

KRYPTON

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2nd Draft, 6-23-15  
Rev. 8-21-15  
Rev. 9-25-15  
Rev. 9-29-15

TEASER

DEEP SPACE:

An ocean of STARS. A planet comes into view --

KRYPTON

The world is tidally locked, in synchronous rotation around its red sun, RAO. It has three moons and a RING OF ORBITING DEBRIS indicating that there used to be a fourth.

SEG (V.O.)

Once, we were a mighty race.

The "sun-side" of Krypton is a fiery, uninhabitable desert, existing in continual light -- while the far-side of Krypton is the opposite, an icy land of perpetual darkness.

SEG (V.O.)

Our stellar navy crossed the stars  
on sails of light. Building  
outposts on a hundred worlds.

A SPACE ELEVATOR connects Krypton's largest moon, MITHEN, to a base station on the hot, bright side of the planet.

SEG (V.O.)

And then we touched something out  
in the void. A monstrous presence.

Between the bright and the dark, where the two extremes meet, is a narrow ring of HABITABLE LAND. Perhaps 500 miles wide.

SEG (V.O.)

We tried to hide from it. Retreating  
back to the world of our birth.

DOMED CITIES girdle this twilight habitable zone, like a string of pearls. And then, SOMETHING ELSE comes into view --

SEG (V.O.)

But it followed us home.

Slipping from behind Krypton's dark side. At first, we think it might be a moon. It's *that* big. But it's not a moon.

It's a SPACE SHIP. Skull-shaped. Awe-inspiring. Fearsome.

SEG (V.O.)

And now, the end is near.

A SCREAM shatters the silence, coming from inside the ship --

INT. TRANSIT CORRIDOR - SKULL-SHIP - NIGHT

A YOUNG MAN in a torn skinsuit is being beaten to within an inch of his life by THREE ROBOTIC SENTRIES. Their faces are skull-like, approximating the ship they inhabit.

Their victim is SEG-EL (21). Our hero. He is bruised, bloody, but unbowed. Bravely struggling as he fades --

SEG  
Where is he?!

One of the sentries STRIKES Seg across the face. He reels, forces himself back to his knees --

SEG (CONT'D)  
WHERE IS BRAINIAC?!

The sentries rain blows down on Seg until he collapses. A sentry grasps his ankle and drags him down the corridor.

INT. BRAINIAC'S THRONE ROOM - SKULL-SHIP - NIGHT

As Seg comes to, he sees FLICKERING LIGHTS. Like fireflies. Thousands of them. And we slowly realize they are actually --

GLASS BOTTLES, DOME-LIKE

Suspended in the air by a series of metallic COILS, like pea pods. Seg stands, inspecting the closest bottle. He GASPS.

There's a TINY, SPIRED CITY inside, complete with clouds floating above it. Seg moves to the next bottle. Inside it, like a snowglobe landscape, is ANOTHER MINIATURE WORLD.

Seg moves from bottle to bottle; all of them contain micro-environments. Landmarks of unusual architecture, bathed in artificial LIGHTS to simulate their native suns.

Seg looks up, tracing the metallic coils from the bottles as they weave into a central stalk that feeds down into --

A THRONE-LIKE COMMAND CHAIR

With a start, we now realize that a MONSTROUS FIGURE is seated there. Silhouetted. Eight feet tall. A GREEN-SKINNED BEING, bald except for THE COILS connected to his skull, TETHERING HIM to the BOTTLED WORLDS around him.

This is BRAINIAC. Upon seeing him, Seg rushes the throne --

SEG  
You son of a bitch --!

-- only to be stopped by a dozen SKULL SENTRIES that step from the shadows and array themselves before the throne.

SEG (CONT'D)

Where is she?!

Brainiac makes a barely perceptible hand gesture -- and Seg drops, compelled by an unseen force. He tries to rise, but it's as if a great weight is pressing down on him.

And now, Brainiac speaks. Softly, without emotion:

BRAINIAC

*You have delivered yourself to me, Kryptonian. What did you hope to accomplish?*

SEG

*(in agony, with effort)*  
-- destroy you --

BRAINIAC

*Destroy me? I am the Collector of Worlds. I exist beyond all temporal and spacial boundaries.*

Brainiac's voice suddenly ECHOES ALL AROUND SEG, each of the skull sentries speaking in unison, mouthing the same words:

BRAINIAC (CONT'D)

*EVERYTHING ABOARD THIS SHIP IS TETHERED TO MY CONSCIOUSNESS!*

The unseen pressure on Seg increases, driving him to his chest. All he can do is keep his eyes locked on Brainiac.

SEG

*-- these people -- these worlds -- they don't belong to you --*

Brainiac's voice reduces back to a single, silken whisper:

BRAINIAC

*But they do, young Kryptonian. I have assimilated them. Just as I will shortly assimilate your world. Everyone you have ever known or loved will live on --*

Brainiac leans forward, revealing his nightmarish face.

BRAINIAC (CONT'D)

*-- in me.*

Seg struggles against the crushing force that pins him. He reaches to a pouch on his hip, removing something from it --

A CRYSTAL PENDANT OF SOME KIND

Shield-shaped. A distinctive "S" shape etched on its surface. The glyph we've come to associate with Superman. Seg tries to aim it at Brainiac --

BRAINIAC (CONT'D)

*The sunstone. Did you really think  
that trinket could stop me?*

A skull sentry breaks rank, stomping on Seg's hand, crushing his fingers and simultaneously shattering the crystal.

Seg CRIES OUT, both in pain and despair. Clearly, whatever the crystal represented was his Hail-Mary.

The skull sentry moves behind Seg. A snaking DRILL BIT extends from its palm, writhing towards the back of Seg's head. Seg struggles furiously, but it's hopeless.

BRAINIAC (CONT'D)

*Cease your struggles, Seg-El.  
Assimilation is inevitable. In  
moments, your soul will be mine.*

And Seg SCREAMS as the probe enters his brain.

END OF TEASER

ACT ONE

EXT. KANDOR - DAY

We are drifting down towards Krypton's habitable zone, isolating one of those domed cities we saw earlier.

SUPER TITLE: "KANDOR CITY - FIFTEEN YEARS EARLIER"

Kandor hugs the edge of Krypton's dark side. Towering CITADELS dot its skyline, sheltered beneath a DOMED FORCE FIELD meant to protect it from the icy outlands beyond.

EXT. WATCH PLATFORM - KANDOR - DAY

Beneath the force-dome, a FEW DOZEN CITIZENS are gathered on a fortified balcony. It's a somber affair. An execution.

A plank extends out from the platform. A MAN IN SHACKLES stands at its end, buffeted by howling winds.

The ground is hundreds of feet below, but obscured by a thick fog. There are SOUNDS coming from the fog. Dimly glimpsed, raptor-like ICE WRAITHS wheeling about, hungry for a meal.

ANGLE ON THE CITIZENS

Kryptonian society is heavily stratified into SIX COLOR-CODED GUILDS of descending rank. The LEADERS of each guild are here today, along with extra military for added security.

At the top is the RELIGIOUS GUILD, in white. Represented by the VOICE OF RAO, a mysterious hooded figure, whose face is obscured by a mask of light.

Beneath the Voice, the MILITARY GUILD, (red). The LAWMAKERS (black), the SCIENTISTS (blue), the ARTISANS (green), and the LABORERS (brown).

Each citizen also bears a PENDANT with a FAMILIAL GLYPH.

DARON VEX (40s), lawmaker, solemnly governs the proceedings.

DARON

Today is a sad day. We bid goodbye to a once-favored son of Krypton. Val-El, have you any final words before we render Rao's judgement?

## ANGLE ON THE MAN AT THE PLANK'S EDGE

Handsome, square-jawed. 50s. Having seemingly made peace with his present circumstances. The S-shaped glyph on his pendant leaves no doubt; this is an ancestor of Superman.

VAL

Only that I'm sorry for any pain  
I've caused my family --

He nods, addressing a FAMILY OF THREE -- a father (TER-EL, in black), a mother (CHARYS, in green), and a boy (SEG, age 5). Like Val, they also wear the S-glyph on their uniforms.

VAL (CONT'D)

Ter-El, my son, I hope you can  
understand and forgive my actions.

Ter-El glares back. He doesn't. Charys, however, seems more ambivalent, trying to be strong for Seg, who is crying.

VAL (CONT'D)

I was trying to *protect* us. Not  
just Krypton, but *all* the Federated  
worlds we once called our allies.  
(to the group, impassioned)  
The Collector of Worlds is coming.  
But it's not too late, we can still --

DARON

You proselytize when you should be  
penitent. Because of your actions  
an *entire moon* was destroyed, its  
citizens turned to phantoms --

VAL

My work was sabotaged! Krypton used  
to embrace exploration. We were a  
model society, a light the whole  
galaxy looked to for inspiration.  
We've become *cowards* --

DARON

SILENCE! ENOUGH OF YOUR HERESY!  
(regaining his composure)  
Because of the severity of your  
crimes, your family will bear your  
shame. Accordingly, the Council  
has permanently struck the name of  
El from the Registry of Citizens --  
(to Ter-El and his family)  
Please remove your glyphs.

