

Alpha Flight

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Adapted from work by John Byrne in
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FADE IN.

EXT. FROZEN TUNDRA - DAY

SUPER: Arctic Circle

Snow still covers the land, but the grasses are poking through the surface as spring approaches.

In the center of a grassy area, a MAN, 50s, scraggly hair and dirty clothes, sits between a tent and a fire flipping pages in his notebook.

MAN

(mumbling to himself)

I'll show them! The fools. They
laughed at me. They said I was mad.
But they were wrong.

The notes are written in an ancient script.

The man struggles to his feet, stiff and starving. He limps away from his camp, dragging one foot as to create a line in the snowy topsoil.

The line is shallow and won't survive long in the wind, but the man struggles to make it larger.

He makes a left turn. Soon a rough outline begins to appear.

Once he is done, he has completed the shape of the Great Beast Tundra, vaguely human, but much larger.

He scrambles back to his tent and starts digging through a box.

MAN (CONT'D)

Where is it? I know I packed it!
It's got to be... here!

He pulls out an ancient metal crown that pulses with glowing energy.

He smiles maniacally.

The man puts the crown on his head. It begins to glow an eerie green as the snowy winds begin to swirl around him.

The line in the tundra begins to glow.

EXT. SARCEE RESERVE, CALGARY, ALBERTA - DAY

SUPER: Sarcee Reserve, Calgary, Alberta

A series of wooden sheds make up the offices of the Reserve, including a building labeled "Hospital Station."

INT. MICHAEL TWOYOUNGMEN'S OFFICE - CONTINUOUS

MICHAEL TWOYOUNGMEN sits at his desk filling out paperwork. Michael is a member of the he Tsuu T'ina nation. He is a man in his late 40s/early 50s and a medical doctor.

His office is very clean and clinical, not only is he a doctor, he's a fastidious one.

A soft humming sound begins to come from a box atop Michael's bookshelf.

MICHAEL
Grandfather...?

He stands up and reaches to grab the box.

He sets it on his desk and opens the box. Inside is a human skull adorned with a jeweled crown.

MICHAEL (CONT'D)
Speak, o my grandfather. The son of
your son awaits.

EXT. MADAME DUPONT'S SCHOOL FOR GIRLS - DAY

SUPER: Madame DuPont's School for Girls, La Valle, Quebec - Day

Across the courtyard of a fancy girls boarding school walks JEANNE-MARIE BEAUBIER, a tall, stunningly attractive woman in her early 20s. She is dressed conservatively in a knee-length gray skirt, matching jacket and ruffled white shirt beneath. She carries several books very close to her chest.

A group of small girls in school uniforms runs up to her excitedly.

GIRL #1
Oh, mademoiselle is it true? Is it true? Angelique says your brother is coming to visit you today.

GIRL #2

Coming here! Is it true he's coming here?

GIRL #1

Oh, say it's true mademoiselle. Say it's true!

GIRL #3

Is he? Is he coming?

JEANNE-MARIE

Nom du nom! Mon petites, how do you know this thing? I learned of it myself only an hour ago!

GIRL #2

Then it's true? He's really coming?

As if on cue, JEAN-PAUL BEAUBIER drives up in a brand new sports car.

He parks and hops out of the car. Jean-Paul is Jeanne-Marie's twin. They are the same height. On him the frame is slight, but he is just as attractive. He wears sporty clothes, including a leather jacket, a red shirt with the buttons open down to an almost risqué level and driving gloves.

The girls rush from Jeanne-Marie and swarm Jean-Paul.

GIRL #1

Monsieur Beaubier, oh, may I have your autograph...?

GIRL #2

Please sign my arithmetic book. Put "To Jacqueline with all my love..."

GIRL #3

Will you be representing Canada at the Winter Olympics?

GIRL #2

Is it exciting to be a ski-champion?

GIRL #1

Are you staying long?

JEANNE-MARIE

If your adoring public can spare you, Jean-Paul...

Jean-Paul disengages from the little girls and hugs his sister. Jeanne-Marie returns the hug stiffly, uncomfortable with physical contact.

JEAN-PAUL

For you, beloved sister, I can spare a lifetime. You look well. You have been taking care of yourself?

JEANNE-MARIE

I would prefer you did not discuss such things out in the open. Come, brother, I have tea and biscuits in my room.

The twins begin to walk towards Jeanne-Marie's room. The little girls are disappointed.

GIRL #1

Will you be staying long?

GIRL #2

Will we see you before you leave?

GIRL #3

Are you staying nearby?

GIRL #1

Oh, say you'll stay...

JEAN-PAUL

I have no pressing business until Friday, little ones. I shall be staying nearby until then. But for now... well, I did come to see my sister, n'est ce pas?

JEANNE-MARIE

My room is this way...

They walk away, leaving the excited girls giggling and gossiping.

INT. MADAME DUPONT'S SCHOOL FOR GIRLS - MOMENTS LATER

Jean-Paul follows Jeanne-Marie up the creaking stairs to the top floor of the school. The hallways and stairwell are spartan, no decorations, but very clean.

JEANNE-MARIE

Not too far now.

A nun, SISTER ANN, 60s, in her habit, sees them and scowls.

SISTER ANN
Mademoiselle Beaubier! You have
been told the rules concerning men
in your quarters!

JEANNE-MARIE
S-sister Anne... but this is not a
man. I mean, of course he's a man,
but he is also my brother.

SISTER ANN
Your... brother? The famous Jean-
Paul Beaubier?

JEAN-PAUL
The same. Enchante, sister. I am
delighted to meet you.

Sister Ann covers her mouth as she giggles and walks down the stairs.

Jeanne-Marie leads Jean-Paul into her sparse but livable room.

JEANNE-MARIE
Come in, Jean-Paul. I'll start the
tea...

She grabs a tea kettle.

INT. JEANNE-MARIE'S ROOM - MOMENTS LATER

Jean-Paul sits, jacket off, in the one chair in Jeanne-Marie's room, his feet on her bed.

JEAN-PAUL
I have phoned you, almost begged
you to leave this place, to come
and live with me. To come home.

JEANNE-MARIE
You do not understand Jean-Paul.
This is my home now, here with the
nuns who raised me.

JEAN-PAUL
This is not your home. This is a
prison! A cage for the beautiful
free spirit you truly are.

He stands up.

JEAN-PAUL (CONT'D)
Look how you hide your beauty... as
you hide your God-given mutant
powers.

JEANNE-MARIE
Do not speak blasphemy, my brother.
Is it better to use my powers as
you to, to advance my worldly self?

JEAN-PAUL
That again? Yes, I have used my
powers. Used them to make myself a
champion. And why not? Should a
strong man not use his strength, a
genius hide away his mind?

JEANNE-MARIE
It is wrong. It is cheating. And
you know so.

He walks over to her.

JEAN-PAUL
Cheating? Who is cheating here,
sister? To cheat is to hide the
truth. Who does that if not you,
with your ridiculous prissy
clothes, the glasses you barely
need for reading.

He takes her glasses off.

JEANNE-MARIE
Jean-Paul!

JEAN-PAUL
Sister, listen to me! There is no
love in my heart for James Hudson,
but he re-united us. And he set
Aurora free. Do not deny her!

He grabs her by the shoulders, trying to shake some sense
into her.

JEANNE-MARIE
Deny her? I hate her! She is a
devil, a foul imp who uses me. She
is perverse!

Jean-Paul flips her around, so that she has to see her
reflection in the mirror. He tears the hair band from her
hair. Her long black hair cascades down around her shoulders.
She almost looks like a different person.

JEAN-PAUL

She is not! Aurora is your true self, your true face, as Northstar is mine.

She cowers from her reflection.

JEAN-PAUL (CONT'D)

Look at yourself! That is Aurora, that is not someone else. That is you!

JEANNE-MARIE

N-no... please... no...

She begins to cry as her body begins to slump towards her bed.

JEAN-PAUL

Jeanne-Marie!

She faints. He catches her up and lays her on the bed. He checks her head for a fever. She is out cold.

EXT. HUDSON HOUSEHOLD - DAY

SUPER: Hudson Household, Ottawa

The Hudson household is a two story house on a steep hill. Parked outside is a VW Beetle.

INT. HUDSON HOUSEHOLD - CONTINUOUS

Inside the house is nice, but not rich. In the living room, HEATHER HUDSON, late 20s, waters plants that hang over the windows facing the street. She is tall, thin, with long red hair and glasses.

HEATHER

Sorry to have neglected you for so long, guys. Busy-busy.

JAMES MACDONALD HUDSON flies in the window. A visible energy field surrounds his costume as he flies. He lands and the energy field disappears.

HEATHER (CONT'D)

James!

James is a white man in his early 30s. Tall, muscular, chiseled jaw, jet-black hair.

He wears the costume and body armor of Guardian. The costume is a stylized version of the Canadian flag.

HEATHER (CONT'D)
Something tells me your day on the hill was less than what it could have been.

JAMES
You might say that. The prime minister didn't even bother to speak to me.

Heather puts down the watering can and hugs him.

HEATHER
Well, I didn't vote for him. Why don't you park your carcass and I'll make you a nice hot cup of tea and rub your back... or something.

JAMES
Hmmm. I knew there was a good reason I came here. Will you marry me?

HEATHER
Sure, how about ten years ago next Thursday... or are you busy then?

JAMES
No... no, I think I'm free that day.

They kiss.

INT. THE HUDSON KITCHEN - MOMENTS LATER

Heather wears an oven mitt and takes a whistling kettle from the stove. The phone rings.

HEATHER
Oh, drat!

She puts down the kettle and picks up the phone.

HEATHER (CONT'D)
Hello? Oh, hello, Gary. Yes, he's here. What? No, we don't have it on. No...

She leans out of the kitchen and speaks to James.

HEATHER (CONT'D)
James, it's Gary. He says you'd
better check out the CBC.

James picks up the remote and flips off the TV.

JAMES
I must be missing his favorite...
What the...?

The TV shows a strange light formation. The on-screen text says "Live from Resolute Bay." An ANNOUNCER speaks from off-screen.

ANNOUNCER (O.S.)
...which scientists have confirmed
is not simply a manifestation of
the Northern Lights.

HEATHER
James, what in the world...?

JAMES
I don't know. Listen for a moment.

ANNOUNCER (O.S.)
The peculiar effects began some
forty minutes ago, and so far, no
instruments trained on the area
have been able to identify the
nature of the energies being
discharged.

James stands up and puts his helmet on.

ANNOUNCER (O.S.) (CONT'D)
A fly-over by a high-altitude
scanning plane has produced no
useful data...

JAMES
All right, I can take a hint. Call
Cody back and tell him I'm on my
way.

HEATHER
But surely this more up Michael's
alley... or Anne's? It's
practically in her back yard.
Shouldn't you at least contact the
rest of Alpha Flight?

JAMES

Alpha Flight has been inactive for months. There is no more Alpha Flight.

He flies out the window.

HEATHER

James!

Heather walks over towards the bookcase. She peels back the rug in front of it.

She reaches up to the top shelf and pulls out a red book. The bookcase swings outward, revealing a secret room.

The small room contains a desk with an older computer on it.

HEATHER (CONT'D)

Look at this mess!

Scattered on the desk are various data cards. Each card has the picture of a super-powered being. About a half dozen or so of the cards have a gold border. Another dozen have a green border and about the same number have blue borders.

Heather picks up the cards and starts looking through them. She grabs any with gold borders and ends up with seven cards.

HEATHER (CONT'D)

I don't care what James says, I'm not letting him fly blind and alone.

She looks at the cards again, recognizing people on them. The last two she stops and looks more closely at.

HEATHER (CONT'D)

That's odd... these two have the Alpha Flight gold edge, but I don't recognize the pictures...

She takes the gold edge cards and walks over to the computer. She sits and puts the cards in a single stack and places them into a slot on the computer.

The computer revs up and the screen, which shows a map of Canada, begins to light up with gold stars at various locations across the country, including the Sarcee Reserve, two at Madame DuPont's School for Girls and several others throughout the country.

The gold light begins to flash over each location on the map as the computer sends messages to the members of Alpha Flight.

HEATHER (CONT'D)
Well, "Marinna" and "Puck," whoever you are, I hope you're really ready to play with the big boys, cause I don't want my husband the hero going into this on his lonesome. As of now, you're all officially active!

She leans back in the chair.

EXT. CORKY'S TAVERN - DAY

SUPER: Toronto

Corky's Tavern is a small red brick Irish pub.

INT. CORKY'S TAVERN - CONTINUOUS

A drunk patron grabs ahold of waitress MARY, 40s, blond hair, wearing a shirt with a monogrammed "M" on it.

DRUNK PATRON
C'mon, babe, you can do better'n just drinks...

MARY
I don't have time for you clowns...

At the bar, CORKY, the bartender, 50s, is drying glasses. He sees the drunk patron harassing Mary.

CORKY
Judd, I think those guys are given Mary troubles, eh? You want to take care of it.

EUGENE JUDD is 3'6", with a bald head and a black mustache and beard. He has multiple visible scars.

Quickly and gracefully, he jumps down from his barstool and walks up to the drunk patron, who still holds Mary's arm.

JUDD
You wanna lay off, or do I have to toss you out, eh?

The drunk patron looks down at Judd and laughs.

DRUNK PATRON
 Hunh? I don't believe it. Go back
 to kindy-garden, lil boy, or I
 might muss your hair.

Judd grabs ahold of the man's jacket.

