

**DAWN OF THE
PLANET OF THE APES**

October 22, 2013



DAWN OF THE PLANET OF THE APES

Based on Characters Created by

Rick Jaffa & Amanda Silver

Written by

Mark Bomback and

Rick Jaffa & Amanda Silver

TWENTIETH CENTURY FOX
10201 W. Pico Blvd.
Los Angeles, CA 90035

REVISED FINAL
OCTOBER 22, 2013

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DAWN OF THE PLANET OF THE APES

by

Rick Jaffa and Amanda Silver

Revisions by

Scott Z. Burns
Rupert Wyatt

Current revisions by

Mark Bomback

White Shooting Draft - January 25, 2013
Blue Draft - February 22, 2013
Pink Draft - March 26, 2013
Green Revisions - April 2, 2013
Yellow Revisions - April 8, 2013
Goldenrod Revisions - May 8, 2013
Salmon Revisions - May 24, 2013
2nd Blue Revision - June 7, 2013
Current Revisions - October 22, 2013

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FADE IN:

1 "FOUND" AUDIO OVER SLOW ZOOM OUT FROM A CRYPTIC STILL IMAGE: 1

Audio snippets take us through the worst weeks in the history of the human race. [Think the apocalypse as it might be depicted by the producers of 'This American Life.'] Layer upon layer of news reports chronicle the outbreak of what is alternately referred to as "retrovirus 113" and "the Simian Flu," the voices (in multiple languages) decomensating from solemn to helpless as the unprecedented death tolls climb, global mortality rates skyrocketing at ungodly speed, many now predicting as high as 90% of the world's population... the newscasts are swallowed by more layers of panicked testimonials, air raid sirens, emergency measures, critical infrastructure abandoned, reactor meltdowns, power grids collapsing, society crumbling under even more sounds of clashing, looting, rioting, voices predicting the end of the world... all of it piling up in a crescendo that suggests the worst impulses of human nature might ultimately succeed at wiping out any survivors that the virus didn't... a scared voice: "Will there be any of us left...?"

...as the image we've been zooming out from is now revealed to be a STILL OF A LONELY BILLBOARD AD REWORKED BY FADED BANKSY-CLEVER GRAFFITI, its message cynical and ominous: "This is the way the world ends, not with a bang but a ~~whimper~~" - the "whimper" crossed out and replaced by "CHIMP."

...the audio crescendo finally reaching a fever pitch -- then abruptly dropping out as we

SMASH BLACK.

The rumble of THUNDER followed by rain as our title burns in:

"DAWN OF THE PLANET OF THE APES"

SMASH TO:

X.C.U.: APE EYES

Glaring hard at us. Oblivious to the rain, the eyes maintain an intense, unnerving focus as we SLOWLY ZOOM OUT TO REVEAL

CAESAR. Older but recognizable, war paint on his face. In control of every muscle, he is perched on a tree branch in...

2 **EXT. MUIR WOODS - DAY**

2

A vast expanse of Redwoods the equivalent of Amazonian rainforest. Intense greens and dark shadows. Wild tangles of jagged fallen trunks. Massive trees.

(CONTINUED)

2

CONTINUED:

2

As we continue to pull back, we find Caesar isn't alone. An adolescent ape with remarkably similar features is perched on the branch beside him. This is RIVER, Caesar's son. Unlike his presently stoic father, River is having a hard time keeping still, eager and anticipatory.

Caesar regards his son's impatience with only the slightest shift of his penetrating green eyes... when a RUSTLING OF LEAVES AND BRANCHES is heard. River turns quickly, excited -

AN APE SCOUT is bounding toward them, swinging through the trees, stopping on a perch. Wearing similar war paint, the Scout stays silent, instead makes complex-looking gestures with his hands, military-style.

Caesar registers the report, then peers down to reveal

A TROOP OF 30 APES, single file, paramilitary style. Some are wearing pelts, all of them are wielding weapons: long spears, shorter spears, rudimentary knives. The ape at the head of the line raises his face... it's KOBA. His scarred, grizzled visage and milky eye are instantly recognizable from our last film, but in this setting Koba strikes us as even more of a warrior, carrying an impressive 10 ft harpoon.

Koba looks up at Caesar and nods dutifully, then leads his troops forward. Caesar watches them charge ahead, then turns behind him to reveal...

ANOTHER TROOP OF 30 APES POSITIONED IN THE SURROUNDING TREES, similarly armed. All awaiting Caesar's go-ahead. Caesar glances at River, then makes a big COMMANDING WAVE...

...and suddenly they're off! The treetops rustling violently with the surge of armed apes racing through the canopy. Two flanks now in motion, one on the ground, one in the trees.

We can hardly keep up with the apes' breathtaking speed as they swing, duck and lunge through branches in pursuit of their prey. Their agility is distinctly simian, but the human intensity on their faces speaks to their evolution...

TIGHT ON CAESAR, moving swiftly, occasionally glancing back to monitor River right behind him.

SMASH CUT TO:

3

A MASSIVE HERD OF WILD ELK, CALMLY DRINKING AT A STREAM.

3

APES' POV SHOT (AERIAL THROUGH CANOPY): *closing in silently as Caesar's apes come to halt on various branches, peering down noiselessly at the unwitting elk herd below...*

(CONTINUED)

3

CONTINUED:

3

ON THE GROUND, Koba's apes are nearing with equal stealth, getting into position. Once they're in place, Koba peers across the expanse up at Caesar in the trees. He nods: *ready*.

Caesar issues a mighty BATTLE CRY, and all the other tree apes immediately join in.

Elk heads snap up, terrified -- to see Caesar leading the apes out of the trees toward them -- forcing the startled herd to stampede frantically away from them, strategically flushing them straight into...

...Koba's ground apes, who now spring up before them with their weapons! The herd try to scramble, but the apes are swiftly cutting off escape routes, forcing the frantic herd to split off in disparate directions.

The splintered herds try to stay together, but more and more ape ambushes force the elk into smaller and smaller groupings -- which the apes immediately seize on, pursuing in their own smaller clusters. Dividing and conquering.

PICK UP CAESAR AGAIN, swinging side by side with River. They leap together to lower branches as they pursue an isolated trio of elk fleeing beneath them.

The three elk bound behind a dense thicket up ahead, momentarily disappearing. River is about to lunge after them, but Caesar makes a low grunt to seize his attention, then brings a FINGER TO HIS LIPS and GESTURES for him to wait.

River reluctantly holds back, chomping at the bit. But something about the ground below has Caesar unsettled. Caesar crouches cautiously to listen better -- when he hears the rustle of movement from behind that thicket. Caesar holds out a hand to urge patience --

4

-- ONLY TO FIND RIVER IS GONE.

4

Caesar quickly peers down to find River just made the leap to the ground and is already stalking toward that thicket with a raised spear...

RIVER'S POV: *moving closer to the thicket...*

-- when suddenly a MASSIVE BEAR leaps out from the spot, lunging for River! River bolts to flee, but is KNOCKED tumbling forward by a swipe of the bear's clawed paw, losing his spear. On the ground, injured, River peers up in horror as the bear is just about to maul him --

When WHAM! Caesar's splayed feet slam into the bear's shoulders hard enough to knock the beast back!

(CONTINUED)

4 CONTINUED:

4

With a ferocious cry Caesar vaults upward, seizing a hanging branch and using its tension to slingshot his body forward again, knocking the bear back further from his son.

River peers up at his father in awe, but Caesar fiercely gestures for River to stay back as he pulls his spear from his backstrap, then issues a MIGHTY CALL that reverberates through the treeline as he spins back to square off against the quickly-recovering bear...

5 **ACROSS THE WOODS**

5

One of the apes hears Caesar's call and looks up: Koba. He snarls aggressively in the direction of Caesar's distress --

As other apes nearby turn too...

6 **BACK TO CAESAR**

6

Caesar is fending off the bear with his spear, keeping him away from his son. The bear LUNGES for Caesar - Caesar leaps, just out of swiping distance. But the bear springs back in seconds, only more agitated... Caesar in grave danger --

-- when he sees Koba arriving at a ridge directly above. Seizing the moment, Caesar charges bravely, maneuvering the unwitting bear into Koba's path... then Caesar LUNGES fearlessly straight toward the bear, causing the bear to rear up -- when Koba leaps down, soaring through the air with his 10 foot harpoon, plunging it into the bear's back... as Caesar delivers a blow to the bear's chest and the bear collapses, the three of them tumbling wildly... When they finally come to a stop, the bear is dead.

ON CAESAR as he and Koba share a "that was close" look -- then collapse briefly into an exhausted, brotherly embrace. Koba peers down at the felled bear with just a hint of cruelty. He enjoyed that. Koba bends, picks up RIVER'S SPEAR and hands it to Caesar; the stone tip has broken off.

Clutching the broken spear, Caesar looks from the dead bear to his son, sternly. River lowers his head. Caesar softens, moves to examine River's wounds -- when River sharply jerks away from him, embarrassed... his shame compounded as he sees more and more apes arriving around them. Caesar is clearly angered by his son's petulance, but restrains himself.

7 **EXT. MUIR WOODS - ALONG THE RIVER - DAY**

7

A stark contrast in tone: perched majestically on horseback, Caesar is now leading his chimp hunting party in formation along the banks of a RIVER.

(CONTINUED)

7 CONTINUED:

7

There's a formality to the procession, those nearest Caesar also on HORSEBACK. Other chimps are marching on foot - not the quadripedal gait from the hunt, but upright. *Bipedal*.

Among the high-ranking apes at the fore, we recognize that brickhouse of a chimp, ROCKET. Beside him rides a young ape around River's age: ASH, Rocket's son. Koba is, of course, on horseback as well, flanked by two (new) apes on foot: GREY, an equally grim-looking chimp, and STONE; Koba's two devotees guide a horse tasked with dragging a branch-made stretcher on which lies the carcass of the bear. Some of the other horses cart a few slain elk.

CLOSE ON CAESAR IN THE LEAD as he glances over at River, who is peering down at the claw wounds across his chest. Sensing his father's stare, River glances up, caught. Caesar signs:

CAESAR

[You must learn to think before you act.]

But River just looks away, ignoring his father's hard stare.

And that's when we notice the group is now passing a DERELICT "76" GAS STATION, so overgrown with foliage we might have missed it. Though this all has the feel of being in the wild, we realize now that civilization was once not far away.

8 **EXT. A RIDGE - DAY**

8

Caesar guides his returning hunters across a rocky stream at the base of a massive rock ridge; we DRIFT UP over them to slowly, epically reveal a startling sight as the fog clears...

9 **EXT. APE VILLAGE - DAY**

9

A CENTRALIZED APE COMMUNITY spiralling up a mountain. There is a primitive majesty to its intricate design, reflecting a highly intelligent ape-centric construction.

MOVING WITH THE PROCESSION

as Caesar's party enters **THE CENTRAL COURTYARD**. Apes are everywhere. Hundreds and hundreds of them, all ages, sizes and subspecies. Heads are starting to snap up as the apes realize the hunting party has returned. GORILLAS amass around the horses, starting to unload the elk quarry and bear...

ACROSS THE COURTYARD

Two TODDLER CHIMPS eagerly turn their heads to watch the commotion -- when an imposing figure enters behind them. They turn to look up at

(CONTINUED)

CONTINUED:

MAURICE (the wise orangutan from "Rise") frowning down at them, gesturing for them to pay attention --

REVEAL the toddlers are part of an unruly group of 20 other youngsters seated with tablets in front of

AN ENORMOUS STONE WALL on which the laws of their community have been inscribed (framed by various pictograms):

APE WILL NOT KILL APE
KNOWLEDGE IS POWER
APES TOGETHER STRONG

The young apes are copying the phrases letter-by-letter, learning to write. Maurice is their teacher, trying to wrangle the focus of the distracted youngsters.

CUT BACK TO THE BEAR

as gorillas lug it off the litter. River watches nearby, having just dismounted his horse... when Ash steps up beside him, also watching, then grins as he nods at River's wounds:

ASH
*[He never would've gotten me. But I'm
quicker than you.]*

River can't help but crack a grin, shoves his friend away, Ash shoves back -- when Rocket steps up. Seeing his father, Ash immediately stops goofing around. Rocket signs, firmly:

ROCKET
*[What are you standing around for? Go
help with the horses.]*

Ash nods sheepishly, hurries off as River turns to notice

A FEMALE CHIMP hurrying toward the returned apes, looking alarmed. Pushing through, she finally finds

CAESAR

handing off his horse's reins to a gorilla. Caesar clocks her urgency as she gestures for him to follow her. They move off... PAST THE SCHOOLCHILDREN, all of whom are now distracted by Caesar's haste -- even Maurice watches with concern...

INT. CAESAR'S DWELLING - MOMENTS LATER

DARK in here. Hard to make out what's happening, all we can hear is animalistic sounds of PAIN. We get the sense that something traumatic is taking place -- is an ape dying?

(CONTINUED)

10

CONTINUED:

10

Through the structure's slats we see partial FACES of young apes - the schoolchildren - trying to peer in... as our vision adjusts to the darkness, and we locate Caesar in here.

He waits, looking anxious, eyes locked on the eyes of another ape across the darkness: CORNELIA, his mate. She's surrounded by other female apes, one stroking her forehead when she shrieks again - and its clear now she's been the source of those unnerving sounds. She suddenly shrieks louder, higher -- and her shriek is joined by the squeak of a NEWBORN CHIMP.

TIGHT ON CAESAR: a look of immense relief spreading across his face as he watches Cornelia cradle their fragile new infant, bringing it to her chest to nurse. Caesar quietly approaches. He strokes Cornelia's head, kisses the newborn.

Excited SHRIEKS AND GRUNTS from the youngsters peering in through the slats cause Caesar to glance back, amused. Doing so, he FINDS RIVER waiting by the dwelling's threshold.

A moment's hesitation on River's part - until Caesar gestures for him to enter. River does. Cornelia beams up at River as he arrives at their side to meet his new sibling. Caesar rests a hand on River's shoulder, tension between them temporarily set aside. PRE-LAP SOUND OF RHYTHMIC DRUMMING...

11

EXT. APE VILLAGE - COURTYARD - SUNSET

11

A FIRE roasts the game as we find the entire community feasting and celebrating the birth of Caesar's newborn. Apes DRUM in a ritualistic call-and-response pattern that builds throughout the scene.

CAESAR AND CORNELIA sit at the head of the gathering, the stone wall behind them. Cornelia cradles the newborn as her midwives place a crown of wildflowers on her head. Beside her is a TRIBUTE PILE (flowers, pelts, food). The joyful revelry around them prompts Caesar to share a smile with Cornelia -

- as the apes before them part to make way for the most substantial tribute yet: the HEAD AND PELT of the huge bear, carried to Caesar by three apes.

On seeing the bear again, River glowers, then looks away.

The apes lay down the pelt, then kneel and SUPPLICATE. Caesar swipes their palms - but then embraces them each. They're not just his subjects, they are family. Caesar looks at the bear pelt...then at something O.S.. He picks up the bear pelt and RISES -- everyone watching him as he carries it over to KOBA.

(CONTINUED)

11 CONTINUED:

11

Surprised, Koba rises, and Caesar warmly offers him the pelt in a gesture of gratitude. Moved, Koba meets Caesar's eyes. Caesar nods, and they embrace. Like brothers.

Caesar then turns and regards the hundreds of ape eyes fixed on them, all falling silent as Caesar glances proudly from Koba out to his followers. Caesar marks the occasion by picking up a branch, snapping it into pieces, which he GRASPS in both fists and holds up high in a recall from "Rise"... then does what we only hinted at toward the end of that film: *he speaks.*

CAESAR
(aloud, gruff, with effort)
Apes... together... strong.

A moment's silence - then the apes erupt in THUNDEROUS NOISE, a powerful, stirring moment (amidst the apes sounds we hear grunted and shrieked utterances of "Ape!").

12 **TIME CUT - SAME**

12

The celebrating dying down, River is helping tamp down the fire when Koba arrives beside him. River steals a shamed look at the bear pelt in Koba's grasp. Koba catches this.

KOBA
[I know he is hard on you. But only because he must be.]

River frowns, but Koba looks at him sternly.

KOBA (CONT'D)
[Your new brother will need you. To lead him. And someday so will the others.]

River looks uncertain, peers up at Koba.

RIVER
[What if I'm not ready?]

KOBA
[You will be.]

River looks at him, wanting to believe Koba is right.

(CONTINUED)

12 CONTINUED:

12

KOBA (CONT'D)
 (grins)
[Maybe next time you hunt with me.]
 (then)
[Don't feel bad. Your scars make you stronger.]

River brightens. Enjoying River's admiration, Koba turns and saunters off.

CUT TO:

CITY OF SAN FRANCISCO

as seen from a great distance (Caesar's POV). REVERSE ON

13

EXT. CAESAR'S TREETOP PERCH - TWILIGHT

13

TIGHT ON CAESAR, sitting toward the edge, peering out contemplatively. The moment recalls the way he once observed the city from the treetop in "Rise" - however San Francisco is now significantly farther away. In his hands, we see he's CARVING A SMALL PIECE OF STONE, fashioning and polishing it purposefully; we wonder what it is he's making - a weapon?

Caesar hears a rustle beneath him. He glances down to find Maurice climbing up. Caesar smiles warmly, waves up his old friend.

Maurice lumbers over, settles down and pats Caesar's back.

MAURICE
[Another son.]

CAESAR
 (nods warmly)
[Makes me think how far we've come.]

Maurice nods, follows Caesar's look out to the city.

MAURICE
[Seems so long ago.]
 (beat)
[Do you still think about them?]

CAESAR
[Humans?... Sometimes.]

Maurice sees a mix of emotions surface on Caesar's face.

MAURICE
[I didn't know them the way you did. Only saw their bad side.]

(CONTINUED)

CAESAR

[Good and bad, it doesn't matter now. We watched them destroy each other. It was their nature.]

MAURICE

[Apes fight too...]

CAESAR

[But we are family. All of us.]

Maurice considers this, nods. Caesar's gaze returns to the city. Pensive.

CAESAR (CONT'D)

[I wonder if they really are all gone.]

MAURICE

[Ten winters now. And for the last two, no sign of them.]

(shrugs)

[They must be.]

Caesar doesn't look so sure as his gaze returns to the city on the far horizon...

...where twilight has finally given way to night - and sure enough, not a single light is visible. Like a ghost city.

INT. CAESAR'S SHELTER - NIGHT

In soft focus, Cornelia and their new baby are sleeping. In foreground we note an ape-made CHESSBOARD with abstract stone chess pieces. Caesar's hand enters frame, and sets down the stone object he was carving: it is a new piece for the set.

Caesar crosses frame; PAN with him as he pauses to watch his newborn tucked into its mother chest...

Caesar smiles to himself as he settles in beside them -- when he notes a faint WHEEZING coming from Cornelia? Caesar frowns, raises his head to peer at his mate. She stirs, and smiles up at him, still half-asleep.

Caesar smiles back, warmly. She drifts back to sleep. Caesar lays down... but her labored breathing resumes. Caesar looks over, wondering if he should be concerned - when he sees his newborn's eyes flutter open, gazing up at him. Caesar gently reaches out and strokes the baby's hand... when the tiny fist closes around Caesar's finger. Moved, Caesar blinks, smiling.

15 **EXT. WOODS/ RIVERBANK ("ELK FALLS") - EARLY MORNING** 15

WIDE ON A PAIR OF APES standing in the shallows. Coming closer, we discover River and his friend Ash, spearfishing.

River stabs at the water, but can't seem to get a fish. Ash LAUGHS at River's desperate efforts. River looks annoyed, nods at Ash ala "*let's see you do better.*"

Ash struts deeper, waits for more trout to swim past, and stabs swiftly. Sure enough, he comes up with a fish.

He looks to River with a grin, pulling the fish off his spear -- only the slippery fish flips and flops out of Ash's grasp, and drops back in the water. Now it's River who's laughing, as they pursue the fish quickly around a rocky bend, splashing and shoving each other... when they suddenly freeze -- finding themselves standing directly above

A HUMAN (CARVER), crouched down filling a canteen! The man lifts his head, peering up at the two apes in sheer terror. A moment of suspended time, each staring at the other in shock... until the man fumbles for something at his side... and pulls A GUN, raising it in his trembling hands--

16 **EXT. WOODS - EARLY MORNING** 16

KA-POW! (Ka-pow! Ka-pow!) the crack of a GUNSHOT echoes across the woods...

17 **EXT. APE VILLAGE - COURTYARD - EARLY MORNING** 17

Caesar's face breaks into frame with a look of alarm. We sweep around him, revealing other apes reacting to the sound. Caesar charges forward, racing toward the gate, gesturing for the others to follow -- apes grabbing weapons as we CUT TO:

18 **EXT. WOODS - MOMENTS LATER** 18

Still shot of the woods - suddenly interrupted by CAESAR AND AT LEAST 75 MORE APES TEARING THROUGH...

19 **EXT. WOODS/ RIVERBANK ("ELK FALLS") - MOMENTS LATER** 19

A visibly shaken River is tending to Ash, who is clutching his shoulder where he's been grazed by the bullet... as SEVEN HUMANS (5 ADULT MALES, 1 TEEN MALE, 1 FEMALE) start to scramble out of the woods, their guns drawn - responding to the gunshot as the group stumbles to a halt, staring in amazement at the two apes at the river's edge...

(CONTINUED)

Their eyes drift up -- as Caesar and his battalion of apes spill out over the ridge above, amassing like something out of "Last of the Mohicans."

CLOSE ON CAESAR: can't believe what he's seeing, his eyes roaming from the injured Ash to the seven humans just beyond. As Rocket recognizes it's his son who's been shot, he begins to make anguished, furious ape cries.

Alarmed by the threatening sound and the sight of all these apes, one of the men (MALCOLM) protectively pushes the teen (ALEXANDER) back behind him, as a father might.

CAESAR turns from Rocket to the humans, his own anger rising.

Desperate, Malcolm steps forward; in his 30s, he is rugged but intellectual-looking, with a quiet intensity.

MALCOLM
(fumbling, shouting)
WE DON'T -- WE DON'T MEAN ANY HARM...

The lone woman (ELLIE) whispers to Malcolm, scared:

ELLIE
Malcolm, what are you doing?

CARVER
They're apes, you think they understand what you're saying?!

MALCOLM
(under his breath)
They look like just apes to you?

Ellie and Carver regard the apes amassed: weapons in their grasp, an intelligence in their eyes.

REVERSE ON KOBBA (BESIDE CAESAR), teeming with shock and hatred as he glares at the humans... his eyes traveling over their guns, mesmerized by the violent power they represent. Alexander watches with growing fear.

ALEXANDER
...Dad?

MALCOLM
It's okay...
(then)
Lower your guns. Everyone.
(off their hesitation)
Do it.

The others reluctantly comply. Caesar eyes Malcolm, sizing up the man who's obviously in charge -- then suddenly, aloud:

CAESAR

GO.

The single, gruffly spoken syllable ripples like a shockwave.

CARVER

Ho-ly... shit...

Malcolm is equally breathless -- but holds Caesar's stare.

MALCOLM

OKAY, OKAY - WE'RE LEAVING RIGHT NOW,
JUST--

KOBA

(suddenly roars)

GO!!

