

X-Men: The Last Stand 2006 Film Vector Logo Free Download

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Description

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X-Men: The Last Stand (also marketed as X3: The Last Stand, or X-Men 3) is a 2006 superhero film based on the X-Men comic books published by Marvel Entertainment Group. It is the sequel to X2, as well as the third installment in the X-Men film series, and was directed by Brett Ratner. It features an ensemble cast including Hugh Jackman, Halle Berry, Ian McKellen, Famke Janssen, Anna Paquin, Kelsey Grammer, James Marsden, Rebecca Romijn, Shawn Ashmore, Aaron Stanford, Vinnie Jones, and Patrick Stewart. Written by Simon Kinberg and Zak Penn, the film is loosely based on two X-Men comic book story arcs, "Gifted" and "The Dark Phoenix Saga", with a plot that revolves around a "mutant cure" that causes serious repercussions among mutants and humans, and on the resurrection of Jean Grey who unleashes a dark force.

Bryan Singer, who had directed the two previous films, X-Men and X2, decided to leave the sequel to work on Superman Returns (2006). X2 composer and editor John Ottman and X2 writers Dan Harris and Michael Dougherty also left to work on Superman Returns, as did James Marsden, who had very limited screen time in The Last Stand before his character was killed off due to his departure from the film. Singer had not even defined the storyline for a third film. Matthew Vaughn, who co-wrote the script (though was uncredited) and was initially hired as the new director, left due to personal and professional issues, and was replaced with Ratner. Filming took place from August 2005 to January 2006 with a budget of \$210 million, and was consequently the most expensive film made at the time of its release. It had extensive visual effects created by 11 different companies.

X-Men: The Last Stand premiered in the Out of Competition section at the 2006 Cannes Film Festival, and was released theatrically in the United States on May 26 by 20th Century Fox. It grossed approximately \$459 million worldwide, becoming the seventh-highest-grossing film of 2006; it was at the time the highest-grossing film in the series and after 2018 stood as the fourth-highest-grossing film of the franchise. It received mixed reviews from critics.

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SYNOPSIS: (For the sake of continuity and uniformity, each mutant's 'human name' will be listed only once, and they will thereafter be referred to by their 'mutant' names.)

The movie opens in a quiet suburban neighborhood in the 1980's. Professor Charles Xavier (Patrick Stewart) and Eric Lensherr/Magneto (Ian McKellen) are arriving at the Grey home to both personally evaluate a potential new student for the school Xavier has established for mutants. Mr. and Mrs. Grey call their young daughter, Jean, down to speak with Magneto and Xavier. As Jean sits, Xavier senses immediately that she's telepathically reading his and Magneto's thoughts, and gently admonishes her, saying that he and Magneto are 'like her.' In a surprisingly adult-like voice for a young adolescent, Jean says she doubts either of them are like her. A second later, all the cars outside begin to levitate, much to the amazement of Xavier and Magneto. A man watering his garden gawks as the water coming out of his garden hose begins to flow straight upward. Xavier quietly asks Jean if she wishes to learn to control her immense power, or let it control her.

Ten years later, in a high-rise luxury building, a boy scrapes at his back, crying as he does so. The boy's father, Warren Worthington II (Michael Murphy) knocks on the bathroom door, concerned. He asks his son to open the door. Warren III cries out suddenly, in fright, for his father to give him one second, and starts hurriedly trying to hide what he's been doing. Several bloody rags are seen beside the sink, and Worthington hears the sound of clanking as his son rushes to hide his razor and several other sharp metal objects. Knowing something is seriously amiss, Worthington kicks the door in and sees what his son was trying to hide. Several bloody feathers are on the bathroom floor, having sprouted from bony protrusions under the skin on Warren III's back. Warren III is a mutant.

In the present day, the X-Men are in the Danger Room, Xavier's training simulation chamber, playing out a defense against a futuristic robotic attack. Peter Rasputin/Colossus (Daniel Cudmore) turns himself and Marie D'Ancanto/Rogue (Anna Paquin) into organic steel to protect them both from flying debris. Bobby Drake/Iceman (Shawn Ashmore) stops an incoming guided missile by freezing it, knocking out its heat sensors. Just then, another one comes flying in, and Kitty Pryde/Shadowcat (Ellen Page) grabs him and puts both he and herself out of phase, so the missile passes harmlessly through them.

Ororo Munroe/Storm (Halle Berry) and Wolverine/Wolverine (Hugh Jackman) note that the massive robotic entity they are training against is routing all of the X-Men. Wolverine tells Storm that the younger, less experienced of the X-Men aren't practiced and strong enough yet. Over Storm's protests that the X-Men need to work as a team, Wolverine has Colossus hurl him straight at the robot, using his adamantium claws to tear the head off the robot. The robot's head, that of a Sentinel, crashes to the ground. Wolverine walks out from behind it.

Storm and Wolverine argue as the X-Men leave the simulation room. The training exercise was meant to help the team learn to operate together and defend, while Wolverine believes in the best defense being a good offense. Wolverine also reminds Storm that he's just a substitute for Scott Summers/Cyclops (James Marsden), who's been severely depressed since his girlfriend, Jean Grey, drowned while saving the X-team at Alkali Lake.

