

# THE OUTCASTS

1x10 | "Operation: Repo"

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# THE OUTCASTS

"OPERATION: REPO"

## **MAIN CAST**

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

## **REOCCURRING CAST**

HAYLEE OSBORN / DEMOGOBLIN.....HAYDEN PANETTIERE  
HARRY OSBORN / HOBGOBLIN.....JAMES FRANCO  
EUPHORIA SOLSTICE.....SCARLETT JOHANSSON  
RAVEN DARKHOLME / MYSTIQUE.....EVANGELINE LILLY  
ERIK LENSHERR / MAGNETO.....IAN MCKELLEN  
WILLIAM MAXIMOFF / CRIMSON WARLOCK.....BEN BARNES  
PETRA MAXIMOFF / QUICKSILVER.....BREA GRANT  
LANCE ALVERS / AVALANCHE.....THOMAS DEKKAR  
MORTIMER TOYNBEE / TOAD.....RAY PARK

## **SPECIAL GUEST STARS**

NATHAN FILLION.....NICK FURY  
RANDOLPH WILSON / REVERB.....OMAR EPPS  
FLASH THOMPSON.....CHRIS ZYLKA  
JONNIE STORM / SUPERNOVA.....OLIVIA WILDE  
WALTER HARDY.....DAVID MORSE

**TEASER****FADE IN:****INT. THE OSBORN MANSION - LIVING ROOM - DAY**

We come in on the elegant, beautiful and unnaturally tidy living room of the Osborn Mansion. There is a lit fire in the fireplace and it burns on what seems to be a mixture of logs and newspapers.

On the couch sits *HAYLEE OSBORN*, snuggled up in a solid black blanket. She seems to be comfortable and calm, though expecting. She's waiting on something.

*HARRY OSBORN* seems to be a lot less patient. He paces back and forth across the rug laid out on the floor just in front of the couch where his sister sits. His hand is cupping his chin and his narrowed eyes are trained on the ground.

HAYLEE

Calm down, Harry. He'll be here.

HARRY

Calm down? Haylee, Spider-Girl and her mutated posse humiliated us in front of that entire carnival.

(beat)

We look like bigger fools than that Vulture imbecile that was around when that arachnid bitch first showed up.

HAYLEE

We were not expecting that many heroes. When our man gets her cornered she'll be in our grasps and there is nothing she can do.

HARRY

Are you sure we can even trust this guy to do what we need him to do? You know how the *last* hired hand turned out.

HAYLEE

Even if he fails no one can trace him back to us.

Harry finally stops pacing and shoots a glare in his sister's direction.

HARRY

I know that, Haylee. But we can't afford *another* failure.

A sly little smile crosses her lips.

HAYLEE

Harry, Harry, Harry, you underestimate the use of pawns.

Harry opens his mouth to respond, but a *KNOCK* interrupts them. His attention turns to the door.

HARRY

(frustrated)

What do you want?

The door opens slowly, revealing an elderly man with a strip of stringy white hair on either side of his head and a bald spot on top. He is the BUTLER. He smiles weakly, though the expression is friendly and full of respect.

BUTLER

You have a guest. A Mr. Wilson?

Haylee grins deviously.

HAYLEE

And the man of the hour has arrived.

HARRY

Send him in.

The Butler nods and disappears from our sights. Moments later, a tall, African American male steps into the room. He doesn't look to have cared about being in the presence of the notorious Osborn family. He wears baggy pants and a shirt that hangs far too low. On his face are obnoxious, green-tinted sunglasses. He is RANDOLPH WILSON.

The door closes behind him, shutting him in with the two Osborn children. Haylee climbs to her feet.

HAYLEE

Mr. Wilson, I have a very important job for you and believe me when I say if you succeed you can do whatever you want for the rest of your life. But if you fail...

(small smirk)

I will have to dispose of any evidence you leave behind that connects you to us.

On his intrigued expression, we --

**SMASH CUT TO:**

**INT. THE OSBORN MANSION - SECLUDED ROOM**

A chrome suit of armor hangs up inside a large, protective glass closet-like casing. The suit consists of a heavy torso that covers the chest, back, and the shoulders. It curves up slightly to also shield the back of the wearer's neck. It sports a black speaker in the center of the chest like one would find on a large guitar amp. The "gloves" are made of the same metal and right above the slot where the user's hands are to come out is another speaker. The boots are made completely of solid chrome with no sort of weaponry that we can see.

Hanging behind the armor is a black body suit made of spandex to cover everything that the REVERB SUIT itself does not.

PULL OUT to show HAYLEE and RANDOLPH at the end of their conversation.

HAYLEE

I hope for your sake you understand the suit and your mission. Or would you like another tutorial?

RANDOLPH

I understand completely. Detain and transfer Spider-Girl to you, *alive*.

He grins, sadistically excited.

RANDOLPH (CONT'D)

Don't worry, Miss Osborn. I've been waitin' for someone to take'er out. I'm *glad* to be of assistance.

HAYLEE

Excellent. Now get out of here, I have a guest coming and you can't be here when she arrives.

Off that, we --

**CUT TO:**

**INT. XAVIER INSTITUTE - XAVIER'S OFFICE - DAY**

Facing the door to the professor's office, we wait patiently. Everything is quiet, still even, until --

The door OPENS to reveal CHARLES XAVIER. He rolls into his office but pauses momentarily right before he closes the door with his mind. He pauses momentarily as his gaze lifts, along with his brow -- he realizes he is not alone.

The lights turn without any hands ever coming in contact with the switch. The room is illuminated immediately and we--

ANGLE OVER TO: A tall, built man dressed in khaki pants, a brown leather belt and matching boots with a deep brown, button-up shirt. It's all covered by a dark-colored trench coat. Over his right eye is a black EYE PATCH. He is COLONEL NICK FURY.

XAVIER  
(mild surprise)  
I wasn't expecting you.  
(beat, gently)  
What can I do for you, Nick?

FURY  
Professor X, I aim to misbehave and  
bring some tag-alongs for the ride.

On Xavier's skeptical look, we --

**BLACKOUT:**

**END OF TEASER**

**ACT ONE****FADE IN:****INT. XAVIER INSTITUTE - KRISTEN'S ROOM - DAY**

We come in with the entirety of the room in our sight. Across from us is the bed and, a few feet away, is the door to the girls' hallway. On either side of the bed is a polished, wooden night stand. We notice that the one that once had a picture of MARY-JANE sitting on it is now empty save for a lamp with a black shade that matches the sheets on the bed. The other one has an alarm clock and what looks to be a PHYSICS TEXTBOOK. On the wall across from the bed is a chest of drawers with a large mirror hanging on the wall just above it. There are several shelves on the walls that are neatly displaying several AIRPLANE MODELS. The room is clean and tidy, nothing is out of place.

We PUSH IN slowly from the corner of the room to the bed where KRISTEN SPARKS and EUPHORIA SOLSTICE sit Indian-style across from each other on the center of the mattress. Kristen is dressed in jeans with a form-fitting black t-shirt tucked into them and she seems tense. Her hands are gripping her knees tightly. Euphoria, dressed in white as usual, has her hands on each side of the brunette's head. Her eyes are closed.

Suddenly, Kristen rears backwards, but Euphoria's fingers pull her back into place.

KRISTEN

What the hell was that for?!

EUPHORIA

(nonchalantly)

Every time your mind wanders to mundane things such as colored fish rocks, I am going give you a mental slap on the wrist. Keep focus.

Kristen knits her eyebrows together.

KRISTEN

I'm *trying*.

She jerks her head back again.

EUPHORIA

Jean sitting on colorful fish rocks is not concentration. Think of just her and white.

(beat)

(MORE)

EUPHORIA (CONT'D)  
That's it darling. Keep her clothes  
ON! Thank you...

Kristen's cheeks burn a light pink and she tightens her jaw.

KRISTEN  
Are you sure this is working?

EUPHORIA  
(smiling deviously)  
Naturally. Trust me. She won't hear  
a *single* thought...

Off the expression on the blonde's face, we --

**CUT TO:**

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

We come in as EUPHORIA exits from Kristen's room, the door shutting behind her on its own.

We PAN OUT as XAVIER rolls down the hall to her left. He gives her an amused smile as he comes within a few arms' length of where she stands.

XAVIER  
Though a nobile thing it is to help  
out a friend, I am certain that is  
not how a mental block is supposed  
to work. In fact, that may well  
have been the exact opposite.

Euphoria smiles.

EUPHORIA  
Actually, I find that this is  
helping out a friend even better  
than a mental block. Ensuring that  
every, single, solitary thought  
about the other is projected  
*directly* into her mind.  
(beat)  
There is nothing devious at all  
about it, and that thought in your  
head is quite insulting. I do,  
however rare on occasion as it may  
seem, help a poor, unfortunate soul  
such as Kristen. Kristen is, after  
all, a very vivid thinker, but  
lacks in the vocalization  
department.

(MORE)

EUPHORIA (CONT'D)

(beat)

But you already knew that.

XAVIER

I did.

EUPHORIA

Then Jean hearing all of Kristen's girl crush thoughts is bloody brilliant and we have nothing left to discuss.

On Xavier raising his eyebrows with a smile, we --

**FADE TO:**

**EXT. MIDTOWN HIGH - COURTYARD - DAY**

We come in on the front courtyard of MIDTOWN HIGH, void of any students as the last bell DINGS loudly to signal the end of the school day. We PUSH IN towards the double door entrance as they SWING open to allow the flood of teenagers into the previously undisturbed yard.

PUSH PASSED the crowd and we --

**INT. MIDTOWN HIGH - HALLWAY (CONTINUOUS)**

Enter the main hallway of the school, traveling down the seemingly endless rows of lockers. We turn a corner to the right and STOP on MELANIE HAELESTROM as she pulls on the door to her locker. She's dressed in jeans and a thick red hoodie that's stained with various substances that also pepper her face. Judging by the textbook in her free hand, it is all a product of CHEMISTRY CLASS.

When the locker opens after quite a struggle, all of her books fall to the ground followed by several, insignificant items and papers. Holding on to the door with one hand, Melanie groans quietly, irritated, and lets her forehead smack against the cool metal.

FLASH (O.S.)

Heads up, Haelstrom!

Melanie looks up just in time for FLASH THOMPSON to put his hand on her shoulder and shove her away from her locker as he KICKS her textbooks down the hallway. The force effectively scatters all the papers and items that fell with the books, and she is left to stare in disbelief.

MELANIE

Really, Flash?

FLASH

Where's MJ to your rescue?

She inhales through her nose sharply and shoves the door against the locker next to her own, making sure that it stays open. She crouches down, grabbing the scattered papers and stacking them together. Flash reaches down and grabs her by the sleeve of her shirt. He yanks her back to her feet and shoves her against the locker next to hers.

FLASH (CONT'D)

I was talking to you, Haelstrom.

He swipes his hand across the door to her locker, slamming it shut with an arrogant grin.

MELANIE

I haven't seen her at all today.

(beat, defeated)

Look, I'm just trying to go home.

Will you give me a break?

She tries to push herself away from him, but he holds her firm.

FLASH

You haven't seen her? She was hanging with Liz Allen all day.

(with a grin)

Guess she doesn't feel like hanging with the *losers* anymore.

Melanie's spirit shatters before us and his grin widens. He lets go of her and instead pushes her towards the ground as he starts to walk off.

FLASH (CONT'D)

(with a laugh)

Same time Monday, Haelstrom.

She narrows her eyes as she watches him walk off, gathering her things from the floor. She stacks them on top of each other but stops as she grabs for a small, wooden box decorated with several different colored plastic jewels and sparkly stickers. She doesn't recognize it.

She raises her eyebrows, using her thumb to gently lift the flimsy silver hook that wraps around a small golden nub to keep the box closed. She carefully lifts the lid to reveal a soft, blue cushioned interior with only a slip of paper inside. She unfolds the paper.

MELANIE POV SHOT: Written across the small slip, in cutesy handwriting with hearts for the dots on the "I's" and random curls, is:

GWEN (V.O.)

