

# THE OUTCASTS

1x09 | "Honor Thy Father"

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# THE OUTCASTS

**"HONOR THY FATHER"**

## **MAIN CAST**

KRISTEN SPARKS / CYCLOPS.....JESSICA BIEL  
MELANIE HÆLSTROM / SPIDER-GIRL.....MISSY PEREGRYM  
CHARLES XAVIER.....PATRICK STEWART  
BOBBY DRAKE / ICEMAN.....SHAWN ASHMORE  
JEAN GREY / MARVEL GIRL.....FAMKE JANSSEN  
ORORO MUNROE / STORM.....HALLE BERRY  
KARIN WAGNER / NIGHTCRAWLER.....MICHELLE TRACHTENBERG  
MARY-JANE WATSON.....KIRSTEN DUNST  
KITTY PRYDE / SHADOWCAT.....EMMA ROBERTS  
GWEN STACY.....BRYCE DALLAS HOWARD  
FELICIA HARDY.....ELISHA CUTHBERT

## **REOCCURRING CAST**

NORMAN OSBORN / GREEN GOBLIN.....WILLEM DAFOE  
HARRY OSBORN / HOBGOBLIN.....JAMES FRANCO  
HAYLEE OSBORN / DEMOGOBLIN.....HAYDEN PANETTIERE  
WILLIAM MAXIMOFF / CRIMSON WARLOCK.....BEN BARNES  
"GRANDMA" MAY HÆLSTROM.....ROSEMARY HARRIS

## **GUEST STARS**

JONNIE STORM / SUPERNOVA.....OLIVIA WILDE  
ALLEGRA AMAQUELIN.....AUDREY KITCHING  
SUSAN STORM-RICHARDS / INVISIBLE WOMAN.....JENNIFER MORRISON

## **SPECIAL CREDIT TO**

VOICE OF DEMOGOBLIN.....ROGER JACKSON

**TEASER****FADE IN:****INT. XAVIER INSTITUTE - KITCHEN - MORNING**

We come in FOCUSED ON an empty PLATE that is littered with crumbs of what is left of someone's breakfast meal. We watch as a FEMININE HAND in a PLASTER CAST puts a fork down into the plate.

PULL BACK as the plate is lifted by a hand without a cast and *KITTY PRYDE* is revealed to us. We can see now that we are in an elegant kitchen made of mahogany cabinets, dark granite counter tops, sleek black appliances and a light-colored stone tile floor.

BOBBY (O.S.)  
(quickly)  
Wait, wait, wait!

Kitty turns around and we see *BOBBY DRAKE* as he dashes into the kitchen with wide eyes, as if he just remembered something important.

KITTY  
(with a laugh)  
Bobby, don't worry. I've got this.

Bobby takes the plate from her anyway and puts it into the sink himself. He turns to look at her again. Kitty crosses her arms, a playful and amused smirk on her lips.

KITTY (CONT'D)  
It's been a *month* Bobby.  
(gentle)  
Come on. I'm *oh-kay*.

He looks down at his feet, something obviously troubles him. He pushes his hands into his pockets and we can see that he's balled them into fists. Kitty frowns, stepping closer to him. She puts her wrists against his shoulders and uses her thumb and index fingers of both hands to angle his chin up slightly so that he looks down at her instead of straight to the floor.

KITTY (CONT'D)  
Bobby, it was an accident. Those  
have a bad habit of happening,  
y'know.

Her thumbs graze over his cheeks, a smile forming gently on her lips.

KITTY (CONT'D)  
 Quit blaming yourself.  
 (with a mock disgusted  
 face)  
 You're acting like Kristen. Broody  
 and moody and...  
 (voice trails)  
 Sorry, I forgot she's your  
 friend...

Bobby finally smiles, shaking his head in her hands.

BOBBY  
 That means that I know that better  
 than anyone.  
 (softer)  
 But Kitty, I--

Kitty puts her finger against Bobby's lips and shakes her head.

KITTY  
 Nope. We are *so* done on that  
 subject. Buuuut...  
 (sly grin)  
 If you *really* wanna make it up to  
 me, there's a carnival in town--

KARIN (O.S.)  
 (excited)  
 Ze carnival is in town?

Kitty turns and Bobby looks up to see *KARIN WAGNER* as she walks in, *IMAGE INDUCER ACTIVATED*. Her brown hair is pulled back into a loose ponytail and she's dressed casually unlike the other two, who are still in their pajamas.

BOBBY  
 Yeah, I saw an ad for it, but I  
 didn't think anyone would actually  
 want to g--

KITTY  
 (mock offense)  
 What?! Of *course* I want to go, you  
 big iceberg! I *love* carnivals!

KARIN  
 (excited)  
 Ve should all go!

We hear the soft sound of footsteps against carpet and then the sound of the same shoes against tile before *ORORO MUNROE* comes into view behind Karin. She smiles, pleased at the sight.

ORORO

That would be a great idea. It will be nice for everyone to get out of the mansion.

Bobby grins.

BOBBY

I'm game if you guys are.

Karin beams excitedly as Ororo moves passed her carefully and moves off screen towards the refrigerator. PULL FOCUS to see her in the background with her back to us.

ORORO

I will get with the Professor about our transportation methods while...

(to Kitty and Bobby)

You two get dressed. Karin, why don't you get Jean and Kristen?

KARIN

I zink Jean is still sleeping. I'm not sure where Kristen is.

BOBBY

Probably being a party-pooper somewhere.

KITTY

When is she ever *not*?

Ororo turns around completely and we see her smile at the teenagers while holding a half-full gallon of milk in one hand.

ORORO

(lightly, but amused)

That's enough, children.

(beat)

We will let them rest. Should they wish to join us, Jean will have no problem finding us.

CUT BACK to Kitty and on her disappointment that she isn't going to the carnival alone with Bobby, we--

**CUT TO:**

**INT. THE OSBORN MANSION - ARMORY ROOM - MORNING**

We come in on the reflection of HARRY OSBORN, set in the glass case one would expect to see at a museum. His face is devoid of any emotion, his jaw clenched and his eyes are focused on an unseen object beneath the protective glass. We can't make out what it is, but we can see that it has shades of dark green and yellow.

HAYLEE (O.S.)  
(sadly)  
Harry, c'mon.

The camera FOCUSES on the object within the case and we can finally see that it is the maniacal GREEN GOBLIN MASK.

PUSH PASSED the case to see HAYLEE OSBORN in jeans and a t-shirt. Her hair falls in blonde waves and her face is filled with sorrow.

PAN AROUND the two to reveal a small pathway that is lined with cylindrical glass cases that illuminate the space around them. Other than those lights, the vast space is pitch black. As the two Osborn children walk the path, we can see that each cylindrical serves almost as an exhibit that holds different GREEN GOBLIN paraphernalia: PUMPKIN BOMBS, RAZOR BATS, and other weapons that we haven't seen him use before and could not even begin to give a name to.

HAYLEE (CONT'D)  
(softly)  
I've found the archive for all of these.

She points to a case that holds a group of small orange and green balls.

HAYLEE (CONT'D)  
"Pumpkin Bombs". Dad never really had a knack for names.

She giggles lightly, almost as though she's trying to distract herself from the sadness that she actually feels.

HAYLEE (CONT'D)  
That's why I'm glad mom named me.

Harry's eyes cut to the side and he glares at his sister, unamused. Haylee's grin fades as her head tilts down, her eyes staring at the floor solemnly.

Finally, Harry can no longer contain the knowledge he has kept secret from his sister for an entire month.

HARRY

It was Spider-Girl. I watched her  
lay his body down.  
(beat, disgusted)  
And people think she's some kind of  
*hero*.

Haylee is silent for a moment and then she turns her head to look at Harry. Her eyes move to the display cases, and then back to her brother. The knowledge doesn't seem to bother her that much for some reason.

HAYLEE

We could do something about it.

Harry gives her a questioning look. She raises an eyebrow slightly.

HAYLEE (CONT'D)

(gesturing to the cases)  
We could follow in dad's footsteps.

A small, pleased grin spreads over Harry's lips.

HARRY

And squash the spider *and* her group  
of misfits.

On Haylee's smirk, they continue walking down the pathway and stop just in front of a huge metal chamber with no visible door. The siblings exchange worried glances and then Haylee takes the first step into the REJUVENATION CHAMBER.

The chamber is much brighter than the surrounding room, like a beacon of light in the darkness. The soft BEEPING of a machine echoes throughout the room and Haylee stops next to a mass of medical equipment. She leans over the bed where a still NORMAN OSBORN lies unconscious.

She wraps her fingers around Norman's hand.

HAYLEE

Don't worry daddy, Spider-Girl will  
pay for what she did to you.

We travel up Norman's arm to find an IV in his forearm that pumps a dark green liquid into his body. We move back down to his hand just in time to see it gently squeeze Haylee's. On that chilling image, we--

**BLACKOUT:**

**END OF TEASER**

**ACT ONE****FADE IN:****INT. HAELSTROM RESIDENCE - MELANIE'S ROOM - DAY**

We come in on *MELANIE HAELSTROM'S* reflection in the large mirror above her dresser. She is putting a silver chain necklace around her neck that goes perfectly with the blue tank top that she's wearing. We can see that all evidence of her shoulder being stabbed by the GREEN GOBLIN'S RAZOR BAT (See "Legacy (Part Two)") is gone thanks to her regenerative healing and the cuts on her face and elsewhere are healed completely.

We PULL BACK as Melanie turns around and we can see that she's dressed in blue and red men's board shorts that she has tied tight around her hips in order to keep them from falling down. She starts towards her bed but turns around to look back into the mirror. She grabs at her hair, pulling it back and then pushing it up. She decides on the latter and ties it up into a loose bun on the top of her head.

She moves to her bed and sits down. She pulls on her socks and shoes, and as she stands--

KNOCK. KNOCK. Someone is at her door, and--

MAY (O.S.)

Melanie Elizabeth Haelstrom! Mary-Jane is probably wondering where on Earth you've gotten off to! You were supposed to pick her up fifteen minutes ago!

MELANIE

I know, I know, I'm alm--  
(disbelief)  
Fifteen mintues ago?!

She stands up and takes another quick look in her mirror. She rubs her hands down the front of her chest, stops at her abdomen and then takes a breath.

MAY (O.S.)

That's what I said, dear. You're going to be late to your own funeral, you know.

Melanie rolls her eyes with a grin, shaking her head. Her grandmother is probably right.

MELANIE

And that will be just fine. My funeral is *my* day. Everyone waits on *me*.

MAY (O.S.)

(smile in her voice)

When you have no funeral guests, your spirit will remember this moment.

(beat)

Now hurry up before she leaves without you!

Melanie moves to her door and swings it open, revealing an amused looking *MAY HAELSTROM* on the other side. The youngest of the two grins and gives her grandmother a kiss on the cheek.

MELANIE

I'll be back later, grandma.

MAY

(with a smile)

You be careful now, dear. The two of you better behave yourselves.

MELANIE

Can't make any promises. MJ, me and trouble are tight.

(crosses her fingers)

Tight like this.

May shakes her head, smiling at her granddaughter.

MAY

I knew that you and trouble were "tight like that"--

(crosses her fingers)

--When your first word was "boo".

Melanie's eyes widen and her grinning mouth falls open, amused.

MELANIE

Was it really?

MAY

(with a laugh)

Go. Mary-Jane is waiting on you!

MELANIE

Right! MJ! Okay, going now!

Melanie kisses May on the cheek again and dashes down the hallway. We focus on May as she shakes her head, an almost devious little smile on her lips.

