

# **X-MEN 2**

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**BLACKNESS.**

And then a SPECK of light, which grows and twists, SPIRALING like a GLOWING STRAND OF DNA. The image is pierced by the deep, rich VOICE of:

XAVIER (V.O.)

Mutants. Since the birth of their existence, they have been regarded with fear, suspicion, and hatred. Across the planet, debate rages: Are mutants the next link in the evolutionary chain...

We rush through the DNA CHAIN. The edges blur with speed.

XAVIER (V.O.) (CONT'D)

...or simply a new species of humanity, fighting for their share of the world? Either way, one fact has been historically proven: Sharing the world has never been humanity's defining attribute...

In a RUSH of MUSIC AND LIGHT, WORDS fill the screen:

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CREDIT SEQUENCE ENDS with the slamming of CEREBRO'S ARMORED DOOR. An IMAGE forms in the door's CRYSTAL LOCK. AN IMAGE OF:

THE SEAL OF THE PRESIDENT OF THE UNITED STATES.

1 INT. WHITE HOUSE - TOUR ENTRANCE - DAY

1

CLOSE ON: THE SEAL as we hear a YOUNG FEMALE TOUR GUIDE:

TOUR GUIDE (O.S.)

"We are not enemies, but friends. We must not be enemies. Though passion may have strained, it must not break the bonds of our affection."

The CAMERA PULLS BACK to reveal the seal printed on a PLACARD below a portrait of ABRAHAM LINCOLN.

TOUR GUIDE (CONT'D)

Lincoln said that in his first inaugural speech as the 16th President. It's one of my favorites.

The TOUR GROUP approaches A SECURITY CHECKPOINT.

2 INT. WHITE HOUSE - SECURITY CHECKPOINT - CONTINUOUS

2

The tourists walk through the metal detector. SECRET SERVICE AGENTS watch closely.

TOUR GUIDE

If you'll please have your identification ready, we'll begin the tour...

ONE MAN is standing in the back. He wears a BASEBALL CAP pulled down over his dark, shadowed face. As others go through the checkpoint, he steps to the side and turns a corner. He stares at a JANITOR'S CLOSET, just past security.

3 INT. WHITE HOUSE - OTHER SIDE OF THE CHECKPOINT - SAME TIME 3

BAMF! A flash of light and smoke appears under the closet's doorjamb. The door cracks open and the man steps out.

As he veers away from the tour group, a HAND IS PLACED ON HIS SHOULDER. The man turns to see AN AGENT staring him down.

CHECKPOINT AGENT

I'm sorry, sir. Are you lost?

The man nods and looks up, finally revealing his face--

HE HAS THE FACE OF A DEMON: Skin so blue it appears black -- his eyes are YELLOW, dilated, and glazed over. This is KURT WAGNER, aka NIGHTCRAWLER.

The agent quickly reaches for his pistol.

But from BEHIND THE AGENT'S HEAD, a forked TAIL reaches up and WRAPS AROUND HIS NECK -- THROWING him against the WALL, then SLAMMING him to the GROUND.

ANOTHER AGENT rushes towards Nightcrawler. His tail wraps around the gun and throws him to the ground as flips over the agent and darts down the corridor.

4 INT. OVAL OFFICE - SAME TIME

4

The Oval Office Agent, WALTERS draws his gun and presses his hand to his earpiece, listening to the commotion.

AGENT WALTERS

...I repeat, how many are there?

PRESIDENT MCKENNA -- distinguished, late 60's, sits at the desk. He drops the phone and stands up.

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4

PRESIDENT MCKENNA

What in God's name is going on?

SIX MORE AGENTS swarm into the room and form a circle around the President, guns pointed at every door.

5

INT. WHITE HOUSE HALLWAY - SAME TIME

5

ALARMS BLARE as AGENT VANSOY turns to see Nightcrawler at the end of the hall, teeth bared like an animal, running straight towards him.

Vanscoy aims and FIRES, and Nightcrawler TAKES TO THE WALLS, still running at full speed. Before the agent can fire again, Nightcrawler FLIES AT HIM FEET FIRST, smashing Vanscoy through a SET OF DOORS.

Nightcrawler FLICKS THE GUN AWAY with his tail. He moves down the hallway and turns a corner to see:

SIX AGENTS, GUNS DRAWN.

LEAD AGENT  
HANDS ON THE FLOOR! NO TRICKS!

Nightcrawler spins around and sees SIX MORE AGENTS enter the hallway. He's trapped. TWELVE GUNS are jammed into his face. Nightcrawler smiles, revealing SPIKED WHITE TEETH.

BAMF! Nightcrawler is GONE, leaving behind a cloud of smoke.

6

INT. OVAL OFFICE - SAME TIME

6

The OVAL OFFICE AGENTS listen closely -- there is STATIC on their radios. The sounds of SHOTS right outside the door. Men screaming. The President is too scared to move.

AGENT WALTERS  
Get him out of here!

AGENT CARTWRIGHT  
No. We don't know how many there are.

THE WEST DOOR BURSTS OPEN, filling the room with stumbling, coughing agents and thick SMOKE.

THE SECRET SERVICE AGENTS SURROUND THE PRESIDENT in a ROMAN CIRCLE, guns pointed in every direction.

BAMF! Nightcrawler appears in front of an agent -- kicks him across the face. BAMF! He appears next to another and hurls him across the room with his tail... BAMF! BAMF! BAMF!

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6

Nightcrawler takes out the entire circle of agents in the blink of an eye.

Nightcrawler lands on the ground, staring at McKenna. HE LEAPS and pins the President on top of his desk. President McKenna looks up to see Nightcrawler looming over him. His eyes glazed over, his face emotionless.

With a flick of his tail, the mutant pulls a KNIFE from his boot and flips it into his clawed hand -- Tied to its hilt is a LONG RED RIBBON.

Another agent runs in, trying to aim through the smoke.

NIGHTCRAWLER RAISES THE KNIFE-- BANG! A SHOT RIPS through Nightcrawler's WRIST. Screaming, his EYES suddenly DILATE HUGE, then SNAP BACK TO NORMAL. He shakes his head as if waking from a nightmare... *suddenly realizing where he is.*

BAMF! Nightcrawler disappears.

The secret service agent lowers his gun and moves to the President's side.

PRESIDENT MCKENNA  
What... the hell... was that?

CLOSE ON: THE KNIFE sticking straight up from the center of the desk, a ribbon hanging from the handle.

PUSH IN ON THE RIBBON: Three words are written in gold:  
MUTANT FREEDOM NOW.

FADE TO WHITE.

AN ENDLESS PLAIN OF SNOW.

7

Pierced only by a LONG LINE OF FOOTPRINTS, leading up to LOGAN, aka WOLVERINE, wearing only a leather jacket. He's trekking through:

7

EXT. ALBERTA WILDERNESS - MORNING

Logan reaches the top of a MOUNTAIN CREST and stares across the snow at a HYDRO-ELECTRIC DAM, and an old, weathered sign: ALKALI LAKE INDUSTRIAL COMPLEX.

He takes it in. Then, Logan sees it, downstream from the dam:

THE ABANDONED BASE. Circular, half-buried in snow.

8

**EXT. ALKALI LAKE MILITARY BASE - MOMENTS LATER**

8

Dwarfed by both nature and the scale of the building, Logan approaches this ABANDONED MILITARY BASE, covered by ice and snow.

**CLOSER**

He passes through a MOUTH-LIKE OPENING, entering a GIANT CIRCULAR COURTYARD with doors lining the perimeter.

9

**INT. ALKALI LAKE BASE - MAIN BUILDING - MOMENTS LATER**

9

A MASSIVE and DESTROYED ROOM. The walls are metal and thick.

Logan wanders silently through hallways leading to cleaned out rooms and deserted spaces. Then, at the far end of the hall, a LONE WOLF stands, watching him curiously.

Logan freezes, waiting for the wolf to make the first move. Beat. It turns and walks down a flight of stairs. Logan watches it disappear, then follows.

10

**INT. ALKALI LAKE BASE - BASEMENT ROOM - LATER**

10

He flicks on a SMALL FLASHLIGHT and walks a bit further into the massive room, when he hears:

A WOLF HOWL. He turns quickly... SNIKT! His trademark CLAWS SHOOT from the knuckles. As he turns back around, he sees it:

...the only clue to his past -- the only clue that links him to this place...

CLAW MARKS. THREE. SLICING THE WALL.

ANGLE ON: LOGAN, wondering if he could be faced with himself for the first time.

WIDER: Logan slowly turns around, realizing that there is nothing left of this place.

11

**INT. SCIENCE MUSEUM - DAY**

11

PUSH IN ON: A DIORAMA OF A WINTER LANDSCAPE-- A MOTHER WOLF, blood on its teeth, angrily protects its young from A NEANDERTHAL HUNTER, blood on HIS teeth. Hunched over, he holds up a large club. A child peers at the display.

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11

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6.

11

STORM (O.S.)

Contrary to popular belief, Neanderthals are not the ancestors of modern day humans, but rather distant cousins who died out 30,000 years ago...

WIDER: to reveal an exhibit on HUMAN EVOLUTION.

STORM (O.S.) (CONT'D)

...They were replaced by a more advanced race called Cro-Magnon man, also known as *Homo Sapiens*...

AT AN ICE AGE DISPLAY, twelve year-old, ARTIE, stares at a woolly mammoth. A kool-aid stained LITTLE GIRL glares at him.

STORM (CONT'D)

...also known as human beings. In other words, all of us.

Artie looks at her and smiles. She scowls and STICKS OUT HER TONGUE. Artie returns the gesture but his TONGUE IS BLACK AND FORKED. The little girl WHINES and runs to her parents.

A shadow looms over Artie, and he looks up to see STORM, staring down at him. He smiles innocently.

STORM (CONT'D)

Not here, Artie.

Storm takes him by the hand and continues her lecture, a group of kids behind her. They are:

PROFESSOR XAVIER'S STUDENTS. They're just like normal kids on a field trip, but their appearance is... different. Most are in their early teens, a few are as young as eleven. Other museum patrons try not to stare as they pass.

ARTIE

(loudly)

But Miss Monroe, aren't we mutants?

Storm checks to see if anyone heard, then kneels down.

STORM

(whispering)

Yes, but mutants are only people with some extra active genes. We're still human.

Artie smiles. As Storm stands back up, she sees the other kids are gone. They're off to the side, staring at:

(CONTINUED)

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7.

11 CONTINUED: (2)

11

AN EXHIBIT ON MUTATION

Filled with illustrations and photographs of HIDEOUSLY DEFORMED MUTANTS. A timeline tracks mankind from the ape-like *Homo Hablius* to *Homo Sapien* -- and then the line suddenly SPLITS into a SECOND GROUP, labeled: *Homo ?*

The children look horrified and hurt.

STORM (CONT'D)  
Come on, children. Let's go.

She ushers them away, trying to hide her own discomfort.

JEAN GREY (O.S.)  
Storm.

She turns to see JEAN GREY and SCOTT SUMMERS (CYCLOPS) walking with another group of kids.

JEAN GREY (CONT'D)  
Everything okay?

STORM  
Yeah. How was the medical exhibit?

JEAN GREY  
The kids liked it. Scott was bored.

CYCLOPS  
It was boring.

Storm is distracted. She does a quick head-count of the kids.

STORM  
Jean, where are the others?

A BRILLIANT GLOWING LIGHT

Swirls gently in front of the face of a TEENAGE BOY. This is JOHN ALLERDYCE, AKA: PYRO.

RACK FOCUS TO REVEAL that the swirling light is FIRE, and Pyro is manipulating it between his fingers.

WIDER TO REVEAL: Pyro sits next to ROGUE, who stares at the fire, transfixed. Next to her, BOBBY DRAKE is nervous -- on the other side, KITTY PRYDE watches, embarrassed. They are sitting in:

12 INT. SCIENCE MUSEUM - FOOD COURT - CONTINUOUS

12

Pyro manipulates the fire with ease, creating a series of marbles that effortlessly flow between his fingers.

ROGUE

My turn.

She reaches to touch Pyro's hand. He flinches away.

ROGUE (CONT'D)

It's okay. I can control it better.

Bobby watches jealously. As Rogue's hand makes contact with Pyro's. There a quick FLASH OF LIGHT -- Pyro smiles like he's buzzed. Rogue pulls her hand away with THE SMALL FLAME.

ROGUE (CONT'D)

Wow. I feel... warm.

But she can't control it, and it quickly grows larger, swirling around her hand.

KITTY

Rogue, be careful.

PYRO

She's got it.

She doesn't, and Bobby knows it. She continues wrestling with the flame, when Bobby glances over at THREE TEENAGE BOYS who are watching them from a few tables over.

BOBBY

Rogue.

But Rogue is too focused trying to control the fire. Bobby nervously glances at the three teenagers, now walking towards them.

BOBBY (CONT'D)

ROGUE.

Pyro quickly reaches over and puts the fire out. Rogue snaps her head up to see the three teenagers glaring at her. TEENAGER 1 is smoking a cigarette.

TEENAGER 2

My friend wants to know how you did that.

Rogue looks at him, then at Bobby and Pyro.

(CONTINUED)

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CONTINUED:

9.

12

TEENAGER 3

Yeah. Do it again.

ROGUE

...I can't.

TEENAGER 2 reaches towards Rogue's hands.

BOBBY

You really don't want to touch her.

TEENAGER 2 presses forward. Bobby stands up. TEENAGER 1 takes a DRAG. Pyro twirls his LIGHTER in his fingers.

PYRO

There's no smoking in here.

He blows the smoke into Pyro's face.

TEENAGER 1

(re: his lighter)

Oh yeah? Whaddya do with that?

Light your farts?

The teens laugh. He takes another drag from his cigarette.

PUSH IN ON: THE GLOWING EMBERS of the cigarette.

PYRO

No. Just assholes.

Pyro's EYES narrow -- and VWOOSH! THE FLAME of the cigarette travels as fast as lightning, incinerating the cigarette and setting the guy's jacket and hair on fire. He SCREAMS, furiously trying to PAT it out. His friends panic.

BOBBY reaches up his hand, and sends a STREAM of FROST towards him. Immediately, the fire FREEZES and DROPS off. The teenagers stare at the young mutants, terrified. So does everyone else in the food court.

Rogue, Bobby, Pyro, and Kitty quickly leave the room.

13

INT. MUSEUM - HALLWAY NEAR GIFT SHOP - CONTINUOUS

13

KITTY

John, you are such a prick.

Without missing a beat, HE PUSHES HER to the right, and she PHASES THROUGH A WALL, disappearing. After a second, she reappears on the other side, dazed.

(CONTINUED)

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13 CONTINUED:

10.

13

The group turns a corner and comes face to face with Storm. She is not happy. Jean and Cyclops are behind her with the other kids.

BOBBY  
(to Storm)  
I think we should go.

Storm sees other museum visitors staring at A TELEVISION near the GIFT SHOP.

STORM  
I think you're right.

ON TV: An image of the White House, surrounded by army troops. The words: "MUTANT ASSASSINATION ATTEMPT" appear on the screen.

As Xavier's students stare at the screen, Storm looks around, uneasy, at museum patrons who have also stare in shock at the news.

14 EXT. XAVIER'S MANSION - GARDEN - LATER

14

A GIRL chases a boy around the fountain. He suddenly MULTIPLIES into six more copies of himself, confusing her.

WE PULL BACK, THROUGH A WINDOW, INTO:

15 INT. XAVIER'S MANSION - XAVIER'S OFFICE - SAME TIME

15

Cyclops is staring out the window, at the kids. He turns around to JEAN GREY, STORM, and PROFESSOR XAVIER. A TELEVISION silently plays a WHITE HOUSE PRESS CONFERENCE.

CYCLOPS  
My opinion? Magneto's behind this.

JEAN GREY  
No, I don't think so, Scott.

XAVIER  
While Eric might have organized something like this from prison -- for him the gesture is far too... irrational. It only hurts his goal of mutant prosperity.

CYCLOPS  
You mean superiority.

XAVIER  
If Eric had his way, yes.

(CONTINUED)

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15

CONTINUED:

11.

15

IN THE BACKGROUND, the TV screen displays images of PROTESTERS on both sides of the mutant issue.

STORM

You know how the government will respond to this. They'll re-introduce the Registration Act.

XAVIER

Or worse.

Xavier stares at the protesters on TV, troubled.

JEAN GREY

Do you think the mutant was working alone?

XAVIER

The only way we'll know is if we find him before the authorities do.

16 INT. OVAL OFFICE - DAY

16

CLOSE ON: THE KNIFE MARK, still left in the President's desk.  
PULL BACK TO REVEAL: WILLIAM STRYKER -- 60s, wealthy, tailored -- rubbing the mark with his finger.

STRYKER

It was close, wasn't it? Closer than anyone's admitted.

PRESIDENT MCKENNA is pouring two glasses of Brandy.

PRESIDENT MCKENNA

What do you need, William?

STRYKER

My division needs your authority for a special operation.

The President SIGHS, takes a sip. He saw this coming.

PRESIDENT MCKENNA

And somehow I thought you were here to talk about school reform.

STRYKER

Funny you should say that.

A KNOCK at the DOOR. It opens, and an ASSISTANT lets in SENATOR KELLY.

(CONTINUED)

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16 CONTINUED:

12.

16

PRESIDENT MCKENNA  
Senator.

SENATOR KELLY  
Mr. President. Thanks for having me.

They shake hands.

PRESIDENT MCKENNA  
I don't believe you two have met. Senator Kelly, this is William Stryker.

STRYKER  
No, we've never met...but I've followed your career for years. It seems that your ideas about the mutant problem have changed recently.

SENATOR KELLY  
For the best, I hope.

PRESIDENT MCKENNA  
Senator Kelly's been at the forefront of both sides of the issue for some time -- I thought his point of view would be worthwhile... particularly during this crisis.

STRYKER  
If you think that's appropriate...

SENATOR KELLY  
So, what are you proposing, Mr. Stryker?

Stryker, clearly not comfortable with Kelly's request, begins to place SURVEILLANCE PHOTOS OF XAVIER'S MANSION on the President's desk.

STRYKER  
My people have gathered these surveillance photos of a mutant training facility in the Salem region of upstate New York.

PRESIDENT MCKENNA  
Where did you get this information?

STRYKER  
Interrogation of one of the Liberty Island terrorists.

(CONTINUED)

SENATOR KELLY  
Eric... Eric Lensherr? You have access to him?

STRYKER  
My group developed the technology that built his prison, when, I might add, the Defense Department couldn't find room in their budget.

He continues to hand the President PHOTOS. Senator Kelly finally looks at the photos. His face blanks.

SENATOR KELLY  
This facility is a school.

STRYKER  
Sure it is.

Stryker throws down a series of black and white photos of THE MANSION. In them, the basketball court opens to reveal the X-JET.

STRYKER (CONT'D)  
Now you ask yourselves: how could this have happened?

Stryker turns and glances at a damaged wall.

STRYKER (CONT'D)  
How could it not have?

The President stands up, takes a sip of his drink. Sighs..

STRYKER (CONT'D)  
If we'd been allowed to do our jobs before this incident...

(he stands up)

Don't misinterpret my goals, Senator. We just want to go in there -- see what they're up to.

Stryker holds up another photo.

STRYKER (CONT'D)  
Oh. One last thing, Mr. President. For over a year, we've been tracking this mutant.

He hands the photo to McKenna, who looks up at Stryker in SHOCK, BECAUSE...

(CONTINUED)

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16 CONTINUED: (3)

14.

16

STRYKER (O.S.) (CONT'D)  
This photo was taken three months ago.

...IT IS A SURVEILLANCE PHOTO of NIGHTCRAWLER.

17 EXT. WHITE HOUSE - MOMENTS LATER

17

Stryker emerges to greet ANNE REYNOLDS-- his right hand in command. They walk through the outer hallway, which is being repaired from the attack.

SENATOR KELLY (O.S.)  
Mr. Stryker.

Stryker and Anne stop and turn around to see Senator Kelly.

