

Z E R O

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OVER BLACK.

WILL (V.O.)
You know how when you were a kid,
you thought superheroes were like,
the coolest people ever?

FADE IN:

EXT. SKY - DAY

Blue empty sky.

A tiny SILHOUETTE brightens the horizon. A Godly figure with
cape billowing.

Behind him, a host of other beings and costumed crime-
fighters parade through the sky. SUPERHEROES.

WILL (V.O.)
Still with me? Good! Now imagine
them with kids, uncles, aunts -

More and more superheroes crowd the heavens, before swooping
down onto

EXT. EARTH

Leaping, flying, rolling, tumbling, soaring.

WILL (V.O.)
- grandkids, great grandkids, a
world full of them! All with these
massive superpowers! And that they
are all real, right? I know, it's
crazy... but not impossible.

EXT. ULTRACITY - OVERVIEW

WILL (V.O.)
My name is Will Decker, and I was
born one cold February in a place
called Ultracity.

A magnificent futuristic Metropolis, where everything is high-
speed and super-enhanced.

WILL (V.O.)
A town where everyone gets what
they want the 'super' way... with a
wave of their hands!

Hoverways filled with activity: FLYERS soar through the sky, JUMPERS speed-leap atop buildings, a hands-free BUS DRIVER chats to his PASSENGERS while the bus drives,

BARISTAS throw coffee cups which sail magically into the hands of passing FLYERS.

WILL (V.O.)

My parents had been waiting a long time to have kids, only sometimes what you hope for... may be a lot more than you imagined...

EXT. HOSPITAL - DAY

Snowfall powders the streets. Lots of heavy traffic leads to MOUNT SKYNAI HOSPITAL, a supremely high building in the heart of Downtown Ultracity.

INT. HOSPITAL - PRIVATE WARD

A bright wall features several pictures of happy families with their babies - cute, chubby, SUPER.

In the background, new father STONE DECKER (27), a blonde Kurt Cobain lookalike on Energizer batteries, drums the handles of the hospital bed.

As he does, silvery waves of energy extend from his fingers, ECHOING sound and creating a perfect vibrational rhythm against the bed stand. He's a *Magnetic*, with the ability to manipulate energy and matter. He's making quite a racket -

RAMONA (O.S.)

Stone!

Stone looks up to see his wife, RAMONA DECKER (27) as she appears from the bathroom in a dressing gown - long dark hair, soft Spanish accent, proud, headstrong, meticulous. Also a *Flyer* with enhanced superhuman agility and endurance.

RAMONA

You're making too much noise.

STONE

Ooh! Sorry, Ro! Got carried away.
How is he?

Ramona's scowl melts away. They both glance down at the beautiful NEWBORN asleep in her arms.

RAMONA

(whispers)
Perfect.

She looks up and sees Stone smile at them both. Two parents in love with their baby - and each other. They draw into a kiss.

RAMONA

Mmm.

Two more kisses - Ramona's bare toes flutter upwards off the floor. Then more, when someone in a white coat casually pops out of thin air behind them.

DR. GONZO (40s), tall, happy-go-lucky type. Also a proud *Invisible*, would almost be transparent... if he could.

DR. GONZO

Ur - sorry to interrupt, Mister -
Mrs. Decker -

Ramona and Stone quickly break apart. The bottom of Stone's face is covered with lipstick marks. Ramona wipes it off with her hand.

STONE

(still smiling)

Is... something wrong, doc?

DR. GONZO

Um, perhaps you should take a seat.

Ramona and Stone obey, sit together on the hospital bed.

STONE

What is it, doc?

DR. GONZO

Something... has shown up in our
tests. It's about Will.

The doctor's VOICE fades to an incoherent droning.

WILL (V.O.)

You may think having superpowers is
some kind of inherent magic.

As he goes on, Stone's face turns pale. Tears spill from Ramona's eyes.

WILL (V.O.)

In fact, we call it something else -
supergenes. And every single person
here has them. That's how it's
always been...

Stone leaps up.

STONE

No supergenes? But that's...
impossible!

DR. GONZO

I am sorry - but there is nothing
we can do.

Ramona, holding baby Will, lets out a loud SOB.

STONE

Doc, check again! There must be
some kind of mistake -

DR. GONZO

Mistake?

Dr. Gonzo SNAPS his fingers. A beam of brightness hits the
wall like a projector.

DR. GONZO

These are normal babies...

ULTRASOUND IMAGES flash past, each flicking through labels
and supergene counts.

*"Virginia Grace, Flyer" (SG: 195%) -- "Derek Huckabee,
Cloner" (SG: 255%) -- "Terry Garfield, Speeder" (SG: 170%) --
"Angelique Bledsou, Magnetic" (SG: 125%) -- "Barney Davis,
Strength" (SG: 150%).*

DR. GONZO

And this... is Will.

A last ultrasound FLASHES, *'William Tomás Decker'*. And below
it - BLINKING IN BRIGHT RED - Supergene count: 0.00000001%.
Ramona GASPS, then claps her mouth and dissolves into
uncontrollable SOBS. Even Stone has tears in his eyes.

STONE

How could this have happened?

The doctor, unsure, shakes his head.

DR. GONZO

It's really hard to say. I mean, a
'super' without any superpowers...
despite all our research, there is
currently no evidence to suggest
such a thing has ever happened
before, anywhere in the world.

Ramona SOBS harder. The doctor's hard gaze softens. He points
at a box of tissues. It soars to him. He hands one to her.

DR. GONZO
Look, guys, I know it's hard but...
try not to be too disappointed. He
is just a little... different.

Dr. Gonzo leaves. Stone and Ramona hug each other, weeping.

RAMONA
What are we going to do?

STONE
I don't know. But we'll give him as
normal a life as possible.

CUT TO:

A GIANT TV SCREEN

The 'Super Network' logo flashes by.

Reporter JANINE FLASHFOOT (30s), electric ambition, beams.

JANINE FLASHFOOT (V.O.)
I am Janine Flashfoot, and we're
back again with breaking news! I'm
here at Mount Skynai Hospital where
we just received word a very
special baby has been born --

Stone emerges out of the hospital doors with Ramona holding
baby trailing behind, when they are ambushed by a huge crowd
of PAPARAZZI. Stone yells at reporters to get away.

JANINE FLASHFOOT (V.O.)
But not just any baby. The first
baby without any supergenes.

Behind the excited crowd in the background, a DARK FIGURE
with blazing eyes and a long trench-coat looms, gazing at
Ramona and Will in the distance.

Ramona, unaware of the figure, but somehow sensing the
danger, shrouds Will tighter in his baby blanket as they pass
cameras to --

EXT. PARK - DAY - 6 MONTHS LATER

A pleasant knoll. SCREAMING TODDLERS bang around inside a
shiny glass play-dome - flying, zipping, vanishing while
their parents struggle to control them.

The Deckers walk with WILL (6 months) in his stroller, when
he suddenly lifts his tiny hands.

BABY WILL

Mama!

RAMONA

Stone! He said 'mama!'

They look thrilled, when another stroller, driven by a TIRED MOM with a CHATTY BABY (same age as Will) arrives behind them in the background.

CHATTY BABY

Mom-my! Do rainbows, flowers,
trees, birds and storms all come
out of heaven?

Ramona gives the pair the death stare, but when mom turns away, she and Stone look at each other in pained dismay.

INT. DECKER HOME - LIVING ROOM - EVENING

Ramona and Stone celebrate a GIGGLING Will's first birthday, just the three of them BLOWING out a candle on a cake. All warm and intimate - no kids his age.

EXT. PARK - DAY

STONE

Ramona! He's walking!

FLYER BABY

(in background)

Mommy! Will I fall if I fly across?

Ramona and Stone drop their gazes, disappointed.

INT. DECKER HOME - RAMONA AND STONE'S BEDROOM - NIGHT

DAYCARE WORKER (PRE-LAP)

Don't worry, Mrs. Decker -

INT. DAYCARE - DAY

DAYCARE WORKER

- we will take special care of Will.

TODDLER WILL sits and watches '*Super Animals*' on National Geographic while TODDLERS behind him are being 'normal' - speeding, flying circles and driving DAYCARE WORKERS nuts.

INT. DECKER HOME - WILL'S BATHROOM - DAY - 13 YEARS LATER

A bathroom ceiling dances with psychedelic sunlight.

RAMONA (O.S.)
 (yells)
 Williammmmmmm!

A big stomach RUMBLING loudly leads us to WILL (14). Short stature, chestnut hair, round blue eyes, and overweight. His attractive baby face white with shaving cream as he attempts to shave in his PJs, a half-eaten pizza on the toilet seat.

RAMONA (O.S.)
 Will!

BOOM! His bathroom door flies open, revealing a weary Ramona - her body levitating above the ground as usual.

WILL
 (protests)
 M-omm! I'm shaving. Can't you knock?

She anxiously JABBERS something at him in SPANISH.

WILL
 What? *Ve más espacio*. You're speaking too fast -

RAMONA
 - is this yours?

She brandishes a huge tee which says, '*Eat me*'.

WILL
 Yeah. So?

RAMONA
 Will! Look at it -

She stretches it comically over her own tiny frame. It's huge.

RAMONA
 It's not healthy.

WILL
 Mom -

Will narrows his gaze.

WILL
 Are you saying I am fat?

Ramona genuinely looks mortified. Will rolls his eyes.

WILL
I was kidding, mom! I was doing the laundry.

RAMONA
(embarrassed)
Ohhhhh! You WERE!
(beat)
Well, don't take too long to get ready, then. You know, like the last time...

WILL
What? I don't take that long.

RAMONA
Sure, you don't.

Ramona kisses his head and leaves. Will glares, annoyed.

INT. DECKER HOME - WILL'S ROOM - DAY - LATER

A mountain of clothes occupy Will's bed.

Will, rubbing his chin, hurriedly tries to decide what to wear. Finally picks a very formal white shirt and tie.

He pops the shirt on. Then, with an expert hand, loops the tie and smiles at himself in the mirror.

WILL
Perfect!

INT. DECKER HOME - LIVING ROOM - DAY

A pleasant living room with an attached kitchen. FLOATING LAMPS rotate around the ceiling like planets, illuminating the clutter: picture frames, music memorabilia.

Cheetos fly straight to Stone's mouth from a metal bowl as he MUNCHES and cooks a feast. Finally, he draws his fingers together - a magical silvery SWIRL of magnetic energy, and he MATERIALIZES a FORK out of thin air. Tastes. *Mmm, delicious.*

Will runs down the stairs, clearly overdressed.

STONE
Heya Will. Where you going dressed like that?

WILL
School -

Ramona, on the phone, grins at Will and smoothly puts his breakfast down - a plate of fruit.

WILL
(grimaces)
- Ew, mom. Want to make a good
impression -

STONE
Awesome, man.

Stone, winking, casts a back-hand that sends bacon sailing onto Will's plate. Will's face shines with delight.

RAMONA
(scowls)
I saw that!

STONE
(munching his bacon)
Oh, by the way - you just missed
the bus.

WILL
Ah!

Stuffing his mouth, Will grabs his school bag.

RAMONA
(yells after him)
- And don't forget to visit *la*
terapeuta after school.

Will spits out his bacon.

WILL
The WHO?

RAMONA
The therapist! You know... to
discuss things. And I have my watch
too, so I'll always know where you
are -

She indicates the watch on her wrist. BUZZ! Will's own wrist watch BUZZES back like a walkie-talkie.

WILL
MOM!

Will GROANS as he leaves. Stone, still chewing, watches Will go - when Ramona SMACKS him.

STONE

Ow! What?

RAMONA

I was trying to help!

STONE

So was I!

EXT. SCHOOL BUS - SUBURBAN STREET - MOVING

A muddy road. A SPEEDER KID ZIPS onto a waiting school-bus, leaving a cloud of dust. As the bus departs, VEERING off dangerously, a PANTING Will comes around the corner and dashes after it.

WILL

(shouts)

Wait!

INT. SCHOOL BUS

The KIDS chortle as they watch Will through the back-window, PANTING away. DOUGLAS SPROUT (14), popular, overconfident and everything Will is not, turns to the bus driver.

SPROUT

(calls back)

Hey Lou! Go faster!

EXT. SUBURBAN STREET

Alive, but barely, a running Will finally reaches the bus doors - but he's losing speed.

Bus driver LOU PICKENS (late 20s), would be cooler if he wasn't freaked out and anxious, holds his hand over the wheel, when he sees Will and does a double-take.

LOU

(calls out)

S-Sorry man! I can't stop this thing! I would like to, but I can't-

Will, catching up, manages to grab the door handle.

WILL

(yells breathlessly)

You're the driver! Of course you can!

LOU

Not a very good one!

BANG! The bus veers awkwardly again - when Will's watch suddenly VIBRATES, making him jump and let go, before the bus SPLASHES him and takes off for the hoverway beyond.

Will sputters like a brown mud-pie, his nice clothes completely ruined.

EXT. JACKSON MARVEL HIGH SCHOOL - DAY

An imperious institution flanked by several statues on pedestals representing each major superpower: 'flyer', 'magnetic', 'telekinetic' with the 'invisible' pedestal - empty.

A gigantic statue of founder Jackson Marvel floats overhead, while a great plaque over the main doors reads the school motto in Latin: *'Invictus diligensia estas.'*

INT. JACKSON MARVEL HIGH SCHOOL - LOCKER AREA - DAY

As various kids easily pop open their lockers with their powers and swing by, Will, cleaner, but still mud-stained, struggles with his locker. Only *his* door is jammed.

Will scowls, when he has an idea. He digs something out of his bag - a handy JANITOR'S TOOL, and fiddles with the door.

A SNAP. He beams, pleased when the door EXPLODES open - spitting EVERYTHING at him. Will groans. *Another typical day.*

INT. CLASSROOM - DAY

Shiny floors lead up to walls filled with marble busts of heroes and other strange and glowing paraphernalia.

FLYERS and INVISIBLES SOAR and POP in everywhere... a STRETCHY KID, an INK GIRL (who can turn into a puddle of ink), a scrawny RED-SKINNED DEVIL-BOY, CLONERS, a girl with frog DNA, even a CHAMELEON KID who changes colors.

Everyone here is a show-off.

ROHAN 'STRETCHY' MANOJ, all elastic arms and legs, has his head buried in a tablet, while his temperamental red friend, MIKEY 'FIREBOY' ANDERSON excitedly talks to him.

FIREBOY

Did you hear? Someone's lost their powers again! Everyone in town is talking about it --

STRETCHY

(absently)

Nah. Probably just a rumor... hey!

Give that back -

Fireboy, chortling, runs away with Stretchy's tablet, while Stretchy chases after him. A cloud of fists roll.

A tired Will arrives, just in time to see Sprout making out with his girlfriend LEAPER (14), a red-haired vixen whose gorgeousness overshadows her less attractive tendencies. They are quite showy and sycophantic about it.

Will carefully slinks in, hoping not to be noticed - when Sprout sees him.

SPROUT

Well, now here's a guy who doesn't have to worry about powers being stolen.

Stretchy and Fireboy stop rolling. All the kids turn and see Will. Will GROANS. *So much for not being noticed.*

SPROUT

You wanna know why?

WILL

(sighs)

Because my powers are non-existent.

