

THE OUTCASTS

CHRISTMAS SPECIAL | "CAROL OF THE MUTANTS"

WRITTEN BY

Aimee Nicole
Maddie Funderburg

Based on characters by **MARVEL COMICS**.

CREATED BY

Aimee Nicole

EXECUTIVE PRODUCER

Maddie Funderburg

PRODUCED BY

TheVPN (<http://vpn-tv.proboards.com>)

COPYRIGHT© 2011 VIRTUAL PRODUCTIONS, INC.

This script is the property of the Virtual Productions Network. No portion of this script may be performed, reproduced or used by any means, or disclosed to, quoted or published in any medium without the prior written consent of the Virtual Productions Network.

THE OUTCASTS

"CAROL OF THE MUTANTS"

MAIN CAST

MELANIE HAELOSTROM / SPIDER-GIRL.....MISSY PEREGRYM
KRISTEN SPARKS / CYCLOPS.....JESSICA BIEL
JEAN GREY / MARVEL GIRL.....FAMKE JANSSEN
KITTY PRYDE / SHADOWCAT.....EMMA ROBERTS
KARIN WAGNER / NIGHTCRAWLER.....MICHELLE TRATCHENBERG
BOBBY DRAKE / ICEMAN.....SHAWN ASHMORE
ORORO MUNROE / STORM.....HALLE BERRY
CHARLES XAVIER.....PATRICK STEWART
MARY-JANE WATSON.....KIRSTEN DUNST
GWEN STACY.....BRYCE DALLAS HOWARD
FELICIA HARDY.....ELISHA CUTHBERT

SPECIAL GUEST STARS

TONY STARK / IRON MAN.....MATT BOMER
STEVE ROGERS / CAPTAIN AMERICA.....CHRIS EVANS
JON VAN DYNE / WASP.....JAMES MARSDEN
JONNIE STORM / SUPERNOVA.....JONNIE STORM
SUSAN RICHARDS-STORM / INVISIBLE WOMAN....JENNIFER MORRISON
MAY HAELOSTROM.....ROSEMARY HARRIS
SARAH GREY.....AMY ADAMS
ELAINE GREY.....JULIANNA MARGULIES
BLACK PETER / ANTI-CLAUS.....ALEX SKARSGARD
VOICE OF BLACK PETER / ANTI-CLAUS.....MICHAEL MCCONNOHIE
SAINT NICHOLAS / SANTA CLAUS.....MICHAEL GORMAN
EUPHORIA SOLSTICE.....SCARLETT JOHANSSON

TEASERFADE IN:**EXT. XAVIER INSTITUTE - FRONT GATES - WESTCHESTER, NY - DAY**

We come in on an ESTABLISHING SHOT of the front gates of the Xavier Institute. We FOCUS ON the stone sign in front of them. It's almost completely covered in snow.

CUT TO:**EXT. XAVIER INSTITUTE - FRONT COURTYARD**

The courtyard of the Institute is covered in a thick, untouched blanket of snow. The sky is grey with clouds that send down a slow flow of white flakes that add to the winter wonderland.

CUT TO:**INT. XAVIER INSTITUTE - KITCHEN**

We come to the brightly lit kitchen where several trays of miscellaneous treats are strategically placed on counters and the large dining table. A Christmas-themed table cloth covers the wooden surface, making a beautiful sight of the normally dull-looking area.

We travel along the counter until we find *KITTY PRYDE* standing in front of one tray in particular, lifting the cookies from it and putting them into decorative tins that were obviously made by her.

KITTY

This is so much more fun than I
thought it was going to be, Miss
Munroe.

She takes a step back to admire her work.

KITTY (CONT'D)

I'm glad you asked me to help.

We CUT TO the oven where we find *ORORO MUNROE* pushing in another tray. She closes the oven and turns to face Kitty. She's smiling.

ORORO

You're doing a wonderful job.
They're turning out beautifully.

Kitty grins proudly.

KITTY
You think so?

Off that, we --

CUT TO:

INT. XAVIER INSTITUTE - MAIN LIVING ROOM

We come in to the spacious, fully decorated living room. Garland littered with bright, multicolored lights rests on the fireplace's mantle, accompanying the rather large Christmas Tree in the center of the room.

Gathered around the tree are *BOBBY DRAKE*, *KARIN WAGNER* without her *IMAGE INDUCER* and *CHARLES XAVIER*. The trio are decorating the huge evergreen.

KARIN
It has been so long since I have decorated a tree for Christmas.

She grins as Bobby passes her a sparkling green ornament ball.

KARIN (CONT'D)
Thank you for letting me help, Professor.

Xavier smiles as four different colored ornaments rise and float in front of him.

XAVIER
(warmly)
You don't need to thank me, Karin. This is your home as much as it is mine and the others'.

BOBBY
Yeah! We're like, a family now or something.

Bobby places another ornament on the tree as *KITTY* and *ORORO* emerge from the kitchen.

ORORO
I think the same thing when I see everyone together like this, especially considering the time of year.

A gentle smile creeps across her lips.

ORORO (CONT'D)

The cheerfulness that seems to follow you all, and the peace that has prevailed if only for a short time.

She looks towards the wide, uncovered window where we can see two females outside.

ORORO (CONT'D)

Even someone as burdened as Kristen is smiling.

On that, we can't help but to --

CUT TO:

EXT. XAVIER INSTITUTE - FRONT COURTYARD

We come to *JEAN GREY*, clad in her X-Jacket and a yellow and green scarf, holding a string of Christmas Lights in her hands. Beside her is a tall, metal ladder.

We DRIFT UP the ladder to find *KRISTEN SPARKS*, in her X-Jacket and her visor. She's busy placing the lights along the edge of the awning. It seems to be the only thing left to decorate on the mansion's exterior.

KRISTEN

After this, I think we're done. Except for the bushes and the fountain, but Bobby wanted to do that.

(beat)

Then we can go pick up the kids and head out.

(quieter)

If you're still up for it, that is.

We ANGLE DOWN on Jean as she smiles up at Kristen.

JEAN (O.S.)

Of course I'm on board.

She casts her gaze back down on the lights and narrows her eyes. One of the bulbs is out.

JEAN (CONT'D)

Dammit, we *just* bought these and there's a light out?

She lets out an exasperated sigh. Holding the string of lights in one hand, she leans over and picks up the box they came in.

JEAN (CONT'D)
Made in China -- go figure.

Kristen raises an eyebrow and reaches towards Jean. The redhead gives her a skeptical looks but hands them over anyway.

Kristen positions the blown bulb in her hand and briefly plays with the unseen dial on her eye accessory. She fires an extremely thin and heavily concentrated OPTIC BLAST at the wiring for only a second or two, melting them together. When the blast is cut off, the light is completely intact -- and fully functional.

With an almost cocky smirk, she hands them back down to Jean. The older female grins, clearly impressed.

JEAN (CONT'D)
(fake Southern accent)
Be still my beatin' heart, Miss
Sparks, I do declare you the
handiest person I've ever met.

Kristen grins, mockingly tipping her head slightly.

KRISTEN
(fake Southern accent)
Thank ya' kindly, ma'am.

