

SMALLVILLE

"Solitude"

Episode #2T6407

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CAST

Clark Kent
Lex Luthor
Martha Kent
Jonathan Kent
Chloe Sullivan
Lois Lane
Lionel Luthor

Professor Milton Fine
~~General Zod (Voice)~~
Jor-El (Voice)
Aide
Older Guard
Younger Guard
~~Head Engineer~~
Dr. Asuka
Shelby

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SETS

INT.

Kent Farm - Kitchen
- Living Room
- Loft
- ~~Martha and Jonathan's Bedroom~~
Central Kansas University - Lecture Hall
Daily Planet - Basement
Fortress of Solitude
Luthor Mansion - Library
Smallville Medical Center - ~~Hospital Room~~
- Waiting Room
Cave - Inner Chamber
~~Spaceship~~
Talon
LuthorCorp - Warehouse
- Hangar
~~Client Purple Car~~ Ford Fusion (Lois's Car)

EXT.

Kent Farm
- Garden
- Porch
- Field
Daily Planet (Stock Footage)
Central Kansas University - Campus
- History Building
Road
LuthorCorp Warehouse

"Solitude"

TEASER

FADE IN:

1 OMITTED 1

1A EXT. KENT FARM - NIGHT 1A

CAMERA CRANES DOWN as a brand new Ford Fusion cruises into the driveway, moonlight gleaming off its shiny hood.

2 INT. FORD FUSION - NIGHT 2

Behind the wheel, Lois puts the car in park, as MARTHA in the passenger seat holds a bag of groceries.

MARTHA

Thanks for the lift. With any luck, my car will be out of the garage tomorrow.

LOIS

Bummer. I love being your chauffeur. We can chat...
(pats the dash)
And I get to spend some quality time with my new best friend.

MARTHA

I'm proud of you, Lois. Living in your own apartment, buying a brand new car. I have to say, you've really grown up.

LOIS

Let's not get carried away. The car's my safety net.
(beat)
When I screw up and lose my job and apartment, I'm going to need somewhere to sleep.

As Martha smiles and climbs out...

3 EXT. KENT FARM - NIGHT 3

The car drives off, leaving Martha alone, bag of groceries in her arms. She turns to the house, when suddenly

SHELBY'S DISTRESSED BARKING

causes her to turn toward the dark field, where Shelby howls at the sky. Concerned, Martha walks

INTO THE PASTURE,

eyes searching for the source. Suddenly a sirocco of wind GUSTS into her, blowing back her hair. She looks up at

A THUNDERHEAD

ominously rolling through the sky above the barn. Light suddenly washes over Martha. As she reacts, scared,

A CONCENTRATED SHAFT OF BLUE-WHITE LIGHT

shoots down from the sky and spears into Martha accompanied by A LOUD SONIC BOOM.

SMASH CUT TO:

4 INT. LOFT - KENT FARM - NIGHT 4

CLARK looks up from his textbook as the BIZARRE FLASH and DEAFENING BOOM rock the room, knocking over a lamp. Concerned, he BLURS out...

5 EXT. KENT FARM - NIGHT 5

... and appears in the drive, staring in horror at spilled groceries scattered along the drive, milk GURGLING out of a busted carton. He spots

SHELBY

hurrying from the field toward Martha, who now lies crumpled in the dark shadow of the barn where she landed, the beam of light gone.

MARTHA

lies unconscious, not moving, as Clark appears, terrified, the dog WHIMPERING at her side.

CLARK

Mom!

He kneels down, gently shakes her shoulders. She doesn't respond.

CLARK

Mom, wake up!

When Martha doesn't answer, Clark looks up into the sky in anguish, fearing the worst, when her eyes slowly flutter open. Disoriented, Martha stares up at her son.

CLARK

What happened? Are you okay?

Martha slowly nods as she sits up, eyeing the groceries spilled out around her.

MARTHA

I... I must have fainted. I haven't eaten anything all day.

Troubled, Clark helps her to his feet.

CLARK

What about that sound, and the light?

MARTHA

(confused)

What are you talking about?

As the disturbed Clark gazes into the black sky, CAMERA PUSHES IN on his concerned face...

*

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

6 INT. BASEMENT - DAILY PLANET - METROPOLIS - DAY 6

CLOSE ON: A DOPPLER WEATHER MAP showing clear skies. PULL OUT TO REVEAL it's on a computer monitor. CHLOE watches at her desk, Clark beside her amid the BUSTLE of reporters.

CHLOE

According to the Weather Bureau, at 10:35 last night there was nothing but crystal clear skies above Smallville.

CLARK

That doesn't rule out heat lightning.

CHLOE

Nothing was reported. Clark, most people I know are interested in the forecast, not the past-cast. What's going on?

CLARK

(hesitant)

Last night I heard what sounded like thunder and saw a flash of light. When I ran outside, I found my mom unconscious in the field.

Chloe stops, stares at Clark

CHLOE

Oh my God.

CLARK

I thought she might have been hit by a lightning bolt.

CHLOE

Is she okay?

CLARK

That's what's weird. She's perfectly fine, like nothing happened.

CHLOE

Maybe she passed out. Did she see a doctor?

CLARK

(uneasy)

First thing this morning. They didn't find anything wrong.

CHLOE

Then why do you look so worried?

CLARK

I just want to know where that sound and that light came from.

CHLOE

Maybe someone was shooting off fireworks nearby. Or your superhearing picked up a car backfiring two counties away. I don't know, but what does it matter? Your mom's okay. You have nothing to worry about.

Clark avoids her gaze, something clearly on his mind. Sensing he's holding back, Chloe ushers Clark...

INTO THE COPY ROOM.

CHLOE

Why am I starting to feel like I'm getting the abridged version of this story?

