

THE OUTCASTS

"Phasing Out"

Written by
Aimee Nicole
Maddie Funderburg
Monica Patterson
Kerry Burkett
Cori 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.

MAIN CAST

KRISTEN SPARKS.....JESSICA BIEL
MELANIE HAELESTROM.....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
KITTY PRYDE.....EMMA ROBERTS

GUEST STARS

MYSTIQUE.....EVANGELINE LILLY
LANCE ALVERS.....THOMAS DEKKER
PETRA MAXIMOFF.....BREA GRANT
WILLIAM MAXIMOFF.....BEN BARNES
TOAD.....RAY PARK
NORMAN OSBORN.....WILLEM DAFOE
GWEN STACY.....BRYCE DALLAS HOWARD

TEASERFADE IN:

INT. BAYVILLE HIGH SCHOOL - AUDITORIUM - NIGHT

We come in to the camera tilted up, looking at the ropes and other necessary equipment from the backstage ceiling.

Slowly PAN DOWN and the red, velvet curtains fill the entire screen. The camera finally stops when the back of a petite brunette comes into view. Her hair is wound up in a tight bun. She is dressed in a beautiful silk garment of rich blues and greens, golden studs and chains dripping to add effect. The garment is not too revealing due to its flowing nature and the contours of her body.

SOUNDTRACK PLAYS: "HAREM" by SARAH BRIGHTMAN

At the twenty-five second mark, when the drum hits hard, the curtain falls in time, revealing the crowd to the solo dancer and her to them as well. The dancer's movements flow like water as she sways her hips and arms with the beat. The camera follows her every move but all we see is her back.

As the music begins to pick up, the star turns gracefully, her arms moving in a circular motion from stage left to stage right and the other dancers file out in flips and other exciting moves. They are in pairs consisting of one boy and one girl. The lead kneels on the stage, hiding her face as the background dancers get their moment to shine.

The dancers are playing off of their partners; the men representing the deep sound of the banging drums while the women represent the light woodwinds playing over the drums. Our lead smoothly picks herself off the floor, taking the spotlight again in a subtle transition. All the music except the drums stop.

Everyone GASPS.

The lead looks back and we finally see her face before the camera cuts to the dancers. We see some of the guys gently putting their partners down from a lift.

Quickly CLOSE IN on one of the background dancers, a young petite girl with brown locks who is about half way through the stage floor. Her other half is "phased" through. This is KITTY PRYDE.

She looks up at the entire crowd with a nervous, yet cheesy grin on her face. She waves slightly.

KITTY
(light giggle)
...Hi!

BLACKOUT:

END OF TEASER

ACT ONEFADE IN:

EXT. MANHATTAN STREET - DAY

ESTABLISHING SHOT of several buildings, most of them small shops and restaurants. The streets are busy, lined with idle vehicles and the air is full of car exhaust and the sounds of honking horns. Typical New York Day.

Through the big, clear windows on the many establishments, we can see business is thriving this afternoon. The sound of laughter and loud voices echo around us.

CUT TO a ground shot as two pairs of shoes walk towards us. They are walking slowly, obviously in no rush to get anywhere. The camera slowly LIFTS UP, staying level, and reveals to us MELANIE and MARY-JANE walking side by side.

Melanie is wearing jeans and a red t-shirt with a small cartoon IRON MAN holding a missile with a smiley face on it. She has her backpack strapped over her shoulders and her hands are shoved in her pockets.

Mary-Jane is dressed in jeans that are slightly darker than Melanie's and a blue t-shirt over a long-sleeve, white one. The blue shirt has a cartoon image of SPIDER-GIRL hanging upside down and flexing. She is also wearing a backpack, and her arms are crossed loosely over her chest.

MELANIE

I honestly can't remember the last time we had a project together.

(beat)

Actually, that's a lie. It was seventh grade and we made that volcano, but Liz Allen distracted me when I was trying to get it to erupt.

(with a laugh)

I still remember grandma's face when you and I walked in covered in that gunk.

MARY-JANE cracks up, laughing loudly, forcing a huge grin onto MELANIE'S face and making her laugh as well.

MARY-JANE

Oh God!

(between laughs)

I remember us taking that shower trying to scrub it out of each other's hair!

MELANIE

And even after we finally *did*, my hair was red for a week!

MARY-JANE

But you looked so adorable.

(beat)

I kinda miss those days. Can we do something silly like that again? I think I need a good laugh.

MARY-JANE grabs on to MELANIE'S arm and hugs it, inadvertently making Melanie pull her hand out of her pocket. With her free hand, Melanie reaches over and puts it over one of Mary-Jane's. The two are walking closer together, almost hip to hip now.

MARY-JANE (CONT'D)

Let's be silly! Promise?

MELANIE

(with a smile)

Promise. How about super volcano round two, but instead of red lava, we do *blue* lava.

(beat)

Because I'll be damned if we have another accident. My hair is going to be blue this time!

MARY-JANE

Aw! That sounds seven levels of amazing.

(beat)

Thanks Lani. I really needed this project with you.

MARY-JANE tilts her head up, smiling at MELANIE. Melanie is about to respond when--

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

Melanie, I need to see you at the mansion as soon as possible. We've picked up another mutant.

MELANIE (V.O.)
 (telepathically to Xavier,
 jokingly)

Old man, I brought you Laser Eyes and Fuzzball for a reason. Why do you insist on pulling me from MJ?

XAVIER
 (telepathically to
 Melanie, almost playful)

Your teenage hormones can be tended to at a later time, Melanie. Spider-Girl is needed right now.

MELANIE
 (telepathically to Xavier)
 That is sooo not what I meant.
 (beat)

I'm on my way. Spidey over and out.

MELANIE stops walking, gently pulling her arm from MARY-JANE's grasp. She gives her a soft, apologetic smile.

MELANIE (CONT'D)
 I just remembered I forgot something back at school. It shouldn't take me long, but I need you to walk the rest of the way without me.
 (beat)
 I'm sorry, MJ. I'll make it up to you, I promise.

MARY-JANE
 Aww. Bummer.
 (beat)
 But as I recall, that's just kind of your thing. Can't remember how many math books you've borrowed over the years.
 (beat, with a smile)
 (MORE)

MARY-JANE (CONT'D)

I'll see you when you get back,
Tigress. Bring ice cream and we'll
call it even.

MARY-JANE gives her a wink, and continues to walk on her way.
On MELANIE watching her leave, we--

CUT TO:

INT. XAVIER INSTITUTE - HALL OF CEREBRO - DAY

We come in on ORORO, KARIN, KRISTEN, JEAN and BOBBY standing side by side in front of XAVIER who is sitting at the small "desk" that we know as the control panel of the CEREBRO SYSTEM. He has his back turned to them and the HELMET is on his head.

CLOSE UP on Xavier's face as his eyes slowly open. He was in deep concentration. He puts his hands on the helmet and slowly lifts it from his head.

On everyone's silence, he turns around to face them.