We FAVOR ON Jean's face as she smirks and cocks an eyebrow, then we --

CUT TO:

INT. HAELSTROM RESIDENCE - KITCHEN

We come in on the digital timer of an oven. Making no note of the time, we DRIFT UP to find *MAY HAELSTROM* mixing something in a large bowl that she hugs with one arm to hold it above the counter.

She looks over her shoulder and we --

PAN LEFT to find *MELANIE HAELSTROM* and *MARY-JANE WATSON* working diligently at the kitchen table.

PUSH IN closer to them as Melanie presses a snowman-shaped COOKIE CUTTER into the uncooked dough on the sheet.

Next to her, Mary-Jane uses her finger tips to scatter snowflake-shaped sprinkles onto the light blue icing covering each of the freshly baked cookies in her tray.

MAY

Melanie dear, are you almost finished cutting those?

MELANIE

Almost. I can't decide. More snowmen, or should I start doing Christmas trees?

MARY-JANE

Snowmen are overrated. Christmas trees are tradition.

Melanie looks up at her and cuts another Snowman-shaped cookie out of the dough.

MELANIE

(teasing)

I think you're just bitter because my sidewalk snowman was better than yours.

She reaches for the Christmas tree-shaped cutter.

MELANIE (CONT'D)

Not my fault you didn't come prepared with carrots and a top hat.

MARY-JANE

Of course. Allow me to search my magical rainbow trunk for a carrot, top hat, and coal next time. And besides, my snowman had candy for facial features which was brilliant up until the birds ate it all.

MELANIE

I'm a genius. Birds *hate* vegetables.

(beat)

Actually, they probably don't, but--

MAY

(playfully)

Am I going to have to remove you from my assembly line?

Melanie looks over at May and knits her eyebrows together in mock anger.

MELANIE

Why must you always si--

She glances up at the clock hanging over the opening to the living room. Her eyes widen, and her expression turns apologetic.

MELANIE (CONT'D)

Aww *man*. I gotta go, I'm so sorry

She pulls off her apron and sets her cookie cutter down.

MELANIE (CONT'D)

The Bugle wants me to take pictures of Spidey with the Avengers today and if I don't get them, Jameson's gonna have my behind on a silver platter, and we can't have that 'cause I prefer gold.

MARY-JANE

So Spidey is going to be kicking butt and taking names next to the Avengers? Count me in!

(to May)

Come with us, Granny!

Mary-Jane begins to pull her apron off as well, but --

MELANIE

Well, not *really*. It's gonna be pretty boring, she's just handing out gifts to homeless kids and orphans. No butt-kicking today!

An excited grin spreads across the redhead's face.

MARY-JANE

Awww! Then if she's gonna be doing that, I *have* to come. I have been a good girl all year and I think I've earned a trip to see Spidey being all cute with kids.

Melanie shifts uncomfortable and rubs the side of her neck with a crooked smile.

MELANIE

Well, uh...I mean, you can come if you want, but...uhm, I won't be able to be around you. I have to be in a different area than the normal...people.

MARY-JANE

C'mon, Lani! You can't keep Spidey
all to yourself, you need to share!
Now stop being a silly nanny and
let's go!

Melanie sighs, defeated. She knows Mary-Jane isn't going to let it go.

MELANIE

Alright, alright. Grab my camera
from the chair next to you and come
on.

(beat)

You coming with us, grandma?

May smiles and shakes her head.

MAY

I don't think so. You girls run
along, I need to go to the grocery
store and pick up a few things so
we can keep baking tonight.

As Melanie and Mary-Jane gather their things, we --

FADE TO:

EXT. THE NORTH POLE - UNKNOWN LOCATION - DAY

A quiet village dressed in an elaborate display of Christmas lights and decorations. It looks peaceful and almost perfect, as if straight from a Christmas card. Snow covers the ground and the roofs of houses, and a candy cane-striped pole stands tall at the entrance to the town.

We PUSH IN on the top of the pole where we find a white sign that reads, in bold red lettering: "**THE NORTH POLE**".

We DRIFT DOWN to ground level again and notice that the snow-hidden streets are empty and it's dead silent. Strangely, though, nothing seems to be wrong, until --

ZZZT. A disturbance stirs in the air, creating a dark mist resembling a cloud hovering too low to the ground. Bright blue electrical strings zap around it. It seems to be some sort of PORTAL --

A dark HUMANOID FIGURE emerges from the mysterious mist. He's armored completely in dark plate that appeared to be frozen in some places. Jawless skulls decorate various pieces of the armor.

A dark, torn and tattered cloak blows in the wind behind him, and on his head sits a helmet with five spikes, the center bigger than the rest. His eyes glow a light, but terribly ominous, blue and his mouth is heavily shadowed by his plate headwear. He is ANTI-CLAUS (Black Peter).

CLOSE ON his mouth and as a devilish smirk crosses over his lips, we --

BLACKOUT:

END OF TEASER

ACT ONE**FADE IN:****EXT. ROCKEFELLER CENTER - MANHATTAN, NY - DAY**

We come to the crowded area, the sound of excited children and chattering of adults filling the air. The numerous flags blow in the light breeze, but are outshined by the gigantic Christmas tree standing proud in the center behind the golden Prometheus statue.

We PAN DOWN to the ground to see the many people gathered at the center, and gathered in front of the statue are a handful of easily recognizable HEROES.

In the middle of the small group stands a man in a red-and-gold suit of titanium alloy. He is IRON MAN (Tony Stark).

To his left is a man decked completely in red, white and blue with a red-and-blue Vibranium shield on his back. He is CAPTAIN AMERICA (Steve Rogers).

To Iron Man's right is a man in black and yellow, a pair of insect wing on his back. He is WASP (Jon Van Dyne). Next to Wasp are SUPERNOVA and the INVISIBLE WOMAN.

We watch as a small boy and girl dressed very raggedly approach of the red-and-gold Avenger. Iron Man leans down, handing a green-wrapped present to the boy and a red-wrapped one to the girl. Their faces immediately light up as though it's the first time they've ever been handed a gift.

ANGLE OVER TO Supernova as she crouches to hand a YOUNG BOY (#1) a gold-wrapped gift. He smiles brightly, and she returns the gesture.

SUPERNOVA
Merry Christmas, sport.

He hugs it tightly to his chest.

YOUNG BOY
Merry Christmas!

Supernova raises back to her full height and Invisible Woman puts a hand on her shoulder.

INVISIBLE WOMAN
I told you that you'd like this.

The human torch smiles and reaches for another gift.

SUPERNOVA

I may not want them myself, but
they are pretty cute.

She hands it down to another small boy, who looks just as happy as the rest.

SUPVERNOVA

(to the boy)

Merry Christmas, little guy.

(to Invisible Woman)

It just sucks this is all they get.

I mean, dad really sucked at
Christmas after mom died, but it
was still better than this.

(beat)

Because of you.

The Invisible Woman smiles and wraps her entire arm around
Supernova's shoulders.

INVISIBLE WOMAN

You being out here with us and
giving to them is making their
Christmas better.

CLOSE ON Supernova's face as she smiles, but it quickly turns
into a grin and --

SUPERNOVA

About time, webhead!

We're THROWN BACK as *SPIDER-GIRL* lands in a crouch in front
of the other heroes. She stands up and turns to face them.

IRON MAN

Fashionably late, as always.