Ter stares daggers at Val as he tears his pendant from his lapel and hands it Daron. It pains Val terribly to see this.

Charys obediently removes hers, does the same for Seg.

DARON (CONT'D)

You are now rankless and without rights. Existing solely at the mercy of Rao's benevolence.

Ter lowers his head, ashamed. Daron faces the Voice of Rao.

DARON (CONT'D)

Your Reverence, if you would give the final benediction?

The Voice makes a silent hand gesture in the air. Daron then nods to a soldier, who moves to drop the plank even as --

SEG

Grandpa!

-- Seg breaks free of Charys, rushing to Val. The crowd GASPS, worried he'll fall -- but Val catches Seg, hugs him.

VAL

Don't worry, little one. A grand destiny awaits you. You, your son, and the son that will one day follow him. The stars will be yours again. You will fly. I've seen it.

(with conviction)

Our blood will bind us together.

But now, two soldiers are wrenching Seg free of Val's arms.

Val puts on a brave face, smiling at Seg though his heart is breaking. And then the plank abruptly hinges downward --

-- DROPPING Val into the icy void. Young Seg SHRIEKS as we --

INT. SEG'S HOME - BEDROOM - DAY

-- SMASH IN ON a YOUNG MAN bolting upright in bed. Shirtless, caked in sweat, having woken from a nightmare. This is Seg, now 20. Lean, athletic, quietly confident.

SUPER TITLE: "KANDOR CITY - FOUR MONTHS AGO"

Seg looks around his room. It's small, spartan. He drops to the ground, starts doing push-ups.



INT. SEG'S HOME - COMMON ROOM - DAY

The rest of the home is equally austere. Seg emerges, now clothed in a simple gray uniform. The shield pendant where his familial glyph would *normally* be is blank.

Charys is working on a piece of needlework. Like something one would see in a Tibetan temple. Fifteen years on and she is still beautiful, with kind, dignified features. Like her son, she wears gray, with a blank pendant on her lapel.

CHARYS

More nightmares? Heard you cry out.

Embarrassed, Seg looks to her needlework instead.

SEG

This is beautiful.

CHARYS

I'm hoping to get a few laureates for it at the market.

SEG

You'd get ten times that if you were still in the Guild.

CHARYS

But I'm *not*. So why dwell on it?

He nods. She's right, of course. A saint.

SEG

Where's dad?

CHARYS

Already at the courthouse. You know how Daron gets.

SEG

Then I should go, too.

He bends, kissing her on the cheek, heads for the door.

CHARYS

Be safe! And if the Shard happen to stop you --

SEG

(grinning)  
-- I'll drop and lick their boots.  
Promise!

EXT. RANKLESS DISTRICT - KANDOR - DAY

Seg exits into a cramped and impoverished ghetto. In Kandor, the richer you are, the higher up you live, literally.

He glances up. Far above, where the air is cleaner, are all those gleaming spires we glimpsed earlier, with DEFENSE CRUISERS and PERSONAL SKIMMERS zipping about.

Seg passes an OLD WOMAN selling fruit. Also rankless.

SEG

Morning, Mama Zed.

She looks to the sky, squinting her eyes, playful.

MAMA ZED

Is it? So hard to tell down here  
in the shadows.

(nodding to her fruit)

Take one. You Els were always good  
to me.

SEG

You can't call me by that name.

MAMA ZED

I'm *old*, boy. I remember a day  
when a man could take any name he  
*wanted*. Damned if I'll forget  
something just because the Council  
tells me to.

Seg smiles, appreciating the gesture. Then notices -- TWO SERVITORS (robots) cleaning GRAFFITI: a stylized BLACK ZERO.

SEG

Black Zero?

MAMA ZED

Went up last night. And as soon as  
those floating garbage cans finish,  
there'll be more zeroes in its place.

SEG

Careful who you say that to, Mama.

She waves him off, too old to care. As Seg starts away, we --

-- FIND A HOODED FIGURE watching from the recesses of a doorway. The figure falls in behind Seg, who is oblivious.

EXT. TOWER OF JUSTICE - KANDOR CITY CENTER - DAY

The city center is gleaming, in stark contrast to the slums. The Tower is one of its crowning jewels, somehow managing to be both inspiring and intimidating.

There's a main entrance for RANKED GUILDSMEN. But Seg heads for a discreet side door marked "LABORERS AND RANKLESS".

INT. SUB-BASEMENT - TOWER OF JUSTICE - DAY

Seg pushes a file cart through a dark and oppressive maze of bookshelves. Apparently, he's some kind of gofer.

A GREEN LIGHT on a shelf indicates a requested file. As Seg pulls it, the light extinguishes. Seg moves on, spotting more GREEN LIGHTS, pulling more files. It's monotonous.

INT. LAWMAKER OFFICES - TOWER OF JUSTICE - DAY

Seg pushes his cart from office to office, dropping off files for various LAWMAKERS, who are all wearing the Kryptonian equivalent of black barrister robes. Everyone ignores him.

INT. TRIBUNAL - TOWER OF JUSTICE - DAY

An imposing amphitheater where CRIMINALS are sentenced without a jury. The RED SHARD, Krypton's military elite, stand guard. A few OBSERVERS watch from stadium-seating.

Seg pauses at a doorway with his cart, listening in:

DARON VEX,

The man who sentenced and executed Val-El (now Chief Magistrate) sits on an elevated stone bench.

NYSSA-VEX (20s) a junior magistrate, sits dutifully nearby.

As SHACKLED PRISONERS are paraded before Daron, a RANKLESS CLERK in gray hands him their files. Daron perfunctorily reads out each sentence before handing the files back to --

-- the clerk, whom we now realize is Seg's father, Ter.

DARON

Prisoner XL5169, ten cycles hard  
labor in the Mithen moon quarries.

Shardsmen escort the prisoner away. Another file, another prisoner is brought forth --

DARON (CONT'D)  
 Prisoner DG7792, three cycles of  
 somatic reconditioning.

Just then, Seg happens to notice a SKETCHY-LOOKING OBSERVER  
 in the stands nearby. Dressed in brown. A Laborer.

BACK AT DARON'S BENCH

Another file. A third prisoner (female) is brought forward.

DARON (CONT'D)  
 Prisoner MB3414, comprehensive  
 memory-wipe.

The female prisoner SOBS, going weak-kneed. She has to be  
 forcibly dragged away, thrashing and WAILING the entire time.

ON THE LABORER,

Making his way to Daron's bench. No one but Seg has noticed  
 him. The laborer pulls a BLINKING DEVICE from his tunic --

SEG  
 He's got a bomb!

Everyone reacts as the man SHOUTS with a zealot's defiance:

DISSIDENT  
 WE MUST BEGIN AGAIN AT ZERO!

Seg TACKLES the dissident. They struggle, but even as Seg  
 wrestles the detonator away the dissident produces a SLUG  
 PISTOL, pointing it at Seg's head when --

-- GUNFIRE from the nearby Shardsmen cut the dissident to  
 ribbons. Seg sits back, shaken, blood-spattered, but alive.

DARON (PRELAP)  
 Your actions today were  
 commendable, Seg.

INT. DARON VEX'S CHAMBERS - TOWER OF JUSTICE - LATER

Seg stands before Daron, who has his back to him and is  
 currently being helped out of his barrister robes by --

-- Ter, who shares a surreptitious glance with his son.  
 Nyssa, the junior magistrate, sits primly nearby.

Daron turns to face Seg now, taking a seat. He motions to  
 Ter, who dutifully pours Daron a cup of tea.

DARON

And yet, I can't help but register with some irony that Black Zero wouldn't exist were it not for your grandfather's actions.

SEG

He had nothing to do with their movement, Sir --

Ter shoots Seg a warning look: shut the fuck up, son. But Daron continues, amused by Seg's subtle act of insolence.

DARON

Nevertheless, he remains their de facto idol all the same. You understand now, why the El name had to be expunged? These dissidents seek to destroy our very way of life. In Val-El, they see a kindred spirit. A man who dared to challenge the Council's authority.

(beat)

Krypton is a savage and inhospitable world. Our civilization is *fragile*. That's why we regulate it. The only thing protecting us are the force-domes above our heads. And the only thing protecting the domes is *order*.

Seg wonders where this is all going.

DARON (CONT'D)

Your twenty-first birthday is close at hand, is it not?

(off Seg's nod)

If you were ranked, you would become a guildsman. Possibly even be given leave to bind with someone.

SEG

But I'm not ranked, Sir.

Daron leans back in his chair and sips his tea. He doesn't like the taste and makes a face. Ter rushes to remove it.

DARON

I've spoken to the Council. They've given me special dispensation to rank you.

SEG

What --?!

DARON

You will join the Lawmakers Guild.  
Accordingly, you and your family  
will be assigned a *new* surname.

Seg glances at his father. Did he know this was happening?  
Ter offers a discreet nod as he pours Daron a new cup of tea.

SEG

What -- name will we be given?

DARON

My name. Vex.

SEG

But that would mean --

DARON

-- you will be binding with my  
youngest daughter, Nyssa.

Daron indicates the junior magistrate: his daughter. Her  
eyes are wide. Apparently, this is news to her as well.