STRYKER  
Senator Kelly, this is Anne Reynolds, my director of special projects.

SENATOR KELLY  
My pleasure.

Kelly shakes Anne's hand tightly. A little TOO tightly and for a little TOO LONG.

SENATOR KELLY (CONT'D)  
Listen, if you'd like to talk further about what you're planning, I'd be available to offer my assistance--

STRYKER  
(cutting him off)  
Thanks for the offer, Senator, but everything is already in place.

Stryker smiles eerily. Pats him on the shoulder. As Stryker and Anne walk away, SENATOR KELLY rubs his fingers together. His eyes FLASH YELLOW.

18 INT. XAVIER'S MANSION - LIVING ROOM - DUSK

18

ROGUE sits on the couch next to Bobby and a few other kids, watching the news. Bobby's holding her gloved hand. Behind them, the DOOR OPENS. Rogue smiles and runs towards...

ROGUE  
Logan!

She throws her arms around him.

(CONTINUED)

LOGAN

Hey Rogue.

She backs up, smiling. Behind her, Bobby appears.

LOGAN (CONT'D)

Who's this?

Logan looks Bobby up and down.

ROGUE

This is Bobby, he's --

BOBBY

Her boyfriend.

They shake hands. CRACKLING ICE and vapors rise from the handshake. Rogue rolls her eyes at the macho display.

BOBBY (CONT'D)

They call me Iceman.

Logan isn't impressed.

LOGAN

Right.

(to Rogue)

Where's the Professor?

STORM (O.S.)

Welcome back.

Logan turns around to find Storm and Jean, smiling at him. They're both carrying duffel bags. Logan focuses on Jean.

LOGAN

Thanks. It's good to be back.

(beat)

Hey Jean.

JEAN

(smiling)

Hi Logan.

Logan and Jean smile at each other warmly. Rogue and Bobby plop back down on the couch, hiding knowing smiles.

Storm awkwardly watches Logan and Jean share a moment. She backs up slowly, pointing.

STORM

I'm going to... I'm... The plane... I'm  
gonna get the plane ready...

(beat; cute)

Bye!

She walks off. Logan turns back to Jean, smiling.

JEAN GREY

It is good to have you back.

LOGAN

How good?

He looks at her bags.

JEAN GREY

We won't be gone long.

LOGAN

But I just got here.

JEAN GREY

And you'll be here when we come home.

CYCLOPS (O.S.)

Find what you were looking for, Logan?

They both look up to see CYCLOPS enter the room. Logan turns back to Jean -- staring directly at her:

LOGAN

More or less.

Cyclops moves next to them. Puts a hand on Logan's shoulder.

CYCLOPS

And with such perfect timing. Tonight,  
you're the baby-sitter.

(gestures to the kids)

In bed by eleven, okay?

Rogue and Bobby look up, not happy to hear that. Logan watches them leave. Jean turns to wave goodbye.

ROGUE

He meant midnight.

LOGAN

Eleven. Where's the Professor?

19

INT. XAVIER'S MANSION - CEREBRO - MINUTES LATER

19

Xavier sits at the CONSOLE, adjusting the controls.

XAVIER

Logan, my repeated requests about smoking in the mansion notwithstanding, continue smoking that in here... and you will spend the rest of your days under the belief that you are a six year-old girl.

REVEAL Logan standing in the entrance, behind the Professor, cigar in his mouth.

LOGAN

You'd do that?

XAVIER

I'll have Jean braid you hair.

Logan puts out the cigar with his palm, and puts the rest in his shirt pocket for later.

XAVIER (CONT'D)

How was your search? More questions than answers?

Logan steps forward onto the platform and the door closes. Xavier puts on the HELMET. As Cerebro HUMS to life, Logan looks around, sketchy.

LOGAN

You want me to leave?

XAVIER

No. Just -- don't move.

The walls FALL AWAY with the CEREBRO EFFECT.

The CEREBRO POV abruptly pulls STRAIGHT DOWN with STOMACH LURCHING SPEED, rushing through BLACKNESS with HINTS OF LIGHT. In seconds, both Logan and Xavier are STANDING INSIDE A GIANT IMAGE OF THE EARTH rotating above them.

Dotted across all continents are SPARKLING WHITE AND RED LIGHTS, like stars fallen to Earth. The white lights FAR OUTWEIGH the red ones.

XAVIER (CONT'D)

Those lights represent the whole of humanity. Every living soul on every continent.

(CONTINUED)

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CONTINUED:

18.

19

Suddenly, the WHITE LIGHTS FADE -- leaving only the red ones.

XAVIER (CONT'D)

And these are the mutants -- many of them  
don't even realize yet who they are. You  
see, we're not as alone as you think.

LOGAN

I found the base at Alkali Lake... there  
was nothing there.

Xavier's too focused on the lights, which have completely  
faded, leaving only a RED LINE along the East Coast.

XAVIER

Odd. This broken line represents the path  
of the mutant who attacked the President.  
I'm finding it hard to lock-on to him.

LOGAN

Can't you just increase the... signal?

XAVIER

If I wanted to kill him, yes.

Cerebro zooms in closer, revealing the a BLINKING RED LIGHT  
in BOSTON. Latitude and longitude points are displayed.

XAVIER (CONT'D)

...it looks like he's finally stopped  
running.

Logan is angry. He has no interest in talking about this..

LOGAN

I need you to read my mind again.

Xavier closes his eyes -- he has found what he needs.

Suddenly, the CEREBRO effect COLLAPSES on itself and we're  
back on the catwalk.

XAVIER

I'm afraid the results will be the same  
as before.

LOGAN

We had a deal.

XAVIER

Logan, the mind is not a box to be simply  
unlocked and opened -- it's a beehive,  
with a million separate compartments.

(MORE)

(CONTINUED)

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19.

19 CONTINUED: (2)

19

XAVIER (CONT'D)

I don't doubt that your amnesia and...  
enhancements are connected, but using my  
telepathy is still far too risky.

Xavier puts the HELMET down. Logan is more pissed off than  
disappointed.

XAVIER (CONT'D)

I promise we'll talk more when I return.  
Scott and I are going to pay an old  
friend a visit.

20 INT. PLASTIC PRISON - MAGNETO'S CELL - DAY

20

The transparent plastic prison -- dimly lit for the evening.  
MAGNETO'S face is obscured by the book he is reading: T.H.  
White's "THE ONCE AND FUTURE KING."

The WALKWAY extends across the chasm to his cell. A big,  
obnoxious GUARD by the name of MITCHELL LAURIO enters.  
Magneto lowers the book to reveal: BRUISES on his face.

MAGNETO

Mr. Laurio. How long can we keep this up?

LAURIO

How long is your sentence?

MAGNETO

Forever.

A SERIES OF CAMERAS in the prison suddenly CLICK OFF.

STRYKER (O.S.)

Not necessarily forever, Mr. Lensherr.  
Just until I've got all that I need.

Stryker struts in like he owns the place.

MAGNETO

Mr. Stryker. How kind of you to visit.  
Have you come back to make sure your hard  
earned dollars are keeping me so...  
(tilting his BRUISED FACE up)  
...comfortable?

Stryker calmly sits at the table, facing him. He tosses a  
SMALL TUBE of YELLOW LIQUID to Laurio. Magneto looks at the  
vial, genuine fear in his eyes.

He tries to stand and LAURIO QUICKLY FORCES HIM BACK DOWN,  
pressing his face to the table. Stryker watches, amused.

(CONTINUED)

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20 CONTINUED:

20.

20

Laurio bends Magneto's head down. And that's when we see it:  
A SMALL CIRCULAR SCAR ON THE BACK OF HIS NECK.

Using a small pipette, Laurio puts TWO DROPS of the YELLOW LIQUID on the back of Magneto's neck -- right on the scar.

ANGLE ON: THE YELLOW LIQUID, as it BUBBLES and proceeds to sink into Magneto's neck -- forming a PERFECT CIRCLE.

Magneto looks up-- his eyes are wide and dilated, just as Nightcrawler's were in the White House. He seems to be in a daze. Calm.

STRYKER

(smiling)

Now, Mr. Lensherr... I'd like to have one final talk about the house that Xavier built -- and the machine called Cerebro.

21 INT. X-JET - NEW YORK AIRSPACE - DUSK

21

Storm pilots the jet while Jean navigates. Both are in BATTLE UNIFORMS.

XAVIER (ON RADIO)

The mutant's signal has finally settled in Boston. I'm sending his last known coordinates to you now. Once you land, Jean, you'll have to rely on your skills to track him.

JEAN GREY

Let's hope he cooperates.

XAVIER (ON RADIO)

Yes, for his sake. Good luck.

XAVIER'S TRANSMISSION ENDS.

22 EXT. NEW YORK AIRSPACE - DUSK

22

The Jet passes over the STATUE OF LIBERTY. Workmen patch a HOLE BLASTED through the statue's forehead.

The Jet banks silently and disappears into the clouds.

23 INT. FEDERAL BUILDING - LOBBY - DUSK

23

ANNE REYNOLDS enters the building, passing by employees on their way out for the night. A hand grabs Anne's shoulder.

CRAWFORD (O.S.)

Anne?

(CONTINUED)

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23 CONTINUED:

21.

23

Anne turns to see a young employee: SCOTT CRAWFORD. He talks quietly, smiling as if he knows her.

ANNE REYNOLDS

Yes?

CRAWFORD

I just wanted to see if you had a chance to look over the latest floor plans.

ANNE REYNOLDS

(confused)

Oh, not yet.

(looks at his ID badge)

I'm sorry, Mr. Crawford, but I forgot my badge. Is there any way you could swipe me in?

She smiles, flirting.

CRAWFORD

So, we're back to using last names?

He SWIPES the card. The door opens and Anne enters.

24 INT. FEDERAL BUILDING - OUTSIDE ANNE REYNOLDS' OFFICE - LATER 24

Anne walks past a CLEANING CREW and presses her palm against a HAND SCANNER. The door unlocks.

25 INT. FEDERAL BUILDING - ANNE REYNOLDS' OFFICE - CONTINUOUS 25

Anne shuts and locks the door behind her, then quickly heads to her desk and sits in front of a COMPUTER.

DOLLY AROUND THE COMPUTER MONITOR, and as we reach the other side, reveal that Anne has transformed into MYSTIQUE-- just as beautiful and dangerous as we last saw her.

ON THE MONITOR: > VOICEPRINT IDENTIFICATION PLEASE.

MYSTIQUE

(in Anne's voice)

Reynolds, Anne.

ON THE MONITOR > ACCESS GRANTED.

Mystique smiles. She selects 'RECENT ITEMS' from a menu and finds a FOLDER labeled 143. Inside it, she opens a SERIES OF FILES: FLOOR PLANS, LENSHELL, AUGMENTATION, etc...

26 INT. FEDERAL BUILDING - LOBBY - SAME TIME 26

THE REAL ANNE REYNOLDS swipes her security badge through the door and walks down the hall towards her office.

27 INT. FEDERAL BUILDING - ANNE REYNOLDS' OFFICE - SAME TIME 27

As Mystique continues to read the files, her smile fades.

28 INT. FEDERAL BUILDING - OUTSIDE ANNE REYNOLDS' OFFICE 28

Anne presses her palm against the HAND SCANNER.

29 INT. FEDERAL BUILDING - ANNE REYNOLDS' OFFICE - SAME TIME 29

THE OFFICE DOOR CLICKS... Mystique looks up, startled...

...as Anne Reynolds enters, and walks to her desk. Nothing appears out of order. Mystique is gone. Anne looks up from her desk and GASPS.

A CLEANING LADY is in the corner of the room.

ANNE REYNOLDS  
What are you doing in here?

CLEANING LADY  
Lo siento, la puerta fui abierto.

The cleaning lady apologetically backs out of the room. Anne looks annoyed, then sits at her desk.

30 INT. STRYKER CORP - OUTSIDE ANNE'S OFFICE - MOMENTS LATER. 30

As Mystique/the cleaning lady walks down the hall, she passes THE IDENTICAL CLEANING LADY, who stares, dumfounded.

31 EXT. BOSTON HARBOR - NIGHT 31

THE X-JET lies just under the surface of the water. BOOM UP to reveal the Boston skyline.

TITLE CARD: BOSTON

32 EXT. BOSTON STREET - CITY SQUARE - NIGHT 32

STORM and JEAN, in CIVILIAN CLOTHES, enter a CITY SQUARE. The air is tense. People have their eyes glued to TV sets in bars and restaurants, watching news reports and debates. POLICE OFFICERS stand on almost every corner.

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32

CONTINUED:

23.

32

JEAN GREY

These are the coordinates.

Storm turns, realizes Jean isn't next to her.

STORM

Jean?

Jean is a few feet back, angrily staring at a graffiti-covered WALL SURROUNDING AN ABANDONED CHURCH.

ON THE WALL are the words: CLEAN THE GENE POOL-- KILL MUTANT SCUM. Jean stares at it intensely... concentrating...

STORM (CONT'D)

Jean. Come on. Let's go.

JEAN GREY

No. He's in here.

As they walk up the stairs, the wall begins to VIBRATE...and the graffiti crumbles to dust.

33

EXT. ABANDONED CHURCH - NIGHT

33

STORM AND JEAN stand in front of two massive wooden doors, chained shut. A sign reads: CONDEMNED, CITY OF BOSTON.

Jean concentrates -- THE CHAINS QUICKLY SNAP OFF.

34

INT. ABANDONED CHURCH - NIGHT

34

The doors swing open from a GUST OF WIND summoned by Storm. Pigeons fly from the rafters as they enter the dark church.

They head down the aisle. STATUES OF SAINTS line the walls. As they walk further in, A STATUE IN THE SHADOWS seems to turn -- WATCHING THEM.

Then a DEMONIC VOICE coming from BEHIND THE ALTAR, stops them in their tracks --

VOICE (O.S.)

(whispering)

Steigen sie aus...

BAMF! A puff of smoke from the altar-- and the voice speaks again FROM A CHORUS BALCONY behind them--

VOICE (O.S.) (CONT'D)

Ich bin ein minion des Teufels!

(CONTINUED)

STORM

We're not here to hurt you. We just want to talk.

BAMF! Smoke from the balcony. The voice now speaks from the RAFTERS ABOVE... A DARK FIGURE climbing in the beams.

VOICE

Ich bin ein tormentor vom verdammten!

JEAN GREY

He's a teleporter. Must be why the Professor had trouble locking onto him.

Jean rolls her eyes. Definitely not impressed.

VOICE

Ich bin ein gebrochen!

JEAN GREY

Are you bored yet?

STORM

Oh yeah.

Storm concentrates. LIGHTNING twists and coils up the columns and strikes the RAFTER, sending the FIGURE falling.

BAMF! The figure disappears in a cloud of smoke. Jean holds up a hand and BAMF! He reappears, FROZEN IN MID-AIR, held by Jean's power. NIGHTCRAWLER futilely kicks and squirms.

STORM (CONT'D)

You have him?

Nightcrawler tries to teleport, but only manages to create weak puffs of smoke.

JEAN GREY

He's not going anywhere.

(to Nightcrawler)

Are you?

NIGHTCRAWLER

Please don't kill me! I never intended to harm anyone!

STORM

I wonder how people got that impression.  
What's your name?

Nightcrawler eyes them nervously.

(CONTINUED)

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25.

34 CONTINUED: (2)

34

NIGHTCRAWLER  
Kurt Wagner.

35 INT. CHURCH TOWER - MOMENTS LATER

35

Nightcrawler has turned a small room inside the Church's tower into a home. Old BIBLES, HYMNALS, and other religious objects are scattered next to blankets and food. He's sitting on the ground, nervously clutching a ROSARY. Jean and Storm are crouched down next to him.

PAN ACROSS: A SERIES of OLD CIRCUS POSTERS with images of Kurt, advertised as "THE INCREDIBLE NIGHTCRAWLER".

NIGHTCRAWLER

...I could see it all happening... but I couldn't stop myself. It was... someone else, like a bad dream.

(beat, points upward to a CRUCIFIX)

I fear He's left me. I even found... a mark. Here. Look here.

He pulls back his shirt to show them the back of his neck. They look close to see A CIRCULAR SCAR, just like Magneto's.

36 INT. XAVIER'S MANSION - HALLWAYS - NIGHT

36

Wearing night clothes, Logan wanders the mansion, into...

37 INT. XAVIER'S MANSION - KITCHEN - CONTINUOUS

37

...a SPRAWLING kitchen. He approaches the REFRIGERATOR --. pulls out a beer and wanders into...

38 INT. XAVIER'S MANSION - LIVING ROOM - MOMENTS LATER

38

...the recreation area, where a twelve year-old boy with LARGE GLASSES named JONES sits on the couch watching TV

Logan settles down into a large leather chair and watches the television. Slowly, his eye is drawn towards the boy.

Whenever Jones BLINKS HIS EYES, the REMOTE CONTROL LIGHTS UP and the CHANNEL CHANGES. And Jones is blinking his eyes a lot. Logan laughs quietly to himself.

JONES  
Can't sleep?

LOGAN  
How can you tell?

(CONTINUED)

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38

CONTINUED:

26.

38

JONES

Cause you're awake.

LOGAN

Right. How about you?

JONES

I don't sleep.

Logan takes a sip of beer. Jones continues blinking -- the TV changes channels.

JONES (CONT'D)

Lots of times, when Mr. Cyclops can't sleep, he practices in the Danger Room. He goes all the way to level 8.

LOGAN

Level 8?

The boy SMILES.

39

**INT. XAVIER'S MANSION - UNDERGROUND HALLWAY - MINUTES LATER 39**

Deep below the surface level of the mansion, Logan approaches a large METAL DOOR. It opens.

40

**INT. XAVIER'S MANSION - DANGER ROOM - MOMENTS LATER**

40

BLACKNESS, save for the LIGHT pouring from the hallway.

The door closes behind him. A shaft of light appears from above as an illuminated CONTROL PANEL rises from the floor in the center of the room. Logan walks towards it.

The control panel's scale is from 1-10. Logan smiles and presses 9. Another display appears:

REAL DANGER OR SIMULATED DANGER?

Logan smirks: is there any question? He presses REAL DANGER, and the panel slides down and disappears under the floor.

KCHING! KCHING! KCHING! One by one, TALL VERTICAL LIGHT PANELS along the walls illuminate the massive circular room. Logan turns, staring in awe.

The CONTROL BOOTH -- attached to a long arm that bisects the room near the ceiling -- begins to SPIN. Suddenly, the floor panels begin to DROP AND RAISE like GIANT COLUMNS, knocking Logan to the ground...

41 INT. PLASTIC PRISON - SECURITY CHECKPOINT - MINUTES LATER 41

Xavier, now in a PLASTIC WHEELCHAIR, enters the security area. Cyclops follows.

XAVIER

Scott, you can wait here. I'll be out in a few minutes.

Xavier approaches a large circular door. Two guards stand next to it. Cyclops glances towards MITCHELL LAURIO, who smiles eerily at him.

LAURIO

Hey.

CYCLOPS

Hey.

42 INT. PLASTIC PRISON - CONTINUOUS 42

Xavier wheels down the long plastic tube. Enters:

43 INT. PLASTIC PRISON - MAGNETO'S CELL - CONTINUOUS 43

Magneto faces away from Xavier, placing CHESS PIECES back on his plastic board.

MAGNETO

Charles Xavier. To what do I owe the pleasure?

XAVIER

There's been an assassination attempt on the President, Eric. What do you know about it?

MAGNETO

Nothing. You shouldn't even have to ask.

Magneto turns towards him, revealing BRUISES. Xavier is horrified.

XAVIER

What's happened to you?

MAGNETO

I've had frequent visits from William Stryker.

Xavier reacts. It's clear that they both know him.

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28.

43

CONTINUED:

43

XAVIER  
William Stryker.

MAGNETO

His son Jason was once a student of  
yours, wasn't he?

XAVIER

Yes. Unfortunately, I wasn't able to help  
him. Not in the way his father wanted me  
to.

44

INT. PLASTIC PRISON - SECURITY CHECKPOINT - SAME TIME

44

Laurio glares at Cyclops.