JUDD
 You might try, eh?

He grins.

EXT. CORKY'S BAR - MOMENTS LATER

The door flies open as the drunk patron's body comes flying out the door and smashes into a brick wall.

INT. CORKY'S BAR - CONTINUOUS

The drunk patron's SKINNY DRUNK FRIEND towers over Judd from behind.

SKINNY DRUNK FRIEND
 Why you sawed-off little...

Judd punches straight up into the man's face, knocking him on to his back, lights out.

A ping emanates from an implant in Judd's neck, which glows enough for the others to see. He takes off for the front door.

CORKY
 Judd, what the hey...?

MARY
 Judd, baby, you're running out?

JUDD
 The call!

He cartwheels out the door as the others stare after him.

EXT. NEWFOUNDLAND COAST - DAY

MARINNA stands on a rocky spur jutting from the coast. The waves crash against the rocks, wetting her feet. She stares at the ocean longingly.

Marinna is an alien, she has green hair and skin, large glassy black eyes, and webbed hands with claws.

She looks vaguely amphibian. She wears a heavy turtleneck sweater and sweatpants.

DAN SMALLWOOD (O.S.)
Marinna!

She turns back towards the land.

MARINNA
Who calls?

She sees DAN SMALLWOOD. Dan is in his late teens and is a thin, white and has bright red hair.

MARINNA (CONT'D)
Oh... Dan Smallwood, it is you.

DAN
It's always me, Marinna.

He runs up to her holding a glowing brooch. He holds it out to her.

DAN (CONT'D)
You left your brooch at home... and
I think there's been a signal.

MARINNA
A... signal?

Marinna takes the glowing brooch from Dan.

MARINNA (CONT'D)
Yes, the call pulses in the stone.

DAN
I told you they hadn't forgotten
you. I told you the call would
come.

Marinna strips off her sweater and sweatpants to reveal a green, scaly one-piece costume and runs and leaps into the ocean.

MARINNA
Yes. It must be answered!

DAN
Be careful.

Dan stares lovingly after her.

EXT. FOREST - DAY

SUPER: British Columbia

Professor WALTER LANGKOWSKI hikes through the forest. He is over 6' tall, blonde hair, wears glasses and has the frame of a football player.

An implant in his neck begins to glow and ping.

Walter reaches up and touches the implant.

WALTER

The Alpha Flight call signal? But I thought...

He runs through the forest stripping his jacket, shirt and pants, leaving him only wearing a pair of very special orange shorts.

Then Walter starts to grow larger and sprout long, shaggy orange fur. His hair grows through the unstable molecules of the shorts, until his full body is covered in fur.

He lopes through the jungle, several feet taller and much broader. He is SASQUATCH.

He swings from a nearby tree as he bolts from the forest.

EXT. ARCTIC CIRCLE - DAY

SUPER: Arctic Circle

The man wearing the mystical crown walks towards the center of the outline of the Great Beast Tundra. The man's flesh is starting to rot and fall from his body.

He arrives in the middle of Tundra outline and turns and faces the camera.

He falls backwards into Tundra and his body bursts into flames as he hits the ground, dead. The flames die out to leave his burnt husk.

The ground quakes. A large tremor.

Nearby, a lone white owl flies quickly towards the man's corpse.

As the owl comes down to land in front of the outline of Tundra, its features suddenly shift and blur.

She transforms into the shape of SNOWBIRD, a pale white demi-goddess of indeterminant age. She has long blonde hair and she wears a light blue and white costume with a cape.

SNOWBIRD

The magicks are strong here.

Winds begin to swirl around the outline of Tundra. The outline grows brighter. The earth quakes again.

SNOWBIRD (CONT'D)

O Nelvanna, my mother, grant me the power I will need in this awful place. The energies of destruction mass, your ancient enemy rises again...

She spots the burnt husk of the man.

SNOWBIRD (CONT'D)

Alas, it is too late.

The corpse raises it's left hand. Energy swirls around it.

The ground rumbles.

The outline of Tundra glows brighter and brighter. Tundra's left hand rises from the ground, imitating the corpse.

SNOWBIRD (CONT'D)

Tundra!

The beast rises.

TUNDRA comes to life. A giant nearly 100 feet tall, made of the frozen lands of the North.

TUNDRA

I... live. I... am... Tundra!

Tundra raises his massive arms to the sky.

TUNDRA (CONT'D)

I am the death of all that lives, the final doom of my enemies! Fear me, land of the North! Your last days now walk again!

Snowbird is so small in the face of Tundra, the Great Beast doesn't notice her.

SNOWBIRD

Help me mother... I am afraid.

She peers up at Tundra.

EXT. WEATHER SHIP TANGO DELTA NINE - DAY

SUPER: Weather Ship Tango Delta Nine

The ship glides between ice floes.

INT. WEATHER SHIP TANGO DELTA NINE - CONTINUOUS

A SONAR OPERATOR stares curiously at the screen before him, while his CAPTAIN leans over his shoulder

SONAR OPERATOR
Blowed if I know what it is,
Skipper. It showed about a minute
and a half ago.

He points to the screen.

SONAR OPERATOR (CONT'D)
This thing is as good as any
machine I've worked on, so it's got
to be accurate, right?

CAPTAIN
Surely.

SONAR OPERATOR
You see that? It's moving at close
to 800 knots.

CAPTAIN
Impossible. Nobody's got a vessel
capable of that kind of submerged
speed.

CUT TO:

Marinna slices through the deep dark water.

SONAR OPERATOR (O.S.)
That's the odd thing sir... It's
not a ship. It's soft... organic!

Marinna makes an almost 90 degree turn, hurtling towards the surface. She shoots over the boat in a water spout.

CAPTAIN
Water spout?

SONAR OPERATOR

That blip... It's right on top of
it... riding the spout!

Marinna rides the water spout towards land.

EXT. CANADIAN AIRSPACE - DAY

Jeanne-Marie is gone, in her place is AURORA. Aurora is confident, adventurous and powerful, the opposite of Jeanne-Marie.

Aurora flies across the sky in a black and white costume with a star motif.

Jean-Paul, in a matching costume, flies along with her as NORTHSTAR.

AURORA

Come, Brother, why must we dawdle
along at this snail's pace.

NORTHSTAR

Conserve your strength, sister. We
do not know what menace has caused
Guardian to summon us after all
this time.

Aurora flies literal circles around Northstar.

AURORA

You are too cautious, Northstar. I
have no wings, but I must fly!

NORTHSTAR

Jeanne-Marie!

AURORA

For shame, brother! Do I call your
true name aloud? I am Aurora, not
Jeanne-Marie!

NORTHSTAR

You are a puzzle box. You are boxes
within boxes, and each is more
perplexing than the last.

AURORA

Catch me if you can!

Aurora rockets far ahead of Northstar. He hangs back.

EXT. MANSFIELD AIRBASE - DAY

A SECURITY GUARD stands at the base's gate.

Eugene Judd arrives, wearing his costume as PUCK. His costume consists of a black leotard with a giant orange P on it. A cowl covers his neck and head.

PUCK
Hey, you!

The guard looks down at him.

SECURITY GUARD
What the heck are you supposed to be?

PUCK
Outta the way, eh? I'm with Alpha Flight and I'm on an A-number one priority call.

SECURITY GUARD
Alpha Flight? Uh-uh, short stuff. I've seen pictures of all of 'em, and you weren't in the group.

PUCK
Maybe you didn't hear me...

Puck flips the Security Guard over his head. He crashes to the ground.

SECURITY GUARD
Hey!

Puck climbs atop the Security Guard's chest and grabs him by the shirt.

PUCK
Now listen up, soldier boy. I'm called Puck...

SECURITY GUARD
Puck? Puck? What kinda name is that for a super-guy?

He pushes Puck off of his chest and starts to get up.

SECURITY GUARD (CONT'D)
You want in, toughie, you go get written clearance. Otherwise, back off, eh?

Puck looks dejectedly at the ground.

SECURITY GUARD (CONT'D)
Stupid little...

Puck runs off.

EXT. ARCTIC CIRCLE - LATER

Snowbird flies into the air and addresses the Great Beast.

SNOWBIRD
Hear me, Tundra! Hear now the voice
of your sworn enemy!

Tundra ignores her.

SNOWBIRD (CONT'D)
Hear me, corrupter, despoiler of
the earth-spirit. This land is mine
to defend, you shall not have it.

Tundra finally takes notice.

TUNDRA
Who dares speak thus to me?

Snowbird flies to Tundra's eye level.

TUNDRA (CONT'D)
Insignificant gnat! How dare you...
wait! I see beyond your mortal
disguise. The blood of my ancient
enemy pulses in your veins.

With startling speed, Tundra swings his massive arm up and aims it at Snowbird.

TUNDRA (CONT'D)
Let it be then drained away...

Tundra's arm turns into a massive swarm of mosquitoes. They overwhelm Snowbird.

At that moment, Guardian arrives upon the scene, flying full speed, the energy field crackling around his armor.

Unseen by Tundra, he zooms closer, generating a ball of electromagnetic energy which he manipulates into a plasma funnel, sucking all the mosquitoes away from Snowbird and destroying them.

SNOWBIRD

Guardian!

Tundra turns towards Guardian and hurls a barrage of rocks from his own body.

TUNDRA

Another presumptuous mortal? I sense you have not the female's link with the gods. Your death will be a simple thing indeed.

GUARDIAN

Holy!

The energy field around Guardian's armor pulverizes the rocks, but he is distracted.

Michael Twoyoungmen arrives, dressed as SHAMAN. He wears a green and gold costume with a sacred pouch on his hip. He flies towards Tundra.

SHAMAN

It is even worse than I feared.

He raises his arms to hail the Great Beast.

SHAMAN (CONT'D)

Tundra! It is a Sarcee medicine-chief who speaks now to you. Mine is the power to reason with the mortal mind within you!

TUNDRA

Fool!

He raises a massive foot.

TUNDRA (CONT'D)

Tundra is beyond human weakness and frailty now. My strength is my own, and grows with every passing moment.

Shaman dodges as Tundra's massive foot nearly crushes him.

Guardian flies above Tundra, blasting electromagnetic energy into his hide.

GUARDIAN

Obviously, reason isn't going to work against this monster, Shaman.

Guardian continues to blast the beast, ripping through its body. The beast screams.

The land echoes Tundra's agony. For miles around him, the terrain heaves and tears.

Snowbird flies next to Guardian.

SNOWBIRD

Guardian, no! Tundra is one with the land. Use your energy blasts against him and you may shatter all of Canada.

GUARDIAN

What? But... if he's that powerful, how are we going to stop him?

TUNDRA

Stop me? You cannot stop me puny mortals! I am the power of the land itself. My strength is of the rock and soil, the mountains and the thundering rivers.

The earth shakes as Tundra walks. With each step he draws more and more from the earth. He grows nearly double in size.

A helicopter flies overhead Tundra, unnoticed by the beast.

Sasquatch leaps from the helicopter and lands upon Tundra's massive form.

Sasquatch rips a chunk from Tundra's back nearly the size of a small car. The beast screams and shudders.

Sasquatch rips away an even larger chunk.

Screaming in agony, Tundra swats Sasquatch, sending him flying past Aurora and Northstar, who have arrived.

AURORA

Northstar! That was Sasquatch!

NORTHSTAR

Forget about him, sister. If he survives, he survives. If not...

The twin speedsters begin circling around Tundra.

NORTHSTAR (CONT'D)

...it is our turn to act.

Faster and faster they fly around Tundra.

AURORA

It's working Northstar, it's working!

As they fly faster and faster, the wind they create begins to slowly erode Tundra's form. Rocks and earth fall away in small clumps.

Guardian, Shaman and Snowbird land atop a outcropping overlooking Tundra.

GUARDIAN

It's no good. It'll take forever to wear him away like that. Maybe if I...

Shaman holds up a hand to stop him.

SHAMAN

No, James, wait. They have the right idea. The forces of natural erosion are all that can work against Tundra now.

SNOWBIRD

Then act swiftly, before the beast can protect himself.

Shaman reaches into his magical pouch, which glows when his hand is inside. He pulls out a handful of mystical powders.

He throws them into the air and the powders come alive and find their way to the fluffy white clouds above.

The clouds darken and grow angry, massive rain begins to fall upon Tundra.

NORTHSTAR

Sapristi! The rain is washing the creature away.

Northstar and Aurora fly away from the downpour.

GUARDIAN

You're doing it! The monster isn't yet strong enough to resist.

SHAMAN

But it is insufficient. The beast even now replenishes himself. There is not enough water...

SNOWBIRD

Wait! Both of you... look!

She points at Marinna's water spout.

GUARDIAN
(curiously)
I believe this IS within her range.

SHAMAN
Who?

SNOWBIRD
It can't be! We're miles from open
water.

GUARDIAN
Northstar! Aurora! We need a
distraction! Shaman, do the exact
same thing you just did.

He flies off the ground towards the water spout.

Aurora and Northstar grasp hands and create a flash of light
right before Tundra's eyes that temporarily blinds the Great
Beast.

Guardian reaches the surging water spout and plucks Marinna
from within.

MARINNA
Guardian!

Shaman reaches into his pouch and pulls out more powders. He
tosses them at Marinna's water-spout and it begins to grow
and expand as it hits Tundra, the massive blast of water
eroding him to nothing.

As the waters wash away, there is no sign of Tundra.

Except for a bleached-clean human skull wearing the magical
crown.

