

WATCHTOWER

4.16 | "Smallville"

Written by
Jack D. Malone

Based on the character of 'Chloe Sullivan,'
created by Al Gough and Miles Millar

Based on characters from
DC Comics

CREATED BY
Jack D. Malone

PRODUCED BY
TheVPN (www.vpn-tv.proboards.com)

WATCHTOWER

"Smallville"

MAIN CAST

CHLOE SULLIVAN	Allison Mack
BRUCE WAYNE / BATMAN	Christian Bale
HELENA BERTINELLI / HUNTRESS	Kayla Ewell
VICKI VALE	Yvonne Strahovski
JIM GORDON	Dylan Walsh
KATHERINE KANE / BATWOMAN	Deborah Ann Woll
LANA LANG	Kristin Kreuk
OLIVER QUEEN / GREEN ARROW	Justin Hartley
MAXWELL LORD	Gil Bellows

GUEST CAST

AMANDA WALLER	Pam Grier
CLARK KENT	Tom Welling
JASON BARD	Robert Buckley
JIMMY OLSEN	Aaron Ashmore
JONATHAN KENT	John Schneider
KARA KENT / SUPERGIRL	Laura Vandervoort
LEX LUTHOR	Michael Rosenbaum
LIONEL LUTHOR	John Glover
LOIS LANE	Erica Durance
MARTHA KENT	Annette O'Toole
MOLLY GRIGGS	Missy Peregrym
PETE ROSS	Sam Jones III
STEVE TREVOR	Rick Cosnett
TESS MERCER	Cassidy Freeman

TEASER

FADE IN:

EXT. METROPOLIS, CITY - DAY

A vibrant view of the city. Towering structures. Populated streets. A city where dreams are made.

METROPOLIS

CRANE UP the length of the DAILY PLANET building. It's logo - a large, ROTATING EARTH with 'Daily Planet' scribed across it. It stands like a beacon of truth above the city.

INT. DAILY PLANET, OFFICES - DAY

ON A TV MONITOR - a NEWS REPORT with an ANCHORWOMAN front and center. 'Aftershock strikes again. Police in pursuit.'

ANCHORWOMAN

Police have unearthed the first of the self-proclaimed 'earthquake machines' but fear the second will not be found in time. We urge everyone to stay safe.

A crowd of glum faces fill the room. They watch the report.

ANCHORWOMAN (CONT'D)

This just in: I'm being told the second machine *has* been found near Centennial Park.

The crowd ignites with a mix of joy and relief.

Behind the crowd, a woman turns from the celebration -- LOIS LANE, unable to share the excitement.

LOIS

Like *hell* I'm going to let a group of bored teenagers-turned-wannabe-super-villains ruin my perfect apartment with their faux earthquakes and petty no-good attitude towards a city that is in *desperate* need of a god damn break.

A slight TREMOR shakes the room. Lois feels it - somehow a little more than the others. A defeated sigh escapes her.

LOIS (CONT'D)

(exploding)

Jimmy?!

INT. DAILY PLANET, LEVEL 2 - DAY

Lois scales down the stairs to find JIMMY OLSEN (young, underfed, won't ever be seen without his camera strapped around his neck).

LOIS
James Bartholomew Olsen. Please tell me your 'eye in the sky' hasn't fallen asleep at the wheel and is about to save me from thousands of dollars worth of property damage.

JIMMY
She said she'd be here any second.

Another TREMOR vibrates through the room. A panicked Lois clamps onto the rails of the stairs. An audible groan.

LOIS
And we *just* finished painting the bathroom.

A COLOSSAL FORCE jets past the windows. GLASS SHATTERS from the turbulent winds.

ON Jimmy - he ignites with happiness. *Its her.*

JIMMY
This looks like a job for-

LOIS
Don't.

A REPORTER points to the TV MONITOR on display.

REPORTER
Supergirl!

ON THE MONITOR - footage shows a WOMAN IN A RED CAPE descend from the skies for a solid landing.

EXT. CENTENNIAL PARK - DAY

A stoic SUPERGIRL rises to an audience full of hopeful civilians. She observes the ground underneath her, while her audience watches on in awe.

X-RAY VISION through the ground to find a DUO OF SKELETONS stood in front of a LARGE METALLIC MACHINE.

SUPERGIRL
Gotchya.

Supergirl turns towards the TRAIN STATION in the distance, and JETS OFF TOWARDS IT--

INT. SUBWAY TUNNELS - DAY

A RED-BLUE BLUR jets through the tunnels- SLAMS into two unsuspecting teenagers, and knocks them aside.

Supergirl emerges in front of the EARTHQUAKE MACHINE.

The HOODED TEEN peels himself off the wall, then rises to face the superhero. He works his maniacal, villain-laugh.

HOODED TEEN

You're too late, *hero*. By the time you've figured out our complex algorithm to detonate the device, this city will already be-

Supergirl PLOWS her fist through the machine- it CRUMBLES, then powers down...

HOODED TEEN (CONT'D)

(defeated)
Destroyed.

SUPERGIRL

Stay in school, kids.

Supergirl jets off.

A TURBULENT WIND propels the teen back, and into the wall as Supergirl disappears down the tunnel.

EXT. CENTENNIAL PARK - DAY

A heroic Supergirl flies free from the train station. She's met by an OVERWHELMING APPLAUSE from the citizens.

EXT. DAILY PLANET, ROOFTOP - DAY

The roof-access door closes behind a frantic Jimmy, following a determined Lois onto the rooftop.

JIMMY

What are you doing?

LOIS

She's going to want to talk.

Supergirl descends from the clouds, and hovers to a landing.

SUPERGIRL

I thought you had Superboy all over this city?

LOIS

Yeah, well. He's not exactly speaking to us right now.

(MORE)

(CONTINUED)

CONTINUED:

LOIS (CONT'D)

(beat)

It's a long story.

SUPERGIRL

I can't keep coming back from the future, Lois. It's too dangerous. Maybe you should tell Clark-

LOIS

What am I supposed to say that hasn't already been said?

Supergirl pauses, with knowledge of the future.

SUPERGIRL

Tell him that the lives of those he loves are threatened the longer he runs from his destiny.

ON Lois - she hears the warning loud and clear...

SUPERGIRL (CONT'D)

Oh, and you might need to look for a new apartment. I think yours collapsed in the earthquake.

LOIS

Perfect.

Supergirl offers a nod to the duo, then dives off the edge. A beat, and Supergirl FLIES INTO THE CLOUDS.

Lois turns to leave. A confused Jimmy follows.

JIMMY

Now where are you going?

LOIS

Tell the Chief I'm taking a vacation.

Lois halts by the door, *slightly* miserable.

LOIS (CONT'D)

Looks like I'm heading back to Smallville.

CRANE UP into the bright blue sky. The yellow shine fades into a STARRY KALEIDOSCOPE of dark blue. Day becomes night.

'Wherever You Will Go' by The Calling.

EXT. SMALLVILLE - NIGHT

DESCEND the night-sky to find a sign. 'Welcome to Smallville, Kansas. Population 45,001. The meteor capital of the world!'

EXT. KENT FARM - NIGHT

ON A SET OF HANDS - the joining of a couple, clamped tightly together. One tugs to break while the other pulls back, desperate to hold on.

Lois looks to a hesitant CLARK, unable to figure him out.

LOIS
Come on Smallville. There's no
point in getting cold feet now.

Clark remains frozen - *he's paralysed by his past.*

CLARK
There's just so many memories here.
So much time spent learning to
become... what I can't be anymore.
(beat)
I feel like I'm going backwards.

LOIS
Well, right now I need you to go
forwards so we can get a good
night's sleep.

Lois clings to Clark's arm - *a playful distraction.*

LOIS (CONT'D)
Besides, I'm sure there are plenty
of new memories we can make here.

A small chuckle from Clark - she knows exactly how to persuade him. He picks his luggage back up from beside him, and the two approach the house...

A HAND stretches for the door, but it SWINGS OPEN.

A confused JASON BARD (dressed in nothing but his boxer-shorts) stands on the other side.

Clark covers Lois' eyes with his hand.

LOIS (CONT'D)
We must have the wrong house.

Lois tugs Clark's hands away from her eyes, and snaps back to reality - *this is their farm.*

LOIS (CONT'D)
Oh, wait. No, we don't. And who
the hell are you?

Stepping out from behind a near-naked Jason--

(CONTINUED)

CONTINUED:

A guilty CHLOE (dressed in a tightly bound night-gown and sporting very obvious bed-hair) waves to her former best friend and cousin - *the definition of awkward.*

CHLOE

Hi.