A woman enters the room-- it's Anne Reynolds. She approaches  
Cyclops and looks closely at him.

45

INT. PLASTIC PRISON - MAGNETO'S CELL

45

MAGNETO

And now you think that taking in the  
Wolverine will make up for your failure  
with Stryker's son...

Xavier doesn't respond.

MAGNETO (CONT'D)

You haven't told him about his past, have  
you?

XAVIER

His mind is still fragile.

MAGNETO

Is it?

(beat)

Or are you afraid you'll lose him, old  
friend...

(beat)

To the truth?

XAVIER

There is no truth in vengeance.

MAGNETO

Are you so sure?

Magneto sighs deeply. He looks away from Xavier.

(CONTINUED)

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45

CONTINUED:

29.

45

PUSH IN ON: XAVIER, concentrating -- reading Magneto's mind. His demeanor suddenly changes -- he's shocked.

XAVIER

What have you done, Eric?

MAGNETO

I'm sorry, Charles. I... couldn't help it.

XAVIER

What have you told him?

Magneto reaches around, and instinctively rubs the SCAR on his neck.

MAGNETO

Everything.

Xavier sits back, HORRIFIED. Magneto looks away. The information runs through Xavier's mind.

XAVIER

SCOTT!!

46

INT. PLASTIC PRISON - SECURITY CHECKPOINT - SAME TIME

46

CYCLOPS

What's going on?

Anne Reynolds holds up a TASER PISTOL and aims. ELECTRICITY blasts him. He collapses to the ground. Anne nods to Laurio.

47

INT. PLASTIC PRISON - MAGNETO'S CELL - SAME TIME

47

Xavier panics. He looks around -- the CATWALK is being RETRACTED from the cell. The air suddenly gets THICKER, and Xavier starts to COUGH.

XAVIER

What's happening?!

Magneto stares at Xavier in fear. His eyes are BLOODSHOT. He starts to CHOKE, because...the room is filling up with GAS. They both struggle, cough, and finally... pass out.

48

INT. XAVIER'S MANSION - LIVING ROOM - SAME TIME

48

Jones sits on the couch, laughing to himself. He blinks, and the TV changes channels again.

(CONTINUED)

48

CONTINUED:

48

BEHIND HIM... BLURRY... IN THE BACKGROUND: A SHAPE -- A FIGURE -- slowly descends from the ceiling, and quietly sets on the ground. It slowly rises up to its full height, and TWO GLOWING RED EYES appear.

Jones sees the reflection of the eyes on the TV screen. He slowly and nervously turns around to see:

A MAN. Staring at him. Dressed in black, form-fitting battlegear. His face is completely covered, TWO GLOWING GOGGLES over his eyes. At first glance, he could easily pass for one of the X-Men in uniform. Eerily, he waves to Jones.

Jones gets off the couch...and walks towards him. Jones stops and looks up. A rope is dangling from the open skylight. THE MAN doesn't move -- he looks at Jones curiously.

He methodically holds up a GUN and aims it directly at the young mutant's head. The boy takes a step back, when...

BANG! Jones falls to the floor.

49

INT. XAVIER'S MANSION - DANGER ROOM - SAME TIME

49

Logan tries desperately to climb up the growing and receding platforms. He jumps, finally on top. SNIKT! The platform drops and simultaneously FIRES a PROJECTILE TOWARDS HIM. He dives... the floor drops again.

50

INT. XAVIER'S MANSION - UPSTAIRS HALLWAY - MOMENTS LATER

50

A DOZEN SOLDIERS rush up both staircases and into the upstairs hallway. They quickly disperse -- TWO SOLDIERS entering each room.

51

INT. XAVIER'S MANSION - BOYS' BEDROOM - CONTINUOUS

51

ARTIE, PETER RASPUTIN, AND ANOTHER BOY are asleep in bunk-beds. THE DOOR slowly creaks open, revealing TWO SOLDIERS. They quietly creep into the room, rifles raised.

They take another step and THE FLOOR CREAKS. The soldiers stop... waiting. Beat. They start moving again.

CLOSE ON ARTIE, laying on his side, his back to the soldiers. HIS EYES ARE OPEN. He can hear them approaching from behind. THE SOLDIERS begin moving towards the beds...

ARTIE is nervous. He closes his eyes tight. The air around him RIPPLES... AND HE BECOMES TRANSPARENT. Not entirely invisible, but only a faint image of himself... a SHIMMER.

(CONTINUED)

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31.

51 CONTINUED:

51

ONE OF THE SOLDIERS lifts his rifle. A RED LASER appears on the back of one of the still sleeping boys. WOOSH! THE FAINT BLUR OF ARTIE RUNS PAST THE SOLDIERS. They turn and try to aim... THEY FIRE -- A DART sticks harmlessly into the wall.

ARTIE reaches the other side of the room. He re-materializes, reaches up AND PULLS AN EMERGENCY SWITCH. AN ALARM BLARES. WARNING LIGHTS FLASH. Artie cowers from the soldiers as they prepare to shoot again. Suddenly, A FIGURE RISES UP BEHIND THEM. They spin around and LOOK UP:

It's PETER RASPUTIN, aka: COLOSSUS, six and a half feet of hard muscle towering over both of them. He pulls his arm back to punch... and HIS ARM is quickly covered in ORGANIC-LOOKING ARMOR.

52 EXT. XAVIER'S MANSION - UPSTAIRS WINDOW

52

SMASH! THE OUTSIDE WALL EXPLODES -- the two soldiers are thrown THROUGH the hole and hit the ground HARD.

FROM THE HOLE IN THE WALL, Colossus looks down at them. The soldiers are moaning, covered in rubble.

53 EXT. ABOVE XAVIER'S MANSION - MOMENTS LATER

53

WIDE ON THE MANSION -- AS SIX HELICOPTERS approach.

A few land, while others begins hovering over the Mansion. SIX MORE SOLDIERS rappel from a chopper towards a LARGE UPSTAIRS WINDOW...

54 INT. XAVIER'S MANSION - BEDROOM

54

SMASH! THE SIX SOLDIERS BURST THROUGH THE WINDOW, guns raised. They land and immediately pursue THREE BOYS who are running for the door.

ONE OF THE BOYS stops and turns to face them. A SOLDIER fires, and a BOLT OF ELECTRICITY shoots from his rifle into the boy's chest.

Electricity sparks through his body. The boy holds up his hand, smiles, and SHOOTS THE ELECTRICITY back at the soldier, who screams as it courses through his body. He collapses.

Another soldier quickly DRAWS A PISTOL AND FIRES. A DART lodges into the boy's neck and he falls to the ground.

55 INT. XAVIER'S MANSION - DANGER ROOM - SAME TIME

55

Logan is covered in sweat. A small gash in his arm begins to heal. He leaps from one raised column to another -- dodging and slicing at projectiles fired from the walls.

Logan jumps to the ground and THE FLOOR UNDER HIS FEET lifts high into the air, positioning him directly in front of an oncoming projectile --

IT HITS HIM -- he's thrown from the column, and lands on his back hard, the wind knocked out. He sits up, dazed. The control room stops spinning. The columns lower back into the floor. The room falls silent. Beat.

THE ENTIRE ROOM SHAKES WITH THE SOUND OF AN EXPLOSION. Logan cranes his neck upwards, listening... realizing...

*These are NOT the sounds of the danger room. He bolts.*

56 INT. XAVIER'S MANSION - UPSTAIRS HALLWAY - SAME TIME

56

A HELICOPTER rumbles outside, shining a spotlight into the windows. SMASH! Small cannisters break through the windows and hit the floor, filling the hall with TEAR GAS. SCREAMING CHILDREN run from their rooms.

BOBBY and PYRO round a corner, running against the crowd. Several children are on the ground, overcome by the fumes. Bobby grabs a panicked, coughing COLOSSUS, who's carrying an unconscious girl in his arms.

BOBBY  
Peter, where's Rogue?!

COLOSSUS  
I don't know. But we have to get the kids out of here!

Bobby and Pyro leave Colossus behind, and continue running against the swarm of terrified students.

COLOSSUS (CONT'D)  
Drake!

Bobby ignores him, his mind focused on finding Rogue.

57 INT. XAVIER'S MANSION - FOYER - SAME TIME

57

A SOLDIER has a young girl in a bathrobe pinned to the ground. HE REACHES FOR A PISTOL and points it at her.

(CONTINUED)

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33.

57 CONTINUED:

57

She tries crawling away and he grabs her ankle. Suddenly, the girl stops moving. She goes limp. Her leg collapses in on itself. So does the rest of her body.

The soldier turns around to see THE GIRL, running out the door. He looks down and realizes... he's holding nothing but HER SHEDDED SKIN.

58 INT. XAVIER'S MANSION - DOWNSTAIRS HALLWAY - SAME TIME

58

Kitty Pryde ushers children into a secret passage.

KITTY

Hurry!

She looks over her shoulder to see... THREE SOLDIERS coming up on them fast, guns raised.

Kitty quickly shuts the secret passage and runs, leading the soldiers away. She PHASES through a wall just as they fire, darts harmlessly lodging into the paneling.

59 INT. XAVIER'S MANSION - REC ROOM (THE OTHER SIDE OF THE WALL) 59

Kitty emerges from the other side of the wall and runs into a REC ROOM. She keeps running and PHASES THROUGH THE BILLIARD TABLE...then through THE FIREPLACE...

60 INT. XAVIER'S MANSION - DINING ROOM - CONTINUOUS 60

...into the DINING ROOM and PHASES RIGHT THROUGH A SOLDIER.

He jolts -- disoriented -- as she passes through him. She's heading towards the far wall. THE SOLDIER SPINS and aims. Kitty is almost out of the house, just a few more feet...

THE SOLDIER FIRES HIS RIFLE/TASER -- A BOLT OF ELECTRICITY streams and slams into Kitty's back. She SCREAMS and SLAMS INTO THE WALL, falling to the ground, convulsing.

61 INT. XAVIER'S MANSION - ELEVATOR ENTRANCE - MOMENTS LATER 61

THE ELEVATOR OPENS and Logan walks out, CLAWS ALREADY EXTENDED. The hall is filled with smoke, fire, and tear gas.

SCREAMS echo upstairs... it's a baby-sitter's worst nightmare. Enraged, Logan runs towards the cries.

62 INT. XAVIER'S MANSION - UPSTAIRS HALLWAY - SAME TIME

62

ROGUE runs down a gas-filled hall and spots a YOUNGER GIRL crouched in a doorway, crying -- on the verge of passing out from the fumes. Rogue runs to her.

ROGUE  
Come on, honey.

She grabs the girl's hand and they run to the end of the corridor. Rogue presses her hand against a section of the wall and A DOOR SLIDES OPEN, revealing a lit staircase leading downward.

ROGUE (CONT'D)  
Just like Storm taught us, OK?

The girl nods. Rogue pushes the panel again and the door slides shut. Rogue turns around to see Bobby and Pyro at the far end, running towards her as fast as they can.

ROGUE (CONT'D)  
Bobby!

She runs to meet him in the middle when A SOLDIER emerges from a room...only a few feet behind her.

BOBBY  
Rogue, run!

Rogue runs faster towards Bobby, the soldier in hot pursuit -- Bobby and Pyro watch, too scared to move.

THE SOLDIER STOPS AND AIMS -- THE RED LASER on Rogue's back.

SNIKT -- CRUNCH! THE SOLDIER GASPS. He looks down to see LOGAN'S CLAWS popping from the center of his chest.

LOGAN, stands behind him, his eyes filled with the fury of A WOLVERINE. Logan pulls his claws out -- and the soldier slumps to the floor. Dead.

Rogue watches, terrified. Logan wipes blood from his face.

LOGAN  
Let's go.

63 INT. XAVIER'S MANSION - ESCAPE TUNNEL - SAME TIME

63

A GROUP OF TWELVE KIDS run through a tunnel, looking back to see if they're being followed. Finally, they reach the end of the tunnel and enter...

64 EXT. FOREST - CONTINUOUS 64

The kids flee into the forest.

65 INT. XAVIER'S MANSION - DOWNSTAIRS HALLWAY - CONTINUOUS 65

Rogue, Bobby, Pyro, and Logan head down the stairs and around a corner. Pyro opens up the SECRET PASSAGE and they head inside. Logan suddenly stops, listening to troops approach.

LOGAN

Keep going.

ROGUE

Logan...

He stares at her, the animalistic gleam still in his eye. No arguing. The passage door shuts.

66 INT. XAVIER'S MANSION - DOWNSTAIRS HALLWAY - CONTINUOUS 66

Logan turns around and SNIKT! extends his claws.

Suddenly, through the smoke -- A DOZEN RED LASERS ARE FOCUSED ON LOGAN'S HEAD AND BODY. A DOZEN SOLDIERS surround Logan in a semi-circle. Logan is about to cut into them when...

VOICE (O.S.)

Wolverine.

A MAN steps into the hall, emerging through the smoke. The soldiers part to let him pass. He is:

WILLIAM STRYKER. Walking in with a cocky grin and a self-assured strut. Logan instinctively freezes.

STRYKER

How long has it been?

Stryker stops and stands a few feet from Logan.

STRYKER (CONT'D)

Fifteen years? And you haven't changed a bit. Me, on the other hand...

(showing his face, cold:)

Nature.

He looks at Stryker, searching his aged face. It triggers a vague memory. Involuntarily, Logan's CLAWS SLOWLY RETRACT...

LOGAN

What do you want?

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36.

66 CONTINUED:

66

But Stryker just smiles.

67 INT. XAVIER'S MANSION - SECRET PASSAGE - SAME TIME

67

Rogue watches Logan's face-off with Stryker from the partially opened doorway.

ROGUE

They're going to kill him.

(to Bobby)

Do something.

Pyro is backing away.

PYRO

He can handle himself, let's go.

ROGUE

(to Bobby)

DO SOMETHING!!

Bobby glances at both of them, torn. She quickly RIPS OFF HER GLOVES... and GRABS HIS BARE ARM.

Her breath suddenly turns cold -- the CRACK OF ICE in her KNUCKLES as she absorbs Bobby's power. Bobby freezes in pain, his veins bulging. Pyro watches, impressed.

68 INT. XAVIER'S MANSION - SAME TIME

68

Stryker moves closer to Logan.

STRYKER

I must admit, this is the last place I thought I'd ever see you, Wolverine. I didn't realize Xavier was taking in animals.

Logan looks at him hard.

LOGAN

Who are you?

STRYKER

Don't you remember?

ANGLE ON: Logan, eyes wide -- searching for recognition...

Suddenly, the space between Logan and Stryker starts to FADE, as if a thin wall of white FOG forms in the room.

69 INT. XAVIER'S MANSION - SECRET PASSAGE - SAME TIME 69

Rogue is grimacing in her pain. Her arm up is now covered in a crystal frost. Finally, SHE SQUEEZES HER HAND INTO A FIST.

70 INT. XAVIER'S MANSION - HALLWAY - SAME TIME 70

THE WALL OF THICK, WHITE FOG CONGEALS. Stryker steps forward, reaches up, and puts a finger to THE WALL OF ICE THAT NOW SEPARATES HIM FROM LOGAN.

He turns, snaps his fingers, and steps back. A HAIL OF GUNFIRE LETS LOOSE -- A HUGE HOLE is blown in the ice wall.

The mist clears. WOLVERINE IS GONE. Stryker grins, amused.

71 INT. XAVIER'S MANSION - ESCAPE TUNNEL - MOMENTS LATER 71

Logan, Pyro, Bobby, and Rogue run down a dimly lit tunnel.

ROGUE  
Who was that?

BOOM! An explosion above. They stop and listen, terrified.

LOGAN  
I'm going back.

Rogue grabs his shirt.

ROGUE  
No Logan. I... WE need you.

This stops him dead in his tracks -- what does she mean? With a look of resignation, he continues running.

72 INT. XAVIER'S MANSION - GARAGE - MINUTES LATER 72

Logan, Rogue, Bobby and Pyro come up from the tunnel into a large garage. The room lights turn on. They gawk at a dozen exotic, and expensive cars. They pile into a SMALL SPORTS CAR close to the garage door.

73 INT. SPORTS CAR - CONTINUOUS 73

BOBBY  
This is Cyclops' car.

LOGAN  
Oh, yeah?

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CONTINUED:

73

SNIKT! One CLAW shoots out, piercing the ignition. With a quick twist, the car starts and he hits the gas.

74

EXT. XAVIER'S MANSION - GARAGE - CONTINUOUS

74

The GARAGE DOOR opens, and the car speeds away.

75

INT. SPORTS CAR - NIGHT

75

Rogue is in the passenger seat, staring out the window. Whatever she's feeling, she's hiding it well.

Pyro reaches up starts fiddling with the radio.

ROGUE

(annoyed)

What are you doing?

PYRO

I don't like uncomfortable silence.

Pyro hits a button and LOUD C.B. RADIO STATIC blasts through the speakers. They cringe. It only gets louder when Rogue tries to shut it off. THE RADIO FACEPLATE finally snaps off in Pyro's hands and the screeching noise stops.

Logan, grips the wheel, clearly annoyed. Pyro looks at the faceplate closely. It looks like a sleek COMMUNICATION DEVICE... a hi-tech CELL PHONE.

PYRO (CONT'D)

I don't think this is the radio.

Rogue grabs it from him. Logan watches.

LOGAN

Can you work that thing?

ROGUE

I can try.

PYRO

So where are we going?

LOGAN

Storm and Jean are in Boston. We'll head that way.

BOBBY

My folks live in Boston.

(CONTINUED)

75 CONTINUED:

75

Logan nods. Rogue stares at the blood on Logan's hands. They make eye contact.

LOGAN

Don't worry. It's not mine.

76 EXT. ROADWAY - NIGHT

76

The car drives off into the distance.

77 INT. XAVIER'S MANSION - UNDERGROUND HALLWAY - NIGHT

77

THE ELEVATOR DOOR OPENS, revealing Stryker and two soldiers. As he exits, another soldier approaches them.

SOLDIER

Sir, we managed to capture eight -- but the others escaped through some tunnels that weren't in the schematics.

Stryker doesn't seem bothered.

STRYKER

Eight is enough.

Stryker stops in front of the door to CEREBRO. Two soldiers attach a large DEVICE that resembles the JAWS OF LIFE.

Suddenly its MASSIVE ARMS CLAMP onto the door and begin to stretch. It strains at first, but the door is quickly ripped open. Stryker smiles, pleased.

78 INT. XAVIER'S MANSION - CEREBRO - MOMENTS LATER

78

Stryker walks down the long platform to the center of the room. He glides a finger across the CONTROL CONSOLE, as if checking for dust. He smiles, definitely impressed, then turns to leave.

STRYKER

Gentlemen, take what we need.

79 INT. RURAL BAR - NIGHT

79

MITCHELL LAURIO sits at the bar, four empty mugs in front of him. He's still in uniform, tie undone and shirt hanging open. He watches THE TELEVISION, where a debate wages:

DR. SHAW (ON TELEVISION)

...the Registration Act provides a sense of security similar to Megan's Law.

(MORE)

(CONTINUED)

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CONTINUED:

79

DR. SHAW (ON TELEVISION)  
A list of potentially dangerous  
individuals living in our communities.

HOST (ON TELEVISION)  
Dr. McCoy, a response?

DR. HANK MCCOY (ON TELEVISION)  
That is a database of known felons, Mr.  
Shaw, not innocent people who might  
commit a crime. What people seem to  
forget is that if it weren't for  
evolution, we'd all be sitting in trees  
picking bugs from each other's hair...

LAURIO  
(sneering)  
Turn that shit off, Lou.

LOU, the bartender, wipes a glass and turns off the TV

GRACE (O.S.)  
Got a lot on your mind...

Laurio turns, finding the most beautiful woman ever to come  
within ten feet of him, sitting on a nearby stool.

GRACE (CONT'D)  
(looks at his name tag)  
...Mr. Laurio?

Laurio smiles blearily, and tries to stutter a response.

GRACE (CONT'D)  
I'm Grace.

