

PORTAL 40

BY

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FADE IN:

EXT. EPIPHANY - 2107

Two moons circle a lush blue-green orb.

EXT. CAPITAL CITY - NIGHT

Outside an apartment building - clean, well lit sidewalks.

INT. PENNY'S/REBEL'S APARTMENT LIVING ROOM - SAME

Small - cramped - computer equipment - three monitors.

Photo of a couple and their two daughters taped to a monitor.

In the corner of one screen, a timer ticks down "Birthday - 21 Days 13 Minutes 23 Seconds."

REBEL ANNOX (17) studies the information on the three monitors - "Portal 40 Suicides Up 5%" "Close Portal 40 Bill Dies in Senate" "Portal 40 Expedition Seeks Repair Expert."

The computer's cursor begins to hop around the screen.

Rebel sits up straight - clicks the mouse - she doesn't have control - types frantically.

REBEL

No, no, no you don't.

Rebel hits ENTER in an overly exaggerated motion.

She sits back - interlaces fingers behind her head - smiles.

REBEL (CONT'D)

Can't hack a hacker, asshole.

Her smile droops when pop-up images cascade on the monitors.

REBEL (CONT'D)

No-- no.

Fingers type furiously - keyboard non-responsive.

REBEL (CONT'D)

No.

The ESC key - then CONTROL+ALT+DELETE - banging the POWER button - nothing works.

On her desk, a black box with a protected toggle switch - note on black box reads: "Last Resort."

Rebel grips the black box - swallows hard.

REBEL (CONT'D)  
You'll lose everything.

She flips open the protective cover, revealing the toggle.

Images cascade on the monitor.

Her face contorts in anguish.

REBEL (CONT'D)  
There's no other way.

Mouth bites at her fingernail - blows out a deep breath.

REBEL (CONT'D)  
What do I do?

The black box - her thumb flips the toggle.

She squeezes her eyes closed - turns her face away.

The monitors cut off with a BEEP.

She peaks at the monitor with one eye - then with both.

REBEL (CONT'D)  
Humfp. Anti-climactic.

SIZZLE - POP - a SPARK - a puff of smoke - a small flame.

She jumps back.

The smoke reaches her eyes - squinting - fans her face.

Confused terror - she rushes to a kitchen cabinet - pulls out a fire extinguisher - pulls the tab - squirts down the fire.

Coughs - fans smoke from her face.

An angry voice from the bedroom.

PENNY (O.S.)  
Quiet the fuck down. I'm trying to sleep in here.

Rebel winces.

REBEL  
Sorry, sis. I'll keep it down.

PENNY (O.S.)  
You fucking better!

REBEL  
(to herself)  
Lazy bitch.

Rebel sits down - surveys the damage - sighs.

REBEL (CONT'D)  
I guess that's that.

Smoke sets off the ALARM for the entire apartment building.

COMPUTER VOICE (O.C.)  
Warning! A fire has been detected.  
Proceed to the nearest exit.

Rebel wilts.

REBEL  
No.

PENNY (23) rips open the bedroom door.

PENNY  
What the fuck!

Rebel springs to her feet - cowers.

REBEL  
The computer caught fire. It wasn't  
my fault.

Penny shoves Rebel - lands on her bottom hard.

PENNY  
You're such a fuck up!

Penny storms from the apartment.

COMPUTER VOICE (O.C.)  
Warning! A fire has been detected.  
Proceed to the nearest exit.

Rebel shakes her head - rises - pauses at the front door.

She rushes back into the apartment - grabs her journal -  
exits to a hallway of grumbling neighbors.

EXT. APARTMENT BUILDING - LATER

A stream of firemen exit the building as neighbors reenter.

INT. HALLWAY OUTSIDE APARTMENT - SAME

Rebel follows Penny down the hallway toward their apartment. Both pause - backs against the wall as firefighters pass by. The last firefighter stops Penny.

FIREFIGHTER

An incendiary device was wired to the computers hard drive. When it ignited, the computer's internal components melted down.

Penny glares at Rebel.

Rebel stares at the floor.

FIREFIGHTER (CONT'D)

Luckily, you had the fire extinguisher. Could've been worse.

PENNY

Thank you sir.

FIREFIGHTER

An investigator will be by tomorrow to interview the two of you.

PENNY

Looking forward to it.

The firefighter tips his hat and continues on his way.

Penny and Rebel enter their apartment.

INT. PENNY'S/REBEL'S APARTMENT LIVING ROOM - CONTINUOUS

Penny stops and turns a few steps inside.

Rebel steps inside - turns to close the door behind her.

Rebel turns back - Penny buries her fist into Rebel's gut.

Rebel's journal falls to the floor.

Rebel drops to her knees - gasps - clutches at her stomach.

Penny gets down on all fours - mouth close to Rebel's ear.

PENNY

You're such a fuck up. It's obvious why mom and dad left.

Tears streak from Rebel's eyes - anguish contorts her face as she struggles to catch her breath.

Penny gets up - walks toward the bedroom.

PENNY (CONT'D)  
Everything smells like fucking  
smoke.

Penny slams the bedroom door.

Rebel gasps in a first breath.

Her body quakes - she tries to regain control.

She reaches for her journal - pulls a pen from inside - writes 'Reasons Why I Would Prefer to be Dead'.

Rebel's wrist tech beeps.

She opens a message - "Just a reminder, you're appointment with Dr. Livingston is tomorrow at 1400 hours."

REBEL  
We have plenty to talk about.

Rebel sighs - closes her journal - gets to her feet.

The firefighters tore the computer area apart.

REBEL (CONT'D)  
Mom. Dad.

Rebel rushes to the monitors - tears through the pile.

REBEL (CONT'D)  
Where are you?

She finds the crumpled photo - smooths the wrinkles.

Places her thumb over Penny's face - more tears.

REBEL (CONT'D)  
Why did you leave me here?

EXT. CAPITAL CITY - THE NEXT DAY

Signs read: "Be nice to someone today," and "Kindness spreads like a virus," and "The Portal Authority reminds you that nearly instantaneous galactic travel is now available to 49 great cities. Book your portal today."

EXT. PARK - SAME

Tall trees encircle a long field of forty-nine separate matted areas where people train in the martial arts.

EXT. MAT 23 - SAME

Rebel blocks, deflects, and parries punches from Penny.

Penny scowls - unable to break Rebel's defenses.

Rebel bobs and weaves.

Penny punches at Rebel's face - kicks at Rebel's knee.

Rebel throws a single punch - Penny steps into the blow - Rebel's glove compresses against Penny's face.

Penny's head snaps to the side - she staggers.

Rebel covers her fully open mouth with a gloved hand.

Penny shakes her head - eyes Rebel in angry disbelief.

Rebel shrinks under Penny's stare.

REBEL

I'm sorry. I didn't mean to.

Penny's face flushes - veins protrude in her neck.

Rebel slouches - drops her hands to her sides - closes her eyes - takes a deep breath - waits for what's next.

Penny's haymaker connects with Rebel's left eye.

Rebel's sweat and spit fly through the air.

She spins - goes down hard - lies flat on her back - a large goose egg forms over her swelling eye.

Penny looks around - hands on hips - frustrated.

PENNY

Why did you make me do that?

Rebel rolls her head side-to-side - dazed.

PENNY (CONT'D)

You're always making me hit you.

Rebel raises her head slightly - gives up - can't get up.

PENNY (CONT'D)  
I didn't want to hit you, but  
dammit you deserved it.

REBEL  
It's my fault.

PENNY  
Damn right, it's your fault. I'm  
not the fuck up.

Penny looks down at her battered sister - sighs - extends a  
hand - helps Rebel stand.

REBEL  
I'm sorry.

PENNY  
You're my sister. I don't like  
hurting you.

Penny hugs Rebel - pats her back.

Rebel's battered emotionless face.

REBEL  
That's what you said yesterday.

Over Penny's shoulder, Rebel spots POLICE SERGEANT TODD.

PENNY  
You just make me so mad sometimes.

REBEL  
What the fuck are you doing here?

Penny scowls - pushes Rebel back to arms length.

PENNY  
What?

Rebel slowly raises a shaking hand - points at Todd.

REBEL  
No, not you. It's Todd.

Penny glances at Todd, then back at Rebel.

PENNY  
You march right over there and tell  
that bastard that he is violating  
the Temporary Protective Order.

REBEL

Me? Why me? We should call the police.

PENNY

He's a cop. The police won't do shit to one of their own. Just go fucking tell him.

Rebel swallows hard.

PENNY (CONT'D)

Get your ass over there already.

Rebel weaves through the mats as she crosses the park.

People stop training when they see her battered face.

She ignores the gawks - keeps her eye focused on the ground.

As she approaches, Todd checks something on his wrist tech.

Todd gets a look at Rebel's eye - cringes.

TODD

She really fucked you up this time.

Rebel's eye on the ground.

REBEL

You are in violation of the 500 yard TPO restriction.

Todd pokes a finger into Rebel's chest.

Rebel takes an unsteady step back.

TODD

Is that what she sent you over here to tell me?

Rebel nods.

TODD (CONT'D)

Well, you tell her I want to talk.

REBEL

Messages sent by YOU through a third-party, ME, violate the TPO.

Todd grabs a fist full of Rebel's shirt - pulls her closer - frowns - stares across the yard at Penny.

TODD  
I'm going to kill that bitch.

REBEL  
Terroristic threats are also a  
violation of the TPO.

Todd contorts his face - raises a fist - ready to strike a  
punishing blow - pauses - lowers his fist.

Todd flashes a smile - brushes his hand over the front of  
Rebel's shirt - smoothes out the wrinkles.

TODD  
Do you think any cop is going to  
arrest me for a TPO violation?

Todd steps closer - faces an inch apart - his index finger  
under her chin raises her face to his.

TODD (CONT'D)  
After I kill her, you and me are  
going to go a round or two.

REBEL  
Kill me first . . . please.

Todd steps back - frowns - disgusted.

TODD  
I always knew you had a death wish.

REBEL  
My therapist calls it a suicidal  
ideology.

TODD  
Why don't you do us all a favor and  
just off yourself?

Rebel smirks at the idea.

REBEL  
I don't want to kill myself, I just  
want to be dead.

Todd waves a dismissive hand.

REBEL (CONT'D)  
Would you do it?

TODD  
Do what?

REBEL

Kill me.

Todd draws back - shakes his head.

TODD

Maybe your doctor will have better  
luck fixing that fucked up eye.

Rebel shrugs.

TODD (CONT'D)

Tell that bitch sister of yours  
that nobody leaves me - nobody.

Todd turns - walks away.

Rebel turns toward Penny.

Penny waves an arm in a get-the-fuck-over-here-fast gesture.

Rebel crosses back to Penny.

PENNY

What the fuck took you so long?

REBEL

I think I need a doctor.

PENNY

You're fine. Besides, how would we  
explain that lump on your head?

Rebel reaches up - touches the goose egg - winces.

REBEL

The same way we explained my broken  
arm, skull fracture, and seven  
fractured ribs, I guess.

PENNY

I made a couple of mistakes and you  
just won't let me forget it. Let it  
go.

Penny starts to walk away.

REBEL

Twenty-seven fucking mistakes.

Penny's head jerks around.

PENNY

What did you say?

REBEL

Nothing.

Penny in Rebel's face.

PENNY

You punch me again and you will need more than a doctor. The fucking coroner won't be able to piece your ass back together.

Rebel kicks a toe at the ground.

REBEL

Promises, promises.

Penny slaps the knot above Rebel's eye.

Rebel cowers.

REBEL (CONT'D)

Dammit, that hurt.

PENNY

Get us a coffee on your way home.

INT. COFFEE SHOP - LATER

Shop's empty.

The BARISTA wipes the counter.

Rebel enters - journal under her arm.

BARISTA

Hey Rebel. The usual?

REBEL

Yea.

The Barista zones in on Rebel's bruised, swollen eye.

BARISTA

What happened to you?

REBEL

Nothing.

Rebel leans against the counter - opens her journal.

Nosy Barista - turns the journal toward himself.

BARISTA

What's this?

(reading)

I need to get the fuck out of here.

Rebel pulls the book from his hand.

REBEL

It's a list.

BARISTA

Hell, there are one hundred and seven reasons on that list. You must really want to leave.

Rebel writes.

REBEL

108 - Nosy Barista.

The Barista raises his hands signaling his surrender.

BARISTA

Sorry, none of my business.

REBEL

You can say that again.

BARISTA

If you hate it here so much, why don't you just walk to the portal station and leave this planet?

The Barista sits two coffees on the counter.

REBEL

You paying for the ticket?

BARISTA

No.

REBEL

Do I look rich to you? I live in a one bedroom flat with my sister.

BARISTA

Just a suggestion.

REBEL

A shitty one. Besides, I don't turn 18 for three more weeks.

BARISTA

Do you work? What's your job?

Rebel points at her swollen eye.

REBEL  
Punching bag. Isn't it obvious?

BARISTA  
Looks like you're good at it.

REBEL  
Too good. Have to be eighteen to travel or get a real job anyway.

BARISTA  
Epiphany is not such a bad place to be stuck.

REBEL  
When you're in a place and you can't leave, it's a prison. You just can't walk out of prison. You leave in a body bag.

BARISTA  
Morbid. Some therapy might help.

REBEL  
Three years, I'm not optimistic.

BARISTA  
Six credits.

Rebel hands him her credit card - slips her journal under her arm - scoops up the two coffees.

The Barista returns her card.

BARISTA (CONT'D)  
See you tomorrow?

Rebel pushes the door open with her behind.

REBEL  
I don't know. May try the place down the block.

EXT. APARTMENT BUILDING - MOMENTS LATER

Quiet city street.

INT. PENNY'S/REBEL'S APARTMENT - MOMENTS LATER

Rebel steps inside - freezes - cocks her head, listens to the grunts coming from behind the closed bedroom door.

REBEL

What?

Rebel bursts through the bedroom door.

REBEL (CONT'D)

What the hell . . .?

Todd strangles Penny's naked corpse - hips thrusting - grunting - trousers around his ankles.

Penny's dead eyes.

Rebel in shock - drops her journal.

Todd springs to his feet - pulls up his pants.

TODD

Fresh meat.

Rebel's face absorbs a massive blow from Todd's fist opening a cut above Rebel's swollen eye.

Rebel goes down - hot coffee flies - splashes on Todd's face and neck - frantically rubs the burned areas.

TODD (CONT'D)

You fucking bitch.

Covered in blood - she scrambles to her feet.

Todd grabs her sleeve - the sleeve rips - momentum sends her back to the ground.

Todd's on top of her.

TODD (CONT'D)

Told you we'd have our moment.

Todd licks her bloody cheek with his slimy tongue.

Rebel frantically claws at the burned skin on Todd's face.

Todd rises to his knees - reaches for his torn flesh.

Rebel kicks him hard in the groin.

Todd falls onto his side - grips his marbles.