On that, we--

**SMASH CUT TO:**

**EXT. WATSON RESIDENCE - FOREST HILLS, QUEENS**

We come in behind MELANIE as she walks up the driveway that is void of any vehicles. There are none of the usual signs of the Watsons being home.

CUT in front of Melanie as she raises her eyebrows at this new realization and she shrugs her shoulders lightly. At the front door, she knocks against the wood and drops her fist to her sides as she waits. She shakes her hands, anxious.

From inside the house we can hear the sound of feet beating against a wooden floor. Someone is running towards the door, and then--

It SWINGS open to reveal MARY-JANE WATSON standing with her hair up in a loose ponytail and a SPIDER-GIRL TOWEL secured around her otherwise bare body. Her eyebrows raise but she can't contain a happy grin.

MARY-JANE

Am I dead?

(beat, grining)

'Cause if you're here early then  
hell just froze over.

MELANIE

Early? But--

On the realization, Melanie narrows her eyes playfully and glares towards her house.

CUT TO the front of the HAELESTROM RESIDENCE where MAY stands on the front porch watering a potted plant. She grins towards the camera and waves pleasantly before we--

CUT BACK TO Melanie and Mary-Jane as the brunette's jaw drops and she crosses her arms over her chest. Her attention turns back to the other teenager.

MELANIE (CONT'D)

That old hoot played me.

(beat)

She told me I was *late*.

Mary-Jane holds the front of her towel tightly in one hand while the other rests on her hip.

MARY-JANE  
I'm lost on how that *still*  
surprises you.

MELANIE  
She gets me just as I start to  
suspect she's become a normal,  
sweet old lady.

MARY-JANE  
You realize we're talking about  
granny, right?

MELANIE  
(with a smirk, playful)  
Congratulations, Miss Watson.  
You've made me into a fool.

MARY-JANE  
(amused grin)  
Well since you're early anyway, you  
can help me decide what to wear.

Melanie grins.

MELANIE  
You look good in everything.  
(overly dramatic)  
How will I choose?

The redhead rolls her eyes playfully, grinning back at her.

MARY-JANE  
(playful)  
Knock it off, Romeo.  
(motioning her in, mock-  
demandingly)  
Get in here.

On that, we--

**CUT TO:**

**INT. XAVIER INSTITUTE - GIRL'S DORMITORY HALLWAY**

We come in facing *KRISTEN SPARKS* as she walks down the hallway. Her hands are in the pockets of the denim jeans that her dark red polo shirt is tucked in to. As she approaches one of the doors, she slows her pace.

CLOSE IN as she stops just before the door. She leans her shoulder against the frame and her chin angles downwards. She's looking at the doorknob. She takes in a deep breath through her nose and crosses her arms over her chest. Her facial expression tells us that she's deep in thought.

And on her contemplation, we--

**CUT TO:**

**INT. XAVIER INSTITUTE - JEAN'S ROOM**

JEAN GREY who is sitting on her bed with her back leaning against her pillows and her knees bent in front of her. She's holding Stephen King's "SALEM'S LOT" and her complete attention is on the reading material.

JEAN

Yes! God, the master is so deliciously evil. He would make Edward Cullen his *pet*.

On JEAN'S little grin, we--

**CUT TO:**

**INT. XAVIER INSTITUTE - GIRL'S DORMITORY HALLWAY**

KRISTEN exhales and drops her arms from her chest. One hand slips back into her pocket and the other raises up. She balls it into a fist and presses her knuckles against the door. She pulls her hand away, lips in a thin line, pulling all of her nerves together and she finally KNOCKS.

**CUT TO:**

**INT. XAVIER INSTITUTE - JEAN'S ROOM**

JEAN gasps and jumps, startled out of her reading trance.

JEAN

Uuuh...hello?

There is nothing but silence on the other side of the door for a few moments, until--

KRISTEN (O.S.)

(nervously)

Jean? I..uh...am I interrupting something?

JEAN  
(scrambling out of bed)  
No, no! Hang on,

She smooths her hair down and fixes her shirt.

JEAN (CONT'D)  
I was just--

Jean moves to the door quickly and opens it to reveal KRISTEN leaning there with her arms crossed. The brunette tilts her chin up to look at Jean.

JEAN (CONT'D)  
(almost breathless, with a smile)  
--Reading.

KRISTEN  
(hint of a smile, simply)  
Hey.

Jean crosses one leg over the other and leans against the door frame as well.

JEAN  
What can I do for you this fine morning, Miss Sparks?

KRISTEN  
Are you...uh...doing anything today?

JEAN  
Nothing that I can't change.

Kristen shifts slightly and leans forward a bit. Her torso leans towards the threshold of the door to bring her closer to Jean.

KRISTEN  
(nervously)  
Do you...um, if you want, I could...uh...will you go to the carnival with me?

JEAN  
(smile brightens)  
Well, I've never been to a carnival...

KRISTEN

(small grin)

I've been to a few stupid ones, but I thought maybe they could be tolerable if you were with me. I need to get out of here for a while.

JEAN

I *am* rather exciting to be around, huh?

KRISTEN

(with a small smirk)

That's one way to put it.

Jean rubs her own upper arms gently. She smiles.

JEAN

I'd love to go with you Kristen.

Kristen's nervous expression is replaced by a more confident one. She manages to suppress the grin that wants to form on her face.

KRISTEN

I'll meet you in the foyer?

JEAN

(with a nod)

It's a date.

Kristen smiles at her and finally rolls her shoulder away from the door frame as she turns to move back down the hall. Jean shuts the door behind her and quickly turns around to face the camera.

Jean balls her hand up into a fist, her arm is extended out about an inch or two from her body. She jerks her elbow back to her side in triumph.

JEAN (CONT'D)

Yes!

On her excitement, we--

**BLACKOUT:**

**END OF ACT ONE**

**ACT TWO****FADE IN:****EXT. CONEY ISLAND, NEW YORK - CARNIVAL PARKING LOT**

We come in on the front of an old, faded black HONDA CIVIC. We travel up the hood and PUSH IN towards the windshield and--

**CUT TO:****INT. CARNIVAL PARKING LOT - INSIDE THE HONDA CIVIC**

MELANIE sits in the driver's seat with MARY-JANE beside her in the passenger's. The brunette drums her hands against the steering wheel and looks over at the redhead.

MELANIE

So, games or lunch first? I can swing either way, and if you tell me to choose, I will push you out of this car.

Mary-Jane looks out the window and down at the paved ground below. She whistles uneasily.

MARY-JANE

Since that sounds terrible, I'm gonna have to say...ice cream!

MELANIE

Ice cream it is. Well, ice cream for you. I think I want cotton candy.

(beat)

Or maybe fluff-ified sugar is a bad idea for me. I'll just stick to ice cream.

MARY-JANE

We can get candy on top. The best of both worlds!

MELANIE

I like the way you think, you little devil, you.

Mary-Jane puts her hands to her head, her pointer fingers outstretched and mocking devil horns.

MARY-JANE

(croaky)

Laaaaannniii! This little devil  
wants chocooooooooolllllaaaaaate  
sauce!

MELANIE

Then I say we better ski-daddle and  
get that chocolate sauce.

Melanie grabs for her door handle and starts to open the car door when--

The loud ROAR of a motorcycle stops her in her tracks. She narrows her eyes slightly, annoyed as the blue and silver HONDA CBR 600RR skids to stop beside her parked car. It's carrying two obviously female passengers, both wearing helmets that match the colors on the bike. The one behind the driver has her arms wrapped tightly around the bike's operator, just underneath her bosom.

MELANIE (CONT'D)

(muttering)

Excuse you, Hells Angels. That was  
my door you almost destroyed.

(beat)

It's already falling off as it is!

We FOCUS ON the two women on the motorcycle as the driver lifts her helmet off her head to reveal KRISTEN. As she kicks the stand down, we CLOSE IN on the female behind her and--

SLOW MOTION SHOT: The female lifts the helmet off of her head to reveal JEAN. She holds it in her hands as she shakes her head, flinging her long, red hair out of her face. A smirk sets on her lips when she notices the car with Melanie and Mary-Jane inside.

FOCUS ON Mary-Jane as she looks at Kristen through the window with a shocked expression.

She slowly opens her door and steps onto the pavement. Her hands remain on the door as she looks the new pair up and down as Kristen climbs off the bike. Mary-Jane then looks down at Melanie for a moment, as if confused by what's going on.

MARY-JANE

Kristen? What are you doing here?

Kristen runs her fingers through her bangs that have escaped the restrictions of her hair tie to straighten them, and then her arm falls to the side while the other still holds her helmet.

KRISTEN

We needed to get out of the mansion  
for the day. What are y--

She is interrupted when the DRIVER'S DOOR on the car opens  
up, but stops just short of hitting Jean.

MELANIE

Yo, biker babe. You're in my way.

Kristen angles her face to look at Melanie for a moment, then  
looks back at Mary-Jane.

KRISTEN

(eyebrows knitting  
together)

You're here with her?

Her question leaves Mary-Jane slightly taken aback.

MARY-JANE

Is that an accusation, Kristen? Or  
a question?

Melanie wiggles her way out of the car and shuts the door,  
throwing her hands in the air to get their attention.

MELANIE

Alllrrriight, girls and...

(eyes Jean)

Biker babes. Let's not loiter in  
the parking lot when there is fun  
to be had

(pointing her arms in  
presentation fashion in  
her intended direction)

Just down the pier!

Jean eyes Melanie with a look almost as though she's  
reminding the brunette that she knows a certain SECRET.

JEAN

(with a smile)

Melanie's right. It's supposed to  
be a fun day.

Mary-Jane cocks her eyebrows in a puzzled look and glances  
between Jean and Melanie respectively.

MARY-JANE

You two know each other?

JEAN  
 (quickly)  
 Yeah, we ran into each other in the  
 hall at the mansion when she stayed  
 the night.

Jean's right eyebrow lifts.

JEAN (CONT'D)  
 (stern)  
 With you.

Melanie and Kristen exchange glances. Kristen's eyebrows come together again, indicating that she's narrowed her eyes. Melanie shrugs nervously and grins.

MELANIE  
 You were outta spare rooms?

The younger redhead looks down at her hands that are clenched slightly around the car door. She looks at Kristen with a pang of hurt in her eyes.

MARY-JANE  
 You know, you never acted like this  
 before you met your new "friends".  
 What changed?

Melanie shrinks back and leans against the car, the memory of the kiss Mary-Jane and SPIDER-GIRL shared still clear in her mind. She avoids any eye contact with Jean.

Kristen takes in a slow breath and looks over the hood of the older vehicle at Mary-Jane

KRISTEN  
 I didn't mean it the way it  
 sounded, Mary-Jane. I just didn't  
 expect--

MELANIE  
 (surprisingly defensive)  
 Her to be here with someone else?  
 (beat)  
 Breaking news, this just in! Mary-  
 Jane has friends!  
 (playful gasp)  
 What a shocker!

Jean shoots Melanie a dangerous look. The brunette clenches her jaw and points a subtle glare back at the redhead.

Mary-Jane scoffs and shakes her head. She slams the door and rounds the car to Melanie and takes her by the hand. She pulls her away from the vehicle, towards the pier.

MARY-JANE  
Let's go, Lani.

Mary-Jane stops to glare at Jean, then looks briefly at Kristen.

MARY-JANE (CONT'D)  
Next time, I'll make sure I ask you permission before I go out with my friends.

Jean narrows her eyes as the shock takes over Kristen's features. We focus on Melanie and Mary-Jane walking down the pier as--

JEAN (V.O.)  
(telepathically to  
Melanie)  
Ring-ring, ring-ring.

MELANIE (V.O.)  
(telepathically to Jean)  
Oh, rats. I thought I was on the telepathic "Do Not Call" list.