80 INT. LAURIO'S APARTMENT - NIGHT

80

The door swings open and Laurio and Grace stumble in, kissing  
passionately.

LAURIO  
I... I never hooked up with anyone like  
you before.

GRACE  
I know.

She throws him onto the couch. Rubs a finger on his face...

GRACE (CONT'D)  
Got any beer?

...down his chins...

(CONTINUED)

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80 CONTINUED:

41.

80

LAURIO

Uhh...

...and over his vast stomach.

GRACE

Of course you do.

81 INT. LAURIO'S APARTMENT - KITCHEN - NIGHT

81

Grace pulls two bottles from the fridge.

LAURIO (O.S.)

Sorry about the mess. And, umm, I don't have a bed.

GRACE

It's okay.

She drops TWO SMALL PILLS into one of the bottles.

GRACE (CONT'D)

(to herself)

We won't need one.

82 INT. LAURIO'S APARTMENT - CONTINUOUS

82

Grace steps over some pizza boxes and hands the beer to Laurio. He licks his lips and smiles grotesquely.

LAURIO

Bottoms up.

He swills away. She watches, smiling.

GRACE

I certainly hope so.

83 INT. LAURIO'S APARTMENT - LATER

83

Laurio lays facedown on the couch, SNORING -- his large boxer-clad ass in the air. Grace sits on the arm of the couch...

...removing a small case from her purse. She unzips it, revealing: A SYRINGE FILLED WITH METALLIC LIQUID. She takes it out, inspects it, and squirts a little.

IN A FLASH, Grace shifts and becomes MYSTIQUE. She smiles.

MYSTIQUE

Bottoms up.

84 INT. STRYKER'S BASE - MAIN CORRIDOR

84

Stryker walks down a hall. Behind him, a SMALL DARK CREATURE follows him in the shadows.

They walk past an open door. Inside, ANNE REYNOLDS is tending to an unconscious Cyclops, fastening a METAL BAND over his eyes. Stryker nods to her and keeps walking.

Stryker and the creature turn a corner, and open a large fortified door. INSIDE:

85 INT. STRYKER BASE - XAVIER'S CELL - CONTINUOUS

85

Xavier is BOUND TO A COMMON WHEELCHAIR. A HIGH-TECH BAND is wrapped around his head. The room is dark and cramped, only a single door in front of him.

Xavier closes his eyes and tries to focus -- using his power to reach out, when --

THE HEADBAND BUZZES and Xavier jolts as sharp pain fills his skull. CHUCKLING off-screen. Xavier opens his eyes to see:

STRYKER

I just had to see that work for myself.  
We call it the Neural Inhibitor. The more you think, the more it hurts.

William Stryker smiles and strolls into the cell, FOLLOWED BY TOAD. Xavier's shocked. Stryker touches his head.

STRYKER (CONT'D)

And it keeps you out of here.

XAVIER

William.

STRYKER

Please Xavier, don't get up.

Toad slowly creeps around the room.

STRYKER (CONT'D)

I'm sorry we couldn't find you more comfortable quarters. My home is going through some renovations.

(beat)

So is yours.

XAVIER

What have you done with Scott?

(CONTINUED)

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CONTINUED:

43.

85

STRYKER

Oh, he's here. With some of your students.

XAVIER

There's no need to involve them.

STRYKER

I've seen your "school", Professor, with it's combat training rooms and hi-tech defense systems. What on Earth are you teaching those creatures?

It takes every bit of Xavier's strength just to form a coherent thought.

XAVIER

To survive. To peacefully co-exist in a world that fears them.

STRYKER

It doesn't look very peaceful to me, Xavier -- Some species can never co-exist. I learned that from you.

XAVIER

You wanted me to cure your son, William. But mutation is not a disease.

STRYKER

You're lying, Xavier. You were more afraid of him than I was.

Toad starts moving towards Xavier -- peering at him -- a hint of recognition. Getting closer and closer to Xavier's face.

STRYKER (CONT'D)

You know, just one year after Jason returned from your school, my wife... tormented by constant contact with him -- She took a power drill to her left temple in an attempt to "bore out" the images he was projecting into her mind.

(beat)

My boy... the great illusionist.

Toad is inches from Xavier's face. Stryker kneels, removes a VIAL of YELLOW LIQUID from his pocket -- pulls out a pipette, which carefully measures and dispenses a drop onto the CIRCULAR SCAR on Toad's neck.

(CONTINUED)

STRYKER (CONT'D)

Step back.

Toad does as he's told. Horror crosses Xavier's face.

XAVIER

You arranged the attack on the President.

STRYKER

And you didn't even have to read my mind.

(he stands)

You know, I've been working with mutants as long as you have, Xavier. And in all my years of... research, the most frustrating thing I learned is that nobody seems to know how many even exist... or how to find them...

(beat)

Except you.

He holds up the VIAL.

STRYKER (CONT'D)

Unfortunately this little potion won't work on you, will it?

Stryker backs up, and puts the vial back in his pocket.

STRYKER (CONT'D)

No, you're too powerful for that.

Instead, we'll go right to the source.

He opens the DOOR behind him, revealing:

A grotesque shell of a man, shriveled and emaciated, sitting in a wheelchair. SYRINGES and TUBES run from his head into clear containers on the back of his chair -- continuously collecting the YELLOW FLUID from his spinal column. A guard named LYMAN wheels the man into the room.

We realize -- Stryker's "potion" isn't a drug, but a chemical extracted from the unfortunate person in front of us.

STRYKER (CONT'D)

Allow me to introduce you to Mutant 143.

Xavier looks at MUTANT 143's face. One BRIGHT BLUE EYE and ONE BRIGHT GREEN EYE... and a GIANT SCAR running across his forehead.

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85 CONTINUED: (3)

85

XAVIER

My God, William. This is your son... What have you done to him?

Stryker looks at Mutant 143, shaking his head.

STRYKER

My son is dead.

Stryker and Lyman turn to exit.

STRYKER (CONT'D)

Just like the rest of you.

He slams the DOOR SHUT -- leaving Mutant 143 to stare at, and into, Charles Xavier.

86 EXT. DRAKE HOUSE - DAY

86

The sports car is parked in the driveway of an average suburban home.

AT THE DOOR, the group stands on the porch, still in their nightclothes. Bobby turns a key, then looks at Pyro.

BOBBY

Don't burn anything.

Pyro shakes his head in disbelief.

87 INT. DRAKE HOUSE - BOBBY'S ROOM - LATER

87

Rogue slips out of her nightgown. Even though she's alone, she still seems uncomfortable with being so exposed.

THE DOOR OPENS and Bobby walks in with a shirt. He averts his eyes -- even Bobby hasn't seen this much of her.

BOBBY

I... I got you one of my mom's shirts.  
Some new gloves too.

ROGUE

You don't have to be so shy.

Bobby grins and tosses her the clothes.

88 INT. DRAKE HOUSE - RONNY'S ROOM - SAME TIME 88

Logan and Pyro finish putting on T-Shirts. Pyro notices some family photographs in silver frames: Bobby with his all-American family -- Mom, Dad and little brother Ronny. He moves his finger over the photos, eyes full of envy.

89 INT. DRAKE HOUSE - LIVING ROOM - LATER 89

Pyro is sprawled on the couch, asleep. Rogue flips channels, leaning against Bobby. They land on MTV.

90 INT. DRAKE HOUSE - KITCHEN - SAME TIME 90

Exiting a bathroom, Logan enters the kitchen and heads straight for the fridge. He grabs a beer. As he shuts the door, A HOUSE CAT leaps onto the counter.

Startled, Logan jumps, and... SNIKT! The claws shoot out. But the cat doesn't run away... it approaches Logan, trying to lick his metal claws. He smiles.

THE BACK DOOR OPENS

Revealing STEVEN and MADELINE DRAKE, with teenage son RONNY. They're carrying shopping bags. Logan quickly retracts his claws. They see him and freeze in fear.

WILLIAM  
Who the hell are you?!

Logan freezes, still holding the beer. Hearing his parents, Bobby and Rogue come running into the room.

RONNY  
Bobby!

MADELINE  
Aren't you supposed to be at school? Who are these people?

BOBBY  
Mom, Dad... This is... Professor Logan.

They look up at Logan, shocked. He smiles, awkwardly.

BOBBY (CONT'D)  
(nervously)  
Uhh... can I talk to you about something?

91 INT. PLASTIC PRISON - SECURITY CHECKPOINT - DAY

91

TWO GUARDS stand in the room by the door to the catwalk.  
LAURIO enters carrying a tray of food.

GUARD 1

What's that on your face, Mitch?

LAURIO

Sa-tisfaction.

The Guard grimaces at the thought of it, and opens the door.

GUARD 1

You're clear.

92 INT. PLASTIC PRISON - SAME TIME

92

Magneto angrily paces back and forth -- thinking about Charles. He stops and looks at Laurio...curiously.

LAURIO (O.S.)

Have a nice sleep, Lensherr?

Laurio enters and puts the food on a table. His smile becomes a scowl when he sees Magneto staring at him.

MAGNETO

There's something different about you,  
Mr. Laurio.

LAURIO

Yeah, I was actually having a good day.

Magneto paces around Laurio like a hungry animal.

MAGNETO

No, no... It's not that.

LAURIO

Sit down. You know the drill.

Magneto stops in front of Laurio, stares at him.

MAGNETO

No.

Laurio withdraws his BILLY CLUB.

LAURIO

Sit your ass down or I'll --

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92

CONTINUED:

92

Magneto holds up a hand. Laurio FREEZES AND DROPS THE CLUB.

MAGNETO

What could it be?

Laurio is slowly lifted off his feet, hovering a few inches above the ground. Terrified.

LAURIO

What's happening --

MAGNETO

Ahh. There it is.

Magneto slashes his hand in a sharp gesture and A FINE MIST OF BLOOD BURSTS FROM LAURIO'S ENTIRE BODY.

MAGNETO (CONT'D)

Too much iron in your blood.

The red cloud falls away, leaving THE ULTRA-FINE PARTICLES OF METAL hovering in the air.

Magneto SQUEEZES his hand into a fist, and the metal COMPRESSES into 3 MARBLE-SIZED BALLS. Drops of blood ooze from each. They begin to move, ORBITING over Magneto's palm.

MAGNETO (CONT'D)

Mr. Laurio, never trust a beautiful woman. Especially one that is interested in you.

Laurio slumps to the ground. THE BALLS smash through the plastic wall. ALARMS RING.

Faster than the eye can see, the balls WHIZ THROUGH THE CELL, shattering the walls and security cameras. The cage holding the world's most dangerous mutant swiftly falls apart.

93

INT. PLASTIC PRISON - SECURITY CHECKPOINT - SAME TIME

93

The alarm blares. Lights flash. Guards panic.

GUARD 1 hits a button and the catwalk begins to retract from Magneto's cell. As it retracts, the clear plastic door slides down over the entrance.

94

INT. PLASTIC PRISON - SAME TIME

94

Magneto watches the catwalk pull away, revealing the chasm below. He smiles.

(CONTINUED)

94 CONTINUED:

94

One of the balls glides to his feet and FLATTENS to become a large, thin, SILVER DISK. He steps on top of it, hovering over the chasm. As the other two balls orbit around him, Magneto FLOATS ACROSS the abyss, towards the plastic door on the other side. The guards behind it run for their lives.

Magneto's eyes narrow. The two balls orbiting around him suddenly shoot forward and shatter the door.

95 INT. DRAKE HOUSE - LIVING ROOM - DAY

95

THE DRAKE FAMILY sits across from LOGAN and the X-KIDS. Ronny stares at the floor, unable to look at his brother. It's silent. A clock TICKS. Finally...

MADELINE

(nervously, to Bobby)

So... when did you first know... that you were a... um...

Madeline can't bring herself to use the word...

PYRO

A mutant?

...and she doesn't like hearing it either.

STEVEN

You have to understand, we thought Bobby was going to a school for the gifted.

ROGUE

Bobby is gifted.

STEVEN

We know that. We just didn't realize that he was...

Madeline is on the verge of tears.

MADELINE

We still love you, Bobby. It's just that... the mutant problem is very complicated,

LOGAN

(offended)

What mutant problem?

(CONTINUED)

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95 CONTINUED:

95

STEVEN

(flip)

And what are you a professor of, Mr.  
Logan?

LOGAN

Art.

(beat)

And it's just Logan.

The air thick with tension, Rogue tries to lighten the mood.

ROGUE

You should see what Bobby can do.

The Drakes look at Bobby. He reaches across the table, and they FLINCH, pulling back. Bobby smiles. He takes Logan's beer bottle.

He lifts it up, holding it over the FAMILY CAT. Starts to pour the beer out.

MADELINE

BOBBY!

...and just before it hits the cat, THE STREAM OF BEER FREEZES SOLID. The cat lifts up and gently licks it.

Steven is amused, almost proud... Madeline is not amused. Neither is Ronny.

BOBBY

I can do a lot more than that.

RONNY gets up and storms upstairs.

MADELINE

Ronny!

On the balcony above the living room, we see him storm towards his room. The door SLAMS SHUT, reading: "RONNY'S ROOM. STAY THE F\*\*K OUT."

Downstairs, Madeline is flustered.

96 INT. DRAKE HOUSE - RONNY'S ROOM - MOMENTS LATER

96

Ronny stares at Logan's BLOODY T-SHIRT on the floor. The TV blares in the background.

ON TELEVISION: A REPORTER stands at a police barricade.

(CONTINUED)

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CONTINUED:

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96

REPORTER

...in the wake of the assassination attempt on President McKenna, just weeks before his State of the Union Address, there are unconfirmed reports of a raid on an underground mutant organization based in Westchester, New York.

Ronny suddenly turns his attention to the television.

REPORTER (CONT'D)

Authorities refuse to comment, but the surrounding area has been evacuated, and a manhunt for several fugitives from the facility is underway...

Ronny quietly thinks, looks at Logan's bloody shirt... and picks up the phone.

97 INT. DRAKE HOUSE - LIVING ROOM - SAME TIME

97

Logan walks back from the kitchen with a FRESH BEER. He sits down next to Rogue.

MADELINE

Oh God, this is all my fault.

PYRO

Actually, they've discovered that males are the ones who carry mutant genes and pass them onto --

ROGUE JABS PYRO with her elbow.

MADELINE

(to the others)

And you... you're all "gifted"?

They nod. Madeline tries to put on a happy face.

MADELINE (CONT'D)

(to Bobby)

Have you tried... not to be a mutant?

Bobby sighs, just as THE COMMUNICATION DEVICE BEEPS. The others stare as Rogue pulls it from her pocket. Logan grabs it and gets up.

LOGAN

That's probably for me.

Logan exits through SLIDING GLASS DOORS.

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98 EXT. DRAKE HOUSE - BACKYARD - MOMENTS LATER

98

Logan turns the COM DEVICE on.

LOGAN  
Professor?

JEAN GREY (ON COM DEVICE)  
Logan, thank God...

Logan's face lights up.

99 INT. X-JET - SAME TIME

99

Storm and Jean are in the cockpit. Nightcrawler is behind them, gawking out the window.

JEAN GREY  
...we couldn't reach anyone at the  
Mansion.

LOGAN (ON SPEAKERS)  
No one's left, Jean. Soldiers came...  
they took some of the kids. I'll explain  
when you pick us up.

JEAN GREY  
(looking at Storm)  
We also haven't been able to reach the  
Professor or Scott.

100 EXT. DRAKE HOUSE - BACKYARD - DAY

100

Logan angrily paces back and forth.

STORM (ON COM DEVICE)  
Where are you?

LOGAN  
Boston, with Bobby Drake's family.

STORM (ON COM DEVICE)  
Alright, we're on our way.

LOGAN  
And Storm?

Logan looks towards the family room.

LOGAN (CONT'D)  
Make it fast.

(CONTINUED)

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100 CONTINUED:

100

He shuts the device off, and steps towards the sliding glass doors. Logan slides them open... and STOPS. Sniffing.

He slides the doors closed again, and sees it: the REFLECTION of PEOPLE CREEPING UP BEHIND HIM. Logan BOLTS inside.

101 INT. DRAKE HOUSE - LIVING ROOM

101

Logan bursts inside. The family looks up at him, startled.

LOGAN

We have to go, now.

ROGUE

Why?

LOGAN

NOW.

The kids look at him, apprehensive. He's serious.

102 EXT. DRAKE HOUSE - FRONT PORCH - MOMENTS LATER

102

Logan, Pyro, Bobby, and Rogue exit in a hurry.

ROGUE

Logan, what's going on?

Just as they STEP OUT onto the front porch... CLICK!

TWO COPS step from each side of the porch, and COCK THEIR GUNS -- both pointed towards Logan and the kids. SNIKT! Logan's claws come out. They freeze, seeing A DOZEN COPS covering the cul-de-sac in front of the house.

BOBBY

(under his breath)

Ronny.

103 INT. DRAKE HOUSE - RONNY'S ROOM - SAME TIME

103

Ronny stares out the window at the situation.

104 EXT. DRAKE HOUSE - FRONT PORCH - SAME TIME

104

COP 1

GET DOWN ON THE GROUND. WE DON'T WANT ANY TROUBLE.

The cops silently advance towards them.

(CONTINUED)

104 CONTINUED:

104

LOGAN

What's going on here?

Bobby and Rogue are scared to death -- Pyro pensively FLICKS his lighter open and closed... open and closed.

SWAT COP 1

Put down the knives. Slowly.

LOGAN

This is just a misunderstanding.

**IN THE WINDOW**

Bobby's mother and father stand, frozen -- staring out the window. Bobby looks at them, but there's nothing they can do.

SWAT COP 1

DROP THE KNIVES, AND PUT YOUR PALMS ON THE GROUND. NOW.

LOGAN

(getting enraged)  
YOU DON'T UNDERSTAND.

He quickly turns-- BANG!

LOGAN IS SHOT IN THE HEAD, and he goes down.

Rogue SCREAMS. The kids stare, DEVASTATED. PYRO looks back at the officer, who's gun is STILL SMOKING. The other cops step forward.

**THROUGHOUT THE NEIGHBORHOOD** People gather onto the scene.

**ON THE PORCH**

The kids see THREE COPS advancing from the side, guns raised.

ROGUE and BOBBY slowly start to kneel, hands behind their heads... BUT NOT PYRO. He remains standing. He flicks his LIGHTER -- faster and faster.

SWAT COP 2

We don't wanna hurt you, kid.

PYRO

(defiant; to the cops)  
You know all those dangerous mutants you hear about on the news?

(CONTINUED)

104 CONTINUED: (2)

104

Rogue and Bobby look at Pyro. On the ground, Logan's face starts to HEAL.

PYRO (CONT'D)  
I'm the worst one.

Pyro lowers his head, and:

FLICKS THE LIGHTER -- a flame hovers above his palm, then quickly shoots into STREAMS OF FIRE -- one to the RIGHT, one to the LEFT -- one racing BEHIND HIM, through the house...  
...out the back door...blasting over cops in the backyard.

**OUTSIDE THE COLUMNS OF FIRE**

We PAN ACROSS THE COPS' FACES -- shocked, outgunned. They dive for cover, running from the expanding flames.

CLOSE ON: PYRO, as he NARROWS HIS EYES. STREAKS OF FLAMES sneak underneath four cop cars -- towards the GAS PIPES...

**FROM HIGH ABOVE**

COLUMNS OF FIRE RUSH OUTWARD IN EVERY DIRECTION, covering the cars, burning the ground, igniting TREES. The cops duck, hair singed. BOOM! THE CARS EXPLODE -- two overturn -- two are THROWN skyward.

PUSH IN ON PYRO: Sweating hard -- living the moment -- He will never be the same again.

ANGLE ON: LOGAN, on the ground. The BULLET DISLODGES ITSELF, from the wound and falls to the ground. Logan opens his eyes, as his flesh begins to heal.

Suddenly, a COP sees a white pellet hit the ground. It's quickly followed by another... and another... It's a HAILSTORM, followed by WIND and RAIN.