Rebel scrambles to her feet - runs on wobbly legs through the apartment - using anything - everything for support.

INT. HALLWAY OUTSIDE APARTMENT - CONTINUOUS

Rebel rushes down the hall - smacks the elevator button repeatedly - too late.

Todd sticks his head out of the apartment - looks both ways - stalks after her.

Todd opens the Comm Link on his wrist tech.

TODD

Dispatch, Detective Todd, in pursuit of Rebel Annox wanted for the murder of Penny Annox. The body's in the apartment building across from the portal station.

DISPATCH

All units, be on the lookout for murder suspect, Rebel Annox, Detective Todd in pursuit . . .

Todd turns off the Comm Link.

Rebel abandons the elevator - a chase down four flights.

EXT. STREET - SAME

Rebel emerges from the apartment building - eyes flashing everywhere - spots something across the street - runs - enters a building with a sign "PORTAL 17 STATION."

Todd emerges from the apartment building seconds behind.

INT. PORTAL 17 STATION - CONTINUOUS

Three people stand in line at a ticket window and turnstile to pay the fare for transportation from Portal 17.

Just as a woman pays the fare, Rebel jumps the turnstile.

TICKET SELLER

Stop right there.

Rebel speeds toward a circular gateway - a black void.

Todd leaps the turnstile.

TICKET SELLER (CONT'D)

Stop! Only one can enter at a time!

Rebel spots the control panel - rows of white buttons labeled one through forty-nine - looks back over her shoulder.

REBEL

Fuck.

Todd closes in.

Rebel slaps 40 on the control panel - "40" illuminates over the gate in red - the gateway energizes - the void shimmers.

Rebel jumps up and down on her toes - looks back at Todd.

REBEL (CONT'D)

I'm not going to make it.

"40" flashes from red to green over the gateway.

Todd tackles her - momentum carries both into the void.

EXT. INSIPID 1 - DAY

A single planet orbiting too close to its star - uninhabitable - arid - windswept.

The only structure - an outpost with no doors or windows.

INT. PORTAL 40 - DAY

Trash - filth - a shit hole.

The common area packed with mostly human-like creatures.

A crowded bar - patrons shouting drink orders.

The bar-keep, PAX REDMOND, pours and serves drinks.

Behind the bar, a sign - "Fire - 3 Slugs, Fire and Ice - 2 Slugs, Fire and Water - 1 Slug."

Pax's daughter, GRAY REDMOND (17) all smiles, joins her father behind the bar - her cropped white wife-beater and tight leather hot-pants leave little to the imagination.

Pax's upper lip curls when he gets a look at Gray's outfit.

PAX

What the fuck are you wearing?

Gray checks her outfit then sneers back at Pax.

GRAY  
Gold, Daddy-O.

PAX  
What do you mean, gold?

GRAY  
Do you remember two nights ago?

PAX  
Not particularly.

GRAY  
Well, two nights ago I shattered my  
own Portal 40 tip record.

PAX  
You weren't wearing that.

GRAY  
No, I was wearing a hot pink bikini  
top and cutoff denim shorts. You  
know what you said that night?

PAX  
No.

GRAY  
You said, what the fuck are you  
wearing? And you know what I said?

PAX  
No.

GRAY  
Gold, Daddy-O.

PAX  
I don't remember that.

GRAY  
That's why we're stuck in this  
never ending circular conversation.

PAX  
Well, I don't like it.

GRAY  
You don't tip, so it doesn't matter  
what you like, Daddy-O.

Pax flashes Gray the side eye but lets it go.

Gray turns her attention to the bellowing customers.

BILLY BLUE pushes his way to the bar.

GRAY (CONT'D)  
What'll you have?

BILLY BLUE  
Sweetie, I'll have a Fire and Ice.

GRAY  
It's Gray. You know it's Gray.

BILLY BLUE  
Well, I like Sweetie.

Billy Blue places both hands flat on the bar - stretches his body toward the ceiling - howls like a coyote.

BILLY BLUE (CONT'D)  
Sweetie, Sweetie, Sweet . . .

Gray, still smiling, reaches below the bar - pulls out a five pound sledge hammer - swings with full force.

The sound when the sledge hammer connects, quiets the crowd.

Billy Blue's eyes bulge.

Billy's pulverized left hand under the sledge hammer.

CROWD  
Whoa!

Billy Blue's mushy left hand - absolutely dumbfounded - then the pain reaches his brain.

Gray lifts the sledge hammer - places it underneath the bar.

Billy screams - excruciating pain - incapacitating injury.

BILLY BLUE  
Why?

Gray places her elbows on the bar and rests her chin on her hands - bats her eyelashes.

GRAY  
What do you mean, SWEETIE?

Billy Blue clutches his left wrist - the hand droops.

Billy Blue's sobs - vomits all over himself.

Pax ambles over - assesses the damage.

PAX

A free drink for the man that drags  
this poor bastard to the BUTCHER.

Six volunteers throw hands into the air.

Pax scans the volunteers - points.

PAX (CONT'D)

You.

VOLUNTEER #1 smiles - throws Billy Blue's right arm over his  
shoulders - helps steady him - hesitates.

VOLUNTEER #1

How do I find the Butcher?

Disgusted, Pax waves a dismissive hand.

PAX

Never mind.

Pax points to VOLUNTEER #2.

PAX (CONT'D)

You think you can find the Butcher?

VOLUNTEER #2

Yes sir.

PAX

Get on with it then.

Volunteer #2 half drags Billy Blue from the bar.

BILLY BLUE

You'll pay for this!

PAX

What was it this time? Dumpling?

GRAY

Sweetie.

PAX

Some might say the punishment  
didn't fit the crime.

Gray reaches for the hammer.

GRAY

You gonna say Sweetie next?

Pax raises both hands - retreats to his end of the bar.

GRAY (CONT'D)

Who's next?

MUNCH, scrawny dude, arrives first.

MUNCH

Give me Fire.

Munch slams three gold slugs onto the bar.

Gray fills a glass with Fire - places it in front of Munch.

MUNCH (CONT'D)

Thank you, Miss Gray.

Munch drops another gold slug on the bar.

Gray places the slug between her teeth - bites down hard.

GRAY

You're very welcome, Munch.

Gray flashes the gold slug at Pax.

Pax shakes his head.

INT. PORTAL 40 - SAME

Across the room, BOOK, works a crowd that's making wagers.

A chalk board behind Book - "DEATH FIGHT ODDS - TRAPPER 4 to 5 - BOGGS 10 to 1 - OVER-UNDER - 6 MINUTES."

Beyond the bookmaker lies the POUND - a 25 foot circular enclosure - wire walls 10 feet tall - wire ceiling.

Fifty people surround the Pound - yelling - anxious.

In the Pound - two fighters striped down to their underpants.

Trapper - nervous - bounces on his toes.

Boggs - confident - slams his wrapped fists together.

The MEDICAL EXAMINER (ME) instructs the fighters.

MEDICAL EXAMINER

You are here for one purpose, to entertain the crowd.

(MORE)

## MEDICAL EXAMINER (CONT'D)

You will do that by beating each other until one of you is dead without the aid of any weapons. There are no rules. I am not here to referee. My only purpose will be to declare the loser's time of death. Do you understand?

Trapper and Boggs nod to the Medical Examiner.

A disturbance distracts the participants - then the crowd.

A sign - "Portal 40" - hangs over a gateway.

The gateway's control panel - broken - hangs from a large hole in the wall by a morass of wires.

The gateway pulses - a green "17" appears above the gate.

All eyes on the gateway.

The gateway - a brilliant flash of light.

The crowd jumps back - some shade eyes from the flash.

Rebel and Todd fly from the portal - Rebel lands on top - rolls clear - leaves a blood smear on the floor.

Once the flashing, sparking, and popping ends, the patrons ease forward - try to get a better look at the new arrivals.

Rebel - lifeless - then, without warning, bursts to her feet - assumes a fighting stance.

Her good eye darts around at the staring crowd - she spits a stream of blood - splatters on the floor.

REBEL

What the fuck are you looking at?!

Todd pulls himself to his full height - points - snarls.

TODD

Freeze.

REBEL

Fuck you.

Before Rebel has a chance to flinch, Todd is on top of her.

Her neck disappears - encircled by Todd's enormous hand.

Todd raises a fist high above his head.

Four men mob Todd - rip him off of Rebel - subdue him.

TODD

What the fuck are you doing? She's  
my prisoner - a fucking murderer.

Rebel scrambles to her feet - rubs her bruised neck - coughs.

REBEL

Fuck that. That bastard killed my  
sister, now he wants me dead too.

The crowd murmurs - contemplate the counter accusations.

Todd struggles - unable to pull away.

Rebel remains ready to fight if Todd breaks free.

Gray cautiously approaches Rebel.

GRAY

It's OK, you can put your hands  
down.

Rebel's one eye locks onto Gray's.

Gray smiles - slowly reaches out - places one hand on each of  
Rebel's fists - applies a little downward pressure.

GRAY (CONT'D)

Seriously. You can drop your  
fists.

Rebel slowly, cautiously lowers her fists.

GRAY (CONT'D)

Welcome to Death Fights.

Gray extends a hand.

GRAY (CONT'D)

Gray Redmond.

Rebel accepts Gray's hand.

REBEL

Rebel.

GRAY

Rebel . . .?

REBEL

Just Rebel.

GRAY

Right. Well, come with me and  
we'll get some ice for that eye.

Rebel touches under her eye - winces - nods at Gray.

Gray leads Rebel through the crowd.

TODD

Let me go! Don't let her get away.

An electronic SCREECH over the Public Address system.

Everyone turns their eyes to a control tower with glass  
windows about two stories above crowd level.

DEMETRI (O.S.)

All new arrivals report to the  
Control Tower immediately.

REBEL

I guess that's me.

GRAY

Come on, we'll get the ice first.

Gray begins to lead Rebel away from the tower.

The men holding Todd lead him toward the tower as instructed.

A long SCREECH over the PA - volume jacked way up.

Nearly everyone covers their ears.

DEMETRI

Gray!!!!!!!!!!!!

All eyes turn to Gray and Rebel.

GRAY

Fuck.

REBEL

To the tower then?

GRAY

This way.

They make their way to a staircase - begin their ascent.

REBEL

Who's the dude on the loud speaker?

GRAY  
DEMETRI - the general manager of  
this paradise.

REBEL  
What is this place?

GRAY  
Demetri will go over everything.  
He's a meticulous prick. Probably  
has it all written out.

Gray pauses on the landing outside the tower office.

GRAY (CONT'D)  
I want to tell you something.  
Demetri and I had a thing.

REBEL  
You and the meticulous prick had a  
thing?

GRAY  
Never mind. Not important. Don't  
know why I told you that. Let's get  
this over with.

Gray leads Rebel through the door to Demetri's office.

INT. DEMETRI'S OFFICE - DAY

Demetri, soft, overweight, 40's - sits behind a desk.

Rebel gives Gray the you-had-a-thing-with-this-guy look.

Gray grimaces slightly in full shrug.

Sitting on one side of the room, a massive humanoid  
transgender creature, QUINTON, wears only a loin cloth.  
Quinton's over seven feet tall - muscle wrapped in muscle -  
blonde wig of long human hair - cherry red lipstick - bare  
breasts - a large bulge under the loin cloth.

Rebel does a double take of Quinton.

Quinton winks.

Rebel shivers.

A waifish, catatonic, partially dressed, ONYX "XXS" ANNOX,  
rests her head on his thigh as he pets her stubbled hair.

Rebel's glances at Xxs - confused.

REBEL

Mom?

Rebel's jostled aside as Todd enters restrained by three men.

DEMETRI

If I instruct these men to let you go, will you behave?

TODD

Behave? I'm not a toddler.

DEMETRI

Will you refrain from further violence?

Todd nods.

Demetri waves the three men away and they exit the room.

Demetri licks his lips - looks Rebel - looks smugly at Gray.

Demetri picks up a sheet of paper from his desk.

DEMETRI (CONT'D)

The Butcher reports that Billy Blue may lose his left hand.

GRAY

I'll cut the fucking thing off myself.

DEMETRI

What's that?

GRAY

Nothing, your imminence. This is Rebel.

Demetri smirks, but turns his attention to Rebel.

DEMETRI

Rebel . . .?!

GRAY

Just Rebel.

DEMETRI

This Rebel, can she speak?

Gray sticks out her tongue at Demetri.

Demetri picks up a second sheet of paper and writes "Rebel."

Demetri sits down the sheet of paper - picks up the third.  
Rebel glances at Gray.

GRAY  
I told you.

DEMETRI  
And sir, you are?

Veins bulge on Todd's thick neck.

TODD  
I'm you're worst nightmare, ass  
wipe. Who the fuck are you?

DEMETRI  
My name is Demetri. I am the  
general manager of Portal 40. Sir,  
may I have your name?

Todd clinches his fists.

TODD  
Sergeant Oscar Todd, Epiphany  
Police Force.

Todd points a menacing finger toward Rebel.

TODD (CONT'D)  
That little bitch is my prisoner.  
I'm taking her back to Epiphany.

REBEL  
That's not . . .

Demetri holds up a hand cutting her off.

DEMETRI  
Date of birth?

REBEL  
What do you need that for?

DEMETRI  
Date of birth?

REBEL  
Twelve - seven - twenty-ninety.

Demetri writes down the date.

DEMETRI

You will turn eighteen in two weeks?

REBEL

I guess so.

DEMETRI

Are you a portal repair technician?

REBEL

What? What's that your imminence?

Demetri's face reddens as he looks at Gray.

Gray snickers.

Demetri writes "no" in answer to his question.

DEMETRI

No. And you may refer to me as Demetri or manager. What is your occupation?

REBEL

Occupation?

Demetri writes.

DEMETRI

None.

Demetri turns his attention to Todd.

DEMETRI (CONT'D)

What is your . . .

This time Todd cuts him off.

TODD

One - one - twenty-seventy-three. No, I'm a cop. Now, tell me what the fuck is going on here.

Demetri mouths '1-1-2073', 'no', and 'zero zero' as he records the information on Todd's sheet.

DEMETRI

Portal 40 has no doors or windows. No one has ever been outside the structure. No one knows when it was built or by whom. No one here was present when the control panel to the gateway was damaged.

(MORE)

DEMETRI (CONT'D)

The damage prevents anyone from leaving. Everyone has attempted to repair the damage, some multiple times, and everyone has failed.

REBEL

But . . .

Demetri raises the wait a minute finger without looking up.

DEMETRI

We don't know why, but a supply shipment arrives each week through the gateway. I am in charge of distributing those supplies. Periodically, unfortunate souls like yourselves arrive, usually in a failed attempt at suicide.

TODD

This is total bull shit. I'm taking her to the brig. Just point me in that direction.

DEMETRI

There is no brig. You could say this entire facility is a prison. No one can escape. There is no law enforcement here. The authority you had, does not apply here.

