

ROSWELL

ROSWELL HIGH

(Pilot Episode)

By

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(Based on the novel)

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"ROSWELL HIGH"

TEASER

FADE IN:

EXT. BACK OF LIZ'S HOUSE - NIGHT (MOS)

LIZ ORTECHO (16) sits on the ledge outside her window. She's potentially beautiful but she doesn't realize that yet. She's also smart. She realizes that. She writes into a journal.

LIZ'S VOICE

March 22, 1999. Entry one. I'm Liz Ortecho and five days ago I died. After that, things got really weird.

DISSOLVE TO:

EXT. ROSWELL, NEW MEXICO, MAIN DRAG - MORNING (MOS)

Liz rides her bike, through a very sleepy town.

LIZ'S VOICE

I grew up here in the bustling metropolis of Roswell, New Mexico. You know, where supposedly the alien spaceship crashed fifty years ago.

Behind Liz we see a UFO Museum and alien-theme gift shops.

INT. ROSWELL HIGH - BIO LAB - DAY (MOS)

Liz, in her element, leans into a microscope, takes notes.

LIZ'S VOICE

I'm a straight-A student. Ninety-eight average, Varsity Soccer, and I founded the Roswell High Society of Future Scientists. I say this not to brag, but because I'm about to tell you some pretty weird stuff and I need you to know that not a flake.

PULL BACK to discover, MAX EVANS (16) classic good looks. He is gracious yet shy, an outsider.

LIZ'S VOICE (cont'd)

This is my lab partner, Max Evans. He's what my girlfriend Maria would call a Roswell Hottie. In lab, we're a great

(MORE)

(CONTINUED)

LIZ'S VOICE (cont'd)
Team. Outside of lab, we don't really
talk.

DISSOLVE TO:

INT. CRASHDOWN - Café - DAY

Mostly empty. Liz in a "Star Trek-esque" waitress uniform carries two burgers from the kitchen toward a table.

LIZ'S VOICE
This is where I work. It's my father's
place. Excuse the lame uniforms. But
like I said. It's Roswell.

As the ambient sound of the café kicks in, Liz slides the burgers onto a flying saucer shaped booth.

LIZ
One Sigourney Weaver and one Will Smith.
Get you folks anything else? Green
Martian Shake, Blood of Alien smoothie?

LARRY (20s), Lost in Space t-shirt, sits with JENNIFER (20s), green hair, both obviously UFO tourists, shake their heads.

LARRY
So! Your relatives ever tell you any
stories about, you know, the UFO crash?

Liz just smiles, here we go again. She takes a beat to get into character, then:

LIZ
I guess it would be okay to show you.

Liz furtively reaches into her uniform and pulls out a photo.

ANGLE ON: MARIA DE LUCA (16), Liz's best friend, nervous energy, loyal to the end. She eyes Liz taking out the photo, smiles knowingly. She approaches another booth where TWO BURLY MEN have a heated discussion. They appear to be truckers, passing through town.

MARIA
Refill?

One of the men glares at her and waves her away with his arm.

MARIA (cont'd)
(walking away; to herself)
Nice attitude.

ANGLE ON: Liz as the tourists study the blurry photo.

(CONTINUED)

LIZ

My grandmother took this picture at the crash site before the government cleaned it up.

INSERT SHORT: A worm black and white photo of what seems to be an alien child. Larry and Jennifer are blown away.

JENNIFER

Whoa.

LARRY

This is a stunning piece of evidence.

JENNIFER

Do people know about this photograph?

LIZ

I know about it. And now you know about it.

JENNIFER

Whoa.

LIZ

I'll be right back. Don't show that to anyone.

Liz turns to walk away and smiles to Maria and ALEX WHITMAN (16) Native American, skinny, talkative, smart. Alex sits at the counter nursing a coke.

MARIA

Stellar performance.

LIZ

Thanks. I like it myself.

ALEX

So, like, what's the deal with scamming the tourists?

LIZ

They get a great story and we get a great tip.

ALEX

I'll never understand the white man's fascination with aliens.

MARIA

Don't Native Americans get into aliens?

ALEX

We are aliens. Well, clearly you two are stuck here and I'm not so, hasta la vista, baby. Are we lunching tomorrow?

LIZ

Twelve-thirty on the veranda.

Alex exits.

As we hear the sound of a fist slamming down on a table, Liz and Maria look over at the burly men whose heated discussion has become a full blown argument.

LIZ

What's their problem?

MARIA

Neanderthals.

(whispers/sing-song)

Max Evans is staring at you again.

ANGLE ON: Max, in a booth, looks away when Liz looks over. He sits with MICHAEL GUERIN (16) unruly hair, leather jacket, mostly silent -- it's like it hurts for him to talk. Max and Michael occupy themselves by playing a game of "quarter's football" on the table.

LIZ

That is so in your imagination. He's Max Evans. What would he want with me?

TWO CUSTOMERS get up and leave, Liz goes to clear their table. As she does she gives Max the slightest curious look.

SUDDENLY as plates and glasses crash to the floor the argument between the two burly men erupts. They are standing, shouting.

LIZ (cont'd)

(to herself)

Oh, no.

BIG ANGRY MAN

I was told to pick up the money, alright?! Not tomorrow! Now!

SHORT MUSCULAR MAN

You won't need any money if you're dead.

The short muscular man draws a gun.

MARIA

Oh my God! Liz!

LIZ

Dad?

Liz races toward a door that reads "Employees Only." Before she gets there a gunshot rings out. Liz doubles over. She's been shot. She falls behind the counter.

The burly men run out of the restaurant knocking over Jennifer; Larry rushes to her aid.

Maria tries not to panic, runs to Liz and places a dish towel on her stomach. It is immediately soaked in blood.

ANGLE ON: Max and Michael. Max is standing trying to go to Liz, but Michael has him by the shirt, pulling him back toward the booth.

MAX

What are you doing? Get off me!

MICHAEL

Max, what are you gonna do?

MAX

I have to do something!

Max pushes Michael away hard and runs to Liz. Grabs Maria.

MAX

Call an ambulance!

In shock, Maria goes to the phone. Max kneels over Liz. He takes the towel away. Then places his hands on her stomach.

MAX

It's going to be okay.

JENNIFER

Oh my God.

Larry and Jennifer have walked up, see Liz's uniform soaking in blood.

MICHAEL

Get back!

Michael pushes Larry back. Jennifer looks at Michael.

MAX

Liz. Liz! You have to look at me.

Liz does. Max takes deep breaths, concentrates.

SLOW PUSH IN on Max looking at Liz, then suddenly we see:

A RUSH OF IMAGES:

A stuff dog with a chewed up ear; 5-YEAR-OLD LIZ in a purple dress covered with cupcakes; 8-YEAR-OLD LIZ and MARIA stand over a bird with a broken wing; 10-YEAR-OLD LIZ dances with her hippie mom and dad in their living room; 14-YEAR-OLD LIZ with her parents at a graveyard in the rain.

INSERT SHOT: Liz's wound heals. The bullet hole closes, and the blood dries up around her stomach.

Liz open her eyes. She looks at Max. Max exhales relieved, surprised himself about what just took place.

MAX

You're alright now. You're alright.

LIZ

I don't understand... I...

A distant SIREN is heard.

MICHAEL

We've gotta get out of here, man.

Max looks at him, nods. Michael runs out. Max smashes a ketchup bottle against the floor. He pours the ketchup on Liz. He looks at her, deadly serious:

MAX

You broke the bottle when you fell. You spilled ketchup on yourself. Liz? I need you to help me. Okay? I'll explain everything later.

Max exits. Maria and the Tourists look at Liz. Liz watches as Max and Michael screech away in a banged up Jeep.

MARIA

Liz! Liz! Are you okay?

LIZ

I'm okay.

As she continues to look where Max just was, mesmerized, we

FADE TO BLACK.

END TEASER

(CONTINUED)

ACT ONE

FADE IN:

INT. CRASHDOWN CAFE - FIFTEEN MINUTES LATER

Liz is seated being examined by a PARAMEDIC. JEFF (50s), long white hair, belly protruding from his Grateful Dead T-shirt, looks down at Liz. He is very tense.

JEFF

Is she alright?

LIZ

I'm fine, Poppa.

ANGLE ON: SHERIFF VALENTI (50s), mirrored glasses, deliberate, a bit thrown by an actual crime occurring. He's questioning a shaky Maria.

MARIA

...the guy with the gun was sort of like a muscular Beavis and the other one was like a beefy Butthead.

VALENTI

I'm assuming they weren't actually cartoons.

Maria takes a long sniff from a vial of liquid.

MARIA

Cypress oil. Reduces stress. Want some?

VALENTI

No thanks. Now, let me ask you one more time. First you were sure Liz was shot.

LIZ

It was ketchup. I told you, Sheriff. I fell. I broke this bottle of ketchup. It spilled on me.

Valenti walks over to Liz.

VALENTI

You feeling better?

LIZ

I'm fine. Just a little shaken up.

(CONTINUED)

VALENTI

(to the paramedic)

Make sure that brain of hers is okay.
It's the most valuable asset in Roswell.

Valenti winks at Liz. Then to Maria:

VALENTI

Did you see what kind of vehicles these
guys took off in?

MARIA

No, I went right to Liz.

A MAN'S VOICE

One of them got into a green Ford pick
up.

Valenti turns to see Larry and Jennifer behind the counter.
Liz and Maria exchange a look.