(as Melanie reads the note)

I'm sorry I couldn't be here today, I had that field trip for the political science club, but I promise I'll make it up to you tomorrow!

(beat)

I made you a pencil case so you don't lose all your pens and stuff when they fall out of your pockets anymore. I know it's small, but I hope you like it!

(beat)

Happy Birthday, Melanie!

(beat)

Love, Gwen.

CUT TO Melanie again as the corners of her lips curve up into a small smile. She stands up with the box held firmly in one hand and reaches out to her locker while carefully balancing her other belongings in her arms. She twists in the combination and pulls on the door. It doesn't budge. She tries again, and again, and fails each time.

Finally, gritting her teeth, Melanie YANKS on the door and succeeds in pulling it completely off its hinges.

Frustration literally shaking her entire body, she shoves everything into her locker and slams the door up against the gaping opening. She punches the metal slab until it lodges itself back where it should be with a loud BANG. Satisfied, she turns around just in time to see a female classmate looking in her direction.

With a mixed look of embarrassment and mild anger, she raises her eyebrows in a challenge to the girl.

MELANIE

*What?*

On the girl giving her a strange look and a shrug, we FOCUS on Melanie's face as it falls again and we --

**FADE TO:**

**INT. XAVIER INSTITUTE - XAVIER'S OFFICE - DAY**

The cloudy sky peeks in through the large window at the back of the Professor's office. It shrouds the room in shadow, but we see XAVIER sitting at his desk. Beside him stands a male that we quickly identify as FURY.

PAN OUT to see KRISTEN and JEAN GREY standing side by side on the other side of the desk. Jean has her eyes on the brunette, her index finger lightly scratching her temple and a somewhat puzzled look on her features. Kristen, oblivious to this, looks directly at Xavier.

KRISTEN

You called, Professor?

Xavier smiles at the pair.

XAVIER

Actually, I was just doing a favor for an old friend.

(beat, to Fury, lightly)

These two are just what you're looking for, Nick. They are all yours so long as you intend on bringing them back in one piece.

FURY

They follow my orders, they'll be just peachy.

Kristen's gaze shifts to Fury as Jean narrows her eyes and crosses her arms over her chest.

JEAN

Peachy isn't one piece, is it?

XAVIER

The two of you will be assisting Mr. Fury in retrieving a prototype suit that was stolen from a government organization known as S.H.I.E.L.D.

KRISTEN

Why only us?

XAVIER

A big deal does not need to be made if this if it doesn't have to. The two of you are perfectly capable of providing the help that he needs.

He smiles at the two girls, almost as if he's excited for them.

XAVIER (CONT'D)

(lightly)

Kristen, Jean...consider this an internship into the career of superheroing.

FURY

And as your professor, I suggest you two get your notepads ready.

Kristen and Jean's faces light up. The two exchange looks, then put their attention back on Xavier.

XAVIER

You will notice that your uniforms have slight adjustments. After the incident at the carnival and with Humanity First, anti-mutant sentiment is higher than it's already been.

(beat)

Dr. Solstice has made changes to better conceal your identities.

KRISTEN

The Goblins? What do they have to do with us?

XAVIER

The people attending the carnival thought that the fight between Spider-Girl and the Goblins was staged, and that your interference was a publicity stunt.

JEAN

I swear people are just ungrateful these days. We *saved* their asses.

XAVIER

And when this is finished and forgotten you will save them again, only to have the same thing repeated. Remember Jean, there are those with greatness inside and those in which greatness is thrust upon them. You cannot be mad that they can never fathom the burden you all have to bare.

Jean nods with a sigh. Kristen puts her hand on the redhead's arm and turns towards the door.

KRISTEN  
 Let's go suit up.  
 (to Fury)  
 We'll meet you in the hangar.

After the two mutants exit the room, we FOCUS ON Fury.

FURY  
 Oh this is gonna be one mighty fine  
 shindig, ain't it?

Xavier folds his hands on his desk and on him cocking his eyebrow with a knowing smile, we --

**SMASH CUT TO:**

**INT. XAVIER INSTITUTE - SUBLEVEL HALL B**

*CYCLOPS* and *MARVEL GIRL* as they walk towards us on their way to the HANGAR. The first thing we notice are the changes in the uniforms. While they look the same as a whole, we notice that Cyclops now wears a skin-tight black HOOD, attached to her suit, that covers her head and allows only her face to be seen. Marvel Girl wears a black MASK that covers only her eyes.

Cyclops seems to grow increasingly irritated and finally digs her fingers underneath the material clinging to the side of her face. She yanks the hood off and lets it fall against her back.

CYCLOPS  
 If she thinks I'm going to wear  
 this shit and look like something  
 out of "Close Encounters of the  
 Third Kind", she is sorely  
 mistaken.

Marvel Girl laughs.

MARVEL GIRL  
 What, you don't like aliens?

Marvel Girl walks ahead of Cyclops and inadvertently catches her attention. The brunette's chin tilts in a relatively subtle manner though we can tell that she's checking the other mutant out. She bites the inside of her bottom lip, but as she diverts her attention--

Marvel Girl snaps her head in Cyclops' direction as if she heard the other teenager say something.

MARVEL GIRL (CONT'D)  
What was that?

Cyclops raises an eyebrow.

CYCLOPS  
What was what?

MARVEL GIRL  
Didn't you just say something?

Cyclops shakes her head slowly, confused.

CYCLOPS  
I haven't said a word.

MARVEL GIRL  
Huh...maybe it's my powers again?  
(beat)  
Were you thinking something loudly?

The brunette's eyebrows knit together as they reach the door to the hangar. It splits open and --

**INT. XAVIER INSTITUTE - HANGAR (CONTINUOUS)**

The two step inside. We can see FURY standing next to the BLACKBIRD, waiting.

With her attention still set on Marvel Girl, Cyclops swallows hard.

CYCLOPS  
No...

Marvel Girl eyes her curiously.

MARVEL GIRL  
(playful)  
Liar.

CYCLOPS  
(slightly amused)  
Why would I lie to a telepath?

Marvel Girl looks straight into Cyclops' visor, as if looking directly into of her mind.

MARVEL GIRL  
You would if you had the ability  
to.

As she turns around sharply --

MARVEL GIRL (CONT'D)  
Tell Ice Bitch you need more  
training.

Cyclops looks stunned for a moment, unsure of what to say.  
Then --

FURY  
Enough chit-chattin'. We gotta job  
to do ladies, and I aim to do it  
right.

MARVEL GIRL  
Look Fury, we're here to help, not  
have you order us around like we're  
your bitches in a prison cell.

CYCLOPS  
(calmly)  
Marvel Girl...

MARVEL GIRL  
He doesn't look so tough; just an  
old man with a gun. Probably  
compensation for a--

Fury lunges forward suddenly, shoving a small black device  
against the redhead's side that seizes her body for a split  
second, then sends it into a fit of convulsions. She drops to  
the ground as if her legs have forgotten how to hold her up.

Cyclops clenches her jaw tightly, the muscles in her neck  
tensing in her sudden anger.

CYCLOPS  
What the *hell* was that?! Do you  
have *any* idea what that could have  
done?!

FURY  
A lot less damage than the forty-  
five caliber pistol, that's for  
damn sure.

Cyclops looks down at the redhead. She crouches down, putting  
her hand on her forearm. It seems almost like she is doing it  
to comfort herself about as much as it is to make sure Marvel  
Girl is okay.

The telepath puts her hand over Cyclops, giving her the subtle reassurance she needs. The leader of the X-MEN stands back to her full height and looks directly at Fury. Her voice carries a subtle, protective threat.

CYCLOPS

(calmly)

Fury, I'm only going to say this once. You pull something like that again, and Marvel Girl and I will pull out of this and you can find someone else to get that suit back.

(beat)

I will deal with my team, not you.

FURY

Darlin', you're on *my* team now but if you think you can take me, try it.

Fury grabs Marvel Girl's hand and forces her on to her feet.

FURY (CONT'D)

Otherwise, let's move out.

Cyclops grits her teeth and brings her hand up to her ear.

CYCLOPS

Cyclops to Blackbird: Open the ramp and start'er up, baby. We're heading out.

Off that, we --

**CUT TO:**

**INT. RYKER'S ISLAND PRISON - VISITATION ROOM C - DAY**

A small, grey room with one plastic table in the center with a white, plastic chair on either side of it. Behind the chair farthest from the door is a barred wall and a door leading to a short, narrow hall behind it. In the hall we can see a phone and a door leading to CELL BLOCK C.

Sitting in the chair closest to the barred wall is a man with grey hair with a salt-and-pepper goatee. He's dressed in an orange prison jumpsuit and he looks tired, but almost relieved in a strange way. He is WALTER HARDY.

Across from him sits FELICIA HARDY who has her blonde hair falling in light waves to her shoulders. She wears light grey sweatpants and a loose-fitting pink t-shirt and a denim jacket.

PUSH IN on the two and we rest just off to the side of the table. FOCUS ON both of them as they are caught in a conversation we've obviously come in late to.

WALTER

And what about that Ryan kid? He still bein' good to you?

Felicia casts her gaze to the side, avoiding eye contact.

FELICIA

Actually, dad...Ryan and I haven't talked for *months*.

Walter looks relatively shocked.

WALTER

You were always so happy around him. What happened?

Felicia props her elbow up on the table and rests her jaw in her hand.

FELICIA

It's a long, clichéd story. You know, that typical one where all his friends were doing it so he wanted to do it too. Girl says no, he tries to force her.

A grin crosses Felicia's lips and she sits up straight. She crosses one leg over the other and places her hands on the table.

FELICIA (CONT'D)

Then the story takes an interesting turn when *Jonnie Elliot Storm*, who just so *conveniently* happened to be leaving after banging the girl next door, barges into the dorm room and hands the would-be rapist creepshow his ass and saves the day.

His face falls quite a bit, somewhat distressed by what she's just told him. He's stuck on *one* thing.

WALTER

(disgusted)

He tried to *rape* you?

FELICIA

Do we have to dwell on that? Come on.

(MORE)

FELICIA (CONT'D)

Let's talk about the fact that I'm *more* than acquainted with the *hottest* member of the Fantastic Five.

Walter doesn't seem to approve of that idea either. Felicia can't help but let out an exasperated sigh and she rolls her eyes.

FELICIA (CONT'D)

Dad, give me a break. You can't expect *me* to have a problem with the Costumes just because you got sacked by one.

Walter relents, knowing that she's right. He leans back in his seat and hooks his thumbs together.

WALTER

I had yours and your mother's best interests at heart when I did what I did, you know.

(beat)

Every burglary, every close call, even the --

A small smile tugs at the corner of Felicia's lips and she reaches across the table. She wraps her fingers around his hand and squeezes gently.

FELICIA

I know, dad. I've doubted it a few times in my life, but I've accepted it.

She pauses, looking at him sympathetically.

FELICIA (CONT'D)

I'm sorry that mom hasn't visited you.

(beat)

She was even upset when I told her I was coming to see you. I don't think she's --

WALTER

Forgiven me for killing a man, I know. Can't say I blame her, 'Licia, but it means a lot that you...you...

He looks down, trying to pull himself back into his comfort zone. Emotions are clearly not his strong point.

FELICIA

I don't like what you did, I won't lie to you. But you know I'm still your little girl, dad.

She lets go of his hand and smiles at him.

FELICIA (CONT'D)

And you know I'd do anything for you.

We PUSH IN on Walter's face as a smile gradually makes its way onto his mouth. On the thankful look in his eyes, we --

**SMASH CUT TO:**

**EXT. CROWDED CITY STREET - MIDTOWN MANHATTAN - DAY**

Behind Melanie as she walks down the sidewalk with her hands in her pockets. Several people pass her by, bumping into her with their shoulders and pushing her around as they do so. She keeps her head down, her eyebrows knitted together.

A loud rumble of THUNDER rattles the unpleasant sky as she starts to round the street corner. A large PIZZA VAN comes flying around the curve at the same time, ripping through a rather deep puddle that violently splashes water all over the civilian-clad superhero. She looks up to see the culprit drive away, her shirt and hair now soaked.

