

X - MEN

OMEGA

The Age of Apocalypse

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

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EXT. NEW YORK - DAWN

1

AERIAL shot of NEW YORK at DAWN as the rising sun casts a dim glow through the heavily clouded sky. The camera zooms down into a MOVING SHOT that glides along the surface of darkened water. We come to rest at the bottom of the Statue of Liberty and begin to slowly PAN UP the infamous effigy. As more of the statue is revealed, we see scaffolding surrounding the large monument and it becomes clear work is being carried out on New York's most famous symbol of liberty and freedom.

More and more of the Statue becomes visible and we see pained and tortured workers, slaves of a hellish rule bound by chains toiling to alter the form of the aged statue. Guards and security surround the tired workforce, whipping and beating those deemed too slow and ineffective. Screams of pain echo menacingly in this new place of lost hope, life decaying as death and darkness fulfil their master's monstrous rule.

The camera reaches the top of the monument and we see for the first time that the Statue of Liberty is in the final stages of being transformed into an exact representation of Apocalypse - **BEAT!**

SINISTER
VOICE OVER

(Continues through footage below)

Five years ago. A new colossus oversees a new world. When the Darwinian overlord, En Sabah Nur, took control of North America, he commanded: "Give me your poor, your huddled masses that I may destroy them for their weakness."

Only the strong shall survive the Age of Apocalypse.

But in what remains of New York City, even the strong must fight to endure. This is the New Earth...this is a new age...Welcome back.

We PAN DOWN the statue back to ground level and follow a slave made bridge connecting the small island to a dock on mainland New York. Humans and mutants filter weakly to and from the island in queues of beaten flesh and we pass through them until we reach the dock. Vast carrier boats empty their contents of bruised morale and silenced spirits onto the muddy shores, fresh supplies for APOLCAYPSES PENS.

We continue through the mass of dying sanity until we reach the front of a queue where all are forced to wait to pass through a check point into APOCALYPSES pens. A large metal doorway that acts as a metal/mutant detector, not too dissimilar in look to the gates used at airport security looms over the frail captives.

(CONTINUED)

Armed guards patrol the area and security stand holding weapons of great power ready and willing to kill anything undesirable, sparing themselves the inconvenience of what their Lords rule deems to be pathetic specimens of waning life.

We FOCUS on two armed security on either side of the gate as people slowly pass through.

SECURITY 1
(With contempt)

Come on you mutant gene trash!

All stood in line are being whipped and beaten and those at the front have almost halted any progression due to weakness. The guards by the gate fire at them unconcerned by their ill-health and vulnerability, bodies falling to the comfort of the soil beneath. These scenes are grossly inhumane and barbaric, similar to images from Nazi Germany and the concentration camps used for the persecution of the innocent.

SECURITY 2

Apocalypse hasn't got time to waste! Move it!

The camera FOCUSES on a large figure about three people from the front of the queue by the gates. He is dressed in a dark trenchcoat and it is impossible to identify who it might be. Behind the large figure are two further figures dressed in the same manner, concealed from prowling eyes and eager ammunition.

The large figure is now at the front of the queue and pauses before the gate.

SECURITY 1
Move it!

The security guards aim their guns at the figure with suspicion and anger, fingers itching on triggers, merely seconds away from opening fire.

CUT TO:

2 EXT. PENS - WATCHTOWER - DAWN

2

There are vast security towers surrounding the pens and we FOCUS on one as we spy a mutant security officer scanning the ground below, keeping vigil and searching for possible infractions. CLOSE UP on his face, he is wearing dark sunglasses concealing his eyes and his grimace visibly shows his contempt for the prisoners.

(CONTINUED)

SECURITY OFFICER P.O.V. - We scan the territory below until we FOCUS on two figures huddled together whispering by a wall away from the queue. One is an old looking gentleman and the other is a small young child, a moments loving comfort sought in the misery of their forced entrapment.

WATCHTOWER GUARD

Violation! Violation. Inter-flatscan fraternization is strictly forbidden!

The mutant security officer removes his glasses and we CLOSE UP to reveal above his two eyes opens a third eye. The third eye begins to glow red and in an instant a beam of energy is blasted from it - we follow the path of the blast as it flies through the air and incinerates the man and child - condemned to dust and death.

CLOSE UP on watchtower guard as he smiles and places his glasses back over his eyes.

CUT TO:

3 EXT. PENS - DAWN

3

The large figure stood at the gates has witnessed the brutal murder of such a young child and turns to face the two figures behind him, fists clenched and trembling with anger, visibly disturbed by the previous act of heartless execution.

LARGE FIGURE

(Disgusted and angered by what he has seen)

He killed that child..

The security at the gate have all but lost patience..

SECURITY GUARD 1

I said move it!

The large figure stares at the security guards and walks with powerful strides into the gate, stopping under the frame and adopting a defensive stance. The alarms begin to sound and the guards cock their weapons as further security approach the large figure and take aim.

SECURITY 1

Hold it!

CLOSE UP on figure - In an instant he throws his jacket off to reveal his identity - it's COLLOSSUS - **BEAT!**

(CONTINUED)

Security open fire on COLLOSSUS but he has already changed into his metal form and the bullets merely rebound off his skin and strike several of the firing security. Panic fills the guards as their weapons do little to damage the frame of the Russian giant, and before they have time to re-load, the two figures behind him quickly throw off their jackets - KNIGHTCRAWLER and KITTY PRIDE - **BEAT!**

KNIGHTCRAWLER begins to teleport to the watchtowers taking out the security keeping surveillance of the perimeter, starting with the guard guilty of slaying the small child in the previous scene, blood seeping from his third eye as Kinghtcrawler spears him with his tail from behind.

KITTY PRIDE runs towards the armoured vehicles as guards fire after her. She is using her phasing ability to prevent the bullets from connecting and phases into the vehicles taking out the soldiers controlling the instruments of death from within.

COLLOSSUS is going fucking mental destroying anything and everything that stands in his path. Guards are sent flying in the air as bullets spray everywhere and battle erupts in all directions.

A large armoured truck begins to drive straight towards COLLOSSUS. He does not move and stands his ground digging his heels into the mud for anchorage. The truck drives straight into him, but due to his strength, the front of the vehicle merely crushes in on itself and he picks it up throwing it aside as though it were nothing more than a feather.

GENERATION NEXT are going mental as the soldiers are panicking and any military training is lost, their superiority and power dwindling as the quest for survival batters the empty hearts of APOCALYSPES troops.

KNIGHTCRAWLER teleports into the control room and incapacitates the guards with quick flashes of action like in the intro to X-MEN 2. He approaches the control terminals and presses several buttons to turn off the restraints of the captured mutants. All hell breaks lose and explosions fill the pens.

All the mutants are fighting their oppressors as they fight for their right to live - **BEAT!**

CUT TO:

4 EXT. CITY SKYLINE - NIGHT**4**

AERIAL SHOT of what was once a busy metropolis but now stands deserted and bereft of living mettle. Smoke rises into the sky from countless buildings set ablaze by APOCALYPSES soldiers as ash covers the hope of a dying dream for peace and co-existence. The beauty of the world once again shrouded by war and death, the pursuit of power and supremacy condemning all to misery and pain.

The camera begins to PAN DOWN to FOCUS on the crumbling rooftops. We follow a MOVING SHOT as we spy a figure running and jumping from rooftop to rooftop (the way he moves is reminiscent of the French Free - Runners).

The camera PANS DOWN and we give chase to the figure, following him as he jumps from object to object, in among gaps and holes in long abandoned structures. He comes to the edge of a roof top and pauses to survey his surroundings, contemplating his next course of action. We slowly PAN ROUND to reveal the figure is none other than GAMBIT - **BEAT!**

CUT TO:

5 INT. MILITARY COMPOUND - NIGHT**5**

We are in the corridors of a military compound filled with officials darting to and fro busy with tasks of great importance. Depraved and cruel uniforms scour the bleached tile floors, unaffected by the demise of defenceless mortals as they seek only their own survival. The stress can be seen on their faces as they appear to lack the time to even breathe.

An important looking official walks towards the camera in among the throng of orders and stops by a large fortified door. Two guards stand on either side of the door and as the figure approaches they nod in recognition. He places his eye to an iris scanner and waits...

IRIS SCANNER
(Voice over)
Access authorized.

The door begins to slowly open and the official walks inside and out of shot.

CUT TO:

6 INT. MILITARY OFFICE - NIGHT**6**

The official walks into a large chamber empty of any other personnel, the only sound the hum of electronic creations. CLOSE UP on figure as his skin reflects a luminous glow of red coming from an object no too far from where he stands. Following a brief pause, the figure continues to walk towards where the glow is being emitted.

Official P.O.V. - Before him rests a large glass sphere inside which stands the M'KRAAN CRYSTAL - **BEAT!**

The crystal is supported by small metallic arms within the sphere, red lasers surround the glowing object in all directions and around the crystal itself is an electronic shield. This is clearly a chamber for select military officials and security is immense, the value of the crystal clearly above that placed on the continuation of human and mutant life.

The official types a code into a control panel situated to the left of the crystal and the lasers turn off as the protective shield simultaneously disappears. We follow the figure walking towards the crystal and as he gets closer his skin begins to transform and change shape and colour- it's MYSTIQUE - **BEAT!**

MYSTIQUE is now stood directly in front of the crystal and outstretches her arms to take a hold of the shinning gem, inches away from possessing what she came for. Just as her fingers are about to take a grip, in a flash the crystal is snatched away from her and disappears into the shadows.

MYSTIQUE P.O.V. - she is looking over to where the crystal vanished and a figure begins to slowly step out of the darkness - CLOSE UP - it's OMEGA RED - **BEAT!**

He is holding the crystal out in front of him with the end of his tentacles.

OMEGA RED
(Smiling)
Come and get it.

MYSTIQUE is visibly concerned by the HORSEMAN'S presence but the importance of her mission supersedes any fear for her own survival. In an instant she flips in the air and darts towards OMEGA RED, risking her life and all that she has for the attainment of the crystal, the most precious jewel in all the dying world. They engage in a kick ass fight!

(CONTINUED)

OMEGA RED places the crystal in one of the compartments attached to his belt and begins to swipe at MYSTIQUE with his tentacles - fast flashes of metal slashing through the air. She only just manages to avoid his attacks and jumps backwards, momentarily safe from further assaults. They face off!

They engage once more - fast action sequences of a struggle between warriors - and OMEGA RED finally manages to catch MYSTIQUE with one of his tentacles. As she is falling backwards injured by his last strike, he swipes again gashing at her stomach. MYSTIQUE stumbles backwards and rests on one knee clutching her midriff in pain.

OMEGA RED stands towering above her.

OMEGA RED
Who sent you?

MYSTIQUE
(Weakly)
I -

OMEGA RED
- *Will die...so you may as well die with dignity.*

MYSTIQUE forward flips and kicks out at OMEGA RED who reels back. They pause for a moment and look each other up and down. As if in mutual understanding they both run at each other for a final duel but as they are about to engage in another flurry of assaults, an explosion blasts them in opposite direction.

OMEGA RED P.O.V. - he searches for the source of the explosion and looks up into the rafters to see a ventilation panel has been DISLODGED. We FOCUS on the opening as a figure appears and crouches at its edge - CLOSE UP - it's GAMBIT - **BEAT!**

GAMBIT
Room for one more?

CLOSE UP - OMEGA RED smiles.

OMEGA RED
Two for the price of one.

OMEGA RED attacks GAMBIT with his tentacles but his attempts are unsuccessful as the Frenchman deftly jumps out of the way landing on the ground clutching his staff behind his back ready for action.

(CONTINUED)

GAMBIT and OMEGA RED go fucking CRAZY, each one desperately trying to kill the other, fully aware their existence depends on their success, and in turn, the ownership of the crystal. MYSTIQUE stands back unsure of which of the two battling mutants she should attack or whether to let them kill each other.

GAMBIT ducks one of OMEGA REDS swipes and sends a card flying at his belt, the belt falls apart and the crystal crashes to the ground rolling away from both men.

MYSTIQUE notices the crystal rolling on the ground and jumps towards it in an attempt to gather it, but as she is only millimetres from collecting what she came for, GAMBIT throws another card in her direction and she is forced to retreat away from the crystal.

OMEGA RED attempts to retrieve the gem but GAMBIT throws his staff and knocks the crystal out of reach. OMEGA RED turns and strikes GAMBIT with his fist with such power that he is sent crashing into a wall on the far side of the chamber.

OMEGA RED turns to look for the crystal only to be confronted by MYSTIQUE who has changed her form to that of OMEGA RED. Now there are two OMEGA REDS - **BEAT!**

Both attack each other as tentacles clash with tentacles and sparks light the chamber, similar to the scene when MYSTIQUE changed her form to WOLVERINE and they fought in X-MEN 2, but faster and much more feral.

GAMBIT gets to his feet and sees before him two OMEGA REDS intent on killing each other, so much so that they have forgotten about the crystal. He uses their momentary loss of interest in the gem to attempt to gather it into his possession.

MYSTIQUE notices out of the corner of her eye GAMBIT'S movement for the crystal and sends one of her tentacles slashing towards him. GAMBIT only just avoids her strike but due to the shift of her attention she has left herself open to attack and OMEGA RED uses this opportunity to spear one of his tentacles right through her chest. We CLOSE UP on MYSTIQUE as she turns back to her blue self, pain stretching across her bloodied face - MYSTIQUE falls to the ground dead - **BEAT!**

All of a sudden the alarms begin to sound and the doors open as dozens of security and guards file into the room.

SECURITY GUARD
Freeze!

(CONTINUED)

The security guards take aim at GAMBIT as OMEGA RED gathers the crystal in his hand and smiles at the trapped frenchman. GAMBIT looks up at the ceiling and notices several wires have been exposed during the battle, he looks back at OMEGA RED and returns his smile.

Shot from behind GAMBIT as we see him holding a card charging behind his back as he stands motionless.

GAMBIT
(*Shrugging his shoulders*)
You win, mon freres.

The security begin to slowly approach him, but in an instant he throws the card up at the wires above and they sever and explode, filling the room with bolts of electricity and smoke. The guards fire randomly in all directions unable to see amid the dense fog and OMEGA RED sends his tentacles flying after GAMBIT. The panic subsides and as the smoke disperses we can see GAMBIT no more.

OMEGE RED P.O.V. - he looks up at the ventilation panel - GAMBIT has escaped - **BEAT!**

CUT TO:

7 **INT. WANDAGORE MOUNTAIN - DAY**

7

We are back in MAGNETOS hide out and all the mutants are gathered in heated debate, agreement hard to find when the future of all life balances so delicately on decisions yet to be made. WOLVERINE and JEAN GREY have returned following their escape from APOCALYPSES lair and stand among the other X-MEN. WOLVERINES left arm stops at the wrist and metal encases his stump rising half way up his forearm.

WOLVERINE has his claws popped on his right hand and the other X-MEN, SABRETOOTH, WILDCHILD, BLINK, ROGUE and BISHOP surround the angry hairball and his flailing temper.

WOLVERINE
(*Speaking with clear disregard for Magneto*)
That's right Magneto, Jeannie and I are leaving.
You got a problem with that?

SABRETOOTH steps up closer to WOLVERINE and looks down at the mutant he least wills to live another day, tension tangible in the toxic air.

(CONTINUED)

WOLVERINE

(Staring at Sabretooth)

Now why don't you have the rest of your X - kiddies
back off before one of them gets cut.

SABRETOOTH

(Unthreatened and clearly willing to fight)

Yer playing with fire runt! You even breathe too hard and
we're gonna be all over ya. Been waiting a long time
to take a piece outta yer hide.

MAGNETO

(Calmly)

Sabretooth, this is between Logan and me, no-one here wants to
fight.

WOLVERINE

Oh, that's where you're wrong, bub! I'm itching for one.
Been dat way since you abandoned Jean to Apocalypses camps.

MAGNETO

I offered to help you, Logan. It is not my fault if
you went off without us.

WOLVERINE

You could have still come. But I didn't need your help, any of
your help. I got her out! I did!

(Lifts his arm in front of Magneto)

I lost my hand, I lost my hand but I would have given up much more
than that for her.

SABRETOOTH

Carry on Hairball and you'll lose something else.

WOLVERINE

Bring it on, bub!

SABRETOOTH and WOLVERINE are extremely close to attacking each
other, the tension clearly at breaking point.

JEAN

(Trying to calm Wolverine down)

Logan, don't do this. It doesn't have to be this way.
Let's just leave.

WOLVERINE

(Pauses and looks at the other mutants)

Sure kid, anything you say...Take us away from this place,
it ain't home no more. If it ever was.

(CONTINUED)

WOLVERINE stands beside JEAN and she uses her powers to lift the two of them slowly up into the air. We FLICK FOCUS on all the gathered mutants as expressions vary reflecting the level of relationship each had with the departing WOLVERINE and JEAN. The younger mutants visibly scared and worried whilst SABRETOOTH and WILDCHILD sneer and growl, a parting of ways and separation never before seen among a group so close as the X-MEN.

WOLVERINE

We're done with your fight, Magneto, done with your dreams.
From now on, I'll take care of me and Jean...with no help from you!

WOLVERINE and JEAN are disappearing into the distance.

ROGUE

(With sympathy for Magneto since he saved her life)
You all right, Eric?

MAGNETO

(Distantly)

I need to be left alone.

All the X-Men apart from BISHOP turn and walk away leaving MAGNETO stood looking after WOLVERINE and JEAN, a pained look stretching over his haggard face as they all but vanish from sight. JEAN breaks his reverie and uses her telepathic powers to communicate with him...

JEAN

Eric, I understand why you did what you did.
But right now Logan needs me more than the team does.
Forgive yourself...I have.

JEAN breaks the telepathic link and her and WOLVERINE disappear high in the sky. We CLOSE UP on MAGNETO as he considers JEAN'S words, emotionally strained as the level of his responsibility weighs heavily on his magnetic shoulders. We move to WIDER ANGLE to reveal BISHOP stood beside him as they both look out into the distance, lost in dark despair.

MAGNETO

(To Bishop)

Let us hope the other X - Men succeed in their tasks...I have a feeling this war has only just begun.

BEAT!

CUT TO:

8 INT. APOCALYPSES LAIR - DAY

8

We are once again inside APOCALYPSES chamber as CYCLOPS stands at the bottom of the steps cast in shadow and barely visible amid the darkness. He looks up and a brief glimpse of light reflects off his visor, however, something is not as per normal, the reflection smaller, somewhat halved, but we are not able to clearly distinguish why.

CYCLOPS

(Speaking with mixed feelings)

My Lord, I have found some information in Beasts lab...
something I feel you should know about.

APOCALYPSE

(Calm as usual)

What is it Scott?

CYCLOPS

It appears that Sinister was using Beast for a personal mission.

APOCALYPSE

Go on.

CYCLOPS

He was creating a mutant...a telepath...and I have noticed that each time he uses his power it creates a ripple in the psionic plane like no other.

