

EXT. RURAL ROAD - DAY

A two-lane road carves through an endless forest of towering black spruce. A flock of pintails skims over the treetops, heading south before the first snowfall.

A young BOY (12), undersized and feral, trudges home, bookbag strapped to his back. Black-haired and pale-skinned, the boy looks as if he hasn't had a good meal in a long time.

Before we hear anything the boy turns, watching the bend in the road behind him. After a moment we hear the thrum of a hard-charging engine.

An Oldsmobile Super 88 rounds the bend, accelerating as it hits the straightaway. The boy steps away from the road but the car comes straight at him.

The boy closes his eyes. The Oldsmobile's brakes clamp down on the wheels and the car shivers to a halt with inches to spare. Laughter spills from the car's open windows.

Four HIGH SCHOOL LETTERMEN pile out of the car, wearing their leather-sleeved football jackets. GILMAN, the largest of the four, shakes his head and laughs.

GILMAN

Kid didn't even move. You see that?
Where's your survival instincts,
boy?

The boy says nothing. He readjusts his bookbag and resumes his long walk northward.

GILMAN (cont'd)

Hey!

Gilman grabs the boy's shoulder and spins him around.

GILMAN (cont'd)

The hell you going? You hear me
talking to you?

One of the other football players, MASON, walks over and inspects the boy's face.

MASON

This is the kid whose old man
robbed the truck stop last year.

Gilman curls his meaty hand around the back of the boy's neck and pulls him closer, scrutinizing him. The four lettermen tower over the small boy.

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GILMAN

You the one with the convict daddy?

The boy stares back at Gilman, unblinking.

MASON

That's him.

GILMAN

What's the matter, you about to piss your pants? Answer me.

The boy says nothing, never looking away from the bully. Gilman presses his fist, adorned with a heavy class ring, against the boy's cheek.

GILMAN (cont'd)

You a tough guy like your daddy?

Gilman shoves the boy, forcing him to stumble backwards. The boy regains his balance, never taking his eyes off Gilman.

GILMAN (cont'd)

You want to play tough guy with me?
Huh?

Provoked by the boy's lack of fear, by the insolence of his stare, Gilman rears back and punches him in the face.

The boy falls to the ground. Blood spills from a gash in his cheek where the class ring cut him.

MASON

(a ringside announcer)

Right cross to the face... and he's down!

The football players laugh, looking down at the fallen boy.

The boy stands. There is still no sign of emotion on his face. No fear, no anger, no evident pain.

GILMAN

What's the matter? You want some more?

The boy doesn't look away. The bully swings, cracking the boy in the side of the head, knocking him down again.

GILMAN (cont'd)

(to his friends)

Let's get out of here.

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Walking back to the car, Mason slaps Gilman on the shoulder.

MASON

You gave that little pissant
something to think about.

Gilman grins and looks back at the boy, expecting him to be sprawled and crying on the ground.

Instead the boy stands again, brushes the dirt off his shirt, and walks toward Gilman.

GILMAN

You got to be kidding me. I'm gonna
knock the--

But Gilman's words die in his throat as he sees something impossible happening. The gash on the boy's cheek knits itself shut, leaving no sign of injury.

Gilman is so shocked he doesn't see the boy's fist whizzing toward him, striking him in the nose. And then another punch. And then another.

The boy is far smaller and weaker than Gilman, but he fights with a ferocity that seems inhuman, punching and kicking and headbutting, doing whatever it takes to fell his enemy.

Gilman, stunned by the intensity of the assault, goes down, trying to protect his face from the blur of blows.

Mason tries to pull the boy off his friend and suffers a bite to the hand. He howls with pain and backs off.

The other two football players, amazed to see their leader getting pummeled by a boy half his size, watch in awe.

The boy growls as he batters the bully. He grabs Gilman's collar and lifts the football player's head off the ground, prepared to deliver the coup de grace with his right fist.

Three bone claws spring from the boy's hand, serrated and razor sharp.

Everything stops. Mason, clutching his wounded hand, quits hollering and stares. The other two football players blink and slowly back away.

Even Gilman, moaning on the ground, hushes and tries to crawl backwards, away from this beast on top of him.

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But the boy is more shocked than any of them. He stares with horror at the claws, this part of him he never knew existed.

He stands and stumbles away from Gilman. Mason runs over, lifts his punch-drunk friend to his feet, and hustles him toward the Oldsmobile.

The other football players pile in, slam the doors shut, and speed off, leaving the boy alone by the side of the road.

The boy stares at his claws and for the first time we see fear in his eyes. He screams, a scream that echoes over the black spruce, into the darkening northern sky.

INT. CABIN - MORNING

LOGAN wakes with a wordless shout, sitting upright, shirtless, in a bed covered with shredded bedsheets.

KAYLA SILVERFOX (25) wraps her arms around him and whispers in his ear.

KAYLA

It's okay... shh... it's okay.

Logan pants, chest heaving, eyes wild, gripping the tattered sheets in his fists. Kayla holds him tight until his bone claws retract.

KAYLA (cont'd)

I'm right here with you. Okay? I'm right here with you.

Kayla, a full-blooded Innu, wears her long black hair pulled back in a ponytail. She's been sleeping in one of Logan's flannel shirts.

KAYLA (cont'd)

The war dreams or the one where you're a kid?

Logan takes a deep breath, finally calming down. He relaxes into Kayla's arms.

LOGAN

The one where I'm a kid.

Kayla runs her fingers through his thick hair, kissing his forehead. He sees that she has a small cut on her forearm. He takes her arm and looks at the wound.

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LOGAN (cont'd)
I cut you.

KAYLA
It's nothing. Just a scratch.

She kisses him.

KAYLA (cont'd)
We need new sheets again, baby.

EXT. CARNIVAL - NIGHT

A traveling carnival has come to a seaside New England town. The brightly-lit Ferris Wheel spins a few hundred yards inland from the dark Atlantic.

LOCALS roam through the carnival, lining up to ride the Tilt-A-Whirl. KIDS carrying plumes of cotton candy race from shoot-'em-up games to free throw competitions.

A CARNY BARKER of the old school, wearing a patched suit and a derby, beckons the curious to his attraction.

CARNY BARKER
Come see the notorious Bird Man!
Half-man, half-eagle, is he an
angel from Heaven or a spawn of
Satan? Ladies and gentlemen,
tonight is your last chance to see
the creature you've all been
hearing about!

We follow two BOYS who hand the barker their tickets, pull aside the curtain and step into the sideshow...

INT. SIDESHOW - CONTINUOUS

...joining a small crowd of CURIOUS ONLOOKERS. The tent is dark save for a spotlight fixed on a tiny stage.

SHERRENE, a peroxide-blond in her fifties, whose tanned hide is covered with interlaced tattoos, slaps a tribal beat on a pair of bongos.

The crowd hushes. A tall man in a hooded robe shuffles toward the stage like a boxer long past his prime. He stands in front of the gawkers, head bowed, face shadowed by his hood.

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Finally BEAK throws off his robe and raises his wings to the crowd. As advertised, he looks like an amalgam of man and bird, with three-toed, clawed feet and dirty-feathered wings.

His very human, tired brown eyes are set in a face dominated by a long sharp beak. He stares back at the gaping crowd.

Beak looks more pathetic than monstrous. His skinny limbs don't seem very strong and he projects an air of weary resignation, not menace.

But when he flaps his gray wings and caws at the onlookers, the children shriek in terror and bury their faces in their father's legs.

INT. BEAK'S TRAILER - NIGHT

Sherrlene and Beak sit at a card table, playing gin and drinking bourbon.

SHERRLENE

I'm gonna knock with three.

BEAK

Are you kidding me?

He throws down his hand in disgust.

SHERRLENE

You always hold out for gin. You could have knocked a while ago.

BEAK

Yeah, well, I'm an eternal optimist.

Sherrlene tallies the points.

SHERRLENE

All right, I'm gonna hit it. You want to come look for shells with me on the beach tomorrow?

BEAK

I don't want to scare away any tourists.

SHERRLENE

Aw, sweetie, it's winter. No tourists. I'll come get you in the morning.

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Sherrlene collects her things, stands, and kisses Beak on the side of his feathered head.

BEAK
Goodnight, Sherrlene.

SHERRLENE
Night, Beak. Sweet dreams.

Sherrlene closes the door behind her and Beak flips through the deck of cards, preparing for another lonely night.

A knock on the door.

BEAK
You forget your purse?
(another knock)
All right, all right, I'm coming.

He stands and opens the door.

EXT. BEAK'S TRAILER - CONTINUOUS

A towering figure in a long black coat looms beside the trailer's door.

BEAK
Show's over, pal.

VICTOR CREED is shrouded in shadows, but when he grins his white fangs gleam. He drapes his arm around Beak and drags the birdman inside the trailer.

VICTOR CREED
Show's never over for you, freak.

INT. BEAK'S TRAILER - CONTINUOUS

BEAK
You want money? There's twenty bucks on the dresser. That's all I have--

VICTOR CREED
I just want to hear you talk a minute before I cut your lungs out.

Creed shoves Beak back into his seat, picks up the bottle of bourbon, examines the label, and guzzles it. Beak opens his mouth but no words come out. Finally:

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BEAK

You're the one that's been killing mutants.

Creed wipes his lips with the back of his clawed hand.

BEAK (cont'd)

But you... you're one of us.

VICTOR CREED

Us? There's no us. There's you and there's me, and in a minute, just me.

Creed smiles down at his feathered target. Beak tries to shield his body with his wings.

BEAK

Please... I never hurt anybody, my whole life...

VICTOR CREED

Let me show you how it's done.

EXT. BEAK'S TRAILER - CONTINUOUS

An awful, prolonged shriek escapes from the trailer.

EXT. CABIN - DAY

The small log cabin sits in a clearing in a jack pine forest. Winter has come to the north country; the ground and tree branches are covered with several inches of snow.

Logan chops firewood behind the cabin, splitting the logs with expert axe strikes, smoking a cheap cigar.

His nose wrinkles as he sniffs the air.

LOGAN

Smells like government.

Behind Logan, two approaching men in dark suits and black overcoats glance at each other. Logan, halving another block of wood, doesn't turn around.

One of the newcomers, STRYKER, was a colonel in the Special Forces. He still has the look. His hair is cropped short, his bearing is military, and his blue eyes are fierce.

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CHRISTOPH NORD, A.K.A. AGENT ZERO, looks more like a death row convict than a military man. A family of tattooed spiders walk down his neck.

STRYKER

(smiling)

I even showered today.

Logan turns, the axe gripped in his hand.

STRYKER (cont'd)

Been a long time, Logan. You haven't aged a day. Everyone else gets old and gray, but not you.

LOGAN

How'd you find me?

STRYKER

We never lost you, my friend. I believe you know my colleague?

Logan and Agent Zero stare at each other. There is a history between these two and clearly the memories are not fond.

STRYKER (cont'd)

We're with the Department of Agriculture now.

LOGAN

Agriculture? You working with farmers?

Agent Zero grins. There is nothing pleasant about his grin.

AGENT ZERO

Pest Control Division. Working with exterminators.

LOGAN

(puffing on his cigar)

Still shooting first, asking questions later?

In one blindingly fast motion, Agent Zero pulls a customized automatic from his shoulder holster, fires, and reholsters.

AGENT ZERO

Still smoking cheap cigars?

Logan spits the butt of the severed cigar from his mouth and clenches his fists.

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LOGAN

That was a buck twenty-five,
asshole.

Stryker holds up both hands, one palm to Logan, one to Zero.

STRYKER

Boys, please.

(to Logan)

Could we take a minute of your
time?

LOGAN

You're taking it.

STRYKER

We want you back.

Logan turns away from them. He tosses aside the axe, picks up
a load of firewood and stacks it beside the cabin.

STRYKER (cont'd)

You're a born warrior. You can hide
up here as long as you want, that's
never gonna change.

LOGAN

Not interested.

STRYKER

It's... creative work, I can assure
you of that. And it pays well.

LOGAN

Already got a job.

AGENT ZERO

Lumberjack. Eighteen grand a year.

LOGAN

Eighteen five.

AGENT ZERO

You content chopping down trees?

LOGAN

Yeah, I am. It's good work. And I
haven't killed anybody in three
years.

AGENT ZERO

Starting to miss it?

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LOGAN

Right about now I am.

Agent Zero grins, enjoying the game. Stryker, seeing that this is going badly, tries to break the tension.

STRYKER

We're putting together a team. Best men in the business. Men with... special qualities. Men like you.

LOGAN

Forget it.

Logan walks around to the front of the cabin. Stryker and Agent Zero follow. Logan's battered old pickup truck is parked beside the newcomers' Lincoln.

STRYKER

It's a team of hunters. We're going after some very bad people.

Logan climbs into the driver's seat.

STRYKER (cont'd)

You read the papers, Logan? They're killing mutants.

Logan closes the door, turns the key and revs the engine to warm it. Stryker taps on the window. Logan grits his teeth and rolls down the window, not looking at the colonel.

STRYKER (cont'd)

Listen to me. They have names. They have addresses.

LOGAN

I can take care of myself.

STRYKER

All right, forget about yourself. Your country needs you.

LOGAN

I'm Canadian.

He hits the gas, forcing Stryker to jump back lest the tires run over his foot. Stryker and Agent Zero watch him go.

EXT. DISTRICT UNIFIED SCHOOL - DAY

Logan parks in the lot of a sprawling brick grammar school. He gets out of the truck and walks toward the main building.

The school day has ended. STUDENTS meet up with their MOMS or DADS for the ride home.

As Logan rounds a corner, he stops in his tracks, looking around. Something's not quite right.

Logan ducks his head at the last possible second and a snowball whizzes past, missing him by inches.

Six FOURTH GRADERS (four boys and two girls) charge at him, hurling snowballs and screaming.

FOURTH GRADERS

Get him!

Logan jumps back around the corner, out of sight. The fourth graders chase after him, round the corner with their throwing hands cocked, ready to launch some serious ice.

Logan is nowhere in sight.

The fourth graders turn in confused circles, searching for their target, snowballs melting in their hands.

LOGAN (O.S.)

Hey, fellas.

The boys and girls look up and see Logan sitting on a second-floor window ledge. He has already formed six perfect snowballs, with which he proceeds to pelt the fourth graders.

The kids run, screaming and laughing, nearly colliding with Kayla, who rounds the corner and stares up at Logan.

KAYLA

Nice.

Logan, caught with a snowball in his hand, looks sheepish.

LOGAN

They started it.

INT. PICKUP TRUCK - LATER

Logan drives Kayla home over roads slick with black ice. She sings softly along with the country song on the radio.

LOGAN

Stryker came by the house today.

KAYLA

Stryker? Colonel Stryker? The one you told me about?

(off Logan's nod)

What did he want?

LOGAN

Wants me back.

KAYLA

And?

LOGAN

Told him no.

KAYLA

So why can't they get someone else?

Logan thinks about it for a moment. When he speaks there is a degree of self-loathing in his tone.

LOGAN

I'm the best there is at what I do.
And what I do best isn't very nice.

Kayla studies the side of his face for a moment.

LOGAN (cont'd)

Maybe he's right. Maybe it's the only thing I'm good for.

Kayla watches him. Logan shakes his head as if ridding himself of an errant thought.

LOGAN (cont'd)

Son of a bitch had me thinking about it for a minute.

