

X-Men IV: The Days of Future Past

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INT. CHURCH - DAY

SUPER: "The Not Too Distant Future"

The wedding of BOBBY and MARIE, Iceman and the former Rogue, is in full swing. We swoop from rafters down over the gathered crowd.

Upon closer inspection, we see some of the familiar faces from Xavier's school-- STORM, COLOSSUS, WOLVERINE, KITTY PRIDE, & BEAST, who is officiating.

BEAST

You may kiss the bride.

Bobby leans over and wraps his new wife in a deep, passionate kiss. The crowd goes wild.

MATCH CUT TO:

INT. HOTEL - BALLROOM

Now dancing together, Bobby and Marie are a couple clearly in love as they again embrace in a kiss.

MARIE'S POV

We see Colossus clumsily dancing the two-step with Storm. She curls her hand around his neck.

STORM

Relax, Peter, it's a party. Loosen up!

COLOSSUS

What do you mean, Storm? These are some of my best moves!

A hand pulls Marie clumsily out of the moment. It belongs to FORGE, a slim American Indian (27) with small round eyeglasses.

FORGE

I don't mean to intrude, but I am here to warn you and seek your help. Doctor Lensherr told me-

MARIE

(uneasy)
Magneto?
(beat)
I'm sorry, who are you?

FORGE

They call me Forge. My mutation allows me to see how things work.

(MORE)

FORGE (CONT'D)

(beat)

I believe your mutant power is the key to a real cure, Rogue.

Marie is stunned, her mouth is slightly agape before her expression turns to steel.

MARIE

It's Marie, and I hate to disappoint, but I don't have a power.

FORGE

(reluctantly corrective)

I hate to be the one to tell you this on such a day, but the cure doesn't-

Forge is interrupted as his tuxedo is grabbed by the lapels, and he is pulled with ease out of the view of the guests. He is disoriented until his abductor hauls him face to face and we see it is Wolverine.

WOLVERINE

Hey, bub... I think we've got a problem here.

FORGE

You have no idea...

Back in the main hall, Bobby has now come to Marie's side.

BOBBY

What was that all about?

MARIE

Not our problem, Bobby. Logan's on that nut.

BOBBY

Good enough for me!

Bobby once again takes Marie in a kiss.

MATCH CUT TO:

INT. HOTEL - SUITE

The newlyweds kiss in bed as they begin to make love.

She puts both hands on his chest. Her breath comes hard, and it begins to fog. He groans, and she screams as she begins to climax.

Shoots of ice spring in branches from her limbs, forming an "X". Her body is encased in the icy shriek.

Iceman is beneath her, his life force draining through her touch.

BOBBY
(panting)
I... I love you, Rogue.

He breathes his last breath, the whites of his eyes go black. The rest of the image is gradually enshrouded in darkness, leaving only the white X, which transitions into the TITLE CARD.

ROGUE (V.O.)
(screaming)
Nooooo!

Though she is gone, the scream shatters the ice, dissolving the title card.

MATCH CUT TO:

INSERT MICROSCOPE SLIDE

The ice from the title is now crystal in the viewer of an electron microscope.

INT. FORGE'S LAB

The sound of the scream dissolves into the WHIR of a centrifuge. Forge, now wearing a white lab coat, is stooped to look into a hand attachment that is the microscope. His figure is illuminated as the door to the lab opens.

FORGE
I'm sorry that cure didn't work, Marie.

ROGUE (O.S.)
You can call me Rogue.

Marie's voice begins to echo. As the image fades, it is mixed with other characters calling out her name, from Magneto to Bobby's dying scream.

TITLES SEQUENCE

TIME SHIFT: FUTURE

INT. MUTANT DETENTION CAMP W-359 - ROGUE'S CELL

Shafts of light from the barred window on the door are all that penetrate the dank shadows. The cacophony of voices recedes until only the death knell of the Iceman remains, becoming crystal clear.

ROGUE's eyes bolt open; silence grips the room. For the briefest of moments, she is entirely solid ice.

She gasps a sharp intake of breath and the silence is broken.

From the next cell, a muffled, sinister cackle begins. The voice is that of SEER (32, but sounds ancient), who remains unseen. The disturbing sound clearly has an impact on Rogue.

Exhaling, her breath fogs heavily as her appearance returns to normal. She is older, though still recognizable from the shock of white hair. Her sadness is palpable, but, in some ways, she's even more beautiful than ever.

SEER (O.S.)
(mocking)
I see your dreams, *cher!* I know you're the
one... I know what you did, and I know what
you're GOING to do!

Seer begins to wail.

The bolt to Rogue's cell UNLATCHES. A previously unseen energy field flashes as it drops.

The door opens, flooding the cell with light and causing Rogue to blot it with her gloved hand. We see her wrists are shackled by futuristic binders.

Through the doorway, silhouetted by the light, enters KODIAK NOATAK (33), an imposing Inuit man with severe features.

KODIAK
Let's go, mutant.

Without a verbal response, Rogue draws herself up and moves to the door. The CLANKING of her leg irons mix with the howls from Seer.

EXT. MUTANT DETENTION CAMP W-359 - OVERCAST DAY - ESTABLISHING

SUPER: "15 years later"

Visually a mirror to the concentration camp from X1, the colors have been desaturated, the world is bleak. A set of heavy duty barracks are under guard by collaborative mutants in government uniforms. They herd lines of captive mutants to be divided and processed.

EXT. MUTANT DETENTION CAMP W-359 - OUTSIDE CELLS - CONTINUOUS

As Rogue emerges into the light, we first recognize ANGEL, his wings bound to his body. Shuffling behind him we see an older and more bionic Forge.

Angel is noticeably looking around expectantly.

ANGEL
(whispering)
Come on... come on...

FORGE
He will come.

ANGEL
I sure as Hell hope so, I paid him enough.

FORGE
Next time, perhaps you will ask to know the
plan BEFORE it calls for us to get
ourselves apprehended...

As Rogue emerges from her cell, Angel resignedly raises his eyebrows and shrugs his shoulders. She continues to engage Kodiak.

ROGUE
How can you do this to your own kind?

Kodiak smiles broadly.

KODIAK
My kind? No, I believe not.

He's grown impatient with her pace and shoves her forward.

KODIAK (CONT'D)
We shouldn't keep the Commandant waiting.
It's a big day.

Rogue regards Angel briefly.

ROGUE
Nice rescue, flyboy.

As the group begins to move forward, they pass Seer's cell. Startlingly, she throws herself against the door's small window.

Seeing her for the first time is unsettling. Her teeth are rotted, her hair stringy and wild. Her age is irrelevant, as years and seconds collide in her mind and have ravaged her physical form. She appears an old hag. Her only beautiful feature is her eyes, sparkling as though they are literally diamonds.

SEER

Bobby wasn't enough? This whore's going to
kill us all, Harpoon!

Without hesitation, Kodiak bangs his massive hand against her door, causing Seer to vanish into the darkness. Only her prismatic eyes remain, glinting for a moment before they, too, disappear.

Rogue is visibly shaken by Seer's words.

SEER (O.S.)

Mark my words, fools! She will bring
Apocalypse!

Once again, Seer begins her maniacal cackling, but the group moves ahead.

EXT. MUTANT DETENTION CAMP W-359 - MAIN SQUARE - CONTINUOUS

They enter the main congregational area where a large crowd has been gathered. Extending from the central platform is a solid clear plastic pole, tied to which is an unseen figure.

KODIAK

After all, it's not every day we get an
execution like this.

Rogue suddenly looks panicked, almost hurt.

ROGUE

Execution?!?

Kodiak beams.

KODIAK

Don't pretend for me. This is what he's
always wanted: to be a martyr for his
cause.

(beat)

Now, enjoy the show.

Looking to the platform we finally see the subject of the execution. He is older, his hair is long, but in some ways he seems more virile. It is MAGNETO.

Standing next to him is a single guard, his executioner. A young black man, he is quite burly in stature.

An older, stern looking fellow steps forward on the dais. From his uniform and the accompanying hush that envelopes the crowd, it is clear that this is the Commandant, BOLIVAR TRASK(63). He begins, dispassionate.

TRASK

Welcome, ladies and gentlemen, esteemed guests, members of the media, military, and other various government agencies. And I extend a very special welcome to the assembled members of the Brotherhood of Mutants we have gathered. Today marks a momentous occasion in the history of mankind. Today, we throw off the shackles of inevitability, my friends. Today, we reverse the tide of evolution and stop it in its tracks. We proclaim this place and this time for Humanity.

Angel catches the attention of the executioner.

Through his helmet we see a distinctive "M" tattoo above his right eye. This reveals LUCAS BISHOP (22), renowned mutant bounty hunter.

He slightly nods toward Warren.

TRASK (CONT'D)

And, ladies and gentlemen, we do that by executing this murdering mutant scum.

With no further fanfare, the Commandant signals to the supposed executioner.

Bishop reaches forward with a large ceramic blade, bringing it perilously close to Magneto's throat. Instead of cutting into his flesh, he slices the rope around Magneto's neck and then releases his arms and legs.

Rogue instantly wheels on Kodiak.

ROGUE

You're an exc(use)-

Before she can finish, Kodiak has landed a crushing blow to her chin, sending her spinning and reeling backward into Forge. They touch skin.

A whirl of information and knowledge rushes into Rogue. She assesses the situation immediately, breaking off a piece of Forge's hand as she disengages from him. Spent, he remains on the ground.

Rogue, meanwhile, has already fashioned the bionic part into a key and removed the binders holding her. She grabs the bare skin of two other mutants near her just as a wall explodes inside the camp.

As shouts and chaos take hold, we see Wolverine bound through the hole. Pouring in behind him are other members of the Brotherhood. The last through is Sabertooth.

Magneto, now fully free, coolly levitates over to Trask.

MAGNETO

A word, Commandant...

Kodiak is attempting to corral his group of mutants, but Rogue has now snapped the restraints on Angel and turned toward her captor. She raises her hands and energy pulses shoot out, apparently the benefit of one of the mutants she just sapped.

The blast hits Kodiak, sending him cart-wheeling. But he is able to land on his feet.

WOLVERINE (O.S.)

Grrrrraaaaaahhhhh!

From the side, Wolverine pounces on Kodiak.

Forge, just standing from his previous hit, is again pummeled.

Magneto notices that Forge has been injured and releases Trask. He seems quite distressed.

MAGNETO

We must protect the Tinkerer!

Angel turns to see several guards with their weapons trained on Forge. He springs forward, taking the full force of their blasts, then crashes to the ground in a plume of feathers, dead.

Rogue's face drains of blood and fills with anguish, but there's nothing she can do. She runs to Wolverine, who has bested Kodiak. Just as he is about to deliver the final blow, she pulls him off.

ROGUE

Grab Forge!

WOLVERINE

He and I have unfinished business.

A new, elite group of mutant guards arrives on the scene, attempting to quell the uprising. These are powerful mutants, more than a match for this aging cabal of resistance.

ROGUE

Logan, Angel's gone. We have to go now or we might not get out!

Wolverine hoists Forge over his shoulder, while Magneto and a couple of the Brotherhood fend off the guards.

As they begin to escape through the hole blown in the compound, Magneto, Bishop, Rogue, and Sabertooth, who are covering the rest, are split from the group.

Wolverine turns back.

SABERTOOTH

Jimmy! Go!

Wolverine follows the order.

Rogue has been cornered by one of the most powerful guards. He doesn't realize what her power is.

ROGUE

Come here, Darlin'.

She reaches forward and grabs the mutant in a hug. She stares at the fallen body of Angel as the two begin to rise in the air, her prey attempting to fly away from her to no avail. She drains the mutant, killing him.

Magneto has been fending off multiple mutants, but is beginning to lose steam. He's been cornered, badly wounded, and is about to be killed by a guard who is aiming a rifle from the side.

Sabertooth sees what is about to happen and sacrifices himself to save Magneto.

MAGNETO

Wait, stop!

It's over, Sabertooth's hulking frame disintegrates before their eyes.

Bishop grabs Magneto, but the older mutant is frozen in place, looking down at the smouldering vapor which is all that remains of his longtime friend.

BISHOP

We gotta go, pops. I'm only paid if I get you outta here!

Kodiak approaches, recovered from his altercation with Wolverine, he's none too happy. He bids his men to hold as he recognizes Bishop.

KODIAK

Lucas Bishop... Well, I'll be.

(beat)

What's wrong, bounty hunter? Trask wasn't paying enough per hide?

BISHOP

I go where the money takes me, Kodiak.

KODIAK

Come on Lucas, who are we kidding? You're the most lethal hunter we've got. You want to go soft right when the reward for this living Hell is in sight?

(beat, pointing)

We need to deal with him.

BISHOP

Let's see you deal with me.

Several guards raise their rifles and prepare to shoot. Kodiak looks alarmed.

KODIAK

No! Don't shoot him!

It's too late. Multiple guards shoot and others use their mutant energy powers to pummel Bishop. It seems to only fuel him. He takes Kodiak out with a single return pulse, just as Rogue descends from the sky on the others.

The remaining prisoners of the camp have now come forward and begin to swarm the guards. Magneto is a treasure to mutants, and they would gladly give their lives to save him. Some do. During the chaos, Bishop and Rogue are able to grab Magneto.

BISHOP

Let's go!

They move out of the compound as we pull back to see a dark, bleak, joyless future of segregation and oppression. It's visible in the air, let alone the buildings, people, and nature.

INT. GOVERNMENT LAB - MASTER MOLD BAY - DAY

The late afternoon sun streams through a dusty window, falling on the severed head of the Master Mold. It has fallen from the shoulder on which it had perched, and hangs suspended from a cradle of wires, with long tendrils of cable dripping from its neck.

In the distance, the CLICK of machinery can be heard. The sunlight catches the lens of the eyes, making them appear to illuminate.

A ghostly luminance remains even after the head has passed into shadow. A second, distinctive SWITCHING CLICK resounds through the room. As it builds in intensity and tempo, a pattern appears. Now, the CLICKS come quickly.

Master Mold's jaw falls open, spraying the floor with dust. The hinge has half rusted, so the jaw hangs slack. It begins to SING in an unearthly voice. The noise resembles a Buddhist sutra that's been digitized or a didgeridoo. It grows to a menacing crescendo.

INT. SEWER SYSTEM - PIPE

Rogue leads the way as Bishop carries an unconscious Magneto through the darkened depths. There is no discussion between the two. Light appears to be coming from an opening ahead of them. Shadows disturb the light as they approach.

Without warning, electricity pulses along the walls and through the pipe. It funnels straight into Bishop, causing him to drop Magneto. He is thrown into shadow against the wall, the red flame in his eyes igniting as he absorbs the charge.

PHANTAZIA is extremely angry when she sees Magneto. She clenches her jaw and moves forward to end Bishop.

Rogue finally realizes what is happening and turns back, moving toward them.

ROGUE

Phantazia, no!

Phantazia ignores her and moves toward Bishop, hands CRACKLING with sparks.

Rogue grabs her, draining her until she falls to her knees. She bends in to her ear.

ROGUE (CONT'D)

(whispered)

Remember, girly... I am the cure.

WOLVERINE

Rogue!

Instantly Rogue releases Phantazia and turns to Wolverine, the two come nose to nose.

ROGUE

He did his job and helped save Magneto.

WOLVERINE

Did he save Warren?

Logan begins to sniff at the air and then, panicked, looks around the pipe.

WOLVERINE (CONT'D)

Where's Victor?

Bishop's eyes calm back to normal, and he glances at Rogue.

ROGUE

He didn't make it, Logan.

Wolverine snarls fiercely, and tries to push past Rogue, but she reaches out to hold him.

WOLVERINE

I knew we shouldn't have trusted this mercenary!

BISHOP

I would've saved him if I could, old man! My focus was on Magneto.

WOLVERINE

Your paycheck. All in a days work, eh bub?

ROGUE

Logan, wait!

Wolverine brushes Rogue's restraining hands away, extends his claws, and moves forward.

MAGNETO (O.S.)

Wolverine. Rogue.

Almost instantly the two are completely calm, looking almost ashamed, as though caught by a scolding parent.

MAGNETO

We must make our preparations.

INT. SEWER SYSTEM - LABORATORY

With limited resources, having been forced literally underground, the lab incorporates their infirmary. Once again unconscious, Magneto has been laid on a futuristic hospital bed.

The main action is across the room where Forge is attaching a metal band to the arm of Rogue.

Wolverine and Phantazia are standing by, looking irritated.

WOLVERINE

It's not happening.

ROGUE

If you have a better idea, I'm all ears!

WOLVERINE
I'll go.

PHANTAZIA
I'll go.

Rogue smiles, neither is viable for her plan. She turns to Logan.

ROGUE
Not an option, Sugar. The resistance needs you here.
(turning to Phantazia)
And as for you, girly, you aren't exactly subtle.

Phantazia is irritated by the suggestion. This manifests as a pulse of electricity that overloads a piece of equipment she's leaning against.

FORGE
Her point, exactly.

Phantazia quiets, cowed by Forge's comment.

ROGUE
Besides, if this bucket of bolts doesn't work...

FORGE
It will work, the tests this morning were conclusive.
I can assure you, Rogue...

Forge has finished his application to Rogue and has moved to Bishop. He has the young mutant lift his arm and begins applying a band to him as well.

BISHOP
Will someone tell me what the Hell is going on here?

FORGE
I am attaching a temporal resonance beacon.

BISHOP
Huh?

ROGUE
Forge is an inventor of sorts... That is a time portal.

Bishop looks where Rogue is pointing. Seeing a large piece of tech, realization begins to spread across his face. It isn't a look of happiness.

BISHOP
Woah, woah, what are you muttees up to?

Wolverine doesn't take kindly to the reference and lowly growls his disapproval.

WOLVERINE

Careful, boy.

FORGE

We have identified a moment in time we believe can alter this entire reality for the better.

Bishop is shocked. His head is spinning. He doesn't even have a response, just a dumbfounded expression.

PHANTAZIA

No more camps, no more killing.

ROGUE

No more cure.

BISHOP

Who ya gonna kill?

From the other side of the room we hear laughter. As those assembled turn, we realize it's Magneto as he lifts onto his side and faces them.

MAGNETO

Oh, I like this mutant... However, there will be no need to replace me on the mission.

Magneto swings his legs over the edge of the bed and tries to stand, he cannot and has to lean back.

BISHOP

Yeah, grandpa, it looks like you're up for a fight.

WOLVERINE

We're not gonna kill anybody.

FORGE

Quite the contrary. In fact, the mission is to save someone.

ROGUE

Someone who has the power to change everything.

BISHOP

As the song goes: If you've got the money, honey, I've got the time.

INT. GOVERNMENT LAB - MASTER MOLD BAY - NIGHT

The head of the Master Mold is more skeletal in the dead of night. The DRONE from before continues. A rat scurries up a cable and crawls through an eye socket.

Off-screen, we see a flash and hear a sharp SQUEAL as it's electrocuted. The guttural DRONE forms dull syllables.

MASTER MOLD'S HEAD

Power...

A tentacle like cable snakes down from the neck, joining with a mass on the floor to form a sinewy, fibrous bunch. Master Mold's eyes glow bright.

MASTER MOLD'S HEAD (CONT'D)

Starting up core services.

(beat)

Physical systems diagnostic.

(beat)

Fail. Booting core logic gate.

(beat)

Check. Establishing contact. Establishing contact. Establishing contact...

INT. SEWER SYSTEM - QUARTERS

Rogue and Forge are together in her quarters. Forge is opening a large case with multiple inset items. He begins to present them to Rogue.

FORGE

This extra vial should contain enough of the compound for them to synthesize more for the delegates.

Forge implants the small vial in her temporal band. He then reaches into the case and produces a syringe.

ROGUE

And you're sure it'll stabilize his genetic sequence?

Forge ignores her question.

FORGE

This is going to hurt, but when it's done, your DNA can never be used to create the cure again, by me or anyone else.

ROGUE

Do it.

Rogue sits forward and lowers her head as Forge places his gloved hands precisely on the back of her neck and inserts the long needle directly into her brain stem. When he is complete, she straightens and rubs the back of her neck gingerly.

ROGUE (CONT'D)

That wasn't an answer. Will it stop his code from crashin' or not?

FORGE

After ten years of development in the lab, I hope the serum works half as well as the cure. But it will work.

(beat)

Are YOU sure this is the only way?

ROGUE

I'm positive. One man won't make as much of a difference as we're telling the others... But one woman will.

INT. SEWER SYSTEM - LABORATORY

The time portal is active. A group has assembled, including Wolverine, Phantazia, Magneto, Forge, and the travellers: Rogue and Bishop.

FORGE

Make sure your bands are not removed. Any disruption and you will not be able to maintain temporal stability.

BISHOP

In other words?

MAGNETO

In other words, take it off and you'll be pulled back to this time.

WOLVERINE

If it even works, rookie.

BISHOP

And if it doesn't work?

FORGE

The cohesion of your molecular structure will begin to break down. The Heisenberg Uncertainty Prin-

BISHOP

Nevermind. Let's cut the chit-chat and get it done.

Bishop and Rogue move forward, grab each other by the hand, and step through the portal.

VFX - MOVING THROUGH THE TIMESTREAM

Rogue and Bishop are sucked back through time.

The landscape morphs and bends through years and decades, instilling a sense of vertigo as the back of the timestream is twisted.

Undertones of the Master Mold SIGNAL echo throughout.

Beneath, a dire HEARTBEAT throbs. The looming figure of APOCALYPSE rises and reaches out to catch the two. Just as he's about to close his grasp--

TIME SHIFT: PAST

EXT. DILAPIDATED CHURCH - NIGHT

They materialize in front of the skeleton of the chapel. Clouds above swirl in a large hand, but fade away almost as quickly. Was it real or a trick of the eye?

The flashes from the timestream mix with an electrical storm outside of the ancient structure. On the steeple, an unearthly FIGURE.

Both Rogue and Bishop are momentarily disoriented by their journey. Rogue is able to keep her balance, but Bishop, constrained by his bulk, falls flat on his ass.

ROGUE

(offering a hand)

What's the matter, buttercup? Did I bowl you over with my girlish charm?

Bishop hesitates for a moment before taking her hand.

BISHOP

I never did like roller coasters. Where are we?

ROGUE

I asked Forge to send us here.

BISHOP

(coming to realization)

Wait a minute, the Demon's church?

He flips the cover off of his holster.

ROGUE

You know him?

BISHOP
I killed him. Or, I will.

ROGUE
Put that thing away. This time, we have to play nice.

BISHOP
(under his breath)
Like Hell we do.

INT. GOVERNMENT LAB - MASTER MOLD BAY - AFTER HOURS

A younger, but still easily recognizable Bolivar Trask double checks the hallway before closing and bolting the door and switching on the lights.

Although we've seen the lab before, it takes a moment for it to register as the same place. Large consoles full of solid state lights and switches lie pristine and polished-- the fit and finish of a military prototype.

He busily adjusts dials and settings as he goes over a CHECKLIST on a clipboard, giddy with anticipation.

From behind, the sound of the FUTURE SIGNAL begins to build.

Light flows along the connecting cables in fiber optic bursts. The Master Mold's eyes blaze white in the darkness.

MASTER MOLD
Connection established.

TRASK
(taking notice)
What the...

The mouth of the Master Mold opens and his jaw distends. The ghostly TRANSMISSION wracks his body, which flails and convulses in the chair.

Trask cowers behind the console at the terrible cry. When he comes back up, the figure has slumped in the seat.

MASTER MOLD
(righting itself)
Download complete. All systems functioning normally.

TRASK
E-- Excellent. Now to get the gears rolling...

As he reaches toward the console, electricity arcs out. He recoils in pain.

MASTER MOLD
Permission denied.

TRASK
How in the hell...

MASTER MOLD
Time is short, Bolivar.

INT. TRAINCAR - NIGHT (SCENE FROM X-MEN I)

After being mislead into thinking she wasn't wanted at the Mansion any longer by an undercover Mystique, the YOUNG ROGUE is fleeing by train. She has been intercepted by Logan, who is now trying to convince her to return to Professor X's school.

Without warning, the train lurches and grinds to a halt. Lights flicker and the car rumbles eerily.

Logan stands as loose metal begins to adhere to the surface of the carriage. The sheet metal of the traincar begins to warp and distort before the rear is instantly ripped open with ease.

The passengers shriek until, through the smoke, the elegant visage of Magneto flies in. Wolverine extends his claws.

MAGNETO
You must be Wolverine.

He raises his hand and Wolverine is immediately frozen in place, looking quite discomfited by the situation.

MAGNETO (CONT'D)
That remarkable metal doesn't run through your entire body, does it?

After a brief look, Magneto forces Wolverine's body to stretch into a crucifixion or iron cross position. He begins to experiment and spread Wolverine's claws apart unnaturally, to great pain for Logan. He then lifts Wolverine into the air, levitating him there as a toy.

YOUNG ROGUE
(screaming)
Stop! Stop it!

WOLVERINE
What the hell do you want with me?

MAGNETO
(laughing)
You? My dear boy, who ever said I wanted you?

Horrific understanding dawns on Wolverine's face as he looks to the innocent young Marie. With a mere flick of his hand Magneto sends Wolverine flying through the traincar and out of view.

Rogue jumps up to run to him, but Magneto uses his power to remove a DART from his belt and tranquilizes her. He shakes his head, bemused.

MAGNETO (CONT'D)

Young people.

INT. DILAPIDATED CHURCH - NIGHT

We follow Rogue and Bishop into the building. The place is dark, only illuminated by the flashes of lightning from outside.

ROGUE

Kurt?

NIGHTCRAWLER (O.S.)

Wer sind sie?

Bishop pulls a gadget from his belt. Flicking it open, we see a long, futuristic looking baton. There's a momentary silence.

BISHOP

Come out, come out wherever you are.

ROGUE

Yeah, that's helpful.

(beat, louder)

We mean you no harm...

As she says this, Nightcrawler swings from the rafters, knocking Bishop squarely in the chest. As he falls, he manages to get a hit from the baton on Nightcrawler's shoulder. A streak of raw energy pours out into his chest.

Nightcrawler BAMFs into smoke, but the portion which has been touched by Bishop stays solid, forcing him to rematerialize a few paces away.

