

# The outcasts

1x07 | "Legacy (Part One)"

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Based on characters by MARVEL COMICS

**EXECUTIVE PRODUCERS**

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**PRODUCED BY**

TheVPN (<http://vpn-tv.proboards.com/index.cgi>)

**MAIN 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  
KITTY PRYDE.....EMMA ROBERTS

**GUEST STARS**

GWEN STACY.....BRYCE DALLAS HOWARD  
NORMAN OSBORN.....WILLEM DAFOE  
MYSTIQUE.....EVANGELINE LILLY  
LANCE ALVERS.....THOMASS DEKKER  
WILLIAM MAXIMOFF.....BEN BARNES  
PETRA MAXIMOFF.....BREA GRANT  
MORTIMER TOYNBEE.....RAY PARK  
ERIK LEHNSHERR.....IAN MCKELLEN  
EUPHORIA SOLSTICE.....SCARLETT JOHANSSON  
FELICIA HARDY.....ELISHA CUTHBERT  
JONNIE STORM.....OLIVIA WILDE  
GEORGE STACY.....JAMES CROMWELL  
JILL STACY.....SHANNEN DOHERTY

TEASERFADE IN:

EXT. THE SAVAGE LANDS - DUSK

We come in on the orange and red streaked sky. The sun hangs low on the horizon in a deep orange color, like a lantern hanging from a string. It is slowly disappearing behind the steel building that closely resembles the famous SYDNEY OPERA HOUSE, save for the tropical plants and the flock of pterodactyls that circle above it.

The building we see is the BROTHERHOOD HQ.

FADE TO:

INT. BROTHERHOOD HQ

We come in on a vast, almost completely empty room. Everything inside is polished and clean. It's shining and spotless. The building has glass panels everywhere that showcase the prehistoric scene outside.

In the center of the room stands the BROTHERHOOD.

## MYSTIQUE

Mortimer, stop trying to eat the flying dinosaurs and pay attention before I send you out there as a snack for the thing that stomped by earlier.

CLOSE ON MORTIMER as he looks up with an expression mixed with fear and sadness at the fact that his commander would speak such words to him. Before he can respond--

A BLACK BLUR passes in front of him. It halts to his right and he turns his head to see PETRA standing in all black. Her hand is on her hip and there is a look of pride and accomplishment on her face.

## PETRA

(with a cocky smirk)  
We got it.

She holds out her hand and in her palm is a small, black FLASH DRIVE.

We hear FOOTSTEPS echoing off the walls and everyone looks to the left. The camera follows their gaze and we see WILLIAM standing strong, dressed in black just like his twin. His jacket falls just past his knees. His eyes are hard, but his voice is soft.

WILLIAM

So what's so important about this flash drive--

(beat)

And the TV stations?

MYSTIQUE takes the small device from PETRA. She walks over to the main console of an impressive computer system that was previously unseen to us on one of the walls behind where the BROTHERHOOD are standing.

MYSTIQUE

My dear William, I'm delivering on my promise to both you and your sister.

(beat)

This flash drive,

(she plugs it in)

If you did what you were supposed to--

PETRA

(interrupting)

What am I? Slow?

(beat)

Maybe I should remind you that

(motioning down her body)

No one can touch this.

MYSTIQUE ignores her comment. Her fingers lightly but determinedly tap the keys of the computer.

MYSTIQUE

(with a smirk)

You are smarter than you look.

TOAD

Why are we going to the Statue of  
Liberty?

LANCE

For a stage, dumbass.

MYSTIQUE

What better way to a send a message  
than to have our stage be the icon  
of liberty, justice,  
(beat, ominously)  
And equality.

On MYSTIQUE'S bright, REPTILIAN YELLOW eyes, we--

BLACKOUT:

END OF TEASER

ACT ONEFADE IN:

INT. XAVIER INSTITUTE - KRISTEN'S ROOM - DAY

We come in on the brightly lit room. The bed has been made up and the room is spotless and organized. Nothing is out of place.

TILT UP to find the mirror hanging above the dresser. In the reflection we see EUPHORIA SOLSTICE, dressed in all white.

PAN AROUND quickly and she is sitting on the edge of KRISTEN'S bed. One leg is crossed over the other and she is waiting patiently. Her glacial blue eyes are watching the door to the BATHROOM. In her hands is a small metal CASE.

There is a CLICK off screen and we PAN AROUND to find KRISTEN emerging from the bathroom. Her hair is wet and slightly curled as it falls over her shoulders where her towel is resting. She is dressed in dark grey sweatpants and black spaghetti strap tank top. She is looking down.

PULL BACK over Euphoria's shoulder and we can see both of them.

When Kristen looks up she GASPS and her body jerks, startled by the unexpected guest.

EUPHORIA

That's not the reaction I am used to getting when people first see me...

(beat)

But I suppose I am rather...*intimidating*.

KRISTEN keeps her gaze on EUPHORIA as she moves over to her laundry bin and drops the towel inside.

KRISTEN

Can't say I'm used to finding people in my room when I come out of the bathroom.

EUPHORIA

That's a lonely life you lead,  
darling.

KRISTEN

Not really, I just value my  
privacy.  
(beat, realization)  
How did you get in here? I locked  
that door.

EUPHORIA

The woman has many secrets.  
(playful smile)  
Judging by where we are, your focus  
should be on the "why" aspect. Not  
"how".

KRISTEN raises an eyebrow as she makes her way to EUPHORIA.  
The corner of her mouth lifts in a small, amused smile.

KRISTEN

Okay, fine. *Why?*

EUPHORIA lifts the CASE up from her lap and hands it up to  
KRISTEN. She takes it cautiously and looks at the blonde.

KRISTEN (CONT'D)

What is this?

EUPHORIA

It's most commonly known as a gift.

KRISTEN presses her lips together and uses both of her thumbs  
to open the CASE with a surprisingly loud POP.

She peers inside and finds the sleek, silver, RUBY QUARTZ  
equipped VISOR. She plucks it out of the case with her  
fingers and sets the case down on her night stand while she  
holds on tightly to her new eye accessory.

She looks at it in silence, turning it around and simply  
admiring it. She finally looks back up at EUPHORIA who is now  
standing in front of her.

Euphoria reaches out and her fingers graze over the legs of Kristen's glasses. Kristen's body immediately tenses up and her expression hardens.

KRISTEN  
(sternly)  
No, stop. Don't.

EUPHORIA smirks. As she looks at KRISTEN, we watch as her body, starting with her arms, is slowly overtaken by a perfect DIAMOND FORM.

EUPHORIA  
Don't fret. I'm a *diamond*. You  
can't hurt me.

KRISTEN swallows hard. EUPHORIA'S new form does absolutely nothing to ease Kristen's fears.

EUPHORIA (CONT'D)  
If we are going to work together,  
you are going to have to learn to  
trust me.

KRISTEN  
It's not the trusting *you* part that  
I'm worried about.

EUPHORIA  
But if you aren't worried about  
that, then you have nothing else to  
fear. You aren't a murderer. Stop  
treating yourself like one.

KRISTEN'S facial features harden again and she raises her free hand to her glasses. She takes them off and lets her eyes flutter open--

The large OPTIC BLAST rips from her eyes and hits EUPHORIA'S diamond body. As she absorbs the blast, she begins to glow.

Throughout the room, we can see several rainbow prisms dancing over the walls caused by the energy force colliding with the diamonds.

EUPHORIA (CONT'D)  
(with a smile)  
It feels soft. Like a heartbeat.

KRISTEN'S expression softens and she seems to relax slightly. EUPHORIA gently takes the VISOR from Kristen's hand and raises it to her face. She pushes the ends behind her ears and lets it settle in its rightful place.

Kristen's lips curl into a small smile.

KRISTEN  
It's more comfortable than it  
looks.

EUPHORIA smoothly shifts back to her normal form.

EUPHORIA  
More suiting for a leader, wouldn't  
you agree?

KRISTEN'S eyebrows knit together.

KRISTEN  
What?

EUPHORIA  
That is...if you don't feel you can  
handle it, I will understand...  
(beat)  
But I usually agree with everything  
Charles feels is right.

KRISTEN looks at her, still confused. After a moment, she gives it up and relents. She has other things she wants answered.

KRISTEN  
What is this thing? How is it  
different from my glasses?  
(beat)  
Besides looking more bad ass.

EUPHORIA

Other than giving you total freedom and control over every aspect of your power? It does everything except cook you breakfast in bed.

KRISTEN

So you're saying this allows me to be able to use my abilities like everyone else, and actually be in control of it?

(beat)

I don't have to worry about it running rampant on me?

EUPHORIA

Of course, darling. Naturally...

(beat)

I do have tendencies to make magic happen.

(beat, with a smile)

Astonishing is all you. Or at least, it *will* be.

KRISTEN crosses her arms over her chest, giving EUPHORIA a small smirk.

KRISTEN

You have an awful lot of faith in me.

(beat, almost cautious)

Why?

EUPHORIA

I am a good judge of character, so I know greatness when I see it.

(beat)

Plus, I am amazing, darling.

KRISTEN

(playful)

Yeah, something like that.

(with a grin)

Can I try it out?

## EUPHORIA

But of course. Feel special, I  
don't normally share my amazing.

(beat)

Come with me. I'll explain  
everything you need to know while  
we go downstairs.

On KRISTEN'S hopeful expression, we--

SMASH CUT TO:

INT. XAVIER INSTITUTE - DANGER ROOM - DAY

We come in on the large, "X" door. We focus on it for several  
seconds before--

WHOOSH. It splits down the middle and each side retracts in  
its respective direction. As soon as the gap is big enough,  
KRISTEN is shoved inside.

She has been changed into a black suit made of latex that  
hugs her body and display her muscular figure. The sleeves  
are cut off midway down her upper arm. Her boots and  
fingerless gloves are both golden. Her belt is as well, with  
a gold-outlined buckle that's red in the center with a black  
"X". The shoulders of the suit are also gold, as well as the  
two parallel straps going horizontal across her chest which  
sport two velcro-sealed pouches over her right breast. This  
is her X-SUIT.

The door closes back as Kristen tries to regain her balance.  
She stands up straight and looks directly at the camera.