Todd smashes his right fist into the palm of his left hand.

Quinton clears her throat - gets Todd's attention.

TODD

You can't stop crime without a police force. I'm sure people here have disputes just like everywhere else in the galaxy.

DEMETRI

All disputes are resolved through Death Fights.

Demetri looks down at his papers, then to Rebel.

DEMETRI (CONT'D)

I am assigning you to work for IDENT BROWN. He is a Death Fight trainer. Todd, you are assigned to the warehouse. You both have a great many questions, that I have no time or desire to answer.

(MORE)

DEMETRI (CONT'D)

Gray will show you to your work space and lodging. You are excused.

Todd snarls - points at Rebel.

TODD

You and I are gonna dance.

Todd storms out the door.

REBEL

I hate dancing.

After a glance, Gray nods for Rebel to follow her.

DEMETRI

Looks like you could use some ice for that eye.

GRAY

That's where we were going when you threw your tantrum, asshole.

Rebel takes a last curious look at Xxs.

INT. PORTAL 40 - DAY

Outside the door, Rebel surveys the floor below.

REBEL

I glazed over about half-way through that bull shit.

GRAY

The gist is, you're fucked, sister.

Rebel drops her head.

GRAY (CONT'D)

Look, you are going to go through some things, everybody does.

REBEL

Through some things.

They watch Todd push through the crowd toward the portal.

GRAY

First, you won't be able to come to grips with the fact that you are stuck here. You will try to fix the gateway. You will fail and give up.

(MORE)

GRAY (CONT'D)

Next, you'll get mad, really mad. Probably get in a fight or two and fuck up your other eye. Then you will try to deal your way out of here, but there's no deal to be made. No one can get you out of here. Then depression - long days at the bar and/or you won't be able to get out of bed. Hopefully, after a while, you will accept your fate.

REBEL

You some kind of psychologist or something.

GRAY

Me? No. I was born here. Just 17 years of careful observation.

REBEL

So, you have never been outside this tomb.

GRAY

Home sweet home.

Rebel chuckles.

GRAY (CONT'D)

What?

REBEL

I thought entering Portal 40 would be suicide, but I just traded one prison for another.

GRAY

Death will come soon enough. Come on, let's get you that ice.

Gray leads the way back down the spiral staircase.

INT. STORAGE AREA - LATER

Rebel sits alone on an alcohol shipping crate.

Gray enters with a bag of ice in her hands.

GRAY

Here you go.

Rebel accepts the ice - places the bag to her swollen eye.

REBEL

Thanks.

GRAY

You need to see the Butcher.

REBEL

Butcher?

GRAY

Dr. Johns lost a Death Fight a few years back. His orderly, the guy that mopped up the blood and guts, took his place. When he stitches someone up, let's just say a one-armed blind man could sew better.

REBEL

So, I'm destined to be disfigured.

GRAY

Pretty much.

REBEL

Great.

GRAY

Doesn't matter around here. People will fuck anything.

REBEL

Even meticulous pricks.

GRAY

You got it.

(beat)

Who worked you over, Todd?

REBEL

And my sister.

GRAY

Why?

REBEL

It was totally my fault. When we sparred, I was allowed to play defense only, no offense. I accidentally punched her in the face. So, she lit me up. She's just always been abusive.

GRAY

No offense. Sounds unfair. Why did you let her get away with that?

REBEL

She's dead.

GRAY

When Todd called you a murderer, he was talking about her?

REBEL

I didn't kill her, Todd did.

GRAY

He killed her.

REBEL

Penny was his ex-wife. Todd started stalking her. She took out a restraining order to keep him away, but it didn't work. When I walked into our apartment he was raping her corpse.

GRAY

He killed your sister, then raped her dead body?

REBEL

Probably raped her, killed her, then raped her corpse. I heard him grunting and thrusting from outside the door. I didn't know what was happening, so I busted in.

GRAY

Fuck.

REBEL

He realized he was caught - he grabbed me - punched me in my already fucked up eye - I got away - ran to the portal - wound up here.

GRAY

Fuck.

REBEL

Todd won't let it go. Now, I'm trapped with him in this paradise.

GRAY

So, Todd is really a cop?

Rebel nods, pressing the ice to her eye.

GRAY (CONT'D)

What do cops do exactly?

REBEL

Cops? Usually, fucking nothing. Who stops people here from hurting each other or stealing?

GRAY

No cops here. If trouble breaks out, you argue or Death Fight or hire someone to fight for you. You find a way to settle your own problems or you Death Fight.

REBEL

Like 'Billy Blue may lose a hand?'

GRAY

Yes, like that. We had a problem, so I just took care of it.

REBEL

What'd he do?

GRAY

Called me a name and I do not like to be called names.

REBEL

Like cunt or something?

GRAY

Sweetie.

REBEL

You injured Billy Blue's hand because he called you Sweetie?

GRAY

Smashed it with my sledge hammer.

REBEL

Of course, a sledge hammer.

GRAY

Give these fuckers an inch and they will take a mile.

Gray reaches for the ice pack Rebel holds against her eye.

Rebel pulls back.

GRAY (CONT'D)

Can I take a look at it?

Rebel thinks - removes the ice from her eye.

Gray moves closer - places a finger under Rebel's chin and lifts it slightly. Her finger moves across Rebel's cheek.

REBEL

How does it look?

Gray moves her face closer to Rebel's, then pulls away.

GRAY

You're going to be very popular around here, even with that fucked up eye.

REBEL

Popular?

GRAY

With the men, and the women, I suspect.

Rebel shakes her head.

GRAY (CONT'D)

Sex. I'm talking about sex.

REBEL

Penny never let me to go on a date.

GRAY

You've never had sex.

REBEL

Not even a kiss.

GRAY

Seventeen and still a virgin. You may want to consider selling your first time to the highest bidder.

REBEL

I don't think so.

GRAY

Suit yourself.

REBEL

That woman, with the monster in the prick's office.

GRAY

She arrived four or five years ago with a man. Dip shits came here on some kind of adventure trip. The man was immediately challenged to a death fight. The two of them didn't have any gold, so he was going to have to fight for himself. The wife made a deal with Demetri.

REBEL

What kind of deal?

GRAY

Sold herself to him in exchange for someone to fight in the man's place.

REBEL

So, the man is still here.

GRAY

No. He was challenged again by Quinton. The couple had nothing left to trade. He fought and lost.

REBEL

The woman in Demetri's office has been his pet for four years?

GRAY

Not exactly. Demetri got tired of her after about a year, then gave her to Quinton. She went catatonic about a week later.

REBEL

Do you know her name?

GRAY

Everyone calls her Xxs.

Rebel's eyes moisten.

Gray looks puzzled - realization.

GRAY (CONT'D)

You know that woman.

REBEL

Onyx Annox. Xxs. My mother. She and my father came here four years ago.

GRAY

Fuck. I'm sorry. But what's left of that person up there is not your mother.

REBEL

Whatever she is, she's still my mom. I need to see her. Get her away from that monster.

Gray goes pale - covers her mouth.

REBEL (CONT'D)

Tell me.

GRAY

Your mom. She's scheduled for a Death Fight tomorrow.

REBEL

Did you see her, she can't fight.

GRAY

That's why the little weasel challenged her.

Rebel stands - paces.

REBEL

I've got to do something. Help me.

GRAY

I'm sorry. That's just the way things are here.

REBEL

There's got to be something.

Rebel squeezes her eyes together - thinking.

REBEL (CONT'D)

I need a drink.

GRAY

My dad owns the bar, so first round's on me.

INT. COMMON AREA - MOMENTS LATER

Gray motions for Rebel to meet her at the other end of the bar.

Rebel stands in line about four deep for a drink.

Gray reaches under the bar - pulls out her sledge hammer - points it at the three men standing ahead of Rebel in line.

GRAY

You and you - let the lady through.

The men push and strain against the crowd just enough for Rebel to squeeze to the front of the line.

Gray slides her hammer back under the bar.

GRAY (CONT'D)

You've got three choices: boner, chubby, or flaccid.

Rebel doesn't understand.

GRAY (CONT'D)

We've got Fire - boner - hard;  
we've got Fire and Ice - chubby -  
medium strength; or we've got Fire  
and Water - flaccid - weak.

REBEL

By all means - give me a boner.

Gray shakes her head but pours the shot anyway.

GRAY

I'll see you later.

REBEL

What? Are you going somewhere?

GRAY

No, but you are.

Rebel downs the shot in one gulp.

Before she can put the glass down, her eyes water.

Rebel clutches her throat - breathing becomes more difficult - her one open eye - lid splayed wide - begs Gray for help.

Gray waves "bye-bye."

INT. LEVEL 1 LODGING - LATER

A hallway lined with small doors.

Rebel leans against the wall nearly passed out on her feet.

Gray holds one hand against Rebel's chest for support and attempts to unlock the door with the other.

REBEL

But I don't want to go to bed.

Finally, the door opens.

GRAY

Come on party girl. In you go.

Gray steers Rebel inside.

INT. REBEL'S ROOM - SAME

Micro small - six feet tall by six feet long by three feet wide. You can stand up or lay down but just barely.

GRAY

When you can't stand on your own,  
it's time for bed.

REBEL

I'm doing just fine.

Gray leans her against the back wall. Facing each other in the three foot wide space forces them close, really close.

Gray unbuttons Rebel's one-sleeved shirt - reveals Rebel's black and blue torso.

GRAY

How were you even walking around  
with all this damage?

REBEL

I'm used to it.

Rebel locks her eye on Gray's - leans in puckered lips first.

Gray stops her short.

GRAY

Hold on now, sister. That's  
something we will have to discuss  
when your sober.

Gray lowers Rebel to the padded floor.

REBEL

You're a good kisser.

GRAY

Been even better, if our lips had actually touched.

Gray stuffs the room key into Rebel's pants pocket.

Two seconds later, Rebel is out cold.

Gray flips off the light - closes the door.

INT. COMMON AREA - LATER

Gray returns to her work station behind the bar.

She notices that Todd found some tools.

GRAY

I see the newbie is hard at work, fixing the control panel.

PAX

You know the drill.

GRAY

Daddy-0, if it were fixed, where would you go?

PAX

Never thought about it much. Maybe Portal 23. Exodus 2 is rumored to have some nice beaches.

GRAY

(teasing)  
What's a beach?

Pax doesn't get the joke.

PAX

Some planets are covered in oceans of water. The beach is the sandy part next to the water.

GRAY

Have you ever seen an ocean?

PAX

Not with my own two eyes. But I saw a picture once.

GRAY

What was it like?

Pax smiles, reminiscent.

PAX

It was the cleanest, brightest, most beautiful thing I have ever seen. That picture caused one of the biggest melees of all time.

GRAY

What happened?

PAX

The guy that had the picture lost it on a bet. He refused to pay up. The loser and his friends fought the winner and his friends.

GRAY

What happened to the picture?

PAX

When the dust settled, the picture was in two halves. Instead of giving half to each, Demetri burned both halves right in front of them.

GRAY

And that was that?

PAX

No. The winner of the bet challenged the picture boy to a Death Fight. That bet cost him his picture and his life.

GRAY

All over a stupid bet.

PAX

People have lost their lives over a lot less. Gray in three weeks you turn 18. You will be old enough to be challenged to a death fight. Incidents like the one with Billie Blue put you at risk. Watch yourself. Stay in control. I don't want to, can't, lose you.

Gray purses her lips.

GRAY

I'll try.

PAX

I'm number three on the age chart. With the two new comers, the population is up to 91. If there are no challenges, I will be forced to fight. If I die, I want to be sure that you will be OK.

GRAY

Daddy-0, you're not going to die, and if you did, I would be fine - better off more likely.

Gray's snarky grin.

Pax places a calloused hand on Gray's shoulder.

PAX

I know. I know. I just worry.

INT. LEVEL 1 LODGING - THE NEXT DAY

IDENT BROWN pounds on the door to Rebel's sleeping quarters.

IDENT

You in there?

Ident pounds some more.

INT. REBEL'S ROOM - SAME

Rebel jerks awake - hands grip her head - she dry heaves.

More pounding.

REBEL

I'm coming. For fuck's sake, I'm coming.

Rebel pulls herself up on unsteady legs - opens the door.

REBEL (CONT'D)

Who in the fuck are you and why are you pounding on my door?

Ident fans a hand in front of his face trying in vain to dissipate the rancid odor of Rebel's breath.

IDENT

You're late. Time to go to work.

REBEL

What the fuck are you talking about?

IDENT

I'm Ident Brown. Your new boss.

REBEL

Please accept this as my formal notice of resignation.

Rebel tries to close the door.

Ident holds the door open.

IDENT

It doesn't work like that here.

REBEL

Well it does now.

IDENT

No work. No eat. That's the rules.

REBEL

I've got money so fuck off.

IDENT

You've got gold?

REBEL

No. But I have credits.

IDENT

Credits aren't worth shit here. Nothing but gold will buy your rations in Portal 40. There's only three ways to get gold, working, fucking, and begging. Begging never works, but even with that fucked up eye, you could sell yourself all day long for a slug of gold or two.

REBEL

I'm no prostitute.

IDENT

That settles it. Let's get to work.

Rebel shakes her head - follows Ident down the hall.

INT. IDENT'S TRAINING AREA - LATER

Rebel mops blood from the floor.

Ident talks to a fighter that bleeds profusely from the nose.

IDENT

I've told you a thousand times to keep that left hand up. If you don't you're a dead man inside a couple of minutes.

Rebel walks up to Ident and leans on her mop.

REBEL

Why Death Fights?

IDENT

What do you mean?

REBEL

Seems a bit barbaric to have fights just for sport.

IDENT

Not just for sport. The maximum capacity for this station is eighty-eight. We get food rations once a week for eighty-eight people, that's it. So, if someone comes through the portal or someone has a kid, somebody's got to die.

REBEL

Ah, population control, that makes way more sense. Instead of sharing rations, kill the excess bastards.

The Tower's loudspeaker screeches.

Rebel winces - grips her throbbing brain.

DEMETRI (V.O.)

The new Death Fight schedule is as follows: Munch v. Xxs, 2000 hours today. The rescheduled match between Trapper and Boggs, 1 Cycle; Todd versus Rebel, 14 cycles; and Billy Blue's proxy, MCDUFF, versus Gray, 21 cycles.

Rebel's mouth gapes.

REBEL

What the fuck does that mean?

IDENT

You've been challenged. How old are you?

REBEL

In twelve cycles I'll be eighteen. What does that matter?

IDENT

That's why your Death Fight is delayed - you must be eighteen to be challenged. Who is this Todd?

REBEL

The murdering, rapist, asshole that came with me through the gate.

IDENT

We must start your training immediately.

REBEL

Forget it. Two weeks of training won't make a bit of difference. Todd is one big son of a bitch.

IDENT

Sometimes, even the big ones fall.

REBEL

I've been begging for the end for three years - now it's here.