SPIDER-GIRL

You know how business goes, Irony.
Always somethin'.

SUPERNOVA

What was it this time? Someone
steal Santa's toy bag?

SPIDER-GIRL

And you wonder why you get coal all
the time, non-believer.

FAMILIAR FEMININE VOICE (O.S.)

Spidey?

PAN AROUND as Spider-Girl turns to find MARY-JANE standing with a smile on her face and her arms crossed over her chest to hold her heavy jacket closed.

SPIDER-GIRL

Well if it isn't MJ Watson. What are you doing out there? Shouldn't you be getting the milk and cookies ready for Big Red?

Mary-Jane smirks and shrugs her shoulders slightly.

MARY-JANE

That's been put on hold. You need help giving these out?

Spider-Girl turns and looks over her shoulder at Iron Man. He nods his head once and she returns to Mary-Jane.

SPIDER-GIRL

We sure do! Step right up, princess. We've got Christmas to save!

As Wasp hands over a few gifts to the two females, we PULL BACK slowly until we finally --

CUT TO:

INT. MIDTOWN ICE-RINK PLAZA - MIDTOWN MANHATTAN - DAY

We come to a large, open room where an ice-skating rink covers most of the floor. Surrounding the rink is an area to rent the skates, and many different types of concession stands. Bright, multicolored Christmas lights decorate the large room as well. The building is rather crowded, mostly with teenagers and young adults.

However, we PUSH IN on Kristen as she holds on tightly to the rail with JACK and CHRIS (see "Protect and Serve") hugging her legs. She stands near the ice, but has not yet stepped onto it.

KRISTEN

Okay guys, you're going to have to let go of me if we're going to get out there.

She points out at the ice and we FOLLOW her direction to find JEAN in the middle of the rink with MATT and BRIAN (see "Protect and Serve"). They are making gestures with their hands to encourage the redhead.

KRISTEN (O.S.) (CONT'D)
See? They're beating us. You don't
want them to beat us, do you?

We CUT TO Jean and the two boys as she stumbles on the ice.
She manages to catch herself before she falls, but --

BRIAN
No, no, that's wrong!

MATT
Yeah! Here, like this!

The two boys separate, each going to one of Jean's sides.
They take her hands and carefully lead her forward.

BRIAN
Watch us! See?

PAN OUT as Kristen, Jack and Chris glide over to them and
stop with a relatively safe distance between the two groups.

Kristen grins playfully.

KRISTEN
(teasing)
Already getting schooled?

Jean sticks her tongue out at her.

JEAN
I like these lessons, so hush and
come skate too.

A bright grin bursts onto Jack's face without any warning. He
looks between them, excitedly.

JACK
We should race!

KRISTEN
I don't know, guys. You might get
hurt.

JACK
Then you race with Jean! You guys
are big kids! You won't fall!

JEAN
Hey wait, why am I being
volunteered to race Kristen?

CHRIS

Because no one else is grewed up
like you!

Kristen smirks.

KRISTEN

He has a point.

JEAN

(with a grin)

Fine. I'm man enough to take you
on.

KRISTEN

How about from here to the edge?

She looks around for a moment, thinking.

KRISTEN (CONT'D)

One side to the other probably
isn't a good idea. We might hit
that group over there. We could
cross the middle, but --

JEAN

(interrupting)

Then we could fall on our asses and
be in everyone's way.

(hinting)

Personally, I wanna stop analyzing
everything and just have some *fun*.

BRIAN

Yeah! Just go! If you take too
long, then Jean automatically wins!

JACK

(nodding excitedly)

You don't want *her* to beat you, do
you?

Kristen looks from Jack back to Jean and slowly glides
backwards a small distance. She raises a challenging eyebrow.

KRISTEN

Let's go then.

JEAN

Hoo-boy. Shiiii-uuuff...*stuff* just
got real.

On the two looking at each other as Kristen grins, we --

CUT TO:

INT. MIDTOWN SHOPPING MALL - MIDTOWN MANHATTAN

We come in on a CLOSE UP of BOBBY'S face as he looks awfully skeptical about something. His hand covers his mouth and his eyebrows are knit together; he's thinking. After a moment, he pulls his hand away and his skepticism is replaced with distress.

He turns and we PAN AROUND to find KITTY and KARIN, with her IMAGE INDUCER activated, standing behind him.

BOBBY

Now I understand why my mom always waited until last minute to do this. Shopping is *hard*.

(beat)

I have no idea what to get Jean.

KARIN

Get her somezing, like, girl stuff.

Bobby stares at her.

BOBBY

Girl stuff? GIRL STUFF?! Are you *trying* to get her to beat me up?

KITTY

We're talking about Jean, not Kristen.

BOBBY

Kristen wouldn't beat me up. She'd give me that *look*. You know, the one where her eyes say that she knows where I live and she's not afraid to hurt me?

KARIN

But Bobby, you cannot see her ey--

BOBBY

(interrupting)

Ah-ha! I know! Do they have shirts that say, "I like to sexually harass my boss"?

Kitty crosses her arms and looks directly at him. He grins.

BOBBY (CONT'D)

Gag gift?

Off the girls' unamusement, we --

CUT TO:

INT. MIDTOWN ICE-RING PLAZA - MIDTOWN MANHATTAN

We come back to KRISTEN as she pulls herself up from the rink floor with the railing to the sounds of JEAN'S and the BOYS' hard laughter. She balances herself, briefly placing her hand on her back as she straightens her body up.

She places it on her hip and raises her eyebrow at Jean, a half grin on her lips.

KRISTEN

Are you finished?

JEAN

(breathless)

Not quite.

She laughs even harder and puts her hand on her stomach. She arches her back slightly but the movement causes one of her feet to slip forward and sends her ass-first to the ice.

Shock takes over Kristen's features for only a second, her jaw dropping slightly before she bursts into laughter with the rest of them.

She starts to lean down to help Jean up, but she loses her balance again. She drops to her knees, hitting the ice hard and she catches herself with her arm out of reflex, hovering over the redhead.

She pushes her lips into an "O"-shape and blows out a breath slowly but her grin quickly returns.

KRISTEN

Okay. That was my knee.

Jack comes up behind Kristen and grabs one of her shoulders. He yanks her back, only succeeding after several tugs.

JACK

Off, off!

She puts her hands in the air, mocking defeat.

KRISTEN

Alright, alright, champ. I'm off.

Brian, Matt and Chris help pull Jean up as Jack wraps his arms around Kristen's neck from behind and hugs her.

JACK

This is the bestest Christmas ever,
Krissie.

Kristen turns her head to face him and gives him a warm smile.

KRISTEN

Speaking of Christmas, what do you
guys want?

The group finally gets back to their feet, each of the kids looking extremely thoughtful. Then --

CHRIS

A airplane! But not people
airplanes. I want the superhero
airplane!

JACK

Like the X-Mans!

CHRIS

Yeah!

JACK

I want an eye-thingy like Cy'cops!
I want to go pew-pew too!

Kristen looks over at Jean, who is covering her mouth with her hand, giggling like a school girl. As Kristen's smiles and returns to the kids, we --

CUT TO:

INT. XAVIER INSTITUTE - MAIN LIVING ROOM

We come in on XAVIER and ORORO sitting on opposite sides of an expensive, elegant wooden chess table. They seem to be in mid-game, as well as in the middle of a conversation.