SPROUT

Correct! Genius!

Sprout and the other kids CHORTLE.

SPROUT

But... I think you're being too hard on yourself. I mean, after all, there is something you have that we don't.

Will looks up, surprised.

WILL

R-Really? I do?

SPROUT

Yeah! You have no powers, man... Z-E-R-O! Cool nickname, huh? You know, like 'Egg-O'?

Suddenly, Sprout's body inflates - like a giant balloon. Will backs away, terrified as he grows, bigger and bigger, until his head touches the ceiling, hulk-like. All muscly and huge.

SPROUT

And besides... you're sweating.

Will, startled, glances down. Giant patches of perspiration spread like ink under his arms. The other kids CHORTLE.

LEAPER

Look at him.

FIREBOY

Sweaty, and unable.

STRETCHY

Super zero. Haw.

Blushing with embarrassment, Will takes a seat just as MR. PRINSHAW the History teacher, a dreamy, pushover sort of fellow arrives.

MR. PRINSHAW

All right, everyone, put it away.
Chop chop! Time to expand your
minds with the wonders of our past
and universe.

Mr. Prinshaw SNAPS his fingers. All the electronics, hidden paper planes, hover-toys, junk food fly over the kids' heads into shelves, including Stretchy's gizmo.

STRETCHY

Aw, man!

FIREBOY

Who cares about history? I can
breathe fire -

Fireboy lazily reveals a forked tongue which bursts into flame, extracting a really loud LAUGH from Stretchy. Mr. Prinshaw glares at them, annoyed.

MR. PRINSHAW

Hmph. Not everything, Mikey, is
about being 'super'.

A shocked GASP from everyone except Will, who gazes at the teacher, startled.

MR. PRINSHAW

Fine! I take that back - most
things.

Huge SIGH of relief.

MR. PRINSHAW

So, today we're going to discuss -
Ancient Rome!

A screen drops next to Mr. Prinshaw, as he scrolls through various Roman figures we know, but with superpowers: Romulus and Remus, Julius Caesar (Fire-breather), Plutarch (telepathic), and finally a new one.

MR. PRINSHAW

Who can tell me about this guy?

Mr. Prinshaw gestures to the board, making the word 'Ovid' appear at the top. Everyone looks bored, except Will...

WILL

(hisses)

Ooh, please, me, me, me! Pick me --

His eyes are closed. *He's the only one with his hand up.* Mr. Prinshaw eyes him, nonplussed.

MR. PRINSHAW

- Will?

WILL

YESSSSS!

Will, thrilled, bounces to the board. A few GIGGLES. He gazes expectantly at Mr. Prinshaw. Mr. Prinshaw blinks through his glasses, confused.

MR. PRINSHAW

Er, what are you - doing here -
exactly?

Will looks at Mr. Prinshaw expectantly, indicates the board.

MR. PRINSHAW

Oh! Right, you can't - uh, chalk.

Some chalk soars to Mr. Prinshaw, who hands it to Will. Will excitedly begins to write, when - SNAP! The chalk breaks.

Determined, he keeps going anyway with the little stump in his hand. Twenty-thirty chalk pieces later, an entire board filled with LATIN. What language experts would call 'art'.

Will finishes writing the last sentence.

WILL

(out loud, rapidly)

... There! And that's 'ANIMUS FERT
DICERE FORMAS MUTANAS IN NOVA
CORPORA!' which means something
about the spirit changing forms,
but I prefer, 'Every man must find
his own destiny and there is no
greater or smaller, it's what they
do, not what they are born with
that matters!'

Will, breathless and pleased with himself, looks up,
expecting a reaction, only to find Mr. Prinshaw gawking.

MR. PRINSHAW

Uh, Will? This is a History
class... but that's Latin.

An awkward beat. Someone FARTS.

WILL

Yeah. B-But Ovid wrote Latin! I
thought it would be cool. It's his
poetry, 'Heroides'...

Mr. Prinshaw still looks flummoxed. Suddenly, Stretchy's hair
gets ZAPPED by Fireboy - giving him a fiery burnt MOHAWK.
Stretchy YELLS.

MR. PRINSHAW

Mikey, Rohan! Enough fooling
around! Thank you, Will.

Will's shoulders drop. Great. *Even the teacher doesn't get
it.* He goes back and slumps down on his seat.

A mini-toy hovercraft BUZZES towards his head. Will pushes it
away, deflated, when there is a VWOOSH.

He looks down, thinks he's broken his chair, but no - it's at
the door. Everyone turns and sees a long pair of legs clad in
ragged bad-ass jeans emerge... a GIRL.

Pale, heart-shaped face - elegant, arrogant. A bright blue
ombre sparks in her long dark hair like fireworks. But it's
her eyes that stand out - a magical, intense PURPLE, like
forget-me-nots. Every boy's gaze turns huge, like saucers.

STRETCHY

(whispers)

Whoa.

FIREBOY
Who IS that?

SPROUT
Hey, she's kinda hot! Ow, what?

Leaper, irritated, kicks him. Mr. Prinshaw checks his register.

MR. PRINSHAW
Ah... yes. Angela Darwin.
(grins like Cheshire cat)
Our new transfer.

DARWIN
My name is Darwin D'Angelo.

MR. PRINSHAW
(confused)
But your paper here says -

DARWIN
I know what it says!

Furious, she snatches it from the teacher and CRUMPLES it.

DARWIN
My name is Darwin! And if anyone
here calls me anything else, they
are mince meat! Understood?

She storms into the only open seat without another word. The whole class gawks at her - *she's a little spitfire*. As class moves on, Sprout, a seat away, leans forward.

SPROUT
So, sweetcakes! What power are you?

Sprout gives her a sexy smolder. Darwin eyes him, annoyed.

DARWIN
Well, even if I had any - I
wouldn't tell you now, would I?

Will's head lifts all the way up. *What?* The other kids stare at her in disbelief.

SPROUT
(weakly)
Y-You can't be serious.

DARWIN
Try me.

Sprout's face blanches. Will's jaw drops.

MR. PRINSHAW (O.S.)
 Kids, c'mon! Hello? It's History
 time! Let's move on now to the
 Seven Labors of Heracles, shall we?

Everyone gets back to work, but with curious whispers: *'Who IS she?'*, *'No powers, you think it's true?'*, *'I knew she seemed weird...'*

As Mr. Prinshaw lectures, Will, for once, is distracted, his gaze narrowed on Darwin. *Who is this girl?*

SERIES OF SHOTS - THE GIRL WITHOUT POWERS

- CAFETERIA. Flyers and others VWOOSH their plates over. Will stares at Darwin, who reads through all the chaos.

- LOCKERS. While everyone else SPINS, SKATES, BLAST each other, Darwin, head buried in a book like an ordinary person, walks to her next class. Will spies behind a wall, scowls.

- CLASSROOM. A TEACHER asks a question. Will, confident, raises his head as usual, when - ZIP! Darwin raises her hand too, and answers before he does. Will gapes, intrigued. *She is so non-super like him - it's crazy!*

EXT. SCHOOL - DAY

School's over. All the kids rush out. Will meekly shuffles last, when the alarm on his watch VIBRATES abruptly. He looks down and sees a CALENDAR BUBBLE POP-UP. From Ramona, *'Don't forget your therapist appointment!'*

Will scowls, when he hears a ROAR and sees the bus leaving. His eyes pop with alarm.

WILL
 Hey! No, no - wait! Wait for me!

Will runs, but it's already gone. He just missed it again!

WILL
 UHHH! STUPID WATCH!

He tries to yank it off, but the strap remains stubbornly taut. Annoyed, he finally finds the watch's 'off' switch. *Fine, he doesn't need them.* He will walk home! With a proud pout, he goes forward:

MONTAGE - ANGRY JINGLE

- Road. FIRE-BREATHING TRAFFIC COPS WHISTLE and chivvy everywhere through crowded traffic as a crowd of SUPERS pass.

SUPER VALLEY GIRL #1

Hey, did you hear? Maggie Fletcher was like, flying to work yesterday when her powers, like, disappeared, and she fell, like, 200 feet down --

SUPER DUDE #2

-- Uhuh, yeah, and Wilfie Wilkinson ran into an actual wall a week ago after he lost his. Poor fella, he used to be invisible -

As Will waits to cross the street, he idly memorizes the roads, '*Terrible Two Lane*', '*Linger Road*', '*Duh Drive*', when suddenly he SCREAMS as a car HONKS past, missing him by inches. The driver yells, 'Idiot kid!'

- *Dry-cleaners*. Hands on the window, Will watches a WINDY SUPER blow an endless column of air and steam-clean an entire row of clothes in 5 seconds. Will puffs up his cheeks, blows, turns blue in the face. The annoyed Super chases him away.

- *Park*. Will buys a slice of pizza, sees Darwin down the street. Wow. A RANDOM SPEEDER steals his slice. He GROANS.

- *Bridge*. LITTLE GIRL CLONES effortlessly slide down the metal railings. Will tries it too and slips - CRASH! The clones spin around, wondering where all the noise is from.

END OF MONTAGE**INT. DECKER HOME - KITCHEN - EVENING - LATER**

Brooms impatiently swish the floor on their own. Stone roasts steak, while a preoccupied Ramona feverishly sifts through paperwork. Stone glances at Ramona as she works.

STONE

Hey, Ro! Here's a fun one: what did the Magnetic say to his wife?

RAMONA

What?

Stone lifts his hand. A wave of silvery magnetic energy shoots from it, whips a surprised Ramona towards him.

STONE

He said, 'Stop working, and do the Tang-o.' RAAAWR!

He playfully grabs her waist and leans her over for a kiss. Ramona GIGGLES, when her phone RINGS on the kitchen counter.

RAMONA
Oh! That's for me!

VWOOSH! Ramona glides off, letting Stone CRASH to the floor.

STONE
Owww! Who - is - it?

Groaning, he lifts his face, massaging his squashed nose.
Ramona, perched on the kitchen counter like a bird, glances at the display.

RAMONA
It's Monty.

STONE
WHAT?

Stone, despite his pain, pops up, shocked.

STONE
HIM! That pompous BLOWHARD -

RAMONA
(frowns)
Stone! He's not a blowhard! We work together...

STONE
C'mon, you don't believe that!
Just because that darn weather manipulator with all his 'sweepy' hair's a former super champion...

RAMONA
(heatedly)
Um, just in case you've forgotten, that 'darn' weather manipulator also stopped not one, but THREE massive hurricanes from ravaging the city in the past few years.

STONE
So? I can stop a hurricane.

RAMONA
Stone!

STONE
Okay, fine, maybe I can't, but still...

RAMONA

Well, as far as I'm concerned, he's not just a super champion, he's a hero! And as the leader of the city Super Council, it's my job to know exactly who's in it -

STONE

Fine! But don't say I didn't warn you.

RAMONA

I won't!

STONE

FINE!

They both glare daggers at each other, unaware there's a figure behind them.

WILL (O.S.)

Hey mom and dad.

RAMONA/STONE

Ah!

Stone and Ramona jump guiltily.

STONE

Oh WILL! Hey, uh - what are you doing here...?

WILL

(frowning)

Uh, I live here?

STONE

What? Oh, right. Of course you do - right-o!

Then, Stone notices Will's woebegone state.

STONE

Hey, are you okay? You look a little... roughed up...

WILL

It's... nothing, I'm fine.

Will tries to go, but Ramona stops him.

RAMONA

Hmm, but you don't look fine! How was the appointment?

WILL
Appointment? What are you - ohhh,
that appointment! Er, yeah, sorry -
I, er - I... I didn't go.

RAMONA
You WHATTTT?

Will cringes, waiting for the avalanche.

RAMONA
WILLLL! It will help you! You know
that -

WILL
NO! There's nothing wrong with me -

STONE
Guys?

RAMONA
- *Las tonterías!* Dr. Phineas is the
best therapist there is! You're
going!

WILL
No, I'm not -

RAMONA
William Tomás! You are going if I
have to make you!

WILL
URGHHH! I SAID NO, MOM! Look, all I
want is to be normal, like everyone
else, okay? I mean, you don't even
know what's good for me! And you
couldn't possibly know how I feel,
because you have superpowers and I
don't!

Will storms off. Ramona stares after him, stunned.

STONE
(whistles)
Whoa, he's really angry today...
hey, er, Ramona, where are you
going? Ramona? Oh c'mon --

Ramona floats off too, her phone call all but forgotten.
Stone, standing in the empty room, sighs. *He can never win.*

INT. WILL'S ROOM - NIGHT - LATER

A dark teenager's lair. Neon signs, '*Bad Ass*', '*Exit*'.

Posters of super-sports champions, helmeted heroes in grand poses, clutter the walls. This along with an ADVANCED PHYSICS book or two, as well as books in various languages, '*Latin*', '*Chinese*', '*Swahili*'.

Even a CHESS SET that Will likes to play by himself. Academia at its best.

Will closes the door, then collapses on his bed. Eager for distraction, he picks up one of the language books with one hand, flips aimlessly through it. *Been there, done that.*

Tosses it. He moves a pawn on his chess set with the other. Checkmate. *Easy when you're alone.*

A soft knock. The door opens.

RAMONA

Hi. Can I come in?

Will glances at her wearily. Ramona floats in and perches next to him on the bed.

RAMONA

You know, you're right. I don't know what it's like to not have superpowers. BUT I do know what it feels like to lose...

Ramona glances at the lava lamp. The elongated bubbles in the lamp immediately manipulate to reveal a REFLECTION: Ramona as a YOUNG GIRL, glasses, very chubby, awkwardly making her way alone to school.

RAMONA (V.O.)

I mean, I had no friends either, Will. It was just me and my books. And sometimes, it's not about trying to change who you are, *Mijo* - it's recognizing what you already have, and using that to just... be the best you can be.

The memory fades, reflecting Ramona's face as an adult. Will's gloom dials down a little.

RAMONA

And that's why I decided I wanted to be a leader one day. To help people.

(MORE)

RAMONA (CONT'D)
 Because it's my job, to prevent
 these powers from being taken
 away...

The dark shadow over Will's face returns.

WILL
 Well, you know what, mom? No matter
 what, I'm always going to be
 different from everyone, okay? And
 I'm always going to be a loser! So
 there's no point even trying -

RAMONA
 Will, you don't mean that.

Will turns away. Ramona can see she's not getting through.

RAMONA
 O-K. Well, I guess we'll talk about
 this later, then. Get some sleep...

Ramona softly kisses his head, leaves.

As the door closes behind her, Will lifts his gaze, unsure
 how he really feels, when he notices something else on his
 wall - a huge poster of JACKSON MARVEL, his hero - the
 greatest superhero who ever lived.

Will cheers up a little, his imagination taking hold as the
 poster begins to move, revealing OLD FOOTAGE:

DREAM SEQUENCE - HISTORIC SPORTS MOMENTS

Super-sports stadiums, PEOPLE cheering a golden blur - an
 IMAGINARY SUPER WILL, laser eyes, all-powerful, battling and
 pulverizing another Super, before victoriously FLASHING past
 his competition, out of poster, and onto Will's ceiling...