JEAN (V.O.)  
(telepathically to  
Melanie)  
Cute, real cute--so was kissing MJ.

We shift our FOCUS to Kristen as she takes Jean's helmet from the redhead's hands and places both it and her own on the handle bars of the bike. The expression on her face is hardened again.

MELANIE (V.O.)  
(telepathically to Jean)  
Have you ever heard the phrase "mind your own business"? I hear it's a pretty common one.

JEAN (V.O.)  
(telepathically to  
Melanie)  
When the two of you shoot me dirty looks and make Kristen seem like an ass for having a twinge of jealousy over seeing you with her supposed girlfriend, it becomes my business.

MELANIE (V.O.)  
 (telepathically to Jean)  
 You can lecture me when you *don't*  
 show up hanging all over my best  
 friend's girlfriend. She was  
 reasonably upset, Miss Righteous  
 Fury.

JEAN (V.O.)  
 (telepathically to  
 Melanie)  
 I'm not the one pretending we're  
 just friends, *Spider-Girl*. When you  
 get your head out of your ass and  
 stop playing "Haha I Got the Girl"  
 with Kristen, I'll stay out of your  
 head.

CUT TO Melanie's face as her eyes look towards Mary-Jane briefly. Her eyes drop and we follow her gaze to their hands that are holding on rather tightly to one another.

PAN UP to her face again as her eyebrows knit slightly.

MELANIE (V.O.)  
 (telepathically to Jean,  
 sarcastic)  
 You know, it was *great* talking to  
 you. Let's do it again sometime!

CUT TO Jean as she glares down the pier after Melanie.

JEAN  
 (muttering)  
 This bullshit is really starting to  
 get on my nerves.

On Kristen looking over at Jean, puzzled, we--

**CUT TO:**

**EXT. CONEY ISLAND PIER - CARNIVAL GROUNDS - FOOD CORNER -  
 LEFT SIDE - DAY**

We come in facing a crowd mixed with people who are standing still, chatting away while others are walking around and looking at everything that the CARNIVAL has to offer.

PUSH IN through the crowd and we find HAYLEE, GWEN STACY, and FELICIA HARDY standing together in a small crowd of their own.

GWEN

I was really hoping to get some cotton candy before, you know, Christmas, people!

Haylee laughs and grabs both Felicia and Gwen's hands.

HAYLEE

Follow me, girls.

Haylee starts PUSHING her way through the crowd, forcing people to step to the side, effectively parting the sea of Carnival-goers in order to let them through.

GWEN

Why didn't I think of that?  
(slightly bummed)  
Now where is the line?

FELICIA

Watch and learn, *Gwen*ny.

In one quick motion, Felicia snatches a stick of bright, pink cotton candy from one of the booths and hands it to Gwen. The youngest blonde stares at her.

GWEN

You *so* can't do that in front of me!

FELICIA

(with a smirk)  
But I just did.  
(beat, mocking)  
What are you gonna do? Tattle to Officer Daddy?

HAYLEE

(playful grin)  
Just close your eyes and it'll be okay.

Gwen glares playfully at both of them and pulls a good chunk of the fluffy sugar into her mouth with her teeth.

GWEN

Why do I have that creeping suspicion that I've fallen in with the stereotypical "wrong crowd" all the good, nerdy kids are worried about?

HAYLEE  
 (with a wink)  
 Because the wrong crowd is just  
*sooo* right.

Felicia rolls her eyes with a grin, crossing her arms loosely over her chest.

FELICIA  
 Isn't that what they *all* say,  
 Haylee?

GWEN  
 Yeah. Right before they end up in  
*jail* for things like, oh,  
 (eyes Felicia, albeit  
 playfully)  
*Stealing?*

HAYLEE  
 Well, from what I've heard, Felicia  
 likes to steal a little more  
 than...  
 (eyes Felicia knowingly)  
 Cotton candy.

The three of them start walking again as Gwen holds tightly on to the stick holding all the cottony goodness. Her attention, however, moves to Felicia.

FELICIA  
 Only when I *really* want it.  
 (with a shrug)  
 Sometimes I like a good chase, and  
 Melanie Haelstrom *loves* to run.  
 (beat)  
 Is she here, by the way?

Gwen rolls her eyes, a mix of amusement and a pinch of what could be jealousy in her features.

GWEN  
 Probably. I think she brought Mary-  
 Jane, so if you see her, then yeah.  
 Melanie's here.  
 (matter-of-factly)  
 And, for your information, Melanie  
 loves to do a lot of things.

Haylee glances at Felicia with a smirk. Her plan to get Gwen to talk worked.

HAYLEE

(to Gwen)

Oh? Like what?

Gwen fights another bite of cotton candy off the stick and gives it a few moments to melt in her mouth.

GWEN

Well, she loves photography for one thing, and gets kind of a fan girl thrill about taking pictures of Spidey.

(beat)

She's *sort of* into politics, but only when she's not busy with other stuff, like school and doing little side experiments. She likes to know what makes things tick.

Gwen pauses momentarily to get another bite of the cotton candy.

GWEN (CONT'D)

She stays after school *all* the time to study, so she rarely has the time for anything else. She definitely scores *way* over the top on the Nerd-o-meter.

HAYLEE

(with a laugh)

Felicia, I didn't know you went for those who even *registered* on the Nerd-o-meter.

Felicia laughs, running her fingers through her hair on the side of her head. Haylee's eyebrows raise, her eyes following her attention as it dances between Felicia and Gwen.

FELICIA

What can I say? Ever since she ditched those ridiculous glasses, she turned up the Sex-o-meter too.

GWEN

(protesting)

Hey! I *liked* the glasses. They were cute.

FELICIA

Cute, yes. Sexy, no. If you want to land *me*, cute doesn't cut it, sweetie.

Gwen makes a face, though she's obviously amused by Felicia's blatant arrogance.

HAYLEE  
 (with a laugh, almost to  
 herself)  
 Girls and...well, *their girls*.

Haylee looks surprisingly pleased, and a grin spreads across her face as though something more sinister is going on here. On that unsettling thought, we--

**CUT TO:**

**EXT. CONEY ISLAND PIER - CARNIVAL GROUNDS - FOOD CORNER -  
 RIGHT SIDE**

We come in on KRISTEN and JEAN as they walk side by side between two rows of stands dedicated to various foods. Hot Dog stands, Funnel Cake stands, even Hamburger stands. All the signs are visible to us, but our focus is on the two girls.

Kristen walks with her hands in her pockets and her jaw is tense, telling us that she hasn't quite gotten passed what happened in the parking lot. Beside her, Jean is continually making faces; pushing her lips to one side and biting them. Her eyes look between Kristen and the booths. She's trying not to pry, but really wants to.

Finally, the redhead gets fed up with the silence, and--

JEAN  
 Okay, I can't stay quiet.

Kristen looks at her, almost as though she didn't know the redhead was standing next to her until now.

KRISTEN  
 (almost lost)  
 What?

Jean is quiet for a moment, thinking, then--

JEAN  
 Just...  
 (beat)  
 Pretty cool bike, huh? I think  
 Xavier knows us better than we  
 think.

KRISTEN  
Yeah. I definitely wasn't expecting that. *Or* the Mazda.

JEAN  
(nods)  
You think he's spoiling us?

KRISTEN  
(small grin)  
Just a little bit.  
(beat, slightly excited)  
I mean, your convertible? *Damn.*

Jean grins back at her.

JEAN  
It *is* kind of a *smexy* fitting for one like myself.

Kristen visibly relaxes and finally pulls her hands out of her pockets. She lets her arms fall to her sides instead. She smirks.

KRISTEN  
(teasing)  
Looks like Bobby's Tundra wasn't the only ego-boosting vehicle the professor gave away today.

Jean's grin BRIGHTENS.

JEAN  
It's hard not to get an ego boost when you're driving around in something like that.

KRISTEN  
(with a cocky grin)  
Oh, I know.

The urge to pry takes Jean over.

JEAN  
(cautiously)  
So, did your ego boost get shot down in the parking lot?

Kristen's facial features harden again and she immediately tenses up. Her attention wordlessly redirects itself to the ground where something catches her eye and she stops in her tracks. Finding a way to take the unwanted spotlight off herself--

KRISTEN  
What's that?

Jean bends over, disappearing out of the frame for a moment. When she comes back into view, she's holding a small coin.

JEAN  
It's a nickel.

KRISTEN  
Oh.  
(careless shrug)  
It looked like a token or something.

Jean flips the coin on her thumb, catching it easily.

JEAN  
(playfully)  
"Or something" is right.

KRISTEN  
Too bad "or something" is useless.

JEAN  
Useless?

Kristen's hands slip back into her pockets and tips her head towards a sign advertising the GAME CORNER.

KRISTEN  
All those stupid things want tokens or dollar bills. Not nickels.

JEAN  
You never know when you'll need something.

On Kristen's eyebrow raising, we focus on Jean. On her small, playful grin, we--

**CUT TO:**

**EXT. CONEY ISLAND PIER - CARNIVAL GROUNDS - MAIN ENTRANCE**

We come in on the excited faces on BOBBY, KARIN and KITTY as Bobby pays for each of their tickets into the CARNIVAL. The ticket booth clerk motions them inside to which they quickly comply.

Once on the other side of the booth we see several game stands and various tents.

In the background, we can see the blonde trio from before disappear into a large crowd near our three current heroes.

BOBBY

I don't know about you guys, but I'm feeling a big and scary roller coaster.

(beat)

But this carnival is stupid and only has that dumb Ferris Wheel.

KITTY

Not true, snowball. Look.

Kitty shoves a tourist brochure in front of him and uses her fingertip to point out some of the other attractions.

KITTY (CONT'D)

"The Scrambler" and the "Ring of Fire" look pretty "scary".

(beat)

There's even a water slide. "The Big Slip". Talk about lame-o.

Bobby grins, tightening one of his fists and loosening it a second later to reveal a small replica of a water slide. Kitty and Karin's eyes widen.

KARIN

Bobby, no! You know we aren't supposed to use our powers like zat!

He makes a face and effectively melts the slide into cool water that drips from his hand. He crosses his arms over his chest.

BOBBY

What are you? Kristen and Xavier's narc?

KARIN

(quietly)

No.

KITTY

That would be fun and all but, I don't think you can freeze saltwater.

BOBBY

What?

KITTY

It's an "exclusive salt water slide".

(teasing)

Not even a big bad Ice God like you can freeze saltwater, Bobby.

BOBBY

(with a cocky little grin)

Ice God?

On Kitty's playful eye roll we switch our focus to Karin. She smiles lightly but her gaze shifts to the ground. She's starting to feel like a third wheel.

Her gaze lifts from the ground and we FOLLOW her attention to a HAMBURGER STAND that we can see off in the distance. The corners of her lips tug into a small smile and she looks at her two companions.

KARIN

I will meet up viz you two later. I did not have breakfast and I'm starving.

Kitty and Bobby both look at her. Bobby raises his eyebrows.

BOBBY

Do you want us to come with you? When you hang with an athlete, you become a bottomless pit.

(playful arrogance)

I could eat for *days*.

Kitty makes a face mixed with amusement and mild disgust.

BOBBY (CONT'D)

What? It's true!

Karin smiles, shaking her head as she begins to walk off.

KARIN

No, it is okay.

(waving)

Have fun!

We CUT TO Kitty and Bobby again as the two exchange glances. On their puzzled shrugs, we--

**BLACKOUT:**

**END OF ACT TWO**

**ACT THREE****FADE IN:****EXT. CONEY ISLAND PIER - CARNIVAL GROUNDS - OUTSIDE TENT OF WONDER - DAY**

We come in on an ESTABLISHING SHOT of a far corner of the pier, abandoned by most of the Carnival-goers.