PYRO'S FLAMES are quickly extinguished. Logan stands up.

ANGLE ON: Rogue, Pyro, Logan and Bobby, watching the X-JET descend from dark clouds. It hovers above the yard.

THE RAMP LOWERS, revealing STORM. Eyes white.

STORM  
Get in.

While the cops are pinned down by the weather, Logan and the kids escape through the hail. The ramp raises.

105 INT. X-JET - CONTINUOUS

105

Logan and the kids quickly strap themselves into seats. Storm heads to the cockpit.

## IN THE COCKPIT

Jean turns and sees Logan. She smiles. He winks. NIGHTCRAWLER pops up from behind a chair. THE KIDS SCREAM.

NIGHTCRAWLER  
Guten Morgan.

LOGAN  
Guten Abend. Who the hell are you?

NIGHTCRAWLER  
(flamboyantly)  
Kurt Wagner, but in the Munich circus I  
was known as "The Incredible--"

LOGAN  
Save it. /Storm?

STORM  
We're out of here.

STORM pulls on the stick and they lift off.

106 EXT. SUBURBAN STREET - COURTYARD - SAME TIME

106

Cops and residents watch in awe as the Jet roars away.

LEAD COP (INTO RADIO)  
Patch me through to the State Department.

107 INT. STRYKER'S BASE - LATER THAT DAY

107

Xavier and Mutant 143 stare deeply into each other's eyes.

Xavier's NEURAL INHIBITOR BUZZES wildly -- something happening in his mind. He grits his teeth, bearing the pain.

Then, 143 moves. His hands slowly reach for Xavier's throat, as if to choke him. The Professor doesn't move, he continues to stare deep into 143's BLUE AND GREEN eyes. The Inhibitor continues to BUZZ. Xavier grips his chair, straining...

XAVIER  
(mumbling)  
A little closer...

MUTANT 143  
(mumbling)  
A little closer...

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107 CONTINUED:

107

Mutant 143 tenderly LIFTS the Inhibitor from Xavier's head. Both Xavier and 143 EXHALE with relief, the pain now gone.

XAVIER

(mumbling)

Thank you, Jason.

MUTANT 143

(mumbling)

Thank you, Jason.

Xavier reaches up and caresses 143's cheek, releasing him. 143 relaxes, his face once again a blank slate.

108 INT. STRYKER'S BASE - OUTSIDE XAVIER'S CELL - EVENING

108

Two soldiers, LYMAN and MOSS stand outside Xavier's cell.

XAVIER (V.O.)

(whispering)

Mr. Lyman...

Lyman cocks his head, listening. His eyes fall into a trance.

MOSS

Dave? You alright?

XAVIER (V.O.)

Would you please open the door, Mr. Lyman?

Moss suddenly falls into the same trance. He stands, frozen. Lyman turns and slides a SECURITY CARD through a slot. The door slides open, revealing Xavier on the other side.

XAVIER (CONT'D)

Tell me, what is the quickest way out of here?

LYMAN

The helicopter.

XAVIER

And can either of you fly a helicopter?

MOSS

No.

LYMAN

No.

Xavier smiles at Lyman.

XAVIER (CONT'D)

You'll learn.

As if sleepwalking, Lyman steps behind Xavier's wheelchair and begins to push him into the hall. Moss stares at the wall, frozen.

109 EXT. AIRSPACE - NIGHT

109

THE X-JET speeds through the sky.

110 INT. X-JET - NIGHT

110

Storm and Jean are at the controls. The others sit in the rear, exhausted. Bobby glares at Pyro, who is flicking his LIGHTER on and off... thinking. Nightcrawler is nervously thumbing his rosary. Pyro looks up and smiles at Bobby.

BOBBY

You think it's funny? Let's go set fire to your house next time.

PYRO

Too late.

ROGUE

You almost killed those cops, John.

PYRO

So? Logan would have...

(turns to Logan)

...if he hadn't gotten shot in the head.

Logan stares at the cockpit. Jean turns around and looks at him. He gets up and heads towards the front.

LOGAN

How far are we?

JEAN GREY

We're coming up on the mansion now.

A MONITOR suddenly displays TWO FAST MOVING RED BLIPS.

STORM

We've got two signals, coming in fast.

111 EXT. AIRSPACE - NIGHT

111

TWO F16 FIGHTERS roar through the clouds, coming up behind the X-Jet. They each fire a missile.

112 INT. X-JET - SAME TIME

112

The kids are wide-eyed and alarmed.

BOBBY

Who the hell are these guys??

(CONTINUED)

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112 CONTINUED:

112

STORM  
EVERYBODY HANG ON.

113 EXT. AIRSPACE - SAME TIME

113

THE X-JET BANKS HARD -- and barrel rolls -- just barely dodging the exploding missiles.

The fighter jets are still on their tail.

114 INT. X-JET - SAME TIME

114

The kids are trying not to panic. Nightcrawler climbs into a tight space behind his chair and makes the "sign of the cross". Pyro starts to sweat hard.

LOGAN

Don't we have any weapons in this heap?

Jean glances over to Storm. Storm nods. HER EYES BURN WHITE.

115 EXT. AIRSPACE - SAME TIME

115

RUMBLING DARK CLOUDS begin to form in front of the X-Jet. Lightning flashes. They head straight into the eye of the growing storm, the F16s right behind.

116 EXT. STORM CLOUD - SAME TIME

116

Whispy clouds begin to swirl, faster and faster, twisting into long, thin funnels. One forms, and another, until the sky is filled with a DOZEN ROARING TORNADOS. They writhe like giant serpents, allowing the X-Jet to pass between them.

The F16s aren't as lucky -- they dart and weave, trying to avoid Storm's wrath.

117 INT. F16 - SAME TIME

117

THE FIGHTER PILOT has a lock on the X-Jet. He's about to pull the TRIGGER when --

118 EXT. STORM CLOUD - SAME TIME

118

BOOM! TWO TORNADOS slam into the F16 from above and below. It's yanked up and hurled across the sky, tumbling like a toy. The pilot ejects.

THE REMAINING FIGHTER skillfully swerves around the funnel clouds, still in pursuit.

119 INT. X-JET - SAME TIME

119

Jean and Logan look at the beeping RADAR SCREEN, then nervously to Storm.

PUSH IN ON: Storm -- Getting angrier.

120 EXT. STORM CLOUD - SAME TIME

120

The remaining F16 banks and rolls, avoiding the tornados, quickly gaining on the X-Jet.

Suddenly, the clouds around the F16 begin to swirl... until it's completely encased in a long dark tunnel-- a TORNADO STRETCHING ACROSS THE SKY.

THE F16 begins to roll wildly inside the tornado, losing control-- but manages to fire TWO MORE MISSILES -- just before the tornado bends and hurls the F16 to the ground.

The pilot ejects, but the missiles continue on their warpath, easily passing through the storm.

121 INT. X-JET - SAME TIME

121

Jean stares at the RADAR SCREEN: TWO BLIPS RUSH TOWARDS THEM.

STORM  
Can you stop them?

JEAN GREY  
I'll try.

Jean concentrates hard. Storm yanks the stick back.

122 EXT. AIRSPACE - SAME TIME

122

The X-Jet's wings fold up as it flies FASTER out of the storm, the tornados dissipating.

BOTH MISSILES ROAR TOWARDS THE JET... but suddenly ONE MISSILE begins to wobble...

123 INT. X-JET - SAME TIME

123

Storm stares at the radar-- the blips are getting closer.

STORM (O.S.)  
Jean?

Jean holds her head tightly, concentrating...this isn't easy.

124 EXT. AIRSPACE - SAME TIME

124

CLOSE ON THE MISSILE: It wobbles, a few lights on its surface blink OFF -- it suddenly veers STRAIGHT UP and EXPLODES.

125 INT. X-JET - SAME TIME

125

ANGLE ON: JEAN GREY, using all of her powers trying to stop the remaining missile. Concentrating so hard that EVERYTHING ELSE DROPS OUT. She closes her eyes. The X-men wait...

ON THE RADAR SCREEN the SECOND MISSILE is getting closer...

Jean opens her eyes -- terrified.

JEAN  
(quietly)  
Oh God.

126 EXT. AIRSPACE - SAME TIME

126

BOOOOOM! THE MISSILE EXPLODES-- THE X-JET disappears in a cloud of fire and smoke.

127 INT. X-JET - SAME TIME

127

A LARGE HOLE IS blown in the ROOF OF THE JET. IT DECOMPRESSES -- Everyone's screams are drowned by SHRIEKING WIND.

Rogue is being pulled upward towards the hole -- her gloved hand slowly slipping out of Bobby's... She's SUCKED OUT...

128 EXT. AIRSPACE - SAME TIME

128

...and as she falls, screaming, the jet speeds away high above her. Nightcrawler suddenly APPEARS and GRABS HER. BAMF!

129 INT. X-JET - MOMENTS LATER

129

BAMF! Rogue and Nightcrawler reappear in a haze of smoke, falling to the ground. The X-Men stare at them in awe.

IN THE COCKPIT: Storm and Jean work the controls, trying to stabilize the jet. THROUGH THE WINDSHIELD, the Earth rises to meet them with dizzying speed. Storm strains, trying to pull out of the nosedive.

THE ALTIMETER shows their descent -- 3000 feet, 2500, 2000...

JEAN'S HAND reaches over and grabs Logan's. She turns to him, eyes tearing up. Logan stares back, surprised. The plane is getting LOWER, LOWER. STORM closes her eyes. THIS IS IT.

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129 CONTINUED:

129

NIGHTCRAWLER (O.S.)

Uh, Miss Storm?

Storm turns... Nightcrawler is pointing at the HOLE IN THE ROOF, which is bending and twisting, slowly REPAIRING ITSELF. The screaming wind dies down to a WHISTLE, as the hole CLOSES COMPLETELY.

Then, the falling Jet begins to SLOW. Their speed drops from 80 KNOTS to 70... 60...

Jean stares at the controls, shaking her head. She's just as stunned. 15 KNOTS... 10... 5... The ground is getting closer.

And with a slight jolt... THEY STOP.

The mutants stare at each other, confused and shocked. They look out the WINDSHIELD. BELOW THEM, a quiet road. A BLACK TOWN CAR parked nearby.

130 EXT. ROADWAY - NIGHT

130

THE X-JET HOVERS IN THE AIR, nose down, only fifteen feet off the ground.

MAGNETO stands in front of the Jet, holding it in place with an outstretched hand. Mystique is next to him.

MAGNETO

Ah, it's the X-Men. Right on time.

131 EXT. FOREST CAMP - LATER

131

THE X-JET sits in a clearing bordered on three sides by a high stone cliff. Below it, the small field is scattered with camping equipment -- each tent and sleeping bag marked with the familiar X.

ABOVE THEM deep, thick fog acts as a cover, obscuring any vision of their activities.

Storm is working on the jet's underbelly -- Jean walks down the ramp, seeing Logan. He acknowledges her curiously. She seems noticeably distraught.

LOGAN

How bad is it?

JEAN GREY

We're running fluid through the hydraulics.

(MORE)

(CONTINUED)

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131 CONTINUED:

131

JEAN GREY (CONT'D)  
If the test passes, it'll take four or  
five hours to get off the ground.

LOGAN  
That's not exactly what I meant.

JEAN GREY  
I'm sorry, Logan -- I'm just a little  
worried... about Scott.

A long pause.

LOGAN  
I know.

She puts her arm around Logan, resting her head on his shoulder. Very slowly, their faces draw closer together -- approaching intimacy. But, before they're lips meet...

JEAN GREY  
We're meeting in ten minutes.

She walks away. Logan sighs.

132 EXT. FOREST CLEARING - SAME TIME

132

Mystique sits by the fire. Nightcrawler crouches nearby, eyeing her. She senses him staring, but pays no attention.

NIGHTCRAWLER  
They say you can imitate anybody? Even  
their voice?

Mystique turns her head and SPEAKS IN HIS VOICE:

MYSTIQUE  
Even their voice.

Nightcrawler smiles.

NIGHTCRAWLER  
So why not stay disguised all the time?  
You know... Look like everyone else.

MYSTIQUE  
Because we shouldn't have to.

Nightcrawler grins wide. He likes that answer.

133 EXT. FOREST CAMP - KIDS AREA - SAME TIME

133

Rogue, Bobby and Pyro sit around a bundle of branches. Using Pyro's lighter, Bobby is trying to start a fire... but he can't seem to make the small flame catch.

ROGUE

(to Pyro)

You COULD help, you know.

Pyro sits in the corner, his face turned down and cold.

Bobby leans closer to the pile of sticks and BLOWS... closer... closer... trying to nurse the burning embers.

Suddenly, the small fire ERUPTS INTO A TOWER OF FLAME. Bobby dives back and shoots Pyro a dirty look. Pyro just smiles.

134 EXT. FOREST CAMP - CAMPFIRE - MINUTES LATER

134

Logan, Jean, and Storm are on one side of the campfire, Magneto and Mystique on the other. They stare at each other. The silence redefines uncomfortable.

MAGNETO

His name is William Stryker.

STORM

What does he want?

LOGAN

That's exactly the same question we should be asking Magneto.

Magneto sighs. This is going to be a long night.

LOGAN (CONT'D)

So, what is it? What do you want?

MAGNETO

When Stryker invaded your mansion he stole an essential piece of its hardware.

STORM

Cerebro?

MAGNETO

Charles and I built Cerebro as a tool -- a tool I believed would unite us all. But the good Professor, as with all things -- never truly explored its full potential.

(CONTINUED)

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134 CONTINUED:

134

Jean and Storm listen carefully, but Logan fumes.

MAGNETO (CONT'D)  
In the wrong hands, I fear it could be  
used as a powerful weapon...  
(beat)  
Against mutants...

JEAN GREY  
But Stryker would need the Professor to  
operate it.

MAGNETO  
...which is the only reason why I think  
he's still alive.

Logan glares at Magneto... still suspicious.

135 EXT. FOREST CAMP - KIDS AREA - SAME TIME

135

Pyro stares at the fire, lost in it. Bobby turns to Rogue.

BOBBY  
Can you hear what they're saying?

ROGUE  
They're too quiet.

NIGHTCRAWLER  
(sheepishly)  
I... I can get a closer look.

ROGUE  
How?

BAMF! Nightcrawler disappears in a cloud of smoke. The others  
stare at each other, impressed.

BOBBY  
Nice.

136 EXT. FOREST CAMP - CAMPFIRE - SAME TIME

136

HIGH ABOVE THE GROUP, Nightcrawler hangs upside-down by his  
tail. No one seems to notice.

Logan's in no mood for this debate.

LOGAN  
How would Stryker know where Cerebro  
is... or how it works?

(CONTINUED)

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136 CONTINUED:

136

Magneto pauses. We slowly DRIFT around to his back. In reflex, he lifts an arm and rubs the back of his neck, exposing the CIRCULAR SCAR.

Magneto seems embarrassed, resigned, boiling...

MAGNETO  
Because I told him.

Logan turns around.

MAGNETO (CONT'D)  
Stryker has undeniable methods of...  
persuasion -- even against a mutant as strong as Charles.

STORM  
Please understand if we don't take it all on good faith. But...why do you need us?

MAGNETO  
Stryker has a base he's been operating out of for decades... And I don't know where it is.  
(beat)  
But I suspect one of you might.

Magneto turns to Logan, eyeing him suspiciously.

LOGAN  
Who the hell is this Stryker anyway?

MAGNETO  
Are you sure you don't remember, Logan?  
(beat)  
The metal on your bones carries his signature.

Logan stares -- the realization floods through his body. Magneto looks to Jean -- she looks back to Magneto.

LOGAN  
But the Professor tried...

MAGNETO  
No he didn't. He's always known.

Realization gives way to mistrust... and betrayal. Logan turns to Jean.

(CONTINUED)

136 CONTINUED: (2)

136

JEAN GREY

I can't. If those memories exist, they're buried very deep.

A long moment between the three of them.

LOGAN

Grab a shovel.

137 EXT. FOREST CLEARING - MINUTES LATER

137

Jean sits across from Logan. Nervous, she reaches her hands towards his head. He flinches a little.

JEAN GREY

Relax.

Jean moves towards him and puts her fingers on his temples. His eyes roll back slightly. She concentrates hard.

LOGAN

I hope it's as good as the first time.

PUSH IN ON: JEAN GREY -- she grimaces as blurry FLASHES from Logan's mind flicker in her eyes:

FLASH! -- Logan at a bar, talking to a military officer -- riding in the back of a military truck -- the truck driving past a huge frozen DAM, entering a tunnel from ABOVE GROUND, WHITE SNOW EVERYWHERE -- walking into a medical lab, doctors grouped around a LARGE TANK -- FLASH!

Jean pulls away, exhausted. She nearly falls. Logan's knees buckle, and he sits down. She regains her breath.

JEAN GREY

Stryker's at Alkali Lake.

LOGAN

I was just there. I saw that base.  
Nothing's left.

JEAN GREY

That's because he's under it.

138 EXT. FOREST CLEARING - LATER THAT NIGHT

138

Storm is still fixing the jet. Jean emerges from the underbelly and turns towards her. She sighs.

JEAN GREY

I'll try it again.

(CONTINUED)

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138 CONTINUED:

138

She walks past Rogue, who sleeps next to Bobby, his arm draped across her. Next to them, Pyro sits, angrily watching.

Nightcrawler hangs from a tree by his tail, sleeping.

139 INT. LOGAN'S TENT - MINUTES LATER

139

Logan's eyes spring open as the TENT FLAP quietly slips apart. A FEMALE FIGURE enters.

It's JEAN. She sits on his sleeping bag -- he eyes her curiously, about to speak --

When she presses her finger to his lips: "No". She crawls on top and begins to passionately kiss him. He kisses back, sliding his hand under her shirt, when --

SNIKT! Logan's claws press against Jean's jugular.

CLOSE ON: Logan's HAND, his fingers on THREE CLAW-SCARS on her abdomen. He looks at her. She looks back and smiles -- her eyes turn yellow as SHE TRANSFORMS INTO MYSTIQUE. Her mouth travels languidly to his ear.

MYSTIQUE

No one ever left a scar quite like you.

LOGAN

What do you want, an apology?

MYSTIQUE

You know what I want.

Mystique bites his ear, hard and sexy. She sits up.

MYSTIQUE (CONT'D)

But, what do you want?

...and SHE SUDDENLY TRANSFORMS: From MYSTIQUE to STORM -- to GRACE -- to (with a smile) ROGUE -- finally back to JEAN...

Logan throws her to the ground.

MYSTIQUE (CONT'D)

What do you really want?

And then, she FLASHES... STRYKER.

LOGAN

I want you to get out.

She sneers, SNAPS back to MYSTIQUE, and leaves.

(CONTINUED)

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139 CONTINUED:

139

PUSH IN ON LOGAN'S FACE, as we dissolve into the ROAR of...

140 EXT. FOREST CAMP - THE NEXT MORNING

140

...THE X-JET lifting off into the orange morning sky.

141 INT. X-JET - SAME TIME

141

Rogue, Bobby, and Nightcrawler are watching Logan and Storm suit-up into BATTLE UNIFORMS, attaching SMALL BLACK RADIOS to their ears.

BOBBY

Where's ours?

LOGAN

On order. Should arrive in a few years.

STORM

(gently)

Rogue, come here.

Rogue moves towards the controls -- Bobby follows. Storm points appropriately to controls and displays:

STORM (CONT'D)

After we touch down and go in, you're in charge. If something happens to us... Use the ascension control to get the plane off the ground -- Do NOT try to control the plane while it's in the air. The auto-navigation system will fly you home.

BOBBY

Then what?

LOGAN

(entering the cockpit)

You've all got superpowers. Figure it out.

IN THE BACK OF THE JET, Magneto sits across from Pyro -- Magneto holds his HELMET in his lap. Pyro stares at him.

PYRO

They say you're the bad guy.

MAGNETO

(slightly grinning)

Is that what they say?

(CONTINUED)

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141 CONTINUED:

141

PYRO

(eyeing the helmet)  
That's a dorky looking helmet. What's it  
for?

