

X-Men

By

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BLACK

Sounds of a train rolling to a halt, a shrill whistle.

EXT. CAMP - DAY

UP ON the door of a weathered cattle car as a German soldier steps into frame wearing that familiar gray of the all-too familiar era.

He throws the door to reveal a mass of huddled and frightened people inside.

The words are not necessary. The language is not ours and the images say enough.

Men, women and children are herded off the train like cattle toward a large open yard. There they huddle until the Germans begin to shout and shove through the mob.

EXT. FENCE CORRIDOR - DAY

We are looking up at rows and rows of fences topped with barbed wire all designed to create a separator for the thousands of Jew who pour through each day.

Then we see the eyes themselves that look up at them.

A LITTLE BOY. A boy who will not die this day. A boy who will live to see the end of the war and the world of the future.

He stares at the metal wire with an unusual fascination.

The boy looks up at HIS WORRIED PARENTS - a sturdy-looking couple who try to smile and comfort him.

The corridor comes to a junction where it splits in several different directions.

Soldiers here push the mob using rifles as pikes, screaming and terrorizing the lot of them. Suddenly it is clear what they are doing. They are dividing the mob into smaller groups.

Soon, the groups themselves become evident.

Men from women. Children from adults.

The family tries to stay together, clinging to one another dearly, until finally, they are put upon by a number of gray uniforms and pulled apart. The boy is dragged screaming his feet no longer touching the ground. Two soldiers carry him as they follow the back of a large column of children being led through a gate of barbed wire so dense, it resembles wool.

The gate closes and the boy looks back to see his parents - along with many others - being restrained by a number of soldiers. The screaming is deafening.

And the boy's can be heard above it all. The soldiers seem to be having a hard time carrying such a frail child. The farther they get from the fence, the heavier he seems to get, until they are literally pulling him as though he were anchored to something.

His outstretched fingers claw at the thin air and he screams until the blood in his face is blue.

The soldiers are literally pulled back a step and they begin to slip in the mud. They look at one another and then over their shoulders as they hear a sound.

A groaning, creaking sound. And then the unmistakable twang of wire stretched to snapping.

ANGLE ON:

The fence. The gate that separates the parents. It bows toward them like iron filings to a magnet, and several of the strands of barbed wire have given way.

The boy continues to scream as all the other faces simply freeze and wonder.

One of the soldiers pulls a wooden baton from his belt and brains the boy violently.

He slumps and the soldiers carrying him spring forward as through a rope that was holding them back has been cut. They nearly fall, looking at one another with some concern, some confusion. . . .

Then they follow the line of children that has gotten ahead of them.

ANGLE ON:

The boy's parents watch him as he -- as they, are taken away.

The rest of their story is as you would expect.

EXT. SKY - DAY

Bright, bright blue framing a blinding white sun.

PAN DOWN AGAIN TO REVEAL:

The cracked, drought-stricken soil of nowhere.

TITLES:

KENYA - 1978

A group of children at play. Tribal children who, without the help of the titles, could be from any age.

They run through a tiny village of tents, playing. Every child holds a long reed-like stick and they chase each other playing their version of tag.

As each child is tapped, they chase the others. Each trying to avoid being "it", though never going far enough away to miss the fun.

One girl in particular. A PRETTY GIRL OF 12, with unusual white hair, is tagged and immediately shunned.

She chases kids this way and that, but to no avail. She is not strong enough, nor agile enough, to win.

She tumbles and lands on her stick, snapping it. She stands and, when the children see that her stick is broken, they begin to giggle.

The giggles become laughter and the laughter becomes a taunt, and before we even realize, the inherent cruelty of children let loose becomes evident.

They have now formed a circle, at first avoiding her touch with distance, but now growing tighter with menace. In the unspoken manner of children at prey, the group begins to chant in their native tongue - a song we have not heard but sung in a way none-too inviting. They begin to poke at her with the reeds, driving her back.

The girl now moves to the center of the circle, no longer wishing to tag anyone.

ONE DEVIIOUS CHILD seems to get an idea. He takes his stick and smacks it across her shoulder. She turns to face the child and another swings his stick across her back with a solid THWACK. Before long, mob rule gives way and all the kids are swinging at her and laughing.

It grows to the brink of frenzy, the laughing and the

shouting not too unlike the noise of the previous scene.

So much so, we may miss the first flake of snow. The children certainly do. It is snowing for a good ten seconds before the last of them stops.

By then, the snow is thick as flies and wafting down to melt instantly on the hot African soil that has never seen snow before.

ANGLE ON:

Adults come out of their huts and in from the fields and the whole of the village is soon gathered around the little girl, staring up from the clear blue sky and the snow that falls from nowhere. From nothing.

One by one, all eyes fall on the little girl and the looks of curiosity become looks of fear. Of superstition.

Punctuated by a solid thump.

And then another.

AN OLD MAN looks down at his feet and sees a tiny, misshapen ball of ice, no bigger than his eye. He looks at it, bites it, then pops it in his mouth - breath turning to steam.

Another such chunk of ice pops him on the head. THE CROWD LAUGHS.

They look up again and see that mixed with the snow are tiny pellets of hail, seeming to increase in number as the snow mysteriously wanes.

And the pellets are getting larger. Until they land as hunks.

The white haired girl drops to the ground and covers her head as hailstones the size of baseballs plow into the Earth.

Before long, tents are collapsing and panic ensues.

And all along the white haired girl sits huddled in the dust, crying.

As hailstones fall in a circle around her, never coming closer than then a few feet or so.

INT. HIGH SCHOOL GYMNASIUM - NIGHT

ONE MORE SKY. This one a backdrop. Cheap paint and tissue paper hung with hooks on a wall just behind the basket on a full court.

As we pull back, we see the skyline of New York, crudely made out with its silhouette buildings of dark gray and black - windows of yellow.

Among the famous landmarks represented is the Statue of Liberty, complete with a real light bulb burning in the torch.

We are at a prom. The theme is RHAPSODY IN BLUE and the decor has made tragic efforts to show it. The tablecloths are blue, the napkins are blue - far too many of the tuxes are powder blue, and the blue eye shadow is as heavy as expected.

Peter Gabriel's "In Your Eyes" gives painful indication of the era, but here it is, nonetheless:

SOUTHERN CALIFORNIA - 1986

MOVE ACROSS THE FLOOR and through the swaying, clutching, sweating dancers to the bathroom.

Through the door to the usual -

INT. BOYS BATHROOM - NIGHT

Several boys are here, bow ties undone - unclipped in most cases. Smoking, drinking from whatever inventive container was used to smuggle in booze. Breath freshener and Visine are the chaser.

Some of the guys are rolling joints while others make the sad effort to wave smoke away. Who are they kidding? It's a fog in here.

MOVE DOWN THE ROW OF TOILET STALLS to one in particular. Here we find A FRECKLED KID standing in front of mirror, clearly holding himself up from the effect of God knows what.

He talks to his friend in the he stall behind him.

FRECKLED KID
Man, what's the matter with you?

His friend is on the toilet with his head in his hands. He seems to be in some pain. He is SCOTT SUMMERS - AGE 17.

FRECKLED KID (cont'd)
Dude. Lighten up. She's just a girl.
You just gotta-

SCOTT
No, my eyes... my eyes are killing me.

The Freckled kid offers a small plastic bottle.

FRECKLED KID
You want some Visine, man?

SCOTT
My... eyes...

The freckled kid looks and sees that Scott's eyes are watering so badly that tears are literally streaming through his fingers.

He goes back to the mirror to look at his own.

SCOTT
... they're burning...

The freckled kid turns back to him.

FRECKLED KID
Dude, how much did you smoke?

SCOTT
I didn't smoke anything.

Scott looks up, taking his hands away, revealing for an instant that his eyes are merely bright red embers in his head. Featureless but for the color.

Freckles takes a step back.

INT. GYM - OUTSIDE BOYS ROOM - NIGHT

A blinding flash of light shows through the frosted glass in the double door and cuts through the crack into the dark of the gym.

All who see it are stunned. Frozen. A lingering moment of confusion, then:

BOOM, the doors to the Boys Room burst open and the occupants scatter into the gym.

INT. GYM - STALL - NIGHT

Freckles is still there, legs locked.

FRECKLES' P.O.V.

He looks at Scott who is now crying meekly in the stall, covering his eyes again -- afraid to open them.

The door of the stall across from him swings closed TO REVEAL:

A HOLE, PUNCHED THROUGH THE STALL DOOR framing Scott's face perfectly. Pull back to reveal that the hole continues through the wall, into the girl's bathroom next door.

In the corner several girls huddle together, they are afraid.

INT. SENATE HEARING ROOM - DAY

Packed with reporters and photographers. There's a dais - a raised panel of senators - and a second, lower panel. This is where the "experts" are testifying.

Panning across the faces of several G.O.P. creeps as they watch something with varying degrees of interest.

TITLES:

WASHINGTON D.C. - THE NOT TOO DISTANT FUTURE

A woman's voice holds over the proceedings. It is the voice of JEAN GREY - whom we will soon meet.

As she is speaking, we come to a large screen television at one end of the room.

JEAN (O.S.)
In every organism on Earth there exists a mutator gene - the X-factor, as it has come to be known. It is the basic building block of evolution - the reason we have evolved from homo habilus...

FOOTAGE REFLECTS THE VARIOUS STAGES OF HUMAN EVOLUTION. Accompanying it is a GRAPH with a DIAGONAL LINE indicating the ascent of the "human being" as we know it. Accompanying the graph are evolving images of the "evolution of man."

JEAN (O.S.) (cont'd)
... to homo erectus, to homo sapiens Neanderthals, and, finally, to homo sapiens.

The animated demo on the screen zooms in on the lowest order of human depicted - homo habilus - a primitive, ape-like humanoid covered in hair. As he is singled out, the terrain of his time appears, along with the harsh signs of his winter.

JEAN (O.S.) (cont'd)
Taking it's cues from the climate, terrain, various sources of nourishment, the mutator gene tells the body when it needs to change to adapt to a new environment. The process is subtle, normally taking thousands of years.

As the graphic changes and depicts WARMER CLIMATE, the HAIR STARTS TO DISAPPEAR ON THE MAN'S BODY - gradually evolving into the human we now know as ourselves.

Now the terrain is modern, the weather pleasant. The image pulls back and places this man back in line at the front of evolution.

JEAN (O.S.) (cont'd)
Only in the last few thousand years did mankind begin to make clothes for himself, build shelters, use heat and grow food in large quantities. With this man-made environment remaining relatively stable, the X-factor became dormant.

QUICK SHOTS: early huts, early clothing; then early homes, later homes, air conditioning, cars, modern high-rises, etc.

PULL BACK WIDER

JEAN (O.S.) (cont'd)
Until now.

On the room, the reactions, and on JEAN herself.

A strong, attractive woman in her early 30's. A simple placard before her:

JEAN GREY. GENETICALLY ENHANCED RIGHTS ASSOCIATION.

The screen shows the words "PRESENT DAY," where the "evolution line" has resumed its rise.

JEAN (cont'd)
For reasons still not known to us, we are seeing what some are calling the beginnings of another stage of evolution -

A MICROPHONED VOICE interrupts. Bearing down is the flamboyant SENATOR SCOTT "FRANK" KELLY, a conservative from Florida, and the hearing's Chairman.

Just behind him sits his aide HENRY GUYRICH - mid 30's, typical government cog.

KELLY
You're avoiding the question I posed to you at the beginning of the hearing, Ms. Grey. Three words: Are mutants dangerous?

JEAN
I am avoiding a question that is decidedly loaded, Senator. The wrong person behind the wheel of a car can be dangerous.

Another SENATOR (LUCINDA ROWEE) speaks into her microphone:

SENATOR ROWEE
Well, we do license people to drive.

JEAN
But not to live.

Kelly raises a hand, continuing his tirade.

KELLY
Ms. Grey -- you work at a school for mutants in Westchester, New York. Can you tell the members of this committee what exactly you are teaching these mutants?

JEAN
Math. History. Science. English. Athletics --

KELLY
You wouldn't happen to be teaching them how to use their powers to --

JEAN
Control, Senator... we teach them control.

Kelly raises a blown-up photograph: a grainy, super-zoomed, somewhat obscured image of a CAR ON A FREEWAY which appears to have "melted." Now he's really playing to the crowd.

KELLY

This was taken by a state police officer in Secaucus, New Jersey. A man in a minor altercation literally melted the car in front of him. I don't know where you come from, Ms. Grey, but where I come from, you don't go melting people's cars when they cut you off. You do it the old fashioned way -- you give 'em the finger.
(Laughs from the crowd)
But what you presume to tell this committee -

JEAN

I presume nothing, I am here to tell you that in time, the mutator gene will activate in every living human being on this planet. Perhaps even your children, Senator.

KELLY

I can assure you, there is no such creature in my genes.

The room LAUGHS. Kelly mistaken thinks it is for him, until the double meaning occurs to him. He is momentarily embarrassed, but he quickly recovers.

KELLY (cont'd)

Ms. Grey, we are not here to weed out mutants. The Registration Act is designed merely to assess their potential threat - if any - to national security.

The crowd reacts loudly in support of the Senator. Some cheer, some roar, some yell obscenities at Jean.

Jean stands and walks out, pushing her way through reporters now moving in for her response. All the while, Kelly is delivering his last words.

KELLY (cont'd)

Mutants are very real. They are among us. We must know who they are. And above all, we must know what they can do.

AS THE SHOUTS OF THE MOB RISE AND GIVE WAY TO:

EXT. CAPITOL BUILDING - WASHINGTON D.C. - DAY

An angry mob outside the Senate hearing. Voices roar in dissent when Jean emerges, coming down the steps without hesitation.

She sees signs condemning mutants, a scarce few supporting them.

A group of reporters are behind her and more meet her in front, closing her in. Microphones are shoved in her face.

REPORTERS/VARIOUS
Dr. Grey, how do you feel about the
Senator's Statement / How is the
mutant community reacting? Is it true
that mutants are dangerous? / Is there
a mutant plot to overthrow the
government?

She ignores them all, trying to push through.

ANGLE ON:

A KID IN THE CROWD holding a full can of Coke. Smiling
to his friend beside him. He fires it over the heads of
everyone toward Jean. Perfect trajectory. Closing fast.

Suddenly:

Silence falls over the crowd. A total silence. An
absolute silence.

All eyes watch in awe at the can and its liquid trail,
frozen in mid-air a few inches from Jean's face. It
simply hovers there.

JEAN
We're not the ones to be afraid of.

Using telekinesis she slowly lowers the can to the
ground. She shakes her head, almost ashamed of the
display. Almost as if to say it didn't want to do that.

The can rolls down the steps. People move away from it
as though the can itself were dangerous.

The crowd steps back in genuine fear. Jean simply moves
ahead now, unimpeded, still shaking her head.

EXT. CABIN IN THE SNOW COVERED WILDERNESS - DAY

Smoke curling from the chimney, warm light emanating from
the window.

A well-worn pick-up truck parked axles deep in the snow,
the back filled with a cord of cut wood. A hand painted
scrawl on the door reads:

Firewood for Sales

A slope, just behind the cabin leading to a frozen lake.

PUSH IN SLOWLY TOWARDS THE CABIN. Ten beers sit cooling
in the snow outside the door. We hear LED ZEPPELIN'S
BLACK DOG.

INT. CABIN - DAY

Music thunders, quite a contrast to the surroundings. A
cosy little abode, showing signs of neglect, as though
decorated with a gentler touch that passed not too long
ago.

A large shelf replete with books. An electric mix from
Sun Tsui's The Art of War to Mark Twain's The Adventures
of Huckleberry Finn.

A fire burns in the fireplace. On the mantle sit a few old black and white photos of a slightly younger Logan posing with a group of HARD-CASE MILITARY TYPES in a heavily wooded area. We can not tell if they are true Military or simply mercenaries.

In the wall above the mantle, a sketch of a beautiful woman.

And finally we come to the occupant of the house, sitting at the only table in the center of the room. His back is to us. His hair is coarse and black, sprouting wildly from his head. He is LOGAN. We will come to know him well. As well as we can.

Despite the loud, pounding music, he is working with the meticulousness of a watch maker. At the same time, he smokes a thick cigar. A tall bottle of beer on the floor next to his chair. A SINGLE, SILVER DOG TAG hangs from his neck from a battered chain. As we get closer, we look over his shoulder and see what he is working on so intently.

Pencil rubs against paper furiously. He is sketching, what we cannot see. But he is definitely caught up in his own mind's eye.

HIS HEAD SUDDENLY TURNS. He listens to something we cannot begin to hear. A momentary pause, and he goes back to sketching.

Just as he seems to be settling back into the details again.

WHACK

He reaches over and shuts off the music coming from the box beside him. He listens.

He stands, turning around slowly in a circle. He drops the sketch pad on the chair.

Only the crackle of logs in the fire.

LOGAN'S P. O. V.

We follow his gaze around the room. Past the fire which sounds suddenly like a blazing inferno, past the clock which ticks as loud as clapping hands, past the simmering tea-kettle which hisses like a seething cauldron. Finally, he glances at the cigar which we hear crackling nearly as loud as the fire.

Logan's senses are amplified many times more than ours, he walks to the door.

E. C. U.

His nostrils flare.

He raises his fist beside his face. For a moment, it seems as if he is just chinking. Then -- SHOOK - THREE STEELY CLAWS some nine inches long, emerge inexplicably from the skin just above Logan's knuckles.

Logan barley turns his head before.

BOOM

THE WINDOW EXPLODES, letting in freezing wind and billowing snow.

Logan is hit from behind.

The attack is so ferocious that we are unable to make out the attacker. Whatever it is, it is HUGE. We can hear it snarling and see flashes of its claws as it slams Logan back.

EXT. CABIN - DAY

The front door SMASHES OPEN. The two combatants roll madly down the hill obscured by flying snow.

Finally, we see Logan separate from his attacker and CRASH THROUGH THE ICE of the frozen lake.

E. C. U. - A MASSIVE CLAW-LIKE HAND lifts into frame the SHINING DOG TAG hanging from it. The tag's chain slides off and too the ground.

UNDER ICE

Logan struggles, already short of breath.

As he struggles -- water starts to fill his lungs. His skin goes pale. He is drowning.

EXT. ABOVE ICE - DAY

We hear an angry grunt as the thing starts to hunt for Logan. It stalks across the ice, searching. We catch a glimpse of shoulder, a CLAWED FOOT, a MANE OF HAIR.

UNDER ICE

Logan's struggle has decreased somewhat as his strength wanes.

CRACK

The ice above Logan shatters as a clawed hand reaches through.

EXT. ABOVE ICE - DAY

A violent YANK. The ice gives way to the soaked and half-frozen Logan.

