

THE OUTCASTS

1x12 | "Heroes Never Die"

WRITTEN BY

Aimee Nicole
Maddie Funderburg

Based on characters by MARVEL COMICS.

CREATED BY

Aimee Nicole

EXECUTIVE PRODUCER

Maddie Funderburg

PRODUCED BY

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THE OUTCASTS

"HEROES NEVER DIE"

MAIN CAST

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

REOCCURRING CAST

ERIK LENSHERR / MAGNETO.....IAN MCKELLEN
RAVEN DARKHOLME / MYSTIQUE.....EVANGELINE LILLY
HAYLEE OSBORN / DEMOGOBLIN.....HAYDEN PANETTIERE
NORMAN OSBORN / GREEN GOBLIN.....WILLEM DAFEO
HARRY OSBORN / HOBGOBLIN.....JAMES FRANCO
EUPHORIA SOLSTICE.....SCARLETT JOHANSSON

SPECIAL GUEST STARS

CAPTAIN GEORGE STACY.....JAMES CROMWELL
ROGUE / MALICE.....JENSEN ACKLES
CHIMERA.....BLAKE LIVELY
MARTINIQUE WYNGARDE / MINDFUCK.....NADIA BJORLIN
PHILIPPA SONTAG / ARCLIGHT.....LENA HEADEY
VOICE OF DEMOGOBLIN.....ROGER L. JACKSON
PRISM.....

TEASER**EXT. UNKNOWN LOCATION - NIGHT**

DESTRUCTION. Complete and utter destruction. Flames. Chaos. *Death*. It's all we see as we PAN AROUND our burning surroundings.

In the center of it all, a woman in dark red clothing -- a material that seems to be similar to spandex. Golden knee-high boots, elbow-high gloves and a matching sash around her waist. Her eyes glow with a menacing fire, hair blowing in the smoky breeze.

She laughs maniacally as the area around her is set ABLAZE. She bares an UNCANNY resemblance to JEAN GREY.

She is DARK PHOENIX.

PAN TO a brick wall, framed by fire. Huddled against it is JEAN GREY herself. Bloodshot, watering eyes. Tangled hair, tattered clothes. Soot stains her skin. She looks like hell.

The golden gloved hand grabs Jean by the collar of her shirt, jerks her up. The two women are brought eye to eye. Dark Phoenix grins, her eyes seem to glow BRIGHTER.

DARK PHOENIX

It's all over now, Jeannie. The door's open and there's nothing you can do to stop me.

The grin becomes more menacing, threatening.

Jean SCREAMS and we abruptly --

CUT TO:

INT. XAVIER INSTITUTE, JEAN'S ROOM - DAY

TIGHT ON a feminine hand that tightly grips a twitching shoulder.

PULL BACK as KRISTEN SPARKS gives JEAN a gentle shake. We quickly notice they're surrounded by levitating furniture -- including the bed they lay on.

The redhead's body continues to twitch and shake, and Kristen quickly forces her backside against the mattress and straddles her waist.

She pushes her knees against Jean's forearms, holds them in place --

-- A lamp FLIES passed Kristen's head, barely missing her when she flinches.

KRISTEN
(whispered)
C'mon, Jean.

Kristen moves to wedge the side of her hand between Jean's upper and lower jaw --

-- Jean's eyes SNAP open, and --

-- The floating objects hit the floor with a chorus of *THUDS* and *CRASHES*.

Kristen immediately leans forward protectively, folds her arms over the back of her own head.

Seconds tick by, and she sits up straight again, hidden eyes on Jean --

-- The LAMP CORD taps Kristen on the shoulder. The brunette turns her head, looks over her shoulder at it. It wraps around her shoulders and pulls her off of the redhead slightly as Jean GASPS for breath.

JEAN
(fanning her face)
Sorry, couldn't b-breathe with all
the...
(suggestive)
Heat up in this room.

Kristen moves off to the side, on her knees, and sits back against the heels of her feet. She gives a relieved, lop-sided grin.

KRISTEN
(half-joking)
I'm glad one of us enjoyed that.
(beat)
You okay?

JEAN
(with a laugh)
I'd say of course, but now I have
to ask why you were on top of me
like that.
(smirks)
Not a complaint, just curious.

Kristen crawls back towards her pillow and lies down on her side, next to Jean. Her hand almost instinctively reaches for Jean's.

KRISTEN

I thought you were having another seizure. I couldn't wake you up. So, I was doing what the Professor had me do the last time you had one.

Jean turns her head to face Kristen and smiles softly --

-- Then BURSTS into laughter.

One corner of Kristen's mouth lifts into a grin, though she tries in vain to contain it.

KRISTEN (CONT'D)

What? What did I do?

JEAN

I'm sorry, I'm sorry. Just...it was only a nightmare...and you come busting up in here just like I'd expect of my *knight*.

Kristen intertwines their fingers and squeezes Jean's hand gently.

KRISTEN

(joking)

You laugh, but what kind of knight would I be if I *didn't* overreact?

JEAN

Definitely not *my* knight. And for your great triumph over my wicked dreams, you get a gift my leather-clad warrior.

KRISTEN

(playful)

A gift for doing my "job"?

JEAN

(with a nod)

From your very grateful princess.

KRISTEN

And what would this gift be, your *highness*?

Jean leans forward and brings their mouths together in a light kiss. As she pulls away, Kristen smiles. She leans her forehead against Jean's.

KRISTEN (CONT'D)

Do you need anything? Water?
Anything?

Jean shakes her head and moves closer to her girlfriend.

JEAN

You already came here, and that's
what I wanted.

Kristen smiles and gently combs her fingers through Jean's hair.

JEAN (CONT'D)

Hey, Kristen?

KRISTEN

Yeah?

JEAN

Promise me you'll always be here to
wake me up from my nightmares.

KRISTEN

I promise.

PULL BACK SLOWLY as Kristen presses her lips against Jean's again, deeper this time. As Jean drapes one leg over one of Kristen's, bringing their bodies closer, we --

FADE OUT:

END OF TEASER

ACT ONE**INT. HAELSTROM RESIDENCE, BASEMENT - DAY**

MELANIE HAELSTROM sits in a rolling chair, feet up on her desk and the SPIDER-GIRL COSTUME across her lap. Her fingers work a needle and polyester thread through an obvious tear in the material of the suit.

MELANIE

(under breath)

Congratulations on being the lamest superhero in the history of lamest superheroes, Spidey.

(beat)

I bet no one *else* has to sit and sew up their costumes every time a thug decides to point something sharp and shiny.

She pulls up on the needle, but in her sudden carelessness the tear WIDENS with an audible *RIP*. Melanie freezes, grits her teeth behind closed lips and her eyes widen in annoyance.

She inhales once, deeply, through her nose and holds it.

MELANIE (CONT'D)

That's it. I'm asking Iron Man for one of his older model suits, painting it red and blue, adding some webs and calling it a day.

She lifts the now-bare spool to her face and stares at it for a second or two before she *THROWS* it across the room.

MELANIE (CONT'D)

Who thought spandex was a good idea, anyway?

(beat)

Damn you, fifteen-year-old me.

Melanie swings her legs off the desk and tosses the costume onto it in their place. She stands, drops the needle onto the costume and we follow her up the creaking stairs to --

INT. HAELSTROM RESIDENCE, LIVING ROOM (CONTINUOUS)

The living room, where *MAY HAELSTROM* and *MARY-JANE WATSON* are busy painting away. With do-rags tied around their heads, their clothes are stained with the same paint they're spreading around the walls.

The furniture is covered in plastic and pushed to the center of the room, save for the couch that still sits against the only wall that hasn't been touched.

Melanie stops in the center of the room by the furniture, and lazily puts her hands on her hips.

MELANIE
(confused)
We're doing this today?

May and Mary-Jane both turn their heads to look at the brunette. The redhead smirks and turns her body around completely.

MARY-JANE
(teasing)
About time you showed up.

MAY
Where were you? We looked everywhere.

MELANIE
I've been in the basement studying.

MAY
We both checked the basement and you weren't there.

Melanie is taken aback for only a second, then, a quick recovery --

MELANIE
I might have been in the storage closet looking for something and didn't hear you calling.

May and Mary-Jane both look skeptical, but before anyone can say another word, May points her paint roller towards the couch and wiggles it for emphasis.

MAY
Well make yourself useful and help Mary-Jane move the couch, will you?

MELANIE
Sure thing.
(to Mary-Jane)
Which side?

Mary-Jane puts her paint roller down into the paint tray and points to one end of the couch. Melanie follows her direction.

The two lift the piece of furniture together and move it to the center of the room --

-- Uncovering a crayon drawing on the white painted wall that once hid behind it.

May turns towards them and squints her eyes when she notices, tries to make it out, but --

MAY

What is that?

She points, and Melanie turns --

MELANIE

What is wh-- oh my God. Are you kidding me? Don't look at that.

Melanie rushes to the wall, Mary-Jane and May quick to follow. She drops down to a sitting position and blocks the drawing with her back.

Mary-Jane loosely crosses her arms.

MARY-JANE

Girl, *move!*

MELANIE

That would be a no, but thanks for asking.

Mary-Jane drops to her knees in front of the brunette. Her eyes scream that she's up to something.

MARY-JANE

I wasn't asking.

The redhead reaches out and TICKLES Melanie's sides. Melanie leans forward, trying to shake her mock-attacker off --

-- Mary-Jane grabs her by the arm and pulls her away from wall to reveal --

EXTREME CLOSE-UP: A child's drawing of a very young MELANIE dressed as CAPTAIN AMERICA. In her arms is an equally-as-young MARY-JANE. The two fly away from a house identified as Mary-Jane's, if only by the angry-looking man in a muscle shirt at the front door.

BACK ON SCENE: May smiles warmly. Her gentle gaze moves from the drawing to Melanie. Mary-Jane stares in awe.

Melanie lightly shrugs her shoulders.

MELANIE
 I had big dreams.
 (short, nervous laugh)
 Me, a hero, right?

Mary-Jane suddenly lunges forward and wraps her arms around Melanie, a tight hug.

MARY-JANE
 (quietly)
 You've always been my hero.

Behind them, May casually slips away and leaves them alone. Melanie smiles timidly.

MELANIE
 (playful)
 I thought Spider-Girl was your
 hero?

We slowly FALL THROUGH the floor to --

INT. HAELSTROM RESIDENCE, BASEMENT (CONTINUOUS)

The desk where the ripped SPIDER-GIRL COSTUME still lies.

MARY-JANE (O.S.)
 Spider-Girl is *everyone's* hero.
 You're *mine*.

TIGHT ON the SPIDER EMBLEM. Push in, closer and closer until DARKNESS engulfs us. Through a SPIDER SILHOUETTE, it gives way to --

INT. NYPD PRECINT 17, MAIN LOBBY - DAY

The main lobby of the police station. Calm, inviting even. A few people sit in seats that line the walls, waiting for God knows what.

On the far wall at the back is a long counter that traps two females behind it -- receptionists. And one of them is *GWEN STACY*.

They're both hard at work, typing away. The unrecognizable female helps a man with something, but while we can hear them we can't understand what they're saying.

ANGLE ON: Gwen. She peers at the computer screen in front of her, eyes narrowing. She looks thoughtful, concentrating heavily on her task at hand, then --

MALE VOICE (O.S.)

I wasn't expecting to see you here.

Gwen looks up the screen and glances over her shoulder. A grin over takes her face.

GWEN

Hey dad.

PULL FOCUS to find the object of her attention --

CAPTAIN GEORGE STACY, in all his uniformed glory. He moves behind her and places a gentle hand on her shoulder, eyes on her screen.

GWEN (CONT'D)

Melanie's not answering her phone, which means she's either studying or doing stuff for the Bugle and I got bored just sitting at home.

(beat)

Been here an hour and a half and I've seen two hookers, an attempted armed robber and some guy in red, white and blue footie pajamas calling himself Captain America.

Captain Stacy raises his eyebrows, amused.

CAPTAIN STACY

Hookers in the middle of the day?

GWEN

Please tell me that is not what surprises you? We live in New York City.

He laughs and lightly squeezes the blonde's shoulder.

CAPTAIN STACY

That's exactly why "Captain America" didn't surprise me.

(beat)

You free for a late lunch or should I try for dinner tonight instead?

GWEN

Lunch.

(giddy)

I'm going to dinner with Melanie tonight.

Captain Stacy removes his hand from her shoulders and brushes it over his closed jacket.

CAPTAIN STACY

You know, I'd like to get to know
that girl better.

Gwen's face lights up, she beams.

GWEN

(joking)
"That girl" has a name.
(beat)
But, you really do?

CAPTAIN STACY

It's only right of me to get to
know the one dating my little girl.

The blonde turns her seat around, facing away from the
computer to look completely at her father.

GWEN

Maybe we should invite her to
dinner sometime. Maybe next
weekend?
(beat)
But no "daddy stuff", she's already
scared of you as it is.