OFF the disapproving look from Clark and Lois...

CUT TO BLACK.

END OF TEASER

ACT ONE

FADE IN:

INT. KENT FARM, LIVING ROOM - DAY

Lois strides into view with two coffee cups. She joins Chloe by the couch, taking a seat opposite her.

LOIS

Okay, let's start from the beginning. What is my cousin doing in my soon-to-be... hopefully-one-day husband's childhood home, and who is the Oliver Queen replacement she brought with her?

She offers one of the cups to Chloe.

CHLOE

Thank you.

(beat)

His name is Jason. And he's not an Oliver replacement.

LOIS

You're diverting. He's a diversion. This is *classic* Sullivan behaviour.

CHLOE

(blunt)

I needed a break. From Gotham. From the life I built there. From everything. And so I came here.

LOIS

How long have you been here?

CHLOE

Two months.

LOIS

Why?

CHLOE

If I could even begin to talk about my problems... then I wouldn't be here running away from them.

LOIS

Okay. Got it. Noted.

(beat)

And yet I find myself wanting to ask more questions.

(CONTINUED)

CONTINUED:

CHLOE
I've created a monster.

LOIS
You really have.

The two share a laugh, and continue their drinks...

CHLOE
So how are you and Clark?

LOIS
I think that's something you should
be asking him.

OFF Chloe - *inspired to have that conversation...*

INT. KENT FARM, BARN - DAY

Clark stands in his 'fortress of solitude.' He stares out at
the sun - *it doesn't seem to affect him how it used to.*

CHLOE (O.S.)
Whoa. Deja Vu.

Clark turns to find Chloe at the foot of the stairs.

CLARK
Has Lois sent you to knock some
sense into me?

CHLOE
Now why would she do that?

Clark raises his right hand to reveal a GOLD KRYPTONITE RING.

CHLOE (CONT'D)
Clark?! Oh my god.

Chloe scales the stairs. Clark backs away.

CLARK
It's better this way. Trust me.

CHLOE
A world without Superman is not a
world that's better off. We need
to fix this.

CLARK
It can't be fixed. It's Gold
Kryptonite. It's permanent.

CHLOE
Why? Why would you get rid of your
powers?

(CONTINUED)

CONTINUED:

Clark returns to the rail - away from Chloe and his demons.

CLARK

Because I didn't want to be used as
a weapon. I can't live with that
kind of guilt.

CHLOE

And what about the guilt from
omission?

Chloe joins Clark by the view of the farm. Desperate.

CHLOE (CONT'D)

Clark. Every single trial and
every single challenge you've gone
up against... it's built you into
the man that you are today. A man
that this world needs in order to
sleep at night. Turning your back
on that--

CLARK

Will save more people than you
realise.

ON Chloe - *everything sounds a little too close-to-home.*

CHLOE

Maybe we both need this, you know?

(long pause)

Maybe a reminder of where it all
started for us is *exactly* what we
need to navigate through these dark
waters and reach some form of
solace on the other side.

CLARK

The only thing this place reminds
me of is becoming someone I can't
be anymore. And the truth is...

Clark faces Chloe, as a man truly defeated.

CLARK (CONT'D)

I don't know who I am - who I'm
supposed to be - if I'm not *him*.
If I'm not Superman.

Chloe fidgets with a PAMPHLET in her hands. It grabs Clark's
attention, and she offers it to him.

CHLOE

Luckily, there's still one place on
Earth where being normal was all
you ever wanted.

(CONTINUED)

CONTINUED: (2)

ON THE PAMPHLET - it reads *'Homecoming! Ten-Year High School Reunion for Smallville's Class of '05.'*

Clark looks to Chloe - *this is not what he wanted...*

INT. WAYNE ENTERPRISES, WEAPONS DIVISION - DAY

LANA observes the same pamphlet in her hands - she's not feeling the 'reunion' vibes. OLIVER approaches, and reads the invitation over her shoulder...

OLIVER

Something tells me you don't want to take a walk down memory lane all the way back to Smallville.

LANA

Is it that obvious?

Lana faces her friend with a crooked smile.

OLIVER

Come on. It could be fun. Maybe I could even be your date.

(beat)

Your purely platonic date.

LANA

It's a hard pass.

OLIVER

I'm offended. But also curious. What's the problem?

LANA

When I was a young girl, my parents were killed in a meteor shower. Most people who go through a traumatic experience like that get the opportunity for time to heal their wounds, but Smallville never gave me that. To them, I will always be that sad little girl in a fairy princess costume who saw their parents die.

OLIVER

Fairy princess costume, huh?

LANA

It was pink.

The two share a laugh, before reality sinks back in for Lana.

(CONTINUED)

CONTINUED:

OLIVER

But hey! Look at you now. You're an indispensable asset to an organisation that dedicates itself to saving the world.

LANA

Yeah, right. Like I can tell people about that.

OLIVER

Well, what about the Saviour Foundation? You've helped so many people stop seeing themselves as victims and start seeing themselves as survivors.

LANA

Until a madman detonated a bomb that took the entire building down and almost killed me. But luckily, my body was fused with a super-suit that protects me from close-range explosions -- except, of course, the bomb was laced with a green substance from the same meteor rocks that killed my parents which wore the suit down into a toxic liquid that was poisoning me from the inside out.

Oliver ponders a beat. The silence grows uncomfortable.

OLIVER

Maybe you could just say you're a secretary.

LANA

Maybe.

Lana returns to the source of conflict - the invitation held tight in her hands. A choice yet to be made. Oliver can see through her stalemate. He returns to her, sincere.

OLIVER

Look, take it from someone who would give anything to remember their past... an experience to relive your glory days -- it doesn't come around that often.

Lana is reeled in by Oliver's words. She smiles.

(CONTINUED)

CONTINUED: (2)

OLIVER (CONT'D)

One day, if we're lucky to be old and grey, we'll wish we spent more time taking in the moments that escape us far too quickly. And High School is definitely the biggest bearer of those moments.

LANA

Being a father has made you wise, Mr. Queen.

OLIVER

If you think that's impressive, you should hear some of my jokes.

OFF an unimpressed Lana, shaking her head at Oliver...

CLARK (PRELAP)

This isn't funny, Lois.

EXT. KENT FARM, PORCH - DAY

Clark follows Lois out onto the porch. He's furious.

LOIS

I'm not trying to be funny, sweetie. I'm trying to help you.

CLARK

Well, maybe I don't want your help. Maybe I want to figure things out on my own for a change.

Tension strikes. Lois takes the hit - *it stings*.

CLARK (CONT'D)

Sorry. I didn't mean that.

Clark tumbles back, and takes a seat against the house, burying himself in his own thoughts.

CLARK (CONT'D)

I've been so used to being in control of my own destiny and now I'm just...

LOIS

Lost.

CLARK

Yeah.

LOIS

That's why we're here. I mean, other than our apartment being levelled to the ground...

(CONTINUED)

CONTINUED:

Lois rushes to Clark's side, and joins him on the seat.

LOIS (CONT'D)

You're lost. You're trying to figure out who you are without the cape, and the tights, and the x-ray vision. And that's what high school was all about... it was about figuring out who you are and where you belong in the world.

Clark reaches for Lois' hand, and he holds it.

CLARK

I know where I belong.

LOIS

Then trust me when I say that this will be good for you. It'll be good for all of us.

A smile from Clark, and he leans in to give his fiance a kiss. The two breathe in the moment together. Happy.

INT. KENT FARM, BEDROOM - DAY

Jason sits at the foot of the bed, watching as Chloe does her makeup in the mirror.

JASON

So when you said we were crashing at a friend's place, you neglected to tell me that friend was Superman. And that he had no idea we would be here.

CHLOE

I'm funny that way.

JASON

No. No, not funny.

ON Chloe - *she locks eyes with Jason in the mirror.* She puts the mascara back down, and faces him.

CHLOE

Do I detect a hint of regret about this whole thing?

JASON

Thought I was the P.I. here.

CHLOE

I'm serious.

(CONTINUED)

CONTINUED:

JASON

I just feel like every time we take a step forward - every time I can feel us getting closer - something keeps reminding me that...

CHLOE

That what?

JASON

That something's missing. With us.

CHLOE

And you thought that if we couldn't find it on this trip, then...

JASON

Then we're never going to be what I hope we could be someday.

CHLOE

Sounds doom and gloomy.

A small laugh escapes Jason's breath.

JASON

Somehow I thought that was *not* going to go over well.

