

CORSAGES AND DEATH RAYS

by  
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FADE IN:

EXT. ABANDONED WAREHOUSE - NIGHT

Quiet. Scummy. The wrong side of the tracks in the wrong part of town.

Suddenly, a colorful figure drops through the clouds and flies toward the warehouse. He impacts the roof with a vicious CRASH!--

INT. ABANDONED WAREHOUSE - CONTINUOUS

--and lands on the dirty concrete, the hit sending out a tiny shock-wave. CAPTAIN FREEDOM stands before us. Superman bravado, with chiseled jaw and ridiculous costume. A hero's hero.

A lone trumpet plays his HEROIC THEME SONG.

He's flanked by a deadly choice: two people are tied to support beams on opposite sides of the space. Both struggle to get loose. Above their heads: a cauldron of boiling acid!

PENNY PARKER, pretty as a shampoo commercial, pleads for her life. Channel 5 News Reporter. The latest in designer shoes and hair.

PENNY

Save me, Captain Freedom!

CAPTAIN FREEDOM

Sweet Mongolian beef... Penny Parker! Love of my life!

WONDER BOY thrashes against the ropes. Captain Freedom's young sidekick. Big with enthusiasm. Small with muscles.

WONDER BOY

Forget her, Boss. Save me.

CAPTAIN FREEDOM

Wonder Boy! What evil son of a biscuit would set such a trap?

DR. MAYHEM (O.S.)

Your arch-nemesis himself...

DR. MAYHEM steps from the shadows. Head to toe in black and grey, a horrifying metal mask, and a voice of Darth Vader evil.

DR. MAYHEM (cont'd)  
...Dr. Mayhem!

CAPTAIN FREEDOM  
Who?

DR. MAYHEM  
Dr. Mayhem. We battled three weeks ago.

CAPTAIN FREEDOM  
My mind is blank.

DR. MAYHEM  
(aside)  
Shocker.  
(then)  
I robbed the First and Savings. You threw a taxi at my face. You quipped, "Now THERE'S an expensive fare."

Captain Freedom just shrugs.

WONDER BOY  
Punch his lights out, Boss!

Mayhem waves a remote control in Freedom's face.

DR. MAYHEM  
Careful now. Nobody is punching anything, not while my finger sits on a button that will shower both of them in boiling hot acid!

Penny SCREAMS. Wonder Boy SCREAMS even louder.

CAPTAIN FREEDOM  
How dare you!

DR. MAYHEM  
I'm evil. We covered this.

Dr. Mayhem advances, finger poised over the trigger. Captain Freedom backs up, terrified.

CAPTAIN FREEDOM  
Careful. You don't want to do this, Maniac.

DR. MAYHEM  
It's *Mayhem*, not... never mind.  
What'll it be, Captain Freedom?  
(MORE)

DR. MAYHEM (cont'd)  
The love of your life, intrepid  
reporter Penny Parker?

Penny makes kissy faces at Captain Freedom.

DR. MAYHEM (cont'd)  
Or Wonder Boy, your acne-ridden  
sidekick?

WONDER BOY  
Hey!

DR. MAYHEM  
Even with your super-speed, you  
can't possibly save them both. Tick  
tock, tick tock.

Dr. Mayhem LAUGHS his most evil, diabolical laugh.

Suddenly, his laugh is interrupted by a woman's HORRIFIED  
SCREAM.

DR. MAYHEM (cont'd)  
Aw, man... not now!

He pulls out a cell phone from beneath his cape. The  
horrified scream cuts out as he answers the call.

DR. MAYHEM (cont'd)  
What? Yes. Yes. No, I'm not at  
Gunther's. It doesn't matter where  
I am. I assure you, I am most  
definitely NOT in an abandoned  
warehouse.

Captain Freedom checks his hair.

DR. MAYHEM (cont'd)  
Alright, fine. I said fine! I don't  
care. Whatever... scallop potatoes.  
(sighs)  
Love you, too.

Dr. Mayhem hangs up.

CAPTAIN FREEDOM  
Well?

DR. MAYHEM  
Something came up... back at my  
evil lair. The time for comic book  
banter is over.

Mayhem pushes the button! Penny SCREAMS! Wonder Boy starts crying.

SPRITZ! The remote sparks, then dies.

DR. MAYHEM (cont'd)  
Come on! Seriously?

Mayhem drops the remote. He turns with cape-swinging flourish and disappears back into the darkness.

Captain Freedom watches him go. Speechless.

WONDER BOY  
What are you waiting for? He's getting away!

CAPTAIN FREEDOM  
And we shall do battle another day.  
(off their looks)  
What? I'd start sweating and ruin my hair.

PENNY (O.S.)  
(meek)  
Can you untie me now?

EXT. ABANDONED WAREHOUSE - NIGHT

Dr. Mayhem bursts through the back door into the alley. He searches behind a dumpster and pulls out a stylish mountain bike.

He mounts the bike. Then removes his helmet to reveal:

MAX MARSHALL, 16. A sour-looking kid. Cute if not for the over-the-top black spiky hair.

He pulls a mini-recorder out of his pocket and presses record.

MAX  
March third. Operation: Double Jeopardy was a resounding failure. I have been defeated, once again, by my other arch-nemesis... curfew.

He puts a bright blue helmet on and pedals away.

EXT. SUBURBIA - NIGHT

Max pedals through perfect neighborhoods. Past single-family homes with new cars in the driveway, manicured lawns fed by sprinklers, and happy families finishing dinner.

INT. MARSHALL HOUSE - NIGHT

Max opens the front door. Enters a house that's as quaint as the neighborhood outside.

He attempts to tip-toe past the living room. No luck.

ALEC (O.S.)  
Have a good time?

Max freezes.

Max's mom and dad, ALEC and CHRISTINE MARSHALL, wait for him on the couch. Pleasant-looking. Friendly. Cardigan-wearing, Leave it to Beaver types.

ON THE TV

Penny Parker breathlessly recounts her ordeal from outside the warehouse.

MAX  
I have no desire to speak of it,  
thank you.

ALEC  
I'm sorry we interrupted your  
plans, but you know the rule: no  
fighting superheroes past eight on  
a school night.

Max heads for the stairs.

MAX  
(mumbles)  
Stupid rules. Stupid parents.  
Stupid... house.

CHRISTINE  
I've got some potatoes left, if  
you're hungry.

MAX  
Are they evil potatoes?

Christine shakes her head.

MAX (cont'd)

Then no!

INT. MAX'S BEDROOM - NIGHT

Max sulks. He sits at a workbench tinkering with a canister labeled "DANGER: RADIATION".

The room is an odd mix of mad scientist's lair and depressed teenaged boy. Rock music posters hang behind lab equipment. Bookshelves lined with human skulls and Little League trophies. Scary-looking technology glows with green radiation.

There's a KNOCK at the door.

Max presses a button. His ceiling opens up. A giant menacing gun descends, powers-up, and points at the door.

MAX

One more knock and I fire the Obliterator.

The door opens. His dad peeks in.

ALEC

Don't shoot. I bring greetings for the evil Doctor.

Max presses another button. The gun retracts.

MAX

Some Dr. Mayhem I am. Called home by his mom before anyone even fainted.

ALEC

Any screams?

MAX

(smirks)  
A few.

Alec enters. Looks around at his son's crazy experiments with pride.

ALEC

Talk to me, son.

MAX

A little busy. The remote fritzed on me again.

(MORE)

MAX (cont'd)

It's so hard to find reliable evil technology these days.

ALEC

You can defeat Captain Freedom tomorrow. It's time to listen to your old man.

Max puts the canister down.

Alec tries to put an arm around his son, then stops. Pulls back. They both seem equally uncomfortable with the whole family affection thing.

ALEC (cont'd)

I ever tell you about the defeat of Hero-Man?

MAX

Only a million times.

ALEC

It was my first victory...

MAX

Million and one.

ALEC

...I was the Iron Wizard, unleashed upon the terrified populace! Hero-Man, the muscle-bound savior of humanity, would finally face his greatest foe. See, up until then, I hadn't even robbed an ice cream cart let alone destroyed one of Earth's greatest heroes.

They stare at a poster on the wall: his parents. Alec and Christine, but much younger. Wearing the crazy outfits of super villains. Bold letters read: IRON WIZARD AND LADY ICESTORM.

MAX

You were both legends. Superheroes still wet their pants when they hear your names.

ALEC

We're legends, sure. But I was a two-bit criminal up until the age of thirty.

MAX

You jest.

ALEC

I wish. The first time I robbed a bank I threw up. The security guard called me the Vomit Wizard.

Max LAUGHS, then stops. Afraid to show emotion.

ALEC (cont'd)

You're so focused on ruling the world, you've forgotten what it's like to just be a kid.

MAX

Stupid life... stupid school...

ALEC

Hey. School's important. No super villain is emotionally ready to destroy the world until he's suffered four years of high school.

Alec kisses him on the head. Max recoils. The experience is equally nauseating for Alec who pulls a hair out of his teeth.

ALEC (cont'd)

Take it slow, Max. Put the evil stuff on hold. You've got other things to worry about. Like Spanish.

Alec exits.

Max looks at his bedside table. A Spanish textbook. Unopened.

MAX

Come on! Seriously?

ALEC (O.S.)

En Espanol, por favor?

EXT. OAK LAWN HIGH SCHOOL - DAY

STUDENTS hustle about. Chat on cell phones. Hug their friends. A nice, average American high school in suburbia.

At the bike rack, Max locks his mountain bike.

A giant teenaged boy blocks out the Sun. This dim, German exchange student is GUNTHER.

GUNTHER  
 (thick German accent)  
 Did you study?

MAX  
 No, I didn't study, you fool. The Death Ray is near completion. Only two weeks until the part comes in... and Captain Freedom is a distant memory.

GUNTHER  
 Two weeks? Why so long?

MAX  
 Overnight from North Korea is expensive. Especially when my dastardly parents withheld my allowance for trying to shoot down the Moon without proper authorization.

(off Gunther's look)  
 What? I don't like the Moon. Sitting up there, with its stupid craters. I don't trust things with indentations.  
 (thinks)  
 Must be why I hate golf balls.

GUNTHER  
 Of course, sir.

MAX  
 Don't call me sir. Not at school, here, among the smelly, pimple-faced masses. Does the term "secret identity" mean anything to you?

GUNTHER  
 Right. Sir.  
 (oops)  
 I mean... Sir Max.

Gunther smiles. Max SLAPS his own forehead.

MAX  
 Speaking of ignorant masses, where were you last night? Do you have any idea how hard it was to tie Wonder Boy to that crane all by myself?

GUNTHER

It vas game night with my exchange family. Ve played all night long and I drank so much hot chocolate!

MAX

No wonder. You smell like a milkshake.

Max tosses Gunther his backpack. Heads for class with Gunther following like a puppy.

MAX (cont'd)

Come, Gunther. Make haste!

INT. SCHOOL OFFICE - DAY

ASHLEY CRAIG, 16, reads her class schedule. Disney Channel looks with her own funky sense of style. She approaches the counter and speaks barely above a whisper.

ASHLEY

Excuse me?

The SECRETARY looks up. A plump woman with multiple jiggly chins.

SECRETARY

Yes, dear?

ASHLEY

Room one-twelve would be--?

SECRETARY

--Down the hall to your left.  
Across from the library.

ASHLEY

Thanks.

The Secretary grabs Ashley's hand with a friendly smile.

SECRETARY

Welcome to Oak Lawn High. I know you'll love it. I went here and look at me now... forty years inside these walls and I still love it!

She laughs, a high-pitched cackle that quickly devolves into a waterfall of tears. Ashley tries to pull her hand away but the woman holds tight.

SECRETARY (cont'd)  
 (just between them)  
 Help me...

ASHLEY  
 Can I have my hand back?

INT. HISTORY CLASS - DAY

The tardy bell RINGS. Students clamor for seats.

MR. THURMOND, much too old for life and unruly teens,  
 commands them like a General.

MR. THURMOND  
 Ladies and gentlemen, take your  
 seats. Quickly, quickly. Robby,  
 move like you have a purpose.

Ashley finds a seat. A few kids give her the once over.

MR. THURMOND (cont'd)  
 Camille, if I can see your belly  
 button when you're sitting down,  
 your shirt isn't long enough.

The hot girl next to Ashley leans over. Acts like queen of  
 the school. Glossy lipstick. Bathed in sparkle. Chews gum  
 like it's the ultimate accessory. VANESSA, 17.

VANESSA  
 Hey, new girl. I'm Vanessa. I like  
 your top.

ASHLEY  
 Thanks. Ashley. I like your--

VANESSA  
 --Thanks. Are you gonna dress like  
 an Indie-rocker everyday or are you  
 going to evolve? Maybe join the  
 G.W. Club?

ASHLEY  
 G.W.?

VANESSA  
 George Washington.

ASHLEY  
 You're in a club named after our  
 first president?

Vanessa LAUGHS.

VANESSA

Don't be a dorkus maximus, new girl. My hero, Ke\$ha, spells her name with a dollar sign. George Washington is on the dollar bill. Duh.

Vanessa holds up a piece of paper with her name written in big sparkly letters and dollar signs in place of the "S's".

VANESSA (cont'd)

So, are you gonna be a member of the club or not?

ASHLEY

You want me to spell my name with a dollar sign?

VANESSA

All the cool kids are doing it.

(beat)

Well, just me. But I'm cool, so...

The frumpy girl on Ashley's other side butts in. All pigtails and freckles. EMILY, 16.

EMILY

You're correct in thinking she's the worst person you've ever met. And her tendency to abbreviate for no reason... equally annoying.

ASHLEY

I know how to say no to drugs and alcohol, but no one ever taught me about handling the peer-pressure of spelling my own name.

EMILY

Where's D.A.R.E. when you need them?

VANESSA

New girl, meet Emily. She wouldn't know fashion if it destroyed her trailer park.

EMILY

I can think of something I'd like to destroy right now.

SAMANTHA, 17, spins around in front of Ashley. High-fashion. Higher-attitude. Like Tyra Banks with a side of Beyonce.

SAMANTHA

Vanessa is this school's fashion icon. The lead-dog. You would be wise to catch her scent and follow it to Nome.

