



X-MEN

SECOND SEASON

"I REMEMBER MAMA"

Formerly - "The Rogue's Tale"

(TELEPLAY - PRODUCTION # 300-22)

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FIRST DRAFT
May 27, 1993

PINK PAGES (*)
June 8, 1993

BLUE PAGES (**)
June 11, 1993

GREEN PAGES (***)
June 23, 1993

YELLOW PGS (****)
June 24, 1993

20th CENTURY FOX ENTERTAINMENT

X-MEN

Cast List: "The Rogue's Tale" (Prod #300-22)

X-MEN & Other Major Recurring

ROGUE - also "Teen Rogue" (see first season - ep. #300-1)

CYCLOPS
JEAN GREY
WOLVERINE
GAMBIT
STORM

* *

XAVIER
MAGNETO

MR. SINISTER - five lines

MYSTIQUE (see first season) - evil shape-shifter
MOMMA/MYSTIQUE (see episode 12) - motherly woman, Mystique in the
disguise she used when she was Rogue's stepmother
BLOB (see first season) - evil immense, fat, power absorbing
PYRO (see first season) - flame thrower, fey, British
AVALANCHE (see first season) - thuggish, thick, quakes the earth

* *

CAROL DANVERS (AKA "MS MARVEL") - dynamic, All-American superheroine,
old-fashioned, with mask and costume, superman-like powers of
strength, invulnerability, flight -- taken by Rogue

OLDER NURSE - in her fifties, decent, no nonsense - three lines
*YOUNGER NURSE - trainee in her teens - no lines

* *

ROGUE'S FATHER - burly, bearded Alabama truck driver, angry, shamed
by his daughter - four lines

*CODY (see first season) - Young teen boy from Alabama; Rogue's
boyfriend - no lines

* *

*PILOT - military man, 30, nice but by the book - groan only

*DOCTORS/NURSES/PATIENTS - In hospital hallway - Wallah only.

*CROWD - At large farmer's market - wallah and cries only

TOTAL: 17 Speaking Parts (two minor)

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X-MEN
#300-22 "The Rogue's Tale"

TEASER

FADE IN:

EXT. CONDEMNED BUILDING - NIGHT

WIDE - PUSHING IN - An old brick tenement, in the forgotten part of downtown, half fallen in. It's raining hard. A large sign by the building, saying "CONDEMNED", is ILLUMINATED BY LIGHTNING. In one window a light flickers.

MYSTIQUE (OS)

You said you had a "gift" for me.

The lightning's delayed THUNDER ROARS.

INT. CONDEMNED BUILDING - NIGHT

IN ROOM - MYSTIQUE POV - A candle, held in FG by a woman's hand, flickers. A large figure (MR. SINISTER) looms across the small, decayed room, in a dark corner. His form can barely be made out.

MR. SINISTER

Yes. One day I will ask for repayment.

ON MYSTIQUE'S HAND - It continues to hold the flickering candle.

MYSTIQUE (CONT)

Well?

ON SINISTER - still obscured by shadow.

MR. SINISTER

Dr. Charles Xavier is no longer with the X-Men.

ON MYSTIQUE'S HAND - It drops the candle in surprise!

MYSTIQUE

I can't believe it!

ON CANDLE - As it rolls a bit toward Sinister.

MR. SINISTER (CONT - OS)

Like sheep without a shepherd --

His foot comes down INTO SHOT and CRUSHES the candle.

MR. SINISTER (CONT - OS)

-- they become lambs to the slaughter.

CLOSE ON MYSTIQUE - Too dark to make out features.

VXA

MR. SINISTER (CONT - OS)
 Defeat them and you can reclaim your
daughter...

DISSOLVE TO:

EXT. - FARMERS' MARKET - DAY

WIDE - DOWNSHOT - ESTAB. - Dozens of stalls spread out as far as the eye can see in this urban bazaar of food and trinkets. A large sign stands over it, proclaiming: "FARMERS' MARKET." The whole area is SHAKING from what SOUNDS LIKE AN EARTHQUAKE.

CROWD (OS)
 (PANICKED WALLAH!)

The big sign BREAKS OFF of one support, swinging free.

ON FRUIT STAND AREA - Melons bounce everywhere, most TOWARD CAMERA, as A FEW SHOPPERS run for their lives to either side.

CROWD (OS)
 (PANICKED WALLAH!)

ON AVALANCHE AND PYRO - They stand, dressed as corny tourists, with AVALANCHE holding his hands out, clearly causing the QUAKE (VISUALS: SEE EP. #9). PYRO smiles at him.

PYRO
 Nice work, Avalanche, old stick. Allow me...

As Avalanche lowers his arms, Pyro raises his. FLAMES SHOOT OUT.

ON "ROASTED NUTS" STALL - Flames pour INTO SHOT and engulf it.

X X

X X

ON ICE CREAM STAND - It shivers and CRACKS OPEN as the immense BLOB bursts through it, making SQUISH NOISES with his final step as he pauses in its remains, looking down:

BLOB
 Oh, boy! Tutti-frutti!

He picks up a five-gallon cardboard cylinder of ice cream, and SWALLOWS it, container and all.

BLOB (CONT)
 (BELCH!) This job ain't half bad!

ON TOBACCONIST'S - As scared shoppers run past a flame-engulfed

tobacco shop (CIGAR SIGN "LIT"), CYCLOPS and WOLVERINE step INTO SHOT, dramatically in FG, looking around at the destruction.

WOLVERINE

(dead pan)

Somebody had a bad shopping day.

Cyclops activates his communicator.

CYCLOPS

Storm. Rogue.

TRACK STORM AND ROGUE - UP SHOT - As they fly, down toward the smoking Farmers' Market.

CYCLOPS (CONT - OS)

What do you see?

ROGUE

A fat boy and a pair o' juvenile delinquents
-- ol'buddies from Muir Island.

DOWN SHOT - STORM AND ROGUE - revealing the market, as they descend.

CYCLOPS (OS)

Moving in...

ON SOUVENIR STAND - All its cheap souvenirs are shaking off their racks and BREAKING. PAN TO REVEAL Pyro and Avalanche pointing their powers in different directions. Pyro stops, looking up.

PYRO

Aha! Here come those tedious teacher pets.
Our job is done.

Avalanche stops his destruction and looks up angrily.