Magneto sizes up Pyro.

MAGNETO

This dorky looking helmet is the only  
thing that's going to protect me... from  
the real bad guy.

(beat)

What's your name?

PYRO

John.

MAGNETO

What's your real name, John?

Pyro thinks for a moment. Nervous, he flicks his lighter open  
and begins to PLAY WITH A SMALL FLAME -- like in the museum.

PYRO

Pyro.

MAGNETO

That's quite a talent you have, Pyro.

PYRO

I can only manipulate it. I can't make  
it.

MAGNETO

You are a God among insects. Don't let  
anyone tell you otherwise.

PUSH IN ON PYRO -- the voice in front of him finally matching  
the ever-present voice in his head.

142 INT. STRYKER'S BASE - CONTROL ROOM - LATER

142

Stryker sits on the edge of a chair, bouncing a BASEBALL  
against the wall. Catching and bouncing... Anne begins to  
turn on MONITORS, ONE BY ONE. Each displaying a SHOT of  
Xavier's children in captivity.

ANNE REYNOLDS

Why keep the children here, if they're  
just going to die?

(CONTINUED)

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142 CONTINUED:

142

STRYKER

Why? So we can make sure that it's working.

143 EXT. XAVIER'S MANSION - FRONT LAWN - LATER

143

A HELICOPTER LANDS in the front yard of the mansion. Lyman emerges, and lowers Xavier to the ground.

LYMAN

This is your home?

Xavier looks around.

XAVIER

Yes. It is.

(then)

Mr. Lyman, would you please stay here and alert me if anyone shows up?

LYMAN

Of course.

As Lyman climbs back into the helicopter, Xavier wheels himself into the demolished entrance.

144 EXT. SKIES ABOVE ALKALI LAKE - AFTERNOON

144

THE X-JET circles high above. ANGLE ON: A SMALL CAMERA emerges from the BELLY, scanning.

145 INT. X-JET - NEAR THE COCKPIT - SAME TIME

145

LOGAN, JEAN, and STORM gather around a floating 3D HOLOGRAM that shows a photographic TERRAIN MAP of the landscape. MAGNETO and MYSTIQUE also observe, but keep to the back.

Logan looks intensely at it. The DAM, SPILLWAY TUNNELS, and ALKALI BASE are all visible. From the naked eye, nothing but snow covers the base and dam. Jean clicks a button...

JEAN GREY

This is a topographic map of the area...

...and the holographic map suddenly changes into a CRYSTAL-RED, with varying degrees of PINK and WHITE MARKS that represent repetitive impact over time.

JEAN GREY (CONT'D)

...and here are the recent density changes. The lighter the mark, the heavier the activity.

(CONTINUED)

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145 CONTINUED:

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145

We see a series of WHITE LINES come out of THE RIGHT SPILLWAY TUNNEL. The lines look like HUNDREDS OF TIRE TRACKS. Logan shakes his head with a sly smile.

LOGAN

That's the entrance.

Jean changes the map ONCE again -- it turns CRYSTAL BLUE, with varying degrees of white and blue -- WATER ACTIVITY. The entrance tunnel and spillway are all deep blue.

JEAN GREY

This shows the depth of the ice that covers the ground -- water activity.

STORM

(pointing)

If we all go in here, he could flood the spillway.

JEAN GREY

(to Nightcrawler)

Can you teleport inside?

NIGHTCRAWLER

(shakes his head "no")

I have to be able to see where I'm going - - otherwise I could wind up inside a wall.

Long pause.

LOGAN

I have an idea.

Magneto eyes him -- a plan brewing...

146 EXT. DAM - SPILLWAY CORRIDOR - LATER

146

Logan walks alone down the SPILLWAY CORRIDOR. He comes upon the RUN-OFF TUNNELS, and peers into the one on the right. No sign of water. He cautiously proceeds inside. He yells:

LOGAN

Stryker!

It ECHOES through the massive tunnel.

LOGAN (CONT'D)

IT'S ME. WOLVERINE!

He walks further into the tunnel -- still, no signs of water.

(CONTINUED)

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146 CONTINUED:

146

ABOVE HIM: A small VIDEO CAMERA in the shadows watches Logan approaching.

147 INT. STRYKER'S BASE - CONTROL ROOM - SAME TIME

147

WILKINS, a bored guard, looks up to see: LOGAN on one of the monitors. Anne looks over his shoulder.

WILKINS

What do you want me to do?

ANNE REYNOLDS

Flood it.

Wilkins reaches for a button and is about to press it, when:

STRYKER (O.S.)

Wait.

Stryker peers over their shoulders and smiles.

STRYKER (CONT'D)

Is he alone?

WILKINS

Yes, sir.

Wilkins has his hand on the button. Stryker pauses, thinking.

STRYKER

(to Anne)

Send a team, and bring him to me in the north corridor. Carefully.

148 INT. SPILLWAY TUNNEL - MOMENTS LATER

148

Logan walks cautiously through the tunnel.

In front of him, A SECTION OF THE WALL OPENS and THREE SOLDIERS emerge, rifles up.

BEHIND HIM, another wall opens and three more soldiers appear. Logan is surrounded.

SOLDIER

DON'T MOVE! HANDS IN THE AIR!

Oddly, Logan obeys.

149 INT. STRYKER'S BASE - NORTH CORRIDOR - MOMENTS LATER

149

Logan is led down a corridor by Anne and the soldiers, arms and feet shackled, guns to his head. Stryker waits for them at the end. As he approaches Logan, staring him closely in the eyes, the cocky grin on his face suddenly fades.

STRYKER

Who do you think you're looking at?

Anne looks puzzled.

ANNE REYNOLDS

Sir?

STRYKER

(to Logan)

You do such a good impression on video,  
but in person...

He lifts a GUN to Logan's head, finger on the trigger...

...when LOGAN quickly transforms into MYSTIQUE. Her arms, now thinner, slip from the shackles -- as do her legs and feet. She wraps the shackles around Stryker's gun, rips it away, knocks him into the wall.

Instantly, TWO GUARDS FIRE - she ducks - and the guards shoot each other... As she HANDSPRINGS FORWARD...

Anne whips out a pistol -- but Mystique hits her arm as SHE FIRES -- BOOM! The bullet pierces a nearby PIPE.

STEAM SHOOTS OUT, filling the corridor.

Stryker stands and tries to see through the steam. Mystique is gone. Stryker storms off. A guard follows.

150 INT. STRYKER'S BASE - CONTROL ROOM - MOMENTS LATER

150

ALARMS BLARE. Wilkins, the only guard left in the control room, nearly leaps out of his chair and begins scanning the monitors.

ON THE MONITORS: Stryker walks quickly through the hallway, followed by the GUARD.

WILKINS

What the...

The DOOR opens. Stryker and the GUARD enter.

(CONTINUED)

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150 CONTINUED:

150

STRYKER  
Seal the room!

Wilkins quickly does as he's told, pressing buttons. HUGE DOORS SLAM SHUT on the monitors.

WILKINS  
What's happening?

STRYKER  
We have a metamorph loose. She could be anybody.

WILKINS  
Anybody?

WHAM! Stryker hits Wilkins across the back of the head. He slumps onto the floor. PAN back to reveal Stryker has become Mystique. WHAM! She spin kicks the guard -- knocking him out.

She takes his seat and fastens a small headset to her ear. She presses some buttons and pulls up a MAP of the base.

MYSTIQUE  
(into headset)  
I'm in.

151 EXT. SPILLWAY CORRIDOR - SAME TIME

151

Magneto, Logan, Jean, Storm, and Nightcrawler stand high above the spillway corridor. Magneto smiles, proudly.

LOGAN  
She's good.

MAGNETO  
You have no idea.

They climb down the ladder into the spillway.

152 INT. STRYKER'S BASE - CONTROL ROOM FOYER - SAME TIME

152

The REAL Stryker stands outside the massive control room door with Anne. He pushes a button to open it. It doesn't budge.

He tries again. No use. He slams the door with his hand.

ANNE REYNOLDS  
The door is twenty inches thick, sir.

Anne nervously watches Stryker losing his cool.

(CONTINUED)

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152 CONTINUED:

152

STRYKER

(under his breath)

Yes. But she's in there... she's in there  
and I'M OUT HERE!

LYMAN walks up to them.

LYMAN

Sir, she's opened the main entrance. More  
mutants have entered the base.

STRYKER

Can we flood the spillway?

LYMAN

Everything's controlled from inside the  
room.

STRYKER

Get the machine here, drill a hole  
through this door, and kill whoever's  
inside. I DON'T CARE WHO THEY LOOK LIKE.

Stryker exhales. He turns to Anne. Makes a decision.

STRYKER (CONT'D)

They can't stop anything. In twenty  
minutes they'll all be on their knees.

(they start walking)

Evacuate the men and let loose our new  
recruit. Set the charges, and meet me in  
Augmentation.

(beat)

I'll have my final chat with 143 -- then  
we're leaving.

153 INT. XAVIER'S MANSION - DAY

153

Xavier slowly wheels through a hall. A CRY catches his  
attention. It's coming from a nearby wall.

CLOSE ON THE WALL as Xavier presses a panel. It slides back,  
revealing A LITTLE GIRL crouched inside a hidden stairwell.

She looks up at him, tears in her eyes.

LITTLE GIRL

Are they gone?

Xavier smiles warmly and nods.

(CONTINUED)

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153 CONTINUED:

153

XAVIER

Yes. Where are all the others?

She shrugs.

XAVIER (CONT'D)

Then I guess we'll have to find them,  
won't we?

He holds out his hand. The girl takes it and stands.

154 INT. XAVIER'S MANSION - CEREBRO HALLWAY - MOMENTS LATER

154

Xavier wheels towards the UNDAMAGED Cerebro DOOR.

He approaches the RETINAL SCANNER, pausing in front of it. He turns and smiles at the Little Girl, who smiles back.

The doorway scans Xavier's eyes and opens.

LITTLE GIRL

Don't leave me alone, please.

XAVIER

Okay... you can come inside.

Xavier wheels inside, followed by the little girl.

155 INT. XAVIER'S MANSION - CEREBRO - CONTINUOUS

155

Xavier enters, heading down the long platform, finally stopping at the end.

BEHIND XAVIER -- the girl walks in and smiles, her blue eyes full of anticipation. She walks to the front of the platform.

As Xavier turns away from the girl, we slowly ROTATE around him, and SOMETHING HAPPENS --

In every direction that he doesn't face, the room SLOWLY DISINTEGRATES into something darker -- something sinister -- the little girl reveals herself as MUTANT 143.

We TRACK AROUND HIM to REVEAL: DARK CEREBRO -- a dirty, bastardized, RE-CREATION of CEREBRO built by Stryker.

Xavier looks back and the GIANT CEREBRO DOOR slams SHUT. The little girl stands at the end of the platform and smiles.

156 INT. STRYKER'S BASE - CONTROL ROOM - SAME TIME

156

Mystique flicks on a SERIES OF SECURITY MONITORS.

(CONTINUED)

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156 CONTINUED:

156

ANGLE ON: A monitor, displaying XAVIER'S CHILDREN locked in their cages. Mystique's focus is sidetracked by the image.

BOOM! Something BIG hits the door. She turns.

157 INT. STRYKER'S BASE - CONTROL ROOM FOYER - SAME TIME

157

The JAWS-OF-LIFE-LIKE MACHINE is attached to the door -- a series of DRILLING DEVICES on its arms go to work.

Behind it, TWO GUARDS outfitted like the ones who attacked the mansion, hold automatic rifles aimed and ready.

158 INT. STRYKER'S BASE - AUGMENTATION ROOM - MOMENTS LATER

158

Anne walks by a figure who lays face down on a medical table.

She removes the pipette and DRIPS the YELLOW LIQUID onto the back of his neck. It bubbles and sinks into his skin, creating the now familiar ROUND SCAR.

It's CYCLOPS. TOAD emerges from the shadows, holding something. He hands it to her... IT'S CYCLOPS' VISOR.

159 INT. STRYKER'S BASE - HALLWAY OUTSIDE DARK CEREBRO

159

Stryker walks across a platform, towards a doorway, that connects to:

A HUGE SPHERE suspended in a massive cave. The exoskeleton of DARK CEREBRO is a complex lattice-work of circuitry and metal. At the moment, it is dormant, dark, and still. The door opens and Stryker steps inside.

160 INT. STRYKER'S BASE - DARK CEREBRO - CONTINUOUS

160

PULL BACK TO REVEAL: Charles Xavier sits, paralyzed, on a platform, wearing the CEREBRO HELMET. In front of him -- at the end of the platform, sits Mutant 143.

All this time, Xavier's escape, the return to the mansion, was an illusion created by 143 -- designed to get him to activate Dark Cerebro.

Stryker walks down the platform, past Xavier. He bends down, and starts to WHISPER in 143's ear.

161 INT. XAVIER'S MANSION - CEREBRO - THE ILLUSION

161

The little girl walks down the platform and approaches Xavier -- begins to WHISPER in his ear.

(CONTINUED)

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161 CONTINUED:

161

LITTLE GIRL  
It's time to find our friends.

162 INT. STRYKER'S BASE - DARK CEREBRO - SAME TIME 162

Stryker continues to WHISPER to 143.

163 INT. XAVIER'S MANSION - CEREBRO - THE ILLUSION 163

LITTLE GIRL  
ALL of them. We have to find ALL of the mutants. Everywhere.

Xavier nods, understanding, and starts to PUSH BUTTONS.

164 INT. STRYKER'S BASE - DARK CEREBRO - SAME TIME 164

Casually, Stryker bends down and utters one last command:

STRYKER  
Now, make me proud.

Stryker touches him warmly on the back, turns, and walks out.  
THE DOOR CLOSES.

CLOSE ON: Mutant 143, as GREEN and BLUE EYES begin to RAPIDLY DILATE.

165 INT. XAVIER'S MANSION - CEREBRO - THE ILLUSION 165

Xavier finishes what he needs, and looks up at the girl.

XAVIER  
Just -- Don't move.

He leans forward and picks up the CEREBRO HELMET.

The walls FALL AWAY with the CEREBRO EFFECT. In seconds Xavier is SITTING INSIDE A GIANT PROJECTION OF THE EARTH -- spinning slowly.

Just like before, dotted across the entire landscape -- across all the continents are SPARKLING RED LIGHTS, REPRESENTING THE MUTANTS OF THE WORLD.

166 INT. STRYKER'S BASE - OUTSIDE DARK CEREBRO - SAME TIME 166

Stryker walks away from Dark Cerebro. Behind him, the GIANT SPHERE BEGINS TO SLOWLY ROTATE.

A LOW THROBBING HUM starts to ECHO, getting faster and louder. *Dark Cerebro is warming up...*

167 INT. STRYKER'S BASE - FILTRATION ROOM - SAME TIME

167

Anne Reynolds is inside the huge FILTRATION ROOM. A wet maze of generators under the dam. She sets a small CHARGE on the base of one of the power generators. The charge blinks.

PULL BACK TO REVEAL: 4 MORE BLINKING CHARGES placed on each of the generators...each one counting down.

168 INT. STRYKER'S BASE - CONTROL ROOM - SAME TIME

168

Mystique watches the X-Men on a monitor coming down a hallway. She pushes a button and the monitor switches to A MAP OF THE BASE.

She looks to the door -- it begins to CRACK with the pressure as the machine continues to rip through it's layers. Not much time...

She looks around -- there's nowhere to go.

CRASH! THE ENTIRE DOOR RIPS OFF -- the machine is scattered on the ground, DESTROYED -- revealing MAGNETO and THE X-MEN. Behind them are the TWO GUARDS -- guns floating in the air, pointing to their heads.

Magneto steps over the mangled remnants of the machine. He turns back to the guards.

MAGNETO

Scurry.

The soldiers run off, their rifles turning to follow them. After a second, the guns drop.

MYSTIQUE

Eric.

They listen as the room is filled by a DEEP THROBBING HUM.

LOGAN

What's that sound?

JEAN GREY

It's Cerebro. The Professor is close.

Magneto looks at Mystique.

MAGNETO

Have you found it?

Mystique nods, eyeing a POWER GRID.

(CONTINUED)

168 CONTINUED:

168

MYSTIQUE

A large portion of the energy from the  
dam has been diverted...

(pointing at the grid)  
...to this chamber.

They are all staring at the grid... all, but Logan. He's too  
busy staring at another monitor, which shows STRYKER quickly  
walking through a corridor.

MAGNETO

(glancing at Mystique)  
Come. We have little time.

Jean stops them.

JEAN GREY

Not without us.

Mystique's eyes travel to the image of the CHILDREN on a  
monitor. Storm looks at the monitor.

STORM

It's the children. I'll get them. Kurt,  
will you come with me?

Kurt nods. Jean glances around the room, realizes...

JEAN GREY

Wait. Where's Logan?

Magneto and Mystique wait impatiently by the door.

MAGNETO

Logan's gone after his own prize. There's  
no time to wait for him.

They begin to leave the control room. Storm eyes Magneto  
cautiously, turns to Jean.

JEAN GREY

I'll be alright.

(beat)

Take the kids through the spillway, and  
meet us at the Jet.

169 INT. STRYKER'S BASE - MAIN CORRIDOR - SAME TIME

169

Logan races down a hallway, hunting for Stryker.

170 INT. STRYKER'S BASE - DARK CEREBRO - SAME TIME

170

Above Xavier and 143, the huge GLOBE rotates slowly, illuminated by the RED LIGHTS.

PUSH IN ON: Xavier -- his face comatose and despondent.

PUSH IN ON: Mutant 143 -- his eyes dilating -- stare coldly focused on Xavier.

171 INT. XAVIER'S MANSION - CEREBRO - THE ILLUSION

171

Xavier looks puzzled. He looks at the Little Girl.

XAVIER

That's odd. I can't seem to focus in on anyone.

LITTLE GIRL

Maybe you have to increase the signal.

Xavier turns a dial, concentrating. ABOVE HIM, the red lights INTENSIFY, and the heavy DRONE gets louder.

172 INT. STRYKER'S BASE - CONTAINMENT HALL - MOMENTS LATER

172

A LARGE DOOR OPENS. Storm and Nightcrawler step into the CONTAINMENT ROOM, gawking.

WIDE ON THE ROOM to reveal: A MASSIVE OPEN CYLINDER -- 150 feet in diameter. Above them, EIGHT GLASS CAGES swing from chains attached to the ceiling, each holding a different one of Xavier's students.

NIGHTCRAWLER

Mein Gott...

Storm and Nightcrawler start towards a BANK OF SWITCHES, when A FIGURE leaps from high above and lands in front of them.

THE FIGURE, crouched on all fours, crawls into a shaft of light, revealing:

TOAD -- his eyes still black and dilated. He GRINS at Storm and sticks out his tongue, revealing it charred and scarred from their last battle.

NIGHTCRAWLER (CONT'D)

Get the kids.

(she hesitates)

GO!

(CONTINUED)

172 CONTINUED:

172

Storm runs towards the bank of switches. Toad LEAPS towards her, but Nightcrawler JUMPS into the air and SLAMS against him, knocking him away from her.

Toad looks up at the ceiling. He grins and scurries up a massive column in the center of the room. Nightcrawler quickly follows -- racing upward.

**ON THE GROUND**

Storm approaches the large CONTROL BOX. She throws the first switch, and a cage begins to lower. She hits a second switch. SPARKS FLY. The cages stop. Inside, Jones watches, terrified.

**ABOVE**

Toad, chased by Nightcrawler, grabs onto a LARGE, THICK CHAIN and rips it from the ceiling.

It swings down toward Storm...

NIGHTCRAWLER (CONT'D)

Miss Storm!

...SHE LOOKS UP just as it SLAMS into her, knocking her into the center of the room, unconscious.

173 INT. STRYKER'S BASE - MAIN CORRIDOR - SAME TIME

173

Jean, Mystique, and Magneto walk quickly down a long corridor -- Jean in the lead, Mystique and Magneto behind her, staring at each other suspiciously.

MYSTIQUE

It's just ahead.

