

GENERATION X

By

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GENERATION X

FADE IN:

INT. SCHOOL AUDITORIUM - DAY

The lights are down. We see a back view of row after row of kids watching a big white screen as a film projector WHIRS.

ON THE LARGE SCREEN

A jerky, middle-aged NARRATOR, appears and smiles into the camera. This is like one of those stupid educational films made in the fifties.

NARRATOR

Hello, I'm here to talk about a small problem that most of you will never face. It is a change in one's genetic structure that leads to a disorder called Mutancy.

The narrator steps in front of a comparative chart with a drawing of a "healthy" cell --

NARRATOR

No one knows for certain what causes this mutant gene known as the X-Factor

and then a "mutant" cell appears beside it.

NARRATOR

But we do know that these mutant genes don't appear until a child enters puberty. For most, the onset of puberty is a time of wonder and excitement.

A SERIES OF TOTALLY CORNBALL SHOTS:

of clean cut kids excitedly checking out their faces and bodies for their first pubes, armpit hairs, etc.

NARRATOR (O.S.)

Every adolescent is exhilarated by the first signs that he or she is moving into adulthood.

A Gawky Teenaged Boy checks a whisker in the mirror, then finds himself glancing with concern at an unusually large incisor.

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NARRATOR (O.S.)

But as you look for that first whisker or mammarial protrusion, be aware of other changes that might be taking place.

A DENTIST'S OFFICE

The same gawky boy sits before a kind nurse and smiling dentist. The boy's mouth is pursed. He's clearly embarrassed. The dentist coaxes him, but the boy won't open up.

NARRATOR (O.S.)

If anything seems the slightest bit odd about your body or mind, don't wait. Get help immediately.

After much prodding, the boy finally opens his mouth to reveal huge sabertooth fangs. The Dentist and nurse shrink back in horror.

THE NARRATOR REAPPEARS

now somberly avuncular.

NARRATOR

Go directly to a Mutant Registry Center where a trained professional will give you prompt, confidential attention.

A MUTANT REGISTRY OFFICE

looking like a clean social services center run by ever-smiling Stepford Nazis. A troubled teen and his parents meet with a courteous "professional" who resembles an airline stewardess.

NARRATOR (O.S.)

Most of the time, your worries are unfounded, and the Center pronounces a clean bill of health for you.

The ever-smiling professional hands a slip of paper to the relieved family.

NARRATOR (O.S.)

But it's better to be safe than sorry.

BACK TO THE NARRATOR

no nonsense now.

NARRATOR

If you are afflicted with Mutant Genetic Disorder, known as MGD, the best place for you is a Mutant Re-Assimilation Center.

MUTANT INTERNMENT CAMP

a pure propaganda shot of a mutant concentration camp, where phony looking professionals welcome a troubled mutant soul, surrounded by some nasty looking guards.

NARRATOR (O.S.)

The Mutant Registration Act was created to protect human and mutant alike. At the Mutant Re-Assimilation Center, mutants are trained to cope with their afflictions and channel their energies in positive ways.

ASSORTED SHOTS

of mutants being trained in something like a prison vocational program.

NARRATOR (O.S.)

Properly assimilated mutants can then go on to lead productive lives as valuable members of the community.

A "re-assimilated" mutant uses his claw arm to assist on a factory assembly line. A fellow worker pats him on the back.

NARRATOR (O.S.)

Don't wait until the problem becomes too big to handle. Many an unfortunate mutant tried hiding his or her affliction only to have this malignancy grow to unmanageable proportions.

ON SCREEN

news footage of a hideous beast of a mutant, wreaking havoc on the public as Mutant Control Troops move in like a futuristic SWAT team and take the mutant out.

BACK TO OUR NARRATOR

our pal, wrapping it up all neat and tidy.

NARRATOR

Register now. Before it's too late.
Remember... You can't do it alone.

The film ends. The lights come up.

AS THE KIDS SHUFFLE OUT

goofing on the dork in the film, we MOVE IN ON a lone girl, grimly silent after the educational entertainment. Her name is JUBILATION LEE.

DISSOLVE TO:

INT. TRESH'S WORKROOM - DAY

RUSSELL TRESH, an Armani suited corporate killer, working in his expensive and wildly furnished studio. He watches several monitor screens and hovering behind him is ROBERT RALSTON, an uneasy corporate type in his late-forties.

RALSTON

What is that?

TRESH

Brainwaves, Bobby Bird. Nothing you'd understand.

RALSTON

Try me.

TRESH

It's the next phase in free market mind control. It has to do with the machine I've been working on.

RALSTON

That "dream device?"

TRESH

(irritated)

No, no, Bobby Boy. Not "that dream device," like I'm some maladjusted computer nerd who makes som-machines so stressed out yuppies can catch some decent alpha waves!

RALSTON

I'm sorry, Russell. Go on.

Tresh suddenly becomes benignly patient.

TRESH

That's okay, Bob. I'll start from the beginning. Dreams are another dimension, Bobby. Can you grasp that? You know, like Freddy Krueger? This machine allows me to step into anybody's dreams.

RALSTON

I don't understand.

TRESH

It's okay. I've got plenty of time. You know how I use subconscious images in our "advertising?" Well, with this machine, I can get directly into anybody's dreams and make suggestions like, "Buy Wet Lips lipstick." Or "Play Road Kill video games." Only, this will be a thousand

(MORE)

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TRESH (cont'd)
times more effective because I'm going
straight into their minds.

Ralston is dumbfounded.

RALSTON
How are you supposed to do that?

TRESH
Trust me, Bobby Boy, it's a little
advanced for you.

RALSTON
Russell, this is all so crazy sounding.

TRESH
You said the same thing about my other
ideas four years ago. But everything I
said I could do, I've done. And now
you're a millionaire.

Ralston considers; numbers adding in his head.

RALSTON
If you really could do this, Russell...

TRESH
Bobby Boy, this is just the first step.
I've got things going on between my ears
that will put us in the global driver's
seat.

Tresh turns back to his work. In the b.g. sits a racy looking
leather recliner wired into an array of computer screens and
biofeedback monitors. THE DREAM MACHINE.

EXT. ESPINOSA HOUSE - DAY - ESTABLISHING

A modest house in the section of East Los Angeles known as
the barrio. The Espinosa house is freshly painted and the
garden is lovingly tended. Good people live here.

INT. ESPINOSA HOUSE - DAY

The household is all aflutter. Women and children buzz
around. Uncles drink cervezas and gab. Something big is
happening.

INT. ANGELO'S ROOM - DAY

Packing a suitcase alone is ANGELO ESPINOSA, a wiry sixteen-
year-old with a sweet, vulnerable face. He'll be known later
as SKIN, but right now he's just Angelo. His older brother,
TITO, enters. Tito's a stud. He wears low slung chinos and a
tank-top. His muscley brown arms display tattooed gang
slogans. Tito leans forward and hands Angelo a present.

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TITO

Here, vato hacker. I got this for you.

Angelo looks down at a new piece of computer gear.

ANGELO

Did you boost it?

TITO

Man, you know I don't do that no more.

Angelo nods and smiles gratefully. A long awkward silence.

TITO

Homie. I can't believe you're leaving your hermanos.

ANGELO

(a bit sadly)

Me either. It's the best thing, though.

Silence. It's hard to find words.

TITO

You were always different. Everybody always worried about you, but not me.

ANGELO

You were too busy pounding my head.

TITO

That was my job. Or you would have turned into a minina.

They share a smirk.

TITO

When you get to this fine Massachusetts Academy, don't let them treat you like a caguetas freak. Only I can do that.

He smiles and shoves his little brother. He regards Angelo for a long moment and then hugs him tightly. There is much love here.

EXT. ESPINOSA HOUSE - LATE AFTERNOON

Angelo carries his suitcase to the car followed by his father, EDUARDO, and all the relatives. A sparkley sign hangs from the garage: "Adios, Angelocito!" Eduardo throws Angelo's suitcase on the bed of the pick-up. Angelo turns; shakes hands with his uncles, gets kisses from aunts and grandmother, shoves from cousins, and finally a big, teary hug from his MOTHER, who cries freely and whispers a stream of Spanish affections to her Angelocito. Then Angelo gives a final wave and goes to the other side of the truck. Angelo

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stops at the passenger door when he sees his beloved little sister, LINDA, a beautiful, ten-year-old, waiting for him. She stares at her big brother.

ANGELO
Why are you hiding?

She bites her lip and shrugs. He gives her a big hug.

LINDA
Don't forget us, Angelo.

ANGELO
I'll call you soon, Lindacita.

He strokes her soft cheek and gets into the truck with his father. The truck pulls out of the driveway and into the street. Angelo leans out the window to touch Linda's hand. She grabs him as the truck pulls away and runs along side.

ANGELO
Let go.

She holds tightly and Angelo's arm begins to stretch.

ANGELO
Let go, diablita!

She grins wickedly and releases his hand. As the van pulls away we see Angelo trying to pull his now ten foot arm back into the truck.

CUT TO:

EXT. SUBURBIA - EVENING - ESTABLISHING

The classic portrait of tract home America - rows of identical houses, strip malls, and moms in station wagons. PUSH IN on the LEE HOME - up the driveway, past a column of yukky topiary, and right up to the window sill and hold on a tiny speck of green bubbled paint, a gruesome blemish on the suburban perfection. We hear the ominous CREAK OF A SCREEN DOOR.

JIM (O.S.)
Honey, you've got to hear what happened
at the office today...

THE DOOR SLAMS SHUT.

INT. LEE HOME - CONTINUOUS

ALICIA LEE jumps with the sound of the back door SLAMMING SHUT. She's a plain looking mom in her early forties, sitting morosely at the kitchen table. Alicia's troubled. But JIM, her husband, doesn't notice as he goes to the fridge for a cold beer.

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JIM

You're gonna love this. You know Ed Cranepool, that new salesman I told you about...

Alicia's thoughts are elsewhere.

JIM

He tried to score some points with Ellen Ducek, our regional manager...

Giggles into his beer and swigs.

ALICIA

Jim, we've got to talk.

JIM

This'll just take a second, honey. You see, Ed fancies himself a bit of a smoothie, and he corners Ellen--

ALICIA

It's about Jubilee.

INTERCUT WITH:

INT. JUBILEE'S BEDROOM - SAME TIME

A darkened room. All we hear is a SOFT INTERMITTENT ELECTRIC PULSING as TINY BURSTS OF KINETIC LIGHT FLICKER on the wall. We SLOWLY PAN across a teenage girl's bedroom.

JIM (O.S.)

She get in trouble at school again?

ALICIA (O.S.)

No, it's...

JIM (O.S.)

Then just let me finish the story, honey.

ALICIA (O.S.)

Jim, we've got to talk about this now. Her body is changing.

THE PAN FINALLY stops on JUBILATION "JUBILEE" LEE, sitting glumly on the floor with her back against the bed. Her hands rest on her knees and we see that her anxiety manifests in a SIMMERING GLOW that halos her body as she listens to her parents building to another fight.

JIM AND ALICIA

He indulges his wife with patronizing patience.

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JIM

Alright, Alicia. I'm listening. Why don't you tell me about this monumental change our thirteen year old is going through.

ALICIA

(suddenly uncomfortable)

Well... I don't quite know how to say this...

JIM

Honey, I don't see why you're so jittery. So Jubilee's ready for her first bra. We can handle it. Did she ask for one of those Wonderbras?

ALICIA

It's not her bra I'm worried about. It's her fingertips

And off of Jim's confused expression:

ALICIA

They shoot fireworks.

And suddenly the realization of what his wife is trying to say spreads through Jim like a runaway cancer cell. His face falls in terminal horror.

JIM

She's a mutant?

ALICIA

Jim, what are we going to do?

JIM

You know what the law says.

ALICIA

Jim, we can't.

JUBILEE

Grabs a large shoulder bag and begins packing. She's cute in a kind of wiry, boyish way. She's normally a firebrand, but right now her heart's just not in it.

JIM (O.S.)

Alicia, I didn't make the laws. The Mutant Registration Act demands all mutants be registered. It's the law!

ALICIA (O.S.)

They could put her in a camp!

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JIM (O.S.)
Not if she behaved herself! The girl is
out of control and you just let her get
away with everything!

Jubilee swipes away a tear.

BACK TO:

JIM AND ALICIA

Both overwrought and desperate.

ALICIA
Well, if you payed any attention to her--

JIM
Don't start that again! These bills
aren't going to pay themselves!

JUBILEE

Throws her stuffed bag over her shoulder and slips through
the open window, as the argument continues downstairs.

JIM (O.S.)
Why is it every time I have to go out of
town, you drop a bomb on me!

CUT TO:

INT. AIRPORT - EVENING

Angelo and Eduardo self-consciously cross the terminal. In
their path a zealous HOUSEWIFE holds an M.A.M. (Mothers
Against Mutants) poster.

HOUSEWIFE
Keep our children safe. Quarantine all
mutants.

They walk on to the gate. Eduardo admires his son.

ANGELO
Good-bye, Popi.

Eduardo throws his arms around his son and bravely holds back
any embarrassing tears.

EDUARDO
Good-bye, my son.

Angelo turns and heads through the gate.

CUT TO:

A GHOULISH FACE

some Road Warrior style wraith with a leering smile lets a challenge issue from his slash of a mouth.

GHOU L FACE

Try this on for size.

He produces a hissing viper from inside his duster, hurls it into camera, then hops on to his chopper and ROARS off into the desert.

PULL BACK TO REVEAL:

A VIDEO SCREEN

We are watching over Jubilee's shoulder as she plays a video game in the mall arcade. The game is ROAD KILL.

INT. MALL ARCADE - CONTINUOUS - KEEP PULLING BACK

And we see that Jubilee is just one fevered player in a whole row of Road Kill games. Each kid jacked in for Road Kill pumps and grinds the insane high speed death game like lab rats pumping for more opium. There are lines formed behind each Road Kill game. The other video games sit quietly off to the side like pimple faced dorks at a high school dance. Russell Tresh strolls into the arcade to check out the action. He stares at an ad poster for "Wet Lips", a neon colored lipstick, and then over at a group of teenage girls all wearing the same demented lip gloss. He cracks a toothy grin.

TRESH

"Kiss-kiss, Wink-wink."

He does the trademark double kiss and wink. Then he looks over at the hoards of cigarette puffing teens. Another smile.

TRESH

Puffa Puffa Puffa.

Tresh is clearly happy with the state of American teen consumerism. Then he goes over to observe the lines formed in front of Road Kill and can barely contain his glee.

TRESH

"You're with us or you're Road Kill."

Meanwhile Jubilee is blasting through the game, racing her chopper through the desert, battling leather clad wraiths, and climbing the levels of the game. As she moves into a higher gear, she's surprised by a SUDDEN INTRUSION ON HER SCREEN. Russell Tresh's smiling face appears for a split second and seductively says: "Play More, Children."

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Jubilee squints and shakes her head, but the image is gone. She shrugs it off and continues playing with more and more fury, propelling her power charged motorcycle through eerie desert and townscapes, firing blasts, and ducking poisonous creatures with increasing velocity. She's moving into the upper levels of the game and some of the kids in line have turned to watch her.

Then, as she roars through amazing crescendoes of video virtuosity, sparks begin emanating from her body. The kids watch wide eyed and then murmuring begins, "She's a mutant." "A mutant." Jubilee never notices. She's too immersed in Road Kill. Somebody alerts the security guards. Russell Tresh watches with amazement as the girl plays on, oblivious to the light show her mutant body is displaying.

Jubilee reaches a plateau in the game and is suddenly aware of a silence surrounding her. She looks around and feels the agony of a million eyeballs gawking at her. A pair of SECURITY GUARDS approaches.

SECURITY GUARD

Miss, would you come with us, please?

Jubilee glances fearfully around the arcade, grabs her bag, and bolts through a side exit. The guards give chase. Russell Tresh turns to a MALL RAT.

TRESH

Do you know that girl?

MALL RAT

Yeah. Her name's Jubilation Lee.

Tresh follows the chase.

INT. MALL - CONTINUOUS

Jubilee flies through the mall, just out of reach of her pursuers. She moves with amazing agility and speed, juking through the crowd, hurdling benches and ducking under clothes racks. She comes to the escalator and surfs down the middle aisle. The guards barrel down the mechanical stairs, two ungainly but determined oafs. Tresh isn't far behind.

Two more security guards join the chase and block Jubilee's exit. She turns down a shopping alley and comes to a dead end. The security guards have her cornered. Tresh watches as Jubilee, back to the wall, fires desperate blasts of sparkling energy from her fingertips before being enveloped by the guards. Tresh is delighted by his new find.