GUARDIAN
Michael...

SHAMAN
No need to even ask.

Shaman makes his way to the skull, picks it up and puts it
into his magic pouch, making the pouch full. Light glows from
inside the pouch before the skull seems to disappear and the
pouch returns to normal size.

INT. HUDSON HOME - LATER

Upstairs at the Hudson home, Heather and James talk, James is in civilian clothes.

HEATHER

All right, she can stay, but I swear if I catch her making goo-goo eyes at you once more...

JAMES

She won't, she won't. You have to be patient with Aurora. She's... troubled.

James and Heather walk into the main room. In civilian clothes are Walter, Jean-Paul, Aurora (Jeanne-Marie is nowhere to be seen) and Michael. Snowbird and Marinna are themselves dressed in their costumes.

JAMES (CONT'D)

I have an announcement to make, so I'll jump right to it. Department H was impressed enough with our response to Tundra that they want us active again.

SNOWBIRD

If we're going to continue, we'd better get some real organization going. We were lucky this time.

Someone pounds at the door.

JAMES

Who could that be?

James opens the door. He looks down.

JAMES (CONT'D)

Yes, what can I...?

Eugene Judd stands at the door carrying a duffel bag.

JAMES (CONT'D)

Judd! Don't tell me you got Heather's call, too?

JUDD

Why not, eh? I was ready, wasn't I?

JAMES

True enough, friend. Come on in and meet the rest of the gang.

JUDD

And we're going to have to talk
about transportation options.

James laughs.

WALTER

Relax, short, bald and nasty. Alpha
Flight can always use a mascot.

Walter picks Judd up.

JUDD

Mascot? Why you overgrown...

Judd twists his body around Walter's larger frame and gets
him in a headlock.

JAMES

Judd! Walt! No! Not here!

The two men fall into the coffee table, breaking it. Jean-
Paul and Aurora laugh. Heather does not.

HEATHER

Oh, Lord, I don't know if this is
such a great idea.

The wrestling continues.

EXT. ALBANY RIVER PROVING GROUNDS - DAY

SUPER: Albany River Proving Grounds, Near Fort Albany,
Ontario

SUPER: One week later

Guardian rockets across a vast undeveloped area far from any
roads. He scans the area, looking for something. Or someone.

NORTHSTAR

Guardian!

GUARDIAN

What the blazes?

AURORA

Alert, mon cher! You are attacked.

The twins crisscross within inches of Guardian. His energy
field crackles and his armor turns off. He plummets to the
ground.

GUARDIAN

(while falling)

Great work, Northstar and Aurora. I guessed the energy of your powers might play havoc with my suit's power systems.

He plummets towards the outstretched arms of Sasquatch.

SASQUATCH

For shame, O fearless leader!

Sasquatch catches Guardian in his right hand.

SASQUATCH (CONT'D)

Allowing yourself to be caught off-guard like that! Very clumsy!

Sasquatch throws Guardian directly at a rock outcropping.

SASQUATCH (CONT'D)

Especially when I'm on the other team.

SHAMAN

Walter, no! His force field is down!

Shaman snatches arcane powders from his pouch and tosses them in Guardian's direction.

They instantly dissipate and a tree grows quickly out of the ground. The leaves are thick enough to serve as a cushion for Guardian.

SASQUATCH

(laughing)

What? Hey, if Guardian wants us to play these war games, some of us might get bruised.

Marinna rises from a river flowing behind him.

MARINNA

Then you should learn caution, friend. You are not the only one who has strength.

With a sweep of her arms across the river's surface, she sends a torrent of water onto Sasquatch.

SASQUATCH

Hey!

He stands soaking wet, a huge frown on his face.

SASQUATCH (CONT'D)
Oh, fine. I swear, Marinna, if you weren't so sweet and petite.

PUCK (O.S.)
Haw! Haw! Haw!

Puck is literally rolling on the ground laughing.

PUCK (CONT'D)
I knew there was a reason for coming on this training exercise, eh? I mean, I don't need any training, but I sure did need to see that! Haw haw!

Sasquatch chases him. Puck springs to his feet and flees.

SASQUATCH
You sawed-off little...

PUCK
Catch me if you can, furry-face!

He tries.

GUARDIAN
All right, Alpha Flight, take ten! Aurora, see if you can calm down Sasquatch.

He walks towards the parked red and white Omnijet that provides the team's transport.

SHAMAN
This has been a good session, James. We were getting sorely out of practice.

GUARDIAN
It's too bad Snowbird couldn't make it, we need to practice as a full team.

SHAMAN
Perhaps, old friend. But she's superhuman, you're not. And you look like you need to loosen up.

GUARDIAN
I never wanted to be group leader. I don't think I have what it takes.

(MORE)

GUARDIAN (CONT'D)

On my very first mission, the failed mission to recover Weapon X, I nearly killed a civilian. It's just... It's just not that easy.

Shaman rests his hand on Guardian's shoulder.

SHAMAN

You have accepted that wearing that flag as your costume means you represent something bigger. You must embrace the spirit of that commitment to truly live it.

GUARDIAN

I... I will.

NORTHSTAR

Attention, mes amis.

He walks up, with Aurora and Sasquatch in tow.

NORTHSTAR (CONT'D)

My sister has succeeded in soothing our orange oaf.

SASQUATCH

Watch your mouth Northstar.

AURORA

Non, non, mon cher Walter. Enough of this bickering. We are not the Avengers, n'est ce-pas.

Marinna sits on the bank of the river. She looks queasy. She sits and rests her forehead on her hand.

MARINNA

I feel so strange...

GUARDIAN

Is everyone ready, then?

Puck approaches Marinna to check on her.

PUCK

Just a sec, boss. I think something's wrong with Marinna.
(to Marinna)
You okay?

MARINNA

Oh... Judd. I... think so... I... suddenly my head...

Puck puts his hand on her shoulder.

PUCK

Take it easy. We're all here to help.

MARINNA

Please... don't... touch... me...

PUCK

Hey, it's okay. It's me, yer ol' uncle Judd...

He screams as Marinna rips open his stomach with a swipe of her claw. Her face has morphed into something more sinister.

MARINNA

I said don't touch me!

The members of Alpha Flight stare in shock as Puck falls to the ground bleeding.

PUCK

(weakly)

Help... me...

Marinna runs and dives into the river, she swims off at maximum speed.

Aurora and Northstar leap into action, chasing her.

NORTHSTAR

She's getting away. Aurora, quickly, as we practiced.

Guardian reacts too slow for them to even hear him.

GUARDIAN

Wait, it's too late!

The twins flash low across the river and the waters part to the bed.

Marinna is long gone.

The twins return. Shaman tends to Puck. The others watch grimly.

SASQUATCH

So she just gets away scot-free?

GUARDIAN

Not quite, Walt. She's wearing her Alpha Flight signal brooch around her neck. As long as she keeps it on, we can track her.

He pushes past Sasquatch to check on Puck.

GUARDIAN (CONT'D)

How is he?

SHAMAN

Not good. My magicks have reduced his pain and more or less stabilized his condition, but she nearly disemboweled him. He's lost a lot of blood and internal tissue. He doesn't need Shaman, he needs Dr. Michael Twoyoungmen and his operating room.

Shaman casts powders from his pouch and he levitates Puck from the ground and moves him towards the Omnijet.

INT. FORT ALBANY HOSPITAL - LATER

SUPER: Fort Albany

In the waiting room, James paces back and forth. Also awaiting news are Jean-Paul, Aurora and Walter. All are in civilian clothes.

Michael comes out of the operating room, wearing medical scrubs.

JAMES

Michael?

MICHAEL

I have done all I can for him. Judd is strong, but he has no super powers to back up that strength.

Michael rests his hand on James' shoulder in comfort.

MICHAEL (CONT'D)

If he were Wolverine or you, Walt, I would not be so concerned. It will take time.

JAMES

I'm sure he'll pull through with you looking out for him.

WALTER

We have better things to do than wait around, no?

The Alpha Flight members other than Michael get up to leave.

JAMES

You're right, Walt. We've got to find Marinna.

WALTER

Then let's go!

MICHAEL

Good luck, my friends. May the Great Spirit go with you.

They leave the room.

EXT. CANADIAN AIRSPACE - LATER

Alpha Flight's Omnijet rockets across the sky.

INT. ALPHA FLIGHT OMNIJET - CONTINUOUS

Now in his armor, Guardian flies the ship. Aurora and Northstar are also in uniform. Walter, in human form, sits as co-pilot.

GUARDIAN

That's what I said, Cody. Some madness seemed to seize control of her. We're tracking her now, she seems to be headed for the north pole.

GARY CODY appears on a small video screen in the ship's instrument panel. Cody is a white man in his 50s with glasses, brown hair and beard.

CODY

At least that's still in Canada. If she goes over the pole, alert me immediately. There could be serious diplomatic repercussions if she crosses into Russian waters.

GUARDIAN

Roger, I'll keep you posted.

NORTHSTAR

And, speaking of keeping people informed...

WALTER

What about us? We still now zilch about Marinna.

AURORA

D'accord. Tell us, cher James.

GUARDIAN

I'll tell you as much as I know, friends. But I'm afraid you'll find that doesn't mean a whole lot.

FLASHBACK TO:

EXT. NORTH ATLANTIC OCEAN - NIGHT

The "Mary D," a small boat is tossed and turned on the waves among a massive storm.

GUARDIAN (V.O.)

It began 18 years ago, off the Grand Banks of Newfoundland. The trawler Mary D had no business being out that night. And the captain knew it.

INT. THE TRAWLER MARY D - CONTINUOUS

ANGUS, the first mate, and TOM SMALLWOOD, the captain wrestle with the ship's wheel, trying to stay upright in the storm. Angus is a man in his mid-20s, red-haired and stout. Tom is a blonde man in his early 30s.

ANGUS

Skipper, no! Y'can't go outside in this gale! You'll not last two minutes on deck.

TOM

Neither will the nets, if we don't get 'em lashed, Angus. And my insurance will not cover me for a mad trip like this.

Tom runs out onto the deck and can barely keep his feet.

GUARDIAN (V.O.)
So, denying everything he'd learned
in 40 years, Tom went out on deck.
And the first mate proved wrong.

The waters wash Tom and the nets overboard.

GUARDIAN (V.O.)
Smallwood lasted a full five
minutes before the storm swept him
overboard.

A shot from underwater shows Tom tangled in the nets,
plummeting to the deeps.

GUARDIAN (V.O.)
He was a strong swimmer but the
swirling seas tangled him
hopelessly in the nets.

Tom begins to lose consciousness as he sinks to the bottom.

He sees a glowing green light on the bottom.

It comes from a large egg mired in the muck.

Tom reaches out from and grabs ahold of the egg. It pulses
and glows as he touches it.

He pulls it from the muck and it instantly starts rising to
the surface, pulling Tom along with it.

Tom bursts through the ocean surface, gasping for air.

He looks around and sees the boat. Angus is on deck shining a
light into the waters.

TOM
A-Angus...!

He screams, but isn't that loud.

Angus sees the glowing egg and shines the light in Tom's
direction.

ANGUS
Skipper, grab on!

He throws a life preserver to Tom.

EXT. SMALLWOOD HOME - NIGHT

A modest house close to the coast sits away from any other dwellings, smoke rises from the chimney.

GUARDIAN (V.O.)
 Smallwood had a house a nearby
 where he lived with his wife and
 his son.

Tom Smallwood staggers through the front door.

INT. SMALLWOOD HOME - CONTINUOUS

Tom Smallwood sits with his feet in a tub of steaming hot water. He's wrapped in nothing but a heavy blanket, is shivering and drinking hot coffee.

TOM
 I don't know what it is. I've not
 seen its like in all my years at
 sea.

Young Dan Smallwood sits on a chair staring gleefully at the glowing egg. Tom's wife, GLADYS sits next to Dan.

DAN
 It's an egg, ma, look, there's a
 lil' chick in it!

GLADYS
 It's not a chick, but it is
 something alive, that's for sure.

She leans in closely as the egg moves. It begins to crack.

DAN
 It's trying to get out!

GLADYS
 It's hatching! I'm going to break
 the shell!

She does, inside is Baby Marinna.

GUARDIAN (V.O.)
 Gladys Smallwood told me that she
 was sure the green creature was not
 human, but she took to it as if she
 was.

Gladys cradles Marinna.

INT. SMALLWOOD HOME - DAY

Marinna, now toddler age, plays blocks Dan, who is a little older than she is.

GUARDIAN (V.O.)

Despite her appearance, Marinna was very much a normal child. She was taken in by the locals and grew up smart, happy and friendly.

EXT. ROCKY BEACH - DAY

Marinna is in her teens now and she, Dan and other kids their age play on the rocks next to the beach.

GUARDIAN (V.O.)

Then, in her 16th year, she swam for the first time.

Marinna dives into the water.

GUARDIAN (V.O.)

Swimming was second nature to Dan and other local kids, but none of them had ever swum like that.

Marinna rockets through the water at superhuman speed. She is happy.

END FLASHBACK.

INT. ALPHA FLIGHT OMNIJET - CONTINUOUS

Walter has taken off his glasses and is cleaning them.

GUARDIAN

Ten months later, she got in touch with the Ministry of Defense. They got in touch with Department H. She was training with Beta Flight when we got shut down. But she was ready to be promoted.

WALTER

And how do you know she's ready? Trust alone? You couldn't have run the standard psych tests and let someone capable of what she did to Puck into Alpha.

