

GATEWALKER

Screenplay by

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Based on the novel by Brian Bjorn

LOGLINE: After the only boy she's loved falls into a mysterious coma, a teenage loner with the ability to venture through Gates into the afterlife races to reunite his spirit with his physical body before the corrupted spirit leader finds her out and takes her captive, as well.

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Buzzing energy.

Darkness.

Locks and chains clank.

A door opens casting daggers of light.

INT. LUCILLE'S GARAGE - PHYSICAL WORLD - FLASH FORWARD - DAY

Lights come on as LUCILLE (50'S), a strange combination of tuff cowgirl and nerd, enters an empty garage. She intensely pushes up her huge - almost clown glasses - and makes room for...

LEX(18), wearing all black, follows close behind. Her "I don't give a shit" exterior hides the softest of insides.

Lucille steps into the center focusing on the buzzing emptiness.

LUCILLE
(heavy Southern accent)
You've got the chalk to draw the
wards on him?

Sticky black pieces of chalk are produced by a nervous Lex.

LUCILLE (CONT'D)
Cover up those wards. That's a dead
giveaway.

Lex puts her black jacket on, covering dark symbols on her arms and chest.

LUCILLE (CONT'D)
Are you ready?

Lex shakes her head, no - she's a mix of emotions.

LEX
There's a first time for
everything, right?

Lucille steps in the center of the garage and waves her hands through the air as if directing a symphony. The energetic hum responds.

The air in front of her splits apart into a vertical glistening pool of honey floating in mid-air - a Gate.

Lex stares at it, mesmerized.

LUCILLE

Trust me, you'll know when a Gate is corrupted. And I won't be able to go in if somethin' goes wrong. So keep your pendant and talisman on you.

LEX

What if... What if they find out I'm a Gatewalker?

LUCILLE

If you're lucky they'll put you in quarantine with the rest of them. If you're not, they'll do who knows what.

Lex nervously clutches her pendant as the Gate calls to her, pulling her toward its shimmering waves. She touches the Gate with her finger, intrigued, then steps back fearful.

LUCILLE (CONT'D)

Just find the guide your grandma promised, find our boy, and get the hell back here, ya hear?

Lex nods. Lucille pulls out her phone.

LUCILLE (CONT'D)

Call your father.

Lex hesitates.

LUCILLE (CONT'D)

Then darlin', you're not brave enough to do this.

Flustered, Lex grabs Lucille's phone and speed dials.

FATHER (V.O.)

Lucille?

LEX

It's me, dad.

She drums up courage as he questions her.

FATHER (V.O.)

Lexi? Why are you with Lucille? Are you hurt?

LEX

Why didn't you tell me what I am?
Mom was a Gatewalker too, wasn't
she? That's why the car accident
happened.

FATHER

It's safer for you not to know
these things.

LEX

Know about what? Like about Jason?
He's going to die if I don't bring
him back from the other side, fast.

FATHER

You're not making any...

LEX

There's no time to explain. Time
goes by much faster in the spirit
world, okay. I've got to get
through the gate.

FATHER (V.O.)

Lucille is talking nonsense...

LEX

Grandma came to me.

A moment as he soaks it in.

LEX (CONT'D)

(solid bitterness and
rage)

I had no one! I hated myself!

FATHER

Come home this instant! Damn it,
Lex! Give the phone to Lucille!

LEX

Not knowing what I am won't protect
me anymore. It never did. I'll see
you when I get back.

FATHER (V.O.)

Lex! Please...

She hangs up and hands the phone back to Lucille.

LUCILLE

(to Lex)

You don't have to do this.

LEX

I'm the only one who can. Right?

Lucille nods with a firm sadness.

Lex paces while building up courage.

LEX (CONT'D)

(to herself)

Be brave for Jason. Remember Jason.

Lex closes her eyes and steps into the shimmering Gate.

DISSOLVE TO:

EXT. LUMBERTON HIGH SCHOOL, TEXAS - DAY - PRESENT

The entrance is busy as the five minute bell rings.

A sign reads: "Lumberton High School."

SUPER: "Four weeks earlier."

LEX (V.O.)

Remember Jason.

INT. SCHOOL HALL - CONTINUOUS

Lex, with black clothes and makeup - A TOTAL GOTH, walks the busy hall alone, avoided by all.

A GROUP OF JOCKS, lead by CHRIS COMBS, share a flask.

CHRIS

All right boys, time for the French
Revolution!

Chris moans revoltingly and sticks his tongue out pretending to french kiss. The boys laugh and join in. It's herd mentality at it's finest.

Lex grabs a pile of black and white photos from her locker.

BRITTANY - 18, yet trying to look 23 in a short skirt and heels - approaches Chris, on the prowl for her next conquest.

BRITTANY

Hey, Chris. Good game last Friday.

CHRIS

You mean great game.

Lex can't slip past the mating ritual. She rolls her eyes.
Chris and Brittany notice.

CHRIS (CONT'D)
What you lookin' at, freak face?!

Lex stares wide-eyed at the two, making Chris nervous.

CHRIS (CONT'D)
Didn't your dad teach you not to
stare?

BRITTANY
It wouldn't have mattered. She's
even crazier than he is.

Lex passes and Brittany trips her. Photos fly all over the
hall. The group laughs while Lex tries to stop people from
ruining her photos.

LEX
Stop! Wait!

But the students are oblivious. Lex shoves Brittany.

LEX (CONT'D)
What the hell!

The group advances together ready to pounce.

BRITANNY
You should know better than to open
your ugly little mouth. No one
wants to hear what you say.

FEMALE PRINCIPAL
Is there a problem?

The no-nonsense PRINCIPAL(50's) observes.

Brittany steps back from Lex as the group dissipates.

BRITANNY
No, ma'm. Everthin' is as pleasant
as a peach.

She grins as she grinds her heel into a photograph...

...then clicks down the hall. Crisis averted.

Lex picks up photographs as the principal leaves.

INSERT PHOTO:

A man smokes a cigarette as he leans against a wall.

The photo transforms to include a dark humanoid shadow reaching toward the man.

BACK TO LEX:

Lex shivers, and grabs a pendant around her neck for comfort.

She picks up another photo.

INSERT PHOTO:

Her father(50's). Glasses. Sadness in his eyes. Sits in a wheelchair. One eye has been pierced by Brittany's heel.

BACK TO LEX:

LEX
Sorry, dad.

She struggles not to cry.

A pair of scuffed sneakers stops in front of Lex.

JASON
Whoa. What happened?

Lex won't even look up as she continues picking up the mess.

LEX
Don't worry about it.

She hears him walking away. He stops and picks up a photo.

JASON
Wow! This is really good. And it
isn't digital. It's like, old
school, right?

He picks up a few more photographs. Lex is fully aware of him as the halls empty and the late bell rings.

LEX
You can go. You don't need to help.

JASON
No one else was going to.

There eyes meet... a little too long. Jason's immediately likable - relaxed with tussled hair and amazing eyes.

He hands the photos to Lex.

JASON (CONT'D)
I'm Jason, by the way.

LEX
Lex.

JASON
Lex? Really?

LEX
Yeah. So?

JASON
Well, you should probably know
then, my real name is Kal-El.

LEX
Huh?

JASON
Yeah, Miss Lex Luther. Kal-El. But
you can call me Clark - Clark Kent.

He offers his hand with a little bravado. Lex snorts.

JASON (CONT'D)
What?

LEX
You just revealed your inner nerd.

JASON
Uh, that's Super Nerd.

Lex smiles and shakes his hand.

LEX
Super Nerd and Goth-girl. The
dynamic duo.

JASON
Goth-girl, huh? I like it.

He smiles. She blushes.

JASON (CONT'D)
So... Mrs. Linder's class?

LEX
It's down this way.

They walk together down the empty hall. Jason cool and
nonchalant, Lex very self-conscious.

JASON
So, how long have you lived here -
in Lumberton I mean?

LEX
Awhile. About ten years.

JASON
A native then?

LEX
Not even close.

Jason smiles and bumps her shoulder playfully.

JASON
No, I mean...

She steps away - It's way too friendly for Lex.

LEX
Whoa! What's your deal, anyway?
News flash, Superman, I'm the weird
one around here. In fact I'm
probably the villain in your little
super-hero story. So you can stop
pretending or whatever this is.

Lex glances at a nearby door.

LEX (CONT'D)
(muttering curtly)
This is it.

She turns to go.

JASON
Hold on.

Lex turns back around.

JASON (CONT'D)
You're right. I don't know you, or
anyone in this place. But I'm stuck
here. And after I saw you, I
thought... I might be okay.

He lets out a bitter laugh.

JASON (CONT'D)
But I guess you're just like
everybody else.

Jason flings open the door and strides into the classroom.

INT. SCHOOL CAFETERIA - LATER

CRUNCH, CRUNCH. Lex picks at her soggy taco salad as she sits alone - miserable. She lifts a forkful, but gives up.

JASON

Hey. Lex?

Lex looks up, shocked.

JASON (CONT'D)

Look, I... I just wanted to say I'm sorry. I was really angry. I'm not like that. Can we still be friends?

She stares open mouthed - shocked.

LEX

What's wrong with you?

Jason, upset, turns to leave.

LEX (CONT'D)

No, that's not what I meant! I mean, I'm the one who should be apologizing. I just... I don't know how to speak to people, all right?

She's miserably jabs at her food.

He pauses not knowing how to respond. Finally he sits and picks at his own food - mirroring her.

JASON

I've been thinking about it all morning.

LEX

Me too.

JASON

Also, I can't tell you how hard it was to find my other classes. I thought this place was small.

LEX

It's cuz the walls are made of kryptonite.

Lex gives it a moment to sink in - then glances up. Jason tries to suppress a grin, but fails. She smiles too.

JASON

Ah-ha! It's all starting to make sense now.

LEX

Yeah, it's all part of my diabolical plan to defeat the man of steel.

They both take a bite of their food and smile.

EXT. LEX'S HOME - DAY

Lex drives her rust bucket of a car on the outskirts of town.

She pulls into a sad single story ramshackle home with a ramp up to the porch. It's in dire need of an update.

Strange symbols - wards - are carved into trees, integrated into the porch, above the door, window frames.

As Lex gets out of the car her shirt pulls down over her shoulder revealing a tattoo of similar markings.

Lex walks up the ramp and enters. An argument is in full swing down the hall.

FATHER (O.C.)

How the hell did you think I'd feel?! You're putting her in danger!

INT. LEX'S HOME - CONTINUOUS

To Lex's surprise, the heavy Southern drawl of Lucille rings out loudly.

LUCILLE (O.C.)

They've approved it. It's only till the end of the school year. I've taken all the precautions I...

Lex sighs then heads into the cramped kitchen.

INT. KITCHEN - CONTINUOUS

Flies BUZZ around the dishes overflowing the sink. Lex wipes crumbs off the table and sets her backpack down. She opens the fridge and pulls out a can of soda.

FATHER (O.C.)
Precautions?! I don't think yours
have worked very well, Lucille! But
mine do!

LUCILLE (O.C.)
Lex will be safe! I swear it!

FATHER (O.C.)
You can't make any guarantees. So
I'll take matters into my own
hands.

Aunt Lucille rushes past, angry as a hornet.

LUCILLE
Crazy old...

She sees Lex and pauses.

LUCILLE (CONT'D)
Lex, honey. Sorry to run off like a
jackrabbit with it's tail on fire,
but someone's waitin' for me.
Kisses.

She rushes out as Lex waves bye.

Lex opens the can of soda and drinks.

FATHER (O.C.)
Lexi? Is that you?

LEX
Who else would it be?

He wheels into the kitchen, clearly upset.

LEX (CONT'D)
What were you talking to Lucille
about?

He restrains his anxiety a few moments as she drinks.

FATHER
Anything out of the ordinary to
report?

LEX
You mean like alien abductions, or
presidential visits?

FATHER
(tense)
I mean anything.

Lex drinks.

FATHER (CONT'D)
Alexandria, this is important!

LEX
Isn't it always?

FATHER
All right, I'll call the school.

He turns and heads down the hall to his office. Lex follows.

LEX
No! I'm not home schooling again!

FATHER
You're still in danger! And I'm...

LEX
Come on, Dad! People die in car accidents all the time. That doesn't mean your so-called Dark Wardens are searching for us.

FATHER
The Dark and Wardens are separate things!

Lex heaves a sigh of frustration. A bitterness comes over her as she looks at his chaotic mess.

FATHER (CONT'D)
Until I know you're safe again you will remain in the house. That's...

Lex erupts - screaming with primal fury, then storms off down the hall to her dark-room where she develops photos.

INT. DARK ROOM - CONTINUOUS

She hurls her drink against the hall wall and slams the door shut. A dim red light illuminates as she pounds on the door and screams in rage.

Fade to black silence.

Then sounds of RAIN and a CAR CRASH.

INT. DARK-ROOM - NIGHT

Lex wakes with a start, grasping the pendant. She lies looking up at the red light and photos hanging from a line.

Rubbing her stiff shoulders, she clicks on the brighter light. A sheet covers one wall of the tiny room. She unpins a corner and lets it fall, revealing a wall of photos.

Each image manifests shadows not of this world - like the photo of the man smoking. Lex, in a state of wonder, tentatively touches a photo.

LEX

Are you here, mom?

A look of sadness. She covers up the photos again.

INT. HALL - DAY

TICK, TICK. A clock on the wall reads 6:15 as Lex creeps down the hall ready for school. She stops abruptly and scowls. Her father waits at the front door.

LEX

I'm going to school, Dad.

FATHER

You're still wearing mom's pendant?

LEX

(exasperated)

She made me promise.

FATHER

Take this as well.

He holds out a small metal disk the size of a half-dollar with several lines engraved in its surface - a talisman.

FATHER (CONT'D)

Just keep it in your pocket. That's all I ask.

LEX

Fine.

She grabs it and stuffs it in her jacket pocket.

FATHER

And... Don't make any new friends.

LEX
Really? Like I ever do that.

Father grows sad. He nods and wheels away.

Lex opens the door.

FATHER (O.C.)
Lexi?

LEX
What?

FATHER (O.C.)
I love you.

Lex hesitates.

LEX
Sure.

She quickly escapes.

EXT. LEX'S HOME - CONTINUOUS

Lex glances back at the house with regret before getting in her junker car.

INT. HISTORY CLASS - DAY

Colorful posters of historical figures and famous sayings cover the walls. Lex sits engrossed in her history book as kids enter. "The French Revolution" is on the board.

Jason enters and hands a piece of paper to the TEACHER. Jason and Lex's eyes meet. A huge smile from Jason. A hesitant quick smile from Lex.

He sits next to her.

She scoots a piece of rock labeled "kryptonite" over to his side of the desk - nervous. Jason laughs. Lex is relieved.

EXT. SCHOOL PARKING LOT - PHYSICAL WORLD - DAY

The hot Texas son beats down on Lex and Jason as they talk next to her beater car. She is completely into Jason's story as he finishes.

JASON

... They run after me and get off
three shots. One came this close.

He indicates a couple inches. Lex stares at Jason, in shock.

LEX

What?! No way!

JASON

Yeah! Crazy, right? My parents
thought I was involved in gangs or
something - I wasn't - but that's
why they sent me off here, to my
weird aunt's house.

LEX

Jeez.

An alarm on his phone goes off. He stops it.

JASON

Crap! Look, I've got to go. Can I
call you later?

Jason looks hopeful. Lex is hesitant.

LEX

About that... I... My dad won't let
me have a cell phone. He's
overprotective.

Jason looks confused, but he's playing it cool.

JASON

Okay. See you in class.

