

X-MEN: AGE OF MUTANTS

Written by

Caesar

Marvel X-men Comics

PROFESSOR X (V.O.)  
Mutants. Our history is long and  
ancient. And like all things, there  
was a first. His name, En Sabah  
Nur.

FADE IN:

EXT. PYRAMIDS

A massive mutant stands on a hill, he's gray eyes only reveal  
death.

Before him is a massive army of slaves. Across the  
battlefield sits the Pharaoh on his chariot. With thousands  
of Egyptian soldiers around him.

Apocalypse raises his hand and the slave army charges.

Thousands fight and die. Blood of thousands water the ground.

After the battle is over, Apocalypse makes his way through  
the battlefield, littered with bodies. Trailing behind him  
are four hooded horsemen.

An injured pharaoh's eyes widen as Apocalypse approaches him.

PHARAOH  
(stammers-Egyptian)  
What are you?

APOCALYPSE  
The future.

BLACKNESS.

The screen remains black as a sweet voice starts to speak.

ROGUE (V.O.)  
Mutants. We have long been feared  
by the human race. Judged for our  
special gifts. We are now forced  
into hiding. Risking exposure,  
risks the very safety of our own  
lives. Our own existence. But when  
humanity reaches its darkest hour.  
Will we join them in the fight or  
stand by and watch ideally, as they  
fall into darkness?

Screen brightens. Sounds of something cutting. Three slash marks form diagonally one way then the other. Forming an X. Then a title appears. X-Men: The Age of Mutants.

FADE IN:

EXT. CALDECOTT, MISSISSIPPI

Thunder crackles across the sky, a void forms in the darkened skies. Two men drop down into an empty parking lot, the ground cracks beneath their impact. They both stand, showing their immense height and physique. One has a glowing red eye, it shines in the darkness. The other, a man with pure white eyes and dark skin, looks around. This is Cable and Bishop. Moonlight shines down upon them.

INT. LOCAL BAR - CALDECOTT, MISSISSIPPI

Scene opens inside a bar. Sounds of old style blue-grass can be heard in the background. Three men sit at a table playing cards, while drinking a few beers.

A young woman, her back to us, she's covered in clothes. Even her hands. She walks by the three men, holding a tray in one hand. As she passes them, one of the men grabs her wrist, causing her to stop and look back at him. We see as the camera pulls back, it's Anna Marie aka Rogue.

BAR GUY 1

Hey sweetheart. Why don't you go  
get us a few more beers. What do  
you say? Hmm?

Rogue frowns at the man. Angry. She sets the tray down on their table. Then grabs the man's wrist, holding it tightly. He grimaces under the pain of her grasp, as she removes his hand from her wrist. She then lets go of him.

The man's eyes widen, he rubs his wrist, sore from her grasp. Rogue leans in.

ROGUE

I'm not your sweetheart.  
(sarcastic)  
Sugar.  
(winks at him)

She then stands back up, taking her tray, she starts to walk away.

The three men stand. Agitated by her remarks and feeling disrespected.

BAR GUY 1

Now missy... (reaches out to grab her)

Before the man even knows what's happening - he's flying backwards, slamming into the wall then slumping forward, unconscious. Pictures and other various objects hanging on the wall fall off, crashing to the floor around him.

Back on Rogue, we see her left leg hanging in mid air. She kicked the man, clearly with a lot of power. Slowly she lowers her leg, looking at the man knocked out on the floor. She smirks.

The other two guys look at their friend in shock. They then look back at Rogue. The one grabs an empty beer bottle off the table. Cracking it on the table edge. He holds up the jagged glass in a threatening manner.

The other man takes a step towards Rogue, an evil smirk on his face. He reaches behind himself, pulls something out. It clicks. And we see he's holding a switch blade.

Rogue takes a nervous step back. Watching the two men slowly walking towards her on both sides. Slowly she raises her hands.

ROGUE

Hey, easy guys. I don't want any trouble.

BAR GUY 2

(laughs)

Should have thought of that before you kicked Eddie, bitch!

The bartender slams a bat on the bar. Everyone looks over at him.

BARTENDER

Your friend had it coming. Now I don't want anymore trouble in my bar, get out! Or I'll call the police.

The two men look at each other. Giving Rogue one last dirty look. They slowly back towards the door. They stop to lift up their unconscious friend. Then head towards the door. As they reach it, the one holding the broken beer bottle drops the bottle from his hand. Glass shatters on the floor. He looks at Rogue.

BAR GUY 3

See you soon.  
(sneers)  
Sweetheart.

The door closes behind them. Once their gone - Rogue lets out a sigh of relief. She looks over at the bartender.

ROGUE

Thanks.

He shrugs it off. Placing the bat back under the counter.

EXT. MOUNTAINS - YUKON

Camera floats over a vast amount of woods. The ground is covered in snow. As the camera moves, smoke can be seen rising from somewhere in the distance. The camera moves towards the smokes direction.

Revealing a cabin in the middle of the woods. A man is trudging towards the cabin. Leaving his footprints in the snow. On his back he carries a dead deer. Something cracks in the woods.

The man stops. He turns his head to the left slightly, this is Logan aka the Wolverine. Logan sniffs the air a few times. Hears another crack. Letting go, the deer falls from over his shoulder. Now full face, claws slowly start to protrude from his knuckles. Eyes searching everywhere in the woods. Searching for possible threat or danger.

Something cracks towards his right. Logan turns quickly to face it. He waits for something to happen. It doesn't. Cautiously, he takes one step forward.

Suddenly a rabbit appears.

Logan smirks, shaking it off. He turns walking back towards the deer. Reaching down, he lifts it up, back over his shoulder. And continues to walk back towards the cabin. As he nears the door it opens.

A young girl is standing there. She looks very similar to Logan. Dark hair, dark eyes. This is Laura X. Her arms are folded over her chest, frowning at him.

WOLVERINE

(shrugs)  
What?

LAURA X  
(shakes her head)  
Really Logan? Jumpy from a rabbit?

She turns, heading back inside. Logan shakes his head, sighing, he follows behind her. Door closes.

INT. MGM - LAS VEGAS

In the background a band can be heard playing, beautiful voice of a woman can be heard singing to the music.

Waiters and waitresses are walking around everywhere. Delivering food and drinks to 100s of customers. They all barely notice being served whatever they ordered. Everyone's attention is fixed on one direction.

On stage. The source of the beautiful voice. Its a vision of a woman, dressed in a extravagant red dress, her curly blond hair dangling neatly on her shoulders, the woman finishes singing the song.

As she does, she smiles. A man dressed in a fine suit runs on stage, taking the mike from her. Gives her a glance, she frowns, but steps back reluctantly. The man turns back to the crowd, smiling and laughing, he starts to clap.

Echoing what the audience is already doing. Their standing on their feet cheering a name, Dazzler.

MGM ENTERTAINER  
Dazzler, ladies and gentlemen.  
Voice of an angel. She really knows  
how to light up a crowd doesn't  
she?

The man looks back at Dazzler. She nervously takes a bow at the audiences love. Waves at them before two big men lead her back stage.

The man at the mike turns, looking back at the audience. Laughs.

INT. MGM, BACKSTAGE - LAS VEGAS

Dazzler is led down the stairs, the two men gripping her arms tightly. She struggles to get free. They set her down roughly in a chair. Then take a step back, behind her, she looks at them, glaring. Turning around, her face gets pale.

A man steps out of the shadows, dressed in a fine brown suit. He's smoking a cigar. Looks at her for a moment before taking a seat in front of her. The man is Avalanche.

AVALANCHE

I thought we had an agreement Ali?  
I give you three days...  
(looks up at her)  
And you have the time you need to  
get me my money.

Dazzler tries to stand but the two men behind her, place their hands roughly on her shoulders.

DAZZLER

(nervous)  
Listen Mr. Petra, I know I promised  
you I could get the money in three  
days. But I don't have it.

Avalanche nods, standing, he looks around the room. Takes a few puffs from his cigar. Then he sets it down on the table and holds out his hands.

AVALANCHE

Well that's to bad, doll. I really  
liked that pretty voice of yours.  
To bad I got to put an end to it.

The ground starts to shake. The bodyguards step back nervously. Dazzler stares at Avalanche in fear. Looking around for an exit she looks back at him. Taking a deep breath.

All of the sudden bright lights shine everywhere. The ground stops shaking as Avalanche along with his two bodyguards reel in pain from the overwhelming vastness of bright colors.

Dazzler stands as light is projected out of her body. She walks by Avalanche, he reaches out, grabbing her ankle. She kicks him in the gut, he lets go - groaning. Dazzler walks out quickly.

Once she's gone the room's lighting returns to normal. The two bodyguards rush over to Avalanche to help him up. He waves them off.

AVALANCHE (CONT'D)

Don't worry about me! Go after her!

They look at each other, nodding at their boss, the two men leave him and run after Dazzler.

Avalanche stands, fixing his suit, he reaches inside it. Pulling out a cellphone. He dials a number.

AVALANCHE (CONT'D)  
 Hey. Its me. Listen she ran off.  
 And there's something else that we  
 weren't expecting... she's a  
 mutant.

He nods before hanging up the phone.

EXT. LOCAL BAR - CALDECOTT, MISSISSIPPI - NIGHT

Rogue exits the bar, neon lights light up the parking lot. She starts to walk towards an old chevy. As she pulls out her keys, big arms wrap around her. Spinning her around.

The guy called Eddie, a fresh bruise on his face, probably from the fall. And his one friend stand in front of her. The other one is holding her.

BAR GUY 3  
 (whispers in her ear)  
 Told you we would see each other  
 soon.  
 (licks her ear)

Rogue shudders from this. The others laugh. The guy known as Eddie takes a step forward.

BAR GUY 1  
 Payback time you, you little bitch!

He slams his fist into her gut. The guy holding Rogue lets go as she loses all her air. Falling too her knees, Rogue holds her stomach in pain.

The three men stand around her laughing.

In the background a big man with a military style haircut, wearing a giant black trench coat walks towards the men. Its Cable.

BAR GUY 1 (CONT'D)  
 Stand her up boys. Time to see just  
 how much fight this doll really  
 has.

The two men go to reach for Rogue.

CABLE (O.S.)  
I'd suggest you leave the young  
lady alone...

The three men turn around, to see the big man standing there.  
Rogue looks up and sees him too.

CABLE (CONT'D)  
While you still can.

The three men look at each other confused. The guy called  
Eddie takes a step forward, pulls out a revolver, aims it at  
Cable.

BAR GUY 1  
Listen buddy. I don't know whether  
your crazy or stupid. But I'd  
suggest you get on your way. This  
ain't none of your business.

Cable looks at Rogue kindly. She stares at him confused,  
unsure of who this man is.

CABLE (V.O.)  
Its okay Rogue. I'm a friend.

Rogue's expression changes, surprised. He's a mutant.

Cable nods, smiling at her. The three men look at Rogue then  
back at Cable. Still confused by what's going on.

ROGUE (V.O.)  
How do you know who I am? Who are  
you?

CABLE (V.O.)  
I'll explain everything. Promise.  
First, let me deal with these  
thugs.

The man holding the gun takes a step forward, finger on the  
trigger. Cable looks at him, breathes slightly. The man looks  
at his hand, it starts to shake, but his eyes widen as he  
realizes. Its not his hand shaking but the gun he's holding.  
Eventually the gun flies out of his hand.

Sailing right into Cable's. He disassembles it with great  
speed and skill. Dropping the pieces onto the ground.

The men stare at him in shock and fear. They look amongst  
themselves unsure of what they should do.

CABLE

This is when I recommend its in  
your best interest to run. Now.

Eddie frowns. Looks at his friends for support. They shake their heads, raising their hands. Taking a few steps back from Cable. Eddie glares at them, turns back to Cable, clenches his fist.

BAR GUY 1

Fine freak! Looks like its just you  
an me.

The man rushes Cable, before he can even blink, Cable reaches out. His hand around the man's throat, he squeezes slightly as he lifts the man up in the air.

The man's hands immediately go to his throat. He struggles to try and pull Cable's fingers away.

Cable brings the man in close, face to face, still hanging in the air. The man stops struggling for a moment, his eyes widen.

We see what he sees. One of Cable's eyes is red, like a laser.

BAR GUY 1 (CONT'D)

What are you?

CABLE

The next stage of evolution.

He throws the man, who sails through the air, landing hard on a truck a few yards away. The other two men look back at him then back at Cable. They run off in fear.

Cable smirks, shaking his head, he walks over to Rogue. He helps her up. Wiping the dirt off her knees, she looks up at Cable. Sees his eye.

ROGUE

Nice eye.

CABLE

(nods)

Thank you. Lets me see things in a  
certain light.

(taps his eye)

Can be very useful at times.

ROGUE

(nods)

I'm sure. So your a mutant. Why are you here?

He turns walking away. Motions for her to follow. Rogue looks back at the man on the truck then back at Cable. She rushes after him.

INT. OVAL OFFICE - THE WHITE HOUSE

The president sits in a chair. A man in a fine armani suit across from him. The man is Graydon Creed.

PRESIDENT

Mr. Creed I understand your hatred for the mutants. But what your talking about is out of the question.

GRAYDON CREED

(sighs, cracking his knuckles, clearly not happy)

With all due respect sir. We've instituted the registration act. We've done special camps. Hell even Trask made his little robots to keep these mutants in check...

PRESIDENT

And we all see how that turned out.

GRAYDON CREED

Beside the point.

PRESIDENT

And what is your point exactly Creed? Hmm?

GRAYDON CREED

My point Mr. President is this. Grant me the resources and clearance to have my scientists do research. Given enough time, I have no doubt in my mind we can find a way to eliminate the mutant problem once and for all.

PRESIDENT

A cure has been used before. And it failed.

GRAYDON CREED

Not talking about a cure, Mr.  
President.

PRESIDENT

Then what are we talking about, Mr.  
Creed?

GRAYDON CREED

A virus. One that will target,  
attack and destroy the mutant gene.  
Once and for all. Quick and silent.  
They wont even know what's  
happening.

PRESIDENT

(shakes his head in  
disgust)

Out of the question. I will not  
openly agree to the massacring of  
an entire species.

GRAYDON CREED

(leans back)

Then maybe your not the one to be  
leading this country.

PRESIDENT

(laughs)

I still have one more year Creed.  
And I plan on running again. So  
good luck trying to take the  
throne.

GRAYDON CREED

Kings fall all the time, Mr.  
President.

(stands, fixes his suit)

All the time.

Creed heads towards the exit, stops, looks back.

GRAYDON CREED (CONT'D)

Thank you for your time. I'm sure  
we'll be seeing each other again  
soon.

INT. CABIN - YUKON

Laura is tossing some logs in the fireplace. She looks over  
as Logan walks in from a door.

LAURA X  
Can I help?

WOLVERINE  
(stops)  
Are you sure? Gets kind of messy  
sometimes.

LAURA X  
(shrugs)  
I'm not one of those girly girls.  
You don't need to treat me like  
one.

WOLVERINE  
(raises his hands in  
surrender)  
Fine. Fine. Lets get to it then.

He turns heading back to where he just came from. Laura gets up and rushes over eagerly.

INT. GARAGE, CABIN - YUKON

Inside a deer is hanging upside down, a cord wrapped around the back legs, ankles. The cord rests on a hook connected to the ceiling.

Logan is standing at a table, his back to us. Laura walks over to the deer, touches it. Looks over at Logan.

LAURA X  
He's beautiful.

WOLVERINE  
(nods, holding a knife)  
He is. He's also dinner.

Logan walks over to Laura and the hanging deer. He gently rubs the dead animals fur. He looks at Laura, for a moment he watches her, smiling.

WOLVERINE (CONT'D)  
Alright. Are you ready?

LAURA X  
(nods)  
Yes.

Taking her hand, he places the knife in it gently. She grips it tightly. He steps behind her, guiding her.

WOLVERINE

You want to be careful when you cut. One wrong move and you could ruin the whole deer. Then the entire thing would be a waste.

LAURA X

(looks at him)

And we don't want that.

WOLVERINE

(shakes his head)

No, we don't. Okay. Lets begin.

Slowly Logan guiding Laura, cuts open the deer. Working carefully they start to remove the entrails. Taking their time, occasionally the two share a few glances. But their main focus is the task at hand.

Once their done, Logan walks over to a sink, washes his hands.

WOLVERINE (CONT'D)

Nice job. For your first time. I'm proud.

Laura steps away from the deer. Looks over at Logan, and beams a big smile.

LAURA X

Thanks dad.

(her smile fades)

Wait... I'm sorry Logan... Its just... I mean...

(pauses)

I'm sorry. Wont happen again.

Logan stares at her for a moment. Then takes a few steps towards her. He opens his arms.

WOLVERINE

Come here.

Laura looks at him eagerly but nervous. Slowly she walks over, stepping into his embrace. The two share a moment.

WOLVERINE (CONT'D)

I promised you, that when I found you, that I'd look after you. No matter what. I'll always keep you safe.

Laura smiles, closing her eyes as she hugs Logan tightly.

LAURA X  
(whispers)  
Promise?

Logan kisses the top of her head. His eyes are full of pain. Countless loss and bad memories.

WOLVERINE  
(fiercely)  
I promise.

INT. BAR - LAS VEGAS

Dimly lit, there is a few people present. Two guys walk in and up to the counter. They order drinks. The one notices a man with a ball cap pulled down low, sitting off in a corner by himself.

He shrugs it off as he thanks the bartender, who just handed them their drinks. Taking a quick drink, sets the glass down, then the two men engage in a very interesting conversation.

GUY AT BAR 1  
Did you hear?

GUY AT BAR 2  
No. Hear what?

GUY AT BAR 1  
That chick. You know the one with the voice like an angel. Well rumor has it she ripped off Petra then split when he came to collect.

GUY AT BAR 2  
(shakes his head, takes a sip)  
Poor girl. She's dead woman.

GUY AT BAR 1  
(shrugs)  
I don't know. Talked to one of Petra's guys. Said she's some time of freak. Possibly a mutant...

The man in the corner, leans forward, clearly intrigued.

GUY AT BAR 2  
(eyes widen, shocked)  
You can't be serious?!

GUY AT BAR 1  
 (Laughs, nodding)  
 Swear it on my life.  
 (places hand on heart)

GUY AT BAR 2  
 (smirks)  
 Oh so nothing to worry about then.  
 Since your life ain't worth much.  
 (winks at him)

GUY AT BAR 1  
 (frowns)  
 Funny.  
 (punches the guy in the  
 arm)

The man in the corner stands slowly, he fixes his trench coat. We still can't see his face. And on his hands are gloves. Making his way out from behind his table, he walks over to the men at the bar counter.

NIGHTCRAWLER  
 (accent)  
 Excuse me gentlemen?

The two men turn, looking at the mysterious man. Face still hidden.

NIGHTCRAWLER (CONT'D)  
 But this woman you speak of, where  
 might I find her?

GUY AT BAR 1  
 Listen pal I don't know where you  
 come from. Funny accent an all  
 that. But its rude manners to  
 listen in on other peoples  
 conversations.

NIGHTCRAWLER  
 (nods)  
 I apologize.  
 (places hand on chest,  
 bows respectfully)  
 I meant know intrusion. Just  
 curious.

GUY AT BAR 1  
 (nods)  
 Yeah, whatever. As for the girl.  
 (shrugs)  
 No idea. Probably long gone if  
 Petra's after her.

The mysterious man turns his head slightly, showing signs of being bothered by this information.

The two men at the bar look at each other confused. They look back at the man.

GUY AT BAR 2

Hey pal?

The man looks back at them.

GUY AT BAR 2 (CONT'D)

Why you wearing that cap? Afraid to show your face?

NIGHTCRAWLER

(sighs)

Thank you for your time gentlemen.

The man turns, heading towards the door. As he walks, something moves along his left pants leg.

The two men stand, walking right up behind the mystery man quickly. They spin him around, flipping off his cap. Revealing Kurt Wagner aka Nightcrawler. He smiles a pointed teeth grin.

The two men stumble backwards in fear, hands raised.

GUY AT BAR 2

Mutant!

Everyone in the bar freaks out. The bartender reaches for something.

Bamf! Blue smoke. Then Nightcrawler is standing beside the bartender. His hand is on the shotgun that the bartender was reaching for. With his other hand he holds up his pointer finger, makes movement signalling - no no.

NIGHTCRAWLER

I wouldn't suggest such action.

(looks around)

You have nothing to fear from me. I promise you that.

GUY AT BAR 1

Hah bullshit. Your a mutant. We have everything to fear.

NIGHTCRAWLER

(frowns, sadden by the man's words)  
You speak out of fear when you do not understand.

(MORE)

NIGHTCRAWLER (CONT'D)

It is human nature to fear the unknown. Yes I am different. But at one point in time did you not consider the black man different from the white?

(gestures to bar guy 2)

And yet, here now you sit and drink with one. Proving that one can get over the physical attributes of another person. Maybe to a certain degree that they might coexist, in peace.

GUY AT BAR 1

Listen pal that's different. Being different color is one thing. But having power, an ability. Well... that's something else. Something that we are, just, in our right to fear.

NIGHTCRAWLER

(sighs)

Very well. I will leave you all in peace.

Bamf. Blue smoke. He appears right in front of the two men. Who step back in surprise.

NIGHTCRAWLER (CONT'D)

But before I leave. One question. Where is a good place to start in finding the girl you spoke of earlier?

The guy looks at his friend for help but gets none.

GUY AT BAR 1

Screw you! I don't need to tell you nothing!

(spits on Nightcrawler)

Nightcrawler wipes away the spit, sighs.

NIGHTCRAWLER

I thought I might be able to reason with you. But...

Places a hand on the man, firmly. Bamf. Blue smoke. Then their gone. People in the bar freak-out.

EXT. LOCAL BAR - CALDECOTT, MISSISSIPPI

Rogue looks over at Cable as they reach an old school mustang. Black. Cable reaches to open the door...

ROGUE

Wait!

He stops, looks over at her. Arms crossed, she stands there confused.

ROGUE (CONT'D)

Time for you to answer a few questions.

CABLE

We don't have time.

ROGUE

We'll make some.

Cable sighs, but nods reluctantly.

ROGUE (CONT'D)

(smiles slightly)

Well at least your reasonable.  
Unlike some people I know. Anyway,  
who are you?

CABLE

(hesitates)

My name is Cable. But I think your  
more interested in my birth name.

Rogue nods, leaning towards the car curiously.

CABLE (CONT'D)

Nathan Summers.

ROGUE

(stands up in shock)

Wait? Summers? Any relation to  
Scott Summers?

CABLE

(nods)

He's my father.

ROGUE

(raises her hands in  
confusion)

Woah! Okay back up. That can't be.  
(sadden expression forms)

(MORE)

ROGUE (CONT'D)

Scott summers died. A long time ago...

CABLE

(nods)

I know.

ROGUE

(confused)

Then how can you say he's your father?

CABLE

There is so much you do not yet understand, Rogue. In time, maybe I can teach you. For now. A simple answer. For people like us there's always a way to come back.

(gestures to her)

You for example.

ROGUE

(shakes head, confused)

What? I never died.

CABLE

True. But you did lose your powers at one point. And now... Now your stronger than you realize. Trying to hide what you were born to be.

ROGUE

(laughs, sarcastic)

A saint? Wrong. I'm a curse. A disease that only hurts the people close to me.

CABLE

(walks over to Rogue,  
touching her gently)

My dear girl. You are a rare flower. Beautiful in all of your attributes. With nothing to hide or fear.

(heads back to drivers  
side)

Now it's time to go.

ROGUE

Why?

CABLE

(looks at her with serious  
expression)

(MORE)

CABLE (CONT'D)  
Because, the world is in danger and  
it needs our help.

EXT. 1,000 FEET ABOVE LAS VEGAS

Bamf. Blue smoke. Nightcrawler and the guy appear in the night sky. They start to fall towards Las Vegas. The man screaming in pure fear. He looks down at the ground, face pale. Nightcrawler is holding on to him, amused. Leans in so the man can hear him over the wind - from them falling.

NIGHTCRAWLER  
Let's try a new tactic.

They fall a few hundred feet. The man screaming, thrashing but unable to break away from Nightcrawler.

