WOLVERINE

and the

X-MEN

Screenplay by

Gary Goldman

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ROLL CREDITS

EXT. INNER CITY HIGH SCHOOL - DAY

Kids mingle in the yard at lunch time.

Outside, a short, hairy bruiser with muttonchops looks through a chain link fence. Sporting dark glasses and chomping on a cigar, WOLVERINE, 40, scans through the crowd.

HIS POV

probes and picks its way through the students -- panning, searching, racking focus. Across the way, he spots A GIRL. His eyes hone in on her.

WOLVERINE

glances down at a rough sketch of the girl in his hand. He checks it against the original.

KITTY PRYDE

Pretty, coltish, chestnut hair, 16. She chats with her prettier, hipper friend, LESLIE. They sneak glances at ALEX, an artistically sexy guy with his own sense of style.

KITTY
He's in my math class.

LESLIE
Him!! Oh, please! Look at the way he dresses.

KITTY
I think he's a babe. Besides, he kinda likes me.

LESLIE
No doubt.

WOLVERINE'S POV / TELEPHOTO

Leslie continues to bag on Kitty's taste in men. On the soundtrack, we hear only a loud wallah of jumbled voices.

WOLVERINE

cocks his ear toward Kitty. Voices fade and blend, like he's focusing through the static.

WOLVERINE'S POV / TELEPHOTO

Kitty is approached by RASHNI, a sweet but uncool Arab-American girl. Leslie ignores her and turns away. We can't hear what they say until Kitty's voice finally emerges from the hubbub.

KITTY
...I've just been kinda busy.

RASHNI
Do you know what you're doing Saturday?

Kitty glances toward Leslie.

KITTY
Well, Leslie and some of us were thinking of going to 20/20. If you wanna...

Leslie appears behind Rashni, gesturing wildly, making gagging faces. Kitty falters. The school bell RINGS.

RASHNI
(crestfallen)
That's okay. See ya.

Rashni walks off. Kitty feels rotten.

WOLVERINE

turns away and pulls a portable phone from his jacket. He pokes in a number.

KIITY

confronts Leslie.

KITTY
Well, that was really nice.

LESLIE
So go out with her.

Leslie's expression challenges Kitty to choose between them. Kitty wimps out. Leslie walks away backwards.

LESLIE
See ya after practice. I'll give you a ride.

KITTY
Later.

They head off in different directions.

WOLVERINE

speaks into the portable phone.

WOLVERINE
It's me. I found her...
(more)

WOLVERINE (Cont'd)
She's too young.

CUT TO:

EXT. HIGH SCHOOL - DUSK

Kitty sits on the curb, impatient. Leslie drives up, radio blaring. Alex is riding shotgun. Kitty springs to her feet.

KITTY
Hi!

LESLIE
Sorry, I'm late. I ran into Alex. We're going over to his house.

Leslie nods toward the back seat.

LESLIE
Get in. We'll drop you off on the way.

Kitty is floored.

KITTY
No, that's all right. I... already called my mother.

LESLIE
You're sure?

KITTY
Yeah, she should be here any minute.

LESLIE
Okay, see ya tomorrow.

Kitty steps back as the car pulls away. Dejected, she trudges down the deserted street, carrying her school books.

END CREDITS

EXT. BAD NEIGHBORHOOD - NIGHT

Kitty walks home through urban blight, wearing a long coat. She turns a corner and sees a Hispanic GANG on the other side of the street. Eight teenage boys are kicking and beating an old man on the ground.

Kitty hesitates and considers turning back. But one of the gang sees her. So she continues. Walks briskly. Looks straight ahead.

The youths, now alerted, ogle her and whistle.

She ignores them and speeds up. The leader, RAUL, calls to her.

RAUL
What's the matter, chica? You not in the mood?

Kitty keeps walking, afraid.

RAUL
Don't you like us?

She ignores them.

RAUL
You hear me talking to you?

He starts across the street. The others follow. Kitty makes a quick right at the corner.

Bad move. Dead end. She tries to backtrack. Too late. They've turned in after her.

She backs up.

KITTY
Look, I've gotta get home.

RAUL
Relaxxxx. The night is young.

He reaches for her books. She holds them tight.

RAUL
Don't you want to play?

He yanks them out of her arms onto the ground.

RAUL
Forget about homework.

Kitty backs away.

KITTY
Please don't.

RAUL
(mocking)
Please don't.

KITTY
Please don't.

RAUL
(mocking)
Please don't.

Kitty backs up to a brick wall at the end of the alley. She presses herself against it.

Raul stops a few feet away from her. Pulls out a switchblade and CLICKS it open.

RAUL
Now be nice.

He holds the knife to her throat and leans in to kiss her. She closes her eyes and shrinks away from him and....

...melts into the wall like a ghost!

Raul kisses the wall as Kitty's clothes fall to the ground in a heap.

INT. FACTORY - NIGHT

Kitty staggers backwards out of the brick wall, naked.

EXT. ALLEY

The boys look at each other, spooked, and cross themselves.

Raul gingerly picks up her clothes.

RAUL
Vamanos.

They dash back down the alley with Kitty's clothes. As they near the street, Wolverine steps into the mouth of the alley and blocks their way. He is so formidable that the whole gang stops in its tracks.

RAUL
(panicky)
Get out of the way, man.

WOLVERINE
Wha'd you do to the girl?

RAUL
We didn't do nothing.

Wolverine nods toward Kitty's clothes in his arms.

WOLVERINE
What's that?

Raul realizes he's in trouble. He pulls a switchblade and flicks it open.

RAUL
You her old man?

The gang members pull knives of every variety. Wolverine doesn't flinch.

WOLVERINE
Nice blades. But I brought my own.

He holds up his right hand. SNKT! Three shiny metal claws slide out between his knuckles, each a foot long. He holds up his left hand. SNKT! The matching set.

Raul and the boys have that sinking feeling.

Wolverine smiles demonically and steps foward.

CUT TO:

INT. FACTORY

Freaked out and naked, Kitty tremulously touches the brick wall. Sure enough, it's solid.

Behind her...a long coat wraps around her shoulders.

She spins and sees that it's Wolverine, gallantly covering her up. She shrinks away from him.

WOLVERINE
I think these are yours.

He sets her shoes and clothes on a table and walks off.

Her fear turns to curiosity as he disappears into the shadows.

KITTY
Thanks....

CUT TO:

INT. COUNSELOR'S OFFICE AT SCHOOL - DAY

Kitty enters the room.

KITTY
Miss Yglesias?

MISS YGLESIAS, a kind woman in her mid-forties, seems happy about something.

MISS YGLESIAS
Come in, Kitty. There's a gentleman here who wants to meet you.

Kitty seems alarmed by his appearance. Pan and discover...

Not Wolverine, but PROFESSOR CHARLES XAVIER, 40, completely bald, business suit, in a wheel chair. Xavier exudes an intimidating intelligence, like a benign Hannibal Lecter.

Next to him is JEAN GREY, a beautiful red-haired Grace Kelly, about 22, dressed in a casual bohemian style that makes no big deal about her curvaceous figure.

MISS YGLESIAS
Professor Xavier runs the Xavier School for Gifted Youngsters.

JEAN
We're affiliated with the Exton Academy.

Kitty's eyes light up.

KITTY
The Exton Academy?

Jeans nods and smiles.

PROFESSOR XAVIER
I don't know if you're interested in transferring...

KITTY
Are you kidding?!

CUT TO:

EXT. THE EXTON ACADEMY - DAY

A Checker cab drives onto the historic, pastoral campus and passes the elegant handpainted sign: Exton Academy, Founded 1783.

INT. CHECKER CAB - DAY

Kitty sits in the back seat and eagerly soaks it in.

EXT. XAVIER MANSION - DAY

The taxi pulls to a stop in front of a huge, Gothic stone mansion covered with ivy. It is more than a little sinister. They see the modest sign next to the door: Xavier School for Gifted Youngsters.

DRIVER
This is the place.

Jean Grey and two other students come out the front door to greet them: SCOTT SUMMER, 22, handsome, brooding, wears wrap-around shades; and JASON WYNGARDE, 19, hypnotic eyes, street attitude, thin, trying too hard to prove something.

JEAN
Hi, Kitty. Did you have any trouble finding us?

KITTY
Nope. We just followed your instructions.

Jean pays the driver as Kitty gawks at the grounds.

JEAN
Come on. I'll show you your room.

Jean picks up a small bag in either hand and starts to lead Kitty inside.

INT. X-MANSION - DAY

Jean and Kitty enter the cavernous entrance hall. Kitty is intimidated by the opulence and scale.

JEAN
This is the Professor's home. We're all in a special program that he runs personally.

They head up the grand staircase.

JEAN
You'll be attending regular classes at the main campus that you passed on the way in.

KITTY
Jean, how old are you?

JEAN
Twenty-two. I just graduated from Holyoke.

Scott brings her luggage inside and sets it in the foyer. Kitty takes notice.

KITTY
Is he in the program?

JEAN
Yeah, that's Scott.

Kitty looks back at him as they reach the second story.

JEAN
This is your room.

INT. KITTY'S ROOM - DAY

A musty corner room in pure Victorian style.

KITTY
It's like a museum.

The lace curtains automatically swish to one side of the window, letting in sunlight.

JEAN
The Professor's grandmother lived here, when she was a girl.

Jean lifts Kitty's bags, and objects on the desk move aside to make room. Jean sets down the bags in the space just cleared.

Kitty hesitates. Did she really see that?

JEAN
Why don't you get unpacked and have a look around. The bathroom is down the hall. -- And I'll take you to see the Professor in a little while.

KITTY
Great. Thanks.

Jean leaves. Kitty sits on the bed. Bounces on it. Looks out the window.

Giraffes and elephants graze on the savannah.

She steps to the other window and looks out.

Skiers slalom downhill in the Alps.

Perplexed, she turns and sees what looks like a furry creature scurry past her doorway. It's long tail is the last part to disappear. She hurries into the hallway to get a better look.

HALLWAY

She sees only Jason, playing billiards by himself.

JASON
Hey, how's it goin'?

KITTY
Did you see some kind of animal out here?

He looks at her like she's crazy.

JASON
No.

Kitty looks away, puzzled, just as Scott reaches the top of the stairs with two heavy pieces of her luggage.

KITTY
(nervous)
Oh, Scott, hi. My room's right over here.

Kitty runs ahead and opens the door to her room.

INT. KITTY'S ROOM

He squeezes past her through the threshold.

KITTY
Wow, cool shades.

SCOTT
Where do you want these?

KITTY
Can I try 'em on?

And before he can stop her, she grabs the sunglasses from his face.

BZhZhZhZHZhZHZhZhZhZhZhZhZhZhZhZhZhZhZhZh!!!!! A powerful red laser beam projects from Scott's eyes, buzzing deep and loud. It sweeps across the room, blasting a path of destruction.

Scott grabs his glasses from Kitty in a panic and slaps them on his face.

The lenses block the beam. Silence is restored. Kitty is breathless.

SCOTT
(icy)
They're not your style.

Mortified, Kitty runs out of the room.

CORRIDOR

She runs right into a spidery fellow with bluish furry skin, sharp teeth, pointy ears, and a long tail. This is KURT WAGNER, 20, poetic, kind, and insecure. Actually, he's not bad looking in a very weird way.

Kitty screams. He holds her arms and tries to comfort her.

KURT
It's okay, Kitty. Don't scream.

Kitty pushes him away and runs to Jean, who has just rushed over.

KITTY
What is going on in this place?

Jean searches for a good answer.

JEAN
We better go see the Professor.

CUT TO:

INT. LIBRARY - DAY

Xavier rolls his wheelchair from behind his desk as Kitty enters. The X-Men take seats. Kurt squats on the sliding bookshelf ladder.

XAVIER
Apparently you've all had a chance to meet. I would have preferred to make the introductions.

Wolverine lumbers in and plops into a large chair.

XAVIER
You remember Wolverine, don't you?

Kitty recognizes him. (This guy is really hairy.) And it all starts to click into place.

XAVIER
Kitty was cornered by a gang. She escaped by phasing through a brick wall. That is to say, she passed through solid matter.

The X-Men are intrigued.

XAVIER
(to Kitty)
That wasn't the first time, was it?

KITTY
I'm not sure.

XAVIER
Did something happen, say about a month ago?

KITTY
(uncertain)
Well, one night I had this dream that I fell through my bed...
(laughs nervously)
And I woke up on the floor downstairs.

XAVIER
That must be when I sensed you the first time.

KITTY
You "sensed" me?

XAVIER
Kitty, I look for people with unusual abilities; people like ourselves. No, not freaks.

KITTY
(defensive)
I didn't say anything.

XAVIER
I'm a telepath.

KITTY
Oh.

XAVIER
Each of us has some genetic singularity. Jean is telekinetic; she can move things with her mind. Wolverine has keen senses and an accelerated healing factor.

WOLVERINE
You can walk through walls.

KITTY
(indignant)
So you tricked me into coming here.

XAVIER
You have an amazing talent, Kitty. It should be developed.

She shakes her head.

KITTY
I just want to forget any of this ever happened.

XAVIER
If that's how you feel, fine. It's entirely up to you.

KITTY
I just don't think I belong here.

XAVIER
You don't have to apologize.

A beat.

KITTY
Well, I guess I'll call a cab.

She stands, but doesn't seem so eager to leav..

XAVIER
Kitty, since you're here, are you sure you wouldn't like us to help you phase one more time?

CUT TO:

INT. DANGER ROOM - DAY

A tall empty room like a basketball court, filled with gymnastic and athletic equipment. A large "press-box" window overlooks the area, eighteen feet up.

Xavier rolls in, accompanied by Jean, Wolverine, Jason, and Kitty.

XAVIER
So far your power is completely involuntary. My goal in working with you would be to help you achieve conscious control.

KITTY
How would you do that?

XAVIER
Stand over there, next to that wall.

Kitty walks to the designated area, where iron shackles are riveted into the wall. Jason and Jean go with her.

XAVIER
A synaptic path must be forged to the source of your power deep within your brain.

Jason and Jean clamp Kitty's ankles and wrists into the shackles.

XAVIER
Look at yourself in the mirror. Remember what you're wearing.

KITTY
Why?

XAVIER
To avoid embarrassment.

As Kitty looks at herself in the mirror, Jean and Jason finish shackling her. Kitty tests the manacles. Sure enough, she is locked to the wall.

Wolverine picks up a longbow and arrow, then steps back and stands in front of Kitty. He strings the arrow in the bow and gets ready to shoot.

KITTY
This isn't dangerous, is it?

XAVIER
No more than it needs to be.

Xavier nods to Wolverine, who raises the bow and pulls back the bowstring.

KITTY
Hey, wait a second! Is this some kind of joke?

Wolverine takes solid aim. Nobody smiles.

KITTY
Hey, I don't want to do this! Stop!

Terrified, Kitty looks to Jean for support.

KITTY
Jean! Help me!

Jean looks away. Kitty stares wide-eyed at Wolverine...

THWANG! The arrow flies. Kitty clenches her eyes shut.

THWACK! The arrow goes through her throat and lodges in the wall behind her.

When the arrow stops vibrating, Kitty opens her eyes uncertainly. She apparently feels no pain even though the arrow is sticking through her throat.

XAVIER
Don't move. Relax. Breathe deeply...

Kitty stands perfectly still and starts to breathe slower. She's not hurt.

XAVIER
Now step away from the wall.

Kitty is afraid to move.

XAVIER
Do it.

Kitty gathers her resolve and pulls forward. Her throat slides along the arrow shaft until the feathers disappear behind her. Her ankles and wrists pass through the iron shackles.

XAVIER
Now hold onto this sensation. --
Have you got it?

She nods almost imperceptibly.

XAVIER
Congratulations. You phased.

WOLVERINE
With your clothes on.

Kitty takes a breath and relaxes. But just for a second. Then anger rises up in her, and she charges at Wolverine.

KITTY
You could have killed me, you asshole! What if I couldn't do it? Hunh? I would have died!

Everyone is holding back laughter.

KITTY
What is wrong with you people? I'm out of here!

She heads for the open door.

XAVIER
Kitty! Kitty!

Jean looks at the door, and it slams in Kitty's face.

JASON
Will you just chill!

KITTY
Let me out!

XAVIER
Pull the arrow from the wall.

KITTY
I don't have to do what you say!

WOLVERINE
Just do it.

She reluctantly goes to the wall and reaches for the arrow. Her hand goes through it. She tries again, mystified.

KITTY
Am I still phasing?

The arrow turns into a red rose.

XAVIER
It's a mental image, compliments Jason.

Kitty looks at Jason in wonder. He smiles boastfully.

Next to him, Wolverine holds the actual arrow in his hand.

CUT TO:

INT. DINING ROOM - NIGHT

The Professor and all the X-Men sit around a table. From the way Kurt looks at Kitty, it seems he has a crush on her. She's engrossed in the discussion.

KITTY
Are there a lot of other mutants out there?

XAVIER
Statistically, there must be thousands. But only a few are aware of their powers.

KURT
And they're not all nice guys.

WOLVERINE
That's why we're here. To keep 'em in line.

XAVIER
That's one reason.