CLARK

(reluctant)

Chloe, I think Jor-El might have something to do with this.

CHLOE

Your biological father?

CLARK

(beat)

When I died, and he brought me back, he made a deal... and now he's coming to collect.

OFF Chloe, concerned...

7 INT. LECTURE HALL - CKU - DAY 7

With an eerie sense of detachment, Professor Fine closes up his briefcase in the empty auditorium, when Clark enters, cautious yet determined.

FINE

Many humans believe their Earth was created in seven days. I'm surprised it took you that long to trust me.

*
*
*
*

CLARK

(defiant)

I want to know about Jor-El.

Fine nods, pleased.

FINE

What son doesn't want to learn about his absentee father? But like every great figure in history, he can only be studied in the proper context.

(beat)

That's why we must start at the very beginning, Kal-El.

*
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CLARK

I don't have time. I'm worried he's done something to my mom.

FINE

Is your concern based on the bargain Jor-El made with you?

*
*

Clark looks at him, stunned.

CLARK

How do you know about that?

FINE

I know more than you can imagine. I've been keeping an eye on you for months now.

(off Clark, uneasy)

Does your mother have any unusual marks on her skin?

*
*
*
*

CLARK

No. Why? What does that have to do with Jor-El?

*

FINE

All in due time.

CLARK

(heated)

He's my father. I have a right to know everything about him.

*

FINE

I agree... when you're ready.

CLARK

I want to know now!

FINE

(sighs, disappointed)

Impatience is a pathetic human trait. But I suppose it should be expected from someone raised by such a primitive race.

*

*

*

CLARK

I happen to care a hell of a lot about this "primitive" race. A lot more than I care about Krypton.

Clark storms out toward the door.

FINE

When you're ready to start at the beginning, I'll be waiting... patiently.

As Clark leaves, OFF Fine, unfazed...

FLASHBULBS POP ON LEX as he stands at the counter for a campaign photo shoot, a Photographer and his Assistants snapping away. Wearing an apron, Lois steams milk behind the counter, blinking at the bright flashes, impatient.

LOIS

Don't take this the wrong way, but after eight hundred pictures, you don't get any prettier.

Lex turns to Lois, smiling, but addressing the crew.

LEX

That's fine, guys. Thanks.

(to Lois)

A latte, please?

LOIS

Don't you feel just a tad sleazy holding a campaign photo shoot where Martha Kent works? You might as well go out to their farm and milk their cows.

LEX

In case you don't know where your paycheck comes from, I own the Talon.

LOIS

What don't you own? And I guess now you want to own the government.

LEX

Why are you so angry, Lois? What have I ever done to you?

LOIS

You just remind me of a lot of the pseudo-politicians I grew up around, men who bought their way into office. But do you really think you can beat Jonathan Kent? There must be enough dirt on you to create a landmass the size of Texas.

LEX

Please, grab a shovel and start digging. I have nothing to hide.

LOIS

Let me give you some friendly advice. Bow out of the race before a pesky little squirrel digs up one of your rotten acorns.

Lex smiles.

LEX

Thank you, Lois. There's nothing more valuable than the savvy political advice of a muffin peddling college drop-out.

(off Lois, seething)

Speaking of, do you have banana blueberry today?

OFF Lois, if looks could kill...

INT. DINING ROOM/KITCHEN - KENT FARM - DAY

Upset, Jonathan paces, while Martha sits in a chair, incredulous. Clark sits nervously, waiting for a reaction.

JONATHAN

I'm sorry, but it's hard for me to believe a Kryptonian is teaching history at Central Kansas University.

CLARK

I didn't believe it either, until I saw him use his powers. He can do everything I can.

MARTHA

But you've seen meteor-infected people do all kinds of things. That doesn't mean he's Kryptonian.

CLARK

He calls me Kal-El. He knows all about Krypton.

Jonathan and Martha grow concerned.

JONATHAN

Well I certainly hope you're keeping your distance.

CLARK

I was, until today.

MARTHA

Clark --

CLARK

I had no choice.

JONATHAN

Why is that?

CLARK

(beat, covers)

I wanted to learn about Jor-El.

JONATHAN

I'll tell you everything you need
to know. All he's done is bring
suffering to everyone you care
about.

(beat)

You need to stay away from that
"Professor".

CLARK

But he's only helped me. He told
me the truth about Lex, he saved
Lana's life, and he got the silver
kryptonite out of me.

JONATHAN

But why, Clark? We have no idea
what his motives are --

The WHISTLE OF A TEA KETTLE interrupts. Martha stands,
Jonathan heading her off.

JONATHAN

Let me get that.

MARTHA

Jonathan, I'm fine. I'll be right
back.

As Martha heads into the kitchen...

CLOSE ON: STEAM SHOOTING OUT OF THE WHISTLING SPOUT OF A TEA
KETTLE. Martha switches off the stove, then opens a cabinet
and pulls out A CERAMIC TEAPOT. When she turns,

THE CERAMIC TEAPOT SLIPS FROM HER HAND

and crashes to the ground, SHATTERING on the floor. Pained,
Martha holds up her left hand, staring in horror, as Clark
and Jonathan rush toward her.

CLARK

Mom!

*
*
*
*
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*

JONATHAN

Are you okay?

MARTHA

I... I can't feel my hand.

As Jonathan gently touches her hand, Martha winces.

MARTHA

My shoulder... it's burning...

Martha shrugs off her sweater to reveal

AN UGLY BRUISE

rising from her skin, a few small dark veins extending from its center. As the family reacts, OFF Clark, horrified...

10 OMITTED

10

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

11 INT. WAITING ROOM - SMALLVILLE MEDICAL CENTER - NIGHT 11

Clark paces nervously, when Jonathan walks toward him, trying to hide his worry.

CLARK

What did the doctor say?