GUARDIAN

On the contrary. She was checked out as thoroughly as any of you. She passed with flying colors. I have no idea what happened to her.

Guardian veers the Omnijet towards the North.

EXT. ARCTIC WATERS - CONTINUOUS

Marinna swims through the cold waters, arriving at the edge of a massive wall of ice.

She ducks under the water and swims down below the surface.

She swims deeply enough until she finds a cave-like entrance into the wall of ice. She swims in.

Marinna quickly swims through a network of water-filled ice tunnels until she notices light above the surface.

She rises above the surface and finds herself in a cave made of ice. Across the ceiling are pipes of an alien-looking metal that follows a passageway out of the cave.

Marinna climbs out of the water and walks down the passageway, which soon intersects with another. The passageways are dark except for a dim green light.

As she walks through the passageways, the light gets stronger.

THE MASTER (O.S.)

Do not hesitate child.

Marinna whips her head around to see who spoke, but no one is there. She continues down the passage.

She comes into an open area, mostly made from ice. The pipes from the other room lead in and connect to a massive mechanical apparatus, that appears to be the nerve center of a much larger machine.

Sitting in the middle of it all is THE MASTER. He wears a oversized suit of armor with a red cape and a red and white helmet that obscures most of his face.

THE MASTER (CONT'D)

There is nothing here that you need fear. You have come home.

MARINNA

Home? My home is 3,000 miles from here. Who are you? What have you done to me?

THE MASTER

Done? I have done nothing save reveal to you your true nature and purpose. You may call me the Master!

Marinna stares at him in shock.

EXT. THE MASTER'S SHIP - LATER

The Omnijet sits on the ground behind them. Guardian leads Aurora, Northstar and Sasquatch towards a massive metal door in a snowy cliff. Above the door is a small camera.

GUARDIAN

She's in there.

Sasquatch moves past the others.

SASQUATCH

Allow me.

He walks towards the doors and rips them open. He waves them in.

SASQUATCH (CONT'D)

Ladies first.

AURORA

Merci.

She enters and they follow.

NORTHSTAR

When will Snowbird arrive?

GUARDIAN

She said she was mere moments behind. I left the beacon on for her.

They go inside.

INT. THE MASTER'S SHIP - LATER

Inside the ship, the walls pulse with energy. Lights, tubes, moving parts, whirring sounds.

SASQUATCH
What the heck is this?

He touches the wall.

SASQUATCH (CONT'D)
It feels almost... alive with
energy.

The come to a curve in the tunnel. After a few steps, they seem to be lost.

They turn back and the passage they came in closes in front of them.

They head back the other direction and come to a fork.

NORTHSTAR
Which way?

GUARDIAN
The signal says...

A wall drops between them, with Sasquatch and Guardian on one side and Aurora and Northstar on the other.

Sasquatch begins tearing the wall apart, bit by bit. Guardian blasts away, careful not to hit Sasquatch.

They do damage, but the metal seems to grow back and replace itself.

SASQUATCH
Blast it, Guardian, we should be
through this wall by now. It wasn't
nearly this thick when it dropped.

GUARDIAN
Keep at it, Sasquatch. The twins
are on the other side.

SASQUATCH
I'm doing the best I can. I'd swear
it's... growing!

CUT TO:

The twins are in near complete darkness. The white portions of their uniforms provide minimal luminescence.

NORTHSTAR
I can feel vibrations through the
wall. It must be Langkowski and
Hudson.

AURORA

(scared)

But that wall keeps moving...
growing... forcing us further away.
Jean-Paul, this darkness frightens
me. It's so... total.

NORTHSTAR

It disturbs me also. But then,
darkness is something we need never
fear, n'est-ce pas?

Their hands move close.

AURORA

Quickly, then, mon cher frère. I
feel almost as if I were
smothering.

As their hands touch, a perfect white light bursts from their
combined bodies. The lights fill a vast chamber, driving away
every shadow.

NORTHSTAR

Sapristi!

AURORA

Jean-Paul, what is this place?
Where are we?

They fly down the massive chamber, trying to reach the other
end.

NORTHSTAR

It is open this way. Come quickly.

AURORA

I follow where you lead. But
slowly! If we should strike a wall.

Massive metal rods spring from the walls. One cracks
Northstar in the head.

AURORA (CONT'D)

Jean-Paul!

He falls like a thing unliving.

She reaches out for him and smaller rods crisscross in front
of her face.

Then more. They spring at her from all directions, whistling
past like steel arrows from a bow.

The keep growing, filling the spaces around her. Closer. Closer.

She runs out of room to fly. Still the rods come closer and closer.

One touches her face and she changes. She is Aurora no more. Jeanne-Marie is back. She falls, no longer able to use her powers.

The rods hold her aloft and begin to crush her as they continue to grow.

With a crash, Sasquatch tears through the rods, crumpling them like pretzels to reach Aurora.

SASQUATCH

Eureka! They are in here... or at least Aurora is.

She cowers on the floor as Sasquatch and Guardian clear the rods away from around Aurora.

GUARDIAN

Aurora, can you hear me? Are you okay?

JEANNE-MARIE

Where am I? What... what am I doing here in... in this... shameless costume.

Guardian comforts her.

GUARDIAN

Oh no! I was afraid of this. She's slipped back into her Jeanne-Marie persona.

SASQUATCH

Slipped back?

GUARDIAN

No time to explain now. Northstar must be beyond the rest of those rods and he's the only one that can help her.

He points towards where Northstar must be.

CUT TO:

Northstar dusts himself off. He finds himself alone in another corridor.

In the distance, a woman screams.

NORTHSTAR

Aurora!

He flies after the sound, the opposite of the direction Aurora and the rest of Alpha Flight.

INT. THE MASTER'S CHAMBER - EARLIER

Aerial shot looking down on Marinna, who is suspended by large manacles connected to the Master's machines. Small arms extending from the ceiling probe different parts of her body with lasers.

She screams in agony.

CUT TO:

The Master sits on a mechanical throne as his machine probes Marinna before him.

THE MASTER

You must not resist the probes.
Open yourself to their touch. Let
them reach into your deepest parts.
Let their invisible fingers sift
your soul.

Marinna, crying, raises her head and pleads to the Master.

MARINNA

P-please, do not do this. I... have
never harmed you. I have never
harmed anyone.

She closes her eyes.

MARINNA (CONT'D)

Not until you reached out to my
mind and made me turn on my
comrades.

THE MASTER

That was not my doing, child. The
tearing you felt came from the
vessel surrounding us. The time of
reckoning is fast approaching.

Marinna opens her eyes, her face filled with confusion.

THE MASTER (CONT'D)
You are wondering how I, a human,
came to be in your most sacred
sanctuary.

MARINNA
W-what?

THE MASTER
Yes, I have my doubts that a
monster such as you could
understand.

FLASHBACK TO:

Frozen wastelands of the distant past. A group of cavemen,
wrapped in furs and carrying crude spears trudge along.

THE MASTER (V.O.)
Forty thousand years ago, a long
winter lay upon the world. People,
beasts, plants perished in
uncounted millions. But some were
strong.

The cavemen stop at the edge of a mountain range. They force
one of their own to leave in exile.

THE MASTER (V.O.)
Once there was one who would not
accept the harsh rules of a
community on the brink of
extinction. He was sent away.

The lone caveman walks away from the group, bundling himself
tightly as the snow grows heavier.

CUT TO:

THE MASTER (V.O.)
Their primitive code prevented them
from killing him, but banishment
was little more than a cowardly
sentence of death.

The man still walks, the snow has decreased.

CUT TO:

THE MASTER (V.O.)
But he was strong. He survived.

The man eats raw meat from the carcass of a prehistoric deer.

CUT TO:

He rounds the edge of a cliff wall to see a crashed star craft resting in the valley below.

CUT TO:

The cave man slowly creeps towards the space craft, walking in a trance, as if summoned.

Mechanical arms spring from the craft and grab ahold of the man.

THE MASTER (V.O.)

What followed next was living
nightmare. The deepest, darkest
pits of Hades made real.

He is taken inside.

THE MASTER (V.O.)

Do you think you suffer now at my
hand little Marinna?

He is stripped of his clothes.

THE MASTER (V.O.)

Your pain is greater than any
living thing has suffered in 40,000
years. It is as nothing to HIS.

He is experimented upon. Needles prod him. Lasers poke him. Parts of his body are taken off. New parts are added. He is remade into the Master.

END FLASHBACK.

The Master remains in his chair, leaning in towards Marinna.

THE MASTER

Yes, I was once that simple savage,
but I was born for a greater fate.
Now that you have awakened us.
Awakened your ship and me, its
Master.

He stands up.

MARINNA

My ship?

THE MASTER

Yes, your origins lie within this vessel. Thousands of years have passed in preparation for your return. And now, it is necessary that you be destroyed, so that I may at last assume my rightful role as Master of the World!

He laughs.

EXT. THE MASTER'S SHIP - CONTINUOUS

A lone polar bear follows the trail of Alpha Flight to the entrance of the Master's ship.

The bear stops and sniffs at the footprints standing just before the entrance to the ship.

The bear slowly walks inside. As she does, she begins to shapeshift into the form of Snowbird.

She carefully enters the ship.

INT. MASTER'S SHIP, ELSEWHERE - DAY

Guardian continues to console the traumatized Jeanne-Marie.

SASQUATCH

I think explanations are in order, Jimmy-boy.

GUARDIAN

We've no time to waste talking...

SASQUATCH

Then make time. We're not going anywhere until you tell me what's going on.

GUARDIAN

All right, but it's got to be the Reader's Digest version. Jeanne-Marie has two personalities. Only one is dominant at a time. The Jeanne-Marie personality hates the Aurora personality. Got it?

SASQUATCH

And this is the kind of solid, stable material you consider suitable for super heroing?

Guardian helps Jeanne-Marie to her feet, holding her forearm.

GUARDIAN

No. I didn't learn about this until she was already on the team.

JEANNE-MARIE

Ooh... ma tete! What... is...
'appening?

Guardian still holds on to her forearm.

GUARDIAN

Easy, easy, you're safe now,
Aurora, you can...

Jeanne-Marie yanks her arm from Guardian's hand.

JEANNE-MARIE

Aurora! Do not call me zat name!
Take your filthy paws off!

She runs off.

GUARDIAN

Oh, blast! Jeanne-Marie! I'm sorry!
Wait!

He goes to follow her, but Sasquatch grabs his shoulder.

GUARDIAN (CONT'D)

I've got to get after her and...

SASQUATCH

No. We need Northstar. You're
faster. Go find him and he can
help.

GUARDIAN

But Jeanne-Marie?

SASQUATCH

I'll take care of her.

Guardian nods. He flies off to look for Northstar.

Sasquatch shrinks down to Walter Langkowski. He follows Jeanne-Marie, wearing only the shorts made of unstable molecules.

He turns a corner to find Jeanne-Marie cowering out of sight.

WALTER

Ah, there you are! Don't be afraid, Jeanne-Marie. You remember me, don't you? I'd never hurt you, would I?

Jeanne-Marie covers herself, her skin-tight costume embarrasses her.

JEANNE-MARIE

Zat is not for me to say, monsieur. I am not in ze 'abit of association wiz naked men!

Walter moves closer.

WALTER

I'm hardly naked. In fact there are beaches...

AURORA

Do not touch me!

He reaches out to comfort her.

WALTER

Jeanne-Marie, please, you must listen to me...

Jeanne-Marie uses her full strength to punch Walter in the face.

JEANNE-MARIE

Animal!

Walter falls backward.

INT. MASTER'S SHIP - ELSEWHERE - CONTINUOUS

Northstar flies down a passageway. He slows down and lands on the ground.

NORTHSTAR

These wretched halls never look the same twice. I've retraced my path several times, but I am lost.

Guardian flies up and lands in front of him. Northstar jumps with a start.

GUARDIAN

Northstar, I was beginning to think you'd never slow down.

NORTHSTAR

Guardian! You followed me here?
C'est impossible!

GUARDIAN

Not entirely. I cheated. I followed
your implant. I can find any of you
at any time.

NORTHSTAR

Any of us? Then you know where my
sister is?

GUARDIAN

Yes, she's safe with Sasquatch.
Let's get to them and find Marinna!

They fly off. The passageways grow and change behind them.

INT. MASTER'S SHIP, LABORATORY - DAY

The Master continues to hold court while his machines
continue to probe Marinna.

THE MASTER

You continue to resist the probes,
even though I have told you to do
so is useless.

MARINNA

Why... Why do you torture me? Why
do you inflict such agony on
another living being?

THE MASTER

Why do you insist on pretending not
to know the purpose of this place?
If you insist... I shall play.

FLASHBACK TO:

A shot from space of a planet completely covered by
structures, it has no remaining undeveloped surface. It is
made from the same growing metal that makes up the Master's
ship.

THE MASTER (V.O.)

A dying planet, its resources
spent, it's every acre crammed with
civilization, its moons and nearest
neighbors colonized. A species
whose very existence is dedicated
to conquest.

From the alien planet, wave after wave of spacecraft fly away in every direction.

THE MASTER (V.O.)

Wave after wave of colony ships were sent out. Each new planet quickly stripped bare, fodder for the machinery of constant expansion.

An individual ship flies over the surface of a prehistoric earth. Dinosaurs walk the land.

THE MASTER (V.O.)

The ships are programmed to seek savage, primitive worlds.

The ship lands in the arctic, with no living creatures nearby.