The creature picks Logan up by his face, CUTTING DEEPLY into his cheek, and holds him up like a rag doll. The two are face to face. This is called SABRETOOTH. The reasons are obvious.

Teeth like said animal and cat's eyes to match.

A mutant, certainly a member of a class remote in the extreme.

And then it speaks.

SABRETOOTH
It's not gonna be that easy.

Logan, half-drowned, opens his eyes and looks right at Sabretooth as though he's going to say something. Instead, a LUNG-FULL OF WATER comes shooting out.

With that, Sabretooth ROARS, as he hoists Logan up and throws him. Logan flies nearly ten yards. He lands head first.

Sabretooth skulks over to him.

With the sound of Sabretooth's breathing comes the rising of the wind...

Snow from the ground begins to swirl in the bitter cold air.

Sabretooth is nearly upon Logan now and the wind rises further, until he must shield his eyes from the bitter icy air.

As he approaches, we see a fresh cut on Logan's face HEALING BEFORE OUR VERY EYES, leaving not so much as a scratch.

THEN:

A SUDDEN FLASH OF LIGHT

Lightning. No. Lightning is not red.

Sabretooth looks around, puzzled, then down at Logan's motionless body. Then to his feet where a hole in the ice sprouts bubbling water.

The wind blows so violently now that he nearly misses two figures standing only a few yards away - mere silhouettes in the icy haze.

A closer look tells us it is a man and a woman, THEY WEAR STRANGE UNIFORMS of form-fitting material - the man wears a reflective visor that hides his eyes. The woman's face is care revealing dark skin, penetrating eyes and unusual white hair.

ANOTHER FLASH - one that seems to come from the man's visor itself. An intense beam of red light.

Sabretooth looks down and sees the ice at his feet has broken away.

He plunges through the ice like a mark in a carnival dunking tank. His massive weight and hairy coat quickly suck him down.

The TWO FIGURES - CYCLOPS (Scott Summers) AND STORM (Ororo Munroe) - obviously two of the children we saw earlier now grown - move over the hole and calmly watch Sabretooth gather himself and swim back to the surface.

Storm looks down at the hole, concentrating her intense

gaze. The wind whips further and the water in the hole begins to freeze over.

UNDER THE ICE

Sabretooth wisely concedes.

With one last look at the two mysterious figures now nearly obscured by the ice, he turns his body and swims away with the same agility he had on land.

ABOVE THE ICE

THE SNOW AND WIND ARE NOW VIOLENTLY RAGING

Cyclops and Storm walk over to Logan and look down at him curiously.

LOGAN'S P.O.V.

They look at one another, wondering. Above them, a black shape looms into frame, bringing with it the whining of jet engines.

This is the X-JET and it is like no other plane we have seen before.

Logan's eyes begin to close as they obscure the last of all perceptible detail.

INT. CAVERNOUS ROOM - NIGHT

CLOSE UP ON:

The Periodic Table of Elements. A chart made up of blocks depicting the elements and their chemical symbols.

Among the standards like Gold (Au) and Iron (I) and Oxygen (O2) is a new square on simple red construction paper tacked to the top.

It contains simply a large letter 'A'.

TRACKING SHOT THROUGH:

We are in a laboratory of sorts, quite different from any we have ever seen -- and so are its occupants.

MORTIMER TOYNBEE, a dim, loyal thug whose agile leaping ability and superhuman strength have earned him the name TOAD.

Across the room, JOHN ALLERDYCE, a wiry redhead whose ability to control fire with his fingers has earned him the name PYRO.

In the corner we see BLOB, no explanation needed, devouring a BUCKET of cereal, precariously balanced on his huge belly.

They are a bestial and sinister bunch.

Toad and Pyro are working on:

A MACHINE

A fantastic device which occupies a hallowed space in this lab. It is meticulously designed, and with its intricate circuitry, wires, and power boards, it resembles most closely (and only resembles, because truly it is like nothing we've ever seen before) a combination of an upright torpedo and a fantastic light source -- only far more dark and foreboding.

Pyro holds a stick of solder in one hand. He lights a lighter with the other, then drops it. Strange thing -- the flame remains hovering about his finger. Quickly the flame intensifies and turns blue, melting the solder over a small circuit board. Then, the flame is gone.

He sticks out his hand like a surgeon.

PYRO
Hand me the dykes.

Toad, both hands occupied, flicks his long tongue and grabs a pair of pliers which he rests in Pyro's hand, leaving them slicked with SLIME. The flame in his finger goes out. The slimy coat over the pliers quickly HARDENS, freezing their action.

PYRO (cont'd)
I asked you not to do that.

Blob laughs. Toad shrugs.

In the background, almost ignored by them, something is on the television. The news.

NEWSCASTER (O.S.)
Preparations are nearly completed for the upcoming anniversary gala celebrating the formation of the United Nations. With nearly every invitation confirmed, the occasion promises to be the largest single gathering of world leaders in history.

The image in the screen is a helicopter shot of ELLIS ISLAND, with Liberty Island and the famous Statue in the background.

NEWSCASTER (cont'd)
Ellis Island, once an arrival point for thousands of immigrants crossing the Atlantic with the hopes of a better life, will open its doors again. Only this time it will be to leaders and their families from over 200 nations.

Blob belches his skepticism deafeningly.

TRACK FURTHER THROUGH THE LAIR AND OUT THE DOOR as the Newscast drones on.

INT. CORRIDOR/OFFICE - NIGHT

WE MOVE through subterranean corridors and past dozens of projects that share some similarity to the machine we

have seen, including crude designs that have been rejected or stripped of their good ideas.

FAINTLY we become aware of a clicking sound. Almost like a stopwatch very far away, always growing louder.

The newscast has faded and another voice is getting closer from somewhere down the hall.

Sabretooth emerges around a corner heading towards us, turning just as we get to him. The clicking is loud and clear now.

Sabretooth enters an office and we follow him. Seated at a desk in the center of the room is MAX LENSHER - age - somewhere after sixty, but strong and vital for his years. He is more often called MAGNETO.

The clicking is from the sound of an executive pendulum thingy on his desk. The six steel balls hang onto one another from string supports in formation depending on how many are let to fly from either end. One ball strikes one and one ball swings out from the other. Two balls and two, and so on.

Slight difference. There are no strings supporting the balls, thus defying gravity.

A chess set - all of its pieces made of beautifully crafted iron - sits on the far end of the desk.

He is watching television, or more accurately listening - his eyes looking off into space, deep in thought.

INTERVIEWER

...and the leading voice in the call for Mutant registration is Senator Scott Frank Kelly, of Florida, who claims to support the constitutional rights of the genetically enhanced, but whose crusade to register mutants is gaining popularity.

Now Kelly is on the screen. Magneto shakes his head.

MAGNETO

Not this one again.

When Sabretooth clears his throat, the clicking balls instantly freeze and hover there.

The volume on the television drops, though no remote is in sight.

Magneto notices Sabretooth's apparent exhaustion, his torn clothing, including the slashes in his side. His look asks 'what happened?'

Sabretooth crosses the room and places the shining dog tag on the table. The one he ripped from Logan's neck. He sits at the desk, puzzling over it.

MAGNETO (cont'd)

Your expression tells me the news is not good, brother.

SABRETOOTH
I lost him.

MAGNETO
How?

SABRETOOTH
It was Xavier's people. They knew.

Frustrated. Magneto inspects the dog tag.

MAGNETO
I want him. That is all they know
because that is all you know.

Nothing odd about the tag at a glance, military dog tag, weathered and beaten, but certainly plain, Canadian Military, Logan's name, rank, and a faded serial number.

His thumb feels the indentation of the word at the bottom of the tag that does not seem to fit here.

WOLVERINE

We hear the voice of Senator Kelly on the TV. Kelly is on the screen giving good face.

As he turns up the television, and again, we don't see how, he places the dog tag on his desk, thinking.

KELLY
I think the President's pre-occupation with international affairs has drawn his attention away from this problem. American's deserve the right to decide whether they want their children to be in school with mutants. To be taught by mutants. They also have the right to know the dangers. That's the purpose of registration. And mark my words, if the President isn't strong enough to do what needs to be done...

As the Senator continues we PULL BACK and see Magneto watching this. He begins speaking over Kelly's diatribe.

MAGNETO
And you may mark my words, Senator Kelly. All your plotting, all your hatred. I have plans for you. I've seen you come, and I will see you go.

As Magneto turns Logan's dog tag between his fingers, we can't help but notice FADED PURPLE SERIAL NUMBERS TATTOOED IN HIS ARM.

He then drops the dog tag on the desk, Magneto stands and heads for the door, Sabretooth follows. The television shuts off and Magneto waves a hand as though beckoning someone to follow. Or some thing.

He stops and looks back at the dog tag on the desk and waves again. A paper clip just next to the dog tag skips off the desk and into Magneto's hand. He drops it, annoyed and tries again.

A slight rattle, then nothing more, as though the dog tag were held down by an unimaginable weight.

He walks over and picks up the dog tag, inspecting it, then trying to bend it. Nothing.

MAGNETO (cont'd)
Can it be..?

He puts it back on the desk. Now Magneto concentrates - sending a wave of magnetic force that ripples the air around it.

The tag trembles, but does not budge. He looks at Sabretooth and smiles.

SABRETOOTH
Is that what you're looking for?

MAGNETO
A piece. Only a piece.

SABRETOOTH
Is it enough?

MAGNETO
Enough for a test.

And as Magneto looks up at Kelly on the television we:

PAN OVER TO A BULLETIN BOARD on the wall beside him.

To a periodic table, smaller than the first.

But still with that red square and added letter 'A'.

EXT. WHITE HOUSE - PARKING LOT - DAY

Kelly and Guyrich walk out of the White House on their way to their limousine.

KELLY
I can't believe the President can't see it. I wouldn't be surprised if he has a mutant on his staff.

Kelly and Guyrich climb into the limo and slump back in their seats.

INT. LIMOUSINE - DAY

GUYRICH
Have you thought of a demonstration of some kind? Maybe use the UN Summit to our advantage. The whole world will be watching.

KELLY
I'm not interested in the whole world, Henry... I'm interested in America. Let the rest of the world deal with mutants their own way.

GUYRICH

Where to?

Kelly rubs his eyes.

KELLY

Home.

Guyrich leans to address the driver.

GUYRICH

Dulles Airport.

INT. LABORATORY - DAY

Medical monitors beep, keeping track of the vital signs of -- Logan, who lies in a bed in the middle of a medical lab.

In the wall beside Logan's bed is a light board on which hang Logan's X-rays. Logan's skeleton seems to be more the creation of a Deco architect than of nature. Streamlined, refined... almost manufactured.

He is asleep, recovering.

Jean Grey enters the lab. She walks over and examines the X-rays, fascinated by their unique structure. She notices what appears to be an unusually complex network of bones in the forearm. Jean looks down and runs her fingers over the traces of three incisions on the backs of Logan's hands. Jean's eye moves across his body. His rippling muscles.

Jean uncaps an IV needle and moves to the middle of Logan's arm. We cannot help but notice a diamond ring on her left hand.

Jean starts to put an IV in Logan's arm.

Just as she is sticking the needle in his arm HE JOLTS VIOLENTLY.

SNAP

Logan's hand reaches up quickly, breaking the needle off in his arm. He grabs a startled Jean by the throat.

He is out of bed. She is unable to speak, choked silent by his grip.

He places his fist near her face. We see the three faint scars just above his knuckles.

Hesitation. Logan looks at her for a moment. Taken by her beauty. Then he is on his feet.

Jean is on the floor, gasping for breath.

Logan realizes something is missing. He reaches to his chest and feels for the dog tag. Gone. He stifles a curse.

LOGAN

Where is it?

He looks at Jean who recoils from him in terror. Logan thinks, then bolts.

INT. HALLWAY - DAY

Logan comes out into an empty hall. Strange. Deathly quiet. It is very sparse and modern, matching the lab we have just left. Logan runs and goes through the first door he comes to, to keep Jean from seeing where he has gone.

INT. READY ROOM - DAY

He looks around and sees he is in some sort of locker room. A row of lockers run along one side of the wall. And hanging from the other side in a row, are UNIFORMS, much like the ones Cyclops and Storm were wearing in the snow.

He starts to rummage through the lockers, coming up with a shirt and pants that almost fit. A pair of sneakers as well.

He hears the sound of approaching foot-steps coming from the hallway. He spots another entrance on the far side of the room and, carrying his clothes, he staggers out, still in considerable pain.

INT. HANGER - DAY

Logan rushes through the door, looking behind to see if he has been seen. He closes the door and leans back to catch his breath... which stops momentarily as he looks around the massive hanger he has entered.

The X-Jet, the stealth plane we saw in Alaska, now sits parked and quiet.

Logan walks to the plane and stops -- listening. We hear a strange THUMPING. He listens for a second. The sound picks up in speed and we realize that we are listening to the SOUNDS OF A BASKETBALL GAME coming from above.

As Logan tries to digest this, the door that he had just come through begins to open, letting in a shaft of light. Logan looks around wildly for a moment, looking for a place to hide when -

BING.

An elevator door opens in the wall of the hanger ten feet from where Logan now stands. He whips around and runs for it.

There is a button marked 'G.' He presses it.

INT. HALLWAY - DAY

The elevator opens on a hallway that doesn't match the rooms we have already seen at all. It is plush and stately, the hallway of a great mansion.

He hears a voice coming from a room.

As he gets closer to it, we can begin to hear:

VOICE
... until the Emperor Constantine
converted to Christianity. With that
one act, history was changed. The
Christians who were once prosecuted
and fed to the lions, became accepted.

Now the voice is clear as a bell, coming from a room with
the door slightly ajar.

INT. CLASSROOM - DAY

Logan peeks in and sees in front of a chalk board, a
massive blue furry creature called BEAST. Besides two
arms and two legs, the only remotely human thing on his
ape-like face is a pair of wire spectacles. He addresses
a class of kids between the ages of 16 and 17.
Besides the occasional physical alterations, there is an
overall oddness to the group, giving way to the fact that
in some way or another these are all mutants.

BEAST
So as their leaders went, so did
follow the hearts and minds of the
people of the Roman empire. Which
made for some very happy Christians.

Now he sees Logan standing in the door, looking back at
him in mute shock.

BEAST (cont'd)
Can I help you?

All the students turn to see Logan, standing in a
hospital gown with a mean case of bed head. They start
to giggle.

Logan turns and heads down the hallway to the left.

INT. HALLWAY - DAY

Logan hears footsteps and quickly does a one eighty back
down the hallway. He turns a corner, hugging the wall.
He halts. A large oak door stands down the hall. He
smells something, taking in a deep breath, his head
cocking to the side - listening.

He turns and looks behind him. More foot steps. Someone
is about to enter the hall.

He turns again, ready to run the other way when he sees
the SHADOWS of two more people coming from the other
direction. Logan is trapped. He lunges for the large
oak door and bursts through.

INT. XAVIER'S OFFICE - DAY

Logan shuts the door and leans his head back against it,
exhausted.

VOICE (O.S.)
Good morning, Logan.

Logan, still clutching his stolen clothes, opens his eyes

and sees a man sitting behind a large mahogany desk -- PROFESSOR CHARLES XAVIER, an intense and intelligent man just to look at him.

XAVIER
Would you like some breakfast?

Logan, who was prepared for anything but this, just stares.

XAVIER (cont'd)
I'm sorry, allow me to formally introduce myself -- I am Professor Charles Xavier. This is my school.

LOGAN
How do you know my name?

Xavier taps the side of his head with his finger.

XAVIER
You're not the only one with gifts.

When he speaks, his lips do not move. We realize Logan hears the voice in his head. In addition, the voice is accompanied by the FAMILIAR SOUND OF FOOT STEPS indicating that perhaps Xavier had herded Logan through the mansion with his mind. He does not like it.

Xavier comes out from behind his desk. We see that he is in a MOTORED WHEELCHAIR. Realizing that he is safe for the moment, Logan begins putting on his stolen clothes.

LOGAN
What am I doing here?

XAVIER
I brought you here so that you would be safe from Magneto.

LOGAN
Who?

XAVIER
A very powerful mutant who for some reason has taken an interest in you. I'm not sure why, but until we find out, I must ask you to stay.

Logan looks Xavier over. He is obviously a kind man who is offering his help. Logan is silent for a moment.

LOGAN
No thanks.

Logan goes to the door.

Xavier, disappointed, just watches him go.

INT. FRONT HALL - DAY

Logan sees a grand entrance with two huge oak doors and brightly-polished steel knobs that scream 'exit.' He starts in that direction when the doors begin to open.

A moment of traffic, laughing, chatter... then they are all gone.

He gets to the doors and pushes them open. Bright white sunlight floods in, nearly blinding him.

EXT. MANSION - DAY

The first thing he sees through the haze is wings - GIANT WHITE, FEATHERY ANGEL WINGS.

A young boy, no more than fourteen, has them sprouting from his back. He is stretching not only his limbs, but his unusual appendages in the morning breeze.

Sensing something - the boy turns, and sees this shambling ruin of a man in the doorway.

Off Logan's expression, we hear the flapping of wings and see his awestruck face following the boy onto the sky.

This only holds his attention for a moment. Logan looks across an expanse of grounds that house the Mansion. A high, wrought-iron gate surrounds the entire property.

He watches as several children play basketball across a large court.

Logan shakes his head and is out the closing door.

Xavier simply watches from his window.

EXT. MANSION - FRONT GATE - DAY

Logan heads for the gate.

SHOOK -- Logan pops his claws.

Suddenly, the gate slowly opens -- Inviting him to leave. He pauses, momentarily confused. He takes one long look back at the mansion. And then leaves.

Stay for a moment. Watch him go. Then pan across a sign which reads --

PROFESSOR CHARLES XAVIER'S SCHOOL FOR THE GIFTED

Westchester N.Y.

PANNING slowly across the road to the thick woods on the other side of the street.

SOMETHING MOVES in the trees, catching our eye. Someone is watching. It is Toad, camouflaged amidst the trees and branches.

EXT. SKY - DUSK

A helicopter streaks across the sky.

INT. HELICOPTER - DUSK

Kelly sleeps fitfully in the large seat. A bump of turbulence. He wakes suddenly and looks out the window seeing the ocean below.

Kelly looks out the window again and sees water. They are flying low.

He looks at Guyrich, who sleeps as well. He wakes him.

KELLY
Where the hell are we?

Guyrich looks out the window and looks at Kelly, puzzled. He stands and goes to the door to the cabin of the helicopter.

GUYRICH
Pilot?

No answer. Guyrich tries to open the door. It's locked.

GUYRICH (cont'd)
Pilot?

Kelly looks out the window now and sees the helicopter is closing in on an island - where, is anyone's guess. What is known is that the place is no pleasure resort.