INT. WILL'S ROOM - BACK TO PRESENT DAY

The shadow vanishes. Will is all alone again. He drops back,
 defeated. His face dims, steeping everything in darkness,
 except the glow-in-the-dark stars on his ceiling which begin
 to brighten --

EXT. ULTRACITY - DAY

-- revealing the city in broad daylight. SUPER CIVILIANS
 leaping, zipping and driving hands-free.

EXT. SCHOOL - GROUNDS - DAY

MRS. WALLIS (O.S.)
 (sweetly)
 Hurry, children! Gather around -
 don't step on the flowers!

Bright sunshine. The Junior in gym clothes stand, profiled in a row on a soccer field across from MRS. WALLIS, their gym teacher, a little old lady with glasses and snow-white hair. Very sweet at times, but also -

MRS. WALLIS
 (growls like bulldog)
 I said - BUCK UP!

A green gas escapes her mouth - her superpower? Bad breath.

KIDS
 EEEEEWWWW!

MRS. WALLIS
 (sweet again)
 There you go! Now - Super Training 101 is all about your ability to control your powers and resist obstacles! There are dangers - but you've all been insured! Remember - you will pair with someone and be theirs for the rest of the year - keep it PG, you lucky tikes! You never know what you're going to find. Safety Equipment!

Mrs. Wallis winks and swipes her hand. Shiny helmets and cuffs ZOOM out of nowhere towards each team member and attach to their waists and feet, pairing them together.

WILL (O.S.)
 Uh... Mrs. Wallis?

MRS. WALLIS
 (like a bulldog)
 YES, Decker!

Will appears in ugly gym clothes that highlight his large tummy.

WILL
 I... uh, don't have a partner.

MRS. WALLIS
 (sweetly)
 Oh! Right, Will! I am sorry - you can be with -
 (MORE)

MRS. WALLIS (CONT'D)
(looks around)
- her!

Will spins around - and sees Darwin, who's just appeared, hair in a ponytail and a bodysuit to die for.

WILL
Wow.

Will blushes. As Darwin joins him, the metal things CLAMP with force against them both, propelling Will into Darwin.

WILL
H-Hi.

DARWIN
Stay out of my way.

MRS WALLIS
(sweetly)
Remember! One person on your team
leads -

All the teams immediately strategize. Sprout's already ballooned into his huge HULK form. Leaper yells at him:

LEAPER
Carry me! Let's win this thing!

Will and Darwin exchange glances: *not the best-case scenario.*

MRS. WALLIS
Ready, my little turtledoves? We'll
shoot... in three... two... one!

BOOM! Everyone's off! They have missed the mark. Darwin cries out with surprise, but Will rolls his eyes.

WILL
Yeah, DER! Like that wasn't
supposed to happen. Too dangerous
any... AAAAAAH!

Darwin JAMS her and Will's helmets down, ZOOMS forward.

Will GASPS - the helmets make the invisible visible! Behind the goggles is a whole other world. A huge, speeding ROLLER-COASTER track with a virtual stadium, ROARING CROWDS and a giant screen up-top with Mrs. Wallis' face.

Beyond, kids race into the vortex: FLYING, STRETCHING, EXPLODING (Fireboy), SPEED-LEAPING (Leaper), SMASHING THINGS (Sprout), even the Camouflage Kid BLENDING into the background as they aim to reach a gleaming, unreachable TROPHY in the far distance.

As they jet forward, evil-looking ROBOTIC CREATURES appear out of nowhere, distracting and shooting missiles at them as they pass. The other kids easily avoid and deflect them.

Their GLOWING threads throw them into all sorts of walls and obstacles. It's like AUGMENTED VIRTUAL REALITY.

Will, terrified as an object the size of a tram almost hits them, hides behind Darwin, who's lighter on her feet.

WILL
Please-don't-let-me-die-please
don't-let-me-die --

Unfortunately, Darwin notices.

DARWIN
(yells)
Stop slowing down!

WILL
(teeth clenched)
I c-can't help it!

DARWIN
Uhhhhh! I hate losing! We're never
going to catch up.

Darwin, pissed, draws to a halt. Will, shocked, opens his eyes.

WILL
What are you doing?

DARWIN
(determined)
Getting - our - trophy.

A bright GLOW fills her eyes. Her long hair turns from blue to ANGRY RED - a wonderful BLAZE of color and energy.

And then, the entire world, everything, ripples, FREEZES like a canvas - except Darwin and Will. *It's like time has stopped.* Will's jaw drops, sick with the realization.

WILL
Y-You have powers.

Darwin, concentrating, wiggles her fingers. Like a vacuum - the world draws forward and TILTS upside down. Will SCREAMS.

Darwin, not satisfied, turns her head again - the world FLIPS to the side. Will's face DASHES to the ground. Finally, lips pursed, she draws the trophy with two index fingers. It hurtles HIGH-SPEED towards them.

WILL

Oh God!

Will, petrified, waits for the collision - but it doesn't happen. The vortex vanishes. Blinking, he turns and sees Darwin smiling. *She has the trophy!*

MRS. WALLIS

(roars)

And the blue team -

(flowery, sing-song)

- winnnns!

VWOOSH! The obstacle course disappears, leaving blue sky, green grass. They are back in the field. The cuffs loosen, getting them all free from each other. Will is almost sorry. The others, way ahead, turn and see them.

LEAPER

What?

SPROUT

How?

DARWIN

Yay!

Will glances at her in surprise. Darwin is actually *smiling*. She looks different, prettier - if that's possible. Will grins too. *Maybe things are not so bad after all.*

EXT. SCHOOL - DAY - LATER

The great doors open. Kids stream out their usual way. Will perambulates with an extra bounce in his step, when he FREEZES! His dad is waiting there with his beat-up blue Chevy.

STONE

HEYYY CHAMP!

WILL

D-Dad. What are you doing here?

STONE

Going to pick up mom! Thought you would wanna ride. You know, after what happened yesterday...

Sprout and his gang SNIGGER as they pass.

SPROUT

Aw, look. 'Daddy's' here.

Will, miserable, gets in the car.

STONE

Seatbelt.

WILL

But you don't wear one.

STONE

Will, safety!

WILL

Can I drive?

STONE

No.

WILL

Ooh! Can I get a motorcycle then?

STONE

Will! You're fourteen.

Will scowls. The car, making loud POPPING sounds, unsteadily rolls off.

EXT. ULTRACITY - OVERVIEW

Busy city landscape sparkling with life. Bright banners, *'Together, we soar'* *'In the Council, we trust'* beam past as the SUPER COUNCIL BUILDING looms into view, a grand triangular building with a unique pillared entrance.

INT. COUNCIL BUILDING - MAIN ROOM

A huge hall with a circular skylight, painted with birds and edged with GIANT PORTRAITS of past superheroes. Audience pews descend towards a massive table, where thirty COUNCIL MEMBERS sit, listening to their leader, Ramona with rapt attention.

RAMONA

I know the rumors about the dissolution of powers are overwhelming, but as your council president, I can assure you we are all safe here, first and foremost. However, we did want to confirm our suspicions before making any rash statements.

COUNCIL MEMBER #1

What do you mean?

Ramona reluctantly lifts her hand. COUNCIL AIDES scurry forward and levitate a body: a WOMAN lying with eyes wide open, like she's frozen with fear. The council is horrified.

RAMONA

This is Albina Dodge, an *invisible*, but all her superpowers are gone. Stolen from her. And it looks like the assailants have all been targeting certain individuals...

The wall behind Ramona projects images of affected supers.

RAMONA

The best clones, manipulators, invisibles, you name it.

COUNCIL MEMBER #3

But... I don't understand. Why would anyone want to do this? I mean WHO would even want to?

Ramona opens her mouth to answer, when the doors burst open behind them. A SHADOW falls on the projection wall.

ZORBO (O.S.)

Heya folks! Miss me?

Everyone spins around and sees a figure appear at the entrance of the hall. Tall, brazenly-handsome, like a modern Adonis, with a seeming confidence second to none.

A long sweeping trench-coat glowing and embroidered with actual shafts of lightning, graces his chiseled physique. This is ZORBO (33) the same daunting figure from the opening.

RAMONA

You are late.

ZORBO

Sorry, traffic.

A seat SPINS to him, hitting some fuddy-duddy council members' seats on the way(Ow! Oof!).

He PLUNKS down in the chair, when he notices Ramona's annoyance.

ZORBO

What?

RAMONA

Look, Monty -

ZORBO

- Zorbo! Zorbo Ignatius Montefist.

He casually pounds his fist on the table, igniting more lightning. Ramona shrugs.

RAMONA

Yes, well, you may have been
champion at the Hero Games back in
the day -

Ramona indicates the portraits: handsome champion Jackson Marvel in one, Zorbo scowling in the other.

A young FEMALE SUPER COUNCIL MEMBER gazes at Marvel's portrait and sighs. *Adulation*. Zorbo glares at her, annoyed.

RAMONA

- Ten-time champion!

ZORBO

Oh? Such as?

RAMONA

Crime. Perhaps you may have an idea
- what with, all your 'darker'
connections and all...

Zorbo laughs.

ZORBO

Ramona, Ramona, Ramona! What do you
take me for? A criminal mastermind?
Well - of course I am! I mean, not
to brag, but I did graduate
university *magna cum laude* all
those years ago, brilliant at
everything from plain ol'
Chemistry, to the psychological
study and art of our super powers
and abilities. Don't know if that
qualifies...

Zorbo YAWNS: Several documents fly up, turn into paper planes. A few CHUCKLES from the other members.

RAMONA

So... I guess you have no idea what happened to Gordon Gradoon, then?

BANG! The paper planes vanish abruptly. Zorbo's bit ruffled.

ZORBO

Gordon? Head of the Anti-Energy Commission? What about him?

RAMONA

Well, it's not on the news yet, but apparently some random stranger bullied him into spilling highly classified information yesterday and threatened him with death if he didn't agree to do so.

ZORBO

Why, yes. That was me.

The council reacts, horrified. Ramona's flabbergasted.

RAMONA

You, what?

ZORBO

(a little guilty)

Oh, c'mon! I'm a council member! He was disregarding authority, so I was just doing my job... All I did was take matters into my own hands...

RAMONA

- By torturing him? That's a huge lapse in judgement, Monty! I let you be a member of the council, because I thought you had changed! That you were actually going to use your big ego for something useful! Clearly, I was mistaken - because what you did to Gordon is unconscionable!

Ramona stands up straight, her eyes cold and firm.

RAMONA

On behalf of the council, we will no longer require your services - you are dismissed!

ZORBO

What?

Zorbo's smirk vanishes, stunned.

ZORBO

Are you... firing me?

COUNCIL MEMBER #1

You heard her, cupcake!

COUNCIL MEMBER #3

'Has-been!' And good riddance.

The other council members LAUGH. Zorbo's dark eyes spark with rage. Suddenly, he lifts both hands up. BOOM! The ceiling BLASTS to bits, furniture scattering. The Council Members YELL with surprise.

ZORBO

Fools! Do you think I NEED your pathetic council? I stuck around here because of you, Ramona - but now I'm beginning to realize my 'efforts' weren't appreciated. 14 years of planning and you've forced my hand, but I won't let it go to waste - and I can PROVE it now -

RAMONA

No, you won't!

Ramona ZIPS upwards and ZAPS an explosion of purple light in Zorbo's direction.

ZORBO

Ah, Ramona. Always up for a challenge, that's what I've always loved about you.

Zorbo casually flips his hand. The ZAP FREEZES in mid-air, then... TWISTS like a snake, and rushes back towards Ramona.

Ramona, surprised but determined, hastily ZIPS to the side, but too late - it HITS her - freezing her heart, soul, before it CATAPULTS her out of the air like a bombed plane.

The other council members CRY OUT with fear. Unperturbed, she tries to bounce back, when she realizes gravity is pulling her down. Her body flaps uselessly as she SCREECHES downwards. The council members rise to assist -

But before they can, Zorbo's lazy hand twists and turns, forcing her upright... frozen. Ramona glares at him, stunned.

RAMONA

Y-You! You're the perpetrator.

ZORBO

Yes, me! Wasn't a super-champ for nothing. You see, before all that training, I learnt how to do some... useful things too.

He pulls back his jacket. The other supers GASP. What should have revealed a human body underneath, is in fact, a MACHINE!

Millions of tiny shifting panels, gears WHIRRING. And out of this tangle of metal explodes a mechanical claw, which hands Zorbo something luminous, like a beating heart... a VIAL.

COUNCIL MEMBER #1

What is that?

ZORBO

Something beyond the depths of this world's knowledge. Let me demonstrate!

Zorbo lifts the vial. It glows ominously, sending a cloud of purple fog which expands, growing heavier and heavier, until all the other council members, one by one, drop, unconscious.

ZORBO

Ramona, my sweet! Let's go on a field trip.

Without waiting for her answer, he draws her like a magnet, and leaves.

EXT. COUNCIL BUILDING - DAY

Cloudy sky. Stone and Will arrive in their blue Chevy. Stone scans the parking lot, amazed. It's CRAMMED with people. He leans out the window to talk to a RANDOM SUPER.

STONE

Hey, what's going on?

RANDOM SUPER

Some kind of commotion in there...

Will and dad both exchange curious looks, when suddenly - BOOM! The ceiling of the council building explodes.

Down below, Stone and Will see it with the crowd.

STONE

Oh my God...

WILL
Mom! Dad, what's happening?

ZORBO (O.S.)
Well, hellooo supers!

Stone and Will look up and see Zorbo floating on a grey cloud above the council building, like a glowing phantom.

STONE
Oh no. Not him.

Stone gazes at Zorbo with foreboding.

ZORBO
Ah! My apologies, probably wasting tons of expensive air time... oh well, let's cut to the chase. You're probably wondering where all your precious council members are? Well, they got a little tedious, so I decided to zap those old sods...

The storm cloud GLOWS like a projector screen, revealing VISUALS of the council members. All unconscious. The CROWD below gasps in horror.

ZORBO
Well, all except - one.

Zorbo SNAPS his fingers - VWOOSH! Ramona floats up from the big hole in the ceiling, her hands and legs bound, and her mouth in an invisible bind over her mouth.

All the hairs stand on Will's neck as he recognizes her.

WILL
Mom?

Stone is frozen with shock.

ZORBO
Perhaps I should take her out of your way...

WILL/STONE
No!

ZORBO
But wait. Maybe prisoner is a bit on the harsh side. After all, we did have quite the history once, didn't we, Ro?
(MORE)

ZORBO (CONT'D)
Maybe we can still... make some
'cozy magic' together.

Suddenly he pulls her close and KISSES her passionately. Will is stunned. Stone, however is totally horrified, like someone just punched him in the gut.

ZORBO
Oh! And speaking of games - how
about we play by my rules now?

Will comes to. He tugs at Stone.

WILL
Dad, we have to do something!

STONE
What? Oh, right.

He advances forward angrily, yells up at Zorbo.

STONE
Hey you! Let go of her -

Zorbo glances down. A smile of mirth.

ZORBO
Stoney! Buddyyyy! Long time, no see.

VWOOSH! Stone sends a magnetic wave of power which STREAKS, lightning-fast, towards Zorbo. Zorbo chuckles.

ZORBO
Oh, c'mon. If you wanted a show,
you just had to ask!

BANG! A purple ray of power bursts out of the vial and meeting the blue wave, mid-air, pierces right through it like a piece of glass, heading straight towards Stone.