JONATHAN

He's not sure what it is. He prescribed her some antibiotics and told us to call if it gets worse.

CLARK

They're letting her come home?

JONATHAN

Her vital signs are perfectly normal.

CLARK

I found her unconscious in the driveway. There's nothing normal about that.

Jonathan eyes his son, sensing Clark knows more.

JONATHAN

Clark, is there something else... something you're not telling me?

A beat, as Clark weighs whether to tell him about Jor-El. But the guilt is too much.

CLARK

No. I'm just worried about Mom.

JONATHAN

(puts understanding hand on Clark's shoulder)

I know you are. But everything's going to be okay.

OFF Clark, unsure...

12 INT. BASEMENT - DAILY PLANET - NIGHT

12

The office is dark and deserted as Chloe turns off a desk lamp, about to leave, when suddenly LIONEL appears in a shock moment, startling her.

LIONEL

I see you've made it to the big leagues, Miss Sullivan.

CHLOE

Mr. Luthor, what are you doing here?

As Lionel faux-admires the room...

LIONEL

Very nice. Do they supply the mousetraps, or do you have to bring your own?

CHLOE

(eyeing him)

Not all the rodents that wander in here are small enough to catch.

LIONEL

I'm sure sooner or later you'll work upstairs under the Tiffany lamps, but a big story would certainly accelerate the process.

(beat)

Not that obituaries and wedding announcements don't inspire scintillating journalism.

*
*

CHLOE

If you're trying to feed me some self-promoting fluff piece, I'm not interested.

Chloe stands, but Lionel doesn't move, smiling into her concerned face.

LIONEL

You can put a tuxedo on the fiddler, but he's still going to play the same song.

CHLOE

Why don't you jot that down and add it to your page-a-day calendar. I need to go.

Chloe walks past him toward the door.

LIONEL

Ah, Miss Sullivan, your creative passion will always be for tales of the bizarre and inexplicable.

(beat)

That's why you're the perfect reporter for this story.

*
*
*

Chloe stops, turns around.

CHLOE

You have one minute. Clock's ticking.

LIONEL

It seems there's someone at Central Kansas University who has the astounding ability to run at virtually the speed of light. Have you ever heard of such a thing?

*

Chloe shifts, uneasy, thinking of Clark.

CHLOE

The school is in Smallville, meteor freak capital of the world.

LIONEL

This person can lift an automobile with a single hand, can create fire with the blink of an eye. It's extraordinary.

*
*

Chloe is staggered, but covers well.

CHLOE

I gotta say, even for me, that sounds like a stretch. Do you have any proof?

LIONEL

If I had proof, there wouldn't be much need for investigative reporting, now would there.

(beat)

(MORE)

12 CONTINUED: (2)

12

LIONEL (CONT'D)

His name is Milton Fine. He's a professor of World History.

Chloe is relieved, and intrigued.

CHLOE

Why are you coming to me?

LIONEL

I didn't think Time Magazine would be interested.

(smiles)

Good day, Miss Sullivan.

As Lionel walks away, OFF Chloe, her interest piqued...

13 EXT. CAMPUS - CKU - DAY

13

Clark urgently hurries under the sunlit trees and catches up with Fine, ahead, briefcase in his hand.

CLARK

Professor!

FINE

Are you shaking me down for lecture notes, or are you ready to begin your independent study?

*
*
*
*

CLARK

(concerned)

A mark showed up on my mom, and... the doctors don't know what it is.

*

Fine eyes Clark, worried.

FINE

Describe it to me.

CLARK

It's like a bruise, with these veiny strands.

FINE

Did it start on her left shoulder?

Disturbed, Clark slowly nods. Fine is hesitant, and somber.

FINE

Your father tortured his dissidents on Krypton the same exact way.

*
*

CLARK

(stunned)

What?

FINE

I suppose I can't hide the truth from you any longer. Your father was not the benevolent man of science you thought he was.

CLARK

Then who was he?

FINE

(beat)

He was a violent dictator, who ruled Krypton with an iron fist of fear and intimidation.

(off Clark's look)

Anyone who spoke out against him was locked away, including the great hero of the people, Zod. If he hadn't been captured, maybe Zod could have stopped your father from eviscerating the planet.

Clark takes it in, overwhelmed.

CLARK

My father destroyed Krypton?

FINE

Billions of people perished, but he made sure his only son survived. All so that one day you could conquer the human race and recreate Krypton on Earth.

Clark is staggered, mind spinning.

CLARK

Why should I believe you?

FINE

Believe what you will. My concern is your mother's health. I need to see her immediately.

OFF Clark, and his worried nod...

16 INT. LIVING ROOM - KENT FARM - DAY

16

Martha lies on the couch, her left arm now completely bruised. As Fine sits beside her and examines her rotting fingers, Jonathan grows increasingly impatient, Clark standing anxiously beside him.

JONATHAN

My wife needs medical attention, and you're not a doctor. So make this easy on both of us and get out of my way.

CLARK

The doctors couldn't help, Dad. At least let him look at her.

FINE

It's been a day-and-a-half since you fell unconscious? *

MARTHA

(surprised nod)
Yes. Exactly.

JONATHAN

Get the truck, Clark. Martha, I'm taking you back to the hospital.

As Jonathan goes to move Martha...

FINE

The doctors don't know how to treat her, Mr. Kent. Trust me. If they puncture her skin, or use any medication, it could kill her instantly. *

JONATHAN

Why should I listen to you? *

FINE

Because I'm here to help. *

CLARK

What other choice do we have? He's Kryptonian, and this might be a Kryptonian disease. *

As Jonathan reacts, stunned,

MARTHA'S EYES SUDDENLY ROLL BACK

into her head. As her muscles tense and jaw locks, Jonathan turns to Fine, desperate.

