

Nina NANO

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EXT. HYPERSPACE VORTEX

No telling if it's day or night, past, present or future. A shapeless, multi-colored cloud swirls around the battered NANO-1 Spacecraft as it flees an Enemy Ship.

The Enemy Ship is bigger, meaner...and it's gaining on them.

INT. NANO-1 SPACECRAFT (MOVING) - HYPERSPACE

Within the battered confines of the Nano-1, three crew members work frantically at their stations.

A LOUD BOOM rocks the ship, jolting them all. LESCA (30s), female tough-as-nails Crew Chief turns to KESSEL (30s), the cynical Science Officer.

LESCA

They're pickin' us apart! Kessel,
how much farther?

KESSEL

Hard to say -- scopes are jammed.

LESCA

How about some shield action,
Britt?

BRITT (40s), scruffy, muscular Weapons Officer, pounds on his console like an angry bear.

BRITT

If we had a full crew we'd have
shields.

KESSEL

Destination is locked, but
something's a little off...

LESCA

No time to be picky -- we gotta
make an all-or-nothing push!

KESSEL

But--

LESCA

NOW, Kessel!

Kessel shakes his head, revs up the engines.

EXT. HYPERSPACE VORTEX

The Enemy Ship closes in, FIRES a barrage of glowing red needles at the Nano-1.

The Nano-1 weaves left and right, dodging the blasts.

The Enemy Ship gains on the Nano-1 -- an ugly metal shark bent on consuming the wounded minnow.

INT. NANO-1 SPACECRAFT (MOVING) - HYPERSPACE

Britt stares at his aft scopes.

LES
 LESCA
 Hang on, kids. Here we go.

Lesca mashes a flashing blue button.

EXT. HYPERSPACE VORTEX

The Nano-1 levels off. The Enemy Ship gains as--

A massive BLAST comes from the rear of the Nano-1.

The Enemy Ship is blown backward as the Nano-1 tears through hyperspace and disappears.

INT. ENEMY SHIP (STOPPED) - HYPERSPACE

The rusty interior is lit only by flashing indicator lights. Whining ALARMS sound.

A jagged figure claws up the side of the wall, metal CREAKING as he stands. ALLOY is as ugly as his ship -- a patchwork Frankenstein's monster made of both shiny and rusty metals.

Two more jagged, CREAKING figures stand: COPPER and IRON.

COPPER
 We lost 'em, sir.

ALLOY
 As Joe McCarthy said, "Never confuse a single defeat with a final defeat when it comes to world domination."

Iron scratches his metal head.

IRON
 I think his name is pronounced 'Fitzgerald'.

COPPER
 (to Iron)
 I thought it was 'Gatsby'--

Alloy GROWLS, shoves his cohorts. They fall with a CRASH.

ALLOY
 Find them!

INT. NANO-1 SPACECRAFT (MOVING) - OUTER ZONE

The crew members brace themselves as they hurtle through the blurry, kaleidoscope Outer Zone toward their destination.

KESSEL
 Impact in three...two...one...

The ship punches through a beige-colored wall and stops short. The crew members fly out of their seats and crash to the floor.

After a beat they get up, MOANING.

BRITT
 When are we gonna get seat belts
 for this thing?

The ship rocks back and forth like a boat. Kessel flips switches and levers.

KESSEL
 Gyroscopic stabilizers online.

The ship stops rocking.

LESCA
 Kessel, give me a visual.

The forward screen brightens to reveal a pinkish liquid enveloping the ship. Particles float in the odd, cloudy sea.

LESCA
 Thank God. We may have a chance
 after all. Status?

KESSEL
 Fifty to sixty percent damage
 across the board: weapons, drive
 systems, shields, airframe...

BRITT
 Lovely.

Lesca CRACKS her knuckles, heads for the Pod Bay.

LESCA
I'll confirm our location.

Kessel looks troubled as he studies his console.

KESSEL
I'm getting some very strange
readings here...

INT. NANO-1 SPACECRAFT - POD BAY - INNER ZONE

Lesca enters an oblong expanse with five pods that resemble giant light bulbs. She hops into one, hovers toward the door.

EXT. INNER ZONE

Lesca's Pod emerges from the Nano-1, glides through the mysterious pink sea.

INT. LESCA'S POD (MOVING) - INNER ZONE

Lesca studies readings on a small monitor.

LESCA
Scan looks good so far.

BRITT (V.O.)
(through radio)
You're clear. Proceed with caution.

EXT. INNER ZONE

Lesca's Pod emerges from the pink sea, enters an enormous tunnel. Thrusters ignite. Lesca lifts off, enters the tunnel.

INT. LESCA'S POD (MOVING) - INNER ZONE

Lesca flips some switches.

LESCA
Approaching exit point.

At the end of the tunnel, a faint orange light appears through the forward shield. Lesca flies toward the opening.

EXT. OUTER ZONE

Lesca's Pod exits the massive tunnel.

INT. LESCA'S POD (MOVING) - OUTER ZONE

Lesca flies toward the faint orange LIGHT, backs off her thrusters and rotates.

LESCA
I'm clear. Scanning for visual...

Lesca's eyes widen. Her mouth falls open.

LESCA
Oh. My. God.

KESSEL (V.O.)
(through radio)
What've you got? Let's see it.

Through the Pod shield, Lesca stares at the 'Inner Zone' she just exited: a sleeping, very small 13-YEAR-OLD GIRL.

INT. NANO-1 SPACECRAFT (STOPPED) - INNER ZONE

Kessel and Britt sit side-by side squinting at the fuzzy image like a pair of anxious moviegoers.

BRITT
Focus!

The image sharpens.

KESSEL
That's not Richards. Who is that?

INT. LESCA'S POD (STOPPED) - OUTER ZONE

Lesca does a pan and scan on a--

FRAMED PHOTO of a large man in a Special Forces uniform standing beside the sleeping Girl.

LESCA
I think...it's his daughter.

INT. NANO-1 SPACECRAFT (STOPPED) - INNER ZONE

Lesca paces. Britt's face turns red. Kessel runs tests.

BRITT
How did this happen?

KESSEL
We scanned for Richards' DNA and with the sensors being damaged--

LESCA

We have to find Richards. Maybe try the video files again.

KESSEL

Can't, there's a code glitch -- I can only access nonclassified video files. But let me try something...

Kessel rattles a few keys, glances at his screen.

KESSEL

Found him: Arlington Cemetery. Major Isaac Richards was killed in action three years ago.

A hush falls across the room.

BRITT

Three years ago? We've only been out here for twenty-four hours.

KESSEL

That's hyper time. In real time it's been about three years--

LESCA

How do you know he's dead?

KESSEL

Sent a recon unit into her brain.

BRITT

Maybe we can find another soldier, get back on track, yeah?

KESSEL

Doubtful. The nanobots deployed on impact. They've already spread throughout her system.

Britt slowly sinks into a chair.

LESCA

(desperate)
Maybe...she's like her dad.

INT. BATHROOM - MORNING

NINA (13), small girl with big glasses, stands on top of a small vanity SCREAMING for her life.

NINA

Help! Somebody HELP ME!

EDGAR (6), Nina's little brother, dressed in pajamas with 'DINOSAUR SLEEP OVER '09' on the shirt enters with a yawn.

EDGAR
What is it this time?

Nina points at something on the floor with a shaky hand.

NINA
Spider. Spider! SPIDER!

Edgar squints to see what she's pointing at.

EDGAR
I don't see anything.

NINA
(low)
By the toilet. Kill it. I'll give you a dollar, just kill it now.

Edgar picks up the tiny spec, approaches Nina.

EDGAR
Look. You can hardly even see it.

NINA
Aaaagh! Keep it away from me! Are you out of your mind?

EDGAR
But it's already dead.

Their mother, RUTH (40s), a few extra pounds, enters.

RUTH
(to Nina)
Now what are you screaming at?

Edgar lifts the lid, drops the dead spider in the toilet.

EDGAR
A very small, dead spider.

NINA
Flush it. Flush it! FLUSH IT!

Edgar looks up at Ruth.

EDGAR
She needs help.

As Edgar leaves, Nina slowly steps down from the sink, looking around for unseen threats.

RUTH
Nina, I wish you'd get a grip.

NINA

That thing could have killed me.
You know I'm allergic to spiders.

RUTH

That thing couldn't have killed a
dust mite. And you're not allergic
to anything.

Nina splashes water on her face, takes several deep breaths.

NINA

You're in denial, Mother. I have a
weak heart. I could go any second.

Ruth shakes her head, SIGHS despairingly.

INT. NANO-1 SPACECRAFT - INNER ZONE

The crew witnesses the whole episode on a large screen.
Lesca's eyes are pinched closed. Britt sits with his head
wrapped in his hands. Kessel looks indifferent.

KESSEL

Told you something wasn't right.

The crew slowly recovers -- Lesca the fastest.

LESCA

Okay, so she's not like her father.
But maybe when she knows what's at
stake...

Britt and Kessel wait for her to finish.

LESCA

I think we should contact her.

BRITT

How do you suggest we do that
without giving her a heart attack?

KESSEL

Yeah. If she dies of fright we're
all a'goner.

LESCA

We can't waste any more time. She
needs to know what's coming.

Britt and Kessel consider this.

BRITT

Lesca's right. This girl may be one-tenth her father's size, possessing none of his strength, courage, survival skills, military training, combat experience--

LESCA

Gee, don't pull any punches, Britt. How bad off are we?

KESSEL

Major Richards had ice water for blood. Guy was fearless. Nanobots respond to emotions too ya know.

LESCA

(heavy)
I know.

KESSEL

You want to brief the kid? Fine. What are you gonna say?

EXT. NINA'S NEIGHBORHOOD - VARIOUS - DAY

Nina walks along the sidewalk to school, passing one normal house after the next. Her bookbag is almost as big as she is.

As she passes a large house with a big lawn--

LESCA (V.O.)

(through ear speakers)
Um...hello? Can you hear me?

Nina stops, turns around. No one there. Odd. It was clear as a bell, if somewhat electronic. She starts walking again.

LESCA (V.O.)

(through ear speakers)
I'm not sure what to say here...

Nina stops, turns. No one there. She pouts in anger.

NINA

Jason, if this is one of your stupid jokes I'll infect your computer with a virus so nasty it'll be unfit for recycling.

Nina looks around.

LESCA (V.O.)
 (through ear speakers)
 My name is Lesca Valander. I'm the
 Crew Chief aboard the Nano-one and--

Nina SNORTS a laugh, walks on.

NINA
 Jason, you are SO gonna rue the
 day. I don't know how you're doing
 this but your Macbook is toast. I
 hope you enjoy the Dark Ages.

LESCA (V.O.)
 (through ear speakers)
 I knew your father.

Nina stops in her tracks, looks around with concern.

NINA
 Who are you? This isn't funny.

LESCA (V.O.)
 (through ear speakers)
 Believe me, I know. Can we please
 talk somewhere private?

Nina shakily whips out a can of pepper spray.

NINA
 You think I skipped two grades in
 school by being stupid? I don't
 talk to strangers, much less go off
 with them to someplace private.
 Especially invisible strangers.

Nina turns about, looking for the source of the voice.

NINA
 You come near me I'll burn your
 eyes out.

LESCA (V.O.)
 (through ear speakers)
 What if I show myself?

Nina tightens her shaky grip on the pepper spray.

NINA
 I'm warning you...

Lesca materializes before Nina as a PROJECTION.

NINA
 What the...?

Lesca remains in Nina's sight even when she turns her head.

LESCA (PROJECTED)
It's a holographic image projected
on your right eye. No one can see
or hear me but you. Now can we--?

Nina sways a bit. Her eyes close. She collapses on the grass.

INT. NANO-1 SPACECRAFT - INNER ZONE

Britt and Kessel react.

BRITT
Whoa! She fainted. Nice going,
Lesca. Kessel, make sure she didn't
bang her head on something.

LESCA
Calm down. She landed on the grass.

KESSEL
She could have landed on train
tracks. You should've waited 'til
she was sitting down.

LESCA
Will you just wake her up?

KESSEL
Aye-aye, Chief. One simulated
smelling salt coming up...

EXT. NINA'S NEIGHBORHOOD - VARIOUS - DAY

Nina awakens with a GASP. She COUGHS, looks around.

NINA
What...? What happened?

LESCA (PROJECTED)
You fainted.

Nina sits up, sees Lesca's image again.

NINA
Oh God. I knew Edgar would drive me
crazy sooner or later.

LESCA (PROJECTED)
You're not crazy, Nina. But we need
to talk. Someplace private. Please.

EXT. PARK - DAY

Nina sits on a park bench looking out at the water. She tries to get a grip on reality as she breathes into a paper bag.

Lesca's image stands before her.

NINA
This can't be happening.

LESCA (PROJECTED)
We were supposed to land inside
your dad's body, but...

A faint look of sadness clouds Nina's expression.

LESCA (PROJECTED)
...we landed inside you instead.

NINA
So fly out again! Shoo! Go away!

Nina comically blows air out of her nose, tilts her head and thumps it, as if trying to dislodge a water bubble.

LESCA (PROJECTED)
It's not that easy. When we crash-
landed inside you, we released
millions of nanobots and--

NINA
You did what? I'm contaminated! I
can feel my throat closing up...

Nina chokes, breathes into the bag, removes it.

NINA
What do you want with me?

LESCA (PROJECTED)
Your memory banks show that you
know about your dad's involvement
in the nanobot weapons project.

Nina lowers the bag. Her face brightens with recognition.

NINA
Yeah. I took a peek in his computer
on a rare occasion when he was
home. I still don't see--

LESCA (PROJECTED)
All you need to know right now is
that we need your help.

NINA

With what?

LESCA (PROJECTED)

Saving the world.

Two beats. Nina bursts into SNORTING laughter.

NINA

Clearly you have the wrong girl. I mean, I'm a freshman for God's sake!

(checks watch)

I'm gonna be late for school. Let's just pretend this never happened.

LESCA (PROJECTED)

Please, Nina. Just listen to me--

NINA

I said no. I don't know what my father was into, but I'm not him.

Nina stands. She collects herself, brushes off her clothes.

NINA

You'll have to find another host.

Lesca's image slowly vanishes. Nina hefts her huge bookbag onto her shoulders, heads for school.

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel wrinkles his face in disgust, points at the screen.

KESSEL

Did she just call us parasites?

BRITT

That went well. Atta girl, Lesca.

LESCA

You wanna try?

KESSEL

She said 'find another host', which, if I'm not mistaken--

LESCA

Kessel, run diagnostics on her digestive system; I want to know what she's eating, what minerals she's lacking, the whole deal.

KESSEL

Right.

Kessel heads back to his station.

KESSEL

(low)

I am not a parasite. Little brat.

LESCA

Britt, give me a breakdown on her skeletal and muscular systems, run some integration tests.

Britt nods, returns to his station.

LESCA

All we can do is prepare and hope she comes around. Soon...

EXT. HYPERSPACE VORTEX

Alloy's ugly Enemy Ship hovers in roughly the same location. Little probes fly off in various forward directions.

ALLOY (V.O.)

There's got to be a particle trail out here somewhere.

INT. ALLOY'S SHIP (STOPPED) - HYPERSPACE

Alloy scopes out Earth on a large screen, looking for traces of the Nano-1. Copper and Iron work at separate stations.