IDENT

The end?

REBEL

Never mind. Xxs is my mother, she fights today, I have to do something right now to stop it.

Rebel drops her mop - runs toward the tower stairs.

Gray weaves her way through the crowd to the training area.

Gray chews her bottom lip.

GRAY

Ident!?

IDENT

I'm sorry Gray. The new girl got challenged also. I will train you two together. We will start first thing tomorrow.

Gray nods - exits.

INT. TOWER OFFICE - MOMENTS LATER

Demetri sits behind his desk studying some documents.

Quinton's on the couch with Xxs on his lap - tongue licks her arm - shoulder - neck, like a cat licking its kitten clean.

Xxs thousand yard stare.

Rebel bursts through the door.

Demetri looks up.

Quinton takes notice - pauses his licking.

DEMETRI

Don't knock. Come right on in.

Quinton resumes his licking.

Rebel covers her mouth disgusted - points at Xxs.

REBEL

That's my mom. Look at her, she can't fight.

DEMETRI

That poor creature is no one's mother.

Rebel slams a hand on Demetri's desk.

REBEL

I'll fight in her place. What do you call it?

Rebel snaps her finger twice.

REBEL (CONT'D)

Proxy. I'll be her proxy.

DEMETRI

That's not possible. You can't fight. You're still a child.

REBEL

A child? I'm fighting in two weeks.

DEMETRI

In two weeks, you will be eighteen  
and fit to Death Fight.

REBEL

There's got to be another way.

DEMETRI

Do you have any gold?

Rebel shakes her head no.

REBEL

I'll find someone else to fight for  
her.

DEMETRI

It's not for you decide. The  
fighter must decide. Because she is  
owned by Quinton, Quinton decides.

Rebel points at Quinton.

REBEL

That thing decides?

Quinton gives Xxs a long sloppy lick on the head - laughs.

REBEL (CONT'D)

What's he laughing at?

Quinton grunts - licks at Xxs stubble.

DEMETRI

He says the stubble on her head  
tickles his tongue. He likes it.

REBEL

That's my mother you piece of shit.

Quinton grunts.

DEMETRI

He says you can take her place.

Rebel straightens - surprised.

REBEL

Really? He'll let me fight.

DEMETRI

He'll let you take her place on his lap. He will find someone else to fight in her place.

Rebel frowns - scowls at Quinton.

REBEL

You sick fucker.

Demetri leans forward, speaking more softly.

DEMETRI

I don't recommend it. Taking her place. No one has lasted more than two weeks with Quinton without becoming catatonic. He has certain proclivities that seem to deaden the mind. And besides, if you take her place you save her for one fight, and then she will be challenged again. You'll have no way to save her then.

Demetri coughs - returns to his work.

DEMETRI (CONT'D)

It would be a waste of that beautiful body, which you will NEED to barter for your own life.

REBEL

I don't care about my fucking life.

DEMETRI

We will see. You are dismissed.

Rebel's skin flushes as her one eye stares at Demetri.

Demetri ignores her.

Rebel turns - slowly walks toward Quinton and Xxs - grimaces.

Quinton tongues Xxs ear.

REBEL

Can you stop so that I can talk to her for a minute?

Quinton grunts - pushes Rebel back.

Rebel steps forward.

Quinton eyes Rebel - turns Xxs' face and tongues her throat.

Rebel dry heaves - weight shifts from one foot to the other.

REBEL (CONT'D)

Mom. Mom, if you can hear me, I-

Rebel looks at the ground.

Quinton continues his exploration of Xxs throat.

REBEL (CONT'D)

Fuck. I don't know what I feel.

Rebel's face goes blank.

REBEL (CONT'D)

I'm sorry this happened to you.

Rebel turns to leave.

Quinton grabs Rebel's arm - pulls her close - his tongue all over her face.

Rebel screams.

Quinton releases his grip.

Rebel falls hard to the floor - wipes the spit from her face.

Quinton belly laughs.

Rebel scurries backward - finds her feet - runs to the exit.

EXT. TOWER LANDING - CONTINUOUS

Rebel slams the office door - hangs over the rail - pants.

REBEL

This is not happening.

She spots Todd near the control panel.

Todd throws down his tools - storms away.

Rebel hustles down the stairs - pushes her way through the crowd to the control panel - connects and disconnects wires.

REBEL (CONT'D)

Come on. Something's got to work.

INT. COMMON AREA - A FEW HOURS LATER

Rebel sits on a stool face in her hands.

The control panel remains in disarray.

A metallic crash from the tower makes Rebel turn.

Quinton descends the stairs - Xxs draped over a shoulder, flops like a rag doll.

A big crowd has formed around the pound.

The bookie's board reads: "Munch v. Xxs - Off."

Rebel tries to push her way through, but progress is slow.

The crowd parts as Quinton carries Xxs toward the pound.

Munch and the Medical Examiner wait inside the ring.

In his skivvies, Munch is a collection of skin and bones.

Quinton stomps into the ring - places Xxs on her feet - holds her by the neck to keep her upright during the instructions.

Rebel finally reaches the wire enclosure - fingers go white as she squeezes the metal.

REBEL

Mother!

Tears streak down Rebel's cheeks.

The Medical Examiner shakes his head in disbelief.

MEDICAL EXAMINER

This is a fight to the death. There are no rules. I am not here to referee. My only purpose will be to declare the loser's time of death. Do you understand?

Munch nods enthusiastically.

Quinton grunts - forces Xxs head into a nod - releases her neck - waits to be sure Xxs has her balance - exits the ring.

MEDICAL EXAMINER (CONT'D)

Fight.

REBEL

Mother!

Munch shuffles back and forth - shadow boxing.

The crowd boos its disapproval.

VOICE #1

Do something you weaselly bastard.

Munch looks around the crowd - shocked by the disapproval.

REBEL

What is happening?

Munch snarls - moves forward - throws a tentative punch.

The wimpy punch strikes Xxs in the right pelvic bone and spins her ninety degrees - she somehow remains on her feet.

Munch cringes - flips his hand like he's hurt himself.

Belly laughs from the crowd.

VOICE #2

She's going to kick your ass  
without throwing a punch.

Rebel cries uncontrollably.

REBEL

Stop. Please.

Munch moves in - swings with his other hand - lands squarely against the side of Xxs head.

Xxs falls - her head bounces as it slams against the mat - blank distant eyes stare directly at Rebel.

Munch's face contorts - he dances, holding his left hand.

MUNCH

It's broken. It's broken.

The crowd laughs hysterically.

Munch motions for the Medical Examiner to check for vitals.

There's no need - he sees her breathing - shakes his head.

Angry, Munch moves in and kicks Xxs in the ribs.

The kick jolts her body - but her dead eyes stare.

He kicks her again - circles Xxs - perplexed.

VOICE #3

Finish it.

Munch straddles Xxs' body - drops to his knees.

Xxs' eyes pierce Rebel's soul.

Munch places his left hand on her neck - starts to squeeze - yelps in pain.

VOICE #4  
Are you kidding me?

Munch tries his right hand - grimaces in pain - but fights through it as he squeezes Xxs' neck.

VOICE #5  
You've got to squeeze harder.

Munch shifts more of his weight onto her neck.

Rebel looks - then back to her mother's staring eyes.

Xxs' body convulses.

Frightened Munch rolls off - looks to the ME for a ruling.

When the pressure was released, Xxs' body stopped convulsing.

The Medical Examiner takes a step forward.

Xxs coughs.

The ME drops his head - steps back to the edge of the pound.

Rebel's knees go weak - barely able to hold herself up.

The crowd turns angry on Munch.

Munch turns in every direction - anger contorts his face.

He drops a knee hard to Xxs neck - bears down.

Xxs body shakes - convulses - seconds pass.

Rebel's face covered in snot and tears.

When the convulsions stop, Munch stands.

The ME moves in takes Xxs pulse - waits - shakes his head.

Munch's jaw drops - his eyes go wide with madness.

He straddles Xxs again - throws punches to her face.

Xxs' head rocks side to side with each blow - and each time her eyes seem to stare directly at Rebel.

Blood, spit, sweat, tears, and snot fly from both fighters.

Xxs's face is pulverized.

Munch's knuckles bleed - falls over exhausted.

The crowd goes silent.

Xxs eyes on Rebel.

REBEL

Mom.

The Medical Examiner checks Xxs's pulse - stands.

MEDICAL EXAMINER

Time of death 16 minutes 25  
seconds.

Rebel slips to the floor - presses eyes to her knees - sobs.

INT. COMMON AREA - LATER

The crowd around the pound migrated over to the bar.

Rebel sits on the ground leaning against the wire fence -  
arms crossed over her knees - eyes buried.

Gray kneels beside her.

GRAY

Hey sister. Let's get out of here.

Rebel sniffs - raises her eyes.

Gray grabs Rebel's hand and pulls her away.

GRAY (CONT'D)

Come with me.

The crowd near the bar parts for the two dead teens walking.

They are stopped in their tracks when they run into Todd.

TODD

Rebel. You haven't introduced me to  
your new girlfriend.

REBEL

Fuck off.

TODD

What are you so pissed off about?  
I'm going to give you the death you  
begged me for.

Todd pushes Gray aside - grabs Rebel - pulls her close.

GRAY  
Dude. What the fuck.

TODD  
After I kill you, then fuck you,  
I'll go to work on your new friend.

Rebel struggles - tries to pull away.

Pax places a hand on Todd's shoulder - turns Todd around.

Todd raises both hands into the air.

TODD (CONT'D)  
Sorry. Don't want any trouble. Just  
having a chat with this murdering  
little bitch.

PAX  
Keep your hands off my daughter.

Todd looks at Gray - smiles.

TODD  
This little SWEETIE belongs to you?

Gray lunges at Todd.

Pax grabs Gray - holds her back.

GRAY  
Call me that again. I fucking beg  
you.

Todd laughs.

TODD  
You need to put that one on a leash  
old man.

PAX  
I won't be taking any advice from  
the likes of you.

TODD  
Enjoy her while you can. You don't  
have long.

PAX  
What is that supposed to mean?

Todd shrugs - turns and walks away.

Gray pulls away from Pax.

GRAY

Dammit Daddy-O. You can't stick your nose in every time someone wants to throw down.

PAX

What did I do?

Gray shakes her head - grabs Rebel's hand - pulls her away.

INT. GRAY'S ROOM - MOMENTS LATER

Ten times the size of Rebel's with a king sized bed.

The door opens - Gray pulls Rebel inside.

Rebel's dazed, unfocused expression.

GRAY

I could use a drink.

Gray moves toward her liquor bottle.

REBEL

I need to wash my face.

GRAY

Toward the back, on the left.

Rebel nods - makes her way to the bathroom.

INT. BATHROOM - CONTINUOUS

Rebel closes the door - checks her look in the mirror.

She cranks on the faucet and cups her hands and splashes water on her face - grabs a towel - dabs her face dry.

Opens the medicine cabinet - searching.

Razor blades CLATTER as they fall into the steel sink.

Rebel grabs one of the sharpened blades - eyes dart from her bare wrist to the blade.

Gray eases the door open - sees the blade.

GRAY  
Sister, we have an unwritten rule  
here - no suicide until after  
you've lost your virginity.

Rebel's eye turns to Gray.

REBEL  
Lots of unwritten rules here.

GRAY  
They change daily, I assure you.

Gray takes the blade from Rebel's hand - puts it in the  
medicine cabinet.

GRAY (CONT'D)  
You made a mess.

REBEL  
Sorry.

Gray cups Rebel's cheeks in her hands.

GRAY  
We fight in two weeks. We have to  
live our entire lives between now  
and then. We've got to put the past  
behind us - live in the now.

Rebel's good eye meets Gray's - her skin flushes.

Gray lightly kisses Rebel's lips.

GRAY (CONT'D)  
I want to take something from you.

REBEL  
Take whatever you want.

Soft kisses - hungry kisses - hands grope - clothes rip.

Naked, writhing, sweaty bodies fall to the bed - frenzied  
kissing, tongues licking, lips sucking, teeth biting, fingers  
probing, bodies grinding - ecstasy.

INT. GRAY'S BED - HOURS LATER

Sweat soaked sheets.

Rebel alone - chest rises, falls - mouth panting.

Gray glistening - sweaty - joins her with drinks.

Rebel sits up - gulping - spilling.

GRAY

Whoa! Thank heaven that wasn't a boner, you'd be out cold again.

Gray shivers when Rebel runs a finger across her abdomen.

GRAY (CONT'D)

You feeling better.

REBEL

I don't know what I feel. I hated them, my parents, ever since they left. I don't even remember them.

GRAY

But now you feel better.

Rebel smiles shyly - nods.

REBEL

Yes.

GRAY

See, that's why no suicide before you pop your cherry. Sex might just give you something to live for.

Rebel's hand slides behind Gray's neck - pulls her closer.

Kissing - frenzy building again.

INT. GRAY'S ROOM - MORNING

Rebel in bed.

Someone's pounding on the door - calling out.

Water runs in the bathroom shower.

Rebel squeezes her head - reaches for Gray - finds empty bed.

More pounding.

REBEL

Alright, I'm coming.

Rebel slides out of bed - stumbles to the door - opens it.

Ident's eyes scour Rebel's naked form.

IDENT  
Where's Gray?

REBEL  
Fuck Ident. It's early.

Rebel turns - staggers back to the bed.

IDENT  
She here?

Ident's eyes follow Rebel's firm backside.

REBEL  
Shower, I think.

Rebel finds panties - Gray's - tosses panties aside - continues search for her own.

IDENT  
Good. We need to train.

REBEL  
I'm not going to waste my last two weeks training, when my certain death is inevitable.

IDENT  
You won't even try?

REBEL  
Have you seen Todd? He's six-three and at least 120 kilos. I'm me - five-eight - maybe 50 kilos.

IDENT  
Sometimes, size doesn't matter.

REBEL  
But usually, it does. No weapons, no where to run. Size matters.

Gray appears from the bathroom, toweling off.

GRAY  
I'm going to try.

REBEL  
Who is this proxy anyway?

IDENT  
MCDUFF, a skinny, toothless bastard.

(MORE)

IDENT (CONT'D)

Most people like Gray - wouldn't challenge her - wouldn't fight her.

REBEL

Why MCDUFF?

IDENT

Probably the money.

Gray flashes Rebel a coy glance.

GRAY

We had a thing.

REBEL

You and the skinny, toothless bastard. You have no standards.

GRAY

Didn't end on the friendliest of terms.

REBEL

Is their anyone in this prison that you haven't fucked?

Rebel looks at Ident.

Ident smiles, shrugs.

REBEL (CONT'D)

No offense Ident, but he's like 50 years old.

GRAY

So.

REBEL

Your father?

GRAY

Is there something wrong with that where you come from?

REBEL

Fuck.

Gray laughs.