JENNIFER

Maybe it would help to have his plate
number.

She hands Valenti a sheet of paper. His eyes linger on
Jennifer's green hair for a beat.

JENNIFER

There were two others. Two boys, about
their age.

Valenti looks to Liz.

LIZ

That's right. There were. I forgot. I
didn't recognize them. Must have been
tourists.

LARRY

Sure looked you knew them to me.
Sheriff, can you come here for a minute?

Valenti walks over, obviously irked by this guy.

LARRY (cont'd)

The gunman was standing there. He fired
the gun in this direction here. Jenn and
I have searched the place up and down.
No bullet hole. Sheriff, I think we both
know what happened here.

Valenti just looks at Larry, bewildered. Larry
surreptitiously hands him the alien photo.

(CONTINUED)

LARRY (cont'd)
Before it happened, the girl gave me
this.

Valenti looks at the photo, smiles. Holds it up to Jeff.
Jeff looks at Liz, admonishing:

JEFF
Liz, I told you no more showing fake
alien photos to the tourists.

LIZ
Sorry.

Valenti looks back at Larry, smiles condescendingly.

VALENTI
You folks can go back to your UFO
Museums. I'll take over the
investigation from here.

Larry exchange a knowing look. Jennifer whispers:

JENNIFER
Typical.

LARRY
This isn't just going to go away,
Sheriff.

Liz looks at Larry, then notices something on her uniform,
alarmed. INSERT SHOT: through the dried-up blood on her
uniform we see a bullet hole. She pulls her apron up to
cover it.

LIZ
I'm gonna go get cleaned up.

The Sheriff looks to the Paramedic, who nods that it's okay

MARIA
I'll help you.

Liz and Maria calmly walk toward the bathroom.

INT. RESTROOM - CONTINUOUS

Liz and Maria walk in, their calm demeanor is immediately
gone.

MARIA
Do you want to explain to me why we lied?

LIZ

We didn't lie.

Maria pulls out a dishtowel from the side pocket of her uniform. It's soaked in blood.

MARIA

This isn't ketchup. It's blood. You were dying. I was watching you die. What did Max do to you?

LIZ

(honest)

I don't know exactly. It's like he healed me or something.

Liz saying this freaks them both out.

MARIA

I just think you should know that I'm officially freaked.

And we CUT TO:

INT. EVANS HOUSE - KITCHEN - DAY

A fridge door slams and ISABEL EVANS (15), Max's sister, utterly sexy, utterly cynical, utterly unforgiving about both, dips a chocolate cookie in a jar of Wasabe mustard and eats it. She's very upset. Max tries to calm her. Michael is also extremely upset. Max tries to calm her. Michael is also extremely upset, but chooses to brood. He mixes a 50-50 mixture of Coke and Tabasco sauce.

ISABEL

I can't believe this, I can't believe this. Oh my God, Max, why?!

MAX

I'm sorry.

ISABEL

That's it? "I'm sorry." You break a sacred pact and that's all you have to say?!

MAX

It happened so fast. I didn't have time to think about it.

ISABEL

No using our powers. We agreed.

MAX

Come on, you use your powers all the time.

ISABEL

Yeah, recreationally. It's one thing to have a little fun, break up the monotony that is my life and it's another to go around healing a human in a public place! Who are you, Doctor Kildaire?!

MAX

Alright, we are where we are, alright? Let's just figure out what to do.

ISABEL

Did anyone else see you?!

Michael and Max exchange a look. Isabel is sick.

ISABEL

Who.

MAX

Couple of tourists.
(beat)
And Maria DeLuca.

ISABEL

(hurling a cookie at Max)
Maria DeLuca!

MAX

She's Liz best friend. It'll be alright.

Isabel notices Michael nervously fiddling with a display of plastic fruit on the table.

ISABEL

Don't touch that!

Michael pulls his hand back, frightened.

ISABEL

My mom spent months arranging it. She's like channeling Martha Stewart.
(then with growing panic)
It's just a matter of time now. They're going to find us. And when they do, they'll prod us and test us and God knows what else. You put us in danger Max. All of us.

(CONTINUED)

MAX
(doesn't know what else to say)
It was Liz.

Isabel sighs with disdain. The doorbell rings. They all look at each other.

ISABEL
Shit. Is it Valenti? Shit!

Michael carefully looks through a crack in the window shade.

MICHAEL
It's Liz.

ISABEL
Great. Miss Science Fair. She's going to have a ton of questions. What are you going to tell her?

MAX
(beat)
The truth.

We see Michael almost stricken by these words. He speaks to him quiet, intense.

MICHAEL
You can't, Max. We never tell anyone.
Not your parents. No one. Your rules.

There's a beat. The doorbell rings again and we CUT TO:

INT./EXT. FRONT ENTRANCE - MOMENTS LATER

Max opens the door. Liz stands there, a total wreck, she wears an old trenchcoat over her uniform. She self-consciously adjusts her hair, walks in.

LIZ
You said you'd explain everything later.
It's later.

MAX
Come in.

LIZ
Hey.

MICHAEL
Hey.

Isabel says nothing. She just stares at Liz, sending chills down her spine.

MAX

Maybe we should talk in my room.

Isabel looks at Michael.

ISABEL

This isn't happening. This can't happen.

As Isabel and Michael exchange a concerned look we, CUT TO:

INT. MAX'S BEDROOM - DAY

They walk in. Max tosses some dirty underwear out of sight. Liz is clearly nervous.

MAX

Something to drink? Coke, juice? I probably have other stuff. I could look.

LIZ

No thanks.

(beat)

I lied to everyone. Just like you asked me to. But I need to know what really happened.

MAX

There's no way I could get you to believe the ketchup story, is there?

LIZ

(tries to smile)

I don't think so.

Max looks at her.

MAX

I can't tell you Liz, how much I want to tell you everything. But I can't.

LIZ

Why not?

MAX

I just can't. Liz, I'm going to ask you to please... I mean, you're alive right now, right? Because of me you're alive.

LIZ

I know. I know that. I mean, I never even thanked you for--

MAX

That's not what I meant. Could we just, I mean, would it be at all possible that we just, you know, let it go?

LIZ

Maybe we could. You know, if I was someone else. But I'm sort of obsessed with facts. Which you know. As my lab partner.

Max nods, considering what to say. Finally:

MAX

Liz, I don't know how to say this. I'm different. I'm not like you. That's why I can do things. Like heal people.

Liz trembles, tries not to show that she's trembling. There's a long beat.

LIZ

How? How do you heal people?

MAX

I just can.

Liz is totally unsatisfied with this, but the door opens. Isabel walks in breaking the moment.

ISABEL

We're supposed to meet Mom and Dad for dinner. We're gonna be late.

(to Liz)

See ya.

Liz looks at Max, he can't meet her gaze, and we CUT TO:

EXT. ROSWELL - NIGHT

Dark. Eerie. Liz rides her bike through the town, pedaling frantically. She's completely freaked. She rides past a storefront window filled with dozens of cartoonish, stuffed ALIEN DOLLS. It's unsettling, her gaze lingers on them.

Suddenly, a CAR HORN HONKS, screeches to avoid hitting Liz who has accidentally veered into the car lane.

Liz snaps to. Continues to ride.

(CONTINUED)

LIZ
Sorry, sorry, sorry, sorry.

CUT TO:

INT. MARIA'S KITCHEN - NIGHT

Maria shakily lifts a hot teapot from a burning stove, nearly spilling the water over the flames. Liz takes the pot from her, turns off the burner.

LIZ
Okay, we're both a little too freaked to be using major appliances.

MARIA
So, different. What does that mean? I mean, did he at all think to elaborate on that?

LIZ
Isabel came in before I could get any other answers.

MARIA
She is so rude.

LIZ
Listen, can I use your shower? I have to get this stuff off me.

CUT TO:

INT. MARIA'S BATHROOM - NIGHT

Liz walks in. She goes to the sink, washes her face. Maria appears in the doorway, says nothing.

LIZ
What? You have that look.

MARIA
Nothing.

LIZ
What?

MARIA
So what we're saying here is that you were just... healed. Spontaneously. And we're supposed to do what? Nothing?!

(CONTINUED)

LIZ

We be scientists. We stay objective. We observe. We gather evidence. We come to educated conclusions.

As Liz takes off her uniform, Maria eyes look on Liz's stomach.

MARIA

I think we just gathered our first piece of evidence.

Liz follows Maria's gaze to her stomach. On Liz's stomach we see two silver iridescent handprints. ON LIZ looking at herself, stunned, we CUT TO:

EXT. NEW MEXICO DESERT - NIGHT

Valenti approaches a pick-up he has pulled over, his gun drawn. He steels himself, then knocks on the window.

VALENTI

Can you put your hands on the steering wheel please? Thank you. Can you step out of the car please?

One of the burly men from the diner (Butthead) steps out.

VALENTI

Hands above your head, please.

BUTTHEAD

Okay.

VALENTI

Thank you. Very good. Thanks very much.

Valenti turns him around searches him.

VALENTI

You can turn around.

BUTTHEAD

Officer, if I was speeding--

VALENTI

This is about an incident that occurred in the Crashdown Café this afternoon. A gun was fired and I have reason to believe that you were involved.

The burly guy looks at him, frightened.

BUTTHEAD

That wasn't me, alright? That guy is crazy. I don't know if that girl died or what, but I didn't shoot her. I swear.