Captain Stacy seems almost taken aback, confused.

CAPTAIN STACY

What? Why?

GWEN

Because you have that constant
"daddy look", and you're a cop. You
can practically get away with
murder.

He grins and nods, seeing the truth in her words.

CAPTAIN STACY

I guess that *does* make sense.
(beat)
I've gotta go do a quick patrol but
we'll go when I get back. Be ready.

He turns to walk off --

GWEN

Hey wait, wait!

He pauses, looks back at her.

GWEN (CONT'D)

Can I go with you? You haven't let me go with you in your patrol car since I was like, ten.

CAPTAIN STACY

(half-jokingly)

I thought you'd gotten too old and "too cool" to hang out with your dad.

GWEN

Are you kidding? I love driving around in that thing! C'mon, can I go? Please?

Captain Stacy thinks for a moment, eyes never leaving his daughter. He finally smiles and jerks his head to the side, a motion for her to "come on".

CAPTAIN STACY

Get your jacket.

Gwen grins, and as she stands and grabs her leather jacket from the back of her chair, we --

CUT TO:

INT. XAVIER INSTITUTE, MAIN ROOM - DAY

A long, "L"-shaped couch is occupied by three familiar teenagers, all with laptops in their laps and headsets on their heads. They're all concentrating on the screens in front of them.

BOBBY DRAKE is immediately infuriated.

BOBBY

(outraged)

Are you serious?! I totally had him!

KITTY PRYDE quickly glances at his screen, then back at her own. Her eyes narrow.

KITTY

I told you paladins are cowards. He bubbled so you couldn't damage him.

(beat)

Karin, silence or stun him while I try to resurrect Bobby.

(to Bobby)

(MORE)

KITTY (CONT'D)

I told you not to go Fire. Frost and Arcane mages are *always* better.

BOBBY

It's too late, he's already getting away.

KITTY

Crap. There goes another base.

KARIN WAGNER leans backwards into the couch and loosely drapes her arms over her abdomen.

KARIN

Ve vere doing better when ve vere doing ze dungeons instead.

KITTY

For reals.

Kitty sighs, then she pauses. Her face lights up suddenly, hit with a realization.

KITTY (CONT'D)

You know who would be like, insanely good at this game?

BOBBY

Jean?

KITTY

Yeah, if she could read minds through the computer screen. No, you dope.

Kitty playfully punches him in the arm.

KITTY (CONT'D)

Kristen. I mean, she's all about strategizing and she would probably take it seriously -- which can be *really* super annoying but it could actually work in *our* favor.

(beat)

World of Warcraft is *all* about strategy. You pickin' up what I'm puttin' down?

BOBBY

Dude, yeah! And it's not like she doesn't play video games. Her and Jean are always on Mario Kart --

KITTY

-- Which is a total waste of her tactical mind if you ask me.

KARIN

Where *are* Jean and Kristen?

Bobby suddenly grins triumphantly -- he knows something they don't.

BOBBY

They --

SLAM. A door hits a wall just outside the room -- in the *MAIN HALLWAY.*

The three exchange a worried glance, and Bobby is the first to shut his laptop and put it down. The other two follow him as he eases to the doorway --

-- And *STOPS* in his tracks. Their eyes widen, like three small, cornered animals.

PAN AROUND to find --

-- *MAGNETO.* His cloaked figure towers over them, but his usual menacing aura is absent. Instead, he seems almost *panicked.*

MAGNETO

I need to speak to Charles immediately.

On the confused faces of the young trio, we --

BLACKOUT:

END OF ACT ONE

ACT TWOFADE IN:**EXT. XAVIER INSTITUTE, BALCONY - DAY**

TIGHT ON a CHESS BOARD, a game in progress. An elderly, masculine hand picks up the ROOK and moves it to another square.

MAGNETO (O.S.)

They took me completely off guard.

PAN OUT now to find CHARLES XAVIER and MAGNETO, sans helmet, sitting across from one another at the chess table. His aged face is littered with scratches that have been tended to, and a bruise or two.

MAGNETO (CONT'D)

They just burst into my home and ravaged everything, Charles. They took the children -- all of them.

Xavier listens intently while moving one of his own pieces on the board. His eyes move back to his friend.

XAVIER

And you think *Mystique* helped them?

MAGNETO

I don't *think* she did, Charles. I *know*. I saw her with my own eyes.

Xavier nods, deep in thought. His blue eyes are full of sadness, concern.

Magneto suddenly looks ashamed of himself, casts his gaze downward.

MAGNETO (CONT'D)

I'm afraid it gets much worse.

Xavier doesn't respond, he simply looks at the other male.

MAGNETO (CONT'D)

I have information on each of your students from Cerebro. Their power, their weaknesses.

The bald man's eyes widen, he already knows what Magneto's trying to say, but --

MAGNETO (CONT'D)

They took it. They took *all* of it.

On the mutual feeling of worry between the two men, we --

CUT TO:

INT. XAVIER INSTITUTE, XAVIER'S OFFICE

BOBBY sits in Xavier's desk chair, aimlessly turning it side to side, slowly. Behind him, KITTY and KARIN sit on the desk.

They all watch out the glass doors at the two elderly men engaged in a game of chess outside. Their eyes are narrowed, disapproving of the entire thing.

KITTY

Can you guys believe this?

KARIN

No, but we aren't going to say anything to them.

Bobby crosses his arms, like a child that didn't get what he wanted.

BOBBY

Yeah, well if Kristen and Jean were here, *they'd* say something.

Off his angry disappointment, we --

FADE TO:

EXT. HUDSON RIVER PARK, BATTING CAGES - DAY

TIGHT ON two pairs of female legs, both in matching, black pants and boots. One set stands outside of the other, but both are in the same stance. We travel up them slowly and find that one of the girls stands behind the other, bodies flush against each other.

Pull back to find KRISTEN standing behind JEAN. Her arms are around the redhead instructively, their hands wrapped around the hilt of the same BASEBALL BAT.

They're both in their X-Jackets, with their skin-tight black tops hidden beneath. Almost entirely in uniform, save for the lack of Kristen's VISOR and Jean's MASK.

KRISTEN

You put it back here, like this.

Kristen pulls it back slightly and lets it hover just above their shoulders. Jean nods along as she listens.

KRISTEN (CONT'D)

Don't ever let it rest on your shoulder, always hold it above.

JEAN

Gotcha.

Jean sways her hips against Kristen slightly, feet moving into the ground.

JEAN (CONT'D)

Now what?

KRISTEN

Okay, now bend your knees a little. Don't stand up straight. You need to be ready.

Jean bends her knees and backs her ass up against Kristen. The brunette shifts slightly and resists the urge to let her attention wander elsewhere.

KRISTEN (CONT'D)

(distracted)

Uh...

She moves closer to Jean, only slightly.

KRISTEN (CONT'D)

Keep your weight on your back foot over here --

Kristen pats the back of Jean's thigh, then returns her hand to the baseball bat.

KRISTEN (CONT'D)

-- And keep both of your eyes on the pitcher. Or, machine in this case.

Jean finally breaks down, laughing, and effectively breaks their semi-embrace. Kristen tips her head to look at her, puzzled.

Jean holds on to her abdomen, practically in tears with her laughter.

JEAN

You're trying so hard.
(takes in a breath)
(MORE)

JEAN (CONT'D)

And I'm just trying to get a rise
out of you.

Kristen takes the bat and spins it upside down, presses it
into the dirt. She finally cracks a grin.

KRISTEN

(jokingly)
I should have known not to trust
you in close quarters.

JEAN

(grins)
Mhm. Plus this whole time, I've
been singing, "*Oooh girl, back that
ass up*".

Kristen lets the bat fall to the ground and she wraps her
arms around Jean from behind again, affectionately this time.

KRISTEN

You set that trap and I walked
right into it.

JEAN

(laughs)
Yes you did.

Kristen grins and turns Jean around in her arms just enough
to allow them to look at each other.

KRISTEN

You know payback's a bitch, right?

Jean grins at her.

JEAN

I was hoping you'd get a bit
more....*frisky*.

KRISTEN

Yeah?

Kristen quickly glances around their immediate vicinity. With
no one looking, she pushes Jean against the chain link wall
of the batting cage.

She pins the redhead's wrists above her head, crossed in an
"X" and holds them against the metal bar that holds the
walling up.

She brings their bodies together again, their faces only
inches apart.

JEAN
 (suggestive, playful)
 Oh *Kristen*. Who knew you could be
 so...*demanding*.

KRISTEN
 (grinning)
 Asks the girl who can read minds.

JEAN
 If I did it all the time, it'd take
 all the surprise out.

KRISTEN
 I take it that means you *like*
 surprises?

JEAN
 It's not *surprises* I like, it's
spontaneity.

A playful smirk dances across Kristen's lips and she tips her head to the side slightly.

KRISTEN
 This spontaneous enough for you?

JEAN
 There's never enough.
 (with a smirk)
 But it's a start.

Kristen leans in and presses her forehead against Jean's. She brings their lips together, a deep kiss --

FEMALE VOICE (O.S.)
 Looks like the *alphas* have been
 separated from the *pack*.

SWISH PAN LEFT --

A woman with entrancing blue eyes accented by thick, black eyeliner captures our attention. Long, black hair cascades over her shoulders, extending to her mid-back.

She's clad in tight black, segmented leather pants and a matching bustier that is open in the middle and exposes her chest and abdomen *almost* entirely. Combat boots adorn her feet and segmented leather gloves, elbow-high and fingerless, cover her hands. She is MINDFUCK.

As a menacing smirk crawls across her seductive lips, we --

CUT TO:

INT. HAELOSTROM RESIDENCE, BACKYARD STORAGE SHED

THUD. An old shoebox filled with various crafting supplies hits the floor.

MELANIE

Dammit!

MELANIE quickly drops to her knees and scoops everything back into the box and lifts it back onto the shelf. She puts her hands on her hips, annoyed.

MELANIE (CONT'D)

I know it's in here *somewhere*.

As she reaches for another box, we --

FADE TO:

INT. HAELOSTROM RESIDENCE, KITCHEN - DAY

A glass of red kool-aid is brought to the lips of MARY-JANE, who chugs it down within a few seconds.

PULL BACK as she sets it on the kitchen table and turns her attention to MAY, who slides the pitcher full of the red liquid back into the fridge.

MARY-JANE

Hey, where did Melanie go? We've still got an entire wall to paint out there.

May takes the empty glass, carries it to the sink, and turns on the tap.

MAY

I think she said she was going back to the basement, didn't she?

MARY-JANE

(with a quick nod)

Right. I'll go grab her really quick.

Mary-Jane moves around the table, and moves through the LIVING ROOM. She pulls open the door to the basement and we --

INT. HAELOSTROM RESIDENCE, BASEMENT (CONTINUOUS)

FOLLOW HER onto the small landing just inside the door. She closes it behind her, and we move with her down the creaking steps.

As she reaches the bottom, she seems confused. She tucks her hair behind her left ear and moves farther into the dimly-lit space.

PAN AROUND to the entire room, and we find that it's not just a basement. It's a makeshift LABORATORY.

- A chalkboard with several complex scientific and mathematical equations drawn on in.

- A counter top dedicated to test tubes, flasks, other measurement tools and a microscope.

- An open closet with several boxes, some secured shut with tape while others have been torn open.

But it's the desk at the very back, in a corner all to its own, that catches Mary-Jane's attention.

ANGLE ON: The desk. Carelessly strewn over the flat surface lies the SPIDER-GIRL COSTUME.

Eyes wide, Mary-Jane grabs for the sleeve and rubs her thumb over the fabric, tracing along the web pattern as if feeling for its authenticity.

MARY-JANE

(quietly to herself)

Lani, you have some s'plainin' to do.

CLICK. A door opens off screen. Shoes gently scuff against the wood, then --

MELANIE (O.S.)

(to herself)

I could have sworn I had more --

-- Mary-Jane turns to face MELANIE, costume in hand. She holds it up slightly and raises an eyebrow, a look that begs the question, "You wanna explain this?"

MELANIE (CONT'D)

(voice trails)

Oh...

Melanie stares at the redhead; a deer in the headlights. She grins nervously.

MARY-JANE)

What is this?

Mary-Jane pushes the costume towards Melanie. The brunette sets the box in her hands down, takes the costume instead.

Her eyes travel from the costume back to Mary-Jane's face.

MELANIE

It's my Halloween costume. Pretty cool, huh?

Mary-Jane stares at her with a cocked eyebrow. She ain't buying it.

MARY-JANE

Except you've been Iron Girl for three years running.

Melanie's eyes fall back to the costume.

MELANIE

I decided to shake it up a little. What's the problem with that?

Mary-Jane eyes her suspiciously, then relaxes. She still doesn't believe her, but --

MARY-JANE

I can't believe the Tin Man's finally got competition.