Jolted by Koba's roar, Malcolm quickly turns to the others, as a chorus of ape shrieks and roars starts to rise...

MALCOLM

Come on -- now --

They start to run -- but Alexander drops his SATCHEL, the bag tumbling down some rocks... Alexander looks panicked --

MALCOLM (CONT'D)

Alexander, leave it --

Alexander hesitates, desperate to retrieve his satchel -- Ellie looks scared -- when Malcolm yanks him back:

MALCOLM (CONT'D)

I said leave it! Come on!

CUT WIDE on the massed apes along the ridge, and the humans below quickly retreating to the woods...

THE APES all look to Caesar... who begins to descend from the ridge. They FOLLOW him down the rocks... across the river... toward where the humans were just standing. Rocket hurries to Ash, helping him out of the water.

Caesar looks down, retrieves the satchel Alexander dropped. Stares at it, mind working, wondering what were they doing here? Caesar then turns decisively to Koba:

CAESAR

[Follow them.]

20 CONTINUED: 20

Koba, Grey and Stone start for the woods, and we CUT TO:

21 **OMITTED** 21

22 **EXT. LOWER IN THE WOODS - SHORT TIME LATER** 22

TWO FEMA TRUCKS moving through the woods.

Find Koba, Grey and Stone soaring through trees, following the trucks.

AERIAL OVER TRUCKS as they DESCEND OUT OF THE WOODS... MOVING TOWARD THE SAN FRANCISCO SKYLINE and the GOLDEN GATE BRIDGE in the distance...

HIGH POV: *we see the two trucks now crossing the battered remains of the GOLDEN GATE BRIDGE. The decrepit state of the iconic bridge speak to years of dire neglect. In the bay below, we note a massive U.S.S. CLINTON cargo transport docked at Fort Point under the bridge, its exterior in an equivalent state of decay with evidence of HEAVY STRUCTURAL DAMAGE. The trucks drive along the sole viable lane. As they reach the S.F. side, they are met by FIVE SENTRIES with guns...*

... REVEAL THIS POV BELONGS TO KOBA, GREY AND STONE perched atop one of the stanchions of the Golden Gate Bridge.

23 **EXT. GOLDEN GATE BRIDGE - DILAPIDATED CHECKPOINT - CONTINUOUS** 23

SMASH CLOSER ON the same moment. We realize this is a former quarantine security checkpoint at the mouth of the bridge. One of the young Sentries (FINNEY) turns to their commander --

DREYFUS (40s) emerging now, an authority figure. As Dreyfus approaches the trucks, we're struck by the air of even-keeled competence he exudes. A tough man who's seen a lot.

INSIDE THE TRUCK

Malcolm rolls down the window as Dreyfus arrives.

DREYFUS

So? Did you find it?

MALCOLM

It's up there, right where the records said it was. The dam looks more and less intact, it could probably start generating power for us within a week.

(CONTINUED)

23 CONTINUED:

23

DREYFUS

That's great.

(off Malcolm's look)

What? What's the matter?

Malcolm looks at the sentries uncomfortably, then to Dreyfus.

MALCOLM

I need to talk to you.

24

INT. MALCOLM'S TRUCK - DRIVING THROUGH THE CITY

24

Through the dusty windshield we glimpse the city - overgrown, abandoned. Dreyfus has joined the group in the truck; his stunned expression tells us he's just been briefed. Reeling:

DREYFUS

How many were there?

MALCOLM

I don't know - 80? 90?

DREYFUS

(turns to Ellie)

Is there a risk of contagion?

ELLIE

(shakes her head)

We're genetically immune, all of us, or we wouldn't be here --

KEMP

Hold on, you don't know that for sure. You weren't a doctor, you're a nurse--

ELLIE

I worked with the CDC --

CARVER

Sorry, I don't know if you heard what he said: they spoke.

DREYFUS

Everyone, just, please -- I'm trying to process this. Give me a second to process this.

(beat)

I thought they were all dead? There were air patrols, firebombings...

CARVER

Yeah, well - mission not accomplished.

(CONTINUED)

ELLIE

What are we going to do?

DREYFUS

I don't know. We need that power...

He falls silent, grappling with the enormity of all this - then looks to Malcolm, who is equally at a loss.

DREYFUS (CONT'D)

(shakes his head)

Jesus Christ...

Dreyfus turns to Malcolm:

DREYFUS (CONT'D)

All right, let's not tell anybody about this. Not until we figure out what to do.

(off Malcolm's look)

I don't want to create a panic. We're barely holding things together as it is.

Malcolm nods reluctantly.

25 **EXT. "THE COLONY" (OUTSIDE) - SAME** 25

The trucks roll to a stop at the entrance of a fortified, gated tryptic archway.

The group exit the trucks, head for "The Colony"...

26 **INT. "THE COLONY" (ENTRY GATE) - DAY** 26

As Malcolm, Ellie and Alexander step through the gates, Malcolm glances over at Alexander... to find he still looks distraught.

MALCOLM

(concerned)

Hey... I'm sorry you lost your bag back there.

Alexander meets his dad's eyes, returns a defeated shrug. Ellie turns to Alexander.

ELLIE

(carefully)

You okay?

Alexander reluctantly nods... just as FOSTER (driver of the 2nd truck) catches up to Malcolm.

FOSTER

(incredulous)

Hey man, I just talked to Carver -- we're not gonna tell anybody what happened up there?

MALCOLM

Not yet.

Foster shakes his head, not sure about this...

...as they all enter the Colony's main plaza and we're suddenly struck by the sheer density, a crush of humanity ala Calcutta; palpable desperation in the air. Restless mobs gather at a FUEL RATION line, and at stalls dispensing similar rations for food and sundries.

(CONTINUED)

26 CONTINUED:

26

HIGH ANGLE as the group continues to SHOVE their way through the crowd... as we crane up to reveal "the colony" is built into a plaza at the base of an enormous UNFINISHED SKYSCRAPER - more than 50 stories of sleek glass giving way to topmost floors of exposed beams, girders and cranes, testifying to the way the world and its work just abruptly stopped in 2012.

27 **EXT. FRONT OF COLONY - HIGH ANGLE - SAME**

27

Through the gates we can see the crowd within --

REVEAL Koba, Grey and Stone across the street, concealed atop a neighboring building (the high angle was their POV). Stone looks uneasily to Koba, who glares hard at the humans below.

28 **EXT. APE VILLAGE - EVENING**

28

The courtyard filled with apes, buzzing with energy. They look agitated. Tension in the air is palpable.

BEFORE THE STONE WALL we find Caesar gathered with his counsel of senior apes...

TIGHT ON ALEXANDER'S SACHEL

its contents dumped out: a few comic books, pencils, and a SKETCHBOOK open to ALEXANDER'S DRAWINGS. An APE HAND flips through the graphic-novel-style sketches, impressionistic NIGHTMARISH IMAGES of post-apocalyptic strife...

(CONTINUED)

REVEAL MAURICE studying the sketches, fascinated - as O.S. he hears Koba's urgent noises. He peers up to Koba signing:

KOBA

[We must attack them now! Before they attack us!]

Maurice sets the sketchbook down, signs:

MAURICE

[We don't know how many there are. How many guns they have.]

GORILLA (LUCA)

[Or why they came up here.]

Caesar looks at the sketchbook, something catching his eye: a BOOKMARK peaking from a page. Caesar turns to the page to find the bookmark is actually a FADED PHOTO OF A PRETTY WOMAN AND A 5 YEAR OLD ALEXANDER. On the opposite page her face has been sketched in Alexander's detailed, graphic-novel style... Caesar stares at the adolescent's sketch, quietly moved.

KOBA

[Look what they did to Rocket's son!]
(turns to Rocket)
[Don't you want to fight?]

Everyone turns to Rocket, who is deeply conflicted, angry. But he manages to contain himself, looks dutifully to Caesar.

ROCKET

[I want what Caesar wants.]

RIVER (O.S.)

(spoken)
Koba... right!

Caesar quickly frowns as he turns to River -

RIVER (CONT'D)

[Humans tried to kill Ash --]

CAESAR

Enough!

Caesar's harsh tone silences River. He looks stung.

River lowers his head, stewing, as Caesar turns to look at the faces of his council around him.

28 CONTINUED: (2)

28

CAESAR (CONT'D)
[If we go to war, we could lose everything we've built. Our homes, our families... Our future.]

Caesar rises, looks at his counsel's searching faces.

CAESAR (CONT'D)
[I will let you know my decision.]

HOLD ON KOBA as he watches Caesar walk off.

28A **EXT. LANDING BELOW CAESAR'S PERCH - MOMENTS LATER**

28A

Caesar is climbing up to his perch, when --

KOBA
 (aloud)
Caesar...

Caesar peers back, sees Koba below. Koba bows deferentially. Caesar gestures for Koba to join him. Koba does. Humbly:

KOBA (CONT'D)
[For years I was their prisoner. They cut me. Tortured me...]
 (meets Caesar's eyes)
[You freed me. I would do anything you ask.]

Caesar nods, moved.

KOBA (CONT'D)
[But we can not forget what they are. We must show strength.]

Caesar stays silent a beat, deep in thought... then finally his eyes meets Koba's, a plan forming:

CAESAR
[We will, my friend.]

29 **EXT. GOLDEN GATE BRIDGE - DILAPIDATED CHECKPOINT - DAWN**

29

Finney is asleep at his sentry post. Beyond him a THICK GREY FOG has rolled in, obscuring most of the decrepit bridge.

A faint CLOPPING stirs Finney awake. He groggily opens his eyes and stares out the window at the bridge... but it's veiled in fog. Finney leans forward, straining to locate the source of the CLOPPING... when sure enough, from the fog --

(CONTINUED)

29

CONTINUED:

29

AN APE ON HORSEBACK IS EMERGING. Finney can hardly believe his eyes - he grabs his gun, and steps out of the guard house, raising the gun - just as another ape emerges... then another... Terrified, Finney gawks as all around him MORE AND MORE APES ARE APPEARING! Ape, ape, ape, ape --

The wide-eyed Finney breaks into a panicked run for his MOTOR BIKE...

...to find it's in the grasp of a massive GORILLA! The gorilla raises the bike -- and HURLS it off the bridge. Finney gapes, frozen in terror as apes continue to THUNDER PAST all around him, some literally right overhead --

HIGH ANGLE - GOLDEN GATE BRIDGE

From up here, we can see a thousand apes on foot and horseback, storming into the city...

30

OMITTED

30

31

EXT. SAN FRANCISCO - VARIOUS STREETS - MORNING

31

As CAESAR LEADS THE APES deeper into the city, the route provides us with a visual history of the last ten years.
We're with Caesar as he SEES:

-- IN OVERGROWN PACIFIC HEIGHTS, streets are split wide by a jagged earthquake fault line. Buildings are collapsed...

-- FROM ROOFTOPS ABOVE CALIFORNIA AVENUE we see our first grand vista of the city's once iconic skyline, now barely recognizable - the TransAmerica tower and its surrounding metropolis all crumbling, consumed by wild growth...

32 **AT THE STOCKTON TUNNEL**

32

WE MOVE WITH CAESAR as he rides out... CLOSE ON HIS REACTIONS as he takes in the most chilling sight yet: a former quarantine CHAINLINK HOLDING PEN. FEMA signs are pock-marked by bullet holes, suggesting horrific strife that tore this quarantined "ghetto" apart. Buildings are plastered with faded quarantine notices and shredded 9/11-style hand-made Missing Persons flyers... Storefronts show more violence, scorched, looted, covered in desperate graffiti pleas, most fearing the coming apocalypse, a few insanelly welcoming it.

CAESAR STARES, disturbed by one piece of graffiti in particular: its haunting image (TBD) directly reflecting the human hatred of the apes they believe caused the virus...

33-34 **OMITTED**

33-34

35 **INT. ELLIE'S APARTMENT - BEDROOM - MORNING**

35

Malcolm and Ellie are asleep in bed together -- when they're startled by a POUNDING on the door. They snap awake -

ALEXANDER (O.S.)
Dad!... DAD!

Ellie scrambling out of bed naked, snatching her clothes from the floor as Malcolm grabs his pants, pulling them on -

MALCOLM
Alexander, what is it?!

Malcolm heads for the door, opens it, revealing his son.

ALEXANDER
(urgent)
There's something going on.

MALCOLM
All right, give me a second...

He hurries back into the room to grab his shirt... as the door swings open, revealing Ellie in the last stages of dressing. She looks up at Alexander awkwardly.

ELLIE
...Hey.

ALEXANDER
(equally awkward)
Hey.

Malcolm hurries past them --

(CONTINUED)

35 CONTINUED:

35

MALCOLM
Come on, let's go...

PRE-LAP WHINE OF AN AIR-RAID SIREN --

36 INT. COLONY - PLATFORM ABOVE ARCHWAY ENTRANCE - MORNING

36

A SENTRY hand-cranks an air-raid siren as he peers back at the crowd flooding out in panic below, into

INT. COLONY - PLAZA - CONTINUOUS

Malcolm fights his way through the crowded street, Ellie and Alexander fast behind him, jostled in the pandemonium.

Scattered SCREAMS OF PANIC are heard as Malcolm struggles to work his way through a shoving, terrified crowd toward the closed entry gates, where a crush of people have amassed, some clutching guns. Up in the scaffolding above the crowd, he can see Dreyfus pushing his way past those amassed up here, trying to get to the front of the platform to see what's going on...

FOLLOW MALCOLM as he climbs up the scaffolding stairs, finally manages to pry through the crush to arrive beside Dreyfus, and now can finally see...

OUTSIDE THE COLONY, CAESAR AND HUNDREDS AND HUNDREDS OF APES ALREADY AMASSED ON THE STREET BEFORE THE COLONY! An imposing, impossible-seeming sight. The apes grip spears and weapons, glaring stoic and fearlessly at the influx of startled humans. Malcolm stares down at Caesar... who then raises his eyes and purposely stares right back up at Malcolm.

Dreyfus turns to Malcolm, utterly stunned:

DREYFUS
This is a hell of a lot more than eighty.

CUT TO:

BLACK SCREEN -- BEGINS TO SPLIT APART WITH A METALLIC SCREECH AS WE REALIZE THIS IS THE ENTRY GATE OPENING TO REVEAL...

A GROUND-LEVEL VIEW OF THE AMASSED APE ARMY, STARING US DOWN.

37 EXT. OUTSIDE "THE COLONY" - MORNING

37

MALCOLM EMERGES FIRST, walking slowly through the Colony gate. He's followed by Dreyfus, one hand on his sidearm. Behind them, others very cautiously emerge with guns clutched fearfully, hundreds more behind them, trying to peer out...

(CONTINUED)

...as above them, a scared crowd fills the makeshift parapet under the archways, and the higher parapets above, everyone gaping in alarm --

Malcolm slows to a stop, waiting to see what the apes will do. And then... Caesar RIDES FORWARD -- the startled human crowd falling silent at the sight.

Followed by Koba, Maurice and Rocket on horseback, Caesar stops in the middle of the street, his eyes sternly sweeping the stunned faces before him, focused particularly on those humans holding guns. Caesar stares them down, exhibiting no fear.

His gaze finally locks on Malcolm. Dreyfus grips his gun tighter, chilled by the seething glare Koba is levelling at him and others. But Malcolm holds Caesar's stare, realizing he has no choice but to step forward.

DREYFUS

Malcolm --

Malcolm keeps walking to Caesar. He stops before him. Caesar meets his eyes, and speaks:

CAESAR

Apes...do not... want war.

Reaction from the crowds on hearing speech from the ape.

CAESAR (CONT'D)

But will fight... if we must.

Caesar then glances back -- and from within his ape ranks, ASH EMERGES.

INSERT CARVER among the human side, scared as hell now...

Caesar then nods to Ash. Ash walks forward, past Malcolm, toward the crowd of humans... Everyone reacting...

... when Ash stops before Malcolm. Ash raises his hand, to reveal he's carrying Alexander's SATCHEL. Find Alexander in the crowd behind Malcolm, watching in amazement -- as Malcolm takes a few tense steps forward, and finally takes the bag.

Ash turns and rejoins the apes. Malcolm follows him with his eyes -- and finds Caesar staring hard at him. Malcolm NODS thank you. Caesar doesn't respond, instead gestures toward the Colony, announces fiercely:

CAESAR (CONT'D)

HUMAN HOME...

(gestures toward woods)

APE HOME.

(to Malcolm, a warning:)

Do not come back.

A beat -- then Caesar raises his hand, and the apes all begin to retreat... Only Koba lingers a beat longer, eyes still burning with hatred, fixing on the guns in the humans' hands.

(CONTINUED)

37

CONTINUED: (3)

37

ON CAESAR AND MAURICE

Riding side by side. Maurice can see that Caesar looks privately troubled. He gives Caesar a quizzical look.

CAESAR (CONT'D)

[They are desperate. This may not be the last we see of them. We must prepare.]

Maurice nods solemnly.

HOLD ON MALCOLM: watching Caesar's massive army depart - as around him the transfixed crowd begins to disband into a building commotion... Alexander pushes through the crush to his father's side. Malcolm looks at him a beat, both equally stunned as he hands his son the returned satchel.

SMASH TO:

38

INT. "THE COLONY" - INSIDE THE ENTRANCE - DAY

38

EVERY LAST CITIZEN AMASSED HERE; the din of a THOUSAND PANICKED VOICES shouting over each other, people clawing, pushing -- a scary feeling in the air, as if violence could erupt any second. Dreyfus stands with his back to the gate, gripping an S.F.P.D. megaphone, like Giuliani at Ground Zero:

DREYFUS

WE'RE ALL IMMUNE -- we're all immune or we wouldn't be here! Now please, try to - try to calm down --

MAN 1

HOW DID THEY FIND US?!

DREYFUS

We - uh - we found them --

MAN 2

YOU KNEW THEY WERE OUT THERE AND YOU DIDN'T TELL US?!

The crowd in an UPROAR -- we find Malcolm trying to bodily protect Ellie and Alexander from the sudden crush. Ellie's eyes briefly land on a scared MOTHER with her arm wrapped protectively around her YOUNG DAUGHTER; something about the pair visibly affects her...

Dreyfus' "OFFICERS" are violently forcing the raging crowd back as they angrily advance on him. Dreyfus tries to shout above the din; the first glimmer of real anxiety spiking beneath his facade:

(CONTINUED)

DREYFUS
I WAS ONLY WAITING TO--

WOMAN 1
WHAT IF THEY COME BACK?!

More pushing and clawing as Dreyfus finally climbs up on the scaffolding to escape the fray, determined to regain control of the roiling crowd below:

DREYFUS

If they come back --

(over the crowd; firmer)

IF THEY COME BACK - THEY'RE GONNA BE
SORRY THEY EVER DID!

This quiets the crowd some, reluctantly settling down.

DREYFUS (CONT'D)

We may not have the manpower this city once did, but we have the firepower. Those stockpiles left behind by FEMA, the National Guard, we have it all...

(beat)

Look, I know why you're scared. I'm scared too, believe me. But I recognize the trust you all placed in me, I do. We've been through hell together. When we settled here, it was because we'd had enough of living in fear, living like animals. We spent four years fighting that virus, then another four fighting each other after the city came apart. It was chaos - worse than anything I'd seen in all my years on the force, and I want you to know, there's not a day that goes by when I don't think about that. It wasn't until we came here - and started working together - that we finally started to live again, like human beings. And I would never do anything to jeopardize that, I promise you.

(looks from face to face)

But you all know what we're up against. We're almost out of fuel. Which means no more power -- which means we could slip back to the way things were. That dam up there was the answer. We just had no idea... they were up there too.

WOMAN 1

SO WHAT DO WE DO NOW??

DREYFUS

We will find another way. You all know Malcolm - he's not just a brilliant architect, he cares about the future of this community as much as I do. And I've already spoken to him about finding an alternative power source.

All eyes on Malcolm now, his expression telling us that Dreyfus' statement is sheer political bluster.

(CONTINUED)

38 CONTINUED: (3)

38

DREYFUS (CONT'D)

Because that power isn't just about keeping the lights on... It's about giving us the tools to reconnect to the rest of the world. To find out who else is out there, so we can start to rebuild - and reclaim - the world we lost.

(assuring)

We will get there, you have my solemn promise.

39 **SAME - MALCOLM AND DREYFUS - MOMENTS LATER**

39

Malcolm and Dreyfus walking away from the dispersing crowd, Dreyfus still on edge from the near-riot he just averted.

MALCOLM

(tense; low)

There is no alternative power source. That dam's our only option.

DREYFUS

Fine. Then we'll do what we have to do.

MALCOLM

What does that mean?

DREYFUS

I meant what I said back there. If we have to fight them, we fight them.

MALCOLM

You can't be serious --

DREYFUS

You see what's going on here! These people are going to turn on each other! On me.

(stops)

That power is everything. I'm not giving up on this.

MALCOLM

Neither am I.

Malcolm exhales, frustrated. Dreyfus peers back at him.

MALCOLM (CONT'D)

(tense; reluctant)

Okay. I think I have an idea.

Off Dreyfus' dubious look --

40

EXT. FORT POINT - DAY

40

TWO GRUNTS are emptying old cans of name-brand gasoline into a series of coffee filters; most of what's collected in the filters is black gunk - maybe 2% passes through as murky but viable fuel, collected in funnel cans.

ANGLE ON CARVER, in mechanic's coveralls and his ever-present trucker cap, his face and hands coated in grease as he works on the RUN-DOWN FEMA TRUCK.

CARVER

This is crazy, if you want my humble expertise.

REVEAL MALCOLM standing over him.

MALCOLM

Just tell me how long you need to get us moving again.

CARVER

At least an hour. I'm still flushing out the shit from our last trip.

Carver glances across the ramp, to where Alexander is waiting for Malcolm, intently reading a graphic novel.

CARVER (CONT'D)

Gonna take your kid up there again?

MALCOLM

He's safer with me than he is down here.

CARVER

I don't know, seems like he's got enough problems.

MALCOLM

(flares)

Do me a favor, just get the goddamn trucks working. We have to get up there before dark.

CARVER

We? Oh no -

MALCOLM

I don't like it either, but you're the best mechanic we've got.

Carver exhales, grumbling...

(CONTINUED)

40

CONTINUED:

40

Fuck... CARVER

CUT TO:

41 **EXT. GOLDEN GATE BRIDGE/ OUTSKIRTS OF MUIR WOODS - MORNING** 41

Follow the truck... its engine already starting to CHUG and GRIND from the poor fuel quality.

Shots of the truck penetrating RURAL, WOODED TERRAIN... CLIMBING DIRT TRAIL ROADS as far as it can...

LATER

Finally arriving at the edge of the woods. Carver kills the engine.

42 **INT. TRUCK - CONTINUOUS** 42

Malcolm turns to the others, tense.

MALCOLM

Nobody gets out of the trucks. No one.
(to Carver)

If I'm not back in 2 hours, get everyone back to the city as fast as you can.

Malcolm exchanges a brief look with Ellie - she's scared for him. He hesitates a beat, then starts to climb out --

ALEXANDER (O.S.)

Dad --

(beat)

You don't want me to come with you?

Malcolm sees the fear in his son's eyes; he shakes his head.

MALCOLM

I need you to stay in the truck.

(then:)

It's going to be okay.

