

X-MEN

Screenplay by

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FADE IN

1 INT. FIRST STAGE MATRIX - DAY

Filling the screen as TITLES ROLL: A pulsating green crystal, faceted like the eye of an enormous insect: THE FIRST STAGE MATRIX. A SOUND like the beep of a hospital EKG MONITOR can be heard, but higher pitched, almost ultra-sonic. The pulsing and the sound make a single rhythm, beating faster and faster until:

DEEP WITHIN THE MATRIX - GREEN LIGHT

explodes outward. Light and sound combine in one awful BURST--

2 EXT. PACIFIC OCEAN - UNDERWATER - DAY

A BLINDING RAY OF GREEN LIGHT stabs the undersea darkness, from above left to below right, accompanied by a fantastic WAIL ON SOUND. Water sizzles around the beam...

3 EXT. OCEAN FLOOR - DAY

THE OCEAN ERUPTS as the green beam rips a trench through the sea floor. It cuts away layers of sediment and rock like a surgical laser, exposing a molten interior. As if shoved from below, the ocean floor heaves upward. Huge slabs of sea bottom rise.

4 EXT. SOUTH HAWAII BEACH - SUNSET

It's dusk, and the beach is nearly deserted. A WINDSURFER skims across the wavecrest, paralleling the beach. On the shore a DOG yaps at a sand crab. Nearby, TWO YOUNG LOVERS neck. A hotel is visible beyond a strand of trees. A peaceful, idyllic scene.

SUPERIMPOSE TITLE: DAY ZERO: HAWAII

5 EXT. THE OCEAN - HELICOPTER SHOT - SUNSET

Three hundred miles south, THE OCEAN BOILS. Slowly, majestically, a steaming SPEAR OF ROCK breaks the surface. It groans like a sounding whale. Several square miles of ocean floor jut skyward. Huge waves pour off the new-forming island.

6 EXT. HAWAII BEACH - ANGLE ON WINDSURFER

glances out to sea as the wind picks up. He gapes:

WINDSURFER'S POV - TIDAL WAVE

High as a mountain, ROARING like an avalanche toward Hawaii.

ANGLE - WINDSURFER

Wow! The ultimate wave! He tries to ride up its inner slope.

7 EXT. HAWAII BEACH - ANGLE ON DOG

looking up from the crab. A SHADOW falls across the beach from OFF SCREEN. A ROAR like thunder drowns out dog's terrified yelp; it flees past LOVERS, who look up as SHADOW falls over them--

8 EXT. THE HOTEL & TIDAL WAVE - LONG SHOT - SUNSET

Blotting out the sun, TIDAL WAVE towers impossibly huge, the tiny figure of the WINDSURFER riding its white crest. Then it curls over with unimaginable force, its ROAR shaking the earth as it sweeps across the beach and crushes the hotel. Trees, cars, people vanish in the surf, swept away like driftwood.

9 EXT. THE NEW ISLAND - SUNSET

As the ocean settles around it, the new island steams, a newborn in its afterbirth. Three miles across, ten miles long.

THE PICTURE CHANGES: Now an image on a TV monitor, a slow PAN of the island from one end to the other. CAMERA PULLS BACK...

10 INT. PROTEUS COMMAND CHAMBER - SUNSET

...to show this TV MONITOR in a vast, multi-tiered control room. Other monitors show other views of the island, of Hawaii beach, of the collapsed hotel. COMMAND CHAMBER is several levels deep. Concentric rings of consoles surround the ten-foot-high FIRST STAGE MATRIX, suspended in steel web over a well-like opening.

ANGLE - TECHNICIANS

TECHNICIANS (called TECHNOS) wearing identical gray-and-blue jumpsuits sit at computer consoles. They ad-lib readouts from their terminals: "Temperature variance 6200 degrees Celsius"... "Richter reading point 7.6 at epicenter"... "Matrix power levels within specified tolerance extremes"... "Full telemetry follows, at peak EKG reading pulse rate 92, blood pressure 160/90."

ANGLE - THE FIRST STAGE MATRIX

opens like a clamshell, obviously artificial. TWO TECHNOS help a THIRD MAN (NICKELBY) out of the interior, NICKELBY is physically slight, an ALBINO, with red, bewildered eyes.

ANGLE - THE TECHNOS

stop speaking as an AMPLIFIED VOICE (THE VOICE OF PROTEUS) erupts from all points of the room at once.

All eyes turn to a large, central MONITOR SCREEN, which glows softly but shows no image. The VOICE OF PROTEUS sounds strange, as if several voices were speaking in concert, merged electronically.

PROTEUS (VO)

Stage One is completed. You have done well.
Proteus is pleased.

TECHNOS glance from the screen to each other, and smile.

END TITLES

11 EXT. WHITESTONE, NEW YORK - NIGHT

A modest, middle-class neighborhood in Queens, across the East River from Manhattan. Lights are visible in the windows of KITTY PRYDE'S HOUSE: the living room and the finished basement.

SUPERIMPOSE TITLE: DAY ZERO: WHITESTONE, NY

ANGLE - BASEMENT WINDOW

Below, inside, a GIRL and a BOY wrestle for a TV remote control. On the TV across the room TED KOPPEL interviews PROF. CHARLES XAVIER, a handsome, serious-looking man in his 30's who seems older, perhaps because he is totally if dramatically bald.

12 INT. KITTY'S BASEMENT - ANGLE ON TV - NIGHT

From time to time Xavier smiles as if at a joke only he can understand. The show is NIGHTLINE. WHOOPS and GRUNTS from the wrestling kids OFF SCREEN punctuate Xavier's speech.

KOPPEL

...then this latest round of Federal funding cuts must come as a devastating blow to your research, Professor Xavier.

XAVIER

(smiles)

Well... it hasn't helped, Ted. Paranormal research has never had a high priority in this country, of course. But recently, with the backing of Dr. Danielle Cross, the President's science advisor, I'd hoped to change that.

(beat)

I believe the forces of evolution are working to produce a new kind of human being, as different from modern man as we are from cavemen. Unless we welcome these evolved human beings into society with understanding and compassion, we risk losing the future.

KOPPEL

And you think these "evolved" humans, as you put it, are already among us?

XAVIER

(laughs)

Ted, for all we know, they could be watching us right now.

GIRL

Bernie. I am warning you. Give me that clicker or die. I've been waiting all day to see this show.

ANGLE - GIRL & BOY (KITTY & BERNIE)

KITTY, 14, is all knees and elbows and big elfish eyes; BERNIE, 15, skinny and awkward and on the verge of a heartbreaking case of acne. Empty ice cream cartons and sticky spoons lie on the coffee table. Bernie pulls away for a second, catching his breath.

BERNIE

Truce. Your folks'll hear us.

Reluctantly, Kitty lets go of the control-- and instantly, Bernie clicks it at the TV.

ANGLE - THE TV PICTURE

switches to MTV: YOSHI, an attractive Japanese singer in 50's kitsch, pounds through a hard beat New Wave song in Japanese.

ANGLE - KITTY & BERNIE

Kitty snarls, tackling Bernie. They crash over the back of the couch. Bernie's hand thrusts up into view, waving the remote. Kitty's hand climbs his from below, grabs the clicker.

ANGLE - THE TV

CLICK! Yoshi disappears, replaced by NIGHTLINE.

KOPPEL.

What sort of "evolved" abilities are we talking about? Telepathy? Precognition? Telekenesis?

ANGLE - THE COUCH

Kitty's head and one hand pop triumphantly into view. A WOMAN'S VOICE (MRS. PRYDE) calls from the basement stairs.

MRS. PRYDE (OS)

Kitty, what's going on down there?

KITTY

(shouts back)

Just watching TV, mom!

Bernie's hand comes up, cups Kitty's skull from above and pulls her out of sight again. There is a CLICK! and the YOSHI MTV VIDEO is heard anew. Bernie appears over the couch, grinning. Kitty's hand grabs his throat and pulls him down. A moment later, clicker in hand, Kitty bounds onto the couch, stepping on Bernie to give herself a boost. A victorious CLICK! and--

ANGLE - TV - XAVIER

XAVIER

Telepathy and telekenesis are old hat, Ted.
The abilities these children may possess
are beyond traditional categorization--

Abruptly, STATIC wipes out the image.

KITTY (OS)

Oh, shit! Now look what you've done.

ANGLE - KITTY

clicks the remote uselessly. Bernie climbs up beside her.

BERNIE

Me? What did I do?

KITTY

You broke it, that's what. I could kill
you!

She tosses the clicker down on the couch. Bernie starts working it, trying for brownie points. Kitty runs to the TV.

BERNIE

You ask me, that Xavier, guy's got a wire
loose.

Kitty pushes the channel selector. The TV screen flickers, but the STATIC remains constant.

KITTY

You are so pathetic. I read this article
in Mom's Psychology Today. He's got a center
for special kids...

ANGLE - COUCH

Head down, Bernie tries to pry the remote open with a spoon.

BERNIE

Oh, right. Like you. Give me a break.

ANGLE - KITTY & TV - PHASE EFFECT

KITTY

If you just knew the weird things that've
been happening to me lately...

(smacks TV top)

Stupid...

(static increases)

Stupid...

(really pissed)

Shut up!

Angrily, she kicks the TV-- and her foot passes right through the screen. Wide-eyed, she tries to pull her foot out, but it won't budge. She tries to speak, can't. On her third try:

KITTY

Bernie. Do something.

ANGLE - BERNIE

hitting the clicker with his fist, doesn't see what's happened.

BERNIE

I'm trying. Give me a chance, willya?

ANGLE - KITTY

Terrified, Kitty pushes against the TV with all her might, her face contorted. Bernie looks up just as her foot pulls out of the screen, landing her on the floor.

KITTY

(half-hysterical)

Did you see? It happened again! Yesterday
and the day before and last week and--

BERNIE

Listen, if you're having that much trouble
with it, get a Sony.

He tosses remote onto the table. It CLICKS!

ANGLE - TV SCREEN - STATIC

DISAPPEARS, screen clearing to show logo of an ABC SPECIAL REPORT.
MUSIC. LOGO fades, replaced by a TV NEWS ANCHOR in a newsroom.

TV ANCHOR

Ten minutes ago, at 6:27 Hawaiian time, a
major earthquake measuring 7.6 on the Richter
scale struck the Central Pacific Basin.

13 INT. NIGHTLINE STUDIO - NIGHT - CHARLES XAVIER

in interview chair, watches report on overhead monitor.

TV ANCHOR (CONT'D)

Preliminary reports from our affiliate station in Hawaii, KABC, indicate tidal waves and flooding throughout the Hawaiian chain...

14 INT. KITTY PRYDE'S BASEMENT - NIGHT

BERNIE

My cousin lives in Hawaii.

Kitty and Bernie look at each other, pale.

15 INT. NIGHTLINE STUDIO - XAVIER - CLOSE

A pulse begins to writhe on Xavier's temple. He closes his eyes.

16 EXT. THE NEW ISLAND - NIGHT - XAVIER'S MENTAL IMAGE

Steaming in its afterbirth.

17 INT. NIGHTLINE STUDIO - XAVIER'S EYES - CLOSE

His eyes open, a sharp, intense blue.

CUT TO:

18 EXT. PENTAGON HELICOPTER LANDING PAD - DAWN

Xavier strides toward the pad. SOLDIERS trot by, almost running-- an air of crisis. A copter sporting NASA logo drops to the pad. Xavier ducks under the rotor-wash as DR. DANIELLE CROSS climbs out of the pilot's seat: a brisk woman in early 30's. She carries a briefcase, is startled to see Xavier.

SUPERIMPOSED TITLE

DAY ONE: THE PENTAGON

XAVIER

Danielle!

DANIELLE

Charles? What are you doing here?

XAVIER

We need to talk.

19 INT. PENTAGON LOBBY - DAWN

MEN AND WOMEN (in uniform and out) rushing purposefully; Xavier keeps up as Danielle's strides take her to a SECURITY CHECKPOINT.

DANIELLE

You always pick the worst times. I'm sorry, Charles, but your clearance isn't high enough for this section.

XAVIER

Maybe today they'll make an exception.

She gives the dress-uniformed MARINE a computer card. The Marine slips the card through an AUTHENTICATION DEVICE attached to a computer console. On console screen in green letters: CLEARED, SECURITY LEVEL A1. Danielle raises an eyebrow as Xavier hands Marine his own computer card.

CLOSE - CHECKPOINT COMPUTER CONSOLE

The card goes into the AUTHENTICATION DEVICE-- and a sour BLEEP SOUNDS, red letters appearing on the screen: CLEARANCE DENIED.

ANGLE - CHECKPOINT

The Marine looks up at Xavier sharply, hand going slowly to his holstered pistol. Danielle shrugs, waves wryly at Xavier.

DANIELLE

See you around the campii, Charles.

She hurries up the ramp into the heart of the building. Xavier watches her go, then addresses the Marine, smiling.

XAVIER

Try it again, please.

Reluctantly, keeping one eye on Xavier, the Marines does--

CLOSE - XAVIER'S TEMPLE

The pulse writhes, as it did in the NIGHTLINE studio.

CLOSE - CHECKPOINT COMPUTER CONSOLE

Green letters appear: CLEARED - SECURITY LEVEL AA1

ANGLE - CHECKPOINT

Confused, the Marine hands Xavier his card.

XAVIER

Machines. Never trust them, myself.

20 INT. PENTAGON HALLWAY - DAWN

Rushing SOLDIERS, urgent activity. Danielle is startled as Xavier catches up to her, keeps pace beside her.

DANIELLE
Security cleared you?

XAVIER
I have hidden talents.

DANIELLE
Sure. Like those wild theories you're always pushing with the Secretary? Defense through para-psychology?

XAVIER
Psionics. Para-psychology is a buzz word for frauds and fortune-tellers.

21 INT. PENTAGON ELEVATOR - DAWN

Xavier and Danielle step inside as SOLDIERS run out. Danielle uses her card to activate the elevator's control panel. The doors hiss shut and the car drops, DIGITAL INDICATOR NUMBERS flashing above the panel. Sub-basements and sub-basements.

XAVIER
Let's not play games. Not with each other. What happened in the Pacific last night wasn't the result of some "wild theory." You and I both know that was no ordinary earthquake. That's why the Joint Chiefs called an emergency meeting this morning, isn't it?

DANIELLE
This meeting's top secret. How did you--?

XAVIER
I told you--

DANIELLE & XAVIER
(finishing together)
--hidden talents.

Danielle stares, then slumps back against the elevator wall, runs a tired hand over her eyes. Xavier looks concerned.

DANIELLE
God, Charles, I've been up all night. Coordinating with NASA and Defense.
(smiles wearily)
Well, long as you're here, stick close. Worst they can do is shoot us both.

22 INT. PENTAGON SITUATION ROOM - DAWN - ELEVATOR DOORS

open directly into a room dominated by a wall-sized video WORLD SITUATION MAP, which shows the position of orbiting SATELLITES as well as the usual military indicators. Danielle and Xavier cross the room, which is busy yet strangely hushed-- UNIFORMED MEN and WOMEN of all services, talking quietly into headsets. Danielle halts in front of the map, gesturing.

DANIELLE

NASA's seasat cameras caught the whole show.
It's an island.

ANGLE - THE MAP - CLOSE

on Danielle's hand, gesturing at a computer-generated image of the NEW ISLAND, three hundred miles south of Hawaii.

DANIELLE (CONT'D)

A goddamned island, rising smack in the middle of the Central Pacific Basin. Like Atlantis on instant replay.

STONEWELL (OS)

Wrong ocean, Dr. Cross.

ANGLE - DANIELLE & CHARLES

turn as a MAN in civilian dress approaches them, smiling broadly. MARCUS STONEWELL is a charming, hearty man in middle 40's, with a ready grin. He clamps a hand on Xavier's shoulder.

STONEWELL

Hello, Charles. Come to give our friends in Defense the benefit of your expert advice?

XAVIER

When it comes to defense, Marcus, you're the expert.

STONEWELL

You haven't met my daughter Carmilla?

CARMILLA STONEWELL (21) steps forward, smiling, a shapely blonde whose business suit, notepad, and glasses hardly mask the fact that she's a stunner. But she is all business, no-nonsense.

CARMILLA

Hello, Dr. Cross. And Professor-- Xavier, isn't it?

XAVIER

I'm flattered.

CARMILLA

Daddy's talked about you, from time to time.
(smiles, winks)
Between us, I don't think he quite approves
of you.

XAVIER

Marcus, I'm crushed.

STONEWELL

Carmilla, darling, let's leave these people
to their work.

Carmilla gives Xavier a bemused look as Stonewell leads her off.

DANIELLE

Where Daddy goes, she goes. His "right-hand
man."

(goes to a console)

Stonewell Industries built the seasats we've
been using to track the new island's
progress. Stonewell's here to see we don't
break his toys.

XAVIER

The island's progress?

CLOSE - COMPUTER CONSOLE

Danielle's fingers fly over the keys. IMAGES appear on the small
screen, projections of the island's growth-rate.

DANIELLE

It's getting larger, Charles. 2000 square
meters an hour.

A FEMALE TECHNICIAN in an Army officer's uniform speaks up, getting
everyone's attention.

FEMALE TECHNICIAN

Bravo Team is in position off target zero.
Sixty seconds to drop point.

For the first time Xavier notices the JOINT CHIEFS OF STAFF watching
from a raised dias at the back of the room. Stonewell has joined
them, makes an unheard remark that brings laughter from the generals.
At his side, Carmilla takes notes.

DANIELLE

Look at this. Videography from one of
Stonewell's satellites.

ANGLE - DANIELLE'S CONSOLE MONITOR - SOUTH & CENTRAL PACIFIC

In video images taken from 200 miles up, a line of GREEN ENERGY
lances across the Pacific, clearly visible underwater. Like a
torpedo trail. It strikes the sea bottom, and water boils.

DANIELLE (OS)

That's what started it. A high-energy particle beam operating in the 750 Mega-hertz range. It tore a hole right through the ocean floor. Now watch... I'll reverse the image.

The BEAM MOVES BACKWARD, and the SCREEN TRACKS it-- to EASTER ISLAND in the South Pacific.

ANGLE - CHARLES & DANIELLE

XAVIER

(stunned)

Man-made. We don't have a particle beam like that.

DANIELLE

We don't. We back-tracked the beam 6000 miles to the South Pacific. Isla de Pascua.

XAVIER

Easter Island? Someone has a base on Easter Island? Who?

DANIELLE

That's what Bravo Team is going to find out.

23 EXT. SOUTH PACIFIC SKY - STORM - DAY

Thunderclouds churn, lightning forks, as a HERCULES TRANSPORT groans through the dark sky. BRAVO LEADER'S VOICE is heard OS through heavy static, on loudspeakers around the room.

BRAVO LEADER

Eagle nest, this is Bravo Team. We're at drop point. Visibility .5 miles. It's damn wet out here.

24 INT. PENTAGON SITUATION ROOM

All listen tensely as to VOICE, over crackle of static.

BRAVO LEADER (OS)

So far, radar's picked up zero bogies... Got some kind of non-typical reading from the drop point, though... Instruments reacting...

Xavier reacts, startled, as Stonewell leans close to him, smiling. Carmilla is some distance away, monitoring another machine.

STONEWELL

(whisper)

Bravo Team's the best. Ever see them on maneuvers, Xavier? Like a platoon of ballet stars.

BRAVO LEADER (OS)

Wait a second... Clouds breaking apart...
We've got clear visibility, drop point dead
on target--
(shouting)
Jesus!

Everyone reacts, stunned, at a SUDDEN EXPLOSIVE ROAR from speakers --full of STATIC, SCREAMS. Danielle's hand closes instinctively on Xavier's. Only Stonewell seems calm. Xavier looks at him.

XAVIER'S POV - STONEWELL'S TEMPLE

A single bead of sweat rolls from Stonewell's brow.

CLOSE - XAVIER'S EYES

closing reflexively...

25 INT. STONEWELL'S FACTORY - THE MASTER MATRIX - MENTAL IMAGE

A flash of GREEN CRYSTAL, surrounded by working technicians like midwives. Just a hint of THE MASTER MATRIX.

26 INT. PENTAGON SITUATION ROOM - XAVIER'S POV - STONEWELL

turns, smiles at Xavier, as if aware Xavier just probed his mind.

ANGLE - XAVIER & STONEWELL

only a foot apart, gazes locked. Around them, technicians shout ad-lib reports: "Seasat shows debris circling target point ...I have negative reading, repeat, negative reading on Bravo telemetry ...No response emergency radio frequencies Able, Delta, Omega..."

ANGLE - DANIELLE

Her hands move helplessly over the console. Trying to do something. Anything. Suddenly, her computer SCREEN GOES BLANK.

ANGLE - TECHNICIANS' CONSOLES

One after another, each of the console SCREENS GO BLANK.

ANGLE - VIDEO SITUATION MAP

goes BLANK.

ANGLE - THE ROOM

Utter silence. Nobody moves. Simultaneously, on ALL SCREENS, including the SITUATION MAP, a green and blue test-pattern-like IMAGE APPEARS, with an accompanying HUM. The image is of a world globe, within a faceted, gemlike shape: THE SYMBOL OF PROTEUS.

JOINT CHIEF CHAIRMAN

What the hell is that?

THE HUMMING STOPS, though the "test pattern" remains. Suddenly, BLUE RADIANCE expands out from the SCREEN in a ball of energy, becoming a HOLOGRAM that seems to tear itself from the screen.

ANGLE - THE PROTEUS HOLOGRAM

expands in the center of the situation room: a 3D image twenty feet tall, of an amorphous entity made up of faces, faces, FACES-- all different, all writhing, fading in and out of sight, and seemingly speaking with a single Protean voice. The men and women in the room stare. Xavier, too, reacts-- breaks off his staring match with Stonewell, who looks up impassively.

PROTEUS

We are Proteus. Ever changing, ever the same. All-powerful. All-encompassing. It is futile to oppose us, as your soldiers have learned. As we wanted you to learn.

ANGLE - DANIELLE

shakes out of her initial shock, checks her console.

DANIELLE

It's a pinpoint broadcast, laser-channel. Using a DOD comsat in equatorial orbit for relay.

XAVIER

Where is it coming from?
(but he already knows)

DANIELLE

Easter Island. And they don't seem to care if we know it.

PROTEUS (OS)

Eight hours ago, we concluded the first stage of Project Pangaea. In ten days' time, Stage Two will be completed when pressure under the continental plate in the Central Pacific achieves critical force... and a new land mass erupts from the sea. A new land. A new continent.

(more)

PROTEUS (Cont'd)

(beat)

A continent which we of Proteus shall
populate and rule. A continent we shall
call Pangaea.

ANGLE - XAVIER

listening, chilled.

PROTEUS (CONT'D) (OS)

You have ten days in which to evacuate
threatened coastal areas. Ten days to
prepare for the worldwide upheaval to come.
Anyone who opposes us, either an individual
or a nation, will be destroyed without mercy.

Xavier glances at Stonewell, beside him...expressionless,
unreadable.

ANGLE - JOINT CHIEFS - CHAIRMAN

speaks into red phone as PROTEUS'S VOICE continues in the background.

CHAIRMAN

Mr. President, sir, we may have a problem.

PROTEUS (OS)

Understand. We seek no ransom, we demand
no surrender. We harbor no hatred. We of
Proteus represent the next stage in the
evolution of life on earth... a stage beyond
humanity.

ANGLE - DANIELLE

PROTEUS (CONT'D) (OS)

You are Homo Sapiens... "thinking man."
We are Homo Superior. "Superior man." As
you are to the apes, so are we to you.

ANGLE - STONEWELL & CARMILLA

PROTEUS (CONT'D) (OS)

No responsible nation will try to resist,
or delay its preparations for the world
unpheaval just ten days away...

CLOSE - XAVIER

Xavier's eyes are cold and thoughtful.

PROTEUS (CONT'D) (OS)

...for the loss of human life is now upon
your shoulders, not ours.

CAMERA MOVES BACK and AROUND XAVIER, as HOLOGRAM holds for an instant in the center of the room-- and then CUTS OUT, like a turned-off TV. Seconds later, the COMPUTER SCREENS and the SITUATION MAP resume their original programming.

CUT TO:

27 EXT. PENTAGON HELICOPTER LANDING PAD - DAY - XAVIER

follows Danielle across the tarmac. She's angry, upset, confused.

DANIELLE

Christ, Charles, they'd kick me clean back to Peoria if I got involved in some crazy scheme like yours.

XAVIER

After what we've just seen, somebody on our side better do something crazy, or the whole world is in trouble.

DANIELLE

(sighs, resigned)

So what exactly are you suggesting?

XAVIER

I've spent years collecting files on extraordinary young people all over the world. Government computers even helped me do it till they slashed our budget. People with para-normal powers.... wild talents....