XAVIER

Last night, another mutant surfaced. Her name is Katherine Pryde and she's currently a student at Bayville High School.

KRISTEN shows slight amusement on her face. BAYVILLE was her school's biggest rival.

KRISTEN

What's her story?

XAVIER

She was at a dance recital last night and... let's just say she *astonished* the crowd when she sank halfway through the floor.

BOBBY

Sank?

XAVIER

As if she were a ghost.

ORORO

(eyebrows raised)

Is she okay?

XAVIER

Very much so. Her phasing abilities got her out unscathed. However, it is apparent to me that she cannot control her abilities.

JEAN

So, you want us to go get her?

XAVIER

Not *her*. I wish to speak with her parents first.

(beat)

However, she wasn't the only mutant that I found. Mortimer Toynbee also showed up.

(beat)

He's an odd fellow, I must admit, but he needs us. He has been living on the streets for years and society has rejected him because of his appearance.

KARIN looks down slightly. She understands what this mutant is going through.

XAVIER (CONT'D)

I do not know his exact whereabouts; he moves around quite a bit. However, I have a few areas that he is known to frequent.

KRISTEN

He's the one you want us to get?

XAVIER

(nod)

Yes. I feel that he would benefit from being at the institute.

(MORE)

XAVIER (CONT'D)
(beat, with a smile)
Especially since Karin has seemed
to settle in so well here.

KARIN looks up again and smiles at him. JEAN looks over at Karin and gives her a gentle smile. She then looks to XAVIER.

JEAN
When do we leave?

XAVIER
When he settles down for the night
and stops moving around. I do not
wish to send you out looking for
him when he keeps switching his
whereabouts.
(beat)
I will notify you all when I've
found what I need.

He smiles at them sincerely.

XAVIER (CONT'D)
You may go back to your studies.

Everyone but ORORO turns around and begins to walk off screen.

XAVIER (CONT'D)
Kristen, Jean.

PULL FOCUS to them as they turn around to look at XAVIER.

XAVIER (CONT'D)
Meet Miss Munroe in the hangar.

KRISTEN and JEAN exchange a look.

KRISTEN
Is something wrong?

ORORO
 (teasing)
 There will be if you're late.
 (beat)
 Class begins in ten minutes.

With a smile, ORORO walks off screen and leaves KRISTEN and JEAN watching after her. They share a moment of mutual confusion before they finally start walking after Ororo. The giant "X" door splits down the middle, the left side retreating to the left and the right side retreating to the right. They exit to reveal SPIDER-GIRL walking in.

She looks over her shoulder at the two, masked eyes watching how close together they're walking and Jean's hand placement on the middle of Kristen's back. Even though her face is hidden, her body language displays her suspicion.

XAVIER (O.S.)
 Is there a problem?

SPIDER-GIRL snaps her attention back to XAVIER. She continues on her way in, stopping a few feet ahead of him.

SPIDER-GIRL
 Those two are awfully cozy. Don't we have PDA rules here?

XAVIER
 (lightly)
 That was hardly "PDA". However, I feel they are mature enough to handle themselves.

SPIDER-GIRL
 Here's hoping.
 (beat)
 Anyways. You rang?

XAVIER
 Ah, yes.
 (with a smile)
 I will be making a phone call shortly to the parents of Katherine Pryde, a mutant that I will give you the details on in a short while.

(MORE)

XAVIER (CONT'D)

(beat)

In the event that things do not go
in the way I hope for them to go, I
may need your assistance.

SPIDER-GIRL leans her hip against the control panel of the
CEREBRO SYSTEM. She crosses her arms loosely.

SPIDER-GIRL

Assistance is my middle name, Hot
Wheels.

(beat)

Actually, I think I told someone
the other day that it was
"Trouble".

(with a shrug)

I'm a girl of many names.

XAVIER shakes his head as he turns his wheelchair to face
her.

XAVIER

After what we saw with Kristen, I
fear for Katherine's safety. She is
a phasing mutant that attends
Bayville.

(beat)

They are not known for their
acceptance of mutants and their
tolerance falls far below even
Midtown's.

XAVIER sighs, his face tilted up to look at the tall, spandex-
clad hero.

XAVIER (CONT'D)

If her parents refuse my offer, I
need you to change their minds.
Being at that school will do only
harm to her.

SPIDER-GIRL

Done and done, professor.

(beat)

Who can turn down their friendly
neighborhood Spider-Girl?

On XAVIER'S amused expression at her playful arrogance, we--

BLACKOUT:

END OF ACT ONE

ACT TWOFADE IN:

INT. PRYDE RESIDENCE - KITTY'S ROOM - DAY

We come in on a typical teenager's bedroom; not clean but not too messy. The walls are painted a cheerful light yellow that can only be seen through the slight spaces between the numerous ballet and "STAR WARS" posters plastered to the them.

KITTY stands by her desk, putting various school books and papers into her backpack. She is mouthing the words to the song playing through the speakers on her laptop, which is sitting idly on her bed.

She zips up the bag and throws it over her shoulder before she turns to leave her room. She opens the door to reveal her parents, a petite, short-haired blonde woman who was about to knock and an average dark, curly-haired man with a mustache and a goatee. They are CAMERON AND THERESA PRYDE.

KITTY
(light laugh)
Morning!

THERESA smiles, but her expression is still tainted with concern.

THERESA
Morning, honey.
(beat)
Getting ready for school?

KITTY
Just like every morning.
(beat, realization)
Oops!

KITTY turns around, dashing to her night stand and grabbing a set of keys attached to a "HELLO KITTY" key chain. She moves back to the door with a dorky smile on her face.

KITTY (CONT'D)
Almost forgot my house key!

CAMERON
Sweetheart, before you head out
your mother and I want to talk to
you.

KITTY moves back into her room for the second time, plopping
down on the royal blue comforter. She crosses her legs Indian
style.

KITTY
(with a smile)
Okay.
(beat)
What's up?

Her parents join her on the bed.

THERESA
(careful, unsure)
It's about what happened at the
recital.

KITTY goes on the defensive.

KITTY
(emphatic)
I thought we already talked about
this *last night*.
(beat)
It was an accident. It's *never*
happened before. I didn't even--

THERESA
(more confident)
Your father and I just aren't sure
how everyone else will react,
sweetie.
(beat)
We see all these anti-mutant people
on TV and we're just concerned for
you.

THERESA tucks a few stray, brown curls behind KITTY'S ear.

THERESA (CONT'D)

We only want you to be safe.

CAMERON

So, if you wanted to stay home from school until things blow over, your mother and I support you entirely.

KITTY is quiet for a moment, obviously in thought. She shakes her head.

KITTY

I don't want to hide here at the house. I'm sure it won't be *that* different.

Her parents share unsure glances, but they know they've been defeated. THERESA pats KITTY'S knee.

THERESA

Alright, Kitty. Just be careful.

CAMERON

And you know if you need anything, we are just a phone call away.

KITTY nods with a smile.

KITTY

I know.

She hugs the two of them tightly.

