

# *X-MEN 3*

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Based on the screenplay by  
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Based on "X-Men" created by  
Stan Lee and Jack Kirby

**BLACKNESS.**

Then, a voice. Crisp. Comforting. Light, eloquent music plays.

XAVIER (V.O.)  
 Evolution. Nature's plan and  
 pattern. Spanning years,  
 centuries, even eons.

A sharp light EXPLODES, millions of DNA SPIRALS roaring past in rich crystalline colors. The DNA strands coalesce around one another, weaving into a complex globe-like sphere.

XAVIER (V.O.)  
 Yet what happens when nature  
 evolves too quickly? What happens  
 when man is forced to ask --

Then slowly, FIRE spreads across the DNA SPHERE, consuming it, turning it into a sizzling ball of cindered strands.

XAVIER (V.O.)  
 -- can she be stopped? Can man,  
 the most unique of all her images,  
 halt a plan predating his very own  
 existence? Can they halt the  
 world? Stay the future? And  
 ultimately...stop us...?

The DNA turns to ASH, drifting away, leaving only darkness.

XAVIER (V.O.)  
 ...Mutants.

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

**X-MEN 3**

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

A mailbox emblazed with the title "GREY".

**EXT. JEAN GREY'S HOUSE - DAY**

Down the street, TWO children PLAY in the afternoon heat. JEAN GREY (9) and ANN MALCOM (9) are throwing a Frisbee across the LAWN. For a few seconds they TOSS around the toy, and giggle. As Ann THROWS the Frisbee harder, competitively -

Jean manages to CATCH it. Smirking, Jean musters up the strength and returns a MIGHTIER throw -- in which Ann struggles to catch it, laughing, until --

SLAM! A VEHICLE UNEXPECTEDLY HITS ANN, PINNING HER TO A TREE WITHIN SECONDS.

Jean REACTS to this -- horrified.

**EXT. ACCIDENT - JEAN GREY'S HOUSE - DAY**

Jean RUNS to the CRASH. Smoke and fuselage from the vehicle create fog and smoke, but once VANISHES enough Jean catches an awful visage.

Ann is still alive, coughing blood. She runs to her friend's side. Looking at her -- Jean is convulsing.

She looks at Ann, who WATCHES, SHAKEN.

**EXT. JEAN'S P.V.**

Her mind's RACING -- BLACKOUTS -- and then HALLUCINATIONS of -

**EXT. JEAN GREY'S HOUSE - PREVIOUS**

Jean and Ann playing Frisbee.

**EXT. JEAN'S P.V.**

She looks AROUND her -- the LEAFS and TREES begin to rustle with the WIND, catching up in speed. She SCREAMS, uncertainly, and -

THE VEHICLE SLOWLY DEPARTS FROM ITS POSITION, ALLOWING ANN TO FALL TO THE GROUND.

Ann FALLS into Jean's lap -- she tries to MAINTAIN these occurrences, these "FEELINGS". Jean lies her hand on Ann's -- sensing her PULSE, her heart beat growing weaker and weaker -- Jean touches Ann's chest and -- UNEXPECTEDLY -- sends BOLTS OF POWER -- they pass -- causing Ann to REACT, her body SEIZING - - Jean's HAND is shaking -- the beat grows weaker, Jean is trying HARDER --

Ann's crying, and MUTTERS one last word -

ANN

Jea --

The heartbeat is no more. Drenched in a POOL of blood, Jean REACTS. Adults SWARM her.

Jean CRIES in pain, holding her dead best friend. The adults are apprehensive about approaching --

The CARNAGE of the vehicle is LEVITATED around Jean and Ann, circling and enclosing them both.

Then, Jean SCREAMS. The vehicle, LEVITATED, begins to CRUNCH and DISSIMULATE --

The vehicle RISES in the air -- the adults look up -- and the VEHICLE EXPLODES in a million pieces as we CUT TO -

**INT. PENTHOUSE BATHROOM - NIGHT**

A SILVER RAZOR tears into a wet mass of thick feathers dripping crimson water. Blood. The lacerated fingers holding the blade clamp hard, slippery, the hand moving feverishly.

VOICE (O.S.)

Warren? What the hell're you doing?

A mop of long blond hair spins away, revealing the porcelain face of WARREN WORTHINGTON III. Warren crouches in a marble shower, sprays battering him and the two FEATHERY WINGS protruding from his back. One is bloody and damaged.

VOICE (O.S.)

Always hiding something --

WARREN

No! I'm fine, Dad...fine.

Warren tosses the blade away in frustration. It clatter's next to the drain, the runoff water washing away the blood.

**EXT. O'RAILEY'S - ALASKA - NIGHT**

LEAVES RUSTLE down across a WOOD TAVERN SIGN: O'RAILEY'S. A shabby TRUCKER STOP lost on the outskirts of forest road.

**INT. O'RAILEY'S - NIGHT**

SCOTT SUMMERS (CYCLOPS) enters the seedy bar, packed with nicotine and alcoholics. He moves through, a few patrons nervously eyeing his RUBY QUARTZ GLASSES. He takes a seat at the bar.

BARTENDER

Drink?

SCOTT

Water.

The Bartender frowns and gets to work. Scott looks up at a small portable TV shoved in the corner.

TELEVISION NEWSCASTER  
...of Alkali Lake. Numbers upward  
of fifty camped out this week, led  
by rumors claiming Alkali's waters  
cured ailments such as blindness,  
paralysis, even depression.

On the screen, an OLD CRIPPLE is lowered into water. Seconds later, the OLD LADY appears on screen, walking.

OLD CRIPPLE  
I felt this...tingling. All over.  
Almost burning --

Scott takes the water and sips, staring at the TV.

BARTENDER  
Strange shit. Wouldn't be caught  
dead up there again.

SCOTT  
Why's that?

BARTENDER  
Remember those headaches we all a  
few months back? Well, lots of  
military were out here afterwards.  
Real hush-hush, saying they were  
fixing the damn. Humph, with AK-  
47s, I gather. Anyway, figured had  
something to do with that  
mutant...Magneto, I think.

Scott tries to remain passive.

SCOTT  
When's the last time you went up?

BARTENDER  
I use to hunt out there. But not  
anymore, place's not right. You're  
not one of these lake folks, are  
you?

Scott stares back at the television, watching closely.

CYCLOPS  
No, not one of them.

**EXT. WASHINGTON, D.C. - DAY**

Establishing shot.

**INT. AUDITORIUM - DAY**

Packed to the brim with reporters. A procession of doctors amble in, followed by a stream of business suits.

In the audience, a man at the end of a row in a wheelchair: CHARLES XAVIER watches.

**INT. BACKSTAGE - DAY**

A FIGURE stares out at the filling auditorium, in shadow. Xavier can be seen down below in the front row.

MALE VOICE (O.S.)

Charles Xavier -- should we feel honored?

DOCTOR KAVITA RAO turns, her lab coat pressed, glasses spotless, hair immaculate. Too neat to be trusted.

RAO

How's Warren faring, sir?

WORTHINGTON JR., face starchy with stoicism, doesn't eye Rao.

WORTHINGTON JR.

He was in the bathroom again.

RAO

Our way is so much easier. Why --

WORTHINGTON JR.

-- Does it matter?

(beat)

Where's Doctor McCoy?

RAO

(indignant)

Running late, as you'd imagine.

**INT. AUDITORIUM - DAY**

A SPOTLIGHT BOOMS down on Warren, who's dressed in a robe, head bowed in shadow.

RAO

Mutants.

Rao stands at the podium. Xavier shifts in his wheelchair, gauging the audience as Rao speaks.

RAO

Call it a mistake, call it political correctness, but at first, the scientific community saw them as the next step. The future. One we feared. Found threatening. Even hated.

The crowd is attached to every word, syllable, and pause. Warren looks up, ashamed as the crowd stares at him like he's some carnival freak. Xavier watches, all pity.

RAO

This young man is Warren. He is tortured. Cursed. Night after night, he carves into these things, trying to sever them. As one can see, it's been to no avail.

The crowd does see and they're appalled in their WHISPERS.

RAO

But you don't amputate a hand because it has arthritis. You can't remove a brain, just because it has a tumor --you treat it. And in some cases, you halt it. So today, due to research by myself and...

(eyes Worthington off stage)

...others, I can proudly assure those like Warren -- these men and women, to them we can finally say: no more suffering. You are not a freak, nor a monster. You are ill, sick. Ladies and Gentlemen, mutation is not evolution. It is a disease. And we have found the cure.

Xavier tries to hide his reaction as the audience BREAKS into THUNDEROUS APPLAUSE.

**INT. BACKSTAGE - DAY**

Worthington Jr. watches as Rao FIELDS some QUESTIONS.

WORTHINGTON JR.  
 Congratulations, Dr. McCoy. You're  
 just one day closer...

Worthington Jr. looks over into the shadows where a HULKY  
 BEAST hides. All that can be noted are his GOLDEN EYES.

WORTHINGTON JR. (CON'D)  
 To think, you could be standing  
 out there with her.

In a quick movement of shadow and mass, it's gone.

**INT. VESTIBULE - AUDITORIUM - DAY**

The audience files out, all SHOCK and AWE. They part around  
 Xavier, who watches from a far corner as --

The HULKY BEAST, Dr. Hank McCoy, argues with GENERAL STEPHEN  
 LANG, garbed in military gown, in the far corner, shielded  
 from the glaring eyes of the attendees.

Xavier wheels forth, towards the men.

BEAST  
 I never intended for it to be used  
 this way, Stephen. My work was  
 specifically designed to isolate  
 the mutant gene not --

LANG  
 Doctor McCoy, your work's been  
 invaluable to the government. But  
 --

BEAST  
 -- Worthington's done me up one?  
 And how he just announced it like  
 this? You're not a tad concerned  
 about what you handed him. Knowing  
 he and William Stryker were  
 drinking buddies --

LANG  
 -- at the Hellfire Club. We were  
 all friends, thanks. Your point?

BEAST  
 (frowns)  
 Suppose there's no point in  
 coincidence...is there, General?

LANG  
(all smiles)

I have to go now. You take care.

Lang moves off into the crowds, making the rounds. Hank eyes him with utter disgust, angry and furious. He stops, alert.

BEAST  
The answer's no. I didn't.

Hank turns, seeing Xavier behind him. His features still partially hidden.

BEAST (CON'D)  
I never intended for it to happen like this, Charles.

Xavier eyes the crowds. Observing.

XAVIER  
I feel Worthington has seriously underestimated the effects of this announcement.

BEAST  
He isn't doing this for the reasons you think. There's more behind it.

XAVIER  
Then what are those reasons? If I may be so bold?

BEAST  
I'm afraid you can't this time.

Xavier eyes him. Intently.

BEAST (CON'D)  
I'm sorry.

XAVIER  
So am I, Hank. So am I...

**INT. AUDITORIUM - CORRIDOR - CONTINUOUS**

An ENTOURAGE of secret service AGENTS encircle Lang, traveling down a corridor.

VOICE (O.S.)  
General Lang!

Lang stops, turns -- as does his agents. SENATOR ROBERT KELLY, garbed in Armani, is striding towards them, his own parade of bodyguards shielding him as he walks. Lang's LEAD AGENT stands before him.

LEAD AGENT

Excuse me sir, if you want to --

LANG

(intervening)

It's OK, Fredrick. (to Kelly, extending hand) Senator Kelly. It's been a while.

KELLY

(accepting handshake)

Too long.

LANG

How's the Mutant Affairs Committee keeping you these days?

KELLY

Busy. It's actually why I wanted to steal a minute of your time. If possible.

**EXT. WASHINGTON, D.C. - STREETS - DAY**

Lang's motorcade rides, the Capitol in the distance.

**INT. LANG'S LIMOUSINE - CONTINUOUS**

Lang and Kelly preside in the passenger's compartment.

LANG

So, what can I do for you, Robert?

KELLY

This announcement will send shockwaves through the mutant community, General. We need to be prepared.

Beat. Lang eyes him over.

LANG

Go on.

KELLY

I've been reviewing the work  
that's being done over at Alcatraz  
Island --

LANG

Which is strictly confidential --

KELLY

I'm more than aware of that,  
General. You needn't be afraid of  
how my policies are going to  
conflict with this.

Lang eyes him over. Contemplating.

LANG

Give my secretary a call. She'll  
fit you in.

Kelly nods, smiling.

**EXT. XAVIER MANSION - DAY**

Establishing shot.

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

BLACKNESS, save for the LIGHT pouring from the hallway.

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

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

REAL DANGER OR SIMULATED DANGER?

The figure smirks. He presses REAL DANGER, and the panel  
slides down and disappears under the floor. Beat. Nothing  
happens. And then, the figure looks upward, revealing --

LOGAN

Is this the best you can do?

Dressed in WIFE-BEATER and RUGGED JEANS, Logan stands,  
waiting. Behind him, BOBBY DRAKE (ICEMAN), KITTY PRYDE  
(SHADOWCAT), KURT WAGNER (NIGHTCRAWLER) and PETER RASPUTIN  
(COLOSSUS) stand. Kitty eyes Nightcralwer, who turns a smiling  
glance. Logan lights up a CIGAR when --

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

KITTY

Cool.

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

BAMF! Nightcrawler teleports to adjoining PANELS -- Bobby and Kitty struggle -- Peter SOLIDIFIES, his body covering in ORANGIC-LOOKING METALLIC ARMOR -- Logan tries desperately to climb up the growing and receding platforms. He jumps, finally on top.

SNIKT! The platform drops and simultaneously FIRES a PROJECTILE towards him -- he dives, and the floor drops again.

PROJECTILES shoot themselves towards Bobby -- he UNLEASHES his ice blast, freezing the FLYING PROJECTILES. Kitty, JUMPING from panel to panel, notices.

KITTY

Nice.

BOBBY

Your turn.

WHAM! A PROJECTILE tags Bobby, who RESUMES focus -- it RACES towards Kitty, who "PHASES" and the PROJECTILE just flies right past her.

BOBBY

Thanks, Kitty.

KITTY

Don't mention it.

Colossus WHACKS PROJECTILES sent his way -- the floor PANELS shift, however, meeting his precision -- Colossus is forced to double his legwork --

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

A HUGE BARRIER from the ceiling COLLAPSES, as Kitty looks up -  
 - a PROJECTILE is sent her way, unable to THINK FAST - BAMF! -  
 Nightcrawler GRABS onto her and they TELEPORT away, the  
 BARRIER smashing into the ground, Bobby using his CRYSTALLINE  
 ice to freeze it --

Logan JUMPS to the ground and THE FLOOR UNDERNEATH HIS FEET  
 lifts high into the air -- positioning him directly in front  
 of an oncoming PROJECTILE -- IT HITS HIM, he's thrown from the  
 column, and lands on his back hard, the wind knocked out.

Another HUGE BARRIER protrudes, this time CHALKED full of  
 PROJECTILES, firing at the others - Bobby tries to FREEZE them  
 -- Kitty "phasing" through - Nightcrawler TELEPORTING from  
 panel to panel -- Logan stares at Colossus, getting an idea.

LOGAN  
 Hey Colossus, get over here.

Colossus JUMPS from panel to panel to Logan.

LOGAN (CON'D)  
 Ever heard of baseball?

Logan SLICES an oncoming projectile --

LOGAN (CON'D)  
 It's called a fastball. You use  
 your best arm.

Colossus looks at his left arm.

LOGAN  
 Good. Now throw me.

A PROJECTILE snags Logan in the arm, he groans in pain --

LOGAN  
 Now!

Colossus does as he's told -- he PICKS UP LOGAN, swishes him  
 around a few times and THROWS HIM FULL FORCE towards the HUGE  
 BARRIER --

Logan LANDS atop of it, SLICING it to bits and pieces. And  
 then --

The control room stops spinning. The columns lower back into  
 the floor. The room falls silent. Beat.

FEMALE VOICE (O.S.) (V.O.)  
 Logan, just what in the hell were  
 you doing?

**INT. XAVIER'S MANSION - DANGER ROOM - CONTROLS - DAY**

From a hanging box in the room's center, ORORO MUNROE (STORM) powers down the simulation.

She stares -- annoyed. She can view Logan and the rest from a MINITIATURIZD SCREEN.

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

Logan shrugs. He looks in his pockets -- trying to find something.

STORM (V.O.)

This was a training session,  
Logan. You could've seriously hurt  
--

LOGAN

-- they look fine to me.

STORM (V.O.)

Next time you feel like  
jeopardizing the lives of --

LOGAN

-- damn. Out of cigars.

He prepares to leave.

STORM (V.O.)

Where do you think you're going?

LOGAN

What, you're my mom now? I need a  
smoke.

He exits.

**INT. XAVIER'S MANSION - DANGER ROOM - CONTROLS - CONTINUOUS**

Storm sighs.

STORM  
(sardonic)

This'll please the professor.

ROGUE is glaring down into the room, seeing Bobby assisting Kitty up. Storm notes her face.

STORM  
Friends help friends, Rogue.

ROGUE  
Yeah? Do what...?

**INT. XAVIER'S MANSION - DANGER ROOM - DAY**

Rogue enters. Bobby is helping Kitty up.

BOBBY  
You see that?

ROGUE  
See you get your rear handed to you? Yeah, saw it.

KITTY  
It was totally unfair. Those panels were moving like crazy.

Rogue tries her best not to roll her eyes. It doesn't work.

STORM (O.S.)  
Unfair Kitty, but possible.

Storm enters, all grace and presence.

STORM  
The Danger Room is only a sample of the real dangers out there.

BOBBY  
(taking Rogue's hand)  
Wouldn't mind getting dangerous with you...

ROGUE  
Maybe you and Kitty should have a go-around?

Kitty smirks -- if she had claws, she'd use them.

**INT. XAVIER'S MANSION - GAME ROOM - DAY**

Bobby walks with Rogue through the bustling room.

BOBBY  
Why are you so hard on her?

ROGUE  
Why're you so soft...?

BOBBY  
Rogue...

ROGUE

What?

BOBBY

Kitty's our friend.

Rogue glares. Beat. She marches off, Bobby stands, confused. In the corner, Kitty slumps down next to Colossus, drawing artwork.

COLOSSUS

I think you rub her the wrong way.

KITTY

You can't rub her, unless you want to die.

COLSSSUS

That's not fair.

KITTY

Unfair, but possible.

He's sketching a picture of her.

**EXT. XAVIER'S MANSION - GROUNDS - DAY**

A headstone in memory of JEAN GREY. LOGAN stands before it, lighting up a cigar. Watching. WIND RUSTLES. Clouds BLOTCH the sun. Logan SNIFFS -

LOGAN

-- you smell angsty, Storm.

Storm walks up behind Logan, eyeing the headstone. They both turn, seeing Bobby rushing into the gardens after Rogue.

STORM

Worried, Logan. They're so young.

Logan shrugs, smirks as he watches Rogue and Bobby ARGUE.

STORM (CON'D)

Suppose we have no choice. Scott's gone and --

Logan glances at her, both look at Jean's grave. Beat.

STORM

She'd been happy, Logan. That you stayed.

LOGAN  
Is the professor back?

Beat.

STORM  
Yes.

LOGAN  
(walking off)

Good.

**EXT. ALKALI LAKE - CAMPSITE - NIGHT**

Makeshift tents dotted amongst a formidable forest. Between the fence of trees, a lake sparkles. CAMPERS are set up, cooking over grills, reading stories, kids playing.

Scott strolls the campsite, spots an elderly woman, children beside her. She reads a book, tears streaming her cheeks.

Scott continues, spots another man staring in awe at himself as he walks -- looks like for the first time.

**EXT. ALKALI LAKE - SHORELINE - NIGHT**

Scott eyes the calm waters, an eerie mist floats over them.

He looks out over the lake, seeing the in distance A BROKEN DAM.

He strolls closer, near the waters. He gazes out, observing the eerie calmness.

FEMALE VOICE (V.O.)  
Scott.

Scott turns, trailing the voice. Quietness.

FEMALE VOICE (V.O.)  
I'm here, Scott. Save me.

He turns back to the waters, glaring intently. Scott then SEIZES with pain, clutching his head. More, disjointed whispers --

FEMALE VOICE (V.O.)  
Scott. Please. I'm here. Do something.

SCOTT  
Stop it.

Campers keep a distance, eyeing him suspiciously.

FEMALE VOICE (V.O.)  
Scott, listen to me --

SCOTT  
Stop.

FEMALE VOICE (V.O.)  
I love you.

SCOTT  
*Stop it!*

Scott screams, and then -- the pain is gone. A moment, and he looks up --

It's peaceful. The waters are rippling. However, the pattern is odd, circular, as if the ripples are moving out from a center source. A breeze...

Scott rises and gazes out over ALKALI LAKE, shimmering like gold tinsel, its waters pulled into a serene whirlpool. It's center BUBBLING, boiling.

**EXT. ALKALI LAKE - CAMPSITE - NIGHT**

A group of CAMPERS amble out, making their way towards the glowing lake. They've seen this all before.

**EXT. ALKALI LAKE - SHORELINE - NIGHT**

Scott stands at the edge when suddenly, as if oil, the LAKE CATCHES ON FIRE! Scott flinches, blinded, a silhouette, as the FLAMES GROW BRIGHTER! BLINDING! TILL FINALLY --

**INT. XAVIER'S MANSION - BEDROOM - NIGHT**

-- Xavier ROCKETS up from bed, sweating. Clutching his head. He takes a few moments to calm down, breathing slowly.

**INT. XAVIER'S MANSION - XAVIER'S STUDY - NIGHT**

A desk drawer opens -- inside is a picture of Jean, with Erik and Xavier, all younger, before a white, stucco home.

VOICE (O.S.)  
...we already have a telepath...

**INT. ROLLS ROYCE - BACKSEAT - DAY - BLACK AND WHITE**

A young Xavier sits besides Erik Lensherr, also younger.

ERIK

...you.

Xavier smiles as SURBURBIA passes outside.

XAVIER

She's...special.

ERIK

(bored)

Aren't they all?

Xavier smiles and leans back, the sunlight basking him. In the front seat, HANK MCCOY, strong-jawed, chiseled, a very handsome man, eyes sharp with wit, steers the car.

**EXT. JEAN GREY'S HOME - DAY**

The Rolls is parked. Xavier gets out, walking. Erik joins him at his side.

HANK

(inside car)

Can you two behave long enough?

Erik rolls his eyes, Xavier smiles.

**INT. JEAN GREY'S HOME - KITCHEN - NIGHT**

Xavier sits across the table from LISA and JOHN GREY, Erik standing by a window, detached, watching.

XAVIER

...that can help your daughter control her gifts.

Lisa looks down, weighing the choice.

LISA

We can see her, right?

XAVIER

Of course. It's simply a school, Ms. Grey. You and Mr. Grey are always welcome.

LISA

(choking up)

It's so...hard. Ever since Ann died -

John tries to consol her.

XAVIER

Ann?

LISA

Ann was Jean's best friend. She died when a car -- (pause). Jean took it very hard.

Xavier reacts. Erik is indifferent.

XAVIER

I'm very sorry.

LISA

Thank you. But ever since Ann passed, Jean's been acting different. You should've seen what happened when --

Pause.

JOHN

She can tell what we're thinking. Why don't know why or how.

ERIK

Your daughter will need protection. The professor here, along with myself, can offer her that.

LISA

What - protection...? From what?

Xavier eyes Erik, who shrugs. Xavier blinks, disoriented as the KITCHEN TABLE RATTLES. Glasses and CABINETS shudder...

LISA

No, not again...

Lisa DASHES OUT as a CABINET CRACKS -- Erik stiffens, alert. Xavier's too consumed, almost pained, sensing something...