PUSH IN to find KRISTEN and JEAN as they walk towards us. Jean has one arm hooked around one of Kristen's. Off to the side, there is a black tent with a black curtain hanging over the entrance. Spray painted on it in white, messy handwriting is: **"ENTER IF YOU DARE!"**.

PUSH PASSED the tent and we move closer to the two. Kristen seems to have lightened up quite a bit since we last saw her.

KRISTEN

I think I could have safely gone my entire life without seeing a three-headed snake, *especially* one that big.

JEAN

The tiny turtle was frickin' adorable though.

KRISTEN

That frog thing was kind of cute, until it croaked.

Jean snorts with laughter, tugging Kristen closer to her.

JEAN

Did you see that HUGE snake skin? I'd hate to have been bitten by that thing.

KRISTEN

Bitten? Something that big probably *eats*, not bites.

JEAN

(with a laugh)  
Good point.  
(beat)  
...Wow...is it just me or is the only thing over here the Tent of Wonder?

Kristen looks around, raising her eyebrows. The two stop walking right in front of the TENT OF WONDER.

KRISTEN

I guess so. No one else is even over here.

(slight frown)

Do you want to go back with everyone else?

JEAN

(smiles)

I'm not scared to explore.

(smile turns to a grin)

I *do* have my knight with me.

Kristen smirks and motions toward the tent with a quick jerk of her head.

KRISTEN

Here's hoping it doesn't turn into the head of a giant sand-cat after we walk in.

JEAN

Hey, I'll take it if I get a lamp.

On Kristen's amused expression and Jean's grin, we follow them as they walk into--

**CUT TO:**

**INT. CARNIVAL GROUNDS - TENT OF WONDER**

The black curtain falls back into place after KRISTEN and JEAN walk in. The room is dark, lit only by candles of all shapes, sizes and even colors.

We follow them through the tent as they pass several odd statues and items. A few things in particular stand out, if only for their sheer strangeness. One is an eight-foot-tall, realistic skeletal structure of a beast not of this Earth that looks like a lanky, up-right standing ape with the neck of a giraffe and the skull of goat. It peers straight at the camera with dead, hallow eyes. A few "exhibits" over, among other things, is a large eyeball with another eyeball in the iris, and then another in the iris of the next, and it continues on.

We PAN AROUND so that we are looking over the two girls' shoulders as they come up on a large rectangular, vertical-sitting machine that looms only slightly taller than Kristen.

The bottom half is made of painted black metal with obscure designs etched into it. The upper half is made entirely of glass that wears the dust of several months, even years, of non-usage. From where we can see, we can barely make out the torso of a thin figure within the glass case.

Kristen raises her eyebrows, knitting them together.

KRISTEN

What the hell is this?

JEAN

(uncertain)

I'm not...I'm not sure, but that looks like one of those fortune teller games.

Kristen wipes her hand across the front panel of the glass, knocking off some of the surprising amount of dust that has collected on it and allowing the strange, greenish glow of the figure's eyes to shine through. It is then that we notice that the object within is an unsettling SKELETAL FIGURE. The green light is located deep within its empty eyes.

KRISTEN

That'd explain a few things.

Jean leans in, peering closer at the eerily realistic looking figure trapped inside.

JEAN

It looks creepy.

(spooky voice, with a smile)

Oooh. I wonder what our future entails.

Kristen props her forearm against the glass, bends her arm and rests her head in the crook of her elbow. Her gaze falls to the small coin slot on the side of the machine. Then she puts her attention back on Jean.

KRISTEN

Wanna see if it works?

JEAN

(with a grin)

Hell yes.

Kristen's expression mirrors the redhead's and she drops her hand down to the coin slot. Her thumb brushes over the dusty surface to reveal the cartoon-style, golden writing that reads: **"5 Cents"**.

Jean gives a playful but arrogant smirk and her head tilts up to meet Kristen's hidden gaze.

JEAN (CONT'D)  
You need a nickel, don't you?

Kristen stifles her grin and holds her hand up, a silent demand for Jean to hand it over.

KRISTEN  
Kiss my ass.

Jean pulls the nickel out and fiddles with it between her fingers.

JEAN  
I believe it's my nickel.

Kristen steps aside, motioning towards the coin slot with her hand.

KRISTEN  
(with a smirk)  
Then you have the honors.

JEAN  
(grins)  
Splendid.

Jean pushes the coin into the slot. There is a quiet mechanical whir before the skeleton's eyes glow a brighter green and the mouth opens and closes once. It turns its head, almost as if to look at them.

Kristen raises her eyebrow, stepping back and crossing her arms over her chest.

KRISTEN  
Your nickel, your fortune.

It's Jean's turn to raise her eyebrows.

JEAN  
(teasingly)  
You scared?

KRISTEN  
(smirking)  
Terrified.

JEAN  
(small laugh)  
Very well. I will brave the scary fortune teller.

Kristen slips her hands into her pockets as Jean moves closer to the machine. She bends over slightly, peering at the trapped humanoid almost mockingly.

JEAN (CONT'D)

Am I the great and powerful Oz?

There is a slight lag, and then the ghastly, masculine voice of the FORTUNE TELLER bleeds through unseen speakers.

FORTUNE TELLER

Ah, looking in my crystal ball.  
I see everything and I know all.  
You have a great heart and you are  
open to the love of someone new but  
close to you.

Jean glances at Kristen with a skeptically amused look, then back at the Fortune Teller. Kristen doesn't notice.

FORTUNE TELLER (CONT'D)

Great might and strength dwells in  
you. You will succeed in all you  
do.

The skeletal figure's eyes glow brighter, like a flame flickering beneath them, as it looks directly at Jean.

FORTUNE TELLER (CONT'D)

But be weary of your success.

It raises its arm, a cold and boney finger pointing at JEAN.

FORTUNE TELLER (CONT'D)

Caution and restraint cannot be  
stressed, or your world will go up  
in flames.

The Fortune Teller lets out a creepy, evil laugh that seems to amplify in volume just before it stops abruptly and the arm falls back to its side. The eyes stop glowing, and the jaw shuts tight as though it had never been touched to begin with.

Jean stares blankly at the machine, body stiff as if she's been turned to stone.

KRISTEN

Jean?

Kristen reaches out and puts a hand on her shoulder, eyebrows knitted together slightly in a look of concern. Jean jumps at her touch and finally lets out a breath. She smiles, covering for herself.

JEAN  
 Y-yeah, just that laugh, man.  
 (uneasy laugh)  
 Creepy, gave me goosebumps.

Kristen squeezes Jean's shoulder, gently pulling her away from the machine.

KRISTEN  
 (with a smile)  
 Yeah. This place isn't exactly the most inviting.  
 (beat)  
 Are you hungry? We could get lunch and go check out, uh...the games or something?

JEAN  
 (smiling)  
 Sounds delicious.

Jean lightly grabs on to Kristen's arm again and we FOLLOW them as they walk towards the covered entrance to the tent.

As they exit, we shift our FOCUS to a stiff humanoid figure just to the side of the opening. PUSH IN to reveal a replica of the GREEN GOBLIN MASK.

We can see the flicker of many candles reflecting in the yellow eyepieces and on that eerie sight, we--

**SMASH CUT TO:**

**EXT. CONEY ISLAND PIER - CARNIVAL GROUNDS - GAME CORNER**

Above the GAME CORNER of the Carnival, watching the crowd below us as they participate in a slew of activities. However, our FOCUS is on the brunette and redhead beside one particular game booth.

PAN DOWN and PUSH IN to find MELANIE leaning against the smooth edge of the wooden counter at the booth. Her arms are crossed, holding a plethora of SPIDER-GIRL merchandise that she only could have gotten from winning the many games located in this part of the Carnival. Tied around her wrists are several blue and red ribbons that anchor the SPIDER-GIRL BALLOONS. The balloons alternate between red and blue, each of them covered in a black pattern resembling the webbing we usually see on the superheroine's costume.

We follow her gaze to MARY-JANE who is standing directly in front of the game booth, a solid white BALL in her hand.

MELANIE

(teasing)

Any second now, that ball will grow wings and throw itself, I promise.

Mary-Jane starts to pull her arm back, readying her throw, but drops it back to her side as she starts laughing.

MARY-JANE

Don't make fun of me, or this next one is only gonna grow one wing and curve around and hit you.

Melanie grins at her.

MELANIE

Wouldn't that be a shame?

(looks down at the prizes  
in her arms)

Then you'd lose all of these awesome toys to the ground.

MARY-JANE

Contrary to popular belief, Melanie Haelstrom, I am a survivalist. I'll just fold you into a makeshift gurney and drag you and my prizes home.

(beat)

Splinters and all.

Mary-Jane brings her arm back and thrusts it forward, throwing the BALL. We PAN AROUND to follow its path just in time to see it hit the pyramid of glass bottles dead in the center. The impact knocks each and every one of them down.

The redhead turns to Melanie and grins at her.

MARY-JANE (CONT'D)

That's called winning, duh!

We move back to Melanie as she rolls her eyes. She opens her mouth to speak but is interrupted when a large, stuffed SPIDER-GIRL boot nudges her shoulder. She turns in the direction and her eyes widen significantly as we see the entirety of the GIANT SPIDER-GIRL PLUSHIE that the UNAMUSED MAN behind the counter is pushing over the wooden surface.

UNAMUSED MAN

(very monotoned)

Here you go. Congratulations.

Melanie knits her eyebrows together and playfully glares over at Mary-Jane. The redhead, however, has her attention on another booth already.

MARY-JANE

Ooh! That game has balloons! I love balloons!

Melanie miraculously manages to get the giant doll over her shoulder, wobbling over to Mary-Jane's side.

MELANIE

Balloons? Don't we have *enough* balloons?

MARY-JANE

But in this game you get to *pop* balloons. And win princess crowns.

The two start to walk towards the BALLOON GAME BOOTH, when--

FAMILIAR FEMALE VOICE (O.S.)

Hey! Super Nerd!

We watch as Melanie stops walking and quickly turns around to reveal *JONNIE STORM* walking up behind them with her straight, brown hair falling well passed her shoulders. She is dressed in short, khaki shorts and a tight orange and white tank top, complete with tanned sandals and big, brown sunglasses.

Mary-Jane realizes Melanie has stopped walking and turns around just as Jonnie moves within an arm's length of the two teenagers. The supermodel's hidden eyes are focused on the redhead. She smirks.

JONNIE

(flirtatious)

Well *hello*, Miss Watson. I've heard so much about you.

MARY-JANE

(playful grin)

Oh? What have you heard Miss Storm?

Mary-Jane sends a pointed, playful glare in Melanie's direction. Melanie grins nervously, shrugging her shoulders as if telling the redhead that she has no idea.

JONNIE

(with a wink)

Only good things, I promise.

(to Melanie)

I need to steal your piece of eye candy for a second.

(MORE)

JONNIE (CONT'D)

If you have a problem, all complaints should be sent to Reed Richards.

(playfully mocking)

He's so cute when he rages at me.

Melanie gently pushes Mary-Jane in Jonnie's direction, almost encouragingly.

MARY-JANE

Well, don't take too long, we have princess crowns to procure.

(beat)

And it's not princess-like to keep them waiting.

Jonnie puts her arm around Mary-Jane's shoulders and steers her away from Melanie. The two walk off, leaving the younger brunette standing alone and holding all the prizes.

We follow Jonnie and Mary-Jane, camera fixated in front of them. Over their shoulder, we can see Melanie disappear into a large crowd of people.

JONNIE

Has anyone ever told you that you have a body for modeling?