DANIELLE

(making a face)

Mutants.

XAVIER

That's a scare-word, Danielle. They're not freaks... or monsters. Just kids who were born with special abilities they have to be taught to control. Extraordinary young men and women. I call them X-Men.

DANIELLE

And this is the time for a crash course to try and teach them?

XAVIER

You saw what happened to Bravo Team.

DANIELLE

The Army will try again.

XAVIER

You think it'll be any different next time?

DANIELLE

Maybe not. But why should your mutants do any better?

XAVIER

For one thing, because they are mutants. Like Proteus. It takes a thief to catch a thief. And, second, because we won't go to Easter Island. That's too obvious.

DANIELLE

Oh. Of course. Silly of me to ask. Where the hell are you going to fight them? Miami Beach?

XAVIER

Even closer to home. You wouldn't believe me if I told you.

DANIELLE

Two hours ago, I wouldn't have believed any of this.

(smiles)

If it wasn't so damn serious, I'd say you were enjoying yourself. You're finally going to get a chance to prove you were right all along.

XAVIER

You know me better than that.

He's said his piece. Danielle gazes at him a moment. Pondering.

DANIELLE

All right, Charles. What do you want me to do, besides wreck a promising career?

He grins at her, like a teenager who's just persuaded the best-looking girl in school to be his date for the prom.

CUT TO:

28 EXT. UTAH SKI RESORT - DAY

Outside a large wooden lodge, a crowd of SKIERS head toward waiting snow-chained BUSES. Some are fearful, others annoyed. FEDERAL PARK PATROLMEN herd them away from the lodge. Moving against the flow is XAVIER, awkward in a mis-sized parka. A PATROLMAN intercepts him.

SUPERIMPOSE TITLE:

DAY ONE: GOLD MOUNTAIN, UTAH

PATROLMAN

Avalanche warning. Back on the bus. We're closing the lodge.

XAVIER

I must see Scott Summers.

PATROLMAN

Damn. Wait over there.

XAVIER

Where is he?

PATROLMAN

He's skiing ridge-line.

(points)

Up there.

Xavier follows the patrolman's pointing finger...

XAVIER'S POV - THE MOUNTAIN - HAZY WHITE CLOUDS

brush the peak. In the distance, a SOUND LIKE THUNDER.

29 EXT. MOUNTAIN RIDGE-LINE - DAY - HELICOPTER SHOT

THREE SKIERS make their way cross-country along a ridge below a glacier-sized snow pack. One falls behind, can't keep up.

30 EXT. RIDGE-LINE - DAY

TWO WOMEN and a MAN on cross-country skis. The MAN lags behind, overweight and winded. The WOMEN gesture impatiently. Suddenly, above them, THUNDER BOOMS. The three of them look up, horrified.

31 EXT. MOUNTAIN RIDGE-LINE - LS - THE AVALANCHE

starts down the mountain side toward the three skiers, BOOMING, a slow white tsunami of snow.

32 EXT. MOUNTAIN RIDGE - SCOTT SUMMERS - CLOSE

SCOTT, 19, steps into view, face filling the screen; his face handsome, but hardened by something inside him. Wears strange red-lensed snow-goggles and PATROLMAN uniform. His hands raise his goggles, his eyes coming into view: tightly closed.

CLOSE - SCOTT'S EYES - FORCE BEAM EFFECT

His eyes open-- but we never see his pupils as a SCARLET LIGHT FILLS THE SCREEN.

33 EXT. MOUNTAIN RIDGE-LINE - AVALANCHE & FORCE BEAM EFFECT

A SCARLET BEAM, pencil-thin compared to the enormous avalanche, cuts into the snow directly in the avalanche's path.

The avalanche is diverted around the beam, like water around a reef.

34 EXT. RIDGE-LINE - THE THREE SKIERS

gape as the avalanche pours downhill on either side of them, missing them entirely.

35 EXT. MOUNTAIN RIDGE-LINE - AVALANCHE & FORCE BEAM EFFECT

The beam cuts off, its work finished.

36 EXT. MOUNTAIN RIDGE-LINE - SCOTT

lowers the goggles back into place over his eyes, and skis downhill toward the three bewildered skiers.

37 EXT. UTAH SKI RESORT

The three skiers are helped aboard the last bus by patrolmen as Scott squats to remove his skis. He looks up to see Xavier watching him with a smile.

XAVIER

Hello, Scott. I see the goggles work even better than we expected.

Impulsively, Scott grabs Xavier in a bear hug... then awkwardly breaks off. Scott isn't comfortable with physical displays.

SCOTT

Two years. God, it's great to see you again.

XAVIER

You took a terrible chance up there.

SCOTT

(touches his goggles)

Nobody could have seen, at that distance...

XAVIER

I'm talking about the chance you took with your life, Scott. Ridge-running is dangerous work. Your friends say you volunteer for it. Every time.

SCOTT

My friends.

(smiles wistfully, begins packing up his skis)

How's Washington?

ANGLE - SCOTT & XAVIER

approach a Federal Parks Department jeep, carrying Scott's skis. Behind them, the last BUS pulls out, leaving them alone.

XAVIER
Troubled.

SCOTT
So what else is new?

XAVIER
This is different. I need your help.

Scott sticks the skis into the rear of the jeep, upright. They sway, unbalanced, but neither man notices.

SCOTT
There's a switch. Teacher asks student for
a hand.
(shakes his head)
Sorry. I'm not going back. Up here I can't
hurt anyone.

XAVIER
You want to live alone the rest of your life?

SCOTT
(grins)
Hey, at least I won't become a divorce
statistic, right?

Scott starts to turn away. Xavier puts a hand on his shoulder. A pulse writhes on Xavier's temple.

CLOSE - SCOTT - SUPERIMPOSED MENTAL IMAGE - MONTAGE

Scott staggers as he sees: The GREEN BEAM slicing across the Pacific... the RISING ISLAND... the hotel, destroyed by a TIDAL WAVE... and PROTEUS' HOLOGRAPHIC IMAGE in the Pentagon war room.

ANGLE - XAVIER & SCOTT

Blindly, Scott shoves away from Xavier-- staggering into his skis, which topple toward him. He tries to get an arm up, but they strike him across face, knocking the goggles from his eyes.

ANGLE - SCOTT'S EYES - FORCE BEAM EFFECT

A SINGLE SCARLET BEAM smashes out of Scott's eyes-- and Xavier barely dodges it in time. The beam cuts through the ground like a blowtorch, sizzling snow.

SCOTT
The goggles-- help me--

Scott is like a blind man, one hand to his eyes, the other probing the snow at his feet. The goggles lie out of his reach. Xavier picks them up, hands them to him.

ANGLE - SCOTT

fits the goggles back over his eyes, looks at Xavier.

SCOTT

What you showed me... Was that real?

Xavier nods. Sighing, Scott looks around at the mountain.

SCOTT

Hell. I was getting sick of all this snow, anyway.

Xavier claps him on the back. They climb into the jeep, Scott at the wheel, and drive away.

CUT TO:

38 EXT. KITTY PRYDE'S HOUSE - DAY

Kitty, in danskins, a sweater tied around her waist, waves goodbye to a group of GIRLS pulling away in a station wagon. Lots of giggling and ad-libs: "See you tomorrow... Don't forget that Chem test... Bye-ee!" Kitty boogies up the steps to her house, as "Flashdance"-style music blasts from her Walkman.

39 INT. KITTY PRYDE'S KITCHEN - DAY

Head in refrigerator, hips swaying to music, Kitty piles a plate with food. Carrot stuck between her teeth like a pirate's sword, she bumps the fridge door shut with her hip and dances to the eat-in table... and STUMBLES as A WAVE OF DIZZINESS makes the world go dark around her. She falls, lands with one arm under her and left leg twisted at odd angle. CAMERA ZOOMS IN CLOSE on her.

40 INT. KITTY PRYDE'S BASEMENT - DAY - KITTY - CLOQE

Kitty's eyes open, perhaps an instant later. CAMERA PULLS BACK to show her lying in finished basement-- in EXACTLY the same awkward position in which she landed on the kitchen floor: one arm under her and left leg twisted at odd angle. She slowly sits up, dazed.

KITTY'S POV - THE BASEMENT CEILING

No holes, no way she could have fallen through it.

ANGLE - KITTY

shivers, holding herself.

KITTY
I'm going nuts.

Her eye is caught by a copy of PSYCHOLOGY TODAY magazine open on the coffee table. It's a photo piece on CHARLES XAVIER, looking cheerful and learned, outside his WESTCHESTER COUNTY INSTITUTE. The headline reads: "THIS SALEM CENTER PROFESSOR SAYS: 'SEND ME YOUR SPECIAL CHILDREN.'" Kitty picks it up thoughtfully.

CUT TO:

41 EXT. STONEWELL FACTORY (CONNECTICUT) - DAY

It squats like a great dark spider on the New England countryside. Surrounded by electrified fences, protected by a LASER BEAM ALARM SYSTEM, with an ARMED GUARD at the only gate. A BLACK LIMOUSINE drives up, slows. Behind the wheel is CARMILLA; in the back seat is STONEWELL. They are waved through by the respectful guard.

SUPERIMPOSED TITLE: DAY ONE: STONEWELL INDUSTRIES
TRUMBULL, CONNECTICUT

42 EXT. ADMINISTRATION BUILDING - DAY - THE LIMO

stops. Stonewell steps out; he waves Carmilla on with a tight smile, which vanishes as the car pulls away. He looks haggard, worn. Enters beneath a sign: STONEWELL INDUSTRIES, INC.

43 EXT. STONEWELL FACTORY PARKING LOT - DAY

Carmilla parks the limousine and steps out as a handsome YOUNG MAN (HARRY, early 20's) approaches her.

HARRY
Funny place for a first date. The gate guard almost didn't let me in.

Carmilla pulls her hairband off and kisses him passionately. He seems surprised by her intensity. As he comes up for air, he brushes a cowlick of hair off his face in an idiosyncratic way,

CARMILLA
(breaks away, breathless)
Come on. Daddy wants to have you for dinner.

HARRY
Daddy?

44 INT. BUILDING LOBBY - DAY

A few secretarial and technician types, bustling to and fro, greet Stonewell with a deferential "Good afternoon, Mr. Stonewell." He nods perfunctorily, not looking at them...

halts before a PRIVATE ELEVATOR and puts the flat of his hand upon a glowing plate beside the door. It opens to his handprint. He steps inside.

45 INT. STONEWELL'S OFFICE - DAY - ELEVATOR DOORS

open. Stonewell steps out as CAMERA PULLS BACK to show a spacious corner office whose decor is that of a richly furnished private men's club-- dark paneling, green felt, expensive paintings and sculpture. LIGHTS ACTIVATE automatically as Stonewell enters.

Ignoring the works of art, Stonewell approaches a wall-length painting of CARMILLA'S MOTHER, strikingly beautiful, young. He touches a small, exquisite STATUE in a niche beside the painting, and the painting slides aside noiselessly. Stonewell enters--

46 INT. STONEWELL'S INNER RETREAT - DAY

Again lights flick on as Stonewell enters. A dome-ceilinged, windowless chamber-- everything black except for a hexagonal white table and six highbacked white chairs. He stands by nearest chair and holds his hand momentarily over a pulsing ELECTRIC BEAM.

ANGLE - TABLE - HOLOGRAM EFFECT

HOLOGRAPHIC IMAGES of the FIVE OTHER MEMBERS OF PROTEUS appear, seated in the chairs. Stonewell takes his seat. Each of the six places both hands, palms down, upon the table and then they SPEAK IN UNISON. And though six mouths move as CAMERA PANS around the hexagon, only ONE VOICE is heard-- the eerie VOICE OF PROTEUS, which is the combination of all their voices:

PROTEUS

We are Proteus. Ever changing, ever the same. All-powerful. All-encompassing.

47 INT. STONEWELL'S OFFICE - CARMILLA & HARRY

step out of the private elevator. Harry looks around, amazed... but doesn't have a chance to say anything, as Carmilla takes his face in her hands and kisses him. They topple onto a sofa.

48 INT. STONEWELL'S INNER RETREAT

STONEWELL

(after a beat)

As expected, the destruction of Bravo Team took the American military completely by surprise. The President has summoned a crisis team to the White House to study the situation. I predict no action will be taken for at least five days.

One of the others, a middle-aged BRITISH WOMAN (MRS. WELLINGTON), leans forward. She speaks with a City accent.

MRS. WELLINGTON

What about evacuation plans?

STONEWELL

For the time being, the President has ordered a news blackout. To avoid possible panic.

A corpulent man in the headdress and robes of an ARAB SHIEK (PRINCE FAUSIN) shakes his head, amused.

FAUSIN

These humans deserve to die.

STONEWELL

Evolution in action. Only the strong survive.

MR. YAMATO, a Japanese businessman, speaks up.

YAMATO

May I inquire concerning the status of the Master Matrix and the young mutant, Nickelby?

STONEWELL

My people are preparing it for transfer to Easter Island in six days' time. As for Nickelby...

Stonewell touches a light-pad, and a MONITOR SCREEN lights across the room. On the screen, Nickelby can be seen, surrounded by DOCTORS, wired to EEG and EKG monitors.

STONEWELL (CONT'D)

After activating the First Stage Matrix, he collapsed. Our doctors say he burns out a portion of his brain each time he enters the Matrix. But only a mutant with his peculiar psychic structure can focus the energies contained in the Matrix jewel. Anyone else who activates either the First Stage or the Master Matrix... is destroyed.

SENOR VARGAS, a husky Brazilian businessman, cuts in angrily.

VARGAS

I still say it was a mistake not to have both the First Stage Matrix and the Master Matrix on the island when we began. Stage One initiated a tectonic chain reaction under the Pacific plate. We need the Master Matrix to control that chain reaction. It should be on Easter Island now, not six days from now.

STONEWELL

Vargas, Vargas. Only a fool would keep all his eggs in a single Easter basket.

VARGAS

You are calling me a fool?

MRS. WELLINGTON

Gentlemen, if you please... we are Proteus. We are six equals here. We must not degenerate into petty quarrels. Leave that for the human beings we intend to supplant.

COMRADE ILSA, like her Protean colleagues, is 50ish. She is a stout, formidable-looking Russian woman, dressed in an ill-fitting copy of a western business suit.

COMRADE ILSA

Da. Each of us has worked long and hard to achieve prominence in his-- or her--native country, but only so that each could gain control of an important resource of that country, for the greater good of Proteus.

Glances around table at Fausin, Yamato, Wellington, Vargas, Stonewell.

COMRADE ILSA (CONT'D)

Energy and oil resources... Computer and robotic technology... British finance... International construction consortium... the Soviet Union's vast agricultural and mineral resources... Stonewell's defense plant... Among us, we control the resources of a national super-power. We must not lose sight of our goal. A power base for "homo superior."

CAMERA MOVES IN CLOSE on her as she speaks. There is a strange, two-inch SLIT in the middle of her forehead. She pauses, blinks-- and as her two normal eyes blink open again, so does a THIRD EYE, large, sinister, all black with a white iris.

ANGLE - THE TABLE

BEAT. Then, placing their hands upon the table again, the SIX WHO ARE PROTEUS speak as one, with that single Protean voice:

PROTEUS

We are Proteus. Ever changing, ever the same. All-powerful. All-encompassing.

THE FIVE HOLOGRAMS vanish as one; Stonewell is left alone in the room, more haggard than before.

49 INT. STONEWELL'S OFFICE - CARMILLA

looks up as the painting swings out. She and Harry are tangled on the sofa. He sits up, brushes a cowlick off his forehead in that peculiar gesture. She pecks him on the cheek.

CARMILLA

He'll want to see you alone.

HARRY

Carmilla, this is too weird--

CARMILLA

Go on, silly. What do you think he's going to do... bite your head off?

Adjusting clothes, Harry steps hesitantly through the opening.

50 INT. STONEWELL'S INNER RETREAT - STONEWELL'S EFFECT

The room is DARK. Harry pauses in the entrance, and again brushes his hair back with same gesture... and then the LIGHTS FLICK ON. Facing him, less than a foot away, is Stonewell.

HARRY

Jesus, sir, you startled me--

That's as much as he gets out-- as Stonewell's FACE OPENS UP like the mouth of a shark. Harry SCREAMS, tries to flee, but Stonewell picks him up bodily, pulls him near. Stonewell's mouth closes over Harry's face. Harry jerks as SHIMMERING ENERGY passes from his body into Stonewell's; then he goes limp.

51 INT. STONEWELL'S OFFICE - CARMILLA

tucking her hair back into headband as Stonewell comes into the room, painting closing behind him. He seems stronger, straighter, no longer haggard. She smiles up at him. He raises a hand, brushes back a cowlick in Harry's idiosyncratic gesture.

CUT TO:

52 EXT. TORONTO STREET - NIGHT

Xavier and Scott drive through traffic in a rented car, Scott at the wheel. They're heading into a poorer part of town.

XAVIER

Remember what I told you, Scott, the day you first came to my Institute?

SUPERIMPOSE TITLE:

DAY ONE: TORONTO

53 INT. RENTED CAR - NIGHT - XAVIER

Open portfolio on his lap, paging through plastic-sealed files, each with a photograph.

SCOTT

You said there were others like me. People with "wild talents." But I never met any. I'm still not sure I buy it.

XAVIER

It's a human trait, Scott. Each of us thinks he is unique.

SCOTT

Got to tell you, Professor, I haven't run into too many other guys who can punch holes through steel just by squinting hard.

XAVIER

Your power is unique... but you are not the only mutant in the world. Proteus is proof of that.

(beat)

But I dream of bridging the gap between mutantkind and humanity. Proteus wants to widen it.

SCOTT

Mutant. Funny, every time I hear that word, I think of bug-eyed monsters.

(touches his goggles)

Maybe that's not too far wrong.

Xavier smiles gently, turns his attention to the open portfolio.

XAVIER'S POV - THE PORTFOLIO

FIVE DOSSIERS... each with typewritten reports in English, several with newspaper and magazine clippings, some in Japanese, Russian, German, Swahili. Various PHOTOS accompany each dossier, candid, none posed-- except for those of the uppermost dossier: TORONTO POLICE PHOTOS of a fierce-looking young man named LOGAN.

XAVIER

Turn right at the next corner.

54 EXT. TORONTO ALLEYWAY - NIGHT - SCOTT & XAVIER

walk up a dark, cluttered slum alley. They talk softly.

XAVIER

Our first subject is a young man named Logan.
Social misfit, with a mild police record
for assault.

SCOTT

Sounds like a warm, wonderful human being.
Mutant.

LOUD CRASHING SOUND ahead. The pair exchange glance, run forward.

55 EXT. TORONTO STREET - NIGHT

Scott and Xavier reach the end of the alley, look out.

THEIR POV - LOGAN & TORONTO POLICE

HALF A DOZEN POLICEMEN try to hold down a smaller, more compact YOUNG MAN (LOGAN, 23) in their midst. Like football players piling onto a quarterback. Three patrolcars and a paddywagon are crammed against the sidewalk. LIGHTS FLASHING. A small CROWD OF SLUM TEENAGERS cheer Logan from the sidelines, whooping and laughing.

TEENAGER #1

Take 'em out, man! Waste 'em!

Suddenly, it's as if a VOLCANO explodes in their midst:

CLOSE - LOGAN

yells defiantly, throwing them off-- six men tossed by one. Logan is like a square of plastique explosive: compact and deadly. Cops sprawl as Logan whirls, heaving them aside. ONE LARGE COP comes at Logan, swinging a billy club.

CLOSE - LOGAN'S FIST

Muscles ripple across the back of Logan's hand, like a cat's paw-- and FOUR EIGHT-INCH STEEL CLAWS SNIK! out of his flesh, above the knuckles. They catch the light, sparkling.

ANGLE - LOGAN .

moves so quickly, he's a blur. The claws SLASH at the approaching club, too fast for anyone there to understand what's happened.

CLOSE - THE BILLY CLUB

falls apart, cut in pieces.

ANGLE - LOGAN'S FIST

The claws SNIK! back into place.

ANGLE - COP WITH BILLY CLUB

gapes at the stump of his club, looks up as Logan's de-clawed fist smashes squarely into his face.

ANGLE - ALLEY ENTRANCE - XAVIER & SCOTT

Scott wants to rush right in, but Xavier, watching Logan, puts his hand on Scott's shoulder, and shakes his head.

ANGLE - THE STREET

Logan holds his own against the six cops. It's touch and go-- maybe Logan will get away. But no: two cops grab his arms from in front while a third cop slams another billy club across the back of his head. Logan slumps in their arms, unconscious. They carry him to the waiting police wagon.

ANGLE - ALLEY ENTRANCE

As the police cars pull away, sirens wailing, Scott smiles wryly.

SCOTT

Well, that's one down.

Xavier starts briskly back down alley, Scott pushed to keep up.

XAVIER

At least we'll know where to find him. He may appreciate our offer more after a night or two in jail.

56 EXT. ANOTHER TORONTO STREET - NIGHT - XAVIER & SCOTT

walk from the alley to the rented car parked nearby. Taking the portfolio from the car, Xavier reads by streetlamp light.

XAVIER

Four more subjects, in Germany, Japan, Russia, and Africa. We'll split them between us.

(hands two dossiers to Scott)

Kurt Wagner in Winzeldorf. Yoshi Akia in Tokyo.

SCOTT

Professor, this isn't going to work.

Xavier gives him a look.

XAVIER

Winzeldorf and Tokyo.

SCOTT
(sighs)
Wilzeldorf and Tokyo. Where are you heading
first?

XAVIER
Africa.

CUT TO:

57 EXT. AFRICAN VELDT (KENYA) - DAY

Bright sky, shimmering heat. A JEEP plunges through the dust, past dry, yellowed grassland.

SUPERIMPOSE TITLE: DAY TWO: EAST AFRICA

ANGLE - THE JEEP - XAVIER

hangs onto crossbar as a black GAME WARDEN bounces the jeep over ruts in dirt road. Warden speaks with a cultured English accent.

WARDEN
She won't come. I promise you. That valley
is her life. I don't know quite what it
is she does, but she has a special feeling
for the land. You know what the people here
call her?

Xavier is getting seasick. He shakes his head. The warden grins.

WARDEN (CONT'D)
Goddess. They call her Goddess.

58 EXT. AFRICAN VALLEY - DAY - STORM EFFECT

A ROLLING STORM pours rain across a saddle-shaped valley. Winds high, but not fierce. Standing on a slope of the eastern hill, a GROUP OF VILLAGERS in tribal dress face into the storm, toward a CLIFF WALL some yards above. They chant: "ORORO... ORORO..."

ANGLE - THE CROPS

drink the rain, sway in the wind-- lush and ripe for harvest.

59 EXT. THE VALLEY - DAY - XAVIER & WARDEN

have difficulty standing as the STORMWINDS pass over, drenching them. They shade their eyes, straining to see the cliff face.

THEIR POV - THE LEDGE

A YOUNG WOMAN (ORORO, 20) stands straight and tall amid the storm winds, barely glimpsed-- just a hint of flowing white hair and gleaming, naked flesh. CHANTING ON SOUND: "ORORO... ORORO"

ANGLE - XAVIER

blinded by the passing rains, shields his eyes, trying to see:

XAVIER'S POV - THE LEDGE

empty.

ANGLE FROM ABOVE - XAVIER & WARDEN

drenched to the skin as the passing storm begins to abate. Abruptly, the sky clears. CAMERA MOVES DOWN, CLOSER and CLOSER to Xavier and the warden from above and behind.

ANGLE - XAVIER

whirls at the sound of ORORO'S VOICE behind him.

ORORO (OS)

You know no one is permitted here while the storm winds wail.

CAMERA ANGLE WIDENS to include the Warden-- and ORORO, who has joined them seemingly from nowhere. Flowing white hair and a brief animal hide loosely cloak her nude body. She isn't smiling.

WARDEN

Ororo, this man is Charles Xavier. He comes from America. He says he needs your help... to save the land.

Ororo aloof, but not unkind... a cultured British school accent.

ORORO

Look around you. Do you see a wasteland? Dying crops, barren fields? No. That is my doing. The people of this valley need my help, not you. You will not starve without me. They might.

She turns to go, a queen dismissing a courtier.

XAVIER

The people of this valley number thousands. If you don't come with me, if you don't help me, millions will die.

Ororo looks back, eyes flashing.

ORORO

Threat?

XAVIER

Truth.

She looks at him, hard.

CUT TO:

60 INT. TOKYO NIGHTCLUB - NIGHT

Feeling out of place, Scott makes his way through dancing throng of Japanese teens in 50's kitsch, very New Wave; he's head and shoulders taller than most. NEW WAVE ROCK ON SOUND. A GIRL points at Scott's odd glasses, grins and puts on pair of her own, almost identical. He smiles at her, looks toward the stage.