**EXT. JEAN GREY'S HOME - PATIO - DAY**

Xavier and Erik exit. The porch swing THRASES. Up and down the street, every mailbox is WAGGERING, VIBRATING.

A NEIGHBOR mowing his yard stops, suddenly the LAWN MOWER launches away from him and CRASHES into a FENCE!

Hank McCoy gets out of the car just as the Rolls lurches, RISING into the air. One by one, along the street, CARS ROCKET up into the air! A wind BREWS -- then, they all crash to the ground. Everything's still.

LISA (O.S.)  
Professor Xavier...

Xavier turns. A young REDHEAD is in Lisa's shaking arms, shy and timid. She looks up from her mother, eyeing Xavier.

JEAN  
I didn't mean to.

Xavier glares into Jean's eyes.

**INT. XAVIER'S MANSION - XAVIER'S STUDY - NIGHT**

Xavier puts down the photograph.

XAVIER  
Erik, what've we done?

**EXT. NEW YORK - CENTRAL PARK - NIGHT**

The city rustling in the night.

**EXT. CENTRAL PARK - NIGHT**

The New York skyline glistens in the night. Pulling back, two set of FEET dangle. Moving down further: A GIRL beaten and dead, chained to wall on which is GRAFFITTED "ONLY GOD CAN CURE EVIL-LUTION".

VOICE (O.S.)  
...yours is a busy God, eh?

ERIK LENSHEER (MAGNETO) sits on a bench, in a suit. He glances at a swing set where two TEEANGERS sway, hanging by their necks from chains. Magneto speaks to them:

MAGNETO  
Perhaps it's time I give your good Lord some respite.

Magneto reaches down, retrieves the newspaper. Eyes the front article concerning Worthington Lab cure.

MAGNETO  
As if we're the disease.

Footsteps are heard. Magneto turns, seeing -

Senator Robert Kelly walking right up to him. Magneto just smiles.

MAGNETO

Ah, Senator Kelly. Aren't you dead?

Kelly TRANSFORMS, his entire body MORPHING -- SHAPESHIFTING -- into the cerulean body inhabited by RAVEN DARKHOLME (MYSTIQUE).

MAGNETO (CON'D)

Much better. How did it go?

MYSTIQUE

We're in.

Magneto smiles. From the underbrush, JOHN ALLERDYCE (PYRO) comes into view.

PYRO

I found it.

**INT. CENTRAL PARK - PARK WOODS - NIGHT**

Magneto marches through the underbrush with Mystique and Pyro.

MAGNETO

What is it?

Pyro points to an entrance in the ground, covered in grass and tree branches.

PYRO

It leads to the sewers.

Magneto looks down, smirking.

**EXT. CENTRAL PARK - SEWERS - NIGHT**

A cavernous area, as DISFIGURED and physically ABNORMAL mutants of all kinds roam the tunnel grounds, mugged with FILTH, dirt and GRIM.

Three MUTANTS enter frame: CALLISTO, a Caucasian, 30 year-old woman visibly toughened by years of violence, with an eye patch, CALIBAN, an albino mutant with pale complexion and large yellow eyes and SUNDER -- a hunched and EXTREMELY TALL bald male.

CALIBAN

Callisto, what're we going to do about --

CALLISTO

We'll manage, Caliban. We always have.

CALIBAN

The others are getting nervous -

Callisto STOPS, facing Caliban.

CALLISTO

I'll instil faith. Like I always have.

Caliban's face suddenly becomes ASHEN. He becomes RIGID. He's "sensing".

CALLISTO

Who is it?

CALIBAN

Intruders --

Callisto TURNS --

Two MUTANT GUARDS are positioned near an aperture in the wall -- and without warning -- THEY'RE SENT IN THE AIR, by Pyro's FLAMES. This causes CHAOS -- mutants flee, others RUSH towards the aperture -- Pyro walks out, one hand flaming.

CALLISTO

You've picked the wrong place to -

-

VOICE (O.S.)

No, I think I've found it all right.

An ELEGANT FIGURE descends, drenched in shadow -- Magneto, assisted by Mystique. The other mutants instantly BACK-OFF, shielding away from his commanding presence...

CALIBAN

You.

Callisto, Caliban and Sunder stand in a mixture of bemusement and shock.

CALLISTO

What do you want?

Magneto smiles. Her attitude is both demeaning and edgy.

PYRO

Do you know who you're talking to?

SUNDER

That's Magneto.

CALLISTO

I know who you are. I also want to know what the *fuck* you are doing down here. This is *my* joint.

Magneto approaches, calm and assured.

MAGNETO

I am here to offer you a chance.

CALLISTO

We don't need you for *nothing*.

Magneto smiles.

MAGNETO

Of course you don't. Why would you need my help when you're so well off down here?

Callisto considers this. Looks him over.

CALLISTO

What can you do for us?

Magneto gazes at her, eyeing her over. Magneto peers upwards; Mystique basks in the shadows, smirking.

**INT. XAVIER'S MANSION - LIVING ROOM - MORNING**

Rogue is on the couch, watching the news. Nightcrawler is among the mutants watching. An INTERVIEWER speaks with Dr. Rao. The students are gathered behind the couch, watching in awe. Bobby enters, sees the news...halts.

RAO

...we'll begin open treatments by day's end.

TELEVISION INTERVIEWER

And how are you hoping this is taken, Doctor?

RAO

With the things that have been absent in this illness' history: acceptance and understanding.

ARTIE, a mutant, is eating ICE CREAM; his TONGUE is forked like a reptile's. He stops, looks up at Kitty.

ARTIE

Ms. Storm never told us we're sick.

KITTY

We're not.

TELEVISION INTERVIEWER

... we're hearing reports that the cure was first discovered by a mutant himself. A rather famous geneticist, a Nobel Laureate. Dr. Henry McCoy.

Rao appears offset.

RAO

...Dr. McCoy's work on the mutation gene was determined. But his in-house experiments failed. Any scientist will tell you that much. McCoy did make some significant headway in isolating the gene, but in curing it? I'm afraid we'd find no help there.

TELEVISION INTERVIEWER

(smiles)

Of course not.

Rogue gets up and sees Bobby. He watches her rush away. ANGLE ON: Nightcrawler glares at the T.V. Mesmerized.

NIGHTCRAWLER

Oh merciful mother. To walk amongst my fellow man as one of them...

**INT. XAVIER'S MANSION - ROGUE'S ROOM - MORNING**

Bobby enters. Rogue sits on her bed, staring outside. He comes in slowly, sitting beside her on the bed.

**INT. XAVIER'S MANSION - HALLWAY - MORNING**

Outside, Kitty slides up to the door. Listening.

**INT. XAVIER'S MANSION - ROGUE'S ROOM - MORNING**

BOBBY  
You okay...?

Rogue takes up a flyer from Worthington Labs.

ROGUE  
They're actually mailing these out. Advertising. I think some of the kids are going to go...

BOBBY  
Let them.

Bobby wraps his arms carefully around Rogue.

ROGUE  
You think it's true...?

BOBBY  
Why, do you want it to be?

Rogue eyes him, sighs. She moves out from his carefully placed arm.

ROGUE  
How does she feel?

BOBBY  
What - who?

ROGUE  
Her.

*OUTSIDE THE DOOR, KITTY RESPONDS.*

BOBBY  
Rogue, why does it --

ROGUE  
-- because I see you with her.

BOBBY  
And you don't see me with you?

ROGUE  
I don't know. Maybe not anymore.

Rogue gets up and moves off, hair hiding her face.

**INT. XAVIER'S MANSION - XAVIER'S STUDY - DAY**

Storm stands by the window, TELEVISION in the b.g.

LOGAN

I thought mutation was natural.

Xavier sits back, sighs and shrugs.

STORM

Could this possibly help?

LOGAN

Why? Instead of freaks, we're victims --

XAVIER

-- or resistant threats. Not every mutant will willingly give up their gifts.

STORM

Mutants like Magneto?

XAVIER

(pause - to Storm)

Would you give up yours?

Storm considers this -- Xavier sighs, gazing off.

STORM

What about --

XAVIER

-- Hank? No.

Logan looks confused. Xavier senses it.

XAVIER (CON'D)

A former colleague. He used to be a member of the team. He was one of my very first students.

LOGAN

What would he matter?

XAVIER

Let's just say Hank hasn't had the best experience with mutation.

STORM

The children aren't handling this well.

XAVIER

Their parents aren't handling it any better. Artie will be leaving us shortly. Class continues, however. We mustn't lose our sense of normalcy.

**INT. WORTHINGTON LABS - WARREN'S ROOM - NIGHT**

Warren sits on the edge of an inspection table, wings tucked away under a thick sweater. The room is only lit by a small headlamp -- so very dark. The DOOR opens, someone ENTERS. Warren doesn't look.

He hears the CLINK and CLATTER of metal against glass. Warren rolls up his sleeve, sighing -- he's done this before.

-- Warren jumps back, freaked.

VOICE (O.S.)

My apologies...perhaps I was remiss in not warning you.

WARREN

Who...who're you?

The scarce light WASHES over the feline face of BEAST, his face still vaguely resembles his past humanity. A pair of small glasses helps this.

BEAST

Doctor Hank McCoy, sir. I'll be filling in for Dr. Rao tonight.

WARREN

You're...you're a mutant.

BEAST

Quite right.

Beast nods to Warren's arm. Warren extends it reluctantly. Beast shoots some LIME FLUID into his arm.

BEAST

This may burn.

WARREN

Yeah, I know...

Warren FLINCHES as Beast inserts another syringe and draws blood.

BEAST

Oh, again, apologies. Should have warned you.

WARREN

Dr. Rao never took blood.

Beast smiles in his own way.

BEAST

Not to patronize with the obvious, my friend-- but I am not Dr. Rao.

Warren laughs. He stops, STARING at Beast as he cleans up and places the SYRINGE inside a canister. Staring...

BEAST (CON'D)

When I was younger I took a serum I'd designed to cure my mutation. It accelerated it...into this.

WARREN

Why'd you just tell me that?

BEAST

Alas, your look begged a question with such an answer.

WARREN

Oh.

BEAST

Yes. Now, if you'll excuse me.

Warren eyes Beast as he wobbles off into the dark.

**INT. OBSERVATION ROOM - NIGHT**

Worthington Jr. watches from behind one-sided glass. Beast enters.

WORTHINGTON JR.

Good job. Why the blood?

Beast eyes the canister between his claw-like paws.

BEAST

Dr. Rao requested some tests.

(pause)

WORTHINGTON JR.

You're doing well, Hank. Keep on playing. You'll get your cure.

**INT. WORTHINGTON LABS - CORRIDORS - DAY**

Beast walks, an air of inconspicuous misery around him.

**INT. WORTHINGTON LABS - HANK'S OFFICE - DAY**

Beast enters to find Stephen Lang, sitting, calm and arrogant. He quickly composes himself.

BEAST

General Lang. I guess I shouldn't invite you in.

LANG

Always good to see you too, Hank. I was on my way to San Francisco and I thought I'd entertain you with my presence.

BEAST

Is there --

LANG

A reason for me being here? I'd knew you'd ask.

BEAST

I am quite busy these days -

Lang cuts him off.

LANG

Ever since the incident at Alkali Lake there's been a resurgence of disruptions in the form of rekindled interest in the lake's properties.

BEAST

I'm familiar with it.

LANG

Good. Then you know the magnitude of the situation.

BEAST

I'm sorry -- I'm afraid I don't.

LANG

I'm not an idiot, Hank. I know it was Jean Grey that died in that lake -- from whatever circumstances --

The name "Jean Grey" hits Beast hard.

LANG (CON'D)

-- and I've been following it for quite some time. I know what's happening down there. And I would beseech you to let your other "friends" aware that this time...we won't be going without a fight.

**INT. XAVIER'S MANSION - ROGUE'S ROOM - DAY**

Rogue sits on the bed. She's reading something -- the flyer on the cure for mutation: "There is Always Hope!"

She looks up outside the window at -

**EXT. XAVIER'S MANSION GROUNDS - LAKE - DAY**

ICE SKATES slice through ice. Kitty does her best Olympic gymnast impression. Bobby skates into view, shaking his head.

Kitty moves about again, but stops. The ice is CRACKING.

KITTY

Bobby...

Bobby touches the ice. Suddenly, the ice THICKENS, spreading. He stands, his hand frosty. Kitty whisks by him, circling him.

KITTY

She still mad?

BOBBY

It's not like that. I mean, her and I are different.

Kitty smiles and takes Bobby's hand. Bobby reacts, nervous, as she begins guiding him.

KITTY

Still can't believe you didn't know how to ice skate.

Bobby smirks as he stumbles, skating with her help.

**INT. XAVIER'S MANSION - ROGUE'S ROOM - DAY**

Rogue turns away from the room and picks up the TELEPHONE, staring at the flyer.

LOGAN (O.S.)  
Running again?

Rogue looks up. On the other end, a WORTHINGTON LAB MESSAGE PLAYS. Rogue hangs up and tries to hide the flyer.

ROGUE  
I was just calling...

Logan shakes his head and taps his ear.

ROGUE (CON'D)  
Me and Bobby aren't happening anymore.

Logan nods, nursing a frosty beer.

ROGUE (CON'D)  
You don't understand. You can heal. You can touch people -

LOGAN  
-- never said you got it made.

ROGUE  
I want out --

LOGAN  
-- of what?

ROGUE  
Everything. Being scared. Not being able to touch. Or get close -- to anybody -

Rogue bites her lip. Logan takes a swag, sighs.

LOGAN  
It's your choice, kid. But remember this is forever. You don't want to spend your whole life wonderin' about your past.

ROGUE  
You still wonder...about you, I mean?

Logan rises, takes the flyer and CRUMPLES IT.

LOGAN

Past's the past, kid. Get over it.

**INT. XAVIER'S MANSION - LOGAN'S ROOM - NIGHT**

Logan enters and opens his dresser drawer. He sits on his bed, lights a cigar, and smokes. Staring ahead. Wondering.

**EXT. SAN FRANCISCO SKYLINE - DAY**

A BLACKHAWK helicopter FLIES past, overlooking the San Francisco Bay and hovering above the splendour that is the Golden Gate Bridge, iridescent in the morning's sunny glare.

**INT. BLACKHAWK HELICOPTER - DAY**

Senator Kelly sits, gazing down as a WRECK has occurred on the bridge highway.

PILOT

Everyday something new happens  
down there.

Kelly detaches his view, looking straight ahead.

**EXT. ALCATRAZ ISLAND - SAN FRANCISCO BAY - DAY**

Alcatraz Island hides in the smog; the Blackhawk Helicopter approaching.

**EXT. ALCATRAZ FACILITY - ROOFTOP - DAY**

Lang stands, two BODYGUARD PERSONNEL at opposite sides of him, as the HELICOPTER lands and Kelly exits, rushing forward.

KELLY

(extending hand)  
Thank you for meeting me in  
person, General.

LANG

(accepting)

This way.

The two head indoors.

**INT. ALCATRAZ FACILITY - LABORATORIES - DAY**

The future hasn't imagined these laboratories yet. Robotic arms behind glass chambers. Lines of computers. Corridors stuffed with lab coats and bio-suits.

Lang and Kelly walk a PLANK before it all.

LANG

In conjunction with Worthington Labs, this facility acts as a warehouse to further authenticate the cure serum.

Kelly takes it in.

KELLY

Last I heard this was still being used as a prison.

LANG

For mutants. Criminals, basically. Ones we've managed to catch.

Kelly eyes Lang.

LANG (CON'D)

We're in full accordance with your committee's guidelines, Senator. McKenna himself approved of this.

KELLY

Very well. Show me more.

**EXT. GOLDEN GATE BRIDGE - DAY**

Horns BLARE on the rush hour packed highway. DRIVERS lean out their windows, craning their necks to see ahead where:

TWO cars have collided. A COP stands between TWO DRIVERS who really just want to tear each other's throats out.

COP

Just, calm down. We'll get all this reported, then we'll -

DRIVER 1

Ass should've been watching -

DRIVER 2

You shouldn't been riding my ass -  
-

COP

Stop it. Just...

(MORE)  
 (hears something)  
 ...stop...

A GROANING takes the air. The COP stares up at the towering cables and girders of the bridge.

DRIVERS stop honking as the BRIDGE SHIFTS. They eye one another, confused.

DRIVER 1  
 Did you just feel that?

DRIVER 2  
 What the hell was that?

COP  
 Tremors...?

The Cop and DRIVERS try not to stumble as the BRIDGE LURCHES. Suddenly, the support CABLES SNAP, WHIPPING DOWN -- SHATTERING windshields, DENTING doors, FLINGING CARS.

THE GOLDEN GATE BRIDGE bends, twisted as if clay. Moorings RIPPED AWAY.

CRACKS slither through the street --

METAL BREAKS through tarmac, TOPPLING CARS and FLIPPING PEDESTRIANS! A huge TANKER EXPLODES -- CARS SOAR, DRIVERS FLEE, SCREAMING - others PLUNGE INTO THE WATERS, DEBRIS WITH THEM!

The Cop SHOUTS IN HIS RADIO. He stops, seeing a WOMAN in a MINIVAN with her child, pinned between a fallen GIRDER and BLAZING TRUCK.

He moves to help just as a SUPPORT CABLE LASHES DOWN AND WHISKS HIM OFF THE BRIDGE IN TWO!

The Minivan WOMAN SCREAMS, holds her baby, and STRUGGLES out the car as -

THE STREET COLLAPSES and she TOPPLES with her MINIVAN into the fiery WATERS BELOW!

**EXT. ALCATRAZ FACILITY - TESTING LABORATORY - CONTINUOUS**

Lang escorts Kelly down another plank, giving him a view of a myriad of MUTANTS, chained and lined one-by-one, receiving injections by hypodermic syringes.

LANG

We use these subjects to test the cure serum. It is within these mutants that we've been able to appropriate the right antibody.

Kelly looks down upon them, his reaction aghast. He promptly veils it.

KELLY

What is the origin of the serum?

LANG

Worthington Labs extracts blood samples from one of their own mutant subjects. It was how they were able to replicate it.

KELLY

And that is where the subject is held?

Lang nods.

-- ALARMS! CRIMSON LIGHTS!

**EXT. GOLDEN GATE BRIDGE - DAY**

Frightened CITIZENS attempt to flee on both ends of the BRIDGE, but suddenly ROCKS OF CEMENT go FLYING UPWARDS!

Cars SHAKE as EACH END rises into the air, BRICKS falling and HITTING people SQUARE on the head, knocking THEM OUT. Cars of all kind FALL off the edges and some PLUMMET to the waters.

**EXT. SEDAN - GOLDEN GATE BRIDGE - DAY**

A family resides, horrified. They see as the BRIDGE itself is HOVERING across the San Francisco Bay!

**INT. ALCATRAZ FACILITY - CELL CORRIDORS - DAY**

SOLDIERS FLOOD a long hall of FIBERGLASS CELLS. MUTANT PRISONERS glance out: a PUNK ROCK girl, a young BLONDE, a tattooed SKINHEAD, and a bulky BIKER.

**EXT. ALCATRAZ PERIMETER - ALCATRAZ FACILITY - DAY**

Soldier's SCRAMBLE about the WATCHTOWERS. BOOM! A STATION WAGON CRASHES to the ground. SOLDIERS along the perimeter all stop, gawking up as A HUGE PHALANX of WET, WRECKED CARS hover over Alcatraz...suspended there by some power.

EXPLOSIONS RIP ALCATRAZ APART. The GROUND EXPLODES, RED STEEL BEAMS SHATTERING UPWARD -- SOLDIERS FLUNG, OTHERS IMPALED --

**EXT. ALCATRAZ FACILITY - TESTING LABORATORY - CONTINUOUS**

A SOLDIER bursts onto the plank.

SOLDIER

We have a security breach!

LANG

(to Kelly)

Stay here!

Kelly acts oddly cool.

**EXT. ALCATRAZ PERIMETER - ALCATRAZ FACILITY - MOMENTS LATER**

Lang rushes from the HUGE INLAY BLAST DOOR into the abandoned Alcatraz courtyard. It permits a view of San Francisco Bay.

LANG

My god...

Lang takes in the sight of the Golden Gate Bridge, or what's left of it. Smoke and fire LITTER the waters where it should be, only its MOORINGS barely intact. The bridge itself is HOVERING, almost FLYING towards him.

**EXT. ALCATRAZ ISLAND - ALCATRAZ FACILITY - BEACH - DAY**

The GOLDEN GATE BRIDGE, levitated and directed by MAGNETO, lurches towards its destination: the steep, rocky shore of Alcatraz Island.

He PLUMMETS it down onto the surface. PULL BACK to reveal --

MAGNETO and his BROTHERHOOD (Pyro, Callisto, Caliban, Sunder, and others). Magneto steps off and strides off the WRECKED BRIDGE and onto the shore.

On the ridgeline, a LINE OF SOLDIERS file out, GUNS READY.

Magneto sees this, smirks.

SOLDIER

Freeze. One move and --

The Soldiers all stand, gawking. Behind Magneto, the OCEAN GEYSERS as TONS of BRIDGE WRECKAGE -- wire, I-beams, and cars -- RISE. Magneto waves his hand towards the shore --

THE DEBRIS TORPEDO TOWARDS THE SOLDIERS!

**INT. ALCATRAZ FACILITY - CORRIDORS - CONTINUOUS**

The mutants all come to the edge of their cells, hearing the EXPLOSIONS and GUNFIRE ABOVE.

**INT. ALCATRAZ RUINS - CONTINUOUS**

SOLDIERS attempt to fire on him and the Brotherhood, but his MAGNETIC POWERS are in full force REPELLING bullets and the like. Pyro WIELDS the many FIRES like snakes, searing the SOLDIERS.

Magneto stares up as an APACHE HELICOPTER CIRCLES.

MAGNETO  
(smirks)

Always nice to knock.

The DOOR LURCHES once - twice - then WRENCHES OFF! Magneto sends it FRISBEEING through the AIR into the HELICOPTER!

**INT. ALCATRAZ FACILITY - CORRIDORS - CONTINUOUS**

I-BEAMS from the bridge have impaled the facility, the laboratories on fire. CELL CORRIDOR. The cells are empty. The powers shot.

**INT. ALCATRAZ FACILITY - CORRIDORS - CONTINUOUS**

Magneto marches. A SOLDIER rushes past, stops, sees him, Pyro FLAMES up his lighter and unleashes A FIERY EXPLOSION, taking him out.

MAGNETO  
Come, we haven't much time.

**INT. ALCATRAZ FACILITY - PATIENT ZERO HOLDING CELL - DAY**

Lang enters, a SQUAD OF SOLDIERS are already surrounding a HUGE CYLINDER. Lang moves to a control panel -

SOLDIER  
Sir, the situation --

LANG  
Is not good, got it.

SOLDIER  
What are you --

LANG

The cauldron's hooked up with a fail-safe -- a dose of cyanide. I'm releasing it.

GROANS...Lang stops, and turns slowly. The SOLDIERS raise their weapons.

SILENCE. Then, the RIFLES start to shake. Lang runs for cover as --

THE RIFLES BEGIN FIRING ON THEIR OWN! THE SOLDIERS YANKED AND JOSTLED WHILE MOWING EACH OTHER DOWN!

Then, suddenly, a figure COMES INTO VIEW.

MAGNETO

General Lang, my dearest  
condolences to your recent lost.  
William Strkyer was an upstanding  
citizen.

Across the room, Kelly enters. Lang instantly "gets it", reaching behind his back, towards a HOLSTER as -

-- A PIECE OF METAL SLAMS across Lang, knocking him out.

Kelly TRANSFORMS -- his body morphing into MYSTIQUE. She approaches Magneto.

MYSTIQUE

You're late.

MAGNETO

What did you find?