Mary-Jane's cheeks flush with the lightest pink and she smiles. She flips her hair away from her face with a slight nod.

MARY-JANE

(jokingly)

A time or two, but I try to stay modest.

JONNIE

Modesty is going to get you *no where*, hot stuff. When you know you're hot, you gotta use it.

(smirks)

That's what I'm here for.

Jonnie stops walking, putting her hands on Mary-Jane's shoulders and swinging the redhead in front of her.

JONNIE (CONT'D)

How would *you* like to do a photoshoot with me?

The redhead's eyes widen and she grins excitedly.

MARY-JANE

Like, you have no idea how much I --

(beat)

Wait. Is this one of those jerk TV shows where you get my hopes up and say, "HA, you just got punked"?

(beat)

If Melanie put you up to this, it's not gonna be okay for her...

Jonnie smirks and she plucks her sunglasses off of her face.

JONNIE

It's her lucky day, 'cause I'm not joking. I want you in a photoshoot with me.

She folds the sunglasses up and hangs them on the front of her shirt collar. She shifts all her weight onto her right leg.

JONNIE (CONT'D)

Thank the little Super Nerd for me. The anonymous pictures she sent in are what led me to you.

MARY-JANE

(shocked)

She did that, for me?

Mary-Jane smiles and raises her head tall.

MARY-JANE (CONT'D)

(playful)

Well, as the world's next greatest supermodel, I demand she be our photographer.

JONNIE

I love a demanding girl.

(smirks)

If you can keep her out of Spider-Girl's ass long enough, you've got yourself a deal.

MARY-JANE

(grins)

Wonderful!

(beat)

Now, if you'll excuse me, there is probably a really annoyed super nerd carrying a year's worth of Spider-Paraphernalia with my name on it.

On Jonnie's accomplished grin, we then--

**CUT TO:**

**INT. PIER - CARNIVAL GROUNDS - PERFORMING ARTS TENT - DAY**

We come to a massively large tent, one much bigger than any of the other ones that we can see around. It is colored in bright red and white vertical stripes, like one would see in a circus.

We FOCUS on KARIN as she stuffs the last of a cheeseburger in her mouth and tosses the wrapper in the trash can. She swallows hard before gulping from a cardboard drink container. The sound of a straw sucking against the bottom of the cup erupts seconds later and she shakes it. The only response is the sound of ice clattering together, and she drops it in the trash as well. Her head tilts up and suddenly her eyes widen ecstatically.

PAN UP to see that she is staring up at a PERFORMANCE ACT going on. A petite woman in red and blue spandex, closely resembling SPIDER-GIRL, releases her grip on the high wires. Her feet extend out, making contact with a man in dark green spandex. He grabs her feet with one hand while letting himself fall. The woman's feet hit a thin, metal bar and she propels herself to the perch and lands in a crouched position. The man hangs on single-handedly to the bar, but his head is limp, signally the "battle" has concluded.

An uproar of cheers explode from the crowd and we CUT to see Karin clapping excitedly, a grin of amazement on her face. She finally tears her gaze to look at the other attractions, but her eyes meet those of a MASKED MAN across the way instead.

He is dressed in a black cloak with black pants made of a fitting cloth and his shirt is a deep maroon color. His hair falls to his shoulders, the color of a raven's feathers, and his face is covered by a silver mask one would expect to find at a masquerade. He gives her a small, half-crooked smile before he turns his attention to one of the patrons.

Strangely allured, she makes her way over to the booth but shyly hides behind one of the other carts and busies herself by looking at all the knickknacks provided. After a moment, she continues around through the carts, glancing to the Masked Man.

CUT to see he is still dealing with costumers. The brunette puts her head back down, examining the beautiful array of clothes laid out before her.

She lets her fingers run through each piece delicately, as though any rougher would see the destruction of the soft fabric.

MALE VOICE (O.S.)  
You seem a bit lost.

Karin jumps back slightly and looks up, only to come face to face with the Masked Man.

KARIN  
Heilige--!

The girl breathes sharply to catch her breath. The Masked Man simply smiles at her.

MASKED MAN  
Ah. Du sprichst Deutsch?  
(TRANSLATION: You speak German?)

Karin's eyes widen in excitement for the second time. It completely breaks away at her shyness, and the surprise of being startled.

KARIN  
(nodding)  
Ja! Ich bin Deutsche!  
(TRANSLATION: Yes, I speak German!)

MASKED MAN  
It is nice to finally meet someone  
of the same nationality.

He smiles at her before briefly looking over his shoulder. We can see another carnival worker taking his place at the booth. He turns his head to look at Karin again.

MASKED MAN (CONT'D)  
If you wish, m'lady, I could show  
you around.  
(normal voice, happy)  
I'm on break.

Karin giggles almost nervously with a happy glimmer in her eyes.

KARIN  
(ecstatic nod)  
Ja!

Off the MASKED MAN's smile, we--

**CUT TO:**

**EXT. CONEY ISLAND PIER - CARNIVAL GROUNDS - GAME CORNER**

We come in on the sound of a loud POP as a blue and red THROWING DART penetrates through and effectively destroys a pink BALLOON ANIMAL that closely resembles a dog.

We PAN LEFT to see GWEN plucking another dart from the booth counter in front of her. CONTINUING LEFT we find HAYLEE standing beside an irritated-looking FELICIA who has her arms crossed over her chest. Their attention is on Gwen, but the subject of their conversation--

FELICIA

I tried to tell her Mary-Jane wasn't worth it, but Haelstrom isn't all the way there--

Felicia taps the side of her head.

FELICIA (CONT'D)

Up here when it comes to girls. I mean, for crying out loud! The woman got dropped off a bridge by a psychotic fruitcake in a Goblin suit!

Felicia shifts all of her weight on to her left leg and lets out an exasperated sigh.

FELICIA (CONT'D)

You don't see Gwen getting dropped off bridges.

HAYLEE

(light laugh)

Probably because if she did, she'd snap her neck.

Felicia lets out a genuine, but rather short, laugh that has a lingering sense of disbelief that the other blonde actually spoke those words. After a quick recovery--

FELICIA

That'd be a shame. *Just* when I'm starting to enjoy her company, too.

HAYLEE

She *is* a nice little member of the pack.

(beat)

I see potential.

Just then, a smile crosses both Felicia and Haylee's lips as Gwen moves into the frame with a look of light frustration on her face. She holds up a six-inch SPIDER-GIRL PLUSHIE that has suction cups on its hands and feet and shakes it in the air.

GWEN

This. All that trouble and *this* is what I get?

(beat)

That article in the paper last week was *not* lying when it said these things were rigged.

FELICIA

They aren't *rigged*, you just have to know how to get what you want.

(smirk)

I told you to open your shirt a little more when you went up there, did I not? Here, watch.

Felicia puts her hands underneath her breasts and pushes them up to expose more cleavage before she walks off screen and we stay focused on Haylee and Gwen. While Haylee's face stays entirely neutral, Gwen's expression goes from slight confusion, to subtle shock, all the way to clear amazement right before Felicia returns with a giant Spider-Girl plushie. She hands to it Gwen.

FELICIA (CONT'D)

(teasing)

You're welcome.

Haylee high fives Felicia with a grin.

HAYLEE

(winking)

Use what'cha momma gave ya'.

Gwen hugs the doll to her body loosely, smiling at Felicia.

GWEN

Thanks.

(delightful grin)

Now let's get out of here before I waste all my money on tokens.

FELICIA

Where to?

As Gwen starts to respond, we FOCUS ON Haylee. Gwen and Felicia's voices become nothing but background noise as we position ourselves over her shoulder.

We FOLLOW Haylee's gaze to the crowd as she scans it and catches JONNIE and MARY-JANE weaving through the herd of people.

We CUT back to Haylee's face as a smirk crosses her lips. She scans the crowd again but this time she has an exact direction and we stop on another booth. We see it for only a moment before we ZOOM IN to find HARRY standing just off to the side.

The camera alternates focus between the two. Haylee gives him a quick jerk of her chin, gesturing off screen in the direction Jonnie and Mary-Jane went. Harry gives her a slow nod of his head, acknowledging what she saw before his hand slips into his pocket and he pulls out his CELL PHONE. As he places it to his ear, we--

CUT back to Gwen and Felicia as the latter throws her arm around the youngest blonde's shoulders and the two look at Haylee.

FELICIA (CONT'D)

You coming, Haylee?

Haylee smiles and shakes her head.

HAYLEE

I'll meet you there, I need to visit the little girls' room.

GWEN

(playfully)

Better hurry. We might start without you.

Felicia guides Gwen off screen and we FOCUS ON Haylee for a good few seconds. As a devilish look sets in her eyes, we--

**BLACKOUT:**

**END OF ACT THREE**

**ACT FOUR****FADE IN:****EXT. CONEY ISLAND BEACH - BEACH VOLLEYBALL "COURT" - DAY**

We come in on an ESTABLISHING SHOT of the ATLANTIC OCEAN, just off the coast of CONEY ISLAND. The sun reflects off of the dark water, the light glaring at us.

DRIFT DOWN to find the beautiful brown sands of the New York coast. It reaches out far beyond our line of sight.

PAN AROUND to find a blonde woman in denim shorts and a light blue t-shirt, arms crossed over her chest. Her hair falls in slight waves over her shoulders. She is SUSAN "SUE" STORM-RICHARDS.

She stands on one side of the net, bare feet digging into the sand beneath her. Standing beside her is KRISTEN, who has rid herself of the majority of her clothing and left herself in a sky blue bikini that shows off her toned, muscular body.

On the other side of the net stands a woman much shorter than the rest. Her hot pink hair reaches down to her mid-chest area with her bangs cut in a way that it seems to frame her forehead and the right side of her face. She's wearing a black tank top with sleeves and a neck-opening that are lined with pale pink lace. Completing the rather unusual get up is a pair of denim shorts and shoes that closely resemble watermelons. She is ALLEGRA AMAQUELIN.

Beside her stands MELANIE, who has rid herself of her tank top and sports a red bikini top that boasts a body that could rival Kristen's. On her wrists are red, cloth bands that hide the web-shaped, slightly raised sacs that create her webbing. She cups her hands around her mouth.

MELANIE

(shouting)

C'mon, serve the ball already!

We FAVOR on Kristen's side of the net as she readies her serve. As the underside of her wrist collides with the VOLLEYBALL, we--

**CUT TO:**

**EXT. CONEY ISLAND BEACH - PIER - DAY**

We come in on JEAN as she stands near the pier railing, watching the game that we can see going on in the background.

She leans forward and places her elbow against the wooden rail, cupping her chin with her hand. She looks almost entranced, until--

JONNIE (O.S.)

And this is where I leave you to fend for yourself.

We PAN OUT to find JONNIE and MARY-JANE approaching Jean from the end of the pier leading from the Carnival and going towards the beach.

JONNIE (CONT'D)

Gotta go assist the sis. She *sucks* at volleyball and *not* in the good way.

Jonnie winks at the two redheads and gives a playful, flirtatious wave that Mary-Jane returns even as Jonnie starts her walk towards the beach and leaves our sight.

Mary-Jane moves over to the railing and leans against it just a few feet away from Jean. Her eyes are focused on the ball that is being smacked back and forth between the opposing teams. However, every time the ball goes to Melanie, she smiles and lets her gaze linger on the other teenager.

MARY-JANE

(shouting)

Good going, Lani!

Jean sits down next to a stud coming out of the water and she lets her legs hang aimlessly off the side of the pier. With her eyes trained on the game, she tilts her head as Kristen turns to move back to her post on the field. Jean whistles lowly to herself, then she sticks two fingers in her mouth and whistles louder.

