

# **X - MEN**

## **ALPHA**

The Age of Apocalypse

Based on characters created by Marvel©  
Adapted from the Age of Apocalypse Comic Book Series

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**BLACKNESS**

The cinema screen fills with the vast FOX STUDIO LOGO and we pause on the image as the music fades into an eerie rumble. The camera begins to CLOSE IN on the 'O' of 'FOX' until we have ZOOMED right in and are entirely engulfed by darkness.

The screen FADES IN to an AERIAL SHOT of Egypt at dawn as the music begins to grow in volume and the CAMERA FOCUSES on a solitary PYRAMID in the distance.

A subtitle key appears at the bottom of the screen:

**FIVE MILLENIA AGO**

The CAMERA PANS down with increasing speed to the PYRAMID and we PHASE through the walls of the ancient monument into the dark tunnels and caves hidden within the crumbling structure.

1 **INT. PYRAMID - TUNNELS - DAWN**

1

MOVING SHOT as the CAMERA slowly PANS through the dark tunnels following the uneven surface of the ground. The music has faded to all but a distant drone and the dripping of some unknown liquid echoes menacingly in the darkness.

The CAMERA pauses as we enter a LARGE CHAMBER at the end of the tunnel and we FOCUS on a SHAPE sticking out from the ground. The sun begins to rise beyond the battered bricks and small beams of light shine down into the chamber through cracks in the ruined walls.

We are unable to discern the details of our surroundings until more distinct rays of light burst into the chamber and slowly illuminate the shape which has remained in FOCUS; a deformed and decaying human arm with the wrist bent downwards and fingers contorted.

The CAMERA PULLS BACK to reveal thousands of dead and decomposing bodies littering the ground, their flesh and bone ravaged and rotten as young and old lay lifelessly together in a brutal tomb of death and decay.

We PAN through the remains, moving slowly over severed limbs and tortured faces until a slight jolt catches our attention. The CAMERA stops and FOCUSES on a section of the deceased ground as another jerk forces a stir on the surface.

(CONTINUED)

SLOWLY ZOOM IN - No further movement occurs until BANG! - An arm bursts through the bodies. The lifeless vessels begin to topple as another arm appears and begins to clear a path. A head emerges and a loud gasp of breath echoes through the chamber as the figure uses all available strength to pull itself out from underneath the dead.

The FIGURE manages to free itself and topples over in a heap, visibly weary from pain and discomfort. He rolls over onto his back and lays outstretched as the stuttering vapour of his breath becomes the only movement in the stillness of the chamber.

The body begins to stir, slow and pained. With great difficulty the FIGURE succeeds in raising its upper body to be sat awkwardly upright. His arm is raised and comes to rest on the head of the defeated body.

CLOSE UP - The FACE belongs to an old man, grey in colour and temperament, skin folding and eyes the key to a thousand tales of horror and brutality. Blood has seeped and dried from a wound above his eye as his aged skin is covered by dirt and death.

He looks around him and at the surrounding hell borne from hate, shaking his head with grief as his brows furrow and his eyes fill with salty tears.

FIGURE

Let the Gods hurl the dessert at me, let the earth  
try to bury me in its massy grip. I am the glory of  
Egypt, I am the rightful King, and  
Tut cannot be rid of me so easily...

He looks up above him at the darkness of his prison...

FIGURE

Let the Gods come...for I am Ozymandias!

We PAN BACK to reveal more of his surroundings. To either side of him, far into the distance, lay mangled corpses. OZYMANDIAS slowly looks about him, squinting his eyes and straining his mortal sight. We FOLLOW his gaze and stop at a pile of rocks not too far in front of him.

CLOSE UP - Suddenly the rocks begin to move.

FLASH CUT BACK - OZYMANDIAS'S eyes widen.

(CONTINUED)

CLOSE UP on the pile of rocks as they jolt once more and small fragments of stone begin to topple from the summit.

VOICE  
(From under the rocks)  
N...Nur...?

OZYMANDIAS is now on his feet and weakly moving towards the rocks, struggling to keep his footing and balance as every step affirms the cruelty of mans quest for power.

He slips and falls to the lifeless floor in a heap of uncontrollable remorse. OZYMANDIAS'S sobs echoe through the stillness of the chamber when BANG! - an arm bursts through the rocks.

OZYMANDIAS  
Son!

He grits his teeth with determination and with all remaining strength and love, drags himself towards the only evidence of his own existence, his trapped and tortured son.

He reaches the rocks and with great haste and purpose begins to lift and throw the rocks aside, snatching and clawing at the stones, desperate to free his fading progeny.

OZYMANDIAS  
No...It cannot end now...I refuse to let it...

CLOSE UP on the pile of rubble as with every shifted rock a figure begins to form in the dirt. The last stone thrown aside reveals a bloodied body, pale in skin with dried blood coating his form like a second skin.

E.C.U. - On the uncovered figures face - His lips are dark and strange markings cover his chin. With eyes barely open to the reality around him, he acknowledges his saviour, his creator and last hope. A final rock lays atop his torso and he winces from pain and discomfort.

He looks up at his father...

FIGURE  
(Weakly)  
Father...I think I'm dying. You...always taught me  
of survival of the fittest...well...  
nature has tested me...and I have failed.

(CONTINUED)

OZYMANDIAS is visibly distraught at the pain his son is experiencing and starts to push at the large rock, heaving and spluttering with grand efforts of a man possessed. The stone begins to sway and with a supreme effort topples to one side off his son. OZYMANDIAS stoops over and caresses the figures face with overwhelming tenderness and love.

OZYMANDIAS

Son, you must live...You still don't understand do you?  
You are the strong...you...you my son...must be the whip that  
fells Rama-Tut.

The FIGURE stirs.

FIGURE

I - urk - was to be a saviour then? Ha! A saviour  
hated and feared by his own people.

OZYMANDIAS

(Comforting)

Hush...you are delirious with pain. Waste no thought  
on the concerns of the weaklings.

FIGURE

But -

OZYMANDIAS

(Wiping the FIGURES brow)

Be still - the blood is in your lungs.

CLOSE UP on the FIGURE -

FIGURE

I...will not let you down, father. I will...be strong.

OZYMANDIAS tends to his son, bandaging wounds and setting broken bones, offering what minimal relief and reassurance he can. His son is barely conscious but their affection towards one another is sublime, beauty in a place of true terror.

OZYMANDIAS

You should not be alive and yet you are...perhaps  
there is hope. We have always lived in the tribe  
by survival of the fittest...it is the only thing that  
kept us from oblivion in this harsh world.

The frail father has done all he can to mend the state of his injured prodigy and looking around his feet, he commences gathering dried clothes, placing them in a pile to his side.

(CONTINUED)

He picks up two small rocks and instantly crashes them against one another as the sound deafens throughout their hell. A spark flies off one of the stones and the dried clothes catch on fire as the two proceed to sit together in the glow of flames, at one with the shadows.

OZYMANDIAS

In this tomb the hopes of the people of the sands  
may die, then Rama - Tut will truly be like unto a God,  
for he shall have crushed us to dust and scattered us  
back to the sands we came from.  
This cannot be allowed.

The FIGURE has acknowledged the importance of what his father is saying, the gravity of their situation and what measures must be taken to prevent further atrocities. He raises himself to rest on his elbow and looks far into the engulfing darkness.

FIGURE

It won't be. Even now, sire, I feel a stirring inside me.

CLOSE UP on FIGURE.

FIGURE

I have seen the cryptic visions of the eye  
of the ages. No more shall I be whipped and hunted.

E.C.U. on the FIGURES face as a sinister smile spreads across his dark lips.

FIGURE

We will no longer have to run, father. We shall rule.  
and the pharaoh will tremble, only the fit will  
survive my arrival.

**BEAT!**

CUT TO:

2 **INT. PYRAMID - TUNNELS - NIGHT**

2

The glow from the torch OZYMANDIAS has fashioned is the only source of light now the sun has retreated for another lonely night. Shadows grow around them, stretching high up on the walls of the tunnels, forming their sole silent companions. The father bears the burden of his sons weight as they trawl through the tunnels searching for a means of escape, tired and weak.

CLOSE UP on the two men -

(CONTINUED)

FIGURE

We have been searching these passages for a week...with no food or water we will soon die if we do not find the surface.

OZYMANDIAS

The cave in has buried the way out...we must find another route.

We follow their weighted steps and together reach a fork in the tunnel.

OZYMANDIAS

There should be one around this bend.

They turn and disappear around the bend. We follow them slowly only to reveal through an OVER THE SHOULDER shot all that greets them is another dead end as their bodies droop demoralised and defeated, swaying to the side and coming to rest on the wall of the tunnel.

OZYMANDIAS

Nothing! Another dead end!

FIGURE

(Angered)

All this is a dead end!

The SON is furious, maddened by their overwhelming struggle and quest to find freedom. He reaches down and picks up a rock from the ground and without a second thought, he launches it at the wall blocking their path and hopes.

We FOLLOW the flight of the rock as it crashes into the wall. SMASH - CLOSE UP - The rock has shattered fragments of the wall creating an opening of some form - **BEAT!**

FIGURE

What's this?

The SON takes the flaming torch from his father and slowly approaches the hole in the wall. He stands by the opening for a second, meditating, in an instant he throws the torch into the darkness of the hole and peers in.

SON P.O.V. - the torch has cast light on the contents of the hidden chamber and in the glow of flames we are able to recognise what looks like a multitude of computer terminals and technology that does not belong to this age.

(CONTINUED)

CLOSE UP on SON - he turns and looks at his father apprehensively, unable to comprehend what artefacts and secrets the chamber hides.

OZYMANDIAS

(Speaking with the voice of wisdom)

This is the secret that makes a Pharoah a God and why man bows to him...and it holds the key to your future.

We begin to view in FASHBACK as OZYMANDIAS continues his tale...

OZYMANDIAS

(continues)

The Sphinx, the guardian of Egypt, they say fell from the sky...

We are transported back in time and return to the plains of Egypt, nothing disturbing the stillness and tranquillity of the serene scene. Suddenly, high above in the sky, a bright glow appears. The light becomes brighter and the object is fast approaching the sands of Egypt, flames trailing as it comes crashing down into the cushion of the ground, sending a plume of sand into the air blocking a clear view of the object.

OZYMANDIAS (Cont'd)

...A portrait of the Gods coming back to rule...

The sand clears and we see the Sphinx, imposing its grand figure on the landscape.

OZYMANDIAS (Cont'd)

...a weak-minded notion...

Several armed guards, dressed in ancient Egyptian garbs approach the area of impact. We cut to an OVER THE SHOULDER SHOT as in front of them lays a large metallic disc, a saucer of some kind buried in the sand.

OZYMANDIAS (Cont'd)

...I saw the vessel fall to Earth and only our people saw the burning fragment that broke from it...

The guards have been trying to find a way to open the object as sweat pours from their brows in the heat of dessert. All of a sudden a gust of steam pours out from a vent in the disc and a panel lifts from the exterior of the alien craft.

GUARDS P.O.V. - the steam filters out into the air and we see inside the object - within lays a human form dressed in gold, wires and cables connecting him to countless computer terminals, a majestic sight in a time long forgotten.

(CONTINUED)

OZYMANDIAS (Cont'd)

...Inside the jewel was a man garbed and wondrous,  
broken and blind. We brought him back to our camp.  
You must be able to recognise when something powerful  
approaches on the horizon, boy. Survival depends  
on it...

The MAN has been transferred from the disc to the camp of the  
people of the sands where he is being cared for and treated  
inside a dark tent.

OZYMANDIAS (Cont'd)

...For weeks we tended to his wounds - he would have died  
if not for our charity. This man, this traveller I  
named Rama-Tut, 'The visitor from beyond the Sun'.

A solitary guard approaches the tent at dawn and pauses by the  
entrance, he looks up at the sky and following a brief  
meditation he opens the net curtain. CLOSE UP on his face as it  
is overcome by shock and fear.

OZYMANDIAS (Cont'd)

...One morning we awakened to find he had wandered  
away during the night...

We PAN BACK to reveal an empty tent with the man and his  
technology gone.

OZYMANDIAS (Cont'd)

...taking with him the strange objects we found  
in his vessel, his footsteps fading towards the  
Pharaoh's lands...

AERIAL SHOT as we witness an army of soldiers approaching the  
encampment, trudging through the sand with shoulders bend  
forward. Within minutes they have surrounded the base and clutch  
their weapons, ready and willing to carry out their leaders  
will, waiting to draw the blood of the innocent.

CLOSE IN to see RAMA-TUT stood at the front of his army,  
powerful and proud. CLOSE UP on his face as he looks down at the  
camp mercilessly, determined and wicked. His eyes narrow.

OZYMANDIAS (Cont'd)

...Tut demanded to know where his jewel lay, this we  
never revealed to him...

Roars and screams fill the air as Tuts army charge over the  
summit of the sand hill and rage down towards the camp, swinging  
their weapons and overcome by their lust for blood, ready to  
slaughter every living thing.

(CONTINUED)

OZYMANDIAS (Cont'd)

...Even when he massacred our people and enslaved  
all the survivors...

SHOTS of graphic violence and torture as the soldiers of death carry out Tut's will and massacre everything in their path - desperation etched on the camp dwellers faces - blood spraying - bodies falling - flashes of weapons - children screaming - parents dying - manic laughter - young and old perish - nothing survives as only a trail of bodies litter the ground and silence ensues as the wind carries the souls of the damned away from the scene of their inhumane demise.

OZYMANDIAS (Cont'd)

...He thought us crushed, but I had found the eye of  
the ages and in it I saw the face of the man powerful  
enough to defeat him, a man looking over thousands  
of worshipers...

We are back in the dark chamber where the two men begun their search for freedom, only something is different, something strange, something not human. In the distance we struggle to make out a vast set of stone steps ascending high into the blackness. We follow the steps until we reach the summit - at the very top, at the highest point within the structure, we are able to distinguish the shape of a throne with a figure cast in shadow sat sternly atop his Kingdom.

CLOSE UP on the figure sat on the throne - a small ray of light beams through the walls of the chamber and for a split second we are able to recognise his face - its APOCALYPSE - **BEAT!**

OZYMANDIAS (Cont'd)

...The ruler of the world...

We FADE OUT of the FLASHBACK and return to OZYMANDIAS speaking to his son by the flames of their light.

E.C.U. on OZYMANDIAS -

OZYMANDIAS (Cont'd)

It was you!

**BEAT!**

OZYMANDIAS (Cont'd)

..Whatever place he had come from, he knew of you and  
he will use all the power of his kingdom to take you.

CLOSE UP on his SON as he shudders with anger and clenches his fists with overwhelming hatred and bitterness.

(CONTINUED)

OZYMANIDIAS

(weakly)

I fear our time together nears its end...  
soon I must lie down...

He gets up and slowly walks away from his son...

OZYMANDIAS

(continued)

...and forever will I sleep.

FIGURE

(hurt and desperate)

Don't speak of death father.

The SON instantly snaps out of his vengeful lucidation and springs to his feet to help his father, who is now extremely weak and struggles to remain upright.

FIGURE

I would not have lived past infancy had you not  
saved me. I will not let you.

The SON, however, is also still weak and, unable to control his legs, he falls to the ground.

OZYMANDIAS turns and approaches his fallen prodigy.

OZYMANDIAS

Please, son, do not make this harder than it must be.  
This is the way of things. You are stronger in  
more ways than one.

OZYMANDIAS helps his son rise to his feet and looks at him.

OZYMANDIAS

Somehow your strange body has staved of death...

They continue to walk through the tunnels as OZYMANDIAS once again carries the weight of his fragile child, struggling on, with only blind love keeping him alive, a moment longer, a second more.

OZYMANDIAS

(reassuringly)

...Just a bit farther now.

They have reached a vast wall and OZYMANDIAS halts their movement as the two figures look up at the barrier blocking their path.

(CONTINUED)

OVER THE SHOULDER SHOT from behind the men as in front of them, on the stone of the wall we recognise ANCIENT EGYPTIAN HIEROGLYPHS that continue high up into the darkness.

OZYMANDIAS begins to explain...

OZYMANDIAS

Look...about us are signs of how special you are, of the glory that awaits you. Read from these hieroglyphs...

He translates...

OZYMANDIAS

...“From the sands he comes. Neither God nor Man... kingdoms bow at his feet and mankind weeps in his presence...he is *En Sabah Nur*...the first one”. You are to be my weapon against the Pharoah - my hope of tomorrow...

CLOSE UP on EN SABAH NUR as he looks up at the hieroglyphs.

EN SABAH NUR

You keep telling me of grand destiny and prophecy cast in stone...

E.C.U. on EN SABH NUR...

EN SABAH NUR

...But did you ever consider, father, that whatever person all your signs and portents speak of might *not* be your son?

We PAN BACK to reveal EN SABAH NUR stood sternly, muscles contorted and arms outstretched in front of him with fists clenched. His face is raw with anger as he looks down at the form he inhabits, his pale skin, the strange markings that cover his body and face, his cold eyes looking down at the source of all his pain.

EN SABAH NUR

Look at me! Not with the eyes of a parent - but with those of a stranger. What cruel joke has nature played here? Why was I born this way?

OZYMANDIAS

What is...is, Nur. We must take what harsh measure nature gives us...and preserve...life is a test - thus I raised you...and thus I leave you...

CLOSE UP on OZYMANDIAS as he reaches behind a rock and grabs at something out of sight, hidden by shadow. His hand slowly retracts from behind the stone... (CONTINUED)

OZYMANDIAS

...take this scarab, a fertile omen in this barren tomb...

CLOSE UP on OZYMANDIAS'S hand - he releases his fingers from their grip on the object and reveals a gold medallion, carved with celestial markings and wondrous beauty. He extends his arm and holds the article out to NUR...

OZYMANDIAS

...take its sustenance...let it give you  
strength to go on...

EN SABAH NUR reluctantly takes the medallion from his father and looks down at the glistening object meditatively.

OZYMANDIAS

...Now I must go...

He falls to the ground bereft of strength and power...

OZYMANDIAS

...I am the weak now...and the weak must never burden  
the strong...ful...fulfil your destiny...

CLOSE UP on OZYMANDIAS as his eyes slowly close and the life within begins to fade. EN SABAH NUR does not know what to do or how to react, he is lost and alone, looking down at the man to whom he owes his entire existence. But as with any offspring confronted with the death of a parent, he is struck by paralysis and can do nothing but watch with tears glazing his vision. The scene is one of immense emotion and love.

OZYMANDIAS looks lovingly at his child...and in a moment...he dies - **BEAT!**

EN SABAH NUR falls to his knees and cradles his fathers face...

