

X-MEN

Screenplay by
Andrew Kevin Walker

SECOND DRAFT
10/17/94

001

WOLVERINE

a.k.a. LOGAN

JIM LEE



PROFESSOR X



PROFESSOR XAVIER

SUPER HEROES



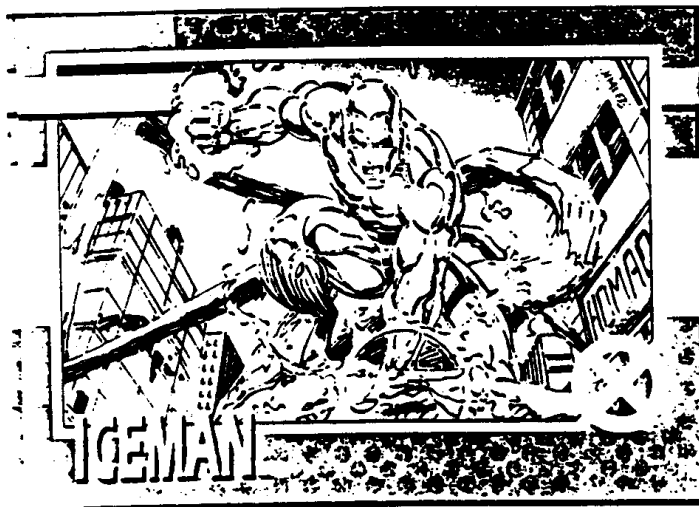
CYCLOPS



BEAST



JEAN GREY



ICEMAN



JUBILEE

INT. UNDERGROUND PARKING GARAGE, LEVEL 3 -- NIGHT

DING... an elevator opens. A SECURITY GUARD steps out, bored. He looks all directions, checking the garage.

INSIDE THE ELEVATOR

The guard gets back in, yawns and waits as the elevator goes down. P3... P4... DING. Doors open. The guard looks out.

He gets back in. Waiting. P4... P5... DING. Doors open... to pitch black. The guard looks worried.

INT. UNDERGROUND PARKING GARAGE, LEVEL 5 -- NIGHT

The guard takes a flashlight off his belt. Man, it's dark. He steps forward. GLASS is HEARD CRUNCHING.

Broken glass at his feet. He looks up. On the ceiling, all the light fixtures have been smashed.

Behind, the elevator closes, stealing away precious light. The guard hurries to push the button. No dice. He turns to the darkness, fearful, flashlight first.

SECURITY GUARD

Alright... who's out there?

He takes out his gun. A mocking CLUCKING is HEARD, like a chicken. The guard points his light to reveal... no one.

GUTTERAL VOICE (O.S.)

No one here but us chickens.

The guard spins. His flashlight reveals: TOAD, a grinning, ugly man whose lizard-like features are covered in warts. Toad wears a bad suit, stands crouched on the hood of a car, long-legged.

TOAD

Hello.

SECURITY GUARD

(horror)

Mutant...

Toad suddenly leaps -- springing high. The guard follows with flashlight and gun, trying to aim...

Toad somersaults, a blur, in an arc over the guard...

Toad lands beside the dimwitted behemoth named BLOB. Blob is indescribably huge, 1000 pounds of perpetually sweaty flab in an XXXXL t-shirt.

BLOB

Hey, Mister Big Shot, you really have to shine that thing in everyone's eyes?

SECURITY GUARD

Two... two mutants.

ANOTHER VOICE (O.S.)

Make that three...

SABRETOOTH steps from behind Blob, a man-beast in a fine suit, with blonde hair, bushy sideburns and pupil-less ivory eyes. He fans his clawed fingers, smiling a fanged smile.

SABRETOOTH

What do you say... you be Little Red Riding Hood, I'll be the Big Bad Wolf.

SECURITY GUARD

(backs away)

Just... stay where you are. All of you...

BLOB

Let me play with him.

SECURITY GUARD

Stop! Stay there!

Security Guard FIRES -- BLAM, BLAM, BLAM, BLAM...

There are four holes in Blob's t-shirt. Blob is perturbed.

BLOB

Look what you did.

Blob rips the shirt open. There are four deep indentations in his fat torso. He takes a long, deep breath...

The guard's eyes widen in realization.

Blob flexes his body -- bullets SHOOT from indentations: POP, POP, POP, POP!

The guard's BODY is HEARD FALLING, O.S. The flashlight rolls...

It stops at the feet of a MAN in expensive dress shoes. The man slides one toe under the flashlight and flips it onto its base, so its beam points straight up. Meet MAGNETO, handsome, stately and elegantly dressed, with a shock of pure white hair.

MAGNETO

Now, if there are no further intrusions...

Magneto holds up a bottle of champagne in one hand. Blob, Sabretooth and Toad gather round. Quite a coven.

MAGNETO

To beginnings, and to the promises contained therein. Never forget... we are the next step in homo-sapien evolution. Homo-superior.

(MORE)

MAGNETO (cont'd)

And at these crossroads, my friends, and miles and years beyond them, an entire generation awaits our guidance.

Magneto passes the bottle. The villains each drink.

MAGNETO

Each of you has now had the honor of standing at ground zero, at the zero hour.

The bottle returns to Magneto. He sips, then throws the bottle. It SMASHES. He walks away.

MAGNETO

Go. I'll follow soon enough.

Blob crosses to the elevator. He PULLS IT OPEN. Red lights glow from the empty shaft. Without hesitation, Blob leaps down. Sabretooth jumps next, falling out of sight. Toad follows.

Across the garage, Magneto walks on, till the glow from the shaft no longer reaches him. Darkness. Silence. Then, a CRACKLING is HEARD, like accumulating energy. A LIGHT appears, growing...

At the center of the light, Magneto is the source of the power, arms outstretched. ROARING ENERGY flows through him. From his fists, jagged, lightning-like bolts burst all directions...

The bolts grip massive support girders, clutching naked steel.

Amid the brilliance, Magneto clenches his teeth. METAL SCREAMS.

EXT. MANHATTAN -- NIGHT

The Manhattan skyline. The CITICORP BUILDING stands tall. A relatively quiet night. Then, a RUMBLE is HEARD.

The Citicorp Building trembles. It shifts impossibly to one side. Thousands of windows shatter. It's still, for a moment.

With a SHRIEK of TORTURED METAL, the Citicorp Building falls...

Its lights go dark as it TOPPLES surrounding structures...

BURIES streets filled with cars... SMITES brownstones.

DESTRUCTION ECHOES. Dust rises. The skyline is forever altered.

INSERT -- TELEVISION SCREEN

A CNN news report. OVER IMAGES of rubble strewn streets:

REPORTER'S VOICE (V.O.)

(from t.v.)

... death toll rises by the hour. A group of mutant terrorists calling themselves "The Brotherhood" has taken responsibility, demanding the abolition of the Mutant Registration Act, which passed into law October 1st. Republican Senator Charles Chester, a supporter of the M.R.A., today urged further congressional action...

The t.v. plays IN A CROWDED BAR. Everyone's watching. SENATOR CHESTER, plump and red-faced, is shown addressing reporters.

SENATOR CHESTER (V.O.)

(from t.v.)

The problem is they're different, but you can't always tell by looking. They don't carry concealed weapons, they are concealed weapons. So, I say it's time to consider internment camps for mutants, and mandatory tattoos.

This gets CHEERS and WHISTLES from the bar crowd.

EXT. CITY STREET -- NIGHT

A BILLBOARD atop a building reads: MUTANTS MUST REGISTER! The CNN REPORT CONTINUES in VOICE OVER...

REPORTER'S VOICE (V.O.)

An international conference to address the problem convenes in Geneva in two weeks, but public fear continues to rise.

Below the billboard, a crowd has gathered at a store window where TEN TELEVISIONS show CNN: IMAGES of a BURNT OUT HOME.

REPORTER'S VOICE (V.O.)

(from televisions)

In a Chicago suburb, a man suspected of being a mutant was forced to flee with his family after their home was fire bombed. And, in Cincinnati, Boston and Los Angeles, rallies sponsored by the anti-mutant group "Friends of Humanity" drew large crowds. All of this despite a U.S. backed study that estimates the mutant population worldwide to be only in the hundreds.

ON TVs: hordes of angry people, cheering. Anti-mutant banners.

INT. SUBURBAN HOME, LIVING ROOM -- NIGHT

ON a T.V., the REPORT ENDS on the NEWS ANCHOR in the CNN studio:

NEWS ANCHOR (V.O.)

(from t.v.)

In a related story, captured mutant bank robber and murderer, Marko Cain, also known as "Juggernaut," remains in the custody of the National Guard. It is rumored that he will soon be transferred...

T.V. turns OFF. A HUSBAND and WIFE are here. Tensions are high.

WIFE

She's just a child.

Husband crosses to a bar, to pour himself a highball.

HUSBAND

It doesn't matter. If we don't register her, we're breaking the law. Do you want that kind of trouble, because I sure don't.

WIFE

We can't do it. We don't know what might happen...

HUSBAND

She's a mutant.

WIFE

What if they take her away?

HUSBAND

(angrily)

She's a mutant! We don't have any choice.

WIFE

She's our daughter.

Husband turns back to the bar, adding ice to his drink.

HUSBAND

Our adopted daughter.

WIFE

(great sorrow)

What... what kind of thing is that to say?

Husband doesn't look at her, just drinks.

INT. SUBURBAN HOME, BEDROOM -- NIGHT

Dark room. JUBILEE, Chinese-American, young, mod, pretty and sad, sits with her back against the door. Tears in her eyes. HUSBAND and WIFE'S ARGUMENT can be HEARD O.S.

Jubilee blows a big bubble gum bubble, makes no effort to stop it from popping. She stands, pulling the gum off and wiping tears.

At a closet, she lifts a nap sack and grabs in-line skates.

EXT. SUBURBAN HOME, BACKYARD -- NIGHT

The nap sack drops from the second story window. Jubilee follows, landing effortlessly. End the scene with...

INSERT TITLE -- LONG ISLAND, NEW YORK

As Jubilee runs across the lawn. Runs away.

EXT. RIKER'S ISLAND, THE VAULT -- NIGHT

An armored car speeds along the road leading to concrete walls.

INSERT TITLE -- THE VAULT: PRISON FOR CRIMINAL MUTANTS
RIKER'S ISLAND, NEW YORK CITY

INT. ARMORED CAR -- NIGHT

IN THE CARGO AREA, the mega-mutant JUGGERNAUT lies unconscious, chained to a pallet. He's a tin-man nightmare in a uniform of thick metal with wicked brass knuckles and a round-topped helmet.

Through a WINDOW, the nervous DRIVER glances back.

IN THE CAB of the armored car, the driver faces forward. A tough-guy SOLDIER is beside him with a huge grenade gun.

DRIVER

Why's he still wearing his metal skivvies?

SOLDIER

Couldn't get it off. They tried. They can't even figure out what it's made of.

DRIVER

How are they going to hold him, anyway? I mean, I hear that once he's moving, nothing can stop him.

SOLDIER

Is he moving now?

DRIVER

No... but, he's all drugged up.

SOLDIER

And, that's pretty much how he's going to spend the next twenty years.

The driver slows the armored car. THROUGH THE WINDSHIELD: a huge steel door in The Vault's perimeter wall slides open. The armored car proceeds, entering a concrete courtyard.

DRIVER

Uh oh...

EXT. THE VAULT -- NIGHT

The armored car stops. At the courtyard's center stands a massive bunker-like structure, The Vault. Blob stands amongst many unconscious guards, throws one last guard aside and gives a friendly wave.

IN THE CAB, the soldier leans to look at his rearview mirror.

SOLDIER

Back up! Get us out of here!

IN THE COURTYARD, the armored car goes into reverse. Sabretooth, in battle armor, works the perimeter door controls. The door's closing. The armored car backs towards it, fast...

BOOM -- the armored car hits the door.

IN THE CAB, the driver and soldier are shaken.

DRIVER

What do we do?

SOLDIER

Take out Fat Boy! Run him down!

IN THE COURTYARD, the armored car lurches forward.

Ahead, Blob plants his feet like a Sumo wrestler.

The armored car picks up speed as the soldier opens his door and leans out, aiming his gun back...

Sabretooth runs to follow.

The soldier FIRES a grenade -- POOT!

Sabretooth bobs to one side. The grenade sizzles past...

EXPLODES against the perimeter wall.

Ahead, the armored car closes in on Blob. Blob waits, calm, crosses his arms. ALL AT ONCE:

WHAM -- the armored car meets the immovable Blob and comes to a smashing, windshield shattering halt...

KA-POOF -- the driver and soldier slam into AIR BAGS.

IN THE CARGO AREA, Juggernaut's body slides forward.

IN THE CAB, driver and soldier recoil. AIR BAGS DEFLATE. A KLUNK is HEARD on the roof and Toad looks in, upside down.

TOAD

Speed kills.

Toad knocks their heads together -- BONK. They're out cold. Sabretooth arrives at the passenger door. Tears it off.

Sabretooth grabs a key chain from the soldier's belt.

TIME CUT: AT THE BACK OF THE ARMORED CAR, Toad uses the keys to open the rear doors.

Sabretooth drives a prison FORKLIFT, lifting out the pallet with Juggernaut, backing up. Toad leaps onto Juggernaut's chest and takes out a metal canister while Blob watches.

TOAD

Wake up, Juggernaut. Time to join The Brotherhood.

Toad produces a big HYPODERMIC, presses the needle against Juggernaut's arm. The needle bends, unable to pierce... SNAPS.

TOAD

I was afraid of that.

SABRETOOTH

Nice job, Toad. Now what?

Toad leaps down, goes under the forklift's seat. He pulls out a tool box, dumps the contents. Picks up JUMPER CABLES, grinning.

Toad throws open the forklift's hood. Clamps onto the BATTERY.

Toad clamps the other cable ends to Juggernaut's armor.

TOAD

Let her rip.

Sabretooth revs the engine. ZZ-ZZZ-ZZZ-- electricity causes Juggernaut to convulse violently. Blob grins, amused.

TOAD

If this doesn't wake him up, nothing will!

Behind them, the perimeter wall door EXPLODES inwards and falls with a BOOM. The villains turn...

Enter the X-MEN (in armored battle gear). CYCLOPS leads, handsome, lean muscled, eyes hidden behind a visor with a horizontal ruby red slit across it. Behind him is the stunning JEAN GREY, and BEAST, surprisingly attractive for a knuckle-walker covered head to toe in blue fur. ICEMAN brings up the rear, the youngest. He looks like a typical, dashing handsome dude, but you'll see where he got his name in a minute.

CYCLOPS

Knock, knock! Who's there?!

SABRETOOTH

X-Men!

CYCLOPS

That's right, Fuzzy. Let's go.

With a snarl, Sabretooth charges at them.

Cyclops SHOTS a RED BEAM of ENERGY from his visor slit...

BLASTS Sabretooth back against the forklift. He's hurt.

Blob looks to the stunned Sabretooth, then runs towards the X-Men, furious. Simultaneously, Toad turns, runs and LEAPS.

BLOB

You hurt my friend!

Toad lands on the roof of the armored car.

Blob charges at Cyclops, Beast and Iceman. Iceman steps to the fore as Jean holds out her arms and RISES into the air.

ICEMAN

He's mine.

Iceman TRANSFORMS: becoming encased from head to toe in rough-hewn ICE. Every move he makes, you HEAR his limbs CRACKLING. He holds out his fists -- FIRING big ICE BALLS...

The ice bounces harmlessly off Blob's flab. Cyclops tackles Iceman out of harm's way just as Blob lunges...

Beast falls backwards, KICKS with both legs as Blob arrives -- adds to Blob's momentum and flips him, flailing...

Blob lands flat on his back with a ground-shaking THUD.

ON THE ARMORED CAR'S ROOF, Toad sees this, then looks to see Jean Grey hovering this direction. The air around Jean shimmers like heat warp. Toad turns, makes a mighty LEAP...

He lands on the The Vault's roof, spinning to face Jean Grey, who comes to float above. Toad hisses.

JEAN GREY

Give it up, Toad.

TOAD

Why are you fighting us? You're mutants!
You're betraying your race!

JEAN GREY

You kill innocent people.

TOAD

No such thing.

JEAN GREY

Don't try my patience. I don't want to have to slam you.

TOAD

How's a girl like you going to slam me?!

Toad LEAPS at her, jagged fingernails poised to rip...

Jean PROJECTS a BLAST of PSIONIC ENERGY, SLAMMING him...

Toad CRASHES onto the roof, cracking the concrete.

JEAN GREY

That's how.

DOWN IN THE COURTYARD, Cyclops, Beast and Iceman circle Blob.

BEAST

You should have stayed down, Blob.

BLOB

I don't think so.

Beast LEAPS from one side, but Blob backhand SWATS him away. Iceman jumps up behind Blob, arms around his throat.

CYCLOPS

Bobby, no...

Blob struggles, then falls to his knee and bends -- throwing Iceman into Cyclops. Both heroes tumble.

Blob comes to grab Beast. A BEAR-HUG grip. Beast roars in pain.

BLOB

You're going to be my great big Teddy Bear, aren't you? Aren't you?!

UP ON THE VAULT'S ROOF, Toad lies unconscious. Jean lands and approaches cautiously.

Toad suddenly sits up -- SQUIRTS SPITTLE from under his tongue...

Spittle strikes Jean in the face. She turns and falls, blinded.

Toad runs at her. Then, CLUNK!! -- he falls back, like he ran into a plate glass window. The AIR WAVERS around Jean as she pulls at the goo.

DOWN IN THE COURTYARD, Blob's still crush-hugging Beast. Blob throws him down. Beast gasps for breath.

CYCLOPS (O.S.)

Blob, look here!

Blob turns, curious. Cyclops, still down, FIRES a beam of red energy -- right into Blob's groin.

Blob slumps to his knees, eyes wide. Pause. He falls forward.

Cyclops goes to help Iceman up, looks to Beast.

CYCLOPS
You alright, Henry?

Beast, on his knees, nods. Cyclops looks up.

CYCLOPS
Where's Jean?

A SOUND is HEARD, LOUD -- PING!! Metal snapping. Cyclops turns.

At the forklift, Juggernaut sits up. Pallet CHAINS SNAP -- PING!
PING! PING! Nearby, Sabretooth rolls over near the torn armored
car door, still dazed.

Juggernaut breaks the chains on his legs, then turns to stand.
Huge. He looks to Cyclops and Iceman. Pause.

JUGGERNAUT
X-Men. I hate X-Men.

Cyclops puts his arm out to Iceman.

CYCLOPS
Stay behind me.

Sabretooth looks to the MIRROR on the door of the armored car.
He reaches to rip the mirror off.

Juggernaut takes a step towards Cyclops -- THOOMP!! Footfall.

Cyclops BLASTS...

Sabretooth throws the mirror...

INSTANTANEOUSLY: Cyclops' red ray reaches Juggernaut. The mirror
crosses -- STARBURST! BACK BLAST...

Cyclops is POUNDED by his own energy reflected, sent sprawling.

Cyclops hits the dirt. Unconsciousness comes. FADE TO BLACK:

From DARKNESS:

JEAN GREY'S VOICE (V.O.)
Scott... Scott...

FADE IN:

Jean Grey kneels over Cyclops. Distant HELICOPTERS are HEARD.

CYCLOPS
Jean... What happened?
(looks around)
... oh, Lord ...

Beast and Iceman are down, unconscious. The bad guys are gone.
Jean helps Cyclops up.

JEAN GREY

They're okay... they're alive. We have to get out before the police come. Hold on.

CYCLOPS

Can you carry us all?

JEAN GREY

I think so. Hold on to me.

Cyclops does. Jean holds out her hands. Beast and Iceman rise, ENVELOPED in a MENTAL ENERGY FIELD.

All four X-Men rise into the night air, moving beyond the Vault's walls. HELICOPTERS are HEARD CLOSER.

INT. WAR ROOM -- DAY

On a vast TV SCREEN, C-SPAN shows the Senate in session. Senator Chester has the floor.

SENATOR CHESTER

Well, who are these mysterious X-Men? If they fight for the common good, like some claim they do, then why haven't they come forward to be accounted for under the Mutant Registration Act? Why is that?

ON TV: APPLAUSE from senators. "MUTE" appears. Chester continues ranting, silenced. IN THE WAR ROOM, CHARLES XAVIER, bald, handsome, wheelchair-bound, watches sadly. Cyclops enters, wearing RUBY RED SUNGLASSES in place of his visor.

XAVIER

What was humanity expecting? We polluted the earth. Depleted the ozone... sprayed our food with chemicals, and now that our progeny begins to show the evolutionary result, we act surprised and shocked.

CYCLOPS

Professor, I, uh, wanted to talk to you... about last night.

XAVIER

You did your best, Scott. Leave it at that. We must focus on The Brotherhood.

Cyclops is troubled. Xavier wheels to a keyboard, punches keys.

XAVIER

I've finished my latest excursion on the InterNet. The final C.S.S. UNIX code was nearly unbreakable, but I found what I was searching for...

ON THE T.V. SCREEN: a blurred image of LOGAN, with wild, spiked black hair and long black sideburns. Surveillance photo.

XAVIER

He's an operative for the Canadian government's Department H. A fellow mutant.

CYCLOPS

A mutant secret agent?

XAVIER

Yes. His name is Logan. Code named "Wolverine," and we need him very badly.

CYCLOPS

(studies screen)

What makes him so special?

EXT. TORONTO SKYLINE -- NIGHT

A glittering cityscape. In one sleek skyscraper, LOGAN, in a jet black suit, looks out a penthouse window.

INSERT TITLE -- TORONTO, CANADA

INT. SKYSCRAPER OFFICE, RECEPTION AREA -- NIGHT

Sideburns. Wild hair. It's Logan alright. He has an animalistic look to him, studies the city, lighting a cigar.

MALE VOICE (O.S.)

Excuse me, sir...

Logan looks to the snotty RECEPTIONIST, blows smoke.

RECEPTIONIST

This is a non-smoking building.

LOGAN

Not anymore, bub. Unless you're thinking of trying to take this away from me.

The receptionist shrinks. Doors open and PERKINS enters, suave.

PERKINS

Mister Logan. Follow me.

INT. BOSS MAN'S OFFICE -- NIGHT

Perkins and Logan enter. Logan carries a BRIEFCASE. Across the room, BOSS MAN sits at a desk, flanked by thug-brute BODYGUARDS. Boss Man wears a garish WRESTLING MASK.

BOSS MAN

Stay where you are.

LOGAN

Whatever you say. Nice mask.

BOSS MAN
Disarm the gentleman, Perkins.

PERKINS
(searching Logan)
There's... there's nothing here.

BOSS MAN
There must be. Find the gun.

The detector WHINES all over Logan. Even his head triggers it. Perkins is baffled. Logan smiles, shrugs... KICKS Perkins and SLAMS him aside, charging at Boss Man. Boss Man FIRES.

Logan hits the floor. He tries to get up, but is wracked by a SPASM of pain, cringing...

FLASHBACK -- LOGAN'S MEMORY -- P.O.V. FROM UNDERWATER:
through a tangle of wires and tubes, like from inside an aquarium to the outside world. A FIGURE in a lab coat passes, warped.

BACK TO SCENE, IN BOSS MAN'S OFFICE

Logan opens his eyes, disoriented. Perkins SLUGS him with the metal-detector. At the desk, Boss Man pushes a button... A BOOKSHELF SLIDES UP. Hidden passageway.

EXT. TORONTO STREET -- NIGHT

Four armored Strike-Force Agents run from the van.

INT. CHEMICAL WEAPON TEST LAB -- NIGHT

Bodyguards carry Logan's unconscious body into a futuristic lab. There's a gleaming GAS CHAMBER ahead. Logan is thrown in.

The chamber is sealed. Logan lies groggy. CLOSE: the gash on his forehead, from Perkins' blow, is already BEGINNING TO HEAL.

OUTSIDE THE CHAMBER, Boss Man, Perkins and bodyguards look in.

BOSS MAN
The chemical weapon you came here to purchase is called Bio-thrax, Mister Logan. Within minutes of contacting human flesh it causes blistering ulcers.

INSIDE THE CHAMBER, Logan gets to his knees. Through a SPEAKER:

BOSS MAN
But, that's nothing compared to what it does to your lungs. Please accept this free sample with my compliments.