Melanie glances down at her watch, nervous. She needs an escape, quick --

MELANIE

I -- uh, I need to go. Bugle stuff. You know, the usual.

Melanie tosses the suit back onto the desk --

MARY-JANE

Oh no you --

Mary-Jane turns back towards the desk, reaches for the costume. She returns to Melanie --

-- She's GONE.

MARY-JANE (CONT'D)

(quieter, confused)

-- Don't?

On Mary-Jane's sigh, we --

CUT TO:

INT. OSCORP INDUSTRIES, LABORATORY - DAY

TIGHT ON a flatscreen monitor. In red, digital lettering it reads: "**MUTATION COMPLETE**".

PAN OUT and we see the only light in the room radiates from a stasis chamber filled with glowing, neon green liquid. No one is inside.

In the middle of the room, *HAYLEE OSBORN* stands amidst a group of people we don't recognize. Two males and two females.

THE MARAUDERS -- superhuman assassins.

Among them, we find *ROGUE* -- but he doesn't seem himself. His eyes are solid black, an eery glow emitting from them. Not Rogue -- he's been possessed by MALICE.

Surrounding them, aside from the dense shadows cast by the scarce light, are similar stasis chambers that house the bodies of the BROTHERHOOD -- sans MAGNETO and MYSTIQUE.

HAYLEE

Sadists and Psychopaths. Welcome to the new age of "villainy".

(beat)

We've all heard the whole "humans versus mutants" thing, but let's be frank. It's our *nature* to end those weaker than us and I believe it's time to go out and do just that.

A masculine humanoid figure with a crystalline body that seems to be sculpted to physical perfection chimes in first. His body is lightly illuminated by the green glow that keeps the room lit. He is PRISM.

PRISM

Not to be rude or anything, Miss Osborn, but where's Mindfuck?

Haylee's eyes narrow dangerously for a moment, then she smiles sweetly.

HAYLEE

Prism?

She beckons him closer with a curl of her finger. He silently complies.

Haylee BITCH-SLAPS him across the face and the force of the blow THROWS him into the one of the stasis chambers. The glass CRACKS on impact.

HAYLEE (CONT'D)

Don't ask stupid questions that do not concern you -- *any of you* -- got it?

Beside her, a short-haired brunette crosses her arms and shifts her weight onto her left leg. Black, skin-tight pants and a matching top that shows off her midsection, with dark purple gloves and sunglasses of the same color -- ARCLIGHT.

Her gaze shifts from Prism to Haylee. She grins.

ARCLIGHT

I like this bitch.

HAYLEE

(with a smirk)

As I was saying, today, we begin our reign. Today, the world becomes a marble in the palm of our hand and today we rid the world of their mightiest protectors.

(sadistic grin)

Today marks the end of Spider-Girl and the X-Men.

Beside Arclight stands a blonde with a green mask over her eyes that matches her leather knee-high boots and gloves that reach to her elbows. Her body sports a green, strapless leotard with a golden dragon emblazoned on it, coiling around her torso with it's head across her chest. She is CHIMERA.

She looks over at MALICE and cocks an eyebrow.

CHIMERA

Don't you have something to be doing? Don't just stand there.

Malice rolls his shoulders and stretches his arms out in front of him.

MALICE

Sorry, still getting used to the body. First time possessing a guy in years, give me a break.

Chimera rolls her eyes and shoves him towards Haylee.

CHIMERA

Get on with it already.

Malice steps forward, moves in front of Haylee. He reaches out to her with both hands and GRABS the sides of her face.

His eyes squeeze shut, teeth grit, and his muscles tense. His veins become visible and gain a black hue. He's obviously in pain.

Haylee, however, smiles as the Brotherhood's stolen abilities siphon from his body to hers. The seconds tick by, and then --

THUD. Malice hits the ground, out cold.

Haylee lets out a breath, and --

FEMALE VOICE (O.S.)

This was *not* part of the deal.

ANGLE ON: The darkness. REPTILIAN YELLOW EYES burn through the shadows, narrowed and full of anger.

MYSTIQUE emerges in her natural, blue-skinned form. She casts her gaze down at the unconscious, body-stealing Marauder for only a second. Then, it's on Haylee.

MYSTIQUE

What the hell do you think you're doing?

HAYLEE

Again with the stupid questions.

(beat)

What did you *think* I was going to do with him when I asked you to bring him *and* the others to me?

Mystique's eyes suddenly WIDEN. Beads of sweat trickle down her face, her temperature skyrockets in a matter of a seconds. Steam rises from her body, and she SCREAMS --

-- Her body begins to literally MELT.

The others stand by idly, not fazed in the slightest. In fact, they seem used to it.

The screams fade into gurgles before fading completely just before her body is reduced to a disgusting puddle at their feet.

HAYLEE (CONT'D)

Well, well, I guess we now know
that Quicksilver could move fast
enough to give atoms in solid
matter the kinetic energy equal to
that of steam.

(eyes on the puddle)

The bitch cooked from the inside
out...nifty.

Haylee dangerously eyes the remaining Marauders.

HAYLEE (CONT'D)

Now get my father and that wuss of
a brother of mine.

(beat)

It's time to get down to business.

Off that, we abruptly --

BLACKOUT:

END OF ACT TWO

ACT THREE**FADE IN:****INT. HAELOSTROM RESIDENCE, BASEMENT - DAY**

MARY-JANE holds the torn up SPIDER-GIRL COSTUME in her hands. Her fists bunch up the material, eyes gazing over it but her mind is elsewhere.

She *knows*.

FLASH TO:**EXT. MANHATTAN ALLEY - SUNSET (FLASHBACK)**

SPIDER-GIRL quickly moves to retreat up the brick wall, but --

MARY-JANE

Hey, wait.

MARY-JANE approaches her and the webslinger crawls up the wall a small ways with one arm and one leg.

MARY-JANE (CONT'D)

Who *are* you?

SPIDER-GIRL

I'm your Friendly Neighborhood Spider-Girl!

FLASH TO:**EXT. WATSON RESIDENCE - NIGHT (FLASHBACK)**

SPIDER-GIRL and MARY-JANE sit side by side on the sidewalk between the WATSON RESIDENCE and the HAELOSTROM RESIDENCE.

Mary-Jane looks at the wallcrawler.

MARY-JANE

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

SPIDER-GIRL
 (almost sadly, but trying
 to hold it back)
 Every day, princess.

FLASH TO:

EXT. TOP OF BROOKLYN BRIDGE - NIGHT (FLASHBACK)

The GREEN GOBLIN dangles MARY-JANE over the edge of the platform by her neck, her air supply CUT OFF by his grip. Her hands cling to his arm, but her hold is weakening.

GREEN GOBLIN
 I asked you a *question*. Do. You.
 Love. Her?

SPIDER-GIRL hesitates. Mary-Jane squirms in his grip. The wallcrawler is conflicted, unsure. Then --

SPIDER-GIRL
 I..I love you, Mary-Jane.

FLASH TO:

INT. XAVIER INSTITUTE, GUEST ROOM - NIGHT (FLASHBACK)

MARY-JANE leans from the window, and SPIDER-GIRL hangs upside down outside. They're locked in a deep, passionate kiss. Mary-Jane's hands hold on to the sides of the superheroine's face.

FADE TO PRESENT:

INT. HAELSTROM RESIDENCE, BASEMENT

MARY-JANE traces her two middle fingers over her lips, her eyes dance over to the box Melanie carried in.

ANGLE ON: The box. It's full of sewing items. Needles, blue thread, red thread, other miscellaneous things.

BACK ON SCENE: Mary-Jane reaches for the box and as she starts removing the contents, we --

CUT TO:

EXT. HUDSON RIVER PARK, BATTING CAGES - EARLY EVENING

ANGLE ON: The sun as it begins to set, bringing the day to a slow end.

PAN DOWN as a group of people gather outside the batting cages to watch the scene unfolding before them. MINDFUCK stands a few feet from KRISTEN and JEAN.

Kristen looks to Jean.

KRISTEN

So, did you buy the hooker or is this Bobby's doing?

JEAN

Bobby. Gotta be Bobby. Even hookers have more fashion sense.

Kristen shrugs her shoulders lightly, as if to say, "touché".

MINDFUCK

Cute. I was told the two of you might be more trouble than you're worth.

Mindfuck reaches out with both hands and telekinetically forces both teenagers to their knees.

MINDFUCK (CONT'D)

Why don't you just come easy and save us all the trouble?

JEAN

Sorry, I need a little foreplay first.

Jean PUNCHES the air, telekinetically sending a blow across Mindfuck's face, disrupting her concentration.

The dark-haired woman quickly grabs her head as Kristen jumps to her feet. She produces her folded-up VISOR from her jacket pocket and quickly discards her sunglasses -- making the quick change to *CYCLOPS*.

VZOOM. The intense, crimson beam SLAMS into Mindfuck and sends her THROUGH the chain-link fence. The crowd gasps, but keeps watching.

CYCLOPS

We need to get her away from the civilians.

JEAN

Aye, aye, cap-i-tain.

Jean holds her hands out to Mindfuck.

JEAN (CONT'D)

C'mon hooker, how much does a round
cost?

Mindfuck telekinetically SHOVES Jean backwards and stands.
She lunges for the redhead --

-- Jean grabs her own fist with her other hand and swings
them in an arc in front of her, a violent telekinetic hit to
Mindfuck's jaw.

Cyclops turns, runs for the batting cage's door --

-- But she's LIFTED off the ground, pulling a startled sound
from her lips. She flails for a moment, until --

JEAN (CONT'D)

Keep your arms and legs inside the
ride at all times.

CYCLOPS

(half-grin)

Warn me next time?

JEAN

And take out all the surprise? I
think not.

Jean telekinetically lifts them both higher into the air and
as they FLY OFF, we --

PAN TO Mindfuck as she wipes the blood seeping from her mouth
with the back of her hand. Her eyes narrow and she brings her
index and middle fingers to her left ear.

MINDFUCK

(via radio)

I'm gonna need some help. She
wasn't lying when she said they're
more trouble than they're worth.

As she drops her hand to her side and glares at the
spectating group, we --

CUT TO:

INT. DAILY BUGLE - EARLY EVENING

MELANIE exits the office of a screaming *J. JONAH JAMESON*. She
rolls her eyes and makes her way over to the desk of an
attractive, clean-cut brunette man. The man smiles up at her,
but --

MELANIE

I'll come get my paycheck when he settles down. Can you hold it for me?

MAN

Of course, Miss Haelstrom.

Melanie tightens the straps on her backpack and as she moves to the elevator --

MELANIE

Thanks.

She mashes the "down" button and her gaze travels to one of the many tall, wide windows overlooking New York City.

Her eyes widen suddenly and --

POV SHOT (MELANIE):

The setting sun reflects off several buildings' windows, blinding us.

PAN DOWN to a large group of people have gathered around a single woman who stands over the body of another person.

PUSH IN and we see that the woman towering over the body is ARCLIGHT.

BACK ON SCENE:

DING. The elevator doors open and Melanie quickly slips inside. We follow her --

INT. DAILY BUGLE, ELEVATOR (CONTINUOUS)

The doors close and seal Melanie inside. She mashes the button for the top floor and leans against the back wall. She pulls her backpack off, unzips it --

-- It's empty.

MELANIE

(under breath)

Dammit!

DING. The elevator doors open again and she dashes out --

INT. DAILY BUGLE, TOP FLOOR (CONTINUOUS)

Into a doorless, straight hallway. Ahead of her, an illuminated sign reads "EXIT". Underneath it, the door reads, "ROOF".

She dashes down it, shoves the door at the end open and --

EXT. DAILY BUGLE, ROOF - EARLY EVENING (CONTINUOUS)

Topples out onto the roof. She throws her backpack down and runs to the edge. She crouches down, one hand gripping the ledge between her knees.

She looks out at the city, and we follow her gaze to --

-- The SOLSTICE ENTERPRISES building.

As she WEBSLINGS from the roof, we --

CUT TO:

INT. SOLSTICE ENTERPRISES, LOBBY - EARLY EVENING

The doors FLY OPEN as *CYCLOPS* and *MARVEL GIRL*, now wearing her mask, BURST through them.

They push passed the puzzled employees who stare in confusion and awe, making their way to the elevators.

The "UP" button lights up before they ever reach it, thanks to *Marvel Girl*. The doors slide open as they move in range, not slowing their pace, but --

FEMALE VOICE (O.S.)

Wait! WAIT! Hold the elevator!

SWISH PAN AROUND to find *MELANIE* barreling towards them. *Marvel Girl* reaches out and grabs one of the doors, effectively holding it back.

Melanie practically slides into the elevator and as soon as the redhead lets go, it seals them in --

INT. SOLSTICE ENTERPRISES, ELEVATOR (CONTINUOUS)

The three stand in a wonky triangle-shape, an awkward air around them. *Cyclops* looks directly at *Melanie*, as if inspecting her.