JEAN

Wooo! Go Kristen!

Mary-Jane shoots the older redhead a glare and Jean smiles arrogantly, turning her head to look at the other girl.

JEAN (CONT'D)

Can I help you?

Mary-Jane smiles back with sarcastic sweetness.

MARY-JANE

For starters? Leave my girlfriend alone.

The younger redhead pushes away from the rail and Jean pulls herself from her seated position and turns to face Mary-Jane.

JEAN  
Your girlfriend?  
(beat)  
Ha! Now that's a laugh.

CLOSE IN on Mary-Jane's hand as her fingers curl into a tight fist. She turns back around and we PULL BACK to see her pleasant smile still in place. Jean takes a step forward, almost daringly.

JEAN (CONT'D)  
She stopped being *your* girlfriend  
when you stuck your tongue down  
Spider-Girl's throat.  
(beat)  
Thanks, though. You made the  
competition obsolete.

Jean barely gets the last word out before the younger redhead's fist makes hard contact with Jean's nose. She stumbles back, holding her face in her hands. Her gaze lifts to look at Mary-Jane, who glares at her. The telepath looks down at her hands that are splotted with her own blood.

JEAN (CONT'D)  
(growling)  
Oh *hell* no.

Jean springs from her position, angling her shoulder at the other girl's abdomen. She wraps her arms around Mary-Jane's body and the two crash down onto the wooden ground. Jean puts her knee into Mary-Jane's lower abdomen, pushing all of her weight onto that spot and rears back a fist. Before she can deliver the blow, however, Mary-Jane twists her body around and forces them to roll. She effectively puts herself on top of Jean.

MARY-JANE  
I don't need superpowers to beat  
your ass.  
(beat)  
You think super villains are bad?  
Keep talking shit and I'll show you  
something worse.

JEAN  
Guess what, bitch? Likewise.

Jean wraps Mary-Jane's hair around her arm until it's taut. She rolls and once on top, she holds her arm to the ground and forces Mary-Jane's head to stay still.

With her gained advantage, Jean jabs the girl with countless, rapid punches to the face.

Mary-Jane manages to grab Jean's head quite easily and even with Jean's control of her hair, the younger girl jerks their heads together roughly. Jean releases her and shakes her own head, painfully dazed. Mary-Jane uses this time to twist her body slightly and allows her elbow to make hard contact with Jean's jaw. It knocks the girl off of her completely.

The two stand up, staring each other down and Jean closes her eyes. The air around them shifts slightly and we PAN OUT to see a TELEPATHIC BUBBLE surrounding them.

MARY-JANE

So much for no powers, you piece of shit.

Jean's eyes flare open and she spits blood out of her mouth. She nods to the group gathered behind Mary-Jane.

JEAN

No need for party crashers, you low-life skank.

Surrounding the bubble we see ALLEGRA, SUSAN, JONNIE, KRISTEN and MELANIE. We realize that they can't hear what's going on inside the bubble, but they can see it. While the first three look on in what seems to be shock, Kristen and Melanie don't know what to think. The two of them exchange accusatory looks, and then--

CUT BACK to the two redheads that are now rolling on the ground again. Each hits the other at every chance they can get. Eventually they get back to their feet and we FAVOR each of their faces to see the blood and bruises they've inflicted.

MARY-JANE

As if you have any right at all to criticize! You can't stop looking at MY girlfriend like she's the last drink of water in the desert!

JEAN

YOUR girlfriend?! You string her along and make her feel like this super bitch and she doesn't say ANYTHING because she's a sweetheart and God dammit, she deserves better than that, Mary-Jane!

(quieter)

I want to give her better than that.

MARY-JANE

String her along? I can't get close to her without her shoving me away and running back to *YOUR* arms! Here comes perfect super powered Jean to the rescue! But what do you care? You get what you want and the only person suffering is *ME*!

JEAN

You have Melanie. You've always had Melanie. You go running to her, not Kristen, and you think about her the way I think about Kristen and dammit MJ, I'd be good for her!

MARY-JANE

Don't pretend to know me and what I do! You know *nothing* about me. But justify it any way you need to so you can sleep better at night.

JEAN

And how do you justify making out with Spider-Girl while dating Kristen? She'd *never* do that to you!

Mary-Jane relaxes slightly. The words definitely sting.

MARY-JANE

(quieter)

I suppose fighting isn't going to change anything that I did.

Jean eases off as well, expression becoming softer.

JEAN

No, but...I'll try to tone it down. If you really want to stay in this relationship with Kristen, then I'll...stop.

The younger redhead shakes her head slightly, as if to emphasize her next statement.

MARY-JANE

No. I could never be with someone who wasn't happy. And neither am I.

(beat)

Look. What I want is to be loved, but it's not in the cards. But I can't punish Kristen....or you for that matter. And I'm sorry.

JEAN  
 (looking down)  
 I suppose I can't fault you for any  
 of that. And thank you...really,  
 thank you.

On Mary-Jane smiling slightly, we CUT TO the surrounding group again. They're all looking on almost hopelessly, except for Jonnie who is grinning almost excitedly.

JONNIE  
 (to Melanie, still looking  
 at the two redheads)  
 You've got great taste. We need  
 more supermodels who can kick ass.  
 Y'know, besides me.

Kristen shoots a threatening look in Jonnie's direction and Susan nudges Jonnie roughly in the side with her elbow.

SUSAN  
 Not the time, Jonnie.

JONNIE  
 (mumbling)  
 Seemed like the perfect time to me.

We PAN OUT just as the TELEPATHIC BUBBLE seemingly BURSTS and releases Jean and Mary-Jane back to the outside world. Oddly enough, the two are laughing lightly amongst themselves. Confusion befalls the group instantly. There is silence and then, obviously unamused by the situation, Kristen's brow shifts angrily and her jaw clenches.

KRISTEN  
 (contained frustration)  
 What the *hell* was that?

We FAVOR ON Melanie as her mouth opens to respond and only a small sound is uttered before the screen SOLARIZES for a split second. Without hesitation--

MELANIE  
 MOVE!

She springs forward and grabs Mary-Jane and Jean by their arms. She throws them off to their respective sides and as we watch them hit the ground, a much darker-colored version of the GREEN GOBLIN'S GLYDER collides with Melanie's chest. We FOLLOW her as the impact throws her backwards, breaking the other side of the railing before a dark golden glove grabs her by the throat.

Her eyes widen significantly and we CUT TO the face of a dark gold and slate grey replica of the GREEN GOBLIN MASK. Somehow, it looks more menacing than it ever has before. On that, we--

**EXT. CONEY ISLAND PIER - ABOVE CARNIVAL GROUNDS**

PULL BACK as Melanie is lifted so the two are eye to eye and beneath us we can see that they have ascended in height and she is being carried back over the carnival. We notice that the entire suit of this new enemy is the same color as the mask and we quickly conclude this is not the Green Goblin. SHE is the DEMOGOBLIN.

Melanie grins, cocking an eyebrow, despite her current predicament.

MELANIE

Heeeey Normie! Can't say I'm diggin' the new colors.

DEMOGOBLIN

Not Norman.

Demogoblin tightens her grip, choking a breathless gag from the costume-less superhero. The goblin pulls her fist back and in one quick motion she PUNCHES a suddenly horrified Melanie clean in the stomach. The force pulls a GRUNT from her and Demogoblin releases her hold on her immediately after. We PAN BEHIND Demogoblin and watch over her shoulder as Melanie hits the water below with a large SPLASH.

We PUSH IN on Demogoblin's mask and as we FOCUS on the eyepieces, we--

**CUT TO:**

**EXT. CONEY ISLAND, NEW YORK - CARNIVAL PARKING LOT**

We come in on a white-haired woman helping a wheelchair-bound man from a shiny, black ROLLS-ROYCE. We PUSH IN slowly to find that the pair are ORORO and PROFESSOR CHARLES XAVIER. Ororo is casually dressed with a pair of sunglasses hiding her unnatural blue eyes. Xavier, however, is dressed for business as always.

ORORO

(teasing)

Surely we could have found you something more appropriate to wear, Charles.

Xavier smiles at her.

XAVIER

Surely we could have, howev--

He is interrupted mid-sentence by the loud, rather startling--

MELANIE (V.O.)

(telepathically to Xavier)

You know, someone should *really* tell those Goblins that Halloween is in October, I mean *really*.

(beat)

And yeah, I said *Goblins*. With an "s". Ain't that just a load of *crock*?

On Ororo's look of concern at Xavier's suddenly determined expression, we--

**CUT TO:**

**EXT. CONEY ISLAND BEACH - PIER**

We come in on MARY-JANE as she runs towards the broken railing with terror written all over her face. She stops just short of stepping over the edge and stares out in the direction that MELANIE was taken off in. We FOLLOW her as she turns around with a flare of fearful anger in her eyes.

MARY-JANE

(panicked)

You guys are superheroes right?!  
Why the hell are you just standing there?!

She turns back around and steps over one of the splintered remnants of the railing and readies herself to jump. A hand grabs her by the arm tightly and we PAN OUT to see KRISTEN holding on to her and everyone else has turned to look at her.

KRISTEN

Mary-Jane, stop, we--

SUSAN

We will take care of it. You guys should probably head back into a crowd in case he comes back.

ALLEGRA

Umm, you guys? I think it's a little too late for that.

ALLEGRA points up at the sky and the group turns around to follow her signal. We PAN UP to see another GOBLIN on a GLYDER, however this one is BLUE and ORANGE with an orange CAPE flowing in the breeze behind him. The hood is pulled over his head, shrouding everything but the grinning mouth in shadow. He reaches behind him and produces a PUMPKIN FLASH BOMB. He is the HOBGOBLIN.

JONNIE

(shouting)

Fella', you don't wanna throw that  
down here unless you like the  
feeling of metal melting into your  
ass.

Wordlessly, the Hobgoblin pulls his arm back and THROWS the bomb to the deck below.

SUSAN

Jonnie!

JONNIE

I got it!  
(beat)  
FLAME ON!

JONNIE'S body ignites as the bomb hits the deck. It EXPLODES on impact, creating a dome of impossibly bright light that we quickly gather is being ABSORBED by her. It begins to repeatedly flash like a strobe light but stays contained and harmless to the group. Then, we hear a THUD off screen and--

KRISTEN (O.S.)

(worried)

Jean!

CUT TO the pier deck where JEAN lies CONVULSING. Her eyes have rolled into the back of her head and it sounds as if she is *trying* to scream.

Kristen drops to her knees at the telepath's side. She grabs her shoulder with one hand and clenches her jaw tightly. On the outside, she looks entirely collected but on the inside--

XAVIER (V.O.)

(telepathically to  
Kristen)

Stay calm, Kristen. The sudden  
burst of light must have triggered  
this; she's hallucinating.

(MORE)

XAVIER (V.O.) (CONT'D)  
You need to restrain her and keep her from biting through her tongue while I telepathically adjust her hormone levels to pull her out of the seizure.

Kristen swallows hard and nods to herself. She quickly slides her arm down Jean's and stops at her forearm, pressing down to hold it still. She pries the side of her free hand into the telepath's mouth just as she bites down. Kristen's jaw clenches tighter and her eyebrows knit closer, but she forces herself to tough through it.

KRISTEN  
One of you get over here!

We PAN AROUND as the containment field for the flash bomb disperses, leaving Jonnie standing with the flames licking all around her. She moves towards Kristen, but Mary-Jane pushes around her carefully and drops to Jean's side as well.

Kristen looks up at her and the two share a small smile.

KRISTEN (CONT'D)  
(calmly)  
Hold her other arm down.

Mary-Jane complies and holds Jean's arm with one hand and places the other on the mutant's abdomen.

