

GEN-13

by

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SECOND DRAFT

FADE IN:

SUPER: 1978

EXT. COUNTRYSIDE - NIGHT

Lush farmland. Tranquil. Placid. The middle of nowhere. We Hear the peaceful SOUNDS of Night; CRICKETS, the soft TRICKLE of a Creek. An OWL calls out. A DEAD CALM overtakes us as We settle in on a LABORATORY, nestled within the wooded valley.

INT. LABORATORY - SAME

Technologically advanced for the late 70's. Several SCIENTISTS in white lab coats sit at a large computer bank, furiously compiling data. Not a word is spoken as everyone watches the monitors intensely. The only SOUND we HEAR is the FAINT BEEPING of an EKG MONITOR.

PAN THE LAB -- Other SCIENTISTS and DOCTORS bustle about, transporting blood samples to various lab stations. Countless tests are conducted. Several GUARDS man the door. We continue to HEAR the EKG BEEPING.

In the middle of the room is a SOUND PROOFED GLASS CELL--

INSIDE CELL -- A MAN in his early 30's lies on a gurney. Asleep, he is hooked up to countless machines, which monitor his vital signs. Shirtless, his body is rippled in muscle. A perfect specimen. Sweat beads on his forehead as he fitfully rocks back and forth.

MAN

(mutters in his sleep)

Elizabeth...Elizabeth...

ANGLE SCIENTISTS--

SCIENTIST #1

(analyzing data)

He's running a fever of 108.

SCIENTIST #2

He should be dead.

SCIENTIST #1

Give him another shot of phenylcolinate.

SCIENTIST #2

What if he slips into a coma?

A DOCTOR hastily prepares a syringe.

BACK TO CELL--

The Man's tossing and turning has ceased. Motionless, sweat continues to pour from his brow. The Chamber is unlocked, the glass doors slide open. A Doctor enters the cell with the syringe. The glass doors slide closed behind him.

(CONTINUED)

CONTINUED:

ANGLE SUBJECT -- The Doctor takes hold of his forearm. Tapping for a vein, he can't find one. The Doctor cautiously moves to the other side of the gurney, distancing himself further from the door. He taps the other arm for a vein. Nothing. He looks out the glass to the the scientists, mouths, "I can't find a..."

Out of nowhere, the Subject GRABS the Doctor's arm. The Doctor looks down at the Subject in horror.

ANGLE SUBJECT - Engorged in veins. Pulsating. His eyes open, burning a fiery red as his grip tightens on the Doctor's arm.

ANGLE DOCTOR -- Panic overtakes him when he can't pry himself loose from the Subject's grip. He begins to SCREAM, but we can't Hear him through the Sound Proofed Glass.

The LABORATORY jumps to life. One of the TECHNICIANS goes to open the door. A Scientist catches his hand before he can hit the release button.

SCIENTIST

(screams)

We can't! He'll get out.

BACK TO CELL -- The Subject takes the Doctor by the throat, holding the Man's 200 pound frame weightlessly above his head.

ANGLE SCIENTISTS -- Watching in terror as the Subject squeezes the last breath out of the Doctor, then effortlessly snaps his spine and drops him in a crumpled heap at his feet. The Subject rips the electrodes from his body and BANGS against the GLASS with brutal force.

The Man's Body is now outlined by an ELECTRICAL CURRENT.

The LIGHTS in the Lab begin to FLICKER. The Scientists helplessly wait, paralyzed in futility.

INSIDE THE CELL, the Man continues to POUND against the walls of the cell. With one furious BLOW, his fist punctures the Glass, sending the entire Chamber down in a hail around him. Chards of glass fall like raindrops.

An ALARM SOUNDS. Scientists scurry about, seeking refuge.

The Subject tears the lab apart like a wild animal. SECURITY GUARDS rush at this madman, trying desperately to contain him. They are tossed aside like ragdolls.

ANGLE SUBJECT -- He begins to convulse and shake.

CLOSEUP SECURITY GUARD -- He engulfs in FLAMES, screaming in pain as Fire envelops him.

ANGLE SUBJECT -- He leaps fifteen feet in the air, defying gravity as he LEVITATES across the laboratory.

(CONTINUED)

CONTINUED:

SUJECT'S P.O.V.-- A kaleidoscope of SCREAMS and CHAOS. In his head, it sounds like he's UNDER WATER.

Landing across the room, the Subject grabs hold of a FEMALE DOCTOR, who is rushing past, trying to elude him. She cries out for help. Before the Man can rip her limb from limb--

A SHOT RINGS OUT --

PIERCING the Man's SKULL. His body goes limp and he falls to the ground in a thud.

ANGLE GUN

Held by JOHN LYNCH, early 30's, an International Operative dressed in a suit.

CLOSEUP LYNCH'S FACE -- Stricken with grief as he drops the gun.

LYNCH
(crestfallen)
I'm sorry, Charles.

Lynch collapses in a chair. The entire world has stopped.

INT. LABORATORY - HOURS LATER

The Lab is hurriedly being packed into boxes. Scientists gather up all their samples, papers, data. Government MOVERS ship out computers, machines, lab equipment. The DEAD have been zipped into black body bags, await transport.

Lynch oversees the entire operation. He is out of sorts, but duty forces him to persevere.

LYNCH
Nothing is to be left behind. Every scrap,
every note, everything.

MILES CRAVEN, late 30's, another suited International Operative, enters the dismantled laboratory. He surveys the wreckage, then storms over to Lynch.

CRAVEN
(furious)
You had no right to shut this down.

LYNCH
It's over. Charles was the last one.

CRAVEN
It didn't need to be shut down.

LYNCH
We failed.

(CONTINUED)

CONTINUED:

CRAVEN
We can start it again.

LYNCH
They're all dead, Miles. It's over. They
wanted it to be. So it is.

Craven begins to circle the room.

CRAVEN
We were so close, John.

LYNCH
You knew it needed to be shut down.

CRAVEN
Not like this.

LYNCH
Like what? Like me having to shoot him in
the head

Craven looks down at a body bag, unzips it to see Charles, the
Subject.

CRAVEN
You killed him?

LYNCH
I had no choice.

Lynch averts his eyes.

LYNCH
It's over, Miles.

Lynch starts to walk out of the lab.

CRAVEN
I hope you can live with yourself.

Lynch stops at the door, turns back to Craven.

LYNCH
So do I.

FADE OUT:

SUPER: 19 YEARS LATER

FADE IN:

EXT. UNIVERSITY CAMPUS - DAY

A beautiful June day on a large university campus. We Follow
CAITLIN FAIRCHILD, a frail, bespectacled academic whose beauty
is hidden by her bookish demeanor. Her hair is tied tightly in
a bun, her clothes drab and uninspired.

(CONTINUED)

CONTINUED:

Caitlin walks through the quad. She watches her CLASSMATES reveling in the Summer-filled air. Two MALE STUDENTS ecstatically high five.

GUY #1
One more final, baby!

GUY #2
Out of here like Vladimir!

Caitlin walks on past them, enters a lecture hall.

INT. LECTURE HALL - DAY

A large CLASS listens to a PROFESSOR, mid 40's, wrap up his lecture. Some take notes, others sleep.

ANGLE CAITLIN -- In the front of the class, furiously copying down everything the teacher says.

PROFESSOR
I imagine some of you were hoping that this final exam will help you pull up your grade substantially or in some cases, give you a grade at all.

LAUGHS FROM THE CLASS.

PROFESSOR (CONT)
The final only counts for 20 percent of your grade. If you do not already have an "A" going in, you will not receive an "A" going out. Those of you who have not attended at least 80 percent of the lectures might as well skip the test and begin reading, or just plain reading "The Iliad" and "The Odyssey" for next year.

MURMURS and GROANS from the Auditorium.

PROFESSOR (CONT)
Capiche? It has been a pleasure.

The STUDENTS begin to file out of the auditorium. The Professor stops Caitlin on her way out.

PROFESSOR
Caitlin--

CAITLIN
Yes?

PROFESSOR
Do you have plans for the summer?

CAITLIN
I'm doing an internship back home.

(CONTINUED)

CONTINUED:

PROFESSOR

O.k., well, I hope you don't mind, but I took the liberty of nominating you for a government sponsored program. Very prestigious and selective.

CAITLIN

What kind of program?

PROFESSOR

Six weeks--Gifted young adults from all over the world, competing scholastically. First class accommodations. I got a memo at the teachers conference. It sounds pretty cool. You're the only one I thought of.

CAITLIN

I wish I could do it. I just...I already committed to this internship. I would hate to put them out.

PROFESSOR

Listen, here's the pamphlet. Go down tomorrow, here what they have to say.

CAITLIN

O.k., thanks.

Caitlin takes the pamphlet from the Professor.

PROFESSOR

If I don't see you at the exam, have a great summer.

Caitlin leaves the auditorium.

INT. DORM - HALLWAY - DAY

Caitlin walks down the hall. STUDENTS walk past her, no one seems to notice. She stops in a doorway, watches two COEDS make out on the bed. Caitlin watches them longingly for a beat.

INT. CAITLIN'S DORM ROOM - DAY

A typical girl's dorm. Caitlin plops her bags down on the bed. She sits for a beat, looks around the room. She glides her fingers along the computer, then looks out into the hallway, which is empty. Caitlin comes back into the room, closes the door behind her. She takes off her shoes, goes over to her CD's, puts one in the stereo.

Caitlin BLASTS the Go-Go's "OUR LIPS ARE SEALED."

Caitlin comes to life as she starts to sing and dance.

(CONTINUED)

CONTINUED:

CAITLIN
(singing along)
"Can you hear them, they talk about us,
telling lies, well that's no surprise...can
you see them, see right through them..."

Caitlin continues to sing and dance.

CAITLIN
"Our lips our sealed."

Caitlin lets her hair out of the bun and shakes it wildly.

CAITLIN
"Hush my darling, don't you cry..."

The DOOR OPENS. NICOLE, Caitlin's roommate, and two other GIRLS, stand in the doorway. Dressed hip. The "Popular Girls." With sarcastic bitchiness, they watch Caitlin dancing wildly, belting out the final lyrics.

Caitlin spins around and is startled by the Girls. Horrified, she puts her hair back up and turns off the music.

CAITLIN
November 20, 1985...terrible day.
(beat)
The day the Go-Go's broke up. I cried my
eyes out.

NICOLE
(sarcastic)
Yeah, whatever. Anyone call?

CAITLIN
Brian. He wants you to call him...he's
nice.

NICOLE
He thinks you have weird breasts.

All the Girls laugh.

CAITLIN
(takes the hit)
That's super.

Nicole goes over to the phone.

CAITLIN
(to Girl #1)
You're in my English class.

GIRL #1
Oh.

Nicole slams down the phone.

(CONTINUED)

CONTINUED:

NICOLE
Brian's not there. What exactly did he say?

CAITLIN
Exactly?

NICOLE
Yes, exactly.

CAITLIN
He said you should call him. And he may go to the gym.

NICOLE
What else?

CAITLIN
Nothing.

NICOLE
Nothing else?

CAITLIN
Oh yeah...he said he wanted to have phone sex with me...despite my weird breasts.

NICOLE
No, he didn't.

CAITLIN
No. He didn't.

The Girls gather their things.

NICOLE
Have fun on-line, or in your chat room, or whatever you do.

Caitlin rolls her eyes as the girls leave.

INT. CAITLIN'S DORM ROOM - NIGHT

Caitlin sits in front of her computer, "chatting" On-line.
Chinese take out boxes are at her side.

CAITLIN
(talking out loud as she types)
If you look so much like Brad Pitt, why are you on-line talking to me on a Saturday night?

Caitlin reads the response out loud. "Because your words entertain me."

(CONTINUED)

CONTINUED:

CAITLIN
(typing)
Are you getting fresh with me?

INT. I.T.A.P. OFFICE BUILDING - TESTING CENTER - DAY

Several young ADULTS sit in a waiting room, filling out forms.
Signs everywhere read I.T.A.P. Caitlin walks up to a
RECEPTIONIST.

RECEPTIONIST
Name?

CAITLIN
Fairchild. Caitlin.

The Receptionist pulls out forms for Caitlin.

RECEPTIONIST
First, you'll have to fill these out.
Then, you'll take a timed test to which
there are no right or wrong answers.
Depending on your score, you will or will
not receive an interview.

CAITLIN
So, there are right and wrong answers?

RECEPTIONIST
No.

CAITLIN
Then how do you get a score?

Caitlin takes her forms and sits down.

INT. I.T.A.P. OFFICE - DAY

Caitlin sits in front of a PROGRAM REPRESENTATIVE.

PROGRAM REPRESENTATIVE
You've scored among the top one percent for
the country. Very impressive.

CAITLIN
Thank you.

He continues to read about Caitlin.

PROGRAM REPRESENTATIVE
Highly recommended. Straight "A" student.
High school valedictorian.
(keeps reading)
At this point, I'm able to offer you a
position at I.T.A.P. for the summer.

(CONTINUED)

CONTINUED:

CAITLIN

That's it? Just like that?

PROGRAM REPRESENTATIVE

We only test about a thousand kids a year and narrow it down to about a hundred.

CAITLIN

What does I.T.A.P. stand for?

PROGRAM REPRESENTATIVE

International Training and Advancement Program. It's a government training program that allows us to gauge the youth of today: Mentally, physically, artistically. You'll be paired with the most talented young people from all over the world. It's an intense six weeks, during which you'll be paid \$1000 a week.

Caitlin is impressed.

PROGRAM REPRESENTATIVE

Plush rooms, swimming pools, tennis courts. It's like a summer at Club Med.

CAITLIN

It sounds great, but I've already committed to something else.

PROGRAM REPRESENTATIVE

You may never get an opportunity like this.

CAITLIN

I just wouldn't feel right backing out of a prior commitment.

The Program Rep smiles.

PROGRAM REPRESENTATIVE

Did I mention the money?

CAITLIN

I heard that part very clearly. I'm sorry.

PROGRAM REPRESENTATIVE

So am I. Thanks again for coming down.

Caitlin stands up, shakes the man's hand.

INT. CAITLIN'S DORM ROOM - NIGHT

Nicole is in a bra and thong panties, trying on different outfits in the mirror. Caitlin watches her in awe.

CAITLIN

Doesn't that feel like dental floss?

(CONTINUED)

CONTINUED:

Nicole slides on a slinky tight dress.

CAITLIN
Where are you going?

NICOLE
"Blow out" at the Teke House. Everyone's going.

CAITLIN
Right. I forgot.

NICOLE
Can you help zip me up.

Caitlin zips her.

NICOLE
Oh, someone called for you...A Jack Benson.

CAITLIN
Brezner? Jack Brezner?

NICOLE
Yeah. Someone called from his office. Said something about...being sorry, I don't know...yadda yadda yadda. It's on the machine.

Nicole disappears into the bathroom. Caitlin presses play on the answering machine.

WOMAN (V.O.)
Hi Caitlin, this is Diane Kimmel from Jack Brezner's office. Listen, Jack feels terrible about this, but his niece is going to be in town for the summer and he feels obligated to give her the position. I'm sorry. He really wants--

Caitlin turns off the answering machine. Dejected, she lies back on the bed, stares up at the ceiling. After a beat, she goes over to her desk, picks up a BUSINESS CARD.

ANGLE CARD -- "INTERNATIONAL TRAINING & ADVANCEMENT PROGRAM."

EXT. GOVERNMENT COMPOUND - NORTHERN ARIZONA DESERT

We PUSH IN on a beautiful, sprawling government resort facility. Tennis courts. Swimming pools. Beach volleyball. Immaculately kept grounds. Large, modern buildings are surrounded by snow-capped mountains in the distance.

INT. COMPOUND AUDITORIUM - DAY

I.T.A.P. BANNERS are everywhere in the large auditorium. Around 100 YOUNG ADULTS, sectioned into 20 GROUPS, ranging in age from 18-21 years old. Each wears a nametag.

(CONTINUED)

CONTINUED:

At the podium stands a female I.T.A.P. REPRESENTATIVE.

PROGRAM REPRESENTATIVE

Most of your days will consist of six 45 minute blocks of activities. Some of the groups you've been divided into are not complete...other participants are still arriving. No groups will be less than four or more than five.

YOUNG ADULT (O.S.)

So, four or five, then.

Scattered LAUGHS.

PROGRAM REPRESENTATIVE

Your physical and mental activities will be closely studied and monitored. Please note that points will be awarded for merit, behavior and excellence in each activity.

ANGLE GROUP of FOUR KIDS --

Lounging about in chairs. In no order, we have:

ROXY - Hip and sassy. She wears a baseball cap, shorts and a half-shirt. She wears a belly button ring.

GRUNGE - A gentle giant, he's a muscle bound skater/surfer with a sweet smile and a heart of gold.

BOBBY - An aloof, sarcastic loner, dressed all in black. Long hair covers his face. He wears headphones.

SARAH - A very well put together New Yorker. She wears slacks and a tight cashmere sweater.

Grunge looks over at Roxy and Sarah, eyes them lasciviously.

GRUNGE

(calls out)

Are we gonna be graded on our sexual prowess?

ROXY

What kind of question is that?

Grunge flexes his enormous biceps for Roxy.

GRUNGE

I saw you staring at the guns. I know you want a piece of the rock.

ROXY

How about I take that rock and reposition it up your ass?

(CONTINUED)

CONTINUED:

Grunge backs down. Bobby pulls off one headphone, whispers to Grunge.

BOBBY
I think she likes you.

PROGRAM REPRESENTATIVE
We strongly suggest that you do not partake in any strenuous extracurricular activity that could affect your testing aptitude.

Sarah raises her hand.

SARAH
During this whole "color war" thing, are we going to have telephone privileges.

PROGRAM REPRESENTATIVE
Not after tomorrow. We need 100 percent dedication and participation.

ANOTHER KID (O.S.)
What about the money?

PROGRAM REPRESENTATIVE
A cashier's check in the amount of \$6,000 will be issued to you at the end of the six week period.

OOHS and AAHS throughout the Auditorium.

INT. COMPOUND - LATER

Caitlin is given a tour by an I.T.A.P. REPRESENTATIVE. Ultra modern, the facility looks more like MTV Headquarters than a government compound. Top 40 music plays through the halls. Music Videos play on TV monitors.

Kids play basketball in the gym. Others sun themselves on the deck. The sand volleyball courts are fully packed.

PROGRAM REPRESENTATIVE
You will have access to any of the facilities when you're on free time, which is any time not blocked off on your schedule. There are certain areas that are off limits. They are marked accordingly.

The Representative hands Caitlin an I.T.A.P. folder.

PROGRAM REPRESENTATIVE
Physical activity will take place in the morning. Math, science, humanities in the afternoon.

The Program Rep swipes an ID card through a slot, opening the doors to a small but luxurious BEDROOM. Decorated handsomely. Stereo, television, VCR, lava lamps.

(CONTINUED)

CONTINUED:

PROGRAM REPRESENTATIVE
This is your I.D. card.

CAITLIN
This is all mine?

PROGRAM REPRESENTATIVE
Yes. Your other group members are in adjoining rooms.

Caitlin excitedly surveys the room.

CAITLIN
All of this is mine. With no sexy little silicon nympho to share it with?

PROGRAM REPRESENTATIVE
Excuse me?

CAITLIN
Nothing.

PROGRAM REPRESENTATIVE
Everything you'll need to know you'll find in the folder.

INT. COMPOUND - LATER

Caitlin walks through the corridor, exploring the facility. She stands in the doorway of the lounge, watches several kids play pool, video games.

INT. CAITLIN'S BEDROOM - MIDDLE OF THE NIGHT

Restless and unable to sleep, Caitlin goes into the bathroom, throws on a sweat outfit, and exits the bedroom. Caitlin anxiously makes her way down the barren corridor. She tries to open several doors, all of which are locked.