CUT TO JEAN standing in front of KITTY, BOBBY, KARIN and  
ORORO. They are all dressed like Kristen, minus the straps  
and the pouches. Ororo's sports a black cape and covers her  
entire body with no skin showing. Karin's, Kitty's and  
Bobby's have the same full-body design. The exception is that  
Karin's has a slit for her tail, and Bobby has a black  
bandana with the tie at the back of his head and a red "X" is  
printed on the part covering his forehead. Jean's sleeves are  
cut short and the suit is split in two with a generous amount  
of midriff showing.

The room behind them is a vast, empty space. It's made of all  
sleek, slate blue metal and the lights reflect lightly off  
all the surfaces.

Jean crosses her arms over her chest and raises her eyebrows at Kristen almost dangerously. Thanks to her telepathy, she's aware of the time EUPHORIA spent with Kristen and a bit of jealousy has kicked in.

JEAN

I see the diamond whore got to you,  
too.

(hint of jealousy)

Maybe more so than the rest of us.

KRISTEN raises her eyebrows, almost in shock. She isn't sure what JEAN'S problem is.

KRISTEN

Yeah...? She was giving me this.

KRISTEN taps the side of the VISOR, mindful of the small button she is now aware of.

JEAN

(uncharacteristically  
bitter)

She just does everything for you,  
doesn't she?

KRISTEN is still confused, but she feels this is better done in private.

KRISTEN

Jean, can we talk for a second?

JEAN is about to respond, when--

SPIDER-GIRL (O.S.)

Nope! You guys are about  
to be very busy.

Everyone turns their attention to the right and the camera SWISH PANS UP and RIGHT to find the control room of the DANGER ROOM. It is glassed in, and we can see SPIDER-GIRL standing just behind the control panel.

PUSH IN towards the glass and then we CUT TO the other side and we are put behind Spider-Girl as she leans forward and taps the keys.

SPIDER-GIRL (CONT'D)

Good luck!

CUT TO the floor as KRISTEN steps closer so that they're all standing in one large group.

KARIN

What is going on?

KITTY

I dunno. I hate when Spidey's cryptic.

An AUTOMATED FEMALE VOICE booms through the intercom. The voice is modeled off MELANIE HAELESTROM.

DANGER ROOM COMPUTER

Booting up: Subway Train Wreck Scenario.

BOBBY's eyes widen.

BOBBY

Train wreck?! What happened to fighting each other?!

DANGER ROOM COMPUTER

Difficulty level: two.

(beat)

Scenario will commence in: Five.

(beat)

Four.

(beat)

Three.

(beat)

Two.

(beat)

One.

We watch as the room around them seems to break away.

It becomes a giant grid made of black nothingness and thin glowing, green lines.

Seconds later, they are thrown into--

INT. SUBWAY STATION - BOARDING PLATFORM (D. ROOM SIMULATION)

Our heroes stand in the center of the large, cement boarding platform. It's dark, many of the lights have been blown out. Thick cylinder columns are holding the ceiling off of the floor. Despite the darkness and rather abandoned feel to the platform, there are several people standing about. The benches lining the walls are packed with people.

We can hear the SUBWAY TRAIN as it approaches, when suddenly a RATTLING noise joins the sound of the powerful vehicle. There is an ear-piercing SCREECH and we CUT TO the front of the train as--

CRASH. It's rattled off of the track and SLAMS into the cement wall. It continues to move at full speed and a loud metal SHRIEK echoes through the station as the train scrapes against the wall.

CUT TO the front of another train moving at full speed. It is headed straight for the derailed one.

CUT TO our heroes as they run towards the edge of the boarding platform which steps down into the tracks. Each one of them stops right before they can fall into it.

KRISTEN looks to the left and we follow her gaze to see the shining headlights of the derailed train casting an eerie light on the wall. As the train rounds the corner it falls over on its side, unable to turn. We can hear the loud BANGS and CRASHES as the cars COLLIDE with each other and the subway train effectively halts all movement when the first car lodges itself between the two walls.

Kristen takes a deep breath, and without looking at the others--

KRISTEN

Kitty, Karin, get those people out of there! Ororo, get the people off this platform. We don't need any accidents.

(beat)

Bobby, cut the power. Freeze it, do *something*.

(MORE)

KRISTEN (CONT'D)  
Just stop it from trying to run.

They stand there, staring at her.

KRISTEN (CONT'D)  
What are you waiting for?! GO!

As they run off towards the wrecked SUBWAY TRAIN, JEAN takes a stand beside KRISTEN.

JEAN  
Um...hey, Kristen? Now is the time  
to turn our attention to the NEXT  
FRICKIN' TRAIN!

KRISTEN looks towards JEAN, eyebrows raised in shock.

KRISTEN  
What?!

JEAN puts her hands on KRISTEN'S shoulders and forces her to look.

JEAN  
Train? You know, "choo-choo"?

KRISTEN grits her teeth.

KRISTEN  
God *dammit!*  
(beat)  
Your telekinesis, can you--

JEAN  
(strained)  
Already trying, love muffin.

KRISTEN  
(eyebrow raising)  
Love muffin?

JEAN

I mean, you and Solstice seemed to be sharing the same damn muffin, so why not?

KRISTEN

What?! Is this *really* the time, Jean?!

(beat, calm and serious)

Stop that damn train. I have to help the others.

JEAN

I've got it. Go!

We are THROWN BEHIND KRISTEN as she runs off towards the wreckage. She jumps from the platform and onto the first car where BOBBY has applied a thick layer of ICE. Avoiding it, Kristen dashes to the next and dodges the passengers that KITTY and KARIN have both used their abilities to save from the crushed SUBWAY CAR.

She stops in her tracks when she reaches the third one. She peers inside the cracked windows, her teeth grit painfully.

KRISTEN

(to the passengers)

Get away from the door!

KRISTEN reaches up and we CLOSE IN as she turns the small dial at her temple on the VISOR.

PULL BACK QUICKLY as her finger mashes down on the button on the opposite side and a THIN and CONCENTRATED OPTIC BLAST tears from the ruby slit over her eyes with a distinctive PEW. The blast SLAMS into the door and tears it from its sliding track, forcing it into the wall of the SUBWAY CAR on the opposite side.

As Kristen leans in to extend her arm to the passengers, we--

INTERCUT WITH:

INT. SUBWAY STATION - TRAIN TRACKS (D. ROOM SIMULTATION)

JEAN stands in the middle of the train tracks.

Her right hand is raised to her head and she has her index, middle and ring fingers pressed to her right temple. Her left hand is extended in front of her, her fingers spread.

CLOSE UP on her face. Her eyes are shut tight and she is straining.

JEAN  
(grunting)  
Damn Euphoria Solstice and her  
diamond form.  
(beat)  
She can shove that shit, because--  
*ugh.*

INT. SUBWAY STATION - DARK TRAIN TUNNEL (D. ROOM SIMULATION)

CLOSE UP on the quickly approaching SUBWAY TRAIN.

It slows down slightly and we can hear the soft screeching of the breaks.

JEAN (V.O.)  
I-I've got this.

INT. SUBWAY STATION - TRAIN WRECKAGE (D. ROOM SIMULATION)

KITTY pulls two young girls from the SUBWAY CAR, phasing them through the top to easily get them out.

KITTY  
There are three more in here.  
Karin, can you start on the next  
one?

KARIN nods silently and hops over to the next car. KRISTEN pulls a rather heavy man from the hole she created herself. We can see the strain on her face as Karin passes her and leaps over to the fourth car.

BAMF. She is out of our sight just as BOBBY comes up beside Kristen.

BOBBY  
Need help, one-eye?

INT. SUBWAY STATION - BOARDING PLATFORM (D. ROOM SIMULATION)

ORORO ushers the many people on the platform towards the stairs.

ORORO  
Go, now! It's not safe down here.

She motions with her hands for the people sitting to rise up. She risks a quick glance over her shoulder before her attention is back on the civilians.

ORORO (CONT'D)  
Hurry!

INT. SUBWAY STATION - TRAIN TRACKS (D. ROOM SIMULATION)

Down the tunnel, we can see the headlights approaching. It's obvious the train isn't going as fast but its still moving dangerously.

JEAN removes her hand from her temple and allows that arm to join her other; outstretched in front of her. She's quickly becoming exhausted.

INT. SUBWAY STATION - TRAIN WRECKAGE (D. ROOM SIMULATION)

BAMF. KARIN appears on top of the SUBWAY CAR carrying two people. She sets them down.

BAMF. She's gone again. KITTY runs up to the same car and lets herself fall straight through metal shell to get inside.

KRISTEN and BOBBY are both pulling people and urging towards everyone else.

KRISTEN  
Everyone get to the platform!

Obediently, the rescued civilians quickly move from the SUBWAY CAR and scurry out of sight towards the boarding platform.

KRISTEN turns her head to watch after them and we follow her gaze as she--

GASPS. The train is headed straight towards JEAN. Without a word, Kristen rises to her feet and darts over the subway cars. She runs towards Jean and the camera follows close behind her.

KRISTEN (CONT'D)  
(worried)  
JEAN! MOVE!

The SUBWAY TRAIN continues to fly towards JEAN. For a moment it seems as though it's going to hit her, and then--

It HALTS mere feet away from her.

KRISTEN is at her side immediately and the two girls are both breathing heavily. Kristen looks at Jean, who grins at her.

JEAN  
(exhausted)  
Told you I had it.

JEAN'S eyes roll into the back of her head and she collapses into KRISTEN'S arms. Kristen slips one arm underneath Jean's knees and lifts her up. She can't help but grin.

KRISTEN  
Damn you, Jean.

KRISTEN holds JEAN in her arms as she turns around to face the rest of the group that is now forming in the middle of the tracks.

DANGER ROOM COMPUTER (V.O.)  
Mission accomplished.

On the SUBWAY STATION breaking away to form the slate blue room from before, we--

CUT TO:

INT. THE OSBORN MANSION - LIVING ROOM - DAY

We come in on a large, elegant rug of various shades of brown, black and gold. It is laid out over polished mahogany wood flooring and blends in perfectly with the rest of the furniture throughout the room.

TILT UP to find a long, "L"-shaped couch in the center and it's wrapped around an almost equally as long wooden table. PAN AROUND to see that there are other chairs placed around room; two alone are beside the couch. The others are in the corners around much smaller tables. Directly across from the couch is a fireplace made of tile-like stone slabs that are dark in color. There is a fire burning in the pit of it, casting eerie flickers of light on the walls around the otherwise dimly-lit room.

