

BLACK WIDOW

BLACK

The SOUND of ROARING FLAMES.

FADE IN ON:

INT. RUSSIAN FLAT -- NIGHT

ECU ON: IRINA ROMANOV -- Russian, early 20's, heartbreakingly beautiful. She is past frightened. Deep, red LIGHT flickers across her calm face. She is in deep shock.

PULL OUT: Irina sits in the corner of a cheap Moscow flat, below the only window. She strokes the hair of the quiet BABY in her lap. Smoke drifts by her wide eyes.

PULL BACK TO REVEAL: The apartment is an INFERNO.

CUT OPPOSITE: Across the room is the DOOR, to freedom.

But the door is BLOCKED by FLAMING WRECKAGE. Beneath this mess is the BURNING CORPSE of a YOUNG MAN. Irina's husband.

TITLES: NOVAYA LADOGA, THE SOVIET UNION -- 1983

From outside the window, a VOICE calls out...

IVAN (O.S.)
(SUBTITLED: In RUSSIAN)
Hello?

Irina's eyes flicker, not sure that the voice was real.

IVAN (O.S.) (cont'd)
IS ANYONE UP THERE!?

EXT. RUSSIAN STREET -- NIGHT

A LARGE MAN in a tweed suit, thick moustache and an odd BOWLER HAT, looks up at the building, concerned. IVAN is surrounded by PEOPLE from the blazing building, dressed in rags. He turns to an anxious OLD WOMAN.

IVAN
(In Russian)
You're certain you heard voices?

OLD WOMAN
The husband was trying to open the door.
They have a baby in there!

IVAN
HELLO! IS ANYONE UP THERE --

ANGLE ON: THE WINDOW, where IRINA appears, wrapped in smoke like a ghost. She meets Ivan's eyes. Three stories down; 150 feet apart. But it might as well be forever.

She smiles. The most beautiful smile Ivan's ever seen.

Ivan smiles back. He can't help it.

Irina nods. She DROPS THE BABY OUT THE WINDOW.

The Old Woman SHRIEKS.

The flames SLOW to a CRAWL. Ivan BURSTS forward, with remarkable reflexes, tunnel vision dims everything but the tiny, tumbling infant. But he'll never make it...

SLOW: Ivan DIVES.

The baby DROPS into his hands, neat as a football. They CRASH to the road together, his shoulder taking the impact.

Clutching the baby, Ivan looks back up at the window.

Irina smiles. The APARTMENT ROOF COLLAPSES on top of her.

The crowd CRIES OUT. Ivan looks away.

PUSH IN ON: The BABY in his arms. She's beautiful, like her mother. Deep blue eyes peer out from beneath fiery red hair.

She doesn't cry. She just looks up at him. Unafraid.

NATASHA (V.O.)
Ivan Petrovsky was the strongest man I've ever known.

Ivan looks back at her, not quite so sanguine. He checks the TAG of her shirt. Written in marker is the word: NATASHA

NATASHA (V.O.) (cont'd)
He was a First Lieutenant in the Spetznaz Division of the Russian Army.

FADE TO:

EXT. MOUNTAIN ROAD -- NIGHT

HELICOPTER SHOT, PUSHING IN: On two RUSSIAN MOUNTAINS, with a U-SHAPED CREVASSE nestled between -- Flat at the bottom, wide enough to accommodate a CIRCLE of OLD STONE BUILDINGS, which have probably been standing for four centuries.

NATASHA (V.O.)

It was because of Ivan that I came to the Red Room.

TITLES: THE RED ROOM TRAINING FACILITY, URAL MOUNTAINS

PULL OUT FROM: IVAN, driving a vintage black LIMOUSINE up a STEEP MOUNTAIN ROAD, cut deep and winding into the stone.

Along the way, SNIPERS look down from TREE-TOP NESTS. They track the car with rifles, but do not fire.

INT. SERGEI'S OFFICE -- NIGHT

PULL UP FROM: Baby NATASHA, lying on the Commandant's desk, still, now playing in the folds of the coat.

NATASHA (V.O.)

It was through Ivan that I met Sergei. Commandant of the Red Room.

CLOSE ON: SERGEI RISKOLJE, (bald, 40's) the Commandant. His hard face is etched by many battles on behalf of the State.

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

He was not impressed with Ivan's request.