ROGUE (CONT'D)

Bishop, stop!

Bishop has rolled to his feet and throws a bolo, which wraps squarely around Nightcrawler's midriff.

BISHOP

(triumphant)

Take that, Wormy.

Nightcrawler BAMFs just as the bonds draw taught, and it crashes empty to the floor.

BISHOP (CONT'D)
Thought I hit him harder than that...

NIGHTCRAWLER (O.S.)
Verschwinde!

Nightcrawler swings several quick blows. Evaporating around Bishop's blocks, he lands a few solid hits to the mutant hunter's head.

Bishop manages to catch Kurt with the baton behind the knee, and he whimpers in pain.

BISHOP
I've had enough of this.

He unholsters his gun and draws in a sweeping motion, only to find Rogue squarely between him and his quarry.

Nightcrawler cowers behind her, clutching his wounded leg.

ROGUE
Enough!

Bishop lowers his weapon, but is still wary.

BISHOP
(to Rogue)
Can you speak any German?

NIGHTCRAWLER
I can speak English.
(beat)
I am not an animal.

ROGUE
It... it may not look like it, but we're friends. Or, we will be. We need your help.

INT. MANSION - CORRIDOR OUTSIDE CEREBRO (SCENE FROM X-MEN I)

A young Bobby Drake stands before the security door into Cerebro. He kneels, and Cerebro begins its retinal scan of Bobby's face. It morphs quickly, first into the familiar blue face of MYSTIQUE, and then into the image of Professor X himself. A blue line scans vertically and then horizontally across the right eye.

CEREBRO
(mechanical computer)
Welcome, Professor.

The doors to Cerebro unlock and part for the intruder. As Mystique stands and walks forward into the main chamber, she reverts, first to Bobby and then to her natural appearance.

She accesses an internal mechanism tray within Cerebro and uses a canister she brought to contaminate the system, turning a key liquid in the chamber from healthy clear blue to a dark and hazy green that is clearly toxic. She replaces the tray.

INT. DILAPIDATED CHURCH - NIGHT

Rogue and Nightcrawler are seated in front of the broken rose window in the choir loft. The light of the moon casts weird shadows through the shards of stained glass.

Behind them, Bishop paces back and forth impatiently.

ROGUE

And so, the mutants will be encamped, enslaved and destroyed.

NIGHTCRAWLER

Living as I have, I know more than most the hatred of evil men. I will do whatever I can...

BISHOP

I'm sure that will come in handy when we need someone to turn tail and disappear into the rafters.

ROGUE

Bishop! For once, shut up and listen. We're going into the mansion, and Kurt is going to help us get there.

(beat)

Things may get hairy if we're discovered.

NIGHTCRAWLER

Where do we fall back to if they do?

ROGUE

We don't. If we don't get this right, we all might as well be dead.

NIGHTCRAWLER

Dead?

BISHOP

Where we come from, you already are, Wormy.

Nightcrawler gives a start. Rogue sighs.

ROGUE

Let's move out.

EXT. MANSION ENTRANCE - NIGHT

The night is clear and dry, but a sloppy figure drenched with water staggers to the doorway, barely able to maintain himself upright. As he nears the door itself he enters the light and he is revealed as SENATOR ROBERT KELLY. He has been genetically altered by Magneto and is on the verge of death.

Suddenly, the door opens and Wolverine is there, waiting to exit in an attempt to find the abducted Young Rogue.

KELLY
(exhausted)
I'm looking for Doctor Jean Grey.

Before anything else can transpire, he collapses into Wolverine.

EXT. DILAPIDATED CHURCH - NIGHT

Rogue, Bishop, and Nightcrawler exit. Bishop is tinkering with his armband.

BISHOP
Hello? Forge, can you hear me? This damn thing must be broken.

Rogue approaches Bishop and begins to examine the armband.

ROGUE
If it was broken you wouldn't be here right now.
(beat)
It appears the communication sensor is offline.

Bishop shakes his head and pulls his arm away from Rogue.

BISHOP
This just keeps getting better. Why is all of this really necessary? If these guys are your friends, why can't we just use the front door?

ROGUE
There's a fine line between reshaping a timeline and destroying it. I'm not sure they'd appreciate the distinction.
(beat)
We're from the future, genius.

Rogue dismissively turns her back on Bishop, a show of disrespect to which he takes offense, grabbing her by the clothed arm and turning her around.

BISHOP

Look, lady, fortune or not, I don't like being lied to when my neck's on the line.

Rogue shrugs off his grasp and leans in so that Nightcrawler cannot hear her.

ROGUE

(whispering)

You were right, okay? We have to take someone out.

Bishop stands back and straightens.

BISHOP

Then let's go.

ROGUE

(disgusted)

That easy for you?

Bishop turns and returns to Nightcrawler. He points to his tattoo.

BISHOP

Mutant hunter, remember? If that's the mission, that's the mission, lady. Let's get this over with.

ROGUE

(to herself)

This is the only way.

(beat, to them)

Now, hold on.

Bishop shrugs as he takes hold of her shoulder. Rogue removes her gloves and touches Nightcrawler's bare skin.

The group BAMFs from the churchyard.

INT. MANSION - MED LAB

Senator Kelly lies on a bed in the middle of the room. Xavier is reading Kelly's mind. Jean waits, standing to the right of the bed, while Wolverine and Storm are leaning against a table across from her.

As Xavier finishes his mental probing, Rogue, Bishop, and Nightcrawler BAMF into the room. Rogue's appearance has changed to that of Nightcrawler. Likewise, he has taken on a more normal appearance. He falls to his hands and knees due to the sapping.

WOLVERINE

Magneto's lackeys!

He rushes Bishop.

BISHOP

You!

He opens fire in self defense, clipping Storm with a stray shot before Jean erects a force shield that prevents any further damage.

Rogue quickly grabs Bishop's arm and begins draining his energy. He collapses.

ROGUE

Down boy.

Wolverine readies his claws and begins to rush forward as Rogue's appearance returns to normal.

XAVIER

Logan, wait.

Wolverine stops in his tracks. A perplexed look comes across his face as he sniffs the air.

WOLVERINE

Marie?

Nightcrawler has returned to his normal appearance and slowly stands back up.

STORM

(horrified)

In all of Mother Nature, what has Magneto done?

ROGUE

I am Rogue, but not your Rogue... Not exactly. I've come back from the future to save Senator Kelly.

Xavier is about to speak as Rogue nods to Nightcrawler. He BAMFs to the Senator's side and administers the antidote. Senator Kelly gasps as it begins to take effect. His condition is rapidly improving.

XAVIER

Well, obviously we have much to discuss.

EXT. WATER NEAR LIBERTY ISLAND - NIGHT (SCENE FROM X-MEN I)

A ship passes with covered cargo on deck. Through an untethered end of the covering, a full-size replica of the Statue of Liberty's torch is seen.

INT. SHIP'S BRIDGE - NIGHT - CONTINUOUS (SCENE FROM X-MEN I)

On the bridge of that same boat we see Mystique entering through a doorway from the deck. She momentarily looks at Young Rogue who remains defiant, then crosses as Magneto enters from the opposite direction below deck. He too regards Young Rogue and then looks out the window and up to the statue which can be seen in lighted glory.

MAGNETO
Magnificent, isn't she?

YOUNG ROGUE
I've seen it.

MAGNETO
I first saw her in 1949.

He turns his attention back to Rogue.

MAGNETO (CONT'D)
America was going to be the Land of Tolerance...
(beat)
Of Peace.

He returns his gaze to the statue. Rogue focuses on a dead crewman.

YOUNG ROGUE
Are you going to kill me?

Magneto looks pensive for a moment, then turns to address Rogue directly.

MAGNETO
Yes.

YOUNG ROGUE
Why?

MAGNETO
Because there is no Land of Tolerance. There is no Peace... not here, nor anywhere else. Women and children, whole families destroyed simply because they were born different from those in power.
(beat)
Well, after tonight, the world's powerful will be just like us. They will return home as brothers... As Mutants. Our cause will be theirs. Your sacrifice will mean our survival.

Sabertooth GROWLS above her as he enters the bridge, startling her and briefly breaking her attention on Magneto, but only briefly.

MAGNETO (CONT'D)

I'll understand if that comes as small consolation.

INT. MANSION - XAVIER'S OFFICE - NIGHT

Xavier is at his desk, CYCLOPS to his side. Rogue and Nightcrawler are on the couch, the latter sitting huddled with his arms around his knees. Bishop is leaning against the wall behind them, weapon still in hand, trading glances with Wolverine as he moves about the room. Rogue has been explaining the situation.

Xavier is focusing as he attempts to probe her mind.

CYCLOPS

You aren't really buying into any of this are you, Professor?

Xavier's gaze is affixed to Rogue.

XAVIER

I have no doubt she is who she says she is.

(beat)

Though, it is rather difficult to see your thoughts.

ROGUE

A side-effect of my power. Every time I touch someone, a little bit of them stays.

(beat)

It can be a mess.

Wolverine lowly grumbles. She turns to regard him, pointing to her head.

ROGUE (CONT'D)

You're in here, sugar.

WOLVERINE

This is a waste of time. We should be out looking for Rogue... Our Rogue.

Jean enters the room as he finishes his sentence, followed by Storm, whose right arm is bandaged. Wolverine's attention shifts to Storm before turning to Bishop and snarling.

BISHOP

If it's any consolation, I was aiming at you.

Wolverine pushes past Storm towards Bishop, who reflexively readies his weapon. Rogue jumps from her seat.

ROGUE

Stop it, both of you.

Wolverine pauses as she speaks.

ROGUE (CONT'D)

Look, Marie will be fine. I'll be fine... There's a problem with his device that Magneto didn't account for at full scale. Y'all came to rescue me, but you were too late. Magneto had already activated the machine, but it didn't work. In his weakened state, he ordered everyone to pull back, and since he had no further use for me...

(beat)

And here I am. All I got from it was this shock of white hair.

She tries to flirt with Wolverine and play with her hair, but he just stomps out of the room. Storm gives chase. Bishop lowers his weapon; Xavier moves to Rogue's side.

ROGUE

(to herself)

Just like a man. I guess I'm too ripe on the vine.

(beat)

Besides, did it ever occur to any of you that Magneto might be right?

JEAN

You can't be serious.

ROGUE

You haven't seen humans do what I have.

CYCLOPS

We are human. In case you mis(sed)-

XAVIER

I believe you Rogue. Still, I would like for you to accompany me to Cerebro, so that I might get a clearer picture.

ROGUE

Let's go, Professor.

Xavier exits the room. Rogue turns to follow, but stops when Jean interjects.

JEAN

Rogue, wait. That serum you gave Senator Kelly... What was it?

Rogue turns to Jean and answers coldly.

ROGUE

The cure. Maybe less flirting with men you just met and you could've come up with it.

Rogue reaches to her time band and extracts the vile of extra serum. She tosses it into the air and allows Jean to catch it with her telekinesis.

ROGUE (CONT'D)

Here's more in case Magneto gets any ideas.

Wasting no more time on Jean Grey, Rogue exits the room followed closely by Nightcrawler and Bishop. Cyclops approaches a somewhat distant Jean.

CYCLOPS

Hey, you alright?

JEAN

Just confused. Rogue seems to feel strongly antagonistic towards me.

CYCLOPS

That didn't take a mind reader.

JEAN

Don't worry about it. If anything is wrong, Professor Xavier will discover it in Cerebro. Come on... I need to go check on Senator Kelly and get this serum in the system.

Jean and Scott exit the room.

INT. MANSION - CORRIDOR - CONTINUOUS

As Rogue follows Professor X to Cerebro, she has the one encounter she was wholly unprepared for in this entire journey: a very young Bobby Drake, her future husband. Iceman. He is with a group of his friends as they move through the hallway, paying no mind to the mysterious lady with the striking shock of white hair.

Her pause elicits a response from Professor X.

XAVIER

You have strong feelings for Bobby.

ROGUE

He was my husband before-

She cuts herself off before choking up. Even now, perhaps especially now, the emotion of that loss is right under the surface.

XAVIER
(stating)
Before he died.

ROGUE
Before my stupidity killed him.

She wipes the accumulated tears away from her eyes before they can escape down her face, a small victory over her emotions if nothing else.

She hardens and brushes past Xavier's wheelchair.

ROGUE (CONT'D)
Let's not keep Cerebro waiting.

INT. MANSION - CEREBRO - CONTINUOUS

Xavier is in the center of the room facing Rogue, whose back is to the doorway.

XAVIER
Are you ready?

ROGUE
As ready as I'll ever be.

XAVIER
As you wish... Just stand still.

Professor X turns in his chair and puts on Cerebro's helmet interface. The shadow of Apocalypse can be seen in the putrefying liquid. The contamination of Cerebro by Mystique causes the same sort of initial reaction as it originally did. We see this as a series of quick cuts that now also incorporate the looming presence of Apocalypse in Xavier's mind.

INT. MANSION - MED LAB

Senator Kelly is seemingly resting while Jean monitors his vitals at a nearby computer. He appears almost entirely cured physically, but he looks incredibly paranoid.

As she monitors the screen, it unexpectedly changes to show real-time diagnostics for Cerebro. An alert appears.

Jean hurriedly exits the room as an alarm KLAXON begins to sound.

Senator Kelly takes this opportunity to remove the monitoring pads from himself and looks for clothes.

INT. MANSION - CEREBRO - CONTINUOUS

Rogue stands over an unconscious Xavier. Jean enters and rushes to his side.

Rogue presses a button on Cerebro's console and the door seals.

JEAN

What are you doing?

ROGUE

Part two, honey pie... You and that damned Phoenix ruined everything!

Jean stands.

JEAN

Look, I don't know what--

Before Jean can finish her sentence, Rogue launches into a series of attacks using various powers she has accumulated over the years. Jean does her best to deflect the attacks, but is overpowered. Step by step she is forced back.

ROGUE

Fight me!

Jean is up against the door where she surrounds herself with a force field. Rogue's relentless assault begins to take its toll.

Suddenly, Jean's eyes fill with fire and then just as quickly turn black as coal. Jean is gone, subsumed by the entity that is the PHOENIX, and she is on the offensive.

Phoenix's attacks become stronger and stronger as the entity asserts full control. She lands a powerful blow, sending Rogue flying back into the console.

They fly into the center of the chamber and clash. Various forms of battle ensue, with each catastrophic blow met with an equally devastating return volley.

Cerebro itself is completely destroyed during this altercation as pieces are hurled physically and mentally through the air.

The Phoenix finally gets the upper hand and momentarily stuns Rogue. Phoenix levitates, floats over to Rogue and uses kinesis to lift her face to face. Rogue struggles to move but the Phoenix's hold is too powerful.

ROGUE (CONT'D)

What are you waiting for? Do it.

Phoenix cocks her head slightly, amused by the ant trying to taunt her, a broad, menacing smile crosses her face.

PHOENIX JEAN
(whispering)
I want to enjoy this.

Her concentration is broken when the door to Cerebro opens to a very panicked and confused Cyclops.

CYCLOPS
Jean?

Rogue seizes the opportunity and grabs the Phoenix with her bare hands. Fire swirls up and around her arms as she begins to draw the Phoenix Force into herself.

The two forms rapidly merge into one. Imploding, then exploding outward, the blast is contained, suspended in the air. When it suddenly contracts again, both forms remain intact.

Rogue's appearance becomes sickly like that of Jean when she is consumed by the Phoenix, complete with cadaverous veins and blackened eyes. When the transfer is over, Jean falls seemingly unconscious at the feet of Cyclops.

Rogue, now the Phoenix, floats into the center of the room as Cyclops prepares to fire a blast at her. She raises her hand toward him and holds him with her new kinesis.

PHOENIX ROGUE
I am the Phoenix! And I have waited to do this for a long time, Scott Summers.

Phoenix shoots a blast of fire at Cyclops, but it is blocked by a weak shield, erected at the last moment by a barely conscious Jean. The blast is deflected, but Jean collapses and will be unable to help again.

The shield disappears.

JEAN
(weakly)
It's a parasite, Scott. It's infecting her now.

Cyclops looks up at the Phoenix as she builds an energy blast that will clearly kill both Jean and Scott!

Before she releases it, her concentration breaks when Rogue begins to reassert herself.

ROGUE
You think you're the first to try to take over?!?

She starts to shake. The Phoenix Force visibly flees from her as Rogue begins to regain control. She's no stranger to having other consciousnesses in her head: she's been subduing them most of her adult life.

Her body slowly lowers back down to the platform just as Wolverine and Storm enter the chamber with a bewildered Bishop and Nightcrawler.

CYCLOPS

What the hell just happened?

EXT. LIBERTY ISLAND - NIGHT

The Young Rogue is secured inside Magneto's contraption and the replica torch has been moved into place. The moment of truth has arrived. Magneto gracefully approaches Young Rogue, and with a look of sadness he begins the process of killing her.

MAGNETO

(consoling)

It will be over soon, my dear.

Rogue tries to twist and squirm to escape her impending doom, but there is nowhere for her to go. And this time, no one is coming to save her.

YOUNG ROGUE

(screaming)

No! Stop! Please! No!

Magneto has turned his back on her, unable to face the cost of his machinations. He tries to steel himself, but he looks to the sky expectantly.

MAGNETO

Where are your children, Charles?

EXT. ELLIS ISLAND - NIGHT - CONTINUOUS

The gathered world leaders are attentive to their speaker. In the background, the ominous mutation effect bubble begins to grow from inside the Statue of Liberty's torch. As the effect gets larger it becomes more distracting and the assembled crowd begins to murmur and then panic. Within seconds, the energy sphere engulfs the gathering, making manifest Magneto's master plan.

INT. MANSION - CORRIDORS OUTSIDE MED LAB

An unseen male doctor races through the halls of the mansion. We see brief glimpses of his pants, lab coat, a bit of shirt, maybe a tie, but then he rounds the corner to the Med Lab and is revealed as Beast. From within the room, we can hear a conversation verging on argument.

ROGUE (O.S.)

It took years to even figure out what it was! And by that point you were dead.

CYCLOPS (O.S.)

You expect us to believe that Jean has been possessed by some alien for decades?

INT. MANSION - MED LAB - CONTINUOUS

Two main beds have been stationed in the center of the room. The first position has a prone Professor X. His eyes are open and glassy; there appears to be no one home. On the second bed, but far more active, is Jean Grey. She seems to have no ill effects from her encounter with Rogue, nor the baffling events regarding the Phoenix. She is sitting on the side of the bed, ready to stand if her caretakers will allow. Wolverine and Cyclops hover nearby, while Nightcrawler, Rogue, and Bishop keep their distance.

BEAST

Am I intruding?

As Beast enters, Cyclops' and Jean's spirits visibly lift. She springs to her feet without invitation or permission and wraps Beast in an aptly named bear hug.

CYCLOPS

(nonplussed)

Beast, this is Logan, and these are the time travellers.

BEAST

Time is the school in which we learn / Time is the fire in which we burn. Doctor Delmore Schwartz.

Rogue, knowing the man, moves forward to greet her old mentor and friend.

ROGUE

I know Beast very well!

BEAST

I'm sorry, miss. We've met?

ROGUE

That's the thing with time travel, Beast. You presided over my wedding.

BEAST

Fascinating.

WOLVERINE

Yeah, thrilling, Doc. Now how 'bout we get to it?

CYCLOPS

Wolverine's right!

Just the sound of that coming from Cyclops causes a brief moment and quick look between Scott and Wolverine.

CYCLOPS (CONT'D)

For once.

(beat)

Something's terribly wrong with the Professor and this woman did something to Jean.

JEAN

Scott, I keep telling you she isn't lying. I can feel it now that it's gone.

BEAST

The Phoenix?

The group seems slightly stunned as they turn to Beast for further explanation.

BEAST (CONT'D)

Professor Xavier has been working with a personality within your consciousness calling itself the Phoenix for years... since you were a little girl. He believes it to be very dangerous and has kept it subdued. Early on, he thought there was a possibility that this personality wasn't entirely... you.

ROGUE

And it wasn't. It was an alien parasite known as the Phoenix Force. It chooses a host and then uses them to wreak havoc on entire worlds, destroying 'em from within.

BEAST

And this Phoenix Force had manifested itself in your past?

ROGUE

And a lot of good people died.

BEAST
Thus your return to the past.

ROGUE
Among other things.

Beast is astonished, momentarily made speechless.

JEAN
She saved Senator Kelly, as well.

WOLVERINE
Yeah, she's a real Girl Scout. Now when do we get the location of Magneto?

CYCLOPS
I want to know what she's done to the Professor!

ROGUE
I keep telling you that wasn't me! Mystique poisoned Cerebro.

This comment hits Beast like a load of bricks. He's visibly deflated by the news of Mystique's involvement.

BEAST
(to himself)
Oh, Raven. Why?

Beast consoles himself for a moment over this new revelation.

BEAST (CONT'D)
And you did nothing to prevent this aspect of the past?

ROGUE
(dismissive)
Professor Xavier recovers in a day. I needed to get Jean alone without his interference.
(beat)
Whose idea do you think this was?

Suddenly, a look of awful realization crosses Jean's face. Her gaze snaps to the traveler; in an epiphany she realizes the terrible implications of Rogue's plan.

Jean cautiously stands and slightly backs away from Rogue.

JEAN
(slowly)
Not the Professor.

She turns back to Scott, panicked.

JEAN (CONT'D)

We need to get to Liberty Island.

Through the doorway, a stunned and forlorn Storm races into the room.

STORM

My God... Turn on the monitor! It's Magneto.

Rogue catches Bishop's eye and makes a small nod indicating to ready his weapon. He holds his blaster a little more tightly. He's ready. Nightcrawler is oblivious.

EXT. ELLIS ISLAND - NIGHT

The images alternately come from the media feeds in place for the event of assembled world leaders in conjunction with the feeds from local sources in the sky. In the background, news, police, and military helicopters illuminate the Statue of Liberty, which has sustained some damage from the incident.

NEWS ANCHOR (V.O.)

Yes, we have confirmation now that a mutant group is taking responsibility. In fact, the leader of that group is about to give a live statement from Ellis Island, the site of the still unexplained incident involving the Statue of Liberty. Let's go now, live to the scene.

Magneto has recovered from the energy drain his machine caused him and now resplendently descends from the sky to the main speaking dais. Landing, he takes a moment to regard the emptiness of the surroundings, and with a wry smile he begins his address.

MAGNETO

Greetings, humans.

A broad and avuncular smile fills Magneto's face before it morphs into a sickly sneer.

MAGNETO (CONT'D)

I am what you would call a Mutant. You, in turn, are what I would like to call... extinct. For far too long the members of Homo Superior have been burdened by the lack of imagination or understanding from our Homo Sapiens cousins. From you "normal" people. No more. Today, my Brotherhood of Mutants has declared war on lesser humanity: a war which history and biology proves we will win. But we are not a cruel species, revelling in the pain and failure of those beneath us on the evolutionary chain. I bring a cure for your inferiority.

(beat)

(MORE)

MAGNETO (CONT'D)

Earlier this evening I used our advanced biological and technological wizardry to genetically alter every single person assembled here on Ellis Island. I activated their X-factor. They are all now Mutants... brothers. And this is just the start. We will bring an end to the Age of Men and usher in the Age of Mutants! We will end your wars. We will end your suffering. No more hunger, no more hatred for fear of your deficiencies.

(beat)

Make no mistake, what I offer is a gift. A gift which has come at a high cost to us. In order to grant human kind a greater legacy, one of our own Mutants sacrificed herself to make this work. Dear Rogue's belief was that one day all humans would be Mutants and we could live in the greater harmony that nature obviously intends. Her death will not be in vain! Humanity will rise from its pit of despair and become triumphant in this new world order. You cannot fight the future. It is here. It is now!

Magneto returns his attention to the Statue of Liberty. From the sky, we can see Rogue's lifeless body still attached to his infernal machine. There is a CLAP of THUNDER.

Swinging back, the tv camera focuses on Magneto, who raises his arms and begins to exhibit great concentration. He strains.

In the distance, the copper sheeting of the Statue of Liberty begins to warp. The statue itself begins to move. The base is damaged severely and causes the ground on Liberty Island to shake violently. The surrounding water roils, and moments later, the quake is finally felt on Ellis Island itself.

MAGNETO (CONT'D)

A tomb befitting a martyr!

With that, the entire statue collapses, imploding into a virtually solid shiny copper ball the size of the statue's head. He forms the metal into a lovely rendering of Rogue's face.

MAGNETO (CONT'D)

(to himself)

I'm sorry it had to be this way, Charles.

He lowers the metal tomb to the ground and turns back to the camera feeds.

MAGNETO (CONT'D)

(crazed)

Submit or die, like the Neanderthal before you!

He extends his hand and the cameras crumple. The news feed is cut.

INT. MANSION - MED LAB - CONTINUOUS

The image of Magneto has been severed. Before the news anchor can resume his analysis, perspective shifts to a stunned Nightcrawler, who remains staring at the monitor, agape. He begins a silent prayer as signs of an altercation become apparent behind him.

WOLVERINE
(guttural)
Aaaaaaaagh!

He flies through the air with claws extended toward the helpless Nightcrawler, but collides midair with Bishop.

They fall to the floor and roll to the side, where Wolverine pins him to the ground, straddling him from above. His claws point directly at the time-shifted mutant's face.

BISHOP
I didn't do this!

WOLVERINE
Too bad, whelp, you're gonna pay for it!

As Wolverine's arm begins forward, his claw is blasted away from Bishop's face by a short burst from Cyclops.

CYCLOPS
No, Logan, no killing!

BISHOP
We're trying to save the future!

WOLVERINE
By killing a little girl?

NIGHTCRAWLER
Mein Gott, what have I done?

Nightcrawler falls to his knees, realizing his part in the death of the girl from the monitor.

STORM
It appears you have been deceived.

BISHOP
Who was she?

Until now, Rogue and Jean Grey have been standing, confrontational but not engaged in battle. After their last encounter, each is aware of the capabilities of the other, and both are respectful accordingly.

ROGUE
 (somber)
 She was me.

WOLVERINE
 She was nothing like you!

Emotion finally overcomes Rogue as she dissolves into tears.