ALLOY

They have no savior to run to, no one to help them now. When we capture their broken ship...

Alloy reaches out to a digital map of the Earth. The gnarled shadow of his clenched fist appears to crush it.

ALLOY

Earth's minerals and all its living things will be mine to command.

Iron turns from his station.

IRON

Found something, sir.

Alloy and Copper approach Iron's station.

IRON
It's faint but there's a trail
leading to this area.

ALLOY
Prepare to breach.

EXT. HYPERSPACE VORTEX

Alloy's ugly menace of a ship blasts through the fabric of space and vanishes.

EXT. NINA'S HIGH SCHOOL - AFTERNOON

Nina walks toward home with JASON (15), smallish and nerdy.
Nina looks around nervously as if expecting Lesca to return.

JASON
You okay? You've been acting
weirder than usual all day.

NINA
I'm fine. Just...distracted.

JASON
Got just the thing to cheer you up.

Jason pulls out a video game from his backpack.

Nina takes the video game from Jason.

NINA
Another homemade video game?
(reading title)
Alien Zombie Ninja Warriors.
(sarcastic)
Be still my beating heart.

JASON
It's got seventeen levels and--

NINA
No. It's my day to pick the game.

Jason looks devastated.

INT. NINA'S HOUSE - GAME ROOM - AFTERNOON

A pool table sits in the middle of the Game Room. A dart board hangs on the wall and a card table sits in the corner.

Jason looks around at the dated games, heaves a SIGH.

JASON

Video games were invented for a reason. It's called evolution.

Nina sets down her heavy backpack.

NINA

Be quiet and rack 'em.

INT. NINA'S HOUSE - GAME ROOM - AFTERNOON (LATER)

A cue ball zips across the felt, banks off the side and CLACKS with a solid 9, sinking it.

JASON

How many opponents have died of old age waiting for their turn?

Nina casually hits the cue ball, missing on purpose.

NINA

There. Happy?

Jason takes position, lines up a shot. He shoots, misses badly, sinks a solid and the cue ball.

JASON

How'd you get so good?

Nina lines up for a shot. Her expression clouds a shade.

NINA

My dad taught me -- the half-dozen times he was home. I picked up everything...

Nina attempts a complex triple-bank shot. She barely misses.

NINA

Agh! Except the triple.

Jason lines up a shot.

JASON

Do you uh...miss your dad?

Nina shrugs.

NINA

I keep a photo of him on my night stand -- makes my mom feel better. He used to send me video messages once a week. Then one week I didn't get one and...I just knew.

Jason shoots, knocking a stripe off the table onto the floor.

NINA
They contacted us a couple days
later. I didn't cry though, not
even at the funeral. Still haven't.

JASON
That's pretty strange.

Jason picks up the striped ball.

NINA
When you hear about a stranger
dying do you cry?

Jason considers this, rolls the striped ball into the pocket.

INT. NANO-1 SPACECRAFT - INNER ZONE

The crew watches the screen.

KESSEL
Video messages...

LESCA
Weren't those stored on the base
server?

Kessel spins in his chair, types away at his console.

KESSEL
Yup. We grabbed most of what was on
it before 'Metal Head' destroyed
the lab. They're nonclassified so I
should be able to access them.

LESCA
See if there's anything for Nina.

INT. NINA'S BEDROOM - NIGHT

Moonlight spills in from the skylight as Nina gets ready for bed. She glances at the photo of her and her dad.

LESCA (V.O.)
(through ear speakers)
Nina?

Nina closes her eyes, annoyed.

NINA
Not again. I said leave me alone.

LESCA (V.O.)
 (through ear speakers)
 I know but...we heard you talking
 earlier and--

NINA
 You were spying on me?

LESCA (V.O.)
 (through ear speakers)
 We found a video message from your
 dad. The last one he tried to send.

Nina slowly sits on the bed.

LESCA (V.O.)
 (through ear speakers)
 I think you should see it. Please.

Nina crosses her arms, leans against the wall.

NINA
 Fine.

An image flickers in front of Nina's right eye. It's her dad,
 MAJOR ISSAC RICHARDS (40s), strong and handsome in uniform.

ISSAC (PROJECTED)
 Hi, Nina. How's my favorite
 daughter?

Nina blinks, unimpressed.

NINA
 Lame.

ISSAC (PROJECTED)
 I hope you're doing well, and
 everything.
 (long, troubled beat)
 Nina, I wanted to apologize for not
 being there more often.

INT. NANO-1 SPACECRAFT - INNER ZONE

The crew listens as Issac's message plays.

ISSAC (V.O.)
 (through speakers)
 I took an oath to defend my country
 from all enemies, foreign or
 domestic. And I've kept my promise.

INT. NINA'S BEDROOM - NIGHT

Nina's expression softens as her dad goes on.

ISSAC (PROJECTED)

I guess being a hero doesn't mean very much if you can't be with the people you love the most.

(a beat)

I just wanted you to know...I've been proud of you since the day you were born. First time I saw you I said, 'This little girl is special.'

Nina's expression continues to soften.

ISSAC (PROJECTED)

You can do anything you want in this world, Nina. Anything. Don't ever forget that. And always remember that I love you very much.

Issac smiles, kisses his hand, holds it up in a wave. The image fades.

Nina looks at her night stand. She picks up the--

FRAMED PHOTO of her and her dad. A tear splashes the glass.

Nina presses the photo to her chest, lowers her head...and cries.

INT. NANO-1 SPACECRAFT - INNER ZONE

The crew is visibly moved by Issac's message and Nina's reaction. Britt wipes his eyes. Kessel glances at him.

KESSEL

(to Britt)

Are you crying?

BRITT

What? Nah, got an eyelash or somethin'.

Lesca turns to Britt and Kessel.

LESCA

I'm pulling the plug. We can't do this. She's just a kid.

Britt nods solemnly. Kessel shakes his head.

KESSEL

Well, I guess worrying about going home is a moot point now.

Kessel walks off toward his station.

LESCA

We all want to go home, Kessel. I have a niece, Britt has a wife--

KESSEL

And I have a son I haven't seen in over three years!

Kessel glances at a photo taped to the wall: him and his son.

Lesca can't think of anything else to say for a moment.

LESCA

Prepare to recall the nanobots.

INT. ALLOY'S SHIP (MOVING) - OUTER ZONE

The front screen shows a nighttime flyby visual of Nina's neighborhood, then an old junkyard a few miles away.

ALLOY

It's perfect. Take us down.

The image on the screen shows a flyby of junked cars. The ship closes in on one, flies under it.

EXT. JUNKYARD - NIGHT

The tiny ship, about the size of a small hornet, flies inside the rusted car's frame and touches down.

INT. ALLOY'S SHIP (STOPPED) - OUTER ZONE

Alloy surveys the screens, turns to Copper and Iron.

ALLOY

They're somewhere in this neighborhood. Go.

Copper and Iron turn and exit the ship.

EXT. JUNKYARD - NIGHT

Two tiny solo ships fly out of the car frame, out of the junkyard, and head toward the telephone lines.

EXT. COUNTRY ROAD - NIGHT

The two tiny ships race up a telephone pole, enter a--
PHONE LINE and split off in two directions. They absorb
information from phone signals, radio, Internet and TV.

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel and Britt work at recalling the nanobots.

KESSEL
Recalling the nanobots is crazy.
Where are we gonna find a five-
foot, ninety pound--

BRITT
Host?

Kessel scowls at him.

BRITT
How long can we last in the outer
zone running for our lives?

KESSEL
Don't know. Guess we'll all find
out tomorrow.

Lesca hops up from her chair, faces them in anger.

LESCA
If either of you geniuses has a
better idea I'd love to hear it.

Kessel stands, faces her.

KESSEL
It's suicide, and you know it.
Ship's not even at sixty percent.

LESCA
She's clearly not ready for this.

BRITT
Nobody is ready for what's coming.

INT. ALLOY'S SHIP - OUTER ZONE

Copper and Iron return from their recon mission.

ALLOY
Well? Do you have a location?

COPPER

No, sir. But we found an old news report.

Copper plugs in to a socket. The--

SCREEN shows CARLY O'BRIEN (30s), talking about Major Isaac Richards in a news report. A tree behind Carly's head makes it look like she's wearing a puffy green hat.

CARLY O'BRIEN (V.O.)

(through screen)

...Major Isaac Richards leaves behind a wife and two children...

ALLOY

Children? What children?

IRON

A girl, ten, and a boy, three.

Alloy adds up the pieces.

ALLOY

She'd be thirteen now. No. They couldn't have... Access communication log.

KESSEL (V.O.)

(through speakers)

Destination is locked, but something's a little off...

Alloy's soft CHUCKLING builds to a ROARING mechanical LAUGH.

ALLOY

Where does she go to school?

COPPER

She skipped two years of grade school. She's a freshman now. Only one high school in this area.

Alloy savors the moment. He turns and strides across the bridge -- a microscopic Napoleon drunk with power.

ALLOY

We could wait and make plans... But as Richard Nixon said, "A good plan violently executed now is better than a perfect plan executed next Tuesday."

Iron glances at Copper, back to Alloy.

IRON

That sounds more like Patton--

COPPER

What happens next Tuesday?

Alloy's big moment ruined, he rips a chair out of the floor, hurls it at Copper and Iron, bowling them over.

ALLOY

Release the mechanoids!

EXT. JUNKYARD - NIGHT

A waft of what looks like fast-moving dark gray smoke emerges from the wrecked car. It sinks into the field of junk.

After a few beats, rusted and bent metal starts to move.

A MAGNIFIED VIEW shows millions of little 'mechanoids' (tiny cube-like spiders) twisting the metal into insect-like shapes.

A NORMAL VIEW shows the twisted, man-sized forms crawling out of the junkyard like the dead from a rusted cemetery.

EXT. SCHOOL BUS DEPOT - NIGHT

From a distance, six man-sized, rusted metal creations scurry toward the rows of school buses.

They crawl underneath them, latch on to the undercarriages.

EXT. NINA'S SCHOOL - DAY

Nina walks slowly toward school, looking bummed out. Waiting by a tree, Jason walks up to join her.

JASON

You'll never guess what. You know that virtual reality game I've been working on? I think it's gonna work! Last night I... You okay?

Nina shrugs.

NINA

I guess.

Jason gently rests a hand on her shoulder.

JASON

What's wrong?

NINA

I got a video message from my dad.
The last one...before he died.

JASON

Oh. I guess that could be tough.

Nina glances at Jason.

NINA

It was easier when I thought he
didn't care.

Jason pats her gently on the shoulder.

The bell RINGS as they hurry up the stairs to the school.

INT. ALLOY'S SHIP - OUTER ZONE

Alloy paces in rapt anticipation. A picture of Nina's face fills several screens.

Copper and Alloy, a little more dented and banged-up than before, stand at their stations.

COPPER

Face recognition on line. Drones
are in position.

ALLOY

Go get her.

EXT. BUS PICK-UP AREA - DAY

A twisted metal JUNK ROACH the size of a large man slowly emerges from underneath a parked bus. Five more Junk Roaches emerge from other buses, crawl menacingly toward the school.

INT. CLASSROOM #1 - DAY

A WOMAN TEACHER (30s), thin, glasses, lectures before her class. Ironically, the lesson is about insects.

WOMAN TEACHER

Millions of years ago, some insects
could grow to be two feet in length
and weigh up to fifty pounds.
Thankfully, we don't have any that
size running around today.

The door CRASHES open. Perched on its four rear legs, a Junk Roach looks around the room.

The Woman Teacher SCREAMS. The students SCREAM. Kids' faces are seen close up from the--

JUNK ROACH'S POV: it scans them through cracked, dirty headlight lenses.

The Junk Roach grabs one student, holds him upside down. Student SCREAMS. Junk Roach scans him, tosses him into the--

HALLWAY

--where the student lands in a heap. He gets up, grabs the--
FIRE ALARM lever and pulls.

INT. CLASSROOM #2 - DAY

A stuffy MALE TEACHER (40s) reacts to the SCREAMING and the FIRE ALARM. He calmly faces his class, walks to the door.

MALE TEACHER
Alright, students. Don't panic.
Form a single-file line and--

The door BURSTS open, knocking the Male Teacher out cold.

The students all SCREAM as another Junk Roach storms in.

Nina sits in the back corner. Her eyes widen in horror.

NINA
Oh God...

INT. NANO-1 SPACECRAFT - INNER ZONE

Like a submarine below the surface during a hurricane, all is calm on the Nano-1.

KESSEL
Got a few nanobots lodged in the
optical center. They won't return.

Lesca checks the main--

SCREEN: a Junk Roach scans and tosses students aside.

LESKA
Oh no. They found her. Code red!
Battle stations! Re-deploy all
nanobots! Go-go-go!

Britt and Kessel spring into action.

EXT. INNER ZONE

The nanobots, biomechanical ladybug-looking devices (much 'cuter' than Alloy's mechanoids) pour out of the Nano-1 and replicate as they race to their assigned locations.

INT. CLASSROOM #2 - DAY

Nina backs against the far wall as the Junk Roach grabs a student, scans her face, tosses her aside.

Nina presses against a door, tries the handle. Locked.

INT. NANO-1 SPACECRAFT - INNER ZONE

The crew works frantically at the consoles. Outlined images of Nina's body flash on the screens.

LESCA
Prime the arms and legs first!

BRITT
You got it.

LESCA
Kessel, focus on vital protection.

KESSEL
Already there.

LESCA
No time for a test, guys. This is for real.

INT. CLASSROOM #2 - DAY

The Junk Roach spots Nina in the corner. It moves toward her.

Nina gasps for breath as she rattles the locked door handle.

LESCA (V.O.)
(through ear speakers)
Nina, grab the door handle.

Nina looks around, startled at first by Lesca's voice.

NINA
I already tried. It's locked!

The Junk Roach throws a desk, SHATTERING it against a wall.

INT. NANO-1 SPACECRAFT - INNER ZONE

Britt throws a lever forward.

BRITT
Integration link is active!

INT. CLASSROOM #2 - DAY

Nina quivers in terror.

LESCA (V.O.)
(through ear speakers)
Grab the handle and turn it! Now!

Nina grabs the handle, turns and...

It SNAPS off in her hand like ribbon candy. Nina looks at the broken door handle as the door opens.

NINA
Whoa.

LESCA (V.O.)
(through ear speakers)
Nina, look out!

The Junk Roach scans Nina, aims a sharp stinger at her and--

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel grabs a toggle.

KESSEL
Evasive!

INT. CLASSROOM #2 - DAY

Nina ducks to the right. The move is fast and involuntary. Junk Roach stabs through the door, yanks it off the hinges.

LESCA (V.O.)
(through ear speakers)
Run, Nina!

Nina dashes through the door as the junk roach struggles with the impaled door. Another Junk Roach enters. And another...

INT. HALLWAY - DAY

Nina exits the adjoining classroom, races down the hallway. She moves fast -- much faster than normal.

Three Junk Roaches chase after her, CLACKING, CLANGING and SCREECHING on the tile floor.

NINA
What the heck is going on?

LESCA (V.O.)
(through ear speakers)
Just trust me and do what I say.

NINA
Trust you? There weren't any giant metal bugs in my life before you showed up!