DARON (CONT'D)

The two of you are to report to the  
Genesis Chambers tomorrow where you  
will be given an opportunity to  
preview the product of your union.

Seg is speechless. Daron stares at him, amused.

DARON (CONT'D)

This is where you thank me for my  
boundless act of charity.

SEG

(recovering, bowing)  
Thank you, Magistrate.

DARON

Good. You may leave now. All of  
you.

Daron drops his gaze, already busying himself with work. Seg  
and Ter hustle out, followed by a shell-shocked Nyssa.

INT. CORRIDOR - TOWER OF JUSTICE - DAY

Seg walks with his father.

SEG

I don't understand.

TER  
Don't question it.

SEG  
But I *do*. If there's one thing  
Daron *isn't*, it's charitable. He  
already treats *you* like a slave.  
Am I supposed to just --

Ter SLAPS Seg across the face.

TER  
We are slaves. The only reason you  
didn't grow up in a work camp is  
because your mother and I learned  
to bow and scrape. You think I  
*like* sucking up to Daron? I spit  
in every pot of tea I brew for him.  
I *hate* him, Seg.  
(shaking his head)  
But he's offering you a *lifeline*.  
More than anything I ever could  
have hoped for you. So take it and  
shut the hell up.

Ter stalks angrily away, leaving Seg shocked and chastened.

INT. RED SHARD TRAINING FACILITY - FORT ROZZ - DAY

CRACKKK. An armored, MALE SOLDIER wields a HELL-SWORD  
against a formidable, though unarmed FEMALE OPPONENT.

Her name is ALURA (40s). Coldly beautiful, with a mane of  
long blonde hair, she's in peak physical condition. Alura  
ducks and dodges the sword easily. Frustrated, the Soldier's  
attack becomes more undisciplined --

Alura dodges again and UPPERCUTS the Soldier. Blood SPRAYS  
from his mouth as he drops, stunned. She SNATCHES the sword  
from mid-air and points the tip at the soldier's throat.

As TWO GUARDS drag the defeated soldier's limp body away --

ALURA  
Do not make mistake passion for  
strength.

ANGLE ON A GROUP OF OBSERVING CADETS,

The cadets wear standard issued pistols and daggers at their  
sides. Among them is a chiseled young man, DEV-EM (20s) and  
a beautiful, contemplative girl -- LYTA, also 20s.

ALURA (CONT'D)

The ability to divorce oneself of  
emotion during battle is what  
separates the living from the dead.

Lyta is distracted, staring longingly out the window, past  
FORT ROZZ, headquarters of Kandor's Military Guild.

ALURA (O.S.) (CONT'D)

Cadet Zod!

Lyta snaps to attention. And yes, Lyta is a ZOD.

ALURA (CONT'D)

Weapons or hand to hand?  
(calling out to Dev)  
Dev-Em, choose for your intended.

DEV

(assured of Lyta's skill)  
Hand to hand.

Before Lyta has readied her fighting stance -- WHAP, Alura  
SLAPS her across the mouth. Alura beckons Lyta to hit her.  
Lyta takes the bait, ATTACKING Alura furiously --

ALURA

You have fire in you, Lyta. But  
without discipline --

Alura GRABS Lyta's wrist, forcing her to the floor.

ALURA (CONT'D)

-- that fire will burn you out.

Alura twists Lyta's arm behind her, painfully pinning it.

ALURA (CONT'D)

Ask for mercy, Cadet Zod.

LYTA

(gritting her teeth)  
No.

ALURA

Ask for mercy.

The pain is excruciating. Alura escalates the pressure,  
preparing to break Lyta's arm. At the last second --

LYTA

Mercy!



Disgusted, Alura DRAGS Lyta to the window. Forcing her to look out onto the city and beyond --

ALURA

Black Zero. Beasts of the Outlands.  
Argo and other citystates. All of  
them seeking to annihilate us.

Alura grabs Lyta's DAGGER off her belt --

ALURA (CONT'D)

You never ask for mercy.

-- and STABS Lyta through the hand, pinning her to the wall.  
Lyta SCREAMS in agony. Alura doesn't so much as flinch.

ALURA (CONT'D)

Do you understand, Cadet Zod?

LYTA

(humiliated, in pain)  
Yes -- mother --

Alura PULLS the knife from her daughter's hand. Lyta slumps to the floor as Alura turns back to face her cadets.

ALURA

Class dismissed.

As the cadets file out, Dev-Em dares to shoot Lyta a compassionate look. Alura takes note, stops him.

ALURA (CONT'D)

Cadet Dev. Help your future mate  
clean up, would you?

DEV-EM

Yes, General.

Off Lyta, clutching her bleeding hand, beyond humiliated.

END ACT ONE

ACT TWO

EXT. PLAZA - TEMPLE OF RAO - DAY

A massive, stepped pyramid under construction. THOUSANDS OF WORKERS and SERVICE-BOTS are toiling away, rushing to complete the grand temple in time for Kandor's vicennial.

Seg sits with his best friend, KEM-DO (20s), a laborer. Currently, Kem is taking a much-needed water break from stacking a series of marble slabs.

KEM

Can't believe you tackled that dissident, you could've been killed.

SEG

It was dumb luck, is all.

KEM

Still, you should watch your back. The Zeroes are no joke. They might decide to make an example of you.

SEG

Why would they bother? I'm nobody.

KEM

Not anymore. You're about to become a "Vex".

(then, considering)

You think that's why Daron did it? As a reward for saving him?

SEG

No. He'd obviously had this up his sleeve for a while.

KEM

Weird. Well, shit --

(slapping his back)

Here I thought I was slumming it being friends with *you* and now you're gonna be slumming with *me*.

SEG

(wryly)

Don't kid yourself, Kem. I was *always* slumming it with you.

Kem rolls his eyes, crouching as he picks up one of the heavy slabs. Seg joins him, picking up another one.

KEM  
You don't have to do that.

SEG  
(straining)  
What is this stuff, anyway?

KEM  
Wethgor marble. Pieces of the  
broken moon.

Then Kem spots something beyond Seg and whispers, urgent:

KEM (CONT'D)  
*Put it down. It's the Voice of Rao!*

THEIR POV

A large contingent of RED SHARDSMEN march across the plaza acting as a security detail for the Voice of Rao and OTHER RELIGIOUS FIGURES. Workers genuflect as the Voice passes by.

SEG  
*Here? Why?*

KEM  
Checking on the Temple's progress.  
They've been busting our ass to  
finish it before the vicennial.

CLOSE ON THE VOICE OF RAO

And his eerie, featureless mask of light. Surveying all.

SEG  
What do you think goes on under  
that mask of his?

KEM  
Don't know. Don't wanna know.

Meanwhile, some of the Shardsmen have broken off from the main group, making spot-checks around the perimeter of the site, checking for UNDESIRABLES, rousting LOITERERS.

Nearby, a trio of Shardsmen come upon an unlucky HOMELESS MAN. One of them KICKS the man in his side.

SHARDSMAN  
Out of here, dirt! Move it!

Seg starts drifting over to them, concerned. Kem whispers:

KEM  
*Leave it be, Seg.*

But now the Shardsmen are LAUGHING, really getting rough with the homeless man as they continue to prod and kick him.

SEG (O.S.)  
 Hey, hey --!

The Shardsmen turn -- annoyed at Seg's intrusion. And then we realize that one of them is Dev-Em, Lyta-Zod's "fiancé".

Seg kneels beside the homeless man, who seems disoriented.

SEG (CONT'D)  
 He doesn't understand. He's sick --

Dev shoves a baton at Seg's chest, PUSHING him onto his ass.

DEV-EM  
 Or high on hell-blossom. Now back off or I'll haul you in for noncompliance.

Seg hesitates, hating to abandon the man.

SEG  
 I just --

In a heartbeat, Dev has his pistol out and aimed at Seg.

DEV-EM  
What? There's a terror alert going on, in case you hadn't heard. For all we know, this man's a Zero.  
 (cocking his pistol)  
 For all we know, you are.

LYTA (O.S.)  
 I've got this, Dev.

Dev turns, sees Lyta at his side. She barks at Seg, forceful:

LYTA (CONT'D)  
 FACE DOWN, RANKLESS! HANDS BEHIND YOUR BACK!

Seg complies. Lyta drops, kneeing him painfully in the back. Then she HANDCUFFS him and hauls him up. Nods to Dev.

LYTA (CONT'D)  
 I'll book him. Don't sweat it.

DEV  
You sure?

LYTA  
Totally. You're on Voice detail.

As Lyta drags Seg off, Dev turns to Kem, who lingers nearby.

DEV-EM  
You looking for some of the same?

KEM  
(re: Lyta)  
Cavity search by a she-wolf?  
Sounds good to me.

Dev raises his baton. Kem grins, beats a hasty retreat.

EXT. TEMPORARY CONSTRUCTION PASSAGEWAY - DAY

Lyta drags Seg into the passageway, then checks to see if they are alone. As soon as she realizes they are:

LYTA  
The hell are you *doing*, Seg?

SEG  
They were hurting him. You saw Dev  
-- he's a psycho.

LYTA  
He's just on edge. *Everyone* is  
because of the alert.