ASHLEY

You want me to pull a dogsled?

SAMANTHA

If you know what's good for you, girlfriend.

VANESSA

I know it's hard to believe someone as hot as me would be talking to someone like you. You're new. The Indie-rocker thing is so over it might actually be in again, so I'm not gonna write you off until F.P.

(off Ashley's confused look)

Fourth period. Get with the know, new girl.

ASHLEY

I will... "get with the know."  
Thanks!

Ashley makes eye contact with Emily. Rolls her eyes.

Emily LAUGHS.

VANESSA

That's right. I am funny. Feel free to quote me throughout the day.

Mr. Thurmond takes command of the cattle.

MR. THURMOND

Okay, people, open your books to page forty-three. Hitler and unicorns. What's the connection?

INT. ENGLISH CLASS - DAY

A shy Asian girl, MEIKO, reads her poetry to the class.

MEIKO

...unicorn, unicorn. With your  
horn. Unicorn. Where did you go,  
Unicorn? Your beauty is matched  
only by the strength of your  
haunches. Unicorn.

MR. GABRIEL, a depressed thirty-something that clearly wishes  
he were elsewhere, applauds politely.

At the back of the class, Max and Gunther watch the  
proceedings with mocking smugness.

MR. GABRIEL

Thank you, Meiko. That was lovely.  
Your... seventh poem about unicorns  
this semester?

MEIKO

Fifth.

MR. GABRIEL

It always feels like more.

MEIKO

(chipper)  
Thanks!

He reads from a clipboard.

MR. GABRIEL

Next up: Max. Care to regale us  
with a poem?

Max rises. Walks to the front of the class. Students recoil  
in horror, like he's death itself.

Gunther APPLAUDS.

GUNTHER

Yeah! Go Max! Rock it like  
lederhosen!

Max faces the class. Unfolds a piece of paper and begins to  
read.

MAX

Uridium core. Why do you mock me?  
Evil is not calm, uridium. I cry  
for you, uridium. My tears are  
radioactive. I will choose...  
plutonium.

Gunther jumps from his seat. A STANDING OVATION.

The other students appear too shocked to move.

Mr. Gabriel rubs his eyes.

MR. GABRIEL

(to himself)

Be a teacher, Jim. It's an easy degree, Jim. Change the world my butt.

INT. HALLWAY - DAY

STUDENTS exit class. Vanessa blows Ashley a kiss and skips away to flirt with a group of FOOTBALL PLAYERS.

Emily rushes to Ashley's side.

EMILY

Sorry about her. She can be a little overwhelming on your first day... or any day.

ASHLEY

Not to worry. I've had a lot of first days.

EMILY

Military brat?

ASHLEY

Army. The brattiest.

Emily raises her hand.

EMILY

Air Force.

ASHLEY

That's cool. At least you're not--

EMILY

--Coast Guard!

ASHLEY

--Coast Guard!

They LAUGH.

ASHLEY (cont'd)

Thank you for saving me from the glitter queen. I owe you.

They round a corner. WHAM! Ashley runs right into Max.

ASHLEY (cont'd)

Oh my God, I'm so sorry!

MAX

Wonderful. New girl must be blind.

Ashley's cheeks flush red with anger.

EMILY

She said she was sorry. Why don't you look where you're going?

GUNTHER

Max doesn't look. Everyone stays out of his way... or they deal with me.

Gunther CRACKS his knuckles. Emily stands up to him, her head barely reaching his chest.

EMILY

Back up you giant bratwurst!

ASHLEY

Let me guess: you two are the Welcoming Committee. When should I expect the flower bouquet?

MAX

Be on your way, new girl. You wouldn't like me when I'm angry. Bad things happen.

GUNTHER

Yeah! Bad dings.  
(to Max, whisper)  
Like vhat, sir?

Max storms away. Gunther follows.

ASHLEY

Who was that?

EMILY

Max Marshall. Scourge of the school. If there's evil afoot, Max is probably behind it. Guy's a serious whack-job. Everyone calls him Max Mayhem.

Ashley LAUGHS.

ASHLEY

Wait... you're serious?

EMILY

Seems to fit.

Ashley burns a hole in the back of his head.

INT. CAPTAIN FREEDOM'S MANSION - DAY

The enormous home of Captain Freedom. Every inch a piece of crime-fighting memorabilia, a Captain Freedom action figure, or celebrity thank-you photo.

Freedom, still rocking the full costume, watches a Penny Parker news report on the big plasma TV.

PENNY (FROM TV)

...only by the brave actions of the city's hero, Captain Freedom, that I was able to escape with my life.

Wonder Boy, wearing a maid's outfit over his costume, dusts the fireplace.

WONDER BOY

Hey, I was there too!

PENNY (FROM TV)

Wonder Boy was there too. Penny Parker, Channel Five Action News.

WONDER BOY

Golly boss, she's sure got it bad for you.

Freedom mutes the TV. Goes to the kitchen and admires his reflection in the fridge.

CAPTAIN FREEDOM

She is the love of my life, you moron. Her hair the color of raven's night. Her lips, red as a rose. Her smile, like a banana made of Tic-Tacs.

WONDER BOY

You two should get married already.  
(to himself)  
Maybe I could be the hero for once.

CAPTAIN FREEDOM

Give up a life of crime-fighting for a minivan and a mortgage? Not in this lifetime.

Freedom CRACKS eggs into a frying pan.

WONDER BOY

Speaking of image, boss, I was thinking--

CAPTAIN FREEDOM

--Don't strain yourself.

WONDER BOY

Maybe we need to update our image. Crime-fighting's all well and good-- puts a roof over our heads-- but today's hero is all about community service. Look at The All-American.

CAPTAIN FREEDOM

The All-American is a poo-filled diaper.

WONDER BOY

Perhaps, but his popularity's through the roof. He's the bee's knees! He beat you out for that magazine cover.

CAPTAIN FREEDOM

What do you suggest?

WONDER BOY

Fund-raisers. Clean up a beach or something. Speak at a High School.

Freedom flips the omelette.

CAPTAIN FREEDOM

Not a bad idea. Set something up... after you've mowed the lawn.

WONDER BOY

Sure thing, boss!

A fly BUZZES into the omelette. Lands. Sticks to the egg. Captain Freedom SQUISHES the fly. Works it into the egg.

CAPTAIN FREEDOM

Your omelette's ready.

INT. SCIENCE CLASS - DAY

Ashley enters. Most of the class already seated behind Bunsen burners and giant textbooks.

The teacher spots her. A pretty lady with friendly eyes, hokey demeanor, and a voice like a song. MISS BARNES.

MISS BARNES

You must be my new girl... Ashley  
Craig?

ASHLEY

Sparkly and lemon-scented.

MISS BARNES

Hector's out sick. You can sit next  
to Max.

Ashley spots the empty seat, right next to Max Marshall  
himself. They stare at each other through narrow eyes like  
The Good, The Bad, and The Ugly.

MAX

Come on! Seriously?

Ashley takes her seat. They scoot away from each other.

ASHLEY

This ain't a picnic for me either.

MAX

I should have saved that Ebola  
Virus for you instead of Hector.

Ashley LAUGHS. Nervously. But his look indicates he might be  
telling the truth.

Max suddenly sneezes on her. She recoils in disgust.

MAX (cont'd)

The flu. You're welcome.

LATER

Miss Barnes lectures. Ashley takes copious notes.

MISS BARNES

...so we see the covalent bonds and  
how that relates to the energy  
between electrons...

Max leans back. Hands behind his head. Bored.

ASHLEY

(whispers)  
Shouldn't you be writing this down?

MAX

(whispers)  
Hilarious, little girl.  
(MORE)

MAX (cont'd)

I know more than your textbook and Miss Barnes combined.

ASHLEY

(whispers)

Do us all a favor then... go to college early. How about tomorrow? I'll help you pack.

MAX

(whispers)

High school amuses me.

(to himself)

It's also great cover. No one suspects--

Miss Barnes CLEARS her throat.

MISS BARNES

Mr. Marshall, Miss Craig. Would you like to share your conversation with the rest of the class?

ASHLEY

I'm sorry, Ma'am. It's just...

(squinting)

...your diagram is wrong.

Miss Barnes looks at her sketch of an electron bond on the atomic level.

MISS BARNES

Wrong? I don't see--

ASHLEY

--your hydrogen charge is wrong. It's backwards. You'll need to flip the chlorine molecule around... unless you want to destroy the universe.

MISS BARNES

That's impossible. I...

The teacher studies her drawing. Some of the students SNICKER.

MISS BARNES (cont'd)

You're right. Wow. Time for Miss Barnes to go back to school herself.

She erases the board. Re-draws the hydrogen atom. More LAUGHTER from the students. Ashley blushes.

A different look from Max. He's impressed with the new girl. He smiles at her.

Ashley smiles back, then remembers she hates him.

INT. GIRL'S RESTROOM - DAY

Vanessa applies another layer of glitter to her cheeks. Samantha checks her eyelashes.

Ashley enters, joins them at the sinks.

VANESSA

Hey, new girl. What's the sit-rep?

ASHLEY

School. Knowledge. The usual.

VANESSA

We've got to get you a boyfriend. With a little glitter on your cheeks you could almost snag a football player. Not the varsity team-- they belong to me-- but maybe the JV kicker.

ASHLEY

Got any lip gloss?

Vanessa squeals with delight. Dives into her purse.

VANESSA

Do I?!

Ashley takes the lip gloss. Applies it slowly.

SAMANTHA

I'm so sorry.

ASHLEY

What for?

SAMANTHA

Miss Barnes put you next to that spaz, Max Mayhem, in chemistry. Guy's a freak of the highest order.

ASHLEY

Right. He's super annoying. Only the worst person ever.

(truly curious)

Was he always like that?

SAMANTHA

He was okay in middle school. Set the school on fire a couple times, but he was kinda cute. Guess he still is. Bottom line, new girl: I'd stay clear of that one. Rumor is he killed all the plants in Biology just by looking at them.

Ashley finishes using the lip gloss. Makes a dramatic kissy-face.

ASHLEY

Well, thanks for the advice.

VANESSA

Want any glitter for your cheeks? Glitter solves everything.

EXT. ROCK QUARRY - NIGHT

Max and Gunther stand at the edge of a huge rock quarry. Piles of rock and dirt stretch out before them.

Max works a remote control. Something huge STOMPS around in the quarry, hidden in the darkness.

MAX

She's not one to put glitter on her cheeks. She's different. Intelligent. I tell you, Gunther, you should have seen her. Put Miss Barnes in her place... noticed a mistake that I didn't even catch.

GUNTHER

Not possible, sir.

MAX

Possible. And impressive. This Ashley... there's something about her.

GUNTHER

I best man at vedding?

MAX

Don't make me mail you back to Germany. Again.

GUNTHER

You love her. You want to have her babies.

MAX

Girls aren't worth my time. They're a distraction on my road to world domination.

Max thinks. Steers the hidden machine with the remote.

MAX (cont'd)

However, trusted Number Two, if I could use her in some sort of evil plan there'd be no stopping us.

GUNTHER

Yay! I love plans!

STOMP! STOMP! The machine walks around still hidden in the darkness.

MAX

Less than two weeks. My new Death Ray, combined with my robot... I'll be unstoppable! Watch this.

Max presses a button.

A missile shoots out of the darkness. EXPLODES an abandoned car into a million pieces!

GUNTHER

Vunderbar!

MAX

Yes, Gunther. I am.

INT. ASHLEY'S BEDROOM - NIGHT

The beginnings of a typical teenaged girl's room. Most of Ashley's stuff is still in boxes.

She sits in front of her computer.

ON THE COMPUTER SCREEN

She Skypes with a red-headed girl with lots of freckles named ELLIE.

ELLIE

That's wonderful, Ash. Friends on your first day?

Ashley uses Kleenex to wipe off her freshly-glittered cheeks.

ASHLEY

I'm not sure it'll last.  
Vanessa's... enthusiastic. I feel  
like I've been glitter-bombed.

ELLIE

You're the new girl. Your place in  
the hierarchy of popularity has yet  
to be determined. You can either  
sink into social obscurity and  
spend your Saturday nights singing  
along to High School Musical for  
the hundredth time--

ASHLEY

--I'm surprised we didn't wear out  
the DVD--

ELLIE

--Or you can embrace this  
opportunity, make friends with the  
most popular girl in school and-  
GASP!- find a boyfriend!

Ashley stares at the only poster on her wall: High School  
Musical.

ASHLEY

You're so wise, Ellie.

ELLIE

(bad Yoda impersonation)  
Mmm... wise I am. Popular you will  
be.

INT. SCHOOL HALLWAY - DAY

Vanessa pushes Ashley toward a gang of FOOTBALL PLAYERS.  
Ashley is heavy on the makeup and rocks a sexy blouse.

VANESSA

Isn't he awesome? Go on, talk to  
him.

DERRICK is the studliest of the studly. Good-looking. All-  
American dimwit. He gives Ashley the once-over, and likes  
what he sees.

Around the corner, Max spies on the scene. His eyes narrow at  
Derrick.

ASHLEY

Hi. I'm Ashley.

DERRICK

Derrick. I like your glittery cheeks.

INT. OUTSIDE BOY'S RESTROOM - DAY

Derrick and Ashley stroll along, flirt-mode in high-gear. Derrick pauses in front of the boy's restroom. She tries to be polite, grits her teeth.

DERRICK

And then I was like, dude! And he was like, no way dude! And I asked him, dude? Do you believe it?

ASHLEY

I'm trying not to.

Derrick hands her a piece of paper.

ASHLEY (cont'd)

Let me guess... your phone number?

DERRICK

No. My measurements... in case you want to buy me a shirt or something. Most girls do.

Max spies on them from behind a trash can.

ASHLEY

I've got lunch.

DERRICK

And I need to use the bathroom.

Ashley forces a smile.

ASHLEY

Fantastic.

DERRICK

Catch you later, dude?

ASHLEY

If you're lucky... dude.

DERRICK

Sweet.

Derrick goes into the restroom.

Ashley crumples up Derrick's paper and tosses it over her shoulder. The paper bounces off Max's head behind the trash can.