It is in fact some sort of refurbished island fortress, complete with turrets, built right into the side of the cliffs.

EXT. ISLAND HELIPAD - DUSK

A clearing in the middle of a ring of trees at the base of a rocky rise. The helicopter touches down.

THE PILOT, wrapped from head to toe in a flight suit and helmet, gets out and opens the side door, exposing Kelly and Guyrich to the intense wind of the rotors. They cover their eyes, cowering.

KELLY'S P.O.V.

Two figures come out of a hole in the mountain. One seems extremely larger than the other.

Guyrich and Kelly step out. As they get closer he can make out Magneto and Sabretooth.

KELLY
Dear God... Dear... God.

The Pilot removes his helmet to REVEAL:

Pyro, smiling.

KELLY (cont'd)
What the hell is this?

Kelly is utterly confused. As Magneto nears, Guyrich steps forward to greet him, putting arms around Magneto's neck and kissing him deeply. Then Magneto looks deep and lovingly into Guyrich's eyes.

And with that GUY SHAPE SHIFTS into a beautiful woman who herefore will be known as MYSTIQUE. Her body is covered in iridescent blue scales, which complement her lovely,

solid yellow eyes.

Kelly, of course, is shocked. Mystique shows a little hip, raising the scales at her mid-section mockingly, as the last of what we thought was Guyrich slips underneath.

KELLY
You... wha... Who are you... Where is Henry?

MAGNETO
Mr. Guyrich has been dead for some time Senator.

KELLY
You mutant bastards...

Pyro grabs the Senator as he runs back for the helicopter in vain.

KELLY
Whatever you do to me... no matter what you'll make me right. Every word I have spoken will be confirmed.

MAGNETO
Gosh, I hope so.

As Kelly struggles against all hope.

KELLY
People like you are the reason people like me exist.

And with that, Mystique walks up.

MYSTIQUE
And people like you are the reason I was afraid to go to school as a child.

With that, Mystique punches Kelly. Knocking him out cold.

BLACK

INT. MACHINE ROOM - MAGNETO'S LAIR - NIGHT

Kelly comes to.

Magneto walks past him, holding Logan's dog tag.

His thumb crushes one last time over the curious 'Wolverine.'

PULL OUT TO REVEAL:

Kelly is strapped to a metal chair, bound impossibly tight. He struggles. Mystique watches from the far side of the room.

MAGNETO
Are you a 'God-fearing man,' Senator?

Kelly's reaction tells him he is certainly afraid of something right now.

MAGNETO (cont'd)
That term always confused me. As if
there were something to fear.

Kelly looks around wildly, terrified.

MAGNETO (cont'd)
God after all, is often defined as all-
forgiving. A description I rather
like. I think what you really are
afraid of...

Magneto uses his mind to move Kelly's chair a little
closer. Kelly nearly loses it.

MAGNETO (cont'd)
...Is me and my kind. The Brotherhood
of Mutants.

He touches Kelly's face and Kelly recoils.

MAGNETO (cont'd)
And this law. Your mutant
registration act is only the
beginning.

KELLY
The intention of registration act -

MAGNETO
INTENTION? Intention, Senator? We
are talking about mankind here. His
fear. It is only a matter of time
before mutants will be herded into
camps. Studied for weaknesses. And
eventually wiped off the face of the
Earth.

Kelly shakes his head. There is nothing he can say to
sway this man.

Magneto turns and admires his machine.

MAGNETO (cont'd)
Well, we're much more giving than
that. We simply want to share with
you... To help you understand.

KELLY
What is it you intend to do to me?

MAGNETO
(smiling)
Let's just say, God works too slowly.

Magneto moves to the machine.

MAGNETO (cont'd)
You're a leader, Senator Kelly -- you
set an example. And if more of you...
were like more of us? Well, you'll
see.

Kelly watches as Magneto takes Logan's dog tag and places

it atop a tube at the bottom of a large spire in the center of the room some thirty feet high.

He walks toward the opposite side of the room and watches as the tag is raised to the top of the device, through the shaft.

MAGNETO (cont'd)
Don't fear God, Senator. And
certainly - most certainly... don't
fear me.

A beat.

MAGNETO (cont'd)
Not any more.

ANGLE ON:

MAGNETO raises his arms and a series of metal rings up from the machine platform that holds the dog tag. With a slight motion of his hand, the rings begin to spin slowly gaining in speed as Magneto controls it with his power.

The air around it ripples, gaining in intensity.

WAVES OF MAGNETIC ENERGY POURS from Magneto's hands toward the machine.

Now, Magneto has the rings spinning around the dog tag at such speed, the rings themselves are no longer visible - merely a blur around the stationary tag. Magneto lowers his hands. The machine is now working on its own.

Kelly's eyes grow wide with fear as the metal dog tag begins to glow. Dull at first... the brightly... too brightly.

The deafening whine of the machine builds louder and louder.

Suddenly -- SILENCE

FIVE SECONDS OF ABSOLUTE SILENCE.

The sphere vanishes, enveloped in a light so white, it defies description.

But I'll try:

A light that seems to ooze rather than radiate. A light that fills the room as it expands outward and engulfs everything in sight.

It is liquid light. Creeping and unstoppable.

From outside the room, Pyro and Sabretooth watch through the window. It comes through, first casting its shadows darkly against the wall, then erasing them as it swallows them - as though they were never there.

INT. HALLWAY - NIGHT

From under a door, the light leaks in, filling the room.

All through the lair, air vents, keyholes, drainpipes and the like, the liquid light fills the lair to the gills.

EXT. MAGNETO'S LAIR - NIGHT

THROUGH THE TURRET ATOP THE LAIR, the light beams up into the night sky, shining like a beacon for miles.

Then the white light obscures all. Fueled by this tiny piece of metal, the light extends like an ever growing bubble, out and up over the ocean.

PULL BACK FROM THE SMALL ISLAND

The bubble of white light is easily five miles across.

INT. MACHINE ROOM - NIGHT

Kelly grits his teeth, barely visible in the whiteness.

Then it is gone. He hangs his head in exhaustion.

Magneto himself is a bit overwhelmed. He looks at his own skin - no apparent change. He shakes his head, blinks his eyes.

Sabretooth and Pyro are also a bit struck by the display and they also seem a bit dazed.

Magneto walks over and reaches into the still steaming metal device. His hand comes out holding the dog tag - actually its remains.

A frazzled, blackened wire, warped and spent. Nothing more. And this turns to dust in his fingers.

Magneto has amazed even himself this time.

The silence is shattered by a phone ringing. Sabretooth picks it up. He listens, then hands the phone to Magneto.

SABRETOOTH

We've found him.

Magneto puts the phone to his ear. He smiles.

MAGNETO

Where?

ANGLE on Kelly, his skin glistening slightly, almost luminescent. Pinker (healthier?) than it was when he came in.

KELLY

Oh... Oh God... what have you done to me?

Magneto hangs up the phone. He crosses to Kelly, leans in and whispers in his ear.

MAGNETO

Welcome to the future... brother.

Magneto stands, looks at his machine, then back at Kelly.

MAGNETO (cont'd)
Now if you'll excuse me... I have a
train to catch.

EXT. TRAIN - NIGHT

The silver Amtrack moves speedily through the dark countryside.

INT. TRAIN - NIGHT

A CONDUCTOR makes his way through a half filled car of commuters taking tickets. He passes a restroom and exits the car. He takes a seat.

Logan emerges from the restroom, having avoided paying his fare.

A few seats in front of him, in a grouping of seats that face one another, sit four large guys, early twenties -- They're the guys from your college named Brad that used to get drunk and try to drown freshmen in the toilets. We'll call them BRADS 1, 2, 3, and 4. They are drinking from beer cans in paper bags.

Across the aisle from them sits a lone oddly pretty twenty year old girl. Her name is ROGUE -- a dark-eyed and somewhat distant creature. From the shawl around her head to her boots, layers of odd clothing wrap every inch of her body, except her face and hands. She looks worn, it is the face of a runaway. Next to her, a dirty duffel bag.

The Brads are staring at Rogue, making lewd comments about her. They have obviously been drinking for awhile.

BRAD 1
Hey.

Rogue looks at him, then quickly looks away.

BRAD 1 (cont'd)
Hey... Hey I'm talking to you.

The Brads laugh amongst themselves at her reaction.

BRAD 2
(Looking at her duffel bag)
Where are you going?

BRAD 1
Awww... Look guys she's shy.

BRAD 3
Maybe that's why she's alone. Is that why you're alone?

Brad 4, who is closest to Rogue, leans toward her.

BRAD 4
I'll keep you company.

Rogue is silent and turns her back on him, trying to ignore him.

BRAD 4 (cont'd)
Hey... I'm talking to you.

Rogue continues to ignore him. This gets Brad 4 angry.
The other Brads watch his failure and laugh.

BRAD 4 (cont'd)
(Louder)
I said I'm talking to you!

ANGLE ON: Logan, his ears picking up everything.

Rogue looks down trying not to look at them.

Brad 4 will not be ignored. He reaches out to the one place which is not covered by clothing that he can reach -
- Rogue's hand lying at her side.

BRAD 4 (cont'd)
(Louder still)
I said...!

He grabs her hand.

Suddenly, Brad 4's eyes open wide as if he's in shock, an instant later, he COLLAPSES.

Rogue reels back.

Brad's 1, 2, and 3 stand up, they are angry.

BRAD 1
Hey, what did you do?

ROGUE
Don't touch me.

Rogue stands, frightened and confused. Brad blocks her in.

BRAD 3
Hey Brad, she's a mutant!

Rogue moves to get away, but Brad 1 shoves Rogue. Rogue falls to the floor of the train, right next to Logan's feet. Brad 1 moves toward her.

Suddenly, Logan steps in front of Brad 1.

LOGAN
How about you sit down and leave the kid alone, alright?

BRAD 1
She's a mutant.

LOGAN
Yeah, well, nobody's perfect.

ANGLE ON: Rogue, she gets up and huddles toward the rear of the train.

BRAD 1
(who is considerably larger

than Logan)
I think you should take a seat little
fella.

He shoves Logan backward. Logan gathers himself. Brad 4 is very weak but regaining consciousness.

Brads 2 and 3 stand to back their friend against Logan. It's now three against one. All the passengers are watching --

LOGAN
Listen -- I don't want any trouble.

BRAD 1
Well you got trouble.

Brad 1 slams his fist into Logan's stomach. Logan grabs the man's fist and lifts him up and over, slamming him into the train floor.

Brad 2 grabs a commuter's briefcase and smashes it on Logan's head. Bursting open, its contents fly everywhere.

Logan turns. Brad 2 stares wide-eyed as the gash on Logan's head starts to heal.

Suddenly, Brad 1 is up. He grabs Logan around the neck from behind. He holds Logan in his head lock while Brad 2 and 3 start punching him in the stomach and face. Logan is taking quite a beating and naturally the entire train of people are doing nothing.

ANGLE ON: Logan's eyes, his pupils are getting smaller. His brow furrows like a wolf. A low guttural GROWL.

Suddenly rage -- PRIMAL RAGE

Logan's feet kick out, his left foot strikes Brad 1 in the face knocking him backward, while his right foot hooks around Brad 2's head dragging him forward. With his left hand Logan grabs Brad 2 by the throat, squeezing the esophagus.

Brad 2 is paralyzed. His eyes roll up as the oxygen is cut off. Brad 2 collapses.

ANGLE ON: Brad 3 running out of the car with the other passengers. A TRANSIT COP pushes past the fleeing passengers, into the car.

Brad 1 still bear hugs Logan from behind. Logan reaches pushing his knuckles against Brad 1's leg. Suddenly:

SHOOK -- the sound of metal extending. Brad 1 howls in pain. SHOOK -- the sound of metal retracting.

Brad 1 releases Logan and stares down at three punctured holes in his leg. Logan wheels around, kicks him to the floor, and punches him.

All eyes in the train are on Logan, as he raises his fist.

SHOOK -- Logan extends his claws.

Logan is at the peak of his rage. The passengers stare in disbelief. Even Rogue is astonished.

TRANSIT COP
Freeze... transit police. Drop your
weapon.

Logan pauses, only for a second. Brad is wailing for his life.

But rage has taken over. Logan raises his blades to finish what he started.

Suddenly, THE TRAIN LURCHES VIOLENTLY. Logan goes flying backward.

EXT. TRAIN - NIGHT

The train has been brought to a sudden stop -- but the wheels are still turning. Finally, they are shut down.

INT. TRAIN CAR - NIGHT

The lights are out. Everyone gathers themselves. Then comes a low grinding creak. The sound of metal bending. Rivets popping.

EXT. TRAIN - NIGHT

Like the top of a sardine can, the entire side wall of the train car is peeled off. Revealing the terrified passengers inside -- and Magneto, Sabretooth, Mystique Toad and Pyro on the outside. With a final thrust, the air RIPPLES and Magneto tosses the car wall to the side.

Passengers from the other cars stare wide-eyed out their windows. The train has stopped at a railroad crossing, the gates are down.

MAGNETO
You can come out now, Logan. You're
among friends.

The transit cop rises to his feet, brandishing his pistol.

TRANSIT COP
Freeze!

With a turn of his finger, Magneto draws the pistol to him. The cop holds tight and is yanked off the train, onto the ground. With another twist of his hand, Magneto makes the gun leap from the cop's grasp and HOVER, pointing at the cop's head.

MAGNETO
You Homo Sapiens and your guns.

The gun cocks.

XAVIER (O.S.)
That's enough, Max!

All turn to see Xavier, seated in his wheelchair -- flanked by Cyclops, Jean and Storm. All, save Xavier, are in uniform.

THUNDER RUMBLES ACROSS THE SKY

ANGLE ON: Storm, a GUST OF WIND.

MAGNETO
I'll never understand your regard for them, Charles.

XAVIER
And I'll never understand terrorists.

MAGNETO
I am trying to save our kind, Charles. You should do the same.

XAVIER
Not at the cost of lives, Max.

Xavier's metal chair is gripped by magnetic forces. It shakes and begins to inch towards Magneto.

MAGNETO
Magneto.

The chair is pulled closer to Magneto. Cyclops steps forward. Xavier need not turn to know help is coming.

Magneto sees and respects Cyclops's power. The chair stops moving.

XAVIER
(to Cyclops)
It's alright... it's alright.

Magneto glances at Storm, then Cyclops.

MAGNETO
The two in Alaska. Just how do you people manage to be in the right place at the right time? Still tinkering with Cerebro?

XAVIER
(referring to Logan)
What do you want with him?

Magneto smiles now, tapping his METAL HELMET.

MAGNETO
Can't read my mind?

Xavier's expression falters. It appears as if the helmet has been made to block Xavier from doing just that.

MAGNETO (cont'd)
I'll tell you something, Charles, we are more alike now than we were when we started.

XAVIER
Is that so?

MAGNETO
Still trying to make the world safe
for our kind. Still trying to find a
way to introduce ourselves --
definitively.

XAVIER
Your definition of definitive was
always a bit extreme for me, Max.
What is it like these days?

MAGNETO
Let's just say that I am out to make
some radical changes. Now come on
Charles. For old times sake, for your
sake... Leave him to me.

Logan slowly rises from the huddled passengers.
Sabretooth fighting the urge to move on him. Logan
glares back at Sabretooth.

MAGNETO (cont'd)
Ahh... there you are brother. I
believe you possess something I am
very much in need of.

Just then, SABRETOOTH ROARS UNCONTROLLABLY and punches
Toad in the stomach, doubling him over. Oddly - Toad is
laughing. He stands upright.

TOAD
Do it again.

Another roar and another punch. Toad is crying and
laughing at the same time.

TOAD (cont'd)
Oh God it hurts. Do it again.

Magneto watches this, momentarily stunned.

Suddenly, Pyro grabs hold of his face.

PYRO
I'M BLIND.

And Mystique MORPHS into a small child and begins tugging
at Magneto's pant leg.

MYSTIQUE
I have to go to the bathroom.

Magneto looks at the cause of it all: XAVIER, HIS EYES
CONCENTRATING, HAS ALL OF MAGNETO'S MINIONS UNDER HIS
PSYCHIC CONTROL.

Cyclops cannot help laughing. Storm and Jean smile.

Magneto is furious.

MAGNETO
If I could make you understand. If
you could just be made to see it the
way I do. The way it's going to be.

XAVIER
The way what is going to be?

MAGNETO
I'm going to change the world with or
without you as a witness, Charles.
(Points to Logan)
And this one gets a front row seat.

XAVIER
What do you mean to do?

And Magneto steps back a little further. His oddly
behaving consorts follow.

MAGNETO
This checkmate goes to you. I didn't
want to hurt anyone. But you leave me
no choice.

XAVIER
WHAT DO YOU MEAN TO DO?

Sabretooth and Toad walk away, still with the punching
and asking to be punched.

Magneto takes the little girl/Mystique by the hand and
the blind Pyro by the arm and leads them away,
humiliated, to their waiting helicopter.

Xavier turns back to Logan, still standing in the train
car, amidst all the huddled passengers. Suddenly, all
the passengers except Rogue lay on the floor and seats
and go to sleep. A few of them even snore.

XAVIER (cont'd)
Now will you come back with us?

A look crosses Logan's face. Uncomfortable.

LOGAN
Look, I appreciate your concern. But,
I do better on my own.

Xavier indicates the wreckage of the train.

XAVIER
You got less than sixty miles today.
I'll make you a deal. Two days.
If we haven't figured out what Magneto
wants with you by then... I'll bring
you back myself.

Logan looks up at Xavier suspiciously, hating that he is
making sense. Xavier moves closer.

Logan looks over at Rogue, covered in her layers of
clothes. Storm is helping her off the train, yet taking
care not to touch her skin.

LOGAN
What are you going to do with her?

Xavier looks to Rogue. A warmth comes over his face. An

Look of understanding. At a glance he has read her mind. He knows her pain -- her struggle. Rogue looks to Xavier. Their eyes meet.

XAVIER

Rogue is a beautiful girl, with an extraordinary power. One that even her own family isn't able to accept. She's been on her own for weeks now, searching for a home. A place to belong.

Xavier turns to Logan.

XAVIER (cont'd)

-- We're going to give her that.

Logan looks at rogue, contemplating this. Then to Xavier.

LOGAN

Forty-eight hours, old man. But if you cross me, I won't feel any guilt about what I do to you.

XAVIER

Deal.

Logan eyes the rest of the gang until he settles his gaze on Jean. He offers a faint seductive smile. This is not lost on Cyclops.

INT. MAGNETO'S LAIR - CELL - LATER - NIGHT

A cell with bars, but no visible door.

Kelly is hunched over his toilet, heaving. His suit is rumpled and dirty, showing signs that time has passed.