A Junk Roach rounds the corner, cutting off Nina's escape. She stops in her tracks, petrified.

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel watches three monitors at once.

KESSEL
Hostile at twelve o'clock.

BRITT
I see 'em. Lesca...?

LESCA
Got it.

INT. HALLWAY - DAY

As the Junk Roach scurries in, its stinger extended forward like a rusty lance. Nina closes her eyes.

LESCA (V.O.)
(through ear speakers)
No no, open your eyes, Nina!

Nina opens her eyes at the last second and--

She ducks, grabs the Junk Roach's stinger and hurls it down the hallway into three others.

There's a loud CRASH as they collide, pieces flying.

Nina looks at the wreck, stunned.

NINA
Did...? Did I do that?

LESCA (V.O.)
(through ear speakers)
Sort of. Keep moving, turn left.

Nina races down the hallway, turns left.

INT. HALLWAY - EAST - DAY

Nina rounds the corner to find an obliterated classroom. Junk Roaches have punched a huge hole where the door used to be.

Rubble is strewn about. Nina looks devastated.

NINA
No. Not the science lab.

From inside the lab--

JASON (O.S.)
Help! Someone help me!

Nina runs to the ragged hole.

INT. RUINED SCIENCE LAB - DAY

Nina runs in to help Jason. The science lab is utterly destroyed. Jason is trapped under a large, fallen shelf.

NINA
Jason!

JASON
Nina! Get some help. I'm stuck.

Nina crouches down by the shelf...

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel works feverishly at his console.

KESSEL
Rerouting power...

An outline of Nina's small body on Kessel's screen shows nanobots filling her arms and legs.

INT. RUINED SCIENCE LAB - DAY

Nina puts her hands on the shelf.

LESCA (V.O.)
(through ear speakers)
Go ahead, Nina. Lift.

JASON
Are you nuts? You're never gonna--

Nina lifts the heavy shelf off Jason, throws it aside. Jason stares at her in shock.

JASON
Whoa. What'd you eat for breakfast?

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel checks his screens, shakes his head.

KESSEL
That's it. Cells are depleted.
(heavy)
She's on her own now.

INT. RUINED SCIENCE LAB - DAY

Nina helps Jason up, wraps his arm around her shoulder. She turns as three Junk Roaches block the door.

JASON
(low)
We're being invaded -- by aliens
from a rusty metal planet.

LESICA (V.O.)
(through ear speakers)
Nina, your energy cells are
depleted.

NINA
(to Lesca)
My what?

JASON
(to Nina)
What?

LESICA (V.O.)
(through ear speakers)
We can't help you.

NINA
Great.

Junk Roaches creep in. Nina sees a bottle of liquid nitrogen, gas valves for the Bunsen burners, a fire extinguisher...

NINA
Take a deep breath!

Nina and Jason take deep breaths. The Junk Roaches close in. Nina grabs the extinguisher, sprays them. CO2 fills the room.

Nina and Jason crawl on the floor. Jason grabs the bottle of liquid nitrogen. Junk Roaches grasp for Nina in the CO2 fog.

A Junk Roach severs the gas line for the Bunsen burners.

She and Jason scurry faster and reach the door as--

INT. HALLWAY - EAST - DAY

--a Junk Roach grabs Nina's leg. Jason points the bottle of liquid nitrogen at the Junk Roach's rusty metal leg.

JASON

Hold still!

He sprays the metal leg with the liquid nitrogen, SNAPS it off with his foot!

They crawl away. Nina pries off the dead metal leg, tosses it aside. They run down the hallway.

INT. RUINED SCIENCE LAB - DAY

Disoriented Junk Roaches clang together in the CO2 fog. One of them knocks over a jar of chemicals.

They watch as it hits the floor, ignites the gas and--

EXT. NINA'S SCHOOL - REAR - DAY

The hallway EXPLODES as Nina and Jason exit the school. They're thrown out the back doors onto the grass.

Nina and Jason look upon the smoldering hole in the school. Sirens WAIL in the distance.

NINA

You okay?

JASON

Yeah. Freaked out, but yeah.

The flaming hole in the school morphs into--

EXT. NINA'S SCHOOL - REAR - DUSK

A news report is underway. Bright lights shine on the devastated school. Fire engines and police cars are parked nearby, lights flashing.

Carly O'Brien delivers her news report. She's unaware of the fire engine ladder and leaning flag pole behind her -- they look like antennae coming out of her head.

CARLY O'BRIEN
 Science project gone bad? Earlier
 today this school was the site of
 an unusual attack.

INT. NINA'S BEDROOM - DUSK

Nina lies on her bed watching the news report. She wears a small bandage on her forehead, has a scratch on her chin.

CARLY O'BRIEN (V.O.)
 (through TV)
 Junk robots entered the school,
 terrorized students and vandalized
 more than a dozen classrooms.

STUDENT (V.O.)
 (through TV)
 I'm not sorry my algebra test was
 interrupted, but it was scary.

Ruth KNOCKS, enters with a cupcake and a glass of milk. Nina MUTES the TV.

RUTH
 Hi, sweetie. Brought you something.

NINA
 I'm not hungry.

Ruth sets the cupcake and milk down on the night stand.

RUTH
 You should eat something. It'll
 make you feel better.

Nina starts to say something when--

Edgar enters, sees the cupcake on the night stand.

EDGAR
 Nina, you gonna eat that?

RUTH
 Never mind, Edgar. You had yours.
 (to Nina)
 If you need to talk--

Edgar grabs the cupcake, runs out. Ruth goes after him.

RUTH (O.S.)
 Edgar. Come back here.

EDGAR (O.S.)
I licked the frosting. Now can I
have it?

Nina looks back at the--

MUTED TV SCREEN: Scared students, wrecked classrooms, the
blackened hole where she and Jason could have been killed...

Nina gets up, winces a little. She stands before her mirror,
glances at the photo of her and her dad on the night stand.

ISSAC (V.O.)
You can do anything you want in
this world, Nina. Anything. Don't
ever forget that.

Nina pushes up her big glasses, dons an expression of rigid
determination.

INT. NANO-1 SPACECRAFT - INNER ZONE

The crew runs diagnostics after their first battle.

KESSEL
Okay, I just wiped the grid: no
more records of Nina for Alloy to
track. New records will be hidden.

BRITT
It's a miracle she's still
breathing.

LESCA
For a scared girl I think she did
pretty well, considering.

KESSEL
We did pretty well. That was us.
She froze up. I told you: the
nanobots respond to emotions.

Lesca starts to reply when--

NINA (V.O.)
(through speakers)
Hello? Can anyone hear me?

LESCA
We hear you, Nina. Go ahead.

INT. NINA'S BEDROOM - NIGHT

Nina stands before the mirror.

NINA
I've been thinking about what
happened...about the kids at my
school. Some of them got hurt.

INT. NANO-1 SPACECRAFT - INNER ZONE

The crew listens as Nina goes on.

NINA (V.O.)
(through speakers)
I don't want that to happen to
anyone else.

INT. NINA'S BEDROOM - NIGHT

Nina picks up the photo of her and her dad.

NINA
I know I'm not my dad. I'm just a
scared kid with a big brain. But
I'll give it my best shot.

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca smiles faintly, faces the others. Not convinced, Kessel
shrugs. Britt frowns, nods.

LESCA
Are you sure you want to do this?

NINA (V.O.)
(through speakers)
I'm sure.

LESCA
Then we'll give it our best shot,
too.

INT. NINA'S BEDROOM - NIGHT

Lesca appears before Nina as a projection.

LESCA (PROJECTED)
It'd be easier to brief you if I
could access our classified video
files -- 'code glitch' or
something. Anyway, here's what--

NINA
A code glitch? Can you show me?

KESSEL (V.O.)
 (through ear speakers)
 I doubt you can fix it...

A PROJECTION of complex programming code slowly scrolls by.

NINA
 Stop. Fourth line down, at the end.
 That should be a colon, not a semi.

KESSEL (V.O.)
 (through ear speakers)
 Got to be kidding me. Stand by...

A rapid series of projections flash in front of Nina's eyes.

SERIES OF PROJECTED SHOTS:

- GRAINY VIDEO LOG: LT. COLONEL MALLOY (50s), large and obsessed, studies mechanoids (ugly, cube-like metal versions of nanobots) on a magnified screen. MPs burst in, take him into custody.
- COURTROOM FOOTAGE: Exhibits show images and schematics of mechanoids fusing with a human body. Angry judge bangs gavel.
- SECURITY FOOTAGE: Malloy escapes custody, knocks out both MPs, returns to the--
- SECURITY FOOTAGE: inside nanobot lab. Malloy opens a glass tube filled with what looks like smoke. He inhales and is transformed into a patchwork metal monster.

LESKA (V.O.)
 (through ear speakers)
 Malloy's mechanoids were programmed incorrectly. Ninety-five percent of his body turned into metal.

- SECURITY FOOTAGE: a window etched with 'Lt. Colonel Carl. S Malloy' shatters, leaving only the word 'ALLOY' behind.
- SECURITY FOOTAGE: Malloy splices human DNA with the mechanoids -- COPPER and IRON emerge.

LESKA (V.O.)
 (through ear speakers)
 Using DNA from other soldiers, he made two more like him.

- SECURITY FOOTAGE: Alloy smashes into a building. People run in all directions. A glimpse of Nina's father appears--

- SECURITY FOOTAGE: in a hangar, Lesca, Kessel and Britt race to the Nano-1. The bay door EXPLODES open. Alloy enters as the Nano-1 flies through a 'Reducer Ring', appears to vanish.

LESCA (V.O.)
 (through ear speakers)
 We barely escaped. The Reducer had never been tested on humans before. But we didn't have much choice.

- SECURITY FOOTAGE: Alloy transforms an old airframe into an ugly ship. He, Copper and Iron enter the ship, fly through the same Reducer Ring, vanish. The Reducer Ring EXPLODES.

LESCA (V.O.)
 (through ear speakers)
 Unfortunately the self-destruct was a bit too slow.

BACK TO SCENE.

Nina looks distracted.

NINA
 The clip with my dad got cut off.
 (beat)
 Show it again.

PROJECTED IMAGE: SECURITY FOOTAGE shows Nina's dad helping people to safety. He FIRES a pistol at Alloy, trips an alarm. Alloy's shadow closes in. Image ends with a flash of light.

BACK TO SCENE.

Nina looks equally angry and sad.

Lesca appears as a projection.

LESCA (PROJECTED)
 I'm sorry, Nina. We didn't know your dad tripped the alarm. If we knew maybe we could have...
 (a beat)
 He saved everyone in that building.

NINA
 (low)
 Not everyone.

Nina collects herself.

NINA
 So Alloy's mechanoids created the metal bugs that attacked my school?

LESICA (PROJECTED)
 Yes. Unlike nanobots, mechanoids
 only manipulate inanimate objects
 and they can't replicate as fast.

NINA
 But if he combined the two...

LESICA (PROJECTED)
 He could infect all living
 things...and control them.
 Releasing the nanobots into the
 body of a highly trained soldier
 was the best way to stop him.

Nina thinks a moment as this sinks in.

NINA
 Wait. If the Reducer was
 destroyed...how will you ever get
 back to normal size?

Lesica's expression is troubled for a moment.

LESICA (PROJECTED)
 Let's not worry about that now. We
 need to get you ready.

NINA
 What do I have to do?

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel talks to Nina as he studies his screens.

KESSEL
 You need to eat better. Lay off the
 cookies and cakes.

INT. NINA'S HOUSE - KITCHEN - NIGHT

After dinner, when Ruth puts a big cookie in front of Nina
 she declines -- she grabs a banana from a bowl instead.

KESSEL (V.O.)
 (through ear speakers)
 Less sugar, more fruits, veggies,
 iron, vitamins and minerals.

Edgar races in, grabs Nina's cookie and races off. Ruth
 chases after him.

INT. NINA'S HOUSE - KITCHEN - MORNING

Dressed in a sweat suit, Nina finishes her scrambled eggs, drinks a glass of milk and grabs an apple.

KESSEL (V.O.)
 (through ear speakers)
 Diagnostics indicate you're low on
 iron, zinc, copper and methane.

NINA
 Methane?

KESSEL (V.O.)
 (through ear speakers)
 Right. Methane's hard to replicate,
 and we're gonna need it. Eat a bean
 burrito once in a while.

Nina cocks an eyebrow.

INT. NANO-1 SPACECRAFT - INNER ZONE

Britt studies Nina's outline on the screen.

BRITT
 I've devised a training regimen.

INT. NINA'S HOUSE - GARAGE - DAY

Nina pulls a sheet off her bicycle. Aside from the dust it looks brand new. Nina pokes at the tires, grabs a tire pump.

BRITT (V.O.)
 (through ear speakers)
 Your muscle mass and stamina are
 too low. That's why you ran out of
 juice during the attack at school.

Nina pumps up a tire, gives the wheel a spin and--

EXT. NEIGHBORHOOD STREET - DAY

--the same wheel spins as Nina huffs and puffs while riding her bike up a small hill.

BRITT (V.O.)
 (through ear speakers)
 We'll start with cycling and move
 on to strength conditioning. Get
 your butt in gear, little lady.

EXT. NINA'S FRONT YARD - DAY

Nina removes her big glasses, squints.

LESCA (V.O.)
(through ear speakers)
You can't wear glasses inside your
nanoarmor. Kessel has a solution.

As Nina looks at a blurry tree a hundred yards away. Her vision pulls sharp focus.

NINA
Wow, that's pretty--

Her vision zooms in super close on a spider weaving a web.

Nina SCREAMS.

KESSEL (V.O.)
(through ear speakers)
Nanovision is operational. And no,
you can't use it all the time.

Nina's vision pulls back, goes blurry again. She puts her big glasses back on, shudders from the image of the spider.

NINA
I'm okay with that.

EXT. NINA'S BACKYARD - DAY

Dressed in loose clothing, Nina awkwardly performs Thai Chi on the grass. Edgar looks on, tries to imitate her.

BRITT (V.O.)
(through ear speakers)
Thai Chi will give you a foundation
for the other fighting skills
you'll need. No telling when Alloy
will surface again.

INT. ALLOY'S SHIP - OUTER ZONE

Alloy paces about like an angry tiger.

ALLOY
How did she get away? Answer me!

Copper and Iron hang their heads in shame.

ALLOY
She won't be in school for a while,
which means we've BLOWN OUR CHANCE!

Alloy throws Copper across the room, knocks Iron's head off. Iron reaches around, finds it, reattaches it.

ALLOY
Where is she now?

Copper gets back up, adjusts his dented arm.

COPPER
Don't know, sir. She hasn't been on the phone or the Internet. All digital records seem to be missing.

Alloy punches a hole in the wall.

ALLOY
We can't find one thirteen-year-old freshman? Every minute we can't find her is another minute they can use to improve her.

Alloy pauses a moment, thinks. He turns on his heels.

ALLOY
We need something better -- more sophisticated, stronger and faster than the bugs. Get to work.

EXT. TEMPORARY SCHOOL - DAY

A crude banner hangs out front indicating its status. Nina and Jason exit the drab, nondescript building as Ruth rattles up in a smoking, beat-up old station wagon.

JASON
Man, that is one sorry car.

NINA
I know. We get death threats from hybrid owners.