MELANIE

(distressed)

Seriously?!

A few of the passer-bys giggle and snicker at her misfortune, making her walk faster. As the droplets of rain start to fall from the sky, Melanie pulls her hood over her head and quietly begins to hum the tune to the "Happy Birthday" song to herself. Then --

The screen SOLARIZES for a split second as she crosses the opening to an alley and she stops in her tracks. Making sure that no one is watching her, she slips into the alleyway and reaches into the collar of her hoodie. She pulls up a red cloth that seems to be attached to the inside. She secures it around her mouth and nose, effectively hiding everything but her eyes much in the fashion of a stereotypical ninja. She looks up and, spotting an open window on the third floor, begins her climb up the wall. We then --

**CUT TO:**

**INT. ABANDONED INSURANCE OFFICE BUILDING - THIRD FLOOR**

Melanie as she enters through the window as quietly as possible. She looks around at the dust-covered office desks and other pieces of furniture and scarce appliances. Her eyebrows raise and she steps further into the room.

MELANIE

You can't hide from a spider-sense,  
smarty pants. I know you're in  
here.

The sound of something heavy moving against a wooden floor comes from somewhere off screen to the right. We follow her gaze as she JERKS her head in the supposed direction. All we see is a wooden door.

MELANIE (CONT'D)

(smirk in voice)

Nice try, clunkers.

Melanie takes a step towards the door --

*WHOOMF*. A sonic wave BLASTS through the door, splintering the door and sending pieces of it everywhere even as Melanie is THROWN across the room and into the wall behind her. The drywall cracks and falls around her even as she stands with her hand against her forehead. She looks ahead of her, we --

CUT TO the hulking REVERB as he aims one of the SONIC BLASTERS straight at her. He smirks.

REVERB

If I have that much power with just  
one of the blasters...

(grins widely)

Let's see what happens when I up  
the dosage.

He puts his hands together, aiming both blasters at her. With a louder *WHOOMF* than before, Melanie is forced back through the window she came through with the sound of glass shattering on her body's impact. We follow her --

**EXT. ALLEYWAY OUTSIDE OF ABANDONED BUILDING (CONTINUOUS)**

Into the alleyway between the office building and the one right next to it. She throws out a webline, but misjudges her swing and hits the brick wall on one side of the alley with her shoulder.

MELANIE

(woozily)

OoOOOooh God, I'm gonna be sick.

She lets go of the web and drops to the ground. She stumbles, the blast obviously effected her inner ear and has thrown off her balance. She falls to one knee, ripping the cloth away from her face. She gags once, twice, and we PAN AWAY from her as she finally VOMITS and we --

TILT UP as Reverb jumps from the window and we follow him as he hits the ground, bending his knees slightly to absorb the impact and then he raises to full height.

He looms over Melanie as she pulls the mask back over her mouth and grabs the back of her hoodie before she can stand up. She loses her balance and falls against his chest.

PUSH IN closer to them and we see that her eyes are slightly glazed over. She tips her head back to look up at Reverb and wags her finger in the air.

MELANIE (CONT'D)

You are in biiiig trouble when the world stops spinning, mister!

He smirks triumphantly and reaches up to press a button at the base of his neck. He speaks into an unseen microphone.

REVERB

I've got her.

Off that ominous message, we --

**BLACKOUT:**

**END OF ACT ONE**

**ACT TWO****FADE IN:****INT. XAVIER INSTITUTE - RECREATIONAL ROOM - DAY**

We look straight into a COMPUTER SCREEN where four pixelated people stand on the edge of a large, rocky platform that floats a foot or two off the water. On further inspection we can see that there is one more person at the edge of the water. We keep our eyes on him as he jumps from the bank to one platform, then to the next, but falls back into the water before he can reach the platform in which the rest stand in wait.

PULL BACK quickly to reveal *KITTY PRYDE* and *BOBBY DRAKE* sitting side by side, both of them on a laptop computer that displays the same image as the other. Kitty bursts out laughing loudly, pulling her headphones off her head.

BOBBY

(frustrated)

What the hell, man! That's the fifth damn time I've fallen! Isn't there some kind of short cut or something?

KITTY

No, you have to get up this way.

(beat, laughing)

Want me to help you?

Bobby leans against the desk and props his elbow against the surface. He leans his cheek against the palm of his hand.

BOBBY

Might as well. That cow-guy-thing is getting his chain mail undies in a wad.

(pointing at his screen)

You see that? Four f-bombs in one sentence and now he's throwing around the gay jokes.

Kitty leans over into Bobby's lap and we notice for the first time that her CAST is gone. She bats the once-injured arm at him and grins.

KITTY

Just ignore him, he's jealous.

BOBBY

(mock arrogance)

Of what? My pink dress and hot,  
wooden staff? Or maybe my long,  
flowing black hair?

(beat)

Oh, *yeah*, I'm a sexy beast.

Kitty's grin widens as Bobby puffs out his chest. She shakes her head, clearly amused by his display. She begins working her magic on his computer.

KITTY

It's a *robe* not a dress.

(with a grin)

He's jealous because I told him you  
and me are dating.

Bobby's eyes widen, looking straight at her.

BOBBY

You told him we're dating?

Kitty leans down away from him and pulls her backpack up onto the table. She digs through it, clearly looking for something.

KITTY

Yeah.

(looking at him, playful)

What? You have a problem with fake  
dating me?

A small grin forms on his lips. After a second or two she pulls out a thick WORLD OF WARCRAFT strategy guide. Then, something on the bottom of the bag catches her eye even as --

BOBBY

No, of course not. I can handle  
that. I can handle fake dating.

(beat)

I could handle real dating too, you  
know.

His rather serious words fall on deaf ears as she holds up a small speaker-looking device (See "Phasing Out" & "Protect and Serve").

KITTY

What is this doing here?

Before he can respond, the room darkens and begins to flash a deep red color and a AUTOMATED FEMALE VOICE modeled after MELANIE HAELESTROM rings throughout the entire mansion.

SECURITY SYSTEM  
Warning: The Xavier Institute is  
under attack. Self-defense  
mechanisms have been activated.

As the message repeats, Bobby and Kitty exchange concerned looks. As they both get up and dart towards the door, we --

**CUT TO:**

**EXT. SMALL ABANDONED AIRPORT - DAY**

*BEEP. BEEP. BEEP.* The sound rings in our ears as FURY, CYCLOPS and MARVEL GIRL move down what used to be a runway. They are walking towards us and Fury has his gaze cast downwards, trained on a rectangular object in his hand. It is some sort of TRACKING DEVICE.

Cyclops looks over her shoulder and we can see that off in the distance behind her the BLACKBIRD sits in the middle of the runway. We can also see an abandoned air traffic tower somewhere behind it, as well as a small airport building that looks more like it should have been an old grocery store instead. Cyclops glances around the premises, then returns to Fury and Marvel Girl.

CYCLOPS  
(to Fury)  
Are you picking anything up yet?

FURY  
Faint but close. I believe we  
aren't the only ones to use this  
abandoned track. Tell me what you  
see.

FOLLOWING her gaze we find several aircraft hangars and other smaller buildings on one side of the runway. We notice that many of the windows are cracked or broken entirely and many of the surrounding trees are bent in some way. Some have even been snapped.

CYCLOPS  
A bunch of buildings, possibly  
vandalized.  
(beat)  
The trees...someone has done  
something to the trees. The way  
they're damaged--it's unnatural.

FURY

Right now look at the glass though.  
That's not vandalism - see the  
pattern in the way the glass is  
broken? That's from sound wave  
pressure.

Cyclops nods, realization subtly dawning on her.

CYCLOPS

And the Reverb Suit concentrates  
sound waves into a blast.

(beat)

In short, there's a good chance  
he's here.

Nick nods as if to say "yes", walking off ahead of the two X-MEN. They look off after him.

MARVEL GIRL

Well...at least he knows what he's  
talking about.

CYCLOPS

(lightly)

I guess the internship has begun.

MARVEL GIRL

(exaggerated happiness)

Oh joy!

A lopsided grin crosses the leader of the X-MEN's lips.

CYCLOPS

Better watch the tone, Marvel Girl.  
Someone might think you're enjoying  
this.

MARVEL GIRL

(with a grin)

Psych.

The two halt abruptly as Fury throws his hand in the air, motioning for them to stop. He tucks the tracker into his back pocket with his free hand and motions to the open doors of the nearest hangar with his index and middle fingers of the other. They slowly step into --

**INT. ABANDONED AIRCRAFT HANGAR (CONTINUOUS)**

The large, seemingly abandoned aircraft hangar. Most of it is cast in shadow save for what is illuminated by the limited lighting from the cloudy sky.

CYCLOPS  
Marvel Girl, lights.

Marvel Girl nods and closes her eyes. Her brow twitches as she casts out her telekinesis. A moment or two of silence and then--

The room LIGHTS UP with every working light possible although some of them flicker in protest. The new lighting reveals several wooden crates stacked through the room in neat rows and columns. In the center is a thick metal beam that extends from the floor all the way up to the ceiling.

Chained to beam is a young woman who looks severely dazed, possibly unconscious. We identify her as MELANIE. Her eyes are still the only part of her face that is visible.

CYCLOPS (CONT'D)  
He's got a hostage.

MALE VOICE (O.S.)  
Not a hostage; just a package  
waiting for delivery.

SWISH PAN LEFT and REVERB emerges from behind a row of crates. The suit clunks with each step and he aims the blasters at them as he stops walking.

REVERB  
I intend for this to go off without  
a hitch, so to avoid any casualties  
I suggest y'all...  
(smirk)  
Show yourselves out.

CLOSE ON one of the blasters. A small blue light turns ON, seconds pass and then -- *WHOOMF*.

We are THROWN BACK as the three are shoved backwards by the sonic wave and right into the cement floor. Fury is the first back to his feet with Marvel Girl pulling Cyclops from the ground telekinetically as she, herself, stands.

FAVOR ON Cyclops' face. The strip of ruby quartz in her visor is CRACKED and seems to glow considerably brighter than usual.

We come back to everyone else and Marvel Girl takes a step towards Reverb. The blue light appears on his blaster again but she thrusts her hands out in front of her, palms forward and fingers spread, sending a TELEKINETIC WAVE straight towards him. It SLAMS his body into the crates behind him and the wood splinters and breaks. The indistinguishable contents spill out onto the ground beneath him.

As Fury moves towards Reverb, pulling a pistol from its holster --

FURY  
Get the girl.

We follow Marvel Girl and Cyclops as they dash over to the captive woman. Cyclops looks at her partner.

CYCLOPS  
Get back.

The redhead does as she is told and Cyclops unleashes a relatively thin, concentrated OPTIC BLAST that SHATTERS one of the large chain links. When the restrains don't give way, she blasts another and another until the steel bonding hits the floor with a metallic CRASH.

Cyclops catches Melanie before she can hit the ground, stumbling back a step to catch her footing. The hooded woman tips her head back and rolls her eyes up to look at Cyclops.

MELANIE  
(groggy)  
Cykey! Heeey, you're doing it wrong! Rescue missions are sneaky business, padawan.

A look of surprise crosses the two X-MEN's faces.

CYCLOPS  
(confused)  
Spider-Girl?

MELANIE  
Duh.

CYCLOPS  
Where's your suit?

MELANIE  
I have a life, too, you know. Now shhh, you're not listening to me.

Cyclops and Marvel Girl both grin, somewhat amused by Melanie's loopy and disoriented state.

MELANIE (CONT'D)  
You're not supposed to bust up in places like you own them, 'cause you don't, and then some crazy will pull a--

Melanie spreads her arms apart as if to represent "big".

MELANIE (CONT'D)

Giiiiannnt blasty thing on you and then you end up li--

CYCLOPS

Spider-Girl, I'm all grown up now and I'm a superhero. I decide how to do the rescue missions.

(beat)

And I think less like a spider and more like a cyclops.