JONATHAN

What's happening?!

FINE

She needs a meteor rock.

CLARK

Dad, in the closet!

Jonathan rushes to the closet, grabs the lead case.

FINE

Hold it to her forehead!

When Jonathan whips out the rock, Fine and Clark weaken. As Fine ushers Clark into the kitchen to distance themselves, Jonathan holds the glowing rock toward Martha's head. She immediately calms, muscles loosening, eyes closing.

JONATHAN

It's okay, it's all right. I'm here, sweetheart.

IN THE KITCHEN

Clark watches, relieved as he stands beside Fine.

CLARK

It looks like she's getting better.

FINE

In this case, looks are deceiving. There is no cure. The meteor will only help ease the pain. *

CLARK

No...

FINE

I'm sorry, Kal-El. In a matter of hours, your Earth mother will be dead.

As Clark reacts, devastated, Jonathan looks down at Martha, horrified by what he's just heard. OFF Clark, his worst fear coming true...

END OF ACT TWO

ACT THREE

FADE IN:

17 EXT. KENT FARM - DAY

17

Clark storms out the kitchen door, when Fine appears in front of him.

FINE
Where are you going? *

CLARK
To see Jor-El.

FINE
Don't. He will only feed you more lies.

CLARK
I don't care.

Clark turns to see Jonathan behind him, furious.

JONATHAN
Jor-El did this, didn't he?

Clark looks at him, stricken with guilt. Sensing the private moment, Fine heads back inside the house.

JONATHAN
What is going on, Clark?

CLARK
(beat)
Dad, Jor-El warned me when he gave me back my life, someone close to me would have to die. And now...

Jonathan's expression turns to horror as he realizes...

JONATHAN
He's going after your mother. Why didn't you say anything?

CLARK
I wanted to, but I didn't want you and Mom to worry.

Reeling, Jonathan urgently grabs his son's shoulders.

JONATHAN

Clark, you're the only one who can stop this. You have to do something.

Determined, Clark pulls THE OCTAGONAL KEY from his jacket.

CLARK

Don't worry, Dad. I'm not going to let him kill her.

As Clark blurs away, OFF Jonathan, distraught...

18 INT. FORTRESS OF SOLITUDE - DAY

18

Clark rushes into the enormous crystal cavern, desperate as he heads toward the glowing console. As

THE LUMINESCENT CRYSTAL

thrusts upward, Clark quickly snatches it. When Jor-El speaks, the crystalline lights on the wall oscillate to the tone of his voice.

JOR-EL (O.S.)

Welcome, my Son.

CLARK

Please, do whatever you want with me! But leave my mother alone!

JOR-EL (O.S.)

I've caused your mother no harm, Kal-El.

CLARK

Don't lie to me! If I had known someone close to me would die, I would have given up my life in a second.

JOR-EL (V.O.)

It was you who chose to give up your powers and turn your back on me. *

CLARK

No! Please! I'll do whatever you want! LET HER LIVE!

18 CONTINUED:

18

The white light of Jor-El fades, Clark dwarfed by the silent fortress. OFF Clark, defeated...

19 EXT. HISTORY BUILDING - CKU - DAY

19

The doors open and Fine strides into the sun, vacant eyes staring out as he walks down the footpath. As he passes,

REVEAL CHLOE

watching from behind a wall. When Fine continues down the path, Chloe covertly follows. OFF the pursuit...

20 OMITTED

20

21 INT. LIBRARY - LUTHOR MANSION - DAY

21

CLOSE ON: SURVEILLANCE FOOTAGE of the spaceship in the warehouse. PULL OUT TO REVEAL it's on a laptop monitor, and Lex is watching behind his desk, impatient, a female Scientist, DR. ASUKA, beside him.

LEX

Did this really merit calling me out of a board meeting? I'm familiar with the ship. I've seen it before.

DR. ASUKA

It's coming right up, Sir.

Suddenly the screen clouds with scratchy, unearthly STATIC. As Lex reacts, perplexed...

DR. ASUKA

It started forty-eight hours ago. And it's been continuing on and off since.

LEX

What is it, a video glitch?

DR. ASUKA

More like an electromagnetic tidal wave.

Lex reacts, when the door opens and Lionel walks in. As Lex closes up the laptop and Dr. Asuka exits, Lionel heads to the bar and pours a drink.

LEX

If you've come to dispense a dose
of political advice, save your
breath.

LIONEL

Lex, you have a cadre of top-shelf
professionals for that.

(smiles)

I wonder, do they know about the
sorts of things you keep hidden
behind closed doors? *

LEX

You must be referring to our deep,
dark family secrets. Don't worry
Dad, I wouldn't embarrass you.

LIONEL

I'm talking about what you keep in
Warehouse 15. *

Lex stares at his father, inscrutable.

LEX

If you want to fabricate stories to
try to cripple my campaign, you
won't be the first.

(beat)

Just make it original.

LIONEL

Son, it's not your campaign that
I'm worried about. It's your
legacy.

(beat)

You don't want to end up an
eccentric like Howard Hughes,
remembered more for his ten-inch
toenails than his contributions to
society.

LEX

I'm afraid you're the eccentric in
the family, Dad.

LIONEL

But I'm not the one running for
public office.

(off Lex's look)

(MORE)

21 CONTINUED: (2)

21

LIONEL (CONT'D)

The electorate has no patience for
a candidate obsessed with little
green men.

As Lionel smiles and walks out, OFF Lex, uneasy...

22-22A OMITTED

22-22A

22B INT. LIVING ROOM - KENT FARM - DAY

22B

The bruise now reaching her neck, Martha lies on the couch,
fighting the pain as she clutches the meteor rock to her
forehead. When Clark enters, she quickly puts the rock away
in its lead case. As Clark approaches, full of guilt, Martha
smiles weakly, hiding her pain. *

MARTHA

Where's my smile?