JASON
Listen, I want to talk to you about what happened in school that day.

NINA
Can't we just forget about it? I'll call you later.

Nina runs to the beat-up car as Jason waves.

JASON
Sure. Later.

INT. RUTH'S BEAT-UP CAR (MOVING) - DAY

Nina sits in the back seat as Ruth drives toward downtown. Edgar sits in the front seat playing with action figures.

Nina tries to roll down the window. The handle comes off.

NINA
Ugh! Really?

RUTH
What's the matter?

NINA
This car is the matter, Mom. Can't we please get something newer?

Ruth smiles at her from the rearview.

RUTH
Honey, your father loved this car. Made with good old-fashioned Detroit steel.

Edgar pokes an action figure over the headrest.

EDGAR
(deep voice)
If you don't like the car, get out and walk, young lady.

Nina scowls at Edgar, takes out her MP3 player.

EXT. METRO BANK - DAY

Ruth's car pulls up in the semi-full lot and parks.

INT. RUTH'S BEAT-UP CAR (PARKED) - DAY

Ruth turns off the car, which SPUTTERS for a few seconds.

RUTH
(to Nina)
Wanna come in? They have lollipops.

NINA
Lollipops? Seriously, Mom.

RUTH
Suit yourself.

Ruth and Edgar exit. As they walk toward the bank--

EDGAR
Can I have her lollipop?

RUTH
No, you may not.

Nina pokes in her ear buds, opens a book.

Through the rear glass, a van pulls up. Three armed ROBBERS wearing big hats and sunglasses run into the bank.

INT. METRO BANK - DAY

Ruth waits in line, Edgar by her side. All is normal in the bank until--

Three armed Robbers storm in. They all wear gaudy women's hats and sunglasses. A bit odd to say the least.

ROBBER #1
Attention please! This is a robbery. Anyone wants to scream, go ahead and get it outta your system.

ROBBER #2 FIRES a gun at the ceiling. People SCREAM.

INT. RUTH'S BEAT-UP CAR (PARKED) - DAY

Nina looks up, removes her ear buds when she hears the GUNSHOT and SCREAMING. She looks out the car window and sees--

Robbers inside the bank.

Across the street she sees--

Another Robber on a pole cutting the phone line.

NINA
(to Nano-1 crew)
Got a problem here. Anyone there?

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca observes the screen.

LESCA
We hear you, Nina.

Lesca glances at Kessel and Britt.

LESCA
Do you have a cell phone? Can you call the police?

INT. RUTH'S BEAT-UP CAR (PARKED) - DAY

Nina tries her cell.

NINA
No signal. They must be blocking
it. And they just cut the phone
line. I gotta do something.

LESCA (V.O.)
(through ear speakers)
It's too risky. Your weapons
systems aren't ready yet.

NINA
Edgar and my mom are in there. I'm
not waiting for the police.

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca looks at Kessel and Britt.

LESCA
Let's improvise.

Kessel spins to face his console.

INT. RUTH'S BEAT-UP CAR (PARKED) - DAY

Nina watches as--

ROBBER #4 climbs down from the telephone pole and gets into
the van with ROBBER #5.

NINA
There are two more in the van.

LESCA (V.O.)
(through ear speakers)
You have defensive capability only:
deflect, redirect and the expander.

NINA
Got it.

LESCA (V.O.)
(through ear speakers)
But you can't go in there as
yourself, and your nanoarmor isn't
ready yet.

NINA
Well there has to be...

Nina looks out the window at the--

NORTH TOWN AUTO SALES parking lot. Standing out front is a small mannequin dressed as a super hero: cowl mask, tights, boots, gloves, cape, etc. A sign promises 'Super Savings'.

EXT. NORTH TOWN AUTO SALES - DAY

Nina creeps toward the super hero mannequin. A tractor trailer stops for a light in front of the dealership, blocking her from view.

NINA (O.S.)
I need some height in these boots.
Can you disguise my voice?

KESSEL (V.O.)
(through ear speakers)
I think we can handle that.

When the truck moves on, the NAKED mannequin rocks back in forth, its bare butt facing the road.

A MINI-VAN MOM (30s) stops in the same spot. Her SON (7) sees the stripped mannequin, LAUGHS. Mini-Van Mom turns, GASPS.

INT. METRO BANK - DAY

People lie on the floor, trembling in fear.

ROBBER #1
Stay calm and no one'll get hurt.

Robber #3 raids the counter. Robber #2 waves his gun around.

Edgar lies on the floor, watching the whole thing. He pouts, pulls out his hero action figure.

EDGAR
(deep voice)
Sorry to spoil the party, scum
bags. Now--

NINA (O.S.)
(deeper female voice)
Drop the weapons!

Edgar looks up to see--

A somewhat odd-looking, smallish woman in a worn out hero suit with a big 'N' on the chest.

EDGAR
Cool!

Robbers #1, 2 and 3 all spin to look at the odd person in the cheap suit. Robber #1 laughs.

ROBBER #1
I thought the Comic Nerd convention
was downtown.

Nina sizes up Robber #1 -- the gaudy hat, huge sunglasses...

NINA
I thought the Lady Gaga concert was
next week.

Robber #1 isn't amused. He aims his gun at Nina.

NINA
(small)
Oh boy.

LESCA (V.O.)
(through ear speakers)
You've trained for this, Nina --
you know what to do.

Robber #1 walks toward her.

ROBBER #1
I guess an example has to be made.

Robber #1 cocks his weapon and FIRES at Nina!

Moving super fast, Nina raises her hand, catches the bullet,
spins around and throws it back!

Robber #1 is shocked when the tiny bullet 'expands' to the
size of a football. Robber #1 ducks.

ROBBER #1
Whoa!

The expanded bullet flies over his head. It bounces around,
makes a huge mess before hitting him in the head. He's out.

Robber #2 spins around, FIRES a machine gun at Nina.

Nina holds up both hands and 'redirects' the flying bullets
to cut a tattered circle in the ceiling above his head.

Robber #2 looks up as a heavy light crashes down on his head.

ROBBER #2
Aaaaagh!

Down for the count.

Robber #3 grabs a bag of cash, FIRES at Nina. She 'deflects'
the bullets away from her. One stray bullet hits a glass
lollipop dispenser. Lollipops spill all over the floor.

Robber #3 runs out the door. After a brief moment to make sure Ruth and Edgar are okay, Nina picks up a quarter someone dropped, chases after Robber #3--

EXT. METRO BANK - DAY

Nina follows Robber #3 outside. He FIRES until he's empty.

Nina flings the quarter at him like a small Frisbee.

The quarter 'expands' to the size of a manhole cover, flips Robber #3 onto his face, clobbers him on the head. He's done.

The getaway van sees this and SCREECHES off down the street. Robber #4 FIRES at Nina as he drives away.

NINA
He's heading down Maple Avenue.

EXT. RESIDENTIAL HOMES - VARIOUS - DAY

Nina runs FAST across someone's lawn, hops over a fence and--

EXT. MAPLE AVENUE - DAY

--comes out on Maple Avenue. Getaway van races toward her.

INT. GETAWAY VAN (MOVING) - DAY

Robbers #4 and 5 look at each other, perplexed.

ROBBER #4
Are you seeing this?

ROBBER #5
Run her down!

EXT. MAPLE AVENUE - DAY

Nina stands her ground.

NINA
What do I do?

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca looks at Britt, who adjusts levers on his console.

BRITT
Directing all power to deflection.

EXT. MAPLE AVENUE - DAY

Nina holds out her arms.

LESCA (V.O.)
(through ear speakers)
Get ready to roll, Nina!

The getaway van closes in and--

Nina lies down, 'deflects' the van into the backside of a billboard.

INT. GETAWAY VAN (AIRBORNE) - DAY

Robbers # 4 and 5 SCREAM as they go airborne and--

EXT. MAPLE AVENUE - DAY

--crash into the billboard twenty feet off the ground.

Robbers #4 and 5 hang out of the van. Lady Gaga poses on the ruined billboard -- she and Robber #4 wear the same exact hat and sunglasses.

SIRENS close in on the scene.

WITNESSES gather around Nina, whispering and speculating.

WITNESS #1
Wow. That was amazing.

WITNESS #2
What's your name?

Nina looks at the Witnesses, then at the 'N' on her chest.

NINA
Uh... They call me... Nano.

The Witnesses look puzzled by the cheesy costume.

NINA
This is my spare suit. My other one
is...at the cleaners. Excuse me.

Nina races off as the police converge on the van sticking out of the Lady Gaga billboard.

EXT. METRO BANK - DAY

Nina peers around a fence as she discards the last of the borrowed hero suit. She sneaks back to the beat-up wagon as police cars pull up in front of the bank.

When the police rush in, Nina slips into the beat-up wagon.

INT. METRO BANK - DAY

Ruth sighs with relief when the police enter the bank.

RUTH
 (to Edgar)
 Thank God no one was... What do you
 think you're doing?

Edgar looks up, his shirt bulging with lollipops.

EDGAR
 What?

INT. RUTH'S BEAT-UP CAR (PARKED) - DAY

Nina sits in the back seat, face buried in her book.

Ruth and Edgar return to the car.

EDGAR
 Nina! You just missed the most
 amazing thing ever!

Edgar offers Nina a lollipop. She takes it, looks around.

NINA
 What happened? Why are the cops
 here?

RUTH
 You'll hear about it on the news.

Nina secretly exhales with relief as Ruth starts the car.

INT. JASON'S BEDROOM - NIGHT

Jason's room is like the cluttered lab of a mad scientist:
 computer parts, small spy cameras plugged into monitors,
 remote control planes and helicopters, etc.

Jason sits at a table, a jeweler's glass in one eye,
 tinkering with a remote control plane engine when--

CARLY O'BRIEN (V.O.)
 (through TV)
 An attempted bank robbery was
 foiled this afternoon by...well, a
 super hero who calls herself Nano.

Jason removes the jeweler's glass, turns toward the TV.

JASON
Super hero?

ON TV: Carly O'Brien reports with the smouldering billboard behind her head. It looks like her hair is on fire.

CARLY O'BRIEN (V.O.)
(through TV)
Footage captured by a witness shows
the petite hero in action.

SHAKY PHONE FOOTAGE: Nina in the cheesy hero costume foils the robbery; a glimpse of Ruth and Edgar on the floor as Edgar scoops up lollipops.

JASON
No way...

Jason glances off at the wall, thinking...

ON TV: More SHAKY PHONE FOOTAGE: 'Nano' hurls the getaway van into the billboard.

CARLY O'BRIEN (V.O.)
(through TV)
So there you have it...

INT. NINA'S BEDROOM - NIGHT

Nina sits on the edge of her bed watching the news footage, a slight grimace on her face as--

ON TV: Carly concludes her report as a fire hose puts out the billboard. It looks like the water is coming out of her ear.

CARLY O'BRIEN (V.O.)
(through TV)
...a robbery foiled, a dozen people
saved, and an ugly billboard
destroyed. All by a small,
mysterious hero...
(deadpan)
...wearing a suit stolen from a
used car dealership.

Nina pinches her eyes closed, shakes her head.

NINA
Even with super powers, I'm still a
dork.

Edgar bursts into the room, a towel tied around his neck, a mask made from a paper bag, and a big red 'N' drawn backward on his little white T-shirt.

He rests his fists on his hips.

EDGAR
Give up, robbers! Nano is here!

NINA
Oh, for Pete's sake.

RUTH (O.S.)
Nina? Have you seen my red
lipstick?

Edgar looks down at his shirt, cringes, runs out of the room.

RUTH (O.S.)
Edgar, stop running-- What did
you...? That's a brand new shirt!

EXT. JASON'S BACKYARD - DAY

AERIAL POV: a BUZZING sound as something flies through a tire swing, ascends and levels off toward Nina and--

Nina SCREAMS and ducks. The plane CRASHES against the garage wall, hits the ground BUZZING like a huge, wounded mosquito.

Jason walks up, a remote in his hand and homemade flight goggles on his head. He takes them off, looks down.

JASON
You okay?

Nina gets up, looks down at the fallen remote airplane.

NINA
What the heck are you doing?

Jason picks up the damaged plane, holds up his goggles.

JASON
Part of my online game. Remote
flight. Like a government drone.

NINA
Sometimes I think you're a
government drone.

INT. JASON'S BEDROOM - DAY

Jason sets the damaged plane on his workbench. Nina pokes around at all the computer junk.

Jason flicks on a desk lamp, aims it at her.

JASON

So uh...you go to the bank
yesterday with your mom and Edgar?

Nina shields her eyes from the light.

NINA

Turn that off. Yeah, I was there. I
waited in the car. Didn't see the
robbery if that's what you're--

JASON

Kinda funny how you weren't there
when the hero showed up.

Nina stops, faces him.

NINA

What's funny about it? I was jacked
into my tunes reading a book.

Jason jabs a finger at her like a bad cop.

JASON

What book! Answer in three seconds!

NINA

It was--

JASON

Too late!

NINA

What's the matter with you?

Jason studies her skeptically.

JASON

I could ask you the same
question...Nano.

Nina shakes her head, walks toward the door.

NINA

You are so beyond strange. C'mon,
we're gonna be late.

JASON

Nano!

Nina doesn't hesitate or turn around, just walks out.

JASON

Hmm. Maybe not.

EXT. NEIGHBORHOOD STREET - DAY

As Nina and Jason walk toward school...

JASON
You can't blame me for being suspicious.

NINA
Yes I can. I'm about as far from a super hero as anyone can be.

JASON
Yeah, isn't that the truth.

Jason doesn't notice Nina scowling at him, insulted.

INT. TEMPORARY SCHOOL HALLWAY - DAY

Nina and Jason walk down the hallway of the temporary school.

JASON
Science Fair is downtown this year at the Sky Mall. We are so going.

Nina frowns.

NINA
I don't know if I should. I have a lot going on right now.

Jason stops her, a shocked expression on his face.

JASON
You...you can't miss the Science Fair, Nina. It just isn't done.

Nina considers this.

NINA
That's a good point. Guess I could use a little break.

JASON
Now you're talking. Don't forget to sign up before the end of the day.

They continue on.

JASON
I hear one kid's bringing a vegetarian Venus Fly Trap.

NINA
Wouldn't that make the plant a cannibal?

JASON
 Huh. You're right. That's kinda
 sick, isn't it?

Nina and Jason enter a classroom marked 'Advanced Geometry.'

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel sits at his station. On the screen is Nina's POV as she sits in the Advanced Geometry class.

KESSEL
 That Jason kid's pretty smart.

LESCA
 Let's just make sure he doesn't
 find out the truth.

BRITT
 Don't worry -- we'll keep
 everything under wraps.

Britt accidentally knocks something onto his control panel, sliding a lever upward. On his--

SCREEN is an outline of Nina's body -- her hands glow...

INT. TEMP SCHOOL - GEOMETRY CLASSROOM - DAY

MRS. BARTON (40s), draws a complex equation on the board, points to a missing value.

MRS. BARTON
 Who can tell me the value of X?

Nina starts to raise her hand when--

Nanoarmor covers her right hand! It's pink and silver, metallic and shiny.

Nina GASPS, grabs her coat from the back of her chair, covers her hands. Mrs. Barton looks at Nina.

MRS. BARTON
 Anyone...? Nina?