CHLOE

I've lived my life with enough lies. So I can always appreciate the truth, no matter how sharp and pointy it may be.

JASON

You're always surprising me...

The two lean in for a kiss. Chloe resumes her make-up.

JASON (CONT'D)

So, I've already met some friends. Any foes?

CHLOE

No one worth mentioning...

EXT. SMALLVILLE HIGH - DAY

'Prelude 12/21' by AFI

A BLACK LIMO pulls up outside the bright and vibrant high school building. The door kicks open, and a man in a long black coat steps out, into the light.

(CONTINUED)

CONTINUED:

It's LEX LUTHOR (dressed in a black suit, and a dark purple shirt). He fastens a set of sunglasses to his face, then taps the limo twice, and it sets off, O.S.

ON Lex - *what is he up to?* He sports a cocky grin, then proceeds towards the building...

CRANE UP over him to find the LARGE BANNER that spreads across the length of the main entrance.

'Welcome Back, Class of 2005.'

CUT TO BLACK.

END OF ACT ONE

ACT TWO

FADE IN:

INT. SMALLVILLE HIGH, MAIN ENTRANCE - DAY

CLOSE ON a series of name-tags. Two very familiar names glare out at us. 'Clark Kent' and 'Chloe Sullivan.' Hands peel them off the desk, and hand them out...

Chloe and Clark take their name-tags.

CHLOE

It's weird being back here. It's weird, right? Or am I being weird?

CLARK

You're babbling. But it's both. It's definitely both.

Chloe clips the tag to her outfit, then notices Clark is struggling with his. She fastens it to him.

CLARK (CONT'D)

Thanks.

CHLOE

It's fine. Although, I'm having serious 'spring formal' flashbacks.

Chloe dusts off Clark's jacket, then shares his smile.

CHLOE (CONT'D)

Where did our dates run off to?

CLARK

That is a good question.

The two gravitate towards the hall, then proceed down it...

Arriving through the doors with the sunlight parting behind her entrance, a stunning Lana surfaces (dressed in an elegant maroon gown). She arrives at the desk of name-tags.

LANA

Lana Lang.

The WOMAN shuffles for the name-tag, then offers it to Lana.

Lana stares down the hall that hosts the memories of her adolescence with a nostalgic smile...

INT. SMALLVILLE HIGH, GYM ROOM - DAY

In front of the punch-table, Lois and Jason clink a set of glasses together. An official meeting.

(CONTINUED)

CONTINUED:

LOIS

To dating some *seriously* confusing people.

JASON

I'll drink to that.

The two knock back their drinks when Chloe and Clark arrive.

CHLOE

I see the two of you have already bonded. Can't say that *doesn't* make me nervous.

LOIS

The power of spiked-punch.

The entire crowd around them shifts towards the stage.

LOIS (CONT'D)

Oh god. Looks like we have a surprise guest.

ON THE STAGE - a very formal Lex arrives with a glass of scotch in one hand, and a few notes in the other. He arrives at the podium, as though he were on a campaign trail.

Jason leans over and whispers to Chloe.

JASON

No enemies worth mentioning, huh?

CHLOE

He's *everyone's* enemy. I didn't think that counted.

Lex addresses the class of '05.

LEX

Good afternoon, everyone. I know you're all probably wondering why I'm here today.

LOIS

Considering Tess hit him with a hard reset-to-default-factory-settings, it should really be *him* wondering why he's here.

Lex continues, facing the tough crowd.

LEX

No, I didn't attend Smallville High, but I've had a long history with the school, and this particular class of '05.

(MORE)

(CONTINUED)

CONTINUED: (2)

LEX (CONT'D)

So I wanted to make sure you all had the best evening possible.

The crowd softens up. A few cheers, and mild applause.

LEX (CONT'D)

And before I let you get back to *said evening*... I wanted to say a few words.

Lex shuffles his notes on the podium, then straightens.

LEX (CONT'D)

The world likes us to believe that High School is primarily about getting a proper education, but that always feels like a perspective from the outside looking in. Instead, High School is an opportunity to understand who we are and what we want to do for the rest of our lives.

ON Clark - *who am I now? What do I want to do?* He looks to Chloe, who shares the same expression on her face. Lost.

LEX (CONT'D)

We never seem to ask ourselves those questions until we're faced with the opportunities that High School offers us. But it's an answer we struggle to find day in and day out.

ON Lois - she's pained by the words spoken to her, and feels them on a level she wasn't expecting.

LEX (CONT'D)

So whether you've conquered your dreams and you're wondering what to do next, or if you're still climbing that particular ladder you ascended since the day of your graduation, this quote from an ancient Chinese philosopher will still ring true.

(beat)

"The journey of a thousand miles begins with a single step."

And the crowd roars at the conclusion of the speech.

LEX (CONT'D)

Thank you. Enjoy your evening.

Lex raises his drink to the crowd, then disappears off stage.

(CONTINUED)

CONTINUED: (3)

LOIS

Barf.

LANA (O.S.)

I don't know what's more
disgusting...

Chloe shifts to the familiar voice to find Lana.

LANA (CONT'D)

The fact that evil incorporated
just got a round of applause from
people I grew up with, or that you
continue to not give a damn about
any of us.

CHLOE

Lana, I can explain.

LANA

Save it. I'm done. We're done.

Chloe chases after a fleeing Lana.

CHLOE

Lana, wait!

CLARK

Lana?

Lois looks to Clark - a hint of insecurity in her eyes...

INT. ARGUS, HEAD OFFICE - DAY

STEVE examines his phone. Frustrated.

STEVE

Come on, Lana. Pick up, damn it.

MARTHA (O.S.)

I don't need protection, Steve.

Steve shuffles his phone back into his pocket, and turns to
face MARTHA KENT, dressed in a red-pantsuit.

MARTHA (CONT'D)

Maxwell Lord is dead. Checkmate
needs someone like me to fill the
void, and help steer the ship.

STEVE

I don't feel comfortable sending
you back there without my best
operatives at your side. And I'm
sure Lana has no problem being your
personal bodyguard.

(CONTINUED)

CONTINUED:

MARTHA

Well, unfortunately, it doesn't appear Lana has any interest in answering her phone right now.

Martha turns to leave, but can't - she feels compelled to end things on a better note. A sense of nostalgia. She returns to Steve with admiration in her eyes.

MARTHA (CONT'D)

What you did for me and for the people I care about... I have nothing but gratitude for you. But I've spent the last few years of my life in hiding, and it's time I got back into the real world.

Steve slowly comes around, listening--

MARTHA (CONT'D)

I've had my time to be saved. Now it's my turn to do the saving.

A nod, and Martha leaves on her terms.

Steve waits for the elevator doors to close, then returns to his phone. It OPENS on a text thread titled 'Lana.'

STEVE

Come on, Lana. Answer me.

INT. SMALLVILLE HIGH, HALLWAY - DAY

Chloe strides into view. Desperate.

CHLOE

Lana?

Chloe arrives at a door that is slightly opened. A sign attached to the wall reads 'THE TORCH.'

INT. SMALLVILLE HIGH, THE TORCH OFFICE - DAY

The door peels open. Chloe slowly enters to see a BLACK PURSE resting on the desk-- it's Lana's. She peeps further into the room, and notices a LARGE MONITOR that hangs across the wall (where the 'Wall of Weird' used to be).

CHLOE

Curious.

ON THE MONITOR - the desktop is a series of FOLDERS titled all sorts of nonsense: 'zombie at the cemetery,' 'werewolf at Riley Field,' 'water woman at Crater Lake.'

ON Chloe - she's blown away by the upgrades.

(CONTINUED)

CONTINUED:

CHLOE (CONT'D)

Wall of Weird meets the Watchtower.

A BATTLE CRY belts from behind-- a violent Lana SWINGS AN AXE--
CRASH! The monitor EXPLODES from the strike. Sparks ignite
and fragments of glass scatter around the ground.

CHLOE (CONT'D)

Okay, don't you think you're taking
it just a little too far?

Lana appears possessed with the idea to *kill* Chloe Sullivan.

CHLOE (CONT'D)

Okay. Maybe not.

Chloe catches the next swing.

CHLOE (CONT'D)

This was not the part of high
school that I wanted to remember.

LANA

I'd be more than happy to erase it
from your memory.

Lana CLIPS Chloe across the jaw with the back of the axe,
then SWINGS DOWN - it STICKS into the ground beside a
startled Chloe. A breath of relief, and she KICKS BACK--

GLASS SHATTERS around Lana, crumbling against the contents of
a shelf that breaks underneath her.