INT. AIRPLANE - EVENING

The lights are low. Most of the passengers sleep. Angelo sits at the window, working at his laptop. He is wedged in by a fat old woman who's sawing logs. Angelo reaches for a floppy

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disc and drops it on to the floor. It rolls between the old woman's legs.

ANGELO

Damn!

He looks at the sleeping woman and then down at the disc sitting against her orthopedic shoes. He can't wake her. He tries to reach in and grab the disc, but it's too far. A little kid sitting in the aisle watches Angelo trying to get the disc without waking the old woman.

Angelo tightens his lips and reaches and strains and then his arm STRETCHES and STRETCHES the extra eighteen inches until he finally grabs the disc. He puts it away. Then he massages his upper arm and winces as he tries to get his arm back to normal length. It finally retracts. He breathes a sigh of relief and then sees that the little kid is staring at him. Angelo smiles and holds a shushing finger up to his lips.

ALICIA (O.S.)

Honey, why did you call this kind of attention to yourself?

CUT TO:

INT. DETENTION AREA - EVENING

Alicia sits with Jubilee on a bench in a caged area.

ALICIA

You know what kind of trouble you're in?

JUBILEE

I didn't do anything. They just started chasing me.

ALICIA

You were shooting fire at those guards.

JUBILEE

I was scared! Why are you so concerned about them? Where's Dad?

ALICIA

Your father's at a conference in Pittsburgh.

JUBILEE

I want Dad!

Jubilee turns away and brings her knees up to her chest in classic fetal agony. Tears begin to slide down her face.

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JUBILEE

What kind of freak am I, Mom?

Alicia goes to her tortured child and throws her arms around her. She strokes Jubilee's hair.

ALICIA

You're not a freak, baby. You're my child. And I won't let them hurt you.

She hugs the crying girl, barely containing her own tears.

CUT TO:

CEREBRO

A totally groovacious mega-computer designed to sweep and catalogue all incidents and phenomena involving subjects with aberrations in electromagnetic brainwave activity -- in other words -- A BIG MUTHA OF A MUTANT DETECTOR! On the screen, pixels are dancing with mutant info: "Mutant detained at Linfield Police Station. Detainee: Jubilation Lee, Age: 13; Subject apprehended in Watkins Mall..."

CUT TO:

INT. EMMA'S ROOM - SAME TIME

We are inside the opulent quarters of EMMA FROST aka THE WHITE QUEEN, infamous mutant and one time X-men rival. Now an ally. Emma appears to be asleep. She is a vision of classic beauty, golden hair falling over flawless features. She is also as deadly as it gets. Her power is telepathy. Emma can psychically do anything she wants, from invading another's thoughts to creating mass hallucinations. She's a world class mind-witch given to roaming in temptress gear that would make Madonna blush. If she likes you, she's probably a heck of a fun date. Emma stirs from her sleep and rises wearing something skimpy and altogether inappropriate for prime time TV.

INT. COMMUNICATIONS ROOM - MOMENTS LATER

Emma walks through the communications center where Cerebro is spewing information over his multiple screens and printouts.

INT. BANSHEE'S ROOM - SHORTLY AFTER

Sleeping in his own private quarters is SEAN CASSIDY aka BANSHEE. Sean's a fine Irishman with a checkered past and a long history with the X-Men. His mutant power is the sonic scream. He can create sound vibrations of such intensity and subtlety that he can blow down a brick wall or gently lull a sparrow to sleep. But right now he's sleeping peacefully and his boyish expression says that dreams are sweet. Emma's face comes right up to his; whispers deliciously.

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EMMA

Wake up lover, I'm even better in real life.

Sean opens one eye and emits a hard Irish brogue.

BANSHEE

I told ye what would happen if ye invaded me mind.

These two are not friends. But who knows?

EMMA

If I invaded your dreams, you wouldn't wake up.

BANSHEE

If ye invaded me dreams, neither would you.

Long hard eye contact. Then Emma breaks it off with a smile.

EMMA

I could do this all night, lover, but we've got business.

Sean sits up and rubs his bleary face. He looks over at the clock. 1:13 AM.

BANSHEE

Emma, I understand you want to beat the traffic, but his plane isn't due till eleven-thirty.

EMMA

We've got to make a stop before that. A thirteen-year-old girl is being detained in Linfield.

BANSHEE

(starts to rise)

Okay, I'll be ready by the time ye'r dressed.

EMMA

I am dressed.

She smiles wickedly. Sean takes in her diaphanous get-up and shrugs.

INT. POLICE STATION - SAME TIME

A distraught Alicia Lee sits with DETECTIVE GAINES, a sympathetic, but pragmatic officer.

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ALICIA

You can't just take my daughter away!
She's only thirteen! She's never been in
trouble before!

GAINES

Mrs. Lee, she's an unregistered mutant -

ALICIA

We were going to register her! We just
found out about it!

GAINES

She's committed three felonies.

ALICIA

You can't send her away without a
hearing! What about her rights?

GAINES

She's a mutant. They don't have any civil
rights.

ALICIA

She's an American! You can't --

GAINES

Mrs. Lee, listen for a second. Both the
Mutant Aggression Act and the Anti-
Terrorist Statutes operate outside the
dictates of due process. Your daughter's
public outburst is technically an act of
mutant terrorism. Now, she won't be sent
away forever. But she has to be
reassimilated and the mutant camp is the
best place for that to happen.

The helplessness of the situation crashes in on Alicia and
she dissolves into pathetic tears.

ALICIA

Don't take my baby... Please.

The detective glances around uncomfortably and then tries to
console the distraught woman.

EXT. POLICE PARKING LOT - DAWN

Alicia sits numbly behind the wheel of her station wagon. She
looks like hell: smeared eye liner and limp hair. She stares
blankly into the murky sunrise.

BANSHEE (O.S.)

Mrs. Lee?

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Alicia is startled. She turns to see the benign face of Sean Cassidy leaning in toward her. Behind him stands the exotic looking Emma Frost. Alicia doesn't respond.

BANSHEE

My name is Sean Cassidy. This is my associate Emma Frost.

He indicates Emma. Alicia eyes them warily.

ALICIA

What do you want?

BANSHEE

We'd like to help your daughter.

ALICIA

How?

EMMA

We can offer an alternative to a mutant camp.

Alicia sizes up the outlandish blonde.

ALICIA

In what, a strippers bar?

Alicia turns away dismissively. Emma's eyes go red. Banshee steps in before Emma fries the innocent woman.

BANSHEE

Mrs. Lee, could we just talk for a moment? We represent an organization that doesn't like to see innocent children put away in concentration camps.

Alicia looks helplessly into Banshee's kind eyes, wishing deeply for him to be an ally. She nods.

INT. DINER - SHORTLY AFTER

Alicia Lee sits at a corner booth with Banshee and Emma. Banshee explains slowly and carefully to Alicia while Emma watches, still stung from the sartorial insult.

BANSHEE

The Massachusetts Academy is part of the Xavier Institute for Gifted Children. It's a year round boarding school where young mutants are -

ALICIA

(incensed)

This is a sales pitch? You're recruiting us for some expensive boarding school!?

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Banshee glances round, a bit embarrassed by the hysterical woman. Emma's amused.

BANSHEE

Mrs. Lee, we can see that you're overwrought, but you're not listening. The Xavier Institute is a non profit organization and there is no tuition. Ye won't be charged a ha'penny. We teach young mutants how to use their abilities to help society and to better relations between human and mutantkind.

It's all too much for Alicia. She stares at the calm man before her.

ALICIA

I don't understand. I've never heard of anything like this...

EMMA

We just told you, it's a school for mutants. Would you like us to help or not?

Banshee shoots Emma a look and turns to Alicia.

BANSHEE

It's a very difficult decision.

ALICIA

Well, I suppose my husband and I could visit the school, check out your credentials. I'd like to talk it over with -

Emma's had enough.

EMMA

Impossible. The school is a front, Mrs. Lee. We help mutants in trouble and we take good care of them. There are no official accreditations or school grants or spring breaks. It's a tough world and we're offering you an alternative a whole lot better than concentration camp.

But Alicia's got some fight in her too.

ALICIA

Well, I'm sorry if I just can't instantly turn my daughter over to a pair of strangers who approach me in a parking lot.

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BANSHEE

You're absolutely right, Mrs. Lee. But in a few hours a group of strangers are going to take Jubilee to a mutant camp. And they make no guarantee of their good intentions.

This grim reality bites hard at Alicia. She stares helplessly into the kind Irishman's eyes.

INT. CAR - DAY - MOVING

Banshee drives. Emma sits beside him. She regards him for a moment, then smiles.

EMMA

You are one heck of a soft touch aren't you, Sean me boy?

BANSHEE

Only with helpless women. Which leaves you out, Mind-witch.

EMMA

Don't play macho with me, Sean. I could have you fetching frisbees like a trained pooch.

Banshee smiles to himself.

BANSHEE

Emma, I've seen ye in action, so I know you're good at what ye do. But I'd stick with manipulating weaker minds, just to keep your record perfect.

They pull into the parking lot at the police station.

INT. POLICE STATION - DAY

Emma and Banshee walk straight up to the front counter.

Note: This scene is played in REAL PERSPECTIVE from Emma and Banshee's POV, and in the ILLUSION that Emma is creating for all the cops to see. Emma produces a card from her handbag and holds it up for the DESK SERGEANT to examine. The card is actually a renewal mailer for a woman's magazine.

EMMA

Officers Hootie and Blowfish with the Bureau of Mutant Affairs. We're here to transport the mutant to a rehabilitation center.

The Desk Sergeant glances at Emma's card. HE SEES an official credential and Emma and Banshee dressed in uniform. He hypnotically repeats:

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DESK SERGEANT
"Officers Hootie and Blowfish with Mutant
Affairs. Here to transport mutant."

Emma smirks at Banshee who shakes his head. They are BUZZED through the gated area and met by another OFFICER.

OFFICER
Follow me please.

Emma and Banshee fall in behind the cop. Banshee leans in to Emma's ear.

BANSHEE
He reminds me of your last boyfriend.

EMMA
All men have a tendency to do what I want.

INT. DETAINING AREA - DAY

Jubilee sits alone in the holding area. The door opens and the Officer enters followed by Emma and Banshee. The officer speaks with the same hypnotized voice.

OFFICER
Officers Hootie and Blowfish are here to take you to the mutant center. You'll go with them.

A confused Jubilee stares at the strange sight before her. She can see Emma and Banshee as they really are. The officer goes to handcuff Jubilee, but Emma stops him.

EMMA
We prefer to use agency issue manacles.

The officer defers. He watches as Banshee leans forward to shackle Jubilee.

BANSHEE
(whispers; winks)
We're here to help you darlin'.

Jubilee can't believe what's going on. She looks down to see that he's actually placing a toy bracelet around her wrist.

EXT. PARKING LOT - DAY

Banshee and Emma escort the quiet Jubilee back to their car. When Banshee opens the back door for Jubilee:

JUBILEE
Guys, I want to thank you for that totally bizarro escape number. You are
(MORE)

(CONTINUED)

CONTINUED:

JUBILEE (cont'd)
major talent, destined to go far in the world of comedy and illusion. Now I've got to go. I'm sure I'll catch your act in Vegas some time.

Banshee turns to Emma, pleased.

BANSHEE
Ha, she saw right through your psychic shield.

JUBILEE
That's right, Hootie. Now it's time to say good-bye.

BANSHEE
You have to come with us.

Banshee remains in her path. Jubilee's temper flares.

JUBILEE
Look, I'm sure you've got some great schemes in mind, which is why you nabbed me. But I'm a bad girl. And I've got some nasty mutant tricks up my sleeve. So back off before I deep fry you.

Her two captors aren't fazed. Emma concentrates.

EMMA
Her mutant development is limited to spontaneous emissions of luminescent discharge. I also sense a small thermodynamic capability, as well as some latent telepathic abilities. Basically, she shoots fireworks.

Jubilee's jaw hangs open. Banshee gazes kindly at the stupefied girl.

BANSHEE
That's right, darlin', we're mutants. Now get in the car.

He holds the door open for her.

INT. CAR - DAY - MOVING

Banshee drives. Emma gives Jubilee the lay out.

EMMA
Students at the Academy are trained to develop their mutant powers under the auspices of our benefactor Charles Xavier. Graduates can move into any of various "X" programs: some do research,
(MORE)

(CONTINUED)

CONTINUED:

EMMA (cont'd)
some do Intelligence work with X-Force,
and some go on to join the X-Men.

JUBILEE
What's all this "X-stuff"?

BANSHEE
It was Professor Xavier who first
isolated the mutant chromosome. So he got
to name it. It has since been called the
"X-Factor."

EMMA
At the Academy, you'll be required to
follow a course of training suited to
your mutant abilities and interests.

Jubilee's not with the program. She puts her feet up on the
seat and folds her arms.

JUBILEE
I'm interested in shopping.

BANSHEE
Yer priorities have shifted, darlin'.
We're training ye to be a super hero.

JUBILEE
But-

EMMA
(cuts her off)
Hold your questions till we're finished.

Jubilee pouts, but holds her tongue.

EMMA
Mandatory courses: English, History,
Mathematics, naturally. Genetics,
including two semesters of Mutant Biology
and Physiology. Two semesters of Psychic
Physics, including Telepathic
Conditioning, are also mandatory. One
semester each of Thermodynamics, Energy
Conversion, and Electro-gravitics are
required of all energy wielding students.
You fall under that category, honey.

Jubilee can't believe what she's hearing.

EMMA
Two hours a day of Physical Education,
including Mutant Kinesiology, as well as
Strength and Muscle Conditioning,
Acrobatics, Martial Arts, Free Flight,
and Zero-Gravity Coordination.

(MORE)

(CONTINUED)

CONTINUED: (2)

EMMA (cont'd)

(smiles)

Now, do you have any questions?

JUBILEE

Yeah. Will I have to wear one of those goofy super-hero costumes?

EMMA

When you've graduated and are ready to fight crime, you'll be given a uniform.

BANSHEE

The new uniforms are very stylish, darlin'. None of that old school hokiness.

Jubilee is not relieved.

JUBILEE

Where is this place?

BANSHEE

In the country. But first we've got to run by the airport.

EXT. AIRPORT - DAY

Emma and Jubilee wait silently in the car parked just at the terminal. Banshee and Angelo emerge from the airport. Banshee opens the trunk, tosses Angelo's suitcase in, and introduces him to the ladies.

BANSHEE

Angelo Espinosa, this is Emma Frost, the other instructor at the school. And this is Jubilation Lee, a student like yerself.

Emma shakes hands with Angelo and exchanges stiff pleasantries. Jubilee nods curtly. Banshee signals Angelo to hop in the back seat. He slides in beside Jubilee.

INT. TRESH'S WORKROOM - DAY

Ralston enters to find Tresh is manically giddy.

TRESH

Bobby Baby, no sooner do I jump one hurdle, than I jump another one. You're not going to believe this, Bobby Baby, Boobie.

RALSTON

What are you talking about, Russell?

(CONTINUED)

CONTINUED:

TRESH

Do you have the Board members primed? I don't want Pruitt turning them against me.

RALSTON

The Board is only interested in the bottom line. Now Russell, please, just tell me about your new discoveries.

TRESH

I found a mutant brain! I was checking the malls to see how our last brainwashing campaign was working on the kiddies, and --

RALSTON

(winces)

Please, Russell, "advertising," not "brainwashing."

Tresh smiles like the madman he is.

TRESH

Advertising is what you dinosaurs used to do. Russell Tresh opens their little brains and pours in product.

RALSTON

Alright, just tell me what's so special about finding a mutant brain? Mutants are all over the place.

TRESH

This is not just a mutant. This is at least a level three mutant And they're impossible to come by since that damn Mutant Registration Act. You should've seen her powers!

RALSTON

Just tell my why you need this mutant.

Tresh's face becomes boyish and conspiratorial.

TRESH

When I was with the program they brought in a woman who was a psychic and a mutant. She taught us everything about the dream dimension. Then she told us that a doorway exists between the two worlds. It blew apart everything we were doing. Do you understand what that means?

(CONTINUED)

CONTINUED: (2)

RALSTON

No.

TRESH

It means, when I open the doorway, I'm bringing together reality and dreams. And I control the whole thing. Can you comprehend the commercial possibilities for a free market, omnipotent super being?

RALSTON

What about this machine we've been funding?

TRESH

The machine is a baby toy! I just go into people's dreams and make suggestions that they can't resist. With a mutant brain, Bombalayo, I can wave to Apollo astronauts in my jockey shorts. Don't you get it, Bobby Boy? I can do anything I can imagine.

Ralston's scared. His brain is churning.