Stone's gaze widens in alarm.

STONE
No! Will, get in, get in --

Before Will can protest, Stone hurriedly pushes Will back into the car, when BOOM! Zorbo's purple jet cloud hits him. Stone jerks back, shocked. Ramona, tape over her mouth, makes a horrified sound.

WILL
Dad!

Stone doesn't answer. The color's drained from his face. He peers at both hands, the blue glow fading from his fingers. *He has lost his powers.*

STONE

N-No.

The purple jet expands in size to a MASSIVE CLOUD OF FOG. The other supers scream, backing away, but too late. The fog rolls - alive, dreadfully heavy, right through them all, before getting sucked back into Zorbo's vial.

ZORBO

No more powers! That's right, everybody! See, I like games!

Zorbo HOWLS with glee.

ZORBO

But don't despair. See, I'm a generous guy, so I will give you all your powers back... eventually... or better yet, maybe I'll just... DESTROY the city! HA! What do you have to LOSE?
(beat)
And just in case you all needed a little motivation, thought I would also bring along some cheerleaders-

BANG! Several metallic things crawl out of the roof behind Zorbo, one after another. Huge SPIDER-BOTS with evil red eyes and crab-like pincers. The crowd, below, SCREAMS, terrified.

ZORBO

Oh, they're friendly, don't worry.

Zorbo emits a peel of maniacal laughter.

ZORBO

Just remember one thing, supers... every important discovery... is simply a matter of time! After all, knowledge... is power, both up here, and down under! *Adios Amigos.*

His provocative gaze bores into them all. And then, his arm still around Ramona's waist, he disappears with a ZAP.

The spider-bots, eliciting a few more SCREAMS, leap off the roof, and scuttle in various directions towards the city.

RAIN starts to pour. Will in the car lifts his head to -

SILENCE. Deathly, as the gathered crowd starts to realize that their lives are never going to be the same again.

INT. CHEVY - LATER

BOOM! The rain expands to a THUNDERSTORM.

Stone, in the driver's seat, SPEEDS back with Will chirping next to him, trying to be heard over all the noise. The chevy has never been driven this fast.

WILL
Dad? Daad!

STONE
WHAT, Will?

WILL
We have to go back!

Stone, struggling to see through the rainy windshield, shakes his head.

STONE
No, we can't.

WILL
Yes, we can! And even if you wanted to go home, you're going the wrong way, it's that way -

Stone, annoyed, does a U-turn.

STONE
Will! Did you even SEE what just happened back there?

WILL
Yeah! And he's crazy! And mom's been kidnapped!

STONE
I know that already!

WILL
Then, what?

Stone slows down a little.

STONE
Look, it's hard to explain. You don't understand Zorbo, like I do. He and I were rivals growing up. He was your mom's first love...

(MORE)

STONE (CONT'D)
I mean, you saw what happened out there! No one can go against that guy without getting hurt...

WILL
W-Well, powers or no powers, we have to try!

Stone SLAMS the brakes. The car screeches to a halt.

STONE
(yells)
Will, stop it! Just... STOP! Don't you GET IT yet?
(beat)
He has taken our POWERS, okay? He's taken... EVERYTHING!

Will stares at him, shocked. *He's never seen his dad like this.* Stone calms. They are right outside their house.

STONE
Look. I am sorry, Will - but given what's happened, I'm not sure what we can do. At least not tonight. This is reality, OK? We'll get your mom back, but right now, I need time to think. *Alone.*

Stone gets out of the car and heads into the house. Will, astonished and shaken, watches him.

INT. WILL'S BEDROOM - NIGHT - LATER

Clothes neatly organized in Will's closet.

Will, still in his wrinkled day clothes, hangs up the last of his trousers, then, restless, lies back in bed, his gaze bloodshot. He stares at the ceiling, wide-awake. *There's no way he's sleeping tonight.*

CUT TO:

INT. DECKER HOME - WILL'S ROOM - NEXT MORNING

SNORING. Will, drooling in his sleep, lies, curled on top of his bedspread, when the light hits his face.

Will's eyes burst open.

He immediately jumps up, ready for action.

INT. DECKER HOME - LIVING ROOM - LATER

Windows closed, TV blaring. A freaked-out Janine anchors the NEWS rapid-fire, looking like something the cat dragged in, with the giant Zorbo cloud BLAZING lightning behind her in background.

JANINE FLASHFOOT (V.O.)
 -- All communications halted
 outside the borders! A never-before-
 seen, unprecedented phenomenon.
 Phones ringing off the hook! Police
 forces are still overwhelmed all
 over the city --

Will clatters down, school bag and all. A sleep-deprived Stone sees him coming down the stairs.

STONE
 Will? Where are you going?

WILL
 School.

STONE
 WHAT? No!

WILL
 Dad!

STONE
 No way! Are you kidding me? You're
 not going anywhere! I mean, the
 whole city's without powers! Who's
 going to protect you?

WILL
 I don't need anyone to protect m-

STONE
 No, you're staying right here with
 me, where you'll be safe and sound,
 and where everything's FINE and
normal.

WILL
 (frustrated)
 But everything's not normal!

STONE
 Will, I'm tired of arguing! We will
 get your mom back! Just - give me
 some time to figure this out, okay?
 You're staying home! No 'buts' -

WILL

But -

STONE

No BUTS!

Will GROANS. Stone turns away.

Will's eyes still lock on Stone, just to make sure.

Then pretending to head to his room, he does a full 360, and sneaks out the back door.

EXT. STREET - DAY

A bruised purple sky. An ominous emptiness - no birds even. Will, wearing more casual clothes than usual, appears outside and immediately notices something is wrong.

Bolts of lightning reveal the shadowy dome that eclipses the town, like a dark cloud.

Worse, it's all weird and rainy - no sun at all. Will looks around, checks his watch, *No sign of the bus.*

Perturbed, he ambles down the street on his own. As he passes, he spots various things:

Stores closed, wires sparking out of lamp posts. And damage from the spider-bot attacks:

Broken roofs, missing chunks of road, even the cutout of a fleeing super who clearly escaped by running straight into one of the brick walls.

People, slouched and hopeless, walk past the translucent ZORBO DOME that seals off Ultracity from the rest of the world.

Will frowns. THE WORLD IS GIVING UP.

Suddenly, a SPIDER-BOT appears out of nowhere in the distance and with an angry KREEE, breaks a glass window and enters. The few PASSERSBY SQUEAL and scatter.

Will, alarmed, SCRAMS before it sees him too.

EXT. SCHOOL - DAY

A light wind RATTLES a can out of the way as Will arrives.

His eyes expand with horror. The school building looks terrible. Windows broken. Graffiti everywhere. A giant wad of bubble gum splattering one wall.

A bald individual, who seems oddly familiar, closes the doors. As he nears, Will narrows his eyes.

WILL
Mr. Prinshaw!

Mr. Prinshaw turns around, surprised.

MR. PRINSHAW
Hey Will.

Not his usual bright self. Will stops short.

WILL
Hi! Uh, you actually happen to be just the person I was looking for, sir.

MR. PRINSHAW
Oh? What can I help you with?

WILL
(lies)
Well, um I'm... writing an article for the school newspaper, and I was wondering if you had any thoughts... about what happened yesterday? You know, about maybe Zorbo, or his background? I mean, since you teach History and stuff..

MR. PRINSHAW
(laughs)
Will! I'm a History Teacher, not a detective.

WILL
(embarrassed)
Oh! Right.

MR. PRINSHAW
And besides, school's closed, so I can't really help you much anyway.

WILL
What? B-But we're always open, you know, the school motto, '*Supers need to be diligent*' and all that, says so on that board...

MR. PRINSHAW
Yeah. Unfortunately, I don't know what to believe anymore...

(MORE)

MR. PRINSHAW (CONT'D)
I mean, look around you, kid. Does
anything seem super to you anymore?

Will does. And he realizes. It's not just their superpowers,
it's everything. Even the statue of Jackson Marvel lies broken
on the ground, no longer floating... vandalized. As he gazes at
it, disturbed, a voice cuts through his thoughts.

DARWIN (O.S.)
Yeah, it's kinda crazy, isn't it?

Will jumps as Darwin appears, but Darwin, ignoring him, goes
over to the damaged statue and touches the place where the
arm had been.

DARWIN
Ugh! Someone has poor taste. Who is
that super anyway? Verisimilitude.

WILL
Veri - what?

DARWIN
Reality is not about being super.

WILL
(confused)
What? But you -

DARWIN
All this 'glorifying'! You'd think
being human doesn't count at all!

WILL
It doesn't.

DARWIN
No one actually uses their -

WILL
Hands!

DARWIN/WILL
- or heads!

Suddenly, Darwin beams at Will. Will, surprised, returns a
shy grin. Then he realizes Darwin is still staring at him -
like she's seeing him clearly for the first time.

DARWIN
Will?

Will swallows, a little nervous.

WILL

Yeah?

DARWIN

You're... different from everyone else.

Will's bright expression fades.

WILL

Oh. 'Different'... right.

DARWIN

No, that's not what I mean -

She opens her mouth to say more - when SCREECH! A fire truck rushes by, breaking their moment.

WILL

What the -

Several cop cars ZIP by on the road; someone on a loudspeaker; emergency lights flash as PEOPLE run to something in the distance. Will and Darwin glance at each other, then in silent agreement, follow the chaos.

EXT. DOWNTOWN - STREET - DAY

A huge crowd gathers around an old apartment complex.

SPROUT

This is awesome!

Will and Darwin appear, right behind some of the super kids from school, seeming somehow diminished since their loss of powers, but still looking gleeful for some reason.

WILL

What's going on?

LEAPER

Someone's jumping off a building!

WILL

WHAT?

A swarm of COPS with loudspeakers chivvy through the crowd - uncomfortable with the equipment they've never used. Leading them is the POLICE CHIEF, a dwarf of a man with the voice of God, and his good-humored DEPUTY, the total opposite.

POLICE CHIEF

Sir! Get down!

DUDE-UP-THERE (O.S.)
Can't, man. I'm busy.

The jumper emerges out of the shadows. Will and the other kids all REACT with surprise and horror.

KIDS
Lou?

Lou, depressed, without his bus driver uniform, barely gazes in their direction, dark circles around his blank eyes. *No one has ever seen him like this.*

LOU
(dramatically)
Our powers are gone. Don't you guys get it? Who are we without our powers?

The crowd blink, worried. *They don't know.* Will frowns.

LOU
Yeah, exactly. Life isn't an epiphany anymore, people, so time to face the music! We're as good as done. Everything is hopeless now...

POLICE CHIEF
Well, that's true...

Dabs his eyes, sniffles. A RIPPLE of agreement. Some SOBS.

CROWD
He's right! No point - no point -

Even Sprout is tearful - a truly sentimental moment.

DEPUTY
(sobbing hard)
Wait, Man! We're all coming up there!

CROWD
(chorusing trance)
Coming... we are coming...

Will listens to all this, shocked.

WILL
What? But that's - ridiculous.

SPEEDO GUY
Who said that?

The crowd parts, exposing Will. Everyone glares at him.

RANDOM SCHOOL GIRL
It's that 'unabled' kid!

POLICE CHIEF
Why is it ridiculous, kid?

WILL
Ur... um...

Will backs away, intimidated by all the attention.

SPEEDO GUY
Man! We have no chance against
Zorbo without our powers! Did you
see what that guy did on TV?

CRAZY HIPPIE
Yeah, dude! He, like, maimed the
super council! It was sorta
terrible and sorta awesome...

DEPUTY
Uhuh! We're screwed! He's taken
everything from us.

Will gazes at the deputy. A faint memory stirs:

STONE (V.O.)
He has taken our powers! He's...
taken... EVERYTHING...

Will's eyes come back into focus.

WILL
No! He hasn't -

CROWD
What?

WILL
Look! We're all still here. All of
us! We can't let him get away with
this...

A tense beat. Crickets.

SPEEDO GUY
Hey, who's that kid talking?

CRAZY HIPPIE
Nobody!

Will's glee fades as the others ignore him, talking to themselves. Darwin seeing him vulnerable, nudges him.

DARWIN

Hey, don't beat yourself up! At least you tried.

WILL

T-Thanks.

But even Darwin can't lift his spirits. He sighs, when he suddenly spots something beyond, something that makes his hair curl.

Lou is making his way forward... he's going to jump! Will's eyes grow wide with alarm.

WILL

No.

Above, Lou suddenly hesitates, as if hearing Will's thoughts.

He frowns down, when gravity takes hold, and he TRIPS right off, rocketing down anyway.

The rest of the crowd, turn, frozen - but not Will. Determined, he pushes people aside and runs forward to the landing place.

SPEEDO GUY

Hey! What are you doing?

Will shuts his eyes and spreads his arms above his head.

Lou suddenly glances down - too late - and spots Will, the fat kid below as his only hope of rescue.

LOU

AAAAAAAH!

Will, terrified, shuts his eyes, and waits for the GIANT impact to come... the guy's SCREAM... the wind rushing down... and then... someone pushes him aside.

PHLUMPH! Will blinks and lifts his head. A white sheet hovers above his head, Lou's outline filling it -

The FIRE DEPARTMENT's come to the rescue!

FIREMAN

Hey! Get out of the way, kid -

As a surprised Lou slides off the sheet, Will, shocked, but relieved, crawls out from underneath the sheet, only to turn and face - THE ENTIRE CROWD.

Staring at Will. Like they see him differently... not exactly a hero, but... *differently*.

SPEEDO GUY

Why did you do that?

WILL

Do what?

CRAZY HIPPIE

You tried to save him -

POLICE CHIEF (O.S.)

Yeah! And you almost got in the way of the fire department and nearly cost the guy his life!

WILL

I - what?

Will's stunned. This was not the reaction he was expecting. Darwin shares his disbelief.

DARWIN

But - dude, I mean, c'mon! He literally saved his life! Is everybody here blind? If Will hadn't come forward to save him, nobody would have noticed --

POLICE CHIEF

-- Which he did, against city regulations! But no one's getting arrested this time! Now if you'll excuse us, young lady, we have more important things to do! C'mon, everybody!

Darwin and Will stare after him, amazed. The rest of the crowd, murmuring, slink by, bumping against Will's shoulders as they pass. Will and Darwin are alone. Darwin's outraged.

DARWIN

Wow. They're unbelievable...

WILL

It's okay. Don't worry about it.

DARWIN

No, Will - it's not!

Will gazes at her, surprised and touched by her support.

They stand together, a strange connection between them, when Will sees Lou approaching. He immediately brightens.

WILL

Hey. You're alright. They released you, huh?

LOU

Those cowards? Yeah. And uh, thanks. For saving me...

WILL

(embarrassed)

Oh, er, yeah. No problem.

LOU

Why did you do it though?

WILL

What do you mean?

LOU

I mean - because you hardly know me.

WILL

(embarrassed)

Oh. Er, I guess because you looked like you needed help? And we're not really strangers... I mean, you drive the bus and I uh, take it! Sometimes. Or try to... if you let me...

LOU

Right...

Lou gazes at Will, eyes suspiciously bright.

LOU

Well, in that case... maybe we should help each other. You, in?