SEG  
You gonna uncuff me?

LYTA  
Not yet -- I like you this way.

Suddenly, LYTA KISSES HIM. Fast, fierce, full of passion. Seg reciprocates. After a few seconds, Lyta disengages.

LYTA (CONT'D)  
You're a jerk, you know that?

SEG  
(a shrug, "gotta be me")  
Tomorrow night on the watch  
platform. Can you meet me?

LYTA  
I'm supposed to practice my forms.

SEG  
 (cockily)  
 So practice them on me.

LYTA  
 There's a curfew.

SEG  
 When has that stopped us?

LYTA  
 (giving in)  
 Fine. But *please* be more careful,  
 will you? Now turn around.

Seg complies. Lyta uncuffs him. As Lyta heads away, Seg admires her figure.

SEG  
 Your ass looks hot in that uniform!

Lyta looks back with a smirk and brandishes the cuffs.

LYTA  
 Careful, rankless.

Then she exits the passage. Seg grins, then turns in the opposite direction, bumping into --

THE HOODED FIGURE

That was watching Seg earlier. He removes his hood. It's an OLD MAN, grizzled, with a scar running across his face.

SEG  
 Excuse me.

As Seg steps around him, the old man grips his arm, HARD.

OLD MAN  
 I have something for you, Son of  
 El. For your *birthday*.

The Old Man slips something into Seg's free hand -- the same "S" inscribed crystal shield we saw earlier.

OLD MAN (CONT'D)  
Find the Fortress. Before it's too  
 late.

The Old Man takes off, flipping his hood back up. Seg stares after him a beat, baffled. Then he decides to follow --

SEG  
Hey! Wait a minute --!

EXT. TEMPLE OF RAO - DAY

Seg rushes back out into the plaza, looking everywhere --  
-- but the Old Man has vanished. In the distance, Seg sees Lyta rejoining Dev -- then Seg sees Kem jogging up to him.

KEM  
What are you doing here? Thought  
that Shard bitch hauled you off?

Seg is distracted, still looking around for the Old Man --

SEG  
She let me go. Couldn't be  
bothered with the datawork.

KEM  
(steering Seg away)  
Then count your blessings and go --

As if on cue, a disturbance breaks out nearby. A SERVICE-BOT seems to be malfunctioning, spinning around in circles.

SERVICE-BOT  
WE MUST BEGIN AGAIN AT ZERO! WE  
MUST BEGIN AGAIN AT ZERO!

SEG  
What the --?

The service-bot starts to OVER-HEAT and SMOKE, then --

A MASSIVE EXPLOSION RIPS THROUGH THE PLAZA

Blinding us with flames and carnage. Seg and Kem are thrown off their feet, senses reeling. And all GOES DARK.

YOUNG SEG (PRELAP)  
I'm scared, Grandpa.

EXT. WETHGOR MOONSCAPE - NIGHT (FLASHBACK)

FADE IN on Young Seg (5), wearing a simple breather. Val stands next to him, holding his hand. Also with a breather.

VAL  
Good. Any leap worth taking should  
give a man pause.

WIDEN to include their desolate surroundings. Seg and Val at the edge of a steep cliff; a thousand meter drop. Krypton rises over the moon's horizon, dominating the starry sky.

YOUNG SEG

What if it doesn't work?

Val points to the world above them.

VAL

You see our world out there? Looks *big*, right?

(off Seg's nod)

And it *is*, compared to this moon.

If we jumped from down there, we'd *die*, no question. We'd be paste --

Young Seg starts to lose his nerve, but Val holds him firm.

VAL (CONT'D)

-- but we're *not* down there. We're *here*, where gravity's *different*.

It's all *relative*, Seg. Given the right conditions -- different sunlight, different atmosphere -- a man can sink --

(pointedly)

-- or he can *soar*. So which kind of man do you want to be?

Young Seg gathers his nerve and steps from the cliff -- but he doesn't fall. He *floats*, feather-light. And he LAUGHS.

Val joins him, leaping into the void, also LAUGHING, spreading his arms wide. A moment of pure, unbridled joy.

LYTA (PRELAP)

Seg? Seg! Can you here me?

INT. INFIRMARY - LATER THAT DAY

A BLUR of images and sounds slowly SHARPENING as Seg comes to. He's in a hospital bed. Lyta is beside him.

SEG

Lyta? What are you doing here?

LYTA

Officially? I'm *questioning* you. Someone tried to assassinate the Voice of Rao and you were near the bombing. So what are you scared of?

(MORE)



LYTA (CONT'D)  
 (off his confusion)  
 You were talking in your sleep.

SEG  
 Oh. Just a memory -- a dream.

LYTA  
 So, the bombing -- did you see anything?

The mention of the bombing reminds Seg of Kem --

SEG  
 Where's Kem?

LYTA  
 Your friend? He's fine. They already released him.

SEG  
 Am I a suspect, then?

LYTA  
 You would be if Dev had his way. But I think I've convinced everyone to look elsewhere.  
 (beat, weighted)  
 Was I wrong to?

SEG  
 What's that supposed to mean?

Lyta lifts something into view -- the "S" glyph crystal, tucked in an evidence bag.

LYTA  
 I found it in your bag just after the explosion. It seemed a little incriminating, so I held onto it --

She hands it back to Seg, concerned.

LYTA (CONT'D)  
 That's your family glyph, isn't it? What are you doing with it?

SEG  
 (coming clean)  
 An old man gave it to me. Right after you left --

LYTA  
 When that bot went rogue? Don't you think the timing's a little weird?

SEG

Yeah. But if you're asking if I'm an agent for Black Zero -- come on, Lyta, you know me better than that.

Lyta studies Seg a moment, wanting to believe him.

ALURA (O.S.)

Are we finished here, Cadet Zod?

Lyta turns, sees her mother in the doorway. Seg takes the moment to discreetly slip the "S" crystal under his sheet.

LYTA

Yes, General. This rankless knows nothing.

ALURA

Move it along, then. You've a dozen other witnesses to interview.

Alura heads off. Lyta shoots Seg a look -- "we'll talk about this later" -- and follows.

TER (PRELAP)

Get rid of it.

INT. SEG'S HOME - NIGHT

Ser, Charys, and Ter are finishing a simple meal. The bagged "S" crystal sits on the table between them.

SEG

Maybe I *should* turn it over to the Shard.

CHARYS

No. You can't risk it. Not after Daron offered you his daughter.

Ter deliberates, trying to game it out.

TER

But this stranger who approached you -- what if it was a test?  
(off their looks)  
It might be Daron's way of gauging Seg's loyalty.

CHARYS

It's not a test, love. It was probably just one of Val's old friends.

(MORE)

CHARYS (CONT'D)

He knew Seg's day of passage was coming. He wanted to commemorate the El memory.

TER

The "El memory". Even from the grave my father still finds ways to put our family at risk --

(then)

What were you even *doing* at the Temple, Seg?

SEG

Visiting my friend.

TER

Well that's going to have to stop once we're bound to the Vexes.

CHARYS

He's had a long day, Ter. We should let him rest --

SEG

Just forget about it, both of you!

Seg stands, ending the debate. He scoops up the crystal.

SEG (CONT'D)

I'm destroying it right now.

TER

Good. Then it's settled.

INT. SEG'S BEDROOM - LATER THAT NIGHT

Seg is awake on his cot, studying the crystal by moonlight.

CHARYS (O.S.)

What happened to destroying it?

Seg looks up, caught. Charys enters, sits beside him.

SEG

I know I *should*, but -- there's still so much we don't know. About what grandfather was really *doing*. All those people that died on the moon, I can't believe he'd deliberately put them at risk.

CHARYS

(weighing her words)

The Council was convinced of his crimes.

SEG

But the inquest happened behind closed doors. Why do that if they weren't trying to hide something?

CHARYS

Perhaps they didn't want to frighten people with Val's claims.

Seg pauses, deciding to further confide in Charys.

SEG

The old man said something else: "Find the Fortress". Do you have any idea what he was talking about?

For a moment, it seems Charys might -- but then she shakes her head. Seg studies her. Did he catch her hesitation?

SEG (CONT'D)

I'm going to the Genesis Chambers tomorrow with Nyssa --  
(re: crystal)  
I was thinking I'd hold on to this until then.

CHARYS

Why?

SEG

The old man touched it. His DNA's probably still on it. I can check the Registry. Find out who he is.

CHARYS

It's risky. If you're caught with it in the current climate --

SEG

I know. But -- what would you do?

Charys smiles at him, supportive. She loves him so much.

CHARYS

Whatever my heart dictated, son.

EXT. GENESIS CHAMBERS - DAY

A spiraling tower in the shape of a double-helix.

INT. GENESIS CHAMBERS - DAY

The interior of the chambers is essentially one vast open shaft, ringed by a series of viewing platforms.

Within the shaft, MEDUSOID ROBOTS float up and down -- like massive, cybernetic jellyfish -- attending thousands of GLOBULAR CRECHES; each creche containing a DEVELOPING FETUS.

ANGLE ON A VIEWING PLATFORM, THIRTY STORIES UP

Here we find Seg and Nyssa, looking out into the vertiginous shaft. The awkwardness between them is palpable.