There is a television just outside the door:

We see SEVERAL NEWS HELICOPTERS circling a platform built against the backdrop of the main entrance to Ellis Island. We see massive security measures, the likes of which have never been attempted, being prepared.

(Voice plays over the rest of the scene)

NEWSCASTER (V.O.)

Is there such a thing as too much security? A possible complication adding to the United Nations Anniversary is the sheer number of security personnel for what will be the largest single summit in the history of the planet.

He walks towards the cell and tries to look down the hall, pressing his face to the bars.

NEWSCASTER (V.O. CONT'D)

While the Secret Service has never had difficulty handling one or even several world leaders, it has never had to handle the daunting task of

watching over all of them.

It is only then that he hears a slight crack and his head squeezes between the bars like a soft-shelled egg. He gasps in pain, but more from shock. He pulls his head back with some difficulty and POP, it squeezes right back through.

KELLY
What have you bastards done to me?

Kelly is horrified. Disgusted. He paces the cell, unable to comprehend what has happened to himself.

It is only when he hears the sound of a HELICOPTER IN THE DISTANCE that he reacts. He starts to panic, then collects himself. Then he goes over to the bars again. He pauses, afraid... then:

He pops his head through again. He turns his shoulder toward the bars and begins to push. His feet slip in the floor and his fingers stretch and crack inside, then his ribs begin to pop one by one with the brittleness of undercooked spaghetti. It is agonizing, but Kelly finally manages to pull his horribly-altered body through the bars.

INT. HALLWAY - NIGHT

Kelly's whole chest and pelvis are slightly flattened beneath his clothes, but with a hideous crunching sound, they seem to inflate again back to normal.

Kelly looks at his body with a mixture of fascination and disgust.

VOICE
HEY.

Kelly turns and screams. Blob has just walked into the room and lunges, grabbing him by the arms. Kelly is enveloped in this fat, hulking mass. He manages to keep one hand free and all he can do is push it against Blob's face. It is futile. Until...

Steam begins to come off Blob's face. And Blob SCREAMS IN PAIN.

EXT. HELIPAD - NIGHT

Senator Kelly's helicopter, which has obviously been pilfered for Magneto's use, lands.

Magneto, Sabretooth, Pyro, Mystique (no Toad) all climb out, having returned from their ill-fated attempt to get Logan.

INT. HALLWAY - ELSEWHERE - NIGHT

Kelly peers down the hall where we first went on our way to meet Magneto.

Kelly, with only that way to go, does so, passing once again the odd assortment of machines, very reminiscent of the one he was exposed to.

He hears voices coming toward him and he looks around wildly, wondering what to do. Shadows foretell the arrival of the brotherhood headed this way.

Kelly turns to run back from where he came from.

INT. HALLWAY - ELSEWHERE - NIGHT

Magneto and Sabretooth come walking from the other end of the hall and pass the very spot where we just saw Kelly. No sign of him.

INT. CELL - NIGHT

From which Kelly has escaped. The bars bend to make room for Magneto as he walks into the room.

MAGNETO
How are we feeling today, Senator?
Advanced, I hope...

But he freezes when he actually enters the room.

First, he sees that Blob is laying on the floor with a purple, welt-like hand print across his face. It is blistered and hideous. Blob is gasping for air.

Magneto looks and sees the cell is empty. He looks at Sabretooth.

MAGNETO (cont'd)
I want him alive.

SABRETOOTH
I'll find him.

MAGNETO
ALIVE.

And Sabretooth bolts back from where they came.

EXT. MAGNETO'S LAIR - NIGHT

Kelly hits the fresh air, looking around wildly. He runs for the edge of a cliff high over the ocean.

He raises his hands, we see his palms are covered with those wicked spines and they are dripping a venomous fluid not too different in color from the wound on Blob's face.

But then suddenly, something is wrong. Kelly buckles, clutching his stomach again. He squelches what would have been a scream of agony.

He looks at his palms and the spikes are gone.

Kelly hears footsteps. Suddenly out of the darkness Sabretooth barrels toward him.

Kelly turns and LEAPS. Sabretooth comes to the edge of the cliff.

When he looks over, Kelly's body has vanished. Swallowed

by the sea.

Only his clothes remain on the rocks below.

INT. LOGAN'S ROOM - NIGHT

Jean shows Logan the simple dorm cube with a bed and a small desk. Jean opens the door for Logan and he inspects the sparse surroundings grimly. Cyclops stands just outside the door - eavesdropping.

JEAN
Anything else I can get you?

LOGAN
Some cigars. Case of beer.

JEAN
There's no smoking or drinking on the school grounds.

LOGAN
I won't light the cigars - how about that?

JEAN
I'll see what I can do -- You should get some sleep. Even with your healing ability, you're going to be hurting for a while.

LOGAN
What if I like the pain?

Jean doesn't know what to make of that. She is about to leave, then pauses.

JEAN
The Professor said you were a soldier. Actually, I believe he used the word mercenary.

LOGAN
Yeah? Well I don't like to talk about my past.

JEAN
Maybe, the Professor could help you with that.

LOGAN
By reading my thoughts?

JEAN
If necessary.

LOGAN
(smirks)
What if they're naughty?

Jean smiles politely at his knowing glance.

JEAN
Get some shut-eye, slick.

She shuts the door.

INT. HALLWAY - NIGHT

Jean hesitates at the door, thinking. Smiling. She turns and only then does she realize Cyclops is standing there.

She is startled.

JEAN
Scott.. I -

CYCLOPS
I don't like him being here.

JEAN
What are you talking about?

CYCLOPS
You saw what happened tonight. You think Magneto won't come after him again. You think he won't come here if necessary. This is a school, for God's sake.

JEAN
If Magneto is planning to use Logan for some terrible purpose it's our responsibility to do something.

Cyclops shakes his head.

JEAN (cont'd)
What's wrong? There's something else bothering you.

Cyclops gets closer to Jean. She puts her hand on his chest.

CYCLOPS
I have a bad feeling about this.

Jean leans in slowly and kisses Cyclops just beside his mouth

JEAN
You know I love you, Scott.

Cyclops pulls her close. They hold each other.

INT. LOGAN'S ROOM - NIGHT

E.C.U. Logan's ear. His super-sensitive hearing has picked up the whole conversation.

Logan looks over on the bed and sees a new sketchbook and several pencils.

A small note is attached.

I hope you don't mind. I understand this helps you relax.

- X

Logan shakes his head.

INT. XAVIER'S OFFICE - LATER - NIGHT

A white light board. Beast's blue furry hand slides a long, full-body x-ray in place.

Beast is showing Logan's x-rays to Cyclops, Storm, Jean and Xavier.

BEAST
Adamantium. Until today I thought it to be a myth. Impenetrable, unbendable, resistant to the most extreme heat, cold, indestructible.

Beast points to the x-ray.

BEAST (CONT'D)
It's been grafted to his entire skeleton.

XAVIER
He also has accelerated healing abilities - uncharted regenerative capability, making his age impossible to determine. He could very well be older than I am.

STORM
Is the Adamantium part of his mutation?

XAVIER
No. Someone put it there, relying on his healing abilities to keep him alive.

CYCLOPS
What do you think Magneto wants with him?

Xavier wheels himself to the window, staring out, deep in thought.

XAVIER
I'm not entirely sure it's him that Magneto wants.

ANGLE ON: X-ray of Logan's Adamantium skeleton.

INT. MANSION - NIGHT

Rogue. The waifish young thing who hides so well in the shadows seems more comfortable to be moving through the mansion at night.

She passes through the halls and rooms not making a sound in her strangely-swathed body suit.

INT. LOGAN'S ROOM - NIGHT

She creaks a door open slowly, letting a shaft of dim

Light slice the darkness.

The light shines across a nightstand. Rogue stares down at the notepad, a sketch it. It is of an animal, small but fierce - a wolverine.

She walks in to a figure laying in the bed and stands over him. Over Logan.

He lays under a single sheet, sweating, his eyes moving quickly this way and that in R.E.M. His hands twitch.

Rogue leans closer.

PUSH IN ON LOGAN'S EYES AS THEY MOVE UNDER THE LIDS.

FLASH - DREAM SEQUENCE

INT. MILITARY LAB - THE PAST - NIGHT

Like none we have ever seen thus far. In fact, judging by most of the instruments here, we are looking at a laboratory some fifty years old.

Logan looks down and we can see his body, naked, strapped to a table.

A hand puts a mask over his mouth and -

BLACK

He awakens -

STILL LOGAN'S P.O.V.

He struggles weakly with restraints as doctors in lab coats and thick, red rubber gloves stand over him taking notes, paying very little attention to him at all.

On the other side of the room is a huge vat filled with some kind of molten metal. At the base of the vat is a giant electromagnet generating a huge gyroscope which created enormous friction energy - the apparent source of the intense heat for melting the metal in the vat.

AGAIN THE MASK PUTS HIM UNDER AND:

BLACK

Awake again, but this time sinking into water - restrained completely now.

Logan looks down and gets only a glance of his body, seeing that he is a series of incisions from head to toe - literally split open - the flesh held back with hundreds of clamps.

HE SINKS INTO THE STRANGE LIQUID - LIKE WATER BUT THICK AND VISCOUS.

And the sound of a DROWNING SCREAM.

AND THE METAL IS Poured IN AFTER HIM.

THE SOUND OF MOLTEN METAL HITTING LIQUID IS UNNERVING. Mixed with screams, it is unbearable.

INT. LOGAN'S ROOM - NIGHT

SCREAMING

Logan's screaming as he comes to.

Logan's eyes FLASH OPEN. He looks up and sees a figure looming over him. In a flash he reacts.

THUD. Nothing more. Then silence.

The door bursts open and Cyclops stands in the doorway shocked. Frozen. Jean is next and finally Storm. They can only stare.

Logan sits upright in bed, CLAWS EXTENDED, INTO ROGUE'S CHEST. She is literally frozen at the end of his arm.

Finally, Cyclops breaks the silence and moves to grab her.

STORM
DON'T TOUCH HER.

Cyclops freezes.

Logan finally pulls his claws free and retracts them. Rogue staggers, she pitches forward and touches his face gently with her hands, as though she would like him to be the last thing she sees on this Earth.

Logan and Rogue, locked in a fatal moment of tenderness snaring a look of loneliness that only they can understand.

But suddenly, Logan seems to change.

And before he can say another word, he begins to tremble, then he starts to howl in pain.

Rogue SNAPS BACK, mouth open in a gaping, silent scream. What sound comes out does not match the expression at all. Merely a gasp, like steam escaping. Through the huge slash in her clothes, we see the wound on her chest slowly vanish.

Before long, she transforms back into a healthy young girl with no sign of injury.

Then, her escaping breath begins to accelerate, much in the way Logan's did - too much like Logan's did. It is as if she has taken in his trait of berserker rage. Soon she is smashing things all around her. One hand rakes the wallpaper like claws.

Finally, she gets a hold of herself, becoming the introverted Rogue we all know so well.

Then she stands slowly, looks at the others.

And she runs from the room. Storm runs after her.

The rest turn to Logan, who lays on the floor, convulsing.

Jean goes to help him. She looks back at Cyclops. His expression makes it clear that his worst fears about Logan have come to pass.

EXT. PUBLIC BEACH - DAY

A familiar scene of suburban escapism. Crowded enough that most people can move about unnoticed.

In fact, most people do not notice the very large jellyfish shooting through the water at remarkable speed. And only a few notice the COMPLETELY TRANSPARENT MAN emerging from the water.

It is Senator Kelly, and he resembles in many ways a jellyfish. His skin and innards are clear and gooey. It is only when he comes completely and naked out of the water that he returns to somewhat normal.

He walks up to the beach and people recoil from the very sight of him. Pointing, whispering. Then just laughing at the naked man.

Kelly grabs a towel off an empty chair, a Hawaiian shirt off another.

Suddenly, he buckles, grabbing his stomach and lurching away in terrible pain.

He barely pauses when he hears a child's voice in semi-whisper:

CHILD'S VOICE
Mom, is that a mutant?

INT. HALLWAY - DUSK

Storm and Logan walk down the hall. Logan is wearing sweats. He has obviously just woken up. The sun is low in the horizon and the hall is suffused with an orange glow.

Students pass by them. By now, the students have heard rumors about what happened the night before. They watch Logan fearfully as they pass by him.

LOGAN
Why is everybody up at sunrise?

STORM
The sun is setting, Logan. You've been asleep for nineteen hours.

LOGAN
What did she do to me?

STORM
She borrowed your power to save her life. When she touches someone, she absorbs their strengths -- their gifts. In your case -- your ability to heal. That's why she keeps her

body covered.

LOGAN
I felt like she almost killed me.

STORM
If she held on any longer she could have.

LOGAN
And you think it helps calling her Rogue?

Storm shakes her head, but remains patient.

STORM
We've learned to embrace what we are rather than hide it like an affliction. For some, it has become their identity. You mock the names these people choose but they wear them as badges of pride.

They arrive at the door to the gym.

LOGAN
Inspiring -- Now what am I doing here?

CYCLOPS (O.S.)
I wanted to talk to you.

Logan turns and sees Cyclops.

CYCLOPS (cont'd)
Storm, would you excuse us please?

STORM
Of course.

She exits.

CYCLOPS
Let's take a walk.

Cyclops begins to walk away in the other direction.

Logan just watches him go. After a moment, he decides it might be more interesting to see where this is going. He follows. They walk across the hall to:

INT. GYMNASIUM - NIGHT

On first glance, the gym looks really average. A fairly standard boxing ring in the middle. A fairly standard weight set nearby.

Then you notice the weights themselves are abnormally large.

100. 200. 300. 400 pounds. All the way up to 2000. And that is just one stack.

Cyclops enters first with Logan coming in behind him.

CYCLOPS

How long have you been in Alaska?

LOGAN

I don't remember. Is that what you wanted to ask me?

Logan is barely through the door when Cyclops whips around on Logan and thumps his finger into his chest.

CYCLOPS

I just wanted to make you clear on something. Personally, I don't care what Magneto wants with you. He can take those claws of yours and use them for Barbecue skewers. What I do care about is the safety of this group. The Professor is in charge, and after the Professor, there's me. So, for the remainder of your time here, you're going to keep that killer instinct of yours locked down so no one else gets hurt.

Beat.

LOGAN

(smirks)

I've served with men like you before. Methodical. Systematic -- Naive. You know what happens to those men in a real fight?

CYCLOPS

You know, you --

LOGAN

Shut up. I got no interest in you, Xavier,

(he points mockingly at the X's on Cyclops' uniform)
or your... X-Men.

Logan takes him in for a moment.

LOGAN (cont'd)

And I don't think this has anything to do with my 'killer instinct.' You just don't like the way I'm looking at your girl -- Or maybe you don't like the way she's looking back. And maybe you think you're man enough to do something about it.

Cyclops is enraged. A red light begins to glow around the edge of his visor and the ruby-quartz lens brightens. We can faintly hear the low hum of immense power that is now barely contained. Before Cyclops can even react, Logan puts his fist against Cyclops' throat. SHOOK! Logan extends one claw up one side of Cyclops' neck. He smiles.

LOGAN (cont'd)

C'mon sport. You think you can blow the meat off my bones before I gut you? Let's find out.

The air is now charged with tension. The two men are about to attack when-

XAVIER (O.S.)
Cyclops!

Logan whirls and sees Xavier regarding them sternly. Logan turns his building anger on Xavier.

LOGAN
I have a question for you, Chuck.
What's the point?

Xavier sits calmly as Logan, claws still extended, marches over to him.

XAVIER
The point of what?

LOGAN
This. This whole God damn thing.
(derisively, at Cyclops)
Making yourselves into some sort of
i team of super-powered freaks.
Teaching wayward mutants about
classical literature. For what?

Logan continues to advance on Xavier. Cyclops moves to stop Logan, but Xavier waves him off.

XAVIER
The point is to step into a more
evolved position of social
responsibility. To recognize that
there is a world out there and that we
mutants are as much a part of it as
normal human beings.

LOGAN
What if it never happens? What if
they're so afraid of us that we become
the enemy? -- This place is gonna be
one giant cemetery.

Xavier has heard this argument before.

XAVIER
Now that's Magneto talking.

LOGAN
No. That's me talking. And you know
what? It's only been thirty-two hours
and you still have no idea what this
guy wants with me.

XAVIER
I believe he wants you for your
Adamantium.

Logan raises his hand to his chest grasping for something that no longer hangs from his neck.

XAVIER (cont'd)
You're thinking of your dog tag. It

was made of Adamantium wasn't it?

JEAN (O.S.)
Professor.

Logan turns and sees Jean walking towards them.

XAVIER
What is it?

JEAN
Rogue's missing.

Logan looks at Jean with concern.

INT. CORRIDOR - NIGHT

A long, dark subterranean corridor with gleaming walls and floor. Well lit and strangely echoless.

Logan follows Xavier, who are in turn followed by Storm, Cyclops and Jean to a thick steel door at the end of the hall.

LOGAN
Where are we going?

XAVIER
To find Rogue.

LOGAN
How?

XAVIER
The brainwaves of mutants are quite different than those of the average human being.

At Xavier's eye level is a black screen with a chin-rest like you see at the eye doctor. Xavier rests his head in it and the screen lights up.

XAVIER (cont'd)
Cerebro amplifies my power. It allows me to browse the world's consciousness and find the genetically enhanced.

A vertical beam scans across his eye and a picture of Xavier's retina appears on the screen next to a computerized image of the same. The two images overlap and match perfectly.

XAVIER (cont'd)
This is how I found you.

A small beep and a loud KNOCK of tumblers rolling and the vault door opens.

They walk inside.

INT. CEREBRO - CONTINUOUS - NIGHT

They come into a room with a high sphered ceiling - entirely black.

In the center of the room is a huge - for lack of a better term - device. Part computer, part super-structure, it is the sort of precision tangle of metal and wire that would make Da Vinci weep. It has a space in the bottom that seems to fit Xavier and his chair perfectly. Suspended above its center -- a web of wires, tubes, and cables all connecting to the heart of the device -- a CHROME SKULLCAP.

Logan slowly circles the device.

Logan looks at Xavier, perhaps even a little impressed.

LOGAN
You designed this yourself?

XAVIER
Actually, Magneto helped me put it together.

LOGAN
He helped you?

XAVIER
We were friends once... But that was a long time ago.

Jean, Logan, Cyclops and Storm watch as Xavier fits his wheelchair into the huge machine, and the chrome skull cap lowers onto the Professor's head, fitting like a second skin. It comes to life. What was dark and menacing is now a brilliant explosion of colored lights.

CLOSE UP ON:

XAVIER - into and through his eyes and:

EXT. SPACE - NIGHT

Closing in rapidly on the planet Earth.

Passing into its atmosphere, making a few orbits, all the while hearing the deafening voices of billions.

Every country, every city, every town, berg, hamlet and village.