XAVIER (V.O.)  
(telepathically to  
Kristen)  
Good. Now, everyone within a mile radius of the pier will see you as the X-Men in uniform; your identities are hidden. I will inform the others.  
(beat)  
Don't worry about Jean, she will be fine. You know what to do, Kristen.

Kristen's attention stays on Jean, but she's obviously conflicted.

XAVIER (V.O.)  
(telepathically to  
Kristen)  
Don't worry about me, either, Kristen.  
(smile in his voice)  
Ororo is here with me.

The brunette looks relieved as Jean's body starts to calm beneath her grip. She looks towards a worried Susan and Allegra, and a disgruntled Jonnie.

KRISTEN

One of you needs to go find  
Melanie. Get her back before he  
does something to her.

JONNIE

Well, no sh--

SPIDER-GIRL (O.S.)

Man, your timing sucks, Sparky.  
Been there, done that, got the t-  
shirt. She's fine.

We SWISH PAN RIGHT to find SPIDER-GIRL crouching on top of a large, wooden sign announcing the near-entrance to the carnival grounds. She points at the ground off screen.

SPIDER-GIRL (CONT'D)

What happened there?

We PAN OUT to show everyone. Jean sits up slowly and Kristen and Mary-Jane put their hands on her back to help her.

JEAN

(holding her forehead)  
Seizure.  
(beat, groggily)  
I'm allergic to bad jokes.

SPIDER-GIRL

I heard there's a treatment for  
that. It's called pen-ASS-illin.

Jean grins.

JEAN

I've got plenty of that in supply.

SPIDER-GIRL

I don't doubt that. Plus, there's  
always that white, backwards jac--

Spider-Girl JUMPS off the sign just in time for a RAZOR BAT to be embedded into the wood where she was just crouching. She flips and lands on the ground, quickly standing and turning to face the sign like everyone else.

SPIDER-GIRL (CONT'D)

Man, I was in the middle of a good  
insult, too! What gives?!

We PAN UP slightly to find DEMOGOBLIN, HOBGOBLIN, and the GREEN GOBLIN hovering in a line. The Green Goblin's suit and glyder have both been repaired back to perfection and he hovers a few feet in front of the other two.

GREEN GOBLIN

I've told you before that I'm sick  
of your jokes, Spider-Girl.

Mary-Jane moves up behind Spider-Girl with her hands tightened into fists. Kristen steps up next to her and puts one hand on Spider-Girl's shoulder.

KRISTEN

(voice low, to Spider-  
Girl)

Get Mary-Jane out of here. We'll  
handle this.

Spider-Girl looks over her shoulder at Kristen for a moment. The brunette gives her a slight nod, and the costumed heroine puts her arm around Mary-Jane's waist.

SPIDER-GIRL

C'mon, Princess. It's time to make  
like a tree and leaf.

Mary-Jane raises her eyebrows and instinctively wraps her arms around Spider-Girl's shoulders. As the two leave our sights on a webline, the three members of the FANTASTIC FIVE move up and stand in a line, challenging the three Goblins.

JONNIE

Do you guys happen to be "Gremlins"  
fans?

HOBGOBLIN

We eat gremlins for breakfast,  
Tinkerbell.

JONNIE

Tink--Tinkerbell?

The flames around Jonnie become more intense.

JONNIE (CONT'D)

(irritated)

Oh *hell* nah, you disfigured piece  
of--

She BLASTS off from the ground, rearing her fist back and throwing it across Hobgoblin's face.

The attack forces the other Goblins into action, and as Susan throws her hands in the air and Allegra creates small tornadoes that swirl around her fists, we--

**BLACKOUT:**

**END OF ACT FOUR**

**ACT FIVE****FADE IN:****EXT. CONEY ISLAND PIER - CARNIVAL GROUNDS - RIDE CORNER - DAY**

Coming in on the slow-moving carnival ride, the FERRIS WHEEL, we cannot see any distinguishable faces from our current distance. All we see are many people paired up in small carriage seats.

FADE TO one seat in particular where we find KITTY and BOBBY. The two are sitting in silence and after a moment of gazing at the brunette at his side, Bobby lifts up his arm and slides it behind her shoulders--and it FALLS through her body as though she were a ghost. His face turns to shock and Kitty turns her head, smirking at him.

KITTY

You're not that slick.

Bobby makes a face and Kitty's expression turns into a grin. She puts her uninjured arm around his shoulders and tugs him close.

KITTY (CONT'D)

Bet'cha weren't expecting *that*.

Bobby smirks, and then--

XAVIER (V.O.)

(telepathically to both)

X-Men. Cyclops and Marvel Girl need your help in assisting Spider-Girl. Do not worry about your uniforms; I have it under control.

(beat)

They are on the beach pier. I urge you to hurry.

The two exchange concerned looks. Bobby opens his mouth to speak--

KITTY

(cute grin)

Already on it.

As the two become intangible and fall through the Ferris Wheel seat, we--

**CUT TO:**

**EXT. CONEY ISLAND PIER - CARNIVAL GROUNDS - MAIN ENTRANCE**

We come to an entire crowd of people huddled together by the front gates of the CARNIVAL GROUNDS. They are staring out towards the beach pier, but they don't look scared or terrified in any fashion. In fact, they seem to be rather entranced and amused. We circle the large group until we come to the two familiar faces of GWEN and FELICIA.

FELICIA

Really? It wasn't enough that the *entire* point of this carnival was to praise Spider-Girl, they have to put on a damn show too?

GWEN

(looking at her)  
I thought you *liked* Spider-Girl.

FELICIA

It's not that I don't *like* her, it's the fact that Jameson is going to want a damn article on this tomorrow and I was going to take a sick day.

(beat)

And where the hell is Melanie? She should be getting pictures of this.

GWEN

(assuring smile)  
I'm sure she's got it handled.

On the familiar "*BAMF*" sound from up above, we TILT UP to watch a slide made of SOLID ICE zoom passed us with BOBBY at the head and KITTY standing right behind him and holding on to his shoulders.

*BAMF*. KARIN appears in a cloud of brimstone right behind Kitty.

TILT DOWN again to find Felicia and Gwen looking up at the three X-MEN. The people around them seem to look irritated now. They see the X-MEN in their BLACK AND GOLD X-SUITS.

ANNOYED WOMAN

Mutants disgust me. Must they ruin good entertainment? They just want to steal the show.

On a roar of agreement from some of the others nearby, our two blondes turn to look at the chubby ANNOYED WOMAN who appears to be in her late thirties. Their eyes narrow.

FELICIA

Oh, put a cupcake in it.

The woman gives Felicia an appalled look, and on Gwen's small grin, we--

**CUT TO:**

**EXT. CONEY ISLAND BEACH - PIER**

ALLEGRA holds her arms out in front of her, palms pointed towards the sky. We PULL BACK to see the GREEN GOBLIN, who is trapped in a small "personal" tornado that spins him and his GLYDER around.

GREEN GOBLIN

You think a little wind can stop me  
you over-sized pixie?

ALLEGRA

That may be so, but this fairy  
doesn't use dust.

Allegra grins and tiny embers form out of thin air, forming a sphere shape in front of her left palm. She closes her fingers slightly as it IGNITES into a full, palm-sized fireball. As she pulls her arm back and THROWS it towards the Green Goblin, we--

**CUT TO:**

**EXT. CONEY ISLAND BEACH - ABOVE THE PIER**

CUT TO the DEMOGOBLIN as she is violently halted by an invisible force. Her arms are lifted slightly and pulled back as though someone has apprehended her from behind. Demogoblin jerks her head to the side, trying to see her unseen attacker. This goes on for a moment or two before SUSAN fades into view standing on the back of Demogoblin's GLYDER. With one swift kick, the goblin is thrown towards the pier.

Demogoblin catches herself in mid-air with the power of the glyder and spins around. She FLIES at Susan, who extends her hands out in front of her and an invisible SHOCKWAVE slams into the goblin. It sends her CRASHING into the wooden deck and on the blonde's triumphant look, we--

SWISH PAN LEFT to find JONNIE, who has created a cage of FIRE around the HOBGOBLIN.

JONNIE  
I'll show you Tinkerbell, you  
flamboyant pumpkin.

She CLAPS her hands together and the flame cage collapses in on him from all angles. On her arrogant smirk, we--

**CUT TO:**

**EXT. CONEY ISLAND BEACH - PIER**

The deck where we come in on KRISTEN as she stands beside JEAN, her jaw is set tightly. The two are staring up at the sky. Her hand lifts to her face and her fingers graze one leg of her sunglasses. She is contemplating, but--

KRISTEN  
I can't do it. There are too many  
people around.

JEAN  
I've got ya' covered.

Jean looks up towards the carnival's MAIN ENTRANCE as if waiting for something. We PAN OUT to see a metallic object shimmer as the sunlight hits it. It moves quickly, cutting through the air until she catches it in her hand. With a smirk, she pushes it against Kristen's chest. It falls into the brunette's hands. It is her VISOR.

KRISTEN  
(eyebrows raised)  
How did you...?

JEAN  
You should always be prepared.  
(grins)  
I snuck it into one of the bike's  
compartments.

Kristen grins, quickly replacing the sunglasses with her visor and tucking the glasses into her pocket. She brings her hand up to the side of the accessory.

We watch behind her as BOBBY and KITTY land in a semi-crouch after dropping from the sky and KARIN appears in a puff of brimstone beside them.

KRISTEN  
Hey short, green and ugly, over  
here!

We TILT UP to see a battle waging between SUSAN, JONNIE, HOBGOBLIN, DEMOGOBLIN, GREEN GOBLIN and ALLEGRA. The goblins seem to be getting the upper hand. The Green Goblin whips around angrily and as soon as he faces her, Kristen BLASTS him out of the sky.

He separates from his GLYDER, which falls into the ocean with a SPLASH. However, before he hits the water a blur of RED AND BLUE snags him out of the air. They roll once in mid-flight and SPIDER-GIRL throws him under her. She thrusts herself downwards with her weight, her legs extended. She SLAMS her feet into his lower back and DRIVES him into the wood, splintering it in the process.

She rises to her full height while standing on his back, saluting her teammates.

SPIDER-GIRL

Didja miss me?

BOBBY

Didn't even know you were gone,  
Webs.

SPIDER-GIRL

(mock surprise)

Frosty! I knew you'd be back again  
someday!

Kitty stifles a laugh while Karin looks on, amused. Kristen leans her forehead into the palm of her hand.

KRISTEN

I think that was the worst one yet.

As Jean playfully nods in agreement, we hear the sound of a GLYDER getting dangerously close. We PAN OUT to see Demogoblin hovering not far behind Spider-Girl, holding an unconscious Susan by the neck in her left hand.

DEMOGOBLIN

It was the *last* one.

The goblin JUMPS off the GLYDER and it jets forward, towards the group. Spider-Girl ducks down and it flies right over her and instead SLAMS into Kristen and Jean. The two bring the other three mutants to the ground with them like bowling pins.

The GLYDER hovers over them, slowly spinning to face Demogoblin. As it begins to move, Kitty reaches up and phases her hand through the center of the flying device. Sparks fly around it; it has short circuited.

As soon as she removes her hand, Kitty ensures that some part of her body touches each of her fallen teammates. When the GLYDER falls, it goes through them completely and sinks through the pier. We hear the SPLASH of submerging off-screen.

SPIDER-GIRL

Sorry about th--

She DUCKS just in time to miss Demogoblin's flying fist. She spins around and roundhouses the goblin, making her stumble backwards and drop Susan onto the ground.

SPIDER-GIRL (CONT'D)

Is there something about "spider-sense" that you're not understanding, Yellow Gobbie?