SERGEI

Have you lost your mind.

IVAN

If I hadn't done something, she would have died.

SERGEI

(laughs)
And? This isn't a day-care center.

IVAN

I'll care for her. I thought perhaps she could join up with the other children. You know -- Trained from birth.

SERGEI

This is a top secret facility.

IVAN

That's why it's perfect. Her parents are both dead. She is invisible.

Sergei considers this.

SERGEI

Hm. Maybe.

Ivan waits by the baby, worried that she's even in here.

SERGEI (cont'd)

But if she fails, or even steps out of line... I will have her shot.

Ivan picks up the baby, grateful. He backs out of the room.

IVAN

Yes sir. I will teach her to be quiet.

INT. RED ROOM -- TRAINING ROOM -- DAY

SWEEPING IN: Across a WOODEN FLOOR, polished like a mirror.

The expansive TRAINING ROOM is roughly the size of two high school gyms, equipment of all kinds is stowed neatly around the room. The walls are covered by hanging RED SILK BANNERS bearing the SOVIET HAMMER & SICKLE, in GOLD.

NATASHA

The others were the children of Russian soldiers, given to Spetznaz Counter-Intelligence. It was supposed to be an honor. We were split into boys and girls; Wolves and Widows.

PUSH IN ON: NATASHA, (10). She faces off with ALEXEI, a big, solid boy of twelve. Both wear karate uniforms.

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

Ivan taught hand to hand combat.

ANGLE ON: IVAN, towering over them as Referee.

IVAN

Fight!

Alexei DASHES forward, throwing powerful strikes and kicks. Little Natasha tries to block, but he HAMMERS HER to the mat.

IVAN (cont'd)
Point, Alexei.

The other kids LAUGH at her. Natasha's aching jaw trembles.

INT. RED ROOM -- TRAINING ROOM -- NIGHT

NATASHA MOPS the huge floor. TEARS stream from her eyes.

INT. RED ROOM -- TRAINING ROOM -- NIGHT

PAN AROUND: NATASHA, sitting cross-legged in front of IVAN.

IVAN
Why did you lose?

NATASHA
He overpowered me. He's too big.

IVAN
No. You are too small.

Natasha nods, tears falling against her will. Ivan softens.

IVAN (cont'd)
Natasha, all physical conflict is made up of three elements: Weight, speed and intention. If you have less weight, you must magnify the other two. Now...

Ivan rises to his full 6'2" height.

IVAN (cont'd)
Take me down.

Natasha ATTACKS him, but he CATCHES her arm easily, and THROWS her to the mat.

IVAN (cont'd)
No. Don't attack my center. Too much muscle there. Look for the *fold points*.

NATASHA'S POV: Of IVAN DARKENS. In her mind, LIGHT marks his WRISTS, ELBOWS, SHOULDERS, NECK, HIPS, KNEES, ANKLES...

IVAN (cont'd)
Every man has many. No matter what size. Apply *speed* and *intention* to those points, and weight will only slow your opponent down.

Slow... Natasha nods. Getting it.

IVAN (cont'd)
Now. Again!

SMASH CUT TO:

INT. RED ROOM -- TRAINING ROOM -- DAY

ALEXEI ATTACKS, his fists flying. But Natasha SLIPS UNDER his swing, winging the heel of her PALM into Alexei's WRIST with a CRUNCH. Alexei CRIES OUT. She locks his arm, driving her FOREARM into his ELBOW, jamming it the wrong way back.

IVAN
Point, Natasha.

ALEXEI
AHH! -- NO!

Natasha scowls, and drops him with a brutal KICK to the knee. Natasha lets the screaming boy go, and turns to the others. They involuntarily step back. No-one's laughing now.

IVAN
Medic!

NATASHA (V.O.)
After that, I learned to enjoy myself.

INT. RED ROOM TRAINING FACILITY -- MONTAGE -- NIGHT/DAY

FADE THROUGH A SERIES OF IMAGES: Natasha answering an extremely complex PHYSICS PROBLEM. See her acing math. Languages. Ballet. Knife fighting. Small arms training.

IN THE TRAINING ROOM: Her moves are flawless, precise and devastating. Her opponents lose confidence just looking in her eyes. Sometimes, the other GIRLS APPLAUD her devastating victories, receiving a scolding from IVAN.