He wraps his arm around her shoulders and pulls her closer.

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LOGAN (cont'd)
I'm not going anywhere. First time
in my life, I don't feel like a
freak.

KAYLA
Hey. You're not a freak.

LOGAN
Most guys don't have to worry about
gutting their girlfriend when they
have a bad dream.

KAYLA
You're not a freak. You've got a
gift.

LOGAN
A gift?

Logan shakes his head, staring at the black ribbon of road.

LOGAN (cont'd)
You can return a gift.

INT. CABIN - NIGHT

A well-built fire burns in the fireplace. Logan and Kayla sit
naked in front of it, wrapped in an old flannel quilt.

KAYLA
The kids made cornhusk dolls today
in Arts and Crafts.

She reaches for her bag and pulls out a little doll.

KAYLA (cont'd)
I made one for you.

Kayla hands him the doll and he examines it by firelight.
Given the limitations of the art form, it's a skillful
representation of Logan, unique hairstyle and all.

LOGAN
I look like Elvis.

KAYLA
You're Elvis with claws.

The moon, swollen and red-hued, rises above the dark hills,
framed in the cabin's window.

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LOGAN

Full moon tomorrow.

KAYLA

You know why the moon's so lonely?

Logan shakes his head. Kayla lies back, resting her head on Logan's leg as he plays with her hair.

KAYLA (cont'd)

She used to have a lover. Kuekuatsheu. They lived in the Spirit World and every night they'd wander the skies together. But one of the other spirits was jealous. Trickster wanted the Moon for himself. So he told Kuekuatsheu the Moon asked for flowers. He told him to come to our world and pick her some wild roses.

LOGAN

Never trust a guy named Trickster.

KAYLA

Yeah, well, you do some stupid things when you're in love. Kuekuatsheu didn't know that once you leave the Spirit World, you can never go back. Now he's trapped here. Every night the Moon searches for him and every night he sees her in the sky and howls her name... but he can never touch her again.

For a moment they're both quiet, contemplating the sad myth.

LOGAN

Koo-koo-choo got screwed.

KAYLA

Kuekuatsheu. The Wolverine.

EXT. CABIN - NIGHT

Viewed from a distance, the little cabin looks warm and inviting, the firelight shining from the windows.

Something watches from the edge of the dark woods. Something monstrous, its black talons carving gashes in the trunk of a pine tree.

EXT. LOGGING CAMP - MORNING

Kayla drops Logan off at the logging camp. The site is already loud with motorized activity. TRIMMERS remove the limbs from fallen trees. TEAMSTERS in forklifts load logs onto flatbed trucks.

Logan comes around to the driver's side window, holding his orange Husqvarna chainsaw in one hand.

KAYLA

Be careful.

Logan bends forward to kiss her on the lips. He turns and walks towards a crew of LUMBERJACKS circled around a SUPERVISOR with a clipboard.

Logan turns when he hears a honk. Kayla leans out the window.

KAYLA (cont'd)

I love you, by the way.

Logan notices that dozens of lumberjacks are watching this scene. He clears his throat.

LOGAN

I love you, too.

SUPERVISOR

(thick Maine accent)

We all love you, Casanova, but
could we get to work here? We need
to let some daylight in the swamp.

The lumberjacks laugh loudly. Damage done, Kayla waves a cheerful goodbye and drives away from the camp.

Logan trudges into the circle of lumberjacks, who make kissie-kissie sounds and slap his shoulder.

SUPERVISOR (cont'd)

All right, I need a team of
choppers for 3B, that's gonna be
Phelan, Marcuse, Van Mier and
Logan. Two teams for 3C...

EXT. ACCESS ROAD - MORNING

Kayla steers the pickup along the access road leading away from the logging camp.

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An eighteen-wheel flatbed loaded with trimmed logs blocks the road. Men in reflective vests stand on the flatbed, securing the load with chains.

Kayla hits the brakes and checks her watch. She's late. She taps the horn.

A FOREMAN ambles over to her, in no particular rush.

FOREMAN
Can't move the truck till the
load's tied down.

KAYLA
Please? I'm already late.

FOREMAN
Not gonna happen, ma'am...

The foreman thinks about it, sighs, and changes his tune.

FOREMAN (cont'd)
(yelling to truck driver)
Hey Zeke! Pull this mother over.
Lady's got to get through.

Moments later the truck rolls forward, enabling Kayla to scoot through in her pickup. She toots her horn and waves.

KAYLA
Thanks, fellas.

EXT. TIMBER STAND - MORNING

Logan and three other lumberjacks-- PHELAN, MARCUSE, and VAN MIER-- tramp through the woods towards their designated area, carrying their chainsaws and helmets.

Phelan, whiskey-bellied and flushed from the exertion, has fallen behind.

PHELAN
You all want to ease the pace a
little bit? Trees ain't going
anywhere.

Logan, in the lead, stares at a crude smiley face carved into a tall pine tree. His gaze travels from the carving to something sitting on the forest floor.

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PHELAN (cont'd)
What you got there?

The other lumberjacks gather around Logan. A severed bear's head, haloed by buzzing flies, rots in the sun.

PHELAN (cont'd)
Goddamn.

VAN MIER
Hunter?

MARCUSE
Why would a hunter leave the head?

LOGAN
Bullet didn't kill this bear.
(beat)
Claws did.

INT. TRUCK - MORNING

Kayla sings along with the tape on the tape deck.

KAYLA
*Lolly Lolly Lolly get your adverbs
here, Lolly Lolly Lolly got some
adverbs here, Come on down to
Lolly's get the adverbs here...*

Rounding a corner on the narrow access road, Kayla nearly collides with a man in a long black coat. She slams on the brakes and the truck shudders to a halt.

The man's back is turned to the truck, his head bowed. His hair hangs below his shoulders, clotted with dirt, as if he's been sleeping in the woods for weeks.

Kayla leans out of the open truck window. Before she can speak, the man in the long black coat turns.

It's not just his size that frightens us, though the man is massive. It's not just the four-inch-long black talons curling from his fingertips, or the gleaming fangs he licks as he smiles at her.

What terrifies us most are his eyes. They are a shark's eyes, black and loveless and utterly inhuman.

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Victor Creed walks toward the truck. He scrapes his talons over the hood: *screeeeee*. Five parallel gashes now scar the hood, carved straight through the steel.

EXT. TIMBER STAND - CONTINUOUS

Logan, hearing a noise the other men can't, rises from his crouch. He looks to the west, listening carefully.

PHELAN

What's the matter--

Logan holds up a hand: *quiet*. He hears a distant scream. A voice he knows better than any other.

He runs, leaving his astonished co-workers behind.

No one can run through the woods faster than Logan and Logan has never needed to run faster. He vaults fallen trees, ducks under branches, accelerates when he hits the access road.

EXT. ACCESS ROAD - MINUTES LATER

Logan sees the pickup truck in the distance. Even a hundred yards away he can tell that something is wrong.

It seems impossible that he could run any faster, but now he does, reaching the truck in seconds. He sees the claw marks gouged through the steel hood.

He sees the driver's side door tossed onto the asphalt twenty yards from the truck.

And finally he sees Kayla, curled in the fetal position on the side of the access road. Blood puddles beneath her. Her skin has already begun to lose its color.

He runs to her, kneels beside her body, hands checking for a pulse, listening for breath, trying desperately to find any sign of life in her lifeless form.

LOGAN

Come on, you're okay. Say something. Say something, darling. Say something. Kayla, come on.

He cradles her in his arms.

LOGAN (cont'd)

You're okay. You're okay.

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He rocks back and forth, her lifeless body clutched tightly in his arms, his eyes clenched shut.

The veins bulge in his neck, every muscle in his body tenses, as if there were a beast inside him trying to break free of his skin.

INT. CASADY'S BAR & GRILL - DAY

The local dive opens early. TOWN DRUNKS sit by themselves, smoking cigarettes, sipping the day's first hair-of-the-dog, reading the paper or staring into their beer.

Victor Creed sits at the bar, carving a crude smiley face into the wood with the claw of his index finger. He looks up and sees the BARTENDER staring at him. The bartender doesn't approve of the vandalism, but he's not about to say anything.

Creed taps the rim of his glass. The bartender comes over with a bottle of George Dickel Tennessee whiskey. He fills Creed's glass halfway-- a standard pour.

Creed stares at the bartender. He taps the glass again. The bartender, hand shaking, fills the glass to the brim.

Creed raises the whiskey to the light.

VICTOR CREED

Stuff don't work on me. I drink and drink and I never feel any different.

He downs the full glass of whiskey with a swallow. He looks around the bar, at the pool table in the back, the Wurlitzer jukebox, the stacked bottles of liquor.

VICTOR CREED (cont'd)

You got any insurance on this place?

BARTENDER

Insurance? I guess so. Why?

Creed wipes his mouth with the back of his hand.

VICTOR CREED

'Cause it's about to get ugly.

Logan walks into the tavern, sniffing the air. He sees Creed sitting on the barstool, back to the door.

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Logan approaches the bar, never taking his eyes off Creed.

Finally Creed turns to look at Logan. He stands, towering above the smaller man.

Logan sees a splotch of dried blood on the back of Creed's hand. Creed knows Logan is looking at it. He lifts his hand to his mouth and licks the blood off.

VICTOR CREED (cont'd)
Sweet girl. Tasted like strawberry
jam.

The bone claws burst from Logan's hands, pale, white, and serrated. He growls and swings at Creed's head.

The big man is fast. He ducks under the claws, grinning and circling like a boxer, happy that he's finally got a decent adversary.

The bartender and the local drunks have seen plenty of bar fights, but not ones featuring clawed mutants. They run.

VICTOR CREED (cont'd)
You can scare off the civilians
with those, sonny boy. But I got
claws of my own.

He swings, raking his talons across Logan's chest, drawing first blood. Logan lunges at Creed and the battle begins.

The pace of the combat is startling, the physical power stupendous. A missed swipe by Creed ends with him clawing out the guts of the jukebox. Logan jumps at his enemy and gets swatted into the wall, smashing the plasterboard.

Creed grabs Logan by the collar and tosses him onto the pool table. Creed brings his fist down, looking to pulverize Logan's skull, but the smaller man rolls clear. Creed's fist shatters the slate and the table collapses.

Clearing his head on the sawdusted floor, Logan sees the eight ball rolling past. He picks it up and hurls it at Creed's head.

Creed catches the eight ball in his left hand and squeezes his fist shut. He opens his hand and lets the powdered remains spill onto the floor.

Logan springs to his feet and swings at Creed, again and again, his claws whooshing through the air.

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Creed, despite his bulk, is an elegant fighter. He circles just out of reach, grinning as the claws slash past his face.

Creed grabs Logan's right wrist as it flies by. He grabs the left wrist. His wet fangs glisten as they plunge toward Logan's throat.

With no room to dodge, Logan drives his head forward, smashing Creed's face with a glorious headbutt.

As Creed staggers back, Logan kicks him in the chest, knocking the big man over the bar, where he crashes into the bottles of liquor and slides to the floor in a tumult of glass shards and alcohol.

Logan sees a lit cigarette in an ashtray on one of the tables. He picks the butt up and flicks it over the bar.

The cigarette ignites the spilt alcohol. Creed roars and rises to his feet, a burning man.

He vaults over the bar and advances on Logan. The flames consume his overcoat, licking at his skin. Creed slaps them out with his palms, apparently oblivious to the pain.

VICTOR CREED (cont'd)

You put up a better fight than your girl did.

Creed snatches Logan and slings him headfirst through the plate glass window.

EXT. PARKING LOT - CONTINUOUS

Logan hits the snow-covered pavement hard, splinters of glass in his hair, his face bloodied from dozens of small cuts.

Creed steps out the bar. As Logan struggles to his feet Creed kicks out his legs and drops him again.

Creed crouches beside Logan, grabs the back of his head, and smashes his face into the concrete.

The beating gets savage, Creed hammering Logan again and again. Logan's healing factor cannot keep up with the violence being done to his body.

VICTOR CREED

Time you got declawed, kitty kat.

Creed lifts his heavy black boot and brings it down hard on the extended claws of Logan's left hand.

(CONTINUED)

CONTINUED:

Logan howls as the bone claws shatter. Creed repeats the process on Logan's right hand.

VICTOR CREED (cont'd)
You were a tough little guy. But
there's always someone tougher.

Creed plunges his clawed hand into Logan's chest. Logan gasps, eyes widening. His tolerance for pain is world-class but this is another level of suffering.

VICTOR CREED (cont'd)
And it's always me.

Creed stands, staring down at Logan's unmoving body. Sirens moan in the distance. Creed walks away.

Logan bleeds in the snow. We rise above him, higher and higher, his battered body dwindling as we rise with the smoke.

INT. HOSPITAL EMERGENCY ROOM - DAY

Two MALE NURSES shove a gurney down the corridor. Logan is flat on his back, bloody and unconscious.

A SURGEON hurries after them, pulling on latex gloves.

SURGEON
We know what we're looking at?

MALE NURSE #1
Bar fight.

MALE NURSE #2
Multiple knife wounds.

INT. OPERATING ROOM - CONTINUOUS

The male nurses transfer Logan from the gurney to the operating bed. One FEMALE NURSE prepares Logan's arm for an IV while a second NURSE cuts open his blood-soaked shirt with surgical scissors.

The frenetic activity in the room ceases. Everyone stares at Logan's unblemished chest.

SURGEON
What is this?

(CONTINUED)

CONTINUED:

Logan lunges forward, grabbing the surgeon's collar and pulling the startled man's face next to his own.

LOGAN
Where is he?

MALE NURSE #1
Hey, hey, easy--

The male nurses struggle to restrain Logan but he's too strong for them. The surgeon gasps for air.

LOGAN
Where is he?

STRYKER (O.S.)
His name is Victor Creed.

Logan turns and sees Stryker standing at the entrance to the operating room.

STRYKER (cont'd)
I can help you find him.

EXT. HOSPITAL - DAY

Logan storms out of the hospital, followed by Stryker.

STRYKER
He escaped from an ultramax
penitentiary in Nevada last year.
Started murdering mutants. Shape-
changer in New Mexico, pair of
telekinetic twins in California--

Logan turns on Stryker, grabbing the colonel by the throat and shoving him against a lamp post.

LOGAN
Three years I been here. Three
years everything's good. Nobody
knows me. And then one day you show
up and the next day she's dead.

STRYKER
I came to warn you--

LOGAN
You knew he was coming.

(CONTINUED)

CONTINUED:

Stryker shakes his head as well as he can with Logan's hand on his throat. Stryker's face is turning red.

LOGAN (cont'd)
How did you know?

STRYKER
He got the List.

LOGAN
What list?

Stryker chokes, gasping for air. Logan eases up on his grip but doesn't release the man. Stryker takes a deep breath.

STRYKER
The List. Every known mutant in North America. Government's been keeping it for years. Names, addresses, everything.

LOGAN
How did he get it?

STRYKER
Someone must have leaked it to him. There are people in Washington who want to see you all destroyed.

Logan releases Stryker. The ex-colonel straightens his jacket collar and composes himself.

LOGAN
Creed's a mutant, too.

STRYKER
Apparently he doesn't have much tribal loyalty.

Logan turns and walks away. He looks like a homeless man, his clothes torn and bloodied, his hair disheveled. He walks fast. Stryker calls after him.