THE MASTER (V.O.)

They land in a region judged inhospitable to the native fauna.

On the ground, mechanical tentacles grow from the spaceship, reaching far beyond its small size.

THE MASTER (V.O.)

Within a hundred years, it has ceased to be a ship. It is a massive colonization complex.

A room filled with millions of the glowing eggs that hatched Marinna.

THE MASTER (V.O.)

The eggs are then sent out to begin the colonization. Each egg bonds with things in its environment and quickly learns to use the planet's own creatures against it.

The eggs fly outward from the craft in every direction.

THE MASTER (V.O.)

But the ship bound for earth was flawed.

In the egg room, the many eggs glow green. A machine on the wall behind them shows a similar green light.

It switches to red.

THE MASTER (V.O.)

Only one egg managed to survive an explosion in the craft's incubation system.

The egg room explodes, opening up to the arctic terrain nearby.

The eggs are shattered. One egg, though, falls into the ocean and is carried away by the current.

THE MASTER (V.O.)

Millions of eggs were sent to take this world. Only yours seems to have survived.

The caveman version of the Master arrives at the ship.

END FLASHBACK.

In the present. The Master stands above Marinna.

THE MASTER

But your programming was not damaged. You are still female. And with you, I can start the project over. We can still complete our mission.

MARINNA

No! I know nothing of what you say. I am no monster! I am human.

THE MASTER

No, you are not.

He laughs.

He walks over to a control panel and types in a sequence.

THE MASTER (CONT'D)

And as much as it pains me to tell you, you will not be here for what comes next.

Marinna writhes in agony as the laser probes slice into her.

THE MASTER (CONT'D)

You are but one. But you are a species from which many more can be reproduced.

Marinna screams.

THE MASTER (CONT'D)

Each scrap of your flesh can be genetically grown into another of your species. Another for my... army.

Unseen by the Master, a swarm of mosquitos sneaks into the room through and air duct.

They fly over towards Marinna and briefly hover over her.

The mosquitos begin to combine and shift into the form of Snowbird.

SNOWBIRD

Fear not, Marinna. Sasquatch is not the only one with strength.

Snowbird grabs the first of Marinna's manacles and crushes it as if it were paper.

The back wall to the room explodes.

THE MASTER

No!

Guardian and Northstar blast through the wall.

NORTHSTAR

Sapristi! Guardian, I think perhaps we broke too much of this place.

GUARDIAN

Not at all. We had to do maximum damage to ensure we were knocking out vital systems.

Snowbird pulls Marinna from the machine.

THE MASTER

No, it's too soon! This isn't supposed to be happening yet.

He runs back to his chair, sits down and pushes a button.

GUARDIAN

Quick, he's leaving!

Sasquatch arrives through the hole in the wall, carrying an unconscious Jeanne-Marie.

The Master's chair transforms into a small flying craft.

NORTHSTAR

Aurora! Let her go Langkowski, you
beast!

The Master's chair rockets upward and out of the room.
Guardian watches helplessly.

SASQUATCH

Hey, I didn't do anything, she
passed out when I changed to
Sasquatch.

NORTHSTAR

Jeanne-Marie?

GUARDIAN

Dammit, he escaped! My sensors say
he's already got a head start.
Northstar!

Northstar tends to Jeanne-Marie, who is still unconscious.

GUARDIAN (CONT'D)

Northstar! Dammit, he's gone.

The ship starts to shake.

SNOWBIRD

We've got to get out of here! This
place is falling apart.

Chunks of machinery fall around them.

GUARDIAN

Great Scott! What's going on here?

Northstar picks up Jeanne-Marie and flies out the exit.

Guardian grabs Sasquatch and Snowbird carries Marina as they
follow Northstar out the room, which is collapsing.

They fly toward the Omnijet and land outside its doors.
Northstar and Jeanne-Marie are already inside.

GUARDIAN (CONT'D)

Get them inside!

Looking back, they see the land covering the Master's ship
begin to crack and quake.

The ship explodes, knocking Guardian and Sasquatch to the
ground.

What once was a large sheet of ice is nothing more than ocean, as the remains of the ship sink to the bottom of the ocean.

Guardian and Sasquatch get to their feet.

GUARDIAN (CONT'D)
Let's get the hell out of here!

All head into the Omnijet except Snowbird.

SNOWBIRD
Then our task here is done?

GUARDIAN
Yes.

She flies off.

GUARDIAN (CONT'D)
Take care. Keep in touch.

SASQUATCH
She's a cold one, 'eh.

Guardian hits a switch and the Omnijet door shuts.

EXT. SMALLWOOD HOME - DAY

Dan Smallwood stands looking over the cliff near his family home. He stares at the setting sun.

Marinna, dressed in her turtleneck sweater and jeans walks towards him.

MARINNA
If it helps, I am sorry.

DAN
It will help. Later.

She hugs him. He resists at first, but gives in when she refuses to let go.

Marinna reaches into her pocket and pulls out her brooch.

MARINNA
Here.

DAN
Why are you giving me this?

MARINNA
I will be back for it.

She holds it out to him.

MARINNA (CONT'D)
Keep it safe for me?

He hesitates. She fully extends her arm to him.

He takes it.

She kisses him gently, but briefly, on the lips and then walks back towards the house.

INT. FORT ALBANY HOSPITAL - NIGHT

SUPER: Two months later

Michael Twoyoungmen looks at a chart while a nurse withdraws the IV needle from Eugene Judd's arm.

Judd looks as healthy as he's been in a while. He's almost bouncing to get out of bed.

MICHAEL
Well, my friend, you are not entirely out of the woods yet, but there's no reason for you to stay confined to your bed any more.

JUDD
It's about time, eh? Couldn't stand another second cooped up in here.

The nurse takes away the IV.

Michael puts the chart away.

MICHAEL
I'm not giving you a green light to rejoin James. You are not yet in shape for adventuring.

Judd sits up. He's still a little stiff.

JUDD
Not to worry on that front. Haven't you heard from James yet?

Michael frowns.

MICHAEL

Not yet. He wanted me to call him after I finished up with you.

JUDD

Well, not to spoil it for you, but James has pulled the plug.

MICHAEL

Really?

JUDD

No more Alpha Flight.

Michael storms out of the room.

JUDD (CONT'D)

I wouldn't want to be James right now.

Judd climbs out of bed carefully and starts putting on his civilian clothes.

GARY CODY (O.S.)

Mr. Judd?

Judd turns around to see Gary Cody, the Department H liaison, dressed in a full suit and tie.

JUDD

Mr... uh?

CODY

Cody. Gary Cody. We've met.

They shake hands.

JUDD

Of course, you're the Department H guy.

He buttons up his shirt.

JUDD (CONT'D)

Haven't you heard? There's no more Alpha Flight.

He gingerly sits down and starts to put his shoe on. It's a challenge.

CODY

I'm aware of James'... decision. That's... uh...

(MORE)

CODY (CONT'D)
actually why I'm here. How well do
you know your old teammates from
Gamma Flight?

Judd drops his shoelaces and looks up at Cody.

JUDD
Gamma Flight? You have my
attention.

Cody smiles.

INT. PSYCHOLOGIST'S OFFICE - DAY

Jeanne-Marie is dressed more conservatively again. Her hair
is pulled back tightly in a bun and she wears glasses.

She is escorted out of the office of DR. BOSSON, her
therapist. Jean-Paul waits for her.

JEANNE-MARIE
My thanks, Dr. Bosson. You have
been most kind.

DR. BOSSON
Not at all, Miss Beaubier. It has
been my pleasure.

Jean-Paul stands up from the waiting chair.

JEAN-PAUL
Doctor? Have you determined what is
the matter with my sister? Can you
help her?

JEANNE-MARIE
There is the nothing "the matter"
with me, Jean-Paul. Dr. Bosson has
simply confirmed that fact.

DR. BOSSON
Er... Clearly I cannot talk about
such matters with you, Monsieur
Beaubier.

Jeanne-Marie leaves the office.

JEANNE-MARIE
Come, dear brother. It is time we
had some lunch.

Jean-Paul follows.

EXT. STREET CAFE - LATER

Jean-Paul stands up and tosses money on the table.

JEANNE-MARIE

This place is quite lovely, Jean-Paul. I am surprised you would even be aware of such a place.

JEAN-PAUL

I have depth you do not suspect, sister. An old friend lives on this street.

They casually stroll down the street.

JEAN-PAUL (CONT'D)

Perhaps I have spoken of him...
Raymonde Belmonde.

She stops in the street and stares at him with disgust.

JEANNE-MARIE

That man? How dare you take me to
where you...

A woman's scream is heard down the block.

Jean-Paul looks up with concern.

JEAN-PAUL

Wait here, I'm going to see what's
happening.

He speeds off. Jeanne-Marie follows, but at human speed.

INT. RAYMONDE BELMONDE'S APARTMENT - MOMENTS LATER

As Jean-Paul approaches Belmonde's front door, he finds the apartment door slightly ajar.

Gurgling sounds can be heard from inside.

Jean-Paul blasts through the door at super speed to reveal the freshly disemboweled corpse of RAYMONDE BELMONDE.

Belmonde was in his mid-40s, a white man with brownish-but-graying hair.

Jean-Paul quickly searches the apartment and finds no one.

He stares at Belmonde's body.

He kneels down and affectionately touches the man's face.

Jean-Paul leans down and kisses him on the lips.

Jeanne-Marie walks in the door. She screams. She faints.

CUT TO:

Jean-Paul holds Jeanne-Marie and fans her with papers from a nearby table.

She wakes slowly.

AURORA

Get off me, mon frère!

She moves away from him and stands.

JEAN-PAUL

So you're back.

AURORA

It seems I am. Was he your...

Jean-Paul glances at Belmonde. He looks away.

JEAN-PAUL

Yes.

AURORA

I'm sorry.

He stands motionless.

AURORA (CONT'D)

Any thoughts on who did it?

He shakes his head.

AURORA (CONT'D)

Maybe the security camera focused on Monsieur Belmonde's front door could be of help?

She points her thumb back at the door.

INT. BUILDING MANAGER'S OFFICE - MOMENTS LATER

Jean-Paul and Aurora stand in the office of DONNIE, 50s, the building manager and SHERRI, 20s, his secretary.

Aurora sits on Donnie's desk in a flirty way. Sherri moons over Jean-Paul.

JEAN-PAUL
(to Donnie)
Now that you have informed the
authorities, can I see the security
footage from Monsieur Belmonde's
door?

DONNIE
And you say you're with Department
H?

Aurora pulls out her Alpha Flight ID and shows it to him.

AURORA
D'accord.

He takes the ID and looks at it.

DONNIE
Seems legit.

He hands it back to her.

DONNIE (CONT'D)
Sherri, pull up that footage.

Sherri stops staring at Jean-Paul and starts typing on her
PC.

After a few seconds, she stops and turns her monitor so that
everyone can see.

SHERRI
Here we go.

The video starts, but it has no audio. It shows nothing other
than Belmonde's front door.

A man, WILD CHILD, approaches the door, looking around for
others. His face is clearly seen.

Wild Child is no taller than Tom Cruise. He has long blonde
stringy hair and wears nondescript clothes, jeans, a jacket.
His fingers each end in talons.

His face is... different. His features are sharper and more
primitive, like he's as much beast as man. He is
unforgettable and terrifying.

The door opens.

Belmonde is visibly afraid.

Wild Child pushes him back into the apartment.

Belmonde and Wild Child are barely visible inside the apartment.

A few words appear to be exchanged.

Then movement, but it's hard to see.

Seconds later, Wild Child walks out of the apartment, wiping blood of his hands with a towel. Belmonde's body can be partially seen lying on the ground inside.

Sherri gasps.

Wild Child pulls the door mostly closed and leaves.

DONNIE

Oh my god, I've never seen anything like that.

Sherri stops the video. She is crying.

Jean-Paul immediately starts to leave.

AURORA

Where are you going?

JEAN-PAUL

Someone has made a grievous error. And for that I will kill them.

He leaves.

AURORA

Merci. My rude brother appreciates your assistance.

She follows Jean-Paul.

EXT. MASTER'S SHIP - NIGHT

The Master's ship, which is a submarine-like vehicle vaguely in the shape of a fish, sits at the end of a dock on a secluded inlet. Lights are only visible in the distance, the Master is here for privacy.

INT. MASTER'S SHIP - CONTINUOUS

The Master sits in his command chair, which resembles the one he sat in previously. Clearly of the same design.

Standing before him is Gary Cody.

THE MASTER

Show it to me.

Cody pulls his sleeve down.

He digs his fingers into the flesh of his arm and then peels it back, revealing that he is a robot beneath.

A small control panel is visible. There is a slot beneath it for a data chip.

The Master walks over to Cody, carrying a small container.

He opens to container to reveal a data chip.

The Master picks up the data chip and inserts it into Cody's arm.

The display screen turns green.

THE MASTER (CONT'D)

Now, it's time to divide and conquer.

Cody replaces the skin and pulls his sleeve back down.

INT. MALL FOOD COURT - DAY

SUPER: Southbrook Mall, Winnipeg, Manitoba

On the walkway above the food court, an all-comers chess match is in progress. Eight full games are set up, with anyone allowed to join in and try to beat the one man, ALEC, who is playing them all.

Alec is in his early 50s, white man, balding. He wears a green plaid sweater.

He moves his Rook into check against the RANDOM CHESS PLAYER that sits across him. Alec stands up.