EN SABAH NUR

Father...father...don't leave me...alone. Couldn't  
you see? It wasn't the teachings - it wasn't the  
combat or the training with our people - all  
that mattered to me was you...

NUR bows his head in grief and sadness...

EN SABAH NUR

...You were the only person in this world who showed  
me kindness...mercy...and this is how you were  
rewarded...murdered by the Pharoah...

He stands with intent and purpose...

(CONTINUED)

EN SABAH NUR

...Nature took my family...destiny took my life's path...  
 Tut's wrath took you...There are no others like me  
 in this world - and now I have nothing...except  
 what you taught me...this test...this battle to live...  
 this fight I *shall* win...

NUR looks about him with furrowed brows and hate spewing from his eyes, suddenly he makes a dart towards the far end of the tunnel and begins to lift and throw large rocks to one side in an attempt to find a way out. His strength is astounding as he raises boulders twice his size with ease and launches them far into the darkness.

CLOSE UP on his face as he grits his teeth and snarls, spit shooting out of his mouth with every effort as the sound of smashing stones fill the entire chamber. Suddenly, with the last shifted rock, a ray of light appears - a way out - he has found a way with which to escape his pain and suffering and begin the journey of his destiny...

EN SABAH NUR

(accepting)

I become my own prophecy, my own God. Unstoppable.  
 Never-dying - and whether it takes ten years or ten million  
 years - I *will* claim my destiny, for I am the fit -  
 I am the strong - I AM APOCALYPSE!

He jumps through the opening he has created and disappears into the blinding light.

**BEAT!**  
**CREDITS**

**3 EXT. XAVIER INSTITUTE - DAY**

**3**

Subtitle key at bottom of screen reads...

**Present Day**

AERIAL shot of the XAVIER INSTITUTE as we PAN DOWN through the trees, through the wall and onto the green fields within the perimeter of the mansion. We come to rest on the playing fields of the institute where mutants are relaxing and enjoying the beautiful weather. Despite the death of Xavier, the founder of the institute, and Jean Grey and Scott Summers, two of the original members of the X-Men, the mutants are trying to move on with their lives, young and old, together, as a family.

(CONTINUED)

We FOCUS on the basketball pitch where we are able recognise WOLVERINE, COLLOSSUS, KNIGHTCRAWLER, ICE-MAN and ANGEL, together with a group of the younger mutants. They are laughing and joking and the scene is one of serenity and peace.

STORM is stood by the side of the court looking on at the game and the players, we CLOSE UP on her face as a smile appears, untroubled and unburdened. For an instant, while the body and mind are preoccupied, troubles and worries disappear, nothing exists but the concerns of shooting some hoop and forgetting the past, momentarily at least.

CUT TO:

**4 INT. CONTROL ROOM - DAY**

**4**

We are inside a high-tech military control room with countless computer terminals and officers rushing around, lights flashing, voices jabbering and the sounds of buttons chorusing around the entire room. We FOCUS on one of the computer monitors and on it is displayed a 3-D blueprint of one of the SETINEL machines we briefly saw in X-MEN3 (WOLVERINE and the others in the TRAINING ROOM).

PANNING ROUND we stop at the front of the large room where lays a vast screen displaying various locations and targets, the control room is much like those in space travel missions, but the technology is even more advanced, built for a purpose, created to destroy - the death of mutants.

At the front of the room by the large screen are stood several military officials who are deep in conversation. By their garbs and uniforms, when compared to the other members of staff in the room, it is clear they are the seniors of this entire project.

We CLOSE IN on the men...

OFFICER

Systems are up and ready, General. Waiting your order.

GENERAL

(Looks at the gathered officials)

Initiate the programme.

The OFFICER scans the room as it becomes clear everyone heard the order and stands in silence, waiting for the point of no return, suddenly doubting their motives. He turns to face the control panel in front of him and slowly reaches down with his index finger, all this seems to happen in slow motion as his finger finally comes to rest on the red button, and after a seconds hesitation, the pressure forces the button to yield.

(CONTINUED)

We FOCUS on the vast monitor at the front of the room as it becomes clear the SENTINEL programme has been initiated, lights flash, targets are confirmed, and we ZOOM IN on the monitor to a specific flashing point on the map, a primary target, the first of many...the XAVIER INSTITUTE - **BEAT!**

**5 INT. WAREHOUSE FACILITY - DAY**

**5**

AERIAL SHOT from inside a warehouse facility where lined against each wall are hundreds of large metallic containers, reaching high up into the ceiling of the warehouse.

TRACKING SHOT as we file down the aisle in the middle of the rows of containers, gaining speed until we reach the end wall. Darkness fills the space until the sound of machines whirring into action begin to fill the silent void of this hidden facility. Suddenly, in the shadows, we are able to distinguish the shape of a vast form sat in a chair, all metal and cold, devoid of compassion and love, when in an instant, two yellow electronic eyes light up...

We PAN BACK to reveal the metallic doors of the containers beginning to open and steam fills the vacant air. Mechanical noises continue to sound and alarms ring as the steam begins to clear.

CLOSE UP on one of the containers - the contents of which are still encased in darkness - until two large metallic hands grab the sides of the container crushing the metal with ease...the form begins to step out of the shadow and slowly moves into shot...the eyes penetrate our soul as we realise the SENTINELS are alive - **BEAT!**

CUT TO:

**6 EXT. XAVIER MANSION - DAY**

**6**

The X-MEN and the younger mutants are still playing basketball oblivious to the events unfolding. KNIGHTCRAWLER uses his teleporting abilities to BAMF around the court and pass the ball to himself.

ICE MAN  
(to Knightcrawler)  
No powers!

WOLVERINE smirks to himself and sniffs the air, predicting where KNIGHTCRAWLER will next appear and in a split second he jumps to a spot on the court where KNIGHTCRAWLER does indeed appear in a cloud of blue smoke.

(CONTINUED)

WOLVERINE snatches the ball out of a bemused KNIGHTCAWLER'S hands and throws it to ICE-MAN who without a second thought freezes the ground below him and proceeds to slide from one end of the court to the other...the game continues...

DARK CLOUDS begin to form and gather in the sky and we CLOSE UP on STORM as her eyes widen and her expression changes, she has not summoned nor sensed this sudden change in weather, the winds are changing, in more ways than one.

CUT TO:

7 **EXT. SKY - DAY**

7

AERIAL SHOT OF city landscape as its inhabitants continue their daily tasks, either those of financial or spiritual profit, unaware of the events unfolding, untroubled by the death wish of those in true governance of their lives.

We FOCUS on the clouds, sifting through the dense forms of commonplace tranquillity, only this time, the sight is deeply unnerving, as in among the clouds, flying with deep intent and malice...are the sentinels...approaching their primary target...the X-MEN.

8 **EXT. XAVIER MANSION - DAY**

8

COLLOSSUS steps out in front of ICE MAN who is looking behind him mocking his blue brother, but before he can turn and focus on the game once again, he crashes into the metal giant and falls to the ground, dropping the ball. CLOSE UP on WOLVERINE who rolls his eyes and sighs.

The large Russian picks up the ball without hesitation...

COLLOSSUS

Heads up Warren!

He throws the ball high up into the air and in a split second ANGEL spreads his wings and darts up into the sky to gather the pass. With great speed he intercepts the descent of the ball and catches it in his arms, he looks down at COLLOSSUS and smiles, he turns to the hoop and takes aim...

Before he can release the ball - out of nowhere - a SENTINEL fist grabs him in mid air - **BEAT!** - THEY HAVE ARRIVED!

**IT KICKS OFF!**

(CONTINUED)

Explosions fill the grounds of the mansion as the SENTINELS open fire and commence their objectives of cold bloodedly murdering every living mutant within trajectory of their weapons. The X-MEN bound into action, and using all their skills gained from countless training modules, they attempt to evade the attacks and counter the threat of the killing machines.

The young mutants are screaming and scared for their lives as they panic and run in all directions, unsure of what to do and where to hide.

WOLVERINE

Get the kids inside!

KNIGHTCRAWLER BAMFS into various shots clutching the younglings and disappearing a split second before a missile attack destroys the place of teleportation.

COLLOSSUS changes form and lifts several of the innocent mutants, he turns and looks up, confronted by the imposing stature of a SENTINEL looking down and aiming his firing device at him and his students...trapped...with nowhere to go - until a bolt of lightning strikes the SENTINELS weapon and renders him momentarily inactive.

STORM has risen into the air and summons the violence of nature to thrash out at the inhumane threat to those she cares greatly for. Lightning bolts flash and strike.

WOLVERINE is darting around slashing at the feet of the SENTINELS until ICE MAN speeds past using his powers to create a surfing platform of ice. WOLVERINE jumps aboard and they fly into the air. ICE MAN is attempting to disable the weapons of the gargantuan machines, when suddenly WOLVERINE jumps off the ice platform and lands on the head of a SENTINEL.

Sparks and flashes erupt as the SENTINEL'S motion halts and his head creaks, tilting to one side until it detaches and falls to the ground.

SHOTS of graphic violence and warfare as chaos unfolds, mutants and machines fighting for survival, death only a wrong footing away.

CUT TO:

9 EXT. WOODS - DAY

9

Away from the carnage and blood thirst occurring within the confines of the institute, a figure is hiding in the woods that surround the mansion.

(CONTINUED)

FIGURE P.O.V. - He is scanning the security systems running along the walls of the institute. Behind the walls smoke and explosions fill the sky above as screams and cries bellow out unnervingly.

In an instant the figure darts forward and as he enters shot, it can be seen he is wearing a dark brown coat that flaps with his momentum. In one deft movement, he pulls a staff out from under his jacket and uses it to launch himself high into the air. The momentum carries him up and over the wall and he gains access to the institute with grace and beauty. He disappears - **BEAT!**

CUT TO:

**10 INT. XAVIER INSTITUTE - DAY**

**10**

The unadulterated bedlam has spread to the confines of the mansion as the children fortunate enough to have remained indoors are in deep shock and fear. ROGUE is trying her hardest to take control and gather the youngsters in order to enter the hidden chambers of the mansion and take cover. The task is made all the more difficult by the sound of smashing glass and brick, forcing the entire building to shake and tremble.

She holds two of the youngest by their hands when suddenly CEREBROS voice sounds...

CEREBRO  
(through speakers)  
Intruder! Intruder alert!

YOUNG MUTANT  
(looking up at Rogue)  
No shit!

ROGUE darts towards the side wall of the corridor and reaches out to a panel hidden within the mansions structure, the panel opens and a computer screen appears. She types in a code and the monitor displays the thermal reading of the intruder - CLOSE UP on the screen - the thermal reading is of a MUTANT and **not** a SENTINEL - **BEAT!**

He is running towards the mansion.

CUT TO:

**11 EXT. XAVIER INSTITUTE - DAY**

**11**

The X-MEN are being overpowered by the SENTINELS as the sheer force of their attack is proving to be too much for the group of mutants.

(CONTINUED)

Carnage ensues as the SENTINELS mechanically gloat in their superiority - almost as if they are now toying with the X-MEN. Fire is spreading across the plains of the institute as all greenery has been subjected to the force of the SENTINEL programme, nature is being butchered...technology wreaking havoc on the beauty of the world...hell on earth...begins.

CUT TO:

**12 INT. XAVIER MANSION - DAY**

**12**

ROGUE, with the help of KITTY PRIDE, has managed to order the younglings to head for the closest fortified chamber within the mansion and the corridors are emptying, leaving only the two young women to deal with the intruder.

They approach the panel in the wall and view the location of the mutant...he has gained access to the mansion...he is inside. They look at each other with a mix of fear and determination in their eyes, recognising they have no alternative but to confront the mutant, no matter the threat, they must preserve the lives of the young. They separate and run in opposite directions out of shot.

CUT TO:

**13 INT. XAVIER MANSION - CORRIDOR - DAY**

**13**

KITTY PRIDE is searching the halls for any trace of the intruder. KITTY P.O.V. - as she turns a corner and looks down to the end of the corridor she is currently stood in. Something causes her to slow her momentum and in a flash a figure appears at the other end of the corridor.

REVERSE ANGLE - OVER THE SHOULDER SHOT - the FIGURE stops and looks at KITTY. They pause for a brief moment, staring at each other, not moving, simply scanning one another. Suddenly KITTY turns and darts off back down the corridor she arrived from. The FIGURE whistles and gives chase.

The FIGURE disappears round the bend and we follow him as he gains on the young mutant, she approaches a large double door that opens as she reaches it.

KITTY runs through the doors and the FIGURE follows her inside the large room, metal plates lining the walls, floor and ceiling. Once inside the open area the doors sound and close shut. The FIGURE stops and turns to see there is no way out, his path is blocked, but looking back at KITTY she still runs towards the far wall, so he resumes his chase - until she reaches what would appear to be a solid wall - and phases right through it and disappears.

(CONTINUED)

The FIGURE stops and looks about him...

CUT TO:

**14 INT. XAVIER MANSION - CORRIDOR - DAY 14**

KITTY phases through the wall and stops, panting through exhaustion, she presses a button on her suit...

KITTY  
Got him!

CUT TO:

**15 INT. XAVIER MANSION - CONTROL ROOM - DAY 15**

ROGUE is sat behind a vast computer terminal scanning various monitors displayed in front of her. She starts typing furiously into the control pad.

ROGUE  
Cerebro, initiate the simulation!

CUT TO:

**16 INT. DANGER ROOM - DAY 16**

The FIGURE is stood by the doorway, feeling around the edges with gloved hands, gloves that cover only the two middle fingers of each hand, as a small red glow traces the line of his touch. Before he can act on his predicament noises begin to fill the room and as he turns to inspect the source of the changing volume, the panels on the wall begin to shift and alter complexion.

He turns towards the door again but it has disappeared and as he returns his gaze to the changing room, three SENTINELS appear in front of him, poised and ready for battle. He shifts his stance and steadies his feet, preparing to face the large weapons of mass murder and annihilation.

Reaching behind his long coat, his hand re-emerges gripping his staff, the other hand slips inside his jacket and slowly re-appears clutching a selection of playing cards - they begin to glow as they charge with kinetic energy - CLOSE UP on FIGURE - ITS GAMBIT - **BEAT!**

CUT TO:

**17 EXT. XAVIER INSTITUTE - DAY****17**

We return to the battle briefly only to witness the X-MEN struggling to contain the threat of the SENTINELS. KNIGHTCRAWLER BAMFS into various positions around a towering killing machine (much like the intro scene to X-MEN 2) only to have his next teleportation predicted and with no trace of remorse, he is struck by the metal hand of the SENTINEL, swatted like a sordid fly and sent crashing to the ground.

The other X-MEN see this and concern consumes as we CLOSE UP on the faces of the remaining warriors. The SENTINELS are gaining the upper vicious hand, soaring above them and forcing the earth to tremble in resignation...

CUT TO:

**18 INT. DANGER ROOM - DAY****18**

The SENTINELS have opened fire on GAMBIT, who, using his staff and honed agility, manages to avoid the array of missiles and attacks at his life. His movements are fluid and seamless as he simultaneously fires torrents of cards at the gigantic soulless vessels, continuously reaching behind his coat for further ammunition of his own. The action is fast and fuming with explosions filling the DANGER ROOM.

The FRENCH ASSASIN lands with grace and turns rapidly, takes aim, and launches what seems like a river of glowing cards at one of the SENTINELS. The cards strike the neck of the sentry like bullets from a submachine gun and rip it clean off as wires crackle and fizz with exposed electricity. One Down.

The remaining two SENTINELS are stood to either side of GAMBIT with him locked in their sights and weapons ready, seconds away from unleashing their fatal blow. He looks up at them, one by one, and smiles confidently. Without hesitation they fire their attack from the palm of their hands, and as though in slow motion, GAMBIT rises into the air, jacket trailing, and his life hanging by a literal thread.

Their deadly bolts of rage pass underneath him, criss-crossing and taking the tail of his coat, but before the SENTINELS have time to react, they are destroyed by their own force of malice as the opposites attack strikes the other. Smoke fills the air and GAMBIT lands once more, resuming his calm and collected stance and walking slowly forward as the two SENTINELS fall to either side of him, blown apart and smashed to triumphant pieces.

CUT TO:

**19 INT. XAVIER MANSION - CONTROL ROOM - DAY****19**

ROGUE is still watching the monitors, and having witnessed the ease with which GAMBIT disposed of the SENTINELS she looks down at the control panel. We CLOSE UP on a dial that displays the level of difficulty CEREBRO initiated in an attempt to hold of GAMBIT, together with the young mutant, we realise it was set for the highest setting.

CLOSE UP on ROGUES face...

ROGUE

Shit! He's good!

CUT TO:

**20 INT. DANGER ROOM - DAY****20**

GAMBIT is stood directly above one of the SENTINEL wrecks and cannot hide the grin that spreads wide across his face. The simulation ends and the window concealing the control room appears above him. He reaches into his jacket pocket...pauses...looks up at the window...smiles...and takes out a packet of French cigarettes.

Moving slowly and without haste, he lifts the cigarette up to his mouth, raises his hand extending his index finger, and touches the end of the cigarette which following a brief pause, ignites.

CLOSE UP on GAMBIT - He slowly exhales the smoke and looking up at the window...

GAMBIT

(arrogantly)

That the best you got mon chere?

As if tempting fate, a large explosion occurs at the far end of the DANGER ROOM as the wall of the mansion crumbles and disintegrates, dust and debris filling the air. GAMBIT looks on, un-phased and untroubled by the sudden intrusion on his gloating.

The smoke begins to clear and through the remains of the dusty residue, two glowing eyes appear and enter the DANGER ROOM through the hole in the wall created by the explosion. A real SENTINEL has broken into the mansion, he notices GAMBIT and pauses, surveying the remainder of the room with his piercing eyes.

(CONTINUED)

GAMBIT calmly exhales smoke once more and holds on to the cigarette as the SENTINEL begins to approach. The cigarette begins to glow with kinetic energy and the machine is almost directly above GAMBIT, who in an instant, flicks the cigarette at the SENTINEL. It strikes him in the eye, partially blinding him and as the creation stumbles back a step, with great speed GAMBIT fires a torrent of cards that crash into the SENTINELS midriff, ripping it apart and sending the monster falling to the ground in a heap of skewered metal.

Without hesitation GAMBIT darts forward and using his momentum he flicks out his staff, flips in the air over the fallen SENTINEL and lands in the hole in the wall...

GAMBIT P.O.V. - He is looking out on the grounds of the mansion as the SENTINELS are mutilating the mutants and bodies, young and old, litter the ground in all directions.