OUTSIDE, Boss Man snaps his fingers. Perkins pulls a lever. GAS begins HISSING into the chamber. Logan looks up, furious, lifts his fists. Just before he's enshrouded by the gas -- SNICKT -- three METAL CLAWS shoot from the backs of his hands.

BOSS MAN

You have no need to see my face. By insisting on this meeting, you've created a atmosphere of mistrust. However... the customer is always right. Especially when he has a suitcase full of cash. Will you do the honors, Perkins?

Perkins goes to take a METALLIC ROD off a bookshelf. Flicks it on. It HUMS. Logan eyes the device.

LOGAN

Now, hold on. What's that?

BOSS MAN

A metal-detector.

LOGAN

Yeah? Whatever happened to a good old fashioned frisking?

BOSS MAN

This is less offensive to most, and more effective. What seems to be the problem?

Logan's uneasy. CLOSE on his TIE TACK: a tiny MICROPHONE HOLE.

EXT. TORONTO STREET -- NIGHT

A innocuous VAN is parked. MONITORING:

BOSS MAN'S VOICE (V.O.)

You wouldn't have been foolish enough to bring a weapon here. You wouldn't...

INSIDE THE VAN

Recording devices. A MONITOR MAN listens through headphones:

BOSS MAN'S VOICE (V.O.)

... insult me like that, would you?

Monitor Man looks to several armored STRIKE-FORCE AGENTS.

MONITOR MAN

Things just went sour.

INT. BOSS MAN'S OFFICE -- NIGHT

A no-win situation. Logan resides himself, hands up.

LOGAN

Knock yourself out.

Perkins brings the metal-detector under Logan's arm. It SQUEALS. Across the room, Boss Man stands, pointing a gun.

BOSS MAN

What... what was that?

PERKINS

Looked like... some sort of knives.

At the gas filled chamber, SLUNKT -- Logan's metal claws jut out through the glass. Boss Man and the others back away.

SKRRREEEEKKK -- Logan's claws cut with ease, then withdraw.
SKRRRENK - SKKKKKREEEEK - the claws slash quick, completing a triangular pattern in the glass, which falls out.

BOSS MAN

Don't just stand there. Get him!

Bodyguards raise guns, keeping back to avoid the rising gas. A moment, then, Logan LEAPS straight out...

TACKLES a bodyguard, crazed, face covered in blisters...

Raising a clawed fist to strike the killing blow...

INT. INNOCUOUS VAN -- NIGHT

Monitor Man hears a SCREAM THROUGH HEADPHONES, throws them off. GUNSHOTS. VIOLENCE. SCREAMS. SOUNDS like the bodyguards are battling some inhuman beast.

MONITOR MAN

(grim, of the sounds)

Here we go again.

INT. RECEPTION AREA -- NIGHT

The four Strike-Force Agents move from the elevator, guns up, past the flustered, lame Receptionist.

RECEPTIONIST

Um... do you have an appointment?

INT. BOSS MAN'S OFFICE -- NIGHT

BOOM -- the door is kicked in. Strike-Force Agents enter. The bookshelf slides up. Strike-Force Agents level guns... waiting.

Logan enters, less blistered, his suit shredded and spotted with blood. He looks around, straightening his tie.

LOGAN

I hope you brought a mop.

EXT. DEPARTMENT H HEADQUARTERS -- DAY

Establishing shot. A mirrored building surrounded by forests.

INSERT TITLE -- DEPARTMENT H HEADQUARTERS
QUEBEC PROVINCE, CANADA

INT. CANADIAN SECRET SERVICE OFFICE -- DAY

Logan is slumped in a chair. Smokes a cigar.

LOGAN

Flashbacks are coming more often now. Full of needles and torture. They're even working their way into my dreams.

JAMES HUDSON, a scholarly-looking man, fills out paperwork.
KA-CHUNK -- Logan embeds his claws in the papers.

LOGAN

Somehow I don't think you're giving me your undivided attention.

Hudson calmly looks up. Logan retracts. Hudson caps his pen.

HUDSON

You're the best agent we've got, Logan. You've served the Prime Minister well...

LOGAN

Don't start whistling "Oh, Canada" at me again.

HUDSON

Let me finish, ok? You've been on Hazard Duty a long time. With all you've done, you've earned some nightmares.

LOGAN

No. I think these visions are pieces of memories, rattling around in my head.

(long pause)

I want to know who I am.

HUDSON

No one knows.

LOGAN

I wasn't born with metal bones. Someone did that to me. Someone made me this way.

HUDSON

You're exactly how you were when we found you, claws and all. Out in the wilds of the Buffalo Woods, half-insane... living like an animal.

LOGAN

As opposed to the way I'm living now?

HUDSON

What dredged this up again?

LOGAN

It's just too convenient. Your Secret Service stumbles upon me, cleans me up... has their head-shrinkers give me back some sanity. All done out of the goodness of your heart, right, Hudson? Oh, but, lucky for you, I also just happened to be the ultimate killing machine.

HUDSON

We've tried to research your background... we can't even verify the name "Logan." What more do you want?

LOGAN

Nothing. I'm quits, that's all. See you in the funny papers.

HUDSON

You'll be back.

LOGAN

(looks, pause)
Not this time.

Logan exits.

EXT. CANADIAN HIGHWAY -- DAY

Logan rides his Harley through scenic mountains.

EXT. SMALL CANADIAN TOWN -- DAY

Logan cruises this fishing village, studies buildings. He stops in front of the "WHITECAP BAR," a log-cabin motif with faux snow.

Logan takes out an old photo. It shows the WHITECAP BAR, less dirty, less old. Same place though.

INT. WHITECAP BAR -- DAY

Busy place. Logan sits at the bar.

BARTENDER

What'll it be, friend?

LOGAN

I'm hoping you can answer me some questions. Like, how long has this place been around, the way it is now, with the whole winter wonderland thing going on?

BARTENDER

Oh, I'd say at least fifteen years.

LOGAN

You a townie?

BARTENDER

Born and raised.

LOGAN

And, how many years you put in here?

BARTENDER

Say... what's this all about? You some kind of reporter or something?

LOGAN

It's hard to explain. Want the long story...

(holds up TWENTY DOLLARS)

... or the short?

BARTENDER

(takes money)

I like stories with happy endings. I've been working this dive for almost ten.

LOGAN

Okay. Do me a favor... take a good hard look at me. Ever seen me before?

BARTENDER

(pause)

No... no... not that I can recall.

LOGAN

You sure? Take your time. It might've been ages ago.

BARTENDER

Sorry, friend, but I think if I'd have seen that face before I'd remember it.

LOGAN

It's alright... it's fine. How about sliding me a bottle of Jack?

The bartender brings up a bottle. Logan uncaps and pours, depressed. A WAITRESS comes with an order, eyeing Logan.

WAITRESS

Now, how is it you and I are going to get to know each other if you're sitting all the way up at the bar like this?

LOGAN

(pause, gulps drink)

Darlin', you don't want to know me. You wouldn't like me very much.

EXT. WHITECAP BAR -- NIGHT

Logan starts his cycle, sits back and looks to the bar. He takes out the photo of the bar, staring at it.

He bends one corner. Pockets it.

EXT. CANADIAN FORESTS -- DAY

Logan rides a dirt trail, headed for a HUNTING CABIN.

INT. LOGAN'S CABIN -- DAY

Logan sits at a desk. There's an old CIGAR BOX there, full of photographs, hundreds. Logan puts the photo of the Whitecap Bar (corner bent) in and shuts the lid.

INT. LOGAN'S CABIN -- NIGHT

Logan sleeps, dreaming. He sits up, alert... sniffs the air.

EXT. FOREST -- NIGHT

Logan moves, stealth-like. SOMEONE is HEARD. In the darkness ahead: a MAN. Logan runs... tackles...

Logan hits the ground with Cyclops pinned under him. He POPS his claws in front of Cyclops' face.

LOGAN

Don't move, pretty boy.

CYCLOPS

Mister Logan, I presume.

LOGAN

Well, how about you... all calm, cool and collected.

Logan retracts his claws, puts his fist to Cyclops' throat -- POPS his left claw, close to Cyclops' neck.

LOGAN

That's one...

(POPS right claw)

That's two. You want to go for three?

Logan looks up. Xavier arrives with Jean Grey.

XAVIER

Back down, Wolverine. We're friends.

LOGAN

How do you know that name?

XAVIER

If you'd like, we'll leave... but we have no quarrel with you. Quite the contrary, in fact, We want your assistance.

Logan studies them. He retracts claws, releasing Cyclops.

INT. LOGAN'S CABIN -- NIGHT

Jean, Cyclops and Xavier are at the kitchen table. Logan sits on his bed and opens a beer.

LOGAN

Ain't this comfy cozy... Goldielocks and the Three Mutants. So, you want me to join your... what did you call them?

XAVIER

X-Men. So named because they possess extra powers which ordinary humans do not.

LOGAN

And, how'd you manage to find me?

XAVIER

I have contacts in the international intelligence community. But, you understand, I cannot go into details... not till I have your answer.

LOGAN

You know, Department H isn't just going to give me a gold watch and a kiss goodbye.

XAVIER

You would disappear. Your Canadian citizenship would become null and void.

CYCLOPS

You'd live in secrecy, the same as us.

Logan stands, nonchalantly kicking the old cigar box under the bed. Jean notices this.

LOGAN

For the good of mankind, you said.
(off Xavier's nod, pause)
Mankind. Are we a part of that?

JEAN GREY

We are, unless we make the mistake of excluding ourselves.

LOGAN

I could really get to liking you, sweetpea.

CYCLOPS

You're out of line, Logan.

LOGAN

Maybe. But, I never was much of a team player. I'm declining your invitation. Thanks anyway.

Logan plops into a ratty chair, turns on the t.v.

CYCLOPS

Let's go. He's a lost cause.

XAVIER

Listen to me, Logan. Many of the tasks you've performed were questionable, not to mention your methods, but I'm willing to forgive.

LOGAN

I don't remember asking.

XAVIER

You are a murderer by trade. It is the label which best defines you. Murderer. Or, will you dispute that?

LOGAN

No. But, I can live with it.

XAVIER

Can you? There is a war on the way. Humans against mutants, mutant against mutant. As the battles escalate, you will be forced to choose a side. I'm offering an opportunity to fight for something far more honorable than a government agenda. Without killing.

LOGAN

Sorry... the answer's still "no."

Logan turns his attention to the t.v. Xavier stares at Logan, unblinking. After a moment, Logan looks to him.

LOGAN

You can show yourselves out.

INT. DEPARTMENT STORE -- MORNING

CLOSE on Jubilee asleep in a comfortable bed. It's dark. Then, MUZAK is HEARD. Light comes on. Jubilee stirs...

Jubilee sits up, worried, half-asleep. We now see she's in the bedding department of a department store. The store's gearing up to open. More lights. VOICES HEARD.

Jubilee, fully dressed, Rollerblades on, leaps from the bed and hoists her nap sack. She glides away, low. Gone.

INT. SHOPPING MALL -- DAY

The multi-storied mall is busy. At the FOOD COURT, a MAN puts a tray of food on a table. He turns away to put his shopping bag on a chair. Jubilee skates by...

She snags the man's sandwich. The man turns back to his tray. A Benny Hill double-take. He's clueless.

INT. SHOPPING MALL, VIDEO ARCADE -- DAY

ZAPS and PINGS abound. Jubilee's playing a VIDEO GAME. She's engrossed, till something catches her eye...

Not far away, in the mall, TWO PARENTS are seated on a bench with a happy CHILD. This saddens Jubilee. She turns back to the game, jerking the joystick in frustration.

JUBILEE
(to video game)
Come on... come on. Alright, that's it...
eat this, you creeps!

A sudden surge of VISIBLE ENERGY shoots from her hand.

JUBILEE
Oh, no! Not again...

She backs away, but energy still leaps from her to the game. The machine goes berserk. It's screen IMPLODES, smoking.

The arcade's slob of a MANAGER grabs Jubilee's arm. She's upset.

MANAGER
What the hell'd you do to my machine?

JUBILEE
Lay off, mister. It was an accident.

MANAGER
You're... you're one of them, aren't you?
(backs away, pointing)
You just stay put, little missy.

Jubilee backs off, still on skates. She flees. The manager grabs the phone, pulling a golf club from behind the counter.

MANAGER
(into telephone)
Hello? Get me mall security.

INT. SHOPPING MALL -- DAY

Jubilee whizzes along, skating between shoppers, looking back. She stops. Ahead: THREE SECURITY GOONS. They've spotted her.

Jubilee spins and skates the way she came. Fast.

IN ANOTHER SECTION OF THE MALL

Jubilee soars around a corner -- SLAMS into packages, falling...

She has knocked over Iceman (human form) and scattered the groceries he carried. She gets up, skating away...

JUBILEE
Sorry, dude. My fault.

Jean Grey and Cyclops, also loaded with bags, watch her go. Iceman gets to his feet.

ICEMAN

What was that?

Three Security Guards tear past, giving chase.

CYCLOPS

Three against one.

JEAN GREY

Doesn't seem fair. Let's see what's up.

Jean unloads her packages into Iceman's arms and runs. Cyclops does the same. Iceman's daunted, overloaded.

ICEMAN

Whoa, wait a minute...
(runs to follow)
Hey guys! Wait for me.

All kinds of stuff's popping out of the bags as he tries to run. Finally, he just throws everything down and sprints.

FURTHER ON IN THE MALL

Jubilee zig-zags. She passes the top of a busy escalator, halting. A female Security Guard's running this way. Jubilee looks back: the three Security Guards close in. She decides, kicking off...

The three Security Guards are almost upon her. She waves one arm -- FIRES a bright BLAST of COLORFUL EXPLODING SPARKS.

The Security Guards recoil, blinded, tripping over each other.

Jubilee leaps to the escalator...

She skates down, balanced, RIDING THE ESCALATOR RAIL...

BELOW, she lands and skates away. ABOVE, at the balcony, Jean and Cyclops come to look over, impressed.

ELSEWHERE IN THE MALL

The slob arcade manager runs, golf club in hand. Across the way, he spots Jubilee skating the other direction.

At the mouth of a long SERVICE HALLWAY, Jubilee stops. There's an EXIT. She hurries on... reaches the door. Locked.

MAN'S VOICE (O.S.)

Nowhere to go from here, mutie.

The manager comes down the hall, club ready. Jubilee's trapped. She points to the exit.

JUBILEE
This is such a fire hazard.

MANAGER
That game you blew up cost me two thousand dollars.

JUBILEE
(holds her hands up)
Look, weirdo... don't make me zap you.

MANAGER
I don't care what you do...

He swings the club the width of the hall, closing in.

MANAGER
... I'll just keep swinging.

Jubilee's scared. Suddenly, the golf club is yanked from the manager's hands, spinning backwards...

At the hall's mouth, Jean Grey catches it. Cyclops and Iceman are behind. Jean snaps the club in half, drops it, looks up.

JEAN GREY
Right about now's a good time for you to flee.

The X-Men step aside. The wary manager squeezes past and runs.

JUBILEE
Who are you guys?

JEAN GREY
My name's Jean Grey. Who's with you, dear?
Where are your parents?

JUBILEE
I live here. My parents... they're dead.

CYCLOPS
We should sort this out elsewhere.
Security's still looking for her.

Jean Grey nods, motions to the exit door. It BURSTS open. They leave, with Jubilee admiring Jean's handiwork.

JUBILEE
Cool...

Iceman's last one out. He shoves the door shut.

EXT. THE PLAZA HOTEL -- DAY

Secret service men everywhere. A motorcade waits, like for the President, except it's for... Senator Chester, glad-handing, waving to the cheering crowd as he makes his way to a limo.

INT. SENATOR CHESTER'S LIMOUSINE -- DAY

Chester gets in, surprised he's not alone. MALKIN, a dapper, African-American Senator, sits waiting.

SENATOR CHESTER

Malkin. What brings the great Senator of the State of New York into my back seat?

MALKIN

Your blind stupidity.

SENATOR CHESTER

Really? Well then, please enlighten me.

Chester turns on a television. The car moves. The t.v. shows news coverage of this same motorcade.

MALKIN

Accepting a speaking engagement from a Nouveau-Nazi group like the "Friends of Humanity" is tantamount to supporting their anti-mutant rhetoric.

SENATOR CHESTER

(of the t.v.)

I do love watching myself leave.

MALKIN

Listen to me, Chester. What you're doing is wrong. Stop preaching hatred every time someone puts a camera in your face.

SENATOR CHESTER

Who's preaching? I'm just talking. And, it just so happens that a hell of a lot of people are listening.

EXT. NEW YORK CITY STREETS -- DAY

Chester's motorcade moves down the street, slowing. Gridlock.

VERY HIGH ABOVE, ON A ROOFTOP

Blob peers down at the motorcade far below. He smiles.

Blob climbs onto the rooftop wall. He pauses. Then, with giddy yelp, he does a swan dive -- disappears over the edge. WE DO NOT SEE. We wait. We HEAR the TREMENDOUS O.S. IMPACT.

EXT. NEW YORK CITY STREETS, CRIME SCENE -- NIGHT

Loads of investigative activity. A Range Rover arrives. GYRICH, a crew cut in military issued glasses, gets out, crossing under police ribbon. A worried INVESTIGATOR spots him.

INVESTIGATOR

Um, pardon me...

GYRICH
Henry Gyrich. National Security Council.

Gyrich keeps walking, flashing his identification.

INVESTIGATOR
Well, Mister Gyrich... let me fill you in
on the situation here...

Gyrich stops dead, an inch from the man's face.

GYRICH
Go away from me.

Gyrich shoves the flustered investigator away. Walks on.

Gyrich arrives at his destination, looking at something O.S.
Whatever he's looking at, it makes him very angry. Pause.

GYRICH
Filthy, damn, stinkin' muties.

Now, WE SEE: Gyrich faces the weird WRECKAGE OF SENATOR CHESTER'S
LIMOUSINE. At the car's crushed center, there's a hole in the
warped metal and a hole in the street. Blob passed through.

EXT. CANADIAN LAKE -- DAY

Logan is on an outcropping of rock, staring at the lake.

LOGAN
Hey there, Hudson. Looking for me?

Hudson comes from foliage, annoyed, pulling burrs from his suit.

HUDSON
I don't know how you can stand living out
here around all these trees and dirt. It's
insane. I know you claim to have quit...
you still might like to see this...

Hudson hands over a YELLOW PAPER. Logan reads, getting angry.

HUDSON
Came in on a ghost channel, addressed to
you. It's a request for a meeting and it's
not hard to figure out who sent it.

Logan looks across the lake...

FLASHBACK -- LOGAN REMEMBERS

An APARTMENT. Curtains flow at an open window. The room is
destroyed. Furniture broken. Walls torn by claws. Logan is
thrown INTO FRAME... hits the floor. He lays there, face swollen
and bruised. Clawed hands lift him. It's Sabretooth, hair
shorter, younger.

SABRETOOTH

Couldn't leave without saying goodbye to my favorite buddy. No sir, that just wouldn't be proper.

Sabretooth throws Logan against a mirror, SHATTERS it...

Logan crumples. Sabretooth steps over him.

SABRETOOTH (O.S.)

Enjoy the afterlife, Wolverine. It was a real pleasure knowing you.

A DOOR is HEARD SLAMMING. Logan does not move. Not far from him, a FEMALE HAND sticks out from behind the couch. Red nail polish. Palm up. Motionless.

BACK TO SCENE, WITH HUDSON

HUDSON

Department H still considers him absent without leave. We want him back.

LOGAN

I'm in... but, only if I go alone. No back-up. No extraction team.

HUDSON

I figured as much. You know, he's probably counting on that.

LOGAN

How would you like him? Alive or dead?

HUDSON

Use your discretion.

LOGAN

I'll do that. I'll use my discretion.

Logan tosses the paper in the air, POPS claws, swings...

Four cut strips of paper float onto the lake's placid surface.

INT. NIAGARA FALLS RESTAURANT -- NIGHT

High-class restaurant. Busy. CLASSICAL MUSIC PLAYS. At the entrance, Logan, well dressed, searches the crowd.

MAITRE D'

Do you have a reservation, sir? Sir?

Logan spots what he came for, walks. Huge windows face a spectacular view of the HORSESHOE FALLS at night. Logan reaches a table occupied by Sabretooth.

SABRETOOTH

Logan. Grab a seat. We need to talk.

LOGAN

(sits, wary)

How's the mercenary business these days, Sabretooth? Assassinate any good foreign dignitaries lately?

SABRETOOTH

Actually, I been monogamous for a while now. Working on a sort of a... crusade.

LOGAN

Isn't that special?

A WAITER approaches. He timidly puts a plate before Sabretooth. A raw steak with garnish.

WAITER

Your... um, steak, sir.

The waiter splits. Sabretooth cuts the meat with a claw.

SABRETOOTH

Hope you don't mind I ordered without you.

LOGAN

Nah. Seeing you again, I doubt I'd be able to keep solid food down.

SABRETOOTH

Now, what kinda way is that to talk to your old spying partner? We been through a lot together, you and me.

LOGAN

We worked together, nutball. We were never partners.

SABRETOOTH

If looking at it like that makes you feel better, fine. But, I been sent to ask if you want to team up again. See... a bunch of us got something going. We're about to be putting a big hurt on a lot a people.

LOGAN

I'm not interested, okay? So, that's all of that, right? You done jawing?

SABRETOOTH

Sure am.

Logan stands, takes off his jacket, rolling his sleeves up.

LOGAN

You know, not a day goes by I don't think about how much I'd like to take you out.

SABRETOOTH

Hey, I was only fulfilling an obligation. I'm glad you said no, cause now I got an altogether different obligation to stomp you into the ground. I've been hating you so long I don't even remember what started it.

As he talks, Sabretooth takes off his cowboy boots, revealing long-clawed toes. Logan takes off his tie.

LOGAN

I know what started it for me. You murdered the only woman I ever loved.

SABRETOOTH

Hah, that's right. Now, why did I snuff her again? Oh, yeah... didn't really have a reason... I did it for fun.

SNICKT -- Logan's claws shoot out as he lunges...

Sabretooth tips back his chair -- backwards somersault. Logan topples the table. Sabretooth springs to his feet.

SABRETOOTH

Step right up.

Logan advances. Dinner-goers start a panicked rush for the door. WOMEN SCREAM. Sabretooth and Logan circle, then attack, grappling. Sabretooth holds Logan's wrists to avoid claws, shifts and throws...

Logan hits the wall.

Sabretooth grabs a steak knife, throws it...

Logan ducks -- THUNK -- the knife embeds in the wall.

Logan charges, but Sabretooth leaps onto a table. Logan slashes, missing. Again and again, Logan swings and misses, chopping tables and chairs to pieces...

Sabretooth keeps avoiding, from table to table, amazingly adept, keeping balance even from chair back to chair back.

LOGAN

Hold still, ya freak!

Logan flails. Sabretooth kicks him across the face.

Logan goes down. He struggles up, but falls, gripping his head.

FLASHBACK -- LOGAN'S MEMORY

FROM BLACKNESS, P.O.V. IMAGES APPEAR: MOVING THROUGH an INDUSTRIAL CORRIDOR, passing doorways, searching. ROUNDING a CORNER... ahead are MILITARY MEN in high-tech uniforms.

The Military Men look this way, alarmed, raising automatic weapons...

BACK TO SCENE, IN THE RESTAURANT

Logan's still in the flashback. Across the room, Sabretooth yanks an espresso machine from the wall...

SABRETOOTH

Anyone for an after dinner espresso?

Logan jerks his head back. He looks just as Sabretooth throws...

Logan rolls. The espresso machine SMASHES, barely missing.

Logan leaps to the buffet table, moving. There's a large ICE SCULPTURE there. Logan slices off a huge chunk, heaves it...

Sabretooth runs, but the ice chunk CLOBBERS him. He's down.

Logan closes in, SCRAPING claws together.

LOGAN

Say goodnight, Gracie.

Logan brings one hand, but several spoons fly over -- CLINK, CLINK -- attaching to his claws. Logan looks...

Silverware leaps from everywhere, drawn to his claws.