His LEG in a CAST, ALEXEI watches her. Impressed.

In the COMMON ROOM of the DORMITORY, the GIRLS give her whatever chair she likes. She is the best. By far.

NATASHA (V.O.)
And for a while, everything was perfect...

FADE TO:

INT. DORMITORY -- COMMON ROOM -- NIGHT

CLOSE ON: YOUNG NATASHA, sleeping like an angelic THIRTEEN YEAR OLD, as pair of SENTRY BOOTS walk past the door.

The moment they are gone, Natasha opens her eyes. She smiles, rolling over to wake:

NATASHA

Natalia.

Her raven-haired FRIEND opens her eyes, smiling as well.

NATASHA (cont'd)

Let's go.

CUT WIDE TO REVEAL: THE COMMON ROOM, a plush room where the TWENTY GIRLS in the WIDOW PROGRAM sleep and play.

The two girls pad across the well-appointed room, decorated with RED SILK BANNERS bearing the HAMMER AND SICKLE. There is a BLACK WIDOW UNIFORM, mounted in a GLASS CASE, tempting every girl there. It is the ultimate goal of their lives.

Natasha touches the Uniform's GLASS CASE for luck as the two girls creep silently past on their way to the exit...

YELENA

Where do you two think you're going?

A crabby blonde girl sits up in bed.

NATASHA

Shut up, Yelena.

INT. DORMITORY -- HALLWAY -- NIGHT

The two girls sneak across the HALLWAY.

NATALIA

Where are we going?

NATASHA

This place was built by the KGB.

Natasha slips into A STORAGE CLOSET.

INT. STORAGE CLOSET -- NIGHT

Like magic, Natasha opens a TRAP DOOR in the closet floor.

INT. STORAGE SHED -- NIGHT

OVERHEAD ANGLE: On, the two GIRLS, emerging from another TRAP DOOR in the floor. Natalia is amazed to find herself looking out the WINDOW AT: The BORDER WALL.

EXT. RED ROOM TRAINING FACILITY -- BORDER WALL -- NIGHT

Thick SNOW-FLAKES blow past Natasha's face. She walks carefully, step by step, looking down. NATALIA follows.

NATALIA

Natasha -- Do you ever think about...

But she doesn't want to say it out loud.

NATASHA

Running away? Escaping?

NATALIA

And going to America.

Natasha thinks, taking each step carefully...

NATASHA

No. We must be grateful, Natalia. We will fight, so that our country will survive.

OVERHEAD ANGLE: Looking DOWN. The two girls in their nightclothes walk gingerly across the TOP OF A STONE WALL.

On one side, the RED ROOM BUILDINGS and COURTYARD.

NATASHA (CONT'D) (cont'd)

And that is worth any risk.

On the other side, a SHEER DROP, HUNDREDS OF FEET DOWN...

INT. OFFICER'S MESS HALL -- NIGHT

In the dark, empty MESS HALL the girls dig into CARTONS of ICE CREAM, chocolate and strawberry. Having outwitted the guards and mastered their fate in this small way, they look at each other and BURST OUT LAUGHING.

ALEXEI (O.S.)

Girls!

They abruptly STOP LAUGHING and turn to find ALEXEI standing in the doorway, on sentry. He looks stern, disappointed.

ALEXEI (CONT'D) (cont'd)
Comrade Sergei will not be impressed.

Natasha rises, contrite and embarrassed. But sly...

NATASHA
But you won't tell him. Will you, Alexei?

ALEXEI
Oh, Romanov.

She smiles at him. He is only sixteen. He looks around her.

NATASHA
What are you looking at?

ALEXEI
I'm looking for your web.

FADE TO:

INT. SERGEI'S OFFICE -- DUSK

The office is dark, ominous.

CLOSE ON: IVAN, looking down at the PAPERS and DIAGRAMS on Sergei's desk. He looks up, quaking with anger...

IVAN
I won't allow it.

SERGEI
Fine. I'll have her shot. SERGEANT!

A SOLDIER enters. Ivan turns to Sergei.

IVAN
Wait! -- Why her?

SERGEI
Because she is the best, Ivan. Because unlike the others...

ANGLE DOWN, PUSHING IN ON: The ANATOMICAL CHARTS of a 13 year old girl, labelled with NOTATIONS like: INCISION LINES, BONE GRAFTS, TENDON REPLACEMENT.