Alexander nods as Malcolm shuts the door with a HARD CUT TO:

43 **EXT. WOODS - DAY** 43

MALCOLM ASCENDING the intimidating woods alone. The vibe is paranoid, like a soldier trekking through the overgrown jungles of Vietnam. We hear the sound of his tense breathing. Every snap of twig, every rustle of leaves prompts his eyes to dart to the trees.

We notice him passing the abandoned 76 Station. TIME CUT TO --

44 **OMITTED** 44

45 **EXT. WOODED RAVINE - DAY**

45

Malcolm still hiking, looking to the trees, not sure if he's going in the right direction -- and then he slows as he sees

AN OMINOUS STRUCTURE LOOMING UP AHEAD: three trees bound together in a tripod, atop sits which an empty ape nest.

Even more tense, Malcolm heads toward it, as we TIME CUT TO--

46 **MORE TOTEMS**

46

He walks past them, eyes peeled... when he comes upon

A PRIMITIVE GATE

formed from broken trees... and beyond it what resembles a cleared, muddy "street." A moment of decision --

-- and then Malcolm pads forward, passing under the gate.

MOVING UP THE STREET

Malcolm can't help but breath harder, hearing the echoed sounds of APE NOISES in the distance.

From the trees, sounds of movement. Getting close. Getting louder. All around him now. Malcolm scans the branches --

-- and finally locks eyes on an ape face peering back at him from the brush: RIVER. Malcolm raises his arms in a pose of surrender -- but just as quickly, River vanishes.

And then we begin to hear a chain of alarmed ape cries, building as they carry upward through the trees... Malcolm is scared shitless but bravely keeps walking forward with his hands raised high and non-threatening...

...as APES START TO EMERGE from the trees around him. They come closer, CIRCLING him territorially, Malcolm turning around and around as he keeps walking, trying to convey to the apes surrounding him that he comes in peace...

...when turning, he finds AN APE STANDING DIRECTLY IN HIS PATH LIKE A ROCK: KOBA. Grasping his harpoon, Koba's scarred face stares at Malcolm, utterly still and utterly fierce. Everything comes to a stop, the other apes looking to Koba's response. Malcolm tentatively begins to explain himself:

MALCOLM

I --

WHACK! Koba's harpoon smashes Malcolm to the ground.

(CONTINUED)

46

CONTINUED:

46

TIGHT ON MALCOLM wide-eyed as he peers up to find Koba towering above him... when suddenly Koba snatches Malcolm's ankle and begins dragging Malcolm along the muddy path!

MALCOLM'S POV (DRAGGED ON HIS BACK): *jostling wildly, looking up at the jagged ape-made archway along which apes are climbing excitedly, peering down at him, screeching.*

TIGHT ON MALCOLM as his head bumps along the mud, terrified at the possibility that he has gravely miscalculated here...

CUT TO:

47

EXT. APE VILLAGE - COURTYARD ENTRANCE - MOMENTS LATER

47

Koba hurls Malcolm forward, and forces him to his feet. A shaken Malcolm only just getting his bearings when he sees

A DENSE SEA OF APES BEFORE HIM. All staring at him. OOF! Koba prods the harpoon handle into Malcolm's back, thrusting him forward into the ape masses. Even in his panic, Malcolm can't help but be astonished by the monumental scale and majesty of the ape's community surrounding him.

The sea of apes begins to part as Koba continues shoving Malcolm ahead, past the faces of chimps, gorillas, orangutans... every one of them staring hard at him as they open a path toward a single ape waiting at the far end...

CAESAR

Glaring fiercely at the intruder as Koba continues forcing Malcolm inexorably forward, until with a final thrust from Koba, Malcolm stumbles to his knees a few feet before Caesar.

MALCOLM

Please... please don't kill me... until you hear what I have to say.

Caesar glares back, stone-faced. It's scary as hell.

MALCOLM (CONT'D)

I know - "don't come back" - I got it, it's just --

(starts to rise)

I wouldn't be here if it wasn't absolutely--

Koba instantly SLAMS him back down!

MALCOLM (CONT'D)

Please! There's something I need to show you, it's not far, if I could just --

(CONTINUED)

47 CONTINUED:

47

KOBA
Human lies.

MALCOLM
No no, I swear --

KOBA
(turns to Caesar; signs)
[Let me kill him now.]

MALCOLM
(pleads)
If I could just show you why we came up
here -- then you'll understand --

This prompts A LOOK from Maurice toward Caesar -- but Caesar remains implacable... as Koba reaches down for Malcolm, about to kill him... then... Caesar calmly raises a hand.

Koba angrily pauses as Caesar carefully studies Malcolm's face a tense beat... RIVER watches his father anxiously, wondering what he'll do. Caesar's stare is intense, inscrutable... Finally, in a fierce, icy tone:

CAESAR
Show me.

48 **EXT. WOODS - DAY**

48

Malcolm walks, flanked by Grey and Stone... and trailed double-file by Caesar and Koba, Maurice and Rocket, and River and Ash, all on horses.

We pan with them as they pass the old, overgrown 76 station. PRE-LAP the building roar of a waterfall...

49 **EXT. DOWN-RIVER - OVERGROWN DAM - DAY**

49

WIDE SHOT reveals a huge log jam at the horizon line, mist rising suggests a waterfall drop just beyond it. On the rocky shore, Malcolm is leading Caesar and the apes away from their horses, toward the logs in the water.

50 **LOG JAM - EDGE OF FALLS**

50

The roar near-deafening as Malcolm gestures for Caesar et al to follow him onto the slick logs. Koba exchanges a wary look with Caesar.

TIGHT ON MALCOLM, carefully navigating the slippery logs as he continues farther along the log jam --

(CONTINUED)

50

CONTINUED:

50

-- the apes trailing him, until he reaches the very edge of the falls. Mist swirling up around him, Malcolm glances back at Caesar and the others, then turns -

- and JUMPS off the edge. Koba quickly looks to Caesar - what the hell? - as we follow the apes to the edge of the falls, where they see, just below the log jam sits

A CATWALK extending across the top of the falls. Malcolm peers up at them from the catwalk, gestures for them to join. The apes climb down to the catwalk, keeping close to Malcolm as he leads them toward

A RUSTY DOOR IN THE ROCK-FACE. Almost entirely camouflaged by moss and overgrowth, it's nearly indistinguishable from the natural landscape...

51

INT. DAM - POWERHOUSE - MECHANICALS ROOM - DAY

51

Malcolm leads Caesar and the others down a cement staircase, overlooking a cavernous 3-story high MECHANICALS ROOM.

MALCOLM

(quickly, flustered)

It's what we used to call a "small hydro" - it was built to service areas north of here, but we've been working to re-route the necessary lines in the city to, um - sorry, I'm getting ahead of myself - see, the city, it used to run off nuclear power, but that gave out years ago - we've been running diesel generators, gasifiers - but we're almost out...

Caesar peers down at the huge steel machinery, long-dead panels, rusty knobs and gauges...

MALCOLM (CONT'D)

If we can just get this dam working again, we have a shot at restoring limited power to our- um-

Malcolm's words trail as he meets Caesar's hard stare.

MALCOLM (CONT'D)

Is any of this... making sense?

Caesar holds Malcolm's uneasy stare a beat - then:

CAESAR

The lights.

Malcolm catches his breath, amazed. Breathes a faint smile.

(CONTINUED)

51 CONTINUED:

51

MALCOLM

Yes. The lights.

(beat)

Listen, I know this is your home up here.
 And we're not trying to take it away from
 you, I promise. But if you could just
 allow us to do our work, please--

KOBA

(glowering)

You brought others?

Koba looks to Caesar and makes a low guttural growl.

MALCOLM

(scared now, cautious)

Just a few. Look - if you still think I'm
 a threat, then I guess you'll kill me.
 But I swear, I wouldn't have come back up
 here if I didn't have to. I have a son...

We sense this registers with Caesar despite his hard stare.

MALCOLM (CONT'D)

(a plea)

We're just trying to survive down there.
 All we need is a few days, and I give you
 my word: you will never. See us. Again.

Off Caesar's penetrating stare, we CUT TO:

52 INT. THE TRUCK - DAY

52

Everyone waiting, tense as hell... when PINE NEEDLES start to
 drift down on and around the truck. Looking up from his comic
 book, Alexander notices first -- but soon the others do as
 well - as the pine needles start raining down harder, the
 trees rustling louder and louder...

Alarmed, Carver stubs out the nub of a cigar he was smoking,
 quickly tosses it out the window and rolls it up -

FOSTER

Oh shit oh shit --

Carver LOCKS the doors, reaches for the ignition as APES now
 appear - climbing down from the trees and CONVERGING ON THE
 TRUCK FROM ALL SIDES. It's terrifying... Carver starts the
 engine, about to shift into gear when -

ELLIE

WAIT!!

ALEXANDER

STOP!!

*
*

(CONTINUED)

Carver looks up to find Malcolm being ROUGHLY MARCHED out of the woods, flanked by Grey and Stone.

Carver hesitates, debating whether or not to ditch Malcolm -- but then Caesar and the other apes on horseback arrive - an imposing sight - joining the apes already surrounding the truck, allowing the humans no avenue of escape.

Carver kills the engine... as Malcolm and his ape captors approach the window. Carver hesitates, then rolls it down.

MALCOLM
(tense, to all)
Give them your guns.

Terrified looks all around...

MALCOLM (CONT'D)
That was the one condition.

ELLIE
What does that mean...?

Malcolm nods, uneasy about what he's gotten them into:

MALCOLM
We can stay.

CARVER
(deadpan)
Great.

53 **OMITTED** 53

54 **EXT. WOODED INCLINE - LATE DAY** 54

The six humans march up in tense silence, carrying their gear... under the mistrustful watch of Caesar and the apes - some on horseback, some on foot. Kemp and Foster exchanging scared looks... Malcolm turns to Alexander:

MALCOLM
Stay close to me.

Alexander nods anxiously.

55 **EXT. WOODS NEAR RIVERBANK (BELOW RIDGE) - LATE DAY** 55

The humans and apes arrive at a clearing. Caesar signals for them all to halt. Malcolm peers up at Caesar, uncertain.

MALCOLM
...You want us to - camp here?

Caesar NODS sternly. Malcolm looks to the others, who reluctantly start to off-load their supplies.

ON Koba, regarding this moment with sheer disgust -- when to everyone's surprise, Malcolm crosses and approaches Caesar's horse. Caesar frowns, suspicious...

(CONTINUED)

55 CONTINUED:

55

MALCOLM (CONT'D)

Thank you.
 (a hand on his chest)
 Malcolm.

Caesar hesitates, thrown... finally replies in a hard tone:

CAESAR

Caesar.

Caesar then abruptly turns and trots off. The apes follow.

56 **EXT. APE VILLAGE - COURTYARD - DUSK**

56

TIGHT ON A STONE BEING REPEATEDLY SMASHED AGAINST A GUN STOCK until it cracks apart. Reveal ROCKET as he tosses the broken pieces of gun into the communal FIRE -

- where most of the human's arsenal has been broken and is burning. Through a ripple of heat waves we find KOBA GLARING AT THE GUN PYRE.... and then finally his focus shifts beyond it: to Caesar, silently watching, River at his side. Koba abruptly starts across the courtyard toward Caesar...

MAURICE AND ROCKET PAUSE from their work, concerned by the fierce look on Koba's face as he arrives before Caesar.

KOBA

[This is a mistake. Why help them?!]

CAESAR

(nods)

[Helping them could be dangerous. But not helping is more dangerous.]

Koba grunts uncertainly. River looks from Koba to his father.

CAESAR (CONT'D)

[They're trying to save themselves. If we force them to leave, we give the humans no choice, they will attack.]

KOBA

[Let them!]

CAESAR

[And how many apes will die?]

(harder)

[We will let them do their human work. And then they will leave.]

(CONTINUED)

KOBA
 (scoffs, aloud)
 Human work...?

Koba gestures to a scar running down the length of his spine.

KOBA (CONT'D)
This human work.

Koba's defiance is attracting the attention of many other apes, as he points to the scar across the base of his skull.

KOBA (CONT'D)
 Human work.

Finally points to his milky eye, his voice all growling fury:

KOBA (CONT'D)
Human work!

MORE APES staring now. Caesar won't have this; he STEPS TOWARD KOBA IMPOSINGLY, a reminder of dominance. Koba realizes he's gone too far, and looks away... Then:

KOBA (CONT'D)
[Forgive me.]

Koba hesitates, then extends a supplicated palm. Caesar remains cool as he swipes it. Koba glances up, finds River's stunned gaze ticking from Koba to his father. Koba takes a last deferential look at Caesar, then pads away. River watches him go, then turns to his father, challenging him:

RIVER
[Koba says humans are to be hated.]

CAESAR
[That is because from humans Koba learned only hate.]

Caesar turns to find Maurice looking at him with concern. The two of them walk off to speak privately:

MAURICE
[Koba's anger is strong.]

CAESAR
[His loyalty is stronger. He is an ape.]

He peers back at the gun pyre, his mind working, concerned...

56 CONTINUED: (2)

56

CAESAR (CONT'D)

[But he must not be left alone with the humans. He may not be able to stop himself. We can't let him start a war.]

Maurice understands, nods.

57 **INT. CAESAR'S DWELLING - NIGHT**

57

CAESAR approaches Cornelia in bed. She is still audibly wheezing, the baby sleeping beside her.

Cornelia smiles up at Caesar. He strokes her face.

CAESAR

[River will watch the baby tomorrow.]

She shakes her head: I'll be fine. She then notices how distracted Caesar looks; he seems plagued...

CORNELIA

[You're worried. About the humans?]

He looks at her, surprised. She knows him better than anyone. He NODS. Then softens, gently touching his forehead to hers.

58 **EXT. HUMAN CAMP SITE - NIGHT**

58

A basic camp site has been set up. The group are eating around a fire... as above, a few distant but disquieting OMINOUS APE NOISES come from the ape village.

KEMP

Listen to that...

CARVER

Jesus.

KEMP

I am not getting any sleep tonight.

ANGLE ON MALCOLM - CROUCHED OUTSIDE HIS TENT

Intensely fixated on the dam schematics. Ellie approaches, but Malcolm's eyes remain glued. She smiles, nervous, attempting some levity:

ELLIE

So. This is, uh... different.

Malcolm is too absorbed in his schematics to reply. She prods gently:

(CONTINUED)

ELLIE (CONT'D)
You have to eat...

MALCOLM

In a sec.

ELLIE

(a beat)

That was brave. What you did today.

He still doesn't look up at her, nods absently.

ELLIE (CONT'D)

You're so hard on yourself. I know everyone's depending on you but--

Finally he turns to her, sharply - and we now see there's emotion beneath this intensity of focus.

MALCOLM

I don't care about that. Any of that. I just care about him. He's the only reason I'm doing this.

Malcolm looks to where Alexander sits near the others by the fire; Ellie turns to look as well. Alexander is keeping to himself, drawing intently in his sketchbook.

MALCOLM (CONT'D)

There were things he saw that no kid should ever have to see. There's no way I'm ever letting us go back to that.

She turns back to Malcolm, moved by him as he watches his son. She then touches his head, tenderly. He turns to look up at her, finally softening. He leans against her...

ELLIE

I've been trying to... get closer to him, but...

MALCOLM

It's not you. He just - has a hard time trusting people.

She nods, understanding.

ELLIE

I can't say I blame him.

BACK TO THE OTHERS BY THE CAMPFIRE

(CONTINUED)

FOSTER

You know the scariest thing about them?
They don't need power, lights, heat -
nothing. That's their advantage. That's
what makes them stronger.

KEMP

Maybe one of us should stand guard?

FOSTER

With what? They took our guns.

ANGLE ON CARVER as he averts his eyes --

MALCOLM (O.S.)

If they wanted to kill us, we'd be dead
already.

They turn to find Malcolm and Ellie joining them. Sitting
down beside Alexander, Malcolm sees he's drawing graphic
novel-style portrait of CAESAR ON HORSEBACK, looking fierce.

CARVER

Maybe they're just taking their time.
They already wiped out most of the
planet.

ELLIE

Oh come on...

CARVER

What?

Ellie looks hard at Carver, unable to hold her tongue.

ELLIE

You can't honestly blame the apes --

CARVER

Who the hell else am I gonna blame?! It
was the Simian Flu --

ELLIE

The virus was engineered by scientists,
in a lab. The chimps they were testing on
had no say in the matter--

CARVER

Spare me the hippie-dippie bullshit,
okay? You're telling me you don't get
sick to your stomach at the sight of
them? Didn't you have a little girl?
How'd she die?

(CONTINUED)

59 CONTINUED:

59

KOBA (CONT'D)
[Find Grey...]

CUT TO:

60 **EXT. HUMAN CAMP SITE - EARLY MORNING**

60

TIGHT ON ALEXANDER in his sleeping bag, a comic book spread open on his chest (must've fallen asleep reading), his head on the ground as he slowly stirs awake... when his eyes suddenly go wide on finding

MAURICE, only 10 feet away, visible through the tent flap, staring silently at him.

Alexander quickly sits up, the comic falling from his chest. Maurice's eyes follow the comic, clearly curious. Alexander is aware of this, unsure what to make of it. He turns to...

ELLIE AND MALCOLM on the far side of the tent, peering uneasily out the opposite flap... at Rocket and a few more apes standing watch outside here.

WIDE ON THE CAMP SITE to reveal at least 20 APES IN ALL... as the humans begin to emerge from their tents. Malcolm peers around at the apes assigned to watch them.

MALCOLM
 (deadpan, to apes)
 Morning.

The apes, of course, say nothing. Malcolm nods to the others.

MALCOLM (CONT'D)
 Let's go.

61 **EXT. RIVERBANK/ LOG JAM - MORNING**

61

Malcolm and the humans are climbing across the logs with their heavy backpacks of gear. It's far from a stable crossing, Malcolm tensely helping Ellie and the others --

-- as the apes continue to stand watch over them from the surrounding trees. Alexander peers back uneasily at the apes, silently staring.

As they start to climb down; we CUT TO --

A DISTANT POV: *watching the humans on the logs...*

62 **REVEAL CAESAR AND RIVER HAVING JUST ARRIVED ON HORSEBACK,** 62

the baby perched on older brother River's shoulders. Caesar is approached by Rocket and Maurice, and nods in greeting, riding forward to join the others apes on watch-duty. As he does so, Caesar scans the apes, looking for someone:

 CAESAR
 [Where is Koba?]

 MAURICE
 *[Grey said they were going hunting.
 Probably for the best.]*

Caesar nods... but it's clear Koba's absence concerns him.

63 **EXT. GOLDEN GATE BRIDGE - UNDERSIDE - MORNING** 63

Koba swinging "monkey bar" style under the bridge, followed by Grey and Stone, all three moving in stealth.

Koba stops, peering down at FORT POINT just below, and THE AIRCRAFT CARRIER in the water just beyond it... the NAVY ANCHOR INSIGNIA faded along its rusting hull.

IN THE EQUIPMENT YARD OUTSIDE THE FORT he can make out TANKS, Humvees, FEMA vehicles and shipping containers... and roughly twenty human figures moving about.

64 **EXT. FORT POINT - EQUIPMENT YARD - MORNING** 64

Dreyfus surrounded by a few of his "officers," being given a rundown on the status of their equipment.

 DREYFUS
 (impatient)
 Bottom line, how much of it still works?

 OFFICER 1
 We're still taking inventory, but so far
 most of the arsenal seems functional...

 DREYFUS
 Good. Because we may have to go up there
 if Malcolm and the others don't come back
 down. Deal with those animals ourselves.

(CONTINUED)

64 CONTINUED:

64

REVEAL KOBA, GREY AND STONE, perched on a nearby radio tower, unseen. Koba's brow furrows as he watches Dreyfus and his men appraising all their firepower, as other men are unpacking a crate of RPGs... when suddenly he hears ECHOING GUN FIRE below. Koba quickly turns to the sound, as we -- CUT TO:

65 **EXT. FORT POINT - IMPROVISED FIRING RANGE - MOMENTS LATER**

65

A spooky cavernous space on the side of the fort, the GUNFIRE ECHOING LOUDER here.

TWO MEN; one looks like a former Hell's Angel (TERRY), the other a more wiry, Timothy McVeigh type (MCVEIGH) are both firing off AK-47s; an open crate beside them, they're in the midst of testing the guns, firing into an old jeep.

REVEAL KOBA, GREY AND STONE CREEPING UNSEEN behind the two men, watching as the weapons fire. Mesmerized. And then Koba's eyes find something else... an OPENING into the building. Koba scampers to get a better look, signaling Grey and Stone to stay put...

66 **INT. FORT POINT - WEAPONS STOREHOUSE - DAY**

66

Koba ENTERS to discover HUNDREDS AND HUNDREDS MORE MUNITIONS CRATES piled within.

CLOSE ON KOBA as he stares like a kid in a candy store, overwhelmed by the sheer massiveness of this stockpile. He's found the motherload.

He starts to move toward the nearest crates when --

MCVEIGH (O.S.)
(behind him)
What the-?

Koba spins to find a startled McVeigh aiming his gun at him.

MCVEIGH (CONT'D)
Don't you move. Understand me? TERRY, GET
IN HERE! QUICK!

(CONTINUED)

Koba remains frozen, staring down McVeigh's barrel as Terry enters.

TERRY

Holy shit...

Terry's gun is up in an instant as he arrives beside McVeigh, both of them freaked out, gaping at Koba before them.

REVEAL GREY AND STONE, arriving in the open doorway behind them, peering in anxiously, wondering what to do...

MCVEIGH

What do we do? What do we do?

TERRY

Where'd he come from?

MCVEIGH

I just found him -- should we shoot him?

TERRY

Maybe - yeah - I don't know.

McVeigh grips his gun tighter, raises it slightly to get a better bead on Koba. Koba merely stares back - it's chilling. Terry's finger wraps around his trigger as well, poised to fire any second now...

TERRY (CONT'D)

(creeped out, swallows)

You are one ugly sonuvabitch, aren't you...

PUSH TIGHT ON KOBAS - what's he going to do?? He stays frozen a beat longer, holding their scared expressions fearlessly...

...and then suddenly does the most un-Koba like thing we can imagine: he sticks his tongue out and makes a ridiculous "chimp" raspberry PFLLLLLLLLLLP!

The humans glance at each other uneasily - they have no idea what to make of this, lowering their guns slightly.

Koba quickly begins to prance around, making "monkey" motions and dopier faces. The men can't help but start to CHUCKLE.

INSERT GREY AND STONE - exchanging a look: what's he doing?

BACK TO KOBAS as he continues to perform for the humans, does a somersaults and bows, then gestures to his mouth for food.

(CONTINUED)

MCVEIGH

(laughing)

Dude, I think he wants something to eat.

TERRY

He must've gotten separated from the others.

(to Koba)

You lost? Trying to get home?

Koba feigns confusion, waddling up closer to them.

MCVEIGH

I don't know, what do you think? I feel kinda bad for the guy.

Terry considers Koba a beat, then finally, to Koba:

TERRY

Go on, get out of here. Stupid monkey.

McVeigh waves his gun toward the direction of the doorway - Grey and Stone ducking out of view just in time --

MCVEIGH

You heard him, get out of here!