RALSTON

Russell, Is your dream machine ready?

TRESH

It's in cruise control, big boy.

RALSTON

Listen to me, Russell. Do you want to lose your funding?

TRESH

Now way, big guy. I can't do mutant brain surgery without funding.

RALSTON

Okay, for now, let's keep this mutant brain thing to ourselves. The board members are not on your intellectual level and we don't want to scare them away. Let's do the presentation as planned and keep the money flowing. Okay?

TRESH

No problem, Bobby. You know what a charmer I can be.

He throws his arm round Ralston and grins wickedly. But Ralston's scared and Tresh can see it.

INT./EXT. CAR - DAY - MOVING

The car winds along a quiet, country road. Angelo stares out the window at the lush greenery. Jubilee's asleep against his shoulder. Angelo leans forward when he sees the approaching gates of the estate. Jubilee stirs from sleep and finds to her horror that she's drooled on Angelo's sleeve. She straightens up. Looks round and sees they are approaching the gates of the estate.

Banshee stops the car at the massive security gate. A discreet sign reads: "Xavier School - Massachusetts Academy" The grounds are bordered by a fifteen foot stone wall with strange sensors dotting the top of the wall every three feet. Banshee punches in his access code at the gate terminal. A window opens. Banshee places his hand on the I.D. pad and gets an identification confirmation.

BANSHEE

Security protocol Zed-twelve. Mutant
Orientation, clearing zones one through
four-A.

The security screen does a quick processing and the gates swing open. Jubilee and Angelo stare as they drive up the endless driveway in eerie silence, past primeval groves and sculpted gardens -- they wind their way through the stillness, a sense of foreboding builds, and then they come to a stop -- and sitting before them is -- The Mansion. A grand, ancient place full of history and ominous spirit. The kids gape; intimidated.

BANSHEE

Welcome to your new home.

Jubilee and Angelo each swallow hard.

FADE OUT.

END ACT ONE

ACT TWO

FADE IN:

EXT. MANSION - DAY

Not a soul can be seen on the expansive grounds. Banshee and Emma lead the two intimidated kids into a small side door of the mansion.

INT. SECURITY - DAY

A techno-wonderland - full computer driven security system that would make NASA look like game-boy. Banshee sits down at a terminal and begins entering Jubilee's data.

BANSHEE

Darlin', would ye step up to that machine and look into the eyepiece. I need to do a retinal scan.

Emma guides Jubilee up to the scanner while Angelo watches. Then Emma sits her down and tries to place a headpiece on her. Jubilee pulls away.

EMMA

Security needs your brain pattern.

Jubilee looks helplessly over to her friend Banshee.

BANSHEE

Don't worry, darlin', it's been updated since Frankenstein lived here.

Jubilee relents. Emma places the headpiece on. Jubilee watches in amazement as her brain section appears in 3-D on the screen. Banshee programs the data. Emma removes the headpiece.

EMMA

Step behind this screen and remove your clothes.

Jubilee stiffens, no way. She looks over at Banshee for help. He smiles and shakes his head, sorry. Angelo grins, digging the whole thing. Jubilee burns.

BANSHEE

We have to take a full body imprint. It'll take a second, luv.

Jubilee knows there's no way out. She glares at Emma, then goes behind the screen and removes her clothing. When she's stripped, Emma joins her carrying a set of electrodes. Jubilee's horrified, but says nothing as Emma routinely applies conducting gel and places the electrodes in the

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appropriate places. She finishes and steps aside for the machine to do its thing. As Jubilee stands there dying, Emma gives her a quick once over. Jubilee glares at Emma.

BANSHEE

Okay, darlin', ye can put yer clothes on.

Emma coolly removes the electrodes, and Jubilee jumps back into her clothes. Emma turns to the smiling Angelo.

EMMA

You're next, handsome.

Angelo's smile drops; his eyes widen. Jubilee grins.

INT. MANSION - SHORTLY AFTER

Banshee and Emma lead Jubilee and Angelo through the sepulchral manor. They pass ghostly rooms filled with antique furniture and paintings. Jubilee and Angelo are totally intimidated. Banshee sees something through the window.

BANSHEE

You know, Emma. They're probably too tired to deal with orientation. Why don't they introduce themselves to the kids and we'll continue tomorrow.

EMMA

This is against protocol.

BANSHEE

That it is. But I won't tell if you don't.

She's pissed, but she doesn't want to be a jerk.

BANSHEE

The other children are in the garden. Go out and introduce yourselves.

He points the two confused kids outside.

BANSHEE

Go on.

JUBILEE

Umm, how many kids go to this school?

BANSHEE

Counting you two? Six.

Jubilee and Angelo share a look, then drift out the door. Emma turns to Banshee with cold eyes.

(CONTINUED)

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EMMA

What was that all about?

BANSHEE

I saw an old Pat O'Brien movie on the telly last night and I was feeling sentimental.

Emma shakes her head, turns, and heads to her office.

EXT. GROUNDS - DAY

Jubilee and Angelo walk through the lush grounds. They walk past a stand of tall elms and there in the middle of a green field, four kids are tossing a football around. The kids stop when they see the newcomers approaching.

A very intimidated Jubilee and Angelo stop on the periphery. The four kids come over and train their hard eyes on the pair. It's a knee buckling scrutiny. No words. The kids are: MONET ST. CROIX aka M. Monet is a lithe Algerian beauty who looks more suited to the fashion runways of Paris. Next to her is KURT PASTORIUS aka REFRAX, seventeen and Totally Cool with his long hair and permanent sunglasses. Holding the football is MONDO aka MONDO, a massive Samoan wearing an open Hawaiian shirt and cutoffs. The only relatively friendly face belongs to ARLEE HICKS, a freckly seventeen year old with dirty blonde hair, wearing excessively baggy frump wear. She's called BUFF. And she doesn't like it.

After a long stare down, Angelo forces a smile and bobs his head nervously.

ANGELO

Hi. I'm here on a football scholarship.
I'm supposed to report to the coach.

Kurt and Mondo share a look.

KURT

Dork.

MONDO

Butthead.

Angelo shrinks. Arlee comes forward.

ARLEE

I'm Arlee.
(points)
That's Monet, Mondo, and Kurt.

JUBILEE

I'm Jubilee. That's Angelo.

(CONTINUED)

CONTINUED:

The kids barely acknowledge each other.

KURT
What's your thing?

Jubileee and Angelo share puzzled looks.

MONET
They want to know what kind of mutant powers you have.

All eyes home in on Jubilee. She shifts nervously.

JUBILEE
I don't know what it's called. Fireworks shoot out of my fingers.

MONET
It's called thermodynamic emission. Kurt has something similar that comes out of his eyes.

Kurt grins and flicks his sunglasses.

KURT
I can melt glass and see through panty hose.

He leers at Jubilee's panty area. She's taken aback.

ARLEE
He can't see through your clothes.

KURT
Not yet, but I'm almost there.

ANGELO
Subtle.

All eyes turn to Angelo.

MONDO
What's your dazzle?

Angelo tries to keep cool, but he's uncomfortable. He searches for an answer.

ANGELO
Dermal flexibility and manipulation.

Kurt and Mondo don't know how to react. It sounds impressive.

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CONTINUED: (2)

MONET
(condescending)
His skin stretches.

Kurt and Mondo break out into laughter. Angelo blushes.

MONDO
His skin stretches! Alright Skin, let's
see how you play football.

And with that he slams the football into Angelo's gut and from now on Angelo will be known as SKIN.

EXT. MANSION - LATER

Banshee and Emma walk out to the field. In the distance, the kids play football.

EMMA
I just think they should have gone
through orientation and then been
formally introduced.

BANSHEE
Emma, you should lighten up a wee bit.
For an oversexed mind-witch, you're a bit
of a tightass.

Emma burns a look into him. Banshee grins.

BANSHEE
Look at them, getting along beautifully
without our assistance.

He gestures at the ballplaying kids. It is a pastoral scene of middle America at its finest. Kurt, Mondo, and Jubilee defend against Arlee, Monet, and Skin. Monet's quarterbacking. She yells "Hike" and her two receivers take off. Arlee is covered by Mondo who can barely keep his massive bulk in line with her fluid strides. Kurt backpedals coolly alongside Skin and taunts him.

KURT
Are you sure you're running your fastest,
dude?

Skin grimaces and tries to shake loose his taunting schoolmate. Monet sees what Kurt is doing and sails the ball over to Skin anyway -- The pass seems too high. Skin stretches and -- he just catches it in his fingertips as a lunging Kurt falls flat on his face --

Skin smiles, tucks the ball in and is crunched by Mondo who rips the ball away and gleefully takes off with it. We hear Skin's SCREAMS and we see that his hand is caught between Mondo's forearm and the football -- Mondo looks over his

(CONTINUED)

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shoulder to see that Skin's arm is stretching halfway across the field as he lies on his face in agony -- Mondo lets go of Skin's hand, grins, and keeps going for a touchdown -- Suddenly, Mondo is torpedoed by Arlee who drills him into the turf like a heat seeking missile -- Monet and Kurt run over to join the ruckus and pretty soon a fight breaks out, while Skin tries to get his twenty-yard arm back into place. Emma turns to Banshee with a superior smirk. He shrugs.

BANSHEE

Special children require special handling.

He trots out onto the field.

BANSHEE

Break it up, ye heathens! Or I'll stomp ye with me jack-boots!

Banshee wades through the brawling teenagers.

INT. GIRL'S DORM - EVENING

Arlee shows Jubilee around the dorm. It's a good sized room with all the accoutrements for the young student. There are four beds, four dressers, four desks, etc. Monet lies on her bed, wearing only panties and a skimpy T-shirt. She looks awesome. She's immersed in a stack of heavyweight books and doesn't acknowledge the girls. Jubilee looks questioningly at Arlee who just shrugs.

ARLEE

That's my bed over there.

(points to the bed)

You can pick either of these two.

Jubilee throws her stuff on the bed furthest from Monet.

ARLEE

I'm gonna get ready for bed. I'll be right back.

JUBILEE

I'll go with you. Just let me get my tooth brush.

Arlee's suddenly uptight.

ARLEE

No. I prefer changing alone.

Jubilee's puzzled. Arlee exits. Jubilee starts to unpack. Monet puts down her book.

(CONTINUED)

CONTINUED:

MONET

She never lets anybody see her change.

JUBILEE

Why not?

MONET

Because her body's so horrible.

(rises; comes over)

Her musculature is completely out of control. She can run about fifty miles an hour. She's stronger than Mondo. But her body's totally freak dimension.

Jubilee feels bad for Arlee.

MONET

They tell you I'm the most advanced student at the Institute?

JUBILEE

Oh yeah, what's your special gift, speed reading and humility?

MONET

Near as the experts can tell, I'm perfect. I have advanced brain functions, hi-density skeletal mass, superior tissue, and endocrinology. I am immune to all known viral and bacterial entities. I have level eight invincibility, including hi-dynamic thermo-repulsion.

JUBILEE

You're sure repulsing me.

She walks over to Jubilee and stares hard.

MONET

Little girl, does this sound like bragging to you? Well learn to read between the lines. I'm giving you valuable information for the good of your survival.

JUBILEE

Why's all this so valuable?

MONET

Because, little Jubie, none of us gifted children get along very well and I just wanted to tell you who's the last person you should mess with.

She turns back to her bed. At that moment, Arlee enters draped in sweats that are big enough to use as bed linens.

(CONTINUED)

CONTINUED: (2)

MONET
Great new sweats, Arlee.

Monet gets back into bed. Arlee and Jubilee share a look.
Lights out.

INT. BOYS DORM - NIGHT

The decor is surfing posters and babes. Mondo kicks back listening to his headphones. Kurt examines his complexion in the mirror. Skin lies on his bed, lonely and alienated.

KURT
Dude, having stretchy skin is not the kind of equipment that's gonna make you a star around here.

SKIN
What am I supposed to do?

Mondo picks up on the conversation, pulls off his headphones.

KURT
You're gonna have to make it on personality. Accept that the mutant god was in a viciously funny mood when it was your turn in line.

SKIN
I think the joke's on all of us, Esse.

MONDO
See, there he goes bagging with that funny mouth of his.

SKIN
Are you getting proper nutrition?

MONDO
What's it look like?

Mondo flexes his massive arms.

SKIN
So what are you, some kind of incredible bulk?

MONDO
I'm better than that. I can become solid as anything I touch. Wood. Steel. Rock. Anything.

SKIN
What happens when you eat jello?

(CONTINUED)

CONTINUED:

Mondo grimaces, but Kurt laughs.

KURT
That was funny, dude.

Mondo goes back to his music. Skin exhales, Jeezus.

INT. CLASSROOM - DAY

Emma stands at the front of the class. Her manner is serious. The kids watch her. She begins dryly.

EMMA
My area of expertise is telepathy. I have studied with the best minds in the field. It is known that all sentient beings possess degrees of undeveloped telepathic ability. But mutants possess more.

Kurt raises his hand.

KURT
Excuse me, Ms. Frost. Can you just like zap into our brains anytime you want?

EMMA
Yes. But you don't have to worry Kurt. I've stopped practising on the lower primates.

Skin chuckles too loudly. Mondo and Kurt glare at him.

EMMA
In my discipline, the mind is your greatest weapon. We're going to begin with some simple exercises to hone your brains.

She hands out a paper to each student.

EMMA
I want you to read this short story and concentrate completely on it. Try not to let any outside thoughts interrupt you. Every time your attention is broken I want you to mark it down on a pad and continue reading to the end.

MONET
What if your attention isn't broken?

EMMA
(smiles)
Then bravo for you. It takes about two minutes to read the story and I doubt if any of you will get through
(MORE)

(CONTINUED)

CONTINUED:

EMMA (cont'd)

uninterrupted. The average reader can't hold his concentration for more than ten or twelve seconds. I've known scientists who could hold it for up to twenty minutes. They say Einstein could hold it for forty-five minutes.

SKIN

How long can you go?

EMMA

As long as I need. Okay, ready, begin.

The kids begin reading and damn if Kurt isn't five seconds in when he loses it. Mondo winces just after him and marks his pad. Emma watches her students, fresh faces concentrating, these freaks of nature looking so innocent and plain. Arlee's doing well and oops, she marks her pad and continues. Jubilee's holding her own. Monet's paper looks pretty clean. She's almost at the end and - wince - she blew it. Behind her Jubilee's just blown it at the finish line. Finally we come to Skin. He's finished and his pad is blank. His face confident.

INT. CAFETERIA - LUNCHTIME

A little day room just for the kids where they can chill, scoob, and watch the tube. Arlee sits with Jubilee at one table. Monet carries her plate past Mondo and Kurt. Skin sits alone in the corner.

KURT

That concentration exercise was most invigorating, don't you think?

MONDO

It gave me a headache.

Jubilee tears into her sandwich. She looks over and sees a miserable Arlee munching carrot sticks.

JUBILEE

You ever eat real food?

ARLEE

I've got a bad metabolism.

On the TV, a NEWSANCHOR gives pre-commercial hype.

NEWSANCHOR

(on TV)

Coming up next: Senator Gibbons calls for stricter limitations on mutants:

SENATOR GIBBONS, a good ol' boy, does a sound byte.

(CONTINUED)

CONTINUED:

SENATOR GIBBONS

(on TV)

Mutancy is an unfortunate disease that we must eradicate before it is too late. I can't help but think how the AIDS epidemic could have been avoided if we'd taken immediate and diligent action.

The kids stare at the creepy TV intrusion. Kurt emits a tight beam of red light from his eyes and SHORTS OUT THE TELEVISION. The kids look over at him. Cool move! He gives a quick little five to Mondo. Banshee enters.

BANSHEE

Jubilee, your mother's on the phone.

Jubilee stiffens.

JUBILEE

Could you tell her I'm busy?

Banshee raises an eyebrow, starts to say something, thinks better, and leaves. Jubilee glumly turns back to her lunch.

INT. BOYS DORM - NIGHT

Kurt and Mondo snooze deeply. Skin lies on his back, hands behind his head, staring wistfully out the window, wondering if anybody who cares about him is watching the same star.

MATCH CUT TO:

JUBILEE

Staring out her window watching the same star. Her eyes slowly close and we:

CUT TO:

INT. LEE HOME - JUBILEE'S NIGHTMARE

Jubilee finds herself wandering through the surreal halls of her home. She opens doors to find black, windblown desolations. Finally, she makes it into her parents' bedroom. She sees her parents asleep in their bed. Her face brightens. Suddenly, Russell Tresh emerges from beneath the covers between Jim and Alicia. He smiles madly as Jubilee's parents watch with hideous, blank expressions.