ORORO

It's very thoughtful of you to get
the students' parents rounded
together for Christmas Eve,
Charles.

She gives him a warm smile as she moves one of her pieces into another spot on the board. He returns the expression.

XAVIER

None of them have seen their families since they started here. It would be good for them to see them again while they're on break.

(beat)

Though I do believe Karin is going to be most surprised that we were able to fly her adoptive mother in from Germany.

ORORO

It is all so wonderful, Charles, and Dr. Solstice using her own resources to make that happen...

Ororo raises an eyebrow slightly.

ORORO (CONT'D)

It changes my original view on her quite a bit.

XAVIER

Yes, she *does* have quite the way of surprising people.

(beat, softer)

Unfortunately, we were unable to make any headway in finding Kristen's family. All we were able to uncover were the names of potential family members.

ORORO

Potential? You mean..?

XAVIER

(with a sigh)

They may not even have a relation to her at all. But I fear that even if we knew they were her family, she wouldn't even know them.

ORORO

Why do you say that, Charles?

XAVIER

Kristen was abandoned at birth. She doesn't kn--

Xavier grits his teeth suddenly, holding the side of his head in his hand.

ORORO
(worried)
Charles? What's wrong?

XAVIER
Cerebro has picked up some kind of
disturbance somewhere up North.

ORORO
What is it? Erik?

XAVIER
I'm not certain. We need to
assemble Spider-Girl and the X-Men
immediately.

Off that, we're forced to --

BLACKOUT:

END OF ACT ONE

ACT TWOFADE IN:**EXT. SKY SHOT - DAY**

We come in on the BLACKBIRD X-JET soaring high in the dark, grey sky. The clouds are thick and a heavy fog obscures most of our vision.

CUT TO:**INT. BLACKBIRD X-JET - SKY**

We're at the front of the X-JET, looking straight at the entire cabin. *CYCLOPS* and *MARVEL GIRL* head the group in the pilot seats, while *ICEMAN* and *SPIDER-GIRL*, *NIGHTCRAWLER* and *SHADOWCAT* sit behind them in the respective orders. In the very back, *STORM* sits alone.

SPIDER-GIRL

(singing)

Jingle bells, goblins make hell in
Spider-Girl's life. Magneto's group
smells like poop and X-Men say "oy
vey".

CYCLOPS

Will you *shut up*? I can't hear
myself *think*.

SPIDER-GIRL

Ask Marvel Girl, I'm sure she can
tell you what you need to know.

CYCLOPS

Need I remind you that you're
sitting on an ejector seat?

SPIDER-GIRL

(mumbles)

Scrooge. The North Pole is supposed
to make people happy, not grumpy.
Another mark for Santa's naughty-
snotty list.

Cyclops clenches her jaw, but ignores her. Instead --

CYCLOPS

The professor said Cerebro detected
something off up here.

SPIDER-GIRL

Yeah, your attitude when it's almost Christmas. That's what.

CYCLOPS

(calmly)

Spider-Girl, close it or I will do it for you.

SPIDER-GIRL

Alright, alright.

CYCLOPS

Thank you.

SPIDER-GIRL

(quietly)

Grinch.

As the others in the jet snicker quietly, Cyclops grits her teeth and tightens her grip on the control yoke.

MARVEL GIRL

(playfully)

Alright Cindy Lou Who, don't make me get involved.

ICEMAN

And who are you supposed to be? The dog with the antler on his head?

MARVEL GIRL

Aww, sweetie...that's you.

SPIDER-GIRL

At least I make her heart grow three times its size. You lead her off a cliff.

ICEMAN

Shut up, man.

CYCLOPS

(stern)

Enough. Unless you've forgotten, we're here for a reason.

MARVEL GIRL

To frolic and play?

Cyclops shoots Marvel Girl a look, then --

CYCLOPS

We're not sure what's going on here, but all the professor wants us to do is check it out. We don't engage *anything* until we know more. Understood?

On the silence of the jet, she continues --

CYCLOPS (CONT'D)

As soon as we exit the jet, I want diamond formation. We need to take in our surroundings without being exposed.

(beat)

Iceman, Storm and Spider-Girl, if at all possible, you three are on aerial recon.

We watch as she pushes the control yoke forward and the jet begins its descent.

CYCLOPS (CONT'D)

Cyclops to Blackbird: Prepare for landing.

(beat)

Storm, clear the air for me. It's getting too thick.

STORM

Of course.

As her eyes lose their blue irises to a solid white, we --

SMASH CUT TO:

EXT. THE NORTH POLE - UNKNOWN LOCATION

SPIDER-GIRL and the X-MEN stand in the middle of the quiet, empty village. They look around, each of them displaying some sort of confusion. Nothing seems to be wrong, and no one but them is in sight.

SHADOWCAT

Anyone else feel trolled right now?

CYCLOPS

We've searched everywhere by foot. The Aerial Team searched everywhere within a three mile radius.

(beat)

Nothing is wrong here.

(MORE)

CYCLOPS (CONT'D)

It's abandoned, but it seems to have been that way for a while. It's not the reason for Cerebro's signal.

NIGHTCRAWLER

Maybe it had a...how do you call it? A glitch?

SPIDER-GIRL

It's possible. Unlikely, but possible.

(beat)

But we can't argue with the facts. Cyclops is right. There's nothing wrong. My Spidey-Sense can't pick anything up, either.

Marvel Girl steps between Spider-Girl and Cyclops.

MARVEL GIRL

I might have an idea, but I might end up breaking into some of your minds.

CYCLOPS

Go for it. It won't hurt to try.

Marvel Girl nods and closes her eyes. She falls completely silent and we PUSH IN on her face. We watch her eyes move rapidly beneath her eyelids and she alternates between tightly and loosely shutting then. This goes on for several moments, then --

SPIDER-GIRL

Heelllloo? Marvel Girl? ET phoning home!

Marvel Girl's eyes SHOOT open and we notice that her eyes are a fiery red-ish orange.

We're THROWN BACK as the village around them appears to BURN away to reveal a much larger, much more elegant CITY. Tall, buildings that look as if they came straight from a Christmas movie. The only problem is that it's much, much darker.

The streets are made of dark stone and lining them are awkwardly bent poles with green-flamed lanterns dangling from them. There are no bright lights or decorations along the haunted-looking city, and it's extremely dark and stormy compared to the previous weather conditions. The buildings seem to be frozen and uninviting.

Several small, ELVEN people that barely reach knee-height hustle about the city, busy. However odd, nothing seems off or disruptive about the behavior.

Spider-Girl looks over at Marvel Girl.

SPIDER-GIRL (CONT'D)

What the blazes?

MARVEL GIRL

...Santa granted me my Christmas wish?

Cyclops approaches a small group of male Elves who all turn to look up at her. Their eyes glow a mysterious, bright blue. It doesn't seem right, but it goes by unnoticed to the unfamiliar brunette.

CYCLOPS

This *is* the North Pole right?

ELF #1

Sure is! What can we do for yeh?

CYCLOPS

We got a signal that something was going on up here.

She looks around, but can't seem to find a sign of something amiss.