Will and Darwin grin at each other. *Sure, why not?* They nod.

INT. MYSTERY LOCATION - DAY

A heavy veil of cobwebs rips away to expose an enormous space - a magnificent LIBRARY. Labelled shelves read: 'Pop-down Books', 'Invisible Books', 'Books That Bite'.

At the end of the library, a giant grandfather CLOCK lies on its side over a floor of tiles, all with a RUNE symbol. A painting of a man holding fire frames the main portico.

WILL/DARWIN

Whoa.

LOU

Welcome to the library. You could call it the tragic ruins of a more sophisticated fragment of time long gone - but most supers are stupid. Don't break anything.

Will studies the painting. Underneath, an embossed label in Latin reads, '*Ipsa scientia portentas est.*'

He frowns. Why does that seem familiar? Darwin turns to Lou.

DARWIN

How did you find this place?

LOU

Was bullied a lot as a kid - so I guess I needed somewhere to hide.

Will, surprised, tears his eyes away.

WILL

You were bullied?

LOU

Yup! But all bullies are wimps.

Will gapes at him, awed. Darwin shrugs.

DARWIN

True. I wish I had this place when my parents broke up.

WILL

Huh?

Will glances at her, curious, but Darwin doesn't elaborate.

Lou reaches a corner and pushes books off a large desk. A WHIRRING sound. The desk flips over and out pops - A DIGITAL COMPUTER TERMINAL. Sleek, cool, luminous screens and keypads.

WILL/DARWIN

Wow!

LOU
This is the city archive, with
information on everyone's who ever
lived here. Now let's start with a
name. Z-O-R-B-O!

A bright-red graphic ZAPS up - *'No such record exists.'*

LOU
Okay, that was dumb. What else
would he be called? Mike? Wilbur?

Lou keeps trying. The red graphic keeps ZAPPING.

LOU
Damn. Nada.

WILL
Really? You sure?

LOU
Yeah. Afraid so.

DARWIN
Well, guess that's a dead end then.

WILL
Unless... there's more.

LOU
What do you mean?

WILL
Look! He's an egomaniac and he
thinks no one can defeat him
without any powers - right? Well,
see, that's his *Achilles heel*,
because WE can! We can find out his
real agenda! And we already have
some clues. Like figuring out who
lost their superpowers first? Also
maybe the spider-bots might lead up
to him somehow...

Darwin and Lou appear intrigued.

DARWIN
Cool. So, where do we start?

WILL
I don't know - but I know all the
city streets from memory, so all we
have to do is come up with some
maps, and we're good to go!

Will excitedly lifts his hands too high, and accidentally knocks some books down.

WILL
(sheepish)
Uhhh, I mean, at least it's worth a try... right?

A tense beat. Then, Lou grins.

LOU
I think that's an idea.

EXT. LIBRARY - DAY - LATER

A restless flurry of leaves blows past. The three emerge.

LOU (O.S.)
Okay, Going to lock up. Meet you two back here in two flicks.

Darwin and Will nod. Lou goes. Will steps forward with Darwin, when - BAM! Something trips him, making him fall hard on his face.

WILL
OW!

Will, reminiscent of his dad holding his injured nose, looks up and sees Sprout and his gang. Darwin scowls at them.

DARWIN
What do you want?

SPROUT
We want in on this. Whatever you guys are doing.

Darwin and Will stare at them in surprise.

WILL
Wait, what?

SPROUT
-- Oh, but don't worry! I blame you for everything.

WILL
(furious)
ME? What did I do? Fine, you wanna pick a fight?! Try and punch me, 'balloon' man -

SPROUT

Okay!

Sprout raises his menacing fist. Clearly, no superpowers hasn't changed Sprout that much... *still scary as hell.*

WILL

(alarmed, squeaks)

Oh, ha-ha! Wait, d-did I just call you 'balloon man'? I didn't mean you are a balloon, just that you look like one! AAAAAAH, please don't kill me -

Sprout ROARS, ready to pounce, but Fireboy stops him.

FIREBOY

Whoa, Sprout! Calm down, man! We need our powers back, remember? Besides, 'Zero' here might have a point.

Darwin makes an impatient sound, when suddenly, they all hear a sound: KREE-AAR, KREE-AAR. The ground starts to shake.

They all spin around and see it. A huge shadow passing by on the deserted street behind them.

It's one of the metallic spiders! Close up, its red eyes pulsate even more, and a noxious gas pours out of its razor-sharp pincers. The kids back away, scared.

STRETCHY

What are we going to do?

FIREBOY

R-Run!

SPROUT

Where?

The spider lashes out a long, thick thread of nasty, green goo. It heads towards them.

KIDS

AAAAAAAAAAAAAAAAAH!

They all immediately dash down the street, DODGING the goo, pushing and jogging after one another.

The spider is pretty close now. A panting Will, last of all, can't help slowing down, when something tickles his hand - his WATCH! The watch makes a SYNCING sound...

WILL
Huh? What the -

The watch-face bursts bright, vibrating around his wrist until it BURNS.

WILL
W-What's happening?

Darwin, still running, turns around and sees him.

DARWIN
Will, take it off!

Will, GASPING with effort, desperately yanks hard at the strap until it falls loose, dropping on the ground.

But it doesn't just stay still. To everyone's surprise, it FLIPS over -- like a live animal, crawling, squeaking in the direction of the spider. The other kids stop, too.

The spider FREEZES, emits a mechanical GAK, before its red eyes turn screwy... eyeballs spiraling round and round, until -- FLIP --BAM! It lies broken, sparks everywhere.

FIREBOY
Whoa. Dude.

SPROUT
That's one awesome gizmo.

Sprout tries to take it, but Will beats him to it.

SPROUT
Hey, that's mi - oh, no it isn't.

Will picks it up and turns it over, scanning inside and sees a red button. He touches it. The watch immediately SYNCs again, and reveals on-screen: a grainy IMAGE of a woman.

WILL
Mom!

The other kids, amazed, gather around Will to watch too.

WATCH IMAGE: Ramona, hearing Will's voice, also looks down and sees Will. Her eyes widen. Tries to say something.

WILL
(desperately)
What? I don't understand, I can't hear you - mom!

Ramona, frustrated, keeps trying, mouthing something, but the image gets hazy. Suddenly, a flash of panic in her eyes, she cries out and then - ZAP. The image goes black.

WILL

No!

Will shakes the watch, but it's no use. Will turns to the others, his eyes oddly bright.

WILL

That was her! Don't you see? This is a clue! This 'thing' can lead to her, to Zorbo! I mean, look -

Will approaches the spider to its now-exposed left side. Inside are frayed mechanical gears interconnected, all similar to the exposed part of Will's watch.

WILL

(rapidly)

The watch and the spider sorta attracted... *connected*, somehow, not just because they are machines, but because they're actually the exact magnetic opposite of one another. You know like in *Physics*. And opposites attract! So I think what we really need to do is not just find all the other bots, but destroy them and see what's inside! That way, maybe we'll find more clues...

STRETCHY

Ooooh!

Darwin gives them a scathing glare.

FIREBOY/STRETCHY/SPROUT

What?

DARWIN

Well, seeing that you guys aren't here to help -

SPROUT

Oh, we are here to help.

FIREBOY

Though 'how' without our powers is a good question.

Will glares at them.

WILL

Hmm, I don't know. I think we're fine, don't you, Darwin?

DARWIN

Yeah, what's taking Lou so long?

Darwin and Will frostily walk away from them. Sprout, Stretchy and Fireboy stare after them, aghast.

SPROUT

Hey! Where are you going? C'mon. Give us a chance... you can't just - leave us here!

Will turns pointedly.

WILL

Really? Can't I?

SPROUT

(guilty)

Yeah, well, maybe we were - wrong, before. C'mon! Just tell us what to do. We want to do something.

LEAPER

What? No way. I want nothing to do with this --

SPROUT

Fine. Have it your way.

Leaper makes a furious sound as Sprout and the others ignore her.

FIREBOY

Yeah, c'mon, Will.

SPROUT/STRETCHY/FIREBOY

PLEASE?

Will hesitates, then relents.

WILL

Fine. Okay, I guess it's time to get down to business, then. There are five bots we need to find... Stretchy!

Stretchy jumps.

WILL
 You're... good with gadgets. So
 you're in charge of breaking into
 all the bots once we find them.
 Dar, maps?

DARWIN
 Yup. On it.

Darwin plugs a chip into Stretchy's wristband. A projection
 of the map that Will drew, reveals itself, all marked up with
 various places in the city.

STRETCHY
 (thrilled)
 Hell yeah!

WILL
 And you - Mikey!

FIREBOY
 Huh?

WILL
 You know how to destroy things -

FIREBOY
 Gee, thanks.

WILL
 I need you to kick down any
 entryways that are inaccessible.
 Can you do that?

FIREBOY
 Yup!

WILL
 And you, Sprout... you're good
 at... diversions...

Sprout looks like he wants to punch him all over again, but
 then he beams.

SPROUT
 You got it, Decker.

Will stares, gobsmacked. *Did that just happen?* Lou emerges.

LOU
 Hey lovebirds! Sorry it took me a
 while. Needed to replace the lock.
 Whoa, what happened here?

Sees the broken spider, and the other kids.

WILL

Uh, long story... but they're here to help.

LOU

Cool, the more the merrier. But before that, you two can come with me. We have to make a quick stop at my house first...

EXT. LOU'S HOUSE - DAY

A rundown suburban neighborhood. The trio arrive outside a lopsided, rickety townhouse. Lou turns the garage handle. It BREAKS in his hand. He grunts, opens it anyway to reveal: two gorgeous MOTORCYCLES, all shiny and done up.

WILL

Whoa!

LOU

My girlfriend doesn't like them much. Faster to get around.

WILL

(impressed)

Wow, Lou! These are sick.

LOU

Go ahead!

Will's jaw drops.

WILL

No way. Is that even legal?

LOU

Nope. But this is an emergency.

Lou tosses him a helmet. Will, delighted, jumps on one.

LOU

You know what this is?

Will nods.

LOU

Good! Now turn the key --

WILL
 -- And pull the clutch in, neutral,
 one down, five up, push the starter
 button.

Lou stares at him, astonished.

WILL
 (embarrassed)
 Um, I have a lot of free time.

LOU
 (whistles)
 Hmm. You're one surprise after
 another, kid... well, shall we take
 it for a spin?

Will nods, thrilled. But Darwin shrinks.

DARWIN
 Uh, you guys go ahead... I'll walk.

WILL/LOU
 (incredulous)
 WHAT?

Darwin lowers her head.

DARWIN
 I just... moving machines are not
 my thing.

Will's expression softens.

WILL
 Hey. Did you see what I was like in
 Super Training? C'mon, you'll be
 fine...

Will gives her his hand. Darwin frowns.

WILL
 I promise.

Darwin hesitates.

DARWIN
 Well. Oka - AAAAAH!

Will, without waiting, drags her on behind him. The engine
 REVS like an angry bull.

DARWIN
 Wait! Have you driven one before?

WILL

Nope!

Darwin, terrified, shuts her eyes, clutching him hard. Then - VROOOOOOOM! Will and Lou take off down the street, like wild hooligans, ZOOMING all over the place.

Darwin opens her eyes: They're going so fast and smoothly, they are almost... flying. It's *magical*.

WILL

See? Not so bad.

Will, grinning, turns his head and gives her a nod. Something about the way he looks at her makes her blush. She grips his waist harder.

BEGIN MONTAGE - VARIOUS LOCATIONS

Motorcycles and SHOES shuffle through the mostly-deserted streets. TVs in store windows play the NEWS on various screens as Will and gang make their way through the city.

JANINE FLASHFOOT (V.O.)

Good evening. Criminal Mastermind
ZORBO is still at large --

FOOTAGE on the screens reveal:

-- ZORBO, beaming with a captured Ramona, from the council building.

-- The grim POLICE CHIEF holding an emergency press conference...

POLICE CHIEF (V.O.)

BEWARE OF ALL SPIDER-BOTS! They are
armed and dangerous! Do not - I
repeat, do NOT approach them alone -

-- STREET CORNER. Lou and the kids spy on a spider-bot as it crashes down a building, emitting death-rays.

After a nod from Will, Sprout, with a confident swagger, WHISTLES piercingly at the bot and runs around like a monkey.

The spider trundles towards them, when Will uses his watch. The flash hits the spider's face. Woozy, it teeters a bit.

Immediately, Fireboy dashes in and RAMS its side with his head, knocking spider bot over.

FIREBOY

Ow!

STRETCHY

Good job.

The kids fist-bump each other. Will tries to sync his watch.

SPROUT

See anything?

Will gazes at the blank display, shakes his head, 'No'.

STRETCHY

(re: spider bot)

Well, let me try and tinker with
this thing a little.

FIREBOY

Yeah, Sprout and I will help.

-- VARIOUS. All the kids and Lou ZIP from place to place on the map, dashing after every bot, destroying them one after the other.

-- A BRIDGE. The gang carefully approaches their final spider-bot, the largest of them all, when it suddenly swings around. Its red eyes PULSATE dangerously...

WILL

Get ready!

All the kids lift up their watches again, but instead of charging at them as they were expecting, it lifts up into the air, revealing - METALLIC WINGS, like a helicopter.

With an angry KREE-AAH, the metallic spider-bot attacks, its pincers wide open, revealing several rows of sharp teeth, like a shark. Will tries his watch, but nothing happens.

LOU

Will, do something!

WILL

I'm trying -

SPROUT

Sure, tell us that after we die!

Then Darwin spots something.

DARWIN

Wait. The wings! Spin them.

GANG

What?

They all stare at her, puzzled, when Will sees what she's talking about. The wings, paper-thin, *too thin*.

WILL
Darwin, you're a genius!

Darwin blushes at the compliment.

WILL
When it comes down, everybody, on
the count of three, we grab it
together, either-side --

SPROUT
(aghast)
What?

WILL
One... two.... THREE!

They all leap up, even the more reluctant Sprout and grab the spider's wings. The bot, unable to take the weight, SCREAMS and CRASHES down.

The others fist-bump and high-five, while Darwin and Will exchange grins, a little more intimate.

INT. DECKER HOME - GARAGE - DAY

A worried Stone dials a cell phone as he paces out of the house into the garage, and looks up and down the street.

STONE
(calls out)
WILL?! Where is he?
(into cell)
Oh yeah, hi. Yes, about my wife
again, I just hoped, yeah. Huh?
Oh... yeah, bye.

He gazes at his distorted reflection in the shiny gas tank of his motorbike... reflected in it is Ramona. He touches it with his hand.

Sadness lingers in his eyes - when he hears a new sound.

He spins around, and sees two motorcycles ROAR past on the street. A familiar figure with a girl sits on one. Stone's eyes bulge.

STONE
W-Will?

The motorcycles ROAR off, leaving him behind.

EXT. STREET CORNER - DAY - LATER

Lou, Will and Darwin ROAR to a stop and get off.

LOU (O.S.)
Ah! That was exhausting.

Will takes off his helmet, anxiously checks his watch.

WILL
We're running out of time! Where IS he? We've already been at this for over a day and a half, he's probably long gone by now -

LOU
Hey, heyyy chill! You know it does take a little longer than that to find a criminal mastermind, right? Relax, we will find him! And why do you keep looking at your watch?

