

# THE OUTCASTS

**"Along Came a Spider"**

Written by  
Aimee Yarbrough  
Maddie Funderburg  
Monica Patterson  
Miranda Kilgore

Based on characters from MARVEL COMICS.

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CAST

MELANIE HÆLSTROM.....MISSY PEREGRYM  
CHARLES XAVIER.....PATRICK STEWART  
MARY-JANE WATSON.....KIRSTEN DUNST

GUEST STARS

MYSTIQUE.....EVANGELINE LILLY  
EUPHORIA SOLSTICE.....SCARLETT JOHANSSON  
MAY HÆLSTROM.....ROSEMARY HARRIS  
NORMAN OSBORN.....WILLEM DAFOE  
VOICE OF HANNAH WATSON.....SALLY FIELD

TEASERFADE IN:

EXT. NEW YORK CITY - SKYLINE - DAWN

We open to a wide shot of New York City. Some lights of various colors and intensities still illuminate the still-lightening sky. The sounds of the New York's morning commuters and their vehicles fill the air. Clouds are starting to cover the sky, indicating a possible storm.

FEMALE (V.O.)

What you see here is a typical morning. Looks pretty normal, right? Definitely, one-hundred percent *wrong*.

PAN to the left. We now see a darker side of the city. PUSH IN to this area and we see that many street lights are broken. Trash is drifting in the wind and it is, for the most part, deserted.

FEMALE (V.O.)

Okay, so maybe this isn't a good example. I guess everyone has their creeper-central parts of town. We've got a wide variety of them around here, and different types of creepers to go in them. You have the alleyway stalker that lurks in the shadows, waiting to pounce on the unsuspecting fool that decides walking alone near alleys is a good idea. There's also the--

(beat)

Sorry, pardon my rambling.

EXT. NEW YORK CITY - DESERTED AREA

PUSH IN to a specific building made of brick and decaying wood. The front double doors are on their last leg, barely holding on to their hinges. We STOP just short of the doors, with our FOCUS on the broken window of one of the doors. We can hear the faint sound of a male shouting.

FEMALE (V.O.)

Bad examples and creepers aside,  
this isn't what makes the New York  
morning--

(beat)

or any time of the day really,  
unusual. What makes it so out of  
the ordinary came from the words of  
an old, but very loved, man.

(beat)

Okay, so it didn't literally come  
from him, but it was inspired by  
his words. "With great power, there  
must also come great  
responsibility".

PUSH IN through the window to reveal a scarcely lit  
warehouse.

INT. - ABANDONED WAREHOUSE

We see a ROBBER holding a handgun in one hand and a fat, full  
bag in the other hand. He is aiming the weapon up at a figure  
hidden by shadows.

FEMALE (V.O.)

And because of something that can't  
really be defined as a fortunate or  
unfortunate event, I obtained the  
"great power" this old man was  
talking about. And, well

(voice trails off, then

continues almost shyly)

I think you can guess what came  
next.

ROBBER

Get out of here, Bug Brat!

ANGLE ON CEILING to reveal the blue-and-red spandex clad  
SPIDER-GIRL emerging from the shadows. She crawls across the  
ceiling, positioning herself just above the ROBBER'S head.  
She tilts her head backwards to look at him.

SPIDER-GIRL

Are you serious right now? When has telling me to "get out of here" ever worked?

ROBBER

I swear to God, I'll shoot you!

SPIDER-GIRL

I don't know whether to laugh or be insulted that you actually think that you can shoot me. I'm not *that* easy.

The ROBBER fires his weapon. SPIDER-GIRL drops her legs from the ceiling and swings them backwards. She latches her feet onto the ceiling again, but this time in such a way that her chest now faces the ground instead of her back.

SPIDER-GIRL

Okay, now I'm just getting tired of your ass. You gonna hand me that bag like a good little boy, or am I going to have to paddle you and put you in a corner first?

The ROBBER fires his weapon three more times. SPIDER-GIRL dodges fluidly with ease.

SPIDER-GIRL (CONT'D)

(irritated sigh)

So predictable.

SPIDER-GIRL drops down from the ceiling and hits the ROBBER square in the chest with both of her feet. He falls on the ground and the gun slides across the floor. She backflips away from him. She grabs the gun with a webline and yanks it into her own grip. She squeezes it. The gun's barrel is bent and destroyed, rendering it useless. She drops it to the ground.

ROBBER

(arrogantly)

You think that's all I've got?

The ROBBER grins at her. He starts to reach for the inside of his jacket.

SPIDER-GIRL

Nope.

CLOSE IN to SPIDER-GIRL'S hand as she snatches the concealed HANDGUN with her web and allows it the same fate as the first one. SLOW PAN back out to show both her and the ROBBER.

SPIDER-GIRL (CONT'D)

I *know* it is.

CLOSE IN on the ROBBER'S face as the realization that he isn't getting away dawns on him. ZOOM OUT quickly as he scrambles to his feet and tries to run on unstable legs. He holds the bag tightly as if it were his lifeline. SPIDER-GIRL grabs him by the back of his jacket and tosses him against a stack of hallow, wooden crates. There is a loud CRASH as he hits them and a few collapse under the impact.

ROBBER

Okay! Okay! I give up! Take the God damn bag, just let me go!

He drops the bag onto the ground.

SPIDER-GIRL

No can do, Mr. Trigger Happy. I'm not too thrilled about people who try to shoot me.

We catch the SHIMMER of metal hitting the weak light of the warehouse. SPIDER-GIRL reaches out and grabs the ROBBER'S hand. He lets out a pained cry as we see her grip on his hand tighten and a knife hits the ground with a CLANK.

SPIDER-GIRL (CONT'D)

Or stab me.

(beat)

Any other surprise attacks you want to tell me about before I foil them?

ROBBER

You're going to regret this!

SPIDER-GIRL

Yeah, yeah, that's what they all say. I'm so over "regretting this". Anything else you wanna throw out there? I'm all ears.

ROBBER

He's going--

SPIDER-GIRL flicks her wrist and we see the web shoot out and cover the ROBBER'S mouth.

SPIDER-GIRL

I've had enough of you. Now, be a good boy and stand still. I have to wrap you up good and tight for the police. Can't have you getting away again, that would look bad on my reputation.

(beat)

Jameson would just love that. I can't just give him his material, y'know. He has to work for it.

SPIDER-GIRL lifts one of her arms and fires off a webline. It sticks to the front of the ROBBER'S jacket. Her other hand grabs his shoulder and she spins him around despite his struggles. Once he is wrapped completely in a cocoon except for his head, she pushes him to the ground.

CLOSE UP on her mask. We watch her turn her head just slightly to the right, angled downwards.

SPIDER-GIRL (CONT'D)

(under breath)

Bug brat? Really?

The camera ZOOMS OUT and follows SPIDER-GIRL as she jumps onto the wall. She crawls up to an open window and balances on the edge. She throws out a webline to the closest building. She tugs on the web, readying her jump.

EXT. NEW YORK CITY - DESERTED AREA

CLOSE UP on the face of the miraculously working clock on a nearby clocktower. It is 9:07 AM.

CLOSE UP on SPIDER-GIRL's hidden face.

SPIDER-GIRL

Oh *shit*.

FADE OUT:

END OF TEASER

ACT ONEFADE IN:

INT. MIDTOWN HIGH - HALLWAY - DAY

We are at the far end of a long corridor. Lockers line the walls and bright lights illuminate everything around. Between every stretch of lockers is a wooden classroom door, all of them are closed. The camera slowly moves down the hallway and ZOOMS IN on the form of a tall, dark-haired and athletically built female. She is dressed in jeans, dark boots and a black turtleneck. The sleeves cover her hands, almost like fingerless gloves and there is a silver-studded belt around her waist. Her shoulder-length hair is straightened and tucked behind one ear. She is MELANIE HAELSTROM.

MELANIE

(quietly muttering)

I can't believe I'm late for his class *again*.

FEMALE (O. S.)

Hey Tigress, you hittin' the jackpot today?

(she giggles)

I always knew you were crazy, but I didn't realize I needed to add talking to yourself to the list.

MELANIE turns around and we focus on her face as a smirk crosses her lips.

MELANIE

(jokingly)

Guilty as charged. You better start pulling out my records.

(beat)

Wait, why aren't you in class, Miss Watson?

CUT TO a CLOSE UP of the upper half of a grinning redheaded female's body. She is wearing a form-fitting black tank top, khaki pants and black boots. Her red hair is falling over her shoulders, slightly wavy. She is MARY-JANE WATSON.

MARY-JANE  
(raising an eyebrow)  
I could ask you the same thing,  
Miss *Haelstrom*.