MYSTIQUE

The source of the cure is a mutant  
subject.

Magneto reacts.

MAGNETO

Where is it?

Mystique rolls her eyes.

MYSTIQUE

Worthington Labs.

Magneto scowls.

MYSTIQUE (CON'D)

They've been using these mutants  
as test subjects.

MAGNETO

Not anymore.

Pyro and Callisto enter as Magneto moves before the CAULDRON. He SPREADS his hands, TUGGING it APART. LAYERS OF METAL BREAK -- GINGER LIQUID GUSHES OUT -- finally, it EXPLODES and a MUSCULAR FIGURE SPILLS out of the fluid.

It moves. Shifting. Awakening. A huge Neanderthal gazes up, confused. Magneto extends his hand --

CAIN MARKO grunts, pounding the ground.

MAGNETO

Cain Marko. It's time for you to  
rise, my dear old friend.

He's awake. Alive. And angry.

**EXT. ALCATRAZ RUINS - DAY**

BOOM! SOLDIERS fly back as the ground ERUPTS. Something soars up and LANDS in the dusty clouds, shaking the ground. As the dust clears, they see:

THE JUGGERNAUT!

The SOLDIERS FIRE but the BULLETS JUST BOUNCE OFF him. He WINDS UP AND PUNCHES THE GROUND! A FISSURE RIPPLES OUT and EXPLODES below the Troops, FLINGING them away!

He marches forward -- swatting troops away -

**INT. ALCATRAZ FACILITY - HOLDING CELLS - DAY**

A door BURSTS open and FALLS to the floor. Magneto, followed by Pyro and Mystique, walks atop and STOPS. The corridor is LINED with holding cells, banked on two opposite ends.

Magneto smirks. He RAISES his ARMS and the doors UNLATCH one-by-one, on each side. Magneto turns his hands to the SIDE, and -

The metal doors fall flat on the ground. Smoke rustles, but slowly figures exit.

**EXT. ALCATRAZ RUINS - DAY**

Juggernaut is FINISHING up some SOLDIERS. He's about to SLAM the last remaining few when they're suddenly WHISKED out to shore.

He turns as Pyro, Mystique and Callisto emerge from the thick dust and smoke. Then more emerge like ghosts...

...the punk rock girl (SCARLET WITCH), the biker (OMEGA RED), the skinhead (JAMIE MADROX), and others. They appear confused at their new freedom. Then, they look up as...

...Magneto descends, eyes them all. The mutants gather before Magneto, cheering. He can only smile.

**INT. XAVIER'S MANSION - XAVIER'S STUDY - DAY**

Xavier sits, disturbed, watching the NEWS unfold on the T.V. Logan, Storm, Nightcrawler and students WATCH the coverage, the desolation eerily revealed.

Logan looks on grimly, eyeing Xavier, who stares at the T.V. as if the coverage is foreshadowing something a lot worse.

**EXT. ALCATRAZ RUINS - MORNING**

HELICOPTERS circle the sight. NAVAL SHIPS off the coast.

**INT. ALCATRAZ ISLAND - ALCATRAZ FACILITY - DAY**

Lang moves fast down the hall.

**INT. ALCATRAZ FACILITY - CONFERENCE ROOM - DAY**

OFFICIALS pack the dark room. They part, revealing - PRESIDENT GEORGE MCKENNA. Lang enters.

LANG

Mr. President, I'm glad you could come down so quickly.

They shake hands.

PRESIDENT MCKENNA

It's a tragedy, General.

Lang eyes all the OFFICIALS around, then McKenna.

LANG

Can we walk, sir?

**EXT. ALCATRAZ - CLIFFSIDE - DAY**

Lang and McKenna walk the cliffs that overlook the Pacific.

LANG

...worst thing is we never saw it coming. Always expected it, but not like this. Not this fast.

McKenna stops, stares at Lang.

PRESIDENT MCKENNA

You want to go after Lensherr?

LANG

(shakes head)

Not necessarily...problem's escalating, George...evolving.

PRESIDENT MCKENNA

But Worthington Labs'...

LANG

Fighting a losing battle. We're playing catch up with Mother Nature.

PRESIDENT MCKENNA

I'm not following...

LANG

Neither were we. Until recently. Some activity in Canada has caught my attention.

PRESIDENT MCKENNA

You mean those hippies at that lake with those holy waters...?

LANG

I think it's mutant-related. One so powerful it'd make all this...

(motions to ruins)

...a blueprint for an international design.

McKenna overlooks the pacific. Sighs.

PRESIDENT MCKENNA

How many lost their lives here today, General?

LANG

Too many. Depending on how things pan, you may have some tough decisions ahead of you...Mr. President.

**EXT. XAVIER'S MANSION - GATES - DAY**

PROTESTORS. Everywhere. Mutants decrying mutation. "No Haven for Mutants!" -- "Mutants Die!" -- "Mutant Lovers!".

A TAXI attempts to move through the thick CROWDS.

**INT. TAXI - DAY**

Hank McCoy stares at the CROWDS banging on the windows as the TAXI pushes through to the mansion gates.

**INT. XAVIER'S MANSION - XAVIER'S STUDY - DAY**

Xavier watches, concerned. Seeing Hank's taxi.

**EXT. XAVIER'S MANSION - GATES - DAY**

Storm walks out to the gates, not fearful. Not hesitant. She OPENS THEM, the TAXI ambles in. Beast exits. He and Storm embrace.

PROTESTORS

MUTIE LOVERS! SCHOOL MY ASS!  
REMEMBER SAN FRAN!

Beast turns and takes in the ANGRY PROTESTORS.

BEAST

I'm sure Charles never thought it'd come to this...

STORM

No, he only hoped, Hank.

**INT. XAVIER'S MANSION - FOYER - DAY**

The CHILDREN clutter the windows, craning out to see the PROTESTORS. They are fascinated -- but scared. Storm enters with Hank, who stares at them.

STORM

Everyone, away from the windows.

(stares outside)

You don't need to see this.

(to herself)

(MORE)

You shouldn't have to.

**INT. XAVIER'S MANSION - SUBBASEMENT - INFIRMARY - DAY**

Logan lies down on an examining table, staring up. Xavier wheels up behind him.

XAVIER

You'll need to relax.

Logan closes his eyes, breathes heavily. Xavier bends, his hands besides Logan's head. He closes his eyes and --

**INT./EXT. LOGAN'S MEMORIES - COLLAGE**

Xavier stands in the AUGMENTATION ROOM from the Alkali Lake base. Soldiers move about, staring at X-RAYS, medical equipment, and disgusting diagrams.

In the center: a VAT OF LIME FLUID. Xavier approaches it -

STRYKER'S VOICE (O.S.)

...Wolverine...

Logan lies inside, strapped down. Dissected. A rat.

STRYKER'S VOICE (O.S.)

...the things we did together...

A FERAL ROAR and -- the scenery TEARS AWAY TO --

**EXT. FORESTS - NIGHT - LOGAN'S MEMORY**

Xavier stands in eerie mist. Gunshots RING OUT. Xavier moves through the trees, hearing SCREAMS and BLASTS.

LANG'S VOICE (O.S.)

The mutant threat...must be contained...

He sees a campsite ahead. CAMPEFIRES strobe the CHAOS -- SHADOWS being mowed down by...something. It's SLASHING through them -- an ANIMAL against the firelight.

LOGAN, feral and barbaric, massacring them all. He's blood-soaked, huffing, glaring at the MUTANT BODIES around him.

LANG'S VOICE (O.S.)

...hunt them all down. Kill them...

Logan sees one twitch. He SHOVES his CLAWS into her, ROARING.

FEMALE VOICE (O.S.)

Charles...

Xavier halts, Logan's RAMPAGE falls to ambience. Xavier turns as the WORLD DISSIPATES and RECONVENES on the shores of ALKALI LAKE.

Xavier's standing by the lapping waters, disoriented.

FEMALE VOICE (O.S.)

...help me...

-- TREES BURST INTO FLAMES! The LAKE IGNITES like LAVA, TORNADOING up into a TOWERING INFERNO!

Xavier FALLS, crippled. The BLIDNING FLAMES ROAR, SHRIEKING almost, REACHING out with FIERY CLAWS and --

**INT. XAVIER'S MANSION - SUBBASEMENT - INFIRMARY - DAY**

-- Xavier JOLTS back, sweating, veins bulging.

LOGAN

What happened?

Blood on Xavier's fingertips. His nose and ears bleed.

XAVIER

N-Nothing...

THE DOORS OPEN -- Beast enters.

BEAST

Oh, my apologies.

Beat.

BEAST (CON'D)

Is everything all right, Charles?

Xavier is too disturbed to react.

**INT. XAVIER'S MANSION - XAVIER'S STUDY - DAY**

Beast sits with Storm. Logan stands. Xavier resides in the middle of the room, visibly worried.

LOGAN

Jean's alive --

Logan is HORROR-STRIKEN, alert and cautious.

XAVIER

Alkali Base was a storehouse for numerous mutants undergoing unnatural experimentations --

LOGAN

We never found her body --

XAVIER

I understand. However, there are any number of reasons --

LOGAN

-- she's one of them --

STORM

Have we heard anything from Scott?

XAVIER

I...I don't -- no.

LOGAN

(moving off)

I'm going --

STORM

Logan, wait --

LOGAN

-- I'm not sitting around like we did last time, watching her die --

XAVIER

Logan, stop it! We can't simply rush off because your anxiety, your emotions dictate we should do so --

LOGAN

Really? Your ol' buddy Magneto's pushing World War III, whole world's telling us we're sick freaks...and now this?

Everyone's silent.

LOGAN (CON'D)

What should we be doing, Professor? Just continue hoping those fancy gates out there don't bust and get all the shit out there, in here --

STORM

Logan, please, calm down...

LOGAN

-- you...remember how it was,  
people. We were there. You saw  
what was happening to her.  
What...what if somehow, she  
survived...

Xavier eyes Logan for one, hard moment.

BEAST

Charles, Lang does know about  
these signatures too...

STORM

You think he'll act?

BEAST

I know he will.

Xavier leans in, resigning to the inevitability of it all. He  
nods, looking down...

XAVIER

...all right, contact Scott.

**INT. XAVIER'S MANSION - FOYER - DAY**

Storm walks in with Beast, but is drawn to a GATHERING of  
students -- Colossus, Kitty, Nightcrawler and Bobby present.

STORM

What's going on?

Kitty turns, and there is Artie. He smiles at Storm as he  
sticks out his tongue -- A HUMAN TONGUE.

Storm tries to hide her disappointment. Nightcrawler looks on,  
almost longingly.

**EXT. XAVIER'S MANSION - FRONT ENTRANCE - DAY**

Storm walks Beast out to his TAXI. Beat. A moment between the  
two.

STORM

Thanks, Hank. For stopping by.

Beast looks up at the mansion, smiling.

BEAST  
I miss this place.

Beat. Storm looks at Beast, deep in thought. Contemplating.

STORM  
How's the cure coming along?

Storm backpeddles, realizing what she's said.

STORM (CON'D)  
I'm sorry, I --

BEAST  
No need to apologize, Ororo. We're all family in this. Jean was like a sister to me. This entire place was my home once. I won't do anything to endanger that.

Storm glares into Beast's yellow eyes. He nods, and enters the taxi, and watches as it rides away.

**INT. XAVIER'S MANSION - DORM BATHROOM - DAY**

Bobby's rubbing his temples. He looks in the mirror. He doesn't look too good.

COLOSSUS  
Should have worn thicker clothing. Back home, we learn how to respect the cold.

BOBBY  
Remember who you're talking to, Pete.

Bobby splashes down his face, Colossus shaves.

COLOSSUS  
You like...Kitty?

Bobby eyes him, curious.

BOBBY  
Rogue broke up with me --

COLOSSUS  
I know. I was just asking.

BOBBY  
Why's that?

Colossus frowns, shakes his head, finishes shaving.

**INT. XAVIER'S MANSION - HALLWAY - DAY**

Colossus exits the bathroom, spots Kitty.

COLOSSUS

Kitty, good, I have a question --

KITTY

Hey Pete, have you seen Bobby?

COLOSSUS

He's...in the bathroom.

They hear a SNEEZE, COUGHING.

KITTY

He sick?

Colossus can't answer before Kitty moves into the bathroom.

**EXT. WORTHINGTON LABS - NIGHT**

PROTESTORS clutter the streets, BRANDISHING SIGNS against the cure, some for it. COPS form a pathway out of and into the Labs, escorting MUTANTS.

**INT. WORTHINGTON LABS - ENTRANCE - NIGHT**

A few mutants exit -- one is the MUTANT from earlier with the bony protrusions out her head, Sara. They're gone. She smiles and WAVES at the crowds.

Some cheer, others boo. Jubilant, former MUTANTS exit the labs, jumping, hoping, some even CRYING in their family's arms as they reunite

**INT. WORTHINGTON LABS - BEAST'S OFFICE - NIGHT**

The room is eerily dark. The only luminosity PROTRUDES from a microscope as Beast looks into it. He pulls away, setting his glasses down. He looks troubled.

**INT. WORTHINGTON LABS - KAVITA RAO'S OFFICE - NIGHT**

Rao enters, putting down her briefcase and letting down her hair. She looks tired. She sits down, turns on the desk lamp and JUMPS -

RAO

Henry!

Beast is hiding there.

BEAST  
How long, Kavita?

RAO  
What are you talking about?

BEAST  
How long did you think before I deduced it?

RAO  
Henry, you're upset. What -

Beast BOUNDS off the DESK, shoving Rao up against the wall, his fangs bared. Such intelligence, such anger.

BEAST  
(growls)

Subjects receive single injections. However, Worthington's son is being prepped with smaller doses. I extracted blood. Parceled with Warren's doses is a neutral virogene, saturating his lymph nodes.

RAO  
I...have...no...

BEAST  
It'd behoove you to continue listening before issuing denials. I took a closer gander at the serum in Warren's blood. Being such, I'm sure you'll understand me asking my next question --

Rao leans back as Beast leers at her, pressing in.

**INT. WORTHINGTON LABS - UPPER LEVELS - NIGHT**

Rao, rubbing her neck, leads Beast down an empty hall. She swipes a CARD through a reader, which opens into --

**INT. HOLDING CELL OBSERVATION - UPPER LEVELS - NIGHT**

See-through glass permits a view into a typical child's bedroom.

A BOY kneels in the center, playing with trucks.

RAO

We know him as Leech. His mutation allows him to nullify a mutant's powers. It's a pheromone secretion -- the cure. Apparently, nature is not without a sense of irony.

BEAST

Incorrect, man is not.

(beat - to himself)

I was correct. It is not even a medicinal formula.

(to Rao)

How did Worthington find him?

RAO

He didn't.

(pause)

Leech was given to him.

BEAST

By who?

RAO

Mutants wouldn't trust a cure from the same people who were trying to register them. It had to come from someone else...

BEAST

Worthington's a figurehead...who really wanted this?

(off silence)

Who, Kavita?

RAO

-- Stephen Lang.

Beast places his head against the glass, understanding.

RAO (CON'D)

The mutant issue is pressing, Henry. After Liberty Island, Alkali Lake, and now Alcatraz, can you blame --?

BEAST

(motions inside)

(MORE)

He's just a child. You're a  
doctor. (thought)

Did you even work on the serum?

**INT. WORTHINGTON LABS - HANK'S LAB - NIGHT**

Einstein's brain. Books and antiques mixed with technology.  
Rao is peeking through a microscope, Beast hovers over her.

RAO

...Lang's people handle the actual  
serum in their labs below. Your  
work proved crucial in targeting  
the mutation gene --

BEAST

(thinking)

-- but it's a pheromone negating  
the gene, Kavita.

Rao pulls back from the blood sample, eyes him.

RAO

I had no idea Warren's blood was  
being prepped with this. It's  
almost like an inoculation...

**INT. WORTHINGTON LABS - HOLDING CELL OBSERVATION - LATER**

Beast stares inside, thinking hard. Rao beside him.

RAO

What is it, Hank?

BEAST

The "cure" is only temporary. The  
pheromone will eventually  
dissipate and --

RAO

-- their abilities will return.  
(beat) Then what's Worthington  
protecting his son from?

BEAST

Why promise a cure, if it does not  
really work at all?

**INT. WESTCHESTER PLAZA - NIGHT**

A multi-tiered mall, packed with Saturday shops. BY THE FOUNTAIN Artie sits, gasping for air, sweaty. He's no more than twelve. His MOTHER kneels before him with a cup of water.

MOTHER

Come on, Artie, just --

Artie SPINS and VOMITS into the fountain. He regroups, seeing his reflection in the pond. He opens his mouth, his TONGUE slithers out, FORKED AGAIN!

Artie moves for his mom, but stops noticing ALL THE SHOPPERS stumbling, spinning, DIZZY. Some are on the FLOOR, panting, others just lying, EYES ROLLING. Dizzy --

**INT. SAN FRANCISCO GENERAL HOSPITAL - NURSE'S STATION - NIGHT**

A DOCTOR observes a MUTANT PATIENT. He's making some notes when -- the patient starts spasming, the equipment RINGING!

The DOCTOR rushes into THE ROOM and is bedside, trying to resuscitate him when suddenly, TENDRILS OF ELECTRICTY SEND HIM FLYING into a cabinet. NURSES ENTER -- ELECTRICTY ROCKETS from the patient's convulsing BODY, detonating TELEVISION, MONITORS, RADIOS -- CORRIDORS!

The ELECTRICTY EXPLODES from every possible outlet, shocking NURSES, blowing WINDOWS, DETONATING TELEVISIONS. BEDLAM!

**INT. VICTORIA'S CLOSET - DRESSING ROOM - NIGHT**

Sara, the mutant cured of her bone growths, stands in bra and panties before a mirror admiring her smooth skinned body. She smiles at herself. Then...she leans into the mirror...

**INT. OUTSIDE DRESSING ROOM - CONTINUOUS**

SARA'S MOTHER

She's just so happy. Came running  
in about finally being normal...

WORKER

Just a miracle --

A SHRIEK!

**INT. INSIDE DRESSING ROOM - DAY**

Sara GAWKS into the mirror. The BONES ARE BREAKING THROUGH HER SKIN! She WINCES, blood streaming from the punctures --

The CURTAIN OPENS -- her MOTHER SCREAMS! MARROW turns, as BONEY SPEARS BREAK from her body -- elbows, knees, chin, chest, shoulders -- and TORPEDO OUT!

CUSTOMERS duck as the BONEY SPEARS tear everything to shreds!

**EXT. XAVIER'S MANSION - NIGHT**

Establishing shot.

**INT. X-JET - COCKPIT - NIGHT**

Storm pilots, Logan beside her, Xavier strapped in.

NIGHTCRAWLER (COMM)

Don't worry Professor; in the Munich Circus I always babysat the children.

LOGAN

Always with that damn Munich -

XAVIER

(cutting him off)

Thank you for watching the children, Kurt. We'll radio you once we've landed.

NIGHTCRAWLER (COMM)

Don't mention it.

**EXT. NEW YORK AIRSPACE - NIGHT**

Sleek and dark, the X-Jet ROARS OFF into the clouds.

**INT. XAVIER'S MANSION - XAVIER'S STUDY - NIGHT**

Nightcrawler pursues the office -- curious -- diplomas, statues, picture frames, etc. He sees many of ERIK and XAVIER with various students -- many with a growing JEAN GREY.

Nightcrawler looks at it, gloomily.

**INT. XAVIER'S MANSION - GAME ROOM - NIGHT**

Nightcrawler enters to find it empty, looking for company. Only Colossus with his sketchpad before a MUTED TELEVISION.

NIGHTCRAWLER

(sheepishly)

Why so quiet?

Colossus looks up, seeing Nightcrawler.

COLOSSUS

Some of the kids weren't feeling good. They went to bed.

NIGHTCRAWLER

In the Munich Circus there were always bug schools.

Colossus eyes Nightcrawler.

COLOSSUS (CON'D)

Bug schools? You mean "school bugs"?

Nightcrawler looks embarrassed -- then laughs, trying to recover. Colossus goes back to his sketching. Nightcrawler bows his head, heading for the exit when a young girl, RAYNE, enters in her PAJAMAS.

RAYNE

I don't feel good.

**EXT. ENCAMPMENT - FOREST - NIGHT**

Hundreds of mutants bank the area with TENTS. Magneto strides through with MYSTIQUE, PYRO, CALLISTO and CALIBAN when he STOPS -- becoming rigid again, his face ashen, his jaw agape -

MAGNETO

What is it?

Callisto takes Caliban's arm, settling him.

CALIBAN

A great power has awakened.

Magneto stares at Mystique.

**EXT. ALKALI LAKE - CAMPSITE - NIGHT**

The X-JET'S LANDED, the plank lowered. Logan, Storm, and Xavier exit as Scott emerges from the forest.

His face shows something nearing a mild distaste mixed at an interrupted obsession.

**EXT. ALKALI LAKE - CYCLOP'S TENT - NIGHT**

A campfire. The team surrounding it. All around, CAMPERS amble in routine, children and parents - families.

CYCLOPS

...it'd make sense. With what I've seen here.

Xavier nods. His eyes sweep across the campsite.

STORM

Are all of these people living here?

CYCLOPS

Camping. Jean or not, these waters do something...

LOGAN

But no body -- nothing?

Scott shakes his head.

LOGAN (CON'D)

Have you even looked?

Scott motions out towards the trees before the lake.

CYCLOPS

Dive in, hear the water's fine.  
(beat) Military crews were here,  
cleaned the place up after the dam burst.

XAVIER

Her body could have been retrieved then -

CYCLOPS

What about what Hank said?

**INT. WORTHINGTON LABS - TREATMENT ROOM - NIGHT**

Warren sits as Beast conducts his materials.

WARREN

He watching tonight?

Beast looks up, Warren's staring at the one-way glass.

BEAST

Your father had pressing business.

Beast moves to a basin sink.

WARREN

Figures. When I was a kid you know, he always dragged me to his stupid "meetings" and stuff. Then, back to home school and then back to his work -

Warren moves to the WINDOW, staring down into the packed Worthington Plaza and out over Washington, D.C.

WARREN (CON'D)

Why do I need wings...I've never even left this building.

Beast halts at the basin -- beat -- he squeeze the SYRINGE'S FLUIDS down the drain -

WARREN

What's taking so long...?

BEAST

Choices are rarely prudent, my friend.

Beast turns, showing the empty syringe. Warren REACTS -

BEAST (CON'D)

There's more over there, if you wish to continue your "treatment"  
--

WARREN

But, my father --

BEAST

Has anyone ever asked you Warren about your gifts?

WARREN

My..."gifts"?

BEAST

Or informed you of people, places you can go where our kind -- no matter how...we look -- are accepted?

WARREN

Dad said mutants were a disease. That I'm sick -

BEAST

-- with a set of wings saved for celestial beings? If only we could all be that sick.

Beast LEAPS behind Warren, hanging upside down from a light, stroking his chin.

BEAST (CON'D)

Methinks it best if I finally tell you a bit about myself...

**INT. XAVIER'S MANSION - BOBBY AND COLOSSUS'S ROOM - NIGHT**

Colossus readies for bed. Bobby's already lying down, looking ill.

COLOSSUS

Is there anything you'll need?

BOBBY

Kitty brought me some tea.

Colossus attempts to hide his annoyance.

COLOSSUS

And what about Rogue?

**INT. XAVIER'S MANSION - GIRLS BATHROOM - NIGHT**

Kitty's fixing her hair as Rogue enters. Kitty stops -- Rogue does as well -- beat. Rogue moves to the furthest sink.

**INT. XAVIER'S MANSION - BOBBY AND PETER'S ROOM - NIGHT**

BOBBY

Maybe some day. But not now.  
(coughs) Rogue and I need some time --

Colossus rolls over in bed, hiding his jealousy.