WILL
Because it's the only thing... that connects me to her. To my mom.
(beat)
Don't you get it? I saw her, Lou. I mean, what did he even mean when he said: 'Knowledge is power, BLAH-BLAH-BLAH, both up here and down under?' Like, who even SAYS that? Where the heck is he? On another planet?

No answers. They all look tired. Darwin clears her throat.

DARWIN
Uh, I'll be back... have to go to the ladies room.

Darwin heads into a nearby store. Will turns to Lou.

WILL
What if we don't find him?

Lou SMACKS him.

WILL
Ow! What?

LOU
Look. You're not that scared little kid I saw on the bus anymore.
(MORE)

LOU (CONT'D)
You're a doer, which is a lot more
than what most kids are around
here. They may have been born with
supergenes... but they sure didn't
earn them.

Will, despite his fatigue, is touched.

WILL
T-Thanks.

LOU
You're welcome.

Lou winks, puts his helmet back on.

LOU
Going for some quick grub! What say
you? Can bring back some merlot -

WILL
(brightly)
Really?

LOU
NO! Are you kidding? Your parents
are already going to murder me for
letting you ride a motorcycle.

Lou playfully ruffles Will's hair and rides off. Will,
pleased, grins to himself when he remembers.

WILL
Darwin?

He goes to look for her.

EXT. PARK - DAY

Marvolo Park. The curved entry-way is utterly deserted, the
glass Toddler Zone cracked. Only a broken swing-set sways
eerily in the wind.

INT. CONVENIENCE STORE

A STOREKEEPER directs Will from behind the counter.

STOREKEEPER
Yeah! The blue-haired girl went
that-away --

EXT. PARK - DAY

Will runs around the corner, looking around for Darwin, when he spots her on a bench in the distance. Her head is low, a blue lock of hair strays from her quivering hoodie.

WILL

Hey!

She jumps abruptly as he approaches. Her face is streaked with tears. Will stops.

WILL

Whoa. What happened? Are you okay?

DARWIN

Oh. Yeah, I'm - fine. Just having a moment. You know, "Epic crying's" my middle name, ha-ha...

Darwin, wiping her face, fakes a laugh, then SNEEZES into her jacket, exposing her over-red nose. Will sits next to her.

WILL

Here.

He offers her something. Darwin glares at it suspiciously.

DARWIN

What is that? Looks like poop.

WILL

Gumdrop. Chocolate. Sugar-free. Used to be obsessed with them as a kid. Not anymore though... but my mom still likes to sneak them in my pocket anyway... thinking I don't know.

Darwin laughs and relents.

DARWIN

Nice lady, your mom.

WILL

Yeah. Always telling me what to do, how to eat, how to dress -

Will's face softens, remembering what all this is for.

WILL

I... really miss her.

DARWIN

I'm sorry.

WILL

Nah, it's not your fault. I mean, you're not the one who took over a city and kidnapped her.

DARWIN

Yeah. I guess Zorbo seems to be the cause of a lot of people's problems lately...

Will shakes his head.

WILL

Nope. I think the real cause of all our problems is that everyone thought they were all too super in the first place! And now that they aren't, I guess they're afraid to just... live. Be different...

DARWIN

Like you.

WILL

Yeah.

Will eyes her strangely.

DARWIN

What?

WILL

Nothing. It's just... why are you being so nice to me? I mean, I hate to tell ya - but aren't you one of those supers?

DARWIN

Being 'super' is a drag when that's all everyone ever thinks about.

WILL

Uh, okay. Makes sense.

Darwin swallows her gumdrop, like the subject is finished.

WILL

That bad, huh?

DARWIN

What are you talking about?

WILL
(laughs)
C'mon! You have a story. You can
tell me, you know...

DARWIN
What? No, I can't.

WILL
Why not?

DARWIN
You wouldn't like me.

Will grabs her hand.

WILL
Tell me.

His blue eyes are warm, genuine. Darwin shyly tucks her hair
away, then takes a deep breath.

DARWIN
Okay... so, I was born very far
away. Like, my mom, she always
thought I was a bit of a freak.
That I should be, you know,
'independent'.

WILL
Ha. I had the opposite problem with
mine.

DARWIN
Most people do. Anyway, when I
turned nine, I ran away from her
and did the cheesy orphan thing. I
went to look for my dad - my real
one. And I found him. It was the
best day of my life.

Darwin smiles as she remembers.

DARWIN
I mean he was the dad who would
take me to the movies or bring ice
cream before I even thought I
actually wanted any. But then one
day, I discovered something about
him. Something really bad, and
everything changed. It's amazing
how fast you can lose someone you
care about.

WILL
I'm sorry, Dar.

Darwin wipes her eyes, shrugs.

DARWIN
Yeah, well. No point crying over
spilt astro juice. Most people want
what they don't have... and I
guess, being with someone who cares
about me isn't as easy as I
thought.

WILL
What? I care about you.

Darwin looks up, surprised. Will, caught, blushes.

WILL
Ur, I - I mean - even though you're
kinda... scary.

DARWIN
Scary?

WILL
Yeah. I mean, look at you. *'Tu es
belle et formidable et super...'*

DARWIN
What?

WILL
In French, it mean you're...
beautiful... a-and amazing. Oh, and
super.

Darwin beams, touched.

DARWIN
I thought you preferred Latin.

WILL
Wait, how do you know that?

DARWIN
I saw you reading it in the
library.

WILL
Well, maybe I like both.

Darwin laughs.

DARWIN
You're really something else, Will.

WILL
(sighs)
Yeah. I'm weird. I know...

DARWIN
Yep. Totally. I mean, who saves a
guy's life, and also tries to save
a town AND his mom, all within the
past 24 hours...?

Will, confused, shrugs.

WILL
I don't know. Sounds like a riddle
to me.

DARWIN
Well, okay. Here's another riddle.
But you have to close your eyes
first...

WILL
(indignantly)
Close my eyes? What kind of riddle
is tha -

Darwin leans forward, and softly kisses him on the lips.

Will's ENTIRE FACE glows A BRIGHT CHRISTMAS RED! Wow.

He grins, then KISSES her right back. Darwin beams too.
Unseen by Will, the tips of Darwin's hair bloom a HAPPY PINK.

They continue kissing as the sky crackles ominously behind
them, when Will stops abruptly.

WILL
Wait! Holy crap, Darwin, I... I
have it! It's so obvious, why
didn't I think of it before? There
is still one last place we haven't
checked yet! C'mon-

He takes Darwin's hand excitedly.

As they leave, something faintly CLICKS in the bushes, going
unheard. A tiny ROBOTIC EYE-PIECE. The 'eye' rolls over and
over like a coin on its edge, then drops, below into --

EXT. UNKNOWN LOCATION

Darkness. Another eye, a *real* one. Zorbo, looking through an adjacent glass eyepiece as if he's looking through a telescope.... sees Darwin and Will running off together.

His own eyes expand with surprise as he sees their happy, idyllic faces. A reminder of things he's forgotten...

QUICK FLASHES

-- A previous time. A YOUNGER, WEAKER ZORBO (13), all alone, being pelted with stones by other SUPER KIDS as he runs home from school, unable to control his own powers as a storm cloud pours rain over his head, making him trip and fall.

-- ADULT ZORBO, burning with misery in the background as Ramona in a wedding dress and amidst a CHEERING CROWD, kisses Stone on their wedding day....

END FLASHES**EXT. UNKNOWN LOCATION - RETURN TO SCENE**

Zorbo suddenly ROARS and CRUSHES the robotic eyepiece until his fist bleeds. He sends the shards flying, the pain in his face now replaced with rage.

CUT TO:**EXT. DOWNTOWN - DAY - LATER**

A forest of dark clouds. Sun's almost down.

INT. COUNCIL BUILDING - COUNCIL ROOM

The door yawns open. The kids and Lou react, amazed at what they see. Roof missing, rubble everywhere, superhero portraits broken on the ground, a wall slopes forward. The once-magnificent hall is now a sheer ruin.

FIREBOY

Holy - super.

STRETCHY

This place is a mess.

Curious, Will tentatively steps forward. CRUNCH! The ENTIRE HALL resounds with his one step, startling everybody.

WILL

Sorry.

Will glances at them, apologetic, when he notices something on the ground a few feet away. He makes an alarmed sound.

DARWIN

What is it?

He runs forward and picks it up. It's RAMONA'S WATCH, battered almost beyond recognition.

WILL

My... mom's.

LEAPER

But... what is it doing here?

No one has an answer.

WILL

Look. I know she had it... I saw her.

A lump catches in Will's throat. He urgently tries the START button... *nothing*.

WILL

No! C'mon -

SPROUT

Will, stop...

Will tries again, keeps trying, high and low, shaking the watch, JAMMING the button. But, nothing.

The watch is broken. A sombre beat, when Lou's phone BUZZES. He pulls out his phone and sees a text.

LOU (O.S.)

Hey. Sorry, guys. I have to jet -

WILL

Huh?

LOU

My girlfriend. She's pissed, just found out about the 'jumping incident', so lots of explaining to do, ta-ta! Will be back first thing tomorrow though --

WILL

What? But, Lou, you can't.

Lou turns to Will sympathetically.

LOU

Sorry, kid. I know how you feel,
but... I just don't think we're
going to find anything else here,
okay? So just take a breath. We'll
figure this out later!

He dashes off.

WILL

Wait! But -
(under breath)
I thought you believed in me.

Lou's already gone.

SPROUT (O.S.)

He's right, you know -

Will turns to Sprout.

WILL

What do you mean?

SPROUT

Will, look at this place! I mean,
what chance do we have if none of
the other council members did?

WILL

I... I don't know, okay? But we
have to try! We can't just quit
now! Darwin, tell them -

Darwin opens her mouth, but nothing comes out. Sprout cuts
in.

SPROUT

(yells)

Yes, we can, Will! We've already
searched everywhere! And there's
NOTHING left to find! I mean, this
isn't even a real plan anymore -
it's stupid!

Will's face darkens.

WILL

Oh, YEAH? Well, I know something
else that's even stupider --

SPROUT

AAAAAAAAAAH!

They attack each other. Sprout PUNCHES him. Will, incensed, HITS him right back.

DARWIN

Stop it!

Both roll, scuffle. Leaper, on a wall, brightens up, watches. Finally some action.

LEAPER

Yeah! Get him, Sprout!

SPROUT

(sneers)

C'mon, loser!

WILL

Get off me!

Sprout throws Will down.

SPROUT

You ARE A NOTHING! And no matter what you do around here, you'll never be anything!

He walks away. Will, scratched and bloody, bounces back up and turns to the others.

WILL

(yells)

Really? Is that what you all think? That I can't be right... about any of this?

Fireboy and Stretchy look uncomfortable. Leaper's already left with Sprout. They both trickle away too. It's just like before. *No one gives a crap.*

Finally, only Will and Darwin are left. Darwin, nervous, approaches him.

DARWIN

Will? Maybe we should just - go home.

Will, full of hurt, turns on her.

WILL

Y-You didn't even say anything.

DARWIN

Will -

WILL
I thought you were different from
them -

DARWIN
I am!

WILL
Then why didn't you back me up?

DARWIN
It's... not that simple.

Darwin looks ashamed, the same uncomfortable look she had at
the park. Will's eyes widen with realization.

WILL
(stunned)
You're hiding something.

DARWIN
What?

WILL
You are! You know something about
all this... don't you?

DARWIN
I - I don't know what you're
talking about -

WILL
STOP IT!

Will grabs her shoulders. Darwin's eyes tear up.

WILL
Stop lying! Y-You know something!
All those times you kept...backing
away, holding back... I can't
believe it took me so long. I KNOW
you know! Just tell me! PLEASE!

Darwin weeps silently, unable to answer. Will releases her.

WILL
I don't know exactly what you have
to do with him, but why would you
do this? Not every super is a jerk,
Dar! Neither is my mom -

DARWIN
Will...

Will walks away.

DARWIN
Will! Come back!

He doesn't. Darwin, all alone, weeps. Will hears her as he leaves, feels a little bad. His anger dissolves - but not completely. He keeps going.

INT. DECKER HOME - LIVING ROOM - NIGHT

Lamps hang dim, reflecting the sombre mood of its one sole occupant, still on the sofa, mess everywhere, making calls. Then, the door opens. Light spills from the porch.

STONE (O.S.)
WILL!

Will, eyes bloodshot, turns as his dad hurries over to him, looking more anxious and harried than ever.

STONE
I've been looking all over for you
today! Where the heck have you
been? Wait - is that blood?

Will winces uncomfortably. Stone looks closely.

STONE
It is!

WILL
It's nothing, dad.

Will tries to go, but Stone stops him.

STONE
I don't think driving a motorcycle
with a girl and getting beaten up
is nothing.

Will's eyes widen.

STONE
Yes, I saw you when I was looking
for your mom earlier today. Fess
up!

WILL
(sighs)
Fine. I was trying to figure out
where Zorbo's hiding...

STONE

WHAT? Are you crazy? He's dangerous! I mean, I know you're trying to find your mom, but you have to leave this alone -

WILL

Dad! I was trying to help -

STONE

(ranting)

Oh, OK! Help! And what good did that do? God, Will - this is not a game! You can't keep doing this, pretending to save the world! Pretending you have powers... when you were never meant to have any!

Will reacts, shocked.

WILL

That's n-not true.

STONE

(relentless)

You are what you are! You can't change it --

WILL

YES I CAN, DAD!

Tears fill Will's eyes.

WILL

And instead of being scared and moping around like you, I'm going to find mom!

Before Stone can respond, Will CLATTERS away up the stairs -

WILL'S ROOM

- STORMS straight to his closet, rummaging through his clothes until he finds what he's looking for - his backpack. He grabs it, when his feet knock against something else.

His CHESS SET. All the pawns scattered everywhere. He automatically bends to retrieve them, when it hits him:

QUICK FLASH OF MEMORY

ZORBO

That's right, everybody. Games are fun, remember that...

(MORE)

ZORBO (CONT'D)
 after all, knowledge... is power,
 both up here and down under. *Adios*
amigos!

END FLASHBACK

BACK TO WILL'S ROOM

Suddenly, Will's confused face clears.

WILL
 Knowledge is power...

He GASPS. *He finally knows where Zorbo is.*

LIVING ROOM

Will STOMPS back in a hurry. As he dashes by, a calmer Stone jogs behind.

STONE
 Will, I'm sorry - I didn't mean it!
 Let's talk about this --

Will, ignoring him, grabs his jacket and leaves, SLAMMING the door behind him. Stone rushes after him.

STONE
 Will!

EXT. STREET - NIGHT

Will marches off on his own, determined. Trudging through the dark like a warrior going to war.

He ducks under his hoodie and passes street after street, many abandoned...

EXT. DECKER HOME - LIVING ROOM

STONE (O.S.)
 Will! Where are you?

Stone, panicked, emerges out of the house, looking around.
Can't see him anywhere.

STONE
 God, what have I done?
 Will, I'm coming -

He dashes away, in the opposite direction that Will went.

EXT. STREET - NIGHT

Will ZIPS down the street past houses, stores, Marvolo Park. As he STREAKS past, a thin figure hunched up on the bench looks up with purple eyes glowing.