The camera PULLS BACK to show both females again. They are facing each other.

MELANIE  
(with a grin)  
For your information, detective,  
I'm late. I slept in.

MARY-JANE  
Well, since you're late anyways...

MARY-JANE hooks her arm in MELANIE'S and pulls her away from the lockers.

MARY-JANE (CONT'D)  
Walk me to class.

CUT TO:

INT. OSCORP - OSBORN'S OFFICE - DAY

We come in on a spotless, executive office suite. The camera PANS LEFT to reveal a man dressed in a nice dress suit covered only by a white lab coat. He is standing by a large window and we see that he is in his mid-50s with dark brown hair neatly brushed back. He is NORMAN OSBORN.

NORMAN is obviously angered by something, his eyebrows knitted together and his jaw clenched tightly. He is looking towards the ground. The camera CLOSES IN on his face and we see his gaze lift to glare at an unseen something in front of him.

FLASHBACK TO:

## INT. OSCORP - LABORATORY - THE DAY BEFORE

We see a large laboratory room that contains a large stasis chamber in the far left corner and in front of it is a chest-height control panel. We see NORMAN in front of the panel. He is dressed the same as before, lab coat included.

In the room with him are several other scientists walking around and focusing on numerous other projects going on in the same room. Some are looking into microscopes while others are testing small, metal devices.

We PAN LEFT as we hear the mechanical WHOOSH of the door and we watch as a young, blonde male in his mid-20s storms in. No one acknowledges him as he walks up to NORMAN, who is concentrating on the panel with a pen in his hand. There is a clipboard with paperwork attached to it sitting just off to the side of him. The BLONDE MALE has one hand in his pocket and the other slips Norman a piece of paper.

NORMAN looks away from the panel and takes the paper. He looks at it, obviously reading. Then, he pushes the paper back into the BLONDE MALE'S hand. Norman raises his head and looks around the room. He moves around the panel and walks over to one of the other scientists in the room, another dark-haired male. He squeezes the SCIENTIST'S shoulder unpleasantly tight, forcing a less-than-friendly grin onto his face.

NORMAN

(speaking loud so everyone  
can hear him)

I apologize for any inconvenience  
that this causes, but I need the  
lab for a while. You all have been  
working hard, so take a break.

(with a calm smile)

Lunch is on me.

Everyone looks around at the other, torn between surprise and thankfulness while some look irritated to be put away from their work. They make their way out of the same door that the other male entered through. When it closes, NORMAN'S attention goes back to his clipboard.

NORMAN (CONT'D)

Again?

BLONDE MALE  
(with a tight nod)  
I'm afraid so, Mr. Osborn.

NORMAN starts to tap the end of his pen against the clipboard. The relatively quiet room is assaulted by the repetitive TAP, TAP, TAP noise.

NORMAN  
I'm starting to lose my patience.  
This is the third time in a week.  
How hard is it to shoot the bitch?

BLONDE MALE  
They don't call her Spider-Girl for nothing, sir.

NORMAN  
I don't have time for your jokes.  
Get someone else out there by tomorrow morning.  
(anger becomes evident in his voice)  
I want that part by tomorrow evening at the *latest*.  
(beat, then calmly)  
Am I understood?

BLONDE MALE  
Yes sir.

The BLONDE MALE turns and starts towards the door. He pauses when NORMAN says--

NORMAN  
Another failure and it's on you.

NORMAN wraps his fingers tighter around the pen in his hand and squeezes, breaking it in half and dropping the pieces to the floor.

The camera CUTS TO a CLOSE UP of the BLONDE MALE'S face. His jaw clenches and we--

CUT TO PRESENT:

INT. OSCORP - OSBORN'S OFFICE

We come in a CLOSE UP of the face of NORMAN. He is still glaring at the unseen object on the other side of the room. He finally turns away and his gaze then changes to the window beside him. The camera changes to his point of view and we see the morning skyline of New York City right before we--

CUT TO:

INT. MIDTOWN HIGH - XAVIER'S CLASSROOM - DAY

We come in on the classroom door opening. We watch as MELANIE enters the room with a smile on her face that is somewhere between embarrassed and apologetic.

The camera PANS over to a bald man sitting at the front of the classroom in a metal wheelchair. He is at his desk in a blueish-grey blazer. He has aged rather well, looking quite young for his actual age of 60 years or more. This is CHARLES XAVIER.

CLOSE UP of XAVIER'S face as he turns his head to look at MELANIE and smiles at her. He gives her a slight nod, as if in silent forgiveness. He then turns around, the back of his chair to the camera, and proceeds to write on the board.

The camera follows MELANIE as she finds her desk in the back and sits down. She puts her backpack on the floor and unzips it.

XAVIER (O.S.)

As we discussed earlier, humans  
have twenty-thousand genes.

MELANIE pulls her materials out of her backpack as he talks, setting them on the desk in front of her. She opens her textbook to a random page and flips her spiral notebook to a blank page. She holds her pen in her left hand.

XAVIER (O.S.) (CONT'D)

To study chromosomes, you take white blood cell growth for seventy-two hours and stop at the metaphase. Then, you split the chromosome.

MELANIE looks up, we focus more on her face as she narrows her eyes in concentration. Without looking down at the paper, she starts jotting things down.

The camera PANS over to XAVIER. We see his back as he continues to write on the board. When he finishes just a few seconds later, he turns back around and brings himself closer to his desk. He looks out at the class.

XAVIER (CONT'D)

Certain diseases are caused by defects regarding the chromosomes, such as down syndrome and Klinefelter syndrome.

XAVIER smiles out at his class, nodding towards them as the loud DING, DING, DING of the school bell assaults the previously silent room.

XAVIER (CONT'D)

You may be dismissed. Remember to finish reading the chapter for our next class.

(hinting)

You may or may not have a quiz.

The class groans aloud and XAVIER chuckles to himself. He folds his hands one over the other and leans back in his wheelchair. We watch as the students walk by his desk on their way out the door. The camera follows MELANIE as she heads for the door as well.

XAVIER (O.S.) (CONT'D)

Melanie.

MELANIE cringes and the camera CUTS TO a CLOSE UP of her face as she rolls her eyes towards the ceiling and takes a deep breath.

She turns around and we are now behind her as she slowly makes her way to his desk.

MELANIE

Yes professor?

XAVIER

Come see me after school. I will not keep you now, but

(beat)

I expect to see you here after the dismissal bell.

MELANIE nods, biting down on the inside of her closed lips and trying to give him a smile. XAVIER shakes his head and gives her a genuine smile.

XAVIER (CONT'D)

You are not in trouble. I just wish to speak with you.

CUT TO:

INT. MIDTOWN HIGH - HALLWAY OUTSIDE XAVIER'S CLASSROOM

We see a young, dark brunette male in his late teens standing just outside the door. He is leaning against the wall with his head angled towards the door. It is apparent that he is listening in to the conversation.

MELANIE (O.S.)

I'll be here after I drop my stuff off at my locker. Unless...you need to see me A-SAP?

XAVIER (O.S.)

That will be fine. Have a good day, Melanie.

MELANIE (O.S.)

You too, professor.

The mysterious male grins and his eyes go from a dark green to REPTILIAN YELLOW.

CUT TO:

INT. MIDTOWN HIGH - XAVIER'S CLASSROOM

We follow MELANIE as she walks towards the door. The screen is SOLARIZED for a split second and we focus in on Melanie's face as her eyes narrow and she stops walking, gaze fixed on the open doorway.

XAVIER (O.S.)  
Melanie?

MELANIE  
Sorry, uh...  
(beat)  
Thought I was forgetting something.  
(cheerfully)  
Bye professor!

The camera PANS LEFT and we see XAVIER smile knowingly after her. We then PAN RIGHT and watch MELANIE quickly leave the room and the camera follows her to--

INT. MIDTOWN HIGH - HALLWAY OUTSIDE XAVIER'S CLASSROOM

MELANIE looks to the right, eyes narrowing again. We then see that the male that was previously there is now gone. On that we--

CUT TO:

INT. HAELSTROM RESIDENCE - KITCHEN - DAY

We come in on a nearly spotless kitchen. There is an empty cookie tray on the counter beside the oven, which is obviously on. We PAN RIGHT to see an elderly woman sitting at the old wooden table.

She is dressed in a white robe with a floral design on it with her white hair pulled up into a tight bun. She is looking through a photo album. This is MAY HAELESTROM.

After she flips a few pages, MAY laughs quietly to herself and shakes her head. We CUT TO a shot over her shoulder and we can now see the photos that she's looking at. We identify the two children, around five years old or so, as MARY-JANE and MELANIE. There are several different pictures of them at birthday parties and playing together. We also see that there are no photos of one without the other.