He heads off while hiding he's upset.

INT. HISTORY CLASS - DAY

Lex sits down next to Jason who gazes off sadly. He's been
crying and tries to avoid eye contact.

Lex takes out a notebook and writes "What's up?" Then slips
it over to Jason. He ignores the note.

HISTORY TEACHER

Okay, time to open your textbooks.
You'll want to take notes on this.
It'll be on the test.

The class groans and pulls out their books and notebooks.

Lex takes the notebook back and writes "I really don't have a cell phone." She slides it over again.

HISTORY TEACHER (CONT'D)
 Open your textbooks to chapter
 Sixteen. Today we're continuing on
 with the French Revolution and
 Napoleonic Wars.

He reads then reluctantly writes. "It's my birthday. I miss my." He gets too emotional, then crosses out "I miss my" and hands it back.

HISTORY TEACHER (CONT'D)
 Josh. Let's have you start on page
 two fifty.

Lex reads his note and it hits hard. She struggle visibly with what to do, but then the right action erupts to the surface. She stands - crying out.

EVERYONE stares at her. SILENCE.

HISTORY TEACHER (CONT'D)
 Miss Lamb?

LEX
 (flustered)
 I... forgot I've got a counseling
 session.

The history teacher is not buying it.

HISTORY TEACHER
 Counseling? Where's your note?

LEX
 Are you late to the party? I see
 spirits. I helped find a dead guy's
 body when his spirit came to me. I
 know you're new here, but...

The teacher still isn't buying it.

LEX (CONT'D)
 (to the class)
 Raise your hand if you knew. It's
 alright. I'm not going to hurt you.

The entire class except Jason hesitantly raises their hand. Lex turns back to the teacher.

The teacher, now embarrassed, nods for her to leave.

Jason is surprised. Lex avoids eye contact with him as she grabs her things and leaves.

INT. SCHOOL OFFICE - DAY

Money and a note is slipped into an envelope for the choir teacher. Another envelope is for the student newspaper, and another for the pep club. The notes are handed to the secretary.

INT. SCHOOL OFFICE - DAY

A huge cake box is delivered to the office.

INT. SCHOOL CAFETERIA - DAY

A lit birthday cake with a superman symbol on it sits in front of Jason. The GLEE CLUB sings their own happy birthday song as a LARGE CROWD OF STUDENTS gather round and photos are taken.

Jason grins as the song ends they all clap and cheer.

He blows all eighteen candles out and everyone cheers again. Jason is unsure of how to cut the cake.

BRITTANY
I'll help with that.

JASON
Okay, sure.

Brittany cuts a large piece for Jason and gives him a kiss on the cheek.

BRITTANY
Happy birthday, Jason.

JASON
Thanks.

Others crowd around Jason as Lex slips him a bag. He pulls out a used vintage superman t-shirt and grins. Malik, a black dude wreaking of relaxed coolness gives Jason a fist bump.

MALIK
Sweet! Try it on.

Jason enthusiastically puts it on. The crowd likes it almost as much as he does. He's beaming. Brittany eyes him hungrily.

BRITTANY

So cute.

Jason looks for Lex. She's nowhere in sight. Then he reads the note in the bag.

"You are a lot stronger than you think, Super Nerd. Have fun with your new friends."

EXT. SCHOOL AUDITORIUM STAGE - LATER

A sweaty Lex performs martial arts/tia chi moves on the dimly lit, cluttered stage. Jason enters - still wearing the superman t-shirt - and watches.

JASON

Cool moves.

LEX

It's better than decking people. I don't need another suspension.

JASON

What's it called?

LEX

Don't know. Mom taught me before she died.

Lex grasps her fists together and pushes away from her body.

LEX (CONT'D)

But this is called "the shield of light." And this move is "the sword of truth."

She joins her hands together and slashes the air. Jason tries to mirror Lex's moves. She stops, refusing to engage.

LEX (CONT'D)

You shouldn't be seen with me if you want any friends. They all leave. I won't think any less of you.

She drinks water.

JASON

Do you really see spirits?

LEX

A long time ago. Now it's my excuse to ditch school whenever.

She sits in the middle of the stage. Jason joins her.

JASON

Cool.

Lex is surprised then bitter.

LEX

No one really wants "different."
They say they do, but they just end
up telling everyone you're a freak.

JASON

Try me.

She sneers bitterly, but he's not letting down.

LEX

Okay, let's start with one of my
parent's favorite bedtime stories.

Lex wanders the stage interacting with props and set pieces.

LEX (CONT'D)

In present day, most are oblivious
to what's been keeping the world a
somewhat sane and safe place.

Lex finds a play sword and takes it.

LEX (CONT'D)

Historically, the protectors of the
world were the Gatewalkers who can
pass through the Gates between this
mortal world and the spirit realm
without dying.

Lex passes through an opening in a set piece and pretends to
fight with her play sword.

LEX (CONT'D)

They were in charge of fighting off
demons and dark spirits.

Lex pauses, uncertain. But Jason is eager, open to it.

JASON

Go on.

Lex throws him a play sword. He joins her.

LEX

Gatekeepers would protect Gatewalkers from the normal stuff like bullets. They could sense Gatewalkers, and they opened the Gates, but they couldn't go through them. So it was a team effort. And things were basically under control.

Lex finds a costume piece from the 1800's and puts it on.

LEX (CONT'D)

But sometime in the 1800's, a powerful Gatewalker thought he could cross into the dark realm and stop the evil spirits for good. That's what he did with some others. But when they came back, they started corrupting the Gates. And these Gates turned other Gatewalkers who passed through them evil. A bloody war ensued.

Lex and Jason fight with the play swords. He's really enjoying this. And Lex lets him win.

LEX (CONT'D)

And when they were finally defeated the fear of it happening again continued. So, most of the Gatekeepers became Wardens who make sure Gatewalkers don't go through the Gates.

Lex takes off the costume piece.

LEX (CONT'D)

And they hunt them down to keep the taint from spreading.

JASON

So basically, we're screwed because there aren't very many Gatewalkers protecting us from evil?

She nods.

JASON (CONT'D)

(intrigued, excited)

Then what are we supposed to do?

Upset, Lex grabs her things to leave.

LEX
I don't know. Forget it.

Jason stops her.

JASON
What?

LEX
You're treating this like one of
your comic books. It's my dad's
twisted, sad life! Stories like
this are only fun when it's make
believe, Jason. Okay!

Lex rushes away.

INT. SCHOOL CAFETERIA - DAY

Lex eats alone. A pile of photos sit to the side.

Jason looks for a seat. Brittany purposely bumps into Jason.

JASON
Sorry. I didn't see you there.

Brittany smiles and winks.

BRITANNY
No harm done.

She heads off and glances back, expecting Jason to watch. He doesn't, much to her dismay.

A group of students, including Malik, wave and motion for Jason to come over. He waves back and heads that direction...

but then stops and sits across from Lex.

Refusing to look up at him Lex scoots down, but Jason mirrors her.

She stands to leave but he grabs her photos. She tugs at the photos but he won't let go. Finally she relents and sits back down.

Jason looks at the photos while he eats.

Lex glances up and sees a fuzzy humanoid figure standing next to Jason. Lex catches her breath in a panic. She squeezes her eyes shut and whispers quietly.

LEX
Go away. You're not real. Please
don't be real.

JASON
What?

She opens her eyes to only Jason. Relief.

LEX
Uh, nothing. It's nothing.

JASON
Hey, that's weird. There's like a
shadow in this picture. It's almost
like it's reaching towards this
guy.

Lex stares dumbfounded at Jason while he looks at the photo.

LEX
You see that?

JASON
Kind of creepy. Is it the film?

LEX
(revelation)
You can see it!

JASON
Yeah! Doesn't everybody?

He searches the photos. A small wind ruffles her hair, and a faint voice echoes through her mind as the world shivers.

SPIRIT OF GRANDMOTHER (V.O.)
Lexi, you're both in danger.

Lex crinkles her forehead and whispers to the voice.

LEX
Go away.

The voice fades away.

JASON
Wow! Another one. Is it the
developing process? You can tell
me. It'll be our secret.

He looks deeply in her eyes.

JASON (CONT'D)
I'm really good at keeping my
friend's secrets, Lex.

She's flustered.

Malik and friends sit down next to Jason.

MALIK
What's up, Jason?

JASON
Hey, Malik. Just looking at some
amazing photos of Lex's.

MALIK
Yeah? She should submit something
to the yearbook photo contest. The
theme is "unsung heroes," and all
we're getting are photos of
cheerleaders and jocks.

LEX
(sarcastic)
Inspirational.

Malek chuckles.

MALIK
Tell me about it.

Jason hands Lex's photos back to her and sneaks a moment to
hold her hand. Lex blushes.

INT. LEX'S HOME - DAY

Lex's father pulls a waffle out of the waffle iron and puts
it on the table next to two settings with orange juice. He
calls out for Lex to hear.

FATHER
Breakfast, Lex. Come and get it.

Lex rushes in with her school bag.

LEX
Wow, what's the occasion?

She hurriedly pours syrup over her waffle and devours it
during the quick conversation.

FATHER

Nothing. Just wanted to catch up.
How are things going at school?

LEX

Pretty much like always. I'll
graduate, if that's what this...

FATHER

No, no. Just wanted to know
generally.

Their eyes meet.

LEX

Come on, dad. Stop worrying.

FATHER

If you're seeing anything we...

LEX

(sarcastic)

Yeah, pretty please dad, can I get
a matching tattoo? All the kids are
doing it.

FATHER

It'll protect you. You deserve a
normal life.

Lex grabs her bag to leave.

LEX

Normal? What's that?

INT. SCHOOL HALL - PHYSICAL WORLD - DAY

CLICK, CLICK. Lex takes photos of an OLD JANITOR as he
prepares for the school day in the quiet halls.

LEX

Those cheerleaders and jocks can go
suck it. I've got the winner.

She changes a role of film. Jason watches close by.

JASON

So, uh, I guess you must have seen
the signs. They've been up a while.

Jason points to a large banner on the wall, a little hopeful.
It reads: "Sadie Hawkins Dance! Saturday, March 19th.

Girls Choice. Get Your Man, Get Him There, Then Get Down And Boogie!").

LEX

Wow! Lame!

Lex goes back to changing the film. She's clueless.

INT. SCHOOL CAFETERIA - DAY

The room bustles as Lex and Jason eat lunch.

A NERDY GIRL nervously offers a flower to Malik who sits near Jason. Malik takes the flower. The girl whispers in his ear. He nods yes, and the girl excitedly runs off to tell her friends.

MALIK

Yeah, the dance!

He fist pumps with Jason - feeling good.

JASON

Cool. A flower! (to Lex) Look, Lex.
Pretty sweet, huh.

Lex shrugs. Jason and Malik exchange a look. She really isn't getting the hint.

Brittany admires Jason from the next table over. She gives Jason a wink then locks eyes with Lex.

INT. SCHOOL HALL - DAY

Lex walks down the busy hall and stops dead center. She stares nervously as a strange black almost animal-like creature scurries about trying to hop into (possess) a kid. No one seems to notice except her.

It hops in one body but is shaken off. The creature scampers to another but isn't successful again.

Lex talks to herself quietly.

LEX

No. This isn't happening. Not now.

She turns away and hits her head on some lockers.

LEX (CONT'D)

(whispers to self)

It's not real. It's not real.

She turns down another hall heading to her locker. As she approaches it, to her surprise, it's open. The rolls of film she took earlier have been pulled apart, now useless.

INT. SCHOOL PARKING LOT - DAY

Lex pulls up to her parking spot in the morning. Jason waits in the classic superman pose wearing his superman T-shirt. Wow! He's determined.

LEX
You're here early.

Curious, she approaches. Jason decisively hands Lex a paper.

JASON
Read it out loud to me.

Confused, Lex does as he says.

LEX
"Jason, I hope you don't think I'm being too forward. I mean, we've only known each other for a few weeks. But I knew it was up to me to ask. So this is me asking. Will you go to the..."

She looks up at Jason, shocked. He grins nervously.

JASON
Go on.

LEX
"Will you go to the Sadie Hawkins Dance with me on Saturday night?"

Lex panicks.

JASON
Keep reading!

LEX
"It is semi-formal, so I will wear a dress." But...

JASON
Finish!

LEX
"You will pick me up at my place at 7 sharp. I know it's tomorrow but I hope you'll say yes."

JASON
Yes! I will go with you.

LEX
You don't understand...

JASON
And I'll pick you up at 7 sharp.

LEX
Would you just shut up for a
minute?!

She's upset, scared. After looking around to see if anyone
can hear she lowers her voice.

LEX (CONT'D)
I've never gone to a dance before.

JASON
Okay. Don't you want your first one
to be with me?

Lex, terrified, looks into his pleading eyes.

LEX
I - I - Okay.

Relief floods over Jason's face and he grins. She does too.

JASON
I can't wait to see that dress.

A new look of dread comes over Lex.

JASON (CONT'D)
You don't have a dress, do you?

Lex, flustered and annoyed, walks away. Jason catches her arm
and slides his hand into hers. Their eyes meet.

JASON (CONT'D)
Wait, I'm sorry. I'm asking you to
walk into the jaws of hell - into
the mall - for me.

Lex looks away, embarrassed.

JASON (CONT'D)
Maybe I can take you.

She lights up.

But then rethinks and shakes her head no.

LEX

I want it to be a surprise.

Jason grins and leans in to whisper in her ear.

JASON

Pink. Think pink.

She punches him on the shoulder.

INT. MALL - DRESS SHOP STORE FRONT - DAY

A puffy pink princess dress is displayed at the front of a store with several other over-the-top dresses.

Lex rushes from the shop in a panic. Bracing herself at the nearest trash can, she dry heaves. A FASHIONABLE MOTHER and YOUNG DAUGHTER gape in shock.

INT. "AN EVENING TO REMEMBER" STORE FRONT - DAY

Lex stares wide-eyed at the store, "An Evening To Remember" A huge sign says: "Going Out Of Business! Everything 75% off!"

INT. "AN EVENING TO REMEMBER" STORE - DAY

Lex shuffles through a rack of black dresses. Hallelujah! Finally a dress she likes! Lex glances around for...

The sophisticated SALES LADY grins knowingly.

SALES LADY

The dressing rooms are in the back.

INT. DRESSING ROOM - DAY

Lex admires it's perfect fit at the full-length stall mirror.

LEX

This pendant. It's not quite...

She takes her mother's pendant off. A breeze ruffles her hair and a fuzzy figure appears. Lex backs up against the wall as the world shivers. She hears...

SPIRIT OF GRANDMOTHER (V.O.)

Lexi. You're in danger!

She closes her eyes and whispers.

LEX
 No! You will not ruin this for me!
 Let me be!

The fuzzy figure fades away. Lex tries to convince herself.

LEX (CONT'D)
 See. It's all good. I'm just a
 normal girl - going to a dance -
 looking freaking hot.

Lex pulls her hair up and stands on her tip toes, imagining wearing heels.

LEX (CONT'D)
 I need heels.

She opens the door and starts down the hall. Just as she is about to enter the main store area a MAN WITH SUNGLASSES enters the store in a hurry, searching.

There are tattooed symbols around his eyes. He's a Warden.

Lex's vision shivers as an insistent voice enters her mind.

SPIRIT OF GRANDMOTHER (V.O.)
 Hide, Lexi!

Lex immediately ducks behind a shelf before the Warden can see her. She clutches her chest, panicked.

LEX
 (whispering to herself)
 What is wrong with you?

She rushes back towards her changing stall.

SALES LADY (O.S.)
 Can I help you?