TRESH

Honey, we don't know how to get in touch with you. How about an address?

Jubilee's eyes widen and we:

CUT BACK TO:

JUBILEE

jumps up in bed with a gasp. She glances round, disoriented. She rubs her tired eyes and tries to get back to sleep.

INT. HALLWAY - MORNING

A tired Jubilee waits with Monet outside the locked bathroom door. Just down the hallway, Kurt and Mondo emerge from the boys' bathroom, bodies wet, and towels wrapped round their waists. Mondo's brown body is thick and powerful. Kurt is a major hunk with a taut physique and his ever present shades. Skin trails behind them, already dressed. The guys linger outside the bathroom and Kurt goes into his thing.

KURT

Whoah, I think my vision's getting stronger. Is that you in there, Arlee! Outstanding buns!

The door swings open and an infuriated Arlee stomps across and pins Kurt to the wall.

ARLEE

I know you can't see into the bathroom, because it has a shielded fire door. But, if and when your power kicks in, and you look through my clothes, I will rip your head off and attach it to his butt!

She points at Mondo who tries to puff up, but knows she's stronger. Arlee storms back into her room. All the kids share a look.

SKIN

(to Jubilee)

Welcome to the Xavier School of Live Organ Transplant, chica.

Jubilee laughs. Mondo turns to Skin.

MONDO

Whoah, homeboy, that was smooth. Gimme some skin.

He grabs a handful of flesh from Skin's chest and stretches it out about three feet.

SKIN

Oww, man, that hurts!

Mondo lets go of the flesh, slaps palms with Kurt, and struts back to the dorm. Kurt turns to Skin.

CONTINUED:

KURT

You got to learn not to awaken the dragon.

He bops down the hall after Mondo, leaving an embarrassed Skin to massage his sore and loosened flesh back into place.

INT. COMMUNICATIONS ROOM - DAY

Banshee teaches the kids how to operate Cerebro, the super mutant computer. Each kid sits before a scanner screen.

BANSHEE

Twenty four hours a day, Cerebro globally monitors all mutant activity, which you will be required to log and process. Today, we're just going to get you comfortable working with Cerebro.

Jubilee is overwhelmed by major activity on her screen.

JUBILEE

Mr. Cassidy, I'm getting thousands of mutant readings in the city of Los Angeles.

BANSHEE

(unfazed)

You can ignore those, Jubilee. Something's going on in that city that doesn't sit well with Cerebro.

(to class)

What we're looking for are mutant readings of level three and above. Check carefully. Your future schoolmates are out there.

The kids immerse themselves in Cerebro's world.

INT. TRESH'S WORKROOM - DAY

Tresh is doing some intricate calculations at his desk, while Ralston hovers nervously behind him.

RALSTON

Now remember, Russell, no voodoo theatrics at this presentation.

TRESH

(snaps)

Don't belittle what I do! I can't help being creative anymore than you can help being a greedy capitalist!

(CONTINUED)

CONTINUED:

RALSTON

I'm not belittling you, Russell. I just want this to go smoothly.

TRESH

Bobby, you're pissing me off. I'm giving you genius and you're giving me jock itch.

RALSTON

I'm sorry. I'm just a little scared.

TRESH

Hey, Galileo was scared when he got out his telescope.

Ralston regards his colleague for a long moment..

RALSTON

Russell, why are you doing this?

Tresh considers the question; smiles.

TRESH

Who can say why, Bob? I'm a complex individual. A therapist once told me I could never be truly happy. I think that was a terse and irresponsible judgement, don't you?

Ralston doesn't know how to respond.

TRESH

Hey, I'm a classic, low self-esteem dysfunctional, overcompensating with grandiose delusions.

(demented)

In other words, I won't be happy until the psycho-slut who humiliated me, grovels at my feet and anoints me as her god.

(suddenly sweet)

That makes sense, doesn't it?

Ralston stares with bitter irony at his insane partner.

RALSTON

A woman, Russell?

TRESH

Isn't it always, Bob?

Tresh's inner fire sends shudders through Ralston.

CUT TO:

INT. STUDY - EVENING

Emma sits alone, reading under a lone lamp. The rest of the room is black. Emma's absorbed in her studies, unaware that right now, some nutball with an axe to grind is making his moves.

FADE OUT.

END ACT TWO

ACT THREE

FADE IN:

EXT. MANSION - EVENING

The sun is still high on this perfect summer evening. The kids are waiting by the van when Banshee approaches.

BANSHEE

What are ye waiting for? Jump in.

KURT

You know, Mr. Cassidy, umm, we feel kind of dorky having you drive us to town like you're our dad.

BANSHEE

If it makes you uncomfortable, you're welcome to take the bus.

KURT

Well, we were thinking, a lot of us have our drivers licences and, you know, it would be much cooler if we could... drive ourselves.

Banshee weighs this.

BANSHEE

I see. Well, Kurt, you're all new to this school and I'm not sure if ye'r ready for that responsibility.

MONET

If we can't be responsible with a van, how can we be responsible with all that death technology we're learning?

Banshee glances round at a sea of imploring teenage eyes. He considers this; smiles.

BANSHEE

Lassie, you make a good case. Okay,
(he flips the keys to Kurt)
Have it back by curfew. There's still class tomorrow.

Kurt stares down at the keys in his hands, "Hallelujah!"

CUT TO:

INT./EXT. - VAN - EVENING - MOVING

Kurt's at the wheel; Mondo beside him. Voodoo HipHop Blares over the speakers. Monet, Arlee, Jubilee, and Skin groove in the back. Party!

MONDO

We need a case of beer!

KURT

In anticipation of this necessity, I used my computer skills to create flawless I.D.'s.

He holds up his fake I.D. card. Monet snatches it from him.

MONET

In anticipation of your stupidity, may I say: no beer, no fake I.D.'s, and no encounters with men in blue uniforms.

Kurt and Mondo share a look. Busted.

EXT. HASTINGS - EVENING

A beautiful, little suburban town built around a square. It could be American Graffiti with all the kids cruising around looking for some fun. We hear familiar BLARING HIP-HOP and the mutie van motors into the parking lot at the mall.

INT. MALL - EVENING

Kurt and Mondo fuel up at a hotdog stand. As they shovel food, their eyes are drawn to a flyer which reads: "Mutants With Super Strength Wanted For High Paying Construction Jobs! Confidentiality Guaranteed! No Questions Asked! Big Bucks!" Kurt and Mondo share a look.

MONDO

I wonder what it pays?

Kurt shrugs.

INT. CLOTHES STORE - EVENING

Monet emerges from a fitting room, looking awesome as hell in a short skirt and gauze blouse. She checks herself out in the mirror. From the other end of the store, Arlee and Jubilee watch jealously.

ARLEE

I'd kill to look like that.

JUBILEE

Wouldn't anybody?

(CONTINUED)

CONTINUED:

The two girls stare for a moment, overwhelmed, then:

JUBILEE

Come on, let's see if they've got anything that suits us.

ARLEE

We could get some paper bags to put over our heads.

Jubilee shoves her, picks through the racks. Arlee halfheartedly pulls out a floppy sweater from the close-out rack. Jubilee shakes her head; finds some jeans and a sexy T-shirt.

JUBILEE

Here, try this on.

ARLEE

No way.

JUBILEE

Just check it out in the changing room. If you hate it, we're gone.

She shoves the clothes into Arlee's hands and pushes her on her way. Jubilee keeps searching the clothes racks. Monet's at the front counter where the CASHIER's just rung up a mountain of purchases.

CASHIER

Two hundred eighty-five dollars and seventy-nine cents, please.

MONET

You've made a mistake. It's two hundred seventy four dollars and eight cents.

The Cashier looks at her, "are you kidding?"

CASHIER

I'm sure I checked everything.

MONET

Check again.

The Cashier stares at her. Monet doesn't back down. The Cashier miserably begins re-checking each item.

INT. CHANGING ROOM - MOMENTS LATER

Arlee steps into the changing room, locks the door, looks at herself in the mirror. Hates what she sees. She stares at the pretty clothes. Then, turning away from the mirror, she pulls off her sweat pants and we just catch a glimpse of beautifully muscled legs. She pulls her baggy sweatshirt off,

(CONTINUED)

CONTINUED:

and now we see her in all her glory and she's magnificent. A body builder's dream: beautiful, creamy skin over perfectly defined muscle. Her legs are long and her buttocks powerful. Her waist is narrow and her breasts are full and perky. What a woman! But she doesn't see it. She winces at her reflection and at that moment, the door opens, and in walks Jubilee with more clothes, and she stops dead in her tracks, stunned by the sight of Arlee in her bra and panties.

JUBILEE

Sorry... I...

Arlee grabs her sweatshirt and tries to cover herself.

ARLEE

Don't you know how to knock!

JUBILEE

I'm really sorry. I ...

Arlee can see how sorry the younger kid is.

ARLEE

Forget it. Just watch the door. These damn locks don't work.

JUBILEE

Sure.

Like a puppy dog, Jubilee obediently scampers out.

INT. MALL - SAME TIME

Skin wanders alone glancing into shop windows, not having the greatest time. And then he sees her -- coming out of a shop with a couple of girlfriends -- KAYLA REYNOLDS, the perfect sixteen year old babe -- SHWING!!! Skin is in love! Kayla's a major high school catch. Skin follows her.

INT. MALL - SHORTLY AFTER

Jubilee follows a clearly upset Arlee.

JUBILEE

Listen, I think you look awesome. You're totally buff--

ARLEE

I don't want to look buffed, okay? I want to look normal.

She goes to a quiet corner of the mall and sits on a bench. Jubilee flops beside her.

(CONTINUED)

CONTINUED:

JUBILEE
Normal's not what we can have.

ARLEE
I know.

JUBILEE
Maybe we're lucky. In some twisted way.

ARLEE
How?

JUBILEE
My parents are normal. And they're miserable. My neighbors are normal. And they're miserable too. Maybe normal sucks. And we're lucky.

ARLEE
If you tell me how special I am, I'm gonna hurl. It sucks being a freak.

Jubilee weighs it. No shit.

JUBILEE
Yeah. It sucks.
(a beat)
But I still think you look awesome.

Silence. Two miserable friends - together - in the mall.

CUT TO:

CLOSE ON A FULL COLOR PHOTO

of a buffed out, bikinied body builder. A bit more ripped than Arlee.

WIDEN OUT TO:

KURT

Stares at a female body-builders magazine. Behind him, Mondo skims a surfing mag.

KURT
You think this chick looks like Arlee?

Mondo peers over his shoulder.

MONDO
No way. Arlee's a heifer.

(CONTINUED)

CONTINUED:

KURT

No she's not, dude. She's a babe.

MONDO

Whale-woman is not a babe. She'd scare the pimples off a football player's butt.

KURT

You're brain-dead. When I pulled her off you at the football game, she felt solid.

Now Mondo's interested.

MONDO

You snuck a feel when you pulled her off me?

KURT

No... well...
(remembers he's cool)
Yeah... a quick one.

Mondo grins, "My man."

INT. MALL - EVENING

Kayla and her friends check out shoes in a shop window. Skin tries to be inconspicuous, but Kayla picks up on the dude checking her out and whispers to her friends. They shoot a look at Skin who quickly ducks into a store for cover.

INT. CLOTHES SHOP - EVENING

Monet waits as the belabored Cashier finishes the tally. She reads the total and is awestruck.

CASHIER

Two-hundred-seventy-four-o-eight. Who are you, Rainman?

INT. BOZO'S - EVENING

THE KIDS'S HANGOUT. Packed. MUSIC PUMPING. This place belongs in "Grease." Mondo and Kurt sit in a booth across from three jocks. Mondo is having a silent stare down with the beefiest jock, BRUCE. The two are engaged in a tacit eating contest. First Mondo swallows half a burger in one gulp. Bruce counters by downing a whole burger. Mondo chugs a shake. Bruce drains a slurpee. A bag of fries. A slice of pizza. These are world class scoobers.

The jocks are diverted by the arrival of Kayla and her girlfriends. Skin drifts in behind them and lingers at the counter. The girls tell LANCE, the hunky quarterback, about the dweeb that's following them. Skin feels the jocks look over at him and hides behind a menu. Kurt and Mondo check it out. Lance strolls over and slides next to Skin.

(CONTINUED)

CONTINUED:

LANCE

Kayla and the girls were wondering if
you'd like to come over?

Skin glances over at the grinning faces of the jocks and the
babes. Kayla's turned away. Skin doesn't want to lose face.

SKIN

(uneasily)

Okay.

He walks over with Lance and is seated in front of a shake.
JEANNIE, one of the girls, smiles at Skin. Kayla's
uncomfortable.

JEANNIE

Would you like to join me in a strawberry
shake?

SKIN

Sure.

Arlee, Jubilee, and Monet enter just as Lance shoves Skin's
head into the pink drink.

JEANNIE

Darn, there's only room for you in there.

Skin gets up from the table and wipes the pink ice cream from
his face. The jocks and babes are laughing. Except Kayla.
Kurt and Mondo look over to Monet, "should we?" Monet shakes
her head, no way. Jubilee turns to Arlee.

JUBILEE

Come on, let's waste 'em.

Arlee grabs her arm.

ARLEE

We can't. We're not allowed to touch the
townies.

The mutants watch in agony as one of their own drags out,
drowning in a deluge of humiliating laughter.

INT. CLASSROOM - DAY

Emma prepares the students for the next step. This is her
grand passion and the kids can feel her intensity.

EMMA

We are going to work every day on
developing a new area of your minds. Like
muscles, they just take a bit of work.

(CONTINUED)

CONTINUED:

Emma picks up a stack of 8 X 10 cards from her desk.

EMMA

The secret to all psychic power is being able to relax and concentrate.

KURT

Ms. Frost, how can we relax and concentrate at the same time?

EMMA

(smiles)

That's the trick, Kurt. If you can do that, you can do anything.

Kurt shares a confused look with Mondo. Emma displays the first card. It is a bizarre abstract of colors and swiggles.

EMMA

Each of these cards has a subliminal message hidden in the patterns. I want you all to look at these cards and relax. Don't try to see what's there. Just let it come to you. Relax and let it flow.

We see each confused student staring at the paper, doing everything but relaxing. Except Skin. He sits back and calmly scratches the first message on his notepad without raising his hand. The message reads: "Right before your very eyes."

JUBILEE (O.S.)

(blurts)

Right before your very eyes!

All eyes turn to the excited girl. Emma smiles.

EMMA

Very good. You should all know that the youngest students traditionally do the best at this. Their brains are less cluttered.

She holds up another card. Once again Skin jots the answer down, but doesn't say anything. It reads: "A word to the wise." Jubilee pipes in.

JUBILEE

"A word to the wise."

EMMA

Excellent. Alright, tonight's assignment.

The kids all look round, frustrated, "tonight?" Emma's cool.

(CONTINUED)

CONTINUED: (2)

EMMA

I want you to monitor your dreams.

JUBILEE

What are we supposed to get from that?

EMMA

Ultimately, you'll see that dreams are the world that connects us all. If you can travel through the dream world, you can do anything. Meet anyone. Be anything.

Kurt leans over to Mondo.

KURT

(whispers)

This woman is mental.

EMMA

Of course I'm mental, Kurt. That's what I've been telling you.

KURT

Sorry, Ms. Frost.

EMMA

That's alright, Kurt. The ignorant are always skeptical when they're given knowledge. What I'm offering you is a new universe. Medieval warriors who had this power could leave their bodies when tortured by their enemies.

JUBILEE

Are there any books on this?

EMMA

The library is full of them. If you're really interested, you can read my book, "A Study in Mutant Metaphysics."

Skin jots down, "A Study in Mutant Metaphysics. And now we see that Tresh is not the only one dabbling in this area.

INT. CLASSROOM - MORNING

The kids hang out waiting for their teacher. It's a biology workshop. Kurt sees Arlee sitting by herself and goes over.

KURT

Hey, Arlee, monocot or dicot?

He points to some irises sitting in a glass vase.

(CONTINUED)

CONTINUED:

ARLEE
Monocot. You see the parallel leaf
venation? The flower parts are normally
in multiples of three, lacking a vascular
cambium.

Kurt nods, "um-hmm umm-hmm."

KURT
Cool.

He lingers. She waits for his next question. He lingers more.

KURT
Umm... Arlee... I was wondering, um, if
you saw the posters for that fireman's
carnival they're having in town?

ARLEE
No. I didn't see them.

KURT
Yeah, well, it looks like its gonna be
totally koshe and I thought maybe you
might want to go.

ARLEE
With you?

Kurt glances round, nervously.

KURT
Well, yeah, with me.

ARLEE
No way.

KURT
Why not?