Nina smiles sheepishly.

NINA
 Uh... The dog ate my homework.

Jason turns, narrows his eyes at her.

JASON

You don't have a dog. You're allergic to them. And cats. And hamsters. And goldfish...

Nina GASPS as, under her coat, nanoarmor forms on her left hand. She pulls her covered hands in to her stomach.

NINA

Ohhh... I don't feel so good. May I be excused?

MRS. BARTON

Of course.

Nina awkwardly slides out of her desk. The class stares at her as she struggles to open the door, exits.

Jason watches Nina leave, suspicious again.

MRS. BARTON

Jason? Did your dog eat your homework?

JASON

No. My Gila monster ate it. Again. But the answer is two-point-seven-three-five.

INT. TEMP SCHOOL - GIRLS' BATHROOM - DAY

Nina rushes in, checks the stalls. Empty. She uncovers her hands, studies the silver and pink nanoarmor 'gloves'.

NINA

What in the name of Pluto..!?

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca reacts to Nina, sees Britt's flashing screen.

LESCA

Britt! What did you do?

Britt spins around, sees his screen.

BRITT

Oops.

He quickly deactivates the nanoarmor.

INT. TEMP SCHOOL - GIRLS' BATHROOM - DAY

Nina SIGHS with relief as the nanoarmor fades.

LESCA (V.O.)
 (through ear speakers)
 I'm so sorry. Did anyone see?

NINA
 No, thank God. What are you trying
 to do, blow my cover?

Nina splashes her face with water.

BRITT (V.O.)
 (through ear speakers)
 It was an accident. Sorry, kid.

KESSEL (V.O.)
 (through ear speakers)
 How'd you like it? It's my design.

Nina dries her face.

NINA
 Does it have to be pink? Ugh. How
 about blue and gold or something?

Nina heads for the door.

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel stares at the screen, his jaw hanging.

KESSEL
 (to Britt)
 Is she kidding?

BRITT
 Told you not all girls like pink.

INT. TEMP SCHOOL - FRONT OFFICE - DAY

Like the rest of the school, the front office is pieced
 together. A banner tacked to the wall reads, 'SCIENCE FAIR
 SIGN-IN'.

Nina signs a sign-in sheet as Jason stands by.

JASON
 This is gonna be so cool. We can
 check out the Sky Mall after!

NINA
 I'm not going near the windows.

As Nina and Jason exit, a secretary takes the sheet back to--

INT. TEMP SCHOOL - BACK OFFICE - DAY

--her desk where a networked laptop sits. Secretary types Nina's name into a digital spreadsheet.

INT. ALLOY'S SHIP - OUTER ZONE

An ALARM echoes throughout the ship.

COPPER

Sir, we've got something!

Alloy stomps over to the console.

COPPER

Nina's name just showed up on a spreadsheet. She's attending a science fair tomorrow.

Alloy grins maliciously.

ALLOY

I love a good science fair.

Another big moment for Alloy. He strides across the bridge like Supreme Commander of the Universe. Through an--

OUTFACING SHIELD his mechanoids build a realistic-looking, accurately sized HORSEFLY, about the size of Alloy's ship.

ALLOY

As Thomas Edison famously said,
"Spare the rod, destroy the child."

Reacting to the quote, Copper glances at Iron, who covertly shakes his head -- no, Edison never said that.

IRON

How will we find her, sir?

ALLOY

I intend for her to find us. It will be a piece of cake.

INT. NINA'S HOUSE - KITCHEN - NIGHT

Dinner is over and Ruth is serving large wedges of cake. Edgar grabs his and scurries into the living room.

RUTH

Edgar, if you want to go to that dinosaur sleep over DO NOT make a mess in there!

Ruth sets a big piece of cake in front of Nina.

NINA
No thanks, Mom.

Ruth looks hurt.

RUTH
What's wrong? You don't like my
baking anymore?

NINA
No, you're a great cook. It's just--

RUTH
You hardly touch anything I make.

NINA
I have to watch what I eat.

RUTH
Oh please. You're too young to be
watching what you eat.

Ruth puts the cake in front of Nina again. Nina looks Ruth in the eyes for a long moment.

NINA
Mom, I know what you're trying to
do... But it doesn't make it hurt
any less.

RUTH
Doesn't make what hurt any less?

Nina smiles at her faintly.

RUTH
Oh.

Ruth slowly sits beside Nina as it sinks in.

RUTH
I always thought...he'd be home for
good one day, you know?

Ruth wipes away a tear. Nina presses her hand over Ruth's.

NINA
Eating cake and working two jobs
might take your mind off it...but
it won't make it go away.

RUTH
So what do I do?

NINA
 Quit one of your jobs. And I think
 Dad would like it if we all put our
 bikes to better use.

Ruth LAUGHS softly.

RUTH
 I suppose he would.
 (a beat)
 When did you get so grown up?

NINA
 A few days ago.

Ruth LAUGHS again, kisses Nina on the head, hugs her. The
 moment is ended by a small CRASH in the living room.

EDGAR (O.S.)
 It wasn't my fault I swear!

Ruth SIGHS with despair.

INT. SKY MALL - NIGHT

The stores are closed and locked up. A huge clock indicates
 11:23 p.m. A banner reads, 'WELCOME TO SCIENCE FAIR 2014'.

Tiny flecks like microscopic fireflies glide toward a 'Future
 of Robotics' display. Others fly toward an electronics shop,
 a cutlery shop and a power tools store.

Passing through a huge window reveals--

EXT. SKY MALL - NIGHT

--the Sky Mall, perched on top of a 100-story building and
 connected to other buildings via sky bridges. It glistens in
 the moonlight like a precious gem.

ALLOY (V.O.)
 When the science fair kicks off
 tomorrow, we launch plan B.

COPPER (V.O.)
 Won't this be plan C, sir?

IRON
 F. I think it's F now--

ALLOY (V.O.)
 Shut up and get ready!

The nighttime view of the Sky Mall morphs into--

EXT. SKY MALL - DAY

Morning. The blue, cloud-streaked sky is alive with darting birds. External elevators glide up and down the outside walls. On the--

EXT. CITY SIDEWALK - DAY

--far below and a few blocks away, Nina and Jason walk along with their school group. Jason, a box tucked under his arm, points at the building.

JASON

The Sky Mall is fifteen different kinds of awesome.

Nina looks up at the skyscraper, swallows hard.

NINA

Yeah. Amazing.

JASON

Let's take the outside elevator up.

NINA

That's okay. I'll take the stairs.

Jason shakes his head as they walk toward the building.

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca checks the scopes, monitoring nanobot activity.

KESSEL

Let me guess: Nina's claustrophobic, too.

BRITT

And afraid of heights.

Lesca turns, glares at them.

LESCA

At least she's not afraid of pygmy goats, Kessel.

KESSEL

Hey! I was only ten, and those things hit really hard.

INT. SKY MALL - DAY

The mall bustles with activity from the science fair. Dozens of people walking about make a path as four car-sized robots glide silently down the main hallway.

The robots are made from materials you'd find in any mall.

VISITORS comment as they pass.

VISITOR #1
Oh, how cute!

VISITOR #2
(to child)
Look, honey. Wheeled robots.

When the robots reach the central rotunda they stop. Visitors point and chatter at them. Some take pictures.

INT. ALLOY'S SHIP - OUTER ZONE

Alloy stands before his screen, watching the events unfold.

ALLOY
Okay, Nina. Let's get the fair off
to a screaming good start, shall
we?

INT. SKY MALL - DAY

The four robots suddenly convert into standing, menacing robots, each armed with unique weapons.

DRILL BOT is armed with long, drill-bit arms; SAW BOT is loaded with saw blades; NAIL BOT is armed with nail guns; SHOCK BOT boasts car batteries and large, jumper cable claws.

The Visitors react with surprise and horror as Drill Bot bores into a glass wall, SHATTERING it! Visitors SCREAM.

Nail Bot FIRES nails like a machine gun, SHATTERING windows. Visitors scatter as high WINDS blow through the rotunda.

EXT. SKY MALL BUILDING - STREET LEVEL - DAY

Nina's school group approaches the Sky Mall building. Nina and Jason walk toward the front.

JASON
Alright, we'll take the inside
elevator. But you owe me--

Faint SCREAMS can be heard from the Sky Mall. A piece of glass shatters on the sidewalk right next to them.

A stocky MALL COP (40s) runs up to control the crowd.

MALL COP
I'm sorry, everyone. We've got a situation. The mall is closed until further notice.

Nina looks up. Her nanovision zooms in for her to see--

NANOVISION VIEW: Saw Bot fires saw blades at the cables supporting a sky bridge. The bridge twists. Windows SHATTER.

Trapped visitors SCREAM. A portion breaks loose and falls...

MALL COP
Everybody back! Now!

People scatter as a big chunk of the sky bridge crushes a nearby car.

Nina glances at Jason, who's frozen in shock by what's happening. Nina scurries past the Mall Cop into the building.

INT. SKY MALL BUILDING - LOBBY - DAY

Keeping low to the floor and hiding behind plants, Nina sneaks to the elevator. She hesitates a moment, glances at the elevator, the stairs...

NINA
I don't suppose you've figured out how to make me fly yet, have you?

KESSEL (V.O.)
(through ear speakers)
Girls who are too scared to ride in elevators don't get to fly.
(a beat)
No, I haven't figured it out yet.

Nina makes a face, ducks inside the elevator.

INT. SKY MALL BUILDING - ELEVATOR - DAY

The doors close. Nina pushes the button. Nothing happens.

NINA
Great.

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca, Kessel and Britt work at trying to locate Alloy.

NINA (V.O.)
(through speakers)
Elevator's locked down.

KESSEL
(impressed)
She's in the elevator?

Kessel rattles some keys at his console.

KESSEL
Nina, point your right index finger
at the keypad.

INT. SKY MALL BUILDING - ELEVATOR - DAY

Nina does as she's told. Nothing happens.

NINA
I don't think--

A metallic sheath covers her finger. A bolt of electricity shoots out, frying the panel. The elevator starts upward.

NINA
Never mind.

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca paces, shakes her head.

LESCA
I don't think she's ready for this.

Kessel keeps working without looking up.

KESSEL
Well, the nanoarmor's ready, even
if she isn't.

Britt glances at Lesca.

BRITT
Weapons are at seventy percent.

Lesca wrings her hands like a nervous mother hen.

LESCA
Okay.

INT. SKY MALL BUILDING - ELEVATOR - DAY

Nina stares at herself in the reflective surface of the elevator doors. She looks petrified.

LESCA (V.O.)
(through ear speakers)
Okay, Nina. Time to suit up.

Nina removes her glasses, tucks them in her pocket. She swallows and nods.

NINA
Okay. Let's do it.

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel slides levers forward. A schematic of Nina's small body flashes on his screen.

KESSEL
Voice enhancement activated.

LESCA
Here we go, Nina. Don't be scared.

INT. SKY MALL BUILDING - ELEVATOR - DAY

Nina takes deep breaths.

NINA
(scared)
Me? Scared? That's a laugh.

Nina's nanoarmor forms on her body.

She rises a few inches as the boots form. Her arms and legs increase in size. The suit is a sleek, blue and gold body shield with an expressive helmet that hides her identity.

Nina looks at her reflection in the doors. When she speaks while encased in the suit, she sounds older.

NINA
(deeper voice)
This is the coolest thing I ever--

DING! The doors open. Shock Bot reaches in, grabs Nina and--

INT. SKY MALL - DAY

--slings her across the rotunda like a bullet.

Nina CRASHES through several displays, bounces off the floor, SMASHES through a window and--

EXT. SKY MALL - DAY

--barely snags a piece of metal window frame. She hangs there helplessly, 100 stories up.

INT. ALLOY'S SHIP - OUTER ZONE

Alloy CHUCKLES with delight.

ALLOY
She knows how to make an entrance,
I'll give her that much.

He turns to Copper and Iron.

ALLOY
Activate the Trojan Horsefly.

INT. SKY MALL - DAY

From out of a toppled potted plant, the realistic-looking 'Trojan Horsefly' seen earlier emerges. A few lights blink.

ALLOY (V.O.)
Lock on, and don't lose her.

EXT. SKY MALL - DAY

Hanging on to the window frame, Nina looks down at the tiny people 100 stories below. She pinches her eyes closed.

NINA
Oh God. I'm gonna die. No. I'm
gonna throw up. Then I'm gonna die.

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel looks at his screen, shakes his head.

KESSEL
Nanobots are reacting to her fear.

BRITT
(to Lesca)
She's losing power. Talk to her!

EXT. SKY MALL - DAY

Nina's grip starts to slip.

LESCA (V.O.)
 (through ear speakers)
 Nina, don't focus on your fear.
 These people need you. Focus on
them.

Nina opens her eyes, pulls focus as Shock Bot closes in.

Visitor SCREAMS draw her attention to the endangered people on the damaged sky bridge.

Nina's expression hardens. She spots a metal support rod outside the window. Hanging by one hand, she grabs it and--

--as the sky bridge starts to fall, Nina throws the metal support rod like a spear. It sticks into the wall, creating a temporary support that catches the sky bridge.

Nina grips the frame firmly with both hands and--

INT. SKY MALL - DAY

As Shock Bot approaches, Nina yanks herself up, does a flip in mid-air and kicks Shock Bot square in the chest. Shock Bot flies backward into a display, caving it in.

INT. NANO-1 SPACECRAFT - INNER ZONE

Britt PUNCHES his meaty palm with a loud SMACK.

BRITT
 Atta girl!

EXT. SKY MALL BUILDING - STREET LEVEL - DAY

Jason looks around for Nina. No sign of her.

JASON
 Nina?

He looks across the street at the building connected to the Sky Mall via sky bridge, unguarded. He runs toward it.

INT. SKY MALL - DAY

Nail Bot rolls out from behind a corner, FIRES a barrage of nails at Nina. Her nanoarmor deflects them away.

Nina grabs a bottle of 'Bouncy Bond' from a display stand. She hurls it at Nail Bot, expands it in mid-air as Nail Bot FIRES.

The enlarged bottle bursts. 'Bouncy Bond' covers him and hardens like Jell-O in seconds.

BRITT (V.O.)
 (through ear speakers)
 Tracking missiles are on line,
 Nina. Right arm!

Nina raises her right arm. A small missile battery emerges. A missile LAUNCHES toward Nail Bot, splitting him into rubberized pieces that bounce around the room.

VISITORS (O.S.)
 It's letting go! Help!

Nina runs toward the damaged sky bridge to find it sliding down again -- the support rod is failing.

Nina spins around as Saw Bot FIRES blades at her like deadly metal Frisbees. One cuts into her arm, shearing off the small missile battery. Nina hides behind a display.

NINA
 Agh! I'm hit!

KESSEL (V.O.)
 (through ear speakers)
 Wait there, we'll patch you up.

NINA
 I can't! The bridge is gonna fall--

A huge drill bit bores through the display wall, missing Nina's head by an inch. Nina slams her arm down like a hammer on the drill bit, bending it and trapping Drill Bot.

Nina dashes around the corner. Drill Bot disengages his bent drill bit, tries to smash Nina with its arm. Nina jumps, ducks, punches and kicks the Drill Bot, knocking off pieces.