MAN WITH SUNGLASSES (O.S.)
 Ah, yeah. I'm meeting someone here.

Lex quietly locks her stall and puts her pendant back on.

SALES LADY (O.S.)
 What does she look like?

MAN WITH SUNGLASSES (O.S.)
 I think she's in the back.

SALES LADY (O.S.)
 I'm sorry, but you'll have to wait
 out here...

As Lex buttons her jeans, a body falls to the floor out in the store. Panic. She frantically searches her jacket for the talisman.

A cell phone rings at the dressing room entrance. The man answers as Lex finds the talisman and puts her shoes on.

MAN WITH SUNGLASSES (O.C.)
Yeah, I felt it. But it's not the
boy. It's a girl. I can't sense her
now, either. It's some kind of
dress store. No. I've got her.

A beep as he hangs up. Lex quietly grabs the rest of her things and stands on the dressing room seat so her feet aren't showing underneath.

THUMP. The man gently pushes open the first stall.

A louder thump as he pushes open the next door.

He opens the next stall so violently that the mirror breaks and glass flies everywhere.

Lex cringes, shaking in the next stall over. He tries to push open her stall but finds it's locked.

MAN WITH SUNGLASSES (CONT'D)
(grinning)
Well, well.

He slams against the door and the walls shudder.

FEMALE IN STORE (O.S.)
Hey! What's going on back there?

MAN WITH SUNGLASSES
Shit!

MAN IN STORE (O.S.)
Someone's trashing the store!

The man in sunglasses slams against her door again but doesn't break through. The male customer rushes towards the back.

MAN IN STORE (O.S.) (CONT'D)
Hey! Stop!

Lex's attacker rushes out a fire exit. An ALARM sounds.

WOMAN IN STORE (O.S.)
Hold on! I think this is the girl
that works here. She's been hurt!
Call the police!

Lex panics. She hurriedly puts her shirt on over the dress
and stuffs the dress into her pants.

Her hands still shaking, she unlocks her door and sneaks out
of the dressing room while the alarm continues to blare.

INT. "AN EVENING TO REMEMBER" STORE - CONTINUOUS

A SMALL CROWD gathers around the sales lady who lays
unconscious. Lex hurriedly places money next to the cash
register and slips out of the store as the crowd grows.

She talks to herself as she walks away from the growing
chaotic scene behind her.

LEX
He was just a crazy. You were at
the wrong place at the wrong time.
That's all. I'm a normal girl just
getting ready to go to...

INT. HOME OFFICE - PHYSICAL WORLD - DAY

FATHER
(shocked)
A dance?!

Lex nervously stands facing her dad in his chaotic office.

LEX
Yeah.

FATHER
You're going on a date? With a boy?

LEX
Of course with a boy, dad! Jeez!

FATHER
I can't believe it! My little girl,
going on a date. That's wonderful!

He beams at her. Now Lex is shocked.

LEX
Dad, calm down.

He pauses, hesitant.

FATHER
Can you trust him? How well do you
know this boy?

LEX
I know him better than anyone else.

He looks relieved - then grins again.

FATHER
Well don't just stand there! We
need to clean up the place!

He wheels off, excited.

LEX
Dad! You're freaking me out!

FATHER
Come on! Daylight's a-wasting!

INT. KITCHEN - LATER

In JUMP CUTS, Lex washes dishes as her Father wipes down the table and chairs. He zips around cheerful as can be, whistling. Lex is surprised at him.

INT. LIVING ROOM - LATER

In JUMP CUTS, Father wheels out of the living room with items in his lap to put away while Lex vacuums.

INT. HALLWAY - LATER

Wearing her new dress Lex feels awkward and beautiful at the same time as she steps out of her room into the hall.

LEX
Dad.

Crashing comes from the office. He races out.

FATHER (O.S.)
Finally!

Dad wheels out into the hall and... shock.

LEX
Well?

FATHER
You're beautiful.

Lex blushes. He starts crying.

LEX
Dad!

FATHER
Okay. Okay. Just one favor. Go get
your camera.

LEX
Just a couple photos, that's it.

INT. HOME - LATER

In a SERIES of JUMP CUTS, we see

Lex and her father wait in the living room as the clock
strikes 7:00. Lex is nervous, barely able to contain herself.

The clock strikes 7:10 as Lex paces.

The clock strikes 7:15 as Lex peers out the window.

INT. HOME OFFICE - LATER

Lex talks on the phone.

LEX
Hi, Jason? It's Lex. It's, uh, 7:28
and you're not here. Call me.

She hangs up, desperately holding back the tears. She shakes
her head, wipes away the moisture from her eyes and takes on
a bitter hardness.

A soft wind from nowhere ruffles her dress. A faint voice
calls as the world shivers. A fuzzy figure appears.

SPIRIT OF GRANDMOTHER (V.O.)
Lexi, you need to listen.

One of it's hands reaches out to Lex...

and becomes clear.

Lex panics and backs away.

LEX
No, no no. Don't do this!

The fuzzy figure disappears.

FATHER
(softly)
Maybe you heard the wrong time?

LEX
No dad! It was a lie, a practical
joke on the freak girl at school!

FATHER
You are not a...

LEX
I am! Look at all this!

She looks around the chaotic room full of strange items, then reveals the tattoo on her shoulder.

LEX (CONT'D)
Look at me! How is this normal? Why
would anyone want to be part of
this?

She rushes to her bedroom and slams the door shut.

INT. SCHOOL HALL - PHYSICAL WORLD - DAY

Lex walks the busy halls before school - her face like stone.

A puny TWERP WITH GLASSES accidentally bumps her. She shoves him away - ready for a fight. He surrenders and rushes off.

The activity in the hall dies down as an announcement starts.

FEMALE PRINCIPAL (V.O.)
Attention students. As many of you
may already know, Jason Shepherd
was in an accident Saturday night.

Lex stops - shocked. All eyes are on her. Even Brittany and Chris are vaguely sympathetic.

FEMALE PRINCIPAL (V.O.)
His car swerved off the road. And
he's in stable condition but still
in a coma at Saint Elizabeth's
Hospital in Beaumont.

Lex rushes out of the school.

FEMALE PRINCIPAL (V.O.)
There will be a vigil this evening
at the First Baptist Church...

INT. HOSPITAL ROOM - DAY

Lex hurriedly rushes to the open door of a hospital room. A pale Jason with sunken eyes lies unconscious. She stops at the door, overwhelmed with emotion.

Three people sit in the corner of the room (JASON'S PARENTS, and LUCILLE), but all Lex can focus on is Jason.

LEX
No. Not him too. Please don't go.

A choking sob escapes her lips and her eyes fill with tears.

INT. HOSPITAL HALL - CONTINUOUS

Lex flees down the hall as Lucille calls out after her.

LUCILLE (O.C.)
Lex, honey. Wait!

After turning a corner Lex rushes into a bathroom and locks the door. Her weeping seeps into the hall.

INT. HOSPITAL BATHROOM - PHYSICAL WORLD - DAY

Lex faces the mirror with mascara running down her face. She's an exhausted puffy mess. Wiping her face with a wet paper towel makes little difference.

A wind blows stray paper towels. Lex looks around in confusion, then back to a reflection of her grandmother - now a spirit - smiling at her.

Lex whirls around in shock. Yep. She's still there.

GRANDMOTHER
Hi, pumpkin. It's so good to see
you again.

Unable to speak Lex backs up practically sitting in the sink.

GRANDMOTHER (CONT'D)
Now, Lexi. I know I've passed on,
but it was vital I see you.

Lex squeezes her eyes shut, then opens them again.

GRANDMOTHER (CONT'D)
I've been trying for so long to
visit you, dear. But I couldn't
break through with your father's
branding, and you blocking me.

Lex manages a croak.

Grandmother brushes Lex's cheek. Lex shivers - surprised.

GRANDMOTHER (CONT'D)
I see you've been making good use
of my camera. I must have taken
hundreds of photos of your
beautiful smile with it.

LEX
Mammy? Oh, Mammy.

It's as if Lex reverts to a child - so vulnerable.

GRANDMOTHER
You looked so lovely in your dress.

LEX
That was you?

GRANDMOTHER
I was so proud. Don't ever be
ashamed to love, Lexi, despite all
the garbage that happens.

LEX
But I thought the most horrible
things. And he was really in a
coma.

GRANDMOTHER
No, Lexi, he's on the other side.

LEX
You mean like a ghost, like he's...

GRANDMOTHER
He's connected, hanging on by the
merest thread. In your time it may
have only been a few days, but on
this side he's been fighting to
stay connected almost three weeks.

Lex shakes her head violently refusing to believe.

GRANDMOTHER (CONT'D)

(commanding)

Listen carefully, Lexi. The Wardens found out he is a Gatewalker. We don't know how, but he was pulled across without using a Gate. He can be found. But the only one who can bring him back is another Gatewalker. You.

Lex clutches her mother's pendant, speechless.

LEX

He's a... I'm a...? No! I'm just...

She looks down at her mother's pendant. The realization hits.

LEX (CONT'D)

Oh, shit!

GRANDMOTHER

Yes, it's all real. And you'll need as many Gatewalkers as you can get for what is to come.

LEX

But I can't...

GRANDMOTHER

You have more strength than you know. Don't give up on Jason again, Lexi. You only have a few days in my time, then there won't be another chance.

The realization and resolve hits Lex.

GRANDMOTHER (CONT'D)

You know who he truly is. Don't forget that. And I know who you truly are. Trust me.

LEX

But - how?

GRANDMOTHER

Talk to Lucille.

LEX

You mean my crazy, opinionated...

GRANDMOTHER

Yes. She's a Gatekeeper, just like your father.

(MORE)

GRANDMOTHER (CONT'D)
She protects a safe Gate and can
help you cross over. I'll send a
guide to help you, but there are
many factions here. Things are not
always as they seem. You must trust
your heart.

Grandmother reaches out lovingly and touches Lex's heart.

GRANDMOTHER (CONT'D)
Be brave.

Lex shivers. A knock on the door. Lex glances at the door.

LUCILLE (O.S.)
Is that you, Lex, Honey?!

LEX
Lucille!

She looks back and her grandmother is gone.

EXT. THE IN-BETWEEN - DAY

We are now back at the end of the flash forward in it's
correct context. Lex steps through the gate to...

A mist of a dense gray, fog-like substance. Everything is
murky.

Turning, she looks back at the Gate. Lucille stands on the
other side, blurry. In excruciatingly slow motion Lucille
lifts her hand to her forehead in wonder.

Lex turns and heads through the haze towards the same sort of
humming she heard when entering the garage. In the distance
GHOSTLY FORMS moan and a GHOST CHILD sings a lullaby.

Lex heads towards A MAN (19). From behind he looks like...

LEX
Jason? Jason, is that you? We've
got to get you back before...

But he wears an old army uniform and looks through a murky
transparent window observing an OLD WOMAN smelling flowers.
The vibrant colors are so alive compared to the drab haze of
where they are.

SPIRIT IN OLD ARMY UNIFORM
(speaking very slowly)
Emma. Emma, it's me!

The old woman is oblivious to him.

LEX

Is she your grandmother?

In slow motion the old woman looks around as if hearing Lex.

The man in uniform whirls to face Lex. He looks hollow and wasted - full of desperation. She steps back, startled.

SPIRIT IN OLD ARMY UNIFORM

Speak to her again. She can't hear
me anymore. But she can hear you.

Lex stumbles back from him, but he grabs Lex by the arms.

LEX

You can touch me?

SPIRIT IN OLD ARMY UNIFORM

Tell her I'm sorry I left. She is
my true love! I'm waiting!

Scared, Lex breaks free and plows through the mist, rushing past OTHER SPIRITS desperate for her help.

GHOST CHILD

(to Lex)

Mommy won't stop looking for me. I
sing to her but she just cries.

MATURE SPIRIT

(to Lex)

I should have stopped her from
hurting them. Make her stop!

As she continues past the spirits the humming sound grows louder. She bursts out of the haze into a clearing with a shimmering, yet dimmer Gate.

Just as Lex is about to touch it dark jagged lines arc across it's surface - it's tainted.

LEX

Ah! Hell in a hand basket!

She steps back, scared.

A glowing white YOUNG GIRL skips out of the fog to the Gate.

YOUNG GIRL

Hello!

LEX

Oh, hi.

YOUNG GIRL

Are you going to the spirit world,
too?

LEX

Yes. Can I follow you?

YOUNG GIRL

Sure!

The young girl skips into the Gate as a dark jagged line arcs across it's surface again.

Lex prays silently for a moment as she clutches the pendant around her neck.

LEX

The wards are going to work.
They're going to...

A dark jagged line arcs across the Gate as Lex enters.

INT. GATE TUNNEL - SPIRIT WORLD - PRESENT - DAY

Lex stands in a tunnel fifteen yards long with a shimmering Gate at the end. She looks around. The little girl is gone.

LEX

Hello? Little girl?

As Lex tentatively takes a step the sloping walls and ceiling crackle with energy and black veins. Lex quickens her pace. The tunnel trembles and she reaches out to brace herself.

A jolt runs up her arm. She can't pull her hand free.

She pulls harder as veins of blackness thrash around her hand. Lex screams in pain.

LEX (CONT'D)

No!

She grabs her wrist with her free hand and pulls with all her might, and finally breaks free. Terrified, Lex examines her hand, but sees nothing.

She runs towards the end of the tunnel as black veins angrily whirl across the surface. Lex rushes through the Gate to...

EXT. SPIRIT WORLD PROCESSING - CONTINUOUS

Dozens of lines of GRAY SPIRITS meet at a giant wall of clouded glass. Several large signs change every few seconds from one language to another. One reads in English "Processing: Please proceed forward."

Several SPIRITS IN BLACK UNIFORMS (WARDENS) stroll past those in the line. One with strange markings around his eyes - just like her attacker at the mall - glances at Lex.

She shivers, panics and slips into a line to hide. No one in the line seems to care.

In the next line over, a Warden pulls a WOMAN who doesn't look gray out of the line and leads her to the front.

TWO WARDENS pass. In a panic, Lex bows her head and clutches her mother's pendant.

The Wardens pause in front of a MIDDLE EASTERN MAN, a few people away. His skin is not gray.

WARDEN 1

Sir, please come with me.

The man nods and turns to go with them.

MIDDLE EASTERN MAN

Excuse me. What about her? She doesn't have any gray.

Lex looks up. The Wardens examine Lex as she forces a happy face and continues to clutch the pendant. A strange sound escapes her lips - she's about to lose it.

FEMALE WARDEN

Come with me, Miss.

LEX

I'm nothing. I'm nobody.

FEMALE WARDEN

Let's get you to where you belong.

Lex swallows, then nods and follows them towards the front.

They approach a GROUP OF WARDENS. SLOW MOTION as they glance up at her. Her heart beats fast. They look away. Relief.

They approach dozens of windowed kiosks with COLORFUL SPIRITS processing those in the line. The Wardens leave them at the front and wave at a PROCESSOR WITH A PINK TINTED AURA.

WARDEN 1
More expedites.

The Processor, smiles at Lex. Fun, polite, and welcoming - he's the essence of pink.

PINK TINTED PROCESSOR
Hello, Miss. Name?

LEX
Uh, Lex. I mean Alexandria Lamb.

As the Processor types words into the air his hands connect with something, and a happy flash of light appears.

Lex, fascinated, tries to touch the keyboard - but it's not there. The processor grins and winks at her then continues his happy typing.

PINK TINTED PROCESSOR
Residence at time of passing.

LEX
Lumberton, Texas, I guess.

PINK TINTED PROCESSOR
Cause of death?