ARLEE
Cause I'm not falling for whatever you
and Mondo cooked up. So forget it.

KURT
Hey, I'm serious. Mondo doesn't even
know.

She looks up at his vulnerable face. He's serious.

ARLEE
(delighted)
You're serious?

He nods sweetly. She's in heaven.

INT. LIBRARY - LATE AFTERNOON

The place looks deserted; lit only by the fading sun. Skin searches through the endless bookcases. He rounds the corner of a large bookcase and stops when he sees Jubilee at a table; pouring over the book he wanted.

SKIN

Emma Frost's "Study In Mutant Metaphysics," right?

She looks up and nods.

SKIN

What's it like?

JUBILEE

Totally mega-weird. Its got some bizarro stuff about a dream grid.

SKIN

Let me see.

She hands the book over. He studies the pages. She regards him for a moment.

JUBILEE

Why do you want to learn how to dream travel?

SKIN

Because I hate this place and I wish I could send my brain on vacation.

JUBILEE

Like them Medieval dudes?

SKIN

I was thinking Cabo. Why are you so interested?

Jubilee thinks about it; suddenly serious.

JUBILEE

I want to go in my parents' dreams and see why they sent me to this place.

SKIN

Why didn't you talk to your mother when she called?

JUBILEE

Cause I didn't want to hear her make excuses for my father.

(CONTINUED)

CONTINUED:

Skin regards the angry young girl. He turns to the book.

SKIN

Look what she says here. "The mutant chromosome is composed of other dimensional elements, not found on our atomic table. For this reason, all mutants exist partly in a multi-dimensional universe."

JUBILEE

Could you give that to me in English?

SKIN

It means our cells aren't just three dimensional, so we're already hard-wired for dream travel.

(continues reading)

Here. "With continued practice in meditation, the mutant will find himself facing a white light. This is similar to the white light seen by people who've had near death experiences. The challenge for the mutant at this point is to hold on to the white light and ride it onto the dream grid. From there anything is possible."

JUBILEE

Vu ja De!

Skin smirks. Then he spots something in the book.

SKIN

Hey, look at this. Emma Frost was involved in a government program developing a machine that could access the dream world. It says the team was disbanded when she refused to turn the research over to Military Intelligence. She supposedly destroyed the machine. Look, here's a picture.

Both kids take in the picture of Emma's dream machine.

MATCH CUT TO:

TRESH'S DREAM MACHINE

a distant twin to the former.

WIDEN OUT TO SEE:

INT. BOARDROOM - DAY

and we are in fact in a large corporate boardroom looking at a photo of Tresh's machine. Tresh stands before the display pointing to some sales graphs.

TRESH

Gentlemen, our last campaign focused on three products: Road Kill, Wet Lips, and Coffin Nail cigarettes. We used an aggressive marketing tactic, employing strong subliminal suggestions. As you can see the figures speak for themselves. Number one in all three markets.

He pauses for effect. JOHN PRUITT, the dignified CEO, nods imperceptibly.

TRESH

I'm here today, to present our latest development and I promise you, gentlemen, it's a doozie.

He goes over to the photo of his dream machine.

TRESH

What I'm about to tell you is fantastic and very hard to believe, so bear with me. As you already know, my pedigree is in theoretical physics. That's how I designed some of our subliminal tools.

(beat)

When I was with the government, we discovered that dreams are another dimension.

He paces before the boardmembers, holding each rapt eye.

TRESH

A device was created that allowed us to access the dream world. A world we all share whenever we go to sleep. The dream dimension.

He sees a couple of dubious looks pass among the board members. Tresh smiles gently; points to the photo.

TRESH

I've duplicated this machine. And I've been conducting experiments by going into people's dreams and making small suggestions directly into their unconscious minds. Our findings are intriguing. Children are most susceptible, because their minds are more open. Adults take a bit of work.

(CONTINUED)

CONTINUED:

LAWRENCE HARLIN, a boardmember, speaks up.

HARLIN

What exactly is your point, Mr. Tresh?

TRESH

My point is I can go into people's dreams and get them to buy any product I tell them to. And they are powerless to stop it, because these impulses come from their subconscious. Do you see my point now, Mr. Harlin? We can make BILLIONS!

Tresh folds his arms and smiles triumphantly. The boardmembers begin buzzing like a bunch of confused hens.

TRESH

Gentlemen, I anticipated your scepticism and I've prepared a practical demonstration.

Ralston shifts nervously.

TRESH

I took the liberty of visiting each of you in your dreams, last night.

(turns to boardmember)

Mr. Donberry, your own daughter?

With a double click of the tongue, Tresh admonishes DONBERRY, a mortified boardmember.

PRUITT

Get to the point, Mr. Tresh.

Tresh makes a showy nod of deference.

TRESH

Absolutely, Mr. Chairman. While you slept, I made a small suggestion to each of you that I believe will demonstrate, with a bit of humor, the efficacy of this tool. At exactly ten o'clock, every member of this board will have an involuntary gastric eruption.

Ralston blanches. The offended boardmembers begin murmuring. All eyes turn to the clock: 9:59.

PRUITT

Is this supposed to be funny, Mr. Tresh?

TRESH

Yes. And effective.

(CONTINUED)

CONTINUED: (2)

All eyes turn back to the clock. Silence. Then, click the digital numbers tumble. 10:00 A breathless moment, then: A spontaneous ERUPTION of BURPS and FARTS escapes every horrified member of the boardroom. The flustered businessmen turn their shocked faces to the smug genius.

TRESH

Gentlemen, I give you a quantum leap in mind control. Consider the possibilities.

And the befuddled business men can only gape.

INT. COMMAND STATION - DAY

Skin mans a bank of computer screens and readouts. He's wired in with a headset, punching in data while he reads from a manual. There is a sudden BLIP on the screen and then flashing in red - "Security Breach. Intruders, Zone H perimeter." Skin's eyes widen. He punches in data and yells into his mouthpiece.

SKIN

Breach! Zone H!

He begins punching in commands. But as fast as he can type, more security perimeters fall. More WARNING BLIPS, then: "Zones K, J, D, I, breached. Perimeter collapse." Skin frantically types and barks into his mouthpiece:

SKIN

What's going on out there! I need some help!

SECURITY BLIPS AND BUZZES, the screen reads: "Condition Red. Collapse of security wall. Three fatalities: Arlee Hicks, Sean Cassidy, Kurt Pastorius."

Skin doesn't see a hooded figure dressed in black slip into the room behind him. Skin reaches for another terminal and a chrome manacle suddenly clamps his wrist to the desk. He whirls round to find himself staring into the dark eyes beneath the hood. A weapon is brought to his head. Then the intruder removes the hood and we see Monet laughing at Skin.

The lights come on and Banshee leads the other students in to continue the class with the embarrassed Skin. Banshee smiles at Skin and punches up some data on the computer screen.

BANSHEE

Initial reaction time was fair. Proper response. But look here. When your flanks were attacked, you became disoriented. Your brain activity's all over the place.

He points to a graph on the screen.

(CONTINUED)

CONTINUED:

BANSHEE

Reaction time slows down. And then the bad decisions come, lad. Procedure goes right to Mother Mary's. All ye'r brilliant computer skills don't mean a thing at this point.

Skin nods quietly. Banshee smiles kindly.

BANSHEE

I want you to spend tomorrow training on the system. Ye have to know every square inch of the grounds and every possible tool available to you.

He pats Skin's shoulder and walks away. Skin stares frustratedly at the computer console.

INT. BOARDROOM - LATER

Pruitt and the rest of the board ponder their dilemma.

PRUITT

I don't know how the rest of you feel about this opportunity, but I would rather hit the street with a tin cup than make money the way Mr. Tresh is proposing.

Pruitt looks to the other board members.

HARLIN

He could bring down this entire corporation. The man's insane.

DONBERRY

And dangerous.

HARLIN

I say we call the authorities.

PRUITT

He's your loose cannon, Bob. What do you say?

All eyes turn to Ralston who nods his head, resigned.

RALSTON

He's off the deep end. I'll take care of it, John.

TRESH (O.S.)

Et tu, Bobby?

Ralston turns with horror toward the sound of Tresh's voice, but the other boardmembers continue talking. Standing in the

(CONTINUED)

CONTINUED:

open window, with an black infinity behind him is Russell Tresh. Tresh steps into the room and strolls on top of the table to Ralston. The entire board is oblivious and we are clearly in RALSTON'S DREAMS.

TRESH

It's a common anxiety dream, Bob,
replaying the day's events.

Ralston watches with terror as Tresh approaches.

RALSTON

Russell, please...

Tresh makes a shooing gesture and goes into an "Elly Mae" routine.

TRESH

Now ya'll just hush up while Russell shows you how this dream suggestion thang works. You can solve all your problems, dear li'l Bobby, by jes flying away like a little ol' songbird. That's right, jes spread yo' wings.

He takes Ralston by the hand and lifts him onto the table. Ralston finds himself following Tresh's cooing voice. He leads him to the end of the table where the open window awaits.

RALSTON

Russell, please, I wasn't betraying you.
You need help...

Tresh turns and smiles like the devil incarnate.

TRESH

Who said anything about betrayal, Bobby Dearest? This whole thang's all in yo' pretty little head. Jes fly away, little Bobby Bird. Shoo. Shoo.

He gently leads Ralston to the window ledge. Ralston is powerless to stop himself.

TRESH

That's right, jes spread yo' wings.

Ralston finds himself spreading his arms out high like a glorious condor and --

EXT. SKYSCRAPER - NIGHT

One of those luxurious hi-rise jobs in mid-town. And silhouetted against a fat moon, we see an ungainly bird propel himself from the twenty-third floor and sink like a stone.

FADE OUT.

END ACT THREE

ACT FOUR

FADE IN:

INT. COMMAND STATION - LATE AFTERNOON

Skin's been there all day. On his monitor, the schematics of the mansion are displayed. Each room, nook, and passageway is numbered and classified. Skin repeats a gruelling sequence. He highlights a zone and a FEMALE COMPUTER VOICE repeats it.

COMPUTER VOICE
Zone D 27 confirmed.

Skin punches in a command.

COMPUTER VOICE
Perimeter secured.

Skin repeats. Zone confirmed. Perimeter secured. Skin punches in a new zone.

COMPUTER VOICE
Security chamber G 110. Access denied.
Passcode required.

Skin sits up, what's this? He glances at the schematic, sees a highlighted area on Sub-level Two behind physics lab. Tries something else. Rejection!

SKIN
I've taken a lot of abuse since I've been here, Lupe. But not from you.

Skin begins flying at the keyboard, using every skill to break the access code. Failure. Fingers flying. Failure. Skin hits it again, jaw jutting, determined. He thinks he has it -
- ACCESS DENIED!

SKIN
Let me show you a little something I picked up when I ran the E-mail for the Varrio Loco Gangsters. Try "public cipher encryption."

Skin gets down. Commands are flying. Skin's fingers move at blinding speed, STRETCHING across the keyboard. Cyber-networks are opening. Bingo!

COMPUTER VOICE
Welcome to Security chamber G 110. What is your request?

(CONTINUED)

CONTINUED:

SKIN
Full security access for student
Espinosa, code Beta Hexa 90210.

COMPUTER VOICE
Retinal scan or code key?

SKIN
Code key.

The computer goes to work. A card key spews from the machine.

INT. CORRIDOR - MOMENTS LATER

Skin comes through a security door and into a tight, windowless passageway. He finds a small innocuous, steel door. Skin inserts his security card and the door slides open. He enters.

INT. SECURITY CHAMBER - CONTINUOUS

Skin comes into an ancient cell that looks like it hasn't been used in two hundred years, except for a station set up with a monitor screen, reclining chair, and headset. Skin smiles, triumphantly. The Holy Grail!

CUT TO:

INT. DANGER ROOM - DAY

Like a vast, hi-tech, school gym, the danger room is where the mutants hone their skills. Jubilee, Arlee, Kurt, and Monet watch as Mondo runs the gnarly obstacle course. Mondo climbs a sheer wall clinging to small steel nodules with his fingers and toes. The nodules mechanically move in and out of the wall, leaving the climber suddenly without a hand or foothold at any given moment. Mondo's handhold suddenly disappears. He slides down the wall, just catches himself, then ferociously pulls himself to the safety of the top of the wall only to find he's tripped a booby trap! A huge log swings down from the ceiling and bears down on his head. Mondo only has time to grab a steel nodule and "absorb it" The LOG SMASHES into Mondo's face and SHATTERS, leaving the solid steel Samoan unharmed and smiling. He shares a grin with Kurt and continues through the gauntlet. Skin enters and pulls Jubilee aside to speak privately.

SKIN
I found it!

JUBILEE
You found what?

SKIN
The dream machine. It's in a secured chamber near the command center. I found it when I was running through the system.

(CONTINUED)

CONTINUED:

JUBILEE

So?

SKIN

So, meet me in the command station after lights out. We're going on vacation.

Skin runs off leaving a disbelieving Jubilee in his wake.

INT. HALLWAY - NIGHT

Skin sneaks along the hallway near the Command Center when he bumps into Banshee.

BANSHEE

What are ye doing, lad?

SKIN

You told me to practice on the system.

BANSHEE

It's a bit late, isn't it?

SKIN

I couldn't sleep. I thought I'd make use of the time.

Banshee scrutinizes him. Skin squirms.

SKIN

I'll just be a little while. Those command sequences put me right to sleep.

BANSHEE

Okay, well, log in or the system won't recognize you.

Skin nods and hurries down the hall. Jubilee is barreling down the hallway when she spots Banshee. She slides to a stop and scoots down an adjoining corridor, before he notices. She waits, holding her breath as Banshee passes. When the coast is clear, she races off to meet Skin.

INT. SECURITY CHAMBER - LATER

Skin and Jubilee sit like a pair of teenage sorcerers before the mystical machine. The room is dimly lit. Skin reads through Emma Frost's Study in Mutant Metaphysics.

SKIN

This set of 'troles induces a deep alpha state and sleep should follow within a few minutes.

Skin points out two contacts on the headband.

INTERCUT WITH

INT. TRESH'S LABORATORY - SAME TIME

Tresh is at the dream machine, getting ready for a little dream travel.

BACK TO:

SKIN AND JUBILEE

Skin prepares to launch himself.

SKIN

When I'm out there, my consciousness will be separated from my body, so whatever happens don't disconnect me. Just wait until I return and do it myself.

JUBILEE

I think I should go first.

SKIN

No way.

JUBILEE

If something goes wrong, you're the only one who can understand this obscure manual.

Skin considers for a moment, then lets Jubilee get into the driver's seat.

SKIN

All you do is concentrate on the person you want to see and the grid will take you there.

Jubilee nods. Skin places the 'trodes on her head. They share a look. This is it. Skin reaches over and hits the first switch. A small red light comes on.

CUT TO:

TRESH

At his machine, humming to himself as he waits with closed eyes.

BACK TO:

CLOSE ON JUBILEE

drifting off to sleep. Skin looks over at the monitor and the red light divides in two, like a cyber-amoeba. The red light drifts off into cyberspace.

SMASHCUT TO:

THE DREAM GRID

Like the black starry infinity of deep space with a luminous grid pattern. Jubilee finds herself suddenly transported and standing on the grid. Her eyes widen. She stares around in disbelief at the surrounding universe and smiles wondrously.

JUBILEE

Concentrate.

She closes her eyes.

MOVE IN ON JUBILEE'S FACE

young and innocent and when she opens her eyes she is in --

the hallway of her own house and sitting in the living room, like a morose beer drinking zombie, is her father. And he's hugging and talking to a little JUBILEE DOLL, but no sound is coming from his mouth. Jubilee watches from the doorway transfixed by the bizarre image. And then:

TRESH (O.S.)

Come here often?

Jubilee whips round to find a grinning Tresh standing on the dream grid behind her. Behind him is the black infinity. Jubilee's disoriented. Tresh's face seems familiar.

JUBILEE

What is this?

TRESH

We're fellow travelers. You're visiting dad in his dream. I'm visiting you.

Jubilee realizes where she's seen that face before.

JUBILEE

You're Mr. Playmore. I saw you in the video game.

TRESH

That's wonderful. Mutants can see subliminal messages. Tell me more about yourself, Jubilee. Where have you been hiding?

JUBILEE

How do you know my name?

TRESH

Honey, relax. I'm a mutant talent scout. And I've gone to a lot of trouble to find you.

(CONTINUED)

CONTINUED:

Jubilee's getting spooked. She whips her head around to see if her father's still there, but all that surrounds her is dream space. She is alone with Tresh. She backs away fearfully.

JUBILEE

What do you want from me?

TRESH

It's not what you think, honey. I love you for your mind.