Saw Bot FIRES from behind. Nina rolls out of the way. Saw blades cut Drill Bot to pieces. Nina grabs Drill Bot's other drill bit, throws it like a javelin.

Unable to deflect it, Saw Bot is pinned to the wall. His lighted eyes go dark.

Nina runs out to the--

EXT. SKY MALL/SKY BRIDGE - DAY

It hangs by a thread. People slide toward a huge hole in the floor.

NINA

Hang on!

Nina sizes up the situation. She grabs a piece of cable, throws it through a loop at the broken end. Using magnified strength, she pulls. The bridge slowly rises.

NINA

Everyone to the other side! Hurry!

Terrified Visitors scurry off to the opposite building.

Behind Nina, Shock Bot rolls out of the wrecked display, jumper cable claws sparking.

Nina holds the cable, straining as Visitors flee. A small boy clings to the wall, too scared to move.

NINA

Go on, kid! Hurry!

The scared boy shakes his head.

Shock Bot shocks Nina from behind!

Nina GROANS in pain. The cable slips but she doesn't let go. Nina does a double-take when she sees a teen boy sliding down to the scared boy on a makeshift chain of velvet ropes.

It's Jason.

JASON

Hang on there, little guy!

Shock Bot jolts Nina again. Her grip is weakening.

The scared boy grabs onto Jason. Visitors pull up the velvet rope chain.

Nina lashes the cable to an exposed metal girder. She swings weakly at Shock Bot, who catches her arm and slings her against the far wall.

Shock Bot snips through the cable holding up the bridge with his jumper cable claws.

The sky bridge snaps off and falls.

JASON

Don't look down, kid!

Jason and the scared boy dangle as Visitors pull them up.

Shock Bot picks up a chunk of metal, cocks an arm to throw it at Jason and the scared boy.

NINA (O.S.)
Hey, Sparky!

Shock Bot turns.

Nina aims a fire hose at him.

NINA
Something to wet your whistle?

Nina cranks on the fire hose. Shock Bot sparks and smokes when the water hits. The pressure blows him off the edge, sending him on a collision course with the pavement below.

Nina drops the hose. Visitors slowly come out of hiding.

VISITOR #3
Who is that?

VISITOR #4
It's Nano!

VISITOR #5
Look! She got her suit back from
the cleaners!

The Visitors APPLAUD.

Nina looks across at Jason, who waves at her before ducking out of sight. Nina waves at the Visitors, dashes away.

The Trojan Horsefly follows Nina.

INT. SERVICE CORRIDOR - DAY

Nina ducks into the open service elevator.

She doesn't notice the Trojan Horsefly entering behind her.

INT. SERVICE ELEVATOR - DAY

Nina's nanoarmor retracts, disappears. Nina PANTS, exhausted.

NINA
That was...

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca sits heavily behind her console.

LESCA
 ...exhausting. But you did a great
 job, Nina. We hardly helped at all.

KESSEL
 Energy cells are depleted again,
 but this was an improvement.

INT. SERVICE ELEVATOR - DAY

Nina slides down the wall.

NINA
 Doesn't feel like it. But thanks.

The Trojan Horsefly lands on Nina's arm and--

NINA
 Ouch!

Nina sees the horsefly, swats it. What she doesn't see is--

EXT. INNER ZONE

--a small group of Alloy's mechanoids entering her body.

INT. SERVICE ELEVATOR - DAY

Nina wipes away the dead horsefly, rubs her arm.

NINA
 Jason is on to me. We need to throw
 him off.

KESSEL (V.O.)
 (through ear speakers)
 Follow these coordinates...

EXT. SKY MALL BUILDING - STREET LEVEL - DAY

Jason paces, looks for Nina as a teacher rounds up students.

JASON
 Come on out, Nano. I know you're--

Jason stops when he hears someone CRYING. He walks into--

EXT. ALLEYWAY - DAY

Nina's sneakers poke out from behind a dumpster.

JASON

Nina?

Jason walks over, pushes aside a cardboard box to find Nina, hands over her face, CRYING. She slowly peels away her hands.

NINA

Is it over yet?

Jason studies her warily, extends his hand.

JASON

Yeah. It's over. You didn't see anything, huh?

Nina shakes her head, does a good job of looking scared.

NINA

I just...ran. And hid.

Jason smiles, leads her out of the alley.

JASON

Too bad -- you missed me in action.

EXT. NINA'S HOUSE - DAY

The beat-up station wagon sits in the driveway.

RUTH (V.O.)

Are you sure? I don't feel right leaving you alone.

INT. NINA'S HOUSE - KITCHEN - DAY

Nina drinks a glass of orange juice, smiles.

NINA

I'm fine. Besides, Edgar's been talking about this dinosaur sleep over thing for six months.

Ruth touches Nina's cheek.

RUTH

We'll be back tomorrow. Early. Call me if you need anything, okay?

NINA

Promise.

INT. NINA'S BEDROOM - DAY

The shades are drawn and the door is locked. Daylight seeps in from the skylight over her bed.

Nina stands in her bedroom, arms out to her sides. Her nanoarmor covers one arm as nanobots run diagnostics.

KESSEL (V.O.)
(through ear speakers)
Shield damage is minimal. We'll
have you patched up in a jiffy.

Nina looks troubled.

NINA
I don't get it. Why would Alloy
attack the Sky Mall?

INT. NANO-1 SPACECRAFT - INNER ZONE

Britt works at his station.

BRITT
To wreak havoc for the sake of
wreaking havoc. Lunatics don't need
a reason to cause damage.

LESCA
Alloy's different. Nina's right.
What was the point of all that?

INT. NINA'S BEDROOM - DAY

Nina's eyes shift back and forth.

NINA
Something doesn't feel right.

EXT. NINA'S BACKYARD - DAY

Jason sneaks into Nina's yard. He sees the curtains drawn in her bedroom, looks up at the skylight over her room.

He tucks a small 'lipstick' camera into his shirt pocket.

JASON
If I'm wrong about this everyone'll
think I'm a pervert.

Jason looks around, creeps toward the lattice on the house.

INT. NINA'S BEDROOM - DAY

Nina continues to theorize as the nanobots run diagnostics.

NINA
Were the bots after something at
the science fair?

Jason's face appears in the skylight above Nina's bed.

BRITT (V.O.)
(through ear speakers)
Checking left arm battery...

Nina points her arm toward the wall. A small missile battery materializes on her forearm.

NINA
Check.

EXT. NINA'S HOUSE - ROOF - DAY

Jason's eyes widen with shock, disbelief and delight as he peers through the skylight. He aims his little camera...

JASON
(low)
I knew it! Whoa. This is so cool!

Jason inches closer. The skylight frame CREAKS...

INT. NINA'S BEDROOM - DAY

Nina tests various functions as she speaks.

NINA
If they were after something, and I
destroyed them all...

LESCA (V.O.)
(through ear speakers)
Alloy will try again.

NINA
Right. But why all the senseless
chaos and damage--?

The skylight buckles under Jason's weight. He CRASHES down on Nina's bed, bounces off and tumbles to the floor.

Nina tries to hide her nanoarmor. Too late.

NINA
Jason! What are you doing here?

Jason gets up, brushes himself off, points at her.

JASON

I knew it! You... You're Nana,
Nino! I mean you're Nino, Nana.

(beat)

Nina NANO. Has a nice ring. And I'm
the perfect sidekick-- Partner.

NINA

Jason, listen to me--

JASON

Imagine the high school year book
page dedicated to you and me. 'Most
likely to kick the butts of our
enemies and save the world!'

NINA

Jason, you can't be my partner.

Jason looks crushed.

JASON

But...you saw me at the Sky Mall! I
was like James Bond, Mcgyver and
Teddy Roosevelt rolled into one!

Nina paces, shakes her head.

NINA

This isn't one of your video games,
okay? There's no second or third
player if you mess up.

JASON

Which is why you need me. And I'm
more than capable--

NINA

I said no. Okay? No. And you can't
say a word to anyone about this.

Jason's mouth moves but he's at a loss.

JASON

So that's it, huh? You don't need
me now that you're some big shot
super hero?

NINA

That's not what I said.

JASON

I thought you were my friend.

NINA

I am your friend. And I don't want anything to happen to you.

JASON

What about you? What if...? You know what, never mind. I'll keep your little secret. Have a nice life.

Jason unlocks the bedroom door, storms out.

NINA

Jason...

Nina SIGHS, hangs her head.

She doesn't notice the lipstick camera on the floor. The red 'REC' button is on.

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel stares at the screen, puzzled.

KESSEL

Can that Jason kid be trusted? He seems a little shaky to me.

LESCA

Just keep running the diagnostics. And fix the skylight.

INT. ALLOY'S SHIP - OUTER ZONE

Alloy paces as his crew tracks the infiltrating mechanoids.

ALLOY

Prepare to execute.

INT. NINA'S HOUSE - GAME ROOM - AFTERNOON

Nina tries to relax by shooting pool alone.

NINA

So what do we do now?

LESCA (V.O.)

(through ear speakers)

All we can do is wait.

Nina attempts the same tricky triple bank shot, misses and GROWLS with disgust.

NINA
I hate waiting. What is Alloy...?

Nina's expression darkens as a revelation hits.

QUICK SHOT: Nina swats the horsefly that bit her.

NINA
Oh God...

EXT. INNER ZONE

Inside Nina, two large mechanoids corner two nanobots. The ugly, cube-like mechanoids gobble up the nanobots.

INT. NANO-1 SPACECRAFT - INNER ZONE

An ALARM sounds. Kessel spins in his chair.

They all look at each other.

LESCA
We're under attack!

EXT. INNER ZONE

As the two mechanoids race to escape Nina, the others wreak havoc, attacking other nanobots, killing thousands of them.

INT. NINA'S HOUSE - GAME ROOM - AFTERNOON

Nina puts down the pool cue.

NINA
What's happening?

LESCA (V.O.)
(through ear speakers)
Alloy's infiltrated you. He's
captured two of our nanobots.

INT. NANO-1 SPACECRAFT - INNER ZONE

As Lesca speaks, she and Britt run to the--

POD BAY

--and hop into battle pods.

LESKA
Kessel, man the ship. We've got to
eliminate them fast.

BRITT
We need one of 'em alive.

Leska and Britt close their pods and--

EXT. INNER ZONE

--race out into the war zone to engage the deadly mechanoids.

INT. ALLOY'S SHIP - OUTER ZONE

Alloy smiles with glee as the two carrier mechanoids head for
the exit point.

ALLOY
Now that they're busy, bring the
nanobots to me.

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel struggles to track the two fleeing carrier mechanoids.

KESSEL
These things are not making life
easy here!

EXT. INNER ZONE

Like a pair of expert fighter pilots, Leska and Britt track
and destroy the smaller, fighter mechanoids.

LESKA
Doin' the best we can.

BRITT
I winged him -- he's our prisoner.

As Britt closes in, the damaged mechanoid self-destructs.

BRITT
Or not.

INT. NINA'S HOUSE - GAME ROOM - AFTERNOON

Nina paces helplessly.

NINA
What's going on? What can I do?

KESSEL (V.O.)
 (through ear speakers)
 If the carrier mechanoids get out
 you have to destroy them. They can
 NOT get back to Alloy!

Nina removes her glasses. Using her magnified nanovision, she sees two tiny red particles exit her nose.

NINA
 I see 'em!

The red particles fly out the window screen.

NINA
 They're heading for the garage!

Nina races up the stairs.

INT. NINA'S GARAGE - AFTERNOON

The carrier mechanoids sail into the garage, land on the ride-on lawn mower. The lawn mower changes shape...

EXT. NINA'S GARAGE - AFTERNOON

Nina runs toward the garage.

NINA
 What do you mean my nanoarmor's
 been compromised?

KESSEL (V.O.)
 (through ear speakers)
 I need a few minutes...

As Nina reaches the garage--

CRASH! Two strange-looking machines burst through the door and nearly run her down. Nina dives out of the way.

The Mower Bots SCREECH into the street, sparks flying as speed away.

NINA
 They're heading for the city.

KESSEL (V.O.)
 (through ear speakers)
 There's a motorcycle in the garage.

INT. NINA'S GARAGE - AFTERNOON

In the garage Nina sees a beat-up old moped -- with pedals.

NINA
Mom's old moped? Are you kidding?

KESSEL (V.O.)
(through ear speakers)
Just take it and go after 'em.

NINA
This is so lame. If I could fly--

KESSEL (V.O.)
(through ear speakers)
Enough with the flying! Just go!

Nina digs out the moped, SHRIEKS when a spider crawls across the seat.

She kick-starts the moped. It PURRS to life in a cloud of blue smoke. She rides very slowly out of the garage.

EXT. CITY STREET - AFTERNOON

Cresting a hill at high speed, the two Mower Bots go airborne and land with a flurry of sparks.

Behind them, Nina crests the hill...

On the SPUTTERING moped. An old man on a bicycle passes her.

NINA
Do you have a plan, or are you just trying to humiliate me?

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel works at both his and Britt's stations.

KESSEL
Moments away...

ON THE SCREEN Kessel tinkers with the moped. The image transforms into something else. Kessel smiles faintly.

KESSEL
Hang on tight.

EXT. CITY STREET - AFTERNOON

Nina's nanoarmor forms. She shifts into a forward-leaning position as the beat-up old moped transforms into a sleek ROCKET BIKE. Nina REVS the throttle and rockets ahead.

NINA
Whoa-hoooo!

EXT. STREETS - VARIOUS - AFTERNOON

Nina pursues the Mower Bots as they dart in and out of traffic, causing wrecks and chaos.

NINA

Good thing there are only two--

The Mower Bots split. Again. And again...

The mower blades invert on some of them -- they take to the air like rusty helicopters!

Nina swerves as the Flying Mower Bots drop flaming projectiles that EXPLODE beside her.

NINA

I need weapons! Fast!

KESSEL (V.O.)

(through ear speakers)

Working on it! One second...

Flying Mower Bots dive, drop bombs. Nina dodges and swerves.

NINA

Give me something! Now!

KESSEL (V.O.)

(through ear speakers)

Rotary guns, right arm.

A mini-gun emerges on Nina's right arm. Nina flips over onto her back while the Rocket Bike races ahead.

Nina GUNS DOWN all the flying Mower Bots, faces front on the Rocket Bike and swerves around the falling wreckage.

A small gun and missile battery emerge from the rocket bike.

KESSEL (V.O.)

(through ear speakers)

Okay, visual tracking on line!

NINA'S OPTICAL POV: a targeting site lines up on one of the rolling Mower Bots. Nina FIRES.

The missile flies wide, DESTROYS a sign for fire insurance.

NINA

Uh, targeting is a little off.

Nina sees the two ground Mower Bots heading toward a street fair. One Mower Bot takes a left and heads out of town.

Nina stays with the one heading toward a crowded street fair.

NINA
It's heading for those people!

KESSEL (V.O.)
(through ear speakers)
Tracking system set! Try again!

The Mower Bot lobs a barrage of flaming bombs. Nina can't get a clear shot. If she misses, she'll hit the people ahead.

Nina activates the gun instead, aims and FIRES.

The Mower Bot's wheel BLOWS. It CRASHES through a guardrail.

Nina takes aim as it sails over the ocean and--

NINA
You're scrap metal, buddy.