She reaches up to touch her hair when the sound of a phone RINGING startles her. Placing her hand over her heart and smiling to herself, she stands up from the table and walks to the counter where the phone is resting on the wall just above. She picks up the receiver and puts it to her ear.

MAY  
(into phone, sweetly)  
Hello?

HANNAH (V.O.)  
May? It's Hannah.

MAY  
(into phone)  
Oh, hello! How are you doing? I haven't heard from you in months!

HANNAH (V.O.)  
As well as can be expected when you haven't heard from your brother in almost three months.

MAY  
(into phone, shocked)  
You haven't heard from David?

HANNAH (V.O.)  
Not even a hello. I've called him several times and I've gotten no answers and no calls back. It's like he's fallen off the face of the Earth.

(beat)  
(MORE)

HANNAH (V.O.) (CONT'D)

We have a lot of catching up to do,  
May, but I called for a favor  
today.

MAY

Of course, Hannah. What is it?

MAY moves away from the counter and, still holding the phone to her ear, she moves to the--

INT. HAELSTROM RESIDENCE - LIVING ROOM

The camera follows MAY into a small room with a TV, a simple aging couch and two cushioned chairs placed at an angle on each side of the sofa. There are several family portraits on the walls as well as a professional painting of a lake scene. She takes a step towards the window by the television set and leans against the wall beside it. Her face shows signs of worry and stress.

HANNAH (V.O.)

Can you check in on him for me?

(almost jokingly)

Make sure he hasn't killed himself  
or his daughter.

MAY

(into phone, worried)

Mary-Jane is fine. I saw her leave  
for school this morning.

HANNAH (V.O.)

But you haven't seen David? I'm not  
all that surprised. He hardly ever  
comes out of that house these days,  
but usually he'll at least call and  
let me know he hasn't drank himself  
to death.

MAY

(into phone, reassuring)

I'm sure he's just fine, Hannah. If  
something had happened, Mary-Jane  
would have let us both know.

(beat)

(MORE)

MAY (CONT'D)

I'm afraid things might be getting worse over there, though.

(she sighs)

Mary-Jane has been spending most of her nights over here more and more often now. I don't mind it, you know she's as much of a granddaughter to me as Melanie is, but it makes me worry.

Off screen we hear a loud CRASH from outside. MAY is startled and she turns her body towards the window.

MAY (CONT'D)

Oh dear...

MAY pulls the white curtain back from the glass and as she peers out the window the camera switches to MAY'S POINT OF VIEW.

HANNAH (V.O.)

May? What is it? What's going on?

We see a big, dark-haired man in his mid-40s right next door picking himself up from trashcans that he obviously knocked over himself. We can hear him swearing through the window and the camera focuses back on MAY as she turns her attention back to her own surroundings.

MAY

(into phone, with a frown)

I wouldn't say that he's fine, but David is alive at least. He just tripped over some things in his yard.

HANNAH (V.O.)

(she sighs, as though she expected it)

Will you tell Mary-Jane to call me? I would like to talk to her. I can never seem to catch her when she's home.

MAY  
(into phone)  
Of course. Is there anything else?

HANNAH (V.O.)  
Tell Melanie I said hello.

BLACKOUT:

END OF ACT ONE

ACT TWOFADE IN:

INT. MIDTOWN HIGH - CAFETERIA - DAY

The cafeteria is extremely crowded, despite the lunch schedule being split into three parts to accommodate all the students at Midtown High. There is a lot of chattering amongst the students as they split into their "groups" and start taking up the tables in the cafeteria. MELANIE, however, hears none of it. As she walks by and the camera begins to follow her we see that she has blue earbuds in her ears to block out the noise of her peers. She is carrying a red tray containing a chocolate milk, an apple, and a bowl of what appears to be chicken noodle soup.

Trying to stay unnoticed, MELANIE slips into the only seat she can find that isn't already taken. She sets her tray down and pushes her black, square-rimmed glasses up the bridge of her nose. She doesn't need the glasses anymore, but sometimes she puts them on out of habit until the blur starts to give her a headache. Her table buddies are a bunch of football players and their respective bimbo-like girlfriends and they are all staring at her. As she looks up with her mouth half open, apple preparing to enter, we know that they are not going to leave her alone.

GIRL

(stereotypical valley girl  
voice)The table for losers and outsiders  
is over there.

The GIRL points with a manicured finger to a table behind MELANIE. The camera shifts and we focus over Melanie's shoulder and at the indicated table we see a single male with his finger knuckle-deep in his nose. We see Melanie roll her eyes as we focus back in on her, and then the table as a whole.

MELANIE

This again? *Really?* Do I look like  
I put a can of grease in my hair?

GIRL

(genuinely confused)

What does that have to do with anything?

MELANIE

(mockingly)

*The Outsiders?*

(irritated sigh)

Instead of picking up the latest tabloid, maybe you should pick up a book once in a while. You know, those things with about two-hundred pages with a front and back cover, maybe you've seen them at the store? Maybe, just maybe, you'd fill that pretty little head of yours with something useful.

(beat)

Like, say...knowledge?

MELANIE gives a slight shrug and stands up, giving the GIRL an extremely fake smile.

MELANIE (CONT'D)

Don't think too hard on it

(mocking the valley-girl voice)

'Kay?

She turns around to find another table and without even taking a full step she runs straight into the back of a redheaded female. The redhead stumbles forward but catches herself and turns around. We see that it is MARY-JANE.

MARY-JANE

(laughing)

I've been looking all over for you.

MELANIE is suddenly flustered, her cheeks stained with red. She grins nervously.

MELANIE

H-hey MJ.

MARY-JANE

What're you wandering around for?  
Come on.

MARY-JANE jerks her head to the side to indicate that she wants MELANIE to follow her.

MARY-JANE (CONT'D)

You're eating lunch with me.

MELANIE

(grinning more  
confidently)

So demanding. I do believe some  
call this kidnapping.

MARY-JANE

Can't really call it kidnapping if  
you like it, Lani.

MARY-JANE winks and reaches out to grab MELANIE'S wrist. She tugs her towards a table off to the side of the cafeteria that Melanie hadn't seen before. They take their seats on the opposite end of the table from a few of other "popular" kids. These kids, aside from a few initial glares and disapproving looks to Melanie, leave the two alone. We can safely assume they keep their mouth shut because Mary-Jane is there with her.

MARY-JANE (CONT'D)

(with a grin)

I don't know why you try to get  
away from me, Tigress. I'm going to  
find you whether you want me to or  
not.

MELANIE

You know me, always try'na get away  
from you and all. Damn you ruining  
my plans of escape.

MARY-JANE

(expression turns serious)

Really, though, Melanie. You can  
always come sit with me.

(MORE)

MARY-JANE (CONT'D)

Don't waste your time trying to sit  
anywhere *near* those guys.

MARY-JANE lifts her hand and runs her fingers through a small  
section of MELANIE'S hair. She tucks it behind her ear.

MARY-JANE (CONT'D (CONT'D))

They're just going to keep giving  
you a hard time.

MELANIE

(getting nervous again)  
Sometimes it's pretty entertaining.  
(beat)  
Besides, I don't want to...like,  
intrude or anything. Y'know?

MARY-JANE almost looks hurt by the statement. She places her  
hand over MELANIE'S and smiles at her reassuringly.

MARY-JANE

Melanie, you never intrude, you  
know that.

MELANIE

(playfully)  
I'm running out of excuses here,  
MJ.

MARY-JANE

Well, how about I come up with the  
excuse?  
(she smiles)  
It's a Friday night, and you have  
nothing to do, obviously...and *I*  
have nothing to do.

MARY-JANE turns in her seat slightly so that she faces  
MELANIE. Melanie does the same, smiling at the redhead with  
her eyebrows raised.

MARY-JANE (CONT'D)

I can bring over some popcorn if  
you can get a scary movie.

MELANIE squints slightly, pushing her lips to the side of her face and making a display of "thinking" about MARY-JANE'S proposal. She grins soon afterward, unable to keep up the facade, and nods.

MELANIE

That sounds like an *amazing* Friday night.

We CLOSE IN on MARY-JANE'S excited grin and then we--

FADE TO:

INT. MIDTOWN HIGH - XAVIER'S CLASSROOM - DAY

We come in on XAVIER sitting at his desk, straightening a stack of papers before placing them on the corner of his desk. In front of his desk he has placed a chair. He closes his eyes for a moment, folding his hands in front of him. He opens them again a few seconds later, smiling and looking towards the door as we hear it open.

We PAN RIGHT as MELANIE enters the room holding the strap of her backpack over one shoulder. Without a word she slips into the seat in front of his desk and puts her backpack on the floor.