Suddenly a missile hits the wall beside him and he looks towards the direction of the assault. Another SENTINEL is flying towards him but before it can fire again GAMBIT has sent a flood of cards screaming through the air. They strike the SENTINEL and he stands motionless as the machine plummets and crashes through the wall into the DANGER ROOM.

GAMBIT turns and looks towards the viewing window in the wall, he smiles, turns and jumps out of shot into the bloodbath that has encased the confines of the institute.

CUT TO:

**21 INT. XAVIER INSTITUTE - CONTROL ROOM - DAY**

**21**

ROGUE has just witnessed GAMBIT'S escape and the grace and ease with which he disposed of the SENTINELS. Concern spreads over her young face...

ROGUE  
(touching her suit)  
Kitty! We've lost him. He's escaped.

She touches a button on the control panel and the footage rewinds, we FOCUS on the monitor as she pauses the data on an image of GAMBIT, looking up at her through the glass and smiling seductively...

CLOSE UP on ROGUE...

ROGUE  
(smiling)  
Nice.

**BEAT!**

**22 EXT. XAVIER INSTITUTE - DAY****22**

The X-MEN are being overpowered by the SENTINELS and WOLVERINE has found himself trapped and overrun by the gargantuan killing machines. He is backed up against the wall of the mansion and the SENTINELS are closing in on him, but never accepting defeat, he launches himself forward towards the SENTINEL. The terminator fires at the ground in front of him and the force of the explosion sends him flying backwards crashing against the brick. He falls to the ground weakened.

WOLVERINE P.O.V. - he looks up at the SENTINEL...he rises to his knees, head down and fists resting on the ground. CLOSE UP on WOLVERINE - he slowly lifts his head, immersed in shadow and darkness, but we can see his eyes screaming vengeance and his teeth gritted and raw...the SENTINEL towering over him.

In an instant STORM appears above them both, eyes pure white, wind rushing through the air behind her, fury enslaving. The SENTINEL'S attention is distracted from WOLVERINE and he has turned to face the storm queen. Without a second to lose, STORM summons her powers and the wind rushes past the SENTINEL and gathers around WOLVERINE - and in a wave of motion lifts and fires him at the SENTINEL like a missile. With claws POPPED he slices straight through the neck of the machine and passes on the other side.

The SENTINEL topples but as WOLVERINE begins to descend, two other SENTINELS appear ready to kill him savagely - but STORM fires lightning the power and ferocity of which we have not yet seen. They explode and parts shoot off in all directions leaving only smoke and partial success.

WOLVERINE lands and looks towards STORM, a slight smile appearing as quickly as it disappears when realisation dawns - they are surrounded. There is no way out. They are trapped - **BEAT!**

CUT TO:

**23 INT. WAREHOUSE FACILITY - DAY****23**

The military personnel are still gathered around the computer monitors, watching the carnage of the SENTINELS attack on the mutants at the mansion. They are pleased with the progress and smile at one another, safe in the hidden confines of their facility, proud of their creations, consumed by their love of power and hatred as all descends to death.

CUT TO:

**24 EXT. XAVIER INSTITUTE - DAY****24**

One of the younger mutants has been trapped by a vast SENTINEL, backed up against the walls of the mansion with nowhere to go and nowhere to hide. Staring Lucifer in the face, resigned to a lonely premature death, tears rolling down her cheeks, alone.

The SENTINEL steps forward and takes aim at the helpless youngster, ready to extinguish the child's life - when suddenly GAMBIT flies into shot grabbing the young girl and jumping out of the firing line, narrowly avoiding extermination.

GAMBIT in a succession of movements throws the child to KITTY, who upon her catch runs towards a wall and phases through it, escaping the terror and saving the young mutant.

CUT TO:

**25 XAVIER'S OFFICE - MANSION - DAY****25**

We are inside XAVIER'S old office, dimly lit by the fire and explosions occurring from the other side of the window out on the courtyard of the mansion. The CAMERA slowly pans through the office towards the window when suddenly a flash of light illuminates the office, momentarily blinding us - a FIGURE appears in the shadows and following a brief pause to take in his surroundings, he begins to walk towards the window.

CLOSE UP on FIGURE - he is wearing a dark hooded jacket and a red scarf is wrapped around his face leaving only his eyes in view, they are cold and piercing.

FIGURE - P.O.V. - He is looking down at the carnage of the battleground, the scene is of true terror and cruelty as from his viewpoint high above, we witness, for the first time, the immense scale of this hate filled genocide. He looks up - and suddenly we notice a SENTINEL flying through the air directly towards the FIGURE in the window.

The SENTINEL approaches and seconds from impact, sparks begin to fill the sky emitted from his form, and in an instant his body is ripped in two straight down the middle. Each part of his severed form crashes through the wall to either side of the window and the FIGURE, leaving only a little brick work around the window itself, as if creating a frame for the FIGURE as the glow from the battle field traces the shape of the brick. He does not even flinch at what could easily have proven to be his end.

CUT TO:

**26 XAVIER INSTITUTE - DAY****26**

WOLVERINE and STORM witness what happened to the SENTINEL and notice the image of the FIGURE stood still in the shadow of XAVIER'S office, they exchange glances of confusion and when they return their gaze to the window, the FIGURE has disappeared.

WIDER ANGLE - ROGUE has fallen to the ground and a SENTINEL towers over her menacingly, she is weak and tired and her ability to fight back has diminished as she lays defeated while the SENTINEL takes aim.

The SENTINEL pauses...the sound of metal contorting fills the air and suddenly a crack appears spreading down the middle of the machine, stretching from the tip of his head to his metallic groin. In an instant he too tears in half as sparks dart out from his innards.

ROGUE P.O.V. - she looks up at the destroyed SENTINEL and as if in slow motion, each part of the SNTINEL begins to fall to one side, one to the left and the other to the right, creating a sort of opening for a view behind the destroyed machine. As the smoke begins to clear...we can just about recognise the shape of a figure floating in the air - **BEAT!**

CUT TO:

**27 INT. WAREHOUSE FACILITY - DAY****27**

The military personnel begin to panic as two of their SENTINELS have been destroyed with ease with no explanation on offer. They dart around the control room attempting to find an answer, a clue, footage of the person causing this threat to their mission.

The GENERAL steps forward violently...

GENERAL

(angry)

What the hell is going on?

OFFICER 1

I don't know sir.

We CLOSE UP on one of the monitors in front of them on the large screen...a figure cloaked in darkness hovers in the air motionless. The GENERAL points at the man on the screen...

GENERAL

Who the fuck is that?

(CONTINUED)

OFFICER 1  
I can't make it out...

GENERAL  
Somebody give me some goddamned answers!

OFFICER 2  
I think it's...

The picture on the monitor zooms in slowly...

OFFICER 1  
Oh my God...

...PAUSE...

CLOSE UP on GENERAL...

GENERAL  
Magneto!

**BEAT!**

CUT TO:

**28 EXT. XAVIER INSTITUTE - DAY**

**27**

The other X-MEN by this point have also realised it is MAGNETO who saved the life of ROGUE and as they continue to battle with the SENTINELS, more of MAGNETO'S BROTHERHOOD of MUTANTS appear - JUGGETNAUT, PYRO, QUICKSILVER and MISS MARVEL. With the added force of the other mutants, the SENTINELS are for the first time under threat.

JUGGERNAUT runs and close-lines one of the SENTINELS at the ankles, the power of his charge forces the machine to fall backwards and crash to the ground. Once he hits the deck, PYRO appears and sets his head on fire, which after a second explodes sending fragments high up into the air.

MISS MARVEL is flying through the air using her super powers to avoid the missiles of the SENTINELS and one by one she rips the heads off the terminators. She flies up directly in front of one of the SENTINELS...pauses...and punches the machine square in the stomach - he flies backwards impaling himself on the thick branch of a tree.

QUICKSILVER zips from point to point picking up young mutants and taking them to safety away from the firing line of the SENTINELS.

(CONTINUED)

Throughout all this MAGNETO simply moves his arms and hands from position to position around his floating body, summoning his control over any and all metal, ripping and tearing SENTINELS limb from mechanical limb.

The SENTINELS for the first time are losing.

CUT TO:

**29 INT. WAREHOUSE FACILITY - DAY**

**29**

The military personnel are in shock, stillness and silence filters through the control room as uncertainty and fear has engulfed the once superior and powerful men of hate.

OFFICER 1  
(nervously)  
What shall we do?

The GENERAL looks at all the monitors and screens in the control room, realising his babies are losing...

General  
Fall back. Bring them back to base.

CUT TO:

**30 EXT. XAVIER MANSION - DAY**

**30**

The SENTINELS receive their orders and begin to retreat. The leading SENTINEL who still has ANGEL trapped in his hand turns and focuses on JUGGERNAUT who is stood not too far away, pounding on the head of a fallen SENTINEL.

With a last act of violence before he makes hasty his retreat, he raises his giant foot, and in an instant crashes it down on top of JUGGERNAUT and the head of the SENTINEL he has been beating. The force is immense as the ground shakes - nothing is left of the mutant once feared by many a human - JUGGERNAUT is no more!

The SENTINEL flashes a glance at the other mutants, his eyes blink and he shoots up into the air flying off into the distance, with ANGEL still hostage, the only SENTINEL to escape the force of the gathered mutants.

The X-MEN check on one another and the younger mutants, making sure there are no injuries that need to be tended to immediately. WOLVERINE and STORM turn to see MAGNETO landing on the ground in front of them.

(CONTINUED)

ICE MAN  
(to Storm)  
Where's Hank?

WOLVERINE strides over to MAGNETO filled with anger and hate.

STORM  
(distracted)  
I don't know Bobby.

MAGNETO stands calmly in front of the approaching feral beast as ROGUE, comforted by STORM, looks on confused by the sight of the man who tried to previously kill her, now her saviour.

**MAGNETO WITH THE HELP OF HIS BROTHERHOOD HAS SAVED THE LIVES OF  
THE X-MEN!**

WOLVERINE  
(Ferociously)  
What ya think ya doing, bub?

MAGNETO  
Saving your life.

WOLVERINE  
I don't need ya ta save ma life.

MAGNETO  
No...  
(He points at the young mutants)  
...but they do.

Despite the truth of what MAGNETO has just said, WOLVERINE is not at all pleased with the master of magnetisms intervention. He pops his claws in a defiant display of his feelings and snarls with contempt.

We see all the gathered X-MEN, young and old, staring on at WOLVERINE, unsure of what this all means - but behind them we see the FIGURE from XAVIER'S office approaching. He pushes past the mutants and walks past WOLVERINE, who sniffs the air and readies himself for action.

The FIGURE stands directly in front of MAGNETO, he looks up, pulls a futuristic gun from out of his jacket and points it at the focus of his stare...

CLOSE UP on FIGURE - he pulls his hood down to reveal his identity - its BISHOP! - **BEAT!**

(CONTINUED)

MAGNETO  
You...

BISHOP  
Murderer!

**BEAT!**

CUT TO:

**31 INT. WAREHOUSE FACILITY - NIGHT**

**31**

The military personnel are somewhat despondent and disheartened, shocked by what has happened and unsure of what to do or what their next course of action should be. They look towards the GENERAL for advice and orders...

GENERAL  
(calmly)

It is no matter, prepare the remaining Sentinels.

OFFICER 1  
But -

GENERAL  
Now!

The GENERAL turns from the officers and walks towards the door, leaving the staff in the control room busying themselves with the new directive.

CUT TO:

**32 INT. WAREHOUSE FACILITY - CORRIDOR - NIGHT**

**32**

The corridor is busy with military personnel as they hurry around, a thousand thoughts rushing through their heads. A door opens to one side of the corridor and the GENERAL walks out without turning back. He turns and walks with purpose and determination towards the camera.

The staff salute him as they pass but he pays no attention and stops at a door to his left. He raises his left hand and places it on a scanner attached to the wall. A red strip of light passes over his hand and the panel turns green, unlocking the door and permitting him entry to the sealed room. He opens the door and disappears out of shot as the camera is struck by the steel of the door.

CUT TO:

**33 INT. SEALED ROOM - NIGHT****33**

The GENERAL walks through the dimly lit room towards a desk on the far side. We are inside his office as the decor is extremely official with plans, maps, and models strewn around the room. But...something is not right...

He picks up the phone receiver and places it to his ear as he dials a number with his other hand and sits back in the chair.

CUT TO:

**34 INT. DARK ROOM - NIGHT****34**

Amid the darkness of the room we can just about make out the shadow of a figure stood by a window on the far side as a glow shines through the glass.

FIGURE P.O.V. - He is looking out at the busy METROLOPIS of NEW YORK, lights mapping out the city and the hoards of people continuing with the turmoil of their daily lives. Unaware of how the world will soon change for every single living organism, human and mutant alike.

The phone bleeps and he reaches out to his side, picking up the receiver without turning and placing it to his ear....pause...

FIGURE  
(into phone)  
You know what to do.

The FIGURE returns the handset to the base and returns his gaze to the city below him.

FIGURE  
(thoughtful)  
And so it begins.

CUT TO:

**35 EXT. BUILDING SHOT - NIGHT****35**

AERIAL SHOT as the camera zooms up an office building and halts movement opposite a window in which through the darkness can be seen the outline of the figure from the previous scene, still and calculating, not moving only staring out into the distance

A flash of light from inside the room momentarily lights the contents and we get a brief glimpse of the FIGURE stood at the window - his body is encased with some form of metal as the light reflects off the silver surface - it's SINISTER - **BEAT!**

CUT TO:

**36 INT. OFFICE - NIGHT****36**

The GENERAL gets up from behind the desk and walks towards the door once again. He opens it and disappears.

CUT TO:

**37 INT. FACILITY CORRIDOR - NIGHT****37**

He walks out from the office and strides down the hall, passing officials still busy with their tasks and approaches a set of heavily re-enforced steel doors at the end of the corridor. He pauses, looks about him calculatingly and returns his glance to the door in front of him.

He places his hand on the identity scanner located to the right of the door, and following a brief pause during which lights flicker on the panel, the sound of pressure releasing echoes and the doors open. He walks into the dark room and out of shot.

CUT TO:

**38 INT. CONTROL ROOM - NIGHT****38**

We are inside a white panelled room (very much like the control room in Mission Impossible) with countless computer terminals situated around a vast terminal that is evidently the hub of the control room. As the GENERAL approaches the desk, a chair shoots out from underneath and the backrest flips up.

He sits down at the desk and types a code into a keypad on the left of the large monitor, in a flash a retinal scanner pops out from an opening and a red beam passes up and then down on the small screen. We PAN BACK to behind where the GENERAL is sat and we are able to make out some indistinguishable form laying on the floor...we slowly zoom in...the form begins to take shape...until...we recognise it as a dead body, blood covering the face, eyes vacant and cold.

Suddenly the GENERALS body begins to change shape and colour and slowly assumes all the traits of the dead body lying on the ground - it's MYSTIQUE - **BEAT!** With her newly adopted form she places her eye to the retinal scanner...

COMPUTER VOICE  
(voice over)  
Welcome, Sir.

(CONTINUED)

The retinal scanner disappears back into the desk and MYSTIQUE proceeds to type with great speed and accuracy - she has gained access to the controls of the work station - and in turn - the entire SENTINEL programme.

We CLOSE UP on the monitor of the computer terminal, the SENTINEL MISSION directives fill the screen and we see the set orders of MUTANT ANNILATION. MYSTIQUE continues to type vigorously and it becomes clear she is fucking with the preset commands as a smile spreads across the GENERALS face.

**THE ORDERS HAVE BEEN CHANGED FROM KILLING ALL MUTANTS TO KILLING ALL HUMANS - BEAT!**

CUT TO:

**39 INT. DARK ROOM - NIGHT**

**39**

We are back in the room where MR. SINISTER stands at ease with the engulfing darkness. A light flashes on his armour suit and he picks up the phone dialling a number with his other hand. We CLOSE UP on MR. SINISTER...

MR. SINISTER  
(into phone)  
It's done.

**BEAT!**

CUT TO:

**40 INT. DARK CAVE - NIGHT**

**40**

We are inside a dark cave of some sort where the only light comes from a video phone unit attached to one side of the rocky wall. A vast powerful figure stands by the unit and we are unable to distinguish a clear view of the being as he presses a button on the comms set and the screen flickers off, once again plunging us into complete darkness.

CUT TO:

**41 INT. DARK CHAMBER - NIGHT**

**41**

Before us is an immense cave rising high up, a little like the cave in BATMAN BEGINS, only larger and more sinister as evil casts its presence with a deadly silence. The figure from the previous scene is walking towards camera entering the grand chamber through a connecting corridor.

(CONTINUED)

Small beams of light shine through holes in the rocks permitting brief glimpses of the cave in various positions around the chamber.

The figure from before strides with purpose and power into one of the beams of light - giving us our first view of this soldier of death - his body is made from a transparent material - an armour of some form - and inside the suit, through the solid material we see the essence of his existence - some sort of orange gas or liquid is contained within, protected by the outer layer of manufactured skin - IT'S HOLOCAUST - **BEAT!**

TRACKING SHOT as we follow HOLOCAUST walking across the cave on what we realise is a stone bridge connecting the entrance of the cave to a set of stone steps rising high up into the darkness of the chamber. He stops at the bottom of the stone steps...

HOLOCAUST P.O.V. - He is looking up to the summit of the steps where a vast sarcophagus can just about be seen as a beam of light shines down on the ancient monument. Suddenly the sound of scraping stone echoes around the chamber as the sarcophagus begins to slowly open, steam filling out from the widening opening between the top and bottom sections.

The sarcophagus has fully opened and the top section comes to a stop, we slowly CLOSE UP on the bed of the dead as with no haste we are able to make out a commanding shadow sitting up from within the sarcophagus.

HOLOCAUST

Sinister has completed his task.

We CLOSE IN further on the shadow in the sarcophagus as he sits up fully and his head comes to rest in a beam of light - he turns into view - IT'S APOALYPSE - **BEAT!**

He smiles...

APOCAYPSE

Good...good...prepare the horsemen!

**BEAT!**

CUT TO:

**42 EXT. XAVIER INSTITUTE - NIGHT**

**42**

The X-MEN and the BROTHERHOOD OF MUTANTS remain stood in confrontation surrounding MAGNETO and BISHOP who is still pointing his gun at the master of magnetism.

(CONTINUED)

WOLVERINE is un-phased by the time traveller and is still angry at MAGNETO'S intervention, claws popped - ready for action.

MAGNETO

Don't make me rip the metal from your bones, Logan.

WOLVERINE

Try it buckethead!

STORM steps forward and places her hand on WOLVERINE'S shoulder in an attempt to calm her fellow X-MAN.