CLINK, CLINK, CLINK -- hundreds of knives, forks and spoons. Logan tries to shake them, but his claws are useless, heavy.

In a corner of the room, one final patron has remained. He stands. It's Magneto.

MAGNETO

You should have come into the fold,
Wolverine. What a pitiful waste of talent.

Logan sees Sabretooth getting up and moving in. Logan lets out a HOWL of rage, runs, SLAMS into Sabretooth.

They both SMASH through a plate glass window...

EXT. NIAGARA FALLS, HILLSIDE -- NIGHT

Logan and Sabretooth fall, surrounded by glass and cutlery. They hit a rocky hillside, tumbling...

WHOOOMP -- they land on a rail-bordered ledge. It's a SCENIC LOOK-OUT POINT, close to the falls. Sabretooth is first to rise.

SABRETOOTH

You're too much, shrimp. Trying to kill
me... you almost killed yourself.

Sabretooth lifts Logan over his head.

SABRETOOTH

Silly me... did I say almost?

Sabretooth throws Logan over the rail.

Logan drops... disappears in the raging fury of Niagara.

EXT. X-MANSION -- NIGHT

INSERT TITLE -- UPSTATE NEW YORK, SALEM CENTER

It's raining hard. Lightning illuminates the X-MANSION. A SIGN reads "XAVIER INSTITUTE FOR HIGHER LEARNING"

INT. X-MANSION 2ND FLOOR, BEAST'S LIVING QUARTERS -- NIGHT

Books, books, books. Beast, in reading glasses, hangs upside down from ceiling-mounted "monkey-bars," reading "TO KILL A MOCKINGBIRD." OPERA MUSIC PLAYS.

INT. X-MANSION 2ND FLOOR, XAVIER'S LIVING QUARTERS -- NIGHT

Jubilee struggles over math problems. Xavier wheels to watch over her shoulder, looks at a stopwatch.

INT. X-MANSION SUB-BASEMENT, WAR ROOM -- NIGHT

Iceman (human form) is asleep at a SECURITY STATION of TV and radar screens. An ALARM SOUNDS. Iceman awakens.

He stands, punches buttons and studies screens.

INT. X-MANSION 2ND FLOOR, XAVIER'S LIVING QUARTERS -- NIGHT

ALARM. Jubilee and Xavier look up.

JUBILEE

What's that?

XAVIER

Come with me. Quickly.

Xavier wheels to an elevator. Jubilee gladly drops her pencil.

JUBILEE

Saved by the bell.

She runs to join Xavier. The elevator shuts.

EXT. X-MANSION GROUNDS, LAWN -- NIGHT

A door pops open in a LAWN ROCK. A RADAR MAST rises, scanning.

INT. X-MANSION 2ND FLOOR, LIVING QUARTERS HALLWAY -- NIGHT

ALARM. Beast runs down the hall. Cyclops comes out one door, adjusting his visor. Cyclops waits for Beast to pass, makes sure the coast is clear, then ushers Jean Grey out.

INT. X-MANSION SUB-BASEMENT, WAR ROOM -- NIGHT

ALARM. Elevator doors open. Xavier and Jubilee enter.

XAVIER

What have we got, Robert?

In front of Iceman, one MONITOR shows the Institute's wrought-iron main gate hanging open in the rain.

ICEMAN

The perimeter's definitely been breached. Thermal sensors and radar are going crazy, but they're being taken out before they can cross-reference. Watch...

Iceman points to a radar screen. It shows an erratic BLIP heading towards the center. The SCREEN GOES DEAD.

EXT. X-MANSION GROUNDS, LAWN -- NIGHT

The hidden RADAR MAST is ravaged, innards exposed.

EXT. X-MANSION FRONT DOOR -- NIGHT

ALARM. FLOOD LIGHTS. The doors swing open and Cyclops, Beast and Jean Grey step out, ready.

CYCLOPS

Take the rear, Henry.

BEAST

I'm on my way.

Beast runs off. Cyclops and Jean Grey cross to the driveway.

INT. X-MANSION SUB-BASEMENT, WAR ROOM -- NIGHT

Iceman and Xavier continue monitoring. The PITCH of the ALARM CHANGES. The room is bathed in RED LIGHT.

JUBILEE

Let me guess. Red alert?

Xavier sits back, shuts his eyes...

XAVIER'S VOICE (V.O.)
(PROJECTING his thoughts)

Jean... can you hear me?

EXT. X-MANSION FRONT DOOR -- NIGHT

Cyclops and Jean Grey move across the lawn. Jean turns her head, responding to Xavier, also PROJECTING...

JEAN GREY'S VOICE (V.O.)

I'm here, Professor.

XAVIER'S VOICE (V.O.)
The intruder has entered the mansion.

Jean heads back to the mansion, shouting to Cyclops.

JEAN GREY
Scott... they're inside the house.

EXT. X-MANSION GROUNDS, BACK YARD -- NIGHT

Beast comes around the side of the mansion. He sees something across the lawn near a line of trees...

Lightning illuminates a Harley Davidson motorcycle.

INT. X-MANSION, FRONT DOORS -- NIGHT

Jean runs into the foyer and halts, looking up in shock just as Cyclops arrives to back her up.

JEAN GREY
Logan.

Logan sits at the top of the broad, central staircase, still in the clothing Sabretooth ruined, soaked and hurt bad.

LOGAN
Your security system could use some improvements.

He stands, weak. He takes a step, but blacks out and falls. Jean Grey comes to catch him.

LOGAN
... nice catch...

JEAN GREY
What happened to you?

LOGAN
Bad things, darlin'... Bad things.

LOGAN'S DREAM -- LOGAN'S MEMORIES

P.O.V. FROM UNDERWATER, through a wires, blood tubes and bubbles; like from within an aquarium to the outside world. A FIGURE in a lab coat passes, warped. FADE TO BLACK...

FROM BLACKNESS, P.O.V. IMAGES APPEAR, MOVING THROUGH an INDUSTRIAL CORRIDOR, passing doorways, searching. P.O.V. ROUNDING a CORNER... ahead are high-tech MILITARY MEN. They look this way, alarmed, raising weapons...

P.O.V. CHARGES at Military Men, into BRIGHT, RAPID GUNFIRE. Then, BLINDING WHITENESS...

FROM WHITENESS... a different type of image blooms... P.O.V. of a FIELD OF FLOWERS. Crystal clear. Silent.

There's a GREY HAired WOMAN in the field with her back to us. A breeze blows her hair. Peaceful.

INT. X-MANSION, WOLVERINE'S LIVING QUARTERS -- NIGHT

Logan sleeps, shirtless, still baring massive wounds. TIME CUT to LATER NIGHT... as Logan sleeps, he HEALS...

TIME CUT, LATER NIGHT... Logan's face is less swollen. His torso is almost healed, covered in scars.

TIME CUT, LATER... morning. Logan is whole. No scars.

INT. X-MANSION, VARIOUS ROOMS, LIBRARY, HALLWAY -- DAY

Xavier leads Logan through the vast library into a hall.

XAVIER

... dining rooms, kitchen and parlor are found in the other wing. As you can see, everything on this floor has been designed to be viewed by the general public. As far as they know, this is merely a school for gifted students.

They reach an elevator and enter it. As the door close:

XAVIER

The sub-basements, however, are an entirely different matter altogether.

INT. WAR ROOM -- DAY

Xavier and Logan enter. For the first time we see the War Room's full glory. Vast. Many futuristic computer stations.

XAVIER

The War Room. We've tapped into the F.B.I., C.I.A. and NORAD Central Command... even your Department H. All civilian, military, and police data is harvested.

LOGAN

I hope you're not expecting me to learn Word Perfect.

XAVIER

I doubt the day will ever come when you're allowed to touch anything in here.

XAVIER

Why are you trusting me? Why show me all you secrets right off the bat?

XAVIER

Trust is the only thing of any real value I'm showing you.

(MORE)

XAVIER (cont'd)

You already know the one piece of information that could hurt the X-Men most. Our location.

LOGAN

Now that you mention it, how did I know that? I mean, I just came...

XAVIER

I planted it in your mind the night we met. The information was hidden, till the moment you decided to accept my offer.

LOGAN

Without me even knowing.

XAVIER

And I do apologize. Such uninvited intrusions are morally wrong, but I felt had no choice. Being a telepath, I face similar dilemmas every day. Right now, for example, I could read every thought in your head with ease... if I choose to.

Logan ponders this as Xavier wheels to a high-security door.

INT. CEREBRO CHAMBER -- DAY

The door rises. A high-tech chair sits surrounded by controls, beneath a techno-amazing CEREBRO HELMET.

XAVIER

This is Cerebro. Its sensors constantly sweep the globe, piggy backing existing satellite projections. By linking with it, I'm able to detect the unique waves of psionic energy emitted by super humanly powerful mutants.

LOGAN

So, you could use it to find The Brotherhood... and Sabretooth.

XAVIER

Cerebro unfortunately cannot specify exact locations, though it has already confirmed their continued presence in the city.

Xavier hits a key: produces a HOLOGRAPHIC MAP of N.Y.C. Logan watches wispy SIGNALS of RED flow across it.

LOGAN

Who's running that roadshow, anyway? Who's the guy who turned me into a giant magnet?

XAVIER
 (troubled pause)
 The time will come for this discussion.
 Till then, I'll have to ask you not to
 mention that incident to the other X-Men.

INT. X-MANSION, DANGER ROOM CONTROL ROOM -- DAY

Another technological wonderland. Beast is at the control panel.
 Jean Grey and Cyclops flank him. We can't see what they're
 looking at through the large VIEWPORT WINDOW.

JEAN GREY
 Not bad.

BEAST
 Not bad at all.

CYCLOPS
 Not good enough.

Door opens. Xavier and Logan enter. Jubilee is seated nearby,
 chewing gum and reading a comic. Cyclops and Jean turn.

XAVIER
 Logan... you've already met Jean Grey and
 team leader Scott Summers, a.k.a. Cyclops.
 This is Jubilee, our newest member.

Jubilee's intimidated. Logan towers over her, unimpressed.

LOGAN
 Where's her babysitter?

XAVIER
 Jubilee won't see battle. Not till she's
 old enough. Right now we're teaching her
 to control the explosive pieces of raw
 energy her body is able to generate.

LOGAN
 (uninterested, moves on)
 Great... whatever.

JUBILEE
 (under her breath)
 Jeez... nice meeting you too.

XAVIER
 This busy gentleman here is Henry McCoy.
 Biochemist and genetic researcher
 extraordinaire, otherwise known as Beast.

BEAST
 A distinct pleasure. I'd shake hands, but
 I don't have a free one.

Logan isn't looking at Beast, he's looking through the viewport.

XAVIER

Henry's putting our young Iceman, Robert Drake, through his paces. We call this the Danger Room.

LOGAN

Good name.

THROUGH THE VIEWPORT: a sound stage sized room. The greasy, burnt, metal walls and ceiling of the DANGER ROOM are covered in trap doors, compartments, gun barrel holes, sensors, etc. Iceman runs for his life, dodging LASER BEAMS.

IN THE DANGER ROOM, Iceman sprints, LASER BEAMS ZIPPING past. He looks over his shoulder. KACHUNG -- a metal WALL shoots up from the floor and the oblivious Iceman slams into it.

Iceman rolls, still under fire. He places his palms on the floor. A PILLAR OF ICE forms, growing...

Shooting into the air, CARRYING Iceman.

Across the room, LASER CANNONS shift to retarget.

Iceman FIRES jagged ICE PROJECTILES...

SMASHES the laser cannons, disabling them.

Atop the ice pillar, Iceman lets out a laugh. Below, a panel whips open in the wall. A BATTERING RAM shoves out...

SHATTERS the pillar. Iceman cries out as he falls.

On the floor, a crude ICE SLIDE morphs into existence. Iceman hits it near the top and slides through.

The slide spits him out at the bottom. He rolls. Stops. A trap-door opens and a FIRE CANNON rises... SHOOTS FLAME...

Engulfing Iceman. He crawls from fire, sharp edges melted.

Iceman stands, reforming, gasping for breath. Suddenly, he's POUNDED from above by a battering ram...

Iceman is pinned, face down, with the ram pressing... crushing him. He's CRACKING. He cries out. CRACKING... a BLARING HORN SOUNDS. The ram lets up, withdrawing.

IN THE D.R. CONTROL ROOM, everyone's grim. Xavier especially.

XAVIER

(into INTERCOM)

That's enough for today, Robert.

JUBILEE

You... you almost killed him.

Cyclops watches as Iceman gets up slowly.

CYCLOPS

He almost killed himself.

(to Jubilee)

Now maybe you see why the Danger Room's off limits to you.

JEAN GREY

He has to learn to react quicker.

BEAST

More quickly, actually.

XAVIER

He will. Make sure of it, Scott. Spend extra time with him.

(pause, looks to Logan)

What do you think?

LOGAN

Looks like fun. When's my turn?

CYCLOPS

It's not fun, Logan. It's for real. I doubt you're ready for it.

LOGAN

I'm for real too, Cyke, so it's a perfect match. Or, didn't your mommy teach you to share your toys?

CYCLOPS

You don't know anything about the D.R. except what you just saw. You go in now, you just might not come out.

LOGAN

So, why don't we let the big man decide?

Logan and Cyclops look to Xavier.

INT. THE DANGER ROOM (TIME CUT) -- DAY

D.R. doors open. Logan enters and walks to center. SNICKT -- pops claws, looks up to the control room.

CYCLOPS (V.O.)

(from LOUDSPEAKER)

You still want to do this?

Logan retracts and extends his claws on both hands... 1,2,3, 1,2,3, 1,2,3, like impatient, drumming fingers.

LOGAN

I'm waiting.

THREE TONES are HEARD. Irises in one wall open. PHUT - PHUT - PHUT -- leather MEDICINE BALLS fly...

Logan runs, missed by several. One medicine ball WHACKS him in the small of his back and knocks him down.

CYCLOPS (V.O.)

Last chance to change your mind.

LOGAN

Shut your cake-hole.

Logan stands. CLANK - up pops the FIRE CANNON. Logan runs straight at it, leap-frogs over just as it BLASTS.

Logan spins, searching for the next threat.

High above, a mini MISSILE LAUNCH RACK reveals itself.

Logan books. Mini-missiles EXPLODE behind. Ahead, a wall jumps up, creating a dead end. Logan does not slow, leaps and repels... running the other direction without missing a step.

Logan runs to the wall ahead, flattens against it.

The missile launcher is above. It stops firing, WHIRRING as it tries to target. Can't make the angle.

Logan smiles, but that smile fades as the wall he's against starts tipping towards him. Logan runs...

A section of wall falls like a ten ton domino. Logan gets out from under as the wall SLAMS flat.

Logan slides to a stop, looks to the viewport, cocky.

LOGAN

You'll have to do better than...

Logan looks up. Uh oh. A spiked, RAM ARM hurtles down.

Logan dives away as the ram POUNDS. The ram retreats. The floor opens. Logan is momentarily eye to eye with a DRONE ROBOT.

Logan gets up. The bizarre, lanky drone-bot rises into full view. Logan looks behind him. FOUR other DRONE-BOTS arrive similarly. Logan backs up, claws ready.

The drone-bots attack with buzz-saw hands and serrated fingers. Logan blocks with the backs of his claws, kicks one drone-bot away. Another drone-bot strikes... Logan hits the ground, his shoulder cut up pretty bad.

IN THE D.R. CONTROL ROOM, Xavier and the rest of the X-Men watch.

CYCLOPS

I'm shutting it down.

XAVIER

No. Let him continue.

IN THE DANGER ROOM, Logan stands, furious. The drone-bots are coming. Logan goes to meet them with a cry of rage. He swings, cutting into drone-bots as they try to counter...

Drone-bot pieces fly to the Danger Room floor.

Logan cuts one drone-bot in half, grabs another drone-bot's arm, cuts it off. A drone-bot buzz-saw SLICES Logan's back. Logan turns -- IMPALES the drone-bot's head.

Logan keeps RIPPING, SHREDDING, SMASHING and BASHING.

IN THE D.R. CONTROL ROOM, Cyclops is amazed, a little frightened.

CYCLOPS

My God...

IN THE DANGER ROOM, Logan tosses the last drone-bot, breathing hard, calming. The HORN BLARES. Pause. Logan looks up.

LOGAN

I'm going to Disneyland.

INT. X-MANSION, XAVIER'S QUARTERS -- NIGHT

Cyclops broods by the window. Xavier's in his wheelchair.

CYCLOPS

He's not one of us.

XAVIER

Have patience.

CYCLOPS

Besides his... his berserker instincts, we both know the only reason he's here is to get another crack at Sabretooth.

XAVIER

Yes, but try to empathize. Logan's claws are amongst the deadliest weapons known to man. Forged of adamantium, the same rare alloy bonded to his unbreakable bones, they can cut through virtually anything with the application of even the slightest pressure. A degree of instability is to be expected.

(off Cyclops' discontent)

He is an X-Man now, Scott. Like you, Iceman... any of you. One by one, you came to me, or I sought you out. And now that Logan has come, he is just as deserving of chance to learn to live with himself.

INT. X-MANSION, INDOOR SWIMMING POOL -- NIGHT

Jean Grey swims across the pool. At the far end, she climbs out.

LOGAN (O.S.)

Nice night for a dip.

Jean's startled. Logan's on the diving board, smoking a cigar.

JEAN GREY

What can I do for you, Logan?

LOGAN

You're doing it.

She does look good in her bathing suit. Jean motions. Her towel leaps up and comes to her. She covers up.

LOGAN

Aw... you don't have to be shy around me.

JEAN GREY

Let me explain, before you try to take this relationship beyond the leering stage...

LOGAN

I know... you already got a boyfriend. A certain fella goes by the name of Cyclops.

(off her confusion)

That night in my cabin, I could smell your lipstick on pretty-boy's breath. So, either you two had been smooching it up, or he was borrowing your shade.

JEAN GREY

Good night, Logan. Sleep tight. Don't let the bed bugs bite... as if they'd try.

LOGAN

What's your hurry?

JEAN GREY

Something about being alone in a room with you makes me uneasy.

LOGAN

That's my animal magnetism.

JEAN GREY

No, it's fear.

LOGAN

Afraid you're going to fall in love.

JEAN GREY

Afraid you're a lunatic.

LOGAN

Crazy for you.

Jean Grey just shakes her head and exits.

LOGAN

Logan... you are a heel.

Disgusted with himself, he chucks his cigar into the pool.

INT. X-MANSION, CYCLOPS' LIVING QUARTERS -- NIGHT

Jean Grey is on the bed, drying her hair with her towel. She stops, stares at the wall, thinking. Cyclops (sunglasses) enters from the bathroom in a robe.

CYCLOPS

What's wrong?

JEAN GREY

Hm? Oh, nothing.

(pause, sees his doubt)

Really. Just thinking.

Cyclops sits beside her, kisses her. Long kiss.

JEAN GREY

We have to tell them.

CYCLOPS

Tell them what?

Cyclops leans to kiss again, but she stops him.

JEAN GREY

I'm tired of sneaking in here every night, then having to hurry back to my own room before the sun comes up.

CYCLOPS

But, what are they going to say? And, with Professor Xavier... around him I still feel like some little kid.

JEAN GREY

We shouldn't worry what they'll think or say. We shouldn't have to worry.

Jean falls back on the bed. Cyclops joins her, takes her hand.

JEAN GREY

I wish... just once... I'd give anything to be able to look into your eyes. Just once in my lifetime.

CYCLOPS

You know that can never happen. These lenses are the only thing keeping me from destroying everything I look at. Without them... without them, who knows?

Jean moves to him. Holds him.

EXT. X-MANSION, REAR -- NIGHT

CRICKETS CHIRP. The mansion is dark.

INT. X-MANSION, LOGAN'S LIVING QUARTERS -- NIGHT

A SAMURAI SWORD rests on a display rack. Logan sits crosslegged on the floor, sorts through photos from the cigar box.

Photos of different people, different places. Logan studies one, then puts it down and picks up another. Many photos are laid out around him. Many have one corner bent.

EXT. CITY HALL, MANHATTAN -- NIGHT

City Hall. 19th-century architecture. Georgian with a French Renaissance influence. A flickering is seen in the windows.

HUGE EXPLOSION -- windows are blown out by fire and cinder.

INT. X-MANSION, XAVIER'S LIVING QUARTERS -- DAY

The T.V. shows NEWS IMAGES of firemen spraying down the remains of City Hall. Xavier listens, his head bowed.

ANCHOR'S VOICE (V.O.)

(from television)

... fire that started in the archives of City Hall, gutting the structure. Another in a series of terrorist acts by "The Brotherhood." Here is a portion of the message received by authorities:

MAGNETO'S VOICE (V.O.)

If it is your desire to fear mutants, it is our pleasure to give you something worth fearing.

Xavier looks to the TV. This voice fills him with dread.

MAGNETO'S VOICE (V.O.)

Hate us, and we gladly hate you back. Attempt to imprison us or label our flesh, and we will rise up and we will build our cities with your bones.

INT. X-MANSION, PARLOR -- DAY

The assembled X-Men face Xavier, who seems angry, terse.

XAVIER

Beast and I leave for Manhattan within the hour. I would like to see a marked improvement in this team upon my return. Will I see such an improvement, Scott? Can I depend on that?

CYCLOPS
 (bristling)
 Where there's room for improvement.

Jubilee leans towards Iceman, whispers.

JUBILEE
 (whispers to Iceman)
 Someone got up on the wrong side of bed.

XAVIER
 Perhaps I haven't made myself clear in the past. The Brotherhood may be demanding the abolition of the Mutant Registration Act, but I am utterly convinced they have set their sights on a some much higher goal.

CYCLOPS
 Yes, sir. We know.

XAVIER
 Good. Then you'll see why, in addition to the regular training, I want counter-force response times cut in half.

ICEMAN
 Are you serious?

XAVIER
 Ten minutes. From the second the War Room alerts us to a major incident in Manhattan to the moment the X-Men arrive on scene. Ten minutes.

ICEMAN
 That's pushing the envelope.

CYCLOPS
 It takes the helicopter almost ten minutes just to travel...

XAVIER
 (angrily)
 Run the drills and make it happen. Is that understood?

The X-Men are taken aback, except Logan, who doesn't care

JEAN GREY
 Why are you like this, Charles? What's this about?

XAVIER
 This is about the fact that the darkest days of our lives lie just ahead, and we have precious little time to make ready.

ICEMAN

We're doing the best we can. I've got the bruised ribs to prove it.

XAVIER

I suggest you strive to do better, unless you are prepared to accept another defeat. Because, this time, there may be many more lives at stake other than yours.

EXT. UPSTATE NEW YORK ROADWAY -- DAY

Xavier's car speeds through lush, upstate NY.

INT. XAVIER'S CAR -- DAY

Beast drives, disguised in an overcoat, sunglasses and hat. Xavier stares out the window.

BEAST

What exactly was that back there, Charles? Tough love?

XAVIER

It had to be done.
(pause, regretting)
How harsh was I?

BEAST

Perhaps you made a few valid points, but a quote by Mark Twain does come to mind regarding your delivery.

XAVIER

And it is... ?

BEAST

"Intemperate temperance injures the cause of temperance, while temperate temperance helps it in its fight against intemperate intemperance." Or, as Jubilee might put it, "chill out." Just a little.

XAVIER

I'll try to remember that. Thank you.

BEAST

Just what do we hope to accomplish on this breezy jaunt into the Big Apple?

XAVIER

I'm not certain yet. We may be looking up an old acquaintance of mine.

BEAST

Interesting. Care to elaborate?

XAVIER

No.

BEAST

Alright then. As long as you don't make me sit through "Cats" again.

(looks in rearview mirror)

Uh oh...

Xavier looks back. A POLICE CAR follows, red lights revolving.

EXT. ROADWAY -- DAY

Xavier's car stops. The police car stops behind.

INT. XAVIER'S CAR -- DAY

Beast looks in the mirror. He takes off his sunglasses, looks expectantly to Xavier.

XAVIER

No. You know how I feel about this.

BEAST

I understand your reticence, but what choice do we have? It's a harmless illusion...

XAVIER

I won't do it. I simply will not.