AVALANCHE

Yeah, but I wanna a shot at those X-geeks.

Cyclops' OPTIC BEAM blasts INTO SHOT, knocking Avalanche OS.

AVALANCHE (CONT)

(CRY!)

Pyro looks calmly after him.

PYRO

Suit yourself...

ON CANDY STALL - Blob yanks furiously, immersed in massive wads of salt water taffy. Rogue and Storm drop INTO SHOT, to the ground.

BLOB
(like a child)
No! You can't have any!

He takes a massive steel vat and throws it at them.

REVERSE ON STORM AND ROGUE - Rogue ducks, but the vat hits Storm a glancing blow as she tries to leap aside.

ON ROGUE - reluctant but determined:

ROGUE
An' I just washed this uniform.

She flies hard, straight ahead, OS.

ON BLOB - Rogue flies INTO SHOT, fists first, slamming into him, SQUISHING into him, nearly to her shoulders.

BLOB
Heh-heh. That tickles.

ON ROGUE - She grits her teeth and throws Blob OS.

ROGUE
(EXERTION!)

ON LEMONADE STAND - Blob flies INTO SHOT and crushes two massive lemonade tanks (SPLASH). As he lies in a heap, a mysterious woman ("CAROL DANVERS") steps INTO SHOT (FG). She stares back at Rogue.

ON ROGUE - As she scrapes at the taffy, she looks up:

ROGUE
Of all the nasty --
(sees "Danvers", OS, frowns)
What?

ON "CAROL DANVERS" - OTS ROGUE - As someone runs for his life in the BG, behind her, "Danvers" stares at Rogue.

ROGUE (CONT)
Why's that gal starin' at me?

ROGUE'S POV: CLOSE ON "DANVERS" - A quick, almost subliminal JAGGED Z-SHAPED LIGHTNING BOLT appears over her. (BOARD NOTE: IT IS THE SAME SHAPE AS THE INSIGNIA ON MS. MARVEL'S COSTUME.)

CLOSE ON ROGUE - she doubles over in pain, collapsing.

ROGUE
(CRY OF PAIN!)

ON STORM - Hurrying to Rogue's side, cradling her in her arms.



CYCLOPS

Rogue! What's the matter?

CLOSE ON ROGUE - She opens her eyes, looks OS, and TAKES in fear!

ROGUE

(BLOOD-CURDLING SCREAM!)

STORM (OS)

Rogue!

CLOSE ON "DANVERS" - PUSHING IN - As she smiles wickedly, the
JAGGED Z-SHAPED LIGHTNING BOLT appearing again, as we:

END OF TEASER

FADE OUT.

GAMBIT

Who, Chere? Who did you see?

Rogue rubs her head groggily.

ROGUE

Guess I had one 'o them "flashes."

ON CYCLOPS AND GAMBIT - They look at each other, puzzled.

CYCLOPS

"Flashes?"

ON ROGUE - sitting up in bed.

ROGUE

Last few weeks. Since the Professor disappeared.

ON CYCLOPS - He steps to the monitors, checking them.

CYCLOPS

Can you remember what Professor Xavier was working on with you?

ON ROGUE - smiling strangely, frowning, openly confused.

ROGUE

Not exactly. I know he blocked out a whole bunch'a mem'ries.

ON DOORWAY - PAN WITH JEAN as she enters, carrying a handful of photographs, and moves over to Cyclops.

JEAN

Scott, I ran a computer search on that woman Rogue saw.

(hands him the photos)

Seems she really gets around.

CLOSE ON PHOTOS - as Cyclops' hands flip through them. They're

various shots of crowds at major news events: anti-mutant rallies, fires, major car wrecks. In every one, the crowd is looking one way, and Carol Danvers is eerily set apart, staring straight into the news camera.

CYCLOPS (OS)

It's almost like she wants us to see her.

ON GROUP - Cyclops hands the photos to Rogue.

GAMBIT

You remember anything about her?

CLOSE ON ROGUE - She stares at the photos, clearly troubled.

ROGUE

Ah... Ah don' know...

ROGUE'S POV: ON PHOTOS - Another QUICK SUBLIMINAL FLASH of the zig-zag lightning symbol appears.

ROGUE (OS)

(CRY OF SURPRISE/PAIN!)

WIDE ON ROOM - Rogue grabs her head painfully, hurling the photos across the room. Gambit and Jean lunge to her side.

JEAN

Rogue! What is it?

Rogue rips off the monitor wires and pushes past them to the open window, grabbing the sill for balance.

ROGUE

(quietly upset)

Ah'm fine... Ah just need some air.

She flies out the open window.

ON GAMBIT - He steps anxiously to the window, watching her go.

WIPE TO:

EXT. MANSION - DAY

ON WOODS - MANSION FAR BG - At the edge of the woods, a shirtless, sweaty, Wolverine CHOPS wood (single claw). He stands a fresh log on the chopping stump. Rogue swoops down on him, visibly upset.

ROGUE

N-Need a hand?

She brings her fist downward, bashing the log into splinters.

WOLVERINE

Nice work.

Remind me never to ask you to build me a house

X

Wolverine brushes it aside, standing another log.

WOLVERINE (CONT)
Might help if ya talked about it.

CLOSE ON ROGUE - frowning, struggling...

ROGUE
Ah'm... not rightly sure --

CAROL DANVERS (VO)
Go on, Rogue. Introduce me to your friend.

ROGUE'S POV: ON WOLVERINE - After he splits a log deftly with his single claw, he turns to her (CAMERA), looking, listening. For a brief moment she sees CAROL (FAINTLY SUPERED).

CAROL DANVERS (CONT - V.O.)
Can't keep me bottled up in there forever...

ON ROGUE - PUSH IN TIGHT as her eyes flare with rage.

ROGUE
LEAVE ME ALONE!!!

ON STUMP - KABOOM! Rogue's fist obliterates the log and chopping block stump in an explosion of sawdust, filling the screen.

WIDER - WOLVERINE IN FG - The SAWDUST CLEARS, revealing Wolverine lying twenty feet from the former-chopping stump (now a crater), completely covered in sawdust. He spits out a mouthful.

WOLVERINE
(PFFFT!) Fine. (COUGH, COUGH!) Don't
talk about it. (COUGH!)