Chloe peels up off the floor, then bolts--

INT. SMALLVILLE HIGH, HALLWAY - DAY

The door blasts open. Chloe stumbles out, and into the wall
to regain her balance. She turns around, into-- a TACKLE
pins Chloe to the wall. Lana struggles against her.

Two women (let's call them ROMY and MICHELLE) stumble back
from the attack. Romy gasps.

ROMY

Those two were always so dramatic
in High School.

Chloe throws Lana off of her, then darts down the hall...

A long scary flight of stairs awaits Chloe at the end of the
hallway, and she observes the descent.

CHLOE

This is why I didn't show up for
the *first* reunion.

(CONTINUED)

CONTINUED:

Lana rushes at Chloe with the axe--

Chloe ducks under the swing, latches onto a tumbling Lana, and pivots her back into Chloe's direction.

A violent swing of her fist-- CRAAAACK!

Lana is launched back, and down the stairs. She bounces off each step on her descension, then disconnects from the axe when she reaches a landing at the foot of the stairs.

Chloe rushes down to greet her friend.

CHLOE (CONT'D)

Lana? Are you okay?

Lana swipes the axe up off the ground, and RISES--

BZKST! A TAZER ignites sparks of electricity through Lana's body, and she immediately collapses over.

Stood behind her with the tazer, PETE ROSS (dressed in a deep blue suit, white tie and shoes). He looks up from an unconscious Lana to greet Chloe with a warm smile.

PETE

Long time no see, Sullivan.

CHLOE

Pete.

The two embrace. A much needed hug.

INT. SMALLVILLE HIGH, CLASSROOM - DAY

A LAPTOP SCREEN offers the same footage: the reunion between Chloe and Pete, sharing a hug that never seems to end.

A figure watches in front of the laptop. They appear to be dressed in a suit, with thick brown hair draping just past their shoulders. They SLAM their fists on the desk, then reach for the mouse beside them.

ON THE SCREEN - the footage minimizes and returns to a blank screen that reads 'Phone, Luthor' at the top.

Fingers type on the keyboard with precision...

INT. SMALLVILLE HIGH, GYM ROOM - DAY

Lex is surrounded by woman - they're completely enamoured by him. And he's absolutely loving it.

A BEEP echoes from Lex's jacket. He checks his phone.

ON THE PHONE - a message from 'Brainwave.' He swipes to open it, and CODE appears. It BLINKS, then completely disappears.

(CONTINUED)

CONTINUED:

Lex looks up from his phone. Confused.

THROUGH THE CROWD - a woman with bright red hair slowly turns from a guest to lock eyes with Lex. It's TESS MERCER (dressed in a silver beautiful gown that hugs her curvaceous form). She raises a GLASS OF CHAMPAGNE to her brother.

LEX

Tess?

Lex pushes through the crowds. Determined. Desperate. He bumps arms with everyone in his way, pulling, clawing, forcing his way towards his sister.

Out from the crowd, Lex staggers into an abyss. She's gone.

LEX (CONT'D)

Damn it.

A SIREN beckons from the PA SYSTEM. A voice chimes in - it's deep, familiar... it's a chilling LIONEL LUTHOR.

LIONEL (V.O.)

Attention class of 2005.

ON Lex - he snaps around, completely aware of his father.

LIONEL (V.O.)

I just wanted to congratulate you all on your accomplishments over the years and wish you the best of luck. Have a splendid night, and an even brighter future.

LEX

Father?

LIONEL (V.O.)

Welcome home.

OFF the fear building behind Lex's glare...

INT. CHECKMATE, MAIN ENTRANCE - DAY

The doors part to welcome Martha. She walks over the LARGE BLACK AND WHITE LOGO of a Chess piece imprinted on the floor.

MARTHA

Home sweet home.

OFF the hesitancy that sinks into Martha's soul...

CUT TO BLACK.

END OF ACT TWO

ACT THREE

FADE IN:

INT. SMALLVILLE HIGH, THE TORCH OFFICE - NIGHT

Lana slowly wakes to find Pete watching over her.

LANA
Pete? What happened?

PETE
You attacked Chloe with an axe.

Lana jolts up, completely startled.

LANA
What?

PETE
I wish I was kidding.

LANA
I don't remember...

PETE
What do you remember?

LANA
I remember coming here... and seeing that new wall -- the 'wall of weird.' There were all these folders about werewolves and women made of water.

(realising)
And then something blinked on the screen. A code, or something. It blinked, and... I woke up here.

PETE
Must have been some type of mind control software on the monitor. I'll let Chloe know.

Pete turns his shoulder and moves to leave.

Lana reaches out for him, and their HANDS LINK - a touch that sends sparks through Pete's entire body. Longing.

LANA
You don't have to leave.

A sharp snap back to reality, and Pete pulls away from Lana.

PETE
Look, I don't want to make this any more painful than it has to be.
(MORE)

(CONTINUED)

CONTINUED:

PETE (CONT'D)

I know you can't stand to be in the same room as me for longer than a hot second, so I'll do us both favour and keep the distance.

LANA

Pete--

PETE

Try to feel better, Lana.

And Pete leaves.

ON Lana - feeling the sting of regret that burns through her.

INT. SMALLVILLE HIGH, HALLWAY - NIGHT

Chloe confronts Jason in the hallway.

CHLOE

I know you're going to fight me on this, but I need you to swallow your pride and do what I ask.

JASON

You want me to leave.

CHLOE

The last time something like this happened, everyone I knew was compelled to kill me. I don't think you want our two months of bliss to end with you murdering me.

JASON

What about everyone else?

Jason looks over Chloe's shoulder to find Clark in the BG.

JASON (CONT'D)

Superman, right.

(beat)

Okay, well just... promise me you'll call after everything's settled. The sooner the better.

CHLOE

Of course.

Chloe offers Jason a kiss, and he departs.

Lois darts up behind Chloe with a playful grin, and jabs her cousin in the shoulder.

LOIS

Bring it home, Sullivan.

(CONTINUED)

CONTINUED:

CHLOE

Lois.

LOIS

I'm serious. He's a stud. I definitely approve.

Pete steps out into the hall and joins Clark, Lois and Chloe.

LOIS (CONT'D)

Looks like I'm on Lana duty. You guys... reminisce.

Lois disappears through the door.

Turning to face the long hallway ahead, Clark, Chloe and Pete venture the halls, just like old times.

PETE

This is starting to feel a little too nostalgic for my taste.

CLARK

Heard you've given up on the basketball games for a round with metahumans.

PETE

I guess having your best friend be an alien from another planet - it kind of throws your plans in another direction.

CHLOE

I know the feeling.

Pete playfully bumps into Chloe. The two share a laugh.

CLARK

Is Lana okay?

PETE

She was out of it, man. Said she saw something pop up on the monitor in the Torch. Only for a second, and then all of a sudden-

CHLOE

She lost all control.

CLARK

You know who this sounds like, right?

CHLOE

Molly Griggs.

(CONTINUED)

PETE

We need to evacuate the school.

CLARK

Why?

PETE

Because she could turn this whole school into an episode of 'The Walking Dead' and Chloe wouldn't stand a chance.

CHLOE

Hey.

PETE

I have full confidence in your ability as a strong, confident, badass woman, but I am not confident in your ability to fight the entire class of '05.

CHLOE

Felt like it was me against the world back in High School. It wouldn't *exactly* be a challenge.

(beat)

But in all seriousness, we can't raise suspicion. And speaking as Big Brother, Molly would have eyes and ears all over this place. Who knows what she'd do if she saw everyone running for the exit.

The three of them stop at the end of the hallway, and huddle into each other. Serious, and with clarity.

CLARK

Chloe's right.

CHLOE

I'm always right. I'm-

CLARK

Homecoming queen.

CHLOE

What?

Chloe follows Clark's line of vision--

A VIEW OF THE GYM from the narrow depths of the hallway offers a glimpse of a LARGE PROJECTOR SCREEN. All we can make out is a half-portrait of Chloe with the words 'Sullivan' and 'Queen' framing it.

BACK ON Chloe - embarrassment washes over her expression.

(CONTINUED)

CHLOE (CONT'D)

Oh god.

PETE

So about playing along...

CLARK

We think the homecoming queen
should claim her crown.

CHLOE

I hate you. Both of you.

OFF a reluctant Chloe - on a path to the crown...

