

THE OUTCASTS

"The Demons Among Us"

Written by
Aimee Nicole
Maddie Funderburg
Monica Patterson
Kerry Burkett

Based on characters from MARVEL COMICS

COPYRIGHT© 2011 VIRTUAL PRODUCTIONS, INC.

This script is the property of the Virtual Productions Network. No portion of this script may be performed, reproduced or used by any means, or disclosed to, quoted or published in any medium without the prior written consent of the Virtual Productions Network.

CAST

KRISTEN SPARKS.....JESSICA BIEL
MELANIE HÆLSTROM.....MISSY PEREGRYM
CHARLES XAVIER.....PATRICK STEWART
BOBBY DRAKE.....SHAWN ASHMORE
JEAN GREY.....FAMKE JANSSEN
ORORO MUNROE.....HALLE BERRY
KARIN WAGNER.....MICHELLE TRACHTENBERG
MARY-JANE WATSON.....KIRSTEN DUNST

GUEST STARS

MYSTIQUE.....EVANGELINE LILLY
LANCE ALVERS.....THOMAS DEKKER
PETRA MAXIMOFF.....BREA GRANT
WILLIAM MAXIMOFF.....BEN BARNES

TEASERFADE IN:

INT. ZERO STREET ASYLUM - NEW YORK CITY - NIGHT

We open to a shot of a window catching the rays of moonlight as they come through the glass. The camera slowly PANS toward the center of the room, catching the profile of a young woman whose long red hair is covering her shoulders. The camera then faces her as she sits Indian Style on a cot. Her eyes are closed tightly and she is dressed in white patient scrubs. She is JEAN GREY.

The camera PULLS BACK to the outside of her room, focusing on the door knob. Jean's silhouette can be seen through the sliver of a window that is on the large metal door.

We CUT TO Jean again. Her face is contorting, wrinkling her forehead in concentration. We watch her hands form fists, resting on her thighs.

We CUT TO the door once more. We hear a light click and the knob turns on its own. The door then slowly opens with a soft creak.

We then CUT TO Jean who takes a sharp breath, her eyes opening abruptly at the same time. She turns her head to look at the door, but otherwise remains completely still. A few moments pass before she throws her legs over the bed and plants her feet firmly on the ground. She drops to her knees and grabs a pair of jeans, a t-shirt, a jacket, a hat, and a pair of running shoes out from under her cot.

The camera PUSHES IN so that all we see is her waist as she slips her fingers into the waistband of the scrubs. The camera follows her hands as she pushes them down quickly.

The camera CUTS BACK up to her torso as she strips off her top and turns just enough from the camera that her arm blocks out any view of her chest. She quickly pulls her new shirt over her body and stands up straight.

We follow her as she darts to the door. She peers her head out and the camera looks down both sides of the hallway to reveal that no one is there. The camera shows us her face as a grin spreads across her lips.

We are then thrown behind her as she bolts down the hallway. She turns a corner quickly, but stops in her tracks when she almost slams right into a young, male ORDERLY.

ORDERLY

What are you doing? Visiting hours
were over an hour ago.

JEAN tilts her head to the side to cover her face with the hat. We can see her smile from the shadow that is cast.

JEAN

It was urgent. The lady at the
front desk said I could come in.

We watch as the ORDERLY inspects her closer. He narrows his eyes and when realization hits him, he grabs her left wrist tightly.

ORDERLY

You're coming with me.

JEAN

I don't think so.

JEAN points her index finger and flings it. Simultaneously, the ORDERLY is throw across the hall. As he hits the wall, Jean turns and runs.

The Orderly rubs the back of his head, slowly standing up. He points after her, a confused look on his face.

ORDERLY

(shocked)

STOP HER!

We SWISH PAN to JEAN as she runs down the hallway, dodging passed the uniformed people that make grabs for her. The camera FACES her as she runs and behind her we can see objects flying around, throwing themselves into the orderlies left and right.

JEAN
 (with a smirk)
 Gonna have to try harder than that,
 boys.

JEAN takes another corner and then she stops dead in her tracks once again. An expression that almost looks like fright spreads across her face and the camera PANS to see--

--Shadows that cover every portion of the being standing in front of Jean. The body is fit but curved, clearly that of a woman. Her hair is long, wavy, but the color is hidden by the darkness. The camera FOCUSES IN on the face but the only thing that can be seen is a smile that looks slightly familiar but we can't quite place. The camera moves up a small bit, slowly, to reveal eyes that glow and flicker like flames.

Jean is HALLUCINATING.

Before she can do anything, two men grab each of her arms from behind. They force them behind her back, but she is still lost in the eyes of the being before her. Out of the corner of her eye she sees the glimmer of light against metal and she turns her head. The camera follows her gaze for only a second before we CUT TO her face again as she shakes her head violently.

JEAN (CONT'D)
 NO! STOP! I'M NOT CRAZY!

The camera FOCUSES ON the needle as it sinks into her arm and the fluid in the syringe empties into her. We CUT TO her face once more, eyes already starting to droop.

JEAN (CONT'D)
 (voice trailing)
 I-I'm...n-not...c-crazy...

JEAN'S eyes roll into the back of her head and she falls. Before she hits the floor we--

BLACKOUT:

END OF TEASER

ACT ONEFADE IN:

INT. XAVIER INSTITUTE - CALCULUS ROOM - DAY

We come in on a large room made entirely of dark, polished wood. There are elegant light fixtures on the ceiling, as well as some decorative lamps that hang from high up on the walls. They are spaced a reasonable distance away from each other. The desks are black-topped tables that seat two people and the chairs given to the students are black and grey cushioned rolling chairs.

At the front of the room is ORORO. She is dressed in a purple skirt with a dark pink fray at the bottom. She has a white, short-sleeved t-shirt that exposes the area around her neck and her shoulders. In her hair is a purple band, on each of her wrists is a golden bangle as well a several thin gold bracelets, and on her feet are brown, open sandals.

Ororo is standing in front of the whiteboard, writing down a math problem that we can't read or distinguish except for the fact that the marker it's being written with is blue.

The only two students in the classroom are BOBBY and KRISTEN. Both are dressed in khaki pants and a polo shirt; Kristen in dark green and Bobby in royal blue. Kristen is looking down at her paper, furiously working on the question. The camera ANGLES ON her notebook and we can see that she's already almost finished with it.

We PULL BACK to show both Bobby and Kristen just as he leans over to her.

BOBBY

(whispered)

It's kind of weird being the only students in here. It's like ESL for mutants.

KRISTEN drops her pencil and slowly looks over at him, her lips are parted slightly and the corners of her mouth are tugging downward, almost dumbstruck.

KRISTEN

(whispered)

Do you even know what ESL means?
That didn't make any sense.

BOBBY
(whispered)
What does it mean, then?

KRISTEN
(whispered)
English as a Second Language.
That's what.

BOBBY
(whispered)
Damn. What the hell was I thinking
then?

KRISTEN
(whispered)
You weren't.

BOBBY
(whispered)
Asshole.

KRISTEN
(whispered, small grin)
Don't wear it out.

BOBBY
(whispered)
Was that a---

ORORO clears her throat loudly, tapping the smooth face of the whiteboard with the marker to get their attention.

ORORO
Kristen, would you like to answer
the question?

KRISTEN looks up from her desk and focuses her attention on ORORO. BOBBY sits up straight in his chair and snickers.

KRISTEN

You have to take the derivative of the equation and set it equal to zero.

(beat)

So it'd be uh... $4x^2 - 5x + 1$ and then you have to put that equation into the quadratic formula. So...

(beat)

It'd be five plus or minus the square root of twenty-five minus sixteen all over negative eight, then it'll be uh...

(beat)

Five plus or minus the square root of nine all over eight, so when you reduce it the zeros are one and one over four, making those the max and minimum points of the equation.

ORORO looks genuinely impressed, and it soon turns into a pleased smile.

ORORO

Very good. I can see why the professor is so fond of you.

The corner of one side of KRISTEN'S mouth lifts slightly.

BOBBY

(whispered)

Neeerrrd.

KRISTEN opens her mouth with the intention to protest, when--

XAVIER (V.O.)

(telepathically to all)

Ororo, Kristen, Bobby.

(beat)

Meet me in the library immediately.
I need to speak with you.

In succession, we CUT TO each of the three's concerned faces, ending on Ororo's before we--

SMASH CUT TO:

INT. XAVIER INSTITUTE - LIBRARY

We come in on ORORO, KRISTEN and BOBBY walking into the library. The camera PULLS FOCUS to show XAVIER sitting in his wheelchair in front of a large, elegant bookcase that extends from the floor to the ceiling. We notice that the entire room is covered in these same bookcases and each shelf is stuffed full of some form of literature or another.

Xavier smiles as they stand in front of him in a curved line, his hands on each arm of his specialized chair.

KRISTEN

What is it professor?

XAVIER

I have an assignment for all of you.

(beat)

But I suppose we should wait for our last guest before I continue. She'll be here momentarily.

BOBBY

"Last guest"? Who else is there?

KRISTEN

Do we have a new student?

XAVIER smiles and shakes his head.

XAVIER

No, we don't have any new students. I was talking about Spider-Girl. She will be assisting us in all of our endeavours from now on.

BOBBY

Does that mean we're going to start parading around in colorful costumes, Professor?

XAVIER

(lightly)

No, Bobby.

(MORE)

XAVIER (CONT'D)

I believe you and I share a similar view on colorful costumes.

BOBBY

You know...

BOBBY raises an eyebrow and puts his hand on his left hip. He seems to be slightly irritated. KRISTEN looks over at him questioningly.

BOBBY (CONT'D)

Who *is* she, anyway?

SPIDER-GIRL (O.S.)

Nunya. As in, none of your business, you know, for those who don't speak fluent street thug.

We SWISH PAN to see SPIDER-GIRL hanging upside down in the doorway. In one of her hands, we see a small, metal case.

SPIDER-GIRL (CONT'D)

Can you believe some crook had the balls to call *me* a hooligan today? You know what a "hooligan" sounds like? It sounds like an owl effected by the owl equivalent of Mad Cow Disease, that's what.