MELANIE

(obviously stressed)  
I'm sorry that I've been late,  
professor. I've be--

XAVIER

(cutting her off)  
I know, Melanie.  
(with a smile)  
There is no need to explain  
anything to me.

MELANIE

(confused)  
But sir, I--

XAVIER

(light chuckle)  
You are not in trouble. That is not  
what I called you in here for.

(MORE)

XAVIER (CONT'D)

(beat)

I have a request. A...*proposal* of sorts.

MELANIE

(raising an eyebrow)

For me?

XAVIER

I know how strange this must sound to you, but I assure you there is no reason to worry.

(he smiles again)

You and I are not much different than the other.

MELANIE leans back in the chair, crossing her arms over her chest. She raises her eyebrows, intrigued though confused.

MELANIE

I'm not really following you here, professor.

XAVIER, understanding as he is, smiles and leans in closer to the desk. He looks at MELANIE right in the eyes.

XAVIER

You are not the only one with a secret, Melanie.

MELANIE shifts uncomfortably in her seat, crossing one leg over the other and sitting up straight. She leans forward, resting her elbow on the table and pushing her fingers through the hair at the back of her head as she turns her left ear towards XAVIER, as if she didn't hear him.

MELANIE

(clearing her throat)

What?

XAVIER (V.O.)

(telepathically to  
Melanie)

(MORE)

XAVIER (V.O.) (CONT'D)  
I know that you are Spider-Girl,  
Melanie.

MELANIE is obviously flustered, unsure of what to do. She shifts in her seat again.

XAVIER (V.O.)  
(telepathically to  
Melanie)  
Use your thoughts.

MELANIE (V.O.)  
(telepathically to Xavier,  
unsure)  
So I take it you run around in  
tights in your spare time, too?  
(beat)  
Who's your alter ego? Hot Wheels?

XAVIER (V.O.)  
(telepathically to  
Melanie, lightly)  
Not quite. I am a mutant; a  
telepath.

XAVIER rolls his wheelchair out from behind his desk, moving around the left of the desk. As he moves he --

XAVIER (V.O.)  
(telepathically to  
Melanie)  
I would like to create a haven of  
sorts in which people like you and  
I can live safely and without fear.

He positions himself so that he is facing MELANIE. She turns in her seat, leaning her side against the edge of the wooden surface. She's still unsure of what to do with herself.

MELANIE (V.O.)  
(telepathically to Xavier)  
So, like a safe house or something?  
Or...like a bomb shelter without  
the bomb?

XAVIER (V.O.)  
 (telepathically to  
 Melanie)

I was thinking more of a school.  
 Somewhere that they can learn and  
 socialize without the risk of being  
 prosecuted by those who don't  
 understand our kind.

MELANIE (V.O.)  
 (telepathically to Xavier)  
 Like a boarding school for mutants,  
 then?

XAVIER (V.O.)  
 (telepathically to  
 Melanie)  
 Precisely.

MELANIE (V.O.)  
 (telepathically to Xavier)  
 What is it that you need outta me?  
 I'm glad to do it, but I'm a little  
 confused as to why you'd come to *me*  
 of all people.

XAVIER (V.O.)  
 (telepathically to  
 Melanie)  
 Your use of your abilities inspires  
 me, Melanie. You use them to help  
 others.  
 (beat)  
 I would like our students to do the  
 same, and they will need someone  
 their own age that they can relate  
 to.

MELANIE (V.O.)  
 (telepathically to Xavier,  
 laughingly)  
 It makes a lot more sense now. So,  
 you want like a super team? Oh,  
 here comes the--

MELANIE pauses a moment to think, squeezing her lips into a  
 small "O" shape and pushing them to the side of her face.

MELANIE (V.O.)  
(telepathically to Xavier,  
with a grin while waving  
her hands in the air)  
Super Mutant Squad!

We move to a CLOSE UP of XAVIER'S face as he smiles at  
MELANIE. On that we--

CUT TO:

INT. OSCORP - OSBORN'S OFFICE - DAY

We come in on a clean and tidy desk, freshly polished wood  
shining under the light above. The camera slowly tilts up to  
reveal NORMAN dressed in another nice dress suit and his lab  
coat. In his hand, he is flipping a rather impressive-looking  
mail opener that is shaped like a small sword. He is looking  
at a figure that we can only see from behind, but can  
identify as the BLONDE MALE from the flashback.

NORMAN  
(calmly)  
I realize he was caught.

BLONDE MALE  
It was Spider-Girl, sir, she--

The camera moves in on NORMAN'S hand as he stabs the mail  
opener into his desk. He pulls it back out after leaving it  
in for a few seconds.

NORMAN  
(calmly)  
I don't think you quite understand  
how little that means to me.

NORMAN stabs the desk again, making his goon jump.

NORMAN (CONT'D)  
(verging on psychotic)  
GET ME THAT PART!

NORMAN rips the mail opener from the wooden surface and throws it, narrowly missing the head of the BLONDE MALE. It stabs into a portrait of SPIDER-GIRL hanging on the wall across the room.

Stiff but confident all the same, the younger man nods and leaves without a word. NORMAN stands up from his desk and turns around to face the wall behind him.

CUT TO a CLOSE UP of NORMAN'S face, a sadistic grin on his lips. We see him look to the side and the camera PANS around to his back and we watch as he lifts a small hatch on the wall and presses down on an unseen button. A section of the wall directly in front of him slides upwards.

NORMAN (CONT'D)  
(stroking his chin)  
You may have bested a common crook,  
Spider-Girl...but let's see how  
well you are against--

CUT TO a CLOSE UP of the mask of the GREEN GOBLIN COSTUME.

NORMAN (O.S.) (CONT'D)  
(voice drops)  
The Green Goblin.

After CLOSING IN on the eyes of the MASK, we--

CUT TO:

INT. WATSON RESIDENCE - LIVING ROOM - SUNSET

CLOSE UP on MARY-JANE as she ducks, terrified, to avoid an object that flies over her head and shatters somewhere behind her. We can hear the raining of glass falling onto the ground as we PULL BACK to reveal the messy living room. Couch cushions are over turned. Liquor bottles are spread over different areas and we can see some dishes and silverware laying around.

DAVID  
You see what you've made me do?!

MARY-JANE  
Dad, I--

DAVID

What the hell are you just standing  
there for?! Pick it up!

MARY-JANE moves so that her back is to the wall as she lowers herself down on to her knees. Even as she reaches out to pick up the shards of glass, she keeps raising her gaze to watch DAVID. He is standing over her, glaring down at her, and is obviously intoxicated.

DAVID (CONT'D)

Any time today Mary-Jane? In the  
time it's taking you to pick that  
shit up, I could have already  
stepped on it.

MARY-JANE

(muttering)

Wouldn't be the worst thing to  
happen to you.

DAVID

PICK IT UP!

MARY-JANE

I'm *TRYING*!

She starts picking up the glass faster, one hand picking it off the ground and dropping it into the other hand. When it looks like it's all picked up, she brushes her hand across the ground to be sure. Suddenly, she jerks her hand up with a hiss of pain and instinctively balls up her other hand, which only makes her cry out. She stands up from the ground and turns around and we follow her to--

INT. WATSON RESIDENCE - KITCHEN

MARY-JANE drops the glass shards into the open trash bin and we can see the blood on her hands. She grits her teeth, turning to the sink and bumping the knob with the back of her hand to turn it on. She sticks her hands under the water, closing her eyes as her chin tilts up so that her face is towards the ceiling. We focus on her hands as she rubs them together, cleansing them of the blood before she grabs the soap. As she's finishing up, we hear--

DAVID (O.S.)  
 What's taking you so long in  
 there?! It doesn't take that long  
 to drop something in a trash can!

She ignores him and instead drops to a crouch. She opens the cabinets beneath the sink and pulls out a FIRST AID KIT. MARY-JANE makes her way to the table sits down in the obviously uncomfortable wooden chair. We watch as she tends to her cuts and wraps a bandage around each one that makes it look like she's wearing fingerless, homemade gloves.

DAVID (O.S.) (CONT'D)  
 Mary-Jane, if you don't get out  
 here right now, I swear--

MARY-JANE  
 I'm coming, okay?!  
 (to herself, frustrated)  
 God *damn* him.

We follow her back in to--

INT. WATSON RESIDENCE - LIVING ROOM

MARY-JANE ignores her father as she comes in, grabbing a few of the empty dishes. She stacks the glasses that fit within each other on top of one another and sets them on a pile of plates. She stumbles with them but is careful not to drop them as she turns back towards the kitchen.

DAVID  
 What do you think you're doing?