At the top of the stairs, she HEARS VOICES. She follows them down the flight to a door marked "BOILER ROOM--DO NOT ENTER." She opens the Door to find--

ROXY, GRUNGE, SARAH, and BOBBY.

The minute Caitlin enters the room, all the Kids quickly put out their cigarettes.

ROXY
Damn, I can't believe I wasted a cigarette on you.

Roxy passes out more cigarettes. They all light up.

CAITLIN
I don't think you should be smoking in here. This is a boiler room.

(CONTINUED)

15.
CONTINUED:

Roxy and Caitlin lock eyes. Caitlin covers herself uneasily.

Bobby pulls off his headphones.

BOBBY
(to Caitlin)
Do you have any beer?

CAITLIN
No.

Bobby puts his headphones back on.

Grunge watches Caitlin curiously. He moves his head from side to side, checking her out at different angles.

GRUNGE
I know you...you're Josh Baerwald's sister.

CAITLIN
No, I'm not.

GRUNGE
Yeah you are...from Redondo. I'm sure of it. God, what was your name?
(thinks)
Somebody Baerwald--

CAITLIN
I don't even know who Josh Baerwald is.

GRUNGE
(laughs)
Of course you do...he's your brother.

Caitlin doesn't know what to make of Grunge.

SARAH
Yeah. Which one are you, brain or brawn?

Roxy looks Caitlin up and down.

ROXY
(laughs)
Do you really need to ask her that?

CAITLIN
Um...I was tested intellectually.

SARAH
My art teacher recommended me.

Roxy looks at Grunge.

ROXY
How did they test you?

(CONTINUED)

GRUNGE
Yo, I was just skating.
(beat)
Down by the pier. I bought a funnel cake...

ROXY
(impatient)
And...Dopey?

GRUNGE
There was this booth. Two guys were
passing out pamphlets. They said I looked
pretty buff. So I listened to what they had
to say. They were offering money n'shit.

CAITLIN
And what'd you say?

GRUNGE
I said, "Right on." They chose me.

SARAH
(under her breath to Roxy)
This kid has problems.

Roxy eyes Grunge up and down.

ROXY
(to Sarah)
He is fine, though.

The Girls giggle. Grunge eyes each of the Girls.

GRUNGE
Hey Bobby, we got all the "fly honeys" in
this house.

Grunge offers Bobby five. Bobby, obviously not one to high
five, reluctantly slaps his hand.

CAITLIN
How do you guys like this place so far?

ROXY
It's...whatever.

SARAH
My room is nicer than the Ritz.

BOBBY
(rolls his eyes)
And I bet you've probably been to every
Ritz in the world.

SARAH
Not Madrid.

CONTINUED:

CAITLIN

This sounds like it could turn out to be a really great experience.

ROXY

Whoa whoa whoa! Listen, I'm already picking up this vibe like you're one of those overachievers. Am I right?

Caitlin says nothing.

ROXY

Well, we've already decided that cruising through this six weeks and expending the least amount of energy is the way to go.

CAITLIN

Then how will they get an accurate gauge on us?

ROXY

What is that your business?

SARAH

I'm only here so I don't have to listen to my dad whine about how expensive I am. Get in, get out, hit Barney's for the Labor Day sale.

ROXY

You want to be team captain, that's cool. Knock yourself out. Just don't make us look bad.

CAITLIN

You don't even know me.

ROXY

Straight A's?

Caitlin nods.

ROXY

Merit scholar?

Caitlin nods.

ROXY

High school valedictorian?

Caitlin nods.

ROXY

Full ride?

CAITLIN

Yes.

(CONTINUED)

CONTINUED:

ROXY
I know you.

CAITLIN
You're a bitch.

ROXY
(smiles)
Roxy Clark. Pleased to meet you.

Caitlin has gained Roxy's respect. They shake hands.

Grunge leans over to Bobby.

GRUNGE
I know that's Baerwald's sister.

CAITLIN
Will you shut up? My name is Caitlin
Fairchild.

GRUNGE
That's right...you and Josh had different
dads. I remember that.

INT. CONTROL ROOM - NIGHT

We see a row of TELEVISION SCREENS, monitoring each Kid's CELL.

A MAN whom we can not see watches over everything.

INT. EXERCISE ROOM - DAY

The Kids exercise vigorously on state-of-the-art equipment. Each is on a treadmill. EKG Patches are hooked up to their foreheads, chests, and legs. I.T.A.P. TECHNICIANS monitor their vitals, take notations.

A SUPERVISOR, 30's, dressed in I.T.A.P. sweat gear, oversees their training.

SUPERVISOR
We'll be starting you off with a three mile
run.

ROXY
What?

SUPERVISOR
We don't want to burn you out in the
beginning. When you reach your wall, slow
it down to a walking pace.

Roxy, Grunge, Sarah, and Bobby slow it down to a walk. Caitlin presses on, keeps going full blast.

INT. CAITLIN'S BEDROOM - NIGHT

GAS seeps through the air vents as she sleeps. The Gas circulates through the room.

INT. ROXY'S BEDROOM - SAME

GAS comes through the ducts, circulates around the ceiling.

We QUICK PAN the other Kid's rooms. Same story.

INT. COMPOUND - TRAINING COURSE - DAY

The Kids trudge through an arduous, timed obstacle course. The lay-out is closer to an Army basic training drill. A tall wall, monkey bars over mud, rope climbs over water, and tunnels make up the course.

Supervisors take notes, look on as Caitlin gives her usual 110 percent. The rest of the Kids offer 60. At the end of the course, the Kids' vitals and blood pressure are taken.

INT. COMPOUND - CLASSROOM - DAY

The Kids sit in class, taking a test. Everyone cheats off Caitlin.

INT. COMPOUND - GYMNASIUM - DAY

The Kids are dressed in military gear. They wear helmets, hold large foam combat sticks. Grunge and Roxy stand on separate two-foot wide platforms, ten feet in the air.

GRUNGE

This is so silly.

ROXY

What's so silly?

GRUNGE

I think there's a slight weight advantage here. I mean...she's a chick.

SUPERVISOR

It's not about size, it's about balance.

GRUNGE

All right then, I'm about to open up a can of "whoop-ass" on this girl.

Grunge raises his hands in premature victory. Roxy jousts her stick into his groin. Grunge collapses, falls to the mat below.

Everybody laughs, cheers for Roxy.

EXT. COMPOUND - HEDGE MAZE - DAY

Our five Kids stand on the outskirts of a sprawling, Grass HEDGE MAZE, a la "The Shining." They are all dressed in paintball gear, hold the appropriate guns

Another GROUP of KIDS exits the Maze, disrobe their armor. The two Groups get into a staring match, size up their competition.

SARAH

(to Supervisor)

Do you have a size four, because I'm really not into this baggy look.

SUPERVISOR

It's one size fits all.

Caitlin walks over to the Supervisor.

CAITLIN

How do you think I'm doing so far?

SUPERVISOR

I think you're doing fine...very good work ethic.

CAITLIN

So, what does that mean? Do we get a score, or a grade?

SUPERVISOR

We don't work like that.

CAITLIN

"A," "A minus," what do you think?

SUPERVISOR

I really couldn't say.

ROXY

Just give her an "A," so she'll shut up.

CAITLIN

I'm just asking.

SUPERVISOR

We evaluate your performance with points. You're graded more on effort than performance.

BOBBY

(sarcastic)

Ooh, points...like in Kindy-garden. Can we trade in our points for candy?

(CONTINUED)

CONTINUED.

SUPERVISOR

This exercise is called the "Hunt." We send one of you into the maze. The other four are then broken into two teams. The rest is self explanatory. The team that captures their prey receives 20 points. If the hunted knocks out both squads, 75 points. Bobby, you'll be hunted first.

The Supervisor pairs off the Kids. Caitlin & Sarah, Roxy & Grunge.

SUPERVISOR

(to Bobby)

We'll give you sixty seconds. Go!

Bobby listlessly starts off into the maze. He is shot in the back by the Supervisor.

BOBBY

What the hell? That shit hurts.

SUPERVISOR

You better move it.

Bobby takes off running. The rest soon give pursuit.

CRANE UP -- We watch the Hunt from HIGH ABOVE.

DISSOLVE TO:

EXT. MAZE - LATER

Each Kid is hunted. We watch various paint-ball war exchanges.

DISSOLVE TO:

EXT. MAZE - LATER

Roxy, now the hunted, has managed to crawl up through one of the hedges. She suns herself as the others look for her in vain.

DISSOLVE TO:

INT. INFIRMARY - DAY

LAB TECHNICIANS take BLOOD SAMPLES from each of the Kids.

CAITLIN

Why is it necessary to take our blood?

SUPERVISOR

We want to monitor your red and white cell counts. The better physical shape you get in, your capillary counts will increase. It's the best way to evaluate the changes in your condition.

(CONTINUED)

CONTINUED:

Each Kid is pricked with the needle, has their blood taken.

INT. EXERCISE ROOM - DAY

Each kid is again on a treadmill. The elevations have increased, they run uphill. While Caitlin gives her usual 110, the other Kids have also stepped up their effort. Their vitals continue to be monitored by the Supervisors.

EXT. OBSTACLE COURSE - DAY

The Kids fly through the obstacle course, everyone giving it their all. Each is skilled athletically, and we see how they are progressing and how their attitudes are changing.

INT. COMPOUND - SWIMMING POOL - DAY

The Kids all sit on the edge of the pool in bathing suits. Caitlin wears a one piece, Roxy and Sarah wear bikinis.

ANGLE ROXY'S -- A colorful Aztec TATTOO is emblazoned on her back.

CAITLIN

Did that hurt?

Roxy pulls down her strap, shows everyone more of the large tattoo.

ROXY

No, it took four hours though. My friend Louie did it. He's a regular Van Gogh.

BOBBY

Yeah, I think I saw that one in the Louvre.

Roxy rolls her eyes.

ROXY

(to Caitlin)

You should get one.

CAITLIN

I wouldn't know what to get. Nothing seems that important to me to go through that. What does yours mean?

ROXY

(thinks)

I don't know.

CAITLIN

Cool.

They both laugh.

(CONTINUED)

CONTINUED:

GRUNGE
You should get a dragon.

ROXY
Why?

GRUNGE
Why not?

ROXY
You're a dragon.

Hurt, Grunge mouths "You're a dragon."

The Supervisor enters the pool area.

SUPERVISOR
This exercise involves underwater aquatics
where we test your lung capacity.

GRUNGE
I'd sure like to test the capacity of some
of these girls' lungs.

SUPERVISOR
(points to Bobby)
We have our first volunteer. We'll start
by doing half-laps under water. Then, as
we build up, you'll be required to hold
your breath for several minutes.

BOBBY
What's the point of this?

SUPERVISOR
To build your cardiopulmonary stamina.

ROXY
Sounds good...Grunge, hit it.

Roxy pushes Grunge into the pool.

INT. COMPOUND - DINING FACILITY - NIGHT

Our Five sit together in the Dining hall, which is packed with
Kids, each segregated into their own groups. Bobby wears his
trademark headphones, scribbles drawings on a pad.

SARAH
I've been taking spin classes three times a
week for a year, but my butt has never felt
this tight.

Sarah arches her back, displaying a perfect curve.

SARAH
My boyfriend's gonna flip.

(CONTINUED)

CONTINUED:

ROXY
You left a man home alone for six weeks?

SARAH
(worried)
I know--

GRUNGE
Then how's he gonna flip with that new girl
on top of him?

Roxy punches Grunge in the arm.

SARAH
You think? It's only been a week. I had
no idea I wasn't going to be able to call.

CAITLIN
How long have you been together?

SARAH
A little over a year.

ROXY
How's the sex?

CAITLIN
I don't think that's any of your business.

Sarah smiles, leans in closer.

SARAH
Good...really really good.

Grunge tries to involve himself in the conversation.

GRUNGE
Listen...if any of you girls start to feel
a little lonely, feel free to give the old
Grunge-dog a call.

Grunge winks, shoots the imaginary "guns" with his hands.

ROXY
(seductive)
Tell me, is it true...you know, when they
say that burly, muscular men have...

GRUNGE
(sexed up)
You know it baby.

Roxy holds up her pinky.

ROXY
Have smaller genitalia that hopelessly
fails in comparison to the rest of their
body.

(CONTINUED)

CONTINUED:

GRUNGE
That's not what--

ROXY
That's really too bad.

The Girls Laugh. Caitlin looks over at Bobby, who pulls a small baggie full of orange liquid out of his backpack. He drinks the liquid.

CAITLIN
What are you doing?

BOBBY
Catching a little dinner-time buzz.

SARAH
What is that?

BOBBY
(smiles)
Nyquil. They left the infirmary door open.

ROXY
Nyquil's green. That's Dayquil.

BOBBY
So?

ROXY
No alcohol, tiger.

BOBBY
Oh, shit.

CAITLIN
Do you have a drinking problem?

BOBBY
I don't know. At school, I drank every day from four to four, except on Sunday's when we started at twelve. Does that constitute a drinking problem?

ROXY
Were you a freshmen?

BOBBY
Yeah.

ROXY
Then that's not a drinking problem.

SARAH
Alcohol's not the answer...love is.

Everyone looks at her like she was an alien.

(CONTINUED)

CONTINUED:

SARAH

My step-mom's a "12-stepper."

GRUNGE

The night-time, sniffing, sneezing,
coughing, aching, stuffy head fever so you
can rest medicine...

Everyone laughs. Bobby pours the Dayquil on Grunge.

INT. COMPOUND - BEDROOMS - NIGHT

We QUICK PAN the Bedrooms; see the GAS seep through the air
ducts as the kids sleep.

INT. COMPOUND - DAY

Each Kid blows into a BREATH MACHINE. As long as they keep
blowing air, a ping pong ball levitates in a cylinder.

INT. EXERCISE ROOM - DAY

The Kids again run on the treadmill. They are advancing
handsomely. Each is becoming extremely fit. The Supervisors
look on, pleased.

INT. SWIMMING POOL - DAY

Caitlin swims through an underwater tunnel, flips around and
swims the length of the pool without taking a breath. When she
gets to other end, she is greeted by CHEERS. The Supervisor has
clocked her on the stop-watch.

SUPERVISOR

Two minutes...excellent, Caitlin.

Caitlin takes pride in her achievement.

INT. DINING HALL - NIGHT

Our kids eat their dinner together alone. The dining facility
is empty.

INT. COMPOUND - CORRIDOR - NIGHT

The usually bustling hallways are now empty. The Videos no
longer play on television screens. No more Top-40 music. The
corridor is eerily quiet.

INT. BOILER ROOM - NIGHT

Bobby fusses with a transistor radio. Sarah lies on the floor,
writing a letter. Roxy and Grunge sit in the corner. His back
is to us, we can't see his face. Caitlin goes over to Sarah.

(CONTINUED)

CONTINUED:

CAITLIN
(regarding letter)
Another one?

SARAH
I miss him so much.

CAITLIN
Maybe we can't get mail back.

SARAH
This isn't a prison.

CAITLIN
In prison you can get mail.

Sarah laughs, goes back to her letter.

SARAH
Anyone special in your life?

CAITLIN
No, not really.

SARAH
Not really?

CAITLIN
It's embarrassing. It makes me seem like
such a loser.

SARAH
I've written this guy a letter a day since
we've been here...please. Who is he?

Caitlin fights her embarrassment.

CAITLIN
He's this guy I chat with, you know, on-
line. We've never met, but he's funny, and
nice...and he writes well.

SARAH
Cute?

CAITLIN
He says he looks like Brad Pitt. I'm
supposed to meet him at the end of the
summer. He lives in San Diego.

SARAH
He could turn out to be something great.

CAITLIN
You never know.

Roxy spins Grunge around to the Group.

(CONTINUED)

CONTINUED:

ROXY

Ta-da.

ANGLE GRUNGE -- His hair is in curlers, he wears thick make up, lipstick. He is a fright.

BOBBY

You look like that transvestite Eddie
Murphy picked up.

Everybody laughs.

Grunge dances over to Bobby, starts to sing the Human League's
"DON'T YOU WANT ME BABY?"

GRUNGE

"Don't you want me Bobby, don't you want me
now? Don't you want me Bobby?"

Bobby can't help but laugh at this Giant's antics.

CAITLIN

Does anyone else think it's weird that we
haven't seen any other kids in a week?

ROXY

It's like everyone's disappeared.

Bobby gets the Radio to work. He finds a station and turns up
the volume FULL BLAST.

We Hear NO DOUBT's "Just a Girl." Roxy starts to rock out to
the Music.

Sarah covers her ears, flips the channel to a much more mellow
Pink Floyd's "Wish You Were Here." Sarah begins to gently sway
to the placid sound.

BOBBY

(horrified).

Yuck!

Now it's Bobby's turn. He sets the station on the SMITH's
morbid "Girlfriend in a Coma." A smile comes over Bobby's face,
but no one else's.

GRUNGE

Yo, I ain't listenin' to that suicidal, "I
don't know what sex I am" shit.

BOBBY

Do you know what sex you are?

Grunge turns the channel to the BEASTIE BOYS "Sabotage" and
starts to slam dance to the beat.

Caitlin grimaces and flips the station to the GO-GO's "We Got
the Beat."

(CONTINUED)

CONTINUED:

Silence in the room, no one objects. While each Kid is slightly embarrassed, we see them all slowly start to enjoy the tune.

BOBBY
(masking his love)
This is o.k.

ROXY
(also a fan)
I mean, if she wants to listen to it. .

They all start to SING ALONG with the GO-GO's. The Radio is turned to it's highest DECIBEL.

EXT. PARK - QUITO, ECUADOR - DAY

An American Man plays shuffleboard with a group of Ecuadorian LOCALS. We immediately recognize him as John Lynch, I.O. Operative. Still rugged and handsome in his late 40's, Lynch has not lost a step to age.

Lynch misses a shot, several Locals CHEER. Lynch smiles, whips out a few bills.

LYNCH
Sammy, I can't keep coming down here.
You're gonna break me. At least let me win
a few games to keep it interesting.

SAMMY, a toothless villager, smiles a full grin as Lynch hands him the money.

LYNCH
Get yourself some teeth.

Everyone LAUGHS.

SAMMY
One more game, Lynch?

LYNCH
Double or nothing?

Lynch's CELL PHONE RINGS. He answers.

LYNCH
(into phone)
Yes...

Lynch's relaxed attitude quickly changes to trepidation, then anger.

LYNCH (CONT)
Are you sure? Where are they? I'll be on
the next flight out.

INT. CONTROL ROOM - DAY

Various tests are being watched on the Monitors.

PULL BACK to Reveal MILES CRAVEN, now in his 50's. The years have made him much more intense. Craven is rapidly losing his patience. He turns to the Scientists and Doctors who flank him.

CRAVEN
Why is nothing happening?

SCIENTIST
We need to give it time, sir.

CRAVEN
I want to increase the dosage.

SCIENTIST
Sir, I don't think that's a good--

CRAVEN
Increase the dosage immediately.

INT. BEDROOMS - NIGHT

We again QUICK PAN the Bedrooms; GAS cascades around the ceiling.

INT. COMPOUND - CORRIDOR - DAY

The Kids trudge through the hallway, which is now deserted. They look lethargic, somewhat sickly.

CAITLIN
Does anyone else feel...

ROXY
Like shit? Yeah.

SARAH
At least I'm not the only one.

They board an ELEVATOR. A KEY has been left in the slot that gives access to the FIFTH FLOOR.

CAITLIN
Look, someone left their key.

GRUNGE
Let's see what's up there.

CAITLIN
I don't think we should.

Roxy pushes the Fifth Floor button. The Elevator Doors open.

They walks through the halls, which feel more like a sterile hospital. Every door reads "Authorized Personnel Only." They try several doors, all are locked.

(CONTINUED)

CONTINUED:

CAITLIN

We're probably not supposed to be in here.

ROXY

(snaps)

Really, smart-ass?