Koba waddles his way out the door, waving bye-bye at the men... then stealing a fierce look at Grey and Stone, hidden just outside the door.

INT. POWERHOUSE - MECHANICALS ROOM - MORNING

Quick series of shots as Malcolm and his team start to execute their plan:

-- THICK NYLON ROPE is secured to a heavy mounted pipe, PULLED TAUT...

-- From pitch black a HATCH DOOR is opened, revealing we're inside an ACCESS TUNNEL. The rope is dropped down into it.

-- Up at the hatch door, Alexander switches on solar FLASHLIGHTS, hands one to Malcolm, Carver, Foster and Kemp as each descends THE LADDER, gripping the belay rope...

-- MALCOLM'S POV AS HE DESCENDS, taking a last look up at ELLIE AND ALEXANDER above. Ellie flashes a quick smile and raises fingers crossed as we recede; CUT TO:

68

INT. ACCESS TUNNEL - MOMENTS LATER

68

Claustrophobic. PINPRICKS OF FLASHLIGHTS against the cramped walls. We hear the efforts of BREATHING as they descend...

(CONTINUED)

68 CONTINUED:

68

PITCH BLACK

A SEALANT DOOR is pushed open, revealing flashlights behind it, as the men step out toward us, into

69 **INT. PENSTOCK TUNNEL**

69

A much larger tunnel - actually more of an enormous pipe - LEADING UPWARD at a steep angle. The concrete is damp, making ascent slippery as Malcolm leads the group up...

AT THE TOP OF THE TUNNEL

The group stands before a MASSIVE STEEL FLOW MECHANISM, its shutters sealed, blocking any water from getting through.

KEMP

You wanna blow this?

MALCOLM

It's the flow mechanism. Must have gotten jammed years ago.

(looks back at Foster)

How much do you think we'll need?

Foster reaches into his pack, pulls out a brick of C-4, takes his pocket knife and measures out about 6 inches worth.

Malcolm nods. Foster's knife makes the cut as Kemp starts to unspool a length of wire; CUT TO:

70 **INT. MECHANICALS ROOM (ABOVE) - DAY**

70

Ellie and Alexander wait in nervous silence. Then:

ALEXANDER

(gently, hesitant)

I didn't know you had a daughter...

Ellie turns, almost surprised at the sound of his voice.

ELLIE

(caught off-guard)

What? Oh... Yeah.

ALEXANDER

What was her name?

ELLIE

(simply)

Sarah.

A silent, emotional beat.

(CONTINUED)

70 CONTINUED:

70

ALEXANDER
I'm really sorry.

She smiles warmly at him, truly moved by his concern.

ELLIE
Yeah, well... I have you and your Dad
now, so...

Alexander returns a smile.

71 **INT. ACCESS TUNNEL - MOMENTS LATER**

71

By the glints of flashlights we follow the unspooling wire as the group crawl back into the safety of the access tunnel, close shut the heavy sealant hatch behind them.

Malcolm then turns to Kemp, who is already unscrewing one of the flashlights, revealing its battery terminals. He then turns to Malcolm, hands him the split wire ends.

Malcolm takes a tense breath, glances at the others.

MALCOLM
Brace yourselves.

The others crouch into position as Malcolm exhales, grips the wire tips, and then finally brings the exposed ends to the terminal nubs - the contact making a faint spark - and then

BOOOOOOOM!!! An unseen explosion reverberates through the tunnel...

72 **EXT. DAM - CONTINUOUS**

72

...immediately SPOOKING THE HORSES UNDER CAESAR AND THE OTHER APES STANDING WATCH. Caesar and the apes try to steady their horses as the animals buck wildly!

73 **INT. POWERHOUSE - MECHANICALS ROOM - CONTINUOUS**

73

Ellie and Alexander hurry to the mouth of the tunnel, breathless --

ELLIE
IS EVERYONE OKAY??

74 **INT. ACCESS TUNNEL**

74

Kemp peers up -

KEMP
YEAH, WE'RE OKAY--

(CONTINUED)

74

CONTINUED:

74

MALCOLM

Sh-quiet!

He holds up his hand for silence, straining to listen...

MALCOLM (CONT'D)

You hear that...?

They all listen carefully... Hear the muffled RUSH OF WATER from the penstock tunnel. Malcolm's face brightens, smiling.

MALCOLM (CONT'D)

We've got water...
 (cranes his neck)
 ELLIE, WE'VE GOT--

-- he's interrupted by a VIOLENT RUMBLING... everyone freezes as all around them the walls START TO CRUMBLE and CRACK --

-- and with a sudden RUSH of collapsing concrete and dust we/they are thrust into

DARKNESS.

Gasping. Coughing. Muttered sounds of pain. We stay in the moment just long enough to scare the shit out of ourselves --

75

INT. POWERHOUSE - MECHANICALS ROOM - SAME

75

Having heard the cave-in, Ellie and Alexander peer down frantically into the mouth of the tunnel.

ELLIE

MALCOLM!

No answer from below. She starts to scramble down the ladder, Alexander right behind her...

Arriving at the cave-in site, Ellie and Alexander are confronted with a huge pile of crumbled concrete and earth. They desperately try to dislodge the debris with their hands, but it's a near-impossible task.

ELLIE (CONT'D)

MALCOLM!

ALEXANDER

DAD?!

76

ON THE OTHER SIDE OF THE CAVE-IN

76

A lone flashlight beam flickers through dust, flitting helplessly, finding Carver pinned under a hunk of debris.

(CONTINUED)

76 CONTINUED:

76

CARVER
 (panting)
 Jesus...

ELLIE (O.S.)
 (very faintly)
 Malcolm --

77 **BACK TO ELLIE AND ALEXANDER**

77

ELLIE (CONT'D)
 CAN YOU HEAR ME?!

Alexander hears a noise from above. He looks up the ladder, toward the opening...

... to find the silhouetted shapes of THREE APES staring down at them. Ellie looks up and GASPS --

78 **BACK TO THE OTHER SIDE OF THE CAVE-IN**

78

The flashlight beam is now revealed to be in Malcolm's grasp as he and Kemp heft the debris off of Carver's leg.

KEMP
 We're trapped - we're all gonna die down here --

FOSTER
Will you shut up?!

From the darkness, a crumbling sound. Alarmed, Malcolm quickly turns, his beam searching the walls around them --

And then -- MOVEMENT FROM THE DEBRIS? A moment... and then we see an APE HAND pushing through!

More ape hands appearing now as more and more debris is cleared away, and the first light from above illuminates

ASH, ROCKET and LUCA digging them out. Apes and humans stare back at each other through the openings in the debris. The humans utterly stunned --

CUT TO:

79 **EXT. ROCKY SHORE (NEAR DAM) - DAY**

79

Carver's leg is being splinted and bandaged by Ellie, who is being helped by Alexander.

ELLIE
 Just keep your hand right there.

(CONTINUED)

ALEXANDER

Like this?

ELLIE

That's good.

The rest of the humans are recovering under the wary, watchful eyes of the apes. Malcolm crosses toward

(CONTINUED)

CAESAR, who is dismounting his horse. Beside him, River does the same, helping the baby down.

MALCOLM

Thank you. You saved our lives.

Malcolm regards River.

MALCOLM (CONT'D)

Your son?

Caesar nods. Malcolm smiles in greeting, but River is wary.

MALCOLM (CONT'D)

(back to Caesar)

We got the water running, we just need to repair the generators, and - well, clear the debris --

Malcolm's interrupted when the rambunctious baby ape suddenly BOUNDS AWAY from River, intrigued by the humans. Alarmed, River takes off after him --

ON ELLIE

finishing tending to Carver's leg... when she feels something on her back: it's Caesar's baby.

Ellie appears thrown at first, but the baby chimp is so cute and playful, she can't help but smile as it explores her shoulders and head.

APES AND HUMANS NEARBY ALL PAUSE TO WATCH THIS; hurrying over, even River pauses to watch. The baby crawls off Ellie's shoulders, drops to the ground before Ellie and Alexander, who observe it with wonder. Alexander reaches out to touch the adorable little chimp --

CARVER (O.S.)

(irked; re: his bandage)

Come on, wrap it tighter.

Ellie doesn't like Carver's tone, but tightens the bandage...

...as the baby chimp continues exploring, walking over to the supplies and tools, poking curiously through their bags...

ON CARVER as he sees the baby chimp about to poke into his tool box. Carver suddenly LUNGES and swats at the baby --

CARVER (CONT'D)

HEY! Get away from there!

(CONTINUED)

The baby chimp scrambles, SHRIEKING in terror and cowering as Carver swats at him --

ON RIVER: suddenly enraged - he springs into action and charges at Carver, shoving him back.

INSERT CAESAR: seeing this, a look of alarm on his face...

A scared Kemp hurries to Carver's aid:

KEMP
Just take it easy--

An agitated River shoves Kemp as well, a look of fear on Kemp's face. Foster hurrying in to help, and River starting aggressively toward them when --

CH-CHINK OF A SHOTGUN PUMP.

Everyone turns to find Carver has just pumped his sawed-off and trained it on River.

CARVER
I'll kill you--

Sheer terror on River's face -- when --

WHAP! CAESAR SUDDENLY LUNGES IN AND GRABS THE SHOTGUN BEFORE CARVER CAN EVEN FIRE! Ripping it from Carver's grasp, Caesar SMASHES it into Carver's legs to sweep him to the ground, then holds it high over Carver's head - Caesar's glare making it very clear he could bash Carver's skull in a heartbeat...

MALCOLM (O.S.)
Don't --

Caesar quickly turns his furious stare on Malcolm.

MALCOLM (CONT'D)
Caesar, please.

Caesar is torn, roiling... then struggling for self-control, finally turns and HURLS the gun furiously over the waterfall.

He levels his glare on Malcolm. ENRAGED. Still on the verge of teetering out of control. Malcolm fears for their lives:

MALCOLM (CONT'D)
I swear to you, I didn't know he still had a--

CAESAR
Humans... leave... NOW!!

79 CONTINUED: (4)

79

Caesar storms off, and we hold on Malcolm, stunned. SMASH TO:

80 **EXT. APE VILLAGE - COURTYARD - DAY**

80

Still agitated, Caesar returns with River and his council... To find the two midwives standing shoulder-to-shoulder before his dwelling, looking grave. Caesar slows his horse, realizing something is very wrong --

81 **INT. APE VILLAGE - CAESAR'S DWELLING - MOMENTS LATER**

81

Caesar steps through the doorway... and halts, peering in with building dread as he sees

Cornelia looking worse than ever, her eyes jaundiced, disoriented, being attended to by the third midwife, who tries to get her to swallow some water. The midwife looks up at Caesar, communicating her fear with scared ape sounds.

82 **EXT. HUMAN CAMP SITE - DAY**

82

The humans are packing up their camp site. A tense solemnity to their movements -- but no one looks more upset than Malcolm. He's in the process of packing his stuff - and then stops. He just can't accept this outcome.

He suddenly stands up and starts to march away...

ALEXANDER

Dad?

ELLIE

(concerned)

Malcolm...? Where are you going?

But Malcolm ignores her, his eyes fixed ahead. Worried for his safety, Ellie hurries after him (her backpack still on).

ELLIE (CONT'D)

(to Alexander)

Just stay here. We'll be right back.

83 **EXT. WOODS - MOMENTS LATER**

83

Ellie nearly stumbles over the thick brush as she chases after Malcolm, who hasn't slowed his pace one bit -

- ignoring the rustling of the apes in the trees above them.

ELLIE

(freaked)

Can I ask what you're doing?

(CONTINUED)

83 CONTINUED:

83

MALCOLM

I've got to make him understand.

Ellie slows, as they pass beneath the apes' imposing archway.

ELLIE

Oh God...

A growing chorus of ape noise as Ellie presses after him into

84 **EXT. WOODS - CONTINUOUS**

84

Ellie peering around in panic. But Malcolm looks unphased,
nothing like the way he first entered this scary space.

ELLIE

Uh, Malcolm?

The apes are all staring. Malcolm coolly raises his arms in a
surrender pose, looking up at the trees, almost impatient.

MALCOLM

(aloud, firmly)

I need to talk to Caesar.

As the apes finally descend toward the two of them we CUT TO:

85 **INT. CAESAR'S DWELLING - MOMENTS LATER**

85

A PAIR OF APES enter the dim space nervously - followed by
Malcolm and Ellie, each in the grasp of other apes...REVEAL Caesar is with Cornelia, stroking her head, River and
the baby nearby. Caesar is instantly furious at the intrusion
into his sacred family space, rising to confront Malcolm,
looking poised to attack -- but Malcolm is undeterred --

MALCOLM

If we go back to the city now, men will
come back here with more than just a few
guns. Men I can't control.

CAESAR

(fiery)

Let them come... Apes will be ready.

MALCOLM

Ready for what, a war? I know that's not
what you want. You're too smart for that.
There must be another--

(CONTINUED)

CAESAR

NO!

(beat; then)

Do not trust you.

Malcolm is about to plead his reply -- when Ellie breaks off and crosses the dwelling, removing her backpack and reaching into it... Caesar and River both turn toward her -- as immediately the apes who escorted the pair are bounding for Ellie, roughly grabbing her by her arms --

ELLIE

She's sick.

Caesar realizes Ellie is referring to Cornelia.

ELLIE (CONT'D)

I can help her.

Malcolm looks to Caesar, trying to reach him -

MALCOLM

Ellie was a nurse...

(to other apes)

Nurse? Hospital?

Caesar frowns at Ellie a beat, deeply conflicted, looks back at Cornelia - then finally signals his apes to back down. Ellie approaches Cornelia.

Arriving at Cornelia's side, Ellie reaches into her backpack and pulls out a small vial and a hypodermic needle. River looks alarmed, but Caesar moves slowly toward them -

ELLIE

It's okay. Antibiotics. Medicine. It will make her better.

Caesar isn't sure, visibly torn -- when Malcolm carefully places a hand on Caesar's arm.

MALCOLM

(quietly assures)

Trust.

Caesar hesitates - then reluctantly nods at Ellie.

Ellie proceeds to administer the antibiotic to Cornelia as Caesar watches - as does River, not knowing what to think.

ON CAESAR stares down at Cornelia, quietly emotional... We hold on him for a long time, then finally, quietly:

(CONTINUED)

85 CONTINUED: (2)

85

CAESAR
(eyes still on Cornelia)
One day.

Malcolm looks to Caesar. Caesar turns to him:

CAESAR (CONT'D)
You stay... one day.

River GLARES at his father - incredulous and angry.

Malcolm nods, grateful; then carefully:

MALCOLM
We might need more time --

CAESAR
One day.
(beat)
Apes will help.

86 OMITTED

86

(CONTINUED)

86 CONTINUED:

86

87 **EXT. HUMAN CAMP SITE - SHORT TIME LATER**

87

Carver furiously cradling his gear, gripped by Foster as he starts to march Carver out of the camp -- under the watch of Malcolm and the other humans, as well as Caesar, Maurice, Rocket and about a dozen more apes.

(CONTINUED)

CARVER
This is bullshit!

MALCOLM
You knew the deal. Now shut up.

Carver stops defiantly, spinning back toward the apes --

CARVER
Yeah, well - I don't take orders from
monkeys!

Carver's rage sweeps over the humans as well, landing on Alexander... who looks shaken. Foster prods Carver forward, everyone watching as they head away from the camp.

Malcolm turns to Caesar and nods: *okay?* Caesar nods back, turns to the other apes... and the apes proceed toward a pile of tools laying before Malcolm. The first of the apes bends down and scoops up a bunch of tools at once.

MALCOLM
(thrown)
Oh - okay. Thank you...

More apes joining now, retrieving more supplies alongside Kemp and Ellie so they can return to work...

ALEXANDER watching in awe - when MAURICE slows before him, lingering a moment. Alexander is intimidated - then realizes Maurice is eyeing the COMIC BOOK in his hand. Alexander quickly glances down at it, then back up at Maurice. Maurice almost self-conscious a moment, then continues to the others.

Carver trudging out of the woods, sweaty now and still fuming, Foster refusing to release him until they arrive at

THE TRUCK.

CLOSE ON THE KEYS IN THE IGNITION as Foster rips them out. Standing outside the open driver's side window, he dangles the keys tauntingly before

CARVER sitting in the front seat now, still majorly pissed.

FOSTER
See you tomorrow, asshole.

Carver flips him the finger as Foster walks away. Hold on Carver a beat -- then abruptly rises and climbs back to

88 CONTINUED:

88

THE REAR OF THE TRUCK

Carver muttering profanities to himself, trying to find a way to get comfortable for the next 24 hours. He props himself on a jump seat, angrily unzips his backpack and starts to pull out some jerky and a canteen, unscrewing the cap when --

CLOP, CLOP, CLOP of approaching horses. Suddenly nervous, Carver twists to look to the rear window and sees

THREE APES ON HORSEBACK on the road. Startled, Carver moves to the window to get a better look as they pass the truck...

... and finds himself staring back at Koba, surprised to discover a human in the truck. Terrified, Carver holds his breath as Koba slows to regard him with a loathing so intense it's chilling. Koba lingers a moment longer... then resumes riding onward with Grey and Stone.

Carver leans back and exhales his fear.

89 **EXT. APE VILLAGE - COURTYARD - LATE DAY**

89

Koba, Grey and Stone hurry in, peering around.

KOB
(signing to Grey)
[We must warn Caesar...]

They look around, wondering where all the apes are, when they hear Ch-TWHAK! Ch-TWHAK! They find RIVER angrily trying to sharpen the broken stone tip of his hunting spear.

KOB (CONT'D)
[Where is your father?]

River's brow furrows in a resentful look, about to explain --

CUT TO:

90 **OMITTED**

90

91 **INT. DAM - POWERHOUSE - MECHANICALS ROOM - LATE DAY**

91

Apes are clearing the debris, heaping it into a pile, as... ACROSS THE ROOM, Malcolm supervises his fellow humans making repairs to the heavy generator blocks. Foster turns to Alexander, tossing him a socket wrench.

(CONTINUED)

FOSTER

Hey pal, this is stripped. See if we've got another one.

Alexander starts across the room.

ANGLE -- UP ABOVE

The door to the powerhouse abruptly slams open at the top of the stairs: it's Koba. Primed to explode, he glares down at the unthinkable sight of the apes and humans three stories below, working side by side.

With furious intent, Koba swings over the railing and ape-climbs down the stairwell in a matter of seconds...

Koba lands, intercepts the ape nearest him, lugging debris --

KOBA

(signs; incensed)
[Where is Caesar?!]

The ape meekly nods toward the access tunnel. Koba storms across the room, shoving his way past apes when --

-- Alexander makes the mistake of crossing his path -- and a seething Koba HURLS him to the ground.

ALEXANDER

(reflexively)
Hey!

Koba spins - how dare this puny human talk back? Seeing the rage on Koba's face, Alexander stares up, terrified... Seeing this, Malcolm RACES in, trying to protect his son. Koba's about to attack them both --

-- when Maurice blocks Koba's path, using his size to protect Alexander and Malcolm. Alexander stares up, stunned, as Maurice glances back to check on them -- then turns back to face Koba.

KOBA

Get Caesar. Want Caesar...
(shouts out)
CAESAAAR!!

The room goes silent as the apes by the opening part... revealing Caesar, pacing icily toward Koba.

Koba stands his ground, glaring at Caesar even as Caesar continues toward him...

(CONTINUED)

KOBA (CONT'D)

You make us... serve humans?! They...
should serve APES!

Caesar finally arrives within inches of Koba, squaring off with equal intensity, aggressively straightening his posture.

KOBA (CONT'D)

You... shame us!

Caesar burning at this effrontery... as Koba raises a hand --

KOBA (CONT'D)

Shame... your son!

-- and on "son" Koba stabs a finger into Caesar's chest.

TIGHT ON CAESAR AS HE SUDDENLY EXPLODES, TACKLING Koba to the ground! Thrown, Koba reacts violently, instinctively fighting back -- it's a BRUTAL, PRIMAL BRAWL, for the moment both apes have lost control, swinging and tearing at each other...

...but Caesar proves stronger, as he finally PINS Koba beneath him. Koba writhes furiously -- but Caesar refuses to release him, and SLAMS him down harder! Then HARDER!

Koba peers up at Caesar, and for the first time we see fear in his eyes as he realizes Caesar has completely lost himself to animal rage, and may be unable to stop --

The fear in Koba's eyes suddenly snaps Caesar back -- and with every ounce of strength he struggles to regain control. Panting, forcing himself to resist his worst impulses:

CAESAR

Ape...will not...kill...ape.

He finally releases Koba and rises, still panting, enraged at having been provoked to this state.

KOBA ON HIS BACK, peers up, every face, human and ape, stares at him - the humans in fear, the apes in shock and pity.

Koba slowly rises from the ground, looking to his fellow apes, but they all look away as soon as Koba's eyes find theirs. It is a moment of utter humiliation... compounded when Koba finds Grey and Stone, and they too avoid his gaze.

Koba turns back toward Caesar -- and spots Malcolm behind him, clutching Alexander protectively, both gaping at him -- his humiliation now unbearable, Koba looks from Alexander... to Malcolm... Ellie... then back to Caesar...

(CONTINUED)

91 CONTINUED: (3)

91

He finally drops to his knees before Caesar and slowly extends a SUPPLICATING PALM outward, HEAD BOWED to the floor.

TIGHT UNDERNEATH KOBA: we and only we see Koba's expression. As he awaits Caesar's forgiveness, his eyes burn with pure, unbridled hatred, as if something inside has finally snapped.

ON CAESAR, peering down at Koba, nostrils flaring - we don't know what he'll do... and then finally Caesar raises his hand swipes his palm across Koba's, accepting his supplication.

Only then does Koba raise his face... and doing so, presents to Caesar a much-softened look of contrition.

KOBA
(quietly)
Forgive me... Caesar.

Caesar glares at Koba, then nods sternly.

CUT TO:

92 **EXT. APE VILLAGE - COURTYARD - DUSK**

92

Apes amassed at the communal meal, a marked tension in the aftermath of today's conflict. Koba, Grey and Stone sit somewhat apart from the others.

Caesar eats beside River, silent. Neither looks at the other, a palpable chill between father and son. A beat -- then River rises, and without a word, walks off to stand near the fire.

Caesar watches after his son, troubled -- when he finds Maurice sitting nearby, offering him a sympathetic look.

ON KOBA, GREY AND STONE

Stone peering across the courtyard at Caesar.

GREY
[You did not warn Caesar about the guns we found?]

KOBA
(darkly; meaningful)
[And neither will you.]

Stone and Grey exchange a look, realizing Koba has a plan.

93 **SAME - NIGHT**

93

Post-meal, only a few scattered apes still in the courtyard.

(CONTINUED)

93 CONTINUED:

93

River is by the fire, forging the repaired tip of his spear in the flames, preoccupied... when Koba approaches. River turns, sees concern on Koba's face. Koba hesitates, then:

KOBA

[Your father does not trust me now. It may be up to you to protect him.]

RIVER

(frowns)

[What do you mean?]

KOBA

[His love for humans clouds his wisdom. As long as they remain here, I fear for his life.]

Koba walks away, leaving River to worry over this warning.

CUT TO:

94 **INT. TRUCK - MORNING**

94

Through the windshield, sunlight streaming through the trees.