SCOTT
Jean, pass the corn, please.

Without being touched, the plate of corn slides down the table and stops in front of Scott.

XAVIER
I started the school, originally, so people like us would have a place in the world. So we could be ourselves.

Kitty contemplates this strange family that she's about to join.

CUT TO:

EXT. X-MANSION / BASKETBALL COURT - DAY

Close on a bouncing basketball. On the soundtrack, a whistled rendition of "Sweet Georgia Brown." It's Scott, Jason, and Kitty versus Kurt, Wolverine, and Jean.

Jean grimaces with frustration, and the sunglasses collapse as if smudged by telepathic thumbs.

JEAN
Take off your glasses.

SCOTT
What?

JEAN
I want to see what you look like.

SCOTT
This is what I look like.

She sits next to him on the piano bench. Reflected in the ruby quartz lenses, she reaches out for the frames. Without thinking, he grabs her wrists -- hard.

SCOTT
I'll do it.

He lets go of her and slowly removes his shades. His eyelids are shut tight. His face is tense.

She looks at him lovingly. Touches his face, his eyelids.

JEAN
Relax.

She smooths out his wrinkles. Leans closer. He feels her breath. Abruptly, he backs away and puts on his shades.

SCOTT
Seen enough?

His face reverts to a hard mask, hidden behind dark, reflecting lenses. She looks at him, trying to find the person who was there a moment ago.

He turns back to the piano and begins playing.

Jean wants to say something, but she just goes back to the bust.

CUT TO:

INT. KITCHEN - NIGHT

Alone, Kurt dances and makes himself a peanut butter, jelly, and banana sandwich. He is completely mobile in three dimensions, jumping from countertops to the backs of chairs. He pulls jars from shelves and juggles them into his routine, using his tail as an additional arm. He even makes dance out of intentionally slipping on a banana peel, causing it to fly into the garbage.

Kitty walks in and watches secretly. She's surprised at his grace -- his brilliance. He sees her and stops abruptly.

KITTY
Sorry. I was just coming to get some soda.

KURT
It's in the fridge.

As she opens the fridge, he gets a glass for her and sets it on the counter. He moves away from the glass, and she picks it up. Kitty realizes that Kurt is even more nervous than she is. She tries to find something to say.

KITTY
Have you been here a long time?

KURT
About five years.

KITTY
How do you like it?

KURT
It's a lot better than where I came from.

He edges toward the door. Uncomfortable silence.

KURT
Well, see ya.

KITTY
See ya.

CUT TO:

INT. SUPERMARKET - DAY

Wolverine rolls a shopping cart down an aisle, buying groceries for the household. Jason reads a copy of THE STAR.

JASON
You see this, Chewy? They sold a painting for fifty million bucks. You think this piece of shit's worth fifty million?

Jason shows Wolverine a photo of Van Gogh's sunflowers.

WOLVERINE
I dunno. I think it's pretty.

In the background, a woman runs down the aisle screaming. A moment later a rhinoceros lopes down the aisle after her.

WOLVERINE
Will you cut it out?

Jason loads up on six-packs of beer.

JASON
If you dig art so much, hairball, let's go down to the museum and score a few Rembrandts. For us, it'd be easy.

WOLVERINE
Too easy.

Frustrated, Jason drops the wrinkled newspaper into somebody else's cart.

JASON
I don't get you.
(contemptuous)
Why do you want to be "good"?

WOLVERINE
Because it's harder.

Wolverine puts some shaving cream in the cart.

CUT TO:

INT. LINEN CLOSET - DAY

Jean shows Kitty a closet filled with various athletic wear, all with the same color scheme -- like at the UCLA store. Jean pulls out a few items and hands them to Kitty.

JEAN
These ought to fit.

Kitty unfolds a tank top and sees that it is emblazoned with an "X" logo.

JEAN
Suit up and come to the danger room.

Jean walks on. Kitty contemplates her selections.

CUT TO:

INT. CORRIDOR TO DANGER ROOM - DAY

Kitty walks down the empty hallway, dressed in her workout outfit with the X-logo. As she gets to set of large closed doors, she makes sure her tights are on straight. Then, with a certain resolve, she pulls open the door.

INT. DANGER ROOM - DAY

The X-Men are "warming up." Each wears a different combination of X-Wear, which is as close to costumes as we're going to get in this movie. Their "noms de guerre" are stenciled on their backs: Scott is Scott/Cyclops; Kurt is Kurt; Jason is Mastermind; Jean is Marvel Girl; and Wolverine is Wolverine.

Kitty finds her cohorts unexpectedly serious and focused:

Jean/Marvel Girl floats an iron plate through a wire obstacle course.

Kurt/Kurt does a spectacular gymnastic routine on an elaborate system of rings, trapezes, wires, and scaffolds that now fills most of the space in the room. He works his way up and down.

(Note: We're inventing a new sport here. Moreover, by shooting and editing these stunts like they do in Hong Kong, we can convincingly portray a new kind superhero. So when you imagine these acrobatic moves, endow them with a little extra magic.)

Scott/Scott/Cyclops wears a special visor that he adjusts. His beam flares and narrows.

Wolverine squats and stretches. He seems relaxed.

Jason/Mastermind shadow boxes.

Xavier sits in the elevated control booth and addresses the X-Men on intercom.

XAVIER
Take your places.

The X-Men stand in formation on the court. As we watch them in close-up, Xavier's voice resounds within their heads.

XAVIER (O.S.)
Today's assignment is to get the key and rescue the Princess. Wolverine is the gatekeeper.

A large iron KEY is suspended from the ceiling, thirty feet up. The matching LOCK is on the far wall at shoulder height. A piece of paper with the words "Princess in here" is taped to the wall, with an arrow pointing to the lock.

On Xavier: his lips don't move.

XAVIER (O.S.)
Whoever saves the Princess will be excused from chores for a week.

The X-Men react like this is a prize worth fighting for.

XAVIER (O.S.)
Countdown begins...now.

The X-Men get ready for the "kick-off." Wolverine stands with his back to the "goal" and makes taunting faces at the others.

KITTY
(nervous)
What do I do?

JEAN
Try to stay alive.

The room begins to HUM and VIBRATE from the numerous motors which gear up for operation. The lighting becomes more dramatic. Kitty is frightened. A bell RINGS.

The Danger Room transforms into a life-sized video/pinball game. Hatches open in the walls and floor. Guns and launchers slide out. Spikes, sawblades, and tongues of flame erupt randomly from all surfaces.

The room attacks. Projectiles are fired at Scott/Cyclops.

SCOTT/CYCLOPS

His visor opens. Like an expert marksman, he blasts the objects one at a time with short, precise bursts.

JEAN

diverts a rain of darts. They lodge in the walls.

MASTERMIND

rolls, tumbles, and dodges the projectiles.

KITTY

hides behind the others, petrified.

KURT

heads for the key near the ceiling, swinging through the elaborate jungle gym. The room forces him to run an obstacle course. Poles slide out of the wall. He swings from bar to bar, leaps, lands on a tightrope, bounces up, somersaults, grabs the tightrope on his way down, spins around it like a propeller, flies through the air, six and half gainer, and lands on a tiny platform half-way up, to rest.

WOLVERINE

singles out Mastermind with a friendly sadistic smile and stalks him. Mastermind retreats. Jean sees Mastermind in trouble. She detours some of the projectiles aimed at her so that they go toward Wolverine. He takes evasive action.

SCOTT/CYCLOPS

blasts one of the launchers with his beam.

KITTY

An 8-FOOT AUTOMATON rolls out of an alcove and moves toward her. It looks like R2D2's big brother. Then it sprouts blades that start to spin. Kitty backs away from the fearsome machine. It follows her.

KURT

leaps from trapeze to trapeze, milliseconds ahead of the projectiles. Parts of the scaffolding collapse. He breaks his fall by grabbing a rod with his tail. He has to slip between two slabs that are about to crush him. He darts through at the last instant, and his tail whips to safety one nanosecond before it would have been clipped.

WOLVERINE

corners Mastermind. SNKT! His claws split Mastermind's shield into two useless halves. As Wolverine laughs, he suddenly finds himself in a small empty room with white walls. He hears the sounds of the danger room, but he can see nothing. He looks around confused.

KITTY

keeps retreating from the relentless automaton, which grinds a wooden post to sawdust. Jean sees that Kitty is in panic.

JEAN
Kitty, phase!

KITTY
I can't!

She keeps backing up.

WOLVERINE

In the imaginary blank room, he sniffs the air. He listens carefully. He reaches out and pulls Mastermind into the white room.

XAVIER (O.S.)
Mastermind, you're frozen for two minutes.

BOINK! The ...te walls dissolve into the Danger Room. Wolverine sm...es and releases Mastermind, who trudges to a corner. A PENALTY CLOCK starts counting down from 2:00.

KITTY

The automaton forces her against a wall with a ladder. Kitty climbs the ladder backwards and makes it to a ledge just as the vicious blades chew the ladder to sawdust.

Kitty stands on the ledge as the automaton buzzes below.

KURT

makes it to the ceiling, hangs by one arm, and grabs the key. Instantly, solid iron plates drop around him from above, forming a cage. Kurt bangs on the metal.

KURT
Hey, up here! I've got the key!

SCOTT/CYCLOPS

looks up and blasts a small hole in the cage.

KURT

drops the key down to Kitty. She catches it.

SCOTT/CYCLOPS
Kitty, throw it here.

KITTY

Before she can throw, an encroaching line of gunfire forces her to sidestep along the ledge.

JEAN
Kitty, phase!

SCOTT/CYCLOPS
Kitty, the key!

In a panic, she throws the key to Scott/Cyclops, but Wolverine bats it up in the air. It looks like he's going to catch it on its way down.

The key just hovers in the air and floats over to Jean and plants itself in her hand.

At that moment, the floor under Jean starts moving. It's a rolling belt. Jean's legs slide out from under her. She belly flops, and the key bounces away. The belt carries her backwards and drops her into a pit twelve feet deep.

Scott/Cyclops runs to the pit and kneels down to rescue Jean.

WOLVERINE

dives for the key, but Kurt's tail snares it first.

KURT

runs for the "Princess." Wolverine tackles him. The two of them engage in a martial arts battle, Wolverine's power vs Kurt's agility.

SCOTT/CYCLOPS

extends his arm to Jean, but it doesn't reach.

SCOTT/CYCLOPS
Lift yourself up.

Jean tries. She levitates a foot, but it's not enough.

KITTY

is forced to the end of her ledge by gunfire.

MASTERMIND
Phase, you moron!

A BUZZER sounds, and the gunfire stops at her shoulder.

XAVIER (O.S.)
Kitty, you're out of the game.

Mastermind looks at his penalty clock. Just a few seconds to go.

JEAN

strains and levitates herself three feet and grabs Scott/Cyclops' hand. He pulls her out of the pit.

WOLVERINE

places his fist under Kurt's chin, arching an eyebrow. Kurt politely hands him the key.

WOLVERINE
Looks like I get the Princess.

Wolverine looks at his hand. The key glows red hot.

Wolverine shouts with pain and throws the key in the air.

Mastermind snatches it with a smile and holds it comfortably.

MASTERMIND
When you're hot, you're hot.

Mastermind runs for the "Princess."

Wolverine, out of position, grabs Scott/Cyclops and holds his claws to his throat.

WOLVERINE
- Mastermind!

Mastermind already has the key in the lock when he turns and sees Wolverine holding Scott/Cyclops.

WOLVERINE
I'll cut his throat.

MASTERMIND
Be my guest.

Mastermind turns the key. Lights flash! Music plays! The Danger Room deactivates.

CUT TO:

INT. DEN - DAY

It's Miller Time, and the X-Men and Xavier lounge around with snacks and drinks. Xavier, like a football coach, re-plays mistakes from the danger room exercise. On TV, we see Kurt get trapped in the cage. Xavier freezes the image and points with a laser pointer.

XAVIER
Kurt, you were excellent, but in the future, expect any valuable target to be booby trapped.

On TV, we see Kitty retreat in panic from the automaton. On the couch, she hides her head, embarrassed.

XAVIER
Kitty, what happened?

WOLVERINE
I told you; she's not ready.

KITTY
If I couldn't phase, it would have killed me.

XAVIER
It just takes practice. If you work hard, it'll become automatic.

Xavier cues up Jean's feeble efforts to levitate.

XAVIER
Jean, you have to increase your psi-force. That means more time in the weight room.
(more)

XAVIER (Cont'd)
And Scott, you left yourself wide open while you tried to rescue Jean. Besides, she was in no particular danger. You should have secured the key first.

SCOTT
Yes, sir.

The climactic moment replays. Wolverine threatens to kill Scott, and Jason turns the key.

XAVIER
And the winner is Jason, who is excused from chores for a week.

Jason gloats.

XAVIER
Of course, Scott is dead.

Jason sees that everyone looks at him with disapproval.

JASON
It's just a game.

XAVIER
It's also a test. Of loyalty.

JASON
If it was real, I would'a helped him.

The group seems dubious.

JASON
I would have.

XAVIER
While your friends are doing your chores, Jason, you're going to be sweating it out in the Danger Room with me. We're going to practice teamwork.

Jason scowls and sulks.

CUT TO:

INT. PORSCHE DEALERSHIP - DAY

In the foreground, a red Porsche convertible. In the background, Jason speaks to TWO SALESMEN. Jason wears sunglasses and a fancy Italian suit.

Salesman 1 finishes counting a stack of $100 bills. He piles that stack on top of six others.

SALESMAN 1
It's all there.

JASON
You double-checked?

SALESMAN 1
Don't worry about us.

JASON
I just don't want there to be any misunderstandings later on.

SALESMAN 1
Thanks for being so concerned.

Salesman 2 hands Jason the keys.

SALESMAN 2
Your keys, your receipt, and your change.

He drops some coins in Jason's hand.

SALESMAN 1
Drive safely.

Jason walks out. We stay with the salesmen.

SALESMEN 1
Little putz. I hope he breaks his neck.

They watch him get in the car and drive away. Salesman 2 picks up the money.

SALESMAN 2
Where ya think he gets it?

SALESMAN 1
Who cares?

Salesman 2 glances at the cash and does a double take.

CLOSE ON MONEY

The stacks of $100 bills are now stacks of $1 bills.

CUT TO:

INT. JEAN'S ROOM - DAY

Jean is getting dressed. Kitty is stretched out on her bed reading ELLE, listening to music.

KITTY
I'm just not sure I fit in.

JEAN
Give it a chance. My first week, I thought I joined the circus.

KITTY
Why do you stay here? I mean, you don't have to.

JEAN
I'll tell you the truth. When I went away to college, I was never coming back. But if you want to fit in, you have to hide who you are. You have to lie to your friends. You can't talk about the most important thing in your whole life.

Jean zips up the back of her dress telekineticaly.

JEAN
Out there, I was just a pretty girl. Here, I can be myself.

The phone rings. Jean floats it to her hand.

JEAN
Hello?... Where are you?... What car?...

She steps to the window and looks out. Her jaw drops.

JEAN
(to Kitty)
You gotta see this.

Kitty runs to the window.

Jason drives up to the mansion in his Porsche convertible, talking on the car phone.

KITTY
Oh my god!

JEAN
Where did you get that?

He stops under Jean's window and hangs up the phone.

JASON
Anybody want to go for a ride?

KITTY
I do!

JASON
(disregards her)
Anybody else?

CUT TO:

EXT. COUNTRY ROAD - DAY

The wind blows in Jean's hair as she and Jason speed down a scenic winding road in his Porsche. Jason drives like a madman. He turns onto a tiny side street.

EXT. PANORAMIC OVERLOOK - DAY

Jason's Porsche arrives at a high cliff above a crashing Pacific seascape. Jean is totally confused.

JEAN
Where are we? This sure isn't Kansas.

JASON
(shrugs)
Somethin' I dreamed up.

The lighting changes, and the sun is now setting over the ocean.

JASON
Or is Paris more romantic?

JEAN
I've never been to Paris.

Suddenly they are parked in front of the Eiffel Tower, and Jason is now wearing a beret. Jean laughs.

Jason leans over to kiss her. She turns away. He kisses her neck.

JEAN
Jason, don't.

JASON
You're the most beautiful girl I've ever met.

JEAN
And you're a really nice guy.

He persists.

JEAN
Jason....Jason!

She opens the door and bolts out of the car.

They are suddenly parked next to some dumpsters behind a supermarket. He is wearing blue jeans, not a fancy Italian suit.

JASON
What is your problem? I can give you anything you want. All Scott can do is blow things up.

JEAN
But he doesn't.

Jason hides shame with anger.

JEAN
We better get back. The Professor's calling.

JASON
Screw the Professor.

He starts the engine. She drops into her seat, and he peels away before she can even get her other foot in the car.

As they drive away, a disgusting, VAGRANT steps out from the dumpster, flips Jean off and waggles his tongue obscenely.

Jean is appalled, then she sees Jason smirk to himself.

JEAN
You're not funny.

CUT TO:

EXT. X-MANSION - DUSK

The Porsche races down the drive and screeches to a stop in front of the X-Men, who all wait near the van, dressed for some occasion. They exchange glances in reaction to Jason's roadster and the obvious anger between him and Jean.