KITTY (CONT'D)

Now I gotta go or I'll be late for the bus.

KITTY gives them a confident little grin and heads out of her room, leaving us with her parents.

THERESA sighs, worry written all over her face. CAMERON takes her hand and squeezes it reassuringly.

CAMERON
She'll be okay.

THERESA
(with a nod)
I hope so.

On their mutual concern we--

SMASH CUT TO:

EXT. QUEENS NEIGHBORHOOD STREET - DAY

We come in on a quiet suburban street. A few people are out in their front lawns, watering plants and other small tasks as such. The birds chirp and sing happily, creating a peaceful setting.

KITTY sighs as she walks. She is relieved to be out of her house. As she travels, she catches glimpse of a middle-aged woman with blonde hair wearing a blue bathrobe getting her mail. Kitty waves at her.

KITTY
(with a bright smile)
Morning, Mrs. Moore!

The woman looks up from the envelopes in her hands with a slight smile, but it drops upon recognizing KITTY. Without a word, the woman scurries up the front walkway and straight into her house. Kitty's smile falters only slightly.

KITTY (CONT'D)
(muttering)
Somebody is in a hurry.

She stops when she gets to the designated bus stop at the end of her street, the stop sign. She leans against the pole that holds the big, red octagon and her brown eyes watch the curve in the road.

After a moment, we hear the sound of heels tapping the concrete off screen. We follow KITTY'S gaze to see a rather short WOMAN, standing only a few inches taller than Kitty herself. She is dressed rather professionally with her auburn hair pulled into a loose bun and clothes hanging neatly over a slightly matronly figure.

WOMAN
(sweetly)
Katherine?

KITTY'S brows furrow in confusion. She doesn't recognize the woman.

KITTY
Kitty, actually.
(head tilting)
I'm sorry...um, do I know you?

The WOMAN shakes her head.

WOMAN
Not yet.
(slight smile)
But we have a lot to offer each other.

KITTY arches an eyebrow, curious.

KITTY
What's that supposed to mean?

WOMAN
(concerned)
First off, I just wanted to make sure you're okay.
(beat)
It seems like you had an...
(raising an eyebrow, smiling)
Eventful night yesterday.

KITTY looks taken aback. She takes a step backwards without realizing it.

KITTY

H-how did you know about that?

The WOMAN stands up a little straighter, her expression suddenly a lot more serious.

WOMAN

Well, it's made quite a splash, Kitty. Word gets around.

(beat)

Especially with all the activity here lately, such as the accident at Midtown High two weeks ago.

(beat)

After last night, Kitty...things are never going to be the same again. You can't pretend that it didn't happen.

(beat)

I know it's hard, but...

The WOMAN places a hand on KITTY'S arm comfortingly.

WOMAN (CONT'D)

I want to help you.

KITTY

(disbelief)

You want to help me? I don't even know who you are.

WOMAN

You're special, Kitty. You can do things no human can, and I can help you master your abilities.

Off screen, we hear the loud groan of the approaching SCHOOL BUS. It breaks the quietness of the morning and disrupts the two talking woman.

KITTY

I have to go.

KITTY steps away from the WOMAN, and her hand slides off Kitty's shoulder. She turns and starts to walk towards the bus.

CLOSE UP on the WOMAN'S face as her lips tighten, displeased.

WOMAN

You don't understand, Kitty.
Everything is going to change for
you.

(beat)

People are going to judge you
because of what you are, but I
represent a group that are
different. People who want to be
free of the oppression of others.
People like you.

(beat)

People like *me*.

CUT TO KITTY as she turns around, stunned by the WOMAN'S admission of being a mutant. The woman smiles. She thinks the conversation has turned in her favor.

WOMAN (CONT'D)

Think about it, Kitty. You can make
a difference.

KITTY is quiet for several long moments. She is obviously thinking, but the sound of the doors on the bus opening destroy any considerations she was taking.

KITTY

I'm sorry, but I really have to
get to school.

She turns back to the bus, ascending the stairs.

WOMAN

Kitty, wait!

The WOMAN reaches out after her, but the doors close and seal her off. As the bus pulls forward and departs, the woman watches in frustration.

On her eyes narrowing and flashing REPTILIAN YELLOW, we-

CUT TO:

EXT. XAVIER INSTITUTE - COURTYARD - DAY

We come in on an ESTABLISHING SHOT of the back of the XAVIER INSTITUTE.

PAN DOWN to reveal a beautiful courtyard lined with well-groomed bushes in various, manicured shapes. Some have flowers blooming on them. In the middle of it all is a large, elegant fountain that looks almost like an upside down chandelier made of stone. The water spews out into a large, circular pool built around it.

PAN LEFT just in time to see BOBBY leap over one of the more square-shaped bushes. He hits the ground ungracefully, landing on his shoulder with a grunt. He rolls it off however, and jumps up just in time for KARIN to BAMF in front of him.

KARIN

You von't get away from me!

BOBBY grins, sticking his hands out in front of his body. They begin to turn a light blue, frosting over before he presses them against the ground and a large ice patch forms.

As KARIN loses her footing and falls, we begin to PULL BACK. We keep going until we see ORORO'S back.

The camera PANS AROUND to face her and she smiles. She is watching the two younger mutants playing.

We hear the sound of wheels against stone and Ororo turns around to find XAVIER approaching her. As she turns back to face the courtyard, he moves up beside her.

ORORO

(not looking at him)

They are getting along well, it seems. They have been playing out here for at least an hour.

XAVIER

Yes. It's wonderful, isn't it?
 (with a smile)
 Karin has opened up quite a bit
 since we brought her here last
 week. Bobby has been a great help
 to her.

ORORO'S smile widens and she loosely wraps her arms around her own abdomen. She turns to look at XAVIER.

ORORO

Where are Kristen and Jean? Have they already left?

XAVIER

(nod)
 I sent them just a short while ago.

ORORO

(jokingly)
 Not with the jet, I hope.

XAVIER chuckles softly, despite himself.

XAVIER

(lightly)
 Heavens no. I sent them with one of the other vehicles. If they wreck it, it will be easily replaced.
 (looking at her)
 How were they with the jet, Ororo?

ORORO

Quite well, actually. Kristen is almost a natural and Jean's instincts are incredible.
 (beat)
 Much better than I expected, I have to say.

On XAVIER'S pleased smile and the subtle, but hopeful, glint in his eye that expresses his pride in his team thus far, we--

CUT TO:

EXT. DARK ABANDONED STREET, MANHATTAN - DAY

We come in on a CLOSE UP of the sun being overtaken by clouds. PULL BACK slowly to reveal the light grey sky, a possible storm on the horizon.

PULL BACK CONTINUOUSLY to slowly reveal the tops of several buildings. They're all dark, no signs of life at all. This part of town is abandoned.

PAN DOWN to the streets. Paper and other trash shuffles around in the light breeze. No one is in sight.