KRISTEN looks over at SPIDER-GIRL, arching a groomed eyebrow once again.

KRISTEN

I'm sure somewhere that logic would make sense.

SPIDER-GIRL

Well, *I'm* sure that one of these days, that eyebrow is going to say, "Up yours, Kristen!" and just flop right off your face when you decide to raise it again.

KRISTEN knits her eyebrows together. She is narrowing her eyes beneath the sunglasses.

SPIDER-GIRL shrugs her shoulders in an "oh well" kind of gesture and then looks at XAVIER, who looks thoroughly amused.

XAVIER

How kind of you to join us, Spider-Girl.

SPIDER-GIRL drops down and lands on her feet.

SPIDER-GIRL

Sorry I'm late, I had to grab something from a very special blonde first.

(beat)

I have a present for the one packin' the massive fire power.

SPIDER-GIRL walks towards KRISTEN, tossing the case to her. Kristen catches it, looking at Spider-Girl for a moment before she opens the case.

FOCUS ON the pair of sunglasses inside. They are made with sleek, black, rounded rims sporting ruby quartz lenses. Upon closer inspection we can see that at least one of the legs is branded in silver with: "**SOLSTICE ENTERPRISES**".

Kristen plucks them out of the case, impressed. We see her cheeks lift slightly, indicating that she has shut her eyes. One hand reaches up and removes the old ones crafted by Spider-Girl and the other hand replaces them with the new ones, made by none other than EUPHORIA herself.

KRISTEN

Wow. Thanks.

SPIDER-GIRL

I'll pass it on.

(beat)

That model is far less fragile and is designed to stay on your face even in a fight scenario.

(beat)

(MORE)

SPIDER-GIRL (CONT'D)

In other words, no more "oops"
moments like last week with Flash.

SPIDER-GIRL crosses her arms over her chest tightly and looks over at XAVIER. She looks back at KRISTEN and BOBBY quickly.

SPIDER-GIRL (CONT'D)

Except that fighting is bad kids,
and you shouldn't do it. Down with
the pow-wows and up with the...oh
forget it.

XAVIER and ORORO try to stifle their looks of amusement by SPIDER-GIRL'S quick save. Ororo breaks, however, and lets out a soft, brief laugh.

A moment later, Spider-Girl's attention is back on Xavier.

SPIDER-GIRL (CONT'D)

So, professor, what's the sitch?

XAVIER

There are two mutants that we must
to see today. One was just picked
up by Cerebro, she is in another
state entirely. However, the
other...

(beat)

I have been in contact with her for
a few years now, and my intention
today is to bring her to us.

KRISTEN

Another state? Professor, we--

XAVIER

-- will be employing the Blackbird.
Euphoria has given us the go ahead.

BOBBY and SPIDER-GIRL both fist pump at the same time. Seeing them, ORORO shakes her head, smiling, while KRISTEN stays mostly neutral, but a slight lift in the corner of her mouth tells us she has a bit of excitement as well. She keeps her attention trained on XAVIER.

XAVIER (CONT'D)

I will be splitting you up, as we don't have enough time to make both trips in the same day.

BOBBY

We can't, like, do one today and one tomorrow?

XAVIER shakes his head, rolling away from the fireplace. He repositions himself, facing them.

XAVIER

I have held a scheduled visit with this young woman for several weeks concerning what I plan to do today. I have never broken an appointment in the years I have been seeing her, so I don't wish for today to become the first.

BOBBY

So, why not wait on the other one then? We can go after *her* tomorrow.

XAVIER

Her situation is quite dire, I'm afraid. She cannot wait, either.

XAVIER lets out a soft sigh, his eyes briefly landing on ORORO'S before they move along to address the entire group.

XAVIER (CONT'D)

Kristen, you will come along with me.

KRISTEN nods obediently, content with her instruction.

XAVIER (CONT'D)

Spider-Girl, Bobby and Ororo, you will make the trip to Kansas. I have already entered the coordinates into the Blackbird.

SPIDER-GIRL
Kansas? Like, Dorothy and Toto
Kansas?

 XAVIER
 (amused)
Yes, Spider-Girl, that Kansas.

 BOBBY
Who the hell goes to Kansas?

 XAVIER
She didn't have a choice, Bobby.
They are holding her captive in a
traveling... "House of Horrors", if
you will.

 ORORO
 (disgusted)
What?

 XAVIER
They are using her as their main
attraction, but not for much
longer. The three of you are going
to get her out of there and bring
her back here, to safety.

 ORORO
Is there anything we should know
about her? What are her abilities?

 XAVIER
She's a teleporter.

 BOBBY
So why can't she just teleport out?

 XAVIER
She has yet to master it.
 (beat)
Which is why we need to get her
back here as quickly as possible.
 (beat)
 (MORE)

XAVIER (CONT'D)

Your jackets are downstairs in the locker room. Don't forget them when you get on the jet.

SPIDER-GIRL

(excited)

YES! I get to fly the Blackbird!

KRISTEN, BOBBY, XAVIER and ORORO all turn their heads to look at SPIDER-GIRL and on the funny look that they all give her we--

SMASH CUT TO:

INT. BLACKBIRD - IN THE AIR

We come in on a very unhappy SPIDER-GIRL, with her arms crossed tightly over her chest. She is slouched in her seat. We notice that she is wearing a black leather jacket over her costume.

PULL FOCUS to show ORORO sitting next to Spider-Girl. She is wearing the same jacket and has changed into jeans and a white t-shirt. She is piloting the Blackbird.

PAN AROUND so that we are looking directly at SPIDER-GIRL as BOBBY, also in the jacket, leans up from the seat behind her and drapes his arms over her shoulders.

BOBBY

Hey, chin up Spidey.

He tugs the collar of her jacket.

BOBBY (CONT'D)

At least you got a kick ass jacket!

SPIDER-GIRL puts the palm of her hand against BOBBY'S face and pushes him back into his seat.

SPIDER-GIRL

And you're going to have a kicked
ass if you lean back up here again.

ORORO

You both will if you don't put on
your harnesses.

BOBBY and SPIDER-GIRL look over at her and on ORORO'S grin,
we--

BLACKOUT:

END OF ACT ONE

ACT TWOFADE IN:

INT. ZERO STREET ASYLUM - FRONT DESK - DAY

We come in on the lobby of the asylum. The lighting in the room is bad, hardly lit by the dying, rectangular lights embedded in the ceiling. They flicker continuously and make an obnoxious buzzing noise. The floor is covered in greyish-white speckled square tiles and going down the center of the room is a row of wooden columns that are spaced a few feet apart from each other. In the far left corner is a small wooden table. There are four blue-cushioned seats on the east and south sides of the table, though they appear to be dusty and not often used. There is lamp on the end table that connects the two sets of chairs together, but it doesn't appear to be working.

On the same side of the room, situated near the table, are a set of double doors that lead into a hallway that we can't see. On the right side of the room we see the front desk, though it looks more like a rounded bar counter. The wooden slab facing us reads: "WELCOME". There is an elderly, grey-haired woman in green scrubs sitting behind the desk, though she pays absolutely no attention as we hear a WHOOSH sound come from somewhere off screen. Seconds later we see XAVIER roll into view, dressed in his usual navy blue suit. Beside him is KRISTEN.

The camera PANS AROUND so that we are facing them and we can see that Kristen is wearing dark, almost black, semi-baggy jeans and hiking boots. Tucked into her pants is a dark red shirt, and over it is a black leather jacket with a red "X" encased in a circle on the end of the collar. Her hair is pulled back in a ponytail.

PULL BACK again as they reach the front desk. The woman looks up, clearly bored. She is chewing on gum in a particularly rude manner, like a cow chewing grass, making one side of Kristen's nose lift in a mix of disgust and amusement.

XAVIER

(politely)

Good morning. I believe I have an appointment with a patient this morning at ten.

(MORE)

XAVIER (CONT'D)

Would you be so kind as to point my associate and I in the direction of Jean Grey's new room?

MS. COOKE

(pointing to the double doors, rudely)

That way, all the way down the hall. Take a left, another left, and her room is the first on the right. It doesn't have a number so don't ask me what it is.

XAVIER

Well Kristen, I suppose we should leave this wonderful lady to her...work, and keep our appointment with Miss Grey.

KRISTEN holds her straight face and nods. As XAVIER starts to move towards the double doors, she follows after him. She pushes the doors open and holds them so that he easily gets through. When the door closes, the two start moving down the hallway.

KRISTEN

So, you said she's like you, professor?

XAVIER

Yes. She has the potential to do even more than I, but in here her powers could flourish into something destructive. I refuse to let that happen.

KRISTEN

Sounds fun.

The two round the first corner and enter the other hallway. KRISTEN slips her hands into the pockets of her jeans.

KRISTEN (CONT'D)

I don't mean to be rude at all, sir, but why'd you choose me to come here with you instead of Spider-Girl?

XAVIER

Spider-Girl wants her identity to remain a secret, but Miss Grey needs someone she can connect to. Spider-Girl is the same age, yes, but without a face she is hardly a good candidate, and well,

(lightly)

I think you can gather why I am not a good choice, either.

(beat)

Jean needs someone to talk to as a friend, not as some elderly man and a crime fighter in spandex.

(beat)

She has been in here for a few years now. She is going to need a friend when we bring her back out into a "normal" society. There is no one better for this job than you.

XAVIER smiles at her and KRISTEN nods understandingly. She pulls her hands from her pockets as they round the last corner. She stops in front of an unnumbered door.

KRISTEN

I don't know how much of a friend I'll be, but if it'll help her avoid what I've been through...

XAVIER

I know, Kristen.

(smiles)

It's one reason I chose you.

KRISTEN smiles at him.

KRISTEN

(motioning to the door)

This is her room, isn't it?

XAVIER

I believe so. Will you do the honors?

KRISTEN reaches for the handle but stops herself. She realizes that it's probably locked. She walks to the end of their current hallway and peeks around to the next. Spotting the ORDERLY, she--

KRISTEN

(shouting)

We have an appointment over here.
Mind opening the door?