APOCALYPSE

(Dismissively)

You exaggerate I'm sure.

CYCLOPS

It does not appear so. This mutant...he or she is extremely powerful. They are a threat...perhaps the greatest threat there is.
But why was Sinister -

APOCALYPSE

Where is he?

CYCLOPS

I cannot pinpoint his exact location...only that he or she is in the mid west region...and on the move.

APOCALYPSE

Fascinating, you will keep me informed.

PAUSE

(CONTINUED)

CYCLOPS

There is also information on another...a time traveller,
a mutant who claims to know the secret to destroying this world.

APOCALYPSE

(With finality)

Enough. We already know that Magneto resides in his hide
out in Wandagore Mountain. As if they could detain me
from this prize I have waited to claim for so long.
At long last, Erik - my foe - my friend - We shall see who is
truly fit enough to survive.

CYCLOPS

What about the telepath?

APOCALYPSE

Perhaps you can convince the mutant to work for me -
and if he or she refuses - kill it.

CYCLOPS

And Sinister?

APOCALYPSE

He has chosen to oppose me. He has chosen death.
And so death to all, man or mutant.
And death to Magneto.

BEAT!

CUT TO:

9 EXT. MID WEST- DAY

9

AERIAL SHOT of a dying forest as we PAN DOWN in among the trees to
reveal a solitary figure sat on a rock in the centre of a small
clearing, the surrounding trees and bushes burnt and cindered. The
form is bent forwards, muscles tensed, his head bowed and
supported by the palm of his hand, a thousand thoughts spiralling
through a ravaged mind. CLOSE UP - it's X-MAN.

The deeply confused and burdened mutant is unable to understand
what is going on, who he is and where he came from. He suddenly
stands and stops still staring at what lay before him. X-MAN
P.O.V. - he is staring out into the trees and we slowly CLOSE IN
until - BANG - a vast wave of power strikes and incinerates the
foliage. We CUT BACK to X-MAN who is stood clenching his fists
with rage and we CLOSE UP to see his right eye is glowing with
energy as smoke exudes from the socket.

(CONTINUED)

It is clear that he is struggling to control his powers and he strains to regain composure, trembling with exertion and focus. Following several seconds his body ceases quaking and he turns and resumes his seat atop the rock.

X - MAN

(Confused and drained)

Who the hell am I? Where the hell did I come from?

X-MAN is overcome by uncertainty and once again attempts to use his powers, hoping they may provide him with some answers or a clue to his existence. Still seated, he clenches his left fist and outstretches his arm before him, his right eye begins to glow again, increasing in brightness as his body trembles more and more violently. He strains with intense concentration and manages to control his power, preventing further damage to his surroundings.

VOICE

(Out of shot)

You want answers...

X-MAN P.O.V. as he turns to see a figure walk out from among the trees - it's SINISTER - **BEAT!**

X - MAN

Who are you?

SINISTER

(Smiles)

I am Sinister...and you...are my child.

X - MAN

(Filled with anger and hatred)

You done this to me! You!

X-MAN is livid and blasts SINISTER with the energy that exudes from his eye, unwilling to spare his tormentor the might of his ability. SINISTER is struck and reels backwards.

X - MAN

(Rising)

I don't care, you can tell me you're sinister -
or the man on the moon - you done this to me and
you're still gonna die.

The young mutant's power is growing as the glow from his eye gets brighter and more powerful. He strikes SINISTER again hitting him in the torso and stands back clenching his fists with anger and ready to launch another attack, no mercy for the merciless.

(CONTINUED)

We CLOSE UP on SINISTER as we FOCUS on his torso. The metal armour that bonds to his skin and forms a type of armour slowly begins to heal itself, the wound simply rejoins as though X-MANS blast was worthless and SINISTER looks up at X-MAN unperturbed.

SINISTER

(Calmly)

I have no intention of fighting you, if for no other reason than you might get hurt. And then neither of us would get what he wants.

X - MAN

What I want? I want you dead!

SINISTER

I do not deny that you have the power to destroy me - if anyone would know it's me - and if we take that as a given, why not listen to what I have to say.

X - MAN

You mean more of your lies!

SINISTER

Look inside me...use your telepathic gift to see what you seek...about your parents. Look what a magnificent effort I made on your behalf.

We begin to see faded images of BEASTS creation of X-MAN. The HELIX'S and the movement of the laser as the body is formed, bone and flesh joining in quick succession.

The two continue their dialogue telepathically.

X - MAN

(Confused again)

Is that me? I don't remember any of this.

SINISTER

Of course not. How I laboured. For centuries I waited for the opportunity to combine the DNA of the prelate Cyclops and the telepath named Jean Grey. And with a touch of growth acceleration, the results were more than I could have imagined. I had to keep your existence a secret from Apocalypse, for he would have surely destroyed you.

X - MAN

But...

(CONTINUED)

SINISTER

(Turns and looks up into the sky)

Can you now begin to understand my dilemma? Apocalypse and I once shared a mutual interest - the evolution of the homo - superior. But where I was poised to bring life up to the next rung on the genetic ladder - he now embraces only death. And he must be stopped.

X - MAN

Why...why tell me all this?

SINISTER

(Turns back to X-Man)

You must fulfil your destiny.

X - MAN

My...destiny?

SINISTER

Yes...to kill Apocalypse.

BEAT!

CUT TO:

10 EXT. WANDAGORE MOUNTAIN - DAY

10

We are back in MAGNETOS hide out as he stands on a ridge overlooking the surrounding wasteland. He is deep in thought away from the sanctuary of his base, lost in endless bouts of guilt and remorse, silent lamentations devoted to those he did not save and fraught considerations of all he must yet save.

MAGNETO

(Thoughtful and morose)

Now then, the endgame is played. All my X - Men scattered across the globe searching for the keys which will unlock the doorway to another world. A better world than this, or so I'm told. And I may very well have to sacrifice all that I love.

BISHOP walks into shot from behind MAGNETO, he stands motionless for a second and then raises his hand and points his gun directly at the master of magnetism.

BISHOP

I'm sorry, but do we really have time to reminisce?
Did you forget why we're here in the open?
There's been a perimeter breach, we've been scanned.
Someone is apparently about to attack us.

(CONTINUED)

BISHOP is still pointing the gun at MAGNETO.

MAGNETO

(Annoyed)

I allowed you to carry that weapon for your own protection
- not so you could point it at me.

Without turning MAGNETO uses his powers to take the gun apart and suspends the weapon in the air out in front of BISHOP.

MAGNETO

Why surprised, Bishop? I am the master of magnetism.

BISHOP

Indeed.

(He looks at the disassembled gun)

But will that be enough to keep Apocalypses forces at bay?

In an instant MAGNETO puts the gun back together and BISHOP grabs it with his hand before it falls to the ground. MAGNETO turns and faces BISHOP who is still holding the weapon.

MAGNETO

It always has been.

(Magnetite feels something in the atmosphere)

Fire over my left shoulder now please.

BISHOP does as MAGNETO requests and we follow the path of the bullet as it flies through the air and hits a robotic soldier stood behind MAGNETO. The two men look at each other in recognition of what is about to go down, their impending call to battle and sacrifice of self and might.

We switch to a WIDER ANGLE as two dozen of these soldiers appear surrounding the solitary X-MEN.

MAGNETO

(Calm despite their precarious situation)

The final battle begins, Bishop. Be prepared! These
dog soldiers are assuredly the first wave of the
empires assault.

BISHOP

What is your plan of action now, Eric?

MAGNETO

What I have always done to any obstacle Apocalypse
has placed in my path. Obliterate them!

(CONTINUED)

MAGNETO uses his powers to rip apart the soldiers and they explode and fall to the ground in heaps of fiery metal.

BISHOP
(Suspiciously)
That was too easy.

MAGNETO
(Looks around)
Do not be fooled, Bishop. He is here.

BEAT!

A sudden explosion sends MAGNETO and BISHOP flying in different directions.

VOICE
(Out of shot)
I am everywhere, Magneto.

MAGNETO lands in the mud and tumbles several times before coming to a halt. He attempts to lift himself up and search for his attacker but he is clearly hurt, his midriff gashed open and seeping blood. Out of the shadows appears APOCALYPSE stood directly above him, his vast figure looming over the fallen X-MAN.

APOCALYPSE
(With pride and power)
For I am the fit. I am the strong. I am Apocalypse!

BISHOP has risen to his feet and sends a channel of energy from his fist directly at APOCALYPSE, but the blow does not affect EN SABAH NUR and he merely brushes himself off and turns his attention to BISHOP.

APOCALYPSE
That was a blow well struck gene traitor. An energy absorber and re-channeler then?
So you're the mysterious stranger Cyclops told me off,
the one who possesses the secrets to destroying
my Kingdom.

APOCALYPSE strikes BISHOP who falls back to the ground in pain. As APOCALYPSE approaches him with unhurried steps, he tries to crawl towards his gun in order to defend himself and MAGNETO.

APOCALYPSE
(Disgusted)
Reaching for your rifle? Only the weak need a crutch
with which to fight. (CONTINUED)

Without hesitation APOCALYPSE steps on BISHOPS gun destroying the only weapon he could have possibly tried to use against the gargantuan figure now stood looking down at him.

APOCALYPSE

We will have more than enough time to find out...
after you are defeated and my telepathic spies have
their way with you!

APOCALYPSE grabs BISHOP by the throat and holds him out in front of him, his feet dangling weakly in the smoky air.

APOCALYPSE

(Anger filling his face)

Fools! This is the time of your undoing! I have waited
centuries for this day to dawn, and who - if any -
are worthy enough to oppose me?

He winds back his arm ready to strike the weakened and defenceless BISHOP.

APOCALYPSE

None of you!

Just as APOCALYPSE is about to connect, he is struck by a sudden blow of energy from behind and drops BISHOP. CLOSE UP on APOCALYPSE as his face contorts and his brows furrow, utter contempt at such a show of disrespect filling his lust for blood.

We cut to a WIDER ANGLE to show MAGNETO crawling on the ground towards APOCALYPSE and BISHOP.

MAGNETO

(Weakly)

With my last breath, I will curse you Apocalypse!
Your mad reign will soon come to an end, Butcher!

MAGNETO gets to his feet slowly and stands ready for battle, visibly hurt and pained, clutching at his ribs but defiant till the end.

MAGNETO and APOCALYPSE face off!

MAGNETO

No matter the number of lives lost, we will do whatever
it takes to make this a better world than the one
which you've created.

(CONTINUED)

APOCALYPSE is not phased by the threat posed by MAGNETO and he begins to grow in size. He is now almost triple the imposing figure he was and grabs MAGNETO in his fist throwing him at the rocky side of the mountain.

APOCALYPSE

You should have died when you were infected with the so called 'cure', rather than live as a shell of the man you once were! Losing half of your incredible mutant gift and robbed of the fire you once had.

MAGNETO is lying in the rubble only just conscious.

APOCALYPSE

(Sneering and pleased at Magnetos weak state)

Now. Look at how far you have fallen, beaten and buried in the mud! You are mine, Magneto! As is the architect of your now deluded quest - this strange man Bishop. And within but an eye blink of time...all that will exist...is death.

BEAT!

CUT TO:

11 EXT. MID WEST - DAY

11

SINISTER and X-MAN are still in heated conversation and it is clear that X-MAN is getting more and more angry as undesired words continue to flow from SINISTERS mouth. This unknown man portending to be a saviour, his master and creator, lies unclear from truths submitting him to intense feelings of anger and resentment.

X - MAN

Okay, time for you to listen. I'm not and never have been your puppet.

SINISTER

(Unconcerned by X-Mans growing anger)

Make no mistake, Nate. This is something I have had planned for a very long time. I have no intention of letting you stray from your original purpose. You are nothing more than a weapon for me to point at Apocalypse.

X - MAN

Liar!

X-MAN fires another blast at SINISTER and it is becoming clear the power he possesses is immense, his importance on the shaping of the present world becoming more apparent with every display of power.

(CONTINUED)

SINISTER

I sold my soul to the devil - to Apocalypse - for the opportunity to conduct my experiments...for immortality. And now Apocalypse stands in the way of everything I strived for, so you, my creation, my most powerful tool of destruction, will return things to the way I planned...You *will* destroy Apocalypse.

X - MAN

No! It doesn't matter what you say - or how you twist the truth. I'm not anyone's project.

SINISTER

(Continues to speak with calmness)

Ah, but you are. Do you not wonder why you are so powerful... where it comes from?

X - MAN

I don't care!

SINISTER

But you do. You know precisely why you have such power. There is only one reason and one reason only -

X-MAN

(Has had enough)

No! Silence!

X-MAN strikes SINISTER with his most powerful blow yet and SINISTER is sent reeling backwards, hurt by such a ferocious exhibit of anger and might. He stands back clutching at his stomach. With no time to spare X-MAN once again attacks SINISTER not permitting him the opportunity to respond either verbally or physically and SINISTER falls to the ground motionless.

X - MAN

(Reflective)

And now I'm all alone...All right then Sinister...You have taught me something, it's only a matter of time before Apocalypse comes after me - unless I get to him first!

X-MAN looks up into the sky and without a moments respite he takes to the air and flies off into the distance, away from SINISTER and his world of deceit. We CLOSE UP on the body of SINISTER as it jolts and moves slowly. There is still some life left in a man whose motives are as heartless as his name would suggest.

He rises in pain to his feet and looks down. We CLOSE UP on SINISTER'S face - a look of pure confusion etched on pale and distant skin... (CONTINUED)

SINSTER P.O.V. he is looking at his hands now covered with fresh and mortal blood. He focuses on his stomach to see the wound inflicted by X-MANS last attack is not healing, the blow has proven to be fatal...he sways with weakness...pained and sore...he glances at the sky above and in an instant falls to the ground dead - **BEAT!**

CUT TO:

12 **EXT. WANDAGORE MOUNTAIN - DAY**

12

SABRETOOTH, WILDCHILD, ROGUE, MORPH and BLINK are stood by where MAGNETO and BISHOP tangled with APOCALYPSE. They are searching for clues as to where their comrades may have disappeared to but nothing remains but the scraps of metal that formerly constituted APOCALYPSES soldiers - MAGENTO and BISHOP gone without a trace.

ROGUE

(Worried)

What happened here?

SABRETOOTH and WILDCHILD sniff the air.

SABRETOOTH

(Snarling)

Apocalypse.

ROGUE

Where is Magneto and Bishop? Where has he taken them?

SABRETOOTH

I don't know. The scent just disappears.

MORPH

What do we do now?

ROGUE

(Despite her age, she recognises the need for leadership)

We have to carry on. We have to stop the cullings. Magneto can look after himself.

BLINK

(Scared and close to tears)

But what about Bishop? If he's the one with all the answers, if Apocalypse has got him now, then this is all over. What's the point in carrying on? We -

SABRETOOTH reaches out and grabs a hold of BLINK pulling her towards him, comforting the distraught young mutant in a display of humanity previously unseen. (CONTINUED)

ROGUE

(Determined)

We can't give up, if only for all the humans and mutants that have not had that luxury of choice. We have to do what we can. We have to fight.

SABRETOOTH picks up WILDCHILD and throws him over his shoulder as he walks away from the other gathered mutants. Whilst ROGUE and MORPH continue to search BLINK follows SABRETOOTH curious as to where he is going and what his plans are, simultaneously concerned by their silent exit.

SABRETOOTH

(Looking out into the distance)

With Holocaust making his way here we have to get the people clear. We have to get them out of here before he arrives.

(He turns to face Blink)

Blink, I want you to -

BLINK

(Still scared)

Please...don't ask me to...you want me teleport you to him...you want me to help you commit suicide.

SABRETOOTH

I ain't doing no such thing. I'm just trying to buy you lot some time. Me and Wildchild might not be able to stop Holocaust, but we can give the rest of you a chance.

BLINK

(Embarrassed and shy)

I've never told anyone this before. But sometimes late at night I pray...sometimes it's to ask for help so that we might all make it through another day. Sometimes it's just someone to talk to, but every night - no matter what - I say thank you, 'Thank you for putting Victor Creed on this world'. I thank him cause you're the one who rescued me from the pens...pretty stupid no?

SABRETOOTH

(Compassionately)

I don't think it's stupid at all pup. Stupid is not fighting - it's giving up. Clarice, I need ya ta send me to Holocaust so I can take one last poke at 'im. Then I need one other thing.

BLINK

Name it.

(CONTINUED)

SABRETOOTH

After he takes me out - and make no mistake he will -
I need ya ta kick his butt all the way to hell, and tell
him 'that was for Victor Creed'...can you do that for me?

BLINK

(Looking up at Sabretooth with determination)

Yes, sir.

ROGUE flies down between the two and stands confronting them.

ROGUE

No! Wait! No way y'all throwing your lives away on my watch.
Now get ready to help with the evac.

SABRETOOTH

(Reluctant)

Don't make me have t'fight ya, Rogue. Neither of us'd enjoy it.

ROGUE

Ah'm -

A flash of red illuminates ROGUE and she falls to the ground limp.

SABRETOOTH

(Turns to Blink)

Ya displaced her for what a fraction of a second?

BLINK

She'll be fine in a minute. You'll be gone by then.

BLINK fires one of her teleportation arrows at SABRETOOTH and
WILDCHILD and as the glow illuminates them, they begin to slowly
teleport, their presence fading from their current location.

SABRETOOTH

Thanks, pup.

SABRETOOTH and WILDCHILD disappear. CLOSE UP on BLINK...

BLINK

(Saddened)

Thank me by coming home.

BEAT!

CUT TO:

13 EXT. SENTINEL FACTORY - NIGHT

16

QUICKSILVER, ICE - MAN and JUBILEE are crouched together huddled behind a rock overlooking a vast factory base where the SENTINELS are being created. SENTINELS patrol the perimeter of the area and the gathered mutants are meditative as they realise the task they have been set could lead to their deaths, and in turn, the death of man and mutant.

QUICKSILVER
(Looking at the others)
We ready to do this?

ICE MAN
As ready as we'll ever be.

QUICKSILVER
Remember, we only have a window of a minute at the most.

JUBILLEE
Just like in training. Zip in, zip out. Easy for you.

QUICKSILVER
This isn't going to be easy for any of us. Nothing ever is.

ICE MAN
Let's just get this over with.

ICE MAN turns into his ice form and JUBILEE begins to warm her hands as sparks exude from her finger tips. She looks at QUICKSILVER and in understanding that their mission shall begin, she sends flashes of light to the far side of the factory.

The SENTINELS attention is redirected to the light show and without a moments hesitation they set off on their mortal mission. ICE MAN sends a stream of ice from each hand creating a protective wall on either side of them reaching all the way to the entrance of the factory warehouse.

QUICKSILVER zips into action and dashes down the path created by the ice blockade but the SENINTELS return their gaze and notice QUICKSILVER running towards the factory. They begin to fire after him, however, their missiles strike the ice and the protective barrier withstands their efforts providing QUICKSILVER with the time to reach the gate.