And then suddenly: AN ENGINE. We hear the vehicle approaching with a roar that breaks the unsettling silence. It echoes off the empty buildings and creates an unnecessary ruckus.

ANGLE ON the blue MAZDA RX-8. It comes to a slow stop and as the engine is cut, the interior of the car is lit up in blue lights. It is revealed to us then that there are two females inside. They share a glance.

At the same time, both doors open and the lights shut off on the inside. KRISTEN emerges from the driver's side at the same time JEAN leaves the passenger side of the vehicle, both slamming the doors. The women are dressed in dark pants and their leather "X-JACKETS".

They meet up at the hood and begin to walk side by side. Kristen presses a button on a small device in her hand and the car beeps twice, signaling that it was effectively locked.

Jean looks at Kristen with a grin on her face.

JEAN

Someone knows how to handle a sports car.

KRISTEN arches an eyebrow, looking at JEAN.

KRISTEN

(cocky smirk)

I know a few things.

JEAN

(suggestively)

Obviously.

(beat)

(MORE)

JEAN (CONT'D)

Do I get to drive on the way back?

KRISTEN

Only if you behave.

JEAN

(biting her bottom lip,
teasing)

That's a tough one...

KRISTEN grins. The camera PULLS behind them as they come up on an alleyway.

JEAN'S expression suddenly turns to one of disgust and repulsion.

JEAN (CONT'D)

What is that *smell*?!

Both of the girls cover their noses with their hands. KRISTEN'S eyebrows knit together.

KRISTEN

It's coming from the alley--

(beat, disgusted
realization)

And we have to go down there.

JEAN brings her entire arm up to her face, burying her nose in the groove of her elbow. The jacket will do better keeping the smell out than her hand.

JEAN

I'd say ladies first, but clearly--

(looking at Kristen)

Neither of us are much of a "lady".

KRISTEN raises her eyebrows up and then back down quickly, subtly agreeing with the other mutant.

The two share another quick look and they slowly begin to walk into the alley.

EXT. DISGUSTING ALLEYWAY

We are looking straight down the rather large gap between to the two buildings. It is full of trash, two large dumpsters sitting side by side against the right wall. On the left, we can see various wooden crates that are beginning to rot. Parts of the concrete ground and even sections of the walls are stained with an unknown substance. Also littering the walls are various phrases spray painted though it's nothing but thoughtless, vulgar vandalism.

KRISTEN

(nose against her sleeve,
muffled)

Are we *really* going to find someone
living here?

They continued to walk forward, and we can hear something squashing beneath their feet with a repulsive, distinct noise. We can tell that they're both trying to ignore it. JEAN is fighting back her dry heaves.

As they delve deeper into the alley, both of them pause in their tracks at the sound of a trash can lid CLANGING against the ground.

Both snap their heads to the left and we quickly follow their gaze to find a male with green-tinted skin and dark green, matted hair balancing unstably on the trash can that now lacks a lid. His eyes are black as the night, and they are set on a CROW that is perched up on an old, rusty fire escape. He is MORTIMER TOYNBEE.

A second later, a long, sticky tongue projects out from his mouth. It snatches the crow down and pulls it straight into his mouth, quick as lightning.

We quickly CUT TO JEAN and KRISTEN as they both look on in complete disgust.

JEAN

Oh *gross!*

CUT BACK to MORTIMER as he looks in their direction with his seemingly hollow eyes.

MORTIMER

(frustrated)

Who the hell're you and what're you
doin' in my alley?

(beat)

If you're one of them people try'na
hurt me, I'll snap your neck so--

KRISTEN holds out her hands in front of her as if a gun was
aimed in her direction.

KRISTEN

Wait, wait. Simmer down. We're not
here to hurt you.

MORTIMER leaps off the trash can and knocks it over in the
process. Rotting garbage falls out of it as he lands on the
ground in a crouch.

MORTIMER

Then get outta here!

JEAN

We want to help you, Mortimer.

JEAN approaches him slowly, reaching out a hand despite
herself. MORTIMER jumps backwards, on the offensive.

MORTIMER

Did I ask for your help?

(snarl)

I don't think I did.

KRISTEN comes up behind JEAN, looking over her shoulder at
the male.

KRISTEN

You don't have to live like this.
There is a school for gif--

MORTIMER lashes out with his tongue, barely missing JEAN.

MORTIMER

I. Don't. Need. Your. Help.

(glaring)

How many times am I gonna have to
tell you? Why don't you *leave me
alone?*

JEAN and KRISTEN look at each other. Jean looks torn between frustration and just flat-out not caring. Kristen, on the other hand, looks a little disappointed under her facade. Jean looks back to MORTIMER with a cocked eyebrow.

JEAN

We're not gonna stand here all day
and beg.

(beat)

If you don't want to come with us,
that's *your* loss.

MORTIMER raises both eyebrows, eyes bugging out slightly in a sarcastic "okay" expression.

MORTIMER

Then what're you waiting for?
Scram!

KRISTEN

Mortimer, hear us out. There--

JEAN puts her hand on KRISTEN'S bicep, squeezing gently. Kristen looks at her, and Jean shakes her head.

JEAN

It's no use. Some people don't want
to be helped.

(beat)

The professor told us not to force
him. If we keep on, speeding won't
be the only rule you've broken in
your life.

With one last glance to MORTIMER, KRISTEN finally relents. On her turning her back on the mutant, we--

JUMP CUT TO:

INT. MAZDA RX-8 - FRONT SEATS

ANGLE ON the driver's and passenger's seats as KRISTEN and JEAN slide into them and slams their doors shut in unison.

Kristen digs the keys out of her pocket. She fumbles with them for a second, but finally gets the one she needs.

CLOSE IN on her hand as she shoves it into the ignition. As she is turning it, another hand is placed over hers.

PULL BACK as Jean curls her fingers around Kristen's hand and pulls it to the center console.

JEAN

You can give me that blank look all you want, but your thoughts are screaming at me.

KRISTEN looks straight at JEAN. Her face cracks a little, her true emotions coming through just slightly: the previous event has discouraged her.

KRISTEN

The first thing that the professor sends me out to do without him, and I failed.

(beat)

He wasn't even responsive. He didn't care.

JEAN squeezes her hand and rubs her thumb over the back of her hand reassuringly.

JEAN

And that wasn't your fault. What matters is that we tried. We did exactly what the professor told us to do.

(beat)

If there is anyone to blame, it was that disgusting mess that called itself a mutant.

KRISTEN cracks a small smile. Her fingers give JEAN'S hand a light squeeze and then she pulls her hand away.

She puts it back on the key and turns it. The car roars to life, but her attention is still on the telepath.

KRISTEN
(playful)
He was pretty gross.
(beat)
You ready to go back?

JEAN grins at her, grabbing for her seatbelt and strapping it over her body. KRISTEN does the same.

JEAN
Put the pedal to the metal, baby.