INT. SMALLVILLE HIGH, GYM ROOM - NIGHT

'You and Me' by Lifehouse

The crowd parts for Chloe, navigating her way towards the large stage. A SPOTLIGHT hits her - almost blinds her - and her hesitancy to accept the title is illuminated.

The HOST (60s, a former teacher) offers Chloe her award, and she approaches the podium to address the crowd.

ON Chloe - *she takes the moment in.* Suddenly, her demeanor changes. She feigns enthusiasm, whips her hair back, and holds the SILVER AWARD up to the crowd.

CHLOE

"This is so totally awesome."

A roar of excitement.

Among the crowd of people, Pete and Clark share a laugh.

PETE

Chloe was always a good actor.

Clark spots movement in the distance. It's Lex, scurrying away through a set of doors.

PETE (CONT'D)

Clark? You okay?

CLARK

Lex is up to something. Maybe he
knows what's going on.

PETE

I don't have to remind you that you
don't have your powers right now.

CLARK

I know.

(CONTINUED)

CONTINUED:

PETE

And that Lex might know you're not exactly from here. And that he might try to drag you back to a level 33.1 and turn you into his own personal lab rat.

CLARK

Pete. I can do this.

A nod from Pete, and Clark darts off...

INT. SMALLVILLE HIGH, THE TORCH OFFICE - NIGHT

Lois awkwardly stands in front of Lana, sat on the couch with her hands in her lap with equally awkward behavior.

LOIS

Looks like you and Clark can finally stand in the same room together. Guess that's one advantage of him not having his powers anymore.

LANA

I don't think it has anything to do with Clark.

LOIS

What do you mean?

LANA

I got rid of the suit.

LOIS

Oh?

LANA

Well, *technically* Martha got rid of the suit.

LOIS

Oh.

The small spark of jealousy grows stronger in Lois.

LOIS (CONT'D)

Haven't heard from Martha in years. How is she doing?

LANA

I don't really know.

ON Lois - she bites the bullet, and cuts the tension by taking a seat in front of Lana.

(CONTINUED)

CONTINUED:

LOIS

Can I ask you something?

LANA

Sure.

LOIS

There was a time where you and Clark meant everything to each other. You were the most important person in his life. But he was keeping his secret from you. How did you live with that?

LANA

I assume the same way you did.

LOIS

When I discovered his secret, I didn't even know there was a secret to keep. To me, he was always just... Clark.

Lois is brought to a nostalgic smile - *she misses him, even though he's still here.* Lois catches her moment, then-

LOIS (CONT'D)

But now, it's like he's holding something back and I want to fight it and expose it and have him let me all the way in but I don't want to make him do anything he doesn't want to do.

LANA

If there's anything I've learned when it comes to love... it's that love isn't a fairy-tale. And being with the man you've always wanted isn't a happily ever after. Those don't exist.

Lana can see Lois growing more and more disheartened.

LANA (CONT'D)

But if they're important to you... and if you can't live without them... then you *have* to hold on.

LOIS

Sometimes I think I can only hold on for so long before I have to let go. And I don't want to let go.

Lana reaches for Lois' hand, and comforts her.

INT. SMALLVILLE HIGH, HALLWAY - NIGHT

Lex strides into view. He halts at the sight of TESS, holding a CLASSROOM DOOR open to him.

TESS

In here.

Tess disappears into the room. Lex follows in after her...

INT. SMALLVILLE HIGH, CLASSROOM - NIGHT

A BROWN HAIREED figure, dressed in a suit, sits in front of a desk with a LAPTOP facing them. Tess joins them.

Lex slowly creeps in - almost too afraid to face the truth.

TESS

Come on, Alexander. Don't be shy.

(beat)

Say hello to father.

LEX

Lionel?

Lex draws closer, determined to confront his father.

LEX (CONT'D)

I did my research on you. I knew it was impossible that *the* Lionel Luthor - my father - would have such a cowardly death.

The figure twitches at Lex's voice, closing in on him.

LEX (CONT'D)

I knew you wouldn't jump from the Luthorcorp building. And now my suspicions have been proven true.

LIONEL

Why, yes. I guess they have, son.

Rotating in their chair, MOLLY GRIGGS reveals herself. She holds a VOICE-MODULATOR MICROPHONE to her mouth.

MOLLY

(in Lionel's voice)

You were always the smartest Luthor.

Lex staggers back - completely thrown off his game.

LEX

Who the hell are you?

(CONTINUED)

CONTINUED:

MOLLY

You don't remember me? You spend
all those years ruining my life and
you don't even know who I am...

Molly withdraws a gun, and aims for Lex.

MOLLY (CONT'D)

Seems about right.

LEX

Wait. Don't-

OFF THE BANG-

CUT TO BLACK.

END OF ACT THREE

ACT FOUR

FADE IN:

INT. CHECKMATE, HEAD OFFICE - NIGHT

Martha approaches the desk where AMANDA WALLER resides. She rises to greet her old friend and the two SHAKE HANDS.

AMANDA WALLER
Martha Kent. Or should I say
'Evelyn Crawford.'

MARTHA
(realising)
You knew...

AMANDA WALLER
Of course. I know everything.

MARTHA
Well, I'm surprised you didn't seek
me out.

AMANDA WALLER
I understood the risks. Maxwell
Lord was our common enemy, and I
wasn't going to jeopardise you.

Martha is reminded of their unlikely friendship. She smiles.

MARTHA
No matter what our Checkmate
politics may be, I guess we could
always count on each other.

AMANDA WALLER
Always. Although, in mentioning
the difference in our politics, I
can only imagine you won't be too
happy with my first move as 'The
Black King' of Checkmate.

MARTHA
What have you done, Amanda?

Waller reaches for a file on her desk, then steps around to greet Martha face-to-face.

AMANDA WALLER
Molly Griggs.
(beat)
I've released her from Belle Reeve
to finish what I started before
Maxwell Lord gained control of this
organisation.

(CONTINUED)

CONTINUED:

Waller hands Martha the folder. She immediately opens it to find pictures of the SMALLVILLE HIGH building.

AMANDA WALLER (CONT'D)
Don't worry. It'll be a clean it.

MARTHA
(reading)
Homecoming...

Fear sets into Martha's eyes, then she aims them for Waller.

MARTHA (CONT'D)
Amanda. My son will be there.

AMANDA WALLER
Your son isn't the target.

MARTHA
Then who is?

INT. SMALLVILLE HIGH, CLASSROOM - NIGHT

Molly withdraws a gun, and aims for Lex.

LEX
Wait. Don't-

BANG! Lex is thrown back in a heave.

INT. SMALLVILLE HIGH, HALLWAY - NIGHT

Clark jolts back from the ECHOING GUNSHOT.

CLARK
Lex?!

INT. SMALLVILLE HIGH, GYM ROOM - NIGHT

The entire crowd scatters from the noise. They look to a hero - Pete, stood by a path to an exit. He waves for them to follow his lead, and scurry out.

PETE
This way. Come on, come on.

ON THE PROJECTOR SCREEN - a loud CLICK and a scroll of code scrambles across the screen.

CHLOE
No, no, no. Don't look!

INT. SMALLVILLE HIGH, CLASSROOM - NIGHT

Molly's finger hovers over a key on the keyboard- she hits it. 'Enter.' And text scrolls across the LAPTOP.

INT. SMALLVILLE HIGH, GYM ROOM - NIGHT

ON THE PROJECTOR SCREEN - it BLINKS, then text appears: 'Kill Chloe Sullivan, Lois Lane, Lana Lang and Pete Ross.'

Eyes focus on the screen, suddenly COMPELLED BY IT.

PETE

Oh, that's not good.

A large man rushes Pete, and CLOBBERS HIM ACROSS THE JAW.

ON Chloe - she watches from the stage, and immediately knows what's just happened. Fear sets in.

A large portion of the crowd narrows in on Chloe.

INT. SMALLVILLE HIGH, HALLWAY - NIGHT

Lana and Lois step out into the hallway to see a brawl.

LANA

It wouldn't be a day in Smallville
without our lives being threatened.

A dozen people charge towards Lana and Lois.

Lana ducks the first strike, kicks them aside, then spirals back around to her next opponent- CRACK!

LOIS

Bring it, bitch.

Lois shifts into "soldier" mode. Each punch thrown comes with the force to knock down. She catches a punch, twists them around, then KICKS THEM TO THE GROUND.

INT. SMALLVILLE HIGH, CLASSROOM - NIGHT

The door bursts open and Clark enters to find Molly - she stands over a bloodied Lex, gun in hand.

CLARK

Oh my god.

Molly raises the gun for Clark.