Pained by emotion, Clark manages a bittersweet smile.

CLARK

How are you feeling? Can I get you
anything?

MARTHA

Your father told me about Jor-El,
Clark.

(off Clark's look)

And I want you to know, I am more
than ready to give up my life for
the life of my child.

CLARK

(stricken)

Don't talk like that.

MARTHA

You've given me so much happiness,
Clark. I don't know what I
would've been without you.

His love for his mother overwhelms him as he overflows with
the sadness and guilt.

CLARK

Without me, none of this would have
happened.

Martha takes his hand, grasps it firmly in hers.

MARTHA

Don't ever feel guilty about this,
do you hear me? I wouldn't have it
any other way.

(off Clark's look)

You're going to be just fine. Look
at you. You're a man now, Clark.
A wonderful man. My job's done.

CLARK

No it's not. You need to keep
fighting, Mom.

MARTHA

I love you, Clark.

(staying strong)

And just because I'm gone, doesn't
mean my love goes with me. I will
always be in your heart... always.

As Clark wells with tears, wracked with grief...

CLARK

I won't let you die.

OFF Clark, determined...

23 EXT. DAILY PLANET - STOCK FOOTAGE - SUNSET 23

The iconic building stands as a monument to journalism.

24 INT. BASEMENT - DAILY PLANET - METROPOLIS - SUNSET 24

Chloe sits at her computer in the semi-busy office, a faculty
photo of Professor Fine on a CKU website glowing on her
monitor, when Lois approaches.

LOIS

I don't mean to stop the presses,
but I have a favor, Chlo.

CHLOE

What else are cousins for? Shoot.

LOIS

You once mentioned Lex Luthor spent
a little time in the cuckoo's nest.
Why not write a little exposé on
the mental stability of the great
bald hope of Kansas?

CHLOE

It would be a good story, if I could find a shred of evidence or a source that would talk.

LOIS

There has to be something.

CHLOE

There's plenty of sex, lies and videotape in Lex's vault. Unfortunately, he sleeps with the key under his pillow.

(beat)

Why are you so interested in bringing Lex down?

LOIS

I'm sick and tired of rich power mongers who think they can win an election with their checkbook... not to mention the fact that he called me a muffin peddler.

CHLOE

So basically... he hurt your feelings.

LOIS

(busted)

Well... sort of, but that's besides the point. Come on, there must be something on that little hard drive of yours.

Hesitant, Chloe looks at Lois, then slowly nods.

CHLOE

Actually, Clark has this professor at CKU that's been investigating LuthorCorp.

LOIS

Clark's professor?

CHLOE

Yeah. He's, um, writing a book, and I followed him to this LuthorCorp warehouse downtown.

LOIS

Well, what did you see?

CHLOE

Nothing, thanks to a little something called security. I couldn't get anywhere near it.

LOIS

Well now you have your trusted sidekick along for the ride.

OFF Chloe's grin...

25 EXT. LUTHORCORP WAREHOUSE - SMALLVILLE - NIGHT

25

In a tough, downtown neighborhood, Lois's Ford Fusion slows to a stop 20 feet from the building, angled so the YOUNG GUARD on watch can't see Chloe slipping out of the passenger door. Behind the wheel,

LOIS

cruises toward the Guard, puts it in park, and climbs out. She puts on a flirtatious smile as she approaches.

LOIS

Somebody save me, I'm looking for the highway and I'm completely lost. Can you give me directions?

YOUNG GUARD

Sure.
(gazing at car)
Cool car.

Realizing he's more interested in the car's headlights than hers, Lois gestures toward the car.

LOIS

You like it? Well you gotta get behind the wheel for the full effect. Here. Climb in.

As Lois motions for him to get in, and the hesitant Guard climbs inside, Chloe slips past and hurries toward the building.

A25A INT. LUTHORCORP WAREHOUSE - SMALLVILLE - NIGHT A25A

Chloe sneaks into the building, walking through the darkness. She spots an eerie glow seeping through an industrial exhaust fan from the top of a stairwell. As Chloe starts to climb the stairs...

B25A EXT. LUTHORCORP WAREHOUSE - SMALLVILLE - NIGHT B25A

In the car, the Guard admires the dash, hands on the wheel, while Lois leans into the open driver's door.

LOIS

You ready for this? Check it out. *

Lois turns on a ROCK SONG, then opens a pop-up storage bin on top of the instrument panel, her eyes nervously flitting to the building as she keeps talking to distract him. *

LOIS

There's all kinds of places to store CD's, drinks, um, breath mints. *

(eyes the building)

And this thingy, it opens and closes... *

As Lois shows him the clamshell armrest...

YOUNG GUARD

Look, I really gotta get back inside.

LOIS

(gets in his way)

Did anyone ever tell you, you have beautiful eyes?

As the Guard blushes...

C25A INT. LUTHORCORP WAREHOUSE - SMALLVILLE - NIGHT C25A

Chloe reaches the top of the stairs and approaches the moving fan. She peeks through staring in disbelief at... *

THE SPACESHIP (STOCK FOOTAGE FROM "THIRST")

resting inside.

25A-25B OMITTED

25A-25B

25B1 INT. HANGAR - LUTHORCORP WAREHOUSE - STOCK FOOTAGE - NIGHT 25B1

Metallic bits materialize out of the ship and begin to form into a human shape.

25C OMITTED

25C

25C1 INT. LUTHORCORP WAREHOUSE - SMALLVILLE - NIGHT 25C1

Chloe stares in shock through the fan at

FINE

standing at the ship, a SLEEK BLACK CRYSTAL in his hand. As Chloe reacts, floored...

OLDER GUARD

How did you get in here?!