COLOSSUS

You need some time, right?

Bobby shrugs in his bed, sighs. Silence. Unnatural silence. He sits up, brow wrinkled.

BOBBY

Funny, been in bed all day and --

Bobby shuffles up --

COLOSSUS

What is it?

BOBBY

Hear that?

Colossus listens to the silence.

COLOSSUS

I don't here anything --

Bobby peeks out the window --

BOBBY

Yeah, I know.

**INT. WORTHINGTON LABS - TREATMENT ROOM - NIGHT**

Worthington Jr. moves ahead, Rao and Beast trailing. She eyes Beast furtively; he looks away as they turn a corner. TWO SOLDIERS snap to attention at a door -- they're skin looks funny. Faint stitches run up and down their necks.

Warren WALKS in. STRAPS -- snapping over arms, over FEATHERS. ORDERLIES are securing WARREN on a tilted TABLE.

WORTHINGTON JR.

You ready for this, Warren?

WARREN

Dad, can we talk --

WORTHINGTON JR.

Good. Doctor?

Rao gives Beast a final glance as she steps forward with the single syringe of ORANGE FLUID. She taps it, ready.

WARREN

Dad, I don't think --

WORTHINGTON JR.

Shut up, Warren. This is what you've wanted --

WARREN

Dad, no...this, this isn't. How come you never told me there were schools for mutants --?

Worthington Jr. spins, glaring at Beast. He turns back.

WORTHINGTON JR.  
Kavita, finish this. Now.

Rao is silent, looking behind Worthington at Hank --

WORTHINGTON JR. (CON'D)  
What're you all waiting for? For  
Christ's sake...

Worthington Jr. pushes Kavita aside and steals the syringe.  
Warren STRUGGLES, THRASHING to get free, CRYING --

WORTHINGTON JR.  
(to ORDERLIES)

Hold him down.

Beast moves, but TWO ORDERLIES step before him --

WORTHINGTON JR.  
(prepping syringe)  
Warren, don't act like an ingrate.

WARREN  
But you never gave me a choice --

They STRUGGLE -- THE STRAPS LOOSEN -- Worthington Sr. stabs  
down just as -- THE STRAPS SNAP as WARREN'S WINGS FLARE and  
BAT Worthington Jr. away!!

Everyone's in awe as Warren rises, WINGS BLOSSOMING...

WORTHINGTON JR.  
You're a Worthington, Warren. Not  
a mutant.

Warren's eyes shoot to Beast as -- BEAST SPRINGS into action,  
taking down the two orderlies before him --

THE DOORS BURST OPEN -- the TWO SOLDIERS, GUNS RAISED. Warren  
dashes towards the windows --

WORTHINGTON JR.  
No, Warren, don't --

Too late. Warren LASHES out, running at top speed TOWARDS the  
windows, PENETRATING the glass. Worthington Jr. eyes Hank  
angrily when he --

-- BOUNDS over one of the soldiers, KICKING back acrobatically  
and sending him forward, escaping the room.

**EXT. WORTHINGTON LABS - NIGHT**

Warren DIVES, glass SPARKLING around him. BELOW him protestors and mutants alike gawk up as ANGEL soars over them, wings OUTSTRETCHED.

**EXT. WORTHINGTON LABS - NIGHT**

PROTESTORS GAWK as an ANGEL glides overhead into the PARK across the street. Some SCREAM, others cross their chests.

**EXT. FOREST AREA - NIGHT**

Trees RUSTLE as ANGEL descends, toppling down to the grass. He is shaking, rushed with adrenaline. He sits, his WINGS folded over him, panting --

BEAST (O.S.)

Good job, son.

Angel glances up into the trees as Beast leaps down.

WARREN

You...you too...?

BEAST

(extending hand)

You're not alone in this, Warren.  
You never were -- now, come. I  
need to phone a friend...

Warren TAKES BEAST'S HAND.

**EXT. ALKALI LAKE - CYCLOP'S TENT - NIGHT**

Storm dips out of Cyclops's tent with a thermos of coffee.

STORM

No sign of Logan...?

Xavier shakes his head, then...stops. He gazes over his shoulder towards the lake, sensing something...

XAVIER

Cyclops, Storm...

**EXT. ALKALI FORESTS - NIGHT**

Logan's smoking a CIGAR, searching. He removes the CIGAR as the distant PUTTER of a HELICOPTER drifts in the distance.

**EXT. ALKALI LAKE - SHORELINE - NIGHT**

Xavier's chair crunches the grass, Storm and Cyclops behind him as they near the misty lake.

XAVIER  
Something's not right. There's  
a...hole here -

VOICE (O.S.)  
Don't tell me you're pretending  
you didn't know...old friend?

Xavier spins, behind him -

MAGNETO, flanked by Mystique, awaiting an answer.

**EXT. XAVIER'S MANSION - NIGHT**

Bobby and Colossus exit into the GARDEN COURTYARD. All of the protestors are gone. Their SIGNS littered everywhere. Belongings scattered and splayed.

A LIGHTER FLICKERS. Bobby and Peter turn to see:

PYRO -- smirking in the darkness over a solitary flame.

PYRO  
'Bout time.

BOBBY  
John, how --

-- the SCARLET WITCH moves behind Pyro, then JUGGERNAUT.

**EXT. ALKALI LAKE - SHORELINE - NIGHT**

XAVIER  
What're you doing here, Erik?

MAGNETO  
Always with such questions. Too  
many for a telepath --

Storm steps up, eyes GLOWING WHITE...THUNDER RUMBLES...

STORM  
This isn't Alcatraz. We're not  
defenseless --

Mystique goes to move, but Magneto puts his hand out.

MAGNETO  
We are all family, X-Men. Thus our  
reasons for being here.

CYCLOPS  
And what's that?

Slowly, a WIND builds, unnatural; Magneto eyes the snow STEAMING waters, a slow grin coming across his helmeted face.

MAGNETO  
Her.

...Xavier's disoriented, eyes wavering -- THE LAKE SURGES, thrashing against the rocky shore. A spark and FIRE ROARS across the water like oil!

**EXT. ALKALI FORESTS - NIGHT**

Logan halts, sniffs...

SUDDENLY, HELICOPTERS BOOM OVERHEAD! He ducks away from their SPOTLIGHTS as they pass. They fade away, leaving Logan in the dark. He moves fast back towards camp, but stops and sniffs and turns to see --

JAMIE MADROX, leans on a tree, watching him.

LOGAN  
Did you see those choppers?

Madrox eyes him passively. Logan moves forward --

LOGAN (CON'T)  
Hey, I asked you a quest --

-- a hand GRIPS Logan's shoulder...

VOICE  
Please, don't move.

...Logan turns to see Madrox, holding him back. Logan spins out of his grip, turns -- the other Madrox is gone.

MADROX (O.S.)  
Confused, yet?

Logan sees another MADROX, he eyes the one behind him too - twins? Then, another MADROX emerges from the woods, and another. FOUR MADROX's in total.

-- LOGAN'S CLAWS POP! Freezes. Sniffs, ears tuned when --

-- OMEGA RED leaps down, TACKLING him!

**EXT. XAVIER'S MANSION - GARDEN COURTYARD - NIGHT**

BOBBY  
What'd you want, John?

PYRO  
(shrugs)  
Revenge...

BOBBY  
For what?

PYRO  
All those years spent in this  
dump!

Pyro BLASTS fire at the mansion façade -- FROST EXTINGUISHES the FIERY STREAK in mid-air.

Bobby stumbles back, panting, his arms icy. Pyro grins.

JUGGERNAUT steps up -- Colossus STEELS UP. Both flexing.

BOBBY  
Do I have to say it?

Colossus shakes his head as JUGGERNAUT STORMS towards them!

**EXT. ALKALI LAKE - SHORELINE - NIGHT**

CAMPERS ebb out towards the shore, staying near the camp. The winds THRASH against them, the LAKE BOILS. Behind them, the CAMPFIRES SURGE, the BBQ GRILLS BURST --

All flinch as Alkali Lake IGNITES like hot magma, a BINDING ginger diamond. Radiating up into the deep night.

Magneto SHIELDS his eyes. Xavier spasms, clutching his head. Storm moves to his side as --

-- A FERAL SHRIEK SHATTERS their ears! They fall, CRYING!

WAVES PLUMMEL ROCKS!

A huge wave CRASHES against a slab of rock in shallow waters, leaving behind the insinuation of a WOMAN nude in the fetal position, HOT STEAM drifting off her form.

The SHRIEK fades, the lake calms, and the winds quell.

Silence.

Cyclops helps Storm up...

CYCLOPS  
Professor, was that...?

Xavier is staring at the slab of rock. Storm and Cyclops can't believe it. Magneto grins.

All are starring at --

JEAN GREY. Lying catatonic. Sleeping almost. Hot charcoal tattoos brand her pale skin in the intimate abstraction of a firebird. These brands "steam", their edges fulgurating.

CYCLOPS  
(tearing)

Jean...

Cyclops thrashes into the shallow waters toward the rock --

XAVIER  
Scott, wait --

JEAN'S EYES BURST OPEN, ABLAZE! A PYRETIC TENDRIL of telekinetic energy BOLTS out from around her, slamming into Cyclops, and flinging him away! Suddenly --

SPOTLIGHTS splay the shore, choppers SWARMING over treetops.

XAVIER  
No, Jean...

Storm's at Cyclops's side, seeing his nosebleed and burnt shirt. She gazes up, a panicked ghost under the spotlights.

**INT. BLACKHAWK HELICOPTER - NIGHT**

Lang eyes the assembled X-Men and Brotherhood below, smiles.

LANG  
Who called the reunion?

**EXT. ALKALI LAKE SHORELINE - CONTINUOUS**

The telekinetic tendrils lash like tentacles, SCORCHING the choppers. The aircraft SPIRAL, two COLLIDING in a FIREBALL!

The campers flee through the chaos as the trees combust like matchsticks. Fiery tendrils slash past trees, setting ABLAZE tents, RV's, even people.

Mystique pushes Magneto down as a tendril FLASHES overhead.

MAGNETO

What are you waiting for, Charles?

Xavier's already on it, sweating hard as he focuses his mind. Jean is calm however, her eyes KINDLING, yet empty too.

**INT. BLACKHAWK HELICOPTER - NIGHT**

Lang SHIFTS as the PILOT DANGEROUSLY BANKS to avoid the FIERY TENDRILS --

LANG

Radio, the other teams. Tell them to focus here! Now!

Lang removes a RETROFITTED PISTOL, loads it with a cartridge OF ORANGE FLUID -- the CURE.

**EXT. ALKALI FORESTS - NIGHT**

Logan ROLLS away from Omega Red. Logan touches his skin; it's pockmarked with SCARLET RASHES. He stumbles, dizzy --

OMEGA RED

You are no doubt feeling the effects of my abilities, comrade -

-

Logan falls, PANTING. Omega towers over him, laughing.

OMEGA RED (CON'D)

-- what are yours?

-- LOGAN LURCHES UP, SHOVING HIS CLAWS INTO OMEGA'S GUT!

LOGAN

I heal *real* fast --

-- they BRAWL. Brute force and speed against claws and brute force. Madrox smirks as Logan is FLUNG against a tree.

Then Madrox's face falters -- he touches his chest. His hand returns bloody --

The other THREE MADROX'S turn as the injured MADROX drops. A SQUAD of HI-TECH SOLDIERS creep out from the FORESTS, RIFLES TRAINED.

Omega lifts Logan up, but stops as he sees the soldiers.

LOGAN

Ah, shit...

MADROX MULTIPLIES TWENTY TIMES, again, again, again, SWARMING around the SOLDIERS. The soldier's LOAD THEIR RIFLES and OPEN FIRE.

Logan and Omega take on the troopers. It's visceral with feral slashes, hard punches, and GUNFIRE!

Logan slices one troop, yanking out a web of bloody cybernetics. Logan eyes it, disgusted.

Suddenly, an ORANGE LIGHT sears the entire night. Everyone's blinded, save Logan. He instantly just knows and dashes away.

**EXT. XAVIER'S MANSION - NIGHT**

Rogue and Kitty rush out from the portico.

KITTY

Bobby, what's happening --

ROGUE

(seeing Pyro)

John...

Colossus SOARS overhead, SHATTERING a plaster column and CRASHING to the ground. Rogue ducks away as debris bury her --

BOBBY

Rogue --!

Bobby is BLOWN back by Pyro's BLASTS! Meanwhile, Juggernaut STORMS Kitty, who PHASES fast. Juggernaut rushes right through her and into --

-- COLOSSUS' FIST, sending Juggernaut across the yard and into the fountain!

Bobby squirms, weak. Pyro handles his FLAMES like flags. As they dance they grow brighter, hotter, Pyro whipping them up. He flings his hands out, the FLAMES ROCKET FORWARD --

Kitty dives atop Bobby as the FLAMES HIT! Pyro extends his arms, LAUGHING, the flames SPIRALING UP. Inside this towering inferno, Kitty holds Bobby, PHASING both of them. Kitty's reeling, sweating hard, biting her lip so hard it bleeds.

Colossus goes to help Rogue, but Juggernaut broadsides him, HEFTS him over his head and SLAMS him through the ground.

**INT. XAVIER'S MANSION - HALLWAY - NIGHT**

Nightcrawler hears a NOISE, just as --

THE CEILING EXPLODES! Colossus CRASHES down, Juggernaut BOOMS down after! Nightcrawler BAMFS to Colossus' location and as Juggernaut approaches he BAMFS out of sight, Colossus in arms.

Juggernaut GRIMACES, SLAMMING into the WALL after them!

**EXT. XAVIER'S MANSION - GARDEN COURTYARD - NIGHT**

Rogue SCURRIES out from rubble, bruised and bloody. Across the yard, Pyro grins as his inferno grows brighter, Kitty and Bobby mere shadows in the spiraling flames.

Pyro's all pride until TWO HANDS touch his face from behind. He lurches, veins bulging, neck tight, as if having the air sucked out of him. He collapses -- Rogue stands behind him, panting hard as she puts her GLOVES BACK ON.

The flame tunnel whisks away.

BOBBY

Where's Pete?

The ground shakes. They understand. Rogue helps Bobby and Kitty up, her gloved hands touching their bare flesh.

KITTY

What about the chick --

ROGUE

-- what chick?

Kitty and Bobby suddenly LURCH, veins bulging, necks tight. Rogue looks down as CRIMSON MIST fades from around her gloves, revealing that they are in reality torn!

ROGUE

I -- no!

SCARLET WITCH struts over, CRIMSON MIST seething around her.

SCARLET WITCH

Ever have the odds turned against  
you -- ?

**EXT. ALKALI SHORELINE - NIGHT**

Lang's chopper comes to a landing. He piles out rushing through the chaos. More troopers RAPPEL down from surviving choppers. However, the energy tendrils lash out, now VAPORIZING these troops into ash.

Storm BLASTS wind over the campsite, trying to quell the fires. Cyclops comes out of his daze, looks up at the chaos --

CYCLOPS  
What's happening?

MAGNETO  
Your lover has quite the temper.

STORM  
(seeing troops)  
We need to get away from here!  
We're being surrounded!

But Xavier is still concentrating hard on Jean. However, Jean is still numb, blank. Her eyes still BURNING. Then:

XAVIER (V.O.)  
Jean, control it! Stop this!

She blinks.

XAVIER (V.O.)  
Jean . . . stop this . . .

Lang moves down the shore, pistol in hand, troops WISKED into ash around him. He doesn't care; he's focused on Jean.

Jean's face is BLANK, the air around her ABLAZE! Then --

XAVIER (V.O.)  
Jean . . . Stop. This. Now!

All around the energy tendrils furl back in around Jean. She GLISTENS, a radiant star of pure telekinesis. Then the star dies and Jean collapses in a haze of smoke.

Xavier slumps down in his chair, spent. Lang, however, is not to be abated. He rises, takes aim on Jean with his pistol. His fingers tickle the trigger. He pulls just as --

Logan POUNCES down and TACKLES Lang. The pistol misfires!

Magneto REACTS, repelling the projectile. Instead of him, it pierces Mystique. Lang scrambles out of Logan's rage.

GUN FIRE racks Logan down, more TROOPS grappling down from choppers. Lang rushes off to his squad --

LANG  
Close in! I want them put out now!

The troops GRAPPEL down around the X-Men, herding them into a tight circle. Logan stirs, still recovering, at their feet. Xavier notes Magneto and his group are missing...

XAVIER

Where's Erik?

CYCLOPS

Nevermind him! We need to get to  
Jean!

Storm's eyes GLOW at the sight of the encircling troops.

STORM

Enough of this.

**INT. XAVIER'S MANSION - HALLWAY - NIGHT**

Nightcrawler scrambles with a flood of PANICKED CHILDREN,  
leading them.

NIGHTCRAWLER

Everyone get upstairs!

He's BLOWN AWAY as the FLOOR EXPLODES! Juggernaut crashes into  
a hall. Colossus then crawls out the hole.

Juggernaut looks up, seeing Colossus is ready for more.

JUGGERNAUT

This isn't over --

He turns and TEARS through the mansion wall, fleeing! Colossus  
falls down, steel skin falling away. He's covered in bruises.  
Nightcrawler helps him up.

**EXT. XAVIER'S MANSION - GARDEN COURTYARD - NIGHT**

Pyro stumbles up, rubbing his cheeks.

PYRO

Freak should get her own powers...

SCARLET WITCH

You actually hung with this crowd  
--

VOICE (O.S.)

Hung isn't even a word, my dear --

Scarlet Witch and Pyro LOOK UP just as SOMETHING drops down,  
instantly dispatching Pyro. Scarlet Witch LIFTS her hands,  
CRIMSON MISTS flowing -- but FEATHERY WINGS whack her away!

SCARLET WITCH

I'm outta here --

She FLEES, speeding off -- Pyro ADVANCING, racing off the property.

BEAT. Rogue opens her eyes. Everything's blurry. She can see two figures standing above her -- one blue, the other white. She rubs her eyes, her vision clearing to see --

ANGEL AND BEAST.

**EXT. ALKALI SHORELINE - NIGHT**

The sky darkens, lightning FLASHING in its billowing clouds. Thunder GROWLS! Strong GALES WHIRLWIND down on the shore!

Storm SURGES as she directs the full force of a hurricane at the troops.

They stumble back, arms raised, some lifted off their feet, pelted by rain.

Logan COUGHS as he gets off the ground, eyeing the bullets everywhere. He looks up and spots Jean on the slab of rock. Then he sees Storm, RAGING with her powers --

LOGAN  
What's going on?!

STORM  
Scott, take the professor --

CYCLOPS  
-- what about Jean?!

STORM  
-- Logan, get her. Now.

Logan eyes Cyclops, animosity here. THUNDER CRACKS --

STORM  
I said NOW!

They move. Cyclops getting Xavier, Logan rushing into the raging waters. Jean stirs as Logan bends and picks her up in his arms.

JEAN  
Scott . . . ?

LOGAN  
No . . . it's me.

**EXT. ALKALI SHORELINE/FORESTS - NIGHT**

The BLACKBIRD hovers over the treetops, slowly descending into a small clearing.

**INT. X-JET - NIGHT**

Logan hurries up the ramp, Jean in his arms. Cyclops rushes over, yanking her from Logan's arm as he sets her down --

Xavier looks back, not as happy as one would expect, his face riddled with worry.

**EXT. ALKALI SHORELINE - NIGHT**

Troops HALT as the hurricane stops, straddled throughout the crisp and smoking ruins of the campsite and woods. Campers cry, kneeling over their fallen loved ones, reeling with a newfound hate. They all look up at Alkali Lake.

The X-JET booming away over it.

**INT. X-JET - NIGHT**

Logan sits, watching, seething as Cyclops holds Jean, crying. Cyclops stares into her eyes as they flutter open, blurred.

CYCLOPS

Jean -- you're -- you're here -

JEAN

Scott . . .

She closes her eyes. Cyclops holds her close. Logan leans back in his hair, ignoring the scene, as if of everyone, he could care about least.

**EXT. ALKALI LAKE FORESTS - NIGHT**

Mystique stumbles to the ground, panting. She looks ill, her skin a sickly gray, no longer blue. Magneto bends and helps her up --

MAGNETO

Come, my dear, just a bit more.

Mystique winces as she rises with Magneto. They begin hiking again, making their way through the forests as fast as they can. They move into a partial clearing and STOP --

It's a massacre. Troops lying everywhere. But they don't look human, cybernetics interlaced with their human muscle.

MYSTIQUE

The others --

MAGNETO

-- don't worry about them.

Mystique GROANS, her skin FLUCUATING.

Magneto steps away from Mystique, seething.

MYSTIQUE

Erik . . .

Kneeling, Mystique glares at Magneto. Gone is her blue skin. She looks completely human now -- blonde, fragile, lime eyes. She covers her nude physique.

MYSTIQUE (CON'D)

No . . .

Magneto approaches, holding her.

MAGNETO

No, no, no, no . . .

Mystique's too strong to cry, as is Magneto.

MAGNETO (CON'D)

My dear, we'll get you better.  
We'll fix this -

MYSTIQUE

I'm . . . one of them --

Her voice trails. Their eyes lock. Just a moment, but enough for two people so intimate. Magneto bows his head and nods, understanding.

ANGLE ON: a rifle from a troop hovers into the air..

Mystique touches Magneto's helmet. No smiling.

MAGNETO

I'm so sorry . . .

She leans in --

MYSTIQUE

Finish this, Erik --

A GUNSHOT! Mystique lurches forward over Magneto. He holds her and eyes the rifle hovering behind her. His eyes narrow as he FLINGS it away with his powers.

**EXT. WHITE HOUSE - DAY**

Massive amounts of PROTESTERS, clinging to signs that read "MUTANT ACTION NOW!" and "FIRST ALCATRAZ, NOW ALKALI...WHAT'S NEXT?" bank the gated entrance.

**INT. WHITE HOUSE - OVAL OFFICE - DAY**

President McKenna OBSERVES the protesters -- which engulf the entire street of Pennsylvania Avenue. Stephen Lang enters. McKenna sighs. Frustrated.

LANG

Mr. President, we tried to contain the sit --

PRESIDENT MCKENNA

I don't want to hear it, Stephen.

He rubs his forehead, seemingly contemplating a great decision.

PRESIDENT MCKENNA (CON'D)

As Commander-In-Chief, it is my duty to how this country is operated. And I will not tolerate any more of this burgeoning chaos.

Beat. Lang catches on.

LANG

What exactly do you want me to do?

PRESIDENT MCKENNA (CON'D)

(with intent)

I want you to mass-produce this cure. Weaponize it, if you have to. I'm ordering Martial Law in every major urban city. If anything happens on the scale of Alcatraz or Alkali Lake again, I want it contained. Understand?

**INT. WORTHINGTON LABS - CURE FACILITIES - DAY**

Lang and Worthington Jr. oversee the production of CURE WEAPONS as workers in LAB COATS construct pistols and rifle-esque machinery.

**EXT. WASHINGTON, D.C. - MILITARY BASE - DAY**

Worthington Labs TRUCKS are stationed. WORKERS hand out CURE WEAPONS to legions of lined-up military personnel.

**EXT. WASHINGTON, D.C. - MILITARY BASE - DAY**

As TROOPS suit-up, TANKS and MILITARY VEHICLES on-guard.

**EXT. WASHINGTON, D.C. - STREETS - DAY**

Helicopters ASCEND. Troops get into position, arming up. Citizens REACT to enormous military support.

**EXT. LOS ANGELES - DOWNTOWN - DAY**

Rioters head directly towards an armada of ARMY SOLDIERS, protecting themselves with METAL SHIELDS.