NIGHTCRAWLER (CONT'D)  
Do you want to live?

GUY AT BAR 1  
Yes! Yes! God please? Just help me!

NIGHTCRAWLER  
Then give me what I ask.

GUY AT BAR 1  
(nods)  
Fine! Fine!

They fall a few hundred more feet. Las Vegas getting very clear, and close. The man is still screaming.

Bamf. Blue smoke. Gone.

EXT. BAR - LAS VEGAS

Bamf. Blue smoke. They appear just outside the bar. Standing on flat ground. The man's legs start to shake, he falls to his knees. Saying a silent prayer.

NIGHTCRAWLER  
Where can I find the girl?

GUY AT BAR 1  
(looks up at him, pale)  
You wont find her there. But she  
use to work at the MGM. I'd suggest  
starting there.

Nightcrawler nods, turning he starts to walk away.

GUY AT BAR 1 (CONT'D)

I hope Creed exterminates your  
kind.

Bamf. Nightcrawler disappears. Leaving the man alone, outside the bar, in the parking lot, on his knees still shaking in shock and fear.

EXT. OVAL OFFICE - THE WHITE HOUSE

Creed is walking in the halls. Pulls out a cell phone from his pocket. Dials a number as he walks. Passing through the exterior room to the Oval office. In the hall, a man joins Creed. He's Creed's bodyguard, Jumbo.

GRAYDON CREED

(speaks into the phone)

Dr. Lang. Begin live testing.

Hangs up the phone, placing it back within his suit.

JUMBO

How was your meeting sir?

GRAYDON CREED

Went as expected.

(looks back at Jumbo)

Meaning that mutant lover turned us  
down.

JUMBO

Then why did you just...

GRAYDON CREED

(interrupts)

Mutants are the enemy Jumbo. Every human on this entire planet agrees. That is why at times like these, we must act on our own. If we wait for politics to decide. Well we risk our future. Our freedoms.

JUMBO

(nods)

Is that why you created your  
organization?

Creed nods. We zoom in on Creed's hand, a ring. It spells FoH. Friends of Humanity.

INT. SECRET LAB - WASHINGTON D.C.

A patient is thrashing, strapped down to a gurney. Its a young woman. Something lights up in her fingertips. A man appears, dressed in lab coat. Other scientists are behind him.

DR. STEPHEN LANG  
Now, now Jubilee. None of that.

He pulls out a syringe. Starts to put it into the girl's arm.

JUBILEE  
Please! Please Dr. Lang! I promise  
I'll behave.

DR. STEPHEN LANG  
(shakes his head)  
Sorry. But your the enemy dear. And  
I need to... study you. So that we  
can get a better understanding of  
what my... kind, is up against.

JUBILEE  
(confused)  
Your kind?

She attempts to protest but Dr. Lang injects whatever the fluid was in the syringe into her body. And Jubilee drifts off to sleep.

DR. STEPHEN LANG  
(looks at the other scientists)  
Lets begin.

EXT. CABIN - YUKON

Sounds of fighting can be heard going on from outside. The camera starts to lower and zoom through the window.

INT. CABIN - YUKON

We find Logan and Laura training. Logan is wielding the Samurai sword he received in Japan. Controlling his movements, Logan engages Laura in combat. Her fighting with her claws. They stand across from each other. Logan standing tall, sword slightly lowered in front of him, held in both hands.

Laura is crouched slightly, arms out to her side, claws extended. She's breathing is elevated. Drop of sweat falls from her forehead.

WOLVERINE

Begin.

Logan takes a step towards her. She launches herself, one set of claws makes contact with the sword, making a loud clanging sound. The other hand makes a close swipe near Logan's one side. But he moves just before she can make contact. She turns around quickly, face shows determination. She fakes him out, showing she's about to launch herself again. But instead she spins low, sweeping her leg, claw slowly protruding from her foot as she does.

But Logan is ready, flips over her. Slamming the sword between her legs, going through the floorboards with ease. She stops in surprise. His hand around her throat, the other hand, claws slowly protruding. Laura struggles to escape but she's no match for his strength.

Then the phone rings. Logan looks towards its direction. Lets go of Laura.

He stands straight, helps Laura to her feet.

WOLVERINE (CONT'D)

Nicely done.

LAURA X

(not happy)

I lost.

WOLVERINE

Yes. But your getting better.  
Stronger. It takes time.  
Controlling ones emotions. Trust  
me, I know. Once you do that you'll  
beat me without a problem. I  
promise.

Laura nods. Phone still rings. Logan turns looking at it. Slowly he walks over to it. Reaches down. Hesitates. Then picks it up to his ear.

PRESIDENT (O.S.)

Logan?

WOLVERINE

(into phone)

Yeah, whose this?

PRESIDENT (O.S.)

The president.

Wolverine looks surprised.

PRESIDENT (CONT'D) (O.S.)  
Listen I know you told me to never  
call unless it was an emergency.

WOLVERINE  
(sighs)  
Let me guess. You have an  
emergency?

PRESIDENT (O.S.)  
Afraid so. Just got out of a  
meeting with a certain gentleman.  
We had a very interesting  
conversation. And I'm afraid what  
it might mean for the mutant  
community.

WOLVERINE  
(frowns)  
Whose the man?

PRESIDENT (O.S.)  
Graydon Creed. Know him?

WOLVERINE  
(nods)  
Name sounds familiar.

PRESIDENT (O.S.)  
Well he has a facility here in D.C.  
Now legally I can't order a search  
of the building. But...

WOLVERINE  
Legal system doesn't really apply  
to me.

PRESIDENT (O.S.)  
Exactly. Good luck Logan.

Phone clicks. Logan stares at it for awhile. Then hangs it  
up.

LAURA X (O.S.)  
Who was that?

Over his head.

WOLVERINE  
Pack your things. We're leaving.

LAURA X  
(sounds excited)  
Finally!

Wolverine turns around looking at her intensely.

Laura's smile fades.

LAURA X (CONT'D)

Uh... I mean darn! Just when I was starting to like this place.

WOLVERINE

Funny. Just get your things.

(pauses)

We're going to D.C.

LAURA X

(surprised)

Headed back to the states?

Wolverine nods as he walks by her, pulls the sword out of the floorboards. Turns to look back at her.

WOLVERINE

(he points)

Pack. Now!

Laura nods, walking towards the direction Wolverine is pointing. This is where her room is.

INT. CABLE'S MUSTANG - MISSISSIPPI

The two sit in silence while Cable drives along a highway in Mississippi. Rogue looks over at him.

ROGUE

Still can't believe your Scott's son.

CABLE

(amused)

Believe it.

ROGUE

I still have so many questions.

CABLE

I figured as much.

(looks at her)

Fine, ask.

ROGUE

Okay so you said the world is in danger. What did you mean by that?

CABLE

(hesitates, thinking hard)  
This might be hard to accept or  
believe. But trust me when I say,  
its all true.  
(looks at Rogue, intently)

Rogue nods. Cable continues.

CABLE (CONT'D)

I'm from the future. And in my  
time...  
(shakes his head, face  
full of distant pain)  
Things have gotten very bad. Life  
is all but gone. Only hand full of  
the population remains. And most of  
that is mutants.

ROGUE

What happen?

CABLE

Apocalypse.

ROGUE

Is that a person? Or something  
else?

CABLE

Hard to say. All I can tell you  
about him. Is he is the first of  
our kind. The first mutant. More  
powerful than any of us.  
(looks at Rogue)  
Even your Jean Grey.

ROGUE

(sighs)  
So she's dead in your time too?  
(shakes her head, sadden)

CABLE

I never said that.

Rogue sits up, intrigued.

ROGUE

Wait, what? Are you saying she  
isn't dead?

CABLE

Remember Rogue our kind is never truly gone. We just... hibernate for awhile.

ROGUE

(slouches, annoyed with his lack of responses)  
Do you always speak in riddles and half answers?

CABLE

(chuckles)  
Not all mysteries need to be answered right away. Give it time. In time all things will be made whole. Come full circle. Maybe then things will make better sense.

ROGUE

(sighs)  
Hopefully. So why did this guy Apocalo - whatever his name, destroy the world?

CABLE

Because a group of humans here and now are working on something.

ROGUE

What?

CABLE

I'm not sure. Just that its something that can threaten our very existence.

ROGUE

Mutants? Okay, still don't see how that relates to your Apocalypse guy.

CABLE

It has everything to do with him Rogue.  
(looks at Rogue, serious)  
Right now he's in hibernation but he can still sense what is going on in the world around him. My belief is soon he is going to sense the danger rising against mutants. And when he does... I fear for what comes next. Mankind will never be the same.

ROGUE

Their not all that great.  
(looks out the window,  
angry)

CABLE

I know they have their faults. But  
so do we. Can we really be so hard  
on them?

ROGUE

Yes!  
(looks at him, face full  
of anger)  
They tried to force us to reveal  
ourselves! Rounded us up! Put us in  
camps! Killed us! They deserve what  
ever bleak future is coming for  
them. They deserve to die!

CABLE

Maybe your right. But not this way.  
Apocalypse will destroy not just  
all the humans but the world. Do  
you really want to live in a world  
like that? Full of death? Nothing  
but blackness and fire.  
(stares ahead, face full  
of sadness)  
Trust me, its a hell like know  
other.

ROGUE

(uneasy)  
I guess your right. But what can we  
do?

CABLE

(looks at her)  
Try to change things. Alter  
history. Fight if necessary.

ROGUE

Us fight? For the humans?

CABLE

Is it really that so hard? You've  
done it before.

ROGUE

Different times. Now I have only  
hate in my heart for them.

CABLE

Either way. Your going to help me.

ROGUE

Guess have to. Doesn't seem like you've given me much of a choice.

CABLE

You always have a choice Rogue. And that's the point. You can choose to live for yourself or something more.

ROGUE

(nods)

So where are we going?

CABLE

New York. Going to see an old friend of yours.

EXT. STREETS OF DOWNTOWN WASHINGTON D.C.

Cars blaring horns and major traffic can be seen from a birds eye view. The camera begins to zoom down.

WOLVERINE

Remember keep a low profile.

Logan and Laura are walking along a street.

LAURA X

I know how to behave. Jeez! Treat me like a child sometimes.

WOLVERINE

(sighs, mumbles to himself)

Why me?

As they walk a group of hoodlems pass by them. One slaps Laura's butt.

THUG 1

Hey sweet thang. You rockin them jeans!

Laura turns around instantly, punching the guy. Sending him flying a few yards backwards. His friends look over at the man, unconscious, laying on the ground.

People around stop, looking at Laura in shock.

The other hoodlems charge Laura. She breaks ones leg, he lets out a painful cry. Knocks another. The last one she grabs him by the throat. He struggles, pulling out a switch blade. Laura smirks, grabbing his wrist with her other hand. She squeezes until he drops the blade, then slams him against the wall. Holding her free hand a few inches away from the man's face. We can see tips of her claws are just about to come out.

WOLVERINE (O.S.)

Laura!

Laura drops the guy, he struggles to breath, coughing hard. Laura turns walking away. The guys on the ground groaning in pain. People still staring at Laura in shock in fear back away from her.

She walks past Logan. He watches her walk away. Looks at the men, shakes his head, then turns running after her.

WOLVERINE (CONT'D)

I thought I said low profile?

LAURA X

(shrugs)

They had it coming.

Logan reaches out, stopping her.

WOLVERINE

That doesn't matter. Trust me. If I thought it was a good move. I would have beat those punks to a pulp. But look around.

Laura looks around. Tons of people, driving and walking. But more importantly, on the walls of various buildings is a particular sign. Death to Mutants! Hundreds of them can be seen.

WOLVERINE (CONT'D)

We got to be smart here. We're in hostile territory now. Okay?

LAURA X

(sighs, she lowers her head, nods)

I'm sorry. I didn't think. Just reacted.

WOLVERINE

(places a finger under her chin, raises her head so they meet eye to eye)

(MORE)

WOLVERINE (CONT'D)

I know. Your important to me. Just don't want to see something happen to you. I've lost enough people already.

Laura nods, smiling, she hugs Logan. They continue walking.

LAURA X

Are we headed in the right direction?

WOLVERINE

Yeah. Pretty sure. I think.

Laura rolls her eyes, makes a face.

INT. MGM - LAS VEGAS

Nightcrawler enters the building. Looks around, some people stop what their doing and look over his way. But then turn back to what their doing.

He heads towards the bar counter. Bartender comes over.

MGM BARTENDER

What can I get you?

NIGHTCRAWLER

Information, if you be so kind?

MGM BARTENDER

(nods)

Alright. Anything in particular?

NIGHTCRAWLER

Looking for some hired muscle. Work for a man called Petra.

MGM BARTENDER

(nods)

Yeah I know them. Regulars here.

Out back taking smoke.

(points in the direction)

Nightcrawler thanks him. Walks towards the direction.

EXT. BEHIND THE MGM - LAS VEGAS

The two bodyguards are leaning against a wall, smoking.

BODYGUARD 1  
 Can't believe that chick was a mutant. Hell, I remember when she was a big pop star.

BODYGUARD 2  
 (nods)  
 Yup. Bought her first album. It was good. Nice vocals.

BODYGUARD 1  
 Really?

The other man nods.

BODYGUARD 1 (CONT'D)  
 (shakes his head, finishes his cig)  
 World's a crazy place. And it seems like its only gonna keep getting crazier.

BODYGUARD 2  
 Yeah. Ain't that the truth.

Bamf. Blue smoke. The men turn around, guns drawn. Nightcrawler is standing a few yards away from them.

NIGHTCRAWLER  
 You don't need those.

BODYGUARD 1  
 Shit! Its another one.

BODYGUARD 2  
 Damn town is full of these freaks.

NIGHTCRAWLER  
 We prefer the next stage of evolution. Or you can call me Kurt. My name is Kurt, not freak!

BODYGUARD 2  
 Whatever, freak! Get down or we shoot!

Nightcrawler smiles a mischievous grin. Bamf. Blue smoke. He's gone.

The two guards looks around in fear. Frantic.

BODYGUARD 1

(nervous)

Where did he go!? Where did he go!?

BODYGUARD 2

I don't know!

Bamf. Blue smoke. Nightcrawler's legs slam into the back of Bodyguard 2 sending him flying into a pile of trash. He drops his gun. Shots fired. Bamf. Blue smoke. Nightcrawler disappears. Bodyguard 1 continues to fire until we hear signal that its empty. He quickly reaches into his suit for another clip. Nervously struggles to put it into his gun.

Bamf. Blue smoke. Nightcrawler appears behind the man.

NIGHTCRAWLER

Boo!

The man screams, face turns pale, turns around quickly, gun raised. Nightcrawler knocks it out of his hand. His tail appears, rising behind him. Moving slowly it wraps around the man's neck.

The man struggles as Nightcrawler walks over to the other man. He gets on one knee. His tail forces the other bodyguard to fall on his knees, still struggling to get the tail of his neck. Nightcrawler shakes the other man. Who turns around, looking at him in fear.

BODYGUARD 2

What? What do you want?

NIGHTCRAWLER

The girl. Tell me where you last saw her.

Bodyguard 2 shakes his head defiantly. Nightcrawler's tail tightens.

BODYGUARD 1

(struggles to speak)

Bill! Please! We don't get paid enough for this shit!

BODYGUARD 2

(looks at his friend,  
sighs)

The train station. Think she was headed there.

NIGHTCRAWLER

(smiles)

See. Easy. So much better when we  
all are being civil towards each  
other.

He releases the other man, who starts to cough, rubbing his neck. Bamf. Blue smoke. Nightcrawler disappears. Leaving only the two bodyguards.

Bodyguard 2 pulls out a phone then dials a number

BODYGUARD 2

(speaks into phone)

Boss. You got company headed your  
way. Another mutant.

EXT. SECRET LAB - WASHINGTON D.C.

The lab has a barbed wire fence around it. Military guards patrol the perimeter.

Across the street Logan and Laura stare out of a window of some local cafe.

INT. LOCAL CAFE - WASHINGTON D.C.

They take a seat.

LAURA X

Looks pretty well guarded.

WOLVERINE

Seen worse.

LAURA X

Doesn't surprise me.

Logan raises an eyebrow. Laura smiles. A old gentlemen walks over.

WAITER

Can I get you youngins something to  
drink?

LAURA X

Sure. Coffee for my associate here  
and one of those sodas in a Stan  
Lee cup for me.

The waiter nods, smiling at the name. Laura looks back at Logan, he stares at her in odd way.

LAURA X (CONT'D)

What?

WOLVERINE

Really? Stan Lee cup?

LAURA X

Yeah. They look cool.

WOLVERINE

(shrugs)

Whatever.

He looks out the window.

WOLVERINE (CONT'D)

Think we should go now.

(looks at her)

Guard change.

Laura looks out the window. We see guards leaving their post. Logan and Laura stand, exiting the place quickly.

The waiter comes back, looks around confused.

WAITER

Now where did they run off too?

(shrugs)

Ah well.

(looks at the cup in his hand)

Does look handsome though.

The waiter smiles as he walks away.

EXT. SECRET LAB - WASHINGTON D.C.

Logan and Laura run across the street. His claws protrude as he does. In a flash he cuts the fence in two swipes. The two rush through. Now inside the base. They look around before rushing towards the building.

They look around, backs against the wall.

LAURA X

Okay we're inside. Now what?

WOLVERINE

(turns towards the wall)

Now we say hello.

Logan slashes an entrance then steps back and kicks it. The wall crumbles, once the dust is clear the two enter. They look left then right.

LAURA X

How do we know what we're looking for?

WOLVERINE

(looks at Laura)

Trust your sense. Just close your eyes. Let them take over.

Laura looks at him, nods. She closes her eyes, tilts her head. We can here sounds increasing, muffled at first. Sounds of running water, sounds of a machines beeping, then we here voices.

INT. TESTING ROOM - SECRET LAB

Beeping sound increases. We see its a heart monitor. Then the camera zooms back and we see Dr. Lang standing by a table, reading a file. Other scientists are around the room performing various tasks. Jubilee is still unconscious on the gurney.

DR. STEPHEN LANG

(looks at Jubilee)

Give the mutant another dose.  
Don't want to take any chances.

INT. SECRET LAB - WASHINGTON D.C.

Shifts back to Logan and Laura. Laura opens her eyes quickly, looks at Logan.

LAURA X

I know where we have to go.

WOLVERINE

(nods)

Good.

LAURA X

Not sure what this place is exactly. But they have a mutant. And Logan, their testing on her.

WOLVERINE

(frowns, angry)

Testing mutants. Some things never change.

(MORE)

WOLVERINE (CONT'D)  
 (starts walking)  
 Lead the way.

The two of them rush through the halls. Turning left then right. Running for awhile. Along the way a guard steps out of a room as he turns left, before he can even react. Logan roars as his claws protrude and he slams them into the man's chest. The man's eyes widen as he does. Logan retracts his claws then stands. Continuing to follow Laura.

INT. TESTING ROOM - SECRET LAB

Door opens. A scientist rushes in. Dr. Lang looks up, over at the scientist.

SCIENTIST  
 Sir. We have trouble.

Dr. Lang walks over to a bunch of computers. They waken when he presses a series of buttons. The screen turns into a bunch of little screens, images of the entire facility, cameras. One in particular shows Logan and Laura running through the hall.

DR. STEPHEN LANG  
 (eyes widen)  
 Mutants!

He quickly reaches for a phone, dials a number intensely.

DR. STEPHEN LANG (CONT'D)  
 (speaks into phone)  
 Mr. Creed we have a problem. Seems mutants have broken into the facility.  
 (pauses, nods to inaudible voice in the receiver)  
 Yes sir. What do you want me to do with the girl?  
 (nods)

Dr. Lang hangs up the phone then turns around, looks at the girl. The other scientist look at him for direction.

DR. STEPHEN LANG (CONT'D)  
 Give her one last dose.

The scientists all look at each other.

DR. STEPHEN LANG (CONT'D)  
 (intense)  
 Now!

Before the scientists at the door can even move. Doors slam open, claws protrude from two scientists chest. They don't even make a sound, their eyes just get wide. The other scientist watch this in shock and fear.

The claws retreat back, the two scientist fall forward. Dead. Standing behind them is Logan and Laura.

WOLVERINE

(smirks)

Hello.

Laura looks at him, rolls her eyes, shaking her head. Turns her attention back at the room. Sees the girl.

LAURA X

Logan, the mutant.

Logan notices the girl. Dr. Lang quickly rushes towards Jubilee. But Laura reacts quickly. Running at great speed, she jumps in the air, leg outstretched. She kicks Lang powerfully. Sending him flying into the wall. He slumps, unconscious.

She lands, a few feet from Jubilee. The other scientist look at the unconscious Lang. Then raise their hands in fear.

SCIENTIST

Take the girl. Just leave us normal people alone.

Wolverine walks over to the man. Stares him down, the man starts to shake in fear.

WOLVERINE

Normal people.

(smirks)

Such a negative word these days.

Slams his fist into the man, he falls forward against Logan. Before sliding off him, crumbling to the floor, dead. Logan looks at the other scientists.

WOLVERINE (CONT'D)

Go!

They quickly run out, Logan watches them then walks over to Laura.

WOLVERINE (CONT'D)

How is she?

LAURA X

Unconscious. But alive.

WOLVERINE

Alright. Lets take her and get out of here.

(tilts head, sniffs the air)

Something tells me we're going to have one hell of a fight coming are way.

They unhook Jubilee from the machines. Logan lifts her over his shoulder. Then the two rush out, heading back the way they came. As their running Jubilee starts to wake. She freaks out. Causing them to stop. Logan sets her down. She backs against a wall, scared.

JUBILEE

Who who are you?

LAURA X

(kindly)

Friends. Mutants. We rescued you.

JUBILEE

(confused)

What are mutants?

WOLVERINE

(steps forward, looks at Laura)

That's what we are. And...

(looks at Jubilee)

...that's what you are.

Jubilee still looks confused. She's about to protest.

WOLVERINE (CONT'D)

(stops)

Listen, kid. We don't have time for this. We need to go, now.

He starts walking towards the direction of the hole he made. Laura follows him, looking at the girl as she walks by.

Jubilee is shaking, nervously looking around. She looks back in the direction of the testing room then the direction of Logan and Laura. She runs after them.

She catches up to them. Walking side by side Laura, Logan a few feet in front of them.

WOLVERINE (CONT'D)

Decided to join us?

JUBILEE  
 Figured my chances were better with  
 you two.

LAURA X  
 (nods)  
 Smart girl.

Logan stops, raises a hand signalling to be quiet. He sniffs  
 the air.

JUBILEE  
 (leans in to Laura)  
 What's he doing?

LAURA X  
 Checking for a scent.

JUBILEE  
 Scent?

LAURA X  
 Trying to... its hard to explain.  
 Sniff out trouble in a manner of  
 speaking.

WOLVERINE  
 Quiet!

The two girls get silent. Logan looks around. Takes a few  
 steps. Sniffs the air again.

WOLVERINE (CONT'D)  
 Someone's coming.

Laura's claws start to protrude, as she takes a defensive  
 position. Jubilee watches this nervously. She takes a step  
 back. Looks in the direction that Logan is.

JUBILEE  
 Its him. He's coming.

WOLVERINE  
 (turns his head slightly)  
 Who?

Before she can respond. The person she is referring to  
 appears, coming around the corner. He stops, its Creed. He  
 grins.

GRAYDON CREED  
 Ah. The famous Wolverine. Quite an  
 honor... uncle.

Laura looks at Logan in shock. Logan doesn't react.

WOLVERINE

Was afraid you might be familiar.  
The name Creed is not unknown to  
me.

GRAYDON CREED

Of course not. After all you and my  
father have a long history.

(walks up towards  
Wolverine)

If you leave the girl, I promise,  
you and your little wolf there can  
leave in peace.

Logan looks back at Jubilee, she's scared. He looks back at  
Creed.

WOLVERINE

No deal.

He runs, knocking Creed back into the wall. The man slumps  
forward knocked out. Logan turns around, looking at the  
girls.

WOLVERINE (CONT'D)

Hurry!

They all start to run. Making their way to the hole. They  
exit the building quickly.

EXT. SECRET LAB - WASHINGTON D.C.

Outside the trio are greeted by a massive group of soldiers.  
One takes a step in front.