Melanie crosses her arms uneasily, briefly glances at Marvel Girl, then glares right at Cyclops.

MELANIE

What are you lookin' at, one-eye?

CYCLOPS

Sorry. Wasn't expecting a third wheel.

MELANIE

Yeah well, I wasn't expecting training wheels, but here they are.

MARVEL GIRL

Hey, these training wheels have saved your ass a few times.

Melanie shoots a look at the redhead. Cyclops' eyebrows knit together, confused.

CYCLOPS

We have?

MELANIE

She doesn't know what she's talking about.

MARVEL GIRL

(telepathically to
Melanie)

Whoops, my bad.

(aloud)

Yeah, letting her stay the night with us, and then she was at the carnival when all those goblins attacked. You know, just everyday hero stuff.

Cyclops looks between them and crosses her arms.

CYCLOPS

You're lying to me. Both of you are lying to me.

(to Melanie)

Who are you?

MELANIE

Wow, how long is this elevator ride?

CYCLOPS

Answer me.

MARVEL GIRL

Lie to you? Why would I, your
girlfriend, and a complete stranger
lie to you?

CYCLOPS

Because she's not a complete
stranger, is she? She can't even
look me in the eyes --

MELANIE

-- Eye.

Cyclops clenches her jaw tightly. Her hidden eyes stay on
Melanie, then move to Marvel Girl.

CYCLOPS

Tell me the truth.

MARVEL GIRL

Cyke, it's not for me to tell.

Melanie finally sighs and lifts her gaze to Cyclops'.

MELANIE

Okay, stop. I told her not to tell
anyone and that included you.

Melanie jumps up, grabs onto the ceiling and lifts herself
up. She assumes the crawling position and looks, albeit
upside down, at Cyclops.

MELANIE (CONT'D)

This answer your question?

MARVEL GIRL

You didn't have to do that you
know...it might have been fun to
see if she could guess.

Cyclops drops her arms back to her sides and places one hand
on her hip. She's quiet for a moment, and then --

CYCLOPS

That explains a *lot*.

MELANIE

That's not nice.

CYCLOPS

Neither was lying.

MELANIE

You know what else isn't? Being stuck in an elevator with you two for over fifty floors.

MARVEL GIRL

Don't make me make you web your mouth shut. We are *great* company.

DING. The elevator doors open and --

INT. SOLSTICE ENTERPRISES, EXEC. OFFICE FLOOR (CONTINUOUS)

The trio spill into the hallway, each of them looking in another direction than their teammates.

CYCLOPS

Okay, we find Euphoria and get her to take her private jet and get the rest of the X-Men.

MELANIE

So you saw the woman in the weird purple glasses too?

CYCLOPS

What? No. But I assume she's with the same woman that attacked us.

MARVEL GIRL

She called for back-up as we were trying to lead her away from the bystanders. She tried to wait until we were out of earshot, but I don't think the bitch realized I'm not just a telekinetic.

MELANIE

Don't you love when that happens?

The three move down the hall, a set of slate blue, metal double doors ahead of them.

CYCLOPS

Why are *you* here?

MELANIE

To see if she has an extra X-Suit. I left mine at home.

Cyclops pushes through the doors, which open into --

INT. SOLSTICE ENTERPRISES, EUPHORIA'S OFFICE (CONTINUOUS)

The vast, expensively decorated office space of EUPHORIA SOLSTICE. A quick pan around the room shows that she's not around.

CYCLOPS

Dammit! Where is she?!

(beat, to Marvel Girl)

Is she even in the building?

MARVEL GIRL

To know, I'd have to care.

Melanie moves to the luxurious, wooden desk in the back corner. On it, she fingers a note, which reads: "TO WHOM IT MAY CONCERN, I HAVE BUSINESS IN WESTCHESTER AND WILL RETURN SHORTLY."

MELANIE

Guys? I think she's already on it.

BAM. The doors SLAM open, hitting the wall and we --

SWISH PAN to see the damage. The impact has embedded the handles into the walls, holding the doors open for CHIMERA.

She smirks devilishly.

CHIMERA

The more she brings to the party,
the better.

Two transparent green serpent-like dragons of pure, psionic energy peer around from behind her; one on her left side, one on her right.

PAN OUT as Cyclops, Marvel Girl and Melanie take a step back. Cyclops glances towards a large window, then back at the blonde woman.

MELANIE

Oh look. This one brought Flotsam
and Jetsam with her.

CYCLOPS

(quietly, to Melanie)

Those sacs on your wrists. Your
spinnerets?

Melanie side-eyes Cyclops.

MELANIE

If I say yes...?

CYCLOPS

Think fast.

Cyclops GRABS Melanie by the arm, simultaneously spinning their bodies towards the window --

VZOOM. An optic blast SHATTERS the glass on impact and the leader of the X-Men THROWS the civilian-clad superheroine out the window.

CYCLOPS (CONT'D)

(shouting)

Go get your suit!

She turns away from the broken window, moves in beside Marvel Girl who gives her an amused little grin.

Chimera raises her eyebrows as her psionic serpents coil around her body, icy stares aimed at the visor-wearing mutant.

Cyclops smirks.

CYCLOPS (CONT'D)

(almost mockingly)

You were saying?

On Chimera mirroring Cyclops' expression, we --

CUT TO:

EXT. DAILY BUGLE, ROOF - EVENING

MELANIE falls from the sky and lands on the concrete roof in a crouch. She slowly stands, looks out over the city from the edge.

MELANIE

There are a hundred other, more polite ways to get me in my suit than throwing me *out a window*.

(with a sigh)

The *one time* I forget my costume, and --

FEMALE VOICE (O.S.)

It's a good thing you have me, huh?

Melanie turns around quickly, we follow her gaze to --

MARY-JANE, as she steps through the door onto the roof with a backpack in her hand.

MELANIE

What the -- How did --

MARY-JANE

You work at the Daily Bugle. Spider-Girl hangs out on roofs. Basically, I got lucky.

Mary-Jane tosses the backpack to Melanie, who catches it in her arms. She opens it --

--the SPIDER-GIRL COSTUME is folded neatly inside, completely repaired. Melanie sighs in relief.

MELANIE

You're a life saver, MJ.

MARY-JANE

(with a wink)

Sweet and savory? I think so.

Melanie works on getting out of her clothes and into the suit. She stuffs her civilian clothes into the backpack as she works.

MELANIE

I'm sorry I ran out on you earlier, I just, I...I promise I'll explain. As soon as I get back, explanations are happening.

MARY-JANE

Mmmhmm. You bet they are.

Melanie slips her gloves onto her hands, then proceeds to hop around on one foot, pulling on one of her boots.

MELANIE

Wow, this is a little embarrassing. I swear this isn't usually how I prepare for action.

Mary-Jane laughs and moves closer to the brunette. She balances her and allows her to slip into the last boot.

The redhead slips the mask into Melanie's hand and leans in, bringing their mouths together in a brief but affectionate kiss.

Mary-Jane pulls away with a grin, leaving a blushing Melanie.

MARY-JANE

Go get'em, Tigress.

A grin spreads across Melanie's face and she yanks the mask over her head, completing the costume transformation to SPIDER-GIRL.

Wordlessly, she makes a running jump off the roof and disappears from our view.

Mary-Jane runs to the edge as Spider-Girl FLINGS herself into the air, back into our line of sight. As she webslings away --

CLOSE ON: Mary-Jane. Off her grin and the sparkle in her eyes, we --

BLACKOUT:

END OF ACT THREE

ACT FOUR**FADE IN:****EXT. MANHATTAN STREETS - NIGHT**

THWIP.

SPIDER-GIRL swiftly swings into view, high above the city streets. She lets go of the web, backflips --

THWIP. Another web. She throws herself higher --

-- The screen SOLARIZES for a split second --

-- She LETS GO of the web again and freefalls as two metallic BLURS, one ORANGE and one YELLOW, ZOOM passed her.

SPIDER-GIRL

Missed me, missed me, now you gotta
ki--

-- A metallic GREEN BLUR SLAMS into her, pulling a startled cry from her and air-tackling her off screen.

We linger on the buildings a moment, then finally --

CUT TO:**INT. PATROL CAR, MANHATTAN STREETS**

Static and the low-volume voices of various police officers spills into the air from the radio.

In the driver's seat, CAPTAIN STACY sits with his eyes on his daughter, who occupies the passenger seat.

CAPTAIN STACY

Is it as fun as you remember?

Gwen grins and leans back in the seat, folds her arms over her abdomen.

GWEN

More fun than I remember. Now that
I actually know what's going on, it
makes it so much cooler.

Captain Stacy smiles, a bright happiness in his stress-ridden eyes. Then, a realization hits him --

CAPTAIN STACY

Weren't you supposed to have dinner
with Melanie tonight?

GWEN

I was, but she had to cancel. The
text I got earlier was from her.

Gwen taps her pants pocket that contains the phone.

GWEN (CONT'D)

But it's okay, I'm not upset or
anything.

(beaming)

I'm having fun.

A sudden eruption of GASPS sounds from outside the vehicle,
and both passengers quickly look to see what's going on.

Captain Stacy motions for Gwen to stay, opens his door --

EXT. MANHATTAN STREETS (CONTINUOUS)

And he steps out onto the sidewalk. His gaze follows those of
the pedestrians, and as such we follow --

-- To the sky, where two metallic blurs fly passed SPIDER-
GIRL, and another one manages to RAM into her. It carries her
with it, on a crash course to the nearest roof --

-- Captain Stacy slams his door shut and DASHES to the fire
escape of the building in question.

He grabs for his shoulder-radio, clicks it "ON" --

CAPTAIN STACY

(via radio)

This is Captain Stacy. I'm gonna
need back-up at 5th and Chambers.
Looks like those Goblins are back.

He lets go of the radio, and as he begins to climb --

CUT TO:

EXT. MANHATTAN STREETS, ROOFTOP

With an audible grunt of pain, SPIDER-GIRL hits the rooftop
shoulder-first and rolls across the concrete to even out the
impact damage. She comes to a stop, flat on her back.

TILT UP SLIGHTLY --

The *GREEN GOBLIN* hovers just off the edge of the building, his maniacal, yellow gaze set on her.

SPIDER-GIRL

Hoo-boy, thank God you didn't miss me. No one wants to kiss *that* ugly mouth.

GREEN GOBLIN

Kiss *this*, Spider-Girl.

Four, bat-shaped *BLADES* fire from strategically placed slits in the glyder, flying straight at her --

-- She throws her legs up over her head, flips backwards and stops by holding her body vertically in the air with only two fingers of her left hand -- successfully dodging them.

She continues to hold herself up, looks at him.

SPIDER-GIRL

Well that was a let do--

A metal glove *SLAMS* into her stomach, knocking the wind out of her. She crashes to the ground --

-- But flips back up again, lands in a crouch. She jerks her head up, eyes on him --

-- She *LAUNCHES* herself at him, grabs him by the face and *THROWS* him to the ground with one hand.

She flips again, lands with her knees bent and one hand fisted at her side, the other stretched behind her with curled fingers, palm facing him.

SPIDER-GIRL (CONT'D)

And that was rude.

(beat)

You wanna tell me what you're doing this time, Gobbie? No offense, but the whole thing with you attacking me and me sending you home with a butt whoopin' is getting so old.

CUT TO:

EXT. MANHATTAN STREETS (CONTINUOUS)

Angled down from the roof, we watch as CAPTAIN STACY continues to climb. Sirens sound in the distance -- his back up.

CUT TO:

EXT. MANHATTAN STREETS, ROOFTOP (CONTINUOUS)

The GREEN GOBLIN stands, holds his hands up almost defensively.

GREEN GOBLIN

No, no, no, Spider-Girl. You misunderstand the nature of the game.

SPIDER-GIRL

Nope, nope. I don't think I do, Gobbie. I think you have a secret fetish for losing.

He puts his hand out, offering it to her.

GREEN GOBLIN

I'm completely serious, Melanie. Truce for now?

SPIDER-GIRL

Uh, hello! You just punched me and threw ghetto-grade Batarangs at me and you want a *truce*? I hope this isn't how you do business deals.

Her gaze noticeably shifts to his hand, then back to him.

SPIDER-GIRL (CONT'D)

Why should I trust you *now* after everything you've done?

GREEN GOBLIN

Because the Demogoblin is out of her mind --

SPIDER-GIRL

That's a "her"? I thought -- sorry, go on.

GREEN GOBLIN

She makes me look like a *kitten*, and I'm a very proud man, Spider-Girl.

(MORE)

GREEN GOBLIN (CONT'D)

(beat)
I need your help.

EXT. MANHATTAN STREETS (CONTINUOUS)

CAPTAIN STACY continues to climb, worry etched all over his features. Straight at the camera, his eyes narrow and he climbs faster.

Below him, we watch GWEN get out of the patrol car. Hands on the hood of the vehicle, she watches up after her father.