MELANIE

That was a *terrible* pun, sister.

MARVEL GIRL

Says the girl who sounds like she's gonked out on pills.

Cyclops shakes her head, still grinning. She tries to set Melanie on her feet.

MELANIE

Oh yeah? Well--

CYCLOPS

Come on, we need to get that suit back and get you out of here.

Off that, we --

ANGLE OVER TO: Fury as he stands with his pistol aimed directly at Reverb. Reverb, in turn, has his blasters aimed at Fury. In the background, we can see Marvel Girl and Cyclops assisting a wobbly and unstable Melanie.

REVERB

Your little girl scouts are really pissin' me off, old man. The boss ain't gonna be happy.

Nick smirks; he obviously doesn't care. Without another thought -- *BAM*.

CLOSE ON Reverb's torso as the bullet embeds itself into the chrome armor at the base of his neck. We hear an electrical *ZAP* and several small sparks fly from the bullet hole. The shot has effectively destroyed the communication device.

Back on Fury, he marches straight up to the armored man and throws a heavy fist into his unprotected face. Reverb is stunned only for a second before he swings the side of his blaster into Fury's head.

The unarmored male grabs the other man's arm, bends it slightly and THROWS him into the ground with a hard CLANK. Then we --

ANGLE ON: Cyclops as she and Marvel Girl stand on either side of Melanie, pulling her arms over their shoulders to hold her up.

The X-MEN leader shouts over the distance.

CYCLOPS

We need a little help here if you can lend it, Fury.

(beat)

This isn't just a civilian. It's Spider-Girl.

CUT BACK to Fury as he shoots a warning glare in Reverb's direction. With his attention back on Cyclops, we --

**CUT TO:**

**INT. THE OSBORN MANSION - HAYLEE'S ROOM - DAY**

A bright room sporting many pinks, greens, oranges and blues. It brings a feeling of happiness and cheerfulness. Several posters are hung on the walls, neatly and perfectly aligned. There are a few bookshelves; one that is dedicated to books, while another is for movies, and another for music. Each of them is organized in strict, alphabetical order.

We PULL OUT slowly to see FELICIA as she bends one knee, pushing her foot against the opposite thigh as the other leg is stretched out to the side. She leans her body towards the outstretched limb and she reaches out, wrapping her fingers around the middle of her foot.

Next to her, HAYLEE sits in a chair at her desk in front of her computer. On the screen, we can see several cartoonized zombies approaching a house guarded by animated plants. Ironically, the back of her computer's lid sports an emblem of a GOBLIN MASK.

It's silent save for the computer's sound effects, and then --

FELICIA

You know, it was the first time I'd seen or spoke to him in a year and when he talked, it was like I'd been to see him every day since he's been in there.

HAYLEE

That's a good thing right? I'm not sure how I'd feel if my dad *killed* someone, but that doesn't mean he doesn't care any less, you know?

FELICIA

I think if it'd been anything *less* than that, it would have been awkward.

(beat)

I love my dad. He's not perfect, and he wasn't around a lot, but when he was there he was always so encouraging and supportive.

Felicia switches up her legs, stretching on the other one now.

FELICIA (CONT'D)

He's changed a little bit in that regard, but only because he's not a fan of superheroes and...well, *you know*.

Haylee finally looks at her.

HAYLEE

Yeah I getcha. Are you gonna go see him again?

FELICIA

Probably.

(beat)

He says, "hi" by the way.

Felicia pulls one knee up to her chest and hugs it. She rests her chin on her kneecap and her eyes cut to her best friend.

FELICIA (CONT'D)

(playful)

So how hard have you kicked my score's ass?

The other blonde lets out a light laugh.

HAYLEE

I've just been playing the mini game where you're the zombies helping them practice their attacks against the plants.

Felicia smirks.

FELICIA  
 You're playing for the dark side  
 now?

Haylee swivels around in her chair with a devious grin. Her voice, however, is light and playful.

HAYLEE  
 Of course! We have cookies.

On Felicia's grin, we --

**SMASH CUT TO:**

**EXT. XAVIER INSTITUTE - FRONT YARD - DAY**

Coming in on the giant decorative fountain in the middle of a circular driveway that connects straight onto the road leading away from the large estate, we watch as a light blue BLUR zooms passed the screen. QUICKSILVER returns seconds later, standing in front of the fountain.

We stay still, trained on the large, elegant yard ornament as TOAD jumps onto the very top of it. AVALANCHE and the CRIMSON WARLOCK move up behind him, standing tall.

FEMININE VOICE (O.S.)  
 We should have expected as much out  
 of Xavier. He's not going to leave  
 a *school* unprotected and vulnerable  
 to attack.

PULL FOCUS as MYSTIQUE joins Avalanche and the Crimson Warlock. She pushes them off to the sides to allow herself to step between them.

AVALANCHE  
 Old man needs an upgrade. His  
 system *sucks*.

We PAN AROUND to the front of them and watch over their heads as a man in a purple helmet and black cloak floats a few feet off the ground, approaching them. MAGNETO.

MAGNETO  
 Don't underestimate Charles,  
 Avalanche. He has a system *far* more  
 advanced than most any you've ever  
 seen or heard of.

TOAD

So you're meanin' to tell us we can get into those places with no problem?

MAGNETO

No, you fool. I'm telling you that you haven't even seen *half* of it.

MYSTIQUE

(slightly amused)

I thought you were going to let that be a *surprise*, Magneto.

Toad and Avalanche glare at the two, while Crimson Warlock and Quicksilver share a quick glance. They don't seem to care all that much.

AVALANCHE

(annoyed, to Mystique and Magneto)

Whose side are you on, anyway?

FEMININE VOICE #2 (O.S.)

Obviously not on *yours* if he's brought you here to intrude.

The African accent gives her away even as we PAN OUT to watch a slight breeze carry *STORM* to the ground gracefully. *SHADOWCAT*, *ICEMAN* and *NIGHTCRAWLER* run up behind her and they stand together in a diamond-like formation. They're in their X-SUITS, each reflecting any new changes.

Storm's has no change, and neither does Nightcrawler's. Iceman, however, is in his ORGANIC ICE FORM with his bandana on his head and a matching arm band around his left bicep. Shadowcat now sports a tight, black hood that is designed to allow her hair to flow out the back. On the top of the hood are two small "cat ears" made out of the same material.

The BROTHERHOOD turns to look at Magneto and Mystique, who simply smile at their opponents.

MYSTIQUE

You know that man much too well.

MAGNETO

It's not uncommon between old friends, my dear.

STORM

(calmly, though unamused)

Why are you here, Magneto? What purpose have you?

MAGNETO

Why waste time on small talk, Miss Munroe?

ICEMAN

'Cause you're on *our* property, you half-wit terrorist. We want answers.

MAGNETO

Terrorist?

(with a smile)

Mr. Drake, I am no *terrorist*. I am simply trying to show the world who *truly* holds the power here.

NIGHTCRAWLER

By blowing zings up? Zat is only going to make zem hate us.

Shadowcat sticks her hip out and rests a hand on it.

SHADOWCAT

Do you not remember what happened the *last* time someone blew something up?

Magneto simply smiles, urging them on.

STORM

(disgusted)

Are you trying to start a war, Magneto?

MAGNETO

*Start* a war? The humans began the war, I'm merely trying to *finish* it.

MYSTIQUE

And we're afraid if you're not going to join us, you're part of the problem.

As the BROTHERHOOD slip into offensive stances behind Mystique and Magneto, we --

**BLACKOUT:**

**END OF ACT TWO**

**ACT THREE****FADE IN:****INT. ABANDONED AIRCRAFT HANGAR - DAY**

We come in on MELANIE standing up straight, still disguised, in front of FURY. He's checking her over and we notice that she's doing better than when we last saw her. Much better, in fact.

We PULL FOCUS as MARVEL GIRL and CYCLOPS walk up next to them. Marvel Girl cocks an eyebrow, her gaze set over Fury's shoulder.

MARVEL GIRL

Where's Sonic the Booming Hedgehog?

FURY

Got away.

Cyclops visibly tenses at the news.

CYCLOPS

What do you mean he "got away"? Weren't you watching him while Marvel Girl and I were searching the hangar for evidence?

FURY

Red Ranger, the how ain't what's important. It's gettin' his ass back that is.

CYCLOPS

With all due respect, sir, it's *Cyclops*, and I want to know how the *hell* he got away. We *had* him.

Fury turns his head and looks directly at Cyclops.

FURY

It seems to me that we didn't, otherwise he wouldn't have gotten away.

MELANIE

You guys should take a page outta my book. Tying them up works wonders, y'know.

FURY  
As does watchin' your crew's back,  
Spidey.

MELANIE  
I was getting there, Patches.

Cyclops motions towards the opening to the hangar with her hand.

CYCLOPS  
Wasting time chatting isn't going  
to get him back in our custody. We  
need to move out before he gets too  
far.

MELANIE  
He's still in the vicinity.

The leader of the X-MEN looks at Melanie.

CYCLOPS  
How do you know?

Melanie taps the side of her head with her thumb.

MELANIE  
I can cast out my spider-sense like  
a radar, but it only works if the  
person has already been  
"registered" in it.  
(beat)  
Lucky for us, he signed himself up  
when he jumped me earlier.

Cyclops seems mildly impressed, which prompts her to ask --

CYCLOPS  
Do you know his exact location?

MELANIE  
Funny you should ask, Cykey.  
(beat)  
He's headed towards the Blackbird.

Without so much as another word or thought, Fury spins on the heel of his boot and charges out of the HANGAR like a bat out of hell. Cyclops reacts quickly, tearing off after him. We FOLLOW them --

**EXT. SMALL ABANDONED AIRPORT (CONTINUOUS)**

As they run down the abandoned runway strip.

CYCLOPS  
The hell that jackass is  
getting my jet.

FURY  
The hell that jackass is  
getting my sniper rifle.

Fury sends a glance in her direction as they run shoulder-to-shoulder.

FURY  
Lead the way, Red Ranger.

On Cyclops' smirk, we --

**CUT TO:**

**INT. ABANDONED AIRCRAFT HANGAR**

MARVEL GIRL stands with her hand on her hip with one leg in front of the other in a slant. MELANIE is standing beside her, both still in the hangar. Melanie reaches up and scratches her forehead with her index finger.

MELANIE  
Sometimes I get the feeling that  
Cyclops should have been born a  
man.

MARVEL GIRL  
You read my mind.

The two share amused glances and as they head out of the hangar, we --

**CUT TO:**

**INT. THE OSBORN MANSION - HAYLEE'S ROOM - DAY**

HAYLEE and FELICIA are sitting across from one another on the floor, both of them wearing devious little grins on their faces.

HAYLEE  
Truth or dare?

Felicia raises her eyebrows, challenging her best friend.

FELICIA  
(slyly)  
Truth.

Haylee clicks her tongue against the top of her mouth disapprovingly.

HAYLEE  
You're no fun, I already know all  
your truths.

FELICIA  
(grins)  
Try me.

Haylee sighs.

HAYLEE  
Is it true that you are currently  
bangin' a chick known as Jonnie  
Storm?

FELICIA  
Among everything else she likes to  
be called in bed, yes I am.  
(beat)  
Truth or dare?

HAYLEE  
Pfft. *Dare.*

Felicia smirks, leaning back on her hands.

FELICIA  
I *dare* you to...go steal one of  
Harry's condoms, blow it up while  
in his room, tie it off and put it  
under his pillow.

Haylee jumps up without a second thought, grabbing Felicia's arm.

HAYLEE  
Come on -- *if* we can find any  
condoms.

Felicia grins, letting Haylee drag her and we follow them --

**INT. THE OSBORN MANSION - BEDROOM HALLWAY**

Into the hallway that links Haylee's room with her brothers, as well as their respective bathrooms. They dash across the hall and into --

**INT. THE OSBORN MANSION - HARRY'S ROOM**

A much darker bedroom, themed with black, shades of dark grey and an occasional lighter grey. The bed is in a corner with a desk across the room and several science-themed posters that seem hung up in a manner that gives off the vibe that the owner doesn't even care. Much of the room goes unnoticed as --

Haylee rushes straight to the nightstand, pulling open the top drawer and digging through it. Seconds later, she pulls a single package out and holds it in her hand.