SCOTT'S POV - YOSHI

The singer from the MTV VIDEO: YOSHI AKIA (17), a bundle of high-pitched energy and good will. She's pure magnetism.

SUPERIMPOSE TITLE: DAY TWO: TOKYO, JAPAN

ANGLE - YOSHI

pouring her heart into a Japanese-language version of "Blue Swede Shoes." She sees something in the crowd ahead of her--

YOSHI'S POV - SCOTT

stands out like a basketball player among jockeys. Yet there's something appealing about his awkwardness. He's... cute.

CLOSE - YOSHI

slowly grins, sings harder.

61 EXT. TOKYO NIGHTCLUB - NIGHT

Posters near the stage door for 1950's American rock acts, all in Japanese. Scott stands reading them, or trying to... turns as Yoshi comes out the stage door, talking to someone inside over her shoulder, in Japanese. She sees Scott, but he makes no move toward her. Scott is embarrassed. He practically scuffs his feet. Grinning again, Yoshi walks up to him.

YOSHI

(in Japanese)

Hi. Don't tell me, you're an American.

SCOTT

(distracted)

Oh God. I'm sorry. I don't speak Japanese.
I knew this was a mistake, I knew it...

YOSHI
(in English)
That's okay. I don't speak American.

As Scott double-takes, Yoshi laughs and takes his hand. She works hard at being superficial.

YOSHI (CONT'D)
You're cute. Buy me a hamburger. What's your name?

SCOTT
(can't keep up)
Scott.

YOSHI
Hi, Scott. I'm Yoshi. You like music?
So do I! Elvis Presley, he was the King.
Buddy Holly, Little Richard... You like Chuck
Berry?
(starts singing "Johnny B.
Goode" in Japanese)

SCOTT
Whoa. Don't you ever slow down?

YOSHI
Only when there's something to slow down
for.

Gives him a grin. Obviously, he may be it.

62 INT. JAPANESE SUSHI BAR - NIGHT

Scott and Yoshi sit crowded between other DINERS around an oval sushi bar: a conveyor belt carries small sushi plates around the counter. Scott takes a plate of sliced raw tuna on rice. Looks at it, then at Yoshi eating a cucumber roll beside him.

YOSHI
This friend of yours... the Professor?
What's he like?

SCOTT
I don't really know. He's my teacher.

YOSHI
Oh. Your sensei. I get it.

SCOTT
Yoshi... what I've told you... didn't any
of it get through to you?

YOSHI
Sure. Things are going to get wet around
here.

SCOTT

It's not something to kid about.

YOSHI

Oh, I don't know. You like Godzilla movies?

(as Scott groans)

There's this one where Japan is sinking,
and all the monsters on Monster Island have
to rescue--

SCOTT

Yoshi, for God's sake--

Everyone stops eating and looks at Scott. He flushes red,
embarrassed. Yoshi smiles at him, touched... whispers:

YOSHI

Scott... want to see a trick?

CLOSE - WATER GLASS - TRANSFORMATION EFFECT - YOSHI

dips her finger into water: A SHIMMERING AURA spreads like a ripple
from her fingertip; the water changes to GRANITE. The glass
shatters; the glass-shaped rock BONKS! onto the countertop.

ANGLE - SCOTT & YOSHI

Everyone looks at Scott and Yoshi and the broken glass. Scott
hurriedly pulls Yoshi away from the counter as she breaks up in
laughter. AN ELDERLY JAPANESE MAN gapes at the granite rock.

SCOTT

Hard water.

63 EXT. SUSHI BAR - NIGHT

Scott and Yoshi come out onto the street, NEON SIGNS making weird
shadows around them. Yoshi can't stop laughing.

SCOTT

You're a transformer-- My God, Yoshi, you've
got to help us. Yoshi, will you listen to
me?

YOSHI

(stops laughing)

All right, Scott. I'll help you. But not
because I really believe you. Because you're
just so, so cute.

This sets her off again, and Scott takes her arm, heading through the
street crowd and away...

CUT TO:

64 EXT. RUSSIAN STEPPE - COLLECTIVE FARM - DAY

Plains stretching in all directions. ON SOUND, a number of VOICES shouting in Russian: "You can do it!" "Give her the gun!" etc.

SUPERIMPOSE TITLE: DAY THREE: THE UKRAINE, USSR

65 EXT. FIELD - DAY - UKRAINIAN PEASANTS

wave their fists and shout; one pair making furtive side bets. One takes an ill-concealed swig of vodka. In the center of the field, a FARMER sweats and curses as he tries in vain to pull a large, rooted stump from the muddy ground with a heaving TRACTOR. The crowd is getting mud-spattered as it shouts encouragement.

ANGLE - OUTER EDGE OF CROWD - XAVIER

stands stone-faced and unobtrusive, in Russian greatcoat and fur hat. Beside him is a stocky MUSCOVITE, a SOVIET OFFICIAL.

ANGLE - FARMER

strives once, twice more-- but stump's roots are too deep.

ANGLE - PETER RASPUTIN

follows the action intensely. A strongly-built youth (19) with dark hair and open, friendly features. A PEASANT turns, claps him on the shoulder heartily, shouts in SUBTITLED RUSSIAN.

PEASANT

Go on, Peter! Show him how it's done!

Peter demures a moment, then shuffles out into the field as the tractor stalls. Peter detaches the now-slack chain from tractor, loops it around his chest. As tractor rumbles away, he draws the chain tight... and pulls, teeth gritted. Crowd eggs him on.

ANGLE - XAVIER & SOVIET OFFICIAL

SOVIET OFFICIAL

(in accented English)

Even before you came to Moscow, Comrade Professor, I was assigned to visit this village... to see why this farm, in recent months, has so consistently managed to exceed its quota. We have our suspicions.

ANGLE - PETER - COLOSSUS EFFECT

pulling, straining. Abruptly the sun glints off a bare hand as if off gleaming metal. We see Peter's fingers-- then knuckles, then hands-- beginning to turn to metal, as if by sheer concentration.

CLOSE - DEAD-ON SHOT - PETER

GRUNTS-- throws his head forward so a shock of dark hair briefly hides his features. The sun glints off his neck. He throws his head back-- his features have changed to SILVERY METAL. Even his hair itself is a DARKER METAL, strands smoothing to give his whole head a hard, sculpted look. His eyes now white and metallic.

CLOSE - XAVIER & SOVIET OFFICIAL

XAVIER

Now you know. The boy is a mutant.

ANGLE - PETER

All the visible parts of his body-- head, neck, hands, forearms-- now of gleaming metal, yet pliable as flesh. He grunts-- pulls--

ANGLE - THE STUMP

is pulled mightily from the ground, roots dripping dark earth.

ANGLE - PETER

falls forward into the mud. The peasants, cheering, rush over; some slap him manfully on the back-- CLANK! Peter looks around at them, smiling ingenuously as sunlight reflects off white, metallic teeth. He starts to get up-- when XAVIER'S HAND reaches INTO FRAME to offer assistance. He looks up curiously. Xavier smiles disarmingly. He speaks in Russian, SUBTITLED.

XAVIER

Good morning, Peter Rasputin.

Peter doesn't take Xavier's hand. Looks suspiciously at Xavier and the SOVIET OFFICIAL, as do the peasants. Peter's skin regaining normal texture. He and Xavier talk in Russian.

PETER

You are not Russian.

XAVIER

(good-naturedly)

Is my Russian that bad?

SOVIET OFFICIAL

(in formal English)

On the contrary, Comrade Professor, it is quite acceptable. But the boy understands English. I've read his file.

(as Peter reacts)

I know, boy, I know. You are only a simple peasant, born and raised not ten miles of this very spot.

(more)

SOVIET OFFICIAL (Cont'd)

Still--

(eyes the stump)

--you will admit that you and the rest of
your collective have been, shall we say,
keeping something from us.

PETER

Comrade Inspector, I--

The other peasants, uneasy, begin to drift away.

XAVIER

(to official)

You know why I'm here.

SOVIET OFFICIAL

The Soviet Union has a war room, too, Comrade
Professor. These are strange times, indeed,
for all humanity.

XAVIER

I need you, Peter Rasputin. Now... without
delay... in the United States.

PETER

The United States?

(horrified, to official)

Please, comrade-- no!

SOVIET OFFICIAL

Each of us is called upon to make sacrifices
for the Motherland, Comrade Rasputin.

Peter eyes them both as if just given a death sentence.

CUT TO:

66 EXT. GERMAN FOREST - VERDANT HILLTOP - NIGHT

Ruins of a once-proud castle atop hill. Below, through thick
foliage, TORCHES FLICKER-- lots of torches-- moving toward ruins.
German villagers, armed with hunting rifles and farm implements, make
their way through woods. AD-LIB in German: "Where is it?" "It came
this way!" "Be careful! It's a monster!" etc.

SUPERIMPOSE TITLE:

DAY THREE: WINZELDORF, BAVARIA

TRACKING SHOT - RUNNING FEET

of the villagers.

67 EXT. THE RUINS - TRACKING SHOT - KURT'S FEET

Two claw-like toes meant for grasping... covered with dark fur, as are legs glimpsed above. KURT WAGNER (18, but it's hard to tell) lopes toward ruins, the knuckles of his furry hands brushing the earth. A prehensile tail with a devilish barb bounces along behind as the lithe mutant moves almost soundlessly along.

CAMERA MOVES UP to show rest of Kurt: Pointed ears, entire body covered with dark fur, pointed ears, blue-black skin on almost hairless face, no garments but dark trunks. His eyes glow golden in the darkness. Moving easily, not unlike a spider monkey. He hops onto a finger of jagged stone.

CLOSE - KURT

peering back, as the SOUND OF PURSUERS grows louder. Kurt breaks into a grin-- but whether friendly or diabolic, we cannot tell. He hops off the stone and darts into the ruins, tail twitching.

68 EXT. FOREST - NIGHT

THE TORCH-BEARING VILLAGERS charge toward the castle-- and are suddenly met by a BARRAGE OF ROTTEN FRUIT AND VEGETABLES.

69 EXT. CASTLE WALL - NIGHT - KURT

capers like a monkey, hurling rotten tomatoes, peaches, onions, apples, at the villagers below. Cackles wildly, enjoying himself.

70 EXT. FOREST - THE VILLAGERS

take cover. Several raise guns and fire wildly at the ruins.

71 EXT. CASTLE WALL - KURT - BAMPF! EFFECT

GUNFIRE cuts through Kurt's laughter. He gawks for a moment, at last realizing villagers are deadly serious. As bullets strike stones nearby, Kurt VANISHES with sound like a car back-firing, leaves behind a small yellowish CLOUD OF SMOKE: He BAMPFS!

72 EXT. FOREST - TREE BRANCH

above the wildly firing villagers. Kurt BAMPFS! into view on the branch, directly over a fat BURGEMEISTER. The burgemeister sniffs the air, as if smelling something unpleasant, looks up:

BURGEMEISTER'S POV - KURT

directly overhead, grinning as he drops an overripe MELON.

ANGLE - BURGEMEISTER

The melon SPLATS! onto the man's forehead.

ANGLE - OTHER VILLAGERS

see Kurt in the tree, and fire at him. He BAMPFS! away.

ANGLE - TWO VILLAGERS

crouch fearfully together beside a boulder. Suddenly Kurt BAMPFS! into view above the head of a LARGE MAN in an Alpine hat, and drops onto his shoulders, legs around the man's neck. The LARGE MAN bellows, tries to pull Kurt off, shouting in subtitled German:

LARGE MAN

Shoot him! Shoot him!

SECOND MAN takes aim, just as Kurt BAMPFS! away from the large man's shoulders. The second man's bullet goes through the large man's Alpine hat, blowing it off his head harmlessly.

73 EXT. CASTLE WALL - TELESCOPIC SIGHTS - KURT

BAMPFS! onto wall, and rolls on his back, laughing hysterically, clutching his stomach. CAMERA PULLS BACK to show this view through a TELESCOPIC GUNSIGHT.

74 EXT. FOREST

Gunsight belongs to high-powered rifle in the hands of serious-looking VILLAGE MARKSMAN. Villagers crowd around as he aims.

MARKSMAN

(in German, subtitled)

I have you now, monster!

CLOSE - RIFLE - FORCE BEAM EFFECT

--a SCARLET BEAM cuts through the rifle like a hot knife through butter. The front end of the barrel topples to the ground as--

75 EXT. CASTLE WALL - KURT

hearing this, whirls, startled, falling awkwardly off the wall.

76 EXT. FOREST - THE VILLAGERS

look up in terror at an overhanging boulder, and see SCOTT, his fingertips still on his goggles, and YOSHI drinking it all in.

ANGLE - BOULDER - THE LARGE MAN

bare-headed, has climbed up beside Scott and Yoshi with a torch in his hand. They notice him just as he charges them. Yoshi steps forward and grabs the torch, right below the flame.

CLOSE - TORCH - TRANSFORMATION EFFECT

THE SHIMMERING AURA spreads ripple-like from Yoshi's grasping hand, and the torch-- flame and all-- turns to SOLID ICE.

77 EXT. THE RUINS - VILLAGERS

scramble pell-mell over the ruins, toward the nearest exit.

78 EXT. CASTLE WALL - CLOSE - KURT

Kurt holding his head, sprawled where he fell. He looks up-- sees Scott and Yoshi looking down at him-- and BAMPFS! away. Seconds later, rotten fruit begins to pelt Scott and Yoshi from above.

SCOTT

Will you cut that out! We're on your side!

YOSHI

We're mutants, too-- can't you tell?

Next instant, with a loud BAMPF! Kurt appears in front of Yoshi so suddenly that he startles her.

YOSHI

Couldn't you fade in slowly, like a Cheshire Cat?

KURT

For you, anything, liebchen. Kurt Wagner, at your service.

His voice is soft, sweet... with a slight Bavarian accent. As Yoshi gapes, Kurt breaks into a broad, toothy smile.

CUT TO:

79 EXT. TORONTO CITY JAIL - MORNING

SUPERIMPOSED TITLE:

DAY FOUR: TORONTO

80 INT. JAIL INTERVIEW ROOM - MORNING

Xavier and Scott at one end of a conference table in a room with one door and one window, barred. Xavier goes over Logan's dossier, as Scott paces impatiently. Logan, hands handcuffed behind him, sits opposite Xavier, having listened to his story.

LOGAN

You're crazy, chief. Islands coming up in the Pacific, mutie monsters... You've been watching too much TV.

(to Scott)

Hey, 3-D. Your pal's got a few books overdue.

XAVIER

(going through dossier)

You were nearly killed in a car crash at age eighteen. Every bone in your body was smashed beyond recovery. But you didn't die. Your body possesses some kind of remarkable healing factor. You were subjected to a series of experimental operations. Adamantium steel alloy grafts replaced your damaged bone structure. Shortly after your recovery, you disappeared. You've spent the past five years in and out of jail on charges of assault... disturbing the peace... resisting arrest...

LOGAN

I've been a real bad boy.

XAVIER

You're a mutant, Logan. Like my friend. Like me. We need your help.

LOGAN

You are nuts. I'm not like you. I'm not like anybody.

SCOTT

You're not afraid, are you, Logan?

CLOSE - LOGAN'S HANDCUFFED HANDS

With a SNIK!, one of Logan's claws pops out, and twisting, cuts through the bracelet around the opposite hand's wrist.

ANGLE - THE ROOM

The handcuffs fall away, and Logan smiles menacingly... raises a clawed fist to Scott, who stares him down unflinchingly.

LOGAN

Well now. You like to live dangerously, Stretch.

Logan grins, SNIKS! claws back into his fist and turns to Xavier.

LOGAN (CONT'D)

Deal. But that U S. government ID you showed me doesn't cut much ice this side of Niagara Falls, and I'm being held without bail. So how do you get me out?

Xavier nods at Scott, who turns to the outside wall.

CLOSE - SCOTT'S EYES - FORCE BEAM EFFECT

He raises the goggles, and immediately, a SCARLET BLAST rips out--

81 EXT. TORONTO JAIL - MORNING - ANGLE ON SECOND STORY

as the wall EXPLODES OUTWARD under the impact of Scott's force beam blast, in spectacular SLOW MOTION.

CUT TO:

82 EXT. XAVIER'S RESEARCH CENTER (WESTCHESTER) - DAY

Xavier supervises as Scott, Peter, and Yoshi carry unmarked crates to a waiting truck outside the sprawling mansion that serves as Xavier's Research Institute. Scott glances up at a second-floor balcony, where Logan leans against a rail, watching, cowboy hat pulled down to shadow his eyes as he sips a can of beer.

SUPERIMPOSE TITLE: DAY FOUR: SALEM CENTER, NY

SCOTT

Mind lending us a hand with this, Logan?

ANGLE - THE BALCONY

Logan grins, mock-saluting with his beer can.

LOGAN

I didn't sign on to carry boxes, Stretch. You're boy scout enough for both of us.

ANGLE - XAVIER

Danielle comes out of the house to join Xavier.

DANIELLE

There's a safe house in Manhattan, a townhouse we've been using to test some unusual new anti-personnel weapon systems. I called in a few IOUs. It's yours for a week.

(shrugs)

The whole thing's probably a waste. The Navy has a carrier task force on its way to the South Pacific. By this time tomorrow, Proteus could be history.

XAVIER

I hope it's that easy. Whatever happens, thanks for your help. I couldn't have formed this team so quickly without you.

DANIELLE

Some team. Half of them don't look old enough to vote.

There's a BAMPF! O.S., and Danielle looks around and up, startled.

DANIELLE'S POV - THE VAN - KURT

squats atop van, tail swishing like a cat. Bites into an apple, sees Danielle watching him, grins and BAMPFS! away.

ANGLE - DANIELLE & XAVIER

She shakes her head, in disbelief, rubs her eyes wearily.

DANIELLE

I've got to get some sleep.

KITTY calls from O.S., from the front entrance to the grounds.

KITTY (OS)

Hey, are you Professor Xavier?

Xavier and Danielle look around as Kitty runs up the gravel driveway, a schoolbag slung over her shoulder. Breathless.

KITTY (CONT'D)

You are. I saw you on TV.

XAVIER

I'm Charles Xavier... Miss--?

KITTY

Katherine Pryde. But they call me Kitty.

She gapes as Peter walks by carrying a crate the size of a piano.

KITTY

Who is that? He's gor-geous.

XAVIER

Miss Pryde? You wanted to see me?

KITTY

(snaps out of it)

Oh. Oh, right. Look, some weird things've been happening to me lately. I thought maybe you... I don't know. A couple of days ago, I fell through a floor, just like it wasn't there. I mean, people aren't supposed to do things like that. Are they?

XAVIER

Not ordinarily. Let's talk... Kitty, is it?

Xavier smiles, puts a hand on her shoulder and walks her toward mansion. Danielle watches them go, smiling... there's a BAMPF! behind her. She glances around, face to face with a leering Kurt.

KURT

Boo!

Danielle gawks, steps back into a fern-- and Kurt BAMPFS! away.

83 EXT. RESEARCH CENTER BALCONY - DAY - LOGAN

leans on rail. Kurt BAMPFS! into view beside him, chortling.

LOGAN

You're a million laughs, elf. My name's Logan.

KURT

Kurt Wagner. Did you see her face?

Kurt holds his hand out, and Logan starts to reach for it-- then Kurt BAMPFS! away. Logan looks up at the SOUND of LAUGHTER ABOVE: Kurt clings to a flagpole above the balcony, hysterical. Logan smiles grudgingly, drinks his beer. Kurt has guts.

84 EXT. RESEARCH INSTITUTE - ANGLE ON THE VAN

Scott and the others are in the van, Danielle at the wheel. Xavier is about to enter on passenger's side. He pauses to speak with Kitty, who stands on the gravel path, near tears.

KITTY

But I need your help. I feel like I'm going berserk.

XAVIER

This isn't the time, Kitty. Perhaps in a week... I'm sorry.

He pats her head, gets into the van. Kitty stares after him, as the van starts to move away...

KITTY

A week? A week is forever!

ANGLE - KITTY - TRACKING SHOT

She runs after the van, frantic. Runs. Runs. Gulps air. Catches up with the rear of the van. Lunges for the latch-- and suddenly PHASES INTO THE VAN...

85 INT. THE VAN - DAY - SCOTT & ORORO

gape as Kitty tumbles into van between them, PHASING through the rear door, amid the crowded boxes.

ANGLE - FRONT OF VAN

Xavier looks back into the rear of the van, stunned... then at Danielle, who stares into the rear view mirror, then at Xavier.

DANIELLE

I guess you've got another student, Charles,
whether you want one or not.

ANGLE - KITTY

breathless, looks up at Kurt and Logan, and between them, Peter.

LOGAN

Looney-toon. This whole thing is a
Looney-toon.

86 EXT. RESEARCH INSTITUTE - DAY

The van pulls out, through the gates, and away to the south.

CUT TO:

87 EXT. SOUTH PACIFIC - CARRIER GROUP (STOCK) - DAY

Plowing through the swells: a U.S. Navy nuclear aircraft carrier. Two Tomahawk bombers launch into the sky.

SUPERIMPOSED TITLE: DAY FIVE: US CARRIER TASK FORCE
OFF EASTER ISLAND

88 INT. PENTAGON WAR ROOM - DAY

Danielle sits at her console watching the SITUATION MAP, where blue symbols indicate the carrier group's position north of Easter Island. SOLDIERS at other consoles murmur into their headphones. At the CHAIRMAN'S dias, NAVAL OFFICERS watch the proceedings intently. SEVERAL CIVILIANS are present also. THE BOMBER PILOTS' TRANSMISSION comes over the LOUDSPEAKERS, garbled with STATIC.

PILOT ONE (OS)

Mother Goose, this is Baby Gosling. Target
in sight at six o'clock.

89 EXT. EASTER ISLAND - DAWN - BOMBER'S POV

Seen from above as clouds part before the nose of the approaching attack bomber, Easter Island looks peaceful in the dawn light.

PILOT ONE (OS)
We're starting our run, Delta Tango.

90 EXT. EASTER ISLAND - THE "STONE HEAD" MONOLITHS - DAWN

The huge stone heads gleam in the sunlight. Now CAMERA ZOOMS BACK to reveal ONE GIGANTIC "HEAD" amid the others, high up the slope. It towers above them, more than fifty feet tall.

CLOSE - GIANT STONE HEAD

Suddenly, its "eyes" OPEN... and a GREEN RADIANCE glows within.

91 INT. PROTEUS COMMAND CHAMBER - DAWN

Nickelby sits inside the FIRST STAGE MATRIX, breathing rapidly, as if running uphill. THE FIRST STAGE MATRIX glows, green energy funneling toward its uppermost point. Around the room, TECHNOS at consoles ad-lib readings from their terminals: "Matrix energization level at 89 percent maximum power... Telemetry normal, life signs normal, blood pressure pushing 120/80..."

ANGLE - THE FIRST STAGE MATRIX

sends a BLAST OF GREEN ENERGY upward through a transparent tube, into a focusing apparatus behind the "eyes" of the head.

92 EXT. EASTER ISLAND - TRACKING SHOT - THE TWO TOMAHAWKS

roar toward island, launching cruise missiles from under wings.

PILOT ONE (OS)
Launching cruise missiles. Missiles away.

TRACKING SHOT - THE MISSILES

drop toward the island--

THE ISLAND - FORCE DOME EFFECT

Suddenly, the missiles EXPLODE against an INVISIBLE FORCE DOME that completely surrounds the island except for a narrow strip of beach. The dome becomes visible only as the missiles impact into it. THE FORCE DOME GLOWS WITH GREEN ENERGY, the explosions flickering over it like light on a soap bubble.

PILOT ONE (OS)
Holy shit-- there's some kind of energy dome
over the island-- the missiles--

ANGLE - THE TOMAHAWKS - GREEN BEAM EFFECT

Two BLASTS OF GREEN from the island below slice through the attack bombers like emerald meat cleavers. Both planes EXPLODE instantly.

93 INT. PENTAGON WAR ROOM - DANIELLE

looks up at the EXPLODING, ROARING SOUND from the LOUDSPEAKERS. The same sound heard when BRAVO TEAM was destroyed.

DANIELLE

Oh my God.

The VOICE of the CARRIER COMMANDER echoes from the LOUDSPEAKERS.

CARRIER COMMANDER (OS)

Nest, this is Mother Goose... we're picking up an atypical radiation to the south... expanding rapidly in this direction... we...

AGAIN, the TERRIBLE ROARING SOUND erupts from ALL LOUDSPEAKERS.