Ashley storms away, wiping the glitter off her face. She rounds a corner and disappears.

Max makes sure the coast is clear. Casually, he slips into the restroom.

INT. BOY'S RESTROOM - DAY

Derrick stands at the mirror. Flexing. Smiling. Trying to turn himself on.

Max smirks. With one swift motion, he locks the bathroom door. CLICK.

DERRICK

Oh, hey man. Uh... Max, right?  
Whassup?

MAX

Not much. Just going to use the toilet.

DERRICK

Cool. I'm gonna get my flex on.

Max produces a small, hand-held device: a cell phone with too many wires. Points it at Derrick.

MAX

So, what do you think of Ashley?

DERRICK

She's cute. Like a sleepy kitten.  
Can't wait to get my guns around her.

He kisses each bicep.

MAX

She's not interested in you. You're an accessory. Like a pair of comfortable shoes... or a fern.

DERRICK

Whatever, man. Every girl wants to buy me a shirt.

(notices the device)

Whoa... what's that?

MAX

Fun in a box. Hold still!

Max presses a button. A green laser hits Derrick square in the forehead. The big man freezes, then stumbles back.

MAX (cont'd)

Derrick?

Derrick looks around. Confused. Scared.

DERRICK

Yeah?

MAX

My name is Max. Can you say Max?

DERRICK

M-M-Max.

Max CLAPS like a preschool teacher.

MAX

Very good! Now Derrick... can you tell me how old you are?

Derrick holds up three fingers.

DERRICK

This many!

INT. OUTSIDE BOY'S RESTROOM - DAY

Derrick flies out of the restroom, pants at his knees.

Other STUDENTS react in shock. Laughter.

Samantha faints.

DERRICK

I made boom-boom! Yay!

Derrick flies down the hallway, almost knocking Mr. Gabriel over.

DERRICK (cont'd)

Mommy? MOMMY!

Mr. Gabriel calmly takes out his cell phone. Dials.

MR. GABRIEL

Yes... I'm calling about the job opening.

INT. LUNCHROOM - DAY

Emily scarfs down a slab of meatloaf. Ashley stares at her own lunch, not daring to touch it.

Vanessa swings by their table, GIGGLING in the arms of another GIANT FOOTBALL PLAYER.

ASHLEY

So tacky.

EMILY

Didn't want to sit with your new best friend?

ASHLEY

I'm done with the whole popularity thing. The dozens of friends thing. The nice clothes thing. I've got you and that's just fine.

EMILY

Thanks. I think.

ASHLEY

There's more to life than lunchroom politics. My family moves around so much that I've given up caring about my social status. I'd rather form real friendships, meet intelligent people...

Ashley spots Max and Gunther standing in the lunch line.

ASHLEY (cont'd)

...there has to be room for something interesting. For something challenging, and a little dangerous...

Max picks up a bowl of green jello. Smells it.

ASHLEY (cont'd)

...Loki was always more interesting than Thor...

INT. SCIENCE CLASS - DAY

The class works on chemicals in test tubes. Miss Barnes floats around the room, keeping a watchful eye.

Ashley measures the liquid. Max watches. Mostly the liquid, but his eyes keep wandering to the rest of her.

Ashley pours the liquid into another test tube. The two liquids mix, producing a brilliant blue.

ASHLEY  
(exaggerated)  
Oooh, pretty!

Max looks at her face bathed in blue light.

MAX  
It sure is.

Ashley notices his eyes on her.

ASHLEY  
Hey now, stares-ville.

MAX  
The liquid. It's aesthetically appealing. It matches your eyes.

ASHLEY  
Thanks.

MAX  
(covering)  
The chances of your eyes and the chemical reaction being similar in color are not astronomical. I was merely pointing out a scientific fact.

ASHLEY  
Jane Austen better watch her back. You're just a spiky-haired romantic fuzz-ball, ain't ya?

Max blushes. Finally some color in his pallid cheeks.

He looks at the front of the class. Behind the teacher's desk, a large poster tacked to the wall. It reads: UNDER THE MOON, SENIOR PROM.

Then, at the bottom, a cartoon drawing of Captain Freedom with the caption: SPECIAL MASTER OF CEREMONIES, CAPTAIN FREEDOM!

Max glowers at the poster. Suddenly... evil lightbulb!

MAX  
Two weeks! Prom! That's it!

ASHLEY  
What's it?

MAX

Prom. The dancing. And the punch.

ASHLEY

Yes. Very good. Prom has those things.

MAX

No. That magical night. Uh...

CUT TO:

INT. OUTSIDE PROM - DREAM SEQUENCE

Formal-wearing STUDENTS line-up to enter the dance. Suddenly, astonished GASPS among the crowd. Everyone turns--

--to watch Max walk toward the crowd. Looking dangerous in his tux, he stalks forward like an evil James Bond.

Mr. Gabriel looks shocked at Max's presence. He whips out his cell phone. Dials with panic.

MR. GABRIEL

(into phone)

Hello? Yes, I'm at Oak Lawn High. Max Marshall is trying to get into Prom. I know... a social, formal event! I'm as shocked as you! I don't care... send everyone. SWAT, Police, Marines. The evil's about to hit the fan!

END DREAM SEQUENCE

INT. SCIENCE CLASS - SAME

Max snaps out of it, looks around. No one is paying attention. Only Ashley, who is very concerned with his mental health.

MAX

I need a date. Uh, I mean, I would very much like it if... will you go to Prom?

ASHLEY

Wow. Uh, yes. I will probably go to Prom. Either that, or Em and I will fall asleep to a rom-com DVD marathon.

MAX

Me? ME?

ASHLEY

Yes, you are Max. I am Ashley. This is Earth.

Max nearly pulls his hair out.

MAX

(spits it out)

Will you go to Prom with me?

Ashley allows a hint of a smile before she forces a scowl back on her face.

ASHLEY

Last I remember, we sorta hate each other.

MAX

No. You're cool. You smell like cupcakes.

ASHLEY

And we just met.

MAX

Time is just a false construct that can be bent with the laws of physics. Therefore, the fact that we just met is meaningless.

(trying to act normal)

We've got a week and a half before then. Plenty of time to get to know each other. You can always say no if I offend you or make fun of your parent's taste in music.

This time, it's her turn to blush.

ASHLEY

You're weird.

EXT. OAK LAWN HIGH SCHOOL - DAY

The conclusion of the school day. Students run out. WHOOPS and HOLLERS. Backpacks full of homework. Happy teenaged chaos.

Amidst the acne-faced masses, Max escorts Ashley down the steps.

MAX

I'm weird. That's not a no.

ASHLEY

It's not a yes, either.

Max stomps his feet with impatience. Eyes big like an eager puppy.

ASHLEY (cont'd)

You tried to give me the flu. I'm kinda attracted to guys that, I dunno, don't try to kill me.

MAX

Ha! You know the old saying... if you love something, give it a contagious disease.

ASHLEY

We'll see. I think I need to know you a little better before you buy me a corsage.

MAX

Blue! I'll get you a blue one! It'll match your eyes.

ASHLEY

Maybe.

MAX

Then it's a maybe yes!

Max goes to hug her, then pulls back. Confused, he hugs himself. The dance of the socially awkward.

Then he pats her on the head like a puppy.

MAX (cont'd)

Delightful! The plan is in motion!

She gives him a very puzzled look.

MAX (cont'd)

I mean... right on! Awesome! Totally righteous and stuff!

Max does a couple happy spins. Pumps his fist like a triumphant Pro-Wrestler.

ASHLEY

That's my bus.

MAX

And so she departs. Twas too soon,  
me thought, this passing in the  
night. Er... day.

ASHLEY

Very weird, Max. Seek help.

She runs off to the bus. Leaves him a jelly pile of gooey  
love-struck teenager.

Big, meaty German hands clamp down on his shoulders, ripping  
him from his romantic stupor.

GUNTHER

(singing)

MAX UND ASHLEY SITTING IN A TREE...

MAX

You better shut that disgusting  
hole you call a mouth.

GUNTHER

Dhat's okay. I don't know de rest.

Max walks to the bike rack. Gunther at his heels.

MAX

I've found my access to Prom, and  
that muscle-bound do-gooder,  
Captain Freedom, without setting  
off the alarms. A date, Gunther. An  
ignorant, clueless date. The plan  
is in motion.

GUNTHER

What plan, my evil king?

MAX

The plan to vaporize Captain  
Freedom once and for all. And know  
this my mentally-challenged  
henchman: he will remember my name  
before the last dance.

GUNTHER

You're going to dance with him?

EXT. INSURANCE OFFICE - DAY

A small office in an average-looking strip mall.

A sign on the door shows Alec and Christine Marshall's smiling faces. It reads: MARSHALL INSURANCE.

INT. INSURANCE OFFICE - DAY

Alec goes over some paperwork with a young couple. SHEEPISH HUSBAND hangs his head next to his BITCHY WIFE.

Christine lingers in the background, dusting, as she tries to eavesdrop on the conversation.

ALEC

Here you go... the final offer for complete coverage for your family.

SHEEPISH HUSBAND

Good price.

BITCHY WIFE

Hmm.

ALEC

And, like I said at the beginning, if you combine your homeowner's with your auto insurance, I can save you ten percent.

SHEEPISH HUSBAND

Sounds great.

BITCHY WIFE

No it doesn't.

SHEEPISH HUSBAND

Right. It doesn't.

Christine whips out a giant laser pistol. Aims it at the back of Bitchy Wife's head.

Alec shoots her a look. Panicked wave of his hands.

Reluctantly, she lowers the weapon. Puts it away before the couple notices.

BITCHY WIFE

I'm afraid to see your quote for life insurance. I'm sure it's ridiculous.

INT. ALEC'S CAR - DAY

Alec and Christine drive in silence. Christine stares out the window, clearly agitated.

ALEC

You didn't have to bring the Atomizer.

CHRISTINE

I had a feeling I might need it. I was right.

ALEC

Don't bring it to the office again. That's not our life anymore.

CHRISTINE

(frustrated)

Thanks for the reminder.

They continue down the road in silence.

INT. MAX'S BEDROOM - NIGHT

Max fiddles with his computer. Makes sure the camera points right where he wants it.

He puts on his helmet. Unruffles his cape. Dr. Mayhem returns.

The computer monitor comes to life. A live image of the Pentagon War Room. GENERALS and POLITICAL DIGNITARIES sit around a large table.

DR. MAYHEM

Gentlemen, I am the scourge of your existence. I am... Dr. Mayhem!

GENERAL WALSH (FROM SCREEN)

Mayhem! You diabolical monster. It was you that turned the Vice President into a three-year-old man child.

DR. MAYHEM

Tis me, you sniveling fools! And there's more where that came from if you don't give in to my demands.

INT. LIVING ROOM - NIGHT

Alec and Christine sit in matching recliners watching TV. A DEEP, RUMBLING VOICE comes from the second floor.

CHRISTINE

Max?

ALEC

Dr. Mayhem returns.

CHRISTINE

Threatening the Pentagon?

ALEC

Must be Friday.

INT. MAX'S BEDROOM - NIGHT

Dr. Mayhem clenches his fist.

DR. MAYHEM

And furthermore, if you do not wire the money within three hours, your beloved state of Nebraska will be no more!

GENERAL WALSH (FROM SCREEN)

Nebraska? You can't be serious! Think of the children. Think of the corn industry.

DR. MAYHEM

Those are my demands--

Dr. Mayhem is interrupted by a horrific SCREAM from his cell phone.

He quickly MUTES the computer, turns the camera the other way. He removes his mask and answers the phone.

MAX

What?

INTERCUT WITH:

INT. ASHLEY'S BEDROOM - NIGHT

Ashley lays on her bed, cell phone to her ear.

ASHLEY

Max? Hi. It's Ashley.

MAX  
(pretend happiness)  
Ashley. Hey. What's going on?

ASHLEY  
Not much. What are you doing?

MAX  
Uh... playing a video game. Battle  
Pentagon... Kill Zone.

ASHLEY  
Oh, yeah? Which mission?

MAX  
I have to blow up Nebraska.

ASHLEY  
Sounds violent.

MAX  
Not really. Nebraska is an  
unpopulated hell-scape in this  
fictional scenario. Actually...  
it's pretty close to real life.

ASHLEY  
Listen, I--

MAX  
--Can we talk tomorrow? I'm at a  
really crucial part of the game,  
and if I don't get past it--

ASHLEY  
--Actually, it's about tomorrow. I  
told my parents about Prom. They  
were cool and everything--

MAX  
--Uh huh... and we're talking  
faster...

ASHLEY  
But they wanted to meet you. My  
family's the most important thing  
in the world. So, before I say yes  
to being your Prom date, you need  
to meet them... at dinner.

Max swallows. Hard.

MAX  
Um...

Max glances at his bulletin board. He's tacked a picture of Captain Freedom with pins stuck in his eyes.

MAX (cont'd)

No dinner... no Prom?

ASHLEY

That's the deal. I'm kind of traditional that way. So, will I see you at seven?

MAX

Seven. Got it.

ASHLEY

And Max... wear something other than black.

Max hangs up.

MAX

Curses! Parents!

He pulls down the helmet. Sets the camera. Un-mutes the computer.

DR. MAYHEM

This is your lucky day, gentlemen. The destruction of Nebraska will have to wait. But you haven't heard the last of Dr. Mayhem!

He LAUGHS. An evil, mechanical laugh.

INT. LIVING ROOM - NIGHT

Commercials on the TV. Christine turns to her husband.

CHRISTINE

Did you send in this month's paperwork?

ALEC

Of course. The Super-Villain Relocation Society would write us a sternly worded letter if we didn't.

CHRISTINE

And Max?

ALEC

Once again, his extra-curricular activities were omitted from the report. As far as they know, he's a normal teenaged boy.

CHRISTINE

(rolls her eyes)

Yeah... it's normal for a boy to spend his evenings plotting ways to defeat a superhero.

ALEC

He just wants to be noticed.  
Nothing more normal than that.

INT. ASHLEY'S HOUSE - AT THE FRONT DOOR - NIGHT

The doorbell RINGS. Ashley opens the door. Her hand flies to her mouth to cover laughter.