Chloe turns to see an Older Guard behind her, flashlight in her face as he speaks into his walkie-talkie.

OLDER GUARD

Attention cobra niner.

When Chloe looks back through the fan, Fine is gone.

25C2 EXT. LUTHORCORP WAREHOUSE - SMALLVILLE - NIGHT

25C2

In the car, the Young Guard's walkie-talkie CRACKLES through the music on the stereo. *

*

OLDER GUARD (O.S.)

(over walkie-talkie)

We got a security breach.

Lois winces as the Guard quickly leaps out of the car. When the Guard grabs his walkie-talkie to respond, Lois cold-cocks him across the jaw, sending him hard to the ground. Shaking her hand in pain, she jumps in the car.

CHLOE

is led out of the warehouse by the Older Guard, as Lois throws the car in gear and floors it.

25C2 CONTINUED:

25C2

Chloe sees the vehicle barreling toward them and SCREECHING into a 180 slide, passenger door flying open, ROCK SONG cranked. *
*

LOIS

JUMP IN!

Chloe body-slams the Older Guard, and makes a dash for the moving car, leaping in the open door. *

CHLOE

Thank you, Miss Andretti!

The vehicle BLASTS away and CRASHES through a gate arm, disappearing around the corner in a tight turn. OFF the angry Guards...

25D INT. LECTURE HALL - CKU - NIGHT

25D

Desperate, Clark storms in to find the auditorium empty. As he turns, Fine appears in an S.M.

CLARK

There must be some way to save my mom. I'll do anything.

FINE

(reluctant)

There is one option, but I wouldn't advise it.

Clark grabs Fine, gets in his face.

CLARK

What is it?!

FINE

No matter how malevolent he is, Jor-El still represents your only connection with your past.

CLARK

Just tell me what I have to do!

FINE

(beat, somber)

The only way to save your mother is to destroy the Fortress.

Clark stares at Fine, stunned.

FINE

Jor-El's will is controlling her virus through the crystals. If you bring down his Fortress, you will free your mother from his grip.

Clark processes it.

CLARK

Ever since he showed up, he's done nothing but try to ruin my life. *

FINE

Sadly, that was his legacy on Krypton as well. *

CLARK

I want him gone.

OFF Clark, emboldened...

26 INT. INNER CHAMBER - CAVE - NIGHT

26

Standing at the altar beside Fine, Clark quickly pulls out THE OCTAGONAL KEY from his pocket and slams it into the slot.

A BRILLIANT WHITE LIGHT

swallows them in its glow. As Clark takes hold of Fine's arm, Fine hides his excitement behind his inscrutable face. OFF the betrayal, as the two disappear into the light...

FADE OUT.

END OF ACT THREE

ACT FOUR

FADE IN:

27-27A OMITTED

27-27A

27B INT. LIVING ROOM - KENT FARM - NIGHT

27B

Jonathan comforts Martha, who lies on the couch, barely conscious, the rot covering both arms and her entire neck. *

JONATHAN

If anyone is strong enough to get through this, it's you, sweetheart. You can't give up.

A FRANTIC KNOCK at the front door interrupts.

JONATHAN

I'll be right back.

Jonathan goes to the door and opens it to find Chloe, worried and out of breath.

CHLOE

Mr. Kent, I need to find Clark.

JONATHAN

He's not here, Chloe. And I have to get back --

CHLOE

He's not with his professor, is he?

JONATHAN

They went to the cave.

CHLOE

I have to get to him. Milton Fine's not your ordinary Ph.D.

JONATHAN

Chloe, we know all about him. He's trying to help Martha.

CHLOE

(with dread)

I'm not sure how helpful he's going to be.

OFF Jonathan, concerned...

28 INT. FORTRESS OF SOLITUDE - NIGHT

28

As Clark and Fine enter the enormous cavern of ice, Fine takes in the glittering crystals, struggling to hide his excitement, while

CLARK,

filled with defiance, glares at this symbol of his heritage.

CLARK

I'll tear this place down, piece by piece. Just tell me where to start.

FINE

Right here.

Fine reaches into his jacket, pulls out A SLEEK BLACK CRYSTAL, and soberly hands it to Clark.

FINE

Stab it into the console. It will trigger the self-destruct mechanism, and Jor-El and his Fortress will be forever gone.

*
*
*
*

Clark holds the black crystal, examining it.

CLARK

What is it?

FINE

It was created to defeat your father. But Zod was a man of peace, he would only use it as a last resort. There was never a chance.

*
*
*

CLARK

Well now there is.

With venom in his eyes, Clark approaches the shimmering white console, the protruding center crystal beckoning him with its glow. As Clark holds the black crystal up like a stake, drawing on years of hurt and anger...

CLARK

You're never going to hurt me or my family again!

Clark STABS THE BLACK SPEAR into the console. The white crystals quickly darken to purple, as the Fortress

BEGINS TO QUAKE.

Shards of crystal rain down around Clark, SHATTERING to the floor. Fine watches with guarded delight as

THE FAINT VISAGE OF A MAN

begins to ripple like liquid behind columns of ice along the wall, emitting a blue-white light. Clark stares at the visage, confused. As he heads closer to examine it, he suddenly grows weak.

REVEAL FINE HOLDING OUT A METEOR ROCK,

a lead marble bag falling to the floor. Shocked and betrayed, Clark fights the effects of the poison as Fine backs him toward a plinth.

FINE

I couldn't have done it without you. You're the only one who can affect the Fortress. *

CLARK

What are you doing?

FINE

What does it look like? Now that you've accomplished your task, you're nothing more than a petty annoyance.

CLARK

(weakening)

The meteor rock... you're not Kryptonian, are you?

FINE

I was created by Kryptonians.

(smiles)

But I'm a whole lot smarter.