ICE MAN creates an ice platform for him and JUBILEE to stand on as he proceeds to fire ice in front of them and they surf through the air following QUICKSILVER as fast as they can.

JUBILEE uses her flash powers to blind the SENTINELS as her and ICE MAN avoid what would have been direct hits. They are moments from reaching QUICKSILVER as he waits at the factory entrance, when a dozen more SENTINELS appear and they simultaneously fire at them. The shots connect and ICE MAN and JUBILEE fall to the ground injured.

The SENTINELS gather and look down at the two mutants ready to terminate their lives, and as they are about to fire, they freeze motionless, no movement, no sound, nothing.

ICE MAN P.O.V. as he searches around for the cause of their impairment - from in among the clouds into shot flies STORM - **BEAT!**

QUICKSILVER

Ororo!

STORM

Pietro! This electrical pulse will only disrupt these sentinels for a few minutes at best. I advise we decide what to do with appropriate haste.

STORM sends a bolt of lightning at the reinforced doors that were blocking entrance to the warehouse and they explode apart. QUICKSILVER nods at STORM and darts through the opening, disappearing into the warehouse.

ICE MAN quickly covers the SENTINELS with ice in order to prevent any movement should they re-activate. He picks up JUBILEE and they once again follow QUICKSILVER right through the entrance. STORM looks around a final time and follows them.

CUT TO:

13 INT. WAREHOUSE FACILITY - NIGHT

13

The four X-MEN are stood grouped together inside the vast warehouse looking out in front of them, their bodies rising and falling short of breath. X-MEN P.O.V. - they are in a vast warehouse with hundreds of inactive SENTINELS stood side by side, lining the walls to either side of them stretching all the way down the warehouse.

In the distance at the far end of this womb of artificial life is sat a gargantuan robot, his eyes glowing menacingly in the darkness of the warehouse - WE CLOSE UP on the mother of these monsters - it's MASTERMOULD - **BEAT!**

(CONTINUED)

CLOSE UP on QUICKSILVER as he realises they are surrounded by SENTINELS that could whir into action at any given moment. In order to reach MASTERMOULD they will have to pass these soldiers of death, risking their lives once again.

MOVING SHOT as we follow QUICKSILVER who darts towards MASTERMOULD. We FOCUS on the SENTINELS as their eyes light up a split second after QUICKSILVER has passed.

ICE MAN once again uses his powers to create a protective shield for QUICKSILVER as JUBILEE fires her flashes of light at the SENTINELS in an attempt to blind and damage their visual sensors.

STORM sends a bolt of lightning towards MASTERMOULD and it dislodges a panel of metal attached to his neck. QUICKSILVER reaches MASTERMOULD and darts up his leg towards the opened panel before the vast figure can get to his feet.

The SENTINELS have destroyed the protective shield of ice and are firing at all the mutants, flashes and explosions filling the warehouse.

In a snapshot, QUICKSILVER avoids the SENTINELS shots and inserts the disc into MASTERMOULD and just as the SENTINELS are about to fire on the surrounded X-MEN -

MASTERMOULD

Mutants catalogued within vicinity are reclassified within shared datanet as safescans.

ICE MAN

(Smiling)

Bingo! We can all be pals now.

MASTERMOULD

New mutant activity registered.

The two SENTINELS closest to ICE MAN turn and face him, their weapons poised to inflict a final blow.

SENTINELS 1 AND 2

Target acquired -

They fire at him without warning and ICE MAN disintegrates into shards of ice - **BEAT!**

SENTINELS 1 AND 2

- And eliminated!

(CONTINUED)

JUBILEE

(Panicking)

Bobby! Pietro, the sentinel attacked him. But I thought -

QUICKSILVER

That the viral programming would protect us from their sensors?
So did I Jubilee.

The SENTINELS surround the X-MEN.

STORM

Bobby isn't the problem - he'll put himself back together again.
The real question is why didn't the override disk work?

QUICKSILVER

(Looking around)

The override did work, but if the sentinels are detecting us,
who are the mutants they mentioned as being safescans?

CUT TO:

14 INT. WAREHOUSE - NIGHT

14

QUICKSILVER P.O.V. as he looks up at MASTERMOULD searching for an answer as to what has gone wrong and why. From above the seated metallic God, a figure appears and jumps down onto MASTERMOULDS knee. The form is crouched the way he landed, one knee bearing his weight while his left arm rests atop the other, his head bowed, we slowly CLOSE UP as he lifts his head - it's HAVOK - **BEAT!**

HAVOK

(Smiling with arrogance)

Son of the anti - lord, heretics one and all, I demand
you surrender! End your terrorist activities against his
High Lord Apocalypse - or the anointed brother of chaos will
end them with extreme prejudice!

STORM

Havok...

HAVOK

(Making a salute)

The one and only. Courtesy of yours truly doing a little
cyberscrambling of your disks programming data, unless you
surrender, you will be terminated - for good.

STORM

We will never surrender to you!

(CONTINUED)

ICE MAN has reformed and resumes his place by his X-MENS side, they stand together, ready to fight one last time.

ICE MAN
Kiss my freezing ass!

HAVOK
(Turns to Mastermould)
Very well, then you shall all die. Mastermould, kill the mutants! Terminate them!

NOTHING

HAVOK
(Angered)
Mastemould, you have an order.

Sparks begin to appear at MASTERMOULDS neck and it begins to tilt to one side, visibly disjointed. A moment later the head detaches from his body and falls to the ground as its inner wirings spark into silence.

HAVOK
(Looking up)
What the -

HAVOK P.O.V. - he looks up at the remainder of MASTERMOULD as a figure appears from the darkness behind and stands on the shoulders of a former giant.

VOICE
(Out of shot)
Miss me kiddos?

CLOSE UP to reveal it's WOLVERINE - **BEAT!**

JUBILEE
(Visibly pleased)
Wolverine...

HAVOK
(Filled with rage)
You! I'll make a present of your other hand to my darling brother! Sentinels kill them!

The SENTINELS do not move.

HAVOK
Terminate them!

(CONTINUED)

A solitary SENTINEL steps forward.

SENTINEL

This unit has prioritized turbine and flight systems repair
to facilitate extraction.

QUICKSILVER

(Looks up at the Sentinel)

What the -

JEAN GREY appears from nowhere flying above the SENTINEL - **BEAT!**

JEAN

Get on!

The X-MEN jump onto the SENTINEL as it begins to rise in the air.

HAVOK

(Furious)

Renegade filth! I'm going to reduce you to composite molecules!

SENTINEL

This units threat analysis suite detects alpha
classification mutant closing at 27.3 KPH.

HAVOK is furious and his hands begin to glow with energy, his
planned capture of the mutants and display of power to APOCALYPSE
rendered useless, his test failed.

SENTINEL

Alpha class threat neutralization activated!

The SENTINEL takes to the air and before HAVOK can fire at it, in
a split second the SENTINEL'S hands detach from his arms and fly
through the air towards HAVOK. One of the hands grabs HAVOK before
he can fire his energy blast at the escaping X-MEN and he is sent
crashing through the back of the warehouse disappearing into the
darkness.

The other hand reaches a control terminal beside where
MASTERMOULDS metallic corpse is sat and with an extended finger
presses a combination of buttons on the panel.

COMPUTER VOICE

This compound will self destruct in T - minus ten seconds. 10 - 9

-

CUT TO:

14 EXT WAREHOUSE FACILITY - NIGHT**14**

An explosion blasts the roof of the warehouse apart and the SENINEL carrying the X-MEN flies through the hole high up into the air. With great speed and urgency the mutants atop their SENTINEL saviour get further and further away from the warehouse facility, making good their escape as they watch..

SENTINEL
2 - 1 - 0!

The compound explodes and fire and smoke fill the night sky as everything surrounding the warehouse is engulfed in flames, MASTERMOULD and his creations destroyed, this group of X-MEN successful and their mission completed, a glimmer of hope restored.

WOLVERINE turns to the other X-MEN on the SENTINEL.

WOLVERINE
(Smiling)
Thought you could do with a hand.

JUBILEE hugs WOLVERINE and is clearly delighted to see him.

QUICKSILVER
But we weren't able to re-programme the sentinels.

JEAN
That is the last of our worries.

STORM
What is it Jean?

JEAN
Eric.

QUICKSILVER
What's happened?

JEAN
He's gone.

BEAT!

CUT TO:

15 EXT. CULLING ZONE - NIGHT

15

A flash of light fills the frame and SABRETOOTH and WILDCHILD materialise through one of BLINKS teleportation holes. SABRETOOTH janks on the chain attached to WILDCHILDS neck..

SABRETOOTH
C'mon kid. Rise and shine.

WILDCHILD wakes up and begins to sniff the air.

SABRETOOTH
(Looking around sniffing the air)
Good boy. Now, stay alert.

They are stood on a ridge looking down at a vast camp that has been used by APOCALYPSES forces as a culling zone, the place where hundreds of thousands of humans and mutants have been massacred in the name of EN SABAH NUR, the sudden end to countless lives lingering in the air, death consuming all and hell a place on earth.

WILDCHILD growls.

SABRETOOTH
What is it Kyle, you got something?

VOICE
(Out of shot)
You're getting old old man.

SABRETOOTH turns around surprised he didn't sense the approach of another. We shift to SABRETOOTH P.O.V. as we see before him standing proud and haughty the general of this deserted cemetery, - HOLOCAUST - **BEAT!**

SABRETOOTH
Where are your troops? What happened to the bodies of the people you culled?

HOLOCAUST
(Speaking without a trace of compassion and humanity)
Fodder if you must know. The survivors have become raw material for my infinite processing plant. Since you're going to die anyway, I can tell you it's twenty miles due north of here. Shame you won't be able to do anything about it.

(CONTINUED)

SABRETOOTH

(Smiling)

Let me get this straight. The processing plant, the one that fuels all o' yer infinites is right up the road?

HOLOCAUST

Exactly. Information you'll be taking to your grave.

SABRETOOTH looks as WILDCHILD.

SABRETOOTH

You get all that kid?

WILDCHILD begins to snigger.

SABRETOOTH

Run Kyle!

SABRETOOTH lets go of the chain attached to WILDCHILD'S neck and KYLE runs off rapidly into the distance away from HOLOCAUST.

HOLOCAUST

Wha -

HOLOCAUST opens fire after WILDCHILD but the little animal is too fast and agile as he ducks and dives behind objects of protection. HOLOCAUST is unable to get a clean shot and becomes visibly angry at the two mutants and their combined cunning.

HOLOCAUST

(Becoming angry)

Is this some kind of trick? Is Wildchild possessed of some level of intellect?

HOLOCAUST follows WILDCHILD'S flight with bullets but does not manage to get a direct hit as the feral mutant disappears behind a mound of rubble, his escape with HOLOCAUST'S secret made.

SABRETOOTH

Let's just say he's more of a man than you are!

SABRETOOTH jumps at HOLOCAUST and punches him straight in the casing of his face, but the blow does little to damage his life support armour and HOLOCAUST looks down at him with contempt.

HOLOCAUST

This is madness. You can't possibly believe you can stop me on your own?

(CONTINUED)

HOLOCAUST lashes out and strikes SABRETOOTH with his vast and powerful arm, as if no more than merely swatting an annoying fly. SABRETOOTH is sent flying backwards and crashes straight into a brick wall that crumbles on top of him, he disappears beneath the rubble and rising clouds of dust and debris.

HOLOCAUST

Xavier's death was the start enabling the reign of Apocalypse.
You so called X - Men should consider that an honour.

HOLOCAUST turns his back on the rubble believing SABRETOOTH to be defeated and as he walks away, the fragments of rock begin to move. CLOSE UP to reveal SABRETOOTH rising up from out of the debris lifting above his head a gigantic piece of brickwork.

SABRETOOTH

(Straining)

Holocaust! You are one sick puppy!

HOLOCAUST turns and we CLOSE UP as he sees the large rock flying through the air straight towards him. He does not have enough time to avoid the missile and it strikes him clearly in the head. The missile causes HOLOCAUST to reel away from SABRETOOTH due to its impact and we CLOSE UP to a head shot to see that the life support armour on HOLOCAUSTS head has cracked, finally there is a sign of weakness.

HOLOCAUST

Odd, from where I stand, you're the one who isn't looking well. Tell me, Sabretooth, Healing factor aside, do you bleed internally much?

We CLOSE UP on SABRETOOTH to see that blood is pouring from inside his left eye, running down his cheek and somewhat blurring his vision. HOLOCAUST turns back to face SABRETOOTH and we CLOSE UP on his face to reveal a look of shock and surprise..

We cut to a WIDER ANGLE and see SABRETOOTH flying through the air at HOLOCAUST, pure anger etched on his bloodied face. As SABRETOOTH lands on him the momentum causes them to stumble backwards. SABRETOOTH is now holding onto HOLOCAUSTS back and reaches over with his hand to grab at where the crack appeared in his life support armour.

SABRETOOTH

If I'm checking out,
don't even pretend I ain't takin ya with me.

(CONTINUED)

With the force of SABRETOOTH'S yank, the life support armour gives way and SABRETOOTH rips HOLOCAUSTS' head/helmet clean off. HOLOCAUSTS' internal life embers fill out into the sky and it would appear he has been defeated as his emptying suit of armour falls the ground and his embers disperse into the air.

SABRETOOTH is weak from battle and he falls to the ground, physically drained and limp. We FOCUS on his bloodied eyes as he slowly loses consciousness.

CLOSE UP on HOLOCAUSTS' life embers as they begin to gather and flow back into his life support armour, the suit jolts and he stands, his embers forming a head-like shape where his helmet once was and he looks down at SABRETOOTH - he has survived - **BEAT!**

CUT TO:

15 INT. APOCALYPSES LAIR - TORTURE CHAMBER

15

MOVING SHOT as we follow the camera down a dim hallway within APOCALYPSES' pyramid at the end of which stands a large closed door, solid and powerful with age.

VOICE 1

(From behind the door)

Through pain is achievement gained.

VOICE 2

Through suffering is fortitude found.

We phase through the door to reveal we are in an ancient sacrificial chamber lit entirely by candles. There are a dozen figures dressed in dark robes with hoods concealing their faces, sinister in appearance and manner. They surround a surgical bed in the middle of the chamber and we are able to notice that someone has been strapped to it. We CLOSE UP on the figure on the bed to reveal it's BISHOP - **BEAT!**

He is clearly in great discomfort as the restraints bite into his skin and scars and wounds cover his exposed flesh, his torture evident as his eyes struggle to remain open. The figures repeat one by one as mantra...

PRIEST 1

May the fittest survive.

PRIEST 2

May the fittest survive.

ALL REPEAT

(CONTINUED)

BISHOP screams.

One of the priests steps forward in front of the rest and we CLOSE UP to see he is holding a golden chalice engraved with Egyptian symbols. He approaches BISHOP with slow and calculated steps...

PRIEST WITH CHALICE

The body grows harder, the mind grows softer.

He lifts the lid off the chalice and following a brief pause of uncertainty a black dense smoke begins to fill the air, dispersing in all directions and forming above the trapped BISHOP.

PRIEST

The will is made malleable.

The black smoke begins to surround and engulf BISHOP.

PRIEST

Ripe for the picking. Open to the telepathic probings
of the Shadow King.

A dark deep and powerful voice begins to speak slowly with precision penetrating the stillness of the room, it belongs to the subject of the priests worship, their deity and spirit of the damned - the SHADOW KING.

SHADOW KING

Who are you stranger? Are you mad as people say -
or are you something more? Why are there such odd
thoughts inside your mind?

We see a montage of images of the X-MEN as they once were, a team, fighting by one another's side with XAVIER leading, the world the X-MEN are fighting to restore, the world as it should have been. We see XAVIER dying.

SHADOW KING

(Thoughtful from seeing the images)

Ah, what is this? But these memories are not real -
they cannot be. But they are...so vivid...such cherished parts
of your very soul...images of Xavier gathering a group of
young mutants, many whom I know to be in the service of

En Sabah Nur, images of you, stood beside Xavier.

Could this be true? Is it actually possible you come
from another reality? I need to know the answer Bishop.

Tell me the truth!

(CONTINUED)

BISHOP screams and suddenly an explosion fills the room, shaking the foundations of the aged stone. The black smoke that constitutes the SHADOW KING begins to evaporate and disappear, abruptly ending the probing of this time travellers mind.

CLOSE UP of priest.

PRIEST 1

(Shocked and angry)

He failed! His essence has been expunged from the heretic!
Never before has a mind rejected the psionic probings
of the Shadow King!

PRIEST 2

What kind of man is this Bishop?

The priests gather closer around BISHOP searching for answers or clues as to how he defeated the SHADOW KING but as they look down on him flashes of black strips shoot out of the darkness and attack them. They scream and panic and within a snapshot all the twisted priests fall to the ground bereft of life.

VOICE

(Out of shot)

I'll tell you boys what kind.

WIDER ANGLE to see the black strips beginning to form a shape gathering above BISHOP, we are unable to identify the flailing figure as it coasts through the air with grace and cruel command.

VOICE

(Out of shot)

The most dangerous kind of all! Someone who knows something we don't! He's been places we haven't - and he's got Magneto and the X-Men running all over the place doing we don't know what!

The shape begins to loom even larger over BISHOP casting his frail body into shadow.

VOICE

But I guarantee, that whatever these gene-imps are up to, it could mean that time's up for the age of apocalypse - and that's something ABYSS just isn't going to allow.

CLOSE UP on the formed being as we finally recognise who it is... it's ABYSS - **BEAT!**

CUT TO:

16 INT. PENS - DAY

16

We are inside a mine of some sort as we view hundreds of children and frail humans and mutants toiling below, digging at the ground and fulfilling various jobs. They are all weak and tired and their faces are drained of any traces of humanity, eyes drained of life and will.

We PAN DOWN to a large rock and PHASE through it to reveal two children hiding behind it, scared and close to tears - CLOSE UP - it's ILYANA.

CHILD

(Trembling)

Yana? I'm cold. And I'm hungry.

ILYANA

Shhh...He's coming.

ILYANA looks out from behind the rock.

ILYANA

You're new here, ace. So you don't know the rules.
No fires till he's gone. No food - he might smell it
on your breath. Nothing that will draw attention
to yourself.

ACE

Who is he?

ILYANA

He's the Sugar Man. Shut up if you want to live.

We PAN OUT from behind the rock to reveal a hunched over figure not too far from where the girls are hiding, he is hideous in appearance and ghastly in abundance. He is grunting and slurping as he walks, clearly searching for something or someone.

He stops and sniffs the air. CLOSE UP as he turns and looks towards where the girls are hiding. He pauses.

Satisfied there is nothing of interest in the direction to which he has pointed his gaze, he grunts and waddles off in the opposite direction. We cut back to the girls still hiding crouched down behind the rock as ACE is crying with fear.

ACE

Sniff, sniff.

(CONTINUED)

ILYANA

He's gone, means he picked someone else.

ACE

But that's good, right?

IYLANA

In a way.