TRACK ROGUE - surprised by her own anger, she rushes to his side as he struggles to his feet.

ROGUE
Wolverine! I'm sorry!

CAROL DANVERS (V.O.)
Way to go, Rogie-roo!

A hand reaches into screen, touching Rogue's shoulder.

ROGUE
Get away!

She whirls around (REFRAME) and slugs... Gambit!

ON GROUND - Gambit flies INTO SHOT and slams to the ground. He's been knocked woozy.

GAMBIT
 (GROAN) Careful, Chere...
 (shakes his head)
 Gambit just trying to help...

ON ROGUE - upset, conflicted.

ROGUE
 J-Just stay away. All of you!

PAN A BIT as she flies upward, over toward the mansion.

CUT TO:

INT. MANSION - DAY

WIDE ON FRONT DOOR - It BURSTS open, breaking a hinge, as Rogue anxiously storms in, looking around, calling out:

ROGUE
 Jean!

ON DISTANT DOOR - Cyclops opens it and looks out. REFRAME to include Rogue, in the distance, heading toward Cyclops.

CYCLOPS
 Rogue?

ROGUE
 Cyclops!

ROGUE'S POV - PUSHING IN ON CYCLOPS - But Cyclops becomes nearly obscured by a vivid, ghostly vision of Carol Danvers.

ROGUE (CONT - OS)
 I need to talk to --

DANVERS
 Hey, girlfriend! Miss me?

ON ROGUE - She drops to her knees, cradling herself and shutting her eyes like a vise.

ROGUE
STOP HAUNTING ME!!!

PUSH IN ON ROGUE'S EYES - She opens them, stunned to find:

RIPPLE DISSOLVE TO:

EXT. ASTRAL PLANE

WIDE - Rogue stands on a long, flat rock that floats in the middle of vast, surreal universe.

ROGUE
Where am I?!

CAROL DANVERS APPEARS, so large that Rogue and the rock she's standing on are but a tiny speck.

DANVERS
In the lower depths of your mind -- where you put me. I wanted you to see what you had done!

Handwritten initials

TIGHT ON ROGUE - crying out.

ROGUE
Who are you?! Why're you doin' this t'me?!

Rogue is suddenly surrounded by multiple Carol Danverses, who scream at her so loudly it makes the rock explode.

DANVERS X 10
You took away my life!

TRACK Rogue as she flies away at top speed through the surreal universe, looking back frightened.

ROGUE
Get away from me...!

MATCH CUT:

INT. MANSION LIVING ROOM - DAY

TIGHT ON ROGUE - Running right into Cyclops. It's all they can do to avoid falling down.

CYCLOPS
Calm down, Rogue. Jean's here. Tell us what's going on...

CLOSE ON ROGUE - looking around, strangely, fearfully, her Southern accent gone. (NOW SPEAKS WITH CAROL DANVERS' VOICE)

ROGUE (CAROL DANVERS' VOICE)
What is this place?
(then looks up to them)
Who are you people?!

ROGUE'S POV: ON JEAN AND CYCLOPS - a bizarre fish-eye POV. They both look worried.

JEAN
Everything's going to be all right, Rogue.

ON ROGUE - Her eyes wide with madness.

ROGUE (CAROL DANVERS' VOICE)
No! Get away!

Rogue grabs the couch, hefting it over her head.

WIDER - She hurls the couch at Cyclops and Jean, who dodge it. Rogue picks up a huge oak table and wields it threateningly.

JEAN
Rogue! Stop it!

WIDER - Jean telekinetically forces the table out of Rogue's hands. Rogue looks around confused.

ON ROGUE - She falls to her knees, grasping her hair (close to her head), grimacing, weaving in frustration and torment.

ROGUE

(moaning)

What're you doin'? Get outta mah head!

PUSH IN ON JEAN'S EYES - darkening with psychic energy. She reaches out telepathically:

JEAN

I'm probing her mind... There's another presence in there!

ON ROGUE - She gets woozily, frowning at the room's damage.

ROGUE

What's happenin' ta me?! Got to find... Go to...

(looks up)

(CRY!)

STEEP UPSHOT - Rogue bolts up, CRASHING up through the ceiling, through three floors of mansion, and into the sky.

ON CYCLOPS AND JEAN - staring after her.

CYCLOPS

Jean, get Storm to follow her.

CLOSE ON CYCLOPS - He looks determined.

CYCLOPS (CONT)

We have to be prepared for anything...

CUT TO:

EXT. SKY/NEW YORK CITY - NIGHT

THUNDER CLOUDS - glowing with bursts of lightening. (SFX: RRRMMBBLLLL!!!) TILT DOWN TO REVEAL:

WIDE - The city is lit up, beautiful as only New York City can be at night. A flash of lightning illuminates it for a moment, then we're back to darkness.

TRACKING ON SKY - Storm glides into view, looking ahead, as she drifts CLOSER TO CAMERA.

STORM

Storm to Cyclops. Rogue is moving toward the Statue of Liberty.

X

ON MASSIVE BRIDGE: BIRD'S EYE VIEW - Cyclops, Wolverine and Gambit ride in Wolverine's jeep, racing along.

CYCLOPS

(radio voice)

Acknowledged.

TRACK WITH WOLVERINE'S JEEP - Cyclops is looking up, following Storm, as Wolverine ACCELERATES HARD, zooming OUT OF TRACK.

CUT TO:

EXT. STATUE OF LIBERTY - NIGHT

WIDE - Lightning illuminates Lady Liberty in brief strobe. A tiny figure is huddled on her torch. Storm glides in her direction.

ON TORCH - TIGHT ON ROGUE - huddled like a child, her face buried in her arms. Storm lands beside her, putting her arm around her.

ROGUE

Ah'm scared, Storm.

STORM

Let us help you.

Rogue faces Storm, her face streaked with tears.

ROGUE

(almost a whisper)

Only Professor X coulda helped me. An' he's gone now... maybe forever.

Rogue buries her face in her arms. Storm puts an arm around her.

RIPPLE DISSOLVE TO:

SAVAGE LAND INSERT HERE

RIPPLE DISSOLVE TO:

Rogue looks up in shock as:

ROGUE'S POV: CAROL DANVERS - floats before her like an apparition. She motions "come here" to Rogue with her finger.

DANVERS (CONT'D)
You're mine, now!

ROGUE (O.S.)
No!