PAN LEFT to find NORMAN standing near a mirror. He is dressed in a dark dress shirt with black slacks. His index and middle fingers rest against his chin while the rest of his hand holds tightly on to a rolled up newspaper. The look on his face is conflicted.

NORMAN

No, no, no. This cannot be the only way.

NORMAN looks towards the mirror. His expression is now one of a madman.

GREEN GOBLIN (V.O.)

It is! Spider-Girl thwarts every move, every effort you make. To take her down, you have to find her weakness.

(beat)

You have to hit her where it *hurts*.

NORMAN looks away from the mirror, expression conflicted once again.

NORMAN  
Mary-Jane Watson is the weakness.

He looks back to the mirror. His expression is once again that of a madman.

NORMAN & GREEN GOBLIN  
Spider-Girl will cease to be a  
thorn in my side after tonight.

NORMAN throws open the newspaper as he stalks to the fireplace. He throws it into the fire.

PUSH IN towards the flames and we see that the image on the front page is that of SPIDER-GIRL.

As we watch the flames engulf and burn away her image, we--

BLACKOUT:

END OF ACT ONE

ACT TWOFADE IN:

INT. XAVIER INSTITUTE - LIBRARY - DAY

We come in on KRISTEN, JEAN, BOBBY, KITTY, KARIN, and ORORO standing in a line in front of a large bookcase that is as long and tall as the wall it is set against.

The camera focuses on each of them for a few seconds, FAVORING ON their faces. They are in their BLACK AND GOLD X-SUITS.

CUT TO XAVIER in front of the fireplace, looking at the screen. He is looking at them. Standing beside him to his left is SPIDER-GIRL who is crossing her arms. On his right is EUPHORIA, who has her hands on her hips.

PULL BACK to show everyone in the room.

XAVIER

(warm smile)

The Danger Room run was a huge success and the six of you did exceedingly well.

(beat)

My initial purpose of this school was to give mutant youth a place to stay and a place to learn, where they could live their lives without the persecution of others that don't understand the gifts that we have. However, as time went on this idea evolved. I wanted to construct a team of gifted youngsters, if you will, to help us in our goals of achieving peace between mutants and humans.

(beat)

That group is you. Today, you are reborn, baptized as post-human beings.

(beat)

From this moment onward, you are the X-MEN.

XAVIER looks at KRISTEN.

CUT TO a CLOSE UP as KRISTEN as she stands tall.

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

You are *Cyclops*. In the Danger Room, you expressed strong leadership skills and a desire to get the job done. You were strategic and quick to re-adjust to changes in the environment.

(beat)

I've been fond of you from the start, and I've never had any doubts in your abilities.

(beat)

*Cyclops*, you are the leader of the X-MEN. The rest will fall under your command, and you will use your skills to manage the team in the way that you feel is best.

KRISTEN nods. She seems confident and proud on the surface, but there is a bit of nervousness underneath.

CUT TO a CLOSE UP of JEAN, who has her attention on Kristen. She smiles briefly before her attention turns to XAVIER.

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

You are *Marvel Girl*. You were quick to back up *Cyclops*' decisions and were able to conjure up your own methods without her instruction. You were supportive, competent, and more than capable.

(beat)

You are the second-in-command of the X-MEN. When *Cyclops* is incapacitated, or not present for any reason, you will take her mantle.

JEAN grins and exchanges a look with KRISTEN.

CUT TO a CLOSE UP of BOBBY, who is overly excited.

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

*Iceman*. Despite being slightly reckless in the Danger Room, you were still a valuable member of the team.

(beat)

Always make sure that your ice cannot harm your teammates.

(MORE)

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

Leaving it around could be  
disastrous, but never hesitate to  
use it where you deem it necessary.

BOBBY looks a little annoyed, but he smiles regardless. He puffs his chest out slightly, proud of his codename.

CUT TO a CLOSE UP of KITTY, who is rocking back and forth on the heels of her feet.

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

*Shadowcat*. Your reaction time to  
the orders you were given as well  
as the changes in the situation  
were superb and you carried every  
action you did effectively.

KITTY beams happily, looking at BOBBY with excitement in her eyes.

CUT TO a CLOSE UP of KARIN. She is fidgeting with her tail, but her glowing eyes are on the professor.

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

*Nightcrawler*. Despite your gun shy  
nature, you are not afraid to do  
what you need to for the better of  
your team and those you work to  
protect.

(beat)

Just like those "*bamfs*" of yours,  
you are a tough girl to pin down,  
but when you're there, you're  
there, and you do exactly what  
needs to be done.

KARIN exchanges a look with KITTY, who high fives the newly-named mutant.

CUT TO a CLOSE UP of ORORO, who is looking down the row of students. She is pleased by their happiness and gives a warm smile. Her attentions turns to XAVIER.

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

*Storm.* You are a strong asset to this team, and I knew from the start that I needed you not only on this team, but as a teacher and mentor at this school. Your motherly attitude towards these students is one that they need, and one that is greatly appreciated.

ORORO nods at him, her smile never leaving her face. She is flattered by his words.

PULL BACK to show each of the X-MEN in all of their glory. They each look at each other and whisper amongst themselves.

EUPHORIA clears her throat and they all look in her direction. We focus on Euphoria as she approaches them.

PAN AROUND to show all of them in one frame.

EUPHORIA

While in costume, you will refer to each other by your codenames. Your real names must not be disclosed. If you choose to be incompetent, you *will* be placed in Cerebral Detention.

(beat, with a smirk)

And time goes by much slower in Detention than it does in the real world, doesn't it, Spider-Girl?

CUT TO SPIDER-GIRL as her arms unfold and she instead puts her hands on her hips.

SPIDER-GIRL

And it only gets worse when you're stuck in there with a woman who wears heels so tall that the only thing they are inferior to is her ego.

CUT BACK to EUPHORIA as she looks directly at the group of mutants.

EUPHORIA

And if you aren't a fan of show tunes, I suggest avoiding comments like that. Unless you want to be singing and dancing to "I Feel Pretty" from West Side Story for the remainder of your time in Detention.

(beat)

And that's the least of what I can do.

EUPHORIA'S glacial eyes fall on CYCLOPS and the brunette swallows hard.

EUPHORIA (CONT'D)

I think I have made my point as monosyllabic as possible.

She smiles, then turns her body to face CYCLOPS as well.

EUPHORIA (CONT'D)

Cyclops, the Blackbird and the Danger Room have both been reprogrammed to respond to your voice signature. If you are going to lead, you are going to need access. If you have any questions...

(telepathically to  
Cyclops)

You know the best way to reach me.

EUPHORIA'S attention snaps to MARVEL GIRL, an eyebrow arching.

EUPHORIA (CONT'D)

(to Marvel Girl)

Just some FYI, you need to work on your mental blocks, especially around another telepath. I do not appreciate your thoughts.

MARVEL GIRL crosses her arms over her chest.

MARVEL GIRL (V.O.)  
(telepathically to  
Euphoria)  
My mental blocks are just fine, Ice  
Bitch.

EUPHORIA smirks and gives a fake yawn.

EUPHORIA  
Moving along.

A rather large metal briefcase floats up beside EUPHORIA from her left side. We see the latches unlock themselves and the case opens to reveal six small, black EARPIECES. All six raise from their snug homes inside and each goes to its respect member of the X-MEN.

EUPHORIA (CONT'D)  
You will each wear one of these while in uniform so that you can be in contact at all times. There are no distance or geographical limits, they feed from my personal satellites.  
(beat)  
In other words, it doesn't matter how far away you are or where in the world you are. You will be able to contact each and every one of your teammates so long as this is in your ear.  
(beat)  
They also enhance telepathic transmissions so that you can always be in contact with the professor or myself as well.

Each of the X-MEN puts the earpiece in their ear. With a smile, EUPHORIA turns away from them. She moves back over to XAVIER and SPIDER-GIRL.

CUT TO ICEMAN as he nudges CYCLOPS in the side.

ICEMAN  
Wally to Number One: Picard called.  
Forge wants his visor back.

CYCLOPS turns her head to look at him and gives him a grin. On ICEMAN'S dorky smile, we--

CUT TO:

INT. DAILY BUGLE - MAIN OFFICE LOBBY - DAY

We come in on a pair of feminine hands organizing a stack of messy papers on the otherwise clean and tidy desk of FELICIA HARDY.

PAN UP her arms to reveal MELANIE as she stands up straight and rolls her shoulders. She cranes her neck to the left and then to the right, a distinct POP sounding from each as the bones crack.

She sighs and opens one of the drawers, sliding the papers into it before she shuts it back. She raises her gaze again and we pull focus to find GWEN standing on the other side of the desk with her hands behind her back.

MELANIE

Hello Felicia, you're looking a *lot* like Gwen today.

GWEN grins at her and excitedly pulls a folded newspaper from behind her back. She shoves it towards MELANIE and the brunette takes it.

GWEN

Spider-Girl wanted me to do this for her, but I don't know how to reach her unless I throw myself in the middle of a gang hideout or something.

(beat)

I wasn't a fan of that idea, sooo...

GWEN slips her hands back behind her back and swings her shoulders. She bites down on her bottom lip and exaggerates a few bats of her eyelashes.

GWEN (CONT'D)

Could you give that to her for me?  
I mean, if it's not too much  
trouble.

MELANIE

You want *me* to throw myself in the  
middle of a gang hideout?

MELANIE pauses, feigning thoughtfulness.

MELANIE (CONT'D)

For you? *Maybe*.

GWEN

Hey, I offered to help you strip  
wallpaper, remember? I think an  
equal sacrifice is due.

MELANIE

Yes, but you didn't actually strip  
the wallpaper, *sooo...*

GWEN

(flirtacious)  
I'll owe yooouu...

MELANIE gives a mock-exasperated sigh and drops the newspaper  
on her desk. She crosses her arms over her chest. She tries  
to keep her expression serious.

MELANIE

Fine. But only because I'm a sucker  
for puppy eyes.

GWEN

(defensive)  
Puppy eyes? I wasn't giving puppy  
eyes!