Every language.

Every thought.

The voices descend to a sizeable crowd of millions, then thousands, gradually working their way to one.

EXT. SKY - OVER WESTCHESTER - NIGHT

Down a tree-lined road and around a corner into a parking lot.

Single out a figure that - by the clothes - can only be Rogue. Close in faster and faster, lower and lower until we go right through the back of her head to:

BLACK

SILENCE

ROGUE (O.S.)
I don't belong... I don't belong...
I'm sorry... so sorry... there's
nowhere...

INT. CEREBRO - NIGHT

Xavier's eyes open.

XAVIER
I've found her, Westchester Mall.

LOGAN
I'll go.

CYCLOPS
No... I'll go.

Logan looks over to Jean.

LOGAN
O.K. sport... you go.

INT. WESTCHESTER MALL - NIGHT

A mother and child wander in a typical shopping daze.

PULL OUT TO REVEAL

Crowds of shoppers mill about, a typical crowded evening at the mall. Rogue comes up the escalator, wandering through them all.

She walks under a high-sphered glass ceiling, revealing the night sky outside.

She walks over to a Victoria's Secret store and looks up at the mannequins in the windows who wear almost nothing at all. Quite a contrast from her own, stifling garb. She touches the glass as though trying to reach them, then she moves on.

ROGUE'S P.O.V.

She looks all around the mall at the many oblivious people here. Children playing tag on one side. A young couple holding hands.

Human contact all around.

She walks past a small child, her hand nearly brushing the girl's hair.

Rogue takes a seat on a bench, alone.

A figure comes into frame.

STORM
Rogue.

Rogue looks up and sees Storm standing right in front of her. Her eyes dart around, looking for a way out.

STORM (cont'd)
You don't have to run.

Finally, Rogue surrenders.

ROGUE
I'm sorry. I'm not like the rest of
you -- I'm tired of hurting people.

She starts to cry now.

STORM
It's okay.

ROGUE
Why did I have to be like this? What
purpose does it serve?

And when Rogue looks up, she sees another figure - this
one filling the frame behind Storm.

A huge clawed hand grabs Storm around the throat and
lifts her up as she struggles in vain.

INT. MALL - LOWER LEVEL - NIGHT

Cyclops looks up and sees Storm is being CHOKED BY
SABRETOOTH, her feet not touching the ground.

Rogue is frozen with fear.

He tries to get a shot with his visor, but too many
people are in the way.

INT. MALL - UPPER LEVEL - NIGHT

Sabretooth smiles as Storm struggles to turn. He
whispers in her ear.

SABRETOOTH
Scream for me.

CLOSE UP ON:

STORM'S EYES as the life is being squeezed out of her.

INT. XAVIER'S OFFICE - NIGHT

MIRROR SHOT OF XAVIER'S EYES

Suddenly, Xavier touches his throat, then raises a
shaking hand to his head.

XAVIER
Dear God.

Xavier wheels himself from the room.

INT. MALL - LOWER LEVEL - NIGHT

Cyclops has a clear shot now. His eyes start to glow
brightly.

Suddenly, a familiar movement on the pedestal behind him.
Toad has been camouflaged the entire time. He comes down

and FLICKS HIS LIZARD-LIKE TONGUE, snatching the visor from Cyclops' face.

Deep red light far greater than anything we have ever seen before comes blasting out of cyclops' eyes without any sort of control, as if a fire hydrant had been ripped from the ground.

His head comes back and the light blows the whole of the glass ceiling to smithereens, bringing it down on panicking shoppers who scatter.

Toad leaps to the second level and then again out of sight.

INT. MALL - UPPER LEVEL - NIGHT

Sabretooth reacts, surprised by the sudden shift. This gives Storm one last chance to breath.

We notice now that something is happening to her body.

INT. MALL - LOWER LEVEL - NIGHT

Cyclops stumbles helpless, his eyes are shut to prevent further destruction.

CYCLOPS
GET OUT OF THE WAY. GET OUT OF THE
WAY.

INT. MALL - UPPER LEVEL - NIGHT

Storm, nearly lifeless now, struggles with what little strength she has to get free of Sabretooth. He relishes the slow kill.

But suddenly ALL THE HAIR ON HIS BODY STANDS ON END. Sabretooth is momentarily confused.

Storm's eyes open wide as her body convulses.

BOOM

A huge bolt of lightning shoot from her body into Sabretooth's chest, knocking him back in shock. Storm falls to the ground, not breathing.

Sabretooth, stunned and scorched, gets to his feet and smiles at his handiwork. He is about to move in and finish them both when the rumble of a helicopter can be heard above.

He looks up and sees SENATOR KELLY'S HELICOPTER passing over the hold in the roof. Sabretooth leaps up and pulls himself out of the opening.

Toad is a leap behind.

Rogue rushes to Storm, struggling with how to give her mouth to mouth, CPR, anything to resuscitate her without touching. She is starting to panic now. She looks around, but anyone still left in the mall is running for the doors.

But why would they do this?

Then a look of realization...

EXT. MANSION - MEANWHILE - NIGHT

Rogue hurries past several students.

She runs up to the large front doors of the school, but they are locked. She looks around and then runs toward the side of the building.

INT. LABORATORY - NIGHT

Beast, continuing his research into Magneto's plan, is analyzing the x-rays of Logan's skeleton. Several books about metallurgy are scattered across the table.

INT. LOGAN'S ROOM - NIGHT

Logan is sketching quietly. He chews a cigar, keeping it politely unlit.

He hears something. He stands, goes to the door and opens it. He cocks his head... listening... smiling...

We hear it too, sharing his ears.

It is a woman breathing, groaning. He smiles and follows the noise.

EXT. MANSION - NIGHT

Rogue climbs through a student's open window.

INT. MANSION - NIGHT

She darts down a hallway and around a corner, looking around, staying low.

INT. GYMNASIUM - NIGHT

Jean is working out on an average-sized set of free-weights, sweating, pushing hard. Obviously the sound Logan heard. She is on her back doing presses.

Suddenly, she looks up and sees Logan standing over. She is startled and starts to drop the bar. He catches it.

LOGAN
You should always work with a spotter.

JEAN
He's busy right now.

Logan cannot help but glance at her left hand, still clinging to the bar. The shimmering diamond on the third finger.

LOGAN
I was thinking maybe you and me could go into town.

JEAN
Were you now?

LOGAN
What do you say?

JEAN
Not interested.

Logan shrugs, starts to take his hands away. Jean is not ready to take the weight of the bar. It almost comes down on her when he catches it again.

JEAN
Let go.

LOGAN
Sui t yoursel f.

And he does. And so does Jean at the same time. She gets up and faces Logan - the bar simply hovers in mid-air.

Logan smiles.

INT. LABORATORY - NIGHT

Beast looks at his watch. It's stopped. He puts it to his ear -- shakes it. Then his ears perk up. He hears something. He glances at the wall. All things METAL -- picture frames, chairs, objects on tables, etc. start to move one after the other. It is as if some magnetic force is moving past the wall, just outside the lab, heading for the open door.

Beast, sensing the danger, makes a run for the metal door. Just as he reaches it, it SLAMS closed -- knocking him back across the room.

Beast CRASHES into the wall on the opposite side of the lab. His leg badly hurt, Beast tries to crawl toward the door.

But as he does this, METAL OBJECTS from around the lab fly in front of it sealing him in.

INT. CORRIDOR - NIGHT

Rogue moves quietly down the corridor that leads to Cerebro.

She comes to the retinal scanner - she brings her eye to the screen.

It lights up and scans her eye. A PICTURE OF XAVIER'S RETINA appears on the screen.

A SINGLE WORD APPEARS ON THE SCREEN beneath it:

ACCESS DENIED

The scanner scans again.

E. C. U. ON ROGUE'S EYE

Something is wrong. The eye not being scanned is a familiar yellow. It is Mystique.

Her other eye changes in the light of the scanner. The retina reshaping itself in minute ways.

ANGLE ON: The screen -- ACCESS GRANTED -- CHARLES XAVIER

The door to Cerebro opens.

Rogue or rather Mystique, rushes in. She goes to a small panel on the side of Cerebro.

She opens it. She reaches in. SHE REMOVES A COMPUTER CHIP -- No more than three inches wide.

INT. HALLWAY - NIGHT

ANGLE ON: The black boots of a man, walk down a hallway, as students peer from their sleeping quarters, terrified.

INT. GYMNASIUM - NIGHT

Jean is casually wiping sweat from her brow. Logan's eyes possess a certain focus intent.

LOGAN
He's uptight.

JEAN
He takes his work seriously.

LOGAN
He takes himself seriously.

JEAN
What is it you're failing to get at?
Are you interested in me?

JEAN
I'm just interested.

Holding out her left hand.

JEAN
Logan, do you see this ring?

LOGAN
I've seen a lot of rings.

JEAN
Yeah, I'll bet you have.

Before he can reply, Rogue is standing in the doorway looking at them.

JEAN
Rogue, where have you been?

ROGUE
Logan. The Professor wants you to come with me right away.

E.C.U. on Logan's nose. His nostrils flare... sensing...

Logan squints the tiniest bit. We know he knows something is wrong, but he is hiding it.

LOGAN
(to Rogue)
Hey Rogue, tell Jean what you were
telling me last night.

Rogue pauses. Confused.

ROGUE
The Professor--

Logan walks towards her.

LOGAN
You remember. About women.

He moves closer.

ROGUE
Logan--

LOGAN
Whatever you say about them being the
same...

SHOOK. The claws are out. HE LUNGES.

LOGAN (cont'd)
No two women smell alike.

He grabs Rogue by the throat.

JEAN
Logan, what are you doing?

Jean, seeing Logan threaten Rogue with his claws for the
second time, RAISES A VAULTING HORSE INTO THE AIR.

LOGAN
This ain't Rogue!

He keeps his claws pointed at her face.

ANGLE TIGHT: Logan's left hand is wrapped around Rogue's
throat but part of it is TOUCHING THE EXPOSED SKIN OF HER
FACE WITH NO ILL EFFECTS.

Jean realizes that Logan is right. ROGUE MORPHS INTO
MYSTIQUE.

MAGNETO (O.S.)
Tel eki nesi s.

Jean spins around and sees MAGNETO. Without hesitation,
the vaulting horse FLIES AT MAGNETO.

Simultaneously, one of the thousand-pound weights flies
from the weight set and smashes the vaulting horse aside.

MAGNETO (cont'd)
Fascinating. What I wouldn't give for
that. Alas, metal is all I'm good
for. But it seems to serve me well
enough.

Jean is completely unaware of the huge set of lockers rising behind her.

LOGAN
Jean!

WHAM.

The lockers hit her in the back, sending her flying.

Jean lies motionless on the floor, unconscious. The heavy lockers are floating above her, wavering between a few feet and a few inches.

MAGNETO
I do love a good check mate.

LOGAN
What do you want?

MAGNETO
Come with me and I'll let her live.

LOGAN
You think I care about her? I'm the only one who's sure to walk out of here.

Pause.

MAGNETO
Then why don't you kill her.

This catches Logan a little off guard.

MAGNETO (cont'd)
Go on. Kill her. You can do it quicker than I will. Maybe I'll just cripple her.

The lockers now stand upright, hovering over Jean's knees.

MAGNETO (cont'd)
So do her the favor. Show her mercy.

Logan thinks for a moment -- looks at Jean still unconscious on the floor. Then:

Logan retracts his claws.

Mystique has morphed back into her natural state with the exception of ONE OF ROGUE'S POCKETS, which still clings to her hip. Mystique produces a large syringe from the pocket and sticks it in Logan's neck. Logan's legs weaken instantly.

MAGNETO (cont'd)
(to Mystique)
Call the others and tell them we have what we came for.

EXT. MANSION - LATER - NIGHT

The fence that surrounds the property has been bent and

buckled violently.

INT. MANSION HALLWAY - NIGHT

Xavier wheels down the hallway, pajama clad students are milling about the halls. Their faces showing that they are afraid to go back to their rooms. One GIRL, younger and smaller than the others, seems particularly upset.

Xavier wheels over to her and gently touches the side of her face.

XAVIER
It's going to be alright.

She manages a faint smile. Then Xavier looks to the other students -- their frightened faces.

INT. LABORATORY - LATER - NIGHT

Beast reclines in his lab chair, a splint on his leg.

Jean stands with Cyclops who watches through a new visor.

Rogue sits off to the side, bearing the guilt. While Storm, her neck badly bruised, stands near her.

For the first time we have seen -- Charles Xavier is angry.

STORM
When Rogue left the mansion, they must have followed her.

Xavier shuts his eyes furious.

XAVIER
Yes... they wanted me out of the way.
If I had been here... I...

Xavier opens his eyes and sees Rogue sitting on a chair in the corner. She is visibly upset. Xavier wheels over to Rogue. Xavier reaches out and softly touches her clothing covered shoulder.

XAVIER (cont'd)
This was not your fault. I knew there was a danger, I should have never left the school.

And with that he turns his wheelchair to the door.

XAVIER (cont'd)
I am going to find Logan.

Xavier leaves.

INT. CEREBRO - NIGHT

Xavier enters and wheels himself into the giant machine. It immediately comes to life - lighting the room. The chrome skull cap descends onto Xavier's head.

Xavier closes his eyes as the machine powers up.

E. C. U. ON XAVIER'S EYES

They fly open. And then a terrible noise. The sound of a well tuned machine suddenly going horribly wrong. Xavier is in terrible pain.

His back arches and he falls from his chair onto the floor. He struggles to reach for a fire alarm on the wall. His fingers stretch until finally -- he pulls it.

Warning bells wail. Xavier falls unconscious, convulsing.

ANGLE ON: Cyclops and Jean as they burst into the room.

INT. LABORATORY - LATER - NIGHT

Xavier lies asleep in a hospital bed. Several electrodes are taped to his head. A screen next to the bed monitors his erratic brain waves.

Jean and the splinted Beast stare at the monitor following its rhythm. Storm and Rogue stand at the foot of the bed. They are each trying to hide their fear, and not doing a very good job of it. Cyclops looks on, the stress shows on his face.

CYCLOPS
What's wrong with him?

JEAN
His vital signs are weak and getting weaker.

BEAST
I'm in the process of running more tests. But it seems that every minute that goes by he gets weaker.

All are silent. Rogue looks to Beast with desperate eyes.

ROGUE
Can you help him?

BEAST
I don't know.

Xavier lies in bed, motionless.

INT. FRONT HALL - DAY

Two huge wooden front doors -- morning light shines through the jagged holes in the wood where the knobs had been pulled off. The antique steel knobs lay twisted and mangled on the floor.

The small girl from last night kneels in front of the door with a dustpan, sweeping up the mess.

Something catches her eye. She sits up and leans in closer to the jagged hole in the door.

ANGLE ON: The little girl -- light from the hole washes over her face. Then suddenly the light is cut off, as if

something is blocking the hole.

DOLLY IN: as the small girl steps back, a look of fascination comes across her face. As if she sees something coming through the hole.

INT. CEREBRO - DAY

Cyclops, Jean and Storm stand before the device. Beast rises awkwardly on his splinted leg, his back to the open control panel.

BEAST
It's gone. The neuro-filter, someone removed it.

Jean stands.

STORM
What does that mean?

BEAST
The neuro-filter acts like a surge protector, regulating the infinite flow of information from Cerebro to the Professor's mind. It's what keeps him from being crushed by the consciousness of millions.

Cyclops steps away, pondering Beast's words. He understands the ramifications -- the damage that has been done to Xavier.

CYCLOPS
Can the Professor repair his own mind?

BEAST
I'm afraid without Cerebro's help, he won't have the strength to heal himself -- And without the neuro-filter... there's no Cerebro.

Jean is noticeably upset.

JEAN
He's already losing control of his vitals. Respiratory. Cardiovascular. Unless we manage to replace the filter by tomorrow morning, I'm afraid.

CYCLOPS
We have to find Magneto.

He exits. Jean follows him.

INT. HALLWAY - DAY

Cyclops is standing, motionless.

JEAN
Are you all right?

CYCLOPS
No. I'm... I don't know if we can do this without Charles.

Jean puts her hand lovingly to his face. Cyclops takes her hand.

JEAN
He put you in charge for a reason,
Scott.

She goes to kiss him.

SMALL GIRL
Dr. Grey?...

The small girl stands alone in the hallway.

SMALL GIRL (cont'd)
Someone is here to see you.

Jean's eyes widen -- and around the corner steps Senator Kelly, wearing the clothing he had taken from the beach. He trembles as though from a high fever. His body is covered with a layer of sweat.

KELLY
Dr. Grey.

JEAN
Senator?

CYCLOPS
How did you get in here?

KELLY
Your front door was damaged... there
was a hole...

Kelly makes a hole with his hands that is not much larger than that of a coffee can.

KELLY (cont'd)
... I squeezed through.

Kelly buckles in pain, but then catches himself.

Jean and Cyclops rush to help him. Beast crutches himself out to see what's happening.

Kelly notices Beast.

KELLY (cont'd)
What in God's name are you?

BEAST
I'm Beast.

KELLY
Of course you are.

INT. LABORATORY - LATER - DAY

Xavier is in bed, eyes closed.

Rogue holds vigil at his side.

Kelly is in the bed next to him, trembling, burning up

from what seems to be a bad fever that keeps getting worse.

Jean has a syringe in her hand and is swabbing some alcohol on Kelly's skin.

KELLY
I'm sorry to come here, Ms. Grey. I was afraid if I went to a hospital, they would...

JEAN
(interrupting)
Treat you like a mutant? We are not what you think. Not all of us.

KELLY
Tell it to the ones that did this to me.

Jean looks closer at his hands.

JEAN
I don't see these spikes you're talking about. I'm going to give you an antibiotic for the - Oh my God.

Jean and Kelly both look as the cotton swab ignites like flash paper in her hand. Everyone is shocked. Jean pauses and takes the bottle of alcohol from the shelf. She pours a small amount on Kelly's arm and it instantly catches fire.

INT. LABORATORY - LATER - DAY

Rogue is still sitting in a chair, next to Xavier's bed -- Xavier's opens his eyes. He looks at Rogue and smiles softly.

XAVIER
Hello, Rogue?

Rogue almost jumps out of her chair with excitement.

ROGUE
Hold on, I'll get the others.

Rogue exits. Xavier slowly looks over to Kelly lying in the bed next to him. Both men are weak and getting weaker.

XAVIER
Senator... Kelly?

KELLY
Yes... Who are you?

XAVIER
I am Charles Xavier. This is my school.

Kelly tries to speak, but his strength is waning.

The two men are a pitiful sight, both slowly coming apart.

XAVIER (cont'd)
Can you tell me what happened to you?

Kelly is in pain. It's a struggle to speak.