VALENTI

I never said anyone was shot.

MOVE IN on Valenti, taking in this information, and CUT TO:

INT. ISABEL'S ROOM - NIGHT

Isabel paces in her room like a caged animal.

ISABEL

God! I have to stop thinking about this. I do. I'm clearly obsessing. I mean, talking to myself? Not a good sign. What to do? What to do? I've got to get my mind off this.

Isabel notices a torn out magazine page with a photo of Clair Danes in a sleek blue dress. A smile forms on her face as a thought comes to her mind.

ISABEL

Oh well. A homecoming queen's work is never done.

Isabel lays down in bed, deep in thought.

ISABEL

Who shall I visit tonight?

We MOVE IN on Isabel who closes her eyes, and we DISSOLVE TO:

INT. ROSWELL HIGH - HALLWAY - DAY (ALEX'S DREAM)

All in black and white. Alex, in full Indian regalia, rushes down the hallway dodging students, dressed as cowboys, who attempt to keep him from his destination.

ALEX

Calculus final! Gotta get to the calculus final!

Then, ISABEL appear in color wearing the Claire Danes dress. She watches Alex's dream, to herself:

ISABEL

What a lame dream.

Alex comes face to face with Isabel. He's shocked to see her.

(CONTINUED)

ALEX

What are you doing here?

ISABEL

We're late.

Isabel leads Alex down the hallway, he's completely confused. She pushes open the double doors of the gymnasium.

INT. GYMNASIUM - NIGHT (ALEX'S DREAM)

Isabel and Alex walk in. Crowns appear on their heads. A spotlight hits them. Music plays.

ISABEL

Can you believe we won? We've been voted king and queen of the homecoming dance by a jury of our peers!

Isabel tilts her head, asking him to kiss her.

ALEX

I have no desire to kiss you. You're Isabel Evans.

ISABEL

Prepare to experience life.

Isabel moves in, kisses him. Long and sexy. They break apart, Alex looks at her, stunned;

ISABEL

Vote for Isabel, homecoming queen.

HARD CUT TO:

INT. ALEX'S ROOM - NIGHT

Alex wakes up in a start, sits up. He is breathing hard, stunned and we CUT TO:

INT. LIZ'S ROOM - NIGHT

Liz stands in front of the mirror, looking at the handprints, concerned and confused. In this otherwise typical adolescent room, a poster of Einstein hangs prominently. PRELAP:

MS. HARDY

Today we are going to look at the difference between human cells and other forms of life.

DISSOLVE TO:

(CONTINUED)

INT. ROSWELL HIGH - BIO LAB - NEXT DAY

Liz sits at her table alone. Max isn't there. MS HARDY (30s) hands out lab materials as she lectures.

MS. HARDY

We've spent the last week talking about genus and phylum and now we're going to get a little more specific and talk about the difference between species. Mr. Evans, so nice to have you join us.

Max walks in, sits down next to Liz. Liz looks at him, but he just picks up his lab sheet and starts filling it out to avoid looking at her. He puts his pencil in his mouth as he reads, an age old habit.

MS. HARDY

Okay, everyone on the left prepare a slide from a vegetable sampling. Everyone on the right take a toothpick and get a sample from your cheek.

Max is one the right. He doesn't make a move. Liz just looks at him. Finally, she hands him a toothpick. He takes it in his hand, considers what to do. Finally, he stands up.

MS. HARDY

Mr. Evans?

The whole class looks at him.

MAX

Can I get a bathroom pass?

MS. HARDY

High maintenance today, aren't we?

She hands him a pass. Max, takes his toothpick with him, walks out. Liz watches him go. The other students are doing the experiment.

MS. HARDY

It's very easy to look on the outside and say what differentiates humans from other species. But what about on the inside?

As she speaks, Ms. Hardy hands Liz a toothpick. Liz takes a scraping from her own cheek, puts it on a slide.

MS. HARDY

Everyone look at the human cells and describe everything you see on your lab sheets.

LIZ'S POV THROUGH THE MICROSCOPE LENS: human cells.

Then Liz lifts her face from the microscope, a thought occurs to her. She looks at the toothmarks on Max's pencil. She lifts the pencil, takes a scraping from it, puts it onto the slide. She takes a beat then slowly bends over the microscope.

LIZ'S POV THROUGH THE MICROSCOPE LENS: Max's cells. They look nothing like human cells. Or anything she's ever seen.

ON LIZ, lifting her face from the microscope, shocked. She is startled as Max returns.

MAX

I have a scraping.

Liz looks at Max, terrified.

LIZ

I already got one.
(grave whisper)
Max. What are you?

As Max looks at her, we

FADE OUT.

END OF ACT ONE

(CONTINUED)

ACT TWO

FADE IN:

INT. ROSWELL HIGH - HALLWAY - LATER

Jam packed, between periods. Max emerges from bio lab, tries to disappear into the crowd. Liz chases him down.

LIZ

Max, I really need to talk to you. Max.

Liz pulls Max through a door for privacy. They are:

INT. ROSWELL HIGH - MUSIC ROOM - CONTINUOUS

All the orchestra instruments are stored here. Liz and Max see KYLE VALENTI (16) Sheriff Valenti's son, identical mirrored glasses, holding a tuba, about to put it away.

KYLE

Ortecho.

LIZ

I need to talk to Max for a minute.

KYLE

I can't leave. I'm instrument monitor.

LIZ

Kyle, please.

She takes the tuba from him to put it away. When she does, her shirt rides up exposing the silver handprints. She pulls her shirt down, looks to see if Kyle noticed. It's unclear.

KYLE

So, my father told me about what happened yesterday. Why do you need to talk to him? This about the shooting?

LIZ

No. We just need to talk.

Kyle considers this, looks at Max, then back to Liz.

KYLE

So when are you and I going out on another date?

LIZ

Kyle we never went on a date.

(CONTINUED)

KYLE

Hey, you came to my place, we played Nintendo, you ate my chips. That's a date, Ortecho.

LIZ

Kyle. Please. Give us a minute.

Kyle looks them over. Nods. To Max, as he goes:

KYLE

I have a complete visual memory of every instrument in this room.

And he walks out. Max looks at Liz, a bit surprised.

MAX

You went out with Kyle Valenti?

LIZ

No, no... Yeah, but no. I was younger. It was weeks ago. Can we just focus please?

There's a beat, then Liz slowly lifts her shirt, revealing the silver handprints. Max just looks at her.

MAX

Wow.

LIZ

I scrapped some cells from your pencil. God, this is really weird to say, and I'm like trying very much to keep from blacking out here. The cells weren't human.

(beat)

Max, I don't want to tell you what I'm thinking. What I'm holding onto here is that my experiment was obviously not done in a very scientific manner. So what I suggest is that we go to the bio lab now and I take a sample so that I can see that what I'm thinking is wrong. That I got the wrong cells.

Max just looks at her, in a corner. He conjures everything he has.

MAX

Those were my cells.

Liz nods, she just looks at him, doesn't know what to say.

LIZ

So, forgive me for asking a really stupid question but are you a... an alien?

Long beat, then:

MAX

I prefer the term not of this earth.

(off her look)

Sorry, not a time to joke.

(then, simply)

Yeah. I am.

Liz just stands there, motionless, her whole world is collapsing around her.

MAX

Wow, it's weird. It's sort of a relief to actually finally say it.

Liz looks up at him. She is terrified. She starts to back out of the room. It's as though she's looking at a monster.

MAX

Liz..

LIZ

I have to...

MAX

Liz, it's okay.

LIZ

I'm going to be late for U.S. Government, so...

She backs toward the door. Max is alarmed by her terror, her reaction. He is suddenly frightened, he puts his hand up against the door so she can't leave. Liz looks at him, she is shaking.

LIZ

Please let me go!

MAX

I'm not going to hurt you!

LIZ

(tears well up)

Kyle's out there!

MAX

Liz, listen to me--

LIZ

Let me go!

She tries to force his hand away from the door. He grabs her, doesn't let go. They are inches away.

MAX

Listen to me. Liz, please. If people find out my life will be taken away from me forever. I'll be a circus freak. Liz. Please don't tell anyone. Now my life is in your hands.

She just looks at him. Nothing else to do, Max releases her. She looks at him another beat, then opens the door and runs out. Through the door we see Kyle watch Liz run away, curious. Kyle turns to Max.

KYLE

What did you do to her, Evans?

Max is too overwhelmed by what just happened to even respond and we CUT TO:

EXT. QUAD - DAY

Alex and Maria eat lunch.

MARIA

I can't believe you had a sex dream about Isabel Evans. I'm disgusted.

ALEX

I know, she's the epitome of everything I feel is wrong with society.

MARIA

Forget society, she has the personality of a taxidermist.

Maria and Alex as Isabel walks up to them.

ISABEL

(sultry)

Hey, Alex.

Alex cannot even respond, he is so affected by her beauty. Isabel looks at Maria.

ISABEL

Can I talk to you for a second?

Maria is obviously terrified, tries to put a front that she isn't. They walk off a bit, to speak privately.

ISABEL

Look, DeLuca, you and I don't have a lot to say to each other, so let's not even pretend. I don't know what you think or what you don't think and I don't even care. The thing I need to say to you is I can ruin you. Okay? But if you can keep your mouth shut, which I know is a big strain for you, then we'll never have to talk again. Which I'm sure would be a great relief to both of us.