Everyone looks at Roxy.

ROXY

I'm sorry. I'm just feeling so irritable...and nauseous.

CAITLIN

It's o.k. So am I.

They come across the doors of a LABORATORY. They stand in the doorway, watch several Doctors and Scientists working on blood and tissue samples.

SARAH

What do you think they're doing in there?

BOBBY

We should go.

INT. LOUNGE - NIGHT

The Kids sit in the lounge watching television. They are listless, bored, cranky. No one speaks.

Craven enters the lounge in a business suit. He is all smiles, as friendly as can be.

CAITLIN

Hello everyone.

The Kids turn, acknowledge his presence, go back to watching television.

CRAVEN

I'm Miles Craven. I'm in charge of I.T.A.P. I wanted to thank you personally for participating and to commend you on making it into the fifth week.

SARAH

Is there mail service in this place?

CRAVEN

There is, except it takes quite a long time. Because the compound is run by the government, all incoming mail is subject to inspection. Boyfriend?

SARAH

Yeah.

(CONTINUED)

CONTINUED:

CRAVEN
I'm sure you'll get a letter soon.

Craven opens up a folder.

CRAVEN
Let's see, we have...Roxy?

Roxy looks up at Craven.

CRAVEN
Caitlin Fairchild?

Caitlin raises her hand.

CRAVEN
Sarah?

Sarah smiles.

CRAVEN
Robert?

Bobby nods.

CRAVEN
And that leaves Arthur.

Grunge averts his eyes.

CRAVEN
(beams)
Very good. A very good group. Impressive scores. Excellent participation. Especially you, Ms. Fairchild.

Roxy rolls her eyes. Craven closes the folder.

CAITLIN
Why we haven't we seen any other kids for a while?

CRAVEN
After the half-way point, we like to keep the groups separate until the last week during group competition. Your schedules have been arranged that way.

CAITLIN
What about during our free time?

CRAVEN
Your free time has also been arranged that way.
(smiles)
We can't have you fraternizing with the enemy.

(CONTINUED)

CONTINUED:

Craven laughs. No one else does.

CRAVEN
Again, enjoy your stay and I hope when you look back on this experience it will be a worthwhile one.

Craven exits the lounge.

BOBBY
I thought you said your name was Grunge.

GRUNGE
What kind of parents would name their kid Grunge?

ROXY
Probably yours.

SARAH
That guy was creepy.

GRUNGE
D.C..."Dead creepy."

INT. COMPOUND - BEDROOMS - NIGHT

We QUICK PAN the Bedrooms; see the GAS seep through the air ducts as the kids sleep.

INT. CONTROL ROOM - NIGHT

Craven and his Team watch the Gas come through the ducts.

SCIENTIST
I think they need to confront fear.

CRAVEN
Then fear is what we'll give them.

INT. CAITLIN'S BEDROOM - NIGHT

Caitlin tosses and turns in bed. She can't get comfortable. Woozy, she goes into the bathroom, splashes water on her face.

Caitlin walks along the corridor. We hear the HUM of the fluorescent lights. It is an eerie calm as the Cameras oscillate to follow her. Caitlin goes down the stairs to the BOILER ROOM -- The light is already on, we hear VOICES.

INT. BOILER ROOM - SAME

All the Kids are there. They look nauseated, sickly.

GRUNGE
What's up?

(CONTINUED)

CONTINUED:

CAITLIN

Same thing. I'm just so nauseous.

SARAH

We all are. I can't sleep.

Roxy sits in the corner, holding her head.

ROXY

My head is killing me. I feel like a lab rat.

SARAH

I don't understand how we all got sick all of a sudden.

GRUNGE

Maybe we're just sick of this place.

ROXY

Maybe we're just sick of each other.

No one responds to this.

SARAH

I just don't understand why he hasn't written.

BOBBY

Maybe he just doesn't like you anymore.

SARAH

That's nice--thanks.

ROXY

(snaps)

He's probably right.

CAITLIN

Look, we're all just feeling a little claustrophobic. We don't need to take this out on each other.

ROXY

You could never tell by your behavior, "Miss gotta hustle to our next activity."

CAITLIN

That's not fair. I'm just trying to make the best of it.

ROXY

For what? Who cares? We're just guinea pigs for cash.

GRUNGE

We do get those points though.

(CONTINUED)

CONTINUED:

ROXY

No, Caitlin gets the points.

BOBBY

Probably scored more than Michael Jordan.

CAITLIN

(hurt)

Look, I'm sorry if I'm more gifted than all of you.

ROXY

Yeah, gifted at kissing ass.

SARAH

Just leave her alone.

ROXY

No, our group was perfect until she showed up.

(beat)

You know what, I just figured it out, Caitlin. You're the one who makes me sick.

Caitlin gets emotional.

CAITLIN

Listen, I didn't ask to be a part of your group, or any group. I didn't even want to come here. Maybe I'm looking for somewhere to fit in. I don't know what it is, but I can only find it if I give 100 percent to whatever I do. I'm sorry that my hard work makes you uncomfortable. I'm sorry you hate me and I'm sorry I came here looking for something better, hoping to make a friend, searching for my place, o.k.? I'm sorry. But if you don't like it, that's just too damn bad.

Everyone is stunned. Slowly, one by one they laugh.

ANGLE CAITLIN -- She follows suit, bursts into laughter.

The entire Group lets everything go, share in hysterics.

BOBBY

Wow.

GRUNGE

Tony Robbins n'shit.

SARAH

Where did that come from?

CAITLIN

I have no idea.

(CONTINUED)

CONTINUED:

ROXY
I like it--

The two Girls share a huge laugh. Roxy gives Caitlin a hug.

ROXY
I'm sorry. I didn't mean any of that.

THE DOORS BURST OPEN. Several ARMED GUARDS fly into the room. They hold their GUNS on the Kids, who are in shock.

BOBBY
Is this something we've been trained for?

CAITLIN
I don't think you guys are in the right place.

GRUNGE
Yeah, you want the yellow group, next door. I saw them stealing candy from the vending machines.

The Guard hits Grunge in the stomach. He keels over on the floor. Roxy comforts him.

CAITLIN
This is bullshit! You can't treat us like this.

A Guard grabs Caitlin by the hair. She slaps him across the face. Caitlin pushes past another Guard, and darts out the door. Caitlin runs up the stairwell to the next floor. Panicked, she sprints down the hallway with several Guards in hot pursuit.

An ALARM immediately SOUNDS. Red Lights FLASH on and off. The Sound is DEAFENING.

ANGLE CAITLIN--as she expends all her energy, running for her life. We Hear her HEART POUNDING...her GASPS for BREATH--it's all we can Hear--her Noise drowns out the ALARMS.

GUARDS come flying out of every door. They cut her off, she turns around, runs the other way--MORE GUARDS. Caitlin kicks open an AIR VENT, starts to climb in. Her legs are grabbed by several Guards and pulled back out.

Caitlin musters all her strength and SMASHES one of the Guards with the steel grate. Hysterical, she wildly swings it around her head to defend herself. She is tackled hard to the floor.

The Other Kids arrive on the scene. The Guards draw their guns, holding them at bay. Caitlin screams as she is restrained by several men. She tries with all her being to shake them off as they try to subdue her.

(CONTINUED)

CONTINUED:

ANGLE CAITLIN--

She suddenly stops moving. Her body starts to CONVULSE. She SCREAMS at the top of her lungs, and with one thrust, she catapults the Guards off of her. Caitlin clutches her head.

Still SCREAMING, her BODY begins to EXPAND...her clothes begin to TEAR. In a manner of moments, Caitlin Fairchild is six inches taller. Her meek body is now muscular and taut. She looks down at herself in horror.

Stunned, the Guards again attack her. Caitlin easily fights them off, sending them crashing to the floor.

ANGLE KIDS--Their mouths gape open in shock. Several Guns are still held on them.

BACK TO ACTION--Caitlin manhandles a Soldier, strangling him in mid-air. Several other Guards try to pull the Man out of her grips. The crazed Caitlin has murder in her eyes as she tries to suck the life out of the Guard.

Finally, Caitlin is ZAPPED by several STUN-GUNS. She falls to the ground, unconscious. Her body involuntarily shakes. Caitlin is picked up and carried away.

The rest of the Kids, all in a daze, are roughly escorted back into the exercise room. The door is locked behind them and a Guard is placed outside.

INT. MILES' CONTROL ROOM - SAME

Miles watches the events unfold on the Monitors.

CRAVEN

(into phone)

We've got one so far. I'll update you when we see what happens with the rest. Worse comes to worst, we'll just get rid of them...I'll keep you apprised, sir.

Craven hangs up the phone.

CRAVEN

(to scientist)

Make sure her DNA is stored.

The Scientist leaves the room. Miles goes back to the window.

INT. EXERCISE ROOM - LATER

The Four Kids all sit against the wall in silence. They look like they've just seen Casper.

ROXY

Did you see that girl? She's a freak.

(CONTINUED)

CONTINUED:

SARAH

Do you think that's gonna happen to us?

GRUNGE

Bam! "Hulk-a-mania"...W.W.F.-style.

BOBBY

She did look good, though.

ROXY

She didn't look that good.

GRUNGE

"D.H." That girl's "Dead Hot," Roxy.

SARAH

Can we discuss this later, because right now, I'm really scared.

ROXY

This whole thing is bogus.

BOBBY

We need to find a way to get out of here.

ROXY

And how are we gonna do that, "80's hair?"

Bobby wipes the hair out of his face, shrugs his shoulders.

GRUNGE

God, Josh Baerwald's gonna go berserk when he sees his sister.

The DOORS OPEN -- GUARDS enter the Room.

GUARD

Come with us.

The Kids are forcibly escorted onto the Elevator, taken up to the Fifth Floor.

INT. FIFTH FLOOR CORRIDOR

Stricken silent, the Kids are walked to the LABORATORY.

INT. LABORATORY - SAME

The Guards hand the Kids over to Craven and several Scientists. Each Kid is placed in a separate GLASSED-IN CELL.

Horried, they are BOUND and RESTRAINED, hooked up to EKG MONITORS and STRESS-MACHINES.

(CONTINUED)

CONTINUED:

CRAVEN
(to Scientist)
Give them the maximum dosage of the
activation drug.

SCIENTIST
But what if?

CRAVEN
What if nothing. I've seen its potential
and I don't want to wait any longer.

The Scientists and Doctors place IV DRIPS in the Kid's arms.

CRAVEN
I want their adrenaline pumping at an all
time high.

INT. CELL - NIGHT

Caitlin, clothes tattered, cradles herself on the floor. She
rocks back and forth, sobbing, thoroughly exhausted. Caitlin
trembles in her new body, which is perfectly chiseled.

Craven enters the Cell. He marvels at Caitlin.

CRAVEN
Look at you...my God.

Miles bends down in Caitlin's face.

CRAVEN
Not in my wildest expectations could I have
imagined this. These results from someone
so mousey.

CAITLIN
(weak)
Why are you doing this to me?

CRAVEN
If you had access to something like this.
Something so magnificent and
powerful...wouldn't you seize it?

Caitlin cries. Miles studies her.

CRAVEN
You're even more beautiful than your mother
was.

Caitlin looks up at Miles through her tears.

CRAVEN
I'm proud of you.

THE INTERCOM BEEPS --

(CONTINUED)

CONTINUED:

AIDE (V.O.)
Sir, you better come back to the lab.

CRAVEN
(to Caitlin)
We'll meet again soon, my sweet.

INT. LABORATORY - MINUTES LATER

Craven bursts into the lab, is immediately astonished by what he sees--

ROXY

Hooked up to several machines, she LEVITATES four feet in the air. Her eyes are rolled back in her head.

BOBBY

Lying down flat on a table. Every few seconds, a BURST OF FIRE shoots from his fingertips.

SARAH

Her body is surrounded by an ELECTRIC FIELD. Machines hooked up to her flash on and off, surging with intense power.

ANGLE CRAVEN

He and the rest of the Scientists watch them, amazed beyond belief at their powers.

GRUNGE

He sits on the floor, unaffected. He watches the other kids in horror.

CRAVEN
What about him?

SCIENTIST
Nothing yet. There's nothing more I can do to induce a reaction. I don't think it's going to happen with him.

CRAVEN
Get rid of him them. Without a trace. We can't afford to waste any more time.
Prepare the rest for transport to the base.

A GUARD comes over to Craven.

GUARD
Sir, we have visitors.

Craven goes over to the MONITORS.

(CONTINUED)

CONTINUED:

ANGLE MONITOR -- A Team of I.O. AGENTS, led by John Lynch, exits a helicopter.

CRAVEN
Lynch, of course. Such timing.

INT. MILES' OFFICE - LATER

Miles enters the office to find Lynch standing at the window. Two I.O. GUARDS flank Lynch.

CRAVEN
Johnny, it's been a long time.

LYNCH
Where are the kids?

CRAVEN
It's nice to see you too.

LYNCH
The kids, Miles.

CRAVEN
We had over a hundred this summer. Which kids are you referring to?

John motions for the Guards to exit the room.

LYNCH
Do we really need to do this? You know what I'm talking about.

CRAVEN
Help me out, refresh my memory.

LYNCH
Children of people we once knew.

CRAVEN
I thought they were your responsibility.

LYNCH
These children were not supposed to be touched.

CRAVEN
And what do they have to do with me?

LYNCH
I know you have them here.

CRAVEN
This is a government sponsored program for gifted young adults. Nothing more. It would be quite a coincidence if those same kids were among the ones I recruited. Astronomical odds...don't you think?

(CONTINUED)

CONTINUED:

LYNCH

I want to see a list of enrollment.

Miles goes over to the computer.

Lynch takes out his own FOLDER. It is filled with PICTURES and RESUMES on all of our kids.

CRAVEN

Give me a name.

LYNCH

Caitlin Fairchild.

Miles types in the name.

CRAVEN

No.

LYNCH

Roxy Clark.

Miles types in Roxy Clark.

CRAVEN

No.

LYNCH

Bobby Ryan.

Nothing.

CRAVEN

John, this is ridiculous. They're not here. The program's over--All the kids have gone home.

Lynch replaces Miles at the computer. He types in the remaining names. None show up.

LYNCH

Genesis is over, Miles. It has been for a long time.

CRAVEN

Thanks for the news flash, John.

LYNCH

Do you? I just find it coincidental that all five are over 18, you know, a ripe age. And none of them are where they were originally scheduled to be this summer.

CRAVEN

Well, that's what it is. A coincidence.

Lynch looks around the office. I.T.A.P. Banners, pictures of Miles and other Kids.

(CONTINUED)

CONTINUED:

CRAVEN

Why don't you take your cavalry and let me do my job in peace.

LYNCH

That's what I'm afraid of--Why the sudden interest in kids?

CRAVEN

Frankly John, I'm not. I just work here.

(smiles)

Take a tour. See for yourself.

Lynch leaves the office.

INT. LABORATORY - LATER

Grunge's cell is now EMPTY.

The DOORS OPEN -- Caitlin is brought into the lab, placed into Grunge's cell.

Roxy, Sarah, and Bobby are all in their cells, thoroughly exhausted. Sarah cries.

SARAH

What's happening to us?

ROXY

I don't know.

BOBBY

Sarah, don't cry. It's going to be o.k.

Craven enters the lab. He walks menacingly back and forth before their cells.

ROXY

Where did you take my friend?

CRAVEN

That's not your concern.

ROXY

It is my concern, you fucking asshole.

CRAVEN

I don't think any of your fathers would have stood for language like that.

ROXY

How the hell do you know our fathers?

CRAVEN

Old friends.

ANGLE BOBBY -- He stares at Craven, full of anger, confusion, terror.

(CONTINUED)

CONTINUED:

CRAVEN

Don't worry, son. I'm going to teach you
to channel that energy....all of you.

Sarah starts to cry.

Craven turns to his Scientist.

CRAVEN

I want these four superstars ready to go in
an hour. Their DNA tissue...that I want to
take on the plane myself.

CUT TO:

LYNCH

Marching through the EMPTY FACILITIES with his men in tow. They
turn from Corridor to vacant Corridor, checking random rooms
without seeing a soul.

LYNCH

(sarcastic)

I guess everyone's out on a field trip.

They takes the stairs to the next floor. Same story.

Down the hallway, GRUNGE is escorted out of a Room by two GUARDS
and taken towards Lynch.

Lynch studies Grunge's Face as they come toward each other.

ANGLE GRUNGE -- Sheer Panic.

Lynch and Grunge pass each other, lock eyes. Lynch calls out to
the Men.

LYNCH

Where are you taking him?

GUARD #1

The infirmary.

Lynch watches them continue on.

LYNCH

Arthur?

ANGLE GRUNGE -- He looks over his shoulder at Lynch, his eyes
pleading for help.

LYNCH (O.S.)

Release the Boy!

POV GUARDS -- They turn back to Lynch...He and his I.O. team
have their weapons drawn on them.

(CONTINUED)

CONTINUED:

The Guards release Grunge, who walks over to Lynch, confused and overwhelmed.

Lynch holds his gun on the Guards.

LYNCH
Take me to where the others are.

CUT TO:

INT. CRAVEN'S OFFICE - SAME

Craven talks on the phone, charged with excitement.

CRAVEN
We have four Gen-positive kids on our hands. Sir, this is history in the making.

MAN (O.S.)
When will they be delivered?

CRAVEN
I'm preparing them for transport right now. We do have a problem, though. Lynch is here.

MAN (O.S.)
Deliver the children. We'll talk to Lynch later.

CUT TO:

INT. FIFTH FLOOR CORRIDOR - LATER

Holding them at Gunpoint, Lynch takes the Guards out of the elevator. The Floor is now heavily secured by ARMED SOLDIERS.

ANGLE SOLDIERS -- They immediately leap to action when they see Grunge, Lynch and his men. They hold their Guns on each other.

INT. LABORATORY - SAME

Scientists hastily pack up the lab, gathering samples.

The Kids await their fate. Caitlin stares up at the ceiling, in another world. Bobby has buried his head in his hands.

The DOORS TO THE LAB OPEN--

All heads turn to see Lynch, his I.O. team, Grunge, and their two hostages. They pull their machine Guns on the Scientists.

All the Scientists drop what they're doing and raise their hands in the air.

The Kids are shocked by what they see.

(CONTINUED)

CONTINUED:

LYNCH
Open all these cells.

The Scientists open each Cell, the Kids are released.

INT. CONTROL ROOM - SAME

Miles watches the entire scene unfold on the Monitors. Furious, he immediately picks up the phone.

CRAVEN
Mobilize the entire unit.

ANGLE MONITOR -- Lynch leads the Kids out of the laboratory.

CRAVEN
Lock down the entire facility. Those kids do not leave the premises.

An ALARM SOUNDS -- It REVERBERATES through the COMPOUND.

INT. LABORATORY - SAME

Dousing everything in sight with Chemicals, Lynch's Men TORCH THE LAB. It goes up like a Christmas tree in February.

INT. COMPOUND - SAME

Lynch, the Five Kids, and a few I.O. Men run down another hallway, still escorted by their two Hostages.

As they run past a corridor, GUNSHOTS ring out. Both Hostages are cut by their own comrades bullets. The Kids scream. Lynch's Men take cover, return their fire. A Gunfight ensues.

CAITLIN
Why are you helping us?

More of Craven's Men join in the melee. Men are cut down on both sides. Lynch calls out to the Kids.

LYNCH
Get out of here. Meet me at the front of the compound.

BOBBY
Why should we trust you?

LYNCH
Do you have a choice?

The War continues. The ALARM CONTINUES to BLARE as the Kids take off down another Hallway. They come to a large Catwalk.

GRUNGE
This way.

(CONTINUED)

CONTINUED:

They make a right turn and sprint down another hallway. From out of nowhere, five Guards step into their path.