NYSSA

It's strange to think our ancestors carried children in their wombs. It just seems so -- inefficient.

Seg nods, not really sure what to make of that.

SEG

Well -- should we do this?

NYSSA

I suppose so.

Nyssa steps forward, waving her hand across a light screen set within a console. In response --

A cylinder ELEVATES upward. In the center, a thin NEEDLE. Seg pricks his finger on it, drawing a DROP OF BLOOD. Nyssa does the same. As their blood COMMINGLES --

A HOLOGRAPHIC IMAGE TAKES SHAPE BEFORE THEM

A SPERMATOZOON fusing with an OVUM. Coalescing into a ZYGOTE, then an EMBRYO, then a FETUS. A VOICE speaks:

ORACLE

*The Oracle foresees the product of your union. The child will be male. His name: Cor-Vex. Forty-six ro in height, nine deben in weight.*

The fetus EVOLVES into a toddler, then a walking CHILD.

ORACLE (CONT'D)

*He will be of sound health and good character.*

The child becomes a MAN, adorned in the robes of the Lawmaker's Guild. Rapidly, he begins to AGE.

ORACLE (CONT'D)

Barring unforeseen accidents, he will live one hundred and seventy-three cycles in noble servitude to His Reverence.

The "man" succumbs to old age, his body folding into itself, returning to its nascent, cellular form.

The hologram dissolves. The cylinder descends. A beat of silence. Then Nyssa deadpans:

NYSSA

I feel a rush of maternal warmth.

Seg can't help but laugh. Maybe Nyssa isn't quite so bad.

NYSSA (CONT'D)

"Cor-Vex". He seemed handsome enough. There's that, at least.

SEG

I guess. But doesn't it bother you? Knowing exactly how his life will play out? What he'll look like? When he'll die?

NYSSA

I'm the fifth of *five* daughters, Seg. It's a miracle the Council is allowing me to bind with *anyone*. I'll take what I can get.

(a playful dig)

Even a rankless boy with a chip on his shoulder.

SEG

But why would your father call in favors for *me*? He's magistrate --

NYSSA

Are you really that naive? It's *political*. You're the grandson of a traitor. One the terrorists have adopted as their own. If he binds you to us, he's *taming* you. Proving that even a dreaded El can be coopted and brought into the fold. It's a blow against Black Zero.

SEG

So I'm just a game piece.

NYSSA

*Everyone in Kandor is a game piece  
to my father. Including me.*

Then, realizing she might have been harsh, she grins --

NYSSA (CONT'D)

*But you're not completely repellent,  
so I suppose it could be worse.*

She reaches up, touching a scrape on his cheek.

NYSSA (CONT'D)

*I heard about the bombing. Try to  
stay in one piece, will you?*

*(walking away)*

*At least until our binding is over?*

Seg smiles at her, but as soon as she's gone, his smile fades as he looks back to the Oracle console.

SEG

Oracle, I have another question.

ORACLE

*Proceed.*

Seg pulls the "S" glyph crystal from his satchel, then slips it from the evidence bag and sets it on the light screen.

SEG

Can you tell me whose DNA is on  
this?

ORACLE

*Yours, Citizen Seg.*

SEG

I know mine's on it. I meant *who  
else's?*

ORACLE

*I read only yours.*

Puzzled, Seg retrieves the crystal. He takes a final look at the myriad birthing creches down below, shivers, and exits.

END OF ACT TWO

ACT THREE

EXT. WATCH PLATFORM - NIGHT

The same platform where Val was executed fifteen years ago. We see a pile of DISCARDED CLOTHES, then discover --

SEG AND LYTA-ZOD,

Naked but for a blanket. They stare across the frozen Outlands. Seg examines the "S" crystal in the moonlight.

LYTA

Are you sure the old man was holding it in his bare hands?

SEG

Yes. He practically had it in a death-grip.

LYTA

Then he should have left *some* gene-trace on it. He implied he knew your grandfather?

Seg nods. Lyta bites her lip, concerned.

LYTA (CONT'D)

You have to destroy it, Seg. Nothing good can come of this.

SEG

That's what my dad said.

LYTA

(then, changing subjects)  
So what's she like? Nyssa-Vex.

SEG

She's okay. A little boring.

LYTA

You're just saying that to make me feel better.

SEG

You're right. She's actually pretty hot.

Lyta reaches under the blanket, giving his manhood a squeeze.

Seg yelps -- then softens, becoming more earnest.



SEG (CONT'D)  
 Sorry. I know it's weird.

Lyta tries to be adult about it. It's an effort.

LYTA  
 I'm happy for you. Your family will be *ranked* again. You'll have a last name.

SEG  
 Yeah. But it won't be *our* name. We won't be Els.

LYTA  
 Why would you want to be after what your grandfather did?

Seg considers that, conflicted. Just then, we hear a series of EERIE WALLS coming from the fog below the watch platform.

SEG  
 Ice wraiths.

LYTA  
 I never understood why you like meeting here, anyway. It's morbid.

SEG  
 No one comes here, so there's not much chance of us being discovered. And when you've grown up rankless like me -- you don't get many chances to see the stars.  
 (re: the stars, a longing)  
 El *means* star. Did you know that?

Lyta KISSES him. She loves him for the poetry in his soul --

LYTA  
 It's funny. You want your name back -- and I wish I could give mine away. I never wanted to be a warrior.  
 (then, disheartened)  
 The Council's scheduled my binding with Dev.

It crushes Seg to hear this. He knew it was coming, but --

SEG  
 When?

LYTA  
Two weeks from now.

SEG  
I can't believe you're about to  
become that asshole's wife.

Lyta shrugs, trying to be philosophical about it.

LYTA  
He's not so bad when you get him  
out of uniform. Really.

SEG  
I don't even want to *think* about  
you seeing him out of uniform.

Lyta smiles at Seg's half-hearted joke, then becomes serious.

LYTA  
We won't be able to meet like this  
anymore. Not after I'm bound. It's  
risky enough now as it is, but it'd  
be the end of us if we were caught.

SEG  
What if it were different?  
(off her look)  
It *used* to be, in my grandfather's  
day. Maybe it could be again.

LYTA  
(playful)  
You planning a revolution now?

SEG  
Maybe.

She kisses him deeply on the lips, then lies back again on  
the blanket, offering herself to him.

LYTA  
Just make love to me again, would  
you? I need something to remember  
you by until you do.

As Seg lowers himself onto Lyta -- Lyta's communicator BEGINS  
CHIMING, BLINKING RED. Seg pauses, glancing at it.

SEG  
General Zod calling, code red.

Lyta pulls Seg back down atop her again.

LYTA  
The demon bitch can wait.

INT. BATHING CHAMBER - NIGHT

Alura soaks in the waters, wreathed in steam. The door to the room opens as Lyta enters.

ALURA  
Where were you?

LYTA  
Perimeter patrol, crystal caverns.  
You know comms are weak down there.

Alura snaps her fingers. A NAKED MAN rises from the water, having been previously hidden by the steam; the cadet she defeated earlier. Alura dismisses him with a nod. He exits.

LYTA (CONT'D)  
Fairly certain that violates a few precepts.

ALURA  
I'm General of the Shard. I'm allowed to violate a few.  
(slyly)  
And a victor's always allowed to dictate the terms of surrender.

Alura motions Lyta closer. Lyta sits on the edge of the pool. Alura reaches for Lyta's hand. The one she stabbed.

ALURA (CONT'D)  
I hope you understand why I push you, Lyta. You need to be strong.

LYTA  
I guess we have different ideas of strength.

ALURA  
We're women, Lyta. We'll always be held to a harsher standard.

Alura's eyes go distant. Conjuring a painful memory.

ALURA (CONT'D)  
It took losing your father to understand that. I thought it would destroy me. But it made me stronger.  
(then, sighing)  
I used to be like you. Rebellious.  
(MORE)

ALURA (CONT'D)  
 Railing against discipline -- but  
 you've forgotten the root of the  
 word. It means *teaching*. Training  
 that can lead to perfection.

LYTA  
 That's what you were doing just now  
 in the baths? Perfecting yourself?

Alura rises, wraps a towel around her athletic body.

ALURA  
 One of our skimmers was stolen.

LYTA  
 They can easily be tracked --

ALURA  
 The thief bypassed the tracker.  
 Likely an agent of Black Zero. I  
 want you and Dev-Em to find them.

LYTA  
 I don't need Dev's help.

ALURA  
 You two will one day be the face of  
 the Shard. You need to be united.  
 On and off the battlefield.

LYTA  
 And when we find the thief?

ALURA  
 Black Zero is merciless with their  
 captives. We must be merciless  
 with ours.

EXT. RANKLESS DISTRICT - KANDOR - NIGHT

Seg is walking home, trying his best to keep to the shadows.

SHARDSMAN #1 (O.S.)  
 You! Rankless!

Seg turns. TWO SHARDSMEN are approaching with lights.

SHARDSMAN #2  
 What are you doing out after  
 curfew?

Seg knows the drill, offers an ID.

SEG

I work in the Tower of Justice.  
Wheels never stop turning there.