MELANIE

You were *so* giving puppy eyes.

GWEN

So was not!

MELANIE

Is that a "I know I'm lying"  
twinkle in your eye, Gwenny?

GWEN grins and crosses her arms.

GWEN

Damn. You caught me.

MELANIE looks down at the newspaper and we follow her gaze as she unfolds it. It is a MIDTOWN HIGH SCHOOL newspaper. The headline reads: **"THE UNCANNY AMONG US"**.

ZOOM IN to the words and we can read a smaller headline that says: **"THE X-GENE REVEALED"**.

CUT TO Melanie's face and we watch as her eyes dance over the page. A smile creeps across her lips.

MELANIE

She's gonna love this.  
(looking at Gwen)  
Thanks.

GWEN

Tell her whenever she needs  
anything, I'm her girl.

MELANIE

You too?  
(beat, mock sadness)  
Spidey's stealing all my girls.

GWEN

Except Felicia, right?

CUT TO GWEN as she looks away, as if she's ashamed for letting the words slip.

PULL BACK as MELANIE'S face contorts in confusion.

MELANIE

What?

GWEN

You're dating Felicia.

(hesitant)

Aren't you?

MELANIE looks at her, raising an eyebrow.

GWEN (CONT'D)

I saw you two...uh...the other day,  
um...you...

MELANIE

When she--

On GWEN'S change in expression, MELANIE moves around the desk and rests her hip against the edge. She faces Gwen.

MELANIE (CONT'D)

Gwen, no, th-that wasn't what it  
looked like.

(beat)

Okay, so, that line was a little  
cliched

(beat)

Okay, a lot cliched. But, still! It  
wasn't, it really, really wasn't.

GWEN

(strained smile)

You don't have to explain yourself  
to me, Mel. It's okay.

MELANIE

*She kissed me, Gwen.*

(beat)

We were arguing, and she kissed me,  
which doesn't really make sense,  
but--

GWEN grabs MELANIE'S wrists and holds tightly.

GWEN

Melanie. It's okay, promise.

(beat)

Hey, um...can we talk somewhere private?

MELANIE

Uh, yeah. Did you have somewhere in mind?

GWEN smiles and on her nod, we--

FLASH CUT TO:

INT. STACY RESIDENCE - GWEN'S ROOM - DAY

We come in on a room painted a pale blue color. There are a few pictures hanging up on the walls, one of which we can see is one of GWEN, MELANIE, and LIZ ALLEN standing together at a science fair.

Just above the headboard of the full-sized bed, covered in white and black sheets, is a large poster of SPIDER-GIRL. Right beside it is a red and blue poster of BARRACK OBAMA that reads: **"YES WE CAN!"**

PAN AROUND to a rather large desk neatly situated in the corner of the room. Above the desk are several articles, framed like pictures. Each of the articles is written by **CHLOE SULLIVAN**.

CUT TO the bed where Gwen and Melanie are lying side by side, staring up at the ceiling. That is, until Melanie turns her head to look at the blonde.

MELANIE

Look, don't apologize about the library. It's over, it's done. I'm over it, Mary-Jane's over it.

(beat)

I didn't help it by taking sides. But you guys have to understand, I've known Mary-Jane since I was rockin' the Teletubby pull-ups.

GWEN looks at MELANIE as she raises her eyebrows.

GWEN  
You were still in pull-ups when you  
were like, five?

MELANIE  
That is sooo besides the point.

GWEN laughs and rolls on to her side. She wraps one of her arms around MELANIE'S midsection and hugs their bodies together.

GWEN  
Can I tell you something?

MELANIE  
I don't know. Can you?

GWEN playfully punches the brunette's abdomen. MELANIE laughs lightly.

GWEN  
(amused)  
I'm being serious, Melanie.

MELANIE  
So am I. That was a *serious* grammar  
offense, Miss Stacy.

GWEN throws one of her legs over on to the other side of MELANIE and hoists her body up onto the brunette's. She lays down on top of her and grabs her by the wrists, pinning them above her head.

GWEN  
(laughing)  
I'm not kidding, Mel! This is  
import--

A MAN clears his throat off screen.

SWISH PAN RIGHT to find a white-haired, middle-aged man standing in the doorway with his arms crossed over his chest. He is dressed in a POLICE CAPTAIN'S UNIFORM. He looks hardened and angry, but beneath that is a soft interior. He is CAPTAIN GEORGE STACY, the father of GWEN.

CUT TO Gwen as she blushes and looks at him. MELANIE sits up quickly and props herself up by pressing her hands against the mattress and leaning her arms behind her back.

MELANIE

H-hey Captain.

CAPTAIN STACY

Miss Haelstrom.

(to Gwen)

What's going on in here?

GWEN rolls off of MELANIE and sits on the edge of her bed. She places her feet on the floor.

GWEN

Nothing, daddy. We were just talking.

CAPTAIN STACY

(eyes on Melanie,

suspicious)

It certainly looks that way.

MELANIE looks uncomfortable, bringing herself into the same position as GWEN. They sit side by side.

MELANIE

I uh...I should probably go.

GWEN looks at her for a moment, then looks at CAPTAIN STACY.

GWEN

Can we have a minute, please, dad?

CAPTAIN STACY stares at them both for a few moments, but relents quickly.

He smiles at his daughter very slightly, giving her an approving nod. With one last warning glance to MELANIE, he turns and disappears into the hallway.

Melanie lets out a breath of relief.

GWEN (CONT'D)

He's not gonna kill you, you know.

MELANIE

Are you sure? Do you see the way he looked at me?

GWEN laughs and leans towards MELANIE. She presses her lips against the brunette's cheek and lets the kiss linger for a few moments before she pulls away.

GWEN

We can talk later, when he's not around.

MELANIE

(blushing)

Y-yeah.

GWEN

Call me? Tonight, I mean. Like, way tonight. I have to work.

MELANIE

Aye, aye, Captain Stacy.

GWEN

(amused)

Hey.

(sticks out tongue)

Captain Stacy is my *father*.

(beat)

I prefer Future President Stacy.

On MELANIE'S amused grin, we--

CUT TO:

INT. XAVIER INSTITUTE - HALLWAY - DAY

We come in on ORORO as she lifts her hands from the handles of XAVIER'S wheelchair and pulls the doors shut behind them.

XAVIER turns himself around so that the two are facing each other.

XAVIER

Things are turning out much better  
than I ever could have hoped.

ORORO hugs her arms loosely around her abdomen and gives him a nod of agreement.

ORORO

I was just talking to Kitty. She  
seems to be adjusting well, even if  
she *isn't* very social with the  
others just yet.

XAVIER smiles, pleased.

XAVIER

Yes. Our children are starting to  
bond quite closely.

(beat)

Some even like siblings.

ORORO

I honestly couldn't ask for better  
students--

(beat, with a smile)

Or teammates, Charles.

XAVIER

Yes. They were never bad as a team,  
they all interacted well together.

(beat)

Their recent training sessions in  
the Danger Room and the extra  
combat lessons with Spider-Girl  
have done wonders for everyone.

(MORE)

XAVIER (CONT'D)

(beat)  
I think we made a good decision  
today.

ORORO

We? The decision was all yours,  
Charles.

ORORO smiles and rests her hands on his shoulders. She rubs  
lightly.

ORORO (CONT'D)

But I agree wholeheartedly. I think  
they're finally ready for this.

XAVIER tilts his head only slightly to look up at her.

XAVIER

I couldn't have done this without  
you, Ororo. You and Spider-Girl  
made this possible.

ORORO opens her mouth to respond, when the sound of footsteps  
off screen silence her. XAVIER turns to look to his right,  
his eyebrows raising.

XAVIER (CONT'D)

Jean, so good to see you.

CUT TO JEAN as she stops in her tracks, holding her textbook  
by her hip. She doesn't look happy.

CUT TO XAVIER again as he gives her a smile.

XAVIER (CONT'D)

I need to have a word with you.

On JEAN'S frown, we--

FLASH CUT TO:

## INT. XAVIER INSTITUTE - POLITICAL SCIENCE CLASSROOM

We come in on a vast classroom, void of any students. There is a large blackboard at the head of the room, a large teacher' desk, and smaller desks for the students lined up neatly in one row of six seats: one for each current "student". On the walls are posters related to Political Science and other relevant classroom decorations. These decorations are, however, scarce.

XAVIER rolls on screen, followed by JEAN walking close behind him. We hear the CLICK of a closing door off screen as Xavier settles himself beside the teacher's desk. Jean sits down on the edge of one of the student desks.

Xavier looks at her for a moment, his expression a mixture of many emotions, one of which is evident disappointment.

XAVIER

Jean, may I ask what's going on?

JEAN

(confused and sarcastic)

The sky's falling?

XAVIER

(serious)

I'm not joking with you. Your behavior today has not been your best. I can't say that I'm very impressed with it, either.

JEAN

(defeated sigh)

I didn't know my behavior was being monitored.

XAVIER

(raises eyebrows)

Such a change hardly goes unnoticed.

JEAN

...It wasn't that bad.

(beat)

And Ice Bitch pinched a nerve.

XAVIER folds his hands in his lap. The look on his face is one of concern.

XAVIER  
Would you care to elaborate?

JEAN  
(pointedly)  
You already know.

XAVIER  
I don't like having to pry through  
the minds of my students, Jean.  
(beat)  
I'd rather you explain it yourself.  
We've been over that.

JEAN  
(jokingly)  
But if you've already done the  
prying then honestly, what is the  
point?

XAVIER  
Are you finished avoiding my  
question?  
(beat, gently)  
What is it about Miss Solstice that  
threatens you so much?

JEAN crosses her arms over her chest defensively.

JEAN  
I'm not *threatened*.

XAVIER  
That is what *you* tell me, but  
everything else says otherwise. You  
cannot lie to me, Jean.

JEAN  
What do you want me to say,  
professor?  
(MORE)

JEAN (CONT'D)

That I don't like a woman who likes  
to bust into other peoples' rooms  
without knocking, likewise with  
their minds?

The corners of XAVIER'S mouth lift upwards very slightly.

XAVIER

Are you sure that this is about  
Miss Solstice?

JEAN

What else would I be talking about?

XAVIER

This couldn't have anything at all  
to do with Kristen?