ON LIBERTY'S TORCH - Rogue bolts up, roughly throws Storm aside, and flies away. *JK*

STORM
Rogue, wait!

TRACK WITH ROGUE - She flies directly toward Carol Danvers, as if to ram her. A FLASH OF LIGHTNING and Carol Danvers is gone! Rogue keeps flying, disappearing in the black of night.

STORM FLIES INTO VIEW, thumbing her com-link.

STORM
Storm to Cyclops. I had her for a moment, but she fled. I am following her. *JK*

CUT TO:

EXT. MIDTOWN HOSPITAL - NIGHT

WIDE - TRACK ROGUE - as she flies past a hospital.

PUSH INTO A WINDOW - where we see a woman lying in a bed.

INT. MIDTOWN HOSPITAL - CONTINUOUS

TIGHT ON WOMAN IN THE BED - Clearly it's CAROL DANVERS! PULL BACK as an OLDER NURSE adjusts her blanket and a YOUNG NURSE looks on.

OLDER NURSE
This is our Jane Doe. We call her Sleeping Beauty. See this brain activity monitor?

She points at a device marked "EEG -- BRAIN ACTIVITY MONITOR." It shows constant, low-level impulses (BEEPS).

TIGHT ON CAROL DANVERS' FACE. CAMERA TRUCKS UPWARD.

OLDER NURSE (CONT - OS)
No change since she's been here.

DISSOLVE TO:

EXT. ROOF/MIDTOWN HOSPITAL - NIGHT

WIDE - THE CAMERA-TRUCK MOVES THROUGH THE ROOF TO THE SKY ABOVE.
Rogue flies INTO SHOT, above the roof, and stops as she hears:

DANVERS (OS)
 (eerily)
 Come find me, Rogue... I'm inside... HKA

TIGHT ON ROGUE - hovering, she looks around, anxious.

ROGUE
 Inside where?!

There is a quick SUPER OF CAROL DANVERS' FACE, EYES CLOSED, ON HER HOSPITAL PILLOW.

DANVERS
 The hospital. Where you put me...

SUPER FADES...

ROGUE
 (struggling, determined)
 Then I'm gonna come down and shut you up!

WIDE - PAN DOWN as Rogue zips down at the hospital, disappearing behind it. STOP PAN ON ROOF TOP, as a lone figure steps from behind something (vent unit, etc.), watching her go.

MYSTIQUE
 Finally...

CLOSE ON FIGURE - She turns, smiling wickedly, revealing that she is MYSTIQUE.

MYSTIQUE (CONT)
 She is ready to come back to me...

ON SKY - Storm appears, still searching.

STORM
 Rogue? Where are you?!

ON HOSPITAL ROOF - ON MYSTIQUE - Looking up, eyeing Storm deviously, Mystique TRANSFORMS into "Rogue" and waves, calling:

"ROGUE"
 Storm! I'm down here!

PULL BACK as Storm lands beside her.

STORM
 Thank goodness. I was worried.

A huge shadow falls over her.

BLOB (OS)
 Maybe you oughta worry 'bout yerself!

ON BLOB - flicking his gargantuan finger, up, under the tip of Storm's chin. It knocks her flying backward.

LOW - UPSHOT - ON GROUND - Storm lands, NEAR CAMERA, knocked out. "Rogue" steps INTO SHOT, over her

"ROGUE"

I admire your subtlety, Blob.

"Rogue" turns into "Storm", and thumbs the real Storm's com-link.

"STORM"

This is Storm. Code Red! Report to
Midtown Hospital Immediately!

WIPE TO:

EXT. STREET/MIDTOWN HOSPITAL - NIGHT

ON HOSPITAL FRONT - Cyclops, Wolverine and Gambit jump out of their jeep, running over to "Storm", who is now on the sidewalk.

CYCLOPS

We're here! What's up?

"STORM"

Revenge!

SHOCK WAVES knock all but "Storm" onto the ground.

ON AVALANCHE, BLOB, AND PYRO - stepping out from the shadows and approaching the fallen X-Men, who struggle for balance against Avalanche's powers.

CYCLOPS

What the -- ?

PYRO

Missed us?

A small building behind Cyclops, Wolverine and Gambit CRASHES down, on and around them, gradually burying them. X*

ON "STORM" - She changes into Mystique (SHAKING/CRASHING CONT.)

MYSTIQUE

You stole something very important from me.

CLOSE - CAMERA PUSH IN - to Mystique's glazing, angry eyes.

MYSTIQUE (CONT'D)

And now you're going to pay!

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. MANHATTAN - MID-TOWN HOSPITAL - NIGHT (CONTINUOUS)

X

ON AVALANCHE - Arm outstretched, enjoying his fun.

AVALANCHE
Rock 'n roll, X-fools!

Suddenly an OPTIC BLAST zips in from OS, knocking him back, OS.

AVALANCHE (CONT)
(CRY!)

ON RUBBLE - Another OPTIC BLAST blasts most of it away, and Cyclops, Gambit, Wolverine step out of it.

X

WOLVERINE
Thanks fer shuttin' that jerk up.

CYCLOPS
We gotta find Storm.

Suddenly a gigantic, FLAMING LION leaps INTO SHOT, forcing the X-Men to dive to either side.

ON GAMBIT - tumbling up to a crouch, ENERGIZING A CARD.

GAMBIT
Nice kitty cat...

He tosses the glowing card up, OS.

UPSHOT ON FLAMING LION - It ROARS as Gambit's card flies into its mid-section. The card EXPLODES, blowing the flame into sparks.

ON MYSTIQUE AND BLOB - Beside a corner of the hospital.

MYSTIQUE
Keep them busy!

She turns and dashes back along the side of the hospital and OS as a idiot-grinning Blob lurches forward.

BLOB
Don't gotta ask me twice!

ON CYCLOPS, WOLVERINE, GAMBIT - OTS BLOB - as Blob THUMPS a step toward them. Wolverine SNARLS:

WOLVERINE

Looks like your gut could use a trim!

Wolverine UNSHEATHES HIS CLAWS and leaps up at him.

REVERSE - TIGHT ON BLOB - Wolverine lands on him, like a tiger on an elephant. He raises his right hand and swings down with his claws, but, to his surprise, his arm simply buries itself, up past the elbow, in Blob's belly, with a SLURRPP!, causing the huge villain no pain.