MARY-JANE  
 I'm cleaning up this mess. What  
 does it *look* like I'm doing, dad?

DAVID  
 Don't you give me that tone.

DAVID stands up from his seat and MARY-JANE sets the dishes back down on the living room table. She grabs her jacket from the coat rack beside her, pulling it on quickly.

MARY-JANE  
I'm leaving.

She turns and pulls the wooden door back, shoving the screen one open. We follow her to--

EXT. FOREST HILL, QUEENS - OUTSIDE WATSON RESIDENCE

She stomps down the front steps, tears in her eyes and over her shoulder we see her father storm out from the house behind her. She keeps walking, making it to the end of the driveway whereas he stops at the end of the steps.

DAVID  
You're worthless, Mary-Jane!

MARY-JANE  
(swallowing hard)  
I'm *LEAVING!*

She walks faster once she's cleared of her own house and MELANIE'S. It isn't until she's walked a good few moments before the tears start falling from her eyes. She reaches up, wiping them with the back of her sleeve as she rounds the corner to--

EXT. NEW YORK CITY - OUTSKIRTS OF THE BUSINESS DISTRICT

MARY-JANE stops dead in her tracks upon seeing three men in ski masks and dressed in all black. She backs up, hoping she hasn't been seen, but as she turns to run away we see the men charge after her.

Then, we--

BLACKOUT:

END OF ACT TWO

ACT THREEFADE IN:

EXT. NEW YORK CITY - BUSINESS DISTRICT - SUNSET

We are presented with a WIDE SHOT of the business district of New York City. We see several large buildings, most notably the DAILY BUGLE, SOLSTICE ENTERPRISES and STARK INDUSTRIES. A little farther in the distance we can also see the top of the BAXTER BUILDING.

We CLOSE IN on the city streets below and we see SPIDER-GIRL sitting with her back against a brick wall. The camera CLOSES IN on her and we see that her knees are bent and her feet are securely against the wall in order to keep her from falling the three stories to the ground below her. Around her neck we can see a camera hanging by a black and blue strap. She is holding a National Enquirer magazine. The headline reads:

**"HEIR TO STARK INDUSTRIES AND THE FANTASTIC "FIVE"? TONY STARK AND SUPERHERO-GONE-SUPERMODEL JONNIE STORM ARE EXPECTING!"**

SPIDER-GIRL laughs out loud, choking herself in the process.

SPIDER-GIRL

(reading out loud)

Tony Stark's current flavor of the month, Fantastic Four hottie Jonnie Storm, also known as Supernova, is expecting, confirms a source close to the supermodel.

(out loud, to herself)

An *imaginary* source, maybe.

(snickers)

Looks like that "fast metabolism" got you a pregnancy accusation, Combusto.

She lifts one hand and rubs the dip where her shoulder and neck meet on the left side and tilts her head once to the right and once to the left. She then shakes her head quickly, as if trying to shake something from it, and then goes back to reading the magazine.

## SPIDER-GIRL (CONT'D)

(reading out loud)

This news comes at a bad time for her older sister, Susan Storm, also known as the Invisible Woman. Susan was unavailable for comment after being recently admitted to rehab for a heroin addiction in light of the rumors that she is really a man. However, a source close to the family says that Susan is livid over her younger sister's pregnancy.

(beat)

Are you serious? Do people actually believe these fourteen-carat phonies? My IQ nose-dived into the center of the Earth for even *thinking* about looking at this. Probably explains why I actually bought it and read it...At least all J. Jonah does with the pictures I give him is call me evil.

(long sigh)

No more gossip rags for you, Spidey.

SPIDER-GIRL unexpectedly jumps from the wall and webslings around the side of the building. Mid-swing, she lowers herself closer to the ground and drops the magazine into a group of people walking on the sidewalk below her as she shouts--

## SPIDER-GIRL (CONT'D)

Free trashy magazine, courtesy of your Friendly Neighborhood Spider-Girl!

She propels herself back up into the air when her feet finally touch the ground. She throws out another web, taking her even higher into the skies over the city. She backflips, allowing herself to fall closer to the ground again before she throws herself back up, mindful of the camera secured around her neck. She is just about to go higher up again when the screen SOLARIZES for a split second and she jerks her head to the right.

SPIDER-GIRL (CONT'D)

Looks like I finally get some  
action, thanks to another dumbass  
who hasn't learned their lesson.

SPIDER-GIRL drops down to a building near where her spider sense was leading her. She dashes across the roof top, and drops into a crouch when she gets near the ledge. She crawls the rest of the way, holding on tight to the edge of the building as she peers over and sees three men crowded around a woman. A woman who she easily identifies as--

SPIDER-GIRL (CONT'D)

Shit! Mary-Jane!

Dropping her camera carefully onto the roof, SPIDER-GIRL drops down behind the men and fires a "scatter" shot of webbing that latches onto each one of them. She tugs it back roughly, yanking them to the ground. MARY-JANE looks over at her in awe and SPIDER-GIRL raises a hand, giving her a playful salute. Mary-Jane smiles, obviously relieved.

One of the men takes a swing at her and she dodges easily, throwing a punch to his face that knocks him right out. The other two try to ambush her from behind, one of them with a gun. She twists around and grabs the gun, snatching it from him and webbing it to the nearest wall. Then she jumps up and throws her legs out to opposite sides in order to kick both of them. One falls into a pile of trash cans while the other falls onto the conscious body of the first man.

SPIDER-GIRL (CONT'D)

Nice try. Maybe next time, though.

(beat)

Yeah right. But I guess a little  
false hope won't hurt, will it?

She grabs both of the men by the front of their shirts as they try to come at her again, and she yanks them towards each other. They smack heads with a loud *thud* and she drops them to the ground beside their fallen comrade. SPIDER-GIRL then turns to look at MARY-JANE and lets out a loud, exaggerated sigh.

SPIDER-GIRL (CONT'D)

Whew, glad *that's* over.

(beat)

You're safe now, lady.

(MORE)

SPIDER-GIRL (CONT'D)

The big bad wolf just took out  
those three, annoying little  
piggies.

MARY-JANE grins, taking a step toward the wallcrawler.

MARY-JANE

You don't look like much of a big  
bad wolf.

SPIDER-GIRL

That's all part of the big master  
plan. If you don't look the part,  
it catches them off guard.

MARY-JANE

You must *really* catch them off  
guard then.

SPIDER-GIRL

Are you saying I don't look  
threatening enough?

(whispers)

It's the tights, isn't it?

MARY-JANE laughs, folding her arms over her abdomen. She  
shakes her head.

MARY-JANE

It could definitely be the tights.  
But it's a good look for you!

SPIDER-GIRL

Is that code for, "You're totally  
rockin' it"?

MARY-JANE

(laughingly)

If you want it to be.

SPIDER-GIRL

I think I want it to be.

SPIDER-GIRL takes a step back toward the wall to the building that she had dropped down from. She turns slightly, putting one hand against the bricks and bending one knee so that she props herself up against the wall, ready to climb.

MARY-JANE

Hey, wait.

MARY-JANE approaches her and the webslinger crawls up the wall a small ways with one arm and one leg.

MARY-JANE (CONT'D)

Who *are* you?

SPIDER-GIRL

I'm your Friendly Neighborhood Spider-Girl!

SPIDER-GIRL angles her head downward and the cameras CLOSES IN on MARY-JANE'S bandaged hands. We PULL BACK just as the wallcrawler meets Mary-Jane's gaze.

SPIDER-GIRL (CONT'D)

Now, who *are you*? And what happened to your hands?

MARY-JANE looks slightly disappointed, like she expected more. But she seems to recover quickly, giving another smile.

MARY-JANE

Mary-Jane. And...it's nothing, really. I cut my hands on some glass from a cup that I dropped.

SPIDER-GIRL

Mary-Jane? Cute name; I'll remember that. Be careful next time, glass takes *any* opportunity it can to get us.

MARY-JANE blushes in the dim light given off by the flickering street lamp near them. SPIDER-GIRL takes that as her cue and without another word, she throws out a webline and disappears behind the ledge of the roof.

We CLOSE IN on MARY-JANE'S face as she looks up after SPIDER-GIRL and then we--

CUT TO:

EXT. NEW YORK CITY - ROOFTOP

CLOSE UP on SPIDER-GIRL'S face as she pulls the mask up to reveal her face. We PULL BACK in time for her to twist her body towards the edge of the roof where she had just come up from. She grins, obviously excited, happy even. She brings her hand up to her forehead and wipes the beads of sweat forming there. She leaves the mask off for a few moments to let her face feel the breeze and fresh air, then secures it back over her face where it belongs.

SPIDER-GIRL  
(to herself)  
She digs the tights. Who knew?