Jean suddenly shuts her eyes, concentrating.

JEAN GREY

Wait.

Magneto and Mystique look at her, puzzled.

JEAN GREY (CONT'D)

I think it's...

BEHIND THEM, A DOOR begins to rise, revealing A FIGURE silhouetted on the other side. They turn around. Jean squints to see...

CYCLOPS, stepping into the hall.

(CONTINUED)

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173 CONTINUED:

173

JEAN GREY (CONT'D)

Scott!

He doesn't answer. Jean looks closer. Something is...wrong.

CYCLOPS is wearing his visor, but his face is emotionless. ON THE BACK OF HIS NECK is the familiar circular scar.

JEAN GREY (CONT'D)

...Scott?

Scott reaches for his visor and fires an OPTIC BLAST. Mystique ducks, while Jean tackles Magneto to the ground -- the optic blast just barely missing them.

174 INT. X-JET - SAME TIME

174

Rogue, Pyro and Bobby sit in the cockpit, listening to the battle over the radio. They hear AN EXPLOSION... then STATIC.

PYRO

That's it.

Pyro reaches over and HITS a BUTTON. Behind them, the RAMP DESCENDS. They look at him, shocked, as he stands up.

BOBBY

Where do you think you're going?

PYRO

In there. I'm tired of this "kids table" shit. I wanna fight.

BOBBY

You don't have a uniform. You'll freeze before you make it to the spillway.

PYRO

Will I?

ROGUE

John...

John stares at her hard, WINKS, and walks down the ramp. Inside, Rogue turns Bobby and eyes the ASCENSION CONTROL BUTTON.

175 INT. STRYKER'S BASE - MAIN CORRIDOR - SAME TIME

175

CYCLOPS FIRES AGAIN.

(CONTINUED)

175 CONTINUED:

175

Jean concentrates and the FLOOR IS RIPPED UPWARD, blocking his blast like a shield. While Jean tries to reinforce the shield with more pieces of flooring, Magneto stands and turns to Mystique.

## MAGNETO

This is the kind of lover's quarrel we cannot get involved in, my dear.

Mystique smiles and they calmly WALK OFF.

CYCLOPS fires again, knocking the shield down. Jean turns to run, but the DOOR slides shut between her and Magneto. She sees Cyclops approaching, and runs into an adjoining room.

176 INT. STRYKER'S BASE - CONTAINMENT HALL - SAME TIME

176

The children SCREAM as Toad and Nightcrawler fight each other, leaping from cage to cage.

Toad climbs to the top of the room. He looks at A PIN, which connects a cage to a chain. He SMILES and yanks the pin out.

THE CAGE BEGINS TO FALL. Inside the cage, Jubilee SCREAMS.

Nightcrawler sees her. BAMF! He teleports inside the cage, grabs Jubilee, and BAMF! They're gone.

BAMF! He puts Jubilee safely on the ground. The cage comes crashing down next to them.

He looks up to see Toad leap from one cage to another, yanking two more pins. TWO MORE CAGES begin to drop, the kids inside panic.

BAMF! Nightcrawler teleports from one cage to the next, saving the kids before they hit the ground.

## ON THE GROUND

Nightcrawler appears, huffing and puffing -- fatigued. He looks up.

## IN THE RAFTERS

Toad grins wickedly, and disappears in a BLUR of speed and movement. FIVE MORE CAGES, one after another, suddenly begin to drop.

PUSH IN ON NIGHTCRAWLER: As he closes his eyes. BAMF! BAMF! BAMF! BAMF! BAMF!

(CONTINUED)

176 CONTINUED:

176

The silhouette of his movement screams through the space. One by one, the kids safely appear on the ground.

CRASH! CRASH! CRASH! Cages are falling all around Storm's unconscious body.

#### IN THE RAFTERS

TOAD pulls a pin from the last cage. Jones is inside.

BAMF! Nightcrawler appears behind Toad. He wraps his arm around Toad... BAMF! The two of them teleport into Jones' falling cage...

#### INSIDE THE CAGE

...BAMF! Nightcrawler and Toad reappear. Nightcrawler GRABS JONES, and BAMF! They're out, leaving Toad behind, SCREAMING.

#### ON THE GROUND

Nightcrawler and Jones reappear to see the cage FALLING TOWARDS STORM'S BODY. BAMF!

BAMF! She disappears in a cloud of smoke as Toad's cage SMASHES into the ground.

Storm comes to. She and the kids stare in awe at Nightcrawler, who lies on the ground, trying to catch his breath.

JONES  
I...think I have to throw up.

177 INT. STRYKER'S BASE - MAIN CORRIDOR - SAME TIME

177

Stryker walks down a hallway -- a DOZEN SOLDIERS run past him, exiting the base. Stryker opens a door, entering:

178 INT. STRYKER'S BASE - AUGMENTATION ROOM - CONTINUOUS

178

Anne stands, waiting for him. They walks towards a large door at the far end of the room.

STRYKER  
Did you set the charges?

ANNE REYNOLDS  
Of course.

SNIKT! They stop and turn around to see LOGAN -- staring at the charts, diagrams, and torturous medical instruments. Horrified.

(CONTINUED)

178 CONTINUED:

178

Finally, he gazes into a LONG TANK filled with amber liquid -- the SAME KIND OF TANK that fills his memories.

Logan turns and faces them, infuriated. Stryker backs away.

STRYKER  
You know what to do.

She silently nods. Stryker backs through the door and shuts it, leaving Anne and Logan behind.

Anne holds out her arms and spreads her fingers wide. Her hands twitch. Her eyes turn completely black.

DOLLY AROUND ANNE -- revealing A CIRCULAR SCAR on the back of her neck.

BONES CRUNCH AS THE FINGERS ON BOTH OF HER HANDS EXTEND. Logan gawks, as Anne Reynolds shows her TRUE MUTANT FORM. She gracefully holds up long, spindly fingers that taper into RAZOR SHARP ADAMANTIUM CLAWS.

SLASH! She reaches towards him and flicks ONE LONG FINGER. Logan flinches, realizing she cut A SMALL GASH in his cheek.

She smiles. Logan sneers and swipes at her head. She ducks, comes back up and kicks him. He stumbles back.

SHE LEAPS and screeches, swiping with both hands. He blocks her claws with his own. They fight -- adamantium against adamantium. Sparks fly, but hardly in the romantic way.

179 INT. STRYKER'S BASE - ESCAPE TUNNEL - SAME TIME

179

Stryker calmly walks down the long escape tunnel.

180 INT. STRYKER'S BASE - AUGMENTATION ROOM - SAME TIME

180

Anne slashes -- misses -- and hits a cluster power cables in the ceiling. They twist and writhe, small electrical sparks fall to the ground.

Logan tackles her and they crash through a glass wall. X-Rays, diagrams, and equipment shatter. They're a close match but Anne is much faster. Logan is being torn to shreds by her lightning-fast hands.

She spin-kicks -- knocking Logan into the Weapon-X tank. It smashes open. Fluid spills across the floor. He's sprawled on top of the broken tank -- dazed, nearly unconscious. He can't beat her hand-to-hand and knows it.

(CONTINUED)

180 CONTINUED:

180

Logan looks over and sees the severed power cables writhing nearby -- thinks fast...

Anne raises her claws, ready to deliver her final DEATHSTRIKE...

As she swipes, Logan rolls off the tank, grabs the power cables and tosses them to the ground...

ZAP! A SURGE OF ELECTRICITY courses along the floor through the tank fluid -- IT HITS ANNE. She SCREAMS, falls backward into the tank, convulsing and shrieking like an animal -- her claws twitch... and stop.

Logan watches -- as the tank that once gave birth to him, becomes the sarcophagus for Stryker's latest creation.

181 INT. STRYKER'S BASE - FILTRATION ROOM - SAME TIME

181

Jean enters the room. She turns to see CYCLOPS right behind and quickly shuts the heavy metal door.

WHAM! It's blown apart as soon as it closes. Jean ducks, barely avoiding the flying door. As she runs, she doesn't notice the BLINKING CHARGES attached to the generators.

CYCLOPS FIRES AGAIN.

Jean holds up her hand -- and the blast seems to hit an INVISIBLE WALL around her. She strains, using every last bit of strength to hold back his blast.

JEAN GREY  
Scott... don't do this.

Cyclops adjusts his visor and THE BEAM INTENSIFIES... Jean sweats as it starts to push towards her. The blinding light getting so bright that she has to look away...

WHAM! THE BEAM EXPLODES and finally hits her, throwing her back twenty feet to the floor, unconscious. Cyclops looms over Jean. He adjusts his visor and the RED GLOW intensifies, ready to fire, when:

THE LOUD THROBBING HUM of Dark Cerebro fills the room. Cyclops' hand begins to tremble...

182 INT. STRYKER'S BASE - CONTAINMENT HALL - MOMENTS LATER

182

Jones hugs Storm tightly. Storm hugs him back, sighing with exhaustion.

(CONTINUED)

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182 CONTINUED:

182

STORM  
Time to go home.

They start to walk towards the door. Suddenly, the LOW THROBBING HUM of Dark Cerebro echoes through the room. Nightcrawler stops, dizzy. He turns to Storm. The throbbing gets LOUDER.

NIGHTCRAWLER  
Miss Storm...

He stares at Storm in shock. She looks dazed, clutching her head. She falls to the ground, SCREAMING.

All around, the kids drop like flies -- as 143'S SIGNAL HITS THEM -- the deep, resonant DRONING in the background. Nightcrawler moves to help them, but falls to his knees...

183 INT. STRYKER'S BASE - DARK CEREBRO - SAME TIME

183

The world map rotates, a thousand mutant-indicator red lights spinning inside it. Mutant 143's BREATHING becomes HEAVY and ERRATIC. He trembles, SWEATING, eyes DILATING back and FORTH.

The low throbbing HUM gets FASTER and FASTER. Suddenly, A BURST OF LIGHT floods the map. *This is the beginning...*

184 EXT. FOREST CLEARING - MOMENTS LATER

184

Stryker emerges from the UNDERGROUND ESCAPE TUNNEL into a SMALL CLEARING beside the delta of the dam -- the spillway can be seen to the side -- the DAM far in the distance.

There is a large DUAL-ROTOR HELICOPTER resting on a small, inconspicuous helipad. Stryker moves towards it.

185 INT. HELICOPTER - MOMENTS LATER

185

Stryker hops into the helicopter and begins to HIT SWITCHES. The motor starts powering up. He hits a final switch, and THE HEADLIGHTS turn on, just as

A HAND quickly REACHES IN and GRABS him, THROWING Stryker from the helicopter, landing on the snowy ground....

186 EXT. FOREST HELIPAD - CONTINUOUS

186

LOGAN. Stryker opens his mouth to scream -- SNIKT! Logan's claws extend...

And immediately RETRACT as the deep THROBBING of Dark Cerebro hits him. Logan CLUTCHES his head and falls to his knees.

(CONTINUED)

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186 CONTINUED:

186

Stryker sits up, swallows, and grins.

STRYKER  
Wolverine.

Logan weakly grabs onto Stryker's leg.

STRYKER (CONT'D)  
How does your head feel? Like there's  
someone else inside?

Logan tries to scream, but can't. He tries to extend his claws, but they only push out an inch, and RETRACT.

STRYKER (CONT'D)  
Mortality's never really been an issue  
for you, Wolverine. How's it feel to know  
that you're finally dying?

Stryker KICKS Logan across the face. Logan rolls away from him, still clutching his head. Stryker KICKS him again.

STRYKER (CONT'D)  
Why did you come back? Looking for answers?

LOGAN  
You cut me open... and took my life...

STRYKER  
You make it sound as though I stole something from you. As I recall, it was you who volunteered for the program.

LOGAN  
(long pause as Logan chokes)  
WHO AM I?

STRYKER  
You're just a failed experiment.  
(beat)  
You should be thanking me. If you really knew about your past -- what kind of person you were... you'd be destroyed.

ANGLE ON: Logan -- devastated... in agony. He closes his eyes -- pressing his head against the ground -- barely breathing.

187 INT. STRYKER'S BASE - OUTSIDE DARK CEREBRO

187

Magneto and Mystique stare in awe as they approach the MASSIVE ROTATING SPHERE OF DARK CEREBRO, now spinning at full speed -- red lights emanating from within. The THROBBING sound is DEAFENING.

Mystique falls to the ground in pain.

MYSTIQUE

Eric... hurry...

She can barely control herself -- SHIFTING INTO THE HUNDREDS OF PEOPLE THAT SHE HAS COPIED IN HER LIFE...

Magneto lifts a hand, We hear a loud GROANING -- like the scratching of metal on metal. Dark Cerebro begins to slow...

188 INT. STRYKER'S BASE - DARK CEREBRO - SAME TIME

188

Xavier, catatonic, stares at 143. Above them, the red lights are getting BRIGHTER.

INTERCUT WITH:

189 INT. STRYKER'S BASE - FILTRATION ROOM - SAME TIME

189

Jean and Cyclops lay on the ground in pain.

190 INT. X-JET - SAME TIME

190

Rogue and Bobby are too weak to move -- on the Jet floor.

191 INT. STRYKER'S BASE - CONTAINMENT HALL - SAME TIME

191

Storm is on the ground, screaming, her eyes white. Nightcrawler and the children writhe in agony.

192 EXT. MIDDLE OF THE WOODS - SAME TIME

192

Pyro lays on the ground, crying. His fingers pulse RED.

193 EXT. WORLD MONTAGE - DAY AND NIGHT

193

We see glimpses of different MUTANTS:

-- A YOUNG GIRL IN A CLASSROOM clutches her ears. She opens her mouth and SCREAMS. Other students gawk AS THE WINDOWS BEGIN TO SHATTER.

-- DR. HANK MCCOY lifts up a BEAKER. He screams and the beaker falls, shattering on the floor.

(CONTINUED)

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193 CONTINUED:

193

His hand starts to TWITCH. Suddenly FUR SPROUTS along his arms and his skin BEGINS TO TURN BLUE.

-- A HOMELESS RED-HEADED WOMAN IN NEW YORK CITY heaves and cries underneath a large black overcoat. Pedestrians gawk and stare as LARGE, SPIKED BONES START TO SPROUT ALL OVER HER BODY.

-- A MAN AT A POKER GAME IN NEW ORLEANS. The cards in his fingers INCINERATE as power pulses through his hands. The other players watch in fear as he starts to convulse.

194 EXT. FOREST HELIPAD - SAME TIME

194

Logan holds his head against the ground. Stryker turns and walks back towards the helicopter.

195 INT. STRYKER'S BASE - HALLWAY OUTSIDE DARK CEREBRO - SAME TIME 195

Magneto concentrates. His hand trembles. Dark Cerebro continues to screech, slowing down, and after a few seconds... the giant sphere finally grinds to a halt.

THE SOUND SUDDENLY STOPS. SILENCE.

CLOSE ON: Mystique's face. She STOPS TRANSFORMING -- Eyes wide, frozen -- like a dead woman's eyes. Suddenly SHE BLINKS... and sits up.

Magneto waves his hand, the door opens. He enters:

196 INT. STRYKER'S BASE - DARK CEREBRO - CONTINUOUS

196

The large open room of Dark Cerebro. Magneto sees Xavier facing 143, still trapped in the illusion.

MAGNETO  
Hello, Charles.

197 INT. STRYKER'S BASE - CONTAINMENT HALL - SAME TIME

197

Storm and Nightcrawler slowly get to their feet, and help the children up.

STORM  
Everybody okay?

Murmurs of "yes".

STORM (CONT'D)  
Alright. Follow me and stay close.

198 INT. STRYKER'S BASE - FILTRATION ROOM - SAME TIME

198

Cyclops sits up, shaking off the effects of Dark Cerebro. He looks over to see Jean sitting in a far corner, holding her head.

CYCLOPS  
(weakly)  
...Jean?

She doesn't look up. He stands, walks over and crouches next to her, tenderly touches her head.

CYCLOPS (CONT'D)  
Hey.

She screams and flinches -- startled... terrified.

CYCLOPS (CONT'D)  
It's okay... it's me.

She finally calms down and looks up... HER EYES are bloodshot, filled with tears. She holds a shaky hand up to his face, caresses it gently.

JEAN GREY  
Scott.

CYCLOPS  
What happened?

Jean shuts her eyes tight and rubs them. He helps her up. She seems disoriented, holding onto him for support.

JEAN GREY  
I... I don't --

Her COM DEVICE crackles with Storm's voice.

STORM (ON COM DEVICE)  
Jean, I've got the kids.

Cyclops hears a faint BEEPING. He turns, sees A CHARGE stuck to one of the generators. He looks up and sees the rest.

JEAN GREY (ON COM DEVICE)  
(weakly)  
Alright. Meet us in the west corridor.  
We're going to get the Professor.

CYCLOPS  
Jean...

(CONTINUED)

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198 CONTINUED:

198

He reaches toward the charge -- it BEEPS LOUDER and the clock starts to COUNTDOWN FASTER. He pulls away and it slows to its normal speed.

CYCLOPS (CONT'D)

Jean... we have to go...

JEAN GREY

Scott... something's wrong.

Cyclops stares at the charge.

CYCLOPS

I know.

199 INT. STRYKER'S BASE - DARK CEREBRO - MOMENTS LATER

199

Magneto stares at Xavier, who is still comatose.

MAGNETO

How does it look from there, Charles?  
Still fighting the good fight? From here,  
it doesn't look like they're playing by  
your rules.

Magneto FLOATS across to the middle of the chasm.

With a wave of Magneto's hand, the ENTIRE MACHINE begins to RE-CONFIGURE ITSELF. Ceiling panels, metal braces, tubes, wires...EVERYTHING. It's a SWIRL of METAL and MOVEMENT. He finishes and lands back on the platform.

MAGNETO (CONT'D)

Maybe it's time to play by theirs.

THROUGH THE DOORWAY: Mystique smiles, as Magneto turns and walks out.

MAGNETO (CONT'D)

Goodbye, Charles.

CLOSE ON: Xavier, still in the illusion, still comatose.

PUSH IN ON: Mutant 143, as his eyes bulge, DROOL dripping from his mouth.

Magneto leaves. The door shuts.

200 INT. STRYKER'S BASE - HALLWAY OUTSIDE DARK CEREBRO

200

Magneto turns back to the closed door. He raises his arm.

(CONTINUED)

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200 CONTINUED:

200

Cerebro slowly begins to rotate again. Magneto turns and walks out. A moment of silence, and then...

The THROBBING HUM grows again...

201 INT. STRYKER'S BASE - DARK CEREBRO - SAME TIME

201

BILLIONS OF WHITE LIGHTS FLOOD THE GLOBE. Each light representing the non-mutants of the world -- the rest of humanity... and Cerebro's new targets.

202 EXT. FOREST HELIPAD - SAME TIME

202

Stryker's about to open the helicopter door, when...

SNIKT! Stryker pauses. He hears it -- faintly. He stops -- pulls out a SMALL DART GUN -- wheels around...

Logan CUTS the gun from Stryker's hand and throws him to the ground. He pulls Stryker close.

LOGAN

Now, you were about to tell me something...

BOOOM! The ground is ROCKED by an explosion.

203 INT. STRYKER'S BASE - FILTRATION ROOM - SAME TIME

203

The first charge EXPLODES, sending the giant generator SMASHING INTO THE SIDE OF THE ROOM. Debris and water spray everywhere.

BOOM! The second charge hits. AN ALARM BLARES and WARNING LIGHTS flash.

204 EXT. FOREST HELIPAD - SAME TIME

204

The ground is suddenly rocked by the sound of TWO MORE EXPLOSIONS. Still holding Stryker to the ground, Logan looks to the SPILLWAY beside him:

WATER BEGINS TO fill the spillway... blocking the way the X-Men came in.

LOGAN

What did you do?

Stryker's face curls into a smile. Logan looks deeply into his eyes.

(CONTINUED)

204 CONTINUED:

204

He looks back at the tunnel. The sound of tremendous RUSHING WATER can be heard, as can a FAINT RUMBLING. He's torn between his past -- Stryker, and his future -- the X-Men, who are trapped underground.