MOLLY

Step back.

Clark raises his hands, and complies with her orders.

MOLLY (CONT'D)

I don't want to hurt you, Clark.

CLARK

Then don't.

(CONTINUED)

CONTINUED:

MOLLY

I can't go back to Belle Reeve.

CLARK

No one wants to put you back there.

LEX

Because you'll be thrown behind bars instead.

Molly returns aim on Lex. Clark jolts forward.

CLARK

No, no, no. Please. Molly, listen to me. You don't have to be the same person you were back in high school. You don't need to follow any path you think has been laid out for you. You can change.

(realising)

You can always change.

MOLLY

No. No, I can't.

Molly fires at Clark- BANG!

The wall EXPLODES behind Clark, and he pivots around to see that she purposefully missed. He spins back around-- CRACK!

Molly knocks Clark to the ground, and races out of the room.

INT. SMALLVILLE HIGH, GYM ROOM

Doors push open, and Molly races into the room. On the run.

Struggling under the attack of a suited man, Chloe KNEES them in the ribs, then throws them off her - they flip off the stage and collapse on a group of three.

ON Chloe - she spots Molly in the distance, fleeing...

CHLOE

Oh, no you don't.

Chloe darts off the stage. Determined.

A startled Molly crashes to a halt as a couple collapse in front of her - they block her path. She turns, laptop held tightly under her arm, into Chloe - she tackles her down.

The LAPTOP SLIDES across the floor...

INT. SMALLVILLE HIGH, CLASSROOM - NIGHT

Lex looks over to Clark - he's unconscious. A sigh of defeat, and he eases into the sting of the bullet lodged inside of him. Bleeding out...

Hovering over him, a teary-eyed Tess faces her killer.

TESS
Why did you do it, Lex? Why did
you kill me?

Lex shuts his eyes, knowing it can't be real.

LEX
I didn't kill you.

TESS
But you did. You did kill me.

LEX
Shut up. Just shut up.

TESS
And deep down you know that's the
truth. It's time for you to admit
it. Admit who you are...

Lex opens his eyes, facing the woman he murdered.

TESS (CONT'D)
Admit what you are.

LEX
I'm a survivor.

TESS
No.

Tess slams the HEEL OF HER BOOT into Lex's bullet wound, and he howls. Tess smiles down at him.

TESS (CONT'D)
You're evil.

ON Lex - it's a revelation that burns deep into his soul...

INT. SMALLVILLE HIGH, GYM ROOM - NIGHT

Hands latch onto the LAPTOP and reel it into possession--

It's Chloe. She rises up, and SWINGS THE LAPTOP into Molly's face - it knocks her clean off her feet. Chloe swings the other way, and SMASHES THE LAPTOP INTO THE WALL. IT CRUSHES.

SWISH PAN to Pete, being buried underneath a horde of compelled civilians. They suddenly stop, and step back.

INT. SMALLVILLE HIGH, HALLWAY - NIGHT

Lois, pinned to the wall, is released by her attacker.

A stoic Lana lowers her fist at the change of expression on the woman in front of her. It's over.

INT. SMALLVILLE HIGH, CLASSROOM - NIGHT

Tess looks down at her abdomen which begins to BLEED PROFUSELY. She clutches it, then looks back to Lex with blame in her eyes. A tear runs down the left side of her cheek, and she FADES INTO OBLIVION.

ON Lex - sinking back, freed from his past...

MARTHA (PRELAP)
And what if you fail?

INT. CHECKMATE, HEAD OFFICE - NIGHT

Martha and Waller continue their confrontation.

AMANDA WALLER
I'm the Black King of Checkmate.
'Fail' isn't in my vocabulary.

The doors push open--

MAXWELL LORD enters the room, alive and well.

MAXWELL LORD
I beg to differ.

He is joined by TWO CHECKMATE AGENTS. They aim guns towards the two women. Cornered.

MAXWELL LORD (CONT'D)
And I have a funny feeling you
won't be the Black King of
Checkmate for very much longer.

MARTHA
Maxwell.

MAXWELL LORD
Good evening, Martha. It's nice to
see you again. Truly.
(to the agents)
Get Waller.

Waller accepts her fate. She raises her hands, and allows the agents to drag her away from the desk.

(CONTINUED)

CONTINUED:

MAXWELL LORD (CONT'D)

I wasn't expecting that to happen with such ease. You must be finally learning.

AMANDA WALLER

If I'm going to die, I'll have it be with my head held high and my dignity still intact. You couldn't say the same.

MAXWELL LORD

Take her away.

The agents drag Waller out of the room.

ON Martha - isolated with an intimidating Maxwell Lord narrowing in on her...

MARTHA

And where will you be taking me?

MAXWELL LORD

Oh, Martha.

(beat)

You're not going anywhere.

Lord looks over his shoulder to find an agent in the doorway. He slowly closes the door, locking them inside together.

Martha knows she'll never step outside these walls again.

MAXWELL LORD (CONT'D)

I've spent a great deal of time and effort trying to find you.

MARTHA

Not enough, it would seem.

MAXWELL LORD

All in good time, right?

Martha backs into the desk, then realises there's no escape.

MAXWELL LORD (CONT'D)

I've been wanting to meet with you... ever since you *forced* me to target Lutessa Luthor.

(beat)

I've never felt more powerless than when you threatened to use my own weakness against me. When you left me there to die.

Lord claps his hands against Martha's head. A BLUE LIGHT erupts around her, then slowly FIZZLES OUT. INEPT.

(CONTINUED)

CONTINUED: (2)

MAXWELL LORD (CONT'D)

No.

Lord stumbles back, realising his powers don't work on her.

MARTHA

Sorry, Maxwell. I'm afraid your powers don't work on the meteor infected... on people like me.

Suddenly, Martha has taken full control of the situation. She closes in on him while he backs away, confused.

MARTHA (CONT'D)

My husband and I were caught in that meteor shower.

QUICK CUT - MARTHA AND JONATHAN in their RED CAR being tipped over from the ONSLAUGHT OF METEORS.

MARTHA (CONT'D)

It will always be the day that changed my life forever. The day I became a mother.

QUICK CUT - A YOUNG CLARK discovers MARTHA AND JONATHAN in their tipped over vehicle. His smile saves them.

MARTHA (CONT'D)

And the day I became an empath.

Fear sets into Lord's eyes.

MARTHA (CONT'D)

I can feel your fear. You're terrified. So... so scared... that you'll fail just like he did. Just like your father.

Lord looks to Martha, suddenly exposed to the world. Naked.

MARTHA (CONT'D)

And you will. Because no matter who you hurt or who you kill in this war... good always triumphs.

MAXWELL LORD

That's a beautiful speech. It's too bad it won't save you.

Lord withdraws a SHARP BLADE from his jacket, and cleans the blood-stains that paint it with a white cloth.

MAXWELL LORD (CONT'D)

If I can't control you... then you are of no use to me.

(CONTINUED)

CONTINUED: (3)

Martha's eyes glue to the weapon, knowing his intentions...

MAXWELL LORD (CONT'D)

My father gave me this blade. It was a gift. The last gift he ever gave me. And I swore that those who felt its cold, sharp touch would be only the most worthiest of my enemies.

Martha takes in a deep breath, accepting her fate.

MAXWELL LORD (CONT'D)

You. The Red Queen of Checkmate. You get to share that honour with Victoria Vale.

MARTHA

I would think twice before making that move, Maxwell. You wouldn't want to piss off my son.

MAXWELL LORD

Hmm. *"Cry havoc--"*

Lord pulls Martha into the blade - it slides into her abdomen like butter, and seems to drain the colour from her face.

MAXWELL LORD (CONT'D)

"--and let slip the dogs of war."

And Martha feels it - the cold, sharp blade embedded deep inside her. It absorbs the life right out of her, and yet she knows everything will be okay. She knows what this means for the future. She knows what will become of her killer. She offers an all-knowing smile, before the BLADE RIPS OUT-

Martha staggers over, and slumps onto the ground. She tilts back, released from life.

ON Martha's eyes - a LIFELESS STARE into the heavens...

SMASH CUT TO:

AN ABYSS OF BLACK--

Darkness surrounds Martha, laying flat on a ground that can't even be seen. She studies her surroundings, when a HAND REACHES OUT FOR HER-

It's JONATHAN KENT (50s, dressed in a flannel shirt, light brown jacket, and farmer jeans). Tears of joy fill his eyes, and he offers his hand with a warming smile directed at his wife. A beat, and she takes it.