COMMANDER JARED MCGEE

Freeze! Get down now!

Wolverine's claws protrude. The soldiers shift nervously.

COMMANDER JARED MCGEE (CONT'D)

Mutants! Surrender now or we will  
shoot!

Jubilee reaches out for Laura, in fear.

JUBILEE

Lets go back.

Logan takes a step towards the soldiers. Guns fire. Logan's body shakes from all the gunshots. He then slumps forward, until he's laying flat on the ground, apparently dead.

COMMANDER JARED MCGEE

(closes eyes, shakes his head)

Damn!

(opens eyes)

Now if you two don't want to end up with same fate. On the ground! Now!

Jubilee looks at Wolverine's body in shock. Grab's Laura's hand.

JUBILEE

Please! He's dead! We need to run back.

LAURA X

(smirks)

You don't know him like I do.

Slowly Logan's hand starts to move. He begins to push himself off the ground. Standing slowly.

The soldiers eyes widen in pure shock.

Bloodied bullets start to fall to the ground. Camera moves up to Logan, shirt covered in bloody holes.

WOLVERINE

That tickled.

Logan looks back at the girls. Laura has a big grin. Jubilee's eyes widen, shocked that he's not dead. He turns back towards the guards.

COMMANDER JARED MCGEE

(more to himself than to anyone)

What are you?

(looks at his men)

Shoot him again. Now! Shoot!

Logan roars, running at them as they fire. He slams his claws into soldiers. Killing every single one of them. Except the commander. He throws him a long distance. Looks back at the girls.

WOLVERINE

Lets move!

EXT. TRAIN STATION - LAS VEGAS

We can see long rows of trains. Sounds of footsteps running. Camera zooms down between the trains. Dazzler is running along, in between two trains. She looks back scared, stumbling along, she falls.

AVALANCHE (O.S.)

Oh Miss Blaire. Come out, come out  
wherever you are.

Dazzler pushes herself off the ground. Running. The ground starts to shake. She looks back, as a train falls over. Avalanche appears, grinning.

DAZZLER

Leave me alone!

AVALANCHE

Afraid I can't do that love. Recent  
events have shed, light, on just  
how valuable you really are.

He starts to walk towards her, on top of the train. The ground shakes around them. Dazzler takes nervous steps back. Looking around anxiously, for an escape.

DAZZLER

Please! I don't know what you want  
from me!

AVALANCHE

Your talents sweetheart. I want to  
see just how much power you really  
have.

He jumps off the train. Ground really shakes as he lands. As he takes a step towards her. Bamf. Blue smoke. A tail wraps around Avalanche neck. He struggles, grinding his teeth. All of sudden he's lifted off the ground and sent flying backwards. Passing over Nightcrawler.

Dazzler watches all this.

NIGHTCRAWLER

(smiles)

Not here to hurt you. I'm a friend.

DAZZLER

I don't have friends. Just people  
that either want to use me or hurt  
me.

NIGHTCRAWLER

(smiles fades, sadden)

Hard life for such a beautiful girl. I promise you have nothing to fear from me. But we must go before your - the mutant comes back.

Dazzler looks around scared, then nods reluctantly. Nightcrawler smiles, walking over to her, reaches out for her hand. She pulls back in fear.

NIGHTCRAWLER (CONT'D)

(nods)

Trust me.

She looks at him for a moment, nod, taking his hand. Bamf. Blue smoke. They disappear.

Avalanche crawls out from behind a train. Looks around.

AVALANCHE

Shit!

BLACKNESS.

GRAYDON CREED (V.O.)

Wake up commander. Wake up.

EXT. SECRET LAB - WASHINGTON D.C.

Creed is standing over the commander, pouring a bottle of water over the man. He shakes awake, looking around bewildered.

GRAYDON CREED

Welcome back commander.

COMMANDER JARED MCGEE

(stands, looking around  
dazed)

The mutants?

GRAYDON CREED

Gone I'm afraid. Left a nasty mess behind too.

The two men look around. Bodies of dead soldiers litter the ground.

COMMANDER JARED MCGEE

(angry)

I'll make them pay for what  
they've done.

GRAYDON CREED

(smiles, patting the man  
on the back)

Might have a way to help you with  
that commander.

Turns walking back towards the lab. The commander follows  
him.

COMMANDER JARED MCGEE

How?

GRAYDON CREED

(rubs hand, one with ring)

Oh, a special group of individuals.  
We've taken it upon ourselves to  
battle the mutant disease. You  
might be able to join us if proven  
worthy.

COMMANDER JARED MCGEE

And how exactly might I do that?

GRAYDON CREED

(smiles)

I'm sure we'll find a way.

INT. TESTING ROOM - WASHINGTON D.C.

Creed and the commander walk into the room. The place is a  
mess.

One of the scientist is helping Dr. Lang up.

DR. STEPHEN LANG

(sees Creed)

Sir?

GRAYDON CREED

Dr. Lang. Quite a mess we have  
here.

DR. STEPHEN LANG

(rubs sore head, nods)

Yes sir.

(looks around)

They took the mutant.

GRAYDON CREED

(smiles)

That's alright. I have my eye  
already set on another.

DR. STEPHEN LANG

(surprised)

Where?

GRAYDON CREED

Cumberland, Kentucky.

The commander and Dr. Lang look at Creed intrigued.

EXT. NEW YORK CITY

Cable and Rogue get out of the mustang at a local parking  
lot.

CABLE

Welcome back to New York, Rogue.

ROGUE

Yeah.

(sarcastic)

So many wonderful memories.

Cable looks over at her, amused. The two start walking.

ROGUE (CONT'D)

So you never told me who we're here  
to find.

CABLE

Warren Worthington the 3rd.

ROGUE

(stops)

Your kidding?

CABLE

We need him.

ROGUE

Not him. He's self obsessed. Major  
ego. He's last person that be  
willing to help us.

CABLE

(turns to face her)

You never know. People can  
surprise you.

Rogue rolls her eyes.

INT. WORTHINGTON INDUSTRIES - NEW YORK

Rogue and Cable walk towards the front desk. A secretary looks up as the approach.

WORTHINGTON SECRETARY  
Hello. Can I help you?

ROGUE  
(looks at Cable then back  
at the woman)  
We're here to see Warren.

WORTHINGTON SECRETARY  
(surprised)  
Do you have an appointment?

ROGUE  
(getting annoyed)  
No. But...

WORTHINGTON SECRETARY  
No appointment. Then I can't help  
you, sorry.

Looks like she's about to hit the woman. Cable reaches out, stopping her. Gives her a look, shaking his head.

ROGUE  
(sighs)  
Tell him its an old friend.

WORTHINGTON SECRETARY  
(intrigued)  
May I ask who it is I should be  
informing him is here?

ROGUE  
Anna Marie.

The woman nods, reaching for a phone. Quickly dials a number.

WORTHINGTON SECRETARY  
Mr. Worthington I have a Anna Marie  
here to see you.

The woman nods at whatever reply is given. Then hangs up the phone.

WORTHINGTON SECRETARY (CONT'D)  
He says he'll be right down.

Rogue and Cable nod. Stepping away from the desk.

EXT. LAKE - CUMBERLAND, KENTUCKY

Birds are flying over massive lake. A group of teenagers can be seen over by the shore.

A handsome muscular boy, surrounded by three girls. Their all smiling at him, clearly infatuated with the boy. His name is Sam aka Cannonball.

BEACH GIRL 1

Hear you can make quite a cannonball.

CANNONBALL

(smiles)

What can I say? I just know how to make an entrance.

The other girls laugh.

BEACH GIRL 3

Why don't you show us?

Cannonball looks around then at the girls. Their all smiling at him. He nods. Walks over to the docks, looks back at the girls. They smile and wave at him. He turns back around, facing the water. With a mischievous grin, he runs along the dock. Leaping inhumanly jump upward. Then goes downward towards the water. Making contact.

Huge wave of water heads towards the shore, soaking the three girls. They scream at the water.

After that everything returns to normal.

BEACH GIRL 2

Jeez Sam!  
(yells at the water)

The three girls are trying to dry their hair. When hands grab them all from behind. They let out muffled screams.

In the water Cannonball breaks the surface, floating in the water. He laughs but as he looks towards the shore his smile fades. The commander along with a group of special op soldiers are all pointing guns at him.

COMMANDER JARED MCGEE  
Mr. Guthrie its in your best  
interest not to resist. Please come  
to shore so we can talk.

Cannonball looks around nervously. Floating in the water he takes a moment. Looks up at the sky. The water around him starts to bubble. All of a sudden cannonball rockets upward towards the skies. The soldiers watch in awe.

COMMANDER JARED MCGEE (CONT'D)  
(shakes head)  
Mutants!  
(pulls out a phone)  
We lost him.

INT. WORTHINGTON INDUSTRIES - NEW YORK

An elevator opens revealing Warren. He steps out dressed in a nice suit, he heads towards Rogue and Cable. Arms outstretched, clearly putting on a show.

ANGEL  
Anna, what a wonderful surprise.

Rogue and Angel share an awkward hug. The secretary watches this. As they separate.

ANGEL (CONT'D)  
Good to see you again.

ROGUE  
(unconvinced)  
Right. Listen we need to talk.

Angel looks around. Various employees are looking at them. He notices.

ANGEL  
(places a hand on Rogue's  
shoulder)  
Lets take this outside. Shall we?

He leads her towards the entrance/exit. Cable follows behind them.

EXT. WORTHINGTON INDUSTRIES - NEW YORK

They walk around a corner. Then Angel stops, turning on Rogue quickly.

ANGEL

What the hell are you doing here  
Rogue?

ROGUE

Trust me. I don't want to be here.  
But...  
(looks at Cable)

Angel looks at Cable too then back at her. With a look, still waiting for her to respond.

ROGUE (CONT'D)

Recent events have changed things.

ANGEL

What recent events?

Rogue looks at Cable.

CABLE

A dark force is rising that will  
destroy humanity as we know it.

ANGEL

(raises his hand, stopping  
Cable)  
I don't want to hear it.

ROGUE

(takes a step toward him)  
You may not want to hear it. But  
you need to listen.

ANGEL

I told you Rogue. After what  
happened at Alcatraz I was done.  
Didn't want anything to do with  
your X-men.

ROGUE

Yeah we got that. Especially with  
the last fight.  
(angry)  
Mutants were out their fighting!  
Dying! While you sat in your comfy  
home, enjoying your comfy life like  
some pompous-ass prince.

ANGEL

Those were different times. Things  
are better now.

ROGUE

Are they? Look around Warren.  
Mutants are still hiding in fear.  
And for some of us its gotten a  
whole lot harder then for others.

ANGEL

(sighs, nods)  
Yes I know. But I can't help you.  
Things were different back then.  
People paid closer attention to me.  
But after I saved my father.  
(pauses)  
Well things changed.  
(spreads his arms)  
I'm the face of a billion dollar  
company now. Trying to be careful.  
Don't want any unwanted people  
digging deeper into my past.

ROGUE

(looks at him in disgust)  
Your a traitor to your own kind.

CABLE

Rogue!

ROGUE

No! Its true. Can't believe any of  
us ever wanted to help you.

ANGEL

(shakes head)  
Always a pleasure to see you Rogue.  
(sighs)  
I have to go. Sorry that I can't  
help you.

He walks by them. Heading back towards the building. Cable  
and Rogue turn watching him go.

CABLE

Warren.

Angel stops, looking back slightly.

CABLE (CONT'D)

If you decide to change your mind.  
We'll be at Xavier's old school.

Cable then turns, Rogue follows him. Angel watches them, face  
full of sadness. He turns heading back towards the building.

INT. WORTHINGTON INDUSTRIES - NEW YORK

Warren walks up the front desk. The secretary stands, smiling at her boss.

WORTHINGTON SECRETARY

Sir?

ANGEL

Cancel the rest of my appointments  
for the day. I'll be in my office.  
Make sure know one disturbs me.

The woman nods. Warren walks towards the elevator.

INT. WARREN'S OFFICE - WORTHINGTON INDUSTRIES

Warren closes the doors behind him, locking them. He then turns looks at the giant window in his office. Walking quickly, he closes the blinds. He looks around, then slowly takes of his suit jacket, loosens his tie, removes it. Then unbuttons his shirt. Revealing leather stripes on his chest. He walks to the center of the room, breathes slowly, then unbuckles them. The straps fall to the floor.

Woosh! Giant white wings spread from one end of the room to the other. Warren looks in a mirror, touches one of his wings. He admires them for a moment. Small smile on his face it fades quickly though. Warren shakes his head, sighing.

EXT. PYRAMIDS - EGYPT

Sounds of something shaking under the ground. Camera zooms down through the ground.

INT. CRYPTS UNDER THE PYRAMIDS - EGYPT

We enter a dark room. In the center is a coffin. Camera moves towards it, enters it.

Inside the coffin is a bluish, gray creature, breathing slowly. Suddenly the creature's eyes open. Red eyes.

INT. WAREHOUSE - OUTSIDE LAS VEGAS

Avalanche is walking towards a door. His hand shakes as he reaches for the door. Opening it he steps inside.

INT. JUGGERNAUT'S OFFICE - WAREHOUSE - OUTSIDE LAS VEGAS

He nervously stands in the doorway. Someone sits in a chair behind a desk, back to Avalanche.

JUGGERNAUT  
Close the door mate!

Avalanche closes the door behind him, steps up to the desk.

AVALANCHE  
Sir...

The man raises his hand, silencing him. He turns around, revealing the Juggernaut. Dressed in red, wearing a giant helmet on his head.

JUGGERNAUT  
I thought we had an understanding.  
The girl, I wanted her brought to me.

AVALANCHE  
I know sir. And I almost had her.  
But unforeseen circumstances...

JUGGERNAUT  
Excuses Petra.  
(cracks his knuckles)  
And I don't take to kindly to people who make excuses.

Avalanche gulps.

JUGGERNAUT (CONT'D)  
(laughs)  
Just kidding. Take it easy pal.  
Give yourself a heart-attack  
(leans forward)  
Tell me about the unforeseen circumstances.

AVALANCHE  
(nods)  
It was another mutant. A teleporter, I think. He was blue.

JUGGERNAUT  
Excuse me?

AVALANCHE

Blue sir.  
 (makes a gesture along his  
 body)  
 Had a tail too.

JUGGERNAUT

(frowns, sneers)  
 Nightcrawler.  
 (stands)  
 Oh, Charles. Seems my dear  
 brothers' precious X-Men don't know  
 how to mind their own damn  
 business!

AVALANCHE

What do you want me to do?

JUGGERNAUT

Same task. Bring me the girl!

Avalanche nods.

JUGGERNAUT (CONT'D)

Don't screw this up. Or I'll have  
 you hanging from ceiling, using  
 your worthless carcass for target  
 practice.  
 (taps his helmet)

Avalanche nods, in fear.

JUGGERNAUT (CONT'D)

Now go. I have another meeting.

Avalanche nods, turning, he exits the office. A few moments  
 later someone else enters.

JUGGERNAUT (CONT'D)

Take a seat, Mr. Trask.

Standing there is a Simon Trask. He takes a seat.

SIMON TRASK

Thanks for seeing meeting me on  
 such short notice Cain.

JUGGERNAUT

I don't go by that name anymore,  
 Mr. Trask.

SIMON TRASK

Cain Marko, that's your name is it  
 not?

JUGGERNAUT

A long time ago. When I was human.  
I'm a mutant now. You can call me  
the Juggernaut.

Trask nods.

JUGGERNAUT (CONT'D)

So why is it you wanted to meet?

SIMON TRASK

To make a partnership. Our society  
has gotten a lot stranger over the  
past few years. Laws against  
mutants. Wars between your kind and  
mine.

JUGGERNAUT

(interrupts)

Don't need a history lesson. Get to  
the point.

SIMON TRASK

(nods)

Very well. I have resources,  
technology. You have the power, the  
means.

JUGGERNAUT

To do what exactly?

SIMON TRASK

Help me to take power. Get control  
of our chaotic nation. Maybe then I  
might be able to make life a little  
bit easier for your people.

JUGGERNAUT

My people?

(frowns)

Mr. Trask I'm not interested.

(stands)

If you waste my time again. I'll  
crush you into dust. Got it?

Trask stands, nods, fixes his suit. Exits the office quickly.

INT. XAVIER'S SCHOOL FOR THE GIFTED - UPSTATE NEW YORK

Rogue and Cable enter the school. She walks over to a wall,  
touches it. Smiles as if thinking about happy memories,  
distant memories. She leans her head against the wall, closes  
her eyes.

A noise sounds behind them. They both turn looking at the door. Its Angel.

                  ROGUE  
What are you doing here?

                  ANGEL  
Thought about what you said.

                  ROGUE  
And?

                  ANGEL  
I want to help. I need to help.  
Make up for not being there in the  
past.

Rogue looks at Cable, he nods.

                  ROGUE  
Fine.

                  ANGEL  
(smiles)  
Not going to make this easy are  
you?

Rogue crosses her arms.

                  ANGEL (CONT'D)  
(laughs, amused)  
Such a joy.  
(looks at Cable)  
Tell me about this dark force you  
spoke of earlier.

                  CABLE  
(nods)  
Its an ancient mutant. Very  
powerful.

                  ANGEL  
Okay. So where is he?

                  CABLE  
Hibernation. But very soon he's  
going to rise again.

                  ANGEL  
Why now?

                  CABLE  
A group of humans, their working on  
something to take us down.

ANGEL  
Us?

ROGUE  
Mutants!

ANGEL  
(confused)  
Okay. I don't get it. What's this  
thing the humans are developing?

CABLE  
Something to rid the world of  
mutants. A drug.

ANGEL  
(looks between Rogue and  
Cable)  
Wait a second. Worthington  
Industries abandon all research  
projects related to mutants. Ever  
since what happened the last time.

CABLE  
Never said it was you.

ANGEL  
Then who?

CABLE  
We're not sure.

EXT. XAVIER'S SCHOOL FOR THE GIFTED - UPSTATE NEW YORK

Bamf. Blue smoke. Nightcrawler appears with Dazzler. She  
steps away from him, bewildered by the experience.

DAZZLER  
What what just happened?

NIGHTCRAWLER  
Teleported. A jump in space from  
one place to another. Traveling  
through dimensions.

DAZZLER  
(nods)  
Uh-huh. So where are we?

NIGHTCRAWLER  
(smiles)  
A safe haven. Home.

Nightcrawler turns, heading towards the school, Dazzler follows behind him.

EXT. TRAIN STATION - KENTUCKY

Its dark outside, and rain is pouring down. Across the street a boy huddles in an alley way. Camera zooms in, revealing Cannonball.

FLASHBACK.

Sam sits on a couch in old style country house. Across from him is Professor X in his wheel chair.

PROFESSOR X

Hello Sam. My name is Charles Xavier. I'm a mutant like you.

CANNONBALL

What's a mutant?

PROFESSOR X

Someone very special. They can posses great power.

CANNONBALL

(confused)

I don't have any power.

PROFESSOR X

No. Not yet. But one day, in time it will manifest I assure you. And when it does, you are welcome to come join me at my school for the gifted.

CANNONBALL

(nods)

Thank you professor. But I think you have the wrong kid.

(stands)

Professor X smiles.

BACK IN THE PRESENT.

Cannonball is soaked, he rubs his arms.

CANNONBALL (CONT'D)

Professor...

He looks both ways then runs across the street towards the building.

INT. TRAIN STATION - KENTUCKY

Water pours from his wet body. People stop and stare as he makes his way to the ticket counter.

The man at the counter looks up, gives the boy a interesting look.

TICKET MAN

Can I help you young man?

CANNONBALL

Yes.

(looks at the screens with destinations)

I'd like to purchase a ticket.

TICKET MAN

(nods)

Where to?

CANNONBALL

(hesitates)

New York.

INT. TRAIN - KENTUCKY

Cannonball walks along the aisles. People staring at him as he finally takes a seat. He looks around then leans his head against the window. Closing his eyes.

EXT. STREETS OF DOWNTOWN WASHINGTON D.C.

Logan is walking through crowds of people. Bumping into some, they give him stern looks. Laura and Jubilee follow behind him.

JUBILEE

Wait! Can we stop for a moment?

He stops looking back at the girl.

JUBILEE (CONT'D)

(looks at him nervous)

I'm not sure exactly what happened back there. I mean with you and the guards.

(stops, struggling to speak)

Thank you for rescuing me but I think its best we part ways.

WOLVERINE

(smirks)

You want to go then go. But if you think your chances of surviving out there alone are better than with us. Well, your fooling yourself. But go. We wont stop you.

He turns around, continues to walk. Laura leans in towards Jubilee.

LAURA X

He's right you know. They'll find you and take you back. And this time we wont be there to save you.

She then turns, running after Logan. Jubilee shakes her head, confused and scared by all that's happened recently.

JUBILEE

Wait!

(sighs)

I guess I'll stick with you guys for now.

The two stop as she runs up to them. Logan nods. Laura looks at him.

LAURA X

So what next?

WOLVERINE

Head somewhere safe?

LAURA X

Where?

WOLVERINE

(smirks)

New Orleans.

INT. CLUB - NEW ORLEANS

Logan and the girls stand at the entrance of the club. Looking around, bright lights shine everywhere. Music is playing and strippers dance along poles.

LAURA X

(looks around)

So why are we here?

WOLVERINE

To find an old friend

LAURA X  
Did you find him?

WOLVERINE  
(grins)  
Yeah, I just did.

In the middle of the room is group of men playing cards. One in particular has his back to Logan. He's shuffling the deck in a very distracting, cool style.

Wolverine walks across the room, the girls follow behind him. He stops right behind the man.

WOLVERINE (CONT'D)  
Hello, Gambit.

The man stops shuffling the deck. The other players look at Gambit then Wolverine.

GAMBIT  
There's only one man I let call me  
that name.

The man sets the cards down in front of him. Revealing blue gloves on his hand, with the fingertips cut off. He then reaches for long staff next to him. Standing he turns slowly. Holding the staff in one hand.

WOLVERINE  
(smirks)  
Nice outfit.

Referring to a long brown trench coat, purplish - pink shirt and black boots.

GAMBIT  
(looks at himself then  
Logan)  
What, to much?

WOLVERINE  
Eh. Not really my style.

GAMBIT  
(eyes turn red, grins)  
Oh that's right your a yellow  
tights kind of guy.

The two share a stare down then laugh. Embracing as friends.

WOLVERINE  
Good to see you again.

GAMBIT  
Like wise. How long's it been?

WOLVERINE  
A few years.

GAMBIT  
(chuckles)  
And then some. So what are you  
doing here?

WOLVERINE  
Need a place to crash.

GAMBIT  
(nods)  
I've got a spot up top. Follow me.

Gambit turns leading them through the people.

INT. GAMBIT'S PLACE - ABOVE THE CLUB

The door opens revealing a musty but cozy looking place.  
Gambit steps inside, everyone else enters behind him.

GAMBIT  
Ain't much but its cozy.

WOLVERINE  
(nods)  
It'll do.

Gambit leads the girls to the bedroom. Logan looks around  
then follows.

INT. GAMBIT'S BEDROOM - ABOVE THE CLUB

Gambit flops on the bed. Jubilee stands near the doorway,  
Logan behind her. Laura looks around, stepping up to the wall  
she touches a frame.

LAURA X  
What's this?

GAMBIT  
(looks over at her)  
Oh that. Just something a group of  
thieves gave me.

He stands up, walks over touches the frame. Laura looks up at  
him, he smiles then exits the room. As he does.

GAMBIT (CONT'D)  
 (looks at Logan)  
 We can talk when your done here.

Logan nods, watching him go into the kitchen.

WOLVERINE  
 Alright girls. Time to get some  
 rest.

The two girls nod, laying on the bed. Logan closers the door  
 behind him.

INT. GAMBIT'S PLACE - ABOVE THE CLUB

He walks into the kitchen, Gambit is sitting in a chair, legs  
 on the table. Logan walks over to the fridge, opens it.

GAMBIT  
 Should have a few beers in there.  
 Know how much you enjoy a good  
 drink.

Logan closes the fridge, a beer in his hand.

GAMBIT (CONT'D)  
 So where you've been man? Last time  
 I saw you, we were running from a  
 pretty big mess.