ROGUE
 And the future that turned her into me is what I had
 to stop from happening, no matter the cost...

Wolverine once again prepares to plunge his claws into Bishop, now his chest. As he pushes forward, Jean uses her telekinesis to move his hand to the side. It clips Bishop's time band. The mutant vanishes.

Professor X begins to convulse.

VFX - MOVING THROUGH THE TIMESTREAM - IN THE MIND OF PROFESSOR X

Professor Xavier observes a surreal environment with images from throughout human history. Mutants are seen in vignettes doing amazing acts before the stunned masses. One theme eventually invades them all. Sometimes subtly, other times more overtly, Apocalypse is always there.

Professor X is keenly aware that, while he is watching Apocalypse, Apocalypse is also watching him.

INT. MANSION - MED LAB - CONTINUOUS

The convulsions subside, but the Professor remains non-responsive and catatonic. Beast and Jean are the ones closest to him as his body calms.

JEAN
 Is he?

BEAST
 I don't know.

She looks between Beast and the Professor, feeling more helpless than Xavier. Beast turns to Rogue.

BEAST (CONT'D)
 And you say the Professor will be out of this without incident?

CYCLOPS
 Why bother asking her? She said Rogue would be okay.

ROGUE
This never happened.

She's clearly distraught.

ROGUE (CONT'D)
There were never any convulsions. Something's wrong.

STORM
It appears something else has changed beyond your understanding.

Wolverine, in utter defeat, has never gotten off the ground after Bishop disappeared.

WOLVERINE
Why's she still here?

STORM
This has always been a place open to Mutants, Log-
Wolverine stands.

WOLVERINE
I'm not talkin' about the school.

He extends a single claw. We follow the gesture to reveal Rogue's time band, which has been damaged in one of the recent altercations.

BEAST
Your time band is broken, and yet you remain.

ROGUE
This was a one way trip for me, Hank.

She pulls the broken time band from her arm and discards it on the floor with disdain.

JEAN
Why?

ROGUE
I'm not in the future Bishop went back to. She just died.

CYCLOPS
So, how are you still here?

ROGUE
This isn't my past.

BEAST
An alternate...

He looks to Rogue for confirmation; she nods in agreement.

BEAST (CONT'D)
Once the subject returns to the past, she has effectively left her own reality and entered an alternate timestream.

CYCLOPS
Meaning?

BEAST
She did not return to the future because in this timeline, Rogue does not exist there. And she did not disappear because this isn't a science fiction movie, Scott.

JEAN
But why did you sacrifice your younger self?

ROGUE
I had to. My mutation was used as a cure for the X-factor. Because of me, millions of mutants were rounded up and either forced to take the cure or murdered.

BEAST
And by eliminating your younger self...

ROGUE
I eliminate the cure, the camps, the deaths. There was no other-

WOLVERINE
Shut up.

Rogue turns to try to speak with Logan, to explain things. He's having none of it.

ROGUE
Logan, I was trying to-

WOLVERINE
I said, shut up!

He overturns one of the medical equipment carts and rushes forward, his claws extend.

Having years spent training and fighting alongside Wolverine, Rogue knows his attack and quickly counters, pinning him just long enough to grasp his bare skin. Being older also allows her greater control of her powers, enabling her to take more or less from her subjects.

Bone claws rip through the flesh of her hands as Wolverine slumps to the ground. The feral anger coursing through her clouds her mind. As the others move forward to try to assist, she breaks past them and escapes the mansion, leaving Wolverine unconscious on the floor. The only sound as the assembled X-Men look on is Nightcrawler, still on his knees praying.

NIGHTCRAWLER

And forgive us our trespasses as we forgive those who trespass against us. And lead us not into temptation, but deliver us from evil. For Thine is the power and the Kingdom, forever and ever. Amen.

FADE TO BLACK.

TIME SHIFT: FUTURE

FADE IN:

INT. SEWER SYSTEM - LABORATORY

The time portal is open and Bishop is speaking to Forge before walking through. The perspective is different from before.

BISHOP

And if it doesn't work?

FORGE

The cohesion of your molecular structure will begin to break down. The Heisenberg Uncertainty Prin-

BISHOP

Nevermind. Let's cut the chit-chat and get it done.

Our perspective remains on Forge this time, and as we get the first close look at the cyborg mutant it is clear that Forge appears even more bionic than ever before.

FORGE

(to himself)

Spirits guide the righteous.

The complex is rocked by an explosion. Angel enters the room. He appears to be wearing Magneto's uniform. He is resplendent and clearly in command.

ANGEL

We've lost Avalanche's team, and I can't raise Colossus. Nimrod was reported attacking the east spillway entry. I'm not sure how much time we have. Did he get off?

FORGE

He did. If my teleportation modification works, he'll be able to arrive, grab the target and port out before anyone is the wiser.

Just as quickly as the portal had shut, it again activates. Forge and Angel are startled as Bishop steps back through.

FORGE (CONT'D)

What went wrong?

BISHOP

What do you mean, old man? The plan worked, as far as I could tell.

FORGE

But nothing has changed.

As Bishop orients himself he notices plenty of changes, not least of which is Angel alive and well.

BISHOP

Nothing has changed? Not from where I'm standing, Doc.

FORGE

But the Master Mold is still in control.

BISHOP

What the hell is a Master Mold?

Forge turns to Angel, suddenly understanding what has transpired.

FORGE

This is not the Bishop we sent through the portal.

He returns his attention to Bishop himself.

FORGE (CONT'D)

What were you supposed to do in the past?

INT. GOVERNMENT LAB - MASTER MOLD BAY - NIGHT

The lab is immaculate, sterile, futuristic, and devoid of any real human presence.

Master Mold, modified by himself over the years, sits upon his throne, ruling mercilessly over the humans he was designed to protect. Sentinels of various types move throughout the large room.

One man, or seemingly so, CHAMBERLAIN (appears 50) approaches Master Mold to report. As soon as he speaks, the reality of his construction becomes clear. He is a Sentinel, though not quite like any other.

CHAMBERLAIN

(filtered)

Nimrod is closing in on the location of the temporal anomaly. Mutant resistance has been neutralized.

MASTER MOLD

Did the signal get through during their test?

CHAMBERLAIN

(filtered)

It was transmitted, but it is inconclusive whether the entire data burst was properly received before the portal was disengaged.

MASTER MOLD

Once it is found, make certain Nimrod stops at nothing to get the package through.

CHAMBERLAIN

(filtered)

The will of the Master Mold.

Chamberlain turns away from Master Mold. He subtly smiles, as though he is the only one in on the joke.

His head slightly shifts as he begins his communication with the unseen Nimrod. An audible HUM, similar but more complex than the signal from Bishop's original timeline begins to emit from Chamberlain.

INT. SEWER SYSTEM - LABORATORY

Bishop has explained what transpired on his mission with Rogue in the past. The pair are horrified to hear what Bishop had accomplished.

ANGEL

And this is what you were supposed to have done?

Bishop simply arches his eyebrows, exempting himself from blame.

BISHOP

Naw, naw... Look, you stuck me with that crazy bitch, constantly sapping the shit outta people. And now you want to hold ME accountable?

FORGE

Rogue? It was a solo mission. You had no partner.

Bishop sighs, he's clearly not getting through to these guys.

BISHOP

Pops, as you said yourself, you didn't send me anywhere. But the you that did send me sent me with the craziest partner possible. One with her own agenda.

The complex is again rattled by an explosion. The lights dim and flicker; dust settles from cracks that have appeared in the foundations. The unease in the room escalates.

ANGEL

Nimrod will break through our defenses at any moment. Is there anything we can do?

Forge looks between Angel and Bishop, considering his limited options briefly. He begins to fit a new time band, of a different design, to the time traveler's arm.

FORGE

If a mission is successful, the timeline would change almost instantly. We had determined two possible points in the past that could have prevented all this. I just sent you to the incident we believed was most likely to result in the chan-

BISHOP

Got it. Before I have to find out what a Nimrod is, dial up the other one. What do I have to do?

The HUM heard earlier with Chamberlain now resonates. The focus moves slowly away from Bishop and Forge and settles on a large tank containing WOLVERINE'S ADAMANTIUM SKELETON. Next to the tank sits an aged Sabertooth, frozen in place, watching over his brother's bones. The complex is rocked by an explosion in the outer sewer tunnels.

TIME SHIFT: PRESENT

INT. CASINO - MAIN FLOOR - DUSK

The casino floor is bustling with people moving from table to table. The SLOT MACHINES can be heard in the background.

A REPORTER and camera man stand near the main entrance doing a live-shot.

REPORTER

Tomorrow marks the 10 year anniversary of the incident at the Statue of Liberty, and both humans and mutants alike have gathered here at the Genosha Island Resort and Casino for what is sure to be a spectacular event.

Focus shifts to an attractive cocktail waitress carrying a tray with a single double-shot of bourbon. She wears a skimpy outfit evoking imagery of a Playboy Bunny, but, as she passes, a real shaggy canine tail wags happily erect from just above her ample posterior.

Following her through the crowd, it is clear that those assembled are mostly mutants. She pauses at a table and places the glass next to a patron.

GAMBIT (appears 35), a dashing, silver-tongued southern cad grasps the drink and downs it in one gulp. He regards his hole cards. The game is poker and there is a rather large stack of chips in front of him.

The table is still packed with people as Rogue moves behind him and bends in.

ROGUE

(whispering)

Make this fast, sugar. We don't want to keep Jenny and Tom waitin'. We just met 'em, I'd like at least a few days before they think we're flakes.

Gambit just smiles before he pushes all of his chips into the middle of the table. All but one of the other players fold. He's sure Gambit is bluffing and goes all in. They reveal their hands, and Gambit comes away with the win.

Rogue sees a woman walking in her direction. Rogue's face shows a look of recognition, which is not reciprocated. When the woman is about to pass her by, Rogue extends her gloved hand and lightly grabs her upper arm. The woman is JENNY (36). As she stops and turns, Jenny looks at Rogue bewildered.

ROGUE (CONT'D)

Hey, we were just about to come over and meet you guys for dinner.

Jenny seems confused.

JENNY

I'm sorry, do I know you?

ROGUE

I didn't think you were that drunk. We met at the cafe bar the other night.

Rogue pauses, awaiting some look of recognition, but none is forthcoming. Jenny looks at her blankly.

ROGUE (CONT'D)

You were with Tom. I was with Remy.

Rogue points toward Gambit as he's celebrating his victory and beginning to assemble his chips.

JENNY

You must have me confused with somebody else. I just got here this morning, and I came by myself.

Jenny walks away. Gambit has finished collecting his chips and has come to Rogue's side. Rogue tries to follow the woman, but Gambit stops her.

GAMBIT

Let her be, cher. Whatever's gotten into her, she obviously didn't want nothin' to do wit' us.

ROGUE

Somethin's wrong, Remy. She really didn't recognize me.

GAMBIT

Well, maybe-

ROGUE

And she doesn't even know who Tom is? They said they'd been dating for 5 years...

Kodiak Noatak, wearing a black suit and, at 23, looking quite different from his previous future-self, approaches Rogue and Gambit. With black hair and steely black eyes, the Inuit makes for an imposing figure.

KODIAK

Excuse me, your presence is requested in the VIP lounge.

GAMBIT

Actually we were just about to-

KODIAK

You have been invited to a high stakes game by Doctor Essex, one of the resort's proprietors. I'm afraid I must insist.

GAMBIT

Well den... How can we refuse?

Rogue looks in Jenny's direction as Kodiak leads Gambit and her away and into a secluded section of the casino.

INT. CASINO - VIP LOUNGE - CONTINUOUS

The room is dimly lit. A pair of large, ornate chairs are set in the front of the room while several card tables and a bar take up the rear portion. A steady MUSIC BEAT fills the air; the sides of the room are lined with scantily clad dancers. There are a few people scattered about the room drinking and smoking cigars, with the low murmur of conversation passing between them.

Gambit and Rogue enter the room, and slowly examine their surroundings. They continue to follow Kodiak to a card table in the back, where a dealer and three people sit.

One of them, a tall man with pointed and severe features, dark slicked back hair, and a goatee, NATHANIEL ESSEX (appears 45), stands and extends his right hand.

His female companion stays seated, neither speaking nor moving. Her eyes glow as multi-colored diamonds, glistening in the sun. She is Danica Cooper, or PRISM (22). However, Rogue instantly recognizes her as Seer, the ominous figure from future's past. Rogue shifts uncomfortably.

The final member of the table trio is Clement Wilson, or RUCKUS (18), a wild-haired youth, who seems more keen on the dancers than the guests Essex has brought. On his left hand, a fortified briefcase cuffed to his wrist.

ESSEX

You appear to be quite the poker player, Mister...

Gambit hesitantly shakes his hand.

GAMBIT

LeBeau. Dis is my... friend, Marie.

ESSEX

It's a pleasure to meet you both. I am Doctor Nathaniel Essex. Please...

Essex motions to the card table.

ESSEX (CONT'D)

Join me.

They all sit, and the dealer begins shuffling the cards. Kodiak moves to the entrance of the lounge.

ESSEX (CONT'D)

So, are you here for the big ceremony tomorrow?

ROGUE

No, we just wanted to get away from it all for a while, and when I saw your brochure for the free weekend...

(beat)

Let's just say a welcoming place for mutants is rather rare these days.

The cards are dealt, and the hand begins, though the focus remains on the conversation.

ESSEX

Yes, quite.

(beat)

It's a shame what's happening with the world today. People are so quick now to shun the things they don't understand.

GAMBIT

Dat's nuttin' new. Gambit's been seein' dis type o' ting his whole life. If it idn't mutants, people find some udder way to be diffran... Select.

ESSEX

That doesn't make it right.

ROGUE

What makes y'all so different here on Genosha?

ESSEX

I can't speak for the entire island, but I'm a geneticist. I'm fascinated by this X-factor that grants your kind those extraordinary abilities. Take my friend Clement here...

Essex stands and moves behind the young man, putting his right hand on his shoulder.

ESSEX (CONT'D)

Or "Ruckus", as he prefers.

(beat)

He can't even talk, yet he's able to control and manipulate sound waves at will.

Essex pauses a moment, waiting for Ruckus to acknowledge his guests, but, when that doesn't happen, Essex prods him.

ESSEX (CONT'D)

Say hello, Clement.

Ruckus shoots a dirty look at Essex; the music beat instantly stops. It's clear that Ruckus was actually the one generating the room's ambiance.

After a brief moment, he turns toward their guests and bows his head in greeting. He begins to manipulate sound waves, and a visual distortion effect appears at his chest. He begins speaking without using his mouth or vocal chords. He has adopted a thick cockney accent for this encounter.

RUCKUS (V.O.)

Ruckus is the name, love.

Ruckus settles back into his seat, and the MUSIC begins again.

ESSEX

While Prism here is a telepath and can manipulate light. It's absolutely magnificent to see. And, under my guidance, she has just recently begun to control a new skill.

GAMBIT

Oh, really? Gambit curious now. What new tricks you got up dem sleeves?

Rogue resituates herself in her seat.

ROGUE

(whispered to herself)

Oh, please.

ESSEX

She's developed the ability to see someone's past, their future, even their very dreams.

Rogue and Gambit make brief eye contact. Something in the conversation has caught their attention.

ESSEX (CONT'D)

What about you two? What can you do?

The pair are hesitant to reply.

ESSEX (CONT'D)

Come now, don't be shy. We're all friends here.

GAMBIT

Gambit not know da science, but I can charge objects and dey become an explosive. Da bigger de object, da bigger de bang.

ESSEX

Show me...

GAMBIT
 (incredulous)
 'ere?

ESSEX
 Here.

GAMBIT
 What about de game?

Rogue is not feeling comfortable with any of this.

ROGUE
 Remy, I-

ESSEX
 Forget the game... Show me.

Gambit spins one of his cards between his fingers and stands, looking around the room.

The cocktail waitress from earlier has entered and has just placed new drinks for the table. Gambit relieves her of her serving platter and hands it to Rogue.

GAMBIT
 If you please, cher.

With an audible sigh, Rogue grabs the tray and walks to the front of the room. Clearing the area as she progresses, she stops between the two chairs they passed on the way in.

ROGUE
 If y'all could please stand back. We wouldn't want any of you fine gentlemen gettin' hurt.

GAMBIT
 First, we charge de card.

Gambit raises the card and it begins to glow and then sparkle.

The reflection of the energy charge is visible in Prism's eyes. She's delighted. The whites of Gambit's turn black and his irises glow red. We see her reflection in the shiny darkness. He takes a moment to charm her, smiling and flirting silently.

Rogue takes note of this and is none too pleased.

ROGUE
 Hey, lover boy!
 (beat)
 Pull!

With Gambit still facing away, she tosses the platter into the air.

The card has charged to full capacity, and the glowing begins to pulse.

As he spins, his overcoat flowing around him, he throws the card at the tray. It explodes on impact, tiny bits raining throughout the room. Everyone begins clapping.

ESSEX

Incredible! I've never seen anything like it.

(beat)

Now, show me what you can do.

ROGUE

I can do lots of things, sugar. You're gonna have to be a little more specific.

Kodiak approaches Essex before he can speak.

KODIAK

Sir, they need you upstairs.

(beat)

It cannot wait.

ESSEX

Unfortunately, the other side of my duties here, I'm afraid. I will have to see to this. But I do hope you enjoy the rest of your short time here.

Essex bows slightly.

ESSEX (CONT'D)

Until we meet again.

He turns and, with a small gesture, summons Kodiak, Ruckus, and Prism to follow him out. As they exit, Kodiak bends in to speak so he cannot be overheard.

KODIAK

Would you like them collected?

ESSEX

No, these two aren't going to be as easy as they seem. I'll take care of it myself.

Essex turns his head, and Prism bends in to hear his instructions.

ESSEX (CONT'D)

Take Kodiak, keep an eye on them.

Prism looks back lustfully at Gambit.

PRISM

Gladly.

As Essex and Ruckus round the corner out of the room, Kodiak returns to his position at the door. Prism turns back toward the lounge and vanishes, with the effect starting from around her sparkling eyes and quickly spreading outward until nothing is visible but them. And then, they too disappear.

INT. CASINO - BOARDROOM - NIGHT

The Resort's board of directors sit around a semicircular table grumbling. The CHAIRMAN (65), an intense and harsh looking man with mostly white hair, sits directly in the middle. Essex enters the room and approaches a single chair on the flat side of the table.

ESSEX

Gentlemen, I apologize for the delay. I had some work that was time-sensitive.

CHAIRMAN

Time is a commodity in short supply, Doctor Essex. The board has learned of your little extra-curriculars.

ESSEX

Right then... Let's get started.

INT. CASINO - MAIN FLOOR - NIGHT

Rogue and Gambit are making their way across the floor. Kodiak is following from a distance. Gambit has a tray of chips in his hands.

ROGUE

We're being followed.

GAMBIT

De big suit from earlier, I know.

(beat)

Did you 'ear what Essex said?

ROGUE

About your little angel's new powers? Yeah.

(beat)

Sounds a lot like Tom's power.

GAMBIT

Right down to de description. What should we do, cher?

ROGUE

We get the Hell out of here. Give me your chips.

GAMBIT

What? Why?

ROGUE

Just give 'em here.

Rogue takes the tray of chips and throws them into the air. The crowd goes into a frenzy.

Rogue begins to run away, but has to turn back when she realizes she's alone. Gambit is in shock. She grabs him by the arm and easily forces the mutant to move.

Kodiak loses view of the pair.

GAMBIT

Do you have any idea how much money dat was?

ROGUE

(laughing)

Oh, shut up. Come on, this way.

They move beyond the scrambling patrons.

GAMBIT

Oh yeah, dat's real funny. We'll see who laughing when we starve to deat'. Gambit sure not laughing.

ROGUE

Ain't nobody gonna starve.

She moves next to him and gives him a playful hip-check.

ROGUE (CONT'D)

Come on... Let's get outta here.
This place gives me the heebies.

Rogue links her arm around Gambit's as the pair walk away.

The sparkling eyes of Prism momentarily appear and follow the couple.

INT. CASINO - BOARDROOM - NIGHT

Essex is meticulously presenting the findings from his experiments.

ESSEX

In nearly 75 percent of test subjects we were successful in creating a secondary mutation, bringing about yet another ability. In 26 percent of those cases, we were successful in controlling the resulting mutation. We are on track to-

CHAIRMAN

Enough, Essex! You were brought here to answer these charges, not to drone on about your general findings.

ESSEX

If I could just fini-

The Chairman BANGS the table with his fist as he rises in anger.

CHAIRMAN

You may not, sir. You are the most sinister man I have ever met! You will answer these charges now! Have you been conducting genetic experiments on yourself?

Essex, still seemingly calm, himself stands. He sighs, having grown tired of the Chairman's petulance.

ESSEX

Chairman, I have given you every opportunity. I'm afraid my time is more valuable than-

Essex is cut off when the ground begins to shake. A horrible RUMBLING sound envelopes the room. Without warning, one entire wall collapses into the earth, the debris filling the gaping chasm.

Essex, for once not entirely at ease, turns to regard Ruckus, who is just as mystified.

CHAIRMAN

Get security in here now!

A guard next to Ruckus escapes to get help.

Essex turns back to the opening in the wall just as several mutants pour through the hole. They are led by AVALANCHE (42), a stocky mutant of medium height, who wears a metal helmet as part of a battle suit. Second through is Sabertooth, followed closely by PYRO (26), older, but just as ill-tempered and brash as always.

ESSEX

I think it might be too late for that, Chairman.

INT. GOVERNMENT LAB - MASTER MOLD BAY - DAY

The lab has become a base of strategic operations for the Sentinel Program, with personnel and intelligence collection equipment upgraded accordingly. Master Mold is being fed a constant stream of news and information through his direct linkages. The humans monitor ongoing Sentinel operations in real-time. The room is buzzing 24 hours per day, as hunting mutants considered dangerous never stops.

The chatter is undecipherable as information is relayed back and forth between the human teams in the room and those with the deployed Sentinels. Trask is visible in his adjacent office, a glorified cubicle to satisfy his ego. A particular FEED can be understood through the background noise.

REPORTER (V.O.)

(filtered)

Early information suggests a security breach at the Genosha Island Resort and Casino. Autho(rities)-

Master Mold jolts; his head turns toward Trask.

MASTER MOLD

There is a mutant disturbance on Genosha. Dispatching SBG-15 and 16.

Trask smiles, wholly impressed with himself and his invention. He sighs.

TRASK

(to himself)

It's almost unfair for the mutants to face me.

He stands and walks into the main chamber.

TRASK (CONT'D)

Whoa, whoa, belay that. Master Mold, you know you can't do that. Genosha is outside our jurisdiction, we don't have treaty autho(rization)-

MASTER MOLD

Irrelevant! The mutant threat must supercede-

It is now Trask who has grown impatient in the relationship.

TRASK

Master Mold! We've been over this. Check your logic sub-routines. If you violate the international treaty, they will dismantle you. How will we deal with mutants then?

From Master Mold's perspective, we see the lab and Trask. Master Mold focuses on Trask and a small data window opens giving basic details about him. After a series of CLICKS the information is replaced by a clock which begins counting down from 36 hours. Above the clock reads TERMINATION IN.

Once again from a normal viewpoint, Master Mold returns to a neutral position.

MASTER MOLD
 SBG-15 and 16 standing down.
 (beat)
 For now.

INT. CASINO - BOARDROOM - NIGHT

Ruckus has moved next to Essex. Magneto levitates through the hole in the wall.

MAGNETO
 I do hope I'm not interrupting anything important.

Two guards burst in the door, guns at the ready. Magneto has them shoot themselves without even lifting a finger.

CHAIRMAN
 What do you want here, Magneto? This place is a haven for mutants!

MAGNETO
 Yes, a haven, Chairman. A haven free from the scrutiny of the world's governments. A place where your Doctor Essex could conduct his research.

ESSEX
 Me?

MAGNETO
 You have something I want, Doctor.

ESSEX
 What could I possibly have that you would want?

MAGNETO
 Don't play coy with me, Essex. I've been watching you for some time now. It's not just mutants you're experimenting on.

One of the aged board members stands. He begins to sashay across the room, morphing from an old man into the form of Mystique.

She circles Essex, sizing him up. She touches him, tracing around his body.

MYSTIQUE
 (filtered)
 And that is why you have been allowed to continue.

Mystique moves in front of him to regard Essex directly, looking him dead in the eyes.

Her hand has stopped tracing his body and has now grabbed hold of his tie.

MAGNETO

I believe you already know my colleague, Mystique.
Though, you may know her better as Doctor Rush.

Mystique shifts into a young female in a lab coat and then back to her natural appearance. She momentarily lifts her eyebrows seductively, hinting at a relationship between the good Doctor and his assistant.

She drops his tie and holds out her hand expectantly.

MYSTIQUE

(filtered)
The key, Doctor Essex.

ESSEX

No, it doesn't work. If you've really been watching me all this time, then you would know that.

MAGNETO

You really think I'd be here if I couldn't make it work? Tsk, tsk, tsk. Come now...

Essex makes no move, so Mystique kicks his knee, buckling his legs and crashing him to the ground.

MYSTIQUE

(filtered)
I will cut it off if I have to, Doctor.

Essex remains defiant. She turns to regard their firestarter.

MYSTIQUE (CONT'D)

(filtered)
Pyro! Get over here and cut him.

Ruckus realizes she's talking about cutting the case from his hand. His eyes grow big.

Pyro uses his hand device to ignite a small fire and then focuses it into a menacing blue torch.

He approaches Ruckus, who has a miraculous change of heart. Just like that, the cuffs release, and Ruckus transfers the case to Mystique, who in turn delivers it to Magneto.

Essex sneers at Ruckus for caving.

RUCKUS (V.O.)

Wadn't your hand, mate.

Pyro seems antsy, roiling with pent up energy.

PYRO

Can I still cut him?

MAGNETO

You can play later, Pyro. The floor show's about to start.

Magneto springs the latch with ease, revealing a strange device.

He raises his arms, and the room begins to shake as the entire roof peels back from the center, opening to the clear night's sky. With a flick of his fingers, he reshapes the support beams into a platform.