BEAST

Okay, okay. The only other thing I can think of is for us to switch places, and I could hope he doesn't notice me. But, that may be a problem, if, say, oh... the officer asks you to step out of the car.

XAVIER

Alright... alright. Take off your hat.

EXT. ROADWAY -- DAY

A POLICEMAN walks to tap the driver's window. The tinted window rolls down... reveals MEL GIBSON.

MEL GIBSON

Howdi there, officer. Jeez, was I going too fast or something?

POLICEMAN

Hey... I know you. You're that actor guy... in all those great cop movies where everything explodes.

MEL GIBSON

Yeah, well, that's me. I, uh, was also in this thing called "Hamlet," but anyway...

Xavier has his eyes closed, fingers pressed to his temples.

MEL GIBSON

Don't mind him. That's my agent there. Got a really bad migraine headache from all the back-stabbing and double-dealing he's been doing. Listen, I'm on my way to a big movie premiere and I was kind of hoping you might, you know... see your way clear to letting me slide.

(movie star smile)

Just this once.

EXT. BROOKLYN NAVY YARDS -- DAY

TWO TRACTOR TRAILERS approach the sprawling, industrial Brooklyn Navy Yards. Two guards open the gates.

EXT. BROOKLYN NAVAL YARDS, THE COMPOUND -- DAY

Doors slide opened to allow the tractor trailers in to a massive RUSTY BUILDING.

INSIDE THE COMPOUND, the trucks enter a cavernous, Ken-Adamish, government station. TROOPERS and TECHNICIANS mill about.

Gyrich walks to meet BOLIVAR TRASK, a pale, scientist nebbish, who climbs from one truck. Trask looks weary.

GYRICH

Welcome to the Compound, Trask. Your illegally siphoned tax dollars at work.

TRASK

Thank you. It's very nice. Um, now... if I could be shown my room, I'm exhausted...

GYRICH

Later, Egghead. First, I want a look-see at the goodies you brought me.

AT THE BACK OF ONE TRUCK, men open the doors. We ENTER the dark trailer. MACHINES are HEARD HUMMING. All we can see are TWO PAIR of GLOWING EYES. (The Sentinels)

EXT. CITY HALL, MANHATTAN -- DAY

City Hall's blackened facade is wrapped in police ribbon.

INT. CITY HALL, BASEMENT ARCHIVES -- DAY

Gutted by fire. Xavier sits surrounded by scorched archival shelves of black ash.

XAVIER

These were historical archives. There were plenty of other buildings for them to choose... buildings filled with potential victims, not empty like City Hall was last night.

Beast is nearby, at heat-warped file cabinets. He reaches into a drawer, taking out a handful of ash.

BEAST

Maybe they did take something. If that were the case, the fire not only despoils a landmark, it covers their tracks.

XAVIER

Yes, but what might have been here that they would need? What does the Brotherhood want with history?

INT. X-MANSION, DANGER ROOM -- DAY

Logan, Jean Grey, Cyclops and Iceman hang from the ceiling like puppets, suspended by all manner of wires and cables. Each wears a bulky VIRTUAL REALITY SUIT and V.R. HELMET. CLOSE ON CYCLOPS.

CYCLOPS

Look sharp, X-Men...

ENTER VIRTUAL REALITY: where Virtual-Cyclops stands in the lead with the other Virtual-X-Men behind. They're on a virtual street in a VIRTUAL REALITY CITY. Virtual-Juggernaut charges towards them, FOOTFALLS POUNDING...

VIRTUAL-CYCLOPS

Let's see if we can take them this time.

Virtual-Cyclops FIRES as the other Virtual-X-Men fan out.

The beam hits Virtual-Juggernaut, ineffective. Virtual-Logan leaps at Virtual-Juggernaut, but gets stiff-armed aside.

Virtual-Jean Grey floats above, watches as Virtual-Iceman raises his arms and forms a massive ICE WALL.

Virtual-Juggernaut SMASHES THROUGH...

Buries Virtual-Iceman in ice rubble and moves on.

Virtual-Cyclops unloads another BLAST, but sustains it, like a battering ram against Virtual-Juggernaut's chest. Virtual-Cyclops walks forward, trying to force Virtual-Juggernaut back. Above, Virtual-Jean Grey uses her mental energies to lift a virtual reality DUMP TRUCK.

KA-BOOM -- the dump truck crashes down on Virtual-Juggernaut. Virtual-Cyclops ceases his onslaught.

At the pile of ice-rubble, Virtual-Logan digs Virtual-Iceman out.

VIRTUAL-LOGAN
Still breathing?

VIRTUAL-ICEMAN
Yeah. Yeah, I'm -- heads up!

Virtual-Iceman reacts, FIRING ICY PROJECTILES... knocking back the attacking Virtual-Sabretooth. Virtual-Sabretooth flees. Virtual-Logan runs to follow.

VIRTUAL-CYCLOPS
Wolverine!

Virtual-Cyclops runs in pursuit, looks to Virtual-Jean Grey.

VIRTUAL-CYCLOPS
Stay with Bobby, Jean.

IN A VIRTUAL REALITY ALLEYWAY, Virtual-Logan rounds a corner. He creeps forward, looking down adjoining alleyways.

Virtual-Cyclops comes to the entrance behind.

VIRTUAL-CYCLOPS
Regroup, Wolverine.

VIRTUAL-LOGAN
Right after I slice myself some sweet Sabretooth steak.

Virtual-Sabretooth SMASHES through a window above, pulls Virtual-Logan to the ground...

Virtual-Sabretooth grips Virtual-Logan's throat and bites deep with fangs. VIRTUAL-LOGAN cries out, DISSIPATES and disappears.

Virtual-Cyclops BLASTS Virtual-Sabretooth, sends his BASHING through a virtual brick wall. Virtual-Cyclops looks up.

VIRTUAL-CYCLOPS
Great going, hot-shot...

IN THE DANGER ROOM: Cyclops' voice fills Logan's V.R. helmet.

VIRTUAL-CYCLOPS
You're dead.

Logan pulls off the helmet, furious, uses his claws to cut his wires and drops to the floor. IN VIRTUAL REALITY: Virtual-Cyclops is still in the alleyway when the V.R. WORLD DEGRADES. FEEDBACK SQUEALS...

IN THE D.R. CONTROL ROOM, Jubilee reacts to the SQUEAL, putting down her GameBoy and trying to figure how to stop the program.

IN THE DANGER ROOM: The SQUEAL is HEARD in the V.R. HELMETS of Cyclops, Iceman and Jean Grey. They pull them off in pain.

Cyclops watches as Logan throws his helmet on his way out.

INT. LOGAN'S LIVING QUARTERS, BALCONY -- NIGHT

The balcony overlooks a garden. Logan is on a bench, looking at his cigar box of photos. He senses someone coming, puts the pictures away. Across the room, Jean enters, KNOCKING.

JEAN GREY

Can we talk for a minute?

Logan nods. Jean comes to stand on the balcony with him.

JEAN GREY

I've been thinking about you.

LOGAN

Yeah? With or without clothing?

JEAN GREY

Give it a rest for once, Logan. A little of that garbage goes a long way.

LOGAN

Alright. What's up?

JEAN GREY

If I ask you a straight question, will you answer honestly?

LOGAN

Depends what the question is.

JEAN GREY

Why are you still alive?

LOGAN

Want to run that by me again?

JEAN GREY

If the records Professor Xavier dug up from Department H are anywhere near accurate, you've been shot at least a hundred and twenty times. You've been stabbed, bludgeoned, burned... you even went over Niagara Falls. Yet there you sit, alive and well. But, what keeps you going? It can't all be because of your healing factor. Not all of it. To survive what you have, it would take this unbelievable rage to live.

LOGAN

What are you getting at?

JEAN GREY

What in the world could you possibly be living for? You don't care about anyone, and it's pretty clear you loath yourself. So, I wonder, what does Logan have to look forward to? To the next time he has the pleasure of digging his claws into someone? Is he just, in his heart of hearts, breathlessly anticipating his next victim's last gasp? That couldn't be enough... but, what else is there for him?

Logan's getting a sour stomach. He walks into his room. Jean's not enjoying this anymore.

JEAN GREY

Oh my, did I hurt your feelings?

LOGAN

You better leave.

JEAN GREY

It's interesting... I was about to say the same thing to you.

Logan stares at the cigar box in hand. He looks to Jean.

LOGAN

You asked. Do you really want to know?

Pause. Jean nods. Logan comes back, sits facing her.

LOGAN

I'm here, sitting with you. Right? Okay. Before that, I worked for Department H a bunch of years, and just before that I was living in a forest in Canada, hunting and eating and howling at the moon. That's as far back as my memory goes. So, while you might have a recollection of some freckled faced brat pulling your pig-tails in kindergarten, or the first time you rode a bike without training wheels, I have these...

(opens box of photos)

I've had them every day of what little of my life I remember. I don't even know if they belong to me. There's not a single picture in here that has me in it or that means anything when I look at it. But still... is this my mother? Is this my father, or my brother?

JEAN GREY

Why are some of the corners bent?

LOGAN

Those are ones where I looked for that person or went to that place. I haven't found anything yet, but someday one of these is going to tell me who I am.

(pause)

Other than that... I don't do a whole lot of looking forward.

INT. X-MANSION, LIVING ROOM -- NIGHT

Iceman CREATES ICE CUBES with his fingers, drops them into a glass of soda. He and Cyclops face a SPEAKERPHONE.

BEAST (v.o.)

(from speakerphone)

Whoever it is leading the Brotherhood... well, it seems Charles may have had previous dealings with him.

CYCLOPS

Why wouldn't he have told us?

INT. NEW YORK APARTMENT, OFFICE -- NIGHT

A cluttered study, dimly lit. Beast's on the phone. (Intercut)

BEAST

(into phone)

He may feel we're not ready to hear the full truth. In the Battle of Britain, the R.A.F. was heavily outnumbered by the German Luftwaffe, and I doubt each man flying for Britain truly comprehended the odds against him. Yet, they handed Hitler his first major defeat of World War Two. It was of this battle Churchill said, "Never in the field of human conflict was so much owed by so many to so few."

ICEMAN

Man, where do you get all this stuff from?

BEAST

Churchill also said, "It is a good thing for an uneducated man to read books of quotations."

CYCLOPS

Where's Professor Xavier now?

Beast looks to the open door. The other room is dark.

BEAST

In the other room here. He's gone into some sort of deep, psionic trance.

CYCLOPS

What?

BEAST

He's reaching out across the city with his mind... sorting through the millions of states of consciousness around us...

IN THE OTHER ROOM

Xavier sits motionless, bloodshot eyes rolled up. Frightening.

BEAST (V.O.)

He's calling out the Brotherhood leader.
He's convinced he can reason with him.

EXT. X-MANSION, LIVING QUARTERS HALLWAY -- NIGHT

Cyclops walks. He notices Logan's door ajar. He looks in, sees Logan and Jean on the balcony together, talking.

This bothers Cyclops. He backs off... walks away.

INT. NEW YORK CITY APARTMENT, LIVING ROOM -- MORNING

Dawn. Beast is asleep on a couch. Xavier jerks back violently, released from his trance. His voice is hoarse.

XAVIER

Henry... wake up. Henry!

Beast sits up, awakening as Xavier wheels to the windows and throws them open. Streets below are empty.

XAVIER

He's here. He's very close.

EXT. NEW YORK APARTMENT BUILDING, FIRE ESCAPE -- MORNING

Beast comes out a window to the fire escape, climbing fast.

INT. ANOTHER APARTMENT -- MORNING

A SLEEPY FATHER eats cereal. An INFANT plays with food mush. Beast climbs past their window. Infant points with his spoon.

INFANT

Daddy... fuzzy man. Fuzzy man!

SLEEPY FATHER

Yeah, yeah... fuzzy man.

Sleepy Father absently hands the infant a Teddy Bear.

EXT. NEW YORK APARTMENT BUILDING -- MORNING

ON THE ROOF OF AN ADJACENT BUILDING, Magneto watches Beast climb to the opposite rooftop. Beast looks around...

ON THE ROOFTOP OF BEAST'S BUILDING, Beast notices raised letters on the METAL surface of the roof's door: "CENTRAL PARK. THE POND. WEST END. 11:00pm TOMORROW."

Beast looks to surrounding buildings. No one in sight.

INT. BUREAUCRATIC OFFICE -- DAY

Many serious persons on many headsets answering many banks of phone lines. One female OPERATOR clicks onto a line.

OPERATOR
(into phone headset)
Eight-two-six-eight. How may I direct your call?

MAGNETO'S VOICE (V.O.)
(from phone)
Hello. This is the National Security Council, is it not?

OPERATOR
How may I direct your call?

MAGNETO'S VOICE (V.O.)
I'm not exactly certain whom I should be speaking to, but it is rather urgent...

OPERATOR
How may I direct your call, sir?

MAGNETO'S VOICE (V.O.)
I wish to report an unregistered mutant, if you could assist me. Or, would that require you to speak more than your maximum allotment of syllables?

The operator stares emotionlessly at the phone bank.

OPERATOR
Will you hold?

MAGNETO'S VOICE (V.O.)
Not for long.

The operator pushes a button.

INT. THE COMPOUND, GYRICH'S OFFICE -- DAY

A PHONE BUZZES. Gyrich answers it.

GYRICH
(into phone)
Gyrich here.

EXT. WASHINGTON SQUARE PARK -- DAY

Magneto stands framed by the Arc de Triomphe-ish Washington Square arch, looking to the park. Gyrich arrives behind him.

GYRICH

Alright, grey-hair, I'm here. Talk.

MAGNETO

Quite the scintillating conversationalist, aren't we?

GYRICH

Maybe, once I know for sure someone's not jerking my chain for kicks. So, do you have something to tell me or not?

MAGNETO

Assuming you and your government want to take action against a certain affiliation of mutants who have seen fit to mock your decrees, yes, I have much to say.

GYRICH

What affiliation?

MAGNETO

X-Men. Unregistered renegades.

GYRICH

(pause, studies Magneto)

Who are you?

MAGNETO

I shall make a gift of the X-Men to you. But, first I give you one, to prove my sincerity as incontestable. After that, I tell you what steps you need take to find them all. And at that time, if you still care who I am, ask me then.

(looks to Gyrich)

Are you interested?

EXT. CENTRAL PARK, THE POND -- NIGHT

The park is peaceful. Beast, in overcoat garb, crouches by the pond, watching the ducks on the water.

He looks over his shoulder, keeping watch, then looks to a path across the lawn, where Xavier sits, pensive. At the pond's edge, the ducks are suddenly frightened, flying away in a group. Beast stands and turns, wary. THWAP -- a DRUG DART slams Beast's chest. He twists, roaring in pain.

Xavier looks towards Beast. ENGINES are HEARD coming to life.

Three RANGE ROVERS burst from the surrounding wooded areas, tearing across the lawn. Xavier wheels towards Beast.

XAVIER

Henry!

IN THE FOREST, a SHARPSHOOTER aims his gun through foliage.

SHARPSHOOTER'S P.O.V.: Xavier's in the NIGHT SCOPE cross hairs.

ON THE PARK PATH, Xavier's moving quickly. THUNK - a drug dart hits. Xavier cringes and his wheelchair jerks, toppling.

Beast is caught in headlights as the Range Rovers halt. Armed TROOPERS leap out. Gyrich is here, in protective medical garb (surgical mask and rubber gloves). Beast runs forward, snarling.

GYRICH

He's still standing, boys!

Trooper One levels a huge barreled weapon.

TROOPER ONE

Fire in the hole!

POOT, POOT -- the weapon fires two MEGA-TAZERS trailing wire. They hit Beast. He falls as the charge races through him.

Xavier tries to crawl towards the attack, losing consciousness.

Gyrich watches as Beast tries to pull the tazers out.

GYRICH

Hit him again!

Trooper Two FIRES his tazers. Hits. Beast tries to get up, but he falls forward, out cold. Troopers immediately gather to carry him to one Range Rover.

The Sharpshooter runs to Xavier's body, pulls and pockets the dart, then whistles. Across the lawn, Gyrich looks, then runs towards Sharpshooter.

SHARPSHOOTER

Who's Kojak here?

Gyrich arrives. He shakes his head. Doesn't know.

SHARPSHOOTER

Do we take him?

GYRICH

What good's a cripple do us? Leave him where he lays. Let's go.

EXT. NYC STREETS/EDGE OF CENTRAL PARK -- NIGHT

The Range Rovers move in tandem from the park to the street.

At the park's edge, Sabretooth pulls from darkness on a bullet-motorcycle. Toad's on back. They follow.

EXT. CENTRAL PARK, THE POND -- NIGHT

Xavier lays unconscious. A shadow crosses. It's Magneto.
Magneto goes to Xavier, bows and lifts him into his arms.

EXT. THE COMPOUND -- NIGHT

The gates of the Brooklyn Navy Yards are opened to allow Gyrich's Ranger Rovers entrance to The Compound.

Down the street, Sabretooth and Toad stop their motorcycle.

SABRETOOTH

Uncle Sam's got himself a secret headquarters.

TOAD

Not secret anymore.

Sabretooth revs the cycle, roaring away.

EXT. SKYSCRAPER ROOFTOP -- NIGHT

Xavier's coming around. He sits up. His wheelchair is near.
Magneto stands looking at the sparkling city below.

MAGNETO

Welcome back to the land of the living.

XAVIER

Eric. What have you done with Beast?

Magneto looks to Xavier, who pulls himself into his wheelchair.

MAGNETO

Not me. The government took him.

XAVIER

If they harm him in any way, I swear...

MAGNETO

What? What do you swear? You should be grateful. I spared your life. I'm sparing it each passing second, and could take it with a wave of my hand.

XAVIER

And, with a thought, I could destroy your mind. My abilities are stronger now than they used to be.

MAGNETO

(smiles)

A stalemate, then... of mutual assured destruction. I don't really want you dead, Charles.

(MORE)

MAGNETO (cont'd)

I want you with me, at my side... like the good old days.

(to the skyline)

The offer I make to you and your X-Men this evening is the offer I soon make to the world... "Give me your tired, your poor, Your huddled mutants yearning to breath free."

XAVIER

We want no part of wholesale slaughter, or of your desire to see homo-sapiens enslaved by homo-superior.

MAGNETO

You still dream of co-existence, don't you? Still hoping against hope that human and mutant can live together.

XAVIER

I do.

MAGNETO

You astound me. Are you blind and deaf to all things? Look at the killing and "ethnic cleansing" going on in this world. Look at what has happened to Beast. If the Congress had their way... the great leaders of this nation, they'd have you in chains, with a number burned into your forehead.

XAVIER

But, they won't have their way.

MAGNETO

If not for me they would.

XAVIER

No. Their hatred comes from fear, and you feed that fear, Eric. And why? Why, when instead you could join with me to help heal this bigotry?

MAGNETO

Because, if you want to be heard in a room full of people screaming at the top of their lungs, you have to be the one who screams the loudest and the longest. You have to roar into the maelstrom!

XAVIER

Don't you see what you're doing? With the fall of communism, the military-industrial complex needs a war. They're starving for one, hot or cold, and you've giving it to them.

(MORE)

XAVIER (cont'd)

Because of you, the Homo-Superior will be cast forever as the new world villain. Is that what you want?

MAGNETO

I would love to tell you what I want... to share my plans with you.

(pause)

I once thought of you as my only friend. Here... here...

Magneto walks to Xavier, holds his hand out.

MAGNETO

One last chance. One last chance, because against me you can never win.

XAVIER

We're ready for you.

Magneto withdraws his hand as a fist, backing away.

MAGNETO

You wear your brave face well. Pity it shall soon turn to a mask of sorrow.

Magneto extends his arms. The air CRACKLES. A sphere of ENERGY forms around him and he rises majestically.

EXT. BROOKLYN NAVY YARD, THE COMPOUND -- NIGHT

Establishing shot: Gyrich's H.Q.

INT. THE COMPOUND, TORTURE ROOM -- NIGHT

UNDERWATER: Beast is bound in CHAINS with LEAD WEIGHTS connected. He holds his breath, struggling.

IN THE TORTURE ROOM, a TORTURER turns a giant WHEEL, pulling Beast up from a tank of murky water. Beast gasps. Gyrich (medical gloves and mask) and Trask are here.

GYRICH

Once more... where are the X-Men?

BEAST

The way you're treating me... you honestly think we're still on speaking terms? Now, sit me down in front of a nice steak dinner... that's different. You know... you scratch my back, I'll scratch yours.

Gyrich sighs in frustration, waves for Trask to step up.

BEAST

Actually, could you scratch my back while you're down there... ouch!

Trask injects a hypodermic into Beast's thigh, drawing blood.

GYRICH

You're very entertaining, monkey man.

(to Torturer)

Start keeping him under for three minutes.

Gyrich and Trask walk to leave. Beast suddenly looks fearful.

BEAST

Okay... wait. Now, hold on...

GYRICH

You have something to say?

BEAST

Yeah, um... could I get a glass of water?

Gyrich and Trask exit, disgusted. Beast turns serious, angry.

BEAST

Hey ugly. I want you to think about something. Do you hurt me because you hate me, or do you hate me because you hurt me?

TORTURER

Shut your mouth, mutie.

Torturer releases the wheel. Beast splashes down.

INT. THE COMPOUND -- NIGHT

Gyrich and Trask walk a CATWALK high up in the Compound.

TRASK

He's not going to betray his friends.

GYRICH

I'll worry about finding more guinea pigs. You just get started on that blood work.

TRASK

You do realize, it doesn't matter how many mutants we get, the odds of finding the malformations in their genetic structures are still a billion to one.

GYRICH

No, no, no. No excuses.

TRASK

I'm only trying to say...

Gyrich turns and corners Trask against the wall, intense.

GYRICH

Look, Trask... my superiors want an army of mutants, and you're going to give it to them. You're going to clink some test-tubes together and you're going to create hundreds of super-soliders, all standing at attention, heels together, chins up, ready to fight and die for truth, justice and the American way and for whatever else I tell them to fight and die for. Isn't that right?

Trask nods, scared. Gyrich grins, pats Trask's head.

INT. X-MANSION, KITCHEN -- DAY

Logan throws his smoking, dented body armor flack jacket into the sink. At the refrigerator, he grabs a six-pack and sits at the kitchen table with his feet up. Cyclops enters, pissed.

CYCLOPS

Got a problem, Logan?

LOGAN

Not anymore.

Logan guzzles beer. Jean enters, watches with concern.

CYCLOPS

(to Logan)

When do you start taking these Danger Room exercises seriously? Huh? You want to be the lone wolf... you stop breathing... that's okay. All I care is you're letting down the rest of the team.

LOGAN

You can jump around all day in that Romper-Room world down there, it don't mean squat compared to fighting flesh and blood.

CYCLOPS

You're pissed because you screwed up again and you know it.

JEAN GREY

Scott... come on. Let him stew.

LOGAN

Chrimany, Jean, what do you see in this nebbish? What'd he do to deserve you?

JEAN GREY

(to angry Cyclops)

Let it go.

Jean pulls him. Cyclops finally relents, turns to go.

LOGAN

You're whipped.

Cyclops turns and kicks the table, knocking Logan over. Logan hits the floor. He lays there, deceptively calm.

LOGAN

Bub, you just earned some big time lumps.

EXT. X-MANSION, FRONT DRIVE AND LAWN -- NIGHT

Logan and Cyclops cross the lawn, throwing off body armor. On the porch, Jean and Jubilee watch, disgusted. Iceman rushes out.

ICEMAN

This I got to see.

JEAN GREY

Idiots.

JUBILEE

Muey Macho idiots.

She grips Jubilee and goes in, though Jubilee tries to watch as the front door slams. Cyclops and Logan face each other.

CYCLOPS

This is me and him, Bobby, man to man. You stay out of it.

ICEMAN

No kidding.

LOGAN

You mean mutant to mutant.

CYCLOPS

No. No powers. No claws. No visor.

Logan nods, spits in his palms, balls up his fists. Cyclops swings first, misses, gets punched. He backs off, taking his time. He fakes, then swings and hits Logan hard.

Logan shakes off the blow, smiles in admiration.

Iceman circles, watching them go at it. Logan doubles Cyclops over, grabs him and throws him into the lawn fountain.

LOGAN

You're out of your league.