LEX
Uh... I'm not sure.

PINK TINTED PROCESSOR
Unknown. That's just fine. Any relatives you would like to notify of your arrival?

LEX
My grandmother.

PINK TINTED PROCESSOR
Her name?

LEX
Martha. Martha Lundgren.

After typing, there's a happy ding sound. He's thrilled.

PINK TINTED PROCESSOR
Anyone else? Siblings, parents?

He really wants to add more, and Lex would love to oblige.

LEX
There's my mother.

She pauses, looking nervously over at the Wardens. Sadness.

The Pink Tinted Processor waits attentively for a name. Lex shakes her head no.

LEX (CONT'D)
Sorry. I mean no one else.

PINK TINTED PROCESSOR
You may proceed.

He points to a doorway in the wall. But Lex turns back.

LEX
How... I mean, why all the
different languages? And how did I
take my clothes and things with me?
How...

The processor smiles.

PINK TINTED PROCESSOR
Your questions will be answered in
time.

Then he motions for her to come close. He whispers excitedly.

PINK TINTED PROCESSOR (CONT'D)
But here's a little something to
think about. All things are created
spiritually first.

He winks and grins - so proud of his amazing reveal.

Lex fakes a smile while nodding.

LEX
Thanks.

She hesitantly approaches the door and steps through.

PINK TINTED PROCESSOR (O.C.)
Next, please.

INT. PROCESSING ELEVATOR - CONTINUOUS

The door closes.

LEX
(sarcastic)
Of course, all things are created
spiritually first. Why didn't I
think of that.

Lex is whisked upward. Stunned, she presses against the wall.

LEX (CONT'D)
Okay, grandma. I could really use
that guide about now.

The lift slows, then stops. A door on the opposite side
opens. Light floods her vision.

Shielding her eyes, Lex tentatively takes a step forward.

CELIA (O.C.)
(chipper British accent)
Well, hello there! I'm Celia! And
you must be Alexandria. So very
nice to meet you!

Lex squints - making out blond curls and a white pantsuit.

CELIA (CONT'D)
It is truly an accomplishment just
to make it to the White Terrace.
You should be proud!

EXT. THE WHITE TERRACE - CONTINUOUS

Lex steps through the door onto a large courtyard of bright
white tiles. Beyond it is open sky, gray and dreary in
comparison to the terrace and it's OCCUPANTS. Many more wear
similar white attire and greet others at the elevators.

To Lex's shock, Celia beams and embraces her.

CELIA
Isn't it wondrous?! I bet you were
going to ask if this is heaven,
right? Everybody asks that!

A piercing laugh from Celia. Lex winces a smile.

CELIA (CONT'D)
Isn't that something?! But no, this
isn't exactly heaven. We're
technically on the first level,
just above the Gray City.

LEX
The Gray City? (whisper) Jason.

CELIA
Yes. You've heard of it?

Lex hesitantly nods.

CELIA (CONT'D)
Well you don't have to worry about
that depressing place.

Her voice goes low for the last words.

CELIA (CONT'D)
This way to...

Ignoring Celia, Lex walks over to the edge of the White Terrace. Below them is a never-ending city cloaked in smog and grime. Lex gazes down on its vastness as Celia jabbbers.

CELIA (CONT'D)
A dreadful sight, isn't it. Though
I suppose seeing the contrast does
have its merits. Just wait till you
see the Crystal City, Alexandria!
You won't believe how beautiful...

LEX
My name is Lex.

CELIA
Oh! I'm sorry. I have Alexandria.

LEX
It's Lex.

CELIA
All right, then, Lex. The train...

LEX
How many people live down there?

CELIA
People? Oh! You mean souls. Well, I
don't know.

LEX
How do you get down there?

Celia's laugh this time is a little shaky.

CELIA
Oh, just the lift over there.

TWO WARDENS stand by a door on the wall not too far away.

CELIA (CONT'D)
It's restricted, though. A few are
given passports for service
descents. Are you interested in a
service opportunity?

LEX

Maybe.

Celia claps her hands together, thrilled. Lex winces a grin.

CELIA

Oh, that's wonderful!

LEX

So, how long does it take to get a passport?

CELIA

Oh, around a year.

LEX

A year?! I don't have time. Does anyone here already have one?

Celia's smile falls away.

CELIA

Well, not many. I actually have one. But I couldn't go down there. I just couldn't!

Screams. They whirl around. A DARK SPIRIT with black spots and a feral look in his eyes rushes across the terrace. Lighter spirits scatter while Wardens descend.

CELIA (CONT'D)

Have no fear, Alexandria. The Wardens will take that tainted spirit right back to spirit prison, where it belongs!

The door to the Gray City is unguarded and everyone is transfixed on the dark spirit's capture.

Except Lex.

EXT. GRAY CITY COURTYARD AND STREETS - DAY

Moments later grimy, gray elevator doors open and Lex quickly exits. She gags from the nasty smell, and her eyes water. The elevator quickly ascends as she moves on.

Three BRILLIANT WHITE SPIRITS stand near her at the end of a sad crumpling courtyard. Hundreds of ashen gray spirits wait in line to take a cup from a figure in white and drink. Their gray appearance lighten a little as they do, and they smile gratefully as they return the cup.

LEX
A soup kitchen?

Lex watches - disconcerted. She glances back towards the elevator that opens.

Celia steps out and searches for Lex. Their eyes meet.

LEX (CONT'D)
Crap!

Lex rushes into the street, dodging spirits as she goes...

...and then ducks into an alley.

She follows a rat-faced spirit, DILLY, who enters the back door of a building. Celia's voice calls out on the street.

CELIA (O.C.)
Excuse me. Have you seen a girl in
a black jacket? I think she may
have come this way.

Int. GREY CITY BUILDING - CONTINUOUS

Lex darts through the door and closes it behind her.

It's dark and it takes a few seconds to see inside.

A gruff voice speaks beside her.

GRUFF GUY
If you've got some to sell, go on.

Confused, Lex stumbles forward to a lighted area at the far end of the room.

Dilly bends over a glass jar and vomits up an ethereal light while NICK - large and in charge - looks on. The room lights up a bit. Nick empties the jar into a barrel full of the same, then closes the lid to keep the light in-check.

The spirits turn to her. *Oh crap!*

LEX
I... I must have made a wrong turn.

Lex starts to go, but the gruff man blocks her way.

NICK
Hold on now. You're a Rook, aren't
ya. Hey boys, we got a Rook here.

LEX
I don't know what you mean.

Nick and Dilly chuckle.

NICK
She's fresh out of the Gate, this
one. But you're paler.

Lex jerks away, taking another step back.

LEX
I need to go.

NICK
Well, that's the thing. You can't
go till you pay the fee. The Rook
toll, see. Isn't that right boys?

They all chuckle.

NICK (CONT'D)
So tell me, Rook. How much you got?

LEX
I... What are you talking about?

NICK
(to the gruff guy)
Hold her.

The Gruff man and Dilly grab her.

GRUFF GUY
Son of _.

She struggles against them.

NICK
Hold her still I said!

DILLY
She's really strong, Nick!

She breaks free and ends up near the barrels.

LEX
Let me go, or I'll...

She opens the lid to one of the barrels. The men back up a
little nervous.

NICK

Don't you go messing in things you
know nothing about.

He lunges towards her. Lex pushes the barrel over and the
glowing mass spreads across the room soaking in and
lightening it. Nick grabs Lex in a chokehold.

NICK (CONT'D)

You'll pay for this for the rest of
eternity!

A sudden burst of light fills the room almost blinding them.

CELIA

Stop! Unhand her! Now!

Celia's voice booms as she enters the room holding an
impossibly bright light above her head.

The spirits scramble away from Celia and cower in a corner.

CELIA (CONT'D)

(to Lex)

It's time to go home, Alexandria.

Lex quickly pushes over two more barrels.

CELIA (CONT'D)

Lex!

Lex takes Celia's hand.

EXT. GRAY CITY STREETS - DAY

Celia pulls Lex along the streets as the dismal area around
them transforms into a cheerful park surrounded by a town
square and clocktower at it's end. There's even a trace of
color.

Lex is full of wonder/excitement.

LEX

Look! It's my favorite place when I
was a kid!

Celia won't look. She just pulls Lex away as gray spirits are
drawn to the transformation.

Celia is clearly upset but tries staying positive and calm.

CELIA

You shouldn't be here. It's not allowed. Otherwise we get messes like this.

Lex frees herself from Celia and stops.

LEX

I have to find someone. He's not supposed to be here either.

Celia turns back and smiles as if it's a joke. She grabs Lex's arm again and continues forward. Her stubborn positiveness won't let up.

Lex breaks free again.

LEX (CONT'D)

I can't go back! I won't!

Lex folds her arms - obstinate.

LEX (CONT'D)

You can't force me to go to the Crystal City, can you?!

Celia avoids the question.

CELIA

I was specifically charged to see you safely to the Crystal City. And you are still my responsibility!

Lex is unmoved. Celia gives in with a sigh.

CELIA (CONT'D)

Once we find him, and you see I am right, do you promise to come with me to the Crystal City?

LEX

If Jason is supposed to be here, then yeah, I'll go with you. But I swear to you, he shouldn't. And I'm not going to abandon him!

That strikes a cord with Celia. She's barely able to contain her emotions.

CELIA

A noble sentiment.

Celia valiantly attempts a smile.

LEX

You know someone who can help?

Celia's smile hardens. She sighs and nods, then briskly heads in the opposite direction. Lex follows.

LEX (CONT'D)

Who is it?

CELIA

The district governor. And there will be a price which I will pay.

LEX

Whoa. Hold on. Are you sure?

CELIA

I have something he desires of me. And you have something I want of you. Think of it as a trade.

Lex looks hesitant. Celia and Lex walk up steps to an elevated train station.

LEX

Wait. I mean, you know him? How?

Celia pauses and shakes her head, not wanting to reveal it.

CELIA

I used to live here.

Lex is shocked.

CELIA (CONT'D)

I've found there are seldom coincidences when it comes to my assignments, especially when made by the Elders.

Celia moves on and Lex follows.

LEX

But how? I mean, how did you make it to the Crystal City?

CELIA

Ascending and earning a new name can take hundreds of years, but it is possible.

LEX

New name? What was your old name?

CELIA
That's irrelevant. I am not that
anymore.

EXT. GRAY CITY ELEVATED TRAIN STATION - CONTINUOUS

Lex and Celia reach the top. A DOZEN GRAY SOULS stare blankly at the tracks waiting for the train. But soon they notice the nearby neighborhood transformation and head down towards it.

A gray decaying version of an iconic building stands nearby, next to another identifiable piece of architecture from a completely different place and time in history. Lex looks at one, then the other, trying to reconcile the image. She gives up - shaking her head, then focuses back on Celia.

Celia scrutinizes Lex, then fidgets as the train approaches.

LEX
What?

CELIA
Nothing. It's... Have you seen
anyone else dressed in black? Can
I... just hold still.

Celia closes her eyes then hesitantly reaches out with both hands and moves down the contours of Lex. Though never touching the fabric, Lex's clothes turn gray.

Lex stammers in disbelief.

The elevated train stops at the station.

LEX
How?

Celia smiles shyly.

CELIA
It's quite simple really.

LEX
Yeah. Real simple.

Celia and Lex step on the dingy gray train.

CELIA
So tell me about this young man.

The train doors close, and it takes off.

INT. GRAY CITY ELEVATED TRAIN - DAY

Darkness. The sound of a subway train moving. Then...

CELIA

Lex. Lex.

Lex wakes and adjusts her eyes to the dim light of the train.

CELIA (CONT'D)

I'm sorry. I didn't mean to startle you. Was it deep meditation?

LEX

Oh. Yeah.

Celia, troubled, glances at the growing number of PASSENGERS traveling with them.

CELIA

Well, we have a few stops to go.

The train slows down and pulls into a station.

Just as the doors open A WOMAN COVERED IN RAGS rushes into the train. She lets out a whining growl and approaches them. Black tendrils snake across her body.

The rest of the passengers get off quickly.

Celia pulls Lex away from the tainted spirit as a sphere of light appears in her hand. The woman covered in rags crouches back - repulsed by the light.

Three WARDENS enter and Celia's light evaporates.

The Warden in front, GENERAL GIDEON, carries an air of absolute authority. His eyes - dark and piercing - travel over Celia and Lex, before shifting to the spirit in rags. He motions for the two Wardens to continue.

The two Wardens take out batons that begin flashing. The woman in rags lets out a screech as the Wardens corner her.

General Gideon turns to Celia - respectful, yet skeptical.

GENERAL GIDEON

Apologies, Honored One.

CELIA

General Gideon. Another spirit prison escapee, I presume?

GENERAL GIDEON

I'm afraid so. Did this creature
come in contact with either of you?

CELIA

No.

GENERAL GIDEON

What brings you to the Gray City?

CELIA

I am caring for a ward.

GENERAL GIDEON

I see. I'm sure you wouldn't object
to showing me your passport.

The prison escapee slips through the two Wardens and lunges
towards Celia and Lex.

Lex ends up on one side of the train while Celia and the
Wardens are on the other.

CELIA

(to Lex)

Don't let it touch you!

The escapee cackles in glee - lunging towards Lex. Lex rushes
out the train doors with the escapee, Celia, and Wardens
following close behind.

EXT. GRAY CITY CHINA TOWN ELEVATED TRAIN STATION - CONTINUOUS

Lex rushes down the train platform towards a vast, gray,
China Town full of a variety of buildings - everything from
ancient temples to modern chinese business buildings.

EXT. GRAY CITY CHINA TOWN STREET - CONTINUOUS

Lex scampers through the streets as the crowd scatters. She
trips, falling to the ground. The escapee cackles in delight
and jumps for her.

Lex grasps her fists together and pushes away - just like on
the school stage. A shield of light appears on her forearm.

The escapee hits the shield, and with a cry of pain is thrown
across the street stunned.

LEX

What the flip!?

Lex stares at the shield for a moment, then releases her fists. The shield disappears. She performs the move again and a shield appears. She stares in wonder.

The escapee starts to rouse. Lex rushes around a corner in an alley and hides.

The escapee searches the street then screeches in frustration as a GROUP OF WARDENS surround her and descend with a multitude of flashing batons.

The tainted spirit lies immovable out on the street. She is carried away by Wardens wearing special gloves.

General Gideon approaches with Celia.

CELIA

I expect to be immediately informed
when my ward is found.

GENERAL GIDEON

Your optimism is commendable.

CELIA

Whether you believe she is tainted
or not, I have the right to be
present at any inspection or
interrogation.

GENERAL GIDEON

Of course. Where will you be
staying?

CELIA

The Napoleon.

That perks Gideon's interest. Several Wardens are surprised.

GENERAL GIDEON

Two of my men will escort you.

Celia nods and two Wardens follow her back the way she came.

CAPTAIN

Is her passport in order?

GENERAL GIDEON

Yes. But keep an eye on her. And
send out a description of that
girl. I want her found quickly.
Something's not quite right.

The captian nods.

GENERAL GIDEON (CONT'D)
And question the escapee. She may
know where Arrington is hiding.

Another Warden approaches.

WARDEN
General, a new town square with
traces of color has appeared. No
one is claiming creation.

That gets their full attention. They hurry off together.

EXT. GRAY CITY CHINA TOWN NEAR ELEVATED TRACKS - DAY

Lex walks near the elevated tracks where SOULS OF ALL TIME
PERIODS interact with each other.

Two Wardens search the crowd.

Lex hides as they pass.