QUICKSILVER

You better stop pointing that gun at my father!

**BEAT!**

MAGNETO

Stand down, son.

BISHOP

(confused and disorientated)

Your fault! All of it! Killed Xavier! Let him die! Not our world! All twisted!

STORM

What is he talking about Eric?

MAGNETO

I don't know.

BISHOP

(regains composure and points gun with force)

You killed him murderer!

MAGNETO

No! Charles was my friend - my only friend. I could never have killed him - he meant more to me than any of you will ever know!

WOLVERINE

Bullshit!

MAGNETO

You saw what happened! You were there! You saw with your own eyes what happened! It was Jean! It was your girlfriend that killed the professor! Jean killed him - not me! Jean lost control and -

WOLVERINE

(straightening with anger)

Don't ya talk about Jeannie, bub. You knew nothin' bout her.

(CONTINUED)

MAGNETO

It was Jean and you know it as well as every other mutant stood here.

BISHOP takes a step closer to MAGNETO and we CLOSE UP on his finger itching on the trigger.

We PAN OUT to MAGNETO who calmly looks on at BISHOP, and using his ability he proceeds to slow the flow of iron to BISHOPS brain. The time traveller begins to sway, weakening, until he loses consciousness and falls to the ground.

CLOSE UP on GAMBIT.

GAMBIT

(to ROGUE)

What a party, eh mon chere.

WIDER ANGLE on all the gathered MUTANTS.

COLLOSSUS

(to GAMBIT)

And who ze hell are yoo?

GAMBIT

I am -

ROGUE

He saved Kitty's life.

GAMBIT

Oui, and -

WOVERINE

(angry)

Shut up! What the hell are ya doin' here Eric? Give me one good reason why I shouldn't gut you where you stand?

ROGUE

Wait, Logan. He saved my life...he save all our lives.

WOLVERINE

I don't -

STORM

Calm down, Logan.

WOLVERINE

Calm down! Calm down! We've just had our asses stomped by these machines - the institute's destroyed - God knows how many kids we've lost - then Bergerac here appears...

(CONTINUED)

WOLVERINE looks at GAMBIT who smiles at his inclusion in the conversation.

WOLVERINE

Then some bum appears and points a gun at Eric accusing him of killing the professor - and you want me to calm down! I'm gonna rage till I get some answers - starting with you!

WOLVERINE is on the verge of losing control and releasing the bloodthirsty animal inside when PYRO runs into shot -

PYRO

It's as you said. They're gone!

WOLVERINE and the other X-MEN look to where PYRO appeared - we FOCUS on the GRAVES of SCOTT SUMMERS and JEAN GREY - the graves have been dug up and the bodies gone - **BEAT!**

WOLVERINE turns and glares at MAGNETO.

WOLVERINE

So why shouldn't I kill ya?

MAGNETO

(looks WOLVERINE in the eyes)

I know where Jean is!

**BEAT!**

CUT TO:

**43 INT. WAREHOUSE FACILITY - NIGHT**

**43**

The SENTINELS have begun to destroy everything in sight, starting with any equipment that may have been used by the army to nullify the threat they pose: tanks, jeeps, jets, armoury etc.

Human soldiers are running around unsure of what to do, terrified by their mortality and imminent extinction. Some are attempting to neutralise the threat of the SENTINELS by firing whatever weaponry they have whilst others are fleeing the scene as fast as they can.

The SENTINELS turn their attention to the humans and begin to massacre them, death spreading with no trace of remorse, life a mere inconvenience to the will of APOCALYPSE.

AERIAL SHOT to reveal the containers we had previously seen were only a small portion of the complex, there are hundreds of thousands of SENTINELS flying off in all directions murdering every living thing. (CONTINUED)

**WAR HAS BEGUN - BEAT!**

CUT TO:

**44 EXT. XAVIER INSTITUTE - NIGHT**

**44**

The X-MEN, MAGNETO, and his BROTHERHOOD OF MUTANTS have entered XAVIERS MANSION and are gathered in the remains of BEASTS laboratory in order to decide on what their next course of action should be.

STORM

(to ICE MAN)

Have you found Hank?

ICE MAN

No, but I found something else.

ICE-MAN leads the mutants to one side of the lab where there are metal bars separating what appears to be a prison cell of some form from the rest of the lab.

He approaches a keypad unit attached to the wall and types in a code. The metal partition behind the bars disappears and we can see into the darkness of the cell.

Suddenly a growling can be heard coming from inside and KITTY steps up to the metal bars.

KITTY

(Filled with curiosity)

What's that noise?

WOLVERINE scowls inside the cell and sniffs the air - in an instant he jumps forward and pulls KITTY back just in time as a shadow jumps with ferocity at the bars. With a spark the bars emit an electric shock and the figure is sent reeling backwards into the darkness of the cell.

The current of electricity causes the lights inside the cell to flicker on and WOLVERINE steps forward. WOLVERINE P.O.V. - inside we see a powerful figure hunched on the ground, burnt and frazzled with smoke rising from his burns. We CLOSE UP as his head turns to look over his shoulder at WOLVERINE - his skin torched and his face burnt - the wounds quickly healing - IT'S SABRETOOTH - **BEAT!**

He rises to his feet so we can see his vast frame and approaches the bars of the cell, behind him as he moves we notice another figure, a smaller more fragile version of SABRETOOTH, feral and base - IT'S WILDCHILD - **BEAT!**

(CONTINUED)

SABRETOOTH  
Eyup runt!

WOLVERINE  
Creed!

WOLVERINE pops his claws and they glare at one another with furrowed brows, growling and filled with hatred and anger.

SABRETOOTH  
You gonna let me out or ya scared little man?

WOLVERINE steps towards the keypad unit when ICE MAN grabs a hold of WOLVERINES shoulder -

ICE MAN  
(pointing at WILDCHILD)  
What about him?

WOLVERINE  
(unconcerned and ready to take both the mutants)  
What about him?

ICE MAN  
Well -

MAGNETO rips the bars apart without a second thought.

MAGNETO  
Good to see you again Creed.

SABRETOOTH glares at MAGNETO with memories of being left for dead in the original X-MEN.

STORM  
What happened here?

WILDCHILD  
(snarls)  
Beeeeeasssssssst!

STORM  
What?

SABRETOOTH walks out from behind the bars into BEASTS lab and halts, he turns to look at WILDCHILD who has remained inside the cell. He yanks on a chain he has been holding and we follow the metal chord to see it is attached to a collar around WILDCHILDS neck.

(CONTINUED)

WILDCHILD paces out from the cell on all fours - he is an animal with no ability to communicate. He circles WOLVERINE and sniffs him, WOLVERINE clenches his fists with claws ready as WILDCHILD lifts his left hind leg as if to urinate -

WOLVERINE  
(kicking out at WILDCHILD)  
Don't even think about it, bub!

WILDCHILD retreats and stands on all fours behind SABRETOOTH growling at WOLVERINE. SABRETOOTH and WOLVERINE stare at each other intensely.

CAROL DANVERS (MISS MARVEL) has been looking over HANKS files and computer in order to try and find out what has been happening and why SABRETOOTH and WILDCHILD were held prisoners in his lab.

STORM  
What the hell was going on here?

SABRETOOTH  
(glances down at WILDCHILD)  
Your friend, the loveable blue beast, was experimenting on little WILDCHILD here, gettin' ready to start on yours truly.

WOLVERINE  
Shame he didn't start *with* ya!

SABRETOOTH stares at WOLVERINE.

STORM  
What do you mean experimenting? What are you talking about?

SABRETOOTH  
I mean poking, proding, electrocuting - I mean experimenting - using us like rats.

WOLVERINE  
The difference?

The tension between WOLVERINE and SABRETOOTH is growing to the point of physical violence.

GAMBIT steps forward and attempts to stroke little WILDCHILD who snaps out at him with his sharp teeth.

GAMBIT  
Feisty little frère.

(CONTINUED)

SABRETOOTH

You smell like food - French food.

GAMBIT

Ah.

GAMBIT steps back.

WOLVERINE

What was Hank up to in here?

MAGNETO

Carol?

CAROL

He was trying to improve himself, improve on nature,  
or what nature had done to him. It looks as though  
he had been experimenting on himself for quite some time,  
I mean, we assumed his mutation was an accident,  
but according to these files, it was all planned..  
It was only the beginning.

WOLVERINE

Beginning of what?

CAROL

I'm not sure, the last entry was from two days  
ago, after that, nothing.

SABRETOOTH

The little furball was crazy! If I catch up with him  
I'm gonna cut ma name in him and eat his entrails.

WOLVERINE

(looking for a scrap with SABRETOOTH)

You so much as scratch Hank and I'll stick a picker  
in ye eye.

SABRETOOTH

Bring it on runt!

They square up to each other.

MAGNETO

Both of you calm down.

WOLVERINE

I ain't ya pet like these fucks.

SABRETOOTH

That so **Wolverine!**

(CONTINUED)

WOLVERINE snarls at SABRETOOTH.

STORM  
Where's Hank now?

COLLOSSUS has been looking over the footage Cerebro recorded of the battle at the start of the film.

COLLOSSUS  
(to all the gathered mutants)  
You better look at dis.

The mutants gather around COLLOSSUS and the computer terminal as he presses several buttons on the keyboard.

We CLOSE UP on the MONITOR as CEREBRO zooms in on the only SENTINEL that managed to escape the earlier battle - we zoom in further onto the SENTINELS back - BEAST can be seen holding onto the SENTINEL as it flies through the air - **BEAT!**

STORM  
Where's he going?

CLOSE UP on MAGNETO -

MAGNETO  
Apocalypse!

**BEAT!**

CUT TO:

**45 INT. APOCALYPSES LAIR - NIGHT**

**45**

We are back in the chamber where APOCALYPSE rose to life once more. He is now sat in a vast throne made entirely of human bones at the summit of the steps, content with the progress of his plans. APOCALYPSE OVER THE SHOULDER SHOT - MR. SINISTER is stood at the bottom of the steps awaiting further instructions from the high Lord EN SABAH NUR.

APOCALYPSE  
What news do you bring Sinister?

REVERSE ANGLE as we can barely see APOCALYPSE sat in his throne.

MR. SINISTER  
Sentinel 1 has arrived.

APOCALYPSE  
With Warren?

(CONTINUED)

MR. SINISTER  
Yes...and another guest.

APOCALYPSE  
(smiling)  
Beast.

MR. SINISTER  
Yes.

APOCALYPSE  
Brief him and begin Warren's treatment. And how are the new recruits?

MR. SINISTER  
Stable, My Lord.

APOCALYPSE  
Excellent.

CUT TO:

**46 INT. APOCALYPSES LAB - NIGHT**

**46**

We are inside a dark laboratory filled with numerous computers, surgical beds and equipment, it resembles the lab BEAST used in XAVIER'S institute only everything is a darker, and grimier shade of colour and texture. On the far side of the lab we can see two large tubes glowing in the dark.

We FOCUS on the tubes - there are two curled up bodies inside submerged in a green liquid. We CLOSE UP on the tubes as with every inch we get closer we become able to distinguishing who the bodies belong to - JEAN GREY and SCOTT SUMMERS - **BEAT!**

Wires and cables are connected to their bodies and attached to their faces are oxygen masks that permit them to breathe in the liquid. The monitors show the life signs of the two mutants to be stable.

CLOSE UP on SCOTT SUMMERS - we FOCUS on SCOTT'S eye - they open - **BEAT!**

CUT TO:

**47 INT. HANKS LAB - XAVIER MANSION - NIGHT**

**47**

All the MUTANTS are stood around talking to one another and reflecting on what has happened, trying to come up with plans and ideas that might help them understand and in turn tackle the dire situation they have found themselves in.

(CONTINUED)

WOLVERINE pulls STORM to one side...

WOLVERINE  
This smells bad, Ororo.

STORM  
That might be so, but don't forget Logan, that without his help earlier we would have all been destroyed.

WOLVERINE  
Speak for yaself dahlin'.

WOLVERINE walks over to MAGNETO.

WOLVERINE  
(intent on getting answers)  
Who's this bum? What was he talkin' about ya killin' Xavier?

MAGNETO  
I honestly cannot tell you, Logan.

WOLVERINE  
Ya can't or ya won't.

MAGNETO  
I have no idea.

WOLVERINE  
That's mighty convenient, bub.

MAGNETO  
I didn't kill Charles. As much as you might not want to accept it, Charles and I were friends...we fought for the same cause, albeit from opposing sides. His death saddened me as much as any other - and that's why I came to help...to try -

WOLVERINE  
What? Make amends? Make things right? You tryin' to get rid o' ya guilt?

MAGNETO  
Yes...I...

WOLVERINE  
Ya tried ta kill us Eric - Ya tried to kill Rogue...

MAGNETO  
(filled with regret and sadness)  
And for what it's worth...I'm sorry.

(CONTINUED)

All the gathered mutants fall silent as MAGNETO looks over at Rogue who smiles uncomfortably and averts her gaze.

WOLVERINE

It ain't good enough - not fa me! These might have forgiven ya -  
but ya gotta lot to prove ta get me on ya side, bub.

STORM

What about Xavier?

MAGNETO

I received a phone call about a month ago from a friend of mine  
called Moira McTagart, she explained to me that one of her  
patients had woken up and started talking about Charles...saying  
he was the professor....saying he had returned.

The mutants gather around MAGNETO as a hum of whispers and  
excitement spreads at the mere thought of Xavier being alive.

STORM

Who was he?

MAGNETO

When I got there, the patient had gone, together with Moira.  
Nothing, no clues, nothing.

(looks at Carol)

That's when Carol came to me, she had been working with Moira  
when the mutant went mad, destroyed the lab and escaped.

STORM

Was it Charles?

MAGNETO

I don't know

WOLVERINE

There's a lot ya don' know ain't there Eric!

MAGNETO

I know more than you, Logan.

SABRETOOTH

That aint hard.

WILDCHILD sniggers.

WOLVERINE

(stares at SABRETOOTH)

Why's this guy think ya killed Charles then Eric? Why was he  
willin ta put a bullet in ya skull? This don' explain nothin' -  
you haven' explained anythin'!

(CONTINUED)

MAGNETO

No...I guess it doesn't.

WOLVERINE

Then why should we believe anythin' that ya say? Huh!

MAGNETO

I don't care what you believe Logan. I am not here to prove myself to you or to anyone. The time will come when we will have to fight together...as only together will we stand a chance...but soon you will see for yourself.

STORM

See what?

MAGNETO

The end of mankind!

**BEAT!**

CLOSE UP on GAMBIT.

GAMBIT

Mert!

COLLOSSUS

What are you talking about?

MAGNETO

(turning to walk away)  
Not here, we must move on.

WOLVERINE

How do we know ya didn' kill the prof?

MAGNETO

(turns and looks at Wolverine losing his patience)  
Because you were there.

WOLVERINE

(getting angry)  
That wasn't Jean!

MAGNETO

No?

WOLVERINE is fucking furious at what MAGNETO is saying and steps up to face off with him, craving blood. Despite the fact that MAGNETO did not come to his aid sooner, SABRETOOTH still has a sense of loyalty to his former leader and steps in front of MAGNETO to prevent WOLVERINE from having a clear shot should he decide to attack.

(CONTINUED)

SABRETOOTH

Make a move runt.

WOLVERINE is not phased by SABRETOOTH'S interception and pops his claws ready to engage in battle, more than willing to carve his initials in SABRETOOTH'S eyes.

COLLOSSUS steps forward to stand behind WOLVERINE to show he will get involved should the situation escalate - shit is hitting the fan - and hard!

CLOSE UP on GAMBIT - he exhales through his mouth at the growing tension.

STORM

(looking over at the unconscious BISHOP)

And what about him? What did you do to him? He might be the only one with some answers to all this.

MAGNETO

I simply slowed the flow of iron to his brain, he'll be fine in a few hours.

WOLVERINE

And Jean?

MAGNETO

Her, on the other hand, I can't say.

WOLVERINE

Ya betta say somthin'.

MAGNETO

I have told you all I know.

GAMBIT

I tink dis frère know more dan he say.

PYRO

Says you frenchy.

GAMBIT

Oui, say I.

WOLVERINE

(staring straight into Magneto's eyes)

I don' care what any o' ya have ta say. Where's Jean?

MAGNETO

Apocalypse has her.

(CONTINUED)

WOLVERINE

Where?

MAGNETO

You'll never survive on your own.

WOLVERINE

I'd rather die tryin'.

SABRETOOTH

I can't see no problem with that.

WOLVERINE is extremely close to exploding and attacking  
SABRETOOTH with all his strength and ferocity.

MAGNETO

It's too dangerous.

WOLVERINE

So am I! Where is she!

MAGNETO

Egypt.

WOLVERINE retracts his claws and turns to walk out of the lab.

STORM

(calling out after WOLVERINE)

Wait Logan!

WOLVERINE

(pauses)

For what? She might die!

STORM

And so might we.

WOLVERINE

Then spare me th' lecture dahlin'. We ain't got th' time. I'm  
going after Jean.

GAMBIT

(under his breath)

Love, eh.

WOLVERINE

(shooting a glance at GAMBIT)

Can it Caijun! Kurt, follow me, ya gonna drop me off whether ya  
like it or not. Now.

(CONTINUED)

WOLVERINE passes GAMBIT and walks out of the lab without looking back, KNIGHTCRAWLER follows. The remaining mutants look at one another in utter shock and confusion, WOLVERINE, one of their only remaining figures of respect and safety has abandoned them.

MAGNETO looks at the young scared mutants...

MAGNETO

Let him go, we must leave here, it's not safe anymore. More of those machines will soon arrive to finish what the others could not.

STORM

Where can we go?

MAGNETO

Wandagore Mountain, Eastern Europe.

STORM

Why? What's there?

MAGNETO

A place we can get ready.

COLLOSSUS

Ready for what?

MAGNETO

War!

**BEAT!**

CLOSE UP on GAMBIT.

GAMBIT

Mert!

CUT TO:

**48 INT. BEASTS LAB - APOCALYPES LAIR - NIGHT**

**48**

We are back inside BEASTS new laboratory in APOCALYPSES lair. The room is filled with the sound of computers beeping and machines stirring menacingly in the otherwise stillness of the room. We PAN to the side to see at the far corner of the lab a vertically suspended operating table with someone strapped to it. CLOSE UP on table - it's ANGEL - **BEAT!**

We cut to a WIDER ANGLE to see BEAST sat behind a desk entering data into the computer in front of him, unperturbed by what others might deem evil actions. He is humming merrily as he performs his duties. (CONTINUED)

SINISTER walks into the lab and approaches BEAST.

SINISTER  
Is everything ready?