Martha and Jonathan stand, reunited.

(CONTINUED)

CONTINUED:

MARTHA

Jonathan?

JONATHAN

I've been waiting for you,
sweetheart.

An overwhelming sense of happiness washes over Martha, and she embraces her husband - they're finally together again.

OFF the two locked in an embrace in the afterlife...

CUT TO BLACK.

END OF ACT FOUR

ACT FIVE

FADE IN:

INT. SMALLVILLE HIGH, GYM ROOM - NIGHT

'Calling All Angels' by Train

DESCEND from the disco lights that shimmer throughout the room to find a normal reunion resuming. Couples dance to the uplifting music. Among them, Clark and Lois sway side to side, with Pete and Lana slow dancing in the BG.

INT. SMALLVILLE HIGH, THE TORCH OFFICE - NIGHT

CHLOE closes the door to the music. Silence is obtained in the room, and she turns to face the enemy: MOLLY GRIGGS sits up on the couch with her arms folded. Scolding Chloe.

CHLOE

You know it's funny how our paths
keep crossing.

MOLLY

I guess that's the whole point of a
vendetta. It's not over until
you're dead.

CHLOE

Why do you hate me so much?

MOLLY

This wasn't about you. It's about-

CHLOE

Lex.

Molly realises how transparent the night has been.

MOLLY

Let's just say he has very powerful
enemies. The kind you don't want
to disobey.

CHLOE

Checkmate.

Molly's expression says it all - *its definitely Checkmate.*

ON Chloe - she stumbles back, realising this is something she can no longer involve herself in. She's almost scared.

CHLOE (CONT'D)

You should go.

MOLLY

What?

(CONTINUED)

CONTINUED:

CHLOE

Go. Run away. Get as far away from them as possible and equally as far away from me.

Molly rises to Chloe's level, and confronts her.

MOLLY

I tried to kill you, and you're just going to let me run free?

CHLOE

I've made a lot of questionable decisions in the past two months. Just add it to the bill.

Molly doesn't waste any time, and passes Chloe towards the exit. A hand latches onto her and halts her...

CHLOE (CONT'D)

If I ever see you go near me or mine again... you'll know full-well how my vendettas end.

And that's all Molly needs to hear to stay away forever.

Chloe releases her hold, and watches Molly disappear through the doors. A beat, and she observes the TORCH OFFICE - a room that harbours many great memories for her - and she, too, makes her exit. A thing of the past.

INT. SMALLVILLE HIGH, HALLWAY - NIGHT

Chloe steps into the hallway to find Pete, and a hurt Lana. She simply shakes her head at Chloe, knowing she let Molly go. It dawns on Chloe that she's disappointed Lana again, but it's too late. Lana disappears down the hall.

PETE

I got this.

Pete follows after his friend.

EXT. SMALLVILLE HIGH - NIGHT

Pete erupts through the doors, following Lana out of the building. She returns to him on the steps.

PETE

Hey. Hey, what's going on there?

LANA

Chloe abandoned us. And you know I don't do too well when it comes to abandonment.

(CONTINUED)

CONTINUED:

PETE

Is that directed at me?

LANA

No. Maybe. I don't know.

Tensions sits between them. Scars are still fresh.

LANA (CONT'D)

We weren't a mistake, Pete. And I don't hate you if that's what you--

PETE

I never thought that.

LANA

It just all happened so fast.

PETE

I know.

LANA

I mean, we spent every second at ARGUS together. You were my handler. For so long you were my world. But we rushed into marriage, and just as quickly crashed into divorce.

Pete turns away, and takes a seat by the garden.

PETE

I don't need the recap, Lana.

Lana follows after Pete, and sits down beside him.

LANA

Well, maybe I do. Because the truth is you reminded me of what love was all about. You helped me open my heart up again, and I will always love you for that.

Pete is brought to a smile he can't seem to hide even if he wanted to. He begins to open himself back up to her. A familiar connection that comes with so much ease.

PETE

It's weird, isn't it? Being back here. Seeing how everyone's lives kept threading together after high school. It all started here.

LANA

Except for us.

(beat)

(MORE)

(CONTINUED)

CONTINUED: (2)

LANA (CONT'D)

We weren't even a blip on each other's radars.

PETE

I was madly in love with Chloe.

LANA

And I thought Clark and I were going to be high school sweethearts that got married and lived *happily ever after*.

The two share a laugh at their naive selves.

PETE

It's never that easy, is it?

ON Lana - she realises that everything that's happened today sits in a vacuum of nostalgia that won't be here tomorrow.

LANA

I'm not going to see you again. After tonight, I mean. Will I?

PETE

If everything goes to plan with my campaign, you'll be seeing a lot more of me.

LANA

Campaign?

PETE

I think I'm finally going to give politics a shot. Just like you said I should.

A beaming smile stitches across Lana's face. And just like that the two fall back into their friendship...

INT. SMALLVILLE HIGH, GYM ROOM - NIGHT

'Breathe Again' by Sara Bareilles

Clark and Lois continue to dance. Except this time, they seem to hold each other just a little bit closer. The song echoes through their movements. In love.

CLARK

Lois?

LOIS

Yes, Clark?

CLARK

What do you think about staying here? In Smallville?

(CONTINUED)

CONTINUED:

LOIS

That was the plan. At least until we can get our insurance money from the apartment and find a new place.

CLARK

No, no. I mean... permanently.

Lois pulls away from Clark.

LOIS

What?

CLARK

I could work on the farm. You could join one of the local papers here, or even teach a journalism course at the University.

LOIS

I'm a reporter, Clark. I'm at the Daily Planet. That's my dream. That's my life.

CLARK

Right. Nevermind.

Lois can read Clark like a book - one she doesn't care for...

LOIS

Nothing is going to change, is it?

CLARK

What do you mean?

LOIS

With you. With this mood you've been in since you've come back.

CLARK

I'm trying to make it work.

LOIS

But it's not going to work, is it? Because the person that left me on my own for two years wasn't the person that I was waiting to see come back home.

CLARK

Is this about-

Clark looks around to see no one else is listening.

CLARK (CONT'D)

(whispers)

Is this about my powers?

(CONTINUED)

CONTINUED: (2)

LOIS

No. No, it's about you thinking you're not the same man without them. Thinking that you have to change everything about yourself because you don't know who you are without them. But I know who you are. I've always known. You're Clark. You're Smallville.

(beat)

My Smallville.

CLARK

I just need time, Lois.

LOIS

I would have thought two years would be enough time. But I guess I was wrong.

Lois storms off, in tears. She bumps past Chloe.

CHLOE

Lois?

LOIS

Not now, Chlo.

Lois disappears down the hall.

A melancholic Chloe proceeds towards her long-time best friend, Clark. It's where the story started.

CLARK

What happened to us? Why has everything turned out so... wrong?

CHLOE

I always ask myself that question. But when I look back at everything we've been through... nothing has ever felt right.

Chloe places her hand on Clark's arm, comforting him. He holds her hand in place, then offers a small smile back.

BEGIN MONTAGE:

'Everything' by Lifehouse

INT. SMALLVILLE GENERAL, LEX'S ROOM - NIGHT

LEX lies in a hospital bed. His chest is exposed, with a large bandage wrapped around his side. In recovery.

A NURSE checks his file at the foot of his bed.

(CONTINUED)

CONTINUED:

NURSE

We've processed the transfer for you. You should be taken to Metropolis within the hour.

LEX

Thank you.

A nod, and the nurse exits.

Gravity eases Lex's head to the side where he's shocked to find two familiar faces-- LIONEL LUTHOR and TESS MERCER. They look to him, arms folded. Unimpressed.

It would appear the past can't be escaped after all...

EXT. SMALLVILLE, STREETS - NIGHT

A YOUNG LANA (dressed in a PINK, FAIRY-PRINCESS COSTUME) prances down the long street.

Our LANA follows close behind, lured by her past...

EXT. SMALLVILLE, GRAVEYARD - NIGHT

The gate creaks open. A hesitant Lana steps through, into the graveyard that holds so many painful memories for her.

LANA

Of course you'd bring me here...

Lana arrives by a grave--

It reads "LANG" with "Lewis" and "Laura" written on either side. A JOINT GRAVE for her parents.

Movement shuffles in the BG.

Lana jolts around to the LARGE ANGEL STATUE behind her, spotting shadows that move around it.

LANA (CONT'D)

Who's there?

CLARK steps forward to reveal himself to her. She calms.

CLARK

It's me, Clark.

LANA

Oh.