Clark reels in pain and shock, staring at the visage gradually becoming more clear. Fine stares up at the image, ecstatic, still holding the meteor rock on Clark.

FINE

You are free, General Zod.

CLARK
(confused)
Zod?

FINE
The one true Kryptonian. Finally
he will rid this fertile planet
from the scourge of humans, and
create Krypton here on Earth.

As Clark reacts in horror, Fine presses the rock to Clark's
chest, sending Clark collapsing down onto the plinth. As
Clark writhes in pain, weakened and confused...

CLARK
Everything you told me, they were
all lies.

FINE
Not lies. Processes. Subroutines.
And as calculated, they led you
directly to where you are now.

CLARK
What you said about Jor-El, you
were talking about Zod.
(off Fine's smile)
Jor-El didn't infect my mom... you did!

FINE
Your human love is your greatest
weakness, "Clark".
(smirks)
To think you were willing to
sacrifice your entire Kryptonian
heritage for a single Homo sapien?
You're a pitiful disgrace.

Fine drops the meteor rock onto Clark's chest. Clark winces
in excruciating pain.

FINE
Goodbye, Kal-El.

Clark is helpless as he watches the visage become clearer,
the face still unrecognizable. Fine approaches, watching
with excited anticipation.

FINE
Welcome to our new home, General Zod.

As Clark's consciousness begins to fade...

*

28A INT. INNER CHAMBER - CAVE - NIGHT 28A *

Chloe rushes through darkness, her frantic eyes searching desperately. *

CHLOE *

Clark?! Clark?! *

She stops, frustrated when she realizes she's all alone. Her eyes fall on the altar and *

THE OCTAGONAL KEY *

still fitted into the slot. Chloe cautiously walks toward it and pulls it out. Nervous but determined, she inserts it back into the slot and a white flash of light engulfs her. *

28B INT. FORTRESS OF SOLITUDE - NIGHT

28B *

Clark lies on the brink of death when Chloe suddenly appears from behind the wall of crystals, shivering from the sub-zero cold. She stares in shock at Clark's professor facing the visage of a man, then sees

CLARK WRITHING ON THE GROUND,

the green rock GLOWING on his chest. Chloe is horrified.

CHLOE

Oh no. Clark...

As the icy air claws into her, Chloe trudges toward him. Clark is near death, when Chloe kneels down, reaches out, and grabs the green rock. She uses all her remaining strength to

THROW THE METEOR ROCK

across the vast cavern, the rock skittering into a chasm. Recovered, Clark climbs to his feet, turns to Chloe.

CLARK

Stay back.

Clark rushes to the console and

RIPS OUT THE BLACK CRYSTAL

from the center. The visage is suddenly inhaled back behind the ice, leaving Fine stunned and angry when he turns and sees Clark holding the black crystal in his hand.

FINE SUPERSPEED-CHARGES CLARK.

IN CLARK-TIME: with falling shards suspended around him, Clark winds back, and PUNCHES FINE across the face.

FINE FLIES BACK A QUARTER MILE,

flailing through the enormous cavern and disappearing into the depths.

CHLOE

stares in total awe, shivering from behind an ice pillar. Clark spots her, when suddenly

FINE APPEARS RIGHT BEHIND HIM

with a LOUD WHOOSH. When Clark turns, Fine SNATCHES THE
CRYSTAL from Clark's grip and sends a

BLAST OF HEAT VISION

into Clark. Clark is rammed back 20 feet, SMASHING straight through a column of ice and landing hard on the floor. As the dazed Clark climbs to his feet,

FINE LUNGES AT HIM,

wielding the black crystal like a dagger. Clark grabs his wrist, and they grapple for control. Fine gets the upper hand, when Clark digs down deep and uses all his strength to kick Fine off. Fine flies back and is

IMPALED ONTO THE CONSOLE,

spiny needles of crystal jutting straight through his torso. Mercurial silver liquid oozes out of the corners of his mouth like blood... and

FINE EXPLODES

into metallic sawdust that evaporates into the air.

SMASH CUT TO:

29-30 OMITTED

29-30

31 INT. LUTHORCORP WAREHOUSE - NIGHT

31

The spacecraft suddenly IMPLODES into a single, tiny white dot, like a TV turning off.

SMASH CUT TO:

32 INT. LIVING ROOM - KENT FARM - NIGHT

32

MARTHA'S EYES SNAP OPEN. Jonathan stares at his wife in shock. REVEAL the rot has vanished, her skin healthy.

JONATHAN

It's gone.

33 INT. FORTRESS OF SOLITUDE - NIGHT

33

As Clark stands at the console, the freezing Chloe makes her way toward him, still in awe. Clark rushes toward her.

CLARK

Chloe, are you okay?

CHLOE

Nice left hook.

As Clark lifts her into his arms, OFF the friends, blurring out of the Fortress...

FADE OUT.

END OF ACT FOUR

ACT FIVE

FADE IN:

34 OMITTED 34

34A INT. LIVING ROOM - KENT FARM - NIGHT 34A

Chloe sits on the couch, a warm fire bathing her in its glow as Clark approaches with a steaming mug of hot cocoa.

CHLOE

The next time I head North, I've got to remind myself to pack a parka.

CLARK

How did you get up there, anyway?

CHLOE

(pulls out octagonal key)
You left your keys in the cave.
(off Clark's look)
Seriously, Clark, you have to be careful. If I can get up there, anyone can.

*
*
*

CLARK

You know, Fine always said human beings were insignificant, that they couldn't be depended on. He obviously didn't know you very well.

CHLOE

Please. Robo-Professor knows as much about human nature as R2D2.

(beat)

What was he, anyway? I saw the guy materialize out of nuts-and-bolts from a spaceship.

*
*
*

CLARK

I guess he was some kind of Kryptonian artificial intelligence.