94 EXT. SOUTH PACIFIC - CARRIER GROUP (STOCK) - ENERGY EFFECT

Abruptly, the screen is FILLED BY GREEN RADIANCE, and there is a SOUND LIKE ROARING THUNDER. When the screen clears, the carrier group is gone... vanished from the sea.

95 INT. PENTAGON WAR ROOM - DANIELLE

stares at the SITUATION MAP as the carrier task force symbol abruptly winks out. Tears roll from her eyes.

CUT TO:

96 EXT. KITTY PRYDE'S HOUSE - DAY

Kitty waves good-bye to her girl-friends as their station wagon pulls away from the curb. She waits until it turns the corner, then starts back up the street away from her house. Bernie has been standing Kitty's driveway, unseen... furtively follows her.

SUPERIMPOSED TITLE: DAY SIX: WHITESTONE, NY

97 INT. SUBWAY TRAIN - DAY

A crowded subway car, Manhattan-bound from Queens. Kitty clings to a strap in the foreground, unaware of Bernie watching her from a position halfway back in the car. He looks worried.

98. EXT. SUBWAY EXIT (MANHATTAN STREET) - DAY

Kitty runs up the steps of a subway exit on the East Side of Manhattan, Bernie following her a few yards back.

99 EXT. THE TOWNHOUSE - DAY

Kitty climbs the steps of an innocuous brownstone townhouse as Bernie watches her from behind a tree down the street.

CLOSE - KITTY

presses buttons on a KEYPAD beside the door; MUSICAL TONES sound. The door clicks open and Kitty enters. CAMERA PULLS BACK as Bernie runs from the tree, taking the steps of the brownstone three at a time to slip through the door before it can swing shut.

100 INT. TOWNHOUSE FOYER - DAY

Bernie finds himself alone in an elegant wood-and-white-panelled foyer, before two large oak doors. He pushes them slowly open--

101 INT. TRAINING CENTER - DAY - THE DOORS

open upon a single enormous room the width of several brownstones, composed of a narrow white corridor between two rows of OPEN CUBICLES, from which STRANGE SOUNDS can be heard, intermingled: HUM of a buzzsaw, GRINDING of machinery, ROAR of flamethrowers, staccato chatter of MACHINE GUNS, etc. It sounds like a madhouse. Both floor and ceiling are lit by glow-panels, so no shadows are cast. Just inside the doors, several shelves hold items of clothing-- including Kitty's jacket and boots, and her schoolbooks. A staircase on his left leads up to a second floor.

ANGLE - BERNIE

stands catching his breath, looking around... mumbles...

BERNIE

Kitty...?

Swallowing, he starts down the corridor-- freezes in place at the SOUND OF SCOTT'S FORCE BEAM blasting away in the first cubicle on left. He almost turns back, but then steels himself and goes on.

102 INT. TRAINING COMPLEX CORRIDOR - DAY - BERNIE

hesitates before looking into the first cubicle on his left...

103 INT. CUBICLE ONE - DAY - FORCE BEAM EFFECT - BERNIE'S POV

12-inch wide BUZZSAW FRISBEES shoot through the cubicle. Bernie ducks instinctively as a frisbee cuts narrowly past him, embedding in the cubicle entrance. Other frisbees are blasted out of the air by SCOTT'S FORCE BEAM. Scott stands in center of the cubicle, wearing a new pair of goggles with a slitted opening that focuses his force beam like a laser. Wearing a sweatsuit, he dodges frisbees, cutting them down like a marksman at a skeet-shoot.

104 INT. TRAINING COMPLEX CORRIDOR - BERNIE

jumps back and bumps into the opening of the second cubicle, across the corridor. He looks in at a sudden FLASH OF FLAME.

105 INT. CUBICLE TWO - DAY - STORM EFFECT - BERNIE'S POV

FLAMETHROWERS in walls and ceiling shoot six-foot tongues of flame at ORORO, who's dressed all in white. The flames reach for her, and Bernie gasps in fear-- but Ororo gestures and a WIND tears through the room, pushing the flames back. RAIN FOLLOWS, damping the flamethrowers as a FOG QUICKLY GATHERS inside the room, swirling and obscuring ORORO from view.

106 INT. TRAINING COMPLEX CORRIDOR

Amazed, Bernie looks to a third cubicle, next to Ororo's. He can hear MACHINE GUNS BLAZING ON SOUND.

107 INT. CUBICLE THREE - DAY - BERNIE'S POV

Openings have appeared on two opposite walls, and through the slots, TWO ROWS OF MACHINE GUNS fire in a cross-pattern that fills the room. LOGAN dives through this hailstorm of bullets, unscathed, somersaulting, swinging to his feet. His claws SNIK! out, and he slashes through the wall under one row of guns. Exposed wires spark, EXPLODE, and the guns go silent one by one--

LOGAN
Piece of cake!

108 INT. TRAINING COMPLEX CORRIDOR

Bernie looks across at fourth cubicle; SOUND OF GRINDING MACHINERY now seems much louder without the competing MACHINE GUN ROAR.

109 INT. CUBICLE FOUR - DAY - BERNIE'S POV - A LARGE METAL PISTON

descends from the ceiling-- a piston ten feet across, big enough to crush a jeep. But the figure beneath the piston stands up to the crushing weight with effort: PETER, in his METALLIC STATE, muscles bulging and tearing the fabric of his sweatsuit as he holds his own against the machinery. Like some steel Hercules. Above, MACHINERY GRINDS-- and BREAKS with a metallic SPTANG!

110 INT. TRAINING COMPLEX CORRIDOR

Mouth open, Bernie backs up... and now hears YOSHI SINGING in Japanese from cubicle five: "Johnny Be Goode"-- at least, that's what it sounds like. He knows that voice! Bernie looks...

111 INT. CUBICLE FIVE - DAY - TRANSFORMATION EFFECT - BERNIE'S POV

RODS & SHARP-POINTED PRODS jab from walls and floor like a sheet metal sculptor's nightmare. The rods are moving, attempting to strike the lithe figure dancing through the room: YOSHI. She's enjoying herself hugely, not taking this seriously at all, singing as she slips between the prods-- and every time she passes a rod, she touches it, her TRANSFORMATION EFFECT changing the rods into (sequentially): breaking glass, water, paper, taffy.

112 INT. TRAINING COMPLEX CORRIDOR - BERNIE

can't believe what he's seen as he moves on, across the corridor. He smells something in the air, makes a face. He looks into the sixth cubicle as a BAMPF! O.S. marks the appearance of Kurt:

113 INT. CUBICLE SIX - DAY - BERNIE'S POV

IT'S A MAZE, seen from slightly above-- a labyrinth of dead-ends. Kurt BAMPFS! through the maze, as pendulum-like scythes cut the air at random points. They narrowly miss him as he BAMPFS! among them. Bernie's vantage point shows him the entire maze, but Kurt can't see Bernie-- the ceiling of the maze is a two-way glass.

114 INT. TRAINING COMPLEX CORRIDOR

Bernie gapes-- and then Kitty calls to him from O.S.

KITTY (OS)

Bernie! What are you doing here?

He turns, sees Kitty (in danskins) staring at him from cubicle.

115 INT. CUBICLE SEVEN - DAY - BERNIE

runs toward Kitty, and she reflexively steps back into the cubicle. He steps in with her.

BERNIE

What am I doing here? What are you doing here? We were supposed to get together after school the last couple of days, remember?

Neither notices as the WALLS START TO MOVE SILENTLY INWARD.

BERNIE (CONT'D)

What kind of place is this, Kitty? What's going on?

KITTY

I wish I could tell you, but I--

(sees the walls)

Bernie, you've got to get out of here right now!

Before she can push him out, the CUBICLE SEALS SHUT.

BERNIE

Uh... Kitty...?

Kitty runs to a wall, puts her hands against it, and closing her eyes, tries to PUSH through. But she can't concentrate: she can't PHASE. The walls continue to close in.

KITTY

I can't do it, Professor! Stop the test!

Bernie's here with me! Stop it!

(shouting like a kid)

I'M NOT READY!

THE WALLS STOP, and immediately the ENTRANCE is unsealed. In the opening stand Xavier, Scott, Ororo, Logan, Peter, Kurt and Yoshi. All look concerned except Logan and Xavier.

KITTY

(embarrassed)

Professor... uh... this is Bernie.

BERNIE

(smiling weakly)

Hi.

CUT TO:

116 INT. TOWNHOUSE LIBRARY - DAY

Bernie sits on a sofa, Kitty holding his hand. Both look nervous. Peter and Yoshi are at far end of the room, Yoshi idly playing scales on a grand piano, Peter listening dutifully. Logan lies back in an easy chair, using a claw to peel an orange. He gives Bernie an unreadable grin, and Bernie swallows uneasily. Ororo leans over the sofa to pat Kitty's shoulder reassuringly.

ORORO

Don't worry, Kitten. Everything's going to be fine.

Logan cuts a slice of orange with his claw and pops it into his mouth. Grins at Bernie.

ANGLE - LIBRARY DOORS

open, Scott and Xavier enter. Xavier looks at Kitty and Bernie and shakes his head wryly.

XAVIER

Kitty. First you, now this young man. What am I going to do with you both?

LOGAN

You open to suggestions?

BERNIE

Gee, gosh, look at the time. I'm going to be late for dinner. Wish I could hang around, but--

Bernie starts to rise, but Logan prods him back with a finger.

KITTY

Professor, Bernie can keep a secret. Can't you, Bernie?

BERNIE

Oh, sure. Absolutely. My lips are zipped.
(mimes zipping them, mumbles
through closed mouth)
Wom't say wormd tum nubbody.

LOGAN

Cut some slack, kid.

YOSHI

I vote we let him live. A show of hands?

She holds up a hand. Scott gives her a look, she winks at him.

XAVIER

All right. He's already seen too much.
Hearing what I have to say now won't make any difference.
(beat)

During the past two days, you've each learned to master your abilities... to a degree. Some of you have quite a way to go before you'll gain complete control of your powers. Kitty in particular. I wish we had more time for training. But we don't. If we're to move against Proteus, we have to start tonight.

LOGAN

About time. Another day of Camp Ha-Ha and I'd be eating the walls.

YOSHI

Tonight. Sounds exciting.

XAVIER

I hope you won't find it too exciting. Our initial effort will involve you and Kurt...
(more)

XAVIER (Cont'd)
(looks around)

Kurt.

A BAMPF! Kurt appears on the sofa between Bernie and Kitty, eating a cream puff. They jump apart.

XAVIER (CONT'D)
(pointedly)
Now that we're all here... When you go into action, you'll use code names so no one can identify you. You'll also wear these suits as a disguise.

He opens a box set on a side table, and as he hands the X-MEN COSTUMES to their new owners, CAMERA PANS among them.

XAVIER (CONT'D)
Scott... your code name is Cyclops.
(Scott grins wryly)
Ororo, Storm.
(a slight nod)
Peter Rasputin, you are Colossus.
(X repeats in Russian)
Yoshi, your team name is Circe. In Greek mythology, she--

YOSHI
Shall I change Bernie to a glass pig, Professor?

XAVIER (CONT'D)
Kurt, forgive me... you're Nightcrawler.
(shrugs, Kurt winces)
It was the best I could do.
(to Logan)
Logan... we'll call you Wolverine.
(Logan sneers)
Together, you're the X-Men.

LOGAN
Great. Do we get a team song, too?

KITTY
Where's my outfit, Professor? What's my code name?

XAVIER
Kitty... You're too young, and your phase-power is uncontrolled. I'm sorry.

Kitty looks at them, eyes filling. She runs from the room. Bernie goes after her.

ORORO
Professor, for a telepath, you betray a decided bent toward insensitivity.

She shakes her head. The others, except Logan, seem embarrassed.

XAVIER

Scott, take over.

He leaves the room. Scott spreads the contents of a dossier on the coffee table, and squats beside it. The others crowd around.

117 INT. TOWNHOUSE FOYER - NIGHT - XAVIER

pauses at bottom of stairs, looks toward the front door... ajar. Outside on the stoop Kitty sits, Bernie beside her, arm around her shoulder. Xavier starts to speak, then turns back upstairs.

118 INT. LIBRARY - ANGLE ON DOSSIER DRAWINGS

SCOTT

These drawings show the grounds layout at Stonewell Industries in Connecticut.

LOGAN

Stonewell? Where they make those jet fighters for the Air Force?

SCOTT

Among other things. Stonewell Industries is owned by Marcus Stonewell. His company specializes in defense technology... the Blackbird bomber, Stealth-class anti-radar systems, the SeaSat and SatCom satellites...

ORORO

These are the people who would destroy the earth?

LOGAN

It's a dirty job, lady, but somebody's got to do it.

YOSHI

You must be more serious, Logan. Scott wants us to be serious.

(makes a serious face, winks)

SCOTT

Professor Xavier believes Stonewell is part of the Proteus group. A mutant.

LOGAN

Get straight. Mr. Jet-Set Capitalist-- a mutie like us?

Xavier has entered silently, now startles them with his presence.

XAVIER

The day after the Pacific eruption, I saw Stonewell at the Pentagon. He seemed more amused than surprised by events that morning. When I touched his mind, I saw this.

CLOSE - XAVIER'S EYES

shut, and a pulse throbs on his temple.

119 INTERCUT - CLOSE - SCOTT, LOGAN, THE OTHERS

Each of them startled, as Xavier's mind touches theirs:

120 INTERCUT - XAVIER'S MENTAL IMAGE - THE MASTER MATRIX

in Stonewell's factory, surrounded by its mid-wife technicians, as seen in Stonewell's mind during the Pentagon sequence.

ANGLE - THE GROUP

as the image passes.

LOGAN

You ever do that again, I'll tear your heart out.

PETER

Bokh kharoshi.

YOSHI

Woo. What he said. I've got goosebumps.

ORORO

That... thing... so cold. Lifeless. But it seemed... hungry.

KITTY

What was it?

XAVIER

I'm not sure.

LOGAN

Take a shot.

Xavier nods to Scott, who turns on the library's TV, activating a video cassette already loaded in an attached VCR. On the screen, news footage of the new island appears.

NEWSCASTER (VO)

...increasing in size at a rate of 2000 meters an hour.

(more)

NEWSCASTER (Cont'd)

Geologists warn that seismic disturbances in other parts of the Pacific Continental Plate indicate a second major upheaval could occur anytime in the next forty-eight hours...

The VOICE OVER cuts off as Scott turns off the sound.

ANGLE - THE GROUP

LOGAN

The thing you saw in Stonewell's mind...
did that?

XAVIER

It's connected somehow.

ORORO

Why is it here, in the United States? You told us Proteus operated out of Easter Island.

XAVIER

I can't explain it.

LOGAN

Maybe it's a trap. You read Stonewell's mind. Maybe he read yours.

XAVIER

Marcus Stonewell is not a telepath, Logan.

LOGAN

Takes one to know one? Okay, what kind of mutie is he, then?

XAVIER

I don't know.

LOGAN

I don't know. I don't know. Just what the hell do you know, Professor?

SCOTT

Back off.

LOGAN

Butt out. This guy's supposed to be some big brain. Before I risk my neck, I want an answer.

SCOTT

Logan--

Scott reaches a hand toward Logan. Shrugging like a tiger, Logan swings around, shoves Scott across the room into Peter.

Scott almost loses his glasses. Peter braces him upright. Tension electrifies the room.

LOGAN

Don't ever touch me.

(looks slowly around room)

Stuff you all.

He stalks out, past Xavier, who watches him go without expression.

YOSHI

Well. That was fun.

XAVIER

Scott. Please continue.

SCOTT

(takes a deep breath)

Anyway... something's going on at Stonewell Industries. Tonight three of us are going to check it out.

YOSHI

Which three?

SCOTT

You, me, and Kurt.

Kurt moans and falls over backwards off the sofa.

CUT TO:

121 EXT. STONEWELL INDUSTRIES - NIGHT

Uniformed GUARDS patrol the spotlighted and fenced perimeter with guard dogs. The pink glow of the laser-guided electric eye system is barely visible at night, linking the various fence-pylons.

ANGLE - SCOTT, KURT & YOSHI

crouch beyond the lighted perimeter, in the hillside foliage.

SCOTT

(whispering, points)

The laser alarm system's probably controlled from that corner office.

THEIR POV - ADMINISTRATIVE BUILDING - LIGHTED OFFICE

The corner office on the second floor. Inside, a WATCHMAN can be seen moving around. After a moment, he leaves the office.

ANGLE - SCOTT, KURT & YOSHI

SCOTT
(whispering, to Kurt)
Nightcrawler. Go.

Kurt rolls his eyes, "crawls" a couple of yards-- then BAMPFS! away as Scott and Yoshi quickly look around to see:

THEIR POV - ADMINISTRATIVE BUILDING - LIGHTED OFFICE

Kurt BAMPFS! into view inside the office, gives a wave.

122 INT. ADMINISTRATIVE OFFICE - NIGHT

Kurt looks around the office, crowded with computer consoles, TV monitors, etc. A terminal marked SECURITY has switches labeled: MB 1, MB 2, etc.; others marked: PERIM, AUX, MAIN, etc. Kurt hesitates, confused, then BAMPFS! away without touching anything.

123 EXT. STONEWELL INDUSTRIES - HILLSIDE

Kurt BAMPFS! into view beside Scott and Yoshi, startling them.

KURT
(whispering)
Which button?

SCOTT
(whispering)
Look for one marked perimeter, or fence.
Or alarm.

Despairing, Kurt BAMPFS! away.

124 INT. ADMINISTRATIVE BUILDING - THE SECURITY CONSOLE

Kurt BAMPFS! in, hesitates-- and throws the one marked PERIM.

125 EXT. STONEWELL INDUSTRIES - CLOSE ON FENCE

as the pink glow of the laser-alarm system clicks off.

ANGLE - YOSHI

smothers a WHOOP, hugs Scott; he's embarrassed by her enthusiasm.

YOSHI
(giggling, whispering)
He did it! He did it!

SCOTT
(disengaging, whispering)
Come on... it's your turn.

They make their way down hillside to the fence, some distance from the gate. Nearest GUARD and dog walk away, not seeing them.

126 INT. ADMINISTRATIVE BUILDING - KURT

watches from window as Scott and Ybshi move toward the fence below. Behind him, WATCHMAN comes in, adjusting his belt. He doesn't see Kurt until he steps on his tail. Each YELLS. WATCHMAN fumbles for his gun, dropping belt, as Kurt BAMPFS!

WATCHMAN
What the sweet hell--?

Kurt BAMPFS! back into view behind Watchman-- pulls the man's loose pants down. Watchman whirls around, tripping on pants as Kurt BAMPFS! away again, this time reappearing on the console... plants a foot in Watchman's rear, sends him crashing head-first into floor. Watchman lets out a snore, and Kurt BAMPFS! away.

127 EXT. STONEWELL INDUSTRIES - SIDE FENCE - SCOTT & YOSHI

run across lighted area to shadowy spot beside the fence. Yoshi rubs her hands as if to warm them, then touches the fence with palms about a yard apart.

THE FENCE - TRANSFORMER EFFECT

Under Yoshi's touch, the fence SHIMMERS... and TURNS TO RUBBER.

ANGLE - SCOTT

pulls rubber links apart; he and Yoshi climb through. They let go; it SPROINGS! back, loud enough they're afraid someone heard. They run across the compound, toward the main factory building.

128 INT. MAIN BUILDING - NIGHT - STONEWELL & CARMILLA

enter down a catwalk. They talk with HEAD TECHNICIAN as they cross the aircraft hanger-sized interior.

HEAD TECHNICIAN
Everything's on schedule, sir. We'll be ready to depart for the airfield at 0700 hours precisely.

STONEWELL
Good.

In the center of the room, white-jumpsuited TECHNICIANS transfer THE MASTER MATRIX onto a flatbed truck, using a portable crane.

This MATRIX is a purer green than the smaller, less refined FIRST STAGE MATRIX. There are fewer facets to this giant jewel. A soft emerald fire seems to burn inside it.

ANGLE - TRANSFORMATION EFFECT - REAR WALL

Part of the wall SHIMMERS as if in a heat wave, unnoticed.

129 EXT. FACTORY BUILDING - REAR WALL - NIGHT

Yoshi and Scott crouch near the wall. No windows nearby. Yoshi is transforming a two-foot square area of the wall to clear glass. Scott leans closer to look through the glass.

130 INT. FACTORY - REAR WALL - CLOSE

on Scott, peering through transparent bricks into the factory.

SCOTT'S POV - THE MATRIX

Exactly as seen in XAVIER'S MENTAL IMAGE. Now Stonewell comes into view, and a tall, powerfully built MAN (KRUEGER) approaches him. KRUEGER wears a black jumpsuit uniform, a gunbelt, a black billed cap; his face is criss-crossed with scars. He looks about a head taller than Peter Rasputin. He's chief of security.

131 EXT. FACTORY BUILDING

SCOTT
(whispers)
I can't hear them.

He adjusts the focusing controls on his goggles.

CLOSE - SCOTT'S GOGGLES - FORCE BEAM EFFECT

A pencil-thin RED BEAM zips out through a slit in the goggles.

ANGLE - GLASS WALL

The pencil-thin BEAM punches through the glass soundlessly. Suddenly, STONEWELL'S VOICE comes clearly through the hole.

STONEWELL (VO)
The Master Matrix leaves for the airfield
at 0700, Krueger. What about security for
the transfer?

KRUEGER (VO)
Just as you ordered, sir...

132 INT. FACTORY - CARMILLA

has wandered toward the rear wall, Stonewell & Krueger behind her.

KRUEGER

The Army thinks they're guarding a top-secret shipment of goodies for the Pentagon.

Carmilla approaches the rear wall. She nears the spot where the bricks have been turned to glass...

KRUEGER (CONT'D)

I just wish you'd let my people handle it.

STONEWELL

Don't be insulted, Krueger. You're the best. I want the Army for cover, that's all. The perfect alibi.

The wall has been changed back to stone. Carmilla goes by without noticing anything odd. Then she stops, glances back, frowning.

CLOSE - CARMILLA'S FINGER

touches a pencil-thin HOLE that goes clear through the wall. Odd.

ANGLE - CARMILLA

frowns... then shrugs it off and walks away.

133 EXT. STONEWELL INDUSTRIES - HILLSIDE

Running, Yoshi and Scott join Kurt, who's already waiting on the hillside. The three of them disappear into the forest.

CUT TO:

134 EXT. THE TOWNHOUSE - NIGHT - KITTY & BERNIE

sit on the stoop, Bernie's arm around her. They watch traffic.

KITTY

Bernie... tell me the truth. Am I a freak?

BERNIE

(pointing)

Let's see. Two eyes. Two ears. Two...

He starts to touch her chest. She punches him playfully in the stomach. He groans in mock agony.

BERNIE (CONT'D)

Touchy, yes. Freaky, no.

(more seriously)

Look. I don't know what's going on here...

But you're okay, Kitty. You're always gonna be okay to me.

She puts her head on his shoulder. A silent beat. Behind them, the front door opens and Ororo looks out.

ORORO

Kitten? Have you seen Logan?

KITTY

I think he's on the roof, 'Roro.

Ororo raises an eyebrow, starts back inside... looks at Bernie.

ORORO

I like your friend.

KITTY

(smiling)

So do I.

Ororo smiles at Bernie, goes inside.

BERNIE

She's great. But that guy Logan...

(shivers)

KITTY

I know. He scares me, too.

135 EXT. TOWNHOUSE ROOF - NIGHT

Ororo opens the roof door, framed by light from the stairwell. Across the roof, a SHADOWY FIGURE moves out of the dim light.

LOGAN

You mind?

Ororo shuts the door, cutting off the light. The glow from the surrounding buildings and street lights is faint, letting Logan stay a shadow. Ororo joins him, looking down at the street. She tugs at her dress as if it's too tight.

ORORO

How can so many people live together without killing each other?

LOGAN

Read the papers. They don't.

ORORO

Logan... A few days ago, I was a goddess.
I was also alone. Here... with our
friends... I'm not alone anymore. You could
be part of that, too.

LOGAN

Right.

(looks at street)

Let you in on a secret, Ororo. People don't
give a good goddamn about each other. It's
what you can do for them that counts. The
moment you need something in return, it's
quitting time.

(looks at her)

Go tell Xavier I'll do his job, and then
I'm out of here. The rest of you play Family
Feud all you want. Deal me out.

Ororo tries to put a hand on his shoulder, but he brushes it off.
She leaves him there in the darkness.

CUT TO:

136 EXT. CONNECTICUT ROUTE 8 - DAWN - HELICOPTER SHOT

A convoy of THREE ARMY JEEPS, a TROOP TRUCK, and the FLATBED TRUCK
from Stonewell Industries carrying the Master Matrix inside a
protective oxogonal container, heads south along ROUTE 8. The jeeps
are in front of the flatbed, the troop truck behind it. In this
part of the state, Rt. 8 is a two-lane highway paralleling the
Housatonic River, through a heavily-wooded semi-rural area.