Tresh brings his grinning face closer. Jubilee panics.

JUBILEE

No!!!

SMASHCUT TO:

INT. SECURITY CHAMBER - SAME TIME

Jubilee springs back into consciousness, sits upright, and pulls the 'trodes from her head. Skin comes over.

SKIN

What happened? You were gone for two seconds!

Jubilee turns to Skin, wide eyed. She gets off the machine; takes a moment to gather herself.

JUBILEE

It was horrible. I... My father was there... and there was this creepy guy...

SKIN

(grins)

Next time go somewhere fun instead of tripping on your parents.

Skin gets into the driver's seat.

JUBILEE

What are you doing?

SKIN

I'm gonna pick up a muy fine chicita and take her scuba diving in Cabo.

He sets the controls. Jubilee tries to stop him.

JUBILEE

Don't go. It's horrible.

She tries to block the control switch. Skin grabs her hand.

(CONTINUED)

CONTINUED:

SKIN

Hey. I'm going. Just remember, don't pull the plug or I'm brain toast.

A tense moment. Jubilee's eyes plead, "don't go." Skin smiles. Hits the switch and pops into:

DREAM SPACE

Skin stands on the dream grid in the middle of infinity. His face; delighted. He spreads his arms to the heavens and soaks in the wonder of forever. Then he remembers his mission.

SKIN

Kayla, I hope you're home tonight.

He closes his eyes to concentrate. We can feel that something out there is watching Skin.

CLOSE ON SKIN

when he opens his eyes, he is looking in Kayla's bedroom window. Inside, she's getting dressed for a date. Skin is mesmerized. She's gorgeous. Skin watches, savoring her beauty. A shadowy figure sidles up beside him.

TRESH

That is an awesome female.

Skin finds himself face to face with a smiling Russell Tresh.

SKIN

Who the hell are you?

Tresh offers his hand like a western used car salesman.

TRESH

Russ Tresh. What's your handle, good buddy?

SKIN

(suspiciously)

Angelo.

TRESH

Nice to meet you, Angelo. So you've got designs on that sweet little cantaloupe, huh? Well, you're in luck, because ol' Russ is your guardian dream angel.

SKIN

What can you do?

TRESH

What can I do? I can make that little girl a pat of butter in your hot hand. Would you like that, Angelo?

(CONTINUED)

CONTINUED:

Skin finds himself turning back to watch the beautiful Kayla and forgetting any fears as his own heart melts.

SKIN

Yeah.

TRESH

Well, you wait right here, Uncle Russ is gonna play Cupid.

Tresh steps right through the window and goes up to Kayla.

TRESH

Darlin', I'd like to introduce you to a good friend of mine name a Angelo. I know you're going to like him, cause he's a fine boy.

Tresh walks Kayla over to the window to meet a stunned Skin.

TRESH

Angelo, this is...

SKIN

Hi, Kayla.

KAYLA

Hi.

TRESH

Kayla, honey, Angelo and me have got to go talk some business, but I promise you Angelo will come a calling and you will certainly want to go out with him.

Kayla nods and smiles a bit Stepfordly. Tresh steps back out to join Skin on the dream grid. Kayla waves good-bye to the smitten Skin. And Skin finds himself suddenly alone on the dream grid with Tresh.

TRESH

That's nice, ain't it? A fine girl. So tell me a little something about yourself, Angelo. You don't seem like the usual dream grid riff raff.

(pointed)

You're not exactly a HUMAN beaner, are you? Your skin tone seems rather - MUTED - if you know what I mean? I'd say you have a certain GENE-es-ay-kwa?

Tresh slithers up next to Skin.

CUT TO:

INT. TRESH'S WORKROOM - SAME TIME

Tresh's sleeping body lies at the dream station. Suddenly, the door is SMASHED OPEN and four uniformed police enter. The LEAD OFFICER checks a photo of Tresh.

LEAD OFFICER

That's him.

And with that the officer yanks the electrodes from Tresh's head -- and Tresh's body springs upright, his eyes wide as coconuts -- and we HEAR a distant CHAOTIC STATIC:

SMASH CUT TO:

TRESH

Is propelled from the dream grid and tumbles through space with a hideous STATICKY SCREAM --

Skin watches wide eyed -- Tresh tumbles and tumbles through the dream abyss his SCREAMS melting into A DRONING AMBIANCE -- and then a hand stretching a billion miles down grabs him by the collar and yanks him back onto the dream grid -- And Tresh finds himself facing Skin from the end of the boy's tubular forearm -- Tresh is absolutely insane looking. The fall has somehow changed him. His eyes are hideously mad. His hair wild. And he looks at Skin and smiles gratefully and begins a manic banter.

TRESH

Whoah! Talk about your born again experiences. Whoah!

(feels his body; shakes his head)

Mama! That was something. I'm like Moses plucked from the cosmic Nile.

(looks at Skin)

I won't forget this, pal. You've got a friend out here in dream land. Well, I gotta go.

And Skin watches in amazement as the madman strolls down the dusty road of infinity.

CUT TO:

INT. TRESH'S WORKROOM - SAME TIME

The officers have Tresh's body on his feet and he just stands there wide-eyed, eerily blinking every few seconds. The lead officer tries to wake Tresh; turns to SECOND OFFICER.

LEAD OFFICER

What's wrong with him?

(CONTINUED)

CONTINUED:

SECOND OFFICER
I think he's asleep.

Tresh just stands there, a saucer-eyed somnambulist,
blinking... blinking... blinking.

BLACK.

END ACT FOUR

ACT FIVE

FADE IN:

EXT. ROOFTOP - DAWN

Skin and Jubilee sit at the edge of the roof, legs dangling over the cornice, staring out at the immense grounds and the pale pink of a newborn day.

JUBILEE

It was like my brain was floating in outer space with nothing to hold on to.

SKIN

Yeah. It was awesome.

JUBILEE

No way. It scared the crap out of me.

SKIN

I gotta figure out how to ride that grid. Maybe that hombre can show me around.

JUBILEE

Are you crazy? Don't mess with that guy. He's heinous.

SKIN

He was righteous with me.

JUBILEE

We better get ready for class.

And as the sun appears over the treetops, the two exhausted dream travelers drag themselves off to school.

INT. ASYLUM - MORNING

We are inside a minimum security hospital for the criminally insane. An ORDERLY pushes a food cart down the hall, stopping to let himself into a locked cell. He carries the tray inside.

INT. CELL - CONTINUOUS

Lying on his back, dressed in hospital issues, is the wide-eyed Tresh, still blinking like a fleshy strobe. The Orderly places the breakfast tray on a small table and turns to Tresh.

ORDERLY

Look, man, I had a rough night with my girlfriend and I'm in no mood to feed

(MORE)

(CONTINUED)

CONTINUED:

ORDERLY (cont'd)
you, so why don't you stop messing around
and feed yourself. Come on, do me a
favor.

Tresh continues blinking. The Orderly shakes his head.

ORDERLY
Just get up. I won't tell anybody. Come
on, wake up.

BANSHEE (O.S.)
Wake up.

CUT TO:

INT. CLASSROOM - SAME TIME

Banshee stands over Skin who's asleep on his desktop. The
other kids watch.

BANSHEE
Wake up, lad.

Still no reaction. Banshee shrugs, then unleashes a SONIC
SCREAM that raises Skin out of his seat and musses his hair.

BANSHEE
No more of them all nighters in the
Command Center for you, dream boy.
(turns back to class)
Alright everybody, next week's mutant
biology test will include the enzymes of
the X cell.

A MASS GROAN pervades the room.

EXT. GROUNDS - LUNCHTIME

The kids take their lunches al fresco. Arlee carries her
three carrot sticks and looks round for Jubilee. She spots
her sitting behind a tree. Arlee goes over to find Jubilee
fast asleep, head back, mouth agape. She considers waking
her, decides against it. She finds a nice spot along a flower
bed and parks. An obnoxious SNORE disturbs her. She turns
round to find Skin SNORING among the monocots. Arlee raises
an eyebrow and goes to find another dining spot.

EXT. MANSION - LATE AFTERNOON

Mondo barrels out of the front door and over to the van where
the other kids are waiting. He pulls open the shotgun door
and stops short when he sees --

INT. VAN - CONTINUOUS

Kurt's behind the wheel and sitting right beside him is Arlee, grinning down at the befuddled Mondo. She jerks a thumb toward the back with the other kids. Mondo looks over at Kurt who just shrugs.

EXT. FAIRGROUNDS - EVENING

The sprawling grounds sit on a bluff overlooking the town. Everybody's out for the annual fireman's bash. Little kids dance all over the gleaming fire engines. Older kids gather around a band playing on a makeshift stage. There are prize booths and pie tables and cheezy rides and lots of people. The Gen-X van pulls into the jammed parking area on the field. The kids pile out. Mondo turns to his buddy and sees him walking off with Arlee. Monet goes her own way. Skin scoots off in search of dream girl. Mondo finds himself alone with Jubilee. A long awkward silence as their friends disappear. After a moment:

JUBILEE

You hungry?

MONDO

(thoughtfully)

I could eat.

They go off to find some food. Cutie and the Beast.

SKIN

Moves quickly through the crowd, twisting his neck around in search of Kayla. He looks by the food stands. No luck. The prize booths. Uh-uh. He weaves through the rides, his face frustrated. And then he sees her standing with Jeannie and the other bitches and her eyes meet his for an instant and quickly look away -- Skin's crestfallen. He turns and walks away.

MONDO AND JUBILEE

Sit wordlessly at a picnic bench. Equal piles of empty food plates sit before them. Mondo's impressed by the quantity of her consumption.

MONDO

You can really scoob.

Jubilee nods, "no shit."

KURT AND ARLEE

Whirl on the ferris wheel. He sneaks some peeks at her; wonders if he can make a move - what the hell - He stretches and lets his arm drop around her shoulder. She doesn't mind. He's cool.

MONET

Walks past a group of young studs gathered around a punching machine, shirts off, muscles rippling. They check out the awesome looking female, catcalls begin. Monet stops. The prize stud demonstrates his prowess by punching the bag. The machine gives a WHEEEEE and a BOING! The strength meter reads: SUPERMAN. the prize stud smiles, "Impressed?" Monet walks up, "May I?" The stud steps aside, shares a grin with his friend, and resets the punching machine. Monet smiles daintily and then PUNCHES THE PAD SO HARD IT EXPLODES OFF THE HINGES WITH A SICKENING CLANK. The studs stare, slack-jawed. Monet smiles and walks on. The studs follow.

SKIN

Stands on the perimeter of the fair, looking out on the lights of the small town. He feels some one approaching, turns around -- It's a very uneasy Kayla.

KAYLA

Hi.

SKIN

Hi.

KAYLA

Didn't think I'd see you around here anymore.

SKIN

I brought my umbrella this time.

He smiles. She feels guilty.

KAYLA

I'm sorry. I feel like a total bitch.

SKIN

Why?

KAYLA

I knew what they were going to do. I just didn't have the guts to stop it.

Skin nods. Silence. Then:

SKIN

I remember this new kid moved into our neighborhood and a bunch of the locos decided to wail on him. He was too young to be jumped in, so I tried to stop them. My own homies turned around and kicked my butt.

(CONTINUED)

CONTINUED:

KAYLA

I hate cliques. I don't know why I hang around with them.

SKIN

Cause if you didn't, they'd be pouring shakes on you.

He smiles. She smiles back. Nervous pause.

SKIN

You wanna walk around a little?

KAYLA

Sure.

He starts back toward the action. She hesitates.

KAYLA

Could we walk somewhere else?

SKIN

You worried about being seen with me?

KAYLA

No. I'm worried about them ruining our fun.

Skin regards her for a moment. Shrugs; cool.

CLOSE ON MONDO AND JUBILEE

jammed in together in the front seat of a roller coaster, slowly creeping to the peak and then with their sudden fall, Mondo SHRIEKS. Jubilee shoots him a look and we WIDEN OUT to see they are on one of those tiny kiddie coaster surrounded by babies. Mondo shrugs sheepishly.

A GROUP OF BURLY FIREMEN

are gathered around that old ring the bell with the sledge hammer game. A powerful man brings the hammer down with a mighty WHACK but just misses the top. The crowd gives a disappointed GROAN. Monet steps up with her four studs in tow. The carny offers the prize stud the hammer. But Monet steps up. The carny shares a laugh with the crowd and offers the determined girl a smaller hammer. She waves it away, grabs the big hammer, SWINGS and sends weight up like a bullet RINGING THE BELL WITH A DEAFENING CLANG! The crowd gapes at the coy young fox. The carny offers her a stuffed animal. She gestures to the prize stud and the carny deposits the fuzzy bear in his hands. Monet smiles and struts off. The studs follow obediently.

SKIN AND KAYLA

Walk along the bluffs skirting the fair. They talk a little, look out at the town. Kayla regards this special boy. She slips her hand inside his.

INT. VAN - LATER

Kurt and Arlee sit in the back of the van, staring into each other's eyes. A frozen moment, before either can make the first move. Kurt swallows hungrily, decides to go for it. He leans forward and brings his lips to hers. She pulls away at the last second.

ARLEE

Do your glasses come off?

KURT

Yeah.

ARLEE

Could you take them off? I feel like I'm kissing Quentin Tarantino.

He nods and removes the glasses. She looks into his deep violet eyes, smiles and pulls him in for a kiss. They start slowly and then devour each other. When they come up for air, they stare lovingly into each other's eyes. Kurt smiles, admires her. As he's staring down at her, his eyes widen.

Kurt's mutant skill is kicking in big time. He can see through her pants at her beautifully muscled thighs!

Kurt moves his eyes up her legs and just before he reaches her pantyline, he turns away.

ARLEE

What's wrong?

KURT

Nothing. I think we should go find the guys.

He gets up, slides open the van door, and hops out. Arlee regards him for a moment; smiles to herself.

ARLEE

Shy boy.

She follows him out.

MONDO AND JUBILEE

Wander through the crowd when Kurt and Arlee show up.

(CONTINUED)

CONTINUED:

KURT
Hey, how's it going?

Mondo and Jubilee shrug in unison.

ARLEE
I'm going to get a coke. Anybody want one?

Mondo and Kurt shake their heads, no.

JUBILEE
I'll go with you.

The two girls head for a food stall. Mondo leers. Kurt's thoughtful.

MONDO
So? Let's hear about the hormone fix.

KURT
Man, listen to this. I'm sitting in the back of the van with Arlee-

MONDO
Oh, yes!

KURT
Shut up. It's not like that.

ARLEE AND JUBILEE

spot an interminable line at the food stall, share a look, and turn back. As they come up behind the boys, they overhear:

KURT
So I just look down and I can see right through her pants. I mean as clear as anything I'm looking at her naked thigh -

And he picks up on Mondo's attention elsewhere, turns around to find a horrified Arlee staring at him. Kurt's eyes widen in horror. A long agonizing moment and then Arlee's face breaks into tears and she runs away. Jubilee shoots a look of disgust at Kurt.

JUBILEE
Pond scum.

She takes off after Arlee. Kurt stands there, miserably. Not knowing what to do. Mondo supplies the wisdom.

MONDO
There's only one thing to do at a time like this: "Shock a broe."

(CONTINUED)

CONTINUED:

He points to a fireman filling paper cups from a beer keg. Mondo leads him over.

ARLEE

runs through the parking lot. Jubilee tries to catch her, but no way.

JUBILEE

Arlee, wait up.

Jubilee falls behind, stops. Her frustrated form fades in the distance as Arlee keeps running faster and faster, tears streaming down her face. Her speed is on overdrive and races through the woods and down across the highway, a blur darting between the traffic. And we follow Arlee churning at top speed until she can see the gates of the mansion. And she stops at the front gate, rests her head against the stone wall and cries her heart out.

BACK AT THE FAIRGROUNDS

Skin and Kayla return to the action, still holding hands and having a great time together. They are spotted by Lance and the rest of the in-crowd. Kayla freezes when she sees them.

KAYLA

Damn!

Skin tries to keep face as Lance comes over. The goons and bitches lurk behind him.

LANCE

Is this guy bothering you, Kayla?

KAYLA

No. Why don't you leave us alone, Lance.

LANCE

Where you from, Pancho?

Skin's eyes burn into him.

SKIN

Xavier.

LANCE

The juvie school. Come on, Kayla, you'll get a rep hanging around with this loser.

SKIN

It's not a juvie school.

LANCE

Oh, I'm sorry. It's for "special" children.

(CONTINUED)

CONTINUED:

He shares a laugh with the gang.

MONDO AND KURT

Are hitting the beer keg, when they spot Skin surrounded by the jocks and jockettes.