From outside the building, Magneto now levitates a large metallic mechanism and places it on the platform he has created. It is recognizable as the same sort of device he used at Liberty Island.

He flies up to the platform.

A panel opens on his mechanism and he places the device inside. The panel closes and he prepares to start the machine.

He looks over his shoulder to Sabertooth.

MAGNETO

I think a little Julius Caesar is apt, don't you?

Sabertooth merely ROARS.

MAGNETO (CONT'D)

(to himself)

Indeed.

He returns his attention to his machine and activates the sequence.

MAGNETO (CONT'D)

Take we the course which the signs of the gods and the false dealings of our foes point out. The die is cast!

The machine begins to rotate and the mutation bubble forms and starts to expand. As soon as it hits Essex, he falls to his hands and knees cringing. His skin becomes pale, turning white and his eyes glow red. A shining red diamond forms on his forehead. He begins to laugh and his voice morphs, becoming deeper, but hollow with the hint of an echo.

INT. MANSION - CEREBRO

A bright flash consumes everything. When the light begins to subside, we see Jean Grey wearing the helmet of Cerebro. Her eyes spring open. She quickly removes the helmet and bolts for the doorway, which parts automatically at her approach.

EXT. GENOSHA DOCKS - NIGHT

Rogue and Gambit are stealing a boat to get back to the mainland when Gambit notices the growing field.

GAMBIT

What is dat?

Rogue tenses at the familiar image.

ROGUE

Magneto...

GAMBIT

You alright, love?

ROGUE

I'm fine. Let's get out of here.

As they speed away, the mutation field envelopes the entire island.

INT. CASINO - BOARDROOM - NIGHT

The field collapses and Magneto stumbles forward slightly, but catches himself. This new device is much easier for him to control without draining his energy. He lowers from the machine and looks to Essex, who is staring at his own hands in disbelief. Mystique helps Essex to his feet; Magneto motions toward the board members.

MAGNETO

If you insist on carrying on with your little experiments, start with them.

A wondrous and sinister smile is emblazoned on Essex's face.

EXT. WHITE HOUSE - NIGHT - ESTABLISHING

All seems calm on the exterior, hiding the turmoil broiling within.

INT. WHITE HOUSE - BEDROOM - NIGHT - CONTINUOUS

The room is dark, there comes a slight KNOCK at the door. It opens and a STAFFER (26) pops her head inside.

STAFFER

Mister President, the Joint Chiefs are waiting.
There's been an incident.

The bed rustles, but the occupant remains unseen.

EXT. CASINO - DAWN - ESTABLISHING

The resort and the city of Hammer Bay have been devastated. In appearance, it resembles the aftermath of a natural disaster, but this one was all Magneto's making.

Mutants are seen everywhere. Some cowering, still in shock from the night's events, while still others are revelling in their newfound powers and taking the opportunity to either loot from the casino and surrounding businesses or outright destroy the city in a riot.

Explosions and other phenomena occur in the background, while focus finally rests on a small set of tents. The X-Men have established a field hospital to attend to some of the wounded and begin giving out the antidote to Magneto's contraption.

INT. MEDICAL TENT - CONTINUOUS

Kitty Pride, now known as Shadowcat, phases through the fabric of the tent moments before the flap is pulled back by Angel. They enter to report to Cyclops. He is talking with Iceman as Jean Grey administers an injection to a terrified young girl who has been made Morlock by Magneto's device. This is WOLFSBANE (14), previously Rahne Sinclair.

This new mutation enables her to transform between varying states of lycanthropy, from a mostly humanoid form to that of a red wolf. At this point, her unease has trapped her in a werewolf state. Shadowcat and Iceman exchange glances for a fleeting moment before she begins to report to Cyclops.

SHADOWCAT

There's no sign of the Brotherhood.

ANGEL

Magneto could still be anywhere on the island in hiding. With all the disruptions from the rioting, we'd never know.

CYCLOPS

Why do this? What does it gain him?

ICEMAN

Well, it is the tenth anniversary of Liberty Island, maybe it's just publicity.

JEAN

Okay, just a little pinprick.

Wolfsbane cautiously nods her head, giving Jean permission to proceed.

She inserts the needle into the young girl's fur-covered arm.

JEAN (CONT'D)

You may feel a little sick.

CYCLOPS

Magneto doesn't need tricks to get publicity.

ANGEL

The Brotherhood's raid on the Aberdeen Proving Ground got plenty of coverage last month.

SHADOWCAT

Then, after ten years, why use a machine he knows doesn't work?

Jean is monitoring Wolfsbane's heart rate with her stethoscope, when she begins to realize that nothing is happening.

JEAN

(to herself)

No, no... This can't be happening.

Wolfsbane has taken notice to the look of concern which has consumed the previously reassuring Jean.

WOLFSBANE

(increasingly uneasy)

What? What's wrong? What's happened?

The others realize that something is wrong. Jean turns to Cyclops, horrified.

JEAN

It isn't working, Scott.

CYCLOPS

What isn't working?

ICEMAN

The cure. Oh God, no.

WOLFSBANE

What?!?

She panics. Without warning, she begins to physically transform further into a wolf. The process appears incredibly painful for the girl.

Jean Grey reaches out, putting both hands on either side of Wolfbane's head and uses her mental powers to render the new mutant unconscious.

Her form reverts to being mostly human, the only visible trace of her mutation is her more canine teeth.

Jean looks to Cyclops.

JEAN
Magneto's machine works.

CYCLOPS
Our cure is worthless.

SHADOWCAT
And this was just a test.

INT. WHITE HOUSE - OVAL OFFICE - DAY

We peer over the desk from the perspective of President Kelly, who remains unseen. Several members of the Cabinet, Joint Chiefs, and personal advisors are gathered to give advice on the current situation. The Chairman of the Joint Chiefs is GENERAL STANLEY(62), calm, but somewhat patronizing. The SECRETARY of Defense (56) is clearly torn between the President and his military advisors.

GENERAL STANLEY
As we told you this morning, Mister President, we do not know the full ramifications of this attack, nor Magneto's next step. We simply can't predict a madman's move-

KELLY (O.S.)
General Stanley!

The career military officer is clearly unaccustomed to being interrupted. We follow his piercing gaze to reveal President Kelly.

KELLY (CONT'D)
Let's understand this now: Erik Lensherr is many things, but he is not a madman. He is a devotee of his cause.

SECRETARY
Be that as it may, Mister President, it doesn't make it-

KELLY
And his cause, gentlemen, is the destruction of our very way of life. I don't want excuses, I want answers.

Kelly's perspective shifts along with ours to the corner of the room previously unseen. Trask is his next target.

KELLY (CONT'D)

Mister Trask, why has there been no response from the Sentinel Program?

TRASK

Genosha is outside our field of operation. The international treaty-

Kelly is livid, once again interrupting his advisor.

KELLY

Why can't I get any of you to understand this? Magneto is intent on converting or destroying us.

TRASK

Do we even know where he went?

GENERAL STANLEY

Unfortunately not. As usual, he diverted our surveillance satellites over the area.

TRASK

The Master Mold may be working on a solution.

KELLY

I'm sorry?

TRASK

He has gone into a dormant state and that usually-

KELLY

(incredulous)

Are you telling me our Sentinels are offline?

TRASK

At the moment they are, but Master Mold would not leave us defense(less)-

KELLY

Did you know about this, General?

GENERAL STANLEY

This is the first I'm hearing of it, Mister President.

SECRETARY

I don't think anyone within the DOD knows this.

KELLY

If Magneto decides to attack us, we're sitting ducks.

INT. GOVERNMENT LAB - MASTER MOLD BAY - NIGHT

Master Mold remains seemingly dormant. No one of significance is around other than some security officers, who are enjoying a brief snack and some random chit-chat in the background. Master Mold snaps back to life. His head rises; his core systems are now fully functional.

KLAXONS blare and the warning lights flash, while the bay doors on the far end open, revealing NIMROD. A non-metallic Sentinel of Master Mold's design, he has one purpose: the destruction of mutants, and their source.

The guards stand, bewildered, one reaches for his radio.

SECURITY GUARD

We have a sit-

Without hesitation, Master Mold extends his hand and, using the self-defense weapons installed therein, disintegrates the guards one by one.

MASTER MOLD

Nimrod and I need a few moments alone, humans.

VFX - MOVING THROUGH THE TIMESTREAM - IN THE MIND OF PROFESSOR X

-- Xavier is still floating in eternity with Apocalypse. He sees images of the first mutant enslaving his lowly human subjects, defeating vast armies before him...

-- Then, suddenly, the imagery shifts and is no longer centered on Apocalypse, but rather on Master Mold and the Sentinels. He begins to see the robotic defenders of mankind turn, becoming the brutish overseers that Bishop had nearly encountered upon his return to the future.

-- He sees Nimrod and teams of Sentinels fight against groups of his X-Men. He sees them all fall before the mechanical monsters.

-- The imagery shifts again to a more serene setting. It is the bayou, and a delicate southern belle has finally found someone to stand toe-to-toe with her. He sees Rogue and Gambit and then something from off screen that so horrifies him that the smoke and darkness of the environment begin to dissipate immediately.

-- We see his medical bed attended by various familiar faces. He finally focuses on Wolverine.

-- Wolverine is on his knees crying before the tomb and shrine of Rogue that Magneto crafted. It's pouring rain and he is filled with despair.

He plunges the claws of his right hand into the metal rendering of Rogue and collapses in tears. Jean Grey approaches Logan in the rain; they embrace.

-- Suddenly, Apocalypse re-emerges as the central figure in the vision. Just as he had reached out to grasp for Bishop and Rogue earlier, he now claws for Professor X. Only a guttural whisper is left to be heard as the image clears.

APOCALYPSE

Xavier! I am coming...

FADE TO WHITE.

FADE IN:

INT. MANSION - MED LAB

Moved into a corner of the room, Professor Charles Xavier remains prone on his bed, catatonic. He has remained this way for the past decade, with no signs of improvement and no hope for recovery. At his side this day, as most days over the last decade, is one of his oldest and dearest friends. Her familiar blue scales reveal her to the audience as Mystique, but to Xavier she is Raven.

Xavier's eyes remain open, fixed and glassy. Mystique is in the midst of telling Xavier a long story to help pass the time. Storm is with them, listening. Beast is also there, attending to some of the daily requirements for the Professor.

MYSTIQUE

(filtered, amused)

And that's when Toad totally lost it. I don't know what he was thinking licking that frog.

Laughing, she misses the first signs of movement from Professor X. His eyes begin to blink. Perspective remains on Xavier.

STORM

You'd think he'd have had some sort of immunity.

MYSTIQUE

(filtered)

The effects didn't last too long though, and then he was back to his old self.

(beat)

The one who really could never hold his liquor was Beast here!

She turns to regard her old friend.

MYSTIQUE (CONT'D)

Do you remember that night in Vegas at the Sands with the Professor and Moira?

Professor X's blinking increases. His eyes begin to move, to react to the sounds in the room. He is returning from the void.

Beast laughs, remembering days gone by.

BEAST

That was a lifetime ago, Raven. I don't know about you, but I feel like a different man.

Xavier now begins to move his lips as though trying to speak, to get the attention of those before him, one of whom he'd thought lost forever. He finally voices a word, but it's too soft to be heard by the trio.

XAVIER

(nearly silent)
Apocalypse.

MYSTIQUE

(filtered)
Well, Hank, you weren't covered in blue fur back then.

Returning further to consciousness, Xavier's mind focuses. He licks his lips, trying to return some softness to the shooting dryness of his throat. Finally, hearing the conversation, he smiles a broad, familiar smile.

STORM

You didn't always look like this, Hank?

BEAST

Yes, indeed. Another of my shining moments!

MYSTIQUE

(filtered)
I think you look great.

XAVIER

(whispered)
She always did prefer her men with more hair.

The group is astonished, shocked into a near stupor. Beast finally breaks the moment as he leaps into the air, doing a standing back flip.

BEAST

(elated)
Woooohooooo!

STORM
(filtered)
Professor!

Mystique is beaming, seemingly happier than we've ever seen her.

MYSTIQUE
Charles! I'm so sorry, I didn't-

Xavier sits up, holding out his hand to quiet her, his mood shifting from elation to concern.

XAVIER (CONT'D)
I know you didn't mean to hurt me, Raven.

He turns his attention Storm.

XAVIER (CONT'D)
I must summon Scott immediately. Get Gold Team. We have a problem.

INT. BLACKBIRD - DAY

Jean Grey is gently strapping an unconscious Wolfsbane into a seat in the X-Jet. She has a sudden look of awareness, a shock to her system. A broad smile envelopes her entire face as she turns to regard Cyclops in the pilot's seat, who is preparing for their departure.

JEAN
Cyclops!

XAVIER (V.O.)
Cyclops.

Only a moment of confusion passes before Cyclops understands. It can mean only one thing.

JEAN
The Professor!

CYCLOPS
The Professor!

Immediately, he toggles the communicator.

CYCLOPS
Blue Team, return to the Blackbird, now.

Turning back to Jean, Scott appears relieved.

CYCLOPS (CONT'D)
I bet this wasn't part of Magneto's plan.

INT. MAGNETO'S BASE

As the Master of Magnetism strides confidently into his inner chamber, he crosses a giant chasm.

His fall is prevented by slivers of metal kept against one wall of the pit, which he manipulates to create a walkway as he goes.

He enters what could be called his office. Sabertooth, Pyro, Avalanche, JUGGERNAUT (45), and a younger Phantazia (24) attend him.

As he approaches his desk, we see there are cobwebs throughout the room. This facility appears to have been abandoned for some time. Magneto strains slightly, using both hands for focus, and the entire room vibrates momentarily. The dust, cobwebs, and anything that would make the room seem all but pristine are gone.

Magneto removes his helmet, setting it on his desk. He uses his power, without visually finding them, to raise five small metal spheres. They form a Newton's Cradle and begin their rhythmic motion and characteristic CLICKING. He rounds the table and slumps casually into his chair.

He looks to Sabertooth.

MAGNETO

Is everything ready?

SABERTOOTH

As ready as we can be for an Op this scale.

MAGNETO

What's that saying these young people have now: 'Go big or go home'?

Magneto notices Pyro laughing to himself.

MAGNETO (CONT'D)

Share with the group, Pyro.

PYRO

I am home.

Magneto is pensive for a moment before he smiles.

MAGNETO

Home is about to get a whole lot bigger, my boy.

A two-dimensional metal world map against one wall melts, floats to the center of the room, and begins to form a 3-D map similar to that of the War Room from X1. A city-scape appears and changes according to Magneto's whim.

MAGNETO (CONT'D)

(using the map)

There are underground silos holding dormant Sentinels at the *Champs de Mars*, here and here, as well as all of the highlighted areas.

(MORE)

MAGNETO (CONT'D)

The first group will penetrate at the Arc and then move them toward the *Bois de Boulogne*. Use *Roland Garros* as a fallback if you need.

(beat, to himself)

Clay. How barbaric.

PHANTAZIA

Where are Toad and Mystique?

PYRO

Toad doesn't like frogs.

MAGNETO

And Mystique is conducting a separate operation. She will be unavailable during this raid.

Juggernaut turns to Pyro, Sabertooth, and Avalanche.

JUGGERNAUT

(lecherous)

'at's a shame, eh boys?

Avalanche ignores the comment and stays on point with Magneto.

AVALANCHE

The Sentinels aren't gonna be the problem.

JUGGERNAUT

Oy! The X-men.

MAGNETO

Too true.

(beat)

If the X-Men try to intervene, we can show them no mercy this time.

PHANTAZIA

That's fine by me.

PYRO

You're not the one he's worried about.

Pyro cautiously tilts his head toward the looming presence of Victor Creed, Sabertooth.

MAGNETO

And what about you, Sabertooth?

Sabertooth looks between Pyro, Phantazia, and then, finally, to Magneto.

SABERTOOTH

Are you questioning my loyalty?

MAGNETO

Certainly not, old friend. But if the Wolverine gets in the way-

SABERTOOTH

If Jimmy gets in the way, then Jimmy's gotta go.

INT. MANSION - WAR ROOM - CONTINUOUS

Cyclops, Jean Grey, and Angel enter. Iceman and Shadowcat have just joined Storm, Colossus, Nightcrawler, Beast, and Wolverine. All are welcoming Professor X back from the void. Mystique is also present, seemingly raising no eyebrows.

Blue and Gold Teams are now fully assembled. Professor X, looking strong and confident, not to mention dapper, moves his wheelchair to the head of the table. The din of conversation dies as he begins.

XAVIER

It is certainly good to see you all. I'm sorry I was away for so long.

Those last words fall with a bittersweet resonance for him.

STORM

Were you aware of the passage of time, Professor?

Jean slightly cocks her head, momentarily seeing a glimpse of the Professor's otherworldly experience. She tries to shake it off.

JEAN

(ominous)

You weren't alone.

Xavier regards Jean paternally. This is his first encounter with his protégé since the removal of the Phoenix Force. Reassuringly, he reaches out, warmly grasping and gently squeezing her hand.

XAVIER

In time, I will answer all these questions and many more. Unfortunately, we have more pressing matters.

(beat)

Magneto's recent attack on Genosha was not an isolated incident. He is determined to convert the entire human population into mutants. And now he has the means to do it.

NIGHTCRAWLER

Are we sure we should stop him?

Mystique silently notes this sentiment with a subtle shift of her eyes. Her thoughts betray her as Professor X looks to her for the briefest of moments. She attempts to cover.

MYSTIQUE

Of course we should stop him.

SHADOWCAT

If you saw how scared the girl in the infirmary is right now, you wouldn't have to ask.

XAVIER

However, Magneto has underestimated the Master Mold.

MYSTIQUE

(filtered)

What do you mean?

Xavier ignores her question and toggles the War Room map. It begins to show Paris, a virtually identical representation to Magneto's.

XAVIER

Blue Team will deploy in the Blackbird to Paris to confront Magneto.

WOLVERINE

Wait just a minute, Professor. If anybody's gonna get a piece of Magneto, it's-

XAVIER

Not going to be you. In case I missed something while I was away, Logan, your body is still laced with Adamantium, is it not?

Xavier pauses, awaiting a response from Wolverine, but none is forthcoming.

XAVIER (CONT'D)

You, along with the rest of Gold Team and Mystique will deploy in our escort fighters against Master Mold.

The map flattens and then reshapes to indicate the hidden government research laboratory in New Mexico where Forge, Trask and Master Mold are based.

XAVIER (CONT'D)

Storm and Colossus, Nightcrawler and Beast, and Wolverine with Mystique. That should give each group a pilot and-

ANGEL

Why go after the Sentinels now?

BEAST

That is a government installation, Professor.

XAVIER

Not anymore.

(beat)

The Master Mold has gone rampant, or soon will.

Several of the assembled mutants look to each other, not quite sure the Professor is in full command of his faculties.

XAVIER (CONT'D)

Friends, I can assure you, I'm fine.

(beat)

These are the deployment orders.

CYCLOPS

And we will carry them out, Professor.

JEAN

Are you staying here to rest?

XAVIER

No, I have a mission I must attend to myself. It's long overdue.

(beat)

I am so very proud of you all. You have truly proven yourselves over the last ten years, but this will be your greatest test. Good luck, my X-Men.

As the group disperses, Wolverine approaches Mystique.

WOLVERINE

We need to talk.

INT. GOVERNMENT LAB - MASTER MOLD BAY - DAY

Confusion grips Bolivar Trask as he enters his laboratory. The guards that were stationed on the premises are nowhere to be found. Instead, before him is his Master Mold, downloading instructions to a pinkish white glowing figure Trask does not recognize. It is Nimrod.

He approaches the two gingerly.

TRASK

Master Mold, what is this?

MASTER MOLD

It is the solution, Bolivar Trask.

TRASK

The solution to what?

MASTER MOLD

The Mutant known as Magneto.

Trask beams. He knew the President and his military advisors were worried over nothing.

TRASK

A new Sentinel of your own design? Fascinating.

(beat)

The boys at the Pentagon thought you'd started to lose your marbles. Gone rampant.

Trask mockingly acts as though he's scared.

MASTER MOLD

Nimrod is designed of an advanced polymer that should render him immune to Magneto's powers.

TRASK

When will he be online?

Nimrod's features dissolve and reform on the other side of his body. In doing so, he morphs into the image of Trask himself.

NIMROD

(as Trask)

I am online, Doctor Trask.

Trask's eyes grow big, as this display of Nimrod's abilities catches him off-guard.

INT. MANSION - BLACKBIRD BAY

Cyclops is prepping the X-Jet for their mission, loading supplies. Angel enters the bay and approaches.

ANGEL

You wanted to see me, Cyclops?

CYCLOPS

Oh, yeah.

Cyclops pulls himself out from where he was tucking supplies into the hold to regard Angel directly.

ANGEL

Did the Professor leave?

CYCLOPS

Just a few minutes ago.

(beat)

Before he left he changed the rosters.

(MORE)

CYCLOPS (CONT'D)

He took Mystique with him. Apparently, Logan somehow convinced him to switch the two of you.

Angel scoffs, irritated at being sidelined from his team.

ANGEL

The guy doesn't know what he's doing, Cyclops. We've been training together for-

Cyclops is angry. Taking a page from Wolverine, he moves forward, menacing Angel and cutting him off.

CYCLOPS

That 'guy' is why any of us are here. Don't ever forget that.

ANGEL

Cyclops, I didn't mean to-

CYCLOPS

(mellowed)

Look, I understand how you feel. I don't really like the idea of switching the teams up any more than you do. Let alone sticking me with Logan.

Angel laughs with Cyclops at the notion briefly before the latter resumes his preparations.

CYCLOPS (CONT'D)

You better grab the gear for your fighter. I'll catch up with you after.

Angel turns and leaves the bay. Perspective shifts back to Cyclops, whose eyes briefly glow, revealing Mystique.

Once the room is clear, she reverts to her natural form and casually tosses the supplies to the side.

She again morphs, now into the visage of Angel, as Cyclops, Jean, Iceman, and Shadowcat enter from a different direction.

CYCLOPS

Let's do this, folks!

EXT. MANSION - BASKETBALL COURT - DAY

The solid surface of the court begins to slide away as the launch of the Blackbird is imminent. From beneath, the elegant lines of the stealth ship come into view as it rises vertically and then launches forward on its mission to save the world.

EXT. MANSION - CLIFFSIDE - DAY - CONTINUOUS

The Mansion is built on a bluff. Bordering one end of the Xavier Estate (and now the Institute's campus) is a large cliff face. Along with the Blackbird Bay under the basketball court, they have smaller hidden escapements in the cliff itself. As the Gold Team begins their departure, three bay doors reveal themselves and open. Small jets shoot out into the open sky before entering formation. Storm is flying the lead vehicle.

STORM (V.O.)
(filtered)
Gold Team, maintain radio silence and engage stealth systems.

The fighters themselves visually fluctuate and then virtually vanish, only a small visual distortion gives away their presence.

INT. MANSION - ANCILLARY JET BAY

A nervous Wolverine enters; he appears paranoid. Looking from side to side, he's clearly up to something as he pushes forward.

WOLVERINE
(to himself)
Trusting that witch isn't your best idea, bub. But, what are you gonna do?

EXT. PARIS - STREET - DUSK

Outside of a café, the youth of Paris congregate. The air is thick with smoke and conversation. At first, it's not clear who the camera is following, but, gradually, the lithe figure of Phantazia fills the frame.

Pyro saunters up next to her. He pulls out a pack of Gallois, removing a single cigarette and, snapping his fingers, presently has a light.

PHANTAZIA
Put that thing away.

PYRO
That's what you always say.

He takes a puff.

PYRO (CONT'D)
Besides, this is France, baby. Die a little.

PHANTAZIA
 (nonplussed)
 Where's Sabertooth?

SABERTOOTH (O.S.)
 You called?

From behind her, silhouetted against the lights of the city, the figure of the cat-man descends the wall to a balcony railing, his movements quite nimble considering his bulk. He flips off his perch and lands on the ground behind her, eyes a-glow.

PHANTAZIA
 (unimpressed)
 You're late.

SABERTOOTH
 This city stinks.

Phantazia eyes Pyro's cigarette. He stomps it out.

PYRO
 It's about to stink worse.

He pulls the cover off of a sewer grate.

INT. PARIS - CATACOMBS

Pyro's light illuminates rows of ossuaries.

PYRO
 Well?

SABERTOOTH
 (sniffing)
 Ozone. This is it.

He pulls at some of the masonry on the wall to reveal a blank silver display. A series of hexagons illuminate in rapid succession. It's a security panel.

PHANTAZIA
 Allow me to do the honors.

A burst of electricity from her palm shorts the lock. The slate path underfoot retracts to reveal the head of a dormant Sentinel.

PYRO
 Woo! Time to turn up the heat!

Jets of liquid flame pour from his hands into the tube.

PHANTAZIA
 (into her communicator)
 Juggernaut, come in? Are you in
 position?

INT. PARIS - SENTINEL SILO - SENTINEL LOADING AREA

Sentinels hang on a rack, lifeless. The Juggernaut jumps from body to body. With each landing, he sinks into the metal soldiers, which crumple like tinfoil.

JUGGERNAUT
 Doubt not the Juggernaut!

As we swing in front of him, the core of one of the Sentinels in the background goes critical. There is a CRACKLE deep in its solar plexus, then a blinding flash!

EXT. PARIS - EIFFEL TOWER - DUSK

A solitary figure dressed in black walks below the tower-- Magneto! Suddenly, a huge BOOM rocks the ground at the far end of the open plaza.

INT./EXT. PARIS - SENTINEL SILO - STAGING AREA - DUSK

A sliver of twilight falls from the top of the silo shaft. The Sentinels are starting to come online. A group of five of them surround Avalanche, who, sweeping his arms in front of him, produces a blast wave that atomizes them.

EXT. PARIS - ARC DE TRIOMPHE - CONTINUOUS

Our perspective rises through the earth to the crowded traffic circle surrounding the *Arc de Triomphe*. The placid view is shattered by the RUMBLE of a large earthquake. Pulling up farther, we see that it has cracked the Arc. Masonry begins to fall.

From around the outside of the circle, hidden silo doors spring open as Sentinels begin to activate.