JEAN swallows hard and looks away from XAVIER. The corners of  
her mouth pull down into a frown.

JEAN

Why would Kristen effect my  
personal views on Tour-Guide  
Barbie?

XAVIER

(slightly amused)  
You know what I'm talking about,  
Jean.

JEAN

(defeated)  
Okay. Okay.  
(with a sigh)  
I'd love for Kristen to think about  
me the way she was screaming about  
her in that mind of hers. I  
couldn't even block the kind of  
signals that girl was sending.  
(beat)  
There, happy? I'm a nervous little  
girl who just got a complex with  
Euphoria frickin' Solstice.

XAVIER shakes his head slowly and briefly.

XAVIER

Our powers are gifts. We must use them to better ourselves and the world. Using them otherwise, Jean, is a waste of your talent.

(beat)

A passing thought is like hearing half of a conversation. There are many conclusions that one can jump to.

XAVIER gives her a reassuring smile.

XAVIER (CONT'D)

Actions speak louder than those passing thoughts, Miss Grey. Remember that.

JEAN remains still, soaking up every word that he's said to her. She nods, accepting it.

JEAN

(light jest)

But professor, if that's true, then why is the pen mightier than the sword?

XAVIER

Much more thought is put behind a pen. Much more than a passing thought, that's for sure.

(with a light smile,  
jokingly)

Besides, taking a pen against a sword is an action.

JEAN

Touché, professor. Touché.

On her light smile, we--

FADE OUT:

END OF ACT TWO

ACT THREEFADE IN:

INT. HAELSTROM RESIDENCE - MELANIE'S ROOM - SUNSET

We come in on the large AVENGERS poster located on the dark blue wall.

PAN AROUND to the bed where MELANIE lays on her stomach on the mattress with MARY-JANE straddling her waist. She is laying on top of Melanie, her arms folded and resting underneath her head that is against the brunette's shoulder blades. Melanie's arms are folded underneath her own head as well and her head is turned to look at Mary-Jane.

MARY-JANE

Faye called me a cow today in gym.  
I told her I didn't appreciate  
that.

MELANIE'S eyebrows raise.

MELANIE

When did she say that? When I was  
in the bathroom?  
(beat, almost to herself)  
I knew I should have tied her  
shoelaces together.

MARY-JANE

It was during the competitive  
badminton. I whooped on her,  
so...essentially, in dumb land,  
that makes you a cow.

MARY-JANE shrugs her shoulders and MELANIE laughs into her pillow.

MELANIE

Well, if you're a cow, then I must  
be a *rhino*.  
(beat)  
But that's okay, because you are  
the hottest cow to ever walk this  
Earth.

MARY-JANE

And I must say your rhino ways are something to be jealous of. Beauty. Brains. Giant deadly horn. Now *that's* a package.

The two girls laugh together and MELANIE carefully rolls over beneath MARY-JANE. She now lays on her back and faces the redhead.

MELANIE

Well, the rhino is nothing without her cow, because you forgot the most important part of the package.  
(whispers)  
The sidekick.

MARY-JANE laughs. Then, her expression slowly begins to turn more serious.

MARY-JANE

Do you think I'm fat?

MELANIE'S expression turns serious as well and she cocks a concerned eyebrow. A smile tugs at the corners of her mouth and she lifts her hands up. She cups MARY-JANE'S cheeks.

MELANIE

I think you're the most beautiful, graceful, amazing, *perfect* woman to ever, ever live. Ever.

A blush forms over MARY-JANE'S cheeks and she smiles down at MELANIE. She leans forward and kisses Melanie on the cheek lightly, letting her lips linger against the soft skin.

Then, as she pulls away from Melanie's now blushing face--

MELANIE (CONT'D)

You could be a model or something.  
Or better yet, a *supermodel*.  
(beat, with a grin)  
And it's not like you don't have a free photographer or anything.  
(nudging Mary-Jane with her forearm)  
(MORE)

MELANIE (CONT'D)

Hint hint.

MARY-JANE smiles at MELANIE and climbs off of her. She stands at the foot of the bed and pushes her fingers through her own hair. She messes it up and her smiles turns into a grin.

MARY-JANE

I'm ready for my close up, Mrs.  
Deville.

MELANIE grins back at her and rolls to the side, off the bed. She twirls over to her desk and plucks the camera off of her. She returns to MARY-JANE, excited.

MELANIE

(with a bigger grin)  
You really want me to?

MARY-JANE

Of course! I would be honored to be  
in a famous Melanie Haelstrom  
exclusive.

MELANIE'S grin widens and she wiggles with excitement. She raises the camera to her eye with one hand and uses the other to push MARY-JANE close to the bed.

MELANIE

Okay, um...

MELANIE bites her bottom lip and tilts her head slightly.

MELANIE (CONT'D)

Put one hand on your hip and the  
other in your hair. Like...

MELANIE steps forward and drops the camera on to her bed. She stands right in front of MARY-JANE and takes her left arm by the forearm. She bends it, placing Mary-Jane's hand on her hip with her fingers pointing towards her belly button.

Mary-Jane keeps her eyes on Melanie, a light blush is still evident on her cheeks.

Melanie takes her right arm by her hand, intertwining their fingers as she lifts it to Mary-Jane's head. The two lock eyes as Melanie gently forces the redhead's fingers through her hair. The brunette hesitates for a moment, then she pulls her own hand away and steps back to admire her work.

MELANIE (CONT'D)

Perfect.

MELANIE picks her camera back up and lifts it to her eye again.

MELANIE (CONT'D)

Say, "my best friend is awesome"!

MARY-JANE laughs and playfully rolls her eyes, and on the FLASH of the camera, we--

CUT TO:

EXT. XAVIER INSTITUTE - BASKETBALL COURT, COURTSIDE - SUNSET

We come in onn the sidelines of the basketball court where a bench sits against the chain link "cage" surrounding the perimeter to keep the ball on the court.

On the bench is KRISTEN and JEAN. Kristen is slouched on the bench, her notebook in one hand that is resting against her lap and the other arm is bent behind her head. Jean's back is leaning against the arm of the bench and her legs are sprawled out across Kristen's lap. Her pencil is tapping her text book incessantly.

Jean's lips are squished to one side in thought.

JEAN

(with a sigh)

Maybe I should just download  
physics professors into my brain  
like I did with the surgeons. Then  
I could understand what the hell  
this means.

KRISTEN looks over at her and lifts her head off of her arm. She has a small smile on her face.

KRISTEN

I'm guessing you're expecting some speech about how that's cheating and it's bad and you shouldn't be thinking about doing it?

JEAN

It's not cheating. It's a different manner of learning.

KRISTEN grins and shakes her head.

KRISTEN

I'm *pretty* sure the Professor wouldn't see eye to eye with that theory.

JEAN

(with a laugh)

To be fair, I *did* get the idea from the ol' baldie himself.

KRISTEN

Well, I don't think physics homework is a life or death situation.

(beat)

You have to suffer through it with me.

JEAN smiles.

JEAN

Oh yes, the *torture*.

(jokingly)

We must band together to survive it, Kristen.

KRISTEN turns and pulls one of her knees up on to the bench. She leans over and pulls the textbook where she can see it as well, accidentally brushing JEAN'S hand with hers.

KRISTEN

Uh...

(nervous smile)

We can try each of the formulas  
until we find one that works.

JEAN smiles back at her, then narrows her eyes as she inspects the page. She brings the pencil to her lips and taps it against her chin.

JEAN

Well, we're dealing with projectile  
motion, so I think that would  
narrow it down to these formulas  
here.

She uses the eraser of her pencil to tap the page. KRISTEN leans towards JEAN to better see the list. Jean leans forward with her and incidentally catches Kristen's attention. The brunette unintentionally pulls her gaze down to the black tank top that the telepath is wearing.

Kristen swallows hard and tilts her gaze back to the textbook. When she speaks, she tries to rid of the nervous shake in her voice.

KRISTEN

Yeah, that'll make it easier.

JEAN glances up at her with furrowed, questioning brows. She drops her own gaze down at her tank top and snorts. She takes KRISTEN'S chin in her fingers and tilts her head up so that the two meet each other's gaze.

JEAN

Eyes are here.

JEAN smirks and winks playfully at KRISTEN. As Kristen blushes--

A BASKETBALL flies over their heads and hits the side of the chain link cage.

BAMF. KARIN appears behind the bench and catches the ball in her hands.

KARIN  
 (with a grin)  
 Hey! You two should play viz us!

The two look at her, fanning their noses. KRISTEN pinches her nose closed.

JEAN  
 We're busy.

KRISTEN  
 (pinched nose voice)  
 We've still got homework to finish.  
 (beat)  
 Maybe later?

KARIN  
 Pleeaaaaassee? Just take a break  
 and have some fun!

KRISTEN lets go of her nose and looks at JEAN for a moment, then looks back at KARIN.

KRISTEN  
 I don't know, we--

The balls RIPS from KARIN'S hands as if some invisible force took over. It bounces on the ground a few times and even travels between BOBBY'S legs before it hits the basketball net with a SWISH.

JEAN  
 (playfully)  
 Jean and Kristen, one.  
 (beat)  
 Karin and Bobby, zero.

BOBBY jumps and catches the ball in his hands. He bounces it.

BOBBY  
 I *told* you she would cheat worse  
 than both of us.  
 (beat, mock accusation)  
 (MORE)

BOBBY (CONT'D)

Just like she did with the pool  
game!

KRISTEN grins and turns her head towards JEAN again, raising her eyebrows playfully.

JEAN

Hey now, if I had cheated at pool,  
you would have *known*.

The ball rips from BOBBY'S hands and floats just inches out of reach above his head.

KRISTEN gets up from the bench and drops her notebook down onto it. She jobs over to Bobby and jumps up, smacking the ball down from the air. She bounces it against the ground and looks at him.

KRISTEN

You wanna play?  
(with a grin)  
Let's play.

On BOBBY'S competitive smirk, we--

FADE TO:

INT. FOX CHANNEL NINE NEWS STATION - NIGHT

We come in on an ESTABLISHING SHOT of a relatively large room filled with people sitting at computer desks. Two of the walls are lined with several large television screens that are all on and functioning.

DRIFT DOWN to the back of one computer in particular. PAN AROUND it to find GWEN sitting at it, typing away. Her eyes are glued on to the screen, concentrating.