CUT TO:

EXT. MANHATTAN STREETS, ROOFTOP (CONTINUOUS)

SPIDER-GIRL places a hand on her hip, pokes it out slightly. Skeptical, she doesn't reach for his hand.

SPIDER-GIRL
If I help you, then I want you to
leave my family and friends alone.
No more of that bridge business.

GREEN GOBLIN
Of course.

SPIDER-GIRL
And clean up your own messes next
time. I'm not the friendly
neighborhood Spider-Janitor.

GREEN GOBLIN
(sarcastic)
Oh, your wit is one for the ages.

SPIDER-GIRL
I'm here every Tuesday and
Thursday!
(beat)
You got a deal, Gobs.

As she reaches out and grabs the Green Goblin's hand, CAPTAIN STACY pulls himself onto the roof.

His eyes widen; shocked, *appalled* and on that we --

CUT TO:

EXT. SOLSTICE ENTERPRISES, EUPHORIA'S OFFICE

A battle-worn CYCLOPS is THROWN against the wall by the psionic serpent that disperses on impact. She pushes herself away, revealing a dent --

-- VOOMP. Another psionic serpent SLAMS into her chest and forces her back against the wall.

ANGLE ON: MARVEL GIRL as she struggles to no avail against a serpents coiled around her body, clamped violently on her neck. It's hold effectively disables her telepathy and telekinesis, and physically restrains her.

CHIMERA

Hard to believe the two of *you* are listed as the most powerful of the X-Men.

CHIMERA, also looking pretty battle-worn, tips her head to the side mockingly. Her eyes dance from Marvel Girl to Cyclops. She grins.

CHIMERA (CONT'D)

I'm just not seeing it. Technology is so unreliable.

CYCLOPS

It works well enough for *me*.

VZOOM. A powerful optic blast THROWS Chimera through the office doors and out into the hallway.

The psionic serpent around Marvel Girl disperses. The redhead balls her hand into a fist, flicks her wrist and pulls the blonde to her telekinetically. Marvel Girl smirks.

She thrusts her arm towards the window, simultaneously sending Chimera's head through the glass.

Marvel Girl stretches both of her arms out in front of her, fingertips towards Cyclops. She lightly swings them over to Chimera, who can't move thanks to the glass threatening to slice her neck.

Cyclops grins --

VZOOM. The crimson blast hits the window trapping the villainous' head and SHATTERS it. Before Chimera can recover, Marvel Girl side-kicks her in the middle of her back --

-- Straight out the window.

The two mutants look at one another.

CYCLOPS (CONT'D)

I hope you caught her.

Marvel Girl grins and cups Cyclops' chin in her hand. She gives her a quick peck on the lips, and the grin turns into another smirk.

MARVEL GIRL

Guess we'll find out when we get down there.

As Cyclops' expression mirrors her girlfriend's, we --

CUT TO:

EXT. SOLSTICE ENTERPRISES, HELIPAD

The private jet of *EUPHORIA SOLSTICE* sits in the center of the helipad.

Underneath the door, a panel slides open with a distinct, electronic sound. From the new opening, thin metal stairs fold out one by one until the last one touches the ground.

The door slides up, retracting from our sight and allowing us a small glimpse into the jet --

-- *EUPHORIA* steps into view, her sour mood barely contained.

EUPHORIA

I leave my building for thirty bloody minutes...

She marches down the steps, to the cement. Her hands find her hips quite quickly.

EUPHORIA (CONT'D)

If they think the Danger Room is bad, just wait until they're in my clean up detail. Because you can bet those little brats are going to fix this.

MAGNETO (O.S.)

Those are Charles' students you're talking about, Euphoria.

Euphoria turns slightly, glaring at him over her shoulder.

EUPHORIA

They're big girls, they can handle a few harsh criticisms.

(MORE)

EUPHORIA (CONT'D)

If they can't, then they shouldn't
be X-Men.

MAGNETO steps into the doorway, with the three students and
STORM huddled behind him.

He levitates from the stairs to the ground, hovers a few feet
above it. He floats *ICEMAN* (full ice form), *NIGHTCRAWLER*, and
SHADOWCAT with him. Storm glides down with them.

Magneto glances at Euphoria.

MAGNETO

And you?

Her PERFECT DIAMOND FORM begins to take over her body, and --

EUPHORIA

Please. If I required your
assistance, I would have asked.

In full diamond form, Euphoria steps over the edge of the
roof and falls from our sight.

ICEMAN

Okay, so, I know the whole
"diamonds are indestructible"
thing, but *really*?

AERIAL SHOT: They begin to descend to the city in chaos
below, and we --

CUT TO:

EXT. SOLSTICE BOULEVARD, MANHATTAN STREETS - NIGHT

Two pairs of yellow boots hit the ground running. We slowly
WIND UP, around their bodies --

CYCLOPS and MARVEL GIRL dash down the street as fast as they
can. Over their shoulder, we see CHIMERA standing with the
rest of the MARAUDERS.

CYCLOPS

You take the telepaths. I'll take
crystal-boy and the chick in the
purple.

ICEMAN (O.S.)

Not without us, you're not!

Cyclops and Marvel Girl skid to a stop, turn to look behind them. The X-MEN, with Euphoria and Magneto, group up behind them.

Iceman grins. Cyclops doesn't.

CYCLOPS
Where's Spider-Girl?

Marvel Girl closes her eyes, concentrating. Her mind combs through their general vicinity --

MARVEL GIRL
I think she may be in trouble.
She's on top of some apartment
complex near the Daily Bugle with
the Green Goblin.
(beat)
Can you go help her? I can handle
things here.

Cyclops nods firmly, turns --

-- Marvel Girl grabs her by the arm, green eyes look straight into the red strip of the visor.

MARVEL GIRL (CONT'D)
Be careful.

CYCLOPS
You realize who you're talking to,
right?

The two share a brief, warm smile and the redhead lets go of her arm. Cyclops darts off and we --

CUT TO:

EXT. MANHATTAN STREETS, ROOFTOP - NIGHT

CAPTAIN STACY pulls himself onto the roof with a grunt. He pushes himself to his feet, suspicious eyes on the vigilante and the super villain.

He draws his gun, aims it at the pair --

CHNK. CHNK. CHNK. Three blades tear through the air --

-- EMBEDDING themselves into Captain Stacy's throat, chest, and abdomen --

-- *SPLAT*. Small capsules on the blades EXPLODE into a burst of webbing not unlike Spider-Girl's. It looks more than incriminating.

Captain Stacy gasps for air, gun falling over the edge of the roof. He grasps at his throat --

SPIDER-GIRL
(terror, shock)
NO!

The Green Goblin claps his hand on Spider-Girl's shoulder.

GREEN GOBLIN
Good job.

Captain Stacy stumbles back, dangerously close to the edge --

Spider-Girl slams her elbow into the Green Goblin's abdomen. She spins around, kicks him in the groin --

-- Captain Stacy's foot SLIPS, he falls amidst a chorus of gasps from the bystanders below --

SPIDER-GIRL
Captain Stacy!

She darts to the edge --

-- *THWIP*. The web attaches to his back in her hurried aim. The web *SNAPS* tight, catching him --

-- But snaps his neck in the process.

She reels him in slowly, pulls his limp, lifeless body into her arms as she sinks to her knees.

Her body shakes -- shock, fear, *sadness*. She doesn't know what to do. She stares down at the police captain, at a loss.

Her visible hand balls into a tight fist suddenly, she jerks her head over her shoulder --

-- The Green Goblin is GONE.

Spider-Girl slowly stands, cradling Captain Stacy's body in her arms. She steps towards the edge, looks down at the crowd below.

As she bows her head, we --

CUT TO:

EXT. TIMES SQUARE, MANHATTAN STREETS - NIGHT

CYCLOPS makes her way through the crowd. She moves side to side, doing her best not to bump into anyone -- both civilians and news crews.

The GREEN GOBLIN jets away from a rooftop not far ahead, Spider-Girl no where in sight. Cyclops stops, turns to watch him retreat into the distance between numerous buildings.

She grits her teeth, turns back to the front and breaks into a sprint.

CYCLOPS

Get out of my way!

She finally resorts to shoving those in her way, ignoring the few anti-mutant slurs thrown her way. The slurs soon turn into terrified gasps that nearly drown out the sound of an engine --

-- The front of a Goblin Glyder SLAMS into Cyclops from behind --

-- It THROWS her into the windshield of an idled taxi cab.

ANGLE ON: The DEMOGOBLIN. She ominously hovers just in front of the taxi.

BACK ON SCENE: Cyclops crawls onto the hood of the vehicle. Her hand finds her cheek, fingers smearing blood over her face from one of the many bleeding cuts. She grimaces.

PAN OUT as the Demogoblin moves in closer.

DEMOGOBLIN

Don't worry Cyclops, you'll go down in history, and as a martyr at that.

(beat)

Too bad the world couldn't accept you. Maybe if they did, I wouldn't have gotten my hands on a pretty little mutant with the ability to suck powers and then *reverse* the process to *give* them to me.

Cyclops slides off the taxis' hood and shrugs her jacket off her shoulders, tiny shards of glass *CLINKING* to the ground with it.

CYCLOPS

Yeah okay, I'll believe that when I s--

Demogoblin PUNCHES Cyclops in the gut, forces her to double over and knocks the wind out of her.

Demogoblin swings her arm, SLAMS her metallic forearm into the side of the mutant's face. The impact throws her head to the side.

Cyclops spits blood onto the asphalt and rubs the back of her gloved hand across her slightly bloodied mouth. Her lips curl into a half-smirk.

CYCLOPS (CONT'D)

That all?

Off her confidence, we --

CUT TO:

EXT. MANHATTAN STREETS

ANGLE ON: The ground as SPIDER-GIRL'S BOOTS hit the pavement.

PULL BACK as the vigilante slowly stands to her full height, the body of CAPTAIN STACY in her arms.

She scans the crowd and her gaze rests on --

GWEN STACY. Silent tears stream down the blonde's cheeks, shaky hands grip her father's handgun. She takes a step back, away from Spider-Girl.

TIGHT ON: Her trembling, jittery finger teases the trigger.

BACK ON SCENE: Spider-Girl's shoulders fall, ashamed. She carefully takes a step towards Gwen --

GWEN

(angry panic)

S-stop! Right there!

Spider-Girl pauses, but doesn't back away.

GWEN (CONT'D)

Put h-him down.

When Spider-Girl doesn't comply --

GWEN (CONT'D)

Get away from him!

Defeated, the wallcrawler finally gets down on one knee and lays the police captain's body on the ground. She puts her hand on his chest and bows her head, apologetic.

Gwen's body trembles, she tries to hold the gun still but to no avail.

GWEN (CONT'D)

H-he was *all* I had left and you --
you took him from me.

(beat, choked up)

I defended you. I thought you were
a *hero*.

(shouting)

You're *supposed* to be a hero!

Spider-Girl lifts her attention back to the captain's daughter.

SPIDER-GIRL

I --

GWEN

Just get away from him!

Spider-Girl rises, watching Gwen carefully. She steps over the captain's body, moves closer to Gwen.

The blonde quickly takes an unstable aim at the vigilante, fear in her blue eyes.

GWEN (CONT'D)

STOP!

But she doesn't. The webslinger takes another step, reaches out to the devastated teenager. When she speaks, her voice is full of sadness -- on the verge of tears.

SPIDER-GIRL

(softly)

Gwen, I'm sorry, I --

GWEN

I said *stop*!

TIGHT ON: Gwen's face. She shuts her eyes tight, jerks her head to the side and --

BANG.

BANG.

BANG.

BLACKOUT:

END OF ACT FOUR

ACT FIVE**FADE IN:****EXT. SOLSTICE BOULEVARD, MANHATTAN STREETS - NIGHT**

A solid ICE SLIDE steered by ICEMAN zooms passed us --

-- and SLAMS into MALICE, knocking him onto his back.

Iceman leaps from the slide, jumps on to him --

-- Malice kicks his feet up, hitting Iceman in the chest and flipping the two over so that Malice ends up on top.

MALICE

Didn't work out so well for you,
did it?

Malice PUNCHES him across the face with a solid-ice fist, cracking Iceman's cheek.

BAMF. NIGHTCRAWLER appears in a cloud of brimstone, lands on Malice's back --

-- He elbows her in the face, stands and turns quickly, grabs her by the face with his bare hand.

As Nightcrawler stiffens and her eyes roll into the back of her head, life force being siphoned, we --

ANGLE ON:

SHADOWCAT shifts into complete intangibility as PRISM charges toward her. He runs right through her, and she spins around quickly -- tangible again -- and grabs him by the shoulders.

She shoves him into the nearest wall, PHASES him halfway through it. She stands back, triumphant --

-- A purple-gloved hand SLAMS her face into the wall, knocking her unconscious on impact.