As the rioters (mostly mutants) charge, soldiers FLING CIRCULAR explosives towards them, as they shatter, sending out CURE PROJECTILES -- they hit mutants, who scream as their mutations desist.

**EXT. CHICAGO - DOWNTOWN - DAY**

Tanks flood the streets. Mutant PROTESTORS throw FLAMING OBJECTS at them, but SOLDIERS attempt to quell them.

**EXT. NEW YORK - BROADWAY - DAY**

Time's Square is shut down, ARMY OFFICIALS evacuating and CLOSING-OFF the area.

**EXT. NEW YORK - DOWNTOWN - DAY**

Mutant RIOTERS are violently ATTACKING soldiers, but are being QUELLED by CURE DARTS, hitting some, causing others to SURRENDER as soldiers ARREST them with HAND CUFFS.

NEWS REPORTER (V.O.)

Mutant unrest has besieged the country, forcing the military to take evasive action in detaining dangerous mutants who are protesting this cure with a vengeance.

**EXT. NEW YORK - MILITARY BASE - FOREST - NIGHT**

Magneto and his followers (Pyro, Juggernaut, Omega Red, Multiple Man, & Scarlet Witch) come to an aperture of the forest. The New York skyline glistens in the distance. They look out to a BASE, and several CONCENTRATION CAMPS, full of mutants. Magneto grimaces.

MAGNETO  
(vengeful)

(MORE)

I told you. I knew it was coming.  
Just like before. It never ends.

PYRO

What are we going to do?

MAGNETO

We're going to free our brothers.  
And persuade them to our cause.

**EXT. NEW YORK - MILITARY BASE - NIGHT**

Several GUARDS stand before a GRAND ENTRANCEWAY. A few meters before them, a YOUNG ROUGH is perceptible in the distance, engulfed in shadows. The guards take notice, WEAPONS raised.

GUARD #1

Unknown target, identify yourself.

The figure walks nearer -- his silhouette visible: PYRO. The guards laugh.

GUARD #2

Shouldn't you be home with your  
mommy, kid?

Pyro flicks open a LIGHTER. Plays with it.

GUARD #1

What do you use that for? To light  
up your farts?

They LAUGH -- Pyro smirks. His LIGHTER stops moving.

PYRO

No. Just assholes.

WHOSH! A WHIRLWIND of FLAMES attack the GUARDS -- incinerating them as they SCREAM in pain. One GUARD, flames covering his legs, SCURRIES on the ground to safety when --

-- a FIGURE leaps from a nearby TREE BRANCH -- Omega Red. He takes the GUARD, touches his face, as it becomes pockmarked with SCARLET RASHES.

Pyro OBLITERATES other guards, but the alarm has been activated. ROOFTOP GUARDS fire CURE AMMO, as Pyro and Omega Red DUCK for cover!

**EXT. CEILING LEVEL - ENTRANCE DOORS - NIGHT**

Guards continue to SHOOT cure projectiles. Suddenly, the ground begins to SHAKE.

CEILING GUARD  
What the hell is that?

**EXT. MILITARY BASE - ENTRANCE - NIGHT**

Emerging from the darkness, Juggernaut RUNS to the doorway.

**EXT. CEILING LEVEL - ENTRANCE DOORS - NIGHT**

CEILING GUARD  
Aim and fire!

**EXT. MILITARY BASE - ENTRANCE - NIGHT**

The cure projectiles just BOUNCE right off Juggernaut, and he SLAMS the dual doors -- they shake, causing --

**EXT. CEILING LEVEL - ENTRANCE DOORS - NIGHT**

The guards to plummet to the ground!

**EXT. MILITARY BASE - ENTRANCE - NIGHT**

They SLAM HARD. Juggernaut continues to SMASH the doors.

**EXT. MILITARY BASE - BEHIND DOORS - NIGHT**

Dozens of military personnel rush towards the gated entrance doors. They STOP as a DENT erupts!

**EXT. MILITARY BASE - ENTRANCE - NIGHT**

Juggernaut continues to POUND!

**EXT. MILITARY BASE - BEHIND DOORS - NIGHT**

COMMANDER  
Form a line! Don't let them  
through!

The soldiers RAISE their weapons at the doors, solidifying in one large line across the entrance perimeter. The SMASHING continues, with each SLAM audible. It continues for A FEW SECONDS, the dent INCREASING in size, but then STOPS.

Beat. The soldiers apprehensively approach the door. Then, a strange noise is heard. A few soldiers begin to notice it. PLUCK! Something hit's a soldier right in the eye! As others rush to him, another PLUCK and an object lands before a SOLDIER -- he picks it up. It's a screw.

SOLDIER

It's a --

Too late. FALLING right off its HINGES, the two gigantic DOORS come plummeting DOWN, crushing every single soldier.

Dust smothers the area. An abnormal noise, AND --

MAGNETO levitates above the doors, directing himself over them and onto the ground. He's followed by his Brotherhood.

**EXT. CONCENTRATION CAMPS -- NIGHT**

Imprisoned mutants try to catch a glimpse of this helmeted figure.

**EXT. PLATFORM -- MILITARY BASE - NIGHT**

Magneto walks up a platform, overseeing hundreds of imprisoned mutants. He smiles. The alarm still sounds. Pyro gives him a look.

Magneto RAISES his arms, the giant fence doors to the camps OPENING -- then falling to the ground. Pyro looks, cautious. Magneto waits.

**EXT. CONCENTRATION CAMPS - NIGHT**

Troops rush towards the camps. Then, seeing an incredible sight, they HAULT.

Hundreds of mutants stand at what were the gated entrances. Magneto HOVERS, turning towards the troops. He merely smiles.

THEN, the mutants rush out, attacking the troops!

**EXT. XAVIER'S MANSION - DAY**

Establishing shot.

**INT. SCOTT'S ROOM -- XAVIER'S MANSION - DAY**

Fingertips touch a window's curtain GENTLY. Caressing it.

Jean examines the fabric of the curtain. Her stare is curious -- she's in an apparent child-like demeanor. Cyclops stands BEHIND her, watching her intently.

JEAN

This cloth -- it's so smooth.

Cyclops observes her. She moves to the BEDSIDE, using her hand to GENTLY caress the comforter. Her hand discovers a CABINET, and her eyes swerve to a PICTURE: that of Cyclops and Jean TOGETHER, smiling. She picks it up, overlooking it with confusion.

JEAN

This is me.

CYCLOPS

(moving towards her)

Yes. It's us.

JEAN

But I don't remember.

Cyclops stirs, staring in her eyes. Emotional.

CYCLOPS

Yes you do. I'm Scott. Remember?  
From the lake...

Jean wonders...

JEAN

Scott...

A figure COUGHS. Cyclops turns -- Logan stands by the doorway.

CYCLOPS

(dismissive)

What do you want, Logan?

LOGAN

The professor wants to see  
everyone.

CYCLOPS

Tell him I'm busy.

Logan walks in a step more.

LOGAN

He wants to see *all* of us.

Cyclops GLARES at him, distasteful. Beat.

CYCLOPS

Jean. (she glares at Logan) Jean?  
(she looks at him) I'm going in  
the other room. (points) Over  
there. I'll be right back. Okay?

Jean does nothing. She turns to Logan.

JEAN  
You're Logan...

Logan STIFFENS. Shifts. Nervous.

LOGAN  
Yeah. It's me.

Cyclops moves past, exiting the room. Logan WAITS, looking at Jean. He HESITATES, but moves on instead.

**INT. XAVIER'S MANSION - NIGHTCRAWLER'S ROOM - DAY**

Nightcrawler is packing a bag. He turns to leave -- Storm waits at the entrance.

STORM  
Where you going?

Nightcrawler looks busted.

NIGHTCRAWLER  
I'm sorry. I need to know.

Storm nods.

STORM  
Do what you need to do, Kurt. Just remember we'll always be here. You always have a choice.

Nightcrawler nods, leaving. Storm looks defeated.

**INT. XAVIER'S MANSION - EMPTY ROOM - DAY**

Bobby leads Warren into an empty dorm. Warren looks around, observing the unfilled qualities of the room.

BOBBY  
The professor said we'd get you some clothes.

Warren nods. Appreciative.

WARREN  
Thank you.

Bobby heads for the exits, but waits as Warren takes off his jacket, revealing WINGS. He lets them FLOURISH, stretching out in all their glory. Bobby smiles.

BOBBY

Kitty told me about them, but I didn't think she was *that* spot-on.

WARREN

Oh, I'm sorry --

BOBBY

Don't be.

Warren nods. A moment.

BOBBY

Welcome to Xavier's...*Angel*.

Warren looks at Bobby, who smiles and leaves. Warren contemplates the name.

WARREN

Angel...

**INT. XAVIER'S MANSION - HALLWAY - DAY**

Bobby's walking when he STOPS - he holds his stomach, lurching with pain. Students rush to him.

**INT. XAVIER'S MANSION - XAVIER'S STUDY - DAY**

The room STIRS. Mixed, shocked reactions abound.

LOGAN

Whadda saying, this cure is fixed?

STORM

How -- why -- I don't understand...

She stirs. Recovers.

LOGAN

What?

Xavier catches on.

XAVIER

Lang.

Logan reacts.

BEAST

It's become obvious that Lang manufactured this 'cure' to stir up the mutant community.

STORM

And we all know why. Look at what's happened. Mutants rioting, Magneto provoked, Martial Law ordered around the country --

BEAST

Indeed. This was Lang's plan ever since the beginning. I firmly believe it is his intention to continue William Stryker's idealisms on the mutant problem.

Everyone REACTS. Takes it in. Silence.

STORM

But what I don't understand is why develop an unworkable cure? Isn't the military supplied with weaponized versions of it?

LOGAN

Well, for one thing, the army'll still have us mutants to deal with.

Beast nods.

BEAST

It doesn't seem like a definitive solution.

WHACK! Xavier's door is SLAMMED open! Rogue appears, devastated.

ROGUE

It's Bobby.

**INT. XAVIER'S MANSION -- BOBBY AND COLOSSUS' ROOM - DAY**

Xavier, followed by Cyclops, Beast, Logan, Storm and Rogue enters and examines Bobby, who appears deathly ill, lying on his bed. Peter and Warren are at his side, consoling him. Other students wait outside the room, hovering in concern.

XAVIER

(moves to Bobby's bedside)

Bobby, how are you feeling?

He looks at Xavier -- too pained to verbally respond.

ROGUE  
He's cold as ice.

ANGLE ON: Beast, reacting to this.

XAVIER  
Bobby, I'm going to try and find  
what's troubling you.

He moves closer, but --

BEAST  
No need, Professor.

Xavier ceases, looks at Beast.

BEAST (CON'D)  
I'll need only a blood sample and  
I'll tell you exactly what's wrong  
with this boy.

**INT. XAVIER'S MANSION - LAB - CONTINUOUS**

Beast is using a microscope to examine DNA. The rest (Xavier, Logan, Storm, Cyclops) wait for the results.

BEAST  
It's as I expected. It would  
explain the doses that Worthington  
was giving Warren.

Beast takes off his glasses, sighing.

BEAST (CON'D)  
The cure does have a purpose,  
after all. However, instead of  
negating the mutant X-gene, it not  
only temporarily nullifies it but  
also (pause) . . .

LOGAN  
Also what?

BEAST  
It accelerates the mutant gene and  
amplifies a mutant's given powers,  
so much that it could reach a  
dangerous level.

LOGAN  
How dangerous?

BEAST

If it's not properly treated with an antidote -- it could undoubtedly kill any mutant who has been injected with the cure serum.

Everyone REACTS -- horrified.

STORM

Wait a minute. You said it affects everyone who was injected but Bobby didn't take it.

BEAST

Are you sure?

XAVIER

I'm sure.

Beat.

STORM

Artie.

BEAST

I beg your pardon?

STORM

Artie, before he left, took the cure.

BEAST

Yes, but that doesn't solve our quandary.

Beat.

BEAST (CON'D)

Unless the serum not only accelerates the mutant gene, but also is a pathogen that's transferable by other means besides injection...

STORM

If that's the case, then the entire school is at risk.

Everyone takes the news hard. Then, the ENTRANCE opens. The all look around -- Jean stands in the DOORWAY. Cyclops rushes to her.

CYCLOPS

Jean . . .

JEAN

I felt concern.

Logan, purely instinctual, heads to her also. Then backs away, remembering. Xavier stares deeply into Jean's eyes, as if almost trying to mentally control her.

The room SHAKES. The TV goes BLANK!

**INT. XAVIER'S MANSION -- HALLWAY - DAY**

Students stroll the corridors. Then, OBJECTS start LEVITATING!

**INT. XAVIER'S MANSION -- CAFETERIA - DAY**

Everyone's plates are RAISED, food FLOATING in midair.

**INT. XAVIER'S MANSION - LAB - CONTINUOUS**

Objects around them begin to FLOAT -- even Xavier's chair levitates.

XAVIER

(forceful)

Jean . . .

And then, everything SLAMS back down.

**INT. XAVIER'S MANSION -- HALLWAY - DAY**

Students avoid FALLING OBJECTS.

**INT. XAVIER'S MANSION -- HALLWAY - DAY**

Food everywhere DROPS on the students, COVERING THEM.

**INT. XAVIER'S MANSION -- XAVIER'S STUDY - DAY**

Everyone's glaring at Jean.

**INT. XAVIER'S MANSION - INFIRMARY - SUBBASEMENT - DAY**

Xavier sits positioned before Jean, who is unconscious, but tamed, lying on a medical bed. Cyclops kneels by her side, stroking her hair.

Xavier moves away, deep in thought.

CYCLOPS

Professor, what is it?

Xavier appears distraught, mixed in a pool of conflicting emotions.

CYCLOPS (CON'D)  
What's wrong with her?

XAVIER  
This isn't Jean...

Cyclops appears confused.

CYCLOPS  
I don't understand. When Jean  
arose from the lake, it was her.  
She knew who I was --

XAVIER  
Whatever is lying before us, I  
don't believe it is the Jean we  
know.

CYCLOPS  
I don't understand.

XAVIER  
Scott, I believe we have to come  
to the conclusion that the Jean we  
knew died at Alkali Lake. Whatever  
was reborn is not --

CYCLOPS  
What are you talking about? What  
are you not telling me?

Beat. Xavier speaks his words carefully.

XAVIER  
When Jean was a child, her  
telepathic abilities were  
initiated when her friend died in  
front of her. The trauma of the  
incident fragmented her conscious  
and ever since then I've been  
repressing that memory in order to  
sustain Jean's mental health.

CYCLOPS  
Repress?

XAVIER

It had my fear, that if this traumatic incident had continued to dwell in her mind -- further fragmenting her psyche, that her powers would become unstable --

CYCLOPS

Why didn't I know about this before?

Xavier leans back. Silent.

CYCLOPS (CON'D)

Did Jean know about this?

XAVIER

Scott, you have to understand --

CYCLOPS

-- what I don't understand is why you've kept this from me all these years. And Jean. (beat) I could've helped her.

XAVIER

Jean suffered from years of repressed emotions and telepathic confusion, which could have bridged forth in potentially destructive ways if it wasn't for me. I did what I had to do, Scott.

Cyclops puts his hands on the medical bed. Sighing.

CYCLOPS

I just want to know if she's going to be okay.

XAVIER

I will continue to breach her consciousness. But I need you, Scott, now more than ever.

Cyclops glares into Xavier's eyes. A moment of mutual understanding and respect. Beat.

CYCLOPS

What can I do?

XAVIER

Work with Storm and Logan. Try and find Erik. Before it's too late.

Xavier puts his hands over Jean's head -- continuing to meditate. Cyclops looks at Jean and leaves, reluctant.

**EXT. XAVIER MANSION - GROUNDS - DAY**

Logan stands before the headstone of JEAN GREY. Someone walks up behind him.

LOGAN

Whadda need, Summers?

Cyclops walks up from behind him.

CYCLOPS

I need you in the subbasement in five minutes.

LOGAN

No thanks.

Cyclops was about to leave -- obviously wanting to make it short -- but that's not going to happen.

LOGAN (CON'D)

You don't need me to go running about New York to find metal head.

Cyclops approaches Logan.

CYCLOPS

Oh, I'm sorry, I guess I mistook you for a member of this team. Someone who actually gives a damn.

LOGAN

I give a damn when it means something. Going on a wild goose chase isn't my thing.

CYCLOPS

You better make it your thing, Logan. In the subbasement. Five minutes.

**EXT. XAVIER MANSION - LAB - SUBBASEMENT - CONTINUOUS**

Beast is continuing to look over the results.

Xavier is with him. FLASH! A CACOPHONY of noises and IMAGES hit Xavier -- he clutches his head, in PAIN --

BEAST

Professor, is there something --

Xavier retracts, recovering.

XAVIER

I'm fine. If you'll excuse me,  
Hank.

**INT. XAVIER MANSION - INFIRMARY - SUBBASEMENT - CONTINUOUS**

Xavier enters, moving to Jean. He closes his eyes, hands extended.

**EXT. XAVIER'S MANSION - GARDEN - DAY**

JEAN GREY (9) kneels in the garden. Exquisite magnolias, tulips, lilies, carnations, daisies and others of the like bank it. Jean looks around, bored.

Xavier approaches, walking.

JEAN

What are we doing here?

XAVIER

You are asleep, Jean. You need to wake up.

Jean runs her hands through the carnations and lilies.

JEAN

But I don't want to wake up. I want to see Ann.

XAVIER

Jean, what happened to Ann was beyond your control. There was nothing you could do.

JEAN

But I felt her. As much as I feel these plants.

XAVIER

But human beings are much more potent than plants, Jean. You can't merely decide when you want to control or end life.

JEAN  
Or prevent death.

Xavier bows, looking Jean in the eyes. A slight smile on his face. Nurturing.

XAVIER  
I'm afraid no one can prevent death. Not even I.

JEAN  
But I *felt* her. I still do.

XAVIER  
You need to let go of Ann, Jean.

Jean becomes frustrated.

JEAN  
But I don't want to --

XAVIER  
Ann is gone -- you need to --

Jean SCREAMS -- the flowers around her DISINCARNATE -- the sky darkens --

XAVIER  
Jean --

The ground SHAKES -- reverberating -- Xavier SCREAMS, kneeling in pain, clutching his forehead --

**INT. XAVIER MANSION - CORRIDOR - SUBBASEMENT - CONTINUOUS**

Cyclops waits with Storm.

STORM  
He's going to show.

SCREAMS! From the infirmary!

CYCLOPS  
Jean...

He runs, Storm in toe --

**INT. XAVIER MANSION - CORRIDOR - SUBBASEMENT - CONTINUOUS**

Jean's eyes BURST OPEN. Xavier's hands are still hovering over Jean's head -- he's trying to control her --

Cyclops and Storm enter.

CYCLOPS

Jean.

It's too much -- a MENTAL SHOCK WAVE throws Xavier across the room -- out of his chair, fallen. Storm rushes to him. Jean rises, Scott confronting her --

CYCLOPS (CON'D)

Jean, we're here to help you --

Her eyes go blank. Then, the medical bed RADDLES.

JEAN

I want Ann back.

The ROOM SHAKES! Equipment ROCKS, BREAKS! The ground SHATTERS into CREVICICES! Jean moves to exit -- but Cyclops intervenes, holding her, trying to calm her.

CYCLOPS

Jean, it's going to be OK --

STORM

Jean, listen to Scott! We can help you; it's going to get better --

JEAN

No, it isn't! I need Ann back.

CYCLOPS

We'll bring you Ann back, I promise. It's going to be all right, just --

Jean's eyes DARKEN.

JEAN

No it won't!

She MENTALLY THROWS Cyclops to the WALL -- he hits it -- Storm rushes to the door, but Jean SLAMS it shut telepathically before she can exit -- she tries to open it, but to no avail.

CYCLOPS

Move aside.

Cyclops, hand on visor, SHOOTS HIS OPTIC BLASTS TOWARDS --

**INT. XAVIER MANSION - ENTRANCE - INFIRMARY - CONTINUOUS**

The door BLASTS open. Cyclops and Storm RACE out --

**EXT. XAVIER MANSION - GROUNDS - CONTINUOUS**

Logan hears NOISES, shouts -- SCREAMS -- he rushes inside.

**INT. XAVIER'S MANSION - STAIRCASE - CONTINUOUS**

Scott and Storm race downstairs.

**INT. XAVIER'S MANSION - HALLWAY - CONTINUOUS**

The entrance to the subbasement has been destroyed. Both, seeing a group of students surrounding the doors, RUSH towards the commotion.

**INT. XAVIER'S MANSION - ENTRANCE - CONTINUOUS**

A large hole where the entrance would be has been obliterated. Logan RUSHES behind the group.

He looks at the doorway. Instantly comprehending.

LOGAN

Jean...

Xavier appears with Cyclops and Storm, looking at Logan directly, however churned in a mixture of emotions.

**EXT. JEAN GREY'S HOME - STREET OF - DAY**

On the cold pavement, two feet, levitated, hover above the ground.

**EXT. CLOSE-UP - JEAN - STREET OF - DAY**

Jean looks around. It's quiet. She hovers to the TREE where Ann died.

**EXT. TREE - STREET OF - DAY**

Resting beside it, she touches the spot where Ann died.

**EXT. JEAN GREY'S HOME - DAY**

Ann dies in Jean's arms.

**EXT. CLOSE-UP - JEAN - STREET OF - DAY**

Jean's eyes darken. She screams. Then starts crying. She stops, almost as if told to. She gets up, and looks at her home.

JEAN

Mom . . .

**EXT. JEAN GREY'S HOME - PATIO - DAY**

Jean walks right up to the door as it BURSTS open, blown right off its hinges. She strides right in.

**INT. JEAN GREY'S HOME - LIVING ROOM - DAY**

Jean walks the room, looking at old pictures. She finds one of her and Ann, and for a second we see the darkness around her eyes fade, a sense of normalcy returning. She begins to cry again.

VOICE (O.S.)

Who's there? Wait, Jean . . . is that you?

It's LISA, Jean's mom. She's much older now. She runs down the stairs and confronts her daughter, who is sobbing.

LISA

Oh my baby...oh my baby girl...

**INT. JEAN GREY'S HOME - LIVING ROOM - DAY**

Lisa is still comforting Jean, who is still sobbing. Then, she stops.

**INT. JEAN'S POV - LIVING ROOM - DAY**

Her eyes go dark.

**INT. LISA'S POV - LIVING ROOM - DAY**

Her expression widens. Fearful. Painful.

**EXT. ENCAMPMENT - CLIFF - DAY**

Magneto proudly overlooks his legion of warriors. Callisto and Caliban walk up to him.

CALIBAN

I've felt another resurgence. The same mutant as before.

Magneto's face curls into a smirk. He turns to Callisto.

MAGNETO

Round up the others. We're going to make a house call.

CALLISTO

It's her again, isn't it? I think you underestimate her power.

Magneto eyes her.

MAGNETO

Which is exactly why we need her  
now.

CALLISTO

And are you prepared to suffer the  
consequences?

Magneto smiles. She's a risk taker.

MAGNETO

I've already paid my dues, my  
dear. In the looming war,  
sacrifices must be made to ensure  
our freedom. Now let's go.

He turns, walking away. Callisto turns to Caliban, giving him  
a look of uncertainty.

**EXT. JEAN GREY'S HOME - DAY**

The same Victorian home, aged fittingly with style. Hiding on  
its private acres, shaded by tall, clustered Oak trees.

**INT. ROLLS ROYCE - CONTINUOUS**

Xavier and Storm in the backseat; Logan beside Cyclops, who  
guides the car down the gravel pathway towards the home.