(She becomes lost in thought)

But it means we're still alive.

BEAT!

CUT TO:

17 **EXT. PENS - DAY**

17

AERIAL VIEW of the mines we have just been inside. There is a large chimney connected to the top of the mountain out of which great dark plumes of smoke fill up into the sky. The complex is gigantic with a great security presence surrounding the place of a thousand tortures.

We PAN DOWN to ground level and FOCUS on two figures stood hiding behind a rock on the cliff edge.

CLOSE UP to reveal it's COLLOSSUS and KITTY.

KITTY

You've got to be kidding me, Peter.

(Looks at the vast mine)

We're supposed to break into there?

COLLOSSUS

(Determined)

Supposed to and going to, Katya. Nightcrawler and the others will walk in through the back door while we'll be going in the front. Just like we planned.

KITTY

"We" Kemo Sabe? Keep it in perspective, this suicide run was your idea.

COLLOSSUS

If you do not feel up to this, Katya, I am more than willing to do it alone.

(CONTINUED)

KITTY
(Under her breath)
That's what I'm afraid of.

COLLOSSUS
Pardon?

KITTY
Nothing.

COLLOSSUS stares at her.

CLOSE UP of KITTY.

KITTY
Look, Peter, all I'm saying is, we're all being asked to risk a lot on the word of some lunatic named Bishop. "Bishop", what does that mean? I mean besides saving your sister, what are we -

KITTY turns to face COLLOSSUS and we PAN OUT to reveal he is no longer there. WIDER ANGLE to reveal he is running off into the distance towards the entrance to the mines, focused solely on the rescue of his little sister.

KITTY
(Annoyed yet not surprised that Collossus has run off)
Hey! Don't wait up or anything. Yutz.

We return to KITTY as she prepares to follow him, only before she has the time to move, two hands appear from the shadows and pull her into the darkness and out of shot.

KITTY screams.

VOICE
(Out of shot)
'Truder weren't paying 'tenttion! Mine now!

CUT TO:

17 EXT. MINES - SHADOWS - DAY

17

In among the darkness we can make out a mutant guard of APOCALYPSE holding KITTY by the throat, her eyes closing as his grip tightens.

GUARD
(Sneering and licking his lips)
Now you die!

(CONTINUED)

In a split second the rocks behind the guard begin to shatter and crumble as a FIGURE jumps out - it's COLLOSSUS - **BEAT!**

COLLOSSUS
Now you die!!!!

KITTY
Perfect timing!

We CLOSE UP on GUARDS face as his eyes widen with fear and shock. WIDER ANGLE as COLLOSSUS raises his arms and they come crashing down on the guard squashing him, his lust for blood quenched by the foul stench of his own life force.

KITTY
Think we flatlined him before he could path the central?

COLLOSSUS
I don't think it matters. Bottom line is - We're going in!

BEAT!

CUT TO:

18 INT. MINES - SPA - OFFICE - DAY

18

We are inside a spa of some form as steam fills the room and we are unable to FOCUS clearly amid the fog. We filter through the steam and CLOSE UP on a shower curtain to one side of the spa, through the thin material we can make out the silhouette of a large figure cleaning himself.

MUTANT
There is nothing more cleansing than sweat.

We PAN THROUGH the curtain to reveal a large tiled room with a mutant figure stood in the middle, he is horrid in appearance and disgusting in every way. From the side of the spa through an adjacent doorway a woman walks into shot and approaches the bathing beast.

MUTANT
Sweat and towels, agree?

WOMAN
Ah reckon I don't know about the good life like ya do mistah Quietus, suh. Ah'm just a lowly human attendant.

QUIETUS
(Suspicious)
Regular girl is where? (CONTINUED)

WOMAN

Ah reckons she's sick.

QUIETUS grabs the woman by the throat and pulls her towards him, suspicious and angered by her tone.

QUIETUS

Hmm, not hard to look at. You'll do in a pinch.

QUIETUS begins to walk away from the woman towards another door in the tiled room.

QUIETUS

Come.

WOMAN

Whu - Thank you, sir. Ya won't be sorry.

QUIETUS

Never am.

CLOSE UP of the woman as her face screws up with contempt and hatred, disgusted by the horrendous mutant but unable to do anything but follow him.

CUT TO:

19 INT. PENS - OFFICE - DAY

19

QUIETUS has walked through the door from the previous scene and into his office and the woman follows holding in her hands a bottle containing some form of liquid. The office is dark and dank, the kind one would expect to see in the bowels of a rotting mine. QUIETUS walks over to his desk and takes a seat and proceeds to glower at the vulnerable woman stood uncertainly before him.

WOMAN

(Looking around)

So, this is how the upper mutant alpha class lives?
Nice place ya have here. I guess bein' in charge of the
core hasta come with some perks, eh? Aside from -

QUIETUS

You talk a lot.

WOMAN

Sorry. Ah'm not used to being around such impotent people.

(CONTINUED)

QUIETUS

Meant to say "important" no?

WOMAN

Of course... "important". Silly me.

QUIETUS

(Stares at her)

Don't be impressed by...my stature. Despite my title,
I'm a mutant like any other. I have wants. Needs. Desires.
That's why you're here.

WOMAN

Ah'm honoured.

QUIETUS stands and approaches the woman who becomes tense and rigid with repulsion and fear. Once he is stood directly in front of her, imposing and threatening, until without warning he pulls her towards him and kisses her directly on the lips. The woman starts to gag and bends forward, hands resting on her knees as her guts churn within.

CLOSE UP of woman as she splutters and coughs and with attempted disguise she looks up to the ceiling. Woman P.O.V. as we see a shadow moving in the rafters, we FOCUS and CLOSE IN on the darkness when slowly a face appears from the shadows - it's KNIGHTCRAWLER - **BEAT!** She is still gagging and returns her gaze to QUIETUS.

WOMAN

Scuse me.

QUIETUS

Scuse you? Think not.

QUIETUS turns back to face his desk and looks at a small box like device resting on the table top.

QUIETUS

(Points at the box on the desk)

See this vaporizer? Makes most mutants violently sick.
Most except me. It's how I detect mutant turncoats. Assasins.

The woman is still coughing uncontrollably and her face begins to fill with increasing fear. Woman P.O.V. as she looks to where KNIGHTCRAWLER had previously been hiding in the shadows to reveal he has disappeared, leaving her alone with this gross mutant that appears to have uncovered her agenda.

(CONTINUED)

WOMAN

Koff! Chak! Neat trick. Koff! I'm impressed.

QUIETUS punches her and she goes flying back against the wall.

QUIETUS

Not my goal to impress you! I have no tolerance for genetic wannabes - mutant on the outside, human on the inside.

The woman is lying on the floor in pain as QUIETUS stands above her, calm yet filled with a lust for treacherous blood.

QUIETUS

Now tell me - who are you really? Who do you work for?

WOMAN

(Weakly)

None of your business...loser.

QUIETUS

A lot of courage in you. I enjoy that in a girl. Means I get to break you...slowly. Fortunately the night is still young - and I don't have to be at work till seven. Even time for a drink.

QUIETUS turns to pick up the flask the woman had only moments ago been holding.

WOMAN

No...please don't. It was my mothers...please.

QUIETUS

(Smiling devilishly)

Your mothers, eh?

He opens the flask and smells the contents.

QUIETUS

You mother smelt of elderberries.

With utter disdain for the woman before him he drinks the contents and smiles at her, pleased by his act of torture, revelling in his stance of power. In an instant he picks her up by the throat and pins her up against the wall.

QUIETUS

Now, let's see. You clearly aren't part of the human rebels. You're too young to be an X-Man...unless Magneto is lowering his standards.

(CONTINUED)

QUIETUS (Cont'd)

Which might mean you're trying to fudge
Holocausts numbers to make him look bad in front
of Apocalypse?

WOMAN

(Annoyed)

Ah'll give ya lower standards.

QUIETUS

Ah, so you're an X-Man...my turn to be impressed.

He pulls out a gun from behind his back and places the nozzle on
the womans neck.

QUIETUS

This is one of the most fortified of Apocalypses operations.
Why would you people suddenly be so interested?
Tell me...or so help me...

All of a sudden QUIETUS begins to feel faint and glances about the
room and back at the woman in confusion, his control over his body
succumbing to an unknown force. He stumbles back holding his head,
trying to order his thoughts and physical movements.

He drops to his knees.

QUIETUS

I don't feel too good.

WOMAN

(Smiling)

Happy trails, Quietus.

CLOSE UP of QUIETUS as bubbles and froff begin to violently exude
from his nose and mouth and his head and body erratically shake (a
little like in TOTAL RECALL when Arnie is disguised and trying to
pass security) and in a split second he explodes as bits of him
fly in all directions.

The vapour begins to gather in the air and take form...a shape and
entity collecting...until it joins as one - it's VINCENTE - **BEAT!**

VINCENTE

(With a look of pure disgust on his face)

Absotively...positively...the last time I back you up.

The camera PANS BACK to reveal the woman also changing form - it's
MORPH - **BEAT!** (CONTINUED)

MORPH

(Wiping his mouth)

At least you didn't have to kiss him, and as I recall, vinnie -

VINCENTE

Vincente, please!

MORPH

Vincente, it was your idea to hide in the flask in your liquid state.

VINCENTE

True, but who thought he'd actually drink me. Had I known I wouldn't have bothered to shower this morning.

MORPH

This whole operation has been one surprise after the next - and I hate surprises.

KNIGHTCRAWLER teleports into the room.

KNIGHTCRALWER

Surprise!

MORPH

Where did you go?

KNIGHTCRALWER

To check everything was going as planned with Pietro.

VINCENTE

And is it?

KNIGHTCRAWLER

Yes.

MORPH

All this makes me wonder why we're risking our lives to save one little girl.

KNIGHTCRAWLER

According to Magneto, this little girl may be our only chance of saving this entire world.

VINCENTE

Something to do with a 'dormant mutant ability to time travel.'

MORPH

And this same little girl just happens to be Collossus's little sister? How convenient. (CONTINUED)

KNIGHTCRAWLER

We have to trust each other.

(Points to a filing cabinet behind Quietus's desk)

Morph, look through Quietus's files, find her, and let's go.

MORPH and VINCENTE begin to rush through the files in the cabinets behind QUIETUS'S desk as KNIGHTCRAWLER searches on top of the desk. Suddenly the speaker phone on QUIETUS'S desk sounds -

VOICE

(Voice over)

You can't go in there! Mr. Quietus, sir...? There's a -

MORPH lifts a file out of the cabinet.

MORPH

Got it!

He throws the file to KNIGHTCRAWLER who catches it, smiles and promptly disappears.

MORPH and VINCENTE look at each other.

The door to the office swings open and SUGAR MAN rushes in.

SUGAR MAN

Quietus, where are you?

SUGAR MAN P.O.V. as he stops and looks around the office for QUIETUS but there is no one in the shitty office apart from him. He looks over to the door behind which lies the spa from the earlier scene and following a final glance around the office he walks over to the doorway.

We are able to hear the noise of water running and SUGAR MAN enters the bathroom disappearing out of shot.

SUGAR MAN

There you are. Late night Quietus?

CUT TO:

20 INT BATHROOM - DAY

20

We are back inside the tiled spa and we can see a figure stood up behind the shower curtain. SUGAR MAN has walked into the bathroom and approaches the showering figure, stopping only a metre away from the hidden silhouette.

(CONTINUED)

We cut to the other side of the curtain to reveal MORPH has changed into the form of QUIETUS and is sitting on VINCENTE'S shoulders. VINCENTE is using his powers to create the effects of steam and bubbles as water cascades onto them from the shower head.

QUIETUS

(Edgy and nervous)

You know me, can't resist the bathhouses. Only problem is they're using a scent I find disagreeable.

SUGAR MAN sniffs the air.

SUGAR MAN

So I notice. Hurry up, Shadow King noticed someone psi-surfing our files. Apocalypse thinks we might be looking at a break in.

QUIETUS

Re - ahem - really? And what do you think? That someone would be crazy enough to try and break into the core?

SUGAR MAN

Ha! Ha! Ha! You slay me Quietus. "Break into the Core"! But let's humour Apocalypse and sniff around some anyway. I'll see you on the floor.

SUGAR MAN turns and walks out of the bathroom unaware of the true identity of the showering couple. We CLOSE UP on MORPH and VINCENTE as they look at each other and suddenly an uneasy expression fills their faces as they realise they are in a shower together - **BEAT!**

CUT TO:

21 **EXT. MINES - DAY**

21

COLLOSSUS and KITTY are stood by the vast entrance to the mines gathering their thoughts and energy for what could prove to be their final battle, their greatest sacrifice for a world in fatal trouble. It is evident from the expressions on their faces they are both dreading what may lay inside the mine, but COLLOSSUS will not back down and KITTY'S loyalty decides her path without reason.

KITTY

So what now, Pietro?

COLLOSSUS

(Looks at the gate in front of them)
We go in and we come out with Ilyana.

(CONTINUED)

KITTY
As simple as that.

COLLOSSUS
Yes.

KITTY accepting their predicament grabs hold of COLLOSSUS and they run towards the door phasing through it disappearing into the mines.

CUT TO:

22 INT. MINES CORRIDOR - DAY

22

QUIETUS (MORPH) and VINCENTE are walking down a dark corridor whispering to one another when suddenly SUGAR MAN'S voice can be heard approaching.

MORPH looks at VINCENTE.

MORPH
Sorry.

MORPH punches VINCENTE and catches him before he falls to the ground and in an instant SUGAR MAN and his band of mutants appear behind them, staring at QUIETUS (MORPH) and the object he is holding.

MORPH
And stay down you mutant gene trash! I ought to -

SUGAR MAN
(From behind)
Cough! Ahem.

MORPH turns around.

MORPH
Ah, sorry, didn't see you there...
(Points at Vincente)
...look what I found.

SUGAR MAN
(Looking them both up and down)
Intruders. Quietus, you never cease to amaze me, so thorough.

A SMALL MUTANT steps up from behind SUGAR MAN and approaches MORPH and the unconscious VINCENTE, he is funny looking and rather odd, his mannerisms and actions very hyper and over the top.

(CONTINUED)

SMALL MUTANT

Thorough are you! Thorough! Borrow! Yip!

SUGAR MAN

(Suspicious)

Since you are the one that found em. You should have the honour. Kill em yourself!

BEAT!

SMALL MUTANT

Kill them yourself! Yaself! Elf! Yip!

The SMALL MUTANT pulls a gun out from his pocket and holds it out to MORPH, a test of his allegiance to APOCLAYPSE and his gathered minions.

MORPH

Kill them...Yeah, erm...yeah...sure, right away.

MORPH takes the gun off the SMALL MUTANT and reluctantly points it at VINCENTE, unable to think of some way to get out of their current situation, he hesitates -

SUGAR MAN

(Angered)

Quietus! Execute the prisoner!

MORPH has no alternative but to shoot VINCENTE and does so - **BEAT!** SUGAR MAN approaches VINCENTE and picks him up examining him with his damned eyes.

SUGAR MAN

Now there's something I don't quite get here...I mean would you try and break-in without backup?

SMALL MUTANT

Break in without back up! Break up! Crack up! Yip! I mean nope!

SUGAR MAN

(Feeling his suspicions are justified)

Me neither. Sorry Quietus, I ain't buyin.

CLOSE UP on SUGAR MAN as unexpectedly his tongue flicks out from inside his mouth and spears straight through MORPH who collapses to the ground in pain.

SUGAR MAN

I'm thinking it's an inside job. What's more,
I'm thinking I'm right. (CONTINUED)

SMALL MUTANT

Thinking I'm right! Right! Blight! Yip!

MORPH turns back into his normal form unable to control his shape shifting abilities as he squirms on the ground, clutching his wound and wheezing from discomfort.

SUGAR MAN

(Smiling)

What's this? I should learn to watch my tongue.

SUGAR MAN looks at VINCENTE who moves, he is still alive.

MORPH

(Weakly)

You all right Vincente?

VINCENTE

(Hurt)

Yeah...will be in a minute...lucky he only hurt me in my gaseous form.

SUGAR MAN

Kill them guards! Kill them all!

CLOSE UP on SMALL MUTANT.

SMALL MUTANT

Kill the - huh?

(Looks around trying to listen)

Does anyone else hear that?

They all pause momentarily to listen - suddenly a large explosion fills the mines and SUGAR MAN looks over the balcony towards the source of the disturbance. SUGAR MAN P.O.V. - out from the smoke appear COLLOSSUS and KITTY - **BEAT!**

CUT TO:

23 INT. MINES - DAY

23

We are back where ILYANA and ACE were hiding behind the rock and they are now hard at work shovelling at the ground in the mines, their age of no concern to the heartless fiends. The two girls hear the explosion and look over to where the commotion stems from, hope filling their eyes, saviours wished and prayed for..

ACE

(Scared)

What's going on?

(CONTINUED)

ILYANA
I don't know -

KNIGHTCRAWLER teleports next to ILYANA who immediately attempts to scream but KNIGHTCRAWLER quickly places his hand over her mouth to quieten the frightened child and prevent unwanted attention being drawn to where they crouch.

KNIGHTCRAWLER
Shhh. I am here to rescue you. I am a friend of
your brothers, Pietro.

ILYANA instantly calms at the mention of her brother and KNIGHTCRAWLER relieves the pressure on her mouth.

ILYANA
(Filling with hope)
Pietro?

KNIGHTCRAWLER
Yes. Now we must be going.

ACE
(Crying)
What about me?

ILYANA
Ace.

KNIGHTCRAWLER
I can only take one.

ACE
No...

ILYANA
But...

KNIGHTCRAWLER
I will come back for you. I promise.

KNIGHTCRAWLER kneels down beside her and compassionately touches her cheek in an attempt to re-assure the scared young girl, offering what solace he can in a place of deep and constant misery.

KNIGHTCRAWLER
(Tenderly)
I promise.

(CONTINUED)

He turns and picks up ILYANA.

KNIGHTCRALER
Hold on.

They disappear - **BEAT!**

CUT TO:

24 INT. MINES - DAY

24

All hell has broken loose in the mines as the X-MEN are storming the place attacking the guards and freeing the prisoners from their shackles. Once free, the oppressed join in the battle and soon there are not enough soldiers to deal with the threat of the rebels, all craving vengeance and the blood of their tormentors, a natural instinct for revenge taking over their battling minds.

COLLOSSUS is going absolutely crazy, crushing anything and anyone who considers attacking him to be a sensible idea, he is furious and overcome by anger, the treatment of these prisoners a vindication for his violent battering.

MORPH and VINCENTE are using their powers to defend themselves and those they came to rescue, working together to hold off APOCALYPSES forces.

KITTY is phasing through rocks as she darts around making sure all are being freed and none are left behind, her kind and unwavering heart placing others freedom and life above her own.

VINCENTE notices SUGAR MAN trying to escape the battle.

VINCENTE
Sugar Man! He's getting away!