WOLVERINE  
 (nods, removing beer cap)  
 Here and there. Did some  
 traveling.

GAMBIT  
 Oh. Where abouts?

WOLVERINE  
 (takes a sip)  
 A few places. New York. Boston.  
 California. Japan. Some others, a  
 little hard to explain.

GAMBIT  
 (eyebrow raises)  
 Japan?

Logan nods.

GAMBIT (CONT'D)  
 Interesting. What circumstances led  
 you there?

WOLVERINE

Long story. Short end of it is...  
the experience helped me sort out a  
few things.

GAMBIT

(nods)

Yeah. I know how that is. Had to go  
through a few of my own trials.

WOLVERINE

(finishes his beer)

Mhm. So what about you? How's the  
life of a professional thief?

GAMBIT

Eh not to bad. But you know me.

(grins)

Always trying to stay ahead of the  
hand.

Wolverine nods, grinning. Gambit stands, walking by him.

GAMBIT (CONT'D)

Stay as long as you like. I'll be  
down stairs.

WOLVERINE

Thanks again.

GAMBIT (O.S.)

Anything for a friend.

Wolverine nods.

INT. XAVIER'S SCHOOL FOR THE GIFTED

Rogue and Cable are still standing in the middle of the room.  
Angel is listening to Cable speaks but turns his head  
slightly.

ROGUE

Angel?

ANGEL

Thought I heard something.

Cable raises a big gun. Rogue looks towards the door,  
standing ready. Angel turns around and sees the big gun.

ANGEL (CONT'D)

Woah!  
(hands raised)

CABLE

Don't worry. Wouldn't shoot this at you.

ANGEL

I'd hope not.

Rogue grins.

Nightcrawler enters the doorway but stops instantly, hands raised. Dazzler can be seen behind him, eyes wide.

ROGUE

Kurt!  
(smiles)

Walking towards him and he her. The two embrace, in friendship. Cable lowers his gun.

NIGHTCRAWLER

Rogue, so good to see you again.

As they separate, he looks around, smile fades.

NIGHTCRAWLER (CONT'D)

So few.  
(looks at Rogue)  
What's happened here? Where are the others?

ROGUE

(sighs)  
A lot's changed since the last time we saw each other. Most of us are in hiding. A few are still out there fighting. Bobby, Kitty, and Colossus are on a mission with the Professor, somewhere, I don't really know. And Siryn and Banshee are in Ireland. Doing who knows what.

NIGHTCRAWLER

(nods)  
What about Storm?

ROGUE

Africa. I believe, some guy there.  
Prince, I think. But what are you  
doing here?

NIGHTCRAWLER

(looks at Dazzler)  
Made a friend. Thought it best to  
bring her to the only Mutant  
friendly place I know.  
(smiles at her, motions  
for her to come forward)

She steps inside. The others look at her.

ANGEL

Hi. My name is Warren. But around  
are kind I go by the name Angel.  
(stretches out his hand)

DAZZLER

(shakes it, smiling)  
My stage name is Dazzler.

ANGEL

Nice to meet you.

ROGUE

Will see about finding you a room.

ANGEL

Rogue, the place is empty.  
Shouldn't be to much of an issue.

He puts his arm through Dazzler's and leads her through the  
halls. Rogue frowns.

CABLE

Think we should all get some rest.  
Have lots to discuss later.

Rogue nods, motions for Nightcrawler to follow her. Cable  
watches them then turns walking towards the door. Closes it.

INT. CLUB - NEW ORLEANS

Logan walks over to the table with Gambit and the others.

WOLVERINE

Got room for another player?

GAMBIT  
(looks up, smirking)  
Depends. Do you have more than 17  
dollars this time?

WOLVERINE  
(nods, shaking his head,  
smirking)  
Of course.

He reaches into his pocket, pulling something out. Lays it on  
the table, revealing a 100 dollar bill.

WOLVERINE (CONT'D)  
How's that?

GAMBIT  
(smiles)  
Well that'll do just fine.  
(gestures to an open  
chair)  
Take a seat.

Logan sits, Gambit deals him in.

WOLVERINE  
Don't expect to be beating me with  
any jacks over 5's.

GAMBIT  
(laughs)  
Surprised you remember that.  
(gets serious)  
What are you really doing here  
Logan?

WOLVERINE  
(leans forward)  
You sure you want to talk about  
this in front of your, friends?

The other men look at the two of them as they stare each  
other down.

GAMBIT  
(lays cards down)  
I fold boys.

He stands, heading towards the exit.

Logan drops his cards, grabs the 100 dollar bill then follows  
Gambit.

EXT. CLUB - NEW ORLEANS

Gambit turns around quickly, getting right up in Wolverine's face.

GAMBIT

Whatever you've done. Whoever your running from. Leave me out of it.

WOLVERINE

Didn't come here to cause trouble for you.

GAMBIT

Then why are you here?

WOLVERINE

Got wind, that the human's were doing testing on Mutants again.

Gambit steps back, shocked, he looks away then back at Wolverine.

GAMBIT

Are you sure?

WOLVERINE

Very.

Gambit looks up at the Club, specifically where his room is.

GAMBIT

(smirks)

The girls.

Wolverine nods.

GAMBIT (CONT'D)

You know after the island. I never thought I'd see you again. Never thought a lot of things.

(sighs)

If you need me. I'm with you. I've done a lot of bad things over the years. Least I can do is stand by the only man I considered, friend.

WOLVERINE

(pats Gambit on the back)

Thanks, Remy. But we'll be fine. Besides you were never really the team kind of guy.

(turns to head back to the club)

(MORE)

WOLVERINE (CONT'D)

We will only be here about a day or so. Thanks again.

Gambit nods. He paces around outside. Then slams his cane firmly into the ground, stands straight not falling.

About 50 feet away we can see a pile of trash. Specifically three beer bottles on top of a metal trash can.

Zoom in on Gambit's face. His eyes turn red. Zooms out as he removes a deck of cards from his coat. Touches them slightly, they glow a purplish pink.

He sends one flying. Shatters the bottle on the far left. He then spins 360 sending two cards flying one hits the middle and the other the bottle on the far right. Both bottles shatter.

GAMBIT

(stops, breathing hard)  
Three of a kind.  
(looks up, eyes revert  
back to pinkish color)  
A good hand.

INT. JUGGERNAUT'S OFFICE - WAREHOUSE

JUGGERNAUT

(shakes head)  
Time to inform the boss.

Opens a laptop on his desk. Activates the skype app. Sounds of someone being called. Then, Magneto appears on the screen.

MAGNETO

What is it?

JUGGERNAUT

The human's are scheming, sir.

MAGNETO

The human's are always scheming.  
(frowns)  
Handle it!

JUGGERNAUT

(nods)  
Why me? Couldn't you just...

MAGNETO

Tending to other, more important matters.

JUGGERNAUT

What matters?

MAGNETO

An island away from all these human squabbles. Place where our kind can live out in peace. Now leave me be!

Call ends. Juggernaut slams the screen down. Shattering the laptop and his desk in half.

He looks up, angry.

INT. GRAYDON CREED'S OFFICE - SECRET LAB

Creed is walking towards his office door. Jumbo is standing beside it. He reaches over, opening it for Creed.

JUMBO

There's a Mr. Trask inside to meet with you sir.

Creed nods as he enters.

Inside Trask is standing near the window, looking out the blinds.

Creed makes a cough, announcing his presence.

Trask turns around, a glass half full of brandy in his hand.

SIMON TRASK

Ah Mr. Creed. I've been waiting for you. Hope you don't mind, poured a glass of brandy in your absence. Needed something to quench my thirst while I awaited your arrival.

GRAYDON CREED

(frowns, walks to his desk)

I see that.

(takes a seat)

Well... (gestures to the chair in front of him) My time is limited Mr. Trask so please get to the purpose of your visit.

SIMON TRASK

(takes a seat, setting the glass in front of him)

(MORE)

SIMON TRASK (CONT'D)

Well, sir. I understand you plan on running for president.

GRAYDON CREED

(leans back, hands folding together)

What of it?

SIMON TRASK

Well I'd like to offer my services. Be your first donor. Assist in your campaign.

GRAYDON CREED

And why is it you think I need your help?

SIMON TRASK

(shifts uneasy)

Your going to need friends, Mr. Creed. Friends who can help you achieve your goals.

GRAYDON CREED

And that's what you want? To help me achieve my goals.

SIMON TRASK

Of course.

GRAYDON CREED

(grins)

Oh your clever, Mr. Trask. Maybe almost as much as your late brother. But I think we both know why your really here.

SIMON TRASK

(nervous, rubs his hands)

And what might that be sir?

GRAYDON CREED

Mutants! I have very openly voiced my hatred of them. And mutants were the ones responsible for your brothers untimely demise. So I think you wish to join the side that does something about them.

SIMON TRASK

(sighs, relieved)

Exactly! Caught me, Mr. Creed.

GRAYDON CREED

(laughs)

All too easy riddle to solve Mr. Trask.

(stands)

But might I introduce you to a specific group of individuals. One that meets in secret. Plotting. Scheming. With one specific purpose.

SIMON TRASK

Which would be?

GRAYDON CREED

The death of all mutants.

INT. CRYPTS UNDER THE PYRAMIDS

The coffin starts to shake uncontrollably.

INT. GRAYDON CREED'S OFFICE - SECRET LAB

Creed walks from around his desk.

GRAYDON CREED

Please, stand Mr. Trask. And follow me.

Trask stands and follows Creed out of his office.

INT. SECRET LAB - WASHINGTON D.C.

In the hall Creed walks. Followed by Trask and Jumbo. They turn around a corner. Walk for awhile then arrive outside the testing room.

GRAYDON CREED

(looks back at Trask)

Behind these doors lies the key to humanity's survival. And the death of the mutant community.

He enters.

INT. TESTING ROOM - SECRET LAB

Inside Dr. Lang is staring into a microscope.

Trask looks around. As Creed walks over to Lang.

DR. STEPHEN LANG  
Mr. Creed, was not expecting you.

GRAYDON CREED  
I know Dr. Lang. But we have a  
visitor.  
(looks at Trask)  
A possible new member.

SIMON TRASK  
(takes a curious step  
forward)  
Member of what exactly?

The commander enters the room behind Trask and Jumbo.

GRAYDON CREED  
Ah Commander McGee, welcome.

The man nods, as Trask looks back at him then looks at Creed.

GRAYDON CREED (CONT'D)  
(gestures to the group of  
men)  
We, Mr. Trask, are members of Foh.  
It stands for Friends of Humanity.

SIMON TRASK  
And their purpose is to do what?

GRAYDON CREED  
Bring an end to the mutants. People  
have tried to stop them in the  
past. And failed. We as  
organization have come up with a  
new method. To eradicate their  
species once and for all.

SIMON TRASK  
Which is?

DR. STEPHEN LANG  
A virus. One that targets the  
mutant X gene. Killing them.

SIMON TRASK  
Does it work?

DR. STEPHEN LANG  
Not sure exactly. Need to test it  
on one first.

SIMON TRASK

So for all you know it doesn't work.

GRAYDON CREED

Yes. That's correct. But rest assured I am announcing my plans of running to the public, today. My platform. Stronger laws against mutants. Once president, we won't have problem with testing. And in time, we just might find the right strand that can be used against them. The one virus that can destroy them all.

SIMON TRASK

(looks around)

This is crazy.

COMMANDER JARED MCGEE

No Mr. Trask, what's crazy is my men shot a man. Filled him full of lead. Then the same man stood up, and killed every single one of them. That's what's truly crazy Mr. Trask.

(pauses)

These people. These mutants. Their weapons. Weapons that we cannot control. And when you can't control something, you destroy it.

GRAYDON CREED

Nicely put commander.

(looks at Trask)

The question Mr. Trask is will you join us or let the world remain as it is? A constant back and forth war between humanity and mutants.

SIMON TRASK

(looks around, sighs,  
nods)

Yes. I'll join you.

(pauses)

And I might know where we can get our hands on a mutant.

Graydon's eyebrow raises, intrigued.

INT. JUGGERNAUT'S OFFICE - WAREHOUSE

Smoke rises in the room, Juggernaut is sitting in his chair, smoking a cigar.

COMMANDER JARED MCGEE (O.S.)  
 Mutant! Come out with your hands  
 up! We have you surrounded!

Juggernaut stands, grinning. He lays the cigar on the table. Cracks his knuckles.

COMMANDER JARED MCGEE (CONT'D) (O.S.)  
 I'll give you to the count of  
 three. 1...

He steps from behind, gets ready as if running a track meet.

COMMANDER JARED MCGEE (CONT'D)  
 2...

JUGGERNAUT  
 (smiles, roars)  
 3!

He takes off, smashing through the wall. Runs through the warehouse. Destroying things. Doing no harm to him, showing his amazing strength and speed.

Breaking through the last wall, Juggernaut stands outside. Lifting his hand he shields his eyes from the bright sun.

In front of him are tanks, choppers, and huge amount of soldiers.

COMMANDER JARED MCGEE  
 Surrender now and we wont use  
 deadly force.

JUGGERNAUT  
 (laughs)  
 Deadly force?  
 (smirks)  
 Do you know who I am?

COMMANDER JARED MCGEE  
 (to the radio in his hand)  
 Fire the rockets.

Rockets fire from the choppers. Heading straight for Juggernaut.

He doesn't move. Just stands there, smiling. All the rockets make contact with him. The explosion is blinding.

Soldiers turn their heads, stumbling back. Even the commander turns his head away.

When the dust settles. Juggernaut is still standing there, unscathed. Blackness is on the building behind him.

JUGGERNAUT  
I'm the juggernaut bitch!

COMMANDER JARED MCGEE  
(takes a step forward,  
shakes his head)  
Impossible.

Juggernaut smiles. Runs. The soldiers fire at him, bullets don't even make a dent. The choppers start firing.

Juggernaut runs through all the man, sending them flying like they were balls of air. He leaps, slamming into one of the choppers he makes it spin out of control. Still firing, it takes down the other choppers.

The tanks turn their guns at the chopper with the Juggernaut. Firing. Juggernaut leaps off. As the large caliber bullets approach.

PILOT  
(eyes widen)  
Oh God!

Chopper blows up in the sky, then crashes to the ground.

Juggernaut turns, running into the tanks. Picking them up and throwing them.

After the entire military presence is destroyed. He turns, walks right up to the commander. Laying on the ground in a fetal position.

JUGGERNAUT  
Puny human. You were a fool to  
think you could stop me with such a  
feeble force.

Reaches down, grabbing him, lifts him in the air.

JUGGERNAUT (CONT'D)  
What did you think? I'd just give  
up?

COMMANDER JARED MCGEE  
Just kill me freak! Wont do you any  
good to question me.

Juggernaut laughs, throws him, the commander flies through the air. Slamming into a building then falling to the ground.

Juggernaut runs off.

INT. GAMBIT'S PLACE - NEW ORLEANS

The TV is on. News channel, depicting the events involving Juggernaut.

Gambit turns looking at Logan as he enters the room.

GAMBIT

Good morning. You got to check this out.

(points to the TV)

Something or someone just put a major whopping on some military personnel.

WOLVERINE

(looks at the TV, eyes widen)

Juggernaut.

GAMBIT

(looks at him)

Who?

WOLVERINE

A very powerful mutant. Pretty much unstoppable. No force can stop him. At least none that I know of.

GAMBIT

(looks at the TV)

Damn!

WOLVERINE

You have no idea.

(turns)

We're leaving today.

GAMBIT

(stands)

You don't have to.

WOLVERINE

(nods)

We do. Something bad is coming. I can smell it in the air. The winds are changing. And not in our favor.

GAMBIT

I don't know man. You might just be getting paranoid in your old age.

(sarcastic)

I mean who can really smell trouble?

WOLVERINE

(serious)

I can.

INT. XAVIER'S SCHOOL FOR THE GIFTED

Sunlight shines through a room. Someone sticks their hand out trying to shield themselves from it. Finally we see Rogue sit up, groaning.

Bamf. Blue smoke. Nightcrawler appears at the end of the bed. Rogue is startled.

ROGUE

Kurt! What are you doing in here?

NIGHTCRAWLER

(embarrassed)

I'm sorry Rogue. Didn't mean to startle you. But there's something you should see on the TV.

Rogue gets out of bed, grabs a robe as she follows Nightcrawler out of the room. They had downstairs. In the living room Angel, Cable, and Dazzler are already watching.

She steps around them, looking at the TV. Showing the Juggernaut's recent events.

ROGUE

It can't be...

CABLE

Afraid it is.

Rogue looks at him.

ROGUE

You know who this is?

CABLE

Of course.

(looks back at the TV)

The Juggernaut. Half brother to Charles Xavier.

ROGUE  
(shocked)  
What?!

CABLE  
I told you, Rogue. Some mysterious  
would be solved in time.

ROGUE  
(looks at the TV)  
All I know is we've never been able  
to beat him. Not in a fight anyway.  
Kitty had to use some smart  
thinking the last time we crossed  
paths with him.

CABLE  
Few can. There might be one or two  
big guys I know that can handle  
their own against a force that  
strong.

ROGUE  
Who?

CABLE  
Doesn't matter. They wouldn't work  
with us. Not in their best  
interests.

ANGEL  
So what do we do? Let him keep  
destroying things.

CABLE  
For now.

ANGEL  
That wont help the publics views on  
mutants.

ROGUE  
I agree.

CABLE  
He's not are main problem at the  
moment.  
(turns to leave)  
Apocalypse is.

DAZZLER  
What's a apocalypse?

CABLE

A very old. Very dangerous mutant.  
Come let's all step into the  
kitchen.

NIGHTCRAWLER

Why?

CABLE

I'm hungry, Mr. Wagner. An do not  
feel like talking about such things  
on an empty stomach.

INT. GRAYDON CREED'S OFFICE - SECRET LAB

Jumbo enters the door. Looks weary.

JUMBO

The commander failed. Seems this  
mutant is very strong.

GRAYDON CREED

(turns his chair around)

I know.

(smile on his face)

JUMBO

Am I missing something sir?

GRAYDON CREED

(claps hands, amused)

My dear friend, this is the perfect  
opportunity to make my  
announcement. With Americans  
watching this. Fear of the mutants  
is at an all time high. Couldn't  
ask for a better opportunity.

Stands up, walks towards the door. Jumbo follows him.

EXT. SECRET LAB - WASHINGTON D.C.

A swarm of press are in front of the building. Creed stands  
in front of them, raising his hands to quiet them. Jumbo is  
on his left and Dr. Lang and Trask on his right.

GRAYDON CREED

Ladies and gentlemen, please quiet  
down.

REPORTER 1

Why are we here Mr. Creed?

GRAYDON CREED

To discuss the future. And the future is ours!

REPORTER 2

What do you mean by that?

GRAYDON CREED

What do I mean? I mean that right now we have a president that is doing nothing to stop the bloodshed. We are in a war, ladies and gentlemen. Us, humans verse the ever growing threat of mutants. The events at the warehouse in Las Vegas yesterday are just one of many examples that could be stated. These mutants are very dangerous. And we must put an end to their terror.

REPORTER 3

President Hayes has stated the only option is one of peace.

GRAYDON CREED

Peace.

(smirks)

Our great president is a coward. He would rather protect the mutants then his own kind. The mutants believe they are the next stage of evolution. I don't think so.

REPORTER 2

Then what do you believe?

GRAYDON CREED

I believe they are just like the native Americans. A small group trying to hold onto their existence. But we are the future, not them! They fight us cause they fear for their survival. As they should.

(clenches his fists)

Only through brute force can we show these mutants we are not afraid. That this world belongs to us! And so I am making this announcement.

(MORE)

GRAYDON CREED (CONT'D)  
I plan to run for the next  
presidential election. With this  
platform, I swear to you to bring  
an end to the mutant threat.

The reporters bombard Creed with questions once he finishes his speech. He waves at the camera smiling a big grin.

INT. GAMBIT'S PLACE - NEW ORLEANS

TV clicks off. Gambit shakes his head, worried expression on his face.

INT. GAMBIT'S BEDROOM

Laura and Jubilee are getting ready, Laura steps out of the bathroom. Logan is looking out the window.

LAURA X  
Logan?

He looks over at her, smiling.

LAURA X (CONT'D)  
Are you alright?

WOLVERINE  
(nods)  
You look beautiful.

LAURA X  
(smiles)  
Thanks.  
(looks towards the door)  
Are you positive we can trust this  
guy?

WOLVERINE  
You don't need to trust him. Trust  
me. You do, don't you?

Laura looks at him, nods. Jubilee steps from the bathroom.

JUBILEE  
Not to break up the moment. But...  
what's are next play?

WOLVERINE  
Heading north.

The girls nod.

## INT. XAVIER'S SCHOOL FOR THE GIFTED

Everyone is in the kitchen. Dazzler stands by Angel, the two of them share a few glances and smiles. Rogue is on the left side of the counter. Nightcrawler beside her. Cable is at the head of the counter, looking around at all of them.

CABLE

Let us begin.

DAZZLER

Begin what exactly? I'm still confused as to what's going on.

ANGEL

(looks at her, taking her hand in comfort)

Its alright. He'll explain everything.

(looks at Cable)

Continue.

CABLE

(nods)

To the point then. I'm from the future.

Dazzler looks like she's about to question this. Cable raises a hand stopping her.

CABLE (CONT'D)

Let me finish.

(pauses)

As I said. I am from the future. And in my time the world is desolate barren land full of death. This destruction was caused by the first of our kind. A mutant called Apocalypse. His power is unmatched. Very hard creature to kill.

DAZZLER

How does something like that even exist?

CABLE

How do any of us exist, Miss. Blaire? Evolution.

NIGHTCRAWLER

But why would he do such a thing? Destroy the world?

CABLE

He does it because... in your time.  
 (looks at all of them)  
 Humans are plotting against us. And  
 all Apocalypse ever wanted was to  
 see his people strive. To exist in  
 peace and prosperity.

ROGUE

Reminds me of someone.

CABLE

Indeed. But Magneto is nothing  
 compared to Apocalypse. He is the  
 essence of pure evil. The stories  
 parents tell their children at  
 night. To insure they fear the  
 dark. He is darkness. And with him  
 follows judgement and the end of  
 everything.

Angel shakes his head in disbelief. Placing his hands on the  
 counter. Dazzler rubs his back.

ANGEL

How do we stop something like that?  
 (looks at Cable)  
 Can we?

CABLE

I wont lie to you. It wont be easy.  
 But I believe together we can.  
 First we must prepare.

ANGEL

How?

CABLE

Train. Each of you have more power  
 than you realize. Untapped energy.  
 I believe now is the time to test  
 just how much.

EXT. XAVIER'S SCHOOL FOR THE GIFTED - BACKYARD

Scenes of Angel flying through fiery rings. He spins and  
 swoops as he make his way through. Sweat pouring down his  
 body from the heat.

He lands, a few yards away from the ringed maze. Cable walks  
 up to him smiling, points. Angel looks, breathing a little  
 hard, he sees a bunch of weights. Angel shakes his head,  
 sighing.

Angel is leaning forward, wings outstretched. As Cable places around 500 pounds equally on both wings. He strains under the weight. Face gets red. But with great effort he starts to slowly flap upward. Eventually getting higher and higher.

EXT. XAVIER'S SCHOOL FOR THE GIFTED - WEST SIDE OF THE HOUSE

Cable with Nightcrawler. He leads him a few yards away from the house.

CABLE

Kurt you have a unique ability. To be able to teleport. Do you know where exactly you go between to points.

NIGHTCRAWLER

Um. A place that's dark. Nothing there. And then I'm where I want to go.

Cable nods, turns, points at a small statue.

CABLE

You've learned to move over great distances without straining yourself. This is a great feat. Even being able to bring a passenger along with you. But now I want you to test yourself. Bring an object.

Nightcrawler nods, he turns, bamf. Blue smoke. He appears next to the statue. Takes hold of it. Bamf. Blue smoke. He appears right next to Cable. The statue falling out of his hands, crashing on the floor.

CABLE (CONT'D)

Good. Now lets give you a real challenge.

EXT. XAVIER'S SCHOOL FOR THE GIFTED - FRONT OF THE SCHOOL NEAR THE GARAGE

Cable drives a car out of the garage. He exits, leaving the door open.