Logan notes the eerie winds disturbing the foliage outside.  
The sky darkens and Logan glances back at Storm, who shakes  
her head. Xavier simply stares ahead, eyes tapered.

**EXT. JEAN GREY'S HOME - DAY**

Xavier wheels to a stop before the portico, assessing the  
home, almost "feeling" it, suddenly ominous with its dark  
windows. Still familiar.

Cyclops heads towards the front door.

XAVIER

Scott, please. I need to see Jean  
alone.

Logan and Storm exchange looks.

CYCLOPS

But, Professor --

XAVIER

-- Scott --

CYCLOPS

I'm going in there. I'm here for  
Jean. We both are.

Xavier nods, conceding. He proceeds to move forward as --

MAGNETO (O.S.)

I'm not too late, am I?

From the underbrush, Magneto strides, Juggernaut and Callisto  
in tow.

LOGAN

What the hell are you doing here?

MAGNETO

(ignoring Logan; to Xavier)

...a little reunion. She's inside,  
isn't she?

Juggernaut assesses Logan. Callisto gazes Storm over.

XAVIER

Jean is not well. Our history has  
no place here --

MAGNETO

Don't worry about us, old friend.  
Worry about her. Shall we?

A moment. Xavier turns to his team, considers, and then heads  
closer to the home. Cyclops follows.

**INT. JEAN GREY'S HOME - DAY**

The metal doorknob opens magically and Xavier and Cyclops  
enter, Magneto trailing. The home is dark, barely furnished.  
Old picture frames and furniture shift, some rattling, the  
place a fault line of telekinetic energies.

**INT. JEAN GREY'S HOME - LIVING ROOM - DAY**

The three enter the living room through two French doors.  
Jean stands with her back to them, touching a shattered family  
picture on the wall. Suddenly, the cracked glass  
crystallizes, reforming until Jean can see Xavier, Cyclops and  
Magneto's reflections.

She turns.

JEAN

Scott.

Cyclops approaches her, but --

XAVIER

Not yet.

He looks at Xavier, and then at Jean. He notices the rattling furniture and appliances around him.

XAVIER (CON'D)

We need to talk, Jean.

JEAN

Why can't Scott get closer to me?

Cyclops gazes at Jean.

CYCLOPS

I'm right here, Jean. I'm not going anywhere.

JEAN

But I want to see you *now*.

The ground reverberates. Cyclops notices, looking around.

XAVIER

Who does? Jean...or Phoenix?

MAGNETO

As if there's a difference.

XAVIER

Erik, stop...

Jean eyes Magneto, as if for the first time.

MAGNETO

She's evolution, Charles. Don't you see? She can...(to Jean) He's afraid of you, my dear. Of what you can do. Of what you are. The final step of nature.

XAVIER

No, Jean, I'm concerned for your well-being. As is Scott...

Jean reacts to the name, and is suddenly confused.

MAGNETO

His concern only deals with  
controlling you. Keeping you down,  
making you acceptable to *them, the  
humans.*

JEAN

(to Xavier)

So you want to make me like them?

XAVIER

No --

MAGNETO

Yes he does. He'll do anything for  
them.

Jean's demeanor suddenly changes: darker, harder. Phoenix.

PHOENIX

Get...get away from us.

CYCLOPS

Jean, the professor wants to help  
--

MAGNETO

Help? I guess you haven't told her  
about *Ann.*

Both Xavier and Cyclops instantly react. Jean shifts,  
remembering.

XAVIER

Erik --

MAGNETO

What, Charles? You haven't told  
her about how you *repressed* her?

PHOENIX

You -- repressed -- *me?*

XAVIER

No, Jean --

MAGNETO

Oh yes, he wanted you to forget  
about your potential, your  
limitless power --

XAVIER

Jean, don't listen to him! Look at me! Stay with me!

A lamp flies across the room and shatters behind Xavier. Small furniture VIBRATES. Glass RATTLES.

PHOENIX

Stay out of our head.

Cyclops touches his head, kneeling, reeling with pain.

**EXT. JEAN GREY'S HOME - DAY**

Juggernaut shifts as the winds pick up and the house SHUDDERS.

LOGAN

Screw this --

STORM

Wait! The professor said he'd handle this.

Logan glares at Juggernaut -- who smirks devilishly towards him.

**INT. JEAN GREY'S HOME - LIVING ROOM - CONTINUOUS**

The French doors slam shut. Doors lock. Furniture rises into the air, strong gusts carrying, Jean at the center of it all.

XAVIER

Jean, look at me, you must control it --

PHOENIX

Leave us alone!

MAGNETO

I think you should listen to this Phoenix, Charles --

XAVIER

Listen to me! I can help you.

PHOENIX

No, no, no, no, no --

Cyclops REELS, trying to maintain his composure.

CYCLOPS

Jean -- please --

MAGNETO

Tell Phoenix how you're afraid,  
Charles. Tell her what you'll  
really do --

XAVIER

Control it, Jean. Look what you're  
doing to Scott!

Phoenix glares down at Cyclops -- huddled in pain.

XAVIER (CON'D)

You're hurting the man you love  
because you can't control your  
powers --

Phoenix SHRIEKS, the air EXPLODING with raw energies, blowing  
Magneto back through the doors into the kitchen and flinging  
Xavier against a wall and onto the floor!

Cyclops is FLUNG through WALLS, to --

**EXT. JEAN GREY'S HOME - CONTINUOUS**

Cyclops BURSTS through the windows, falling hard on the  
cement. Juggernaut stiffens.

Storm responds to the explosion, rising into the air. Logan  
POPS his claws.

LOGAN

That's it!

Logan moves as Juggernaut charges and connects, knocking Logan  
up, over, and through a house window.

**EXT. JEAN GREY'S HOME - CONTINUOUS**

Juggernaut continues unabated towards Cyclops, who barely  
BLASTS him before rolling out of his way. The mutant TEARS  
through the Rolls Royce and spins, FEVERISH!

**EXT. JEAN GREY'S HOME - CONTINUOUS**

But Storm spirals from above, HAIL and LIGHTNING following.  
Juggernaut flinches, backing away, startled, but not hurt.

Callisto RACES to Storm, lashing out FISTS at incredible  
speeds. Storm COUNTERS -- but Callisto is too fast, THROWING  
punches in a whirlwind of AGILITY and STRENGTH. Storm EXTENDS  
LIGHTNING from her fingertips, PENETRATING Callisto and  
sending her FLYING into the house.

Storm lands before Cyclops, GUSTS of wind surrounding her.

CYCLOPS

Get Jean!

Cyclops sprints towards the house as Juggernaut catches Storm off guard and tosses her into Cyclops. Both CRASH through the front door into the house.

**INT. JEAN GREY'S HOME - CONTINUOUS**

Logan looks up as Storm and Cyclops land, both dazed. He's about to stand as the roof COLLAPSES!

Juggernaut SLAMS DOWN hard, grabbing Logan and tossing him up into the ceiling.

Logan crashes back down in the other room --

Juggernaut winds up and punt kicks Logan out of the house!

**INT. JEAN GREY'S HOME - LIVING ROOM - CONTINUOUS**

It's chaos. The room torn apart in a telekinetic whirlpool. Phoenix rises from her chair, looming over Xavier, who crawls on the floor. The air around her glows fire, tendrils of psychic energy seeping into existence.

Phoenix closes her eyes, feeling it. Xavier watches in horror, trying to get into her head.

XAVIER (V.O.)

Jean! Stop! You can control it!  
Let me help you!

A smile teases Phoenix's lips. Xavier flies off the floor and against the wall, grimacing, drawn and quartered.

**INT. JEAN GREY'S HOME - KITCHEN - CONTINUOUS**

Storm gathers herself. Cyclops wobbles up. Juggernaut readies to attack when suddenly, the world turns upside down.

Reality flip-flops. Cyclops and Storm slammed into the ceiling, gravity reversed. Juggernaut crashing through the ceiling due to his weight. Callisto HANGS onto a chandelier.

**EXT. JEAN GREY'S HOME - CONTINUOUS**

The home shifts, and then breaks from its foundations, rising into the air.

**INT. JEAN GREY'S HOME - LIVING ROOM - CONTINUOUS**

Xavier floats away from the wall to Phoenix, who's now an epicenter of whirling furniture, debris, glass, and power.

In the next room, Magneto watches it all, himself in pain.

MAGNETO

Charles!

**INT. JEAN GREY'S HOME - KITCHEN - CONTINUOUS**

Cyclops crawls along the ceiling, towards the closed French doors. He's in anguish, but moving. He nears, but is still too far away...

JEAN (V.O.)

Scott...help...

He moves harder. His hand ebbs to his glasses, teasing them off, aiming for the doors...

**INT. JEAN GREY'S HOME - LIVING ROOM - CONTINUOUS**

Xavier's skin is heated, the air around him glowing, blood dripping from his ears, nose, and eyes. Phoenix opens her eyes, cindering irises glaring at him.

XAVIER

Jean...I'm sorry.

**INT. JEAN GREY'S HOME - KITCEHN - CONTINUOUS**

Cyclops yanks of his visor, eyes BURNING RED, just as...

**INT. JEAN GREY'S HOME - LIVING ROOM - CONTINUOUS**

...TIME STOPS. The French doors EXPLODE with Cyclops's OPTIC ENERGY, but slowly, crawling.

Phoenix glares at Xavier, both suspended in time, their gazes locked as red ENERGY begins to ripple in around them and then --

A SCARLET EXPLOSION!

**EXT. JEAN GREY'S HOME - CONTINUOUS**

The home crashes back to its foundations, RED ENERGY SURGING OUT THE WINDOWS, SHATTERING THE ROOF!

**INT. JEAN GREY'S HOME - LIVING ROOM - CONTINUOUS**

Storm's unconscious. Cyclops's unconscious. Quiet.

Through the smoke, Jean stares, her eyes wet, at Xavier's empty wheelchair. Suddenly, her face changes and Phoenix returns...

In the next room, Magneto stumbles up as Phoenix appears in the blasted doorway, emerging from the smoke and ashes.

They eye one another. Understanding. Magneto drapes his cloak around her, holding her like a daughter.

**INT. JEAN GREY'S HOME - LIVING ROOM - CONTINUOUS**

Storm and Cyclops RUSH in, and to their astonishment REACT -- Xavier's chair SITS empty.

Cyclops kneels to Xavier's chair, collapsing before it, in utter anguish. Tears form down his cheeks, as he GRAPPLES onto his former mentor's chair. Logan AWAKENS from the DEBRIS, walking into the room, still ENERGETIC to fight.

He STOPS. Looks at the WHEELCHAIR.

LOGAN

No...

Storm BEGINS to cry. A moment. They mourn. And then, quite SUDDENLY, Logan --

ROARS UNLIKE HE HAS EVER ROARED BEFORE.

**EXT. XAVIER'S MANSION - DAY**

Establishing shot.

**EXT. XAVIER'S MANSION - BACK COURTYARD - DAY**

A ceremonial funeral. The entire student body encircle a GRAVESITE of Xavier -- a brick, gorgeously pewter design.

The entire X-Men are in attendance, including Bobby, who remains strong however his ill condition.

Cyclops stands near the front, clearly shaken, giving an eulogy.

CYCLOPS

Professor Charles Xavier was an idealist. He believed in ideals.

**INT. XAVIER'S MANSION - FOYER - DAY**

Students mourn.

**EXT. XAVIER'S MANSION - BACK COURTYARD - DAY**

Cyclops looks to Storm. Beast. Bobby. Rogue. Kitty. Colossus. Warren.

CYCLOPS (CON'D)

He also believed that ideals are as strong as the person who believes in them. Charles had ideals -- he envisioned a world of tolerance, a world of unison, and a world of peace. Unfortunately he was a man bigger than what his ideals consisted of.

**EXT. XAVIER'S MANSION - HIGH FLOOR - DAY**

Logan watches.

**EXT. XAVIER'S MANSION - BACK COURTYARD - DAY**

Cyclops struggles with his words. He looks to the school and its students -- now *his* school. Now *his* students.

CYCLOPS (CON'D)

Because of that, we must remain united. We must continue the beliefs that Charles originated, starting out with this school. It was founded on the principals of prosperity, of working together. We shouldn't neglect them now. Nor forget them. Now is as good time as any to remember Charles Xavier. And to remember what he stood for.

**EXT. XAVIER'S MANSION - DAY**

Establishing shot.

**INT. XAVIER'S MANSION - XAVIER'S STUDY - DAY**

Quietness. Calmness. Xavier's former study delicately shines in the afternoon heat. Cyclops looks over Xavier's accomplishments -- his awards, his photographs with famous, world-altering people, and so forth.

Storm enters. Her attitude equals his sadness. She walks around, her too observing the life of Charles Xavier.

STORM

I remember when he took this photo. It was right after he recruited me, and it was our first day of term.

Cyclops moves towards her, glancing at the photo himself.

STORM (CON'D)

You were so earnest. Such the Boy Scout.

She laughs. Her laugh turning into sobs. Storm wipes her eyes, trying to push back tears.

STORM (CON'D)

I can't believe...Jean -- the way -- she --

She can't say it. Cyclops moves away, shaken.

CYCLOPS

What do you want to say?

Storm eyes Cyclops -- she's realizing how what she might say would affect him.

CYCLOPS

Just say what you mean --

STORM

Scott, I didn't --

CYCLOPS

It wasn't her. You've been her friend for years. You know her.

Storm STIRS, emotional.

STORM

And what about the Professor?

Cyclops stares.

STORM (CON'D)

That wasn't Jean, Scott. That was --

CYCLOPS

What? Who was it? The woman I love?

A moment. Cyclops walks away, peering out the window. He turns, and leaves.

**INT. WORTHINGTON LABS - CURE LABORATORY - DAY**

Nightcrawler stands in line, among many other mutants. On a TV positioned on the wall, a report flashes. It reads: "RENOWNED MUTANT ADVOCATE PROFESSOR CHARLES XAVIER DEAD". News analysts are covering the story. A NURSE exits from a white room, clipboard in hand.

NURSE

Next.

But he's gone.

**INT. XAVIER'S MANSION - LIVING STUDY - DAY**

The adults are surrounded in ANGUISH -- Scott, Logan, Storm, and are joined also by Beast, Bobby, Warren, Peter, Kitty and Rogue.

ROGUE

What are we going to do?

BEAST

Perhaps -- and this is only my opinion, but --

STORM

-- close the school.

Beast nods, sadly.

BOBBY

You can't do that. What about the rest of us-- we need a home, now more than ever...

LOGAN

They have homes.

BOBBY

Not all of us do.

He looks Logan directly in the eye -- he "gets" it, and nods, conceding.

Cyclops, standing by a portrait of Xavier, turns around.

CYCLOPS

I tell you what we're going to do.  
We're going to keep the school  
open.

Bobby smiles.

CYCLOPS (CON'D)

We're going to stand strong. As  
Charles would've wanted. Classes  
resume.

STORM

Then what about the X-Men?

CYCLOPS

We've been neglecting this country  
for too long. We need to show to  
the government that we can be of  
real assistance.

BEAST

I have contacts in Washington. I  
can secure a meeting with the  
President. It would undoubtedly  
help us.

Logan snickers.

CYCLOPS (CON'D)

Have any better ideas?

LOGAN

Yeah, actually, I do. How about  
letting the damn government deal  
with its own problems? Or have you  
forgot they're out there shooting  
mutants with the cure.

This bit hits Rogue hard.

CYCLOPS

We need to convince them that this  
cure isn't what they think it is -

-

LOGAN

Oh really? Great. Give them incentive to produce more of it. Don't you see? They want us all gone, no matter what it takes. Do you think they'll care if the cure kills us instead?

CYCLOPS

We have to at least try. Charles believed in the good nature of humanity. He fought for peace. For tolerance. For understanding. I'm not going to throw those away just yet.

LOGAN

And what about Jean?

Beat. Cyclops thinks hard about this. Emotional.

LOGAN (CON'D)

You can go around parading that philosophy, and hedge your bets that they'll magically have a change of heart. But that's not me.

He eyes the rest, then leaves.

STORM

Logan --

CYCLOPS

Wait. (to Storm) I got it.

He leaves, after Logan. Storm sighs, looking at her colleagues in despair.

**INT. XAVIER MANSION - LOGAN'S ROOM - CONTINUOUS**

Logan is busy packing clothes into a luggage bag. Cyclops enters, his commanding persona taking charge.

LOGAN

Save it, Summers. I don't need to hear --

CYCLOPS

Hear what? You know, Logan, for once you can stop thinking about yourself and start thinking about the students, the team --

LOGAN

Like I really I need your sentimental bullshit...

CYCLOPS

I think you do. You just don't want to admit that you need them just as much as they need you.

Logan turns, facing Cyclops.

LOGAN

I'm the best at what I do. I don't need anybody. Got it?

He heads for the door. Cyclops intervenes.

CYCLOPS

You're lying.

LOGAN

And when did you become a physic?

CYCLOPS

If you wanted to leave, you would have already.

Logan faces him directly in the eyes.

CYCLOPS (CON'D)

We need you, Logan. I need you.

Beat.

CYCLOPS (CON'D)

I know you care about Jean.

Logan reacts to this.

CYCLOPS (CON'D)

And right now she's the most important thing to me in this entire world. I will do whatever it takes to bring her back. But right now, if we don't stop Magneto, if we don't step up, then who else will?

These words catch Logan. He considers them. Hard.

**EXT. WASHINGTON, D.C. - DAY**

Helicopters, tanks, and soldiers encompass the entire city. Mutants are staging protests, in the thousands, and tensions are high.

**INT. WHITE HOUSE - OVAL OFFICE - WASHINGTON, D.C - DAY**

McKenna gestures outside. Worried. Beast enters. McKenna turns, extending hand.

BEAST

Thank you for seeing me on such short notice, Mr. President.

MCKENNA

It sounded urgent.

BEAST

And it is.

MCKENNA

What's the problem, Hank?

BEAST

It pertains to 'the cure'.

McKenna reacts, serious.

**INT. XAVIER'S MANSION - SUBBASEMENT - DRESSING ROOM - DAY**

Cyclops and Storm finish readying their uniforms. Bobby enters, aided by Rogue, Kitty, Colossus and Warren. They walk towards their lockers.

CYCLOPS

What you're doing?

Bobby heads to his locker, not responding. Cyclops GRABS his arm.

CYCLOPS (CON'D)

You're not coming.

BOBBY

Scott, I'm an X-Man. We're X-Men.

CYCLOPS

Do you know what that means?  
Truly?

BOBBY

It means fighting against those  
who --

CYCLOPS

-- hate and fear us. I know. But  
do you? Do you know what you're up  
against?

He glances at the others.

CYCLOPS (CON'D)

All of you?

WARREN

My father's not an evil guy. But  
if his life is in endangered, then  
I can't sit here and do nothing.

BOBBY

We deserve to fight alongside you  
guys.

KITTY

(worried)

But you're sick.

BOBBY

I don't care. I'll die if I have  
to. The professor died for what he  
believed in. This is what I  
believe.

STORM

This isn't the Danger Room, Bobby.  
This is for real. Magneto's got an  
army out there. And more.

BOBBY

Which is why you need all the help  
you can get.

CYCLOPS

If you do this, you're going to have to realize that we work as a team. And whatever happens, whatever outcome lies ahead we fight it together. As X-Men.

Bobby glances at the others. At Rogue. He turns to Cyclops, defiant. Confident.

BOBBY

We're in.

CYCLOPS

Good. So what're you waiting for? Suit up.

Bobby nods. The rest stride to their lockers. Storm appears hesitant, but doesn't argue.

STORM

Are you sure they're ready?

LOGAN (O.S.)

Ready as they'll ever be.

Cyclops and Storm turn. Logan appears at the entrance. Rogue watches from afar. Logan walks in.

LOGAN

Nice speech, Summers.

CYCLOPS

No games, Logan. You're either in or you're out.

Beat.

LOGAN

I'm still here, ain't I?

Storm smiles. As does Rogue. Cyclops approaches Logan.

CYCLOPS

Logan, I need to know that you can follow orders. My orders.

LOGAN

Give me an order.

Cyclops opens a locker. An X-SUIT hangs. Cyclops gestures at it.

CYCLOPS

Put it on.

**INT. XAVIER MANSION - CORRIDOR - SUBBASEMENT - CONTINUOUS**

The X-Men exit, Cyclops leading. At the end of the corridor, Nightcrawler stands waiting.

LOGAN

Look what the cat dragged in.

STORM

Kurt, are you --

NIGHTCRAWLER

I'm fine. I just couldn't do it. I heard and --

Nightcrawler bows his head in anguish.

NIGHTCRAWLER (CON'D)

I'm so sorry.

A moment.

NIGHTCRAWLER (CON'D)

But I'm not a fighter. I want to help, but --

LOGAN

You can help by watching over the kids.

Nightcrawler looks up, a sense of determination and purpose in his eyes.

NIGHTCRAWLER

I will do my best. Just like in the Mun --

LOGAN

-- Hey.

Nightcrawler stops.

LOGAN (CON'D)

Save it.

**INT. THE X-JET - COCKPIT - DAY**

The X-Men enter, getting seated. Cyclops and Storm piloting. Logan gestures towards Rogue.

LOGAN  
You sure you can handle this?

ROGUE  
I can try.

He gazes her over.

LOGAN  
I'm sorry about the --

ROGUE  
-- Logan, it's okay. I'm fine.

Beat. Logan glares at her, intently.

LOGAN  
Just know that whatever decision  
you made, it was the right one.

ROGUE  
How do you know that?

LOGAN  
'Cause I have faith in you to do  
the right thing.

ROGUE  
And did I do the right thing?

Logan smiles.

LOGAN  
Only you can know that, kid.

He heads to the cockpit. Rogue turns to face Bobby. And Kitty.  
The sounds of the X-JET gear up as they all share a moment.

**EXT. XAVIER'S MANSION - DAY**

The X-Kids appear outside, accompanied by Nightcrawler,  
looking up as THE X-JET unearths from the GROUND, and soaring  
into the SKY.

**EXT. ENCAMPMENT - CLIFF -DAY**

Jean stands, staring at the mutants below alone. Magneto  
approaches, stopping at her left side.

MAGNETO  
The Phoenix has risen.

Jean doesn't take notice, nor respond. She gazes out over the encampment, an expressionless entity.

MAGNETO (CON'D)

I knew, from the first day I laid my eyes on you, that you would one day surpass your limitations. That you would excel beyond all comprehension.

Jean's eyes look to the sky -- a bewildered sense appearing.

JEAN

You made me kill him...

Magneto reacts, maintaining composure and stance.

MAGNETO

He was repressing you. Your potential.

She turns -- scared. Dazed. Uncertain.

JEAN

Scott. (beat) Where's Scott?

MAGNETO

Scott left you, my dear.

JEAN

No...

She CLUTCHES her head -- spasming with pain. Then, she STARS bolt upright -- her eyes darken, her composure SHIFTS -- her demeanor rapidly altered. Phoenix.

PHOENIX

You can't control me.

MAGNETO

I don't intend to. I intend to open your horizons --

Phoenix gazes outwards, at the mutants. She inspects them, observing.

PHOENIX

They all must suffer.

Phoenix RADIATES ENERGY -- a SHOCK WAVE of ENERGY combating the encampment --

**EXT. ENCAMPMENT - FORESTS - CONTINUOUS**

Mutants RESPOND physically to SHOCK WAVES of permeating energy, TEARING clothing to SHREDS --

**EXT. ENCAMPMENT - CLIFF - CONTINUOUS**

Magneto watches, horrified.

MAGNETO

Jean, stop it.

Phoenix CONTINUES, enjoying the TORTUOUS sounds of DYING MUTANTS -- Magneto RECOILS --

MAGNETO (CON'D)

Jean, we tried to protect you. The humans want to contain you. They don't care about you. Or Ann.