STRYKER (cont'd)
Do you have a plan, Captain?

LOGAN
I'm not in the Army anymore.

STRYKER
Do you have a plan?

(CONTINUED)

CONTINUED: (2)

Logan turns and stares at Stryker.

LOGAN

I'm gonna track him down and I'm gonna end him. That's the plan.

STRYKER

You already tried that. He's a hundred miles away and you're walking out of the hospital.

Logan's fists are clenched. He's ready to hammer Stryker into the ground, but the older man does not back down.

STRYKER (cont'd)

You can't beat him. Not the way you are right now. You've probably gone your whole life without losing a fight, but I'm telling you now, you can't beat him.

(beat)

Unless I give you the tools.

Logan glares at Stryker, still itching for immediate revenge.

STRYKER (cont'd)

You come with me, I promise you two things. You will suffer more pain than any other man could bear. And you will have your revenge.

Logan stares into Stryker's eyes.

EXT. ALKALI LAKE - DAY

A black helicopter lands on a concrete helipad inside the walls of the massive compound.

SENTRIES armed with assault rifles man the guard towers, scanning the perimeter with binoculars.

Logan, Stryker and Agent Zero step out of the helicopter. Logan glances around the foreboding place before following Stryker inside the main building.

INT. SURGICAL PREP ROOM - DAY

Logan lies on his back on an examining table, naked save for a strategically-placed towel.

(CONTINUED)

CONTINUED:

A red-bearded scientist, DR. CORNELIUS, draws blood from Logan with a syringe.

An Army surgeon, CAROL HINES, marks Logan's skin with an indelible pen. He looks like a Maori warrior, his body mapped with strange lines, dots and x's. Stryker watches Hines work.

STRYKER

Could you unsheath your claws?

Logan raises his left hand. The bone claws pop out, the same length they were before Creed shattered them.

STRYKER (cont'd)

Remarkable. Full regeneration.

Logan examines the markings on his forearm.

LOGAN

The hell you planning on doing to me?

Hines gives Stryker a worried look but he ignores her.

STRYKER

We're going to make you indestructible. But first we have to destroy you.

Stryker heads for the door but stops midway and turns.

STRYKER (cont'd)

I forgot to give you something.

He reaches into his jacket pocket, pulls out an old set of dog tags and tosses them to Logan. Logan inspects the tags with ambivalence.

LOGAN

Never wanted to put these on again.

STRYKER

Held on to them for years. Figured you'd be back one day.

Logan slips the steel chain over his head.

STRYKER (cont'd)

(smiling)

Now you'll always know your name.

INT. CORRIDOR - DAY

Stryker walks down a long concrete corridor lit by fluorescent ceiling lights. Hines steps out of the prep room and hurries after him.

HINES

Sir?

Stryker stops and waits for her to catch up.

HINES (cont'd)

I know we've discussed this before--

He knows what she's going to say. He shakes his head and continues down the hallway, forcing Hines to chase after him.

STRYKER

Ad nauseum, Lieutenant.

HINES

Anesthetic won't work on him. His healing factor neutralizes drugs. Including painkillers.

STRYKER

He can handle the pain.

HINES

We've never conducted any animal testing--

STRYKER

No other animal would survive the experiment.

INT. SURGICAL PREP ROOM - CONTINUOUS

Logan, wearing a hospital-style robe, stands by the closed door. No other human could hear the conversation down the hallway. Logan catches every word.

HINES (O.S.)

He might not, either. There's a significant chance the procedure will kill him.

(CONTINUED)

CONTINUED:

STRYKER (O.S.)

Correct. Some experiments succeed,
some fail. That's why we call them
"experiments."

INT. CORRIDOR - CONTINUOUS

STRYKER

The man's well-being is not my
concern. Proving that the science
works-- that's what matters.

Hines does not relish confrontation and she's afraid of
Stryker. But she gives it one more try.

HINES

Sir... I took the Hippocratic Oath.
I swore I'd never intentionally
harm another human being.

Stryker turns on Hines, jabbing his finger at her.

STRYKER

You also swore to protect your
nation. You remember that oath,
Lieutenant Hines?

HINES

Yes sir, but I don't understand why-

STRYKER

I don't need you to understand. I
need you to follow orders.

Stryker continues down the corridor, leaving Hines standing
alone in the fluorescent light.

INT. SURGICAL PREP ROOM - MOMENTS LATER

Hines enters the room to find Logan sitting on the examining
table, paging through a magazine. He smiles up at her.

LOGAN

You ready for me, Doc?

INT. SURGICAL THEATER - LATER

Hines and two MEDICAL TECHNICIANS accompany Logan to a water-
filled plexiglass tank the size of a lidless coffin.

(CONTINUED)

CONTINUED:

An array of stainless-steel machines crowds around the tank, including a series of robotic arms that taper into foot-long needles.

One wall of the theater is glass. Behind the glass is the control room, where Stryker looks on, hands behind his back.

Dr. Cornelius and several SUPPORT STAFF enter data into computers monitoring the experiment.

Logan removes his robe and hands it to Hines before stepping into the tank of water.

LOGAN

See you on the other side.

One of the technicians fastens a breathing tube, connected to an oxygen tank, to Logan's mouth.

Logan lies down, submerging himself in the cold water. The technician clamps Logan's wrists and ankles into place with stainless-steel shackles bolted to the plexiglass walls.

Logan's eyes are open as he watches the robotic arms swivel into place, poised above him like a gang of metal vipers.

INT. CONTROL ROOM - MOMENTS LATER

GENERAL MUNSON stands in the back of the room, observing the experiment with great interest.

Agent Zero leans against the back wall, bored, cracking his knuckles.

Hines takes a seat beside Cornelius, who studies a readout on his computer screen.

CORNELIUS

Adamantium temperature?

TECHNICIAN #1

Steady at eighty-two eleven.

CORNELIUS

Feed lines clear?

TECHNICIAN #2

Lines one through twelve clear.

CORNELIUS

Prepare insertion.

INT. SURGICAL THEATER - CONTINUOUS

Logan lies underwater, watching as the robotic arms descend toward him. The needles begin to spin at high speed, like massive power drills. They churn the water when they enter.

CLOSE on Logan's eyes as the needles enter his body. The man has suffered gunshots and knife wounds, car crashes and bottles smashed across his face. He has never suffered this.

He closes his eyes.

INT. CONTROL ROOM - CONTINUOUS

CORNELIUS

Commence feed.

The technicians enter commands, watching close-up images of the procedure on their monitors.

INT. SURGICAL THEATER - CONTINUOUS

Logan writhes in the tank. Twelve long needles have drilled into his bones, including his skull.

TECHNICIAN #1 (O.S.)

Feed commenced at a rate of twenty nine cc's per second.

TECHNICIAN #2 (O.S.)

Density probe indicates preliminary chelation of the compact tissue.

CORNELIUS (O.S.)

Body temperature?

HINES (O.S.)

One zero two point three.

CORNELIUS (O.S.)

Heart rate?

HINES (O.S.)

One sixty.

INT. CONTROL ROOM - CONTINUOUS

Stryker turns and addresses the general.

(CONTINUED)

CONTINUED:

STRYKER

You're witnessing medical history in the making. We've begun bonding adamantium to Weapon X's skeleton.

GENERAL MUNSON

We tried to use that stuff for tank armor. Too damn expensive.

STRYKER

It took us three years to prepare enough alloy for the skeleton.

GENERAL MUNSON

So if this works, I guess Weapon X won't be walking through any metal detectors.

STRYKER

If this works, General, Weapon X will walk wherever he wants.

INT. SURGICAL THEATER - CONTINUOUS

Logan spasms in the tank like a man being electrocuted.

HINES (O.S.)

Heart rate one ninety.

CORNELIUS (O.S.)

Density?

TECHNICIAN #2 (O.S.)

Four four seven.

CLOSE on Logan's clenched eyelids and CLOSER still, entering the mind of the tortured man.

Horrific images flicker past, selected traumas from a deeply traumatic life.

Logan cradles the lifeless body of Kayla Silverfox.

The feral boy stares at his monstrous claws and howls.

Logan (looking identical in age to the man we've been following) stands in a village in Vietnam as bamboo huts burn around him.

INT. CONTROL ROOM - CONTINUOUS

GENERAL MUNSON
How long before he's mission
operative?

STRYKER
Remains to be seen. We're in
uncharted territory here.

GENERAL MUNSON
*Uncharted territory is a pretty
good description of your budget,
Colonel. This doesn't work, you can
kiss the Eleven good-bye.*

STRYKER
We need the Eleven. Our victory in
the war to come depends on it.

GENERAL MUNSON
Not everyone in the Pentagon thinks
there's gonna be a war.

Stryker turns and fixes his gaze on the general.

STRYKER
Oh, it's coming, General. The enemy
walks among us. We'd better be
prepared.

INT. SURGICAL THEATER - CONTINUOUS

Logan thrashes in the tank, his convulsions increasingly
violent, his eyes rolling back in their sockets. The water in
the tank begins to steam.

The reel of blood-stained images from Logan's past continues.

A bull-necked man beats the feral boy with an axe handle.

HINES (O.S.)
Body temperature one zero eight.
Heart rate two ten. Sir--

*A dying Russian lies on his back on a dock in Odessa, staring
at the sky, his shirt punctured with three precise holes.
Logan stares down at him, bone claws extended.*

(CONTINUED)

CONTINUED:

STRYKER (O.S.)
He's a warrior, Hines. He can
handle it.

Victor Creed plunges his clawed hand into Logan's gut.

CORNELIUS (O.S.)
Density?

TECHNICIAN #2 (O.S.)
Probe rejected, sir.

INT. CONTROL ROOM - CONTINUOUS

GENERAL MUNSON
Is there a problem?

Stryker allows himself a small smile.

STRYKER
On the contrary. The probe is
diamond-tipped. It's not hard
enough to penetrate adamantium.

HINES
Heart rate two twenty five. Sir,
we're well beyond maximum--

STRYKER
You're trained to care for humans,
Doctor. Weapon X is not one of us.

INT. SURGICAL THEATER - CONTINUOUS

Logan writhes in the tank, muscles coiling and uncoiling. The
montage of nightmares continues, snapshots from Hell.

*The feral boy sits alone in the back of a school bus. While
the other children talk and laugh, he cuts his thumb with a
pocket knife and watches the wound heal.*

TECHNICIAN #1 (O.S.)
Chelation near completion.

HINES (O.S.)
Heart rate two forty four... two
fifty... two fifty seven...

(CONTINUED)

CONTINUED:

TECHNICIAN #2 (O.S.)

Adamantium reservoir ninety percent depleted.

HINES (O.S.)

Core temperature one hundred and nineteen degrees.

A young Stryker, wearing jungle fatigues and a necklace of human ears, holds a revolver to the temple of a sobbing Viet Cong prisoner. Stryker smiles as he pulls the trigger.

INT. CONTROL ROOM - CONTINUOUS

Stryker leans close to the glass, watching his test subject's agony. His experiment will succeed or fail in the next few moments. Sweat beads his forehead.

STRYKER

Easy now.

INT. SURGICAL THEATER - CONTINUOUS

Adamantium claws burst from Logan's hand, shimmering underwater.

Crazed with pain, he carves through the walls of the plexiglass tank. Steaming water cascades onto the poured concrete floor.

Bursting free of his restraints, Logan slashes through the robotic arms. Sparks dance like a swarm of fireflies. The dismembered machines twitch like wounded beasts.

Logan rises from the broken tank, drenched with water, naked save for dozens of long stainless steel needles drilled into his body and the wires and hoses trailing from the needles.

Hair matted to his head, eyes wild, face contorted, he looks like a strange amalgam of machine and animal. He tears the breathing tube from his mouth and stares through the window into the control room, panting, claws extended.

INT. CONTROL ROOM - CONTINUOUS

Hines sits very still, hand over her mouth. Cornelius and the technicians rise from their chairs and slowly back away from the window.

(CONTINUED)

CONTINUED:

The general stares at Logan, awed by the sight of the living weapon. Even Agent Zero no longer looks bored.

STRYKER
Magnificent.

INT. SURGICAL THEATER - CONTINUOUS

Logan slashes through the locks of the steel-reinforced theater door. He charges out of the room.

INT. CONTROL ROOM - CONTINUOUS

For a moment there is silence in the control room.

GENERAL MUNSON
I take it this is still part of the
plan, Colonel?

STRYKER
He's got nowhere to run.

Closed circuit monitors show Logan running down a tunnel.

STRYKER (cont'd)
The only exit is a 25 ton blast
door. It was built to withstand a
nuclear detonation.

INT. CORRIDOR - CONTINUOUS

Logan hurries down a long tunnel hewn through solid rock, leaving a trail of watery footprints. He stops in front of the battleship-steel door at the end of the tunnel.

Growling, he carves through the door as if it were cardboard.

INT. CONTROL ROOM - CONTINUOUS

The savaged blast door flickers on the monitors. Logan is free. The general stares at Stryker. Stryker licks his lips.

STRYKER
(to Agent Zero)
Alert the containment team. Bring
him back.

(CONTINUED)

CONTINUED:

AGENT ZERO
Bagged or breathing?

STRYKER
Either way. Just bring him back.

EXT. ALKALI LAKE - NIGHT

A full moon shines down on the frozen landscape. Logan has exited the Alkali Lake complex beyond the high walls of the compound. The lake itself shimmers in the moonlight.

Logan stares at the lonely moon. A wolf howls in the distance.

His breath rises above him in the cold air; his wet hair freezes. Ignoring the gusting wind and bitter chill, he runs through the snow toward the distant woods.

EXT. WOODS - NIGHT

Logan runs. Pine trees tower above him. He enters a clearing where the virgin snow glitters beneath the moon.

He stops moving and peers through the darkness. He smells something coming closer.

A pack of GRAY WOLVES emerges from the woods, surrounding Logan. Snow dusts their fur. They look hungry, their blue eyes unblinking as they watch this pale interloper.

The LEADER OF THE PACK, a muscular brute far bigger than his comrades, snarls at Logan. Logan stares back at the wolf.

The wolf jumps at Logan, fangs bared, aiming for the man's throat. Logan sidesteps and the wolf hurtles past, skidding on the snow when he lands.

Logan and the wolf circle each other, looking for weakness. The wolf gnashes its wet teeth and pounces again.

Man and beast battle in the moonlight, a shadowy combat of ferocious velocity, of gleaming fangs and gray fur.

The wolf lunges for Logan's throat again, but this time Logan catches the wolf in one hand and slams it to the snow.

The wolf, desperate to escape, rakes Logan's arm with his claws. Logan ignores the bloody welts.

(CONTINUED)

CONTINUED:

His face is close to the wolf's face and they stare into each other's eyes, predator to predator.

Snikt!

Logan presses the claws of his left hand to the wolf's throat. The wolf quits fighting, mewling submissively. He goes slack in Logan's grip, rolling over to signal surrender.

Logan stands over the newly-subservient alpha wolf. The other wolves in the pack stare at the strange champion.

Intense light shines on Logan's face. He turns and sees that he's surrounded by a dozen SOLDIERS wearing tactical armor.

Powerful flashlights are mounted to the barrels of their guns, which are pointed at Logan.

The wolves flee, dodging through the pines, their paws kicking up snow.

SOLDIER #1

Put your hands in the air!