CABLE

Now Kurt I want you to get inside and teleport this.

NIGHTCRAWLER  
 (looks at him in  
 disbelief)  
 That's impossible.

CABLE  
 Nothing is impossible my friend.  
 (pats his back)  
 Come on.

NIGHTCRAWLER  
 But I've never attempted something  
 like this before.

CABLE  
 I know.  
 (smiles)  
 Come on. Lets go.

Kurt nervously gets inside. Hands shaking as he grabs the wheel. He then quickly puts on a seat belt. Shaking, he looks out the window at Cable. Who gives him a reassuring thumbs up.

Kurt looks ahead, shaking. He says a silent prayer, closing his eyes. The car starts to shake. Bamf. Blue smoke. It disappears along with Nightcrawler inside.

Cable claps, thrilled. He looks around. All of a sudden. Bamf. He looks up, eyes get wide. He jumps out of the way. As the car falls to the ground. Bam. Inside Nightcrawler is shaking. Cable gets up and looks inside.

CABLE (CONT'D)  
 Well done my friend.

Nightcrawler looks at him, glaring. Hands still holding the wheel tight. Shaking uncontrollably.

INT. XAVIER'S SCHOOL FOR THE GIFTED - TRAIN ROOM 1

Cable stands beside Dazzler. He is wearing a pair of sunglasses.

CABLE  
 Now your power deals with frequency  
 and light. I want you to  
 concentrate and try to aim it.

Dazzler nods. Lifting her hand she points one finger. Sends a blast of light out of her finger that destroys a dummy. She then lets streams of light come out of her body. A ray of colors, so beautiful but blinding in brightness.

Cable places a hand on her shoulders. The lights disappear. Dazzler is breathing hard but smiles.

CABLE (CONT'D)

You have a beautiful gift my dear.  
One that has yet to reach its full  
potential.

DAZZLER

Thanks. But how do we do that?

CABLE

Practice.  
(looks around the room)  
You control light. I want to see if  
you can create an image.

DAZZLER

An image of what?

CABLE

Anything. A memory. Just  
concentrate.

Dazzler nods. Closing her eyes she starts to breath slow. Light starts to move down her body, out of her feet, like tiny streams across the floor. Then an image starts to form a few feet ahead. At first it can't be made out. But then it takes full form. Showing a little girl, singing, dancing playfully. And an older woman comes up behind her and hugs her tightly. The little girl giggles.

Cable smiles. He looks over at Dazzler. She opens her eyes. Stares at the image in wonder. She smiles as tears drop from her eyes. The image disappears.

CABLE (CONT'D)

That was very beautiful. Thank you  
for sharing it, Dazzler.

DAZZLER

(turns away, sniffing)  
It was when I decided I wanted to  
be a singer. My mom told me she'd  
always be there to support me.  
(wipes away her tears)

Cable nods, walking over he hugs her gently the girl.

INT. XAVIER'S SCHOOL FOR THE GIFTED - ROGUE'S ROOM

Cable enters the room. Rogue is sitting cross legged on the bed meditating, she looks up at him.

ROGUE  
How's training going?

CABLE  
Not bad. Everyone is doing very well.

ROGUE  
(nods)  
That's good.  
(looks out the window)  
You know I always believed my gifts were a curse. To be able to take from a person. Take their memories, a piece of them. What else could it be but a curse?  
(looks back at Cable)

CABLE  
(sighs)  
My dear girl. You are a marvelous creature. One of great skill and power. Let me show you just how much.

He takes a seat on the bed in front of her. Taking her hand, he gently removes the glove.

ROGUE  
(pulls her hands back)  
I'll hurt you!

CABLE  
No. You think you will. But you wont.

ROGUE  
I've hurt people in the past.

CABLE  
That was then. This is now. Trust me, Rogue. I can help you control it.

He raises his hand in the air. Looks at Rogue, a reassuring facial expression. She slowly raises her hand.

CABLE (CONT'D)  
Remember, you can control it. Let go of all the fear. Just trust in yourself.

Their hands touch. Slowly veins darken on Cable's hand. The absorption process has begun. They both close their eyes.

FLASHBACK.

Cable stands on what appears to be a mountain top. The skies are bright red. Across the land is blackness and fire. Ruins of the old world everywhere. Cable is on his knees, looking sad and broken. Behind him is a woman. At first she cannot be made out. Her red hair moves in the wind, she turns, revealing Jean.

JEAY GREY

Soon this world will die. And from  
the ashes a new one will be born.

Cable turns, looking at her.

CABLE

What do you want me to do?

Jean walks over, touching Cable's face gently, he closes his eyes to his mother's touch.

JEAY GREY

Go back. Warn the others. Stop this  
before it ever has a chance to be.

CABLE

I can't leave you.

JEAY GREY

You can! And you must my son! We  
can no longer dwell on simple wants  
and needs. This worlds days are  
numbered. If mankind is to have a  
future we must first change the  
past.

Cable nods, standing. Jean looks back at someone.

JEAY GREY (CONT'D)

Go with him Luke. This task will  
not be easy. It will take the two  
of you.

A dark man with pure white eyes wearing armor steps forward, he nods.

BISHOP

Yes, mam.

Bishop stands beside Cable. Cable touches something on his chest then takes hold of Bishop, both disappear. Jean looks out into the barren, fiery wasteland.

HOPE SUMMERS (O.S.)  
 (a young innocent voice)  
 Will they succeed? Do you truly  
 believe they can change this  
 future?

Jean turns looking back at a younger version of herself, a teenage girl with long red hair.

JEAY GREY  
 I do, Hope. For it is in (hope) we  
 must now have, that they may change  
 the future. If we do not have that,  
 we will lose all reason to go on.

The two women hold hands as they watch the world around them on fire.

BACK IN THE PRESENT.

Rogue opens her eyes. Removing her hand from Cable's. He opens his, and looks at her intensely.

ROGUE  
 I... I... saw your memories. Your  
 world. You looked so sad.

CABLE  
 A world full of pain can do that to  
 a man. And I've seen so much of it.  
 So much pain. So much death.

ROGUE  
 But that wasn't the only thing I  
 saw.

Cable looks at her, sighs, nodding.

CABLE  
 I feared as much.

ROGUE  
 Jean. She's the one that sent you  
 back.

CABLE  
 My mother has a plan. She always  
 has. My coming here is all part of  
 that plan.

ROGUE  
 But I saw Jean die. I was at her  
 funeral. We buried her.

CABLE

What you know is a lie. Things are never as they appear. And as they appear are always a mystery.

Rogue nods, tears in her eyes from the experience. She looks at a box of tissues on the bed side table. She goes to reach for it but the box flies into her hand. Looking at it curiously, she looks up at Cable.

CABLE (CONT'D)

Telekinesis. You have my gifts Rogue.

ROGUE

But I want to learn how to touch someone without taking something from them.

CABLE

Then lets continue practicing.

They go to touch again.

EXT. XAVIER'S SCHOOL FOR THE GIFTED

A cab pulls up to the gate. Cannonball gets out. He walks over to the emblem on a stone column. It has Xavier's face, the opening date of the school, and its name. He touches it for a moment then looks at the gate. Walks over, shaking it.

A loud thud behind him. Cannonball turns to see Angel. Bamf. He looks up and sees Nightcrawler on top of the gate looking down at him.

ANGEL

Who are you? Speak quickly before I have my friend drop you in the Atlantic.

CANNONBALL

(looks between Angel and Nightcrawler, stammers)

I'm... my name is Sam. But I guess you can call me Cannonball now.

ANGEL

What are you doing here, Cannonball?

CANNONBALL

Needed to go somewhere safe. A few years again a man came to see me.

(MORE)

CANNONBALL (CONT'D)  
Told me to come here if I ever  
needed help.

NIGHTCRAWLER  
What man?

CANNONBALL  
(looks up)  
A guy in a wheel chair. Some  
professor.

He looks back at Angel.

ANGEL  
Hmm interesting story.  
(steps closer to him)  
What are you?

CANNONBALL  
(looks between Angel and  
Nightcrawler)  
I don't know.

ANGEL  
(leans into his ear and  
whispers)  
Sure you do. So, what are you?

CANNONBALL  
(gulps, nervous)  
A mutant.

Angel steps back.

ANGEL  
We'll see.  
(looks up, nods)  
Nightcrawler.

Nightcrawler smiles. Bamf. Blue smoke. Cannonball stumbles  
away from the gate. Looks around. Angel watches amused. Then,  
bamf. Blue smoke. Nightcrawler appears behind Cannonball.  
Bamf. Blue smoke. Then they both disappear.

ANGEL (CONT'D)  
(smiles)  
Rookies.

Spreads his wings out then lifts himself into the air flying  
over the gate and back towards the mansion.

EXT. WOODS

Trees shine in the sunlight. Birds can be seen resting on trees. Squirrels picking nuts off the ground. Rabbits hopping around. Suddenly the ground starts to shake and all the creatures disappear in fear.

Cracks can be heard. Some trees start to fall over. Avalanche steps onto the scene. Walks towards a cave. Looks around for signs of life.

AVALANCHE  
 (yells at the cave)  
 I know your in there! Come out!

A loud roar comes from inside the cave. Avalanche takes a nervous step back.

AVALANCHE (CONT'D)  
 The Brotherhood has need of your services once more.

Sounds of claws scratching a service can be heard. Bone crushing under the weight of footsteps. Avalanche keeps his hands at the ready.

A black furred beast looking creature steps into the light. Looks around angrily. His red eyes glow, he shows his fangs.

DARK BEAST  
 (hisses)  
 What do you want?

AVALANCHE  
 (hands raised)  
 The Juggernaut sent me. We need your help.

DARK BEAST  
 Leave me be!

AVALANCHE  
 Can't.

The Dark Beast roars, jumping, lands in front of Avalanche. Lifts him off the ground, lets out a mighty roar.

DARK BEAST  
 Why!?

AVALANCHE  
 Apocalypse.

Dark Beast lowers Avalanche to the ground, but still holds onto him. Brings him closer to his face, sniffs him.

DARK BEAST

What do you want with him?

AVALANCHE

We want to awaken the great lord.  
So that he may help us destroy the  
humans.

DARK BEAST

(drops Avalanche, walks  
away)

Your fools then!

AVALANCHE

Why?

DARK BEAST

Apocalypse is a force of  
destruction. Only the strong  
survive in his wake.

(looks back at Avalanche)

And you most certainly are not  
strong.

AVALANCHE

(stands, dusts off his  
clothes)

That may be. But nonetheless we  
need your help. Only you know where  
he rests.

DARK BEAST

And why should I tell you?

AVALANCHE

To be apart of something great. The  
future prevailation of our species.

DARK BEAST

You speak of things that mean  
nothing to me.

AVALANCHE

Then do it for yourself.

Dark Beast stops and looks back at Avalanche.

AVALANCHE (CONT'D)

See. You... you could be allowed to  
get away with some of your,  
unethical extra curricular  
activities.

Dark Beast looks back into the blackness of the cave then  
back at Avalanche.

DARK BEAST

(grins)

When do we start?

INT. XAVIER'S SCHOOL FOR THE GIFTED

Bamf. Blue smoke. Nightcrawler appears. Drops Cannonball on  
the floor, who scoots away against a wall.

NIGHTCRAWLER

We have a visitor.

Rogue and Cable enter the room from the left. Dazzler appears  
from the right. Cannonball looks around nervous.

DAZZLER

Where's Angel?

NIGHTCRAWLER

Was coming right behind me.

They look as Angel lands on the front steps. Opens the door.  
His wings fold as he enters, walking right up along side  
Nightcrawler.

ANGEL

(pats Cannonball on the  
back)

How did our young friend like his  
new experience?

NIGHTCRAWLER

(smiles)

I think he's still in a daze.

CANNONBALL

Who... who are all you people?

ANGEL

Mutants. Friends. That is... if you  
prove not to be a threat.

CANNONBALL

(confused)

Threat? I promise you I'm not here  
to cause problems.

(sighs)

Was running from some people.

The others are taken aback. Dazzler looks around then walks  
over, kneeling near the boy. She gently touches his face.

DAZZLER

Its alright.

(smiles)

Your safe here. Just tell us what  
happen to you.

He looks at her then the others.

CANNONBALL

(nods)

Okay.

(stands)

Was swimming at the lake with some  
friends. Showing off like I always  
do.

ROGUE

Your powers you mean?

CANNONBALL

(nods)

Yeah.

(pauses)

Anyway when I looked at the shore.  
My friends were gone and soldiers  
were there.

CABLE

Soldiers? What kind?

CANNONBALL

(shakes his head)

Uh... the military kind.

Cable frowns.

CANNONBALL (CONT'D)

Listen man, not really educated on  
the different kinds of soldiers.  
All I know is they had big guns.  
Pointed at me. That was good enough  
for me...

DAZZLER

To do what?

CANNONBALL

Run. Well in my case, rocket myself out of there.

Dazzler looks at him confused.

CANNONBALL (CONT'D)

My power. Not sure how to explain it.

ANGEL

Then show us.  
(gestures outside)

Cannonball looks around then nods reluctantly. He follows Angel towards the outside. The others following behind.

EXT. XAVIER'S SCHOOL FOR THE GIFTED

Everyone stands outside. Cannonball on the grass, Angel beside him.

CANNONBALL

(looks around)  
Are you sure its safe?

ANGEL

Trust me. You have nothing to fear here.

Cannonball nods. Then the next thing we see he rockets up into the air. Then smashes into the ground a few yards away.

Everyone rushes over. Looking in the crater, they see Cannonball in the middle covered in dirt.

CANNONBALL

Pretty cool huh?  
(grins)

The others look at the kid amused. Cable folds his arms not impressed.

CABLE

Lets take this back inside. So the boy can finish his story.

Angel and Nightcrawler help the kid out of the crater. Everyone returns to the mansion.

INT. XAVIER'S SCHOOL FOR THE GIFTED

In the kitchen Cannonball munches on various snakes. Everyone around him watching, waiting.

CANNONBALL  
So were was I?

CABLE  
(annoyed)  
Showing off your powers.

CANNONBALL  
(looks at him, nervous,  
nods)  
Right. Right. So once I rocketed  
out of there. I heard the soldiers  
saying something.

DAZZLER  
What?

CANNONBALL  
Seems they had another...  
(snaps fingers repeatedly  
trying to remember)  
Mutant. They hand another mutant.  
But someone or something took it.  
That's why they came after me.

NIGHTCRAWLER  
Mutant's aren't its! Their people.

CANNONBALL  
Sorry didn't mean any offense by  
it.

ROGUE  
(looks at Cable)  
You think this has something to do  
with the humans? And the weapon  
their developing against us?

CABLE  
Not sure. But it would appear Mr.  
Guthrie here, is our only link to  
the riddle.

Cannonball smiles.

ROGUE  
Think we need more help. Going to  
make a call.

Rogue walks out of the kitchen. In the hall she quickly dials a number.

ROGUE (CONT'D)

Logan? Its Rogue. Listen I need your help. How fast can you get back to Xavier's old school?

INT. GAMBIT'S PLACE - NEW ORLEANS

Logan is standing in the kitchen, a cell phone to his ear.

WOLVERINE

We will be there as soon as we can, kid.

(nods)

See you soon.

He hangs up the phone as the girls step into the kitchen.

LAURA X

Who was that?

WOLVERINE

Another friend.

(turns to them)

Looks like we're going to New York.

JUBILEE

What's out there?

WOLVERINE

A group of people like us. Seems like something is coming. And they need our help.

GAMBIT (O.S.)

What about me?

WOLVERINE

(turns to face Gambit)

Could use your help if your interested.

Gambit reaches into his pocket. Lifting out a deck of cards, he shuffles them. Eyes glowing. He grins mischievously.

GAMBIT

Been missing a good rumble. Let me grab my cane and coat.

Logan nods. Laura places a hand on Logan's shoulder. He looks back at her.

LAURA X

Its bad isn't it. I mean you said something wasn't right.

WOLVERINE

Listen we don't know what's going on. But remember my promise. You do don't you?

Laura nods, tries to force a smile.

GAMBIT

(steps back into the room)  
Whatever it is. Probably involves this guy Creed. See his announcement recently?

WOLVERINE

(shakes his head)  
No. Why?

GAMBIT

Apparently he's running for president. And his platform: death to mutants.

WOLVERINE

(sighs)  
Fantastic.

LAURA X

So lets kill him.

WOLVERINE

Wouldn't help.

JUBILEE

Why not? He's the one that ordered all those experiments on me.

WOLVERINE

Listen kid. I get your angry. Trust me I do. Know all about being angry.

Jubilee's expression shows pure anger. Her fingers start to glow. Balls of energy form out of her fingertips. They slowly travel towards Logan.

WOLVERINE (CONT'D)

Hey, easy kid! I'm on your side.

Laura looks between Jubilee and Logan nervously. Behind Logan, Gambit's eyes start to glow, a card in his hand.

JUBILEE  
No ones on my side.

LAURA X  
We are. Remember we saved you.

JUBILEE  
(looks at Laura, sighs)  
Fine. But when the time comes, I'm  
taking Creed out for good.

The balls disappear. Logan lets out a sigh of relief, nods. Gambit's eyes return to normal, as he places the card back in his pocket.

LAURA X  
(grabs Jubilee's hand)  
We're your friends. Your family.  
(looks at Logan)  
We protect each other.

Jubilee nods, the two girls hug.

INT. TESTING ROOM - SECRET LAB

Inside various scientists are around the room performing tests. Checking vials. Typing data into computers.

The doors open and Creed walks in. Dr. Lang steps out, heading towards Creed.

DR. STEPHEN LANG  
Mr. Creed.

GRAYDON CREED  
Dr. Lang, how goes the virus?

DR. STEPHEN LANG  
Right on schedule sir. But we need  
mutants.

GRAYDON CREED  
(nods)  
I'm working on that.

DR. STEPHEN LANG  
(nods)  
Is it true about the commander?  
He's in the hospital?

GRAYDON CREED  
(nods)  
Afraid so.  
(MORE)

GRAYDON CREED (CONT'D)  
Almost every bone in his body  
broken. Juggernaut sure left his  
mark.

DR. STEPHEN LANG  
(sighs)  
Then we really do need this virus.

GRAYDON CREED  
Its humanity's only hope.

DR. STEPHEN LANG  
Then get me mutants to test it on.

GRAYDON CREED  
Trask and Jumbo are on mission to  
do so as we speak.

EXT. CLUB - NEW ORLEANS

100 special Op soldiers walk slowly towards the club. Jumbo  
and Trask are at the back with a few scientists and computer  
equipment.

JUMBO  
Sure there's mutants in there?

COMPUTER SCIENTIST  
Technology doesn't lie.

SIMON TRASK  
(smirks)  
Yeah, heard that before.  
(looks at the soldiers)  
Alright men.

All the soldiers stop. Looking back at Trask for orders.

SIMON TRASK (CONT'D)  
Computers show we got Mutants on  
the top floor. Multiple hostiles so  
be ready. Check your weapons then  
move out. Move in on my go.

The soldiers salute then continue making their way towards  
the club.

JUMBO  
Think these guys can handle this?

SIMON TRASK  
Mercenaries aren't they?  
(uneasy, watches the  
soldiers)  
Certainly hope they can.

INT. GAMBIT'S PLACE - NEW ORLEANS

The group is gathering their things. Logan stops, turning his head slightly. Focus in on his ear perking up. Then he sniffs the air.

LAURA X  
(notices)  
What is it?

The others stop. Looking at Logan. Who now turns full face to the door. Slowly he makes his way. Turning his head to the side, he places his ear on the door. He steps away quickly. Looks at them.

WOLVERINE  
(claws protrude)  
Run!

As soon as the words leave his mouth gunfire opens on the room. Laura grabs Jubilee, shielding her with her body. Gambit jumps out the window with his cane. Logan falls to the ground. Eyes closed.

Outside Gambit lands in the middle of a group of soldiers. Slamming his cane into the ground. The powerful blast sends the soldiers each flying in different directions. Other soldiers immediately open fire. As he runs towards a wall using his cane to blast himself upward. Occasionally he turns around eyes aglow, throwing cards at soldiers, blowing them up. All the while continuing to make his way to the roof.

Inside. Laura's isn't moving but her eyes are open. Jubilee in tears pushes her off. Struggles to stand. Looking around scared. A couple soldiers enter the room. Jubilee looks at them angrily. Her hands aglow as glowing knives form out of her tips. Changing in various colors they slam into the men. Blowing them up and the entire wall.

A bunch of soldiers are out there, surprised. Jubilee looks around. Clearly out numbered. But bullets start to shift out of Laura. And Logan. All of a sudden both are on their feet. Claws slowly protruding from their hands.

WOLVERINE (CONT'D)  
(looks around, nods at the  
girls)  
You ready?

LAURA X  
(angry)  
Born.

She runs pass Logan roaring. She slams her claws into soldiers. One comes up behind her, holding her tightly. The claw in her foot comes out as she brings it upward slamming it into the man's head. He falls back. Logan and Laura work back to back killing soldiers.

Jubilee keeps forming various bright objects into immense energy. Blasting soldiers.

JUBILEE  
Close your eyes!

Logan and Laura instantly close their eyes, dropping to their knees.

Jubilee sends out a powerful, very bright blast.

The windows shatter as the light goes in every direction. Soldiers fall around everywhere.

Outside, Trask and the others duck behind a dumpster shielding themselves from the light.

SIMON TRASK  
Screw this!

He takes off running down the street. The scientists and technicians following behind him.

JUMBO  
Come back you cowards!

Something lands on top of the dumpster. Jumbo looks up to see Gambit standing there. Smiling.

GAMBIT  
You sure he's not just smart,  
instead of a coward?

Jumbo dives backwards. Turning around, he quickly opens fire. Gambit disappeared. Jumbo looks around nervously. All of a sudden a card knocks the gun out of his hands. The gun lands on the floor a few feet away. Card stuck in it, its glowing. Jumbo walks over, about to pick it up.

GAMBIT (CONT'D) (O.S.)  
 Oh, I wouldn't do that if I were  
 you.

Jumbo looks over at Gambit back on the dumpster, crouching.  
 Twirling his cane in his hand.

Jumbo looks back just as the gun blows up from the card.  
 Jumbo flies backwards. He struggles to get up. Gambit jumps  
 off the dumpster, walks over to him. Jumbo stands quickly,  
 pulling out a baton, he shakes it and it extends to almost 5  
 feet.

GAMBIT (CONT'D)  
 (smiles)  
 My kind of fight.

The two men start to slam staffs against each other. Each  
 struggling to out maneuver the other. Gambit uses his staff  
 to flip over Jumbo. Then slamming his staff into the man's  
 back. He groans, reeling in pain. Turns around quickly. Takes  
 a few swipes at Gambit who uses speed and agility to out  
 maneuver his attacks. Finally Gambit knocks Jumbo's staff out  
 of the man's hand. Then holds his own staff under the man's  
 chin. Jumbo's hands are raised in shock.

GAMBIT (CONT'D)  
 (eyes aglow)  
 Do you yield?

JUMBO  
 Never!

Gambit spins, slamming his cane into the side of the man's  
 head. Jumbo slumps to the ground unconscious.

GAMBIT  
 Then your a fool. Pity.  
 (chuckles)

Back in the room Logan and Laura open their eyes. Standing  
 slowly, claws still extended. The room is still bright from  
 the blast. They look around. Jubilee is over in the living  
 room. Her hands still aglow.

LAURA X  
 Nice job Jubilee.  
 (smiles)  
 Lite up the whole room.

Jubilee and Laura share a friendly laugh. Logan walks over  
 the bodies. Looks out the front. Sees Gambit standing over  
 someone.

WOLVERINE  
(looks back at the girls)  
We're leaving!

Gambit turns as Logan and the girls are walking towards him.

GAMBIT  
Knew trouble would follow you here.

WOLVERINE  
Sorry. Didn't mean to bring our  
problems to your doorstep.

GAMBIT  
(laughs)  
Are you kidding!? I loved every  
minute of it. Was like the old  
days. You and me destroying things.  
(shake his head, amused)  
Missed this.