Complete CHAOS as the Kids desperately try to elude their pursuers. They are roughly tackled to the Ground. More Guards arrive on the scene.

Grunge is beaten by several Guards. He is in agony.

Roxy is held down by three Men. She screams in pain.

ANGLE ROXY -- She starts to convulse. The Men let go of her. Suddenly her body begins to LEVITATE...she sails 10 feet above the perplexed Guards.

ANGLE BOBBY -- He is decked by a brutish Soldier, then picked up and slammed against the wall. His eyes turn bright red. Sweat gushes down his forehead. He's BOILING inside. His Arm raises up, he points his finger at a Guard. FIRE shoots out of his finger, IGNITING the Guard with FLAMES.

Bobby looks down at his finger in shock. He is grabbed by another Guard.

Caitlin comes up from behind the Guard, picks him up and shot-puts him across the hallway. She grabs another Man, slams him into the wall, causing an imprint.

ANGLE SARAH--Surrounded by Men, guns drawn. She starts to SHAKE WILDLY. Sparks shoot out all around her. She GLOWS--

The LIGHTS BEGIN to FLICKER. The Room goes BLACK.

When the Yellow EMERGENCY LIGHT comes on, all the Kids are GONE.

INT. FIFTH FLOOR CORRIDOR - LATER

Craven gets off to the elevators, steps into an INFERNO. The entire floor is ablaze.

INT. ANOTHER HALLWAY - LATER

The ALARM fills our heads with a DIN.

The Kids dart down the corridor, get to the front of the Compound.

The Doors are covered by impenetrable TITANIUM REINFORCEMENTS. Grunge and Caitlin desperately try to open the doors.

CAITLIN

There's no way to open this.

SARAH

What do we do now?

We Hear the THUMPING of GUARDS approaching them from two separate corridors.

(CONTINUED)

CONTINUED:

ROXY
We can't keep fighting them off.

The Guards get down into a cautious approach, guns at the ready.

GUARDS
(scream)
Get down!

ROXY
(to Bobby)
Do that fire thing you do.

BOBBY
I don't know how.

ROXY
(yells)
Do it!

GUARDS
Down on the ground, hands at your side.

Sarah complies.

SARAH
Just do what they say.

Grunge continues to bang on the Titanium Doors, futilely trying to pull them loose.

The other Kids get down on the ground.

Grunge desperately tries one last time to open the Doors--

ANGLE GRUNGE -- Slowly, his MOLECULAR STRUCTURE starts to change. His HANDS became one with the Structure of the Door.

GRUNGE
Uh, guys...look.

The Kids watch Grunge in shock.

GRUNGE

Now one with the wall, he easily rips it from its hinges and throws it at the Guards, sending them backwards. Grunge's hands go back to human form.

The Kids burst through the now open door, sprint for their lives, just as--

A HELICOPTER rises up out of nowhere...It is a military arsenal, with missiles and high-tech weaponry.

The Kids, feeling had, raise their arms in resignation. Craven's Men are right behind them.

(CONTINUED)

CONTINUED:

LYNCH
(from helicopter)
Step away from the compound.

The Kids step away from the compound, arms raised high.

ANGLE HELICOPTER -- Bullets spray at Craven's Men, holding them back..

The Kids, seizing the opportunity, take off running. They look back at the COMPOUND.

Fire has spread throughout the compound. SIRENS SOUND.

EXT. COMPOUND - MIDDLE OF THE DESERT - SAME

BACK TO KIDS--They run for their lives outside the remote Compound. They come to a GOVERNMENT JEEP, all jump in.

BOBBY
I can hot-wire this.

Bobby rips off the panel and makes several futile attempts to jump start the van. All the Kids SCREAM at him to hurry.

In a flurry of frustration, Sarah GRABS at the Wires with her bare hands. Her electricity causes the Van to HOP to a START. Sparks fly--Sarah's hair shoots straight up. The other Kids watch her in disbelief.

EXT. GOVERNMENT JEEP - TRAVELLING - SAME

The Kids drive off into the Desert, destination unknown. No one speaks. EXPLOSIONS in the distance.

EXT. GAS STATION - LATER THAT NIGHT

The Jeep pulls up at an isolated gas station in Northern Arizona.

INT. JEEP - SAME

The Five Kids are speechless, full of anger, betrayal, fear.

CAITLIN
We should call the police.

BOBBY
And what are we gonna tell them? That we got abducted by some top-secret Government Program that gave us super powers. Hi Officer, I'm Bobby "Burnout," this is my friend Roxy--she can levitate. Sarah here's electric and Caitlin, she's huge now. That'll go over real well.
(to Grunge)
I don't know what the hell your power is.

(CONTINUED)

CONTINUED:

CAITLIN
We've got to do something.

GRUNGE
I think we should keep driving.

ROXY
Where?

CAITLIN
There's a phone. I'm calling home.

GRUNGE
Me too.

Caitlin and Grunge go over to the phones.

INT. JEEP - SAME

Sarah sits in the back of the jeep, unable to speak.

ROXY
Sarah, are you o.k.?

Sarah is in tears.

SARAH
No, I'm not.

BOBBY
They've done something to us. Infected us
with something.

SARAH
Why?

No one has an answer.

ROXY
This is so fucked up.

BOBBY
No one else was there. No other kids.
They were all gone. It was just us.
(beat)
That whole program was there to get us.

Sarah continues to cry. She leans out of the jeep and vomits.

EXT. PHONE BOOTH - SAME

Grunge hangs up the phone.

GRUNGE
It's disconnected. My parent's number.

Caitlin tries the phone. Grunge leans back against the wall.

(CONTINUED)

CONTINUED:

CAITLIN
It's ringing. Come on, mom. It just keeps ringing. No machine. No nothing.

After several more Rings, Caitlin hangs up the phone.

GRUNGE
Why is this happening to us?

CAITLIN
I don't know.

Caitlin and Grunge return to the jeep.

GRUNGE
My parent's line is disconnected.

CAITLIN
I can't get my mom, either.

BOBBY
I'm gonna go try.

SARAH
I'll go with you.

Bobby and Sarah go to the phones.

ROXY
Why would someone give us...super powers.
For what reasons? Why us?

CAITLIN
It doesn't make any sense.

ROXY
They must've know that was gonna happen.

GRUNGE
What could be so special about us?

CAITLIN
Look at me--

ANGLE CAITLIN -- She is a different person. She's taller, stronger. A perfect specimen. Her tight pants cling to her body. Her now half-shirt shows off her rippled stomach.

SARAH
I can't get through either...to my parents
or my boyfriend.

BOBBY
We need to do something. Find out what the
hell is going on.

(CONTINUED)

CONTINUED:

ROXY
Maybe we should try to go home.

CAITLIN
I don't think we should split up.

GRUNGE
We have to go somewhere.

CAITLIN
If someone went to these lengths to lure us in, don't you think they could find us anywhere?

Sarah composes herself.

SARAH
I don't know what you guys are doing, but I'm going back to New York.

ROXY
There's got to be someone who can help us.

CAITLIN
No one has anyone we can call. What about brothers or sisters?

GRUNGE
Not me.

ROXY
Me neither.

BOBBY
Only child.

SARAH
All of us?

CAITLIN
My mom couldn't have kids. She adopted me.

GRUNGE
I was adopted too.

ROXY
(dawns on her)
Oh God.

BOBBY
This is definitely not a coincidence.

Sarah storms off towards the Mini-Mart.

CAITLIN
Sarah--

(CONTINUED)

CONTINUED:

ROXY

Maybe she's got the right idea. We've got to go somewhere where we can trust somebody.

GRUNGE

Maybe this is all one big misunderstanding.

BOBBY

Right. Like "Three's Company." I'm sure Mr. Roper will be here any minute to clear things up.

CAITLIN

This isn't funny.

BOBBY

Who's laughing?

ROXY

Maybe we should split up in groups...check out our homes. We can meet back up if we need to.

BOBBY

How am I gonna get back to Chicago?

CAITLIN

Why don't you come with me to my mom's?

Bobby nods.

ROXY

I could go see my Dad outside Vegas. That should be interesting. I haven't seen him in five years.

(to Grunge)

Will you come?

GRUNGE

O.k.

ROXY

We can meet a week from tonight. In Vegas. Midnight at the Mirage.

Sarah comes back from the Mini-Mart.

SARAH

There's a bus station down the road. I have a credit card. I'll buy everyone a ticket, but I'm flying to New York tonight.

Nothing else is said.

INT. I.O. HEADQUARTERS - NIGHT

John Lynch stands before a group of powerful, suited MEN. These are the Men that make up the I.O.

LYNCH
I want to know who gave him this power.
There's no way he could have organized
manpower like that on his own.

I.O. DIRECTOR
It didn't come from us, John. Where are
the children?

LYNCH
(yells)
When we shut this thing down, it was for
good. We all agreed.

I.O. DIRECTOR
The I.O. did not authorize this operation.
You don't need to take that tone with me.

LYNCH
I should have been notified earlier.

I.O. DIRECTOR
John, where are these children?

LYNCH
We have to find them before he does.

EXT. BUS STATION - NIGHT

The Five Kids stand around the bus station in silence. A Cab pulls up in front of them.

SARAH
This is me.

Sarah climbs into the taxi. She rolls down the window.

SARAH
(to everyone)
Be careful.

CAITLIN
You too.

ROXY
Remember. Vegas. The Mirage. One week.

SARAH
Please don't take this the wrong way, but I
hope I never see any of you again.

The Cab pulls away.

INT. BUS - NIGHT

Caitlin and Bobby sit across the aisle from each other.. Both are lost in thought.

INT. ANOTHER BUS - SAME

Same story with Roxy and Grunge. Neither speaks as they both stare out their respective windows.

INT. PRIVATE JET - NIGHT

Craven sits on the plane, flanked by several Men. He talks on the phone.

CRAVEN
I didn't just let them get away.

MAN (O.S.)
Well, you better find them.

CRAVEN
I have several teams on their trail right now.
(beat)
What about Lynch?

MAN (O.S.)
We'll take care of him.

CRAVEN
Sir, their powers...far beyond anything we ever expected.

INT. UNITED AIRLINES 747 - NIGHT

Sarah stares out at the night. She takes several deep breaths, trying to calm herself. She puts her seat back, stretches her legs. She closes her eyes.

ANGLE SARAH'S ARM -- A hand reaches out, taps her gently.

Startled, Sarah opens her eyes. The MAN sitting next to her smiles.

MAN
(softly)
Rest now, but when we get off the plane,
you're coming with me.

The Man opens his coat, shows Sarah his gun.

ANGLE SARAH -- Terrified.

The Man leans back in his chair, enjoys the ride.

INT. CAITLIN'S MOTHER'S HOUSE - BERKELEY - DAWN

RANSACKED. Caitlin and Bobby walk slowly through the house. Everything is turned upside down. Beds are flipped over, drawers everywhere, pictures broken.

BOBBY

I guess it's safe to say they've already been here.

CAITLIN

God, I'm scared.

(beat)

What if she was here when they came?

They both just stare at the mess.

CAITLIN

If she was going to leave, she would have tried to contact me.

BOBBY

Maybe she couldn't.

They walk through the house.

CAITLIN

God, I hope she's at our house at the lake.

Caitlin tries the phone. It's DEAD.

CAITLIN

Why would they do this, Bobby?

The House becomes ILLUMINATED with Headlights from a Car that pulls into the driveway. Another Car pulls in behind it.

Caitlin runs to the window.

CAITLIN

That's her.

BOBBY

She drives two cars at once?

They look through the blinds.

ANGLE DRIVEWAY -- Two black SEDANS have pulled up. Three suited MEN exit the two Cars.

Bobby grabs Caitlin's hands and they run through the house to the back door.

INT. HOUSE - SAME

The three AGENTS walk into the house, survey the surroundings.

INT. SEDAN - SAME

An AGENT sits in the second sedan, smoking a cigarette with the window down.

Without warning, Caitlin's hand grabs him by the back of the head and slams him face down into the half rolled down window, breaking the glass. Caitlin pulls the Man out of the car, drops him to the ground. Bobby jumps in behind the wheel. Caitlin runs around to the passenger seat. Bobby slams the car into reverse--

The Three Men come running out of the house.

BOBBY

Hold on--

Bobby fires the car forward, crushing the sedan in front of them, sending it through the garage door. Bobby puts it back into reverse, screams off down the street.

Silence as they turn onto another road. Both are in shock.

BOBBY

Sorry about the garage door.

INT. JFK AIRPORT - MORNING

Sarah walks through the terminal, escorted tightly by the Agent who sat next to her. She looks sickly. The Man holds her arm. His other hand in his jacket, holding the gun.

SARAH

Where are you taking me?

MAN

Keep your mouth shut.

Sarah tries to pull away, he yanks her back.

MAN

It doesn't matter to them if you're dead when I bring you in.

Sarah notices two COPS in the distance. The Man's grip grows tighter. The Cops walk towards them.

ANGLE SARAH -- Panic overtakes her. Her eyelids pulsate. A small field of ELECTRICITY surrounds her body for an instant.

The Man receives a shock for a moment. He momentarily releases Sarah, who breaks toward the Cops.

SARAH

(screams)

Officer, that man has a gun!

(CONTINUED)

CONTINUED:

Sarah takes off running as the Officers descend on the Man. As the Man shows proper I.D., Sarah disappears into the crowd.

INT. HOUSE - NEVADA DESERT - NIGHT

Roxy and Grunge sit on the couch in a small tract house. Her father, stocky, 50's, sits in a chair across from them.

FATHER

What kind of trouble are you in now,
Roxanne? Baby trouble?

ROXY

Dad, this is serious. I don't know how to
explain, but we're in some serious shit.

FATHER

Did your mom put you up to this?

ROXY

I'm not fucking around here.

FATHER

Watch your mouth.

GRUNGE

Sir, people are after us. Government
people.

FATHER

What'd you do?

ROXY

Nothing.

FATHER

Government people don't just come after you
for nothing. What do you want from me?

ROXY

I need your help. I've never asked you for
anything.

FATHER

Why can't your mother help you?

ROXY

I can't get a hold of her. You're all I
have.

Her father reaches for his wallet.

FATHER

How much do you need?

ROXY

I don't need money, I need help. There are
people hunting us, don't you understand?

(CONTINUED)

33.
CONTINUED:

The Father peels out some money.

FATHER
This is all I have.

Roxy is frustrated by her Father.

ROXY
I should have know better than to come here.

GRUNGE
Dude, your daughter really needs your help.

ROXY
This piece of shit is good for nothing.

Roxy's Father gets up, swings back his hand to slap her. Grunge intercepts his hand.

GRUNGE
Don't even think about it.

Embarrassed, Roxy's father leaves the room.

EXT. FOREST - NIGHT

The black I.O. SEDAN that Bobby and Caitlin stole is hidden in a ditch off the side of the road.

EXT. CABIN - NIGHT

Caitlin and Bobby are crouched down in the back yard. They watch as a silhouette move in front of the cabin window.

CAITLIN
Someone's in there.

BOBBY
Don't move until we're sure it's your mom.

They continue to watch the window. The Door opens. A WOMAN walks out onto the porch. Caitlin leaps up, darts at the Woman.

CAITLIN
(screams)
Mommy!

The Woman is startled to see this larger, better built version of her daughter coming towards her. Caitlin showers her with hugs and grateful kisses.

MOTHER
Caitlin, is this you?

(CONTINUED)

CONTINUED:

CAITLIN

Yes.

MOTHER

What kind of internship was this?

INT. CABIN - LATER

The Mother sits before Bobby and Caitlin, baffled by what she has just heard.

MOTHER

They did all this to both of you?

BOBBY

Five of us.

CAITLIN

There were over a hundred. Then it was just us...It was all to get us.

MOTHER

I just don't understand.

Caitlin's Mom begins to pace. She tries to hold back her tears.

MOTHER

I never should have let you go to this program without knowing--

CAITLIN

How could you have known?

Her mother looks her up and down.

MOTHER

Are you in pain? Are you hurting?

They hug again, both in tears.

CAITLIN

Mom, I'm so scared.

BOBBY

Listen, none of us are safe here.

MOTHER

We have to contact someone. The authorities...the government.

CAITLIN

We can't trust anybody.

INT. NEW YORK APARTMENT BUILDING - DAY

Sarah buzzes the doorbell over and over.

(CONTINUED)

CONTINUED:

SARAH

Brian, it's Sarah. Please open the door.

She continues to ring the door.

INT. GREYHOUND BUS - DAY

Roxy and Grunge sit in silence. He takes her hand.

EXT. ROXY'S FATHER'S HOUSE - DAY

Two Government SEDANS in the driveway.

INT. HOUSE - SAME

Craven and several other AGENTS sit with Roxy's father.

CRAVEN

Sir, it's very important you tell us where they could have gone. We desperately need to protect them.

INT. NEW YORK APARTMENT - LATER

Sarah is now at Brian's front door with the Superintendent of the Building. He holds a giant key ring.

SARAH

I'm sorry about that. My boyfriend's just gonna freak when he finds out I lost another set of keys.

The Super opens the door for Sarah.

SARAH

Thank you.

Sarah enters the apartment, shuts the door behind her. The apartment is dark, the television is on.

SARAH

(calls out)

Brian--

Sarah cautiously walks through the apartment into the bedroom. She turns the sound off the t.v. There is no one in the apartment.

Sarah notices a LIT CIGARETTE burning in an ashtray. A lamp is smashed to pieces, a chair is pushed over. On the bed is an open wallet. I.D., CREDIT CARDS, MONEY. Next to the wallet is a set of KEYS.

Panic registers on Sarah's face.

The Front Door OPENS. Sarah hears two MEN'S VOICES. She immediately hides in the closet.

(CONTINUED)

CONTINUED:

ANGLE LIVING ROOM - Two Agents in suits walk around the apartment. They look around. Something is different.

AGENT #1

The t.v. was on when we left.

They walk into the bedroom, investigate. They look at the closed closet. They fling open the door. No one is there.

ANGLE FIRE ESCAPE -- Sarah climbs down the ladder.

INT. CAITLIN'S MOTHER'S CABIN - NIGHT

Bobby and Caitlin sit in the living room.

BOBBY

We can't stay here. It's just not safe.

CAITLIN

I don't want to leave. What if I never see her again?

BOBBY

They could be here any minute.

CAITLIN

Then she's not safe here either.

BOBBY

They don't want her. They want us.

CAITLIN

Then where are everyone else's parents?

Caitlin's Mother comes into the living room.

MOTHER

I made up the beds for you two. You both should get some rest.

Bobby and Caitlin exchange a look.

CAITLIN

We can't stay, mom.

MOTHER

Neither of you are going anywhere until we find out what to do.

BOBBY

We're in danger, and we're endangering you.

MOTHER

Where will you go?

(CONTINUED)

CONTINUED:

CAITLIN
We shouldn't tell you.

Caitlin's mother can't fight her tears.

CAITLIN
It's for the best.

BOBBY
You should pack up and go somewhere safe.
Caitlin and her mother embrace.

MOTHER
Why would anyone do this to someone so good?

INT. MIRAGE HOTEL - NIGHT

Downcast, Roxy and Grunge roam through the Mirage Casino.

GRUNGE
How are we gonna last here? We've already blown most of the money.

ROXY
We can't leave.

GRUNGE
What if no one else shows up?

ROXY
Maybe that's a good sign.

GRUNGE
Maybe it's not.

Roxy overhears a Woman on the phone.

WOMAN
Can I have Room 287 please. Hamilton.

Roxy and Grunge go over to the Oasis BAR. A BARTENDER comes over to them.

ROXY
Two Long Island ice teas. Room 287.

BARTENDER
Name?

ROXY
Hamilton.

Roxy winks at Grunge.

(CONTINUED)

CONTINUED:

GRUNGE

Pretty sneaky, sis.

Grunge watches each Cocktail Waitress walk by, eyeing them up and down.

ROXY

What are we gonna do when we run out of money?