He grabs a bundle of CHAINS used to secure the helicopter, and quickly chains Stryker to a POST.

LOGAN (CONT'D)  
Don't move. We're not finished.

Logan races back into the tunnel.

205 INT. STRYKER'S BASE - OUTSIDE DARK CEREBRO - LATER

205

Storm, the children, and Nightcrawler come around a corner, approaching the gigantic SPINNING CEREBRO SPHERE. They stare in awe. All around them, the creaking and breaking of the base can be heard.

NIGHTCRAWLER  
What is this?

STORM  
(horrified)  
Cerebro.

Just then, Cyclops arrives, guiding a staggering JEAN GREY. The LOW, THROBBING HUM of Dark Cerebro is once again audible.

STORM (CONT'D)  
Jean, I thought you and Magneto stopped it.

JEAN GREY  
He did, but...

Suddenly, Jean closes her eyes, concentrating. Places her hand on the door -- using her telepathy. LOGAN comes running down the hallway, out of breath.

LOGAN  
We have to get out of here. Now!  
(beat)  
There's a tunnel that goes under the spillway. Stryker has a helicopter there.

Jean has her hand on the door...concentrating.

JEAN GREY  
No...Magneto's reversed Cerebro. It's not targeting mutants any more.

(CONTINUED)

205 CONTINUED:

205

LOGAN  
So who's it targeting now?

JEAN GREY  
Everyone else.  
(beat, focusing)  
The Professor's still inside. He's  
being... manipulated... by a mutant.

BOOM! The complex is rocked by the sound of the dam falling apart. The kids look nervous. Dark Cerebro's HUM is louder.

JEAN GREY (CONT'D)  
Kurt.

NIGHTCRAWLER  
Yes?

JEAN GREY  
You have to take me in there. Now.

CYCLOPS  
Jean...

NIGHTCRAWLER  
I told you. It's too dangerous. If I  
can't see where I'm going, I...

CYCLOPS  
Jean, NO.

Logan looks at Jean closely... notices something odd about her, the way she's staring ahead at nothing in particular.

JEAN GREY  
I have to. There's no time.

LOGAN  
(suspiciously)  
Wait a second.

Logan grabs Jean by the shoulders. Looks deep into her eyes.

STORM  
What's wrong?

Beat.

CYCLOPS  
She's blind.

(CONTINUED)

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205 CONTINUED: (2)

205

PUSH IN ON: Storm, staring at Jean -- in agony. She turns to the children, to the X-Men. Stares at Nightcrawler.

NIGHTCRAWLER  
But Miss Storm...

They all turn to look at Storm. From the look on her face, they know there's no debate.

STORM  
(to Cyclops)  
Get to the Helicopter.

Cyclops nods. Nightcrawler wraps his arms around Storm and closes his eyes.

LOGAN  
(to Storm)  
You have five minutes before I come in after you.

NIGHTCRAWLER  
(whispering)  
*Our Father who art in Heaven. Hallowed be thy name. Thy kingdom come, thy will be done, on Earth...*

BAMF! They disappear.

206 INT. XAVIER'S MANSION - CEREBRO - THE ILLUSION

206

BAMF! Storm and Nightcrawler reappear, finding themselves on the platform BEHIND Xavier in the CEREBRO OF 143's ILLUSION.

Nightcrawler stares in awe at the room -- and the BILLIONS of WHITE LIGHTS rotating above. Dark Cerebro's HUM is getting faster and faster -- the white lights brightening.

NIGHTCRAWLER  
(finishing the prayer)  
...as it is in heaven.

207 EXT. FOREST CLEARING - SAME TIME

207

THE HUM echoes. STRYKER, tugging at the chains, and now feeling the effect of Dark Cerebro, opens his mouth to SCREAM -- but nothing comes out. Then, he hears a voice...

MAGNETO (O.S.)  
Mr. Stryker. How good to see you again.

(CONTINUED)

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207 CONTINUED:

207

Stryker lifts his head up to see: MAGNETO, grinning. Mystique is next to him.

MAGNETO (CONT'D)

It seems that we keep running into each other.

WHIP! The chains WRAP AROUND his THROAT, tightening.

MAGNETO (CONT'D)

Mark my words, it will never happen again.

208 INT. HELICOPTER - ON THE GROUND - MOMENTS LATER

208

Magneto sits next to Mystique. She pushes a button, and the PROPELLERS begin to SPIN. She's about to pull back on the stick, when she glances outside.

He turns to match her gaze, eyes narrowed curiously, because:

209 EXT. FOREST - SAME TIME

209

A FIGURE stands alone, flicking a lighter: PYRO.

210 INT. HELICOPTER - SAME TIME

210

Magneto looks at Mystique for advice -- she has no answer. Magneto reaches out and OPENS THE DOOR.

With a smile and a nod, Magneto extends an invitation.

211 EXT. FOREST - SAME TIME

211

Pyro hesitates, then puts the lighter back into his pocket. He walks towards the helicopter and joins them silently.

THE HELICOPTER TAKES OFF, FLYING HIGH INTO THE SKY...  
Magneto, Mystique, and Pyro -- the new Brotherhood.

212 INT. CEREBRO - THE ILLUSION - SAME TIME

212

THE LITTLE GIRL looks up to see Storm and Nightcrawler at the far end of the platform behind Xavier, and just as they make eye contact...

STORM

Professor!

...but her VOICE is a faint WHISPER among many.

(CONTINUED)

212 CONTINUED:

212

THE PLATFORM between the little girl and Storm starts to stretch to near-infinity. Cerebro is now GIGANTIC -- the perspective is off: the rotating globe seems to be the actual size of the Earth. The platform is so long that it looks like an endless highway stretching into the void.

IN THE FRONT, Xavier looks around, but sees nothing.

XAVIER

I hear them... but I can't find them.

LITTLE GIRL/143

(firmly)

Then increase the signal.

He closes his eyes again, concentrating. The droning is getting LOUDER.

IN THE BACK OF THE PLATFORM, Storm is running towards Xavier, but making no headway. Nightcrawler cowers behind her, scared. The little girl suddenly appears in front of her, glaring.

LITTLE GIRL/143 (CONT'D)

Stay away.

Storm takes another step and --

THE PLATFORM between her and the Girl suddenly BREAKS and FALLS into the abyss, creating a MASSIVE CHASM between them.

Storm looks into the chasm, then closes her eyes and continues walking. Nightcrawler is completely terrified.

STORM

This is just an illusion. You can't fool me. It's just a game.

PUSH IN ON THE GIRL -- eyes gleaming.

LITTLE GIRL/143

Are you sure?

She steps forward, unafraid. Her foot steps into the chasm... AND SHE FALLS, screaming.

THWAP! Nightcrawler's tail reaches down and grabs her, pulling her back up.

BOOM! The room is suddenly ROCKED by the sound of another EXPLOSION. The ILLUSION quickly DROPS, then re-aligns itself.

(CONTINUED)

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212 CONTINUED: (2)

101.

212

The Girl FLASHES to 143 and back again. The lights are getting brighter -- the hum louder and faster.

IN THE FRONT, Xavier looks around suspiciously.

STORM (O.S.)  
(very faint)  
Professor!

He looks around, confused. The Little Girl is getting very agitated.

ON THE OTHER SIDE OF THE CHASM

A RUMBLE IN THE SKY ABOVE. Storm and Nightcrawler look up to see plates of metal raining down -- pieces of Dark Cerebro breaking away and entering the fragile illusion.

Storm looks at Nightcrawler, then glances towards Xavier. Nightcrawler quickly WRAPS his arms around her.

BAMF! They disappear.

IN THE FRONT OF THE PLATFORM

BAMF! Storm and Nightcrawler reappear in-between Xavier and the Girl. The Girl stares at them angrily.

XAVIER  
Storm. I was just trying to find you.

STORM  
Professor, you have to stop Cerebro now.

XAVIER  
I'm just locating the others... and showing our friend the mutants of the world.

The Little Girl smiles. Xavier looks up at the billions of WHITE LIGHTS.

STORM  
These aren't the mutants of the world.

Xavier is confused.

STORM (CONT'D)  
Professor, none of this is real. It's an illusion. You have to see beyond it.

The Little Girl moves to Xavier's side.

(CONTINUED)

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212 CONTINUED: (3)

102.

212

LITTLE GIRL  
Don't listen to her. She's lying!

Storm pleads with Xavier.

STORM  
Professor! Who is this girl?

XAVIER  
She's a student.

STORM  
You know every student in the school.  
Which one is she?

ANGLE ON: The Girl, eyes wide... getting angry.

STORM (CONT'D)  
This is an illusion, Professor -- you've  
been inside of it for too long.

The Girl's eyes suddenly change -- one becoming GREEN and one  
BLUE. Xavier thinks hard. He looks up at the WHITE  
LIGHTS...back at the Girl. Realization crosses his face...

XAVIER  
Jason.

The girl NARROWS HER EYES. Xavier turns towards her.

LITTLE GIRL  
NO...

Xavier stares at her, concentrating.

LITTLE GIRL (CONT'D)  
NO! STOP! You're hurting me!

The Little Girl gets furious, and the entire room FLASHES  
from illusion to illusion -- an amalgam of HORRIBLE  
NIGHTMARES and DESOLATE LANDSCAPES -- death, pain, agony --  
TERROR. The platform remains suspended throughout each  
illusion.

LITTLE GIRL (CONT'D)  
GET OUT OF MY HEAD!

Suddenly the image of 143 flashes in the illusion as Xavier  
breaks it down. Storm sees this. She concentrates.

PUSH IN ON: Storm, as her eyes BURN WHITE. ELECTRICITY CULLS  
from the ceiling. WIND BLOWS their faces.

(CONTINUED)

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212 CONTINUED: (4)

212

TEN LINES OF WHITE-HOT STATIC ELECTRICITY PUSH TOGETHER INTO ONE BOLT OF LIGHTNING, which STRIKES MUTANT 143.

213 INT. CEREBRO - THE ILLUSION

213

The Girl SCREAMS as THE ILLUSION RIPPLES. Her face twitches and flashes -- into the leering, ghoulish image of Mutant 143 -- then back to the Girl.

She disappears, revealing 143 completely. THE ILLUSION DROPS into:

214 INT. STRYKER'S BASE - DARK CEREBRO - SAME TIME

214

Dark Cerebro -- which is FALLING APART -- GIRDERS and pieces of structure falling from above. BOOM! The room is rocked by another hit. The platform SHAKES and BENDS.

Xavier CLOSES HIS EYES and reaches up. He quickly removes the HELMET. The lights FADE. The hum STOPS.

Xavier stares at Mutant 143, who's face is emotionless, but his eyes seem to be filled with sadness... possibly remorse.

The room is hit hard. The ceiling above begins to FLAKE AND CRACK. A GIANT GIRDER hits the platform, destabilizing it. 143 is knocked off the edge. They helplessly watch as he tumbles into the abyss.

The platform is about to break away completely.

Storm moves close to Xavier -- Nightcrawler does his best to wrap his arms around them both... BAMF!!!

215 EXT. DAM - SAME TIME

215

MASSIVE CRACKS spread through the dam like spider webs. Chunks of concrete begin to fall away -- water gushing from the holes. The entire dam is about to collapse...

216 EXT. FOREST HELIPAD - MOMENTS LATER

216

Cyclops, Jean and the kids stand, blasted by snowy wind -- waiting beside THE EMPTY HELIPAD. Nightcrawler and Storm emerge from the tunnel... followed by LOGAN, who is carrying Xavier.

STORM

Logan?

Logan walks past her. His jaw drops.

(CONTINUED)

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216 CONTINUED:

104.

216

WIDE TO REVEAL: THE HELICOPTER IS GONE. Stryker's body lays on the ground -- eyes wide in a frozen scream, the steel chains wrapped around his throat.

LOGAN

Magneto.

Logan stares at Stryker's body for a beat, then suddenly turns -- and stares into the surrounding woods.

CYCLOPS

What's wrong?

217 EXT. DAM - SAME TIME

217

ANGLE DOWN THE SIDE OF THE DAM: A large chunk of the concrete mass CRACKS and SLIDES DOWN. A BILLION GALLONS OF WATER erupt through the opening.

218 EXT. FOREST CLEARING - SAME TIME

218

THE TREES begin to shake. Clumps of snow fall from the branches. A faint RUMBLE and the sound of SNAPPING WOOD echoes in the distance. It's getting louder.

LOGAN

Run.

NIGHTCRAWLER

What is that?

LOGAN

Alkali Lake. All of it.

BOOM! WIND EXPLODES FROM THE FOREST LIKE A SHOCKWAVE, almost knocking the group to the ground. They turn to see A MASSIVE BLACK SHAPE TEARING THROUGH THE FOREST... THE X-JET is slicing across the treetops over their heads, awkwardly trying to slow down over the helipad.

Storm grabs Nightcrawler. He knows what to do. He wraps his arms around her, and BAMF!

219 INT. X-JET - COCKPIT - MOMENTS LATER

219

BAMF! Storm and Nightcrawler appear in the cockpit. She takes the seat next to Rogue, who is still wide-eyed and shaken, holding on to the controls with white-knuckled fear.

STORM

It's okay. You can let go.

(CONTINUED)

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219 CONTINUED:

219

Storm grabs the controls and steadies the Jet.

220 EXT. FOREST HELIPAD - SAME TIME

220

The Jet stabilizes and lowers to the helipad. The ramp descends, revealing BOBBY.

BOBBY

Hurry!

The kids scramble up the ramp. Colossus takes Xavier from Logan.

221 INT. X-JET - COCKPIT - SAME TIME

221

ROGUE LOOKS OUT THE WINDSHIELD and sees A MASSIVE WAVE OF WATER heading straight for them, trees snapping like twigs. Storm has her hand on the controls, ready to lift off. Rogue eyes her nervously.

222 EXT. X-JET- ON THE RAMP -SAME TIME

222

CYCLOPS leads Jean up the ramp. Logan is behind them.

CYCLOPS

Take us up!

Storm yanks back on the controls.

223 EXT. X-JET - SAME TIME

223

The X-Jet rises, barely dodging more debris and water, as the tunnel exit, helipad, and STRYKER'S BODY...are engulfed.

224 INT. STRYKER'S BASE - AUGMENTATION ROOM - SAME TIME

224

A side of the room EXPLODES and a torrent of water crashes in, flooding everything in the room -- the diagrams, the equipment... and THE WEAPON-X TANK.

225 INT. X-JET RAMP - SAME TIME

225

Logan stands on the ramp, looking down at the raging waters below. He looks closer to see:

The waves head down-river, FLOODING OVER THE OLD BASE... washing it away with any remnant of Logan's past.

226 INT. X-JET RAMP - SAME TIME

226

With a solemn look on his face, Logan turns around and heads up the ramp. It closes behind him.

DISSOLVE TO:

227 INT. X-JET - LATER

227

It's quiet. We only hear the steady hum of the Jet. The kids sit in the rear, leaning against each other. Bobby and a few others are sleeping. Jones is playing with Nightcrawler's tail.

Logan watches Cyclops wrapping a bandage around Jean's eyes. Actually, he's just watching Jean. Beat. Xavier glances at Logan and nods. Logan gets up and heads to the cockpit.

IN THE COCKPIT

Storm and Rogue are at the controls. He puts a hand on Rogue's shoulder. Storm looks back, at the kids, at the X-MEN.

228 EXT. AIRSPACE - DAY

228

The X-Jet disappears into the clouds.

FADE IN:

229 INT. HOUSE OF REPRESENTATIVES - MOMENTS LATER

229

President McKenna is in the middle of delivering the STATE OF THE UNION ADDRESS. ABRAHMS, a Senator in the front row, is pouring a glass of water from a pitcher.

PRESIDENT MCKENNA

In this time of adversity we are being offered a unique opportunity -- a moment to recognize a growing threat within our own population, and take a unique role in the shape of human events.

ANGLE ON: The President's podium, and the files that Stryker showed him at the beginning of the film.

PRESIDENT MCKENNA (CONT'D)

I have in my possession... evidence... of a threat born in our own schools...

He pauses, looks at the VICE PRESIDENT, who sits, strangely dazed.

(CONTINUED)

229 CONTINUED:

229

PRESIDENT MCKENNA (CONT'D)  
...a threat we must learn to recognize...  
in order to combat it...

He pauses again, looks around. All of the people around him are SITTING PERFECTLY STILL...completely motionless.

PULL BACK TO REVEAL: Every single person in this room is frozen in place -- Senators, aides, secret service -- other government workers. Senator Abrahms is still pouring water -- it overflows the cup and runs down the table.

230 INT. CONTROL BOOTH - SAME TIME

230

A dozen tech guys are PERFECTLY STILL. Monitors switch to STATIC.

231 INT. HOUSE OF REPRESENTATIVES - SAME TIME

231

The President sees that his teleprompter has gone to STATIC. Suddenly, the DOORS SWING OPEN, revealing Xavier and Logan.

The head down the aisle towards the President. Logan holds a file folder in his hand.

The President stares, dumfounded, as they approach.

PRESIDENT MCKENNA  
Who are you people?

XAVIER  
My name is Charles Xavier. Please sit down, Mr. President.

PRESIDENT MCKENNA  
I'd rather stand.

Xavier nods. Logan glares at the President -- who looks around, nervously.

XAVIER  
We're Mutants, but we're not here to harm you. Just to talk.

Logan hands the files to the President.

XAVIER (CONT'D)  
These are files from the private offices of William Stryker.

McKenna hesitantly reaches out and takes the files, thumbs through them.

(CONTINUED)

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231 CONTINUED:

231

PRESIDENT MCKENNA  
How did you get these?

XAVIER  
Let's just say I know a little girl who  
can walk through walls.

PRESIDENT MCKENNA  
I've never seen these before.

XAVIER  
I know.

PRESIDENT MCKENNA  
Then you also know I don't respond well  
to threats.

XAVIER  
This isn't a threat Mr. President, this  
is an offer.

While McKenna continues to look at the files, Xavier  
approaches the podium. Logan looks at the frozen Senators,  
impressed.

XAVIER (CONT'D)  
I realize you may have information about  
me. About my school. About our people.

(beat)  
I'm willing to trust you, Mr. President,  
if you're willing to return the favor.

PRESIDENT MCKENNA  
What are you proposing?

XAVIER  
There are forces in this world, mutant  
and human alike, who believe that a war  
is coming. You'll see from those files  
that some have already tried to start  
one.

Logan watches as the pitcher of water that Abrahms was  
pouring comes to a trickle. He waves a hand in front of the  
Senator's face.

XAVIER (CONT'D)  
If we expect to preserve peace, we have  
to work together...

Beat. McKenna looks around -- at the frozen Congress.

(CONTINUED)

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231 CONTINUED: (2)

231

XAVIER (CONT'D)

...Do you understand?

McKenna stares at Xavier strongly. For a long moment, he doesn't speak. Then...

PRESIDENT MCKENNA

Yes. I think I do.

XAVIER

I'm glad. We are here to stay, Mr. President. The next move is yours.

Logan and Xavier head back up the aisle and disappear behind closed doors. The President looks around, startled...

AS THE ROOM COMES BACK TO LIFE.

232 INT. CONTROL BOOTH - SAME TIME

232

The monitors snap out of static and display live video of the President, who's not speaking.

233 INT. HOUSE OF REPRESENTATIVES - SAME TIME

233

No one in the room has any idea what just happened. Abrams, has poured water all over his pants. He cleans it up, embarrassed.

AT THE PODIUM

President McKenna looks at the Vice-President, who glances back to him. McKenna looks at the teleprompter, and to the audience, who are waiting... waiting... waiting...

McKenna inhales deeply and looks at the files on his podium. He looks at the old files, the ones he was about to consult...and carefully places Xavier's files on top of them.

234 INT. HOUSE OF REPRESENTATIVES - HALLWAY - SAME TIME

234

Xavier and Logan head down the long hallway, past guards and workers who walk by, unaware that anything has happened at all.

FADE OUT.