Cyclops gets up and approaches for more. Iceman keeps circling as more blows are exchanged. Major fisty-cuffs. Then, XAVIER'S VOICE is HEARD in Iceman's head:

XAVIER'S VOICE (V.O.)

Robert!

Iceman looks. Down the drive, Xavier sits in his wheelchair. Xavier points at the fight. Iceman looks at Logan and Cyclops, then back to Xavier.

ICEMAN

You sure about that?

Xavier nods. Iceman shrugs, TRANSFORMS to his icy persona and faces the fight. Logan and Cyclops are still slugging it out. Iceman opens his hands towards them.

Logan swings at Cyclops, but Cyclops is suddenly ENCASED in a BLOCK OF ICE up to his neck. Logan connects with the block. He yelps and holds his fist, looking to Iceman.

LOGAN

What the hell... ?

Logan is instantly ENCASED IN ICE up to his neck.

ICEMAN

Sorry, guys.

Iceman points to Xavier. Xavier wheels forward.

XAVIER

They've taken Henry.

INT. X-MANSION, THE WAR ROOM -- NIGHT

Xavier sits with monitors behind and a keyboard to his left.

XAVIER

His name is Eric Magnus Lehnsherr, and he has the ability to control magnetic energy. We first met in Haifa, Israel, during a time I spent wandering from country to country, working in medical and psychiatric facilities.

Cyclops and Logan are in blankets, beside Jean, Iceman and Jubilee. Xavier punches up grainy photos of Magneto.

XAVIER

He was a foreign aid volunteer, and we often traveled together, a two man amnesty force of sorts. We both knew we were different from others without ever speaking it, though we constantly debated the effects of human mutation on future history. Magnus believed that as the Homo Superior grew in number, their only hope for survival was to take dominion over man, and he now seems to be making his second attempt at that goal.

CYCLOPS

His second?

XAVIER

Long ago, we worked a clinic behind the Iron Curtain. Two badly wounded teenagers were brought in. A boy and a girl. Nothing could be done to save them, and we later learned that they had been dragged from their home and beaten... because they shared telepathy. Because they were mutants. Magnus vowed revenge and he would not be dissuaded. The town we were in was called Chernobyl.

Xavier punches a button. On monitors: IMAGES of the CHERNOBYL NUCLEAR DISASTER. Footage of the ruined reactor. The evacuation. Radiation suit clad workers.

XAVIER

April 26, 1986. The first time Magnus and I revealed our powers to each other, against each other. I know I've told you differently before, but it was during this fight I lost the use of my legs.

Xavier faces IMAGES of workers shoveling irradiated materials. The X-Men are solemn. Even Logan seems affected.

XAVIER

I blacked out from the pain... woke up in a hospital far from this. I can only guess at Magnus' regret, since the assault ended before a complete meltdown. But still, more than six hundred thousand people received high doses of radiation, almost half of them children.

JEAN GREY

And, now he has his sights set on New York City.

Xavier nods.

JUBILEE

What about Hank?

CYCLOPS

For all we know, they've taken him out of state.

XAVIER

I'll begin a psychic search as soon as possible, once I've fully recovered from the strain of contacting Magnus. Other than that...

LOGAN

Okay, look. With Beast M.I.A., you want to get big-time serious, right?

(MORE)

LOGAN (cont'd)

So, if we're going to have a fighting chance against these guys, we need a new team leader. Cause Cyclops ain't cutting it.

(to Cyclops)

No offense. It's just the truth.

CYCLOPS

I suppose you think you're born to lead?

LOGAN

You got it, mono-brow.

XAVIER

Enough! Haven't either of you heard a word I've said?

LOGAN

Maybe I'm not the only one here on the "Island of Misfit Toys" who feels like Cyclops is dropping the ball. But even if I am, it can't hurt to have a vote.

Cyclops finds this ludicrous. Xavier rubs his eyes, weary.

LOGAN

One man, one ballot. Let the democracy decide.

XAVIER

Very well... you'll have your vote.

CYCLOPS

What?

XAVIER

It's the only equitable way. I want each of you to consider this carefully, alone. Do not discuss it. We'll readjourn in the West Wing in two hours.

Logan's pleased. The X-Men file out, but Cyclops remains.

CYCLOPS

Having your own doubts about me?

XAVIER

We'll speak afterwards.

Xavier will not look up. Cyclops exits. Xavier is grim.

INT. X-MANSION, JEAN GREY'S LIVING QUARTERS -- DAY

Jean enters. She's surprised to see Logan in a chair.

JEAN GREY

What are you doing in here?

LOGAN

Visiting.

JEAN GREY

Get out, Logan. You heard what Professor Xavier said.

LOGAN

Yeah, I heard. But, when else do I get a chance to talk to you without Cyclops hanging around, or you around him?

Logan stands close. Jean backs away.

JEAN GREY

Just, leave.

LOGAN

Why? Still afraid?

JEAN GREY

What do you want from me?

LOGAN

Show me you're not afraid. Why do you keep backing away?

He steps close. This time she doesn't back off.

JEAN GREY

I'm not afraid of you.

LOGAN

I'm glad.

Logan leans in, pauses. He kisses her. She closes her eyes, upset, but responding slightly. She keeps her eyes closed.

JEAN GREY

I... I don't want this.

LOGAN

I can't help that.

(backs off, leaving)

As far as I'm concerned, you're deciding on more than just team leader today.

INT. X-MANSION, DINING ROOM -- DAY

"Logan" is written on a small piece of paper. Logan puts the pencil down and folds the paper. He's voted for himself.

Iceman, Jean Grey, Cyclops, Jubilee and Logan pass a box, putting in folded votes. The box reaches Xavier. He counts:

XAVIER
 (unfolds vote)
 One ballot for Scott.
 (unfolds 2nd vote)
 One ballot for Logan.

Cyclops is sullen. Xavier takes out a third vote.

XAVIER
 Another vote for Scott.

Xavier unfolds the forth, pauses a moment.

XAVIER
 Another for Logan.

Logan looks to Jean. She shows no emotion.

XAVIER
 So... this will break the tie.
 (unfolds vote)
 It's for Scott. He remains team leader.

Cyclops gets up and walks out, no happier. Iceman goes to leave and Jubilee follows.

ICEMAN
 I hope you had a good reason for putting
 Scott through that, Professor.

XAVIER
 (pause, looks to Logan)
 I expect you to abide by this decision.

Xavier wheels to leave. Jean and Logan are left alone.

LOGAN
 Well, you lose some, and you win some.

JEAN GREY
 I didn't vote for you.

Logan seems surprised. Jean stands.

JEAN GREY
 This here... this didn't even have anything
 to do with the fact that I love Scott.
 But, I do love him. I care about you.
 But, I love him.

LOGAN
 Sounds like you're trying to convince
 yourself.

JEAN GREY
 You're wrong.

Jean leaves. Logan looks around, depressed. He looks at the ballot papers, blows them off the table.

EXT. X-MANSION GROUNDS -- DAY

Cyclops walks, brooding. Xavier wheels along beside him.

XAVIER

I feel quite safe making the assumption he filled in his ballot with his own name. But, the second vote for Logan... that surprised me. Especially since it was you who cast it.

CYCLOPS

(stops walking, pause)

It didn't surprise you at all, did it?

XAVIER

You should believe in yourself as much as the others do.

CYCLOPS

I'm trying, sir. Sometimes I feel the only reason I'm team leader is because I was your first student.

XAVIER

We all live with doubt, Scott. How do you think I feel about Henry? I tried to reach him psionically, but failed. All my wondrous abilities... I still can't help him.

CYCLOPS

It wasn't your fault.

XAVIER

And, so I've tried to convince myself. And I forge on. And so must you.

A ROAR is HEARD. Across the grounds, Logan rides his cycle.

CYCLOPS

Where does he think he's going?
(towards Logan)

Logan!

Logan rides down the driveway, heading away fast.

INT. X-MANSION, THE WAR ROOM -- NIGHT

RADIO SCANNERS flicker. Routine POLICE CALLS are HEARD. Xavier monitors, very tired, running his hands over his skull.

XAVIER

(to himself)

What is the Brotherhood waiting for?

Iceman looks up from nearby. Jean comes to the doorway.

JEAN GREY
Any word from Logan?

Xavier shakes his head. Jean looks sad. She leaves.

INT. X-MANSION, PARLOR -- NIGHT

Jean enters, walks to a mirror. She slides the glass open, revealing a HIDDEN SECURITY CAMERA. She ejects a CD-ROM DISC.

INT. X-MANSION, SECURITY OFFICE -- NIGHT

At a security station, Jean loads the CD into a computer. On MONITOR: IMAGES of the EMPTY PARLOR from the camera's P.O.V.

Jean types on a keyboard. ON SCREEN: "8/04 12:34pm." The screen goes static, then FAST FORWARDING IMAGES pass, till the X-Men are shown facing Xavier. Beast, Iceman, Cyclops, Jean, Jubilee and Logan. The RECORDING goes to normal speed:

XAVIER (V.O.)
(from video playback)
... to see a marked improvement in this team upon my return. Will I see such an improvement, Scott? Can I depend on that?

CYCLOPS (V.O.)
(from video playback)
Where there's room for improvement.

IMAGES FREEZE. Jean jog shuttles forward. She uses a MOUSE to create a FRAMING BOX around the X-Men. She types. ON SCREEN: "PRINT HARD COPY."

EXT. CENTRAL PARK, THE POND -- NIGHT

Logan rumbles across the lawn on his Harley. THREE THUGS smoke cigs near the pond. They eye Logan.

Logan parks his bike. He walks, studying skid marks from the Range Rovers in the grass. Thugs saunter over.

THUG ONE
Hey... nice bike.

Logan faces them. They look menacing, hands in pockets. Thug One leans on the cycle, smarmy.

THUG ONE
How 'bout me and my buddies give her a try?

LOGAN
Look, cutie. Normally I'd do this, but I'm not in the mood. So, take a look...

Logan POPS CLAWS, holds them up matter-of-factly.

LOGAN

You can walk away, or start getting used to your new nickname, "Stumpy."

Thug One swallows. He runs. His buds follow.

LOGAN

Thought so.

He turns and walks the tire tracks. He crouches, studies the ground, runs his fingers through the grass.

Picks up pieces of fur. He sniffs them.

EXT. MANHATTAN, EAST RIVER PARK -- NIGHT

Logan rides his Harley to the lip of the park, at the East River. He dismounts, walking to the water. He inhales, looking...

Across the river... Brooklyn Navy Yards. The Compound.

EXT. THE COMPOUND -- NIGHT

Chain link fence. River's edge. Logan rises from the river, watching a guard pass. Logan moves forward...

Cuts through the fence with one SLASH.

INT. THE COMPOUND -- NIGHT

The Torture Room door opens to the catwalk. Torturer exits, pulling Beast by a leather muzzle and leash. Trooper One follows with an uzi machine gun at ready.

TORTURER

Heel, boy. Heel!

Torturer laughs, leading Beast.

INT. THE COMPOUND, HOLDING CELL -- NIGHT

Door opens. Torturer pulls Beast in, shoves him into a corner. Trooper One follows.

TORTURER

You'll talk tomorrow.

LOGAN (o.s.)

Don't count on it.

Torturer and Trooper One turn. Logan's nearby.

LOGAN

He won't be here tomorrow.

Trooper One raises his uzi...

Logan SWINGS upwards with claws...

Trooper One pulls the trigger. CLICK. The gun falls to pieces.

Logan flatfoot KICKS Trooper One's chest.

Trooper One hits the wall. Torturer unsheathes two long machetes, brandishing them.

TORTURER

I don't know how you got in here, but...

Torturer moves towards Logan, steps on a square section of floor which gives -- Torturer falls through the hole, gone.

LOGAN

Now you do.

Trooper One charges at Logan. SWOOSH-THWAP...

Beast's leash wraps around the trooper's neck. Beast yanks Trooper One back... throwing him out the cell door...

OUTSIDE THE CELL

Trooper One careens across the catwalk, flips over the rail...

Screaming. Trooper One hits the floor. Other Troopers look.

INSIDE THE CELL

Logan shuts the door. Beast tears off the muzzle.

LOGAN

So much for a nice, quiet escape.

EXT. THE COMPOUND -- NIGHT

High up on the main building, Logan's claws CUT. A section of wall is kicked out. Logan and Beast look out from the cell.

There's a JEEP below.

BEAST

Our chariot awaits.

Beast jumps.

INT. THE COMPOUND -- NIGHT

AN ALARM BLARES. Gyrich bursts out from a door, in pajamas, automatic pistol in each hand.

EXT. THE COMPOUND -- NIGHT

Logan and Beast rip around a corner in the Jeep. Logan drives.

Behind, Gyrich and Troopers pour from the Compound, chasing and firing. Gyrich's double-blasting both guns at once.

Bullets hit the Jeep's rear. Logan and Beast duck.

LOGAN
Get ready to swim!

The Jeep SLAMS the chain-link fence, BURSTING through...

The Jeep goes airborne over the river. Beast and Logan leap clear, diving into the water. The Jeep SPLASHES down.

INT. X-MANSION -- NIGHT

Logan rides his Harley cross the lawn with Beast on back.

The front door opens and Xavier, Cyclops, Iceman, Jean and Jubilee come out just as the motorcycle halts.

XAVIER
Henry!

Everyone rushes to Beast, greeting him and patting him on the back. Beast returns their affection, walks to the porch, bending to hug Xavier. Xavier clings, relieved.

XAVIER
Thank God you're back.

Logan moves past, turns in the doorway, bitter.

LOGAN
Thank me. Maybe I'm not team leader, but I get things done.

Logan goes in. The X-Men watch him, their happiness blunted.

INT. LOGAN'S LIVING QUARTERS -- NIGHT

Logan enters. He flops down in bed, lays there. He sits up, irritated. He gets up and goes to sit at the desk.

He opens his cigar box, looks through photos, one by one. He finds something strange...

He uncovers a b+w PHOTO of himself and the other X-Men. It's the photo Jean culled.

Logan studies it a long moment, puts it aside and continues through the others. So many pictures.

Enraged, Logan stands and throws the box. Pictures fly everywhere. Logan turns to the doorway. Xavier's there.

XAVIER
Let me try to help you.

LOGAN
How?

EXT. THE COMPOUND -- NIGHT

Two tractor trailers move out the gates, down Brooklyn streets.

ON A ROOFTOP, Magneto watches the trucks turn a corner, out of sight. Magneto looks to Manhattan.

MAGNETO

And, so it begins.

Magneto points a FLARE GUN, pulls back the hammer.

EXT. MANHATTAN ROOFTOP -- NIGHT

Toad, in body armor, is crouched atop an old water tank. A RED FLARE shoots high above. Toad looks to it.

Toad leaps from the water tank, goes to the roof's edge. Below, there's a bright red FIRE STATION.

EXT. MANHATTAN STREET CORNER -- NIGHT

Blob stands on the corner, eating a huge submarine sandwich, ignoring the rude comments of passers-by. He looks up.

The red flare is reflected in his eyes.

Blob waddles away, goes down stairs which lead to the SUBWAY.

EXT. FIFTH AVENUE, TRUMP TOWER -- NIGHT

Trump Tower. Shiny and chic. Look up... way up...

Sabretooth's using his clawed hands and feet to climb.

ON THE ROOF OF TRUMP TOWER

Sabretooth pulls himself up, looks at the sky. The red flare descends, burning bright. Sabretooth turns.

TWO beautiful HELICOPTERS are parked on the heliport.

EXT. MANHATTAN STREET -- NIGHT

Pedestrians stop to look up in wonder at the red flare high above. A few are standing on metal sidewalk grates.

UNDER THE METAL GRATES

Juggernaut, bathed in the flare's glow, looks up through the grate from below the pedestrians. He moves on.

EXT. X-MANSION, PSI-LAB -- NIGHT

Psi Lab is full of wondrous equipment. Logan is seated under an array of lights. Xavier binds Logan's arms and legs with straps. Jean Grey crosses, sits in a chair.

XAVIER

You'll see through my eyes. We will enter your mind... beyond fractured memories to arenas of unconscious awareness. Are you ready?

Logan looks at Jean, then leans to whisper to Xavier.

LOGAN

This is going to sound stupid, but there's this woman, in this place with lots of flowers. Try to find the flowers.

INT. MED LAB -- NIGHT

Cyclops oversees the controls as lensed SCANNING DEVICES move over Beast, who lays on an exam table. Iceman helps. Jubilee stands holding Beast's hand. Many VIDEO SCREENS show images of Beast's innards.

BEAST

I think I figured out what the Brotherhood took from City Hall's archives. Subway schematics would have been stored there, and architectural designs for bridges and tunnels from the eighteen hundreds. On one hand it's history, but on the other...

CYCLOPS

... it's a blueprint of the city's infrastructure.

BEAST

A very detailed blueprint.

CYCLOPS

(to Iceman)

Get to the War Room, Bobby. Double check the scanners on Manhattan's E.B.S. Soon as we're done here, we go air-mobile.

ICEMAN

You got it.

Iceman hurries out.

EXT. MANHATTAN STREETS, EAST SIDE -- NIGHT

A grim, deserted area. Magneto walks, carrying a suitcase. He's below vast spans of the QUEENSBORO BRIDGE.

He opens the suitcase on a trashcan. It contains his BODY ARMOR.

EXT. UPSTATE NEW YORK ROADWAY -- NIGHT

The two rumbling government tractor trailers speed onwards.

INT. PSI LAB -- NIGHT

Logan, Xavier and Jean Grey sit motionless, eyes closed.

INT. LOGAN'S MIND -- ETHEREAL PLANE

Inside Logan's brain, an alien world; a galaxy of neurons and multi-branched dendrites. Electrical signals travel from cell bodies and shoot across axons, like lightning storms.

CLOSE on a synaptic gap, Jean and Xavier cross the surface of a dendrite (receiver). It's like they're standing on a giant, organic pedestal with an inverted pedestal looming above. (In these sequences, Jean and Xavier do not move their lips to "speak." Xavier can walk. "LOGAN'S VOICE" is all V.O.)

XAVIER'S VOICE

Can you hear me, Logan?

LOGAN'S VOICE (V.O.)

You're coming in loud and clear, but I can't see anything.

XAVIER'S VOICE

You shouldn't. We're at the edge of a synaptic gap. We're going to need a neuro-transmitter to leap the breach between your physical mind and your conscious self.

LOGAN'S VOICE (V.O.)

Well, be gentle. It's my first time.

JEAN GREY'S VOICE

Here we go...

Xavier joins Jean in looking up at the surface of the axon (sender) above them. The axon fires a BRILLIANT ELECTRICAL CHARGE down to the dendrite where Xavier and Jean stand. ENERGY ENGULFS them. BLINDING...

INT. LOGAN'S MIND -- WEAPON X LAB

Xavier and Jean are in a science lab with a GLASS VAT at center. VOICES OVERLAP from COMPUTERS and TECHNICIANS.

OVERLAPPING VOICES (V.O.)

Feed... Steady... Cardiotach, Miss Hines? Rising rapidly, sir. Maintain...

JEAN GREY'S VOICE

Professor... it's Logan...

Jean and Xavier, unseen by the technicians working here, walk to the vat. Logan is vertical inside, attached to breathing devices, tubes and needles.

XAVIER'S VOICE

Do you recognize this place, Logan?

LOGAN'S VOICE (V.O.)

I've seen it before, but never like this.

In the vat, Logan's body writhes in semi-conscious agony. A TECHNICIAN moving to check readings PASSES RIGHT THROUGH JEAN. Jean goes to look over a WOMAN'S shoulder, studying a computer.

JEAN GREY'S VOICE

This is how it happened. They're bonding the adamantium metal to his bones.

LOGAN'S VOICE (V.O.)

Yeah, but who are they?

XAVIER'S VOICE

What about the workers? Do any of them look familiar?

LOGAN'S VOICE (V.O.)

No... no. Wait... what about that doctor, over by the tank?

A MAN in a lab coat can be seen through the vat. Xavier walks to take a look. The man, red-haired and bearded, takes notes.

XAVIER'S VOICE

Do you know him?

LOGAN'S VOICE (V.O.)

No.

Abruptly, the lab fades. EVERYTHING GOES TO BRIGHT, PURE WHITE.

INT. LOGAN'S MIND -- INDUSTRIAL CORRIDORS

Jean and Xavier are in an industrial corridor. An ALARM BLARES.

LOGAN'S VOICE (V.O.)

What happened?

XAVIER'S VOICE

We've moved on. The last memory was too weak to sustain our intrusion.

Down the hall, many high-tech MILITARY MEN round a corner. URGENT VOICES are HEARD from staticy RADIOS. The men look this way, pointing. Xavier turns to face the other end of the hall...

Logan is there, long haired, naked except for all kinds of control boxes, receivers and cables attached to metal inputs on his arms, face and legs. His claws stick out from bandaged hands. WEAPON X. Jean finds this horrible.

VOICE FROM RADIO (V.O.)
 ... Security at Zone Two... Weapon X has
 escaped... repeat, emergency...

LOGAN'S VOICE (V.O.)
 That's me, isn't it?

XAVIER'S VOICE
 I'm afraid so. And, it appears your
 keepers have lost control of you.

The military men blast. Rapid fire. Jean and Xavier are in the
 middle, BULLETS PASSING HARMLESSLY THROUGH. The Clockwork
 Wolverine charges forward, PASSING THROUGH JEAN and XAVIER.

Logan runs into storm of gunfire, swinging claws. Jean looks
 away from the O.S. CARNAGE. Xavier watches, unflinching.

LOGAN'S VOICE (V.O.)
 Let's keep moving. You hear me, Charlie?
 Move on!

XAVIER'S VOICE
 You don't like seeing this side of
 yourself, do you?

LOGAN'S VOICE (V.O.)
 Just, get us out.

Xavier reaches to touch Jean. They PASS INTO THE FLOOR as the
 floor RIPPLES, like water.

FADE TO BLACK:

LOGAN'S VOICE (V.O.)
 What's this? Where are we?

BIRDS are HEARD SINGING. WIND BLOWING. An image FADES INTO
 VIEW: the P.O.V. of the FIELD OF FLOWERS. The GREY HAIREd WOMAN
 stands there as before, facing away.

LOGAN'S VOICE (V.O.)
 This is it. That's the old woman I see in
 my dreams. Can you see her too?

XAVIER'S VOICE (O.S.)
 Yes.

LOGAN'S VOICE (V.O.)
 Who is she? Show me her face.

PULL BACK, to REVEAL Xavier. It's strange, but he's not standing
 in the field so much as in front of it. SOUNDS of BIRDS and WIND
 DISAPPEAR. As Xavier turns, REVEAL:

Xavier stands in a huge BRAINWASH THEATER with Jean. Logan is
 before them, tied into a chair, eyes taped open, crazed. We'll
 call him ID-LOGAN.

The FIELD OF FLOWERS is only a MOVIE, PROJECTED onto a huge MOVIE SCREEN. From surrounding darkness, a SYNTHETIC VOICE:

MONOTONOUS VOICE (V.O.)
 (over and over, non-stop)
 ...are not an animal. You are a man. You
 are not an animal. You are a man...

LOGAN'S VOICE (V.O.)
 No... this has got to be wrong. She was
 real... I know she was real.

Jean walks to Id-Logan. On the screen, the movie CHANGES, from the field of flowers to HOME MOVIE-ISH IMAGES of an OLD WOMAN TAKING PIES FROM AN OVEN.

XAVIER'S VOICE
 I'm sorry, Logan.

A huge, beating THROBBING is HEARD. A HEARTBEAT. Jean puts her hand over her mouth, made miserable by the wide-eyed Id-Logan before her. Tubes force chemicals into his body. From the darkness behind Logan, several SCIENTISTS arrive.

LOGAN'S VOICE (V.O.)
 That's supposed to be my memories? A
 bunch of friggin' home movies?

XAVIER
 They obviously didn't take root. Probably
 because your mind tried to heal, the same
 way your body heals.

LOGAN'S VOICE (V.O.)
 Damn it! That cigar box of pictures is
 just something they gave me... to keep
 their Frankenstein monster docile.

XAVIER'S VOICE
 Calm down. We don't know that yet.

JEAN GREY'S VOICE
 Professor, look here...