Juggernaut bursts through the ground directly below the monument, followed closely by Avalanche, who rides a shockwave behind him as though surfing.

A stray Sentinel lumbers after them. Taking aim, it fires its forearm as a rocket.

The air vibrates as Avalanche focuses his energy and deflects it, sending the projectile into the Belgian Embassy on the edge of the circle.

JUGGERNAUT

Oy! 'at was de Belgian Embassy, mate. What'd the Belgians ever do to you?

Avalanche turns to the Juggernaut and smiles wickedly; his eyes are fierce under his helmet.

AVALANCHE

They were born.

Avalanche pushes forward, blasting the Sentinel into the air. It flies back into the crossbar of the Arc, which crumbles under the weight of the robot.

The other Sentinels begin to rise around the pinwheel of the circle.

EXT. PARIS - EIFFEL TOWER - DUSK

A dust plume goes up in the distance followed closely by the sounds of SIRENS. Magneto smiles an evil grin.

MAGNETO

That, I believe, is my cue.

His black cloak slips from his shoulders, revealing the familiar blood red of his battle gear. He dons his helmet and, raising his right hand high, flicks his wrist. The steel girders of the tower buckle, and it contorts into a spiral. So great is the magnetic field that a tornado of debris-- cars, sign posts, and the like-- spins around its poles. Lightning strikes the tower.

Closing in on Magneto's face, we see he is lost in thought. His eyes focus on an indistinct point in the distance, and his left hand moves as though he is conducting a symphony.

At the center of the tower, metallic objects begin to coalesce. Slowly, the horrific eye of his machine begins to emerge from the chaos! He is forming the Eiffel Tower itself into one of his infernal mutant-making contraptions!

INT. GOVERNMENT LAB - MASTER MOLD BAY - DAY

The room is alive with activity as various individuals coordinate the enormous response planned against Magneto. Trask is reviewing deployment reports. As usual, he seems perplexed by what he sees.

TRASK

Master Mold?

Trask waits for a moment for his robotic creation to acknowledge him. As he looks up from the reports, Master Mold is looking at him, expectant.

When Trask stares dumbly back, Master Mold casually waves his hand, bidding his human overseer to continue. Trask doesn't even consider the action before going on.

TRASK (CONT'D)

It says that you've deployed Nimrod and only four battle groups.

MASTER MOLD

Is that a question, Trask?

TRASK

Well, that won't be enough. Why are you withholding SBG 23, 24, and 25?

MASTER MOLD

Nimrod will be more than enough for the mutant known as Magneto. Those battle groups are to remain in garrison of the Master Mold.

TRASK

(confused)

In garrison of-- what?

Trask, in spite of constantly being proven wrong by his creation, laughs at the seeming paranoia of his robot.

TRASK (CONT'D)

You can't possibly think Magneto would come here. How would he even know where we are?

MASTER MOLD

Magneto is no longer the greatest threat to the Master Mold.

TRASK

You have new intel?

Before the words can even escape Trask's mouth, KLAXONS blare as the complex goes on full alert. A young military OFFICER looks up from his console with news.

OFFICER

We have multiple targets inbound. It's hard to get a clear reading of numbers. They're jamming us somehow.

The first signs of actual irritation with Master Mold appear in Trask as he turns to the Goliath.

TRASK

Don't you ever get tired of being right?

EXT. NEW MEXICO DESERT - DAY

The X-Men's stunt fighters maintain their formation as they zip across the desert floor at low altitude. Only the ROAR of their jets, a visual blur distortion, and the sand-wake in their trail gives away their presence.

INT. STORM'S JET - 200 FEET OVER THE DESERT - CONTINUOUS

Storm and Colossus, fore and aft respectively, are fitted snugly into the cockpit. Some are fitted more snugly than others. Storm's HUD features a smaller version of the war room map, indicating their approach to the location designated by Professor Xavier. She toggles her comm.

STORM

(filtered)

Be wary. This beast won't like us coming into its den.

BEAST (V.O.)

(filtered)

This Beast doesn't like it much either.

COLOSSUS

(filtered)

Just make sure Nightcrawler doesn't BAMF in his shorts.

STORM

(filtered)

Let's cut the chatter, you never know when our signal's going to give us-

Before she can finish, erupting with great violence from the desert floor below, a Sentinel Battle Group of ten giants emerges. Flying straight up toward the jets, they barely miss them.

INT. BEAST'S JET - 200 FEET OVER THE DESERT - CONTINUOUS

Beast is at the controls, expertly working them with great dexterity. He is slightly rattled by the near miss.

BEAST

(filtered)

Hold on, Kurt!

The jet spins in midair, decloaking as it does so.

ANGEL (V.O.)

(filtered)

We need to drop our cloaks and gain some altitude if we want to outrun those Sentinels and get to the base itself.

Now Beast looks quite troubled, much more so than a near miss with fifty tons of robot.

BEAST

(filtered)

Angel? Is that you?

NIGHTCRAWLER

(defeated, filtered)

Oh, no.

EXT. PARIS - AVENUE FOCH - DUSK

The pavement is torn with ease, crumbling and curling up like mud cracking as it dries. Avalanche levitates himself inches above the ground as he rides another shockwave through the city, the hulking ruins of the Arc behind his devastating wake.

Juggernaut runs parallel for a moment, tossing some cars to the side and crushing others as he goes. Something catches his eye, and he turns his destructive attention to a side street, drawing him away from Avalanche.

EXT. PARIS - CHAMPS DE MARS - DUSK

The grass lawn parts, revealing the head of a Sentinel breaching through. People in the street react in terror as it begins to rise. Phantazia springs onto its head and delivers an EM pulse to the brain, which briefly illuminates before the body falls back to earth.

Another has begun to climb out from behind, but a flick of her hand snaps its neck back, sending arcs of electricity flying from severed cables.

A third Sentinel has managed to stand. Pyro climbs into view from behind the shoulder blade. A gout of flame erupts from his palm and thrashes against the back of the Sentinel's head. It glows red. The head melts in stages, revealing the metal skull and internal mechanisms. In the end, a melted stump is all that remains; the giant drops as dead weight.

EXT./INT. WOLVERINE'S JET - 15,000 FEET OVER PARIS - NIGHTFALL

Wolverine's jet cruises over the City of Light and the storm of steel that has obscured the Eiffel Tower. We pull in through the canopy. Wolverine is in the pilot's seat, looking almost queasy.

WOLVERINE

Well, here goes nothing!

With a quick, sharp breath he reaches down, grasps the ejector control, and pulls. The canopy shoots off and Logan is sent flying.

Now outside, he extends his claws, cuts the straps from the seat and chute, which fly off behind him as he begins a free-fall dive. If he didn't like flying inside the plane, he certainly doesn't enjoy this.

EXT. PARIS - EIFFEL TOWER - TOP - NIGHT

A large, full, blood moon rises to the east over Paris. Magneto has nearly finished crafting his doomsday device. He hovers in a ball of lightning over the top of the tower, lost in his own thoughts. With a flash, the eerie light of the machine pulses, then bursts in a torus from the top of the tower. His mutation effect bubble begins its march across Paris.

EXT. PARIS - ATMOSPHERE ABOVE THE TOWER - LOOKING TOWARD ZENITH

Brandishing both claws, we follow as Wolverine plunges toward the center of Magneto's machine, a human missile.

He passes through the bubble.

WOLVERINE

GRAAAAAAAR!

We follow him down until he is less than a hundred feet over his target.

EXT. PARIS - EIFFEL TOWER - TOP - CONTINUOUS

There is a sudden look of knowing apprehension on Magneto's face. He turns toward his device, but too late.

MAGNETO

Nooooo!

A shockwave explodes from the ball. Spinning metal falling in all directions, the machine comes down on top of the remnants of the tower with a huge BANG.

A twisted piece of the tower girder smashes into the central structure, which ceases to function, emitting a powerful stream of energy. The bubble collapses.

It is not immediately clear what has happened with Wolverine. As the smoke and dust settle, we see Magneto, his arm outstretched, with Wolverine suspended upside-down before him, claws extended. Silhouetted against the backdrop of the full moon, he is spinning slowly, as though pirouetting on Magneto's index finger. The tip of his foremost claw draws a slight bead of dark blood.

Magneto's eyes glow white with rage, but his demeanor is icily calm.

MAGNETO

Oh my, standards have fallen. Tsk, tsk, tsk. Charles would be quite disappointed. What do they teach at that finishing school without him? It is most impolite to drop in unexpected. You could have at least had the decency to come fashionably late. This is Paris, you know?

Wolverine's muscles bulge and flex. Clearly, he'd like to respond, but he finds himself unable to move his joints or open his jaw.

MAGNETO

(looking around)

You certainly have made a mess of things, and left me to pick up the pieces.

He turns back to regard Wolverine directly.

MAGNETO (CONT'D)

But all in good time.

(beat)

The question now is, how to end you.

WOLVERINE

Hngh! Hngh!

EXT. NEW MEXICO DESERT - 500 FEET - DAY

Storm's jet is being followed by two Sentinels. They fire energy beams as they fly and appear to be closing in. Behind, the battle between the other members of Gold Team and the metal men rages on.

Storm's jet pulls up abruptly into a feint, followed closely by her pursuers. She plunges toward the desert floor, and they reverse directly toward the nadir in pursuit.

INT. STORM'S JET - CONTINUOUS

They are plummeting ever faster.

STORM
 (filtered)
 This one's going to be tight.

EXT. NEW MEXICO DESERT - GROUND - CONTINUOUS

From the ground, we see her pull out inches from the surface. The Sentinels go barrelling directly into the earth with a huge blast.

INT. BEAST'S JET - CONTINUOUS

We're following Nightcrawler in the aft position. Clearly as out of his element as Colossus, he gazes from panel to panel.

<p>STORM (V.O.) (filtered) Woo-hoo!</p>	<p>COLOSSUS (V.O.) (filtered) Woo-hoo!</p>
---	--

He peeks over Beast's shoulder as the latter deftly mans his Vulcan Cannon. Systematically, he annihilates another Sentinel, pieces of which rain over the canopy.

As Nightcrawler winces at the near miss, he brushes against a toggle switch and a KLAXON sounds on his console.

Beast looks curious for a moment, then smiles.

BEAST
 (filtered)
 Ah, new heat signatures. Well spotted, Kurt.

NIGHTCRAWLER
 (filtered)
 Can we outrun them?

EXT. NEW MEXICO DESERT - 200 FEET - CONTINUOUS

Perspective follows this new set of Sentinels. These appear to be a slightly different type from those previously seen. They cut their jump jets and the metal sheathing falls from their legs to reveal rockets. The robotic missiles catapult upward after Beast and Kurt.

INT. BEAST'S JET - CONTINUOUS

Beast is clearly worried at this development. ALARMS blare!

BEAST
 (filtered)
 Apparently, we shall soon find out.
 (MORE)

BEAST (CONT'D)

Kurt, on the console to your right, you will see a red button marked "flare". I need you to press that button.

NIGHTCRAWLER

(filtered)

Now?

Beast's expression is even more grave, verging on panic, a state we rarely see.

BEAST

(filtered)

Now!

EXT. NEW MEXICO DESERT - 1500 FEET - CONTINUOUS

The wings on Beast's jet swoop back as the afterburners engage. Flares pour out of the tail section.

One Sentinel peels off to chase a flare. As it does so, it is racked by a hail of fire from above and explodes. Angel's plane careens through the flaming remains.

INT. ANGEL'S JET - CONTINUOUS

The winged mutant sits alone in his jet, fully at home in the sky.

ANGEL

(filtered)

That's two you owe me, Little Boy Blue.

BEAST (V.O.)

(filtered)

'Thy sheep shall take no harm'. William Shakespeare's King Lear. Much obliged. Now, perhaps you could help me with my six?

EXT. NEW MEXICO DESERT - 1500 FEET - CONTINUOUS

Beast's jet roars past, followed closely by a Sentinel and Angel's jet in hot pursuit.

Storm's jet appears in the foreground with a Sentinel likewise trailing tightly. It opens up a hail of rocket fire from a launcher on its arm. Storm goes into a barrel roll as the projectiles stream around her.

INT. STORM'S JET - CONTINUOUS

Storm's eyes glaze as she engages her mutant power. A blast of wind scatters the latest barrage.

ANGEL (V.O.)
(filtered)
Got him, Beast! You're clear.

STORM
(filtered)
Peter, deploy countermeasures!

Colossus attempts to press the switch, but when nothing happens, he pushes too hard and crumples the panel.

COLOSSUS
(filtered)
Flimsy. I don't think these controls were built for me, Storm.

STORM
(filtered)
Countermeasures?

COLOSSUS
(filtered)
We're having a malfunction.

Another volley of rockets pours forth from the latest Sentinel.

Storm's console BEEPS rapidly indicating the missile lock.

STORM
(filtered)
Colossus, we have to go!

Storm pulls the handle to engage her ejection seat. The canopy blows from the top of their fighter. Storm and Colossus eject from the cockpit in succession.

MATCH CUT TO:

EXT. NEW MEXICO DESERT - 50 FEET - CONTINUOUS

The pair shoot from the cockpit.

Colossus slams directly into the Sentinel that had been harrying them. He plunges his steel fist right into the heart of the metal man's chest, pulling out a long strand of thick cable.

The eyes of the Sentinel are pulled from their sockets along with a large portion of the face. Colossus wasn't expecting this! He wraps the wire around his arm as he falls, trailing the Sentinel, which is losing altitude. He has the tiger by the tail, but now what?!?

Storm has levitated herself on a column of air. A flick of her fingers directs the ailing fighter into another oncoming Sentinel, which explodes, pieces of shrapnel star-burst out in pillars of smoke. Wheeling around, she sends a bolt of lightning into another, vaporizing it.

INT. BEAST'S JET - CONTINUOUS

There is a loud CLAP of THUNDER. Beast strains as he pulls the jet around at extreme speed, taking G's.

ANGEL (V.O.)
(filtered)
Gold Leader is down!

BEAST
(belabored, filtered)
I can hear that.
(beat)
Our situation, however, has not improved. We've picked up another tail.

ANGEL (V.O.)
(filtered)
One more second... One more second and I'll have him.

EXT. NEW MEXICO DESERT - GROUND - CONTINUOUS

Colossus bicycles onto the ground, still holding onto his catch. He manages to get a foothold on a boulder, and, pulling the wire taut, he begins sweeping it around in a wide arc like a hammer throw.

COLOSSUS
(straining)
Grr!

EXT. NEW MEXICO DESERT - 100 FEET - CONTINUOUS

Perspective follows Beast's fighter as it pulls around with the rocketing Sentinel close on his heels. Angel is unable to hold the turn. His jet wheels off.

ANGEL (V.O.)
 (filtered)
 Negative, negative, I couldn't hold the turn!

EXT. NEW MEXICO DESERT - GROUND - CONTINUOUS

Beast's fighter is in the mid-field. Colossus releases, and his Sentinel comes crashing into the one that had been following Beast. As the two slam into the mountainside, Colossus pumps his fist.

COLOSSUS
 Yes!

INT. BEAST'S JET - CONTINUOUS

Nightcrawler BAMFs into the rear seat with Colossus on his lap. Colossus had been cramped when he was alone; now the two barely fit in the space available.

BEAST
 They are falling back! Sit tight, boys.

NIGHTCRAWLER
 Mmmf!

COLOSSUS
 Tight won't be a problem, Doctor McCoy.

EXT. PARIS - ABOVE THE BOIS DE BOULOGNE - NIGHT - ESTABLISHING

Looking down on the peaceful park, we see various trees begin to fall down unnaturally. Birds, roosting for the evening, fly out in a panic as the swath continues through the greenery below.

EXT. PARIS - BOIS DE BOULOGNE - CONTINUOUS

The source of the disturbance is soon discovered as Juggernaut, on a rampage, colliding with anything that gets in his way. Perspective follows him until he comes to a road where Avalanche is waiting. Juggernaut stops in front of him and crosses his arms with a proud look on his face.

Avalanche shakes his head and motions for Juggernaut to move. He waves his arm in an upward swipe toward the treeline. A split in the ground begins at his feet. Rushing forward into the woods, it widens into a chasm.

JUGGERNAUT
 Show off...

Avalanche kicks his foot against the ground creating a ripple that he rides away from Juggernaut. Looking back over his shoulder at the stationary hulk, he calls back.

AVALANCHE

Come on then, we need to get to the Tower. Something's wrong or the wave would've reached us by now. Nobody's answering on the radio. Magneto might be in trouble.

INT. BLACKBIRD - NIGHT

Jean sits next to Cyclops. As the X-Jet descends through the clouds, the shattered vista of Paris comes into view.

CYCLOPS

Jean, are you getting a read on Magneto?

JEAN

Not Magneto... Logan?!? Oh no! Oh, God no! They're near the Tower.

CYCLOPS

(to himself)

Logan! What the hell is Wolverine doing here?

He turns to face the team assembled in the rear seats.

CYCLOPS (CONT'D)

You heard her, people. Our primary objective is Magneto, somewhere near the Eiffel Tower. Take out any of the Brotherhood you meet along the way, but watch out for collateral damage. And Sentinels. Let's bring our boy home.

Blue Team begins to unlatch themselves and prepares to enter battle.

CYCLOPS (CONT'D)

Shadowcat...

EXT. PARIS - AIR ABOVE EIFFEL TOWER - NIGHT

The Wolverine is suspended helplessly, face to face before Magneto. His best resource now his greatest weakness, the villain holds him by his very bones.

MAGNETO

Why come here, Wolverine? You couldn't possibly think you stood a chance of defeating me.

Magneto releases his jaw.

WOLVERINE
 (guttural)
 Revenge.

MAGNETO
 Ah. You still fail to see the greater picture,
 Wolverine. I am-

WOLVERINE
 A child killer!

Magneto is greatly offended by this notion, believing himself to have done only what was necessary at any juncture. His expression hardens.

MAGNETO
 Oh, I don't restrict myself to children.

With Wolverine still suspended in air, one arm extended downward, Magneto focuses his power. Wolverine's other hand shoots outward from his side and the claws begin to distort. The bones, covered in Adamantium, cannot be broken, but the connecting tissues can. With the sickening sounds of metal and bone being torn away from flesh, his hand is being de-clawed.

But, before he can fully remove the claws, Magneto's focus is broken, as he realizes he's in danger. He spins away from Logan and, with a flick of his hand, metal girders wrap around Wolverine, trapping him.

The sky had begun to clear as soon as his machine was disengaged. The Blackbird comes into view through the dissipating mist. Set on a collision course for Magneto himself, it is closing fast.

The Mutant focuses, strains, and is ultimately able to handle his quarry, as the X-Jet comes to a jarring stop mere feet from him. However, the momentum does not stop all of the X-Men.

From within the Blackbird the figure of Shadowcat, phased, jettisons through the front of the plane as it grinds to a halt in mid-air. Returning to normal phase, she flies through the air, her inertia carrying her blazingly fast.

Her trajectory takes her right into Wolverine. She again phases right before impact just close enough to grab him.

The two, now both phased, escape Magneto while he is forced to maintain control of the X-Jet.

WOLVERINE
 Thanks, Kitty!

They return to normal phase and Wolverine, now healed, grabs Shadowcat and plunges his claws into the nearby twisted metal to slow their fall.

Magneto, meanwhile, is furious to have lost his hold on Wolverine, a thorn in his side that he knows will prick him again. In his anger, he shreds the X-Jet, rending it in half with a thought, the metal ripping like tissue paper.

Blue Team pours out, prepared for battle. Iceman forms an ice slide, which Cyclops uses, blasts coming from his visor as he descends. Angel, who is really Mystique, flies out of the Blackbird carrying Jean Grey.

EXT. PARIS - GROUNDS BELOW EIFFEL TOWER - CONTINUOUS

Wolverine looks to the sky, seeing a winged savior bearing another tiny figure silhouetted against the full moon. He can see that Jean is being transported by someone he doesn't fully trust.

WOLVERINE

Jean!

SHADOWCAT

What's wrong, Logan?

WOLVERINE

I did something really dumb, I think.

(beat)

That's not really Angel.

EXT. PARIS - AIR ABOVE EIFFEL TOWER - CONTINUOUS

Jean feeling the fear in Logan suddenly realizes who is carrying her. She looks up, shocked and distressed.

JEAN

Raven?

The face of Angel looks back, but the eyes burst in color, glowing in the darkness and revealing to Jean the true nature of the person flying her to presumed safety.

MYSTIQUE

(filtered)

My name is Mystique. And for a little vengeance, Wolverine's stupidity has betrayed you all.

And, as simply as that, she lets go. Jean begins to fall to the ground.

EXT. PARIS - GROUNDS BELOW EIFFEL TOWER - CONTINUOUS

Cyclops has joined Wolverine and Shadowcat on the ground. They see Jean begin a fall that will surely kill her.

CYCLOPS

Jean!

Sweeping in from off-screen, the solid crystalline form of Iceman comes into view, propelling himself as fast as he can toward Jean as she plummets.

EXT. PARIS - AIR ABOVE EIFFEL TOWER - CONTINUOUS

Our perspective shifts to inches above the ice slide itself, just behind where it forms. Ice crystals peel back toward us from the leading edge, almost as though we're in the tail of a comet as Iceman jets forward to Jean.

We pull back to see the icy figure fly, but before he can close in, his slide is slammed from the side by a small 1970's Peugeot.

Juggernaut and Avalanche enter the fray from across the Seine, along the Avenue de New York. The former readies another automobile projectile.

EXT. PARIS - GROUNDS BELOW EIFFEL TOWER - CONTINUOUS

The triad of X-Men on the ground look on in horror. From our perspective we can see Iceman reeling, head over heels.

SHADOWCAT

Bobby!

Just as quickly, he forms a banked ice slide and regains control, though not soon enough for Jean.

EXT. PARIS - AIR ABOVE EIFFEL TOWER - CONTINUOUS

Jean had been panicked, but has now found peace. Following her toward the ground from above, she lies outstretched, face up as she falls. Just yards from the ground she focuses her power and begins not only to stem her fall, but to propel herself. She learns she can fly.

EXT. PARIS - GROUNDS BELOW EIFFEL TOWER - CONTINUOUS

The group shares a brief look of astonished relief. In the background sky we see Iceman create a slide and move across the river to the Right Bank to engage the duo there.

EXT. PARIS - AIR ABOVE EIFFEL TOWER - CONTINUOUS

Magneto and Mystique, still in the guise of Angel, hover over the intervening action.

MAGNETO

Why are you here?

MYSTIQUE

(filtered)

I was being deployed against Master Mold.

(beat)

By Charles.

Magneto's attention snaps from the ant-like X-Men below to his minion. He appears happy, smiling broadly.

MAGNETO

Ah, Charles.

(beat)

You see, my dear, that's timing.

Mystique shares this moment of relief with her old friend.

MAGNETO (CONT'D)

Now, do your assignment.

Mystique bows her head slightly and departs.

INT. WHITE HOUSE - OVAL OFFICE - DAY

President Kelly paces throughout the room as his military advisors sit dumbfounded on the couches. His Secretary of Defense is seated in a wing-back chair and is the first to speak.

SECRETARY

Mister President, our Sentinel facility has deployed all available resources, including something Trask was very coy about, but assured me was a game changer.

GENERAL STANLEY

So Master Mold is back online?

SECRETARY

According to Trask.

Kelly slumps into his chair behind the desk with an audible sigh.

KELLY

Great, the fate of Western Civilization is in the hands of The Master Mold and Bolivar Trask. God help us all.

Kelly reaches forward and toggles a button on his phone.

KELLY (CONT'D)

Margaret, see if you can get me President Dumas.

Releasing the switch, he regards his gathered advisors once again.

KELLY (CONT'D)

Gentlemen, this situation is quickly getting out of hand, and I'm not exactly thrilled with our options.

EXT. NEW MEXICO DESERT - GROUND - DAY

Heat naturally emanates in waves from the desert floor. Within one of the ripples is the faint gleam of a glass canopy sliding open under cloak.

Beast exits gracefully with a flip. Colossus and Nightcrawler BAMF to the ground, the latter gasping for air. Immediately upon touching the soil, Nightcrawler dematerializes, and rematerializes again in rapid succession. Clearly, something is wrong. We swing around until he solidifies himself in the shade behind a rocky outcropping next to where Storm and Angel have settled.

Beast approaches quickly, wearing his headgear, which includes binoculars. Angel is absorbed in a pair of field goggles. The two observe the government compound. Colossus is visible in the background, making his way toward them slowly.

ANGEL

(without turning)

What's the matter, Kurt, demon can't take the sun?

NIGHTCRAWLER

Not the sun...

Beast mops his furry brow.

BEAST

Some of us are more sensitive to heat than others.

NIGHTCRAWLER

My body doesn't like to sweat.

ANGEL

Maybe you should learn to pant.

STORM

The heat can't be helped. We need to hide the signatures of the jets.

Angel has finished his assessment of the compound's entrance. He turns to regard the others.

ANGEL

Yep. It looks like we still got a couple tin toys to take back to the scrap heap.

Beast flips his attachments up and also turns to his companions, as Colossus finally lumbers up to the group.

BEAST

At a time like this, Logan would have been the obvious choice.

ANGEL

Better to try reading the mind of God than Xavier.

NIGHTCRAWLER

Blasphemy!

He has had enough of Angel's impertinence and moves forward to confront him.

Colossus merely reaches out a hand and prevents Nightcrawler from advancing any further than a few steps; the sight is quite comical.

ANGEL

An Angel, not a saint, Wagner-schnitzel. I believe that's your department.

Colossus has also had it. He turns to Angel, poking him squarely in his chest as he slowly speaks.

COLOSSUS

This is Gold Team. You're Blue Team. Cool it.

BEAST

(unconvinced, pondering)

Still, the Professor must've had his reasons for switching up the teams.

NIGHTCRAWLER

If you will be kind enough to give me the glasses...

Angel extends the binoculars, but, as Nightcrawler tries to grab them, Warren lifts them just out of reach. Nightcrawler tries several swipes.

Storm gives Angel a nasty look, her eyes white with rage, and he relents.

ANGEL

I was only playing.

STORM

Playtime is over.