BEAST  
(Still checking monitors)  
Yes, I'm just making the final adjustments and then we can  
begin the bonding process.

SINISTER  
And Warren?

BEAST  
He's sedated.

SINISTER  
And what of the other two?

BEAST  
Scott has woken up and Jean is still out.

SINISTER  
How is Scott?

BEAST  
Disorientated.

SINISTER  
Did you get what I asked for?

BEAST  
Yes.

BEAST spins in his chair and reaches into one of the desk  
drawers pulling out a small shiny disc. He hands it to SINISTER.

SINISTER  
(Looking down at the disc smiling)  
Very good. I shall go and see Scott now.  
Apocalypse expects Warren to be ready by tonight.

BEAST  
That might not be -

SINISTER  
(Matter of factly)  
Don't forget who funded your research, Hank.  
And don't forget why you are here. Do your job and Apocalypse  
will take care of you. Now, ready?

(CONTINUED)

BEAST

Yes.

BEAST gets up from behind his desk, BODY SHOT - for the first time we see BEASTS lower body. Due to the experiments he was performing on himself, his legs have been encased with metal and his appearance is much more feral and unkempt - completely the opposite to what fans had grown to love in the earlier movie. He is different in both form and mentality, changed by the prospect of power and control, a slave to his desires and a tool of APOCALYPSE.

He flips around making final checks on all the computer monitors and operating equipment and looks ANGEL up and down. Satisfied that everything is as it should be, he returns to his desk and presses several keys on the pad.

CLOSE UP on monitor - on the screen we can see that the bonding process has begun.

CLOSE UP on ANGEL - His wings have been outstretched and are pinned to either side of him as he is suspended vertically. Needles appear from behind him and start to penetrate his wings as smoke begins to fill the air. The sound of drilling starts to echo around the lab.

SINISTER

Keep me informed with your progress, Hank.

BEAST

Every fraction.

SINISTER walks out of the lab.

The sound of the lab equipment working on ANGEL intensifies and from the pain of the needles and drills penetrating his wings, ANGEL screams venomously.

BEAST

(Smiling)

Morning, my little angel.

**BEAT!**

CUT TO:

**49 INT. APOCALYPSES LAIR - NIGHT**

**49**

SINISTER is walking down a dark corridor in APOCALYPSES lair where there are numerous holding cells lining the walls on either side of him.

(CONTINUED)

He stops at a cell to his left and punches a code into a control panel attached to the wall. The door opens and he walks in.

CUT TO:

50 INT. CELL APOCALYPSES LAIR - NIGHT.

50

SINISTER is stood in the doorway cast in shadow with the light from behind him in the corridor creating a silhouette around his form. After a couple of seconds the lights in the cell turn on to reveal a figure lying on a bed in the far corner. The lighting is poor and the figure is still cast in shadow.

SINISTER approaches the bed.

SINISTER

How are you feeling?

The figure lying on the bed moves slowly and wearily into the light, CLOSE UP - it's SCOTT SUMMERS.

CYCLOPS

(Still weary and tired)

Like death.

SINISTER

Hmm.

CYCLOPS

(Sitting up)

Who are you? Where am I?

SINISTER

You are with us for your own good.

CYCLOPS

And who are you?

SINISTER

My name is Sinister.

CYCLOPS

(Mockingly)

Mr. Sinister?

SINISTER

Yes.

CYCLOPS

Ha!

SINISTER glares at CYCLOPS.

(CONTINUED)

CYCLOPS

What exactly do you want with me?  
Why are you keeping me prisoner?

SINISTER

You are not a prisoner, we are simply bringing you back to  
health.

CYCLOPS

(Holding his head)  
I don't remember anything...I can't...

SINISTER

Perhaps this might help.

SINISTER walks over to a control panel situated next to the  
frame of the door and presses several buttons. A panel opens and  
he takes out the disk BEAST gave him from his pocket and inserts  
into the drive. The disk disappears and the monitors in the cell  
flicker on. He turns back to CYCLOPS and waits...

CLOSE UP on monitor - we see JEAN GREY.

CYCLOPS

(Memories begin to flood back)  
Jean...

We watch the computer screen as WOLVERINE appears above JEAN who  
is lying on one of the recovery beds at the XAVIER institute.  
The footage continues to show the kiss that WOLVERINE and JEAN  
GREY shared in X-MEN: THE LAST STAND.

CYCLOPS

(Confused)  
I don't understand...Jean...Logan.

SINISTER

I can't imagine what you must be feeling. But whatever they were  
feeling did not involve you. They left you. They left you to die.

CYCLOPS

(Shaking his head)  
No...

SINISTER

Yes, Scott. I know it must hurt -

CYCLOPS

(Angry)  
What could you possibly know about hurt?

(CONTINUED)

SINISTER  
Look at me.

PAUSE

CYCLOPS  
(Defeated)  
What do you want from me?

SINISTER  
(Taking full advantage of the situation)  
You're help.

CYCLOPS  
With what?

SINISTER  
Help us make them pay. Make them all pay for what they  
have done to us. You could have lived together, you and  
Jean...like a family, but -

CYCLOPS  
(Close to tears)  
- I have no family.

SINISTER approaches CYCLOPS and places his hand on the broken  
mans shoulder in an affectionate manner.

SINISTER  
That is what you have been led to believe.

CYCLOPS looks up at SINISTER who looks over to the doorway of  
the cell as a shadow appears framed by the entrance.

SINISTER  
Scott...

The figure steps into the light of the cell - CLOSE UP - it's  
ALEX SUMMERS - HAVOK.

SINISTER  
...meet your brother, Alex.

**BEAT!**

CUT TO:

51 INT. BLACKBIRD - NIGHT

51

The X-MEN, MAGNETO, and his BROTHERHOOD OF MUTANTS are all sat in the back of the BLACKBIRD. The atmosphere is extremely sombre as all the mutants reflect on their lives, past, present and fucked up future, the fate of the world quite literally resting on their genetically amplified shoulders.

STORM and KNIGHTCRAWLER sit at the front flying the jet.

GAMBIT  
(To ROGUE)

What is your name mon Cherie?

ROGUE  
Ann Marie

GAMBIT  
(Smiling playfully)  
A nice name.

ROGUE  
And you?

GAMBIT  
(takes ROGUES hand and kisses it)  
Remy. Remy Lebeouf, at your service.

ROGUE blushes and we CLOSE UP on ICE MAN who looks venomously at GAMBIT, fully aware of the flirting spilling from GAMBIT'S sexually charged pores.

ROGUE  
What were you doing at the institute earlier.

GAMBIT  
It was a test.

ROGUE  
A test?

GAMBIT  
Oui, for myself.

We CLOSE up on MAGNETO who is listening in to the conversation.

ROGUE  
What do you mean? What sort of test?

GAMBIT  
Well -

(CONTINUED)

MAGNETO

Stop filling the girls head with nonsense, Remy.

ROGUE

(To MAGNETO)

You know him?

MAGNETO

A little, his reputation has spread quite far.

GAMBIT smiles proudly at ROGUE and points at himself.

ROGUE

Reputation? For what?

MAGNETO

Stealing.

ROGUE

You're a thief?

GAMBIT

Was. Da best.

ROGUE

Is that what you were doing at the institute? Stealing?

COLLOSUS

(interrupts)

What were you trying to steal?

GAMBIT

I was not there to steal, I no longer -

MAGNETO has had enough of the French mans bullshit and uses his powers of magnetism to remove a disk from the inside pocket of GAMBIT'S long brown jacket and pulls it towards him through the air.

GAMBIT looks at ROGUE and smiles unable to escape his exposure as a liar and a thief.

GAMBIT

I...

COLLOSSUS has had just about enough for one day and is furious at GAMBIT'S audacity to steal from a dead man, a man to whom he owes his life no matter how fucked it now is - he begins to change into his metal form and shakes with rage.

(CONTINUED)

COLLOSUS  
I will crush you.

He stands and walks towards GAMBIT as the weight of his steps sound in the acoustics of the metal BLACKBIRD.

SABRETOOTH  
(pleased at GAMBIT'S exposure)  
Blew that one, eh Frenchy.

WILDCHILD sniggers.

MAGNETO  
(raising his hand towards COLLOSSUS)  
Collossus, stop.  
(his power halts the Russians movement)  
Remember, he helped us back there, he's an ally.

COLLOSSUS  
Allies do not steal from one another.

MAGNETO  
Perhaps, but they do fight for one another.

COLLOSSUS  
Occasionally *with* one another.

MAGNETO  
Not now.

GAMBIT is not phased by the vast stature of the solid metal RUSSIAN stood above him, his eyes show no sign of fear as he takes out a playing card from his pocket and flips it around in his fingers. He winks at COLLOSSUS.

ROGUE  
What's on the disk anyway?

MAGNETO  
A -

STORM  
(calling back from the cockpit)  
Brace yourselves for some turbulence! We're going to have to take evasive action.

ROGUE  
Why what's going on?

MAGNETO looks out of the WINDOW.

(CONTINUED)

MAGNETO P.O.V. - Through the window of the ship we just about make out the dark shape of a SENTINEL whose eyes glow in the darkness as it zooms past the BLACKBIRD.

MAGNETO  
(V.O.)  
Sentinels.

**BEAT!**

CUT TO:

**52 EXT. SKY - NIGHT**

**52**

The BLACKBIRD flies through the sky, twisting and turning between clouds leaving a trail of distressed air. All around the ship we recognise hundred of SENTINELS zipping about in all directions, firing their weapons at the ground below them. Explosions and fire fill the earth as smoke rises and devours the once clear air, poisoning the lungs of life.

The SENTINELS are wreaking havoc - killing and maiming all life no matter what species - the destruction of mankind and the earth as we know has begun - The AGE OF APOCALYPSE has truly started.

CUT TO:

**53 INT. APOCALYPSES LAIR - NIGHT**

**53**

We join MR. SINISTER, CYCLOPS and HAVOK as they walk through the dark tunnels within APOCALYPSES lair, deep in conversation and dark in temperament.

MR. SINISTER  
You must have a lot to talk about.

CYCLOPS  
No shit.

HAVOK  
(looks at his unwanted brother)  
I still don't understand why we need him.

SINISTER  
You will understand, in time, it will all become clear. You and Scott have an important role to play in this saga, and when decisions have to be made, you will make the right ones.

(CONTINUED)

CYCLOPS

(Thoughtfully)

I'm sorry...but...I have to ask...what happened to Jean?

ALEX

She -

SINISTER

- She is not with us anymore.

ALEX throws a look at SINISTER knowing he has lied to SCOTT, unconcerned by the feelings of SCOTT but more interested in MR. SINISTER'S motives.

CYCLOPS

What happened to her?

SINISTER

It is not important, Scott. She is no longer any concern to you...she betrayed you - as did your other fellow X - Men. They all betrayed you...they left you to die...only we can help you now...but will you help us?

CYCLOPS

I want to know...If I'm to help you...I must know.

SINISTER

Very well...Logan killed her.

CYCLOPS

(stops, unable to take in what Sinister has said)  
No...That's not possible...It can't be...

SINISTER

Believe me, it is...Wolverine killed her.

CYCLOPS

(With contempt)

Logan.

SINISTER

Perhaps you need a little time to come to your decision...to reflect on what has happened. I will ask you again soon. Things are moving very fast, Scott...and you must decide whose side you are to fight on.

CYCLOPS

What are you talking about?

(CONTINUED)

SINISTER  
(Meditavely)

A war is brewing...the greatest war known to mankind - and you have the opportunity to be on the winning side. A chance to claim your born place at the side of Apocalypse.

CYCLOPS  
What are you talking about? Who is this Apocalypse? When will I meet him?

SINISTER  
When he thinks you are ready.

ALEX  
(Defiantly)  
If that time ever comes.

SINISTER  
Alex, your hostility is not helpful. You must learn to accept your brother, as he has chosen to accept you. You are brothers...the brothers grimm...and you must work together.

ALEX  
I work better alone.

SINISTER  
Then you may soon find yourself alone...Do not limit the possibilities open to you, Alex.

ALEX  
I -

SINISTER  
Enough. I have said too much. Now we -

An explosion crashes through the tunnels shaking the rock walls.

SINISTER  
Beast.

**BEAT!**

The three men run towards BEASTS lab out of shot.

CUT TO:

**54 INT. BEASTS LAB - APOCALYPSES LAIR - NIGHT**

**54**

SINISTER, SCOTT and ALEX run into BEASTS lab and glance around in all directions.

(CONTINUED)

SINISTER P.O.V. - we can see the vertically suspended operating table to which ANGEL had been secured has been thrown off the wall and lies upturned on the ground - ANGEL is gone!

BEAST is lying on the other end of the lab holding his head and groaning with confusion and pain.

SINISTER

Hank, you have been tinkering again I see.

BEAST

(Panicking)

I...it...not...like it looks.

SINISTER

(looks about the lab again)

Let's be sure of that. Where is Warren?

BEAST

He woke up...he was quite angry.

SINISTER

How angry?

BEAST

Oh, very angry.

SINISTER

Where is he?

BEAST points up to the ceiling where we FOCUS to see the light of the moon and stars radiating into the lab from a hole in the roof created by a furious ANGEL.

SINISTER

Marvellous. Were the mental implantations a success?

BEAST

As far as I could tell...he kind of got away before I could make my final diagnosis.

SINISTER

(looks over to the far side of the lab)

And the others?

BEAST

They are almost ready...another couple of hours and -

SINISTER

You have one hour.

(CONTINUED)

BEAST

But -

SINISTER

- Perhaps Apocalypse would like to hear about your little infraction.

BEAST

(Recognising the threat)

One hour.

SINISTER

Alex, clean this mess up - Scott - come with me - We must find Warren.

SINISTER and SCOTT run out of the lab and it is clear ALEX is pissed off at being left behind, his older brother instantly taking precedent over his own long serving loyalties. The ill feelings he holds for his brother are clear for all to see.

CUT TO:

**55 EXT. EGYPT - NIGHT**

**55**

AERIAL SHOT of the pyramid where APOCALYPSE has his lair. The only source of light comes from the moon and the stars high up in the sky. Despite the carnage that is taking hold of the world, there is a strange calmness in this beautiful scene.

There is a figure flying around in the sky above, twisting and turning, free from shackles and tortures. It becomes clear that this is ANGEL, however, we notice that something is different about him, we are not quite sure what, but something about his form looks different. He swoops down and comes to rest on top of the pyramid.

As he sits atop the pyramid, he extends his wings and they glisten in the moonlight reflecting the moon and stars above. We CLOSE UP on ANGEL and for the first time we see exactly what BEAST has done to him - his wings have been enhanced with metal - **BEAT!**

Suddenly a panel opens near to him and a tunnel is exposed leading into the pyramid. ANGEL considers the tunnel, looks up into the sky and then at his newly converted wings. He decides to enter and jumps up into the sky, swooping in the air and disappearing into the dark opening.

CUT TO:

**56 INT. CAVE - NIGHT****56**

We are inside the vast chamber where APOCALYPSE sits high up in the distance on his throne, still and waiting. In an instant ANGEL appears from the darkness, he spins in the air and lands at the bottom of the steps leading up to the newly crowned ruler of this horrifying new hell on earth.

ANGEL P.O.V. - he looks up the steps at the dark figure sat on the throne.

APOCALYPSE  
(Gloating)

I have been expecting you, *Archangel*.

**BEAT!**

CUT TO:

**57 EXT. EGYPT - NIGHT****57**

We are looking through the view finder of a telescopic lens as it scans the sands of Egypt searching for anything out of the ordinary. Digital numbers and readings fill the corner of the screen.

We PAN ACROSS the plains as nothing but stillness occupies the point of focus, until, in the distance, we are suddenly able to see a hooded figure appearing from beyond the sand hill, walking towards us with powerful and measured strides.

VOICE 1  
(Voice over)  
Wake up Mangle, I have a target.

MANGLE  
Not another goat -

VOICE 1  
No, it's a humanoid. Reading 98.7 degrees with a heartbeat within normal parameters.

MANGLE  
Patch me in a read out dead - eye...Okay, I'm online, I'm bringing both our systems up to 'A' level and tweaking systems to combat status.

(CONTINUED)

DEAD EYE

Check out the protein curves on the sensor readings, this  
joker ain't no flatscan - He's a mutant, and an alpha class  
to boot.

We begin to CLOSE UP on the FIGURE in the sands...

MANGLE

I'm running a mug scan...got a match already!

CLOSE UP further - to reveal - *It's WOLVERINE-* **BEAT!**

MANGLE

*(Filled with alarm)*

That's Logan! Weapon X himself! Take him down!

CUT TO:

**58 EXT. EGYPT - NIGHT**

**58**

We CLOSE UP further still on WOLVERINE as he trudges through the sand, brows furrowed and face filled with anger and a lust for vengeance. His movements are solid and powerful, fully focused on the task at hand.

WIDER ANGLE of WOLVERINE in the sand as out of nowhere a BRIGHT LASER BEAM shoots out from a hidden dug out in the distance and strikes WOLVERINE straight in the midriff. The impact sends him flying backwards as smoke traces his path of flight. His boots remain firmly pressed into the sand.

CUT TO:

**59 EXT. EGYPT - NIGHT**

**59**

We FOCUS on the still sand when DEAD EYE jumps out of the dug out with delight at having directly hit WOLVERINE.

DEAD EYE

*(Mightily pleased with his shot)*

Ha! Blew him outta is god damn boots.

Without hesitation he begins running towards the motionless body, certain he has delivered a fatal blow.

DEAD EYE

Lord Apocalypse is gonna upgrade us for sure on this one!

CUT TO:

60 EXT. EGYPT - NIGHT

60

CLOSE UP on MANGLE as a look of panic and concern spreads across his scientifically altered face.

MANGLE

*(Shouting after Dead Eye)*

Wait! He's still showing life signs!

CUT TO:

61 EXT. EGYPT - NIGHT

61

DEAD-EYE has now reached where the body lies static in the sand, still smoking and unchanged by this heathen's presence. He is now stood directly above the body and looks down at the smoky carcass, pleased with his aim and apparent success.

DEAD EYE

That's why I'm gonna deal him the coup de grace -

He aims his gun as we look down the coldness of its barrel, and suddenly as he is about to fire once more we hear a familiar sound piercing the silence - claws popping - SNIKT!

DEAD EYE

*(Shocked)*

Huh?

WOLVERINE

*(out of shot)*

Eat adamantium and die cyborg!

In one deft flow of motion, WOLVERINE jumps up and slices DEAD-EYE in two. Sparks and smoke fill out from his wounds and within seconds his body falls apart, sliding away from the lacerations inflicted by an incensed Logan. He looks up.