SCOTT
Nice wheels, Jason. What is it really, a Hyundai?

JASON
You want to borrow it sometime? Maybe you could get laid.

SCOTT
It hasn't exactly helped you.

Jason lunges for Scott. Wolverine steps between them.

WOLVERINE
(to Scott and others)
Get in the van. We'll be right out.
(to Jason)
The Professor wants to see you.

JASON
I'm scared.

CUT TO:

INT. XAVIER'S LIBRARY - DAY

Jason stands before Xavier and Wolverine.

JASON
Look, if you think I've committed a crime, call the cops.

WOLVERINE
We police ourselves.

XAVIER
Jason, what you've done isn't just wrong; it puts everything we've worked for in jeopardy. What if people found out about us? We're not ready to risk exposure.

JASON
Oh, now you're laying a guilt trip on me.

Xavier and Wolverine look at each other in frustration.

WOLVERINE
We're gonna be late.

CUT TO:

INT. X-VAN ON THE ROAD - NIGHT

Xavier and the X-Men are packed into a van. Jason sulks. Scott drives.

KITTY
I hope this speech is good, cause we're missing the Simpsons.

KURT
I set the VCR.

XAVIER
It'll be a good speech. Thomas Prince is a brilliant orator.

JEAN
But you disagree with everything he says.

JASON
(aside to Wolverine)
Then why is he dragging us to see him?

XAVIER
His ideas are dangerous, and he's a very ambitious man.

CUT TO:

EXT. SUBURBAN CONCERT HALL - NIGHT

The X-Van pulls into the outdoor parking lot surrounding the small auditorium. The marquee announces "THOMAS PRINCE," and in smaller letters, "THE CITIZEN CRUSADE."

CUT TO:

EXT. PARKING LOT - NIGHT

The X-Men roll Xavier through the parking lot toward the concert hall. Kurt is covered up with a high collar, hat, and sunglasses.

They are among a surprisingly diverse group: your Aryan racist core membership in their American cars; yuppies in Volvos and Acuras; some intellectuals; some hard-working Asians; even some middle class Blacks. In short, anybody who thinks they're better than the others. The different types eye each other apprehensively.

XAVIER
Remember, we're just here to observe. Right, Logan?

WOLVERINE
Hey, I never start anything.

THE PRINCE MOTORCADE

pushes through the crowd next to the X-Men. His limousine is protected front and back by truckloads of uniformed NEO-NAZI "CITIZENS" from Prince's Crusade. They wear heavy boots and carry clubs.

INT. LIMO - NIGHT

Thomas Prince sits in the back. He is better-looking, more commanding, and more charismatic than JFK.

Sitting next to him is his chief of security, an elegant and statuesque African-American woman named ATALANTA.

Prince looks through his window and sees a group of non-violent PROTESTERS who carry signs denouncing Thomas Prince and his ideas: Never Again; No More Genocide; The Meek Shall Inherit the Earth; There's Room for Everyone; Peace on Earth.

PRINCE
This is good. It means they take us seriously.

The angry protesters press their signs close to his tinted window.

PRINCE
I think we should respond.

She grins and picks up a walkie-talkie.

ATALANTA
Code four. Snap crackle pop.

EXT. PARKING LOT

The motorcade stops. Atalanta steps out of the limo. Fifty "Citizens" pile out of the trucks. They surround and intimidate the protesters.

The X-Men watch the confrontation unfold.

Atalanta shoves a big protester. The protester takes the bait and throws a punch. Atalanta grabs his fist and breaks his arm.

The goons draw their clubs in unison and viciously beat the protesters. Bones snap. Teeth are bashed. Skulls are dented.

Atalanta does some vicious bone-crunching with her bare hands.

INT. LIMO

Prince enjoys watching.

EXT. PARKING LOT

Almost instinctively, Wolverine and Kurt rush into the fray, pulling Citizens away from their victims. For Wolverine, fighting regular people is child's play.

Jean sees a Citizen beating a fallen woman. She floats a pen out of his shirt pocket and pokes him in the eye.

Scott lifts his glasses and lasers the clubs from several attackers with short bursts.

INT. LIMO

Prince's eyes widen as he sees Jean and Scott display their powers. He gets a good look at Kurt.

EXT. PARKING LOT

Kurt dodges punches and cleverly thwarts goons, much like Charlie Chaplin and Harpo Marx used to frustrate their big enemies.

Wolverine bashes a few Citizens with a "Peace on Earth" picket sign. Then he comes up behind a tall Citizen who is beating a protester.

WOLVERINE
Hey, bub, now it's your turn.

He pulls the Citizen away and is surprised to see that it's a woman -- Atalanta. He hesitates.

She bashes him in the face, karate style, and follows that up with powerful combinations.

He has no choice but to slug her in the gut. To his utter amazement, this broad keeps on coming, trades punches, blocks some of his best shots, and gives as good as she gets.

INT. LIMO

Prince watches, intrigued.

EXT. PARKING LOT

The police finally arrive and separate the fighters, including Wolverine and Atalanta, who fiercely glare at each other, daring the other to go on.

POLICE
Break it up!... Break it up!

As Wolverine reluctantly backs away, he and Atalanta exchange a smoking look that promises a re-match.

Wolverine rejoins Xavier, who also stares at Atalanta with interest.

WOLVERINE
I didn't start it.

LIMO

As Prince's Limo glides by, he gets a good look at Xavier. Sensing him, Xavier turns and looks directly at Prince.

CUT TO:

INT. THEATER - NIGHT

The theater and stage have been set up in a modern version of a Nazi rally of the 1930's. CITIZENS in uniform stand guard. Inner circle CITIZENS sit in hieratic tiers. Atalanta occupies the number two seat.

Prince speaks at a podium. He is dwarfed by a fifty foot tall live video image of himself which is displayed on a screen behind him (a la CITIZEN KANE). His deep, resonant voice echoes throughout the hall.

THOMAS PRINCE
Five billion people inhabit our little planet. But twelve percent of us produce ninety-five percent of the world's goods. And what, my friends, do the others produce? Just one thing: hungry children. Who'll produce more hungry children. Who'll produce more hungry children.

Prince looks out at the crowd. His followers listen, enthralled. Then he sees Xavier and the X-Men. For the rest of his speech, it seems that Prince is focusing on them, singling them out.

THOMAS PRINCE
Of course, all men are brothers. But are we obligated to feed and clothe them?
(gets worked up)
Should we give them our homes and our jobs? Should we work twice as hard so they don't have to work at all?

The crowd murmurs in agreement. Prince lowers his voice.

THOMAS PRINCE
It doesn't seem quite fair, does it? -- I think the best way to help the weak is to say, "Brother, I will not carry your burden any farther." The kindest thing we can do for all humanity may be to turn away. Because, Citizens, the strong will always survive.
(a beat)
This is natural. This right. This is the law of the jungle.

The audience bursts into waves of cheering and applause.

CUT TO:

INT. AUDITORIUM - NIGHT

The X-Men are proceeding toward an exit along with the crowd.

JEAN
It's scary. They love him.

JASON
Sure, he tells 'em they're great.

Atalanta and FOUR ARMED CITIZENS march into their path and block the way. She and Wolverine glower at each other, then she addresses Xavier.

ATALANTA
Mr. Prince would like to invite you to his dressing room. All of you.

Xavier assesses the implied threat. He looks at his watch.

XAVIER
I think we have a minute.

CUT TO:

INT. PRINCE'S DRESSING ROOM - NIGHT

Coat off, tie loosened, Prince washes his face at the sink. Atalanta enters.

ATALANTA
Tom, they're here.

PRINCE
Show them in.

Prince dries his face and hands, sets down the towel. The X-Men enter.

PRINCE
Come in, come in. Have a seat.
(offers his hand)
Thomas Prince.

Xavier shakes his hand perfunctorily.

XAVIER
What do you want, Mr. Prince?

Prince signals the Citizens, and they leave.

PRINCE
I couldn't help noticing you and your friends outside. I felt a certain... "kinship" and I wanted to meet you.

He waits for the door to close.

PRINCE
After all, there aren't very many of us.

Prince looks them in the eye and makes sure his veiled meaning does not elude them.

PRINCE
Atalanta, meet...Professor...
(as if remembering)
Xavier. Charles Xavier.

Xavier is unsettled by Prince's unexpected knowledge.

PRINCE
Atalanta's also one of the family.

Atalanta breaks into a sly and wicked grin.

ATALANTA
I see a certain resemblance.

Nobody smiles back.

PRINCE
Look, don't get hung up on my speeches. They're just the means to an end.

XAVIER
What end is that? Genocide?

PRINCE
A world where the most gifted are in charge.

Jason is fascinated.

PRINCE
My supporters think that means them. But you're more the type of person I've been trying to reach.

XAVIER
Only we're not interested in being "in charge."
(to X-Men)
Let's go.

Xavier turns his wheelchair around, and the X-Men stand up.

PRINCE
We should be working together, Xavier.

Xavier looks back.

XAVIER
You won't succeed.

Prince and Xavier stare at each other in a frightening test of wills.

Xavier turns and leaves. The X-Men follow him into the corridor.

PRINCE
My offer stands. There's a place here for all of you.

Jason glances back for a second, and Prince catches his gaze. Jason tears himself away.

Atalanta prepares to close the door, but something catches her attention in the hallway. She looks into a shadow and finds a sweet, handsome, innocent twelve-year-old "NAZI YOUTH" backed into a corner. She pulls him into Prince's dressing room.

ATALANTA
Look what I found listening at your door.

Atalanta firmly holds the trembling boy.

NAZI YOUTH
I wasn't listening, Mr. Prince, honest. I think you're the best, my whole family does. And I just wanted to tell you that, uh...we agree with everything you say.

Prince steps close.

PRINCE
Do you agree that the less productive people should be exterminated?

NAZI YOUTH
Yes, sir. The "inferior" people.

Prince cradles the boy's head in his hands and smiles.

PRINCE
You <u>are</u> the inferior people.

He breaks his neck.

CUT TO:

INT. X-VAN - NIGHT

Driving home in silence and dread. Oncoming headlights. Scott tries to be encouraging.

SCOTT
At least now we know he exists.

XAVIER
But we don't know what he can do.

Sensing Xavier's concern, the X-Men are not reassured.

CUT TO:

INT. LOCKER ROOM/DANGER ROOM - DAY

The X-Men are putting on their workout uniforms. The girls and boys are separated by a screen.

JASON
Ya know, I think we oughta reconsider what Prince was saying last night.

SCOTT
(sarcastic)
About joining the Citizen's Crusade?

JASON
About the law of the jungle.

WOLVERINE
The law of the jungle says I could eat you for dinner.

Everybody laughs except Jason.

JASON
C'mon, Prince is no dummy. He made a fortune in the metal business.

KURT
What does that prove?

The X-Men drift into the danger room as they finish suiting up.

JASON
If somebody's got a pretty face, they become a model and cash in. Right? If somebody's an athlete, they play ball and get rich.

SCOTT
We get the idea.

JASON
So this is insane! We're better than the people out there, but instead of living like kings, we sit here hiding like there's something wrong with us.

Jason points at Kurt.

JASON
You, Fuzzy. If you had money, you'd have babes crawling all over your hairy carcass. And they wouldn't care if you're blue, red, striped, or polka dot.

KURT
Jason, do you have enough to eat? Do you have a nice place to stay? Do you have friends you can depend on?

Jason smirks dubiously.

WOLVERINE
We might think you're a dickhead, but we're still your friends.

KURT
So be grateful.

JASON
I'm talking like a normal logical person. I don't want to be a saint.

XAVIER (O.S.)
There's not much chance of that, Jason.

They all look up at Xavier, who sits in the control booth.

XAVIER
Take your positions. Our work is no longer theoretical.

CUT TO:

INT. JEAN'S STUDIO - NIGHT

Jean leads Scott to a pedestal with his portrait bust. It is covered with cheesecloth. She is nervous about exposing her work.

JEAN
Don't say anything, okay? Give it a chance.

SCOTT
I'm sure I'll love it.

JEAN
It still needs to be fired.

We hold on her face as she pulls off the shroud..

He doesn't say anything. His face is stiff.

JEAN
You don't like it.

THE BUST

Scott is portrayed without his sunglasses. His eyes are open. His expression is relaxed and blissful, as if looking at a loved one. It's a far cry from the anguished character we know.

BACK TO SCENE

SCOTT
What's this supposed to mean?

JEAN
Well, it's...I don't want you to be so unhappy.

He glares at her coldly.

SCOTT
You don't like me the way I am? Too bad, learn to live with it! I have.

He turns and stalks out of the studio.

JEAN
Scott, damn it! Wait!

INT. DEN

The other X-Men look over as the door slams open and Scott storms off. Jean runs after him.

JEAN
Scott!

He doesn't turn around.

She stands in the doorway, devastated. She sees the others looking at her. Jason stands to console her.

JASON
Jean?

She signals him not to approach.

JEAN
It's nothing.

She breaks into tears and runs upstairs.

Hold on Jason.

CUT TO:

EXT. GROUNDS - NIGHT

We find Scott kneeling on the ground, staring up at the stars with his glasses off and his fists clenched. A red beam needles deep into space. BZZZZZHHHHHHH!!!

Xavier rolls out onto the veranda and watches, sharing his pain.

XAVIER
Scott, don't do this.

Scott's face is contorted with effort.

SCOTT
I have to control it.

Scott struggles for a few more seconds, then sags, exhausted, closing his eyes and shutting off the beam.

XAVIER
Come here, son.

Scott gets up and slumps into a chair next to Xavier.

XAVIER
For years, I tried to walk. My mind was so powerful, it seemed like a pretty simple thing -- just regenerate a few nerve cells in my spine. Every day I spent hours. That's all I thought about: What a beautiful life I could have, if only.

Xavier recalls his great sorrow.

XAVIER
After I gave up, that's when I started the school. And you know what I think about now?

Scott looks at him.

XAVIER
What a beautiful life I have.

SCOTT
But what if I hurt her? I couldn't live through that again.

XAVIER
You're already hurting her. And yourself.

CUT TO:

INT. JEAN'S ROOM - NIGHT

Jean cries on her bed. There's a soft knock at the door.

JEAN
Who is it?

SCOTT (O.S.)
It's me.

JEAN
(surly)
What do you want?

SCOTT (O.S.)
I need to talk to you.

She sits up, wipes her eyes, looks at herself in the mirror.

JEAN
All right, just a minute!

She makes herself pretty, straightens the bed telekinetically, and opens the door.

Scott stands there. She doesn't say anything.

SCOTT
Can I come in?

She gestures for him to enter. He walks in. She closes the door. He speaks with difficulty.

SCOTT
I'm sorry...
(worse difficulty)
I love you.

A long look, then he kisses her. She accepts the first gentle kiss, almost swooning, and then responds with a flood of passion.

JEAN
Oh Scott... I love you. I love you.

She pulls him down to the bed. He is as swept away as she. They start to undress each other.

Jean's gaze passes over a mirror with their reflection. Something catches her eye. She looks back. There's something wrong with this picture.

In the mirror, the man she embraces does not look like Scott. His back is different. His clothes are different. His hair is different.

She stops responding.

SCOTT
What's wrong?

Scott looks at Jean and sees that she is looking in the mirror. He turns to see what she's looking at.

In the mirror, Jean embraces JASON (not Scott). They are looking at their reflections in the mirror. Then Jean and Jason turn from their reflections to face each other.

Camera pans to the real people, and Jean now finds herself actually holding Jason, looking him in the face.

She trembles with shame and rage.

JASON
I do love you. I'm not lying.

With a roar, she sends him flying all the way across the room. He smashes against a wall.

JEAN
How could you do this to me?

He starts to get up.

JASON
Let me explain.

She sends every object in the room flying at him: bottles, furniture, drawers, mirrors, books. The noisy barrage knocks him back to the floor. He holds his arms in front of his face. Jean attacks him mercilessly.

When she runs out of objects to throw, she flees the room.

HALLWAY

The X-Men arrive in response to the fracas. Wolverine looks at her, concerned. Kurt embraces her tenderly.

KURT
Jeannie, what is it?

Scott rolls Xavier out of the elevator. They witness the scene. Xavier already understands. He's furious. Scott and the others are still trying to figure out what happened.

XAVIER
Where is he?

She points to her room.

Scott pushes open the door. Jason digs himself out from the debris and tries to stand.

JEAN
He tried to... He tried...

Jason walks out into the hallway.

He looks from face to face and sees their shock and disappointment. Especially Wolverine's.

JASON
Go to hell.

He charges down the stairs. Wolverine runs after him.

WOLVERINE
Jason!

FOYER

Jason runs out the front door.

EXT. FRONT OF X-MANSION

He runs to the Porsche.

FOYER

Wolverine flings open the door.

EXT. FRONT OF X-MANSION

Wolverine emerges into a world of fog. He can't see a thing. He hears the Porsche start up and drive off.

WOLVERINE
JASON!

THE X-MEN

Stand in silence and hear the deep throb of the Porsche as it races away.

SCOTT
Good riddance.