Max waits on the porch, Ashley's clothing suggestion taken to a ridiculous extreme. A green necktie complements a bright orange shirt. His hair combed and parted like it's school picture day.

He offers a bouquet of pink flowers.

ASHLEY

Way to be noticed. You look like a carrot.

MAX

(fake smile)

You look lovely. I like the buckles on your shoes.

She takes the flowers. Smells them.

ASHLEY

They're nice. Why do I smell the ocean?

MAX

I cross-bred carnations with jelly fish to really bring out the pink. The smell was a side effect. And you might want to stay away from the petals. Kind of sting-y.

EXT. ROCK QUARRY - NIGHT

Gunther works the remote control. In the quarry below, the large mysterious machine STOMPS around.

GUNTHER

(sing-song)

Testing de robot. La la la. Testing  
de robot. Yeah yeah yeah. Do my  
bidding, metal beast!

He presses a button. The remote sparks.

The STOMPING gets louder. Coming toward Gunther.

Gunther panics. Works the controls. Useless!

GUNTHER (cont'd)

Oh, schnitzel.

INT. ASHLEY'S DINING ROOM - NIGHT

Ashley, Max, and MR. and MRS. CRAIG sit around the dining room table. Max nervously takes a bite of chicken casserole. He sits beneath an enormous American Flag.

Ashley's parents are strait-laced. Conservative. They look pulled straight from Eisenhower's America.

Mr. Craig smiles at Max with unnaturally white teeth. He looks like a super-friendly five-star general.

MR. CRAIG

So, Max, what does your father do?

MAX

He's in insurance. Both my parents  
are.

MR. CRAIG

Insurance? How interesting.

MAX

Not really.

(fake smile)

I mean, I don't really understand  
it.

Max slowly chews a piece of chicken.

MAX (cont'd)

Mrs. Craig, this chicken is  
amazing. So chewy.

MRS. CRAIG

Thank you. Would you like some more?

MAX

Dear God, no.

Ashley shoots Max a look.

MAX (cont'd)

(pouring on the charm)  
Tummy's mighty full!

EXT. SUBURBIA - NIGHT

Gunther gives chase. Still fully with the panic.

Ahead of him, the giant machine STOMPS down the dark street.

GUNTHER

Get back here! Stop!

INT. ASHLEY'S DINING ROOM - NIGHT

Max listens to the CELINE DION background music.

MAX

Mrs. Craig, did you pick the music?

MRS. CRAIG

Oh, yes. I love Celine. And please, call me Donna.

MAX

Celine is lovely, Donna. She has a voice from heaven.

MRS. CRAIG

I didn't think a boy your age even knew who she was.

MAX

I grew up on her music! My mom would play her songs over and over until they were beaten into my head like a jackhammer. If God had a jackhammer, I bet it would sound like Celine Dion, am I right?

MRS. CRAIG

Absolutely! And that song from Titanic--

MAX  
(through gritted teeth)  
--How great and lengthy was that  
song!?

MRS. CRAIG  
It never gets old.

MAX  
Not in a million years! Do you have  
that one on CD?

MRS. CRAIG  
Only three copies!

Mrs. Craig jumps up and runs to the stereo.

UNDER THE TABLE

Ashley kicks Max.

BEHIND MR. CRAIG

Out the window, two giant robot legs walk across the  
backyard. THUD! THUD! A panicked Gunther follows.

BACK TO SCENE

Max's mouth hangs open.

MR. CRAIG  
The neighbor kids must be playing  
that rock music again.

MAX  
Uh... can you excuse me for a  
moment? Little boy's room.

ASHLEY  
Max?

MAX  
I have a tiny bladder. Accident  
with a baseball bat when I was  
five.

Max hops up and runs down the hall.

MR. CRAIG  
You got yourself a weird one, Ash.

MRS. CRAIG  
 I like him. Any boy that likes  
 Celine Dion is okay in my book.

INT. CRAIG'S BATHROOM - NIGHT

Max locks the door. Runs to the bathroom window. He opens it  
 and peers out.

INTERCUT WITH:

EXT. CRAIG'S BACKYARD - NIGHT

Gunther stands between the legs of a giant robot, thirty feet  
 high. He frantically pushes the remote control's buttons but  
 the robot just stands there.

GUNTHER  
 Stupid metal eisenfried!

MAX  
 Come on! Seriously?

GUNTHER  
 Hi, sir!

MAX  
 I told you to test the robot, not  
 take it for a walk.

GUNTHER  
 It ran away. Dumb sauerkraut on the  
 fritz again.

MAX  
 Get it out of here! I'm trying to  
 impress Ashley's parents. I don't  
 think the Giant Robot of Death is  
 gonna help.

There's a KNOCK at the bathroom door.

ASHLEY (O.S.)  
 Max? You okay?

MAX  
 (whispers to Gunther)  
 Curses! The girl!  
 (shouts to Ashley)  
 I'm fine. Thank you. Can't wait for  
 dessert.

The robot STOMPS across the backyard, nearly crushing Gunther. Each step shakes the house.

GUNTHER

Nein nein!

ASHLEY (O.S.)

What was that?

MAX

Uh... I think there's something wrong with your pipes.

Another SHAKE.

MAX (cont'd)

Might want to get a plumber. My dad knows a guy.

(whispers to Gunther)

Use yourself as bait, I don't care. Just get it out of here!

Another STOMP. A muffled TWEET.

GUNTHER

Birdhouse!

INT. ASHLEY'S DINING ROOM - NIGHT

Max sits down and wipes sweat from his forehead. Mrs. Craig cuts cheesecake into perfect sections.

Mr. Craig places a board game in the middle of the table.

MR. CRAIG

During dessert, we can start our favorite family game. You seem to have quite the vocabulary, Max.

Max takes a slow bite of cheesecake. He looks ready to vomit, but keeps it down.

BEHIND MR. CRAIG

The giant robot kneels down and peers in the window.

BACK TO SCENE

MAX

Holy Giant Robot!

MR. CRAIG

Excuse me?

MAX

Holy... cow, what a crazy world it would be if giant robots lived among us. Can you imagine? Crazy!

MR. CRAIG

(suspicious)

Indeed.

The robot stands up. Picks up Gunther by the ankle and STOMPS away down the street.

MAX

Thank the sweet Lord.

ASHLEY

What?

MAX

The cheesecake. It's so sweet and creamy.

Max BURPS, but contains it.

MAX (cont'd)

Is there any way you could turn the music up while we play? I just LOVE the way Celine puts her whole body into every note.

EXT. FRONT PORCH - NIGHT

Ashley leads Max outside. Closes the door.

ASHLEY

That was quite the performance.

MAX

I tried my best. So... is it a yes, or is your dad planning to use my head for target practice?

ASHLEY

Mom seems to like you well enough. So...

MAX

If you don't say yes, I'm gonna go to the dance with your mom.

Ashley LAUGHS.

ASHLEY

Alright. Yes. You're literally the weirdest person I've ever met-- and I've met Vanessa-- but this could be interesting.

Max jumps for joy. Leans in, takes her hand, and awkwardly kisses it.

MAX

Yes!

ASHLEY

Calm down, Prince Charming.

MAX

When can I see you again? Minus the parental units, of course.

ASHLEY

Not tomorrow. Sunday is family night.

MAX

Right. Sunday. Probably gearing up for a furious knitting session.

An awkward moment. Both stare at their feet.

ASHLEY

Well...

MAX

See you at school. Good night, fair lady!

Max bows. Walks away.

ASHLEY

You love Celine Dion and board games and you know it!

MR. CRAIG (O.S.)

What happened to my birdhouse!?!

Max breaks into a sprint.

EXT. STREET OUTSIDE MAX'S HOUSE - NIGHT

Max approaches his house. The street is dark and empty.

He pulls out his mini-recorder. Pushes RECORD.

MAX

Operation: Prom is a go. The girl, Ashley Craig, is my ticket into Prom without raising suspicion. By that night, my Death Ray will be complete, and Captain Freedom will be caught unaware as I blast his stupid face off. MWA HA HA!

Max looks around, eyes darting.

MAX (cont'd)

(under his breath)

Note to self: keep evil laughter to a minimum when in public.

INT. MARSHALL HOUSE - NIGHT

Max stands before his parents in the living room. They stare at him, dumbfounded, from the couch.

Suddenly, Alec bursts into LAUGHTER. Moments later, Christine does the same.

Max SIGHS. Rubs the bridge of his nose.

The laughter builds. Alec wipes tears away.

ALEC

You?

CHRISTINE

A girl?

ALEC

Prom?

CHRISTINE

Did you use a mind-control device or just build a robot girl?

More laughter, like it's the funniest thing in the history of the world.

MAX

I don't see what's so funny about asking a girl to Prom.

ALEC

That's not the funny part.

CHRISTINE

It's that she said yes.

They double over in hysterics. Max walks away.

CHRISTINE (cont'd)

Wait, Max. Hang on. We're sorry.

ALEC

We didn't mean to laugh. I'm sure she's a lovely girl.

CHRISTINE

How much did you ask for her ransom?

Explosion of laughter. Alec falls off the couch.

MAX

Now I know why most super villains kill their parents.

INT. OAK LAWN HIGH SCHOOL - DAY

Students stumble to class, moaning like zombies after the weekend. Ashley grabs a book out of her locker as Emily looks on.

ASHLEY

He was the perfect gentleman. My mom even wants to take him to a Celine Dion concert this summer.

EMILY

You and Max. Prom. I can't believe you said yes.

(looks around, panicked)

Did I just hear a wolf howl?

ASHLEY

I figured now, while I'm sans social standing, is a good time to date the local freak.

EMILY

Congratulations on picking the freakiest. Have you thought about a dress?

ASHLEY

I convinced Max to take me to the mall on Saturday. There's a place that rents tuxes.

(MORE)

ASHLEY (cont'd)

I see Max in horribly embarrassing Seventies formal wear. I'm thinking ruffles.

EMILY

I'm beginning to think you're the evil one in the relationship.

Ashley does her best EVIL LAUGH, then coughs as her throat gives out.

AT THE END OF THE HALL

Max spots Ashley. He smiles. Heads in her direction, Gunther at his side like always.

MAX

There she is, Gunther. The perfect rube. My ticket into Prom. I nailed her parents and she was none the wiser!

GUNTHER

You nailed her parents?

MAX

Silence, you oaf.

Suddenly, a pack of football players step in Max's way. The angriest, Derrick, towers over him.

DERRICK

What's up, dude? Have a nice weekend?

MAX

It was satisfactory. You?

Derrick puffs up, face red.

DERRICK

Funny thing. I spent the weekend in a diaper. Ate an entire tub of Play-Doh. And yesterday: eight hour Handy Manny marathon.

MAX

So... you learned a lot about sharing?

Derrick cocks his arm back like Mike Tyson. His meaty fist flies toward Max's face.

At the last moment, Gunther's hand shoots in and blocks the punch! Gunther squeezes Derrick's fist until the jock howls in pain.

GUNTHER

You touch Max, I start crushing things.

DERRICK

My fist! My dainty, girlish fist!

Gunther lets go. Derrick falls back, caught by his teammates.

A YOUNG PLAYER steps forward. Puffs himself up.

YOUNG PLAYER

Yo, German boy. How come you ain't on the team? We could use muscle like your's.

GUNTHER

Running around on grass? Touching other guys in tight pants?

Gunther picks up Max like Richard Gere carrying Debra Winger at the end of "Officer and a Gentleman."

GUNTHER (cont'd)

Sounds a little veird.

Ashley watches Gunther carry Max away.

ASHLEY

Did I slip into some alternate reality or something?

EMILY

Nope. Just high school.

INT. MAYOR'S OFFICE - DAY

The bald, stocky MAYOR addresses Captain Freedom from behind his desk. An official checkbook open in front of him. On the desk, a framed photo of the Mayor holding a cute little dog.

MAYOR

Ten thousand this week?

CAPTAIN FREEDOM

Make it fifteen. That bus load of nuns wasn't going to save itself.

The Mayor GULPS. Wipes his forehead.

MAYOR

But... we agreed. The city's budget is nearly--

CAPTAIN FREEDOM

--Fifteen, or this city finds itself a new superhero.

(menacing)

Or should I let a super-villain vaporize your sweet little dog?

MAYOR

You wouldn't! You're supposed to be a hero. It's your job to go after villains that threaten the city. What about that new one? The one that set up the trap at the warehouse last week?

CAPTAIN FREEDOM

I could care less which costume-wearing freak threatens me this week. All I care about is the green, Mr. Mayor. You get me?

Captain Freedom leans over the desk, picks up the Mayor by his shirt collar.

MAYOR

(terrified)

Fifteen. Okay, okay. Whatever you want.

INT. OUTSIDE MAYOR'S OFFICE - MOMENTS LATER

Captain Freedom exits. Wonder Boy bounds up like a toddler.

WONDER BOY

What was that about? Did he mention me, boss? Huh?

CAPTAIN FREEDOM

The Mayor gave me the key to the city... again. Nothing you need to worry about.

WONDER BOY

Do I get a key?

CAPTAIN FREEDOM

You get to bask in my glory for another day.

WONDER BOY

Yay! Still... would be nice, once  
in awhile, for me--

CAPTAIN FREEDOM

--Walk six feet behind me, like I  
told you. Your nose is brown enough  
as it is.

WONDER BOY

Sure thing, boss.

INT. LUNCHROOM - DAY

Ashley and Emily stand in line waiting to pay for lunch.  
Ashley spots Max and Gunther across the lunchroom.

She smiles, gives him a little wave. Max returns the favor,  
then resumes whispering to Gunther.

EMILY

No offense, but I just don't see  
it. Cute, maybe. Nice? Not in a  
million years.

ASHLEY

There's a caring person underneath  
all those porcupine barbs. I  
haven't found him yet, but I will.

Vanessa storms up, cuts in line behind Ashley.

EMILY

Vanessa. How was gym? Fail to break  
a sweat as usual?

VANESSA

So? What's your point?

ASHLEY

(through gritted teeth)  
Hello, Vanessa. How are you?

VANESSA

Frigging mortified. I hear through  
the G.V. that you're going to Prom.