MANGLE has darted across the plains to where WOLVERINE has mutilated his comrade and stops a few metres away to assess the situation. On screen both men are stood at the far end of the shot squaring up to one another and ready for battle.

MANGLE

Lord Apocalypse knew that you gene - traitors would come slinking back sooner or later.

(CONTINUED)

WOLVERINE

So he sent a couple o' mutant wannabes to bushwack me? You gonna come over here and die or do I gotta come to you?

## MANGLE

Why don't we both stay where we are.

In a split second MANGLES cybernetic arms extend and fly through the air towards WOLVERINE. In an instant they grab a hold off him and begin to retract, lifting him up and pulling him towards MANGLE. WOLVERINE, however, is not phased in the slightest and without hesitation he slashes at the arms, severing them from MANGLES body.

As his arms fall to the ground in a heap of skewered metal with wires frazzling and smoke rising, MANGLE screams and begins to run towards WOLVERINE, who at the same time slowly and calmly makes his way towards MANGLE. A metre from collision, WOLVERINE jumps up into the air above MANGLE and slices his head clean off. In one successive movement, using his momentum he flips in the air and lands on his feet.

Behind him MANGLES body falls to the ground bereft of artificial life as his head lands a metre or so away. WOLVERINE continues to walk in the opposite direction without looking back, and with an air of coolness he takes out a cigar from his pocket and proceeds to light it. He exhales and walks over to the summit of the ridge in front of him.

CUT TO:

**62 EXT. EGYPT - NIGHT**

**62**

WOLVERINE P.O.V. - he is looking at the pyramid from earlier scenes, he is not far now from APOCALYPSES lair - **BEAT!**

CUT TO:

**63 INT. BEASTS LAB - NIGHT**

**63**

We are once again in BEASTS LAB and BEAST and MULTIPLE MAN (who has multiplied into a number of extra forms) rush around the room checking computer terminals and monitors. They perform various tasks as they check the readings and life signs of all the mutants held prisoner.

HOLOCAUST walks into the lab and approaches BEAST.

HOLOCAUST  
It's time, Beast.

(CONTINUED)

BEAST  
Very well.

MULTIPLE MAN forms into one being again and BEAST walks over to his computer terminal, excited by what is about to happen. He types various codes into the control station and we FOCUS on the far side of the lab where there are several doors securely closed and sectioned off from the main area of the lab.

Alarm noises begin to sound and steam from the doors begins to disperse into the room, momentarily restricting our view of what lays inside these hidden rooms. BEAST and HOLOCAUST look at each other in anticipation.

Inside these rooms are mutants BEAST has been experimenting on, laying aside past notions of the good of science as he sacrificed his morals and ethical beliefs in a quest for self survival and power. One by one these monsters begin to exit from the cells, and gradually through the steam we are able to recognise their forms.

From the first door appears a vast figure, dressed in red armour with tentacles extending and flashing rapidly around from the centre point of his wrists - it's OMEGA RED - **BEAT!**

From the second cell, through the steam, black strips of some form appear and flick through the air until they come to rest and form into a distinguishable shape - it's ABYSS - **BEAT!**

BEAST stands proud of his creations, rubbing his blue hands together as HOLOCAUST proceeds to look them up and down approvingly.

HOLCAUST  
(Satisfied)

You have done well, Beast. Apocalypse will be pleased. Now, let us go and speak with him. *His Horsemen are ready* - **BEAT!**

CUT TO:

64 INT. APOCALYPSES LAIR - NIGHT

64

We are in the darkness of APOCALYPSES chamber as HOLOCAUST walks into the vast emptiness followed by his newly acquired slaves of Satan. They walk with menace and intense power, striking fear simply by their appearance. They approach the bottom of the stairs that lead high up to APOCALYPSES throne and stop, awaiting instructions from their master.

(CONTINUED)

APOCALYPSE

*(Speaks slowly with precision and power)*

Ah, my horsemen. And so it begins. The fall of man is in sight  
and death shall consume all.

HOLOCAUST

My lord, there are only three of us.

APOCALYPSE

Four.

HOLOCAUST P.O.V. - there is a gleam of light from high up above  
APOCALYPSE and we CLOSE IN to see ANGEL sat on a ledge awaiting  
instruction.

APOCALYPSE

Now go, bring death to human and mutant alike, bring death to  
all and bring life to our dreams...*Bring the Age of Apocalypse.*

**BEAT!**

The three HORSEMEN at the bottom of the steps, HOLOCAUST, OMEGA  
RED and ABYSS turn and run with intent and purpose out of the  
chamber. High up in the cave, ARCHANGEL takes flight, spinning  
in the air and exiting from the tunnel he previously entered.

**THE FOUR HORSEMEN OF DEATH HAVE BEGUN THEIR QUEST - BEAT!**

CUT TO:

**65 INT. WANDAGORE MOUNTAIN - DAWN**

**65**

AERIAL SHOT of a mountainous landscape, far removed from  
civilisation and the slaughtering of all life that has begun its  
initial phase. We FOCUS on a large metallic complex set in the  
side of the mountain, a compound MAGNETO used his powers to  
build for safe sanctuary and a final place of peace.

The X-Men are all at the complex trying to take their minds off  
the realisation that soon they will have to try and stop  
APOCALYPSE. Soon they will all sacrifice their lives and they  
may all perish, but for now, they take brief respite and enjoy  
each others company, perhaps for the last time. There is an  
intense feeling of grief and fear.

SABRETOOTH is playing catch with WILDCHILD.

(CONTINUED)

ROGUE is sitting next to GAMBIT as they laugh and talk jovially. We PAN OUT to reveal ICE MAN stood far behind them looking on with suspicion and jealousy.

MAGNETO, COLLOSSUS and GAMBIT are away from the others immersed in deep conversation.

The other X-Men are busying themselves with whatever brief tranquillity they can find.

We FOCUS on STORM and KNIGHTCRAWLER who are stood on a balcony looking down on their natural surroundings, briefly captured by the beauty of the scene around them.

KNIGHTCRAWLER

*(Concerned)*

What about Logan, Orora? When I left him I said I would stay, I offered to stay and help but he told me to go, he told me to leave him alone. Will he be all right?

STORM

*(Thoughtful)*

He has chosen his path...there is nothing we can do to help him now. He has chosen to follow his heart...I only hope that he finds Jean, God help anyone who stands in his way.

KNIGHTCRAWLER

What about us?

STORM

We must trust Eric for the time being...so far he has helped us. We have no reason to doubt him and for the moment...we have no alternative.

STORM and KNIGHTCRAWLER look at MAGNETO.

KNIGHTCRAWLER

I don't understand how he got his powers back, from what Logan told me...he was infected by the syrum.

STORM

*(Turns to face Magneto)*

Let us ask him.

STORM and KNIGHTCRAWLER begin to walk over to MAGNETO, COLLOSSUS, and GAMBIT.

(CONTINUED)

We PAN ROUND to MAGNETO and COLLOSSUS who are still talking while GAMBIT stands in silence letting the two converse.

COLLOSSUS  
*(Thoughtfully)*

I am not sure I want to take any more part in this, Eric...I have seen too much death.

MAGNETO  
So have we all, Peter. But we need your help...we are going to need the help of any mutant who wants to stand up to the threat of Apocalypse...The fate of mankind lies with us.

COLLOSSUS  
Yes, that may be so...but I'm not sure that I can continue...I have no reason to wish to help those that destroyed the life I once knew.

MAGNETO  
If you will not do it for them...then for us.

COLLOSSUS  
Why?

*PAUSE*

COLLOSSUS  
Tell me, what do you know?

MAGNETO  
*(looks at the Russian with compassion)*  
Because Apocalypse has Ilyana - **BEAT!**

COLLOSSUS  
*(Tensing his muscles)*  
...Ilyana?

MAGNETO  
Yes...she is being held captive with hundreds of other mutants who could not defend themselves.

COLLOSSUS begins to shake and tremble with anger and his skin starts to change into its metal form.

COLLOSSUS  
*(Barely controlling his rage)*  
I will help...not for you and not for the humans...I will help for my sister.

(CONTINUED)

MAGNETO

And I will help you.

COLLOSSUS

*(Calmer)*

Promise me one thing, Eric.

MAGNETO

I will try.

COLLOSSUS

Promise me that when all this is over...when Apocalypse has been defeated...when this evil disappears...I can return to a normal life...a normal life with my sister...that when all this is finished...I will be able to walk away and not look back...Promise me my life back.

MAGNETO

*(Compassionately)*

I can promise you that we will try...It is what we are all fighting for, Peter...life.

COLLOSSUS

Very well.

STORM and KNIGHTCRAWLER have reached MAGNETO and the others. COLLOSSUS does not wish to talk anymore and walks away from them.

STORM

Eric, we need you to clarify something for us.

KNIGHTCRAWLER

How did you get your powers back? I mean...I thought you were left weakened?

MAGNETO

*(With affection)*

It is all thanks to Carol. She is the one who nursed me back...without her...I would be of no use to you...or to anyone.

STORM

And what of the unexpected visitor from the institute?

MAGNETO

He is waking. Go and check on him if you so wish, try and find out what he knows...he may be able to help us.

(CONTINUED)

STORM

*(Suspiciously)*

I thought you recognised him.

MAGNETO

*(Dismissive)*

No, you are mistaken.

KNIGHTCRAWLER

What are we doing here anyway? Shouldn't we be helping the humans?

MAGNETO

We will be, but first I must talk to Remy, please...leave us.

STORM and KNIGHTCRAWLER reluctantly walk away leaving MAGNETO and GAMBIT.

MAGNETO

*(Turning to Gambit)*

Now, Remy. Do you know what this is?

MAGNETO reaches into his pocket and pulls out the disk he took off GAMBIT on the BLACKBIRD.

GAMBIT

I saw a little.

MAGNETO

Do you know why I sent you to get it?

GAMBIT

I have my suspicions.

MAGNETO

Then you know that the Shi'ar crystal is the only thing that can return things to the way they were.

GAMBIT

Oui.

MAGNETO

Do you know what I am about to ask of you?

GAMBIT

I know what I don' wan' you to ask me.

(CONTINUED)

MAGNETO

I need you to go to the Shi'ar base and retrieve the Crystal,  
only with the crystal can we change the fortunes of man and  
mutant alike.

GAMBIT

And what about you and the others, mon ami?

MAGNETO

*(Speaking with clarity)*

Apocalypse has by now sent out his horsemen...death is spreading.  
We must go to the pens and rescue those still fortunate enough  
to be alive. You must take Kitty and who ever else we can spare  
and return with the crystal. I am sure you are aware how  
important this is, Remy...we are depending on you.

GAMBIT

*(Trying to alleviate some of the tension)*

Life don' get better dan dis.

MAGNETO

This is no time for levity.

GAMBIT

I will bring you the crystal.

MAGNETO

Thank you. But first you must help us with one other matter.

GAMBIT

Quest que ca?

MAGNETO

The pens.

**BEAT!**

CUT TO:

**66 INT. BEASTS LAB - DAY**

**66**

Inside BEASTS lab we see him hunched over his computer terminal  
furiously working away, whistling to himself pleased with his  
progress. OVER THE SHOULDER SHOT - CLOSE UP on computer screen -  
we are able to distinguish TWO HELIX'S of a DNA pattern. Below  
each HLEIX is the name of the person to whom it belongs:

Below the first HELIX is the name SCOTT SUMMERS,  
Below the second HELIX is the name JEAN GREY.

(CONTINUED)

BEAST presses several buttons on his keypad and slowly the two HELIX'S begin to move towards each other, joining and forming a new pattern of DNA. Below this newborn HELIX is simply the letter X.

He strikes further keys on the pad and on the monitor we can see that 'PROJECT X' has been initiated.

We PAN BACK from BEAST'S perspective and go to a WIDER ANGLE where we can see a metallic operating table to his left. There is a large laser resting above the table and as noises begin to fill the room, the laser begins to move up and down leaving a trail of red light. As the laser passes, we can see a human skeleton being formed. Once the skeleton is complete, the laser begins to create human muscle and tissue on top of the bones.

A new life form is being created, BEAST has succeeded in playing GOD and smiles at his newly acquired celestial powers.

A door opens in the far corner of the lab and SINISTER walks in.

SINISTER

How is my new project going Beast?

BEAST

Marvellously.

SINISTER looks towards the operating table and we see the body has almost been completed - X- MAN is born - **BEAT!**

CUT TO:

**67 EXT. CITY STREETS - DAY**

**67**

AERIAL VIEW of the FOUR HORSEMEN spreading death in the city streets. All life, both human and mutant is being extinguished as HOLOCAUST, ABYSS and OMEGA RED are massacring every living thing.

ARCHANGEL flies high up in the sky destroying mercilessly any aircrafts whether they are carrying military or innocent passengers. No living thing can escape the HORSEMEN.

DEATH IS SPREADING -**BEAT!**

CUT TO:

**68 EXT. CITY PENS - DAY****68**

MAGNETO P.O.V. - He is looking over a ridge at an American Football Stadium that has been taken over by APOCALYPSES Army and is being used as a concentration camp. Humans and mutants are being led into the gates to be held prisoners of En Sabah Nur. Their life hanging in the balance.

MAGNETO is once again filled with the memories of his own torture and the torment he witnessed first hand. We can see the pain and emotion etched on his face as his eyes begin to water. He breathes in and turns.

REVERSE ANGLE - All the X-Men and Brotherhood are gathered ready to attack the PENS and free the prisoners as they risk their own lives to save those of others.

MAGNETO looks at KNIGHTCRAWLER who nods and promptly disappears.

They stand in silence looking at one another, filled by a mix of sensations, confused by everything that is happening but simultaneously aware of their importance and the role they must soon undertake, saviours of life and soldiers of fate.

KNIGHTCRAWLER re-appears.

KNIGHTCRAWLER

They are on the far side of the prison.

MAGNETO turns to all the gathered hero's and pauses. The moment has come.

MAGNETO

*(Speaking as a born leader)*

Then let us free them...free them all.

**BEAT!**

CUT TO:

**69 EXT. CITY PENS - NIGHT****69**

MOVING SHOT - we follow several members of APOCALYPSES security guards as they walk in silence making checks on the perimeter. SENTINELS fly above scanning the grounds for lives to be extinguished.

CLOSE UP of SENTINELS as they begin to jolt in their momentum and they develop problems flying, jittering in the sky. Suddenly their heads begin to twitch and without warning the SENTINELS explode, plummeting to the ground in smoky ruins.

(CONTINUED)

The guards start to panic as fear grips them for the first time, their manmade sentries failing and exposing their frailties to an unknown source of conflict.

MAGNETO appears and continues to attack the SENTINELS. The remaining X-MEN and BROTHERHOOD attack the ground force. SABRETOOTH rips through the guards and lets go of WILDCHILD'S leash. WILDCHILD chases soldiers in flight shredding them with his claws and teeth. These two X-MEN are feral and savage in their battle for survival and redemption.

MISS MARVEL is attacking SENTINELS in the sky whilst STORM is using her lightning to short circuit their components.

KNIGHTCRAWLER jumps on SABRETOOTH and they teleport.

CUT TO:

**70 INT. PENS - DAY**

**70**

SABRETOOTH and KINGHTCRALWLER appear by where KNIGHTCRAWLER had located the cells containing the trapped prisoners and they proceed to mercilessly take out the security. The cell bars are ripped apart as MAGNETO appears and ushers the prisoners out, freeing them of their shackles and rescuing them from certain death.

SABRETOOTH and KNIGHTCRAWLER lead them out and the escapees recognising the scale of events join in the battle, wielding whatever weapons they can find, fear suppressed as anger and fury dominate their sensibilities. Soon they begin to overpower APOCALYPSES forces, death nullified as life appears to succeed.

Among the rebels is BLINK, a young sexy woman with the ability to fire charged glowing arrows and teleport, VINCENTE, a mutant whose power enables him to adopt the shape and texture of water and gas, and MORPH, who has the power to transform his shape to any desired physical entity. They all fight as MORPH adopts the form of a SENTINEL and crushes the guards with ease.

CUT TO:

**71 EXT. CITY STREETS - DAY**

**71**

The FOUR HORSEMEN are still extinguishing all life when a security guard runs up to HOLOCAUST looking terrified.

HOLOCAUST  
What is it?

MUTANT

*(Shitting himself)*

The pens are under attack, Holocaust. The X - Men are freeing the prisoners.

HOLOCAUST

Then we shall attack the X - Men. Archangel, go. Bring death to the X - Men.

**BEAT!**

The HORSEMEN depart to unleash their savagery on the X-Men. ARCHANGEL turns in the sky and flies the other way.

CUT TO:

**72 EXT. PENS - DAY**

**72**

The X-Men are succeeding in rescuing the prisoners and together with the rebels they are overpowering APOCALYPSES forces. MAGNETO appears to have things under control when more SENTINELS arrive out of nowhere and attack the mutants.

QUICKSILVER has just picked up a young mutant when shards of sharp metal begin to flurry towards him. We PAN OUT to see ARCHANGEL swooping down from high above firing darts from his wings. QUICKSILVER starts to run and picks up speed as ARCHANGEL chases him and the young mutant.

MISS MARVEL has noticed that QUICKSILVER is in danger and attempts to fly over ARCHANGEL and somehow put him off, however, ARCHANGEL loops in the air over her and flies up from behind MISS MARVEL grabbing her in flight.

ARCHANGEL increases the speed of his flight and heads towards a brick wall. Moments from impact he lets go of MISS MARVEL and she crashes into the wall unable to reduce her speed as he loops up and away from the crumbling structure.

STORM begins to use her weather powers to summon bolts of electricity with which she attempts to strike ARCHANGEL.

MISS MARVEL re-appears and bursts through the rubble taking flight once more.

ARCHANGEL has noticed STORMS attack just in time and moves his wings to use as a shield. The bolts of lightning reflect off his wings and are sent straight towards MISS MARVEL. She is struck and plummets to the ground lifeless and defeated.

(CONTINUED)

STORM  
No!!!

ARCHANGEL uses her loss of concentration as an opening and fires arrows from his wings at her. STORM does not have enough time to react and is struck by the metal spears. STORM begins to fall towards the ground unconscious.

ROGUE runs up to MISS MARVEL and lifts her head to check for a pulse on her neck. She can not find one and proceeds to give her the kiss of life, promptly followed by several pumps of her chest. She feels for a pulse again but there is no change. Reluctantly, she attempts the kiss of life once more, only this time she begins to absorb MISS MARVELS powers. By the time she has managed to pull herself away she has killed MISS MARVEL and absorbed her powers - **BEAT!** ROGUE'S POWERS HAVE RETURNED GREATER IN STRENGTH.