Phoenix REACTS to this.

PHOENIX

Humans must suffer for Ann.

MAGNETO

Humans killed Ann, Jean. And man killed her mercilessly.

PHOENIX

They will pay for Ann...

The Phoenix STOPS -- the permeating ENERGY ceases -- the bright, commanding glow vanishing. Magneto steps forth, resolute.

MAGNETO

Now, we will exact our retribution. For Ann and mutantkind alike.

**EXT. ENCAMPMENT - FORESTS - DAY**

Caliban stands next to Callisto and Sunder. Magneto approaches, flanked by Pyro, Juggernaut and a few others.

CALLISTO

What was that?

MAGNETO

Nothing a good sit down didn't fix.

PYRO

She's on their side.

MAGNETO

Not anymore she isn't.

He turns to Caliban.

CALIBAN

Is it time?

Magneto nods. Caliban repositions himself in a kneel-like manner, his eyes closed. Pyro doesn't appear impressed.

**INT. WORTHINGTON LABS -- DAY**

A boy is hiding in a translucent room.

**EXT. ENCAMPMENT - FORESTS - DAY**

Caliban's eyes OPEN, startled.

MAGNETO

What did you find?

CALIBAN

A boy. Named Leech. He's the manifestation of the cure. They're depriving it out of him.

MAGNETO

Is he still within Worthington Labs?

CALIBAN

Yes. The southwest corner of the building.

Magneto turns to leave when --

CALIBAN (CON'D)

You should also know that they've left.

Magneto stops. He turns to Pyro.

MAGNETO

Round everyone up. We're leaving.

**EXT. X-JET - SKYLINE**

The X-Jet flies through the clouds.

**INT. X-JET - COCKPIT**

A moment. Then, the consoles begin signal an audible distress call.

CYCLOPS

It's from Hank.

**INT. SITUATION ROOM - WHITE HOUSE - DAY**

The X-Men are seated before President McKenna and his advisors, including Beast. Logan, on the other hand, leans on the back wall, eyeing Lang.

CYCLOPS

We agreed to meet with you under the conditions that we could negotiate a peace settlement between the government and the mutant community.

PRESIDENT MCKENNA

I'm in full accordance. The U.S. military is at your disposal.

Lang clears his throat, agitated.

LANG

I beg your pardon, Mr. President?

PRESIDENT MCKENNA

General Lang, it has recently been revealed to me that this 'cure' that was manufactured by Worthington Labs is in fact not what you called it to be.

Lang quells.

PRESIDENT MCKENNA (CON'D)

I have every right to arrest you for attempted genocide. The only reason why you're here is because without you I doubt Worthington will cooperate. You screw this up, Stephen, and you will be arrested.

Lang nods. Logan doesn't appear impressed.

PRESIDENT MCKENNA (CON'D)

Now, I'll be holding a press conference in a couple hours to inform the nation of the full intention of this cure.

CYCLOPS

We also have to worry about Magneto. There's a very good chance he might attempt to attack Worthington Labs.

PRESIDENT MCKENNA (CON'D)

And that is why I have brought you all here. As the 'X-Men', you have remained a public entity and advocate for mutant rights. If anyone can protect both mutant and nonmutant in this time of need...you can.

Beat. Cyclops looks at Storm, and then at the President.

CYCLOPS

What can we do?

**EXT. AIRBASE - TARMAC - WASHINGTON, D.C. - DUSK**

Cyclops and Storm, aided by Angel, Colossus, Bobby, Kitty, and Rogue enter a helicopter assisted by military commanders. Logan strides alongside Beast, approaching a third helicopter. Lang, smirking, waits.

LANG

(condescending)

Prepared to work as a team,  
"Wolverine"?

Logan looks him directly in the eyes.

LOGAN

Watch your back, bub. One wrong  
move and --

He pulls up his hand, claws slowly protruding out.

LOGAN (CON'D)

-- these go right through it.

SNICKT! The claws RETRACT, and Logan boards.

**EXT. AIRBASE - TARMAC - WASHINGTON, D.C. - DUSK**

The helicopters TAKE OFF, flying into the air.

**EXT. CONSTITUTION AVENUE - DUSK**

Tanks and SOLDIERS guard the streets. Vehicles are apparently EVACUATING, all headed in a singular direction.

NEW REPORTER (V.O.)

In the wake of a national emergency, the President has ordered the complete evacuation of Washington, D.C.

Helicopters patrol the skies.

**EXT. WORTHINGTON LABS - HELICOPTER PAD - DUSK**

Located on of the side rooftops of the skyscraper, the helicopter lands.

Warren Worthington, Jr. approaches.

**EXT. WORTHINGTON LABS - HELICOPTER PAD - DUSK**

Lang, followed by Logan and Beast, exit.

WORTHINGTON JR.

General Lang. What an unexpected pleasure.

**INT. WORTHINGTON LABS - CORRIDOR - CONTINUOUS**

Lang remains non-conspicuous. Worthington Jr. eyes him.

BEAST

It was in my research before -- well, before my untimely departure -- that informed me of a possible serum that could act as a counteragent to your cure.

WORTHINGTON JR.

Really? I'm sorry, but I know nothing of --

BEAST

You were injecting it into your son's bloodstream, Mr. Worthington. I've brought the analysis to prove it.

Worthington Jr. smiles cordially.

WORTHINGTON JR.

Well, let's take a look at what you've found, shall we?

The elevator door opens.

BEAST

Actually, I was hoping we could talk to Doctor Rao.

Worthington Jr. glances at Lang.

WORTHINGTON JR.

I'm afraid Doctor Rao no longer serves with Worthington Labs.

BEAST

Is that so? What a shame. As she was the only one who could corroborate my claims to verify the DNA analysis of Warren's blood.

SNIKT! Logan's claws SLASH OUT as he tackles Lang into the elevator. Beast ROARS and slams Worthington Jr. inside -- SOLDIERS rush to the door, but --

**EXT. WORTHINGTON LABS - ELEVATOR - CONTINUOUS**

Logan's hand just inches before Lang's back.

LOGAN

One move and that back's about to come in real handy.

WORTHINGTON JR.

The guards will --

BEAST

Then we haven't much time. Where's Doctor Rao?

WORTHINGTON JR.

I told you --

Beast SNARLS loudly.

BEAST

(angrily)

Where is she?!

**INT. WORTHINGTON LABS - CORRIDOR - CONTINUOUS**

Logan and Beast, along with Worthington Jr. and Lang, walk down the corridor. Soldiers STAND by the door. Logan stops, halting everyone.

SNIKT! The soldiers don't even have time to react when LOGAN POUNCES on them, slicing them up one-by-one.

BEAST

He is quite effective when he's angry.

Logan takes an ACCESS CARD from a fallen SOLDIER. He inserts it into the doorway AND --

**INT. WORTHINGTON LABS - HOLDING FACILITY - CONTINUOUS**

Logan and Beast enter, Worthington Jr. and Lang in toe. Rao is held in a HOLDING CELL.

RAO

Hank!

Beast approaches and tries to insert the card into the lock, but to no success. Logan walks up and SLICES the keycard with his claws, allowing the cell to open.

RAO

Thank you.

LOGAN

Don't mention it.

Lang makes a movement, behind his back.

BEAST

Kavita, we must be resolute. Can you verify the DNA sampling of Warren's blood? The other serum?

RAO

Of course.

BEAST

We need to make sure it's viable.

ANGLE ON: a familiar holstered pistol, behind Lang's back. Packed with a cartridge of orange fluid.

RAO

I'll need to run tests in my lab; it's on the fourth floor --

BEAST

We will take you there.

Lang swifts the pistol aimed directly at them.

LANG

You're not going anywhere.

ANGLE ON: behind him, at the entrance, the fallen SOLDIER stands, wiring dangling from his masked face. Worthington Jr. looks behind, noticing.

WORTHINGTON JR.

Stephen --

The soldier ADVANCES -- TOPPLING both Worthington and Lang -- and Logan RUSHES towards it, sending CLAWS slicing into its gut -- he HEAD BUTTS it, taking its head and TWISTING it off, as it bobs on the floor, full of sizzling wires and mechanics.

LOGAN

Looks like Lang's packin' some heat.

BEAST

This will complicate matters.

Logan KICKS the pistol out of Lang's reach, grabbing him by the neck and raising him off his boots.

LOGAN

How many are there?

Lang struggles through Wolverine's tightening grip.

LANG

En --

LOGAN

How many?!

LANG

Enough.

LOGAN

Why?!

LANG

For...William...

Snarling, he throws Lang at the wall.

LOGAN

We need to alert the others.

BEAST

I can assist Kavita with the serum

--

LOGAN

Good. You can get there by yourselves?

BEAST

We can manage.

And with that, Logan is RUSHING down the corridor.

RAO

He will face more of Worthington's soldiers.

BEAST

He can take of himself. Us, on the other hand --

He gestures down at Worthington, who stares at Beast nervously.

**INT. WORTHINGTON LABS - CORRIDOR - CONTINUOUS**

A group of SOLDIERS swarm the corridor, approaching the direction of the holding facility. Crimson lights abound.

THEN, FROM THE CEILING, LOGAN LEAPS down -- slicing the soldiers left and right -- LIMB-BY-LIMB -- mercilessness.

**INT. WORTHINGTON LABS - HOLDING FACILITY - CONTINUOUS**

Lang AWAKENS, rising, looking around and then RUNNING out of sight.

**EXT. WORTHINGTON LABS - HELICOPTER PAD - EVENING**

Lang approaches the helicopter.

**INT. BLACKHAWK HELICOPTER - WORTHINGTON LABS - CONTINUOUS**

He enters.

PILOT

Where to, sir?

LANG

1600 Pennsylvania Avenue.

PILOT

Where?

LANG

Just do it.

Lang sits, sighing. Then --

SNIKT! A leather-gloved hand covers Lang's mouth before he can scream or moan. He whispers --

LOGAN

I told you to watch your back,  
bub.

**EXT. BLACKHAWK HELICOPTER - EVENING**

It flies off, towards the White House.

**EXT. CONSTITUTION AVENUE - EVENING**

Vehicles are travelling the street, jam-packed. A few blocks up it's road-blocked, near the White House, but stemming from the Supreme Court, near the Capitol, the entire road is full of departing vehicles.

Silence. And then, the sound of rumbling. Little rocks or particles on the road begin to tussle around. Cars wiggle. The entire ground begins TO SHAKE.

The shaking INCREASES -- rubble start to dissolve -- and --

CRACK! It moves through the street at record speed --

Automobiles FALL between the fissures, PEOPLE SCREAMING.

**EXT. WHITE HOUSE - TROOP STRONGHOLD - CONTINUOUS**

Military officers gaze out towards the street -- an ever-increasing CRACK heads towards them --

**INT. BLACKHAWK HELICOPTER - CONTINUOUS**

The pilot glares downwards, startled.

PILOT

I can't seem to find a place to --  
holy shit --

Lang looks down. So does Logan.

**EXT. CONSTITUTION AVENUE - CONTINUOUS**

The cracking reverberates -- the crevices EXPAND -- and then, suddenly -

LIKE SAND, the ground begins to DISSAPATE -- creating a manhole in the pavement -- and the rubble shoots DOWNWARDS --

Silence. Nothing happens for a few moments. And then --

THE RUBBLE SHOOTS UPWARD -- SWIRLING AROUND IN A TORNADO OF CARNAGE -- VEHICLES FLY IN THE AIR, GETTING CRUSHED BY SOME SORT OF POWER --

**EXT. WORTHINGTON LABS - ENTRANCE - CONTINUOUS**

The sight can be seen from the barricade. An enormous tornado of rubble twirling in the air. PANIC! Everyone is abandoning their post, racing towards their vehicles.

**INT. WHITE HOUSE - OVAL OFFICE - CONTINUOUS**

McKenna looks out his window and sees the tornado. An advisor rushes in.

CHIEF OF STAFF

Mr. President, we need to get you out of here --

PRESIDENT MCKENNA

No.

His advisors and officials seem baffled. He, however, is resolute.

PRESIDENT MCKENNA (CON'D)

We're going to continue with that press conference. And I'm not going anywhere.

**EXT. BLACKHAWK HELICOPTER - CONTINUOUS**

It swarms over the military stronghold, and thusly over Constitution Avenue.

**INT. BLACKHAWK HELICOPTER - CONTINUOUS**

Cyclops glares at the rubble tornado. A figure becomes visible at its apex.

CYCLOPS

Jean...

**EXT. CONSTITUTION AVENUE - RUBBLE TORNADO - CONTINUOUS**

Atop the tornado, Phoenix LEVITATES above the ground, arms raised in the air, eyes darkened, controlling the mass whirlwind of rubble and ash.

**EXT. CONSTITUTION AVENUE - CAVED PAVEMENT - CONTINUOUS**

The crevices form a NARROW WALKWAY.

**EXT. CONSTITUITON AVENUE - RUBBLE TORANDO - CONTINUOUS**

Then, the TORNADO OPENS, like two GATES breaking apart, and arising are --

Magneto, followed by Callisto, Pyro, Juggernaut, Scarlet Witch and Omega Red. Amongst others. They walk across the WALKWAY, heading straight for --

**EXT. WHITE HOUSE - MILITARY STRONGHOLD - CONTINUOUS**

Upwards on the street, officers watch as Magneto and his army walk gallantly towards them.

**EXT. CONSTITUITON AVENUE - CAVED PAVEMENT - CONTINUOUS**

The walkway forms as Magneto and his Brotherhood stride.

The road continues to CRACK, falling through the surface like sand.

Magneto FLINGS TANKS and VEHICLES into the air, DEVESTATING them, making way. HELICOPTERS soar in the air, but Magneto RAISES his arms, COLLIDING them, a DETONATION of carnage as the OBLITERATED HELICOPTERS hurtle to the ground. Soldiers PLUMMET between the cracks, as do citizens FLEEING on the streets. No one is safe.

**INT. BLACKHAWK HELICOPTER - CONTINUOUS**

Storm notices what's coming.

STORM

Set us down. It's heading for the White House!

PILOT

I can't! The ground's too unstable to land!

Cyclops glares at Bobby, but --

BOBBY

One step ahead of you.

CYCLOPS

Get us close enough to the surface.

**EXT. BLACKAWK HELICOPTER - CONTINUOUS**

The helicopter HOVERS before the stronghold -- and before the ever-present crack approaches it --

Bobby LANDS before the troops -- having JUMPED from the helicopter -- he approaches the crevices. WITH A WHISH OF HIS HANDS, CRYSTALLINE ICE FORMS AND -

The ice penetrates the ground, forming a solid structure, directing itself towards the approaching crack -- the ice isn't strong enough -- the crack continues -- but -- Bobby struggles -- pushing himself -- exuding more crystalline ice from his fingertips -- the crack STOPS -- the crevices FREEZE -- forming a solid structure before the stronghold.

**EXT. CONSTITUTION AVENUE - MAGNETO'S ARMY - CONTINUOUS**

Phoenix glares, angrily. Then hovers, landing at Magneto's side.

MAGNETO

Good work, my dear.

She's SILENT. Unresponsive.

CALLISTO

What's the plan?

MAGNETO

Just follow my lead.

PYRO

What about --

MAGNETO

You'll have your chance soon enough.

Pyro looks at BOBBY up the street -- smirking.

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Cyclops, Storm and the rest of the X-Men approach the aperture of the stronghold.

**INT. BLACKHAWK HELICOPTER - CONTINUOUS**

The pilot sits unconscious. Logan is finishing up tying Lang to his seat.

LANG

(pale and slow)

You -- won't -- be able --

Logan tightens the belt, causing Lang more pain. He takes Lang's pistol -- with orange fluid -- and breaks it in half.

LOGAN

Sit tight.

And with that, he's gone. Lang looks downward - AN UNMARKED CONTAINER between the pilot's seat.

**EXT. CONSTITUTION AVENUE - MAGNETO'S ARMY - CONTINUOUS**

Magneto, Phoenix, and the others are within yards of the stronghold.

MAGNETO

Jean.

She knows what to do.

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Cyclops looks directly at Phoenix. He's trying to connect with her.

CYCLOPS (V.O.)

Jean . . .

**EXT. CONSTITUTION AVENUE - MAGNETO'S ARMY - CONTINUOUS**

Phoenix senses Cyclops. She looks at him. A moment. Magneto sees this.

MAGNETO

Jean. Remember Ann, Jean.

She begins to psychologically oscillate. An inundation of emotions start to stream in -- melancholy, penitence -- it's as if she's fluctuating between Jean and THE DARK PHOENIX --

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Cyclops continues his stare. He mutters, whispering --

CYCLOPS (V.O.)

Jean -- I know you're there --  
deep inside --

**EXT. CONSTITUTION AVENUE - MAGNETO'S ARMY - CONTINUOUS**

Jean hears his words telepathically.

CYCLOPS (V.O.)

I know you exist -- that you feel  
-- Jean, this is not you -- my  
love --

Jean convulses, screaming out in pain.

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Cyclops GASPS in pain -- he feels the burden of Jean -- the  
trepidation -- the torment --

**EXT. CONSTITUTION AVENUE - MAGNETO'S ARMY - CONTINUOUS**

Jean STOPS screaming. Her eyes darken. Anger wells.

PHOENIX

Jean is no more.

She rises -- above Magneto and his followers -- into the air -  
- levitating towards the sky --

MAGNETO

It's time.

PYRO

Everyone, hold your positions.

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Cyclops and the rest look up towards Jean.

STORM

Scott...

CYCLOPS

(screaming)

Jean!

**EXT. CONSTITUTION AVENUE - MAGNETO'S ARMY - CONTINUOUS**

Phoenix raises her arms -- PHOENIX-ENERGY exuding from her --

The ground beneath Magneto and his Brotherhood begin to  
rumble. The rubble starts to MOLD and TRANSFORM -- enlarge --

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

The X-Men watch as --

**EXT. CONSTITUTION AVENUE - MAGNETO'S ARMY - CONTINUOUS**

The ground beneath Magneto and his Brotherhood enlarging, building upwards -- like a mountain moll hill -- of RUBBLE and PAVEMENT ROCK -- raising the Brotherhood high in the air -- where Jean is merely inches above them --

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Everyone reacts, horrified. Logan approaches, looking up.

STORM

My god...

Cyclops eyes Logan, then focuses straightforward.

CYCLOPS

X-Men -- on my command --

Storm eyes Rogue. She discards her glove.

STORM

Rogue!

She approaches.

STORM (CON'D)

Touch my hand.

Rogue is hesitant.

STORM (CON'D)

Now, Rogue!

She touches it. She begins to levitate in the air...Storm lets go.

**EXT. CONSTITUTION AVENUE - MAGNETO'S ARMY - CONTINUOUS**

Magneto scowls down at the X-Men.

MAGNETO

Finish them!

Phoenix RAISES her arms -- mutants are sent flying DOWNWARDS -  
-

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

The X-Men get ready --

CYCLOPS

Now!

Mutants PLUMMET to the surface -- RACING towards the X-Men --

SNIKT! Logan's CLAWS RETRACT as he SLICES mutants --

Bobby sends CRYSTALLINE ICE towards mutants, freezing them in their tracks. Colossus -- METALED UP -- whacks mutants left and right, slamming them into one another -- TAKING THEM DOWN --

Angel FLIES into the air -- GRABBING MUTANTS -- and SWINGING them into groups of OTHERS -- Cyclops BLASTS mutants away with his OPTIC BLASTS --

Kitty is phasing out as MUTANTS attack her -- she solidifies, PUNCHING one in the face -- she turns, and it's the same mutant -- he punches her in return -- she doesn't have time to phase out --

The mutant REAPPEARS, thrice, around her, sending her punches abound --

All three versions of MULTIPLE MAN rush at Kitty, who phases and they SLAM into one another, thusly forming back into one person. Kitty PUNCHES him in the face, knocking him out.

Storm ELECTROCUTING MUTANTS -- Cyclops SEARING them with his optic blasts -- but to no avail, there are too many --

-- Rogue LEVITATES, approaching Phoenix -- she SHOOTS out tendril beams at her, but Rogue AVOIDS them --

Storm eyes GLISTEN -- the winds increase -- she levitates into the air -- the clouds darken -- RAIN pours down hard -- as a MOONSONG forms, creating WAVES of down pouring RAIN.

Mutants get SPLASHED -- LIGHTNING STRIKES -- the bolts hit the water, electrocuting MUTANTS --

**EXT. CONSTITUTION AVENUE - MAGNETO'S ARMY - CONTINUOUS**

Magneto turns to Juggernaut.

MAGNETO

Cain. Head back to Worthington  
Labs. Find the boy and kill him.

He nods, hungry for action. Juggernaut LEAPS from crater to crater on the barrier downwards to the surface.

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Angel is HOVERING in the air and NOTICES Juggernaut heading towards Worthington Labs. Storm eyes him.

WARREN

He's going for my dad!

Cyclops is busy finishing off other mutants with his optic blasts.

CYCLOPS

Kitty, go with him --

Kitty PULLS Warren down, both phasing underneath the surface.

**EXT. CONSTITUTION AVENUE - MAGNETO'S ARMY - CONTINUOUS**

Pyro clenches his fists as he sees BOBBY freezing other mutants -- Magneto holds him back with his hand --

SLAM! Both are hurdled by an explosion. A tank sends a TORPEDO towards the mountain barrier -- it hits, and another EXPLOSION rips through -- Magneto raises his arms -- the TANK lifts up -  
-

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Cyclops sees this -- he aims at Magneto and FIRES his optic blasts -- Pyro INTERCEPTS and FLAMES them -- sending them back towards him -- Bobby sees this and sends CRYSTALLINE ICE towards Pyro, freezing his FIERY BLASTS --

Pyro looks pissed. Magneto continues to raise the tank and SENDS IT FLYING -- SLAMMING against OTHER TANKS --

Military officers set up torpedo rigs. They aim it at Magneto. ONE FIRES --

And Magneto dissipates it without a sweat. More missile torpedoes are sent his way but Magneto just TURNS THEM inside out.

MAGNETO

Enough of this.

He looks at Jean, levitated beside him.

MAGNETO (CON'D)

Jean.

She glares at the other mutants -- she begins to levitate them down to the surface --

Magneto turns to Pyro.

MAGNETO

Are you a god or an insect?

Pyro looks at Bobby -- grimacing.

Smiling, Magneto himself HOVERS off the rock -- levitating above the battle --

**EXT. CONSTITUTION AVENUE - MAGNETO'S ARMY - CONTINUOUS**

The X-Men deal with more mutants -- Colossus runs into a platoon of others -- and Cyclops spots Magneto hovering over them.

Hovering above the military stronghold, Magneto DEFLECTS gunshots and MISSILES -- sending them towards HUMMERS -- imploding them -- causing a fiery combustion below --

He DISSOLVES the gates before the WHITE HOUSE --

Bobby RACES towards Magneto, sending CRYSTALLINE ICE his way - but Pyro deflects it, FLAMING it --

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Mutants breach the X-Men -- flying over tanks, hummers -- Cyclops and the others try to quell them --

Omega Red SLAMS before LOGAN, who CHARGES him with his CLAWS, gutting him --

Scarlet Witch approaches Storm -- she sends a LIGHTNING BOLT at her -- knocking her out --

Callisto QUICKLY, without warning, SLAMS a fist into Storm -- MULTIPLE times -- trying to KNOCK HER OUT -- but Storm learns, and GRABS her hand -- sending LIGHTNING BOLTS through her body --

**EXT. WHITE HOUSE - LAWN - CONTINUOUS**

Magneto lands on the lawn before the White House. He approaches.

**INT. WHITE HOUSE - OVAL OFFICE - CONTINUOUS**

President McKenna is giving his speech.