KELLY
(weak, delirious)
I was kidnapped... They killed
GUYRICH... mutants... There was a
light... a bright... light.

Xavier turns to Kelly, looking deep into his eyes.

He begins to PROBE KELLY'S MIND.

INT. EXT. VARIOUS FLASHBACK - DAY/NIGHT

FLASH

The following is an audio-visual collage of Kelly's perspective from throughout the film, coming back to us in a new order.

THE CAGE OF SENATOR KELLY in Magneto's lair. NOW HIS P.O.V. as seen by Xavier.

Vision fades in and out in a sedated haze.

He is laid out of a gurney.

KELLY (V.O.)
Whatever you do to me... no matter
what -- you'll make me right. Every
word I have spoken will be confirmed.

He looks up and sees Mystique wheeling the gurney, smiling down at the Senator.

MYSTIQUE (V.O.)
And people like you are the reason I
was afraid to go to school as a child.

FLASH

Kelly is looking around a large, sphered room. In the center is the MACHINE.

JEAN (V.O.)
The mutant gene tells the body when it
needs to change.

KELLY (V.O.)
I can assure you, there is no such
creature in my genes.

FLASH

The DOG TAG as it is elevated into the machine.

JEAN (V.O.)
In every organism on Earth there exists
a mutator gene -- The X-factor. The
beginnings of another stage of
evolution.

SLOWLY BUILDING LIGHT, growing brighter and brighter.

MAGNETO (V.O.)
God works too slowly.

Pull back as if the camera is pulling back through his eye, into his head -- A MICROSCOPE'S VIEW OF HIS CELLS, suddenly and violently disturbed.

KELLY (V.O.)
What have you bastards done to me?

CHILD'S VOICE (V.O.)
Mom, is that a mutant?

Kelly's reflection in the metal of the sink in his prison.

MAGNETO (V.O.)
You're a leader Senator Kelly, you set an example...

Bob's face, burned by Kelly's hands.

Over the cliff.

GUYRICH (V.O.)
... A Demonstration of some kind?

The venomous spike emerging from Kelly's hands.

MAGNETO (V.O.)
Because if more of you... were like more of us... like more of us...

GUYRICH (V.O.)
... the UN summit... the whole world will be watching.

KELLY (V.O.)
What is it you intend to do to me?

The woman staring up at him on the beach.

KELLY (V.O.)
Oh... Oh God... what have you done to me?

The boy on the beach.

JARRING FLASH

KELLY (V.O.)
Dear God... dear... God.

NEWSCASTER (V.O.)
... the largest single summit in the history of the planet.

JEAN (V.O.)
... the mutator gene will activate.

MAGNETO (V.O.)
Welcome to the future... brother...

The brotherhood of mutants.

A VIOLENT COLLISION OF NOISE, IMAGE AND LIGHT AND THEN:

Xavier's eyes burst open.

INT. LABORATORY - NIGHT

Rogue leads Storm, Jean, Beast and Cyclops quickly into the lab.

Xavier is lying in his bed. Jean looks up at the screen above him and sees Xavier's brain waves have dropped severely.

Kelly lies unconscious in his bed, his heart monitor weakening.

Beast limps over to Xavier. Xavier struggles to speak. Beast bends down so that Xavier can whisper into his ear.

E.C.U. Xavier's lips move as he tells Beast what he knows.

INT. LAB - LATER - NIGHT

Jean, Storm, Beast and Cyclops talk while the news plays silently on the TV in the background.

BEAST

It appears as though Magneto has built a machine which somehow triggers the mutator gene in normal human beings. And he is using Adamantium as its core.

CYCLOPS

Its core?

Beast grabs a wax pen and draws a lightbulb on a glass drawing board.

BEAST

Thomas Edison knew how to make the light bulb. He had the energy source. He had the vacuum. But he didn't have the filament. He tried metal after metal but nothing would hold to power.

STORM

(nods -- now understanding)
... until he found tungsten.

Beast finishes his lightbulb by drawing the filament.

BEAST

Correct... Apparently, Adamantium is the only metal strong enough to hold the energy this machine produces. He used the Adamantium in Logan's dog tag to test it on the Senator. And I assume now he plans to use the rest of Logan's skeleton for a larger demonstration.

CYCLOPS
For what purpose?

BEAST
Yes -- Only there's a problem. The mutator gene is not responding to the radiation the way it would in mother nature. It's forcing the body's cells to replicate thousands of times faster than they're accustomed to. The Senator's body is literally burning itself out. Scott -- this machine kills people and I don't think Magneto realizes it.

CYCLOPS
So where do you think he's planning this larger demonstration?

Jean looks down and sees Xavier pointing with a trembling hand, trying to speak.

Xavier is pointing to the television.

XAVIER
There...

He is looking at yet another report on Ellis Island.

Cyclops and Jean walk over. All they see on the TV is an aerial shot of Manhattan, slowly coming around toward the harbor.

The television image is from the P.O.V. of a helicopter circling Ellis Island, taking in all the security and construction. The grand main hall to Ellis Island and finally, what the helicopter sees as it comes around for one more pass.

SUDDENLY - The sound of Kelly's heart monitor begins to PICK UP SPEED. Jean rushes to Kelly and touches his pale neck. She draws her hand back quickly as if burned. The heart monitor keeps speeding up until it is racing faster than a human heart could possibly produce.

Jean backs away helplessly.

The sheet that covers Kelly's body begins to flatten out. The sweat covering the hapless Senator's body thickens into a viscous, clear liquid and begins to run off the table. Kelly is literally melting away. Cyclops holds Jean as she turns away.

ANGLE ON: THE TV -- the gathering leaders of the world, the water clogged with boats, and the thousands of onlookers on Manhattan Island. All well within range.

INT. READY ROOM - NIGHT

Storm finishes preparing to leave in another section of the ready room. Beast stands by on his Beast-size crutches feeling useless.

BEAST
I wish I could go.

STORM
We all do.

BEAST
Storm. Try to look for the highest vantage point. From what I can figure, he'll need to gain as much altitude as possible to blanket the island. It is my feeling that Magneto has to--

STORM
Beast.

Beast looks at her.

STORM (cont'd)
We'll be fine.

INT. LAB - NIGHT

Cyclops stands looking down at Professor Xavier. He starts to walk away but he is stopped. He looks down and sees that the Professor has weakly grabbed his sleeve. Cyclops looks at Xavier but he is still unconscious. His hand falls back to the bed.

CYCLOPS
You can still hear me... can't you.

Xavier lies still.

CYCLOPS (cont'd)
I want to thank you for taking me in. Taking us in... You have taught me everything in my life that is worth knowing.

Cyclops grimly regards Xavier.

CYCLOPS (cont'd)
And I want you to know that I'll take care of them.

INT. READY ROOM - NIGHT

Cyclops and Jean get into their uniforms.

Jean is about to go to the hanger when Cyclops stops her.

CYCLOPS
Hey. I'm sorry. About Logan. I was jealous.

JEAN
(putting her arms around him)
Well, I think that's perfectly understandable.

CYCLOPS
I'll tell you one thing though.

JEAN
What's that?

CYCLOPS
He calls me sport one more time, and
I'll blow a watermelon-sized hole
through him.

She smiles and kisses him.

CYCLOPS (cont'd)
Now let's go get him.

INT. X-JET - NIGHT

Cyclops, Storm, and Jean board the X-Jet. They find --
ROGUE, strapped into a seat, ready to go.

INT. HANGER - NIGHT

ROGUE stands outside the jet, obviously having been
kicked off.

INT. X-JET - NIGHT

Jean reaches out a hand. Cyclops takes it. They squeeze
tight. The X-Jet's engines begin to fire up.

INT. HANGER - NIGHT

The hatch slowly starts to swing closed. From where she
stands Rogue debates, and then runs, dashing inside as
the hatch to the X-Jet closes behind her.

EXT. BASKETBALL COURT - NIGHT

A basketball sits on the ground near the middle of the
court.

Suddenly the asphalt starts to vibrate and the basketball
rolls a few inches.

THEN: There is a grinding noise and the surface begins
to separate at the half court line. The basketball falls
through the widening hole and bounces off the wing of the
rising X-Jet.

LIFT-OFF. The jet turns and clears the hanger before
blasting off into the night sky.

EXT. ELLIS ISLAND - NIGHT

An aerial shot showing us the whole of the event.

Security of every kind covers every inch of the island.

Helicopters are coming in at the rate of about one every
minute to deliver dignitaries and their families from all
over the globe.

EXT. ELLIS ISLAND - BRIDGE TO NEW JERSEY - NIGHT

A steady flow of limos pour onto the island over a simple
two-lane bridge from New Jersey.

A NEWSCASTER IN THE FOREGROUND.

NEWSCASTER

With the ceremonies beginning shortly, it looks as though the last of the dignitaries have landed at Newark and Teterboro airports and will be arriving momentarily. It would seem the United Nations has had their wish tonight. There doesn't seem to be an empty seat in the house.

EXT. BATTERY PARK - NIGHT

The pier of the Ferry to Liberty Island.

A great many families have come to watch curiously the going on.

EXT. MANHATTAN HARBOR - NIGHT

The harbor is filled with police and Coast Guard vessels watching the water closely.

INT. NEW YORK CITY APARTMENTS/VARIOUS - NIGHT

A series of shots showing the many folks gathering to watch the historic event on television.

In some of these apartments, Ellis and Liberty islands can be seen from their windows in the distance.

INT. SECURITY CONTROL CENTER - NIGHT

The OPERATING COMMANDER monitors the countless video screens that display nearly every crevice of Ellis Island as well as other parts of New York Harbor as well as the network news feeds of the event...

EXT. ELLIS ISLAND - MAIN ENTRANCE - NIGHT

The front of the Great Hall of Ellis Island, where once immigrants poured into the new world by the millions.

A huge military band off to one side plays music from the different countries to help with the milling about and shaking of hands.

The PRESIDENT himself is in the crowd, meeting and greeting, a mob of Secret Service always right there. Follow him into:

INT. ELLIS ISLAND - MAIN HALL

A YASSAR ARAFAT TYPE, who we will call Yassir Arafat, comes up to the President and smiles.

The President introduces his WIFE AND CHILD as more delegates approach.

The two men LAUGH and then HUG to the flashing of a million bulbs.

Smattering of ass-kissy applause. Arafat and the President wave to press and the like.

EXT. OBSERVATION DECK - ELSEWHERE - NIGHT

We are looking down on what APPEARS TO BE a deserted part of the island. Away from the action.

PAN ACROSS THE EDGE OF THE ISLAND

Every fifty feet or so, uniformed Secret Service agents keep tight watch on the island.

ANGLE ON:

One Secret Service guy in particular.

PUSH IN FROM ABOVE - We realize we are pushing in unusually fast, as though we are falling.

WHAM. A sickening crunch.

Toad lands on top of the Secret Service guy. We have been watching from his P.O.V. The Secret Service man is tumbled into a heap. A real frog rabbits O.S.

Toad looks around quietly, listens... THEN LEAPS out of frame. Hold on the body of the Secret Service guy.

LONG PAUSE.

ANOTHER SICKENING CRUNCH OFF SCREEN.

EXT. LIBERTY ISLAND - NIGHT

Two Secret Service guys approach one another. One is holding a smoke, the other is producing a lighter. Just as his smoke is about to hit the flame, the flame dodges to one side. He moves the smoke to follow it, and the flame dodges the other way.

The guy with the smoke looks at the guy with the lighter as if to say 'knock it off.' The guy with the lighter shrugs as:

THE FLAME INSTANTLY GROWS TO A RAGING INTENSITY, ENGULFING THEM.

As they are incinerated and their ashes fall to the ground, Pyro climbs into view from the seawall below, dripping wet.

He has come dressed to make trouble tonight. Strapped to his back is an impressive looking flame thrower. A three tanker.

EXT. SEAWALL - NIGHT

A Coast Guard boat crawls into view just off shore. A Secret Service man in the foreground waves to the boat as it passes by.

EXT. COAST GUARD BOAT DECK - NIGHT

A thirty footer. Fast and sturdy.

The PILOT OF THE BOAT, a man in his late forties, waves back.

EXT. SEAWALL - NIGHT

As the Secret Service guy waves, he jolts upright, his face contorting in impossible pain. Slowly, he is lifted off the ground.

EXT. COAST GUARD BOAT DECK - NIGHT

PILOT'S P. O. V.

Sabretooth holds the last Secret Service man aloft, impaled on his claws. He waves now, the body swaying this way and that before he casually throws it to the ground.

The Pilot turns to the wheel of the boat as he MORPHS INTO MYSTIQUE and turns the boat toward the island.

EXT. BOTTOM OF THE SEAWALL - BOAT - NIGHT

Man-made rocky shore. The boat bumps and grinds on the rock. Sabretooth jumps down to the deck and meets Magneto coming up from below. They nod to one another and walk toward the front of the boat. On the deck is something covered with a tarp. Sabretooth pulls back the tarp to reveal Logan, still unconscious from the drug.

ANOTHER, MUCH LARGER OBJECT is on the back of the boat under another tarp, but we cannot see what it is.

Magneto steps off the boat and looks up -- up at someplace we cannot yet see.

EXT. ELLIS ISLAND - GREAT HALL - NIGHT

The dignitaries take their seats as the ceremony commences.

INT. X-JET - NIGHT

Cyclops pilots the plane as Manhattan comes into view. They bank to the south. Cyclops checks his monitors.

CYCLOPS
Radar Stealth Mode checks out. All right, there'll be less security north of the George Washington Bridge. I'm taking her down.

JEAN
Into the Hudson?

CYCLOPS
(smiles)
Uh-huh.

EXT. HUDSON RIVER - NIGHT

The X-Jet slows to a hover. It's Harrier Jet engines tilt back until they are vertical to the water. The engines cycle down and the plane lowers until it is hovering a few feet off the surface.

INT. X-JET - NIGHT

CYCLOPS
V. T. O. L. off.

EXT. HUDSON RIVER - NIGHT

The Jet's engines cut and the plane splashes down into the water. It floats there for a moment and then sinks below the surface.

EXT. BELOW RIVER SURFACE - NIGHT

As the X-Jet sinks, the hatches close off and the wings retract to transform the plane into a submarine. The engines pull tight to the body of the craft and begin to propel it forward.

EXT. HUDSON RIVER - NIGHT

AERIAL VIEW: The water ripples as the submersed aircraft passes under the bridge and into the harbor.

INT. SMALL ROOM - NIGHT

C. U. on Logan. He wakes. His arms are cuffed behind his back. He is delirious and weakened from the drug.

He looks around and sees that he is in an oddly shaped room with barely enough space for him and Magneto, who smiles at him in the half darkness.

LOGAN
(very weak)
Where am I?

MAGNETO
You're backstage at the encore of
creation.

He looks at his watch.

MAGNETO (cont'd)
Three minutes to curtain.

LOGAN
What are you going to do?

MAGNETO
In the road to survival, there is
always sacrifice Logan. We are the
future... not them. We must protect
ourselves. After tonight, when the
leaders of the world return home --
They will return as brothers, as
mutants... and our cause will be
theirs. This is survival, I know you
understand that, Logan... or is it
Wolverine?

He steps out of the hatch and closes it.

EXT. LIBERTY ISLAND - NIGHT

Magneto who looks down. From atop what, we cannot tell.

Magneto comes to stand on a railing outside from his high

perch, overlooking the island. From here we pull out to reveal at last where he is.

HE IS NOT ON ELLIS ISLAND AT ALL

Instead, he stands on the catwalk around the torch of the Statue of Liberty, about a mile away. He has his back to it's gold translucent flame, looking over at the activity on Ellis Island, hearing the band and inhaling the cool evening breeze.

MAGNETO
Give me your tired, your poor...

And he turns to the bright lights of Manhattan and it's millions of inhabitants.

MAGNETO (cont'd)
... Your huddled masses.

He brings a radio to his lips.

MAGNETO (cont'd)
Lights.

EXT. POWER STATION - NIGHT

Sabretooth is tearing the padlocks off of the generator shed that powers the island.

INT. POWER STATION - NIGHT

Sabretooth grabs a hold of a fuse lever marked 'Liberty Display Lights' and pulls it down. Turning it off.

INT. TORCH - NIGHT

Logan is now in darkness. He frantically pulls on his binds. No use.

INT. X-JET - NIGHT

Cyclops is monitoring the area above-water on a video screen.

JEAN
(points to the monitor)
The lights on the Statue of Liberty are off.

STORM
Beast said that he would have to take a high vantage point.

Cyclops, motioning to an open area of water next to Liberty Island.

CYCLOPS
Let's dock over there.

Cyclops pulls a lever. The X-Jet begins to surface.

CYCLOPS (cont'd)
Storm, give us some cover.

INT. APARTMENTS/VARIOUS - NIGHT

Televisions all over the city show the Statue sitting dark to countless curious viewers.

INT. X-JET - NIGHT

The water level outside the X-Jet lowers as the plane surfaces.

EXT. X-JET - NIGHT

The plane rises until it is nearly flush with the surface of the water -- Not a hundred yards from an obvious Coast Guard cutter. Out the jet's window, the Statue rises away into the fog that is now rolling in over the Harbor.

INT. SECURITY CONTROL CENTER - NIGHT

ANGLE ON:

The OPERATIONS COMMANDER raises a radio to his mouth.

OPERATION COMMANDER
Liberty One, Liberty One, this is
Horizon, do you copy.

AN AGENT'S VOICE RESPONDS.

AGENT'S VOICE
Go, Horizon.

OPERATION COMMANDER
(on radio)
Liberty, what's the situation with the
lights, over?

EXT. LIBERTY ISLAND - NIGHT

IT IS MYSTIQUE. The lower part of her face and the whole her neck are that of a stocky man.

MYSTIQUE/AGENT'S VOICE
Uhhh, Horizon, we've seem to have had
a shutdown at the generator, we're
five by five. There now, checking it
out. Everything is fine other-wise.

OPERATION COMMANDER
(on radio)
Roger Liberty one. Horizon out.

She MORPHS back into her full self and smiles.

MYSTIQUE
Darling... We're clear.

EXT. SEAWALL - NIGHT

Jean, Cyclops, Storm and Rogue step off the wing tip of the X-Jet onto the island. They climb over the fog encased seawall and stand staring up at the Statue and the desolate island.

EXT. TORCH - NIGHT

Magneto takes this moment in the darkness to point his hands and all of his concentration on the bottom of the torch.

The air RIPPLES with magnetic energy as -- the cap-like end piece of the torch begins to vibrate, metal groans, twists...

WITH A CRACK OF METAL, it comes free, dropping to the ground.

INT. TORCH - NIGHT

Logan stares down through the hollow torch as the cap falls away into the fog.

EXT. STATUE - BOTTOM - NIGHT

The foursome are deciding how to proceed.