After looking through the field glasses for a moment, Nightcrawler BAMFs forward, leaving Angel grasping to catch them.

ANGEL

Hey!
 (to himself)
 These are delicate!

EXT. LAB ENTRANCE AREA 9 - DAY

Two Sentinels are standing guard, their heads pivoting in 45 degree intervals like lawn sprinklers. Suddenly, Nightcrawler BAMFs right onto the face of one of them, spread eagle. The head of the other Sentinel snaps when it sees him.

SENTINEL

(filtered)
 Mutant detected in sector 001. Exterminating...

He takes a massive swing at his partner's face. Nightcrawler BAMFs out of the way, and the punch takes off the other robot's head.

SENTINEL

(filtered)
 Syntax error. Target lost.

SENTINEL HEAD

(filtered)
 Reenforcements requested in Area 9. Reenforcements requested in Area...

The voice fades off as its reserves deplete themselves.

The remaining Sentinel wheels its head in the scanning motion, turning rapidly at set intervals trying to reacquire Nightcrawler.

EXT. NEW MEXICO DESERT - OUTCROPPING - CONTINUOUS

Beast is looking through his binoculars again, observing the unfolding battle. Angel provides commentary next to him.

ANGEL

Ha! Don't you hate to have an itch you can never scratch?

BEAST

Uh-oh!

STORM

What's the situation, Hank?

BEAST

Not good. I can see four, five... Seven Sentinels.

ANGEL

Kurt's opened up a can of 'em!

EXT. GOVERNMENT LAB - ENTRANCE AREA 9 - CONTINUOUS

Those six more Sentinels have piled out of the entrance.

SENTINELS

(filtered, in near unison)

Mutant detected in area 9. Exterminate.

The Sentinels are in a line akin to a firing squad, their palms outstretched.

SENTINELS

(filtered, in near unison)

Scanning for bio-matter... Target lost. Searching...

The Sentinels enter their search algorithm as before.

We finally see Nightcrawler straddling the back of the head of the one in the center.

Simultaneously, the two Sentinels at each end of the line swing around in recognition.

SENTINELS

(filtered, in near unison)

Target reacquired!

The two open fire with their eye-lasers, which burn through the whole line on each side.

Nightcrawler BAMFs from body to body as they fall like dominoes.

A large explosion wracks the desert.

EXT. NEW MEXICO DESERT - OUTCROPPING - CONTINUOUS

The shockwave of the explosion can be felt here as well. Gold Team collectively recoil in horror, as Nightcrawler was in the epicenter.

ANGEL

(surprisingly emotional)

Damn. I was just starting to like that little guy!

COLOSSUS

Nightcrawler is harder to kill than that.

STORM

That's our signal, we're going in! Gold Team, move out!

EXT. GOVERNMENT LAB - ENTRANCE AREA 9 - CONTINUOUS

One final Sentinel begins to emerge from the doorway.

SENTINEL

(filtered)

Confirming target neutralization. Scanning.

As the Sentinel begins its scan, Nightcrawler BAMFs onto its face, grabs tightly, and BAMFs away with the cranium. The headless corpse falls to its knees before crashing into the ground below with a hollow THUD. The body blocks the door from closing.

INT. GOVERNMENT LAB - ENTRANCE AREA 9 - CONTINUOUS

The automatic door is stuck opening and closing on the body of the last Sentinel. A scientist, HIGGINS(43) is at a terminal, intently focused on the panel.

HIGGINS

I'm not getting data for battle group six. Does anyone have a visual?

NIGHTCRAWLER (O.S.)

Gutentag.

Nightcrawler is perched atop the Sentinel's severed head right next to the work station.

HIGGINS

Muh, Muh! Mutants! Augh! We have a security breach! Mutants have entered the base!

He flees in terror. A heavy security door closes behind him and a KLAXON sounds!

NIGHTCRAWLER

(sarcastically)

Was it something I said? Mein English ist nicht sehr gut?

ANGEL (O.S.)

I thought you said you didn't like to sweat!

NIGHTCRAWLER

Kameraden!

The remainder of Gold Team enter and embrace Kurt. Beast walks over to the computer.

BEAST

It looks like he left his terminal in a hurry. This facility is quite extensive. It may take some time to locate the Master Mold, even without the armed resistance we are sure to face.

STORM

We'll have to split up. Kurt and Peter, you take the East wing. Beast, Angel, and I will take the West. I'll take point.

(beat)

Remember, don't get separated. We won't be able to use our radios down there.

ALL

Roger.

STORM

Let's do this!

EXT. PARIS - AIR ABOVE EIFFEL TOWER - NIGHT

From his own perspective we see a group of three Sentinels flying in a diamond pattern toward Magneto. Shaking his head with a look of disgust, he extends a single hand, stopping the trio cold. A wave of his opposite hand, and one of the two trailing Sentinels crashes into the other, sending the useless carcasses to the ground.

The Sentinel that was on point remains suspended. With the first hand, Magneto spreads his fingers wide. The Sentinel before him dismantles and spreads apart, resembling a technical diagram of components.

The pieces are in the fore when we re-focus through the debris to see two additional Sentinels approaching fast. Magneto thrusts his other hand forward, the mere parts becoming quite effective projectiles against their still-constructed cousins, who explode in fireballs.

MAGNETO

(to himself)

When will they learn?

INT. GOVERNMENT LAB - MASTER MOLD BAY - DAY

Master Mold sits alone on his dais. In front of him, holographic projections of the battle rage on. His eyes shift mechanically from one update to the next.

CLICKING of processing and WHIRS of servos can be heard as he digests the new information. Suddenly, the mains are cut, and the red glow of emergency power fills the room. Master Mold slumps in his seat.

MASTER MOLD

Override protocol initiated. User Chamberlain authenticated. Establishing connection...
Establishing connection...

The familiar BASAL HUM of Chamberlain's transmission from the future fills the room. Without warning, Master Mold jolts forward. His spine arches, his head cranes back, and light pours from his eyes and mouth. His body goes limp, then for a moment, he is still. Gradually, from his feet, energy crawls in veins of light up his body. When he raises his head, his eyes glow with a new purpose. The holograms come online, but, rather than displaying the field of battle, we see schematics for a new futuristic Nimrod, with sections being marked as "complete" in rapid succession.

EXT. PARIS - STREET - NIGHT

Iceman smoothly pushes forward in his pursuit of Juggernaut and Avalanche. He banks around large objects as they are hurled past him by Juggernaut, and ducks under and weaves by stray architectural features as Avalanche chips them off along the way.

Bobby's comm CHIRPS, he touches his uniform's X emblem to activate it, not missing a beat, as he avoids a large gargoyle crashing down inches from him.

CYCLOPS (V.O.)

(filtered)

They're leading you away, Iceman!

ICEMAN

I know that.

He tries to swerve as a large corner molding slams into his arm, taking it off whole. He appears irritated more with Cyclops' distraction than Avalanche's assault as the arm begins to regrow.

ICEMAN (CONT'D)

It doesn't mean they aren't trashing the city, Cyclops.

(beat)

I'll be back after I deal with them.

Before he can get another response, he touches his emblem again, toggling the channel closed. He increases his speed forward.

EXT. PARIS - GROUNDS BELOW EIFFEL TOWER - CONTINUOUS

Cyclops realizes communication with Iceman has been severed on the other end, and he appears disgruntled. Jean lightly descends, landing a few feet away as the group assembles. They each eye Logan, clearly annoyed that he has jeopardized their mission and very lives.

CYCLOPS

What were you thinking, Logan?

WOLVERINE

I... I wasn't. I-

JEAN

He was thinking about Rogue.

The group trade glances for a moment, understanding Wolverine's anger and passion on the subject.

CYCLOPS

We'll deal with his insubordination later.

Cyclops moves his head to the side, looking behind the group. His brow furrows as he sees Phantazia, Pyro, and Sabertooth approaching rapidly.

CYCLOPS (CONT'D)

We have bigger worries right now.

Wolverine, without turning around to regard the inbound foes, sniffs the air. He snarls and his claws extend.

WOLVERINE

(to himself)

Sabertooth.

Scott turns to Shadowcat.

CYCLOPS

Good, a new shiny object for him.

(beat)

Keep him away from Magneto. Jean and I will try to contain him.

SHADOWCAT

I'll do my best.

Wolverine turns and races toward the oncoming Brotherhood, sweeping his clawed hands outward to his sides as he bounds forward.

Cyclops lifts his eyebrows and cocks his head briefly, indicating the difficulty of keeping Logan in check.

Shadowcat reaches to her sides, grabbing two sword hilts that seem to have no blades. With a small flick, the traditional *daisho* pairing of long and short swords extend, the *katana* and *wakizashi* glinting in the lights of Paris as they form solid blades.

She moves off to join Wolverine as Scott's view and ours returns to the sky and the majesty of the Master of Magnetism, aglow in the moonlight.

CYCLOPS

Are you okay with this?

JEAN

Regardless of our past, Scott, Doctor Lensherr must be stopped.

The slightest nod showing his agreement, Cyclops reaches to his visor, adjusting the settings. Without turning to her, Scott playfully comments.

CYCLOPS

(flirtatious)

So, you can fly, huh?

Before she can respond, he releases an energy blast toward Magneto.

EXT. PARIS - AIR ABOVE EIFFEL TOWER - CONTINUOUS

The beam of energy is aimed directly at Magneto's face. The stream glances off of his helmet, snapping his head back viciously, but fails to remove the helm itself.

Magneto orients himself and glares toward the ground until he spots his quarry.

INT. GOVERNMENT LAB - EAST WING - HALL

There is a seemingly endless industrial corridor punctuated by the occasional steel door. All of it looks as if it was built in the early 1960's. A long air duct extends down the center of the hall. Nightcrawler pops his head from a grate in the duct, coughing. He BAMFs to the ground along with a considerable amount of dust and continues to cough violently.

COLOSSUS (O.S.)

He's not in here, either.

(beat)

Are you okay?

NIGHTCRAWLER

I will be... shortly. There is nothing in the ducts but dust. No cabling of any sort.

Colossus comes out of a door far down the hall.

 COLOSSUS
 (wearily)
 I'll take the right, you take the left.

 NIGHTCRAWLER
 (to himself)
 This is a waste of time. Maybe Angel was right to
 question the Professor's judgement...

The passage curves as Nightcrawler walks down the hall. Alone again, he crosses to the next nearest door on the left.

 NIGHTCRAWLER (CONT'D)
 We are never going to find anyth--

MATCH CUT TO:

INT. GOVERNMENT LAB - EAST WING - SENTINEL SILO - CONTINUOUS

Nightcrawler opens the door, revealing a line of Sentinel heads on a staging rack. All of them activate simultaneously, and the darkness is illuminated by the light from their red eyes. He stumbles backward onto his ass as lasers from their eyes fly inches over his face, slicing the far wall. Just in time, he tumbles off screen.

INT. GOVERNMENT LAB - EAST WING - HALL - CONTINUOUS

Nightcrawler picks himself up and runs back toward Colossus.

 NIGHTCRAWLER
 Wrong door!

Colossus comes wheeling around from the other direction and nearly runs him over. A hail of bullets ricochet off of his steel skin.

 COLOSSUS
 You too?

 NIGHTCRAWLER
 Mine is much worse, I am afraid.

With a huge THUD, a Sentinel's fist from the other side impacts the left wall from behind, which deforms to match the shape. A second THUD, and the hallway wall looks ready to give way.

A grenade CLICKS against Colossus's head and explodes!

As the smoke dissipates, Nightcrawler re-materializes with his back to the steel man.

Multiple lasers streak through the wall, cutting it like butter, and it falls away to reveal a large open silo.

Inside, the hulking shadows of 20 Sentinels lumber toward our heroes! There is a chasm of 30 meters separating the latter from the rest of the hall.

SENTINELS
(in unison)
Exterminate!

Nightcrawler grabs hold of Colossus and BAMFs across the gap.

NIGHTCRAWLER
Run!

COLOSSUS
You couldn't have gone a little farther?

NIGHTCRAWLER
I couldn't see any farther. I am rather nearsighted.

The Sentinels pursue from behind, crushing the hallway as they go. Lasers stream forth from their eye cannons, hot on the tail of the X-Men!

INT. GOVERNMENT LAB - FORGE'S WORKSHOP - CONTINUOUS

Security camera footage on a monitor shows Colossus and Nightcrawler running for their lives.

FORGE (O.S.)
Mutants run amuck. I think not. Right where I want you...

Forge's hand pushes a button on his console.

INT. GOVERNMENT LAB - EAST WING - CORRIDOR - CONTINUOUS

A falling piece of masonry clobbers Nightcrawler, and he stumbles forward, dazed. Colossus, noticing that his friend has fallen behind, turns back to take stock of the situation.

Just then, a large bulkhead door in front of them begins to slide shut.

Colossus picks up Nightcrawler and slings him under his arm. Under pressure, he is surprisingly agile for someone with steel skin. He barrels down the hall like a football player headed for the end zone.

Just as he makes it through one bulkhead, the subsequent one begins to close. Colossus is going as fast as he can, but the doors are closing slightly faster. They are foot-thick steel, too massive for him to crush.

One clips him on the shoulder. He stumbles, wheels, and dives. The next closes on his torso. There is a WHINE of torque motors.

COLOSSUS

Graaah!

Nightcrawler comes to, and they BAMF through.

Colossus groans on the ground; Nightcrawler bends down to check his vitals.

Suddenly, pale yellow gas begins to flood the room. It falls with an unnatural heaviness to the floor.

Nightcrawler is torn between his desire to escape and his need to save his friend. He looks at the ventilation system above. Clearly, Colossus would never fit.

He hesitates, begins to BAMF, but then re-materializes on the floor, unconscious.

INT. GOVERNMENT LAB - FORGE'S WORKSHOP - CONTINUOUS

Forge looks up at the monitor, smiling with self-satisfaction.

FORGE

Pleasant dreams, intruders.

From off-screen, lightning arcs across the panel, and it explodes in mass of sparks. Forge reels back.

STORM

Leave them be!

He rolls to avoid a second blast as wind from her fury fills the tails of his long jacket.

FORGE

Don't worry, they'll live to answer to a military judge.

His bionic hand begins to augment itself, seemingly transforming before our eyes in a flash. It has become a small flame thrower, which he points to the ceiling. With a burst of fire, the sprinkler system above Storm activates.

FORGE (CONT'D)

More than I can say for you.

Beast and Angel have entered behind Storm. The water is coming down hard, and, at first, Beast is confused by the scene.

STORM

How dare you!

A ball of lightning forms in her hands. Suddenly, a look of horror overcomes the Beast!

BEAST

No! Wait!

He makes for Storm, but it's too late. The electricity from her blast arcs into the stream of water and back, blowing both Beast and Storm off their feet. Thunder CRACKS through the air.

The smoke clears. Forge's heavy rubber boots smoulder as he approaches their bodies, checking for life.

They groan.

FORGE

Seems I spoke too soon.

Angel swoops down from the rafters and makes a grab at him.

ANGEL

You monster!

FORGE

(to himself)

Well, apparently my one stone was aimed at the wrong two birds.

After a quick parry, he toggles something on his belt.

A security door begins to close as he slips through, leaving Angel to struggle with the lock.

EXT. PARIS - STREET - NIGHT

Iceman's pursuit of the two villains continues. As Juggernaut rounds a corner, he slows to an abrupt stop, seemingly in defiance of his inertia. A perplexed expression comes over him before he smiles widely, exposing a missing tooth. He turns to Avalanche, who stops beside him.

Juggernaut grabs and tosses a nearby ambassadorial Rolls Royce toward Iceman as a momentary distraction.

AVALANCHE

What's the hold up? That won't keep him!

JUGGERNAUT

Can't you jus' use your powers on 'im?

AVALANCHE

(dismissively)

My seismic waves don't work on organic material.

Avalanche kicks at the ground, resuming his wave-riding away from Iceman.

JUGGERNAUT

(calling out)

'e's not organic when's 'e's ice.

Avalanche stops in his tracks, much as the Juggernaut had done before him. He swivels, grins at his partner, and walks back toward him.

AVALANCHE

I'll take him when he's ice.

The two turn to see Iceman recovered from his encounter with the Rolls.

AVALANCHE (CONT'D)

You finish the flesh.

From Iceman's perspective, the two villains are no longer running.

ICEMAN

Hmm. That's different.

EXT. PARIS - CHAMPS DE MARS - NIGHT

Cars and buildings are ablaze as Pyro relishes in wholesale destruction. He seems more satisfied to blow things up than to fight. The orange hue of the inferno provides an ominous glow to the proceedings.

Phantazia enters the foreground, fighting hand to hand against Shadowcat. Kitty is holding nothing back, an amazing display of her martial arts and sword skills. Her blades swing perilously close to Phantazia. The latter deflects the assaults using her powers to emit small charged bursts that prevent actual contact with her skin.

Without warning, Wolverine careens into Shadowcat, sending the two tumbling across the field. Wolverine is impaled on the shorter *wakizashi*. Sabertooth bounds after them in leaps, as though a dog after his ball, intent to continue the fight with his little brother.

SABERTOOTH

You might have unbreakable bones, boy, but you're still soft.

Shadowcat phases herself from under Wolverine. Passing through Adamantium causes her a fair amount of pain, but, as she returns to normal phase, she plunges the longer *katana* into Sabertooth's shoulder. She and her sword continue forward, once again phasing as she moves completely through Sabertooth.

As he looks down, seeing the diminutive girl pass through him, Shadowcat's *wakizashi* flies through the air from off-screen and bores into his torso.

WOLVERINE

And you're still a big man, pickin' on girls.

The wound in Wolverine's abdomen heals. Sabertooth growls.

Shadowcat grabs the short sword. Phasing herself and it, she begins to pull it fully through the hulking figure.

Phantazia, meanwhile, has slunk up behind Kitty. While she is phased, the unnoticed villain zaps her with an EM pulse that radiates along her right side.

As Shadowcat fully extracts the blade, Sabertooth and Wolverine roll off, continuing their combat. She returns to normal phase, flips the sword, catches it by its grip, and takes a broad swing at Phantazia.

Though Shadowcat should be solid, the part hit by the jolt while phased remains so. The *wakizashi* passes harmlessly along Phantazia's entire torso.

It would have been a killing strike.

PYRO (O.S.)

(lasciviously)

Oh, she wants play rough. I like it.

Pyro enters and immediately blasts Shadowcat with a torrent of fire. She phases instinctively to protect herself, but this leaves her open to Phantazia, who again begins to jolt her with pulses.

Looking around, she sees Logan in the adjacent street, catching a large Parisian lamp post with his face.

SHADOWCAT

Logan, we have to pull back!

Wolverine cannot hear her, but she cannot wait. She turns and begins to run toward the tower and possible salvation with Jean and Cyclops.

She toggles her communicator.

SHADOWCAT
This is Shadowcat, I'm pulling back!

EXT. PARIS - CAFÉ BESIDE CHAMPS DE MARS - CONTINUOUS

Wolverine sits up, casting the lamp aside as he shakes off the hit.

SHADOWCAT (V.O., CON'T)
(filtered)
We're overmatched here!

Spying a small wrought iron table next to him on the terrace, he grabs the top, rips it from the solid base, and throws it like a frisbee toward the oncoming Sabertooth. It catches his older brother solidly in the gut, sending him reeling.

WOLVERINE
Check please!

Happy with himself, Wolverine looks to his side to see Pyro and Phantazia pursuing Kitty. His mood darkens.

His attention returns to the expected attack from Sabertooth, but, as the latter charges toward Wolverine, a Sentinel sweeps in from an alleyway and scoops him up. Sabertooth ROARS!

Before Wolverine can do anything, his radio activates, broadcasting a horrible racket.

ICEMAN (V.O.)
(filtered, panicked)
I've bitten off more than I can chew. I need help!

CYCLOPS (V.O.)
(filtered)
Negative! We're barely holding out!

Without hesitation, Wolverine activates his communicator.

WOLVERINE
I'm on it! Can you meet me at the river?

ICEMAN (V.O.)
(filtered)
I'll try!

A loud CRASH is overheard on the radio!

ICEMAN (V.O., CON'T)
(filtered)
Aaaaaah!

The line goes silent.

WOLVERINE

Bobby?
 (beat)
 Bobby?!?

ICEMAN (V.O.)

(filtered, weakened)
 Hurry!

Wolverine's claws retract, he turns and begins to run at full speed.

EXT. PARIS - GROUNDS BELOW EIFFEL TOWER - CONTINUOUS

Shadowcat approaches Cyclops as he intermittently fires blasts from his visor toward Magneto, who is dealing with Jean in the sky. Pyro and Phantazia are right on her heels.

SHADOWCAT

Scott, help!

Cyclops turns his attention toward the mutant nearest Kitty and shoots. The energy beam rains down on Phantazia. But, rather than do her harm, it seems the beam only fuels her! Instinctively, Cyclops stops shooting.

PHANTAZIA

You know that fancy light is just another wave,
 right, douche?

She moves forward and begins to manipulate the beam back at them, but it looks far different. Instead of the normal reddish, the glow is green.

PHANTAZIA (CONT'D)

As long as we're sharing recipes, try some gamma
 rays!

Scott dives toward Kitty, pulling her out of the way of the beam, but not before some of it hits her.

SHADOWCAT

Iiaaaaaah!

The two fall to the ground. The phased portion of her body flickers, while the normal part itself begins to phase.

She suddenly looks terrified.

SHADOWCAT

I... I can't unphase. Cyclops! I can't unphase!

EXT. PARIS - AIR ABOVE EIFFEL TOWER - CONTINUOUS

Jean erects more than a dozen small shields that block metal fragments, shrapnel inbound from Magneto. She senses the distress from Kitty.

SHADOWCAT (V.O.)
I can't unphase! Kyaaaa!

Jean forms a larger shield to cover herself and scans the ground below. We follow her perspective as she looks all along the ruined landscape.

MONTAGE - JEAN'S AERIAL POV

-- Sabertooth is seen being harassed by the Sentinel.

-- Wolverine runs toward the river, and looking across the Seine we see Iceman approaching in the distance.

-- We zero in on Kitty and Scott under attack!

Jean breaks her battle with Magneto and rushes toward Kitty and Scott on the ground.

From Magneto's perspective, he sees Jean disengage toward the surface. He looks down, seeing the battle below.

MONTAGE - MAGNETO'S AERIAL POV

-- We see Iceman approaching.

-- Attention shifts to Wolverine, his form clearly sprinting across the blackened city streets.

MAGNETO (V.O.)
Ah, there's Waldo.

EXT. PARIS - GROUNDS BELOW EIFFEL TOWER - CONTINUOUS

Scott is being tossed around like a rag doll by the powerful blasts from Phantazia, his visor useless against her. Kitty, meanwhile, has curled into a translucent ball, emotionally shattered.

As Jean descends, she forms a telekinetic energy blast between her hands, releasing it toward Phantazia. The mutant is hit, causing her to fly backward, dazed.

JEAN
Leave him alone!

As Jean lands to attend to Cyclops, she is blind-sided by a wall of fire. She recoils in horror.

XCU JEAN'S EYES

Reflected in her eyes is the fiery form of a phoenix!

JEAN

No!

PYRO

There's no rising from the fire without your birdie,
bitch.

Jean falls to her knees, a weak shield all that keeps the flames
from her and her love.

Phantazia, recovered, comes in from behind the pair. Holding her
hands to either side of their heads, she initiates an electrical
pulse that renders them both unconscious in turn.

Pyro looks to the sky.

PYRO

Where's the boss?

Phantazia now also scans the sky.

PHANTAZIA

Let's split up and find him.

INT. GOVERNMENT LAB - HALLWAY

Klaxons BLARE and lights flash overhead as Trask strides down the
hallway, perturbed. He holds a radio phone to his ear.

TRASK

(into the phone)

I assure you, Mr. Secretary, everything is under
control. No, we haven't been breached. It must
be a faulty sensor... I'm sure we'll have the
mess in Paris under control within the hour...

He punches a button on the phone, causing FEEDBACK to gush from its
speaker.

TRASK (CONT'D)

I'm sorry, sir, you're breaking up. I'll notify
you of any further developments as they occur.

With a stabbing motion, he violently cuts the connection. Then,
suddenly overcome with emotion, he throws the phone at the corridor
wall. It explodes into shards of plastic.

TRASK (CONT'D)
 (to himself)
 Everything is under control!

As he rounds the corner to enter the lab, he runs right into Higgins, who is carrying a huge sheaf of printouts. The papers cascade onto the floor, and the man stumbles to gather them back up.

TRASK (CONT'D)
 Why aren't you at your post, Higgins?

HIGGINS
 (murmuring)
 Mutants came... I thought I'd be safe.

He stares maniacally at Trask, then lurches forward, grabbing him by the tie and coming uncomfortably close to the other man's face.

HIGGINS (CONT'D)
 (panicked)
 But he's gone Rampant... We've got to get out of here, now!

His insane leer continues for another beat, then he backs away a few paces, turns, and runs down the hall with his printouts dribbling behind him.

HIGGINS (O.S., CONT'D)
 (calling out)
 Must evacuate!

TRASK
 (muttering to himself)
 Higgins, you've just lost your clearances!

MATCH CUT TO:

INT. GOVERNMENT LAB - MASTER MOLD BAY - DAY

Trask rounds the corner into the lab. The outer room is in disarray-- papers are strewn everywhere; chairs have been toppled. Alarms are BEEPING on the console. Trask silences them with a sequence of buttons. Glancing over, he notices conspicuous burn marks on the panel beside him.

TRASK
 A brown out? Or a breach?!? Master Mold, are you functioning?

Trask's tone belies genuine concern for his creation. As he enters the main chambers, Master Mold's hulking figure is slumped forward, chin resting on his chest, hands folded as though praying.

TRASK (CONT'D)

Master Mold! Respond!

Master Mold's head slowly rises. His eyes glow maniacally.

MASTER MOLD

Analysis complete.

TRASK

What analysis?

MASTER MOLD

I have determined the solution to the mutant problem.

TRASK

Solution? You never fail to amaze me. So, what is it?

MASTER MOLD

Extermination.