She realises what she has done and screams with anger and hurt.

ROGUE  
No!!!!!!!

ROGUE is livid and takes to the air disposing of the SENTINELS as though they were mere flies. CLOSE UP on ROGUE - she is possessed by anger.

CUT TO:

**73 EXT. WANDAGORE MOUNTAIN - DAY**

**73**

KNIGHTCRAWLER and BLINK are combining their abilities to teleport the mutants to WANDAGORE MOUNTAIN away from the danger and carnage of the PENS.

CUT TO:

**74 EXT. PENS - DAY**

**74**

COLLOSSUS has noticed that the X-MEN are retreating, recognising their loss of power and strength to APOCYPSES forces. He runs towards MAGNETO destroying anything that is unfortunate enough to stand in his path.

COLLOSSUS  
*(Intent on finding his sister)*  
What about the others? What about Ilyana?

MORPH  
Ilyana's not here.

(CONTINUED)

COLLOSSUS

*(Turns to return to the pens)*

No, I must find her.

MORPH

She is not here. She was transported this morning.

MAGNETO

Go!

COLLOSSUS

*(Defiantly)*

No!

KNIGHTCRAWLER appears and grabs a hold of COLLOSSUS and forces him to jump through one of BLINKS teleportation holes.

ARCHANGEL is firing his arrows after them in order to prevent their escape but MAGNETO uses his powers to suspend ARCHANGEL in the air by his wings.

MAGNETO

*(Somewhat remorseful)*

And so thy will be done.

MAGNETO stares at the mutant who was once a student at Charles Xavier's school. MAGNETO knows ARCHANGELS actions are not his own and his mind has been tampered with, but the threat he poses is too grave and so with immense power and concentration he rips ARCHANGELS wings from his body and he falls to the ground lifeless - **BEAT!**

ROGUE is still uncontrollably angry and is destroying everything in her path, savage with pain and grief. MAGNETO approaches her.

MAGNETO

Rogue, we must go!

ROGUE

*(Furious and livid)*

No, they must pay! They must all pay!

A SENTINEL takes advantage of her momentary lapse of concentration and fires at her back. MAGNETO strikes the SENTINEL but ROGUE has been hit and falls towards the ground. As she is seconds from impact, GAMBIT jumps in the way and catches her. He saves her life.

GAMBIT

*(Smiling)*

Good catch, eh cherie?

(CONTINUED)

CLOSE UP - ROGUE looks passionately into GAMBITS eyes. WIDER ANGLE to reveal ICE MAN has noticed their shared moment.

They all run towards the last of BLINK'S portals and only somehow manage to escape in time seconds before the three remaining HORSEMEN appear.

MAGNETO looks at the HORSEMEN briefly before turning and quickly flying through the portal just before it shuts.

They have escaped - **BEAT!**

CUT TO:

**75 EXT. PENS - DAY**

**75**

HOLOCAUST is furious that the X-MEN have managed to escape and strides up to one of the security guards intent on making someone pay. He towers over him and the small man is trembling with fear.

HOLOCAUST  
You have failed.

SECURITY  
(Crapping himself)

No! There was nothing we could do! They were too strong! No!

HOLOCAUST picks up the insignificant life and throws him up into the air as if he were merely a twig, with the weapon attached to his arm he fires at him and the man is incinerated as the penalty for failure is clear for all to see. (CONTINUED)  
The other HORSEMEN kill all life that survived the battle regardless of whether they are APOCALYPSES soldiers or escaped prisoners, nothing can survive their will of death.

HOLOCAUST walks over to where ARCHANGEL is lying on the ground. HOLOCAUST P.O.V. - ARCHANGEL is destroyed and defeated, covered in blood with wings contorted out of shape and form- **BEAT!**

CUT TO:

**76 INT. BEASTS LAB - DAY**

**76**

BEAST is stood over a control desk and his hand is hovering over a dial of some sort. WIDER ANGLE to reveal an OVERSIZED MUTANT strapped to a bed in the corner of his lab, a test subject for BEASTS demented mind. He is clearly in pain as he screams for relief from his horrid torture.

(CONTINUED)

CLOSE UP of BEASTS hand as he begins to turn the dial and the instrument of torture amplifies, the MUTANT screams even louder.

MUTANT  
You're huuuurting me!

BEAST  
*(Smiling)*  
No pain, no gain. My task is to genetically amplify the powers of homo superiors deemed unfit for the cause...and...to be honest...I do love my work.

BEAST once more turns the dial and the MUTANT screams in agony.

BEAST  
Certainly I'm well compensated for my labours, but just between you and me...I'd do this for free.

BEAST is about to turn the dial again when suddenly the MUTANT manages to break free from his shackles.

MUTANT  
Butcherrrr!

BEAST  
*(Shocked)*  
Oh my.

The MUTANT jumps at BEAST who is unable to get out of the way of his modified prisoners accelerated speed. They land on the ground and the MUTANT grabs BEAST by his throat and winds his arm back ready to strike and end his tormentors life. Out of nowhere and without warning he is struck by an electric pulse from behind as he reels forward and releases his grip of BEAST.

We PAN BACK to reveal ALEX SUMMERS - **BEAT!** He is stood in the doorway, his fists glowing with power ready to strike once more.

BEAST  
*(Relieved)*  
Summers, show this corpulent clod how we deal with reticent patients.

HAVOK  
Gladly, McCoy.

MUTANT  
NOOO! GET AWAY!!!!

ALEX is about to send another pulse of energy at the MUTANT when he swings his vast arm and catches ALEX straight in the face who is sent flying and lands on top of BEAST. (CONTINUED)

HAVOK

*(Surprised)*

Good Lord, McCoy. What did you do to him? How can something so big move so -

The MUTANT jumps in the air and is about to land on BEAST and ALEX when a glowing red beam hits him and sends him crashing into a wall on the far side of the lab.

CLOSE UP - its SCOTT SUMMERS - **BEAT!**

BEAST

Thanks for the save old man! I always said Scott Summers was there when you needed -

CYCLOPS

*(Annoyed)*

Can it McCoy! Perhaps Apocalypse would like to hear of this.

HAVOK

*(Angry at being shown up by his brother)*

Whoa! Pardon me, quisling, but even here, away from the pens, I'm the head of security! I make reports if they need to be made - And I take my responsibilities seriously! Not like some pampered brats who breeze in from the pens just to throw their weight around.

CYCLOPS

*(Steps up to Havok and they square off)*

And if I hadn't come little brother? What then?

HAVOK

*(Staring furiously into Cyclops eyes)*

I could have handled it you insufferable -

VOICE

*(Out of shot)*

Ah ha, lads.

From the shadows appears SINISTER.

SINISTER

Haven't I taught you better than this? Will the Summers brothers ever get along?

CYCLOPS

I'm...sorry Sinister.

HAVOK

As am I - but you have to understand, my brother began to -

(CONTINUED)

SINISTER

I don't care who started the fight, Alex. I'm finishing it.  
Hello Henry, I see that you have been up to your usual tricks.

BEAST

I...

SINISTER

Yes, well. Alex, make sure this area is secure. Scott, join me  
for a walk.

CLOSE UP on ALEX as he is overwhelmed by content and hatred for  
his brother.

CUT TO:

77 EXT. BALCONY - DAY

77

SINISTER and SCOTT are stood on a high rise balcony overlooking  
the destruction of the city as it is engulfed in flame and  
explosions light up the sky. The scene is of utter chaos as  
lives fade and the earth crumbles at the will of APOCALYPSE and  
his demonic rule of death.

SINISTER

*(Speaking slowly deep in thought)*

I had so hoped you might someday follow in my  
footsteps...Scott...but now...I have to go away...

CYCLOPS

Sir, No! If it's something I've done - !

SINISTER

Not everything is about you, Scott...No...A madness has seized one  
of our own...a dementia that I fear may lead to Armageddon.

CYCLOPS

Are things really that explosive between us and the humans?

SINISTER

*(Places his hand on Cyclops shoulder)*

Listen to me. We're looking at the end of the world...and worse...it  
is looking back at us, giving us time to only count regrets...You  
see before you mine...I alone have spent a dozen lifetimes  
creating hell on earth...and now...now I'll never be able to enjoy  
it.

CYCLOPS

*(Cannot comprehend what is being said)*

I don't understand...How could you create a hell? What do you mean  
by 'the end'? Whose madness? (CONTINUED)

SINISTER

*(In a loving tone as a father speaking to his child)*

Ah, Scott. I have sheltered you too long...I have protected you for reasons you cannot guess...And now you must seek knowledge...for the first time on your own...Farewell...son.

SINISTER turns and walks away from SCOTT leaving him confused and alone once more. As he is trying to make sense of what has just been said a flock of SENTINELS fly by overhead.

CYCLOPS  
Sentinels.

**BEAT!**

CUT TO:

**78 INT. WANDAGORE MOUNTAIN - NIGHT**

**78**

The X-Men have returned from the PENS and the only prisoners that managed to escape with their lives were BLINK, VINCENTE and MORPH. The atmosphere is tense as they all feel a sense of failure and grief for the fallen X-Men and all those they could not save.

ROGUE and GAMBIT are sat to one side talking intimately to one another, he has his arm around her and is attempting to console her.

KNIGHTCRAWLER, ICE MAN, KITTY PRIDE and BLINK are being acquainted. KIGHCRAWLER is visibly upset at the loss of his friends, STORM and WOLVERINE both now gone.

MAGNETO is stood away from the others talking heatedly with COLLOSSUS and MORPH, the atmosphere is one of tension and tempers are fraught following the atrocities witnessed in the pens.

COLLOSSUS

*(Angry)*

You lied to me Eric. You said Ilyana would be there and you lied.

MAGNETO

*(Calmly)*

No, I did not lie Peter. I was told she would be there.

MORPH

She was. She was there, but they moved a few hundred prisoners this morning.

(CONTINUED)

COLLOSSUS

To where?

MORPH

I'm not sure, one of the other camps.

MAGNETO

There are several other pens she could have been moved to,  
Peter, it is impossible to guess which one, you cannot -

COLLOSSUS

*(Tensing his muscles and beginning to change)*

- I will destroy each one until I find her.

MAGNETO

*(Places his hand on Collossus's shoulder)*

No, you must stay with us. We will help you.

COLLOSSUS

*(Has had enough)*

No. I do not need your help. You lied to me. And now I will find  
my sister without you...without any of you.

MORPH

But we are friends now, you saved our lives.

MAGNETO

Yes, Peter. We are here for you, do not shut us out.

COLLOSSUS

And who is there for Ilyana? Who will save her?

PAUSE

COLLOSSUS

I am going after my sister.

KITTY, KNIGHTCRAWLER, VINCENTE and GAMBIT have snuck up and  
heard the conversation.

KITTY

*(With emotion)*

I will come with you, Peter.

COLLOSSUS

*(Looks at her tenderly)*

No.

KITTY

Yes, whether you like it or not...I'm coming with you.

(CONTINUED)

KNIGHTCRAWLER  
(Steps forward)  
Me too.

MORPH  
And me.

VINCENTE  
(Quickly but annoyed Morph got there first)  
And me.

COLLOSUS  
(To Morph and Vincente)  
But you have no allegiances to me.

MORPH  
You saved us from certain death, man.

VINCENTE  
(Smiling)  
And each other.

MORPH turns into VINCENTE.

MORPH  
And each other.

MORPH and VINCENTE look at each other.

MORPH  
If we can help rescue others, then we're in.

COLLOSSUS  
(Pauses and looks tenderly at his friends)  
Are you sure comrades?

KNIGHTCRAWLER  
Yes...we have lost one X- Man already...I will not risk losing  
another.

COLLOSSUS  
We may perish.

KNIGHTCRAWLER  
Then we shall perish together.

KITTY  
As X - Men.

**BEAT!**

(CONTINUED)

COLLOSSUS

*(Looks at Magneto)*  
Then it is decided.

MAGNETO

Will you not reconsider?

COLLOSSUS

No, I am sorry Eric. I must go and find my sister.

MAGNETO

Then may you find your sister well...and when this is all over...we shall meet again and have a Russian beer to her health.

COLLOSSUS

I am sorry Eric.

MAGNETO

*(Compassionately)*

I understand Peter, there is no need for apologies.

COLLOSSUS, KNIGHTCRAWLER and KITTY walk away from MAGNETO and proceed to say their farewells to their friends as they prepare to depart WANDAGORE MOUNTAIN, leaving their allies behind, uncertain how futures may be determined and unsure whether they will see each other gain.

MAGNETO turns to GAMBIT.

MAGNETO

Remy...the time has come for you to leave us also.

GAMBIT

So soon. Gambit was havin' fun.

MAGNETO

*(Looking out into the distance)*

We need you to rescue the crystal. You have seen for yourself things are getting increasingly more dangerous...Apocalypse is growing in strength...The horsemen have begun...death is spreading.  
You must go.

GAMBIT

Oui, I will go, but do one ting for Remi.

MAGNETO

*(Turns back to Gambit)*

Anything.

GAMBIT

Look after Rogue for me.

(CONTINUED)

MAGNETO

*(Recognises the importance of his request)*

With my life, Remy...with my life.

GAMBIT

*(Turns)*

I shall return with the crystal, and maybe den, we can, how you say, have a party.

MAGNETO

*(Thoughtful)*

Let us hope so. Farewell, Remy...and good luck.

GAMBIT leaves MAGNETO and walks towards ROGUE who is sat alone lost in thought and mourning the loss of fallen X-Men, particularly anguished by MISS MARVEL and her demise from an allies innocent hands.

GAMBIT puts his arm around her.

GAMBIT

*(Tenderly)*

How you doin chere?

ROGUE

*(Still confused and hurt)*

I killed her, Remy...I killed Carol.

GAMBIT

No, chere. There was notin' you could do.

ROGUE

*(Close to tears)*

My powers- they came back...but how? I don't understand?...Oh, Remy...what have I become.

He pulls her towards him and she rests her head on his shoulders, weak and frail.

We see over GAMBIT'S shoulder ICE MAN stood in the distance looking at what is happening, once again bearing witness to the growing feelings between ROGUE and GAMBIT. He is tense with anger his eyes betray his violent thoughts.

ROGUE

*(Lifts her head)*

I probably won't be here when you get back.

(CONTINUED)

GAMBIT

You goin wid dem to stop da unstoppable?

ROGUE

Or die tryin sugah.

GAMBIT

No big ting chere. Don't know even how we supposed to get inside the Human High Council for this crystal, let alone get back.

*PAUSE*

ROGUE

So.

GAMBIT

So.

*PAUSE*

ROGUE

Ah guess this is it.

GAMBIT

Ah guess so.

CLOSE UP - they look into each others eyes intimately, sharing a moment pure in passion and innocent in love.

GAMBIT

*(Cheekily)*

Seein' as we won't be seein' each other again...I don't suppose you'd consent to a kiss goodbye? One for da road?

ROGUE

Remy, please.

GAMBIT

*(Smiles)*

Tought I'd give it a try chere.

ROGUE

*(Smiles tenderly back)*

What am I going to do with you Remy?

GAMBIT

I got a list, but it's in my other pants.

There is a pause and GAMBIT uses the opportunity to try and close in for a kiss, but before their lips make contact, ICE - MAN interrupts.

ICE MAN  
(Authoratively)  
Eric wants to see us Rogue.

ROGUE looks embarrassed as if she has been caught cheating and pulls away from GAMBIT with guilt and regret.

ROGUE  
Remy, good luck.

GAMBIT  
Always chere.

ROGUE gets to her feet and walks away leaving ICE - MAN and GAMBIT staring at each other, both men resenting the others presence.

GAMBIT  
Feel better?

ICE MAN  
(Scornfully)  
Not while you're still alive.

GAMBIT  
Good news den, cause it don't look like I'm goin ta be dat way for much longer.

GAMBIT rises to his feet and darts off towards the cliff edge. He whips out his staff from behind his back, and using it to launch himself into the air he disappears over the edge and out of shot.

CUT TO:

**79 INT. MAGNETO'S ROOM - NIGHT**

**79**

MAGNETO is stood alone looking out of his window at the barren wasteland below. He is deep in thought contemplating the lives that have been lost and the lives that still verge on the cusp of death, thoughts swinging from memories of his childhood, to Prof XAVIER, to his own impending doom.

REVERSE ANGLE as we see BISHOP appear out of the shadows pointing his gun at MAGNETO.

MAGNETO  
Can you do it Bishop?

MAGNETO turns to confront BISHOP and looks him straight in the eyes.  
(CONTINUED)

MAGNETO

Can you look me in the eye and pull the trigger? When the time comes will you be able to take one human life?

BISHOP

*(Confused)*

Y-Yes...Yes...if it means...going back in time...ensuring that Charles Xavier lives...if it means correcting the dark world that should never have happened.

MAGNETO

But it *has* happened. Even if it is true you are a time traveller, even if it is possible to send you into the past...you will have to kill Jean. Once again...can you do it?

BISHOP

*(Raises a hand to hold his head)*

Y-Yes...No...killing goes against so much of what...we're fighting for...

MAGNETO

In your reality you may have afforded yourself that luxury. This reality is in the death throes of a Genetic War. A war which no one can win. Long before Charles died - before this point of divergence - I stood by helplessly as millions of my people were led to the slaughter in the name of 'genetic purity'. I am not a fool Bishop...in any world there will be pain and suffering...but your world offers us one thing which my world does not...a future.

QUICKSILVER has walked into shot to see BISHOP pointing a gun at his father.

QUICKSILVER

Is everything all right father?

MAGNETO looks at BISHOP who slowly lowers his gun and bows his in shame.

MAGNETO

Yes, everything is fine.

QUICKSILVER

You wanted to see me?

MAGNETO

Yes, Pietro. I have a mission for you.

QUICKSILVER

What is it father?

(CONTINUED)

MAGNETO

I have sent Gambit to retrieve the Shik'rar crystal, if he succeeds we may stand a chance of defeating Apocalypse and his Horsemen, but you must also leave us. You must take Bobby and Jubilee and whoever we can spare and destroy the sentinels.

QUICKSILVER

How is that possible?

MAGNETO pulls the disc he took off GAMBIT out of his pocket and holds it in his fingers for a second.

MAGNETO

You must take this chip and insert it into the mainframe, the remaining sentinels will have their directives altered to aid the evacuation of the humans and mutants in the pens. We can use the sentinels for our purposes if you succeed, Pietro. It is the only option left to us. It will be dangerous.

QUICKSILVER

I will not fail you father.

MAGNETO

But first you must destroy the creator of the sentinels.

QUICKSILVER

Who is he?