CUT TO:

EXT. PRINCE METALWORKS COMPOUND / GUARDHOUSE - NIGHT

Start on the word "METALWORKS" carved in iron letters over a large gate. Crane down and find a red Porsche convertible pulling up to the guardhouse.

Jason, still overwrought, speaks to the armed, uniformed guard: a big, tough, hard-working guy named PHIL.

JASON
I need to see Mr. Prince.

CUT TO:

INT. PRINCE'S LIBRARY - NIGHT

Prince sits up in bed, watching Johnny Carson. He distractedly plays with a metal paper clip which lies on a book he's perusing. He points at a clip and makes it move away from his finger, then toward his finger, then float in mid-air. The paper clip reshapes itself into a treble cleft.

The phone rings. He answers it.

PRINCE
What is it?

He listens, then seems pleased.

PRINCE
Bring him here.

CUT TO:

EXT. PRINCE METALWORKS COMPOUND - NIGHT

Jason is driven in a Jeep through the compound, which is both an industrial facility and the military base for a vigilante army. Citizens in uniform mill about. Meetings and assemblies take place in lighted rooms. Phil now treats Jason deferentially.

PHIL
Are you a friend of Mr. Prince?

JASON
Relative.

The Jeep parks in front of Prince's plantation-style house with a columned portico.

Jason looks up at the imposing stairway which leads to the front door.

PHIL
Right this way.

Jason follows Phil up the steps.

CUT TO:

INT. PRINCE'S KITCHEN - NIGHT

WHMP! Gas jets ignite under a tea kettle.

PRINCE
What happened, Jason?

Prince is dressed in his silk robe and slippers. Jason takes a moment to choose his words.

JASON
They treat me like I'm not as good as they are. Like I'm nobody, ya know.

PRINCE
That's because they're jealous.

Prince takes out some mugs and tea bags.

PRINCE
Listen to me, Jason. Deep down, they know your gift is more precious than theirs, more powerful. -- In the world of the mind, you're God. -- Think how small that makes them feel. It crushes their egos. Their only defense is to deny your power. Because if they can make you <u>think</u> you're weak, then you'll be weak. Right?

Prince pulls out a chair for Jason and sits next to him at a breakfast table.

PRINCE
But I don't want you to be weak. I want you to be strong. I want you to be awesome. I want you to have everything you desire.

Prince leans closer.

PRINCE
They tried to drag you down, Jason. They tried to drag you to their level. -- I'm going to put you in charge.

Jason is hooked.

CUT TO:

EXT. PRINCE COMPOUND - DAY

Prince drives Jason around in his Jeep. In the background, we establish the industrial, metal-working aspect of the compound as well as the military operations, in which Citizens run an obstacle course, perform weapons drills, and jog in formation.

PRINCE
Tell me about Xavier. What's he think about human beings?

JASON
He says we're just another kind of human. He says humans and mutants should evolve together.

Prince snorts with disdain.

PRINCE
And his little fan club, what's that all about?

JASON
They call themselves X-Men.
(smirks)
We're supposed to protect people from bad mutants like you.

Prince smiles.

PRINCE
Jason, have you ever met a Neanderthal Man?

Jason grins, bemused.

PRINCE
Well, have you? Are there bands of Neanderthals here and there, minding their own business?

JASON
I never saw any.

PRINCE
Where'd do you suppose they went?

JASON
I guess they died out.

PRINCE
Human beings killed them, that's where they went. -- It's not bad. It's not good. It's evolution...

Prince parks near a large hangar and turns toward Jason.

PRINCE
And we're the next step.

CUT TO:

INT. GYMNASIUM AT COMPOUND - DAY

Twelve Citizens, all perfect specimens practice martial arts under the guidance of Atalanta. Prince leads Jason by the group.

PRINCE
This is where we train our Citizens.

They pass through a door.

INT. ANTE-ROOM TO SWIMMING POOL - DAY

Prince presses in a code. Another door opens.

INT. OLYMPIC-SIZED INDOOR POOL - DAY

As Prince and Jason enter, they hear the thunderous sliding and clanging of a pile driver. They look over the edge of the DRAINED pool.

Atalanta works out on a Nautilus machine built for Hercules. It resembles a stationary version of the exo-skeleton forklifts from ALIENS. This chick is pumping iron by the ton.

When you see her muscles, you'll forget it's special effects.

PRINCE
Atalanta!

ATALANTA
Just a minute!

She squeezes out one more rep and extricates herself from the machine.

PRINCE
You remember Atalanta.

JASON
Sure.

Atalanta leaps effortlessly out of the deep end onto the deck. She lands in front of them and shakes Jason's hand.

ATALANTA
I'm glad you came. You're the one we wanted.

JASON
Thanks.

PRINCE
I was getting ready to explain to Jason about our political goals.

Atalanta drapes a towel around her neck.

ATALANTA
Your friends could be a major obstacle to our plans, Jason.

JASON
They're not my friends.

ATALANTA
We need them out of the way.

JASON
Hey, I'm there.

CUT TO:

INT. X-MANSION INDOOR SWIMMING POOL - DAY

Xavier swims using only his arms. He stops and rests at the steps. Wolverine wades into the pool chomping a cigar.

WOLVERINE
Still no word from Jason.

Xavier turns ruefully to Wolverine.

XAVIER
I was too hard on him.

WOLVERINE
Nah, it's my fault. I never should have brought him here.

Wolverine lifts Xavier out of the water and sets him in his wheelchair.

XAVIER
When I found you, you were worse.

Wolverine throws him a towel.

WOLVERINE
Don't try and flatter me.

CUT TO:

INT. CATHOLIC CATHEDRAL - DAY

A mass in progress. Crowded. Sunday morning. Haunting music, soaring arches, glowing stained glass windows.

Jason, Atalanta, and several Citizen-types stand in the back by the holy water.

JASON
Is everything set?

ATALANTA
(nods)
Just do your thing.

Jason concentrates.

In the pews, the worshippers sink to their knees and bow their heads. Suddenly, the thunderous "VOICE OF GOD" shakes the massive edifice.

VOICE OF GOD
Human beings!!

The people look up, aghast.

A column of fire and smoke forms above the altar. Professor Xavier's head, forty feet high, appears inside the flames, like God -- or the Wizard of Oz.

XAVIER
Man's dominion over the Earth has ended.

INT. SYNAGOGUE - DAY

Jews at a wedding observe a similar spectacle.

XAVIER
The human race has given birth to its replacement: homo superior.

INT. BLACK BAPTIST CHURCH - DAY

The preacher and gospel choir in colorful robes gaze in terror at Xavier's head.

XAVIER
WE are homo superior.

All the X-Men stand around the church. They each wear a costume emblazoned with a large "X."

INT. EPISCOPAL CHURCH - DAY

The prosperous WASPY congregants look around at the individual X-Men who surround them.

XAVIER
We are your masters.

Cyclops slices through a wooden cross with his energy beam...BZhZhZhZhZhZh.

INT. MOSQUE - DAY

American Moslems kneeling on prayers rugs, see Kitty emerge from the stone mihrab, the holy niche facing Mecca.

XAVIER
Homo sapiens must serve homo superior.

INT. BUDDHIST TEMPLE - DAY

XAVIER
Homo sapiens must obey homo superior.

Wolverine slices off the six arms of Shiva.

INT. EPISCOPAL CHURCH - DAY

Nightcrawler creeps up a crucifix and sits on Jesus' weary shoulders.

XAVIER
Homo sapiens must worship homo superior.

INT. CATHEDRAL - DAY

Jean floats a baby Jesus out of Mary's arms and hurls it crashing into a stone wall.

XAVIER
God is dead.

The stained glass windows EXPLODE and statues tumble from their niches.

INT. SYNAGOGUE

Explosions.

XAVIER
God is dead.

INT. MOSQUE

Explosions.

XAVIER
GOD IS DEAD.

INT. BUDDHIST TEMPLE

Explosions.

XAVIER
LONG LIVE THE X-MEN!!!!

INT. BACK OF THE CATHEDRAL

Atalanta shakes Jason, who comes out of trance. He is alarmed to see that the cathedral actually is in ruins -- burning.

Worshipers stampede by them to escape. Some people are trapped under heavy rubble.

ATALANTA
Let's go.

He doesn't move. She pulls him with her.

CUT TO:

EXT. STREET - DAY

Jean, Scott, Kurt, Wolverine, and Kitty leave a movie theater. They walk through an area with many restaurants and bars, but the street is almost deserted.

KURT
You think Arnold Schwarzenegger's a mutant?

WOLVERINE
That wuss?

JEAN
You think everybody's a mutant.

SCOTT
Speaking of which, where is everybody?

They notice the strangely empty streets. A couple, JACK and JILL, are the among the few people outside.

JILL
Jack...Jack! I think that's them.

JACK
Who?

JILL
The X-Men.

Other people turn and stare at the X-Men.

KURT
(disturbed)
They're staring at us.

WOLVERINE
(sniffs twice)
They're afraid.

INT. BAR

Jack runs into the bar where a crowd is glued to the projection TV which runs news reports about the X-Men. There is a feeling of apocalyptic gloom, like the sudden outbreak of war or the landing of aliens.

JACK
The X-Men are outside! The mutants!

The BARTENDER takes a gun from under the counter and goes outside.

EXT. STREET

Patrons of all the bars and restaurants rush out and stare. People lean out of their upstairs windows. BYSTANDER 1 points at Kurt.

BYSTANDER 1
Look, it's the monkey man.

BYSTANDER 2
And the babe with red hair.

BYSTANDER 3
Oh God, look how ugly he is!

BYSTANDER 2
What do we do?

BYSTANDER 4
I don't know.

BYSTANDER 2
Somebody call the police.

BYSTANDER 3
We gotta stop 'em.

The X-Men are tense. A bunch of very BIG GUYS step in front of them.

BIG GUY
That's far enough.

WOLVERINE
You got a problem?

BIG GUY
Yeah, you're the problem.

Wolverine takes a deep breath.

WOLVERINE
I'm asking you nicely not to piss me off.

A bottle hits Wolverine in the face. Then more bottles rain on the X-Men.

BIG GUY
Get 'em!

The mob charges at the X-Men. Jean shoves them back telekinetically.

Jill grabs at Kitty, and her hands go through. She screams.

Wolverine defends himself from brawlers.

JEAN
Why is this happening?!

Kurt is panicked by the mob and its hatred. They chase him across a street. Surround him. Force him against a building. Terrified, he climbs the outside of the old twelve-story skyscraper.

JEAN
Oh my god, poor Kurt.

Somebody pulls a gun. Jean forces the shooter's to swing wildly and fire in the air.

Wolverine continues to kick ass.

Others in the mob try to grab Scott. His glasses fall off in the scuffle. BZhZhZhZhZh!! His beam cuts a trench in the street.

The X-Men back up to their van. Scott sweeps his beam to keep the mob at bay.

SCOTT
Get in!

JEAN
We've got to help Kurt.

KURT

climbs to the top of the skyscraper. He pulls himself up next to a gargoyle.

Some people climb the fire stairs after him.

He leaps from rooftop to rooftop, flips down to a flagpole, drops onto an awning, and bounces to the street just as the X-Van pulls up to him with open door.

He jumps in and they speed away from the mob.

INT. X-VAN - DAY

Kurt huddles next to the door, holding his knees, rocking. Jean tries to comfort him. He shrinks away from her.

WOLVERINE
What the hell was that all about?

CUT TO:

INT. THOMAS PRINCE'S OFFICE - DAY

Jason storms in as Prince watches TV news about the X-Men.

JASON
People died, Prince! That wasn't the plan!

Prince turns around calmly.

PRINCE
The plan is working, Jason. It doesn't matter if a few people die.

JASON
How can you say that?

Prince turns solemnly to Jason.

PRINCE
My whole life I respected human life. I used my power to make money, but I didn't compete unfairly. I had a wife, one of our kind, and two beautiful daughters. Then, four years ago, I sent them on a trip. I wanted them to see the glories of mankind, since they'd heard so much from me about its atrocities. -- On the way home, their jet was blown out of the sky by a terrorist bomb.

Prince pauses and composes himself.

PRINCE
Right then I realized that the human species had failed its final test. There could be no more doubt. Their time was over, and our time had come. And since then, I've been trying to make the necessary changes.

Jason is moved.

PRINCE
You joined me in this work, Jason, and you've performed brilliantly. -- I hope you'll continue.

CUT TO:

INT. X-MANSION / DEN - DAY

Xavier and the X-Men watch the news, which broadcasts home videotapes of the riot outside the movie theater.

NEWSCASTER
Eyewitnesses from this morning's events have viewed these tapes and identified these suspects as the same individuals who appeared in their places of worship.

WOLVERINE
It's gotta be Jason.

XAVIER
He couldn't do this alone.

NEWSCASTER
Most of them appear normal, although one appears to be severely deformed.

A photo of Kurt fills the screen. He looks down, embarrassed.

JEAN
I think you're cute.

She hugs him.

NEWSCASTER
What's hard to accept, Harlan, is that these self-proclaimed mutants really have superhuman abilities.

NEWSCASTER 2
I'm sure we'd all like to think this is a hoax by Steven Spielberg or Orson Welles, but this time, Renee, the aliens appear to be real; and they come from right here on Earth.

JEAN
What are we gonna do?

SCOTT
With those tapes, they'll find us in no time.

KITTY
Maybe we should turn ourselves in. We didn't do anything.

KURT
But they've got witnesses.

WOLVERINE
I'm gonna kill that little bastard!

XAVIER
We can find Jason later. For now, we have to hide. Scott, get the van. Everybody else, pack a bag and meet back here in five minutes sharp.

As the group splits up, Xavier "listens" to a distant sound.

XAVIER
Come back!

Wolverine turns to Xavier.

XAVIER
They're coming. Fifty, maybe sixty people.

SCOTT
Police?

XAVIER
Prince's army.

Wolverine cocks his head and listens. We can't hear anything.

WOLVERINE
They're in helicopters.

SCOTT
What do we do?

XAVIER
Put your training to use. Wolverine's in charge.

NOTE: Now we have an 8-page action extravaganza that will be shortened and sharpened. The basic patten is that each X-Man gets to look good before each is finally captured with the help of Jason. Generally, we refer to the X-Men when in combat by their superhero names. For example, Scott is Cyclops, and Kurt is Nightcrawler. Sometimes we call them Scott/Cyclops and Kurt/Nightcrawler, but that's just so you won't forget that these are two names for the same character.

CUTSIDE

Helicopters approach and land.

INSIDE

Helicopter rumble shakes the mansion.

WOLVERINE
Scott, stash the Professor in the basement and stick with him. Kitty, you go too.

Suddenly, a wall explodes and windows shatter. The X-Men take cover. The front door is blown open. Citizens in uniform charge in.

Scott sweeps his beam across the room, blasting the first row of Citizens, but more storm in.

OUTSIDE

Atalanta deploys her troops in different directions. In the back, Jason standing in a helicopter, waiting.

INSIDE

Heavy gunfire forces the X-Men to scatter.

SCOTT/CYCLOPS

wheels Xavier down a hallway.

WOLVERINE

dives into the fray. Slice and dice.

JEAN

makes a rug rise up, toppling those who stand on it.

KURT/NIGHTCRAWLER

jumps down from a cornice, pulling curtains over some Citizens.

KITTY

hides under a table. It is kicked over. Exposed, she looks up at Atalanta, who laughs at her. Atalanta lifts Kitty with one hand and hurls her at a wall. Kitty flies through the air.

KITTY'S POV

Zooming toward the wall.

KITTY

Her face, in panic. Then she phases through the wall.

ATALANTA

Agog.

WOLVERINE

tumbles and spins like a dervish, disarming many citizens. Atalanta shoots at him from across the room. He takes a couple of hits in the arm and dives through a window.

JEAN AND NIGHTCRAWLER

run down the hallway to the Danger Room. Atalanta and six Citizens pursue.

SCOTT/CYCLOPS AND XAVIER

head down a corridor. Citizens turn a corner and rush at them. Cyclops zaps the floor, which collapses. The Citizens fall through. Cyclops opens the door to the study.

INSIDE THE STUDY

Cyclops and Xavier catch their breath.

NIGHTCRAWLER

rushes into the Danger Room. Atalanta and her squad follow them inside. SLAM! The door shuts behind them. The bad guys are trapped inside.

Jean stands in the hallway, relieved. She slides the bolt closed telekinetically. CHUNK.

DANGER ROOM

Nightcrawler swings up into the control booth from a rope. He seals the booth just as Atalanta is about to leap in after him. He activates the controls.

The Danger Room attacks with all its weapons.

Nightcrawler blows Atalanta a kiss. He leaves the Control Booth through the back door.

JEAN

runs into the dining room, where four Citizens are searching for X-Men. They take aim at her. She forces their muzzles aside, causing them to miss. They run after her. She looks back, and their feet slip out from under them.

EXT. WOLVERINE

sniffs and listens for Citizens. He sneaks up on a squad of four, about to shoot at Xavier.

He shish-kabobs a pair of them on each set of claws.

EXT. KITTY

is pursued by a Citizen. He shoots her, but the bullets pass through. She stumbles and falls. He fires point blank. The bullets just pass through. Exasperated, he lowers his rifle. Kitty kicks him in the balls. Ooof!