ALEC

Twelve twenty-eight. I am overdue for my luncheon break. We will complete this game when I return.

RANDOM CHESS PLAYER

Hey, I don't wanna sit here all day, y'know?

Alec looks down at his watch.

ALEC

I shall return in no more than 40 minutes. I suggest you look upon that time as to be well spent contemplating the ridiculous position into which have maneuvered your king.

The Random Chess player stares down at the board as Alec walks away.

CUT TO:

Alec stands at the one hot dog stand handing money to the CASHIER, a woman in her early 20s.

CASHIER

There you go, mister. One plain hot dog, one black coffee.

ALEC

Thank you. No doubt your culinary marvels are unexcelled.

He walks across the food court towards a more sparsely-traversed part of the mall.

He takes a bite from the hot dog.

JUDD (O.S.)

Alec Thorne?

(softly)

Or should I say Smart Alec?

Alec nearly chokes on the hot dog as he turns around.

Standing before him is Eugene Judd, dressed in civilian clothes.

ALEC

(mouth full of food)

Eugene? What are you doing here?

JUDD

I'm here on behalf of Department H. And Gamma Flight. I have a project you may be interested in.

Alec finishes up the bite of food.

ALEC

Yeah, sure, I'm in. Can't be worse than playing chess at the damned mall.

He tosses the rest of the hot dog and coffee in the trash as they walk away.

CUT TO:

The Random Chess Player looks up from the board.

He looks around, but can't find Alec.

He sighs as he stares at the board again.

INT. APARTMENT OF ROGER BOCHS - DAY

ROGER BOCHS is a man in his 30s. He sits in a high tech, but proprietary wheelchair. Both of Bochs' legs are missing from the knee down.

On the coffee table sit two empty coffee cups.

In the doorway stands Eugene Judd, about to lead. He shakes hands with Bochs. Bochs is friendly, but he doesn't smile.

JUDD

I knew I could count on you, Roger.

BOCHS

How long have we known each other, Judd? It's not like I had any other choice but to say yes.

Judd turns to leave.

JUDD

I've already reserved you a plane ticket to New York.

Bochs frowns.

BOCHS

New York?

Judd shrugs.

JUDD

That's where Cody told us to meet. Things like that are above my pay grade.

BOCHS

I'm glad I have my passport in order.

JUDD

No worries, Department H is on this one.

BOCHS

New York it is. See you there, Judd.

Bochs shuts the door. He turns and crosses the living room.

BOCHS (CONT'D)

I wonder who else he's recruited? Diamond Lil? Flashback? Logan? Hah!

He wheels down the hallway and comes to thick steel door. Bochs enters a number in the keypad on his wheelchair.

The steel door slides open to reveal the large suit of blue and silver armor Roger Bochs dons to become Box.

BOCHS (CONT'D)

Time to dust this old thing off!

He smiles like he hasn't done so in a while.

INT. HUDSON HOME - NIGHT

Heather sits on the couch, watching the news. James isn't home.

The phone rings. Heather flips the TV off and answers.

HEATHER

Hello.

GARY CODY

Hello, is this Heather Hudson?

HEATHER

Sure is. Can I help you?

GARY CODY

Heather, this is Gary Cody.

She frowns.

GARY CODY (CONT'D)

From Department H?

HEATHER

I know who you are. What can I do for you?

GARY CODY

Well... I'm sure James has told you about the Gamma Flight initiative.

HEATHER

Gamma Flight... not exa...

Heather brushes the hair back from her forehead.

GARY CODY

Sure, it's a new project we're working on, to expand upon Alpha Flight.

HEATHER

But I...

GARY CODY

Well, I have confirmed that we will be working directly with the Avengers.

Heather perks up at the A-word.

GARY CODY (CONT'D)

James is otherwise occupied on a recruiting trip.

HEATHER

Recruiting trip? I don't know...

GARY CODY

Yeah, so we're going to need you to fly down to New York right away.

Heather frowns again.

HEATHER

Wait, James didn't say anything about...

GARY CODY

Sure, we can talk about that later. The important part is the part where you're flying to New York. Tonight.

HEATHER

You mentioned that. Tonight? I don't know...

GARY CODY

Tomorrow, we need to you to sit in
on the meeting with Captain America
and Iron Man.

Heather's eyes go wide. She's speechless.

GARY CODY (CONT'D)

Yeah, I know, right?

HEATHER

But I'm not even...

GARY CODY

I know, I know. I said the same
thing myself. But James demanded
that you be there. In New York. He
said he wouldn't go through with
the deal if you weren't there.

She's shocked.

HEATHER

Really? That seems...

GARY CODY

The car is on its way. I'll see you
there.

Heather hangs up. She stares at the phone.

EXT. CANADIAN AIRSPACE, OVER TORONTO - DAY

SUPER: Two days later

Guardian rockets across the sky, deep in concentration.

The Master's voice crackles to life over his communicator.

THE MASTER (O.S.)

Attention, Guardian!

GUARDIAN

Who is this? How did you get on
this line?

THE MASTER (O.S.)

Let's dispense with the
pleasantries. I have your wife.

GUARDIAN

What are you talking about? Who is
this?

THE MASTER (O.S.)
 You'll remember soon enough. I am
 sending you her coordinates. Meet
 us there.

GUARDIAN
 If you touch a hair...

THE MASTER (O.S.)
 If you come and surrender yourself,
 she will be released unharmed.

CUT TO:

Guardian's point of view. He flies through the clear blue sky
 as his computer overlay shows him Heather's location.

He changes direction and flies South.

GUARDIAN
 New York? You monster!

THE MASTER (O.S.)
 Come now. Come alone. Or someone
 dies today!

The line crackles and goes dead.

GUARDIAN
 Northstar!

The communicator crackles.

CUT TO:

Northstar stands atop a public, but relatively empty, ski
 lift, ready to head down the mountain.

NORTHSTAR
 What is it James, I'm busy.

GUARDIAN
 This is a Code Alpha situation.

NORTHSTAR
 Dammit. Who is it?

GUARDIAN
 Some one or some... thing has
 Heather.

NORTHSTAR
 Where?

GUARDIAN

Coordinates sent. Bring the team.
Be quick. Come in quietly, I'm
supposed to go alone.

NORTHSTAR

The whole team?

GUARDIAN

Yes. Except Puck, he's on Marinna's
trail.

NORTHSTAR

Has he found her?

GUARDIAN

Hopefully we'll know soon. Get to
New York. I'm worried.

NORTHSTAR

As fast as I can.

Almost too fast to be seen, Northstar drops the ski poles, unstraps the skis and flies away, dropping his ski clothes to the mountain forest below as he strips to his Northstar uniform.

EXT. JAXON INDUSTRIES BUILDING, NEW YORK - DAY

The Jaxon Industries building isn't the largest one in Manhattan, but it's far from the smallest. It is notable only for the "Jaxon Industries" sign on its side.

INT. JAXON INDUSTRIES BUILDING, NEW YORK - CONTINUOUS

Alec Thorne stands next to Roger Bochs on one side of a conference table in a nondescript conference room.

ALEC

I don't care what you say. I don't
like it. I don't like it all.

At the head of the table stands LILLIAN CRAWLEY, a 6' woman with long black hair.

LILLIAN

You never like it. The entire time
we trained with Gamma Flight, I
don't think you said two words that
weren't complaints.

ALEC

I don't recall inviting you into this conversation. If I want your opinion, I'll give it to you.

Lillian crosses her arms.

LILLIAN

If that was supposed to be funny, it was a waste of time. I don't have a sense of humor.

ALEC

Or much of any other kind of sense it seems to me.

GARDNER MONROE leans on the conference table. He is a man in his late 30s who dresses like he's much younger. Like he's always out looking for a female companion. His hair is prematurely turning white.

GARDNER

You people wanna tone it down? We've all been in this room for maybe 15 minutes and already you're behaving like you've hated each other for years.

Bochs sits in his wheelchair near Gardner.

BOCHS

Gardner's right. I can see why you two never got a try out with Alpha Flight.

GARDNER

Well, you're no prize either, wheels.

Behind Gardner, Wild Child stands staring out the window. He wears a sleeveless vest and blue jeans, his long blonde hair in a pony tail.

GARDNER (CONT'D)

What I wanna know is who's laughing boy who don't wanna show his face?

Gardner points to Wild Child.

WILD CHILD

That's for your benefit, friend.

He turns around, revealing his vaguely inhuman features.

WILD CHILD (CONT'D)
 Most people find my face
 disturbing.

GARDNER
 That cuts it. Bad enough I have to
 hang around with whiners and gimps.
 I draw the line at freaks.

WILD CHILD
 Oh, you are going to wish you
 hadn't said that.

He grabs Gardner by the hair, yanking him backwards. He puts
 his razor sharp claws to Gardner's neck, close enough to draw
 blood.

GARY CODY (O.S.)
 Stop!

Wild Child turns around to see Gary Cody standing in the
 doorway.

CODY
 Let him go or you'll find yourself
 back in the hole I pulled you out
 of so fast you won't know what hit
 you.

Wild Child lets go of Gardner, who fixes his hair vainly.

CODY (CONT'D)
 Now, if you will be seated, we'll
 get on to the task at hand.

They all takes seats around the table.

CODY (CONT'D)
 Since you obviously have not taken
 the time to introduce yourselves
 properly, I'll do the honors.

CUT TO:

Close-up of Roger Bochs.

CODY (O.S.) (CONT'D)
 First, world-class engineer and
 mechanic without equal, Box.

CUT TO:

Close-up of Lillian.

CODY (O.S.) (CONT'D)
 Our indestructible giantess. No
 known force can harm her... Diamond
 Lil.

CUT TO:

Close-up of Gardner.

CODY (O.S.) (CONT'D)
 The living temporal anomaly, a man
 who can summon his own future...
 Flashback.

CUT TO:

Close-up of Alec.

CODY (O.S.) (CONT'D)
 The man with the computer-brain,
 intellect unsurpassed... Smart
 Alec.

Close-up of Wild Child.

CODY (O.S.) (CONT'D)
 And last, but by no means least,
 our resident killing machine, Wild
 Child.

ALEC
 Now that the amenities are
 dispensed with, perhaps you could
 enlighten us all?

BOCHS
 Yeah, where's Judd?

GARY CODY
 Mr. Judd was sent to find your
 former teammate, Roger. Marinna.

Roger relaxes.

BOCHS
 Ah, yeah... he told me about her...
 troubles.

GARDNER
 But that doesn't answer the big
 question. What is this "project"
 you and Judd invited us to join?

Cody smiles.

CODY
Yes, let's get on to the main
course.

INT. JAXON INDUSTRIES BUILDING, NEW YORK - LATER

The Gamma Flight members file out of the conference room.
Cody walks through the other doorway and into a smaller room.
Heather sits tied to a chair, gagged.
Cody cracks a large smile.

CODY
Just setting up the welcome party
for your husband.

Heather stares in horror as Cody peels a mask off to reveal
that he is, in fact, an android and not the real Gary Cody.

CODY (CONT'D)
The Master will be pleased.

Heather struggles with her restrains to no avail.

INT. JAXON INDUSTRIES BUILDING, NEW YORK - CONTINUOUS

Guardian rockets towards the Jaxon building.
From his point of view, we see his computer overlay spot
Heather's heat signature inside the building.
He flies up to a window on the building and melts it, so it
makes no sound.
He inside and finds an empty office conference room where he
expected to see Heather.
Double doors at the far end of the room open and in strides
Gamma Flight in full costume.

GUARDIAN
Uh-oh.

First is Diamond Lil. She wears a green outfit with a yellow
diamond pattern.

DIAMOND LIL
Welcome Guardian. Your lady is very
near.

Next to Lil is Box, who is massive in his blue and silver armor. He turns and looks at Lil.

Next to Box is Smart Alec, who wears a purple and orange costume with a large helmet.

SMART ALEC

Of course, you'll have to go
through us to reach her.

Next is Wild Child, who wears a purple and black costume.

WILD CHILD

We are derelict in our duties as
hosts. We are Gamma Flight.

Last is Flashback, whose costume is a black cowl over a white costume with black gloves and boots. In front of him are three identical copies of him, except that their costumes are reversed color, with white cowls, gloves and boots.

FLASHBACK

And we're gonna kill you!

The doors lock.

Shutters cover the window.

GUARDIAN

You'll try. You'll fail.

The floor starts to descend, taking Guardian and Gamma Flight deeper into the ground. As they sink below ground level, Guardian flies above the ground. None of Gamma Flight can fly, so they remain on the ground.

The below-ground room opens up the size of a football field.

EXT. AN ISOLATED HILLTOP, ONTARIO, CANADA - DAY

Shaman, Aurora and Northstar stand atop the lonely hill.

Shaman points in the distance.

SHAMAN

They come.

NORTHSTAR

'Bout time.

Snowbird and Walter Langkowski walk up to the top of the hill.

WALTER

Why are we meeting here? Why aren't we taking the Omnijet?

SHAMAN

The situation is too dire for such slow transportation.

NORTHSTAR

Some things are even faster than I am. But not many.

Shaman rests his hand on Walter's shoulder.

SHAMAN

The situation is dire, we need the other one, Walter. Are you ready?

WALTER

I'm always ready.

He transforms into Sasquatch. As he grows, he bumps into Northstar and nearly falls. He places his hands on Northstar's shoulders to steady himself.

NORTHSTAR

Keep your stupid paws to yourself. I am not in the habit of being manhandled.