After a moment, she takes her attention off the screen and looks down to her desk where a half-drunk bottle of water and a half-drunk bottle of DR.PEPPER sit. She makes a face, trying to decide, and finally grabs the soda bottle. She takes a drink, but catches something on her computer screen that steals her attention. Her eyebrows raise in confusion and she sets the bottle back down on desk.

GWEN  
(to herself)  
What the?

She clicks a few times, almost frantically, and begins typing.

GWEN (CONT'D)  
(to herself)  
The processors are spiking...

She presses her lips together in a fine line, narrowing her eyes.

PAN AROUND so that we can see over her shoulder as she brings up the start menu, the command prompt, and types a small command into the box. We watch as the screen is overtaken by numbers that mean nothing to us, but--

GWEN (CONT'D)  
*Aw crap!*

BLACKOUT:

END OF ACT THREE

ACT FOURFADE IN:

INT. BROTHERHOOD HQ - BROADCASTING ROOM - NIGHT

We come in on a large chair that bares striking resemblance to a throne seat. It is a dirty golden color with an arched back that sports three tall, sharp spikes an equal width apart with one on the left of the arch, one in the center, and one on the right.

In the seat sits MYSTIQUE with the BROTHERHOOD standing behind her in their unique UNIFORMS. They are all looking directly at the camera.

MYSTIQUE

Humans are parasites. They leech of the mutant resources. They eat our food, they breathe our air, and they occupy the land that evolution intended Homo Superior to inherit.

She crosses one leg over the other.

MYSTIQUE (CONT'D)

Naturally, our attacks on your power bases and your oh-so-important landmarks will continue until you deliver this world to its rightful owners.

Her REPTILIAN YELLOW eyes narrow and a smirk crosses her lips.

MYSTIQUE (CONT'D)

But your replacements are growing impatient, and the Statue of Liberty is looking very inviting.

We PULL BACK slowly and--

FLASH CUT TO:

EXT. NEW YORK CITY - TIMES SQUARE - NIGHT

We continue to PULL BACK. A giant screen with "**STARK**" labeled on it is revealed to us and on the screen is MYSTIQUE with her BROTHERHOOD.

On the realization that her message was broadcast to the public, we FADE TO BLACK for a few moments until we--

FADE TO:

INT. HAELSTROM RESIDENCE - MELANIE'S ROOM - NIGHT

We come in on a shot of the ceiling and the sound of female laughter.

PAN DOWN to find MARY-JANE in one of MELANIE'S BUTTON UP T-SHIRTS and a pair of SPIDER-GIRL themed, boy-cut underwear. She is leaning backwards against Melanie's bed.

Melanie is sitting on her desk, one leg crossed over the other and her camera is pressed to her eye.

MELANIE

A little to the left. The moon is glaring in my lens.

(beat)

I'd say it makes you look like an angel, but that's *all* the time.

MARY-JANE

Then I should try for "devil" and move into the shadows.

MARY-JANE pushes herself away from MELANIE'S bed and moves over to the corner of the room near the desk. She flicks the light off as she goes, leaving only the lamp on Melanie's desk on to illuminate her.

Mary-Jane angles her head to the side, rolling her eyes up to look at Melanie. One corner of her mouth lifts slightly, a sexy, almost sadistic look on her face.

Melanie grins and climbs off the desk. She gets down on one knee and the camera flashes once, twice, and stops after the third.

MELANIE

*Perfect.*

MARY-JANE suddenly moves forward, taking the camera from MELANIE'S hands. With a giggle, she snaps a quick picture of the brunette. She takes the polaroid between her fingers and raises her eyebrows.

MARY-JANE

Wow, Lani, that was a special face you were making. How about we fix that?

MELANIE rubs her eyes, blinking back the shock from the flash.

MELANIE

Whaaa?

MARY-JANE

Come on, Lani! Live a little and show some skin!

MARY-JANE gently grabs MELANIE by her forearm and pulls her to her feet.

MELANIE

On what? Nerds Gone Wild?

MARY-JANE

I was just thinking for fun, but that sounds hotter. The girls of Nerds Gone Wild featured in a twelve-page spread!

(with a laugh)

We will sell *millions!*

MELANIE

Not with me as one of the nerds, we won't.

(beat)

We can put you in a pair of my glasses and pass you off as one of us.

MARY-JANE

I think nerds will know nerds when  
they see them. Now--

MARY-JANE sets the camera down on the desk and moves up right  
in front of MELANIE. She grabs the hem of her shirt and pulls  
it upwards.

MELANIE

(laughing)  
Oh no you don't!

MELANIE holds her arms at her sides, making it difficult for  
MARY-JANE to pull it off.

MARY-JANE

(laughing)  
Just let it happen, Lani! Just let  
it happen!

MARY-JANE tugs again and MELANIE wiggles, trying to keep it  
down. Mary-Jane is clearly winning as she manages to get over  
Melanie's head, trapping her in her own shirt.

MELANIE

(jokingly, muffled  
laughing)  
You just wanna see this hot nerd  
bod!

MARY-JANE

I see that when you sleep.

MARY-JANE pulls her shirt off completely, tossing it onto the  
floor and leaving MELANIE in her SPIDER-GIRL themed sports  
bra. Mary-Jane quickly grabs the camera from the desk and  
snaps a picture of Melanie's shirtless body.

MELANIE

You win this time, Captain Hook,  
but you won't win the--

MELANIE goes for her camera, but MARY-JANE holds it high  
above her head.

She subsequently dives against the redhead and knocks her back against the desk, effectively trapping Mary-Jane between the two.

MARY-JANE

You think being adorable is going to get you out of this?

MELANIE

Adorable?

MELANIE reaches for the camera, inadvertently pushing her body against MARY-JANE'S.

MELANIE (CONT'D)

Who's being adorable? Not this chick!

MARY-JANE

Let's start out together, and then you can take a few by yourself.

MELANIE

Oh yes, show me the ropes of this modeling biz, Princess.

MARY-JANE looks straight at MELANIE, raising an eyebrow. She's heard that nickname before.

She puts her hand against Melanie's abdomen and pushes her to the side. They stand hip-to-hip and Mary-Jane raises the camera above them. The two girls tilt their heads towards the other and the camera FLASHES. Then, suddenly--

KNOCK KNOCK. Followed by the sound of a door CLICKING off screen.

MAY (O.S.)

Melanie?

(beat)

What on earth is going on in here?

PULL FOCUS to show them all in the same frame. MAY looks highly amused.

MELANIE

Oh, don't mind us. Mary-Jane is helping me try out for Nerds Gone Wild: Manhattan.

MAY look sat MARY-JANE, white eyebrows raising.

MAY

(lightly)

I'm sorry she puts you up to these kinds of things, Mary-Jane.

MELANIE

What? ME?!

(beat)

Aren't you supposed to be on *my* side, grandma?

MARY-JANE

Thanks Granny! She is always tricking me with talk of candy and happier days, and then I am here. Half naked. With a camera.

MELANIE cuts her eyes towards MARY-JANE and narrows them.

MELANIE

We'll see if you get that candy now, Miss Tattle-Tale Watson.

MARY-JANE

Except I have this really adorable picture of you making this *gorgeous* face...I am sure everyone you know would *love* to see it.

MELANIE

(exaggerated gasp)

You wouldn't *dare*.

MARY-JANE

You brought candy into this and made it serious. Try me.

MELANIE

Correction, honey bun, you brought  
candy into it, and then I made it  
serious.

MARY-JANE

Then you understand the rules.  
Candy ensues, or this picture does.

MAY laughs, interrupting the two bickering teenagers.

MAY

Yes, well, Melanie your little  
blonde friend is downstairs waiting  
for you.

(beat)

She said it's important.

On MELANIE'S confused face, we--

FLASH CUT TO:

INT. HAELSTROM RESIDENCE - LIVING ROOM

PUSH IN to the LIVING ROOM from the archway of the KITCHEN  
and we see GWEN standing at the front door. She is leaning  
against it, arms folded over her abdomen.

MELANIE (O.S.)

Gwen?

PAN AROUND to watch MELANIE as she walks across the room and  
over to GWEN. The blonde looks a little nervous.

MELANIE (CONT'D)

Is everything okay?

GWEN

Umm...sort of.

MELANIE'S eyebrows knit together.

MELANIE  
(concerned)  
What do you mean? What's wrong?

GWEN  
I need Spider-Girl.

MELANIE stands up straight and crosses her arms loosely over her chest.

MELANIE  
Alright, spill. What can the webhead do that I can't?

GWEN  
Someone put a virus in the computers at Channel Nine. A little bit of snooping around later, I found out that we weren't the only station.

(beat)  
Someone is planning on hijacking the networks. I don't know what they're trying to do, but whatever it is, it *can't* be good.

(beat)  
So...is Spidey around?

MELANIE rubs the back of her neck and looks over her shoulder towards the kitchen. She lets out a sigh, then looks back to GWEN.

MELANIE  
Clever girl. I'll get Spidey.  
(beat)  
She's just gonna love this.

GWEN  
Can I go with you?

MELANIE  
She's not really into people seeing where she hangs. Something about secret hideouts not being secret if you know where they are.

MELANIE shrugs her shoulders. GWEN tries to keep the smile off her face as she crosses her arms.

GWEN

Then why do you get to know where she lives?

MELANIE

We have a special agreement. I have to stand fifty feet from the hideout and play a magical Spider-Flute and she appears.

GWEN laughs and unfolds her arms. She puts her hands on her hips.

GWEN

You are so full of it.

MELANIE

(with a proud grin)  
So I'm told.

MELANIE pauses for a moment, then pokes out both of her thumbs and jerks them over one shoulder.

MELANIE (CONT'D)

Right, so, getting Spidey.

GWEN

I need to get back to the station.  
(beat)  
See you later?

MELANIE

You betcha.

GWEN smiles as she turns towards the door. On the CREAK of it opening, we--

SMASH CUT TO:

## INT. HAELSTROM RESIDENCE - MELANIE'S ROOM

We come in on the door as MELANIE walks through it. The look on her face is less than amused. She leaves the door open, going straight for her desk. She takes a moment to look at all the polaroids spread out over the polished surface, and a frown tugs on the corners of her lips. It's obvious she doesn't want to leave.