Scott sits alone in his room, haunted by the loss. Meanwhile, Rogue has a brief spat with Iceman. She loves him, but their relationship torments her because he can't touch her bare skin safely because of her life-leeching powers. In another part of the school Wolverine finds Cyclops heading out of the school and there is a brief, but emotional, confrontation over both of them having loved Jean and are mourning her death.

Hank McCoy/Beast (Kelsey Grammer), Secretary of Mutant Affairs in the presidential cabinet, is reading a scientific magazine with articles on mutation and the gene that helps bring it about, relaxing while hanging upside down from the ceiling. His secretary announces the start of a Presidential staff meeting.

As Beast arrives at the meeting, Homeland Security secretary Trask (Bill Duke) announces that they lost a track on Magneto, but have successfully captured Raven Darkholme/Mystique (Rebecca Romijn). A surveillance camera shows her being interrogated by FBI. Mystique refuses to answer to her human name, and even when the interrogator accommodates her, she frustrates and vexes him by shapeshifting into him in order to mock him. When the interrogator loses his patience and demands she tell him where Magneto is, Mystique suddenly headbutts him and shows how, even with her wrists in heavy shackles, she is still a dangerous enemy. It takes several FBI guards to finally overpower her.

Beast is dubious about the Presidential cabinet's ability to hold Mystique, and knows that holding her will make Magneto angry, though it gives the cabinet some diplomatic leverage. But Beast realizes that diplomacy with Magneto is not why the President (Josef Sommer) called for his attendance. The President shows Beast a folder with documents that Mystique was trying to steal from the FDA when she was captured. Beast opens the file to find a series of biochemical analyses from Worthington Labs, along with a profile on a young boy named Jimmy, also known as Leech (Cameron Bright). The analyses show that Jimmy is capable of suppressing the mutant X-gene. The President tells Beast that the research is believed to be viable, and the potential effect it will have on the mutant community is exactly why the cabinet desperately needs Beast's considerable diplomatic skills, now more than ever.

Xavier is giving a lecture to mutant students in the school, discussing Mutant ethics. An example he gives is a brain-dead patient of Dr. Moira MacTaggart (Olivia Williams, uncredited). The psychic ability to transfer a human consciousness, even that of a family man with four children, and who is dying of cancer, into the body of the brain-dead man, raises serious ethical issues. Xavier suddenly pauses, staring vacantly, Outside, the skies turn darker as heavy clouds begin to gather and converge. Xavier tells his class that they'll break early and continue tomorrow.

Xavier finds Storm on the terrace; her mind heavy with troubles which were causing the sudden weather shift. Magneto is a fugitive, Beast is on the Presidential cabinet and the US President has shown a lot of goodwill toward mutants -- so, as Storm believes, the Academy shouldn't need to be in hiding. Xavier says it's not hiding as much as staying wary of the Academy's remaining enemies and protecting the students. When Xavier mentions he sees Storm becoming the new Headmistress of the academy one day, Storm freezes. She thought that Cyclops was the natural successor. Xavier says Cyclops has never been the same since Jean's death. Storm knows there's something Xavier is hiding, but he continues on toward his office without acknowledging.

Xavier and Storm find Beast in Xavier's office, and Wolverine joins them a few seconds later. The reason for Beast's visit is to report what he was shown during the cabinet meeting: a major pharmaceutical company has developed a way to suppress the mutant X-gene... and its effects are reportedly permanent. The company is calling the research a cure for mutancy, turning any mutant back into a regular human.

The impact of the discovery hits right there, as Storm reacts in outrage to the news. Storm sees the discovery as equivalent to humans calling mutancy a disease in need of treatment. Xavier quietly cuts Storm off, saying the pharmaceutical company is making a public announcement as they speak.

On Alcatraz Island, Warren Worthington II is making a public announcement about the cure. His speech carefully declares mutants to be people, just like humans, before breaking out the 'scare words' like mutancy being a disease and a corruption of healthy cellular activity. He says that any mutant who wishes to undergo the cure is welcome to. As several Academy students watch the announcement on TV, Rogue appears to listen with rapt interest. She goes to Xavier's office, where Xavier is still speaking to Storm, Beast and Wolverine about the ethical and moral dilemma brought about by the discovery. Rogue seems very eager to hear if a mutant cure is real. Storm angrily tells her that there is nothing about them that needs curing; there is nothing wrong with any of the mutants at the academy.

A group of mutants call for a meeting at a local church to discuss the issue. The leader of the meeting is looking to pursue peaceful negotiation with the government in order to protest the cure. Also attending the meeting are Magneto and John Allerdyce/Pyro (Aaron Stanford), looking to recruit angry mutants for the Brotherhood. Magneto warns the mutants at the meeting that while they try to pursue negotiation and peaceful methods, humans, especially the humans in government, will start to force the cure on them a few at a time in a divide-and-conquer strategy. Inciting some of the mutants with these warnings, Magneto gains four new members for his Brotherhood-- Kid Omega (Ken Leung), who can extend poisonous spines all over his body; Psylocke (Mei Melançon), who can teleport through shadows; Arclight (Omahyra), who can loose concussive air pressure shockwaves; and Callisto (Dania Ramirez), who can move with superhuman speed, and also sense the nearby presence, and strength, of other mutants; she knows that Magneto and Pyro are the only mutants in the building higher than class III in the degree of their powers. Magneto is particularly intrigued by Callisto's power to sense other mutant presences, and asks if she can locate a particular one for him.