WOLVERINE (CONT)

Huh?

BLOB

(GIGGLES) Is that supposed ta hurt?!

Blob takes his free hand and lifts a struggling Wolverine up above his head, ready to dash him to the ground.

BLOB

Eat some sidewalk...

He throws Wolverine down, hard, flying AT AND PAST CAMERA.

ON SIDEWALK - Wolverine SMASHES into the sidewalk.

WOLVERINE

(IMPACT GRUNT!) Needs salt... ~~XX~~

ON BLOB - Suddenly a GALE FORCE WIND erupts behind Blob, blowing him slowly, then faster, forward, until --

BLOB (CONT)

Hey... Who ordered the hurricane? Aaa!

-- he's blown hard, forward, OS.

ON BUILDING BRICK WALL - Pyro, Avalanche, then the Blob, all are blown PAST CAMERA, INTO SHOT, each in turn SLAMMING through a brick wall, each making a larger and larger hole.

ON STORM - Standing, arms out, wind SWIRLING AROUND HER. She lowers her arms and the WIND STOPS.

STORM

Those buffoons are a mere distraction. ~~XX~~

CLOSE ON STORM - seriously concerned.

STORM (CONT)

We must search the hospital. A shape-shifter is after Rogue.

WIPE TO:

INT. HOSPITAL - BACK HALLWAY - NIGHT

TRACK ROGUE - As she moves along the hallway, looking right and left, determined, mad, but still struggling with something inside. A faint SUPER OF CAROL DANVERS FACE fills the frame, then fades:

JY

who is she talking to

ROGUE
(to herself/to Danvers)
Why'd you bring me ta this hospital?

WIDE ON HALLWAY - ROGUE FAR IN BG, APPROACHING CAMERA - As Rogue moves down the hallway, an elevator door NEAR CAMERA, OPENS.

ROGUE (CONT)
(to herself/to Danvers)
There ain't nuthin' you can show me that --

Mystique peeks out of the elevator, changing, as she does, into "Carol Danvers." She looks down at Rogue, smiles to herself, then leaps back into the elevator.

CLOSE ON ROGUE - She saw her.

confusing

Hey!

ROGUE (CONT)

ON ELEVATOR - As the door closes, and the elevator is heard to go up. A beat, then Rogue races INTO SHOT, reaches between the doors, RIPS them out, and flies up the shaft after the elevator.

CUT TO:

INT. HOSPITAL - THIRD FLOOR/HALLWAY

ON OPEN, EMPTY ELEVATOR - as Rogue BURSTS through its floor, totally savage.

*more
wagey of
Carol*

ROGUE
Where are you!?

The doors start to slide closed, but Rogue, not waiting shouldered her way forward, SLAMMING THEM off of their tracks. They bend and CRASH to the floor as she steps out to the hall and cries out:

ROGUE (CONT)
Who are you?! What are you doing in my mind?!

WIDE ON HALLWAY - She flies down the corridor like a Rogue possessed, scattering Doctors, Nurses, and Patients.

DOCS/NURSES/PATIENTS
(PANIC WALLAS)

ROGUE
WHERE ARE YOU?!

CUT TO:

INT. HOSPITAL - FRONT ENTRANCE - CONTINUOUS

ON MAIN DOORS - Cyclops, Wolverine, Gambit, and Storm all BURST

into through the large double doors.

CYCLOPS

Spread out! The first to find her calls
the others.

CUT TO:

INT. CAROL DANVERS' HOSPITAL ROOM - NIGHT

ON "CAROL DANVERS" - As she hurries into the room then eases to
the side and pauses, looking down as CAMERA PULLS BACK to REVEAL
the real Carol Danvers, unconscious, on her bed.

ON DOOR - Rogue bursts in.

ROGUE

Now I got -- huh?!

She stops dead in her tracks seeing:

OTS ROGUE - "Carol Danvers" is standing over the comatose Carol
Danvers who lies in the bed!

ROGUE (CONT)

What's going on here?

"Danvers" transforms into Mystique. Rogue is shocked and confused.

ROGUE (CONT)

Mystique!

(gets mad)

I oughta knock you three ways from Sunday!
Why have you been doing this t'me?

MYSTIQUE

To get you close to her. To help you
remember the past that Professor Xavier
purged from your memory.

ON ROGUE - her mouth twisting suspiciously.

ROGUE

Why do you care what I know about mah past?

PULL BACK as Mystique grabs Rogue's forearm, and rips off her
glove.

MYSTIQUE

Touch me and remember...

Mystique places Rogue's on her (Mystique's) cheek. Power channels between them (SFX). Mystique sinks to the floor, unconscious. *JFK*

MYSTIQUE

(GROAN!)

ON ROGUE - Her skin turns blue as she changes into Mystique for a short beat, then quickly back to Rogue -- but with glowing eyes.

ROGUE

Cody!

SUPER-ED OVER HER - CODY, a lanky, red-haired TEENAGE BOY takes a TEENAGE ROGUE in his arms. She eagerly kisses him. A spark passes between them, and he sinks to the ground. *JFK*

ROGUE (CONT)

My first boyfriend. But I already remembered you.

The super-ed Teenage Rogue clutches her head in pain.

ROGUE (CONT)

That's when ah felt mah powers! I was so scared, I went to... to...

THE SUPER-ED IMAGE FADES as Rogue/"Mystique" changes into her FATHER, a burly, bearded truck driver.

ROGUE (CONT)

Daddy!

RIPPLE DISSOLVE TO:

INT. RUN-DOWN HOUSE - NIGHT (FLASHBACK)

ON TEEN ROGUE - She cowers in the corner of a delapidated, small house in rural Alabama.

ROGUE'S FATHER (OS)

My own flesh and blood -- a mutant!

TEEN ROGUE

(weak, scared)

Daddy, please...

UPSHOT ON ROGUE'S FATHER - He stands over her, gesturing angrily.

ROGUE'S FATHER (CONT)

You're a disgrace! I'm ashamed ta be seen with you!

CLOSE ON TEENAGE ROGUE - in his shadow. The words sting her:

ROGUE'S FATHER (O.S.)
(quieter, intense)
You ain't my daughter. Not any more.