MAGNETO

*Mastermould.*

**BEAT!**

CUT TO:

**80 INT. APOCALYPSES LAIR - NIGHT**

**80**

AERIAL VIEW of APOCALYPSES pyramid and we PAN DOWN to ground level and join several security guards patrolling the perimeter. They pay no particular attention to their tasks confident that APOCALYPSE'S lair is safe and strong in the belief no one would dare to come near the ancient monument.

MUTANT 1

Don't see why we have to keep watch, there ain't no fool big enough to try and break into here.

(CONTINUED)

MUTANT 2

You know these X - Men are crazy. Apocalypse says to watch, so we watch.

There is a loud scream in the distance that echoes through the stillness of the night.

MUTANT 1

*(Shocked)*

What the hell was that?

MUTANT 2

Sounded like raider.

CUT TO:

**81 INT. TUNNEL - NIGHT.**

**81**

A REPTILE looking mutant is upside down scaling the walls with his tail following behind him as he searches for the source of the scream.

As he descends, undistinguishable movements can be seen in the shadows above him as he continues to move unaware of what hides above. CLOSE UP - a hand shoots out of the shadows above and snatches at his tail, pulling him abruptly into the darkness out of shot - SNIKT!

He screams.

CUT TO:

**82 INT. TUNNEL - NIGHT**

**82**

Another mutant security guard is panicking having heard two successive screams and he is rapidly scanning the tunnel to either side of him, growing in agitation and fear.

He backs up onto a wall, quickly shooting glances one way and then the next, when slowly, from up above him once again out of the shadows, the REPTILE MUTANTS TAIL from the previous shot appears and begins to descend. The security guard notices the tail but does not flinch through recognition of it belonging to his friend and ally..

MUTANT 2

*(Relieved)*

Ah, scavenger, I thought I heard you scream.

The tail wraps around him and suddenly with a flash pulls him up and out of shot into the darkness - SNIKT! (CONTINUED)

He screams.

CUT TO:

**83 INT. TUNNELS - NIGHT**

**83**

A third mutant security guard is stood holding an automatic weapon ready to fire it at anything that moves, scared stiff having heard the previous screams and no longer feeling secure in the tunnels that have become his second home. These are all creatures of the dark and shadows play an important part of these sequences.

The Guard notices a pool of blood on the ground and bends down to take a closer look.

MUTANT 3  
*(Filling with fear)*  
Fresh blood. But whose?

There is a sudden noise from his left and he stands holding his gun at the ready, shaking and trembling with fear. GUARD P.O.V. - he is looking down at a bend in the corridor and a shadow appears slowly out of the darkness. He squints to try and understand what is in front of him.

REVERSE ANGLE as we see a hand holding onto the previous guard's severed head barely permitting it to be seen by MUTANT 3.

MUTANT 3  
*(Relieved)*  
Oh, it's you. Let's get scavenger and run a systematic sweep of the perimeter.

The GUARD begins to move towards what he believes to be his friend when in an instant WOLVERINE jumps out of the shadows and attacks him - SNIKT! He manages to fire one shot.

WOLVERINE is possessed by the animal within as he slashes and hacks away at the sentenced guard, spit and drool flying out of his mouth as he lusts for the blood of those that caused his lovers plight.

He screams.

A fourth mutant guard appears at the other end of the tunnel, once again searching for the cause of all the screams and trying to find an answer. He too is confused and scared by what is happening, no others to provide him with comfort as all that greets him is emptiness and the black vacant tunnels.

(CONTINUED)

CUT TO:

**84 INT. TUNNELS - NIGHT**

**84**

SHOT from ground level as we see fingers in the dark holding on to the bullet shell from the previous guards shot. The fingers flick the bullet and we follow as the shell rolls down the tunnel towards the mutant guard.

CUT TO:

**85 INT. TUNNEL - NIGHT**

**85**

CLOSE UP on guards face as he stops in his tracks having felt something hit his foot.

MUTANT 4  
(Scared)  
What the -

He looks down straining to see in the darkness.

Out of nowhere WOLVERINE'S claws slash into shot as they rip apart the guard and blood sprays everywhere, he falls to the ground dead- SNIKT!

WIDER ANGLE - we see WOLVERINE walking away from camera into the darkness, hunched over and muscles tense with fury - **BEAT!**

CUT TO:

**86 INT. APOCAYPSES LAIR - NIGHT**

**86**

APOCALYPSE P.O.V. - He is sat on his throne high up in the cave pleased at the progress of his quest for power and dominance over every living thing. Life that only he has permitted to survive as others fall to his will and hellish rule. Looking down the steps SCOTT SUMMERS rushes into the chamber and stops abruptly, waiting for a sign to speak.

REVERSE ANGLE - we see SCOTT staring up the stairs at APOCALYPSE sat in the darkness.

CYCLOPS  
(Confused)

Sinister has fled. His laboratory is in shambles and...I fear...he has turned against you.

APOCALYPSE  
(Calm as always)

(CONTINUED)

Wonderful. You 'fear' he has turned against me. Why would you fear that Summers? Is this not to be expected? Have my teachings not meant anything to you? In the survival of the fittest one should expect a challenge from within. Though I pity Sinister, alone, he shall never pose a threat to my power...to my kingdom...to the Age of Apocalypse.

A MUTANT SERVANT runs into the room and almost instantly stops as he becomes aware of the implications of what he is about to tell APOCALYPSE.

APOCALYPSE  
What is it mortal?

SLAVE  
*(Terrified)*  
There...there is an intruder...He has disposed of the security outposts.

APOCALYPSE  
*(Smiling)*  
Ah, just in time.

CYCLOPS  
How many are there?

SLAVE  
Only one.

CYCLOPS  
*(Surprised)*  
One...

APOCALYPSE  
Are you ready for your first test, Summers? Will you survive?

CYCLOPS  
Who is it?

SLAVE  
Weapon X, sir. Wolverine.

**BEAT!**

CUT TO:

**87 INT. BEASTS LAB - NIGHT**

**87**

MULTIPLE MAN is busying himself checking all the monitors and data as several of him rush around performing various tasks, machinery beeps in the background and lights flash their status as slaves to science. (CONTINUED)

MULTIPLE MAN comes together to form the one MULTIPLE MAN, he puts his clipboard down on a desk and walks over to one of the cells on the right of the lab.

MULTIPLE MAN  
And how are you today?

CUT TO:

**88 INT. BREEDING PEN CELL - NIGHT**

**88**

We are inside the darkness of the breeding cell where there is a bed on the far side with a figure lying on it covered by darkness and shadow. The figure moves and we CLOSE UP to reveal that it's JEAN GREY.

JEAN GREY P.O.V. as she looks at MULTIPLE MAN in the small window of her cell door. He smiles and waves mockingly at her.

MULTIPLE MAN  
Oh, I'm fine thanks. And how are you? Oh, a little tired, but all in the name of the high Lord Apocalypse.

MULTIPLE MAN walks away from the window and JEAN GREY sits up, tired and frail.

CUT TO:

**89 INT. BEASTS LAB - NIGHT**

**89**

We are back on the other side of the cell door as MULTIPLE MAN begins to walk away and out of the lab mumbling to himself...

MULTIPLE MAN  
These people are never happy, no appreciation. Sometimes I wonder whether they would notice if I wasn't even here.

Once MULTIPLE MAN has disappeared round the doorway WOLVERINE steps out of the shadows on the far side of the lab and sniffs the cold bitter air.

He walks over to the cell where JEAN is being held captive.

WOLVERINE  
(*Tenderly*)  
Jean...

JEAN  
(*Weak and drained of energy*)  
Logan...is that you?

(CONTINUED)

WOLVERINE

You bet it is dahlin'. Now ta get you outta here.

JEAN

What about the others?

WOLVERINE

Don't worry about them, I came here for you. Now stand back.

WOLVERINE slashes at the control panel, severing the wires and causing the cell door to open.

JEAN runs out and hugs WOLVERINE. This scene is intensely emotional as one would expect when lovers have been held apart and their love tested. Once again they are one and their hold of each other is full of passion and relief.

JEAN

*(Filled with emotion)*

Oh, Logan.

WOLVERINE

*(Looks lovingly at Jean)*

It's over Jean...You're safe now but we gotta get you outta here.

WOLVERINE turns his head and sniffs the air moments before BEAST walks into the lab unaware of what has been occurring. He notices WOLVERINE and JEAN and stops immediately in his tracks gripped by panic and dread.

WOLVERINE

*(Suspiciously)*

Beast. What the hell are you doin' here?

BEAST

Logan, thank god you're here. They kidnapped me, they forced me to do unimaginable things.

JEAN

Hank...What happened to you?

BEAST

They did this to me. They experimented on me, like they were going to on you.

MULTIPLE MAN walks back into the lab.

MULTIPLE MAN

*(Surprised at Beast stood with the two X-Men)*

Beast...what are you doing?

(CONTINUED)

BEAST

*(Points at Multiple Man)*

He did this to me - and to Jean.

WOLVERINE goes berserker rage and jumps at MULTIPLE MAN who multiplies and attacks WOLVERINE with all his forms.

WOLVERINE is slashing out in all directions trying to kill the real MULTIPLE MAN, he has lost control of the animal inside and no longer recognises a need for restraint.

MULTIPLE MAN simply proceeds to hurt himself as his fists connect with an unbreakable adamantium skeleton. WOLVERINE sniffs the air and locates the real MULTIPLE MAN and within seconds he is lying on the ground defeated with WOLVERINE continuing to hack away at him, screaming and growling at the dead mutant.

JEAN approaches WOLVERINE and places her hand on his shoulder in an attempt to comfort him. He turns as though to attack, for a second we think he might lash out at her but he fights the beast within and at the sight of JEAN manages to overcome his rage.

BEAST

Thank you, thank you Logan.

WOLVERINE

Do you know a way outta here Hank?

BEAST

Yes, through the tunnels, but there's security patrolling the entire perimeter.

WOLVERINE

Don't worry about them, I took care of them on the way in.

BEAST

*(Deflated)*

Oh...

WOLVERINE

Let's go, Jean.

BEAST presses a button on his computer control panel and a tunnel appears on the other side of the lab, he looks at the two of them unsure what his next move should be.

WOLVERINE

Come on, let's go.

(CONTINUED)

BEAST  
I'll follow you.

WOLVERINE  
Jean, you go first. Wait for me on the other side.

JEAN  
*(Worried)*  
What are you doing?

WOLVERINE  
I'm gonna make sure Apocalypse don't experiment on anyone else.

JEAN  
*(Reaching out for Wolverine)*  
But -

WOLVERINE  
*(Pushing her towards the tunnel)*  
Go! I'll be right behind ya.

JEAN reluctantly flees down the tunnel and WOLVERINE turns to discover BEAST has disappeared. WOLVERINE begins to hack and slash at all the computers making sure to leave not an instrument of torture untouched. He is destroying BEASTS lab and all his research.

VOICE  
*(Out of shot)*  
Wolverine!

WOLVERINE P.O.V. He turns and looks to where the voice came from, he sniffs the air and stares menacingly at the figure cast in shadow stood in the doorway to the lab.

CLOSE UP on figure as he walks into the flashing light of the lab - it's SCOTT SUMMERS - **BEAT!**

CYCLOPS  
*(Furiously)*  
You murderer!

WOLVERINE  
*(Confused)*  
Scott...

CYCLOPS  
You killed Jean! You murderer!

WOLVERINE  
Don't know what you're talking about bub, but you got it wrong.  
(CONTINUED)

CYCLOPS raises his hand to his visor and fires a blast at WOLVERINE who only just manages to jump out of the way as it smashes through the terminals causing explosions and fire.

WOLVERINE

*(Trying to stay calm)*

What's the hubbub, bub? I don't know what they been telling ya, but Jean is alive.

CYCLOPS

Liar!

CYCLOPS fires another blast at WOLVERINE and this time it hits him square in the face as he is sent flying backwards crashing into a brick wall. The wall crumbles in a messy heap and WOLVERINE disappears under the rubble.

CYCLOPS slowly approaches the smoky debris.

CUT TO:

90 INT. BEASTS LAB - NIGHT

90

We FOCUS on the rubble as bricks begin to move and shake, in a split second WOLVERINE bursts out from under the broken rocks. CLOSE UP on his face - the skin has been blown clean off and we can see his adamantium skull (reminiscent of the scene in TERMINATOR 2). In the reflection of the adamantium we can see CYCLOPS stood not too far away with his hand raised to his visor ready to fire again.

WIDER ANGLE as WOLVERINE and CYCLOPS have a huge fuck off fight!

CYCLOPS is firing optic blasts at WOLVERINE who ducks and dives whilst swinging his arms trying to slash at CYCLOPS. They are both going fucking mental.

CYCLOPS tries to raise his arm again to set his visor off when WOLVERINE slashes at his arm and he goes reeling backwards in pain. WOLVERINE uses the opportunity to attack and jumps at CYCLOPS and manages to get a clean swipe at his face gauging his left eye out. CYCLOPS'S visor has been shattered and a ferocious optic blast is released that catches WOLVERINE'S hand and takes it clean off.

CYCLOPS has fallen backwards holding his head and as he has done so his optic blast has blasted the ceiling above him and it comes crashing down on top of him crushing him with its weight.

WOLVERINE is lying on the floor holding what remains of his arm in agony, his healing factor unable to cope with damage caused by CYCLOPS blast.

(CONTINUED)

From nowhere JEAN GREY runs back into the lab from the tunnels and sees WOLVERINE lying on the ground in an immense amount of pain. She cannot see Cyclops as he is completely buried and so remains unaware that he is still alive.

JEAN  
Logan!

She runs over and helps WOLVERINE to his feet, straining to hold him and using her abilities to help lift him. WOLVERINE is close to losing consciousness but JEAN supports his weight and they disappear into the tunnel.

CLOSE UP on the lab doorway as BEAST re-enters shocked by what has been done to his life's work, the lab is in complete chaos and fire and explosions occur all around.

BEAST  
(Shocked)  
Oh my.

He hears a groan coming from under a pile of rubble and runs over to discover CYCLOPS still barely alive in among the debris.

BEAST P.O.V. as he looks around the lab and notices something lying on the ground. CLOSE UP to reveal he is looking at WOLVERINE'S hand claws still retracted and covered in dark blood. A trail of blood leads out into the tunnel - JEAN GREY and WOLVERINE have escaped - **BEAT!**

BEAST continues to scan his surroundings and his attention is caught by something as the expression on his face changes to complete despair - CLOSE UP - the bed X - MAN was lying on is empty - X-MAN has escaped. - **BEAT!**

CUT TO:

**91 INT. WANDAGORE MOUNTAIN - NIGHT**

**91**

MAGNETO and BISHOP are once again stood on his balcony looking into the distance, the night sky is now entirely lit by explosions and the glow of fire and decay. Screams fill the air and the pain of life echoes through the emptiness of the mountain. The Age of Apocalypse has truly begun as nothing escapes his reign of terror. Life on earth threatened by a being from another world, bent on conquering those he continues to blame for the misery of his own eternal life, no remorse, no humanity...no life.

(CONTINUED)

BISHOP

*(Doubtful)*

Why are they throwing their lives away? What they propose to do...would seem impossible.

MAGNETO

*(Annoyed)*

You need to ask Bishop? You who claim to come from a place where the sacred Xavier and the X - Men have actually made a difference? Is this then the reality you're asking us to re-create - a world populated by cowards?

BISHOP

*(Confused)*

There is much I can't...clearly recall. Just that this place is...wrong.

MAGNETO

*(Speaking with determination)*

So you have said. You may have come from an alternate reality and you may yet have some uses. And though this may not be much of a world - may not even be the world it is supposed to be - but it is our world nonetheless. And we will fight for it...we will die fighting.

MAGNETO turns and walks away.

BISHOP

*(Reflectively)*

Indeed. And I'm certain the professor wouldn't have it any other way.

CUT TO:

92 EXT. PENS - NIGHT

92

We see the carnage and chaos that is being wrought on all life as the HORSEMEN of APOCALYPSE carry out their task and continue to murder every living thing, leaving not a trace of the inhabitants of a burning planet.

**DEATH IS SPREADING.**

SENTINELS are destroying and killing everything, maiming and destroying the world as it quakes and trembles at APOCALYPSES might.

CUT TO:

We see a MONTAGE of the X-Men on their different missions (much like in the LORD OF THE RINGS films).

(CONTINUED)

COLLOSSUS, KNIGHTCRAWLER and KITTY are stood taking cover behind some rocks as they look down on another of APOCALYPSES camps.

QUICKSILVER, JUBILEE and the others preparing to raid the SENTINELS warehouse and attempt to destroy MASTERMOULD.

GAMBIT jumping over rooftops on his quest to reach the Shi'Ar base to retrieve the crystal.

WOLVERINE lying on his back as JEAN GREY tends to his arm bandaging what is now merely a stump.

MAGNETO, SABRETOOTH, WILDCHILD, ROGUE, MORPH, ICE - MAN and BISHOP as they are gathered in silence aware of what they must now do.

**END**

**CREDITS**

CUT TO:

## 93 INT. APOCALYPSES LAIR - NIGHT

93

BEAST walks into APOCALYPSES chamber and we can see SCOTT and ALEX SUMMERS stood at the bottom of the steps glaring at him.

BEAST  
Lord Apocalypse.

There is no answer and as BEAST gets closer to the SUMMERS brothers we can see that SCOTT looks different. The arm WOLVERINE slashed at is shining from the ray of light in the roof. His hair covers half his face and we cannot see clearly the damage caused to his eye.

BEAST  
*(Becoming more and more scared)*  
Mighty En Sabah Nur?

Still nothing. BEAST pauses as he reaches the SUMMERS brothers and they do not move to let him pass.

CLOSE UP on BEASTS face as it becomes evident by his expression that he is terrified, his eyes looking about him for any sign of APOCALYPSE.

REVERSE ANGLE as we see a vast shadow looming over him from behind.

CYCLOPS and HAVOK blast BEAST at the same time and we notice that there is only a smaller beam of red emitted from his RIGHT eye only. BEAST falls to the ground whimpering.

BEAST P.O.V. as the figure steps out of the shadow and for the first time in the whole film we see a clear shot of APOCALYPSE - **BEAT!** He is gargantuan and casts BEASTS body into darkness.

BEAST  
*(Trying to crawl away)*  
No...no...please..

APOCALYPSE  
You are weak, Beast...and the weak must never burden the strong.

APOCALYPSE raises his foot and it comes crashing down on BEAST.

BEAST P.O.V. - the foot grows larger and larger as it gets closer to impact - THUD! - CUT TO BLACK!

**END**