PULL BACK, and ARCLIGHT smirks, crossing her arms over her chest.

ARCLIGHT

Earth's mightiest heroes, these
guys are *not*.

ANGLE ON:

The diamond fist of EUPHORIA flies across MINDFUCK'S face, knocking her back several feet. The brunette narrows her eyes, concentrating --

EUPHORIA

Sorry darling, but that's not going to work.

Euphoria headbutts her and throws her high-heeled foot into the opposing telepath's stomach.

Mindfuck wipes her forearm across her mouth, narrows her eyes. Frustrated, angry.

MINDFUCK

My illusions have never failed on anyone.

EUPHORIA

Obviously you're wrong. No surprise there, though.

(with a smirk)

Not everyone can be as flawless as I am.

ANGLE ON:

STORM, who is held in the air, restricted by two psionic serpents; one coiled around each of her wrists. They spread her arms out, leaving her body wide open --

ZRAK. Another serpent SLAMS into her chest --

ZRAK. ZRAK. Two more, both hitting harder than the last.

TILT DOWN --

CHIMERA rotates her arm in a circle in front of her, forms another serpent. She swipes the air and sends it barreling towards Storm.

As the blonde smirks devilishly --

-- An unseen psionic wave SLAMS into her and throws her several feet down the road, into a storefront window. Her attacker, MARVEL GIRL, reflects in the broken glass.

ANGLE ON:

Two visitors that weren't here when we left. The orange, metallic-clad HOBGOBLIN. He hovers on his glyder, just behind his father -- the GREEN GOBLIN.

Floating above them, MAGNETO.

MAGNETO

Surely the two of you aren't stupid enough to actually engage me in battle.

HOBGOBLIN

Surely you don't think we're scared of you.

There is a glimmer in Magneto's eye, and he smirks to himself.

MAGNETO

What I think is irrelevant. But because you're here, I can only assume you're part of the problem. And this is a very big problem, if you haven't noticed.

He raises one of his hands into the air and his fingers twitch slightly. The Hobgoblin grunts in pain as his suit begins to cave in on him.

GREEN GOBLIN

What are you doing?

MAGNETO

Protecting my people.

The Green Goblin growls, his index finger hits a button on his opposite forearm. A small compartment on his glyder opens and propels two PUMPKIN BOMBS into his hands. One blinks red, the other blinks a dangerous green.

MAGNETO (CONT'D)

Allow me.

Magneto pulls them away from him, and as the Green Goblin tries to snatch them back --

The two bombs collide roughly and we're forced to --

CUT TO:

EXT. MANHATTAN STREETS - NIGHT

A large crowd of people silently parts in two, leaving GWEN and SPIDER-GIRL standing opposite one another.

Spider-Girl's balance falters and she drops to her knees. One hand hits the asphalt, holding the rest of her body up. The free hand presses against her bloody abdomen, hardly concealing three messy gunshot wounds.

CLANK. The handgun hits the ground and Gwen's hands fold over her mouth. Tears spill from her eyes, entire body trembling.

Spider-Girl lets out a pained breath, fingers curl as if grabbing at the ground.

MARY-JANE (O.S.)
(panicked)
Melanie! *Melanie!*

ANGLE ON: One side of the dense crowd. MARY-JANE pushes her way through the mass of people, breaking free just in time --

GWEN
What? *Melanie?*

Gwen watches as Mary-Jane makes her way Spider-Girl. The redhead kneels at the superheroine's side --

GWEN (CONT'D)
Oh -- Oh God. Oh God, I'm so sorry!

The blonde quickly moves to the wounded vigilante, but Mary-Jane snaps her head in Gwen's direction --

MARY-JANE
Get away, Gwen.

GWEN
B-but I didn't --

MARY-JANE
(shouting)
Get the *HELL* away before I kill you myself!

Tears falling from her eyes, Gwen takes a slight step back, then another. She breaks into a RUN, and disappears into the crowd of onlookers.

Mary-Jane holds on to Spider-Girl, worry etched into her young features.

MARY-JANE (CONT'D)
We have to get you out of here.

SPIDER-GIRL
(with a deep breath)
You're tellin' me. I've put enough new holes in this costume you just repaired. I'm gonna have to start paying you at this rate.

Mary-Jane smiles, tears welling in her eyes.

MARY-JANE

Heroes get it free.

Mary-Jane helps the vigilante to her feet, keeps her balanced.

SPIDER-GIRL

Well that's a relief, because I'm broker than...than whatever that dumb joke was about to be.

MJ

Enron?

SPIDER-GIRL

Yeah --

She hisses in pain, grips her abdomen.

SPIDER-GIRL (CONT'D)

Let's go with that.

MARY-JANE

We've got to get you to a doctor.

SPIDER-GIRL

(sudden)

No.

(lighter)

No, no doctors. They'll take off my mask.

MARY-JANE

(stern)

La-- Spider-Girl, you are bleeding out.

SPIDER-GIRL

I'll be *fine*. The X-Men have a doctor that knows who I am. Just help me g--

KA-BOOM. An explosion RATTLES the area, seconds before --

WHOOMF. Feedback from the explosion in the form of an invisible energy wave RIPS down the street --

-- It THROWS an en route taxi cab straight at the crowd, at Mary-Jane --

-- Spider-Girl catches it with a pained grunt, the impact forces her to lean back impossibly far. She buckles her knees to keep herself from falling, and slowly rises back to her height.

She drops the vehicle back on to the street and stumbles backwards, into the redhead. Mary-Jane catches her.

MARY-JANE

I'm sorry, I couldn't hear you over the sound of the explosions. Say that again?

SPIDER-GIRL

I *said* --

The sound of collapsing bricks and snapping metal interrupts her.

SWISH PAN LEFT --

The entire side wall of a nearby, out-of-shape building begins to fall --

SPIDER-GIRL (CONT'D)

You've gotta be kidding me --

Spider-Girl breaks free from Mary-Jane and dashes beneath the falling wall that threatens to flatten the bystanders.

She spins around, braces herself --

-- And the wall SLAMS against her back. She cries out as the weight forces her to hunch over, bends her knees to support it. She throws her arms out to her sides, bends them at her elbows and places her hands against it to help hold it up.

The crowd stares on, motionless.

SPIDER-GIRL (CONT'D)

(to the crowd)

Uh, hello? Big wall heavy. Big wall smash spider. Please move.

As if suddenly given back their free will, everyone scatters out of the danger zone. Everyone except Mary-Jane.

SPIDER-GIRL (CONT'D)

What are you doing? Not what you're supposed to be doing, that's for sure.

Mary-Jane puts her hands against the wall, tries to push. Spider-Girl tips her head to the side, watching her. For all the redhead's grunts and heavy breaths, she gets no where.

SPIDER-GIRL (CONT'D)

I think you ingested too much kryptonite there, Superwoman.

Spider-Girl's knees buckle unexpectedly, forcing her down a little more with the weight of the wall against her. Mary-Jane instinctively jumps backwards.

SPIDER-GIRL (CONT'D)

Mary-Jane, I would prefer it if you would please go stand over there.

Her voice becomes shaky, obviously fighting back her unseen tears.

SPIDER-GIRL (CONT'D)

I'm not going to make it out of this, and if you don't move, it's going to kill you too.

Mary-Jane balls her hands into fists. Desperate, angry. It reflects in her voice.

MARY-JANE

How do you know?! This is a city full of superheroes and NONE OF THEM CAN COME LIFT THIS WALL?!

MARVEL GIRL (V.O.)

(telepathically to Spider-Girl)

Red Leader to Spidey One, need a hand?

Spider-Girl's gaze shifts upwards and we follow it --

To MARVEL GIRL, who floats just outside of the danger zone. As she reaches out, we --

CUT TO:

EXT. TIMES SQUARE, MANHATTAN STREETS - NIGHT

DEMOGOBLIN growls, a sound not unlike an angry dog. She lurches forward --

-- And PHASES her hand into CYCLOPS' chest.

Cyclops' breath catches in her throat, her body freezes. She swallows hard, a shaky breath escapes her lips. Her hidden gaze drops to look at the invading hand.

Demogoblin brings a steel boot up to Cyclops and kicks her back. The gauntlet imbedded in the mutant's chest comes out smoothly like a hot knife through butter, yet the leader of the X-Men still screams in immense pain.

She falls against the damaged taxi cab, holding on to the left side of her chest. Her breath is short, quick -- pained, even.

DEMOGOBLIN

Hm...nifty little power.
 (pleased with herself)
 It sure took your *breath* away.

Cyclops grunts, clenches her jaw tight. She grips her chest tightly, as if trying to ease her pain.

The Demogoblin advances on her again --

-- Cyclops takes a SWING at her, but misses horribly. Demogoblin PUNCHES the mutant in the gut. She throws her backwards --

-- ROUNDHOUSES Cyclops in the head, disorienting her temporarily.

Cyclops tries to regain her composure --

-- Demogoblin grabs her shoulder, yanks her down and KNEES her in the stomach before shoving her back against the taxi cab.

Cyclops gasps for air, grabs her chest again. She seems to be having trouble, can't catch her breath. Her fingers find her visor.

DEMOGOBLIN (CONT'D)

(tauntingly)
 Whatcha gonna do no--

Cyclops tears the visor off --

-- VZOOM. An unrestrained optic blast SLAMS into Demogoblin and THROWS her into one of the many large screens in the middle of Times Square, busting it in a flurry of sparks and electronic ZZTS.

Cyclops drops her visor on the ground. She stumbles backwards and hits the ground with a THUD. As she cries out in agony, we --

CUT TO:

EXT. MANHATTAN STREETS - NIGHT

ANGLE ON: The sky as the SCREAM carries over the crowded streets, over the car horns and the chaos --

TILT DOWN TO --

MARVEL GIRL hovering above the ground, arms outstretched, palms facing the fallen wall. It slowly lifts off of SPIDER-GIRL --

But the mutant's concentration falters, the scream distracting her. She knows who it is, knows she's in danger --

The wall DROPS back onto SPIDER-GIRL'S back with all its weight and the wallcrawler cries out, startled and in pain.

Marvel Girl's apologetic eyes lock with Spider-Girl's --

SPIDER-GIRL

Go, I got this.

Spider-Girl pulls one arm away from the wall, gives the telepath a thumbs up.

SPIDER-GIRL (CONT'D)

(strained)

I'll be here. Just, y'know, hangin' out. Me and this wall are gettin' pretty tight as you can see.

Marvel Girl nods, the worry evident all over her features. Not just for Cyclops, but for Spider-Girl as well.

MARVEL GIRL

I'll be right back. Just...don't get squashed.

Marvel Girl FLIES off, and we FOLLOW HER into the sky until we lose her behind the buildings.

DRIFT BACK DOWN --

To Spider-Girl and MARY-JANE. Spider-Girl's body trembles, her knees the worst. The wall is getting harder and harder for her to hold.

SPIDER-GIRL

So, remember that one time when the wall tried to squish me?

MARY-JANE

Why do you do that?

SPIDER-GIRL

Do what?

MARY-JANE

Make jokes.

SPIDER-GIRL

I strive to be the most annoying
superhero to ever exist.

Mary-Jane's lips tug upward into a soft smile.

MARY-JANE

Even when I'm trying to be serious
you amuse me...but you're avoiding
the question, Lani.

Spider-Girl drops her gaze. Her jaw quivers slightly. She's
silent for several moments, then --

SPIDER-GIRL

Because I'm scared, MJ.

(beat)

I knew when I first started doing
this that there was always a risk,
but I didn't expect it to actually
happen.

(beat)

I'm only seventeen. What was I
thinking? And, *God*, what about
grandma? I didn't even...she lost
grandpa, and now she, she --

A shaky sob interrupts her sentence and her footing falters,
forcing her to bend her knees more to catch herself and
support all the extra weight.

Mary-Jane brings their foreheads together, eyes staring
straight into Spider-Girl's eyepieces.

MARY-JANE

Sssh. Don't be scared, okay?
She'll never be alone, Melanie,
she's my grandma too.

(beat)

You just need to hang in there,
because someone is coming to help.

Spider-Girl's foot slips, but she quickly recovers. Her
breathing staggers, she's obviously weakening.

SPIDER-GIRL

You need to go, like, now. 'Cause
if I meet up with you at the pearly
gates, we are so not cool anymore.

MARY-JANE

I'm not leaving you.

SPIDER-GIRL

Did you hear a choice in that sentence? Because I didn't.

(beat)

My body's pushing overdrive, but it won't last forever.

But the hopeful Mary-Jane's not having any of it --

MARY-JANE

It doesn't need to last forever, just long enough.

Spider-Girl shakes her head, slipping further. She struggles to push it back up, but it doesn't work this time.

She tries to push Mary-Jane one more time --

SPIDER-GIRL

Mary-Jane, please. You have to go.

MARY-JANE

NO!

(tears in her eyes)

I'm not leaving you, got it? I'm getting you to a doctor.