The scientists observe Id-Logan, taking notes. Amongst them -- Hudson, Logan's Department H boss. The HEARTBEAT THROBS FASTER.

XAVIER
 Do you know these men, Logan? Logan...
 can you hear me?

IN THE PSI LAB, Logan, still bound, quivers, teeth bared. His hands are fists. His CLAWS THRUST out.

INSIDE LOGAN'S MIND, IN THE BRAINWASH THEATER, the SCIENTISTS degrade and DISAPPEAR. Id-Logan begins to struggle, howling. Xavier pulls Jean back.

JEAN GREY'S VOICE
 What's happening to him?

Id-Logan begins a horrible TRANSFORMATION. His eyes go red. His hair lengthens and hardens, jagged.

XAVIER'S VOICE
 They must have planted a mindwash trigger,
 to stop him from exploring these memories.

Spikes of flesh and bone shoot out from Id-Logan's body as he pulls free. Jean and Xavier back up, towards the SCREEN which shows more IMAGES OF BLISS.

XAVIER'S VOICE
 Get out, Jean. Go! Your powers won't
 work here. Not as well as mine.

Jean hesitates, then fades to nothingness. Id-Logan charges. Xavier PSIONICLY GENERATES a BLAST of FLAME from his forehead -- slams Id-Logan back. Id-Logan's burning.

IN THE PSI LAB, Jean jerks forward and opens her eyes. Logan keeps struggling against the weakening straps on his arms.

JEAN GREY
 Logan, listen.... you have to help him.
 If Professor Xavier's consciousness dies in
 there, he's dead for real.

INT. MED LAB -- NIGHT

Med-scanners continue over Beast. Cyclops studies the med screens. The monitoring station gives off a BEEPING.

CYCLOPS
 I think we've got a problem...

BEAST
 What is it?

CYCLOPS
 I'm not sure. Hold absolutely still, Hank.

Jubilee comes to watch. On monitor: a DARK SPOT on the X-ray image of Beast's shoulder. A BUZZING ALARM is HEARD O.S....

Jubilee looks. A RED LIGHT above the med-room door FLASHES.

JUBILEE
 Now what?

CYCLOPS
 (looking, worried)
 War Room alarm.

INT. WAR ROOM -- NIGHT

ALARM. Iceman flips switches, tuning the complicated SCANNER. He's getting is STATIC. Then: GARBLED, URGENT VOICES...

MAN'S VOICE (V.O.)

... all vehicles... immediately to 59th Street and Fifth Avenue. This is a eleven-eighty emergency. Repeating...

ANOTHER OVERLAPPING VOICE (V.O.)

... happening out there... ?

FEMALE VOICE (V.O.)

You're not going to believe this. Dispatch says the Queensboro Bridge just fell into the East River.

EXT. MANHATTAN FIRE STATION -- NIGHT

A SIREN is HEARD. The station's garage door is MANGLED by a hook-and-ladder FIRETRUCK crashing out. Angry firemen chase it.

INSIDE THE FIRETRUCK, Toad drives, looking back, laughing.

ON ANOTHER STREET, Toad's firetruck takes a corner at full speed. Hits cars. Above, a Trump-chopper moves into position.

Sabretooth is the pilot.

INT. UNDERGROUND SUBWAY SWITCHING STATION -- NIGHT

A utility door is kicked over. Juggernaut enters this dank, switching station. No trains. He takes a breath of air, holds it and heads toward the opposite wall.

Juggernaut hits the wall and just plain keeps going. The wall CRUMBLES as Juggernaut MOVES ON, unstoppable...

EXT. UNDERWATER, BOTTOM OF THE EAST RIVER -- NIGHT

The polluted river bottom is covered in garbage. Juggernaut's fist punches through the loam.

INT. UNDERGROUND SUBWAY SWITCHING STATION -- NIGHT

The hole Juggernaut made is quiet. Then, a ROARING SOUND. Water RAGES through, flooding the station.

INT. LOGAN'S MIND -- BRAINWASH THEATER

Id-Logan, smoldering, advances toward Xavier. Xavier closes his eyes -- encases his own body in BIZARRE ARMOR with sharp edges and metal skewer fists.

The MONOTONOUS VOICE continues as Xavier battles Id-Logan, blocking Id-Logan's clawed attack with the skewers...

Trying to stab, against the backdrop of the happy mind-wash film.
Id-Logan grabs armored-Xavier and throws...

Xavier lands with a clatter. The ARMOR FADES. Xavier is stunned and vulnerable as Id-Logan closes in.

IN THE PSI LAB, Jean shakes Logan, desperate.

JEAN GREY
I know you can hear me. Help him!
(SLAPS Logan)
Fight!

CLAWS on Logan's right hand RETRACT. The strap's about to give.

Jean swings to slap again, but Logan, still in an eyes-closed trance, catches her wrist.

INSIDE LOGAN'S MIND, Xavier crawls. Id-Logan's almost on top of him when a RIPPING is HEARD. Id-Logan spins to look...

Claws tear the movie screen from behind. Logan steps through.

LOGAN
Clear out. This is between me and me.

The Id-Logan turns to face his new foe, roaring.

XAVIER'S VOICE
You have to kill it. If you fail...

LOGAN
You don't have to tell me. I already know what's at stake.

Logan and Id-Logan move towards each other as XAVIER DISSIPATES.

INT. SUB-BASEMENT HALLWAY -- NIGHT

ALARM. Jean and Xavier exit the Psi-lab. Xavier slams a button... as the door closes: we glimpse Logan thrashing violently against his bonds, his free hand smashing the lights above. The door slams shut.

JEAN GREY
We can't just leave him.

XAVIER
There's no telling what state he'll be in when he comes out.

Xavier looks up... to a flashing alarm light on the wall.

XAVIER
Oh, Lord...

INT. MED LAB -- NIGHT

A med-scope gets closer to Beast's shoulder. Quickly:

CYCLOPS

There's a suture here, Henry. When did they do this?

BEAST

Not while I was awake. Let me see.

On a MONITOR SCREEN: the black spot undergoes "MAGNIFICATION." It's a small, ELECTRONIC DEVICE.

Xavier and Jean rush in.

XAVIER

What is going on, Scott?

CYCLOPS

There's something here...

BEAST

Let me see it.

Cyclops swings one monitor around for Beast to look at. Xavier wheels over. Behind, Iceman arrives at the door, fearful.

ICEMAN

We've got to go. It's started! It's happening right now!

BEAST

No! How could I be such an idiot?! They set me up...

CYCLOPS

Wha... ?

Beast shoves the monitor away, angry.

BEAST

It's a tracking device. They wanted me to escape.

The loudest ALARM of all is HEARD. Everyone looks up.

EXT. X-MANSION GROUNDS -- NIGHT

The government tractor trailers SLAM through the main gates.

INT. COMMAND CENTER TRAILER -- NIGHT

Gyrich's TROOPERS are seated near the back. Forward, Gyrich stands with Trask at a command post of video monitors.

GYRICH

Release the Sentinels!

EXT. X-MANSION GROUNDS -- NIGHT

The other tractor trailer takes the lead. Its roof splits open... TWO SENTINEL ROBOTS fly out.

The Sentinels, one RED, one BLACK, are eight-foot-tall metal monstrosities. Stiff and angry robots with glowing eyes, rising up via jet propulsion systems in their feet.

INT. X-MANSION, MAIN FOYER -- NIGHT

ALARM. Cyclops, Beast, Jean and Iceman charge through the foyer, heading for the front door...

The front door is SMASHED inwards. Red Sentinel enters.

The X-Men come to an awe-stricken halt.

RED SENTINEL

Mutants.

A PANEL opens on Red Sentinel's chest. PLOOT - PLOOT -- two SILVER BALLS hit the floor and roll towards X-Men.

CYCLOPS

Take cover!

They scatter towards the wings of the mansion... Cyclops and Iceman head left. Beast and Jean head right.

BOOM -- the silver balls EXPLODE HUGELY, rocking the house, throwing Iceman and Cyclops INTO THE LIBRARY...

In the other wing, the fireball blast and debris follow and SLAM Beast and Jean INTO THE PARLOR.

IN THE FOYER, Red Sentinel goes left. Black Sentinel enters the front door, moving straight ahead, into a hall.

BLACK SENTINEL

Divide and conquer.

IN THE PARLOR, Beast grabs Jean to help her up. Red Sentinel enters, opens his mouth -- SPEWS THICK GAS. His HEAD SPINS AROUND, vomiting gas...

Beast and Jean are enshrouded.

ELSEWHERE IN THE MANSION, Black Sentinel comes to the ELEVATOR for the sub-basements, begins pounding on the doors.

INT. PSI LAB -- NIGHT

The lab is a shambles; ruined by claws. Logan lies unconscious.

JUBILEE (o.s.)

(through door)

Logan...

INT. SUB-BASEMENT HALLWAY -- NIGHT

Jubilee slaps her palm on the Psi Lab door, puts her ear to it.

JUBILEE

(to door)

Come on... you can't go mental now, you big jerk. Some of us were just starting to think you weren't such a bad guy.

Down the hall, at the basement elevator doors, Xavier watches a VIDEO MONITOR in the wall showing Black Sentinel bashing the upstairs doors. The POUNDING echoes from the shaft.

XAVIER

Let's go, Jubilee...

JUBILEE

(points to door)

What about Logan?

Xavier wheels to grip Jubilee's arm, leading her away.

XAVIER

I have a plan. Listen very carefully...

INT. X-MANSION, PARLOR -- NIGHT

Red Sentinel's built in vents SUCK UP the remaining gas, revealing Jean and Beast unconscious.

RED SENTINEL

Two mutants down...

Red Sentinel turns, leaving.

INT. X-MANSION, LIBRARY -- NIGHT

Red Sentinel enters, glowing eyes shifting.

RED SENTINEL

Third and fourth mutants pending...

Iceman is down, in debris. Cyclops crawls away, hurt. Red Sentinel grips a tall bookcase and shoves it over on Iceman.

Cyclops turns, looks up as Red Sentinel moves toward him.

INT. MANHATTAN SUBWAY TUNNEL -- NIGHT

Quiet. Dripping water. A SUBWAY TRAIN is HEARD, very distant.

Blob walks down the tracks, whistling. He's just strolling along, facing red signals far as the eye can see.

EXT. MANHATTAN STREETS -- NIGHT

Toad's firetruck rounds a corner, clipping a fire plug. Cars have no chance against the firetruck as it RAMS past. Sabretooth's helicopter follows above.

INSIDE THE FIRE TRUCK, there's a fire ax wedged against the gas pedal. Toad tears the steering wheel off, jams a screwdriver into the column.

OUTSIDE THE FIRETRUCK, Toad pushes out the rear window and climbs out. He moves towards the ladder controls.

Toad turns the elevating cylinder, begins raising the telescoping ladder, extended it as the vehicle races on.

UP, IN THE HELICOPTER COCKPIT, Sabretooth watches, pushing the stick to take the chopper lower.

ON THE FIRETRUCK'S BACK, Toad climbs the ladder. He looks the direction the truck's heading.

Ahead, cars pull over to make way. The firetruck heads fast towards the mouth of the HOLLAND TUNNEL.

Toad reaches the top of the ladder... leaps...

He manages to grip the skid of Sabretooth's helicopter.

BELOW, the ladder is severed as the firetruck enters tunnel, crashing into cars...

INSIDE THE TUNNEL, the firetruck slams the wall and rebounds, across the median and into oncoming traffic.

OUTSIDE THE TUNNEL, an EXPLOSION throws out a FIREBALL.

INT. X-MANSION, SUB-BASEMENT HALLWAY -- NIGHT

Black Sentinel pounds his way out of the elevator, moves forward.

Black Sentinel stops at the Psi Lab door, eyes scanning...

SENTINEL'S P.O.V.: INFRA-RED HEAT VISION sees through the door, outlining Logan's prone form on the floor inside.

BLACK SENTINEL

Mutant.

Jubilee jumps out from a nearby doorway -- throws ENERGY...

Black Sentinel is knocked back by the BRILLIANT, BURSTING SPARKS.

JUBILEE

Come and get me, Iron-Butt.

Jubilee sprints away.

BLACK SENTINEL

Mutant.

Black Sentinel chases.

EXT. X-MANSION -- NIGHT

A CRASHING STRUGGLE is HEARD from the mansion. Red Sentinel BUSTS through the roof, flying, carrying Cyclops up...

FOLLOW with Red Sentinel. His arms are wrapped around Cyclops from behind. Cyclops can't break the grip, looks down... struggles to lean forward... lets out a visor BLAST...

Hits Red Sentinel's right rocket-foot, DESTROYING it...

Red Sentinel flies irregularly, out of control...

RED SENTINEL

Propulsion systems damaged.

Heading for the forest. He hits treetops, dropping Cyclops...

Cyclops falls through tree limbs and lands on the forest floor.

INT. SUB-BASEMENT HALLWAY -- NIGHT

At the Psi Lab. A crash is heard from inside, like a file cabinet falling over. Logan's CLAWS jab through the closed door.

INT. MANHATTAN SUBWAY TUNNEL -- NIGHT

A TRAIN is HEARD GETTING CLOSE. Blob stands waiting.

A HEADLIGHT brightens the tunnel. A SUBWAY TRAIN rounds a bend, WHEELS SQUEAKING, heading right for Blob.

Blob closes his eyes, holds his arms up, like waiting to embrace. The train's HORN blares. BRAKES SCREAM. Sparks fly...

The train hits Blob full speed, but Blob is IMMOVABLE. The lead car crumples, like a metallic accordion...

Cars jack-knife onto each other, crushed against pillars.

EXT. UNDERWATER, BOTTOM OF EAST RIVER -- NIGHT

Water, water everywhere. Juggernaut trudges along the garbage strewn river bottom, past a skeleton with feet in cement.

INT. ANOTHER SUBWAY TUNNEL -- NIGHT

The tunnel's dirty wall cracks. Water drips through. Juggernaut forces his way into the tunnel, followed by about fifteen-zillion gallons of river.

EXT. X-MANSION GROUNDS, FOREST -- NIGHT

Cyclops is hurt, running through the forest.

Behind, Red Sentinel follows, slowed by its shattered foot.

INT. X-MANSION, SUB-BASEMENT HALLWAY -- NIGHT

Jubilee runs around a corner. Xavier's ahead.

XAVIER

Hurry, girl, hurry...

The SENTINEL can be HEARD behind. Xavier ushers Jubilee into the Danger Room. Black Sentinel rounds the corner, sees Xavier...

INT. X-MANSION, DANGER ROOM -- NIGHT

Xavier enters, following Jubilee to a far corner. Behind, Black Sentinel comes to stand at the entrance.

Across the D.R., Xavier takes up a position with Jubilee behind. He trips a switch on the wall: reveals a hidden KEYPAD.

JUBILEE

I don't know if this is such a good idea.

XAVIER

It's a bit late for that.

At the D.R. doors, Black Sentinel stays put, looks around.

EXT. X-MANSION GROUNDS -- NIGHT

The tractor trailers are parked in front of the mansion.

GYRICH'S VOICE (O.S.)

These X-Men are wimps!

INT. COMMAND CENTER TRAILER -- NIGHT

A MONITOR shows BLACK SENTINEL'S P.O.V. of Jubilee and Xavier cornered. Gyrich and Trask grin into the vid-monitor glow.

GYRICH

What's he waiting for? Crush them!

(to Trask)

Make him crush them!

TRASK

I told you, we only observe. That's the beauty of it... the Sentinels think for themselves.

INT. X-MANSION, DANGER ROOM -- NIGHT

Black Sentinel does not enter yet. He seems unsure, like he's checking the terrain.

XAVIER

What are you waiting for? Here we are.

Black Sentinel decides, charging towards them...

Xavier punches keypad buttons. Jubilee wraps her arms around Xavier from behind.

JUBILEE

Okay, here he comes. Get him...

Black Sentinel is coming, faster...

JUBILEE

Get him!

XAVIER

Jubilee... please...

Jubilee's inadvertently choking Xavier. He tries to pull her off, still punching buttons.

Black Sentinel's getting very close...

JUBILEE

Professor!

Xavier pushes buttons.

Black Sentinel is... KA-BOOM -- a BATTERING RAM CRUSHES Black Sentinel from above. Flattens him.

INT. COMMAND CENTER TRAILER -- NIGHT

Trask stares unhappily at one STATIC FILLED MONITOR.

TRASK

Oops.

GYRICH

Oops? Oops?!

Gyrich shoves Trask, then turns to the Troopers, trying to calm.

GYRICH

Alright, gentlemen... duty calls. Looks like we're going to have to help clean up some of this spilt milk.

The Troopers stand in unison, guns up. Gyrich dons a helmet, grabs a gun and checks the load.

EXT. X-MANSION GROUNDS -- NIGHT

Cyclops breaks into the open, headed towards the mansion. A METALLIC TENTACLE grips his leg from behind and trips him.

Cyclops struggles. Another tentacle joins the other in snaking around him. They squeeze like gleaming anacondas.

Red Sentinel, tentacles jutting from his hands, reels Cyclops in.

RED SENTINEL

Mutant apprehended.

Across the lawn, Logan CRASHES through one of the mansion's windows, hits the ground on the run...

Cyclops turns, sees him.

CYCLOPS

Logan!

Logan charges at Red Sentinel, LEAPING, claws out...

LOGAN

Not so fast, tin man.

Both of Red Sentinel's arms hit the ground, severed, sparking.

...Logan lands, crouched, facing the now armless Red Sentinel.

LOGAN

Farewell to arms.

RED SENTINEL

Malfunction... malfunction...

Logan runs at Red Sentinel, but Red Sentinel bends over -- JETTISONS HIS HEAD, like a rocket...

Red Sentinel's head hits Logan hard, throws him...

Logan lands near Cyclops.

Red Sentinel's head lands in the grass, still functioning.

RED SENTINEL'S HEAD

Emergency procedures warranted. Destroy the mutants.

Red Sentinel's body turns to face Logan and Cyclops, opens its CHEST COMPARTMENT, revealing GUN BARRELS.

CYCLOPS

Close your eyes, Logan!

Cyclops UNLEASHES a VISOR BLAST like none other...

The BLAST WALLOPS Red Sentinel's body, sends it up into the air, flailing, over the mansion...

INT. COMMAND CENTER TRAILER -- NIGHT

Gyrich is at the door, ready to have Troopers follow.

GYRICH

Are we ready?

"Sir, yes sir!" is the in unison response. But, over at the control center, Trask abruptly stands, pale.

TRASK

Gyrich... Gyrich!

GYRICH

What is it?!

TRASK

There's... there's a problem with Red Sentinel.

A WHISTLE is HEARD. Trask listens. Everyone listens. Sounds like an incoming bomb, getting LOUDER.

EXT. X-MANSION GROUNDS -- NIGHT

Red Sentinel's body is coming down, headed for the truck.

INT. COMMAND CENTER TRAILER -- NIGHT

BOOM -- the trailer buckles and flips sideways as the Sentinel hits. Everyone's throw. Lights go out. Long pause. MOANS are HEARD. From pitch black:

GYRICH'S VOICE

(bitter, mocking whining)

That's the beauty of it... Sentinels think for themselves.

EXT. X-MANSION GROUNDS -- NIGHT

Behind the mansion, Logan pulls the metallic tentacle off Cyclops, puts out his hand and helps Cyclops up.

CYCLOPS

Thanks.

LOGAN

Same here.

They look to Red Sentinel's head, on the ground, looking at them.

RED SENTINEL'S HEAD

Please don't hurt me. I'm sorry.

Logan picks Red Sentinel's head up, PUNTS it into the forest.

EXT. MANHATTAN, BROOKLYN BRIDGE -- NIGHT

Manhattan is alive with the SOUNDS of SIRENS. Smoke rises from several areas. An OCCASIONAL EXPLOSION is HEARD.

Traffic on the Brooklyn bridge is jammed up.

The Brooklyn Bridge. Monument to engineering. Magneto arrives, hovering above, surrounded by MAGNETIC POWER.

Below, the bridge sways slightly. Then, hundreds of suspender WIRES and diagonal stays SHAKE and WAVER. Lights go dark. The cables reverberate, caressed by waves of magnetic disruption...

Cables start SNAPPING, loudly, PLONKING and PINGING. First a few, and then many. Snapping, coiling and falling.

Under the bridge, the steel floor with its 4 ton floor beams is starting to peel away.

The road RUPTURES. The middle of the bridge goes. Car and trucks plunge to the East River.

Magneto watches with pleasure.

MAGNETO

Welcome, New York City... welcome to the new world order!

EXT. UNITED NATIONS BUILDING -- MORNING

Dawn over the U.N. Hordes of t.v. news vehicles here. Hundreds of S.W.A.T. teams and police vehicles and men and women.

MAGNETO'S VOICE (V.O.)

Manhattan, in case you hadn't noticed, has been brought to its knees. Your subways are flooded, your tunnels blocked...

INT. UN BUILDING, GENERAL ASSEMBLY HALL -- MORNING

Magneto faces microphones, cameras, and a S.R.O. throng of reporters. Toad, Blob, Sabretooth and Juggernaut stand behind.

MAGNETO

From Sixtieth Street to Battery Park, your bridges are in ruins. And, the question issuing from the meek mouth of humankind is, "Why oh why has this bad fate befallen us?" Well, let my answer be carried to the ends of the earth. Because you would not give us a place in your world, we have taken this one small piece. From this day on, the isle of Manhattan no longer belongs to man. It now belongs to me and to mine. To mutants.

(over HUB-BUB from the assembled PRESS)

All those of the human persuasion will be banished, while all mutants are welcomed to live in peace and solitude, away from baseless discrimination, oppression, and prejudice.

(MORE)

MAGNETO (cont'd)

And, just so I am not accused as a squatter or thief, I offer the Mayor of New York City full payment in exchange for his splendid little borough. However, I must admit I haven't exactly accounted for inflation...

Toad and Blob bring forth a metallic chest. They dump the contents: mounds of TRINKETS and BEADS.

MAGNETO

I'm paying the same price paid to the Manhattan Indians.

EXT. X-MANSION GROUNDS -- MORNING

Trask and Gyrich's Troopers lie on their bellies, hog-tied and helpless, near the trashed Red Sentinel.

MAGNETO'S VOICE (V.O.)

The only thing we Homo Superior further require from man is the continued supply of water and electricity into our city. To those law enforcement officials gathering outside, and to the ever-scheming leaders of the U.S. military, I say...

INT. X-MANSION, LIVING ROOM -- DAY

On a TELEVISION: Magneto's U.N. speech continues.

MAGNETO (V.O.)

(from t.v.)

... keep clear in your memories the limitless power demonstrated this morning. Unless you wish to see it wielded again, you'll keep us happy and keep away.

In this damaged room, Xavier and the solemn X-Men watch. Gyrich is on his knees, hands and feet bound with duct tape.

MAGNETO (V.O.)

Thirteen bridges in and above Harlem still stand untouched. However, in five short days, they too shall fall. So, citizens of Manhattan, it's time to go. I warn you... looters, pillagers and stragglers will not be tolerated. And, with that said, let your exodus begin.

Magneto steps away with the Brotherhood members following. HUNDREDS of REPORTERS SHOUT questions.

XAVIER

How does it feel, Gyrich? You've just cost hundreds, maybe thousands of lives.

GYRICH

What are you talking about?

XAVIER

If not for your attack, my X-Men might have been there to stop the Brotherhood.

GYRICH

Don't try to play it coy, cripple. It was your buddy there's idea to plant the tracking device. Don't try to push off on me what a bunch of your murdering mutant friends did!

XAVIER

Get him out of my sight.

CYCLOPS

(to Beast and Logan)
Outside with his troops.

ICEMAN

What are we going to do with him? He knows where we live.

Logan and Beast come to pick up Gyrich, but he squirms away.

GYRICH

Don't touch me!

LOGAN

Calm down, sissy-boy. We're not going to hurt you, no matter how much we'd like to.

GYRICH

Get off. I'll crawl out of here before I let you put your hands on me again.

Gyrich crawls awkwardly away, knocking over a table.

BEAST

I believe he's under the ignorant impression that we're somehow contagious.

JUBILEE

(watching Gyrich)
What a jackass.