GRAY

I'm fucking with you. Not Daddy-O, not the five kids younger than sixteen, you're the first woman, and not your Sergeant Todd either.

REBEL  
Just so I'm clear, you've fucked  
like 65 people.

GRAY  
Not counting the dead ones, of  
course.

REBEL  
Of course, why count the dead ones?

GRAY  
Don't judge me. Not like there's a  
million things to do around here to  
pass the time.

REBEL  
That explains it then.

GRAY  
Explains what?

REBEL  
Why you are so fucking good at it.

Gray smiles wide - eyes drop to the floor - mini curtsy.

GRAY  
I was so afraid that I would suck,  
never having been with a girl.

REBEL  
No, trust me. You didn't suck.

Ident clears his throat.

IDENT  
Now that we have a complete rundown  
on Gray's dalliances, can we go do  
some training?

Rebel snaps her fingers.

REBEL  
What about that . . . I don't know  
. . . alien on Demetri's couch that  
licked my mom to death.

Gray's face flushes. Her eyes dart between Ident and Rebel.

REBEL (CONT'D)  
You're shitting me.

GRAY

You can never say a word. If Demetri finds out, he will cut Quinton's tits and dick off.

Rebel shakes her head.

IDENT

I won't say nothing.

Gray sucks in a deep breath.

GRAY

Rebel, will you at least help train me? If I win, I can't be challenged for 365 cycles. And I can't fuck all the women here in just three weeks. Well, I could but I want to fuck you until you're dead instead, if you will let me.

REBEL

By all means. Fuck me until I'm dead or fuck me to death. I'm dead either way.

IDENT

Speaking of fucking, how about the three of us . . .

REBEL

Fuck off.

Ident's disappointment.

Gray cups a hand to her mouth - tells a secret too loud.

GRAY

I'll talk to her.

Ident's apprehensive hopefulness.

REBEL

Gray!

Gray shrugs.

GRAY

Well, a threesome would be a first for me too.

Rebel can only shake her head.

INT. PORTAL 40 COMMON AREA - DAY

Pax works the bar.

Todd attempts to repair the control panel - kicks the wall.

Ident, Gray, and Rebel study the TOTE BOARD: "Trapper 2 to 1 - Boggs 3 to 1 - OVER/UNDER 6 minutes - Rebel 50 to 1 - Todd 1 to 1 - OVER/UNDER 2 minutes - Gray - OFF - MCDUFF (Billy Blue) - OFF - OVER/UNDER 12 minutes."

REBEL

What does that mean? Rebel 50 to 1, Todd 1 to 1, OVER/UNDER 2 minutes?

IDENT

It means that Book feels pretty strongly that you're going to lose in around 2 minutes.

REBEL

That's fucking embarrassing.

Rebel scrunches her eyes closed - rubs her temples.

IDENT

I've seen fighters win against worse odds.

GRAY

Never give up, sister.

IDENT

Wise words.

REBEL

And Gray OFF, MCDUFF OFF?

GRAY

Book's not sure if I'll fight for myself, but if I do, it's going to be a long fight - 12 minutes. He'll set the odds as soon as I confirm that I'm fighting.

IDENT

Gray, we will work on your sparring and endurance.

Gray nods her approval - flashes her sweet smile at Rebel.

GRAY

What do you say sister?

Rebel looks at the ground.

Gray steps closer - mouth near Rebel's ear.

GRAY (CONT'D)

Let's get sweaty and then help each other wash it off.

Rebel's eyes turn upward - a rare greedy smile.

REBEL

That's an offer I can't refuse.

Ident raises a hand - volunteering.

IDENT

I'm really good at scrubbing those hard to reach places.

Gray licks her lips - awaits Rebel's response.

Rebel shakes her head.

REBEL

You two give it a rest.

Ident frowns - walks away.

IDENT

Come on. I've moved the equipment to an area where we can train in private.

The two women follow Ident as he weaves through the crowd.

INT. PRIVATE TRAINING SPACE - LATER

A storage room with the floor covered by mats.

MONTAGE

Gray and Rebel jump ropes - run on a tread mill - do push-ups and sit-ups.

END MONTAGE

Ident instructs Gray and Rebel on sparring technique.

IDENT

No punching to the head. We don't  
want to damage Rebel's eye any  
further. Understand?

Both nod their understanding.

GRAY

I'll take it easy on you.

REBEL

Don't you dare.

Ident steps back.

IDENT

Fight.

Gray moves in an arc around Rebel - steps forward - attacks.

Rebel blocks, deflects, and parries Gray's kicks and punches.

Ident steps between the fighters - sneers at Rebel.

IDENT (CONT'D)

What the fuck are you doing?

REBEL

Fighting?

IDENT

Fuck no you're not. Do you know how  
to throw a punch?

REBEL

I don't know. I guess so.

IDENT

What do you mean I don't know?

REBEL

My sister . . . fuck . . . never  
mind . . . let's do this.

IDENT

Do something. Be aggressive.

Ident steps back.

Gray attacks.

Rebel's leg sweep catches Gray just above the ankles.

Gray lands hard on her back.

Ident claps his hands.

IDENT (CONT'D)  
That's more like it.

GRAY  
It's like that, is it?

Rebel extends a hand - hoists Gray to her feet.

REBEL  
Don't fuck around.

Gray wipes her thumb across her nose Bruce Lee style.

GRAY  
Prepare to have your ass whipped.

Rebel and Gray trade blow after blow.

After some intense punches, Ident steps between the fighters.

IDENT  
Take a break.

Rebel smiles ear to ear.

REBEL  
Now that was fun.

Gray confirms - grins.

GRAY  
Sister's got skills.

REBEL  
You wouldn't know it from this  
fucking eye. You've obviously had  
some training, yourself.

Rebel's eyes move accusingly from Gray to Ident.

Ident raises his hands, palms up.

IDENT  
Don't look at me.

REBEL  
You could have warned me that  
you've been training her.

IDENT  
You didn't ask.

REBEL

How long?

Ident and Gray share a glance.

GRAY

I don't know. Twelve years maybe.

REBEL

You were like five years old.

GRAY

I've always known this day was coming. Might as well be prepared.

REBEL

What about McDuff? He have skills?

IDENT

About a year ago, He got beaten to a pulp, bled all over the Pound. The guy he was fighting slipped on McDuff's blood, hit his head hard. McDuff crawled over, threw a couple of baby punches to the guys head. He was already dead, never woke up.

GRAY

His 365 cycles off the Death Fight list just expired. He was a prime target for someone to challenge.

IDENT

So, why not step in for Billy Blue and fight an 18-year-old girl? May have been the best chance to save his ass for awhile.

GRAY

He won't save his ass. It's mine.

REBEL

What happens to Billy Blue if McDuff loses?

GRAY

Nothing. But he could immediately be challenged again. If McDuff wins, he and Billy Blue split the 365 cycles off the fight list.

IDENT

Enough chatter. You two ready to go another round?

Gray and Rebel square off and wail on each other.

INT. PORTAL 40 COMMON AREA - LATER

Todd kicks the control panel - storms through the crowd.

Gray and Rebel - sweating - make their way through the crowd from the opposite direction, Ident trails behind.

IDENT

How about the three of us take that shower together?

GRAY

Don't be so eager. I haven't had a chance to convince her yet.

REBEL

I'm not fucking that guy.

GRAY

I know. I know.

Gray winks at Ident, keeping his hope alive.

From behind the bar, Pax sees that the girls and Todd are on a collision course.

Pax hustles toward the girls.

Todd rams his shoulder hard into Rebel as they pass.

GRAY (CONT'D)

What the fuck?

Rebel's foot catches Todd's ankle.

Todd's going down in slow motion.

Rebel grabs Todd's wrist - propels herself onto his back - pushes his head forward - rides Todd to the floor.

Todd's face compresses when metal floor meets flesh.

Rebel bounces up - ready to fight.

Todd doesn't move - knocked out cold.

Pax arrives too late.

GRAY (CONT'D)

Holy shit! That was awesome!

Rebel relaxes her arms.

PAX

I've got a drink for the volunteer  
that will drag this man to the  
BUTCHER.

The first volunteer tugs on Todd's arm, but he doesn't budge.

PAX (CONT'D)

Alright. A drink for the two  
volunteers that drag this man to  
the BUTCHER.

A second volunteer joins in - drags Todd away.

There is a sudden clamor in the bookmaker's area - a crowd  
swarms Book, shouting out bets on Rebel.

Book turns to the TOTE BOARD - erases "50 to 1" next to  
Rebel's name - writes "5 to 1."

The crowd groans - half move away - the other half bet Rebel,  
despite the new odds.

GRAY

Your odds of winning just went from  
50 to 1, to 5 to 1.

REBEL

Now, that's more like it.

GRAY

So much for the element of  
surprise.

IDENT

Probably just made him mad.

REBEL

Fucker was born mad. Besides, he's  
seen me train fifty times.

IDENT

Concussion won't last thirteen  
cycles. He'll be good as new on  
fight night.

REBEL

No way he's waiting thirteen  
cycles. He'll come after me before  
then.

All nod in agreement.

GRAY

Daddy-O, I'm going to need the next few weeks off.

Pax rubs his chin.

PAX

I can handle the bar, except for fight night.

GRAY

Good.

Pax turns and heads toward the bar.

Gray tugs at Rebel's arm.

GRAY (CONT'D)

Let's go.

Rebel smiles.

IDENT

Wait for me.

Ident is left in the dust.

INT. GRAY'S ROOM - MOMENTS LATER

Gray leads Rebel in - past the bed - to the bathroom - cranks on the shower water valve - begins to undress.

Rebel watches - undresses.

Gray steps under the water - Rebel behind her.

REBEL

Ident's not going to show up and try to join us, is he?

GRAY

No way.

Steam rises - eyes wander - fingers lightly explore.

Steam melts the crust around Rebel's swollen eye.

GRAY (CONT'D)

You do have a second eye.

Rebel squeezes her good eye closed.

REBEL

I can almost see you with it.

Gray rubs Rebel's cheek below the swollen eye.

They kiss - after all the fighting - tenderness.

INT. COMMON AREA - LATER

Everyone in Portal 40 has turned out for Trapper v. Boggs.

Pax methodically serves patrons at the packed bar.

Gray, wearing a see-through crop top and booty shorts, works her magic serving patrons and raking in the tips.

Rebel sits at the end of the bar, crowd-watching.

Rebel touches two fingers to her lips - smiles.

Gray approaches - tosses a bag with a draw string on the bar.

The clank of gold startles Rebel's eyes open.

GRAY

Do you mind going to Book and placing a bet for me?

REBEL

Sure.

GRAY

Fifty on Boggs to win.

Rebel's eyes go wide - opens the bag - gold slugs.

REBEL

Fifty on BOGG's to win.

Gray slaps her hand on the bar.

GRAY

You've got it, sister. Thanks.

Rebel pushes her way through the crowd to the Book.

REBEL

Fifty to win on Boggs?

Rebel extends her hand showing Book the bag of gold slugs.

BOOK

Where did you get those? Did you steal them?

REBEL

What? No? I'm placing a bet for Gray.

Book looks across the crowd of people to Gray at the bar.

Gray's thumbs up.

Rebel's I-told-you-so look.

Book accepts the slugs and writes out a betting slip.

BOOK

Fifty to win on Boggs.

Book tears off the slip and hands it to Rebel.

BOOK (CONT'D)

Good luck.

REBEL

Yeah, right.

Rebel pushes her way back through the crowd - reaches the bar - hands Gray her betting slip.

GRAY

Thank you. You're a life saver.

Gray leans across the bar and pecks Rebel on the forehead.

Rebel smiles coyly.

REBEL

I wish you didn't have to work.

GRAY

I know. Totally sucks.

The fight bell rings.

The crowd at the bar migrates toward the fighters.

Gray jumps up on the bar - offers Rebel a hand - hoists Rebel onto the bar - a great view of the Pound.

INT. DEATH FIGHT RING - SAME

The two fighters striped down to their underpants - Trapper - bounces on his toes; - Boggs - slams his fists together.

The Medical Examiner gives his instructions.

MEDICAL EXAMINER

Fight to the death. No rules. No referee. I will declare the loser's time of death. Do you understand?

Trapper and Boggs nod to the Medical Examiner.

The Medical Examiner takes a step back.

The bell rings, signaling the start of the fight.

A digital clock counts the seconds over the tote board.

The crowd goes wild.

Trapper takes a step toward Boggs.

Boggs executes a spinning back kick that lands squarely on Trapper's chin.

Trapper's extremities go stiff - out on his feet - falls face down onto the mat.

The crowd watches in stunned silence.

Those with bets on Boggs jump up and down in giddy ecstasy.

Gray hugs Rebel excitedly.

Rebel's apprehensive glance at Gray's excitement.

Boggs rolls Trapper over - places him in a choke hold.

BOGG'S SUPPORTERS

Kill, kill, kill, kill, kill . . .

The ME grabs Trapper's wrist checking for a pulse.

After two minutes pass, the ME stands and waves his arms over his head signaling the end of the fight and Trapper's demise.

The digital clock stops at two minutes, forty-three seconds.

Boggs administers the choke hold for another full minute before finally releasing Trapper's lifeless body.

The winners crowd around Book demanding payment.

BOOK

Settle down. You'll get paid.

The losers make their way to the bar.

Gray and Rebel jump down from the bar.

Gray and Pax are swamped with sorrow drowning liquor orders.

As the winners start to filter over, Gray motions for the losers to step aside and down toward Pax's end of the bar.

GRAY

You, you, and you. Move over.

Gray flashes Rebel a smile.

REBEL

What are you doing?

GRAY

Making room for the winners - the tippers.

Gray winks.

Rebel's understanding nod.

GRAY (CONT'D)

I've got a surprise for you.

REBEL

If it involves fucking Ident, I'm out.

Gray sticks out a disappointed pouting lower lip - smiles.

GRAY

No silly. He's not the surprise.

Rebel rises.

REBEL

I'll meet you back at your room.

GRAY

Where are you going?

Rebel gestures toward the broken control panel.

REBEL

I've gotta try again.

GRAY

Like I said, sister, everybody  
does.

INT. COMMON AREA - LATER

Rebel stands hands on hips - staring at the broken control  
panel - connects and disconnects wires - looks at the gate.

The gate - motionless.

INT. GRAY'S ROOM - LATER

Rebel enters covered in dirt and grime - freezes.

Sitting on the bed with Gray, LANDRY (well dressed teen).

REBEL

This is the surprise? I said no  
threesomes.

GRAY

I thought you just meant Ident.

REBEL

It applies to teenie-boppers, too.

GRAY

Well, you're in luck. Landry is not  
here for a threesome.

Landry pouts.

LANDRY

But I'd like to have a threesome.

GRAY

Landry here is fifteen and I made  
her promise to wait until she's old  
enough and I'd be her first.

REBEL

So, you've got this whole waiting  
list of kids that want to fuck you.

GRAY

Yeah. What's wrong with that?