CLARK

Sorry, I didn't mean to scare you.

LANA

What are you doing here?

(CONTINUED)

CONTINUED:

CLARK

I come here sometimes... whenever I'm in town. They're the only connection I have left to you.

Clark joins Lana in front of her parents' grave.

LANA

I guess my Dad was wrong.

CLARK

About what?

LANA

About me being Homecoming Queen.

The two share a laugh, reminded of their *first* exchange.

CLARK

I never stopped looking out for you, Lana. I'm so proud of everything you've done over the years. With the suit. With ARGUS.

LANA

Coming from the 'Man of Steel,' that's a huge compliment.

Revelation washes upon Clark...

CLARK

You asked me a question back in High School. You asked me if I was a "man" or "Superman."

LANA

Seems like you figured it out.

CLARK

Yeah, but I was wrong. I'm not Superman. At least not anymore. But I'll always be me. I'll always be Clark.

LANA

Well, Clark. I believe I owe you a dance. From our freshman year.

CLARK

Really? Here?

LANA

Now's as good a time as ever.

Lana offers Clark her hand. He takes it, and can't help but smile. The two draw close, and begin to dance - a slow sway.

(CONTINUED)

LANA (CONT'D)

Clark?

Lana looks up to her first love. Happy.

LANA (CONT'D)

I'm really happy you found Lois.

CLARK

Me too.

And the two continue to dance, *friends* reunited...

EXT. SMALLVILLE, STREETS - NIGHT

A LARGE BUS pulls up at the curb. The doors churn open, and a wet, dishevelled LOIS escapes onto the bus.

LOIS

You going to Metropolis?

BUS DRIVER

Sure am, love.

LOIS

Thanks.

Lois disappears into the bus, then arrives at a WINDOW-SEAT. Her pain shines through the transparent glass. She places a hand on the window, longingly.

LOIS (CONT'D)

Goodbye, Clark.

The bus sets off on a journey back to Metropolis. Back to reality. Back to where things should be...

END MONTAGE.

INT. KENT FARM, BARN - NIGHT

Chloe arrives at the steps of the Kent Barn that lead towards the 'Fortress of Solitude.' She dusts off the rails, then looks up with nostalgia filling her vision...

INT. KENT FARM, BARN - DAY (FLASHBACK)

A YOUNG CLARK introduces a YOUNG CHLOE to the barn.

YOUNG CHLOE

Something tells me I won't find much of the weird or unexplained here in the Norman Rockwell's neighbourhood.

INT. KENT FARM, BARN - NIGHT

Chloe is brought to a smile. She looks back, to the entrance where she came in. Another memory TRIGGERED-

INT. KENT FARM, BARN - DAY (FLASHBACK)

CLARK and OLIVER are in the middle of a conversation. CHLOE stumbles in, accidentally interrupting them-

CHLOE

Oh. I'm sorry. I didn't realise you had company.

CLARK

Chloe. Oliver Queen.

Oliver and Chloe share a mutual smile. Their introduction.

INT. KENT FARM, BARN - NIGHT

Heartache fills deep within Chloe, until... JASON steps into the barn to find his lover. The two reunite with a hug.

JASON

I was beginning to think you had run off back to Gotham without me.

CHLOE

Never.

Chloe turns her back, and takes a seat on the barn steps.

JASON

Everything alright?

CHLOE

I grew up being best friends with Superman. We were going to save the world together. We did, numerous times. But when it came to superhero politics, our views were different. Our rules were different.

JASON

Rules?

CHLOE

He always swore to do the right thing. But I didn't believe in that. It was too... righteous. I believed in doing what was necessary. And I lived by that code. I stood within those lines. And killing Maxwell Lord...

(MORE)

(CONTINUED)

CONTINUED:

CHLOE (CONT'D)

that felt necessary. But killing his mother? That wasn't.

JASON

So that's why we've spent two months in planet X-Files.

Jason joins Chloe by the steps.

JASON (CONT'D)

Look. When I was much younger, my mother gave me some advice that I've held on to for my entire life. And I think it applies here.

CHLOE

I'm all ears at this point.

JASON

Whatever problems you have in your life, running away from them is never a solution. And wherever you go, they will always follow.

CHLOE

Your mother is the theme song for Gilmore Girls?

Chloe taps Jason on the arm, playfully. He pulls her in, and she rests on his shoulder.

JASON

We have a home in Gotham. You have a family. You have friends. We have jobs. Whole lives that we have to get back to at some point.

Chloe withdraws from Jason, looking back to him with newfound admiration. She's beginning to fall for him.

JASON (CONT'D)

At some point we have to face our demons. No matter how ugly they might be. But we don't have to do it alone, okay? You're not alone.

CHLOE

Thank you.

VZZ. VZZ. Chloe's phone vibrates. She pulls from Jason, and withdraws her mobile.

ON THE SCREEN - it reads 'Bruce calling.'

JASON

How does he know you're alive?

(CONTINUED)

CONTINUED: (2)

CHLOE
He shouldn't...

Chloe rises from the steps, and answers the call.

CHLOE (CONT'D)
Hello?

INT. WAYNE ENTERPRISES, WEAPONS DIVISION - NIGHT

BRUCE hears the voice on the other end of the line. First, relief washes over him. He never thought he'd hear that voice ever again. Second, *anger*--

BRUCE
Did anyone ever tell you the story
of the boy who cried wolf?

Bruce looks over his shoulder where HELENA stands. She turns off, furious. She passes a confused STEVE TREVOR and LUCIUS on her way out of the building.

BRUCE (CONT'D)
It's her. She's alive.

Bruce returns to the phone call.

BRUCE (CONT'D)
As mad as I am right now, we have a
problem. And you need to haul your
ass back to Gotham right now.

INTERCUT BETWEEN: CHLOE AND BRUCE ON THE PHONE--

CHLOE
What is it? What's wrong?

BRUCE
Maxwell Lord is alive.

Bruce looks to Steve, who nods for him to continue...

BRUCE (CONT'D)
And he's killed Martha Kent.

INT. KENT FARM, BARN - NIGHT

Chloe slowly pulls the phone down from her ear. She turns a ghostly white. Trapped in a state of disbelief.

JASON
Chloe? What's wrong?

Stumbling into the barn, Clark and Lana freeze at the sight of Chloe. She looks to Clark, guilt swelling from inside that works to paralyze her. She's completely grounded.

(CONTINUED)

CLARK
Chloe?

LANA
What's going on?

CHLOE
Clark. Clark, it's... it's your
mother. It's Martha. She-

ON Clark - a million things race through his mind...

CLARK
No.

CHLOE
She's dead.

OFF the bombshell that cripples the entire room...

WATCHTOWER

CUT TO BLACK.

END OF ACT FIVE

EPILOGUE

FADE IN:

INT. CHECKMATE, PRISON CELLS - NIGHT

A THICK LAYER OF GLASS separates MAXWELL LORD from his prisoner, AMANDA WALLER.

MAXWELL LORD

All good things must come to an end. At least for some of us.

AMANDA WALLER

If you're going to kill me, then just get it over with already.

MAXWELL LORD

I don't need to kill you, Amanda. I've already won.

Waller fears the meaning behind those words...

MAXWELL LORD (CONT'D)

Don't you want to know how I did it? Don't you want to know how I beat you? All of you?

Lord is met with silence. But he doesn't care. This guy loves the sound of his own voice.

MAXWELL LORD (CONT'D)

You see, I studied you. All of you. All of those that fell before me. Every last one of you that tried to stand up against the heroes of this city - that tried to stand up against Chloe Sullivan. And the one mistake I found in you, in Dr. Hamilton, in Falcone, The Joker... Hush. You never seemed to understand the advantages of one hell of a good surprise.

Lord places his hand against the glass - a YELLOW GLOW emits from his palms and SPREADS LIKE FIRE against it. The glass begins to crack. It SHATTERS, then falls.

Waller stumbles back, into the wall in fear.

MAXWELL LORD (CONT'D)

Well, look at that.

Lord strokes his fingers across Waller's cheek, and she begins to CRACK and SHATTER from the YELLOW ENERGY that absorbs into her entire body. Piece by piece, she begins to crumble, until there's nothing left but ash.

(CONTINUED)

CONTINUED:

MAXWELL LORD (CONT'D)

I guess I was going to kill you
after all...

Lord holds out his hands, and THE HELMET OF NABU materializes
in his palms. A wicked grin stitches across his face.

OFF Lord's reflection shining off the Helmet of Nabu...

CUT TO BLACK.

END OF EPISODE.