She shrugs to herself, turning away from the ledge and walking to the opposite side of the roof. She looks up, trying to find somewhere to throw her web when--

XAVIER (V.O.)  
(telepathically to  
Melanie)  
Melanie, join me at Solstice  
Enterprises immediately. We have a  
meeting we must attend.

SPIDER-GIRL (V.O.)  
(telepathically to Xavier)  
Aye, aye captain. I'm on my way!

SPIDER-GIRL throws out a web and swings from the roof. On that we--

CUT TO:

## INT. AVIATION MANUFACTURER - NIGHT

We come in on a WIDE SHOT of a large factory room. There are several machines in this room, as well as numerous parts that are neatly stored in various cabinets, bins, and crates. We CLOSE IN on two men. One is the BLONDE MALE we saw earlier in NORMAN'S office. The other is a middle-aged man with greying hair. They are both dressed in business suits. The blonde male is holding a gun with a silencer to the BUSINESSMAN'S head while holding a sealed box under his free arm.

BLONDE MALE

(gentlemanly)

Thank you for your cooperation, sir. My boss sends his greatest appreciations.

The BUSINESSMAN fears for his life. His eyes are wide and he is shaking slightly. He nods at the BLONDE MALE. The blonde male smirks, lowering his weapon as he turns. The camera follows him as he makes his way to the door. He stops just short of it and turns. He aims his weapon and fires a single round. He then puts the gun away and pulls out a cell phone to which he presses a single button before putting it to his ear.

BLONDE MALE (CONT'D)

Mr. Osborn? I have it.

NORMAN (O.C.)

(grin evident in his voice)

Excellent. Meet me in the lab in an hour. Bring the part with you.

BLONDE MALE

Yes sir.

(beat)

Wait, Mr. Osborn? I have some other information you might like to know.

NORMAN (O.C.)

Don't waste my time imbecile...it better be something good.

BLONDE MALE

I've recently received some...intel. A man by the name of Charles Xavier has arranged a meeting with one of your top competitors, Euphoria Solstice.

NORMAN (O.C.)

Solstice?!

(thoughtfully, as if to himself)

What would a woman like her want with a genetics teacher?

(serious)

Find out why he's there and what she's up to.

BLONDE MALE

Already done, sir. Xavier is requesting Solstice's assistance with a project of his. What I thought would interest you is that he's partnered with a certain wallcrawler...

NORMAN (O.C.)

When did this meeting happen?

BLONDE MALE

It hasn't yet. They are meeting in just over an hour.

NORMAN (O.C.)

I will handle this personally...and you live to see another day.

BLONDE MALE

Yes sir.

The BLONDE MALE closes the phone and we CUT TO a CLOSE UP of his eyes as they turn REPTILIAN YELLOW and he grins. On that we--

BLACKOUT:

END OF ACT THREE

ACT FOURFADE IN:

INT. SOLSTICE ENTERPRISES - MAIN LOBBY - NIGHT

We are brought into the far end of a long, hallway. It has white, smooth tile on the ground and the walls appear to be made of a slick, slate blue metal of some sort. It is unnaturally clean. After a few moments we hear the mechanical indication of automatic doors opening and then we see XAVIER roll in with SPIDER-GIRL walking not too far behind, pushing the wheelchair with her. They move quietly down the hallway until they come into a large room. There is a circular, white desk in the center that we can identify as the front desk. There are elevators on the left wall as well as the right wall. On the wall exactly opposite of the opening we can see another large corridor. Various chairs, couches and potted plants are placed around the lobby.

SPIDER-GIRL

Do we wait here, or are we supposed to go up and meet her?

XAVIER

We wait here. She will be down shortly, she had something she needed to take care of first.

SPIDER-GIRL

(whispered)

Don't forget what we talked about, Hot Wheels. I want to do this with you, but my identity stays *secret*.

XAVIER

You have nothing to worry about, Spider-Girl.

(playfully)

I can assure you that no one will know who is under that ridiculous mask.

SPIDER-GIRL

Ridiculous? Ridiculous?! Do you know wh--

The rest of SPIDER-GIRL'S words are drowned out when we CUT TO a pair of smooth, feminine legs walking towards the camera. Her high heels are clicking loudly against the floor, walking quickly and then she speaks with a heavy British accent--

WOMAN (O.S.)

Hello Charles, Spider-Girl, please  
come with me.

The cameras TILTS UP SLOWLY to reveal a stunningly beautiful woman with her golden hair put up in a tight bun and dressed in a clean, white lab coat. This is EUPHORIA SOLSTICE. She gives them a smile before turning around and walking back the way in which she came. She stops at the elevator and we see the button light up red without anyone having actually touched it.

We shift back to SPIDER-GIRL who is staring off after EUPHORIA. After a moment or two, we see XAVIER smile to himself and shake his head.

XAVIER

(amused)

That's enough gawking.

SPIDER-GIRL suddenly angles her face downward and we can tell that she is looking at him.

SPIDER-GIRL

I wasn't *gawking*.

She pushes him towards the elevator as it opens. She leads him inside after EUPHORIA steps in and they all turn to face the camera, which is still positioned outside of the elevator.

EUPPHORIA

Your mask doesn't hide it when your  
jaw is on the floor.

SPIDER-GIRL crosses her arms tightly over her chest.

SPIDER-GIRL

I was trying to figure out how those heels are even possible.

EUPHORIA

Honey, when you look this good, *everything* is possible.

The elevator closes on EUPHORIA'S smirk and we--

CUT TO:

INT. SOLSTICE ENTERPRISES - TECH LAB ROOM A

The elevator opens and EUPHORIA, XAVIER and SPIDER-GIRL exit into the hallway. The teenage superhero pushes the professor behind Euphoria as she leads them down the sparkling clean hallway that mirrors the one we saw upstairs. They enter a large, dark room filled with beeping electronics and machines and only technologies of various sizes and types. The camera follows close behind them and then we CUT TO a shot of Euphoria's hand as her delicate fingers tap on a handheld screen about the size of a small notebook.

Without hesitation, the entire room lights up brightly. EUPHORIA walks towards what appears to be the main computer with strong, confident strides like the woman of importance that she is. That is when she speaks, lightly but all business--

EUPHORIA

Charles, I had a few ideas to lay out for you. One of which *does* include the device you discussed with me in our prior meeting.

EUPHORIA hits another button on the handheld and blue orbs shoot seemingly out of no where, covering the entire room in a glow of the same color. The two orbs form together in the center of the room, forming a perfect hologram of XAVIER'S large estate.

SPIDER-GIRL

(awestruck)

Wow.

## EUPHORIA

Welcome to the Xavier Institute.

She taps the handheld once again, and the hologram flashes once before zeroing in on a specific portion of the building. It is displaying to us one wing of the giant estate.

## EUPHORIA (CONT'D)

This is the boys' dormitory wing.  
Beside it--

She taps it again, there is another flash, and the hologram zeros in on another wing of the school.

## EUPHORIA (CONT'D)

--Is the girls' dormitory.

Another tap and flash and we are shown another wing, only slightly smaller than the other two.

## EUPHORIA (CONT'D)

This is the wing for the teachers  
and other adults that have no need  
to be separated.

She taps the device again and the hologram zooms back out to show the entire school again. Another tap and various areas of the hologram turn a much lighter shade of blue.

## EUPHORIA (CONT'D)

These are the recreational areas  
that were already part of the  
estate. Any changes or additions  
you see here can be done by the end  
of the week, just give me the word,  
Charles.

She turns slightly to give the two attending her small demonstration a smile, then her attention is back on the hologram. A tap again and the hologram completely reconstructs itself to show a structure that looks almost entirely different.

EUPHORIA (CONT'D)

This is the lower level. It's a little too large to be your average basement, don't you think?

(beat)

We'll design it similar to the room and hallways you see in my building. Now, this room here--

The hologram zeros in a room on the far side, one that is bigger than the rest.

EUPHORIA (CONT'D)

This will be the room meant for Cerebro.

XAVIER'S eyebrows raise, clearly impressed. He smiles, pleased with what he has heard so far. EUPHORIA waits a moment, then with yet another tap the hologram zones in to another room, significantly larger than the last one that we were shown.

EUPHORIA (CONT'D)

The "Danger Room" will go here. Using experimental technology, we will implement a machine that creates simulated battles and situations for you to use to train your students with their own abilities.

(beat)

I'll require your assistance in putting these two things together, Spider-Girl.

SPIDER-GIRL looks away from the hologram, gaze focusing on EUPHORIA instead. The webslinger tilts her head to the side, confused.

SPIDER-GIRL

It looks like you and your company have it all under control, Miss High Heels. What do you need from a nerdy webhead like me?