A heavily armed police convoy is escorting a fortified, armored police semi-truck serving as a mobile prison, which is carrying a captive Mystique and several other mutants. Mystique is confined behind a heavy barred gate, her wrists shackled to the trailer's ceiling. Mystique taunts the guards watching over her by mimicking first the President, and then a very young girl. One guard threatens to spray her with pepper spray, and she tells him that she's going to personally kill him.

Beast arrives at Alcatraz Island to tour Worthington Labs and meet with Leech, the young boy whose DNA is the source of the cure. He is greeted by the company's chief researcher, Dr. Rao (Shohreh Aghdashloo). Beast is there to see that Worthington Labs' treatment of the young boy meets with the standards set by the Department of Mutant Affairs. Dr. Rao brings him to the room where Leech stays in order for him to meet the boy, learn the range of his mutant powers, and see for himself that the boy is being kept fully comfortable.

As Beast walks toward Leech to introduce himself and shakes hands, he pauses as he sees his outstretched hand suddenly lose its dark blue coloring, and the coarse hair around the back of his hand suddenly recede; making his hand look human. Mere proximity to Leech causes mutant powers to cease functioning as long as the mutants in question are within a certain distance of his body. Beast's hand returns to 'normal' (for him) once he turns away.

Cyclops rides down the road on his motorcycle, heading toward the Alkali Lake reservoir where Jean Grey died. As he walks onto a small natural rock jetty overlooking the lake, he hears the whispered sound of Jean's voice calling his name. Tormented by the whispering voice, he yanks off his red sunglasses and a bright beam of light shoots from his eyes, strafing along the lake's surface. When he regains control of himself and replaces the glasses, he sees that the lake is churning and a large whirlpool has formed in its center. From the whirlpool emerges a blast of water and air pressure that knocks Cyclops on his back. Regaining his bearings, he's stunned to find Jean (Famke Janssen) standing alive and well in front of him.

Jean asks Cyclops to remove his glasses so she can see his eyes. Scott is reluctant to look her in the eye because he can't control his optic blasts when his eyes are open. She gently removes his glass, and the bright red flash from his eyes slowly fades out to reveal the natural color of his eyes. Cyclops and Jean begin to kiss. As Jean starts kissing him more passionately, Cyclops' face begins to distort, causing him obvious pain.

At the mutant Academy, everyone hears the telepathic voice of Xavier calling out Cyclops' true name. Storm and Wolverine rush to Xavier's office, where he tells them to hurry to Alkali Lake.

The two of them arrive at the lake to find cloud cover hanging low over the surrounding hills and a thick fog obscuring vision. Storm clears the fog away, and she and Wolverine find that small rocks, leaves, and even dew on the leaves, levitating in the air. Storm and Wolverine split up to look around, and Wolverine turns to see one of the objects floating in the air in front of him is Cyclops' glasses. Storm yells out to him suddenly, and he finds Storm kneeling over Jean, who lies unconscious but alive.

Jean is brought back to Xavier's labs in the Academy where an MRI is run on her brain. Xavier's only theory as to how she survived the incident at the lake that should have killed her, was that her powers wrapped her in a cocoon of telekinetic energy. Jean is the only mutant Xavier has ever met whose power is ranked at Class Five, meaning there are no known limits to her powers. Making her even that much more dangerous is that her mutation is contained in the unconscious part of her mind, which even psychically enhanced mutants have very limited control over. Deeply concerned about Jean's ability to control her powers, Xavier placed a series of psychic barriers around her mind when she first came to the Academy as a teenager, isolating her powers from her consciousness... but this had an unforeseen effect, causing Jean to develop a disassociative personality disorder; causing her subconscious to manifest an entity calling itself the Phoenix. Jean was the disciplined thinking mind, while the Phoenix was pure instinct and emotion, the essence of every feeling Jean experienced, including desire, joy... and rage.

Xavier tells Wolverine that he's unsure whether the Jean that lay before them is truly the Jean they know, or the Phoenix struggling furiously to break free and take full control, and that Xavier is trying to restore the psychic barriers and cage the beast again. Wolverine rebels, warning Xavier that a caged beast often becomes angry at its confinement, and protesting that Xavier is forcing his will on another mutant, which is supposed to stand against everything the X-Men believe in and have been taught by Xavier himself. Xavier becomes defensive, telling Wolverine he doesn't need to explain his actions to anyone, least of all him.

At the headquarters of Worthington Labs, a news report is covering the mutant cure starting to become available publicly. The reporter notes that the mutant community has been split heavily over the cure's development. Some mutants are desperate to be cured, believing it's the only way they can fit in among human society, while others are offended at the cure's mere existence.