She gets up and starts to run, but she runs right into the arms of another Citizen, who grabs her. To her surprise, she struggles, but she's can't phase. He drags her away toward a helicopter.

ATALANTA AND SQUAD IN DANGER ROOM

The last Citizen is knocked out by a sliding pole. Only Atalanta is still standing. Chased by the automaton, she picks up an iron cage and heaves it at the juggernaut. The automaton falls on its side but keeps spinning. She picks up the cage and uses it to smash the robot like a bug. Then she takes the cage and throws it against a wall, opening a gaping hole.

This bitch is <u>strong</u>!

JEAN

dashes into the kitchen chased by three Citizens. Carving knives fly at them. TCHK TCHK THCK AGH! -- Three embed themselves in a wall. One knife flies into a shoulder.

KURT/NIGHTCRAWLER

fences with a Citizen, using an umbrella against the muzzle of an automatic rifle which is firing away. Bullets carve dotted arcs in the wall behind Nightcrawler.

Another Citizen joins the fray. Nightcrawler pulls a cane from an umbrella stand with his left hand and fights both Citizens simultaneously. They duel their way up the staircase.

He sends the rifle flipping out of one opponent's hand. He whacks him with the umbrella across the face, parries a punch with his tail, then kicks him tumbling down the stairs.

Nightcrawler flips onto the banister and knocks out the other Citizen with a kick to the head.

Just then, Atalanta arrives at the foot of the stairs. She lifts a broadsword from a suit of armor. Nightcrawler runs to the top of the stairs.

Atalanta crouches, leaps and flies up to the second story landing, blocking Nightcrawler's path!!!

Nightcrawler gulps. Atalanta smiles.

CYCLOPS AND XAVIER

They hear the fight raging outside.

KITTY

is locked inside a helicopter. She flattens herself against the metal shell as hard as she can, but she's just not feeling very porous.

WOLVERINE

slits a throat, cuts off a hand, and punctures an eyeball. (Okay, I got it out of my system.)

JEAN

Two Citizens grab Jean. She pushes them away with her force field, then reaches up. A rolling pin flies off the wall behind her into her hand and, without breaking rhythm, she clubs one Citizen, then the other.

JASON
Jean...wouldn't you rather bash me?

She certainly would. She stands and hurls the rolling pin at Jason. It tumbles through the air, corrects its course, and hits him square in the face.

Down he goes. Jean runs over to him, kneels beside him, and picks up the rolling pin in case he needs another love tap.

A shadow covers her. She looks up. The real Jason is standing above her, holding a heavy pot.

JASON
Nothing personal.

He hits her on the head with the pot. She keels over.

CYCLOPS AND XAVIER

look out the window at Jean, who is carried off by Citizens.

XAVIER
Go! I'll be all right.

Cyclops lifts the sash window and runs after her.

OUTSIDE

Cyclops sees Jean and the Citizens turn a corner. He runs around that corner, and he is surprised to find only Jason.

SCOTT/CYCLOPS
Where is she?

JASON
Somewhere else.

Cyclops, enraged, blasts Jason. But the beam bounces off Jason and ricochets back at Cyclops, sending him flying twenty feet. He lands on his back, unconscious.

Another Angle: Jason stands behind a ruby quartz mirror which reflected Scott's beam back at him.

JASON
I still don't know what she sees in you.

NIGHTCRAWLER

backs away from Atalanta and her broadsword. He jumps onto the pool table. She swings at his legs. He jumps. Swings Jumps. Swings Jumps. He grabs a cue stick. Pokes her in the face between swings.

She takes a big wind-up. He pole vaults over her on the cue stick.

He backs up to the balcony rail. She rolls a grand piano toward him. He climbs onto the rail. She shoves the piano full speed at him. He looks over his shoulder and sees a chandelier. He leaps, just as the piano crashes through the rail and falls.

Nightcrawler reaches out for the chandelier -- and his hands pass through it.

Slow motion: Nightcrawler grabs frantically for anything.

Below, Jason looks up smiling.

Nightcrawler falls and twists helplessly. He's going to splatter.

Ta-da, he makes a perfect landing on two feet, facing Jason.

KURT/NIGHTCRAWLER
Feeble attempt.

A net falls on top of Nightcrawler. Four Citizens, perfectly positioned, gather up the corners and carry him off.

JASON
-- When will you people stop underestimating me?

Jason smiles up at Atalanta.

XAVIER

scowls, concerned about Cyclops. He wheels himself toward the door, which swings open before he can get there. Citizens rush in. Xavier tries to wheel away. He overturns his chair.

Xavier lies helplessly on the floor. Three Citizens grab him. The Leader pulls out a syringe-gun

LEADER
Hold him down.

Xavier stares at them intensely. The Leader hesitates. He can't seem to act. The other three also seem confused.

Four more Citizens rush in and see the others doing nothing.

NEW ARRIVAL
Inject him!

The four Citizens near Xavier turn and shoot the newcomers.

INT. HELICOPTER - NIGHT

Kitty gets a running start, barrels for the wall of the helicopter -- and runs through.

XAVIER

is rolled through the house, escorted by his four new allies. The leader holds the syringe gun.

XAVIER
When you see Jason, inject him immediately. Don't let him pull any tricks.

Jason sees them and backs out of sight.

From another angle, another Xavier rolls in front of the syringe group. This Xavier points at them and shouts.

"XAVIER"
There he is! Behind you! Jason!

The confused Citizens look behind them. "Jason" is now sitting in Xavier's wheelchair. This "Jason" points at the other "Xavier."

"JASON"
No, that's Jason there!

The Citizens looks from Xavier/Jason to Jason/Xavier. Confused, the Leader injects the guy who looks like Jason.

Jason dissolves into Xavier and slumps unconscious in his wheelchair. The Citizens seem to come out of a dream. Where the other Xavier sat, Jason now stands.

JASON
Get him on the helicopter.

LEADER
(perplexed)
Yes, sir.

WOLVERINE

walks away from a group of defeated Citizens on the ground. Atalanta jumps down from a second story window and lands in front of him.

WOLVERINE
You've been avoiding me, doll.

ATALANTA
You're not my type.

She pulls two short swords from hip scabbards. The blades stick out between her middle fingers. Now she's got blades as long as his.

They fight on the ground. She leaps into the trees. She jumps down on him. He disarms her. He pins her to a tree with a talon through each of her palms.

WOLVERINE
Where are they?

Atalanta brings up her knees and shoves him away with her feet.

ATALANTA
I'll take you there.

His claws pull out of the tree as he flies backwards!

When Wolverine looks back at Atalanta, she whips a long metal chain around his ankle and drags him toward her.

She swings another length of chain around an arm. Before he knows it, he's wrapped up in a cocoon of iron chain.

Jason runs over and secures his ankles and wrists in a restraining device of thick metal.

WOLVERINE
These aren't your friends, Jason. You're only fooling yourself.

JASON
I fooled you, too.

Jason smiles, and the chains disappear. The restraining device, however, is real. Wolverine gnashes his teeth in self-reproach.

Atalanta walks over and puts a congratulatory hand on Jason's shoulder.

ATALANTA
Get him on board.

KITTY

runs by in the background, pursued by Citizens. She runs into a grove of trees and hides within the trunk of a huge old oak. The Citizens can't find her.

Atalanta sees the situation.

ATALANTA
Forget her. We're taking off.

HELICOPTERS

One helicopter takes off with Jean, Scott, Kurt, and Xavier.

Jason, Atalanta, and four Citizens carry Wolverine onto the other helicopter.

INT. HELICOPTER

Wolverine is thrown into the back. The helicopter takes off.

Wolverine looks around. He can't break out of the restraining device. He edges to the window. He looks outside. The helicopter rises higher and higher.

ATALANTA
Where do you think you're going?

WOLVERINE
Out for some air.

Wolverine lunges through the window of the helicopter.

EXT. HELICOPTER

Wolverine falls three hundred feet, bound hand and foot.

TREE

Wolverine lands in a tall tree, tumbles from branch to branch, and lands on the ground with a thud.

No human being could survive this fall. The iron restraining device is broken. Wolverine's body is perfectly still.

KITTY (O.S.)
Wolverine?...

He opens an eye.

KITTY (O.S.)
Help.

WOLVERINE
(to himself)
You gotta be kidding.

KITTY
I'm stuck.

With terrible effort, he turns his head. He sees Kitty. She's frozen inside a tree, half in, half out.

WOLVERINE
How'd you do that?

KITTY
How'd you fall out of a helicopter?

WOLVERINE
Intentionally.

Wolverine sits up, wincing. His face is all cut up. One eye is closed. One sleeve is bloody.

KITTY
Oh my god, your arm. It's...

He peels back his sleeve and reveals a huge gash in his upper arm. His shiny adamantium-sheathed bone glints in the moonlight.

KITTY
...disgusting. -- You've gotta get to a hospital.

WOLVERINE
I'll be okay.

He steps toward the tree and extends his claws --SNKT. He slices off a thick hunk of wood near her face.

KITTY
Hey, watch it!

He whacks away at the tree.

DISSOLVE TO:

LATER -- A TREE STUMP AND A PILE OF SAWDUST

Kitty ties a bandage around Wolverine's arm.

KITTY
Wolverine, I don't want to bail on you or anything...but I really ought to go home.

WOLVERINE
You're staying with me.

KITTY
No, I'm not.

WOLVERINE
You're wanted, like the rest of us. And the first place they'll look is your parents'.

He stands and walks toward the garage. She hasn't got a good answer, so she follows.

WOLVERINE
Now we're gonna get our friends back, but we're gonna need help.

He swings the garage door up, revealing a classic Rolls Royce.

INT. GARAGE DAY

He throws Kitty the keys.

WOLVERINE
Drive.

KITTY
I've only got my learner's permit.

WOLVERINE
Then learn.

He opens the back door and lies down in the back seat.

INT. ROLLS ROYCE

She gets into the cushy driver's seat and inserts the key in the ignition.

KITTY
So, where are we going?

WOLVERINE
To get the Angel.

Kitty backs up, scraping the side of the Rolls against a post.

CUT TO:

INT. PRINCE METALWORKS HANGAR - NIGHT

A media circus. Politicians, scientists, industrialists, and journalists anxiously wait in chairs set up inside a giant hanger. TV cameras are ready to record the proceedings. Jason and Atalanta are seated in the front row.

Thomas Prince walks to the podium.

PRINCE
Ladies and gentlemen, while the authorities talked, the men and women of The Citizens Crusade apprehended the X-Men. We tracked them to a mansion in Westchester County and attempted to make citizen's arrests. Although two of the mutants are still at large, I am pleased to announce that the other four, including their leader, are now in our custody.

The crowd murmurs excitedly.

Prince nods to Atalanta. She pulls a switch.

Bright lights illuminate a raised platform. Four X-shaped crucifixes pivot from a horizontal to an upright position. On each cross, one X-Man is shackled. Jean has a high-tech electronic cage around her head. Scott has an iron mask over his face. Xavier has an I.V. tube in his arm.

The crowd gasps, fascinated and frightened.

TWO JOURNALISTS

One whispers to the other.

JOURNALIST
This'll put him in the White House.

ON STAGE

PRINCE
Allow me to introduce the X-Men. At their head is Charles Xavier, telepath. His parents worked on the Manhattan Project to develop the atomic bomb. Their exosure to radiation accounts for his mutation.

Prince's speech can be intercut with a MULTI-MEDIA PRESENTATION and close-ups of the X-Men's reactions.

PRINCE
Xavier became obsessed with tracking down other mutants and luring them to his unaccredited school.

EXT. ROLLS-ROYCE ON THE ROAD - NIGHT

The car passes through countryside.

PRINCE (O.S.)
There, he preyed on their sense of alienation and trained them in the use of their unusual abilities.

INT. ROLLS-ROYCE - NIGHT

Wolverine and Kitty listen on the radio.

KITTY
He makes it sound so sinister.

ON STAGE / MULTI-MEDIA PRESENTATION

Kurt cringes, humiliated.

PRINCE
This pathetic creature was literally bought by Xavier from his parents. Formerly timid, Kurt Wagner is now a trained martial artist with a deeply unstable personality.

WOLVERINE AND KITTY

WOLVERINE
His parents kept him locked in the attic. We only found out about him because his house caught on fire.

INT. HANGAR - NIGHT

The presentation is over. Most of the crowd has filed out. Prince speaks with REPORTERS. THE GOVERNOR pushes through the crowd.

GOVERNOR
If you'll excuse us, I need to talk to Mr. Prince.

As the Reporters shoots questions at him, "Mr. Governor! Mr. Governor!" -- he pulls Prince aside.

GOVERNOR
We'll be taking custody of the suspects, Prince. The Sheriff's office is sending over some trucks.

PRINCE
Excuse me, Governor, I don't mean to be disrespectful, but do you have a facility that can hold these prisoners?

The Governor looks to his aides for an answer. They don't seem to know.

PRINCE
If they escaped after you took custody, it could be very embarrassing.

GOVERNOR
I'm afraid we don't have a choice.

PRINCE
That's not entirely true. This state does business with a number of private prisons. And I don't see why we couldn't work out a similar arrangement.

The Governor seems to like this idea.

CUT TO:

EXT. COUNTRY HIGHWAYS - NIGHT

The Rolls glides along a scenic highway through the countryside. We hear the radio news.

NEWSCASTER
In order to assure the highest level of security, state authorities have contracted with Thomas Prince ...

INT. ROLLS ROYCE - NIGHT

Kitty drives. Wolverine trie sto extract bullets from his arms with his claws. The radio plays in the darkness.

NEWSCASTER
...to retain custody of the X-Men until a public facility for their detention can be constructed. State District Attorney David McMillan announced his intention to file first degree murder charges against the suspects tomorrow morning in court. Meanwhile, the hunt goes on for...

Kitty shuts off the radio.

KITTY
Great. My life is ruined. -- Ya know, I never asked to be part of this stupid group. I never even decided to join.

He grimaces, pulls out the bullet, then feels relieved.

WOLVERINE
Ya know what your problem is? You still think you're normal.

KITTY
I am normal.

WOLVERINE
Is that so?

KITTY
Nobody would know.

Kitty turns away from him. Wolverine regrets being so harsh.

WOLVERINE
Okay, it's not your fight. -- When we get to the Angel's, I'll find you a place to stay.

She looks at him, grateful and guilty.

KITTY
Who's the Angel anyway?

EXT. COUNTRY ROAD - NIGHT

The Rolls drives by.

WOLVERINE (O.S.)
He used to be part of the group.

DISSOLVE TO:

INT. PRINCE'S PARLOR - NIGHT

Prince and Atalanta raise glasses of champagne to Jason.

PRINCE
To our new partner, who makes dreams come true.

JASON
To my new friends.

All three clink glasses and drink.

PRINCE
Jason, you've performed valiantly, my boy, and you deserve a reward. As a sign of my appreciation and respect, I'm putting you in charge of our youth recruitment program. I think you should find this a job that suits your tastes.

Prince shakes Jason's hand.

PRINCE
And for tonight...

Prince puts his arm around Jason's shoulder and leads him to a door.

PRINCE
Some of the female members of our organization want to show you <u>their</u> appreciation.

Prince opens the door to a festively decorated RUMPUS ROOM where THREE BEAUTIFUL BABES wait, grinning, for their new hero.

JASON
(to Prince)
Get outta here.

PRINCE
This is just the beginning, Jason.

JASON
I don't know what to say...

PRINCE
Don't say anything. Just wear a party hat.

He hands him a box of Trojans. Jason smiles and disappears inside. Prince closes the door and grins at Atalanta.

CUT TO:

EXT. TRUCK STOP - NIGHT

An old-fashioned diner/gas station. A few cars and trucks are parked in front. Wolverine is pumping gas into the Rolls. He yawns.

INT. DINER - NIGHT

A WAITRESS refills Kitty's mug as she sits at the counter next to the cash register.

WAITRESS
Your order'll be ready in a minute, hon.

Kitty eavesdrops as two large REDNECKS wait to pay their bill.

REDNECK 1
I think they oughta kill 'em all.

REDNECK
Who, the government? The only one that's got any balls is that guy Prince.

The coffee mug slips through Kitty's fingers and drops noisily onto the counter.

WAITRESS
That's all right, honey. I'll clean it up.

Kitty reaches for the mug, but she sifts right through it. She grabs for the cup twice more. This time the waitress sees Kitty's hand phase through the mug. She looks at Kitty, doubting her own eyes.

Kitty stands up and pivots to leave. She phases through the two Rednecks standing behind her.

KITTY
Excuse me.

A woman at a booth sees this and SCREAMS. Kitty, alarmed, stumbles through a family looking at postcards in a rack. She reaches for the door knob, but ends up just phasing through the door.

BIG GUY
You know who that is?

EXT. TRUCK STOP - NIGHT

Kitty runs toward Wolverine, who replaces the nozzle in the pump. A car pulling up to the pumps drives right through her -- then slams on the brakes.

KITTY
They saw me! Let's go!

Wolverine turns and sees a small crowd rush toward them from the diner, headed by the Rednecks.

He runs to his side of the car. Hops in. Starts the engine. He looks over.