SUPERIMPOSED TITLE: DAY EIGHT: TRUMBULL, CONNECTICUT

ANGLE - LEAD JEEP - KRUEGER

behind the DRIVER, an Army Corporal wearing the badge of the 87th
Airborne, and the convoy commander, a fresh-faced LIEUTENANT.

LIEUTENANT

Tell Mr. Stonewell our ETA is 0740 hours,
Krueger. Right on schedule.

Krueger lifts a military-issue walkie-talkie to his ear.

KRUEGER (CONT'D)

Chicken One to Hawk...

ANGLE - STONEWELL'S HELICOPTER

comes over a rise above the convoy: a blue-and-white Sikorsky
two-man military copter, Stonewell Industries logo on its side.
KRUEGER'S VOICE continues ON SOUND, with radio crackle.

KRUEGER (OS) (CONT'D)
ETA confirmed for 0740 hours.

137 INT. STONEWELL'S HELICOPTER - DAWN

Stonewell in the passenger seat, Carmilla at the controls, both in Stonewell Industries jumpsuits. Stonewell wears earphones.

 STONEWELL
Hawk to Chicken One, message acknowledged.

Copter dips suddenly; startled, Carmilla brings it level again.

 STONEWELL
What was that?

 CARMILLA
Nothing. Just a downdraft.

Another dip, this one sharper than before. Outside the copter, THUNDER RUMBLES ON SOUND. Stonewell and Carmilla are thrown sideways as the copter tilts over.

138 EXT. THE SKY - DAWN - STORM EFFECT

Clouds swirl together like filings drawn to a magnet as winds buffet Stonewell's copter. LIGHTNING spikes horizon; THUNDER.

139 EXT. ROUTE 8 - STORM EFFECT - THE CONVOY

sweeps past. Winds rip branches from overhanging trees.

ANGLE - LEAD JEEP

The lieutenant reacts as leaves, branches swirl across the jeep.

 LIEUTENANT
Where the hell did this come from?

THUNDER RUMBLES. Krueger looks up, trying to spot the copter.

KRUEGER'S POV - THE COPTER

sways away from the convoy road, pushed by strong winds.

ANGLE - MATRIX TRUCK

The DRIVER, wearing Stonewell Industries jumpsuit, turns on the wiper to clear leaves from the windshield. THUNDER BOOMS.

ANGLE - TROOP TRUCK

SOLDIERS react as wind roars by, knocking them off-balance.

140 EXT. ROUTE 8 ROADSIDE - DAWN

From a screen of trees, Scott, in his uniform, watches the lead jeep go by, then the Matrix truck. He reaches for his goggles.

CLOSE - SCOTT'S GOGGLES - FORCE BEAM EFFECT

A fierce RED BEAM strikes out--

ANGLE - TREE

--and EXPLODES the base of a tree. Tree topples across the roadway, blocking troop truck. The truck screeches to a halt, skidding sideways into tree and turning over. Soldiers spill out, dazed but unhurt... begin quickly to re-form on the roadway.

ANGLE - SCOTT

SCOTT
(softly)
Sorry, guys.

He ducks back into the foliage, where Yoshi waits, barely able to contain her excitement. Also in her costume.

YOSHI
This is terrific!

He starts to pull her along through the forest. She pulls free, holds up a finger as if to say, "Just a minute."

CLOSE - YOSHI

thrusts her palms onto the tar roadway, at a point where bushes cover her actions. SHIMMERING AURA ripples from her fingers.

ANGLE - SOLDIERS

starting to spread out-- notice their feet won't move. Look down. The roadway has turned to unbelievably sticky TAFFY; their boots stuck. Some stumble into each other, fall, become even more hopelessly stuck.

ANGLE - YOSHI

rejoins Scott, who makes a little bow. They race off together.

141 EXT. ROUTE 8 - TRACKING SHOT

with the truncated convoy, continuing sans troop truck.

142 EXT. CONNECTICUT HILLSIDE - DAWN - STORM EFFECT

Clouds churn overhead, winds whip the trees on this cleared-off hilltop.

Xavier stands at peak of the hill, buffeted by winds but unmoved. Looking to the sky. Waiting.

143 EXT. THE SKY - STONEWELL'S COPTER - STORM EFFECT

forced toward the ground, lower and lower.

144 INT. STONEWELL'S COPTER

Carmilla fights with the stick. She and Stonewell shout to be heard over the storm's roar.

STONEWELL

Do something!

CARMILLA

I can't! The wind's too strong!

STONEWELL

It's impossible! Where did this come from?
Where?

145 EXT. A HILL - DAY - CLOSE ON ORORO

Hair wind-tossed, garments swirling: ORORO laughs, in her element. In her all-white costume, she looks like a goddess.

146 INT. STONEWELL'S COPTER

CARMILLA

I can't hold it... we're going down!

147 EXT. CONNECTICUT HILLSIDE

Buffeted by the storm, Stonewell's copter sweeps from the sky, and bumps to a stop only a few yards from where Xavier stands. Its rotors click around once, twice, then halt.

ANGLE - THE SKY

Instantly, the storm clouds clear away. Sunlight pokes through.

ANGLE - THE COPTER - STONEWELL & CARMILLA

sit stunned in sudden silence. Carmilla slowly looks around... stiffens in surprise to see Ororo standing only inches from the window. Stonewell follows his daughter's gaze... then looks past Ororo. Xavier walks slowly across the hilltop toward the copter.

148 EXT. ROUTE 8

The three jeeps and the Matrix truck speed along the two-lane road, the Housatonic River to their left. The sky is clear.

ANGLE - LEAD JEEP

Krueger peers out the rear. He taps the Lieutenant's shoulder.

KRUEGER

We've got a problem.

LIEUTENANT

What's that, Mr. Krueger, sir?

KRUEGER

Your troop truck's gone.

The lieutenant starts to swing around-- and simultaneously the driver spots something directly ahead, YELLS.

DRIVER

Jesus H.--

DRIVER'S POV - PETER RASPUTIN

coming up fast in the middle of the road ahead: PETER, in his metallic form. Peter puts his hands out.

ANGLE - JEEP & PETER

SCREECH of tearing metal as jeep hits Peter head-on. Peter catches jeep's grill in his metalized hands. The grill crunches, the hood crunches, the engine crunches. Peter's metal feet skid in the roadway, digging up tar as he's pushed back a few feet. Driver and lieutenant fly past Peter, head over heels. Krueger is thrown from the jeep onto the side of the road.

ANGLE - OTHER TWO JEEPS

swerve to miss the lead jeep, and careen off the road. The first jeep flips, throwing its passengers into foliage. The second jeep manages to get back onto the road, skidding around in a U-turn so that it faces back toward Peter and the lead jeep.

ANGLE - THE MATRIX TRUCK

swerves in the opposite direction around the lead jeep, and roars down the highway away from the scene.

ANGLE - KRUEGER

rolls into a ditch in the roadside and looks up to see:

KRUEGER'S POV - LIEUTENANT & DRIVER

shake off the effects of their fall, and leap onto Peter's back. Peter turns with them hanging onto him. The lieutenant tries to punch Peter in the temple. His fist hits with a CLANG! Face pained, the lieutenant slides off, leaving the driver clinging to Peter's arm. Peter lifts his arm, hauling the driver up face to face with him. The driver smiles weakly and drops off.

149 EXT. CONNECTICUT HILLTOP

Out of the copter, Stonewell and Carmilla face Xavier and Ororo.

STONEWELL

Xavier... .. what are you doing here? That girl...

XAVIER

I know what you are, Stonewell. And I know what you're planning. I've taken steps to oppose you.

STONEWELL

I don't know what you're...
(realizes)
The Matrix...

Stonewell steps toward Xavier. Ororo throws up hand, and at once a WIND TEARS ACROSS HILLTOP. Stonewell staggers back under the fury, stumbling against Carmilla. They can barely stand.

STONEWELL

(shouting to be heard)
Damn you, man! You made the mistake of your misspent life when you involved yourself in my affairs!

THE WIND RISES TO GALE FORCE, here on the hilltop alone...

150 EXT. ROUTE 8 - THE REMAINING JEEP

completing its U-turn, races toward Peter. THREE SOLDIERS behind DRIVER start shooting at Peter, two using pistols; third, in rear, swings machine gun around, fires over their heads.

CLOSE - PETER

turns as bullets BOUNCE OFF HIM with metallic SPTANG!ing sounds.

ANGLE - THE REMAINING JEEP

sweeps past Peter. He reaches out, grabbing machine gun muzzle in one metal hand. Jeep skids out as machine gun rips from its mounting. Soldiers dive from the jeep, rolling onto roadway.

ANGLE - THE SOLDIERS

from all jeeps have regrouped, run across road, weapons in hand.

LOGAN (VO)

Uh-uh-uh.

ANGLE - LOGAN

leaning against an overturned jeep, arms folded.

LOGAN (CONT'D)

You boys wouldn't want to do anything foolish, now.

The soldiers double-take among themselves. Who is this guy? They start past him. Logan shakes his head sadly, tsk-tsking... and in a whirlwind of motion, leaps onto the jeep, then across the soldiers, landing in front of them.

FIRST SOLDIER

Get out of our way, shortie.

LOGAN

Shortie. That's the magic word.

CLOSE - LOGAN'S FIST - CLAW EFFECT

SNIK!, SNIK!, SNIK!, SNIK!: Logan's claws snap out--

ANGLE - LOGAN

--and yelling like a banshee, he charges the soldiers. He uses his claws to slice their guns apart, kicking and slamming elbows into the men themselves. He's a cyclone in their midst.

ANGLE - SCOTT & YOSHI

run from the woods, see Logan whirling through soldiers. Only one soldier left, facing Logan with trembling knees and a rifle.

SCOTT

Wolverine! Don't!

LOGAN

(looks at Scott)

Aw, I wasn't gonna hurt him.

Before Logan can look back, the soldier swings his rifle butt, hitting Logan squarely in the temple. Blood runs down Logan's cheek from broken skin. Logan and the soldier look at each other. Then Logan calmly takes the rifle from the man's hands, snaps it in two, and swipes the buttons off the soldier's shirt with a slash of his claws. The soldier gapes at his flapping shirt front and faints dead away. Scott and Yoshi run up.

SCOTT
(sees the blood)
I'm sorry...

LOGAN
Sorry makes a lousy bandaid.

YOSHI
The truck-- where's the truck?

SCOTT
Don't worry. It's covered.

151 EXT. ROUTE 8 - HELICOPTER SHOT

The Matrix truck roars along the highway, alone.

152 INT..MATRIX TRUCK

The driver glances in his side mirror to see if he's being pursued. There's a BAMPF! ON SOUND, and he sniffs the air. CAMERA PANS LEFT to see Kurt sitting in the passenger seat.

KURT
Guten tag, mein herr.

The driver yells and dives from the truck. Kurt slides over behind the wheel, closes the door and leans out the window.

KURT (CONT'D)
(calling)
Was it something I said?

153 EXT. CONNECTICUT HILLTOP - WIND EFFECT

Stonewell and Carmilla crouch as stormwinds tear at them. Abruptly, the WINDS CEASE-- hilltop is still. Stonewell straightens, looks around for Xavier and Ororo... they're gone.

STONEWELL
The Matrix.

154 EXT. ROUTE 8 - CLOSE ON KRUEGER'S WALKIE-TALKIE

lying near the wrecked lead jeep. It CRACKLES WITH RADIO STATIC. Krueger picks it up, and CAMERA RISES WITH HIM to include the soldiers, picking themselves up around the scene. No sign of Scott or the others. Krueger turns on the walkie-talkie.

KRUEGER
Chicken One to Hawk... It's gone, sir. It's all gone.

155 EXT. CONNECTICUT HILLTOP

Leaning into the copter, Stonewell holds the radio microphone, his face darkening with fury. Finally, with an incoherent snarl, he smashes the microphone to pieces against the dash as we

CUT TO:

156 EXT. NEW YORK CITY - UPPER EAST 70'S - MID-DAY

ON SOUND: Studio recording of YOSHI singing "He's a Rebel (and He'll Never Ever Be Any Good)" in English, with solid rock band backing. CAMERA PANS to the rooftop of the X-Men's townhouse...

ANGLE - TOWNHOUSE ROOF

An impromptu picnic to celebrate capturing the Master Matrix. Beneath a basketball goal, Logan and Kurt good-naturedly play some one-on-one. Nearby, Peter grins to himself as he cooks Nathan's hot dogs on an Hibachi; he wears a chef's hat, cocked at rakish angle, and an apron with hand-lettered Russian epithet scrawled on it. Seated at a table, spread with picnic goodies, the traditional checkered tablecloth, rippling in the breeze, Xavier is having a half-serious tete-a-tete with Ororo.

ANGLE - KITTY

sits glumly apart, arms hugging her knees... her Walkman beside her, blaring forth Yoshi's record. Looks up, startled, as Peter offers her a foot-long hot dog dangling in a hamburger bun.

PETER

Katrasha, is party to cele--
(can't get it out)

Celebrate. Is party. For laughing.

Slowly, she grins at him, gets up, starts dancing to YOSHI'S SONG. Peter watches her thoughtfully, tries to step into it.

ANGLE - ROOF WALL - YOSHI & SCOTT

leans against a low wall. Yoshi's eyes are more on Scott than on the city. Seeing Kitty dance by, she laughs, pulls Scott away from the wall... starts dancing, motioning him to join in. He laughs, joins in. A bit awkward, but he's in there trying.

ANGLE - LOGAN

tries a long shot over the head of enthusiastic, tail-swishing Kurt. Ball soars too high, about to sail clean off roof.

ANGLE - KURT

BAMPFS! into view in mid-air ten feet overhead... catches the ball, BAMPFS! away. Ball still in hand, he appears on a wall behind Logan... dribbles ball on Logan's head, laughing.

Logan whirls, miffed. Kurt BAMPFS! again, disappearing with ball.

ANGLE - THE BASKETBALL GOAL

Kurt BAMPFS! into view, crouched atop goal, drops ball through. Licks a finger, writes "1" in the air. Clutches himself, laughing so hard he falls off backward. Lands OS with a crash.

ANGLE - ORORO & XAVIER

chuckle from sidelines. Logan glances toward them, looks around at the others, dancing... walks away. Xavier rises to follow.

ANGLE - THE ROOFTOP

Peter dances clumsy-footed with Kitty, Scott and Yoshi get down, Ororo claps her hands in time to the music... and with each of her claps, far-off THUNDER BOOMS: Not threatening, almost like a deep kettle drum. Xavier crosses the rooftop to the stairs.

ANGLE - KURT

sitting under the backboard, tail in his hands. The tip is bent from his fall, and he licks it like a puppy, wincing.

CUT TO:

157 INT. TRAINING COMPLEX - CUBICLE ONE - MID-DAY

The Master Matrix occupies the center of the cubicle. Logan stands in the entrance, looking at it. He wears a cowboy hat, a sheepskin coat. Xavier joins him.

LOGAN

Never was too big on goodbyes, Doc.

XAVIER

It isn't over yet.

LOGAN

It is for me.

(indicates Matrix)

That was our deal: You bust me out of jail,
I help you grab that oversized lava-light.
You got what you wanted.

XAVIER

We still don't know exactly what it is--
or what it does.

LOGAN

Yeah, well, that's not my department. I'm
more in Procurement. Was.

Logan starts away. Xavier touches him on the shoulder; Logan whirls, angrily, claws SNIK!ing out automatically.

LOGAN
Don't touch.

XAVIER
You can't leave now.

LOGAN
Watch me.

A beat. The claws SNIK! back into their sheathes. Logan leaves.

158 EXT. TOWNHOUSE - MID-DAY - XAVIER

watches from stoop, as SOUNDS OF ROCK MUSIC drift down from roof.

XAVIER'S POV - LOGAN

walks down the street. Pauses a moment, glances back at the brownstone. Then he stalks on, as Yoshi ON RECORD sings, "Just because he doesn't do what everybody else does..."

CUT TO:

159 EXT. ROOFTOP - XAVIER

enters, walks over to dancing Kitty and Peter. She frowns as Xavier exchanges a few words with Peter. Scott and Yoshi exchange glance as they go through the motions of dancing. Something's up.

ANGLE - PETER

makes an exaggerated bow to Kitty, who returns it in spite of herself. Peter follows Xavier down the stairs. Kitty watches him go, lost... till Yoshi drags her into a dance with her and Scott. But Scott dances distractedly, his glance meeting that of Ororo, who follows his gaze toward the stairwell. THE SONG fades out...

CUT TO:

160 EXT. REFLECTING POOL (WASHINGTON, DC) - LATE AFTERNOON - CLOSE

on Danielle's hands, holding a photograph showing a VIDEO IMAGE of the Pacific area. The computer-generated image of the NEW ISLAND is considerably larger than before. JAGGED GREEN LINES radiate out for hundreds of miles, like crooked spider legs.

DANIELLE (VO)
...something's gone wrong. Terribly,
terribly wrong..

CAMERA PULLS BACK to reveal Danielle, haggard and tense, sitting on a bench in front of the reflecting pool, Washington Monument in the background. Xavier leans close, peers over her shoulder. His dark briefcase lies open on the bench beside them.

XAVIER

The island?

DANIELLE

That lousy little rock's getting to be the least of our worries. In the last six hours, the whole Central Pacific Basin started to tear itself apart.

XAVIER

But isn't that to be expected? If Proteus is trying to raise a continent--

DANIELLE

That's just it. Our scientists think something's gone wrong. They think the process is out of Proteus' control.

ANGLE - PHOTO

Danielle's finger traces the jagged green stress-lines.

DANIELLE

These lines indicate rapidly growing stress points spreading across the Pacific basin. If Proteus' little green beam were still doing its job, those lines wouldn't be there.

(turns grimly to Xavier)

If it doesn't stop, the earth's crust will crack like an egg before the next three days are up. No more new continent. No more old continents. No more anything.

XAVIER

My God! The Master Matrix...

DANIELLE

(looks sharply)

Charles, what do you know about this, that you're not telling me? Why did you come down to Washington tonight?

Xavier looks at his half-open briefcase. Inside are the dossiers of Logan, Scott, the others... and a photograph of the Master Matrix. Slowly he closes and locks the briefcase.

XAVIER

False alarm.

They rise to walk alongside the pool toward the street. A fine rain starts to fall.

DANIELLE

Just what the hell is going on, Charles? Stonewell was on the horn to me three times today, trying to find you.

(more)

DANIELLE (Cont'd)

He said he tried your institute in Westchester. He used every trick in the book to get me to admit I might know where you were.

XAVIER

What did you tell him?

DANIELLE

I said we were shacked up at my place, what do you think?

(at his look of horror)

I told him I hadn't seen you since the other day in the war room. He sounded angry. Something about how you walked off with something of his, and he'd kind-of like it back.

ANGLE - THE STREET

Beyond the pool, on the sidewalk, Peter waits anxiously. Sky overcast, light rain falling. Danielle's sports car is parked at the curb, and a few feet further on, a CAB waits with a flashing ON HIRE sign. Danielle and Xavier walk toward it.

XAVIER

Danielle, promise me something. If Stonewell contacts you again, don't even joke about knowing where I am. That man's dangerous-- indescribably dangerous.

DANIELLE

You do know something.

XAVIER

Not enough. I have to know more.

DANIELLE

Why do I put up with you? Why?

Danielle eyes Peter, as he gives Xavier a diffident little wave.

XAVIER

You remember Peter Rasputin.

PETER

Pleased to meet you again, Comrade Dr. Cross.

XAVIER

(sighs)

I could only convince the Russians to relinquish him for a few days. Fact is, I have to drop him off at their embassy when we leave.

DANIELLE

How do you like America, Peter?

PETER

(a bit too quickly)

I am being here only because my country has sent me. It is my duty.

DANIELLE

Right.

(to Charles, with sudden warmth)

Take care of yourself, Charles. And keep in touch.

The CAB DRIVER is obscured behind the rain spattering the windshield. Peter holds the door open, Xavier turns to Danielle.

XAVIER

Don't call me. I'll call you.

(at her reaction to his little joke)

The phones might be tapped.

DANIELLE

(forced lightness)

Of course the phones are tapped. What kind of imperialist warmonger government do you think we're running here, anyway?

Impulsively, she grabs him, kisses his cheek... then hurries away before he can react. Peter is grinning like a schoolboy.

PETER

I think she is sweet on you, Comrade Professor.

XAVIER

(looks up at sky)

How come Ororo's never around when you really need her?

Xavier gets into the cab. But before Peter can follow--

ANGLE - THE CAB

ROARS to life, peels away from curb. The startled Peter, still holding onto door, dragged along, as it careens out into traffic.

161 INT. CAB - XAVIER

is thrown back against the seat cushions.

XAVIER

What the hell--?

ANGLE - THE DRIVER

It is KRUEGER. He glances in his rear view mirror, sees Peter clinging to the open rear door, dragged along at high speed. Kreuger presses a button on the dash.

162 EXT. THE CAB - TRAVELING SHOT - PETER

holds onto the door for dear life as, with a WHIRRR, the door is closed by automatic machinery.

CLOSE - PETER'S HAND

as the door slams on his fingers, crushing them. He SCREAMS.

163 INT. CAB

Xavier pushing at the door, hitting the handle, but helpless.

164 EXT. WASHINGTON FREEWAY - LATE AFTERNOON - THE CAB

weaves in and out of fast-moving traffic, Peter being dragged along outside it by one hand.

165 INT. CAB - CLOSE - KREUGER

yanks the steering wheel suddenly, radically.

166 EXT. FREEWAY - THE CAB

careens between two other cars, causing one car to spin out.

167 INT. CAB - XAVIER

is hurled forward, striking his head against the metallic frame of the divider. He GROANS with the impact.

168 EXT. CAB - PETER

being dragged along, pants already shredded by concrete roadway. But he has a determined look now on his face... his teeth gritted.

CLOSE - PETER'S HANDS

TURN TO STEEL. Rain spatters off the shining metal. The transformation starts with his fingers, which make a dent in the closed car-door-- then spreads down his hands--

169 INT. CAB - XAVIER

holds his bleeding forehead with one hand, pounds ineffectually at the divider with the other, yelling at Krueger.

XAVIER

Stop this car, damn you! STOP!

Krueger turns to smile at Xavier, reacting with surprise to--

170 EXT. FREEWAY - TRAVELING SHOT - THE CAB

--the sight of Peter, exposed parts of his body all now gleaming steel. Where his metal frame hits the roadway, it strikes SPARKS.

171 INT. CAB - KRUEGER

spins the wheel frantically, trying to throw Peter off. Behind him, Xavier is hurled off balance again, as--

172 EXT. FREEWAY - HELICOPTER SHOT - THE CAB

ricochets from lane to lane, amid screeching tires and honking horns, the metallic Peter half holding on, half being dragged.

ANGLE - PETER

with great effort, brings his free hand around ahead of the other. Steel fingers sink into cab's metal frame, creating a handhold. Peter pulls his trapped hand free from the door. He feels pain, despite now being made of steel. He digs the fingers of this hand into the car-frame ahead of other hand-- begins, with superhuman effort, to pull himself forward along the body of the car.

173 INT. CAB - KRUEGER

fearful now, spots a huge trailer truck in the lane ahead.

174 EXT. FREEWAY - TRAVELING SHOT - THE CAB

switches lanes, gaining on the truck. Peter's metal body juts into the truck's lane. He'll be caught between cab and truck.

CLOSE - TRUCK'S WHEELS

churn, ENGINE ROARING ON SOUND.

ANGLE - PETER'S LEGS

jut into the truck's lane, as--

CLOSE - TRUCK'S WHEELS

come closer, closer.

175 INT. CAB - XAVIER

reacts, still trying to shake off dizziness.

176 EXT. CAB - PETER

staring with horror at the--

WHEELS

only inches from his legs now as the cab overtakes the truck.

ANGLE - PETER

sinks fingers even deeper into cab, braces self against it--

ANGLE - TRUCK & CAB

--pulling his legs up and out of harm's way just as the cab comes abreast of the trailer's rear wheels.

177 INT. CAB - KRUEGER

swings the wheel again--

178 EXT. FREEWAY - THE CAB

moves toward the truck, to crush Peter between them.

ANGLE - PETER

determinedly pulls himself hand over hand. He clambers onto the hood, sinking the fingers of one hand into the metal there.

179 INT. CAB - KRUEGER'S POV - PETER

on the hood, blocking Krueger's view-- his free hand formed in a METAL FIST coiled back to smash right through the windshield. And it does, in a shower of bulletproof glass!

ANGLE - KRUEGER

ducks, but even the glancing blow of a metallic fist crunches his jaw. His hands fly from the wheel, he slumps backward.