EXT. SAME - NIGHT

The sky is darker - though not black. Lex continues walking
near the elevated tracks. China town has slowed to a lull.
Across the way a performance at a small pavilion draws the
attention of a CROWD.

Weary, Lex stops at a modern-looking Ramen restaurant with a
walk up window. A CHINESE GIRL with dimples attempts a smile,
be she's really not into it.

LEX
Hi, which way to The Napoleon?

The cashier points the way Lex was going.

CHINESE GIRL
(thick Chinese accent)
That way. Much time. Tall building.

Lex sighs, frustrated.

LEX
Do you have any water?

The girl nods and presses a button on the cash register.

CHINESE GIRL
259 francs.

Lex steps back in surprise.

LEX
Sorry, forget it. Thanks.

Lex sits discouraged at the back of the small pavilion watching the Cantonese shadow puppet performance about a mother and daughter.

TWO WARDENS approach watching the performance on the other side of the audience. Lex hides behind a large spirit.

The shadow puppet mother dies while the daughter mourns.

CLINK.

A glass of water sits on the bench. A man scoots next to Lex hunched over with a hoodie pulled over his head. Lex can't see his face. He drinks from his own glass then quietly...

ELIAS
(bitter sarcasm)
You must be new here.

Lex examines the glass, takes a sip, and then drinks more.

LEX
Uh, yeah.

ELIAS
And I'm guessing you heard that The Napoleon is a magical place where all your dreams come true. Well good luck with that, Rook.

LEX
Why do people keep calling me Rook?!

ELIAS
Rookie, newbie. Soon you'll learn everyone's corrupt. And Napoleon sits at the heart of it.

He slightly lifts his glass, not wanting to draw attention.

ELIAS (CONT'D)
To the man himself, the Emperor of corruption! Misseur Bonaparte!

He drinks.

LEX
Whoa!

That was a little too loud. But everyone else is focused on the performance. She speaks quietly.

LEX (CONT'D)
You mean Napoleon Bonaparte?

He nods. Lex is skeptical.

LEX (CONT'D)
Have you met him? I mean, maybe
he's not as bad as you think.

He evaluates her, then chuckles.

ELIAS
Maybe I was wrong about you. Maybe
you'll fit right in after all.

He drinks the rest then heads off through the dark streets.

Lex is a little ruffled by the interaction as she finishes the last of the water. She mumbles to herself.

LEX
Freak.

As the performance ends the Wardens spot her in the crowd.

She scampers over the seats and people, and sprints for the maze of nearby alleyways.

The Wardens chase after while speaking into their batons.

EXT. GRAY CITY CHINA TOWN ALLEYS - CONTINUOUS

Lex rushes along alleyways. Out of breath she pauses.

ELIAS (O.C.)
(in whisper)
Hey! Pssst! Down here!

Lex spins around but sees nothing.

ELIAS (O.C.) (CONT'D)
Down here!

At the bottom of a wall is a small opening. Lex quickly wiggles her way through and falls a few feet into darkness.

INT. UNDER THE GRAY CITY - CONTINUOUS

LEX
Ow!

ELIAS
(whisper)
Quiet!

Seconds later two pairs of Warden boots run past.

LEX
Thank you.

ELIAS
Shhh!

Lex turns and stares in shock. In the dim light she sees the hooded man, his face still not visible.

LEX
You!

ELIAS
Quiet!
(mumbles under breath)
Rooks.

He listens a little longer as they stand in a service tunnel.

ELIAS (CONT'D)
All right, let's go.

He starts down a ladder into ominous darkness, below.

Lex glances towards the opening above and sees more Warden feet passing. She climbs down after him.

The darkness is absolute.

LEX
Hello?

ELIAS
Keep your voice down.

A giant bright glow stick flares to life in his hand, and he starts down a tunnel. Lex follows.

A sound from the darkness, then a quiet whistle. Elias responds with a different whistle. Someone moves away and Elias continues with Lex nervously following.

LEX

Where are you taking me?!

ELIAS

Does it matter? At least you're free of the Wardens.

LEX

I need to get to The Napoleon.

ELIAS

Be my guest. If you want to destroy your future, go for it.

LEX

Why should I trust you? I don't even know who you are.

ELIAS

Elias.

He holds his hand out.

LEX

Oh. I'm Lex.

She shakes it.

ELIAS

Keep up, Lex.

He turns and quickly moves on.

LEX

What is this place, anyway?

ELIAS

Tunnels beneath the city. Most souls avoid them. They think it's dangerous - full of undesirables.

LEX

And is it full of undesirables?

Lex glances around nervously.

ELIAS

You mean escapees from prison. Yea, there are some of those down here. But most aren't that bad.

LEX

Look. I appreciate this but I've got to get to The Napoleon.

(MORE)

LEX (CONT'D)

Just tell me how to get back up to the street. I can find my way from there.

ELIAS

I doubt it. They'll have your description.

LEX

Why does it matter to you anyway?

He turns back.

ELIAS

It doesn't. I just wanted to keep them from getting to you. I wanted to piss them off.

The anger in him is evident. She stares in wonder.

LEX

What did they do to you?

Elias doesn't answer.

LEX (CONT'D)

They must have done something! They did something to me, too.

ELIAS

What? Chase you?

LEX

No, not here. Back on Earth.

ELIAS

Ah. You mean cops.

LEX

The Wardens! Never mind. Forget it.

Silence. She's got his attention.

ELIAS

What did they do?

LEX

They - They tried to kill me, and my friend. He's here too, somewhere. I need to find him. And someone at The Napoleon might be able to tell me where he is.

ELIAS
They tried to kill you?

LEX
Yeah. And my mom and grandma when I
was little. We didn't do anything,
they just followed us...

ELIAS
Was it raining, was it a car
accident?

LEX
Yeah! Why do...

Elias steps right up face to face with Lex. He examines her
eyes intently, lifting the lids.

LEX (CONT'D)
Ow! What are you...

His hood falls back and Lex gasps in surprise. He looks to be
in his early twenties. But his eyes seem much older.

He's surprised too. They stand face to face, inches apart.

ELIAS
Holy - She was right.

Lex is getting mighty uncomfortable.

ELIAS (CONT'D)
All right, Lex. I'll take you to
The Napoleon. If that's what you
really want.

LEX
It is.

ELIAS
Okay then.

He steps away from Lex. Relief.

ELIAS (CONT'D)
They'll be looking for someone with
your exact description. Come on.

EXT. GRAY CITY CHINA TOWN STREETS - DAY

Gray china town is bustling. Elias covers a manhole in the
street as Lex looks around the busy scene. Elias walks down
the street and Lex follows.

INT. GRAY CITY CHINESE CLOTHING SHOP - DAY

Lex waits in a Chinese clothing store. Elias approaches with MRS. HWANG, a short middle-aged Chinese woman.

ELIAS
Rook, say hello to Mrs. Hwang.

MRS. HWANG
(in Mandrin)
Ah. Very pretty!

LEX
What did she say?

ELIAS
She said it's going to be a challenge, but she'll do her best.

LEX
What's that supposed to mean?

Mrs. Hwang whips a gray measuring tape from around her neck.

INT. SAME - DAY

Mrs. Hwang grins as she offers a dress to Lex.

Lex nervously takes a step back. Elias's eyes narrow.

ELIAS
Is there a problem, Rook?

LEX
I have bad luck with dresses. I can't wear it.

Elias steps up next to Lex, his mouth right next to her ear. His whispering voice cracks with suppressed anger.

ELIAS
This is a gift. It will dishonor her if you don't take it. And it's the only way you're getting to The Napoleon. So stop embarrassing me and try on the damn dress!

It's like a slap to the face. She angrily grabs the dress.

INT. SAME - DAY

Lex flings open the curtain of the dressing room. She's still angry, but the dress fits her perfectly.

Elias' eyebrows lift and he lets out a soft whistle.

ELIAS

Hate to say it, Rook, but damn, you
look good.

Lex glares and shoves him. He topples over some items.

LEX

Quit calling me that! My name is
Lex, okay? Lex!

Elias holds his hands up in surrender, and grins.

ELIAS

Okay! Lex. Now we just need to do
something about your face.

LEX

Excuse me?!

ELIAS

You're too pale. It's what makes
you stick out more than anything.

Elias opens a small box and dips a finger inside.

LEX

What's that?

ELIAS

Chinese magic. Your camouflage. Now
hold still. This may feel weird.

His finger brushes across her cheeks, and from those spots
pale gray liquid spreads across her skin to cover her entire
body, including her hair.

Lex staggers back, flailing.

LEX

What did you do to me?!

ELIAS

It's just temporary.

Elias takes down a wide-brimmed hat from a shelf and puts it
on Lex. Then he turns her towards a full length mirror.

Lex barely recognizes herself.

ELIAS (CONT'D)
What do you think?

LEX
I... Thank you.
(to Mrs. Wang)
Thank you.

Mrs. Wang nods and bows. Lex returns the gesture.

Elias offers his hand to Lex.

ELIAS
(sarcastically)
Let's get you home.

Lex glares. He sneers.

EXT. OUTSIDE "THE NAPOLEON" - DAY

Lex carries a satchel and holds Elias' hand as they look up at The Napoleon. The huge skyscraper's exterior sparkles of gold - A beacon of dominance among the sea of gray. The streets are crowded with SURPRISED ONLOOKERS and WARDENS.

ELIAS
Well I'll be damned. Napoleon
certainly has balls. The other
Governors must be seething.

LEX
What?

ELIAS
Only a soul from the Crystal City
with training could do that. He
must have done one big favor.

Lex feels a little guilty now.

LEX
Right.

He mistakes the guilt as fear.

ELIAS
Once you're inside just keep your
head down and you'll be fine.

Lex nods. He looks deeply into her eyes.

ELIAS (CONT'D)
I hope you find what you're looking
for, Lex.

A look of worry/guilt. He turns and disappears in the crowd.

INT. "THE NAPOLEON" LOBBY - DAY

Lex walks into a gray lobby. Two Wardens wait near the elevators. Elevator doors ding and open. She stops short with a stifled gasp.

General Gideon strides out of the elevator followed closely by his two burly guards. His eyes flicker over her. For a moment it seems he recognizes her but then he moves on.

Lex exhales in relief, steps aside, and bows her head.

GENERAL GIDEON
(to other Warden)
Of course Napoleon's not being
strait with me! Keep a close
lookout for that girl. She must be
the key.

Gideon pauses and turns back towards Lex.

GENERAL GIDEON (CONT'D)
Wait a moment, please.

Lex freezes - keeping her head bowed. General Gideon returns.

GENERAL GIDEON (CONT'D)
Did you witness the change with the
building?

Lex shakes her head, still keeping her head bowed, her hat covering her face.

GENERAL GIDEON (CONT'D)
I see. Raise you head please.

Lex slowly lifts her head and meets the General's gaze.

He studies her face, missing nothing.

GENERAL GIDEON (CONT'D)
You are a pretty thing. You should
raise your head more often.

He turns and leaves with his two guards trailing behind. Lex stands for a few moment in shock, just trying to breathe.

She takes a step and almost stumbles, then carefully - slowly she makes her way to an official-looking counter near the elevators.

LEX
(whisper to herself)
Just walk. That's all. Walk and breathe.

She attracts the attention of a rotund Frenchman wearing a tuxedo who seems to be in charge (LEAPOLD). She leans in over the counter.

LEX (CONT'D)
(whisper)
I'm Celia's ward.

Their eyes meet. He glances over at the Wardens posted nearby and then speaks loud enough for them to hear.

LEAPOLD
(French accent)
Yes, miss. We have several large rooms available. Why don't I give you a tour of a few options.

Leapold and Lex walk to the elevator as he chats loudly. The doors open. They enter.

LEAPOLD (CONT'D)
If a view is what you seek, may I suggest our deluxe Parisian room. The balcony is expansive, and the sunset views breathtaking. But for a much more luxurious feel, I suggest looking at our...

The doors close. Leapold slips a key into the elevator and pushes the top button.

INT. NAPOLEON'S OFFICE - DAY

Lex stands nervously in a large lavish office. An empty desk dominates the far end of the room.

Two enormous canvases hang on the walls. Their vivid color a stark contrast to the gray all around. One depicts Napoleon on horseback on a battlefield with men dying all around.

Lex shivers, feeling small, uncertain. She nervously mumbles.

LEX

Seriously, Grandma. What the hell
am I doing here?

Lex turns to the other painting, a beautiful verdant island
with high cliffs overlooking the sea.

NAPOLEON

(thick French accent)
Quelle charmante surprise!

Napoleon stands gazing at Lex for a moment, then shifts focus
to the vibrant painting of the island.

NAPOLEON (CONT'D)

Magnificent, isn't it?

Lex nods dumbly.

NAPOLEON (CONT'D)

It is extremely difficult to
acquire such a masterpiece in the
Gray City. It is called St. Helena.
It is a place I both loved and
despised. A paradise as well as a
prison. Much like this place.

He approaches carefully.

NAPOLEON (CONT'D)

A penny for your thoughts.

LEX

I wish I had paid closer attention
in history class.

He laughs.

NAPOLEON

Indeed, how are you to know if I am
the genuine article, and how am I
to know you are truly Alexandria?

LEX

Lex.

A grin from Napoleon. He calls to the other room.

NAPOLEON

Celia! It is Lex.

Celia rushes in to the room and gives Lex a hug. This time
Lex awkwardly hugs her back.

CELIA
We've been looking everywhere! I
was so worried.

LEX
Oh, uh, okay.

CELIA
Lex, what is on your face?

LEX
Sorry, It's just temporary.

NAPOLEON
You have given us all quiet a stir,
Lex. Not to mention the lengths I
have gone to find this boy of
yours. He did not go through
processing. Why would that be?

LEX
His body is still alive, in a coma.

Napoleon's eyebrow lifts.

NAPOLEON
Please explain.

LEX
His spirit, it was pulled across.

CELIA
But only elders from the Crystal
City can even glimpse into the
physical world. They cannot pull
anyone over.

NAPOLEON
There is a group. The Lost. It is
perilous, but they can if they work
together.

LEX
The Lost?

CELIA
Souls trapped by their regrets -
unable to move on. They wait in the
gray mists between here and the
physical world.

Leapold enters and hands a message to Napoleon. He reads and
hands it to Celia. She reads with a heavy heart.

CELIA (CONT'D)
(to Napoleon)
Could you leave us for a moment?

Leopold and Napoleon leave the room.

LEX
What is it? It's Jason, isn't it.

CELIA
He's been taken to spirit prison.

Lex staggers back as if being struck by a thunder bolt. Celia gets her to a chair and speaks tenderly.

CELIA (CONT'D)
Oh, Lex, I'm so sorry.

LEX
How can he be...?

She can't finish.

CELIA
I don't know. It hurts terribly to realize it, but some people put on a good face but are very different underneath.

LEX
No! Jason doesn't belong here, let alone in prison!

Lex's eyes fill with tears. She wipes them away furiously.

Celia steps back, wide-eyed.

LEX (CONT'D)
What? What are you staring at?

CELIA
You're crying.

Lex wipes angrily at her eyes.

LEX
Really? You figured that one out on your own?

CELIA
Lex. Spirits can't shed tears. Nor can they fall asleep on trains or anywhere. We can meditate, but...

Lex scrambles to her feet, uneasy.

LEX

Then why didn't you turn me over?

CELIA

I... I couldn't. My old name was lady Ellenborough, for a time. I was Jane Digby.

Lex stares in surprise.

CELIA (CONT'D)

I see you've heard of me.

LEX

Didn't you end up marrying a sheik?

CELIA

I had many husbands, lovers, even children. And most I abandoned. Not all of them deserved it, you know.