WOLVERINE  
(amused)  
Well, lets get to New York then.  
Have a feeling the fighting isn't  
over yet.

Gambit nods.

LAURA X  
Whose that?  
(points at Jumbo)

The others look at where she is pointing.

GAMBIT  
(looks down at Jumbo)  
Oh just someone who was foolish  
enough to fight me.  
(looks at Wolverine)  
Very foolish.  
(winks)

WOLVERINE  
(grins)  
Lets take him with us. Might have  
answers we need.

INT. HOTEL - WASHINGTON D.C.

Juggernaut steps out of a bathroom. Towel wrapped around him but his helmet still on. There's a knock at the door. He makes his way over, opening it.

Avalanche and Dark Beast are standing there.

JUGGERNAUT

Your late.

AVALANCHE

(gestures to Beast)

His fault.

The two enter. Juggernaut shuts the door. Turns around.

JUGGERNAUT

His fault, really?  
(not convinced)

AVALANCHE

The guy's got a temper. Took some real charm to convince him to come.

JUGGERNAUT

(looks at Beast)  
Is that so?

DARK BEAST

When I came back to this world I chose to live in isolation. Not too fond of people.

JUGGERNAUT

(laughs)  
Me neither. But I hear you enjoy the occasional, personal study of homo-sapiens.

DARK BEAST

(grins evilly)  
Everyones got to have a hobby.

Juggernaut removes his towel. Goes to put on his clothes and armor.

AVALANCHE

(eyes wide)  
So that's why they call you the Juggernaut.

Beast laughs amused. Juggernaut looks at Avalanche annoyed.

JUGGERNAUT

You got jokes. Let see how you like  
it when I crush them with my fists.

Avalanche gulps, raising his hands.

AVALANCHE

Meant no offense. Like you said,  
was just a joke.

JUGGERNAUT

No more games. No more jokes. We  
have things to do.

DARK BEAST

Apocalypse?

JUGGERNAUT

(smiles)  
Exactly mate!

EXT. XAVIER'S SCHOOL FOR THE GIFTED

A motorcycle and old school firebird pull up to the school.  
They vehicles stop. Logan and Laura get off the bike. Gambit  
and Jubilee get out of the car.

Jubilee steps ahead of the group, touches the gate. Looking  
around.

JUBILEE

What is this place?

WOLVERINE

Home.

Jubilee looks back at Logan. He nods. Behind them Gambit is  
taking Jumbo out of the trunk, pushing him forward.

GAMBIT

Should we knock?

Logan gives him a look, then walks forward. He pushes the  
emblem with Xavier's face to the side. Revealing a key pad.  
He types in a four digit code. The sounds of the gate creak.  
Then it starts to move. Logan looks at the others then  
enters. They follow.

INT. XAVIER'S SCHOOL FOR THE GIFTED - KITCHEN

Cable is sitting at a table with Cannonball in front of him. Over by the counter Angel, Nightcrawler, Dazzler, and Rogue are observing.

CABLE

Now I want you to just relax. Close your eyes, and breathe slowly.

Cannonball looks at the others then Cable, nervous. He nods, closing his eyes, he leans forward slightly. Cable lifts his arms, placing two fingers on each side of the boy's head. Closing his eyes he breathes, in and out very slowly.

Sounds of heartbeats echo. Then...

FLASHBACK.

Everything is bright. Going at great speed. Suddenly Cable finds himself underwater struggling to make it to the surface. He does. When he looks to shore he sees them. The guards and Commander. Cable looks to his left. Just in time to see Cannonball rocket out of the water, heading into the skies.

Cable looks back and sees the commander pull a satellite phone out. Cable starts to swim towards shore. No one notices, he's not really there. As he reaches the shore he slowly starts to walk onto the beach. Water dripping from his body.

BACK TO PRESENT.

Angel turns his head slightly.

ROGUE

What is it?

ANGEL

Someone's here.

They all look at Cable and Cannonball still in their trance. Then turn, exiting the room. They all make it to the main lobby, just as Logan enters the place followed by the others.

Rogue smiles, running over, embracing him.

ROGUE

Logan!

WOLVERINE

(smiles)

Miss me, kid?

ROGUE

(smirks)  
Not really!  
(shrugs)

WOLVERINE

(amused)  
Oh, I see.

He looks up at the others. Angel reaches out his hand.

WOLVERINE (CONT'D)

(shakes it)  
Warren, right?

ANGEL

Angel. But yeah. And your the  
legendary Wolverine. Hmm...

WOLVERINE

What?

ANGEL

Thought you would be bigger.

Logan frowns. Looks at Rogue, she shakes her head amused. He shakes it off and sees the others. Nods at a smiling Nightcrawler and a girl dressed in sweats nervously meeting his eye.

WOLVERINE

Whose the blond?

ANGEL

(turns, gesturing to  
Dazzler)  
This is...

Dazzler walks over, stepping into Angel's side as he places his arm around her.

ANGEL (CONT'D)

Dazzler.

Logan nods. Angel looks at the others behind Wolverine.

ANGEL (CONT'D)

I see you brought a few friends of  
your own.

WOLVERINE

(nods, looks at them)  
Well, introduce yourselves.

Laura steps forward, her claws protruding. Holds her arms out to her side as if wings. Smiles.

LAURA X

Laura, Laura X.  
(bows, sarcastically)

Rogue and the others look at Logan for an explanation. He just smiles, shaking his head. Jubilee steps forward beside Laura.

JUBILEE

Names Jubilee.  
(lifts her hand, energy  
glows out of the tips)

The others nod. Rogue looks at Gambit, he winks at her. She gives him a look of disgust. He steps forward. His eyes turn red. The others take a step back. As they do he sends a few cards flying at the chandelier.

Boom.

Chandelier falls towards the ground as everyone dives out of the way. Bamf. Blue smoke. Nightcrawler disappears and reappears on the staircase.

Rogue lifts her hand, struggles as she barely catches the Chandelier in time. Then slowly sets it on the ground before it falls from her telekinetic grasp.

Everyone turns, looking at her in surprise. And Awe.

WOLVERINE

Looks like you've learned some new tricks since we last saw each other.

ROGUE

(blushes)  
Yeah... (  
(agitated, looks at  
Gambit)  
What the hell is wrong with you?

GAMBIT

(amused)  
Don't be so sour love. Was just a little fun.

Rogue is about to hit him, Logan stops her.

WOLVERINE

Enough! Why are we here Rogue?

ROGUE

(annoyed, she struggles  
against his grip)

Let me go!

(pauses, rubbing her  
wrist, she turns)

Follow me.

WOLVERINE

To where?

ROGUE

Kitchen. Cable is in there.

WOLVERINE

Whose Cable?

ROGUE

Just follow me.

WOLVERINE

Kurt take care of him.  
(gestures to Jumbo)

Kurt, bamf. Disappears with Jumbo then bamf, reappears.

Everyone follow's Rogue down the hall and into the kitchen.  
Logan steps closer, looks at Cable then at Rogue for an  
explanation.

ROGUE

He's a telepath. Using Cannonball's  
memories to help piece together  
this problem we have.

Logan looks back at Cable.

FLASHBACK.

Cable looks around at all the soldiers just standing there on  
the beach. He moves in between each of them till he's beside  
the commander.

COMMANDER JARED MCGEE

We lost him! Seems this mutant you  
sent me to catch for your  
experiments had a few tricks up his  
sleeve.

(nods, voice is inaudible)

Yes, Mr. Creed. Understood, sir.

(hangs up the phone)

Alright boys, pack it up. We're  
headed back to Washington.

BACK TO THE PRESENT.

Cable shakes his head as his eyes open. He lowers his hands from Sam's head. The boy is in a daze, shifting as if in a trance. Cable snaps his fingers and Sam's eyes open instantly.

CANNONBALL

What was that?

CABLE

I activated your memories. Then explored them. Allowed me to see a bigger picture.

CANNONBALL

But some of the things you saw... I wasn't there for. So how did you see them?

CABLE

One of the perks of my telepathy.  
(stands, pats the boy,  
turns)

He is surprised to see the guests. Rogue steps forward, placing a hand on Logan.

ROGUE

Cable this is...

CABLE

(raises a hand, stopping  
her)

Please Rogue. The Wolverine needs no introduction.

(steps forward, hand  
outstretched)

Nice to finally meet the man behind the legend.

WOLVERINE

(shakes his hand firmly)  
And you would be?

CABLE

My mutant name is Cable. But my given name is Nate Summers.

WOLVERINE

(surprised)  
Summers?

CABLE

Yes, Summers. But we don't have time for 20 questions Logan. We have more important things to discuss.

WOLVERINE

(nods)

Fair enough.

(slumps in a chair beside Cannonball)

Lets talk.

CABLE

(nods)

Very well.

(looks at Rogue and Angel)

You two can stay.

(looks at Kurt)

Please lead the others out.

Gambit doesn't move as the others turn to follow Kurt.

GAMBIT

Nice try, but I'm staying.

CABLE

So this is the thief. Always heard you got around. What brings a man without honor to this fight?

GAMBIT

(Nods at Login)

Him.

Cable looks at Logan, waiting for an explanation.

WOLVERINE

He's with me.

CABLE

Very well. Take a seat Mr. LeBeau. And please try not to explode anything.

Remy laughs as he takes a seat next to Rogue whose clearly not thrilled by this.

EXT. STREETS OF WASHINGTON D.C.

Cars are swerving out of the way, as the camera turns around we see why. Juggernaut along with Avalanche and Dark Beast are walking down the middle of the street.

JUGGERNAUT

We need to find Apocalypse.  
 (looks at Beast)  
 And only you know where he is.

DARK BEAST

The First One does not appreciate  
 being disturbed. His time does not  
 coincide with our own.

JUGGERNAUT

I don't give a damn! Where is is?

DARK BEAST

Where all mankind began. Egypt.

JUGGERNAUT

(nods)  
 Hope you boys are ready for some  
 serious time in the sand. Cause  
 where going to Egypt.

INT. XAVIER'S SCHOOL FOR THE GIFTED - KITCHEN

At the table Logan, Rogue, Angel, and Gambit listen as Cable  
 speaks. Cannonball is off to the side. Reading a comic,  
 occasionally looking up.

CABLE

In Sam's memory I saw things.

ROGUE

What things?

CABLE

Answers. It would seem some humans,  
 a group of sorts, are experimenting  
 on our kind. Or at least attempting  
 to. Their led by a man named Creed.

WOLVERINE

(sits up)  
 Creed?

CABLE

Do you recognize the name?

WOLVERINE

Yeah. Better yet might know the  
 group your speaking of.

CABLE  
(surprised)  
Really?

WOLVERINE  
Yeah we had a few altercations with  
them.  
(gestures to himself and  
Gambit)

Gambit nods, smiling at Rogue, she frowns at him.

CABLE  
Logan this is very important. This  
man could be the one that causes  
Apocalypse to wake from  
hibernation.

INT. XAVIER'S SCHOOL FOR THE GIFTED

Outside the kitchen, Laura has her ear to the door.

DAZZLER  
Can you hear what their saying?

LAURA X  
(looks at her, annoyed)  
Shush! Can't concentrate with your  
constant nagging.

Dazzler looks at her stunned. Jubilee laughs. Nightcrawler  
sighs.

NIGHTCRAWLER  
We shouldn't snoop. Never ends well  
in my experience.

LAURA X  
We aren't snooping. We're  
listening. Now be quiet!

INT. TESTING ROOM - SECRET LAB

Creed is looking at results held by Dr. Lang. All of a sudden  
the doors burst open as Trask rushes in.

GRAYDON CREED  
Hello, Mr. Trask.

SIMON TRASK

You sent me on a suicide mission  
and all you can say is hello?

GRAYDON CREED

Yes.

(looks up)

Would you rather I say goodbye?  
(reveals a gun)

SIMON TRASK

(takes a nervous step  
back, hands raised)

Hey now, thought we were working  
together?

GRAYDON CREED

Indeed. But it would seem all I've  
surround myself with is failure.  
And to be honest Mr. Trask its  
starting to ware thin my patience.

SIMON TRASK

Well what do you want me to do? The  
mutants had powers.

GRAYDON CREED

You had guns.

SIMON TRASK

(laughs, sarcastic)

Oh and they did such a wonderful  
job. Those freaks took out your men  
like they were cows for the  
slaughter!

GRAYDON CREED

I see.

(walks over to Trask, gun  
trained on him)

And where is Jumbo?

SIMON TRASK

Last I saw, some red eyed mutant  
was finishing him off.

GRAYDON CREED

So you decided to run? Save  
yourself and all that?

SIMON TRASK

Your damn right! Wouldn't made a difference if I stayed. Except losing my life.

GRAYDON CREED

Hmm maybe still can happen. Days not over yet.

SIMON TRASK

Listen you asked me to join this little team of yours.

GRAYDON CREED

And you came to me, Mr. Trask. Don't try to play that game. You need me just as much, maybe less, as I need you.

He turns, walking back to Dr. Lang.

SIMON TRASK

So what's the plan then Creed?

GRAYDON CREED

Doctor.

DR. STEPHEN LANG

The virus is almost ready. Just one more day.

SIMON TRASK

Then what?

DR. STEPHEN LANG

We release it into the air.

GRAYDON CREED

And watch as every mutant on this entire planet dies.

INT. XAVIER'S SCHOOL FOR THE GIFTED - KITCHEN

Cable and Logan are discussing something when Laura bursts in followed by the rest.

WOLVERINE

Laura what are you doing? We're talking here.

LAURA X

Sorry its just...

NIGHTCRAWLER

Its my fault. Was watching the TV  
and saw this...

Nightcrawler turns on the small TV on the counter. Changes  
the channel a few times. Until...

A scene in Egypt. Juggernaut is beating Egyptian military.  
The whole place looks like its shaking, then Avalanche  
appears on the scene beside Juggernaut. The two of them  
finish off the guards. Then a black shape jumps, barely see  
it, then it lands in front of the camera. Revealing Dark  
Beast. He destroys the feed.

Everyone looks at each other.

WOLVERINE

Was that Beast?

ROGUE

Can't be.

WOLVERINE

(looks at her)

Are you sure?

ROGUE

Positive. He's in Russia.

WOLVERINE

(looks back at the TV)

Then who the hell was that?

CABLE

Not who Logan. But what.

WOLVERINE

(looks at Cable, frowns)

No riddles, bub. If you know  
something then speak up.

CABLE

I'm not entirely sure but that  
looked like Dark Beast.

ROGUE

Dark Beast?

WOLVERINE

What the hell is a Dark Beast?

CABLE

Same thing as the Beast you know.  
Hank McCoy.

(MORE)

CABLE (CONT'D)

But this one is pure evil. He's  
from an alternate universe.

WOLVERINE

Okay back up, alternate universe?

DAZZLER

Those things actually exist?

CABLE

Yes.

(looks at both of them)

ANGEL

So which one is he from?

CABLE

(sighs)

Apocalypse's.

ANGEL

(shocked)

Wait what?

CABLE

Apocalypse has his own universe  
with only the strongest mutants.

(looks at the TV,  
concerned)

If Dark Beast is with the  
Brotherhood there's only one reason  
for it.

ROGUE

(looks at the TV)

To lead them to Apocalypse.

CABLE

Exactly!

GAMBIT

Hold on! What does this beast thing  
have to do with Apocalypse? He's in  
our universe.

CABLE

Dark Beast knows where Apocalypse  
is buried.

WOLVERINE

So the Brotherhood is using him to  
find this ancient mutant guy.

CABLE  
It would appear so.

ANGEL  
(stands)  
Then we need to move!

CABLE  
(stands)  
I agree.

ANGEL  
(looks at Rogue)  
You get the team to Egypt. I'll go  
ahead. See if I can slow them down.

ROGUE  
(stands, nodding)  
See you then.  
(shake hands)

As the others engage in conversation. A scared Dazzler walks  
over to Angel.

DAZZLER  
Please don't go by yourself.  
(looks at the others)  
Come with the rest of us.

ANGEL  
I can't. Someone has to try and  
stop them from reaching Apocalypse.  
If anything, slow them down.

DAZZLER  
But does it have to be you?

ANGEL  
(smiles, placing a kind  
hand on her cheek)  
I'm the only one that can.

DAZZLER  
(sighs)  
I just don't want to see something  
bad happen to you.

ANGEL  
(kisses her cheek)  
Nothing will. I promise.

He breaks away, leaving the room. She turns, watching him go.  
Jubilee comes up behind her, takes her hand in comfort.

JUBILEE

Don't know him very well but he looks like a guy that can handle his own.

DAZZLER

(nods)  
I hope so.

Rogue tries to get everyone's attention.

ROGUE

Alright seems like we're headed to Egypt. There's equipment and suits downstairs. So lets suit up and move out.

They follow Rogue out of the room. Gambit leans into Logan as their walking.

GAMBIT

If I die, make sure that pretty thing is the one giving my eulogy.

Logan laughs, shaking his head as they follow the group.

EXT. SKIES

Angel is flying through the sky. Birds fly near him, as if he's the leader. Some people stop and stare, pointing up at him.

Warren narrowly misses a plane when he gets distracted. He reaches the ocean. His shadow shines on the water.

INT. XAVIER'S SCHOOL FOR THE GIFTED - HANGER

The Jet looks old and worn. Rogue is standing by the ramp. The others walk in, tugging at their suits. Logan looks over at Cable.

WOLVERINE

No suit?

Cable doesn't respond, instead he places something on his chest, a red x. Logan nods, approving this. Nightcrawler, bamf. Disappears.

The others climb on board.

WOLVERINE (CONT'D)

(to Rogue)

Can you fly this thing?

ROGUE

I did before didn't I?

WOLVERINE

(smirks)

If you can call that flying.

Rogue glares at him, getting on board. Logan shakes his head, follows her, ramp closing behind him.

INT. GRAYDON CREED'S OFFICE - SECRET LAB

Creed is sitting in his chair looking over files. A few have some interesting names. Mystique. Emma Frost. Scott Summers. Elizabeth Braddock. Alison Crestmere. Brian Braddock. Hope Summers. He looks up as Dr. Lang and Simon Trask enter.

SIMON TRASK

Have you been paying attention to the news?

GRAYDON CREED

Was that a serious question?

Trask ignores the sarcasm, quickly turning on the TV. The events in Egypt are shown. As well as Angel flying over the Atlantic toward Egypt.

SIMON TRASK

See.

GRAYDON CREED

What do I care? Soon all of them will be dead.

SIMON TRASK

(growls)

Open your eyes, Creed! Something bigger is happening. Those mutants risked a scene in Egypt. Why?

GRAYDON CREED

Don't overwhelm yourself with thinking to much, Trask. Not good for your health.

Trask slams his fists on Creed's desk.

SIMON TRASK

There is something going on.

GRAYDON CREED

(stands, fixes suit)

Do that again Trask and you wont  
live to see tomorrow.

DR. STEPHEN LANG

(interrupts)

Mr. Creed...

GRAYDON CREED

Yes.

(eyes still on Trask)

DR. STEPHEN LANG

I believe Mr. Trask is onto  
something.

GRAYDON CREED

(looks at the doctor)

What do you mean?

DR. STEPHEN LANG

Not exactly sure, sir. But my  
equipment has detected a large  
energy source growing by the minute  
in Egypt.

GRAYDON CREED

A mutant?

DR. STEPHEN LANG

Its possible.

GRAYDON CREED

(sighs)

Gather your team. Is the virus  
ready?

DR. STEPHEN LANG

In a sorts.

GRAYDON CREED

Good we will bring it along.

DR. STEPHEN LANG

For?

GRAYDON CREED

Seems we will all are going to be  
taking a trip, to Egypt.

INT. JET

Rogue runs some diagnostics. The hanger door opens. She looks at Logan who is the copilot. Everyone else is seated and strapped down.

WOLVERINE

Hey Kurt what did you do with Jumbo?

NIGHTCRAWLER

Put him in danger room 10.

Wolverine grins.

INT. DANGER ROOM 10

Jumbo is running from giant robots shooting lasers at him. They look like sentinels.

JUMBO

Robots! Damit!

Jumbo runs in fear.

INT. JET

Rogue guides the jet out of the hangar.

WOLVERINE

Egypt then?

ROGUE

Seems that way.

CABLE

Lets hurry then. Fear Apocalypse is almost fully awake.

INT. CRYPTS UNDER THE PYRAMIDS

The darkness covers the crypt. The coffin still shaking. Soon a loud thump can be heard on the wall. Suddenly cracks develop. Then a fist breaks through, retreats. All of a sudden the entire wall falls down. Revealing Juggernaut, Avalanche, and Dark Beast.

AVALANCHE

That's a way to use your head.

Juggernaut glares at him, wipes dust from his helmet. He walks over to the shaking coffin. Avalanche stares at it uneasy.

DARK BEAST

There he is. The first of us. It would appear he is already aware of what's going on in this world.

JUGGERNAUT

(smiles)

Good.

He lifts his hand, forming it into a fist. Ready to smash it on the coffin.

AVALANCHE

Juggernaut, wait! I don't think this is a good idea. What would Magneto say?

JUGGERNAUT

Shut up! Acting like a scared little girl! I'm in charge and I say Apocalypse has slept long enough.

Juggernaut slams his fist down on the coffin, it cracks. He's about to do it again when a bluish black arm breaks through the coffin grabbing his wrist. Juggernaut stares in awe.

Sounds of rustling in the coffin. Then something sits up, Apocalypse.

Avalanche and Dark Beast nervously take a step back.

APOCALYPSE

Who disturbs my slumber?

JUGGERNAUT

Your loyal servants my lord.  
(bows respectfully)

Apocalypse looks at him, releases his grasp of the man's wrist. Stands out of the coffin. He is about 6 foot. Blackish blue skin. Red eyes. And an armor like never seen before. The creature looks around.

APOCALYPSE

Why have you waken me?

## JUGGERNAUT

The world has changed since you  
last laid eyes upon it. The humans  
hunt down our kind like dogs.

## APOCALYPSE

Humans. Violent creatures. Simple  
minded. No vision. Hateful  
creatures.

(looks at Juggernaut)

Fear what they do not understand.  
Always fear what cannot be  
explained.

Juggernaut nods. Apocalypse walks by him towards the hole.  
Juggernaut and the others follow.

## EXT. PYRAMIDS

Apocalypse appears on the surface, the others behind him. In  
front is the entire Egyptian army.

## EXT. SKIES

Angel is flying into African air space.

## CABLE (V.O.)

Angel.

## ANGEL (V.O.)

(almost falls out of the  
sky, surprised)

What the...

## CABLE

Easy. Its me. I'm talking to you  
telepathically.

## ANGEL

Next time give me heads up. Almost  
killed me.

## CABLE

Apologies. But you must hurry.  
Apocalypse has arisen.

## ANGEL

Shit!

## CABLE

Yes. Now hurry!

Angel picks up speed.

EXT. PYRAMIDS

The army opens fire on Apocalypse but it does nothing to him. He just looks around staring at them all. Bored

APOCALYPSE

Puny humans and their obsolete technology.

(roars)

You are all beneath me. I am the mighty Apocalypse!

He starts to change size, growing, until he is almost 100 feet tall.

AVALANCHE

What the...

DARK BEAST

His power is limitless. Few weakness. He is a God amongst insects. We do best not to upset him.

Avalanche looks at Beast.

Apocalypse starts walking towards the army. And begins to destroy them.

In the distance Angel is flying in. He slows down, eyes widen as he sees Apocalypse for the first time. The creature turns, seeing Angel he sends a sharpen piece of a propeller flying straight at him.

Angel barely tries to swerve out of the way. The propeller takes off his right wing. He screams out in pain as he watches it fall to the ground. Struggling under pain, blood pouring out of the wound, he tries to fly with the one wing. But unable he falls towards the ground. Crashing into the sand, surrounded by burning tanks and dead soldiers and choppers crashed in the sands.

Apocalypse walks over, shrinking, as he makes his way to Angel. Until he is normal size. He looks down at the dying Angel.

The other mutants walk over, staring down at Angel.

JUGGERNAUT

A mutant, like us my lord. But a  
traitor. Fights for the humans.

Apocalypse ignores him, kneeling on one knee, touches Angel.

APOCALYPSE

I can take away your pain. If you  
wish...

JUGGERNAUT

My lord!?