VINCENTE sends a wave of power crashing into the rocks above SUGAR MAN and the cave above crumbles and falls directly on top of SUGAR MAN burying him and preventing his escape.

KNIGHTCRALWER appears with ILYANA beside COLLOSSUS.

COLLOSSUS
(Overcome by emotion)
Ilyana!

ILYANA
Pietro!

(CONTINUED)

ILYANA tries to run across towards COLLOSSUS but the rubble and ground begin to shake as SUGAR MAN bursts through the rock almost ten times his former size. In an instant he reaches out and grabs ILYANA, ripping her away from COLLOSSUS in his powerful arms.

COLLOSSUS

(Furious)

No!

SUGAR MAN

(Holding Ilyana examining her)

So this is what all the fuss is about. This little geneling. This flatscan was worth Magneto sacrificing his new crop by sending them on a suicide run. I wonder what would happen if I killed her accidentally on purpose, maybe swallowed her whole.

COLLOSSUS has lost all control of his senses and jumps through the air towards SUGAR MAN who has no time to evade the attack. SUGAR MAN drops ILYANA and as she is about to hit the ground, KNIGHTCRAWLER teleports into the path of her descent, catches her and disappears.

COLLOSSUS is going fucking crazy and pounding the crap out of SUGAR MAN who is finding it impossible to fight back. COLLOSSUS defeats him with a double fisted blow on top of his head and SUGAR MAN is reduced in size once again, flattened and defeated by a raging Russian.

KNIGHTCRAWLER bamffs into shot and hands ILYANA over to KITTY.

COLLOSSUS

(Points towards the door)

Keep moving towards the door X-Men! We haven't come all this way to be flatlined on the way out!

COLLOSSUS picks up KITTY and IYANA and darts off straight towards the rocky side of the mine, his every stride echoing with power through the crumbling mines.

MORPH and VINCENTE have been surrounded by the vast number of reinforcements that arrive from all directions, ready and waiting to drink the blood of APOCALYPSES enemies. KNIGHTCRAWLER appears by their side and they stand together forming a defensive line in front of ACE and the other prisoners, no way out and trapped.

KITTY

(Defiantly trying to break free from Collossus's hold)

Go on ahead! I'm going back for the boys.

(CONTINUED)

COLLOSSUS
(*Struggling*)

No! Our responsibility is to get Ilyana to Magneto! Now!

KITTY
You selfish -

KITTY P.O.V. as she looks over COLLOSSUS'S shoulder to see her fellow X-MEN in dire need of aid, disappearing in the distance in among the armed forces, their unjust sentence looming with ferocity.

CLOSE UP - ACE
(*Frightened and pleading*)
Don't leave us!

Before KITTY can escape from COLLOSSUS'S grip and attempt to help her fellow X-MEN, they phase through the wall and vanish.

CUT TO:

25 EXT. MINES - DAY

25

COLLOSSUS, KITTY and ILYANA phase through the mountain side escaping from the mine and the metal giant places his luggage on the ground beside him. KITTY is visibly distraught at their abandonment of their friends and has no desire to leave them behind to die, not today, not ever.

COLLOSSUS
(*Confused*)

Kitty - what are you doing? You're making us solid. We need to get Ilyana to Wetchester.

KITTY
She's safe now. You can take her and get clear from here now.
I'm going back.

COLLOSSUS
(*Pauses and considers their predicament*)
Here - take Ilyana, I'll go back.

COLLOSSUS hands ILYANA over to KITTY.

COLLOSSUS
Now go! We'll catch up with you as soon as we can!

(CONTINUED)

He turns and runs back towards the entrance to the mines, leaving KITTY and ILYANA stood looking after him with fear and sadness, knowing he may not come back but unwilling to accept his failure.

ILYANA

(Proud)

My brother must be the bravest man in the world.

KITTY

(Concerned for the lives of her friends)

Let's hope so, Ilyana, let's hope so.

CUT TO:

26 EXT. MINES - DAY

26

COLLOSSUS reaches the vast door and stands motionless considering whether to enter or not, but before he can make a decision he is bolted from his deliberations as the door begins to shut and he is forced into action.

COLLOSSUS

Must get to the doors before -

He quickly runs and stands in between the two doors as they get closer to one another almost shutting him out, as he struggles to prevent them from entirely closing and in the process squashing him and condemning those left inside to a dreadful demise.

COLLOSSUS (Cont'd)

they...close...must...push...

We CLOSE UP on his face as it fills with strain at the sheer physical effort of keeping the doors open, his body trembling with effort and tension. He looks up and snatches a glance through the doors, we CLOSE UP further on his face as his eyes widen with utter shock and disbelief.

COLLOSSUS P.O.V. Inside KNIGHTCRAWLER, MORPH and VINCENTE are being mutilated, their flesh ripped apart and pieces of their clothing flying in the air, blood and guts spraying in all directions. The guards are massacring all life and the prisoners are being slaughtered despite the uses they once possessed - ZERO TOLERANCE - **BEAT!**

COLLOSSUS

(Shocked)

Bozhe moi!

(CONTINUED)

COLLOSSUS'S face fills with grief and sadness, eyes watering and coldness penetrating his metal skin. He jumps out of the way of the doors and they snap shut behind him. He slowly leans back on the doors and slides down defeated to the ground, unable to process the inhuman end of his closest friends and his inaction during their final ordeal.

CLOSE UP - a tear runs down his cheek - this is a striking and emotional scene as the tear reflects the metal skin of his face, glowing in the darkness of the tunnel. He realises there is nothing further he can do, his fellow X-MEN have been butchered and his only remaining hope is to save those still fortunate enough to be alive.

CUT TO:

27 EXT. INFINITE PROCESSING PLANT- NIGHT

27

AERIAL VIEW of a vast processing plant as thousands of soldiers stand gathered ready to be given their final orders to impose APOCALYPSES march of death across the land. The endgame settled with unholy prejudice and no negotiation, millions more soon to die as power burns the eyes of tainted troops.

Before them stands a vast tower looming over the gathered army.

CUT TO:

28 INT. INFINITE PROCESSING PLANT - BALCONY - NIGHT

28

We are on the balcony from the previous shot and we can see the back of HOLOCAUST stood looking down at the gathered force of a devil God. HOLOCAUST P.O.V. as he stares down at APOCALYPSES army.

HOLOCAUST

(Speaking with grandeur)

Perfect. If you want something done correctly you have to do it yourself. With this infinite army at my disposal, I can cut a swath of death and destruction across the globe the likes of which Apocalypse has never dreamed. "Survival of the fittest" indeed...there are none fit enough to survive the landscape I will create.

CUT TO:

29 EXT. CAMP - NIGHT

29

We are in the barren wastelands a safe distance from the mines and KITTY has made a small fire as she sits holding onto ILYANA in attempt to comfort the scared child. The glow from the flames cast morose shadows and they sit in silence deep in thought and gloomy reverie.

KITTY looks up for a moment and notices something in the distance, her eyes squint and strain to identify what she has seen. KITTY P.O.V. and a figure can be seen walking towards the two girls - CLOSE UP -it's COLLOSSUS.

KITTY
Pietro?

COLLOSSUS
Kitty.

ILYANA
Pietro!

ILYANA jumps to her feet and runs over to COLLOSSUS who picks her up and they embrace, a moving moment of family love. ILYANA is clearly ecstatic to have her brother back but COLLOSSUS is somewhat distracted, his eyes distant and cold. KITTY senses this and approaches him slowly...

KITTY
(Face filling with fear)
Where are the others? Peter?

COLLOSSUS
(Defeated)
I did everything I could, Katya...I'm...I'm sorry.

KITTY
(Saddened)
So am I Peter, So am I.

COLLOSSUS walks over and sits by the fire as the two girls sit beside him. We CLOSE UP on his face to see his eyes lost in the flames - he is filled by immense guilt at what he failed to prevent, his actions causing the deaths of those he held most dear...he failed his friends and forgiveness he cannot grant.

CUT TO:

30 EXT. PROCESSING PLANT - NIGHT

30

The camera PANS DOWN to where the sea meets the dock at the processing plant and we witness numerous soldiers and guards milling around patrolling the area, not particularly paying attention due to their arrogant belief of superiority and faith in their Lord APOCALYPSE and his HORSEMEN.

We FOCUS on two guards as one of their walkie talkies begins to crackle. He lifts it from his belt and presses the button on the side to receive the communication.

VOICE

(From walkie talkie)

Attention all units! We've got an intruder on line.

The soldiers begin to look around searching for the intruders, one of them looks up and motions to the others that he has seen something. They group together as above them an object begins to get closer and closer, larger and larger. CLOSE UP as the shape crashes into the ground and explosions begin to detonate all around them.

The soldiers run over to where the object crashed but smoke has filled the air and they are unable to get a good view of what plummeted from the sky. They approach cautiously with weapons cocked and ready for manic murder.

The smoke begins to disperse as the guards point their weapons at the ready, slowly stepping forward...slowly...slowly - when out of the din jumps ROGUE, followed closely by WILDCHILD and BLINK.

They begin to attack the soldiers and guards, all spreading in different directions incapacitating the guards as quickly as possible. One of the soldiers turns and runs towards a control panel by a security outpost. CLOSE UP as he picks up the receiver.

SOLDIER

Gotta seal off this area before -

Before he can finish his distress call his face is smashed into the wall in front of him and we cut to a WIDER ANGLE to see WILDCHILD ripping the shit out of him, saliva spraying in the air as he snarls and growls with venom.

ROGUE is flying around destroying everything and causing as much damage as she can as BLINK jumps about firing her charged arrows at the remaining guards. They have managed to defeat the last of the security and take cover behind a wall.

(CONTINUED)

ROGUE

(Assuming leadership)

Not bad people...been here almost three minutes and we're all still alive. Now all we have to do is figure out how to take this place apart brick by brick.

BLINKS attention has suddenly been caught by something in the distance...

BLINK

(Shocked)

Victor!

She throws one of her teleportation arrows and jumps through it disappearing in a flash.

ROGUE

Blink! Where the hell has she gone!

WILDCHILD sniffs the air and points to where he picks up BLINKS scent.

CUT TO:

31 EXT. PROCESSING PLANT - NIGHT

31

A glow of pink fills the screen and BLINK appears out of the teleportation hole, but almost as soon as she steps out of the fading light, she stops still, suddenly captured and immobilised by what she has seen.

CLOSE UP - She stares ahead with a look of pure shock and fear!

BLINK

Mister Creed..

BEAT!

CUT TO:

32 EXT. PROCESSING PLANT - NIGHT

32

The camera shifts to an OVER THE SHOULDER SHOT to reveal what BLINK is looking at in such horror.

On a brick wall we see a silhouetted shadow of SABRETOOTH, he is tied and bound by chain to a heavy set pillar, hanging in the air and motionless. His torso has been completely ripped apart and we can see from the outline of his silhouette that his ribs are visible through his torn skin. Despite the vision being formed from the silhouette, the scene is grotesque and vivid in ghastly gore.

(CONTINUED)

ROGUE and WILDCHILD appear by BLINK immediately cast to silence by the brutal sight before them.

BLINK
(*Snarling with anger*)
HOLOCAUST!

BEAT!

CUT TO:

33 EXT. PROCESSING PLANT - NIGHT

33

A flash of pink illuminates the shot and BLINK appears in full view of the frame, visibly furious and intent on claiming revenge and fulfilling her promise to SABRETOOTH made before he departed to confront HOLOCAUST.

BLINK
Holocaust!!

BLINK P.O.V. as she stares in front of her at HOLOCAUST, stood defiantly in his chamber unconcerned by her presence.

HOLOCAUST
(*Calmly*)
I'm sorry child, I don't believe we've met.

BLINK
The name is Blink - and I'm not a child.
I'm the X- Man that's gonna stop you and you're genetic cullings once and for all.

HOLOCAUST
You misunderstood me...Blink, I know who you are - indeed.
I recognise all the genetic turncoats foolish enough to defy the will of the High Lord Apocalypse. I mean I am genuinely sorry we have not met before now. Assessing the damage you've single handedly wrought upon my infinite processing plant it's clear you are a mutant of untapped potential. In a world where only the strongest survive... you are a survivor. I almost feel bad about having to kill you.

BLINK uses one of her teleportation arrows and disappears.

She re-appears behind HOLOCAUST and strikes him with immense force as he stumbles forwards, however, the blow was not enough to phase him for long and he turns to face BLINK.

(CONTINUED)

BLINK

I don't think you've ever "felt" anything.

BLINK is livid seeking vengeance for the misery and pain caused to SABRETOOTH, the mutant to whom she owes her life. She grips two of her arrows that glow with energy and with rapid and swift movements she swipes at HOLOCAUST, a flurry of attacks that flash through the air.

HOLOCAUST

(Smiling)

Killing Sabretooth - your mentor -
"felt" extremely gratifying.

BLINK takes another swipe but HOLOCAUSTS armour is withstanding the blows as he stands unaffected by her attacks.

BLINK

(Indignant and scornful)

Don't you dare make fun of Mr. Creed!

HOLOCAUST

Taking out sections of my life support armour...

HOLOCAUST reaches out and grabs BLINK.

HOLOCAUST

As impressive as that may be -
I cannot tolerate such an assault!

He throws her directly at the wall of his chamber and as BLINK is seconds from impact, she throws one of her teleportation arrows in front of her and disappears before crashing into the wall.

She re-appears behind HOLOCAUST flying feet first and kicks him with great force gained through her momentum. As he is sent reeling forwards, BLINK flips in the air and lands on top of him. They fall to the ground with BLINK kneeling atop his chest.

BLINK

(Angered)

Mister Creed was a decent man who died fighting a homicidal maniac. You Holocaust, don't deserve to lick his boots.

BLINK clutches one of her charged arrows in her hand and holds it above HOLOCAUSTS face, inches away from imbedding it in his helmet, but he simultaneously rests the tip of his firing arm below her chin - they are at a face off.

(CONTINUED)

BLINK

You've tortured and killed a lot of people over the years.
Innocent humans, mutants you deemed "useless",
you and your Lord's survivalist racist dogma.
So tell me...how's it feel knowing you're about to die?

HOLOCAUST

You must be joking girl. It appears you and I have
come to something of a stand - off, nothing more,
nothing less. Tell me, Clarice...Do you really think
you're faster than I?

CUT TO:

34 INT. PROCESSING PLANT - NIGHT

34

We are in another part of the processing plant filled with various machinery and tools of APOCALYPSES genocide, in the distance we are able see several large tanks filled with burning hot lava, bubbling and illuminating its surroundings.

We CLOSE UP on one of the tanks as suddenly the light from one of BLINKS teleportation holes appears and HOLOCAUST falls out into the lava - **BEAT!**

CUT TO:

35 INT. PROCESSING PLANT - NIGHT

35

CLOSE UP of BLINKS face.

BLINK

My name is "Blink". Who do you think is fastest.

BEAT!

CUT TO:

36 EXT. PROCESSING PLANT - NIGHT

36

Outside the processing plant ROGUE and WILDCHILD have been surrounded by guards and soldiers. BLINK appears by their side as the soldiers close in and take aim with their deadly weapons. Just as they are about to fire at the three trapped mutants, all the soldiers are blown up by a missile sent down from the sky.

ROGUE P.O.V. as she looks up into the air to see a SENTINEL flying down towards them. CLOSE UP on SENTINELS back as JEAN GREY stands on his shoulder.

(CONTINUED)

ROGUE
Thanks Jean.

JEAN
No problem.

We change to a WIDER ANGLE to reveal WOLVERINE appear out of the shadows supporting the weight of SABRETOOTH - he is alive - **BEAT!**

BLINK
(Overcome by joy)
Creed! You're alive.

BLINK runs over and hugs SABRETOOTH proceeding to help WOLVERINE support his weight.

ROGUE
(Emotional)
Logan.

ROGUE hugs WOLVERINE.

ROGUE
Blink, what happened to Holocaust?

BLINK
I dumped him into the genetic stew, he's...

One of the large doors in front of them bursts open and steaming lava pours out in a wave sent crashing towards them.

BLINK (Cont'd)
...History...

X-MEN P.O.V. as they jump out of the way of the lava and stare towards the door waiting for something or someone to appear. From the shadows a figure appears - CLOSE UP - it's HOLOCAUST - **BEAT!**

HOLOCAUST
(Furious)
How...dare...you.

He moves quickly and manages to get a hold of BLINK, punching aside any X-MEN that stand in his path.

HOLOCAUST
Do you have any idea how many hundreds
of thousands of lives
I have extinguished!

(CONTINUED)

HOLOCAUST (Cont'd)

Do you know how I have cleansed
the world of its genetic weaklings - its evolutionary
throwbacks! At my command, X-Men, nations have died!

I am Holocaust - first horseman of the apocalypse...
and you dare presume I can be harmed by a child?! Again I ask...

HOW DARE YOU!

ROGUE flies down to HOLOCAUST and smashes her fists on his firing
arm with immense power, finally succeeding in damaging his weapon.
He drops BLINK and swings his other arm catching ROGUE who is sent
crashing towards a stack of barrels as she disappears beneath
them.

He turns to see JEAN GREY who has lifted a large rock with her
powers and in an instant he is struck and falls to the ground
injured.

HOLOCAUST

(Weakened)

Filthy...human loving...genetrash!!

JEAN GREY

Your complex is destroyed Holocaust! We've freed the prisoners
- and shut off the endless supply of infinities to Apocalypse.
Where I'm standing, looks like you're finished!

HOLOCAUST

Then move!

HOLOCAUST throws a punch that connects and JEAN goes crashing
backwards leaving a trail of rubble.

WOLVERINE goes fucking mental and jumps at HOLOCAUST slashing at
his life support with the claws from his one hand and battering
HOLOCAUSTS armour with the metal stump of his other arm. HOLOCAUST
staggers backwards attempting to get some distance from the raging
little man.

HOLOCAUST has backed up onto a round platform of some form and
JEAN appears once again and flies down in front of him, joining
him on the platform.

JEAN

You claim to be a mutant - to be proud.

(She looks at him with pity)

But the truth is Holocaust, you're a monster.

A pathetic defeated monster.

(CONTINUED)

HOLOCAUST

(Smiling weakly)

Perhaps. But look where you're standing. On a teleplatform.
Yes I may be a monster, but I'm one who's teleporting
to the heart of Apocalypses Stronghold.

WOLVERINE has heard what HOLOCAUST said and runs towards the platform in an attempt to save her from returning to the clutches of EN SABAH NUR.

WOLVERINE

Jean!

HOLOCAUST outstretches his hand to press the button that activates the teleportation platform, just as he and JEAN are about to disappear, SABRETOOTH dives across and grabs JEAN evading teleportation and saving her from certain death.

HOLOCAUST escapes - **BEAT!**

WOLVERINE runs over and picks up JEAN as SABRETOOTH lies on the ground clutching at his stomach. WOLVERINE cradles her and they share a look, and in acknowledgement of what the look means, WOLVERINE turns and helps SABRETOOTH to his feet.

WOLVERINE

(Reluctantly)

I owe ya Creed.