Maria tries to respond but she can't. That's how terrified she is. Isabel smiles.

ISABEL

(to Alex)

See ya, stud.

And she leaves. Alex walks up to Maria holding Maria's bag which beeps.

ALEX

What was that about?

MARIA

Nothing.

Maria reaches into her bag and takes out her paper. INSERT SHOT: Maria's paper reads "3rd floor bathroom. 911!!!"

CUT TO:

INT. GIRLS' ROOM - DAY

Maria is sniffing oils like a coke head. Liz nervously throws water on her face.

MARIA

There is no way Max Evans is an alien.

LIZ

Maria, I need you to stay calm here, okay? It's very important that we both stay calm.

MARIA

Okay, I'm not in a very calm mood especially since I was just basically threatened by Isabel Evans.

(CONTINUED)

LIZ

What?! What did she say?

MARIA

Something about how she could ruin me.
What does that even mean?!

LIZ

Maria, I'm sorry.

MARIA

So this sample, this blood sample--

LIZ

Cells--

MARIA

Whatever. You're sure, right? I mean,
you're certain.

LIZ

Yeah.

Maria processes this. Finally looks up at Liz very serious.

MARIA

So what we're saying here is Max isn't
Max.

LIZ

I guess we are.

MARIA

Are there others? What about Isabel,
that would explain some things.

LIZ

I didn't ask.

MARIA

What planet is he from?

LIZ

I didn't ask.

MARIA

What did you ask him, Miss Scientist?

LIZ

Excuse me for being a little freaked.

MARIA

You're freaked; I've lost all feeling in the right side of my body.

(beat)

Liz. We are in way over our heads here. We have to go to Valenti.

As Liz considers this, we CUT TO:

EXT. ROSWELL, LOW RENT DISTRICT - PRE-DUSK

Max's jeep pulls to a stop in front of a sad looking tract house. Max HONKS the horn. Isabel sits in the back, she is notably silent, angry.

MAX

Isabel, just let me tell Michael, alright? I don't want him to lose it.

Before Isabel can respond, Michael emerges through the front door, carrying a bowling ball bag. He walks out onto the overgrown lawn. MR. MCELROY (50s) his foster parent, white trash, follows him out, ranting:

MR. MCELROY

Don't you leave here before you mow the lawn! Hear me!? You think the whole world revolves around you, you little shit?! Is that what you think?!

Michael doesn't turn around, doesn't respond. Just walks to the jeep where Max waits in the driver's seat, and Isabel waits in the back. He senses a deathly silence in the car.

MICHAEL

What's going on?

ISABEL

Max told Liz.

Max throws a look to Isabel, thanks a lot. Michael glares at Max, then angrily throws his bowling bag into the back of the car and climbs in.

MICHAEL

Let's bolt.

Max looks at Michael. Michael won't look back. As Max starts to pull out we PRELAP the haunting first notes of the Wallflowers' "Invisible City", and CUT TO:

INT. -EXT. MAX'S JEEP/DESERT - SUNSET

The desert is beautiful, start; the sky ominous. The music continues. Michael stares out the window. Max looks back and sees Isabel is holding a CD to her ear, listening to it.

MAX

Isabel could you please not do that!

Isabel takes the CD away from her ear and that music stops.

ISABEL

Right, like listening to a CD is our problem!

They go silent as a POLICE CRUISER approaches from the other direction. It just drives past them. But they are all freaked by it. Then a silence:

MICHAEL

We should just keep driving. We should get out of Roswell.

As this thought sits with all of them, especially Max, we CUT TO:

EXT. DESERT - NIGHT

Two bowling bags are opened. Inside, are archeologist digging tools, flashlights, hiking shoes, etc. Max and Michael start getting equipped. Isabel remains in the backseat.

ISABEL

I can't believe you two are continuing with this pathetic, pointless search as if nothing has happened.

Michael has finished getting ready and just walks off without a word. Max looks at Michael for a beat, then turns back to Isabel.

MAX

No one said you had to come with us.

ISABEL

Like I'm going to sit at home alone while the parental units watch Felicity trying to quote-unquote-understand us and wait for the feds to show up and turn me into a national zoo exhibit.

Max, now equipped, is ready to go:

(CONTINUED)

MAX

Coming with?

ISABEL

Yeah, right.

Isabel pulls out a stack of fashion magazines, lays back and starts leafing through them.

EXT. NEW MEXICO ARROYOS - NIGHT

Wide shot. Max and Michael walk slowly, searching. Two tiny figures in a huge expanse of desert. Whatever they're searching for seems like the most futile thing in the world.

ANGLE ON: Michael seeing something metallic glittering in the sand. He slowly leans down, picks it up. A bottlecap. Max walks up.

MAX

Maybe we're getting too far from the crash site.

Michael just flips the bottlecap away, and continues walking. Max looks at Michael for a beat, realizes this isn't going to be easy.

MAX (cont'd)

Michael... look, I'm sorry.

Michael doesn't respond.

MAX (cont'd)

Michael we have to talk about this.

(off Michaels' continued
silence)

Michael, come on. We haven't found anything in over a year. What are you even looking for?

Michael swings around faces Max, his face red with emotion:

MICHAEL

I'm looking for scraps of metal in a desert, Max. A needle in a haystack. There's no way we can ever hope to find where we come from. Is that what you want me to say?

MAX

I just want to make sure we're okay here.

(CONTINUED)

MICHAEL

We're not.

Max looks at Michael, surprised and a bit stung by his anger.

MICHAEL (cont'd)

Look, I would love to stand around and chat, but unfortunately my only chance for survival right now is to put together a spaceship out of bottlecaps!

Michael starts to continue to search, then in a burst of frustration takes his flashlight and hurls it into the desert. He turns back to Max:

MICHAEL

Max. I'm not going to just hang around and wait to get caught. I'm not going to let them destroy us.

MAX

No one's caught yet. Not even close. And even if they did find us, we don't know what would happen. We don't know that there even is a "them".

MICHAEL

Then where's everyone else from our ship? Where are our parents? They didn't just disappear. They were killed. That's what happened.

(beat)

If Valenti gets too close, I swear to God, I'm going to take him out.

Max just looks at Michael, shakes his head.

MAX

Michael, don't you see what that will make them think about us? It's a good way to get us all killed.

MICHAEL

Max, you fucked up! Alright?! Big time. Don't you see what you did? When you saved Liz you might as well have killed the three of us.

MAX

It's gonna be okay.

MICHAEL

No it won't! I know you think it's always going to be okay. Because that's your life. But this is different. If we just stand around things aren't going to be okay. We have to do something Max.

Max looks at Michael, taking this in.

EXT. PRECINCT - NIGHT

Liz and Maria sit in Maria's Mom's 80s Volkswagen Jetta. Rain pounds on the windshield. There's a long beat, then:

LIZ

This car smells like your Mom.

MARIA

I know, she dates more than my entire Psych Club.

LIZ

Well, that's not saying much.

MARIA

She went out the other night looking like the Lost Spice Girl.

(beat)

So, we're stalling, right.

LIZ

Yeah.

Liz thinks for another moment then turns to Maria.

LIZ (cont'd)

I can't do this. I know I should, but I can't.

(beat)

He saved my life.

Maria looks at her, nods, not happy.

MARIA

Can we at least tell Alex?

Liz just shakes her head no. Maria nods, depressed and starts the car. The wipers go on revealing: Valenti standing just outside the precinct watching them, ominously.

LIZ

Let's go.

(CONTINUED)

As Maria peels out, we CUT TO:

EXT. CRASHDOWN CAFÉ - NIGHT

Wide shot. Maria's car pulls to a stop in front of the Crashdown Café. Liz gets out. Starts walking to the side entrance, which leads to her family's apartment above the store. Max emerges from the shadows.

MAX

Liz.

Liz screams.

MAX

Sorry, I'm sorry.

LIZ

What are you doing!?

MAX

I'm really sorry.

LIZ

Are you following me now!?

MAX

No!

LIZ

No?!

MAX

No! I just, I didn't want to be seen.
Sorry, I didn't mean to scare you.

LIZ

Well, telling someone you're an alien then sneaking up on them in the dark is kinda scary actually. For future reference.

MAX

I just really need to talk to you.

Liz breathes, calms herself slightly, then looks at him.

MAX

I can't imagine how you must feel. I mean, I've thought about telling you a thousand times.

LIZ

You have. Me?

(CONTINUED)

MAX

Yeah.

She looks at him, considering this.

MAX

But the thing is I never could. I've just always had to keep this secret. Because I'm so afraid whoever I told would freak out.

LIZ

Like I did.

Max nods. There's a long beat. Liz considers this, then:

LIZ

Max, I'm sorry to be so scared of you. But this is so... I just don't know if you're you. If you're the person I've known all these years.

Max looks at her, nods. Then he thinks of something that makes him smile.

LIZ

What? This is funny to you? You're like amused?

MAX

I just keep picturing you in that dress with the cupcakes on it. Remember?

Liz looks at him, clueless. Then, remembers.

LIZ

Oh, my God. My cupcake dress! I totally forgot about that. I can't believe I went out in public in that thing.

MAX

It was cute.

LIZ

It was so...

MAX & LIZ

Purple.

They laugh, the tension momentarily broken. But Liz stops laughing, as something dawns on her. She grows upset.