On KRISTEN'S smirk we--

BLACKOUT:

END OF ACT TWO

ACT THREEFADE IN:

EXT. OLD RAGGEDY HOUSE - DAY

We come in on an ESTABLISHING SHOT of an old, 1920s style, two story colonial house. It is solid white except for the door which is made of dark wood and the trim on the windows is a dark blue color. The plant life around the house is oddly well kept, however the house itself is in shambles.

CUT TO:

INT. OLD RAGGEDY HOUSE - LIVING ROOM

We come in on MYSTIQUE standing in front of an brown, tattered and worn couch. Her arms are crossed over her chest and her expression is twisted into one of frustration and thought. On the couch are PETRA and WILLIAM, who both look a little confused, William more so than Petra.

MYSTIQUE

We have to try to something else.
She was *entirely* unresponsive to my
prior methods.

PETRA

(narrowing her eyes)
We? Look lady--

WILLIAM

(cutting Petra off,
genuine curiosity)
Why is it so important that we get
her?

MYSTIQUE looks at him harshly, a look that practically screams a question of his intelligence. She opens her mouth to respond but before she can get the words out we hear a loud SLAM off screen.

SWISH PAN to find LANCE at the door just in time for him to throw MORTIMER down on to the filthy, mangled brown carpet between Mystique and the MAXIMOFF TWINS.

LANCE

Look what I found digging in our trash.

MORTIMER stands quickly and makes a dash for the door. LANCE stands in his way and holds an arm out to stop him. The green-skinned mutant jumps up and throws his feet square against Lance's chest and knocks him backwards against the wall.

MYSTIQUE comes up behind Mortimer, grabs him by his shoulder and whips him around quickly. She throws him down to the ground and presses her shoe's thick heel against his chest.

MYSTIQUE

Care to explain yourself the easy way, or should I cut straight to *my* way?

MORTIMER

(scared)

I-I-I didn't know anyone still lived here, h-h-honest!

He covers his face with his arms.

CUT TO MYSTIQUE as she makes an incredibly disgusted face at what we can only imagine to be MORTIMER'S awful stench.

CUT BACK TO Mortimer as he--

MORTIMER (CONT'D)

(more frantic)

These two chicks busted into my old place last night, try'na kidnap me to some school or somethin'. I couldn't stay there anymore or they might come back and force me!

(beat)

J-just please! L-let me go, man!
You won't hear from me again! Ever!

PULL BACK to show MYSTIQUE and MORTIMER in the same frame. She puts her foot back on the ground and crosses her arms back over her chest. She knows just who he is referring to.

MYSTIQUE

I have a better idea.

(beat)

We'll let you stay with us.

She takes a breath and bends down. She grabs him by the front of his shirt and yanks him up to a standing position.

MYSTIQUE (CONT'D)

Granted that you take a shower for what I can only imagine would be the first time in your life.

(beat)

And you do a favor for me.

On that, "IF I ONLY HAD A BRAIN" begins to blare from the chest of the blue-skinned woman. MYSTIQUE sighs and rolls her eyes. She grits her teeth as she yanks the MOBILE PHONE from her well-covered cleavage.

She flips it open and her voice changes when she speaks. It is the voice of the BLONDE MALE we have associated once before with NORMAN OSBORN.

MYSTIQUE (CONT'D)

(male voice)

Yes, Mr. Osborn?

CLOSE IN on her eyes as she listens. We can hear the voice of NORMAN on the other end but we can not distinguish his words.

MYSTIQUE (CONT'D)

Yes sir.

(listening)

Yes, I understand sir.

(listening)

I guarantee I'll get the job done, Mr. Osborn.

PULL BACK to show that MYSTIQUE is now the BLONDE MALE. His eyes change into a deep blue as we see his phone snapping shut. He has ended the call.

BLONDE MALE
I'm growing tired of his
incompetence.

On his frustration we--

CUT TO:

INT. HAELSTROM RESIDENCE - MELANIE'S ROOM

We come in on a solid, dark blue wall littered with several posters dealing with various science subjects. The largest one is a detailed periodic table, with a few smaller and less significant ones around it. Where there aren't posters, there are glow-in-the-dark, plastic "stickers" of stars and planets.

PAN RIGHT and as we do we find another wall. There is a door on this one, as well as an AVENGERS poster. Next to the door is a desk, littered with papers and textbooks.

PAN RIGHT again and we find a bed with a black bedspread and thin, light blue stripes all over it. MARY-JANE is sitting on the bed, focused on two toys in her hand. One is a SPIDER-GIRL PLUSHIE and the other is a TEDDY BEAR wrapped in a shoelace.

MARY-JANE
(high-pitched girl voice,
mocking)
Help me! Oh help me, Spider-Girl!

MARY-JANE raises the SPIDER-GIRL PLUSHIE, making her fly in and over to the TEDDY BEAR.

MARY-JANE
(lower-pitched girl voice,
mocking)
I will save you, lady bear!

She unties the shoelace from the TEDDY BEAR.

MARY-JANE (CONT'D)
(high-ptched girl voice,
mocking)
(MORE)

MARY-JANE (CONT'D)

Oh, thank you Spider-Girl! You are so beautiful and strong and totally hot!

MARY-JANE makes the SPIDER-GIRL PLUSHIE hop triumphantly.

MARY-JANE (CONT'D)

(lower-pitched girl voice, mocking)

Any time, lady bear! But I cannot share my feelings because I am so in love with that red-headed beauty, MJ.

The TEDDY BEAR'S response is interrupted by laughter off screen.

CUT TO a shot of both MELANIE and MARY-JANE in the same frame. Melanie is standing in the doorway. She leans against the frame with two pints of ice cream in her hands.

MARY-JANE (CONT'D)

Busted.

MARY-JANE sets the toys down on the bed and MELANIE walks the rest of the way in to the room.

MELANIE

(playfully)

Busted is right.

She sits down on the bed beside MARY-JANE and hands one of the pints to her.

MARY-JANE

Ooh, ice cream!

(looking at the container)

Moosetracks! My favorite!

MARY-JANE opens the lid. She lifts off the bed slightly to toss it over to MELANIE'S desk. Melanie hands the lid to her own to the redhead as well, who disposes of it the same way and then sits back down.

MARY-JANE (CONT'D)

You should never interrupt good dinner theatre. But ice cream *is* a good reason. I'll let it slide this time.

MELANIE raises her eyebrows. She pulls a plastic spoon from her pocket and jabs it into her ice cream. She leaves it there as she looks at MARY-JANE.

MELANIE

I'll remember to always have ice cream on hand when I know you're going to be in my room.

(beat)

Wouldn't want to interrupt another blockbuster hit without a good reason.

MARY-JANE

I am telling you one of these days someone is gonna see this magic and want to turn it into gold. Who will be laughing then?

MARY-JANE steals MELANIE'S spoon and sticks it into her own ice cream. She takes a bite of it.

MELANIE

(mock offense)

Excuse you.

MARY-JANE

Sorry, the allure of ice cream stole my manners.

(beat)

Now that I am in full control again, thanks Lani.