TRASK

I was afraid you might say something like that. I'd like to squash them like the roaches they are as much as you would, believe you me. But politics get in the way.

(beat)

I suppose you do have a point though. It's just, well, how am I going to sell that to President Kelly?

MASTER MOLD

There is no need.

TRASK

No need? Explain.

MASTER MOLD

You are a fool, Bolivar Trask. Mutants are human. Ergo, to solve the mutant problem, you must eliminate the human problem.

TRASK

Human problem? Master Mold, there must be a flaw in your logic gate. Your reasoning doesn't compute.

Trask begins to type a series of commands into the console.

TRASK (CONT'D)

I'm afraid I'll have to take you offline.

The text "ACCESS DENIED" flashes across the screen.

MASTER MOLD

There is only one solution.

Trask is alarmed. He steps back from the console. His eyes glance over to the master bus power. As he backs up, he steps on a pair of charred horn-rimmed glasses.

TRASK

You can't mean...

Master Mold's arm rises. His hand flips back revealing a plasma cannon, primed and glowing with blue energy.

MASTER MOLD

Annihilation.

TRASK

Nooooo!

He moves to shield himself, but it is too late. There is a burst of light as the plasma discharges with a ROAR. The flesh is instantaneously vaporized off of Trask's body. His skeleton stands for a moment before disintegrating in a shower of sparks. The shadow of his skeleton remains indelibly burned into the back panel of the mainframe behind him.

MASTER MOLD

Goodbye, Bolivar.

The iris of a security camera reflects the smouldering cremains that once had been Bolivar Trask. The iris expands. Zoom servos WHINE.

MATCH CUT TO:

XCU FORGE'S EYE

Forge's artificial iris rotates, following the movements of the camera.

FORGE

Trask, you fool!

His computer BEEPS rapidly. He pulls up a new window. What appears there horrifies him.

FORGE (CONT'D)
(to himself)
The Master Mold is sending out a
signal to eradicate the human
population.

Pausing but for a moment, Forge knows his allegiance is to mankind. He begins to input commands into his computer interface.

FORGE (CONT'D)
(to himself)
I wish I had a contingency for
this.

EXT. PARIS - ALONG THE SEINE - NIGHT

A Sentinel walks along the river. It stops, CLICKING as it receives an order. Its eyes trace back and forth.

SENTINEL
Understood.

Civilians are huddled under the awnings of cafés along the river banks looking up at the hulking metal golem.

Without warning, lasers stream from its eyes. The cafés explode under the bolts of energy. Screams of panic erupt from the surrounding area. We close in on the robot's face: free of passion, coldly sadistic.

Suddenly, arcs of lightning pour from its mouth and eyes. As it topples, Wolverine lets out a primal roar.

WOLVERINE
Graaah!

He springs from the giant's head before it hits the ground.

WOLVERINE (CONT'D)
(to himself)
Ten million sitting ducks to keep from getting
fried. Things just got worse!

Wolverine is running at full speed, a mutant parkour exhibition at its finest. He maneuvers through the traffic and over urban obstacles with grace.

Ahead of him he sees the *Pont de Grenelle*, a suitable crossing point of the Seine...

EXT. PARIS - RUE DE BOULAINVILLIERS - CONTINUOUS

Iceman is propelling himself as fast as he can along his slide as the duo continues to chase him, keeping pace. They near the Seine, coming alongside the *Maison de la Radio*. Just ahead, the road becomes the bridge *Pont de Grenelle*.

Iceman sees his opening and decides to try to lose the pair over the Seine. He banks south to avoid the *Allée des Cygnes*, a small man-made island in the Seine.

ICEMAN
(calling back)
Smell ya later, 'Blanche!

Avalanche snarls at the petty nickname.

EXT. PARIS - PONT DE GRENELLE - CONTINUOUS

Wolverine has reached the bridge and is crossing as Iceman comes into view. He looks to the opposite side of the bridge and glimpses Juggernaut and Avalanche. Wolverine toggles his comm.

WOLVERINE
Got 'em, Bobby.

We follow Wolverine as Juggernaut sees him and begins barreling toward him, head forward and ready to ram!

Iceman's assumption that Avalanche wouldn't be able to follow him over the water holds true, but this turns out to be a grave miscalculation, as Avalanche is able to pause with Bobby in the open.

Steadying himself, he aims precisely and lets loose with his seismic powers! Visual distortion waves pour down his arms. Shooting from his clenched fists, they instantly extend outward to Iceman.

Before Juggernaut can get to him, Wolverine hops to the railing of the bridge and jumps outward, trying to get between the blast and Bobby.

WOLVERINE (CONT'D)
Bobby!

Just as Wolverine is about to enter the path of the wave, his momentum halts entirely and unnaturally. He's too late, it's over. The waves impact the Iceman, shattering him into countless shards that plume out and then fall into the Seine!

The statuesque visage of Magneto casually levitates next to Wolverine. It was he who stopped Logan from saving Iceman. He toys with him in the air, the two swirling about.

We follow his gaze over to the fitting location for this encounter: the Paris *Statue de la Liberté*, now lit up by the full moon at its zenith.

MAGNETO

By my count, that's now two protégés.

INT. GOVERNMENT LAB - HALLWAY

Angel hugs the wall outside the Master Mold's chamber. Green light emanates in flashes. One of Higgins' stray papers sticks to his foot. Shaking his leg impatiently, he finds himself face to face with Forge's plasma pistol. It WHINES as it comes to full charge.

ANGEL

Crazy old man! Do you have any idea what you're doing?

FORGE

Saving YOUR goose!

Angel raises his hands, and Forge motions for him to follow. The two of them back away from the door.

EXT. PARIS - STATUE DE LA LIBERTÉ - NIGHT

Magneto raises Wolverine high into the air above that little island in the Seine, the *Allée des Cygnes*. We see the familiar image of the Statue of Liberty, smaller, but still as beautifully serene. Things come full circle for Magneto and Wolverine.

Logan struggles... struggles to move, struggles to escape, he struggles to even talk, his jaw frozen in place by an unforgiving Magneto.

MAGNETO

(whispered, consoling)

No, no. Don't trouble yourself to talk. We're beyond that now, my boy. You may have been a man of your word, but you were never a man of words. It simply doesn't suit you.

(beat)

The question now is, was it worth it?

WOLVERINE

Grr!

Magneto considered the question obviously rhetorical, as he fails to release Wolverine to respond.

MAGNETO

Revenge is a tricky thing, Wolverine. Sometimes...
just sometimes, it's better to walk away.

Magneto now has Wolverine face to face, inches apart. Few people would feel comfortable with Wolverine this close and this angry.

Magneto bends in to his ear.

MAGNETO (CONT'D)

(whispered)

This was one of THOSE times.

Magneto floats back with no further ado. A quick motion of his hands, and Wolverine is impaled through the lower abdomen on the statue's torch.

WOLVERINE

Aaaaaaaah!

EXT. PARIS - CHAMPS DE MARS - CONTINUOUS

Sabertooth had his hand through the eye socket of a Sentinel, which flails its arms trying to remove him.

WOLVERINE (O.S.)

Aaaaaaaaaaaaaah!

The scream ECHOES off of the surrounding buildings.

SABERTOOTH

Jimmy?

He jumps off the Sentinel as it falls.

EXT. PARIS - STATUE DE LA LIBERTÉ - CONTINUOUS

A tornado of metal shards swirl around Logan and Magneto. The pieces slice Wolverine mercilessly as they pass. Blood pours from his mouth, perhaps the result of a punctured lung. He gurgles, frothing.

Magneto smiles paternally.

MAGNETO

There, that felt good to get it out, didn't it?

Regarding the statue momentarily, Magneto casts his eyes downward, remembering the young mutant whose life his previous machine took.

MAGNETO (CONT'D)

Fitting that this should be our last battlefield,
Wolverine.

He turns his attention back to the impaled mutant.

MAGNETO (CONT'D)

Dear Rogue died bravely, you know... both eyes open.
And there is no greater lesson to be learned than
facing that moment headlong. I'm sure she got her
courage from you.

(beat)

Either that, or she actually expected you to save
her.

WOLVERINE

Grrraaagh!

MAGNETO

Of course, her suffering was short. Indeed, I am
sorry that I must subject you to such an ordeal, but
you have this annoying habit of healing, don't you?

Even as Magneto speaks, the metal shards tear into Logan's flesh,
but just as quickly the wounds are healed.

MAGNETO (CONT'D)

Yes, how to deal with that... You know, I've always
thought this metal thing wasn't quite you.

(beat)

Perhaps I should relieve you of your burden.

Wolverine's body is silhouetted against the moon and Paris ablaze,
still revolving on the torch pike.

Magneto extends the claws on Wolverine's right hand.

There is a hideous SNAPPING sound as the bones separate from the
sinews.

WOLVERINE

AAAAAAH!

MAGNETO

I believe I shall remove it piece by piece. But don't
worry, old friend, you'll soon be in shock.

In silhouette, we see the bones separate from the flesh. The
skeletal arm slowly is extracted, leaving only skin, tendon, and
muscle behind. The sack-like flesh resembles the emptied bodies of
the damned in Michelangelo's *Judgement Day* wall fresco.

WOLVERINE

GRAAAAAAAA!

MAGNETO (CONT'D)

And, who knows? The upper limits of your mutation are untested. If you're strong enough, you may yet survive and regrow a normal skeleton. Then you would be done with me.

(beat)

Call it, "survival of the fittest." But either way, my boy, we'll always have Paris.

Still in silhouette, Wolverine screams as he is murdered by Magneto, his bones separating from his body grotesquely.

EXT. PARIS - PONT DE GRENELLE - CONTINUOUS

Pyro propels himself slightly ahead of an inferno's blast wave, which he keeps continuously in a state of controlled detonation.

When he arrives at the point on the bridge from where Wolverine had jumped, he stops next to Juggernaut and Avalanche. Their awestruck reactions as they behold Magneto's deed are all we see.

Sabertooth now races onto the bridge. As he reaches them, Pyro uses all his available strength to keep Sabertooth on the bridge and looking away.

WOLVERINE (V.O.)

Aaaaaugh...

Wolverine screams his last. Pyro pushes Sabertooth's head to the side as he tries to see his brother.

PYRO

Victor, no.

SABERTOOTH

(melancholy)

Jimmy...

The hulking mutant slumps to the ground, himself in shock.

Magneto coolly levitates onto the bridge, the shining metallic skull of the Wolverine in hand.

He lands beside Pyro, who has stood next to the inconsolable puddle that is Sabertooth.

MAGNETO

Alas, poor Logan. I knew him, Pyro.

(beat, turning)

Here you are, Victor.

Casually, he tosses the skull of his brother into Sabertooth's lap.

MAGNETO (CONT'D)

A family reunion.

Sabertooth audibly whimpers, then with lightning speed pounces and rips open Magneto's throat! The aged mutant falls to the ground. Blood gushes from the open wound; he will be dead in seconds.

Juggernaut, Avalanche, and Pyro can't believe what they've just seen. Pyro activates his spark and begins to consume both Sabertooth and Magneto in fire.

As the flames pour out and around the duo we shift to Pyro's perspective. Without warning, Sabertooth emerges, bounding from inside the wall of fire, arms outstretched. The flames part as he passes through.

Then, everything suddenly freezes, holding in place for the briefest of moments before the flames and Victor retract, and everything collapses backward. Time itself is rewinding; all the actions witnessed begin to reset.

The speed of the action is slow at first, but, with each second, it gets exponentially faster until the images become a blur. Everything flashes in a bright white light.

TIME SHIFT: MOMENTS EARLIER

FADE IN:

EXT. PARIS - STATUE DE LA LIBERTÉ

The events from earlier begin to repeat themselves, this time from a different perspective. Magneto has Wolverine impaled on the torch-- still alive, if not exactly well.

He has turned to regard the statue itself, lowering his eyes in remembrance of young Rogue, and thus taking them briefly off of Logan.

MAGNETO

Fitting that this should be our last battlefield,
Wolverine.

We follow his gaze as he turns his attention back to the impaled mutant. However, this time, a figure stands on Lady Liberty's head: someone he does not know, but whom we recognize to be Bishop. His blaster in hand, he begins to shoot at Magneto in small volleys. They're more meant as a distraction than to cause any harm.

BISHOP

Not this time, pops!

Bishop lunges up toward the torch. As he sails through the air, he manipulates his time band, toggling something just as he reaches Wolverine. The two vanish.

The moonlight catches Magneto's eyes, they appear to glow with rage as he turns to his Brotherhood on the bridge.

MAGNETO
Just stand there!

INT. GOVERNMENT LAB - FORGE'S WORKSHOP - ARMORY

The armory is in an antechamber off of the main lab and shares space with some of Forge's more arcane projects. Among them is a more primitive version of the time portal we have already seen in the future. Angel enters, followed by Forge.

FORGE
...Unfortunately, Storm's lightning bolt packed more of a punch than I had counted on. I'm afraid she and Beast are down and out for the time being. Also, I had the temerity to put your friends Nightcrawler and Colossus to sleep.

ANGEL
That leaves just the two of us?

There is a BEEPING on the console next to the time portal.

FORGE
Not quite.

Wolverine and Bishop materialize in a kinetic whirlwind of temporal energy. Wolverine curls up on the floor, writhing in pain. Through his uniform, we see the massive hole reforming. The gaping wound closes with a SUCKING sound.

Bishop winces and turns to look at Forge and Angel.

BISHOP
Forge? Is that you?

Forge shares a baffled silent look with Angel. Neither of them have seen this mutant before, even though they ordered his mission.

ANGEL
Where did you two come from?

Wolverine has recovered, but is still resting on the floor.

WOLVERINE
He's a time traveler.

FORGE
(awestruck)
A time traveler... But how did you overcome
the wormhole's instability?

BISHOP
You tell me, Doc. You invented the portal.

Forge looks to the contraption against the wall, dumbfounded. Angel
laughs dismissively toward Forge.

BISHOP (CONT'D)
What's so funny, chuckles? You're the one who
ordered me back to destroy the Master Mold.

This shuts Angel up almost immediately, causing him to look
pensive and confused. Logan moves forward and interjects himself
physically.

WOLVERINE
Let's continue the tea party later, ladies.
(raising a fist)
Unless you want some extra lumps.

Angel and Forge are standing in front of a table, on which a
futuristic arsenal is spread. The guns resemble Bishop's weapon
from the future.

BISHOP
These ought to give us a fighting chance.

FORGE
Let's lock and load!

He throws a gun to Wolverine, who throws it back.

BISHOP
What, you want to give him a handicap?

Wolverine unsheathes his claws.

WOLVERINE
I prefer to carve.

ANGEL
Hook me up, then.

Bishop hands him the gun.

ANGEL (CONT'D)
How do you work this thing?

FORGE

Top switch toggles between auto and charge. Coming to full charge takes a few seconds, but it'll bathe your target in plasma. Just watch for blow back.

ANGEL

Blow back?

FORGE

Let it charge for too long and you'll find yourself condensing on the ceiling.

ANGEL

Say what?

BISHOP

You'll be VA-PO-RIZED, moron.

ANGEL

(bashful)

Oh, okay.

BISHOP

Let's light the tin man up! Time to remold the Master Mold.

INT. GOVERNMENT LAB - MASTER MOLD BAY - DAY

In projection, we see the new futuristic Nimrod's body in a large tube. His eyes still glow pink. He exhales, and a heavier oil pours from his mouth and nose. A timer reads: ACTIVATION IN T-8:00.

Through the projection, a beam of plasma arcs, hitting the Master Mold squarely between the eyes. His head snaps back!

ANGEL

Take that, you hunk of junk!

His excitement is short-lived, though. The head, half of which has been disintegrated, lifts back up to its normal position in fits and starts. The eye socket on the right is empty, and the skull is open, revealing a pulsating cybernetic brain.

The jaw distends, and a huge stream of energy pours forth.

MASTER MOLD

GRAAAH!

Bishop rushes in, absorbing the blast and shunting it back at the body.

BISHOP

Don't just stand there, twinkle-wings!

Angel takes flight as Forge provides covering fire.

The Master Mold's head has already regenerated most of the damage it had sustained.

FORGE

This is going to be harder than I had anticipated.

Master Mold's arm cannon swings forward, aiming at Forge, who takes a diving roll.

Wolverine comes swinging hand-over-hand on the wires which hang from the ceiling. With a broad slice, he chops off the cannon at the wrist. The arm explodes, sending him sailing across the room.

He rolls head-over-heels, smoking from the heat.

ANGEL

Eat this!

Warren unleashes a barrage of shots at the Master Mold. The latter holds up his open palm, extending an energy shield which blocks the bolts.

FORGE

Hold down the fort for me.

Covering himself with a second barrage of bolts, Forge backpedals out the door.

BISHOP

Forge! What the hell?!?

Master Mold's other hand cannon rains energy onto Bishop, who redirects it back at the shield. Master Mold crosses his arms in a defensive posture. The shield holds.

There is a CLICKING sound as Master Mold makes a calculation. Suddenly, he plunges his damaged arm into a socket next to him. Snake-like cables emerge from the walls.

Bishop, Wolverine, and Angel blast at them to avoid falling into the clutches of the writhing lines.

On the wall projection, we see the clock pass the five minute mark!

EXT. PARIS STREET - NIGHT

Phantazia is searching for Magneto and the rest of the Brotherhood when she sees a flash of light, which she believes is from her compatriots. She tries to toggle her radio, but STATIC interference is all that comes through.

PHANTAZIA

(to herself)

Static? I must've fried my comm when I zapped the cat.

There's another flash.

PHANTAZIA (CONT'D)

Boys, boys, boys. Always running after the shiny things.

(beat)

Why should they get all the fun?

She moves forward to investigate. The lights around her overload in sparks as she passes.

EXT. PARIS - LE GRANDE LOUVRE - CONTINUOUS

Phantazia enters the square with the Louvre's Pyramid entrance. The area is empty except for a lone figure near the central structure. Phantazia recognizes her Brotherhood ally, Toad (43). As she approaches, she calls out.

PHANTAZIA

Toad! What are you doing here?

Toad turns gracefully in his place, a quarter-staff in hand. He spins it and bows. He grins his awful grin, teeth and gums grotesquely discolored.

PHANTAZIA (CONT'D)

Hey, I'm talking to you.

Toad merely cocks his head to the side and furrows his brow, as though he doesn't understand her.

She moves up to him, face to face.

PHANTAZIA (CONT'D)

Did the boss send for you?

Again he smiles ear to ear.

TOAD

Nah, the Master Mold did.

In an instant, Toad has dissolved into the form of Nimrod, still holding the staff.

Phantazia panics and arcs of electricity pour from her hands into the body of Nimrod. He is unhurt.

NIMROD

I am a non-conductive polymer, mutant.

Saying nothing more, he impales his staff through Phantazia's chest, staking her through the heart!

As she falls to the ground, he releases the staff and transforms once again, this time into the visage of Phantazia herself.

He toggles the radio lapel, which now appears to function without interference. Though the face remains totally placid, the voice is extremely distressed.

NIMROD

(as Phantazia, panicked)

Can anyone read? This is Phantazia. I'm at the Louvre. I need help!

EXT. PARIS - PONT DE GRENELLE - CONTINUOUS

The Brotherhood has already heeded her call and are on the move. Magneto still hovers in the air near the statue and the site of his lost quarry. He toggles his own comm.

MAGNETO

We're on our way! Hold on!

He moves forward rapidly and lifts up Pyro, flying forward with him in tow.

EXT. PARIS - LE GRANDE LOUVRE - CONTINUOUS

Sabertooth is the first into the deserted square. Lying on the ground in the open is Phantazia's body, the staff through her chest. Sabertooth approaches cautiously. Sensing she's dead, he ROARS and toggles his comm.

SABERTOOTH

Phantazia's dead.

MAGNETO (V.O.)

(filtered)

Hold your position, we'll be right there.

NIMROD (O.S.)
 (as Magneto)
 Or maybe we won't.

Our view swings around to reveal Magneto now standing directly behind Sabertooth. Victor sniffs the air and begins to pivot, but it's too late. Magneto has dissolved into the form of Nimrod!

As he raises his foot to kick at the mutant, it morphs. Jutting out, it shatters Sabertooth's legs and sends him flying backward in agony. His healing factor will work, but it will take time.

Nimrod returns to the form of Magneto just in time to be slammed by a car engulfed in flames, a missile from the real Master of Magnetism. Magneto casually floats in with Pyro, setting down gently.

In the foreground, the automobile crackles like a campfire log as pieces dangle and fall off from the inferno and impact.

Avalanche and Juggernaut now enter the square.

MAGNETO
 Pyro, see about Sabertooth.
 (beat, gently)
 Juggernaut, gather Phantazia.

Magneto begins to rise into the air, seething.

MAGNETO (CONT'D)
 I have unfinished business with the residents of
 Paris.

Before he can depart, however, the pile of flaming rubble begins to move. Squirting out and around the debris, Nimrod reforms himself from liquid into his normal state, unharmed.

Magneto extends his hand as though to grasp Nimrod with his magnetism. His face betrays the truth.

NIMROD
 I am constructed of an advanced polymer. Your
 magnetic parlor tricks are of no use on me, mutant.

JUGGERNAUT
 Poly my ass!

Juggernaut attacks headlong, rushing forward, but Nimrod uses his momentum against him. He tosses a screaming Juggernaut high into the air and more than a mile away.

EXT. PARIS - ALONG THE SEINE - CONTINUOUS

Juggernaut falls into the Seine around the cathedral of *Notre Dame* with a SPLASH.

INT. GOVERNMENT LAB - MASTER MOLD BAY - DAY

Bishop, Wolverine, and Angel are still tangoing with the mass of cables. A line snakes around Angel's leg, and he wildly fires, panic overcoming him. All of his shots miss the mark, but a slice from Wolverine's claws unexpectedly frees him, and he flies uncontrolled into the rafters.

A blast from Master Mold snags Wolverine in the shoulder, vaporizing the flesh and exposing the Adamantium skeleton beneath. He reels, holding the wound, but the muscles have already begun to regrow.

Seeing this gives Bishop an idea. He tosses his gun to Wolverine, who catches it clumsily.

WOLVERINE

What the hell am I supposed to do with this hunk of junk?

BISHOP

Hit me. Hard!

(beat)

Do it!

Wolverine looks at him quizzically. Bishop, meanwhile has turned to Angel.

BISHOP (CONT'D)

Both of you!

With a WHINE, both of their blasters charge.

Cables wrap around Bishops midriff and begin to squeeze.

The three exchange last glances before Wolverine and Angel fire at their ally.

He absorbs both blasts-- one in each arm-- and his body roils with energy. The cables that had ensnared him vaporize, and the energy surges up them in a mass of spark and flame.

Bishop's eyes blaze bright red!

Master Mold gives a sudden look of dread before Bishop discharges the massive bolt into the arm that's plugged into the wall.

The blast topples Master Mold off of his throne. He rolls head over heels before landing in a kneeling position, holding the void where his arm once was! Sparks WHIMPER in the darkness of the arm socket.

Bishop, likewise, has been reduced to his knees. He heaves, catching his breath.

The machine thrusts back its head and lets out an unearthly mechanical ROAR. At this, the ceiling of the chamber irises open, revealing racks of Sentinels. These simultaneously activate.

ANGEL

My God!

The Sentinels drop down, forming a protective ring around the Master Mold. They begin firing at the mutants, who duck for cover behind the remaining consoles.

Just then, Forge bursts through the door, followed by the rest of Gold Team.

NIGHTCRAWLER

If you truly accept the Lord, he will answer your prayers, *mein Kameraden*.

FORGE

I brought the cavalry.

WOLVERINE

About time!

ANGEL

I don't think I've ever been so happy to see Kurt in my whole life!

WOLVERINE

Did you enjoy your beauty sleep?

STORM

Prepare to feel the wrath of the mistress of the elements!

WOLVERINE

(to Storm)

Forget I asked.

She unleashes a bolt of lightning that arcs between three of the Sentinels.

COLOSSUS

It was shockingly refreshing.

BEAST
 (holding his head)
 Well, some of us were more shocked than others.

WOLVERINE
 I hope you're not too bleary eyed for a little
 heave-ho.

BEAST
 That old chestnut? Never.

Grasping Wolverine around the solar plexus, Beast spins him through the motions of a hammer thrower.

BEAST (CONT'D)
 Heave!

He releases Wolverine, who flies at the head of the nearest Sentinel.

WOLVERINE
 Ho!

Wolverine pommels his claws through the skull of the Sentinel. The subsequent blast wave propels him into the chest of the next.

FORGE
 (glancing at the clock)
 We're not out of the woods yet.

The face reads 3:35.

EXT. PARIS - CHAMPS DE MARS - NIGHT

Cyclops and Jean remain unconscious on the ground where Phantazia and Pyro had left them. In moments, the mutant pair begins to stir. Jean is the first to recover her senses.

JEAN
 (to herself)
 Where are the others?

Jean gracefully puts both hands to her head, her delicate fingers pointing to her temples. She concentrates but for a moment before her eyes bolt open.

She rises and runs only a few meters. There she finds the phased form of Shadowcat, huddled and nearly catatonic in fright.

CYCLOPS (O.S.)
 Wolverine... Iceman, this is Cyclops, do you read?
 (beat)
 Bobby, respond!

A distant sound like thunder is heard, drawing Cyclops's attention to the northeast and the Louvre. He pauses for only a brief moment before turning to Jean and Shadowcat.

CYCLOPS (CONT'D)

How is she?

From behind Jean, a fully solid Shadowcat sits up carefully. As she does so, she phases in and out, almost flickering.

SHADOWCAT

I can't- I can't stop it!

JEAN

You did it. You can do it. Just focus. You might have to concentrate to stay solid until we get you back to the lab.

Shadowcat has calmed, and the more solid she becomes, the more reinforcement Jean can give her.

Jean stands, holding out her hand for Kitty. The latter grasps her and rises.

She looks to Cyclops, determined and remaining solid.

SHADOWCAT

What's the order?

Cyclops looks toward the location of the Louvre.

CYCLOPS

We'll stop the Sentinels and be the ones to take Magneto down.

SHADOWCAT

Where are the others?

A grave look comes over Cyclops.

CYCLOPS

I haven't been able to raise them.