ASHLEY

The what?

EMILY

Grape-vine. The abbreviations have  
reached a new level of obscurity.

VANESSA

And, worst of all, you're going with that weirdo Max Mayhem. What's the matter? Hunky football players aren't good enough for you?

ASHLEY

Who, Derrick? Sure, if I wanted a pile of meat instead of an intelligent conversation--

VANESSA

--How could you? First of all, you befriend that frizzy-haired Fat Camp reject--

EMILY

--I'm literally right next to you.

VANESSA

Then you ignore my friendship, throw my boyfriend help in the trash, and hook up with Spazzo the Spikey-Haired Freak. Are you trying to be a social outcast?

ASHLEY

Look. In most places I've lived, people are free to make their own choices.

VANESSA

Not here, new girl! Not if you know what's good for you!

ASHLEY

Em... hold my tray...

Ashley hands her lunch tray to Emily. She steps up, gets in Vanessa's face.

ASHLEY (cont'd)

I do know what's good for me. So back off, glitter queen, before I practice Newton's Third Law on your face.

The glitter could explode at any moment. Vanessa is the first to back away.

VANESSA

I'm going away now. Not because I'm scared of you, but because I have no idea what Fig Newtons have to do with this.

Vanessa storms away. Emily smiles, impressed.

EMILY

You beat her with your brains rather than your fists.

ASHLEY

So?

EMILY

Sounds like someone I know.

MOMENTS LATER

The girls join Gunther and Max at their table. Max quickly closes his notebook and hides it.

ASHLEY

What was that?

MAX

Poetry. Something I'm writing... for you.

ASHLEY

Really?

MAX

I'm gonna go all Jane Austen on your butt.

ASHLEY

If you're trying to be hip, best not to reference Nineteenth Century female romance novelists.

Emily sits next to Gunther and they both roll their eyes.

EMILY

These two make me gag.

GUNTHER

Focus on food. Vorks for me.

Gunther takes a bite of his massive sandwich. Meat drips on the table.

Emily tries not to vomit.

AT VANESSA'S TABLE

Vanessa watches Ashley and Max from across the lunchroom. Derrick and Samantha flank her on either side.

VANESSA

Nobody crosses me. I'm pretty.  
There should be a rule or  
something.

SAMANTHA

I'm pretty. Anybody crossed me, I'd  
scratch their eyes out.

VANESSA

Too violent. Too obvious.

Derrick bites into an apple with anger.

DERRICK

Turned me into a freaking toddler,  
man! I'd kill the little freak if  
it wasn't for the giant in the next  
seat.

They watch as Ashley whispers something in Max's ear. They both laugh.

VANESSA

(vengeful)  
Ashley...

DERRICK

(angry)  
Max...

VANESSA

A plan is forming...

DERRICK

Are you thinking what I'm thinking,  
babe?

VANESSA

Prom?

DERRICK

Prom.

Vanessa and Derrick clasp hands, evil look between them.

INT. INSURANCE SOCIAL - NIGHT

A fancy hotel ballroom. Alec and Christine mingle among other INSURANCE AGENTS. Wine flows as freely as bragging rights. A banner above the stage reads "Welcome Agents!"

Alec and Christine run into the spray-on tan twins, GARY and LIZ HAVELFORD. Matching outfits, both with perfect TV-anchor hair, the Frank and Kathie Lee Gifford of local Insurance.

GARY

Marshall Insurance! How the heck  
are ya?

Alec returns the aggressive handshake. Christine and Liz exchange hostile smiles from a safe distance.

ALEC

Gary Havelford. Liz, nice to see  
you.

LIZ

(bored)  
I'm sure.

GARY

How are things on the east side?  
Rumor has it the economy has not  
been kind to your quaint little  
office.

Alec smiles through gritted teeth. Christine grips his arm, holding him back.

ALEC

We manage. How are the taste of the  
champagne waterfalls up north?

GARY

Ah... you heard all about the  
Franklin family. Can you believe I  
got their whole clan? The house?  
The boat? All three BMW's?

CHRISTINE

Three?

GARY

Listen, Don...

ALEC

Alec.

GARY

Just between you, me, and the trees, I can get you up in Northwood. Get your beak wet on some prime leads. Look. You. Carrie. You got great pedigree. You got great teeth. You could be rolling with the big dogs if you'd just expand a little bit.

CHRISTINE

It's Christine, and we're quite happy where we are. We know the neighborhood. People like and trust us.

GARY

Trust. Bah. It's over-rated.

LIZ

I'm hungry. I need another grape.

Liz heads for the buffet. Gary follows. He calls back, fake smile ear to ear.

GARY

Jeff, call me if you wanna make some real money!

They watch them go. Quietly angry.

ALEC

In my day, it wasn't about the money. It was all about the excitement of holding the Denver Broncos hostage until John Elway wet himself.

CHRISTINE

Honey, calm down. You told the therapist you wouldn't talk like that.

Christine rubs his back. Looks at him with concern.

Alec pounds his drink.

ALEC

One brilliant crime... I just want the excitement back... I want to feel alive again.

(determined)

Being middle class is the worst enemy we've ever faced.

INT. OAK LAWN MALL - DAY

Anybody who's anybody brave the crowds for the ultimate shopping experience. Ashley and Max wander from store to store. Attention on each other, ignoring everyone else.

Max adjusts the bulky backpack he's wearing.

ASHLEY

I have to ask. Why the backpack?  
Are we shopping for Prom or hiking  
the Appalachia?

MAX

I'm at a mall, with a girl, who's  
shopping for a dress. My  
understanding is this could take  
some time.

ASHLEY

Something tells me you've got more  
than magazines in there.

MAX

All the latest horror novels.

He heaves the backpack higher. Grimaces under the weight.

MAX (cont'd)

Too much?

ASHLEY

Aw... your dark side is adorable.

Ashley LAUGHS. Max suddenly spots something from across the mall. He grabs her hand, pulls her along.

MAX

Come on. I have to show you this  
one thing.

INT. ART GALLERY - DAY

One of those tiny mall art galleries. Nothing museum quality, but nice paintings selling for modest prices.

Max and Ashley stare at a simple painting. It's of a middle-aged woman, sitting alone at a wooden table, somewhere in the Depression-Era Mid-West. With tear-filled eyes, she looks out a window as if waiting for someone.

Ashley looks at Max, smirks, but Max is totally still. He hardly blinks. His calm demeanor gives her pause.

MAX

It's not a famous painting. It's not even the most expensive one in the store. My mom brought me here a few years ago. Made me wait while she got her nails done. I stood here... right here... and stared at this painting for almost an hour.

ASHLEY

A woman in a house. You had an exciting childhood.

(off his serious look)

Sorry.

MAX

I can't tell if she's waiting for her husband to come home, or she's just sent her only son off to war. It's the saddest thing I've ever seen... and I love it.

Ashley holds Max's hand, interlocking her fingers with his.

He glances at her. The affectionate look in her eyes. Realizing he's shown too much...

MAX (cont'd)

Come on! There's this puppy calendar you have to see.

With a shock, he yanks her out of the gallery.

INT. ALEC AND CHRISTINE'S BEDROOM - DAY

Christine WHISTLES a happy tune as she folds some laundry. She crosses to the closet with a pile of clothes and opens the door.

She puts the clothes away when something grabs her attention.

She stares at: her Lady Icestorm costume. Cool blue and white.

Christine touches the fabric, and her eyes tear up.

INT. NORDSTROM - DAY

Max sits in a waiting chair and holds Ashley's purse like a dutiful boyfriend. His gaze wanders, bored silly.

ASHLEY (O.S.)  
It'll look better when my hair's  
done... but what do you think?

Max looks up. VA-VA-VOOM! She's a knockout. Simply the  
prettiest thing Max has ever seen.

MAX  
(stammering)  
Not bad. Very... tight.

ASHLEY  
I think I'll put this one in the  
"maybe" pile.

MAX  
There's a pile?

ASHLEY  
You didn't think I'd get it on the  
first one, did you?

MAX  
You look pretty. You should get  
that one.

ASHLEY  
Nice try, buddy boy. But you get a  
brownie point for saying I look  
pretty.

Suddenly, a loud SCREAM from nearby. Samantha stumbles in on  
high heels and embraces Ashley.

SAMANTHA  
Girl, you look fab-u-lous!

ASHLEY  
So do you...  
(super awkward)  
...girlfriend.

Samantha glances at Max, her bottom lip full out.

SAMANTHA  
Poor guy must be bored out of his  
mind. Better things to do on a  
Saturday than watch hot girls try  
on hot dresses, am I right?

MAX  
(sarcastic)  
Sure. Hot girls. Yuck.

Samantha pats him playfully on the head.

SAMANTHA

Oh, Maxi-pad. You know you want me.

Over the store's music system, a romantic POP SONG begins to play. Samantha screams.

SAMANTHA (cont'd)

OhmyGodIlovethissong! We have to dance.

(looks at Max)

You have to dance. Come on. Get on your feet, Goth boy.

Samantha pulls him up. Thrusts him into Ashley's waiting arms.

An awkward moment. Neither one can get the arms right. They sway to different beats.

Samantha prances away.

SAMANTHA (cont'd)

Vanessa was right... you two are hopeless.

Max and Ashley continue slow-dancing outside the changing rooms. Not exactly the most romantic spot, but the moment gets to them.

Soon the movement becomes easier. They glance at each other in full-on nervous teenager mode. Suddenly a genuine, cute moment.

The music builds. Just the two of them, enjoying the most romantic moment of their young lives.

ASHLEY

I really do like this song.

MAX

I have to admit... it's better than Celine.

ASHLEY

Don't let my mom hear you say that.

Max leans in. Ashley closes her eyes. They almost kiss--

--when Max is knocked sideways by a huge muscle-bound guy in a tux.

MAX

Hey! Watch it!

The big wall of manhood turns around. Max's jaw hits the floor.

It's Captain Freedom! Wonder Boy stands beside him, straitening Freedom's tux jacket.

CAPTAIN FREEDOM

Sorry, kid. Didn't see you there.

Max reddens. Fists clench.

WONDER BOY

We know you're star-struck. But no autographs while the boss is out of costume.

ASHLEY

Autographs? Are you famous?

WONDER BOY

(snorts with laughter)  
I would say so, Doll!

Captain Freedom shakes her hand. His teeth sparkle like diamonds.

Max can hardly contain himself.

CAPTAIN FREEDOM

Captain Freedom. Official protector of the city. I lift weights everyday.

Wonder Boy clears his throat.

CAPTAIN FREEDOM (cont'd)

And this is Wonder Boy. Ignore him. Who might you be, pretty young lady?

ASHLEY

Ashley Craig. Pleased to meet you. I just moved here and didn't realize the city had an official superhero.

MAX

Super VILLAIN too, but the Mayor hasn't seen fit to make that declaration.

(MORE)

MAX (cont'd)  
 (to himself)  
 Curses! Stupid Mayor!

Captain Freedom extends his hand to Max.

CAPTAIN FREEDOM  
 Captain Freedom, I'm handsome--

MAX  
 --I know who you are. We've met.

CAPTAIN FREEDOM  
 We have?

MAX  
 (through clenched teeth)  
 Max Marshall. We've met at least a  
 dozen times.

Freedom furrows his brow.

CAPTAIN FREEDOM  
 Max... Max... I'm sorry, little  
 guy. I've got a memory like an  
 elephant. Unfortunately--

MAX  
 --You don't remember me. What a  
 surprise.

Freedom shrugs. Turns away and flexes into the mirror.

CAPTAIN FREEDOM  
 What do you think, Wonder Boy?

WONDER BOY  
 Wonderful, sir. Really broadens  
 your shoulders to obscene  
 proportions.

CAPTAIN FREEDOM  
 I like obscenity. This is the one.  
 (to Ashley)  
 Ashley, a pleasure.  
 (to Max)  
 Greg... that forehead vein looks  
 ready to pop.  
 (to Wonder Boy)  
 Come! We depart!

They leave. Ashley and Max alone once again.

ASHLEY  
 Wow. Black AND Decker.

MAX

Huh?

ASHLEY

A couple of tools.

Max burns holes in the back of Freedom's head.

MAX

(under his breath)

The Death Ray is almost complete...  
your time will come...

ASHLEY

So he didn't remember you. Let it  
go. Or continue to scowl in  
silence. Whatever. I've only got  
ten more to try on.

Max GROANS.

INT. MALL FOOD COURT - LATER

Ashley sucks on a fruit smoothie. Max plays with deep-fried  
chicken strips, his mind elsewhere.

The food court looks out on a huge stage area in the center  
of the mall. A large audience gathers.

ASHLEY

Who do you think it is?

MAX

Probably some pop star. Hannah  
Montana, maybe.

ASHLEY

Are you trying to be years behind  
current pop culture?

MAX

WHAAAAZZZUUUPPP?

The crowd MURMURS with excitement. Suddenly, colored lights  
hit the stage. Triumphant patriotic MUSIC plays.

MAX (cont'd)

Wait... I know that theme song.

Captain Freedom appears on stage! Full hero costume, no more  
tux. He raises his arms in celebration as the crowd ROARS  
with applause.

ASHLEY

Twice in one day. Yikes.

MAX

Now would be a great time for my  
pancreas to explode.

Freedom quiets the crowd. Takes the mic.

CAPTAIN FREEDOM

Thank you all for coming out today.  
It's my honor to address you on  
this, the most important of  
holidays.

ASHLEY

Holiday? What holiday?

MAX

No. He can't. He wouldn't.

CAPTAIN FREEDOM

My birthday! I trust you all  
brought me a gift?

The crowd LAUGHS, then stop when they realize he's serious.

CAPTAIN FREEDOM (cont'd)

And now, in honor of me and my  
pecs, Wonder Boy would like to sing  
a song. Humor him. I apologize in  
advance for his lack of talent.

Exactly two people APPLAUD as Wonder Boy takes the mic.

WONDER BOY

In honor of this most special  
holiday, I present... a birthday  
gift.

Familiar MUSIC begins to play.

MAX

No. God, no.

WONDER BOY

(singing)  
NEAR... FAR... WHEREVER YOU ARE...