The ORDERLY looks at her and stares for a moment. When it finally registers in his mind, he walks over to her. The two make their way back to the door.

ORDERLY

You two are aware that she is in a deep state of psychosis, correct? She may not look it, but...we shouldn't even be letting you *in* here.

XAVIER

I was informed about her state of mind, yes. I still wish to speak with her myself.

The ORDERLY looks at XAVIER as though *he* is the crazy one. KRISTEN looks at the Orderly and raises her eyebrows as if testing him. The man in scrubs makes a face and quickly unlocks the door. He pushes it open for them.

ORDERLY

We warned you.

KRISTEN

We'd appreciate it if you'd mind your own business.

(cocky smile)

Thanks.

XAVIER smiles at KRISTEN, clearly amused. The ORDERLY walks away from the two, muttering something under his breath. Kristen and Xavier both ignore it and the camera follows them into--

INT. ZERO STREET ASYLUM - JEAN'S ROOM

A small, padded cell with nothing in it but a bed and a young, redheaded girl dressed in a white hospital gown. Looking up, the girl smiles at KRISTEN, locking her eyes on the red tinted glasses.

JEAN

I've been wondering when my knight
in shining armor was gonna get
here. I got so tired of waiting, I
tried to escape myself.

(beat, looking Kristen
over)

I guess a knight in a leather
jacket will do just as well.

KRISTEN'S eyebrows raise slightly and she looks a little caught off-guard. A light blush tints her cheeks but she tries to cover it up by pressing her lips into that familiar line.

KRISTEN

And you must be Jean.

JEAN

Must I? I thought I was Marilyn
Monroe.

(wink)

I don't think Kennedy could handle
a gal like me, though.

KRISTEN crosses her arms over her chest and shifts her weight onto her right leg.

KRISTEN

(trying not to crack a
smirk)

Considering Marilyn Monroe was a
little more blonde and a lot more
dead...maybe I should re-evaluate
my stance on your mental state.

JEAN

(smiles)

If you think that, then maybe you
are lost to the ways of sarcasm.

XAVIER

No Jean, that is why we're here. I
believe you belong at a school for
gifted children, not here in an
asylum.

KRISTEN

(looking at Jean)

It's a lot better than this little
dump you've got here.

(softly, almost shyly)

No offense...I just...I think a
girl like you deserves better than
a room with pillows for walls.

JEAN

(suggestively)

Oh, I like that. So, Kristen,
right? What does a girl like me
deserve?

KRISTEN swallows hard and shifts her weight onto her other
leg. Among other things, she is uncomfortable because of the
fact that JEAN was able to get into her head.

KRISTEN

(noticeably nervous)

I....uh...

XAVIER

To live a life with other mutants,
with children your age who have
powers all their own and who will
accept you for yours instead of
putting you in places like this.

KRISTEN nods along as XAVIER talks, constantly looking
between him and JEAN. Her gaze tends to linger on the redhead
each time.

KRISTEN

In other words, it's time to get
out of here.

XAVIER nods simply, approving of KRISTEN'S reiteration as to
what he meant by his words.

XAVIER

I will leave the two of you here
while I discuss Jean's release with
the doctors.

KRISTEN looks at him, her lips parted. She wants to say
something, but doesn't. With a smile towards her, XAVIER
rolls himself from their company and disappears off screen.
We hear the door SHUT off screen, but we fail to hear it
lock. JEAN grins over at KRISTEN.

JEAN

Ooo, field trip! I like those! Just
let me get some *real* clothes on.
(motioning to the gown)
I can't walk out of here in *this*,
now can I?

KRISTEN

Real clothes? You're in a *hospital*.
Where are you going to get "real"
clothes?

JEAN jumps off the bed and kneels down. She pulls out a pair
of jeans and a simple, green t-shirt. She stands back up.

JEAN
(kicking a pair of sandals
out from under the bed)
It's the fourth pair of clothes
I've stolen this month.

KRISTEN'S eyebrows raise again, this time more out of shock
than anything else.

KRISTEN
The...fourth?

JEAN
(simply)
Yep.

KRISTEN
How?

JEAN turns to face KRISTEN and smirks. She holds her hand up
and flicks her index finger in a "come here" motion which
causes Kristen to move the short distance between them in a
mere second. Their faces are inches apart.

JEAN
That's...*how*.

KRISTEN'S breath catches and she looks directly at JEAN. She
stands still for a moment, her body completely tense. A
moment passes, and then another, and then she finally relaxes
and lets out the breath she was holding.

KRISTEN
Makes sense.

JEAN
(clearly amused)
It does, doesn't it?
(wink)
Now, pardon me while I change.

KRISTEN takes a step away from JEAN and turns her body
towards the door.

KRISTEN

(half-jokingly)

And that's my cue to get out of here.

JEAN

Oh c'mon Krissie, we're both girls. It's not like you don't see the same thing every morning in the mirror.

The light pink hue returns to KRISTEN'S cheeks as she finds something else to look at besides JEAN. When the urge to turn her gaze back to the redhead overtakes her, she finally looks back and manages a small smirk.

KRISTEN

I think the circumstances here are a little different than me looking at myself.

JEAN

What makes you say that?

KRISTEN turns away from her and steps towards the door. She places her hand on the handle and pushes it open.

KRISTEN

You're a mind reader, aren't you?

JEAN (V.O.)

(telepathically to Kristen)

That one's harder to master than just moving objects. *And* I don't normally just bust into people's heads like the Kool-Aid man.

KRISTEN jumps, clearly startled. She tries to redeem herself by clearing her throat and she straightens one side of her jacket by tugging on the end of it roughly.

KRISTEN (V.O.)
 (telepathically to Jean)
 You forgot the "oh yeah".

JEAN (V.O.)
 (telepathically to
 Kristen, mimicking a deep
 male voice)
 Oh yeah!

KRISTEN laughs out loud. She bites down on her lip immediately after to stop herself, but she doesn't succeed in wiping the grin off of her face.

JEAN smiles brightly, pleased with herself.

JEAN
 And the professor thought I
 couldn't break you.
 (grins)
 You should laugh more. It's good
 for the soul, they say. And,
 well...
 (beat)
 I like your laugh.

KRISTEN drops her gaze and despite herself the smile on her face doesn't fade. She raises one of her hands, running it across the top of her head.

JEAN turns her back and slips the jeans on under the gown. She takes the gown off entirely afterward and slips the t-shirt on in its place. She turns back to face Kristen.

JEAN (CONT'D)
Much better.

On JEAN'S grin we--

CUT TO:

EXT. ABANDONED FIELD - STULL, KANSAS

AERIAL SHOT of the top of the Blackbird. It is slowly descending towards the ground.

When it lands, a cloud of brown dust puffs out from beneath the aircraft and disperses into the air.

CUT TO behind the jet as the ramp lowers in a series of smooth but mechanical sounds. We can see into the jet only a little ways, not far enough to see the three we last knew were inside.

As the ramp finally hits the ground we see ORORO, BOBBY, and SPIDER-GIRL come in to view at the top of it.

Spider-Girl leaps down first and lands with a thud when her feet hit the dirt. Ororo and Bobby follow close behind her, walking instead. As soon as all of them are out, the ramp closes back up.

We follow their gazes to see that the area around them is completely barren. However, far off in the distance we can see the silhouette of something that we can't make out.

We CUT TO Spider-Girl as the light breeze blows a sheet of paper into her face. She snatches it away and pulls it to where she can look at it properly.

SPIDER-GIRL

I've been here for less than a minute and something has already attacked me. No wonder no one likes Kansas.

BOBBY takes the paper from her hand and holds it in both of his own.

BOBBY

(reading out loud)

Welcome to the House of Horrors. This month only, we've chosen the Stull Cemetery, one of the six gateways to Hell, as our realm of absolute terror.

SPIDER-GIRL

I'll say.

ORORO

(eyeing Spider-Girl)

Shh.

(to Bobby)

(MORE)

ORORO (CONT'D)

Is that all it says?

BOBBY

No. There's a little more.

(reading out loud)

Legend says that the Devil himself had a child with a local witch and she was hanged. When the tree she was hanged from fell over, it created a gateway into Hell. What happened to the child, you ask? We have her right here!

(reading slows, disgusted)

Come to the House of Horror and see the child of the Devil.

SPIDER-GIRL

I don't think it's a good thing to be holding the child of the Devil.

(with a shrug)

What if he wants her back?

ORORO

(disgusted)

Child of the Devil. That poor girl's less demonic than *they* are, locking her up like an animal...

SPIDER-GIRL

All jokes aside, we need to get over there. There's no telling what they'll do to her.

BOBBY

Or what they've already done.

SPIDER-GIRL

I was trying to look at whatever bright side to this there was, and you *had* to go and say that, didn't you?

ORORO reaches over and puts her hand on SPIDER-GIRL'S back, rubbing gently.

ORORO

The bright side, Spider-Girl, is that we're going to get her out of there as soon as possible.

BOBBY

(pointing off in the distance)

I'm guessing that thing over there is what we're supposed to be looking for.

We hear the sound of a car quickly approaching off-screen. We PULL BACK across the street from our heroes as a white blur speeds passed. Soon after, we see a red blur and a black one following close behind. The sound of the vehicles fades as they get father away.

We CUT TO SPIDER-GIRL and ORORO who are looking over at BOBBY.

SPIDER-GIRL

I'm guessing you're right.

On a view of the silhouettes in the distance we--

SMASH CUT TO:

EXT. HOUSE OF HORRORS - STULL, KANSAS

We come in on a large, black tent. The flaps are pulled back and it is wide open. Fake, plastic chains hang from the top of the gaping hole that leads into the tent.

We PULL BACK to see several tents of dark colors ranging from black to medium greys. We see many people that are dressed in various "scary" costumes while others are dressed for a normal Midwestern spring day.