The first patient to undergo the procedure is Worthington's son, Warren III (now played by Ben Foster), who's grown into a young man. Worthington is there to witness. Just as Dr. Rao prepares to administer the injection, Warren III rebels, breaking free from the medical assistants trying to hold him steady. The camera pans slightly away from him as he breaks free, showing him spreading a pair of fully developed, beautiful white-feathered wings from his back. Telling his father that the cure, and especially curing Warren himself, was only what his father himself wanted, Warren smashes through the window and uses his wings to take flight as Angel, the mutant name he's given himself. As he soars away from the Worthington tower, Leech watches in awe from his room on Alcatraz.

The prison convoy carrying Mystique speeds down the road, to find Magneto waiting for them. Before any of the escort vehicles can react, Magneto effortlessly crushes them and sends them all flying in various directions with a few waves of his hands, then detaches the cab of the semi from the trailer, sending the cab flying as well, and the trailer skidding to a halt. The guard who Mystique had threatened is sent flying to slump against the bars confining her. Mystique immediately thrusts her legs through the bars, grabs the guard and snaps his neck. Showing remarkable agility with just her left leg and foot, she grabs the guard's keys with her foot and unlocks her heavy shackles.

Magneto easily forces open the trailer's sealed door and walks in to greet Mystique. Her capture and imprisonment served its purpose: she's learned that the source of the cure was a child at Worthington Labs, and without him, the Brotherhood is safe. Magneto unseals two confinement capsules to recruit two more dangerous mutants: James Madrox/Multiple Man (Eric Dane), who can produce unlimited duplicate copies of himself (Mystique mentions he robbed seven different banks simultaneously), and Cain Marko/Juggernaut (Vinnie Jones), a huge, hulking, powerful man who, once he takes off running and builds momentum, cannot be halted by anything.

The second guard, who'd been knocked cold when the trailer was detached from the cab, starts to come to. He reaches for a special gun, loads with a magazine of darts, and lazies up Magneto from behind him. At the last second, Mystique spots the ambush and steps in front of Magneto, her body shielding him. But firing from the guard's weapon is no bullet, but a specially designed needle. As the needle punctures Mystique's skin, she slowly slumps to the ground, shuddering and convulsing as her body begins changing, losing her natural blue coloring and scales. Magneto stares sadly at Raven Darkholme, now cured of her mutation and stripped of all her powers; a normal human again. Gratefully acknowledging that Mystique saved him, Magneto suddenly tells Raven rather coldly that she's no longer one of them. Turning his back to her, leaving her lying naked and powerless, Magneto ushers his fellow mutants out of the trailer, abandoning Raven.

News of the convoy attack quickly reaches the President. When Beast hears that the cure has been weaponized in this manner, he resigns from the presidential cabinet in protest. But he shares the President's deep concern that the cure's continued existence is only going to further aggravate relations between mutants and humans in the general populace. Beast says this is another reason why he needs to be where he belongs... with Xavier and the Academy.

Wolverine watches over Jean as she sleeps; still laying on the metal gurney; a plastic covering over her head, fitted with wires that monitor her brain activity. As he reaches out to touch her neck, her left hand suddenly grabs his wrist; the plastic covering lifting from her head. Jean's eyes open and she comes to, smiling and looking and feeling seemingly quite well. Wolverine watches as she slowly pulls several electrodes off her upper chest, and Jean notices, saying she didn't need psychic powers to read Wolverine. Slowly, sensually, Jean sits up on the gurney and starts kissing Wolverine. But what starts as a simple kiss quickly escalates as Jean starts to become aggressively passionate in making out with Wolverine. At first, Wolverine reciprocates her affections, until her fingernails slash his skin (the gashes immediately healing). Wolverine starts to remember Xavier's warnings and understands that it isn't Jean trying to seduce him, but the Phoenix; Jean's purely emotional alter-ego. This becomes more clear and obvious when she bluntly tells him that Xavier has gotten into Wolverine's head as well, 'taming' him.

Wolverine asks Jean where Cyclops is. Hearing the name 'Scott' quickly snaps the real Jean to the surface as she looks around in confusion at her surroundings. Wolverine shows Cyclops' partially broken glasses to Jean, asking her where Cyclops is. Remembering what happened, Jean's grief and sorrow quickly manifest in telekinetically wrecking the lab room. Wolverine holds her head gently, trying to get her to focus.

Suddenly Jean, looking grieved, begs Wolverine to kill her. Her inability to completely control her emotions, and the scope of her power when her emotions rush to the surface and shape her responses, make her a threat to everything and everyone around her. Desperate to keep that from happening again, Jean now wants to die and put the turmoil to rest. Wolverine stares at her, unable and unwilling to carry out her wish. He pleads with her to let Xavier help her. But in a sudden self-defense response, the Phoenix manifests again and hurls Wolverine against the wall, before ripping the door off its hinges and disintegrating it, walking out into the underground halls of the mansion.

Meanwhile, Magneto is conferring with Pyro, Juggernaut and Multiple Man. Magneto holds the gun that was used to cure Mystique. This is all the proof Magneto needs that the mutancy cure will be forced on mutant kind. He intends to use it as a lightning rod to incite more mutants to his cause, and to subjugate humanity, before humanity can wipe them out.