CYCLOPS
We should check out operations, see if
the Secret Service is still around.

Storm is surveying the layout of the island. She looks up at the Statue.

STORM
LOOK OUT.

They all look up. The cap of the torch is SCREAMING DOWN towards them out of the sky. It crashes down as they leap out of the way.

CYCLOPS
I'm going to assume that means that
the Secret Service is out of
commission. Jean, can you raise me up
there?

JEAN
It's too far.

CYCLOPS
(assessing the situation)
Storm, Rogue, -- you take the south
entrance.
(pointing to the main
entrance)
Jean and I will go in here.

Storm and Rogue start for the south entrance.

CYCLOPS (cont'd)
(to Storm and Rogue)
I'll see you both soon.

EXT. TORCH - NIGHT

Magneto prepares to execute the next stage of his plan when he looks out over the island. A DENSE FOG has rolled in, obscuring his view of the bottom half of the Statue. He looks out towards Ellis Island and sees that the fog is localized over Liberty Island.

MAGNETO
(into radio)
Be careful everyone... I think we may
have company.

EXT. SEAWALL - NIGHT

The Coast Guard boat Magneto came in on. The giant tarp on the boat and what is under it.

IT RISES IN THE AIR, standing upright. The tarp slides to the deck to reveal:

THE MACHINE. The one Kelly and Xavier saw. The air ripples as it rises higher in the air.

INT. MUSEUM - NIGHT

Storm and Rogue quietly enter the Statue's museum. It is filled with scale models and full size displays documenting the history of Lady Liberty. One display showcasing the METAL STRIPS which line the Statue for support. They quickly head for an exit on the far side of the room.

SUDDENLY:

The lights go out. Darkness.

A low guttural CROAK echoes in the void.

STORM
(whispering)
Rogue... run.

Rogue runs into the darkness, heading for the exit. She dashes past a six foot copper replica of the Statue and out the door.

As soon as Rogue is past, the Statue's HEAD TURNS and watches her go. The replica blinks and the eyes turn Mystique yellow.

INT. TORCH - NIGHT

The machine is rising. Logan yanks at the manacles in an attempt to pull his hands free.

INT. OLD TORCH ROOM - NIGHT

A giant room that welcomes the many visitors to the Statue. In the center is the old torch, placed there after the Statue's 1986 restoration. The only light in the room is a soft red glow that emanates from the old torch.

Cyclops notices a map of the Statue on a pedestal.

CYCLOPS
Over there.

Cyclops and Jean study the map, looking for the way to the torch. In front of them is the old torch. Its eerie red glow is growing brighter.

EXT. STATUE - TORCH - NIGHT

THE MACHINE rises up and into the bottom of the torch itself.

INT. TORCH - NIGHT

The machine is now almost on him. Logan's struggles turns to rage. SHOOK -- He pops his claws and frantically cuts at the wall behind him, as the machine draws closer.

INT. MUSEUM - NIGHT

We hear an ominous LOW RUMBLE, as you hear on an overcast day just before a thunderstorm. SHEETS OF HEAT LIGHTNING begin to roll across the ceiling, lighting the room in sporadic bursts.

Toad darts around the room.

FLASH -- Reptile eyes -- DARKNESS.

FLASH -- A WEBBED CLAW -- closer -- DARKNESS.

FLASH -- Leaping body -- closer -- DARKNESS.

Silence. Darkness.

The heat lightning continues to expose the room in rolling flashes.

Silence. Darkness.

Suddenly, behind Storm the sound of ELEVATOR DOORS OPENING. Storm spins and unleashes a BOLT OF LIGHTNING. The lightning strikes an empty GLASS HYDRAULIC ELEVATOR SHAFT. No TOAD.

INT. OLD TORCH ROOM - NIGHT

ANGLE ON: The map of the statue. Cyclops watches as the dim red glow turns brighter and brighter. He turns to look up at the old torch -- it glows FIERY RED HOT.

CYCLOPS

Get down!

THE TORCH EXPLODES.

A RING OF FIRE wipes across the room.

Cyclops and Jean duck behind the marble map pedestal as fire whips around them.

Move up through the CEILING OF FIRE to reveal Pyro at the center of the old torch. His eyes wide, manipulating the fire like an orchestra conductor.

INT. HALLWAY OUTSIDE THE MUSEUM - NIGHT

Rogue runs down the hallway, she stops. The sound of footsteps echo from behind her. The footsteps quicken from walking to running. Rogue runs to get away as the

footsteps of her pursuer get closer.

INT. MUSEUM - NIGHT

Darkness. Silence -- except for the sound of Storm's own breathing. Storm's eyes dart around the room, her senses are in overdrive.

Suddenly, SLIME drips onto her cheek. A low guttural CROAK. Storm looks up -- TOAD clings to the ceiling.

WHAM. Webbed feet slam into Storm's chest sending her flying into the elevator shaft. She crashes helplessly to the bottom -- stunned.

Toad's head peers through the open elevator doors to the level below, looking down on the helpless Storm. Toad SMILES. His webbed finger presses the elevator button.

The elevator doors above her close, sealing her in the glass tubular shaft.

The ROAR of the hydraulic engine coming to life, the elevator begins its crushing descent down toward Storm as she lies at the bottom of the shaft dazed.

INT. OLD TORCH ROOM - NIGHT

C.U. on Jean and Cyclops both pinned down.

Fire sweeps around the map pedestal. Cyclops turns.

BOOM -- He fires a series of OPTIC BLASTS blindly through the fire, blasting the ceiling.

Chunks of debris from the ceiling shower down onto Pyro. The inferno stops.

Smoke fills the room, Jean tries to catch her breath. Cyclops stands and heads toward the old torch trying to draw a bead on Pyro. Cyclops doesn't see him. When:

A COLUMN OF FIRE erupts from the thick smoke, rocketing at Cyclops.

Cyclops dodges, flipping a heavy wood table with flaming pamphlets on it -- using it as a shield against Pyro's fiery onslaught.

EXT. TORCH - BACK - NIGHT

ANGLE FROM DIRECTLY OVERHEAD:

Magneto on the side of the torch's flame raises the huge machine -- while on the other side -- LOGAN PUSHES HIMSELF THROUGH THE HOLE -- his hands still bound behind his back, and slams against the outer railing of the torch.

Logan looks around in shock. He realizes where he is. He looks out at all the activity on Ellis Island, drawing a greater understanding of Magneto's plan.

EXT. TORCH - FRONT - NIGHT

With a MAGNETIC RIPPLE of the air Magneto drives the

machine right up through the bottom of the torch like batteries in a flashlight.

EXT. TORCH - BACK - NIGHT

Logan turns his back to the hole he has just emerged from and braces his cuffs against the rising machine. The machine pushes against Logan's wrists driving his cuffs up against the top of the hole.

CRACK.

The pressure leaves the cuffs apart.

INT. ELEVATOR SHAFT - NIGHT

Storm's eyes open, looking straight up.

ANGLE ON: The elevator continuing its crushing descent.

Storm struggles to her feet. Her hand presses against the thick glass elevator shaft, it surrounds her like a coffin.

LIGHTNING strike the glass -- to no effect.

Storm frantically searches for a way out. She looks up to see the elevator closing fast.

Storm raises her hands above her head. WIND begins to lift Storm's hair. The wind picks up and starts swirling violently against the sides of the elevator shaft.

Wildly, the wind whips around causing a CYCLONE within the glass shaft buffeting upwards against the elevator.

The elevator groans as the hydraulics fight the unrelenting vortex of wind. Smoke begins to pour from the hydraulics, which whine in protest. At the center of the tornado stands Storm, a force of nature.

As the elevator continues its descent the cyclone pushes outward. Small cracks start to appear on the glass walls.

She is now forced almost to the ground. The elevator is now inches from Storm's head. The floor is made of a thicker version of the same Plexiglas and we look up through it, the massive elevator looming over Storm.

BOOM.

The glass walls explode outward, showering the museum.

Storm partly rolls and is partly blown from the shaft to safety. The pressure of the cyclone released, the elevator SLAMS to the bottom.

INT. OLD TORCH ROOM - NIGHT

Jean, having caught her breath, looks over to:

C.U. on Cyclops. He's pinned down as fire wraps around the table -- the fire is burning through.

Jean, seeing Cyclops defenseless, stands up from behind the marble podium. She quickly scans the room and spots, on opposite walls near the old torch, TWO LARGE FIRE EXTINGUISHERS.

Jean stretches out her fists and focuses her telekinesis.

Pyro spots Jean -- with one hand continuing to blast Cyclops, he uses the other to unleash an ARM OF FIRE toward Jean.

Jean focuses as she brings her outstretched fists closer together. Suddenly -- the two fire extinguishers crash through their glass holders.

Like two gunslingers in a showdown.

The extinguishers bullet toward Pyro.

The arm of fire rockets closer to Jean.

Suddenly, the EXTINGUISHERS COLLIDE EXPLODING in front of Pyro.

Inches from Jean's face, the ARM OF FIRE disappears.

The COLUMN OF FLAMES against Scott VANISHES. The flames once covering the room are gone, a choking smoke is all that remains.

Through the smoke, at the center of the old torch, Pyro lies dead, covered in a sea of white foam.

Jean starts choking on the smoke. Cyclops stands and motions for her to get out of the smoke filled room.

EXT. TORCH - FRONT - NIGHT

The machine finally locks into place. Magneto raises a walkie talkie to his face.

MAGNETO
Lights on.

INT. POWER STATION - NIGHT

Sabretooth grabs a hold of the lever for the Liberty Display's power breaker and pulls up. Turning it on.

INT. ELLIS ISLAND - GREAT HALL - NIGHT

The lights of the Statue come back on. The crowd of dignitaries burst into enthusiastic applause as if it is part of the proceedings.

INT. SECURITY CONTROL CENTER - NIGHT

The Statue now lit up in the monitors.

OPERATION COMMANDER
Roger. We see the lights.

EXT. TORCH - FRONT - NIGHT

Magneto turns and opens the hatch. Magneto sees the hole

-- Logan is gone.

EXT. TORCH - BACK - NIGHT

Magneto walks over and stares at the hole, clearly out by Logan's claws.

Magneto looks at his fingers after wiping the edge of the hole. Logan's blood. Magneto looks down and sees Logan's claw marks down the arm of the Statue, marking his escape.

Magneto scans the island from his high perch. He does not see Logan.

EXT. STATUE - MAIN ENTRANCE - NIGHT

The doors to the old torch room burst open -- SMOKE BILLOWS OUT. Jean runs out coughing violently.

Suddenly, Toad lands in front of Jean, grabs her head and before she can react, his tongue launches at her face.

His tongue covers her face with an ADHESIVE SLIME. Jean falls to the ground. Toad looks back at the main entrance, sees Cyclops emerging and LEAPS up, out of frame.

ANGLE ON:

Cyclops stumbles out of the smoke filled building. Seeing Jean lying on the ground, he runs to her.

Cyclops turns Jean on her back, ready to perform CPR. He is shocked, the slime has now hardened to Jean's face. She is suffocating. He desperately tries to pry it off.

ANGLE ON:

The camera quickly pulls higher and higher revealing --
TOAD'S P. O. V.

EXT. OBSERVATION DECK - NIGHT

Toad looks down, perched on top of the railing surrounding the base of the Statue -- the same position he had before crushing the Secret Service agent.

Toad arches his back ready to spring downward. He will kill two birds with one crushing leap.

The sound of WIND.

C.U. Toad's face static, his eyes slowly look to the side. His head twists, looking over his shoulder. Storm stands behind him.

Toad turns and hops off the railing towards Storm.

C.U. on TOAD'S FACE. Which is horrible.

TOAD
Don't you people die?

Suddenly the wind picks up violently. Toad moves closer -- fighting the wind.

Storm is MAD. A face we remember seeing on a young girl in Africa.

Toad fights the gale force winds, his webbed feet adhering to the ground. He inches closer to Storm. Toad bares his FANGS.

EXT. STATUE - MAIN ENTRANCE - NIGHT

On the ground Cyclops notices the wind howling with rage above him. He frantically pulls on the encrusted slime suffocating Jean.

EXT. OBSERVATION DECK - NIGHT

Storm's eyes widen. HURRICANE force winds blast Toad. Try as he might to use his sticky feet to hold on, Toad is blown back off his feet, catching the deck with his hands.

The piece of the deck TEARS LOOSE still attached to Toad's hands. He flies off the deck, past the metal railing. Toad's tongue LASHES OUT AND ATTACHES TO THE RAILING. For a moment, Toad just flaps there like a flag.

Storm RAISES HER ARMS.

CRASH -- A huge BOLT OF LIGHTNING strikes the railing.

Toad is blown off the railing in a flash of electricity and --

EXT. HARBOR - NIGHT

Toad lands in the water. He disappears below the surface leaving nothing but bubbles.

EXT. OBSERVATION DECK - NIGHT

Storm moves to the railing. She looks down at Cyclops and Jean. Suddenly, the metal railing on which her hands rest BEGIN TO BEND TOWARD HER.

EXT. STATUE - MAIN ENTRANCE - NIGHT

Cyclops continues to pull on the slime. Jean's struggles are becoming more panicked.

Cyclops stops and puts his hands on Jean's shoulders, pinning her down.

CYCLOPS

Jean. Jean stop. Stop moving.

Jean continues to struggle for a moment. She starts to calm down, her chest still hitching involuntarily for air.

CYCLOPS (cont'd)

Jean, trust me. Don't move.

He takes a hold of her chin and grips it tightly. He FIRES A THIN, FOCUSED OPTIC BEAM INTO THE ENCRUSTED SLIME, splitting it in half. He pulls the remains away from her face.

Jean GASPS for air. Then she looks up. Her face turns to horror. Behind Cyclops, towering over him is -- Sabretooth.

WHAM! Sabretooth smashes down.

BLACK

INT. HALLWAY OUTSIDE THE MUSEUM - NIGHT

Rogue turns the corner of the hallway and trips, tumbling to the ground.

Rogue watches from the floor as the shadow of her pursuer bends around the corner. The sound of their footsteps get closer. The shadow is upon her, turning the corner.

It is LOGAN.

LOGAN
I didn't mean to scare you.

ROGUE
Thank God. Logan... we have to help Storm we have to.

Logan looks around to make sure it's clear.

LOGAN
I'll go back, but first let me find you a safe place.

Logan extends his hand.

LOGAN (cont'd)
Here, take my hand.

Rogue looks at Logan confused. Logan grows impatient.

LOGAN (cont'd)
Take it!

ANGLE ON: Over Logan's shoulder. On the back of his neck we see some BLUE SCALES. Logan is not Logan, Logan is MYSTIQUE.

INT. STATUE - HEAD - NIGHT

E.C.U. -on Magneto's belt, which is lined with METAL STRAPS. Magneto's hand comes into frame holding CYCLOPS' VISOR and places it against one of the straps. The strap WRAPS ITSELF BACK AND AROUND, pinning the visor to the belt. He brings a radio to his mouth.

MAGNETO
(into radio)
Mystique... Mystique, where are you?

Magneto turns to Sabretooth.

MAGNETO (cont'd)

Find Logan.

Sabretooth exits as Magneto turns to reveal --

Jean and Cyclops, without his visor, are trapped in a hideous tangle of metal (taken from the Statue's steel bracing) forcing the two to face each other. Two sharp points of metal rest on either side of Cyclops' head, locking it in position. Cyclops is close enough to feel Jean's breath -- if he opens his eyes, he will destroy everything in his path, including Jean.

Storm is also encased in a myriad of sharp metal bands, pinning her to the wall. Razor sharp pieces of metal warp and close on her throat.

All in all, they are completely disabled.

Jean struggles to free them with her telekinesis, to no avail.

CYCLOPS

(whispering)

Jean... can you?

JEAN

(whispering)

I'm sorry. I'm not strong enough.

Magneto stands next to Storm. Close.

MAGNETO

(whispering)

If the temperature changes a single degree...

(looking at Jean)

I only need one hostage.

Magneto stares icily at Storm.

As if to accentuate the threat, a piece of metal pokes ever so slightly into the side of Storm's throat.

MAGNETO (cont'd)

(raising his voice)

Now if you can hear me Logan...

EXT. SEAWALL - NIGHT

We find Logan -- The real Logan. He has made it off the Statue and is about to jump off the seawall. He stops suddenly.

E.C.U. of his ear. His powerful hearing enables him to hear Magneto.

MAGNETO (V.O.)

... and I know you can -- It is a five minute run from the furthest distance on this island. If you are not back in this time... I will kill these friends of Xavier's. Including the young lady from the gymnasium. I think they came here to rescue you.

INT. STATUE - HEAD - NIGHT

Magneto looks to his hand -- the CHIP from Cerebro.

MAGNETO (cont'd)
I also have a small piece of Cerebro
that might be of interest to you, if
you hope to save Charles Xavier.

EXT. SEAWALL - NIGHT

MAGNETO (V.O.)
Xavier is dying you know. Five
minutes Logan.

Logan's face shows the frustration. Again, he is forced
to make a decision.

INT. STATUE - HEAD - NIGHT

Magneto pulls out the chip taken from Cerebro and walks
over to Jean.

MAGNETO
Here -- Xavier's life.

He tucks it in an exposed part of her uniform.

MAGNETO (cont'd)
If I get what I want, you can try and
save him... for old times sake.

Magneto turns to Storm.

MAGNETO (cont'd)
Now... shall we talk about the
weather.

INT. ELLIS ISLAND - MAIN ENTRANCE - NIGHT

The President addresses the audience. We move across all
the world's leaders sitting with their families. Men,
women and children of every race, color and creed that
the planet Earth has to offer.

INT. STATUE - HEAD - NIGHT

JEAN
Magneto. I've seen the results of
your machine. I've seen Senator
Kelly.

MAGNETO
Ahhhh, so the good Senator survived
his fall? And the swim to shore? He
is stronger than I ever could have
imagined.

JEAN
The experiment was a failure. Kelly
didn't make it. Yes, you were
successful in activating his mutator
gene, but you failed to take into
account the rest of his body -- it

wasn't ready for the strain.
Kelly was dead within hours. Your
machine kills.

MAGNETO

Quiet...

Magneto pauses. Shock registering on his face that he could be wrong. Thinking. Considering what Jean is telling him. His mind races and calculates the possibility. Then:

MAGNETO (cont'd)

I don't believe you.

JEAN

You don't understand.

Magneto gets angry -- squeezing the metal surrounding Jean's head. Jean gasps. This drives Cyclops crazy, but he is helpless to stop it.

CYCLOPS

(yelling)

Stop it!

MAGNETO

Why can't you see what I am trying to do? Why do you stand in my way?

Magneto's anger is boiling over.

THUD -- the sound of footsteps, then another and another. The faces around the room look at the stairs as the footsteps get closer and louder.