WIPE TO:

EXT. RUN-DOWN HOUSE - NIGHT (FLASHBACK)

WIDE - Teen Rogue's silhouette climbs down from the window.

ROGUE (VO)
I had no choice. I hadda leave.

DISSOLVE TO:

INT. BUS DEPOT (FLASHBACK)

Teen Rogue huddles in a corner for warmth. A hand reaches in:

ROGUE (V.O./CONT)

I had no one to turn to... until:

REVERSE ANGLE - It's "Momma", Rogue's foster mother (X-Men #300-12: "Future Tense - Part II").

MOMMA/MYSTIQUE

You look like you could use a meal. And a hot bath.

X#

DISSOLVE TO:

INT. HOUSE - NIGHT (FLASHBACK)

WIDE - Momma introduces Rogue to Blob, Avalanche, and Pyro. Rogue shrinks back from them.

MOMMA/MYSTIQUE

Don't run from what you are. Embrace it!

X#

ON TEEN ROGUE - Her eyes darken with thought. She smiles mischievously.

DISSOLVE TO:

EXT. OPEN FIELD - DAY (FLASHBACK)

Momma/Mystique points, indicating for Teen Rogue to touch Avalanche. (NOTE: IN THIS SCENE AND THE ONES THAT FOLLOW, TEEN ROGUE WEARS THE ORIGINAL ROGUE COSTUME, FROM HER "VILLAIN DAYS".)

ROGUE (V.O.)

You taught me everything about my mutant powers... How I could steal people's mem'ries...

X#

Avalanche falls to his knees, and Teen Rogue points at a boulder, causing it to vibrate and split apart.

ROGUE (V.O./CONT'D)

An' their powers!

DISSOLVE TO:

THE SAME - LATER (FLASHBACK)

Momma/Mystique and Rogue are in the same positions; Avalanche is replaced by Pyro. Teen Rogue touches him; he falls to his knees. She waves her arm, turning a flame into a barking, flaming dog. She loves it, childishly thrilled!

X#

ROGUE (V.O./CONT'D)

You training me for what you said would be the most important day of my life.

X#

WIPE TO:

EXT. MACINTYRE AIR FORCE BASE - NIGHT (FLASHBACK)

WIDE - EXTERIOR FENCE IN FG - Pyro blasts a hole in a wire mesh fence. Momma/Mystique, Avalanche, and Blob watch as Teen Rogue slips inside.

INT. HANGAR - CONTINUOUS (FLASHBACK)

TRACK TEEN ROGUE - as she sneaks into a hanger; a PILOT beside a B-1 bomber turns and sees her.

TEEN ROGUE

Ah'm lost. Could you help me?

She gently touches his cheek. His eyes roll back, and he falls to the ground.

PILOT

(GROAN!)

ON ROGUE - Smiling wickedly, she jumps into the cockpit.

TEEN ROGUE

(as pilot would say it)

Initiating takeoff procedure... now!

WIDE ON HANGAR - As Momma/Mystique, Blob, and Pyro run into the hangar. The room goes red as the base SECURITY KLAXONS BLARE!!!

ON CEILING - BA-BOOOOM! Super heroine Ms. Marvel (AKA "Carol Danvers" -- MODEL NOTE: USE THE BLACK UNIFORM WITH THE YELLOW SASH) EXPLODES through the ceiling, flying down into the hangar --

MS. MARVEL (DANVERS)

This ends now!

ON BLOB - pointing.

BLOB

Mystique! It's Miss Marvel!

MS. MARVEL FLIES INTO FRAME, SLAMMING Blob through a wall.

MS. MARVEL (DANVERS)

That's Ms. Marvel to you, round boy!

CLOSE ON MYSTIQUE - she smiles evilly:

MOMMA/MYSTIQUE

You won't stop me this time! If my guess is right, my "daughter" has a serious surprise for you.

WIDE - Ms. Marvel and the Villains are suddenly illuminated by:

B-1 ENGINES - BLASTING. The B-1 Bomber takes off into the sky.
Ms. Marvel steps into frame.

EXT. SKY - CONTINUOUS (FLASHBACK)

TRACK WITH MS. MARVEL - She races up and catches up to the plane.
PULL BACK as she plows right into the fuselage and out the other
side. The B-1 CRUMBLES apart.

ON GROUND - Momma/Mystique watches, anxious, hoping:

MOMMA/MYSTIQUE
(sneering at Ms. Marvel)
All right, Ms. Sweetness And Light. Get
close... Touch my beautiful daughter!

ON SKY - Teen Rogue falls among the debris. A tiny dot swoops
down in the BG, becoming bigger and bigger. It's Ms. Marvel!

MS. MARVEL (DANVERS)
Don't worry, honey.

She scoops up the frightened Teen Rogue.

MS. MARVEL (DANVERS)
I've got you.

ON GROUND - Blob, Avalanche, and Pyro run from the falling Bomber
wreckage. Mystique runs over, shouting upward.

MOMMA/MYSTIQUE
Grab her, Rogue! Don't let go this time!

CLOSE ON ROGUE - Visibly conflicted, hesitating for the briefest
moment, Teen Rogue slips off her glove and presses her palm
against Ms. Marvel's cheek.

MS. MARVEL
What are you doing -- ?

Ms. Marvel struggles, her eyes bulging with pain as energy passes
between her and Rogue.

TEEN ROGUE
Momma, somethin's wrong! Ah want to let go.

ON MOMMA/MYSTIQUE - calling up to Rogue.

MOMMA/MYSTIQUE

No! Hold on! No matter what!

JK

TIGHT ON TEEN ROGUE - holding on tight to Ms. Marvel, the energy threatens to overwhelm her. She stares intently at:

JK

TEEN ROGUE

But somethin's happening, Momma!

JK

ON MS. MARVEL'S INSIGNIA (ROGUE'S POV) - It's the zig-zag lightning bolt symbol.

TEEN ROGUE (O.S./CONT)

Ah'm scared!

JK

ON ROGUE AND MS. MARVEL - hovering in the sky, twenty feet off the ground, wavering, glowing with energy.

MOMMA/MYSTIQUE (OS)

Don't let go!

JK

ON MS. MARVEL - blacking out.

MS. MARVEL (DANVERS)

Aaaa!

WIDER - She and Teen Rogue fall from the sky, landing with a THUD. Mystique runs over to her side.