HAYLEE

Figures. He's not too original.

She stands up, bringing it up to her mouth and tearing the packaging open with her teeth right before --

HARRY (O.S.)

What the hell are you doing in here?

Haylee cuts her eyes towards the door and Felicia turns her body to face it and we PAN LEFT to find HARRY standing just in side of his room. His arms are crossed over his chest.

FELICIA

Nothing as incriminating as it looks like.

(smirks)

Sorry.

HAYLEE

It's just a little dare, Harry, don't be a prude.

Harry crosses the room and takes the condom from his sister's hand. He smirks.

HARRY

Prude? I was just wondering what you were doing in *my* room with *my* things.

He fidgets with the condom between his fingers and raises his eyebrows at Felicia.

HARRY (CONT'D)

But I'd appreciate it if you kept your games out of my room.

(beat, suggestively)

Unless you intend on not allowing this condom to go to waste.

Felicia reaches out, catching his nose between her index and middle fingers' knuckles. She wiggles it and pulls her hand away with an arrogant little smirk.

FELICIA

People I've known since before they hit puberty don't exactly qualify as my type, Osborn.

(beat)

Plus, I've got fiery lover that would melt your tightie-whities into your ass if she found out.

HAYLEE

Not gonna lie though, me standing here while my brother gives a come on to my best friend while we're in his room with condoms just down right disturbs me and you both know *that* is saying something.

Felicia hooks her arm in Haylee's and marches towards the door with her.

FELICIA

(playfully)

At least I didn't accept.

HAYLEE

(laughing)

That's what best friends are for.

As the two leave the room, we FOCUS ON Harry. His lips turn down into a deep frown, a humiliated anger sparking in his eyes. On that slightly disturbing image, we --

**CUT TO:**

**EXT. XAVIER INSTITUTE - FRONT YARD - DAY**

ICEMAN'S fist of solid ice as it SLAMS into TOAD'S face. The impact throws the BROTHERHOOD mutant back quite a few feet and straight into the ground. He sits up and we PUSH IN closer to him as blood starts seeping from his nostrils. It stains over his lips and down his chin quite quickly and he cups his hand over the lower half of his face.

TOAD

Dude! You broke my nose, man!

Iceman shrugs his shoulders in an exaggerated manner, mocking confusion.

ICEMAN

What do you want me to say? Oops?  
Sorry?

Toad stands, taking his hand away from his face. He balls it into a fist.

TOAD

You're an asshole, Iceboy.

ICEMAN

'Least I don't smell like one.

He grins as the provoked Toad LEAPS towards him. Iceman throws his hand into the air, as if giving an invisible figure much taller than him an uppercut to the jaw, and a WALL OF ICE shoots up from the ground. It curves with his hand motion, arching above his own head. The sickly-skinned mutant hits the wall with a distinct THUD and proceeds to slide down it and back to the ground.

On his frustrated growl, we --

CUT TO: The fountain as the ground begins to shake violently. The stone structure begins to crack and water begins to leak from the elegant bowl.

NIGHTCRAWLER (O.S.)

Ze professor is not going to be  
happy viz zis!

SWISH PAN RIGHT to see NIGHTCRAWLER pointing at the fountain while trying to maintain balance. When she gets no response, she snaps her head over her shoulder to look at SHADOWCAT who is standing completely still and concentrating on something in her hand. She seems to be tinkering with a small object.

NIGHTCRAWLER (CONT'D)

Shadowcat! What are you doing?!

SHADOWCAT

Hang on, hang on! I've almost got  
it!

NIGHTCRAWLER

Got what?! I could use some help  
over here!

Just as she finishes speaking, the ground beneath her SPLITS and she finally falls. AVALANCHE steps into the frame wearing an arrogant smirk. He opens his mouth to speak, but --

*BAMF.* Nightcrawler disappears from our sights, then --

*BAMF*. She appears behind him and tackles him to the ground. She holds her fuzzy, three-fingered hand against the back of his head and pushes his cheek against the ground.

NIGHTCRAWLER (CONT'D)  
Who's smirking now?

As he grits his teeth, we --

CUT TO: A light blue BLUR zipping around in a constant circle. The rapid, unending movement makes it look as though there is a wide, open tornado swirling in a fixed position on the ground. However, we know better and are completely aware that it's QUICKSILVER.

TILT UP to find STORM floating above the blur. She looks calm, her solid white eyes fixed on the ground beneath her.

QUICKSILVER  
(mocking)  
What's the problem? Can't aim your  
little lightning bolts?

A determined smile plays across Storm's lips as the sky begins to grow a much darker shade of grey than it was before. A loud *RUMBLE* of thunder assists a dangerous streak of lightning that *CRACKS* across the sky.

STORM  
(smirk, calm)  
Not quite...

She jerks her chin towards the sky and throws her hands high above her head as a circle of sky-to-ground lightning bolts strike down all around her. One of them *STRIKES* Quicksilver, electrocuting her for a split second before fizzing out and leaving her to fall flat on her ass.

Storm smiles.

STORM (CONT'D)  
Just had to try a little harder is  
all.

CRIMSON WARLOCK enters the frame and drops to his knees next to Quicksilver. The silver-haired teen gives him a thumbs up, signaling that she's fine but he still looks up at Storm. His eyes are narrowed and dark as he raises a single hand. Small red ORBS form at his fingertips and gradually grow bigger over a few seconds' time. He grits his teeth and *FIRES* them directly at the weather manipulator.

They form into a sloppy circular shape right before they SLAM into her abdomen and throw her into the brick of the mansion's front doors' awning.

As she hits the ground face-first --

SHADOWCAT (O.S.)  
(shouting)  
Got it!

CUT TO: Shadowcat holding up the small device resembling a tiny speaker between her index finger and her thumb.

SHADOWCAT (CONT'D)  
They were using this to spy on us.

NIGHTCRAWLER  
Vhat?!

Nightcrawler looks down at Avalanche who is still lying underneath her weight.

NIGHTCRAWLER (CONT'D)  
Zat is *so* wrong! Vhy vere you spying on us?

AVALANCHE  
Not at liberty to discuss, hairball.

He shoves his hands against the ground, throwing his upper body backwards suddenly. He smacks the back of his head against Nightcrawler's face and knocks her off of him.

Shadowcat stuffs the device into a previously unseen, tight pocket at her hip. She glares at the BROTHERHOOD member.

SHADOWCAT  
Hey, you big jerk!

Avalanche looks at her as he stands, a smirk on his lips.

AVALANCHE  
Is that the best you've got? "Big jerk"?

A cool breeze suddenly blows passed Avalanche and we watch his eyes narrow. He spins around and we PULL FOCUS to show Iceman as Avalanche's fist hits the center of his chest. It doesn't seem to phase Iceman, but Avalanche jerks his hand back and massages his knuckles.

ICEMAN  
Wrong move, buddy.

Iceman grabs Avalanche by his shoulder and THRUSTS his knee upwards. It collides mercilessly with Avalanche's groin and he immediately drops to his knees. His hands cover himself protectively and he winces in pain. His teeth grit tightly to hold in the sounds of pain that he wants to release but can't bring his pride to let him.

AVALANCHE

(pained)

Low blow, you bastard. Low. Blow.

ICEMAN

I would have settled for a headbutt, but you *had* to wear a stupid helmet.

Shadowcat laughs, succeeding in pissing Avalanche off further. Just behind her, Nightcrawler looks around almost frantically.

AVALANCHE

You've got it coming, you little punk.

ICEMAN

I can tell you who *won't* be c--

NIGHTCRAWLER

Guys! Where are Mystique and Magneto?!

Iceman and Shadowcat both look around and we PAN OUT to see that the two in question are no where to be found.

SHADOWCAT

They must have slipped by when we were distracted.

AVALANCHE

That was the plan. Aren't you just a little genius?

Iceman glares at him.

ICEMAN

Where *are* they, Lance?

AVALANCHE

Well, let's see. Magneto has a date with your crippled professor and Mystique is probably already infiltrating your sublevel.

He smirks.

AVALANCHE (CONT'D)  
You guys were so *easy*.

Off the X-MEN's disbelief, we --

**BLACKOUT:**

**END OF ACT THREE**

**ACT FOUR****FADE IN:****INT. XAVIER INSTITUTE - XAVIER'S OFFICE - DAY**

We come in on the darkened office. The lightning streaks across the sky outside, but we can't begin to figure if it's the weather or a manipulation by STORM. Each bolt lights up the office briefly and we can see that XAVIER is sitting behind his desk. He is looking straight ahead, his eyes focused on something we can't see. He doesn't look happy.

XAVIER

What do you hope to accomplish by doing this?

PAN to reveal MAGNETO standing in front of Xavier's desk, his arms crossed over his chest.

MAGNETO

Power, Charles.

(beat)

Have you forgotten what we spoke of all those years ago?

XAVIER

Have you forgotten that we have very different views on what we spoke of, Erik?

MAGNETO

If I'd forgotten, I would not have succeeded as far as I have today.

He smiles.

MAGNETO (CONT'D)

One key piece of my plan will be in my possession by the time I leave your slave trade that you disguise as a *school*.

Xavier doesn't seem fazed by his words. Instead, the corners of the bald man's mouth lift in a small smile.

XAVIER

I do believe that you haven't gotten as far as you think.

On that, we are forced to --

**SMASH CUT TO:**

**INT. XAVIER INSTITUTE - SUBLEVEL HALL A**

MYSTIQUE walks down the hallway as we follow her. The rectangular lights embedded in the ceiling shine and reflect off the clean, slate blue metal that the sublevels are constructed of.

We PAN AROUND to face her as she stops in front of the large, secure door to the HALL OF CEREBRO. She smirks, and when she speaks, her voice is that of KRISTEN SPARKS.

MYSTIQUE

Permission to enter requested.  
Authorization: Kristen Sparks.

There is a moment of silence before the automated voice of MELANIE HAELSTROM floods from unseen speakers.

COMPUTER (V.O.)

Access Granted. Welcome Kristen.

We watch as the door parts in the middle to reveal --

EUPHORIA standing just inside the HALL OF CEREBRO. Her arms are at her sides and her eyes are cast on the ground. She slowly lifts her gaze and as she speaks, her body is taken over by her PERFECT DIAMOND FORM.

EUPHORIA

You are a little early for your ass-whooping appointment. But don't worry, the doctor is in to put you out.

She ROUNDHOUSES Mystique in the head, throwing her off balance. She stumbles and catches herself against the wall, her reptilian yellow eyes shooting a dangerous glare in the doctor's direction.

MYSTIQUE

Should of known he'd send his princess in to guard his little machine.

EUPHORIA

Two things wrong with that statement, darling. One, it's *my* machine and I'll be damned if you put your unmanicured fingers all over it. And two, I am the *Queen* and after I'm through, you won't be forgetting it either.

Mystique throws a punch straight at the blonde who doesn't even flinch as it hits her face. Instead, she turns her head, allowing the blow to roll right off.

CLOSE ON Euphoria's diamond fist tightening as she shoves it into Mystique's naked abdomen, forcing a pained grunt from her lips.

Back on the anger burning in Mystique's eyes, she grabs Euphoria by the side of her face and slams it against the threshold of the still-open door. The sound of the diamond against the metal surface is a discouraging one, but as Euphoria strikes back with a kick to the gut we see that her complexion is still flawless.

EUPHORIA (CONT'D)

I'd love to humor you with this  
pointless battle, but I have things  
to do and you're wasting my time.

Euphoria grabs the other woman by her arm and twists it behind her back. The unnatural movement of her limb causes Mystique to hiss in pain.

MYSTIQUE

The feeling is mutual.

She spins her body around, effectively slamming Euphoria against the wall and escaping from her diamond grip.