Spider-Girl grunts, shifts slightly. The wall hardly budes.

SPIDER-GIRL

MJ, I can't keep holding this up and as soon as I let it go --

She swallows hard, sucks in a breath. The breath she lets back out is shaky.

Mary-Jane peels the mask off Spider-Girl's face, head, and tosses it to the ground. She wraps her arms around the blue and red-clad vigilante's neck and kisses her deeply.

She barely pulls away, looking straight into Spider-Girl's watering eyes.

MARY-JANE

You've never left me. You've been my hero long before you became Spider-Girl.

(beat)

I can't leave you now when it's my chance to be yours.

Spider-Girl closes her eyes tightly, forcing the tears to fall down her cheeks.

Mary-Jane wraps her arms around Spider-Girl's body tightly. She buries her face in vigilante's chest.

The look in the webslinger's eyes finally spells defeat. She rests her forehead against the top of Mary-Jane's head.

SPIDER-GIRL
(whispered)
I love you, Mary-Jane.

MARY-JANE
I love you too, Melanie.

Spider-Girl wraps her arms around Mary-Jane, a protective embrace. *Shielding* her.

PULLING BACK SLOWLY, the large brick wall finally overpowers her. As it falls, burying them underneath it's rubble, we --

CUT TO:

EXT. TIMES SQUARE, MANHATTAN STREETS - NIGHT

PAN ACROSS the asphalt until we finally reach the motionless body of CYCLOPS.

Her eyes stare up at the sky. For the first time, we see that they're a startling, sapphire blue.

Her arm slowly lifts and clutches the side of her chest again. She sucks in a breath, winces --

MARVEL GIRL (O.S.)
(shouting)
Kristen!

Cyclops tries to prop herself up on the elbow of her unused arm.

CYCLOPS
It's Cyclops on mission time.

MARVEL GIRL (O.S.)
Don't you even start that shit.

MARVEL GIRL lands at the leader of the X-Men's side and immediately kneels down.

MARVEL GIRL (CONT'D)
(trying to be light)
You look like a cat dragged you
through hell.

Cyclops winces again, as if it hurts her to talk -- to *breathe*.

CYCLOPS

I'm sure I've been through worse.

MARVEL GIRL

I've got you, just relax.

Marvel Girl closes her eyes, one hand against Cyclops' chest. Her index and middle fingers of her free hand press against her own right temple. She concentrates, telepathically searching for the problem --

-- But instead, their surroundings become foggy, warped --

EXT. ASTRAL PLANE - INDISTINGUISHABLE TIME

They shift into the ASTRAL PLANE -- an unknown plane of existence wrapped in fog that literally seems to shine with various memories literally running through it.

Here, MARVEL GIRL and CYCLOPS stand opposite of one another, in perfect condition. The only difference is Cyclops is still without her trademark eye accessory.

Marvel Girl looks suddenly panicked.

MARVEL GIRL

No...no! This isn't right!

Cyclops glances around their surroundings, turning her body accordingly. She knits her eyebrows together, puzzled.

CYCLOPS

So...we're obviously not in Kansas anymore.

(to Marvel Girl)

Where are we?

MARVEL GIRL

Don't make me laugh by quoting Spidey quoting old movies.

A half-grin climbs across Cyclops' lips and she gently takes the telepath's hand into her own.

CYCLOPS

(jokingly)

Desperate times call for desperate measures.

(beat)

But, really. Where are we?

MARVEL GIRL

I brought you here trying to save you, but I don't think it's working.

CYCLOPS

That explains why it doesn't hurt anymore.

Cyclops looks down at her chest, runs her hand along the side that's *supposed* to be injured. Her gaze returns to Marvel Girl.

CYCLOPS (CONT'D)

What do you mean you "don't think it's working"?

Marvel Girl is hesitant, visibly upset. Tears form in her eyes.

MARVEL GIRL

I can feel you slipping away from me.

As Cyclops' expression falls, we --

CUT TO:

EXT. TIMES SQUARE, MANHATTAN STREETS - NIGHT

CYCLOPS still stares up at the sky, but this time, her eyes are empty. She doesn't blink, doesn't move. It's an emotionless, blank stare.

Her body is limp in MARVEL GIRL'S arms.

A sadistically gleeful giggle tears our attention away to --

The DEMOGOBLIN as she approaches the two. Her suit is severely banged up. Full pieces are missing from the arms, legs, and the chest plate is busted. One side of the faceplate of the helmet has been destroyed, revealing part of her face.

DEMOGOBLIN

Little Mutie, that's not going to help. I collapsed her lung...and all that stress isn't good for the heart, you know.

Marvel Girl ignores her, attention fixated on the mostly unresponsive Cyclops.

MARVEL GIRL
Kristen, snap out of it! *Kristen!*

DEMOGOBLIN
It's not gonna work. Her body is in
shock right about now.
(grinning)
Next comes cardiac arrest.

Marvel Girl's head snaps in Demogoblin's direction --

MARVEL GIRL
SHUT UP, YOU BITCH!

A fiery aura begins to form around her, her eyes practically
one fire. Off that image, we --

CUT TO:

EXT. ASTRAL PLANE - INDISTINGUISHABLE TIME

CYCLOPS glances down at their intertwined fingers. She
squeezes MARVEL GIRL'S hand tighter at the same time she
takes hold of her other hand.

CYCLOPS
I'm not going anywhere, Jean.

Marvel Girl squeezes her hands tighter, the tears finally
spilling from her eyes.

MARVEL GIRL
But you are! It's like there's a
black hole in my heart just growing
bigger and bigger.

Cyclops smiles weakly, as if trying to assure not only Marvel
Girl, but herself as well. She shakes her head slightly.

CYCLOPS
I'm not done here. I still have to
make sure my team makes it out of
this alive and one of them is still
in danger. Spider-Girl still needs
my help.

Cyclops' eyes search the redhead's as she pulls her closer.
She lifts one of her hands, cups it over Marvel Girl's cheek.
We notice that it's slowly becoming transparent, fading away.

CYCLOPS (CONT'D)

(gently)

I still have nightmares to save you
from.

EXT. TIMES SQUARE, MANHATTAN STREETS - NIGHT

The fiery aura burning around MARVEL GIRL becomes more intense. Her eyes are shut tight, desperately holding on to her girlfriend's dying body.

Innocent bystanders and vehicles near her, and the emergency crews running towards her are ATOMIZED. Completely wiped from existence without a single thought or hesitation.

TIGHT ON: One of CYCLOPS' hands. It twitches once, twice, and reaches for Marvel Girl's. It grabs hold, squeezes tightly.

EXT. ASTRAL PLANE - INDISTINGUISHABLE TIME

MARVEL GIRL looks right at CYCLOPS, panic in her eyes -- in her voice.

MARVEL GIRL

This has got to be one of them,
because you're disappearing!
(choking back a sob)
Kristen, you're *fading away!*

Cyclops' gaze never leaves her girlfriend, even as the corners of her mouth fall into a frown.

CYCLOPS

I've always been a survivor, Jean.
I'm not ready to die.
(beat)
Maybe if this happened a few months ago, I'd be okay with it, but now...?
(beat, hesitant)
You, the professor, Miss Munroe.
All of you. You're the family that I used to wish for when I was a little kid. Not just because we live together or work together, but because for once in my life, I feel *safe.*

Tears form in the fading teenager's eyes, but she forces her lips back into a smile despite them.

CYCLOPS (CONT'D)

And you -- through everything,
you've been there for me even when
I closed up on you and pushed you
away. You kept pushing back and you
didn't give up on me.

(beat, softly)

Jean, I --

Cyclops looks down, as if she's afraid she's stepped over a boundary. She struggles with herself, but --

Marvel Girl closes the small gap between them and pulls her into a deep kiss.

MARVEL GIRL

(pulling away)

I love you.

(softly)

Too.

Cyclops lays her head on the redhead's shoulder, quiet. She wraps her arms around her tightly, all of her unspoken emotion going into the embrace. Fear, but at the same time, relief.

Marvel Girl hugs her closer, tighter, their bodies practically one. The brunette finally lifts her head up, her blue eyes locking with Marvel Girl's green ones. Cyclops blinks once, and the tears fall down her cheeks.

The telepath brings their lips together in one last, gentle but passionate kiss.

TIGHT ON:

The two of them, together. Locked in an embrace, their kiss unending.

Their various memories of one another seem to shine brighter in the foggy surroundings as Cyclops' body becomes just another one of those memories, leaving Marvel Girl alone.

CUT TO:

EXT. TIMES SQUARE, MANHATTAN STREETS - NIGHT

MARVEL GIRL lets out a heartwrenching *SCREAM* as her head snaps towards the sky. The PHOENIX SYMBOL glows brightly on her chest, through her suit --

-- And the scream turns into the shrill cry of the *PHOENIX*.

A wave of energy with a fiery glow BLASTS out of her in every direction, obliterating vehicles and buildings and atomizing any human bodies --

FLASH TO:

EXT. SOLSTICE BOULEVARD, MANHATTAN STREETS (CONTINUOUS)

A series of shots bombard us:

- ICEMAN stands his ground beside an unconscious NIGHTCRAWLER. He shields his face, with his only remaining arm, from the blow MALICE is ready to deliver -- but the latter ATOMIZES right before our eyes.

- PRISM holds up an unconscious SHADOWCAT, and as ARCLIGHT prepares her combat knife for a killing blow -- they both ATOMIZE and Shadowcat's body falls to the ground.

- CHIMERA stands over STORM'S body. A smirk is on her lips. One of her psionic serpents coils around her arm, ready to strike -- but Chimera ATOMIZES and the serpent disperses.

- EUPHORIA holds MINDFUCK to the ground with her hand against the other telepath's throat. She PUNCHES down -- but Mindfuck ATOMIZES and her fist hits the concrete instead.

FLASH TO:

EXT. TIMES SQUARE, MANHATTAN STREETS (CONTINUOUS)

The fiery woman who rises from the ground wordlessly is not the one we know. Marvel Girl is gone, lost to the burning rage of the *DARK PHOENIX*.

As she moves towards the DEMOGOBLIN, her black and gold X-SUIT flecks off her body to reveal a red spandex-like suit beneath it, the Phoenix Symbol glowing strongly on her chest. Golden elbow-high gloves adorn her hands, with matching knee-high boots. A sash of the same color waves in the wind, wrapped around her waist.

The Dark Phoenix BACKHANDS the Demogoblin, sending her tearing through a neon sign before crashing into the asphalt.

Demogoblin RUSHES towards her in a yellow BLUR, throws her fist at Dark Phoenix's face --

-- But the redhead catches her hand with ease and sets it ABLAZE.

Demogoblin snaps her hand away, shakes it violently --

CRACK. Demogoblin's arms snaps at the elbow, broken. She laughs out, almost mockingly at the Dark Phoenix.

The fiery woman narrows her eyes --

CRACK. CRACK. Her other arm is dealt the same fate, then one of her legs twists and snaps at the knee. But again, met with laughter.

CRACK. The other leg. More laughter.

Dark Phoenix's eyes flare, her anger -- her *rage* burning uncontrollably. She telekinetically lifts the Demogoblin into the air, dangling her --

-- And begins to ATOMIZE her from the feet up. Slowly, painfully. But Demogoblin continues to laugh.

DEMOGOBLIN

Oooh, stop. It *tickles*.

Dark Phoenix's eyes narrow darkly, and when they snap back open completely --

A slimy, blood-covered organ RIPS from Demogoblin's throat -- her LARYNX. It drops to the ground, discarded and useless. Blood pools into her mouth, drips from the corners of her lips.

Dark Phoenix narrows her eyes again, and blood begins to seep from Demogoblin's exposed eye, as well as her nose, her ear.

She's become completely immobile, and we can only assume that the Phoenix has done something to her brain. They briefly lock eyes --

-- And the Demogoblin ATOMIZES completely.

The Dark Phoenix makes one last, long glance down at Cyclops' body as the fiery aura seems to unfold from behind her. It creates wings of fire that appear to come from her back.

She closes her eyes for a long moment --

-- Then she TAKES OFF, a trail of fire burning behind her that lights up the night sky.

We linger on the PHOENIX FIREBIRD as it ascends beyond our view, and as it finally disappears from sight, we --

FADE OUT:

END OF ACT FIVE

ACT SIX**FADE IN:**

Soundtrack: "SERENATA" - ATOMIC MIX LAB

EXT. OVER MANHATTAN - NIGHT

PAN ACROSS the many buildings and skyscrapers of MANHATTAN, focused on the ground as we move. In the streets, we find that costumed help has arrived much, much too late.

The sound of BOOT-JETS dominates the sirens and hysterical citizens below us.

An armored red-and-gold humanoid FLIES passed the screen and we follow it as it lands on the ground with a metallic *CLUNK*.

EXT. MANHATTAN STREETS (CONTINUOUS)

We PAN AROUND the towering figure and the distinctive suit reveals it to be the invincible IRON MAN.