INT. CONTROL ROOM - NIGHT

Stryker and the others are able to watch Logan in action, as night-vision security cameras mounted in the trees beam a constant live feed back to monitors in the control room.

STRYKER

These soldiers are the creme de la creme. They're equipped to handle the situation.

EXT. WOODS - NIGHT

Logan tries to gauge his enemies, staring into the harsh lights. He growls.

SOLDIER #1

Hands in the air, now!

Logan charges at the soldiers.

The soldiers fire their weapons. These are not rifles but high-powered Tasers. Twelve darts sink into Logan's skin, each connected to a silvery wire.

Thousands of volts of electricity course through Logan's body.

(CONTINUED)

CONTINUED:

Gritting his teeth and fighting through the pain, he slices the twelve wires with his claws and advances on the stunned soldiers.

INT. CONTROL ROOM - NIGHT

The monitors show the fallen soldiers lying in the snow. For a moment everyone in the room is quiet.

HINES

The creme de la creme just got creamed.

Stryker gives her a very nasty look before turning to General Munson and speaking in calming tones.

STRYKER

There's a high-voltage fence on the perimeter of the base--

GENERAL MUNSON

Is it made out of adamantium?

EXT. HUDSON FARM - DAY

An old Chevrolet pickup truck rattles down a snow-covered road that passes acres of frozen farm fields. A Good Sam Club sticker is pasted on the rear bumper.

INT. CHEVROLET - CONTINUOUS

JAMES and HEATHER HUDSON, a middle-aged farmer and his middle-aged wife, are bundled up in heavy parkas. James drives; his wife talks.

HEATHER HUDSON

Marge'll probably make her walnut pie again. I thought I'd do meringues this year. Try something different. Don't you think?

JAMES HUDSON

Yep.

HEATHER HUDSON

You like my meringues, don't you?

JAMES HUDSON

Yep.

(CONTINUED)

CONTINUED:

HEATHER HUDSON
(good-humored)
Yep. Yep. Forty years of
conversation, all I get is yeps.

Heather grabs her husband's arm.

HEATHER HUDSON (cont'd)
Jimmy!

James turns in time to see a naked man sprint across the snow
and slip inside a red sheep barn.

HEATHER HUDSON (cont'd)
I think there's a naked man in the
barn.

JAMES HUDSON
...yep.

INT. SHEEP BARN - DAY

James Hudson cautiously slides his barn door open. He holds
an old shotgun in his hands, a gun he hasn't fired in years.

He advances slowly into the barn, sunlight from the open door
falling on the scattered straw. A vintage motorcycle covered
in a tarp stands near the side wall.

Hudson looks inside each sheep pen. His thick-wooled SHEEP,
ready for breakfast, bleat hopefully.

In the third pen Hudson finds Logan, who has covered himself
with straw. A few curious sheep sniff at the fugitive's face.

Hudson stares at Logan, who stares back somewhat, well,
sheepishly.

JAMES HUDSON
Son... What in hell are you doing?

LOGAN
Sorry... It's a little cold out
there.

JAMES HUDSON
Uh huh. It's the middle of January
and you got no clothes on.

LOGAN
That's probably it.

(CONTINUED)

CONTINUED:

Hudson sighs and lowers his shotgun.

JAMES HUDSON

You're not on the drugs, are you?

LOGAN

No sir.

JAMES HUDSON

Just had a rough night?

LOGAN

Pretty rough, yeah.

JAMES HUDSON

All right, come on. I got some old clothes'll probably fit you.

He turns and Logan begins covering strategic places with wads of straw.

JAMES HUDSON (cont'd)

I'll take you around back so my wife don't see you again.

LOGAN

Sorry if I scared her.

JAMES HUDSON

Scared her?

(snorts)

I'm not worried about you *scaring* her.

INT. KITCHEN - DAY

Logan sits at the breakfast table with James and Heather. He wears an old plaid shirt, dungarees, and a pair of scuffed work boots.

A heaping breakfast lies before him: scrambled eggs, pork sausages, pancakes with maple syrup, a steaming mug of coffee.

Logan devours everything in front of him, looking up only to nod in thanks as Heather scoops more food onto his plate.

JAMES HUDSON

You mind if I ask where you came running from?

(CONTINUED)

CONTINUED:

HEATHER HUDSON
Jimmy. Let the boy eat.

Logan piles eggs onto a slice of buttered toast.

JAMES HUDSON
I'm just wondering. We're twenty
miles from town. It's a miracle you
didn't get hypothermia out there.

LOGAN
I've got good circulation.
(gesturing toward barn)
Nice chopper you got out there, by
the way.

James's face lights up. Logan has found the man's passion.

JAMES HUDSON
You know motorcycles?

LOGAN
What is it, '48 Panhead?

JAMES HUDSON
Best bike Harley-Davidson ever
made. First one with a seventy-four
cubic inch engine, hydraulic valve
lifters, aluminum heads--

Heather stands to clear the plates.

HEATHER HUDSON
Now you've got him started. You
need more of anything?

Logan, smiling, holds up his hands to surrender.

The smile fades when he sees the red laser dot appear on
Heather's shirt.

HEATHER HUDSON (cont'd)
What's the matter, honey?

Logan dives across the table, trying to knock her out of the
way, but the bullet beats him there, punching through the
window frame and straight through Heather Hudson's heart.

She collapses in Logan's arms.

JAMES HUDSON
What--

(CONTINUED)

CONTINUED: (2)

LOGAN

GET DOWN!

But it's too late. A second bullet hits James in the back; the farmer blinks and topples forward, dead before he hits the ground.

EXT. HUDSON FARM - CONTINUOUS

Agent Zero lies on his belly three hundred yards from the farmhouse. He lowers his sniper rifle and speaks into his headset.

AGENT ZERO

Weapon X is in the farmhouse. He
just murdered two civilians. Fire
at will.

An APACHE LONGBOW helicopter streaks overhead, fifty feet above the ground.

INT. KITCHEN - CONTINUOUS

Logan checks James Hudson's pulse but finds none. He looks up when he hears the thrum of the military helicopter.

Two Good Samaritans lie dead at his feet, slaughtered for sheltering him. Something bestial has entered Logan's eyes.

EXT. HUDSON FARM - CONTINUOUS

The Apache circles the farmhouse.

INT. APACHE LONGBOW - CONTINUOUS

Both the PILOT and the GUNNER wear helmets with monocular eyepieces that provide images from the external cameras.

GUNNER'S EYEPiece POV

The farmhouse is centered in the crosshairs. Scrolling numbers to the side of the image indicate the range in meters. The gunner's finger tightens on the trigger.

INT. KITCHEN - CONTINUOUS

Logan growls and runs for the door.

INT. APACHE LONGBOW - CONTINUOUS

The gunner squeezes the trigger.

EXT. HUDSON FARM - CONTINUOUS

The Apache fires multiple Hellfire rockets, which blast out of their launchers and rip into the farmhouse.

The old Hudson homestead collapses as the explosions blow out the roof and the support walls.

INT. APACHE LONGBOW - CONTINUOUS

GUNNER

Direct hit.

EXT. HUDSON FARM - CONTINUOUS

AGENT ZERO

Locate the target and fire again.

INT. APACHE LONGBOW - CONTINUOUS

The gunner glances at his pilot. Both men seem mystified by the command.

GUNNER

Sir... the target's destroyed.

AGENT ZERO (O.S.)

Repeat: locate the target and fire again.

EXT. HUDSON FARM - CONTINUOUS

The Apache circles the smoking ruin where the house once stood. No sign of Logan is visible in the scorched debris.

INT. APACHE LONGBOW - CONTINUOUS

GUNNER

They must've hated this guy big time.

(CONTINUED)

CONTINUED:

PILOT

What was he, terrorist or something?

GUNNER

I don't know but he's a puddle now.

EXT. HUDSON FARM - CONTINUOUS

The Apache hovers near the sheep barn, rotor blades fanning the rising smoke.

INT. APACHE LONGBOW - CONTINUOUS

As the gunner continues to scout the ground for any sign of a corpse, the pilot notices something out of the corner of his eye. He stares at the roof of the sheep barn.

A smoke-darkened figure stares back at him.

EXT. SHEEP BARN - CONTINUOUS

Logan, claws extended, skin blackened with soot, jumps from the roof of the barn. He lands on the helicopter windshield.

INT. APACHE LONGBOW - CONTINUOUS

The pilot nearly jumps out of his seat.

PILOT

Jesus!

Logan raises his right hand and plunges his claws through the bulletproof glass.

EXT. HUDSON FARM - CONTINUOUS

Agent Zero watches the Apache plummet to the ground. He snorts with amusement and activates his headset.

AGENT ZERO

Your boy just took down fifty million dollars worth of hardware. Guess I got to do this myself.

INT. STRYKER'S OFFICE - DAY

Stryker sits alone in his office, pinching the bridge of his nose. It's been a long day for the colonel.

STRYKER
(on headset)
Negative. Come back to base.

AGENT ZERO (O.S.)
Have a little faith, boss.

STRYKER
You don't have the weaponry...

EXT. HUDSON FARM - DAY

AGENT ZERO
Don't care what kind of bones he's
got. Fifty caliber bullet through
his eyeball ought to do it.

STRYKER (O.S.)
Nord, goddamnit--

AGENT ZERO
I'm losing you, boss.

Agent Zero clicks off his headset and raises the sniper rifle, searching through the smoke with his scope.

AGENT ZERO (cont'd)
(muttering to himself)
Come out and play...

EXT. SHEEP BARN - CONTINUOUS

Logan emerges from the Apache's wreckage and runs toward the sheep barn door.

A bullet cracks him in the forehead and Logan falls backwards into the snow, stunned. For a few seconds we can glimpse the adamantium of his skull.

His healing factor takes over and his skin begins to knit itself back together.

Logan combat crawls inside the sheep barn.

INT. SHEEP BARN - CONTINUOUS

He throws the tarp off the '48 Harley. James Hudson restored this bike with love and elbow grease. The chrome and leather shine as brightly as any new model on the factory floor.

The key is in the ignition. This used to be a safe neighborhood.

EXT. SHEEP BARN - CONTINUOUS

Logan bursts out of the barn on the Harley. The tires spin on the snow but Logan is an experienced rider. He steadies the bike, steers it onto the blacktop and accelerates, heading in the opposite direction from Agent Zero.

EXT. HUDSON FARM - CONTINUOUS

Agent Zero grabs his rifle and jogs over to a black SUV with tinted windows and off-road tires.

EXT. COUNTY ROAD - DAY

Logan speeds down the road, Agent Zero in hot pursuit. Zero gains ground, both hunter and quarry racing past 100 MPH.

INT. SUV - DAY

Agent Zero grabs an Atchisson assault shotgun from a rack behind his seat that holds an impressive array of weaponry.

He lowers the passenger window and gets a bead on Logan, who swerves to keep himself (and his more fragile motorcycle) a tricky target.

EXT. COUNTY ROAD - DAY

Agent Zero fires six shells in rapid succession. Hundreds of steel pellets scream over the motorcycle, perforating the face of a smiling farmer on a fertilizer billboard.

Logan turns and sees the SUV closing on him. Agent Zero rams the bumper into the Harley and Logan very nearly loses control, managing to right the bike at the last second.

(CONTINUED)

CONTINUED:

Logan accelerates and opens up thirty yards of breathing room. He turns and sees Agent Zero catching up again.

Logan clamps on the brakes, hard.

He holds out his left hand and extends his claws. The tips of the blades scrape the asphalt and sparks fly.

The SUV cannot brake in time. As it hurtles past the motorcycle, Logan's claws hit the SUV's front tire and shred it instantly. A split-second later he shreds the rear tire.

The SUV totters, falls to its side, and barrel rolls across the empty road. It ends up on its roof in a drainage ditch, wheels still spinning in the air.

Logan turns his bike and pulls up next to the upended SUV. He lowers the kickstand, stands, and walks to the driver's side.

Agent Zero, bloodied and dazed, has managed to push open the door. He leans out and aims his shotgun at Logan, who slices the weapon into four pieces with a sweep of his claws.

Logan grabs Agent Zero by the back of the neck and hauls him out of the car.

LOGAN

Those were good people back there.
Innocent people.

Agent Zero surreptitiously pulls a commando knife from a sheath on his ankle.

AGENT ZERO

You ever notice good people tend to
die when they spend time with you?

He swings the knife at the side of Logan's neck. Logan catches Agent Zero's wrist and slams it against the door frame.

Agent Zero drops the knife with a pained smile. He didn't think that would work.

AGENT ZERO (cont'd)

Maybe you should stick with the bad
people. We're more your speed.

LOGAN

I got a message for your boss.

(CONTINUED)

CONTINUED: (2)

AGENT ZERO
(smirking)
Yeah? Tell me.

The smirk fades from Zero's face as he sees the adamantium claws plunging toward his heart.

EXT. GAS STATION - DAY

Logan stands at a pay phone beside the Texaco station, watching a couple of SKATEBOARD PUNKS practice their ollies.

He punches in a number and waits for the connection.

OPERATOR (O.S.)
Department of Agriculture.

LOGAN
Get me the Pest Control Division.

OPERATOR (O.S.)
I'm sorry, sir, there is no Pest Control Division.

LOGAN
Why don't you get 'em anyway. And tell 'em Logan's calling.

While he waits he watches one of the kids attempt a backside tailslide on the curb. The kid loses his balance and wipes out, skinning his palms on the asphalt.

STRYKER (O.S.)
Where are you?

LOGAN
(controlled fury)
You shouldn't have killed those people. All they were doing was helping a stranger.

INT. STRYKER'S OFFICE - DAY

Stryker sits behind the desk of his office. His aide, COLLINS, stands on the other side of the desk, listening in on an extension.

STRYKER
You ran on me, goddamnit. We had a deal. Now you get back to base--

EXT. GAS STATION - CONTINUOUS

We continue to INTERCUT between the gas station and Stryker's office.

LOGAN

They had nothing to do with this.
You let that mad dog gun 'em down
like they were animals.

STRYKER

I'm giving you an order, soldier!
Return to base--

LOGAN

Had enough orders for one lifetime.
(beat)
I'm going after Victor Creed.

For several seconds there is silence on the line.

STRYKER

We're bringing you in. One way or
another, we're bringing you in.

Logan bows his head, considering his next words.

LOGAN

People like you are always waiting
for the next war. You start one
with me, Colonel, you better sleep
with the lights on.

He hangs up the phone and walks to his bike. The skateboard
punks give him a wide berth.

EXT. SAN DIEGO ZOO - DAY

Closing time at the big zoo and FAMILIES flock toward the
parking lot. SANITATION WORKERS clean the trash from the
walking paths.

EXT. LEMUR ISLAND - DAY

The lemur habitat is cultivated to mimic the environment of
Madagascar. Four RING-TAILED LEMURS swing from the branches
of the baobab trees, shrieking at each other.

(CONTINUED)

CONTINUED:

They congregate in a small wooden hut with a peaked roof, where they scamper up and down the back of FRANCIS, a slender, balding man in a zoo keeper's uniform.

Francis has a gentle smile as he feeds the lemurs leaf-eater biscuits. He speaks to them as they shriek, clambering over his lap, biscuits clutched in their tiny hands.

FRANCIS

She did what? Ninna, that wasn't very nice.