PRESIDENT MCKENNA

Americans, in this time of crisis  
I warn every single one of you to  
stay strong -- but I must preach  
this last word of tolerance, to  
both humans and mutants --

The explosions get LOUDER.

PRESIDENT MCKENNA (CON'D)

I must warn that in this time of chaos you have been misled. That this "cure" -- said to be an unifier of peace and acceptance -- is no more than a --

SLAM! The BACK WALL of the Oval Office is BLASTED OPEN -- McKenna is slammed to his desk, sent FORWARDS -- debris and carnage is everywhere.

Magneto floats in, landing before a shaken and terrified president.

MAGNETO

Ah, "Mr. President". We meet at last.

**EXT. WORTHINGTON LABS - ENTRANCE - CONTINUOUS**

Juggernaut is racing towards the building -- he JUMPS up, breaking glass and ENTERING --

**INT. WORTHINGTON LABS - DOCTOR RAO'S FACILITY - CONTINUOUS**

Worthington Jr. is resting on a chair. Doctor Rao and Beast are overlooking results.

RAO

It's conclusive. The serum is viable.

Beast looks relieved.

RAO (CON'D)

But we'll need further samples of Jimmy's blood to make sure.

BEAST

Where is he located?

WORTHINGTON JR.

Two floors up.

He's EXHAUSTED -- and furthermore, surrendered.

WORTHINGTON JR. (CON'D)

But you won't be able to make it past *them*.

Beast glares at the door -- SOLDIERS await outside.

BEAST  
Leave that to me.

**EXT. WORTHINGTON LABS - CORRIDOR - CONTINUOUS**

Soldiers wait outside, guns ready. Then, SLAM -- the door breaks off and BEAST TOPPLES them -- breaking them bits to pieces --

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Logan SPOTS the aperture in the White House. He looks around -  
- sees Rogue -- and then COLOSSUS --

LOGAN  
Pete!

Colossus turns -- seeing him -- he RUSHES to him --

LOGAN (CON'D)  
Time for another fastball.

**EXT. WHITE HOUSE - OVAL OFFICE - CONTINUOUS**

Magneto strides towards President McKenna.

MAGNETO  
I'm sorry, but your tenure is up.

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Colossus LIFTS Logan and THROWS him to --

**INT. WHITE HOUSE - OVAL OFFICE - CONTINUOUS**

Magneto RAISES a METAL spike and AIMS it directly at McKenna -  
-

SNICKT! Magneto looks up, and Logan CHARGES into the air, claws bared -- Magneto HOLDS out his hand, STOPPING Logan -- HE slams to the ground, hard.

MAGNETO  
Fool. Did you really expect to surprise me with that old trick?

Magneto MOVES his hand -- Logan HOWLERS -- his chest rising, METAL fluctuating in his body. He RAISES it --

Logan TURNS -- flopping around -- then STIFFENS, positioned straight up, facing Magneto --

LOGAN

And you still fall for it?

Magneto RAISES an eyebrow -- Rogue is LEVITATED behind him -- gloves off -- she SLAMS into him, TOPPLING him to the ground -- HANDS CLINGING to his face. Magneto MOANS with pain, his power DRAINING.

ROGUE

How's that for a new trick?

**EXT. WORTHINGTON LABS - CORRIDOR - CONTINUOUS**

Doctor Rao is leading Beast and Worthington Sr. towards the facility holding Leech. They stop when a CRUNCHING noise is audible.

SMASH! Before them, JUGGERNAUT stands.

JUGGERNAUT

(mocking)

Can any one of you tell me where  
the boy with the cure lives?

With that, the rest are off RUNNING. He DARTS after them.

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Bobby and Pyro are DUELING -- both sending equally devastating powers of CRYSTALLINE ICE and FIRE towards each other -- both try to get leverage --

BOBBY

You can't do this!

PYRO

I do what I can, asshole.

He PUSHES forth -- trying to EXUDE more ENERGY -- Pyro manages it easily -- he approaches -- gaining the upper hand, he increases his POWER --

BOBBY

How could you do this?

PYRO

You gotta stop thinking we were  
friends, Bobby. We were never  
friends.

BOBBY

You were always too much in love  
with your own mouth.

Nearly covering Bobby with FEIRY FLAMES -- Bobby closes his  
eyes -- then OPENS THEM, looking dead ahead --

BOBBY (CON'D)

Even molecules get tired, John.  
The default state of the universe  
isn't fire...it's ice.

-- and he begins to ICE-UP -- his entire body becoming  
CRYSTALLINE ice.

Bobby takes his arms and KNOCKS Pyro out -- cold.

BOBBY (CON'D)

Maybe you should've paid more  
attention in school.

**INT. WORTHINGTON LABS - CORRIDOR - CONTINUOUS**

Beast, Worthington Jr., and Doctor Rao are running. Juggernaut  
ADVANCES on them -- just as they approach the door to enter --  
Juggernaut takes a SWIP and --

Floats into the ground.

BEAST

I have certainly seen my share of  
oddities today.

Kitty phases back up. Warren at her side.

KITTY

(to Beast)

Ran as fast as I could.

BEAST

And in record timing.

WORTHINGTON JR.

Warren?

Worthington approaches his son, looking him over -- outfitted  
in a black leather X-Men uniform.

WARREN

Are you all right?

Worthington takes in the sight of his son, hugging him.

WORTHINGTON JR.  
(whispering)

I am now.

But Warren hears it. Smiling. Juggernaut shouts expletives.

JUGGERNAUT  
Don't you know who I am? I'm the -  
-

Kitty slams her leg into his face.

KITTY  
Do I look like I give a damn?

**INT. WORTHINGTON LABS - LEECH FACILITY - CONTINUOUS**

They enter. Leech is in another holding cell.

RAO  
Jimmy.

He looks up at Doctor Rao -- JIMMY (LEECH), a young boy, around 9 OR 10, with blonde, gorgeous hair. He seems scared.

JIMMY  
Doctor Rao. Is something wrong?

BEAST  
Very astute for a little boy.

JIMMY  
I'm not little.

RAO  
Jimmy, we're going to need another sample of your blood.

JIMMY  
*Another one?*

RAO  
Yes. Just one last one. I promise.

Jimmy stares at Rao -- and then at Beast and Kitty.

**EXT. CONSTITUTION AVENUE - MOUNTAIN BARRIER - CONTINUOUS**

Cyclops rushes to the tip of the barrier. Jean is levitating above. She descends, landing before Cyclops. She approaches him. He touches her hair.

CYCLOPS  
I thought I lost you...

She looks at him, gazing him over. Blissful.

JEAN  
Scott...I'm sorry...

CYCLOPS  
Don't apologise. It's going to be  
okay.

He looks into her eyes. He's lying. Soldiers rush up to them. Jean appears confused. Cyclops tries not to cry.

CYCLOPS (CON'D)  
Jean, whatever it takes, I'm going  
to fix this. We're going to make  
things better. I'm never going to  
give up on you.

They begin to embrace -- BANG! Cyclops falls to his knees. In his back, a NEEDLE is engraved slightly. Jean looks up and -- LANG STANDS BEFORE HER, JUST FEET AWAY. He appears to be losing life. His cure-fueled pistol is aimed directly at her --

**EXT. WHITE HOUSE - LAWN - CONTINUOUS**

Logan and Storm notice the situation.

LOGAN  
No!

**EXT. CONSTITUTION AVENUE - MOUNTAIN BARRIER - CONTINUOUS**

Jean's eyes darken. She becomes visibly enraged. PHOENIX-ENERGY exudes from her body -- she raises her arms and --

A TENDRIL shoots out, engulfing Lang in a FEIRY MASS of ENERGY -- consuming him, before he's no more.

Jean looks down at Cyclops -- he's huddled, with pain, he looks up -- he takes his visor off -- and the optic blasts are no more.

He looks up at Jean. Tears stream down her cheeks. Logan and Storm arrive, tepid on how to act.

LOGAN  
Jean...

SUDDENLY, the stronghold is filled with SOLDIERS -- the same kind at Worthington Labs. Hundreds of them fill the area, guns raised.

SOLDIER

Don't move!

The soldiers FIRE ammunition at Jean -- the bullets STOP in midair -- they disincarnate -- Jean RISES, arms raised -- soldiers begin to disincarnate --

The MOUNTAIN BARRIER disincarnates behind her -- RUBBLE and ROCK fall from the sky --

Jean's eyes DARKEN -- fiery ENERGY BURSTS in her eyelids -- she grows angry. She becomes Phoenix.

LOGAN

Jean!

PHEONIX

I am NOT JEAN!

She UNLEASHES an ENERGY TENDRIL, whacking LOGAN and THROWING him aside! Storm, noticing, LEVITATES higher, arms spread, eyes glistening, as if CALLING for more weather -- the clouds grow darker, and the wind PICKS UP --

LIGHTING BOLTS strike Phoenix -- but they just BOUNCE OFF, an invisible, ENERGETIC force-field radiating from her body! Cyclops rises.

Colossus, steeled up, RUSHES towards Phoenix, but reacting quickly, she IGNITES another TENDRIL that STRIKES him, SENDING him yards away!

Bobby uses his CRYSTALLINE ICE to nullify Phoenix's POWERS -- but to no avail, as Phoenix DISINCARNATES it, creating a WAVE of TENDRIL ENERGY around Bobby, eliminating his abilities.

Cyclops rushes towards her -- and she RAISES her arms -- RED ENERGY scorching from her -- like a PHOENIX -- and a TENDRIL SHOOTs out at STORM --

Storm RECOILS -- pained -- she SCREAMS and STRIKES BOLTS at Phoenix, a VENGEFUL, SURVIVING instinct permeating in her eyes --

One -- two -- three -- countless bolts HIT Phoenix, but they don't appear to AFFECT her -- PHOENIX RAISES her arms -- consumed by the energy --

Cyclops is SHUNNED by the force to intervene --

The TENDRIL ENERGY becomes too CONSUMING -- Storm lets out a PRIMAL scream and FAINTS -- falling to the ground.

Phoenix levitates before the stronghold -- TANKS and HUMMERS disincarnate -- so do HELPLESS MILITARY OFFICERS -- fleeing mutants -- Phoenix hovers -- the ground beneath her CRACK and dissolve like SAND --

Storm kneels down to Cyclops. He takes the NEEDLE out of his back. The orange fluid is completely utilized.

STORM

Scott --

He looks up, at Phoenix -- she's levitating away --

CYCLOPS

Jean!

He rises, RUSHING after her!

STORM

Scott!

**EXT. CONSTITUTION AVENUE - CONTINUOUS**

Phoenix, all fury and rage, continues to levitate AWAY -- Cyclops RUSHES, running -- SKIPPING the crevices, AVOIDING fallen TANKS and MILITARY VEHICLES -- fleeing mutants screaming in pandemonium --

Heading for the Capitol, Phoenix LEVITATES over the stream of water before it -- it BOILS, turning to FLAME --

Objects FALL at him from all sides; Cyclops doesn't lose sight of Phoenix --

The water of the Capitol EVAPORATES -- boiling to ENORMOUS TEMPERATURES -- as the Phoenix hovers OVER IT --

Cyclops avoids a TANK, split in two, sent his way --

Particles of DESTROYED BUILDINGS flood past him -- Cyclops RAISES his arms to his face -- avoiding the DUST and CARNAGE --

**EXT. THE DARK PHOENIX - THE CAPITOL - CONTINUOUS**

Phoenix lands on the steps of the Capitol. She turns -- overlooking Washington, D.C., in chaos -- turning to ASH in her wake --

A PHOENIX-LIKE energy EXUDES from Phoenix, radiating from her and LIGHTING up the vicinity around her --

Cyclops stops, breathing heavy. He looks at Phoenix -- phoenix-like energy BLINDING his view of her --

Phoenix rises above the capitol dome, lost in herself, lost with Jean. Wind and smoke SPIRALS around her, flaring lava-like tendrils of her power.

Below, demolished CARS lurch up into the air; signs DETACHED and rise; CRACKS slither up walls as if the entire block is crumbling.

**INT. CAPITOL BUILDING - DOME - CONTINUOUS**

Evacuees halt, panicked and sweaty, staring up as the DOME CRACKS and begins UNRAVELING...

**EXT. CAPITOL BUILDING - CONTINUOUS**

The debris of the Capitol Dome whirlpools around Phoenix as she rises. With the dome gone, the rest of the BUILDING breaks outwards, huge CHUNKS of debris swinging out.

SOLDIERS stumble past, attempting to flee, clutching their heads.

PHOENIX sees them. Her IRISES widen and THROUGH THEM, we follow the natural energy she wields...SPIRALING down through the air...into the PAVEMENT where it RUNS, SHATTERING THE STREET...her powers pushing under the SOLDIERS and...

The SOLDIERS EXPLODE into the AIR, the GROUND GEYSERING. All around the ground detaches, CHUNKS rising into the air.

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Storm rolls off a levitating chunk, slamming down next to Colossus, who barely catches her as she goes over the edge. Logan digs into a chunk with his claws.

**EXT. WASHINGTON, D.C. SKYLINE - CONTINUOUS**

A FIREBIRD vaguely hints the dark night, an ENTIRE CITY broken and rising into the air, a huge CRATER left behind.

**EXT. DESTROYED CITY - AIR - MOVING - CONTINUOUS**

Cyclops is on a chunk, which rises above Jean, who centers this maelstrom. He sees her and lets go of his chunk, slamming down into a nearby one. He continues this, struggling, bone's cracking, falling down chunk by chunk...

PHOENIX inhales, feeling it all. Feeling the entirety of what she's doing just as...

Cyclops races up the steps.

Phoenix raises the OTHER ARM -- strikes forth CONTINUAL ENERGY TENDRILS --

**EXT. CONSTITUTION AVENUE - MILITARY STRONGHOLD - CONTINUOUS**

Logan is SLICING up soldiers -- Storm is BOLTING them with her LIGHTNING STIKES -- Bobby is FREEZING them -- Colossus is ATTACKING them full force --

-- and then, a TENDRIL hit's the ground, creating a TIDAL WAVE of rubble, including HUMMERS and TANKS, coming their way --

LOGAN

Move!

Storm GRABS Logan, who LEVITATES them to the --

**EXT. WHITE HOUSE - LAWN - CONTINUOUS**

They land roughly. The RUBBLE TIDAL WAVE is about to strike them when --

IT STOPS.

Rogue is using Magneto, by touching him, to hold the tidal wave in place, using all of her might to send it BACK towards the ground --

The rubble shatters to the ground, dispensing everywhere. Magneto collapses, spent. So does Rogue.

**EXT. THE CAPITOL - STEPS - CONTINUOUS**

Cyclops is racing upwards -- when a SHOCK WAVE hits him -- his LEATHER SUIT begins to disincarnate --

CYCLOPS

Jean!

Phoenix descends to the steps, looking down -- Cyclops is approaching her --

She's sending out more SHOCK WAVES -- Cyclops charges forth -- his suit disincarnates more -- it breaches his skin -- he screams in pain --

Phoenix begins to FLUCUATE again -- she tears, crying -- she CONVULSES -- trying to MAINTAIN her presence --

JEAN

I will *not* let you control me!

Cyclops is almost there -- his leather vest is nearly DISINCARNATED -- blood DRIPS from his arms and CHEST --

Jean is SHIFTING -- one moment crying -- the other in RAGE, she watches as Cyclops approaches her, crawling the last steps to her --

As he does, he LOOKS at her -- crying.

CYCLOPS

Jean...please...

She looks at him.

JEAN

Scott...save me...

Cyclops realizes what Jean is saying. He cannot bare it.

CYCLOPS

No...

JEAN

I'm losing -- *control* --

CYCLOPS

You're still there -- I know it --

JEAN

No -- I'm so sorry --

She's crying. Cyclops KISSES her -- hands around her, trying to embrace her. ANGLE ON:

RED ENERGY passes through Jean's mouth, into Cyclops' --

ANGLE ON: His eyes. RED ENERGY begins to show itself --

Cyclops CLOSES his eyes, realizing what's happening.

JEAN (V.O.)

I will always love you.

Cyclops, huddled, eyes closed, speaks with his mind --

CYCLOPS (V.O.)

I won't hurt you.

JEAN (V.O.)  
It's the only way, my love.

CLOSE-IN ON: Cyclops, eyes closed, a pained expression of sadness and anger.

CYCLOPS  
I'm sorry --

He OPENS his eyes -- his OPTIC BLASTS shoot out -- engulfing Jean -- the FIREBIRD SPIRALS in a fiery MASS of tendril ENERGY -- permeating from her -- ENGULFING her -- RADIATING THE ENTIRE CITY --

**EXT. WHITE HOUSE - LAWN - CONTINUOUS**

Logan and Storm SHIELD their eyes from the RADIATING LIGHT.

**EXT. WHITE HOUSE - OVAL OFFICE - CONTINUOUS**

McKenna and his advisors QUINT their eyes, the light DROWNING them in its visage --

**EXT. CONSTITUTION AVENUE - CONTINUOUS**

Soldiers and mutants are OVERWHELMED by it --

**EXT. WHITE HOUSE - LAWN - CONTINUOUS**

The LIGHT awakens Magneto, who looks -- realizing --

**EXT. WASHINGTON, D.C. - CONTINUOUS**

The entire city MASSIVELY GLEAMS.

**EXT. THE CAPITOL - STEPS - CONTINUOUS**

Jean Grey is a CENTER OF CRIMSON AND YELLOW LUMINOSITY as it shines vibrantly and then, quite abruptly --

Stops.

**EXT. WHITE HOUSE - LAWN - CONTINUOUS**

The LIGHT FADES. Logan looks onward to the Capitol -- in that instant, he "knows".

LOGAN  
Jean...no...

He RUNS to the scene, Storm in toe.

**EXT. WHITE HOUSE - OVAL OFFICE - CONTINUOUS**

McKenna arises, walking over rubble and scattered debris. So do many of his advisors. He looks over at Magneto, who rises himself --

-- but is surrounded by a platoon of HUMAN SOLDIERS. He moves his hands -- summoning his powers -- but nothing happens.

McKenna walks before him.

PRESIDENT MCKENNA  
Gentleman, arrest him.

Soldiers approach Magneto, cautiously, and assist CUFFS to his hands. Magneto, seemingly defeated, looks at Rogue, who gives him the ultimate look of reckoning.

**EXT. THE CAPITOL - STEPS - CONTINUOUS**

Logan, Storm and OTHERS reach the Capitol's steps. Both run towards the top step to find --

Cyclops, eyes still closed, waiting. A moment. He realizes what has just happened. Tears flood down his cheeks.

CYCLOPS  
Jean...

He collapses, draught in tears and sorrow.

Logan and Storm approach Cyclops, apprehensive. Sorrowful. He takes out Cyclops' VISOR. He STEPS back -- unsure of whom it is --

LOGAN  
Hey, it's me.

Storm helps him up. He takes the visor. Touches it with his hands, caressing it.

A moment.

**EXT. XAVIER MANSION - MORNING**

Establishing shot.

**EXT. XAVIER MANSION - BACK COURTYARD - MORNING**

The bronze statuette of CHARLES XAVIER stands forth. Next to him, the HEADSTONE of Jean Grey. Storm looks them over. Kitty walks up to her.

STORM  
(smiling)

Hey.

She hangs an arm over Kitty's shoulder. A moment as they look over the statuettes.

KITTY  
I miss them.

Beat. Storm hugs Kitty, resting her head on Kitty's.

STORM  
Me too. Everyday.

A moment.

STORM (CON'D)  
Now get to class. You don't want  
to keep Hank waiting.

Kitty smiles.

KITTY  
No, I guess not...

Kitty eyes Storm, smiling, and then rushes off. Storm watches her go.

**INT. XAVIER MANSION - ROGUE'S ROOM - MORNING**

Rogue prepares for class. She turns to go when Bobby waits at the doorway.

BOBBY  
Hey.

Rogue stops, paused.

ROGUE  
Hi.

BOBBY  
So, I heard you went home to visit  
your folks.

ROGUE  
For a little bit. Been so long. I  
figured they'd forgot all about  
me.

BOBBY  
Any luck?

ROGUE  
Go figure.

Bobby smiles, approaching.

ROGUE  
Bobby...

BOBBY  
I'm sorry, Rogue. I mean...Marie.

He takes her hand. It's gloved.

BOBBY (CON'D)  
Is it what you wanted?

Rogue glares at him.

ROGUE  
Yes.

Bobby looks her in the eyes.

BOBBY  
Then welcome home.

**EXT. XAVIER MANSION - GROUNDS - MORNING**

Kurt Wagner (NIGHTCRAWLER) is BAMFING between basketball shots with students, smiling.

Overhead, Angel FLIES...

**EXT. XAVIER MANSION - CLASSROOM - MORNING**

Beast enters. The students quiet. Kitty enters, late.

KITTY  
Sorry...

Beast shuffles through his textbooks-- finding *Ethics*, by Benedict de Spinoza.

BEAST  
So long as a man imagines that he  
cannot do this or that --

Beast reads from the book, his theatrical tones gathering attention.

BEAST (CON'D)

So long as he determined not to do it; and consequently, so long is it impossible to him that he think should do it.

He pauses, letting the words rush over the class. He eyes Kitty, who is passing a note to Pete, sitting across from her. Beast smiles, approaching Kitty, who stiffens.

BEAST (CON'D)

Oh my stars and garters...a note?

Beast picks up the note, which fell to the floor in the process of reaching Pete. Beast reads it. Smiling gently, he glares at Pete.

BEAST (CON'D)

Congratulations, Mr. Rasputin.

Miss Pryde thinks you're cute.

Pete raises an eyebrow, caught between surprise and elation. Kitty blushes. Assorted students laugh and giggle, and Beast re-approaches his desk. He clears his throat.

BEAST (CON'D)

So class, how do we integrate such a philosophy into our modern world? What for us constitutes "impossible"? Miss Pryde, shall we start with you?

**INT. XAVIER MANSION - GARAGE -DAY**

Logan stands before a Harley Davidson Twin Cam 96. A group of students sit kneeled before him. Logan lights up a cigar, puffing while overlooking the beauty of the machine.

LOGAN

This is a Twin Cam 96. The Twin Cam uses one cam per cylinder. This allows the push rods to be better aligned with the rocker arms.

Jones, a student, raises a hand. Logan looks a bit irritated.

LOGAN (CON'D)

What?

JONES

What about the ignition system?  
The Evo used 14mm in plug size.

Logan smiles.

LOGAN

It's electronic. No wasted spark.  
And the plug size went down to  
12mm.

Jones seems enthralled.

JONES

Cool...

Logan eyes him. Then looks up -- SCOTT is visible standing outside the door.

They both look at each other. Scott nods at him, and Logan returns the favor. A gesture of understanding.

LOGAN

Now, you'll need to know where the  
internal oil tank is positioned...

His voice, and the sounds around him, start to FADE as the camera moves back, the students wrapped around Logan's every word and syllable.

**INT. XAVIER MANSION - XAVIER'S STUDY - MORNING**

Scott stands before what used to be Xavier's desk. He touches the wood. Looks at the contents that made Xavier who he was -- his achievements, his medals, and awards of his accomplishments.

The morning sun peers through, and Scott opens the French doors, to the balcony, walking out.

**EXT. XAVIER MANSION - XAVIER'S STUDY - BALCONY - MORNING**

Scott looks to the gardens -- to the courtyard -- to the cloudy, bright sky. To the future...

SCOTT (V.O.)

Mutation. It has enabled us to evolve from a single-celled organism into the dominant species on the planet. This process is slow -- normally taking thousands and thousands of years. But every few hundred millennia...evolution leaps forward.

CUT TO BLACK. ROLL CREDITS.

THE END