180 EXT. FREEWAY - THE CAB

careens off the road, onto the rough ground of the center divider--
headed for oncoming traffic in the far lanes.

181 INT. CAB - CLOSE - XAVIER

holding his head, striving desperately to concentrate, face showing
excruciating effort, physical pain. SUPERED OVER:

XAVIER'S MENTAL IMAGE - CAB BRAKE MECHANISM

SPARKS fly, brakes SQUEAL, as Xavier mentally activates brake.

XAVIER'S POV - THE FRONT WINDSHIELD

Past Krueger's dazed torso, the oncoming traffic looms closer--

ANGLE - XAVIER

throws back his head with a painful GROAN of effort--

182 EXT. DIVIDER LANE - THE CAB

SCREECHES to a halt, only a yard from the oncoming lanes. Peter is
thrown from the car by the sudden stop, hurtles into the lane.

ANGLE - PETER

slams against a passing TOUR BUS, denting it badly-- careens back
onto the divider grass... to lie very still. The bus screeches to a
halt not far up the road, forcing a Cadillac off as well.

183 INT. THE CAB - XAVIER

barely conscious, on the floor in the back seat. Looks up to see
dazed Krueger outside, one cheek bloody, glaring down at him through
a broken window. Krueger reaches for Xavier's briefcase, lying
smashed open on the back seat. Xavier tries to stop him--

184 EXT. DIVIDER LANE - THE CAB

-- but Krueger pulls the briefcase free, glares wildly around,
looking for an escape route. The CADILLAC DRIVER and BUS DRIVER
running toward cab. Krueger, holding briefcase, charges between
them, bowling both over... throws himself into the Cadillac, which is
still running... PEELS OUT onto the highway, narrowly avoiding an
oncoming car. The Cadillac driver SHOUTS after him furiously.

185 EXT. DIVIDER LANE - CAB - XAVIER

staggers from the car, looking for Peter.

CLOSE - PETER

lying face up, CHANGING BACK from metal to flesh. As he does so, blood starts to flow from various wounds and scratches.

ANGLE - XAVIER

frantic, crouches over Peter, seeking signs of life.

XAVIER
Peter--

Peter opens his eyes slowly, looks up at Xavier. Forces a grin.

PETER
(in English)
I guess-- maybe I don't go home today, after
all--

Wracked with pain, Peter goes limp. Xavier cradles him as a HIGHWAY PATROL CAR pulls off the road, SIREN wailing, LIGHTS flashing. Other drivers and some of the bus passengers mill about. CAMERA PULLS BACK, for--

AERIAL SHOT

of the chaos, with Xavier at the center of it, cradling Peter.

CUT TO:

186 EXT. MANHATTAN STREET - EARLY EVENING - TRAVELING SHOT - LOGAN

walks along, hands shoved deep in pockets. Ignores scam artists and street hustlers, heads for a corner bar. CAMERA FOLLOWS HIM, from a vantage point in a sports car paralleling Logan's progress. As Logan enters the bar, the car pulls up to the curb.

ANGLE - REARVIEW MIRROR - A HAND

adjusts the mirror so that the driver can look at herself in the glass: it's CARMILLA. She lets her hair down, shakes it loose. Then she glances at Xavier's briefcase open on the seat beside her, exposing the dossiers on Scott, Ororo, Peter... and on top, Logan. Carmilla picks up Logan's photo, and smiles at it.

187 INT. BAR - NIGHT

At the bar, Logan gestures to a barrel-chested BARTENDER.

LOGAN
Molson's.

Bartender pours Logan a mug of beer; Logan tosses a bill onto bar and drinks, ignoring rest of the room. A pinball machine CLINGS!

at one end of bar, where THREE TOUGHS in greasy t-shirts and baseball caps drink beer and play pinball. ONE TOUGH notices Logan, nudges other two; all three snicker. TV over bar shows NEWSTAPE of floods in Hawaii and California, storms off coast of Japan. NEWSCASTER is barely audible ON SOUND, background noise.

NEWSCASTER

Storms continue to rage throughout the Central Pacific, forcing the evacuation of coastal regions from Japan to Southern California. Reports of tidals waves striking Australia and South America are also...

ANGLE - LOGAN

glances sideways as Carmilla slips onto the stool beside him. She wears a sexy dress with a full, slit skirt.

CARMILLA

Hi.

LOGAN

Yo.

CARMILLA

(conspiratorially)

I think those men down there are planning to pick a fight with you.

LOGAN

(glances that way)

That's my problem. What's yours?

CARMILLA

If you win, I'll be waiting outside.

Logan's raised eyebrows betray his surprise as he watches Carmilla leave. She blows him a kiss, goes out. He shakes his head, turns back to his beer. He senses someone beside him. Looks around to see the THREE TOUGHS sneering at him.

FIRST TOUGH

My buddies and me got a bet going.

LOGAN

Oh?

SECOND TOUGH

Earl says you're too short to be a real cowboy, and me and Burt say you're too ugly.

Logan grins slowly, and carefully sets his mug down on the bar.

188 EXT. MANHATTAN STREET - ANGLE ON BAR

Through the frosted glass window, SHADOWS can be seen moving back and forth, accompanied by the SOUNDS OF A FIGHT: GRUNTS, BLOWS, the SMASHING OF CHAIRS & GLASS. Carmilla stands by a subway grating, the warm air billowing her skirt a la Marilyn Monroe in "Seven Year Itch." She'd like the comparison.

ANGLE - WINDOW OF BAR

With a SHATTERING NOISE, one Tough flies out through the glass, skids to a stop near Carmilla's feet... groans, passes out. In background, a SNIK!ing sound can be heard. Carmilla looks up.

ANGLE - LOGAN

walks out jauntily, blowing air on his now-merely-flesh knuckles. Beyond the broken glass, the bartender and other curious but intimidated faces peer out. As Logan passes Carmilla, he offers her his arm. She takes his hand instead, looks at it.

CLOSE - BACK OF LOGAN'S HAND

bruised purple, bits of glass in the skin, bleeding slightly.

ANGLE - CARMILLA

kisses the bruise, then links her arm with his and they stride off into the night.

189 EXT. WALTER REED HOSPITAL, WASHINGTON - NIGHT

XAVIER (VO)

Don't blame the United States government,
Comrade Ambassador. It was entirely my
responsibility.

190 INT. HOSPITAL ROOM - NIGHT - PETER

lies wanly in bed, various monitoring devices hooked to head and arms. His smashed fingers covered with a cast; bandages on his head, arm, ribcage. On one side of bed stand Xavier and Danielle, on the other a lean, grim Russian in an expensive suit.

XAVIER

I was bringing Peter to your embassy when
we were attacked... by whom, I don't know.

RUSSIAN AMBASSADOR

American hoodlums. The fact remains, your
doctors say Comrade Rasputin cannot now be
returned to the Soviet Union as originally
agreed. We will bring our own doctors in
the morning to see if this is true.

Without a glance at Peter, the Ambassador strides from the room. Danielle, Xavier, and Peter gaze after him. A beat.

PETER

It is good to be missed so greatly by one's native land, is it not?

They're not sure if he's kidding. After a moment Peter breaks into a broad grin. It pains him, and he winces again.

DANIELLE

Next time you play bumper car, don't use your face. You're lucky all you've got are a couple of mashed fingers and few broken bones. You must be made of iron.

(touches his hand)

I'll drop by tomorrow morning, if you don't mind.

(to Xavier)

Charles. I want to see you outside.

She exits. Xavier pauses, gently squeezing Peter's unhurt hand.

XAVIER

"Made of iron," huh?

PETER

She suspects more than she says, I think.

(looking into X's eyes)

I fear I will not be much help to you in the future. We were wrong to think the danger was ended.

XAVIER

You've done your share. I'd be dead if it weren't for you. My thanks, tovaritsch.

PETER

(beaming)

Anytime, Comrade Professor.

191 EXT. HOSPITAL ENTRANCE - NIGHT

Danielle is waiting for Xavier, her smile vanished.

DANIELLE

I want to know what's going on, and I want to know right now.

Xavier shakes his head. Danielle explodes.

DANIELLE

Charles! Goddamn it. I'm an official of the United States government--

XAVIER

Exactly. Governments produce bureaucracies.
Bureaucracies produce red tape. Red tape
produces delays. We can't afford delays.
I have to handle this on my own. I'm going
back to New York.

Danielle points to a SOLDIER standing guard duty by the entrance.

DANIELLE

I could call that soldier. I could have
you arrested.

XAVIER

You won't.

DANIELLE

Why not?

XAVIER

Because you trust me.

DANIELLE

(after a long pause)

Maybe you do read minds.

She touches his arm awkwardly, then hurries away. Xavier looks after
her wistfully, walks off in the opposite direction.

CUT TO:

192 EXT. STONEWELL'S FACTORY - NIGHT

Carmilla's sports car drives through the gate.

ANGLE - CAR - LOGAN & CARMILLA

Logan's eyes linger on the sign reading STONEWELL INDUSTRIES, INC.

CARMILLA

Something wrong?

LOGAN

Naw. I was just thinking it's a small world.

193 INT. STONEWELL'S OFFICE - NIGHT

Logan stands in the middle of the club-like room, looking around,
puzzled, as Carmilla crosses to a mirrored bar.

CARMILLA

This is Daddy's private bar. You like
Scotch?

LOGAN

Beer, if you've got it. Who's Daddy?

CARMILLA

You'll meet him later. I think he'd like to have you for dinner.

Logan sprawls on the sofa. Carmilla joins him with two glasses. As he takes the beer, she takes his right hand.

CARMILLA

Let me see that hand...

CLOSE - BACK OF LOGAN'S HAND

in Carmilla's. No blood, and the bruise fades before our eyes.

ANGLE - CARMILLA

looks at Logan questioningly.

LOGAN

I heal fast.

(at her quizzical look)

I'm a medical marvel. Fall by Toronto sometime, I'll show you my X-rays.

CARMILLA

Come on, don't leave me in suspense. What's the trick? What are you, anyway?

LOGAN

A mutant.

(looks straight at her)

You know what that is? I was born with freak genes. I'm different.

CARMILLA

(kissing his hand again)

That you are.

LOGAN

Other kids got the mumps, measles, chicken pox... but not me. Other kids came home crying with scraped knees or cut hands, but not little Logan. Oh, I'd be crying... but by the time I got home, the cuts were all healed, and nobody'd believe me.

He flexes his hand, shows her the bruise is totally gone now.

LOGAN

I heal real good, real fast. And I've got so much energy, it's like there's this dynamo going full tilt inside me. Charging me up like some damn machine.

(more)

LOGAN (Cont'd)

And there's something else.

(takes a deep breath)

When I was 18, I rammed my car into a freight train. Every damn bone in my body was busted, and bones don't heal like flesh. I'd have been a cripple, but some bright surgeon figured out I had something... extra. Something that'd keep me alive, no matter what they did to me.

Logan clenches his fist. His claws SNIK! out. Carmilla blinks. Light gleams on the metal.

LOGAN

They replaced every long bone in my body with Adamantium steel-- hardest stuff known. The implants in my hands didn't work out quite right. The claws were a bonus.

The claws SNIK! back into their sheathes under his skin. He looks at Carmilla, expecting her to freak out. It's happened before. Instead, she runs her fingers over the back of his hands, then up his arms, as if trying to touch the metal within. Logan is tense, unsure. She kisses him passionately; he responds. They begin to take off each other's clothes.

194 INT. STONEWELL'S OFFICE - LATER

Logan leans back against the arm of the sofa, Carmilla lying against his hairy chest. They've made love. Carmilla rises, slipping into her dress.

CARMILLA

You really do have a little dynamo, don't you? I like your energy.

Logan looks down, touches the shredded sofa slipcase.

LOGAN

Guess I owe you one, next time there's a white sale.

(sits up, dresses)

So where's Stonewell?

CARMILLA

You know?

LOGAN

I'm easy, but I'm not stupid.

Behind them, the painting slides open. Logan looks.

LOGAN

Guess I'm not the first guy you've brought home to Daddy.

CARMILLA
(with apparent feeling)
There haven't been many others. Not really.

He starts toward the painting. Carmilla pulls him back, kisses him passionately.

LOGAN
Hey, no need for the long goodbye. I'll
be right back.

Logan grins at her, steps through the opening. It closes behind him. Carmilla looks after him enigmatically.

195 INT. STONEWELL'S INNER RETREAT - CLOSE - LOGAN

reacts as the painting closes behind him. The room is dark.

LOGAN
Mr. Stonewell? Yo... Daddy?

A HAND is laid on Logan's shoulder. He tenses. LIGHTS FLICK ON. Facing him, less than a yard away, is Stonewell, looking somewhat haggard, his face grim. Beat. Then Stonewell slowly smiles.

STONEWELL
Sit down, Logan. I want a talk with you.

CUT TO:

196 EXT. NEW YORK - THE TOWNHOUSE - ESTABLISHING SHOT - NIGHT

197 INT. TRAINING COMPLEX CUBICLE - NIGHT - CLOSE

THE MATRIX GLOWS, and in its facets, we can see Xavier, Scott, Yoshi, Kurt, and Ororo standing close, worried.

ORORO
Is it safe?

ANGLE - THE GROUP

as Xavier touches a facet on the side of the Matrix, and it opens like a clamshell, exposing a human-shaped depression within.

XAVIER
That depends. Is it going to blow up? No.
Could it kill me? Yes.

SCOTT
Professor, you can't go inside that thing--

XAVIER

What choice do I have? According to Danielle, the situation in the Pacific has gotten worse in the last few hours. Apparently this device was supposed to control the tectonic reaction that's destroying the earth's mantle. I have to find out how.

YOSHI

It's all so weird. Poor Peter...

XAVIER

He'll be all right. But if we don't solve the riddle of the Matrix, we'll be letting him down. I've studied it enough to know the Matrix operates on sheer mental power. And that's supposed to be my department.

Xavier settles into the Matrix. His body doesn't quite fit.

YOSHI

(suddenly concerned)
Hey, is this trip really necessary?

ORORO

You don't fit. The Matrix must have been designed with some particular person in mind. A very small person.

SCOTT

You're taking a terrible chance.

Even as he speaks the words, he remembers they were Xavier's to him, only days ago. Xavier looks him in the eyes, smiles.

XAVIER

Scott. Don't you understand yet? Life is risk.

KURT

What happens to us, if something happens to you?

XAVIER

Do your best. I have faith in you.

The clamshell-like lid closes, and Xavier is shut inside the Matrix, like a fly in amber.

YOSHI

I think I want to wake up now, okay?

CUT TO:

198 EXT. STONEWELL FACTORY - NIGHT

The guard at his post, no other sign of life.

199 INT. STONEWELL'S INNER RETREAT - CLOSE ON STONEWELL

A dim light suffuses all. Stonewell muses a moment, continues a line of reasoning he was developing.

STONEWELL

...so you see, all I'm really after is the return of my stolen property.

Logan on a plush sofa, feet up on a settee, beer can in hand...

LOGAN

Yeah, well, Xavier's got this idea you're gonna use that-- uh--

STONEWELL

(a patient smile)
Master Matrix.

LOGAN

--to conquer the world. Or the Pacific Ocean anyway.

STONEWELL

Ah yes, Charles Xavier. I was like him, once. Naive. Idealistic. I've learned a thing or two since then.

LOGAN

Looks like you did all right.

STONEWELL

You could do the same.

LOGAN

If I help you grab the Matrix back from Xavier.

STONEWELL

Without it, the earth will crack apart sometime in the next twenty-four hours. You and your friends were playing a dangerous game when you interfered with Proteus.

LOGAN

I don't have any friends.

Logan clenches a fist, and claws SNIK! out. He smiles at them.

LOGAN

I showed you mine. Now show me yours.

(Stonewell looks at him)

You say you're a mutant. I want to see what you can do.

STONEWELL

All in due time. I was one of the first of our breed-- and my particular skill is a bit... less aesthetically pleasing than some.

LOGAN

(letting it go for now)

And Carmilla? What's her trick? Besides playing Judas Goat?

STONEWELL

My daughter isn't a mutant.

(Logan reacts)

Do you have any brothers or sisters?

LOGAN

A couple.

STONEWELL

Are they... like you?

LOGAN

Hell, no. I'm the only lucky one in the family.

STONEWELL

Mutations work that way. One sibling is born a mutant; another is not. It can even skip a generation.

(wistfully)

I'm afraid Carmilla takes after her late mother.

(beat)

Will you help me regain the Matrix?

LOGAN

Because I'm a mutie, like Xavier and his little troop?

STONEWELL

Because you know where they have taken refuge. And how to get in.

LOGAN

(eyeing him)

And if I say yes, nobody gets hurt?

STONEWELL

Quite the contrary. You'll help to avoid a worldwide catastrophe.

Logan ponders a moment. He offers his hand to Stonewell.

LOGAN

You got yourself a deal.

STONEWELL

(smiling broadly)

My boy.

200 INT. STONEWELL'S OFFICE - CARMILLA

turns in surprise as the painting opens. Stonewell walks out, his face a mask. She starts to speak-- then sees Logan. Reacts in genuine, if partly concealed surprise.

CARMILLA

Logan--

She runs to him, embraces him, relieved.

LOGAN

Your dad told me everything.

She looks at Stonewell quizzically. He registers no emotion.

LOGAN (CONT'D)

But hey, no sweat. I understand. You had to play it his way, right?

(holding her away, feasting
his eyes on her)

Now, how about a late-night snack before we get to work?

Carmilla and Stonewell exchange a glance. Then, Carmilla on his arm, Logan follows Stonewell into the private elevator.

CUT TO:

201 EXT. TIMES SQUARE - NIGHT - KITTY & BERNIE

walk through the busy crowd, sharing a frozen yogurt cone Bernie holds. Kitty is really down over being left out in the cold by the X-Men; Bernie plays the clown to try to cheer her up. He takes a lick of the cone and gets a wad of yogurt on his nose.

KITTY

(laughing despite herself)

You are such a slob.

BERNIE

Oh yeah? Who's a slob? Huh? Who?

He comes after her with the cone. She laughs, backs away.

KITTY

Stay away from me... don't you dare...
Ber-nie...

ANGLE - ALLEY

Squealing, she dodges into an alley-- stumbles, PHASING backward through a trash can, lands next to a WINO. Wino blinks at her, then at the can, then at wide-eyed Bernie, then at his bottle.

BERNIE

Wow. Can you do that again?

KITTY

I don't know...

WINO

C'mon, kid... do it for the Gipper.

As Wino and Bernie watch, Kitty tries to push through a mailbox. She gives it her best, face reddening... but no go.

KITTY

Damn, damn, damn! I'm never going to get this right!

BERNIE

How does it feel? I mean... does it hurt?

KITTY

It's like... stepping into a bathtub full of warm water. Sort of tingly. But nice. I just wish I could make it happen when I want it to happen.

WINO

Hey. Don't rush it. Everybody grows up sometime.

(beat)

Either of you kids got a quarter for a cup of coffee?

Bernie gives Wino change. Wino salutes them, slowly slips over to his side with a snore. Kitty hurries off, Bernie running after.

KITTY

C'mon. I gotta go show Prof. Xavier!

CUT TO:

202 EXT. TOWNHOUSE ROOF - NIGHT

Beat. Suddenly a HARPOON LINE attached to a BOOMERANG whizzes INTO FRAME, to wrap itself around a free-standing flagpole.

ANGLE - ADJACENT ROOFTOP - THE LINE

leads to the slightly higher roof across an alley, from which ten PROTEUS AGENTS-- grim men in black, a Proteus symbol over their hearts-- glide down on rollers onto roof of Xavier's brownstone.

ANGLE - TOWNHOUSE ROOF - KRUEGER

first to arrive-- followed by Logan, in his Wolverine outfit. As other Agents follow, Logan leads Krueger to metal stairwell door. An Agent fetches with acetelyne torch. Logan gestures him away.

CLOSE - CLAW EFFECT - LOGAN'S HANDS

clench into fists, and his claws SNIK! out, catching the moonlight. CAMERA PULLS BACK as Logan tears into the door with great effort. Huge strips peel away like the skin of a banana.

KRUEGER

Nice trick.

LOGAN

Let's get it done.

Logan and Krueger lead the way through the shredded door.

203 INT. TRAINING CUBICLE - THE MASTER MATRIX - CLOSE

on Xavier, inside the Matrix, face showing strain. Around him, the facets GLOW softly, begin to pulse.

ANGLE - ORORO & KURT

KURT

He's been in there for hours... what should we do?

ORORO

Wait.

He hops about nervously; Ororo lays a calming hand on his shoulder. He begins biting his fingernails instead. The Matrix PULSES, emitting high-pitched SOUND like a hospital monitor. Xavier's eyes shut tight, brow furrowed, veins standing out on his forehead. GLOW and SOUND get stronger and stronger...

204 INT. TOWNHOUSE KITCHEN - NIGHT - A TEA KETTLE

WHISTLES. Yoshi, standing with Scott near window, squeezes his hand, smiles encouragingly at him. He manages a faint smile, looks out the window, lost in thought. She moves to stove.

ANGLE - YOSHI

pouring four cups of coffee... opens fridge, takes out container of cream. Sniffs it... makes a face. Looks to see if Scott's watching-- he isn't. Grinning, she sticks her finger into the cream. CARTON SHIMMERS. She pours fresh cream into Scott's cup. Picking it up, she turns toward Scott-- comes face to face with a burly PROTEUS AGENT. A second AGENT grabs her from behind, hand over her face. She drops the cup, which CRASHES on the floor.

ANGLE - SCOTT

whirls at the sound, as two more PROTEUS AGENTS lunge for him. He gets a hand up to his goggles, flicks the visor open.

ANGLE - THE KITCHEN - FORCE BEAM EFFECT

Scott's eyeblasts sweep over copper pans above sink, with a sound like CYMBALS. A BLAST hits one AGENT, flinging him across room, into a Sparkletts dispenser... which EXPLODES with the impact. Turning in the kitchen's narrow confines, Scott's blast strikes ankles of another AGENT, flipping him head over heels.

ANGLE - YOSHI - TRANSFORMATION EFFECT

Her fingers touch the counter behind her. A SHIMMERING AURA spreads-- TURNING THE COUNTER TO WATER. It holds its shape for a fraction of a second, then splashes across the floor.

ANGLE - SPLASHING FLOOR

AGENTS' FEET slip and splash, spilling men right and left.

ANGLE - SCOTT - FORCE BEAM EFFECT

Scott swings around to cover MORE AGENTS rushing in-- just as KRUEGER steps in behind Scott and fires a DART GUN. A wedge-shaped dart hits Scott in the neck. He goes down.

ANGLE - YOSHI

YOSHI

Scott!

A PUFF OF BLUE GAS surrounds her, from the nozzle of a small metal container in an AGENT'S hands. Yoshi goes down, unconscious. She sprawls by Scott, her fingers inches from his. CAMERA PANS UP to frame Logan in the kitchen doorway, his expression uncertain.

KRUEGER

The Matrix?

Logan gives him a look, gestures for them to follow.

205 INT. TRAINING CUBICLE - THE MASTER MATRIX

The pulsing glow and high-pitched SOUND crescendo upward. Xavier arches inside, arms spread like Christ crucified.

KURT

It's killing him! We have to get him out of there!

Kurt lunges for Matrix-- is hurled away by a GREEN PULSE OF LIGHT.

XAVIER (OS)

No!

Xavier's voice is magnified and distorted by the Matrix. Ororo, helping Kurt up, looks toward Xavier--

THEIR POV - THE MATRIX - XAVIER

suffused with an EMERALD GLOW. Eyes still shut, his mouth twisted in agony, temple throbbing. His VOICE is telepathic, ON SOUND.

XAVIER (VO)

I'm-- gaining control. Just-- a little longer--

ANGLE - KURT & ORORO

KURT

Ororo, we have to do something--

LOGAN (OS)

The hell you do.

Kurt and Ororo whirl-- Logan behind them, almost unrecognizable in his mask. He is flanked by Krueger and the other Proteus Agents, who level guns at them.

ORORO

(saddened, not surprised)

Logan. You've joined Proteus.

KURT

(unbelievably)

Nein! I don't believe it.

LOGAN

Grow up, elf. One side's as good as another.

At Krueger's nod, two Agents start around Ororo's flank toward the Matrix, one man covering her with his weapon.

ANGLE - STORM EFFECT - ORORO

gestures. Instantly a terrific WIND rips through chamber. Agents blown into each other, dropping weapons, which skid across floor. Logan and Krueger stagger against the storm-wind.

CLOSE - KRUEGER

aims dart gun at Ororo, staggering against the hurricane gale.