REVEAL CARVER asleep in the front seat, mouth open.

95 **EXT. HUMAN CAMP SITE - MORNING**

95

Maurice leads the apes in their morning arrival. Stay with Maurice as he slips away toward Alexander's tent -- to find, to his surprise --

Alexander already awake, standing outside, waiting for him.

Maurice looks hesitant, when Alexander steps forward, approaching him... extending his COMIC BOOK. Maurice stares at it --

ALEXANDER

For yesterday.

Alexander smiles. A beat -- and then Maurice nods and gratefully accepts the comic book he's been so curious about.

96 **INSIDE THE TENT**

96

Malcolm stirs awake. Sees Alexander's sleeping bag empty. Alarmed, he quickly peers up to the open tent flaps --

-- to see Alexander beside Maurice some 30 feet away, quietly teaching the tentative orangutan how to read the comic book.

(CONTINUED)

96 CONTINUED:

96

Feeling Ellie stir beside him, Malcolm silently turns to her, as she too peers out at Alexander with Maurice. Hold on Malcolm and Ellie in this shared, surreal experience.

97 **EXT. CAMP SITE - SHORT TIME LATER**

97

The humans and apes are gathering up their supplies to head out for the dam site, Caesar now arriving on horseback.

ON MALCOLM, observing him. He makes the decision to approach.

MALCOLM

We'll be done today. Like we promised.

Caesar nods, assuming this is the end of conversation -

MALCOLM (CONT'D)

I just want to thank you... When we get back, I'll make sure everyone knows what you did to help us.

Caesar holds his look -- then slowly reaches out and rests a hand on Malcolm's shoulder. Quietly:

CAESAR

...Trust.

Malcolm nods, a connection between them.

98 **OMITTED**

98

99 **OMITTED**

99

(CONTINUED)

99 CONTINUED:

99

100 **EXT. FORT POINT - IMPROVISED FIRING RANGE - DAY**

100

Bullets strafing the pock-marked jeep.

REVEAL MCVEIGH lifting his face from behind the gun site, satisfied with the action. He nods to Terry beside him.

101 **INT. FORT POINT - WEAPONS STOREHOUSE - DAY**

101

McVeigh and Terry taking a break, sharing a bottle of JOHNNIE WALKER BLUE, the guns propped beside them now.

MCVEIGH

This is the good stuff.

TERRY

What're you, some kinda connoisseur?

From behind them, they suddenly hear the echoed sound of "happy chimp" hooting. They quickly look to each other, rising as

KOBA shuffles dopily through the door, waves "hi" to them.

MCVEIGH

Jesus, is this guy serious?

TERRY

(calls out to Koba)

What the hell's wrong with you? I thought we told you to go home!

Koba plays the fool, waves to them and does a somersault, rolling down the ramp to the door, then shuffling in to join them. He grins up stupidly at McVeigh. Terry snickers:

TERRY (CONT'D)

I think he likes you.

MCVEIGH

Shut up...

McVeigh takes a slug of whiskey, then sees Koba eyeing the bottle eagerly.

(CONTINUED)

101 CONTINUED:

101

Koba looks from man to man, pantomiming with both hands a "drinking" gesture. The guys look to each other, amused.

TERRY

You want a drink, fugly?

Koba nods eagerly.

TERRY (CONT'D)

Go on, give him some.

McVeigh hands the bottle to Koba. Koba brings it to his lips, and takes way too big a sip, Terry snickering --

MCVEIGH

Whoa, take it easy...

-- when Koba suddenly SPIT-TAKES right in their faces.

MCVEIGH (CONT'D)

Ah shit!

Terry laughing as they both take a moment to wipe the booze from their eyes, then look up --

-- in total shock to find Koba standing tall, one of the propped guns now gripped in his hands, nothing at all cute about the merciless snarl on his face... his lips curling into a cruel grin as he savors their shock for an instant -

- then squeezes the trigger with a BANG! as we

SMASH TO:

102

INT. DAM - POWERHOUSE - LOWER ACCESS TUNNEL - DUSK

102

TIGHT ON A RUSTY FLYWHEEL CREAKING as it's slowly twisted by

MALCOLM, in the now-cleared section of tunnel, struggling with a transformer's flywheel. As he continues to turn it, we start to hear a low THRUMMING coming from turbines below...

Malcolm pauses a moment, realizing the machinery is actually working - then redoubles his effort, turning the wheel harder and harder as we CUT TO:

103

INT. DAM - POWERHOUSE - MECHANICALS ROOM - DUSK

103

The THRUMMING FROM BELOW IS GROWING LOUDER NOW, VIBRATING THROUGH WALLS... Alexander with Kemp and Foster, exchanging anticipatory looks as we PRE-LAP CLOPPING OF HOOVES with a SMASH TO:

104 **EXT. LOWER WOODS - DUSK** 104

HORSE HOOVES POUNDING THE DIRT as we REVEAL KOBA, GREY AND STONE racing up the mountain with a chilling sense of purpose... a RIFLE gripped in Koba's hand. CUT TO:

105 **EXT. APE VILLAGE - PRIMITIVE GATE/ "STREET" - DUSK** 105

HORSE HOOVES TROTting in the opposite direction, REVEAL CAESAR heading up the incline toward the village -- when he hears from above ALARMED APE SHRIEKS. He quickly peers up to

A CHIMP - HIGH IN A TREE - pointing frantically at something in the distance... As more chimps see it, joining in the shrieking, alerting Caesar, SMASH TO--

106 **EXT. DAM/ RIVER BANK - DUSK** 106

ELLIE, running full bore, just the sound of her breathing --

107 **INT. DAM - POWERHOUSE - MECHANICALS ROOM** 107

Ellie racing to the railing at the top of the stairs --

108 **INT. LOWER ACCESS TUNNEL - CONTINUOUS** 108

Malcolm turning as he suddenly hears Ellie screaming:

ELLIE (O.S.)
MALCOLM! MALCOLM!!

Malcolm bolts for the ladder, starts to urgently climb up --

MALCOLM
What is it? What happened?!

SMASH TO:

109 **CLOSE ON THE BACKS OF APES SCUTTLING CAUTIOUSLY INTO THE WOODS** 109

moving toward a MYSTERIOUS FLICKERING GLOW from deep within the trees...

As they come to a halt, we continue around them, moving onto their faces, illuminated by the glow as they gaze in awe at:

THE BIG, LOOMING "76" BALL GLOWING BRIGHT ORANGE ABOVE...

110 **EXT. OVERGROWN ABANDONED "76" GAS STATION - EVENING** 110

Ellie and Malcolm now arriving with the other humans beneath the halo of the glowing 76 ball.

(CONTINUED)

110 CONTINUED: 110

Ellie squeezes Malcolm's hand... On the CLOP OF HOOVES, Malcolm turns to find CAESAR ARRIVING with Maurice, Rocket and his cadre of apes, all peering up in surprise at the glow.

111 INT. ABANDONED GAS STATION QUIK-MART - EVENING 111

Apes visible outside the windows as we FOLLOW KEMP into the dilapidated interior; he peers up, admiring the flickering fluorescents above him, then takes a look around at the scattered relics of a forgotten time: junk food wrappers, a capsized hotdog rotisserie, etc -

- when his eyes find a TOPPLED CD RACK. He moves to examine it, picking up a CD as he grins, a thought occurring to him --

112 EXT. OVERGROWN ABANDONED "76" GAS STATION - EVENING 112

TIGHT ON THE STATION'S RUSTED P.A. SPEAKERS mounted above the pump islands... as MUSIC SUDDENLY BEGINS TO PLAY! (*classic rock ala The Band's "The Weight")

WIDE ON APES AND HUMANS, speechless, reacting in astonishment to the first recorded music anyone has heard in many years.

ON MALCOLM, unexpectedly emotional... He finds Caesar approaching him, warmly nodding to the speaker and lights.

MALCOLM

(nods back, smiles)

...It worked.

(then)

Up here at least. We won't know about the city until we're back.

Caesar considers this... then has an idea.

CAESAR

Come.

Caesar turns to leave, gestures to Malcolm to follow...

113 INSIDE THE QUIK-MART - CASHIER'S BOOTH - CONTINUOUS 113

Kemp grooving to the music as he turns the P.A.'s volume knob all the way up to 10, as we CUT TO:

114 EXT. TRUCK - NIGHT 114

Carver reclined in the driver's seat, window open, in the midst of lighting his cigar -- when he hears the faint MUSIC wafting through the trees... He stops, momentarily amazed, and allows a small chuckle.

(CONTINUED)

114 CONTINUED:

114

CARVER
Sonuvabitch...

Carver re-sparks his lighter, bringing the flame to his cigar... when by the flame's glow he sees an APE FACE GLARING AT HIM from the other side of the window: KOBA.

Carver doesn't even have a chance to react as Koba GRABS HIM and yanks him through the window! Stay on Koba's cold, murderous expression, framed by the window as he hovers over an unseen Carver -- he raises the rifle like a club and -- WHAM! WHAM! WHAM! we hear him beating Carver to death!

ANGLE ON CARVER'S TRUCKER CAP lying on the ground. An ape hand reaches into frame, and picks it up as we

RACK FOCUS ON THE STILL-LIT CIGAR a few feet away. The ape hand retrieves it as well... SMASH TO:

115 **EXT. APE VILLAGE - COURTYARD - NIGHT**

115

THE MUSIC a little louder up here as we find APES AND HUMANS coming up the "street," Caesar and Malcolm at the fore.

Around them, many apes start emerging from their dwellings, reacting uneasily to the humans' presence. Caesar meets their nervous looks with one of calm assurance as he leads the humans and his fellow apes through the courtyard, up to

CAESAR'S ELEVATED STONE "THRONE" AREA. As Malcolm, Ellie and Alexander and the others are helped up, they turn to discover the spot is in fact a vantage point from which they can now see...

SAN FRANCISCO in the distance, and its TWINKLING LIGHTS along with the beaming beacon light above.

The humans are instantly overcome with emotion, embracing each other proudly. Even Rocket and Maurice seem moved by the sight, and by the joy of the humans around them.

Caesar is moved as well, when he sees CORNELIA AND RIVER emerging from their dwelling just above to see what's going on; Cornelia looks much healthier now, carrying the baby.

Caesar climbs up to them. Arriving at Cornelia, Caesar strokes her face tenderly... then turns to River, who keeps his distance, contrite but unsure where he stands with his father --

-- when Caesar warmly gestures for River to approach. River does, then kneels and supplicates. Caesar reaches out...

(CONTINUED)

115 CONTINUED: 115

but instead of swiping his son's palm, he pulls River up and EMBRACES him.

116-118 OMITTED 116-118

119 A PREDATORY HANDHELD POV SHOT -- LOW ANGLE 119

From behind a rock outcropping, we observe their embrace...

REVERSE ON KOBA

Concealed below, watching with an ominous intensity --

120 INSERT - GREY DOWN BELOW 120

HIDING JUST BEYOND THE ENTRANCE TO THE COURTYARD. He's puffing on Carver's cigar to keep it lit, then takes it from his lips, steals a look at Stone... Stone nods, and Grey FLICKS THE LIT CIGAR into the a thicket of dry brush -- which almost instantly is consumed in RISING FLAMES...

121 OMITTED 121

122 BACK TO CAESAR AND HIS FAMILY 122

Caesar releases River from their embrace; Caesar rubs his head affectionately. River smiles back at his father, then turns to admire the lights in the distance. Caesar turns too -

- when he senses something below. He steps toward the edge and peers down to the wild brush and rocks below... where to his surprise he sees

KOBA staring up at him, partially obscured by shadows. Caesar looks quizzical, then smiles uncertainly -- when suddenly Caesar sees THE GUN in Koba's hand --

(CONTINUED)

122 CONTINUED:

122

A shock of betrayal flashes in Caesar's eyes in the split-second before the CRACK OF KOBAS GUNSHOT RINGS OUT and

CAESAR IS HIT, LURCHING FORWARD AND FALLING FROM THE PERCH --

RIVER whips around just in time to see CAESAR FALL --

CORNELIA SCREAMS --

123 -- AS CAESAR'S BODY TUMBLES DOWN THE STEEP INCLINE ON THE FAR²³ SIDE OF THE PERCH, CRASHING THROUGH BRUSH AS HE ROLLS DOWN, DOWN, DOWN, DISAPPEARING INTO THE WOODED RECESSES OF A HUGE RAVINE BELOW...

124 **REACTING TO THE GUNSHOT, MALCOLM SPINS TO ELLIE AND THE OTHER 124 HUMANS AS HE GRABS ALEXANDER --**

MALCOLM

Down! Get down!

They duck and cover as Rocket rushes past them, other frantic apes racing toward Cornelia --

ANGLE ON KOBAS BELOW

Koba tosses the rifle, then swiftly grabs onto the nearby roots, quickly climbing away before he can be spotted --

BACK TO CORNELIA ABOVE

Screeching hysterically as River tries to restrain her, Luca and the others now arriving, taking hold of Cornelia... River presses forward, away from them, rushing down to

ROCKET AND OTHER APES AMASSING AT THE EDGE, peering over to desperately search for any sign of Caesar or his assassin. We spy Grey too, arriving beside River to join the search --

-- when River spots THE ABANDONED RIFLE on the ground below, and Carver's TRUCKER CAP a few feet away -- when from O.S. they hear a sudden burst of PANICKED APE SHRIEKS. They all turn to see

ACROSS THE COURTYARD, A FIRE IS STARTING TO SPREAD THROUGH THE DWELLINGS! TERRIFIED APES are racing away from the flames, spilling into the courtyard...

MALCOLM AND THE OTHER HUMANS are rising to standing, gaping in shock at the sight of the ape village starting to burn... when, from one of the nearer dwellings, Malcolm now sees KOBAS EMERGING, heading for

(CONTINUED)

THE CENTER OF THE COURTYARD, where he climbs up onto the ceremonial slab, screaming over the panic:

KOBA
HUMANS KILL CAESAR!

Apes react with confusion -- when there's A COMMOTION in the crowd, apes starting to part... revealing River, in a fog of pain and fury as he clutches the THE RECOVERED RIFLE, Grey by his side, shoving apes out of the way as he holds up River's wrist to wave the trucker cap. Arriving at Koba, River hands him the rifle. Koba holds the rifle up high.

KOBA (CONT'D)
YOU SEE?! YOU SEE?!

Koba continues to rile the apes, gesturing to the flames:

KOBA (CONT'D)
AND NOW THEY TAKE OUR HOME - WITH FIRE!

THE APES INSTANTLY ERUPT IN PRIMAL SCREECHING AND ROARS!

ANGLE ON MAURICE as he turns to the humans beside him:

MAURICE
(low, urgent)
Run.

Panicked, Malcolm's eyes dart for an avenue of escape --

ON KOBA, the ape masses now in a frenzy of shrieking all around him. He scans the courtyard, no sign of the humans among the burning structures --

-- then finds the humans racing under the flaming dwellings, heading for the gate...

Koba lets out a SHRIEK so piercing it cuts through the chaos; the apes all look to Koba as he POINTS after the humans, ordering the apes to give chase...

A pack of apes tear off in pursuit as Koba jumps down from his rock, in full General-mode as fire rages all around him:

KOBA
(signing orders to Grey)
[Females and children will keep to the woods below. All others will follow me!]
(aloud, to all in earshot)
COME! WE FIGHT! FIGHT FOR CAESAR!

(CONTINUED)

124 CONTINUED: (2)

124

The massive ape army reacts, peppered with ape shouts of "Fight for Caesar! Fight for Caesar!"

Koba turns to River beside him, River's head lowered. Koba rests a hand on his shoulder. River raises his face... and looks up at Koba with tears of rage.

Koba slides his hand to the back of River's head in a paternal gesture. A beat... and then River does the same to Koba, the two of them joined in purpose as all around them apes are thundering out of the burning village with grunts of "Fight for Caesar!"...

125 **MOVING WITH THE HUMANS AS THEY BOLT DOWN THE "STREET"**

125

They start to hear the apes gaining on them, and run even harder, BURSTING THROUGH THE PRIMITIVE GATE -- and out into the field, sprinting toward the woods. We HOLD, watching them all run... and then a HORDE OF APES rushes into frame, in pursuit...!

126 **EXT. WOODS - NIGHT**

126

Kemp and Foster frantically split off, determined to save their own hides -- as Malcolm, Ellie and Alexander run breathlessly through the dense, overgrown foliage - at night even more treacherous. They can hear the SCREECHES of apes in pursuit...

Ellie's foot snags a vine, taking her down -- Malcolm quickly helping her up... Ellie's eyes dart for cover -- she spies a pile of huge, felled logs, old and rotting. They scurry madly for them, crawling under the heap, desperate to conceal themselves in the shadows as the sound of the apes grows nearer and louder like an incoming wave...

Ellie pulls Alexander to her in a maternal gesture, clutching him, Malcolm trying to shield them both with his own body --

-- as the woods around them literally begin to SHAKE, a WAVE OF APES stampeding over and around them for an eternity -- the three terrified humans holding their breath...

(CONTINUED)

126 CONTINUED:

126

...when finally it passes, its noise receding into the woods. Malcolm, Ellie and Alexander pressed to the dirt, gasping only the slightest relief, still scared as hell.

126A **EXT. WOODS - HILLSIDE - NIGHT**

126A

LOOKING DOWN through trees, we see the deserted road below where the humans left their trucks... The thunder of hooves and the sound of apes RISES -- furious shrieks mingled with primitive cries of "Fight for Caesar" -- and suddenly the area below is OVERRUN BY THE ARMY OF DESCENDING APES...

As the army continues to storm down the mountain, we BEGIN TO PULL AWAY FROM THEM, receding deeper into the woods... the unseen BATTLE CRIES echoing through the trees as we MOVE PAST scraggy trunks and gnarled roots... and FINALLY ARRIVE at

A LONE FIGURE half-concealed by shadow, panting and crawling with great effort. As he lifts his head, we now discover it's

CAESAR, eyes fixed in utter anguish in the direction of the passing army. Barely clinging to life, Caesar desperately tries to push forward, wanting to call out, but he's far too injured. He struggles to raise himself one last time -- but finally COLLAPSES, his battered body rolling over the jagged terrain... and finally comes to a halt, motionless, as ape cries of "Fight for Caesar!" continue to echo through the woods...

SMASH TO:

A BRILLIANT LIGHT.

Nearly blinds us until we pull back to discover it is one of the beacons affixed to the unfinished skyscraper. At the very top, a MASSIVE ANTENNA reaches into the sky, its red indicator lights blinking... Drift down to

127 **EXT. SAN FRANCISCO - "THE COLONY" - NIGHT**

127

Sounds of human celebration as every man, woman and child has flooded the streets like it's New Years and V-Day rolled into one, everyone gazing in wonder at all of the electric lights.

CUT TO: AN IPAD BEING PLUGGED INTO A WALL SOCKET.

The red sliver of battery glows to life, the tablet taking in just enough power to start working as we tilt up to

128 **DREYFUS IN HIS QUARTERS** 128

Gripping the tablet in trembling hands as he accesses his old photos. He quickly cycles through images of old army buddies, shots of fellow police officers, friends, then finally:

An image of his WIFE AND TWO BOYS. By the tablet's glow, Dreyfus blinks misty-eyed, staring at his vanished family.

Hearing a renewed swell of crowd noise, Dreyfus turns to the window, peers out at the revelers below. Heartened, his gaze drifts up to THE ANTENNA blinking atop the tower. SMASH TO --

129 **INT. COLONY - BREEZEWAY - MOMENTS LATER** 129

FOLLOWING DREYFUS through the columns, past the bustle of celebration all around him as he arrives at a door, enters

130 **INT. RADIO ROOM - CONTINUOUS** 130

Packed with recovered equipment. STACKS OF METAL DRUMS (SIGNAL AMPLIFIERS) are thrumming with current as we find Finney and a few others huddled around a transceiver emitting STATIC - it's a MILITARY-GRADE RADIO TRANSMITTER. One of the men (WERNER) leans in to the mic, headphones on:

WERNER

This is San Francisco, attempting contact. If anyone is receiving this message, we ask that you identify yourself and your location, over...

(looks to Dreyfus; proud)

We're out on over 200 frequencies now.

Dreyfus nods, encouraged, all of them staring at the radio, waiting for a response -- when static is suddenly broken by a CRACKLE, as if someone might be trying to respond. They wait - exchanging hopeful looks - but it's followed by more static.

DREYFUS

(undeterred)

Keep trying.

131 **EXT. FORT POINT - NIGHT** 131

FOG ROLLING IN... as a sound like a stampede precedes shapes of horses and apes carrying torches, obscured by fog as they race closer --

132 **EXT. FORT POINT - EQUIPMENT YARD - CONTINUOUS** 132

FOUR OF DREFYUS' MEN working on the vehicles react with shocked looks as the chilling sound of the ape army is getting closer... closer...

Terrified, OFFICER #1 is the first to make a run for it while he can... The other three look to each other, debating whether to abandon their posts as well -- the thunder of the apes nearly upon them now...

In utter panic, the three scramble under a nearby tank, faces pressed to the ground, peering through spaces in the treads as ape feet and horse hooves POUND past... SMASH TO:

133 **EXT. FORT POINT - IMPROVISED FIRING RANGE - NIGHT** 133

The cavernous space suddenly aglow with firelight as KOBA'S APE ARMY MARCHES IN. Their faces reflecting a live-wire energy, something primal and dormant unleashed. Grunts and shrieking and growling as KOBA EMERGES AT THE FRONT, grimly relishing this moment --

134 **INT. WEAPONS STOREHOUSE - MOMENTS LATER** 134

SMASH! of a crate as it hits the ground, guns spilling out. WIDEN TO

APES SCALING the seemingly endless towers of crates, knocking them over one-by-one to smash free their contents.

Grey and other KOBA LOYALISTS are tossing all manner of weapons to the hundreds of apes piling in, creating a frenzy.

SLOW ZOOM ON KOBA: savoring the sight of apes making a simian examination of the guns, sniffing clips, peering in barrels.

ON RIVER, still reeling from Caesar's death -- when a gun is thrust before him. River looks up to see

KOBA, urging him to take it. River hardens, then angrily seizes the weapon, desperate for vengeance.

(CONTINUED)

134 CONTINUED:

134

ANGLE ON MAURICE AND ROCKET entering behind the masses, they exchange a very uneasy look as they discover Stone moving from ape to ape with a deerskin pouch, applying WAR PAINT to their young faces -- a chilling sight. All around them, fascinated apes are ogling their assault rifles...

Koba spots something on the floor: an open CASE OF JOHNNIE WALKER BLUE. Recognizing the label, Koba smirks to himself, reaching down for a bottle when --

BRRAAPPPP!! of a machine gun as one of the apes accidentally sprays a round into the ceiling. Instantly the apes go SILENT, jolted by the blast of noise and shock of firepower --

For a moment you can hear a pin drop -- and then the arsenal erupts in WILD SCREECHING excitement! ONLY GETTING LOUDER...

134A INT. RADIO ROOM - NIGHT

134A

Dreyfus and his men as we left them, trying to make contact.

WERNER

Repeat, this is San Francisco...
Attempting to establish contact... If you
are receiving this signal, please--

Suddenly the door opens with a rush of celebratory noise; we find OFFICER #1 gasping at the threshold, terrified.