He gives one of the female lemurs an admonishing look. She shrieks and dances away, biscuit held to her chest.

FRANCIS (cont'd)

You must have done *something* to deserve it, Myrto. Oh, you bit her? Why? Haven't we talked about this?

The lemurs all quiet down at the same time. Francis watches them. Something is wrong. The lemurs flee, ducking into holes in the baobab trees, hiding from whatever's coming.

Francis frowns and turns. Victor Creed stands above him.

VICTOR CREED

Everyone thinks you're a lunatic, talking to animals. But I know you're not, Francis. You understand them, don't you? That's your power.

Francis looks for help but there is no one in sight.

VICTOR CREED (cont'd)

What do they tell you?

Francis is quiet for a few seconds, staring at the killer.

FRANCIS

Nothing very fancy. They tell me when they're scared. When they're angry. When they're hungry.

VICTOR CREED

You ever talk to a panther, Francis?

Francis shakes his head.

(CONTINUED)

CONTINUED: (2)

VICTOR CREED (cont'd)

Every now and then a white panther comes along. Albino. The mama panther won't even look at it. She won't lick it, she won't feed it, nothing. So pretty soon the white panther dies. You know why?

(off Francis's silence)

White panthers are mistakes. And nature takes care of its mistakes.

FRANCIS

There are no mistakes. We're all part of the plan. We're all God's children.

Creed grins, licking his sharp fangs.

VICTOR CREED

I don't know who my Daddy was, but it sure as Hell wasn't God.

Francis bows his head.

FRANCIS

I'm not afraid of dying.

Creed runs one long claw across Francis's cheek.

VICTOR CREED

How do you know? You've never done it before.

CUT TO:

Ninna the ring-tailed lemur mews softly, trying to hide herself deep within the baobab tree as her human friend SCREAMS.

EXT. LAS VEGAS STRIP - NIGHT

Logan, riding James Hudson's vintage motorcycle, rolls down the famous strip, lit by the mammoth neon signs above him.

He stops at a red light and stares at the lonely moon rising over the desert.

LADY OF THE NIGHT (O.S.)

You look like a man who could use a night off.

(CONTINUED)

CONTINUED:

Logan turns to look at a REDHEAD in a tight silver dress, waiting at the light in her Cadillac convertible. She looks like she's expensive, and she looks like she'd be worth it.

LOGAN

You're way out of my league,
darlin'.

LADY OF THE NIGHT

You never know. You looking for a
good time with a bad woman?

Logan smiles and shakes his head.

LOGAN

Not tonight.

The redhead purses her lips.

LADY OF THE NIGHT

You don't know what you're missing.

Logan revs his engine as the light changes.

LOGAN

I know exactly what I'm missing.

The courtesan waits at the green light, watching Logan speed off into the night.

EXT. BOXING GYM - NIGHT

In a seedy part of town, far from the casinos' bright lights, Logan walks through the front door of a rundown boxing gym.

INT. BOXING GYM - NIGHT

Even at this hour the gym is packed with aspiring PUGILISTS. Las Vegas has become the Mecca of world boxing, and many of the fighters here exhibit impressive skills as they batter the heavy bag, tap at the speed bag, and jump rope.

Logan walks toward a ring in the center of the gym. Two young BOXERS inside the ropes, wearing headgear and sparring gloves, dance around throwing quick jabs that don't land.

JOHN WRAITH (45) stands outside the ring, watching this action with evident distaste. He wears a black cowboy hat, sunglasses, and a handlebar mustache. He has the swagger and drawl of a rodeo cowboy.

(CONTINUED)

CONTINUED:

WRAITH

This is a contact sport, ladies. If you don't like hitting people, try golf.

Logan comes up behind Wraith, unseen by the Texan.

LOGAN

You talk tough for a guy who always let me do the dirty work.

A slow smile creases Wraith's face. He turns.

WRAITH

Look at this. You never get old, do you?

The two men embrace. There is genuine affection here, the camaraderie of men who have fought together, bled together.

WRAITH (cont'd)

Nobody followed you?

LOGAN

You tryin' to insult me?

WRAITH

Can't be too careful, brother. I've been retired five years I *still* check under the car every time I drive.

LOGAN

I'm looking for Victor Creed.

Wraith's face goes serious at the mention of the name. He looks around the gym, making sure no one's watching them.

He glances at the boxers in the ring, who lean on the ropes and breathe heavily, awaiting instructions.

WRAITH

Why don't you two get a manicure or something and meet me back here in the morning.

(to Logan)

Want a beer?

LOGAN

Always.

(CONTINUED)

CONTINUED: (2)

Wraith leads Logan toward an office in the back, draping an arm around his shoulders.

WRAITH

I love you like a brother. So I'm giving you thirty minutes. After that, you're too dangerous to know.

INT. WRAITH'S OFFICE - NIGHT

The windows in the office look out on the training boxers. Wraith leads Logan inside and grabs two longneck bottles of beer from a mini-fridge.

WRAITH

What I hear, our friend the Colonel's got eyes all over the country looking for you. He ain't about to let Weapon X go rogue on him.

Wraith pops the caps off the beer bottles and hands one to Logan.

LOGAN

What's Weapon X?

They tap glass.

WRAITH

You are. A walking, talking, hundred-million dollar experiment.

LOGAN

You know about it.

Wraith sits behind his desk and puts his boots up. Logan sits across from him.

WRAITH

I keep my ear to the ground. People like us, we never really quit the game.

LOGAN

I did. Woke up one day and knew I was done.

Logan peels the label from his bottle of beer.

(CONTINUED)

CONTINUED:

LOGAN (cont'd)

Stryker used to give me a new name every Monday. And by the end of the week, I'd draw a line through it.

(beat)

I put a whole lot of people under the ground. And one day I realized... Stryker was never gonna run out of names.

Wraith nods, meditative.

WRAITH

Our friend the Colonel has big plans.

LOGAN

What kind of plans?

WRAITH

Hear a lot of chatter about something called the Eleven. My boys in Arlington say it's the biggest covert weapons project since FDR built himself an atom bomb. Other than that, no one knows a goddamn thing.

Wraith places his bottle on his desk and sits up straight in his chair.

WRAITH (cont'd)

Look, I... I heard about what happened to your woman. For what it's worth, I'm sorry.

Logan nods. He doesn't want to talk about it.

WRAITH (cont'd)

I did a little contract work with Creed back in the day. I've known some seriously foul people, but that cat... They say he took out a whole village in Nicaragua one time, every man, woman, and child, killed 'em all, just 'cause he was bored.

(beat)

I been screwed, sued, and tattooed, but I never killed no kids.

(CONTINUED)

CONTINUED: (2)

LOGAN

Creed did government work?

WRAITH

Till they got wise to him. Wherever he went there was a trail of bodies. And not always the right bodies, you know what I'm saying?

There is murder in Logan's eyes.

LOGAN

Help me find him.

WRAITH

He's a hard cat to track.

LOGAN

Just tell me where to start looking. I'll do the rest.

Wraith taps the bottleneck, considering.

WRAITH

Might want to talk to his friends from the ultramax.

LOGAN

The prison he busted out of?

WRAITH

(nodding)

Feds built it to hold the baddest of the bad mutants. Worked pretty well. Only problem-- now they all know each other.

(beat)

You ever hear of a guy named Fred J. Dukes?

LOGAN

Nope.

WRAITH

People call him the Blob. You find him, you'll know why. Got out of the hoosegow a few months ago. Went home to Iowa. Town called Elgin.

LOGAN

You think he's still in touch with Creed?

(CONTINUED)

CONTINUED: (3)

Wraith leans back in his chair and allows himself another slow smile.

WRAITH

I bet you'll find out.

EXT. HIGHWAY - NIGHT

Logan, on his Harley, speeds past a welcome sign for Elgin, Iowa, Population 676.

EXT. ROADSIDE MOTEL - NIGHT

The neon Vacancy sign shines, a beacon for tired travellers in the heartland.

INT. MOTEL ROOM - NIGHT

Logan lies on top of the bed covers, hands behind his head. The lights are out and Fox News plays on the television, casting the small room in blue light.

INSERT TELEVISION

A REPORTER stands in a Detroit alleyway as POLICE OFFICERS in the background cordon off the area from ONLOOKERS.

REPORTER

This is the 13th confirmed mutant slaying of the last two months, and with the investigation apparently stalled, members of the mutant community are voicing their outrage.

A YOUNG WOMAN wearing a "Mutants are Humans, Too" t-shirt speaks passionately for the camera.

YOUNG WOMAN

Of course there's bias at work here. If these were normal people getting chopped up, you better believe there'd be an FBI Task Force investigating, there'd be all sorts of resources allocated to find this killer. Why is it that when violence is done to our community, the nation turns its back?

(MORE)

(CONTINUED)

CONTINUED:

YOUNG WOMAN (cont'd)
If the government can't protect us,
we're gonna have to start
protecting ourselves.

In the corner of the TV screen, carved directly into the brick wall of the alley, is a crude smiley face.

END INSERT

Logan's expression does not change as he watches the report. Our only indications that he's boiling inside are the look of dark vengeance in his eyes, and the fingers of his right hand, which clench into a fist, unclench, clench again.

He lowers the volume with the remote, picks up the telephone and dials a number. We hear four rings.

KAYLA (O.S.)
(on answering machine)
Hey, you've reached Kayla and
Logan. We're not home right now so
please leave a message after the
beep and we'll get back to you as
soon as we can. Bye!

Beep. Logan replaces the receiver in its cradle and lies back, alone in the world.

EXT. SUPERMARKET PARKING LOT - DAY

A MOTHER pushes her shopping cart towards her minivan. Her young, freckled SON holds her hand, gazing fearfully at Logan, who stands on the edge of the lot smoking a cigar. He looks out of place in this quiet, Midwestern town.

Logan winks at the kid. He drops his cigar, grinds it out with the toe of his boot, and heads for the supermarket.

INT. SUPERMARKET - DAY

Two STOCK BOYS, wearing bright blue vests over red shirts, stand at one of the aisle dividers, hiding behind a stack of breakfast pastries. They are plainly terrified.

STOCK BOY #1
Say something.

STOCK BOY #2
You say something. It's your
section!

(CONTINUED)

CONTINUED:

STOCK BOY #1

Dude...

The stock boy peeks around the divider. FRED J. DUKES, a.k.a., THE BLOB, stands in the center of the aisle, tearing open bags of pork rinds and pouring them down his gullet.

Dukes is the biggest man you've ever seen. By a long shot. Just shy of seven feet tall and weighing in at half a ton, he's beyond fat. Beyond obese.

His eyes look like pinpricks in the swollen enormity of his face. When he shifts his bulk, ripples cascade down his flanks, his flesh trembling with each breath.

LOGAN (O.S.)

Jesus, Dukes...

Dukes, mouth and chin dusted with fried pork skin, turns his head to examine the pest standing next to him.

LOGAN (cont'd)

Maybe it's time to give the pork rinds a rest.

Dukes swings his arm. Despite his enormous mass, the man moves with surprising speed. Not quick enough to catch Logan, though, who ducks beneath the blow.

Dukes's forearm, thicker than a fire hydrant, smashes through the steel shelving. Bags of pork rinds and potato chips tumble to the floor.

Snikt! Logan shows his glittering claws to the big man.

LOGAN (cont'd)

I'll fillet you standing, fat man.
That what you want?

Dukes hesitates. That is not what he wants.

LOGAN (cont'd)

Where's Victor Creed?

Dukes grunts and bulls forward, toppling the heavily-laden shelves into the next aisle. Panicked SHOPPERS scream and run for the exits.

Dukes blasts through the cereal aisle, too, with a great rending of steel, his giant shoes crushing boxes of Lucky Charms as he stomps into the produce section.

(CONTINUED)

CONTINUED: (2)

A coconut bounces off Dukes's head. Enraged, the giant turns and sees Logan standing by a pile of hairy coconuts, tossing one in his hand like a baseball.

LOGAN (cont'd)
You're gonna help me, bub. You just
don't know it yet.

Dukes bellows and runs at Logan. A coconut pelts him in the face, angering him further. Logan jumps out of the way as Dukes brings down his massive fists. Coconuts explode.

Dukes charges after Logan, shattering watermelons, stacked grapefruits, clusters of bananas.

After a thirty second rampage Dukes is exhausted, his giant chest heaving as he gasps for air, his hands and face splattered with remnants of crushed fruit.

Logan jumps onto Dukes' back. The fat man roars and spins around, trying to buck the little rider, but Logan's got one arm wrapped around Dukes' throat and he's not letting go.

The spinning makes Dukes a little dizzy and he slows down. Three adamantium claws shine in the big fellow's face, reflecting the overhead fluorescent lights.

Dukes quits, his massive shoulders slumping. He sinks to his knees, his great bulk splitting the linoleum floor.

Logan presses his claws against Dukes' quivering jowls.

LOGAN (cont'd)
Where's Creed?

FRED J. DUKES
How the hell would I know?

LOGAN
Come on, he's your friend. When was
the last time you talked to him?

FRED J. DUKES
Friend? He don't have any friends.
All he's got is victims.

LOGAN
Careful, Dukes. I can smell a lie
before you even tell it.

The Blob begins to cry, the great bellows of his cheeks trembling, tears and snot dribbling down his face.

(CONTINUED)

CONTINUED: (3)

FRED J. DUKES
I'm not lying! I don't know where
he is.

Logan pulls a handkerchief out of his back pocket and hands
it to Dukes.

LOGAN
All right, take it easy.

Dukes blows his nose into the handkerchief, one of history's
loudest and most violent nasal ejaculations.

He offers back the soiled handkerchief. Logan waves it off.

LOGAN (cont'd)
It's a gift.

Dukes takes a deep breath, gathering himself.

FRED J. DUKES
You ever been to Superior?

LOGAN
The club for mutants? Down in New
Orleans?

FRED J. DUKES
Creed likes to party down there.
Talked about it all the time-- how
hot the girlies were. That's all I
know.

Logan shaves Dukes' jaw with the edge of his claw.

LOGAN
Nah. You know more than that.

Dukes tilts his face, trying to keep his face from getting
scraped off.

FRED J. DUKES
Joint's owned by a guy named
Barbarus. Shared a cell with Creed
in the ultramax. Anyone knows where
to find him, it's Barbarus.

Logan stares into the Blob's face, gauging the man's words.

LOGAN
He better be there, Freddie. And he
better know something good.
(MORE)

(CONTINUED)

CONTINUED: (4)

LOGAN (cont'd)
'Cause I'm in a mood for violence
and you're way too big to hide.

INT. CONFERENCE ROOM - DAY

Stryker stands by a window overlooking Alkali Lake while
General Munson sits at the head of the conference table.

STRYKER
We have information that he was in
Las Vegas two nights ago. We'll
find him soon.

GENERAL MUNSON
This is turning into a goddamn
disaster, Colonel.

STRYKER
I disagree. I'd say the experiment
has been a success.

GENERAL MUNSON
Success? Are you kidding me?

STRYKER
Weapon X is a prototype. Nothing
more. He's the walking proof that
enhanced skeletons are viable.
That, along with the healing factor
we've replicated from his blood,
will insure that the Eleven is
capable of protecting our species
from extinction.
(beat)
At this point, Logan is merely an
inconvenience. He won't be for
long.