Suddenly Callisto tells him she's sensed a massive electromagnetic force coming from a mutant; so powerful that the mutant has to be Class Five, more powerful than anything Callisto's ever sensed before. Magneto's face freezes as he recalls the only such mutant he's met who wields such power, and asks Callisto, 'Where is she?'

Xavier and Storm find Wolverine unconscious in the wrecked lab room. Xavier is angry at Wolverine, saying he warned him about the threat Jean posed. Closing his eyes in concentration, he senses that Jean has left the mansion, but is erecting a psychic barrier around herself in an attempt to block out Xavier's senses.

Xavier, Wolverine and Storm drive to Jean's old house where Xavier and Magneto first met her twenty years ago. Magneto is there as well, complacently inviting Xavier in with him to speak to Jean, just like they did when they first met her. But as he passes by Juggernaut, he glances at Storm and Wolverine and says softly, 'No one gets inside.'

Xavier and Magneto find Jean sitting alone in her living room, her face an intense mask. All the furniture around her is levitated a foot off the ground, dropping back down as Xavier and Magneto enter. This time, however, Magneto and Xavier are opposed in their intentions for Jean. Xavier desperately tries to get Jean to understand that she needs his help to control her powers, while Magneto accuses Xavier of keeping Jean on a leash (much in the same way that Wolverine accused Xavier of the same thing). When Xavier reminds Jean that she killed Cyclops in a fit of emotion, she lashes out at them both, creating a telekinetic shock wave that hurls Magneto back out into the kitchen and shoves Xavier's wheelchair back several feet.

Wolverine decides he won't wait outside any longer, He and Storm must now fight against Juggernaut, Callisto, Arclight and Kid Omega. Storm's command of wind and lightning quickly incapacitate Kid Omega and Arclight, but Callisto's speed lets her fight back effectively. Meanwhile, Juggernaut hurls Wolverine through walls from room to room. In the living room, Xavier tries to withstand the psychic force of Jean's anger and grief, desperately trying to force a telepathic link to her to reach her, while Magneto remains pinned and helpless against the kitchen counter.

Slowly Jean rises from her chair to her feet. Xavier is lifted out of his wheelchair into the air, as the Phoenix begins tearing the whole house apart in her building rage. Jean's face twists, her eyes bulge; she looks almost like a monster. The house lifts up off its foundation, psychic winds pinning Wolverine and Juggernaut against the ceiling. Magneto shouts desperately for Jean to stop and hold herself back, but the Phoenix, in full command of Jean's body and powers now, pays no attention.

Jean raises her arms and time seems to slow. Wolverine uses his claws to pull himself along the ceiling and open a casement door that lets him see into the living room. Xavier makes a final plea to Jean, not to let her power and emotions control her, before Xavier's whole body disintegrates completely, leaving no trace of him. The house is released from the psychic storm and crashes back down onto the ground, completely wrecked.

Magneto is stunned at the seeming death of Xavier; despite their being on opposing sides of mutant ethics, and therefore technically enemies, Xavier is one mutant Magneto still loved like a brother. But with no other recourse for the immediate moment, he rises, quietly walks over to Jean and politely asks her to come with him. Jean offers no resistance as Magneto leads her away.

Storm and Wolverine make their way to the living room, finding Xavier gone, his wheelchair unattended. The scene closes with both of them weeping bitterly over the loss of their mentor.

Xavier's wheelchair is placed in his office back at the mansion, and Storm gives a moving eulogy at a memorial service at the Academy mansion, where a headstone has been placed in the back gardens. All the students at the academy attend, as does Dr. Moira MacTaggart. Some time later, Iceman goes to see Shadowcat at her room. To cheer her up, he gets her to sneak the two of them out of the mansion proper by going through the wall, and takes her to a large fountain in the back gardens, where he freezes the water into an impromptu ice rink, and they skate together on the ice. Rogue is seen watching from her room, looking not at all pleased.

Rogue has packed her bags and is leaving the mansion. Wolverine sees her as she reaches the door. To her surprise, he's not ordering her back upstairs ('I'm your friend, not your father,' he tells her), but he does urge her to think very carefully and be completely certain that she's doing the right thing, before she steps out of the front door. Rogue does take a few seconds to think after Wolverine turns away, and then she leaves.

Magneto's Brotherhood has grown into a sizable army which has built a small camp in the woods. Magneto approaches Jean as she watches the camp mutants mill about. Magneto talks about how he saw the next stage in evolution when first met Jean, and wonders why Xavier wanted to hold her back when her power was virtually unlimited. He holds up the weaponized cure gun and lets it float in the air as he speaks about this. Jean stares at the gun and it comes apart, the cartridge breaking apart until the needles float in the air and begin to turn toward Magneto. Frightened suddenly at the threat, Magneto pleads for her to stop as she smirks in delight. Finally she lets the needles drop and asks how Magneto's desires regarding her are different from Xavier's. Magneto tells her that he wants to let her grow into whatever it is she's destined to grow into, but they must fight for their freedom first, as the weaponized cure, as Magneto believes, is meant for all of them.