LOGAN

The popcicle's right though. What do we do with Gyrich and his bunch of clowns?

Xavier considers this, then looks to Jean Grey. Jean looks at Xavier, gives a slight nod.

XAVIER

Bring him here. I know what to do.

Logan and Beast go to pick Gyrich up. Gyrich freaks, struggling.

GYRICH
Get your hands off me! Don't touch me...

INT. TRACTOR TRAILER CABIN -- DAY

Gyrich jerks, screaming out...

GYRICH
Don't touch me!

He looks around, utterly disoriented. He's in the driver's seat of a truck. Trask, in the seat beside him, is also confused.

TRASK
Did... did you say something?

GYRICH
What? What do you mean?

TRASK
I thought you said something.

They both look around, in a daze.

EXT. NEW JERSEY SUPERMARKET, PARKING LOT -- DAY

Trask and Gyrich get out. Gyrich walks to the second tractor trailer where glassy-eyed Troopers exit. Trooper One leads.

TROOPER ONE
What's going on?

GYRICH
I... I don't know. What is this place?

Trooper One looks towards the supermarket. Gyrich marvels at the damaged on the Control Center trailer.

TROOPER ONE
I think it's New Jersey.

GYRICH
What happened to this truck?

TROOPER ONE
Weren't we... going somewhere?

GYRICH
What do you mean? Where?

Trooper One tries to remember, pained.

TRASK
Gyrich. Gyrich... where are my Sentinels?

~~Trask~~ stands by the open, empty rear of the other trailer.

TRASK

Where are they? Who stole my robots?!

Gyrich is at a loss. A WOMAN passes by with a cart of groceries.

GYRICH

Something weird happened.

TROOPER ONE

Can we go home now?

EXODUS MONTAGE -- (TO THE TUNE OF RODGERS AND HART'S "MANHATTAN")

- DAY. Various MANHATTAN STREETS of slow traffic and HORDES of PEOPLE all heading the same direction. The exodus has started.

- The TRIBOROUGH BRIDGE has both lanes of bumper to bumper traffic moving towards Queens. Men, women and children walk along amongst the cars and trucks.

At the QUEENS end of the bridge, POLICE and MILITARY MEN do the best they can to keep everything flowing.

- DAY. In a ritzy PARK AVENUE SHOP, Toad is surrounded by piles of suits. He studies himself in mirrors, admiring the fine suit he's wearing and his warty visage, feeling quite dapper.

- NIGHT. Above COLUMBUS CIRCLE, mammoth MILITARY HELICOPTERS fly with wide-mouthed LOUD SPEAKERS pointed downwards. MILITARY MEN throw out leaflets.

- On a crowded STREET, leaflets flutter down. One lands on a car. It's on government stationary: "MANDATORY EVACUATION! WHY YOU MUST LEAVE." In the background, MILITARY POLICEMEN transport the sick from a hospital.

- Inside a big BANK VAULT, Juggernaut breaks open safe-deposit boxes, emptying containers of diamonds into a sack. Behind him, Toad sits in a huge pile of money, throwing bills in the air, literally rolling in cash.

- The exodus flows on past the famous Carnegie Deli. INSIDE THE CARNEGIE DELI, the Blob is seated at a table, eating, eating and eating mounds of food.

- Sabretooth lays out on a beach chair, sunning himself. A tiger strolls by. We see that the relaxation spot he's chosen is in the CENTRAL PARK ZOO's tiger pit.

- DAY. The MANHATTAN SKYLINE. An OBJECT rises from around midtown and floats in the air, moving. It's Rockefeller Plaza's, 4000 lb bronze statue of ATLAS, hovering over the city.

Atlas heads to the CHRYSLER BUILDING. Magneto stands on the highest, gargoyle-adorned roof ledge, below the Art Deco spire. The ledge is decorated with potted plants. Magneto watches as Atlas comes to rest as the ledge's centerpiece. Satisfied, he crosses to enter the building...

INSIDE, Magneto comes through a window into what once a floor of offices. Now, however, it's Magneto's well furnished home.

Magneto takes a seat before what once was an elevator, now a giant fireplace with a roaring fire. Walls are covered in great works of ART from New York's finest museums.

INT. CEREBRO ROOM -- DAY

Dark. Xavier is joined with the Cerebro device, sweating profusely. LIGHT pulses strangely from under his closed eyelids.

XAVIER'S VOICE (V.O.)
(PROJECTED, via Cerebro)
There has been movement. Magnus' offer is proving irresistible to many, despite the bloodshed that facilitated it.

A translucent, psionically produced GLOBE of the earth's surface hangs in the air, alive with fluctuating energy. Jean and Cyclops stand on the other side.

XAVIER'S VOICE
None have reached the city yet, but they are on their way.

INT. WAR ROOM -- DAY

Iceman changes info-gathering reels on super-computers. Logan's slumped in a chair, watching the War Room monitor. A NEWS REPORT shows a MAN on the street interview.

MAN ON STREET (V.O.)
(on t.v.)
I say you let all the muties get in there, then you drop a bomb on the place. That'd solve a lot of problems all at once.

Logan angrily points a remote. A different channel: a NEWSWOMAN reports from the Brooklyn Heights Promenade. Tanks, transports and soldiers face the waterfront.

NEWSWOMAN (V.O.)
(on t.v.)
... borders of New Jersey, Brooklyn, Queens and the Bronx, surrounding the city on all sides. But, military offensives in the Tribeca and Times Square have been easily repelled by The Brotherhood...

Across the room, the Cerebro door rises and Cyclops, Jean and Xavier enter. Logan looks to them.

XAVIER
Governmental policies being what they are, I should have expected mutants to respond to Magnus. But, I had hoped for better.

CYCLOPS

You've said it before, sir... one battle at a time, to win the war.

LOGAN

Speaking of war, Charlie... how much longer you plan to keep us on the sidelines?

XAVIER

Must we rehash this again?

LOGAN

Yeah, I guess so. The civilians have cleared out and the Army-boys and Marines had their shot and they blew it. So, what are we waiting for now?

XAVIER

It concerns me that you're so anxious for this fight.

LOGAN

All I'm saying is, the longer it take us to start slamming, the deeper they dig in.

XAVIER

(nods, smiles)

You've made your point.

(to the others)

Robert... go with Jean and Scott. Collect Henry from the library. You leave for Manhattan tonight.

LOGAN

That's more like it.

XAVIER

Stay behind a moment, Logan.

Xavier wheels to take the remote, "MUTES" the T.V. while the others leave. Logan waits.

XAVIER

It's been a long journey for you to get to where you are. In many ways I've been proud...

LOGAN

Look, I don't need...

XAVIER

Please allow me to finish a sentence without interruption. Thank you. As I was saying... you've come far... but not far enough. Before you joined my X-Men, they had already faced the Brotherhood and been beaten.

(MORE)

XAVIER (cont'd)

So you see, the status quo would not do. They lacked experience, which you've helped with, and by introducing them to your peculiar love of violence you've harden them to a certain extent. You have my thanks for that. However, your services are no longer required.

LOGAN

What?

XAVIER

I'm asking you to leave. Gather your things with as little disruption as possible.

LOGAN

You... you can't do this.

XAVIER

Of course I can. Is this really so unexpected? You haven't made much of an attempt to become a part of the team. I think Scott said it best, when you first arrived... he said, "He's not one of us"... meaning you. And though Scott has made a martyr's effort to accept you, it's become obvious that he was right from the start.

(pause)

I don't know what else to say.

Logan initial stunned misery is turning to anger.

XAVIER

What are you waiting for? Get out.

Logan walks. Xavier watches him cross. Pause.

XAVIER

Logan... I've lied to you.

(waiting)

Logan, you are an X-Man. You always will be, till the day you decide otherwise.

Logan slows to a halt. He turns to face Xavier.

LOGAN

What is this? Just another one of your head games?

XAVIER

Forget what I said before, but never forget how you felt when I said it. Understand? Remember how it would feel if you lost everything you've gained... everything you treasure so secretly.

Logan stands a moment, letting this sink in.

XAVIER

Go on. The Brotherhood's waiting.

INT. X-MANSION, JUBILEE'S LIVING QUARTERS -- NIGHT

Jubilee's hurrying, in knee and elbow pads, strapping on Rollerblades. She grabs her helmet, donning sunglasses on her way out the door.

INT. X-MANSION, UNDERGROUND HELIPORT -- NIGHT

The X-chopper's NOISY rotors spin. It's a fat, retro-fitted military helicopter with an "X" across its nose. Beast is in the cockpit, prepping. Everyone's in body armor.

Iceman and Jean help Cyclops load a large KLEIGH-LIGHT.

CYCLOPS

Where's Logan.

Iceman shrugs. Jean starts across the heliport.

JEAN GREY

I'll find him.

CYCLOPS

Make it quick.

On the other side of the chopper, Jubilee peeks from behind fuel barrels. She looks to a booth over the heliport...

Xavier's up there, occupied, flipping switches.

Jubilee looks to the chopper. She decides, sneaking to the chopper's rear belly. She opens a storage panel and climbs in. Tight fit. She closes it behind her.

INT. X-MANSION, DOWNSTAIRS HALL/LIVING ROOM -- NIGHT

Jean moves through the hall, looking in various rooms.

AT THE LIVING ROOM, Jean sees Logan by the fireplace. Logan stands staring at a fire. He's in battle gear.

Jean's about to say something, but stops herself. She leaves.

INT. X-MANSION, LOGAN'S LIVING QUARTERS -- NIGHT

Jean pushes the door open, looking around. She goes to Logan's desk. The cigar box is there. A pause, then she opens it.

Inside, there's only one photo left: the picture she gave Logan. The b+w picture of Logan with the X-Men.

EXT. X-MANSION GROUNDS -- NIGHT

Far behind the mansion, beyond forests, the ground rumbles.

A huge, camouflaged earth HATCH opens. The X-chopper rises and heads out.

EXT. MANHATTAN SKYLINE -- NIGHT

Manhattan's West Side. The X-chopper blurs past.

EXT. WORLD TRADE CENTER -- NIGHT

The X-chopper's floodlights come on it moves between the Twin Towers, then heads for nose-bleed heights.

EXT. VARIOUS CITY STREETS -- NIGHT

Chinatown Streets are empty. Only a few abandoned cars.

The narrow streets of Greenwich Village are dirty and deserted.

The lights are on in Times Square, but nobody's home, except for a pair of Army jeeps speeding to the north.

EXT. CHRYSLER BUILDING -- NIGHT

Magneto comes out onto the Art Deco ledge. Far off, a rigid pillar of light shines up from the Twin Towers.

EXT. BROAD STREET, WALL STREET AREA -- NIGHT

The X-Men walk along in formation. Logan and Iceman watch behind. They're passing the Gothic Trinity Church.

CYCLOPS

If anyone wants to pray, now's the time.

BEAST

It's ironic we're so close to Wall Street.

ICEMAN

Why's that?

BEAST

Wall Street got its name from the wall that used to keep Indians out of the city.

LOGAN

Well, the cowboys are here. Where's all the Indians?

JEAN GREY

They're on their way. I can feel it.

They move on. Far behind, Jubilee peeks from behind a car.

EXT. STREET OF BROWNSTONES -- NIGHT

Brownstones and shops. A few abandoned cars. The X-Men round a corner, moving to mid-street. Logan slows, looking behind. He walks...

Logan gets to the corner, against the wall.

CYCLOPS

Logan... ?

Logan puts his finger to his lip, motions for the others to stay. Logan waits. Jubilee sticks her head around the corner and Logan grabs her, lifting her by her lapels.

LOGAN

What were you thinking?

CYCLOPS

Jubilee... what are you doing here?

JUBILEE

(stymied)

Well, um... Professor Xavier told me I better follow, in case there was trouble.

LOGAN

Sure he did.

JEAN GREY

One of has to get her out of here quick.

A BLOB'S VOICE is HEARD O.S., "Hooooty-Hoooooot!" Iceman looks.

ICEMAN

Too late.

Everyone looks. At the end of the block, Blob calmly waddles into view with Toad perched on his shoulders.

CYCLOPS

Stay awake. This is it.

Above, the air SIZZLES and the GLOW of Magneto's ball of MAGNETIC ENERGY appears just before he does, hovering.

Logan puts Jubilee down. The X-Men move as a group towards the center of the block, watching Magneto cross above.

At the other end of the block, Sabretooth and Juggernaut take up positions. X-Men are bookended by villains.

Magneto lands atop one bordering building, looking down.

MAGNETO

X-Men. Children of the Atom. Surrender while you still have your lives.

CYCLOPS
We're fine... thanks anyway.

MAGNETO
It would be so much better if you made my city your homeland, with The Brotherhood as allies. We don't really want to have to kill you.

SABRETOOTH
(up to Magneto)
Speak for yourself.

LOGAN
Then, what are you waiting for?
(POPS CLAWS, steps forward)
Let's boogie.

CYCLOPS
We stick together, Wolverine. Make them bring the battle to us.

MAGNETO
That is easily arranged, Cyclops.

Magneto generates shimmering MAGNETISM. He rises.

MAGNETO
Here is your doom!

The SOUND of STATIC ENERGY grows UNBELIEVABLY LOUD. LAMPPOSTS begin to BEND and CREAK.

Cyclops FIRES a BLAST from his visor, up at Magneto...

The RED RAY is repelled by the Magneto's ENERGY FIELD.

POWER LINES begin WHIPPING in sudden, violent wave patterns. TRANSFORMERS atop telephone poles start FIRING SPARKS.

Up-street, Juggernaut and Sabretooth back away.

Down-street, Blob backs off with Toad still on his shoulders. Nearby, two CARS RISE UP, flying towards the X-Men.

Cyclops BLASTS one away, but the other is still coming...

CYCLOPS
Jean!

Jean raises her arms. PSIONIC ENERGY WARPS the AIR as a DOME of MENTAL ENERGY forms with the X-Men inside. The car SLAMS the dome, held there.

Lampposts pull loose, drawn inexorably towards the X-Men...

They join another car in POUNDING against the PSIONIC DOME. The X-Men are protected, but unable to fight back.

Magneto rises further, teeth clenched and bared.

MAGNETO
Impressive, Tinkerbelle... but not enough.

Magneto's fingers curl. The intensity of his MAGNETIC BOLTS increases. SOUNDS like FEEDBACK from hell.

METAL STORM: Metal objects come crashing from surrounding buildings, CAREENING through windows...

Silverware, scissors, chairs, desks, clocks, bed frames, lamps and stereos, out all the windows of the brownstones...

All things metal. From all sides. Metal objects, big and small, BASH the psionic dome, till you can't even see Jean's force field or the X-Men through the first coat.

Above, Magneto throws his head back, exerting.

EXT. VARIOUS MANHATTAN BUILDINGS -- NIGHT

Massive buildings SPEW metal out SHATTERING windows.

It's like the Chase Manhattan Bank Building and the Marine Midland Bank Building are vomiting metal objects: computer monitors, safes, file cabinets by the hundreds...

ON ONE STREET, a construction site is stripped of steel, I-beam GIRDERS, like toothpicks in a single-minded wind.

EXT. STREET OF BROWNSTONES -- NIGHT

Magneto floats to one side, directing his energies. Metal rains down on the already impressive mound at mid-street.

INSIDE JEAN'S PSIONIC DOME: OBJECTS can be HEARD CLUNKING. Jean's straining. Logan's on his knees, CHOPPING at the ASPHALT with his claws, trying to cut a hole.

JEAN GREY
I... I can't hold it much longer.

Cyclops turns, pushing Iceman, Beast and Jubilee away.

CYCLOPS
Back off. Clear a space.

Cyclops lets out a sustained, NEEDLE THIN VISOR BEAM -- cutting into the street... beginning a circle.

OUTSIDE JEAN'S PSIONIC DOME: the metal storm continues. Above the mound, I-beam girders hover vertically. Magneto brings one hand down. ONE GIRDER follows the command, SPEARING...

The girder RAMS the metal mound.

INSIDE JEAN'S PSIONIC DOME: BOOM -- Jean reacts in pain as the dome shifts slightly inwards.

JEAN GREY

Scott... hurry!

CYCLOPS

Almost there!

Beast is by Cyclops. Cyclops has nearly finished the circle.

Logan's still cutting his own ditch with Iceman and Jubilee helping throw aside chunks of asphalt. Logan swings down -- CLANK -- METAL AGAINST METAL. A loud HISSING.

LOGAN

Not good...

JUBILEE

What? What happened?

LOGAN

I broke a gas line.

ICEMAN

What do we do now?

LOGAN

(backing out of ditch)

Well, if spark hits it, what we do is we fly up in the air about one thousand feet and scream at the top of our lungs.

(to the others)

Everybody better start holding their breath real quick!

JEAN GREY

Scott!

CYCLOPS

Done!

Cyclops stops blasting. Beast straddles the circle, pushing down with both hands...

The circle of asphalt falls through. Cyclops, Iceman, Jubilee and Logan come to look in. They don't look happy.

BEAST

We're in trouble.

Below, through the hole: a violent TORRENT of RUSHING WATER.

CYCLOPS

We don't have any choice.

CRACKS begin to appear in the asphalt, creeping from under the edges of the dome. BIG CRACKS. Jubilee sees this.

JUBILEE

We sure don't.

Logan looks, then picks up Jubilee, holding her.

LOGAN

Hang on.

OUTSIDE JEAN'S PSIONIC DOME: Magneto sends the final girder down.

The METAL MOUND CAVES IN with a tremendous crash. Jean's psionic dome has given in. A jarring EXPLOSION sends flames shooting out and throws metal.

Up the street, Sabretooth takes cover behind Juggernaut.

An ARM of FIRE is left, RISING from the gas pipe under the pile.

Down the street, Blob and Toad come from behind a bus shelter. Magneto lowers to the ground, facing the rubble.

MAGNETO

(turns, to villains)

Find the survivors. Eliminate them. Make them wish they had been lucky enough to have perished here!

INT. UNDERGROUND PIPEWAY -- NIGHT

Water rages past, below this laddered pipe/passage. Logan's hand juts from the water and grips a ladder rung.

Logan pulls himself up, using both hands, rung to rung. Jubilee rises from the water, clinging to Logan's waist.

Logan lifts Jubilee onto a near ledge. She coughs water. Logan hangs, catching his breath.

EXT. EAST RIVER -- NIGHT

A drainage pipe dumps water and metal into the East River. The flow tosses Beast, Iceman (human form) and Cyclops out. They go under in the churning water.

They come up. Beast takes air, looking around. SOUTH STREET SEAPORT is near. The FOUR MASTED BARK "PEKING" is permanently docked there, a huge, sail-less ship from maritime's past.

Cyclops looks to Beast and Iceman, then looks up at the pipe.

CYCLOPS

(up at the pipe)

Jean!

The pipe just keeps spitting water and metal.

EXT. CITY STREET, SOUTH STREET SEAPORT -- NIGHT

Toad scurries down the cobblestone streets of the seaport. All around are shops and restaurants, closed down.

He comes to a storm drain, crouching and sniffing, licking with his forked tongue, like he's licking the air. CYCLOPS' VOICE is HEARD, far off, SHOUTING for Jean.

Toad hears this, excited. He turns back to empty streets, WHISTLES loudly, then runs towards Cyclops' voice.

INT. BASEMENT -- NIGHT

A dank, dark basement. On one concrete wall, LOGAN'S CLAWS POKE OUT, cutting through.

The cut SECTION is PUSHED IN. Logan enters, followed by Jubilee, wet and weary. There's an elevator ahead.

INT. NEW YORK STOCK EXCHANGE, TRADING FLOOR -- NIGHT

An elevator DINGS. Doors open. Logan and Jubilee exit.

They're in the vast, deserted N.Y. STOCK EXCHANGE. Hundreds of TV MONITORS are suspended over TRADING POSTS. The only light is from color bars on all the screens and moonlight through multi-storied windows.

Logan leads the way across the trading floor.

ABOVE, a SHADOWY FIGURE skirts past the SKYLIGHT. Logan looks up... sees nothing. Now wary, he studies the darkness.

JUBILEE

What?

LOGAN

Just stay close to me.

They move on.

EXT. THE "PEKING," SOUTH STREET SEAPORT -- NIGHT

On the ship's left side, Beast and Cyclops climb ropes, pulling themselves onto the deck. Beast leans over the rail.

He helps Iceman aboard. They're exhausted. Beast notices Cyclops looking to the drainage pipe. No sign of Jean.

CYCLOPS

Where is she?

BEAST

She must have been pulled into another pipeway.

Beast puts a comforting hand on Cyclops' shoulder.

BEAST

She's always been able to take care of herself, Scott. I'm sure she's fine.

Cyclops looks to Beast, not so sure, but nods. The boat gives off a loud CREAK, listing to one side. X-Men turn...

At the ship's right side, Blob steps off the metal gangplank leading up from the seaport pier, followed by Juggernaut and Magneto, who stands between them.

MAGNETO

Or, perhaps she's just plain dead.

Cyclops cries out in fury as he SHOOTS a BLAST from his visor...

Magneto raises his arms, blocking with a FORCE FIELD, then spreading his fingers, SHOOTING MAGNETIC POWER...

Beast, Iceman and Cyclops are pulled up by FILAMENTS of ENERGY, lifted, twisting in pain, and then THROWN...

Cyclops and Iceman land far off, close to each other, stunned.

Beast hits the deck further back, towards the rear of the ship.

Juggernaut and Blob stride towards the stern, closing in on Cyclops and Iceman. Magneto follows, in no hurry.

Cyclops struggles to get up, but Blob comes to KICK -- sends him backwards over a railing...

Cyclops falls to a lower deck of the ship.

Juggernaut grips Iceman, one hand around Iceman's throat (still in human form), cocking his other hand to swing...

JUGGERNAUT

You're done.

Iceman TRANSFORMS, coated in ice just as Juggernaut PUNCHES...

Iceman lands, ice chips flying. He shakes his head, trying to clear it. He looks to see Juggernaut charging...

Iceman puts one palm to the deck. A SHEET of ICE FORMS...

The ICE SHEET spreads towards Juggernaut.

Juggernaut loses footing, swinging his arms, slipping... whoa, whoa, whoa -- falls with a BOOM, legs in the air.

Not far away, Blob climbs the deck railing, looking down at Cyclops below, bending his knees, about to jump...

BLOB

Pancake time!

Beast leaps onto Blob with a roar, knocks him backwards...

Beast straddles Blob onto the deck, punching with all his might. SLUGGING, SLUGGING, SLUGGING. A NOOSE suddenly loops around Beast's neck from above, PULLING tight...

The noose rope pulls Beast upwards, chocking him. He grips it.

HIGH ABOVE, Toad is perched on a horizontal pole on the MAINMAST, reeling Beast in. Beast's legs swing uselessly.

BELOW, ON THE DECK, Juggernaut's getting up. Magneto's coming up behind him. Iceman lets loose with a BLAST of ICE PROJECTILES...

The ICE PIECES SHATTER against Juggernaut...

Behind, Magneto ducks for cover as sharp ICICLES explode around him, some lodging in the ship's wooden cabin.

Behind Iceman, Blob gets to his feet. Blob turns to the rear of the ship, sees Cyclops crawling up stairs.

Iceman turns to see Blob heading for Cyclops. Iceman gets up and runs, head down, charging towards Blob's back...

As Iceman runs, his head GROWS, FORMING an icy BATTERING RAM... Across the deck, Magneto sees this.

MAGNETO

Behind you, Blob!

Blob turns, with a "huh?" look on his face. Iceman slams head first into Blob's gut -- BLOOP!

Blob, unmoved, looks down at Iceman, who is caught there, up to his chest in Blob's blubber. Iceman struggles, can't pull out.

Blob takes a great big breath, prepping to flex...

POP! -- Iceman is sent FLIPPING backwards, head over heels...

Juggernaut reaches to catch him, but Iceman's too high...

Iceman finally lands with a CRUNCH near the ship's bow.

INT. NEW YORK STOCK EXCHANGE, TRADING FLOOR -- NIGHT

Logan's keeping low, moving past trade posts. Jubilee follows along on her skates.

ABOVE, Sabretooth walks, balanced on the network of gold pipes over the trading floor. He drops...

Sabretooth lands behind Jubilee, gripping her as she struggles and screams. Logan turns, pops claws. Sabretooth backs off.