SABRETOOTH

You -

Once more BLINK runs over and helps SABRETOOTH interrupting his comment to WOLVERINE. WOLVERINE and SABRETOOTH look at each other for the first time with mutual respect, an important scene for all who know of the hatred these two men previously held for one another.

The X-MEN gather as HOLOCAUSTS forces at the processing plant have been defeated and a further relative success has been achieved by the X-MEN, though how greatly this present victory will prove to be depends on further heroic acts.

ROGUE

Where are the others?

WOLVERINE

Gone after Bishop.

(CONTINUED)

SABRETOOTH
Where?

WOLVERINE
Apocalypse.

BEAT!

CUT TO:

37 INT. APOLACYPSES LAIR - NIGHT

37

We are back in the sacrificial chamber where the priests were holding BISHOP captive. The priests are on their feet and somewhat alive, however, we CLOSE UP on the clerics to reveal they look different, their eyes black, faces gaunt, they appear possessed as they chant together in the name of APOCALYPSE.

We PAN UP to reveal ABYSS sat on a ledge above watching the proceedings.

One of the priests steps up and walks over to BISHOP.

PRIEST

Do you understand the meaning of those words, heretic?

We CLOSE UP on BISHOP who is still strapped to the operating table and barely awake from weakness and the pain of his torture. The priests are performing some sort of ritual and one of them walks over to where BISHOPS arms are strapped to the table. He reveals from behind his back an engraved sword and proceeds to cut BISHOPS left arm.

As the blood begins to slowly pour down his arm from the open wound, another priest steps forward holding in his hands a golden chalice. He places the instrument under BISHOPS severed arm and waits to catch the drops of blood.

PRIEST

You have proven yourself too great a threat to the Rule of his Most High Lord. Your knowledge of another world, of a place where Apocalypse does not hold sway over the planet...

The head priest raises the chalice into the air and all the remaining clergy stare up at the holy artefact. He places it to his lips and takes several sips of BISHOPS blood, the chalice is passed around and all the priests drink from the cup, ingesting the life of the mutant deemed a saviour.

(CONTINUED)

PRIEST (Cont'd)

...must not be allowed to poison - to contaminate -
the minds of the Empire.

We cut to an AERIAL VIEW as we see a dozen priests surrounding BISHOP drinking from the chalice.

PRIEST

Although the Shadow King, Apocalypses great telepath,
was expelled from your mind during the joining..
still did he glimpse visions of the other world where
Apocalypse is strangely absent and a long dead mutant
named Xavier fights for peace and co-existence.
That world cannot be allowed to pass. Magneto and his
X-Men must be stopped from making it so.

The head priest is given the chalice back and steps forward once again to BISHOP.

HEAD PRIEST

His traitorous blood now cleansed by virtue of
Our Whispered Song - let it now pour back into this
empty vessel - filling it with the power and majesty of
His High Lord, En Sabah Nur...

He lifts the cup above BISHOPS head and begins to tilt it - SLOW MOTION - the blood starts to slowly drip out, and as it falls through the air towards BISHOP, it suddenly freezes and merely bounces off his body and falls to the ground, shattering into countless pieces.

HEAD PRIEST

(Shocked)

What! The blood - frozen? And this sudden cold? -

The chamber fills with fog and as the priests look around to find the source of the sudden change in temperature, a figure comes flying in through the window - it's STORM - **BEAT!**

She attacks the priests with haste and QUICKSILVER, ICE MAN and JUBILEE appear through the fog. They attack the priests and dispose of them with ease as they fall to the ground once again lifeless and defeated. STORM has reached BISHOP and picked the locks and straps restraining him to the bed. They are about to turn to escape when suddenly they start struggling with their balance, falling to their knees holding their heads in agony.

Out of the shadows appears ABYSS - **BEAT!**

(CONTINUED)

ABYSS

(Speaking with clarity)

You are all doomed! Cause I know what's in the darkest deepest corners of all your minds. I can feel your friends - your fellow X- Men - losing hope - losing strength - getting more and more desperate with each passing second. Take Bishop - your saviour - He's terrified of dying and living - and everything in between.

ABYSS increases the strength of his power on BISHOP, focusing his quest for death on the man he deems most threatening, however, he does not realise BISHOP is absorbing his energy and continues his attack.

ABYSS

Now you shall die - time traveller - and your X- men shall follow - and the Age of Apocalypse will truly begin.

BISHOP rises to his feet and we CLOSE UP on his face.

BISHOP

(Enraged)

No! Now you die!

BISHOP uses all his remaining strength and fires the absorbed energy back at ABYSS, such intense and grave power shakes the foundations of the room in which they stand. ABYSS visibly struggles with BISHOPS blast and he cannot cope with the darkness of his own heart and within seconds explodes - **BEAT!**

BISHOP falls to the ground with weakness as the other X-MEN get to their feet and look to one another making sure no one is badly injured.

QUICKSILVER

Ororo...

STORM

(Dusting herself down)

I'm fine. Check on Bishop and let's move.

QUICKSILVER

Bobby! Take him back to Wetchester! Hurry!

ICE MAN

What about you?

STORM

We're right behind you.

(CONTINUED)

ICE MAN picks up BISHOP and sends ice shooting from his hands out in front of them enabling an escape through the shattered window. STORM picks up JUBILLE and they fly out behind them, leaving behind QUICKSILVER who takes a final glance around the room and darts towards the ledge and out into the darkness.

THE X-MEN HAVE ESCAPED - **BEAT!**

We PAN ROUND to the doorway of the sacrificial chamber, an empty room now resting only the damned souls of APOCALYPSES followers, when a servant appears round the corner, peering into the lifeless stone walls - CLOSE UP of servants face.

SERVANT
(*Terrified*)
Shit!

BEAT!

CUT TO:

38 EXT. APOCALYPSES LAIR - NIGHT

38

AERIAL VIEW of the pyramid where APOCALYPSE is holding MAGNETO prisoner. The night is dark and the pyramid is reflecting an ominous glow from the moon and the stars.

CUT TO:

39 INT. APOCALYPSES LAIR - NIGHT

39

We are inside a dark room cast in shadow as the camera FOCUSES on a glowing ball in the centre of this blackness. We CLOSE UP to recognise this is - the EYE OF THE AGES and we CLOSE IN on the crystal ball to see images of the various groups of X-MEN fulfilling their tasks, struggling on to counter the threat of APOCALYPSE and his rule of terror and death -

GAMBIT approaching Wandagore Mountain.

COLLOSSUS, KITTY and ILYANA looking into the distance at MAGNETO'S hideout.

JEAN GREY, WOLVERINE, SABRETOOTH, BLINK and ROGUE stood together already back at the mountain retreat.

A trembling bloodied hand appears in shot trying to reach out for the crystal...slowly...weakly..

(CONTINUED)

VOICE
(*Out of shot*)
Enough!

CUT TO:

40 INT. APOCALYPSES LAIR - NIGHT

40

We PAN BACK to reveal MAGNETO is suspended in the air by some form of force field restricting his movements and preventing his use of the power he possesses. He is clearly drained of energy and weak from the physical and mental torture he has been exposed to as his body hangs limply amid the dust.

WIDER ANGLE as APOCALYPSE walks into shot stood towering over MAGNETO, stride and stance indicative of his feelings of power and supremacy.

MAGNETO
(*Weak and tired*)
Wha...hologram...disappeared?

APOCALYPSE
(*With composure*)
Of course. I only allowed you a glimpse of your beloved
X - Men to show you that soon they will all fall.
How does it feel, Magneto, knowing it was *your* failure
that will lead to the slaughter of all you hold dear?

CLOSE UP of MAGNETO as he raises his head to look at APOCALYPSE, blood covers his face and wounds are deep in fright.

MAGNETO
For all your talk about survival...you don't get it
Apocalypse...you've never gotten it.

APOCALYPSE
I have defeated you and interrogated the man you call Bishop,
destroyed your base of operations...and soon your X-Men will fall
- I concede my perspective might be tainted by victory.
But enlighten me.

MAGNETO manages to muster enough strength to defy the force field and raises his hand, grabbing APOCALYPSE by the throat and staring him straight in his cold vacant eyes.

MAGNETO
(*Defiant to the very end*)
To fight...is to survive. I...and everyone like me who believes you
and your horsemen are wrong...will never stop fighting. (CONTINUED)

The force field restraining MAGNETO intensifies and he loses his grip of APOCALYPSES throat, the pain etched on his face as he trembles and shakes with the force of the amplified torture.

APOCALYPSE

I have waited nearly two thousand years to stand triumphant atop the corpses, Magneto.

The field intensifies again.

APOCALYPSE (Cont'd)

You will die.

MAGNETO falls to the ground in a heap of motionless as the field disappears and APOCALYPSE once again stands triumphant.

APOCALYPSE

You and all your kind.

BEAT!

CUT TO:

41 INT. APOCALYPSES LAIR - NIGHT

41

APOCALYPSE has left MAGNETO lying hurt on the ground and walks out onto his balcony, leaving the master of magnetism unconscious in his hell. He stands at the balconies edge looking triumphantly down at the world he sees before him, nothing but fire and death and all that shall soon belong entirely to him.

The servant from the previous scene rushes out onto the balcony and stops dead in his tracks at the sight APOCALYPSE, we CLOSE UP to see he is absolutely shitting himself.

APOCALYPSE senses his presence but does not turn to address him.

APOCALYPSE

What is it, mortal?

SERVANT

(Panicky)

Er...well...it's...

APOCALYPSE

(As if he knew all along)

Bishop has escaped.

SERVANT

Er, yes, my Lord.

(CONTINUED)

APOCALYPSE

How exactly was that permitted to pass?

SERVANT

Er...

APOCALYPSE

(Turns)

It is of no importance.

In one swift movement APOCALYPSE crushes the servant with his vast and powerful fist and returns his gaze to his barren kingdom.

APOCALYPSE

Nothing can stop me now. I cannot be defeated! I am En Sabar Nur!
I am Apocalypse!

BEAT!

CUT TO:

42 EXT. APOCALYPSES LAIR - NIGHT

42

AERIAL VIEW of the balcony on which APOCALYPSE is stood. The camera begins to PAN DOWN the side of the pyramid, zooming past the uneven rocky side and as we reach the bottom, we see a figure climbing up the stone wall towards APOCALYPSE, clasping and clutching the stone for anchorage...

CLOSE UP - it's X-MAN - **BEAT!**

CUT TO:

43 INT. WETCHESTER - NIGHT

43

The X-MEN are gathered once again in the conference room in MAGNETO'S former hide out discussing what their next course of action should be, fully aware that they will have to try and stop APOCALYPSE once more, their final test looming, their lives awaiting a fatal sacrifice. The tension is high and though their quests have met a combination of successes and failures, the fate of life bears heavy on their powerful shoulders.

STORM

We must go after Eric.

WOLVERINE

(Annoyed)

What? After he left Jean here to suffer the same fate! (CONTINUED)

QUICKSILVER
(*Glaring at Wolverine*)
I'm not leaving my father to die!

WOLVERINE
You might not be -

JEAN
(*Once again trying to pacify the situation*)
Logan.

SABRETOOTH
(*To Wolverine*)
You owe me runt.

WOLVERINE
(*Pauses and stares at Sabretooth*)
Yeah, but I don't need ta like it.

STORM
Have you picked up anything of Gambit, Jean?

JEAN
I -

VOICE
(*Out of shot*)
I return.

The X-MEN turn to see GAMBIT stood in the doorway looking slightly morose and staring at the gathered mutants.

ROGUE
(*Warmly*)
Gambit.

ROGUE runs over and hugs him in a show of exposed affection and we FOCUS on ICE MAN who looks understandably annoyed at the fondness his girlfriend shows the French thief, his suspicions and jealousy rising.

SABRETOOTH
(*Suspecting failure*)
Where's the crystal frenchie?

GAMBIT
I...

SABRETOOTH
You ain't got it have ya?

(CONTINUED)

WOLVERINE
Where is it?

GAMBIT
Apocalypse.

BEAT!

CUT TO:

44 INT. APOCALYPSES LAIR - NIGHT

44

An explosion lights up the shot and smoke begins to disperse...

We see through the clearing dust MAGNETO crouched atop a mound made up entirely of human skulls and he hunches over holding onto his stomach in pain. We CLOSE UP on his face as blood pours from his mouth and it is evident APOCALYPSE has been furthering his torment, taking pleasure in the torturing of his enemy and the leader of the X-MEN.

VOICE
(Out of shot)
Magnus! Fall down! Make it easier on all of us!

MAGNETO
(Only just finding the energy to speak)
Nuh...never...

VOICE
(Out of shot)
Face reality Magnus. Once upon a time you championed a vision...
a precious little dream full of smiles and handshakes...
but the time for dreaming is over...wake up!

CLOSE UP on MAGNETOS face.

MAGNETO
(Trying to gain composure)
I am awake...with rage...that you and your father think I
would surrender all I hold dear. Years ago I made a vow to a
good man...that I would fight for this cause...with my dying breath.

VOICE
(Out of shot)
Truly? Let's find out.

MAGNETO is blasted by another attack and falls backwards.

(CONTINUED)

VOICE

(Out of shot)

You don't understand, Magnus.

As MAGNETO begins to raise himself to his feet again, a silhouetted hand appears in shot grabbing his hair and lifting him up off the ground.

VOICE

(Out of shot)

Your reign has passed...your day is done.

We PAN BACK to reveal MAGNETO is being held in the air and is at a face off with HOLOCAUST - **BEAT!**

HOLOCAUST

(Smiling)

We have been saying it for quite some time, and now's it's finally, absolutely true...this...*is the Age of Apocalypse!*

HOLOCAUST turns MAGNETO making him face the other way. MAGNETO P.O.V. as in the distance sits APOCALYPSE once again on his throne, calmly looking on and enjoying the sight of a tormented MAGNUS, weak and frail and close to death.

APOCALYPSE

(Serene with power)

He knows, Holocaust. Stare into his eyes. Look for that trademark fire of defiance. See instead the smoldering ash of defeat.

APOCALYPSE turns to his side and looks towards a new servant.

APOCALYPSE

Is everything in place below?

SERVANT

(Nervous)

Yes, my Lord. The trap has been set.

MAGNETO

(Concerned with what he has heard)

Trap...

APOCALYPSE

Of course, Magneto. You don't think for a moment that I'd let you die alone...without your beloved X-Men at you side?

(CONTINUED)

APOCALYPSE gets up from his throne and walks down the steps, his movement unhurried and full of confidence, he stands directly above MAGNETO and smiles..

MAGNETO

(Defiant)

You're - kaff - You're fooling yourself, Apocalypse.
The X-Men won't risk everything we have worked for just
to save me. You can count on that!

APOCALYPSE

I have. Must you remain self-centred to the bitter end?
I have my trap, Magnus...but you aren't the bait.

BEAT!

CLOSE UP on APOCALYPSE as he takes up position by a large glass window barely visible in the shadow of the chamber. He is looking down through it at what lies on the other side and his face is reflecting a red glow emitted from within.

APOCALYSPE

You think you have secrets. You are wrong. Once my Madri siphoned Bishop's memories, I learned your biggest secret - that there is apparently a world beyond the one we know... a world - or better yet - a timeline - that would have been better, in your words, brighter and more hopeful - had history run differently. The Shadow King has seen glimpses of this world, he has told me the most important thing about it. It is one which I do not rule. Your ultimate goal is to somehow "fix" history...undo all I have done even though I stand on the cusp of world domination.

APOCALYPSE looks at MAGNETO.

APOCALYPSE

I can hardly let that happen. In fact...I can make it impossible.

CLOSE UP on MAGNETO.

MAGNETO

No! You can't. Not without the...the

CUT TO:

45 INT. APOCALYPSE LAIR - NIGHT**45**

APOCALYPSE P.O.V. - he is looking through the glass window at dozens of his slaves and workers busying themselves with various tasks. In the middle of the room, surrounded by guards, stands a large glowing crystal - We CLOSE UP to reveal it is the M'KRAAN crystal - **BEAT!**

APOCALYPSE

I believe the words you're looking for are "M'Kraan crystal"
 ...the nexus of realities. Yes, Gambit failed. The X-Men will come,
 Magneto...not for you...but because they believe they can use
 the self-regenerating crystal to repair time...

CUT TO:

46 INT. APOCALYPSES LAIR - NIGHT**46**

We are back inside the chamber with APOCALYPSE, MAGNETO and HOLOCAUST as the ruler of this and possibly another reality turns to face the weakened master of magnetism...

APOCALYPSE (Cont'd)

...and take this world away from me!

APOCALYPSE swings his arm and strikes MAGNETO across the face.

APOCALYPSE

(Smiling)

They will die! I will win. Congratulate me, Magnus!

BEAT!

CUT TO:

47 INT. APOCALYPSES LAIR - NIGHT**47**

We are inside a dark chamber within the pyramid when a sudden glow of pink illuminates the room and the X-MEN appear from one of BLINKS teleportation holes. ROGUE, QUICKSILVER, GAMBIT, STORM, COLLOSSUS carrying ILYANA, BISHOP, KITTY, ICE MAN, JUBILEE and BLINK all jump out and prepare for battle, the remaining living X-MEN standing together for what could prove to be the final time, their final sacrifice looming.

ROGUE

Hit hard and fast people! This is it. We got t'be ready for anything!

(CONTINUED)

JUBILEE lights up the chamber with some of her fireworks to reveal their surroundings...we PAN AROUND to realise the chamber they are stood in is completely empty, something is not right and they look about apprehensively...

ROGUE
(Suspicious)
Anything except this.

JUBILEE
Didn't you say we'd have to wade through a gazillion soldiers just to find the back door?

QUICKSILVER
What's the scam?

STORM
(Looking around)
We'll ask questions later. Let's just move on and be glad for once luck is smiling on us.

COLLOSSUS
(Angered)
You're not about to risk my sister's life on a mission fuelled by fortune Ororo. I demand to know what happened here.

CUT TO:

48 INT APOCALYPSES LAIR - NIGHT

48

It becomes clear GAMBIT previously walked away from the others momentarily in order to find answers and he re-appears from the shadows clearly holding onto something...

GAMBIT
Mebbe dis one has some answers, no?

He walks out into the light of JUBILEES glow holding BEAST - **BEAT!**

STORM
Beast?

BEAST
(Weak and frail)
Apocalypse...the prisoners...they rebelled...Scott...I thought I was the God - King of their world...but I was blinded by pride...and in the world of the blind...the one eyed man is king.

BEAT!

CUT TO:

49 EXT. CITY OUTSKIRTS - NIGHT

49

AERIAL VIEW of a city and we see the entire perimeter has been destroyed as buildings have been demolished and bodies litter the ground. APOCALYPSE'S reign of terror has spread and cities barely resemble the places of pride they once were. Monuments stand crumbling and the landscape is a shell of ruins, carcasses and dreams lay silenced amid the rubble.