Callisto tells Magneto she's worried about Jean's presence; she can tell that Jean's power is completely unstable. Pyro, meanwhile, believes that Jean is still one of the X-men at heart. Pyro himself used to be, but has been loyal to Magneto since he first began his own crusade. But Pyro goes too far when he says he'd have killed Xavier if Magneto let him. Magneto quickly reins Pyro in with a stern reminder that although he and Xavier were completely opposed in their dealings with humanity, both shared the same vision of a mutant kind free from fear and prejudice, and Magneto is deeply saddened that Xavier had to die for the Brotherhood's dream to live.

Wolverine, Storm, Beast, Iceman and Shadowcat are in one of the classrooms of the Academy, discussing its future. Beast believes it might be best if the Academy ended and the students sent home. But Iceman points out that many of the students there have no home to go to, many being unwelcome among their families.

Angel suddenly enters, saying he'd heard that the school was a safe haven for mutants. Looking intently at him, Storm is moved to action; she promises to get a room at the mansion for Angel, and tells Beast to spread the word that the Academy will stay open.

Iceman goes to Rogue's room and finds it empty. He learns from Colossus that Rogue left the Academy.

Wolverine is paying respects at Xavier's headstone when suddenly he's assaulted by a psychic bombardment; Jean's subconscious voice calling out to him. Feeling drawn to it, Wolverine hurriedly packs some of his belongings to head out in search of her. Storm tries to talk him out of it, but cannot.

A line of mutants stands in front of a medical clinic to receive the cure. Across the street is a mob of angry mutants reciting a chant that they don't need a cure. Knowing that Rogue has probably come here, Iceman has come in search of her. As he stands behind the barricade where the protesting mutants stand, Pyro finds his way to him. Pyro quickly realizes why Iceman is there and taunts him about Rogue's desire to be cured. Iceman manages to hold his temper and avoid starting a fight with his one-time friend. As Iceman turns away, Pyro ignites the lighter strapped to his wrist and sends a large blast of fire to blow out the windows in the medical clinic, sending people and mutants alike scattering.

Magneto delivers a message that is broadcast on television, that the attack was only the first salvo in the Brotherhood's fight. He warns all of humanity that until the cure ceases to exist, no human will be safe, anywhere. He asks all mutants that don't want to join his fight, to simply stay out of the way, as he's strongly opposed to seeing any more mutant casualties. The President and Secretary Trask watch the broadcast in the Oval Office. The President orders Worthington Labs seized and secured, and all troops armed with cure weapons. He says if Magneto is going to war, he'll give Magneto one.

Army bases are seen mobilizing. Soldiers are ordered to turn in all metal, including bayonets and even dog tags. Cure rifles made entirely out of plastic, which will be effective against Magneto, have been made ready, along with plastic cartridge magazines loaded with plastic cure needles. Many newly armed soldiers have secured the medical clinics where the cure is still being offered. A bus drops Rogue off, and after looking around apprehensively for a moment, she quietly gets in the line.

Wolverine has tracked Jean by her scent to the woods. As he reaches the perimeter of the camp, he's attacked by some of the mutants keeping guard, including one who can project from his wrists, and then throw, spike-like projections made of horn. Wolverine defeats all the guards and infiltrates the camp where Magneto is delivering a rousing speech to incite them further. As Magneto speaks and the Brotherhood army cheers, Wolverine happens to lock eyes with Jean. She sees and recognizes him and turns away.

Wolverine follows Jean and calls out to her. She turns to face him, when suddenly Wolverine is thrust backward by an unseen force and pinned against a tree. This force doesn't come from Jean, however, but from Magneto, who'd been able to smell the adamantium inside Wolverine's body. Magneto shows that Jean is at the camp with the Brotherhood of her own accord, and surely she is far too strong for anyone, even Magneto himself, to hold her prisoner. Scoffing at Wolverine's assertion that he's only leaving when Jean comes with him, Magneto hurls him halfway through the woods to a painful crash landing.

A contingent of armed forces soldiers is preparing to converge on Magneto's base of operations. A satellite shows a thermal signature display of the soldiers moving in on a large body of mutants on all sides, surrounding them. The President notes, with satisfaction, that Raven Darkholme has provided Army intelligence with all the information they needed to conduct this raid, in retaliation for her being abandoned by Magneto. At the President's command, the soldiers charge in on all sides, their special rifles aimed.

Suddenly the thermal signatures display for the large body of mutants begin simply dropping off the satellite display. Trask and the President stare at the monitor in total bewilderment. All of the mutants merge into one Multiple Man, who condescendingly surrenders. Multiple Man made the perfect decoy so that Magneto and the Brotherhood army could slip away before the armed forces could locate them. The only question is, where have they gone.

Magneto stands the coastline overlooking Alcatraz Island, along with Callisto, Arclight, and Juggernaut. Their plan is to seize control of Worthington Labs there and kill Leech, whose DNA is the source of the cure. Worthington Labs has been able to replicate the DNA, but not generate it from scratch. As to how to get the whole Brotherhood army across the water to the island, Magneto has a plan.