MAGNETO (cont'd)

Check and mate.

PAUSE.

SUDDENLY: SHOOK -- Logan's claws shoot up through the floor, and through Magneto's feet. Magneto howls. The claws retract and Magneto falls.

Magneto, writhes in pain, rolling onto his stomach.

Logan quickly comes up the stairs and into the Statue's head. He stands over the crippled Magneto.

Logan turns to Jean who is still pressed eye to eye with Cyclops. He is relieved to see her alive.

ANGLE ON: Storm. She sees something. Several of the steel bands that support the top of the Statue's head begin to move.

STORM

Logan!

THREE METAL BAND peel off the ceiling, coming to life with magnetic energy. They leap across the room and wrap around Logan. Forcing his fists to press against his chest.

Should he so much as extend his claws, he will rupture his own vitals. The metal bands wrap behind his back.

Magneto raises his hand and MAGNETIC WAVES RIPPLE. Metal groans as Magneto peels open a gaping hole in the top of Lady Liberty's head. Magneto looks up at the torch. The wind howls.

The AIR RIPPLES again as Magneto levitates the steel bands holding Logan, lifting Logan off the ground and out the hole in the Statue's head.

EXT. STATUE - HEAD - NIGHT

MAGNETIC WAVES thrust Logan through the air and --

INT. TORCH - NIGHT

WHAM -- THROUGH the metal skin of the flame. Logan lands in the center of the sphere on top of the machine.

Inside the sphere is a metal structure resembling the model of an atom. Its rings expand as it receives Logan.

Logan looks through the hole in the frame, down into the hole in the Statue's head, at Magneto.

INT. STATUE - HEAD - NIGHT

Magneto struggles to his feet, pulling himself up by his hands. Magneto stares at Logan, impatient.

Magneto stands with a hand raised up toward the machine. Then a slight motion of his wrist --

INT. TORCH - NIGHT

The rings start revolving just as it did with Kelly, back at the fair. Spinning slowly, then gaining in speed.

The air around it RIPPLES, gaining in intensity.

INT. STATUE - HEAD - NIGHT

MAGNETIC ENERGY POURS from Magneto's hands toward the machine, behind him Jean and Storm watch helplessly.

INT. TORCH - NIGHT

The rings are spinning around Logan at such a speed, the rings themselves are no longer visible -- merely a blur around the stationary Logan.

Logan yells. Unthinkable pain, his skeleton beginning to glow through his skin.

His eyes look down, through the hole in the torch, into the Statue's head, searching for Jean.

The deafening whine builds louder and louder.

INT. STATUE - HEAD - NIGHT

Magneto looks at the incredible displays as MAGNETIC ENERGY flows from his hands continuing to charge the

machine.

Mystique emerges from the stairwell behind Magneto. Her eyes widen in awe.

MAGNETO
Ah, there you are.

Mystique walks slowly toward Magneto. Storm and Jean watch the torch in horror.

JEAN
(to Mystique)
You have to stop him, the machine...
it kills people...

Mystique ignores Jean. She stops behind Magneto. She looks up and sees Logan staring back in agony.

JEAN (cont'd)
... Please do something.

Magneto tilts his head slightly, acknowledging Jean, but not moving from his task.

MYSTIQUE
Don't listen to her... it's a trap.

Magneto turns.

MAGNETO
What is?

MYSTIQUE
This is.

And she grabs the sides of his face and kisses him deeply. There is an awkward moment. Until:

MAGNETO CONVULSES. Once, then again. Then he struggles to be set free.

And MYSTIQUE TRANSFORMS INTO ROGUE.

It has been her all along, using SHAPE SHIFTING powers borrowed from the real Mystique.

Magneto fights to get free, but his power is being drained from him.

JEAN
ROGUE, DESTROY THE MACHINE!

Rogue goes to pull away, BUT MAGNETO WON'T LET HER GO.

Magneto grabs hold of Rogue's throat -- CHOKING HER.

INT. TORCH - NIGHT

Logan looking down, through the hole in the Statue's head for Jean, sees Rogue and Magneto struggle.

Logan watches helplessly as MAGNETO STRANGLES ROGUE.

LOGAN YELLS -- THE WHITE LIGHT BEGINS TO EMANATE FROM HIS

BODY. His flesh starts to SMOLDER.

INT. STATUE - HEAD - NIGHT

Magneto is strangling Rogue, who clings to his face -- drawing his powers.

The walls GROAN as magnetic energy RIPPLES through the Statue's head.

ANGLE ON:

Rogue, choking to death, looks frantically at Cyclops for help. She raises one of her hands and uses Magneto's stolen power to BEND BACK THE METAL POINTS so that Cyclops is able to move his head again. Without his visor however, he is still unable to open his eyes.

Magneto, feeling the last of his power draining from him, grabs Rogue tightly and SLAMS her into the wall. Rogue slumps in Magneto's arms and the two collapse to the ground.

INT. TORCH - NIGHT

The sound from the machine is DEAFENING. SUDDENLY --

SILENCE.

ABSOLUTE SILENCE.

At the silence, all eyes turn to the torch.

It is too late -- THE MACHINE IS FULLY CHARGED.

Logan's eyes tense. He clenches his teeth. Logan does the unthinkable.

SHOOK.

The glowing white claws extend through Logan's chest and out his back cutting three metal straps binding him. Logan ROARS in pain as he --

Pulls his claws from his chest.

SLASH -- his claws rip through the inside of the machine -
- cutting apart the rings spinning around him.

The translucent torch of the Statue is CUT TO PIECES BY THE FLYING METAL.

INT. ELLIS ISLAND - GREAT HALL - NIGHT

The President and the dignitaries turn. Secret Service rush to the window. A wave of panic sweeps the crowd.

INT. SECURITY CONTROL CENTER - NIGHT

The flaming torch lights up one of many screens.

OPERATION COMMANDER
Liberty one this is Horizon... I
repeat... do you copy? Liberty one
this is Horizon ... I repeat... do you

copy?

EXT. STATUE - TORCH - NIGHT

Where the flame of the torch once stood, now stands Logan, his skeleton cooling down.

Logan leans on the torch's railing, his chest bleeds from the six claw wounds. Logan is exhausted. He looks down at his comrades still trapped by the metal bands. And Magneto lying powerless on the floor. SUDDENLY, from below --

A MASSIVE CLAWED HAND strikes Logan's chest. The blow sends Logan sailing back to the far end of the torch.

Logan lies against the railing. Opening his eyes he sees --

TWO CLAWED FEET following upward to a very angry, very large Sabretooth, towering over him.

Sabretooth leaps at Logan. Against the New York skyline THEY GO AT IT, SLASHING AND HOWLING.

EXT. MANHATTAN HARBOR - NIGHT

Several Coast Guard cutters head full-speed toward Liberty Island.

ANGLE ON: Their decks covered with armed Secret Service.

EXT. TORCH - NIGHT

Sabretooth picks up Logan over his head and throws him like a rag doll into the railing on the other side of the torch.

Logan struggles to his feet -- dazed. Suddenly, Sabretooth, running at full steam, tackles him. Slamming Logan into the railing.

The metal railing bends.

Sabretooth holds Logan by his wrists, trying to push him over the edge. It is several hundred feet to the ground below.

Logan is weakening. Sabretooth is in complete control, he leans down near Logan's ear.

SABRETOOTH
(whispering)
Your girlfriend is next.

With all his might, Logan pushes his clenched fists as close to Sabretooth's face as he can. SHOOK! The claws pop. Sabretooth springs back to protect his face.

LOGAN KICKS WITH ALL HIS MIGHT AND SABRETOOTH flies back to the other side of the torch.

LOGAN leaps up and running at full speed, tackles Sabretooth -- like a train plowing into a stalled car.

The metal railing snaps and they both go flying through the air.

EXT. STATUE - HEAD - NIGHT

CRACK.

Sabretooth and Logan slam onto the top of the Statue's head.

Logan rolls off the back of the Statue's head and falls.

Sabretooth stands and looks over the edge - nothing. All he can see is the Statue's body curving away towards the ground. He smiles, and turns back to the hole.

EXT. STATUE - HEAD - NIGHT

ANGLE ON: LOGAN - Hanging from the ear of the Statue, the claws of his right hand embedded in the lobe at the end of three sets of long claw-marks.

He looks up. A look of brutal determination crosses his face. Straining, he pulls himself up by his right arm. The cords stand out on his neck as he tries to get to shoulder level. He aims his left claw a little further up on the ear and --

THUNK.

He drives it in.

INT. STATUE - HEAD - NIGHT

WHAM -- E.C.U. Sabretooth's feet as he lands on the metal floor. He quickly takes in the situation, Magneto and Rogue are still unconscious. He walks towards Storm.

The air in the room starts to CRACKLE and Sabretooth's hair begins to stand on end as it did when these two last confronted each other.

SABRETOOTH

I don't think so.

Sabretooth backhands Storm across the jaw, knocking her out. As her head drops, he draws his claws and slashes it down. It STOPS, just before tearing open Storm's throat, HELD BY AN UNSEEN FORCE. He turns and sees that Jean has focused her power in his arm. He smiles.

He walks to Jean and tears off her bonds. He reaches out to grab her neck but his claw is stopped again in mid-air. Sabretooth just smiles wider and forces his hand forward. The outcome never really in doubt, the claw wraps around Jean's neck. She begins to choke.

CYCLOPS

Jean!

Sabretooth lifts Jean by the neck and walks away from Cyclops as he chokes her.

SABRETOOTH

Sorry about this sweetheart, but I

made Logan a promise.

Jean struggles desperately against Sabretooth's unbreakable grip, the life draining from her. Then --

LOGAN (O.S.)
Hey, ya big pussy.

Sabretooth whips around, still clutching Jean to see -
LOGAN -

Bleeding, beaten and panting, and yet still standing defiantly over Magneto's unconscious body.

LOGAN (cont'd)
I ain't finished with you yet.

Sabretooth looks at him, disbelieving that this man can still be standing, let alone challenging him... and he starts to laugh.

SABRETOOTH
You?

Logan grins.

LOGAN
Not just me.

And with that: he extends ONE CLAW from his right hand, squats down, and cuts the piece of metal holding Cyclops' visor to Magneto's belt. He lifts it up and it slides down his claw to his hand. He casually throws it in the air.

LOGAN (cont'd)
Jean?

Logan looks at the visor and it freezes in the air.

It flies across the room, right past Sabretooth's head. He lunges at it with his free claw but just misses it.

The visor lands square on Cyclops' eyes, and attaches itself to Cyclops' face.

He turns.

BOOM!

A focused OPTIC BLAST hits Sabretooth like a FREIGHT TRAIN. He drops Jean and SLAMS THROUGH THE WALL.

EXT. STATUE - NIGHT

We see the side of the Statue's head. Suddenly, Sabretooth BLASTS THROUGH THE EYE.

For a moment Cyclops' beam continues to fire through the eye as if the Statue itself is imitating Cyclops' power.

EXT. SEAWALL - NIGHT

Magneto's boat still sits quietly next to the seawall.

AGENT/MYSTIQUE
Hey, could somebody untie me!

EXT. SEAWALL - NIGHT

A Secret Service spots the wreckage of Magneto's boat and the large tarp which covers it. He pulls his gun.

SECRET SERVICE MAN #3
(to other agents)
Hey! Over here.

Three other agents pull their guns and aim at the tarp. The first agent pulls it back to reveal... nothing. Sabretooth is gone.

INT. STATUE - HEAD - NIGHT

NYPD and Secret Service rush up the stairs and into the head. Magneto lies unconscious on the floor.

The lead guy, an NYPD OFFICER in a flak jacket, holding a shotgun, stares up at the ceiling. He peers out through the gaping hole. Beyond the damaged torch the star filled sky is momentarily eclipsed by a aircraft -- the X-Jet.

The officer turns to say something, but stops -- wondering if his eyes were merely playing tricks on him.

INT. MANSION - DAY

Cyclops, Jean, Storm, Rogue and about two dozen students all sit in front of a wide screen TV watching the Special Report on the Mutant Registration Act vote.

As the Anchorman speaks we move over the concerned looks on all of their faces.

ANCHORMAN (O.S.)
Even after last week's terrorist
vandalization of the Statue of Liberty
by an unidentified mutant
organization, the outcome of the vote
was 51 to 49 in opposition to the
Mutant Registration Act.

A LOUD CHEER as the room erupts into celebration.

CYCLOPS
Quiet. Quiet everybody.

ANCHORMAN
This narrow defeat was probably due in
large part to the surprising last-
minute reversal by Senator Scott
"Frank" Kelly, who until today
provided the loudest voice in the cry
for Mutant Registration. Earlier
today, Kelly had this to say:

The TV cuts to a shot of Kelly being grilled by reporters as he walks down the Capitol steps.

KELLY
(struggling to get through)
If we can not go into the future
together, the divisions of fear and
prejudice will tear this country
apart.

As he is speaking, we cut to:

INT. CAPITOL BUILDING - WASHINGTON D.C. - DAY

Kelly pushing past reporters.

KELLY
No more questions. Please, no more
questions.

E.C.U. The back of Kelly's neck as he passes. A BLUE
SCALE is visible above his collar.

INT. LOGAN'S ROOM - DAY

The FAINT CHEERS are heard through the walls.

HAZY THEN FOCUS INTO -- light pushes through blinds. A
gentle breeze moves them slightly.

Logan sits up in his bed, his chest bandaged.

VRRRIP -- the sound of blinds being pulled open. Bright
sunshine fills the room, washing across a box and a card
sitting on a bureau.

ANGLE ON: the card as Logan reads it.

LOGAN -- WELCOME HOME. It is signed simply, X.

Logan reaches in the box, pulling out -- a UNIFORM. He
lays it on the bed. He pulls on one of the gloves,
stretching his fingers in it. Perfect fit.

SHOOK -- He pops his claws through THREE METAL RINGLETS
on the back of the glove -- clearly it was made
specifically for him.

Logan looks down into the box for him.

INT. LOGAN'S ROOM - LATER - DAY

From behind Logan we see him finish putting something on
over his head. Logan turns into frame, he is wearing a
dark blue MASK.

It fits his head neatly. The sides arch up shadowing his
ears, giving him a wolf or fox-like appearance. The
shape is reminiscent of Logan's sketch -- the wolverine.

Logan stands facing a mirror. The mask looks good on him
and he seems to know it.

Xavier is in the doorway.

Logan pulls off the mask, embarrassed.

LOGAN

Don't you knock?

XAVIER
They're all asking how you're doing.
Are you feeling up to saying hello to
everyone?

LOGAN
(pulling the glove off)
Actually I'm feeling up to leaving.

Logan walks over to the closet and pulls out a shirt. He puts it on.

XAVIER
(surprised)
Why? You have a home here now, if you
want it. Everyone will...

LOGAN
What?... miss me? Charley, I'm gonna
walk out the front door and trust me,
it won't be soon enough for everyone
here.

Logan pulls a duffle bag out of the closet.

LOGAN (cont'd)
Can I, umm?

XAVIER
Of course. Everything in this room is
for you.

Logan seems genuinely touched by the gesture.

LOGAN
Thanks, I'll pay you back.

Logan shoves some clothes into the bag, but not all.

XAVIER
Well if you're going to leave then you
at least owe them a goodbye.

Logan smirks. He picks up his bag. They exit the room together.

INT. MANSION - DAY

The celebration continues unabated. The newscaster on the defeat of the Mutant Registration Act muted, in the background -- Storm, Jean, and Cyclops all sit around a table chatting. Rogue sits on the couch with other students, trying on a new pair of leather gloves.

XAVIER (O.S.)
Excuse me.
(louder)
Excuse me.

Xavier is in the doorway.

XAVIER (cont'd)
Everyone, Logan would like to say...

Logan steps into the doorway. Everyone can see him now. Before Xavier can finish his sentence he is interrupted by --

APPLAUSE -- simple, genuine, applause.

Students slowly stand up. Proud of Logan. For he is one of them. He is a mutant. And he is a hero.

As the unconditional applause echoes around him, Logan seems sincerely touched by their spontaneous outpouring. He is almost choked up -- almost.

The applause quiet.

XAVIER (cont'd)
Well, Logan.

All eyes are on Logan. Logan pauses. He looks to Xavier, then back to the room.

LOGAN
What's a guy gotta do to get a beer
around here?

Logan puts his duffle bag down. He walks over to the table with Storm, Cyclops and Jean. Jean smiles at him, so does Cyclops -- his arm around the back of her chair.

Logan sees them together, they are happy, and finally he offers a smile.

Xavier holds for a moment at the door. A look of pride on his face, the pride a father has for his children.

INT. PLASTIC PRISON - DAY

A CLEAR PLASTIC HALLWAY

That's right, PLASTIC. Everything we can see -- walls, ceiling, floor -- is made, entirely, of thick, clear plastic.

DOWN THE HALL TO:

A THICK PLASTIC CELL

There, in the middle, at the clear plastic desk, with two clear plastic cups filled with the only thing of color other than the two men in the room.

Xavier and Magneto.

They play a friendly game of chess.

Magneto is notably without his trademark helmet. Two casts encase his legs from his Logan-inflicted injury.

Xavier is on a modified plastic chair with plastic wheels.

MAGNETO
I wouldn't really have let you die,
you know. I just needed...

XAVIER
(interrupting)
I know.

Magneto thinks for a while; then:

MAGNETO
Doesn't it ever wake you in the middle
of the night? The feeling that some
day, some day very soon, they will
pass that foolish law - or one just
like it - and they will come for you
and your children? Take you all away?

XAVIER
It does indeed, Max.

MAGNETO
And what do you do when you wake up to
that?

XAVIER
I feel a great swell of pity for the
poor soul who comes to that school
again looking for trouble.

He stares right at Magneto.

Xavier makes a move, Magneto counters. Xavier moves
again.

MAGNETO
But you know that it is a war, old
friend. And to win a war it takes the
will to fight it at all costs, by any
means necessary. And for that reason,
I will always have the advantage. No
matter how you trap me, how I am
contained -

Chess pieces seem to visually mimic their conversation
Xavier's white pieces slowly surrounding Magneto's Black
King.

MAGNETO (cont'd)
- I will always find an escape.

XAVIER
And I will always be there, old
friend.

And with that, Xavier places his queen gently down,
taking away a knight.

XAVIER (cont'd)
Check.

Just then, the door to the cell opens. A Guard waits.

Magneto and Xavier stare at one another before Xavier
turns and wheels himself out of the room.

The door closes behind him, leaving Magneto alone with
his plastic chess set in his plastic cell.

And Magneto looks at the pieces before him. Something occurs to him. He smiles a wicked smile.

And his rook LEVITATES, despite its properties, moving across the board and toppling Xavier's king.

MAGNETO
And mate.

BLACK