CYCLOPS (CONT'D)

We're not familiar with this area at all -- is everything okay?

Each of the Elves nods, giving her a look as though they think she's stupid.

ELF #2

Everything's fine up here! Say, how'd you get in here, one-eyed one?

CYCLOPS

It's of no concern.

(beat)

You sure nothing is going on here?

ELF #1

That's right! You've been dooped!

SHADOWCAT

Really? We got out of that long
line at the mall for a *false*
alarm?!

ICEMAN

Man. I have to go shopping *again!*
Thanks a lot Professor.

CYCLOPS

It's better to have come for a
false alarm than to have ignored a
potential emergency call.

(to the Elves)

We're sorry for trespassing. We'll
be leaving now.

As the miffed mutants and Spider-Girl turn away, we --

SMASH CUT TO:

INT. XAVIER INSTITUTE - KITCHEN - DAY

The kitchen, which has since been set up like a sort of banquet. Tables clothed with a Christmas feel, loaded up with all sorts of sweets and other foods. Some are dedicated to drinks; punch, sodas, and even coffee.

Xavier mingles with a familiar man and woman, as well as four other, unfamiliar women.

CUT TO the middle of the group and find that the familiar pair are *THERESA* and *CAMERON PRYDE*. Standing beside them is a woman with dark brown hair and dressed rather casually. She is ELAINE GREY, the mother of *JEAN GREY*. Beside her is a much younger woman with bright red hair and hazel eyes. She is SARAH GREY, the older sister of *JEAN GREY*.

A blonde woman stands beside a black-haired, much taller woman. Respectively, they are CYNTHIA DRAKE, the mother of *BOBBY DRAKE* and MARGALI SZARDOS, the adopted-mother of *KARIN WAGNER*.

All of them look happy, if a little nervous. The quiet chatter continues until --

A loud *GASP* comes from somewhere off-screen.

KARIN (O.S.)

Mami?!

Margali turns and we PAN AROUND to find the civilian-clad X-MEN standing in the doorway to the kitchen.

KARIN, IMAGE INDUCER activated, grins widely and sprints across the kitchen. She throws her arms around the tall woman and the two embrace tightly.

MARGALI

Karin, my dear, I've missed you so!

KARIN

I've missed you too, Mami!
How...how did you get here?!

Margali pulls away from her and smiles warmly.

MARGALI

Your professor flew me here from Germany.

They both turn to face XAVIER, who can do nothing but smile at the two.

KARIN

Danke, Professor! Zis vas such an amazing surprise! You are ze best!

As Bobby and his mother embrace in the background, we ANGLE OVER TO Elaine and Sarah as they approach a grinning Jean. The two embrace the mutant one at a time, the excitement reflected in all of their eyes.

ELAINE

It's great to see you, Jean.

JEAN

(jokingly)
You mean outside of a padded cell?

Elaine's expression suddenly changes to a look of guilt, but Jean shakes her head, the grin never faltering.

JEAN (CONT'D)

It was a joke, mom.

SARAH

How've you been, little sis?

JEAN

Not too shabby. I...

Her voice trails off as she looks around. We PAN AROUND to see that Kristen has disappeared. On Jean's slight confusion, we --

CUT TO:

INT. XAVIER INSTITUTE - KRISTEN'S ROOM

KRISTEN as she sits on the edge of her bed, holding her visor in her hand. She twists it around in her fingers, concentrating on it. Her face is blank and her jaw is set. She's deep in thought. She looks up towards the window for a brief moment, and then --

KNOCK. KNOCK. The sound of someone at her door jars her from her own world and forces her back into reality. She looks over at the door, a frown on her lips.

KRISTEN

What do you need?

ORORO (O.S.)

Kristen? It's Miss Munroe. I was wondering if you cared for some company?

Kristen looks away from the door and casts her hidden gaze on the floor. The truth is, she does, but admitting it is hard. She stays silent.

ORORO (CONT'D)

It is fine if you want to be alone, but just know that I'm here if you change your mi--

KRISTEN

(interrupting, softly)

You can come in.

The door opens slowly, revealing ORORO as she steps into the room with a smile on her lips. She closes it behind her and moves to Kristen.

ORORO

Do you mind if I sit?

Kristen shakes her head and moves over to clear a spot for her teacher. The older woman sits down and crosses one leg over the other, her hands laying to rest over her knee.

ORORO (CONT'D)

You've seemed troubled since we left the North Pole. Is something bothering you, Kristen?

Kristen grips her visor in one hand and cups her chin with the other thoughtfully.

KRISTEN

Something *was* wrong up there.
Cerebro didn't glitch.

(beat)

But I couldn't pinpoint what it was, and charging in there unprepared would have been irresponsible. Leaving was our only option.

ORORO

You did what any good leader would have, Kristen. Team safety is first.

Kristen sighs, frustrated.

KRISTEN

I know, but I should have familiarized myself with the area before we left. If I had, I would have been able to get to the bottom of it. We would have had a game plan, we --

ORORO

The North Pole has been a mystery to the entire world for as long as history has been recorded.

(beat)

Very little is known about it, Kristen. Familiarizing yourself would have been difficult if not impossible.

She puts her hand on the brunette's shoulder.

ORORO (CONT'D)

(gently)

Don't be so hard on yourself, child. Sometimes things don't go our way and no one is to blame.

Kristen nods slowly, accepting her words. She lets out a deep breath through her nose and returns her attention to the floor.

ORORO (CONT'D)

Are you sure you don't wish to join us in the kitchen? We're going to prepare a Christmas Eve dinner for everyone.

KRISTEN

I'm sure, but thank you.

Ororo nods and stands, makes her way to the door. She puts her hand on the knob, then turns her body to face Kristen. She smiles.

ORORO

I want you to know that you don't have to feel alone, Kristen. You have a family with us.

Ororo quietly leaves and shuts the door behind her, leaving Kristen to soak in her words.

PUSH IN to the brunette's face. As the corners of her lips curve up into a small smile, we --

CUT TO:

INT. XAVIER INSTITUTE - MAIN LIVING ROOM

The parents and students sit around the main living area. All are chatting away amongst themselves.

PUSH IN on the group sitting on the couch and the adjacent love seat. ELAINE, JEAN, SARAH, BOBBY and CYNTHIA.

SARAH

(grinning)

So, were you guys on some top secret mission or something when we got here?

JEAN

Or something.

BOBBY

Yeah. Cerebro sent us on a wild goose chase and proved Santa doesn't exist.

He cuts his eyes to look at Jean who is raising her eyebrow at him.

BOBBY (CONT'D)

I mean, I *knew* he didn't, but still. Way to ruin Christmas.

ELAINE

Actually, he *does* exist.

Jean, Bobby, Sarah and Cynthia all look at the eldest Grey.

SARAH

Really, mom? Aren't we too old for you to try and keep this charade up?

ELAINE

No, it's true, but it isn't like you think.

She brings a ceramic mug up to her lips and takes a sip of the steamy contents. She sets it down on the end table beside her and crosses one leg over the other. She takes a look at each of them.

ELAINE (CONT'D)

Santa was a God-like being named Jolnir, though he was more commonly known as Father Winter. He was a good man, and never did any wrong to anyone or anything.