SERGEI (O.S.) (cont'd)
She is invisible.

INT. MEDICAL BUILDING -- UNDERGROUND HALLWAY -- NIGHT

Ivan walks NATASHA (13) down an old STONE HALLWAY.

NATASHA

Where are we going?

Ivan stands well above her. She can't see his welling eyes.

IVAN

... Quiet, little one.

They come to a FORTIFIED DOOR, with two SENTRIES beside it. They open the door and follow the two of them INTO:

INT. OPERATING THEATRE -- CONTINUOUS

Natasha's bright smile fades as Ivan and the Sentries follow her into an advanced OPERATING THEATRE. The seats are PACKED with RUSSIAN OFFICERS. And others, MEN in SUITS; Some look like KGB, some like Russian Mafia. She turns back --

But the DOOR is shut behind her with a CLANG.

SERGEI

Gentlemen, our finest student.

Natasha steps into the bright lights. The CROWD stares as if she were a rare type of insect. SERGEI watches from above.

SERGEI (cont'd)

Natasha has been chosen to initiate the "L.T.A." phase of our Widow Program.

Natasha's eyes widen, as more LIGHTS come on, exposing the Nightmarish EQUIPMENT. And a METAL TABLE -- Upon which is the INTRAMUSCULAR DIAGRAM of a small, FEMALE FORM.

She suddenly gets it.

NATASHA

NO! NO!

The guards try to grab her, but she slips them, driving one to the floor with a SHIN-STRIKE. Dart-quick, she grabs a SCALPEL off the OPERATING TRAY.

She WHIPS IT at Sergei's head -- but it EMBEDS in the viewing glass. The CROWD LAUGHS.

SERGEI

Relax Gentlemen, the glass is bulletproof and the operating room is below ground level. It is the most secure room in the entire facility.

Ivan takes her by the shoulders.

IVAN

Natasha. Calm.

Quick like a spider, DR. STEPANOVICH darts in to jam a NEEDLE into Natasha's NECK. Natasha falls back into Ivan's arms.

Ivan PUSHES the doctor back. To Natasha:

IVAN (cont'd)

I'm so sorry.

She fights the drug, her heavy eyes pleading with his. She holds onto Ivan, and her fading consciousness, desperately.

NATASHA

Will it hurt?

NATASHA'S POV: Ivan looks into her eyes, with strength.

He doesn't answer her.

FADE TO:

BLACK

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

"LTA" turned out to mean Ligature Tensility Augmentation. Stepanovich had managed to replicate the cell structures of certain insect joints. That was his thing. He invented it.

FADE IN ON:

EXT. IVAN'S QUARTERS -- NIGHT

PUSH IN ON: A small SHACK, separated from the main facility.

INT. IVAN'S HOME -- NIGHT

IMAGES: Of young NATASHA, recovering in horrific pain. Long, cruel SCARS run the length of her limbs.

Tending to her, IVAN brings her a steaming MUG of HOT CHOCOLATE. She glares at him. Accusing.

NATASHA (V.O.)

He grafted my tendons and ligaments to high-tension synthetics. To make me jump further, increase the speed and power of my strikes. And I guess it did.

He offers the hot chocolate. Her hand SNAPS OUT, knife-edged, SMASHING the mug in his hands, spattering them both.

Sobbing in pain, muscles cramping and spasming badly, she turns away from him.

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

But the thing it did most of all...

FADE IN:

INT. STORAGE SHED -- NIGHT

NATASHA (V.O.)

Was open my eyes.

PULL OUT FROM: NATASHA (16). She has changed. She is dressed in full rebellious teen gear. Leather and piercings.

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

My Academics dropped like a stone, but they didn't say anything. How could they?

She pulls ALEXEI (18), close. He is punked out too. They make out angrily on the bags of GRAIN in a STORAGE SHED.

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

I was their star player.

INT. DORMITORY -- COMMON ROOM -- NIGHT

Natasha sits on her bed, listening to heavy, dark MUSIC. Loud. She idly rubs the old SCARS which run the length of her elbow joints.

NATASHA (V.O.)

The other girls left me alone. Mostly.

YELENA (16), leans over to say something to Natasha.

NATASHA (cont'd)

What?