MYSTIQUE (CONT'D)

I'll be on my way as soon as I get  
what I came for.

On Euphoria's knowing smirk, we --

**SMASH CUT TO:**

**EXT. SMALL ABANDONED AIRPORT - DAY**

The BLACKBIRD sits idly, the numerous engines rumbling quietly. Aside from the steady flow of rain pouring from the skies, everything is peaceful until --

*WHOOMF.* A sonic wave SLAMS into the aircraft. It only succeeds in pushing it back a few inches. The exterior remains undamaged thanks to the unique material in which it is constructed of.

A frustrated huff comes from somewhere off screen and we PULL FOCUS to reveal REVERB readying another blast.

*WHOOMF. WHOOMF. WHOOMF.* Several blasts hit the jet, but at the end of the sonic assault the aircraft has only moved just a little over a foot.

REVERB

(to himself)

What the hell is this God damn thing made of?! Vibranium?!

CYCLOPS (O.S.)

(matter-of-fact)

Carbonadium, actually. A light-weight Adamantium substitute manufactured solely by Solstice Enterprises.

(beat)

But I'm sure "Vibranium" would be a nice compliment.

We PAN AROUND to face CYCLOPS who stands beside FURY as MARVEL GIRL and the disguised MELANIE fall in behind them.

CYCLOPS (CONT'D)

In other words, you're not even micro-denting it. A good thing for you, though, because that's my baby you're beating on.

Reverbs snaps around, clenching his fists.

REVERB

Aren't you a little young for a jet? Or did they start letting little girls play with the big toys and I missed the memo?

CYCLOPS

Let's talk about that when you're not breaking about five different laws -- and that's *not* counting the federal offenses.

He smirks, raising his weapon.

REVERB

What are you gonna do? *Arrest me?*

CYCLOPS

Something like that.

(beat, gentle but authoritative)

Marvel Girl.

Marvel Girl steps around Cyclops and in one swift motion she gives the air in front of her a rough LEFT HOOK. An invisible force hits Reverb with a damaging *CLUNK* that leaves a considerable dent in the armor even as it throws him several feet backwards.

CYCLOPS (CONT'D)  
Spider-Girl.

Melanie's arms extend out in front of her as she threads her fingers together and pushes outwards to crack her knuckles. She brings her hands up to the sides of her head, and with an awkward *SPLAT*, two globs of webbing are shot from her wrists and cling to the cloth hiding her ears.

The other three look at her.

MELANIE  
*What? Fool me once, shame on you.  
Fool me twice, shame on me!*  
(beat)  
His blasts can't do anything to us  
if our ears are clogged. Simple  
science, my friends.

Melanie throws her arms out and presses her two middle fingers into the palms of her hands and a thick webline shoots out with a distinct *THWIP* and attaches to the chest of Reverb's armor. She yanks him forward and jumps into the air as he flies towards her. She *SLAMS* her feet into the main speaker, driving him back-first into the concrete.

She back flips off him and once she's back on her feet, she fires a barrage of "web bullets" until all three speakers are effectively clogged. Reverb laughs in her face, standing.

REVERB  
One maximum volume blast and all  
your stupid goo will be *gone*.

Melanie huffs.

MELANIE  
*It's not goo! It's webbing.*

Marvel Girl smirks even as the suit begins to *HUM* dangerously. It starts out quietly and gradually gets louder and louder as the blast builds.

MARVEL GIRL  
(to Reverb)  
You're forgetting one tiny detail.

He looks at her and opens his mouth to speak but his question is answered by --

MARVEL GIRL (CONT'D)  
Every teenager knows how to blow  
out a speaker.

She closes her eyes tightly, clenching both hands into tight fists. She's containing the blast within the suit telekinetically, and as the suit makes a God awful *BOOM* --

The armor is BLOWN to pieces that *CLATTER* against the runway and leave Reverb in the ripped and torn spandex body suit.

Fury uses the light smokescreen caused by the "accident" to slip in behind the man. He yanks him to his feet, pulling a pair of handcuffs from his own belt and slapping them on to the younger male's wrists.

MELANIE  
Stupid villains: underestimating  
the teenage street genius since the  
beginning of time.

Off the three teenagers sharing an aura of triumph, we --

**CUT TO:**

**INT. THE OSBORN MANSION - HAYLEE'S ROOM**

FELICIA and HAYLEE sitting on the floor again. This time, they sit side by side against the Osborn daughter's bed. Felicia is looking down at the floor and Haylee looks at her intently.

FELICIA  
You know, what I told Harry, I  
don't even know if that's true?

She brushes her fingers down her shins as if trying to knock invisible dust particles from her sweatpants.

FELICIA (CONT'D)  
I don't know if she'd actually care  
if I slept with someone else.

HAYLEE  
Hey now, you are the coolest cat I  
know and if --  
(mocking)  
*Jonnie Storm* --  
(normal)  
(MORE)

HAYLEE (CONT'D)

Can't see that, well, one day  
you'll meet someone who can kick  
her ass.

Felicia looks back up at her friend.

FELICIA

How stupid of me is it to be  
considering asking the world's  
biggest playgirl to be exclusive?

HAYLEE

Almost as stupid as Harry hitting  
on you, but the difference is that  
you're awesome and who knows?

Felicia grins and extends her legs out in front of her. She  
leans back and folds her arms behind her head.

FELICIA

I know she does a lot of one night  
stands. She hardly ever goes back  
to the same person twice, much less  
*every night* like she has with me.  
(slight hopefulness)  
There's a chance, right?

HAYLEE

There's always a chance.

Felicia slips her arm around Haylee's shoulders and pulls her  
into a tight, thankful hug.

FELICIA

Thanks for listening to that shit.  
(light laugh)  
I *know* you have better things to be  
doing.

Haylee's brows furrow as if telling Felicia otherwise.

HAYLEE

What could be better than this?

Off screen, we hear the *CLICK* of a door opening and we PAN to  
the door to Haylee's room to find HARRY pushing it open. He  
looks at his sister seriously.

HARRY

Haylee, *something* went wrong.

Her smile drops and a cold stare replaces it. Felicia pulls  
away slightly, confused but she doesn't question.

HAYLEE

Very well. I will have to handle the issue.

On the silent, mutual agreement between the siblings, we --

**CUT TO:**

**EXT. XAVIER INSTITUTE - FRONT YARD - DAY**

ICEMAN as he points towards the mansion's front doors, a mix of anger and worry on his face. His frustrated gaze is set right on STORM. We catch them mid-argument.

ICEMAN

Are you kidding me?! Storm! They're in there with him! He *needs* us!

Storm shakes her head, as if to emphasize her point.

STORM

Magneto won't hurt Charles, Iceman, and he won't allow Mystique to either.

Iceman grows more impatient by the second.

ICEMAN

How do you know? How do you know he won't hurt him? He attacked a school, that's pretty low. Who says he won't attack an old dude?

PAN OUT as the rest of the X-MEN and the BROTHERHOOD stand scattered around underneath the awning.

AVALANCHE

'Cause Mags has some crazy obsession with the crippled one.

Iceman turns to glare at AVALANCHE.

ICEMAN

Watch your mouth, asshole.

Storm sighs. She's had enough.

STORM

(gently)

Bobby, please, just *trust* me. I have known them long before any of you were even *born*. Magneto will not hurt Charles.

As Iceman's rant continues, his voice becomes mere background noise and we --

CUT TO: The far "corner" of the group where SHADOWCAT and NIGHTCRAWLER stand a few feet away from CRIMSON WARLOCK. They all wear looks of concern over one thing or another. We take the time to notice his shoulder-length raven hair. He looks strangely familiar.

Nightcrawler seems to notice this too and her gaze locks on him. A slight smile tugs at the corners of her mouth, as if entranced. She doesn't even realize it.

As QUICKSILVER and TOAD's voices mix into those of the other three, we notice that Crimson Warlock's expression becomes tainted with annoyance. He just wants this to be over. He doesn't want to fight the X-MEN.

He mutters quietly in GERMAN which immediately catches the attention of Shadowcat and heightens Nightcrawler's interest. She raises her eyebrows, knowing she's heard his voice somewhere else.

It hits her.

NIGHTCRAWLER

(whispered)

You! You vere ze man in ze mask at  
ze carnival, veren't you?

Crimson Warlock's head snaps in their direction. His eyes are wide, stuck between shock and a temporary panic like a child caught with his hand in a cookie jar.

Shadowcat tilts her head, confused. His expression only encourages Nightcrawler--

NIGHTCRAWLER (CONT'D)

(whispered)

It vas you!

CRIMSON WARLOCK

(softly)

...Karin.

She's quiet for a moment, unsure of how to continue. She looks to Shadowcat for some sort of guides, but only receives a light shrug. She returns to him.

NIGHTCRAWLER

(quietly)

You are one of zem, no? But at ze  
carnival, you vere nozing like zem.

CRIMSON WARLOCK

(quietly)

It's loyalty and...*fear* of those who would hunt me and my sister down. But I don't agree with Magneto's ways.

NIGHTCRAWLER

(quietly)

Vhy stay viz him zen? Ze professor dedicates himself to making sure zat ve are safe here.

(beat, quieter)

He vould gladly velcome you and your sister.

He shakes his head.

CRIMSON WARLOCK

(quietly)

Quicksilver would not go for that.

Nightcrawler's face falls slightly, disappointed. He is quick to take notice and a small, subtle smile forms on his lips.

CRIMSON WARLOCK (CONT'D)

(whispered)

But I can still help you guys.

The two girls blink, intrigued but still somewhat skeptical.

NIGHTCRAWLER

(whispered)

But how?

He glances off screen, as if to check on the others. They're still deep in an argument and he knows they're not paying any attention to him or the girls. He keeps his voice low.

CRIMSON WARLOCK

They are thinking of a plan...I think it's recruitment, but they wanted a more efficient way to find mutants...

(beat)

A way that your professor has already perfected.

The two X-MEN look at each other, a silent but mutual realization.

SHADOWCAT

And they knew what to do because...

She reaches into her hidden pocket and produces the small microphone-speaker device.

SHADOWCAT (CONT'D)

They used this to spy on us, didn't they?

He nods. Nightcrawler looks at her teammate.

NIGHTCRAWLER

Vat do we do?

SHADOWCAT

We tell the professor, that's what.  
(to Crimson Warlock)  
How willing are you to help us out?

CRIMSON WARLOCK

Any means that does not put my sister in danger.

Shadowcat hands the "bug" over to him.

SHADOWCAT

I made a few quick changes to work to our advantage.  
(beat, cautious)  
Can you take it back with you?

CRIMSON WARLOCK

Ja.

His gaze briefly meets Nightcrawler's and the two share a gentle, timid smile.

NIGHTCRAWLER

(shyly)  
Danke.

Off their calm amongst the ongoing chaos, we --

**FADE OUT:**

**END OF ACT FOUR**

**ACT FIVE****FADE IN:****INT. XAVIER INSTITUTE - HANGAR - SUNSET**

We come in on the BLACKBIRD'S ramp lowering to reveal CYCLOPS and MARVEL GIRL stepping down from the aircraft together. Their boots touch floor and the ramp immediately begins its ascent back to its place with a quiet mechanical *WHIR*.

MARVEL GIRL  
Well, now that was a cool super  
secret ninja mission.

CYCLOPS  
It was, wasn't it?

MARVEL GIRL  
...That Fury sure has some big  
balls, huh?

The brunette turns her head slowly in the redhead's direction, an eyebrow arched and lips in a thin line.

MARVEL GIRL (CONT'D)  
That was supposed to be a pun but  
it came out a little wrong.

A small grin crawls across Cyclops' face and she shrugs her shoulders slightly.

CYCLOPS  
He's not that bad, I guess.

She runs a finger across the cracked RUBY QUARTZ strip on her visor. Her eyebrows knit together.

CYCLOPS (CONT'D)  
Not a fan of my authority being  
questioned, though.

Marvel Girl laughs, her gaze set on her partner.

MARVEL GIRL  
I don't think he is either but  
between you and me...