DREYFUS

What is it? What's wrong?

135 OMITTED

135

136 OMITTED

136

137 OMITTED

137

138 **OMITTED** 138

139 **INT. "THE COLONY" - PLAZA - CONTINUOUS** 139

Dreyfus frantically pushing his way through the celebratory crowd, peering up as he gestures "crank the siren" urgently to the confused sentries stationed above --

Oblivious to the impending threat, the celebration continues -
- when suddenly the PIERCING WHINE of the air-raid siren jolts the crowd. Heads quickly turning, confusion and alarm rapidly swelling... SMASH TO --

139A **THE COLONY GATES** 139A

As they screech open and frantic RECRUITS flood out, fanning out to man the concrete barricades in front of the colony.

HALFWAY UP THE SCAFFOLDING we find DREYFUS ON HIS WAY UP THE STAIRS, peering down at the recruits as they continue flooding out below...

DREYFUS

We can hold them back, just keep them off
the walls --

(turns, louder, to all)

KEEP THEM OFF THE WALLS!

140 **EXT. TOP OF CALIFORNIA ST. - LATE NIGHT** 140

FOLLOWING Koba CLOSE FROM BEHIND as he charges on horseback. Surging ahead of us now, Koba pulls the horse to a hard halt at the crest of the hill and peers back - revealing he's in full war paint. He raises his arm commandingly as his horse rears up, Koba emitting a furious battle-cry and waving with his M240 MACHINE GUN for us to follow --

AN ONSLAUGHT OF ROARING APES IN WAR PAINT suddenly rushes into frame, flooding past Koba as he leads them down the hill... toward the distant beacon lights below in the fog.

Within the wave of apes, Koba FINDS RIVER. The two exchange a look as River braces himself for the coming battle. Building his resolve, he continues the charge forward at Koba's side, his eyes locked on Koba and his blazing intensity.

141 **EXT. "THE COLONY" - FORTIFIED ARCHWAY ENTRANCE - LATE NIGHT** 141

Recruits are quickly setting up battlements before the gates...

...as ABOVE them, more recruits are getting into place, carrying equipment and weapons, preparing for the attack...

(CONTINUED)

141 CONTINUED:

141

ANGLE ON DREYFUS arriving at the top level of scaffolding above the entrance gate; the platform has been piled with sandbags, forming a kind of "MAKESHIFT PARAPET."

Dreyfus sees a YOUNG RECRUIT, the man's hands trembling so badly he can't manage to connect the belt to his RAPID-FIRE GRENADE GUN. Dreyfus crouches beside him and connects it, gives the young man an assuring look...

...then peers out at the others up here, looking similarly nervous. Dreyfus swiftly raises his megaphone, and from the middle of the makeshift parapet (looking down at the troops in the barricades as well as those gathered on the parapet):

DREYFUS

Listen to me! Everything we have been through has prepared us for this night! Everything! We are SURVIVORS! They may have gotten their hands on some of our guns -- but they are only animals -- and we are MEN! We will not perish here tonight! We will push them BACK! Drive them down into the hole they crawled out of -- and BURY them once and for all...! Whatever happens, we will NOT! Let them through these DOORS...

142 **EXT. CALIFORNIA ST. - LATE NIGHT**

142

HIGH ANGLE ON THE MASSIVE TIDAL WAVE OF APES barreling down the steep incline, as in foreground more swing toward us from light pole to light pole (like tree branches) - the same strategic ground and tree formation they used in the hunt.

(CONTINUED)

142 CONTINUED:

142

ON THE GROUND Koba rides faster and faster, hungering for battle as apes shriek all around him. In the distance, he can now make out tiny figures of humans haloed by the beacon light, scrambling along the colony's facade. Koba realizes they're being met, and grins: he welcomes it. SMASH TO --

143 OMITTED

143

144 **IN THE MAKESHIFT PARAPET ABOVE THE ARCHWAY ENTRANCE**

144

Deathly quiet now among the recruits stationed here... everyone's eyes fixed on the unlit city beyond... unnervingly dark and foggy... breaths held...

...when we start to hear the RISING NOISE OF HUNDREDS OF SHRIEKING APES heading toward us...

Fear rising on faces as the sound of the coming ape army grows louder... louder... A freaked-out SNIPER stares helplessly into his scope:

SNIPER

I can hear them... Where are they?!

ON DREYFUS: PEERING INTO BINOCULARS...

DREYFUS' BINOCULARS POV: *Sweeping the fog -- when distant ape shapes come into view!*

DREYFUS

THERE! FIRE--

Before he can even finish, THE COLONY'S FACADE IS PEPPERED WITH A SPRAY OF BULLETS -- as MUZZLES FLASH within the fog --

145 **INSIDE THE FOG**

145

The apes FIRE as they ADVANCE INEXORABLY TOWARD THE COLONY...

146 **BACK TO DREYFUS ON THE MAKESHIFT PARAPET**

146

As bullets tear up concrete and brick all around them, narrowly missing Dreyfus --

DREYFUS

FIRE! FIRE NOW!

The recruits open fire, but the apes are descending with such velocity and force that within seconds they're barreling en masse in to the streets directly in front of the colony...

147 **INT. RADIO ROOM - RADIO TRANSMITTER** 147

Werner with headphones on, working the machine frantically:

WERNER

This is San Francisco! If anyone out there can hear this, we are under attack, repeat, we are under attack!

148 **EXT. COLONY - BATTLE - LATE NIGHT** 148

WITHIN THE FRONT LINES WE FIND RIVER AND ASH, charging forward alongside their fellow apes -- when beside them, two apes are hit and tumble (all deaths are partially obscured). MOLOTOV COCKTAILS are sailing down, smashing to the pavement and spreading fire. It's a fever-dream of charging apes, flames and tracer fire...

River sees a WOUNDED APE, starts dragging him to safety behind the cover of an overturned car...

KOBA

(to River)

LEAVE HIM!!

River spins to find Koba riding up aggressively, raising his M240 as he rides straight through the flames, urging River and the surrounding apes forward with a furious gesture toward the wall.

KOBA (CONT'D)

FIGHT FOR CAESAR!!

Barely gathering his resolve, River plows forward after Koba.

KOBA STRAFES THE HUMANS' FRONT LINES with rapid gunfire...

149 **ABOVE** 149

DREYFUS RACES ALONG THE MAKESHIFT PARAPET, past human after human crouched, firing desperately... Dreyfus' eyes fixing on KOBA zig-zagging below on his horse, firing relentlessly... he's just identified the ape's leader.

DREYFUS

(pointing toward Koba)

That one! Take down that one!

150 **ACROSS THE STREET:** 150

KOBA riding his horse fearlessly through the urban battlefield, firing relentlessly into the parapets with his powerful machine gun.

(CONTINUED)

150 CONTINUED:

150

DREYFUS SEIZES THE RPG, determined to wipe out Koba himself...

...but Koba's zigging and zagging makes it all but impossible. And then Dreyfus spies

A TRUCK ON THE STREET BELOW, some fuel cans in back. Seizing on a better idea, Dreyfus turns his RPG toward the truck itself, and FIRES --

BOOOOM!! THE TRUCK AND ITS FUEL CANS EXPLODE, creating a CURTAIN OF FIRE that spreads straight across the street, effectively creating a flaming barrier the apes can not cross.

150A **HIGH ANGLE OVER DREYFUS**

150A

to the inferno effectively holding back the ape hordes. Dreyfus and his recruits continue to rain hellfire down on their attackers...

DREYFUS

Keep it up! We've got them!

150B **ANGLE ON ASH BEHIND THE WALL OF FIRE**

150B

Ash is reeling from the heat and smoke -- when his father ROCKET appears and quickly helps Ash and River behind a burning car. Crouched behind the car, River turns to see MAURICE, who now takes cover with them.

ON RIVER: his adrenaline pumping, terrified but torn -- should he rejoin the raging battle? Maurice rests a hand on River's shoulder, quietly urging him to wait. Together they stare out grimly as

A CRAZED SOLDIER APE CHARGES WILD-EYED into the melee -- the battle bringing out the savage animal in him -- and then the crazed ape is cut down, dead.

150C **FIND KOBA ON HIS HORSE**

150C

The horse rearing up from the flames. Koba is frustrated, furious by his inability to advance. Raging, he looks for a way around this -- and suddenly spies a nest of sagging TROLLEY CABLES AND GUY-WIRES strung from downed SUPPORT POLES. *An idea strikes...*

Koba spins to a bloodthirsty STONE and shouts a command to Stone and a group of GORILLAS.

(CONTINUED)

150 CONTINUED: (2)

150

We watch as the gorillas, with all their strength, right one of the fallen poles -- hoisting the tangled web of wires into position high above the burning curtain of flame. They now have a pathway OVER THE FLAMES!

HIGH ABOVE THE STREET, APES RUN, SWING AND LEAP ACROSS THE THIN WIRES WITH ASTOUNDING SPEED AND AGILITY. The scale of their aerial attack is awesome. Some hang from cables, laying down machine gun fire while others clamber overhead... barreling toward the colony directly over the flames!

150D **REVERSE ON DREYFUS**

150D

as he regards this with a breathless "*Oh shit*" look...

150E **BEYOND THE FIREWALL**

150E

The apes drop down en masse to the street below -- continuing their advance. Gorillas hurl flaming debris at the lower barricade as those humans positioned behind it flee for their lives...

(CONTINUED)

150 CONTINUED: (3)

150

STONE DROPS TO THE ROOF OF AN ABANDONED TROLLEY CAR as
 Koba LAUNCHES DIRECTLY THROUGH THE WALL OF FIRE ON HIS HORSE
 while firing mercilessly on the parapet. CUT TO:

THE YOUNG RECRUIT

lines up Koba in the sights of his grenade gun. CUT TO:

STONE FIRING UP AT THE YOUNG RECRUIT -- scores A DIRECT HIT!
 The gunner is blown back as his weapon tumbles to the street
 below!

Stone and Koba exchange a look - we've got them now -- when
 BOOOM! The trolley car on which Stone was standing explodes
 in a fireball. Stone is lost.

An enraged Koba turns to see the source of the explosion --

A TANK COMING DOWN THE STREET TOWARD THE COLONY!! A GUNNER at
 the hatch unleashes 50 caliber machine-gun fire.

151-152 OMITTED

151-152

153 ANGLE ON THE DRIVER PEERING OUT

153

Recognize him as one of the men who hid under the tank.

DRIVER

Got 'em -- now!

GUNNER (O.S.)

Say goodnight...

153A POV SHOT: THROUGH TANK WINDOW

153A

Reveals another shell fired toward the apes arriving at the
 colony wall -- BOOOM! the round tears up the concrete... more
 apes are lost.

153B ON THE MAKESHIFT PARAPET ABOVE THE COLONY ENTRANCE

153B

Dreyfus and his soldiers immediately react with renewed hope
 at the awesome sight of the tank rolling toward the apes...

DREYFUS

Don't let up now! DO NOT LET UP!

Dreyfus and his recruits still firing on the hundreds of apes
 advancing, up the walls and over trolley car wires...

154 OMITTED

154

154A **ON Koba**

154A

glowering as he charges at the tank with a PRIMAL ROAR, firing his gun until CLICK-CLICK -- it's out of bullets. He tosses his gun and LEAPS from his horse onto the tank -- WRAPPING A PREHENSILE FOOT AROUND THE GUNNER'S NECK! With great force, Koba grabs the Gunner and hurls him violently out of frame!

155 **THE TOP OF THE TANK TURRET**

155

[NOTE: The following plays as one continuous locked shot, camera mounted on the turret as the tank continues rolling.]

Koba leers menacingly down into the hatch and the unseen occupants inside. Koba drops down into the hatch (and out of frame). From below we hear SCREAMS and suddenly the turret LURCHES into a turn...

As the tank continues its slow roll forward, our turret POV ROTATES across the battlescape -- apes being fired on, firing back -- when TWO ARMED APES climb up onto the tank and into frame. One of them is Grey: he peers in the hatch to SHRIEK AND CHEER Koba on...

The tank now starts to BOUNCE, jostling the apes on top. They turn to discover where the tank is heading... the turret finally completing its rotation, revealing we are rolling STRAIGHT UP THE COLONY'S FRONT STEPS!

BOOOOOM!!! THE TANK COLLIDES WITH THE COLUMNS OF THE ARCHWAY. IN A MASSIVE ERUPTION OF CRUMBLING DEBRIS, THE COLUMNS COLLAPSE INTO THE COLONY GATE WHICH, IN TURN, GIVES WAY!

HUNDREDS OF APES STREAM INTO THE COLONY!

KOBA'S HEAD rises from the hatch, looking around and we finally CUT TO REVEAL --

(CONTINUED)

155 CONTINUED: 155

KOBA'S EXPRESSION as he reacts to the gate breach...

156 **INSIDE THE COLONY (PLAZA)** 156

Koba swells, relishing the conquest as apes pour inside the Colony.

156A **ON THE CRUMBLING PARAPET** 156A

AN UTTERLY STUNNED DREYFUS LOOKS INTO THE COLONY - the apes flooding in, the terrified humans fleeing...

157 **INT. RADIO ROOM** 157

Werner still desperately attempting contact:

WERNER

...We have a beacon marking our location!
Please - we need help! We are under atta--

A CRACKLE of static - then from the headphones:

MALE VOICE (O.S.)

...isco... we... you copy? Repeat... -
rancisco, do you copy?

Werner gasps, amazed. He grabs the mic, about to respond --

CRASH! AS APES SMASH THE WINDOWS, the battle now right outside the door. Werner frantically grabs the radio's portable transceiver, bolts for the far door as we SMASH TO:

158 **EXT. COLONY - MAKESHIFT PARAPET ABOVE ENTRANCE - LATE NIGHT** 158

Dreyfus still reeling as he peers down -- and suddenly spots an unsuspecting Koba.

Dreyfus instantly raises his gun, training it on Koba...

...only he's unable to get off a clean shot, as Koba is blocked by a panicked human! Dreyfus is agonized, desperate to take down Koba --

FINNEY (O.S.)

Dreyfus! Let's go!... Dreyfus!!

Dreyfus reluctantly turns to Finney, to find Finney crawling down the collapsed column... Dreyfus hesitates - a harrowing realization he has no choice but to do the same...

159 **OMITTED** 159

159A **ON KOBA BELOW**

159A

As if sensing his life was in danger, Koba turns and peers up directly at the damaged parapet - to find Dreyfus is gone.

CUT TO:

160 **EXT. CAESAR'S PERCH - LATE NIGHT**

160

The looming structure smolders atop ape village, a tragic, burnt-out shell of itself. Hold a beat... then CUT TO:

161 **EXT. MUIR WOODS - MORNING**

161

ELLIE AND ALEXANDER. Scraped, dirty and visibly exhausted, breathing hard as they peer around fearfully:

ELLIE

Does this look familiar...?

ALEXANDER

I think - I'm pretty sure we parked it somewhere around--

MALCOLM (O.S.)

I found it! Truck's over here!

Ellie and Alexander looking relieved --

ELLIE

Okay, we're coming!

They quicken their pace, when Ellie suddenly catches her breath, slowing. Alexander instantly alerted --

ALEXANDER

What is it?

ELLIE

(scared, starting forward)

Stay where you are, okay?

She moves forward, wading into tall grass and tangled branches, her eyes fixed on

A DARK SHAPE ON THE GROUND. Only when Ellie gets nearer does she discover

CAESAR. As we left him, motionless, his eyes STARING UP LIFELESSLY. Ellie quickly crouches to him, looks to his face - - when his eyes shift to hers -- he's alive.

SOME 50 YARDS AHEAD

(CONTINUED)

161 CONTINUED:

161

REVEAL MALCOLM: as dirty and battered as Ellie, we see he's been leading their descent out of the woods.

ELLIE (O.S.) (CONT'D)
...Malcolm!

162 **EXT. "THE COLONY" - PLAZA - MORNING**

162

AFTERMATH. WIDE SHOTS ON THE COLONY in the wake of the ape invasion. FIRES sporadically burning, destruction everywhere. We TILT UP to the looming skyscraper above to find stray apes climbing up its facade...

162A **EXT. TOP OF UNFINISHED SKYSCRAPER - MORNING**

162A

FIND KOBA stalking the beams along the top of the towering skyscraper, the conquering general, moving through the apes surrounding him; others below ascending to join them.

As Koba moves through the apes, every ape he passes bows, offering a supplicating palm. Koba swipes palm after palm, each swipe solidifying his status. Koba is the new king.

He arrives at MAURICE, who looks at him uneasily, as Koba awaits supplication.

Maurice hesitates. Koba's look turns darker, nostrils flaring, not about to be disrespected at this moment of triumph.

REVEAL ROCKET NEARBY, watching uneasily as he sees Koba's fist clenching...

Rocket presses forward, stepping up beside Maurice to readily supplicate. He shoots a worried look at Maurice... who finally - reluctantly - crows and extends a palm. Koba 'benevolently' swipes their palms - but doing so, steals an ominous look at Grey: such defiance must be dealt with.

Koba presses on, arriving at River. Their eyes meet --

KOBA
[You fought bravely. Your father would be proud.]

-- and then River lowers his head, emotional... finally, he looks up at Koba as he offers his palm. Koba swipes it.

163 **OMITTED**

163

(CONTINUED)

163 CONTINUED: 163

164 OMITTED 164

SMASH TO:

165 INT. TRUCK - DAWN 165

Caesar is splayed across the floor in back; Ellie hovers, bandaging his wound, the gauze already staining red.

CAESAR
(gasping, fighting)
My son... family... where are they?

ELLIE
We don't know. I'm sorry. Try not to speak, you need to rest...

She finishes bandaging, then rises, turns and leans in to THE FRONT SEAT, where Malcolm sits with Alexander.

ELLIE (CONT'D)
(hushed, scared)
He's lost a lot of blood.

ALEXANDER
Is he gonna make it?

Malcolm looks from Alexander to Ellie. She looks grave.

ELLIE
We have to get the bullet out, clean the wound -- but what I need is back home.

MALCOLM
(grimly)
We don't know even what's going on down there.

Ellie realizes he's right...

ELLIE
What about Memorial Hospital? It's right over the bridge. It wasn't completely looted, there might still be supplies...

(CONTINUED)

165 CONTINUED:

165

Malcolm nods, then looks to Caesar, feeling somehow responsible...

MALCOLM

I don't understand how this happened...
How the hell did Carver get another gun?

CAESAR

(shakes his head, gasping)
Ape... did this.

Malcolm is stunned, grappling with the implications...

MALCOLM

Apes...?

Caesar nods, distraught.

166 **EXT. TRUCK (WIDE SHOT) - WOODS - DAWN**

166

As Malcolm starts the truck, its engine choking to life...

KOBA (PRE-LAP)

While humans hide... apes not safe!

167 **EXT. UNFINISHED SKYSCRAPER - TOPMOST GIRDERS - EARLY MORNING**

167

Koba at his topmost perch, addressing his army of hundreds.

KOBA

This... our home now. We must protect it.
Find them... Cage them...

He looks over their FACES, a vengeful bitterness creeping into Koba's tone, years of hatred coming to fruition:

KOBA (CONT'D)

They forget... what they did to us... But
Koba does not forget. We will make them
remember.

Some of the apes appear uneasy, intimidated... others more animalistic, their worst impulses catered to.

KOBA (CONT'D)

Go... Hunt them.

Ape starting to rise as we land ON RIVER AND ASH, less blood-thirsty but still dutiful, looking around them... HOLD ON THEM -- and then --

168 **INT. SAN FRANCISCO CITY HALL - DAY** 168

DIMLY LIT entry corridor, a pair of huge, heavy doors -- are suddenly SMASHED OPEN by a platoon of apes, their massive bodies silhouetted by the daylight...

169 **INT. SAN FRANCISCO CITY HALL - MAIN ATRIUM - DAY** 169

The Apes flood into the enormous, multi-tiered space beneath the huge dome. Apes scale the walls, leap up banisters, propel off chandeliers... They are wilding.

FIND RIVER AND ASH among these ape foot-soldiers, dutifully barrelling along the balconies, hunting for any sign of humans. Apes around them are hooting and screeching with an unruly glee.

RIVER can't help but feel conflicted at the sound of the SHRIEKING LAUGHTER of marauding apes in his ears...

HUMAN VOICE (O.S.)
(from another corridor)
Run! Run!!

170 **INT. CITY HALL - SPIRAL STAIRCASE - MOMENTS LATER** 170

APES SURGE UP the staircase, hunting for humans...

171 **INT. CITY HALL - TOP OF THE STAIRCASE - MOMENTS LATER** 171

Humans scrambling away from the apes below, they emerge into

A GRAND HALLWAY, racing for their lives straight toward... another TEAM OF APES who now emerge from another staircase at the far end of the hallway -- they're trapped! As the apes converge around them, chaos ensues as we CUT TO --

172 **INT. CITY HALL - LOWER HALLWAY - MOMENTS LATER** 172

HUMANS DOWN HERE FLEEING RIGHT TOWARD US. They scurry up a staircase, only to discover the melee directly above them (off-camera). They spin to head back down --

-- but find RIVER, ASH AND SOME OTHER APES now standing at the base of the staircase, blocking their escape. A terrified OLD MAN suddenly lunges for them --

OLD MAN
Gonna KILL YOU...

-- and we suddenly realize the man is wielding a STANCHION, which he quickly swings at Ash's head!

(CONTINUED)

Ash dodges the swipe, but the Old Man keeps swinging wildly at the air to keep the apes back; behind him see an OLD WOMAN we realize he's trying desperately to protect. He takes another threatening swipe at Ash --

-- when the stanchion is yanked from his grasp from behind...

...by Koba. He's just arrived from the hallway above.

Koba grabs the Old Man and HURLS him down the stairs, the horrified man landing in a heap at Ash's feet. The Old Man gapes up at Ash and the other apes around him, horror setting in...

Koba slowly turns to Ash, tosses Ash the stanchion, then meets Ash's confusion with a stern nod: *finish him*.

Ash looks nervous, hesitating.

OLD MAN (CONT'D)
Please... please don't...

Ash's eyes dart across the other apes, landing on River. River looks just as torn as his friend.

KOBA
(harsher)
Kill this one.

Ash's eyes duck Koba's. He takes a short breath, then slowly shakes his head. He can't bring himself to kill the human.

Impatient, Koba marches down the steps. Dead silence as Ash raises his eyes to meet Koba's... revealing an unexpected anger rising within him as he sets the stanchion down.

ASH
[*This is not what Caesar would want.*]

ON RIVER, moved by Ash's defiance. He too raises his eyes...

KOBA
(considering this)
Mmm.

...to find Koba nodding, perhaps willing to let this disobedience go -- then abruptly Koba GRABS Ash by the scruff of his neck and DRAGS HIM flailing helplessly up the stairs and around the corner --

Stunned, River and the others follow... arriving at the ATRIUM BALCONY just as KOBA HURLS ASH straight over the marble railing!

(CONTINUED)

172 CONTINUED: (2)

172

We watch from the MAIN ATRIUM FLOOR three stories below as ASH plummets, shrieking...

TIGHT ON RIVER as Ash's shrieks are suddenly silenced when his body HITS the hard floor with a WET, SICKENING CRUNCH.