(beat)

But the Universe needs balance, there can't be too much good or too much evil. So, the Goddess known as the Phoenix used her own power to split Jolnir into two separate, less powerful beings.

She takes a look at each of their listening faces to ensure that they're still following her, then --

ELAINE (CONT'D)

There was Saint Nicholas, the man we now call Santa. He was a God of Happiness, a man with a spirit to give and love.

(beat)

But there was also Black Peter, a man commonly referred to as the Anti-Claus. He's a God of Misery and a hateful man with the desire to take and destroy.

BOBBY

Anti-Claus? Why don't we ever see *him* around?

ELAINE

Because he works in the shadows, far away from any human, or Godly, contact.

(MORE)

ELAINE (CONT'D)

The books say that before he disappeared, he vowed to Saint Nicholas that one day he would destroy everything precious to him and bring misery to the entire universe, starting with the place that Nicholas love the most.

(beat)

Which, legend has it, is Earth.

SARAH

(jokingly)

Getting coal in your stocking is one thing, but damn. It's like Christmas just became a battlefield.

We PUSH IN on Jean and Bobby as they look at each other with a sense of realization.

JEAN

(to Sarah)

You have *no* idea.

Off that ominous feeling, we --

BLACKOUT:

END OF ACT TWO

ACT THREEFADE IN:**INT. CAFE INDIGO - DOWNTOWN MANHATTAN - DAY**

We come in to the lightly decorated Cafe that's full of people carrying several bags from numerous stores, filled no doubt with last minute Christmas gifts.

PAN LEFT to a table in the front corner of the cafe that has an uninhibited view of the snowy, busy streets outside. At the table, *FELICIA HARDY* sits next to *JONNIE STORM*, and across from them is *GWEN STACY*.

We PUSH IN, catching them in mid-conversation.

FELICIA

Honestly, Melanie can't be on time to save her life. She never even showed up to take pictures at the Rockefeller Center today. I had to take my own.

JONNIE

I'm sure it absolutely killed you to pick up a camera and press a little round button a couple of times.

FELICIA

(smirking)

Not the point, smart ass.

GWEN

At least we know she'll be here.

FELICIA

Yeah. With MJ.

She tips her head towards the door, where *MELANIE* and *MARY-JANE* enter from the cold.

FELICIA (CONT'D)

Look.

Felicia shuts her mouth as the two approach, and Gwen stands up to allow Mary-Jane in by the wall, then Melanie, and then she finally sits back down.

MELANIE

I'm so sorry we're late.
Difficulties with directions.

FELICIA
 You sure it wasn't difficulties
 with a redhead?

Felicia raises a challenging eyebrow at Mary-Jane, who just smirks.

MARY-JANE
 (sarcastically)
 Hey Felicia, it's *great* to see you.

FELICIA
 Hello, MJ. Have you been dropped of
 a *bridge* lately?

MARY-JANE
 Have you gone to *hell* lately?

Felicia opens her mouth to retaliate, but --

MELANIE
 Sooo Gwen, how was volunteering
 with your dad?

GWEN
 It was pretty fun. I mean, it
 wasn't anything near as great as
 what Spider-Girl, the F4 and the
 Avengers were doing, but it was
 still nice to see the smiles on
 their faces.

JONNIE
 Who knew making someone *else's* day
 could be so fun?

GWEN
 I wish the X-Men could have been
 out there. Maybe it would soften
 people up a little, you know?

MARY-JANE
 Did Spidey mention where they were,
 Lani?

MELANIE
 Spidey? Oh, uh, yeah. They've
 probably got their own problems to
 deal with.

Off that, we --

CUT TO:

EXT. THE NORTH POLE - UNKNOWN LOCATION

We come in to a frosted-over wooden door as it's kicked open by a black boot. Instead of swinging open, it falls straight backwards and hits the ground with a loud *BANG*.

We're THROWN BACK as --

INT. COTTAGE HOUSE #1 - NORTH POLE

CYCLOPS steps into the dark, empty cottage. She turns the dial on her visor and the room is illuminated a dull red from the faint glow radiating from the eye accessory.

She looks around the room, lifting and moving things accordingly in order to thoroughly search. When nothing turns up, she places her index and middle fingers against her ear and --

CYCLOPS

(over the headset)

Cyclops to Storm: What's the report on the lighthouse?

STORM (V.O.)

(over the headset)

Clear, Cyclops. There is nothing here of any concern to us.

CYCLOPS

(over the headset)

Cyclops to Nightcrawler: You found anything in the schoolhouse?

NIGHTCRAWLER (V.O.)

(over the headset)

Nein, Cyclops. Zere is nozing here, eizer.

CYCLOPS

(over the headset)

I'm guessing the other reports are the same?

ICEMAN (V.O.)

(over the headset)

Yep.

MARVEL GIRL (V.O.)

(over the headset)

'Fraid so.

SHADOWCAT (V.O.)
 (over the headset)
 What they said.

Cyclops turns back towards the door to the cottage.

CYCLOPS
 It's just as I suspected, then. X-
 Men, rendezvous at the entrance to
 the palace and be ready for
 anything. Cyclops over and out.

As she takes a step forward, we --

SMASH CUT TO:

INT. WINTER PALACE - NORTH POLE

A large and empty WINTERY THRONE sits in front of us, icicles hanging from the arms while the rest is glazed over with an unsettling frost.

PULL BACK SLOWLY to reveal the X-MEN as they approach it with caution. The others keep walking, but CYCLOPS stops and her eyebrows knit together. She's frustrated.

CYCLOPS
 This doesn't make any sense.
 (beat)
 We're missing something, we *have* to
 be.

A deep, strong voice that carries a ghastly echo sounds from behind her.

GHASTLY VOICE (O.S.)
 Thousands of years and you don't
 think I know how to deal with
 amateurs?

Each of the mutants turn on their heels just in time for a large, silver blade shining with blue runes to impale Cyclops through her chest. But --

There is no blood, and no stab wound. It's as though it were a phantom blade. The brunette's stance falters as the others stand in shock. MARVEL GIRL gasps and --

We PAN AROUND to reveal the ANTI-CLAUS as he RIPS his blade from her and stabs it into the ground. Cyclops stumbles back with her hand over her heart, gasping almost desperately until she finally drops on to her knees.

Marvel Girl's eyes narrow dangerously at their attacker, jaw clenching shut, then --

MARVEL GIRL
 (to Iceman)
 Help her, now!

She touches her temples with each of her four fingers on both hands, closing her eyes tightly as Iceman drops at Cyclops' side.

Marvel Girl's eyes SHOOT open and a wave of psionic energy SLAMS into the Anti-Claus, but it only manages to blow his cloak around. Her eyes widen and she throws wave after wave, but each of them phases him no more than the last.

He finally lets out a deep laugh and his bright eyes seem to glow brighter. He pulls his sword from the ground and lunges forward, stabbing her through the abdomen --

And it's the same as before, no blood or wound, but the telepath still gasps in pain. Her eyes shut tight as the blade is pulled from her body and forces her to her knees not far from Cyclops.

CYCLOPS
 (breathlessly)
 Jean!

Iceman looks to Marvel Girl, his eyes wide and panicked. For a moment, he doesn't know what to do, but --

ICEMAN
 (unsure)
 Uh...Storm, Shadowcat, get them back!
 (beat)
 Nightcrawler, I need your help!