Nina FIRES a missile. Hits the Mower Bot dead center.

BA-BOOM! The EXPLOSION rains debris over the water.

A slack-jawed TOURIST FAMILY stands at a lookout point as Nina pulls up on the rocket bike, looks over the edge.

Nina gives them a curt little nod, takes off the other way.

TOURIST DAD
Traffic cops in this state don't
mess around.

EXT. COUNTRY ROAD - AFTERNOON

Nina turns off the city street onto the country road where she saw the other Mower Bot turn.

NINA
Where's it headed?

KESSEL (V.O.)
(through ear speakers)
Sensors are buggy. I don't know.

INT. ALLOY'S SHIP - OUTER ZONE

Alloy stands confidently before a monitor.

ALLOY
How tenacious.
(beat)
Light her up.

EXT. INNER ZONE

Lesca and Britt track the remaining mechanoids. Britt does a clever barrel roll, captures one in his pod.

BRITT

Gotcha!

The remaining mechanoids all glow red at the same time.

LESCA

Take cover--!

All the remaining mechanoids SELF-DESTRUCT at the same time.

EXT. COUNTRY ROAD - AFTERNOON

The EXPLOSION shocks Nina's nervous system.

NINA

Aaaaghh!

Nina loses control of the rocket bike, falls off and flies over a ridge. She CRASHES into some small trees.

INT. ALLOY'S SHIP - OUTER ZONE

Alloy cocks his head back and LAUGHS.

ALLOY

Calibrate cells for nanobot integration. A new world will be born tonight!

Alloy LAUGHS again, loud and sinister as--

EXT. COUNTRY ROAD - AFTERNOON

--the Mower Bot races around a corner and out of sight.

EXT. WOODS BY ROADSIDE - AFTERNOON

Nina lies motionless. Her nanohelmet retracts. The rocket bike reverts to an old moped.

LESCA (V.O.)

(through ear speakers)

Nina? Nina!

Nina stirs. Her eyes slowly open. She winces in pain.

LESKA (V.O.)
 (through ear speakers)
 Nina, are you okay?

Nina stands, GROANS. She looks down the empty road.

NINA
 I lost him.

Nina sits heavily on a stump, puts her head in her hands.

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel runs diagnostics while Britt tinkers with the captured mechanoid.

LESKA
 We'll find him.

EXT. WOODS BY ROADSIDE - AFTERNOON

Nina looks up, tears in her eyes.

NINA
 How can I stop Alloy when I can't
 even stop one of his drones?

Nina lowers her head, defeated.

NINA
 I told you I'm not my dad. You
 should have found someone else.

INT. NANO-1 SPACECRAFT - INNER ZONE

Leska closes her eyes. Britt and Kessel look up from what they're doing.

LESKA
 Do you know why we chose your
 father for the nano program? Not
 because he was a brave soldier.

EXT. WOODS BY ROADSIDE - AFTERNOON

Nina slowly raises her head.

LESKA (V.O.)
 (through ear speakers)
 We chose him because he had a
 brilliant mind and a good heart.
 Just like you.

Nina snuffles, wipes her nose, sits up straighter.

LESCA (V.O.)
 (through ear speakers)
 You've already done more than most
 girls your age ever could. But
 we're not done yet. Okay?

Nina nods.

NINA
 Okay.

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca glances at Kessel and Britt, then back to the screen.

LESCA
 Can you make it home?

NINA (V.O.)
 (through speakers)
 Moped's a little banged up...but I
 think so.

Kessel rattles some keys.

KESSEL
 I can patch it up enough for her to
 pedal it home.

BRITT
 Go easy -- power cells are low.
 Maybe too low.

EXT. WOODS BY ROADSIDE - AFTERNOON

Nina stands the moped upright, walks it back toward the road.

LESCA (V.O.)
 (through ear speakers)
 We'll let you know what we find out
 when you get back home.

Nina's nanoarmor retracts. She puts on her glasses, gets the moped on the road, pedals it back the way she came.

EXT. JUNKYARD - AFTERNOON

The Mower Bot slips through a hole in the rusted fence, makes its way toward Alloy's junk car headquarters.

INT. ALLOY'S SHIP - OUTER ZONE

Alloy anxiously waits for the Mower Bot carrying his prize. The mechanoid containing the nanobot floats into the ship.

ALLOY
Splice the nanobot with the
mechanoid and clone them as fast as
you can.

Copper and Iron carry out the orders.

Alloy looks out over a squadron of makeshift aircraft made from junk: tin cans, hubcaps, old fan blades, etc.

EXT. NINA'S HOUSE - AFTERNOON

Nina's silhouette paces in front of her window.

BRITT (V.O.)
(through ear speakers)
I don't know if we can stop him.

INT. NANO-1 SPACECRAFT - INNER ZONE

Britt looks down at his screen. Lesca hurries over.

LESCA
What do you mean?

Kessel looks at the screen, grimaces.

KESSEL
This isn't good.

The captured mechanoid is hooked up to the screen. Its legs twitch as Britt extracts information. On the--

SCREEN: a simulation shows a number of aircraft full of hybrid mechanoid/nanobots crashing into the city below.

Too many to stop.

BRITT
If this info is correct, Alloy's
got dozens of these aircraft ready
to dive into the city.

LESCA
So many of them...

KESSEL
Too many for Nina to stop. Even if
she could fly, which she can't.

INT. NINA'S BEDROOM - AFTERNOON

Nina takes in the whole thing via her retinal screen. She struggles to think of a plan.

NINA
How do my weapons look?

LESCA (V.O.)
(through ear speakers)
Minimal. Power cells are in the red. The mass detonation did a number on you.

BRITT (V.O.)
(through ear speakers)
We'll be lucky if we can keep your nanoarmor intact. And Alloy's going to be much stronger now.

Nina paces, glances out the window at the battered moped.

NINA
Does creating weapons use a lot of energy?

KESSEL (V.O.)
(through ear speakers)
Yeah. More than you have left.

NINA
What about small weapons?

BRITT (V.O.)
(through ear speakers)
What good are small weapons?

Nina smiles faintly.

INT. JASON'S BEDROOM - AFTERNOON

Jason mumbles to himself as he tinkers with a model aircraft.

JASON
Maybe I'll become a super hero.
Then Nina will beg me to take her back. She can be my sidekick and--

A KNOCK at the door. Jason turns as Nina enters.

NINA
Hi.

Jason turns away from her.

JASON

Well, well, well. Look who's back.

Nina closes the door, searches for words.

NINA

Jason, I--

JASON

Whatever it is you want, I'm kind of busy. I mean, I can't just drop everything whenever you--

NINA

I could really use your help.

Jason jumps up anxiously, all bitterness forgotten.

JASON

Really? With hero stuff?

Nina nods. Jason pumps his fist, points at her.

JASON

I knew you'd come around. Hah! So you need me to be your sidekick?

Nina steps forward, rests a hand on his arm.

NINA

No.

Jason's smile dims and--

NINA

I need you to be my friend. More than ever.

Jason nods, the seriousness of Nina's tone not lost on him.

JASON

Okay. We can talk about the sidekick stuff later.

Nina smiles gratefully.

JASON

What do you need?

INT. JASON'S BEDROOM - AFTERNOON

Jason slides a box of aircraft motors out from under his bed.

NINA (V.O.)

You know that multi-player, online V-R video game you're working on?

JASON (V.O.)
Do I know it? It's my life.

INT. JASON'S BASEMENT - AFTERNOON

Jason and Nina drag a box of model aircraft up the stairs.

NINA (V.O.)
I need you to invite some friends
to test out a brand new game.

INT. JASON'S BEDROOM - AFTERNOON

Jason types away at his computer, sending an invite to a few dozen friends.

JASON (V.O.)
Which is...?

NINA (V.O.)
Trust me -- they're gonna love it.

INT. RUTH'S BEAT-UP CAR (MOVING) - DUSK

Ruth drives toward home. Edgar sits in the passenger seat holding a large, plastic dinosaur.

RUTH
I'm sorry, Edgar. I know you had
your heart set on this sleep over.

Edgar shrugs, turns and smiles at Ruth.

EDGAR
It's okay, Mom.

RUTH
Really?

Edgar nods, fiddles with his toy dinosaur.

RUTH
It's just...I don't feel right
leaving Nina alone right now. We
can order pizza, okay?

Edgar raises both arms, dances in his seat.

EXT. JASON'S BACKYARD - DUSK

With the help of her nanobots, Nina attends to the small fleet of model planes. Each has a small camera attached.

NINA
How are we doing?

Nanobots drift down like dust, assemble airplane parts, add small weapons, and move on to the next.

KESSEL (V.O.)
(through ear speakers)
Cell depletion is minimal. You sure about finding enough pilots?

NINA
Don't worry: Jason's friends are bigger geeks than he is.

BRITT (V.O.)
(through ear speakers)
Yeah, but it is Friday night...

Jason runs up, PANTING.

JASON
That was ugly.

NINA
Why? What happened?

JASON
Two minutes after I posted the mission a fight almost broke out because there weren't enough spots.

Jason walks off to inspect the airplanes.

BRITT (V.O.)
(through ear speakers)
Okay then.

INT. ALLOY'S SHIP - OUTER ZONE

Alloy stands before a glowing batch of mechanoids spliced with nanobots. He turns to Copper and Iron.

ALLOY
You two lead the air assault. I'll whip up some big friends in case the girl shows up.

Alloy picks up one of the pulsing mechanoid/nanobots.

ALLOY
It's time for me to grow up.

Alloy turns, exits the bridge.

EXT. JUNKYARD - DUSK

The junk planes roll into position. One by one they roll down a narrow runway, sail into the air. As they take flight--

A muddy patch in front of the junk car moves as if it's alive. Something large and MAN-SHAPED grows out of it...

EXT. JASON'S BACKYARD - DUSK

Nina and Jason look out over the small squadron. Nina rests a hand on his shoulder.

NINA
Thanks, Jason.

Jason smiles at her, his V-R goggles on top of his head.

JASON
Don't thank me until we succeed.

Jason pulls his goggles down over his eyes.

LESCA (V.O.)
(through ear speakers)
Nina. We've got movement. We know where he is. An old junkyard outside of town.

NINA
(to Lesca)
The junkyard. Duh. I should've know that.
(to Jason)
You know what to do. Godspeed, and good luck.

JASON
You, too.

Nina races off as Jason pulls a mic around to his mouth.

JASON
(into mic)
This is Commander Killshot calling all pilots. Hostiles are in the air, repeat, hostiles are in the air... Let's go clip some wings.

INT. GEEK PILOT #1'S BEDROOM - DUSK

A teen boy (13), ("CAPTAIN AFTERBURNER") with curly red hair sits at his desk, V-R goggles on, game controller in hand.

CAPTAIN AFTERBURNER

(low)
This is so cool...
(deeper voice)
This is Captain Afterburner
reporting for duty.

INT. GEEK PILOT #2'S BEDROOM - DUSK

A smallish girl (9), ("MAJOR SIDEWINDER") wearing a leather bomber jacket and a flight helmet with built-in V-R goggles (both way too big for her) reports in.

MAJOR SIDEWINDER
Copy that, Commander. Major
Sidewinder reporting as ordered...

INT. GEEK PILOT #3'S BEDROOM - DUSK

A tall, skinny boy (17), ("COLONEL CANNON") wears a flight suit and helmet. His knobby knees poke out of an arcade-style simulation pod that's way too small for him.

COLONEL CANNON
Colonel Cannon is in the theatre
and ready to rock.

EXT. JASON'S BACKYARD - DUSK

Jason turns his plane and sends it racing down the lawn runway. It sails into the air, followed by two-dozen others.

EXT. JUNKYARD - NIGHT

Nina, in full nanoarmor, sneaks into the junkyard riding her mom's old moped -- as a moped, not a rocket bike.

Nina leans the moped against a junk car. Alloy's junk car.

LESCA (V.O.)
(through ear speakers)
Be careful, Nina.

NINA
Don't worry. My senses are--

A large hand grabs Nina around the throat!

NINA
Unngh! Arrrrrgh!

Nina breaks Alloy's grip. She rolls to the ground, hops up, ready for battle. Her expression softens with fear.

Alloy stands eight feet tall. Part machine, part biological. Algae and mold has attached itself to him.

ALLOY
You made it. I'm impressed -- even
if you are too late.

NINA
We'll see.

Alloy grabs a 50 gallon drum, hurls it like a soda can. Nina ducks and rolls -- right into Alloy's cannon blast. Nina is thrown into a stack of crushed cars. They collapse on her.

BENEATH THE PILE Nina struggles.

NINA
This is not gonna be fun.

Nina bursts out of the cars, hurling one at Alloy. To her dismay, he catches it, tears it in half, LAUGHS.

ALLOY
Is that all? Tell me there's more.

Nina fires a blast from both plasma cannons. Alloy is thrown backward into a junk bus, cutting it in half.

NINA
Careful what you wish for, ugly.

Alloy emerges from the split bus, LAUGHING.

ALLOY
You hit like a girl.

He BLASTS Nina. Electrical currents cover her like glowing spiderwebs. She CRIES OUT in pain.

INT. NINA'S BEDROOM - NIGHT

Ruth knocks on Nina's door, enters.

RUTH
Nina?

Ruth looks around, steps on something, picks it up. It's Jason's lipstick camera.

RUTH
What's this?

She presses a button. A small screen pops out. The clip with Nina and Jason plays.

JASON (V.O.)
 (through screen)
 Nina NANO. That has a nice ring.

Ruth's eyes widen with shock.

EXT. NINA'S HOUSE - NIGHT

Ruth exits with Edgar in tow. She looks over into Jason's yard, sees him with the V-R goggles, the controller...

She takes Edgar by the hand, leads him over to Jason's.

EXT. JASON'S BACKYARD - NIGHT

Jason works his controller. Through his V-R goggles--

EXT. SKY - VARIOUS - NIGHT

--Jason's plane leads the others into battle. Junk planes split up the squadron, blasting a few out of the sky.

JASON (V.O.)
 (through radio)
 Enemy in sight! Break formation and engage!

COLONEL CANNON (V.O.)
 (through radio)
 Copy that. I'm goin' in.

MAJOR SIDEWINDER (V.O.)
 (through radio)
 I love the smell of scorched metal
 in the evening!

Major Sidewinder's plane rolls, fires, blowing up 3 enemies.

EXT. JUNKYARD - NIGHT

Alloy trudges through junk toward Nina as she staggers to her feet. She backs up, tries to return fire.

Nothing happens.

NINA
 My weapons aren't working!

INT. NANO-1 SPACECRAFT - INNER ZONE

Britt BANGS his console with frustration.

BRITT
That last hit must've knocked 'em
off line.

Kessel looks away from his screen.

KESSEL
I don't think that's the problem.

EXT. JUNKYARD - NIGHT

Nina hides behind an old refrigerator.

Alloy blasts the refrigerator, throwing Nina to the ground.
She rolls, hops up, dodges his next blast.

ALLOY
Don't you know? This world is mine.

NINA
You sure? Those aren't shooting
stars you know.

Alloy looks up into the distant sky, sees his aircraft being
systematically destroyed by VR gamers.

ALLOY
No!

Nina picks up a car door, slings it like a Frisbee.

NINA
Let me get the door for ya!