EUPHORIA

(with a smirk)

I don't *need* anything. We are fully equipped to do all of this on our own. However, Charles is a close friend of mine and I figured if I'm going to be seeing a lot of you, well, I believe you know where I'm going with this--

(telepathically to  
Melanie)

*Miss Haelstrom.*

SPIDER-GIRL shoots a glance in XAVIER'S direction, as if giving him a quick glare, then she looks back at the blonde.

SPIDER-GIRL

I knew my spidey sense was tingling for a reason.

(beat, more serious)

We had a deal, professor.

XAVIER

Do not worry, Spider-Girl. Euphoria can be trusted with what she knows. She is not going to put you at risk.

We hear SPIDER-GIRL open her mouth to speak, but before she can get the words out--

EUPHORIA

Right then, moving along. The last thing I wanted to show you is--

EUPHORIA taps her handheld device once again and the hologram zones in on what appears to be a hangar.

EUPHORIA (CONT'D)

--the Blackbird. We already have a model that I can get to you as soon as the hangar is finished. It *is* a prototype, but it's fully functional.

(beat)

(MORE)

EUPHORIA (CONT'D)

It has an advanced voice  
recognition system and a cloaking  
mechanism that I designed myself,  
among several *other* things that we  
will discuss once it has been  
delivered.

The hologram zooms back out to show the entire estate once  
again, and EUPHORIA finally turns away from it. She tucks the  
device away into her coat pocket and as puts her hands on her  
hips, we see a undetermined figure in the shadows over her  
shoulder. We see the glow of REPTILIAN YELLOW eyes and--

EUPHORIA (CONT'D)

Any questions?

And on that we--

BLACKOUT:

END OF ACT FOUR

ACT FIVEFADE IN:

EXT. ABOVE NEW YORK CITY - NIGHT

We come in on an AERIAL SHOT of a fast-moving object. From far away it looks like a missile shooting through the air, but as we CLOSE IN, we see that it is the GREEN GOBLIN on a silver, bat-shaped, jet-powered glider. He is swerving through buildings, looking around in all directions. We can tell that he is looking for someone, and ardently at that.

GREEN GOBLIN

Here spider, spider, spider...

(cackling)

Come out, come out wherever you  
are.

He spins around, abruptly changing directions as if he has seen something. However, he continues to search for his target who is still no where in sight. Suddenly irrationally frustrated, he throws one arm behind him and digs in an unseen pouch beneath his long, purple cape. He produces a palm-sized orange and green PUMPKIN BOMB and looks down at his hand.

GREEN GOBLIN (CONT'D)

Looks like I have to *force* you out.

He mashes his thumb down on the small, hidden button on the bomb and then throws it down into the city streets. A few seconds pass and we hear the loud explosion, followed by a chorus of screams and shouts. Just under the glider we can catch the view that something down below is burning.

On that we--

CUT TO:

INT. SOLSTICE ENTERPRISES - TECH LAB ROOM A

CLOSE UP of SPIDER-GIRL'S face right before the screen  
SOLARIZES for a split second.

She glances to the nearest window, then back at EUPHORIA who is staring at her with raised eyebrows.

SPIDER-GIRL

I have to go. That window over there--

(she points)

Can you open it?

EUPHORIA takes the handheld device out of her coat pocket and does a series of taps with her thin fingers. There is a sound similar to a HISS as the window slides open and lets in a light breeze.

SPIDER-GIRL (CONT'D)

You're a life safer, blondie.

SPIDER-GIRL makes for the window and the camera follows her as she dives out of it, heading straight for the crowded streets below--

EXT. NEW YORK CITY - STREETS

SPIDER-GIRL throws out a weblines that she uses to throw herself around the other side of the building.

We follow her as she webslings another block or so, doing various acrobatics as she goes. When she rounds the final corner, we see that the burning we saw is an old antiques shop on the corner of two very busy streets.

SPIDER-GIRL

What the hell?

She catches herself on the brick wall just above the tallest flame, staring down at the mess that has been made of the small shop. She doesn't waste any time and jumps down to the sidewalk where a bunch of horrified citizens watch on in terror.

SPIDER-GIRL (CONT'D)

Is there anyone inside?

The citizens just stare at her, mouths agape and looking genuinely lost.

SPIDER-GIRL swallows hard, glancing back towards the building, then back at the people.

SPIDER-GIRL (CONT'D)

Do you know if anyone is in there?

Come on, he--

(beat)

Oh to hell with it.

She turns around and throws her fist through the glass that is still intact on the front display window. Mindful of the sharp shards left hanging she crawls into the newly opened space and the camera follows her to--

INT. BURNING ANTIQUES BUILDING

We CLOSE IN on SPIDER-GIRL'S face as she looks around. She coughs a few times and fans the air around her face as she pushes herself through the smoke.

SPIDER-GIRL (CONT'D)

Is there anyone in here?!

(she coughs)

Yell something, beat on something.

*Anything.*

She takes a step towards the back just as we hear what we identify as the GREEN GOBLIN'S glider just outside the window she came through. SPIDER-GIRL turns around just in time for us to CLOSE IN on her upper body as she leans backwards and to the right in order to dodge a blinking PUMPKIN BOMB. She snaps back up, rushing towards the camera, but it's too late. The bomb explodes and she is thrown off screen.

SWISH PAN to just outside the window where we see GREEN GOBLIN looking in, hovering just a few feet over the ground. He cackles almost maniacally and then--

GREEN GOBLIN

*There you are.*

Through the broken window we can see SPIDER-GIRL climb to her feet. She stumbles at first, but when she catches her balance she climbs through the open space and straightens up in front of him.

SPIDER-GIRL

And who are you supposed to be? The Joker?

GREEN GOBLIN

You are in no position for wise cracks, Spider-Girl.

SPIDER-GIRL

Call me crazy, but I thought Halloween was in October?

GREEN GOBLIN reaches for the pack underneath his cape and SPIDER-GIRL throws her fist into his abdomen. He is knocked off balance and almost falls, but catches himself before he can and he flies backwards to avoid any other surprise hits.

SPIDER-GIRL (CONT'D)

What's that? You carry a trick-or-treat bag with you too? I think they have doctors for your kind of problem, mister.

She throws out a weblines and wraps both hands around the base of the string. She jumps up and uses the leverage to slam her feet into his chest. He flies back into the wall, grunting on impact.

GREEN GOBLIN

(with a growl)

Why you wretched little bitch.

SPIDER-GIRL

Now sir, is that *any* way to speak to a lady?

SPIDER-GIRL webs each of his arms to the brick behind him and crawls up onto the wall beside him.

SPIDER-GIRL (CONT'D)

You wanna tell me who you are and why you're blowing up antique shops?

## GREEN GOBLIN

I'm a business man, pest,  
and nothing ruins a good  
business like a parasite  
dressed in spandex.

He grunts and with one swift movement he jerks his arms in to his chest and breaks the hold that the webs have on him. His arm farthest from SPIDER-GIRL hooks around to punch her but she leaps out of the way and his fist hits the brick instead.

## SPIDER-GIRL

Says the man dressed like the  
Wicked Witch of New York City!

GREEN GOBLIN shoves himself away from the wall and flies up high into the air. SPIDER-GIRL follows after him by crawling up the wall. We CLOSE IN on her as she makes her way up the building, then we CUT TO a CLOSE UP of the Goblin's glider as two relatively small horizontal hatches open on the front of it. Several bat-shaped blades shoot out of the openings and we CUT TO the webslinger as she looks over her shoulder in time to see them.

## SPIDER-GIRL (CONT'D)

I hate when they bring gadgets with  
them.

She jumps off the building and twists her body, the blades flying passed her and embedding themselves into the wall she had previously been clinging to. However, she misses one and we CUT TO a CLOSE UP of her leg as the blade cuts into the back of her thigh, pulling a pained cry from her.

She falls back-first towards the ground, firing a web that attaches to the bottom of the Goblin's glider. She pulls him down with her, then unexpectedly jerks it to a hard left and slams him into the side of the burning building. We hear the sound of the glider's impact as we watch Spider-Girl hit the concrete.

She picks herself up, bracing herself with the building and looks upward. The camera follows her gaze and we watch as the Goblin makes another attempt at shooting her with the spinning bat-blades. She rolls out of the way as we PULL BACK and we can hear the CLINK, CLINK, CLINK of the blades sticking into the ground off screen.

SPIDER-GIRL (CONT'D)  
(between heavy breaths)  
Don't you think that's enough  
playtime for today?

GREEN GOBLIN  
I'm just getting started.

The camera follows the webbing as she fires off a few rounds of her web "bullets", effectively jamming the open blade shooters.