LEX

You were a badass! You lived your life on your terms.

CELIA

I was a silly, shallow, self-absorbed child. Fortunately I began to recognize my flaws before I died. And just as you, Alexandria, cannot believe Jason deserves to be in prison, I cannot believe you are tainted and your mission is unjust. Otherwise why would a tainted spirit attack you? I made a choice on the train. And even though it may be treasonous, I vow I will not abandon you.

NAPOLEON (O.C.)

Quel charme. How you have grown, my little cabbage.

Celia whirls around and there stands Napoleon.

CELIA

Napoleon! Qu'est-ce que vous faites ici?!

Napoleon opens his arms in a gesture of chagrin.

NAPOLEON

I'm sorry, Celia dearest. But I could not stay away. What can I say? I am only Napoleon. And I had my suspicions of what young Miss Alexandria was the moment she stepped into my office.

LEX

You can help me get Jason out of that place, can't you!

NAPOLEON

That depends on you, my dear.

He pauses then crosses to the battle painting examining it.

NAPOLEON (CONT'D)

It's a strange thing - remembering. This phenomena you will experience soon. And the longer you are here the more you will see your earth life in a new light, if you so choose.

NAPOLEON (CONT'D)

I have been here long enough to recall every moment of my life in fine detail, such as this one... Have you ever seen war, Lex?

LEX

Uh, no. Not really.

NAPOLEON

It is a terrible, glorious thing. Deafening in sound, putrid in stench, overwhelming to the sight. But there are some things worth fighting for, would you not agree?

LEX

I guess so.

Napoleon turns and fixes his gaze on her.

NAPOLEON

You must be certain. Is this boy worth fighting for?

Lex swallows hard, then nods.

LEX

Yes.

NAPOLEON

Then I may be able to assist. You see, people owe me favors. It is the essence of real commerce here. To repay their debts to me, certain individuals will help free this boy from prison. And in exchange...

LEX

... I will owe you a favor.

CELIA

No! I will.

LEX

It must be me.

NAPOLEON

Yes. You are quick, my dear.

CELIA

(nervous, suspicious)

What kind of favor?

NAPOLEON

Oh, who knows?

(to Lex)

But I'm sure there is some unique favor only you, a Gatewalker, can deliver. So! Do we have an agreement?

He offers his hand.

LEX

You just want to shake on it?

NAPOLEON

Oh, believe me, a handshake here is far more binding than any contract in the old world. So be certain.

Lex swallows hard, afraid. But she nods.

CELIA

Lex, are you sure about this?

Lex grabs his hand. Napoleon grins.

NAPOLEON

Excellent! We have a contract!

To Lex's surprise their hands glow as they shake. She examines her hand but sees nothing different.

CELIA
Do you have a plan?

NAPOLEON
Celia, Celia. Is it not I? General
Napoleon Bonaparte? You should know
by now, I always have a plan.

EXT. GRAY CITY PARISIAN SUITE BALCONY - NIGHT

An endless expanse of gray buildings and souls lie below as
Lex - now back in her own clothes - watches.

NAPOLEON
Lex, do you agree?

Napoleon and Celia peruse plans laid out on the balcony
table. Lex turns towards them.

LEX
I won't do this without Celia. I
don't know them, and I don't trust
them. So find a way to include her,
or it's a no go.

Napoleon sighs, exasperated.

NAPOLEON
We may have to delay, then.

LEX
It must be tomorrow, or not at all.

NAPOLEON
Very well, my dear.

Leapold enters.

LEAPOLD
Excuse me. All are here except one.

INT. GRAY CITY NAPOLEON'S OFFICE - DAY

Napoleon, Lex and Celia enter his office where a group wait.
Lex and Celia sit while Napoleon shakes the hand of BARLAY, a
wide, burly, bear of a man.

NAPOLEON
Barlay! Welcome!

Barlay looks at the group with distrust. He sits in the seat
farthest from them.

Napoleon addresses GIACOMO, a thin man with dense spectacles who continually rubs his hands and looks around the room in a weasel-like fashion.

NAPOLEON (CONT'D)
Giacomo! My old friend!

Then he turns towards DEIDRA, a tall lithe female Warden - a cobra ready to strike.

NAPOLEON (CONT'D)
And Miss Deidra!

She examines everyone with suspicion.

NAPOLEON (CONT'D)
Sit, everyone!

Elias walks in the room with his hood down, his face exposed. Lex is surprised.

NAPOLEON (CONT'D)
You are late, Mr. Arrington.

DEIDRA
Wait! Him?!

Deidra stands and draws a glass baton from her belt.

DEIDRA (CONT'D)
Bonaparte, are you mad?! He's the most wanted soul in the Gray City!

NAPOLEON
Deidra. Put that thing away and sit down.

Elias is tense, ready to spring.

ELIAS
(to Deidra, quietly)
Go ahead and try it, Ice Queen.

With a growl of fury Deidra lunges towards Elias.

NAPOLEON
Enough!

Napoleon raises a glowing hand. Deidra stops suddenly.

NAPOLEON (CONT'D)
Sit down, Deidra.

She staggers back as if pushed, then plops down on her chair.

NAPOLEON (CONT'D)

You will put your weapon away and not touch it again in my presence. And you, Mr. Arrington, will keep your insults to yourself.

Elias nods.

NAPOLEON (CONT'D)

Each of you are here because you have a debt to pay. And despite what differences you may have, you will work together, unified in purpose. Furthermore, no one is to be turned over to the authorities - by any of you - at any stage of the operation. That includes Mr. Arrington. Do I make myself clear?

The group nods. Deidra shifts in her seat, but nods.

NAPOLEON (CONT'D)

Giacomo will provide information on the prisoner. Deidra will get the rescue party in and out of the prison. And Barley has access inside the prison.

DEIDRA

So then why is *he* here?

She glances at Elias, still upset.

NAPOLEON

Contingency plans. He's very good at that, aren't you Mr. Arrington?

Elias doesn't answer.

NAPOLEON (CONT'D)

Now refresh my memory. How many levels are there in the prison?

ELIAS

(voice strained)

Nine.

NAPOLEON

And exactly what level were you on when you escaped?

ELIAS

Eight.

Lex turns to him in disbelief. Barlay moves away from Elias.

INT. GRAY CITY PARISIAN SUITE - DAY

Lex unlocks a door labeled Parisian Suite.

ELIAS (O.C.)
What are you doing here?

Lex startles and drops her key as Elias slips up next to her.

LEX
Jeez! Don't do that!

She grabs her key, as he enters the room.

ELIAS
Wow, your own private apartment.

LEX
Hey! I didn't invite you in!

ELIAS
Quite the place, Rook. What are you? His new pet or something?

LEX
Get out!

He walks out to the balcony. Lex goes after him.

EXT. BALCONY - CONTINUOUS

LEX
That's not what I meant!
Would you please go?!

Elias whirls around at her.

ELIAS
How could you be so stupid?! I mean, I know you're a Rook, and all, but do you have even the faintest concept of what kind of shit you've landed yourself in?

LEX
I didn't have a choice! I'm running out of time!

ELIAS
You could have come to me!

LEX

How was I supposed to know that?
You didn't tell me you escaped from
spirit prison!

ELIAS

You never asked!

LEX

Oh, and you would have told me any
of this if I did?

Elias avoids that question.

ELIAS

Why didn't you just say he was down
there in the first place?

LEX

I didn't know until after I got
back here, until after you left!
Okay? I might be new at this
friendship thing, or whatever. But
you're not supposed to just leave
without...

ELIAS

All right! All right!

Elias falls silent for a moment.

ELIAS (CONT'D)

Bonaparte's using you, Lex. You at
least have to see that. And it's
unsafe. It's not just the Wardens
or the prisoners...

LEX

I'm going.

She's scared, but determined.

ELIAS

You stay with me. Do you
understand? Never leave my side!

EXT. VAN - DAY

A cleaning van drives slowly through the Gray City.

EXT. NEAR THE CITADEL - DAY

Lex, Elias, Diedra, Celia, and Barlay stand near the cleaning van looking at a giant mountain of black chiseled rock. Tiny slots (windows) dot the face of the enormous cliff.

DEIDRA
Welcome to The Citadel.

ELIAS
You mean, Warden central.

Deidra hands a tightly wrapped bundle to Elias.

ELIAS (CONT'D)
What's this?

DEIDRA
A uniform for the boy.

He puts it in his backpack.

DEIDRA (CONT'D)
(to everyone)
Let's do this.

In front of the Citadel stands a tall chain link fence. And through the chain link fence - a Gate.

As they approach, THREE WARDENS emerge from a small guardhouse on the other side of the fence. Deidra hands them some papers through an opening in the chain link.

WARDEN 3
Quite the crew you have there.

DEIDRA
Isn't it.

WARDEN 3
Clean up for the cave-in on level four. We've been expecting you.

Warden 3 presses his baton to the fence and a hole appears. Another Warden motions them forward.

WARDEN 4
(incredibly bored)
Form a line in front of the Gate.

The Warden waves them through.

One by one the group passes through the Gate. Lex hesitates.

DEIDRA

Move it!

Deidra shoves Lex forward through the Gate.

Lex plummets downward through a tight spiraling tunnel.

INT. CITADEL GROUND ENTRANCE HALL - CONTINUOUS

She rockets out the other end, landing on a stone floor.

Elias and Celia pull her up.

ELIAS

Quite the rush, eh Rook?

Deidra comes through the Gate, unfazed.

DEIDRA

Enough delays! Let's go!

They approach a service elevator covered in symbols (wards) similar to the ones at Lex's home. Lex instinctively clutches at her mother's pendant.

INT. SERVICE ELEVATOR - DAY

They all wait in the elevator as it descends.

DEIDRA

(talking quietly)

This is where I leave you. I'll
await your return, here. It's your
show now, Barlay.

The elevator stops and the door opens.

INT. CITADEL LEVEL 4 HALLS - DAY

The group walks along the halls. Prison cells on either side are filled with occupants.

Elias and Barlay ignore the prisoners. Celia sneaks a quick glance at one of the cells, then quickly turns away, her expression pained and sad.

Barlay glances at some markings near an intersection and then heads in another direction.

As Lex passes a cell, a prisoner reaches out, almost grabbing her uniform. Lex staggers back and the prisoner on the opposite side reaches out.

Elias slams a fist down on the man's hand before taking Lex's arm and guiding her in front of him.

ELIAS
Stay in the middle.

They start up a set of stairs, Barlay leading the way.

LEX
(whispering)
I thought Jason was on level four.

ELIAS
This is all level four.

They emerge onto a terrace overlooking a wide cavernous space. Below them is a sprawling scene of chaotic destruction - rubble everywhere. Clusters of busy cleanup crews in the same uniforms as their own move among the destruction while Wardens stand watch.

There is a deep rumble and the prison shivers. Lex stumbles and Elias catches her.

LEX
What the...

ELIAS
It's the Dark. It's encroaching on the prison. From time to time it causes quakes and cave-ins.

LEX
How?

ELIAS
The wards at the boundary are weakening.

Barlay motions for the group to follow him. He starts off down a corridor and the rest follow.

LEX
Well, can't you fix them?

ELIAS
(tinge of anger)
No. It's Gatewalker work, and there are no Gatewalkers left to repair them.

(MORE)

ELIAS (CONT'D)
Some have talked about bringing
those that are safe from the
Colony, from quarantine. But
General Gideon won't allow it.

Barlay stops and scowls at a placard above a cell door.

LEX
Jason?

She looks into the cell. It's empty.

Elias pushes Lex aside and looks at the markings on the door.
He cries out and kicks at the door in rage.

BARLEY
He's on level eight.

CELIA
There must be a mistake.

BARLAY
They transferred him after we got
his location from Giacomo.

CELIA
But why?

LEX
Welcome to my world. That's why.

A deafening alarm blares through the halls.

BARLAY
Shit!

Barlay takes off down the corridor. Elias grabs Lex's hand
and rushes after him.

ELIAS
Barlay! Wait!

Up ahead Barlay opens an unseen panel in one of the walls,
darts through the opening, then the panel closes behind him.

ELIAS (CONT'D)
No!

Elias feels along the wall but it's smooth.

The sound of booted feet come up the stairs. The prisoners
move to their doors, hollering and making a ruckus.

ELIAS (CONT'D)
(to Lex and Celia)
Come on!

The alarm continues to blare as Elias runs down the hall. He comes to an empty cell, pulls a Warden baton out of his boot and passes it in front of the bar. The door opens and he motions for Celia and Lex to enter.

ELIAS (CONT'D)
Inside! Now!

INT. CITADEL 4TH LEVEL CELL - CONTINUOUS

They rush into the cell and close the door.

ELIAS
Now keep quiet! And take off the uniforms.

CELIA
I beg your pardon?

ELIAS
Take them off! Ten to one they have our exact descriptions.

Lex and Elias take off their uniforms - Lex in her original outfit, and Elias in comfortable gray. Celia isn't convinced.

CELIA
They are looking for us?

ELIAS
Think about it. The cavalry came to our exact tier. We've been ratted out. Finish changing and keep to the shadows.

Celia unzips the uniform. Her bright white shines.

ELIAS (CONT'D)
Shit! Put it back on! You're like a beacon telling everyone we're here!

Celia scowls but obeys.

ELIAS (CONT'D)
Who's bright idea was it to send an upper-cruster down here anyway?

CELIA

What about you? You're a convicted
soul sent to one of the lowest
levels of this light-forsaken pl...

LEX

Stop it!

They both look at Lex.

LEX (CONT'D)

Just stop.

Lex slumps down in the corner and pulls her legs to her chin.
She tries to block out the blaring alarm and inmate ruckus.

Celia joins her in the corner and holds her tight. Elias goes
to the door and makes a ruckus with the rest of the
prisoners.

Wardens pass down their hall.

WARDEN (O.S.)

All of you back!

A baton clicks against a nearby cell. Then a Warden appears
outside their cell and raps his baton against the bars.

WARDEN (CONT'D)

Get back, I said!

He moves on. Other Wardens follow.

INT. SAME - DAY

Elias paces as Lex and Celia continue to hide in the corner.

The inmates are quiet. The alarm cuts off. They whisper.

CELIA

What does that mean?

ELIAS

They've called off the search for
now.

CELIA

(to Lex)

Let's go find your boy.

ELIAS

Impossible.

LEX

I can't leave him behind.

ELIAS

If you go down there you may never come back. Lex, there are madmen who relish in their insanity. We haven't been able to stop the wards from weakening, and they take on the corruption. Some are almost like demons.

LEX

(just realizing it)
You were a Warden.

ELIAS

And you're a Gatewalker.

Celia pulls Lex away from him, protectively.

LEX

Stop. He's not going to hurt me. He was speaking up for Gatewalkers.

(to Elias)

You wanted us to mend the barrier.
Is that why you were in prison?

Elias hesitantly nods, he's embarrassed, ashamed.

ELIAS

That's part of it. Look, either you trust me, or you don't.

LEX

The car crash - how did you know?

He really doesn't want to answer but faces up to it.

ELIAS

I was the best at sensing your kind. The ignorant, weak ones we watched - most ended up in the funny bin or heavily medicated. But the strong ones - I didn't always agree with what they did. Someone in that car was very powerful.

Lex shakes her head. She doesn't want to hear this.

LEX

No, no, no.

ELIAS

And the rain was so heavy... It was an accident, Lex. I followed too close, and the driver panicked.

Lex, in a rage, attacks - pounding on him. Other prisoners join in hollering.

LEX

That was my father! He'll never be the same!

CELIA

Lex. They will hear us!

Celia pulls Lex away from Elias and holds her as she weeps.