People are spilling in and out of the tents, squealing and laughing. However, some of the squeals and laughs turn into straight up screams. We then hear shouting and the camera quickly PANS 180 degrees and we hastily ZOOM IN on our three heroes who all turn to look to their right.

We follow their gaze to see three men dressed like the Grim Reaper.

We also see several people fleeing from them and their object of attention. They are holding on to a fuzzy, blue female whose Devil-pointed tail is thrashing around and she is struggling against them. She is wearing only a skimpy red two piece outfit that is tattered and torn and that we can only assume she was forced into wearing. She is KARIN WAGNER.

When she doesn't settle down, one of the costumed men pulls out a syringe and jabs it into Karin's neck. Within seconds she falls limp in their arms. One of them throws her over his shoulder and the three walk behind one of the many tents.

We PAN BACK to SPIDER-GIRL, BOBBY and ORORO who are looking on in a mixture of shock and disgust. Silence falls between them for a few seconds and then--

SPIDER-GIRL
Oh no they didn't.

And on that we--

BLACKOUT:

END OF ACT TWO

ACT THREEFADE IN:

EXT. HOUSE OF HORRORS - STULL, KANSAS

We come in on BOBBY'S face. He is peeking around what we can tell is one of the tents. His eyes move around, examining his surroundings that are not visible to us. His eyes widen suddenly.

His head disappears from our sight and we CUT TO the backs of SPIDER-GIRL and ORORO who are both looking out the other side of the tent.

ORORO

I don't see anything over here.

SPIDER-GIRL

Me either. Next tent?

BOBBY

(grabbing Spider-Girl's
arm)

Guys, look over here.

(beat)

I saw those guys coming out from
inside the tent behind this one.

SPIDER-GIRL pushes passed BOBBY and pokes her head around the side of the tent that he was looking out from. She looks off to the side next. She turns back to Bobby and ORORO.

SPIDER-GIRL

You guys thinkin' what I'm
thinkin'?

On ORORO cutting her eyes towards SPIDER-GIRL we--

SMASH CUT TO:

INT. HOUSE OF HORRORS - CAPTIVITY TENT - STULL, KANSAS

We come in on a large, metal cage. The thick bars are extremely close together; they are only inches apart. We keep moving in closer until finally the camera comes to an abrupt stop. We hear rustling inside, something soft against metal but all we see are shadows in the corner. After another moment, we see GLOWING YELLOW EYES peer straight at us.

LITTLE GIRL (O.S.)
(full of awe)
Mommy! Mommy! Look!

We PAN RIGHT to see a LITTLE GIRL no older than four and her YOUNG MOTHER moving towards the cage. The woman lets herself be dragged to the cage's bars by the girl.

YOUNG MOTHER
(tired and bored)
Yes, sweetie, I see it.

LITTLE GIRL
It's got a tail!

The LITTLE GIRL moves closer and points between the bars. The YOUNG MOTHER quickly snatches the little away from the cage and hugs her to her hip.

YOUNG MOTHER
Honey, no! You don't know how dangerous that thing is.
(beat)
It could have hurt you!

The YOUNG MOTHER takes the LITTLE GIRL further from the cage. She is walking towards the opening of the tent. The little girl is obviously not fazed by the supposed danger that she was in.

LITTLE GIRL
It was a gross monster!

The YOUNG MOTHER responds but we can't understand what she's saying as they leave the tent and disappear from our sight. We PAN AROUND to look back at the cage.

We CUT TO a CLOSE UP of KARIN'S face as her glowing eyes shut tightly and we see a streak of wet fur form just beneath one of her eyes.

KARIN
(whispered, raspy)
I'm...not a m-monster.

Off screen we hear the fake chains SMACK together in a series of POPPING noises. There are footsteps against the dirt and after a moment we see a silhouette of someone who is clearly male. When he walks into the dim light we can see that he is wearing khaki pants and a dark grey t-shirt with "JARDINE'S HOUSE OF HORRORS" printed on the back. He is holding a plate of something that we cannot see.

He walks up to KARIN'S cage and kneels down. He pushes the plate through the small slit underneath the bars. Without a word, he stands, turns, and disappears off screen. There is more POPPING noises as the chains are disturbed again and then the entire tent falls quiet.

CUT TO a CLOSE UP of Karin as she inspects the plate of what can now be seen as food. There is a chicken leg and three rolls on the plastic disc.

She hesitantly bites into the chicken. She pauses only for a moment and then she rips and tears into it until it's completely gone. She drops the left over bone back to the plate and devours the rolls quickly, one at a time. It's as though she hasn't eaten in days.

As soon as she finishes she shoves the plate back through the slit. She turns around and the camera follows her as she crawls back to the corner. She grabs the rim of a metal bowl and pulls it over to her with the strong sound of metal scraping against metal. We can see water glistening in the bowl when the bad lighting hits it. Karin peers into the water and her glowing eyes reflect off the liquid's surface.

She picks the bowl up in her hands and as she tilts it to drink from it--

We hear that familiar POPPING again, followed by footsteps and the camera finally CUTS TO a view of our three heroes' backs. They stop walking just short of the cage where Karin is being held.

ORORO
(gentle)
Karin?

KARIN
(quietly)
Who is zere?

SPIDER-GIRL
The ones that are gonna help you
blow this joint, fuzzbball.

KARIN
How do you know my name?

ORORO
We don't have time to explain. We
will tell you everything once we're
on the jet.

SPIDER-GIRL
Fancy get away ride if you ask me.

KARIN
It is useless. Everytime I get out
zey just catch me again.

BOBBY
That's before you had us to help
you out.

SPIDER-GIRL
I'm the master of jail breaks.
(beat)
And being a what I am, that
probably sounded bad.

BOBBY
(looking at Spider-Girl)
Yeah, just a little bit.

KARIN
(confused)
Vhat?

ORORO

Bobby.

(looking at him)

Stay here with her. Do not let anyone touch her.

(looking at Spider-Girl)

Spider-Girl, come with me.

ORORO turns to walk back out of the tent and SPIDER-GIRL follows close behind her. They disappear off screen and BOBBY sits down in front of the cage.

KARIN slowly crawls over to the bars and sits in front of Bobby. He looks over at her and smiles and on that we--

CUT TO:

EXT. HOUSE OF HORRORS - STULL, KANSAS

We come in on a group of people with four dressed in Grim Reaper outfits and two made up to be zombies. They are talking but we cannot understand what they are saying. Suddenly, they go quiet and the only thing we can hear are the rest of the going-ons around the fairgrounds.

SPIDER-GIRL and ORORO walk up to the group and they stop just a few feet short of the closest man. GRIM REAPER 1 looks directly at them.

GRIM REAPER 1

This is supposed to be a House of Horrors, not a circus.

SPIDER-GIRL

That's funny, because I thought it was supposed to be a House of Horrors too. Except that it's not.

(beat)

I see it more as a mutant containment camp run by a bunch of clowns in Halloween costumes and I don't like it.

(beat, hand on her hip)

(MORE)

SPIDER-GIRL (CONT'D)

So hand her over before your friendly neighborhood Spider-Girl drops the "friendly" from her title.

One of the zombies, a female, steps up beside GRIM REAPER 1.

ZOMBIE 1

Are you kidding? People come from all over the place to see that freak.

ORORO

(with a smirk)

How odd it would be for a hurricane to form over the Midwest and devastate only one town. I'm sure people would "come from all over the place" to see *that* as well.

(beat, looks at Spider-Girl)

What do you think, Spider-Girl?

SPIDER-GIRL

I say it looks like a storm is brewing. Hurricane Ororo, anyone?

The group continues to look at them, a few of the people tilt their heads. SPIDER-GIRL steps away from ORORO and we CUT TO a CLOSE UP of Ororo's torso as she tilts her face to the sky. Her eyes lose their stunning blue irises and both of them turn solid white.

PAN UP to the sky as the previously sunny day is overtaken by dark clouds that seem to come from no where. The clouds begin to churn and they start to slowly swirl counterclockwise. Within a few moments there is a recognizable cloud formation that is characteristic of a hurricane. Gradually it gets bigger and bigger. On further inspection, it becomes obvious that the worst of the storm is quickly approaching. The eye of the storm is almost at its end.

We CUT TO the group below again as the wind picks up significantly. On the group of employees backing away from Ororo and Spider-Girl, obviously terrified, we--

CUT TO:

INT. HOUSE OF HORRORS - CAPTIVITY TENT

We come in on BOBBY leaning his head against the bars of the cage. He is frowning, looking a little distressed.

BOBBY

Don't worry. Spider-Girl is a little loopy sometimes but she knows what she's doing.

(beat)

And Miss Munroe won't let her get off track.

KARIN looks at him, hugging her knees to her chest.

KARIN

Spider-Girl...is ze vone in ze mask?

(beat)

Zat isn't her real name, I hope.

BOBBY turns so that he is sitting directly across from her. He reaches behind his own head and rubs the back of his neck.

BOBBY

(jokingly)

Might as well be. She won't tell us her *real* name.

KARIN

Vell masking vone's appearance for safety purposes can be vise. Especially if you have somezing to hide.

(beat)

Trust me, I know.

We can hear the wind outside picking up. The fake chains on the door thrash violently. The walls of the tent make loud, booming noises as they are hit by the explosive force of the winds outside. BOBBY looks over his shoulder for a second, eyeing one of the walls. KARIN glances over as well.

Bobby turns his attention back to Karin.

BOBBY

I don't think we should have to
hide anything. It's not fair.

At the sound of his voice, KARIN looks at him again.

BOBBY (CONT'D)

Why can everyone else walk free but
we have to feel like we need to
mask ourselves?

(beat)

But I guess Spider-Girl is
different. She's a superhero. They
always hide their identities.

(beat)

Well, most do.

KARIN

You don't think we should because
you haven't been on this side of the
bars.

BOBBY opens his mouth to respond, but is interrupted by the
tent surrounding them being torn off the ground. They are now
exposed to the entire fairground.

He stands up quickly, clenching his hands into tight fists.
TIGHT ON his hands as they gain a light blue color.