GRUNGE

I'll tell you one thing...I wouldn't need "Butch Cassidy" to give me a million dollars for you. I'd give you up for \$5,000.

ROXY

He was the "Sundance Kid."

Grunge watches another buxom Cocktail Waitress deliver drinks. He can't take his eyes off her.

GRUNGE

She's got nothin' on Caitlin.

ROXY

Caitlin? She's not even here. Why are you talking about her?

GRUNGE

Because that shit was slamming, that's why.

ROXY

I bet she's never even kissed anybody.

GRUNGE

She does have nice lips.

ROXY

You didn't even like her until she became all "Baywatched."

GRUNGE

That's just not true.

ROXY

Come on, let's go gamble.

Roxy and Grunge take their drinks over to the ROULETTE table.

GRUNGE

Seven, seven, seven, seven, lucky seven. Put it on seven...it's always seven.

ROXY

Shut up and give me the money.

(CONTINUED)

CONTINUED:

Roxy puts \$20 on Seven. The Croupier spins the wheel.

GRUNGE
(yells)
No whammies, no whammies, a trip to Tahiti,
big bucks, STOP!

The Ball lands on 22.

CROUPIER
Twenty-two.

GRUNGE
Put it on seven, seven, it's gonna come up
seven for sure this time.

They put another \$20 on Seven. It lands on 18.

CROUPIER
Eighteen.

ROXY
You're good at this game.

GRUNGE
Fine, you pick.

ROXY
35.

The Croupier spins the Ball again.

ANGLE ROXY -- She closes her eyes tightly, concentrating.

ROXY
35, 35, come on 35.

ANGLE BALL -- Instead of slowly coming to a stop, the seems to
LEVITATE in the Air for a moment. It falls in 35.

CROUPIER
Winner, 35.

Grunge and Roxy jump up and down. They receive \$720.

GRUNGE
Piece of cake. Do it again.

ROXY
I don't know what I did.

GRUNGE
Do it again.

They put \$30 on 17. The Croupier spins the Ball.

Roxy again goes into concentration mode. The Ball LEVITATES,
falls in 17.

(CONTINUED)

CONTINUED:

CROUPIER
Winner, 17.

Grunge and Roxy excitedly hug each other as they're paid out over \$1000.

ROXY
(tight-lipped)
Someone's gonna notice.

GRUNGE
I'll distract them.

They put \$100 on 7. As the Ball spins, Roxy makes the Ball HOVER, and Grunge's knocks his drink onto the felt for distraction. The Ball lands on 7 and the Pit Boss comes over to the table.

PANDEMONIUM breaks out as the Kids are paid \$3,600.

INT. SECURITY ROOM - MIRAGE CASINO - SAME

Several Casino OFFICIALS watch in disbelief as Roxy and Grunge hit number after number. Grunge continues to knock over drinks.

CASINO OFFICIAL #1
They must be cheating.

CASINO OFFICIAL #2
How...telekinesis?

CASINO OFFICIAL #1
Offer them a suite. We'll figure it out.

INT. CASINO - ROULETTE TABLE - SAME

A GROUP of PEOPLE has gathered around the Kids, as have 10's of thousands of DOLLARS. A CASINO OFFICIAL comes up, touches Grunge on the arm.

GRUNGE
(startled)
We're just lucky...just real lucky.

CASINO MAN
Sir, the Casino is very impressed with your play and would like to offer you a suite.

Grunge beams from ear to ear.

INT. SUITE - MIRAGE HOTEL - NIGHT

The "Rain Man" suite. Roxy and Grunge throw \$50,000 in the air, dance around as the money falls to the ground. They celebrate with champagne.

(CONTINUED)

CONTINUED:

GRUNGE

Maybe this superpower shit ain't that bad.

Roxy kisses Grunge on the lips.

GRUNGE

What was that for? You don't even like me.

ROXY

Yes I do.

GRUNGE

Then why are you so mean to me?

ROXY

I'm not mean to you.

GRUNGE

Yeah, you are.

ROXY

You know how it is...like in the third grade when you dig somebody. You make fun of them the most.

GRUNGE

Oh, like Rhonda Hicks. I used to beam her the hardest in "Butts Up."

ROXY

Did you ever get with her?

GRUNGE

No, but I gave her a concussion.

Roxy kisses Grunge again. Grunge stares at her for a beat.

GRUNGE

I didn't mean what I said before...about giving you up for \$5,000.

ROXY

(seductive)

Oh yeah?

GRUNGE

It would take at least 8 or 9 thousand.

Roxy laughs. She drinks the champagne out of Grunge's mouth. Roxy pushes Grunge back on the bed. Their passion escalates.

INT. PHONE BOOTH - DAY

Sarah stands in a phone booth. She wears a yankee hat and sunglasses to disguise herself.

(CONTINUED)

CONTINUED:

SARAH

(upset)

They've got to be there. They stay there for a month every summer. Mr. and Mrs. Hanson...try it again.

OPERATOR

I'm sorry, miss. No one has checked in under that name.

Sarah slams down the phone.

INT. "RAIN MAIN" SUITE - MIRAGE HOTEL - MORNING

Caitlin and Bobby stand in the doorway.

THEIR P.O.V,

Roxy and Grunge entangled in the sheets.

Caitlin is shocked. A wry smile crosses Bobby's face.

BOBBY

Look what we have here.

Roxy stirs awake.

ROXY

(defensive)

There was only one bed.

Bobby points to the other bed in the room.

BOBBY

I guess that's a piano, then.

Roxy wraps herself in the blanket and goes into the bathroom.

A long BEAT. Grunge looks from Caitlin to Bobby. He sheepishly smiles.

Roxy comes back into the Room.

ROXY

I guess you guys couldn't go home either.

CAITLIN

We tried. Nowhere was safe.

INT. CAESAR'S PALACE - FORUM SHOPS

Roxy helps Caitlin shop for new clothing.

CAITLIN

What size do you think I am?

(CONTINUED)

CONTINUED:

ROXY
I don't know...hot!

They laugh, keep looking around the store.

ROXY
What size did you use to be?

CAITLIN
Dull.

INT. MIRAGE BAR - NIGHT

Bobby and Grunge sit at the Oasis Bar, bookended by two statuesque BLONDES, obviously "working girls."

BOBBY
You girls come here often?

The Girls roll their eyes, ignore Bobby.

BOBBY
(cocky)
Ever see one of these?

Bobby snaps a \$10 bill at the Girls. The Girls don't flinch.
Grunge snaps a \$20.

GRUNGE
How about one of these?

INT. LYNCH'S HOUSE - SAME

Lynch sits at his desk, on the phone.

MAN (V.O.)
John, don't worry...I've taken care of Miles.

LYNCH
Sir, we need to put those kids back into their lives.

MAN (V.O.)
You need to find them so we can make this right.

LYNCH
I will, sir.

INT. MIRAGE HOTEL - NIGHT

The Kids stand outside the WHITE TIGER CAGE.

BOBBY
I bet you they're just spray-painted.

(CONTINUED)

CONTINUED:

CAITLIN

What time is it?

They all turn to see Sarah, no longer scared or panicked. She's pissed off, full of anger.

SARAH

Our lives. They'll never be the same again.

ROXY

We know.

CAITLIN

That's why we're all here.

GRUNGE

Together.

As a team, the Five walk through the Casino. They walk past a row of SLOT MACHINES. Something comes over Sarah. She starts to SPARK--All the Machines SPARK with her. They flutter, go HAYWIRE. They all hit JACKPOT, money starts to POUR OUT. While the Kids jump up and down, grabbing money with delight, Sarah drops to the floor, completely sapped of strength. Caitlin tries to help her to her feet.

As the Machines continue to belch out coins, six CASINO MEN in suits charge over to them.

CASINO MAN

Come with us, please.

The Men forcefully escort the Kids out of the Casino, behind the scenes through a private back room.

INT. MIRAGE HOTEL - PRIVATE ROOM

The Kids stand together against the wall. Several Casino Men discuss their fate at a table in the middle of the room.

BOBBY

(whispers to Grunge)

You had to go cheat the casino.

GRUNGE

Let me handle this.

CAITLIN

What are you going to say?

GRUNGE

What do you think I'm gonna say? We're secret government agents. Double 0-Grunge in the house.

Grunge sits down in front of the Casino Men.

(CONTINUED)

CONTINUED:

GRUNGE

I didn't want to have to do this, but I'm gonna have to pull rank on you guys.

Dead silence at the table.

GRUNGE

I'm gonna have to see some identification.

CASINO MAN

You cheated the casino out of over \$50,000. We have it all on tape.

GRUNGE

I don't think you know who you're dealing with.

CASINO MAN

And I'm sure you have no idea who you're dealing with.

Roxy comes over to the table, hands the Man the backpack.

ROXY

Here, just take the money.

CASINO MAN

We want to know how you did it.

ROXY

We have super-powers.

SARAH

Yeah...duh.

CASINO MAN

Look, we're gonna sit here as long as it takes. Slowly, some of you are gonna start to get hurt.

GRUNGE

Do you know Bobo Fisher?

CASINO MAN

(losing patience)

No.

GRUNGE

Really? Are you sure?

CASINO MAN

Who the hell's Bobo Fisher?

GRUNGE

Con man out in Laughlin. Runs with a pretty tough crew...Antolick, Hudock, Brazzo...

(CONTINUED)

12.
CONTINUED:

CASINO MAN

And?

GRUNGE

These guys can do "whip-its"...six at a time.

SARAH

What is this guy on?

BOBBY

(points to Roxy)

Ask her. She's the one who got him all hopped up on sex.

BACK TO MEN--Grunge has finished his Bobo Fisher story.

CASINO MAN

What does that have to do with anything?

GRUNGE

My point exactly.

BOBBY

Listen, this is bullshit. We gave you back the money.

Bobby heads for the door. A Casino Goon grabs his arm.

ANGLE BOBBY -- He spins around, eyes on fire.

ANGLE TABLE -- It shoots up in FLAMES.

Grunge screams.

GRUNGE

You want to let me know before you do that.

BOBBY

It's not like I can control it.

The Doors burst open. Six black-suited MEN enter the room.

MAN

Thank you. We'll take it from here.

CAITLIN

I am so tired of these men in black.

INT. CASINO - LATER

The Kids are shuttled through the Casino by the new Men.

CAITLIN

Where are you taking us?

None of the Men are in the mood to answer.

(CONTINUED)

CONTINUED:

ROXY
(under her breath)
Listen...on the count of three...everyone
try your super..."thingies."

They all close their eyes in concentration. Deep breaths.
Nothing. No powers. Everyone looks panicked as they're roughly
shoved through the cargo entrance, to a deserted LOADING DOCK.

A black, stretch LIMOUSINE waits for them.

GRUNGE
Now we're talkin'.

The Kids are pushed into the limo, three Casino Men get in.

INT. LIMOUSINE - SAME

The limo peels away, heading towards the outskirts of town. We
see the lights of Vegas moving further into the distance.

The limousine is ROCKED by an all-terrain HUMVEE, which caroms
them off the road onto the desert sand. Everyone SCREAMS. The
limo comes to a stop with the wheels spinning in the sand.

The Casino Men jump out of the limo and draw their Guns on the
Humvee, from which six I.O. BLACK OPS appear, all holding high
powered assault rifles. The Casino Men, badly outmatched by the
Black Ops, throw down their weapons.

SARAH
Oh my God!

CAITLIN
Run!

The Kids, seizing the opportunity, dive out of the car and set
off running into the desert.

From over the Mountains, two HELICOPTERS burst onto the scene,
circling the Kids, corralling them. Sand and dust SWIRL,
blocking off all avenues of escape.

PELLETS DROP from the helicopter, creating more CLOUDS of SMOKE.
Everything becomes a BLUR.

FADE TO BLACK:

SLOW, BLURRY FADE IN:

INT. HOUSE

We can't tell if it's morning or night, because all the Windows
are BLACKED OUT. Our Kids sleep on the floor, covered by
sleeping bags.

ANGLE CAITLIN -- Her eyes flicker, slowly open. She's
completely disoriented with her peaceful environs. As soon as
she gets her bearings, Caitlin wakes the Others.

(CONTINUED)

CONTINUED:

SARAH
Where are we?

CAITLIN
I don't know.

LYNCH (O.S.)
I apologize for all the theatrics.

All the Kids turn to see John Lynch, who wears a flannel shirt, jeans and boots. He steps down into the sunken den.

LYNCH
I was supposed to protect you. This should never have happened.

CAITLIN
Who are you?

LYNCH
I'm John Lynch. You're with me now.
You're safe...I'm with the Government.

BOBBY
(sarcastic)
That makes me feel a whole lot better.

GRUNGE
You were the one who helped us escape?

LYNCH
You did most of the work on your own.

ROXY
(sarcastic)
Oh--so you saw our little powers? Aren't they so hip? We just love them.

LYNCH
I want to help you understand.

ROXY
Then enough with this chit-chat crap.

LYNCH
The man who abducted you was Miles Craven. He's an International Operative, like myself. Twenty years ago he was in charge of a program called Genesis, a top secret government experiment that was set up to enhance the strength of our soldiers to super human proportions.

CAITLIN
What does that have to do with us?

(CONTINUED)

CONTINUED:

LYNCH

The program failed and it was shut down.
Miles has restarted it on his own.

CAITLIN

And decided to give us superpowers? The
five of us?

LYNCH

He didn't give you superpowers. He gave
you a drug that altered your DNA structure.

SARAH

So, anybody could have been picked?

LYNCH

No, only a handful of people have the
proper chemical make-up that can be
enhanced by the drug.

ROXY

And we do?

LYNCH

Those soldiers...twenty years ago. They
were your fathers.

A SILENCE falls over the Room.

INT. LYNCH'S KITCHEN - LATER

Lynch and the Five Kids sit at the kitchen table. They all look
overwhelmed.

ROXY

So, they're all dead?

BOBBY

I guess that makes both set of parents.

CAITLIN

Shut up. We can't think like that.

SARAH

So, what happened? I mean...

LYNCH

There was a team of 12. Some of them were
killed. Some went insane. Others couldn't
take the pain. The pressure--

CAITLIN

Why these guys?

LYNCH

They were the best of the best. But the
government wanted better.

(CONTINUED)

CONTINUED:

BOBBY

And now us.

LYNCH

You're the only ones with the right DNA.

ROXY

What does he want to do with us?

LYNCH

If it worked, which it did...he was either going to use you and your abilities for his own personal gain.

GRUNGE

Or?

LYNCH

Or kill you and take your DNA.

Everyone contemplates. No one says a word.

SARAH

Why have we been safe for all these years?

LYNCH

You're all over 18 now. Your bodies have matured. It took that long from them to perfect the drug.

BOBBY

That's it...now they've just restarted it?

LYNCH

Covertly. You were the missing ingredient.

CAITLIN

And they just found us? Just like that?

LYNCH

We have access to everything. We can find out whatever we want with the push of a button.

ROXY

(bitterly sarcastic)

Just one button? Or could it take maybe a few buttons?

LYNCH

I'm serious.

(beat; to Grunge)

They know what little league team you were on in seventh grade.

(to Bobby)

They know what instruments you can play.

(to Caitlin)

They know you got a C in Geometry your freshmen year of high school.

(CONTINUED)

CONTINUED:

CAITLIN

I didn't take Geometry my freshmen year.

LYNCH

That's right. Algebra...Miss Adams, room 127.

Caitlin's face drops. Everyone's does.

LYNCH

Like I said...we know everything.

SARAH

So, nowhere is safe?

LYNCH

Only with me.

ROXY

I don't understand why we can't just call your people. The CIA, the government. Tell them this lunatic's gone postal and he's after us.

LYNCH

Once my people find out you're Gen-positive.

(beat)

They won't think he's a lunatic. Just a genius.

CAITLIN

So what are we supposed to do now? Just sit here?

Lynch has no response.

ROXY

I'm not gonna sit here cooped up like this.

Roxy walks towards the Patio Doors.

ROXY

What's with these windows? What are you, a vampire?

Roxy unlocks the door, swings them open to BLINDING LIGHT.

ANGLE VIEW -- We Reveal a beautiful blue sky. The house is high atop a La Jolla cliff. A panoramic ocean view.

ROXY

Or, we could just stay here.

LYNCH

The house is fully equipped for your safety. No one even knows it exists.

(CONTINUED)

CONTINUED:

All the Kids join Roxy outside by the pool.

GRUNGE

This is better than the MTV beach house.

Grunge starts to do the "Ed Lover Dance," singing along to music in his head.

LYNCH

You're going to have to let me help you.

SARAH

I think we should keep trying to get in touch with our parents.

LYNCH

You can't. Your lives as you remember them are over.

CAITLIN

So, you just expect us to start over? 18, 19, 20 years...Just gone?

ROXY

That fucker ruined our lives.

LYNCH

They don't have to be ruined.

ROXY

Oh o.k. We'll just go through our lives with super-powers.

LYNCH

I'm going to help you control them.

BOBBY

How about you help us get rid of them?

LYNCH

That's impossible.

INT. MILES' COMPOUND - DAY

Miles stands with several MILITARY MEN, looking at a large ELECTRONIC MAP, lit up with several different colors.

CRAVEN

How did this happen?

MILITARY OFFICIAL

(pointing at the map)

His men intercepted ours in the desert outside of Las Vegas.

CRAVEN

Then they just disappeared?

(CONTINUED)

CONTINUED:

Craven traces the electronic dots on the Map.

CRAVEN

Kind of looks like a noose, doesn't it?

INT. DEN - LATER

The Kids all sit on the floor around their sleeping bags.

SARAH

I don't trust that guy.

BOBBY

Do we have a choice?

GRUNGE

He's "D.S."..."Dead strange," yo.

ROXY

More like "Dead Sexy."

CAITLIN

Just so you know, "dead" is not an adjective.

GRUNGE

"D.T."

BOBBY

"Dead testy."

Bobby and Grunge laugh, slap five. Roxy turns on the television. Everyone watches for a beat.

SARAH

Do you think that'll happen to us?

CAITLIN

What?

SARAH

You know. What he said...about going insane.

ROXY

I could never kill myself.

BOBBY

What if the pain was so much that you couldn't deal with it anymore?

CAITLIN

Can you imagine hurting so much you'd rather die?

They all think for a long Beat.

(CONTINUED)

CONTINUED:

GRUNGE

He said some of them were killed.

BOBBY

Maybe the ones that fought. The ones that didn't want to be used as pawns.

CAITLIN

I would never be anyone's soldier.

(beat)

No way.

They are all lost in thought.

ANGLE LYNCH -- He stands in the doorway, watching them.

INT. LIVING ROOM - MIDDLE OF THE NIGHT

PITCH BLACK in the living room. We hear the shuffling of sleeping bags.

ROXY (O.S.)

What are you doing?

GRUNGE (O.S.)

I just thought we could snuggle up or something.

ROXY (O.S.)

What?

BOBBY (O.S.)

He's just trying to get his groove on.

ROXY (O.S.)

Get...the hell...out!

We Hear Roxy forcibly kick Grunge out of her sleeping bag.

GRUNGE (O.S.)

All right, all right.

(beat)

Maybe later.

INT. LYNCH'S HOUSE - MORNING

Lynch comes into the living room. All the Kids are in beach attire, towels over their shoulders.

LYNCH

Where do you think you're going?

GRUNGE

Catch some rays, taste a few waves.

(CONTINUED)

CONTINUED:

LYNCH

I don't think you understand. Craven's going to come at you from all sides. He won't stop until he gets what he wants. You can't just go down to the beach, or the supermarket, or the mall.

Lynch watches this register on their faces.

ROXY

What are we supposed to do...sit around and play "chutes and ladders" all day?

LYNCH

I'm going to train you.

BOBBY

Train us?

LYNCH

Yes, teach you how to use your powers.

ROXY

No thanks.