SHARDSMAN #1

We're on a terror alert. You have  
an override sanction?

Seg pauses. Instantly on guard, one of the Shardsmen twists Seg around while the other covers Seg with his plasma rifle.

SHARDSMAN #1 (CONT'D)

Up against the wall!  
(patting Seg down)  
What're you slinging? Hell-blossom?

The Shardsman finds the "S" crystal and holds it up.

SHARDSMAN #1 (CONT'D)

What's this?

Seg HEAD-BUTTS Shardsman #1 in the face, breaking his nose --

-- then he grabs the stunned soldier and uses him as a shield, SHOVING him back against Shardsman #2. Both Shardsmen fall, becoming entangled --

-- and Seg is off and RUNNING for his life. Shardsman #2 recovers first, sweeping up his plasma rifle, FIRING --

A wall EXPLODES beside Seg's head. Seg scrambles atop a shanty, using PARKOUR TECHNIQUES to quickly ascend to a nearby rooftop. He races across the roof, dropping down --

EXT. - NEXT STREET OVER - NIGHT

-- but even as Seg lands, the Shardsmen are rounding the corner, BOTH FIRING AT HIM. Seg is struck, goes STUMBLING. He drags himself up and turns down ANOTHER CORNER --

EXT. BLIND ALLEY - KANDOR - NIGHT

-- only to find himself at a dead-end. Desperate, he searches for a means of escape -- a downspout to shimmy up, a ledge or column to clamber onto, but there's nothing --

He's trapped. Then, a HIGH-PITCHED WHINE stings his ears, followed by a blast of wind and suddenly there's --

A SKIMMER BEARING DOWN ON HIM!

One of the tiny anti-grav flyers we've seen flitting about. As it lands in front of Seg the cockpit canopy opens to reveal -- Charys in the pilot's seat. Seg gapes.

CHARYS

GET IN!!!

Seg looks back. He can hear the SHOUTS of the SHARDSMEN. SEE their searchlights bobbing down at the end of the alley --

Committing himself, he hops into the skimmer alongside his mother. She seals the cockpit canopy around them just as the Shardsmen start FIRING. The skimmer rockets forward, forcing the Shardsmen to hug the earth lest they be flattened.

EXT. SKIES ABOVE KANDOR - NIGHT

The skimmer ascends steeply, weaving between the city's spires, then arcing out past the imposing Temple of Rao.

EXT. OUTLANDS - NIGHT

The skimmer speeds away from Kandor's force-dome, gliding above the moonlit ARCTIC WASTES.

INT. SKIMMER - NIGHT

Winds buffet the fragile skimmer, but Charys mans the controls with confidence. Seg is dumbfounded.

SEG

When did you learn to fly a skimmer?!

CHARYS

Your grandfather taught me. He taught me a *lot* of things.

SEG

How'd you know I was in trouble?

CHARYS

I've been following you since you left the Genesis Chambers.

SEG

(realizing)

So, when I was with Lyta --?

CHARYS

Relax. I waited for you on the street. Give me some credit, will you?

Seg's still embarrassed. It's everyone child's nightmare.

CHARYS (CONT'D)

Do you still have the sunstone?

Seg pulls out the "S" crystal.

SEG

"Sunstone". You know what this is?  
 (off Charys' nod)  
 What about the man who gave it to me? Who was that?

CHARYS

He's still a mystery to me. But as for the rest --  
 (sighing)  
 I haven't been honest with you, Seg. Val and I were close. Closer, in some ways, than your father and he were. Val wasn't the traitor everyone believed him to be.

SEG

(his mind racing)  
 Why didn't you tell me any of this before?

CHARYS

You were young and I didn't want to put you at risk. And because I couldn't do anything about it at the time. But things are different now. You have the sunstone.

He gazes out the cockpit, at the savage lands beneath them.

SEG

So where are we going?

Charys looks at him with a conspiratorial grin.

CHARYS

To your grandfather's observatory.  
 (beat)  
 The Fortress of Solitude.

END OF ACT THREE

ACT FOUR

EXT. FORTRESS OF SOLITUDE - NIGHT

The skimmer is high up in the mountains now, weaving amidst towering, icy crags far larger than any on Earth.

CHARYS (PRELAP)

We're here.

INT. SKIMMER - NIGHT

Charys slows the skimmer to a stationary hover.

SEG

I don't see anything --

CHARYS

That's because you're not looking  
in the right way. Val was tricky.  
The welcome mat's only visible  
within a narrow band of light --

Charys adjusts the skimmer's headlights towards BLACK LIGHT --

Seg GASPS. The headlights now illuminate a giant, serpentine "S" inside a diamond. Superman's symbol. At least fifty meters wide. Carved directly into the rock face.

Just below the massive glyph is the MOUTH OF A CAVE. Charys expertly guides the skimmer into the opening.

INT. CAVE ENTRANCE - NIGHT

The skimmer settles and the cockpit opens. Charys and Seg exit with flashlights. Before them is a VAULT-LIKE DOOR. There's a SHIELD-SHAPED DEPRESSION alongside the door -- a perfect fit for the sunstone. Charys nods to Seg --

CHARYS

Go on.

Seg sets the sunstone inside the depression. Immediately, the stone GLOWS and vault door opens with a HISS.

INT. FORTRESS OF SOLITUDE - NIGHT

Seg and Charys enter, cautious. It's awe-inspiring. Equal parts observatory, laboratory, and museum.



Capped by a translucent dome that allows moonlight to filter down from above. But it's dusty. Cobwebbed.

SEG

Did Grandpa take you here before?

CHARYS

Once. Just before he was arrested.

SEG

But not Dad?

CHARYS

They never really got along. Val didn't trust him with his secrets.

SEG

Neither did you, apparently.

CHARYS

(sighing)

The Genetic Council doesn't factor emotional compatibility into their pairings. You know that. But despite our differences, your father and I grew to love one another.

(then, with a smile)

Who knows? You and Nyssa might as well. You know, if you can "uncouple" yourself from Lyta.

SEG

Mom --

CHARYS

Go on. Take a look around. This place is your birthright.

Seg explores. He sees TELESCOPES, JOURNALS, ancient STAR MAPS -- and if we're *really* paying attention, an Egyptian artifact, with a scarab relief and sun-dial.

Further on are EVEN STRANGER ITEMS, encased in a cabinet labeled "EARTH": a 21st century license plate FROM KANSAS.

Then, a pair of BROKEN EYEGLASSES. They look strikingly like the ones we associate with Clark Kent. And next to that --

A singed and tattered RED CAPE. SUPERMAN'S.

Seg moves on, baffled. He finds a MASSIVE, HIPPOPOTAMUS-SIZED SKULL, crowned with calcified bone spurs. Labeled "DOOMSDAY".

Next to the Doomsday skull; a stylized helmet, jet-pack, and RAY-GUN. A name on the jet-pack reads "ADAM STRANGE".

A FINAL DISPLAY CASE catches Seg's eye. Solidly built. Designed to *contain* something, rather than *preserve* it. There's an UGLY CREATURE inside, like a cross between a sea star and a nest of thorns. It seems dead.

Seg leans in -- with a convulsive judder, the creature springs to life, smacking at the glass, trying to get to Seg.

CHARYS (CONT'D)

A Black Mercy. Careful.

SEG

What is all this stuff, anyway?

CHARYS

Souvenirs from Val's travels. Through other times, other dimensions.

(off his look)

Krypton used to have a space program. You know that, right?

SEG

They scrapped it decades ago.

CHARYS

Do you know *why*?

SEG

The Council said it was too expensive.

CHARYS

The real reason is, we got scared. We *found something* at the edge of known space. It called itself Brainiac. The Collector of Worlds.

SEG

(that triggers a memory)

Grandpa said that before he died --

CHARYS

Apparently, this thing was moving from planet to planet, destroying entire civilizations. Our allies wanted to band together and fight. But the Council opted for cowardice. Krypton retreated, scuttled its starships. And hoped the Collector wouldn't find us.

SEG

But it did anyway?

CHARYS

(nodding)

About twenty years ago. Your grandfather and a few of others discovered a new star. Only it wasn't a star. It was a ship.

Charys sighs at the folly of small-minded men.

CHARYS (CONT'D)

Val urged the Council to fight. He wanted to meet the threat out *there* --

(re: the stars above)

-- *before* it reached our doorstep.

But his arguments fell on deaf ears. So he looked for another way to save our world.

(beat)

Just before Val died, he discovered a kind of void. A place where time and space are fluid. He called it *the Phantom Zone*. He was convinced it could be used to *imprison* Brainiac. He built a *projector* that would allow one person to enter the zone. But he knew if Krypton were to be saved, he'd have to rebuild it on a much larger scale --

SEG

(realizing)

The accident on the moon -- that's what he was doing?

CHARYS

It didn't work, obviously. But the *intention* behind it, the desire to *save everyone* -- it came from a good place, Seg.

SEG

Even if that's true, what good does that do us now?

Charys motions for Seg to follow him, leading him to --

A STRANGE DEVICE IN THE BACK

There's a small platform with a series of three concentric rings rising up from it. Each about two meters in diameter.