DARWIN

Will?

EXT. LIBRARY - NIGHT

Will races on, when - BANG! He falls backwards.

WILL

Ouch!

He forgot about the doors. The sign says, '*Library closed.*'

Panting, he bounces up, tries to pry the stupid thing open, but it won't budge. Then he sees the window.

He grabs a rock. BAM! Nothing. Undeterred, he keeps hitting the glass, cracking it - BAM! BAM! BAM! Until finally there is a decent-sized hole.

He jumps up on the sill to squeeze through, when he gets stuck.

WILL (CONT'D)

(frustrated)

Ugh. Not now!

Will holds his breath, retracts his tummy and strains. It works!

INT. LIBRARY

He falls through, onto the floor with a BANG.

WILL

Uhh!

Will glares up at the painting, reads the Latin label:

WILL

(rapidly)

'Ipsa Scientia Portentas Est'.

That's it! 'Knowledge is power!'

Bruised, he scans around and spots: THE OLD GRANDFATHER CLOCK. Time frozen as before, at 11:15. Another memory hits:

QUICK FLASH OF MEMORY

ZORBO (V.O.)

"Games are fun, remember that."

INT. LIBRARY - BACK TO SCENE

Will frowns in thought, when he sees the bookshelves. He strides forward through the numbered rows uncertainly, counting one - three - five,

Finally, he reaches the last two shelves and stops, '11' and '15', the only odd shelves right across from one another. Curious. Will tentatively shoves one.

BANG! Will hears a sound - something hollow. Curious, Will turns to the opposite shelf, and KNOCKS that down too. Still nothing. He moans, when suddenly the tiles underneath him start to tremble, part. WALLS, GROUND, until - BOOM!

Several pillars, stony and grey, crack out of the floor, jutting up like dragon's teeth, one after the other.

Will backs, away, stunned, when the ENTIRE LIBRARY FLOOR FLIPS OVER -- dropping him right underneath.

WILL

AAAAAAAAAAHHHH!

Will plummets into darkness.

EXT. LIBRARY - NIGHT

RUNNING feet. Darwin rushes by, looking for Will.

DARWIN

Will?

She scans around, worried. *Where did he go?* Then she hears a SCREAM. She turns and faces the hole in the window.

INT. UNDERGROUND - TUNNEL

A narrow hole. Will keeps plunging.

WILL

AAAAAAAAAHHHHHH --

Will keeps yelling, bumping back and forth against the tunnel sides. Down, down, down, like a pebble, until finally -

WILL

-- OOOOOOF!

His body hits earth.

Darkness, again. *Where the hell is he?* Will peels his face from the ground, when he hears something. Standing up, he starts to walk, when something SQUEAKS beneath him. His shoes.

He rips them off, forsaking them, when he hears something else. He SCREECHES to a halt - just in time. He is on the edge of a CLIFF.

A few feet away, there's an old sign, the sort you would find in an abandoned mine, '*Danger! Supers only!*'

Will, scowling, tosses the sign aside. Swinging over the edge, he climbs down painstakingly. Breathless but determined. A wee figure climbing this seemingly huge, endless rocky mountain.

EXT. STREET - ABOVE GROUND - NIGHT

Shops line the street. Endless. Pitch black...

STONE (O.S.)

WILL!

Stone's forlorn figure dashes around the corner. Then he stops. Someone's behind him. He spins around.

A large CROWD in the distance passes by on the street with their flashlights.

STONE

(yells)

Hey! Hold up!

Stone runs up to them.

STONE

Where's everybody going?

LOU (O.S.)

We're on a mission, man.

VROOOOM! Stone jumps. It's Lou, on his motorcycle.

LOU

We came to help Will. Have you seen him around?

STONE

What? Will Decker?

LOU
No, Santa Claus! Yeah, who else?

STONE
That's my son.

Lou's eyes widen, awed.

LOU
Ah! So you're his old man. Will
told me all about you...

STONE
And you're the guy who let an
underage kid drive a motorcycle.

Stone glares at him with dislike. Lou shrugs, guilty.

LOU
Hey, man! He told me you liked
motorcycles! But off-topic,
I told all these other wusses here
they were being real jerks for
letting one kid go off to save
their hides, while they sat around
complaining all day -

Lou glares at the rest of the humbled crowd who all lower
their heads.

CROWD
(mumbles)
Yeah. Sorry, man.

LOU
- But ANYWAY - we were just heading
over to find him! Do you know where
he is?

Stone drops his gaze.

STONE
He left... a while ago. I don't
know where he is.

SPROUT (O.S.)
What?

Sprout, all beaten up, WIGGLES to the front.

SPROUT
Will's in trouble?

The other kids turn on Sprout.

STRETCHY

Yeah! And it's your fault!

SPROUT

(surprised)

ME?

FIREBOY

Yeah! You beat him up, when all he was trying to do was help, ya big jerk!

SPROUT

(guiltily)

I know. But I was tired. I didn't mean to...

LEAPER (O.S.)

Who cares?

All the kids spin around and glare, astonished, at Leaper.

LEAPER

What? He's a nobody!

SPROUT

(shocked)

Are you actually serious right now? Maybe the real nobody is you!

Leaper's jaw drops, so offended she's speechless.

STONE

Wait - HOLD ON! How do you all know my son?

Lou laughs softly.

LOU

Mr. Decker, he's the one who inspired us.

Stone gazes at them, stunned.

STONE

What?

An affirmative BUZZ.

LOU

Yeah, man! He saved my life -

POLICE CHIEF
(sheepish)
Kept him alive --

FIREBOY
He even helped us get rid of those
creepy mechanical spiders!

RANDOM PERSON
Yeah! He believed in all of us.

LOU
Your kid is the bravest person
we've ever known.

CHEERS. Stone blinks back tears. He has never felt prouder.

STONE
Well, what are you guys waiting
for? Let's find him!

SPROUT
Yeah! I'm with you, Mr. Decker!

LOU
C'mon! I think I know where he's
gone...

The crowd, led by Stone and Lou, head off.

EXT. CHASM - NIGHT

A dull THUD. Will's holey socks finally touch the ground.
Immediately blue shoots up: a huge pane of glass that
reflects the OCEAN. Fish swimming. Sharks. Even a blue whale
in the distant depths.

Will reacts, his bruised bloody face clouded in awe.

Then a teeny sound reaches his ears. Something MUFFLED.

He turns around and sees a different side of the tank,
magnificent, flooded with light. And in it, a sheet of
familiar black hair...

WILL
M-Mom?

Behind the glass, a trapped Ramona, frail and thinner since
we last her, hears his voice. Her body spins around inside
the glass, an expression of shock.

RAMONA
(faintly)
Will?

WILL
MOM!

She swirls towards him, he sprints towards her... until they collide with the glassy barrier. Cold, hard, impenetrable.

Their hands shoot towards each other, HITTING, clawing the pane of glass. Tears flood both faces. They don't care.

RAMONA
Oh, Will... my Will!

WILL
I am so sorry, mom -

RAMONA
I... just want you to know I do
have so much faith in you. I always
will.

WILL
I know!

Will smiles through his tears, when he sees the bubbles emerging from Ramona's mouth, how weak she is. He stops.

WILL
Mom? W-What happened to you? How
are you still - breathing in there?

RAMONA
Monty - I mean, Zorbo. He's been
doing some tests on me -

WILL
What? What kind of tests?

RAMONA
(shakes her head)
Doesn't matter. Listen to me, Will.
He's dangerous! W-We don't have
much time...

WILL
I know. I'm going to get you out -

Then Ramona sees a shadow behind Will. Will sees the fear in his mom's eyes. *He knows why.*

He can see his reflection in the glass, smiling... like a shark that's just found its meal.

ZORBO

Why, hello-o stranger! So you found
our hiding place.

BANG! Something shoots out of Zorbo's hand towards Will.

RAMONA

Will!

Will rolls aside, dodging it. Then he sees his mom's frightened face where the glass was hit. His fearful expression turns to rage.

WILL

You... you JERK!

Will barrels towards Zorbo, when Zorbo twists his fingers. Will's body FLAILS. Zorbo, enjoying himself, controls Will's body like a puppet master.

RAMONA

Stop!

Will, gritting his teeth, tries to resist the pull - but Zorbo's too strong. Finally, Zorbo SHOOTS forward and CATAPULTS Will painfully against the glass. PINS him there.

WILL

AAAH!

RAMONA

WILL!

ZORBO

Ramona, I thought you of all people would have better spawn... oh, but wait! This doesn't make sense! I thought the last person here would be a super... and yet, it's always been you, hasn't it? The only child of superheroes with no apparent superpowers. Have you ever wondered... why?

Beneath all the pain and anger, curiosity fills Will's face.

ZORBO (CONT'D)

Well - let me tell you anyway! You see, I know more about supers than anyone in this world, because I've studied them!

(MORE)

ZORBO (CONT'D)

And if anyone did the proper research, like I did -- how our dear ol' ancestors' gained their superpowers, they would have been familiar with an old legend. The legend of Agna Mer, the first Queen of our world, and how she became the first true dormant...

Zorbo's memories flash like a film reel - several superhero silhouettes, but only one golden one rising above the rest.

ZORBO

After all, there is only one in every thirteen generations of supers, ONE super with a unique hidden power that's 'dormant'. More potent than the rest. In fact, those rare ones who were 'dormant' were actually... not dormant at all.

(beat)

They were the most powerful of all.

Zorbo gestures with his hand. Ramona backs away, terrified. Will's face blanches with horror.

100 CORPSES emerge from the depths of the tank like zombies, blank eyes, rotten teeth, and somehow ALIVE, arms, legs, flailing in front of the water wall, filling the cave with an eerie glow.

ZORBO

My dead army. Yes, shocking isn't it? All these people had something 'super' in them that... I needed to borrow.

Zorbo advances to one of the floating, upright corpses.

ZORBO

Nice speedo, the best there was. And then she went and died - and I thought, all that talent wasted, why waste such talent? It's the deep magic in our genes - supergenes, that is. So I took them. I took them all...

Will stares at him, astounded.

WILL

You're insane.

ZORBO
 (ignoring him)
 ... And finally, there was your
 mother.

He hovers delicately in front of a petrified Ramona.

ZORBO
 I don't know how I never saw it
 before - beautiful, exceptionally
 intelligent, pure... always saw the
 best in everyone, no matter what...

Zorbo snaps his fingers. The glass illuminates with SNAPSHOTS of Zorbo's own memories - Ramona as a young girl, Ramona leaning against Zorbo in their TEENS, a newspaper clipping of Adult Ramona being elected to the council...

ZORBO
 And ultimately, I felt it too. That she had a hint of something more, a power even she didn't know she had. But strangely, no matter how hard I tried after I brought her here, it didn't work. And that's when I realized my mistake: I had been targeting a super who already possessed powers, because that's what every rumored dormant had always been, when in fact, it was never her all along - it was you.

Zorbo snaps his fingers again. Immediately the glass illuminates again with SNAPSHOTS of Ramona - but now she has Baby WILL in her arms. Ramona leaving for work, leaving Will behind, even Will being splashed by the bus...

ZORBO
 See, all I've ever wanted was to be PERFECT, and that's what dormants have - the power to alter not only this world, but the entire cosmos in ways that no one can ever imagine! It takes years for a dormant's powers to reach its peak, and nearly a lifetime for me to learn how to extract its power - why I trained for the job...

Zorbo pulls back his shirt to reveal his robotic chest, the machine gears spinning, sparkling. Will jumps with fear.

ZORBO

But despite all that effort... what
did I get for it? Nothing!

The display CLAPS shut, letting the ocean's eerie glow return
to the chamber.

ZORBO

My dad always wanted me to be the
best. My mom even took my brother
and abandoned me! And when I was a
kid in this town, no matter how
hard I tried, I could never measure
up to anyone's expectations! Supers
are bullies, and frankly - I'm
tired of everyone being better than
me! In fact, here's my little
secret...

(whispers)

I'm glad I brought your mom here,
because she led me to you, my
friend. Today, you will DIE!

Zorbo's robotic chest glows as he lifts his hand one last
time, when the whole place suddenly SHIVERS - like a bad
headache. Zorbo's hand freezes, mid-air.

DARWIN

No, he won't!

ZORBO

Darwin!

Darwin looks terrified, but firm, her hair an angry, blazing
red. Zorbo, furious, breaks from the spell, SWINGS his hand.

His trench-coat billows with power... the chasm returns to
normal. Will's body CRUMPLES to the floor.

ZORBO

What are you doing here?

There is a note of hurt in his voice.

DARWIN

Get away from him!

ZORBO

(filled with rage)

You... you dare to betray ME? YOU
ARE MY DAUGHTER! YOU WILL DO WHAT I
SAY!!

WILL

What?

Will stares, taken aback. Darwin regards Will wretchedly.

DARWIN

I-It's true. I'm so sorry, Will,
he's my dad. He wasn't always like
this. I was s-scared, and I tried
to be different. I hoped no one
would ever find out...

ZORBO

AAAAAARGGGHHH!

She CRIES OUT, diving as an explosion of black sparks from
her father's jacket hits the rocks behind her. Then, spins
and shoots back with her EYES. Zorbo dives as Darwin's rays,
BLAST uselessly against the glass.

ZORBO

You little fool! Did you know she
was my little helper, Will? But I
underestimated her weak heart, I
trusted her --

Darwin's eyes blaze with fire.

DARWIN

Well, too bad you did then!

Filled with venom, they both attack each other.

EXT. LIBRARY - ABOVE - NIGHT

BLARING sirens. Ambulances, cop cars light the night as the
entire city migrate their way around the library.

INT. LIBRARY - NIGHT

CROWD

Whoa!

SPEEDO GUY

They're down there?

Everyone crowds inside, staring into the library - the
upturned shelves, dark hole in the middle of the floor.

POLICE CHIEF

Back up everybody! This is an
emergency evacuation!

Cops and emergency crew in climbing gear rappel down, one after the other.

STONE
I'm going in.

LOU
I'll come with you -

SPROUT
Wait! I'm coming too!

Stone and Lou look at each other.

LOU
I don't know if that's a good idea.
It's going to be dangerous --

SPROUT
Look! I pushed him into this, okay?
I messed things up, so I'm coming
whether you like it or not!

Sprout storms past them. Lou and Stone stare at him, amazed, then follow. All three shoot down the hole along with the cops.

INT. CHASM - NIGHT

BANG - BANG - BANG! The battle continues between Darwin and Zorbo. They know each other's moves. *Their scowls are exactly alike.* Finally, an invisible knife slashes Darwin's arm.

DARWIN
Aah!

Darwin collapses, bleeding.

ZORBO
You little wretch! I - AM - THE
ONLY - SUPER!

Zorbo's eyes glow red. Darwin shrinks, terrified.

WILL (O.S.)
NO!

Zorbo and Darwin spin around in surprise. Will, bloody and in pain, tries to stir.

WILL
(weakly)
Don't hurt her. You wanted me,
didn't you? Well, I am here...

DARWIN

Will -

WILL

Please - just let her go.

ZORBO

Hmm.

Zorbo lets Darwin drop. She falls with a CRY, her hair turning a weak GRAY. He edges towards Will.