LYNCH

Then these powers...they'll destroy you.

CAITLIN

Like our parents?

LYNCH

Yes.

The Kids are all affected by this. Lynch goes over to a desk, pulls out a FOLDER. From the folder, he withdraws a large PHOTOGRAPH.

ANGLE PHOTO -- TEAM 12...A DOZEN hardcore SOLDIERS.

LYNCH

This is Team 12...your fathers.

The Kids are rapt in the photo.

ROXY

That guy's a hottie.

LYNCH

That's your father...Steven Marshall.

Roxy looks closer at the photo.

SARAH

Which one is mine.

Lynch points out Sarah's FATHER, then Bobby and Grunge's.

(CONTINUED)

CONTINUED:

Lynch then pulls another PHOTO out of the folder.

ANGLE PHOTO -- Miles, Lynch, and ANOTHER MAN all hold cigars, arm in arm.

He hands this photo to Caitlin.

CAITLIN
Is he my father?

LYNCH
Taken the day you were born. His name was
Charles Sutton.

Caitlin wistfully touches the cheek of the Man in the Photo.

BOBBY
You've haven't mentioned our mothers. What
happened to them?

Lynch takes a long beat.

LYNCH
They didn't want anyone left around who
could "cause a problem."

ROXY
So they just killed them?

Several are overcome with emotion. Others simmer with rage.

CAITLIN
I feel so strange crying for someone I've
never known.

The Kids continue to pour over pictures.

LYNCH
You need to let me teach you. Not for
anyone else, but for yourselves.

EXT. LYNCH'S BACKYARD - LATER

The Kids stand on the grass in the yard. Lynch paces in front
of them.

ROXY
How do you know how to control our powers?

LYNCH
I just know.

Grunge stands up, goes into the "Crane position." He does his
best imitation of the "Karate Kid."

(CONTINUED)

CONTINUED:

GRUNGE

Yo Lynch, check this out. "Wax on, wax off." How's that for control?

The Kids laugh. Lynch can't help but smile.

LYNCH

I want to help you control and channel your energy.

BOBBY

What's the point if we're not gonna learn how to kick some ass?

LYNCH

You have powers. You can already "kick ass." I'm going to teach you how to focus.
(points to his head)
It all starts here. We'll work from the inside out. Everyone take a seat.

Lynch and all the Kids sit on the grass.

GRUNGE

Bust a move, Yoda.

LYNCH

You have to learn how to relax...relax and focus.

Lynch leads them in breathing and stretching exercises.

LYNCH

Your concentration is far more important than the physical attributes you each have.
(beat)
Close your eyes, listen to your own breath.

Each Kid follows Lynch's instructions. They all start to focus and concentrate.

ANGLE GROUP -- Silently meditating in a circle.

ROXY

She slowly starts to rise. The others open their eyes, watch as she LEVITATES.

Lynch mouths, "Don't say anything."

ANGLE ROXY -- Hovering five feet above the ground.

GRUNGE

Peter Pan n'shit.

Roxy opens her eyes. She looks down in panic, crashes to the ground. Everyone laughs.

(CONTINUED)

CONTINUED:

LYNCH
That was a start.

INT. HOUSE - NIGHT

The Kids sit in a circle, indian style. Lynch sits in the middle of the circle.

LYNCH
You've always had these powers inside of you. Each one is very distinct to each of you. Craven didn't make Bobby flammable or Sarah electric or Roxy able to fly. That's what you already had inside of you.
(beat)
It will become instinctive how to control these powers.

EXT. YARD - DAY

Sitting indian style, the Kids have become advanced at meditation.

EXT. LYNCH'S ROOF - DAY

Sarah and Lynch sit on the roof of the house. She holds the antenna to the television. Her body is surrounded by electric energy.

INT. HOUSE - SAME

The kids watch television. Suddenly, the Picture goes to STATIC. Grunge knocks on the back of the t.v.

EXT. ROOF - NIGHT

The entire house is now surrounded by a FIELD of ENERGY.

EXT. SKYLINE OF LA JOLLA - SAME

The lights of La Jolla flicker in the distance. One by one, they all BLACK OUT.

CUT TO:

EXT. YARD - DAY

The Kids stand around the yard, having just finished meditation.

Grunge saunters over to Roxy. They seem awkward with each other.

GRUNGE
Hey, how you doin'?

(CONTINUED)

CONTINUED:

ROXY

Fine.

GRUNGE

You know, we never really talked about what happened in Vegas.

ROXY

Yeah? What about it?

GRUNGE

Right, well...I just want you to know that...it's cool. I'm cool with everything.

ROXY

What?

GRUNGE

Look, I don't know if you've seen anyone else since or anything like that, but--

ROXY

When would I have seen anyone since then?

GRUNGE

Right, well...anyway, I just want you to know that nothing's changed. It's cool.

ROXY

(sarcastic)

Great, that puts my conscience at ease.

GRUNGE

But you know, whenever you want another "go-around," just give a holler.

Grunge winks at Roxy. He starts to walk away.

ANGLE GRUNGE -- Roxy flips him in the air, sends him crashing to the ground. He looks back at her in horror.

Roxy winks at him, goes into the house.

INT. HOUSE - DAY

Caitlin and Lynch stand in the bathroom.

LYNCH

You have 30 seconds to learn everything about the bathroom.

CAITLIN

I don't get it.

(CONTINUED)

CONTINUED:

LYNCH
(clicks stopwatch)
Go.

Caitlin walks through the bathroom. She picks up a few things, checks the medicine cabinet, looks in the shower.

LYNCH
Stop.

CAITLIN
I don't think that was 30 seconds.

LYNCH
What kind of shampoo's in the shower?

CAITLIN
I don't know.

LYNCH
What kind of toothpaste?

Caitlin shakes her head.

LYNCH
What color was the water in the toilet?

CAITLIN
Color?

LYNCH
Blue.

CAITLIN
What kind of test is this?

LYNCH
Do better next time.

Lynch walks out of the bathroom.

INT. LYNCH'S HOUSE - NIGHT

Bobby and Lynch sit on the couch together. Bobby looks exasperated. Burned out.

BOBBY
I'm so tired of all this. I can't do it anymore.

LYNCH
You have to, Bobby. You don't have a choice.

BOBBY
I don't have to do anything. I was fine before any of this happened and I'll be fine when it's all over.

(CONTINUED)

CONTINUED:

LYNCH

I just want to help give you the most normal life you can have, son.

BOBBY

You're not my father.

LYNCH

I'm just trying to help you.

BOBBY

When can we leave this house?

Lynch has no answer.

INT. KITCHEN - NIGHT

Lynch and Roxy are at the table. In front of them rests a knife and fork, water glasses, a pepper mill, and dishes.

LYNCH

Focus. You need to be able to manipulate your powers. Keep something in the air while you focus on something else.

Roxy focuses on the OBJECTS -- Slowly the Pepper Mill rises off the table.

LYNCH

Hold it there and bring the glass up to the same level. Divide your focus.

As the Water shakes, the Pepper Mill falls to the table. The Water spills into Lynch's lap.

LYNCH

Maybe we should start with an apple.

INT. BEDROOM - NIGHT

Lynch is in his bedroom. Caitlin knocks on the open door.

CAITLIN

I'm a little confused. I'm going through all these exercises with everyone else. But look at me. I can't control my powers. Just turn them on and off. I just...am...the same...all the time.

LYNCH

You can learn how to live with you...your new body and be comfortable and strong. That's control.

Caitlin sits on the bed.

(CONTINUED)

CONTINUED:

88.

CAITLIN

Did he know...Miles. Did he know when he decided to restart this whole thing, that he would ruin our lives. Steal everything away that we ever knew was real. Or true?

LYNCH

I don't think he cares.

CAITLIN

But you do?

LYNCH

More than anything.

Caitlin stands, walks over to the mirror.

CAITLIN

Look at me. I look ridiculous.

LYNCH

You look beautiful. And you're intelligent. Incredibly so. You need to be the real leader of this group.

Caitlin looks at Lynch. He smiles. She smiles back. It is an awkward moment. They stand toe to toe for a beat.

CAITLIN

I guess I should go.

Caitlin exits the bedroom.

EXT. LA JOLLA CLIFFS - DAY

Grunge and Lynch walk along the cliff.

LYNCH

Arthur, your power...it's something different. It's not one we ever thought we could engineer. You have the ability to change your molecular structure...Take on the property of certain things you touch.

GRUNGE

It's only really happened once.

LYNCH

With your sheer strength and your ability to alter your appearance...you could do whatever you want. You could become extremely powerful.

GRUNGE

I don't to become very powerful.

(beat)

Well, maybe just a little.

(CONTINUED)

CONTINUED:

LYNCH
We're going to have to work on this
together.

INT. LYNCH'S BATHROOM - DAY

Lynch stands with Caitlin in the doorway to the Bathroom.

LYNCH
Shaving cream?

CAITLIN
Gillette. Aloe, for sensitive skin.

LYNCH
Tile on the floor...octagon or hexagon?

CAITLIN
Octagon.

LYNCH
Dental floss?

CAITLIN
Glide...unwaxed.

LYNCH
Where are the painkillers?

CAITLIN
Third drawer to the right of the sink.

LYNCH
What kind?

CAITLIN
Advil.

LYNCH
How many are left in the bottle?

Caitlin looks at Lynch like he was crazy.

EXT. YARD - DAY

Bobby and Lynch stand on the edge of the lawn. Several RUBBER TIRES sit in front of them. Bobby stares at the TIRES. Smoke slowly starts to rise from the tires as they begin to melt down.

ANGLE GRUNGE -- He stands over at the side. He watches the tires, impressed with Bobby's skill. Suddenly, he YELPS in PAIN. The hairs on his arms have been singed.

GRUNGE
(screams)
What the?

(CONTINUED)

CONTINUED:

Grunge dives into the pool. Bobby looks to Lynch, smiles. They slap five.

INT. HOUSE - NIGHT

The Kids are all in their sleeping bags. Lynch stands in the doorway.

LYNCH

I just want you to know how proud I am of all you guys. I know that this has been difficult and you're dying to get out of here, but this is all going to pay off.

Lynch smiles. The Kids smile back.

LYNCH

Should I turn off the light?

GRUNGE

Yeah, you might as well. We're all so tired, we're gonna hit the hay.

Grunge yawns.

LYNCH

Good-night, kids.

KIDS

Good-night, John.

Lynch turns off the light, exits into the bedroom.

The Room is silent for a beat.

The Kids leap up, fully clothed. They tip-toe to the door. Sarah grabs the alarm panel. A small spark shoots out of the alarm, the red light goes out. They slowly open the door, walk outside. Sarah turns the alarm back on.

Roxy throws the keys to Bobby.

ROXY

Ready, Andretti?

SARAH

We can't start the car, he'll hear it.

Caitlin positions herself in front of Lynch's car. She effortlessly pushes the car out onto the street in front of the house.

ANGLE GRUNGE -- He watches Caitlin in awe, with a bit of lust thrown in.

Roxy notices him watching Caitlin.

(CONTINUED)

CONTINUED:

ROXY

What? You knew she was strong.

GRUNGE

I've just never seen her...bent over like that. Whoa!

Roxy rolls her eyes. They pile into the car, coast down the street, then start it away from the house.

EXT. PACIFIC BEACH STREETS - NIGHT

The Kids cruise down the main drag in Pacific Beach. The street is packed with cars.

INT. CAR - SAME

Music BLASTING, they all sing along, letting off all their steam. Three SURFER guys walk past the car. The Girls SCREAM.

EXT. BAR - LATER

The Kids stand in line to get into a trendy college bar. At the front of the line, the BOUNCER waves the Girls through.

BOUNCER

If you girls are lucky, maybe I'll let you ride on my Harley later.

The Bouncer points to his Motorcycle, parked at the curb.

The Bouncer stops Bobby and Grunge.

GRUNGE

Yo, we're with them.

BOUNCER

I need to see some I.D.

BOBBY

The Girls didn't need to show any.

BOUNCER

They were showing something else.

The Bouncer lets other Girls in.

GRUNGE

I don't think you know who you're--

Bobby rolls his eyes, pulls Grunge away.

Without warning, the Bouncer's Harley SHOOTS UP in FLAMES. The Bouncer screams, runs over to his motorcycle. Bobby and Grunge calmly enter the Bar.

INT. BAR - SAME

Roxy and Grunge stand by the bar.

ROXY

Hey hottie, come with me.

Caitlin follows Roxy over to the bar.

ROXY

Now stand there and look sexy.

Caitlin is confused, doesn't know what to do. Even though she is blatantly sexy, she can't match it with the attitude.

ROXY

Sexier--

(twirls her hair)

And dumber--

Roxy executes a perfect sexy pose. Caitlin stands there, twirling her hair. She looks off into the distance with a vacant look. Roxy gets the male BARTENDER's attention.

ROXY

Hi, we have a little problem here. See, we are so thirsty.

(licks her lips)

But my friend here forgot all our money.

They both look over at Caitlin. Roxy mouths "sexier." Caitlin licks her lips, sticks out her chest, and waves.

ROXY

And we would be ever so grateful to you if you were to, you know, pour us a couple of drinks. I think it's worth your while.

The Bartender smiles, pours the beers.

BARTENDER

(points at Caitlin)

If she stands there and smiles like that all night, these drinks will keep coming.

CAITLIN

We'll pay you back.

ROXY

Maybe you can pay him back in another way.

Caitlin's sexiness turns to horror. She pulls Roxy away, they find Sarah at the other end of the Bar. Sarah has just bought a drink with her credit card.

CAITLIN

We got you a drink.

(CONTINUED)

CONTINUED:

SARAH

I don't need to use my sexuality to get a drink.

ROXY

No, just Daddy's credit card.

SARAH

Exactly.

They laugh, clink glasses.

CAITLIN

That guy actually liked me.

ROXY

Why wouldn't he? You're slamming.

A handsome FRAT BOY comes up to the Girls.

FRAT BOY

I noticed you ladies from across the bar.

ROXY

Oh yeah?

FRAT BOY

And I like what I noticed.

ROXY

Why don't you notice us from somewhere else?

FRAT BOY

Well, I was thinkin' maybe you'd like to come party with us at our place.

Grunge and Bobby step between them.

GRUNGE

These women are with us.

FRAT BOY

Too bad for these women.

BOBBY

So beat it, Billie Jean.

It's a standoff between our Guys and the Frat Boy. The Frat Boy backs down, starts to walk away.

INT. CRAVEN'S OFFICE - SAME

An AIDE rushes into Craven's office.

(CONTINUED)

CONTINUED:

AIDE
Sir, they're in San Diego. They just used
a credit card in Pacific Beach.

Craven coolly stands.

CRAVEN
Let's go.

AIDE
Maybe we have someone closer.

CRAVEN
Mobilize everyone in the area. They are
not to make it out of that bar.

INT. BAR - LATER

The Kids sit around a table. They have downed several pitchers.
Their mood is light.

ROXY
All right Bobby, truth or dare?

BOBBY
Truth.

ROXY
How many girls have you slept with?

BOBBY
(beat)
Zero.

Roxy turns to Sarah.

ROXY
Pay up.

BOBBY
All the "slimmies" I've been with are
women, and I can't count that high.

CAITLIN
You can't count all the way to two?

Now the Girls slap each other five.

BOBBY
(to Caitlin)
All right Wonder Woman, your turn. Truth
or dare?

CAITLIN
Dare.

Bobby picks up a shot of tequila.

(CONTINUED)

CONTINUED:

BOBBY
Open your shirt a little bit.

CAITLIN
What?

BOBBY
This is my dare. Do it.

Caitlin opens her shirt a few buttons.

BOBBY
Now give me as much cleavage as you got.

Bobby starts to place the shot glass between her breasts.
Caitlin grabs the shot glass out of Bobby's hand.

CAITLIN
I'll do it.

Caitlin holds the shot glass between her breasts.

BOBBY
All right Grungie-boy, down that shot. No hands.

CAITLIN
No way.

ROXY
(jealous)
This is stupid.

GRUNGE
(eager)
I'll do it.

ROXY
I'll bet you will.

CAITLIN
Doesn't matter. No way.

BOBBY
When you enter into a game of Truth or Dare, you enter into a sacred trust.

Caitlin resigns herself. Grunge approaches from several angles. Caitlin closes her eyes as Grunge positions his mouth between her bosom. He takes the shotglass with his teeth, shotguns it.

Everyone but Roxy CHEERS. She is pissed.

GRUNGE
(to Roxy)
All right, Miss Grinch. What'll it be?

(CONTINUED)

CONTINUED:

ROXY

Dare.

GRUNGE

Good. Kiss Sarah, with tongue.

ROXY

I'm not gonna--

Sarah leans over, plants one on Roxy's mouth.

SARAH

Don't let him make a big deal out of it.

Grunge and Bobby hoot and holler.

SARAH

(to Grunge)

Truth or Dare?

GRUNGE

Truth.

ROXY

Wrong. Dare.

GRUNGE

All right. Dare.

SARAH

See that guy over there on the dance floor.

GRUNGE

Which one? There are so many.

SARAH

That guy. Joe Frat Boy from before.

GRUNGE

Oh, the one with the emerald green eyes,
spectacular build and nice smile?

SARAH

Yeah. Ask him to dance.

ROXY

And don't take no for an answer.

GRUNGE

Let's wait for the perfect song--

Just as the VILLAGE PEOPLE's "MACHO MAN" comes on. Grunge has no excuse. He leaps up, sashays over to the Frat Boy, who is dancing with a Girl. Grunge taps the Frat Boy on the shoulder.

(CONTINUED)

CONTINUED:

GRUNGE

Pardon me. Would you like to dance?

The Frat Boy dismisses Grunge with a look. Grunge taps him again on the shoulder. The Frat Boy takes his Girl to the other side of the dance floor.

Grunge follows the Frat Boy, begins to dance around him, gyrating and freaking to the music.

ANGLE TABLE -- Our Kids ROAR with laughter.

The Frat Boy realizes he is the butt of the joke and pushes Grunge away.

GRUNGE

I thought we had something special. Why are you doing this to us?

The Frat Boy swings at Grunge.

ANGLE GRUNGE -- The Frat Boy's fist melds into Grunge's chest, disappearing into his body. Grunge smiles.

GRUNGE

How ya' like me now?

A fight ensues. The Guy's Friends join in. Grunge toys with them. They are no match as he tosses them aside. One of the Guys lands on the table. With a flip of her wrist, Caitlin throws him over the bar.

ANGLE DOOR -- Two MEN in black suits enter the bar. They show their identification, then pictures of the Kids to the Bouncer.

ANGLE KIDS TABLE -- Sarah notices them, motions to the other Kids. Roxy runs over and grabs Grunge.

ANGLE BARTENDER -- He points in the direction of the Kids.

EXT. BAR

The kids sprint down the alley behind the Bar.

INT. BAR - SAME

The Men look high and low for the Kids.

EXT. PACIFIC BEACH STREET - MINUTES LATER

The Kids peel off in Lynch's car, darting in and out of traffic.

INT. BAR - LATER

Craven paces the Bar like an angry panther. It is still full of Kids. All are silent..

(CONTINUED)

CONTINUED:

AGENT #1
Sir, they're not here.

CRAVEN
Turn it upside down. Tear down the whole
city if you have to. I want those kids.

EXT. LYNCH'S HOUSE - NIGHT

The Kids slowly walk up to the door. The Alarm is not lit up.

SARAH
Uh oh.

Lynch opens the door.

GRUNGE
Dead uh oh.

INT. LYNCH'S HOUSE - LATER

Lynch paces in front of the Kids.

LYNCH
This man will not stop until he gets what
he wants--Dead or alive. Everyone who ever
finds out about your powers will want to
control you. What you did was so stupid.

ROXY
We needed a little air.

LYNCH
If he captures you, just one of you...he
wins. It's over. Do you want soldiers
running around causing mass destruction
with your DNA inside of them? Do you want
that on your head?