ASHLEY

Who woulda thought? You must want  
to stab yourself in the ear.

Max twitches. The anger building. He can contain it no longer.

MAX

Feeling ill. I need to use the bathroom.

ASHLEY

I'll watch your stuff.

Max removes his backpack, hands it to Ashley.

MAX

Thanks.

Ashley gets back to her smoothie, HUMMING along with the song.

INT. MALL RESTROOM - DAY

Max quickly finds an empty bathroom stall and enters. He pulls his sleeve back, revealing an electronic wrist device.

MAX

I was going to hold back until Prom, Captain Freedom, but a surprise guest will make this a birthday you'll never forget!

He punches in a code on the wrist device. It comes to life.

Mysterious dark energy emanates from the device, covering Max in a terrible cloud. The cloud swirls around him like a tornado.

Suddenly, the cloud disappears. Dr. Mayhem is back!

DR. MAYHEM

Instant-costume device:  
operational. Imminent birthday  
beating: priceless!

INT. MALL FOOD COURT - DAY

Captain Freedom addresses the enthusiastic crowd.

CAPTAIN FREEDOM

Now, if you would form a line I will personally accept your birthday gifts. Autographs are only twenty dollars.

A loud ROAR fills the mall. Above, a huge skylight breaks apart and rains down on the stage.

The frightened crowd runs for cover.

Ashley dives behind a stone column.

Wearing rocket boots that blast blue flame, Dr. Mayhem descends through the broken skylight.

CAPTAIN FREEDOM (cont'd)

What the--

DR. MAYHEM

--Happy birthday... thought I'd drop in!

CAPTAIN FREEDOM

Dr... Maniac?

DR. MAYHEM

Mayhem! Curses!

Mayhem flies down, lands on the stage.

CAPTAIN FREEDOM

New toys, I see?

DR. MAYHEM

You're not the only one with fancy technology.

CAPTAIN FREEDOM

How dare you interrupt the celebration of me?!

DR. MAYHEM

Bring it!

Wonder Boy suddenly tackles Mayhem from behind. They struggle, then Mayhem flips him on his head, knocking him out cold.

DR. MAYHEM (cont'd)

You send your lackey to fight for you?

CAPTAIN FREEDOM

He's just the warm-up.

They clash! Punches fly. Mayhem gets a few lucky shots before Freedom pummels him back.

Mayhem takes flight, ZOOMING around the stage area. He fires laser blasts from his wrist device.

The blasts knock Freedom back. The hero takes flight! And so begins the epic, mid-air fight between foes.

Mayhem takes aim. Freedom zooms toward him.

Mayhem FIRES!

Freedom dodges!

The laser blast hits a stone column which CRACKS and falls--right on Ashley!

Ashley rolls out of the way as the stone smashes a table. She looks at Dr. Mayhem, pissed.

He looks back at her.

ASHLEY

Who the heck do you think you are?

Mayhem returns to the fight, shooting Freedom without restraint.

ASHLEY (cont'd)

Kick his butt, Captain Freedom!

Ashley retreats away from the battle. She whips out her cell phone and dials.

ASHLEY (cont'd)

Please be okay... come on, Max.

Suddenly, she hears a noise from Max's backpack: a horrified SCREAM.

She opens his backpack. Sure enough, Max left his phone.

ASHLEY (cont'd)

Perfect.

Another explosion knocks Ashley into a table. The backpack flies from her hands.

Max's notebook tumbles out in the middle of a sea of horror novels. It flips open: right to a page with a crude diagram of Dr. Mayhem's costume.

The notebook catches her eye. Amidst the chaos of battle, Ashley thumbs through the pages. A flurry of images:

-drawings of Captain Freedom with knives stabbing him.

- schematics of a giant robot.
- designs for death rays and missiles.
- "I am Dr. Mayhem" written in crazy letters.
- "Kill Captain Freedom at Prom".

Every page a window into Max's true identity. Ashley drops the notebook. Horrified.

She looks at Dr. Mayhem as he flies around. Her eyes fill with rage.

She stands, defiant. Unafraid.

ASHLEY (cont'd)

Max!

Not loud enough. The battle continues.

ASHLEY (cont'd)

MAX!

Dr. Mayhem freezes, mid-air. Looks at her.

Ashley's eyes fill with tears.

The distraction is enough for Freedom to get the element of surprise. He delivers a massive UPPERCUT that sends Dr. Mayhem flying up through the broken skylight.

EXT. OAK LAWN MALL - DAY

Ashley storms out. Wipes tears away. She pushes past terrified SHOPPERS and emergency personnel.

Penny Parker flies out of her news van, runs toward the mall.

PENNY

Captain Freedom! Please say his  
tanned skin is unblemished!

INT. MALL FOOD COURT - MOMENTS LATER

Max runs through rubble. Back in normal clothes.

MAX

Ashley! ASHLEY! Where are you?

No answer. On the ground, his open backpack. And his notebook, opened to diagram titled "Operation: Prom".

Under the diagram, block letters spell out: "The rube: Ashley Craig."

He picks up the notebook. The realization dawns on him.

MAX (cont'd)

No...

Max grabs his notebook, sprints for the exit.

Freedom floats down from the broken skylight. Wonder Boy struggles to open his eyes.

WONDER BOY

Did you get him, boss?

CAPTAIN FREEDOM

The fiend got away. If only you had more muscle than the average eight-year-old girl.

WONDER BOY

I tried. Happy birthday, sir.

CAPTAIN FREEDOM

Next time, buy me a protein shake. Your singing voice makes me want to jump into a volcano.

Wonder Boy shoots him an angry look. Sparks rain down from broken conduits.

EXT. SIDEWALK OUTSIDE ASHLEY'S HOUSE - DAY

Ashley storms down the sidewalk. Fists clenched.

Max sprints around the corner, coming up from behind.

MAX

Ashley! Wait!

Ashley takes a deep breath. Turns around with fire in her eyes.

ASHLEY

I've got nothing to say to you. In fact, less than nothing. I take back the last two sentences.

MAX

(out of breath)

Slow down. Running is so not my favorite.

ASHLEY

Not like being an evil super villain?

MAX

I can explain.

ASHLEY

Don't bother. You were going to use me to get into Prom without raising suspicions so you could kill Captain Freedom.

Max rests, hands on knees, trying to catch his breath.

MAX

You really are a smart cookie.

ASHLEY

And you moonlight as some kind of evil genius. Am I close?

MAX

You're not far.

ASHLEY

There's nothing a girl likes better than to be used in some kind of plot from a comic book. Real boost to the ego, let me tell ya!

MAX

You're right. I'm a jerk. An evil jerk with a giant robot. But that was before I met you.

ASHLEY

(rolls her eyes)  
Oh, please.

MAX

It's true. I feel something when I'm with you. It must be genuine human emotion because it burns like heck. You were my pawn, at first, but now you're my girlfriend.

ASHLEY

Ha! A little late for that.

Max steps back. Truly hurt.

MAX

What are you saying?

ASHLEY

I wouldn't be your girlfriend if  
you pointed a laser at my head!  
(off his look)  
Don't get any ideas!

Ashley storms to the house.

Max whips out his notebook.

MAX

Wait! You haven't heard my poem!

Ashley stops, her back still to him.

ASHLEY

More lies, Max?

MAX

No. It's true. Right here... after  
my designs for the army of electric  
eels.

Ashley smiles slightly, but doesn't let him see.

MAX (cont'd)

(reads)

Ashley. Beautiful Ashley. You...  
um... I had it all in my head. It  
was the actual writing part that  
gave me trouble. I can write poems  
about Uranium, no problem, but one  
about a pretty girl? I'm hopeless.

ASHLEY

(voice wavering)

You really are.

She heads for the house.

MAX

I'm sorry.

But she's gone. Inside the house. CLICK, she locks the door.

Max is a statue. Stunned.

INT. ASHLEY'S HOUSE - DAY

Ashley leans against the wall. Takes out her phone. She  
dials.

ASHLEY  
(into phone)  
Yes. The FBI, please. Super-villain  
Task Force.

EXT. OAK LAWN HIGH SCHOOL - DAY

Another school day. The sky seems gloomy. Students less energetic.

INT. OAK LAWN HIGH SCHOOL - DAY

Max sulks at his locker. Gunther dangles a chocolate bar in his face.

MAX  
Get that out of my face.

GUNTHER  
Yes, sir.

Gunther flinches. Waits for it. Cautiously opens one eye.

GUNTHER (cont'd)  
You're not going to yell at me for  
calling you sir?

MAX  
Feel free to punish yourself.

GUNTHER  
Yes, sir.

Gunther bites into the chocolate.

MAX  
It's over. All over.

GUNTHER  
You had good fight. Matched Freedom  
punch for punch with new suit.

MAX  
Small consolation when the real  
prize slipped from my hands. Not  
only is Prom out of the question,  
but she knows my secret identity.  
It's just a matter of time before  
I'm the youngest person in maximum  
security prison.

GUNTHER

Maybe dhey room us together? Dhat  
would be fun.

Ashley walks in the front door. Emily at her side.

Max makes eye contact, but Ashley looks away, pissed. The  
girls walk right by.

MAX

Ashley...

EMILY

Stay back, weirdo. You've done  
enough.

INT. SCIENCE CLASS - DAY

Max sits at his table, constantly glancing at the door.  
Ashley enters. He smiles.

She scowls, makes a bee-line for Miss Barnes.

They engage in heated, private conversation. Max looks  
confused.

Miss Barnes whispers to Meiko. She looks at Max, smiles, then  
gets up. Ashley takes the empty seat.

Meiko bounds over and sits next to Max.

MEIKO

Hi, Max. Guess we're partners now.

MAX

Come on! Seriously?

MEIKO

Do you like unicorns?

Miss Barnes address the class from the front of the room.

MISS BARNES

And don't forget, next period, to  
cast your votes for Prom King and  
Queen.

The class MURMURS with excitement.

MISS BARNES (cont'd)

If only you had as much excitement  
about science.

INT. MARSHALL HOUSE - KITCHEN - DAY

Alec and Christine sip coffee, have breakfast. They watch the small kitchen TV.

A news report recounts the details of the battle at the mall.

ANCHORMAN (FROM TV)  
 ...Though the damage to the mall was severe, no one was killed in the attack. The city's golden boy, Captain Freedom--

ALEC  
 --Captain idiot--

ANCHORMAN (FROM TV)  
 --was injured by a new masked villain known as Dr. Mayhem. All this at his special birthday celebration!

Christine LAUGHS.

ANCHORMAN (FROM TV) (cont'd)  
 We wish Captain Freedom and Wonder Boy a speedy recovery and hope they are healed in time for their appearance at Oak Lawn High School's Senior Prom this Saturday night.

Alec and Christine look at each other. Worried.

ALEC  
 Captain Freedom is going to Max's Prom?

CHRISTINE  
 And who would take advantage of the public appearance?

ALEC  
 Dr. Mayhem.

CHRISTINE  
 Max.

They clasp hands in a gesture of unified evil.

ALEC  
 He'll need our help.

EXT. OAK LAWN HIGH SCHOOL - DAY

End of the school day. Happy students head home.

INT. GOVERNMENT CLASS - DAY

A dark, empty classroom. The door slowly opens.

Vanessa and Derrick peek in.

VANESSA

A.C.

DERRICK

Air conditioning?

VANESSA

(sighs)

All clear.

They tip-toe in. Head for the teacher's desk. A big, wooden box sits on top.

Vanessa opens it. Begins pulling out the ballots for Prom King and Queen. She tosses them in the trash.

VANESSA (cont'd)

You've got the Max and Ashley votes?

Derrick opens his backpack, pulls out a large stack of ballots.

DERRICK

Took me and the guys all afternoon to fill these out.

(off her look)

Most of us can't spell too good.

The box now empty, Vanessa grabs the stack from Derrick and tosses them in. She carefully closes it.

VANESSA

Now they're guaranteed to win.

DERRICK

We probably would have won the real vote... me and you. Cuz we're hot.

VANESSA

Well, duh. Trust me, sweetie... revenge is always a better result.

INT. MARSHALL HOUSE - LIVING ROOM - NIGHT

Alec has his arm around Christine. Big wicked grins.

Max looks like he plans to drive a car off a cliff.

MAX

You cannot be serious.

ALEC

Mom and Dad: chaperones!

CHRISTINE

Has a nice ring to it, don't you think?

MAX

No! As if I'm not a big enough social outcast, now my parents want to go to my Prom? Kill me now. Make it quick.

CHRISTINE

Don't be so dramatic.

MAX

You want dramatic? I'm not going! I told you Ashley and I had a fight, so what's the point?

ALEC

You're going, Mister. Your mom and I have already gone clothes shopping, and we can't very well get our boogie on if you're not there.

MAX

Get your boogie on?  
(pinches himself)  
Am I having a nightmare? Please wake up... please wake up...

CHRISTINE

You're going, and that's final. Maybe you and Ashley can mend your differences before Saturday.

Max flies upstairs.

MAX

Not likely! My mind control device is broken!

He STOMPS to his room and SLAMS the door.

Alec and Christine high-five.

ALEC

We're in.

CHRISTINE

I've got our costumes set to be tailored first thing tomorrow.

ALEC

I just hope mine doesn't rip. The Iron Wizard's grown a little Iron Gut the past few years.

CHRISTINE

The less said about my thighs the better.

INT. ASHLEY'S BEDROOM - NIGHT

Ashley sits in front of a mirror as Emily performs final touches on her hair. They both look gorgeous as can be. Ready for the Prom.

As Emily works, Ashley stares ahead with the vacant expression of a woman scorned.

EMILY

Going stag is more fun anyway. You can dance with whomever you like and not worry about Max.

ASHLEY

Sure.

EMILY

You're worried about him, aren't you?

ASHLEY

Only that he'll do something... stupid.

INT. MAX'S BEDROOM - NIGHT

Max opens a box. Reaches inside and pulls out a small computer chip.

He inspects it. An evil grin spreading from ear to ear.

MAX

Just in time...

Max carefully places the chip inside a menacing-looking ray gun on his workbench. BUZZ! The ray gun powers up.

Suddenly, he's distracted by an object on his bed: a blue corsage.