ELIAS

I died too. Remember that.

CELIA

That is not helpful.

ELIAS

Well... something has to be!

(to Lex)

Your grandmother promised I would have a chance to make up for it.

LEX

I lost my mom, my grandma! How can you make up for that? Can you even get my mom out of quarantine?

ELIAS

No one from that accident came to quarantine, Lex. I swear it!

LEX

You pile of...

ELIAS

Believe me, I looked. It must have been sensing you, Lex - and at such a young age.

LEX

No! I'm nothing!

DISSOLVE TO:

INT. CAR - FLASHBACK - NIGHT

Two cars have collided hard. One is now flipped over in the rain. A YOUNG LEX (8), in a frilly pink dress, tries to wake her unconscious Grandmother who's in the back with her.

YOUNG LEX
Grandma, wake up!

Young Lex scrambles out of her seat belt and goes to her Mother who is bleeding heavily in the front. Her father is unconscious.

YOUNG LEX (CONT'D)
Momma.

A button on a device her mother holds, blinks red.

MOTHER
Someone will be here soon, Lexi.

Lex's grandmother's spirit appears floating above the body. Young Lex cries out in fear.

MOTHER (CONT'D)
You can see grandma, can't you.

YOUNG LEX
Momma. What's happening?

Her grandmother's spirit disappears in a flash of light.

MOTHER
Lexi. I want you to take this.

She hands Lex a pendant.

MOTHER (CONT'D)
Promise to wear it always. Promise!

Mother struggles to stay conscious.

YOUNG LEX
No. Don't leave me alone, mommy!

MOTHER
You're never alone, Lexi. You might not see it, but you're never truly alone if you don't want to be.

Mother's eyes close. Young Lex cries.

She scrambles out of the car yelling for help.

YOUNG LEX
Help! Please! Help us!

Six spirits (GATEWALKERS) appear covered in glowing wards. They surround Young Lex and the overturned car.

Several produce swords of light, others create shields of light as Darkness descends on them.

A battle begins. Young Lex watches, terrified.

A dark figure slips by the Gatewalkers and heads towards Lex's mother. Young Lex rushes to her mother, creating a shield of light that repels the Darkness.

The Darkness comes back ready to attack. A Gatewalker slices the Darkness from behind. It roars and rushes away.

The Gatewalker salutes Young Lex. She salutes back and creates a sword of light.

Young Lex fights back the Darkness with the other Gatewalkers as an ambulance approaches - its SIRENS on.

DISSOLVE TO:

INT. CITADEL 4TH LEVEL CELL - SPIRIT WORLD - PRESENT - DAY

Lex returns to the present in shock.

ELIAS

Oh hells bells, We've got to get
you out of here, now!

Elias pulls Lex up, and she resists.

LEX

Don't touch me!

ELIAS

You're the Gatewalker General
Gideon's been hunting for years! He
would do anything to get a hold of
you. And we're sitting in his lap!

She shoves him away, skeptical.

LEX

I don't care about General Gideon.
You want to make up for what you
did to my family? Then take me down
there, because Jason is family.

Elias reluctantly concedes.

ELIAS

I won't be able to protect us from
the Darkness.

LEX
Maybe I can.

Lex rolls up her arm and shows them some of her wards.

Celia and Elias are surprised.

LEX (CONT'D)
I have them pretty much everywhere,
and I'm going to draw them on both
of you.

ELIAS
That's how you got through the
Gates untainted.

Lex pulls out the black sticky chalk Lucille gave her.

LEX
Take your shirt off, jack-ass. I'm
not as helpless as you think.

Celia is shocked while Elias enjoys Lex's attitude. He obeys. His lean and muscular spirit body looks good, and he's being a little cocky about it.

Celia turns away, embarrassed.

Lex knees Elias in the crotch, and he crumples to his knees. She sighs in satisfaction.

LEX (CONT'D)
My mother taught me. She made a
game out of it. Some day, hopefully
soon, you can thank her.

The wards glow for a moment as she smoothly draws them on Elias' shivering body.

INT. CITADEL 4TH LEVEL HALL - DAY

Elias leads the way down the hall. Markings peak past the edge of Elias's and Celia's clothing. Elias glances around a corner and then motions for them to follow.

He stops at a panel and searches. Finding a crack, he pushes. A click sound. He opens a maintenance hatch and motions for them to enter.

ELIAS
Careful. It's a long way down.

INT. CITADEL MAINTENANCE SHAFT LEVEL 4 - CONTINUOUS

They enter a dimly lit shaft with a ladder going up and down. The ledge is just large enough for them to stand on.

Lex looks down and there doesn't seem to be an end to it. The door slides shut behind them.

INT. SAME - DAY

Lex struggles as she slowly makes her way down the ladder. Sweat covers her face. She pauses a few moments looking down at the never ending shaft and then slowly continues.

Her foot and sweaty hands slips from the rung and she falls down a few rungs. Elias grabs her. Terrified, she clings to the ladder and Elias.

INT. CITADEL MAINTENANCE SHAFT LEVEL 8 - DAY

Elias pulls Lex off of the ladder onto a small platform. She collapses to the ground, sweating and shaking.

Elias slowly opens the door a crack. Moans and cries become louder. They recoil from the smell.

Lex retches. Elias waits for Lex to give him the go ahead. After gaining control of her stomach she nods.

ELIAS

Follow me, and don't look at them.

He opens the door and leads the way through the prison while Lex and Celia follow. The terrible sounds from the prisoners are almost deafening. The door closes behind them.

INT. CITADEL - LEVEL 8 - DAY

Elias, Lex and Celia rush past cells in a dim hall. Some DARK SPIRITS claw at themselves, while others try to grab at them as they pass.

Elias swings his glowing baton back and forth, clearing a path, as they move forward.

As they pause for Elias to get his bearings, Lex glances over to see a black substance (Darkness) consuming a spirit in its cell. It cries out in pain, then suddenly laughs in glee. It's gradually transforming into... something different, something completely dark.

Elias grabs Lex's arm and moves on. Suddenly a strange cry echoes through the hall, and then dead silence.

A DARKNESS stands in their way.

CELIA	ELIAS
Heaven help us!	Shit!

Elias swings the baton in warning while Celia creates a ball of light and throws it at the Darkness. It hesitates a few moments and then attacks.

The wards on Elias and Celia glow and the Darkness hesitates.

Elias jumps in front ready to take on the Darkness.

ELIAS (CONT'D)
 (to Lex)
 He's down two corridors on the
 right. Hurry!

The Darkness consumes Elias. The wards on him glow, fighting against the Darkness. Lex is horrified, unable to leave.

ELIAS (CONT'D)
 (to Lex)
 Go Lex!

The Darkness is starting to win.

Lex creates a shield of light and pounds the Darkness.

LEX
 No you don't!

The Darkness is respelled back.

LEX (CONT'D)
 I'm the only one who gets to hurt
 my friend!

Beat.

Everyone doesn't quite know how to take that. Even the Darkness is a little confused.

The Darkness lets out a piercing scream. Lex attempts to create a sword of light, but it fades out.

LEX (CONT'D)
 Let us pass!

That wasn't too convincing.

The Darkness descends on Lex. She creates the sword just in time and slashes. A line of light blazes in the Darkness. It screams out in pain and flees down the hall.

Lex and Celia rush to Elias and hug him fiercely.

CELIA
Are you alright?

Elias nods, still recovering.

ELIAS
Let's go get your boy.

INT. JASON'S CELL - DAY

Elias opens a prison cell with his baton. Lex enters. Jason lies curled up on the floor near the back wall.

Lex rushes to him and kneels at his side.

LEX
Jason, it's me, Lex.

Jason jerks away and rolls to a crouch, as if a cornered animal. Recognition spreads over his face.

JASON
Lex?

LEX
Yes! It's me.

She touches his cheek.

LEX (CONT'D)
Jason, I'm so glad...

Jason backs away.

JASON
No! Leave me alone! Not her too!
You're not real!

Lex slowly approaches Jason as he backs up. Her vulnerable side comes out.

LEX
I bought a dress. It was black. I know, shocker there, right? Me in black. But you never showed up.

Jason looks like he's about to cry.

LEX (CONT'D)

I was so mad. I thought you were just like the rest of them. But I was wrong. I know your soul. You're my Clark Kent. My Super Nerd.

JASON

No, you're not real! Lex would never say that - not out loud!

LEX

But I am now. I'm really here, Jason. Don't you remember - I'd go through the jaws of hell for you.

Lex leans in and kisses him. Jason's spirit jerks suddenly as if being awakened from a deep sleep. He kisses her back. Lex responds - kissing him harder. Finally she pulls away.

Jason's eyes are filled with clarity and wonder.

JASON

Lex.

Lex laughs.

LEX

Yes! Yes, it's me.

Tears flow down her cheeks. Jason touches her face.

JASON

How are you crying? I've tried so many times.

LEX

It's okay. We're getting you out of here and back to your body. Crap! You need some protection.

She takes off her mother's pendant and puts it on Jason and then hands him her father's talisman.

LEX (CONT'D)

Put that in your pocket.

Jason does. She grabs his hand and pulls him along.

LEX (CONT'D)

I've got to put some wards on you before we go through a Gate. But for now, don't let go and keep your head down.

INT. CITADEL LEVEL 8 HALLS - DAY

Elias quickly heads down a hall with Lex, Jason, then Celia. They come to a large dark courtyard where several corridors intersect.

ELIAS

We're almost out, guys.

Halfway across the courtyard Elias stops.

ELIAS (CONT'D)

Wait!

Light bursts all around them. The group shield their eyes against the sudden glare.

The perimeter of the courtyard is filled with Wardens.

General Gideon approaches.

GENERAL GIDEON

I'm surprised you made it this far.

CELIA

Let us pass, General Gideon!

GENERAL GIDEON

You have no authority in this place. To enter my prison without warrant is itself a criminal act. But to give aid here?

(to his men)

Take them.

The Wardens surge forward, then pause as Elias leaps forward to meet them.

ELIAS

Tainted bastard!

Elias meets the first wave with his own baton glowing. He spins among them with lightning speed. Six Wardens go down, and suddenly the battle is over. Elias falls to the floor.

LEX

Elias!

CELIA

Cease this at once!

A sphere of brilliant white light appears in her hand. She looks imposing, majestic as she strides towards General Gideon. The Wardens part before her.

CELIA (CONT'D)
I demand that you let my charge and
this innocent boy go!

General Gideon swings his blazing baton, smashing it across
her face. She crumbles to the floor.

For a long moment everyone stands stunned in disbelief. A few
Wardens mumble under their breath.

LEX
She's an Honored One!

GENERAL GIDEON
What are you waiting for? Take
them!

Wardens move forward and carry Celia away. Others grab Lex
and Jason.

SERGEANT GRANGER
Your orders, sir?

GENERAL GIDEON
Throw the criminal back into his
cell and put the traitor with him.

SERGEANT GRANGER
And the girl?

GENERAL GIDEON
I will take her.

General Gideon presses his glowing baton against her chest.
Her body jolts and then stiffens.

JASON
Lex!

FADE TO BLACK.

INT. CITADEL SMALL ELEVATOR - DAY

Lex wakes in a daze. Celia is still out cold and being held
by TWO WARDENS.

GENERAL GIDEON
Bring the white dweller to my
chambers.

The elevator stops at the top floor. It opens to a black
stone hallway with a single door at the far end.

General Gideon and the two Wardens exit with Celia. He turns back talking to the guards who hold Lex.

GENERAL GIDEON.
You two wait here. We'll take her
to the room below.

DIP TO BLACK.

INT. CITADEL THE ROOM - DAY

Lex wakes. She's strapped to a heavy chair in a small room.

Gideon sets a bundle on the table and examines Lex closely.

GENERAL GIDEON
To think you were right in front of
me at Napoleon's. I couldn't
recognize you without your black
attire, your usual face paint.

Lex's eyes widen in surprise. She struggles in her bindings.

GENERAL GIDEON (CONT'D)
Oh, yes, I know you.

Gideon unwraps the bundle.

LEX
Let us go. We're innocent.

The general smiles disdainfully.

GENERAL GIDEON
No Gatewalker is ever innocent.
Very few have been granted this
privilege, but I thought it
appropriate that you see yourself.

Lex gasps in fear. He cradles tenderly a large glowing pewter bowl filled with a swirling black glimmering mist.

GENERAL GIDEON (CONT'D)
Beautiful, isn't it? It is the
means whereby I keep all the worlds
safe. It is how I found Jason, and
glimpsed the ruin you two could
bring upon us if left unchecked.

ANGLE ON THE BOWL

An image appears in the bowl of Jason picking up the photos when they first met.

The image SHIFTS to a sheet being placed over Jason's dead body and being pushed into the morgue. The image SHIFTS to Lex standing next to a very much alive Jason as she pulls apart the air to form a Gate of her own.

GENERAL GIDEON (O.C.) (CONT'D)

You see it, don't you. It only shows what is possible. And that is the key. The future can be changed.

BACK TO GENERAL GIDEON

GENERAL GIDEON (CONT'D)

That is why they showed me you and the boy, and the misery you could cause us all.

LEX

If you hadn't taken Jason, I would have never come here!

GENERAL GIDEON

I remember similar claims of innocence when the Great War took place. We were betrayed. You cannot imagine the suffering. This is why I watch, why I search the mists.

His eyes grow distant, then darkness passes over them.

GENERAL GIDEON (CONT'D)

Using the Lost to pull him over was difficult, costly. But The Dark must be kept at bay.

She stares at him in terror as the dark flecks flicker across his eyes again.

He gently re-wraps the bowl of mist.

LEX

You're tainted. Don't you see what you truly are?

He smacks her across the face, not believing her wild claims.

GENERAL GIDEON

I'll return in a few days and we'll speak more then. I am curious to know the effects of time and deprivation on a physical body in the spirit world. I suspect the coming years will be very... enlightening.

He takes his package and heads to the door.

GENERAL GIDEON (CONT'D)
I'll leave some light on for you.

The lights dim down low, then he shuts the door and bolts it.

Lex screams and struggles more fiercely. She cries out...

LEX
You tainted bastard!

She breaks down, weeping.

LEX (CONT'D)
Grandma, please hear me. You've got
to hear me. I'm so sorry. I'm not
strong enough or brave like you
thought. I'm nothing.

Lex bows her head in despair.

GRANDMOTHER
(a distant echo)
You are, Lexi. Remember.

FLASH TO:

She remembers the mists showing her creating a Gate.

GENERAL GIDEON (V.O.)
It only shows what is possible. And
that is the key.

Lex is startled.

LEX
Grandma?

FLASH TO:

The image of Lex creating a new Gate flashes again.

GENERAL GIDEON (V.O.)
It only shows what is possible.

LEX
But that's impossible! No one makes
Gates! What am I supposed to do?

Lex struggles with her bindings and screams, then stops.

LEX (CONT'D)
Okay! I'll try!

She closes her eyes and scrunches her face, concentrating, but there's nothing. She lets out a scream.

Calming herself, she closes her eyes.

FLASH TO:

The moment she creates the Gate plays in SLOW MOTION.

Lex opens her eyes.

LEX (CONT'D)
Okay. I'm gonna...

She reaches with her hands.

LEX (CONT'D)
No. That's not...

She closes her eyes.

FLASH TO:

SLOW MOTION of her creating the Gate.

Lex opens her eyes again and takes a deep breath in, relaxing. She focuses on the air right in front of her chair.

Her fingers slowly separate and a small Gate the size of a portal hole appears in front of her. The sunset and a breeze hits her face. She's never been happier to see her sad home. The Gate vanishes.