River is utterly horrified. Breathless.

KOBA (CONT'D)

Caesar gone... Apes follow Koba now.

River aches, desperate to rush at Koba -- but the grizzly stares of the other apes around him give him pause. A harrowing realization: defection is not an option.

CUT TO:

173 INT. FEMA TRUCK - GOLDEN GATE BRIDGE (SF SIDE) - DAY

173

(NOTE: ALL SEEN FROM INSIDE THE VEHICLE) Malcolm peers cautiously out the dusty windshield as they approach the sentry point --

-- when THROUGH THE WINDSHIELD we see a GUN-CLUTCHING MAN emerging from the sentry station, flagging them down frantically, behind him a SMALL GROUP OF ARMED HUMANS...

Ellie glances back at Caesar anxiously, then to Malcolm:

ELLIE

(hushed)

Don't stop...

Malcolm nods.

GUN-CLUTCHING MAN

(almost inaudible)

What're you doing?! You gotta turn around

-- it's not safe! HEY!

Malcolm ignores him, driving right past the CLUSTER OF HUMANS, who look at them, stunned...

Malcolm steals an "it's okay" look back at Caesar and the others -- when suddenly

O.S. A STACCATO BRRAPP! OF GUNFIRE echoes behind them. Alarmed, Malcolm quickly squints in his SIDE VIEW MIRROR to find

174 **MALCOLM'S POV IN SIDEVIEW MIRROR:**

174

*The humans exchanging gunfire with a BAND OF ARMED APES
spilling up onto the bridge from its underside...*

ELLIE (O.S.)
Oh my God oh my God...

*Malcolm accelerates, the image vibrating as they race away
from the receding sight of apes battling humans behind
them...*

(CONTINUED)

174 CONTINUED:

174

Ellie gasps as they race away. Alexander peers back, shocked.

MALCOLM

The hospital's out -- we've gotta get out of the area --

ELLIE

Where are we gonna go?

MALCOLM

(mind racing)

I don't know... Maybe Pacific Heights...

ELLIE

Pacific Heights?

MALCOLM

Nobody's been there since the quake --

ON CAESAR -- hearing this, he suddenly struggles to speak, but it only comes out a dry gasp... Malcolm and Ellie hear it, peer back at him.

ELLIE

What?... What is it, Caesar?

HOLD ON CAESAR a beat, about to reply as we

CUT TO:

175

EXT. PLAZA IN FRONT OF CITY HALL - DAY

175

The scores of humans captured from City Hall are being marched at gunpoint down the steps, peering out to discover... MORE HUMANS across the plaza, rounded up from other locations, being marched down the street as well...

REVEAL THIS IS KOBAS POV FROM THE BALCONY OUTSIDE THE MAYOR'S OFFICE, overlooking the grand plaza, a tattered U.S. flag hanging from a railing flagpole beneath him. Koba stands on the balcony railing, admiring the parade of captors and captives below like a simian Mussolini.

He turns at the sound of apes entering the Mayor's office behind him, peering in to find MAURICE and ROCKET in the clutches of two of his minions. Rocket is going ballistic, struggling against his captors, raging at Koba:

ROCKET

You... kill... my SON!

Koba regards him with a chilling grin...

(CONTINUED)

175 CONTINUED:

175

KOBA

A traitor. Like father.

Koba nods at his minions, who start to drag them away, the sound of Rocket's agonizing screeching as we CUT TO:

176 **EXT. S.F. - EARTHQUAKE-DAMAGED SECTOR (PACIFIC HEIGHTS) - DAY** 176

A FAULT-LINE visible on the pavement, the area they're entering looks predominantly residential - and completely untouched for years. Whole houses are coated with overgrowth.

177 **INT. TRUCK - DRIVING - SAME** 177

HOLD ON CAESAR as we left him: on his back, in pain. Peering out the window, the overgrown houses they pass REFLECTED in the glass...

...when something he sees seizes his attention. He struggles to sit up, watching more houses as they pass -- then BANG! he POUNDS his fist against the glass.

MALCOLM (O.S.)
What? Is this it?

Caesar turns, NODS --

178 **EXT. TRUCK/ EARTHQUAKE-DAMAGE STREET - MOMENTS LATER** 178

Malcolm, Ellie and Alexander get out of the truck. Peering around uneasily at this stretch of overgrown houses, they come around to Caesar's door to help him out... as we CRANE UP to reveal the house they're in front of... and recognize the iconic ATTIC WINDOW from "Rise."

179 **INT. OVERGROWN HOUSE - LIVING ROOM - DAY** 179

The front door is KICKED OPEN -- Malcolm, Ellie and Alexander enter, helping Caesar inside. It's apparent no one's been here in years. Walls water-stained, cracked. Ellie finds a SOFA.

They help Caesar onto the sofa.

MALCOLM
Caesar, you okay?

Malcolm looks at Caesar... but Caesar is strangely quiet. His eyes wide open, taking in everything around him. Something about these surroundings is profoundly affecting him.

(CONTINUED)

ALEXANDER (O.S.)
(amazed)
Look...

Ellie and Malcolm find Alexander by a nearby upright piano, staring at a framed photo. Only as they near, do they see what it is: A DUSTY PHOTO OF WILL AND A YOUNG CAESAR. Taken at Muir Woods. They all instantly understand, the moment eerily powerful. Malcolm quickly turns to Caesar:

MALCOLM
You... used to live here...?

Caesar manages to NOD. Quietly emotional. His eyes continue to roam this place from his past. Ellie is regarding his weakened state with concern. She takes Malcolm aside.

ELLIE
He doesn't look good... I have a small
kit back at my place, but that's--

MALCOLM
I'll go.

She returns a look, unsure... then finally nods.

180

EXT. SAN FRANCISCO - STOCKTON TUNNEL - DAY

180

We recognize the tunnel from our city's established geography -- only now it has been requisitioned by Koba for use as a CORRAL. HUNDREDS OF HUMANS are imprisoned within its mouth, guarded by fierce-looking Koba followers.

KOBA (O.S.)
HU-MANS...

A commotion is spreading across the scene, ape guards and the human prisoners all turning to regard

KOBA, perched atop an abandoned car to address the humans.

KOBA (CONT'D)
(aloud; growlish)
YOU WILL SERVE APES... OR DIE.

The ultimatum sends a fresh shockwave through the prisoners as the ape guards hoot and cheer their approval.

KOBA (CONT'D)
More humans out there! FIND THEM!

As the apes start to move out, we FIND RIVER among the apes -- still reeling from what happened to Ash. He glances at the riled-up faces of the apes around him... then at the terrified human captives in the pen. River can hardly bring himself to look. Turning away, he notices

AN OLD MUNICIPAL BUS guarded by TWO ARMED APES serves as a holding cell as well... BUT NOT FOR HUMANS. FOR APES.

Through its dusty windows River can make out 20 apes inside ... INCLUDING ROCKET, MAURICE AND LUCA! Rocket is peering off in a thousand-yard stare, looking utterly devastated.

River's eyes find Maurice's through the bus' rear windshield. Maurice can see that River is desperate to help them, but Maurice shakes his head sternly. When he raises his hands, we see Maurice's wrists have been bound.

MAURICE
(struggling to sign;
through window)
[Protect yourself.]

OFF RIVER deeply conflicted -- we SMASH CUT TO:

181 **EXT. SAN FRANCISCO - STREET (NEAR COLONY) - DAY** 181

Malcolm moving stealthily on foot, eyes peeled. Hearing distinct APE NOISES, he pads even more carefully ahead, to a spot where he can see the Colony's archway entrance --

-- shocked to discover it's been smashed open, beyond it glimpses of APES PATROLLING the wreckage. Anxious to keep out of sight, Malcolm's eyes dart -- and land on an entrance to a BART STATION.

182 **INT. BART STATION - DAY** 182

We peer out the dirty glass doors as Malcolm enters and skulks through, moving cautiously into darkness --

182A **INT. UNDERGROUND TUNNEL - MOMENTS LATER** 182A

Malcolm emerging from a UTILITY STAIRWELL, crossing the tracks into an UNFINISHED CONSTRUCTION ZONE. Massive yellow sheeting on the walls, abandoned bulldozing equipment... finally arriving at a PARTIALLY-COMPLETED EXPANSION of the station, where it would have connected to the tower.

183 **INT. THE COLONY - BART STATION EXIT - DAY** 183

Malcolm emerges inside the colony, scanning around - no sign of apes... PUSH IN ON MALCOLM'S FACE, a devastated reaction as he sees the totality of the battle's aftermath: their home is gone.

184 **INT. COLONY BUILDING - ELLIE'S APARTMENT - DAY** 184

Moving as quickly as he can, Malcolm is emptying all of Ellie's surgical supplies, tossing everything even remotely vital into a small duffel. He hears A CRASH from outside, glances out the window --

184 CONTINUED:

184

MALCOLM'S POV: *TWO WOMEN* are being forced out of hiding onto the street by a pair of apes. It's a chilling scene, like an occupation army's sweep of a ghetto... And then, he sees another *THREE APES* heading into the building in which he's standing, disappearing two stories directly below him!

ON MALCOLM: alarmed. He needs to get out of here now.

185 **OMITTED**

185

186 **INT. ELLIE'S BUILDING - MOMENTS LATER**

186

Malcolm HURRIES into the hall, eyes darting, deciding on the best direction --

187 **INT. STAIRWELL - MOMENTS LATER**

187

Malcolm starts descending this stairwell - when he freezes: hears the SOUNDS OF APES echoing from just below...Malcolm quickly retreats - as suddenly a ROAR OF APES below lets him know he's been detected --

Malcolm races back up as he glimpses the APES BARRELLING UP THE STAIRCASE, glimpse them just below through the railing's lozenge-shaped opening...

BANG! Malcolm kicks open the door and rushes into

188 **A HALLWAY**

188

Devastated by ape raids, whole walls smashed out, debris and rubble everywhere... Malcolm races through the maze, ducking in and out as sounds of crashing behind him tell us the apes have already made it up here!

189 **A BATTERED APARTMENT**

189

Ducking behind a far wall, Malcolm holds still as he hears the apes storming through, searching/ smashing recklessly in their pursuit.

Only when it sounds like the apes are moving past does Malcolm lean back to take a breath --

-- to find an armed ape standing directly behind him!

Malcolm is sure he's dead -- when the ape raises its head... IT'S RIVER.

River and Malcolm lock eyes - Malcolm unsure if River is going to kill him or not. Malcolm opens his mouth to speak --

(CONTINUED)

189 CONTINUED:

189

-- but River clamps a hairy hand over Malcolm's mouth, his hard stare warning Malcolm to stay quiet as, sure enough, a second wave of apes is heard storming past. Only once the sounds die down does River lower his hand.

And now Malcolm sees a look of shame on River's face as he silently turns to go --

MALCOLM
(hushed)
Wait... Your father...

River freezes, turns to face Malcolm.

MALCOLM (CONT'D)
He's alive.
(off River's reaction)
It's true, I swear. I can take you to
him.

River stares hard at Malcolm, debating whether to trust him --

CUT TO:

190 **EXT. SAN FRANCISCO - STREET - DAY**

190

Grey is leading a small SQUADRON OF APES on a destruction tear, when he pauses, spying something across the street...

RIVER "SHOVING" MALCOLM FORWARD, River's gun trained on Malcolm's back, indicating the human is his prisoner.

River meets Grey's uncertain look with a firm "cruel" stare. Satisfied, Grey lets it go, resumes rampaging.

TIGHT ON RIVER as he quietly exhales, keeps marching ahead.

191 **OMITTED**

191

192

INT. WILL'S FORMER HOUSE - LIVING ROOM - MOMENTS LATER

192

ANGLE ON CAESAR, stretched on a sofa, as he hears the sound of the front door opening O.S.. Ellie and Alexander rise --

ELLIE

Thank God --

They all peer up on the sound of Malcolm's return...

Malcolm enters, holding the backpack of medical supplies --

-- followed by RIVER, entering the room warily.

Caesar is immediately overcome with emotion, overwhelmingly grateful and yet saddened at the state of things.

REVERSE ON RIVER, equally if not more moved by the sight of his father, still alive... River sets his gun down and moves toward him, eyes filling with tears...

CAESAR

(anguished, to River)

Your mother... your brother... Safe?

RIVER

[For now.]

River then sees the bullet wound. Filled with anger, his eyes shift reflexively toward Malcolm and Ellie, accusatory -- when Caesar struggles to whisper:

CAESAR

No. Not humans...

(with regret)

Koba.

Takes River a beat for the shock of this to sink in, enraged by the depth of Koba's treachery. He meets his father's eyes, Caesar nods gravely. River lowers his head. Angry. Ashamed.

Ellie exchanges a nervous look with Malcolm; Malcolm nods at her, and she quietly crosses to Caesar...

ELLIE

We really need to do this now...

Caesar nods at Ellie, and she starts to spread out her surgical supplies. Caesar peers back at River again.

CAESAR

Son.

(CONTINUED)

River turns to his father, finds Caesar gently extending an open hand to him. Overcome with emotion, River presses closer to Caesar, grips his father's hand tightly; and now Caesar's eyes well. As Ellie begins to clean the wound, she looks at Caesar: it's time.

192 CONTINUED: (2)

192

ELLIE
 (softly, assuring)
 Are you ready...?

Caesar nods, everyone on edge as she's about to begin...

CUT TO:

193 **EXT. WILL'S FORMER HOUSE - FRONT STEPS - LATE DAY**

193

Alexander sits on the steps, drawing in his sketchbook -- when he hears the door open. Ellie and Malcolm step out to join him. Ellie looks exhausted, sits down beside him.

ALEXANDER
 How is he?

ELLIE
 (smiles encouragingly)
 We'll see. He's very strong.

Malcolm approaches, sits on the other side of Alexander, wraps an arm around him. Alexander leans against his father, and Malcolm gently musses his hair. A family.

194 **INT. WILL'S FORMER HOUSE - LIVING ROOM - NIGHT**

194

Caesar is asleep, River beside him, anxiously sitting vigil... when Caesar's eyes flutter open. He peers up at his son, manages a gentle smile.

River rises to move closer to his father. He's on the verge of tears, devastated, guilt-ridden. A beat - finally:

RIVER
[I'm so sorry... For everything...]

Caesar looks at his son lovingly, feeling for him. He raises his hands to sign, but doesn't yet have the strength. He lowers his hands, and manages to speak in a strained whisper:

CAESAR
 No... I am... to blame.

River is stunned.

RIVER
[But Koba betrayed you...]

CAESAR
 I chose to trust him. Because he is ape.

Caesar looks up at his son.

(CONTINUED)

CAESAR (CONT'D)

Always thought... apes were better than humans... But I see now... how much like them we are.

River watches his father, taking this in.

CAESAR (CONT'D)

(harder)

Where is Koba now?

RIVER

[He's made the human tower his home, surrounded by the apes most loyal to him.]

CAESAR

And those... who are not?

RIVER

[Prisoners. Maurice, Rocket...]

Caesar seethes, devastated to learn of this.

RIVER (CONT'D)

[The others only follow out of fear. But once they see you are alive, they will turn from Koba.]

CAESAR

Not if I am weak... An ape... always seeks... strongest branch.

A beat, Caesar grappling.

CAESAR (CONT'D)

(finally)

I must find a way... to stop him...

River looks at him. With effort, finally, he too speaks:

RIVER

What can I do...? Something I can do?

Caesar peers up at River, moved by his bravery. He thinks a beat... then meets his son's eyes and NODS.

195 CONTINUED:

195

Koba is holding a rifle, taking target practice at a rooftop billboard on a building down below - the smiling faces of the humans riddled with bullets. *

He looks up as Grey approaches deferentially. *

GREY

[The females and young have left the woods. They are on their way here.] *
*

Koba nods. A beat, then darkly: *

KOBA

Where is River? *

196 **EXT. GOLDEN GATE BRIDGE - DUSK**

196

ON THE SILHOUETTES OF HUNDREDS OF FEMALE AND YOUNG APES migrating across the bridge into the city...

TIGHT ON CORNELIA, the BABY clinging to her as she peers around with fear and grave uncertainty...

CUT TO:

197 **OMITTED**

197

198 **INT. MUNICIPAL BUS - DUSK**

198

Maurice, Rocket and the other bound captives are peering out the windows at the APE GUARDS taunting and violently shoving more struggling humans into the tunnel...

Maurice averts his eyes in disgust -- then suddenly halts, noticing something at the rear of the bus. Maurice's eyes go wide in amazement --

MAURICE'S POV OF REAR WINDOW (PUSHING IN): in the dust of the window, CAESAR'S CIRCULAR SYMBOL has been drawn!

Maurice nudges Rocket, who also sees it... Their eyes dart outside again, searching hopefully -- then finally in the oversize SIDE-VIEW MIRROR they find River crouched nearby, hidden from the guards' sight.

River stares back at them with the stoic maturity of his father as he brings a "ssh" finger to his lips.

Luca nods dutifully, awaiting his further instructions...

199 **INT. WILL'S FORMER HOUSE - LIVING ROOM - NIGHT** 199

ON THE FLOOR, Malcolm, Ellie and Alexander are asleep on blankets. PAN TO FIND THE SOFA on which Caesar was recuperating... now empty, the blanket tossed to the side.

200 **INT. WILL'S FORMER HOUSE - ATTIC - NIGHT** 200

Find Caesar moving slowly through the attic, examining the relics of his former life. The attic is much as he (we) last left it. The Lucas Tower puzzle still on a table. Caesar's drawings. The Statue of Liberty puzzle.

Caesar smiles sadly... When his eyes find something: a CHESSBOARD. Caesar pads over, regards the dusty pieces - and then he notices... a VIDEO CAMERA, resting beside the board. The viewfinder open.

Caesar carefully picks up the camera. Studies it a beat... finds the power button... Flips it to "On." To his surprise, the camera WHIRS, the viewfinder screen glowing to life - but its indicator light flashes a LOW BATTERY warning.

Caesar presses "Play" -- hold on his face, illuminated by the viewfinder as he stares into it, transfixed -- CUT TO:

201 **EXT. TUNNEL CORRAL - OUTSIDE THE BUS - NIGHT** 201

Ape guards snicker at pleas from the latest human captives being herded into the corral, the barrier presently open to force them in -- when the Guards hear a BANGING from inside the municipal bus. A pair of them go to check it out with guns drawn, leaving three apes behind to guard the corral...

Arriving at the side of the bus, the apes are startled by the bus starting to SWAY back and forth? They look to each other confused, alarmed --

202 **INSIDE THE BUS** 202

Maurice, Rocket and all the other apes have grasped the overhead bar above the seats with both hands, and swinging their full force into the side of the bus --

-- their combined weight and power forces it to TIP OVER... DIRECTLY ON TOP OF THE APE GUARDS -- *SLAM!*

The three remaining apes at the tunnel are alarmed by the sight of the toppled bus, and move to respond -- when the crush of human captives seize the commotion and STAMPEDE out of the tunnel through the open barrier! The frantic apes whip back, unable to stem the sudden tide of fleeing humans --

(CONTINUED)

202 CONTINUED: (2)

202

TIGHT ON RIVER ATOP THE TOPPLED BUS as he quickly FORCES OPEN the bus door on top of the bus (formerly the side). Maurice peers up at River, proudly, as the CAPTIVE APES CLIMB OUT --

WIDE ON SAME as River and the freed apes escape amidst the massive rush of humans stampeding to freedom all around the bus, above them APES atop the tunnel firing in vain, unable to contain the break-out -- SMASH TO:

203 INT. WILL'S FORMER HOUSE - ATTIC - NIGHT

203

TIGHT ON THE VIDEO CAMERA VIEWFINDER: A *YOUNG CHIMP* is leaning into frame, staring right into the lens, fascinated. He reaches out, jostling our view, pulling the camera to his face, his eyes filling the frame -- as we hear a VOICE O.S.:

WILL (O.S. ON VIDEO)
(amused)
Caesar! Caesar, what are you doing?
C'mon, give me that...

REVEAL CAESAR staring at this old video of himself, visibly emotional upon hearing Will's voice after all these years.

WILL (O.S. ON VIDEO) (CONT'D)
Okay, here we go...

BACK TO VIEWFINDER: *Will* now enters frame, sitting down at the table across from Caesar, a chessboard between them.

WILL (CONT'D)
Okay, this is called Chess. This is the pawn... You can go one space... two spaces... Okay?

Young Caesar picks up the pawn, examines it --

204 INT. WILL'S FORMER HOUSE - STAIRWAY - CONTINUOUS

204

The faint sound of the video echoes down the staircase... Hold as Malcolm enters frame, hearing it... Intrigued, he starts up the stairs...

205 INT. ATTIC - CONTINUOUS

205

Caesar still watching the old video, mesmerized.

WILL (O.S. ON VIDEO)
Home...

(CONTINUED)

ON VIDEO: *Will is teaching Caesar sign language.*

WILL (CONT'D)

Home.

Young Caesar copies the gesture Will is demonstrating.

WILL (CONT'D)

Yes. This is your home... Good.

Caesar leans in affectionately to embrace Will --

-- when the viewfinder abruptly goes black, entirely out of battery. Caesar remains still a beat, affected... His eyes return to the chessboard. He reaches out, picks up the 'king' to look at it -- when suddenly he sees Malcolm has entered the attic, and has been observing him. Gently:

MALCOLM

Sorry, I didn't mean to...

Caesar nods, it's okay.

MALCOLM (CONT'D)

Who was that? On the video?

CAESAR

...A good man.

(beat)

Like you.

Moved, Malcolm stares back at Caesar a beat. Then:

MALCOLM

Your son's still not back yet?

Caesar shakes his head. Malcolm sees the worry on his face.

MALCOLM (CONT'D)

I'm sure he's okay.

Caesar looks at Malcolm, aware of their paternal connection, realizing Malcolm is talking about his own experience too.

He nods... then looks back at the 'king' in his hand... thinking... He returns the piece to the board, then picks up another. Malcolm watches as Caesar begins to pick up other scattered pieces, pensively rearranging them on the board...

Malcolm slowly approaches... to discover Caesar has arranged all the pieces around the king - an inner ring of knights and rooks, and then a sea of pawns. Malcolm watches as Caesar stares at the formation, as if trying to solve a problem.

(CONTINUED)

MALCOLM (CONT'D)
 (intrigued)
 ...What are you thinking?

CAESAR
 (staring hard)
 Koba will protect himself...

Malcolm gets it now. Steps closer, eyeing the board. Then:

MALCOLM
 You have to draw him out.

CAESAR
 (nods)
 But... he must not... see me coming.

Malcolm considers this, an idea forming...

MALCOLM
 Maybe I can help with that.

Caesar turns to him, curious -- when they hear a sound of rustling in the overgrowth outside. Caesar quickly crosses to the iconic attic window, looks out...

Malcolm steps up beside him, on alert...

CAESAR'S POV OUT THE WINDOW: figures approaching.

Caesar and Malcolm both look tense...

...when the figures below finally emerge from the growth, and now Caesar can see the faces of River, Maurice, Rocket and close to 20 other apes in the moonlight. River peers up at his father in the attic window, their eyes lock --

-- as Caesar beams proudly down at his son... as the rest of the apes now peer up in awe at the sight of Caesar, alive.