SABRETOOTH

New girlfriend, Wolverine?

LOGAN

Put her down.

SABRETOOTH

A little young, don't you think?

Jubilee freezes as Sabretooth gently runs his claws against her cheek, keeping one arm around her throat.

LOGAN

You hurt her... I'm going to make you into the world's ugliest jigsaw puzzle.

SABRETOOTH

You'd like to do that anyway. So, it doesn't matter.

Sabretooth grips Jubilee's head in his hands, palms to her cheeks. Jubilee swallows, shuts her eyes, concentrating.

SABRETOOTH

Just, one little twist. That's...

ZZZZAP -- Sabretooth cries out as Jubilee's head unleashes a BLINDING burst of light... Jubilee jerks forward, released.

Sabretooth looks at his trembling, smoking hands, furious.

Logan grips Jubilee, looks up...

LOGAN

Sorry about this, kid...

He throws Jubilee into the air...

She lands awkwardly in an overhanging BALCONY, knocking over the exchange's starting BELL, which TOLLS.

Below, Logan moves towards Sabretooth. Sabretooth backs away, blowing on his hands, wriggling his fingers. They circle.

SABRETOOTH

You really don't know when to just lay down and die, do you?

LOGAN

I'm ignorant like that.

SABRETOOTH

It's fine with me. This way I get to kill you all over again.

Logan lunges, but Sabretooth sidesteps and counters...

PUNCHES Logan in the back of the head. Logan's down.

Sabretooth pulls a free arm CTR (small t.v. on a metal arm) from a trading post, swings it, CLUBS Logan as he tries to get up.

SABRETOOTH

Let's see just how unbreakable them
adamantium bones of yours really are.

Sabretooth CLOBBERS Logan again.

EXT. THE "PEKING," SOUTH STREET SEAPORT -- NIGHT

ATOP THE MAINMAST, Toad's laughing, swinging the rope...

Beast swings at the other end, still gripping the noose round his
throat... gets POUNDED back against another mast.

BELOW, NEAR THE BOW, Juggernaut's holding Iceman by his feet,
thrashing him against the deck like a rag doll.

NEAR THE STERN, Blob throws Cyclops into a pile of wooden crates.
Cyclops lies there, barely moving. Magneto comes to Blob's side.

MAGNETO

Their fearless leader.

BLOB

What should we do to him now?

Magneto looks up, sees something. He motions with one hand...

There's a big ANCHOR against the ship's rail. It rises up,
dragging a short length of chain behind it.

ABOVE, Beast is swung again, hits the mainmast pole, but this
time he hangs on. He grips the pole with his legs.

Directly above, Toad looks pissed, yanks the rope.

Beast yanks back, gets some slack and bites the rope, ripping it.
He's free. He pulls the noose off his neck and starts climbing
the web-like rope ladder.

Above, Toad hisses, moves to the mast's vertical pole and starts
climbing higher.

BELOW, AT THE BOW, Iceman is thrown down. Juggernaut moves
towards him. Iceman gestures with one hand -- BLASTS SNOW...

The snow slaps wetly against Juggernaut's helmet, covering his
face. Juggernaut recoils, wipes the snow away with both hands...

He can't dig the snow out from his helmet's eye sockets.

Iceman grips a railing, pulls himself to his feet. Juggernaut
lets out a frustrated roar, grabs blindly at Iceman, but Iceman
moves to avoid.

ICEMAN

What's wrong, Juggernaut? Snowblind?

Iceman brings one arm back: forms a huge, ICE BLOCK FIST. He swings, SLAMMING Juggernaut -- CLANK -- ice shattering...

Juggernaut turns, swings and misses. Iceman forms another oversized ICE FIST -- POUNDS Juggernaut.

Each time Iceman swings, the ice fist shatters, but Iceman just keeps producing them, PUNCHING, REFORMING, PUNCHING, REFORMING. Juggernaut's desperation grows.

Iceman steps back, readying himself, puts his whole body behind one, last, frozen ham-fisted WALLOP -- KLANK!! Juggernaut goes overboard on the right side of the ship...

Juggernaut lands on the pier's dock, splintering the wood.

ABOVE, ON THE MAINMAST, Beast is still climbing. He looks down.

BEAST

Oh, Lord...

He sees: below, at the ship's left side, Magneto causes the anchor he found to LEVITATE. He's about to put it overboard. Problem is, the anchor's chain is bound to Cyclops' ankle, dragging him. Blob's nearby, delighted.

Beast looks up, grabs a rope hanging from above. He tugs it, readying, swings...

Beast sweeps down, feet first -- CLOBBERS Magneto from behind.

Magneto's knocked to the deck.

Beast's swing arch brings him back to the mainmast. Toad is immediately upon him, sliding down another rope, KICKING...

Beast recoils, keeping a grip on the mast.

BELOW, ON THE DECK, Blob tries to help Magneto up, worried.

BLOB

Are you okay?

MAGNETO

(pushing Blob away)
Throw him off! Do it!

Blob moves to obey as Magneto stands, looking up towards where Beast and Toad are fighting.

MAGNETO

Filthy animal.

Meanwhile, Blob grips Cyclops and the anchor, lifts them. Far across the deck, Iceman runs this direction.

ICEMAN

No!

Blob throws. Cyclops hits the water, yanked under by the anchor. Iceman reaches the rail, horrified. He leaps to follow.

INT. NEW YORK STOCK EXCHANGE, TRADING FLOOR -- NIGHT

Sabretooth stands over Logan, throws the CRT arm aside. Logan's bad, crawling away. Jubilee skates towards them...

Jubilee leaps at Sabretooth, but Sabretooth turns, catches her in one hand and tosses her back...

Jubilee lands hard, slamming her helmeted head.

Sabretooth watches to make sure she doesn't get up, turns back to Logan. Sabretooth grips both of Logan's wrists from behind.

He pulls Logan up onto his knees, presses his foot high on Logan's back, pushing hard while pulling Logan's arms back.

SABRETOOTH

Know what your problem is, shorty? You're so desperate to get me, you can't see straight.

Sabretooth applies more pressure, like he's trying to tear Logan's arms out. Logan grunts in pain. His claws pop, useless.

Logan sees something...

A very thick ELECTRICAL CORD in an outlet at the center of one trading post, leading up to the array of monitors.

Logan tries to stand, struggling towards the trading post.

SABRETOOTH

You want me dead so bad, you don't care if you go with me...

Sabretooth slams him against the trading post wall, keeping his grip. Logan's face is near the cord.

SABRETOOTH

And that's when you do something stupid.

Logan grips the electrical cord in his mouth and BITES DOWN HARD.

BR-ZAAAAPPPP -- an ELECTRICAL EXPLOSION sends Sabretooth and Logan off the ground, SMASHING into another trade post...

They land far apart. Logan rolls over, in great pain. He wipes at his burned face. Wisps of smoke curl from his lips:

LOGAN

... can't argue with that...

Sabretooth's face down, barely moving. Logan gets up, heads towards him, falls, gets up, determined.

EXT. UNDERWATER, BOTTOM OF EAST RIVER -- NIGHT

Murky water. Iceman swims downwards. Ahead, Cyclops can be seen. The anchor's on the bottom. Cyclops pulls at the chain around his ankle, can't get free.

Iceman arrives, gripping the chain, trying to get it off. Can't. Cyclops motions for Iceman to back off.

Cyclops bends, grips the short length of chain, aiming his visor. He FIRES, but his red ray of energy is DIFFUSED and REFRACTED by the water, splitting in several directions. No help.

Iceman starts back towards Cyclops. Suddenly, Blob arrives from above, coming down fast to shove Iceman into the sludgy bottom.

Blob punches Iceman.

Cyclops yanks the chain. He's running out of air.

Iceman pushes Blob's face, wriggles free from his grip.

Cyclops keeps pulling the chain, straining, desperate.

Iceman swims, reaching for the anchor.

Blob swims to follow.

Iceman grips the anchor.

Blob grips Iceman's foot, pulling...

Iceman is dragged back.

Bubbles explode from Cyclops' mouth. His last gasp.

EXT. THE "PEKING," SOUTH STREET SEAPORT -- NIGHT

At a dizzying height ON THE MAINMAST, Toad and Beast are duking it out, swinging and punching. Toad KICKS... Beast falls backwards...

Beast manages to keep hold of the rope ladder with his feet, hanging upside down. He grabs with his hands and releases with his feet, FLIPPING, upright once more. He climbs. Toad climbs.

BELOW, ON THE DECK, Magneto watches, furious.

MAGNETO

Face him, coward! Kill him!

OVER THE SHIP'S LEFT SIDE

Bubbles rise to the river's surface. Then, a large BLOCK OF ICE breaks the surface with a splash, bobbing. The anchor is frozen inside it. Cyclops rises nearby, gulping air.

Cyclops treads water, trying catch his breath. He lifts the anchor chain above water, VISOR BLASTS it. Free at last.

Not far away, the surface of the river swells up again, but this time it's a HUGE BLOCK OF ICE that bursts forth and floats. This ice block contains Blob, trapped in suspended animation.

Iceman resurfaces, looks to the Blob block, then to Cyclops.

ICEMAN

T.V. dinner.

ELSEWHERE, ON THE SEAPORT DOCK

Juggernaut stumbles blindly, his helmet holes still clogged with snow. He reaches to grip a massive metal mooring, feels it...

He BANGS his head against it, hard. Slams down again, helmet ringing. Once more, till the snow has been knocked loose.

UP ON THE "PEKING"

Magneto's still watching Toad and Beast battle above.

MAGNETO

Get him, you imbecile!

Behind him, Cyclops climbs up to peer over the rail.

CYCLOPS

Yoo-hoo...

Magneto turns. Cyclops UNLEASHES a BLAST...

ON THE DOCK

Magneto is thrown from the ship, landing with a clatter of body armor, not far from Juggernaut.

JUGGERNAUT

What the... ?

On the "Peking," Cyclops leaps from the ship to the dock, running forward, BLASTING at Magneto...

Magneto, still down, turns and gestures. A BLUE BOLT REACHES OUT... MEETS the visor blast...

Instantly, the VISOR BLAST goes from RED to BLUE -- knocking Cyclops backwards. Knocking him flat.

ON THE DECK OF THE "PEKING"

Iceman weakly struggles to pull himself aboard. High above him, up on the mainmast, Toad SHOTS SPITTLE down at Beast. Beast moves to one side, avoiding.

Toad SPITS again, but Beast dodges again.

BEAST

That's a disgusting habit.

Beast grips the mast pole and jerks his body, causing the pole to shake violently. Toad loses his precarious grip and falls...

Toad catches a handful of rope, stopping. He's now just above Beast, on the other side of the mast. Beast reaches for him, but Toad shoves off, repelling back...

Toad swings forward, straddling the mast while KICKING, WALLOPING Beast. Beast flies backwards, falling. It's a long way down...

ABOVE, Toad watches, laughing.

Beast falls. Then, he slows. He slows, and stops -- held in mid-air, motionless, a few feet from the deck. He looks up.

ABOVE, Toad stops laughing. He realizes.

TOAD

Hoo-boy.

Toad turns and looks up. Jean's there, hovering. She smiles.

JEAN GREY

Hi.

She PUNCHES Toad. Toad falls...

And falls, till he THUDS! onto the dock. Out cold. Magneto, clutching Cyclops' limp body, turns to see this, then looks up. Jean hovers, coming lower.

JEAN GREY

Put him down, Magnus.

Magneto gets behind Cyclops, holds him to keep him from falling. Juggernaut comes to stand beside Magneto.

ICEMAN (O.S.)

You heard the lady.

Magneto turns to see Beast and Iceman leap down off the ship to the dock. They approach slowly, fanning out.

MAGNETO

Look there, Cyclops... your friends have come to save you. How heart-warming.

(to the X-Men)

I'm afraid he doesn't have much to say. He isn't feeling very well. But believe me...

Magneto keeps a grip on Cyclops, and pulls up his visor...

MAGNETO

He's glad to see you.

Cyclops' eyes SHOOT wide POWER BEAMS, non-stop now that the protective visor isn't there to halt them...

Jean holds up her arms and rises higher as the blasts just miss.

Iceman and Beast are hit, KNOCKED backwards. Iceman is sent CRASHING through the front of a SOUVENIR STAND.

Juggernaut moves forward. Magneto pulls Cyclops' hair back, aiming upwards, still pointing Cyclops as his weapon. Cyclops groggily tries to break Magneto's grip.

Jean flies, avoiding the BLASTS, but only for a moment.

She's CLIPPED, and she plummets straight down.

Jean lands with an exhalation of pain, not far from Magneto.

CYCLOPS

No!

Cyclops JAMS his elbow into Magneto's side and pulls free, stumbling away, on his knees. Thin BLASTS still LEAK from his eyes as he pulls his visor down to block them. Magneto is angry.

MAGNETO

I'm not finished with you.

He holds out his arm and a BOLT of ENERGY SHOOTS from his palm to grab Cyclops, pulling Cyclops back. Jean sees this, furious.

JEAN GREY

I told you once already... LET HIM GO!!

Jean puts her whole body behind a HUGE WAVE of PSIONIC ENERGY...

Magneto's blind-sided, THROWN upwards with INCREDIBLE FORCE...

EXT. MANHATTAN SKYLINE -- NIGHT

Magneto SOARS across the sky like a SHOOTING STAR, screaming...

Magneto continues his flight, SMASHING into the Empire State Building; leaving a gaping hole.

EXT. NEW YORK STOCK EXCHANGE -- NIGHT

Sabretooth comes SMASHING out the front doors. Glass shatters.

Sabretooth rolls down the steps, covered in tiny cuts. He hits the street, getting unsteadily to his feet. He runs.

Back at the doors, Logan arrives, sees Sabretooth fleeing.

Logan chases Sabretooth, sprinting down the street.

Once more at the front doors, Jubilee comes flying out, on her skates, leaping down the steps...

She lands in the street, skating to follow.

EXT. SOUTH STREET SEAPORT -- NIGHT

Juggernaut pulls a METAL SIGN POST up from the dock.

Beast rolls as Juggernaut swings the sign down with a CLANG. Juggernaut keeps SWINGING. Beast leaps and dodges.

Across the dock, Cyclops crawls to Jean where Jean lays.

CYCLOPS

Are you alright?

JEAN GREY

Give me a minute.

CYCLOPS

Stay down then. I'll be back.

Cyclops gets to his feet, heads for the ongoing battle.

EXT. EAST RIVER WATERFRONT, DOCK -- NIGHT

Sabretooth flees down a dock -- dives into the water. He starts swimming towards the center of the river.

On the dock's edge, Logan arrives, winded. He spots Sabretooth.

JUBILEE (O.S.)

Logan!

Logan turns. Jubilee halts far behind, pointing. Logan looks...

South Street Seaport isn't far away. The other X-Men are there. Beast can be seen fighting Juggernaut.

Jubilee skates off, heading to join the others. Logan watches her go, then looks out in the river. Pause. Logan leaps...

He hits the water, swimming after Sabretooth.

EXT. SOUTH STREET SEAPORT -- NIGHT

Juggernaut SWINGS the sign. Beast keeps dodging, forestalling injury. Cyclops FIRES at Juggernaut. It does nothing.

Behind them, Iceman crawls halfway out of the broken souvenir stand. He raises his arms towards Juggernaut, PROJECTING COLD...

As Juggernaut continues his pursuit of Beast, his breath becomes visible and ICE BEGINS to FORM on his HELMET and ARMOR. CLANK -- Juggernaut misses again. He's getting very angry.

BEAST

(taunting)

Batter, batter, batter, swwwing!

JUGGERNAUT

Your head's going on my trophy wall.

BEAST

Don't count your trophy heads before
they're stuffed and mounted.

Beast ducks one jab of the post, but Juggernaut catches him in the side of the head. Beast goes down.

Juggernaut lifts the sign post up, READY TO STAB...

JUGGERNAUT

See if you can laugh this off...

ICEMAN

Hit him now, Scott! Now!

Cyclops visor lets rip with another BLAST...

JUGGERNAUT'S ice brittle HELMET EXPLODES into pieces. Juggernaut stumbles backwards, dropping the sign...

He stands a moment, eyes crossed, lets out a deep breath, closing his eyes. Pause. He falls with a BOOM!

Jubilee's on her way across the dock. Cyclops sees her first.

CYCLOPS

Jubilee.

He goes to meet her. She jumps into his arms. He holds tight.

CYCLOPS

Where... where's Logan.

JUBILEE

He went after Sabretooth.

EXT. EAST RIVER -- NIGHT

Out in the river, Logan swims on, fast as he can. He slows, looking back over his shoulder. Then, looks up.

Far off, above the Manhattan skyline, Magneto can be seen moving through the air, carried in his bright aura of magnetism. He's heading down slow, moving towards the Seaport.

Logan treads water. He peers ahead across the water.

Sabretooth's pretty far away, still swimming.

Logan looks back towards the Seaport. He looks back towards Sabretooth, gritting his teeth, trying to decide.

EXT. BOARD AND WALL STREET AREA -- NIGHT

Iceman and Beast come to look down at Juggernaut. Iceman holds up his hand and Beast gives him a gentle high-five.

ICEMAN

Now we know why he wore the helmet. To
hide his face.

BEAST

Juggy's not an attractive gentleman.
(points at Juggernaut)
Hey... did you see that?

ICEMAN

What?

BEAST

For a second there, I could have sworn I
saw little birds flying around his head.

Nearby, Cyclops and Jubilee support the exhausted Jean Grey.

CYCLOPS

Let's not congratulate ourselves yet, guys.
Magnus is still out there.

Suddenly, glowing STRUCTURAL RAILS SHOOT UP from below,
splintering the wooden pier behind...

Cyclops turns as rails WRAP round his neck, Jubilee's and Jean's.

The rails shoot higher, cobra-like, lifting them. Rails SLAM UP
behind Iceman and Beast, also gripping their necks and hoisting
them. A GLOW descends...

Magneto arrives, riding MAGNETIC ENERGY, a good deal worse for
wear. He lowers to the ground, looks to Juggernaut, energy
flying off him all the while.

MAGNETO

Pious fools...how dare you? How dare you!?

He looks to Beast, Iceman, Jean, Jubilee and Cyclops while they
struggle helplessly, held high above him.

MAGNETO

You despoil my paradise! After all I've
done for mutant-kind... for your race! How
should such insolence be punished? Death
will barely begin to make recompense for
the disrespect you've shown me.

He walks towards them, balls his hands into fists.

MAGNETO

Perhaps this? Yes...

ENERGY INCREASES. Rails slither and turn, so the others face Jean and Jubilee, who come side by side.

Jean tries to get her fingers under the rail around her throat.

MAGNETO

Women and children first.

Jubilee's gasping, her face contorted in pain.

MAGNETO

While you witness their final moments.

LOGAN (O.S.)

Witness this, Grandpa!

Magneto turns just as Logan leaps from behind, swinging claws...

Magneto is thrown far, hitting the ground, helmet flying off.

... Logan lands and rolls, coming up on his feet.

The RAILS STOP GLOWING. JEAN'S OPENS, dropping her.

Magneto lifts himself off the ground MAGNETICALLY, turning and examining his side, which bleeds through his armor.

Logan charges, lunging, but Magneto THROWS a BOLT...

Logan is SLAMMED to the ground, on his back.

Jean looks to the others, PROJECTING. Their RAILS RELEASE them.

Magneto RISES over Logan, furious. ENERGY BOLTS pin Logan down.

MAGNETO

Impudent whelp! I will rip those metal bones from your body!

ENERGY DANCES all over Logan. He jerks in pain. He screams.

The flesh of Logan's arms and face ripples frighteningly.

A BLAST from Cyclops' visor sends Magneto CAREENING to one side.

Cyclops leads Beast, Iceman, Jubilee and Jean, FIRING again while Iceman PROPELS ICE MISSILES from his fists....

CYCLOPS

Give him hell, X-Men!

Magneto's HIT again. His MAGNETIC FIELD FALTERS.

He falls a bit closer to the ground. Beast runs and leaps, curling into a ball, BODY SLAMMING against the FORCE FIELD.

Jubilee DIRECTS a STREAM of non-stop SPARKS at Magneto.

Jean flies forward, giving Magneto a PSIONIC POUNDING from above.

Logan stands, recovering, watching.

Magneto is battered about. More ICE PROJECTILES strike.

Magneto's thrown, falling, unprotected...

He hits the ground, in no condition to fight back.

Logan comes to him, yanks him up in one hand and brings his other hand back, about to skewer with claws...

CYCLOPS

Logan...

Logan's face is filled with anger. He's trying to decide. Pause. He RETRACTS his CLAWS and PUNCHES.

Magneto hits the dirt.

LOGAN

(to Magneto)

You're under arrest.

EXT. BROOKLYN SHORELINE, EAST RIVER -- NIGHT

Army troops are stationed at the shore. A HELICOPTER is HEARD. Then, the X-chopper turns on its bright lights. It's headed this way. Soldiers see it.

Soldiers leap to their feet and call to their comrades. Many soldiers awaken. Some run from tents, rifles in hand.

The X-chopper glides to hover above them. Lower. The door opens in the helicopter's side, and a BLOCK OF ICE is pushed out.

It hits the ground. It's Blob, frozen.

The X-chopper rises high and moves. A giant METAL MESH net is pushed out, hanging by a steel cable, lowered slowly...

Once the net is close to the ground, the cable is released. Soldiers gather. Inside the net: the bound, unconscious forms of Toad, Juggernaut and Magneto, all stripped of their armor.

Several soldiers look up, smiling. A few begin applauding. More soldiers join them. Cheering. Hell, it's practically a rousing OVATION as the door of the X-chopper slides shut.

The helicopter rises, flying away. LOUD CHEERING...

INT. WHITE HOUSE, OVAL OFFICE -- DAY

Total silence. CABINET MEMBERS wait patiently. Gyrich and Trask are seated, contrite. All eyes are on the grey haired PRESIDENT with his back to us. After a long silence, the President throws a thick report on the desk, without turning.

One ELDERLY OFFICIAL finally clears his throat.

ELDERLY OFFICIAL
What do we tell the world, Mr. President?

Long pause.

EXT. X-MANSION, DINING ROOM -- DAY

CLOSE on a RADIO. From the radio:

MALE VOICE (v.o.)
... members of The Brotherhood have been taken into custody thanks to the combined effort of the United States intelligence community and Armed Forces, though officials expressed regret that they were unable to capture the mutant terrorists called "X-Men," who are believed to have assisted The Brotherhood in the take over. There will be a ticker-tape parade in Manhattan toady...

Cyclops turns the RADIO OFF.

CYCLOPS
Not for us.

Xavier and all the X-Men are here. Cyclops returns to his seat. A huge meal waits on the dining room table.

ICEMAN
Aw... who wants a lousy ticker-tape parade anyway?

JUBILEE
I do.

ICEMAN
Yeah, me too.

Iceman laughs. Everyone laughs. Xavier raises a glass.

XAVIER
If I may.
(toasting)
I'm proud of you. Words won't truly do justice... so... to you, my family.

All glasses are raised.

EXT. X-MANSION -- DAY

Logan's on his cycle. Jubilee puts her arms around him.

JUBILEE
Don't go.

LOGAN

Got to.

(pause, sad)

I'll miss you, sparkplug.

JUBILEE

You better.

They hold a moment longer, then Jubilee lets go. She goes to Xavier's side and he takes her hand. Jean and Cyclops are crossing the lawn as Iceman comes to shake Logan's hand.

LOGAN

Remember, kid. Might makes right.

ICEMAN

And the bigger the might...

LOGAN

The bigger the right.

Iceman steps back as Jean and Cyclops arrive.

XAVIER

Are you sure we can't convince you to stay, Logan?

LOGAN

Nah. There's a certain ex-employer of mine up in Canada I want to have a chat with. I'll be back though... someday.

CYCLOPS

Is that a promise?

LOGAN

It's as close as I get to one.

Cyclops puts out his hand. They shake. Jean comes to give Logan a hug. She kisses his cheek, whispers in his ear.

JEAN GREY

Take care of yourself.

LOGAN

I will.

She lets go. Logan faces front, revs his cycle. He drives.

The X-Men watch him go. Jubilee waves.

THE END