Screams fill the air and in the distance, over a ridge, a figure appears and begins walking towards the camera. CLOSE UP as the silhouette stands atop the crest, his form concealed by darkness until a brief explosion from behind illuminates his face - it's CYCLOPS - **BEAT!** - His visor no longer resembling the one we are familiar with as the strip of material only covers one eye (the result of his fight with WOLVERINE in X-MEN ALPHA).

He is patrolling the area but we can see from his expression that he is deep in thought considering the implications of what SINISTER said before his disappearance, questioning for the first time what is happening and the past he barely remembers...past friends...comrades...love..

TELEPATHIC VOICE
Scott..

He stops and raises his hands to hold his head confused by the voice within..

CYCLOPS
What?...

VOICE
It's me...Jean.

CYCLOPS
No...it can't be...

JEAN appears from behind a rock to the side of where CYCLOPS stands off balance.

CYCLOPS
(Eyes filling with tears)
Jean...Sinister told me you were dead...that Logan murdered you...but..

JEAN
(Controlling her emotions)
Its all right Scott. I'm very much alive.

(CONTINUED)

SCOTT runs over and they embrace...an emotional contact of lovers re-united..

SCOTT
(Looking into her eyes)
But how?

JEAN
The same way as you.

SCOTT
(Angry)
Sinister.

JEAN
(She pulls away and looks up into the sky)
This war that you've been fighting...this Apocalypse you have been helping...look at what he has done. Look at the death and destruction he has brought to our world... everyone we cared about...everything...gone.

SCOTT
(Tries to get close once more)
But...

JEAN
(Looks straight into Scott)
You have to help us, you know this is all wrong.

SCOTT
(Shaking his bowed head)
But you and Logan...Sinister showed me a tape...a kiss.

JEAN
(Takes a hold of Scott by his shoulders)
That is not important now. You have to help us. My powers are draining, we have to find a way to stop the bombs.

SCOTT
What bombs?

JEAN
The bombs Apocalypse has targeted to kill every living thing on this planet.

SCOTT
(Hurt)
God...I'm so sorry...what can I do?

(CONTINUED)

JEAN
You -

Before JEAN can finish her sentence, out of nowhere and without warning she is struck by an attack from behind and falls forwards lifeless and limp. SCOTT only just manages to catch her but realises from the coldness of her eyes she is friends with life no more...he strokes her face tenderly...tears fill his eyes...we CLOSE UP as his brows furrow and a furious scowl stretches across his scarred face...his lover lost again - JEAN is dead - **BEAT!**

CUT TO:

50 **EXT. CITY OUTSKIRTS - NIGHT**

50

We FOCUS on a ridge not too far from where JEAN was struck and a silhouette appears standing still and looking down at SCOTT and the fallen JEAN. We shift to CYCLOPS P.O.V. as we CLOSE UP on the darkened figure until he walks into a dim light cast from flames in the distance - it's HAVOK - **BEAT!**

HAVOK
Imagine that, big brother. The Summer's brothers actually have something in common after all.

HAVOK jumps down from the ridge and walks towards SCOTT and JEAN.

HAVOK
(Filled with lust for vengeance)
We both had an eye for traitorous red heads. Don't hurry to get up, I'm going to take my sweet time with you.

SCOTT
Time?!

SCOTT is so angry with his brothers interference that his visor shatters revealing his one working eye, the other merely an empty socket and the three slash marks running down his face from his battle with WOLVERINE in X-MEN ALPHA.

SCOTT
(Angry but controlling his rage)
Alex, you idiot! Jeans power was the only thing keeping the bombs at bay! Now thanks to you - there is no more time!
For God's sake Alex, is dying the only thing we'll ever do together?

HAVOK fires another blast at SCOTT who is sent reeling backwards.

(CONTINUED)

HAVOK
Not even, Judas!

SCOTT is kneeling on one knee in pain as he struggles to control his anger not wanting to fire an optic blast at his brother, his only remaining family.

HAVOK
(Smiling)
I win. At long last...I win. So long as I can remember,
you've had it all...and I've had nothing.
But this victory is all mine.

He fires again at SCOTT who crumbles to the ground motionless, his reluctance to defend himself against his sibling costing him dearly as his altered life approaches its premature end...

CLOSE UP on HAVOKS FACE.

HAVOK
I have waited all my life for this moment you son of a -

Suddenly HAVOK'S speech is stopped and we CLOSE UP on his face as it fills with pain and discomfort - SNIKT! He falls forwards dead to reveal stood behind him WOLVERINE - claws popped and covered with blood - **BEAT!**

WOLVERINE
Yeah? Hope you enjoyed it...murderer.

WOLVERINE is about to run over to where JEAN and SCOTT lay on the ground in a final attempt to save the woman of his heart when he too is attacked from behind and crashes down the ridge, tumbling through the rubble and landing on a pile of dead bodies.

He slowly gets up and looks behind him, angered by his detainment from helping JEAN - WOLVERINE P.O.V. as we see a vast figure appear from behind a broken building, we FOCUS to reveal it's - OMEGA RED - **BEAT!**

OMEGA RED
(With finality)
The bombs are set. The fall of man is almost complete,
why do you still fight? Why do you still hold on to
that thing you call hope?
When all is crumbling around you...
you fail to see you have failed. You have all failed.

(CONTINUED)

OMEGA RED jumps down and faces off with WOLVERINE, one of the few remaining HORSEMEN of APOCALYPSE intent on causing the death of another X-MAN, their might dwindling in the anarchy and horror of this new world.

WOLVERINE
NO!!

WOLVERINE goes berserker rage! No longer does he possess any trace of reason and logic as the beast within is let loose in all its feral nature. All that he loved is now lost and no longer can he justify the control of the one thing that may help him - his lust for revenge and retribution...the blood of those responsible...death to all..

WOLVERINE and OMEGA RED have a savage battle as both relentlessly attack the other. This is a fucking kick ass fight with sequences detailing each warriors skill.

WOLVERINE appears to be dealing with OMEGA RED when suddenly one of his tentacles spears straight through his midriff and he falls to the ground. WOLVERINES healing factor is having trouble coping with the constant and brutal beating and OMEGA RED stands towering above him happy with his apparent victory.

OMEGA RED
Do you see now?

CLOSE UP on WOLVERINE.

WOLVERINE
The only thing I see is your death, bub.

In a snapshot WOLVERINE uses the last of his energy to uppercut OMEGA RED with his metal stump. CLOSE UP on OMEGA RED as his face succumbs to death and the darkness of his eyes consumes his soul - We cut to a WIDER ANGLE to reveal claws have popped out of WOLVERINES stump - **BEAT!**

OMEGA RED falls to the ground defeated and WOLVERINE slowly limps towards JEAN, visibly bereft of energy and nearing his untimely end, his healing factor struggling as blood continues to seep from open wounds. He kneels beside her and cradles her head lovingly.

WOLVERINE
Jean?

JEAN
(Dying)
Lo...Logan.

(CONTINUED)

WOLVERINE

(Crying)

Rest easy, dahlin. I'm with ya.

JEAN

Always you were...were always with me...in my heart...alw- - *

The camera begins to shift to a CRANE SHOT as we move to an AERIAL VIEW of WOLVERINE crouched over the now deceased JEAN. This scene is of immense power and extremely emotional, three lovers killed in battle, the ultimate sacrifice paid to save a lovers life. WOLVERINE cries and falls lifeless on top of JEAN, dying from the one thing his healing factor could not mend - a broken heart.

SCOTT, JEAN and WOLVERINE are dead - **BEAT!**

CUT TO:

51 INT. APOCALYPSES LAIR - NIGHT

51

APOCALYPSE is stood in full camera shot towering over a motionless MAGNETO.

APOCALYPSE

The game always goes to those best prepared, Magneto.
Just hours ago my madri warned me that the crystal may threaten my centuries old plan...if I were foolish enough to allow your X-Men near it - which I am not. As always, the world turns on my vision - and everything moves according to my -

VOICE

(Out of shot)

Noooo!

APOCALYPSE turns to the scared servant.

SERVANT

My liege...our southwest kingdom - it exists no longer.
It is gone - all gone!

APOCALYPSE

(For the first time he loses composure)

What?

SERVANT

My Lord, somehow the bombs path was altered.
The entire mid - west is now a radioactive crater.

(CONTINUED)

MAGNETO

Good God! Millions of lives...You madmen! What have you done!
What have you done!

APOCALYPSE

(Calm once again)

The question, Magnus, is what *must* I do...to retaliate.
Well Magnus, I so wanted you to live long enough to see
the end of your dreams...but it seems I haven't the time
for the indulgence..

APOCALYPSE attacks MAGNETO and before he can strike him again for perhaps the final time, a bolt of energy is sent crashing towards EN SABAH NUR and he turns to confront the attacker.

VOICE

(Out of shot)

You got that right, ugly.

HOLOCAUST

Who?...

APOCALYPSE P.O.V. as he turns to see before him X-MAN - **BEAT!** He is standing with fists clenched and his eye pulsing with the power he possesses, muscles tense with anger and a will to end his torment, to end all the terror of APOCALYPSE.

X- MAN

(Insolently)

The nail in your coffin, Apocalypse.

HOLOCAUST steps forward to aid his master in battle, smiling and relishing the opportunity to fight someone who may finally test his unquestionable power.

CLOSE UP of MAGNETO.

MAGNETO

(His face fills with clarity)

You're...the one.

X - MAN

(Taking control)

Stay down old man. This isn't your fight anymore.

MAGNETO

You've just bought the universe a few precious seconds boy.
Together...let's make the most of them.

(CONTINUED)

MAGNETO rises to his feet and picks up his helmet that lay beside him, he places it on his head ready for battle and we CLOSE UP on his face and recognise the return of his defiant glare, the experienced leader of the X-MEN once again ready to fight and lead this battle with APOCALYPSE - **BEAT!**

CUT TO:

52 INT. APOCALYPSES LAIR - NIGHT

52

We have returned to the chamber where the crystal is being guarded and we FOCUS on two members of APOCALYPSES security stood patrolling the perimeter of the glowing gem...

GUARD 1

What's that? I heard a sound.

GUARD 2

Your own flatulence, now shut up!

GUARD 1

No. Listen.

GUARD P.O.V. as we see a pink glowing hole not too far from where they stand.

GUARD 1

Blinking holes...in space.

GUARD 2

What's that coming through them?

We CLOSE UP on the glowing hole when out of nowhere charged playing cards appear flying out of it aimed directly at the security guards - they explode - IT KICKS OFF!

The X-MEN (ROGUE, QUICKSILVER, GAMBIT, STORM, COLLOSSUS carrying ILYANA, BISHOP, KITTY, ICE MAN, JUBILEE and BLINK) jump out of the teleportation hole and adopt defensive stances as they prepare for their final face off with APOCALYPSE and his forces.

GAMBIT

We call it a distraction mon ami.

The X-MEN are battering the security with the surprise of their attack and the power they possess as a team, their final stand commenced..

COLLOSSUS

The wall is breached - to the crystal! (CONTINUED)

COLLOSSUS notices the crystal as it begins to grow in size, the presence of the X-MEN filling it with power and energy. He looks to the side of the glowing gem and spots a small old woman sat at a control terminal staring directly into the crystal. She has seen the differing timelines in the gem and falls to her knees weak and confused.

DESTINY

(Holding her head trembling at what she has seen)
True...it's all true...God help us all...time is broken...
the child Ilyana and I have no choice but to facilitate
Bishops' journey into the past - so that he may repair
the continuum.

QUICKSILVER runs towards her.

QUICKSILVER

We'll choose a team to escort you.

DESTINY

(Slowly getting to her feet)
No, only we three can go...for only we three no longer have
counter parts in this reality.

QUICKSILVER

Why would that be...unless...oh.

COLLOSSUS

(Does not want to lose his sister again)
Ilyana...no.

QUICKSILVER

We haven't time to minimize losses -
at any cost Bishop must act -

There is a large crash and HOLOCAUST and X-MAN come smashing through the window APOCALYPSE had previously been looking through, punching and attacking one another as they drop towards the ground.

MAGNETO follows them flying through the air.

ROGUE

(To X-Man)

Stand back boy, he's too much for you.

MAGNETO

No, do not interfere. The boy does what he must -
and affords us the time to show the same courage.

(CONTINUED)

QUICKSILVER

Father, you're alive. That means we're going to be okay.
Tell us what to do.

MAGNETO

(Thoughtful and reverent)

No. No more orders. Our actions are no longer mine to choose.
Reality crumbles, we have but one chance to salvage one
world not our own - a world that should have been.

MAGNETO lands and walks over to ILYANA, kneeling beside her in
order to be at eye level with the frightened little girl.

MAGNETO

(He places his hand on her shoulder)

And that chance little one, lies solely with you.
I cannot command you to help us, child. I can only tell you
- that I - that we - cannot create this better place
without you.

ILYANA

(As if understanding what will be asked of her)

This world, sir, is it a place where there's no sugar man?
A place where little girls like me don't have to be afraid?

MAGNETO

I believe so. I believe it with all my heart.

ILYANA

Do you promise?

COLLOSSUS

(Scared)

He can't - Ilyana, don't listen to him.

BISHOP steps forward to speak.

BISHOP

(Compassionately)

That's right...listen to me, instead.

He places his hand on her shoulder.

BISHOP

Here's what I can promise. I can promise that in this
other world there is hope...hope that by working hard enough
- by reaching far enough - others like us can someday rid
- the world of the fear and prejudice and hatred that
- claimed this one. This, I swear to you.

(CONTINUED)

PAUSE.

ILYANA

Then I'd rather have hope than nothing at all.

BEAT!

Explosions begin to fill the chamber in all directions as the other X-MEN are fighting APOCALYPSES forces and violence and battles occur all round the chamber. The final stand off is in full swing as morals clash and the fate of life balances delicately on the success of the remaining X-MEN. The chamber and entire pyramid is beginning to crumble due to the extent of the war inside.

BISHOP

The stronghold - it's coming down around us!

DESTINY

(Turning to move away)

Then we must go - now! Bishop - Ilyana - follow me to the crystal!

COLLOSSUS

Magneto, you send my sister to her death you had best pray that your decision is worthwhile, or so help me - in any world - in any time - we will be enemies forever.

MAGNETO

If I am wrong, pietro..

MAGNETO takes to the air.

MAGNETO

Then the penance you seek of me will be the last of our concerns. The crystal is our sole salvation, my X - Men, protect it before it's too late!

Hundreds of APOCALYPSES armed soldiers storm into the chamber and the greatest fight of the two films ensues, as the X-MEN struggle to keep them at bay attempting to prevent the capture of BISHOP and ILYANA - the only hope of salvation that exists in this barren land of death and darkness.

BISHOP, ILYANA and DESTINY run away from the battle in their final attempt to reach the crystal and alter the timeline of reality. COLLOSSUS sees his sister disappearing and immediately sets off after her, battering all who stand in his way - (CONTINUED)

COLLOSSUS

No! If I am to die this day - it will be at my sisters side!

COLLOSSUS charges after his sister crushing all those stupid enough to try and stop him, his earlier guilt banishing all self control, his only thought the preservation of his little sister, something he will not permit failure in, not his flesh and blood, not this time, not ever.

ICE MAN becomes aware of COLLOSSUS'S loss of control and stands in front of him realising his madness may inadvertently cause greater damage to the success of their mission.

ICE MAN

Whoa! You'll ruin their chances. To get to that crystal you'll have to get through me.

COLLOSSUS

Small threat!

COLLOSSUS without hesitation and still in full flight rips ICE MAN into shards, ice ripping and smashing into millions of fragments sent flying high in all directions. COLLOSSUS charges straight through him as though he had never existed, his form no longer part of this reality - ICE MAN is dead - **BEAT!**

COLOSSUS

Ilyana!

As he continues to run after his sister he is attacked by a blast of energy from behind and falls to the ground. We PAN OUT to reveal GAMBIT stood over him holding several charged cards at the ready should he wish to fight another former comrade.

GAMBIT

Only one way you gonna muck tings up, Hommes...an' dats over both our dead bodies.

BEAT!

CUT TO:

53 INT. APOCALYPSES LAIR - NIGHT

53

BISHOP, ILYANA and DESTINY have managed to reach the crystal despite the countless guards and soldiers The crystal has grown yet larger and we CLOSE UP on it to see inside images of an alternative reality - XAVIER alive, the X-MEN together, hope and life, the world as it should have been (CONTINUED)

DESTINY

You see them, don't you? Faces of a world not ours...
and yet more ours than makes sense.

DESTINY stops and looks at ILYANA.

DESTINY

This...is as far as I can go, the rest, Ilyana, is up to you.

CLOSE UP on ILYANA.

ILYANA

But what can I do? I have no powers.

DESTINY

(Looks at the crystal)

We are in the nexus of all possibilities, child.
I have seen the abilities you were destined to command.
Open your mind...imagine those powers developed...
and they will become so.

DESTINY stands back and we PAN OUT to reveal BISHOP and ILYANA stood in the centre of the crystal activity as energy begins to illuminate their bodies and the power of the crystal is becoming evident.

DESTINY

Imagine a doorway and one will appear -

The glow from the gem increases in size and surrounds BISHOP and ILYANA creating a bubble around them, engulfing them in the light of its force.

ILYANA

Oh.

DESTINY

For Bishop, not for us. Say farewell, child.

DESTINY takes a hold of ILYANA and they step away from BISHOP.

ILYANA

Good bye, Mr Bishop...and good luck.

CLOSE UP of BISHOP as he smiles weakly and disappears - **BEAT!**

CUT TO:

54 INT. APOCALYPSES LAIR - NIGHT

54

X-MAN and HOLOCAUST are beating the shit out of each other as X-MAN takes out all his pent up anger and frustration on the only surviving horseman of APOCALYPSE. This is an immense fight sequence, as are all the later clashes in this script for these are the battles the two scripts have been leading up to and must match expectations. No two minute fights but pure aggression and adrenalin, violence and gore, fights to identify the fittest and those with the right to live another day.

CUT TO:

55 INT. APOCALYPSES LAIR - NIGHT

55

COLLOSSUS is still rampaging and disrupting the battle as he has lost his sense of priority and can focus on only his guardianship of his younger sister, nothing else of importance to a man overcome by guilt and shame.

COLLOSSUS
Ilyana!

GAMBIT is lying on the ground hurt having clearly been attacked by COLLOSSUS who continues to charge to where ILYANA was last seen. Chaos is unfolding as the X-MEN are fighting APOCALYPSES forces and allegiances are being tested.

KITTY steps in the way of COLLOSSUS'S path in a final attempt to calm and appease the raging metal beast. GAMBIT notices what KITTY is trying to do and shouts after her in warning -

GAMBIT
Don't be stupid girl...He's insane now.

COLLOSSUS is not phased by the appearance of KITTY and continues to run straight towards her, however, she does not move and neither uses her powers to evade the metal mans path - COLLOSSUS does not stop and crushes her - trampling over her small and petite body, bones and life breaking at his feet - KITTY dies -
BEAT!