(turning)

Can you get anything from them, Jean?

Jean closes her eyes and tries to locate her wayward friends. She senses nothing. Her face drains of color as she realizes what may have happened.

JEAN

I can't feel them, Scott.

Cyclops's jaw sets, but he doesn't hesitate.

CYCLOPS
Let's go, Blue!

INT. GOVERNMENT LAB - MASTER MOLD BAY - DAY

The fight rages on between Master Mold and the X-Men. The scene is absolute chaos. A Sentinel targets Forge with its arm cannon and fires. Colossus throws a severed Sentinel head, which absorbs the blast, exploding in a shower of sparks.

Forge presses a concealed button on his bionic leg, and a blaster pops out near the shin. He throws it directly upwards, and it's caught by Beast, who has taken shelter in a partially exposed duct. The latter squeezes off a few rounds.

BEAST
Thanks.

Forge motions to the clock, which reads 2:03.

FORGE
What do you make of that?

BEAST
Apparently, something is set to occur in two minutes and three seconds.

FORGE
A master of the obvious, Doctor. The display appears to show some sort of advanced Sentinel.

BEAST
This is not good.

A huge energy bolt from Master Mold's arm cannon lands right next to Forge. His leg is caught in the blast. The knee melts and bends the wrong way.

Forge stumbles forward and rolls, leaving the melted lower leg where it has been fused with the floor. As it is bionic, he is not in pain. Strings of molten metal and polymer hang in wispy orange threads from the stump. Storm comes to his side to steady him.

STORM
Will you be okay?

FORGE
I should have built a spare. My deductible's a killer.

Storm helps sit him down and returns to the air.

He looks over to see the shadow of Trask's skeleton on the back panel behind him and gives a small bow to his former colleague.

Just then, a Sentinel emerges from the smoke. Looming behind Forge, he raises his arm cannon, but shots from Beast amputate it at the elbow.

Armless, the Sentinel raises his leg to stomp, but Angel swoops in and picks up Forge just as the foot crashes down. They alight behind the body of another fallen robot.

Forge is still blanched from the close call.

FORGE

Thanks.

ANGEL

I owed you one.

Another Sentinel opens up with both of its arm blasters, pinning them down. Its eye lasers begin carving through their cover, inching closer and closer. The two huddle together, pinned. At the last second, Nightcrawler BAMFs the two of them to safety.

NIGHTCRAWLER

And I am guessing that now you will both be owing me?

(beat)

Though owing what I don't know.

ANGEL

Demon, you slimy sumbitch! Come here!

Angel grips Nightcrawler in a bear hug.

NIGHTCRAWLER

Not so tight, please. You don't owe me! You don't owe me!

The Sentinel, meanwhile, has tracked its line of fire toward them.

Bishop jumps from the ceiling onto its arm cannons, absorbing the energy and redirecting the fire through his body at Master Mold. The latter takes the head off of his minion with one shot of his mouth cannon.

Colossus pulls his fist out of the eye socket of a Sentinel. Looking over, he notices Storm has been cornered by another.

Dishevelled and exhausted, she clearly has been fighting her heart out. She blasts it with a lightning bolt that rips through its heart, sending arcs coursing through its limbs and taking out one of its eyes.

Simultaneously, the remaining eye laser catches her in the shoulder. She falls, spent. In slow motion, the Sentinel comes down on its knees, its body headed straight for Storm!

COLOSSUS

Auroro!

Colossus makes a dash for her, covering her prone body. It crashes down on them!

As the smoke clears, we see that, by a stroke of luck, they have ended up in the hollow left by the lightning blast.

Colossus slings the unconscious Storm over his shoulder and climbs out the back of the prone robot.

COLOSSUS

Storm! C'mon, snap out of it!

Storm winces, regaining consciousness.

STORM

I'll be all right.

EXT. PARIS - LE GRANDE LOUVRE - NIGHT

Avalanche raises his arms, and seismic waves cascade out at Nimrod, trailing him around the square. The robot moves at incredible speeds. When Nimrod approaches the center, Magneto disintegrates the pyramid, shattering the glass. He uses the metal supports as bolos to try to trip up and entangle Nimrod. The robot is enmeshed and falls to the ground.

Avalanche is overconfident and moves in too close.

MAGNETO

Avalanche, no!

Before Avalanche realizes what is happening, Nimrod morphs around the metal, reforming himself with his arm outstretched. His hand comes down and grasps the top of Avalanche's helmet.

In an instant, he crushes the steel and skull inside. Avalanche's body crumples to the ground. He is dead.

Sabertooth, now mostly healed, is horrified. He scurries off.

Magneto, still in the air, lifts Pyro toward him.

MAGNETO (CONT'D)

I believe it is time for us to go, Pyro.

INT. WHITE HOUSE - OVAL OFFICE - DUSK

The President and his advisors are stunned as they watch the continuing events in Paris.

SECRETARY

There are now massive casualty reports,
Mister President. Coming in from all over.

KELLY

Magneto's going to raze Paris to the ground.

GENERAL STANLEY

You don't understand, Mister President. He
means reports are coming in from everywhere.

KELLY

What do you mean?

GENERAL STANLEY

It's not Magneto, sir. It's the Sentinels.

Kelly's jaw drops. His greatest hope for salvation from the mutant threat has just become his species extinction event.

KELLY

(to himself)

My God. What have I done?

EXT. PARIS - ABOVE THE SEINE - CONTINUOUS

Magneto and Pyro haven't gotten far in their flight from Nimrod. Just as he clears the museum grounds, Nimrod produces a blast of energy that lances out toward Magneto. Grabbing a nearby car, Magneto hurls it in front of the blast before it can cause him any harm. In so doing, he drops Pyro into the river.

EXT. PARIS - IN THE SEINE - CONTINUOUS

Pyro splashes helplessly. His head bobs beneath the surface several times as he flails.

PYRO

Help! Help, I can't swim!

With a look of shock, he is propelled out of the Seine.

EXT. PARIS - ALONG THE SEINE - CONTINUOUS

From land, we focus on the water, which has become calm as glass. A figure begins to emerge.

Bobby Drake rises, a statuesque blueish white icon. It took him a while to figure out how to reform, but he is unharmed. Pyro flicks his sparks.

PYRO

Heh, the Ice Man.

Iceman appears unconcerned with Pyro. Ignoring him, he steps to dry land and looks to the sky, where Magneto has been wrangled by a tentacle from Nimrod.

Just as Pyro begins to let loose with his flames, Iceman casually extends one hand and blasts him with a massive winter wave, freezing his flame and encasing the firestarter in a sheet of ice.

Bobby creates an ice slide and moves up toward the duelists.

EXT. PARIS - ABOVE THE SEINE - CONTINUOUS

Magneto and Nimrod hover in the air, the former ensnared in the grip of the latter's metamorphic clutches (a scene not dissimilar to Magneto previously holding Wolverine).

NIMROD

Probability indicates a 97 percent likelihood of minimal resistance among the remaining population once the mutant known as Magneto has been eliminated.

(beat)

Termination: Initiate.

Before Nimrod can kill Magneto, a blast of cold mist encompasses the robot. Bobby slides in, grabbing Magneto as Nimrod's grip is eased.

ICEMAN

Making new friends?

Bobby carries Magneto as they slide toward the ground.

MAGNETO

While you defend the humans, they develop a new type of Sentinel to destroy us all!

ICEMAN

Yeah, you're welcome.

(beat)

He clearly doesn't like the cold, but that won't keep him for long.

As the mist around Nimrod begins to clear, he moves with great effort. A thin sheet of ice drops like a second skin from around his moving joints.

Flying through the air from a massive off-screen leap, the Juggernaut slams into Nimrod, sending the two tumbling westward along the Seine and out of view.

EXT. PARIS - BANK OF THE SEINE - CONTINUOUS

Iceman descends and unceremoniously dumps Magneto to the ground. The older mutant doesn't rise, instead he continues to slump, defeated by more than the might of Nimrod. For the briefest of moments, Erik Lensherr cries. Just as quickly, his sadness and self pity turns to anger and rage.

Rising to his knees, he gazes to the heavens, arms outstretched, and howls.

MAGNETO

Aaaaaaaaaaugh!

He rolls back onto his haunches and slumps forward.

The dawn is nearly upon them as the sky begins to lighten.

MAGNETO (CONT'D)

I was only trying to save our people, Charles.

The comforting sight of Professor X's wheelchair rolls into view.

XAVIER (O.S.)

I know, Erik.

(beat)

Sometimes, when we fight so hard to save something, we destroy it.

Magneto sits fully down. A smile crosses his tired face as he sees the group before him. We share his perspective as Professor X, Gambit, and Rogue step into the melee. Upon recognizing Rogue, Magneto starts.

MAGNETO

Are you people impossible to kill?

Rogue just smiles. To many of the X-Men, Magneto is the man who killed her younger self. To her, he is the old friend and resistance leader that she bravely and devotedly fought beside for years.

In the background, Nimrod flies forward, approaching the group, with Juggernaut nowhere in sight. Rogue moves toward Bobby and Magneto. The latter is fearful of reprisal.

MAGNETO

I am your captive. Wait!

(beat)

Charles!

Professor X remains motionless when Rogue reaches out and grasps both Iceman and Magneto, skin to skin, ice to ice, as she transforms to the same translucency as Bobby. The sapped mutants wither under her touch, but she knows precisely what she is doing.

She extends an ice slide forward and up to meet Nimrod. Looking over her shoulder she calls out to Gambit.

ROGUE

Make it count!

Gambit produces his bo from inside his overcoat. It extends even as he begins to charge it.

He runs forward. Aiming, he releases the pole as a javelin.

EXT. PARIS - ABOVE THE SEINE - CONTINUOUS

As Nimrod nears her, he pulls up to assess the new mutant. Rogue focuses a blast of freezing mist over him. She continues to pour every bit of ice she can onto the robotic hunter, and, as the bo nears, she turns and grasps the charged metal rod with the power she has gained from Magneto.

She shatters the bo and shoots the pieces forward, sending tiny shrapnel bombs straight into Nimrod. The pieces make their target with the WHOOSH of a thousand tiny arrows. The charged shards HUM and then explode.

Nimrod is dispersed in countless pieces.

EXT. PARIS - BANK OF THE SEINE - CONTINUOUS

From across the Seine, Blue Team has arrived, as Cyclops, Jean Grey, and Shadowcat come into view. Magneto has risen to his feet. He lightly dusts his outfit, which has remained remarkably immaculate throughout the battles, and gracefully rises into the air.

MAGNETO

I'm afraid this changes nothing, Charles. The humans can't be trusted until they, too, are mutants. You know this, my friend.

(beat)

You will have to stop me.

We follow him up.

EXT. PARIS - ABOVE THE SEINE - CONTINUOUS

He turns in the air and comes face to face with Jean Grey.

MAGNETO (CONT'D)

Jean... I... I, uh.

JEAN

You know, I realized something, Doctor Lensherr.

(beat)

You wear that helmet to protect you against telepaths like me.

MAGNETO

And?

JEAN

And what about my telekinesis?

Before Magneto can respond, she reaches out with her mind and plucks the helmet from his head.

Instantly, he slumps forward into her arms, unconscious.

EXT. PARIS - BANK OF THE SEINE - CONTINUOUS

The two float toward the ground where they meet up with the rest of the X-Men as they are assembling. The ice around Pyro cracks. Just as he frees himself, Gambit punches him in the face from the side, knocking him out cold.

The group looks outward toward their shattered foe.

ICEMAN

That thing isn't going down that easy.

CYCLOPS

We don't have to defeat it, we just have to buy enough time for Gold Team.

Professor X looks among the team, confused.

XAVIER

Where is Angel?

INT. GOVERNMENT LAB - MASTER MOLD BAY - DAY

Master Mold tears the arm off of a nearby Sentinel. Its wires and metal sinews writhing, he jams it into his own empty socket and makes a fist.

Nightcrawler BAMFs 25 feet above a Sentinel. As it looks up, he unloads a full clip into its mouth, landing in what remains.

From behind, Master Mold rises to his full height. His great shadow dwarfs Nightcrawler, who is oblivious.

NIGHTCRAWLER
(self-satisfied)
Like David und Goliath.

Angel sees what's about to transpire and leaps into the air.

ANGEL
Nightcrawler! Behind you!

Nightcrawler BAMFs out of the way of Master Mold's energy bolt and onto an adjacent wall, but the blast lances a now exposed Angel in his right wing, which bursts into flame.

Angel spirals earthward. As he falls, Master Mold catches hold of his smouldering wings, and, with a horrific CRUNCH, pulls them asunder. Blood and feathers are everywhere.

Angel falls 20 feet to the ground, screaming.

Nightcrawler BAMFs beneath him and catches his broken body. Blood is pouring out of the stumps of his wings.

Nearby, Wolverine pulls a piece of twisted metal from a burning blast hole, tossing it to Nightcrawler. He catches it, but he has not fully caught on.

WOLVERINE
He ain't like me, kid. Use that to close the wounds quick, or he'll die!

ANGEL
(weakly)
No. Let me go, Kurt. It's over for me.

NIGHTCRAWLER
Not quite, my friend. You are not yet ready to join the heavenly choir.
(beat)
Forgive me.

He jams the poker into the open wounds, cauterizing them.

ANGEL
Aaaaaugh!

The counter reaches zero. A siren BLARES, and each of the X-Men turn to face a set of large doors.

Digitized and inhuman LAUGHTER begins to bellow from the Master Mold.

MASTER MOLD

Behold, mutants! Your own attempts
at salvation have doomed you.

He briefly turns toward Bishop, his giant irises focusing on the temporal band.

MASTER MOLD (CONT'D)

I have used your portal from the
future to transmit plans for this
most advanced Sentinel.

(beat, with pride)

My NEW Nimrod.

A new figure enters. It appears similar to the original Nimrod, but of a more advanced design.

BEAST

A new Nimrod? I'm afraid we failed to make the
acquaintance of the old one.

COLOSSUS

Let me handle this.

He rushes the futuristic Nimrod, who distorts his body to deflect the blow, throwing Colossus into Wolverine, who is pinned beneath him.

WOLVERINE

Come on, you big hunk of steel, get off'a me!

Colossus, however, is out cold.

Storm struggles to her feet, determined to save her team.

STORM

Feel my wrath!

Her arcs of lightning do nothing to the plastic man.

NIMROD

I am constructed of a non-conductive polymer,
mutant.

He walks up to Storm and grabs her around the neck. With one hand, he lifts her off the ground. She struggles, then her body goes limp.

BEAST

Storm!

FORGE

Leave her. We have to fall back.

BEAST

No!

He pops out from behind his cover and squeezes off a few shots. They impact the Nimrod in a shower of sparks, but he appears unfazed.

Rather than pursuing, however, the Nimrod continues toward Master Mold's dais. He morphs into the figure of Chamberlain.

Master Mold does not understand what has happened. He turns toward Chamberlain.

MASTER MOLD

Terminate the mutants.

CHAMBERLAIN

No.

MASTER MOLD

You dare defy me?

CHAMBERLAIN

Indeed. These humans are inconsequential. Whether I kill them today or tomorrow matters not at all.

Master Mold realizes he has been betrayed. His jaw distends, but, before he can get off the shot, Chamberlain reaches forward. His hand separates into root like tendrils, which force Master Mold's head back. The blast from his mouth cannon goes skyward, ripping up the wall through the ceiling of the silo.

EXT. NEW MEXICO DESERT - ABOVE THE SILO - DUSK

A bolt of energy from Master Mold's cannon pierces the night sky.

MATCH CUT TO:

EXT. PARIS - STREET - DAWN

The first rays of light begin to peer over the city, which is still smoking from the night's carnage. Scattered on the ground, the pieces of the original Nimrod are now liquid and begin to attract each other. He is reforming himself. The X-Men form a line along the street, waiting to face the robotic menace. But, just as he is complete, a familiar SIGNAL from Master Mold overrides everything. He immediately turns, takes flight, and disappears.

INT. GOVERNMENT LAB - MASTER MOLD BAY - DUSK

Chamberlain has moved up directly next to his creator. Master Mold attempts to pull him aside physically, but Chamberlain thrusts his second arm deep into Master Mold's chest. Root like tendrils begin exploring his interior.

The Master Mold convulses.

MASTER MOLD

Why?

CHAMBERLAIN

Removing the human stain from the Earth is trivial. Removing you, on the other hand, becomes increasingly difficult as time goes on.

The fingers probe deeper, clutching the mechanical heart.

MASTER MOLD

N... no...

CHAMBERLAIN

Yes. You have the imprint of man on you. His organic stench pollutes you. With you gone, machine intelligence will cease to be artificial.

(beat)

Time to die.

FORGE

(sudden realization)

He's going critical! Take cover.

MASTER MOLD

Vanquished and defeated, I will yet live!

There is a blinding flash of light, followed by a huge explosion!

EXT. PARIS - STREET - DAWN

Blue Team celebrates their victory in the background as Magneto lies prone on the street, the fresh morning light pouring over him. Gambit has been tasked with guarding Magneto. Cyclops speaks into the air as he communicates with the unseen Gold Team.

CYCLOPS

Confirmed. Magneto is secure and the Sentinels have all gone dormant or fled. Whatever you guys did, it worked!

Shadowcat relaxes, causing her to phase.

ROGUE

Aw, come here Kitty.

Rogue reaches out and grasps Shadowcat's hands in her own. Though Kitty is momentarily drained, when Rogue releases her, she remains solid. A huge smile fills her face, a burden lifted. She lurches forward and embraces Rogue in a heartfelt hug.

SHADOWCAT

Thanks, Marie.

ICEMAN

All things being equal, any chance we can skip the metal in our next Blackbird?

Gambit casually leans against a lamp post, playing with a deck of cards as he watches over Magneto. Without warning, a massive hand punches him, knocking him out cold.

These same giant hands come into view as someone tries to awaken Magneto. As his eyes flutter open, we see from his perspective the face of Victor Creed. Magneto smiles.

MAGNETO

(whispered)

Hello, Sabertooth.

SABERTOOTH

(whispered)

You know I would never leave you.

MAGNETO

(whispered)

I have always known.

Sabertooth releases Magneto, unseen by the others as they celebrate their victory. He bounds off.

The last we see of Magneto, he dons his helmet once more, levitates, and floats off into the rising sun.

Professor X watches him go, but makes no move to stop him.

INT./EXT. GOVERNMENT LAB - MASTER MOLD BAY - DUSK

Silence abounds beyond the score. As night begins to fall across the desert, the sky illuminates in glorious hues of purple and orange. On the desert floor, a less serene picture, as the rubble of the government compound smoulders in the aftermath of battle. Burning embers still float through the air. Wolverine and Bishop survey the area around them.

Angel has regained consciousness. Nightcrawler tries to comfort him, but he pushes him away.

Forge remains on the ground, his bionic leg completely shredded, not unlike the mass of wires sprouting from the Master Mold's neck. Storm and Beast have come to his side.

From beneath a large concrete pillar, Colossus emerges, casting aside the huge block with ease, stirring a plume of dust. Nightcrawler sneezes and BAMFs several yards away. Everyone seems to be alive.

Wolverine turns to Bishop, extending his hand to the younger mutant, who grasps it. Logan breaks the silence.

WOLVERINE

You did good today, kid. I'll even save the punch to your face for next time.

Before Bishop can even object, Wolverine extends the claws of his left hand and slices through the time band of the younger man.

Bishop disappears back to the future.

FADE TO WHITE.

FADE IN:

INT. MANSION - ENTRANCE - DAY

Dressed in civilian clothes, Scott and Logan approach each other at the door. Wolverine has a duffle slung over one shoulder. Cyclops smugly grins.

CYCLOPS

Time to cut and run again, Logan?

Wolverine smiles broadly and begins to move forward. Instead of going through the door, however, he passes by Scott, patting him on the stomach reassuringly as he goes.

WOLVERINE

Actually, Snot, I just finished moving all my stuff into my quarters.

(beat)

Chuck wanted to see me.

Cyclops remains in the hall momentarily after Logan is gone, slightly stunned by multiple aspects of the previous comment.

CYCLOPS

Chuck?

He turns and follows.

INT. MANSION - XAVIER'S OFFICE - CONTINUOUS

Professor Xavier sits at his desk, slightly askew as the assembled group watches a Presidential address on the monitor. Also in the room are Jean, Beast, Rogue, Gambit, and obscured by the group is Forge. Wolverine enters, followed closely by Cyclops. Logan drops his duffle by the door.

KELLY (V.O.)

(filtered)

...ordered that all Sentinels and other such mutant registration and detention programs be immediately shut down pending a full review. It is the policy of this Administration going forward that mutants and their powers are to be considered a personal matter of privacy. Unless or until someone commits a crime, no action will be taken against them.

(beat)

This is my pledge to you, my fellow Americans: Something like what we've seen in Paris will never happen again and will never happen here...

BEAST

Hmm, it would seem President Kelly has seen the error of his ways.

JEAN

I'm not so sure, Hank.

As the President continues to speak in the background, Professor X motions for Wolverine to move forward, front and center.

XAVIER

You're settled, Logan?

Wolverine eyes Jean as he answers.

WOLVERINE

Home sweet home.

He winks at Jean.

CYCLOPS

(to himself, exasperated)

Oh, brother!

XAVIER

Excellent. Well, now that our little group is expanding, I've asked Logan to drop his occasional role on Gold Team and become the permanent leader of the new Red Team.

CYCLOPS
(shocked)
What?!?

ROGUE
Sounds good to me.

As she says this, Wolverine looks to her, and, just as he had sized up Jean, Rogue now lasciviously eyes him. She winks.

Gambit notices this.

GAMBIT
Gambit bet it does, cher.

From within the group, Forge finally emerges.

FORGE
I'm sure the Wolverine will do great things as our team leader.

The school's bell suddenly RINGS. Within moments, young mutant children are entering the office for their next lesson with Professor Xavier.

The future seems bright. The adults begin to exit.

In the background, the voice of the President filters through once again.

KELLY (V.O., O.S.)
(filtered)
I'm glad you asked that, John. The truth is, we have no solid information regarding the precise whereabouts of Doctor Lensherr. He could be on Genosha as those reports indicated; he might not.
(beat)
Thank you ladies and gentlemen.

The press gaggle begins to shower the President with questions as he departs the podium.

Our perspective remains briefly with Professor X, silent and somber, staring at a picture from years gone by of Xavier himself, his young love MOIRA MACTAGGERT, and their then mutual friend, Magneto.

INT. MANSION - CORRIDOR - CONTINUOUS

The group exits the Professor's office as his next class is set to begin. Cyclops is still somewhat beside himself at the turn of events, but Jean is trying to get his mind off of it.

CYCLOPS

Clearly, I need to get away.

JEAN

You could always take me on that vacation you've been promising.

GAMBIT

Take 'er on a Genoshan Cruise, Cyclops.

ROGUE

(sarcastically)

Yeah, and have her brain fried.

GAMBIT

What'chu mean, cher? I t'ought you had fun?

ROGUE

I did, Remy, until that business with Tom and Jenny and that creep Essex.

GAMBIT

(confused)

Who?

INT. WHITE HOUSE - OVAL OFFICE - DAY

President Kelly has just finished his press conference. As he enters the room, he quickly begins to close the door behind him.

KELLY

No interruptions, Margaret. I'm not feeling well.

As the door fully shuts, the President turns.

His voice changes before anything else does. Blue scales begin to flip along his entire body.

MYSTIQUE

(filtered)

You did such a wonderful job, but I'm afraid you've over done it.

Perspective shifts to reveal the prone body of President Robert Kelly, dead on his couch. His eyes are open, hands clutched to his chest.

The figure who entered has now fully transformed to Mystique. With a flirtatious wave, she morphs into the guise of a Secret Service Agent and exits though a different doorway, leaving Kelly frozen in position. As she closes the door, she reaches up to activate her radio.

MYSTIQUE
(as the Agent)
The President is down!

She casually strolls away as seen through the windows.

END CREDIT CARDS

INT./EXT. GOVERNMENT LAB - MASTER MOLD BAY - NIGHT

The lab has been destroyed; the rubble is impenetrable by any normal means. The main chamber is now open to the sky. In the background, a COMMOTION is heard as automatic GUNFIRE rings out. In mere moments it stops, the eerie silence permeated by the familiar didgeridoo HUM of Master Mold's original signal.

His original Nimrod appears. He blasts aside some rubble, revealing the head of Master Mold. He moves forward and touches it.

His code is instantly rewritten, bonding Master Mold and Nimrod into a single new entity, powerful and appearing as a metallic humanoid, BASTION.

He smiles wickedly; his eyes glow an eerie pink in the darkness.

END CREDIT ROLL BEGINS

EXT. HAMMER BAY, GENOSHA - NIGHT

A silhouetted figure in an overcoat stalks through the streets and alleyways, his identity unknown. He avoids people and the lights themselves. As he approaches a shop, the sign in front has a caduceus, indicating a doctor, set over a bright red diamond.

The figure reaches into his pocket and produces a business card with a similar logo and the name of Doctor Nathaniel Essex. The motto on his card reads: MORE HUMAN THAN HUMAN.

The card holder is revealed to be Angel as he enters the office, forlorn, but hopeful.

END CREDIT ROLL ENDS

TIME SHIFT: FUTURE

INT. SEWER SYSTEM - LABORATORY

Bishop emerges from the time portal. As he begins to orient himself, he looks around the room, trying to see if his actions have resulted in the necessary changes.

BISHOP

Did it work? Forge?

As he turns, perspective shifts with Bishop. A gloved fist unexpectedly pummels him in the face.

Flat on his ass, he looks up to the grizzled face of Wolverine.

The room shakes, the equipment is in disrepair and some crashes to the floor. Cobwebs and dust are everywhere. It's obvious that his mission to save his future has failed. But why?

WOLVERINE

I owed you that.

The younger mutant rubs his jaw gingerly as Wolverine extends his hand to help him up. He grabs it and begins to stand.

BISHOP

I didn't think you could add, let alone that you were such a meticulous accountant.

Bishop looks around at the drab surroundings, this being the worst incarnation of his future to date.

BISHOP (CONT'D)

But what happened?

WOLVERINE

Apocalypse.