STORM and SHADOWCAT race to their teammates' sides as NIGHTCRAWLER disappears in a cloud of brimstone and --

BAMF. She reappears at Iceman's side.

NIGHTCRAWLER
 What is happening to zem?!

ANTI-CLAUS
 My blade can only physically wound my "other half". But unfortunately for your friends, my blade casts various plagues among the flesh of mortals.

A sinister grin spreads across his almost completely shadowed mouth.

ANTI-CLAUS (CONT'D)

The one-eyed one is suffering from a respiratory disease that within the hour will completely destroy her ability to breathe on her own.

(beat)

The one who operates with unseen forces is currently suffering from a debilitating stomach disease that will cause her infinite pain.

A guttural, disturbing chuckle escapes his lips --

ANTI-CLAUS (CONT'D)

And you, iced one --

The blade slices through his left arm where it connects to his shoulder and forces him to cry out in agony. He grips the inflicted arm, gritting his teeth to stop his pained grunts.

ANTI-CLAUS (CONT'D)

Will suffer a decaying limb until it withers into nothing more than a rotten lump of flesh.

CYCLOPS

(between gasps)

X-Men...fall back.

The mutants left standing look at her --

STORM

Cyclops, if we --

CYCLOPS

(between gasps)

I said...fall...back!

Storm, Nightcrawler and Shadowcat group together, each of them quiet and unsure of their leaders decision.

ANTI-CLAUS

While you are well-coordinated, your tactics are not going to work here. You've trespassed into the wrong domain, and you will suffer for doing so.

UNFAMILIAR MALE VOICE (O.S.)

Not if I have anything to say about it, Peter.

We SWISH PAN RIGHT to find a tall, heavy-set man in red and silver plate mail. His long, white beard hangs to his mid-chest and covers most of his aging face. He holds silver broadsword in one hand that seems to glow in an almost holy light. He is SAINT NICHOLAS (Santa Claus).

As we travel down the line of X-MEN, taking in their shocked and disbelieving expressions, we --

BLACKOUT:

END OF ACT THREE

ACT FOURFADE IN:**EXT. CENTRAL PARK - MANHATTAN, NY - DAY**

We come in on the three familiar faces of MELANIE, GWEN and FELICIA. They walk in the snow-covered grass just off to the side of the path, the concrete much too icy to walk on. Gwen is snuggled up to Melanie, and Felicia strolls just off to their side.

GWEN

Thanks again for getting us out of there, Felicia.

(half-jokingly)

All that supermodel talk was making me self-conscious.

FELICIA

Oh *please*, Gwenny, don't let that bitch get you down on yourself.

(beat)

And Melanie, so help me if you say one word in her defense, I'll --

Melanie shoots her a glare and as they walk under a tree whose branches reach over the path and entangle with those of the tree across from it, she stops walking and puts her hands on Gwen's arms. She turns the blonde so that they're facing one another.

MELANIE

What Felicia is trying to say is that you're gorgeous, Gwen.

The brunette smiles.

MELANIE (CONT'D)

Inside *and* out.

Gwen looks up her, a light blush on her cheeks. Felicia smirks to herself, rolling her eyes up to look at something above them.

FELICIA

(suggestively)

Oooh.

(beat)

Looks like I should give you two some time alone. I'll catch you guys later.

As she walks off, Melanie and Gwen both look up and we FOLLOW their gazes to find the MISTLETOE hanging from the branches. It dangles over them, forcing the two to look at each other nervously.

A deep, red blush stains over Melanie's cheeks, and with a smile Gwen can't help but divert her attention. Melanie does the same.

MELANIE

I, uh..

GWEN

We should, um...

MELANIE

I mean, this really isn't...

GWEN

Who made this stupid rule, anyway?

MELANIE

That's what I wanna know.

They look at each other again.

GWEN

So...

MELANIE

Sooo...

Wordlessly, Gwen raises up slightly and pressing her lips gently to Melanie's cheek. The light kiss lasts a few seconds, and she pulls away with a shy smile. Melanie's face is practically on fire.

GWEN

We should probably go after Felicia.

MELANIE

Y-yeah.

We CLOSE ON Gwen's blushing face, and --

CUT TO:

INT. WINTER PALACE - THE NORTH POLE

We come back to SAINT NICHOLAS as he raises his sword and points it at the ANTI-CLAUS. His eyes are full of the fury he feels and his grip on the hilt of his weapon tightens.

SAINT NICHOLAS

You came here for me, Peter. Why must you meddle in the lives of these innocents?

ANTI-CLAUS

Ah, Nicholas, so foolish as always. I did come here for you, but I've told you before that I would bring misery to all you hold dear, brother.

(beat)

That includes the inhabitants of this foul world you've called home for how long? Too long, I say.

SAINT NICHOLAS

Leave them alone, Peter. This is between you and I only.

The red-and-silver clad man looks at the three uninjured X-Men and nods at them authoritatively.

SAINT NICHOLAS (CONT'D)

Gather them and keep them safe. I will mend them shortly.

He looks back to the Anti-Claus.

SAINT NICHOLAS (CONT'D)

As soon as I banish this fiend to the eternity in Hell that he deserves.

ANTI-CLAUS

You can't stop me, Nicholas. Christmas is going to take a dark turn, *permanently*.

Anti-Claus swings his forsaken blade at Saint Nicholas, who parries the attack and shoves him backwards with his own retaliation swing.

As the battle begins to wage and the clanging of metal fills the air, we ANGLE OVER TO the mutants as they migrate away from the battle.

STORM holds her hand against CYCLOPS' back to keep her sitting up, but her breath is becoming slower and more struggled. Her face is beginning to lose its color.

SHADOWCAT props ICEMAN'S back up against her chest, holding him tightly as he winces in pain. His arm has gone limp.

NIGHTCRAWLER lays MARVEL GIRL down on her back and her hand is placed over the "wounded" abdomen. Marvel Girl's eyes are shut tight and her teeth grind together. She occasionally writhes in her obvious agony, but doesn't make a sound.

NIGHTCRAWLER

Hang in zere, guys. He vill make zis stop.

ICEMAN

For the record: Worst. Christmas Eve. Ever.

CYCLOPS

(between breaths)

You can...say that again.

MARVEL GIRL

(pained)

At least we met Santa.

ICEMAN

Better circumstances would have been nice.

CYCLOPS

(between breaths)

Beggars...can't be choosers, Iceman.

ICEMAN

You're calling me Iceman and we're about to die?

CYCLOPS

(between breaths)

We're...on mission time...until my heart stops beating. Got that?

MARVEL GIRL

Your jokes suck.

CYCLOPS

(between breaths)

Who's...joking?

SAINT NICHOLAS (O.S.)

Silence, one-eyed one. Save your breath.

CYCLOPS

(between breaths)

Can we...please call me Cyclops?

(MORE)

CYCLOPS (CONT'D)

One-eyed one...is getting
offen...sive.

CUT BACK TO the battle waging between the two halves of
Father Winter. Anti-Claus seems to be weakening, if only just
a small bit.

SAINT NICHOLAS

You won't succeed, Peter. You never
do.