LIZ

I had that dress in kindergarten. I didn't know you until third grade. How did you know about it? What do you read minds or something? Because that's an incredible invasion of--

MAX

I don't read minds. When I healed you, I made this... I don't know, this connection. And I got this rush of images. And somehow I just knew things. An image of that dress flashed into my mind and I knew how you felt about it.

LIZ

How did I feel about it?

MAX

It was the single supreme embarrassment of your life. But your Mom made it for you. And she was so proud of it; she never made a dress before. So you wore it. For her sake.

Liz just looks at him for a beat. He's right on.

LIZ

What else did you see?

MAX

I saw you at your sister's grave. You didn't let yourself cry because you mom and dad were crying. And you though someone had to hold themselves together.

Liz just nods. Max looks at her, considers something, then:

MAX

I never tried this, but maybe I can make the connection go the other way. So you can see, you know, that I'm still me.

Liz looks at him, unsure, finally she nods. Max looks at her, steels himself then.

MAX

I have to touch you.

Liz nods. Max reaches out and gently pushes her hair behind her ears. Liz consciously concentrates on not flinching. Max softly cups her face with his hands. Liz stands there with her hands hanging by her side.

MAX

Take deep breaths and try to let you mind
blank out.

They breathe together. Look into each other's eyes.

MOVE IN ON LIZ -- looking at Max. As Liz's eyes register
something happening, we see:

A seven year old boy and girl break out of a pod.

LIZ'S VOICE

I wanted to know Max was still Max, but
what I found was he was more than I ever
knew Max was.

Find a naked seven-year-old boy and girl walking hand in hand
through the desert. MOVE IN on the young boy, his face, his
eyes. The boy and girl walk onto the highway. A blue sedan
pulls to a stop ahead of them.

LIZ'S VOICE

I could feel everything he was feeling.
His heart was this keep never ending well
of warmth and emotion. For the first
time I was really seeing Max Evans.

Seven-year-old Max walks into the library and stops seeing
seven-year-old Liz. He can't take his eyes off her.

LIZ'S VOICE

I saw me, as he saw me.

IN SLOW MOTION: 16-YEAR-OLD MAX passes Liz who laughs at
something Maria said, completely unaware that she's being
watched. She looks beautiful. Max's eyes linger on her.

LIZ'S VOICE (cont'd)

And the amazing thing was, in his eyes? I
was beautiful.

BACK TO THE SCENE:

Max Takes his hand from her face.

MAX

Did it work? Did you see anything?

Liz looks at Max, can't speak. She just nods and we

FADE OUT:

END OF ACT TWO

(CONTINUED)

ACT THREE

FADE IN:

INT. SHOPPING MALL - CHANGING ROOM - NEXT DAY

Maria stands outside a changing room speaking in an urgent whisper.

MARIA

I just want to point out that you are shopping in an emotionally charged state. Which can be frustrating and potentially expensive.

INTERCUT: in the changing room Liz sits back aglow in the memory of Max.

LIZ

Maria, it was so amazing. Max is like so deep.

MARIA

Liz, okay, you connected with him. I'm sure it's a very special thing to look into a guy's soul and all that, but I need to know that you're not planning on moving forward with this.

LIZ

Of course I'm not moving forward. What would that even mean? Like date him? Is that what you're suggesting? That I date Max Evans?

MARIA

Look, I'm divided here because on one hand I think it's really great that you've finally got your eyes out of a microscope and onto a guy, and on the other hand I don't think Max is really your type. I think you'd be much better with someone else, like an earthling.

LIZ

Maria, I know. Of course they do say you're most likely to find a guy where you least expect it.

MARIA

Yeah, but it's usually not in a pod. Look, I just feel it behooves me to point out that Max Evans is an alien. And

(MORE)

(CONTINUED)

MARIA (cont'd)

"behoove," by the way, is a word I never had to resort to before.

Maria can't take it anymore, she bursts into the changing room. Maria looks at Liz sitting back, smiling, not a care in the world.

MARIA

Oh my God. You're in love.

LIZ

Really?

MARIA

This is not a good thing! It's a bad thing! Very bad! What happened to "we're scientists. Stay objective?!" Liz, you're my center, okay? You're the ying to my yang. The Captain to my Tenielle. Please. This is not the moment to start jumping into bed with aliens.

LIZ

Maria, I don't know but I'm feeling something. It's strange. I'm like happy but sick.

MARIA

Do you think Max is putting a force on you?

LIZ

Definitely.

Liz rises, her dress falls over her body like a magic gown. She looks incredible. Transformed from a girl to a woman. She walks out to

INT. CLOTHING STORE - MIRROR - CONTINUOUS

Liz walks to the mirror where Alex has been waiting. Looks at herself, unsure. She turns to Alex, who is mesmerized:

LIZ

Well...?

ALEX

(I'm not in love with this girl
I'm not)

I thought we weren't even going to this stupid dance.

(CONTINUED)

INT. BOY'S BATHROOM - DAY

Alex is washing his face, Michael walks in. They see each other, say nothing. Michael goes to the urinal.

ALEX

So, anyway, I know everything about Max.

Michael says nothing but his eyes register concern.

ALEX

Who told you?

ALEX

Are you kidding? It's all over school.

Michael looks at Alex, his world caving in.

ALEX

Everyone knows about the incident in the instrument room. And they were seen together again several times. The point is if Max and Liz are together or whatever, I can handle it.

Michael looks at Alex, his eyes register relief.

ALEX

I mean, Liz and I are friends, buddies. So, there's no reason for this whole hush hush thing. So if you can get that message to Max, I'd appreciate it.

Michael rolls his eyes, realizing. Without even looking at Alex, he walks out. Alex looks where Michael was.

ALEX

Great. Terrific conversationalist.

CUT TO:

INT. BIO LAB - DAY

Liz walks in. Sits down next to Max. She's dressed different, sexier. It's not her. Max looks at her, surprised. She's extremely self-conscious in his presence.

LIZ
Hi!

MAX
Hey.

LIZ
Good to see you again.

Max looks at her, as if she's alien.

MAX
Good to see you.

Liz searches for something to say, suddenly incredibly awkward around Max.

LIZ
Nice day! Bright!

The sit down start to work. Liz steals a look at him, Max looks back, confused by her behavior.

LIZ'S VOICE
Then I wondered was this all in my imagination? I mean, so what? He had feelings for me when we were seven. He'd just broke out of a pod; he'd probably have feelings for a spatula.

Liz notices Max, his expression grows serious. Someone taps Liz's shoulder. She looks up:

MS. HARDY
You're needed outside.

Liz looks outside the door: Valenti stands there waiting for her. Maria stands beside Valenti. On Liz's expression we CUT TO:

INT. VALENTI'S CRUISER - DAY

Liz and Maria sit in the back seat of the car. Valenti drives. It's silent. Liz leans close to Maria, whispers:

LIZ
Did you say anything?

MARIA
Noo.

Valenti eyes the rear view, they stop talking. Liz looks up concerned as Valenti pulls to a stop at the City Morgue.

INT. MORGUE - DAY

Valenti, Maria and Liz walk in. Liz and Maria stand near the doorway, frightened.

VALENTI

I'm sorry but I need you to look at this.
There's been a murder.

Valenti walks to a metal drawer in the wall, opens it, nods to Liz and Maria. Liz and Maria walk slowly to the body wrapped in a body bag. Tears fill Liz's eyes as she steels herself and looks through the plastic bag. Through the plastic we see a CORPSE, an elderly man.

LIZ

I don't know this man.

Maria also shakes her head, she doesn't know him either.

VALENTI

What do you make of these marks?

Valenti pulls down the sheet covering the corpse part way. Liz sees two silver hand prints on his chest. Liz looks at them, stunned. Maria is terrified. Maria looks at Liz. Liz just looks at Valenti.

LIZ

I've never seen anything like them
before.

MARIA

(takes everything she has)
Me either.

Valenti nods. Looks at Maria.

VALENTI

Could you wait outside?

Maria looks at Liz. Liz nods. Maria walks out. Liz tries to face Valenti eye to eye.

VALENTI

Liz, my son Kyle thought he saw similar
marks on your stomach.

Liz looks at him, says nothing, then:

LIZ

He was wrong.

VALENTI

Can I see for myself?

LIZ

Sheriff, come on. I mean, what's going on here? Has everyone gone crazy? I spilled ketchup. I said that like a hundred times.

VALENTI

Please.

Liz looks at Valenti, no choice left. She slowly takes her shirt out of her pants. Lifts her shirt. Looks at her stomach. The hand prints are gone. She covers her surprise.

VALENTI

I guess Kyle was wrong.

LIZ

Can I go now?

Valenti nods. She starts to go, then:

VALENTI

Liz, you know about my father, right?

Liz stops. Slowly turns back to him, nods.

LIZ'S VOICE

They called him Sergeant Martian. After the crash, after every other witness change their story, Sergeant Martian still claimed he saw aliens. He sort of became the town joke.

VALENTI

The thing about it is, my whole life I thought he was as crazy as everyone else did. His own son. Now, I'm not so sure.

He looks at her. She tries to stay strong.

VALENTI

I went back to the diner. There is no bullet hole. Those two from the diner said that they saw you shot.

LIZ

You're listening to those two? The background check on them must read like a trip to a Star Trek convention.

VALENTI

I also found one of the men who was in the argument. He confirms their story. Liz. We're no longer talking about a friendly alien who goes around healing people. We're talking about a murderer. Liz, are you telling me everything?