GENERAL MUNSON
I'm sorry, William. I've lost
confidence in your leadership. I'm
going to recommend your dismissal
to the Joint Chiefs.

Stryker stares out the window at the distant lake, with no
visible reaction to the General's words.

STRYKER
Disappointing, General. Expected,
but still... disappointing.

(CONTINUED)

CONTINUED:

General Munson takes a sip of water from the glass in front of him.

GENERAL MUNSON

I know you believe in what you're doing. But I don't. War with the mutants is not inevitable.

The general coughs. He begins to look confused as he coughs again, his breathing gone suddenly ragged. He clutches at his chest.

A thin smile curls Stryker's lips. He turns to regard the General.

STRYKER

You're having a massive heart attack, sir. Leading cause of death for men in your age bracket.

The general gasps for air, trying to rise to his feet. In his death throes, he knocks the glass of water from the table. It shatters on the floor.

STRYKER (cont'd)

The war is coming. It's time to choose sides.

The general collapses and Stryker stands above him, staring down at the dying man with pitiless eyes.

STRYKER (cont'd)

You chose treason.

EXT. CLUB SUPERIOR - NIGHT

A heavy rain falls in the French Quarter. There is no sign outside the club, only a gargantuan BOUNCER standing in front of an unmarked door in a dark alley.

The bouncer apprises the stocky mutant walking his way.

BOUNCER

You superior?

Only when we go CLOSE ON THE BOUNCER do we realize he has a single eye, large and bloodshot, centered in his forehead.

Logan raises both hands. *Snikt!* A single claw extends from his right hand.

(CONTINUED)

CONTINUED:

He shoves the claw straight through his left palm, retracts the blade, and shows his wounded palm to the bouncer. The bouncer sees the wound heal and opens the door.

BOUNCER (cont'd)
Welcome home, brother.

INT. CLUB SUPERIOR - MOMENTS LATER

The dimly-lit club is the size of a warehouse and jammed with PARTYING MUTANTS. Most of them look like normal humans but a few are "overts," distinguished by curling horns, scaled skin and other genetic abnormalities.

A sexy WAITRESS walks by with a tray of drinks. She winks at Logan. A "Kiss Me, I'm a Mutant" button is pinned to her shirt.

Industrial beats pour out of speakers bolted to the ceilings. Logan surveys the room. A young PUSHER approaches, his long sideburns shaved into scimitars running down his jawline.

PUSHER
You lookin' for help, man? Ups,
downs, in-betweens. What you need?

LOGAN
Wild roses for the moon.

PUSHER
Wild roses... That some new hash
out of Amsterdam?

LOGAN
Something like that. You seen my
buddy Barbarus?

The dealer points toward a staircase at the back of the club.

PUSHER
VIP room. But hold up, bro, I got
what you're looking for.

LOGAN
Trust me, bub-- you don't.

Logan heads for the staircase.

INT. CLUB SUPERIOR, SECOND FLOOR - NIGHT

Logan tries to enter the VIP room but a muscle-bound SKINHEAD with Mutant Power brands on his biceps blocks his path.

SKINHEAD

Private party.

LOGAN

I'm on the list. Logan.

The skinhead raises his clipboard and examines the list.

SKINHEAD

Last name?

Logan's fist splits the clipboard and crushes the skinhead's nose. The muscle-bound brute slumps to the floor, unconscious. Logan steps over him and into the VIP room.

LOGAN

Unknown.

INT. VIP ROOM - CONTINUOUS

The VIP MUTANTS sit at plush booths, downing shots of tequila. They grope their GIRLFRIENDS. They arm wrestle and compare tattoos and gobble down fried oysters.

BARBARUS sits in a corner booth. He wears a custom-made wife-beater. The brutally-muscled mutant has four arms, all sleeved in tattoos.

One hand pours himself a new glass of Jack Daniel's. A second hand gouges his name into the table top with a black steel commando knife. The third drums the beat of the current song on the vinyl booth's backrest.

The fourth hand pets PANTERA, the nubile mutant sitting on his lap, a beautiful young woman entirely covered in glistening black fur. Her yellow eyes glitter.

Logan approaches the table. Barbarus stares up at him. Pantera purrs, yellow eyes on Logan.

BARBARUS

(nuzzling his girl)

Oh, I heard about this li'l fella.
Mr. Creed beat him to hell.

(CONTINUED)

CONTINUED:

LOGAN

I came back. Where is he?

BARBARUS

Somewhere in America. Doing what he does best.

LOGAN

What's that?

BARBARUS

Putting people's insides on the outside.

LOGAN

He's killing mutants, bub.

Barbarus smiles, twenty fingers drumming on the table top.

BARBARUS

Some mutants need killing.

LOGAN

You got that right.

Snikt!

Barbarus shoves his girlfriend out of the way and stands, unsheathing three more black commando knives from his belt.

The other MUTANTS quiet down, watching the fireworks.

Barbarus swings, the four knives whistling through the air. Logan ducks under them and continues to bob and weave as Barbarus advances behind a whirlwind of black steel.

Logan slashes and one severed hand falls to the ground. Barbarus howls, stabbing at Logan with his three good arms.

Logan's claws flash through the air again, and another neatly severed hand lands on the table.

Logan retracts his claws and curls one finger: *come at me*. Barbarus, shamed and furious, gathers himself and charges.

Logan times his punch perfectly, pivoting on the ball of his foot and hitting Barbarus with an uppercut that sounds like a well-hit baseball.

Barbarus crashes to the floor. Pantera hisses and pounces at Logan, her black claws aimed at his face. Logan backhands her. She hits the floor and slides across the hardwood.

(CONTINUED)

CONTINUED: (2)

Logan kneels beside Barbarus.

LOGAN (cont'd)
You want to keep your other hands?
Where is he?

Blood dribbles from Barbarus's lip. He spits out a tooth.

BARBARUS
He don't sent me postcards.

LOGAN
No? Way I hear it, you two were
practically boyfriends before he
busted out.

BARBARUS
Busted out?
(laughing)
You been misinformed. Victor Creed
got himself a government pardon.
Some fellas from the Department of
Agriculture came and picked him up.

LOGAN
You're lying to me.

Barbarus grins, his teeth red from the blood in his mouth.

BARBARUS
No, sir. But somebody is.

INT. PARKING GARAGE - NIGHT

A five-story concrete parking structure on the edge of Las Vegas. John Wraith walks to his black '68 Mustang, whistling a Jerry Jeff Walker song.

When he gets to the car he drops to the floor and checks the underbody for bombs. Nothing down there.

He stands, reaching into his pocket for his keys.

VICTOR CREED (O.S.)
You think I'd use a bomb on you,
Johnny Boy?

Wraith spins around. Victor Creed sits on a concrete parapet, the desert wind blowing his filthy blonde hair.

He hops off the parapet and walks toward Wraith.

(CONTINUED)

CONTINUED:

VICTOR CREED (cont'd)
It's all about human contact for
me.

Wraith quickly unlocks the car door and get in. He slips the key into the ignition. The engine turns on the first try.

Wraith hits the gas and the Mustang squeals out in reverse. He slams on the brakes, shifts into drive, and guns the car right at Creed.

An instant before impact, Creed sidesteps the car and punches through the driver's window.

It's a miracle of a punch, timed perfectly, a crushing shot to Wraith's jaw. Wraith loses control of the car and it sideswipes a parked Hummer, spinning to a stop against a concrete wall.

Wraith blinks and tries to clear his head. Creed reaches inside the broken window and hauls the Texan out. He lifts the bleeding man into the air and flashes his white fangs.

VICTOR CREED (cont'd)
Hear you been talking out of
school.

WRAITH
He'll find you.

VICTOR CREED
That's the plan. It's a lot easier
than finding him.

Creed slams Wraith against the concrete wall and plunges his claws deep into Wraith's gut.

The Texan's mouth opens as the full force of the pain hits him. Creed whispers in his ear.

VICTOR CREED (cont'd)
I can feel your spine, Johnny Boy.

A sickening *crunch* as vertebrae are crushed like walnut shells.

VICTOR CREED (cont'd)
Never knew you had one.

Creed drops Wraith's body to the ground.

INT. HINES' HOUSE - NIGHT

Carol Hines, the Army surgeon last seen in Alkali Lake, unlocks her front door and steps inside her house.

She looks exhausted, with deep circles under her eyes. She puts her keys and the mail on a table by the door and then looks up, startled, when she hears SHRIEKING.

Hines, very nervous, advances into the dark kitchen.

She flicks on the lights. A red kettle on the stove top whistles. A mug waits on the counter. Hines, mystified, turns off the burner.

LOGAN (V.O.)

Pour yourself a cup of tea.

Hines spins around. Logan sits at the kitchen table, an unlit cigar in his mouth.

LOGAN (cont'd)

It's gonna be a long night.

INT. HINES' HOUSE - LATER

They both sit at the kitchen table now. Logan smokes his cigar and watches Hines, who clutches her mug of tea with trembling hands.

Logan watches her through the haze of smoke.

LOGAN

Careful, Doc. I can *smell* a lie. I can *hear* it. Maybe you start to sweat a little bit. Maybe the pitch of your voice changes. But I'll know.

(beat)

Tell me about Creed.

Hines opens her mouth, closes it, opens it again.

HINES

I can't. Please... you don't know what they'll do to me.

LOGAN

Nope. But I know exactly what I'll do to you.

(CONTINUED)

CONTINUED:

Hines stares at Logan and he stares back.

HINES

I don't believe you. You're different than they are. You wouldn't hurt an innocent person.

LOGAN

You're not innocent, Doc.

He leans forward, forearms on the tabletop.

LOGAN (cont'd)

What does Victor Creed have to do with the Weapon X program?

HINES

It's not the Weapon X program, it's the Weapon Ultra program. Started sixty-five years ago. They've been trying to make the perfect soldier for a long time. First to fight the Nazis. Then the Communists. Now it's mutants.

LOGAN

So where does Weapon X fit in?

Hines closes her eyes and takes a deep breath.

HINES

You don't understand. X is a letter but it's also a Roman numeral. Weapon "Ex" is a nickname. Officially, you're Weapon Ten.

(beat)

Victor Creed is Weapon Nine.

Hines watches him, unsure how he'll react.

HINES (cont'd)

Both of you are experiments... prototypes. The final product is almost ready. Weapon Eleven.

Logan's face darkens as the extent of his betrayal becomes clear to him.

LOGAN

Creed works for Stryker.

Hines nods.

(CONTINUED)

CONTINUED: (2)

LOGAN (cont'd)

He ordered it. He ordered Creed to kill her.

Hines can see Logan's mounting fury. She holds up her hands.

HINES

I don't know about anyone getting killed. I'm just a scientist. I work in a lab sixteen hours a day.

LOGAN

Just following orders, huh?

HINES

He was your commanding officer for years. How many people did you kill on his orders?

Logan stares at her for a long count. She stares back, terrified but resolute.

LOGAN

All this time I been hunting Creed, and he's just a puppet. It's Stryker pulling the strings.

He stubs out his cigar on the breakfast table.

LOGAN (cont'd)

You ready to stop following orders?

INT. CONFERENCE ROOM - DAY

Stryker stands at the window overlooking Alkali Lake. Dr. Cornelius steps into the room, holding a black leather case.

CORNELIUS

The Eleven will be ready within 24 hours.

STRYKER

Good.

CORNELIUS

Sir... Lieutenant Hines hasn't reported to base today.

STRYKER

Hines?

(CONTINUED)

CONTINUED:

Stryker considers the information for a moment and nods.

STRYKER (cont'd)
All right, thank you, Doctor.
(glancing at case)
What's this?

Cornelius sets the case on the table and opens it. Six gleaming, armor-piercing bullets rest in green felt niches.

CORNELIUS
We saved the leftover adamantium
from the Weapon X procedure.

Stryker plucks one of the bullets from its niche and rolls it between his fingers, examining it with a practiced eye.

CORNELIUS (cont'd)
Each one's got a high-explosive
core. Two in the head and Logan's
brain will have to regenerate from
scratch.

STRYKER
They won't kill him?

CORNELIUS
According to the computer models we
ran, there's a 30 percent chance
his healing factor will
reconstitute the gray matter. But
those synaptic bridges that form
our memories? Gone. If he survives,
his brain will come back fresh.

STRYKER
A blank slate... easy to train.

Stryker fondles the shining bullet lovingly.

STRYKER (cont'd)
She's a pretty little thing.

CORNELIUS
She ought to be. That's the world's
most expensive bullet.

Stryker pulls a revolver from his shoulder holster, dumps the standard rounds, and begins loading the adamantium bullets.

(CONTINUED)

CONTINUED: (2)

CORNELIUS (cont'd)

There's another way, a more reliable way, to break down his memory.

STRYKER

Mm?

CORNELIUS

Only problem is, the procedure can only be done here at Alkali Lake.

Stryker swings the chamber shut and holsters his gun.

STRYKER

Oh, he's coming back, Doctor. We have what he's looking for.

EXT. ALKALI LAKE - DAY

Hines, driving an old Ford, pulls up to the guard house at the perimeter of the compound. A YOUNG SENTRY salutes her.

YOUNG SENTRY

Morning, Lieutenant.

Hines smiles brightly, trying to hide her nervousness.

HINES

Good morning!

The sentry looks into the car's cabin. The passenger seat is empty. The back seat is empty.

YOUNG SENTRY

Could you pop the trunk for me?

HINES

The trunk?

YOUNG SENTRY

Yes, ma'am.

It's all standard procedure but Hines is close to panicking. She opens the glove compartment and hits the trunk release.

The sentry inspects the trunk... nothing but a coil of rope and a roll of electrical tape. He slams the trunk door.

YOUNG SENTRY (cont'd)

You have a good day.

(CONTINUED)

CONTINUED:

He signals to a second SENTRY standing inside the guard house, who hits a button. The steel gate rolls open and Hines drives into the compound.

EXT. PARKING LOT - DAY

Hines steps out of her parked car and looks around. No one is in the immediate vicinity.

HINES

It's safe.

Logan crawls out from the underbody, where he had been clinging. He dusts himself off.

LOGAN

Were you aiming for every speed bump in the state?

HINES

Sorry about that. Now what?

LOGAN

We find a uniform that fits.

A well-built SERGEANT walks toward his vehicle, paging through requisition papers on a clipboard.

LOGAN (cont'd)

That ought to work.

EXT. ALKALI LAKE WEAPONS ENGINEERING CENTER - DAY

Hines and Logan, who now wears a crisp uniform with a sergeant's stripes and a black beret, walk into the building.

INT. WEAPONS ENGINEERING CENTER - CONTINUOUS

HINES

You have some blood on your shirt.

Logan sees the drops of blood and tries to blot them out.

LOGAN

I barely hit the guy.

They don't notice as a small security camera near the entrance pivots, its black eye watching the intruders.

(CONTINUED)

CONTINUED:

Hines, very nervous, tries to keep her composure. Logan puts a hand on her shoulder-- partly to steady her nerves, partly to keep pushing her forward.

LOGAN (cont'd)
Time to visit the Colonel.

INT. WEAPONS ENGINEERING CENTER - DAY

Hines and Logan walk down a long corridor. Several SOLDIERS and SCIENTISTS walk by, most of them ignoring the pair.

One young scientist in a lab coat hurries past, nodding at Hines.

YOUNG SCIENTIST
Lieutenant.

HINES
(nodding)
Murphy.