She reaches off just to the side of the desk and pulls her backpack up from the floor. She throws it over her shoulder and turns to look at MARY-JANE who is sitting on her bed again.

MELANIE

I'm sorry, Mary-Jane. Something weird is going down and I need to find Spider-Girl.

MELANIE gives her an apologetic smile. MARY-JANE bites down on her bottom lip, leaning her upper body forward as leverage to lift herself off the bed without her arms. She moves to Melanie, a smile creeping across her lips as she hands Melanie a polaroid picture.

MARY-JANE

Don't apologize.

MELANIE POV SHOT as she looks down at the picture. In the image, Mary-Jane is sitting on Melanie's bed and she is holding a handmade sign that, in the redhead's own handwriting, reads: "I <3 YOU".

CUT TO the two of them as Melanie smiles and lifts her gaze to meet Mary-Jane's.

MELANIE

You want me to give this to Spidey?

MARY-JANE shakes her head and smiles. She takes MELANIE'S hand and squeezes it gently.

MARY-JANE

No, silly. It's for you.

On MELANIE'S blushing, but incredibly touched, face we--

FADE TO:

INT. JONNIE'S LUXURIOUS APARTMENT - BEDROOM - NIGHT

We come in a large poster of a MAXIM MAGAZINE cover featuring the one and only JONNIE STORM. In the photo, she is standing with her legs spread slightly and her arms out at her sides. Her hands are balled into fists. Her hands, arms, and legs are all on FIRE and the flames blow back behind her instead of engulfing her torso. There is a smirk on her face and she is dressed in very revealing, black lingerie.

PAN LEFT to find another large poster. This one is of a VOGUE MAGAZINE cover featuring the same woman. Her backside is facing us and her torso is twisted towards the camera. On hand is on her hip and the other is placed over her shoulder. She is snapping her finger, and there is a small flame above her thumb. She is grinning. She is dressed in a feminine tuxedo.

PAN FURTHER LEFT and we find a large window that takes up the entire wall. We can see that we are in DOWNTOWN MANHATTAN. The city lights glare against the glass that has no blinds or curtains over it. The room is brightly lit by the many inlaid lights embedded in the ceiling.

DRIFT DOWN to find FELICIA HARDY standing in front of a huge mirror that rests on the wall behind the slate grey, metal dresser. She is putting in a pair of silver, hoop earrings and her eyes are trained on her reflection.

Off screen, we hear the sound of protesting BED SPRINGS, followed by a soft GROAN. We can hear the faint sound of a news report playing in the background.

JONNIE (O.S.)  
(groggy, slurred)  
What are you doing?

In the reflection, we can see JONNIE sit up and cover her naked chest with the black sheets.

FELICIA  
(lightly, without looking  
at Jonnie)  
(MORE)

FELICIA (CONT'D)

If you hadn't passed out before the news report came on, you would know.

JONNIE

News report? I have a few drinks, settle in for the night and *then* the action starts?

FELICIA

(with a smirk)

I wouldn't call what we just did "settled in".

JONNIE smirks back at her, but doesn't relent.

JONNIE

Duty calls, babe. That "four" on the uniform you tore off me isn't there to look pretty. I have to--

FELICIA

Not so fast, Torch.

(beat)

You're drunk. I don't think anyone wants their life in your hands right now.

JONNIE

I'm not dr--

FELICIA'S expression turns serious almost instantly.

FELICIA

(sternly)

Jonnie.

JONNIE'S brows furrow and she presses her lips into a thin line. Eyeing her, FELICIA turns the conversation around.

FELICIA (CONT'D)

A group of mutants is stirring up trouble at the Statue of Liberty.  
(MORE)

FELICIA (CONT'D)

I'm going to cover the story for  
the Bugle.

(beat)

You need to sleep this off and call  
your sister back. She's been trying  
to get a hold of you for hours.

FELICIA turns away from the mirror and fixes the black jacket she is wearing over her navy blue blouse and the tight, denim pants. Her high-heeled boots click against the tile floor as she moves to the bed and sits down.

She cups JONNIE'S chin in her hand. Jonnie's emerald eyes lock with Felicia's glacial blue ones for only a moment, then she drops her gaze again. It's almost as though she's ashamed, but fights to admit it.

FELICIA (CONT'D)

You need to get a handle on this,  
lover-girl.

(beat)

You hate your father, don't you?  
Jonnie, you're going to end up just  
like him if you keep living like  
this.

FELICIA pauses, as if thinking of what she wants to say. Her tone is light, but carries a certain seriousness to it as well.

FELICIA (CONT'D)

(with a smirk)

Besides, Miss Amaquelin isn't going  
to want you if you smell like  
alcohol every waking hour of the  
day. And sleeping, apparently.

The corners of JONNIE'S lips tug up into a smile and she cocks an eyebrow in her trademark, arrogant way.

JONNIE

She's also not going to want to be  
with me when I'm still tapping your  
fine ass every night.

FELICIA grins, letting her thumb pull JONNIE'S bottom lip down slightly.

FELICIA  
One sacrifice at a time, Jonnie.

She leans in and presses her lips roughly against JONNIE'S. She puts her head on the back of the brunette's head and her fingernails graze the skin on her back of her neck. A quiet groan escapes FELICIA'S mouth, prompting Jonnie to finally cup her hand over the blonde's cheek. The kiss deepens, becomes heated, until--

Felicia pulls away, breath heavy. She grins at Jonnie and gives her another quick kiss before she climbs off the bed and grabs her BLACKBERRY STORM from the night stand.

FELICIA (CONT'D)  
I have to go if I want to get this story. I'll see you later tonight.

She wipes her bottom lip with the side of her index finger. The two look at each other for a moment longer, then FELICIA walks off screen. We see her reflection in the mirror as she grabs her purse and exits out the bedroom door.

FOCUS ON JONNIE as she rolls over and reaches for her cell phone. We watch the small screen light up and we see: "7 MISSED CALLS". They are all from SUSAN STORM. Jonnie groans and sets the phone back down.

ANGLE over her shoulder as she reaches towards a tall bottle of alcohol that's over halfway empty. As her fingers wrap around the neck of it, we--

BLACKOUT:

END OF ACT FOUR

ACT FIVEFADE IN:

INT. XAVIER INSTITUTE - HANGAR - NIGHT

We come in on the large, rectangular, slate blue "X" door. It sits, closed, and perfectly undisturbed. The only thing we can hear is the chattering of voices off screen, until--

WHOOSH. The door parts down the middle and opens to reveal SPIDER-GIRL. She dashes into the room and skids to a stop soon after.

PAN AROUND to find the X-MEN in their BLACK AND GOLD X-SUITS. They are standing in a group before the BLACKBIRD, which is humming with surprising quietness considering the massive size of the aircraft.

PULL BACK so that we are looking over Spider-Girl's shoulder. The X-MEN turn to look at her.

SPIDER-GIRL

I come to get you, and you're already suited up and ready to go.

(mock sadness)

Where did all the time go? They grow up so fast.

CYCLOPS

We'd love to stay and humor you, but we have somewhere to be.

(beat)

You coming with us?

SPIDER-GIRL

(thoughtful, drawn out)

Ehhh...

(beat)

Nah. Too much estrogen.

SPIDER-GIRL and CYCLOPS' hidden eyes lock together, the tension thick enough to cut with a knife. MARVEL GIRL rolls her eyes.

MARVEL GIRL

Yes, we know, not enough testosterone. Can we get this shindig on the road or is the fight for alpha bitch going to commence?

CYCLOPS turns her attention to MARVEL GIRL, eyebrows raising over her VISOR, almost like a challenge. Seeing it, ICEMAN tightens the knot on his "X"-BANDANA and then crosses his arms over his chest.

ICEMAN

That fight started the second that door opened.

MARVEL GIRL

Yeah well, I finished it.

SHADOWCAT

Uh, guys--girls, whatever. Do we really have time for this?

STORM

(eyeing Cyclops and Spider-Girl, calmly)  
Not particularly.

NIGHTCRAWLER

Zen what are we doing?

CYCLOPS

We're leaving.

CYCLOPS looks at SPIDER-GIRL again, a silent question. Spider-Girl shrugs her shoulders.

SPIDER-GIRL

Flying isn't my style, I'm a swingin' kinda gal. I like feeling the breeze in my spandex and the thrill of falling several hundred feet on a whim.

(beat)

(MORE)

SPIDER-GIRL (CONT'D)

Plus, when latex and bad attitude mix, it smells *really* bad.

MARVEL GIRL

That's interesting, because I hear spandex and smart ass smell pretty bad too.

SPIDER-GIRL

I prefer the term wisecrack genius, but thank you.

(higher pitched)

You're such a sweetheart, Marvie.

(beat)

Marvie. Huh. Good one Spidey. I like that.

MARVEL GIRL starts to open her mouth, but CYCLOPS steps in and--

CYCLOPS

(serious)

That's enough.

CYCLOPS turns around and faces the BLACKBIRD.

CYCLOPS (CONT'D)

Cyclops to Blackbird: Drop the ramp, we're ready to go.

On the loud mechanical sounds that fill the air we ANGLE ON the opening ramp seconds before we--

FLASH CUT TO:

INT. BLACKBIRD X-JET - ABOVE NEW YORK CITY - NIGHT

We come in on the concentrated face of CYCLOPS, who is wearing the pilot headset.

PAN OUT to find MARVEL GIRL sitting in the co-pilot seat with the same style headset.

She is also concentrating, but noticeably not as hard as the leader of the X-MEN.

CYCLOPS

(without looking at the others)

We're closing in on the desired destination. I suggest preparing for an...*interesting* landing.

MARVEL GIRL

And by interesting, she means a possible water landing.

CYCLOPS

Yes, and no, actually. Euphoria taught me...

CYCLOPS looks at MARVEL GIRL. The redhead raises her eyebrows, a challenge, and she bites down on the inside of both of her lips. She's obviously annoyed.

CYCLOPS (CONT'D)

(voice trails)

A neat little trick...

CUT TO the cabin of the X-JET where ICEMAN is sitting beside NIGHTCRAWLER. Directly across the aisle from him is SHADOWCAT. On the other side of her is STORM.

ICEMAN

Mee-ow.