MARY-JANE lifts her spoon to MELANIE'S lips and pokes it through. Melanie eats what was offered to her and Mary-Jane pulls the spoon back. With a grin, Melanie pulls another spoon out of her pocket and sticks it into the ice cream where the other one had been.

MARY-JANE

You know, I sometimes wish you were Spider-Girl so I could say I was best friends with an awesome super hero.

MARY-JANE takes a bite of her ice cream. MELANIE pokes her ice cream with her spoon, uneasy. MARY-JANE isn't looking, and doesn't notice.

MARY-JANE

Talk about the best thing that could happen to a girl.

(beat)

But I don't think swinging through skyscrapers is your kind of thing, Lani.

MELANIE laughs lightly and looks up at MARY-JANE.

MELANIE

Definitely not. I prefer to stay on the ground with my camera. Much safer that way.

On MARY-JANE's smile as she takes another bite of ice cream we--

CUT TO:

INT. BAYVILLE HIGH SCHOOL - CLASSROOM - DAY

We come in on a classroom full of high school aged students. By the historical decorations and such around the room, we can easily tell that it's a History class.

In the far left corner of the classroom sits KITTY. She is trying to focus, but the stares that she is getting and the whispers tainting the air are distracting her.

The TEACHER, an older woman with greying brown hair, is dressed in a black skirt and matching blazer, and a button up white blouse. She turns from the board and faces her class.

TEACHER

Would anyone like to give me two
major causes of the American
Revolution?

The students fall dead silent.

CLOSE IN on a brunette male sitting behind KITTY. A grin
crosses his face and he kicks her desk.

PULL BACK as her desk lurches forward.

KITTY

(startled)

Hey!

The teacher tightens her lips, not pleased by the outburst.

TEACHER

Thank you for volunteering, Miss
Pryde. Why don't you tell the class
the answer?

At her words, the classroom fills with quiet laughter at
KITTY'S misfortune.

KITTY

The um...

(beat)

The Quartering Act and the Stamp
Act, but there were also--

TEACHER

(cutting her off sharply)

Yes, thank you. I only asked for
two.

KITTY sighs and slumps back into her desk. She takes her
pencil, scribbling something down on her paper before
suddenly the bell RINGS.

She slowly rises from her desk and gathers her belongings
into her arms. As she turns away, someone moves past her and
slams into her roughly. They effectively knock everything she
is holding to the floor.

She almost falls, but she catches herself on the desk. In the background, we can catch the "culprit" high fiving a couple of his friends.

KITTY
(under her breath)
Gee, thanks.

KITTY crouches down, picking everything up off of the floor. She sticks it all into her book bag and zips it up.

TEACHER (O.S.)
Miss Pryde.

We follow KITTY'S gaze as she looks up to see her teacher standing above her. Kitty tucks a strand of her hair behind her ear.

KITTY
Yes, Mrs. Krog?

The woman holds out a piece of paper to her.

TEACHER
Your essay on the founding fathers
was not your best, Katherine.

We CUT TO the paper that is clearly marked with a bold, red **"F"**.

CUT BACK TO the two females as KITTY'S brows furrow in confusion.

KITTY
But I worked on that for an entire
week! It was the best paper I've
ever written.

The teacher is unsympathetic as KITTY takes the paper from her hand.

TEACHER

You have until tomorrow to re-do it.

(beat)

I suggest you spend more time with your work instead of on antics like last night.

On KITTY'S defeat, we--

JUMP CUT TO:

INT. BAYVILLE HIGH SCHOOL - HALLWAY

KITTY twists the combination into the lock on her designated locker. She opens the door and glances into the mirror she has hanging on the inside of it. She forces a smile, but it fades as she sighs.

She pulls some of the books from her bag and places them on the shelf. In the reflection in the mirror, she sees a friendly face pass by.

She spins around, her smile now back on her face.

KITTY

Noah!

A tall, lanky boy with dark, messy hair and green eyes framed with a pair of glasses turns to look at her. He's wearing a classic Nintendo t-shirt with a "1UP" mushroom on it and a pair of dark jeans. He offers her a smile, but doesn't look near as happy as she does. He is NOAH HUNTER.

KITTY shuts her locker door and excitedly moves towards him.

KITTY (CONT'D)

You won't *believe* how happy I am to see you.

(beat, grinning)

We still on for Blackwing Descent with the rest of the guild tonight? I'm ready to kick Deathwing's butt!

NOAH is uncomfortable. It takes him a moment to put his words together.

NOAH

Uh... Kitty, I don't think I'll be getting on Warcraft tonight.

(beat)

Or at all anytime soon. My mom is canceling my subscription.

KITTY'S expression turns to one of confusion. She tilts her head.

KITTY

Why would she do that?

(laughing lightly)

I thought she loved when we play?

She says it's the *only* time you socialize with people.

NOAH rubs the back of his neck nervously.

NOAH

Look, Kitty. I just don't want to, alright?

Then it hits KITTY. She knows what it's about. The tension between them grows.

KITTY

Is this because of what happened at the recital last night?

NOAH looks panicked all of a sudden. He looks around quickly, as if he expects the entire school to have heard her.

NOAH

Shhh! Not so loud!

KITTY'S spirit falls a little more as she becomes visibly disappointed.

KITTY

I'm still the same person, Noah.

(beat)

Isn't this what we used to dream about?

(MORE)

KITTY (CONT'D)

Having Jedi powers or some other amazing ability like Antman or something.

(beat)

This is like that, Noah! I thought you of *all people* would understand that.

NOAH looks at her and shakes his head. He's growing more and more uncomfortable by the second.

NOAH

I gotta go, or I'll be late for the bus.

He turns and begins to walk off. He glances over his shoulder at her.

NOAH (CONT'D)

I don't think we should hang out anymore, Kitty.

On KITTY looking down slightly and someone else smacking against her shoulder we--

BLACKOUT:

END OF ACT THREE

ACT FOURFADE IN:

EXT. CALM CITY STREET - MANHATTAN, NEW YORK - DAY

We come in on KITTY walking down an empty sidewalk. Her head is facing downward and her hands are wrapping around the straps of her backpack.

It's quiet for the most part and the only thing we can hear are her footsteps against the concrete and the echoing off the buildings around her. Despite the sun starting to shine through the clothes, the street is still dark because of the towering structures lining the sidewalks.

Then suddenly, we hear a distressed male shouting. It snaps Kitty out of her own little world. Eyes wide, she glances to her left, the direction of the scream.

We follow her gaze to find the BLONDE MALE pushing MORTIMER to the ground.

KITTY
(yelling)
Hey! Stop! Leave him alone!

The BLONDE MALE turns around quickly, a gun pointed straight at her. He fires, but the bullet goes right through her. She grits her teeth to show aggression through the fear she actually feels.

KITTY runs towards him, pulling her backpack off her shoulders as she moves. She swings it at his head, successfully smacking him with it.

He grabs on to her wrist tightly. Shocked, she doesn't think to phase this time.

BLONDE MALE
(smirks)
Got you.