At the realisation of what he has just done COLLOSSUS stops and looks down at the corpse of KITTY, shocked and trying to order his thoughts...

COLLOSSUS
(*Breaking down and crying*)
Katya? What have I done? Katya - No! Don't leave me!

(CONTINUED)

Using the momentary stillness of COLLOSSUS, GAMBIT fires a multitude of cards at him from behind and sends the large RUSSIAN crashing into a brick wall. COLLOSSUS disappears in a plume of smoke as the wall crumbles on top of him and his unruly behaviour comes to a halt.

CLOSE UP on GAMBIT.

GAMBIT

Don't worry, homes. Where she's gone I make sure you follow right behind.

We shift to a WIDER ANGLE to reveal ILYANA running into shot and over to where COLLOSSUS has been buried, she has seen what GAMBIT did and is screaming and crying for her brother. She stands over the rubble and approaches where he lay barely visible through the mountain of debris.

ILYANA

Piotr, we did it. Mr. Bishop is - Piotr...

COLLOSSUS begins to change back to his human form.

COLLOSSUS

(Weakly)

Yana...for...forgive me...sister...I thought...I was the bravest of us all...and then...I met you.

ILYANA takes her brothers hand in hers, they are both crying and this scene is once again extremely emotional, further death wrought upon the X-MEN as APOCALYPSES rule remains defiant. We CLOSE UP on COLLOSSUS who is covered in blood and open wounds...

COLLOSSUS

(Fading)

I'm so scared...please...give me courage...and hold me while I -

Before COLLOSSUS can finish his sentence ILYANA is zipped away from her brother by QUICKSILVER who picks her up and darts away, only just preventing her from being captured by one of the prowling guards.

QUICKSILVER

Be careful, child, the guards still prowl.

ILYANA

(Scared)

Piotr...

(CONTINUED)

QUICKSILVER
I am sorry, Ilyana.

QUICKSILVER stops and puts ILYANA down and attempts to comfort the distraught young child.

QUICKSILVER
(Speaking with tenderness)
No body should have to lose their brother...or sister.
What did he say to you?

ILYANA
(Eyes watering)
He said he was scared...and now I am too.

BEAT!

CUT TO:

56 INT. APOCALYPSES LAIR - NIGHT

56

APOCALYPSE is stood on his balcony looking down at the mass warfare occurring in his pyramid, his grip of this ungodly kingdom loosening as the intervention of the X-MEN causes greater mayhem than he initially believed possible, as always the arrogance of power blinding the might of a will to live and fight.

APOCALYPSE
(Reflective)
It seems my centuries old machinations have strengthened the wolves and the sheep equally...will this then be the result of my life's work? Will man and mutant alike consume each other in -

An explosion strikes APOCALYPSE and he turns to see who had the courage and audacity to attack him. APOVALYPSE P.O.V. as we see the person willing to fight him - the final stand off accepted by the only mutant capable of defeating this inhuman tyrant and his horrid world - it's MAGNETO - **BEAT!**

APOCALYPSE
You return. And I thought you were a coward.

MAGNETO
No...no more than you are a genius. "Survival of the fittest" indeed.

MAGNETO rises into the air and outstretches his arms out to his side, power exuding from his clenched fists as we see his strength returning and the magnitude of his power. (CONTINUED)

MAGNETO

(Growing in confidence)

You preen and posture as if you were the first
dictator to discover the concept and stake the worlds
fate at its nonsense.

MAGNETO begins to use his power to control all the metal
surrounding him and the different parts rise into the air and fly
towards him. One after another they attach to his floating body
and start to form a suit of armour around his form, he grows in
size and strength.

MAGNETO

(Becoming more and more angry)

As a child I heard the very same babble from a
Berlin house painter...a madman whose Aryan race tried
to wipe out all it deemed "dirty" or "impure".

The suit of armour is almost completely formed.

MAGNETO

And do you remember who won the war he began?
The "weak" who rose in righteous triumph -

MAGNETO is fully armoured and furious with APOCALYPSE and all he
stands for, his final breath to only be exuded at the sight of
APOCALYPSES ravaged corpse. He strikes APOCALYPSE across the face
with his armoured suit and combined power.

MAGNETO

To overthrow the strong once and for all!

APOCALYPSE flies backwards as MAGNETO unleashes an attack of such
power the room shakes, such ferocity and strength never before
seen from the master of magnetism.

MAGNETO

Your day, Apocalypse, has indeed come...

MAGNETO winds his powered fist behind his head ready to strike a
fatal blow at a weakened APOCALYPSE, rage engraved on his old and
tired face - when suddenly X-MAN runs into the chamber and shouts
towards MAGNETO -

X - MAN

I have the crystal.

MAGNETO turns from APOCALYPSE and glances towards X-MEN -

(CONTINUED)

MAGNETO
(Distracted)
 The crystal...

APOCALYPSE uses MAGNETOS loss of concentration to strike him with his large fist, an underhand blow from an immoral despot. MAGNETO stumbles backwards and APOCALYPSE begins to grow in size, looming over the injured master of magnetism, regaining power and livid at his mortal enemy. He reaches out and picks MAGNETO up by his neck.

APOCALYPSE
 I was never about to allow another reality to
 inflict itself upon me...but I will gladly inflict
 myself upon another reality.

X-MAN is about to come to MAGNETOS aid when he is suddenly attacked by a glow of orange energy. He clutches his stomach and turns to see who struck out at him - X-MAN P.O.V. as HOLOCAUST stands in the doorway - **BEAT!**

HOLOCAUST
(Livid with bloodlust)
 You owe me a rematch ya little punk. We're fighting to
 the end this time! Is that clear?

X-MAN picks up the crystal and instantly flies towards HOLOCAUST and before the HORSEMAN can react, X-MAN plunges the crystal into HOLOCAUSTS chest smashing straight through his life support armour.

X - MAN
Crystal!

HOLOCAUSTS life embers flow out of his smashed armour and they flick and flash in the air and attack X-MAN. They continue to fight and search for the end to each others life.

CUT TO:

57 **INT. APOCALYPSE LAIR -NIGHT**

57

APOCALYPSE is stood gargantuan holding MAGNETO by the throat.

APOCALYPSE
 Pay them no mind, Magnus! They're finished!
 The end game is yours and mine alone!

APOCALYPSE begins to strangle MAGNETO with both his hands, trembling with rage and fury, but Magneto does not react.

(CONTINUED)

APOCLAYPSE

This is no time to disappoint me! Fight back!

He chokes harder - still nothing, MAGNETO neither speaking nor making any attempt at fighting back...

APOCALYPSE

Why won't you fight back?!

CLOSE UP on MAGNETO.

MAGNETO

(Slowly)

I...can't...I'm concentrating.

APOCALYPSE

What? -

We shift to a WIDER ANGLE to see MAGNETOS hands glowing with immense energy. He raises his hands to APOCALYPSES midriff and we CLOSE UP to see APOCLYPSES metal composition beginning to tare down the middle of his body and chest. REVERSE ANGLE as we see APOCALYPSE from behind, the tear and crack increasing in size, growing larger and larger, sparks and smoke exuding from the straining metal of his body - until - Bang! - His body rips in two straight down the middle - **BEAT!**

We are still in the REVERSE ANGLE and as APOCALYPSES ripped apart body falls to the ground in separate firry heaps, we see MAGNETO floating in the air in between the two torn sections.

MAGNETO

(Looking down at the wreck of Apocalypse)

For twenty years you've gone on and on about how only the strong survive. Tell me again Apocalypse...

CLOSE UP of APOCALYPSES head.

APOCALYPSE

Hkkk.

MAGNETO

Just how strong you are.

APOCALYPSE

I...Koff...I...

APOCALYPSE DIES - **BEAT!**

MAGNETO gets up and begins to walk away from his defeated nemesis.

MAGNETO
(Mournful)

We were the mightiest of our race, Apocalypse.
Suppose we'd been on the same side. What a world that
would have been...

ROGUE has run into shot and stands beside MAGNETO..

MAGNETO
It's over. Apocalypse is dead..and with him his world.

ROGUE
Our world.

MAGNETO
No. This was never our place...never our time..
we will be but memories by the time the bombs fall.

The X-MEN have defeated APOCALYPSE and his forces and they all
gather stood together looking up into the sky at the approaching
military planes, their battle won but their futures and the fate
of all life yet to be decided..

MAGNETO
Everything now depends on Bishop.

BEAT!

CUT TO:

58 INT. HOUSE - DAY

58

We are in the house where XAVIER confronted THE PHOENIX in X-MEN
3: THE LAST STAND. JEAN GREY is beginning to turn into the DARK
PHOENIX and the power is gathering all around her. She begins to
raise XAVIER into the air and the scene is identical to how the
events transpired in X-MEN THE LAST STAND, until, in one corner of
the room a flash of light appears.

A glowing ball begins to appear and we CLOSE UP on the light until
BISHOP steps out of it into the room - **BEAT!**

PHOENIX has not noticed him and after surveying his surroundings
and identifying those within the room, he immediately darts
towards JEAN, recognising her from the crystals visions and
realising she must be stopped -

BISHOP
Jean! No!

(CONTINUED)

PHOENIX turns and sees him, suddenly confused...

JEAN
(Filling with memories)
Jean?...

XAVIER
You...

BISHOP
You must be stopped!

PHOENIX gathers more energy around her as the power she possesses is no longer under her full control.

XAVIER
No!

Before PHOENIX can end XAVIER'S life BISHOP jumps at her and places his hands on her head to absorb her power. WOLVERINE appears through the doorway stuck to the ceiling as he did so in THE LAST STAND.

WOLVERINE
No!

The room begins to tremble and shake with the power being transferred from PHOENIX to BISHOP. XAVIER and WOLVERINE fall to the ground released from their entrapment and WOLVERINE instantly runs towards BISHOP in order to rescue his hearts desire from the unknown man.

A ball of energy has surrounded PHOENIX and BISHOP as the immense power transfers from JEAN to BISHOP uncontrollably, on the verge of destroying all around and much much more.

WOLVERINE is intent on saving JEAN despite the danger she poses, but MAGNETO has other plans for the powerful PHOENIX and so has no intention of permitting WOLVERINE to interfere and alter the progress of his long harboured dreams. As WOLVERINE approaches JEAN and BISHOP he is suddenly struck still by MAGNETO'S power, the master of MAGNETISM controlling his movements by his adamantium skeleton.

MAGNETO
No! No Longer shall you meddle with my work.

WOLVERINE is lifted into the air with arms and legs outstretched, visibly retching in agony as the metal on his bones is twisted and yanked from its questionably natural position. (CONTINUED)

We CLOSE UP on MAGNETO whose face is contorted by his lust for power and anger at the hairy X-MAN.

The ball of energy containing JEAN and BISHOP is growing with intensity and the whole building is beginning to rip apart and crumble. XAVIER is unable to move due to being sent crashing from his wheel chair but he looks towards MAGNETO and WOLVERINE.

XAVIER

Magnus! Stop! What are you doing?!

MAGNETO

Be still Charles, this is no longer your battle...

(He turns towards WOLVERINE)

...Now, Logan, tell me, for years you searched for answers to your past and this skeleton bonded to your bones -

XAVIER

Magnus!

MAGNETO

(continues ignoring XAVIER)

What answers would you seek should you possess none of your acquired skills...none of your limited memory... and none of your precious adamantium...

...MAGNETO intensifies his power over WOLVERINE and we can see LOGAN shaking in mid air, his face straining and spluttering with sheer pain...

MAGNETO

...your history changed and the experiments rendered useless... your granted gift snatched away...

...Once again MAGNETO increases his control over the adamantium bonded to WOLVERINE'S bones and we FOCUS on WOLVERINE...his skin begins to pulse...rising and rippling...warping from the metal underneath...

...We FOCUS on XAVIER who closes his eyes to try and telepathically prevent MAGNETO from further hurting WOLVERINE...

MAGNETO

Tell me...*wolverine*...what would you be...no healing factor...no adamantium...no partial humanity...nothing but what you truly are...your namesake...
an animal...

(CONTINUED)

In an instant we CLOSE UP on WOLVERINE and the adamantium is violently ripped from his bones - piercing his skin and bursting out from his open and bloody wounds...countless strips of metal rising from his sores...his face...his arms...his legs...his chest...every inch of his body hacked to a bloody mess by the sharpness of the metal...

XAVIER
No!

XAVIER with grave intensity finally reaches into MAGNETO'S mind and attacks his only vulnerable point...

CLOSE UP on all the characters...

...WOLVERINE unconscious suspended in the air...

...BISHOP struggling to absorb JEAN'S energy...

...MAGNETO straining to torment WOLVERINE...

...XAVIER concentrating to stop MAGNETO...

Until - BANG - BISHOP succeeds in stopping JEAN but his absorption of her power is too much for him to take and he has to let some of it go...an explosion filters through the house - a wave of energy flying through the windows and gaps in the crumbling building - and as the energy disperses into the air we FOCUS on all the characters as they fall limp to the ground and the house plummets to the soil in a heap of ruined edifice.

AERIAL VIEW of the ruined house as smoke and dust from the debris filters up into the sky, where in the distance we see the BLACKBIRD approaching on the horizon, minutes too late.

We PAN THROUGH the rubble into the remains of the house and are able to make out the bodies of XAVIER, MAGNETO, WOLVERINE, JEAN and BISHOP, all still and lifeless - **BEAT!**

59 INT. XAVIER MANSION - DAY

59

We are in a hospital unit of the institute where hurt colleagues rehabilitate. XAVIER is lying on one of the beds with tubes and pumps connected to his face to help him breath. MAGNETO is on a bed directly beside him, both men are unconscious and far from their present altered reality. JEAN GREY and STORM are sat beside XAVIER, JEAN is bandaged but alive, looking down at her injured teacher and father figure, sadness and grief marked on her scarred faces.

(CONTINUED)

VOICE

(out of shot)

How are you feeling Jean?

JEAN

I'm fine.

She turns and we cut to JEAN P.O.V. as we see stood over her BEAST, he is in the form we recognise from the earlier films, blue and pleasant, thankfully spared the rule of APOCALYPSE.

STORM

What have you learnt from...what's his name...

VOICE

(Out of shot)

Bishop.

We PAN BACK to reveal BISHOP stood in the doorway, his torso is heavily bandaged and he walks with a limp - but he survived - **BEAT!**

STORM

Ah, you're awake.

BISHOP

Yes.

BEAST

And stable.

JEAN

Thank you, Bishop, thank you.

BISHOP

(Smiling and holding his wound)

I think I'll be all right for any more favours,
and trust me, Jean...I would have done anything to
preserve this world.

STORM

Thank you, Bishop.

BISHOP

What about Logan? How's he doing?

BEAST

Nobody has seen him since he disappeared from
his bed two days ago.

(CONTINUED)

BISHOP
And Charles?

JEAN
(Deep in thought)
I'm not sure...his dreams are clouded...
I can't make sense of them...they're...dark...
everything is engulfed by darkness.

BISHOP
Do you know what happened?

BEAST
From the tests I have run they seem to suggest he telepathically
shut down Magneto's mind...

BISHOP
And?

BEAST
Well...

JEAN
Go on...

BEAST
Now I am not sure...there are more tests I have to run...but...it
appears he may have...and I'm not sure...

STORM
- Tell us Beast.

JEAN
Absorbed some of Magneto's darkest ego.

The gathered X-MEN exchange looks of immense concern and we CLOSE
UP on XAVIERS face as his eyes twitch sporadically - **BEAT!**

CUT TO:

60 **EXT. XAVIER MANSION - DAY**

60

We are inside the school part of the mansion and the bell sounds
for the end of class. The students run out of the class rooms and
fill the corridors laughing and smiling. The young mutants - the
hope of tomorrow have been spared the AGE OF APOCALYPSE.

ROGUE and KITTY are walking side by side when ICE MAN runs up
behind them and playfully taps ROGUE on the shoulder. She turns
and they embrace. (CONTINUED)

They have come to a stop by the front door to the mansion when suddenly there is a knock at the door and the three gathered mutants pause to listen for the noise...the knock sounds again. ROGUE walks over to the door to open it, curious to see who is stood on the other side.

ICE MAN

Wait!

ROGUE

What?

ICE MAN

You don't know who it could be.

ROGUE

It's all right.

ROGUE opens to door slowly.

CUT TO:

61 EXT. MANSION - DAY

61

OVER THE SHOULDER SHOT from the perspective of the person waiting on the other side of the door.

The door opens.

VOICE

(Charmingly)

Bon jour, Cherie.

CUT TO:

62 INT. MANSION - DAY

62

ROGUE P.O.V as before her is stood a smiling GAMBIT - **BEAT!**

CUT TO:

63 EXT. MANSION GARDENS - DAY

63

We are on the outskirts of the mansion amid the trees and foliage of the surrounding forestry, birds whistling and nature breathing in the free air granted them by the X-MEN. We PAN THROUGH the trees and FOCUS on a small rabbit hopping across the unkempt grass, blissful in his ignorance and happy in the sun. He lifts his head and sniffs...his nose quivers and he slowly approaches the CAMERA...slowly...carefully...then BANG - he is ripped out of shot.

(CONTINUED)

WIDER ANGLE as we just about make out a movement in the shadow cast by a vast lonely tree. We begin to slowly CLOSE IN...closer and closer to the figure lurking in the shadow...a sudden movement reveals the focus of our shot - it's WOLVERINE - one fist clenched with claws extended having pierced the innocent young rabbit - we notice his claws are bone and uneven, no longer metal in their composition. We hear a snarl and CLOSE IN even further...he is hunched over naked and bare, growling and ripping his teeth into the dead animal, his face overgrown with hair and his appearance much more feral, the animal finally unleashed, human or mutant no more - All this happens cast in shadow and no real clear shots are offered, merely glimpses and brief visions of this new WOLVERINE.

WOLVERINE stops his movement...silence...he sniffs...we hear the breaking of twigs not too far from where he is crouched and the CAMERA PANS ROUND to see in shot a young fawn eating the grass. WOLVERINE snarls again and instantly jumps at the camera - FLASH CUT TO BLACK

END

CREDITS

CUT TO:

63 INT. XAVIER MANSION - DAY

63

We are back in the room where XAVIER is recovering. CLOSE UP of XAVIER'S face as the camera continues to get closer until we have phased through his exterior into his dreams.

XAVIER is stood alone visibly shaken and scared looking around him in all directions at the darkness that surrounds.

XAVIER
(*Terrified*)
You're...you're...lying.

XAVIER holds his head.

XAVIER
(*Straining*)
Leave me alone.

The camera FOCUSES on the darkness as a figure begins to slowly appear.

VOICE
(*Slow and precise*)
I speak the truth, Charles...we...are one.

XAVIER
No...

VOICE
Yes, Charles...I am your every dark thought...I am your every dark desire...I am your true self...*I am you.*

XAVIER P.O.V. as out of the shadows appears the enormous figure of ONSLAUGHT - **BEAT!**

XAVIER
Nooooo!!!!!!

CUT TO BLACK

END