Before Demogoblin can respond, a still-ignited Jonnie and Allegra hit the pier deck with a loud THUD and the sound of wood splitting beneath them.

JONNIE

Okay, so, maybe the flamboyant pumpkin has a little more "oomf" than your typical pumpkin.

(beat, disgusted)

Just saying that made my ego douse itself in acid.

SPIDER-GIRL

"Oomf"? "Oomf" sounds like an ogre or something. I'd say "pizzazz".

JONNIE

(teasing)

Shut up, Spidey.

Hobgoblin hovers down closer to them and he reaches behind him. He pulls out a PUMPKIN BOMB and mashes his thumb down on to the center, activating it. He pulls his hand back, readying his throw even as the bomb begins to FREEZE in his hand. When he throws it, it doesn't budge and instead stays secured to his palm.

HOBGOBLIN

What the hell?

Bobby and the rest of the X-MEN are lifted to their feet with Jean's telekinesis.

BOBBY

(grins)

The X-Men's personal bomb squad, at your service.

The Green Goblin pushes himself off the ground, facing the group of mutants. He grabs Kristen by the groove where her neck meets her shoulder.

GREEN GOBLIN

That giant pink eye of yours is more of a nuisance than you're worth.

Kristen grins arrogantly as he raises his fist. With the distinct sound of blades unsheathing, four small spikes form on his knuckles. He pulls his hand back and Kristen quickly brings her finger to her visor, **BLASTING** him back.

KRISTEN

(smirking)

My bad.

She keeps her hand near her temple as she looks out at the mess in front of her.

KRISTEN (CONT'D)

Spider-Girl, get Mrs. Richards out of here. Jonnie, Allegra, go with her.

(beat)

Marvel Girl to yellow, Nightcrawler to orange. I've got green.

JONNIE

Listen, Shades, I--

Allegra wraps her hand around Jonnie's wrist despite the flames.

ALLEGRA

(quietly)

Jonnie, come on.

Jonnie looks at her briefly, then glares over at Kristen. Spider-Girl nods at the leader of the X-Men as she carefully picks Susan up and puts her over her shoulder. The three start to move, when--

The Green Goblin swiftly **THROWS** a **PUMPKIN BOMB** into the group of heroes. Off screen, we hear familiar "**BAMF**" and a second later, Karin appears between the three and quickly wraps her arms around them not unlike a group hug.

*BAMF*. They all disappear in a cloud of brimstone, leaving only the bomb which rolls in an awkward semi-circle on the wooden ground. We PAN OUT as they all reappear beside the rest of the X-MEN but our focus remains on the bomb. The blinking slows until it stops completely. At first, we assume it's a dud, until--

Several RED ORBS close in on the pier from all directions. They hover in the air for a few moments before separating into three clusters and SLAMMING into each of the goblins. The impact throws them all into different directions, with the Green Goblin and Hobgoblin crashing through the railing and into the ocean, and Demogoblin buried in the sand just off of the pier. Time ticks by and we know they're not getting back up, perhaps due to probability manipulation.

On the X-MEN and the others exchanging looks of confusion with one another, we--

**CUT TO:**

**EXT. CONEY ISLAND PIER - CARNIVAL GROUNDS - MAIN ENTRANCE**

FOCUS ON the MASKED MAN as he slips into the large group of people. His black cloak moves behind him, hiding the rest of his body as the crowd consumes him.

As he leaves our sight completely there crowd begins to disperse now that the "show" has ended. On the knowledge that the carnival is safe again, we--

**FADE OUT:**

**END OF ACT FIVE**

**ACT SIX****FADE IN:****INT. HAELSTROM RESIDENCE - MELANIE'S ROOM - NIGHT**

We come in on SPIDER-GIRL as she sits on the edge of her bed. Her back is arched and she is leaning over with her elbows planted against her knees. Her hands are reaching over her head, her fingers groping the end of her mask at the back of her neck. A moment or two of silence passes before she curls her fingers beneath the material and rips it from her head.

FAVOR ON her face and we can see that tear streaks stain her cheeks and there is a strong sense of worry and fear in her eyes. She's overwhelmed--the *three* goblins are too much.

She squeezes the mask in her hands tightly. She holds it for a long while, biting down on her bottom lip to hold everything in.

She loosens her grip and as we PUSH IN to the eye pieces of the mask, we--

**SMASH CUT TO:****EXT. WATSON RESIDENCE - FOREST HILLS, QUEENS - NIGHT**

A parked, dark blue MAZDA RX-8 parked in front of the WATSON RESIDENCE. It isn't running and the lights are completely off. We sit in silence for a few long moments before the door opens and KRISTEN steps out dressed in khaki pants and a red polo tucked into them and secured by a brown leather belt. She looks almost professional.

We FOLLOW her up the driveway and to the front door. She knocks twice and drops her hands to her sides. The sound of a woman and a man yelling can be heard from within, making Kristen frown. However, as soon as the door swings open to reveal SUSAN WATSON, the brunette forces a polite smile onto her face.

KRISTEN

Is Mary-Jane home?

Before Susan can respond, MARY-JANE emerges into view from another room that can't be seen from our position. There is a weak smile on her face as she replaces her mother at the door and Susan walks out of our sight.

MARY-JANE

Hey.

Kristen steps backwards away from the door, motioning with her shoulder to the driveway.

KRISTEN  
Can we talk?

Mary-Jane nods and pulls the door shut behind her as she joins Kristen on the porch. The two walk down the driveway almost hip to hip and stop once they reach the fence that separates the Watson Residence from the HAELESTROM RESIDENCE.

They stand in silence for a few moments, though it isn't awkward. Kristen is the first to break the silence.

KRISTEN (CONT'D)  
In the parking lot today, I didn't mean for what I said to come out like it did.

(quieter)  
I'll go as far as to admit that I shouldn't have said anything at all.

(beat)  
I know how close you and Melanie are, and to be honest it never got to me like that before. It didn't start until after the accident. The constant danger that people are put in around me now...it's not easy to deal with. I'm trying, but it's hard and because of that, I haven't been the partner that I should have been.

Kristen falls silent temporarily and Mary-Jane quietly searches the brunette's face with almost understanding green eyes. Kristen takes a deep breath.

KRISTEN (CONT'D)  
What I'm trying to say is that you deserve someone better. I haven't treated you like I should have since that night, I haven't been able to give you the affection or the companionship that you want. I have no right to keep stringing you through this.

She pauses and takes a deep breath.

KRISTEN (CONT'D)

(quietly)

The way your eyes light up when you see her. That little smile you get. I...

Kristen shifts slightly. She's out of her comfort zone.

KRISTEN (CONT'D)

I know you like Spider-Girl, Mary-Jane and I can't keep holding you back, not when I know you're unhappy. You deserve better.

Mary-Jane leans on the fence and her gaze travels to Melanie's window. After a moment her attention is back on Kristen.

MARY-JANE

I wish I could yell at you, call you every name under the sun and say, "Damn right Kristen Sparks, I do deserve better", but the fact is I can't be that mad no matter how much I want to be.

KRISTEN

I'm sorry that it took me this long. I never meant to put you through all of that.

MARY-JANE

Truth is Kristen, I know you aren't sorry. You aren't sorry for caring about someone else, and neither am I. I think we got together for convenience, so being mad at you for your actions means I also have to be mad at myself.

(beat)

So honestly, I don't want you to be sorry for feeling what you do, as I would hope you feel the same for me. I want nothing bad between us.

One corner of Kristen's mouth lifts in a slight smile.

KRISTEN

I don't, either. I care about you, Mary-Jane and you've always been such a good friend to me. You stood by me when I did absolutely nothing for you in return, and you put up with everything.

(MORE)

KRISTEN (CONT'D)

(beat)

Thank you for that.

Mary-Jane lifts her hands palm-side up and shrugs with a smile on her face.

MARY-JANE

Friends do stuff for each other.  
It's just one of the perks of  
having an awesome friend such as  
myself.

KRISTEN

(smiling)

Yeah.

Kristen looks towards her vehicle, then back at Mary-Jane.

KRISTEN (CONT'D)

I should probably let you go.

(beat)

But first, can I ask you a  
question?

MARY-JANE

Sure.

KRISTEN

What was that earlier? You and  
Jean?

MARY-JANE

(smiling)

It's a redhead thing.

A small grin crawls across Kristen's face and she nods slightly, accepting the answer. She walks to the Mazda and turns to face Mary-Jane as her fingers wrap around the door handle.

KRISTEN

Goodbye, Mary-Jane.

MARY-JANE

Bye Krissie. See you around!

Mary-Jane aims her finger at the brunette like a gun, "firing" it with a click of her tongue.

Off that, we--

**CUT TO:**

**INT. THE MAZDA RX-8 - FOREST HILLS, QUEENS**

KRISTEN as she sticks her key into the ignition and turns it. The vehicle ROARS to life but instead of putting it into gear, she sits there. FAVOR ON her face as she looks towards the passenger seat and her expression hardens. We follow her hidden gaze and PUSH IN on a photograph laying in the seat.

IMAGE: Kristen stands behind Mary-Jane without her sunglasses, dressed in her MIDTOWN RAZORBACKS softball uniform. Her arms are around the redhead's torso and Mary-Jane's head is leaned back against Kristen's shoulder. BOBBY stands beside Kristen, his fingers behind her head giving her "bunny ears". Behind the three teenagers are Kristen's foster parents, a dark-haired male and a light-haired woman of the same height. They are CLINT and RACHEL SUMMERS. Each of them is smiling.

CUT TO Kristen again as she stares at the image in silence. Then, suddenly--

JEAN (V.O.)  
 (telepathically to  
 Kristen)  
 Kristen, is everything okay? You  
 seem...sad.

Kristen, startled, sits up straight as though a chill ran up her spine. She clenches her jaw tightly.

KRISTEN (V.O.)  
 (telepathically to Jean)  
 I'm fine.  
 (defensively)  
 What are you doing?

JEAN (V.O.)  
 (telepathically to  
 Kristen)  
 I just...felt it and wanted to make  
 sure you were okay.

KRISTEN (V.O.)  
 (telepathically to Jean)  
 I'm *fine*. There's just a lot going  
 on in here.  
 (beat, sarcastic)  
 Honestly, I don't know how you fit  
 in with all of it.

JEAN (V.O.)  
 (telepathically to  
 Kristen)  
 (MORE)

JEAN (V.O.) (CONT'D)  
 I guess I don't. Like I said, I  
 just felt it. My bad.

Kristen relaxes slightly, letting out a breath she didn't realize she was holding.

KRISTEN (V.O.)  
 (telepathically to Jean)  
 Jean, I--  
 (with a sigh)  
 I'm sorry. I just wasn't expecting  
 you to be in there.

JEAN (V.O.)  
 (telepathically to  
 Kristen)  
 No, it's cool. I just honestly  
 thought you were calling out to  
 me...  
 (lightly)  
 Maybe my powers are getting  
 stronger.

Kristen smiles slightly.

KRISTEN (V.O.)  
 (telepathically to Jean)  
 Maybe.  
 (beat, gently)  
 I'll be back at the mansion in  
 about an hour...do you want to meet  
 me in the rec room?

JEAN (V.O.)  
 (telepathically to  
 Kristen)  
 It's a date, my not-so-one-eyed  
 telepathic phone buddy.

Kristen's smile turns into a grin and she subtly shakes her head. After a few long moments of silence, she picks the photo up between her thumb and index fingers. She opens the glove box with her free fingers and with one last look at it she puts the picture inside.

As she closes the glove box we PUSH IN on her face. On her jaw tensing and releasing once, we--

**BLACKOUT:**

**END OF EPISODE**