TEEN ROGUE

Why did I have to hold on, Momma? It felt bad...

JK

BLOB - stands over the unconscious Ms. Marvel.

BLOB

Hey, boss. Check out Ms. super hero!

ON THE UNCONSCIOUS MS. MARVEL - Pyro's boots step into view.

PYRO (OS)

I wonder who she is.

Pyro hunkers down into view, tearing off Ms. Marvel's mask.

JK

CLOSE ON CAROL DANVERS' FACE - as she GROANS WEAKLY.

MATCH DISSOLVE TO:

INT. HOSPITAL - NIGHT (PRESENT DAY)

THE SAME ANGLE - Carol Danvers lies unconscious in her bed. WIDEN

TO REVEAL Rogue looking at Danvers (Ms. Marvel), with Mystique lying unconscious on the floor.

ROGUE

How could you do that to me, Momma? Didn't I love you enough? You knew what would happen next...

DISSOLVE TO:

EXT. MYSTIQUE'S HIDEOUT - DAY (FLASHBACK)

WIDE - Teen Rogue flies into the sky, looping as the villains cheer (MOS) and wave. She flies into a tree, obliterating it.

ROGUE (VO)

Ah had Ms. Marvel's super strength an' her ability to fly... permanently! But that wasn't all!

TIGHT ON TEEN ROGUE - Teen Rogue is suddenly surrounded by vaporous apparitions of Carol Danvers as Ms. Marvel.

ROGUE (VO - CONT)

Ah also had her mind... trapped inside me! That's when the spells started.

MS. MARVEL/DANVERS

You stole my powers! You stole my life!

Clutching her head, Teen Rogue plummets and crashes onto the ground. Momma/Mystique runs over to her, shocked.

MOMMA/MYSTIQUE

Rogue, what's wrong?

TEEN ROGUE

Nothin', Momma. I'll be all right.

ROGUE (V.O.)

But ah wasn't.

WIPE TO:

EXT. MYSTIQUE'S HIDEOUT - NIGHT (FLASHBACK)

WIDE - Rogue's silhouette sneaks out the window. She steps from the house in the moonlight, turns back tearfully, rockets away.

ROGUE (VO - CONT)

For the second time ah had to leave the place ah called home...

TRACK WITH ROGUE - flying in the moonlight.

ROGUE (VO - CONT)

An' that's when he called out to me.

ON THE MOON - it transforms into PROFESSOR X, pressing his fingertips to his temples.

PROFESSOR X
(telepathically)
Mutant... I feel your pain... let me help you!

DISSOLVE TO:

EXT. XAVIER'S SCHOOL FOR THE GIFTED - DAYBREAK (FLASHBACK)

WIDE - Rogue flies over the mansion, landing beside Professor X, who sits in his wheelchair on the front field. He places his hand over her forehead.

PROFESSOR X
In order for you to heal... you must forget.

ROGUE
(anguished)
I can't! What's gonna happen to Ms. Marvel?

PROFESSOR X
(caring)
I am sorry, Rogue. But I cannot return her to her real body... for now I can only quiet her, for both your sakes.

DISSOLVE TO:

INT. HOSPITAL ROOM - NIGHT (PRESENT DAY)

WIDE - The now-conscious Mystique stands beside Rogue.

MYSTIQUE
That is how I lost you to Xavier and his X-Men! I swore one day I'd get you back.

Mystique embraces Rogue.

MYSTIQUE (CONT)
Today is that day, my daughter!

Rogue shoves her away.

ROGUE
You used me!

TIGHT ON MYSTIQUE - Intense.

MYSTIQUE
Xavier can't help you anymore! You belong with me, your mother.

ON ROGUE - furious, but showing her hurt as well:

ROGUE

You never loved me! I was just a weapon
for you against Ms. Marvel!

WIDE - Rogue suddenly morphs into Carol Danvers, then back.

ROGUE

(scared)
What's happenin' ta me?!

MYSTIQUE

You still have my shape-shifting power. It
will fade soon, but you can't control it.

She transforms back into Carol Danvers.

CAROL DANVERS VOICE

I'm taking over this mind... and this body --
(turns to Mystique, murderous))
So I can get at you!

XHP
XPH

She transforms into Ms. Marvel (COSTUME).

MS. MARVEL

Finally... Ms. Marvel is reborn!

MYSTIQUE

(horrified)
No! Fight her!

WOLVERINE (O.S.)

What sick sideshow's going on here?!

ON DOORWAY - Wolverine, Storm, Cyclops and Gambit stand in it.

CYCLOPS

Where's Rogue?!

ON MS. MARVEL - She changes back into Rogue, who backs up, scared.

ROGUE

Somebody make her stop!

CLOSE ON GAMBIT - shocked to see her like this.

GAMBIT

Chere!

WIDER - Rogue changes back into Ms. Marvel and grabs Mystique...

MS. MARVEL

This ends now, villain!

... and flies out the open window into the night sky.

JUN 24 1993 10:07AM FROM

6/24/93

29A

CYCLOPS

Storm..!

STORM

They will not get away!

Storm follows through the window.

ON GAMBIT - looking worried...

~~XXXX~~

JUN 24 1993 10:07AM FROM

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CUT TO:

EXT. SKY/NEW YORK - NIGHT

TRACK ROGUE AND MYSTIQUE - as they climb higher and higher into the sky. Rogue continues to shift between appearing as herself and Ms. Marvel.

ROGUE/MS. MARVEL (DANVERS)
(PAINFUL SHRIEK)

ON STORM - She flies after them, thumbing her comm-link.

STORM
Cyclops, I cannot catch them!

Jean's eyes are suddenly SUPERED over scene.

JEAN
(echoey/telepathic)
Don't worry, Storm.

CUT TO:

INT. COMPUTER ROOM/CEREBRO ROOM - SAME TIME

ON JEAN - wearing the Cerebro interface helmet.

JEAN
(telepathic)
I am monitoring all of you through Cerebro. You can't catch up with her body... But with Cerebro's help, I can catch up with her mind.

Jean closes her eyes and concentrates.

CUT TO:

EXT. SKY - SAME TIME

TIGHT ON ROGUE - Jean's face is SUPERED over her as:

JEAN
(telepathically)
Rogue! Let me inside your mind. I can help.