Kitty is still standing outside. She can't open the door. Her hand phases through the handle. Exasperated, Wolverine reaches over and opens the door.

Kitty climbs into the truck. Wolverine takes off. The truck zooms forward, but Kitty does not. She is left sitting on the concrete next to the gasoline nozzle, which still flows.

Exasperated, Wolverine slams on the brakes. Runs back to Kitty.

REDNECKS
Look how short he is./I thought he'd be a lot bigger'n that./He don't look so tough./Ya think there's a reward?

Emboldened, the Rednecks step toward Wolverine. They are joined by about eight more men who all look like good fighters.

WOLVERINE
Stay away!

Redneck 1 throws the first punch, and Wolverine proceeds to demolish the first group of attackers without using his claws. He turns to the others.

WOLVERINE
Now don't make me get violent.

Edging around the parking area, Wolverine punctures one tire on every vehicle.

WOMAN
You're gonna die, mutant.

WOLVERINE
One of these days.

A shot rings out. A bullet blows out a tire on the Rolls. Another bullet barely misses him. Wolverine tumbles. He springs to his feet and grabs the shooter's hand which holds the gun.

WOLVERINE
You know how much those tires cost?

Wolverine makes the shooter smash himself in the face with his own gun. He melts to the ground. Wolverine keeps the gun.

WOLVERINE
Kitty!

He goes over to the shooter's car, a '65 Chevy Nova with flames painted on the side. The motor's running. Kitty, now fully solid, gets in. Wolverine turns to the crowd.

WOLVERINE
Cause we're the good guys. Remember that.

The Nova roars away in a cloud of dust.

INT. STOLEN CAR - NIGHT

Wolverine looks over at Kitty.

WOLVERINE
Well, so much for passing as normal.

Kitty is not amused.

DISSOLVE TO:

EXT. SMALL TOWN - NIGHT

The Nova rolls through a small town past a building that's on fire. Crosses burn on the lawn. Firemen try to put out the blaze. Children in nightshirts stand on the lawn. A sign reads: "Meadville Home for the Mentally Retarded." Grafitti has been sprayed over it, "Death to Mutants."

INT. NOVA - NIGHT

As they pull closer, they see that the children on the lawn are "Mongoloids" afflicted with Downs Syndrome.

WOLVERINE
Human beings suck.

KITTY
Then why do you want to help them?

For a second he has to think about it.

WOLVERINE
They don't always suck.

He drives on.

DISSOLVE TO:

EXT. COUNTRY ROAD - MORNING

A different landscape. Farms and fields. The Nova cruises down a dirt road.

INT. BORROWED CAR - DAY

Wolverine drives. Kitty sleeps. He nudges her.

WOLVERINE
Kitty...Wake up....We're almost there.

Kitty wakes, yawns, sits up, looks out the window, looks at Wolverine.

KITTY
How's your arm?

WOLVERINE
Better.

He shows her the wound. It's almost healed. She's looks at him, amazed.

WOLVERINE
Healing factor.

They turn at a mailbox and continue onto a long dirt driveway.

EXT. FARMHOUSE - DAY

As they approach the farmhouse, several large Rottweilers surround the car and bark ferociously. WARREN WORTHINGTON, III, formerly known as ANGEL, comes out of the barn. He carries a shotgun pointed at the ground. He is tall, blond, handsome, wears blue jeans.

His pretty young wife, AMY, runs out of the kitchen holding their baby, GABRIEL. He signals her back inside.

Wolverine pokes his head out the car window with a big smile.

WOLVERINE
Howdy, pardner.

ANGEL
(flat)
I knew you'd show up.

WOLVERINE
Angel, amigo, we're in a world of trouble.

ANGEL
I'm not Angel anymore.

Wolverine adapts to the cold reception.

WOLVERINE
If you don't talk to me, Warren, I'll kill your dogs.

ANGEL
(a beat)
Cool it!

The dogs stop barking and trot away. Wolverine and Kitty step out of the car. She is puzzled by Angel's attitude.

ANGEL
Now let me guess. You want me to help you spring Xavier.

WOLVERINE
Bingo.

ANGEL
Well, forget it. I've got a wife and a kid now.

WOLVERINE
So you're gonna let your buddies rot in jail?

ANGEL
I've got no choice. My mutant days are over.

Wolverine grabs Angel's shirt and pulls him close with both hands.

WOLVERINE
Ya got wings, you're a mutant!

He RIPS the shirt off Angel's back.

Bare-chested, Angel seems perfectly normal.

Wolverine stares at him, agape. He turns Angel around. He and Kitty see long masses of scar tissue on both sides of his back.

ANGEL
I had 'em removed.

WOLVERINE
You're sick.

ANGEL
I was a freak. Now I'm normal.

WOLVERINE
What's so damn great about being normal?

ANGEL
I'm not being hunted down.

Angel faces Wolverine, unapologetic, but his bravado covers an unspeakable sense of loss. Kitty stares at Angel, sensing the magnitude and consequences of his sacrifice. Wolverine wants to stay angry, he's at a loss for words.

WOLVERINE
Does Xavier know?

ANGEL
He took me out of the files.

That settles it.

WOLVERINE
All right. We're leaving.

Wolverine nods to Kitty, and they walk toward the Nova with the conspicuous flames on the side. Warren watches them go.

ANGEL
Wait a second.

They turn.

ANGEL
You won't get far in that.

CUT TO:

INT. HANGAR / PRINCE COMPOUND - DAY

A sturdy little bunker has been constructed inside the cavernous hangar where the X-Men were displayed. This is the no-frills state-of-the-art mutant detention center where the X-Men are confined.

A surveillance station is positioned outside the bunker. Through a wall-sized two-way mirror, the guards can see the prisoners. The console is manned by SIX CITIZENS, led by Phil.

We track close and look through the window.

Scott struggles against his bonds. We hear his grunts and groans through the speakers on the surveillance console.

The others slump listlessly in their crucifix/cages, facing their reflections in the wall-sized mirror.

CUT TO:

EXT. ANGEL'S HOUSE / DEN - DAY

Warren's wife, AMY, lets Kitty hold her baby boy. Wolverine tickles Gabriel with his stubby finger, and the baby smiles toothlessly. Angel drives up in his PICK-UP.

Angel takes Wolverine aside and hands him the keys to the truck. Kitty eavesdrops as she holds the baby.

ANGEL
You can't say I'm wrong. Not with what's going on.

WOLVERINE
Do me one favor. Let the girl stay.

ANGEL
I can't.

WOLVERINE
We only found her a week ago.

ANGEL
Everybody's seen her picture.

WOLVERINE
Warren, she's sixteen years old, for Christ sake.

AMY
Of course, she can stay.

Angel looks at her angrily. She faces him down, deeply disappointed in him.

Angel is ashamed. And Kitty sees it.

Wolverine moves toward the truck.

WOLVERINE
Thanks. See ya round.

KITTY
I'm going with you.

WOLVERINE
You wanted out, you're out.

Wolverine gets in the truck.

KITTY
Wolverine!

He ignores her and starts up the motor.

Kitty, Angel, and Amy watch as Wolverine goes off to fight their battle. The truck pulls away and heads around the circular drive.

Kitty watches him.

Suddenly she shoves Gabriel in Amy's arms and takes off across the grass. She chases after the pick-up, catches it at the cut-off, and pulls herself into the cargo bed.

INT. PICK-UP - DAY

Wolverine looks in the rear-view mirror and sees Kitty phase through the back of the cab and sit down in the passenger seat. He glances at her but acts like nothing special has happened. Kitty catches her breath and suppresses a grin.

WOLVERINE
How come you can't do that when it matters?

KITTY
It mattered.

Wolverine tries not to smile. He fails. They grin at each other, at last.

DISSOLVE TO:

INT. SMALL ROOM - DAY

Xavier is wheeled horizontally into a small room and pivoted upright. On the other side of a thick glass window sits his attorney, ARTHUR HOLLINGSWORTH, an old-fashioned New England barrister.

ARTHUR
Charles, this can't be true.

XAVIER
It is and it isn't, Arthur. The mutant part, that's true.

ARTHUR
Well that explains all the money you wasted on that school.

XAVIER
But I'm not guilty of any crimes. And neither are my students.

ARTHUR
How do you account for the witnesses?

XAVIER
(hushed)
Arthur, we're not the only ones. I had a student who can project delusions into the minds of other people. He's now working for Thomas Prince -- who's also a mutant.

ARTHUR
And what about the President, Charles? Is he a mutant?

XAVIER
No. But if Thomas Prince gets elected, he will be.

Arthur sighs.

ARTHUR
Charles, if your defense were accepted, the legal system would fall apart. Every time a case depended on eyewitness testimony, you could invoke the "mutant" defense. "I didn't do it, your honor. There was an evil mutant who made the witness think it was me."

XAVIER
So what do you suggest?

Arthur hesitates.

ARTHUR
If you plead guilty and submit to medical experiments, I'm fairly sure I can get you off with...life imprisonment.

Xavier is angry and discouraged.

XAVIER
Arthur, you know me better than that.

ARTHUR
I thought I knew you, Charles. Now I don't know what to think.

CUT TO:

INT. X-JAIL - DAY

The door opens. Xavier is wheeled in. The X-Men look at him expectantly. They see his somber expression.

XAVIER
There's still Wolverine.

CUT TO:

INT. ANGEL'S PICK-UP - DAY

Wolverine passes a tanker. Kitty tries to open the pop-top on a can of soda. She breaks the tab.

KITTY
Damn! And it's my last one.

Wolverine looks over, extrudes his two outside claws, and punctures two holes in the top of the can. Kitty watches the blades retract into the back of his hand.

KITTY
Were you born with those?

WOLVERINE
They're a gift from the government.

KITTY
Can I see?

He holds out his forearm for her to inspect. We get to see it in close-up.

WOLVERINE
Careful now.

He extends his claws. She marvels at them.

KITTY
What are they made of?

WOLVERINE
Adamantium. Like the rest of my bones.

KITTY
You've got metal bones?

WOLVERINE
Metal plated. When they found out I was a fast healer, they came up with the bright idea of cutting me open and encasing all my bones with metal. The claws were just a bonus.

KITTY
Euuh! Why'd you let 'em do it?

WOLVERINE
They didn't ask.

Kitty looks at Wolverine with sympathy.

EXT. COUNTRYSIDE - DAY

VRCOOOOMMM! The pick-up speeds down the highway.

CUT TO:

EXT. PRINCE METALWORKS COMPOUND / GATEHOUSE - NIGHT

A flatbed truck with a load under a tarp is waved through security.

EXT. COMPOUND / MESS HALL - NIGHT

Close on tarp over lumber. A shiny pointed blade pokes through the canvas and slices open a long rip. Wolverine looks through the hole. He climbs out, then extracts Kitty.

He hears something. He pulls her into a stand of trees. Guards pass.

WOLVERINE
Keep an eye out for Jason. When I finish with Prince, I'll meet you back here.

He turns to go.

KITTY
Wolverine...

WOLVERINE
What?

KITTY
I'm scared.

WOLVERINE
Good. That means you're not stupid.

He creeps away.

WOLVERINE

sniffs, waits as two soldiers pass, then continues between two barracks.

KITTY

watches from the shadows. She sees Jason come out of a building.

She tries to get Wolverine's attention. He's already out of sight. Unable to resist, she follows Jason.

EXT. JAIL HANGAR - NIGHT

Jason goes to the building where the X-Men are kept. He passes through security. Heavy doors are opened, and he is allowed inside.

Kitty takes a breath and phases through a side wall.

INT. JAIL HANGAR - NIGHT

Kitty is pleased with herself for phasing. SShe edges alone the wall and sees Jason speaking with the guards. She tries to phase into the bunker. She bounces off. Rubs her head. Tries again. Makes it through.

INT. X-JAIL - NIGHT

Kitty emerges in the room with her captive team mates. She gets their attention. They hide their joy. She signals, "What do I do?"

Kurt points to a control panel on the wall. She walks over to it.

A large red switch is marked "ALARM." She flips it from "on" to "off."

Instantly, trap doors open underneath her. Kitty falls into a pit, twelve feet deep. Jason walks to the edge.

JASON
Phase all you want, Kitty. There's no place to go but China.

She looks up and sees Jason looking down at her, laughing.

CUT TO:

EXT. PRINCE'S HOUSE - NIGHT

Wolverine cuts a circle in a window with his claw.

CUT TO:

INT. PRINCE'S HOUSE - NIGHT

Wolverine sneaks through the house and sniffs his way to the library. He listens at the door, then smiles.

INT. LIBRARY - NIGHT

Prince sits at his desk and reviews a contract. Wolverine enters in front of him.

WOLVERINE
Hey, bub, it's payback time.

Wolverine advances confidently toward Prince, ready to vivisect him.

PRINCE
That's right; you owe me one dead body.

But as Wolverine extends his arms to grab Prince's throat, something blocks his way. He is repelled by an invisible force.

Wolverine, puzzled, struggles to get to Prince, but he is pushed farther away. Prince smiles; Wolverine grimaces.

PRINCE
I've got power, too, little man.

WHAM! Wolverine flies across the room, as if propelled by a silent explosion. He crashes into the wall.

PRINCE
I play with magnetism. And your metal skeleton is made to order.

Wolverine gets to his feet and charges at Prince. He is sent flying up into the ceiling, WHAM! He falls to the floor. THUD!

PRINCE
I'd say your arrogance is way out of line with your abilities.

As Wolverine starts to get up, Prince slams him sideways into a wall. Then into another wall. Wolverine bounces around the room like a handball, leaving smudges of blood. His bones show through in several places.

Jason arrives with news of Kitty. He is astonished to see that Prince easily toys with his former hero.

PRINCE
Jason, <u>this</u> is the invincible Wolverine? -- I think you're in better company now.

Wolverine's got more heart than Rocky. He picks himself up. SNKT! Now the fur's gonna fly. Prince just laughs.

Wolverine's arms don't obey him. His claws turn against him. He stabs himself in the throat with his left hand. He stabs himself in the belly with his right. He rakes his claws up through his abdomen.

PRINCE
You've got guts, Wolverine. I gotta hand it to you.

Jason is in anguish, seeing his old friend eviscerated in front of his eyes.

Wolverine looks to Jason for help. Jason, frozen in terror, answers only with a look with pity.

Prince hyperextends Wolverine's elbows and knees past the breaking point. They snap with loud, nauseating CRACKS.

Prince knots Wolverine's flacid limbs behind his back. As he tightens the knot, Wolverine's spine folds back on itself. The vertebrae snap with a series of grisly CRUNCHES.

With the last few crunches, Wolverine's agony dissolves into the peaceful escape of death.

Prince slumps into a chair, exhausted.

Jason, shaken, checks the body.

JASON
(incredulous)
He's dead...

Atalanta walks in and sees the freakish lump of flesh and metal on the floor.

PRINCE
Bury this piece of junk. Jason, you help her.

Jason stares at the body.

CUT TO:

EXT. SCRAP METAL YARD - DAY

Jason and Atalanta get out of a car. Wolverine's remains are in the back seat.

Atalanta stands behind the car and pushes it over the ledge of a deep pit, partially filled with scrap metal. The car crashes to the bottom of the hole.

A bulldozer shoves piles of scrap metal on top of the car.

Atalanta cheerfully plants a rusty TV antenna on top of the mound as a kind of mocking cross.

ATALANTA
Don't feel sad, honey. You've got us.

She walks off. Jason stays for a moment at Wolverine's grave

CUT TO:

EXT. JAIL HANGAR AT COMPOUND - NIGHT

Mobs with torches shout choruses of, "Death to the X-Men, Death to the X-Men." Some carry signs with anti-mutant slogans. It's a terrifying sight.

Prince, Jason, and Atalanta are escorted through the crowd by Citizens. They go inside.

INT. JAIL HANGAR - NIGHT

Prince and Jason step up to the surveillance counter and address Phil.

PHIL
Evening, Mr.Prince.

PRINCE
We're here to see the prisoners, Phil.

PHIL
I'll open up.

Phil punches in a series of commands, and the huge security door unlocks. Phil gets up and swings it open. The visitors enter.

INT. X-JAIL - NIGHT

The X-Men are despondent as they watch their enemies enter.

PRINCE
I'm going to turn off the surveillance, Phil. I want to talk in private.

Prince presses some controls. The two-way mirror goes from reflective to dark.

PHIL
You gonna be all right in there?

PRINCE
They're secured, aren't they?

PHIL
Yes, sir.

PRINCE
Then we'll be fine.

Phil exits, pulling the door closed behind him.

SURVEILLANCE CONSOLE

The video screens are blank and silent.

INT. X-JAIL

Prince addresses the X-Men.

PRINCE
I thought you should know.
Wolverine is dead.

The X-Men look at each other, skeptical. Jason nods in confirmation.

PRINCE
I'd announce it publicly, but I've got to keep the hate thing going.

XAVIER
(contemptuous)
So you'll get elected?

PRINCE
So mutants can be in charge.
(smiles)
The human race is finally going to strangle on its own hatred.

XAVIER
What do you expect when mutants like you go around killing people?

PRINCE
They'd have hated us anyway.