TIGHT ON Anti-Claus' mouth as his teeth grit angrily and we --

CUT TO:

EXT. WATSON RESIDENCE - FOREST HILLS, QUEENS - DAY

The front of the WATSON RESIDENCE is scarcely decorated from
what we can see, the pitiful display of solid white lights
glowing in the cloudy sky.

PAN RIGHT as MELANIE and MARY-JANE walk into our view and
stop just short of the driveway. Mary-Jane smiles, leaning
against the chain link fence.

MARY-JANE

Thanks for walking me home,
Tigress.

MELANIE

(playfully)
No, thank you Miss Watson, for
giving me the honor of leading you
home this fine Eve.

Mary-Jane crosses her arms and raises an eyebrow, amused by
the display.

MARY-JANE

(playfully)
Ah, dear knight in shining armor,
you *always* have that honor.

MELANIE

I thought you preferred spandex?

MARY-JANE

I think you'd look better in armor.

MELANIE

(teasing)
Are you saying I don't have a
spandex-worthy figure?

Mary-Jane pushes herself away from the fence with her hip and walks up to Melanie. She bites her bottom lip and draws it into her mouth with a small grin.

MARY-JANE

No, I'm saying you have the perfect figure for armor.

The close proximity in which they stand throws Melanie off and she shifts, getting nervous.

MELANIE

B-but armor is so...so...

Their eyes lock for a brief moment, but Melanie's dart away quickly.

MELANIE (CONT'D)

I-I should probably get back to the Bugle and give Jameson these pictures.

Mary-Jane takes a step back, her grin turning into a tame, soft smile. She nods understandingly.

MARY-JANE

Don't forget granny wants us home for dinner tonight.

MELANIE

Oh, man! I almost forgot!

Mary-Jane pulls Melanie into a quick embrace before she turns and starts towards her front door.

MARY-JANE

Good thing I reminded you, Tigress. See you later!

CLOSE ON Melanie's face as she forces on a small, sad smile. On her looking away from the camera, we --

CUT TO:

INT. WINTER PALACE - THE NORTH POLE

We come back just in time to see SAINT NICHOLAS standing directly in front of the X-MEN with his back facing them. ANTI-CLAUS kneels in front of him, beaten and weakened. However, he doesn't seem to be any more willingly to give in than he did the last time we saw him.

SAINT NICHOLAS

This is over, Peter.

Saint Nicholas DRIVES his sword into the ground in one valiant thrust. Light SPEWS from the cracks that the impact makes, and sends a SHOCKWAVE of holy energy through the room, and by the looks of it, it doesn't stop there. The bright, multicolored structures of the palace return, melting away the disturbing frozen wastes and giving back the true NORTH POLE.

The light purges the diseases from the fallen X-MEN, healing their ailments with it and leaving them healthy once again.

Saint Nicholas raises his sword from the ground and points it at Anti-Claus once again.

SAINT NICHOLAS (CONT'D)

It ends now. You've failed for the last time, and your attempts were in vain. You will never threaten anything of mine or this planet's again.

(beat)

I'll admit you might have had me had the redheaded one not torn down my city's defenses twice, but it's of no consequence any longer.

The Anti-Claus grunts and tries to stand, but fails.

SAINT NICHOLAS (CONT'D)

This is pathetic, Peter. You should have known better. The light will always flush out the dark, no matter how far the darkness spreads or how faint the light.

(beat)

If there is a strong enough will, the light will prevail. These innocents here, their will is strong. Some more than the others.

(beat)

Because of them, your despicable deeds are done.

Saint Nicholas sheaths his sword and holds both of his hands out in front of him. They begin to glow with the bright, cleansing light. He clenches his fists and the Anti-Claus becomes ENGULFED in the light and with a loud, agonizing cry, the shining figure is ripped apart by the power and ultimately disintegrates into nothing.

The light in the room dies down significantly, leaving only Saint Nicholas and the X-MEN standing in its wake.

SAINT NICHOLAS (CONT'D)

Every year, Black Peter tries to take over what is rightfully mine. However, he's never gotten so far as to turn my city into his own wasteland.

(beat)

If it weren't for the six of you getting involved, I may not have know until it was far too late.

(beat)

But he won't be bothering me ever again, not with his soul now dispersed all around the universe, and I mean that quite literally.

He smiles at them.

SAINT NICHOLAS (CONT'D)

I need to get back to work, I have a long night ahead of me.

He steps forward and approaches the door that leads outside, then turns to face them.

SAINT NICHOLAS (CONT'D)

Thank you, X-Men.

Off the mutual triumph radiating in the room, we --

BLACKOUT:

END OF ACT FOUR

EPILOGUEFADE IN:**INT. SOLSTICE ENTERPRISES - MEDICAL WING ROOM 5 - NIGHT**

We come in to a hospital room full of kids sitting in their pajamas and hospital gowns. Some are on beds, while others sit on numerous couches, while others occupy the floor. In the center of the room, however, sits *EUPHORIA SOLSTICE*, with a storybook in her hands.

EUPHORIA

(reading)

The children were nestled all snug
in their beds, while visions of
sugar-plums danced in their heads.
And mamma in her 'kerchief, and I
in my cap, had just settled our
brains for a long winter's n--

She is interrupted by the door opening slowly. Her eyes narrow, not happy with the intruder. KRISTEN steps into the room with her hands in her pockets and a small smile on her face.

KRISTEN

Euphoria? Can I talk to you for a second?

EUPHORIA

Knocking would have been a good starting point for you, but I suppose Charles hasn't gotten to manners in his lessons yet.

KRISTEN

You aren't exactly fond of knocking yourself.

EUPHORIA

That's besides the point. What do you need, darling?

KRISTEN

A spare visor and one of your prototype, scaled models of the Blackbird. It's a gift.

Euphoria closes the book and stands, setting it in her seat. She motions to the children that she'll return soon, and steps outside the room with Kristen in tow.

EUPHORIA

I have exactly what you need, on one condition.

Kristen raises an eyebrow.

KRISTEN

And that is?

EUPHORIA

You forget everything you saw in that room.

KRISTEN

You mean the knowledge that you have a heart?

On Euphoria's amused smile, we --

FADE TO:

INT. MARIA STARK ORPHANAGE - MAIN ROOM - NIGHT

We PUSH IN from the corner of the room towards the large Christmas tree that sits in the middle of the far wall. The orphanage seems to be closing to the public for the night.

We PUSH IN closer until we have a clear view of underneath three where several presents lie in wait for eager kids in the morning. We notice two gifts in particular: one to "JACK" and one to "CHRIS", both of them from "KRISTEN".

Off that, we --

FADE TO:

EXT. XAVIER INSTITUTE, WESTCHESTER, NY

We come in peering through the mansion's large, main window into the brightly light main living space. The mutants are crowded around the Christmas tree, stuffing gifts underneath it. They all seem to be happy, many of them laughing. Like a family.

We --

FADE TO:

INT. HAELOSTROM RESIDENCE - KITCHEN

We watch above the small, kitchen table where MAY, MELANIE and MARY-JANE are gathered around and eating their dinner. MAY laughs as MELANIE flicks something from her fork in MARY-JANE'S general direction. The action forces the redhead into retaliation and as she gets her revenge, we --

FADE TO:

ME RRY CHRISTMA S

END OF SPECIAL