Then we CUT TO a blue and red blur swing through the air.
SPIDER-GIRL lands in a crouch beside him. As soon as she
stands up, she is shoving him backwards.

SPIDER-GIRL

Quick, go help Hurricane lady. I've
got the fuzzy one.

BOBBY is hesitant for a second, but then he turns and runs
off in the direction that SPIDER-GIRL shoved him. She turns
to face the cage.

SPIDER-GIRL (CONT'D)

Lucky for you, I'm saving my knight
in tight spandex jokes for a less
pressing time.

KARIN

Danke.

(beat)

What are you doing?

SPIDER-GIRL

Getting you out of here.

SPIDER-GIRL grabs two bars right next to each other tightly. She spreads her legs apart, bracing herself. With a strained noise, she pulls the bars apart. They bend to her will, and soon she has a hole big enough for KARIN.

KARIN

Vell...sorry to break it to you
Lancelot, but you didn't have to do
zat.

In a burst of black smoke, KARIN disappears from the cage. In another burst she is standing behind SPIDER-GIRL. The wallcrawler spins around quickly, reflexes on high, and bats the air by her nose. She clearly smells something she doesn't like.

SPIDER-GIRL

(coughing)

First of all, congratulations on
scaring the hell out of me and
tricking my spider sense.

(taking a deep breath)

Second of all, that smells like
ass! What *is* that?

KARIN pauses, trying to recall the word.

KARIN

Brimstone.

The wind blows roughly, knocking both females off balance. When they regain their composure, SPIDER-GIRL grabs KARIN by the arm.

SPIDER-GIRL

Come on. We have a plane to catch.

With a THWIP, SPIDER-GIRL'S web shoots out at the camera.

CUT TO ORORO who is still fueling the makeshift hurricane.

BOBBY is standing beside her, fists up in a defensive position. He doesn't seem to know what he's doing.

One of the men dressed as a Grim Reaper standing near Ororo and Bobby points towards the camera.

GRIM REAPER 2
They've got the mutant!
(beat)
Stop them, dammit!

GRIM REAPER 2 and a few of the other horror-costumed men charged towards the camera and we CUT TO SPIDER-GIRL as she lets go of KARIN.

Karin ducks down cautiously, her eyes watching the approaching men. Spider-Girl throws her fist into the face of GRIM REAPER 2, knocking him backwards into ZOMBIE 2. They try to stand up, but a solid patch of ice forms beneath their feet and they slip right back down.

ORORO walks towards Spider-Girl, eyes still completely white. Her arms are stretched out to the sides and lighting bolts strike the ground around her to keep the other employees at bay.

SPIDER-GIRL
(yelling over the wind)
Get her to the jet! I'll catch up.
(beat)
And don't leave without me! I don't
have any sparklie red shoes to
click together!

GRIM REAPER 4, a female, makes a grab for KARIN from behind. With an audible BAMF and a cloud of smoke, Karin disappears from sight and reappears in another cloud in front of SPIDER-GIRL.

KARIN
(surprising confidence)
Nice try!

While GRIM REAPER 4 is disoriented, SPIDER-GIRL grabs her by the front of her robe and throws her into the two men sitting on the ice.

ORORO motions for BOBBY to come over to her then she turns to look at KARIN.

ORORO

Follow me!

KARIN looks at SPIDER-GIRL who motions towards ORORO and BOBBY. The fuzzy one runs off to the other two mutants and together they run off screen. We see a group of people follow after them but as soon as they go off screen, Spider-Girl throws out a "scatter shot" and yanks on it. The group is pulled back into the frame and the webslinger lets go of the web in her hand.

SPIDER-GIRL

Ladies and gentlemen, let's get this party started.

On SPIDER-GIRL crouching down, ready to jump, we--

SMASH CUT TO:

INT. BLACKBIRD - STULL, KANSAS

We come in on KARIN sitting in one of the seats. She seems a little on edge, but is not hostile. She smiles nervously.

We PAN LEFT to see BOBBY standing at the back of the jet. He is looking down the ramp, watching the wind blow around some of the dirt and loose straw outside. He frowns.

BOBBY

Should we *really* have let her stay out there by herself?

ORORO comes up behind him and puts her hand on his shoulder. She turns him around and urges him away from the opening and in to the cabin.

ORORO

She has been doing this much longer than we have. I believe we can trust that she knows what she's doing.

(quietly)

Even if she *is* a tad reckless.

BOBBY sits down in the seat next to KARIN and gently puts his hand over hers. He gives her a reassuring smile.

Karin looks up at him. She is skeptical, and jerks her hand away. Bobby looks a little hurt.

BOBBY

(lightly)

You don't have to be scared anymore. You'll never have to live like that again.

ORORO sits on the arm of BOBBY'S seat, looking over at the new mutant.

ORORO

We are taking you to a place with more people like yourself.

(beat)

Bobby and I included.

(beat, with a smile)

It is a school for gifted youngsters, a place to learn your abilities and be with people who will accept you for everything that you are.

We watch as KARIN nods slowly. She doesn't look sold on the idea. On that we--

BLACKOUT:

END OF ACT THREE

ACT FOURFADE IN:

INT. ZERO STREET ASYLUM - JEAN'S ROOM - NIGHT

We come in on JEAN sitting on her cot. KRISTEN is sitting across from her with her back pressed to the padded wall. Her gaze is cast off to the side while Jean is looking directly at her.

TIGHT ON Jean's face as a smirk slowly crosses her lips.

PULL BACK as Kristen's glasses begin to wiggle on her face. Kristen looks up at Jean just in time for the accessory to slowly slide down her nose. She reaches up quickly, holding on to the legs to keep them secure on her face.

KRISTEN

(sternly)

No, leave them alone.

JEAN

(pouting)

Why? Don't want anyone to see you're actually an alien under those specs?

KRISTEN

Unless you want to go from patient status to casualty status, we need to leave them *on my face*.

JEAN pushes herself off the cot and moves over to KRISTEN slowly. She drops down to one knee, the right knee bent up towards the ceiling. She drapes her right arm over the knee and her left hand is balled into a loose fist and rests on her left thigh. She grins.

JEAN

Kristen, something you need to know about me is that

(pause)

It might take me seconds or it might take me years,

(beat)

(MORE)

JEAN (CONT'D)

But I'm the kinda girl that gets
what I want.

JEAN winks at KRISTEN and telekinetically pokes her.
Kristen's body twitches and she hugs her sides, letting go of
her sunglasses.

KRISTEN

(hint of anger)
That's cheating!

JEAN

(casually)
It's not cheating, it's good
strategy.

We watch as KRISTEN'S glasses are lifted off her face. The
crimson glow appears before they are completely off. Kristen
shuts her eyes immediately and the glasses fall to the padded
floor. The glow stays around her closed eyes.

KRISTEN

(panicked)
JEAN!

Part of the glow around KRISTEN'S eyes breaks away and floats
towards JEAN. It shapes itself into a sphere the size of a
tennis ball. Jean lifts her hands, her fingers spread apart
and curved. Her hands are facing palm to palm and the ball
floats behind them.

JEAN

(nonchalantly)
What?

KRISTEN feels around the floor for her glasses. She is
squeezing her eyes shut.

JEAN tosses the ball back and forth in the air. She doesn't
let it touch her hands.

KRISTEN

I told you not to take them off!

JEAN suddenly stops playing with the energy ball and it floats in the air beside her head. She reaches out and picks up KRISTEN'S glasses, gently sliding them back on to her face. Her hands linger there.

JEAN
(gently)
What are you so afraid of?

KRISTEN looks directly at her, jaw tight.

KRISTEN
(darkly)
I've killed people with that very thing you're *playing* with right now.

JEAN takes her hands away from KRISTEN'S face and sits down completely on her bottom. She crosses her legs Indian Style in front of her. The energy ball floats over to Kristen and upon getting within inches of her body, it disperses into nothing.

JEAN
(quietly)
Kristen...
(softly)
You couldn't have. The way your blast was...there was no way that you killed them.

KRISTEN tilts her head slightly and her eyebrows knit together.

KRISTEN
(skeptical)
What are you trying to say?

JEAN presses her elbows against her knees and props her chin up in the palms of her hands.

JEAN
One great thing about being a telepath, Kristen, is that I can see through the eyes of others.
(MORE)

JEAN (CONT'D)

(beat)

Whenever I want.

(beat)

So when I picked up on the broadcast for the explosion, I had to take a peak.

(beat)

I know it wasn't you because the spot of the explosion I saw on the news and the direction of your blast from your memories were in two different places. It's impossible.

KRISTEN doesn't know what to make of the information. Despite herself, we see a look of relief make its way on to her face.

On JEAN'S bright visage, we hear a distinct click. We PAN RIGHT to see XAVIER rolling back into the room. With no one touching it, the door shuts behind them.

JEAN (CONT'D)

Did you have to go talk to a doctor in California or something? It's been *hours*.

XAVIER

(with a sigh)

Your father is a very determined man, Miss Grey, I will give him that.

KRISTEN

Is she coming with us?

XAVIER rolls next to them and the two teenage girls look up at him.

XAVIER

After a very long discussion with Judge Grey, yes. Jean will be coming home with us.

JEAN looks less than amused.

JEAN

Oh, so the honorable throw-your-daughter-in-a-padded-room-so-you-don't-have-to-deal-with-her Judge Grey decided I could go?

(beat)

Who said I wanted to his approval, anyhow?

XAVIER

(simply)

The law.

(beat)

Your father was hardly willing to even talk to me, Jean. It took nearly an hour just to get him on the phone. He fought to keep you in here and the doctors took to agreeing with him using false medical documentation on your "condition".

(with a smile)

But all problems aside, you have been discharged and will be leaving with us tonight.

JEAN

What was the catch?

XAVIER sighs. He knew she was going to ask.

XAVIER

Your release has to be kept out of the public eye.

(beat)

He is up for re-election soon and--

JEAN

He can't have his mutant daughter flaunting herself around town.

(beat)

Can't say I'm surprised.

KRISTEN looks at JEAN sympathetically. She knows what it feels like to not be wanted, and hates that it's happening to someone else.