LEX (CONT'D)
No!

She immediately tries again, but too hard.

LEX (CONT'D)
Come on. Come on. Please!

She screams in frustrated.

INT. SAME - DAY

Lex is sweating, exhausted from trying to create a Gate. She mumbles.

LEX (CONT'D)
Jason.

She breaths in deeply and tries to create a Gate. A sliver appears, but then slips away. But this time she's not upset. She understands something better.

She tries again, making it larger. Her fingertips tap as if pinning the Gate. The Gate holds steady. In front of her is blackness. The howls of level eight prison can be heard in the background.

LEX (CONT'D)
Jason? Elias? I'm here.

Lex? JASON (O.C.) Lex? ELIAS (O.C.)

A sob of relief from Lex.

LEX
I'm here - on the other side of the
Gate.

JASON (O.C.)
Gate? What do you mean?

LEX
Give me a minute. I'll expand it.

Lex concentrates again and with her fingers slowly unpins the Gate edges, then she pries it open, making a doorway. She then pins it again.

LEX (CONT'D)
In here. I'm not sure if Elias can
come through, or if it's just
Gatewalkers.

ELIAS (O.C.)
Holy... How is this possible?

Elias and Jason go through the Gate into the room Lex is in.

JASON
Lex! What did he do to you?

They rush to unstrap her.

LEX
He didn't do anything, not yet
anyway.

She embraces Jason.

JASON
How did you do..?! You are amazing!

The realization hits her, and she grins and laughs.

LEX

Yea. It's freakin awesome, huh!

They kiss.

JASON

Elias said we're Gatewalkers.

Lex nods. They hug.

Jason steps away looking panicked. They help him to a seat.

LEX

Jason?

JASON

No. I'm dying Lex. I'm. I can't stop it.

LEX

Yes you can! Hold on to me. Hold on, Jason!

She grips him tightly. Jason cries out, terrified.

JASON

I'm sorry, Lex. It's too late for me.

LEX

No! It's not too late! You can still make it back to your body. I've seen it!

JASON

What?

LEX

I don't have time to explain. Just trust me, Okay.

JASON

Okay.

ELIAS

(to Lex)

Gideon showed you the bowl?

LEX

Yeah!

In the prison area a Warden approaches the cell. He talks to another Warden.

WARDEN (O.S.)
General Gideon wants to speak to
the traitor.

LEX
Crap!

She unpins the Gate and lets it disappear. Elias and Jason
stare in amazement.

LEX (CONT'D)
Let's get out of here!

Elias opens a cupboard and pulls out a black bag.

JASON
What's that?

ELIAS
It's black powder from the barrier,
just like in the bowl. The soul who
possesses it wills it to a purpose.

LEX
It's tainted, Elias. It could
corrupt you, just like Gideon.

ELIAS
I know. But your wards are
powerful, and we may have no
choice... Where's Celia?

LEX
In his personal quarters.

They stare at her in horror.

LEX (CONT'D)
I have an idea.

INT. CITADEL - HALL TO GENERAL GIDEON'S QUARTERS - DAY

TWO GUARDS stand to the sides of the door in the hallway. A
tiny hole appears and an eye looks through it. The guards
don't notice. The eye moves away from the hole.

A whisper from the hole.

ELIAS (O.S.)
Now!

The tiny opening expands quickly and Elias springs through
and flings black powder at the two Guards.

The powder turns into misty tendrils that writhe around the Wardens, squeezing them like frantic snakes. Lex and Jason jump through the Gate as the Gatekeepers scream.

LEX

Elias! What did you do?

ELIAS

I'm not controlling it!

Lex picks up a dropped baton and thrusts it through the mist to strike them. Their screaming stops, but they are in pain.

JASON

Please don't use that stuff again.

Elias grabs both batons while Lex closes the Gate behind them.

INT. GENERAL GIDEON'S QUARTERS - DAY

The group quickly unties Celia from a chair in the middle of an austere room that looks like a Roman cathedral. Lex pulls her blindfold off.

CELIA

Lex! I prayed you'd escape. But you shouldn't be here! He will be back!

LEX

We're not going to wait for him.
Can you walk?

Celia nods and they pull her up.

LEX (CONT'D)

I'll try to make another Gate.

CELIA

A Gate?

LEX

I need to get you back to the White Terrace. And you too, Elias.

ELIAS

Don't worry about me! Just make the Gate and go!

Lex closes her eyes and focuses. A thin line appears and she slowly starts to expand it.

CELIA

Lex. How are you doing this?

The door to the room bursts open. Lex whirls around and the Gate collapses behind her.

A surprised General Gideon stands with his two guards.

GENERAL GIDEON

Seize all of them! Now!

His guards rush forward and Elias meets them.

ELIAS

Get out of here, Lex!

Lex - frozen in shock - watches Elias just barely keeping the two guards at bay.

A glowing ball of brilliant white pulses in Celia's hand. She hurls it towards General Gideon and his guards. The light explodes, engulfing them.

The Wardens fall back as they try to protect their eyes.

Jason grabs Lex by the arms and spins her around.

JASON

You have to make the Gate!

Lex takes a deep breath, then closes her eyes and focuses. The air splits open, and she widens the door to show the White Terrace. She pins the door so it's solid.

GENERAL GIDEON (O.C.)

Forget him! Get the girl!

Lex turns to see Elias lying injured on the ground. The two guards approach.

CELIA

Stay back!

Celia throws a much smaller ball of light at them, that only stops them for a moment. Just as General Gideon and his guards are about to grab them, Elias lets out a bellow.

ELIAS

No!

He throws the rest of The Dark powder at them. The powder engulfs General Gideon and his men. They scream.

CELIA
Heaven help us!

ELIAS
You need to go!

Lex covers her ears to block the screaming.

LEX
I can't!

Jason cradles her cheeks in his hands.

JASON
It's okay, Lex. You can do this. I
know you can.

Jason hugs her close. The screams continue as she focuses again and creates a Gate. This time the Gate is a tunnel that sloped downward. She pins it as Celia pulls Elias up to the Gate to the White Terrace.

The screaming stops. Lex glances at the guards nervously, but they are still bound by the darkness.

Lex fiercely hugs Celia and Elias.

LEX
Thank you. I'll miss you.

CELIA
I will miss you, too.

Celia and Elias walk through the Gate. Others on the White Terrace rush towards them in surprise.

LEX
(to Elias)
Take care of yourself.

ELIAS
You too, Rook. If I can help...

She nods, then unpins the Gate and lets it close.

Holding tight to Jason's hand, Lex steps into the other Gate.

GENERAL GIDEON
No! You will not escape again!

General Gideon grabs Jason and they fall past her. Lex takes hold of the pendant around Jason's neck. His spirit becomes transparent and the pendant slips through him as he falls.

INT. HOSPITAL MORGUE - NIGHT

Lex crouches on the floor of the morgue in semi darkness holding her pendant. Next to the door is a glowing green exit sign. *Color! Wow!* She takes in a deep breath and pats herself to make sure it's real. She laughs in wonder.

Jason's body comes alive on a gurney nearby. He sits up and gasps in pain. He's got nothing more than a sheet to cover him and he shivers.

Lex quickly unpins the Gate.

LEX
Just hold on.

INT. SAME - NIGHT

Jason stands shivering in scrubs covered in colorful hearts.

LEX
Sorry. This was all I could find.

She gently rubs his arms, trying to create heat.

LEX (CONT'D)
Are you all right?

He nods, though still shivering slightly.

JASON'S BODY/GIDEON
Okay.

She leans in hesitantly to kiss his cheek. Out of the corner of her eye she sees a hazy mist. Jason's spirit appears.

JASON'S SPIRIT
Lex! It's not me! It's Gideon!

Lex slowly backs away.

Gideon's spirit is in Jason's body. He smiles.

Lex shakes her head in horror.

LEX
No. Please. No.

She glances towards the In-between again.

Yep, that's Jason's spirit. OTHER SPIRITS start to gather.

JASON'S SPIRIT

Lex! Watch out!

Gideon/Jason's body grabs her in a choke-hold.

She fights to break free in the dimly lit room.

JASON'S BODY/GIDEON

How kind of you to set me free.

Lex slams him into a steel table. He cries out in pain.

She breaks free and stumbles away gasping for air.

LEX

Get out of him! Get out!

Gideon/Jason's body smiles.

JASON'S BODY/GIDEON

Never!

LEX

How is this possible?

JASON'S BODY/GIDEON

I have no idea. But this body is mine now. And this time I won't be deceived - I'll hunt all your kind down.

He lunges at her, but then stops and grabs his rib cage in pain. Lex snatches up a bone saw and swings it as warning.

Gideon/Jason's body throws a skull chisel at her. She ducks as it whizzes past her head.

He comes at her. Lex rolls a transport autopsy table between them, and pushes off a dead body, pinning him down. He cries out in frustration as she rushes out the door.

INT. HOSPITAL HALL - CONTINUOUS

Lex staggers down the empty hall. She calls out.

LEX

Help. Please help me!

No one is around. She turns a corner.

More spirits have joined Jason's spirit in the In-between. A crash from the morgue.

JASON'S SPIRIT
He's coming!

Lex darts into a room.

INT. REPAIR ROOM - CONTINUOUS

The room is filled with broken hospital equipment of all kinds. A partially dismantled monitor is turned on.

A large, mostly full sink is built into the wall.

Lex turns on the sink full blast to top it off.

JASON'S SPIRIT (CONT'D)
You won't be able to drown him.
He'll kill you, Lex!

LEX
I have to try! He'll hunt us all
down if he stays. All of us, Jason.

Lex searches the room and finds a broken I.V. pole.

JASON'S SPIRIT
No, Lex. Run!

LEX
I'm not going to be ruled by fear,
by regrets any more, like my dad,
like those spirits who are stuck
where you are.

The spirits get upset at this. She challenges them.

LEX (CONT'D)
Yep, I'm talking about all of you!
You're the ones who started this
whole mess - pulling Jason over!

JASON'S SPIRIT
Lex, Gideon's here!

The door opens. Gideon/Jason's body holds a long scalpel in one hand while clutching his side. He steps forward - sneering.

Lex waves the rod in front of her and takes a step back.

LEX
Stay back!

The sink starts overflowing.

JASON'S BODY/GIDEON
Did you think you could drown me?

He chuckles and lunges. She swings. He grabs the rod and tosses it away.

JASON'S BODY/GIDEON (CONT'D)
Face it, your just a freak. A
glitch in the universal balance.
And I'm going to correct it.

He leaps at her with the scalpel.

Lex staggers back - splashing in the expanding sheet of water. She barely scrambles away, darting to the left.

LEX
I'd rather be a freak than a
tainted bastard.

JASON'S BODY/GIDEON
Lies. I am not tainted...

Gideon/Jason's body attacks violently.

Lex creates a shield of light. He ricochets off the shield - ending up on the floor in a growing puddle of water.

JASON'S BODY/GIDEON (CONT'D)
I am not...

He reaches for the partially dismantled monitor to pull himself up - accidentally touching exposed live wires.

Gideon/Jason's body convulses as sparks and smoke billow from the exposed circuitry. The lights blink off and on. Jason's body lies still in the water.

Lex is stunned. She hurriedly turns off the water.

LEX
Gideon?

General Gideon's massive blackened spirit looms before her. For a moment he's disoriented. Then he lunges for Jason's body.

LEX (CONT'D)
No!

She rushes to Jason's body and shields both of them - stopping Gideon's spirit from entering. He roars in fury - pounding against the barrier. Gideon's spirit is thrown back. But he comes back again.

LEX (CONT'D)
Jason! You have to come now!

JASON'S SPIRIT
I can't, Lex. You'll have to make a Gate!

LEX
I can't! He'll get back in to your body! You'll have to make a Gate!

JASON'S SPIRIT
I've tried! I can't do it, Lex!

LEX
Jason, I can't hold it much longer!

Her shield collapses. Gideon's spirit lunges towards Jason's body. But just before he enters a dozen gray hands reach across the barrier from the In-between and seize him.

GIDEON
What? No!

He tries to escape. Lex watches in horror as the spirits drag Gideon back to the In-between and hold him down.

GIDEON (CONT'D)
No!

The window to the In-between closes.

LEX
Jason? Where are you? Can you hear me? Open a window so I know where to make a gate! Someone help me!

Nothing.

Jason's body lies still.

Lex frantically performs CPR on him.

LEX (CONT'D)
Breathe! Dang you! Come back to me! Please, Jason.

She weeps and holds his hand.

LEX (CONT'D)
Grandma. Don't let him go back to that prison. He helped me love again. He helped me be okay with myself.

(MORE)

LEX (CONT'D)
He deserves the Crystal City. He
deserves everything. Tell him I
don't regret one thing, that I'd do
it all over again.

Jason convulses, then sits up abruptly gasping. He looks
around in panic.

JASON
Lex? Lex!

Lex hugs him.

She suddenly pulls back and looks into his eyes.

JASON (CONT'D)
Lex, it's me. It's your Super Nerd.

Lex cries and hugs him tighter. Jason winces.

JASON (CONT'D)
Ow. Lex. Ow.

She pulls back.

LEX
What is it?

JASON
You broke something.

INT. ER ROOM - NIGHT

Jason's parents rush through the doors as Jason is being
bandaged up by HOSPITAL STAFF. Jason's mother screams and
falls to her knees when she sees him. His father weeps.

Jason's parents gently hug him. His mom kisses his cheek over
and over.

INT. HOSPITAL - NIGHT

Lex's upset father hurriedly wheels over to Lex.

FATHER
Don't you ever...

LEX
I love you too. I wanted to say it
the other morning when you did, but
I... I'm just a stupid teenager,
okay, dad.

He breaks down crying.

FATHER
No you are not.

LEX
It's okay. We're not alone.

Lex curls up in his lap and lets him hold her, like a baby.

LEX (CONT'D)
I have friends, can you believe
that? I'm not sure about Napoleon
Bonaparte, but I have friends.

Father laughs, then realizes she's not joking.

EXT. LEX'S HOUSE - NIGHT

Establishing shot of Lex's house with lamps lighting up the perimeter.

Several GATEKEEPERS watch the road, holding guns. The old janitor from school peers in the living room window and smiles as MUSIC comes from the house.

The female principal clears her throat and glares at the janitor. He nods and moves away. The female principal glances in. A glimmer of a smile.

INT. LIVING ROOM - CONTINUOUS

The living room is decorated with balloons. A glass ball splashes light throughout the dark living room as Lex and Jason dance to a slow song. Lex wears her black dress from the mall. They've recreated the dance they missed.

Jason smiles at her. She blushes.

LEX
Stop.

JASON
Stop what?

LEX
Everyone is staring. Even the
Gatekeepers.

JASON
What else do you expect them to do?

Lex glances over at the parents and Lucille. They are sneaking a peak from the kitchen, then turn back to talk with each other.

A moment of worry flashes across Lex's face.

JASON (CONT'D)
You all right?

LEX
Sorry. Yeah, I'm okay.

JASON
Have I told you how stunning you look in that dress?

Lex rolls her eyes.

LEX
Only ten times. Eleven now.

JASON
Let's make it a dozen. You look absolutely stunning in that dress.

Lex blushes.

JASON (CONT'D)
I still can't get over this.

Jason touches the pink ribbon she's tied in her hair.

LEX
What about it?

JASON
Well, uh, Lex, it's pink.

LEX
Yeah? So?

JASON
I wanted to see you in pink, but I never thought you'd actually do it.

LEX
Maybe I've changed. A girl can do that, right?

He smiles. She leans in. They kiss as music plays.

FADE TO BLACK