Apocalypse stands, turning he grabs Juggernaut and throws  
him, he flies through the skies, crashing into the pyramids.  
He then turns, kneeling by Angel again.

APOCALYPSE

Do you wish for me to take away  
your pain?

ANGEL

(struggles to speak, tears  
in his eyes)

Yes...

Apocalypse nods. He rips off the other wing. Angel cries out,  
painfully. Blood starts to cover the sands. Angel passes out  
from the ordeal.

APOCALYPSE

(touches the middle of  
Angel's chest)

You shall be the first of my  
horsemen. You shall be Death. The  
first of four. Three to come...

As he stands, Angel starts to change, new wings form, more  
beautiful than his original, metallic. Along with a armor  
that covers his entire body.

AVALANCHE

(to beast)

What's happening?

DARK BEAST

The lord has chosen his first  
horseman. This mutant should be  
honored to receive such a gift.

AVALANCHE

Four horsemen, what is that? End  
time stuff?

DARK BEAST

If you were a religious man then  
you would know of the bible's book  
Revelations. Tells of four  
horsemen. Death. Famine. Conquest.  
War.

AVALANCHE

And he's Death?  
(gestures to Angel)

DARK BEAST

It would appear so.

Angel awakens. Rises.

APOCALYPSE

Welcome Death. Together we shall  
bring about the end of all life on  
this planet. Recreate this world,  
make it better, stronger. Only  
those who have the strength to last  
will survive.

AVALANCHE

He just said all life. Man that  
means us.

DARK BEAST

I warned you.

Beast turns, fleeing, Avalanche follows. Angel takes to the  
skies. He opens his wings, sends metal feathers flying  
injuring both Avalanche and Dark Beast. He lands in front of  
them. They cower in fear.

AVALANCHE

Please! Please! We're on your side.

Apocalypse walks over.

APOCALYPSE

Finish these weak, pitiful excuse  
of creatures.

DARK BEAST

(pleads)  
Please my lord. I served you once  
before.

APOCALYPSE

(looks at him closely)  
I know you...

DARK BEAST

Yes! Yes. A long time ago.

APOCALYPSE

Fine. You both may keep your lives.  
How very little of importance they  
may be.

He turns, growing as he walks away. Angel takes to the skies.

INT. JET

The Jet is reaching Egypt.

ROGUE

We should be at the Pyramids in  
about 5 minutes.

CABLE

Hurry Rogue. I've lost contact with  
Warren.

DAZZLER

(concerned)

But he's alright isn't he?

Cable doesn't answer. Jubilee and Laura take Dazzler's hand  
in comfort.

As they near the pyramid something pierces the Jet. Sounds  
like knives being thrown at it. One makes it through, landing  
between Logan and Rogue. Everyone freaks out, surprised.  
Logan looks down at it, struggles to pull it out, stares at  
it.

WOLVERINE

What the hell?

CABLE

(sighs)

Death has come.

Everyone looks at him, except Rogue.

WOLVERINE

Land the plane Rogue. Land it now!

Rogue begins to descend the plane. It lands roughly. Everyone  
hurries off the Jet, to the outside.

INT. CREED'S JET

Lang is staring at a tablet, watching dire events occur. He gets out of his seat quickly, rushing over to Creed.

DR. STEPHEN LANG  
Sir, you need to see this.

Trask looks over to. They watch Apocalypse grow and then destroy the troops.

GRAYDON CREED  
Doctor what is that?

DR. STEPHEN LANG  
I think... he's the first mutant.

GRAYDON CREED  
(baffled)  
Excuse me?

DR. STEPHEN LANG  
Sir, it appears to me that is what he is. The first.

SIMON TRASK  
(nervous)  
How do you stop something like that?

GRAYDON CREED  
(looks at Lang)  
The virus? Would it work?

DR. STEPHEN LANG  
(shakes his head)  
I don't think it will work on him. Maybe that's why the others woke him.

GRAYDON CREED  
(to the pilot, yells)  
We need to pick up speed! Now!

EXT. PYRAMIDS

The X-Men look around at all the destruction. They can make out something walking in the distance walking towards Cairo.

CANNONBALL  
What is that thing?

CABLE

That, my young friend. Would be  
Apocalypse.

ROGUE

Jeez!

Gambit knocks Rogue out of the way, he lands on top of her. Angel flies through, would have collided with her if she was at her original position. Rogue struggles under Gambit's weight.

ROGUE (CONT'D)

Get off of me!

GAMBIT

I just saved your life sweetheart.  
Could show a little appreciation.

ROGUE

(struggling, sarcastic)  
Let me up and I'll show you just  
how appreciative I am.

WOLVERINE

(wary of the attacker)  
Easy Rogue. Don't kill him. We need  
all the help we can get.

Gambit lifts himself off her, looks around, reaches out to help her up. She refuses, getting up herself. She frowns at him.

GAMBIT

Easy love. We got bigger problems  
then you and me.

ROGUE

Hah, funny. There is no us!

Rogue walks over to Wolverine. He looks around up at the skies. Eyes scanning quickly for the unknown attacker.

ROGUE (CONT'D)

Logan?

No reply.

ROGUE (CONT'D)

Logan?

Logan looks at her, they share a intense gaze.

LAURA X (O.S.)  
(screams)  
Logan!

Logan turns just in time as Angel collides into him. They two soar upward. Logan struggles against Angel's tight grip. He looks at Angel's face. Angel's eyes are blank, his face expressionless.

WOLVERINE  
Angel! Wake up, bub! Its Logan, I'm  
your friend. This isn't you!

No response or reaction. Logan tries to fight. Finally as they reach a high point in the sky, Angel lets go.

Logan's eyes widen, he fails at trying to get a grip on Angel, grabbing only air. He falls backwards towards the desert sand.

Laura gasps, looks over quickly at Nightcrawler.

LAURA X  
Do something!

Nightcrawler nods. Poof! He disappears.

Logan is still falling towards the ground, its getting closer and closer.

WOLVERINE  
(struggling, he looks  
backwards)  
Damn! This ones gonna hurt!

Poof! Nightcrawler wraps his arms around Logan. Logan looks at Nightcrawler who smiles a pointy teeth grin at him. Poof! They both disappear.

Poof! Both appear sitting on the ground behind Laura. She turns, running towards Logan, embracing him in a tight hug.

LAURA X  
You had me worried for a minute.

WOLVERINE  
(laughs)  
Easy kid. I'm made of tougher stuff  
than a few grains of sand.

A shadow flies overhead.

GAMBIT  
Uh. Our flying friend is back...

Gambit pulls out some cards. Touches them with two fingers, they become energized and start to rise as he raises his hand. His eyes are glowing.

GAMBIT (CONT'D)

I'll remove him from the game.

Wolverine stands quickly.

WOLVERINE

Easy Gambit. He's a friend.  
Remember?

GAMBIT

I understand.

(sighs)

But your friend is a distraction.  
One that Apocalypse wants us to  
waste our time and energy on.

Gambit is about to send the cards towards Angel but Logan grabs his wrists tightly. The cards drop as Gambit's eyes return to normal.

GAMBIT (CONT'D)

(frowns)

What are you doing?

WOLVERINE

Saving a friend.

Logan looks over at Dazzler, she meets his gaze. He nods at her. Dazzler walks forward, starts to sing, but stops.

DAZZLER

(looks at the others)

Might want to close your eyes for  
this one guys.

She starts singing again. Her body begins to illuminate in a ray of colors.

Angel starts to fly right at her, flying at rapid speed. He struggles to shield his eyes from the brightness. Her singing increases more loudly and with it the power of the light waves. He is almost upon her, she increases the power slightly and he falls hitting the ground right in front of her.

All the lights disappear as she stops singing.

Everyone stands, blinking their eyes a few times. They all huddle around Angel.

CANNONBALL

Is he dead?

Everyone looks at Dazzler.

DAZZLER

No. Just unconscious.

(kneels)

I'm hoping it will have fixed whatever was done to him.

Logan looks at Cable.

WOLVERINE

Do you think it worked?

Cable walks around Angel in a complete circle. Looks at Logan, and nods.

Dazzler touches Angel's face gently.

DAZZLER

(whispers)

Wake up, Warren. Wake up.

Angel's eyes flutter, he groans as he moves into position of on all fours. He touches his head, looks around.

ANGEL

What? What happened?

WOLVERINE

You lost your way. But Dazzler here, lite up a path for you. Brought you back to us.

Angel looks at Dazzler, she smiles at him. The two embrace romantically. Sharing a passionate kiss.

Gambit looks off in the distance.

GAMBIT

Enough of that lovers. We still have a fight need tending to.

Dazzler helps Angel rise to his feet, as everyone turns watching Apocalypse reach Cairo.

The X-men watch as Apocalypse wrecks havoc and destruction on Cairo. Helicopters fly around him and he just swats them out of the air. Crashing into the ground below, huge explosions.

People run away in panic as soldiers march towards Apocalypse.

A officer yells something in Egyptian, the soldiers stop and raise their weapons. Some are shaking with fear. Then as a group they open fire.

Apocalypse stops, turns towards them slowly. The soldiers stop firing, eyes widen, shocked.

Apocalypse smiles an evil grin. Holding his hand in front of him he telepathically removes the guns from all the men and turns the weapons around, aimed at every soldier. They all raise their hands in surrender.

APOCALYPSE

(laughs)

Puny humans! There is no surrender.  
Only death!

The guns open fire killing every single soldier. Apocalypse turns, continuing his path of destruction. The guns drop to the ground behind him.

Wolverine looks over at Nightcrawler.

WOLVERINE

Slow him down Kurt. Give us time to  
catch up.

Kurt nods. Poof! Disappears.

WOLVERINE (CONT'D)

(to the rest of the group)

Lets move.

The X-men take off running toward Apocalypse. Cannonball and Angel take to the skies.

Apocalypse grabs a jet right out of the sky as it flies past him. He leans in, looking at the pilot inside, who is frantically saying their final prayers. He laughs crushing the plane.

Poof! Nightcrawler appears on top of Apocalypse head. Moving quickly he kicks Apocalypse in the eye. Apocalypse stumbles backwards, roaring in anger.

APOCALYPSE

Who dares attack the mighty  
Apocalypse!?

Poof! Nightcrawler disappears.

Boom! Cannonball lands in the street not far from Apocalypse. A shadow from above draws closer, Angel landing beside him.

The two give each other a strong nod, turning back to Apocalypse.

APOCALYPSE (CONT'D)

(agitated)

Ah, Death. I see your comrades have broken my hold on you.

ANGEL

Yes. It would seem a beautiful blond has more power than you.

APOCALYPSE

(laughs)

We shall see.

(pauses)

Stay out of my way and you shall keep your lives. Don't. And I will end your existence. Choose wisely.

CANNONBALL

(looks at Angel)

I don't know... that's a real tempting offer. Wouldn't you say Warren?

ANGEL

(nods)

Very tempting. But I'm afraid we will have to decline.

CANNONBALL

(smirks)

Shucks. And here I was hoping to make it to eighteen. Ah well.

Cannonball jumps, rocketing straight into Apocalypse chest, sending him flying backwards. Cannonball lands in the sand as we watch Apocalypse land on some buildings, crushing them.

He roars in anger, getting to his feet quickly.

Angel runs up next to Cannonball. Poof! Nightcrawler appears on Cannonball's left side.

NIGHTCRAWLER

You made him angry.

CANNONBALL

(smiles)

Mom always said I was a pest.

Angel and Nightcrawler laugh.

## APOCALYPSE

You mock me? Me!  
 (yells to his right)  
 Brotherhood, to me!

The three X-men look to the right, on the roof of a near building Avalanche and Dark Beast appear. Dark Beast flexes his big furry muscles, leaping forward, he lands hard on the ground. Avalanche smiles as he dives off the roof, stretching his hands in front of him. The ground starts to shake, making his landing easier. The two mutants walk towards the other three.

## DARK BEAST

(sniffs the air)  
 I smell... X-men. Not to fond of them.  
 (looks at Avalanche)  
 Are you?

## AVALANCHE

(serious)  
 No!

Avalanche raises his hands, the ground beneath the three X-men starts to shake. Angel immediately takes to the skies. Nightcrawler, poof! Cannonball looks around.

## CANNONBALL

Great! Leave me to handle these two myself. Sure guys I'll take care of it. Oh no, problem, its nothing. Really. I know. I know. I'm the best.  
 (rolls his eyes, annoyed)  
 Alrighty then.  
 (cracks his knuckles and neck)

Cannonball rockets forward, his force sends Avalanche spinning off to the left and Dark Beast spinning off to the right.

## CANNONBALL (CONT'D)

(wipes dirt off)  
 Right then, to more pressing business.

As the X-men are nearing the city, Cable stops and looks to the skies. He sees a plane flying low as it begins to descend.

CABLE

Logan!

Logan stops as do the others, he looks at Cable.

CABLE (CONT'D)

Whatever has awoken Apocalypse...  
(looks up)  
I sense it is on there.

Logan looks up at the plane.

WOLVERINE

Rogue be there to greet the newcomers.

Rogue nods as she starts to head in that direction.

WOLVERINE (CONT'D) (O.S.)

Stop.

Rogue looks back at him, impatiently.

WOLVERINE (CONT'D)

(to Cable)  
Tell Angel to meet Rogue at the plane.

Cable nods.

Angel lands on a building, squatting with his wings behind him. He is about to fly downward.

CABLE (V.O.)

Warren your assistance is needed.

ANGEL (V.O.)

I really don't like when people step inside my head.

CABLE

Boundaries must be crossed in desperate times. The plane, whatever has awoken Apocalypse is on it. Logan has sent Rogue to greet the newcomers, he requests you back her up.

ANGEL

(sighs, sarcastic)  
Whatever the mighty Wolverine asks. I am at his command.

Angel takes to the skies.

Cannonball watches as Apocalypse heads further into the city, destroying things along the way. He is about to rocket forward again when something holds his leg back. He looks down and sees Dark Beast gripping his leg.

DARK BEAST

Where do you think your going. We aren't done yet.

Beast sends a furry fist smashing into Cannonball's face.

The X-men reach the city. Around them fires are spreading and buildings lay demolished. A little child sits in the dirt crying. Jubilee runs over to comfort the child, holding them tightly.

Logan looks around, shakes his head.

WOLVERINE

We can't let this continue.

GAMBIT

Why? We don't owe these people anything. We're not heroes, we're mutants. And they hate our kind.

WOLVERINE

(nods)

Your right. But we're going to help them anyway. If we don't, who will?

The groups split up into two's as the spread throughout the city, moving in the same direction as Apocalypse.

An Egyptian officer is yelling into a walkie. Sounds of rumbling behind him. The soldier turns and sees Apocalypse burst through a building. People are running away, the officer along with a handful of others open fire.

APOCALYPSE

(laughs)

Your bullets are like tiny pebbles against a mighty mountain.

He walks over and smashes his foot down on them.

AVALANCHE (O.S.)

My lord.

Apocalypse turns slowly looking at him.

AVALANCHE (CONT'D)  
 (points in the direction  
 of the incoming X-men)  
 Their coming.

APOCALYPSE  
 (frowns)  
 Open the earth, swallow these  
 traitors.

AVALANCHE  
 (smiles)  
 With pleasure.

Avalanche cracks his hands together then touches the ground. It begins to slowly rumble then it completely starts to shake uncontrollably.

Dazzler and Cable are struggling to make their way through the east side. People are running by them in fear.

DAZZLER  
 Its Avalanche! He'll bring this  
 whole city down if we don't stop  
 him.

Cable nods, he stops, closing his eyes.

DAZZLER (CONT'D)  
 (slows down)  
 Are you crazy!? We're in the middle  
 of a mutant earthquake. We need to  
 keep moving!

Cable raises a finger, signalling be quiet.

CABLE (V.O.)  
 A mutant called Avalanche is  
 causing this earthquake. We need to  
 reach him quickly.

Cable opens his eyes, Dazzler is staring at him looking nervous and impatient.

CABLE  
 Lets move!

As they start to run a piece of a building falls above them. Cable reacts quickly shooting his gun, blows up the debris. It shatters into pieces as he covers Dazzler with his body. When the dust settles they stand, looking around.

Gambit and Wolverine are running over cars, weaving through crowds of scared people, and jumping over various obstacles.

A car flies towards them, Gambit picks up speed, slamming his pole into the ground he flips over the car. Logan shakes his head amused.

WOLVERINE

Show off!

Laura X and Jubilee make it to Avalanche and Apocalypse position. Just in time to see Nightcrawler poof! He appears right behind Avalanche wielding a pipe.

AVALANCHE

(looks at Nightcrawler)

Shit!

Nightcrawler swings, knocking Avalanche out.

NIGHTCRAWLER

Goodnight!

(drops the pipe)

INT. CREED'S JET

PILOT (O.S.)

We're beginning our descent.

Creed rubs his hands eagerly.

GRAYDON CREED

Doctor is the virus ready?

DR. STEPHEN LANG

Not completely.

Creed frowns. Sound of a thud on top. Creed, Trask, and Lang all look up.

SIMON TRASK

What the hell was that?

GRAYDON CREED

(shakes his head)

I don't know.

(into a receiver)

Land the plane now!

The plane lands quickly.

EXT. CREED'S JET

Angel stands atop the plane as it lands roughly. He sees Rogue arriving.

The doors to the jet open, Creed exits. He stops when he sees Rogue.

GRAYDON CREED  
(smirking)  
Did your master send you?

ROGUE  
I have no master.  
(points at Creed)  
I'm here for you. To stop you

GRAYDON CREED  
(smiles)  
Good luck.

Creed steps to the side.

GRAYDON CREED (CONT'D)  
Doctor please reeducate this little girl.

Lang jumps out rolling forward. He lands a few yards from Rogue. He rises, standing in an old style - martial arts form.

Creed and Trask exit the plane, Angel flies down tackling them both from behind. A briefcase slides out across the ground.

Rogue and Lang exchange a few blows and well timed blocks. Their speed and stamina is astonishing as they move around each other. Neither one getting the upper hand. Then Lang catches one of Rogues punches, spinning her around he kicks her in the back sending her flying forward into the ground, hitting her face in the sand.

DR. STEPHEN LANG  
Your fighting style is good. But mine is better.  
(he performs a series of kicks, punches, and flips to demonstrate)

Rogue, laying in the sand, moves her hair out of her eyes. She lifts herself up slowly, angrily she turns slowly looking at him.

ROGUE  
Your right.  
(removes one of her gloves)  
(MORE)

ROGUE (CONT'D)

So lets make things a little more interesting.

The two approach each other slowly.

Creed and Trask stand quickly, fists raised. They both move on either side of Angel, he keeps his head on a swivel. The two men attack. Angel blocks one with his wing while engaging the other. Using his wings in his attack.

Rogue side steps one of Lang's punches, grabbing his wrist as it pass by her face. His wrist darkens slightly, then she lets go. Lang stumbles backwards, holding his wrist.

DR. STEPHEN LANG

Wha... what did you do to me?

Rogue performs a series of martial arts combinations, looking like a pro.

ROGUE

(smiles)

Made things interesting.

Lang's eyes widen. He approaches her cautiously then they begin. Spinning and moving their combinations are so fast it looks like art. Until Rogue lands a punch against Lang's throat, he stumbles pack struggling to breath. Rogue runs forward, jumping she slams her fist into his forehead. He falls backwards on his butt, he tries to stand. Rogue performs a roundhouse kick, knocking him out.

Angel sends Trask flying backwards with his right wing, he hits the ground hard, becoming unconscious. Creed jumps on Angel's back, Angel shakes his head amused taking to the skies. They fly up rapidly, Creed is holding on tightly freaking out. Eventually he loses his grip and falls backwards, screaming out. Angel hovers in the air for awhile watching Creed fall, amused. Finally he flies downward towards Creed, he grabs him and they keep going down, hitting the ground. Creed lays there unconscious.

Angel and Rogue walk over to the briefcase. Rogue kneels, rolling the dials till it clicks open.

ANGEL

How did you know the code?

ROGUE

(looks over at the doctor)

It was in his memories.

She looks back at the case, inside is a syringe with clear liquid. She takes it out, looking at it closely.

ROGUE (CONT'D)

Hard to believe something so small  
could cause so much violence.

ANGEL

There are many things in this world  
that could be viewed in such a way,  
Rogue.

Rogue nods as she hides the liquid inside her jacket.

ROGUE

(standing, she faces  
Angel)

Lets go help the others.

Angel nods, taking hold of Rogue, they fly upward.

EXT. SOMEWHERE IN EGYPT

Cannonball stumbles back into a wall, Dark Beast stands in  
front of him.

DARK BEAST

I thought you X-men had more brass.  
Disappointed.

Cannonball frowns, he places his foot against the wall,  
prepping for rocketing forward. Dark Beast notices it.

DARK BEAST (CONT'D)

Bring it on kid. I'm on to your  
little tricks.

Cannonball rockets forward as Dark Beast is about to catch  
him, Cannonball stops, sliding right between Dark Beast legs.  
Standing quickly, before Beast can react he grabs him by the  
shoulders slamming him into the ground. While still dazed,  
Cannonball grabs both hands on Beast back. Then rockets  
upward, smashing into a few buildings with Beast. Eventually  
he lets go of him and Beast falls to the ground and doesn't  
get back up.

EXT. CAIRO, EGYPT

All the X-men arrive at Apocalypse position. Angel lands with  
Rogue and Cannonball crashes into the ground near them.

APOCALYPSE

You think you can defeat me?! Me!  
Come, I'll show you the error of  
your ways.

Something rockets forward out of the sky behind Apocalypse position. Bishop wielding a giant hammer smashes it into the back of Apocalypse head sending him flying forward.

The X-men duck as he smashes into a few buildings behind them. They all turn looking at the man who has just landed in the ground in front of them. Logan and Rogue walk forward to greet the man followed by Cable.

WOLVERINE

Bishop. Its been a long while.  
(shakes Bishop's hand)

BISHOP

(nods)  
Indeed my friend. Wish it was on better circumstances.  
(turns to Rogue)  
Still got that white highlight I see.

ROGUE

(smiles)  
Of course!  
(hugs Bishop)  
I've missed you.

BISHOP

(smiles)  
And I you, Marie. But lets not waste time on pleasantries. I'm here to stop him.  
(points his hammer in Apocalypse direction)

CABLE

Are you to be the god of thunder then brother?

Bishop looks at Cable intensely.

BISHOP

Of course not! I thought it might make for an intriguing entrance.

CABLE

(nods)  
Ah and the god of thunder of course knows all about that

The two men stand face to face, silent, intensely. Then they start to laugh embracing as brothers.

CABLE (CONT'D)

I was starting to wonder if you'd ever show.

BISHOP

Come now. You didn't really think I'd miss this did you?

Cable shakes his head. Sounds of roaring.

All the X-men turn to watch as Apocalypse lifts himself from the rubble, towering over them he roars angrily. He takes one step forward, the ground shakes around them, he takes another. His eyes glow brighter with anger.

Logan turns to the others.

WOLVERINE

We're going to have to do this as a team. Understood?

The X-men all nod, turning to look at Apocalypse. Angel immediately takes to the skies, his metal wings outstretched. Nightcrawler disappears and Cannonball rockets forward.

Cannonball slams into Apocalypse chest sending him stumbling back a few feet. Nightcrawler reappears on Apocalypse shoulder kicking him then disappearing as Apocalypse turns to strike then reappearing somewhere else, striking again.

In the air Warren sends metal feathers flying at Apocalypse. Apocalypse roars in anger, using his arm to shield himself from them.

A bright light appears, blinding Apocalypse, he stumbles around trying to shield his eyes. Dazzler stands a few yards below on the ground sending out bright rays of light. Jubilee and Laura stand near her as bodyguards.

Suddenly Apocalypse disappears reappearing a few yards away. Nightcrawler disappears and reappears on his shoulder but this time Apocalypse sends his fist sending Nightcrawler flying backwards dazed. Warren acts quickly barely catching him before he hits the ground.

Wolverine looks to Cable and Bishop.

WOLVERINE (CONT'D)

Throw me!

The two men look at each other then nod. Bishop stands on one side and Cable on the other. Both take hold of Wolverine as his claws come out quickly.