ANGLE - BAMPF! EFFECT - KURT

alarmed for Ororo's safety, BAMPFS! from where he stood--

ANGLE - KRUEGER - BAMPF! EFFECT

--to a point directly behind Krueger. Kurt lateral-kicks Krueger in back of knees, and Krueger goes down with a GRUNT. Kurt kicks dart gun away; it spins out of sight beyond--

ANGLE - THE MATRIX

GLOW and SOUND crescendoing, Xavier in agony in its grip.

ANGLE - ORORO

Several more Agents move in on her, keeping low so they can stand against the gale. WIND ROARS ON SOUND.

ANGLE - CEILING

A DARK CLOUD forms overhead-- swirling, rumbling with THUNDER.

ANGLE - TWO AGENTS

rush Ororo. She dodges and trips one. The other grabs her; she struggles in his grasp.

ANGLE - THE CLOUD

FORKED LIGHTNING erupts from the cloud--

ANGLE - LIGHTNING EFFECT - THE AGENT

YELLS as lightning bolt frames him with dazzling AURA. Ororo pulls free as he falls, and whirls-- right into Krueger's fist. As she reels, he belts her in stomach. She crumples; storm breaks apart. Grinning, Krueger gets set to kick Ororo in the head.

CLOSE - LOGAN'S HAND

grabs Krueger's arm, yanks him off balance. CAMERA PULLS BACK:

LOGAN

Nobody gets hurt. That's the deal.

KRUEGER

(lets it go)

Have it your way, friend.

LOGAN

I'm not your friend.

Pulling his arm free, Krueger gestures at Matrix; Agents move toward it. Logan stoops to touch Ororo's check. Her mouth is bleeding, her eyes shut-- but she's alive.

LOGAN

Crazy lady! Why couldn't you just mind your own business?

ANGLE - THE MATRIX

One of the Agents carries a hand-held CONTROL BOX the size of a small portable TV. Krueger crouches him, in front of Matrix.

KRUEGER

Deactivate.

Agent presses keys on control box; a pencil-thin GREEN BEAM shoots out, into a facet of Matrix. The pulsing and glowing of Matrix begins to fade. Krueger looks around, struck by something.

KRUEGER

The one with the tail... where is he?

Logan looks up from Ororo. He and Krueger glance around.

LOGAN'S POV - THE CUBICLE

CAMERA does a FULL PAN, showing the Matrix with Xavier inside, the Agents, Krueger, Ororo. But no Kurt.

ANGLE - LOGAN

spins around again. Where the hell is that elf?

CLOSE - KURT

desperate, wide-eyed... clinging to something unseen. CAMERA PULLS BACK: Kurt is hanging onto ceiling light fixture.

ANGLE - LOGAN

tipped by instinct, slowly looks up.

LOGAN'S POV - KURT

faces him upside-down, directly overhead... and drops.

ANGLE - KURT

lands on Logan's back, his legs wrapping around Logan's torso, his tail grabbing one of Logan's arms... starts pounding him, almost as a frustrated, angry child would.

CLOSE - LOGAN'S HANDS

--his claws SNIK! out--

ANGLE - KURT & LOGAN

--and in one swift, instinctive movement, Logan's clawed hands plunge up and over his own shoulders--

CLOSE - KURT'S BACK

--to sink inch-deep into Kurt's back. Kurt cries out.

ANGLE - LOGAN

pulls Kurt over his head, hurls him away with fierce strength. Kurt strikes a nearby wall-- hard. Falls senseless to floor.

ANGLE - THE ROOM

From a few yards away, over the form of Ororo, Logan stares dumbly at Kurt's unmoving form... then down at Ororo.

LOGAN

I didn't mean to-- he said nobody'd get hurt.

KRUEGER

You're in the real world now, sonny-boy.

CLOSE - MATRIX CONTROL BOX

An arrow on an indicator slips out of the RED ZONE, into YELLOW. CAMERA PULLS BACK as both light and SOUND die swiftly, like someone shutting off a vacuum cleaner. Xavier topples forward inside the Matrix, unconscious. Logan and Krueger approach.

KRUEGER

If Stonewell didn't want him alive--

LOGAN

But he does.

Several agents put the Matrix on rollers, to move it. With a look at Krueger, Logan stalks from the room with the Matrix, past two Agents entering with a METAL CYLINDER. Krueger watches Logan go, then nods curtly to an Agent, who pops the cylinder open.

CLOSE - THE CYLINDER

It's a bomb. The agent adjusts a timer dial to FIVE MINUTES.

CUT TO:

206 EXT. STREET NEAR TOWNHOUSE - NIGHT - KITTY & BERNIE

hurrying along. Suddenly Kitty stiffens as she sees:

KITTY'S POV - THE TOWNHOUSE

From the alley behind the townhouse, a LARGE TRUCK ROARS into sight, turns SCREECHING, and races right for them.

ANGLE - KITTY

stands mesmerized. Bernie tries to pull her out of the way; she's frozen where she stands. Desperately, he tackles her-- they strike the concrete hard, truck's wheels barely missing them.

KITTY'S POV - LOGAN

in passenger's seat, head down, glimpsed as truck roars by.

ANGLE - KITTY & BERNIE

KITTY

Logan...?

BERNIE

(helping Kitty up)

Ow. Oh, ow. I fell in a pothole. You okay?

Without answering, Kitty runs toward the townhouse--

ANGLE - THE TOWNHOUSE

rocked by a tremendous EXPLOSION, while Kitty is still a few doors away. She and Bernie are hurled to the ground by the reverberations. One side of the townhouse collapses, showering the street with stone and dust. Kitty screams.

KITTY

NO!

The front door opens-- Scott staggers out, Yoshi leaning on him. Kitty and Bernie rush up; Bernie helps ease Yoshi onto the curb.

KITTY

What happened? Where's everybody?

SCOTT

A bomb--

(sudden realization)

They're still inside--

He starts back-- too dizzy, he falls. Kitty looks at him, at the smoking ruins... and before anyone can react, she bounds up steps and into the foul smoke pouring from open door. On street, amazed and curious people pour, in streetclothes or robes, from nearby buildings-- an approaching SIREN can be heard ON SOUND.

ANGLE - BERNIE

BERNIE

Oh, shit!

He rushes up the steps after Kitty-- and into the townhouse.

207 INT. TOWNHOUSE - FOYER - NIGHT

Kitty coughs as she makes her way through thick smoke billowing from the cubicle area. Small fires spread, providing what little light there is. Kitty vanishes into the smoke.

ANGLE - BERNIE

Bernie, coughing, choking, trying to find his way. Heavy smoke.

BERNIE

KITTY!

208 INT. TRAINING COMPLEX CORRIDOR - KITTY

runs, coughing, down the corridor, glancing hurriedly into each cubicle. No sign of life.

209 INT. MATRIX CUBICLE

A ceiling has collapsed; center of room is clogged with furniture and rubble fallen from floor above. What remains of the cubicle is lit by a small electrical fire. Kitty, in shattered doorway, stares wild-eyed at the debris. Hears a GROAN. She starts tossing aside rubble fast as she can, but makes hardly a dent.

ANGLE - THE ROOM - BAMPF! EFFECT

With a fizzling BAMPF!, Kurt appears sprawled on top of the debris, badly battered, bleeding, barely conscious.

KITTY

Oh my God, Kurt--

(shakes him to stay
conscious)

Where's everybody else? The Professor--
Peter-- Ororo--

KURT

(stirred by last)

Ororo-- only one-- Underneath--

He tries to rise, passes out. Kitty lowers his head gently, attacks the rubble desperately. But she doesn't know where to begin. Throws off debris in one area, then rushes to another, torn by indecision. Crying. Frantic.

KITTY

Ororo? Where are you, Ororo? Where are
you?

In tears, Kitty beats at one huge, immovable chunk of stone.

ANGLE - PHASING EFFECT - KITTY'S FISTS

suddenly pass through the stone. Kitty gawks in reaction, pulls them free. Then slowly pushes them in again, pulls them out. She stands up, a fierce glow of determination in her face.

KITTY

Ready or not, here I come!

ANGLE - THE DEBRIS - PHASING EFFECT - KITTY

jumps awkwardly from a higher pile toward a lower pile, holding her nose like a kid jumping into a pool. Except that the debris doesn't part or splash-- she simply VANISHES into it. A long moment of silence. Then, gasping for air like a swimmer, her head and shoulders appear a few feet to one side of where she went in, jutting from otherwise solid rubble. She takes a deep breath-- dives down again, her butt sticking out of debris as she makes like a porpoise. Long seconds pass-- she pops up again. This time, she uses a combination of mental power and leverage to pull the rest of her body out of the rubble.

ANGLE - KITTY

knows where to dig now. Still frantic, she clears away debris till the top of oak table appears. She maneuvers the table top out of the way, revealing Ororo beneath, bruised but alive.

ORORO

Kitty...

KITTY

Lean on me. I'll help you.

210 EXT. TOWNHOUSE - PRE-DAWN - KITTY, KURT, & ORORO

stumble out, to join Scott and Yoshi in the street. Townhouse almost totally ablaze. SIRENS scream, as POLICE hold back the crowd and FIREMEN are hustling, setting up equipment. Yoshi, a bandage around her own head, is adjusting one on Scott. People in the crowd instinctively move away from Kurt. Kitty looks around.

KITTY

Where's Bernie?

YOSHI

Isn't he with you?

KITTY

Bernie-- oh no--

Scott and Yoshi grab her before she can run back in.

SCOTT

No, Kitty!

ANGLE - BAMPF! EFFECT - KURT

shakes off his dizziness, blinks-- BAMPFS!-- is gone.

ANGLE - KITTY

tears away from Scott and Yoshi, runs up the steps. Smoke billows out in clouds from the townhouse. Kitty sobs, hysterical--

KITTY
Bernie! Bernie!

KITTY'S POV - DOOR

She flings it open. Kurt stands there amid smoke, holding the unconscious Bernie in his arms.

KURT
Is this what you were looking for, liebchen?

ANGLE - KITTY & KURT

hurry down away from brownstone, the small-boned Kurt carrying Bernie with effort. They hurry to the others, who embrace them joyously. All look back at the townhouse as if at another life.

THEIR POV - THE TOWNHOUSE

swallowed by flames, smoke rising into the dawn sky.

ANGLE - THE X-MEN

together in a group, facing the fire, grim... but determined.

CUT TO:

211 EXT. PACIFIC SKY - DAY

A jet cargo transport, with the STONEWELL INDUSTRIES insignia on its fuselage, soars above greyish clouds.

SUPERIMPOSED TITLE: DAY TEN: THE SOUTH PACIFIC

212 INT. TRANSPORT - DAY

Logan sits as far from Krueger's men as he can get. Beside him, the Matrix is secured by a metal frame; inside, he can see Xavier, unconscious, immobile as a skewered moth. Forward, Krueger exits from cockpit, swaggers back to Logan.

KRUEGER
Strap down. We'll be landing soon.
(starts to rise... then:)
What's it like to be a mutant? Is it
different from being... human?

LOGAN

How would I know? What's it like to be you?

(Krueger rises)

Hey, Kreuger. What's it like to sell out
your own kind? You just do it for kicks,
or do you draw a salary?

KRUEGER

We all have our price. It starts at thirty
pieces of silver, and goes up. What was
yours?

He glances pointedly toward front of plane, where Carmilla talks
quietly with Stonewell. Carmilla glances back at Logan, winks.
Krueger catches this. Laughs. Walks away.

213 EXT. EASTER ISLAND - DAY - TRANSPORT

circles in a sky dark with storm clouds, the familiar stone heads in
the foreground, dominated by the Giant Head.

214 INT. PROTEUS COMMAND CENTER - DAY - NICKELBY

sits inside First Stage Matrix, breathing more rapidly than before.
Matrix GLOWS, green energy funneling upward as Technos ad-lib
terminal readings. "Blood pressure 90 over 100..."

215 EXT. EASTER ISLAND - GIANT STONE HEAD

GREEN RAYS shoot upward from the icon's eyes...

ANGLE - THE TRANSPORT

caught by the RAYS, immobilized. The rays lower it slowly.

ANGLE - THE HILLSIDE

below the Giant Head opens up, to admit the plane. The Rays lower
the transport into the gap, shut off. Ground closes.

CUT TO:

216 EXT. ANDREWS AIR FORCE BASE (STOCK) - DAY

A SAC BOMBER lifts off, ROARING ON SOUND.

SUPERIMPOSED TITLE:

DAY TEN: ANDREWS AIR FORCE BASE
WASHINGTON, D.C.

217 EXT. BASE ROAD - DAY

Danielle's car rolls toward a complex of AIRCRAFT HANGERS. Troops double-time past the car. PLANES ROAR ON SOUND.

YOSHI (OS)

It's too hot for two sets of clothes.

218 INT. DANIELLE'S CAR - DAY

Danielle drives, Scott and Yoshi beside her... Kurt, Ororo, Kitty, and Bernie in back. Kurt, hiding on the floor, peeks up; Kitty pushes him back down. Danielle very uptight. X-Men all in civvies, ill-fitting over their costumes. Yoshi squirms.

ORORO

I find it too warm for one.

DANIELLE

(rambling)

Why am I doing this? For all I know, this puts me right up there with Benedict Arnold. What's Charles Xavier ever been to me but trouble? And that wild story you told me-- mutants and Matrixes-- I must be out of my mind.

219 EXT. BLACKBIRD HANGAR (FRONT) - DAY

Huge hangar is guarded by two grim-looking SOLDIERS. One strides over to car as it stops. Danielle hands the SOLDIER her ID card.

220 INT. DANIELLE'S CAR - KURT

tries to peek; Kitty shoves him down hard. Soldier looks over ID, then past Danielle at the teenagers, suspiciously.

SOLDIER

Base Commander's office is down Able Street, Dr. Cross. What is it-- some kind of school tour?

YOSHI

(imitating Ben Kenobi,
including gestures)

"These are not the droids you want."

DANIELLE

(as soldier reacts)

Thanks for your help...

ANGLE - BACK FLOOR - CLOSE - KURT

Kurt's tail is bent so that it's tickling his nose; he can't get away from it, fights back a sneeze. Too late. He SNEEZES.

221 EXT. BLACKBIRD HANGER - SOLDIER

reacts. To cover, Yoshi, Bernie, and Kitty all pretend to sneeze and cough-- at the same time, alas. Rolling her eyes, Danielle drives off. Soldier shakes his head, returns to his post.

222 EXT. BLACKBIRD HANGAR (REAR) - THE CAR

parks between two empty troop trucks. All but Kitty pile out, look about furtively as they remove their outer clothes.

SCOTT

I hope this plane is everything you said it is.

DANIELLE

Thought-controlled... instant warm-up... takes off and lands on a dime. A child could operate it.

(Scott indicates group)

I've told you all you need to know for a fast trip to Easter Island.

(beat)

Blackbird's the newest and best thing we've got in advanced tactical bombers. That prototype cost a bundle. Don't break it, okay?

KITTY (OS)

Ta-DAA!

All turn to see Kitty leaping from the car, arms thrown wide. She wears green danskin-style tights, has painted a greenish "mask" around her eyes. All react.

KITTY

Here she is folks-- Ariel, eighth wonder of the world! She walks, she talks, she phases through walls!

(beat)

Well, don't all jump up and down at once.

BERNIE

"Ariel"? You've got to be kidding.

SCOTT

Kitty, we told you before. You're not coming. You're too young.

KITTY

(angry)

That tears it. First it's because I can't control my power, now it's because I'm too young. What'll it be next-- because I'm too middle-class?

ORORO

Kitten... you haven't had the chance to train with us...

KITTY

Excuse #101 in a series-- collect 'em all.

SCOTT

Look, I'm sorry, Kitty, but we're wasting time.

KITTY

Sure.

Bernie steers her to Danielle's car. She's too down to resist, but pauses at the door, touches her "mask."

KITTY (CONT'D)

Do you know how hard this stuff is to get off?

Danielle, Bernie, and glum Kitty slide into front seat. Scott and Yoshi approach on driver's side. Danielle's eyes misting.

DANIELLE

All the luck there is, you guys.

(beat)

Does Charles really have a chance?

SCOTT

Same chance the world's got.

ANGLE - DANIELLE'S CAR - KITTY

closest to open passenger window, crushed. Kurt and Ororo peer in. Kurt's tail chucks Kitty under the chin, encouragingly.

KURT

Put on a happy face, kotzchen... for Peter's sake. Tell him we will be having a wonderful time, and undoubtedly we shall wish he was there.

Unnoticed by the others, a subtle light goes on in Kitty's eyes at Kurt's words. She manages a faint smile.

ANGLE - HANGAR - BAMPF! EFFECT

Danielle's car drives off. The four X-Men watch it go, move toward the rear of the hangar.

SCOTT
Nightcrawler. Do it.

KURT
I really do hate that name, you know.

Kurt shuts his eyes tight, concentrates-- BAMPFS! away.

YOSHI
(wrinkling her nose)
Why don't we all chip in and buy him a good cologne?

223 INT. BLACKBIRD HANGAR - DAY - KURT

BAMPFS!s into view behind a row of computer consoles. ON SOUND, hum of voices and machinery. He raises his head over consoles. In center of hanger, amid hubbub of technicians and machinery: THE BLACKBIRD, a state-of-the-art jet bomber. TWO SOLDIERS stand guard, one on each side. Its cockpit would hold four people, with wedging. Nearby-- a SECOND JET, similiar in design, but white.

CLOSE - KURT

ducks back as A SOLDIER strolls his way. Kurt steps on a dolly; it rolls, sends him sprawling with a YELP.

ANGLE - - SOLDIER

hears it, peers around the console just as there's a BAMPF! from the other side. CAMERA follows his gaze; no one there. Soldier wrinkles his nose at strong sulphurous odor.

224 EXT. BLACKBIRD HANGAR (REAR) - SCOTT, ORORO, & YOSHI

Kurt BAMPFS! into view near Yoshi, startling her.

KURT
It's in there, all right.

SCOTT
Then we're going through. Circe?

225 INT. BLACKBIRD HANGAR - TRANSFORMATION EFFECT - THE WALL

behind the consoles SHIMMERS, TURNING BROWN. Chunks of wall are knocked away from outside. Scott, Yoshi, and Ororo crawl through. Kurt BAMPFS! into view. He hops over, picks up a piece of "wall", sniffs, pops it into his mouth. She and Yoshi whisper...

KURT
Chocolate?

YOSHI
Marzipan.

226 INT. BLACKBIRD HANGAR - THE BLACKBIRD

looms in the foreground. SOLDIERS react to a muffled BAMPF! from nearby. Next instant, a LOUDER BAMPF! from cockpit. They whirl, see Kurt grinning down at them from cockpit. He waves his tail, ducks from view. FIRST SOLDIER unshoulders rifle, climbs up to cockpit. A muffled BAMPF! SECOND SOLDIER joins him. They peer into an empty cockpit. Look at each other as if they're crazy.

ANGLE - BAMPF! EFFECT - KURT

BAMPFS! into sight directly overhead, drops onto them... BANGS their heads together. They slump to the ground, out cold.

ANGLE - ORORO, SCOTT, & YOSHI

race at Scott's signal toward the Blackbird. Technicians spot them, point and SHOUT. X-Men scramble aboard, Ororo last. A TECHNICIAN grabs her leg, pulls. She kicks him away.

227 INT. BLACKBIRD COCKPIT - SCOTT

reaches for a HELMET on the floor, its myriad wires attached to instruments. Yoshi's hand grasps the helmet first.

SCOTT
Yoshi--
YOSHI
Did you ever fly a plane?
SCOTT
No, but--

YOSHI
I've got my own Lear jet.

Scott hands it over. Yoshi puts it on; it covers virtually her whole head. Others all aboard now, as HUBBUB rises outside. Yoshi starts engines; they hum to life. The helmet GLOWS/THROBS.

YOSHI
All right!

228 INT. BLACKBIRD HANGAR - THE BLACKBIRD

ROARS with life, tail spouting fire. Ahead, the hanger's entrance doors are shut. Scott stands up in the cockpit. Amid shouts of technicians, SEVERAL MORE SOLDIERS rush in, rifles in hand.

CLOSE - SCOTT - FORCE BEAM EFFECT

He touches his visor: A RED BEAM fills the screen.

ANGLE - HANGAR DOOR

as the FORCE BEAM starts to cut an upside-down giant "U."

ANGLE - COCKPIT - ORORO

sees soldiers will reach plane before Scott's done. She gestures:

229 INT. HANGAR - A SUDDEN STORM OF DUST

swirls across floor, blinding and confusing soldiers, technicians.

230 INT. COCKPIT - SCOTT

SCOTT
(wild war whoop)
Let's move this sucker!

Beside him, Yoshi grins and whoops, helmet GLOWING--

231 EXT. BLACKBIRD HANGAR (FRONT) - DAY

A "U"-SHAPED SLAB OF DOORWAY is blown outward by a terrific wind-- and Blackbird zooms out, under-wing rockets launching it almost straight up into sky, heading west.

DISSOLVE TO:

232 EXT. PACIFIC SEA BOTTOM - DAY

Slabs of rock plow upward, magma erupts from mile-long cracks. The sea bottom is rising inexorably, out of control.

DISSOLVE TO:

233 EXT. SOUTH PACIFIC SKY (STORM CLOUDS) - MID-DAY

The Blackbird soars at supersonic speeds....

234 INT. COCKPIT - DAY

Yoshi shows signs of strain, but steels herself. Scott talks with Ororo over the ROAR OF ENGINES.

SCOTT
You were right, Ororo. That's quite a stormfront brewing.

ORORO

Undersea quakes started it. Affecting the tides.

(points downward)

ORORO'S POV - THE SEA

tossed by storm: and the beginnings of a tidal wave...

ANGLE - SCOTT

SCOTT

Yoshi? Want me to spell you...?

She shakes her head. Can't do more and still concentrate. Suddenly Kurt points... shouts in German.

KURT

There it is!

235 EXT. EASTER ISLAND - DAY

Blackbird streaks by above, over the STONE HEADS, OUT OF FRAME.

236 INT. PROTEUS COMMAND CHAMBER - DAY

Nickelby inside the First Stage Matrix. Gasps, strains.

237 EXT. EASTER ISLAND - GIANT STONE HEAD

opens its eyes, A GREEN BEAM shooting skyward.

ANGLE - THE BLACKBIRD

HIT, a wing sheared off by the RAY. Goes into a fast spin.

238 INT. COCKPIT - YOSHI

YOSHI

(fighting for control)

Scott--!

Behind her, Ororo concentrates like never before:

239 EXT. SKY - THE BLACKBIRD

plummets toward the ocean. Suddenly, winds rise with a ROAR: clouds swirl, whipped to near hurricane force. The plane shudders, rises... as powerful winds slow its fall.

240 EXT. EASTER ISLAND SHORE - DAY - THE BLACKBIRD

hits, skids across the sand, barely avoiding a crash, downhill from the icons. The storm doesn't subside. Black clouds mass above. Lashed by the stormfront, sea crashes against shore. Cockpit snaps open and X-Men stumble out. Kurt kisses the ground.

ANGLE - THE SURF

ROARING like an avalanche. The X-Men stagger against the rain and wind. Scott shouts to Ororo.

SCOTT

You've got to do something... we'll never have a chance, in a storm like this...

ANGLE - ORORO - STORM EFFECT

Wind whips her hair and cloak; she's every inch a goddess again. She takes a deep breath, and CRIES OUT in an undecipherable tongue. The others gape as a wind swirls around her like a TORNADO: Her CRY continues ON SOUND.

SCOTT'S POV - STORM EFFECT - ORORO

hidden by tornado, then visible again... rising in windspout. Borne aloft, toward the clouds above, her arms outstretched-- CRY fading with distance. She's flying.

ANGLE - X-MEN

still whipped by stormwinds, turn toward the HEADS: Kurt hops forward-- and suddenly slams into the INVISIBLE FORCE BARRIER. His nose flattens against it. He YELPS.

SCOTT

That's got to be the force field Danielle warned us about.

KURT

Good guess.

SCOTT

Can you get through?

Kurt concentrates-- BAMPFS! away-- then reappears, as if flung by an invisible hand. Hits the sand, stunned.

YOSHI

I take it that means "no."

Yoshi steps forward, groping for the field-- finds it. She concentrates: once, twice-- then backs off with a sigh.

YOSHI

This could be a real short trip. Scotty?

CLOSE - FORCE BEAM EFFECT - SCOTT

touches his visor. SCARLET LIGHT fills the screen--

WIDER ANGLE - SCOTT

blasts at the force field. SPARKS fork like lightning. Yoshi and Kurt hit the ground.