Although they are fixed now, the rings appear as if they are capable of spinning. Like a great, big gyroscope.

CHARYS

The original phantom projector.

She indicates the sunstone. There's matching a depression on the projector's control panel, just like the vault door.

CHARYS (CONT'D)

I believe that activates it.

SEG

It's *your* secret. You try it.

CHARYS

I can't. I'm not an El. Not by blood. The sunstone won't work for me.

Seg considers that, apprehensive. Finally, he places the sunstone in the depression.

Nothing happens. Charys is confused, crestfallen.

CHARYS (CONT'D)

I don't understand. I really thought it would work.

Seg can tell she's disappointed. But he's also relieved their trip amounted to a dead-end.

SEG

Face it, Mom. There's nothing here but ghosts.

Just then, they hear an ALARM coming from the cave entrance.

INT. CAVE ENTRANCE - NIGHT

Charys rushes out from the observatory, Seg on her heels. Inside the skimmer, an ALARM is beeping on the control panel.

Charys activates a viewscreen detailing the skimmer's current position -- along with a TRIO OF DOTS quickly converging on them from the direction of Kandor.

CHARYS

Scout ships. The Shard are onto us. We have to leave. We can't let them find the Fortress.

EXT. OUTLANDS - NIGHT

The skimmer retraces its path back towards Kandor's force-dome, hugging the ground, using the fog as partial cover.

INT. SKIMMER COCKPIT - NIGHT

Charys checks the viewscreen, noting the Shard ships. Now, there are nearly HALF-A-DOZEN converging on them.

CHARYS

We can't outrun them for long.  
We'll have to ditch our ship as  
soon as we're through the dome.

Seg nods, anxious. Charys looks at him --

CHARYS (CONT'D)

Seg, whatever happens, promise me  
you'll keep the sunstone safe. You  
have to activate that projector --

Suddenly, Seg sees SOMETHING MONSTROUS rising before them --

SEG

LOOK OUT!!!

EXT. OUTLANDS - NIGHT

It's one of the GIANT ICE WRAITHS. Like a cross between a pteranodon and an orca, rushing to swallow the skimmer.

INT. SKIMMER COCKPIT - NIGHT

Charys reacts instinctively, rolling the skimmer at a forty-five degree angle, almost missing the beast's gnashing jaws --

EXT. OUTLANDS - NIGHT

-- but its teeth scrape the skimmer's side, damaging one of its impulsers.

Even worse, a PAIR OF SHARD SHIPS are now emerging from the fog, hot on the skimmer's tail, FIRING at it.

INT. SKIMMER COCKPIT - NIGHT

Charys fights the controls of the now-crippled craft.

EXT. EDGE OF THE FORCE-DOME KANDOR - NIGHT

The skimmer pierces the force-dome, wobbling erratically.

EXT. INDUSTRIAL AREA - KANDOR - NIGHT

Charys PANCAKES the tiny craft in a deserted street. She opens the cockpit canopy immediately, urging Seg out --

CHARYS

GO!

SEG

What about you?!

Charys is furiously inputting commands.

CHARYS

I need to wipe the guidance system.  
I can't let them use it to trace  
our path to the Fortress --

Just then, we hear the DOWNWASH of the scout ships, then see their BLINDING SEARCHLIGHTS. Charys SHOVES Seg, desperate --

CHARYS (CONT'D)

GO, SEG! NOW!!!

Seg darts away a second before the SEARCHLIGHTS converge upon the skimmer -- catching Charys in their blinding glare.

AMPLIFIED VOICE

PUT YOUR HANDS BEHIND YOUR HEAD AND  
EXIT THE SKIMMER! LIE FACE-DOWN!!!

ON SEG,

Having barely managed to hide beneath the carriage of an industrial transport truck. From his vantage point he sees --

SHARDSMEN ROPING DOWN FROM THE SHIPS

They circle Charys, jabbing their rifles at her. Charys makes eye contact with Seg. He wants to intervene. She shakes her head, willing him to remain hidden.

The Shardsmen HANDCUFF Charys and roll her back over. That's when the leader of the group steps forward into the light.

IT'S DEV-EM

Just behind him is Lyta. Upon seeing Charys, her eyes widen in surprise. Dev-Em points his pistol at Charys' forehead.

DEV-EM

Well, rankless? Have you anything  
to say for yourself?

CHARYS

(after a moment)

We must begin again at Zero.

Off Seg's face -- what the fuck?

EXT. FORT ROZZ - KANDOR - NIGHT

The imposing citadel we glimpsed outside the Shard training  
facility. Part military barracks, part prison.

LYTA (PRELAP)

How could I have possibly known the  
trail would lead to your mother?

INT. OBSERVATION ROOM - FORT ROZZ - NIGHT

Seg and Lyta are standing before an observation window  
looking out onto an interrogation room where Charys sits.

LYTA

*Is she with Black Zero, Seg?*

SEG

(truthfully)

I don't know. Can I talk to her?

LYTA

My mother's already on her way.

SEG

Just give me a minute with her.  
*Please, Lyta --*

LYTA

(equivocating)

A minute. No more.

INT. INTERROGATION ROOM - FORT ROZZ - NIGHT

A door BUZZES. Seg enters. Charys looks up at him, smiling  
despite her circumstances. He sits opposite her, whispering.

SEG

Lyta turned off the sensors. We  
don't have much time.

(off her nod)

(MORE)

SEG (CONT'D)

Why did you say you were with Black Zero?

CHARYS

I had to say *something* provocative. I didn't want them to find you.

SEG

So you're *not*, then --?

CHARYS

No. But they aren't wrong about Krypton, Seg. Something's rotten with our world. And it has been for a long, long time.

SEG

Let me give them the sunstone. Maybe they'll spare you --

CHARYS

You can't. This is too important. Your grandfather believed he could save us all. Now it's up to you to make that belief a reality.

(grasping his hands)

You *have* to do this, Seg. It's not just Krypton that's at stake --

The door behind them BANGS open and Alura is there with a contingent of Shardsmen. She nods to her troops, re: Seg.

ALURA

Get him out of here.

The Shardsmen roughly escorting Seg from the room. For a moment, the two women are alone, facing each other.

ALURA (CONT'D)

Charys-El.

CHARYS

General Zod.

ALURA

I invoke your family name out of *respect*, Charys. I want you to know that. Our children love one another. Are you aware of this?

CHARYS

Yes.



ALURA

I won't allow Lyta's life to be destroyed because of your son's mistakes. And you shouldn't allow your son to be destroyed because of yours.

(drawing closer)

Death is not the only thing the Council can threaten you with. They can recondition you. Erase the parts of you that make you Charys.

Although this frightens Charys, she remains resolute.

CHARYS

I'm aware of that.

ALURA

Then cooperate at the tribunal. Tell them everything you know. Freely, willingly. And I will promise you a good death.

CHARYS

(beat, defiant)

Death is the *only* promise we're given at birth.

INT. TRIBUNAL - TOWER OF JUSTICE - NIGHT

A packed house, in stark contrast to the routine sentencing we witnessed earlier. Security is tight. Alura and her Red Shardsmen are here in force, Dev-Em and Lyta among them.

Daron Vex sits at his bench, Nyssa by his side. Charys stands below them. The rest of the COUNCIL ELITE are also here, in their colored robes. Most were at Val's execution.

Even the Voice of Rao is present. Silent as ever.

ON SEG,

Sitting with his father in the stands. Ter is distraught.

Further behind them, we glimpse Kem and virtually every other citizen we've yet come across. Even Mama Zed and a host of RANKLESS are crowding the cheap seats up top.

DARON

Citizen Charys. You are aware of the precept prohibiting travel to the Outlands?

CHARYS  
Yes, Magistrate.

DARON  
Were you coerced into violating it?

CHARYS  
No.

DARON  
And the stolen skimmer, was this act  
coerced? By Black Zero, perhaps?

Charys shakes her head.

DARON (CONT'D)  
And yet, you've claimed allegiance  
with them.

CHARYS  
I told the Shard what they wanted  
to hear. I knew they wouldn't  
believe the truth.

DARON  
Which is what?

Charys turns to face the Council Elders.

CHARYS  
That you've been lying to us. That  
Val-El's warnings were true!

DARON  
The only one who lies here tonight  
is *you*, Charys.  
(looking to Alura)  
General Zod, the accused claims she  
acted alone. Would you enlighten us?

ALURA  
Our scanners clearly registered two  
bio-signatures in the skimmer.

A MURMUR ripples through the crowd.

DARON  
Who was your accomplice, Charys?

In the stands, Ter looks to Seg, realization dawning on him.

CHARYS  
I acted alone.

Daron steps from the bench, pacing the floor. Grandstanding.

DARON

Fifteen cycles ago I condemned your  
father-in-law to the ice. Would  
you now have me do the same to you?

Charys remains silent, meeting her husband's plaintive gaze.

DARON (CONT'D)

We believe you stole the skimmer in  
an effort to locate Val-El's hidden  
fortress. Did you find it, Charys?

CHARYS

No.

DARON

Let the record show that the  
Council believes she *did*. Let the  
record further show that we believe  
Charys to be in the possession of a  
*sunstone*. The very same element  
Val-El employed during the disaster  
that destroyed our moon.