He pushes Sasquatch away. The giant tumbles to the ground.

SASQUATCH

Hey!

He stands up.

SASQUATCH (CONT'D)

You've been in sore need of being taken down a peg or two.

Northstar isn't watching him and Sasquatch grabs him by the arm and lifts him off the ground.

Sasquatch continues to grow larger than he has been before. His eyes glow red.

Northstar throws a few quick jabs to Sasquatch's face and the beast lets him go. Northstar flies out of Sasquatch's reach.

SASQUATCH (CONT'D)

You miserable...

SNOWBIRD

(to Shaman)

Something's wrong with him. He's
become more... bestial.

SHAMAN

I was afraid of this.

He reaches in his pouch and pulls out a short staff.

He kneels down and spikes the staff into the ground.

Vines grow up from the ground and grab ahold of Sasquatch,
whose eyes glow even more red. He grows angrier.

Northstar flies at him and punches Sasquatch in the face.

NORTHSTAR

Excellent. You snared the beast,
now I will teach him the error of
his ways.

AURORA

Non! Stop this madness!

SNOWBIRD

You're only making him more angry!

Northstar doesn't listen. Snowbird transforms into a white
owl as she flies at Northstar's face to distract him.

NORTHSTAR

Snowbird! Blast you, keep out of
this!

Shaman reaches into his pouch.

SHAMAN

Enough!

He throws mystical powders at Sasquatch.

Snowbird transforms back into a human and stands between
Northstar and Sasquatch.

SNOWBIRD

He's not in control.

She holds up her hands to keep Northstar back.

NORTHSTAR

What?

Sasquatch screams.

The redness leaves his eyes and he begins to return to his normal size, which is still quite large.

Sasquatch's face softens.

SASQUATCH

What...? What happened to me?

SHAMAN

No time for explanations now. If you are back under control we must be on our way.

SASQUATCH

I... I'm fine.

Shaman pulls the staff from the ground and puts it in his pouch.

The vines recede and Sasquatch is freed.

Shaman reaches into his pouch again.

SHAMAN

Guardian needs us. Heather needs us. And this will carry us to them.

He tosses magical powders into the sky and they grow into a ring of energy.

The energy ring grows until it encircles the whole group.

It drifts to the ground and Alpha Flight disappears.

INT. JAXON BUILDING BASEMENT - CONTINUOUS

Shaman and Alpha Flight appear in the Jaxon basement.

Guardian flies above the room's floor, shooting an energy blast at Diamond Lil. The blast ricochets off of her into the ceiling, doing a little damage. This room is sturdy.

SASQUATCH

Holy!!

DIAMOND LIL

You should know by now you can't hurt me, Guardian.

Guardian sees his teammates.

GUARDIAN

Alpha Flight, you finally made it.
Pick a partner and let's finish
this fight.

WILD CHILD

Don't get cocky.

One of Flashback's clones lays on the ground unconscious.

SMART ALEC

Flashback! Only you can reach
Guardian!

FLASHBACK

As you say.

He stares up with concentration at Guardian.

With an almost comical pop, a clone of Flashback appears
midair, and lands atop Guardian, knocking him off balance.

Guardian flips the clone across the room and into the wall,
knocking it unconscious.

Another clone appears upon Guardian.

And another.

And another.

Soon he can barely be seen among a crowd of clones. He falls
to the ground.

Aurora launches off the ground, straight at Wild Child.

AURORA

You ugly freak, you'll pay for your
crimes.

WILD CHILD

Ugly, oh for shame! One freak
shouldn't call another names.

She's distracted and Wild Child is fast. His claws slash at
her.

They rip her uniform and draw blood. She falls to the ground.

Wild Child hovers over her.

WILD CHILD (CONT'D)

And now...

SNOWBIRD

Hold, Wild Child! You are not the
only one with claws!

She transforms into a large polar bear.

But her powers falter and she falls to the ground, still in
her Snowbird form.

SNOWBIRD (CONT'D)

My... my limbs grow weak. My powers
desert me!

Diamond Lil towers over the weakened Snowbird.

DIAMOND LIL

Nice timin', Birdie.

Diamond Lil grabs Snowbird in a headlock. Lil begins to choke
Snowbird to death.

SASQUATCH

Do something!

Shaman reaches into his magical pouch.

SHAMAN

Not even my magics can harm Diamond
Lil's form. But there are more...
subtle solutions.

No one but Diamond Lil can see anything, but she sees the
powders thrown by Shaman turn into small demonic creatures.
Millions of small demonic creatures. They overwhelm her.

Everyone else sees Lil fall to the ground, clawing at her
head and chest.

Shaman rushes to help Snowbird.

SHAMAN (CONT'D)

What is it? What ails you child?

Snowbird's skin and frame have begun to wither away.

SNOWBIRD

I'm... I'm too far from...

She passes out. Shaman catches her.

He doesn't see Smart Alec sneak up behind him.

Alec grabs Shaman's pouch.

SMART ALEC

Haha, now that I've relieved you of
your bag of tricks...

He opens the bag and goes to look inside.

SHAMAN

No, do not look...

Alec peers inside the pouch as he reaches within.

He stops moving.

He stares into the bag, motionless.

He continues to stare as mystical vapors begin to emit from
the bag. As he stares, they curl around him and, after long
enough...

SHAMAN (CONT'D)

NO!

The mists pull Alec into the bag, bulging as he shrinks to
fit through the pouch's mouth and disappears.

The pouch falls limply to the ground.

Shaman rushes towards it.

Across the room, Box has hoisted Sasquatch above him and
spins the giant in a circle.

BOX

You disappoint me, Sasquatch. I
expected a real fight out of you.

Box throws Sasquatch across the room and into the wall.

Sasquatch starts to get up, but his eyes start to grow red as
his rage grows.

He hesitates, though, and cowers away from Box as the red
goes away.

Elsewhere, Wild Child holds Jeanne-Marie, who is now dominant
again. Her shoulder bleeds as she cowers from him as he
prepares to attack again.

Northstar flies at him full speed, ripping him away Jeanne-
Marie, who falls to the floor.

Northstar flies across the room with Wild Child seeming to
enjoy the ride so far.

NORTHSTAR

And now, let's vary your little game.

Northstar is filled with a calm rage.

Northstar flies full speed towards the wall at the end of the room.

NORTHSTAR (CONT'D)

Not so eloquent when you aren't preying on those weaker than yourself.

Wild Child laughs maniacally.

NORTHSTAR (CONT'D)

Your discomposure will be short lived...

He throws Wild Child at the wall.

NORTHSTAR (CONT'D)

...as will you!

Wild Child's neck snaps as he hits the wall. He falls dead to the ground.

Guardian emits an energy blast from his armor and the clones of Flashback fly off of him, crashing into the wall and ground unconscious.

Guardian flies directly into the original Flashback, knocking him out as well. Guardian's momentum carries him into the wall and through it, into the next room.

In the new room, Gary Cody has removed any pretense and reveals his android form.

Heather is bound and gagged in a chair in the corner.

CODY

Thank you for joining us, James.

GUARDIAN

Who are you?

CODY

It matters not who I am, but who my boss is.

GUARDIAN

What are you talking...?

Cody leaps towards Guardian, smashing him into the wall.

CODY
You can't win, James.

Guardian's armor begins to glitch. His force-field disappears. Cody grabs Guardian by the head and rips off Guardian's helmet.

GUARDIAN
W-wait?

Cody smashes his fist into Guardian's now bare head.

CODY
Your life is mine, James. I own it.
And I am going to grind it out of
you.

Cody backhands Guardian, who falls to the ground.

He scrambles to get up as the android comes after him.

Guardian reaches up towards the torn part of his armor and rips a few circuit wires loose.

As the android comes at him, Guardian jams the wires into the android's eye socket. The android begins to sputter and spark.

It staggers back away from Guardian.

CODY (CONT'D)
Nice try.

He reaches down and pushes the button on his wrist.

The android explodes.

James lays on the ground, battered and bloody. His armor was damaged extensively in the explosion and it now sparks and crackles.

He stands up and looks at Heather, who is struggling with her restraints.

Guardian looks at Heather.

GUARDIAN
I've got to get this armor off.

He reaches down and takes off one of his gloves and throws it to the ground.

GUARDIAN (CONT'D)
The suit's taken such a pounding,
it'll blow any second if I don't
cut it loose.

Heather looks frantic and struggles more.

GUARDIAN (CONT'D)
I don't know how long I have, so
let me get...

He looks up at Heather.

The armor explodes, James falls to the ground dead.

Shaman rushes into the room. He rushes to Heather and loosens her restraints.

She pulls the gag from her mouth and screams.

She gets as close to James' burning remains as she can before falling to her knees.

SHAMAN
Heather?

Her head drops as she cries.

Northstar helps Jeanne-Marie walk into the room. Walter Langkowski, in his human form, follows.

NORTHSTAR
Flashback's out cold. Wild Child
has been taken care of. The others
fled when they heard the first
explosion.

Shaman holds up a hand to quiet Northstar. He looks up at them.

SHAMAN
(quietly)
James.

Jeanne-Marie gasps. Sasquatch and Northstar stare in shock.

INT. SMALLWOOD HOME - DAY

Eugene Judd sits on the couch in Dan Smallwood's living room, a beer in his hand. The house is nice, wealthy nice.

Dan sits across from Judd in a chair. His beer sits on a silver coaster on coffee table made of a dark cherry wood.

In his hands is the brooch Marinna left him. He stares at it.

DAN
It's just... it's all that I have
left of her.

JUDD
I know how you feel.

Dan looks up.

DAN
Do you?

Judd puts his beer down on the silver coaster.

JUDD
You can imagine that I've lived a
rough life, eh?

Scars are visible on his body in multiple places.

JUDD (CONT'D)
Maybe Marinna's told you some
stories?

He fumbles a little as he picks up his beer.

DAN
Yes.

Dan audibly slurps as he takes a sip.

JUDD
You think I'm a man that stands by
his word, eh?

Dan nods.

JUDD (CONT'D)
I give you my word, I'll bring the
brooch back.

Dan nods.

JUDD (CONT'D)
And if you love her, and I believe
you do, the best thing you can do
is hand me that brooch and let me
get on my way.

Dan can't hand him the brooch quickly enough.

Judd finishes off his beer and sets it on the coaster.

JUDD (CONT'D)
I needed that. Thanks.

He hops up and heads for the door.

INT. LUXURY APARMENT, VANCOUVER, BRITISH COLUMBIA - DAY

In the bathroom of a luxury apartment, Jeanne-Marie turns of the water in the shower and gets out.

She dries off and puts on her robe.

In front of the mirror, she begins to dry her hair.

She wipes the steam from the mirror to see Aurora staring out at her.

AURORA
Let me out!

JEANNE-MARIE
No!

Aurora's arms reach out from the mirror to grasp Jeanne-Marie.

She rushes out from the bathroom, Jean-Paul is watching a ski competition on television.

JEAN-PAUL
What is it? What's wrong?

JEANNE-MARIE
It's her, she's here.

JEAN-PAUL
She isn't here. There is no her.

He grabs her by the arms.

JEAN-PAUL (CONT'D)
You are Aurora.

JEANNE-MARIE
I am Jeanne-Marie!

JEAN-PAUL
You one and the same.

JEANNE-MARIE
Non!

She slaps him and runs to her bedroom.

He stares after her.

EXT. AN ISOLATED HILLTOP, ONTARIO - DAY

Walter sits upon a rock at the top of the hill. Snowbird stands next to him staring towards Hudson Bay.

WALTER
I couldn't control it.

SNOWBIRD
Did this rage come from within?

WALTER
I... I don't... no. I was fighting
it. Like an other.

SNOWBIRD
What do you know of the Great
Beasts?

Walter stares up at her.

SNOWBIRD (CONT'D)
There are things older than this.

She waves her hands towards the lights of Fort Albany.

SNOWBIRD (CONT'D)
Powerful beings that provide much
of the power of the North.

WALTER
So... what can I do about that?

SNOWBIRD
When the rage is upon you, you must
find something to connect you to
the real world. The world of human
beings.

Walter stares at the Bay.

SNOWBIRD (CONT'D)
I know you never married, Walter.
Do you have something to connect
you to this world? Family?

Walter turns and looks at her.

WALTER
None to speak of.

SNOWBIRD
What do you live for?

WALTER
Now? Who knows?

He stares back out towards the water.

WALTER (CONT'D)
The only thing that ever gave me
joy...

He stands up.

WALTER (CONT'D)
(grinning)
...was knocking the crap out of
people on the football field.

Snowbird is concerned.

SNOWBIRD
Football?

WALTER
It's a game. I used to be pretty
good at it.

SNOWBIRD
And this game is meaningful?

WALTER
If you play it right, it sure is.

He grins at her.

INT. SARCEE RESERVE, CALGARY, ALBERTA - DAY

Inside Michael Twoyoungmen's office, Michael sits at his desk
across from Heather.

MICHAEL
You didn't need to come in for
these team evaluations. The
evaluations were only meant for
active Alpha Flight members.

HEATHER
I consider myself to be part of
Alpha Flight.

Michael nods.

MICHEAL

I know you have your own therapist,
so why are you here today?

HEATHER

I want to know what you are doing
to find whoever killed James.

MICHAEL

Alpha Flight is working on that.

Heather stares at him.

MICHAEL (CONT'D)

We believe Gamma Flight and the
android were sent by an alien
operative we previously met, the
Master.