She leans in closer to Cyclops.

MARVEL GIRL (CONT'D)  
(whispered)  
I like to *question* your authority.

Marvel Girl's words go right over her head, she's oblivious. Cyclops stops walking and she turns her body to face the other mutant. The grin that forms on her face is somewhat subtle, but still playful.

CYCLOPS

Lucky for you, I can be okay with that. At the end of the day, you're still under me.

Marvel Girl snorts once before succumbing to full-on laughter.

MARVEL GIRL

That, Kristen, is something I am a-okay with.

It takes less than a second for the realization to set in and a light pink hue stains Cyclops' cheeks.

CYCLOPS

You know what I meant!

MARVEL GIRL

Yeah.

(laughs)

What I meant went *whoosh* though.

She motions her hand right over her head, which prompts Cyclops to raise her brow.

CYCLOPS

What?

Marvel Girl steps closer, the two now only inches apart.

MARVEL GIRL

*Question your....authority.*

Cyclops looks directly at her, trying to keep her face neutral. It cracks when the redhead moves in even closer and Cyclops swallows hard. She's trying not to think about it.

CYCLOPS

I--

The redhead inspects her closer, and her amused face falls as a small flare of pink burns on her cheeks. She's heard a flying thought.

MARVEL GIRL

(quietly)

That's quite a th--

She is interrupted by a SCRAPING sound against the door leading into the SUBLEVEL HALL B. Both of their heads snap to the direction of the door.

CYCLOPS

The hell?

They walks towards the door and Marvel Girl practically punches the large, metal button to open it. It slides open to reveal--

An entranced-looking MYSTIQUE holding a stick of orange chalk. She looks dazed and confused by the fact that her drawing surface is now missing.

TILT UP slightly to see that the entire hallway is covered in child-like drawings from the same utensil.

At first, The two X-MEN don't know what's going on, the confusion etched all over their faces until --

CYCLOPS (CONT'D)

(grins)

Looks like someone had a run in with Euphoria.

Marvel Girl's eyes cut to Cyclops and she folds her arms over her chest. The corners of her mouth turn down into a frown. The first name basis they seem to be on bothers her.

MARVEL GIRL

So it would seem.

Cyclops steps forward and takes the chalk stick from the blue-skinned woman. With her free hand, she pulls Mystique to her feet.

CYCLOPS

Let's go. You're not supposed to be down here, mind-controlled or not.

As the two begin to escort the invading mutant down the hall we --

**CUT TO:**

**INT. JONNIE STORM'S APARTMENT - JONNIE'S BEDROOM - SUNSET**

A dark room, facing a large and uncovered glass door leading out to a balcony overlooking downtown Manhattan. The curtains are pulled back, held off to the side by something we don't particularly care to notice. We watch as a STREAK OF FIRE zooms passed the door and disappears from our sights. Then --

An ignited SUPERNOVA lands on the balcony. As soon as her feet touch the concrete the flames disperse, leaving her in her FANTASTIC FIVE uniform and the short-haired, black wig.

She opens the sliding door and steps inside, almost forgetting to close it behind her. She flips a switch on the wall next to her and several lights embedded in the ceiling illuminate the room. She grabs the top of her wig, pulling it off her head and allowing her long, natural brown hair to flow out.

She tosses it on to her bed and --

*KNOCK KNOCK*. Supernova raises her eyebrows at the sound of someone at her door. We FOLLOW as she leaves her room, travels down the hall and out to the --

**INT. JONNIE STORM'S APARTMENT - ENTRYWAY**

Large, but virtually bare, entryway. She doesn't waste any time getting to the door. She doesn't even bother with the peephole before opening it and revealing --

FELICIA standing on the other side. She crosses her arms over her chest loosely and smirks. Supernova leans against the door frame.

FELICIA

Going to kick ass, or just getting back?

SUPERNOVA

(smirks)

Just got back. I've got a bottle of Tequila with our name on it, you wanna come in?

FELICIA

(grins)

Ooh. Always prepared, aren't we?

SUPERNOVA

(teasing)

Of course. I'd *hate* to keep you waiting.

Supernova rolls on her shoulder to move from the door and motions Felicia inside with her hand.

SUPERNOVA (CONT'D)

Come on in.

Felicia moves closer to her and slips her hands around the superheroine's waist. She pulls their bodies closer, their eyes meet.

FELICIA  
Actually, I have another idea.

Supernova's eyebrows raise. Felicia leans in closer, her teeth scraping over the brunette's bottom lip before she bites down and gives it a gentle tug. They share a deep kiss, but Felicia pulls away before it can get heated. Their lips linger inches apart and she smiles at Supernova.

FELICIA (CONT'D)  
How about we hit up downtown for dinner and a movie or something?

Supernova stiffens, her expression dropping. The idea doesn't seem to appeal to her. She shakes her head.

SUPERNOVA  
I've got this thing tonight, with uh, with Tony.  
(beat)  
Alternative energy sources using fire and...yeah. You know. Making myself "useful" so Susan gets off my back.

Felicia nods and steps away from the brunette. She lifts her hands up and places them on the other girl's shoulders. She squeezes gently.

FELICIA  
(teasing)  
Are you stumbling on your words, Miss Storm?

SUPERNOVA  
(teasing)  
Oh *please*. I see a hearing aid in your future.

Felicia grins, massaging her fingers into the back of Supernova's shoulders.

FELICIA  
(gently)  
You don't have to make excuses, Jonnie. If you don't want to, just tell me the truth.

She slides her hands down from her shoulders, all the way to her forearms. She wraps her fingers around them gently and holds on.

FELICIA (CONT'D)  
I know you, and I know that dating isn't your thing. But I've been thinking about it for a while and it didn't hurt to try.

The blonde leans forward, bringing their mouths together in another quick, chaste kiss.

FELICIA (CONT'D)  
I care about you, a lot. But I don't expect anything more out of you than what we've got going on right now.

She cups Supernova's cheek and grins. She strokes just underneath the brunette's chin with her thumb and pulls her hand away. Before the human torch has a chance to respond --

FELICIA (CONT'D)  
I'll see you later, lover. Have fun.

FAVOR ON Supernova's face as she watches Felicia turn around. We FOLLOW her gaze as the blonde approaches the elevator. The doors slide open and she steps inside. She turns around, waves at the brunette, and as the doors close and steal her from our sight, we --

**CUT TO:**

**INT. XAVIER INSTITUTE - RECREATIONAL ROOM**

KITTY stands up from her computer abruptly and the chair is thrown backwards. It clatters against the ground and we are THROWN BACK as she throws her hands into the air in triumph.

KITTY  
Got it!

KARIN, who sits on the desk beside the computer with her feet dangling over the side, leans forward to see the screen. BOBBY hops up on to the desk next to her and joins her in peaking to see what Kitty has done.

KARIN  
It is vorking?

KITTY

Yup! I'll save all the technological mumbo-jumbo and just say that I've got it feeding straight to my laptop. Everything they do and say in the microphone's vicinity will automatically record right onto my hard drive.

BOBBY

Have you told the professor about this yet?

KITTY

I haven't gotten the chance. He wanted to talk to Jean and Kristen.  
(beat, low)  
Did you know they found Mystique in the basement?

Bobby and Karin both look genuinely surprised.

KARIN

Really? Doing what?

KITTY

Exactly what Warlock told us. I think she was trying to get Cerebro or something.

A look of subtle amazement crosses Bobby's face.

BOBBY

So he wasn't kidding when he said he'd help us out.

KITTY

(cocking an eyebrow)  
My first clue was him agreeing to take the bug and then convincing the rest of the Brotherhood to leave.

KARIN

Ja! Even Magneto and Mystique left when zey realized zeir reinforcements vere gone.

We PAN RIGHT to the double-door entrance to the recreational room where *ORORO MUNROE* stands. Her hand rests gently on her hip, an encouraging smile on her lips.

ORORO

As nice of a thought that is, I do not think that was the reason for Magneto's departure.

She moves over to them and sits on the corner of the desk. She looks at each and every one of them.

ORORO (CONT'D)

He left because he had completed his purpose for being here, successful or not.

(sigh)

I'm afraid we have only delayed whatever he's planning. I'm certain this will not be the only time we run into him on this issue.

The three students exchange solemn looks at their teacher's words, and we --

**CUT TO:**

**INT. XAVIER INSTITUTE - HALL OUTSIDE OF XAVIER'S OFFICE**

CYCLOPS and MARVEL GIRL on a wooden bench outside of the Professor's office. They sit across the bench from each other in silence. Marvel Girl is sitting with one leg crossed over the other and her hands on her thigh while both of Cyclops' feet are planted firmly on the ground and her hands are in her lap.

The redhead continually sideglances in the brunette's direction, but never actually looks at her. She's in her own little world, her mind still on Cyclops' thought that had her blushing in the hangar.

Cyclops keeps her hidden eyes on the wall in front of her, as if trying her best not to concentrate on the girl sitting beside her.

A click of a door opening just off screen prompts the two X-MEN to look to their right and --

FURY emerges from the office with XAVIER right behind him, wearing an impressed smile we can only assume is aimed at his students.

Both of the X-MEN stand up quickly, confused.

MARVEL GIRL & CYCLOPS

How the hell did you get here so fast?!

They look at each other as a small grin creeps onto Fury's face. Their attention turns to him as --

FURY  
(almost playfully)  
I have special powers.

We FAVOR ON the two of them as they look at each other again, a twinge of amusement on their faces. When their attention travels back --

Fury's gone, leaving only Xavier in the hallway with them.

CYCLOPS  
(irritated)  
How the hell do they do that?

Xavier smiles his usual knowing smile.

XAVIER  
(gently)  
Come with me, you two.

He turns his wheelchair around, moving back towards his office with the two in tow.

XAVIER (CONT'D)  
Fury tells me he was very impressed  
with you both.

As they disappear from our sight, we are forced to --

**SMASH CUT TO:**

**EXT. DOWNTOWN MANHATTAN - OUTSIDE CLEARWATER CINEMAS**

Behind FELICIA, we watch as she stands on the sidewalk outside of the movie theater, looking up at the posters advertising the movies currently playing.

PAN AROUND to face her as she pulls her cell phone out of her black, leather purse. Her eyes are starting to tear up, but she fights it quite well. She brushes her free hand across her nose, muffling a sniffle.

FELICIA POV SHOT: Her finger mashes down on the arrow keys until she finds her contact list. She scrolls between three names in particular: GWEN, HAYLEE and MELANIE.

Back on Felicia, we watch as she contemplates for quite a few seconds before she finally decides and puts the phone to her ear. As she wipes the back of her hand against her eyes and waits, we --

**CUT TO:**

**INT. HAELSTROM RESIDENCE - LIVING ROOM - NIGHT**

A disheartened MELANIE as she enters her house. She is visibly upset and drained by the events of the day. We face her as she shuts the door behind her and flips the lock.

She pulls the soaked hood of her sweatshirt off of her head and chews on the inside of her bottom lip. She kicks her shoes off at the door, her wet socks making *SQUISH* noises as she walks across the floor and over into the kitchen. The light is on, but no one is there.

She drags her index finger across the wooden edge of the table, as if it's the only thing she can bring her body to do. She looks towards the oven which, judging by the mess surrounding it, has been used recently.

Finally, she calls out --

MELANIE  
Grandma?

When there is no response, she moves towards the stairs in hopes to find her grandmother in her room. We follow her up the small stair case --

**INT. HAELSTROM RESIDENCE - UPSTAIRS HALLWAY (CONTINUOUS)**

The first door she looks to is on her right. It's pitch black inside and the door is wide open. Her grandmother isn't even home.

Her eyebrows knit together, more sad than anything else. Wanting the day to over with, Melanie walks to her bedroom door.

She wraps her fingers around the door handle and twists, opening it to --

**INT. HAELSTROM RESIDENCE - MELANIE'S ROOM (CONTINUOUS)**

A brightly lit room filled with various BIRTHDAY DECORATIONS. Multiple-colored streamers hang from the ceilings while a giant banner is stretched from one wall to the next, hovering above her bed. It reads: "HAPPY BIRTHDAY!"