241 INT. PROTEUS COMMAND CENTER

Inside the First Stage Matrix, Nickelby hyperventilates, on the verge of a heart attack. Matrix GLOWS, energy funneling upward. Nearby, Technos install the larger MASTER MATRIX. Between them, Xavier is held by a single METAL CLAMP across his arms and chest to a diagonally-tilted surface nearby... stirs, looks around.

ANGLE - LOGAN & CARMILLA

watch as Stonewell directs the Technos. On monitors overhead, views of Easter Island: including Scott blasting at the force field. A huge CLOCK overhead reads TEN MINUTES TO ZERO HOUR. Carmilla toys with Logan's hair; he shakes her hand off.

CARMILLA

What's wrong, lover?

LOGAN

Your old man's a killer. He's gonna tear Scott apart with that gizmo of his.

CARMILLA

Daddy always says the strong survive. If they don't, they weren't strong at all-- and they deserve to die.

She playfully twines her fingers in his hair; he shrugs her off more forcefully this time, stomps off. He passes Xavier, head down, avoiding his eyes.

XAVIER

Logan-- for God's sake-- think what you're doing--

Logan quickens his pace, stalks out of the chamber.

ANGLE - CARMILLA

gazes after Logan, nothing of the "child-woman" in her aspect. She strides after him, at a slower pace. Passes Nickelby, in real agony as GREEN ENERGY funnels upward from First Stage Matrix...

242 EXT. EASTER ISLAND - GREEN ENERGY

thrown into the force field. This additional force throws Scott down on one knee. He fights back, face grim, sweat pouring from him. SCARLET RADIANCE blasts from his eyes--

WIDER ANGLE - SCOTT'S BEAM

strikes the force field with unbelievable fury. A TERRIFIC EXPLOSION knocks Scott to the ground beside Kurt and Yoshi.

243 INT. PROTEUS COMMAND CENTER - NICKELBY

SCREAMS in agony-- collapses. The First Stage Matrix makes a FIZZLING SOUND, its glow fading. The Matrix pops open.

ANGLE - STONEWELL

looks at the clock: EIGHT MINUTES TO ZERO HOUR. He storms over to Nickelby, shaking him furiously. Nickelby MOANS.

STONEWELL

(to Technos)

We've got only ten minutes to start Stage Two-- raise our continent-- or the forces of nature will be totally beyond our control. Is the Master Matrix ready?

HEAD TECHNO

Nickelby's too weak--

STONEWELL

Get him in it. Now.

Technos haul the limp Nickelby from one Matrix to the other, place him inside. Xavier watches, dazed, as Stonewell slaps Nickelby. The exhausted mutant responds with an almost inaudible GROAN.

XAVIER

Stonewell-- can't you see he's dying?

STONEWELL

(to Krueger)

I need time. Take some men. Kill those little bastards!

With a sadistic smile, Krueger heads off. Several men follow.

244 EXT. EASTER ISLAND - THE X-MEN

approach spot where force field was. Kurt cautiously sticks a finger where his nose hit before. Nothing there. With a grin, he hops forward, beckoning. Scott and Yoshi follow.

245 EXT. PACIFIC SEA BOTTOM

The ocean floor heaves, cracking, rising.

246 EXT. SKY - STORM EFFECT - ORORO

borne by swirling waterspout. She gazes grimly ahead:

ORORO'S POV - TIDAL WAVE

rising off shore.

ANGLE - ORORO

begins a shrill, ululating INCANTATION, face strained...

ANGLE - TIDAL WAVE

held at bay by opposing storm-winds, like the Red Sea by Moses-- but only barely...

WIDER ANGLE - SEA & SKY - LONG SHOT

of Ororo, alone against the fury of the storm.

247 EXT. THE HILL - SCOTT, YOSHI, & KURT

approach the GIANT HEAD, fighting the wind. Up the slope, Krueger steps from behind the Head, laser-rifle in hand... next moment, half a dozen other dark-clad Agents, also armed, appear from behind boulders, rocks. Kurt jerks to a halt, Scott and Yoshi beside him. Krueger smiles his sadistic smile.

KRUEGER

Surprise.

He fires a yellow LASER BEAM at the X-Men.

ANGLE - BAMPF! EFFECT - KURT

BAMPFS! out of sight, as laser blast tears the ground near him. Scott and Yoshi take cover behind a real stone head.

ANGLE - KRUEGER & MEN

AGENT

You got one!

Krueger frowns, not so certain. Above, on the Giant Head, Kurt BAMPFS! into sight, perching there. He takes a flying leap, lands on two of Krueger's men, including that Agent. All three go down. Another Agent takes aim. Kurt BAMPFS! away, bullet misses.

ANGLE - SCOTT

wants to rush to Kurt's aid, but Yoshi pulls him up the hill.

ANGLE - KURT

BAMPF!ing into sight between two of Krueger's men. They fire instinctively-- he BAMPFS!-- and they shoot each other.

ANOTHER ANGLE - KURT

BAMPFS! into sight again: but this time, right in the midst of Krueger and two other Agents. Krueger cracks his rifle barrel against Kurt's head, stunning him before he can escape. Kurt down-- not out, struggling groggily-- but they've got him--

248 EXT. THE HILL - SCOTT & YOSHI

Higher up the hill, near a stone head. Yoshi points to the base of the head. Scott nods, touches his visor. The SCARLET BEAM shoots out-- severing the head from its base.

ANGLE - BOTTOM OF HILL - KRUEGER'S MEN

have subdued Kurt: he's barely conscious, MOANING. Krueger raises his laser rifle. Suddenly he and his men hear a growing RUMBLING SOUND O.S. They whirl--

KRUEGER'S POV - STONE HEAD

rolling down the hill, straight for them!

ANGLE - KRUEGER & MEN

stare dumfounded, paralyzed. On ground, Kurt blinks awake-- reacts in terror-- BAMPFS! out of sight-- as stone head smashes into the group, scattering Krueger's men like tenpins. The head bounces on, to hit the pounding surf below. If anyone survives in the dust raised by the head's passage, he cannot be seen.

249 EXT. THE HILL - SCOTT & YOSHI

anxious for sign of Kurt. Hear an "Ahem!" behind them, turn... and there's Kurt, crouching on another stone head.

KURT

Miss me?

250 INT. PROTEUS COMMAND CHAMBER - STONEWELL

looms ominously over barely conscious Nickelby. Slaps him again.

NICKELBY

(pitiful little-boy voice)

I-- can't-- no-- more--

Stonewell looks at the clock: FIVE MINUTES TO ZERO.

XAVIER

You built the Matrix to respond to his
psychic pattern alone. No one else can
control it. It's over.

STONEWELL

The hell it is. Did you ever hear the
saying... you are what you eat?

CLOSE- STONEWELL'S FACE

OPENS UP like the jaws of a quasi-human shark.

ANGLE - NICKELBY

SHRIEKS, despite weakness. Xavier stares in horror as Stonewell
lifts Nickelby into air, and fastens his "mouth" over Nickelby's
face, silencing the mutant's scream. SHIMMERING ENERGY passes from
Nickelby's body into Stonewell's... Nickelby gives a final jerk...
goes limp, dead. Technos glance at each other fearfully-- then
hurriedly get back to their tasks.

ANGLE - STONEWELL

rises from Nickelby's dessicated corpse, his face human again. He
seems more youthful; he has taken on some of Nickelby's youth even as
he robbed him of life. Stonewell an ALBINO now, white-skinned, large
red eyes. With superhuman strength, he hurls the corpse away--
inserts himself into Master Matrix as Xavier stares.

ANGLE - CLOCK

Only FOUR MINUTES TO ZERO HOUR...

251 EXT. THE HILL - SCOTT, YOSHI, & KURT

near GIANT HEAD, which towers like a Titan's skull. Suddenly GREEN
ENERGY spouts from its eyes, rips ground near X-Men. Scott, nearest
blast, hurled unconscious to the ground. Yoshi and Kurt drag him
behind another head, as more GREEN BLASTS tear the earth. They try
to awaken Scott; he just groans.

YOSHI

At least we're safe here!

Next moment, a GREEN RAY shears off one side of the shielding stone
head. Kurt and Yoshi duck flying shards.

YOSHI (CONT'D)

Let me rephrase that...

252 INT. PROTEUS COMMAND CHAMBER - STONEWELL

inside the Matrix, directing the ENERGY... intense, grinning.

253 EXT. THE HILL - GIANT STONE HEAD

shoots out another GREEN BLAST.

ANGLE - SHELTERING STONE HEAD - A GREEN BLAST

shears an almost identical piece off the other side, giving the head a cheekless appearance. Another blast takes off top of head.

KURT

He's carving us a tombstone!

CUT TO:

254 INT. PROTEUS CENTER - SUBTERRANEAN CHAMBER - DAY

A small cone-shaped chamber with two large rounded windows on one diagonal wall. Consoles line the room. Logan squats by a window, looking down and out, as Carmilla walks up beside him.

LOGAN

Your "Daddy's" sick. He's toying with them.

THEIR POV - DOWN THROUGH WINDOW - KURT & YOSHI

cowering behind stone as GREEN BLASTS from above chip it away.

REVERSE ANGLE - CARMILLA & LOGAN

CARMILLA

Come on, lover. Where's your sense of humor?

(Logan gives her a look,
rises)

Logan. Make up your mind. Who's more
important... a few freak losers... or me?

Logan goes still. He seems to see her for the first time.

LOGAN

I didn't sign on to kill my friends.

CARMILLA

You told me you didn't have any friends.

LOGAN

(thinking about it)
I guess I lied.

CARMILLA

(as he turns away)
Logan. Daddy lied too.

He looks back... and reacts:

LOGAN'S POV - CARMILLA

Her hair has fallen forward, and now as she lifts her head, her face comes into view-- OPENING like a shark's. Like Daddy's.

WIDE ANGLE - LOGAN & CARMILLA

She leaps, jaws wide. Logan barely gets his hands up to hold her off. She grabs him by the shoulders-- and lifts with inhuman strength, throwing him clear across the chamber. Logan crashes into a console, sparks flying from broken electronics. Dazed, he looks up... as Carmilla reaches for him, snarling.

255 INT. PROTEUS COMMAND CHAMBER - THE MATRIX

PULSES with green power-- Stonewell concentrating grimly.

ANGLE - XAVIER

furrows brow-- concentrates on the steel clamp holding him. Strains again and again. Finally they CLICK!-- pop open. Letting out a breath, Xavier, still physically weak, drags himself upright and, casts about for a weapon--

WIDER ANGLE - CHAMBER - XAVIER

pulls a length of piping from a console, raises it to strike the huge crystal. A TECHNO spots him, grabs him. Xavier starts to concentrate-- then shrugs and hits the man with the pipe. The techno falls, and Xavier swings the pipe against the Matrix, to no visible effect. Inside the Matrix, Stonewell snarls-- and a GREEN AURA strikes Xavier, flinging him back.

256 EXT. THE HILL - YOSHI & KURT

behind the remains of the sheltering head. Pinned down by GREEN BLASTS from above. Yoshi looks down the hill, reacts:

YOSHI'S POV - KRUEGER

bloody and half-dead, crawls onto a boulder. Raises his rifle.

257 INT. SECONDARY CHAMBER

Logan dodges Carmilla. She tears the top off a console, uses it like a prod to smash him into the wall. Logan clenches his fists; claws SNIK! out, cutting the "prod" apart. She catches his shirt front, hurls him into the left window. Glass fractures. She comes toward him... he raises his claws, then grimaces, and SNIKS! them back into their sheathes. Even now, he can't bring himself to use his claws on Carmilla. He braces for her lunge--

258 INT. PROTEUS COMMAND CHAMBER - STONEWELL

in the Matrix, suffused by GREEN ENERGY, fierce, raging.

259 EXT. THE HILL - THE GIANT HEAD

sends a GREEN BLAST tearing down the hill.

ANGLE - SHELTERING ROCK

The green blast tears away more stone, exposing Yoshi and Kurt and the unconscious Scott to Krueger's vantage down the hill.

ANGLE - KRUEGER

aiming his laser-rifle at Yoshi up the hill.

KRUEGER

I never did like kids anyhow--

PETER (OS)

SOMETHING RUSSIAN MEANING WAH-HOO!

The YELL O.S. comes from directly above Krueger. He looks up.

KRUEGER'S POV - THE SKY

A small figure hurtles earthward, gleaming metallic, human.

CLOSE - KRUEGER

looks up-- startled--

WIDE ANGLE - HILLSIDE

The hurtling figure HITS with earth-shaking impact. Yoshi and Kurt duck flying debris, dust.

260 INT. PROTEUS COMMAND CHAMBER

The chamber rocks with secondary vibrations. In the Matrix, Stonewell slams backward, stunned. Xavier looks up, hopeful.

261 INT. SECONDARY CHAMBER - CARMILLA

staggers as shock waves hit. Logan looks through window, amazed.

LOGAN

Son of a--

262 EXT. THE HILL - SHELTERING ROCK

Coughing in the dust, Yoshi and Kurt look down the hill:

THEIR POV - IMPACT CRATER

Where Krueger was, there's only a wide, smoking hole. Out of the dust, a GLEAMING METAL FIGURE, old injuries covered by pipe metal, climbs up, rises to his full height, and waves: IT'S PETER!

ANGLE - KURT & YOSHI

whoop wildly, hugging each other, as the WHITE BLACKBIRD swoops past overhead, heading for a hovercraft-style landing on beach.

263 EXT. EASTER ISLAND SHORE - THE WHITE BLACKBIRD

has landed beside the Blackbird. Kitty and Bernie clamber out, Danielle pulling off the pilot's helmet. Kitty calls up the hill.

KITTY

Let's get this show on the road already!

264 EXT. PACIFIC SEA BOTTOM

heaving upward, steam venting from exposed magma.

265 EXT. THE SKY

Ororo in the midst of wind, sending her own storm-winds against the surging tidal waves churned by the rising sea bottom.

266 INT. SECONDARY CHAMBER - CARMILLA

snarls, leaping for Logan. At the last instant, he dodges aside-- and Carmilla crashes headfirst into the fractured window.

267 EXT. THE GIANT STONE HEAD

The windows, we see, were set in the Head's "nostrils." Carmilla plunges out through the left nostril. Shards of glass erupt around her as she spills thirty feet to the ground, screaming. She lands with deadly impact, rolls dead down the hill.

268 INT. SECONDARY CHAMBER - LOGAN

looks out the window, wind-blown rain beating in. Impossible to tell what he's feeling.

LOGAN

Snotty kid.

269 INT. PROTEUS COMMAND CHAMBER - STONEWELL

rages incoherently, GREEN ENERGY funneling upward...

270 EXT. THE HILL - PETER

clangs with a slight limp up the hillside, forming a human shield for Yoshi and Kurt, who haul Scott between them. THE GREEN BLAST from the head's eyes hits Peter square in chest. He staggers. BLAST CONTINUES; he falls back a step. Scott stirs, sees what's happening, pushes Yoshi's hands away. Reaches for his visor--

ANGLE - SCOTT - BEAM EFFECTS

Scott's RED EYEBLAST pushes out, intercepting the GREEN BLAST from the stone head. The beams push against each other. Scott is knocked back... but Yoshi and Kurt catch him, help him upright... and he holds on. Slowly... incredibly... Scott's force beam pushes the other beam back... and back...

CLOSE - SCOTT - BEAM EFFECTS

With scream of agony and fury, Scott pushes beam to the limit--

271 INT. PROTEUS COMMAND CHAMBER

--and RED ENERGY pours downward into Matrix, stunning Stonewell like electric shock. Around room, consoles blow out from feedback overloads. Technos dodge exploding terminals. Fireworks. Chaos. Xavier protects himself from sparks with a sheltering hand.

272 EXT. THE HILL - THE GIANT STONE HEAD

rumbles as the BEAMS CUT OFF-- the head shaking, cracking like a huge egg. Chunks of stone fall away, exposing metal gridwork. At last the shaking stops... and all is still. The X-Men pick themselves up. Kitty, Bernie, and Danielle arrive, running up slope. Everyone looks at the Giant Head... silent as death.

KITTY

I knew it. We missed all the fun.

273 INT. PROTEUS COMMAND CHAMBER

A smoking ruin. Xavier moves through the debris, to the Matrix, which sits blackened and opaque... apparently "dead." He turns at the sound of X-Men making their way through the rubble. Kurt BAMPFS! into view near Xavier, landing on a broken console. He and Xavier look toward the front of chamber, blocked by fallen stones. Kitty PHASES into view, pushing through the rocks.

KITTY

Hi, Professor!
(dips back into the stone,
her voice muffled)
They're in here!

A beat... and then the rubble blockage BLOWS APART under the impact of Scott's FORCE BEAM. Dust settles, the X-Men enter.

SCOTT

Professor!

Wordless, the men embrace... not awkwardly, this time. Xavier looks past Scott at Danielle, and goes to her.

XAVIER

I should have told you everything.

DANIELLE

It would have helped.
(grins, holds him)
I'm just glad you're alive.

Bernie rolls his eyes at all this mushy stuff. Glances at:

BERNIE'S POV - THE MATRIX

Deep within its blackened facets... a soft green LIGHT appears.

ANGLE - BERNIE

approaches the Matrix, reaches out to touch it. His fingers make contact... and a SHIMMERING GREEN SPARK throws him back.

CLOSE - XAVIER

turns from Danielle. Her eyes look past him.

DANIELLE

Oh my God.

THEIR POV - THE MATRIX

GLOWS WITH BLINDING GREEN ENERGY, beams shooting out--

ANGLE - THE ROOM

--beams hitting Scott, and Kurt, and Peter, and Xavier. A beam hits where Kitty had stood, but she's PHASED into wall an instant earlier. Danielle and Yoshi take cover.

CLOSE - STONEWELL

TRANSFORMED, inside the Matrix, into something half-crystal, half-human... glowing with EMERALD POWER, laughing like a madman.

ANGLE - KITTY'S HEAD

pops out of wall. She sees Bernie sprawled near the Matrix.

KITTY

Bernie--

Phasing out of wall, she starts toward him; Yoshi pulls her down.

YOSHI

You can't help him... We've got to stop Stonewell!

KITTY

Let go of me--

YOSHI

Kitty--

KITTY

Let go!

She PHASES out of Yoshi's grip, runs across the room. Yoshi takes off after her, dodging the BEAMS. Danielle crouches with Xavier, who's coming around slowly.

YOSHI

Where's Godzilla when you really need him?

ANGLE - KITTY

arrives at Bernie's side, tries to pull him to shelter. GREEN BEAMS cut the air above her. Yoshi takes cover near her.

YOSHI

Kitty, you've got to distract him...

KITTY

Me?

YOSHI

Do it!

Kitty looks at Bernie, at Yoshi, at the Matrix-- takes off--

TRAVELING SHOT - KITTY

runs toward Matrix. GREEN BEAMS slice the air as STONEWELL'S MANIACAL LAUGHTER thunders ON SOUND. Kitty PHASES into walls, floors, anything to keep out of the beams' way as she gets nearer, nearer. Taking a deep breath, she dives-- headfirst into Matrix.

274 INT. THE MATRIX

INSIDE the Matrix, it's like a green funhouse hall of mirrors-- Kitty "swims" toward Stonewell from behind, cheeks puffed, holding her breath. She reaches up... and tickles him.

CLOSE - STONEWELL/CRYSTAL

startled... and slowly looks back, as if moving in molasses.

275 INT. PROTEUS COMMAND CHAMBER - YOSHI

bounds up as the GREEN BEAMS cut off. She runs across the room.

YOSHI

Get out of there, Kitty! Now!

276 INT. THE MATRIX - STONEWELL/CRYSTAL

makes a SLOW-MOTION grab for Kitty, but she slides away.

277 INT. PROTEUS COMMAND CHAMBER - MATRIX

Kitty slips out of the Matrix as Yoshi dives for it like a baseball player sliding for home. Yoshi's hands begin to SHIMMER even before they touch the Matrix's surface. As her fingers make contact... the entire Matrix SHIMMERS, CHANGING INTO ICE.

ANGLE - KITTY

catches her breath, looks up as a shadow falls over her.

KITTY'S POV - LOGAN

looming over her, his claws SNIK!ing out, dark fury on his face.

ANGLE - KITTY & LOGAN

Kitty screams, as Logan swings his claws in a arc-- PAST her, smashing them into the icy Matrix with spectacular results.

WIDE ANGLE - THE MATRIX

EXPLODES in a shower of ice crystals, spattering the entire chamber, pelting Scott and Kurt and Xavier as well as the others. Xavier sees Logan, who turns to him, SNIK!ing his claws back into their sheathes. The two men look at each other as bits of ice hit around them. Slowly... Logan smiles. Xavier smiles back.

278 EXT. THE HILL - THE X-MEN

climb from the ruins of the Giant Head, laughing and hugging. Kitty is particularly excited...

even kissing Bernie, who gapes in surprise, then tries to kiss her back. Yoshi grabs Logan's hand and starts dancing, singing "He's a Rebel" until...

DANIELLE

I hate to spoil your party... but it's not over yet. Look.
(points to sea)

279 EXT. THE SEA - X'MEN'S POV

THE OCEAN CHURNS, slabs of rock thrusting skyward... an even greater upheaval than the new island off Hawaii.

280 EXT. THE HILL

DANIELLE (CONT'D)

If that isn't stopped... the whole world better start looking for a new place to live.

Everyone gets very quiet. THUNDERCLOUDS boil overhead.

PETER

Bojemoi!

KITTY

It isn't fair... we won!

XAVIER

Scott. It's up to you now.

SCOTT

(slow dawning)
No. I can't do it. I'm not strong enough.

LOGAN

Bull.
(Scott whirls)
Go for the burn.

He grins. Scott grins back-- takes a deep breath, touches visor.

SCOTT

Professor, you better guide me.

ANGLE - SCOTT - FORCE BEAM EFFECT

Xavier puts a hand on Scott's shoulder, as Scott raises the visor-- RED BRILLIANCE spearing out to sea.

CLOSE - XAVIER'S TEMPLE - MENTAL IMAGE

SUPERIMPOSED over Xavier's throbbing temple-pulse, his mental image of the cracked sea bottom... heaving, rising. NOW A RED BEAM probes into the sea, striking the wound...

ANGLE - THE X-MEN

whipped by the wind, watching Scott and Xavier, entranced.

281 EXT. THE SKY - ORORO

Weary, near exhaustion, she looks down-- to see RED ENERGY spearing across the ocean below her, and DOWN into the sea.

282 EXT. SEA BOTTOM - FORCE BEAM EFFECT

Repeating the opening sequence of the film, but in reverse, Scott's RED FORCE BEAM stitches across the ocean floor... and where it touches, the SEA BOTTOM is shoved together...

283 EXT. THE HILL - SCOTT & OTHER X-MEN

Scott pushes himself to a new level of effort... going to his knees... hands clenched, veins in relief... RED ENERGY spearing from his eyes... the other X-Men close around him, as if willing him on... Xavier close, wracked with strain...

284 EXT. SEA BOTTOM - FORCE BEAM EFFECT

Clouds of silt churn, settle... as the FORCE BEAM seals the earth's wound, the heaving floor settles to a stop.

285 EXT. THE HILL - SCOTT

falls back, visor shutting closed. Xavier flops down beside him, exhausted. The others crowd around.

YOSHI

Scott... did it work? Professor?

Kitty looks up... as SUNLIGHT pours over them.

KITTY

Look, you guys!

THEIR POV - SEA & SKY

Sea becoming calmer with each instant. Clouds part, swirl away... SUNLIGHT breaks through as winds die... and from middle of clouds, a FLYING FIGURE drops toward them, borne on winds like a skydiver.

CLOSE - ORORO

shining in the bright light, like a true goddess.

ANGLE - THE HILL

Ororo drops beside the others, Kitty hugs her, hugs Bernie, hugs Kurt, hugs Bernie. Everyone is laughing, exhilarated.

ANGLE - DANIELLE & XAVIER

She drops down beside him in the sunlight.

DANIELLE

You know, Charles, I'm going to have a lot of explaining to do when we get home.

XAVIER

Leave it to me.

DANIELLE

Oh really? What'll you do?

XAVIER

Danielle, haven't I always told you? I have...

DANIELLE & XAVIER

(together)

...hidden talents.

They start laughing. She puts her arm around him, he kisses her.

ANGLE - PETER & ORORO

embrace as friends.

ANGLE - SCOTT & YOSHI

hold each other, kiss.

ANGLE - BERNIE & KITTY

hold each other, kiss.

ANGLE - KURT & LOGAN

Logan holds out his hand to Kurt, grinning-- and when Kurt reaches for it, Logan pulls it up, thumb over his shoulder. Kurt gapes, then laughs hysterically. Logan grins, the others crowd around.

CAMERA PULLS BACK AND BACK, as the X-Men laugh and embrace Logan, in the light of a glorious, clearing sky.

FADE OUT