Hines waits till Murphy passes. She stops in front of a locked door and allows a laser scanner to read her retina. The door slides open.

Logan looks through the open doorway, his nostrils flaring. He looks primed for homicide.

LOGAN
I can smell him.

He walks through the door. Hines checks to see if the coast is clear and follows him. Neither notices the security camera mounted on the ceiling, swiveling to track their movement.

INT. WEAPON XI FACILITY - DAY

Logan and Hines stand at the top of a steel staircase, forty feet above the concrete floor of a massive cavern.

Created in the 1960s by an underground hydrogen bomb test, the Alkali Lake cavern is the second biggest in the country, smaller only than the salt caverns of the Gulf Coast, home of the Strategic Petroleum Reserve.

(CONTINUED)

CONTINUED:

The sheer scale of the place is staggering. Three times the size of the Super Dome, with walls of rough granite, the cavern is loud with the constant thrum of ventilation and high-powered machinery. Heavy steel pillars support the ceiling of the cavern.

Ten thousand stainless steel isolation tanks crowd the floor, arrayed in a grid, each tank slightly larger than a coffin.

TECHNICIANS walk in between the tanks, checking gauges, writing notes in clipboards.

More technicians sit on a raised podium in the center of the cavern, overlooking the Eleven, entering information into the computers that monitor the sleeping army.

Logan is awed by the sight. Hines has descended the staircase ahead of him. He follows after her.

HINES

Welcome to Weapon Eleven.

LOGAN

(stunned)

I thought it was just gonna be one guy. This is...

HINES

Ten thousand.

They reach the cavern floor and walk amongst the Eleven.

HINES (cont'd)

Stryker says mutants and humans will fight a war soon.

(gesturing to Weapon XI)

This is his army.

The camera glides over the isolation tanks as Hines continues to speak. We catch glimpses of the ELEVEN inside, comatose soldiers with needles and wires protruding from their skin, exactly like Logan during the Weapon X procedure.

The men all look identical and they all look oddly familiar.

HINES (cont'd)

They incorporate the most successful features of the previous Weapons. Enhanced skeletons, heightened senses, healing factor--

(CONTINUED)

CONTINUED: (2)

Logan stops beside one tank and looks at the man inside, who floats in his chemical sleep. His eyes widen when he realizes what he's looking at.

LOGAN

It's Creed...

He looks inside another tank. Same cruel face, same powerful body. Only their shaved heads distinguish them from Victor Creed.

LOGAN (cont'd)

They're all Creed.

HINES

Stryker's most successful mutant hunter. They cloned him years ago.

(beat)

The Colonel's been planning this for a long time.

Logan walks through the midst of this vast, sleeping army, surrounded by ten thousand replicas of his worst enemy.

LOGAN

They get into the world, it's genocide.

HINES

I think that's the general idea.

Logan stops in mid-stride, head raised in the manner of a hunting dog who has just caught wind of his prey.

HINES (cont'd)

What's the matter?

Logan moves, walking quickly, nearly knocking over a technician entering data into one of the stasis pods.

TECHNICIAN

Hey...

Hines hurries after Logan, smiling apologetically at the annoyed technician.

HINES

Where you going?

Logan never turns.

(CONTINUED)

CONTINUED: (3)

LOGAN
Don't follow me.

Hines stops, standing alone in the middle of the Eleven.

INT. HALLWAY - DAY

Logan walks rapidly down the hallway, his pace accelerating as he nears a closed doorway. He rests his head against the door for a moment before putting his hand on the knob and entering the room.

INT. STRYKER'S OFFICE - CONTINUOUS

Stryker sits behind his desk, smiling at Logan. But Logan's not looking at the colonel. He's looking at the young woman who sits across from Stryker, her back to the door.

She doesn't turn. Her long black hair cascades down her back.

STRYKER
Hello, old friend. We've been
waiting for you.

Logan walks toward the desk, slowly now, a man in a nightmare he can't wake from.

STRYKER (cont'd)
Did you really think we just let
you walk away three years ago?
You're a dangerous man, my friend.
We like to keep an eye on dangerous
men.

When Logan reaches the young woman he puts his hand on her shoulder.

Kayla Silverfox turns and stares up at him, tears streaming down her face.

KAYLA
I'm sorry. I'm so sorry.

An aluminum baseball bat whirs through the air, smashing the back of Logan's head.

Logan falls to the floor, unconscious.

Victor Creed stands above him, staring at the flattened barrel of the baseball bat.

(CONTINUED)

CONTINUED:

VICTOR CREED
Man's got a hard head.

STRYKER
(standing)
Let's go. He'll only be out for a
couple minutes.

Creed tosses aside the bat and lifts Logan onto his shoulders as easily as a normal man would lift a child of six. He carries Logan out of the room, winking at Kayla.

INT. RE-EDUCATION CHAMBER, ALKALI LAKE - DAY

Logan, still unconscious, sits on a chair that looks far too similar to an electric chair, his arms and legs bound with titanium manacles that prevent any movement.

The room looks like an execution chamber, complete with a viewing window.

He opens his eyes and blinks in the bright light. Stryker and Creed stand in front of him but Logan doesn't look at them.

Dr. Cornelius and an ASSISTANT stand near a machine that is wired to the electric chair, fiddling with the controls, but Logan doesn't look at them, either.

He stares at Kayla, who cannot meet his eyes.

LOGAN
Who are you?

KAYLA
(very quiet)
You know who I am.

LOGAN
No I don't.

STRYKER
She's real, old friend. Your eyes
are telling you. Your ears. Your
nose.

Logan ignores Stryker, staring at the love of his life.

LOGAN
You're dead.

(CONTINUED)

CONTINUED:

STRYKER

I asked you nicely to join the program. And you were so stubborn. But I knew if nothing else could motivate you, revenge would.

Stryker smiles at Kayla, a proud professor beaming at his student.

STRYKER (cont'd)

Tell him. Tell him about the day you died.

Kayla, head bowed, is silent for a long count. When she speaks her voice is a strange monotone, devoid of feeling.

KAYLA

They gave me a syringe full of hydrochlorothiazide.

EXT. ACCESS ROAD - AN EARLIER DAY

Perhaps the colors are desaturated to let us know that this is a scene we've witnessed before, or thought we did.

Kayla sits behind the wheel of her pickup. Victor Creed walks toward her, black talons raking five gashes on the hood.

Kayla has been expecting him. She pulls her backpack out from behind the seat and takes from it a hypodermic needle and a plastic IV bag filled with dark blood.

Creed tears the truck's door off its hinges and tosses it twenty yards. Kayla injects herself with the hypodermic.

KAYLA (V.O.)

Reduces the heartbeat to almost zero. Breathing virtually stops. Makes you flatline for six minutes.

Kayla hops down from the truck. She holds out the IV bag to Victor, who casually pierces it with his claw.

KAYLA (V.O.) (cont'd)

I'd been drawing my own blood every night for the past week. I had four liters ready that morning.

Kayla smears her own blood on her body and empties the rest of the bag on the pavement. She lies down in the puddle in a fetal position, her breathing already beginning to slow.

INT. RE-EDUCATION CENTER, ALKALI LAKE - DAY

LOGAN

Why?

KAYLA

Same as Victor. Stryker gave me a choice: spend the rest of my life in prison or come work for him.

LOGAN

Prison...

Kayla finally raises her head and looks directly at Logan.

KAYLA

Shot my Daddy when I was eighteen. Big mistake. Should have shot him when I was seventeen.

LOGAN

You told me he died of a heart attack.

KAYLA

Maybe he had a heart attack after I shot him. Sat there and watched him bleed. After what that man did to me, I wish he died slower.

Logan stares at her for a long time.

KAYLA (cont'd)

That sweet little girl you lived with in the cabin? That was all make-believe.

LOGAN

You loved me. I know you loved me.

Kayla blinks and looks away.

KAYLA

I'm a good actress.

LOGAN

No one's that good.

(CONTINUED)

CONTINUED:

STRYKER

Everybody's a sucker for something.
Figuring out what it is, that's the
trick. For you, it's a woman's
love. An easy weakness to forgive.
But still a weakness.

Stryker signals to Cornelius. The doctor and his assistant
attach a nasty-looking copper halo to Logan's skull. The halo
is wired to the electric chair.

Logan never takes his eyes off Silverfox.

STRYKER (cont'd)

Don't be angry at her. She was just
serving her country, keeping the
mutant menace in check. She and
Victor have been a real credit to
their race.

It takes Logan a moment to understand this comment.

LOGAN

You're a mutant?

KAYLA

My Daddy found out when I was
twelve. Said a freak like me
deserved whatever I got.

VICTOR CREED

My kind of guy.

STRYKER

She's a gifted girl. She can plant
thoughts in anyone's mind, make
them believe what she wants-- as
long as she stays focused on them.

He strokes her long dark hair, proud of his protégé. Kayla
doesn't seem thrilled by Stryker's touch, but she endures it.

STRYKER (cont'd)

A useful tool in a seduction.

KAYLA

(to Logan)

Spent so much time getting you to
love me, by the time the Colonel
showed up I couldn't get you to
leave me.

(CONTINUED)

CONTINUED: (2)

Dr. Cornelius finishes calibrating his machine and adjusting the halo brace.

CORNELIUS

We're good to go.

STRYKER

So, Logan... The truth is, you're a real pain in the ass. But we've invested far too much time and treasure to terminate you. We're starting over.

Cornelius checks the digital gauges on the machine.

CORNELIUS

If I've calibrated correctly, we'll leave intact the hard-wired functions, walking and talking, all that good stuff.

VICTOR CREED

You mean I don't get to potty train him?

CORNELIUS

But every memory you've ever had will evaporate. Just like it never happened.

Logan never takes his eyes off Kayla, his personal Judas.

LOGAN

Good.

STRYKER

(to Cornelius)

Let me know when he's clean. I have to look in on our other guest.

Stryker exits the room, followed by Victor.

LOGAN

(to Kayla)

That story you told me... about the guy who goes to get flowers for the Moon. I can't get it out of my head. Except I had it all backwards. I thought you were the moon and I was your Wolverine. But you're the Trickster, aren't you?

(MORE)

(CONTINUED)

CONTINUED: (3)

LOGAN (cont'd)
And I'm just a schmuck who got
played.

Kayla is silent for a moment.

KAYLA
My mother told me that story.

She takes a deep breath and turns to go.

KAYLA (cont'd)
It doesn't matter. You won't
remember any of this.

LOGAN
You didn't trick me into loving
you.

KAYLA
What?

LOGAN
The last two months, you weren't
playing around in my skull. You
weren't using your powers on me. I
thought you were dead and I loved
you more than ever. Maybe it makes
you feel better to think it was all
fake. But it was never fake for me.

Kayla lowers her eyes.

KAYLA
You don't know where I come from.
You don't know what it was like.

LOGAN
I know exactly what it was like. I
come from there too.

KAYLA
I didn't have a choice.

LOGAN
Course you did. You still do.

Kayla stares down at Logan. The tenderness returns to her
face. She could free him right now if she wanted.

The moment passes and Kayla shakes her head.

KAYLA
I'm sorry.

(CONTINUED)

CONTINUED: (4)

LOGAN

Yeah, you keep saying that.

(to Cornelius)

Come on. Turn on the juice. Let's get this over with.

CORNELIUS

Whenever you're ready, Miss Silverfox.

Kayla turns and walks out of the room. Cornelius and his aide follow, shutting the door behind them.

Logan takes a deep breath. He looks like a man who is ready to forget everything.

INT. HOLDING CELL - DAY

Hines sits alone on a metal cot. The cell door slides open. Stryker and Victor step inside.

STRYKER

Lieutenant. Victor and I were just discussing how to kill you and we thought you might have some suggestions.

INT. CORRIDOR - CONTINUOUS

Silverfox steps out of the re-education chamber. She hears voices from the holding cell and approaches.

STRYKER (O.S.)

When the Turks captured a traitor, they strapped a steel basket to the man's stomach. Inside the basket was a rat.

INT. HOLDING CELL - CONTINUOUS

STRYKER

Now, even a rat can't chew through steel. But it can chew through a stomach. So it would. Right through the skin and the fat and the muscle and the intestines, right on out the other side.

(CONTINUED)

CONTINUED:

Hines looks like she might be sick very soon. Kayla steps into the doorway.

STRYKER (cont'd)

Victor thinks the Turks were soft,
letting the rats do the dirty work.
He's looking forward to spending
your last night with you.

HINES

Please, Colonel--

Stryker pats Hines on the cheek and nods to Victor.

STRYKER

Enjoy yourself.

HINES

Please don't do this... Please!

Victor drags the screaming Hines off of her cot. Kayla watches with growing unease but Stryker smiles and waves goodbye as he turns the key that shuts the cell door.

INT. RE-EDUCATION CENTER, ALKALI LAKE - DAY

Logan sits in his electric chair, staring straight ahead, preparing himself for the pain.

INT. VIEWING ROOM - CONTINUOUS

Cornelius stands behind the glass viewing window with his ASSISTANT. He puts his hand on a red switch.

INT. RE-EDUCATION CENTER, ALKALI LAKE - CONTINUOUS

Thousands of volts surge into Logan's skull, forcing his body to arch. After several seconds the power shuts off. Tendrils of white smoke rise from the copper halo.

Logan opens his eyes and stares at Cornelius.

LOGAN

That all you got?

INT. VIEWING ROOM - CONTINUOUS

CORNELIUS
(to his assistant)
This could take a while. Raise the
amperage by forty percent.

INT. STRYKER'S OFFICE - DAY

Stryker signs a memo and hands it to his aide, Collins. Kayla
stands by the window, picking at her fingers.

KAYLA
You're going to let Victor kill
that woman.

Stryker and Collins ignore her.

KAYLA (cont'd)
When you got me out of prison, you
told me we were going to help
people.

Stryker continues to sign papers, never looking up.

STRYKER
We are. We're saving humanity.

KAYLA
From the mutants?

The phone rings. Stryker answers it.

STRYKER
Yes?
(listening)
Good. I'm coming down.
(hanging up; to Collins)
The Eleven is ready.

He stands and heads for the door. Collins follows. In the
doorway, Stryker stops and fixes his cold blue gaze on Kayla.

STRYKER (cont'd)
Don't worry, my sweet. You're one
of the good ones. I'll protect you.

He and Collins exit the room, leaving Kayla alone with her
misery.

INT. RE-EDUCATION CENTER, ALKALI LAKE - DAY

Logan sits panting in the chair, gripping the ends of the arm rests with white fingers, waiting for the next surge of electricity. It comes and he arches again, all the muscles in his body contracting, the veins in his neck bulging.

INT. VIEWING ROOM - CONTINUOUS

Cornelius and his assistant watch Logan with no detectable sympathy. They turn when Kayla walks into the room.

KAYLA

Is he clean yet?

Cornelius and the assistant face front again.

CORNELIUS

He's stronger than I thought. We could be here all night.

Kayla watches Logan in his agony. A glimmer of remorse passes over her face.

KAYLA

He was good to me.

Cornelius, fiddling with the amperage dial, curls his lips in a sardonic smile.

CORNELIUS

You have a funny way of showing your gratitude.

Logan thrashes in his chair. Kayla chews her lip. For a long count she watches Logan suffer.

KAYLA

You should turn it off now.

Cornelius turns and stares at her.