CHLOE

What did he want from you?

*
*

CLARK

To help him free a renegade Kryptonian named Zod, who's somehow locked inside the Fortress. What I don't understand is how you got onto Fine's trail?

*
*
*
*
*
*

CHLOE

(beat, reluctant)

You're not going to want to hear this, but Lionel Luthor gave me the lead.

*
*
*
*
*

CLARK

(shocked)

Lionel? How would he know anything about Milton Fine?

*
*
*
*

CHLOE

I have no clue, but I hope he doesn't know about the spaceship. Clark, you should probably get a hold of that ship before someone else beats you to it.

*
*
*
*
*
*

CLARK

There's a problem. I checked out that warehouse you told me about. The ship is gone.

*

CHLOE

(sighs)

The master of the shell game must have moved it.

Clark nods, but the other possibilities weigh on him.

CLARK

Or...

CHLOE

Or what?

CLARK

Or I have bigger problems to worry
about.

*
*

OFF Clark, troubled...

35 OMITTED

35

35A EXT. FIELD - KENT FARM - DAY

35A

Martha throws a tennis ball and Shelby runs after it under a brilliant blue sky. Clark cautiously approaches.

CLARK

You okay, Mom?

MARTHA

It's amazing how wonderful fresh air smells after you think you're never going to breathe it again.

CLARK

I can't imagine what it would have been like if you were gone.

Touched, Martha takes her son's hand.

MARTHA

The hardest thing in life is losing the people you love, but you'd learn to move on. We all do.

CLARK

It wouldn't be easy.

(beat)

Dad's given me so much, I can't even measure it, but you... you're my heart and soul.

MARTHA

(moved)

Well I don't plan on going anywhere for a long, long time.

Martha wells with emotion and brings her son into an embrace. As Clark holds her, his face full of worry...

36 INT. LIBRARY - LUTHOR MANSION - DAY

36

Lionel quickly strides in, an obsequious look of concern on his face, as Lex stands grimly from his desk.

LIONEL

Your message sounded urgent. Is everything okay, Lex?

*

LEX

I thought you were past your kleptomania stage, Dad. But I guess old habits die hard.

LIONEL

Lex, if you're accusing me of some sort of thievery...

(picks up artsy paperweight)

I assure you I have no interest in your little baubles and trinkets.

*
*

He puts it down, dismissive.

LEX

You sure seem interested in what used to be in my warehouse.

Thrown, Lionel looks at Lex.

LEX

What did you do? Pay off my security? Bribe my scientists?

LIONEL

You're telling me you've misplaced your most prized possession?

(disappointed)

Oh, Lex. How many times have I told you? If you don't keep a watchful eye on the things you value... one day they'll disappear.

*

LEX

I want it back. Now.

LIONEL

(sighs)

I wish I could oblige. But I have nothing to do with this unfortunate heist.

*
*
*

Lex nods, eyeing his father.

LEX

I don't know what happened to you during that meteor shower, but I think you're more connected to what was in that warehouse than I ever realized.

Lionel smiles.

LIONEL

Be careful, Lex. You're a fragile man. I'd hate to see you shattered again by your delusions.

*
*

As Lionel turns, OFF Lex, angry and disturbed...

37 INT. BASEMENT - DAILY PLANET - METROPOLIS - SUNSET

37

Lois walks through the semi-busy bullpen toward Chloe, who's now fully recovered, sitting at her desk.

LOIS

Tell me you've managed to dig up at least a speck of dirt on Lex. I'll take an unpaid parking ticket at this point.

CHLOE

I told you, Lo, the guy keeps his dirty laundry in a cast-iron hamper.

LOIS

I might have gotten into this because of my pride, but the more I think about it, the more I'm worried what Lex Luthor would do with the power of public office.

(beat)

Before we know it, he'll want to rule the world.

CHLOE

If you feel that strongly, you should do something about it.

LOIS

I plan to. The one thing I won't be doing is poking around in his warehouses. I can't believe after that whole Charlie's Angels escapade, all you saw in there was a bunch of fertilizer.

Chloe smiles, thinking of Clark.

CHLOE

It wasn't a total waste of time.

LOIS

Why? What did we accomplish besides putting a scratch on my brand new car?

CHLOE

(grins, covers)

You got to experience the chills and thrills of journalism.

LOIS

Thanks but no thanks. I don't know how you do it. Chasing story after story that only lead to dead-ends? I'd lose my mind.

CHLOE

Today's dead-end might be tomorrow's open door. You never know.

OFF Lois, skeptical, the Daily Planet logo on the wall behind her... *

Clark stands by the window, reflective as he turns the octagonal key between his fingers. Jonathan walks from the stairs.

JONATHAN

I know how hard all of this has been for you. How you holding up?

Clark looks at his father, embarrassed and ashamed.

CLARK

How could I have been so gullible? I believed every word he said.

JONATHAN

I would have done the same. All you wanted to do was save Mom. Luckily she's safe now. We can put this all behind us and move on with our lives.

CLARK

I'm not so sure. Jor-El's warning is still out there, Dad.

Understanding, Jonathan puts a hand on his shoulder.

JONATHAN

Your mother's virus was caused by
Fine, not Jor-El. Your father
hasn't done anything yet, and for
all we know, he never will.

CLARK

Dad, you and I both know, Jor-El's
not the type to let things go.

JONATHAN

Look, Clark, when it comes down to
it, none of us are going to be
around forever. But we can't dwell
on that. The trick is to live our
lives to their fullest, and spend
as much time as we can with the
people we care about.

Moved, Clark slowly nods.

CLARK

You're right.

As Jonathan smiles and puts an arm around Clark, CAMERA
CRANES UP, framing the father and son in the window. OFF
their mutual admiration...

FADE OUT.

END OF EPISODE