There are strings of CHRISTMAS LIGHTS bordering the top of each wall around the perimeter of her room. Each tiny light has a small, paper birthday cake covering it, making the "cake" glow with the color of the bulb.

Confetti litters the floor, her bed, and other furniture throughout her room.

We finally put our FOCUS on a casually-dressed MARY-JANE WATSON. She stands off to the side with a warm smile on her face. In her hands is a heart-shaped cake with white icing covered in multi-colored sprinkles. Written entirely in what appears to be broken up pieces of red TWIZZLERS is: "HAPPY 17TH BIRTHDAY LANI!"

MARY-JANE

This is called hitting the jackpot birthday style.

She takes a step towards Melanie as the brunette steps further into her room. Complete surprise is etched into her young features.

MARY-JANE (CONT'D)

Happy Birthday, Lani. You didn't think I'd forget, did you?

Melanie is speechless. Her mouth opens, but no words come out. Instead, a grin spreads across her face.

MELANIE

I--you--this...I...

She pauses to compose herself, then --

MELANIE (CONT'D)

(awestruck)

MJ, you did all this?

MARY-JANE

Who else could you trust to make your special day the best day ever other than your best friend, hmm?

Melanie moves closer as Mary-Jane sets the cake down on the desk. The brunette leans her hip against the edge of the wooden surface and peers down at her best friend's artwork.

MELANIE

No one. Only the *bestest* of friends know I've always dreamed of my name being written in strawberry Twizzlers.

Mary-Jane grabs two forks from the desk and holds them out for the other teen.

MARY-JANE

Well, let's say we take these magical eating utensils and have at this tasty dream?

Realization suddenly dawns on Mary-Jane and she sets the forks back down.

MARY-JANE (CONT'D)

Oh! But presents first!

Melanie eyes light up like a child's.

MELANIE

(contained excitement)

There's presents too? I like presents, especially when they're of the MJ Watson variety.

Mary-Jane grins and turns away from Melanie. She bends over, grabbing something large from the floor and hoisting it up. She turns around, setting it on the desk as Melanie sets her phone down beside it.

MARY-JANE

I found this sitting in the kitchen.

Melanie pulls the box closer to her, eyebrows pushing together. Her finger runs over the label on the top right corner of the box and grins. The label reads: **"TO: YOU KNOW WHO. FROM: IRONY"**.

She pulls the cardboard container open to reveal several different things inside. She pulls out the first item, a rolled up poster. She unrolls it with both hands, revealing an AVENGERS POSTER signed by each member of the Avengers.

MELANIE

Oh...wow. This is *awesome!*

She carefully rolls it back up, setting it down carefully and pulling out another poster. Unfolding it reveals it to be an X-MEN POSTER.

She rolls it back up, proceeding to pull out a full set of both AVENGERS and X-MEN action figures, and an IRON MAN PLUSHIE.

Melanie holds the plushie tightly, immediately taken to it more than the other items. She snuggles it closely as Mary-Jane grins at her, amused.

MARY-JANE

You may have hit the jackpot, but I think someone brought you the casino.

Melanie just grins, excited. Her day has definitely had a great boost. She pulls the plushie away from her body and in the corner of the screen we can see Melanie's cell phone light up and vibrate softly against the desk top. Melanie doesn't notice, but Mary-Jane does.

CLOSE ON the phone's screen. It reads: **"FELICIA"**.

Back on Mary-Jane, she reaches over, albeit subtly, and presses her finger down on one of the phone's many buttons, successfully rejecting the call. She moves closer to the brunette and smiles warmly.

MARY-JANE-

And now, the best present last.

She turns around again and fumbles with something for a moment. She turns back around holding a dangling object and reaches around Melanie's neck with both hands.

FAVOR ON their faces as she hooks the NECKLACE securely and drops her hands to the brunette's shoulders instead. The silver object on the chain glimmers in the light but we can see that it is one half of a HEART.

Melanie looks down at it, a brighter smile quickly forming on her lips. She tilts her chin back up and her eyes meet Mary-Jane's.

MELANIE

(quietly)

I love it, MJ.

Mary-Jane reaches into the collar of her own shirt with her fingers, gently dragging out the missing half of Melanie's heart. She moves closer to the other girl and brings her hands between their bodies, connecting the two MAGNETIZED pieces of the heart together to COMPLETE it perfectly.

MARY-JANE  
 Happy birthday to the *wonderful*  
 girl that will always have my  
 heart.

CLOSE ON Melanie's face as the tears well up in her eyes and she smiles, truly touched, and we --

**DISSOLVE TO:**

**INT. RYKER'S ISLAND PRISON - ISOLATION BLOCK F**

A long, dark corridor made of grey stone. It's an unwelcome atmosphere, cold and unforgiving. We travel down it slowly, taking in the emptiness; not even echoes care to bounce between the bare walls.

PAN RIGHT after reaching a cell much farther down the hall than one would think, especially when all of the other cells are vacant. We peer in at RANDOLPH as he sits on his bed with a legal pad and a pen, writing. The cell is completely empty save for the bed in which he rests and the metal toilet in the corner accompanied by a sink of the same material. Just behind the bed is a small, barred window so high off the ground that he wouldn't be able to peer out of it even if he wanted to.

There is the faint sound of metal being tampered with off screen that startles his attention from his notepad. He lifts his head to look out of his cell.

RANDOLPH POV SHOT: We see that nothing is there.

Back on him, he looks back down and begins writing again. Then, suddenly, he is overtaken by the unsettling feeling that someone is watching him. Cautiously this time, he raises his gaze back to his cell door and is SHOCKED to find --

HAYLEE standing just outside of the bars. She is completely shrouded in shadow, the only thing entirely visible is her emotionless mouth.

He narrows his eyes, setting the pad and his pen down on the bed. He stands and moves closer to the bars.

RANDOLPH  
 Why the hell are you here?

HAYLEE  
 Keeping up my end of the deal.

He clenches his hand in a fist angrily, then points at her accusingly.

RANDOLPH

Look you, I'm already takin' the damn blame for my crimes *and* the fact that *you* stole this suit, not me.

Haylee moves closer, wrapping delicate fingers around the cool, metal bars.

HAYLEE

I'm disposing of the evidence.

His face suddenly drains of its color, a chilling feeling running up his spine. He takes a step back towards, closer to his bed as if it'll help him.

RANDOLPH

I'm behind bars, so how you plannin' to get me, ya' bitch?

A smirk finally crosses over her lips and without so much as a small exertion of effort, she pulls the bars apart as though they were made of aluminum. She steps inside of the cell.

His eyes widen in blatant horror and he stumbles back to his bed. He falls against it, his eyes on her the whole time.

RANDOLPH (CONT'D)

(shaky)

Someone will notice me dead.

She steps closer to him, uncaring.

RANDOLPH (CONT'D)

(panicky)

They'll investigate.

His words don't effect her. She advances on him still.

RANDOLPH (CONT'D)

(frantic)

You'll get caught!

He looks around for something, anything to help him. Then, it dawns on him. Fear written all over his face, he shouts --

RANDOLPH (CONT'D)

(shaky, unsure)

Uhh...guard. GUARD!

Haylee grabs him by his throat, choking him with a glare in her eyes that could kill all on its own.

FEMALE GUARD (O.S.)  
 (irritated)  
 Hey! Shut up and keep it down in  
 there! One more time, and I'm  
 reporting your ass for harassment,  
 you prick!

Haylee throws him to his raggedy bed and he gasps for air,  
 clutching his throat. He barely manages a cough before --

HAYLEE  
 Break your pen.

He looks up at her, eyes wide and confused.

RANDOLPH  
 Wh-what?

HAYLEE  
 I didn't stutter.

He scrambles for the writing utensil. He contemplates for a  
 moment, then in one quick motion he wraps his fingers tightly  
 around one end and springs from the bed. He stabs at her with  
 the point, but she catches his wrist.

HAYLEE (CONT'D)  
 (darkly)  
 If you try that again, I'll do to  
 your legs what I did to those bars.

She throws him down again and shoves the pen at him. He holds  
 it with shaking hands and stares up at her, angry. His gaze  
 drops to the pen, tightening his grip on it.

HAYLEE (CONT'D)  
 (calmly)  
 I don't have all day.

Her words have a threatening undertone. As if sending his own  
 threat right back at her, he glares straight at her as he  
 SNAPS the pen in half.

HAYLEE (CONT'D)  
 Pick one of them and sharpen it.

He stares at her. He hesitates a moment, and then throws one  
 half to the side. He gets down on the ground, watching her as  
 he moves, and begins to rub the edge of the jagged plastic  
 against the floor. The soft scraping noise is like  
 fingernails on a chalkboard.

RANDOLPH

(angrily)

You'll never get away with this  
shit.

She stands there, unfazed, as he begins to cuss and mutter obscenities about her under his breath.

CLOSE ON the makeshift "blade" as it slides against the prison floor. We watch as it gets sharper and sharper as TIME ELAPSES and his hand movements grow visibly more and more tired and particularly lazy. Dread is overtaking him.

Back on him, he looks up at her with fear in his eyes again.

RANDOLPH (CONT'D)

L-look lady, I promise I won't ever  
tell anyone if you jus' leave me  
alone, a'ight?

Haylee simply stares at him.

HAYLEE

That was never part of the deal.  
You're lucky, Randolph. If it  
weren't for the fact that I don't  
want any more complications on this  
matter, I'd make it slow and  
painful.

The sound of the "blade" scraping against the floor continues to haunt our ears even as we watch his teardrops hit the cement floor. He looks back up at her, eyes watering like a pathetic child.

Then, finally --

HAYLEE (CONT'D)

Alright.

A glimmer of hope returns to his eyes, but not for long --

HAYLEE (CONT'D)

Time to get this done.

(beat)

Stand.

He grips the makeshift weapon in his hand and stands up. His body shakes, frightened, and she plucks the "blade" from his grasp. She shoves him down onto the bed and holds his arm down with her free hand.

HAYLEE (CONT'D)

Let's give this a test run, shall we?

CLOSE ON his wrist, she turns it over and presses the blade into his skin. He jerks, a whimper escaping his lips. She drags it across slowly and thick crimson oozes from the newly split skin.

She moves her hand up, sticking him once again and slicing it across faster this time, prompting him to hiss in pain.

Back on her, a sadistic smile crawls across her face. She lifts her gaze lifting to see the terror, the *pain* on *his*.

CLOSE BACK ON the bloodied wrist as she STABS the sharpened blade right into the center. The desire to scream comes out in his strangled cry that sounds more like a loud whimper than an actually, small cry. She twists the blade slightly, his hand jerking instinctively, forcing more blood from the wounds.

She pulls it up his arm terribly slowly and we CUT BACK TO his face. Pure *agony* covers his features and he has bitten into his lip hard enough to draw significant blood while trying not to scream.

Back on his arm, we watch her pull the "blade" out of his arm just a few inches below the bend of his elbow. We watch the blood gush from the deep wound, the sheets beneath him soaking most of it up as it covers his arm.

Back on her, she steps away from him and strategically places the broken pen half next to his hand before walking to the bent bars. She steps through them then turns and pushes them back together skillfully. It's as if no one ever damaged them in the first place.

We watch her gaze in proudly at the work she's made of him, a smirk on her lips.

HAYLEE (CONT'D)

Goodbye, Randolph.

ANGLE ON: Randolph as he lifts up slowly, his face pale and his breath short. He tries to scream, but it comes out strained and weak.

FEMALE GUARD (O.S.)

(angry)

God dammit, shut up! No one gives two shits about your ass, why do you think you're in a block with no one else?

(MORE)

FEMALE GUARD (O.S.) (CONT'D)  
Even inmates don't want to be  
around your dumb ass.  
(beat)  
Keep it the *hell* down.

On the inevitability of his death and Haylee turning on her heel, disappearing from our sights we are forced to --

**BLACKOUT:**

**END OF EPISODE**