He takes a few heavy steps towards a fallen brick wall that lies in the middle of the once-busy street.

INT. IRON MAN HELMET (CONTINUOUS)

Various holographic screens surround the face of billionaire TONY STARK.

His eyes show his stress, and the information on the screens doesn't seem to help. Until --

A light beeping catches his attention. His eyes scan over the findings. A flicker of hope --

EXT. MANHATTAN STREETS (CONTINUOUS)

IRON MAN takes hold of the brick wall and slowly lifts it off of the ground. As it rises, the bloody body of an unmasked SPIDER-GIRL comes into view.

Underneath her body -- MARY-JANE. The redhead opens her eyes slowly, though she's almost in a daze.

Iron Man pushes the wall back up against the building it fell from as the *CRACKLING* of a fire can suddenly be heard off screen.

As soon as the wall is steady, Iron Man immediately reaches for Mary-Jane. He picks her up, into his arms --

MARY-JANE

Save her!

PAN LEFT to watch the Golden Avenger hand the redhead over to SUPERNOVA as her fire extinguishes.

The human torch pulls Mary-Jane into a a sympathetic, but almost protective, embrace. She looks over the teenager's shoulder, sadness in her eyes as she watches on.

Iron Man pulls off his helmet and drops it on to the ground. He looks directly at Supernova.

IRON MAN

Supernova, get Sue and take the girl with you.

MARY-JANE

No! I didn't leave her then, I'm not leaving her n--

Supernova's entire body IGNITES and she BLASTS OFF into the sky, taking Mary-Jane with her.

IRON MAN

God dammit, c'mon Mel.

He places the palm of his gauntlet against her chest and with a small, electronic squeal, he feeds a JOLT into her body. It jerks violently --

-- Nothing.

With a grimace, Iron Man tips Spider-Girl's head back, positions her. He leans down, ready to perform CPR as we --

FADE TO:

EXT. SOLSTICE BOULEVARD, MANHATTAN STREETS - NIGHT

Scattered all over the street are the bodies of the X-MEN. The devastating aftermath of the violent battle.

- SHADOWCAT lies on her back, sprawled out across the concrete.

- NIGHTCRAWLER is slumped up against a banged up police car, fur matted with blood.

- STORM lies facedown on the sidewalk, bleeding from a cut on her forehead and the corner of her mouth.

- ICEMAN, in solid ice form, lies in the middle of the street. His left arm and a hunk of his chest are missing.

Three rather unfamiliar people slowly walk into view, surveying the damage.

A woman in a head-to-toe black skin-tight suit with glowing yellow eyes and an African-esque necklace around her neck leads the group. BLACK PANTHER.

Behind her, a blonde man in chain mail and a flowing red cape. The mighty THOR.

Beside him, a short-haired brunette man in a skintight suit with wasp-like wings. The WASP.

Black Panther's gaze wanders off screen, and something catches her attention. Her eyes widen, and with impossible agility she DASHES off.

We follow her to Storm's side. As she reaches out to check her vitals, we --

The Wasp does the same with Shadowcat and Nightcrawler. His fingers press against their throats and he sighs in relief as Thor approaches the broken body of Iceman.

He kneels down on one knee as the mutant's eyes open slowly. His gaze lazily wanders to Thor.

ICEMAN

(weakly)

So I guess you guys being here means we won?

THOR

You fought well today Iceman. However, I will spare you the details of the fight until after you have received medical attention. You are severely wounded.

Iceman looks down at his body, then out at his fallen teammates. His expression falls into an insecure frown.

ICEMAN

I don't like the sound of that.

THOR

The Avengers and the Fantastic Five
are here. Do not heed those around
you.

Iceman takes a moment to soak in the damage done to their
immediate environment, then he looks up at the sky. His only
remaining hand grabs the side of his head.

ICEMAN

Oh man. The Prof's gonna be sooo
mad when he sees this mess!

Off Iceman's distress, we --

FADE TO:

EXT. DARK ROAD, MANHATTAN STREETS - NIGHT

The moon shines brightly in the sky, like a fire in a pitch-
black room. Soft, frightened sobs of a young female can be
heard.

DRIFT DOWN to the unoccupied street.

Against a wall, huddled between a metal trash can and an old,
dented up mailbox is GWEN.

She hugs her legs to her chest, face buried against her
knees. Her uncontrollable sobs rattle her body.

FOOTSTEPS on the sidewalk --

-- She SLAPS her hand over her mouth suddenly, afraid. She
forces herself to be quiet, snuggles closer to the wall --

-- Her foot accidentally hits the trash can and topples it over
with a CLANG that seems to be amplified by the silence.

The footsteps stop abruptly, she sucks in a breath --

-- And BREAKS FOR IT, running down the street as fast as she
can --

MALE VOICE (O.S.)

Kid, wait!

PAN OUT to find the tall and muscular, star-spangled Avenger,
CAPTAIN AMERICA.

He takes a step forward, reaches a hand out to her. Gwen
stares at it for a moment, then without another second's
hesitation --

-- THROWS herself into his arms, clinging to his body like a small child would hold her father. He returns the embrace like the protective father the small child needs.

CAPTAIN AMERICA

It's okay, kid. You're gonna be alright.

Off his gentle words, we --

FADE TO:

EXT. TIMES SQUARE, MANHATTAN STREETS -NIGHT

AERIAL SHOT of the battle-ravaged Times Square. SLOW PAN in a complete circle as we PUSH IN closer to the ground.

Through the debris on the ground, EUPHORIA approaches a severely busted up TAXI CAB. Her young features are marred with dread and a sadness that she tries her best to mask.

She brushes her hair behind her ear and she casts her gaze to the ground that we follow to --

-- CYCLOPS and JEAN. The former lies lifeless, though her eyes remain open and aimed at the sky. The latter's body is transparent, like a faint hologram. She protectively hugs Cyclops' body, eyes closed tight. It's her ASTRAL FORM, left behind by a grieving Dark Phoenix.

Euphoria frowns and kneels down by their sides. Her hand moves through Jean's astral body, but it doesn't seem at all disrupted by it.

EUPHORIA

(to Jean's astral form)

You always were a stubborn one.

The blonde's fingers delicately pull Cyclops' eyelids over her eyes, closing them. Euphoria drapes her arm over her knee, staring down at them.

EUPHORIA (CONT'D)

You both did well. Charles will be proud.

Euphoria plucks Cyclops' VISOR off of the ground. She wraps her fingers around it tightly and as she closes her eyes in silence, in *respect*, we --

FADE TO:

EXT. XAVIER INSTITUTE, MEMORIAL GROUNDS - DAY

The scene is silent except for the track that continues to play on.

We come in at the far end of the memorial grounds, looking out at the many chairs set out in front of a stage. Behind the stage, a large statue of CYCLOPS, SPIDER-GIRL, and MARVEL GIRL has been erected.

On the stage, we see large photos of not only the aforementioned three, but of the BROTHERHOOD and MAGNETO as well.

XAVIER is at the podium, speaking into the microphone. Behind him stands EUPHORIA and TONY STARK.

PAN OVER over the memorial's attendants. The X-MEN, MARY-JANE, GWEN and MAY occupy the front row. Behind them, the AVENGERS and the FANTASTIC FIVE sit in full uniform to pay their respects to their fellow heroes.

Each attendant has their head bowed, listening to the professor talk.

ANGLE ON: May. Her tears don't seem to have an end. Mary-Jane wraps her arms around her trembling body, an attempt at comfort.

TRAIL DOWN the front row, coming to halt at BOBBY. His cheeks are stained with tears, his eyes full of them. In his hands, he clutches Cyclops' VISOR tightly.

PAN OUT to the entire audience again. As Tony replaces Xavier at the podium and the music finally fades off, we --

FADE TO:

EXT. CEMETERY - DAY

TIGHT ON A polished marble slab that sits in the ground. It's surrounded by flowers and lightly etched into is a "webbed" pattern.

CLOSE ON: The face of the slab. It reads:

In memory of
MELANIE ELIZABETH HAELESTROM
To know even one life breathed easier
Because she lived is to know she truly
Succeeded while here. Now she rests with
Those she loves.

PULL BACK to see three other headstones next to hers:

BENJAMIN RICHARD HAELOSTROM
 RICHARD PARKER HAELOSTROM
 AUDREY ELIZABETH HAELOSTROM

Footsteps approach, and we PAN OUT as MAY, MARY-JANE and GWEN walk towards the headstones. The elderly woman slips her arm around the redhead's back.

BOBBY (V.O.)

Since everything, Mary-Jane forgave Gwen for shooting Spidey. Sometimes they're still tense about it, but MJ understands.

(beat)

Ms. Haelstrom plans to legally adopt Gwen so that the state can't put her in foster care.

May holds a tissue up to her mouth and nose, eyes watering. Mary-Jane and Gwen both hug her tightly and the three sink to their knees in front of the marble slab.

BOBBY (V.O.)

They're all taking Spidey's death really hard but if you ask me, I think them knowing that she was a superhero is helping them cope better.

(beat)

Ms. Haelstrom always smiles when she sees the news replaying things that Spider-Girl has done. You know, the whole, "that's my girl" thing and all.

May reaches out and brushes her fingers over the engraving of MELANIE'S name.

Leaving them to mourn their loss, we --

FADE TO:

INT. XAVIER INSTITUTE, XAVIER'S OFFICE (CONTINUOUS)

TIGHT ON the golden nameplate that sits on a wooden desk. It reads: "HEADMISTRESS ORORO MUNROE".

BOBBY (V.O.)
 Miss -- Headmistress, sorry --
 Munroe has taken over the school
 since the Professor took some time
 off to grieve.

PULL BACK to find ORORO MUNROE and EUPHORIA sitting next to one another. Small mountains of paperwork are stacked before them.

They are locked in a discussion that's inaudible to us.

BOBBY (V.O.)
 And believe it or not Dr. Solstice
 has taken over as co-Headmistress
 to help her out.

FADE TO:

INT. XAVIER INSTITUTE, REC ROOM (CONTINUOUS)

PAN AROUND the empty recreational room. Clean, tidy, hasn't been touched in a while.

BOBBY (V.O.)
 They plan to open the school up to
 new students once the smoke clears.
 It's still too soon.
 (beat)
 Karin went back to Germany to live
 with her mom and Kitty moved with
 her parents to Seattle. Tony Stark
 offered her some kind of internship
 at Stark Industries over there.

FADE TO:

INT. XAVIER INSTITUTE, BOBBY'S ROOM (CONTINUOUS)

WIDE SHOT of Bobby's room. It's a mess, stereotypically so. BOBBY sits on the edge of his bed and stares down at his hands. Kristen's VISOR rests in his palms.

BOBBY (V.O.)
 I'm the only one left.

He stands and crosses the room to his chest of drawers. He places the visor down beside Jean's MASK that already rests on the flat surface.

BOBBY (V.O.)

It's been quiet and kinda lonely.
Whenever I'm alone, I think about
them. Kristen and Jean, I mean.

(beat)

You know when they tell you to tell
people how you feel about them
because you never when you'll lose
them? Well, I wish I'd listened.

Bobby props his elbows up on the chest of drawers and drops
his chin into his hands.

BOBBY (V.O.)

I've always been all jokes with
them and stuff. I don't think they
ever knew how much they really
meant to me.

(beat)

Well, maybe Jean did. They were
like my surrogate family since my
real one actually sucks.

ANGLE ON: The visor. The strip of ruby quartz glimmers in the
light.

BOBBY (V.O.)

Like, Kristen was that big sister
that you love to hate because she's
so protective and can be a super
fun-killer but at the same time,
you love her because you know she's
always got your back when it really
counts.

ANGLE ON: The mask.

BOBBY (V.O.)

And Jean was that one rebellious
sibling that you that was a total
bad ass 'cause she didn't wanna
follow the rules. But when it
really came down to it, you knew
she'd come around.

Bobby scoops the two accessories into his hands and places
them in a perfectly-sized, transparent glass container.

BOBBY (V.O.)

I stayed behind because I know it's
what they'd want me to do. Someone
has to help carry on Xavier's
dream, you know?

He closes the container and sets it in the center of the chest of drawers, on display.

BOBBY (V.O.)

It'll be tough, but I know I can do it. The X-Men were formed to help bring peace between humans and mutants, and we're gonna be around until we see it happen.

FADE TO:

EXT. SKY SHOT, OVER THE XAVIER INSTITUTE - DAY

The beautiful, blue sky is before us. Not a single cloud in sight.

BOBBY (V.O.)

In a way, I think they're still around, too.

A large, fiery PHOENIX SYMBOL unfolds before us, like a bird stretching its massive wings across the sky. In the flames, we can vaguely make out the transparent figures of CYCLOPS and SPIDER-GIRL.

And off that imagine, we're finally forced to --

BLACKOUT:

END OF SERIES