He sighs, then returns to the ray gun.

INT. MARSHALL HOUSE - LIVING ROOM - NIGHT

Alec and Christine dance and spin around the floor like young lovers. He in a classy tuxedo, she in a beautiful dress.

Max descends the staircase.

BEHIND HIS BACK

He hides the evil-looking ray gun. Slips it under his tuxedo coat and in the back of his pants.

His parents stop. Stare. Christine whips out a her cell phone and snaps a pic.

Besides his trademark spiky hair, Max looks almost normal. He looks at his parents and GRUMBLES.

MAX

I'm going to vaporize your phone.

CHRISTINE

I'm filing that one under my handsome baby boy!

MAX

Cyanide capsule in my teeth. Don't tempt me.

Alec puts a fatherly hand on Max's shoulder. The gesture is awkward for both.

ALEC

So... just a dance, right? Punch? Streamers? No evil plans we need to know about?

MAX

Of course not. Why?

ALEC

No reason. Because, if you needed help--

MAX

--What kind of help?

ALEC

What are you talking about?

MAX

What are YOU talking about?

Christine pushes them both out the door.

CHRISTINE

I'm talking about leaving. Now.

INT. PROM ENTRANCE - NIGHT

Max stands in line outside the multi-purpose room. His parents behind him. Thumping MUSIC signals the festive Prom inside. He's surrounded by happy, attractive couples.

He steps up to a table where Meiko greets him with mega-watt teeth. Max cringes.

MEIKO

Max? What a pleasant surprise! I'm so glad you finally saw the light... and that you're not planning to burn the place down.

(whisper)

You're not... are you?

Max hands her money.

MAX

One, please. I'm only here 'cause my parents are chaperones.

CHRISTINE

Hi. We're the parents.

MEIKO

That's a relief. I had the police on speed dial... after Homecoming, it pays to be careful.

An awkward moment. Suddenly, Meiko bursts out LAUGHING. Max and his parents do the same. A few seconds of tense, fake LAUGHTER.

MEIKO (cont'd)  
 I know you'll have a fabulous time.  
 Give me your hand so I can stamp  
 you with a unicorn.

He reluctantly does so. She stamps his hand with the unicorn.  
 Max recoils. Cradles his hand like he's been wounded.

MAX  
 It burns!

Max runs away. Meiko calls after him.

MEIKO  
 Unicorns are magic!

INT. PROM - NIGHT

KIDS dance the night away under a cloud of balloons. A DJ on stage spins the latest POP MUSIC. Teachers and chaperones mingle by the punch bowl.

Max enters. Quickly wipes off the smiley face stamp. Blows on his hand like nursing a burn.

Alec and Christine wander off, arm-in-arm, to the dance floor.

Mr. Thurmond marches through the dance floor like an angry general. Two STUDENTS dance close together. Mr. Thurmond whips out his ruler.

MR. THURMOND  
 Twelve inches apart at all times!

The students pull apart, dejected.

Mr. Thurmond stomps away.

Mr. Gabriel slides up to the kids a moment later. He pushes them back together.

MR. GABRIEL  
 It's okay, kids. The 1950's called  
 and they want him back.

INT. PROM - BEHIND THE STAGE - NIGHT

Vanessa and Derrick, big with the formal wear, sneak behind the stage curtains.

They find buckets, attached to ropes, surrounded by three gallon tubs filled with a very dark liquid.

VANESSA

You're sure this will work?

DERRICK

Once I pull the buckets up there, I'll rig them over the stage. The moment Max and Ashley begin their King and Queen dance--

VANESSA

--They'll be covered head to toe in glorious Belgian chocolate.

Derrick dips his finger in the dark liquid. Takes a lick.

DERRICK

Nummy. And sticky. Stand back... I'm gonna hoist it up.

VANESSA

Fine. Just be C.F.

Derrick shoots her a puzzled look.

VANESSA (cont'd)

Careful.

DERRICK

You abbreviated one word. That's pointless.

Vanessa storms away.

VANESSA

You're pointless.

INT. PROM - NIGHT

Vanessa heads through the crowd. She passes Mr. Thurmond who gives her a mortified once-over.

MR. THURMOND

In my day, girls didn't give their goodies out, willy-nilly. Guys had to earn it. By buying her a milkshake or killing North Koreans.

Vanessa ignores him and keeps moving.

Ashley and Emily enter. Ashley wears the original dress that Max liked.

Ashley looks through the crowd. She spots Gunther.

ASHLEY

Can you get us some punch? I gotta talk to someone.

EMILY

Punch it is. I hope someone spiked it.

Ashley approaches Gunther who stands happily off to the side of the dance floor.

ASHLEY

I didn't know they made a tux big enough.

GUNTHER

Guten tag, Ashley. I sorry about you and Max.

ASHLEY

Thanks, big guy. Listen, I want to talk business. How much is he paying you?

GUNTHER

What makes you think--

ASHLEY

--I'm not stupid. You put up with his crap day in and day out. You protect him like your life depends on it. Come on, how much are you pulling down?

Gunther looks for an escape. No good. Ashley stares him down.

GUNTHER

I doubt you could afford it. Max pays me vell for protection. He very vealthy. In Germany, he vould own many castles.

Ashley opens her mini-purse.

ASHLEY

I'd like to buy you... just for tonight. You can go back to Max first thing tomorrow.

GUNTHER  
You can't possibly afford--

Ashley waves a wad of cash in his face.

ASHLEY  
--will this cover it?

GUNTHER  
Where did you get--

ASHLEY  
--Leftover... from buying this  
dress instead of the others.  
(to herself)  
This was the one Max liked.  
(to Gunther)  
Go on. Take it.

Gunther grabs in and holds it like a baby.

ASHLEY (cont'd)  
Don't spend it all in one place.

GUNTHER  
What do you want me to do?

Ashley gets in his face. Deadly serious.

ASHLEY  
I want you to protect me. Protect  
all of us... from Dr. Mayhem.

GUNTHER  
I sorry. My English not so good.

ASHLEY  
If you see Dr. Mayhem, I want you  
to beat him up. Is that clear?

Ashley grabs the cash. Gunther pulls it back. Protects it  
like Gollum protecting the one ring.

GUNTHER  
Clear. Yah. Ve are clear.

The lights dim. Beautiful MUSIC plays. A single, rose-colored  
spotlight shines on stage.

Samantha enters. She could pass for Beyonce.

The students CHEER.

Samantha SINGS. And damn if she ain't as good as Beyonce.

The kids form couples and fill the dance floor.

Ashley and Emily sip their punch off to the side, mildly entertained by the performance.

ASHLEY  
She's pretty good.

EMILY  
Look at the teachers.

Teachers sway to the beat, clearly enjoying the song.

EMILY (cont'd)  
No matter how hard they try...  
they'll never be cool.

ASHLEY  
Like you?

EMILY  
Darn tootin'.

Gunther lumbers over. He holds his hand out, gallantly, for Emily.

GUNTHER  
Would you like to dance with a  
giant accordion fan?

Emily smiles. Face turning red.

EMILY  
OK.

Gunther picks her up and throws her over his shoulder as he heads for the dance floor. She GASPS, then LAUGHS.

Ashley smiles and waves goodbye.

WITH MAX'S PARENTS

Alec and Christine spin with the music. Lost in each other.

ALEC  
When was the last time we danced?

CHRISTINE  
Your brother's wedding.

ALEC  
Right. Nineteen eighty-nine.

CHRISTINE  
You had quite the mullet.

She LAUGHS. He raises an eyebrow.

ALEC  
Said the woman with the giant  
shoulder pads.

They LAUGH. The song continues. Christine rests her head on his shoulder.

Max seethes with hatred on the edge of the dance floor. He stares at the edge of the stage, just beyond the curtain, where Captain Freedom and Wonder Boy prepare to enter.

Max draws the ray gun. Takes aim. His hands shaking.

MAX  
I'll make you remember me.

Something distracts him out of the corner of his eye: Ashley. Across the room, all alone. Swaying to the music. Trying to smile.

Max keeps the gun trained on Freedom's head.

MAX (cont'd)  
No. No distractions. Take him out.  
Super-villain Hall of Fame, here I  
come.

His eyes wander to Ashley again. Still swaying to the music, still looking like a princess.

Max looks down. In one hand, the ray gun. In the other, a blue corsage.

He SIGHS.

Ashley finishes her punch. She backs up as a HAPPY COUPLE waltzes by.

The dance floor parts as if on cue. There, across the floor, is Max. Forlorn, and depressed as ever. Holding just the blue corsage.

Ashley walks toward him. He walks toward her. They meet in the center of the dance floor.

ASHLEY  
I'm still not talking to you.

MAX

(re: the corsage)

I got you the wrist kind because of my fear of stabbing you with the pin. Uncontrollable evil, that's me.

She takes the corsage. Puts it on.

ASHLEY

Thanks. What'd you steal it from the flower shop?

They stand, looking down, neither one sure what to do.

ASHLEY (cont'd)

Let me get this straight. You just paid for a ticket and got into Prom without me. Nice plan, evil genius. Right up there with building the Death Star without a cover on the exhaust vent.

MAX

My parents are here. They got me in the door without raising suspicion. Part of the plan is still in motion... the part about wanting to go with you.

ASHLEY

In terms of your overall scheme, how big a part is that?

Max makes a tiny circle over his heart.

MAX

(with a smile)

Super small. Uncontrollable evil, remember?

They look around. Everyone else dances close.

MAX (cont'd)

Looks like we're the only two people not dancing.

They dance. Her arms around his neck. His around her waist.

ASHLEY

This doesn't mean anything. I still hate you.

MAX

Then this won't be awkward at all.

A few moments of shuffling to the beat and avoiding eye contact. Slowly, they loosen up.

ASHLEY

You hurt me. Used me. I can't believe I liked you.

MAX

I liked you, too. And I don't care anymore if some superhero remembers my name. I don't care about carrying on the evil legacy of my parents--

ASHLEY

--Your parents?

MAX

Long story. All I care about is you.

(light-headed)

Whoa. The room's spinning. And what's this crazy feeling in my chest?

ASHLEY

Real human emotion, you idiot.

MAX

Why do I have the sudden urge to dance through a meadow with you?

ASHLEY

How do I know you're serious?

MAX

No more Dr. Mayhem. He's gone. That serious enough for you?

Ashley looks at him. He seems genuine.

ASHLEY

It's a start.

MAX

I'll rip up the costume. Destroy the robot. Throw out the ray gun in my back pocket.

ASHLEY

You have a ray gun? Who are you,  
Buzz Lightyear?

He LAUGHS. Seconds later, she does the same. They dance, her head resting on his shoulder.

Miss Barnes and Mr. Gabriel float by, big with the dancing. Through furtive glances, it's obvious there's something between them.

MISS BARNES

I hear this year may be your last.

MR. GABRIEL

Maybe. Selling burgers could be my calling.

MISS BARNES

But you'd stay here... if you had a reason to?

He looks into her eyes.

MR. GABRIEL

I'm sure you could find a way to convince me.

Samantha finishes the song with a mighty flourish.

Everyone APPLAUDS.

Meiko takes the stage. She takes the mic as Samantha departs with a diva-like wave.

MEIKO

Oak Lawn High, this is the moment  
you've been waiting for... Captain  
Freedom and Wonder Boy!

The heroes come on stage, both in formal tuxes. The crowd APPLAUDS with enthusiasm.

Ashley grabs Max's arm.

ASHLEY

You're doing great.

MAX

(through gritted teeth)  
Urge to kill... rising.

Ashley kisses him on the cheek.

MAX (cont'd)

...Fading.

Freedom snatches the mic and pushes Meiko aside.

CAPTAIN FREEDOM

Thank you for that warm welcome.  
Wonder Boy and I are here for an  
important reason tonight. To talk  
about the dangers of sumo-wrestling  
with those big padded suits. But  
before we do that, it's our  
pleasure to announce this year's  
Prom King and Queen!

Vanessa nods at Derrick. He retreats backstage.

Freedom removes a card from an envelope.

CAPTAIN FREEDOM (cont'd)

This year's Prom King is--

IRON WIZARD (O.S.)

--not so fast, Captain Dork!

Students GASP. The dance floor clears.

The IRON WIZARD stands in the center. LADY ICESTORM at his  
side. They look good. Damn good. Costumes still fit them like  
they were twenty.

Max picks his jaw up off the floor.

MAX

Mom? Dad?

ASHLEY

(angry)

This part of your plan?

MAX

No! I swear. I had no idea. They  
think they're protecting me... but  
they're gonna get clobbered.

Captain Freedom and Wonder Boy look out on the dance floor.

CAPTAIN FREEDOM

Who is that, Wonder Boy?

WONDER BOY

No idea, boss. Some guy with a grey  
cloak and some dame with blue legs.

LADY ICESTORM  
That's Iron Wizard and Lady  
Icestorm to you!

IRON WIZARD  
Prepare to meet your doom!

To each other:

IRON WIZARD (cont'd)  
For Dr. Mayhem!

LADY ICESTORM  
For Max!

The fight is on! Freedom leaps off the stage. Flies at Iron Wizard.

Iron Wizard PUMMELS him back with a giant hammer.

Lady Icestorm cartwheels toward Wonder Boy.

WONDER BOY  
Help me, Captain Freedom!

Captain Freedom ignores him. Turns back to the Iron Wizard.

WONDER BOY (cont'd)  
Captain?

She BLASTS him with lasers and freezes him solid, mid-pout.

LADY ICESTORM  
Nice. Way to leave your partner out  
in the cold.

CAPTAIN FREEDOM  
Iron Wizard. Lady Icestorm. I've  
heard of you... in my history  
books!

IRON WIZARD  
We've aged like fine wine.

As the fight rages, students and teachers run for the exit.

Max and Ashley cower under the punch table.

MAX  
They're holding their own. Who knew  
my mom had a freezing laser? That's  
cool... literally.

ASHLEY

Focus, Max. Stop admiring the weaponry.

MAX

Right. I've got to stop them. They'll tear this place apart.

ASHLEY

Maybe they'll listen to you.