Rebel shakes her head.

LANDRY

I don't want to wait, but Gray's making me.

REBEL

Trust me, she's worth the wait.

GRAY

Sister, you flatter me. But this visit is not about sex. Landry makes my clothes. I had her come by and bring you some possibilities.

LANDRY

Have you thought about what you are wearing for your Death Fight?

REBEL

No.

LANDRY

You should. That may be the last thing people see you in and you want it to be nice.

REBEL

If I'm dead, what do I care?

GRAY

We're not going down that road. Let's pick out something you can party in after you win.

Rebel's eye roll.

LANDRY

See anything you like?

Rebel steps to the bed - scans outfits spread over the bed - touches her bottom lip - studies the choices.

The door explodes - Todd barges in.

The three girls go into defense mode.

TODD

You're dead meat.

GRAY

Who the fuck do you think you are?

Todd pushes Gray away hard - crashes to the floor.

Landry hits Todd in the back - doesn't slow him down.

Todd slaps her - Landry flies through the air - lands hard.

Rebel scurries - can't escape.

Todd grabs Rebel's throat.

Rebel grips Todd's wrist with both hands - struggles.

Quinton enters - Pax close behind.

Quinton separates Todd and Rebel.

TODD

Get off me you fucking . . .  
whatever you are.

Rebel drops to her knees - gasps for air.

Quinton pulls Todd unceremoniously from the room.

Pax helps Gray to her feet.

Landry whimpers in the corner.

Gray rushes to Landry.

GRAY

You OK kid?

Landry's tears.

LANDRY

That man's not nice.

GRAY

No he is not.

Gray helps Landry to her feet.

PAX

I saw him follow Rebel. Quinton was  
at the bar, so I brought her along.

Rebel massages her throat. Thank you.

Gray examines the bruise forming on her arm.

GRAY

That's one strong mother fucker.

REBEL

I'm surprised it took him this long  
to really try something.

PAX  
I'll talk to Quinton about keeping  
an eye on him until the fight.

REBEL  
Thank you.

Pax examines the broken door.

PAX  
I'll see what I can do about  
getting you a new door.

GRAY  
Thanks, Daddy-O.

Pax exits.

Rebel stands by the bed - stares at the clothes.

REBEL  
I think I better pick something all  
black for my funeral.

GRAY  
Always the optimist.

Landry's frown transforms to a pout.

LANDRY  
All these pretty colors and you  
want to wear black?

INT. IDENT'S TRAINING AREA - DAY

Gray works out - Rebel goes through the motions.

IDENT  
Rebel, get your ass in gear.

REBEL  
Two more days of training won't  
make any difference.

IDENT  
That defeatist attitude's going to  
get you killed.

REBEL  
Yeah. Yeah. Finally.

Rebel works out slightly harder.

INT. COMMON AREA - DAY

Rebel sits near the control panel - connects another wire - checks the gate - still dead.

Rebel disconnects the wire and connects another.

She stands - sticks her head into the hole in the wall where the wires come through - climbs into the hole - tight fit - disappears inside.

INT. GRAY'S ROOM - REBEL'S FIGHT NIGHT

Rebel sits on the edge of the bed in black sports bra and black spandex shorts.

Gray sits in a chair facing Rebel - wraps Rebel's hands in preparation for the fight.

Rebel's eye has fully healed with a huge scar from the Butcher's sloppy stitching.

REBEL

This has been the best fourteen cycles of my life.

GRAY

Three hundred and sixty-five great cycles are ahead of you after you win tonight.

REBEL

We both know that is not going to happen.

GRAY

Don't say that.

REBEL

Fuck Gray. I'm trying to say good-bye here. Can I just fucking tell you good-bye?

Rebel's frustration.

Gray snuffles - wipes her nose - focuses on the wrap job.

GRAY

No one I love - and there's just Daddy-0 - has ever died before.

REBEL

Out of the nearly one hundred  
people that you've had sex with,  
you didn't love any of them.

Gray shakes her head no.

GRAY

Didn't even like most of them. But  
the sex was good - sometimes.

Gray finishes the wrap.

GRAY (CONT'D)

There you go.

Rebel flexes her hands.

REBEL

Feels good.

Rebel leans over and kisses Gray lightly on the lips.

REBEL (CONT'D)

Gray, I love you. Good-bye.

Rebel stands and exits the room.

Gray's left behind - tears stream down her cheeks.

GRAY

I love you too.

INT. DEATH FIGHT RING - LATER

Todd and Rebel stand in the center of the Pound receiving  
instructions from the Medical Examiner.

Ident stands behind Rebel massaging her shoulders.

MEDICAL EXAMINER

There are no rules. This is a fight  
to the death. I am not a referee. I  
am only here to declare the losers  
time of death. Do you understand?

The fighters nod.

Rebel follows Ident back toward the edge of the Pound.

Gray jumps onto the side of the Pound - motions Rebel over.

GRAY

Whatever you do, make this last for more than two minutes.

REBEL

What?

GRAY

I bet 150 slugs on the over. Make the fight last for more than two minutes and I win.

REBEL

Are you serious?

GRAY

Yes. What's wrong?

REBEL

Nothing. Forget it.

Rebel turns back toward Todd and the bell sounds.

Todd charges forward.

Rebel runs around the Pound - delays the inevitable.

Veins protrude from Todd's neck as he chases Rebel.

CROWD

Booooo.

Rebel glances at the timer as it flashes "1:00."

Todd cuts her off and lands a hard blow to Rebel's abdomen.

The air explodes from Rebel's lungs - gasps for air.

Todd smiles wide.

Rebel's face absorbs blow - bleeding gash above Rebel's eye.

Rebel drops to one knee, clutching her bleeding eye.

Todd moves in close, stands over her.

Rebel lands a right uppercut to Todd's groin.

Todd grips his marbles, but recovers quickly.

He pushes her to her back - turns her head - sees Gray.

Gray's hands cover her mouth - eyes dart to the clock.

Rebel's eyes move to the clock "1:50" - ten seconds to go.

Todd lands a left, a right, and a left to her face.

Rebel's bones crack when his fist digs into her ribs.

Rebel's nearly finished - can barely move her head for one last look at Gray.

Todd stands - puts both hands together in one massive fist - reaches the fist high over his head.

REBEL

Finish it.

Rebel's eyes move to the timer "1:58."

REBEL (CONT'D)

Fuck this!

In one quick move, Rebel slips from between Todd's legs.

Now behind him, she lands a spinning back kick to his neck.

Todd falls forward - grasps the back of his head.

Rebel quickly moves in front - lands a hard blow to Todd's throat - crushing cartilage.

Todd rolls on the mat - gasping.

REBEL (CONT'D)

That was for Penny.

Rebel's on top of him - punches uncontrollably - pushes Todd's chin up - lines up the final blow to his throat.

TODD

(hoarse screams)

I can fix it. I can fix the portal.

Rebel pauses - her head leans to the side as she processes what he said.

Silence.

No matter, Rebel stretches her hands as high as she can.

A screech over the loud speaker.

DEMETRI

Fight suspended. Bring the fighters to me immediately.

Timer stops at "3:31."

Rebel drops down on one knee - exhausted.

The Medical Examiner steps between the fighters.

Ident rushes in - kneels next to Rebel, her face battered.

Ident's concern.

Rebel passes out.

Gray joins Ident.

IDENT

Stay with her, I'm grabbing the  
smelling salts.

Gray grips Rebel's limp hand - places mouth near Rebel's ear.

GRAY

You did it. You lasted over two  
minutes.

Ident returns - waves smelling salts under Rebel's nose.

Rebel's eyes go wide.

REBEL

What happened?

GRAY

Demetri suspended the fight.

IDENT

Help me sit her up.

Rebel sits up - blood streams from the wound above her eye.

REBEL

How bad is it?

IDENT

You'll be fine.

GRAY

Fucking bad.

Ident scowls at Gray.

A screech over the loud speaker.

DEMETRI

What part of immediately did you not understand? Carry them if you have to.

IDENT

Let's get this over with.

Ident and Gray pull Rebel to her feet.

The Medical Examiner and another man get Todd to his feet.

INT. TOWER OFFICE - LATER

Demetri sits behind his desk.

Ident and Gray assist Rebel into the office.

Quinton licks his lips.

Todd and the two men enter behind them.

DEMETRI

Ident, you are excused.

Ident removes her arm from his shoulder - shifts the weight to Gray for support - exits.

DEMETRI (CONT'D)

Todd, can you stand on your own?

Todd nods.

Demetri gives the two men a dismissive wave - the men exit.

DEMETRI (CONT'D)

You two have now interrupted two fights.

Demetri rises - examines the floor at Rebel's feet.

DEMETRI (CONT'D)

And this is the second time you've dripped blood on my floor.

REBEL

Sorry, Your Majesty.

Demetri's eyes roll.

DEMETRI

At your intake interview, you stated that you were not a portal control panel technician.

TODD

I lied.

DEMETRI

You can fix the control panel?

TODD

Yes.

DEMETRI

I don't believe you.

TODD

Do you want to get out of this prison or not?

DEMETRI

I'm not sure. I have all of this.

Demetri gestures with his hands - meaning everything.

GRAY

No one says you have to leave.

Demetri checks the fight schedule.

DEMETRI

Gray fights in seven cycles. The fight between Rebel and Todd will resume in ten cycles. You have until then to fix the gate. Fix the gate or you're dead.

TODD

I got that.

DEMETRI

You are excused.

Todd turns - sneers at Rebel.

TODD

You and me, we aren't done yet.

REBEL

I'll see you in the ring.

Todd exits the office.

DEMETRI

Gray, I will pay someone to fight for you. All you have to do is come back to me.

REBEL

Do you two need a minute?

GRAY

I'll take my chances in the Pound.

DEMETRI

The offer remains open, if you change your mind.

GRAY

There are things we need to discuss. Can you give us a second?

Rebel nods - wobbles to the door - closes it behind her.

Demetri rolls his chair back slightly.

DEMETRI

If you are going to ask for a favor, you must come around here and sit on my lap.

Gray's clinched fists.

GRAY

I'm not sitting on your lap, you perverted prick.

Demetri picks up a pen and goes back to his work.

DEMETRI

Requests denied.

GRAY

You haven't heard them yet.

DEMETRI

Nor will I unless you are sitting on my lap like a good little girl.

Gray grumbles - neck flushes red.

DEMETRI (CONT'D)

You are excused.

Gray turns toward the door - stops - walks around the desk.

Demetri slides his chair back and pats his lap.

Gray sits on Demetri's knees.

Demetri wraps an arm around her hips and pulls her up his legs until they are really close together.

Gray's nose wrinkles.

GRAY

You smell like shit. When is the last time you showered?

DEMETRI

You never seemed to mind my smell before.

Demetri buries his nose into her neck - breathes in deeply.

DEMETRI (CONT'D)

You smell - fresh.

Demetri runs an index finger down Gray's bare leg.

GRAY

That fight lasted over two minutes.

Demetri's finger slowly traces its way back up Gray's leg.

DEMETRI

And you want me to force Book to pay out the over/under bets.

Gray wiggles as his finger gets higher on her leg.

GRAY

Yes.

DEMETRI

What's in it for me?

GRAY

You said to sit on your lap and I did. Now, make the announcement.

DEMETRI

Not good enough.

GRAY

What then?

DEMETRI

You and I, right here, right now.

GRAY

I'm not a prostitute.

DEMETRI

Having sex is having sex. The exchange of a favor for sex doesn't change the morality of it. You have fucked every single person that's asked you in this place.

GRAY

That's not true. I said no to Tommy Watts because he is thirteen.

DEMETRI

You promised him he could fuck you for his sixteenth birthday present.

GRAY

How do you know that?

DEMETRI

Because Tommy's told everyone.

GRAY

Well, I won't survive until his sixteenth birthday anyway.

DEMETRI

Gray, come back to me and you will never face a Death Fight.

Gray turns her head away from Demetri - bites her bottom lip.

GRAY

I've met someone.

DEMETRI

Who? The soon to be dead girl?

GRAY

Maybe Todd will open the gate.

DEMETRI

Not a chance.

GRAY

Why did you give him ten days?

DEMETRI

Because if I didn't, there'd be a riot.

GRAY

I also want you to announce that if Rebel is harmed by anyone in the next ten days, all bets are forfeit to the tower. Do both of those things and we'll work something out after Rebel's gone.

Demetri nods.

INT. TOWER LANDING - LATER

Rebel waits as Gray emerges from the office.

REBEL

What took so long?

The loud speaker screeches.

DEMETRI

The Rebel/Todd Death Fight shall remain suspended for ten cycles. As Rebel lasted more than two minutes, Book shall pay out those who bet the over. All other bets remain frozen until the fight resumes. If any harm should come to Rebel before the fight resumes, all frozen bets shall be forfeit to the tower. In other words, everyone loses their bets.

Rebel gives Gray the side eye.

REBEL

What did he make you do?

GRAY

Forget about it. It's done. Do you think Todd can fix the gate?

Rebel grabs Gray's arm and pulls her close.

REBEL

He can't fix the gate. Do you see how fucked up that panel is? I'm a slicer, a hacker, and even I think that's beyond hope.

GRAY

He said it to save his own ass.

REBEL

Well, it worked, temporarily. And why do you care? All you cared about was cashing a bet on me.

GRAY

Don't be stupid.

REBEL

Explain it to me then.

GRAY

Todd is a big lumbering troll. I knew the longer the fight went on, the better chance of him wearing down and the better chance you might kill him. The bet was just extra motivation.

REBEL

Next time, how about just saying, you can do this, or some other shitty cliched words of encouragement.

Gray bites her bottom lip.

GRAY

I promise I'll do better next time.  
(beat)

Well, if Todd's lying, he's going to have to at least pretend that he can fix the control panel. If Demetri thinks Todd's just fucking with him, he'll not hesitate to move up your fight. Have you seen yourself? If you are forced to fight now, you're dead.

REBEL

I know that. I probably should have let Todd end me. This is just delaying the inevitable.

Gray places a consoling hand on Rebel's shoulder.

GRAY

I'm glad he didn't kill you - yet.

Rebel smiles - grimaces.

REBEL

I think I need to lie down.

GRAY  
Come on. Let's get you to bed.

INT. COMMON AREA - MOMENTS LATER

Gray and Rebel reach the ground level.

GRAY  
Wait here.

REBEL  
What?

GRAY  
I'll be right back.

Rebel watches as Gray pushes her way toward the tote board.

REBEL  
Yeah, it wasn't about the bet at all.

Gray returns with a bag of gold slugs in her hand - takes Rebel's arm and places it over her shoulder.

GRAY  
Now, let's get you to bed.

INT. GRAY'S ROOM - THE NEXT DAY

Gray wakes to an empty bed - gets up - dresses quickly.

INT. COMMON AREA - MOMENTS LATER

Gray enters the common area.