They lift him, spinning around until they finally release him. He flies right at Apocalypse, roaring.

Apocalypse turn to see him, raising his hand he uses telekinesis to stop him in midair then brings him in quickly catching him. He starts to squeeze as Wolverine cringes in pain.

APOCALYPSE

Weak! You are nothing to me! A  
slave and I am the master! You  
cannot defeat me!

WOLVERINE

(cringing in pain)  
We can try.

Cable raises his gun on his arm aiming it at Apocalypse, he fires.

Hit its mark it hits Apocalypse in the head. His head flies backwards then comes forward, during this he drops Wolverine.

Laura X, Jubilee, and Bishop all charge to aid Wolverine. While Cable continues to fire at Apocalypse.

Stopping a few yards from him, Jubilee begins to send forces of plasma energy at Apocalypse hitting him again and again. He struggles taking a few steps backwards.

Apocalypse roars in anger sending strong energy at her. Jubilee's eyes widen, at the last minute Bishop jumps in front of her catching the energy and sending it back towards Apocalypse. He flies backwards and all the buildings behind him crumble.

Wolverine and Laura X rush forward claws drawn, they begin to attack him as one.

Rogue and Gambit lock at each other.

GAMBIT

(grinning)  
Shall we join them love?

Rogue rolls her eyes rushing forward.

Apocalypse instantly stands, rising upward, hovering in the skies.

Angel watches from above. Apocalypse looks towards him in great anger.

## APOCALYPSE

I blessed you with a great gift.  
And you betray me Death? Do you not  
see the blessing I have bestowed  
upon you?

## ANGEL

Blessing? Or curse? You may have  
changed me but it is you who will  
soon fear death.

Bishop, Dazzler, Cannonball, Wolverine, Rogue, Gambit, Laura, Jubilee, and Nightcrawler all stand side by side. They look amongst themselves, nodding.

Rushing forward Bishop catches Apocalypse energy attacks sending them flying backwards at him. Jubilee sends blasts of plasma energy at him repeatedly. Wolverine and Laura leap forward climbing up Apocalypse striking him constantly as they make their way upward. Dazzler sends strong rays of light trying to keep him blinded. Rogue stands next to her wielding a machine gun, fire rapidly at Apocalypse. Angel sweeps around Apocalypse head going in for accurate strikes, avoiding his punches. Nightcrawler is disappearing and reappearing all over Apocalypse head and shoulders, punching him. Cannonball is constantly leaping forward crashing into Apocalypse sending him stumbling back a few feet. He continually is repeating this. At his feet Gambit stands, cards in his hands, his eyes glowing bright. Touching the cards in his hand the energy spreads from them, he sends them flying upward at Apocalypse. The cards hit various spots sending blasts of energy.

Cable stands behind the group firing repeatedly.

The X-men look to be gaining the upper hand but then Apocalypse roars. Sending out a huge blast of energy that sends all the X-men flying backward. Knocking down any remaining buildings still stand in within a mile radius.

## APOCALYPSE

Your attacks are meaningless! I am  
Apocalypse! The first! My body is  
made of celestial armor! You cannot  
defeat me!

He stretches his hand outward lifting the team of X-men raising them all into the air. A half circle before them, he grins.

Below Juggernaut appears through the rubble, he looks upward at Apocalypse in awe and fear, seeing the X-men. He turns to go but stops, shaking his head.

Rushing forward at great speed Juggernaut leaps over rubble and crushed cars. Landing on one he takes a final leap, aiming his helmet at Apocalypse crotch. Hitting his mark he lands on the ground below and looks up to watch.

Apocalypse doubles over flying backwards.

The X-men fall to the ground, landing hard. They struggle to get up. Wolverine notices Juggernaut starring at them. He walks over with Bishop.

WOLVERINE

What are you doing here? I thought you wanted this?

JUGGERNAUT

Once, maybe. But not like this.  
(gestures to all the  
destruction)

I am a servant of Cyttorak. And I will not be forced to submit under the rule of another.

Juggernaut turns to go.

WOLVERINE

(yells out)  
Wait!

Juggernaut stops, looking back at him.

WOLVERINE (CONT'D)

We could use your help. He's too strong.

JUGGERNAUT

(laughs)  
Do not take this one act of pity to literal. I hate you and your team. We aren't friends. This was a one time favor.

He turns walking away but stops, looking back at them.

JUGGERNAUT (CONT'D)

Good luck.

Wolverine and Juggernaut share a nod. Juggernaut turns running away then leaping, disappearing from view.

Wolverine turns looking at Apocalypse.

WOLVERINE

Apocalypse is too strong for us. We need a better plan.

CANNONBALL

(falls to his knees)

What's the point? The dudes are badass. We can't win.

CABLE

(steps forward, placing a hand on Cannonball's shoulder)

Have faith my friend. Faith in yourself. Faith in what we can accomplish together. As a team.

BISHOP

(nods)

Apocalypse has always been the hardest thing we've ever faced. You can't defeat him with brute force.

ROGUE

Then how do we defeat him?

CABLE

By being smarter than him.

The others look amongst themselves covered in sweat and dirt. They look tired and worn out. Wolverine walks up to Nightcrawler.

WOLVERINE

Kurt, where do you go when you teleport?

NIGHTCRAWLER

(confused)

I don't understand. What do you mean?

WOLVERINE

(makes hand gestures)

You're here. You disappear. Then reappear here, a short while later. Where do you go in between?

NIGHTCRAWLER

(eyes widen)

A darkness. An empty void.

CABLE

(nods)  
A dimension.

Logan looks back at Cable then back at Nightcrawler.

WOLVERINE

Do you think you can take  
Apocalypse there?

NIGHTCRAWLER

(hesitation)  
Yes. Possibly. But I'll need a  
distraction. It will take a lot of  
energy for me to teleport him. Try  
and get him smaller.

Logan nods, looking at the others. Sounds of roaring behind them.

Something dark leaps into the sky, his appearance is blinded by the sunlight. Landing amongst the X-men, its Apocalypse, he roars again.

The X-men scatter, looking up at him.

WOLVERINE

(yells at the X-men)  
We need a distraction!

Gambit and Rogue are near Apocalypse right side. He looks over at her, her hair is dangling in front of her face, he smiles.

GAMBIT

You really are beautiful, Mon  
amour.

Rogue looks at him confused. He leans forward gently placing his hand on her face, he kisses her passionately. They share this moment for a bit before he separates from her touch. Her eyes are closed by slowly open as she stares at him.

GAMBIT (CONT'D)

(smiles)  
Do not lose that fire within you  
Mon amour. It suites you.

He stands slowly, Rogue stares up at him in confusion. Gambit walks forward slowly, his eyes getting brighter and brighter. His hands start to glow, the energy spreads along his staff covering it. Gambit then rushes forward leaping he slams his staff straight down into the sand, sends him rocketing upward.

All the X-men watch as Gambit flies upward towards Apocalypse.

Apocalypse turns to see Gambit flying at him, he grins evilly. Gambit grins to, wielding his staff above his head in both hands, in slow motion he brings it downward towards Apocalypse head. A blast of bright energy.

The X-men shield their eyes. When it fades, Apocalypse is on his back but Gambit is gone.

Rogue stands quickly, rushing forward she falls to her knees.

ROGUE  
(in anguish)  
No!

The others stand slowly. Shaking their heads in disbelief.

Rogue lowers her head, tears in her eyes, she's shaking. But then looks up, pure anger in her eyes. Standing slowly she walks over to the others. She stretches her hand out into the middle of them. They look at her in confusion.

WOLVERINE  
Rogue what...

ROGUE  
(shakes her head)  
Touch me. All of you.

They look amongst themselves in confusion.

ROGUE (CONT'D)  
(struggles to remain calm)  
Please.

Cable nods stepping forward he places his hand above hers. Wolverine does the same. Soon the entire teams has their hands on top of Rogues. She closes her eyes looking upwards. Tiny veins darken on the others as energy flows into Rogue. She drops her hand, opening her eyes she looks at the group.

ROGUE (CONT'D)  
For Gambit.

She turns rushing forward towards Apocalypse. He is now standing to face her.

APOCALYPSE  
You send a little girl to fight  
your battles! Is she to be David  
and I Goliath?  
(MORE)

APOCALYPSE (CONT'D)  
(laughs)

Rogue ignores him, teleporting then reappearing on his shoulder. She blasts him with plasma energy then disappears. Apocalypse roars in pain, sending rubble flying at Rogue as she appears below. A piece of a car skins the side of her face, she turns then looks back at Apocalypse, it heals. His eyes widen in surprise. She leaps forward dodging his attacks. Eventually she stands on top of his head, gripping it with both her hands, she closes her eyes. Yelling Rogue squeezes tighter. Apocalypse roars in pain, his appearance constantly changing as he gets bigger and bigger then shrinking smaller and smaller sometimes his body bends oddly like a rubber-band. Until finally he is the size of a normal man who falls to his knees. Rogue releases him, stepping backwards.

The other X-men stare at her in awe and fear. Rogue looks up at them, breathing hard.

ROGUE  
Kurt, now!

Nightcrawler nods stepping forward. He bends over placing a hand on Apocalypse, he looks back at the others who give him an encouraging nod. He disappears.

INT. DIMENSION

Nightcrawler reappears in a blackness, he releases Apocalypse. Apocalypse drifts backwards deeper into the darkness. By now he starts to wake.

APOCALYPSE  
(roars out)  
This is not over! I will return!

Nightcrawler disappears leaving Apocalypse roaring in the darkness drifting farther and farther away.

EXT. CAIRO, EGYPT

The others stand together, Nightcrawler appears before them, he nods. They all let out a sigh of relief.

WOLVERINE  
Its finished. We've done it.

ROGUE  
(looks at Wolverine in  
anger)  
(MORE)

ROGUE (CONT'D)

At what cost? We've saved the humans at the expense of one of our own. Why? They still hate us. Fear us. So why? What did it achieve?

WOLVERINE

Rogue...

(reaches out to her)

We both know things were always going to get worse for our kind before they got better.

ROGUE

(waves his hand away)

You a fool, Logan! Things are never going to change. And they never will. No matter what we do. Who we save.

(turns away, eyes watery)

The sacrifices we make.

(looks back at him, angry)

None of it matters!

WOLVERINE

Please, Rogue. Just give me a chance. I can lead us in the right direction. One of peace, where we can live away from persecution and hate.

ROGUE

Once you intrusted me with your memories. I saw your pain. Bore it. What Trask could have done to us. The brothers and sisters we lost. Beast. The professor. Storm. So many mutants.

(sighs)

Go ahead Logan, lead the X-men.

(turns her back on him)

But you do it without me.

Rogue steps away from the group, walking away from them.

WOLVERINE

Rogue, wait! Please!

ROGUE

(stops)

I wont protect the humans when they condemn my kind. I'm sorry Logan but this is goodbye.

(MORE)

ROGUE (CONT'D)  
(she looks back, tear  
drops from her eye)  
Goodbye.

She then turns walking away. Logan watches.

WOLVERINE  
Rogue! Please!

Cable steps forward, grabbing Wolverine's shoulder, he looks back at him.

CABLE  
Let her go Logan. Let her go.

Cable releases Logan, who watches Rogue as she teleports away.

EXT. CREED'S JET

Logan, Laura X, and Warren walk up towards the plane. Creed and Trask are still unconscious where Warren left them. The doctor is a few yards away still passed out.

WOLVERINE  
(points at Creed)  
Take him.

Warren nods stepping forward he lifts Creed over his shoulder. He and Logan turn to go. Laura looks back at the others.

LAURA X  
What about them?

WOLVERINE  
Let the Egyptians deal with them.

The mutants walk away.

As Trask and the doctor start to wake from unconsciousness, Egyptian guards arrive. Both men raise their hands in surrender as the Egyptians take them in to custody.

EXT. WHITE HOUSE

A crowd of reporters and members of the press stand in front of the white house. A row of secret service agents stand on the stairs keeping them back.

The president of the United States steps up to a podium, starring out into a vast sea of faces.

They murmur amongst themselves, fear on their faces. He raises his hands to silence the noise.

PRESIDENT  
Quiet! Please, be quiet.

The noise of the crowd slowly starts to fade. He lowers his arms, coughing slightly to clear his throat.

PRESIDENT (CONT'D)  
I know there are a lot of questions that need answering. Rumors buzzing around. Unnecessary fears...

REPORTER 1  
(interrupts)  
Unnecessary you say?  
(looks around the crowd)  
The tell us...  
(looks back at the president)  
...what is so unnecessary about our fears? Are we not right to be so scared when chaos reigns down upon us? I mean we all saw what happened in Egypt.

The president sighs lowering his head. Members of the press begin to whisper in hushed voices throughout the crowd. The president shakes his head gathering himself. He looks up with a fire in his eyes.

PRESIDENT  
Listen to me here! Now! I'm going to set a few things straight...

REPORTER 1  
(interrupts)  
Then tell us! Tell us what exactly happened in Cairo?

REPORTER 2  
(nods)  
Yes! I'm sure all of us here would like to hear the real story. Not the run around you've been giving us. In fact, were mutants involved?

The crowd stretches their mikes towards the president, awaiting his answer. He sighs, looks back at a man, Logan. Logan gives him a firm nod, the president nods, looking back at the crowd. He appears tired as he reaches up to mess with his tie, loosening it.

PRESIDENT  
(nervous)  
Yes...

The crowd bursts into noise, shouting loudly, their fear clearly showing. Raising his hands the president tries to settle them down.

PRESIDENT (CONT'D)  
Please! Please! Listen to me!

REPORTER 2  
Why? Why should we?

The crowd roars with agreement. Logan steps forward out of the shadows.

WOLVERINE  
(roars)  
Silence! Shut up and listen to what the man has to say!

The crowd instantly becomes quiet. The president nods, thanking him for his assistance.

PRESIDENT  
Listen to me. If we continue down this road we're on, living day to day in fear.  
(pauses)  
It is my deepest fear that this war will never see its end.

REPORTER 3  
Begging your pardon, sir. But are you trying to say we are at war?

REPORTER 2  
Indeed, that is a question with an answer I'd very much like to hear. A war with whom I wonder, Mr. President?

PRESIDENT  
Yourselves!  
(pauses)  
This war is not one fought on the fields of battle. It is a war being fought everywhere and nowhere. It is being fought in our cities, our homes.  
(pauses)  
In the very depths of our hearts...  
(MORE)

PRESIDENT (CONT'D)

that, that is where you will find the origins of this war. Controlled by fear, we let our hearts be filled with hate. Hate towards a species that does not deserve such persecution.

REPORTER 1

Persecution? Sir, these people, have uncontrolled power. Unchecked. Begging your pardon sir but if we look at the past few years...

(looks around then back at the president)

...things are worse than ever. The incident in New York. The attack on Alcatraz. Are you seriously trying to excuse all that? Defend it? Defend mutants?

The crowd shuffles forward, mikes outward. The president is about to speak but stops in hesitation.

REPORTER 2

No reply sir?

(pauses)

Hmm, maybe we should be asking these questions to your opposition, Mr. Creed. After all, at least he has humanity's best interest at heart.

The crowd murmur and nod in agreement.

REPORTER 2 (CONT'D)

Its men like him, men like Bolivar Trask and Colonel William Stryker that have humans best interest. Hell even Senator Kelly supported the Mutant Registration Act.

The crowd nods in agreement.

PRESIDENT

What you say holds some truth to it. But here are some facts you may not be aware of. Stryker was a rogue asset that was bent on starting a war. He fanned the fires personally to start this war. As for Senator Kelly we all know how he eventually changed his views on the matter of mutants. And Trask...

(shakes his head)

(MORE)

PRESIDENT (CONT'D)

...Trask was insane. If he had his way, humans and mutants alike would have been brought to their knees.

(pauses)

Creed is no better. Yes, I know he's made promises. But all of these are false. Lies to get you to put blind faith in him.

The crowd attempts to protest and argue but the president raises his hands to silence them.

PRESIDENT (CONT'D)

Now you asked if I defend the mutants.

(pauses)

The simple answer is no. But I'm tired of this back and forth debate. So I'll let someone else plead their case...

(turns, gesturing to Logan)

...I give you Logan. The leader of a team of mutants. Specifically ones that were involved with the incident in Cairo.

The crowd takes an uneasy step backwards as Logan steps up to the podium, he smirks.

WOLVERINE

I look out into this crowd and see faceless people. In your hearts, you've let hate and anger take root. A hatred so strong and an anger so blind that its led to the deaths of hundreds of my people...

REPORTER 3

(rudely interrupts)

Your people? Excuse me if I sound harsh sir. But what about our own people?

WOLVERINE

Your people...

(struggles to control his temper)

Listen, bub, where were your people when my brethren fought our own to defend Alcatraz? Or the Sentinels? Or stormed Stryker's compound. You speak as if you know what's happening out there but you don't.

(MORE)

WOLVERINE (CONT'D)

Your blinded by you hate, unable to see what's really going on. This war has had great costs on both sides. The blood of mutant and human alike spilled.

(shakes his head, sadden)

...So much blood.

REPORTER 1

Excuse me, sir. But its just... your kind... we just can't trust them.

WOLVERINE

(roars)

And we can't trust you! You can't trust us because you can't control us. I'll let you in on a little secret, you never will. Mutants have fought and died for your species. Why?

(shakes his head)

Its a question I ask myself everyday.

(shakes his head)

We do not wish to be hated or ridiculed. Forced to live in fear. No! My team, the X-men, we fight to keep the balance. Insuring that both sides stay under control. I've fought in a lot of wars. Seen a lot of good people die. Friends. I'm tired of fighting. I'm tired of this war.

REPORTER 2

(rudely)

Who says we need to be under your control?

WOLVERINE

(laughs harshly)

Humans.

(shakes his head, points out into the crowd)

Listen to my words or not, mutants are here to stay. The only question that remains is can we learn to coexist? If not, what chance do you have if my team refuses to step in and keep the balance?

The crowd murmurs and looks amongst themselves nervously.

WOLVERINE (CONT'D)

If my words go on deaf ears I swear  
this to you. This war will not end,  
more blood will be spilled.

(looks down sadden,  
mumbles)

Blood on both sides.

(looks up, speaks  
intensely)

There will be no winner in this  
conflict, I can promise you that.  
Both sides will lose. More than  
either is willing to bare.

Logan steps away from the podium, the president walks up to it. Logan walks towards the stairs, walking down, he makes his way past the secret service agents. The crowd separates as Logan walks through them. All eyes are on him watching as he walks away. Logan hands are clenched into tight fists, the whites of his knuckles showing, he walks with determination ahead, never looking back.

INT. XAVIER'S SCHOOL FOR THE GIFTED - KITCHEN

Logan sits in a chair smoking a cigar while he stares out the window. He appears to be deep in thought when sounds of footsteps entering behind him.

CABLE (O.S.)

Caught your speech on TV. It was  
good.

(pauses)

A little intense but good.

Logan turns looking at Cable as he walks across the kitchen taking a seat in front of him. Logan smokes his cigar, removing it he lays it on the table. The two men stare at each other for awhile in silence.

CABLE (CONT'D)

(looks out a window)

Pity though...

(looks at Logan)

...your words wont matter. The  
humans wont be so easily swayed.  
Its easier to hate something than  
to love it. Easier to have fear  
than to have faith. To condemn  
rather than to forgive.

WOLVERINE

(nods)

You might be right. Either way it  
needed to be said.

Cable nods in agreement as Logan turns looking back out the window. He rubs his chin, looking back at Cable.

WOLVERINE (CONT'D)

We shouldn't have let Rogue walk  
away.

CABLE

(sighs, leaning forward)

Logan, Rogue is...

CUT TO:

INT. BATHROOM - SOMEWHERE IN LOUISIANA

Rogue is standing in front of a mirror, using a pair of scissors to cut her hair.

CABLE (V.O.)

...hurting. She's lived in a world  
that's hated her for so long. Give  
her time, she'll come back.

As Rogue cuts the last of her hair in the back it reveals a freshly done tattoo, an ace of diamonds. She stares into the mirror, her white streaks whiter, going down to the tips of her hair on both sides of her face. Rogue turns to exit the bathroom sporting a yellow shirt and long green leather jacket.

EXT. BATHROOM - SOMEWHERE IN LOUISIANA

Outside Rogue gets onto a bike, pulling on some gloves she steps on and drives off.

BACK TO:

INT. XAVIER'S SCHOOL FOR THE GIFTED - KITCHEN

Bishop walks into the kitchen, Logan and Cable look over at him. Bishop gives Cable a nod.

BISHOP

Its time to go brother.

Cable nods, looking back at Logan both men stand and shake hands.

CABLE

Its been interesting Logan. Good luck.

WOLVERINE

(nods)

Yeah. You to... cyborg.

Cable looks at him for a moment then the two men share a grin. Cable walks out of the kitchen followed by Bishop.

INT. XAVIER'S SCHOOL FOR THE GIFTED

The other mutants come to say their good-byes to Bishop and Cable then watch as both disappear.

INT. XAVIER'S SCHOOL FOR THE GIFTED - KITCHEN

Laura walks in to see Logan still sitting in the chair, cigar back in his mouth.

LAURA X

So what's next?

Logan turns to look at her, a smirk on his face.

WOLVERINE

You and I have a matter we need to tend to.

EXT. SKIES

The X-men jet is flying over the Canadian mountains. Woods past below them as the fly.

INT. JET

Inside Logan leads a roaring Creed to the back of the Jet. He turns looking back at Laura who hits a button opening the Jet. The wind is severe as it blows into their faces.

GRAYDON CREED

You haven't won anything! One day I will destroy all of you! I swear it on my life.

WOLVERINE

(laughs)

I think you have other things to worry about. Good luck, bub. Your going to need it.

He throws Creed out of the plane, Creed screams in fear as he flies backwards past the jet.

Laura pushes the button closing the jet. She walks up to Logan shaking her head in amusement.

LAURA X

How can you be sure he wont come back?

WOLVERINE

(smiles)

Trust me, he wont.

EXT. SKIES

Creed is spinning through the air heading towards the ground. He struggles to pull the pin on his parachute. Eventually he does rising upward before slowly heading towards the ground.

EXT. CANADA

Creed lands, he struggles to remove his parachute. When he does, shivering he looks around, notices a cabin on the ridge. He slowly trudges through the snow towards it.

Arriving he slowly opens the door, a glow of a fire shines on his face. He rushes in.

INT. CABIN - CANADA

Inside Creed rushes over to the fire rubbing his hands quickly trying to get warm. Behind him there is a sound of a nail scraping against wood. Creed's eyes widen as he slowly turns.

Sitting in the shadows is a big man, he leans forward grinning, its Victor.

VICTOR CREED

I here you've been causing a great deal of trouble. Threatening mutants and all that.

Creed attempts to protest, fear on his face.

VICTOR CREED (CONT'D)

(stops him)

Enough! I think its time I taught  
you a lesson or two.

(chuckles)

After all, every son needs a  
father.

Victor jumps forward, roaring. Screams.

FADE TO BLACK.

SHOWS THE NAMES OF THE MAIN CAST MEMBERS, AFTERWARDS A CLIP  
APPEARS.

FADE IN:

EXT. STREETS OF LOUISIANA - NIGHT

A man wearing a long brown trench coat is whistling a canjun  
tune. In his hand he's twirling a staff, he stops and turns.  
His eyes glowing pinkish red, a big grin on his face.

GAMBIT

Come on. I thought you already  
knew, a mutant never truly dies.

Gambit turns running forward, energy covers his staff as he  
slams it into the ground sending him rocketing towards a fire  
escape. He separates his staff into two pieces, slamming them  
into the wall as he climbs, flipping over the top,  
disappearing from view.

FADE TO BLACK.

WORDS APPEAR "STAY TUNED TILL AFTER THE CREDITS"

CREDITS.

FADE IN: Ending clip.

EXT. NEW YORK CITY - NIGHT

Crowds of people are walking around in time square. All of a  
sudden a void appears in the air, some people run in fear. A  
woman dressed in red drops from the sky. Beside her lands a  
slender slightly shorter girl. Looking up, its Jean and Hope,  
both stand slowly.

Sharing a smile, they pull red hoods over their heads, then walk into the crowd, disappearing amongst the moving people.

FADE TO BLACK.