MONDO

Look at that, homeboy finally scored Suzy Sorority, and the townies are getting ready to smoke him.

KURT

(a bit tipsy)

Dude, I've made a fool of myself and lost the woman I love. I am really ready to transfer my hostility.

Mondo picks up a rock and absorbs its energy. They head for the action. Jubilee comes up, lingers on the perimeter, just behind Bruce, the biggest jock. Lance is about to dump on Skin some more, when Mondo and Kurt enter the circle.

LANCE

More special children from the juvie school? Welcome to Hastings, buttlick.

He slams his fist into Mondo's face and with a SICKING CRUNCH his hand SHATTERS on Mondo's rock hard nose. Lance SCREAMS in agony and grabs his hand. The other jocks rush Mondo, Kurt, and Skin. The rumble begins! Bruce, the muscle monster, wades into the crowd. Jubilee spins and drills her fist into Bruce's gut, dropping him to the ground. The bitches stare wide-eyed at the awesome thirteen-year-old.

Monet strides through the fair with her four studs in tow, each carrying a huge stuffed animal. Monet sees something and stops.

MONET

Time to say goodnight, boytoys.

The studs look helplessly at her. She shoos them off and they scurry away. Monet turns to check out:

A POLICE VAN

loading up Mondo, Kurt, Skin, and Jubilee.

FADE OUT.

END ACT FIVE

ACT SIX

FADE IN:

INT. HASTINGS POLICE STATION - NIGHT

The small town station is crammed with typical Fireman's Carnival revelers: drunks, brawlers, teens. Emma Frost sits with SERGEANT CRULLER at his desk. On a bench, amid the chaos, are Mondo, Kurt, Skin, and Jubilee.

SERGEANT CRULLER

Thanks for coming down. This happens every Fireman's Carnival.

EMMA

I'm sorry we've caused you trouble.

SERGEANT CRULLER

No biggie. I just need you to identify them. They wouldn't give us their real names.

(jerks a thumb at each kid in succession)

That one says he's Eddie Vedder. That one says he's Eddie Van Halen. That one says he's Eddie Munster. And that one says she's Edie Brickell.

Emma locks in on the cop's eyes and does a little Obi Wan Kanobi.

EMMA

That's right, officer. All those names are correct.

He stares at her blankly for a moment, then:

SERGEANT CRULLER

Thank you, ma'am.

EMMA

We can go now, can't we?

SERGEANT CRULLER

Sure.

Emma waves for the kids to come along and they fall in step right behind her.

INT. STUDY - NIGHT

All the students are gathered in this austere room, sitting in hardback chairs, facing stone faced instructors Emma and Banshee.

(CONTINUED)

CONTINUED:

EMMA

It's amazing how much more power a moment of stupidity has than years of good work.

(barks like a drill sergeant)

Hey, kiddies, in case you haven't noticed, they don't like mutants out there! When you decide to go to town and get torqued on beers, and show off your powers by beating up the townies, you do more than break the rules here. You screw it up for all mutants!

MONET

Excuse me, Ms. Frost. They weren't using their powers.

She turns on Monet.

EMMA

Oh, really, Ms. Perfect? Well, why don't you tell me how that football player shattered his fist on Mondo's nose?

She has no answer. Silence. Then Mondo speaks up.

MONDO

I grabbed a stone before the fight and absorbed it.

EMMA

Alright, now we're getting somewhere. I respect your honesty and I'll tell that to your parents. You're expelled.

All eyes go wide. Mondo rises, accepting his banishment. Banshee turns to Emma, starts to speak, but Skin does first.

SKIN

Umm... This is my fault. I got in trouble with some of the town kids and they just came to help me. If he's expelled then I should be.

Mondo sneaks a look to Skin - "alright, bro'."

EMMA

Very well. You're also expelled.

Banshee watches. Then Kurt rises.

KURT

Guilty as charged, Emma.

JUBILEE

Me, too.

(CONTINUED)

CONTINUED: (2)

And one by one, each kid rises to face the music. Emma's horrified, but Banshee's loving it. They're solid.

EMMA

Alright, you can all pack -

Banshee finally steps in.

BANSHEE

Children, why don't you all wait outside while Emma and I discuss yer punishments.

Emma turns her anger toward Banshee, but he stares her down. The kids take the cue and exit, closing the door behind them. Banshee and Emma are alone.

EMMA

How dare you undermine me in front of the students?

BANSHEE

We're supposed to consult each other before this kind of action is taken.

EMMA

The rules of this establishment are quite clear on these infractions.

BANSHEE

Emma, we can't run a school without students.

EMMA

And we can't have any discipline if we don't demand it.

BANSHEE

Emma, ye'r a fine teacher and a hard taskmaster. That's a good thing. But these children have a tough row to hoe. And a little understanding on our parts won't kill them.

EMMA

Yes it will, Sean. I've seen it before.

A painful memory for her. Banshee knows what she's implying.

BANSHEE

Ye can't keep blaming yourself for the loss of the Hellions.

EMMA

Can't I? They were my students. If I'd trained them harder, maybe they'd still be alive.

(CONTINUED)

CONTINUED: (3)

BANSHEE

Nobody can read the future, Emma. Not even you.

EMMA

These kids have to learn responsibility. And it's our job to teach them.

BANSHEE

And I think we're doin' a fine job. They've shown a responsibility to each other by banding together.

EMMA

It was against me.

BANSHEE

Ye'r missing the point, Emma. Those kids are terrified of you. But they still hung together. A few weeks ago, that wouldn't have happened.

Emma considers this. But she's not melting.

EMMA

They still have to be punished.

BANSHEE

And they will. I'll see to it.

INT. HALLWAY - LATER

Skin uses the phone outside the dorms.

SKIN

I can't make it tonight. We're all grounded.

INTERCUT WITH:

INT. KAYLA'S ROOM - SAME TIME

Kayla lies on her bed, talking with Skin. She sits up, disappointedly.

KAYLA

You're grounded? How long for?

SKIN

A month.

KAYLA

(freaked)

A month? I don't believe it! What kind of school do you go to? A prison camp?

(CONTINUED)

CONTINUED:

SKIN
Sometimes it feels that way.
(a pause)
Hey, don't worry. I know how to sneak
out. I'll see you soon, okay?

KAYLA
Angelo?

SKIN
Yeah?

Kayla doesn't know how to say what she's feeling.

KAYLA
Try to come soon.

SKIN
(in heaven)
Yeah. Good-bye, chica.

KAYLA
Bye.

Each love sick puppy hangs up.

INT. LIBRARY - EVENING

A few of the kids study sitting at separate tables. An air of severity pervades the room. Kurt sees Arlee reading by herself. He fights with himself, then goes over:

KURT
Arlee, listen, we gotta talk... I...

Arlee shuts her book and walks away without acknowledging him. Kurt sadly watches her disappear.

INT. KAYLA'S BEDROOM - NIGHT

Pale moonlight streaks in through the window. Kayla sleeps softly. There is a GENTLE RAPPING AT THE WINDOW. Kayla awakens. She sees Skin outside her window, jumps up and goes over to him.

KAYLA
What are you doing here?

SKIN
I told you I'd come soon.

KAYLA
You're crazy.

(CONTINUED)

CONTINUED:

SKIN

Si, muy loco. Get dressed and come on out.

EXT. KAYLA'S HOUSE - NIGHT

The large brick home sits grandly, surrounded by green lawn and tall elms. A pair of mad silhouettes trots freely across the lawn, holding hands and bathed in moonglow. It's Kayla and Skin, free and fully in the moment as only young lovers can be. They disappear into the woods.

BEGIN MONTAGE

EXT. COUNTRY CLUB - NIGHT

Skin and Kayla sneak onto the verdant grounds of the local country club -- They snoop around on the patio area. Skin pops a cassette into the sound system. A HOKEY EXOTIC SAMBA FROM THE SIXTIES comes over the speakers. The kids laugh and dance in the middle of the lounge area. They drive an electric golf cart over the links and land with a thud in a sand trap -- Skin and Kayla walk along the lake shore, the fat moon sends a white glow over the water. They stop and stare into each other's eyes. Kiss softly.

SKIN

I have something for you.

She watches as he produces a turquoise and silver ring. She smiles and puts the ring on her finger. They stare at each other and kiss and kiss and the HOKEY SAMBA MUSIC SLOWLY FADES with the pale moonlight and:

END MONTAGE

DISSOLVE TO:

INT. KAYLA'S BEDROOM - NIGHT

Kayla lies in bed. A sweet smile paints her sleeping face.

INT. SECURITY CHAMBER - SAME TIME

Skin pulls the 'trodes off and steps out of the dream machine with a satisfied smile.

INT. BOYS DORM - LATER

The room is still. All the boys are asleep. Skin stirs in his sleep.

SMASHCUT TO:

THE DREAM GRID

Skin finds himself sitting out in the middle of dream space with Russell Tresh.

TRESH

How's it going, Homeboy? Looks like things are really working out with you and that fine dandelion.

Skin's disoriented.

SKIN

How'd I get out here?

TRESH

I'm visiting you.

Skin nods, still confused.

TRESH

So what's the deal buddy? You don't call. You don't write. I checked my E-mail. Nada.

Tresh folds his arms and waits for response. Skin doesn't have one.

TRESH

How about a simple thank you?

SKIN

Sure. I'm sorry. Thanks.

TRESH

You're very welcome. So tell me how are things in the real world? You know I don't get to visit my body these days.

SKIN

What happened to you?

TRESH

Well, I had this really cherry machine I used to like to cruise the fifth dimension in. But somebody cut my cosmic umbilical cord.

Skin's surprised by Tresh's experience.

SKIN

I know that machine.

TRESH

You do?

(CONTINUED)

CONTINUED:

SKIN

That's how I travel out here.

TRESH

I thought you mutants could do this without a machine.

Skin doesn't quite get what he's implying.

SKIN

I don't know. Maybe. But Emma never taught us how.

A signal goes off in Tresh's brain.

TRESH

That wouldn't be Emma Frost, would it?

SKIN

Yeah. You know her?

TRESH

Heck, she's a legend. She been teaching you how to use the technology?

SKIN

No. I kind of stumbled onto it. Nobody knows I'm doing it except Jubilee.

TRESH

That little mutie cutie? I'd like to get into her head.

Skin doesn't pick up on Tresh's double entendre.

TRESH

Listen, Angelo, old homeboy. Could you do me a favor?

SKIN

Sure.

TRESH

Well, since you know how to use the machine, I was wondering if you could hook me back up with my body?

SKIN

How could I do that?

TRESH

Oh, all you gotta do is bring your transformer and headset, we won't need a monitor. Go over to where my body is and plug away.

(CONTINUED)

CONTINUED: (2)

SKIN

(thinks a moment)

Okay.

TRESH

Way to go, buddy. Alright, now listen, I found out they're holding my body in the Williamstown Hospital. Now it's a minimum security wing they've got me in, so it'll be real easy to get into.

SKIN

What are you talking about, minimum security? Is this a hospital or a jail?

TRESH

Well, Pee Wee, it's kinda both. You see they thought I was crazy for inventing this machine, so they cut my cord and locked me up. All I want is to sleep in my own bed. That's not unreasonable, is it?

Skin shakes his head, no.

TRESH

So you'll do it?

Skin shakes his head, no. Tresh regards him.

TRESH

Don't you have any decency? I helped you, didn't I?

(working up a froth)

Where's your sense of gratitude? Don't you think I have needs? You think I'm just here to be your dream grid guru? I want out of here! I want to hit the big time!

SKIN

I can't... I can't break into ...

TRESH

I want my body back!!! Listen, you little interdimensional wetback, you help me or I'm gonna jump in your dreams and give you eight hours of hell every night. Then I'll do the same to your honey-skinned girlfriend. And if that doesn't work, I'm gonna mind rape that sweet little sister of yours. Do you read me, Angelo Baby?!!

Skin's eyes widen fearfully.

(CONTINUED)

CONTINUED: (3)

TRESH

That's right, Uncle Russ knows everything.

Skin stares at the demented phantom; his face hardens.

SKIN

Stay away from her. I'll help you.

TRESH

That's the Angelo we know and love.

And off of Skin's predicament we:

CUT TO:

A SECURITY CAMERA

we see a hand reach in and clip a pair of wires onto the camera. The wires are patched into another set of wires and then the hand descends and we WIDEN OUT TO SEE:

EXT. WILLIAMSTOWN STATE HOSPITAL - NIGHT

Skin stands at the bottom of a ten foot wall that surrounds the hospital grounds. His extended arm lowers from the camera on top of the wall. He carries a black briefcase.

EXT. HOSPITAL BUILDING - NIGHT

Skin stealthily crosses the grounds and makes his way to a doorway in the back of the minimum security wing. There's no camera above the door. Skin opens the briefcase, rigs the electronic keypad to his computer and the door opens.

INT. HALLWAY - NIGHT

A long empty hallway. Very little action in this end of town. Skin peers from behind a corner. It's clear. He quickly moves down the hall, checking room numbers. He finds the right room and peeks in through the glass window.

INT. CELL - SAME TIME

Lying on his bed, blinking like a railway signal, is Tresh, dressed in hospital white T-shirt and trousers. The door springs open. Skin enters. He stares in disgust at the demented looking somnambulist; considers turning back. Then he remembers the threat and quickly removes the headset from the briefcase and places it around Tresh's head. He plugs it into the transformer, hesitates one more time, and then with tightened lips he HITS THE SWITCH: There is a GHASTLY GROAN OF SURGING ELECTRICITY -- A BLINDING KINETIC FLASH -- AND A COSMIC IMPLOSION! Followed by silence. Skin goes to look at Tresh's body still lying on the bed. Tresh seems to have grown and his face looks even more distorted and bizarre than

(CONTINUED)

CONTINUED:

on the dream grid. Skin stares at the prostate figure and then a smile cracks the eerie face and Tresh's eyes pop open.

TRESH

Hello, sports fans.

He gets to his feet; stretches his cosmically engorged body.

INT. HALLWAY - SAME TIME

The Orderly hurries down the hall to see what the racket is.

ORDERLY

Damn fruitcakes, busting me during
Letterman. I'm gonna kick me some
seriously demented butt -

He freezes, wide eyed, when he sees Tresh emerge from the cell. Tresh regards him with a demonic smile. The Orderly turns and frantically bolts. Tresh loves it.

EXT. STREET - NIGHT

Skin starts the engine to a car that's waiting outside the hospital grounds. Tresh regards him.

TRESH

You are really a multi-talented
individual, you know that Angelo?

SKIN

If you wanna call car theft and breaking
and entering a talent.

Skin starts to leave. Tresh stops him.

TRESH

Angelo, old homie, I'm gonna have to ask
you for just one more little thing.

SKIN

What the hell do you want from me now?

TRESH

(grins)

Your brain.

Skin tries to take off, but Tresh grabs him and forces him into the car. And as the CAR SCREECHES INTO THE NIGHT:

FADE OUT.

END ACT SIX

ACT SEVEN

FADE IN:

INT. GIRL'S BATHROOM - MORNING

Jubilee's freshly showered and staring in the mirror, making faces and poking her puggy nose as she finishes brushing her teeth. She spits and heads out:

INT. HALLWAY - CONTINUOUS

Jubilee emerges from the bathroom to find the other kids dressed and running downstairs. Something's up. Jubilee calls to Arlee as she trails behind the pack.

JUBILEE

Hey, Arlee, what's going on?

ARLEE

Skin's missing.

Jubilee's stunned. She runs into the dorm to get dressed.

INT. COMMUNICATIONS ROOM - MORNING

Emma sits at the controls of Cerebro, the mutant brain center. Banshee stands behind her. Emma is glued to the monitor.

EMMA

Cerebro is tracing his brain pattern right now. We should get something soon.

A sophisticated radar screen is scanning the area.

EMMA

Nothing in her sector. Cerebro will expand to cover the whole planet.

BANSHEE

How long will that take?

EMMA

Hopefully, he hasn't made it to Singapore yet.

And then a BLIP comes over the monitor.

EMMA

Bingo. He's in New York City.

(CONTINUED)

CONTINUED:

BANSHEE

Great. How do we find him among the eight million mutants already living there?

EMMA

It's going to be tough. Do you think we should let him go? He's clearly a runaway.

BANSHEE

We don't know that, Emma. And I won't turn me back on him till we do.

Emma reads the determination in his eyes. Nods in agreement.

EMMA

You're right, Sean. Okay, we can bring a scanner into New York and patch it into Cerebro. It's going to take us a heck of a lot of time.

BANSHEE

I think we should outfit the kids with scanners and let them join the search.

EMMA

It'll take me a little while to rig up enough scanners. We should be ready by morning.