(moving towards Charys)

Who was your accomplice, Charys?  
Name them and we will spare your  
life. Remain silent and perish.

ON SEG,

In agony. He looks at Ter and whispers:

SEG

Dad, I --

Ter smiles back at his son, his eyes wet with tears.

TER

I *know*, son. You've always taken  
after your grandfather. It's time  
I did the same.

(rising up)

I WAS CHARYS' ACCOMPLICE!

Everyone looks at Ter, who now heads to the tribunal floor.  
Daron, for his part, seems shocked at Ter's confession.

TER (CONT'D)

I forced my wife to help me. I  
threatened her life and the life of  
my son if she didn't --

CHARYS

Ter, no --!

But Ter continues SHOUTING, drowning out her protestations.

TER

I serve Black Zero! I have since  
my fathers's death!

Alura can tell things are wildly escalating. She nods to Dev-Em and the other Shardsmen closest to Ter --

ALURA

TAKE HIM!

They move to subdue Ter, but he thrashes against them --

TER

All these cycles, working at your  
side, Daron -- how do you think  
that agent smuggled a bomb into  
your tribunal? I helped him!

And suddenly, Ter BREAKS FREE, having pulled a dagger from a Shardsman's scabbard. He LUNGES at Daron --

Alura FIRES without hesitation. A single shot to Ter's head. He collapses before Daron, dead before he hits the ground.

SEG

NO!!!

Seg starts down the stands -- but Kem restrains him, calling on others to help prevent Seg from doing anything brash.

Charys SOBS, dropping beside Ter's body.

ON LYTA, THEN NYSSA

Both are horrified. Even Dev seems shaken.

Daron looks from Ter's body. There are flecks of Ter's blood on his face -- and slowly, as Daron's eyes fall on a grieving Charys, his expression begins to harden.

DARON

Let the record show; I promised the  
accused would perish if she  
remained silent.

(glancing at Alura)

General?

Alura hesitates for the briefest instant, gazing into Charys' eyes. Then she raises her pistol --

LYTA  
Mother, NO!!!

-- and SHOOTS Charys in the head. Charys drops alongside her husband, dead. All is chaos in the amphitheater as time seems to slow. SHOUTS and SOUNDS echo out, dampening down.

Seg WAILS thrashing against his Kem and the others.

ON THE VOICE OF RAO,

Enigmatic as always, exiting the amphitheater. And finally --

ON SOMEONE ELSE,

The Old Man with the scarred face, watching from a shadowed alcove. There is sadness in his eyes, to be sure. But also, a sense of inevitability.

END OF ACT FOUR

ACT FIVE

INT. DARON VEX'S CHAMBERS - TOWER OF JUSTICE - NIGHT

The chambers are dark. Daron enters, badly shaken. He strips off his robes and pours himself a drink, trembling.

VOICE OF RAO (O.S.)

*That did not go as planned.*

Daron spins, startled. The Voice emerges from a shadowed corner, his light mask slowly brightening as he advances.

This is the first time we've heard the Voice speak. There's an ethereal quality to his speech, something vaguely inhuman.

DARON

Your Reverence, I didn't realize you were --

VOICE OF RAO

*I am displeased, Magistrate. You promised us the Fortress, the sunstone.*

DARON

You'll have them --

VOICE OF RAO

*You acted brashly. We could have reconditioned Charys. Sifted through her thoughts.*

Daron lowers his head, knows he fucked up.

DARON

We still have the boy.

VOICE OF RAO

*Yes. The last living El. The sooner we extinguish that spark, the better.*

The Voice's light mask dims as he retreats into the shadows --

VOICE OF RAO (CONT'D)

*The World can never know the truth of Val's apostasy.*

-- and then the Voice seems to simply melt away, ghost-like. His final words echoing away into whispers.

ON DARON,

Sweat beading his brow, relieved to be alone.

LYTA (PRELAP)  
The whole city's looking for you --

EXT. WATCH PLATFORM - KANDOR - NIGHT

Lyta steps out onto the platform, cautious.

LYTA  
-- but I knew I'd find you here.

ANGLE ON SEG

Standing at the far end of the extended execution plank. The winds are strong, buffeting him.

LYTA (CONT'D)  
I know what you're thinking --

Seg turns to gaze at her, his expression fierce.

SEG  
Do you?

Lyta glances down at the roiling fog below.

LYTA  
You want to give up. I'm sorry for everything that's happened. But you can't do this, Seg.

And now, Seg's expression softens a little.

SEG  
You always thought I came out here because I was sad.  
(beat)  
But I wasn't sad. This place gave me *perspective*. Knowing there was something *beyond* the city walls, it gave me hope. And now, even though Mom and Dad are gone --

He fights the urge to cry, knuckling away a tear.

SEG (CONT'D)  
-- I still have hope.

She looks at him, not really understanding.

SEG (CONT'D)

I've seen it, Lyta. I've been to the Fortress.

(shaking his head)

I'm not going to kill myself. I'm going to finish what my family started.

LYTA

How?

SEG

I stole a survival suit.

LYTA

You're going into the Outlands on foot?! I can't let you do that, Seg.

SEG

I'll die before I let you stop me.

Lyta takes a deep breath, makes a huge decision --

LYTA

I'm not going to stop you.

(beat)

I'm going to help you.

Off Seg's stunned expression --

EXT. OUTLANDS - NIGHT

A skimmer speeds away from Kandor, but this time --

INT. SKIMMER COCKPIT - NIGHT

-- Lyta is manning the controls alongside Seg.

LYTA

My mother thinks I'm weak.

SEG

Guess you showed her.

He grins, grateful. Takes her hand. They fly on.

EXT. FORTRESS OF SOLITUDE - NIGHT

Lyta's skimmer weaves through the maze of icy crags until it comes upon the giant "S" glyph carved in the mountain.



INT. FORTRESS OF SOLITUDE - NIGHT

As Seg and Lyta enter through the cave door, Lyta comes to a stop, taking in the Fortress in all its moonlit glory.

LYTA

Oh. Wow --

SEG

Yeah. It's a lot to take in. Come on, the projector's in the back.

Seg leads her past the curiosities, taking her straight to --

THE PHANTOM PROJECTOR

Seg indicates the sunstone set within the control panel.

SEG (CONT'D)

My mother said it was supposed to activate this, but when I tried -- nothing happened.

Lyta crouches, inspecting the mechanism. She has an idea.

LYTA

It looks like an old hemo-lock.  
(off Seg)  
Hold out your hand.

Seg does. Lyta unsheathes her service dagger -- and makes a shallow cut across his palm. BLOOD wells. She points to the serpentine "S" inscribed in the stone.

LYTA (CONT'D)

You see how the glyph is indented?  
Let your blood fall into it.

Seg squeezes his hand, letting his BLOOD fall onto the stone. The blood gradually fills in the "S", turning the letter RED.

After a beat, the negative space around the "S" GLOWS YELLOW. And Seg smiles, remembering something --

SEG

"Our blood will bind us together."  
My grandfather was giving me a clue. Even back then.

As if in response, the projector BEGINS HUMMING. Seg and Lyta back away, unsure of what's about to happen --

The rings begin SPINNING, each on their own, independent axis. The HUMMING INCREASES until the rings are spinning so fast that they are now nearly invisible. And in the center --

A PLASMA BUBBLE IS FORMING

A GHOSTLY FIGURE takes shape within the plasma. It speaks with KEENING WAIL. Like a weak signal broadcast from hell.

FIGURE

--HeEeeLLlo?

Lyta grips Seg's arm, frightened out of her wits.

FIGURE (CONT'D)

-- lss-- sSSomeonNe --therRe?

But despite the seeming danger, Seg is compelled forward. There's something about the ghost that seems -- *familiar*.

SEG

Grandpa?

The ghostly figure resolves further, peering directly at Seg now. It's a man in his 50s. Handsome, square-jawed --

FIGURE

--wHhoo isS -- tHhhatTt?

SEG

It's *me*. It's Seg!

And like that -- almost as if the emotional connection were the bridge it needed -- the image comes fully into focus.

IT'S VAL-EL

Having not aged a day since his apparent "death". He stares in astonishment at his grandson, his eyes welling with tears.

VAL

Seg.

SEG

You're alive --?

Val's image warbles for a moment, becoming staticky again.

VAL

YeSs -- but-- traPped herRe, for the momenNt --

SEG  
 (it clicks for him)  
In the Phantom Zone.

Val nods as his image coheres once more. He looks to Lyta.

VAL  
 And who is this?

LYTA  
 Lyta-Zod, Sir.

VAL  
 (grousing)  
 I hate Zods.

Then Val looks back to Seg, a thought occurring to him.

VAL (CONT'D)  
 You're a man now. What cycle is  
 it? How long have I been dead?

SEG  
 It's the fifth of Koron.

Val's eyes widen at this, his expression becoming more grave.

VAL  
Shit. He's almost here, then.  
 (more assertive now)  
 Alright. Two things. First, you  
 have to get me out of here --

SEG  
 What's the second thing?

Val grins as if it were obvious.

VAL  
 Saving the god-damned universe from  
 Brainiac.

END OF PILOT