LYNCH
I want you to stop acting like a bunch of
kids and start listening to me.

GRUNGE
We are kids.

LYNCH
Not anymore you're not.

INT. KITCHEN - MORNING

Roxy sits with Lynch at the table.

ANGLE ROXY -- Deep in concentration, she hovers THREE OBJECTS at
once. She moves them in and out of each other, flip flopping
them in the air.

(CONTINUED)

CONTINUED:

Lynch is pleased.

INT. LYNCH'S BATHROOM - DAY

Caitlin has just finished looking around the bathroom.

LYNCH
Time.

CAITLIN
Go.

LYNCH
Tell me about the light above your head.

CAITLIN
It's a porcelain dish fixture.

LYNCH
Wattage?

CAITLIN
100 watt bulb.

LYNCH
Is there a soapdish in the shower?

CAITLIN
Yes, containing a Crabtree & Evelyn oatmeal bar.

LYNCH
Tell me what's in the drawer to the left of the hamper.

CAITLIN
Four razor blades, a nail clipper, and Sharper Image toiletry case with a comb, scissors and tweezers.

LYNCH
Painkillers?

CAITLIN
(smiles)
Tylenol. Extra-strength. 12 left.

Lynch smiles, proud of Caitlin.

EXT. HOUSE - DAY

Grunge and Lynch stand in front of the house. Grunge takes three deep breaths, then thrusts his fist toward the lock. His hand bounces back in pain. No dice. He repeats the move. He thrusts his hand once again. His MOLECULAR STRUCTURE changes.

His hand assumes the SHAPE of a KEY and enters the hole. He unlocks the door. Grunge is proud of himself.

INT. LIVING ROOM - NIGHT

Everyone sits in a circle. They all center their energy in Meditation. They breath, focus.

INT. LYNCH'S BEDROOM - MORNING

Caitlin and Roxy walk into Lynch's Bedroom.

CAITLIN

I'm sure he's not going to want us snooping around his bedroom.

ROXY

We're not snooping. It's cold. We need sweaters.

They look through Lynch's closet. Wall to wall black suits.

In the Closet, they hear Lynch's VOICE.

Moving through the back of the closet door, stairs lead to a SECRET ROOM we have never seen. The Girls stop at the top of the stairs, listen to LYNCH.

INT. SECRET ROOM - SAME

Lynch sits before a row of computers. On a VIDEOPHONE, he talks to Craven.

CRAVEN

So John, how are the little cubscouts? Are they happy with their den mother?

LYNCH

I won't let you get those kids.

CRAVEN

This was our goal, ours together, 20 years ago. Let's fulfill our dream.

LYNCH

We shut it down for a reason, Miles.

CRAVEN

That was then.

LYNCH

And this is now. And now I won't give you the chance. Let it rest in peace.

CRAVEN

The only thing that's going to rest in peace after I take those kids...is you.

ANGLE DOOR -- CAITLIN and ROXY LISTEN

(CONTINUED)

CONTINUED:

CRAVEN

Why are you taking this so personally?

(beat)

I hope it's not because you killed that girl's father.

Lynch has no response.

CRAVEN (CONT)

Does Ms. Fairchild know you killed her father?

LYNCH

Why does she need to know something so horrible?

CRAVEN

I think she deserves to know the facts.

LYNCH

I'm going to put an end to this.

CRAVEN

You don't have the authority anymore. Who do you think has the backing...the person who wants to deliver world domination to the government, or the person who wants to keep it from them? You're on your own, Johnny.

ANGLE DOOR -- The Girls are gone.

INT. LIVING ROOM - SAME

Panicked, Roxy and Caitlin talk to the rest of the Kids.

ROXY

We gotta get out of here.

BOBBY

Why?

ROXY

We just do. We just overheard him on the phone with Craven.

GRUNGE

We can't leave.

CAITLIN

Lynch killed my father. He shot him.

SARAH

What?

ROXY

He did. How do we know what he wants to do. Maybe he's training us for himself.

(CONTINUED)

CONTINUED:

BOBBY

They could be competing to control us. It makes sense.

SARAH

Maybe he lied about everything.

CAITLIN

We just need to leave.

ROXY

Let's go.

INT. LYNCH'S CAR - TRAVELLING

Bobby drives the Kids, destination unknown. We've never seen Caitlin so angry, determined.

CAITLIN

I can't believe this. He was the only one I trusted.

SARAH

We all did.

CAITLIN

I want to know the truth about everything.

BOBBY

Even if it ends up killing us?

CAITLIN

What's the difference? I can't go through life not knowing.

GRUNGE

We can't just drive around. It's not safe.

The continue driving.

SARAH

Caitlin, you know someone in San Diego. That "chat" guy, your computer boyfriend.

CAITLIN

Stuart. Oh my God. He'll have access to a serious computer. Maybe he can help us get some information..

As the Car passes an intersection, two MOTORCYCLES converge on them from both angles. The RIDERS are dressed in black fatigues, black helmets, tinted masks. The Cycles bookend the Car.

Through the Rear-View Mirror, Bobby sees an URBAN ASSAULT VEHICLE rapidly closing in on them.

(CONTINUED)

103.
CONTINUED:

BOBBY
This is getting ridiculous!

ROXY
Do something!

Bobby tries to swerve the car into one of the Motorcycles. He misses, almost causing them to flip.

The Urban Assault Truck SLAMS into the car from behind. The Kids are thrust forward. They SCREAM.

ANGLE MOTORCYCLE -- Steel spikes pop out of the tires. The Rider maneuvers the bike closer to their car. The Spike is just about to pierce the tire.

Bobby tries to swerve to the left, but he has no room.

BOBBY
I'm gonna try to get some distance between us. When we're in front, even if it's just a couple feet, I'll slam on the brakes...then Grunge, you open your door. Everyone brace yourselves.

GRUNGE
Got it.

Bobby guns the car, taking it as fast as it can go. He puts about ten yards between he and his pursuers.

BOBBY
Now!

As Bobby SLAMS on the BRAKES, he and Grunge both open their doors. The Motorcycles and the Truck both catch up in a hurry.

The Cyclists CRASH into the Open doors, ripping them off their hinges, sending the Riders 100 feet onto the open road. The Truck SMASHES into the car from behind, jarring it forward.

The Truck's front fender latches on to the car's back bumper. The Cars are connected. Bobby tries to swerve back and forth, trying to pry them loose from the truck.

SARAH
What are we gonna do?

Roxy pulls down the arm rest in the back seat. She unzips the canvass that leads to the trunk. She shimmies her way into the trunk through the opening.

CAITLIN
What are you doing?

ROXY
Looking for something to pry us loose.

(CONTINUED)

CONTINUED:

Caitlin and Sarah watch from the backseat as Roxy rummages through the dark trunk.

The Urban Assault Truck continues pushing the car down the road at speeds of over 100 miles per hour.

ROXY
He has so much crap back here.
Flashlights, golf clubs, first aid kits.

BOBBY
(sarcastic)
Knock him off with a 9-iron.

GRUNGE
Or a band-aid.

Roxy continues her search. The Cars continue, interlocked.

ROXY
Flip the trunk.

BOBBY
Why?

ROXY
Flip the goddamned trunk!

EXT. HIGHWAY -- SAME

The Cars are still attached. The Trunk flies open. Roxy comes out strong. She holds a sawed-off shotgun.

She CONCENTRATES, LEVITATING the TRUCK into the AIR.

Roxy cocks the gun, FIRES it full force at the truck's engine. She blows the truck out of the air, igniting it in a FIREBALL.

DISSOLVE TO:

EXT. HOUSE - ESCONDIDO - DAY

Haggard, they show up at the door to a modest home. Caitlin rings the bell. A little GIRL answers. Caitlin is confused.

CAITLIN
Is Stuart here?

LITTLE GIRL
(calls out)
Daddy--

GRUNGE
You dated a married guy?

(CONTINUED)

CONTINUED:

CAITLIN
I never even met him.

STUART, 40's, overweight, balding, comes to the door.

STUART
Yes?

CAITLIN
Stuart?

STUART
Yeah.

CAITLIN
(disgusted)
Caitlin Fairchild.

It dawns on Stuart. He looks Caitlin up and down, sucks in his own gut.

STUART
(embarrassed)
Come in--

SARAH
(to Caitlin)
I thought you said he looked like Brad Pitt.

CAITLIN
No, he said he looked like Brad Pitt.

ROXY
Yeah, if Brad Pitt got lost at Winchell's.

INT. STUART'S HOUSE - LATER

The Kids sit on the couch. Stuart sits across from them, his daughter in his lap. Caitlin looks at him with disdain.

CAITLIN
We need access to secret government files.
You said you were always logging on to
classified information.

STUART
Only at the office.

ROXY
Well, that's where we need to go.

STUART
The office is closed on Sunday.

BOBBY
And you're gonna open it up for us.

(CONTINUED)

CONTINUED:

CAITLIN

Yeah, handsome, let's go.

INT. LYNCH'S HOUSE - SAME

Lynch looks everywhere for the Kids, realizes they have left the House. He panics.

INT. OFFICE BUILDING - SAN DIEGO - LATER

Stuart's office, on the tenth floor of an office building. They all sit in front of a high-tech computer.

STUART

I really shouldn't be doing this.

CAITLIN

There's a lot you shouldn't be doing.

STUART

(keeps typing)

That's Genesis, right?

BOBBY

It's an International Operative classified file.

Stuart hooks up a hacking device, connected to a modem.

INT. CRAVEN'S OFFICE - DAY

An Aide rushes into Craven's office.

AIDE

An interloper just logged on to the I.O. file. They're trying to gain access to Genesis.

CRAVEN

Get me their location...and let them in.

INT. STUART'S OFFICE - LATER

A GENESIS LOGO pops up onto the Screen. They click on the Icon.

SARAH

I guess it's not that classified.

CAITLIN

Get up, Stuart.

Caitlin sits down at the computer, scrolls through files. The Kids gather around her.

CAITLIN

This is all about "Genesis."

(CONTINUED)

CONTINUED:

SARAH

Look at this--these are all files on us.

BOBBY

What does it say?

CAITLIN

They have everything...our entire lives.
Where I went to elementary school--

SARAH

(reading)

Where I moved when I was seven--

ROXY

My camp counselor's names.

Caitlin scrolls another file.

CAITLIN

These are our birth certificates. This is
my birthday. My birthplace. These people
must be my real parents...Charles and
Elizabeth Sutton.

Roxy sees her BIRTH CERTIFICATE on the screen.

ROXY

Steven and Nicole Marshall.

(beat)

I wonder what they were like.

SARAH

These records have been kept current up to
last year.

CAITLIN

Here are their death certificates.

Caitlin reads through each certificate.

CAITLIN

A car crash...a drowning accident...an
overdose.

(confused)

They're all dated the same day.

ROXY

How could all of our parents have died on
the same day?

BOBBY

It's like the Kennedy conspiracy....all
those witnesses...erased before they could
testify before the Warren Commission.

(CONTINUED)

CONTINUED:

CAITLIN

It says here my father died of a heart attack.

ROXY

At 31 years old?

Sarah keeps scrolling through death certificates.

SARAH

Who were all these people? All these doctors? They're dead, too.

CAITLIN

I recognize that name from a course in Genetics I took. He was a scientist.

BOBBY

What did he die of?

CAITLIN

Surgical complications...three weeks after our parents.

ROXY

(sarcastic)

Yeah...this all seems plausible

CAITLIN

Look at this. All these certificates are signed by the same doctor.

SARAH

This is so bizarre.

CAITLIN

Not as bizarre as this. He signed his own.

EXT. OFFICE BUILDING - SAME

A Black Sedan pulls up onto the curb. Miles flies out, followed closely behind by several suited MEN.

CRAVEN

No one touches those kids, but me.

Miles walks through the doors, flanked by several of his Men. Craven walks down the hallway, pointing from room to room.

CRAVEN

I want every room checked thoroughly from top to bottom. Take them alive.

INT. STUART'S OFFICE - SAME

They continue to read the computer files.

(CONTINUED)

CONTINUED:

CAITLIN

Everyone's accounted for. All the scientists are dead. They killed everyone who ever had anything to do with this program.

BOBBY

Except Lynch and Craven.

INT. OFFICE BUILDING - HALLWAYS - SAME

Craven, with his men in tow, personally supervises the search of each room.

INT. LYNCH'S SECRET OFFICE - SAME

The Computer BEEPS on the VIDEOPHONE in Lynch's office. John goes through the closet, downstairs.

ANGLE VIDEOPHONE -- It is a MAN in sunglasses.

MAN

John, we know the kids aren't with you anymore. We don't want anyone to get hurt. We need to do this the right way. They're at the Prudential Building in San Diego.

INT. STUART'S OFFICE - LATER

The Kids continue to read over files. Sorrow and anger fill their faces.

The DOORS KICK OPEN--

CRAVEN & HIS MEN BURST IN--

The Kids freak out, scatter towards the Back of the room.

CRAVEN

Children--How I've missed you!

Craven turns to Stuart.

CRAVEN

Good work, Stuart.

CAITLIN

What? How?
(to Stuart)
Why?

CRAVEN

I needed to know what your plans were for the summer so we could get in touch. Thank you, Stuart.

Craven takes out his gun, kills Stuart with one shot. The Kids SCREAM.

(CONTINUED)

CONTINUED:

CRAVEN

Why would you leave Lynch...the only person
that cared about you.

Craven walks towards them. Caitlin grabs a microfilm disc and
flings it frizbee style at Miles. The Disc CRACKS against his
face, BREAKING his nose. Blood sprays.

Caitlin darts towards the exit doors--

ANGLE CAITLIN -- Pumped up, her veins bulge. She screams,
BURSTS through the exit doors. She and the Kids run out of the
File Room, dart up the stairwell.

ANGLE MILES -- He calmly resets his nose, starts off after the
Kids.

CRAVEN

Round up those kiddies, boys.

The Soldiers take off up the stairwell after the Kids.

ANGLE STAIRWELL -- Full of panic, the Kids run for their lives.

Miles climbs the steps, one at a time. A Soldier waits.

SOLDIER

Sir, this stairwell leads to the roof.

CRAVEN

We'll corner them there.

CUT TO KIDS -- They BURST out onto the ROOF.

EXT. ROOF - SAME

The Kids stand on the roof, nowhere to run, nowhere to hide,
hundreds of feet above ground. Caitlin holds the door closed
while the others look for an escape route.

CAITLIN

Try to find a way down.

The Door is crashed against by Soldiers--Caitlin manages to hold
it closed.

CAITLIN

(desperate).

Hurry!

Bobby finds a SCAFFOLDING, some fifteen feet below the roof.

BOBBY

(screams)

This way--We can lower ourselves down.

Sarah, Roxy, and Bobby jump onto the Scaffold.

(CONTINUED)

CONTINUED:

ANGLE CAITLIN--She can no longer hold the door closed. The MEN break it down, bursting from every side. Caitlin tries to fight them off, but there are too many. She is beaten to the ground.

Miles emerges from the Stairwell. He places his foot on the back of Caitlin's head. She screams out in pain.

CRAVEN

We'll take the sample right here.

Miles bends down into Caitlin's face.

CRAVEN

Stop squirming, dollface--You already broke my nose...the least you could do is take it like a good little girl.

Caitlin spits in Craven's face. An AIDE hurries over with a SYRINGE. He cotton swabs her arm, prepares her for an injection. She writhes in fury as other MEN hold her down.

Miles holds down Caitlin's hair with his boot.

CRAVEN

(pure evil)

This is gonna hurt you much more than it hurts me.

The Aide holds the HYPODERMIC NEEDLE in his hand. He presses it to Caitlin's arm, ready to prick--

Caitlin pries her legs loose from the Men holding her. She then flips her feet over her head and wraps her thighs around the Aide's skull in a headlock. Caitlin lifts the Man off the ground and somersaults him into the Guards, sending them all crashing to the ground.

Caitlin jumps up and runs toward the SCAFFOLD--

CRAVEN

(screams)

Get her!

Caitlin jumps down onto the Scaffolding, which shakes under her added weight. Bobby starts to lower them down.

ROXY

(screams)

There's a snag in the rope.

Roxy flies back up to the roof, tries to unhook the knot.

She is grabbed by Craven's Men. They grab the Scaffold's rope and stop their downward progress. The Kids are toast. As the Men start to hoist them back up--

The SCAFFOLD'S ROPE BREAKS--

(CONTINUED)

CONTINUED:

The KIDS PLUMMET to the GROUND. No one could survive a fall like this--

ANGLE ROXY--She clutches her head in excruciating pain--

Suddenly, the Kids STOP IN MIDAIR, fifty feet above the ground. The Scaffold continues on downward, EXPLODING against the pavement.

Roxy, while restrained, has LEVITATED the Group. They HOVER, much to the amazement of Everyone, including themselves.

A CROWD starts to gather on the ground. PEOPLE marvel at this spectacle--

Miles, still watching from the roof, sees the Crowd forming.

CRAVEN

(radios to all his men)

Put your weapons down and slowly back away.

ANGLE KIDS--Scared out of their minds as they continue to hover. Roxy is frozen in a paralyzed state, all her senses blaring. No one says a word as they slowly float to safety on the Ground.

The Kids duck the Authorities, who are buffered by the growing SPECTATORS. The four disappear quickly into the Crowd. Their pace quickens into a jog, then a sprint. Miles watches everything unfold from the roof.

CRAVEN

Shit!

(into radio)

Do not let them get away!

EXT. OFFICE BUILDING - STREET - SAME

A CROWD is still gathered around the building. Miles comes through the doors and is SLAMMED against the building by John Lynch. John puts his forearm against Miles' throat.

Roxy is held in restraints by two MEN.

LYNCH

I won't let you do this.

CRAVEN

(gasping)

You don't have a choice.

LYNCH

Taking these lives...the lives of their children...it's not worth it.

Miles breaks free.

(CONTINUED)

CONTINUED:

LYNCH

You don't need to make history with them.
We already tried that.

CRAVEN

And history failed the first time, John.
Don't let it repeat itself.

John pulls his GUN from out of his holster and places it to Craven's head. Craven's GUARDS all raise their weapons--

CRAVEN

Ready to die?

LYNCH

As long as you are.

A BLACK LIMOUSINE screeches up right next to them. Two AGENTS jump out of the car and run over to Craven and Lynch.

LYNCH

I want this man arrested.

AGENT #1

John, put down your weapon.

Lynch complies. Each Agent takes hold of one of his arms, hold him tightly.

LYNCH

What are you doing?

AGENT #2

Get in the car.

Lynch lunges at Miles. He is restrained. Miles winks at him. Lynch's attempt to pry himself loose is futile. He is pushed into the front seat of the limo.

INT. LIMOUSINE - NIGHT

Lynch sits in the front seat with the DRIVER and one of the Agents. The partition that divides the back from the front opens slightly. A powerful VOICE bellows from the back seat--

It is a VOICE we've heard before.

MAN (O.S.)

You're getting in our way, John.

John turns, but can't see through the tinted glass.

MAN (O.S.)

This business is not your concern.

(CONTINUED)

CONTINUED:

LYNCH
I was protecting them.

MAN (O.S.)
No...you were keeping an eye on them--For us.

LYNCH
Not for you.

MAN (O.S.)
Your agenda was your own.

LYNCH
It's still my agenda.

MAN (O.S.)
I suggest you go back to South America.

LYNCH
And if I don't?

MAN (O.S.)
Do I really have to answer that question?

EXT. SUBURBAN STREET - NIGHT

The Kids wander through a suburban street. They are despondent, emotionally and physically drained.

CAITLIN
We shouldn't have left Roxy.

BOBBY
There was nothing we could do.

SARAH
Now Craven has what he needs. It's over.