When Jean notices, she lifts her hand and pats Kristen's cheek.

JEAN (CONT'D)

Don't look so sad. I'm a big girl now, I don't need "daddy" to love me.

(beat)

Come on.

XAVIER'S eyes follow JEAN as she hooks her finger underneath KRISTEN'S chin and slowly pulls it away when she walks towards the door.

He looks back at Kristen who shrugs at him and the two follow Jean out into--

INT. ZERO STREET ASYLUM - HALLWAY

XAVIER rolls a step or two ahead of the girls as they walk down the hallway.

As they pass one of the many closed doors, the camera stops moving. It stays looking at the door. Through the glass we see a young man with raven black hair dressed in white patient scrubs shouting in anguish.

PUSH IN through the window and we see three men in scrubs trying to control him, like wrestling an animal. The man screams as he struggles and fights like a mad man. This is WILLIAM MAXIMOFF.

ZOOM IN on a hand of one of the doctors, fingers wrapping around a syringe.

ORDERLY 2

HOLD HIM!

The others finally get a grip on WILLIAM, successfully holding him down. ORDERLY 2 jabs the needle into his neck. William continues to struggle, but as the camera ZOOMS closer we can see his tense body slowly begin to relax. His shoulders drop, his eyes roll to the back of his head.

FOCUS ON William's clenched fist and as his hand relaxes slowly, a red orb flies out of his palm and hits Orderly 2 square in the chest.

Orderly 2 grunts and as he is throw to the ground we--

BLACKOUT:

END OF ACT FOUR

ACT FIVEFADE IN:

INT. ZERO STREET ASYLUM - FRONT DESK - NIGHT

Everything is silent and still for a few moments, until a blur move across the camera. It zigzags about the room. Magazine papers shuffle about long after the blur has passed them.

The camera follows the blur as it bursts through the double doors and leaves them swinging back and forth. It travels quickly down the hallways. It enters one of the patient's room and then stops abruptly. Revealed to us is the back side of a woman dressed in a black leather jacket with dark denim jeans. Her hair is bleach blonde and cut short. This is PETRA MAXIMOFF.

Again in a blur, she darts across the room.

PETRA
(hushed)
Will! C'mon, wake up!

The camera follows her as she quickly undoes the several restraints that are binding him to his cot.

PETRA (CONT'D)
(exacerbated sigh)
Will, there's no time for this,
drugged or not.

PETRA shakes him by his shoulder over and over again. Her eyebrows furrow and she places her hands on her hips. She's thinking, trying to figure out what to do. She moves closer to WILLIAM, and back hands him across his face.

Will sits up quick as lightning, gasping.

WILLIAM
(disoriented)
P-Petra?

PETRA grins, pleased with herself.

PETRA
 (jokingly)
 No time for chit-chat, looney
 tunes, it's time to G.T.F.O.

PETRA moves to his side and puts one of his arms around her shoulders. She lifts him up slowly, clearly not her usual style.

WILLIAM
 (tired smile)
 H-how did you...

PETRA dangles a set of keys on her right index finger, in front of his face.

PETRA
 I'm amazing. Maybe one day, you
 will be too.
 (beat)
 Oh who am I kidding? That'll never
 happen.

ZOOM IN on the twins and WILLIAM gives his sister an amused smile. The smile fades just as soon as it appears however.

We PAN AROUND to see a man in scrubs turning into the room. The pair stare blankly at ORDERLY 3. He stares back and begins to take a deep breath.

ORDERLY 3
 HEL--

Before he can finish his cry, a white blur leaves WILLIAM'S side and rams ORDERLY 3. The blur returns to William's side before the man even begins to fall.

PETRA
 (through grit teeth)
 We've gotta move. Now.

PETRA and WILLIAM move through the doorway and the camera follows them down the hall. They move slowly due to William's incapacities at that moment.

PAN AROUND and we look over their shoulders, facing ahead of them. Two young men and a female in scrubs step in the way of the sign clearly labeled "EXIT".

Petra twists around and we follow her gaze to see another male and another female blocking them from where they came.

PETRA (CONT'D)
 (mumbling with a German
 accent)
 Scheisse!

Frantically, PETRA tries to find an exit. She is unsuccessful; they're completely trapped.

PETRA (CONT'D)
 (hissing in his ear)
 Will, you have to do something.
 Otherwise, I will leave your ass
 here.

Her panicked demeanor says otherwise, however. She doesn't want to leave him here.

We watch as WILLIAM slowly moves from her to stand unsteadily on his own. He shifts his body, pushing his back against the wall of the hallway. He tilts his head down, his eyes constantly looking side to side to watch the orderlies. ORDERLY 4, a man, steps forward and at that moment a cry fit for Attila the Hun booms from William's lungs as he throws his head back and we--

SMASH CUT TO:

INT. XAVIER INSTITUTE - KRISTEN'S ROOM

We come in on KRISTEN shrugging her leather jacket off. She folds it once and lays it down on the bed, then walks over to her mirror. She stares into it and she raises her left hand, letting her fingertips grope one of the legs of her sunglasses. Her lips, previously set in a straight line are turned into a frown when the corners of her lips tug downward.

She delicately takes hold of the leg, slowly pulling the accessory away from her eyes.

When the glow begins to form, she puts them back against them. Her gaze redirects itself to the surface of her dresser as we hear a CLICK off screen.

Kristen looks up again and glances over her shoulder. In the mirror, we can see the door opening and JEAN walks inside.

CUT TO the two of them standing feet apart from each other as Kristen turns around.

KRISTEN
(interrogatively)
What are you doing?

JEAN
(eyebrows knitting
together)
Coming to see if you wanna show me
around?

KRISTEN
You can't just walk in here without
knocking, Jean.
(beat)
The door was closed for a reason.

JEAN
(shrug)
Wasn't locked.

KRISTEN'S jaw clenches and her lips tighten so much that they form a small "O" shape. Her hidden gaze follows JEAN as the telepath moves over and sits down on her bed.

CUT TO Jean as she folds one leg over the other and smiles at Kristen.

JEAN (CONT'D)
I'll knock next time.

KRISTEN crosses her arms loosely over her chest. She's still irritated, but lets it go. She feels a pang of guilt for snapping, but doesn't show it.

KRISTEN

(soft)

Thank you.

JEAN looks over at KRISTEN'S night stand and reaches out, grabbing a framed picture.

FAVOR ON the picture of MARY-JANE. In the image, she is standing in a green sweater and she is looking over her shoulder with a gorgeous smile on her face.

CUT TO Jean again as she looks up at Kristen.

JEAN

Is this her?

KRISTEN walks over to her, sitting down beside her. She takes the picture from JEAN'S hands and looks down at it.

KRISTEN

Yeah.

JEAN'S attention is set on KRISTEN. Her eyes flicker between Kristen's face and the picture that she's holding.

JEAN

So...how long have you two been dating?

KRISTEN doesn't look up from the picture. She lets her thumb gently rub over the glass guarding the image, a frown setting in on her young features.

KRISTEN

A few weeks.

(beat)

But I haven't seen her since I came here.

JEAN plucks the frame from KRISTEN'S hands and turns slightly so that the two are almost facing each other. She pulls one of her legs up on to the bed, bending it and placing her hand on her own knee.

JEAN

How come?

JEAN knows that she's prying and that KRISTEN doesn't want to talk about it, but the redhead knows she needs to.

KRISTEN

(after a deep breath)

It's not a big deal. But thanks.

JEAN

You can't lie to a telepath,
Kristen.

(gentle)

What's bothering you?

KRISTEN

I don't *know*. I've never been
someone that shares my feelings.

JEAN

Oh, trust me, I gathered that much.

KRISTEN

(ignoring the comment)

I like Mary-Jane, I really do. But
last week, I was horrible to her.

KRISTEN looks down, but JEAN reaches over and puts her finger underneath the brunette's chin. She gently forces Kristen's head back up.

JEAN

I'd be more worried if you hadn't
acted like a bitch.

(rubbing Kristen's jaw
with her thumb)

It's not every day you find out
you're a mutant and get accused of
something as awful as murder.

(trailing)

And your parents...

KRISTEN
(raising an eyebrow)
I thought you said reading minds
was hard to master.

JEAN
(playful grin)
It's hard not to listen in when
you're thinking so loudly.

Off screen we here a soft KNOCK, the sound of knuckles
against hard wood.

SWISH PAN RIGHT to see BOBBY standing at the door. KARIN is
standing just behind him, almost afraid.

BOBBY
Can we come in?

CUT TO JEAN as she raises her eyebrows. KARIN'S appearance
was definitely a surprise to her. By the lifting of KRISTEN'S
as well, we can tell she feels the same. After a moment,
however, Kristen gives a small smile and nods.

PULL BACK so they are all in the same frame. BOBBY and Karin
approach them slowly. He puts his hand on Karin's lower back
and pushes her forward slightly.

BOBBY (CONT'D)
This is--

JEAN
Karin.
(with a smile, to Karin)
Blue looks great on you. The tail's
a nice touch too.

KARIN
(quietly, with a shy
smile)
Danke.

JEAN
I'm Jean.

KRISTEN
And I'm Kristen.

KRISTEN holds her hand out towards KARIN. Karin steps back slightly and Kristen's expression falls a bit. JEAN takes notice.

JEAN
We're just like you, Karin.

To make her point, JEAN telekinetically picks up the picture frame on KRISTEN'S night stand and lets it float in front of BOBBY and KARIN. She sets it back down with a smile.

JEAN (CONT'D (CONT'D))
See?
(jokingly)
And Kristen here can't take off her sunglasses or she gets really angry and turns all big and green. Kinda scary.

On KRISTEN'S obvious glare--

JEAN (CONT'D)
If it were true, it would be scary, I meant to say.
(with a light laugh)
She can't take her glasses off because she can't control her mutation. So in a way, she's more like you than we are.

KARIN looks at JEAN briefly and with a small upward lift of the corners of her mouth, she takes KRISTEN'S hand. After a quick shake, the two withdraw their hands back to themselves.