XAVIER
You never gave them a chance.

PRINCE
(utterly frustrated)
Stop defending them!

He points to the mob outside.

PRINCE
Can't you hear? They want you dead!

He calms himself.

PRINCE
You're so pathetic you don't deserve to survive!
(to Jason)
Let's go.

Prince leaves. Jason follows with mixed feelings.

CUT TO:

CLOSE-UP ON GAVEL

Bam! Bam! Bam!

INT. COURTROOM / SIX WEEKS LATER - DAY

The JUDGE addresses the JURY FOREMAN.

JUDGE
Has the jury reached a verdict?

FOREMAN
We have, your honor.

CUT TO:

INT. JASON'S BEDROOM/PRINCE'S HOUSE - NIGHT

Start on tv screen.

NEWSCASTER
A verdict was handed down today in the trial of the X-Men.

Slowly zoom out and find ourselves in Jason's bedroom. Jason and GRETCHEN, one of his three "admirers," watch the news while lounging semi-clad on his bed. She wants to play. He's is sullen and testy.

NEWSCASTER
After only twenty minutes of deliberation, the jury came to a unanimous decision: guilty on all counts. Judge Harold Garwood passed sentence at once, condemning the mutants to death by electrocution. Catherine Pryde, a minor, will be held until the age of eighteen, and then her sentence will be carried out.

GRETCHEN
Jason, can you get me into the execution? Please?

JASON
Shut up.

He changes the channel to the MacNeil/Lehrer News Hour.

MACNEIL
And in tonight's feature, we focus on the remarkable rise of Thomas Prince.

(more)

MACNEIL (Cont'd)
Only a few months ago an extremist on the fringe of American politics, the former industrialist is now riding a huge lead into the final weeks of the Presidential campaign...

Jason changes the channel. Prince is being interviewed.

PRINCE
The mutant menace isn't over. Thousands of mutants are living among us right now.

Changes channel.

PRINCE
We need to find them and root them out.

Changes channel.

PRINCE
...a fight to the death between competing species.

Jason disgustedly turns off the TV and leaves the room.

GRETCHEN
Jason...? Are you mad at me?

CUT TO:

EXT. JUNKYARD - NIGHT

Jason sits on the hill of scrap metal next to the tv antenna which marks Wolverine's grave..

Face in his hands, he cries.

CUT TO:

EXT. X-MANSION - NIGHT

POV approaching the portico.

Reverse angle finds Jean walking through the grounds to the front door. The whole feeling is like a horror movie. She enters the damaged building. The door creaks as it opens.

INT. X-MANSION - NIGHT

She walks into the foyer and looks around. The place is deserted.

POV approaches her from behind. She turns around with a start.

It's Kurt.

JEAN
How'd you get here?

KURT
I don't know. I think this is a dream.

Then Scott and Kitty enter from different doors. Everyone is confused.

XAVIER (O.S.)
We had to talk in private.

They turn and see Xavier in his wheelchair.

XAVIER
When you're asleep, the threshold is low enough for me to squeeze through.

They all start to fade away. Then they all reform.

XAVIER
I have a way for us to escape.

CUT TO:

INT. X-JAIL - NIGHT

Jean wakes up. She looks around. The other X-Men are also just waking. They all have the same quizzical expression. They check each other out and nod in vague confirmation. Jean looks at Xavier. He nods, supportively. She glances at the video cameras, then takes a deep breath and concentrates like hell on Scott.

JEAN

The psychic neutralizer over her head crackles with static electricity.

ON CYCLOPS

Close on a tiny screw on his helmet. Nothing happens.

JEAN

stops and takes a breath, then concentrates like never before. Her psychic neutralizer sparks a little more.

ON CYCLOPS

The screw rotates 2 degrees. The irises over Cyclops' eyes open up a tiny pinhole. bzzzzhhhhh A fine thread of light sweeps across the room.

Cyclops sees a metal hook hanging from a pulley up near the ceiling over Kitty's pit.

Cyclops follows a rope from the pulley to a clasp on the wall. His beam burns slowly through the rope.

CUT TO:

INT. PRINCE'S HOUSE - NIGHT

Jason quietly enters through the front door and sneaks past the library toward the stairs. Just as he thinks he's made a clean getaway, Prince calls out to him.

PRINCE (O.S.)
Jason! Could you come in here?

Reluctantly, Jason enters the library, where Prince and Atalanta play chess.

PRINCE
Where were you?

JASON
I went for a walk.

Prince looks at him suspiciously.

PRINCE
I've been wanting to talk to you. Sit down.

Jason nervously takes a seat.

PRINCE
Step One has worked like a charm. And with the X-Men gone, the rest should be easy:

JASON
(intense)
They weren't supposed to die. -- You said out of the way. You didn't say dead.

PRINCE
Dead is out of the way.

JASON
I can't trust you.

PRINCE
Jason, do you want power? Because if you want power, the first thing you do is get rid of your enemies.

JASON
I never wanted power. I wanted some money; I wanted respect.

PRINCE
(furious)
You'll get your goddamn respect after the election! Right now, I need you to finish what you started!

JASON
I've done enough.

Prince clenches his jaw in anger. Jason has a crazed look in his eye. He's not ready to back down. Atalanta tenses up.

They face each other for a long, tense beat.

PRINCE
What if I give your friends a way out? Would that make you feel more cooperative?

Jason cautiously lightens up.

JASON
It might help.

CUT TO:

INT. X-JAIL - NIGHT

Scott's beam burns through the rope, which runs through the pulley.

The hook at the end of the rope drops NOISILY onto the iron grate over the dungeon. It doesn't fall through.

X-MEN

look around to see if they've alerted the guards. The door doesn't open.

JEAN

stares at the hook. It slides an inch and falls through the grate.

The rest of the rope runs through the pulley and lies on the floor.

Jean stares at the end of the rope. It snakes through the air over toward Kurt's cage.

KURT

stretches his arm for it. Can't reach.

He turns around and stretches his tail through the bars. His tail wraps around the rope, like two snakes. The rope is taut.

KITTY

starts climbing the rope.

CUT TO:

EXT. PRINCE COMPOUND - NIGHT

Prince, Jason, and Atalanta walk toward the hangar.

CUT TO:

INT. X-JAIL - NIGHT

Kitty, having climbed the rope, phases through the grate and clambers onto the floor.

KITTY
Now what?

KURT
(points outside)
Get the keys.

Kitty takes a breath and sticks her arm through the wall.

SURVEILLANCE CONSOLE

While the Guards play cards, a hand picks the keys from a hook on the wall.

X-JAIL

Kitty pulls out her arm, and she's holding the keys.

She opens Jean's handcuffs. Then Scott's eye band. She throws the keys up to Kurt, and he snatches them.

And just then, the metal doors slam open. Prince stands there, furious.

In an instant, Scott's eye band flies over his head and seals itself.

Water pipes burst through the wall and bind Jean into her seat. Then the neutralizer settles itself over her head.

The bars of Kurt's cage bend in, making it impossible for him to get out.

PRINCE
You all know Phil... He hasn't mistreated you, has he?

The X-Men grudingly shake their heads.

PRINCE
Phil, hand your gun to Atalanta.

PHIL
I'm not supposed to relinquish my firearm, sir.

PRINCE
It's okay. I have the authority.

Phil reluctantly hands his gun to Atalanta. She takes it.

PRINCE
Atalanta, aim the gun at Phil.

As Phil gets ready to resist, Atalanta aims the gun at his head.

PHIL
What is this?

PRINCE
Phil will stand for all the so-called innocent people in the world.
(to X-Men)
Now if you agree to my terms, just nod and Atalanta will pull the trigger. We'll start with you, Xavier.

XAVIER
You know my answer.

PRINCE
Don't be naive. You've got the most extraordinary brain the world has ever known. Phil's completely common. You're worth five billion Phil's. -- Give up Phil and you can save a million other lives. Do it, Xavier. For your kids. Or they'll follow you into the grave.

XAVIER
(to the X-Men)
I can't tell you what you do, but I won't kill Phil.

PRINCE
Xavier, that was truly...one of the stupidest decisions in history.

Prince looks around. Settles on Kurt.

PRINCE
Kurt, look at this redneck bigot. His kids would tie cans to your tail. His beautiful daughter would never kiss you, not even if you won the Nobel Prize.-- Just nod, Kurt, and all that changes.-- If you die, who'll know about your sacrifice? You won't even be a martyr.

Time's up.

PRINCE
Anybody else? Jean? Scott?

They shake their heads.

PRINCE
Kitty, it's up to you.

He settles on Kitty's monitor.

PRINCE
You haven't been around Xavier that long. Maybe you've still got common sense.

Kitty is torn.

KITTY
Professor?

XAVIER
I'm here, Kitty.

KITTY
I don't want to die. I haven't done anything. I mean I'm still a kid; he's already old.

PRINCE
Does that mean shoot?

A long pause. Kitty agonizes over her decision. Then she SCREAMS in frustration.

KITTY
I hate you!

She breaks into tears.

Prince turns to Phil, who is almost ready to feel relief.

PRINCE
Well, Phil, what do you think about mutants now?

PHIL
I guess they're not as bad as I thought.

Prince smiles.

PRINCE
Atalanta, give Phil's gun to Jason.

She is wary, but Prince nods, and she hands the gun to Jason.

PRINCE
Jason, cover him.

He half-heartedly aims the gun at Phil.

PRINCE
Phil's heard too much.

Atalanta grins.

PRINCE
Go ahead. Prove you're superior.

Jason delays.

PRINCE
Do it!

Jason swings his arm at Prince and squeezes off seven shots.

Prince pulls his arms into a defensive stance, palms out. None of the bullets draw blood.

Jason is stupefied.

PRINCE
Your aim is off.

Camera pans to Phil. He's got seven bullet wounds in the head and chest. He collapses, dead.

The gun flies out of Jason's hand into Prince's hand. He fires once and hits Jason in the heart.

Jason tries to speak. He staggers a couple of steps toward Jean and manages to eke out his last words.

JASON
I'm sorry.

Then he-dissolves into thin air.

Pan down and find Jason's dead body already on the floor.

PRINCE
Personally, I think his apologies are a little late.

The X-Men are moved by Jason's futile sacrifice.

DISSOLVE TO:

EXT. NEWS STAND - NIGHT

A truck drives by and a bundle of newspapers is thrown down in front of a news stand. The headline screams: X-ECUTION DAY.

CUT TO:

INT. HANGAR - NIGHT

Workers prepare the hangar for the execution, setting up chairs, a podium, a balcony, and a large metal lighting grid. In the background, guards keep watch over the bunker where the X-Men are kept.

INT. X-JAIL - NIGHT

A large clock. The second hand sweeps slowly around the dial.

Each X-Man faces death in his or her own way. Jean cries quietly. It breaks Xavier's heart.

XAVIER
Jean... Scott, Kurt, Kitty...
(with difficulty)
I won't ask you to forgive me.
I don't know what to say except
I'm sorry.

Xavier chokes back tears.

SCOTT
It's not your fault, Professor.

JEAN
We were stupid to think we could change anything.

KITTY (ON VIDEO MONITOR)
Who cares about humans? They can all go to hell!

KURT
I'm not ready. I never kissed a girl even once.

SCOTT
If we accomplished anything at all, I could handle it. But it was all for nothing. Absolutely nothing.

They stare at themselves in the big mirror.

CUT TO:

EXT. SCRAP METAL YARD - NIGHT

Start high on the sign at the entrance. Crane down, down, down to the top of the heap, to the rusty tv antenna which marks Wolverine's grave. Then down THROUGH the scrap metal, down, down, down to the car which is Wolverine's coffin. And INSIDE the car to his body, to his head, to his face.

Wolverine opens one eye.

CUT TO:

INT. PRISON - DAWN

Guards open the door, and the EXECUTIONER, a State Policeman, steps inside. The X-crucifixes are in the horizontal sleeping position.

EXECUTIONER
Rise and shine, little mutants. Did everybody get a good night's sleep?

The X-crucifixes are tilted upright. The X-Men look hollow.

EXECUTIONER
I'm your official state executioner, and I'm here to see that you get a proper send off.

Four fork lifts drive in with equipment for the execution.

EXECUTIONER
Say good-bye to Kitty cat. We can't kill her till she's eighteen.

CUT TO:

EXT. SCRAP METAL YARD - DAWN

Small shards of metal slide down the slope of the scrap heap. The mound undulates, starting an avalanche of trash.

Three adamantium claws spear through the top of the mound and glisten in the moonlight.

A moment later, the other set of claws pierces the surface.

With painful effort, Wolverine births himself out of the heap.

Yecchhh! Look at him. Gooey. Oozing. Crusty.

Reborn, he collapses.

A sheet of newsprint is blown by the wind. It gets stuck on Wolverine's face. A hand reaches over and peels off the tenacious paper. He looks at the headline: X-ECUTION DAY.

Wolverine snaps awake. Looks at the date: June 14. Looks at his watch.

It's a Timex, and it keeps on ticking. It reads 6:17 AM on June 14.

WOLVERINE
No time for a shower.

CUT TO:

INT. PRISON - DAWN

Teamsters move the X-Men around on their rolling crucifixes so that the mobile electricution equipment can be set up.

EXECUTIONER
Put the circuit breaker over here. Move her out of the way.

Jean is wheeled in front of Scott.

They are finally together, alone, face to face. Scott's feelings pour out in a desperate rush.

SCOTT
Jean, I always loved you. From the first day. From the first second. I was afraid I'd hurt you. I didn't trust myself. I wanted to be with you, but....

The Teamsters roll them apart.

JEAN
It's okay, my love, I know, I know. I always knew.

For the first time in the movie, Scott smiles. He calls after her.

SCOTT
I love you.

Their eyes cling to each other until they can't see each other any more. They are placed side by side, facing the mirror.

They look at each other, side by side. Jean mouths the words, "I love you. I love you. I love you."

A tear rolls down from under Scott's visor.

CUT TO:

EXT. SCRAP METAL YARD - DAWN

Wolverine climbs into a bulldozer.

SNKT! He extends his index claw and inserts it into the ignition. Sparks fly. Wolverine grits his teeth and turns the "key."

The bulldozer starts up with a deep roar.

Wolverine withdraws his claw from the ignition and shifts into gear. He spits out a spark, and the bulldozer tracks forward.

CUT TO:

EXT. JAIL HANGAR - DAWN

It's another media circus. Prince greets the arriving dignitaries who have come to watch the execution.. He shakes hands with the now-obsequious Governor.

GOVERNOR
Do I get invited to the inauguration, Tom?

PRINCE
First let me get elected.

GOVERNOR
I wouldn't worry too much about that.

Atalanta stands vigilantly next to him, making sure nothing goes wrong.

CUT TO:

EXT. STREETS - DAWN

The bulldozer rambles down the street like a rampaging elephant, honking as it approaches red lights. Those cars that don't dart out of the way are shoved aside.

The bulldozer pulls up alongside a bus. Wolverine, chomping on a cigar butt, shouts to the driver.

WOLVERINE
Hey, buddy. Which way to the execution?

The Bus Driver sputters with fear.

WOLVERINE
Don't worry, I'm invited.

CUT TO:

INT. JAIL HANGAR - DAWN

The interior has been set up like an auditorium with rows of seats facing the jail bunker. A balcony level has been constructed in the rear. The surveillance console has been moved aside to afford a clear view.

The picture window is dark, so no one can see inside the bunker. But the bunker itself is brightly illuminated by a LARGE METAL LIGHTING GRID which hangs from the ceiling.

CUT TO:

EXT. THOMAS PRINCE METALWORKS/GATEHOUSE - DAWN

A Guard sees the bulldozer coming. He presses an ALARM.

Armed Citizens take up positions behind barricades which block the roads on either side of the guard house.

As the bulldozer approaches, they open fire.

The bulldozer crashes right through the gate house, demolishing it. It barrels between the barricades and trundles toward the Jail Hangar.

The Guard House OFFICER makes a call on a portable phone.

CUT TO:

INT. JAIL HANGAR - DAWN

Amid the commotion, Atalanta's phone rings. She listens, then whispers to Prince.

ATALANTA
Somebody breached security.
(off his look)
Relax. I'll take care of it.

She runs out.

CUT TO:

EXT. METALWORKS COMPOUND - DAWN

Wolverine drives his dozer toward TWO HANGARS which are side by side. On the left is a SHEET METAL HANGAR. On the right is the JAIL HANGAR.

Citizens pursue him in Jeeps, firing machine guns and rocket launchers.

Wolverine drives the bulldozer into the narrow alley between the two hangars and plugs it up.

The Jeeps are blocked on the other side.

Wolverine lights an oily rag with his cigar and sticks it in the gas tank. He rolls away just as the dozer EXPLODES.

Wolverine looks back at the fire, then dashes forward toward the REAR ENTRANCE to the Jail Hangar.

As he gets near, Atalanta drops down from the roof in front of him. She lands squarely on two feet, blocking his way.

She stares at Wolverine in shock.

ATALANTA
You were dead.

WOLVERINE
I know, but I'm feeling better.

She pulls two exotic dagger-sized tridents from hip scabbards. She stalks him.

ATALANTA
Well, you're just in time for your execution.