STORM rolls her eyes, though a faint smile plays on her lips as SHADOWCAT and NIGHTCRAWLER giggle to themselves.

ANGLE OVER ICEMAN'S shoulder and we see MARVEL GIRL shoot him a dangerous look from around her seat.

MARVEL GIRL

I thought we've been over this, *Iceman*. I'm not a cat.

MARVEL GIRL telekinetically tightens ICEMAN'S SEATBELT.

MARVEL GIRL (CONT'D)

I'm a bitch.

ICEMAN

Oh God, I think I just felt my ribs crack.

CYCLOPS leans around her chair, giving both ICEMAN and MARVEL GIRL a look that is far from amused.

CYCLOPS

That's enough you two.  
(beat, to Iceman)  
Sit back and shut up, will you?  
Next time you open your big mouth,  
I'm not going to stop her.

ICEMAN crosses his arms.

ICEMAN

(rolling his eyes)  
Yes mom.

STORM shakes her head, amused.

STORM

(teasing, to Cyclops)  
So how does being leader feel?

CYCLOPS

(half-jokingly)  
Leading? I thought I was  
babysitting.

Then, suddenly, an AUTOMATED FEMALE VOICE booms over an overhead intercom. The voice is modeled off EUPHORIA SOLSTICE.

BLACKBIRD COMPUTER  
 Destination approaching. ETA:  
 thirty seconds.

MARVEL GIRL coughs, taken off guard as if she was drinking water and it went down the wrong pipe. Her foot stomps the floor as she tries to catch her breath.

After a moment she finally gulps air down, her face missing all amusement and color.

MARVEL GIRL  
 Ice Bitch follows us *everywhere*?!

ICEMAN lets out a loud laugh, echoed by the rest of the X-MEN sitting in the cabin.

CYCLOPS, however, keeps her concentration on the computer panel.

CYCLOPS  
 Disengage: Cloaking System.  
 (beat)  
 Engage: Transporter Device. All six  
 pods.  
 (beat)  
 Engage: Thermal Screening.

There is the distinct sound of something POWERING DOWN, and then--

BLACKBIRD COMPUTER  
 Cloaking System: Disengaged.

PAN AROUND to the back of the X-JET. We can see six cylinder, pod-like chambers begin to glow with a light green color.

PAN BACK to the front of the jet as the screen is masked with a thermal screen. We are quickly approaching the STATUE OF LIBERTY and inside we can see small indications of at least--

BLACKBIRD COMPUTER (CONT'D)  
 Transport Device is now active.  
 Thermal Screening engaged.  
 (beat)  
 (MORE)

## BLACKBIRD COMPUTER (CONT'D)

Five active bodies detected inside  
the current destination.

On MARVEL GIRL narrowing her eyes and CYCLOPS' jaw clenching,  
we--

CUT TO:

EXT. LIBERTY ISLAND - FERRY DOCK - NIGHT

We come to the long dock packed with several people carrying cameras, backpacks, and other pieces of equipment. They are all talking loudly, practically screaming to be heard over the--

PAN UP to find a large FOX CHANNEL NINE NEWS HELICOPTER hovering above the dock. The gusts from the strong, spinning blades blow powerfully through the crowd.

CUT TO the crowd below as GWEN pushes through with a woman who looks to be in her thirties. The woman has long, straight, dark hair and she's dressed in a woman's business suit. She is JILL STACY.

JILL straightens her skirt with one hand, and holds a CHANNEL NINE MICROPHONE tightly in the other hand. She turns to look at Gwen.

JILL

Are you sure you want to be out  
here?

GWEN looks at JILL, then back at the crowd. She takes a deep breath and turns back to Jill. She nods.

INTERCUT WITH:

EXT. LIBERTY ISLAND - BASE OF THE STATUE OF LIBERTY

We come in facing CYCLOPS at the head of the X-MEN with MARVEL GIRL to her left and STORM to her right as they walk towards the camera. Cyclops stops suddenly, raising her left hand to halt the others.

CYCLOPS

Storm, Shadowcat, and Marvel Girl I want you two in at the back.

(beat)

Nightcrawler, Iceman, you're with me. We're going in the front.

(beat)

Objective is to corner them. Find out what they're trying to do.

(beat)

Whatever you do, don't let them out of your sight once you find them. You heard what the broadcast said. This is an attack, and if something happens...

(beat)

It's on us.

CYCLOPS takes a deep breath, and directs her attention towards the sky.

CYCLOPS (CONT'D)

Let's do this.

EXT. LIBERTY ISLAND - IN FRONT OF THE STATUE OF LIBERTY

The crew from CHANNEL NINE are setting up. Some are fixing the cameras while others set up the lights. JILL and GWEN stand towards the steps leading up to the Statue of Liberty's base platform.

Jill looks at the blonde and smiles.

JILL

I know you've been dying to do this.

JILL hands the microphone to GWEN.

JILL (CONT'D)

(with a grin)

This is your first and only chance, Cuz. Don't mess it up.

GWEN looks at her, shocked.

GWEN

Wait, what?  
 (realization)  
 Are you crazy?! I can't do this!

JILL

"I can't" never got anyone anywhere  
 in life.  
 (beat)  
 I did a lot of ass-kissing to get  
 the execs to let you do it.  
 (lightly)  
 Don't make me look bad.

Someone claps off screen, trying to get their attention. GWEN and JILL turn around and we follow their gaze to find one of the cameramen waving at them.

CAMERAMAN #1

We're ready. Going live in five,  
 four, three--

Another cameraman rips his attention away from his recording device and points up into the air suddenly.

CAMERAMAN #2

Look! It's Spider-Girl!

SWISH PAN UP quickly just in time to see SPIDER-GIRL swing over the crew. We can see the flash and hear the shutters of cameras from below.

She disappears behind the large monument seconds later and then we--

CUT TO:

INT. STATUE OF LIBERTY - EXIT HALLWAY

We come in on MARVEL GIRL, STORM and SHADOWCAT as they slowly make their way down the long, dark hallway.

SHADOWCAT

Why'd Cyclops have to give us the  
creepy hallway?

MARVEL GIRL

(jokingly)

Because it's me and she likes to  
play hard to get.

SHADOWCAT rolls her eyes and STORM smirks.

STORM

(playfully)

Creepy hallways are the best  
locations for those zombies your  
generation is so obsessed with,  
don't you think?

SHADOWCAT

(sarcastic)

Ha, ha. Funny.

A SLURPING sound is heard off screen and the three X-MEN stop  
in their tracks.

TOAD (O.S.)

It's also a great location for--

TOAD leaps into view, tackling STORM to the floor. She hits  
the cement with a grunt.

TOAD (CONT'D)

Toads!

He giggles to himself and jumps backwards off of her. He  
looks up at MARVEL GIRL and grins. He winks at her.

TOAD (CONT'D)

Remember me, hot stuff?

TOAD spits his tongue from his mouth, but it stops mid-  
strike. It curls back towards him and coils around his own  
body, constricting him.

MARVEL GIRL narrows her eyes and he is lifted from the ground. Seconds later, she telekinetically flings him into the darkness.

SHADOWCAT

Ew, what a *creep*.

STORM is back on her feet, eyes narrowed. MARVEL GIRL looks over her shoulder at her, then at SHADOWCAT.

She turns forward again and the camera positions over her shoulder as she walks determinedly down the hallway. TOAD is crouched down and has recovered from his tongue failure.

On his suddenly frightened look, we--

CUT TO:

INT. STATUE OF LIBERTY - MAIN LOBBY

We come in over the shoulders of AVALANCHE and CRIMSON WARLOCK and we watch as CYCLOPS, ICEMAN and NIGHTCRAWLER walk in to view.

AVALANCHE

We were wondering when you slowpokes would show up.

CYCLOPS

How nice of you to wait.

PAN AROUND as AVALANCHE grins. His eyes roll into the back of his head and everything begins to SHAKE.

AVALANCHE

I hope you can hold your own, Warlock. Quicksilver might save your ass, but I'll let you fall.

CRIMSON WARLOCK looks at AVALANCHE and narrows his eyes. He opens his mouth to say something, but is interrupted by--

BAMF. NIGHTCRAWLER throws her feet into Avalanche's back and kicks him face first to the floor. He is quick to get back to his feet.

Crimson Warlock looks at Nightcrawler, who gives him an almost apologetic smile. He returns the smile almost shyly.

AVALANCHE (CONT'D)

Two can play at that game, you fuzzy bitch.

AVALANCHE stomps his foot against the ground and it cracks. CRIMSON WARLOCK'S probability powers kick in, however, and it cracks between Avalanche's legs instead of going for NIGHTCRAWLER. He falls to the ground.

AVALANCHE (CONT'D)

(glaring at Crimson Warlock)

Uh, hello!

CRIMSON WARLOCK looks at him, raising his eyebrows.

CRIMSON WARLOCK

Oh, I'm sorry. Was I supposed to just watch your back or watch you fall?

SPIDER-GIRL (O.S.)

Did you guys miss Teamwork 101?

(beat)

Or did you take it, and just fail it?

PAN UP QUICKLY to find SPIDER-GIRL clinging to the ceiling above AVALANCHE, NIGHTCRAWLER and CRIMSON WARLOCK.

MARVEL GIRL (O.S.)

I'm gonna vote "failed it".

PAN LEFT just in time to see MARVEL GIRL throw TOAD to the ground at CRIMSON WARLOCK'S feet. STORM and SHADOWCAT stand at her sides.

MARVEL GIRL (CONT'D)

They sent *him* to stop *us*.

Upon realizing that they are severely outnumbered, AVALANCHE doesn't look so tough anymore.

CYCLOPS smirks and starts to speak but she's interrupted suddenly by the sound mass amounts of metal bending and crunching off screen, then--

A large, metal slab from somewhere in the room flies towards her. She side steps easily and it hits the wall behind her with a BANG.

SPIDER-GIRL jumps down from the ceiling, twisting around and crouching down. The sudden backward lean her torso makes indicates that she's been caught off guard.

We PAN AROUND to find--

MAGNETO hovering above the bare, metal staircase with a jumbled mess of metal railing, wall panels, and other nonsense behind him. On his arms crossing over his chest, we--

FLASH CUT TO:

TO BE CONTINUED...

BLACK OUT:

END OF PART ONE