Wolverine makes it back to the Academy mansion to mobilize the X-Men. The odds against them are indeed daunting-- only Wolverine, Beast, Storm, Colossus, Iceman and Shadowcat are available to fight against Magneto... and Jean being among the Brotherhood makes their strength seem unbeatable. As Wolverine, Beast and Storm prepare to suit up, Angel is seen looking out from his room momentarily.

The six available X-Men meet at the entrance to the hangar where the X-Men jet rests. Iceman isn't ashamed to hide his deep concern at how badly outnumbered they are. Stepping up to a leadership role, Wolverine acknowledges this, but says that unless they fight with their all, everything that Cyclops and Xavier died for, will die as well. Nodding, both Iceman and Shadowcat say they're in and will fight to defend what they stand for. As they prepare to board the jet, Storm has one question to Wolverine: whether he will do what he needs to do when the time comes.

Magneto breaks the Golden Gate bridge free from its moorings and moves the whole bridge to span from the spot on the coastline where his army has gathered, to Alcatraz. This is seen on satellite at the White House, to the horror and shock of the President and Trask, and all the military commanders stationed there. The Brotherhood marches across the bridge to stand just shy of a rock outcropping on Alcatraz Island.

Pyro gives the signal and a wave of Brotherhood mutants begin charging onto Alcatraz Island from the bridge. Juggernaut readies to also charge, but Magneto raises a hand to stop him, telling him that the pawns always make the first moves in chess.

The Alcatraz guards prepare their weapons, launching waves of cure needles. Magneto notes to his consternation that all of the guards' weapons and gear are plastic, rendering his own powers ineffective against them. The guards begin completely routing the first wave of mutants, using specially designed cluster rocket launchers to spray waves of cure needles. Magneto has to improvise when a cluster rocket is launched at the bridge, maneuvering several large slabs of metal from the bridge to act as shields, blocking the needles.

Magneto now moves a knight in the chess game, having Arclight step forward and use her air-pressure shock waves to shatter all the plastic weapons and cluster launchers. Magneto then deploys both his knights and his bishops: the second wave of Brotherhood mutants now begin to charge the island, turning the tide of battle. Arclight, Psylocke, and Kid Omega rush into the prison complex to find Worthington. Watching the siege via satellite, Trask and the President can only pray. Jets and tanks would be decimated instantly by Magneto and the nearest contingent of ground troops are a half hour away.

But the X-men jet has arrived. Landing on the roof of the prison complex, Storm and Wolverine lead the X-Men into battle. Storm flies in, using barrages of lightning to halt the mutant charge, allowing Wolverine, Beast and Colossus to rally the human soldiers and begin taking the fight back to the Brotherhood. Seeing Storm take flight again, Callisto gives an evil grin and moves for an ambush. Using her superhuman speed, she is able to rapidly jump onto the roof of the prison complex and leaps, tackling Storm down to the ground, where the two of them battle hand to hand. Seeing Iceman joining the battle, conjuring a wall of ice to halt a group of charging Brotherhood mutants, Pyro wants to rush forward to face Iceman, but Magneto holds a hand to stop him.

Magneto now moves a rook in the chess game, telling Juggernaut to break into the prison complex and take out Leech. Shadowcat sees Juggernaut's charge and phases through the prison wall. Running up behind Juggernaut, she phases him halfway through the floor and takes off running, phasing through walls to find Leech. But Juggernaut can play this game of tag with her and then some, easily smashing through any wall she phases through. Shadowcat temporarily outwits him by phasing through one wall and then leaping to one side, hiding as Juggernaut blindly continues his charge forward until he realizes the ploy.

Arclight and Kid Omega locate Worthington and Dr. Rao. The two of them try to escape from the mutants, only to find themselves cornered by Psylocke's ability to teleport through areas of shadow. Psylocke and Arclight seize Worthington and drag him off while Kid Omega grabs Dr. Rao, holding her against him while soothingly telling her that everything will be all right. This, of course, is a lie, as Omega then erupts his sharp quills from all over his body, killing Dr. Rao.

Shadowcat makes her way into Leech's room, gently telling him she's here to help. She takes his hand and goes to the far wall to phase through it, but finds she can't. Leech tells her that mere proximity to him nullifies her mutant powers. And the sound of smashing stone tells them that Juggernaut is closing in. Getting an idea, Shadowcat waits for Juggernaut to smash into the room, and then taunts him, verbally mocking him. Juggernaut roars in anger and charges, looking to smash her and Leech into pulp against the wall. Shadowcat leaps aside with Leech at the last second, and Juggernaut, his own powers fading as he gets close, crashes into the wall and knocks himself senseless, allowing Shadowcat to hurry Leech to safety, the long way, by running.

Arclight and Psylocke drag Worthington to the roof of the prison complex. As punishment for his inventing the cure, they are going to hurl him off the roof to his death. But as Worthington is thrown down, his son Angel swoops in, using his wings and power of flight to save him.