ZORBO

You have spunk, I like that. Maybe you do have something more worthy in you after all... but, tell me, are you willing to sacrifice it? You'll never get it back if you do, you know - a dormant can never retrieve powers once lost... oh well! I don't need a vial this time. Time to surrender, D-o-r-m-a-n-t!

BAM! Green tentacles of light twist from Zorbo's fingers, like dragons with gaping maws, and before Will can react, CHANNEL straight into Will's heart.

At first, nothing happens - but then Will feels it. An odd sensation... building... golden-bright light. His BODY vibrates with POWER for the first time in his entire life.

An amazed beat. Will tears up: *he's never felt so whole.*

Like a vacuum, the last of the light sucks away from Will, drawing DIRECTLY into Zorbo! Will drops, drained.

ZORBO

I'VE WON! I HAVE IT ALL!

Zorbo CROWS, his form expanding in size, glowing RED with the energy of every power he has just stolen. *He's distracted.*

Will's tired eyes slowly shift from Zorbo... to the vial sticking out of Zorbo's trench-coat pocket.

With a final ounce of strength, he rushes forward and GRABS the vial from Zorbo's pocket.

ZORBO

Aarrgghh! Give it back!

Zorbo tries to grab him, but Will dodges past, running to where an injured Darwin lies and gives her his hand.

WILL

C'mon!

DARWIN

No, Will, he wants you! I'll be
okay! Run!

Zorbo ZAPS a purple blast in Will's direction. Will, crying out, rushes off.

He keeps running until he's outside the cavern in front of a metal walkway. No other choice, he races desperately down until he notices a hidden entrance he hadn't seen when he arrived. He rushes in, finding himself in

A NEW CHAMBER

Blinding-white. For a moment, he blinks, overwhelmed at the brightness. Thousands of glass bottles, strange instruments.

It's a LAB. Will gazes around, amazed, when he hears Zorbo's distant shout.

Panting, he rushes through, past shelves filled with all kinds of science paraphernalia - until he faces a dead end.

Freaked out, he searches for something to defend himself when Zorbo, dragon-like with fury, BLASTS inside.

Will, alarmed, quickly grabs some beakers with his free hand and flings them at Zorbo. BOOM! A cloud of smoke. Zorbo's figure comes through, annoyed but unhurt.

WILL

Ah!

Will, desperate, chucks the vial on the ground. To his horror, it bounces off. Will tries again. *Still nothing*. He hears Zorbo THUNDERING behind...

ZORBO

(sing-song)

I don't like thieves, Will. *Naughty-Naughty-Will-is-caughty...*

Will hesitates, then squeezing his eyes shut, prays:

WILL

(breathlessly)

Please-break-for-me-please--

With all his might, he FLINGS the vial one last time.

BOOM! The vial shatters, its vapory contents spilling out in a rush, expanding like a river - before disintegrating into beautiful shining gold orbs.

The stolen SUPERGENES, millions shooting everywhere and fading back out through the ceiling and walls.

ZORBO
Why, you little -

Will yells as Zorbo SLAMS him against the wall.

ZORBO
Useless...

Again.

ZORBO
Worthless...

And again.

ZORBO
Powerless!

Zorbo raises his hands for the final blow. Despite the fear and pain, something else stirs in Will - anger.

WILL
NO!

He leaps up, and arms rising over his face, BLOCKS the hit.

BOOM! Something like an invisible BARRICADE rises between them both, protecting Will. Zorbo stumbles back, surprised.

ZORBO
What... ?

WILL
You may have lots of superpowers,
but that doesn't make you perfect!
Because you don't have anything
else... no family, or friends, or
anything that really matters. In
fact, you don't know who you really
are, inside. But I... do.

ZORBO
What? What do you mean?

Will gazes at him calmly, his face glowing with strength.

WILL
I mean, I'm not powerless - you
are.

A flash of irritation appears in Zorbo's eyes.

ZORBO
Really?

WILL
Yeah.

ZORBO
Can you prove it?

His great shadow looms over Will threateningly, waiting.
Will's face grows nervous.

STONE (O.S.)
Yes - he - can.

Zorbo turns around and sees - Stone. Zorbo immediately whips
up his hand, but Stone is faster - he rushes forward and
PUNCHES Zorbo. Zorbo drops to the ground, shocked.

STONE
That is for kidnapping my wife, AND
threatening my son.

LOU (O.S.)
Yeah! We're all here for Will!

Zorbo looks up. His eyes widen: THE ENTIRE SQUADRON OF COPS
at the glass doors. Even Sprout with them. They all rush
towards him and with Stone, attack, tackling him.

As they do, some waylaying orbs pass right through them and
their bodies start to glow:

Lou's own body FLICKERS, disappearing and reappearing.

Sprout balloons into hulk form.

The cops BELCH fire.

And a blue bubble of crackling magnetic power wraps around
Stone, SWIRLING around him with a fresh burst of energy.

LOU
Whoa. We have our powers back.

POLICE CHIEF
Arrest him.

Cops surround Zorbo on all sides, shouting. Metal bands shoot from their uniforms towards him. Zorbo jets up to escape, but the bands are faster. They clamp his arms and legs tight.

Will, in the corner, watches them, dazed, when he hears an anguished cry.

STONE (O.S.)

Will.

Will looks up and sees Stone. Beams with relief.

WILL

Dad!

Stone, reaching Will, grabs him and hugs his boy tight.

STONE

Oh, Will. Are you okay?

WILL

Yeah... how did you find me?

STONE

Lou figured it out. Besides, you left a trail.

Stone pulls out a damaged book from the library.

WILL

Oh. Oops.

Then Will spots Sprout watching them at the chamber entrance.

He blinks at him, confused. *What is he doing here?* But Sprout grins back and apologetically shrugs. Things are okay now...

STONE

Will, there's something else -

Will tears his gaze from Sprout.

STONE

I really didn't mean what I said earlier. Any of it.

WILL

(rolls his eyes)

YES, dad! I know...

STONE

No, really!

Stone grabs his shoulders earnestly.

STONE

You are my son! You have no idea...
powers or no powers... I am so
proud of you.

WILL

(touched)

T-Thanks, dad.

Stone rubs Will's head affectionately.

STONE

Now, where's your mom?

Will's bright expression fades.

WILL

Um, it's - sorta complicated.

EXT. CHASM

The crowd is back outside. Will leads Stone out, when he sees
his wife for the first time in the glass. His face pales.

STONE

R-Ro?

Ramona sees him. Her eyes widen in disbelief.

RAMONA

Stone...

STONE

Ro!

Stone races to her until their bodies hit the glass.

RAMONA

Stone! You came!

They both cry.

STONE

Oh Ro. I was such an idiot. I'm so
sorry! I was... scared.

RAMONA

I know. So was I.

STONE

I love you - I always have! And I
promise I will do whatever I can to
prove I deserve you!

Ramona's eyes smile through the tears.

RAMONA
You already have.

Their hands go together. Both bend their heads against the glass, lost in each other. Will, standing back, watches his parents reunite, when he senses another presence behind him.

DARWIN (O.S.)
Hi.

Will turns around and sees Darwin, bruised, but smiling.

WILL
H-Hey.

His face reddens. Both draw close. Really shy all of a sudden.

ON STONE AND RAMONA

STONE
So - how do we get you out of here?

Ramona, feeling the solid glass, flashes him a worried look. *She doesn't know.* All of a sudden, the ocean around her begins to move, ripple. She cries out in panic.

STONE
What's happening?

Then Stone hears a maniacal LAUGH behind him - Zorbo, in cuffs, with the cops.

ZORBO
Silly Stone! So dashing, but not particularly smart.

STONE
What do you mean?

ZORBO
It's a portal... And it's been nearly two days.

STONE
So?

ZORBO
Well... I designed it such that a person only lasts in suspension for 48 hours... which should end, ohhh, right about now...

Stone lunges at Zorbo.

STONE
GET HER OUT!

ZORBO
Not a chance!

BANG! Zorbo's shackles BURST, shattering into thousands of pieces. The cops back away, stunned. Everyone stares.

ZORBO
Did you really think mere matter
can limit me? See ya, suckers! And
I'm taking some friends with me --

He rises up above them all like a dark phoenix and beckons.

Like ghosts, the corpses all glow, SCREAM in unison before drifting right through the glass, following Zorbo as he simply -- VANISHES into thin air.

A stupefied silence as the other supers take this in.

Then, they hear a ROAR behind them. They spin, and see the ocean around Ramona... bubbling like lava.

STONE
Ro!

LOU
Quick! Get her out!

Everyone moves forward to help. Using all their powers, they try to puncture the glass. The cops BREATHE FIRE and BLAST with their weapons, Sprout SMASHES with his fists, Stone CATAPULTS a shimmering wave of vibrating magnetism.

ZAP-ZAP-ZAPPPP! But nothing happens. Not even a dent. Confused, they are about to try again, when they hear a cry -

DARWIN
Wait! S-Stop!

Darwin runs forward.

DARWIN
You can't break it like that!

LOU
What?

They all stare at her.

POLICE CHIEF

Why not?

Darwin looks nervous.

DARWIN

Because... it's not glass. You heard what my dad said, it's a trans-migrational portal, a 'barrier', that's what he calls it.

(beat)

And only someone who has broken through one before, can break through it again... b-but once they leave, they can never come back...

WILL

What do you mean?

Darwin doesn't answer.

WILL

Dar?

She looks at him, pained. Her sparkling eyes tell him what he doesn't want to hear.

WILL

(shocked)

No, Dar - don't. You don't have to do this!

Suddenly she grabs his hand tight, and kisses him.

DARWIN

Don't forget me... okay?

Her gaze is sad. Will's mind freezes with emotional panic.

WILL

Darwin -

She turns and runs. Will rushes forward - but it's too late. Darwin approaches Ramona. Her eyes glow, laser tendrils coming into contact with the glass - BANG! She's gone.

WILL

DAR!

BOOM! A drenched figure materializes in the walkway, scattering a flood of water everywhere.

STONE

Ro!

Stone races to her as her body arches over with exhaustion. Meanwhile, a miserable Will stares across at Darwin now in the water... floating like some divine, ethereal being.

WILL
(voice breaking)
Why?

Darwin looks past the glass where Stone and Ramona reunite, both WEEPING, Stone cradling her in his arms, like he never wants to let go of her again.

DARWIN
You have a family.

WILL
That's no excuse! You have yours -

DARWIN
No, Will... I only have you.

Darwin smiles sadly as the current tugs, gathering her away.

WILL
Dar - where are you going?

Darwin turns her back, as the current drags her.

WILL
No, please!

Will, following, CLAPS the glass hopelessly as he goes.

WILL
(weeps)
Don't leave! Don't go -

DARWIN
Will!

Darwin turns around and gives him an impish smile.

DARWIN
It's just a 'barrier'.

The ocean SWIRLS and, with a final thrust, she fades into it... until all that's left is blue sea.

WILL
DARWIN!

Suddenly, a CRACK SHIMMERS through the glass. Dust, rocks clatter down. Water leaks in. The whole place shakes.

LOU
We need to get out of here!

Everyone else scatters in their super forms.

RAMONA
I am so sorry, Will...

STONE
We have to go!

WILL
NO!

Will fights them, but his parents overpower him. Stone holds Will firmly, creating a thick, magnetic bubble around them, while Ramona glides upwards and carries them both away. Will SOBS hard as everything goes BLACK.

INT. DECKER HOME - LIVING ROOM - DAY - SIX MONTHS LATER

RAMONA (O.S.)
Willlllllll! Breakfastt!!

WILL
(muffled)
No, mom -

Will, schoolbag clung over his back, clatters down, brushing his teeth in a hurry. We can see at first glance he's changed. Blue eyes dull, hair longer. He's thinner too.

WILL (CONT'D)
School - late -

RAMONA
Will!

Will, tossing his brush, rushes out without even looking at her.

RAMONA (CONT'D)
Your lunch!

Ramona watches him go in dismay, when suddenly, Will comes back - and surprises her by kissing her on the cheek.

WILL
(softly)
Thanks mom!

Smiling faintly, he takes it and rushes out again. Ramona touches her cheek and gazes at the empty doorway.

STONE

What's wrong?

RAMONA

Oh Stone, look at him! I'm just...
so worried about him, I mean...
ever since Darwin, he... just
hasn't been himself.

STONE

I know, sweetheart -

Stone rescues the pop tart she's holding before it drops from her hand, and takes a bite.

STONE (CONT'D)

- but he'll be fine! Don't worry.

EXT. FIELD - DAY

School. Will arrives. The kids stand on the field like before.

MRS. WALLIS (O.S.)

(flowery)

Super training 102! Go hug your
partners -

WILL

(dully)

Uh, Mrs. Wallis?

MRS. WALLIS

(bulldog)

YES, Decker!

WILL

I... don't have a partner.

Beat. The teacher gazes down at Will shrewdly, with pity almost. Will shrinks under her judgmental glare.

*The superpower he almost had... even if it was just for a
fleeting moment...*

SPROUT (O.S.)

Yeah, you do.

Will looks up, surprised as Sprout sidles right next to him, gives Will a playful PUNCH. *True Sprout fashion.*

WILL

Ow.

Sprout grins.

FIREBOY

Wait. I want to be Will's partner too!

STRETCHY

No, I do!

FIREBOY

Will, who do you want? Tell him it's me!

Stretchy and Fireboy fight. Will's eyes widen. This is totally new. Sprout smiles.

SPROUT

C'mon, Will. Let's race.

Will hesitates. Then, grateful, returns the grin. Mrs. Wallis scowls, but for once, says nothing, lets everyone ARGUE.

INT. LIBRARY - DOOR - LATER

Pale orange sunlight filters in through the blinds. Then, the library doors creak open.

WILL

Lou?

LOU (O.S.)

Hey, Will!

VWOOSH! A QUICK FLASH, and the new librarian appears - Lou, hair cut short, looking bright and content, no stubble. Also a SPEEDER. Will glances around at the bright space.

WILL

Wow. This place looks great!

Lou grins. It's the same library - only it's full of people now. The floor is repaired, even the walls newly painted.

LOU

Hey, come here a sec. I found something for you -

Will goes over to Lou, who rummages through a pile of things, until he finds what he's looking for. A BOOK.

LOU

Here. I think you'll like it.

He hands it to Will. Between the rows of books, a hidden figure approaches. Leaper pushes a book aside. Her angry green eyes peer through the gap as she listens. Will stares at Lou, then shakes his head.

WILL

Ah, Lou, I... I don't know...

LOU

Trust me.

Will, with a reluctant glance at Lou, obeys. The title is '*Human Odyssey*' by Pious Andreas.

LOU

See. Turn the page.

Will doesn't move. Lou makes an impatient sound.

LOU

C'mon! You're not a robot... there!

Will stares at a page with a single sentence.

WILL

(reading)

"Barriers: mysterious gateways to places in the world beyond where strange beings live... beings who don't have supergenes or powers like we do, who exist... without them..." Lou!

Will lifts his head, his eyes shining with hope.

WILL

Are you saying what I think you are saying? T-That Darwin could be...

LOU

I didn't say anything.

Will grins at Lou, taking the book under his arm. As he leaves, we see him smiling again... and looking at us.

WILL

(whispers)

I'm coming, Dar.

FADE OUT.