Rebel sits on a stool staring at the busted control panel.

GRAY  
How are you feeling?

Rebel turns to Gray - stitches protrude from the poorly mended gash above her eye.

REBEL  
I woke up the Butcher.

GRAY  
I can see that.

REBEL

He gave me some pain killers, which are great for the pain, but make my brain fuzzy.

Gray gestures toward the control panel.

GRAY

What do you think?

REBEL

I think we're fucked.

GRAY

We all were from the moment we arrived in this place. See what you can do. I'll check in on you later.

Gray walks toward the bar.

Rebel stares at the countless wires.

INT. BAR - DAY

Pax serves the steady stream of patrons.

Munch gets his turn - both hands and wrists in plaster casts.

Pax looks disgusted.

MUNCH

Fire and ice, please.

Munch struggles with his pocket - drops two slugs onto the bar.

MUNCH (CONT'D)

What did you think of my fight?

PAX

Fucking atrocity.

MUNCH

As least I won't have to fight for 365 cycles.

PAX

Congratulations.

MUNCH

Tomorrow's the big day. For what it's worth. I think GRAY will win.

PAX  
I hope you're right.

Pax turns - passes Munch his Fire and Ice.

Gray passes by the bar.

PAX (CONT'D)  
Gray!

Gray stops and comes over to the bar.

GRAY  
Yeah, Daddy-O.

Pax wipes his hands.

PAX  
Can you relieve me for fifteen  
minutes?

GRAY  
Sure.

Gray takes over the bar duties.

Pax weaves through the common area crowd toward the tower.

Gray spots Pax as he climbs the stairs to Demetri's office.

GRAY (CONT'D)  
No.

Gray climbs over the bar - moves through the thick crowd.

INT. TOWER OFFICE - MOMENTS LATER

Pax and Demetri shake hands.

DEMETRI  
Nice doing business with you.

Gray busts through the door.

Quinton jumps to her feet.

Pax turns.

GRAY  
Don't do it.

DEMETRI  
Too late. It's done.

GRAY

Now, it's undone. I'm the fighter,  
I choose.

DEMETRI

That's not how it works. You're  
still seventeen, he chooses for  
you.

GRAY

Dad, don't do this. You don't have  
to fight for me.

PAX

I'm sorry, but I had to do it.

DEMETRI

Gray, he's a three time Death Fight  
winner. He'll breeze right through  
McDuff.

GRAY

Those fights were twenty years ago.

DEMETRI

And not a single person has dared  
challenge him since.

PAX

I'm number three on the age board.  
This was going to happen in the  
next in a few months anyway. You've  
got your whole life ahead of you.

Gray's eyes moisten.

DEMETRI

This is what's best for everyone.

Gray punches her father in the arm.

GRAY

Well, fuck you. Fuck all of you.

Gray storms out the door.

INT. COMMON AREA - SAME

Gray hurries down the stairs.

A screech over the loud speaker.

DEMETRI (O.S.)  
Pax will fight on behalf of Gray  
tomorrow night. That is all.

Gray flips the bird at the tower.

Rebel stands - searches the crowd for Gray.

Book substitutes Pax for Gray on the tote board - changes the  
odds from "Off" to "Pax 1 to 1; "McDuff 20 to 1."

People clamor to place their bets.

INT. GRAY'S ROOM - LATER

Gray lies on the bed crying.

Rebel enters - sits on the bed.

REBEL  
This is good news, right?

Gray scowls.

GRAY  
I was ready to fight.

REBEL  
I know, but now you don't have to.

GRAY  
He could get himself killed.

REBEL  
I know. But your his daughter. I'm  
sure he was just trying to protect  
you.

Gray sits up and takes Rebel by the shoulders.

GRAY  
You're a hacker. You've got to fix  
the portal before the fight  
tomorrow night.

REBEL  
I can't.

GRAY  
You've got to. If the portal is  
fixed, Death Fights will end and my  
dad won't have to fight.

REBEL  
I'm doing everything I can.

Gray hops out of bed.

GRAY  
Come on. I'll help you.

REBEL  
Gray, it's not happening.

GRAY  
Just come on.

Rebel shakes her head, rises, and follows her.

INT. COMMON AREA - MOMENTS LATER

Gray makes her way through the crowd toward the control panel with Rebel following closely behind.

Rebel constructs a barrier of crates and boxes around the control panel, shielding her work from prying eyes.

Gray goes directly to the control panel - she picks up a pair of wire cutters - chooses a wire to cut.

REBEL  
Stop! Don't do that.

GRAY  
Why not?

Rebel moves close - pries the wire cutters from her hand.

REBEL  
Because that wire will power the gate, Ok?

GRAY  
You've got power to the gate? Why didn't you tell anyone?

REBEL  
Because it's a one person one time deal.

GRAY  
You fixed it, but it can only be used once?

REBEL  
That's right.

GRAY

You could have been out of here. If you fixed it, why haven't you used it? Why are you still here?

Rebel's eyes drop to the floor.

REBEL

To spend a few extra days with you.

GRAY

Rebel, Todd's trying to kill you.

REBEL

I know. I'm going to leave the morning of my fight.

GRAY

But my dad fights tonight.

REBEL

Ident says your dad is legendary. He's won three Death Fights. He's not going to have any trouble with McDuff.

GRAY

Anything can happen in a Death Fight. Somebody will die and it could be him.

Rebel takes Gray's hand.

REBEL

Can we go back to your room and talk about this?

GRAY

Talk about what? Your plan to save your own ass and leave the rest of us stranded here.

REBEL

Come on. We can't talk about this here.

Rebel leads Gray off to her room.

INT. GRAY'S ROOM - LATER

Gray and Rebel sit on the bed facing each other.

REBEL

My plan is to stay here until the day of my fight. Go through the portal and bring back help and a replacement console. I'm coming back for you.

GRAY

Why will the portal work only once?

REBEL

When the portal is activated, it absorbs a huge jolt of power all at once. Apparently, the last time it was used a capacitor was blown. There is no replacement capacitor. So, I bypassed the capacitor and wired the power directly to the portal. Now, once the portal is activated, the power jolt will fry the wiring, making it unusable.

GRAY

Where were you going to go?

REBEL

Back where I came from. Portal 17. It's the only place I've ever been, besides here.

GRAY

I have to admit, it's a good plan.

REBEL

There's a catch.

GRAY

A catch?

REBEL

I can power the gate but the control panel is still inoperative.

GRAY

So, it's not fixed.

REBEL

Where I come from all cops have wrist tech. It gives them access to everything, including the gates. It's like a portable mini control panel.

GRAY  
You need Todd's wrist tech.

REBEL  
Yes.

Gray looks away disappointed - then a devious smile - leans over - kisses Rebel.

GRAY  
This calls for a celebration.

Gray leaves the bed - goes to the kitchen - pours Rebel Fire - pours herself water.

Gray hands Fire to Rebel.

GRAY (CONT'D)  
Bottoms up.

Gray slams back her water in one gulp.

Rebel hesitates - chugs the Fire - feels the Fire burn all the way to her belly - eyes roll back.

Gray changes clothes to something more provocative.

REBEL  
(slurred)  
What are you . . .

Rebel passes out on the bed mid sentence.

Gray grabs her stash of gold slugs - tosses the bag into the air, checking the weight - takes one last look at Rebel.

GRAY  
This better work.

Gray rushes out.

INT. COMMON AREA - MOMENTS LATER

Gray heads straight to the bar - hugs her father.

GRAY  
Love you, Daddy-O.

Pax's shocked expression.

PAX  
What's going on Gray?

GRAY

Nothing. Just wanted to say that  
before your fight tonight.

Gray breaks away from the embrace and walks away.

PAX

Gray!

Gray turns - cranes her neck - looks for someone.

PAX (CONT'D)

I love you too.

Gray smiles - nods - heads directly toward Quinton.

Quinton leans on a wall, watching Todd fumble with wires.

Gray places a hand on Quinton's back.

Quinton purrs.

Gray motions for Quinton to lean down closer.

When he leans down, Gray put her lips near his ear.

GRAY

I need a favor.

Gray places a hand on Quinton's loin cloth - a gentle  
squeeze.

Quinton grunts.

GRAY (CONT'D)

I need Todd's wrist tech.

Quinton glances at Todd's wrist - licks her lips.

Gray's hand caresses Quinton's groin.

GRAY (CONT'D)

Do we have a deal?

Quinton nods - takes Gray's arm - leads her away.

INT. COMMON AREA - FIFTEEN MINUTES LATER

Quinton returns - stands taller - red lipstick smeared.

Disheveled, Gray follows him - spits - wipes her mouth.

Quinton freezes.

Todd's gone.

Quinton surveys the area - searching.

GRAY

Rebel. He's going after Rebel.

Gray runs.

Quinton follows.

INT. GRAY'S ROOM - MOMENTS LATER

Rebel unconscious.

Todd unceremoniously removes Rebel's clothes.

Gray bursts in.

GRAY

Stop him!

Quinton grabs Todd by the back of the neck - slams him hard to the floor - places a knee in Todd's back.

Gray quickly checks on Rebel - then kneels next to Todd - removes his wrist tech - looks at Quinton.

GRAY (CONT'D)

Can you get him out of here without making a scene?

Quinton nods.

Gray runs.

INT. COMMON AREA - CONTINUOUS

Gray heads toward the gate - wrist tech strapped to her arm.

Gray climbs over the crate barrier - stands in front of the control panel - takes a deep breath.

She swipes through different screens on the wrist tech until she reaches the portal control screen.

GRAY

Here goes nothing.

Gray presses the button for Portal 17 - steps back.

GRAY (CONT'D)

Now what?

A red "17" flickers to life above the gateway.

Wires crackle - burn - sparks fly from the control panel.

GRAY (CONT'D)

Shit.

The sparks get the attention of others nearby.

A loud screech from the loud speaker.

DEMETRI

Gray!!!

Waves form in the gateway - the red "17" turns green.

The crowd rushes toward the gate.

Gray hesitates - sees the mob rumbling her way.

GRAY

Fuck.

Gray disappears into the void - waves in the gateway cease.

One member of the crowd jumps through the gate - just falls through to the other side.

Pax pushes his way to the gate.

PAX

Gray.

The control panel bursts into flames.

A man with a fire extinguisher puts out the blaze.

INT. GRAY'S ROOM - LATER

Rebel's head hangs face down over the bed above a pool of vomit on the floor - passed out.

Two of Demetri's lackeys enter - grab an ankle - rip Rebel from the bed.

Rebel's face hits the ground hard.

REBEL

What the . . .

Lackey #1 grabs an ankle and drags her to the shower - turns on the cold water.

Rebel's shocked to life, but just barely.

Lackey #1 strips off her vomit soaked clothes - grabs her by the back of her hair and holds her face under the icy water.

His other hand gropes her body.

Still groggy - her struggle is futile.

INT. DEMETRI'S OFFICE - LATER

Demetri paces in front of the tower window.

Todd on his knees.

Quinton hovers over Todd.

Lackey #1 shoves Rebel into the office.

She walks under her own power - drips from her hair soak the t-shirt and panties she's wearing.

DEMETRI

Leave us.

Lackey #1 exits.

DEMETRI (CONT'D)

I can see now that I underestimated  
the two of you.

Demetri circles Rebel, looking her up and down.

DEMETRI (CONT'D)

Why didn't you tell me you fixed  
the portal?

REBEL

What are you talking about?

Demetri grabs Rebel by the back of the neck - forces her to the tower window - smashes her face against the glass.

Black soot on the wall above the charred control panel.

DEMETRI

Gray walked through the portal. Why  
didn't you tell me you fixed the  
portal?

REBEL

Because you're a meticulous prick.

Demetri pushes Rebel's face harder into the glass - releases her - leans back against his desk.

Rebel slowly turns around using the window for support.

DEMETRI

Where did she go?

REBEL

To get as far away from you as possible.

Demetri shakes his head, fighting back the growing anger.

DEMETRI

OK. If you won't cooperate, I'll move your fight up to tonight. Your attitude will not be missed.

Rebel drops her head.

REBEL

(mumbles)

Portal 17.

DEMETRI

What was that?

REBEL

Portal 17.

Demetri rubs his chin.

DEMETRI

Yes, you're telling the truth. A green "17" appeared above the portal just before she walked through. I order you to fix the portal again.

REBEL

I can't. Even a dip shit like you can see that the control panel is fried.

TODD

Your goon here helped your girlfriend steal my wrist tech.

Demetri sneers at Quinton.

Quinton shows no reaction.

DEMETRI  
And why is that?

TODD  
She needed it to control the gate.

DEMETRI  
So, even if she could restore power to the gate, there's still no way to control it.

Todd nods.

DEMETRI (CONT'D)  
That's just another reason to move your fight to tonight.

REBEL  
You should stop the Death Fights.

DEMETRI  
And why would I do that?

REBEL  
She's coming back. She'll bring help to fix the control panel.

DEMETRI  
How do you know that?

REBEL  
Because last night, I told her that was my plan. She'll be back with help in time to save her father from fighting tonight.

DEMETRI  
And if she doesn't come back?

REBEL  
Then, I guess, it's business as usual.

Demetri strolls over and stands uncomfortably close to Rebel.

DEMETRI  
You are eighteen years old. Do you want to die?

REBEL  
Until recently, yes.

DEMETRI

And now?

Rebel shakes her head slightly.

DEMETRI (CONT'D)

Looks like your girlfriend betrayed you.

REBEL

Fuck you.

DEMETRI

If Gray doesn't come back, I can save you.

Demetri puts his hands under Rebel's t-shirt and rubs the back of his index finger over her abdomen.

Rebel winces.

TODD

What the fuck? You're not letting her out of the fight. Her ass is mine.

DEMETRI

Quinton, get him out of here.

Quinton drags Todd out kicking and screaming.

TODD

I'll kill you too, you fuck!

Quinton slams the door behind them.

DEMETRI

Do you know how I can save you?

REBEL

Like you saved my mother.

DEMETRI

Your wounds would heal - you would never want for anything. And in return I get you. You minus the prickly personality.

REBEL

Some say my personality is charming.

DEMETRI

No they don't. You were a sullen little orphan, probably fantasizing about death. Then you met Gray. Gray, Gray, Gray. The beguiler, master of the sexual arts. Probably the first time anyone was ever nice to you.

A tear streaks down Rebel's cheek.

DEMETRI (CONT'D)

You fell hard. Gray - now maybe, just maybe, she's something to live for.

Rebel snuffles - clears her throat.

REBEL

It's a splendid offer Your Holiness. May I have some time to consider it?

DEMETRI

Of course. If Gray does not return before her father's fight, you will come watch his fight with me. If you choose not to show up for the fight, well, you will die at your match in three days.

Rebel bows her head slightly.

REBEL

Thank you. I will consider the offer.

Rebel points toward the exit.

REBEL (CONT'D)

May I leave? I have a hangover to sleep off.

DEMETRI

By all means.