BOBBY
(to Jean)
So you're like the professor?

JEAN
(innocently)
I didn't know I was an old bald man with wheels for legs.

BOBBY

Oh, great. We've got Spidey 2.0
already.

JEAN

(sliding her hand to her
hip)

I'm one of a kind, sweetheart. No
2.0 in here.

The playful air is interrupted--

XAVIER (V.O.)

I need to see everyone in the main
room. It's *urgent*.

On KARIN looking extremely confused and the concerned glances
of the others we--

SMASH CUT TO:

INT. XAVIER INSTITUTE - MAIN ROOM

We come in on everyone watching a big, flat screen TV
intently. KRISTEN, JEAN and KARIN are sitting on the couch
while ORORO and BOBBY sit on the arms. SPIDER-GIRL is hanging
from the ceiling above the three on the couch. XAVIER is
sitting off to the side, his wheelchair facing the TV. On the
screen, we can see a NEWS REEL playing. The bottom strip
says: "**BREAKING NEWS: ZERO STREET EXPLOSION**". There is no
actual footage playing, implying the news crews are not yet
on the scene.

There is a chorus of soft gasps from the members in the room,
all except Xavier who has previously seen it.

KRISTEN

We *just* left from there! What the
hell happened?

XAVIER

I haven't a clue, but I need you
get down there and *fast*. Spider--

SPIDER-GIRL
I'm on it, Hot Wheels.

She swings backwards and drops down from the ceiling, landing behind the couch. She starts towards the camera.

The five others rise up and start to follow her.

SPIDER-GIRL (CONT'D)
Come on, my mutant posse. It's time...man, what is my *problem*? I'm all joked out!

KRISTEN
Maybe that's a good thing.

SPIDER-GIRL
You start with that mouth and you'll be chewing on web for days.
(mocked southern accent)
I'm the boss 'round these parts, partner.

JEAN
(whispered to Kristen)
She always this full of it?

SPIDER-GIRL
I heard that.

ORORO stops suddenly.

ORORO
Wait, girls.
(beat, to Xavier)
Should we be taking Karin and Jean out so soon? They've only just arrived.

KARIN
I have been locked up before and so have zey. Now ze place is burning?
(voice tapering off in shyness)
(MORE)

KARIN (CONT'D)

I-I won't just sit here and do
nozing... I have a power for a
reason right?

XAVIER is quiet for a moment, contemplating. After a moment,
he directs his gaze to SPIDER-GIRL, who shrugs her shoulders.

XAVIER

I think Karin will be fine to go
along.

(to Karin)

So long as you follow Spider-Girl's
orders.

(to Jean)

I trust you know what to do as
well, Jean?

JEAN

How hard can following a bug be?

SPIDER-GIRL

(mutters)

We'll find out if you call me a bug
again...

On JEAN'S smirk we--

BLACKOUT:

END OF ACT FIVE

ACT SIXFADE IN:

EXT. ZERO STREET ASYLUM - FRONT ENTRANCE - NIGHT

We come in on an ESTABLISHING SHOT of a cool night sky. We can see black smoke rising in, polluting the beautiful view.

PAN DOWN slightly to reveal flames licking at the sky. They are bright and more pronounced due to the dark contrast.

PAN DOWN further to reveal that the ASYLUM is on fire. There is a light breeze that causes the flames to flicker even more.

CUT TO WILLIAM as he is backed up against a brick wall. His brown eyes are wide in fear and we PAN AROUND to reveal a line of police officers with their guns pointed at him.

COP 1

DON'T MOVE!

WILLIAM looks around, trying to find an escape. The police begin to make advancing steps and he sees that there is no way out. He closes his eyes tightly as his hands began to glow a deep red color.

The police start muttering amongst themselves, but while the sound is distinct we still cannot understand a word of what they're saying.

CLOSE UP on COP 2, a young blonde man, who is repeatedly going for the trigger. He is trying to decide whether or not he should just shoot William.

PULL BACK as a white blur dashes in front of the men. Before they even know what's going on, we can see that their weapons are no longer in their hands.

SWISH PAN to the LEFT to reveal PETRA standing at the end of the line, dropping the weapons on to the ground by her feet.

PETRA

You gonna keep standing there, bro?
C'mon, c'mon!

WILLIAM looks between PETRA and the police officers. He isn't sure what to do, and Petra is getting agitated.

PETRA (CONT'D)

Come on!

COP 1 dives for his weapon, but before we can grab one of the guns they all lift into the air and out of his reach.

JEAN (O.S.)

Didn't our mothers teach us guns
were bad?

The POLICE, PETRA and WILLIAM all turn to look and we follow their gaze to JEAN. Standing to her left are KRISTEN and BOBBY. On her right are ORORO and KARIN. They are all wearing dark pants and their leather jackets.

We watch as SPIDER-GIRL swings out of the night sky from behind our heroes and backflips over them. She lands in front of Jean in a crouch.

With one hand against the ground, Spider-Girl looks up towards the camera.

CUT TO the cops as they are distracted by the newcomers. PETRA grabs WILLIAM by the arm and drags him out of the frame quickly. The cops turn to watch, their bodies facing in the direction the MAXIMOFF TWINS ran in.

CUT TO Kristen as she gawks at the unmoving police. After a moment, she jerks her head towards Jean and Bobby, then at Ororo and Karin. Knowing that she can't do it, she--

KRISTEN

(authoritative)

Somebody get them!

(beat, to Spider-Girl)

Go!

SPIDER-GIRL snaps her head up to look at KRISTEN.

SPIDER-GIRL

Alright Bossy Betty, I'm going.
Sheesh.

CUT TO PETRA and WILLIAM as they run. SPIDER-GIRL lands in front of them, forcing them to a skidding stop.

SPIDER-GIRL (CONT'D)
I'm not going to jump to conclusions just because I saw a line of cops pointing loaded guns at you--

SPIDER-GIRL bends backwards quickly to avoid PETRA'S flying fist.

SPIDER-GIRL (CONT'D)
But that was the finishing touch.

SPIDER-GIRL snaps back up, flipping backwards and landing with her knees bent and her hands against the ground.

SPIDER-GIRL (CONT'D)
Were manners not practiced in your household as children?

PETRA
Says the bug sticking her nose in other people's business.

ORORO (O.S.)
You mean the entire city's business?

CUT TO behind PETRA AND WILLIAM so that we can see ORORO and the others walk up behind SPIDER-GIRL.

KRISTEN
Blowing up a building isn't the best way to slide under the radar.

PETRA
(darkly)
Get out of our way.

JEAN

Do you think we belong in this
crazy house? If so, then maybe you
should stay and get some help.

(beat)

You're not going anywhere.

WILLIAM stands there, looking between PETRA and the group of others. He looks torn. His hands begin to glow and he throws his arms into the air. Red orbs fly everywhere.

One hits KRISTEN in the chest and knocks her backwards until she falls. One hits JEAN in the stomach, throwing her into Kristen. BOBBY manages to freeze one, by the second time the orb doesn't freeze, by work of WILLIAM'S probability altering abilities, and Bobby is hit in the face and knocked to the ground roughly.

KARIN BAMFS out of the way of one, but is hit by another when she reappears. ORORO, distracted by the cloud of smoke, is hit in the back while SPIDER-GIRL jumps and flips around, dodging several of them until four fire at her at once and finally put her into the ground with a grunt.

JEAN (CONT'D)

That's it. Games are over.

JEAN pushes herself up from the ground, telekinetically pulling her "teammates" with her.

CLOSE IN on Jean as her green eyes narrow.

PULL BACK quickly as PETRA and WILLIAM are blown back significantly by an unseen force. Behind the twins, we can see the police officers scurrying off like roaches.

PETRA

(smirk)

Is that so?

PETRA becomes a white blur again, zipping around our heroes repeatedly. She's taunting them.

SPIDER-GIRL pushes herself up onto one knee. Although her head isn't able to keep up with Petra, we can see that she's still tracking her with her spider-sense.

SPIDER-GIRL
 (sing song voice)
 I'm gonna getcha it's a matter of
 fact...

The blur keeps zipping around, circling them, zigzagging
 between them. SPIDER-GIRL keeps watching, waiting.

SPIDER-GIRL (CONT'D)
 (sing song voice)
 I'm gonna getcha, don'tcha worry
 'bout that...

She stands up slowly, but keeps her back arched and her legs
 spread apart, knees bent, so that she's not yet standing to
 her full height.

SPIDER-GIRL (CONT'D)
 (sing song voice)
 You can bet your bottom dollar in
 time you're gonna be...
 (beat)
 MINE!

She fires a web that latches on to PETRA'S chest, halting
 her. She yanks her closer, but the web falls off as though it
 has lost all adhesive abilities. WILLIAM'S probability powers
 are at play again.

SPIDER-GIRL (CONT'D)
 What the--

PETRA rushes up to her, a grin on her face.

PETRA
 Sorry bug, you're gonna have to be
 better than that.

She zips off again.

SPIDER-GIRL
 (shouting after her)
 SPIDERS AREN'T BUGS, DAMMIT!
 (beat, huff)
 (MORE)

SPIDER-GIRL (CONT'D)

And that's not a nice way to talk
about my singing voice!

KRISTEN

We don't have time for jokes,
Spider-Girl.

BOBBY

What the hell else are we supposed
to do? She's too fast!

BOBBY snaps his head to look at KRISTEN, who looks right back
at him, her eyebrows knitted together.

BOBBY (CONT'D)

Can't you blast her?

KRISTEN

Are you insane? I'm not taking
these glasses off.

ORORO

Even if she did, she's moving too
fast. It would never work.

KARIN

Vat about ze boy?

They all turn to look at KARIN, who looks down shyly. ORORO
looks like a lightbulb has gone off in her mind.

ORORO

(softly)

When you teleport...can you take
someone else with you?

KARIN

(uncertain)

I...can try.

(gaining confidence)

Zere is a first time for everyzing,
no?

JEAN

Go. I've got your back.

KARIN gives them all a small, almost excited smile. She is glad to be helping out. She BAMFS out of sight.