Liz considers for a long beat. She looks at the body again, the marks. Then finally.

LIZ

I... I don't believe in aliens.

She's in a state of utter confusion. As she backs out of the room we CUT TO:

INT. MORGUE HALLWAY - SECONDS LATER

Maria waits terrified when Liz emerges. Liz takes off down the hallway. Maria chases after her.

MARIA

Max did that, didn't he? He killed that man.

LIZ

I don't know.

MARIA

Liz, don't leave me here like that. I'm like freaking okay? Liz!

Liz heads out the door leaving Maria alone and we CUT TO:

EXT. ROSWELL, MAIN DRAG - DAY

Liz runs. The town is bustling with UFO TOURISTS. Outside the Crashdown Café, a NEWS CREW is doing a story. We see Larry and Jennifer being interviewed by a reporter.

INT. ROSWELL HIGH - GYMNASIUM - DAY

Boys gym glass. Liz walks in, the only girl. She stands at the doorway, intense, upset. All eyes are on her. Max looks up, sees her. Liz just walks out. Max rises to follow her.

ANGLE ON: Kyle, very curious and we CUT TO:

INT. HALLWAY - MOMENTS LATER

Max emerges, stops seeing Liz's expression.

(CONTINUED)

LIZ

I have to talk to you.

She turns to leave. On Max, mystified, we CUT TO:

INT. AV ROOM - MOMENTS LATER

Max looks at Liz. Liz is shaking, trying to stay in control.

LIZ

Could you stand further back?

(he steps back)

A little further. Behind that line.

Max steps behind a black line in the tiled floor.

LIZ

Thank you.

Liz puts her hand on a fire alarm, poised to pull it.

LIZ

Step over the line and I'm pulling the alarm and blowing the whistle okay? On this entire... thing.

Max just nods, tries to calm her, she's ready to blow a fuse.

LIZ

What am I doing? God. What am I doing going into a room alone with you? It's not logical. You're making me do things that aren't logical. And I hate you for that, Max. I do. I hate you.

MAX

Liz...

LIZ

Step back please! Thank you!

(she looks at him)

Valenti showed me this body. A corpse. He had silver handprints on his chest. He thinks that the man was killed by an alien.

MAX

(calm, soothing tone)

I was driving before. A man on the street had a heart attack. I tried to heal him. But it was too late.

LIZ

I see. So you just heal anyone? I get shot, you heal me. Old man on the street, sure, why not? The more the merrier. When in Rome.

MAX

(calm)

Before I healed you, I didn't know that I could do that. I mean, I can manipulate molecular structures, so I always thought maybe. And then it was you. So I tried.

Liz tries not to be affected by this, but she is.

MAX (cont'd)

And when I realized I could do something like that, that I could save someone's life, it sort of made me realize that maybe what I am isn't just a curse. Maybe it's also a gift.

LIZ

I see... I see.

Liz is moved, but holds on to what she has to do. She takes out a loose leaf page filled with a list of questions. Max just looks at her.

LIZ

Where do you come from? What planet?

MAX

I don't know. After the crash someone brought us--

LIZ

--Us?

MAX

(beat)

Isabel and I shared a pod.

Liz nods her head, crosses a question off her list.

LIZ

That answers that.

MAX

Anyway, someone brought us to a cave where we'd be safe. We think maybe our parents. We broke out of the pod forty years later. I was seven. Isabel and I

(MORE)

(CONTINUED)

MAX (cont'd)

Started walking and we wound up on the road and...

LIZ

And a blue sedan stopped for you.

(off his look)

I saw it. You know, before.

MAX

It was the Evans' car. And they adopted us. Which was the luckiest thing that ever could have happened. Michael wasn't as lucky.

Liz looks at him. He nods. Liz checks off another question off her list.

MAX (cont'd)

He's been bouncing around from foster home to foster home. Which basically sucks.

LIZ

Are there others?

MAX

Not that we know of.

A beat.

MAX (cont'd)

Anything else on your list?

LIZ

Just... Are you in disguise?

MAX

A disguise?

LIZ

You know, are you like three feet tall and green and rubber? Sorry, it's Maria's question.

MAX

No disguise. As far as I know this is what I look like.

Liz nods. Puts away her list of questions. Beat, then she looks right at Max:

LIZ

So when you saved me, you put Isabel and Michael in danger, didn't you?

(CONTINUED)

Max just nods, she has hit on an enormous burden Max is carrying.

MAX
(barely audible)

Yeah.

LIZ
That must have been really, really hard.

Max is silent. Liz takes a breath, then looks at him.

MAX
So.. What did you tell Valenti?

LIZ
I told him I don't believe in aliens.

MAX
(beat, he looks right at her)
That must have been really, really hard.

Suddenly, the door opens. Max and Liz duck behind a projector. They are very close. Footsteps approach. It's Kyle.

KYLE
My father calls you in for questioning and you run right to Max. What's going on, Ortecho? What's Max got to do with all this?

Liz looks at him, not knowing what to say, then:

LIZ
Kyle, we came here to be alone. So, do you mind?

A stream of rageful jealousy shoots through Kyle.

KYLE
You have Evans. Right. I believe that.

Liz slides her arms around Max's waist. Max's eyes register this.

LIZ
Well, I guess guys don't notice other guys' bodies. Could you like leave us alone?

Kyle looks at them with building anger, jealousy.

KYLE

Like this will last.

He turns and leaves. We can sort of make out Kyle's figure outside the window.

LIZ

I think he's looking. Maybe you should kiss me or something. To throw him off.

Do we hear Max swallow?

MAX

If you think it would help.

Max and Liz lean in and kiss. It's incredibly awkward, yet somehow sweet. They pull apart. Liz is unable to speak for a moment, then:

LIZ

I think that worked.

She looks at him, wondering what that just mean and we CUT TO:

INT. MOTEL ROOM - DAY

Larry and Jennifer pour through stacks of Roswell High Yearbooks, school newspapers, etc. There's a knock on the door. Larry opens it. It's Valenti.

VALENTI

I'm ready to listen.

(he walks in)

You said there were two boys in the café.
Did you see them?

JENNIFER

Not the one who healed the girl. His friend.

Jennifer hands Valenti the Roswell High yearbook. INSERT SHOT -- A yearbook page. ZOOM IN on a circled face, the one brooding face in a sea of smiling faces: Michael.

Valenti nods with recognition and we:

FADE OUT.

END OF ACT THREE

(CONTINUED)

ACT FOUR

FADE IN:

INT. MARIA'S HOUSE - FRONT DOOR/LIVING ROOM - NIGHT

Maria opens the door. Liz walks in.

LIZ
Max didn't kill that man.

MARIA
Liz! Hi!

Alex walks up. By their guilty smiles, Liz just knows.

LIZ
You told Alex.

MARIA
I had to.

LIZ
(to Maria)
I thought I could trust you.

ALEX
We're going to Valenti.

Liz just looks at them, distraught.

ALEX (cont'd)
We don't know what we're dealing with here Liz. We don't know for sure what powers he has. We don't know what his agenda is.

LIZ
Agenda?

ALEX
That man was murdered.

LIZ
He wasn't. Max tried to save him.

ALEX
That's what he said. How do you know he was telling the truth?

LIZ
I trust Max. Completely. Alright?

(CONTINUED)

ALEX

So you're like falling for Max Evans!
That's perfect. It really is.

Liz and Alex are both surprised by Alex's jealousy.

LIZ

I thought you of all people would be on his side. Aren't you always saying you feel like an alien yourself? That everyone should be treated equally.

ALEX

Yeah. Everyone except real aliens.

LIZ

He's Max. He's still Max.
(to Alex)

He's the same guy who got Stuart Deckler to stop beating you up in fifth grade.

(to Maria)

He's the same guy who always picked you first for softball even though you're the most pathetic athlete in Roswell.

(beat)

Please. Just talk to him. If you still think there's any possibility that he's a threat to anyone then we'll all go to Valenti.

Liz looks at both of them pleadingly. As we HOLD ON Maria and Alex considering we CUT TO:

INT. MAX'S ROOM - NIGHT

Liz walks in. She stops, stricken, seeing Max packing his back pack. Before he can say anything, Maria and Alex walk in. We hear Isabel dragging stuff in from the hallway.

ISABEL (V.O.)

Okay, I know this isn't the traditional way to make a getaway but I guarantee these are all essentials.

Isabel comes in struggling with several pieces of luggage. She stops cold seeing the new arrivals. At that moment, an old army duffel bag flies in through Max's window, followed by Michael. Michael looks at everyone.

MICHAEL

Slumber party?

They all look at each other, silent for a moment.

(CONTINUED)

LIZ
Maria and Alex know.

ISABEL
Terrific! Dorothy and the Scarecrow.
(to Maria)
Boo!

MARIA
(jumping back)
That's really not funny.

LIZ
Where are you going?

MAX
We're going to leave.

LIZ
I don't think that's such a great idea.

ISABEL
Why, not finished jamming your tongue
down my brother's throat.

Max rolls his eyes. Alex looks at Liz, she didn't tell him that part.

LIZ
It will just show people that you're
guilty.

MICHAEL
Guilty of what? Saving your life?

LIZ
I didn't mean that. I'm just saying if
we work together--

ISABEL
But we're not together. We're the ones
in danger. We're the ones giving up
everything.
(fighting emotion)
We can't even say goodbye to our parents.