MAX

No. I can't distract them. Captain Freedom will get the upper hand and they'll lose the fight. There's only one way to stop all this: my suit. My gadgets... Dr. Mayhem.

Ashley looks at him. Angry at first, then her eyes fill with worry.

ASHLEY

You promised, but... you're right.  
(concern building)  
In that case, I'm sorry.

MAX

For what?

Ashley gestures to the entrance. Two FBI AGENTS storm in, sunglasses on, dark suits.

MAX (cont'd)

You called the FBI on me?

ASHLEY

I said I was sorry. I was mad at you.

Max SIGHS with frustration, then kisses her! A passionate kiss for the ages.

MAX

Worst girlfriend ever.

The battle rages. Max runs along the wall. He dodges ice blasts and flying debris.

BENEATH THE BLEACHERS

Max activates his WRIST DEVICE.

ON THE DANCE FLOOR

Captain Freedom PUNCHES Iron Wizard so hard he bounces off the ceiling.

CAPTAIN FREEDOM

Take that, fiend!

IRON WIZARD

(dazed)

Little birds... flying around my head.

Suddenly, an ENORMOUS RUMBLE! The wall behind the stage crumbles and falls.

Max's giant robot bursts through!

The robot ROARS. Freedom SCREAMS like a girl.

Dr. Mayhem runs to the dance floor holding the robot's remote control.

DR. MAYHEM

Leave my parents alone!

The robot goes crazy. Arms spinning! Legs kicking!

Ashley cowers under the punch table. The FBI Agents join her, equally terrified.

The robot accidentally hits the bucket of liquid chocolate above the stage. The rope SNAPS, sending the chocolate flying across the room.

Vanessa applies more glitter to her cheeks. Oblivious.

The chocolate missile arcs overhead.

Vanessa looks up. Doesn't have time to scream.

The bucket lands on her head, drenching her in gooey chocolate.

Vanessa goes down. Unconscious. Emily smirks nearby.

EMILY

Aw... you stained your pretty dress.

Iron Wizard and Lady Icestorm go to Dr. Mayhem's aid. They flank him, ready for battle. A trio of awesome villains!

IRON WIZARD

We're here for you, son. We're  
back... more evil than ever!

DR. MAYHEM

You have to stop this. I changed my  
mind. I don't want to be bad  
anymore.

LADY ICESTORM

But this is why you came to Prom:  
to defeat your arch-nemesis. We can  
help.

Dr. Mayhem looks at Ashley still under the table. She winks  
at him.

DR. MAYHEM

It used to be. But now... I just  
want to dance with my girlfriend.

IRON WIZARD

Come on. We almost got him!

DR. MAYHEM

(angry)

That's it! Feel free to rekindle  
the "good ole days", but not at my  
Prom!

Dr. Mayhem works the robot controls.

The giant machine ROARS to life. It picks up Iron Wizard and  
Lady Icestorm in each claw.

LADY ICESTORM

Hey! Put me down!

The robot turns and stomps out the hole in the wall behind  
the stage. His parents' SCREAMS fade as it carries them away.

Dr. Mayhem faces a stunned Captain Freedom.

CAPTAIN FREEDOM

Who the heck are you?

DR. MAYHEM

(about to explode)

I'm calm. Bonsai trees...  
waterfalls... cute cuddly kittens.

(defiant)

I don't want to fight anymore.

GUNTHER (O.S.)

But I do!

WHAM! Gunther's fist says hello to Mayhem's helmet.

Mayhem flies across the dance floor. A rag doll. He tries to recover.

DR. MAYHEM

Gunther! You fool! What are you doing?

GUNTHER

My muscles go to zhe highest bidder.

DR. MAYHEM

Do you take credit cards?

WHAM! Gunther punches him again.

Ashley runs over.

ASHLEY

Stop!

Gunther stops. Holds Dr. Mayhem by the collar, fist cocked.

DR. MAYHEM

What the heck, man? Major violation of the Henchman Code!

ASHLEY

I paid Gunther... to beat you up. I'm sorry.

DR. MAYHEM

AND you called the FBI. Here I thought I was the super villain.

The FBI Agents approach. Guns drawn.

FBI AGENT

Everybody freeze! Get away from Dr. Mayhem.

CAPTAIN FREEDOM (O.S.)

Who?

They advance.

Gunther drops him. Backs away.

GUNTHER

Sorry, Max.

Dr. Mayhem puts his hands up. SIGHS.

On stage, Derrick staggers to his feet. He stands next to Captain Freedom.

DERRICK

Vanessa? What happened? Did we get them?

Ashley looks at Derrick, then Vanessa, unconscious, and covered in chocolate.

ASHLEY

Vanessa... Derrick. They were going to humiliate us. They could have stained my dress! I'm gonna wring her glittery neck!

Ashley notices Derrick and Captain Freedom standing before the theatre curtain.

She grabs Gunther. Face wild with an idea.

ASHLEY (cont'd)

Gunther! Throw him at the curtain.

DR. MAYHEM

Say what?

Gunther grabs Dr. Mayhem by the scruff of his costume. Lifts him up.

The FBI Agents advance.

ASHLEY

Now Gunther!

With a mighty heave, Gunther tosses him across the room.

Dr. Mayhem SCREAMS. He flies over their heads, crashing into the curtain, RIP! Bringing it down on top of the stage.

Chaos. Panic. The FBI Agents run over.

Derrick frees himself from the curtain. So does the DJ. And a very flustered Smiley Girl.

More commotion as two people struggle underneath.

## UNDER THE CURTAIN

Dr. Mayhem's costume melts off, absorbed back into Max's wrist device.

Quickly, he slips the device onto Captain Freedom's wrist. Presses the button.

## BACK TO SCENE

Max crawls out. Back in his tux, and looking mighty disheveled.

Suddenly... Dr. Mayhem/Captain Freedom crawls out!

Ashley GASPS. The FBI Agents train their guns on him.

Dr. Mayhem/Captain Freedom looks at his costume. Feels his helmet. Looks around, confused.

DR. MAYHEM/CAPTAIN FREEDOM

What is going on?  
 (hands to his throat)  
 What's wrong with my voice?

FBI AGENT

Dr. Mayhem! Freeze!

DR. MAYHEM/CAPTAIN FREEDOM

Who?

GUNTHER

My punching bag.

WHAM! Gunther punches the helmet with every ounce of German muscle. Dr. Mayhem staggers back, falls, and lands in an unconscious heap.

Ashley leans into Max.

ASHLEY

(whispers)  
 Another part of the plan?

Max just winks. Gives a knowing smile.

The FBI point their guns at Max. He throws his hands up. Ashley throws herself in front.

MAX

Whoa! Don't shoot! I was backstage working the lights.

ASHLEY

He's just a student.

FBI AGENT

What happened to Captain Freedom?

Wonder Boy approaches. Looks at Max... then Dr. Mayhem/Captain Freedom. The ultimate in puzzled looks.

Suddenly, everyone hears the horrified SCREAM of Max's cell phone. Max quickly silences the phone.

MAX

(under his breath)  
Come on! Seriously?

FBI AGENT

What's that noise?

WONDER BOY

Wait. That scream. I remember that... from the warehouse...

Max freezes. Ashley holds her breath.

Max and Wonder Boy lock eyes. A clear understanding between them.

Wonder Boy brushes ice off his frozen limbs.

WONDER BOY (cont'd)

(to Max)  
That's a mighty strange ring-tone.

MAX

It gets my attention. Isn't that what a ring-tone's supposed to do?

Wonder Boy and Max are toe-to-toe.

WONDER BOY

It certainly got MY attention.

FBI AGENT

(annoyed)  
We're all agreed, it's an attention getter. Blah blah blah. Now, would someone tell me what happened to Captain Freedom?!

WONDER BOY

He flew away. You probably missed it. Must've gotten scared.

Wonder Boy KICKS Dr. Mayhem/Captain Freedom.

WONDER BOY (cont'd)

Make sure you muzzle this one,  
boys. If he talks, he'll use his  
mind control on you.

FBI AGENT

Don't worry. He won't be doing much  
talking where he's going.

The FBI Agents pick up Dr. Mayhem/Captain Freedom. Drag him  
away.

Wonder Boy and Max meet, center stage. They shake hands.

WONDER BOY

I guess I should thank you, Max. I  
didn't realize how much I wanted  
him out of my life... until now.

MAX

(beams)  
You remembered my name.

WONDER BOY

Of course. A hero always remembers  
the name... of his arch-nemesis!

Wonder Boy pulls him close. Handshake like cement. Eyes  
burning with fury.

Max just smiles. Truly genuine.

MAX

Good luck being the city's hero.  
I'm sure you'll find plenty of  
enemies to make your life  
miserable.

WONDER BOY

You think? This is all so exciting.

MAX

I'll put in a good word for you  
down at the evil clubhouse.

Wonder Boy puts a friendly arm around Max's shoulder.

WONDER BOY

Too bad about your Prom.

MAX

At least it was memorable.

Sparks fly down from the broken ceiling.

WONDER BOY  
The Titanic was memorable.

EXT. OAK LAWN HIGH SCHOOL - NIGHT

AMBULANCES and POLICE CARS rush to the scene.

Derrick tries to slip away through the crowd.

Big, meaty hands grip his shoulders. Derrick turns around.  
Smiles sheepishly.

GUNTHER  
Going somewhere?

DERRICK  
It was all Vanessa's idea. Honest!

GUNTHER  
Come with me. Let's have a little  
chat. You, me... my fist.

Gunther carries Derrick away.

Max and Ashley exit, arm-in-arm.

ASHLEY  
You know, that little bait-and-  
switch back there? Definitely the  
move of a super villain.

MAX  
The general public won't have to  
put up with Captain Giant Ego for a  
few years.

ASHLEY  
On second thought, quite heroic.

Emily hops over, all smiles. Her and Ashley embrace.

ASHLEY (cont'd)  
Did you see Vanessa?

EMILY  
I think I'll call her the C.Q. from  
now on.  
(off Ashley's look)  
Chocolate Queen.

They LAUGH.

A NEWS VAN pulls up with a SCREECH. Penny leaps out, looks around in a panic.

PENNY

Captain! Where are you?

Wonder Boy approaches. Chest puffed with new confidence.

WONDER BOY

He's gone, Penny. Flew away.  
Mentioned something about Bermuda  
and judging bikini contests.

PENNY

That muscle-bound, egotistical--

WONDER BOY

--I'm here. You can always  
interview me.

Penny looks him up and down. Something about this kid makes her smile.

PENNY

Wonder Boy... you've got a deal.

WONDER BOY

Actually, it's CAPTAIN Wonder now.

He wiggles his eyebrows at her. She blushes.

WITH MAX

Gunther jogs over, the ground quaking beneath him. He gently taps Max on the shoulder.

MAX

I'm still mad at you on account of  
the excruciating pain in and around  
my face.

GUNTHER

I sorry, Max. I back with you,  
first thing tomorrow. Your Number  
Two.

MAX

No. Forget it. You're fired.

GUNTHER

What?

MAX

I don't need a henchman anymore.

Gunther sulks.

MAX (cont'd)

I just need a friend.

Max smiles at him. Gunther returns the favor. He picks Max up and gives him a big ole bear hug.

Something CRACKS.

MAX (cont'd)

Ribs. RIBS!

INT. VANESSA'S BEDROOM - DAY

The next day. Vanessa sits before a mirror. Mortified look on her face. Her hair caked solid with chocolate.

VANESSA

Are you sure this is the only way?

Derrick starts up a pair of electric clippers. He sports an enormous black eye.

DERRICK

I'm sorry. It all has to go.

Derrick brings the clippers to Vanessa's hairline.

DERRICK (cont'd)

Maybe you'll look like Britney Spears.

Vanessa SCREAMS.

EXT. OAK LAWN HIGH SCHOOL - DAY

Gunther walks to the school entrance in SLOW MOTION. Awesome ROCK MUSIC in the b.g. Behind him, six nerdy FRESHMAN BOYS.

Gunther wears a T-shirt that reads: "Gunther's Nerd Protection. Only \$50 a week."

INT. SUPERHERO JAIL - DAY

Dr. Mayhem/Captain Freedom stands motionless in a plexi-glass box. Frozen in place by a BLUE FORCEFIELD. Only MUFFLED SOUNDS from beneath the helmet.

Suddenly, speakers inside the box CRACKLE to life. A familiar Celine Dion song begins to play.

The muffled sounds beneath the helmet turn to MUFFLED SCREAMS.

INT. ALEC AND CHRISTINE'S BEDROOM - NIGHT

Max stands in the doorway as his parents pack suitcases. He looks a lot different. Hair normal. Brighter clothing.

MAX

Off again? You just got back.

ALEC

We're thinking Paris this time.  
Perfect place to rekindle the old  
evil flame.

MAX

Be safe. Try not to steal anything  
too valuable.

Alec tussles his son's hair. A nice father/son gesture...  
both comfortable with it.

MAX (cont'd)

Hey, Mom...

CHRISTINE

Yes, dear?

MAX

If you ever decide to rob an art  
gallery... and you wanted to pick  
me up a little something... there's  
this gallery in the mall.

CHRISTINE

I know the one. And I know the  
painting. It was all I could do  
without my Freeze Ray to pull you  
away.

MAX

Thanks.

Max leaves. Alec folds his Iron Wizard cape and puts it in  
the suitcase.

ALEC

He's a good kid, Christine.

CHRISTINE  
Where did we go wrong?

INT. MAX'S BEDROOM - NIGHT

Max enters. Something moves, blocking the moonlight from his window.

A costume-wearing superhero crouches on the windowsill. She looks at him through an eye mask.

MAX  
Nice entrance.

Ashley hops down. Her cape ruffles. Her white and pink costume has a big S on the chest surrounded by a drawing of a molecule.

MAX (cont'd)  
I think someone else has a  
trademark on the letter S.

ASHLEY  
I'm Science Girl.

MAX  
Of course you are.

She kisses him. Turns his face beet red.

ASHLEY  
You ready?

Max rips open his shirt. New costume underneath with a big M.

MAX  
Max-Man is ready. Let's go save  
someone from a burning building.

Science Girl and Max-Man stand triumphant. New adventures await.

FADE OUT.