WOLVERINE
Yeah, but it's your funeral.

Wolverine lunges at her. She leaps over his head and lands behind him. She laughs.

CUT TO:

INT. EXECUTION CHAMBER - DAWN

Technicians attach electrodes to the heads of the X-Men.

CUT TO:

EXT. BETWEEN TWO HANGARS - DAWN

Atalanta throws an explosive sphere at Wolverine. He dodges, and it blows a hole in the wall of the Sheet Metal Hangar.

Atalanta keep throwing these little bombs, forcing Wolverine toward the hole in the wall. As Atalanta prepares to nail him with her last bomb, he dives through the hole into the hangar.

INT. SHEET METAL HANGAR - DAWN

Atalanta dives into the hangar after Wolverine. They battle each other throughout the factory.

It's a hypermodern automated facility, the opposite of the volcanic steel mill of popular imagination.

Machines neatly squeeze, roll, and shape molten metal into thick sheets.

Atalanta leaps in to strike; she leaps away for defense. She throws heavy objects. When she lands a punch, it does big damage. After all, she's about ten times stronger than he is.

She picks up Wolverine and hurls him across the factory. When she tries to finish him off, he flips her in front of titanic rollers that almost flatten her.

At the last second, she leaps to safety.

They lose sight of each other.

CUT TO:

INT. EXECUTION CHAMBER - DAWN

Cables are run from the X-Men to the circuit breaker.

CUT TO:

INT. SHEET METAL HANGAR - DAWN

Wolverine and Atalanta stalk each other. He listens, sniffs, gets close. She has a cut. He sniffs her blood and leaps on her unaware.

They fight.

CUT TO:

INT. EXECUTION CHAMBER - DAWN

Technicians connect the last wires to the circuit breaker.

In her pit, Kitty tearfully watches the procedure on a video monitor.

CUT TO:

INT. SHEET METAL HANGAR - DAWN

Atalanta kicks Wolverine away. He lands on a long band of sheet metal. A fearsome high-tech LASER cuts through the metal like butter. This thing could easily burn through Wolverine's skeleton.

Atalanta leaps on top of Wolverine, and they wrestle in the path of the approaching laser.

Atalanta gets a good grip on Wolverine. Using her superior strength, she immobilizes him in the path of the laser. He struggles but he can't get away.

ATALANTA
Look at Wolverine; beat up by a girl.

CUT TO:

INT. JAIL HANGAR - DAWN

Prince stands at a microphone in front of the bunker directly under the suspended lighting grid.

PRINCE
Sorry to get you up at this ungodly hour, but apparently you all appreciate the importance of this event. I don't want to turn this into a photo opportunity or a sound bite, so we'll just proceed with the execution.

The lights dim. Prince nods, and the darkened picture window becomes transparent. The audience can now see through it to the X-Men in the well-lighted jail. They are lined up side-by-side facing the front.

The crowd starts to chant: Tho-mas Prince. Tho-mas Prince. THO-MAS PRINCE!!!

INT. X-JAIL - DAWN

The X-Men see only themselves in the mirror, but they can hear the crowd roaring for Thomas Prince. It makes them feel, if possible, even more defeated.

CUT TO:

INT. SHEET METAL HANGAR - DAWN

The laser gets closer and closer. It is going to slice through Wolverine's neck. He struggles to squirm out of Atalanta's hold.

He starts to free up one arm.

CUT TO:

INT. X-JAIL

The Executioner goes over to the large U-shaped switch on the circuit breaker.

The X-Men face their images in the mirror.

CUT TO:

INT. SHEET METAL HANGAR

The laser gets closer. Wolverine gets his arm a bit freer.

CUT TO:

INT. X-JAIL

The Executioner takes hold of the switch and gets ready to pull it down.

CUT TO:

INT. SHEET METAL HANGAR

The laser is inches from Wolverine's neck. He gets his arm free. SNKT! He plunges his claws into a box of wiring alongside the laser gun.

Sparks shower like fireworks around Wolverine's claws.

The laser stops moving.

Wolverine twitches, jerks, convulses. He's being electrocuted. Atalanta, holding him, is frying along with him. The lights in the factory flicker.

CUT TO:

INT. JAIL HANGAR

The lights also flicker here. Prince looks up at the lighting grid. He shouts into the microphone.

PRINCE
Pull the switch!

Through the window, we see the Executioner pull the switch. And as he does, the circuits short out.

The Jail Hangar is plunged into darkness. The crowd gasps.

CUT TO:

INT. X-JAIL

The X-Men's hopes soar. But...

CUT TO:

INT. SHEET METAL HANGAR

This hangar is also dark. Wolverine and Atalanta lie in a silent deathly embrace in a pool of light from a skylight. The machines are still.

CUT TO:

INT. JAIL HANGAR

The crowd murmurs nervously. Prince speaks to his technicians. He stands in a pool of light from a similar skylight above him.

CUT TO:

INT. X-JAIL

The X-Men wonder what will happen next.

CUT TO:

INT. SHEET METAL HANGAR

On Wolverine. One eye opens.

Then with effort, he shoves Atalanta to the side.

CUT TO:

EXT. JAIL HANGAR - DAY

Hordes of Citizens surround the hangar, on alert, to prevent Wolverine from breaking in.

CUT TO:

INT. JAIL HANGAR

Prince addresses the crowd.

PRINCE
If you'll be patient for just a minute, we'll proceed with the execution.

CRASH! The skylight shatters. Wolverine drops from the ceiling in a shower of glass.

Before Prince can attack, the lights in the hangar come back on.

Wolverine sees the X-Men behind the wall of glass. He cannonballs through the two-way mirror.

INT. X-JAIL

The mirror shatters as Wolverine crashes through, revealing the world on the other side.

In a whirlwind of action, Wolverine frees Jean, who telekinetically removes Scott/Cyclops' metal visor. Cyclops blasts Kurt/Nightcrawler's cage to pieces. Jean levitates Kitty out of her pit. Wolverine dashes over to Xavier.

WOLVERINE
Where's Jason?

XAVIER
Dead. He tried to kill Prince.

Wolverine seems sad as he extracts Xavier from his cross and yanks out his I.V. tube.

XAVIER
We have to <u>expose</u> Prince. That's the key.

INT. JAIL HANGAR

The X-Men charge out of their jail onto the platform with Prince.

Prince doesn't use his power because he doesn't want to give himself away.

The spectators are pressed back in their seats, terrified.

WOLVERINE
The game's over, bub.

Prince turns back to the audience, nervous but poised.

PRINCE
Everyone please stay calm. Officers, Citizens, could I get some help up here.

Several Citizens rush on stage. Wolverine dispatches some with his fists. Scott/Cyclops zaps the guns out of the hands of others.

JEAN
Tell them the truth, Prince!

PRINCE
The truth came out in court.

She turns to the crowd and points at Prince.

JEAN
He's a mutant!

The audience is outraged. They shout her down as she repeats herself.

WOLVERINE
Prince is a mutant!

Wolverine and Nightcrawler disarm a few more Citizens who try to rush on stage.

PRINCE
Ignore them. They'll say anything to divide us. This is the first test of our resolve to...

While he speaks, Cyclops raises his visor. His beam severs the metal cable holding the lighting grid.

The five-ton device drops straight down toward Prince. Instinctively, he raises his arms over his head, as if to catch it.

The lighting grid stops falling and hovers in mid-air a few feet above him.

The audience gasps. The media eats it up.

SPECTATORS
My God! / He is a mutant. / He's a mutant.

Magnetically levitating the lighting grid, Prince realizes that he has betrayed himself. Hundreds of photo flashes blind him. He sees the fear and hatred on the faces of his Citizens.

He turns to the X-Men.

PRINCE
Now they'll die too.

With a look of pure malice, Prince heaves with his empty arms, and the lighting grid flies out over the audience.

SPECTATORS

cower as the grid descends on them.

SCOTT/CYCLOPS

blasts the device to scrap.

JEAN

creates an invisible canopy to protect people from falling metal.

PRINCE

gathers the metal fragments into a whirlwind and sends it like a wave against the X-Men.

THE X-MEN

are buried by the metal debris.

SPECTATORS

run in panic for the exits. Before they get there, all the doors slam shut on their own

EXT. JAIL HANGAR

The doors bolt shut the outside, locking in the people.

INT. JAIL HANGAR

Citizens and Police now shoot at Prince. He deflects their bullets. Their guns fly out of their hands.

PRINCE
You wanted death? See how you like it!

Prince raises his arms.

THE WHOLE BUILDING

starts to vibrate, harder, harder. The stairs shake. The seats rattle. Metal beams "sing." Rivets extract themselves from their joints and rain down. The framework becomes loose. Girders fall. The hangar is coming apart.

THE AUDIENCE

panics. People fall. They are trampled by the mob.

XAVIER

Kitty stays with the Professor.

XAVIER
I'll try and calm the crowd. Go outside and open the doors.

She runs off.

Xavier is left alone. He composes himself and concentrates.

THE CROWD

starts to calm down.

EXT. JAIL HANGAR

Kitty emerges from the wall and opens a door that was barred. People flood out.

THE X-MEN

emerge from under the pile of metal. As they prepare to attack Prince, metal pieces wrap around their limbs.

KITTY

squeezes into the arena, against the crowd. Prince sees her. Pieces of metal immediately wrap around her wrists.

PRINCE

gestures, and the X-Men rocket across the hangar.

WOLVERINE

crashes into the crowd, toppling many.

SCOTT/CYCLOPS

His POV flying toward a wall. He blasts a hole in the wall and flies through the hole. He lands outside.

JEAN

makes a soft landing with her force field.

KURT/NIGHTCRAWLER

tumbles and flips and lands on his feet on a girder up near the roof.

KITTY

phases through a girder and grabs onto a giant American flag. She hangs precariously from the fabric.

PRINCE

laughs as he brings the temple down on the Philistines.

CYCLOPS

staggers back into the hangar. He aims his beam at Prince.

PRINCE

is thrown back twenty feet. He directs a girder at Cyclops.

CYCLOPS

blasts it.

PRINCE AND CYCLOPS

Prince hurls more girders and pieces of the roof at Cyclops, who deflects them, one by one.

KITTY

is falling down the flag.

NIGHTCRAWLER

sees that she's in danger. He looks around. How to help? He sees a long cable hanging from the roof, tied up near him. It won't get him there. There's another cable midway to Kitty.

KITTY

She slips down the flag. And the flag rips.

NIGHTCRAWLER

He swings on the first cable. He lets go. He flies through the air with the greatest of ease a long, long way, but he'll never reach the other cable, and he's falling, but grabs the cable at the last moment.

His weight tears it loose and he goes on the second leg of his swing. He swooshes alongside Kitty, scoops her under his arm and carries her to a ladder on the wall.

Kitty is so flabbergasted that all she can do is kiss him on the lips.

PRINCE

fuses several X-crucifixes in mid-air into a large slab. The slab flies at Cyclops.

CYCLOPS AND JEAN

together use their powers to save Scott/Cyclops from getting crushed. The metal slab sparks from the heat and impact.

A battle of wills. Prince magnetically pushes the slab. Scott/Cyclops and Jean try to force it back. The duel is depleting them all.

NIGHTCRAWLER

sees people trapped on a balcony that's about to collapse. He swings over to help them.

At first they are afraid to accept his help. He grabs a frightened child and swings him to safety.

When the others realize that Nightcrawler's intentions are good, they jockey for position. He begins ferrying them to safety.

CYCLOPS' POV

The metal slab bearing down on him.

XAVIER

watches this scene with his eyes closed.

CYCLOPS AND PRINCE

The metal slab forces itself closer and closer to Cyclops. He is about to be crushed against the wall.

Jean sends a little rivet hurtling at Prince. It strikes him in the eye.

He falters, then sends a rain of rivets hurtling back at Jean. It knocks her out.

NIGHTCRAWLER

Prince sends rivets flying at Kurt. He is also knocked unconscious.

CYCLOPS

is now fighting off the slab by himself. It bears down on him. Closer, closer, closer.

KITTY

stands, petrified, on the ladder.

XAVIER (O.S.)
Kitty.

Kitty looks around, sees no one.

XAVIER (O.S.)
Scott's in trouble. Distract Prince. Do anything you can.

Xavier dissolves. Kitty scurries down the ladder.

WOLVERINE

drags himself next to Scott/Cyclops, between the metal slab and the wall.

WOLVERINE
Get outta here.

SCOTT/CYCLOPS
You'll be crushed.

WOLVERINE
I'll recover.

Wolverine kicks Scott/Cyclops away. Scott/Cyclops sags, depleted.

KITTY

rushes across the hangar to the stairs leading up to the platform. Tired, she tries to pass through a security fence. She bounces off. She tries again. Can't phase. She goes around to the other side to a doorway. She has to stop and open the door.

PRINCE

re-configures the metal slab into a wedge. The wedge is aimed at Wolverine's neck.

WOLVERINE

crouches to prevent himself from being decapitated (which just might kill him). In the process, he is slowly squashed.

PRINCE

digs deep inside for the energy to finish off Wolverine once and for all.

Kitty arrives on stage. She has no weapon. Desperate, she barrels right into Prince, knocking him over.

WOLVERINE

The wedge falls straight down without crushing him. Wolverine leans against the wall, half dead.

PRINCE

lies on the floor, depleted.

WOLVERINE

drags himself to his feet and staggers toward the platform.

PRINCE

sees Wolverine coming. He gets to his feet, gestures, and Kitty's metal wristband pulls her into his grasp.

Another piece of metal flies around Kitty's neck and cinches tight.

She tries to phase. But she can't.

WOLVERINE

leaps onto the stage and steps toward Prince.

PRINCE
Stay away.

Wolverine keeps coming. Kitty's "necklace" tightens.

Prince tries to force him back magnetically, but Wolverine keeps coming, like fighting a strong wind.

PRINCE
I'll kill her.

Wolverine keeps coming. Kitty gags.

PRINCE
I'll do it!

Wolverine is only a step away. Kitty can't breathe.

WOLVERINE
Kitty, phase!

And without hesitation, Wolverine plunges his claws through Kitty into Prince.

Kitty's eyes widen....

Wolverine lifts Prince up off the ground.

Kitty is not lifted with him. Her "necklace" clanks to the floor.

Wolverine holds Prince above his head, impaled.

SNKT! Wolverine retracts his claws. Prince's dead body drops to the floor at his feet.

WOLVERINE
One dead body. Now we're even.

JEAN AND SCOTT

Scott helps Jean to her feet. She's still a little wobbly.

SCOTT
Are you all right?

JEAN
Hold me.

He puts her arms around her. She kisses him. He returns the favor, with enthusiasm. They break their embrace.

JEAN
Now I'm all right.

He kisses her again.

KURT

is surrounded by people he saved. A man gratefully shakes Kurt's three-fingered hand.

An attractive REPORTER looks at his with admiration.

REPORTER
You're an amazing athlete. Have you considered a professional career?

KURT
Not really.

REPORTER
(flirtatious)
You should.

WOLVERINE AND KITTY

Kitty stands next to Wolverine. He puts his arm around her.

KITTY
How'd you know I'd phase?

WOLVERINE
It mattered.

XAVIER

The Governor hesitantly approaches Xavier.

GOVERNOR
Excuse me, uh, Professor. I think we owe you an apology.

Xavier smiles at the Governor, gratified.

DISSOLVE TO:

EXT. X-MANSION - DAY

The X-Men are packing up vehicles with luggage. Kurt is sitting in a Jeep with the Attractive Reporter. Jean and Scott are loading luggage into the trunk of a car for a beach vacation. Wolverine is carrying a wilderness backpack. A taxi driver puts Kitty's suitcase in the trunk.

Xavier rolls out. Without his saying anything, the activity stops and everybody turns to him with dread.

XAVIER
The President just called.

Excitement.

XAVIER
He wants to meet with us right away.

Groans.

JEAN
What'd you tell him?

XAVIER
I said we'd call him when you get back from vacation.

Cheers.

XAVIER
Have a good time!

Jean kisses Xavier on his bald head.

JEAN
You're the best.

She and Scott get in their car and drive off, honking.

JEAN AND SCOTT
Bye everybody!

Kitty's cab pulls up next to Kurt's Jeep. She rolls down a window and looks jealously at his girl friend.

KITTY
Don't have too much fun.

KURT
You coming back?

KITTY
Wouldn't miss it.

Kurt winks. The Jeep and the taxi drive off.

Wolverine and Xavier are the only ones left.

WOLVERINE
Are you gonna be okay?

XAVIER
I lived alone for years.

WOLVERINE
I'm heading up to the woods. Gonna scatter Jason's ashes.

Xavier nods sympathetically.

WOLVERINE
It's funny. Now everybody loves us.

XAVIER
Don't expect it to last.

WOLVERINE
Who me? I don't expect nothin' from nobody.

They shake hands. Wolverine walks off toward the woods. After a few steps, he turns around.

WOLVERINE
But every now and then, somebody surprises me.

Professor Xavier smiles and waves. Wolverine smiles back and waves.

Wolverine walks into the trees.

Xavier turns his chair around and rolls inside.

And the door closes on the "Xavier School for Gifted Youngsters."

THE END