LIZ
Look, I can't tell you how all this makes
me feel. Right now, I wish Max hadn't
healed me. I do. But I can't change
that. If you run they'll know. They'll
know everything.

Max considers this.

MAX
Maybe Liz is right.

Isabel looks at Max, betrayed.

ISABEL
Word's already out. Our cover's blown.
These two already want to go to Valenti,
don't you.

MARIA
We agreed we wouldn't.

ISABEL
That fills me with such confidence.
(to Maria and Alex)
Either of you say one word and you're
dead. I can do it, okay? You won't even
know what hit you.

MAX
Isabel! Stop!

Then a voice comes out of nowhere.

ALEX
Maybe you should.

ISABEL
The scarecrow speaks.

ALEX
Maybe you should go to Valenti. If
you're honest with him and he sees you
don't mean any harm--

MICHAEL
I'm sure he'll just roll out the welcome
wagon.

MAX
Michael...

MICHAEL
Why is this guy telling us what to do?
You have no idea what our situation is,
alright? We will be killed. Destroyed.
That's what's going to happen. Do you
understand that!?

ALEX

I sort of do. It's what happened to a lot of my ancestors. There's nowhere to run, Michael. If they want you, they'll find you.

ISABEL

Alright. I've heard enough. Whitman, you live in town, your father's a gas station mechanic. You're about as much of a Native American as I am. We're wasting time here! Let's go, Max.

Isabel and Michael start to gather their things. Max just stands there.

MICHAEL

We made our decision.

Loaded beat. Everyone looks at Max who is literally caught in the middle.

LIZ'S VOICE

It was one of those moments when a few seconds seem like hours.

Finally, Max decides, lifts his back pack. Walks to Liz.

MAX

This is my family.

Liz nods, fighting emotion and we CUT TO:

INT. JEEP - NIGHT

Max drives, fast. Michael rides shotgun. Isabel sits in the back hugging her luggage. They're silent.

Michael looks to Max but Max is lost in his own thoughts. Max's eyes flit to the rear view. See the red lights of a police cruiser.

They all exchange a look. What do we do?

MICHAEL

Hit it.

Max floors it. The Cruisers siren goes on and pursues them.

ISABEL
(terrified)

Max, go!

The cruiser is gaining on them. Max suddenly turns off the road and drives out onto the desert.

EXT. DESERT - NIGHT

Wide shot, the cruiser overtakes them, cuts them off.

JEEP - SAME

Max hits the brakes, the car pulls to a stop. Valenti gets out of the cruiser. Max, Isabel and Michael look at each other.

ISABEL

I'm scared.

Michael reaches back, takes her hand. Valenti walks up to the jeep. Takes a flashlight, flashes it in Max's face. Then Isabel's. Finally, Michael's.

VALENTI

Mr. Guerin. Can you step out of the car please?

As Max looks at Michael, dreading what he thinks might happen we, CUT TO:

INT. VALENTI'S CRUISER - NIGHT

Valenti drives, Michael sits handcuffed in the back seat. Valenti's eyes flit to the rearview, then he pulls the car to a stop. They are in the middle of nowhere. Michael's eyes register concern. Valenti turns and looks at Michael through the metal divider.

VALENTI

Michael, I don't want to have to arrest you. Drag your foster parents into this. Get the Department of Social services involved. I don't want to see you sent back to Chaves County Juvenile center.

Michael looks at Valenti, this one gets Michael. Valenti senses it.

VALENTI (cont'd)

I know, that you were in the café that day. I know you were with someone. All I need from you is a name. Otherwise, I will make your life a living hell.

Michael looks at Valenti, considers. Michael looks down to the handcuffs. His eyes focus on them. INSERT SHORT: The

(CONTINUED)

Handcuffs melt off Michael's wrists and collect in a silver puddle of liquid on the cruiser floor. Valenti doesn't see this, he wants for an answer. As we SLOWLY PUSH IN on Michael, considering his options, we CUT TO:

INT. ROSWELL HIGH - BIO LAB - NEXT DAY

Liz sits alone at her lab station, sad, completely not there. Deep in the recesses of Liz's consciousness we hear MS. HARDY teach, but her words are a blur, until:

MS. HARDY

Well, another celebrity appearance from Mr. Evans!

Hearing this, Liz's eyes widen. She slowly turns and sees Max walk into the class. An unconscious smile forms on her face. Max sits next to her, whispers.

MAX

Michael took care of it.

She looks at him, curious, and we CUT TO:

INT. HALLWAY - BETWEEN CLASSES - LATER

Alex gets something from his locker. He closes the door and looks up. Michael is there.

ALEX

I thought you were in jail.

MICHAEL

Alex, man, I think we better talk.

Alex looks at Michael, concerned and we CUT TO:

INT. BOYS BATHROOM - MINUTES LATER

Alex watches terrified as Michael checks the stalls to make sure they're alone. When he's done Michael takes a snickers bar, squirts an entire packet of hot sauce over it and pops it in his mouth.

ALEX

Alien digestive system aside, that can't be good for you.

MICHAEL

Well, the good news is Valenti doesn't think I'm an alien. The bad news is he thinks you are.

Alex laughs, then when Michael doesn't laugh, he looks at Michael with growing concern.

ALEX
Why would he think that?

MICHAEL
I told him.

Alex just looks at him.

MICHAEL (cont'd)
I had to name someone to get Max off the hook. Which he'll be. You know, as long as you go along with the story.

ALEX
There are forty thousand people in Roswell! Why me?

MICHAEL
Well, that gets kinda personal.
(Alex just looks at him)
I figured Liz owes Max, him saving her life and all, and you've got it bad for Liz so there's your motive to help us out.

ALEX
I told you, Liz and I are friends.

MICHAEL
Whatever--

ALEX
It's a totally healthy male-female, non-sexual, platonic...

MICHAEL
Alex. Drop it. The point is what can they do? Drag you in, do some tests, find out you're human, and let you go. I mean, you are human right?

ALEX
Yes.

MICHAEL
Right. So you're home free.
(a thought occurs to him)
Unless of course they decide to bone you anyway.

(then)
(MORE)

(CONTINUED)

MICHAEL (cont'd)

The point is, Alex, and this is the part that I really don't enjoy saying, but if you don't do this then I'll have to kill you.

Michael goes to the urinal starts to take a piss. Alex just looks at Michael, flooded with too many emotions to list, fear, anger, and frustration being just a few.

ALEX

Well, what can I say here? Thank you Michael. Thank you for thinking of me.

Alex leaves slamming the door and we CUT TO:

INT. ROSWELL HIGH - HALLWAY - LATER

Alex slams open his locker door, Liz is all over him.

LIZ

All I'm saying is you've gotta look at the positives of this.

ALEX

Positives?!

LIZ

I mean, you've said you want to eventually be a writer. This could give you something to write about. Real life experience.

ALEX

I don't consider being anally probed fodder for future writing projects, thank you very much.

LIZ

Alex, their lives depend upon you right now. They'll all be taken away if you don't do this.

ALEX

Here's the thing that you're not getting. I want them to be taken away. Michael threatened to kill me. And let's not forget that Isabel threatened Maria. So it seems that our new group of pals have a little quirk, don't they?! They like to threaten our lives! Liz, there is no way I am going to do this.

Liz looks at him, nods, incredibly serious:

(CONTINUED)

LIZ

Alex, you always said you'd be there for me when I needed you. Well, I never needed you more than this.

He turns to her, this brings up a whole different thing.

ALEX

So are you...? Are you in love with him?

Liz doesn't know what to say. Finally:

LIZ

He saved my life

Alex just looks at her, pained.

A MAN'S VOICE

Alex Whitman?

Alex and Liz turn to see Valenti. Around him are Larry and Jennifer and a MAN in a black suit, we have not seen yet.

Alex considers for a long beat, then looks at Liz:

ALEX

I hate that I can't say no to you.

Liz looks at him, stunned by the intensity of Alex's emotions. Alex slowly walks to Valenti.

ALEX

I'm the one you're looking for.

As Valenti begins to handcuff Alex, and PASSING STUDENTS and TEACHERS watch, gawking, we ANGLE ON LIZ:

LIZ'S VOICE

Even in Roswell, in all its patheticness, in corners that you'd never think to look, there were heroes.

Liz watches as Alex is taken away and we

DISSOLVE TO:

INT. SEVEN ELEVEN - NIGHT

Maria turns down the aisle and stops short almost bumping into Isabel who holds an oversize bag of Doritos in one hand and a jumbo jar of Fluffernutter in the other.

(CONTINUED)

ISABEL
(seeing Maria)

Oh gross.

Maria just turns to avoid any further interaction.

ISABEL (cont'd)
So. Sorry for threatening to kill you.

Long beat. Maria begins speaking in an uncharacteristically, calm confident manner:

MARIA
That's really not alright. And it's not alright that you guys risked Alex's life either. So, thanks for the sentiment or whatever but it doesn't really go very far. So, goodnight. Enjoy your...
(re: her groceries)
...whatever that is.

Maria smiles at Isabel and continues down the aisle. After she turns out of Isabel's eyesight Maria almost hemorrhages from the stress of this encounter.

DISSOLVE TO:

EXT. PRECINCT - NEXT DAY

All the NEWS MEDIA is out in droves. The doors open and Valenti walks out with Alex, who looks haggard and exhausted. They're followed by two other OFFICERS and the man in the black suit we saw earlier.