CUT TO WILLIAM as Karin BAMFS in behind and locks her arms around his torso.

He looks over his shoulder at her, eyes wide. Her eyes lock with his and she blushes lightly.

KARIN

Sorry about zis.

KARIN is suddenly thrown away from WILLIAM and she hits the wall behind her. The blur becomes PETRA again and the blonde pins Karin to the brick wall behind them.

In the background, we can hear SIRENS. They aren't very loud, but we can tell they're coming our way.

WILLIAM

Petra no, we need to get out of here.

PETRA's forearm presses against KARIN'S throat as she glares over her shoulder at her brother. It doesn't take her long to realize that he's right. But before she can do anything--

SPIDER-GIRL (O.S.)

Hands off my fuzball, Speedy Gonzales.

PAN UP to see SPIDER-GIRL on the wall right above their heads. She slowly starts to slide down the wall, probability at work again, and she falls on top of KARIN, knocking them both to the ground.

We watch as PETRA and WILLIAM run off, disappearing in the chaos.

CUT TO BOBBY, ORORO, JEAN and KRISTEN as they run over to Karin and Spider-Girl.

BOBBY

(pointing after the twins)
They're getting away. Are we really
just going to stand here?

SPIDER-GIRL

(rubbing her head)
You have any better ideas?

KRISTEN

(sighs)
Just let them go. We have to get
our of here before the police and
everyone else shows up.

KARIN

(suddenly panicked)
Wat about ze people inside ze
building?!

Everyone else, except SPIDER-GIRL, mirrors her sudden panic. Spidey puts her hand up, as if to raise it to speak in a classroom or something, but she ends up pressing it against the wall. It sticks perfectly fine. Confused and a little frustrated, she looks at the rest of them.

SPIDER-GIRL

No one is inside. My spider-sense
would have detected them. Come on.
(she helps Karin up)
Let's go. I can't be see with a
bunch of fools in leather jackets.
The rumors would kill.

On the light laughs of some of them, we--

SMASH CUT TO:

EXT. DARK ALLEYWAY - NIGHT

The camera slowly PUSHES IN to the alleyway, stopping only when we have a clear, close view of PETRA and WILLIAM in the frame. The moonlight is peeking over the towering buildings, shedding a decent amount of light onto our two subjects.

WILLIAM
 Petra, I killed them. *Killed!*

WILLIAM paces, his voice strained with panic. He runs his fingers through his thick black hair, his head tilted toward the ground. He's ashamed to make eye contact with PETRA.

Petra doesn't seem as concerned. Her back is resting against one of the buildings with her right knee bent, her foot placed on the wall in order to keep her balance. Her arms are crossed over her chest but her brown eyes dance as they follow William with concern for him hidden in them.

PETRA
 (gentle)
 Will, they were going to either kill us or lock us away again. We came to this country to be free from that, but obviously it's no different here.
 (beat)
 You did nothing but protect yourself.

WILLIAM
 (German profanity)

WILLIAM stops and looks up at his sister. His eyes are wide and practically screaming with panic and worry as his epiphany sets in.

WILLIAM (CONT'D)
 The others! What about the others?!

PETRA
 (brows furrow in confusion)
 What othe--

WILLIAM
 (hurried)
 Like us, Petra! They could do things like us! What if they--
 (beat)
 Oh no...and that girl! W-what if I-I hurt her?

PETRA

Will, are you talking about that
blue elf?

(beat)

She grabbed at you, remember? They
attacked us.

PETRA moves from the wall, approaching WILLIAM. She calmly nudges him with her shoulder before giving him a small hug.

PETRA (CONT'D)

You saved us, bruder, don't turn
into a pansy now that it's over
with.

(beat)

You *saved* us.

PETRA gives him a slight half smirk. She clearly has something up her sleeve to make her brother laugh. However, she is unable to execute whatever it was because--

MALE VOICE (O.S.)

What *are* you?!

PETRA and WILLIAM snap their heads to see a man standing there, his right hand already on the holster of his weapon. His badge clearly reads: NYPD.

William takes a step back but Petra's eyes narrow and she turns into a blur of speed. She takes the gun from the holster. Inches away from his face, she smirks at the cop before zipping off again.

The camera follows her and she stops next to William. The cop is no longer in the frame. She opens her mouth to speak, but she's interrupted by clapping off screen.

COP (O.S.)

Impressive.

CUT TO the COP as the persona melts away and reveals the blue skin, red hair and reptilian yellow eyes of MYSTIQUE.

MYSTIQUE

Very impressive.

PETRA
 (not amused)
 Who the hell are you?

MYSTIQUE
 For you, Petra, I am the person who
 can make your dreams of power and
 respect come true.

PETRA'S expression softens a tad, curiosity piqued, though she still watches MYSTIQUE intently.

MYSTIQUE (CONT'D)
 And you Will, I can give you a
 place where you will be accepted.
 No fear of rejection or hurting
 someone.
 (beat)
 Not like living with
 those...*humans*. They'll always hunt
 you down and you know it. But not
 with me.
 (beat)
 If you come with me, you will be
 safe...

The camera closes in on PETRA and WILL who exchange glances before we--

CUT TO:

EXT. FOREST HILL, QUEENS - OUTSIDE WATSON RESIDENCE - NIGHT

We come in on the front door of the WATSON RESIDENCE slamming closed and MARY-JANE stomps down the steps in nothing but grey sweatpants and a blue tank top. She makes her way down her driveway, hands clenched into fists.

CLOSE UP on her face as her eyes become overwhelmed with tears and they finally start falling down her cheeks. She fights back a sob but it comes out anyway.

PULL BACK slightly to watch her move the small way between her house and the HAELESTROM RESIDENCE. She starts to walk up the driveway but stops herself.

She looks up and we follow her gaze to MELANIE'S bedroom window. Noticing the light is off, Mary-Jane concludes that Melanie isn't home.

Not wanting to worry Melanie's grandmother MAY, she sits down on the sidewalk in front of Melanie's house instead.

CUT TO SPIDER-GIRL who is laying low on the roof across the street. We follow her gaze as she watches Mary-Jane sit on the curb.

SPIDER-GIRL

(to herself)

Dammit. How am I supposed to get home now? You've really done it this time, Spidey.

(beat)

"Hey MJ, I was just in the neighborhood, mind if I suspiciously slip into your neighbor's house and never come out?"

(beat)

Looks like she needs a super dose of cheer. Melanie be damned, Spider-Girl is here!

She gets a good run and jump going, throwing out a webline and swinging over to MARY-JANE.

She lands in front of her, and Mary-Jane looks genuinely startled. She brings her forearm up to her eyes, wiping quickly to rid of the tears.

MARY-JANE

You know, you have a knack for arriving during one of three things. Me crying. Me getting mugged by a bunch of jerks. Or me just plain upset. I am starting to think you are my Guardian Angel...

SPIDER-GIRL

Guardian Angels are wearing spandex these days? Or did I set a new trend?

MARY-JANE giggles.

MARY-JANE

Only the *highest order* of Guardian Angels are wearing spandex.

SPIDER-GIRL

Is that so? Well, if I'm supposed to be such an *amazing* Guardian Angel, then I better do my job.

SPIDER-GIRL moves over and sits down on the sidewalk curb beside MARY-JANE. She reaches over, tucking Mary-Jane's hair behind her right ear.

SPIDER-GIRL (CONT'D)

What's got a pretty girl like you so down?

MARY-JANE

I think I may have made a mistake.

MARY-JANE pulls her knees to her chest and folds her arms, resting them there.

MARY-JANE (CONT'D)

I thought going out with Kristen would help keep my mind off of...
(pause, stopping herself)
Kristen was great at first. Sure, she is cool, and smart, and athletic. And pretty. But...it's not the...adventure it was the first time. In fact, now I am thinking...it never truly was...

MARY-JANE stands up, putting her fingers through her hair as though she's trying to pull it out.

MARY-JANE (CONT'D)

How can I end this without... hurting her feelings? I mean, with this whole mutant thing, she needs someone solid now more than ever! And I am being selfish, not thinking of her needs, just my own...

MARY-JANE plops back down beside SPIDER-GIRL.

MARY-JANE (CONT'D)

Everything is messed up, Spidey.

SPIDER-GIRL rests her elbow on her knee and rests her cheek in her hand. Her attention is completely on MARY-JANE.

SPIDER-GIRL

Alright, instant replay time. From the beginning; who's the lucky... and I'm going out on a limb here, girl? That has the other half of your attention? We superheroes don't like fighting for attention, you know.

MARY-JANE

It's no one important. She hasn't noticed me anyways. Regardless... I am a horrible person, aren't I?

(beat)

I mean. Kristen isn't exactly making it easy on me to be there for her, but all the while I am thinking that our relationship has no meaning. That makes me a horrible person right?

SPIDER-GIRL

Of course not, MJ. You can't help how you feel.

(beat)

Kristen is away at that school, she's not making it easy on you even though you've tried to be there for her. If she's not willing to put in to the relationship, maybe she doesn't deserve a girl like you.

SPIDER-GIRL stops, realizing that she she's letting her own personal opinions on the matter come into play. She takes a breath, and tries again.

SPIDER-GIRL (CONT'D)

But then again, maybe it's just what she's going through right now. Maybe she needs time to recover and get used to what she's become. But it still doesn't make you a "horrible person". You're allowed to have feelings.

MARY-JANE

(sighs)

Maybe you're right.

(beat)

Spidey? You ever care about someone so much, the idea of rejection hurts so bad that you keep from telling them?

SPIDER-GIRL

(almost sadly, but trying to hold it back)

Every day, princess.

Off screen we hear a loud CRASH and the faint sound of a man's voice.

MARY-JANE

Sounds like my cue.

(beat)

Thanks Spidey. You know. For everything.

MARY-JANE smiles at SPIDER-GIRL. She leans over and kisses her masked cheek before she stands up and runs off towards her house.

On SPIDER-GIRL placing her hand over her cheek, we---

BLACKOUT:

END OF EPISODE