CLOSE IN as the BLONDE MALE'S free hand sticks a small, circular device on to KITTY'S backpack. She doesn't notice. In the background, we see MORTIMER leap up and disappear off screen.

On KITTY'S wide-eyed expression, we--

SMASH CUT TO:

EXT. MIDTOWN HIGH SCHOOL - COURTYARD

We come in on two guys pinning a much smaller male against a thick-trunked tree. We can hear voices chatting loudly around them but no one seems to be paying attention.

TEENAGE MALE 1

You're a freak!

The smaller male raises his hands, covering his head with his arms. TEENAGE MALE 2 grabs his arm and pulls it away so that we can see his face again. The SMALLER MALE has tears streaking his cheeks.

SMALLER MALE

(scared, cracking voice)

Why are you doing this to me?

TEENAGE MALE 2

We know you're one of them!

The SMALLER MALE begins to quiver, trying to slink out of the metaphorical corner they have backed him into against the tree.

SMALLER MALE

N-no I'm not! Just--

FEMALE (O.S.)

Hey! Get away from him! Leave him alone!

SWISH PAN LEFT to see GWEN running up to them. The two TEENAGE MALES tear off running and drop the SMALLER MALE onto the ground.

Gwen kneels down beside him, helping him up and dusting off his dirt-covered shirt. She frowns apologetically.

GWEN
 Are you okay?
 (beat)
 Hold on, I'll get help.

GWEN glances over her shoulder. She is looking for an adult but sees none. Instead, she looks up in the sky just in time to see SPIDER-GIRL swing over the flag pole in front of the school's main building.

On her surprised expression, we--

CUT TO:

EXT. CALM CITY STREET - MANHATTAN, NEW YORK - DAY

We come in on a shot of the sky as SPIDER-GIRL web slings into view. She front flips and we watch as she throws both of her arms out in front of her. Her two middle fingers on both hands press against her upward-facing palms and out of her wrists shoot two thin weblines.

CUT TO the BLONDE MALE as the webs stick to his suit jacket and a second later, a blur of red and blue slams into him and knocks him to the ground. KITTY manages to escape without following him to the cement. Her face is full of awe.

KITTY
 (amazed)
 S-Spider-Girl?!

SWISH PAN to find SPIDER-GIRL standing over the BLONDE MALE, hands on her hips triumphantly.

SPIDER-GIRL
 Duh. Who else can pull off tights?

The BLONDE MALE props his body up, his sleeve-covered arm wiping across his mouth.

BLONDE MALE
 Certainly not you.

SPIDER-GIRL reaches down and grabs him by the shoulder of his jacket. She yanks him up and holds him steady in front of her.

SPIDER-GIRL

I'll make sure to hang my posters
up in your jail cell, since you're
such a fan.

(beat)

Wait a minute... don't I know y--

The BLONDE MALE throws a punch to her face. She catches his fist in her hand and squeezes it. We can hear the cracking of his bones a split second before he cries out in pain.

SPIDER-GIRL (CONT'D)

Nice try.

SPIDER-GIRL throws him to the ground again.

SPIDER-GIRL (CONT'D)

I don't know *what* you're up to, but
I'm putting a stop to it right now.

She points at him, as if telling him to "stay". SPIDER-GIRL then turns her attention to KITTY.

SPIDER-GIRL (CONT'D)

Are you okay?

(after a moment of no
response)

Hellooo. Earth to Kitty. This is
your captain speaking.

KITTY, still staring at the superheroine, nods quickly after a few seconds. She gives a dorky smile. She can't believe she's standing in front of the famed SPIDER-GIRL.

KITTY

Y-Yeah!

(grin)

I'm fine!

(beat, grin fades)

Hey, where'd he go?

We CUT TO the spot on the road where the BLONDE MALE was once lying. He is now nowhere to be seen.

SPIDER-GIRL looks around quickly. She balls her hands into fists and stomps at the ground once.

SPIDER-GIRL
Dammit! What part of the "stay"
finger didn't he understand?

KITTY looks puzzled. She glances at SPIDER-GIRL again.

KITTY
There was another guy here, too. I
don't know where he went.

Before SPIDER-GIRL can respond, she is forced to move quickly in front of KITTY just in time for a glass bottle to hit her in the chest. Her tense muscles make her torso act as if it were made of steel. The bottle shatters and we can hear the CLINK, CLINK, CLINK as the pieces hit the asphalt.

PAN AWAY from the two to show two teenaged boys. Both of them are wearing BAYVILLE HIGH t-shirts. They are the same ones from the MIDTOWN COURTYARD.

TEENAGE MALE 1
Get out of here, mutie!

TEENAGE MALE 2
Get away from her, Spidey! She
might infect you!

KITTY looks at SPIDER-GIRL and then out at the two males. Her eyes narrow as the shock of meeting Spider-Girl fades and the frustration of being picked on all day comes to a head. On that--

KITTY
Mutie? Am I supposed to understand
that kind of backwoods inbred talk?
(beat)
I'm sorry, I speak English and I am
a *mutant*, thank you very much.
(grins)
(MORE)

KITTY (CONT'D)

Maybe you're just directing your
hatred of mutants towards me
because you envy the fact I'm
awesome and you aren't.

SPIDER-GIRL looks at KITTY, allowing a quick fist bump
between the two of them. Kitty grins excitedly, like a kid in
a candy store.

SPIDER-GIRL

You took the words right out of my
mouth, kid.

(to the boys)

You wanna get out of here before we
find out what it feels like to be
hung upside down by our ankles?

(beat)

It's not as much fun for you as it
is for me.

One of the boys opens his mouth to speak, but the sound of
shoes hitting the concrete interrupts him. They get louder.
Someone is running towards them.

CUT TO the corner of one of the buildings as GWEN rounds it.
She is holding a long, thin, broken tree limb in her hand.

CUT TO all of them in the same frame. The boys look torn
between looking at SPIDER-GIRL and Gwen.

GWEN

I thought I told you two to get the
heck out of he--

When she notices the superheroine standing there, Gwen halts
herself. Her eyes are wide and she doesn't know what to do
with herself.

The two boys take that opportunity to flee the scene. They
dart past GWEN and disappear behind the same building she
came around. She watches after them with a glare that could
kill.

She looks back over at SPIDER-GIRL.

SPIDER-GIRL

Seriously? I shatter a glass bottle with my chest, and threaten to hang them upside down, and then they run from a twig-wielding blonde chick?

(beat, quietly)

Priorities, people. Get them.

GWEN lets out a breath mixed with a light laugh. She is still amazed to be standing beside SPIDER-GIRL, but she's trying to control the inner excitement

GWEN

I've been tailing them since school let out. I go to Midtown, but they were skipping school or *something* because they were over at *my* school tormenting some poor boy everyone was accusing of being a mutant.

(beat)

I chased them off, but here they are... err, were... again.

GWEN sighs, irritated, and then she turns her attention to KITTY.

GWEN (CONT'D)

I know we don't know each other, but I'm sorry.