Heather nods.

HEATHER

Thank you. What's next.

MICHAEL

Puck... Eugene has been hunting
down Marinna.

HEATHER

And?

MICHAEL

We have reason to believe that
Marinna and the Master have a
connection.

HEATHER

And you know where they are?

MICHAEL

We think so.

HEATHER

And?

MICHAEL

As soon as we confirm the location,
we fly out.

HEATHER

I want to go.

Michael frowns.

MICHAEL

No. You aren't healthy enough. You aren't trained. You aren't ready.

HEATHER

Your team is in tatters. You need me.

Michael shakes his head.

MICHAEL

Heather, as your doctor and your friend, I must insist you get some rest.

HEATHER

I've been resting for too long. My husband was murdered. I want to do something about it.

MICHAEL

I'm sorry, Heather, I cannot approve of your participation in our efforts.

Heather glares at him.

EXT. TORONTO WATERFRONT - DAY

Eugene Judd sits at the end of a dock. He holds Marinna's brooch in his hands.

It glows stronger as he sits and waits.

A ripple comes across the water towards him. He stands up.

Marinna leaps out of the water and lands on the dock.

JUDD

Hello, Marinna.

MARINNA

Judd! I... did not expect it to be you. After...

JUDD

I don't carry grudges, Marinna.

MARINNA

Why did you summon me?

JUDD

Alpha Flight is a team.

MARINNA
Not much of one.

Judd looks up.

JUDD
No, but it's the best one I've got.
You, too.

MARINNA
I... I'm not like the others. I'm
not like you.

Judd walks closer to her.

He reaches out to touch her, but he thinks twice and pulls his hand back.

Behind them, a small craft rises from the ocean and flies over and lands on the dock.

Judd and Marina turn towards the ship.

MARINNA (CONT'D)
Get out of here, quick!

JUDD
There's nowhere I can go. Who is
it?

MARINNA
I'm sorry?

JUDD
What did you do?

MARINNA
It wasn't me. I didn't know he
followed me.

The door on the side of the craft opens.

MARINNA (CONT'D)
Run!

DIAMOND LIL (O.S.)
Too late for that.

Diamond Lil and Box rush from the ship, followed by dozens of clones of Flashback.

Judd tries to fight off the Flashback clones, but they quickly overwhelm him.

INT. THE MASTER'S SHIP - LATER

Puck is held up between two Flashback clones. He acts more hurt than he really is. Marinna is guarded by several other clones.

They lead Puck in front of the Master, who sits upon his command chair.

THE MASTER

Eugene Judd. You must be Alpha Flight's mascot.

Puck glares at him.

PUCK

Call off your trained goons and I'll show you who's a mascot.

The Master laughs. He subtly taps the arm rest with his left hand.

The Flashback clone on Puck's left loosens his grip just a bit.

Puck yanks free of the clone, grabs ahold of the other clone and swings his feet up and smashes into the clone's face, completely freeing himself.

He sprints towards the room's exit.

Diamond Lil holds up her hand and no one chases Puck as he leaves.

Puck makes it outside the chamber and immediately grabs his communicator and pushes the button.

PUCK (CONT'D)

Code Alpha! I've found the Master, but I'm in deep trouble! Get here now!

Diamond Lil, Box and a dozen Flashback clones follow Puck into the corridor, ready to overwhelm him.

INT. LUXURY APARMENT, VANCOUVER, BRITISH COLUMBIA - DAY

Northstar stands in his costume, Aurora is just pulling hers on.

NORTHSTAR

I do not think you should go.

AURORA

And why not?

She finishes zipping up her costume.

NORTHSTAR

You are not... healthy.

AURORA

And who are you to judge things?
You ski, you are not a doctor,
n'est-pas?

NORTHSTAR

You are not... stable.

She turns and stares into his eyes.

AURORA

I am in control.

NORTHSTAR

For how long?

AURORA

How much were you in control when
you killed Wild Child?

Northstar glares back at her.

AURORA (CONT'D)

I am sorry. But you are in no
position to judge my ability to
fight.

NORTHSTAR

But...

AURORA

You must trust me, mon frère. I
will let you know if I need your
assistance, non?

He doesn't budge.

AURORA (CONT'D)

Let's go save our friends. They
need us.

She flies off.

Beat.

He follows. He never stops frowning.

EXT. SARCEE RESERVE, CALGARY, ALBERTA - DAY

Outside at the reservation, Shaman, in full costume, stands with the rest of Alpha Flight.

Heather stands speaking to Michael while the others stand near the Omnijet.

MICHAEL

You don't have powers. You're dealing with the most intense trauma one can experience...

Heather is crying.

HEATHER

But I have to do something about James' death. I'm going to do something.

MICHAEL

I can't approve of you going along. We can't approve.

He nods towards the rest of the team, who stand stoic.

SHAMAN

We will do our best, Heather. We will make things right.

The walk aboard the Omnijet while Heather stares after them.

She wipes the tears from her eyes.

INT. HUDSON HOME - MOMENTS LATER

Inside, Heather walks down the staircase to her basement.

She walks up to a bookcase on the back wall.

She reaches up and pulls out a book.

The case slides open to reveal the spaces for three sets of Guardian's armor. One is empty, the other two contain full suits of armor.

Heather reaches up and takes down the helmet from the center suit of armor.

HEATHER

I know what James would want, and I'm not going to let him down whatever else happens.

She pulls the helmet on over her face.

She touches a button on the side of the helmet. The eyes light up with energy.

HEATHER (CONT'D)
Heather MacNeil Hudson isn't beaten yet.

She flies out the window of her home.

INT. MASTER'S COMMAND SHIP - LATER

The Master sits in his command chair. Flanking him are Flashback (just one of him now, no clones), Diamond Lil and Box.

Puck is tied up and sits on the floor behind Gamma Flight.

Marinna stands next to him, but she isn't bound.

A ring of energy begins to crackle and Shaman teleports the team into the room: Snowbird, Aurora, Northstar and Sasquatch.

SHAMAN
Release your prisoners and surrender. Or suffer the consequences.

The Master laughs.

THE MASTER
Let's find out what these consequences are. Get them!

Box bounds forward and connects to Shaman's jaw with his armored fist.

Shaman falls unconscious.

Battle erupts around him.

Snowbird shifts into her Polar Bear form and attacks Box.

Northstar flies straight at Diamond Lil, preparing to ram directly into her.

Flashback immediately begins making clones and in seconds a half dozen of them are crawling all over Sasquatch.

Aurora smashes through some of the Flashback clones, but he keeps producing more.

Marinna reaches down and cuts Puck's bonds with her claws.

PUCK

Thanks! Let's take care of
Flashback.

The two wade into the growing number of Flashback clones,
each of which is taken out easily.

PUCK (CONT'D)

They don't have any powers, you can
take them out easily.

He does a somersault, knocking out a Flashback clone with
boots to the face.

The Master, who was watching Marinna and Puck, opens a
compartment on his command chair.

Sasquatch smashes one of the Flashback clones in the face and
his nose starts bleeding profusely.

Sasquatch pulls back in fear and stops punching. The clones
start to overwhelm him.

SASQUATCH

Not... again!

As Northstar makes another pass to attack Diamond Lil, she
uses surprising speed to dodge him.

When he comes back by, she leaps onto his flying form and
begins to pummel him with blows to the head and body.

The blows don't affect him.

DIAMOND LIL

I can't hurt you while you're
concentrating, huh? Let's see if I
can distract you, eh?

Diamond Lil pummels Northstar, who keeps flying.

Marinna swats a Flashback clone with her claws and he falls
bleeding to the ground.

She stands facing the Master. He pulls a small vial of green
liquid from his chair.

Snowbird, as a polar bear, is holding her own with Box,
keeping him on the defensive.

But it doesn't last. Box manages to free his right arm. He
points it at Snowbird and shoots a dart into her.

She screams, then reverts to her human form. She falls to her knees, out of breath.

Aurora does her best to pull Flashback clones off of Sasquatch, but there are too many.

Sasquatch's eyes begin to glow red. His rage grows.

Northstar is distracted enough that he and Diamond Lil crash into a wall.

She immediately pops up, unharmed. He's a bit groggy.

DIAMOND LIL (CONT'D)

Finally.

She picks him up and tosses him into the other wall. He's stunned but otherwise unharmed.

The Master throws the vial of green liquid at Marinna's feet.

Vapors rise from the liquid into Marinna's face.

As she inhales, she grows angrier and physically more bestial.

Puck, having dispatched the Flashback clone that was harassing him reaches towards Marinna.

PUCK

Hey, are you...

Marinna slashes at him.

This time he's fast enough to get out of the way.

She pursues him.

PUCK (CONT'D)

Crap!

He cartwheels away from her.

The Master looks around the room. He smiles. His team is winning.

Suddenly, Heather arrives wearing one of her husband's suits of armor. She explodes through the side of the ship, her armor's energy field shredding the entrance to the ship.

She flies in and lands on the deck in front of the Master.

HEATHER

I don't know who you are what the hell you think you're doing, but I'm Vindicator, this is Alpha Flight and your day is about to end.

She rockets forward into the Master, crashing him into his command chair with a small explosion.

Shaman begins to stir.

Sasquatch watches Heather attack the Master. He smiles as he concentrates. The redness in his eyes goes away.

Then he takes charge.

He bursts through the pile of Flashback clones covering him and starts throwing them left and right, using them as weapons against each other.

He spots the original Flashback and with one punch, no more new clones appear.

Aurora fights off several clones and sees that Diamond Lil is about to deliver a killing blow.

Northstar is groggy, but he reaches his hand out to Aurora.

She breaks free from Flashback and flies directly towards Northstar.

When their hands touch, a brilliant flash of light emanates from them.

Diamond Lil is knocked out by the blast, as are the remaining Flashback clones.

Aurora and Northstar then fly full speed at Box, ripping his armor to shreds as they fly by again and again.

Marinna has finally caught up to Puck.

She leaps at him. He manages to grab her wrists and prevent them from slicing him, but she falls on top of him, doing everything she can to reach him and kill him.

Vindicator picks up the Master from the pile of rubble, he's conscious.

She rips off his helmet, revealing his face.

VINDICATOR

You killed my husband.

She raises up her fist to blast him directly in the face.
 Shaman pulls powders from his bag and tosses them at Marinna.
 They do nothing at first and she continues to assault Puck.
 But then they start to kick in and she relents.
 As she stands, he releases her wrists and gets up.
 Vindicator turns off the energy field on her suit.

VINDICATOR (CONT'D)
 But I'm a better Canadian than you
 are.

She punches him in the face, knocking him out.

EXT. THE MASTER'S SHIP - MOMENTS LATER

The members of Alpha Flight stand on the dock.

VINDICATOR
 I'll contact Department H about
 picking this up. Sasquatch, hang
 back with me for security.

SHAMAN
 Gather around everyone, it's time
 to leave this place.

Aurora and Northstar join Shaman while Sasquatch follows
 Vindicator towards the Master's ship.

Puck begins to follow, but Marinna grabs his arm and takes
 him aside.

MARINNA
 Judd... I'm sorry.

He smiles.

PUCK
 No worries.

MARINNA
 But I could've killed you. Twice.

PUCK
 But you didn't.

He takes his hand in hers.

PUCK (CONT'D)
It's okay. I forgive you.

She smiles. They drop hands.

She frowns.

Puck nods.

MARINNA
I... I'm not going back. I... have
some things to learn about myself.

PUCK
I figured as much.
(beat)
I have to give Dan the brooch. Any
message?

She smiles faintly.

MARINNA
Tell him I said thank you.

She dives into the water and is gone in an instant.

Puck rejoins the group and Shaman teleports them away.

FADE TO CREDITS.

EXT. PRIVATE RESIDENCE, CALGARY - DAY

A modest two-story home sits among a nondescript neighborhood's nearly identical homes.

INT. A NONDESCRIPT CALGARY HOME - MORNING

EMILY STRANG, a beautiful blonde woman in her early 20s cracks open two eggs, directly into an iron skillet.

She carefully measures out a half cup of milk and pours it into the skillet.

She turns and walks to put the milk in the fridge.

Behind her, the eggs start to bubble and grow.

And grow.

And grow.

Emily turns around and screams.

INT. A NONDESCRIPT CALGARY HOME - LATER

Emily Strang leads Shaman through her living room towards the kitchen.

SHAMAN
Is the manifestation still occurring?

EMILY
I... I think so. I've been afraid to go near the kitchen to check.

SHAMAN
Is it always this cold in here?

EMILY
N-no. It's gotten colder since...

SHAMAN
Cold is a common element of such a manifestation as this.

He casts a spell with a hand gesture. His hand begins to glow with yellow flames. He stares into the flames.

SHAMAN (CONT'D)
Yes, the spirit energies are still present. And enraged.

Emily covers her mouth.

SHAMAN (CONT'D)
I fear I must confront the entity directly.

He walks up to the door. A yellow glow emanates from below it.

Shaman opens the door.

A Great Beast made of scrambled eggs fills the room. It has a massive mouth filled with razor sharp teeth.

RANAQ
I am Ranaq the Devourer and my time to feed has arrived!

Shaman shuts the door and taps a communicator on his wrist.

SHAMAN
Vindicator, Snowbird, everyone!
Code Alpha! I need you in Calgary immediately. Sending coordinates.

He taps the communicator. Then he reaches in his pouch and hurls arcane powders at the Great Beast.

FADE OUT.