The door 'expands' in mid-air, throws Alloy back 20 feet,
rolling him over a dozen times.

EXT. JASON'S BACKYARD - NIGHT

Ruth walks up while Jason dogfights and coordinates with his
VR gamer pilots.

RUTH
Jason? Where's Nina?

Jason flips one lens of his goggles up. Edgar wanders over to
look at a model aircraft sitting on the lawn.

JASON
Oh. Mrs. Richards. What a surprise.

Ruth pulls the goggles off Jason's head.

RUTH
I know about her little secret.
Where is she?

Jason swallows nervously.

JASON
The junkyard.

Ruth gives Jason back the goggles.

RUTH
Edgar honey, stay here with Jason.
I'm gonna go pick up Nina.

EXT. JUNKYARD - NIGHT

Alloy blasts a stack of cars, throwing Nina down again.

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca and company are jostled by the hit.

LESCA
Get those weapons on line, he's
killing her!

KESSEL
I told you: she's scared, that's
why her weapons are down.

ON BRITT'S SCREEN a complex process shows energy replication.

BRITT
We're at fifty percent. We gotta
get to eighty or she's in trouble.

EXT. JUNKYARD - NIGHT

Nina's wearing down fast. She crawls behind a pile of junk as Alloy FIRES again.

Mechanoid/nanobots form a helicopter-like aircraft. Alloy loads it with mutated mechanoid/nanobots.

ALLOY
Your little dogfight is a waste of
time. I can always make more.

Alloy strides toward Nina. He's winning and he knows it.

The ground around them starts to move.

ALLOY

I've enjoyed dancing with you. But as J. Edgar Hoover once said, "Fear has many eyes and can see things underground...where little brats are reduced to ashes."

Nina stands, turns around 360 degrees as--

THE GROUND ERUPTS WITH GIANT BIO-MECH SPIDERS! Twisted nightmares of metal and slimy tissue, green eyes aglow.

Nina starts to back away, but there's nowhere to go.

INT. NANO-1 SPACECRAFT - INNER ZONE

Britt reacts to his screen.

BRITT

Power's dropping. She's down to forty...thirty-five...thirty...

KESSEL

Her armor's starting to go.

Lesca looks at the screen, horrified.

LESCA

Nina, listen to me...

EXT. JUNKYARD - NIGHT

Nina is frozen in shock. Her worst nightmare is alive.

LESCA (V.O.)

(through ear speakers)
Don't focus on your fear.

Nina lowers her head as if she's shutting down. She sees--

QUICK SHOTS: Nina's dad teaching her to play pool; comforting her when she gets a B- on her report card...

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca darts to a station, rattles keys.

BRITT

Down to twenty-five percent...

LESCA
 (low)
 C'mon, Nina. Fight it.

EXT. JUNKYARD - NIGHT

Nina stares at the ground, lost in memories. She sees--

QUICK SHOT: Nina's father on the flight deck, about to get on a plane. He salutes Nina. Nina slowly salutes back.

INT. NANO-1 SPACECRAFT - INNER ZONE

Britt does a double-take.

BRITT
 Wait. Power's back up to
 thirty...forty...fifty...

EXT. JUNKYARD - NIGHT

Nina slowly raises her head. Her expression fierce, all fear burned away by a single memory.

ALLOY
 Nina's last stand. How fun.

Nina looks around at the gnarled monsters surrounding her. She stands firm, arms bowed at her sides like a gunslinger.

INT. NANO-1 SPACECRAFT - INNER ZONE

Britt is glued to his monitor.

BRITT
 Seventy percent...eighty...eighty-five...ninety. We're green!

LESCA
 Nina, weapons are hot!

EXT. JUNKYARD - NIGHT

Nina stands her ground as the giant spiders close in.

ALLOY
 Anything to say before my lovely
 pets tear you apart?

NINA
 First of all, you half-quoted
 Cervantes, not Hoover. Moron.

Alloy GROWLS from the insult.

NINA
 And as Joan of Arc said...
 (beat, quoting)
 "I am not afraid..."

Nina's arms sprout multiple glowing weapons. They WIND UP,
 WHIR and CLICK into place. Then, dead silence as she says--

NINA
 "I was born to do this."

ALL HELL BREAKS LOOSE! Spiders HISS and attack. Nina crosses
 her arms, fires both cannons, blows two apart. She springs
 into the air, fires upside down, killing one behind her.

In a flurry of kicks, punches, jumps, throws and blasts, Nina
 fights like the brave daughter of a veteran combat soldier.

Alloy is furious as Nina wipes out his giant spider army. He
 charges her, FIRING as he goes. One lucky blast hits her.

Nina's weapons wind down.

ALLOY
 Aw, I broke your little toys.

Nina's hands 'expand' to grab a metal flagpole. Alloy FIRES.
 Nina dodges him. Alloy's weapons fail. He shakes his arm.

ALLOY
 Arrrgh!

NINA
 We're not finished dancing yet.

Nina swings the pole like a bat, sends Alloy flying.

Alloy gets up. Using a modified Thai Chi, Nina ducks and
 swings the pole, driving Alloy back toward a cliff. In the--

VALLEY BELOW: an area marked 'DANGER! FLAMMABLE LIQUIDS'.

Alloy is on his heels, unable to focus long enough to
 recover. Nina ducks and strikes, pushing him backward.

Alloy grabs the pole from Nina's hand, slings her against a
 stack of crushed cars. Nina falls to her knees.

Alloy bends the pole into a 'U', pins Nina to the ground.
 Alloy catches his breath.

ALLOY
Impressive... For a child.

Nina struggles beneath the pole. Alloy looks to the sky as--

EXT. SKY - VARIOUS - NIGHT

--the air battle rages on. The VR aircraft are outnumbered. A junk plane fires on Major Sidewinder, cuts off her tail.

MAJOR SIDEWINDER (V.O.)
(through radio)
Agh! He got me! I'm spinning in!

Other VR planes are destroyed. Soon Jason is alone, engine smoking. 12 junk planes close in.

Jason flies toward them and suddenly--

Cannon fire behind him kills 3 of them, scatters the rest.

JASON (V.O.)
(through radio)
What the heck was that?

EXT. JASON'S BACKYARD - NIGHT

Edgar wears a set of VR goggles, operates a controller.

EDGAR
Roger, Sky Bandit is on the case.

Jason lifts up his goggles, sees Edgar.

JASON
No way.

EXT. JUNKYARD - NIGHT

Alloy clenches his fists, looks down at Nina.

ALLOY
You still lose.

Alloy glances at the junk helicopter rising into the sky.

Nina sees it, squirms to get free but can't.

NINA
(to Nano-1 crew)
I need some help here.

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel shakes his head. All graphs are in the red.

KESSEL
Nina, if I route power to get you
out you'll be defenseless.

LESCA
Britt, give me options!

BRITT
She's got enough for one good
plasma shot, that's it.

EXT. JUNKYARD - NIGHT

Nina squirms. No good.

Alloy reaches down, grabs her throat. He lingers a moment,
reading her. He removes his hand, CHUCKLES.

ALLOY
One shot, eh? What a shame.

LESCA (V.O.)
(through ear speakers)
Nina, he's weaker than he looks:
he's only got two shots left.

Nina considers this as Alloy aims his cannon at Nina's head.
He hears a distant CRASH. Nina squirms to see--

EXT. JUNKYARD - ENTRANCE - NIGHT

--Ruth SMASHING through the fence in the beat-up station
wagon. She races toward Alloy and Nina.

INT. RUTH'S BEAT-UP CAR (MOVING) - NIGHT

Ruth drives toward Alloy and Nina with gritted teeth.

EXT. JUNKYARD - NIGHT

Nina watches as Ruth barrels toward them.

NINA
Mom...

Alloy shifts his aim from Nina to the approaching car.

ALLOY

You need to see this before you die: Mommy's in for a big surprise.

NINA

(low, to Nano-1 crew)
Shed my armor. Just the helmet. Re-route power to my right arm.

Nina's helmet retracts. She frees her right arm, aims at Alloy.

NINA

Back off!

Alloy glances at her, LAUGHS. He nods to the ascending junk helicopter behind to her far left.

ALLOY

One shot, Nina. Is it enough to stop me? Shoot me and the game is finished. I win.

NINA

Don't bet on it.

EXT. SKY - VARIOUS - NIGHT

Edgar dodges and returns fire, lighting up three more junk planes. Jason's plane burns up.

JASON (V.O.)

(through radio)
It's up to you, Sky Bandit!

Smoke pours from Edgar's tail. He circles around and around, creating a dark cloud. The last two planes follow him.

INT. COPPER'S JUNK PLANE (AIRBORNE) - NIGHT

Copper struggles to see in the smoke.

COPPER

The last one's mine.

INT. IRON'S JUNK PLANE (AIRBORNE) - NIGHT

Iron flies his plane into the smoke cloud.

IRON

Not if I get him first.

EXT. SKY - VARIOUS - NIGHT

Copper and Iron's junk planes collide in mid-air. BOOM!

Edgar's plane goes into a steep dive toward the junkyard.

EXT. JUNKYARD - NIGHT

Nina watches as a smoking plane emerges from the cloud and SPUTTERS toward the junkyard.

NINA
You were saying?

The smoking plane dives toward the ascending junk helicopter on a collision course and--

BOOM! Alloy's left arm cannon DESTROYS the smoking plane.

ALLOY
Finished. I win.

EXT. JASON'S BACKYARD - NIGHT

Edgar removes his VR goggles, SIGHS with disgust.

EDGAR
Crap.

EXT. JUNKYARD - NIGHT

Alloy's right arm remains fixed on Ruth's beat-up car.

LESCA (V.O.)
(through ear speakers)
He's only got enough juice for one
more shot, Nina!

Nina aims at Alloy, looks at the ascending helicopter.

ALLOY
What's it gonna be, Nina? One shot.
Save your mother, the city dies.
Save the city, your mother dies.

Nina struggles to decide as Ruth closes in fast.

INT. RUTH'S BEAT-UP CAR (MOVING) - NIGHT

Ruth glares at Alloy as she races ahead.

RUTH
Get away from my daughter!

EXT. JUNKYARD - NIGHT

Nina searches in vain for a solution. She looks around at the ascending helicopter, Alloy...and something else.

Her eyes dart around to three places. She aims at Alloy.

ALLOY
(to Ruth)
That's right... A little closer...

NINA
(low)
This one's for you, Dad.

Nina waits... Waits... Alloy's arm glows. Nina FIRES!

Her shot hits Alloy's arm just as he FIRES, dazing him. He looks at Nina, starts to smile until he sees--

His shot sails into a raised bulldozer blade. PING! It deflects toward a curved junk car roof. PING! It flies into a large, U-shaped pipe. SWOOSH!

It flies out of the pipe right into--

The junk helicopter.

Triple bank shot.

ALLOY
NOOOOO!

BOOM! The helicopter is destroyed.

NINA
Dance is over, metal head...

Alloy GROWLS in anger, aims at Nina. His arm glows, then fades. His cells are empty.

NINA
You lose.

Alloy pauses, turns and--

INT. RUTH'S BEAT-UP CAR (MOVING) - NIGHT

Ruth guns the accelerator, flicks on the high beams.

RUTH
Aaaaaagh!

Ruth throws open the door, leaps out and rolls as--

EXT. JUNKYARD - NIGHT

--Alloy tries to see in the blinding light.

ALLOY
Aaaaaagh!

Two tons of Detroit steel propelled by over 400 horsepower slam into Alloy, launching him off the cliff down to the--

VALLEY BELOW, right into the FLAMMABLE STORAGE AREA.

KA-BOOM! The explosion lights up the night with an orange, yellow and purple mushroom cloud.

Ruth runs to Nina, who's still pinned by the bent pole.

RUTH
Nina! Nina, are you okay?

Nina's right arm glows. She forces the pipe loose, slips out. She embraces Ruth, looks her over.

NINA
You uh, you just jumped from a moving car. Are you okay?

RUTH
I'll feel it in the morning.

NINA
A bit extreme, don't you think?

RUTH
Nobody messes with my kids.

They look down at the fiery wreck below.

RUTH
You think Dad would be upset?

NINA
Nah. He'd be glad you finally put it out of its misery.

Ruth hugs Nina again. They LAUGH and start walking home.

NINA
So... Am I in trouble or...?

RUTH
I don't know. Maybe. You hungry?

NINA
Starved.

RUTH
I told Edgar we can order pizza.

NINA
Sweet.

A long beat. Ruth turns her head, points at something.

RUTH
Is that my old moped?

EXT. PARK - MORNING

Nina, Edgar and Jason ride their bikes in the park. Ruth catches up to them, a big smile on her face.

EXT. PICNIC GROUNDS - DAY

Ruth, Nina, Edgar and Jason enjoy a picnic in the shade.

EDGAR
You really think I could be a
pilot, Nina?

Nina puts a hand on Edgar's shoulder, looks him in the eyes.

NINA
Edgar, you can do anything you want
in this world. Anything.

Edgar runs around pretending to be a plane. Jason joins him.

LESCA (V.O.)
(through ear speakers)
Uh, Nina? You got a minute?

EXT. TREE LINE - DAY

Nina walks over behind a large oak tree.

NINA
What's up?

INT. NANO-1 SPACECRAFT - INNER ZONE

Lesca, Britt and Kessel watch a video--

ON THE SCREEN of a huge zeppelin flying over a large city.
All the lights in the city go out.

LESCA
Someone is stealing electricity to
make some kind of energy weapon.

NINA (V.O.)
 (through speakers)
 Where?

LESICA
 Maverick City.

EXT. TREE LINE - DAY

Nina takes this in, purses her lips.

NINA
 That's twelve-hundred miles away.
 Might take awhile on Mom's moped.

KESSEL (V.O.)
 (through ear speakers)
 I think we can do better than that.

EXT. PICNIC GROUNDS - DAY

Nina runs up to Ruth. Jason returns, winded. Edgar keeps playing in the b.g.

NINA
 Something's up. I gotta go.

Ruth doesn't look thrilled, but hugs her tight.

RUTH
 Be careful. And be home for dinner.

NINA
 I'll try.

JASON
 (out of breath)
 You need any help...let me know.

EXT. TREE LINE - DAY

Nina stands beside the oak tree, stores her glasses.

NINA
 This is gonna be so cool.

KESSEL (V.O.)
 (through ear speakers)
 You need to take it slow.

NINA
 I will. And guys...?

INT. NANO-1 SPACECRAFT - INNER ZONE

Kessel, Britt and Lesca look up at the main screen.

NINA (V.O.)
(through speakers)
I promise I'll do everything I can
to help you get back home, to the
ones you love the most.

Kessel smiles faintly, for the first time in quite a while.
He adjusts some levers.

KESSEL
Hang on, Nina. Here we go...

EXT. TREE LINE - DAY

Nina's nanoarmor encases her body. Small fins sprout on her forearms and lower legs. Thrusters form on her back. Nina GIGGLES with excitement.

EXT. SKY OVER PICNIC AREA - DAY

A hundred feet above the trees the sound of two small ROCKET ENGINES steadily grows.

Nina sails over the trees, arching into the sky. One arm is bent and at her side, the other pointing straight forward as she flies upward like a small, wingless jet plane.

NINA
Whoa-hooooo!

FADE OUT.