DISSOLVE TO:

EXT. ASTRAL PLANE - NIGHT

WIDE - A bizarre psychic landscape. All jagged lines and melted shapes, like a madman's version of Dali. Jean materializes on a knoll.

JEAN
Rogue, where are you?

Ms. Marvel appears from out of nowhere, grabbing her.

MS. MARVEL
Go away! You have no business here!

ROGUE (O.S.)
Let go'a her!

ON ROGUE - standing on a hill, all gritted teeth and balled fists.

E.C.U.: MS. MARVEL - smiling like a wolf.

MS. MARVEL
I've been waiting for this for a long time,
sister!

WIDE - They race at each other. Ms. Marvel SLAMS Rogue to the ground.

ROGUE
This is only happenin' in mah mind.

MS. MARVEL
That's exactly why it's real!

She picks up a boulder, dropping it onto her.

CUT TO:

EXT. SKY/CLOUDS - NIGHT

TRACKING MYSTIQUE AND ROGUE - Flying high in the stormy clouds, Rogue's body jerks hard, nearly dropping Mystique.

MYSTIQUE
(GASP!) Fight her, Rogue! She'll destroy
us both!

CUT TO:

BACK TO THE ASTRAL PLANE

Rogue digs her way out of the rubble. Before she can stand, Ms. Marvel karate-kick roundhouses her to the ground.

MS. MARVEL
When I defeat you here, your mind and body
will be mine!

A gigantic shadow falls over them. WIDEN TO REVEAL it's Jean, looming over them like a behemoth, grabbing each in a huge fist.

JEAN

You don't understand! If you destroy her, you're both finished!

MS. MARVEL - flexes, bursting free and flies at Rogue.

MS. MARVEL

Better to have it end like this!

ROGUE - likewise bursts free, SLAMMING INTO the attacking Ms. Marvel, grappling with her.

MS. MARVEL

(IMPACT GRUNT!) You took away everything I had, everything I ever was!

ROGUE

I'm sorry! I didn't mean to do it!

MS. MARVEL - speaks through bitter tears and gritted teeth.

MS. MARVEL

"Sorry" doesn't give me back my life!

WIDER - She WHAMS Rogue clear across the Astral Plane, then follows her at top speed.

CUT TO:

INT. MANSION/COMPUTER/CEREBRO - SAME TIME

Still wearing the helmet, Jean speaks telepathically.

JEAN

They're destroying each other!

JJB

*JJB**

CUT TO:

EXT. ASTRAL PLANE

WIDE - Rogue (FG) hovers, dazed as Ms. Marvel rockets toward her. Jean's face appears, watching them as:

MS. MARVEL

This ends now!

ON ROGUE - JEAN'S FACE HOVERING IN BG - As Jean puts a hand to her head, a cage suddenly materializes beside Rogue, and Ms. Marvel flies into it.

ON CAGE DOOR AND ROGUE - Rogue sees it, lunges for it, and slams it shut. From inside, ANGRY CRIES and POUNDING FISTS.

MS. MARVEL

(ANGRY CRIES AND SCREAMS!)

ON ROGUE - She buries her face in her hands.

ROGUE

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

Jean's face suppers over everything.

JEAN

She left you no choice.

CUT TO:

INT. MANSION COMPUTER ROOM/CEREBRO - NIGHT

ON JEAN - She struggles out of the Cerebro interface helmet.

JEAN

Jean to Cyclops: It's over. Rogue's okay.

She collapses from exhaustion, leaning against the table to keep her tenuous balance.

DISSOLVE TO:

EXT. HOSPITAL ROOFTOP - NIGHT

Rogue lands softly on the hospital roof, releasing Mystique.

MYSTIQUE

(anxious, upset)

What are you doing?!

ON ROGUE - sadly shaking her head, but mad.

ROGUE

Sorry, Mystique. Use your pitiful tricks on somebody else! I belong with the X-Men now. I don't want ta see you around here again -- ever!

TWO SHOT - ROGUE AND MYSTIQUE - Mystiques is angry, intimidating, but pleading at the same time.

JFK

MYSTIQUE

Xavier's gone! Only I can help you! Only
I could ever help you!

ROGUE

You never loved me. You only cared about
my powers. You made me... worse than a
killer!

~~XXX~~

TIGHT ON MYSTIQUE

MYSTIQUE

How can you do this to me? I raised you
like my own!

TIGHT ON ROGUE (mirroring the shot of her father - p.22).

ROGUE

Ah ain't your daughter, Mystique. Not any
more.

DISSOLVE TO:

INT. MANSION/LIVING ROOM - DAY

MATCH CUT - CLOSE ON GAMBIT - smiling, charming. He's being more
sensitive, nicer -- none of the usual leering. *

GAMBIT

(impressed)
Well, look at dis!

ON GAMBIT AND ROGUE - Rogue, dressed in her Sunday best, looking
stunning and unusually feminine, is reaching over to a table and
picking up a vase overflowing with flowers.

GAMBIT (CONT)

I hope you dress up for me!

ON ROGUE - She's subdued, but no longer struggling. She turns to him
and gently smiles, meaning what she says:

ROGUE

(heartfelt)
I'd like to sometime, Gambit...

CLOSE ON ROGUE - She looks at flowers.

ROGUE (CONT)

But I'm spendin' today with an old friend.

DISSOLVE TO:

INT. HOSPITAL - CAROL DANVERS' ROOM - DAY

FOLLOW ROGUE - Rogue places the vase overflowing with flowers on
the night stand beside Carol Danvers' bed. *

ON DOORWAY - The Older Nurse enters, stopping in her tracks at the sight of Rogue.

OLDER NURSE

A visitor? You know our Jane Doe?

UPSHOT - TIGHT ON ROGUE AND CAROL DANVERS -

ROGUE

Her name is Carol Danvers.

Rogue tenderly brushes stray strands of hair from Carol's face.

ROGUE (CONT)

We were very close.

A tear trickles down Rogue's face as she turns to go. PULL BACK as she exits, and the Older Nurse follows.

PUSH IN ON MONITOR - marked "EEG: BRAIN ACTIVITY." As before, it shows a steady, low-level read-out. Suddenly the display twitches upward as we hear a single, ominous B'TWEET! X

CLOSE ON CAROL DANVERS - Her mouth twitches ever so slightly (only a hint of movement) as we:

FADE OUT.

THE END