Outside, the Brotherhood is starting to get routed. Storm defeats Callisto by hurling her into a chain-link fence and barraging the whole fence with blasts of lightning. Magneto gestures for Pyro to help him; the second rook and the king on the chess board are marching into battle.

Magneto begins hurling all the abandoned vehicles still on the bridge, like missiles, which Pyro sets ablaze. The explosive, flaming missiles rain down on the island, forcing all of the soldiers, and the X-Men as well, to take cover. As they hunker down behind whatever cover they can find, the X-Men desperately look for a way to strike back.

Lying on the ground is a broken plastic handgun; the cartridge of needles still intact. Wolverine spots it and the X-Men have their counterattack, if they can all work together as a team. Storm provides cover by condensing water vapor into pea-soup fog around the island. Iceman begins freezing some of the flaming cars as they are hurled down, taking some of the sting out of them, and also making Pyro seethe with the desire to face his rival. Magneto sees Pyro's anger and tells him to go ahead and fight Iceman.

Pyro and Iceman square off, Pyro hurling fire which Iceman blocks with his ice beam. The battle seems at a stalemate until Pyro reaches inward and begins projecting his fire with redoubled force. The flame pushes Iceman's ice beam back until the flames seem about to engulf him. But Iceman counters by covering his whole body in ice, protecting him, then snaking his hands outward and around to grab Pyro's wrists, freezing the lighters strapped to them. As Pyro can only channel and manipulate fire, and not create it, he is now defeated. Iceman knocks him out with a headbutt.

Wolverine and Colossus walk forward as the fog clears. Colossus grabs Wolverine and, using the same maneuver as in the training chamber, hurls Wolverine at Magneto. Raising a hand, Magneto easily stops Wolverine, dragging him down to the ground, pinning him there on his back, just shy of Magneto at his feet.

But this too was a decoy; the real threat was from Beast. Having moved around and scaled the bridge, Beast leaps down, landing behind Magneto, and plunges the cure needles into him. Magneto slowly crumples to the ground, looking at the needles with horror and dismay as his powers fade and he is reverted to a normal human. Jean Grey looks on impassively as Eric Lensherr, ex-Magneto, tells her this is what humanity wants for all mutants. Wolverine and Jean lock eyes as he tells her that the battle is over.

But the arriving ground troop reinforcements from the army arrive, blindly charging and firing a massive barrage of cure needles. Jean hears their shouts and the sound of the needles launching. Fear gives way to anger, which gives way to rage, and Dark Phoenix stirs from within Jean: the queen on the chessboard. With but a dark glare, the needles and the entire contingent of reinforcement soldiers are disintegrated. The X-Men watch in horror as Phoenix begins unleashing her powers, tearing the entire island apart, indiscriminately disintegrating and eradicating anything that gets too close to her, human and mutant alike, the X-Men jet, the upper floors of the prison complex. Wolverine tells Storm that he is the only one who can still stop Phoenix. Storm leads the X-Men and remaining soldiers to evacuate the island and flee across the bridge. Shadowcat emerges from the prison complex with Leech and follows the flight. Even Eric stares in fear at what he's unleashed before also fleeing.

Wolverine begins trudging toward Jean. Phoenix turns her assault on him; the disintegrating flesh sloughing off Wolverine's body and pushing his instant regenerative powers to the limit. Finally Wolverine reaches her and stands face to face. With a look of cruel amusement, Phoenix asks Wolverine if he'd die for his fellow X-Men.

A look of sorrow in his eyes, Wolverine answers, "Not for them... for you." The emotional response jars Jean's consciousness back to the surface with a gasp. Gazing deep into Wolverine's eyes, Jean begins to cry. She tearfully begs Wolverine to kill her so she can be saved from Phoenix, and from herself. Wolverine hesitates, telling Jean he loves her, before driving his claws through her midsection. Instantly his face turns grieved, but Jean smiles in silent gratitude and peacefully closes her eyes before slumping lifeless in Wolverine's arms.

Cut to the Xavier mutant academy, Shadowcat standing before the graves of Xavier, Jean and Cyclops, the grave markers bearing their full real names. The school is back in full operation with Storm running it in Xavier's place. Marie D'Ancanto has returned, though she has voluntarily undergone the cure and is no longer Rogue. She tells Iceman it's what she wanted, as she holds his hand for the first time. Leech is now also a student at the school. Wolverine, now a full-time teacher at the academy, watches a news bulletin where the President introduces Beast, as Dr. Hank McCoy, having appointed him as the new United States ambassador to the United Nations, representing mutant interests.

In the last scene, Angel is seen flying over the still-broken Golden Gate Bridge. As he continues soaring through the air, the camera pans down from him to a peaceful park where people are engaged in playing chess. The camera pans along them to zoom in on one person sitting with no opponent, before a board on which sit metallic pieces. It is Eric Lensherr. He raises a hand toward the black queen and concentrates, and the chess piece only teeters very slightly.

In an extra scene after the closing credits are finished, Dr. Moira MacTaggart is seen walking into the hospital room of the brain-dead man. To her astonishment and shock, the man's face suddenly turns to her and says, "Hello, Moira," in Xavier's voice. Freeze on Moira's face as she softly whispers, "Charles?"