CUT TO:

BLACK. SOUND OF FAST FOOTSTEPS ON GRAVEL.

And then beam of light sweeps across as we find ourselves MOVING QUICK AND TIGHT ON APE FEET POUNDING OVER GRAVEL...

MALCOLM (O.S.) (CONT'D)
 (hushed)
 This way...

GROUP SHOT: ROCKET, RIVER, MAURICE, LUCA. Hard. Driven. On a mission...

(CONTINUED)

205 CONTINUED: (3)

205

POP WIDE TO REVEAL we're inside

206 **INT. BART TUNNEL - NIGHT**

206

Caesar and Malcolm are leading the group, Malcolm's lone flashlight lighting their way. No one makes a sound as they move as one. TIME CUT --

THE FLASHLIGHT BEAM moves along the walls as they come to massive yellow sheeting on the walls. We know where we are now: the ABANDONED CONSTRUCTION ZONE. Malcolm turns, hushed:

MALCOLM

We're close.

(to Caesar)

How're you holding up?

Caesar nods -- when sudden GUNSHOTS echo through the tunnel! Malcolm flips off his flashlight, ducks back with the apes --

FINNEY (O.S.)

Who's there?

(scared, into silence)

If you're human, you better say so.

Maurice and Rocket look to Caesar, alarmed...

MALCOLM

(calls out)

It's okay, it's me. Malcolm.

Malcolm quickly turns to Caesar and the others, points toward where the tunnel splits off.

MALCOLM (CONT'D)

(whispered)

That way, up those stairs. You can get out to the street there.

Caesar regards Malcolm with a profound gratitude. Whispers:

CAESAR

Thank you...

MALCOLM

(nods; moved)

Good luck.

Caesar disappears with the others into the dark just as Finney's boot-crunches herald his arrival. He shines his own light into Malcolm's eyes, sweeping the tunnel around him.

(CONTINUED)

206 CONTINUED:

206

FINNEY

Goddamn, Malcolm, we've been looking for you. How'd you find us?

MALCOLM

(a beat; uneasy)

Us?

207 **EXT. BART STATION - STREET OUTSIDE COLONY - NIGHT**

207

Caesar and the others emerge from the BART entrance across from the Colony. They take a few steps, pause to peer out at

THE UNFINISHED SKYSCRAPER, looming high above, its beacon lights blinking. Caesar steels himself, ready for battle.

208 **INT. BART TUNNELS - NIGHT**

208

Finney guiding Malcolm forward as he talks:

FINNEY

The apes are all over the tower. They don't know we're down here.

Malcolm nods, feigning ignorance. Emerging into a much larger opening, we find ourselves crossing through construction materials, entering

209 **THE SKYSCRAPER'S FOUNDATION**

209

We recognize Werner, the radio operator. He's plugged his transmission gear in down here, has his headset back on.

WERNER

(turning; anxious)

I had them back at one point, now they dropped out...

DREYFUS (O.S.)

Keep at it.

Malcolm quickly turns across the open space... to Dreyfus emerging from the shadows, approaching Malcolm by the sickly pink glow of LIT FLARES burning along the floor.

Malcolm stays guarded, taking in the crates of ammo and guns strewn about this makeshift bunker - as Dreyfus EMBRACES him.

DREYFUS (CONT'D)

I didn't know if you made it out.

(pats his back)

Don't worry. We're about to turn this all around.

(CONTINUED)

209 CONTINUED:

209

Malcolm doesn't like the sound of this, but covers:

MALCOLM

What do you mean? How?

Dreyfus returns a jerk of his head: follow me.

210 **MIDDLE OF THE FOUNDATION SPACE - MOMENTS LATER**

210

Malcolm peers down at something that renders him speechless.

DREYFUS

We take the tower down, and we get almost
all of them at once...

Follow their looks to... CRATES OF C-4 - the same stuff they had up at the dam. The lids are open, some of the C-4 charges already affixed to the cement foundation pillars around them with bridgewire trailing.

Malcolm's heart in his throat as he peers around at the wire-strung charges, breathless. Dreyfus allows a slight smile, tosses Malcolm a brick of C-4.

DREYFUS (CONT'D)

Welcome to the war.

A beat... Malcolm nods, staring at the brick in his hand.

211 **EXT. UNFINISHED SKYSCRAPER - 35TH FLOOR - NIGHT**

211

Above this level there are no more completed floors, only EXPOSED GIRDERS AND BEAMS reaching another 30 stories up. HUNDREDS OF APES are amassed vertically throughout the beamwork, like branches of a massive steel tree.

A COUPLE OF THE APES at this level suddenly see something over the edge of the building below them. They start to get agitated, SCREECHING territorially -- attracting the notice of more apes around them, who also move to the edge to see...

APE POV LOOKING DOWN: climbing up the building's facade, just a few stories below, are River, Rocket, Maurice, Luca and the 20 freed prisoners. Approaching with fierce determination.

The apes above start to shriek with alarm, as the band of "traitors" reach this level and come to a stop along the edge, shoulder-to-shoulder, facing the shrieking apes --

The shrieking and posturing reaches a fever pitch, more apes swinging down now to join the stand-off, about to erupt -- when River turns to his comrades, and the rebel group slowly begins to part TO REVEAL...

(CONTINUED)

211 CONTINUED:

211

A LIMPING, SOLITARY CAESAR BEHIND THEM. Willing himself to stand tall and strong as he steps forward. The raging apes immediately FALL SILENT, shocked, eyes widening as if seeing the impossible. More and more ape heads turn above, all with the same stunned, uncertain reaction.

No one rushes forward, or even moves a muscle. They just stare at the returned king, unsure what to make of Caesar's injured state and the hard look on his face... Finally:

CAESAR
Where... is... Koba?

A beat... then the apes all RAISE THEIR EYES to the top of the tower. Caesar follows their gaze upward... then proceeds to limp through them, the stunned apes allowing him wide berth as he makes it to a girder. Caesar reaches out and -- He starts AN EPIC CLIMB UP THE MASSIVE TOWER/"TREE"...

212 **WIDE ON SAME AS WE RISE WITH HIM**

212

More and more apes recognizing Caesar as he climbs past, reactions all muted in shock... They exchange uncertain looks -- when Caesar's loyal band suddenly climbs past too. The apes hesitate, and then slowly begin to FOLLOW CAESAR AND HIS POSSE UPWARD...

TIGHT ON CAESAR: eyes fixed above, each reach of the climb comes with pain, nostrils flared as he rallies all his inner strength... seemingly oblivious to the SEA OF APES CLIMBING AFTER HIM...

213 **INT. SKYSCRAPER FOUNDATION - NIGHT**

213

Malcolm up in the base of the foundation with bricks of C4. Only his eyes tell us he's debating his moves.

MALCOLM
Finney, can you give me a hand?

Finney approaches.

MALCOLM (CONT'D)
Can't reach that high.

FINNEY
Sure.

Finney takes the C4 brick, stretches up to affix it to a high corner... revealing his gun tucked in the small of his back.

ON FINNEY as he finally manages to stick the explosive in, turns back to Malcolm -

(CONTINUED)

213 CONTINUED:

213

FINNEY (CONT'D)

Toss me a blasting cap, I can--

He halts on finding Malcolm with a fist wrapped around Finney's handgun. Finney barely has a second to react before Malcolm cold-cocks him across the face, knocking him out.

ANGLE ON DREYFUS - ACROSS THE SPACE

Affixing more charges into a concrete shelf - when he hears Malcolm behind him. Dreyfus glances back -- finds Malcolm training a gun on him.

DREYFUS

(stunned)

What are you doing?

Dreyfus registers the fierce determination on Malcolm's face -

MALCOLM

Listen -- you have to stop. You can't do this.

DREYFUS

What are you talking about? Put that gun down.

MALCOLM

I'm telling you, I've seen things. I've seen the way they are. They want the same thing we do - to survive - they don't want a war --

DREYFUS

What? Are you out of your mind? Those animals attacked us!

MALCOLM

Because they thought we attacked them. They think he's dead but he's up there right now -- this fighting can stop --

DREYFUS

Wait-- who? Who's up there?

214 **EXT. UNFINISHED SKYSCRAPER - TOPMOST GIRDERS - NIGHT**

214

Apes along the edge are peering down.

*

(CONTINUED)

214 CONTINUED: 214

ANGLE ON KOBA ATOP HIS PERCH *

staring down warily. He peers down to Grey, and grunts/nods for Grey to check it out... *

214A **OMITTED** 214A *

214B **GIRDERS AT BASE OF SPIRE** 214B *

Caesar finally CLIMBS INTO VIEW. He steps out onto the horizontal beams and then stops, staring straight up at *

KOBA, who is ominously climbing down the girders of his perch to face Caesar - as the hundreds of apes begin to fill in the perimeter from all sides, forming an arena-like space at the top of the tower... A "high noon" stand-off. *

As he nears the base, a glint of nervousness surfaces in Koba's eyes at the sight of all the apes surrounding him - wondering if they might turn on him. But Koba just SNARLS, rallying bravado as he stalks the beams toward Caesar, relishing Caesar's visibly weakened state. *

KOBA

Caesar has no place here... Apes follow Koba now!

CAESAR

(disgusted)

Follow Koba to war. *

(CONTINUED)

214B CONTINUED:

214B

KOBA

Apes win war! Apes together STRONG!
 (beat; grins)
 Caesar... weak.

Caesar meets his glare, then peers past Koba... to the gun in Grey's hands. *

CAESAR

Koba... weaker.

Koba glowers -- then snaps -- and with a roar LUNGES into Caesar, hurling Caesar down to the lower beam. Koba leaps down to further attack -- *

-- when, despite his injury, Caesar kicks Koba back. Further enraged, Koba charges at Caesar and delivers a flurry of brutal blows, knocking Caesar off the beamwork... *

... but Caesar just manages to catch Koba's leg with his foot, Koba snagging on to the beam as Caesar tumbles down to a series of platforms that come crashing down with him... *

Caesar manages to get to his feet, and glares up at Koba dangling menacingly above, challenging Koba with a "come on" gesture. *

215 INT. SKYSCRAPER FOUNDATION - NIGHT

215

MALCOLM as we left him, his gun trained on Dreyfus.

DREYFUS

Okay, Malcolm. I don't know what happened to you up there. What got into your head.

MALCOLM

I know how it sounds.

DREYFUS

Do you?! I don't think you do.
 (harder)
 You think stopping me will even matter?
 They're coming! We made contact! A
 military base... up north... They're
 already on their way!

ON MALCOLM, jolted by this reveal -- Dreyfus suddenly CHARGES Malcolm, sending his gun flying as he knocks him to ground and presses his forearm to his throat, choking him out...

Malcolm manages to land a knee in Dreyfus' gut and breaks free, diving for his gun --

(CONTINUED)

215 CONTINUED:

215

Malcolm grabs the the gun, levelling it at Dreyfus -- only to discover Dreyfus grabbing hold of the C-4 detonator, his finger on the switch... They both freeze, in a stand-off --

MALCOLM

Don't...

WERNER (O.S.)

(terrified)

Dreyfus, what're you doing?

Dreyfus glances back at Werner, then at Malcolm.

DREYFUS

I'm saving what's left of the human race. You think we can just go back? What we were... who we were... everything we built for ourselves... it's all gone now. Destroyed. There's nothing left for us but to finish this, once and for all.

216 OMITTED

216

(CONTINUED)

216 CONTINUED: 216

217 **OMITTED** 217

218 **EXT. UNFINISHED SKYSCRAPER - TOPMOST GIRDERS - NIGHT** 218

Koba and Caesar as we left them. Infuriated, Koba leaps down toward Caesar, pausing a story above to grab a length of steel bar (the size and shape of a harpoon). *

Arriving before Caesar, Koba wields the bar like a harpoon, and proceeds to hunt Caesar through the perilous space, Caesar barely keeping ahead of Koba's furious swipes and jabs. *

Caesar tries to rebuff Koba by hurling down sacks of concrete and stray materials, but Koba is relentless, stalking his prey through the ups, downs and vertiginous passages of the exposed skyscraper... *

...finally cornering Caesar toward the edge of a platform. *

Caesar retrieves a piece of wood to shield himself from Koba's blows, defiantly facing his would-be assassin: *

CAESAR *

Caesar trust Koba... like brother... *

Apes are fast filling in the space above and around them... Find RIVER peering down, scared for his father; Maurice stands beside him, equally worried... *

KOBA *

Caesar brother to human...! *

Koba SMASHES at the wood, splintering it. Caesar tosses some nearby embers at Koba, sending Koba back just long enough for Caesar to seize a replacement "shield" of corrugated metal. *

Koba charges back at him with his "harpoon," smashing wildly at the metal with even more wrath... *

CAESAR *

(getting in Koba's head) *

Koba... Hate turns you against ape... *

KOBA *

Against Caesar! Caesar fight for human! *

Koba fight for ape! Free apes! *

Out of control, Koba reigns down blow after furious blow with his harpoon... *

(CONTINUED)

218 CONTINUED:

218

his harpoon finally shearing through the metal but *
 momentarily stuck in it. For a second they are almost face to *
 face: *

CAESAR *
 Hate... make Koba weak... Koba... still *
 human prisoner... *

These final words send Koba into total fury; amok, he KICKS *
 the metal apart and wildly smashes with blind rage and *
 abandon at the smaller piece of metal Caesar is just barely *
 protecting himself with... *

On Caesar's face, we see the intensity of effort taking its *
 toll... but Koba too is tiring from his uncontrolled attack. *
 Just when Koba pauses for a needed breath -- *

Caesar seizes the moment and levels a brutal blow to Koba's *
 abdomen! Stunned, Koba stumbles back, clutching his gut. Koba *
 comes back swinging -- but Caesar kicks him back! *

River, Maurice and the others are gaping with renewed hope... *

Hurting, Koba again moves for Caesar, and again Caesar *
 delivers a pair of blows that send Koba stumbling back! *

On the offensive now, Caesar starts toward Koba -- when Koba *
 notes some scaffolding directly above him. Grabbing the *
 scaffold bars, Koba tugs the scaffolding down -- forcing *
 Caesar to lunge out of the way -- as on the scaffolding's *
 impact the platform on which they're both standing COLLAPSES *
 into the platform below, starting a domino-effect -- *

Koba lunges to the safety of a SWINGING CHAIN. Caesar has no *
 choice but to do the same... *

...and now both Caesar and Koba are swinging wildly over the *
open chasm of the building core's 70 story drop! *

Koba finally manages to swing up behind Caesar, grabbing on *
 to him aggressively... *

219 INT. SKYSCRAPER FOUNDATION - NIGHT

219

Malcolm's gun levelled at Dreyfus -- Dreyfus gripping the C-4 *
 detonator, his finger on the switch... *

(CONTINUED)

219 CONTINUED:

219

MALCOLM
Dreyfus, put it down.

Dreyfus raises the detonator, a haunted look in his eyes:

DREYFUS
This is the only way--

WHAM! AS WERNER DESPERATELY TACKLES DREYFUS FROM BEHIND --
AND THEY TUMBLE TO THE GROUND --

MALCOLM'S EYES GO WIDE as he sees the DETONATOR LAND HARD,
switch side down into the concrete!

Malcolm makes a mad run for cover --

DIVING UNDER THE COVER OF THE SUBWAY PLATFORM JUST AS --

BOOOM!! THE C4 ERUPTS IN A PUNISHING EXPLOSION, blasting him
to the ground...

220 **EXT. UNFINISHED SKYSCRAPER - TOP - NIGHT**

220 *

Caesar and Koba as we left them, mid-struggle on the swinging *
chains -- when the blast below jolts them both -- *

-- as suddenly the entire structure quakes violently with the *
fireball racing upward -- *

Both Caesar and Koba must swing to safety as pieces of the *
tower come crashing down, huge sections of the structure *
collapsing in an avalanche of fire and debris! *

(CONTINUED)

As smoke begins to clear, Caesar pulls himself up onto a girder he's managed to land on -- *

-- and finds injured apes in the wreckage all around him. *

Caesar quickly goes into alpha mode, attending to the apes nearest him, pulling debris loose to free them... *

ON KOBA *

Across the tower. He finds an injured Grey, but rather than attend to him, Koba's eyes fix on Grey's gun. Koba seizes it. *

BACK TO CAESAR *

Still focused on helping his fellow apes -- when gunfire erupts all around him, Koba's bullets strafing the debris, hitting stray apes... *

Caesar has no choice but to scramble up the debris and take cover behind a girder... *

Koba continues firing recklessly, furious at Caesar's momentary disappearance... *

...and then Koba spies River and Maurice nearby. Koba spins his gun on them and open fires, bullets tearing up the area... *

... instantly protective, Caesar races out and LUNGES across the open air, Koba spinning toward him a moment too late -- *

-- as Caesar knocks Koba into the open chasm. *

Caesar gets his bearings, peering around for Koba... He spots Koba's gun on a landing... *

...then sees Koba dangling from a length of rebar jutting out from beneath this landing over the gaping chasm. Koba just barely hangs on by one hand, his other clutching his injured side... He knows he is completely vulnerable... *

... when Caesar emerges on the landing, directly above Koba. *

They lock eyes. Koba is entirely at Caesar's mercy, and it enrages him... but then... a calculating grin surfaces on Koba's grizzled face. He peers up at Caesar, taunting him with his own law: *

KOBA
Ape... will not... kill ape.

The words have their intended effect: Caesar hesitates, *
staring down at Koba grimly. An unbearable choice to make... *

Caesar finally decides, reaches out his hand... and seizes *
Koba's forearm as if to pull him to safety... Koba relishing *
his own cleverness... *

... when Caesar peers down gravely at Koba and pronounces: *

CAESAR

You... are not... ape.

A moment's stunned realization on Koba's part --

-- when Caesar RELEASES HIS GRASP and Koba plummets with a *
ROAR as he free-falls some 20 stories, about to pass a broken *
crane arm wedged in the chasm-- *

-- when Koba just manages to catch onto the crane's cable *
winch! Swinging like a pendulum Koba soars back up toward the *
structure -- we gasp as we realize Koba's trajectory is going *
to deliver him to the safety of the tower's structure -- *

-- when the crane arm suddenly gives out from the impact and, *
to Koba's horror, wrests free and rips Koba right down with *
it! -- the heavy machinery ricocheting through the tower as *
it plummets down, down, down the length of the building... *
Koba's defiant, impotent roar growing fainter and fainter as *
he and the crane both finally vanish from view. *

ON CAESAR *

as he shuts his eyes, on some level devastated by the action
he had to take. Its eerily silent up here now, all eyes fixed
on Caesar...

220 CONTINUED: (3)

220

...when one of the chimps starts to make a hopeful NOISE, seeing something down below...

Caesar opens his eyes, seeing the apes around him all starting to peer down as well. Caesar follows their looks toward the ground, some 60 stories below --

221 -- WHERE A FLOOD OF APES IS COMING DOWN CALIFORNIA STREET

221

headed for the Colony... It's the exodus of females and children, finally arriving.

A restored sense of purpose fills Caesar's face as he turns and gestures for all the apes to follow him, and they all begin to climb down to reunite with their families...

222 EXT. UNFINISHED SKYSCRAPER - BASE - NIGHT (MOMENTS LATER)

222

Apes are descending the steps to rejoin their families, waiting in the courtyard below. Caesar is about to join them - - when he hears the sound of APE COMMOTION. He turns to see

Apes gathered around a darkened, exposed opening in the building, reacting to something inside...

REVEAL MALCOLM emerging from the shadows, dirty, battered. The apes surround Malcolm fiercely --

CAESAR

Leave him.

The apes immediately halt. Caesar crosses to Malcolm, sees the uneasiness on Malcolm's face.

MALCOLM

You're not safe here...

(off Caesar's look)

They made contact. There are others coming for you. Soldiers. You need to go while you still can -- all of you --

Caesar shakes his head.

MALCOLM (CONT'D)

Yes, Caesar, you have to--

CAESAR

Go where?

MALCOLM

I don't know - anywhere - or this is gonna turn into an all-out war --

(CONTINUED)

222 CONTINUED:

222

CAESAR

War has already begun. Apes started it.
And humans will not forgive.

This resonates powerfully with Malcolm, the truth of this
sinking in. He has no response.

(CONTINUED)

222 CONTINUED: (2)

222

CAESAR (CONT'D)
 (remorseful)
 It is you who must go. I am sorry... my
 friend.

Malcolm regards him a beat...

MALCOLM
 I thought we had a chance...

CAESAR
 (regretful)
 I did too.

A last moment between them, emotion just under the surface...
 and then Caesar steps away, proceeding slowly

DOWN THE STONE STEPS

...before him a sea of HUNDREDS OF APES all proceed to bow to
 their returned king. A big, epic image as he wades through
 them...

SAME MOMENT AS SEEN FROM A DISTANT POV: Cornelia and the baby
 now arrive at Caesar's side. Caesar turns, seeing her, and
 they embrace.

REVEAL MALCOLM (this was HIS POV) watching this reunion a
 moment, and then slowly stepping back into the shadows.

ON CAESAR as he breaks from the embrace with Cornelia,
 staring at her, emotional... then he turns to regard Malcolm
 one last time... but finds Malcolm is already gone.

CUT TO:

223 **EXT. SAN FRANCISCO BAY - DAWN**

223

WIDE ON THE GOLDEN GATE BRIDGE AT DAWN, the apes all moving
 in a MASS EXODUS over the bridge.

In the far distance, we gradually start to make out the shape
 of a SHIP on the horizon as we hear the hiss of ELECTRONIC
 STATIC, followed by the faint sound of a voice:

RADIO OPERATOR (V.O.)
 San Francisco, we are responding to your
 communications and are en route to you
 now. Please acknowledge...
 (more static; then:)
 Repeat, San Francisco, please
 acknowledge...

223A **EXT. HUMAN COLONY - DAWN**

223A

Static, haunting images of the colony, a ravaged shell of what it was. We continue to hear the faint audio:

RADIO OPERATOR (V.O.)

...We are making our approach, do you copy? San Francisco, do you copy?...

223B **EXT. SAN FRANCISCO - VARIOUS STREETS - DAWN**

223B

Eerily still. No humans or apes in sight. The audio we hear is still faint:

RADIO OPERATOR (V.O.)

Repeat, San Francisco, we are acting in response to communications we received. Please respond...

223C **INT. SKYSCRAPER/ SKYSCRAPER FOUNDATION - DAWN**

223C

We enter the battered tower, the audio a bit louder now...

RADIO OPERATOR (V.O.)

Repeat, San Francisco, we are in approach, do you copy?

We continuing down, down, down... into

THE CHARRED FOUNDATION. Debris is everywhere. As we push forward, we spot pieces of the FALLEN CRANE... as well as Werner's battered radio, from which we now realize the signal is coming, more audible now:

RADIO OPERATOR (V.O.)

San Francisco, if you can hear this, please respond, over... San Francisco... San Francisco, are you there, over...

We push closer and closer on the battered radio as the audio grows louder and louder...

...when from the dark behind the radio we suddenly detect *movement in the rubble*... something is struggling to rise, and, in doing so, slowly comes into focus as it leans forward...

KOBA, battered, fighting to survive, glaring ominously as we push in on his eyes and SMASH OUT.

End

224-227 **OMITTED**

224-227 *