Banshee regards her for a moment. Their first as partners.

EXT. NEW YORK CITY - DAY

A derelict warehouse district in a foreboding part of town. And sitting crunched between two industrial behemoths is an ancient brownstone.

INT. BASEMENT - NIGHT

Down steep wooden steps and through a dank corridor and through a spindly door and into the first room where we find Skin strapped into a reclining chair, his head is restrained, his mouth gagged. He's bound from head to toe. On a table beside him are surgical instruments. He is alone. And terrified. Move through an open doorway to find Tresh sitting at the dream station, headset strapped on.

INT. PRUITT'S BEDROOM - SAME TIME

Robert Pruitt lies asleep in his large bed. His wife sleeps with her back to him.

(CONTINUED)

CONTINUED:

TRESH (V.O.)
(whispering)
Bobby baby, it's Russell.

Pruitt shifts in his sleep.

TRESH (V.O.)
I'm coming for you, Bobby. I'm going to
kill you, Boobie.

Puritt jumps up, eyes wide with terror.

INT. BASEMENT - NIGHT

Tresh enters the room and goes over to Skin.

TRESH
You may want to know that I only need a
single mutant cell from the pineal region
of your brain.
(considers)
Of course, I will have to chop through
the rest of your brain to get it. Oh,
well. Must get my rest. Surgery at the
crack of dawn. Sleep well.

Tresh exits, leaving a frantic Skin straining at his bindings
till the veins on his neck bulge. Then he remembers:

EMMA (V.O.)
Relax and let it flow.

Skin gathers himself, exhales steadily, and tries to master
his haywire emotions. Slowly he brings himself into a
meditative state, tries to hold it, but anxiety overwhelms
him. He gives a furious shudder. He lets the moment pass and
again tries to get under control. His face slowly relaxes.

INT. BASEMENT - NIGHT

Skin has been meditating for hours, his eyes stare straight
ahead. His face is placid. And then:

SKIN'S POV

The black room slowly lightens until Skin is bathed in pure
white light and:

QUICK CUT TO:

INT. GIRLS DORM - SAME TIME

Jubilee lies sleeping in her bed. She stirs.

(CONTINUED)

CONTINUED:

SKIN (O.S.)
Jubilee, wake up.

Jubilee sits upright to find Skin's transparent body sitting before her on the end of the bed. She can't believe what she's seeing.

SKIN
(whispers)
You have to tell Emma that he's going to operate on my brain at dawn. She'll know what to do.

JUBILEE
Skin, you --

But his spirit disappears. Jubilee jumps out of bed.

INT. STUDY - MOMENTS LATER

The room is dimly lit. A distraught Jubilee confesses to Emma and Banshee.

JUBILEE
I'm telling you I don't know how it happened but Skin was on the end of my bed. He needs help. You've got to believe me.

BANSHEE
We believe ye, darlin'. Go on.

JUBILEE
Skin found your dream machine and we were messing with it. Going on to that dream grid you wrote about.

EMMA
(angrily)
I should have destroyed that machine.

JUBILEE
Yeah, well, this other guy must get the same catalogue, cause you're not the only one with one of those machines.

Emma stiffens. Jubilee remembers her horrible encounter.

JUBILEE
This creepy guy was out there too. He's got Skin and he's gonna cut open his brain.

An eerie sense of deja vu invades Emma.

(CONTINUED)

CONTINUED:

EMMA

Russell Tresh.

BANSHEE

Who's that?

EMMA

Russell Tresh was a physicist who was with me in the program. He formulated some pretty sound theories about mutant psychic potential. I learned a lot from him.

BANSHEE

What happened?

EMMA

He was thrown out of the program because he wanted to remove the X-factor from a mutant's brain and inject it into his own.

BANSHEE

Could it work?

EMMA

Possibly. We never let him try.

JUBILEE

What are we going to do? We've got to help Skin.

BANSHEE

We will, darlin'.

EMMA

The only way to find him in time is if I open the doorway. And I'm loath to do that.

BANSHEE

What is this doorway?

EMMA

It's the opening between the dream world and our every day world.

JUBILEE

I thought it only exists when you're sleeping.

EMMA

It's another dimension. It's always there. Dreams are just another way of getting to it. People try to break through with technology because it's too hard to develop their psychic powers.

(CONTINUED)

CONTINUED: (2)

BANSHEE

We'd better get started. Jubilee, go wake the others.

Jubilee runs out. Emma's preoccupied. Banshee waits.

EMMA

There's one thing I'm really worried about. If Tresh's spent all that time out in dream space, he may have already mutated and developed the X-Factor. If he did, he may be too strong to defeat.

BANSHEE

That's a comforting thought. I'll try to leave it out of my pep talk.

A foreboding look passes between the two instructors.

INT. COMMAND CENTER - LATER

The kids, dressed in their X-Men uniforms, are gathered before Emma and Banshee.

EMMA

I'm going to get us there by opening an interdimensional doorway. It means we'll be fighting him in a place where dreams and reality exist together. Be prepared for anything. Any questions?

The kids faces are stony, purposeful.

EMMA

Once I open the doorway, I'm going to try to bring his whole building onto the dream grid. I don't want him to know what we're doing until it's too late.

She looks to Banshee. He steps forward, admires the kids in their uniforms. Especially Arlee, who looks awesome!

BANSHEE

Well this is a strange kind of commencement, but we live in strange times. I want you to know this is a fine moment for your teachers, seeing you in your uniforms. They don't look that bad, do they, Jubilee?

Jubilee shakes her head, shyly. Banshee sees there's nothing left to say. He smiles bravely.

BANSHEE

Now don't think this means yer going to graduate without completing yer studies.

(MORE)

(CONTINUED)

CONTINUED:

BANSHEE (cont'd)

We just couldn't send ye into battle without yer colors. I'm very proud of you. Do yer best.

Banshee turns back to Emma - ready.

EMMA

One last thing. I'll be using all of my powers to hold us on the dream grid, so I won't be able to be with you. If you see the doorway reopen at anytime, run like hell through it. It means we've won or lost, but it's your last chance to get back home.

The kids gaze at one another and an eerie understanding passes through them. This could be the last time. Kurt glances over at Arlee; considers the circumstances.

KURT

Umm, I'd like to say something to Arlee before we go... cause this might be my last chance.

Arlee's taken aback. She looks over at Kurt.

KURT

I just want you to know that... my power kicked in at a bad time... and... I stopped myself before, you know, I saw anything. I'm sorry I hurt you.

The others smile. Kurt looks over for Arlee's approval. She bites her lip and nods her forgiveness. Kurt smiles sweetly. Banshee turns to Emma - it's time. Emma concentrates. The kids watch her, awed by the woman's power. Then, a scorching light appears on the wall in front of them. Banshee is the first through.

CUT TO:

INT. BASEMENT - SAME TIME

Skin is strapped onto an operating table. Every part of his body is restrained. The only light comes from above the surgical area. The rest of the place is dim. Tresh brings a surgical drill next to Skin's frontal lobe. He is about to go in when the overhead light glows slightly, then returns to normal. Tresh is disturbed by it. He cocks his head, sensing something peculiar. Nothing. Tresh returns to his task. He switches on the DRILL, but before he can bring it down, he feels a presence around him. He looks over to see Jubilee standing before him. Tresh smiles and talks like a syrupy parent.

(CONTINUED)

CONTINUED:

TRESH

Little mutant girl, you came to play with Uncle Russ. How special. Now just sit up on the bench. It'll be your turn next.

And as Tresh turns to drill Skin's frontal lobe, Jubilee sends an EXPLOSION OF FIREWORKS from her fingertips into Tresh's face, blinding him momentarily. Mondo suddenly appears.

MONDO

Surf or die, Gonus!

And he SMASHES INTO TRESH, knocking him over the table and sending the DRILL WHIRRING out of his hand --

Jubilee goes to unstrap Skin --

Tresh pulls himself up from behind the table. Mondo throws a huge fist, but Tresh grabs him and throws him across the room -- But Arlee attacks next -- She picks Tresh over her head and throws him through a door SHATTERING IT ON IMPACT! Arlee doesn't wait to see the results -- She runs through the doorway, picks up Tresh's body and is about to throw him again, when he reverses her and throws her across the room with superhuman strength. Emma's fears are confirmed. TRESH HAS MUTATED! -- Arlee's up in a flash and using her blinding speed, she again CRASHES INTO HIM -- Tresh quickly jumps up, takes a swing at her -- she ducks and moves around him like a blur --

TRESH

Honey, you're in the wrong game. We need to get a football scout down here.

As he goes to inflict more damage on Arlee, Kurt appears --

KURT

Touch her and die!

Kurt sends a laser beam from his eyes, melting the housing of a huge overhead water pipe which CRASHES ONTO TRESH -- The kids stare into the rubble and once again, Tresh reemerges.

TRESH

I woke up this morning feeling frisky,
(changes voices)
But I had no idea I was such a man!

He sees the Gen-X kids poised to attack -- Tresh quickly ducks down a darkened hallway --

He runs through a maze of tunnels, comes into a large boiler room, and finds himself facing the beautiful Monet. Tresh licks his chops.

(CONTINUED)

CONTINUED: (2)

TRESH

Hang on a minute, honey, I'm just gonna get my Barry White albums.

Monet flies across the room and kicks Tresh in the face, knocking him against the huge furnace, breaking off the iron door. A HUGE FIRE ROARS INSIDE. Tresh gets up on one knee and clears the cobwebs from his head.

TRESH

Okay, you pick the music.

Tresh lunges for her -- Monet smashes a fist into his face, but he grabs her and raises her body over his head --

TRESH

I hate to ruin your perfect complexion, but...

He flings her toward the roaring flame inside the giant furnace -- Suddenly Banshee steps in front of the inferno and catches her in his arms. He places Monet on terra firma.

BANSHEE

Stand back, darlin'.

Monet slides out of harm's way as Banshee squares off with Tresh.

BANSHEE

Ye'r good at beating up children.

TRESH

(playing coy)

Well, thanks, big boy. I'm really just a beginner, but I know I can improve.

Banshee grimaces hatefully and emits a SONIC SCREAM of such magnitude, Tresh is lifted off his feet and TORPEDOED THROUGH THE BRICK WALL, sending loose bricks flying in every direction --

through the hole in the brick wall, the dream grid can be seen. There is silence. All the children enter the room and stare out at the space through the crumbled brick. They stare over at Banshee -- Relief --

Then Tresh's head pops up. He looks at the mutants on the other side of the brick wall and at the dream space surrounding him. A smile slowly appears on his face with a sudden revelation.

TRESH

I have the distinct feeling I've already mutated and you're just not sharing.

(calls out)

Emma, are you out there?

(CONTINUED)

CONTINUED: (3)

No response. Tresh steps through the smashed wall to square off with Banshee and company.

TRESH

Guys, this thing is bigger than all of us.

And the real battle begins -- every mutant uncoils and rains unrelenting attacks on Tresh -- But Tresh is moving and swinging and throwing everything back tenfold -- and it is apparent that the team is outgunned, but they never quit --

SKIN

Watches the brutality whirling around him. He shuts his eyes and concentrates --

SKIN

Emma.

QUICK CUT TO:

CLOSE ON EMMA'S FACE

eyes closed, fully concentrating. She hears a DISTANT WHISPER.

SKIN (V.O.)

Emma, open the doorway. Get them out of there.

BACK TO:

THE BATTLE

Gen-X fights valiantly -- the kids ignore their injuries and keep coming -- Banshee fights beside them, proud to go down with this crew --

And then a CIRCLE OF LIGHT APPEARS on the far wall, like a burning bush and all the mutants know what the signal means. They've lost and it's time to retreat. The battle freezes.

Skin suddenly propels himself across the room and smothers Tresh in yards and yards of his unfolding Skin. Banshee and the others watch a bit stunned. Tresh tries to tear himself out, but Skin produces new skin and continues covering him.

SKIN

Blast us out, Banshee!

Banshee hesitates.

SKIN

Do it!

(CONTINUED)

CONTINUED:

Skin fights to keep Tresh wrapped up, but the much stronger man is pulling free --

Banshee's torn. But he realizes it must be done. He summons up -- a SONIC SCREAM LIKE A RUNAWAY HURRICANE, propelling Skin and Tresh out onto the dream grid -- Banshee and the kids watch in horror as Skin further envelops the momentarily disoriented Tresh and then drives them both off of the dream grid -- THE SCREAM IS CHILLING --

Banshee winces as THE SCREAM FADES OFF. The kids are frozen in horror. Banshee sadly shakes his head and begins pushing the paralyzed kids through the doorway. When the last kid is through, Banshee turns for a last look at the dream grid. He turns to step through the doorway and freezes when he hears - A BUILDING OSCILLATION, like distant space being sucked backwards through a vacuum --

A HAND APPEARS, reaching from the bottom of an infinite blackness and suddenly Skin pulls himself up beside a stunned Banshee -- Skin grins and the two step through the doorway to safety. As the doorway closes, we:

FADE OUT.

END ACT SEVEN

ACT EIGHT

FADE IN:

EXT. XAVIER GROUNDS - DAY

A perfect autumn day - beautiful red and gold leafed trees pressed against a clear blue sky. And a perfect autumn scene on the green lawn at Xavier. All the kids playing football again, but this time there is genuine enjoyment. Banshee crosses the lawn, smiling like a man who's found perfection. Then: Kurt catches a pass and is pancaked by his old buddy Mondo. Arlee runs over.

ARLEE

Are you alright, Kurt? The kids gather around. Kurt's a little woozy. Arlee turns on Mondo.

ARLEE

Mouthbreather! She lunges at Mondo and the kids immediately start scuffling. Banshee shakes his head and runs over to break it up.

BANSHEE

That's enough. Separate, come on, ye heathens.

He wades into the pile and pulls the kids apart. He grabs Jubilee by the scruff and yanks her off of Mondo's back.

BANSHEE

Jubilee, head over to the house. Emma has something for you.

Jubilee snarls at Mondo and then trots off.

FOLLOW JUBILEE

across the lawn and over to a stand of trees where Emma is waiting for her.

JUBILEE

What's up, Ms. Frost?

EMMA

I want you to know that we've revised some of the rules here; created a more lenient visiting policy.

Jubilee doesn't get it. She waits. So? Emma smiles.

(CONTINUED)

CONTINUED:

EMMA

There are some people here to see you.

Emma steps aside and Jubilee sees standing in the formal garden -- Her mother and father! Emma leaves them alone. Jubilee slowly walks over, slow tentative steps, more terrified than she was facing Tresh -- Her parents are just as nervous -- They meet and Jubilee leaves a small safety cushion of space between them -- Nobody knows quite what to do -- Then her father steps forward, strokes her cheek gently and embraces his daughter -- and Jubilee throws her arms around her daddy's waist and melts into his chest.

INT. DINING ROOM - EVENING

Students and teachers are gathered around the long, polished mahogany dining table just finishing their meal. There is an air of formal civility akin to the atmosphere at a fine prep school. Banshee finishes his last bite, pushes away from the table and rubs his belly with a satisfied smile. He looks over at Emma.

BANSHEE

(like a fifties style TV-dad)

Honey, that was a dee-licious meal. What do you say we take the kids into town for some ice cream?

Emma shoots him a look. The kids smile.

EXT. TOWN - EVENING

The town square is alive on this Indian summer night. Shops are open. People are out walking. Banshee strolls beside Emma, licking a double dip, and feeling pretty good about himself. The rest of the kids trail behind them. Jubilee and Skin bring up the rear. Then Jubilee spots Kayla with a few new friends in the square. She nudges Skin.

JUBILEE

Look who's here.

Skin glances over and turns away. It still hurts.

JUBILEE

Why don't you go say hi?

SKIN

What's the point? Emma de-programmed her. She's not even going to remember me.

The whole crew walks past Kayla and her friends. Skin stares at the ground. Kayla looks over. Skin doesn't want to look, but he can't help himself. He looks up and they lock eyes for a moment. Kayla's face is drawn to his, as if she's seen him before. And as she watches Skin, trying to remember, he sees

(CONTINUED)

CONTINUED:

that she is toying with a silver and turquoise ring on her finger. And Skin realizes it wasn't all just a dream. He smiles at Kayla. She smiles back. And Skin knows everything's gonna be alright.

INT. WILLIAMSTOWN HOSPITAL - EVENING

A familiar Orderly carries a food tray down a quiet hall and lets himself into a cell.

INT. CELL - CONTINUOUS

The Orderly's jittery. He places the tray on a table and then cautiously bends over to prop up the slumbering body. It's Tresh - unconscious eyes wide open, and blinking... blinking... blinking.

BLACK.