SPIDER-GIRL  
Oh, clumsy me. Did my web clog up  
your fancy little knife gun?

GREEN GOBLIN tries, in vain, to fire off the blades once again. When he realizes what she has done--

GREEN GOBLIN  
Damn you!

SPIDER-GIRL  
Yeah, yeah. I've heard it all  
before.

With another web, SPIDER-GIRL pulls the GREEN GOBLIN down to her level and treats him to a fist to his masked face, immediately followed by a knee to the abdomen with her uninjured leg. He grabs for her neck, but she's faster, head butting him in order to throw him off balance.

GREEN GOBLIN  
Don't get your hopes up, this isn't  
the end of this.

He grabs for his pouch again, throwing a BAT-SHAPED BOMB down at SPIDER-GIRL'S feet as he cackles maniacally.

GREEN GOBLIN (CONT'D)  
Enjoy your time while it lasts,  
Spider-Girl!

As he flies away, the camera CUTS TO the bomb as it explodes into a cloud of purple-colored fumes. We PULL BACK as SPIDER-GIRL coughs uncontrollably and drops down on to one knee. She carefully crawls out of the smoke, managing to slip away from what is left of her "audience" and in to an empty alleyway.

The camera PANS and we are facing her as she collapses onto the ground completely. On that we--

CUT TO:

INT. HAELSTROM RESIDENCE - KITCHEN - NIGHT

CLOSE UP of a box of popcorn being set down on a clean, wooden surface. PULL BACK to show MARY-JANE turning around and hanging her denim jacket over the back of a chair.

MAY (O.S.)

I don't know where she could have gotten off too.

MAY walks INTO VIEW, straightening the jacket on the chair and then frowning at Mary-Jane.

MAY (CONT'D)

I haven't heard from her since this afternoon.

MARY-JANE

I'm sure she's fine.

(smiles)

You know how scatter-brained she can be sometimes.

MAY laughs quietly and shakes her head, reaching out and lightly touching MARY-JANE'S shoulder with a delicate hand.

MAY

What about you, sweetheart? How are things with you?

MARY-JANE smiles and leans in slightly as MAY pulls her into a full, but brief, hug.

MARY-JANE

The usual. Nothing special.  
(she motions towards the  
popcorn box)  
But I think a movie night is in  
order.

The elderly woman smiles and motions towards the fridge in  
the far corner of the room.

MAY

You picked a good time. I just made  
a pitcher of that Kool-Aid stuff  
you two used to love so much.  
(beat)  
But I'm going to turn in early.  
Unless you want me to stay with you  
until Melanie gets home?

MARY-JANE shakes her head, gently urging MAY towards the  
stairs.

MARY-JANE

That's okay, I'll be fine waiting  
for her on my own.

MAY

Are you sure, dear?

MARY-JANE

I promise.

As MAY walks up the stairs, MARY-JANE leaves the kitchen and  
we follow her too--

INT. HAELSTROM RESIDENCE - LIVING ROOM

We watch as she moves to the couch and sits down, folding her  
legs to the side of her body. We CLOSE IN on her face as her  
smile turns into a frown and we--

CUT TO:

INT. SOLSTICE ENTERPRISES - EUPHORIA'S OFFICE - NIGHT

We come in on a CLOSE UP of SPIDER-GIRL'S face as it shifts side to side. We PULL BACK as she sits up abruptly, throwing her legs over the side of the couch to the floor below. She stands up, the injured leg caving slightly under her weight.

She looks to her right and the camera follows her gaze to reveal EUPHORIA sitting on the edge of a desk.

SPIDER-GIRL (O.S.)

Where am I?

EUPHORIA

In my personal office.

(beat)

Not many get to see the inside. You were just lucky I decided to ignore that snide remark concerning my hair color...

SPIDER-GIRL comes INTO VIEW, standing in front of EUPHORIA.

SPIDER-GIRL

It could have been worse. I *could* have said "Barbie".

EUPHORIA

Yes. And you *could* have been in a coma. But you look like a smart girl. How about we keep it that way?

SPIDER-GIRL

I can't make any promises, but your hair color and high heels are safe for *now*.

EUPHORIA

There's a good girl. Now, don't you have some place to be? As much as I know you love being in my presence and all...I have work to do.

EUPHORIA steps down from her desk and moves around it. The camera follows her as she opens up a drawer on the desk and pulls out a manila folder. The camera CLOSES IN on the name printed on the folder:

"X-MEN"

The camera PANS as she looks up, revealing that SPIDER-GIRL is already gone.

On that we--

CUT TO:

INT. HAELSTROM RESIDENCE - LIVING ROOM - NIGHT

The camera FOCUSES ON the door as it opens and MELANIE steps inside with a limp. She closes it behind her and she turns towards the camera, smiling to something off to the right as the camera PULLS BACK and reveals MARY-JANE on the couch.

Melanie grabs on to the back of the couch and throws herself over it, plopping down beside the redhead.

Without looking at her, MARY-JANE slides Melanie the popcorn bowl.

MARY-JANE

You're late. Movie's about to start.

MELANIE

Sorry, got carried away at the library...you know how *that* goes.

MARY-JANE looks over at MELANIE suspiciously, but cracks a smile. She takes the blanket draped over the back of the couch and spreads it out before laying it over the both of them. Melanie lifts the popcorn bowl out from under it and slides closer to Mary-Jane, laying her head on her shoulder.

We FADE OUT and the screen stays black a few seconds before we--

FADE IN:

INT/EXT. LOCATIONS - VARIOUS. DAY/NIGHT

(MONTAGE)

EUPHORIA, XAVIER and MELANIE are underneath the XAVIER INSTITUTE looking down a long hallway, similar to the ones we saw at Solstice Enterprises.

EUPHORIA and MELANIE are in the DANGER ROOM. Melanie is on the ceiling, hanging upside down and dealing with a bunch of wires overhead. Melanie shocks herself and the camera CLOSES in on Euphoria's face as she rolls her eyes.

MELANIE crawls into her bed in her darkened bedroom. She wraps her arm around MARY-JANE'S waist. The camera CLOSES IN on Mary-Jane's comforted smile.

XAVIER and MELANIE are in the HALL OF CEREBRO. Melanie closes the hatch on the floor and stands up, giving Xavier a thumbs up.

The BLACKBIRD is carefully lowered down through a large opening in the ceiling. EUPHORIA is on the ground below, one hand on her head and the other in the air as the jet is rested gently on the ground.

EUPHORIA, XAVIER and MELANIE stand in front of a giant, stone sign with black lettering that reads: **"XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS"**.

(END OF MONTAGE)

FADE TO:

INT. XAVIER INSTITUTE - HALL OF CEREBRO - DAY

The camera is TILTING DOWN and we watch as XAVIER rolls up the long, relatively narrow platform that leads into the circular head at the front of it which Cerebro sits on top of.

MELANIE starts to walk after him, but--

XAVIER

Stay there and don't move.

MELANIE

Should I go wait outside?

XAVIER

No, that's quite all right. You can stay where you are, I just don't want you to stand so close, just in case.

MELANIE

Works for me. I need my brain intact.

The camera CLOSES IN on XAVIER'S face as he smiles and picks up the silver helmet. He places it over his head carefully and closes his eyes.

The room is suddenly spinning and everything but Xavier fades into a black nothingness, painted with glowing stars. The stars turn red in just a few seconds and Cerebro zooms in on a specific one.

The stars disappear and are replaced with a hologram resembling that of a computer screen. We can see an image of an UNIDENTIFIED FEMALE as well as writing to the side of the picture that is unreadable to us.

XAVIER

A mutant surfaced last night and her ability is potentially catastrophic.

(beat)

She's at Midtown General as we speak.

MELANIE reaches into her backpack and we CLOSE IN on her hand as it grabs for the SPIDER-GIRL COSTUME. She pulls it out as the camera TILTS UP to show her face. In the background we can see Xavier pulling off the helmet.

MELANIE

Then we better go get her before she hurts herself or someone else.

XAVIER rolls himself over to MELANIE, a sad look on his face as he looks up at her.

XAVIER

Let's hope that we're not too late.

CUT TO:

INT. XAVIER'S SCHOOL - HALLWAY

We see a BRUNETTE WOMAN with brown eyes dressed in a lab coat with the Solstice Enterprises logo on the pocket. She smirks, and we watch as her skin fades to a dark blue color and her hair is drained of its dark color, replaced with a bright red. The yellow eyes we saw earlier replace the dark brown ones and her smirk turns into a grin. She is MYSTIQUE.

MYSTIQUE

Not if I get there first, Charles.

On that we--

BLACKOUT:

END OF EPISODE