CAITLIN
It's not over. We're not just going to give up on our friend. If he hurts her, I swear to God--

HELICOPTERS SCREAM OVERHEAD-- The Kids take cover as they pass.

BOBBY
This is never going to end. Maybe we should give ourselves up.

CAITLIN
No way. I'd rather die.

GRUNGE
Did you see how she saved our lives? She gave herself up for us.

INT. LIMOUSINE - TRAVELLING - NIGHT

The limo drives on the highway, right outside the San Diego airport.

MAN (O.S.)

You're booked on the five AM to Quito.

Lynch sits stoically in the front seat. He puts on his seatbelt.

MAN (O.S.)

You will be there until I say you need not be there anymore...understand?

Lynch turns towards the back seat.

LYNCH

Go it.

Lynch sits back calmly. With a jolt, he grabs the steering wheel, turns it sharply--

The Car veers off the road. The Driver tries to steady the vehicle. Lynch slams his elbow into the Driver's face, sending his head back into the seat. He then falls into the steering wheel. Lynch pushes eject on the Driver's seatbelt.

The Car goes down the side of an embankment, crashing into a tree. Lynch jerks forward, his seatbelt holds him in place.

The Driver catapults through the front window and wraps around a large oak. Lynch staggers out of the car and runs away from the scene.

EXT. MILITARY BASE

Establish a sprawling military base on the shore of Coronado.

INT. LABORATORY - MILITARY BASE - SAME

Roxy is strapped down to a gurney, binded by titanium clasps. DOCTORS prepare to take her DNA samples.

Miles oversees everything from a large bay window.

ANGLE WINDOW -- Teams of YOUNG SOLDIERS train on the grounds outside.

CRAVEN

I knew the youth of today would be too lazy and spoiled to fit into my plans. So soon, a little piece of you will be sprinkled into America's finest.

(CONTINUED)

CONTINUED:

ROXY

Why are you doing this?

CRAVEN

Because we have the technology. We tried it once and it didn't work. But now it will. The Drug is perfect now. Look at all of you. Aside from your annoying will, you're perfect.

ROXY

You're never going to get away with this.

Craven laughs.

CRAVEN

I love when they say that in movies... "You're never gonna get away with this." It's so humorous. And they usually don't, because Spiderman shows up and saves the day. This is real life sweetheart, and Spiderman ain't comin'. He's half-way to Quito by now.

Roxy squirms as her BLOOD is taken. She concentrates, the test tube with her blood flies across the room, smashes against the wall. They take her blood again.

INT. LYNCH'S HOUSE - NIGHT

Lynch comes through the empty house. It's Pitch Black. He turns on the light, takes a deep breath, enters the Kitchen, where he sees a somber Caitlin, Bobby, Grunge and Sarah at the table. Nothing is said. Nothing needs to be said.

CAITLIN

We didn't know where else to go.

INT. LIVING ROOM - LATER

Lynch holds Caitlin's Father's DOG-TAGS...Charles Sutton.

LYNCH

Charles was my best friend in the whole world. He was in pain, he was gone. We had lost him weeks before. There was nothing left.

(beat)

It was the hardest thing I ever had to do.

CAITLIN

Why didn't you just tell us?

LYNCH

How do you tell someone you killed their father?

(CONTINUED)

CONTINUED:

CAITLIN

We shouldn't have left without talking to you.

LYNCH

I understand why you did.

SARAH

He has Roxy.

LYNCH

And we have to get her back.

BOBBY

There's nothing we can do. It's too late.

CAITLIN

She's our friend. She's all we have.

BOBBY

But he won't need us anymore. He has her.

SARAH

Oh, so that's it? Forget about Roxy. She gave herself up for us.

BOBBY

We chalk it up as a loss. Start our lives over.

Grunge charges at Bobby, puts him in a headlock, slamming him against the wall.

CAITLIN

Stop it!

Grunge thrashes Bobby about the room, throwing him into a bookshelf.

Bobby gets up, his eyes on fire. He raises his hand to Grunge, his body convulses. War is about to begin.

Without warning, the Bookshelf behind them ENGULFS in FLAMES.

ANGLE LYNCH -- Smoke seeps from his fingers. He pulsates.

The Kids are stunned.

LYNCH

Roxy. She's one of you. You're family.
All you have is each other.

Bobby lowers his head, collapses on the floor, crying. Caitlin comforts him.

(CONTINUED)

CONTINUED:

CAITLIN
I'm scared, too.

SARAH
We all are.

Grunge comes over to Bobby, helps him up. They hug.

Caitlin turns to Lynch.

CAITLIN
How? Why are you?

LYNCH
The only way I could convince your parents
to take the drug was if I took it with
them.
(beat)
No one ever knew about me.

ANGLE LYNCH -- His eyes are no longer BLOODSHOT. He is composed.

LYNCH
It's because of me that they're dead.

CAITLIN
(beat)
Then do what's right now.

BOBBY
Help us.

INT. BASE - LABORATORY

Craven stands above Roxy, who is still tied down. Craven glides
his finger along her face. She tries to bite his finger off.

CRAVEN
All you kids remind me so much of your
parents.

ROXY
And you remind me of a boy who had a crush
on me in sixth grade. He was always
staring at me. He wouldn't stop.

CRAVEN
Ahh...first love.

ROXY
I stuck a pencil through his hand.

INT. LYNCH'S LIVING ROOM - NIGHT

In the B.g., the television drones. A NEWS BULLETIN comes on--

(CONTINUED)

CONTINUED:

NEWS ANCHOR

Secretary of Defense, Nathaniel Hodge is in stable condition after his limousine skidded off the road outside of San Diego Airport and crashed into a tree. The driver of the vehicle was pronounced dead upon arrival at Nesbitt Hospital.

A PICTURE of Secretary of Defense Hodge comes on the Screen.

NEWS ANCHOR (CONT)

The Secretary was to give a speech at--

Caitlin comes into the room, carrying several cylinders.

CAITLIN

I found these blueprints of the base in Coronado.

LYNCH

What are you doing. I'm going there alone.

GRUNGE

That's weird. I don't think so.

SARAH

Yeah, she's one of us. We're doing this together.

Caitlin lays out the BLUE PRINTS on the coffee table. Lynch doesn't know what to do.

LYNCH

I could never live with myself if something happened to you.

BOBBY

Then don't let it.

The others gather around Caitlin. She looks at Lynch.

CAITLIN

This time, you don't have a choice.

INT. LYNCH'S SECRET ROOM - DAY

Lynch's own war room. Electronic Blue Prints. Monitors with Videos of the Base. Lynch holds court for the Kids.

LYNCH

We'll come at it by the sea. At night. They have aqua-detectors with a 300 yard radius. There are two guard towers...one to the South, one to the Northwest.

We watch a Video of what Lynch describes.

(CONTINUED)

CONTINUED:

LYNCH

These barracks here house at least 200 men. They need to be neutralized. These men, as well as the guards outside, are innocent soldiers. They should be stunned, not killed. Once inside, it's all I.O. No holds barred--they won't.

(beat)

This is how we'll get in.

INT. LABORATORY - BASE

Craven stands in front of a air-tight FREEZER. He opens the doors and a smoky fog surrounds him.

ANGLE FREEZER -- Blood and tissue samples. The ACTIVATION DRUG.

Miles stands there, staring at the freezer. A look of sheer determination crosses his face.

EXT. HOUSE - SUBURBAN SAN DIEGO - MIDDLE OF THE NIGHT

A HELICOPTER silently hovers above a HOUSE. Ropes fall out of the helicopter onto the roof. I.O. BLACK-OPS in full military gear cascade down the ropes.

INT. HOUSE - MOMENTS LATER

The Black-Ops are now inside. Lights shine from their machine guns. The House is completely VACANT. The TEAM LEADER motions for his MEN to stand at ease. He dials a cellular phone.

TEAM LEADER

(into phone)

Sir, this isn't the right house. Lynch must have diverted the trace--

THE HOUSE EXPLODES -- Sending debris 200 feet in every direction. The Helicopter is OBLITERATED by the FIREBALL.

EXT. PACIFIC OCEAN - MIDDLE OF THE NIGHT

Three Hundred Yards off-shore. Lynch and the Four Kids sit in a hovercraft, dressed in black fatigues and bullet proof flak-jackets. Lynch signals for them to GO. One by one, they descend into the WATER.

POV from LYNCH'S BINOCULARS -- INFRA-RED. One GUARD mans the tower to the West, two GUARDS man the Northwest. Another GUARD mans the back entrance to the base inside of a GATE.

ANGLE BEACH -- Our Kids emerge from the water and crawl onto the beach.

BACK TO LYNCH --

He pulls out a Crossbow and screws on a small capsule in place of the arrowhead.

(CONTINUED)

CONTINUED:

ANGLE TOWER -- The GUARD keeps his post. We Hear the Sound of a bulls-eye THUMP as the arrow punctures his back. The GUARD goes down.

ANGLE BEACH -- The Kids notice that the light from the guard-post has stopped oscillating. Grunge and Caitlin remain motionless, while Bobby and Sarah cross the beach towards the barracks, which are surrounded by a barb-wire fence.

ANGLE FENCE -- Bobby proceeds to burn a hole through the fence, searing the metal with his FIRE.

Sarah climbs through the fence and crawls along the ground until she reaches the wall of the barracks. She locates the CIRCUIT BREAKER, starts to rub her hands quickly together.

ANGLE ROOF -- A GUARD has spotted Sarah and bears down on her with his gun. Another bulls-eye THUMP as an ARROW pierces his chest.

ANGLE SARAH -- She begins to shake and SPARK.

Slowly, an ELECTRIC FIELD surrounds each of the barracks. Sarah backs away. The FIELD remains.

INT. BARRACKS - SAME

A group of fifty SOLDIERS awake to the Sound of an ELECTRIC BUZZ. One of the Soldiers tries to open the door, he is repelled backwards.

EXT. BEACH - SAME

Caitlin and Grunge have removed their fatigues. They walk down the beach, holding hands as a couple.

ANGLE NORTHWEST TOWER -- The two GUARDS notice them.

GUARD #1
What the hell is this?

GUARD #2
I'll go.

The Guard goes down the Tower, meets the Kids on the Beach.

GUARD #2
This beach is closed to the public.

Caitlin reaches for her STUN GUN, knocks the Guard out. Grunge holds his body upright so the other Guard doesn't notice.

INT. TOWER - MOMENTS LATER

Guard #1 turns to see Caitlin and Grunge standing in the tower with him. Before he can make a move, he is knocked unconscious by Grunge's stun-gun.

INT. BASE - CRAVEN'S QUARTERS - SAME

Craven lies down in bed, clutching his head in pain. Through an intercom, we hear...

GUARD (O.S.)

Sir, we have a security break. Both towers are unmanned.

CRAVEN

There are 200 soldiers on this base. Don't you think they can handle this?

EXT. BASE - NIGHT

A fully armed SOLDIER paces in front of the door to the Main Building.

ANGLE WALL -- We see EYES imbedded into the structure. They watch as the Guard mans his post.

As the Guard passes the EYES, two HANDS reach out from the wall and STUN HIM. Grunge removes himself from the wall and takes off the Guard's SECURITY CARD.

Grunge signals, the Others meet him in the front.

LYNCH

We have an hour before these stuns wear off.

(to Sarah)

That force field has to stay up.

Grunge tries the access card, it doesn't work. Grunge MORPHEs his hand into the slot. Sarah grabs his forearm, sending electrodes down his arm into the lock. The door opens.

INT. BUILDING - MOMENTS LATER

Lynch dismantles the surveillance cameras. They are immediately met by a round of GUARDS, who draw their guns and hold the Kids back. Slowly, their guns turn BRIGHT RED and MELT down into their hands. They SCREAM.

CAITLIN

(to Lynch)

I.O.?

LYNCH

Yes.

Caitlin walks right up into their faces. One by one, she takes each Guard out. A kick to the chest, a snap of an arm. She throws a face through a wall, flips another on his back. Slowly, they all succumb to her power.

INT. CRAVEN'S QUARTERS - LATER

Craven stands in front of the mirror, dresses in full military gear. He wears all his medals. The Intercom BEEPS.

SCIENTIST (O.S.)
We're having an electrical problem in the lab.

CRAVEN
(annoyed)
Then move her to a lab that doesn't have an electrical problem.

INT. BUILDING - SAME

The Kids come to a secured area outside the laboratory. A LASER BEAM crosses the doorway.

LYNCH
Grunge, put your hand in front of the laser and bend the reflector into the ground.

GRUNGE
Are you crazy?

Lynch insists. Grunge reluctantly places his hand in front of the laser. It shines right through his hand, which is now TRANSPARENT. He bends each reflector. Their way is clear.

They come to the door of the laboratory where Roxy is kept. They peer inside. Several SCIENTISTS and GUARDS prepare her for transport.

INT. BUILDING - ANOTHER HALLWAY - SAME

Craven, in full military gear, stalks down the hallway.

INT. EXAMINING ROOM - SAME

Craven walks past two ARMED GUARDS that he ignores. A SCIENTIST works at a computer. Roxy is still bound on the gurney. Miles walks over to her, gets right up in her face.

CRAVEN
Your time has come, dear. We have everything we need, thank you very much.

Roxy spits in his face.

CRAVEN
(wipes face)
When I kill all of your friends, I'll tell them you send your love.

She spits in Craven's face again. Miles slaps Roxy.

(CONTINUED)

CONTINUED:

As Craven goes to slap her again, the titanium clasp REACHES up and snatches his arm. Grunge has changed his MOLECULAR STRUCTURE into a TABLE. Roxy is lying on him.

ROXY
I'll tell him myself.

Grunge turns Miles' hand against himself, and smacks him in the face. Roxy gets up and stumbles off the gurney.

Grunge changes back into his own body. The Guards shed their uniforms. They are Sarah and Caitlin. The Scientist is Bobby.

Miles starts to laugh loudly. His LAUGH turns into a hideous CACKLE.

CRAVEN
This is preposterous. Just like in the movies, you saved the day. Not this time. Don't you understand, it's too late.

Craven looks over to Lynch.

CRAVEN
John, tell them.

LYNCH
I'm taking the kids.

BOBBY
Not before we kick his ass.

The Kids circle around Craven.

CAITLIN
This is for everyone you've taken away from us.

Caitlin punches him. He flies backwards, crashing against the wall with a thud. Craven tries to stand up.

CRAVEN
(wild-eyed)
You think you can put an end to this?

BOBBY
As long as you're dead, I don't care what happens.

Bobby slams Craven in the kneecaps with his boots. He falls, groans in pain.

CRAVEN
This is going to go on long after I'm gone.

Grunge picks him up, throws him across the room.

(CONTINUED)

CONTINUED:

GRUNGE

Not if we can help it.

Roxy steps up, kicks Craven in the face.

CRAVEN

We have the technology. You were just the flavor of the month. It'll be done again...tell them John.

LYNCH

All I know is, you won't be a part of it. And neither will we.

CRAVEN

There's just one problem...

ANGLE CRAVEN -- The Veins PULSATE all over his body. He is engorged. His eyes BURN crimson.

CRAVEN

I'm the flavor of the month now.

Craven leaps 15 feet into the air, flipping several times. He comes back down on the other side of the room.

Bobby extends his fingers towards Craven, shooting fire at him. Craven plays with the FLAMES, shoots his own fire back.

Sarah tries to surround him with a FORCE FIELD. Craven is unaffected. Sarah is the one who is shocked backwards with an electric ray.

Grunge and Caitlin step up to the plate. Despite Miles' age, he appears stronger and better trained at combat. He toys with all of them.

CRAVEN

One against five...I love it!

LYNCH

How about one against six?

ANGLE LYNCH -- He MANIFESTS.

Miles is stunned.

CRAVEN

That's really a shame, John. Why couldn't you tell me. I only had to waste 18 years of my life.

Craven jumps up, leaps through the air. He is met head-on by Lynch. They slam into each other 15 feet above the ground. They land, intertwined. Two warriors doing battle.

Lynch grabs Miles by the throat, holds him above his head.

(CONTINUED)

CONTINUED:

LYNCH

I've had time to master my talent.

The Laboratory wall behind Craven ENGULFS in FLAMES. Lynch tosses Miles into the inferno. Miles catches fire. He spins like a top, putting out the fire.

The SPRINKLER SYSTEM GOES OFF, flooding the floor with WATER.

Before Craven can catch his breath, a BATTLE ensues between he, the five kids, and Lynch. He weakens as they come at him from every angle.

Craven screams, raising his hands high above his head.

CRAVEN

There's nothing you can do. I've already won!

ANGLE EACH KID -- They slowly begin to levitate into the air.

ANGLE LYNCH -- He begins to levitate as well.

ANGLE ROXY -- Her eyes tightly shut, as she keeps everyone afloat.

ANGLE MILES -- He still stands on the floor in a pool of water.

CRAVEN

I've got all the power.

ANGLE SARAH -- She looks up at the LIGHT FIXTURES on the ceiling. As she starts to shake, so do the lights.

The LIGHTS fall to the floor, still connected to the POWER LINES. They land in the water, causing an ELECTRIC EXPLOSION.

ANGLE CRAVEN -- Standing in the Water. He is ELECTROCUTED. Craven's body shakes violently. His hair stands on end. He SCREAMS at the top of his lungs. Finally, he falls face down into the water. The SPARKS STOP.

Roxy lowers everyone back down.

Lynch runs over to the FREEZER, grabs all of Roxy's DNA samples. Without looking back, they leave the laboratory.

EXT. PACIFIC OCEAN - LATER

They all sit on the hovercraft in silence.

ANGLE ROXY --

She sits at the back of the craft, SOBBING uncontrollably. All the others watch her in amazement. Roxy looks up at them with tear-filled eyes.

(CONTINUED)

CONTINUED:

BOBBY

We didn't think you knew how to do that.

ROXY

Yeah well...neither did I.

CAITLIN

(sympathetic)

I like it.

The three Girls huddle together, crying. Bobby and Grunge make eye contact. They awkwardly embrace, quickly let each other go.

EXT. MARYLAND CEMETARY - DAY

Lynch and the Kids stand around a GRAVESITE.

A PLAQUE sits before them, with all of their Parents NAMES on it, and the other MEMBERS of Team-12 who lost their lives.

ANGLE PLAQUE -- It reads..."In Memory...your loving children."

They stoically stand on the gravesite, together as a team.

CUT TO:

INT. WHITE HOUSE - OVAL OFFICE - DAY

PRESIDENT ANDREWS sits before his CABINET. They go over a brief. The President leans over to Secretary of Defense Hodge.

PRESIDENT ANDREWS

(whispers)

Update me on the "Genesis Program."

GENERAL HODGE

We had to shut it down again.

PRESIDENT ANDREWS

Any "fall out?"

GENERAL HODGE

All taken care of...like it never happened.

PRESIDENT ANDREWS

Good.

FADE OUT:

CREDITS ROLL:

FADE IN:

EXT. LA JOLLA BEACH HOUSE - DAY

The Fab-Five lounge out by the pool. They are relaxed. Grunge and Bobby play water volleyball. The Girls sunbathe. The deck is a mess.

(CONTINUED)

CONTINUED:

ROXY
This is the life.

Lynch exits the house, starts picking up after the Kids.

LYNCH
This isn't over yet.

BOBBY
You are such a broken record.

LYNCH
I'm not talking about Miles. I'm talking
about jobs.

SARAH
Who?

LYNCH
You.

ROXY
No.

LYNCH
We need to establish some semblance of a
real life for you guys.

Grunge reclines his beach chair.

GRUNGE
Yo, this is "dead real."

LYNCH
This isn't how it's going to be.

SARAH
Roxy, do you hear someone talking?

ROXY
Not me. Bobby?

BOBBY
Nope.

LYNCH
I'm serious.

CAITLIN
So are we. Rox--

Roxy closes her eyes, levitates Lynch into the air, drops him
into the pool. The Kids BURST OUT laughing.

THE END.