VALENTI
I know you all have picked up the story about a young man who was taken in for questioning about his.. heritage. I just want to say that there has been a terrible mistake made.

ANGLE ON: Liz standing with Maria watching. Liz exhales, relieved.

VALENTI
This young man in question is completely innocent and was the victim of a false lead. I apologize to him and his family for this mistake. Thank you.

Valenti starts down the steps.

(CONTINUED)

REPORTER ONE
Sheriff Valenti, is it true you had
reason to believe there was a paranormal
occurrence here?

VALENTI
Like I said, it was a mistake.

REPORTER TWO
Didn't your father also have a history of
seeing aliens?

Valenti winces at this.

REPORTER THREE
Were you trying to persecute this young
man to try to clear your father's name?

VALENTI
No, sir.

Valenti's eyes flit to Kyle, who watches his father being
humiliated in front of the press.

REPORTER TWO
Sheriff Valenti for the record are we
saying that the Sheriff of Roswell New
Mexico believes in aliens?

REPORTER ONE
Sheriff, do you consider yourself
mentally fit for this office?

VALENTI
A mistake was made. This investigation
isn't over. I have no further comment.

Valenti is about to get into his cruiser when his eyes lock
with someone across the street. REVERSE ANGLE: Max watches
furtively, away from the crowd across the street. Valenti
glares at Max for a beat, then gets into the cruiser and
pulls away.

The reporters begin to ask Alex questions.

REPORTER ONE
Mr. Whitman, why did they think you were
an alien?

ALEX
(shy, barely audible)
It was a mistake.

REPORTER TWO
Do you plan to press charges?

ALEX
Charges? No.

REPORTER ONE
Do you believe in aliens?

ALEX
No, no I don't.

But then he stops and considers. He walks back to the mic.

ALEX (cont'd)
Yes, I do. I do believe in aliens.

ON LIZ, terrified of what he is about to say.

ALEX (cont'd)
I believe in aliens because I am one. And
so are you. We all are.

Liz smiles, relieved.

ALEX (cont'd)
As long as people are treated differently
because of their skin, or race, or creed,
or religion we are all aliens. When I was
five my Great Grandfather said to me...

And as Alex continues this story, with building self-
righteousness, we ANGLE ON: Liz and Maria, watching Alex.

MARIA
He's going to be totally impossible.

LIZ
I know.

Max starts to walk away and stops seeing that the man in the
black suit is now standing right next to him. This is JOSH
STEVENS (30s) amiable, mysterious, intellectual.

JOSH
Max Evans?

MAX
Yeah.

JOSH
Hi, how are you?

MAX

Fine. Who are you?

JOSH

Josh Stevens. I'm new in town.

Josh reaches his hand out. Instinctively, Max reaches out and shakes it. He stops noticing that Josh wears surgical gloves. He looks up at Josh, mystified, concerned.

MAX

You don't look like the type of person
who'd live in Roswell.

JOSH

Under normal circumstances I'm not.
(with a smile)
See you around.

Josh walks away peeling the glove from the hand Max shook and placing it into a plastic evidence bag. As Max watches Josh walk away, we DISSOLVE TO:

INT. MAX'S BEDROOM - NIGHT

Max stands in front of a mirror in a suit. He holds up two ties, considering. When he hears:

MICHAEL (V.O.)

I'd go with the blue.

Max turns to see Michael climbing through the window. He wears the same leather jacket/t-shirt combination as always.

MICHAEL (cont'd)

Brings out your eyes.

Max looks at Michael, nods:

MAX

Thanks, Michael. You did good.

Michael just nods. He pauses for a moment, considers how to get into this, then:

MICHAEL

Max, this whole thing has made me thing.
You and Isabel have your parents,
relatives, you've got a whole life here.
I've just got you and Isabel.

Max looks at Michael, empathic, is about to say something but Michael stops him:

(CONTINUED)

MICHAEL (cont'd)

The thing that I realized is in a way that's a good thing. Because it's easier for me to leave. And we have to be able to leave, Max. We have to be able to pack a suitcase at the drop of a hat, go to some other town. Start over.

Max looks at Michael not sure what he's getting at:

MICHAEL (cont'd)

Don't fall in love with Liz. I saw how hard it was when you thought you had to leave the other night. If you're with Liz, think how much harder it will be. Everyday that passes it will get harder and harder.

MAX

Maybe it's worth the risk. I mean, we've always been so... you know, it's always been just us. I mean, think about it. What Alex did. He saved us.

MICHAEL

He did that for Liz, not for us. He's still our enemy Max.

There's silent beat between them.

MICHAEL

We can't let ourselves be vulnerable. We can't. And I guess the only other thing I wanted to say was, if you do, you know, pursue this... I'm not wasting anymore time here. I'm leaving.

Max and Michael just stand there. Max doesn't know what to say. Finally:

MAX

I never knew you could talk so much.

MICHAEL

Me either.

Michael goes to the window and starts to climb out.

MAX

Don't you need to get dressed for the dance?

MICHAEL

I am.

Michael hops out, leaving Max thoughtful.

INT. ROSWELL HIGH - GYM - NIGHT

The Homecoming Dance is in full swing. We see Maria and Alex.

ALEX

So. Was my speech to much?

MARIA

The part about "having been to the mountaintop" might have been pushing it. So, what did they do to you? I mean, are you okay?

ALEX

It'll probably take a decade to replenish all the bodily fluids they took.

MARIA

Okay, just so you know, there's an image in my mind right now I'm afraid my never go away.

PAN to discover Liz, standing alone in the dress she wore earlier. Kyle approaches.

KYLE

Hi, Ortecho.

LIZ

Hi.

KYLE

So, I just wanted you to know that I saw those handprints on your stomach. The ones one the corpse disappeared too. That doesn't mean I didn't see both of them.

(beat, then)

It's Max isn't it?

LIZ

Kyle, you've been spending way too much time in the UFO museum.

KYLE

You people made my dad look like an idiot before. I'm going to find out what's going on, Liz. Trust me.

(CONTINUED)

Max walks up.

MAX

Hey.

KYLE

Hey.

They all stand there for a loaded beat.

LIZ

Kyle...?

KYLE

I know. You want to be alone.

Kyle glares at max for a beat and then walks off. Liz and Max look at each other for a beat.

MAX

(re: her dress)

Wow.

LIZ

Oh, I just figured red's a classic, so...

MAX

Listen, I need to talk to you.

Liz looks at him, nods, serious and they start to walk out.

ANGLE ON THE STAGE where MRS. SHAFFER, the principal, is giving the speech we've been hearing in the b.g.

MRS. SHAFFER

And before I announce this year's winner
let me just say that you are all winners.

The entire gymnasium boos and hisses.

MRS. SHAFFER

This year's queen of the homecoming dance
is...

ANGLE ON: Isabel and Michael. Isabel starts to shriek...

ISABEL

Ahhhh! Oh, my God, thank you so--

But she stops hearing:

MRS. SHAFFER

Stacey Scheinin.

(CONTINUED)

As STACEY screams like she's been named Miss America, Isabel watches, stunned and dismayed.

MICHAEL

I did a little dreamwalking last night myself.

(off her look)

Let's just say the boys of Roswell must have found the image of Isabel Evans jamming her finger up her nose a bit of a turnoff.

ISABEL

(child-like)

Why?

MICHAEL

No more dreamwalking, Iz. We've gotta stop the madness.

DISSOLVE TO:

EXT. ROSWELL HIGH - NIGHT

Max and Liz out on the quad. The music filters out. There's a silent beat. They both look incredible in formal clothes and bathed in moonlight.

MAX (cont'd)

Liz, I just wanted to say that I realized something since... You know, since all this.

Liz nods, prepares herself.

LIZ

Yeah...?

MAX

Just that no matter what happens, I'm always going to be in danger. There's always going to be someone out there hunting for me. Valenti or someone else. If you get too close to me, you're going to be in danger too.

LIZ

I don't care. It doesn't matter to me.

Her saying that makes it even harder for Max to say this:

(CONTINUED)

MAX

And though I really, really would want things to be... more, I think we should stay friends. Just friends.

Liz thinks about this, her mind races with thoughts. Finally she nods, looks at him:

LIZ

I realized I never really thanked you. You know, for saving my life.

Max just looks at her. A SLOW SONG has begun in the gym.

LIZ'S VOICE

I had never been so utterly confused. The only thing I really knew for sure was that I was standing with Max Evans at the homecoming dance during the slow song.

Liz slowly turns to Max, gathering courage, then:

LIZ

So... Friends can dance right?

There's a long beat, Max looks at her.

MAX

Yeah.

Max gently takes her in his arms and they begin to dance.

ANGLE ON: THE FRONT ENTRANCE where Alex stands at the door watching them, wistful. Michael emerges, stands a few feet from Alex. They say nothing, just watch them dance, both upset for their own reasons. As Max and Liz continue to dance, and we begin to PULL BACK into the night, we DISSOLVE TO:

EXT. LIZ'S HOUSE - NIGHT

Liz sits writing on the ledge outside her window. It's where we found her at the beginning. We BEGIN TO move in on her:

LIZ'S VOICE

It's March 22, 1999. I'm Liz Ortecho and five days ago I died. But then the really amazing thing happened: I came to life.

As we MOVE IN very close on her face, indeed full of life, we

FADE TO BLACK.

THE END

(CONTINUED)