CORNELIUS

I should what?

(blinking)

Oh. I guess that's... I guess that's a good idea.

He turns off the electricity.

(CONTINUED)

CONTINUED:

KAYLA

You two have always hated each other. You should fight.

The assistant blinks and begins to scowl, turning toward Cornelius just in time to get punched in the mouth.

The two men brawl on the floor with the lack of skill you'd expect from two scientists.

INT. RE-EDUCATION CENTER - MOMENTS LATER

Kayla steps into the room. Logan sits slumped motionless in the electric chair. She detaches the copper halo. The skin beneath the metal is singed but it quickly begins to heal.

Kayla stares at the man she betrayed, hesitates for a moment and exhales.

She unfastens the titanium manacles. Logan is still unconscious. Kayla shakes him gently.

KAYLA

Hey. Wake up.

Logan opens his eyes. He is clearly disoriented, as if waking from a long coma. He stares up at Kayla.

KAYLA (cont'd)

Are you okay?

Logan stares at her, groggy and confused.

KAYLA (cont'd)

Do you understand what I'm saying?

(beat)

Do you remember me?

In one blinding motion, Logan snatches Kayla by the throat and roughly pulls her to him. She does not resist.

LOGAN

I would have done anything for you.

KAYLA

Please...

LOGAN

Do you hear me? Anything.

(CONTINUED)

CONTINUED:

KAYLA
Please... Creed's killing your
friend.

INT. HOLDING CELL - DAY

Victor Creed holds Hines against the cell wall with one hand.
Her feet kick in the air as she struggles.

He splits her blouse down the middle with a long black talon.

VICTOR CREED
I've always had a thing for human
chicks. You're all so soft and
helpless.

HINES
No...

VICTOR CREED
Maybe it's time I did a little
surgery on you, Doctor.

LOGAN (O.S.)
The woman said no.

Creed turns his head and sees Logan and Kayla standing in the
doorway.

He grins and tosses Hines aside. She crashes into the wall
and slides to the floor, dazed.

VICTOR CREED
(to Logan)
Starting to think you're addicted
to pain. You keep coming back for
more.

Snikt!

LOGAN
This is the end.

VICTOR CREED
Amen to that.

Kayla stands in between them, holding up her hands.

KAYLA
Please! We shouldn't be fighting
each other. Stryker's using us.

(CONTINUED)

CONTINUED:

VICTOR CREED

A little late for the Mutant Power
crap. We hunt freaks for the man.
That's why we're free.

KAYLA

What's he gonna do with us when the
other mutants are dead? Put us in a
zoo?

Creed hesitates, considering the logic of her words. A fanged
smile splits his face.

VICTOR CREED

Don't try your head games on me.
I've gutted better telepaths than
you.

Creed rears back to hammer Kayla, a blow that would separate
her head from her body.

Logan catches Creed's fist inches from Kayla's face.

LOGAN

Time you quit picking on girls.

VICTOR CREED

Oh, I'm happy picking on men.

Creed swings at Logan's head, Logan ducks, and the fight
begins.

This is melee so efficient that no motion is wasted. Every
lunge would kill any other adversary. Every parried blow
would shatter a normal man's arm.

Kayla, bleeding from the nose, staggers to her feet. She
helps up Hines and pushes her toward the door.

KAYLA

Get out of here.

Hines doesn't have to be told twice. She flees. Creed sees
his plaything running out the door. He snarls in frustration.

VICTOR CREED

You're ruining my party.

He grabs hold of Logan and hurls him headfirst through the
cell wall-- a concrete support wall.

INT. HALLWAY - CONTINUOUS

Logan crashes to the floor, covered in rubble. Creed steps out of the cell, licking his fangs.

Creed tries to stomp Logan's face, but the smaller man rolls out of the way and gets back on his feet.

The mutants battle down the corridor, claws whistling through the air.

A team of SENTRIES charge around the corner, wearing tactical armor and carrying XM8 assault rifles. They level their rifles at the battling mutants.

SENTRY #1
Get down! Get down!

SENTRY #2
Down on your knees!

Logan and Creed, trying to punch holes in each other, ignore the sentries. Kayla, staring down the barrels of the big guns, holds up her hands.

She concentrates, staring into the sentries' eyes.

KAYLA
We're here as guests of Colonel
Stryker.

The sentries' hostility shifts into apologetic obeisance.

SENTRY #1
Very sorry about that.

KAYLA
You boys are no longer needed here.
Go back to barracks.

SENTRIES
You got it. See ya later. Bye!

The sentries wave cheerfully and depart.

Creed and Logan are equally skilled, but Creed's superior size and strength begin to wear the smaller man down.

Creed slams him into the wall, opening fissures. Holding both of Wolverine's wrists up with one hand, Creed grabs Wolverine's face with his free hand.

(CONTINUED)

CONTINUED:

His black claws slide toward Wolverine's eyes.

VICTOR CREED

How you gonna fight without eyes,
little man?

Logan brings his knee up hard, smashing his adamantium-enhanced kneecap into Creed's groin.

The big man groans. Logan spins Creed around, jamming him against the wall. He tries to skewer Creed with the claws of his right hand but Creed moves his head at the last moment.

Logan's claws are buried to the hilt in the wall. He strikes at Creed with his left hand, but Creed dodges again. All six of Logan's claws are deep in the solid rock wall.

He brings his hands together, the adamantium blades slicing through granite as if it were cheesecake.

Creed ducks under the claws an instant before they shred him. He grabs Logan in a bear hug.

A large section of the wall behind them falls out, and, unable to halt their momentum, Logan and Creed tumble through the hole, disappearing from sight.

Kayla runs over and stands at the jagged precipice, looking out onto the gargantuan Weapon XI cavern.

INT. WEAPON XI FACILITY - CONTINUOUS

Logan and Creed fall seventy feet, clawing at each other in mid-air.

Logan hits the floor hard, the impact blasting a small crater in the concrete.

Creed manages a rolling fall, cat-quick and dexterous.

CUT TO:

Stryker stands on the raised podium in the center of the cavern, overlooking his vast, sleeping army. He cannot believe what he's seeing.

STRYKER

(to Lead Technician)

I want the Eleven combat ready.

(CONTINUED)

CONTINUED:

LEAD TECHNICIAN

We can't rush them, sir. They've been in stasis for--

STRYKER

I want them ready!

The Lead Technician flinches and barks orders to his subordinates, who enter commands into their computers.

The lids of ten thousand isolation tanks slide open. As the camera roams among the Eleven, needles and hoses detach from their bodies, releasing their metallic grip.

The cloned Creeds begin to stir in their stainless steel coffins.

CUT TO:

Creed pounces on Logan, who is still severely injured from the fall. Creed tears into the smaller man mercilessly, slinging him around the cavern, gouging him with his black talons.

Creed batters Logan with a series of savage blows. Logan falls, his healing factor overwhelmed, barely conscious.

Creed plants one heavy black boot on Logan's face and presses down hard. He leers at his defeated foe.

VICTOR CREED

Your pal Wraith pissed all over my boots when I crushed his spine. Smell like fear, don't they?

Something changes within Logan, a fury so overwhelming it cannot be contained, a rage so vast it could only be called *berserker*.

Logan rolls toward his tormentor, sweeping his claws straight through Creed's ankle, severing the foot.

Creed screams and falls to his knees.

Logan stands, grabbing a handful of Creed's dirty blonde hair.

LOGAN

This is for the ones who couldn't fight back.

(CONTINUED)

CONTINUED: (2)

The adamantium blades are a silver blur in the overhead light.

CUT TO:

Stryker, standing on the podium, sees his chief henchman's head tumble from his shoulders. He grits his teeth and surveys his army.

Ten thousand enhanced warriors begin to step out of their steel coffins, baring their fangs, eyeing their surroundings.

STRYKER
(to the Lead Technician)
Activate the PA system.

The Lead Technicians flips a switch. Stryker speaks into a microphone; his voice booms from speakers mounted on the pillars throughout the cavern.

STRYKER (cont'd)
Soldiers!

The Eleven snap to attention with machined synchronicity, all ten thousand facing Stryker.

CUT TO:

Logan, bloodied but healing, stares down at his fallen enemy.

KAYLA (O.S.)
Logan!

Kayla runs down one of the steel staircases that clings to the cavern wall like fire escapes.

KAYLA (cont'd)
If we get closer to Stryker, I can
work my magic.

Logan stares at Stryker, his true enemy, the man who destroyed his life. Ten thousand clones encircle Stryker, who stands on the raised podium in the cavern's center.

LOGAN
I don't want him hypnotized. I want
him dead.

Never taking his eyes off his enemy, Logan advances.

CUT TO:

(CONTINUED)

CONTINUED: (3)

Stryker sees Logan walking toward him, toward the hordes of clones. Stryker shakes his head and smiles.

STRYKER

The man's committing suicide.

He leans into the microphone. The Eleven listen to their commander's voice, amplified by hundreds of speakers.

STRYKER (cont'd)

No army that ever marched could stand against you! You will never abandon your mission, and your mission is simple! Kill the mutants! Kill them wherever you find them!

Stryker points at Logan.

STRYKER (cont'd)

THIS IS YOUR FIRST ENEMY!

Ten thousand cloned murderers turn on Logan, soulless black eyes focusing on their target.

Logan stops his march beside one of the massive steel pillars that supports the cavern ceiling.

LOGAN

(to Kayla)

Get the hell out of here.

KAYLA

What are you doing?

LOGAN

Bringin' down the house.

He sweeps his claws clean through the pillar, at an angle. The uppermost section shears off and drills into the floor with a concussive *whump* that spiderwebs the concrete for thirty feet around the impact site.

Stryker realizes what Logan is doing.

STRYKER

ATTACK! ATTACK!

The Eleven charge. From above we can see the full-scale of the onslaught, wave upon wave of cloned murderers closing in.

(CONTINUED)

CONTINUED: (4)

Logan runs to the next pillar and slices through it. Creaks and groans sound overhead, as the tremendous weight above exerts pressure on the remaining weight-bearing supports.

Most of the ten thousand can't get close to Logan, but they all want in on the first kill.

Whirling, slashing, stabbing, kicking, Logan scythes a circle of devastation, spray-painting the floor with the black blood of the Eleven.

He reaches a third pillar and chops through it.

Kayla eyes the ceiling nervously and hurries toward the exit.

STRYKER (cont'd)
STOP HIM, YOU IDIOTS! STOP HIM!

Even Logan can't hold back the tide for long. Talons rake his face, his arms, his chest. But still he battles, slicing through a fourth pillar, a fifth.

Tremendous fissures split the rock ceiling. Dust and rocks fall onto the cavern floor as the fissures widen.

Logan sees that the cavern's collapse is imminent. He can no longer hold off the Eleven's assault.

An instant before the clones can shred him, he jumps, using his claws to scale one of the still-standing steel pillars with the grace and speed of a leopard climbing a tree.

One of the clones follows, using his black talons in the same fashion, grabbing at Logan's feet.

When Logan is forty feet above the throng of teeth-gnashing clones, he severs the pillar below his feet. The clone chasing him can climb no farther, can do nothing but roar and hiss at his escaping prey.

Logan swings himself onto the steel staircase, where Kayla waits beside the open door. He races up the stairs.

Stryker sees his dream in ruins. He runs for the nearest exit.

Kayla and Logan are a few feet from the door, from safety, when the cavern ceiling gives out. Thousands of tons of stone and steel come crashing down.

Logan grabs Kayla and hauls her to safety an instant before she would be crushed.

EXT. ALKALI LAKE - DAY

The compound has essentially imploded, the major structures falling into the massive pit created by the cavern's collapse.

Severed gas lines and ruptured boilers have turned the crater into a raging fire pit. Smoke billows up from the molten core.

A few dazed survivors, SOLDIERS and SCIENTISTS, have escaped the carnage, but Alkali Lake no longer exists as a military base. Thousands of singed documents flutter in the wind.

Logan and Kayla walk away from the burning crater, never looking back. They head through the woods toward the lake that glitters in the sunlight.

KAYLA

One of them could have survived.

Logan glances at her.

KAYLA (cont'd)

The clones. They've got your healing factor.

Logan looks back at the devastation.

LOGAN

Unless someone comes along who can move a few million tons of steel, they ain't going anywhere.

EXT. ALKALI LAKE - LATER

They stop at the edge of the lake. Paper from the destroyed base drifts through the air, falling on the water and the shore.

LOGAN

Almost looks peaceful from here.

KAYLA

There's something I want you to know.

He looks at her.

(CONTINUED)

CONTINUED:

KAYLA (cont'd)
Maybe nothing I say matters
anymore. But I'm going to say it
anyway. I...

A blossom of blood opens up on her chest. She stares down at it in wonder before sinking to her knees.

Logan turns and sees Stryker walking toward them.

KAYLA (cont'd)
No...

Stryker fires again. The adamantium bullet rips through Logan's forehead with an unholy sound.

Logan falls to the ground. Stryker stands above him and fires another bullet into Logan's head.

Stryker turns the gun on Kayla.

KAYLA (cont'd)
You don't need to waste another
bullet. I'm already dead.

Stryker blinks and hesitates. Kayla coughs, her strength beginning to fade.

KAYLA (cont'd)
Maybe you should turn that gun on
yourself, Colonel.

Stryker nods, pointing the gun at his own head.

KAYLA (cont'd)
It would be good for the mutants if
I made you pull the trigger.
(beat)
Why do you hate us so much?

Stryker's finger trembles on the trigger.

KAYLA (cont'd)
Is it because your son is one of
us?

For the first time, perhaps, we see something human in the cold blue of Stryker's eyes.

KAYLA (cont'd)
Enough killing, Colonel. Throw your
gun in the lake.

(CONTINUED)

CONTINUED: (2)

Stryker does as he's told. The revolver sinks into the water.

KAYLA (cont'd)
Leave us. Keep walking till your
feet start to bleed.

Stryker turns and walks away.

Kayla crawls over to Logan. She lifts his head onto her lap. He's unconscious but breathing. The bullet holes in his skin have already healed. She strokes his jaw and smiles sadly.

One of the scraps of paper from the base blows against her leg. She takes it and looks down at the blank page.

She has no pen. She touches her chest, just above her heart, wetting her finger with her blood.

She writes four words on the page, blows on it to dry it, folds it once and places it in Logan's hand.

She kisses his lips and rests his head gently on the ground. Fighting the pain, a dying woman, Kayla manages to stand.

KAYLA (cont'd)
If you ever remember what I did to
you, try to forgive me. I was a
fool. And you were right... I
always loved you.

She turns and walks toward the lake, never looking back, never hesitating as the waters rise above her knees, above her waist, above her shoulders, above her head.

EXT. ALKALI LAKE - SUNSET

Logan's eyes flutter and open. For a moment he squints into the blue sky.

He sits up, looking around. The woods are empty.

He stands, completely disoriented, a stranger in the world.

He realizes that he's holding a piece of paper in his hand. He unfolds it and reads the message written in blood.

You are my Wolverine.

He stares at it for a moment before folding it carefully and putting it in his pocket.

(CONTINUED)

CONTINUED:

He takes a deep breath of cold air and walks west, toward the falling sun.

He doesn't know who he is. He doesn't know where he's going. But the wind blows through his hair, the last of the sunlight feels good on his skin. He is a free man.

He walks toward his destiny.