(beat)

No one should be treated that way.

KITTY

(lightly)

I'm Jewish. I'm used to it.

SPIDER-GIRL walks towards GWEN and KITTY follows close behind.

SPIDER-GIRL

You do this thing a lot?

(beat)

Tracking those people like this?

GWEN nods.

GWEN

(laughing lightly)

Mmhhh. I've made it my job, I guess.

(beat)

I try and break these things up as often as possible.

SPIDER-GIRL

And a very reliable source tells me you're something of a journalist?

GWEN

I guess you can say that.

(grins)

Why?

SPIDER-GIRL

How would you like to do a little work for your friendly neighbor?

KITTY watches between the two. GWEN'S face lights up.

GWEN

I'd love to! What do you need?

SPIDER-GIRL

I need you to keep my photographer notified about any Anti-Mutant happenings around here.

(beat)

I can't give you a direct line to me, because I don't have one. But she works just as well.

GWEN nods, listening.

SPIDER-GIRL (CONT'D)

And, I need you to write an article for your school newspaper. Something that'll paint mutants in a better light.

(beat)

It's not much, but it's a start. Every little bit counts.

(MORE)

SPIDER-GIRL (CONT'D)

Can you do that?

GWEN

Well, I'm no Chloe Sullivan, but I can try.

(beat, small grin)

Under *one* tiny condition.

(playful)

Tell your photographer that I think she's kinda cute.

On KITTY'S amused, raised eyebrows and SPIDER-GIRL'S slight position shift we--

CUT TO:

EXT. DESERTED ALLEYWAY, SOMEWHERE IN MANHATTAN -DAY

We come in on MYSTIQUE emerging from the shadows. In her hand is a handheld camcorder.

PAN DOWN as we follow her gaze to a bloody, beaten body of the BLONDE MALE.

CUT TO her face as a wicked smile crosses over her lips.

MYSTIQUE

(to herself)

Osborn's out of my hair, and Spider-Girl's world is about to crumble apart.

On her devious expression, we--

BLACKOUT:

END OF ACT FOUR

ACT FIVEFADE IN:

INT. PRYDE RESIDENCE - LIVING ROOM

We come in on a nice, clean and spacious living area. There is a light colored couch, several paintings on the walls, and the mantle above the elaborate fire place is covered in framed, family photos. There are other pieces of furniture beautifully placed around the room, creating a very peaceful and friendly environment.

Sitting on the couch are CAMERON and THERESA. Standing in front of them are KITTY and SPIDER-GIRL. The superheroine has her hands on her hips, and Kitty's are crossed over her chest.

SPIDER-GIRL

And, we promise that Kitty will be well taken care of.

THERESA and CAMERON exchanges looks. They are unsure, but the idea is starting to appeal to them.

CAMERON

Kitty, is this what you want to do?

(beat)

If you really want this... then I suppose your mother and I might be able to reconsider the answer we gave to the professor.

KITTY glances at SPIDER-GIRL, who gives her a shrug as if to say "it's up to you". The brunette looks back at her parents, smiles, and nods.

Her parents are quiet for a moment, thoughtful. THERESA finally smiles, giving an approving nod. She then stands up and CAMERON follows after her. They both give their daughter a tight hug as SPIDER-GIRL watches on.

Once she pulls away, Theresa looks at Spider-Girl.

THERESA

Thank you for this, Spider-Girl.

SPIDER-GIRL
(a smile in her voice)
Don't thank me, thank that old man.
It was all his idea.

KITTY, excited, kisses both of her parents on the cheek and then looks happily over at SPIDER-GIRL.

KITTY
I'm gonna go pack!

She dashed for the stairs and as soon as one of her feet is on the first step, she twists her body to look at SPIDER-GIRL.

KITTY (CONT'D)
You coming?

On SPIDER-GIRL'S tilt head, we--

SMASH CUT TO:

INT. PRYDE RESIDENCE - KITTY'S ROOM

We come in on a shot of a large, open suitcase. Two female hands are placing various articles of clothing and other such things into it.

PULL BACK to reveal KITTY packing the suitcase while SPIDER-GIRL hangs upside down above it.

KITTY
Hey, Spider-Girl?
(beat)
There was a woman that tried to get
me to come with her earlier.
(beat)
She was kinda creepy. She wasn't
like you.

SPIDER-GIRL tilts her head, a little confused. KITTY makes her way to one of her dresser drawers and pulls out two arm fulls of clothing.

SPIDER-GIRL
What did she look like?

KITTY
Short, dressed all fancy.

KITTY dumps the clothing into the suitcase. It's now almost full.

SPIDER-GIRL
Doesn't sound like any of my girls.
What did she want?

KITTY closes the suitcase and zips it shut.

KITTY
She said I could make a difference
or *something*. She said she had a
group of people that were
"different".
(shrugs)
I don't remember exactly.

SPIDER-GIRL, despite the mask, is obviously concerned. She's not sure what to think of this new information.

CLOSE IN on the eyes of the SPIDER-GIRL MASK before we--

CUT TO:

INT. MIDTOWN POLICE DEPARTMENT - NIGHT

We come in on a small interrogation room. The wall are made of grey stone and in the center of the room is a metal fold up table. Three male cops sit around it, focused on the TELEVISION SCREEN that has a paused image of SPIDER-GIRL on it.

OFFICER 1
What exactly did I just see?

OFFICER 2

Spider-Girl was the last person to come in contact with this man.

(beat)

And she was fighting him. What do you *think* you just saw?

OFFICER 3

Spider-Girl killed someone?

(beat, frowning)

I'm sorry, but I'm not buying it. Where did you get this thing, anyway?

OFFICER 1 picked up a medium-size, yellow envelope. He hands it over to OFFICER 3.

OFFICER 1

We don't know, it was anonymous.

OFFICER 3

Who was the victim? Any details?

OFFICER 2

Blonde, Caucasian male. The detectives said he was young, maybe late twenties or early thirties or something.

(beat)

He had no family or anything.

OFFICER 1 nods, almost sadly.

OFFICER 1

No one has come to claim his body.

OFFICER 3 looks a little distressed, but he's still not buying into the idea of SPIDER-GIRL committing a murder.

OFFICER 3

I know you guys aren't fans, but she helps us out.

(beat)

I'm not going to believe this unless we find other evidence.

On the two other OFFICERS looking a little annoyed, but understanding that he is right, we--

CUT TO:

INT. OSCORP - OSBORN'S OFFICE - NIGHT

We come in on a TELEVISION SCREEN with a video playing of SPIDER-GIRL throwing the BLONDE MALE to the ground. The screen suddenly PAUSES.

PAN AROUND to see NORMAN sitting at his desk. The look on his face is full of anger. He is furious. In his hand is the remote to the TV. He squeezes it tightly and we can hear the CRACKING of plastic as the device is ruined in his grasp.

NORMAN

I'm through playing games, Spider-Girl.

On his immense anger, we--

BLACKOUT:

END OF EPISODE