Rebel gets half way to the exit - turns.

REBEL

Your man fondled me in the shower. Will you let that stand?

DEMETRI

If we end up together, you and I, I  
will handle it.

Rebel nods - exits.

INT. COMMON AREA - NIGHT

The fight crowd is jacked up more than usual.

Rebel sits by the gate waiting.

REBEL

Come on Gray. Where are you?

Rebel's eyes scan upward.

Demetri watches from his tower window.

REBEL (CONT'D)

You can give me the stink eye all  
you want, I'm not coming up there  
to watch the fight.

Rebel shakes her head.

REBEL (CONT'D)

Probably another mistake in a long  
line of mistakes.

INT. POUND - NIGHT

Pax, McDuff, and the Medical Examiner.

McDuff slouched - looks defeated before the fight begins.

Pax sweating - weight shifting from one leg to the other.

MEDICAL EXAMINER

I am not a referee. There are no  
rules. I am here for the sole  
purpose of recording the losing  
fighter's time of death. Do you  
have any questions?

Both fighters shake their heads - step away from one another.

The bell sounds, signaling the beginning of the fight.

McDuff blocks two punches thrown by Pax.

McDuff delivers an overhand right - strikes Pax on the temple.

Pax goes down on the mat.

McDuff on top of Pax - punching wildly.

Pax pushes McDuff away - stands - shakes out the cob webs.

McDuff moves in.

Pax ducks a punch - delivers a blow to McDuff's solar plexus.

McDuff staggers - unable to catch his breath.

Pax attacks - after a few punches - pants heavily.

McDuff lands a punch to Pax's jaw.

Pax wilts to the mat, unconscious.

McDuff kneels - places a knee across Pax's neck - raises his fists in triumph.

Crowd cheers.

After a minute passes, the Medical Examiner checks Pax for a pulse - waves both hands over his head.

MEDICAL EXAMINER (CONT'D)

Time of death 4:04.

Rebel's mouth hangs in disbelief.

REBEL

Gray's dad is dead.

McDuff bettors cheer.

Pax bettors groan.

INT. COMMON AREA - MOMENTS LATER

The gateway becomes wavy.

The number "17" appears above the gateway - flashes red - then green.

Gray emerges from the void - sees the aftermath in the Pound.

GRAY

I'm too late.

Gray pushes through the crowd - enters the Pound - kneels beside her dead father - weeps.

GRAY (CONT'D)

I'm sorry. I'm so sorry, Daddy-O.

Rebel kneels beside her - places an arm around her shoulders.

REBEL

Gray, I'm so sorry.

Gray looks at Rebel - tears streaming.

GRAY

I'm too late.

Two men step in and carry Pax's body away.

REBEL

Come on. Let's go to your room.

Rebel helps Gray to her feet.

A screech over the loud speaker.

DEMETRI

Gray Redmond report to the tower immediately.

GRAY

That mother fucker.

REBEL

Come on. Let's get this over with.

Gray and Rebel push through the crowd toward the tower.

INT. TOWER OFFICE - LATER

Gray and Rebel stop at the landing outside the door.

REBEL

Before we go in, I need to tell you something.

Gray stares at her with distant glassy eyes.

REBEL (CONT'D)

Demetri, well, he made me an offer.

Gray just stares.

REBEL (CONT'D)

Not a good time. We'll talk about it later.

Gray and Rebel join Demetri in his office.

DEMETRI

That's some stunt you pulled.

GRAY

Stunt? I was trying to save everyone.

DEMETRI

Save everyone? What are we supposed to do? Leave? And go where? Do what?

GRAY

My father just died for no reason in your Death Fight game. I don't have time for this right now.

Veins bulge in Demetri's neck and forehead.

DEMETRI

You will make the time. If you are supposed to be our savior, why didn't you bring help?

GRAY

They're coming. Tomorrow or the day after.

DEMETRI

You're serious.

GRAY

Yes. They're bringing a new control panel and someone to fix it.

DEMETRI

Why didn't you come back with them?

Gray's moist red eyes.

GRAY

I tried to get back here in time to save my father, you asshole.

REBEL

That's great news. Demetri, you can cancel my Death Fight.

Demetri shakes his head.

DEMETRI

The fights will go on until this so-called help arrives.

GRAY

Don't be a prick. This is over.

DEMETRI

It's not over until I say it's over.

McDuff storms into the office - face and fists covered in Pax's blood.

Gray's mouth gapes - frozen - shock.

DEMETRI (CONT'D)

I'm in a meeting. What do you want?

MCDUFF

I challenge Gray to a Death Fight.

REBEL

You fucking asshole. You just killed her father.

MCDUFF

And now, I'm taking over the bar.

Demetri nods.

McDuff scowls - exits.

Demetri takes a seat behind his desk - scribbles McDuff's challenge on a pad of paper.

DEMETRI

That is all. You are excused.

REBEL

No one will fight when they hear help is on the way.

DEMETRI

Todd will fight. McDuff will fight.

GRAY

This is a nightmare.

Demetri waves a dismissive hand.

Rebel pulls Gray to the exit.

EXT. TOWER OFFICE - CONTINUOUS

The girls barely reach the landing.

A screech.

DEMETRI

This is your updated Death Fight  
Schedule. Todd versus Rebel -  
tomorrow night. McDuff versus Gray  
Redmond, the night after.

REBEL

Tomorrow night. That's fucked up.

GRAY

Doesn't matter. I couldn't save my  
father.

Rebel grabs Gray by the shoulders.

REBEL

It does matter. We have to stop  
this. Help is on the way.

INT. GRAY'S ROOM - THE NEXT DAY

Gray sleeps - wakes - stretches - eyes blood red from a night  
of crying - realizes Rebel's not there.

GRAY

Rebel?

A screech over the public address system.

DEMETRI (O.S.)

The new line-up for tonight's fight  
- Todd versus Jimmy Quinton.

GRAY

What the fuck?

Gray springs out of bed - hurriedly dresses.

INT. DEMETRI'S OFFICE - LATER

Demetri and Rebel stand face to face - too close.

Rebel attempts to look away.

Demetri grips her chin - turns her face toward his.

With his other hand, Demetri grabs Rebel's wrist - forces her hand down the front of his pants.

Rebel turns her face away sharply - she doesn't want to be here.

Rebel's hand grips Demetri's penis - eyes go wide - looks down at Demetri's crotch.

A wet spot forms on his pants.

REBEL

You've got to be shitting me. You  
blew your load already?

Demetri's embarrassed face.

Rebel's devilish grin.

Gray bursts through the door.

Rebel jerks her hand from inside Demetri's pants.

GRAY

What the fuck?

Gray turns to exit.

REBEL

Gray wait. You know if I fight  
tonight, I'm dead.

Gray pauses at the door, then exits.

REBEL (CONT'D)

Dammit.

DEMETRI

Your ex-lover doesn't seem to be  
coping with your new situation  
well.

REBEL

Shut the hell up, you premature  
ejaculating prick.

Todd bursts through the door - sees Rebel.

TODD

I'll just kill you right fucking  
now.

Todd charges - his fist slams into Rebel's cheek.

Rebel's body goes limp - collapses.

Todd stands over Rebel's unconscious body.

Quinton emerges from the shadows and restrains Todd.

TODD (CONT'D)  
I won't fight tonight.

DEMETRI  
Then you will die.  
(beat)  
Take him to the pound. The Death  
Fight will happen immediately.

Quinton drags Todd from the room.

TODD  
I'll kill you too, asshole.

Demetri kneels next to Rebel - licks his lips - kisses her  
bleeding lip - hard - begins unbuttoning her shirt.

INT. RING - MOMENTS LATER

Todd unceremonious thrown into the ring.

Crowd loud - ready for a fight.

The tote board reads: Todd v. Quinton - OFF.

TODD  
I won't fight, you fuckers.

The crowd hushes.

The crowd parts as Quinton, not a man, a creature, Demetri's  
creature, lumbers into the Pound.

Demetri looks down smugly from his tower window.

Quinton steps into the ring - towers over Todd.

TODD (CONT'D)  
What the fuck is this?

The Medical Examiner enters the ring - motions for the  
fighters to huddle up.

MEDICAL EXAMINER  
I am not . . . .

Quinton swings his enormous forearm into the ME's chest - sends him flying.

Quinton steps forward - grabs Todd by the neck - squeezes - lifts Todd off his feet.

Todd struggles.

Quinton continues to increase the pressure until something in Todd's neck snaps.

Quinton tilts his head to the side - releases his grip.

Todd drops - dead.

Quinton lumbers out of the Pound.

EXT. GRAY'S ROOM - LATER

Rebel knocks on Gray's door.

REBEL

Let me in. I can explain.

Rebel pounds on the door.

REBEL (CONT'D)

Gray!

Frustrated Rebel leaves.

INT. POUND - THE NEXT DAY

Gray squares off against McDuff.

The Medical Examiner wears his left arm in a sling.

MEDICAL EXAMINER

I am not a referee. There are no rules. I am simply here to determine the time of death of the loser. Do you understand?

MCDUFF

I'm not going to give you a quick death like I gave your father. You're going to suffer.

Gray's face flushes red - veins bulge.

Gray turns - jumps up on the fence.

GRAY  
Everyone! Listen! Help is on the  
way!

The bell sounds.

Gray jumps from the fence.

McDuff throws a wild right hook.

Gray dodges - counterpunches - lands a left and a right.

MCDUFF  
Are we playing patty cake little  
girl?

McDuff lunges forward again with a straight right.

Gray parries - patty cakes McDuff's face with another left  
and right.

McDuff charges - slams her against the metal fence wall.

Gray's smashed against the wall under McDuff's weight.

Blood, drool, spittle, spray from McDuff's mouth.

MCDUFF (CONT'D)  
After I kill you, I'm going to  
skull fuck your corpse.

Gray lands a right knee to McDuff's crotch.

McDuff staggers back - hunches over - grips his marbles.

Gray sucks in a deep breath - attacks - lands a right  
uppercut to McDuff's face.

McDuff goes down - dazed.

Gray leaps in the air - lands on McDuff's chest.

McDuff cries out in pain.

Gray on her feet - drops - lands a knee to McDuff's jaw.

McDuff's head rolls side-to-side on the mat.

Gray punches him in the throat - cartilage crunches.

McDuff grips his throat - unable to breathe - skin ashen.

Gray jumps into the air again - lands hard on McDuff's chest -  
forces the last remaining air from his lungs.

McDuff's wide eyes.

Gray straddles McDuff - moves her hips.

GRAY

The only one doing any fucking  
after this fight will be me.

Gray spits into his face.

McDuff releases the grip on his neck - his arms go limp.

The Medical Examiner checks McDuff's corroded for a pulse.

MEDICAL EXAMINER

Official time of death, 8 minutes,  
33 seconds.

Gray faints - collapses.

Rebel rushes inside the ring to aid Gray - shakes her.

REBEL

You did it. You're alive. We're  
both alive.

INT. PORTAL 40 COMMON AREA - SAME

The number "17" flashes red over the gateway - then green.

Gateway becomes distorted.

A Portal Authority Police (PAP) officer steps from the  
gateway, outfitted with tactical gear and automatic weapon.

More PAP officers flow through the gate, followed by the  
Technician with a metal brief case and wrist tech.

Finally, Guyton brings up the rear.

GUYTON

Let me know as soon as that gateway  
is operational.

TECHNICIAN

Won't take but a minute, Boss.

GUYTON

Good.

Guyton steps forward.

GUYTON (CONT'D)

I am Detective Guyton of the Portal Authority Police. Where is Rebel Annox?

Rebel stands in the middle of the Pound.

Guyton spots her and motions for one of the tactical officers to follow him.

Gray sits up.

Rebel squeezes her tightly.

GRAY

What's going on?

REBEL

Your calvary has arrived.

Demetri looks down from his tower window.

Guyton enters the Pound.

GUYTON

Rebel Annox you are under arrest for the murder of Penny Annox.

A PAP officer cuffs her wrists.

REBEL

Gray, I'll see you on the other side.

Rebel being tugged from the ring.

GRAY

What are you doing? Todd killed that woman.

GUYTON

Where is Todd?

Gray wobbles to her feet.

GRAY

He's dead. Last night's Death Fight.

GUYTON

Against who?

The metal door to Demetri's tower office clanks open - stairs rattle under Quinton's weight as she descends.

Gray points an index finger.

GRAY  
That killed him.

One look at Quinton and Guyton hustles toward the gate.

TECHNICIAN  
She's ready to go, Boss.

GUYTON  
Start sending everyone through. You  
come through last and bring the  
portable control panel.

TECHNICIAN  
You don't want to leave it here?  
They won't be able to get out.

GUYTON  
I have orders to bring it back. So,  
we're bringing it back.

TECHNICIAN  
Whatever you say, Boss. The black  
receiver box will have to stay, but  
it's useless without the wireless  
control panel. The control panel  
will come through with me.

Guyton nods.

GUYTON  
Move out.

Rebel takes a last look back at Gray.

The Technician taps a button on his wrist and the number "17"  
appears red - then green - over the gateway.

One by one the PAP officers, Guyton, Rebel, and the  
technician disappear into the gate.

The gateway powers down.

Quinton arrives too late.

The crowd murmurs.

DEMETRI (O.S.)  
Gray Redmond report immediately to  
the tower.

Gray looks toward the tower - gives Demetri a fuck you gesture.

DEMETRI (CONT'D)  
Quinton, please escort Gray to the tower.

Without Gray realizing it, Quinton had entered the ring and was right behind her - grips the back of her neck and escorts her to the tower.

INT. DEMETRI'S OFFICE - MOMENTS LATER

Quinton pushes Gray into the office - takes up her seat on the coach.

DEMETRI  
Not everything went as planned, I presume.

Gray trembles - overwhelmed.

DEMETRI (CONT'D)  
You have a choice. Quinton has challenged you to a Death Fight. You can fight Quinton tomorrow night, or you and I can become friendly again.

GRAY  
(mumbles to herself)  
Fuck off.

DEMETRI  
What was that? I'm only going to ask you this once. You choose Gray. Death Fight or life?

GRAY  
They'll come back.

DEMETRI  
Perhaps. If they do, will they find you dead or alive?

Tears stream down Gray's cheeks.

FADE OUT.

CREDITS

FADE IN:

EXT. ANGIO - DAYS LATER

A planet shrouded in clouds and liquid methane rain.

INT. PORTAL 34 LABORATORY - SAME

Computer monitors display security video footage of Portal 40 from many angles - the Pound - the bar - Demetri's office - the bookie - the control panel.

A LABORATORY WORKER in a white lab coat pushes a loaded pallet on a wheeled cart through the lab toward a gateway.

Over the gateway, '40' burns green.

Strapped to the top of the load, an unconscious human.

Rebel's battered face.

The Laboratory Worker shoves hard.

The pallet and Rebel Annox disappear into the void.

FADE OUT.