YELENA leans in closer.

YELENA

I'm trying to study, Romanov. Turn that
dow --

CRACK! Yelena's head snaps back, her NOSE BROKEN. The other
girls rush to help her to the medic.

NATASHA (V.O.)

I had changed. Something had snapped in
me. And I was done being fucked with.

ALEXEI (O.S.)

Natasha!

ALEXEI stands in the doorway. He ignores YELENA as they take
her out. He is dishevelled. Frightened.

NATASHA

Unfortunately... They weren't done fucking
with me.

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

Natasha runs, chasing Alexei across the darkened COURTYARD.
The WIND is blowing hard, screeching. Rain is coming.

ALEXEI

They're going to kill the others.

NATASHA

What!?

ALEXEI

I overheard Sergei in his office. The
government is dismantling the Program.

NATASHA

What about Ivan?

She tries to turn back, but Alexei grabs her, firmly.

ALEXEI

Ivan can protect himself! Everyone is on
their own! We have to leave, now!

She wants to save Ivan, and her friends, but she is
frightened, and Alexei offers her the only means of escape.

NATASHA

Leave where? The Red Room?

ALEXEI

Russia.

NATASHA

I've never been off the mountain, Alexei.
I have no papers. No identification.

ALEXEI

And there's only one way for you to get
them. So I'm asking you, here and now...

He opens a wooden DOOR, to REVEAL a darkened CHAPEL.

ALEXEI (CONT'D) (cont'd)

Do you trust me?

INT. CHAPEL -- NIGHT

The Chapel is a cold stone room. The PRIEST is dishevelled,
having been awoken for this.

PRIEST

Do you take this woman?

ALEXEI

I do.

PRIEST

And you, young one. Do you take this man?

Natasha looks at the Priest, afraid. And then to Alexei:

NATASHA

I --

BANG! -- The DOOR to the Chapel is KICKED OPEN! ARMED
SOLDIERS pour in.

SLOW: Alexei pushes Natasha behind him and DRAWS HIS PISTOL.

NATASHA (CONT'D) (cont'd)

ALEXEI, NO! THEY'LL --

Alexei FIRES, killing the first soldier, who FALLS --

CLEARING FRAME FOR: The SECOND SOLDIER who raises a SHOTGUN
and FIRES. Alexei is BLOWN BACK into the Priest's arms. He
falls, breath hitching, HALF OF HIS FACE BLOWN OFF.

Sobbing, Natasha snatches up ALEXEI'S PISTOL. She rises to
one knee, AIMING, burning to kill them all.

SERGEI
NATASHA! STOP!

ANGLE ON: SERGEI, entering through the swirling gunsmoke. He looks at Alexei, dying in the Priest's bloody arms, and shakes his head in disappointment.

SERGEI (cont'd)
Come with us, Natasha.

EXT. DORMITORY -- ROOFTOP -- NIGHT

This high up, Natasha has clear view across the vast, dark VALLEY below the Mountaintop facility. The WIND whips her hair. Natasha glares at the FOUR SOLDIERS guarding her.

SERGEI
Why did you run?

NATASHA
Alexei said that it was over.

Sergei nods, looks out over the wall, into the blowing snow.

SERGEI
Yes. We hung on for a while, trying to do things the old way. The honorable way. But Westernization has weakened us, crushed our spirit.

NATASHA
It's not fair.

He turns to her. Cold now.

SERGEI
No. Please kneel.

As one, each Soldier UNSTRAPS his SIDEARM. One man hands his PISTOL to SERGEI. He waves her down.

Stunned, Natasha kneels. Rage building in her.

CLOSE ON: Sergei puts his pistol to the BACK OF HER HEAD.

NATASHA
Sergei. You can't do this.

SERGEI
The Kremlin has ordered it done, my dear.
I am sorry.

NATASHA

No, I mean...

PUSH IN ON: NATASHA, her eyes blazing like fire.

NATASHA (CONT'D) (cont'd)

You aren't capable.

Sergei PULLS the TRIGGER -- But Natasha's hand FLICKS BACK. SHE JAMS HER HAND BETWEEN THE HAMMER AND THE FIRING PIN -- CLICK! It hurts, but her brains remain intact.

Natasha GRIPS Sergei's wrist, TWISTS it back so suddenly that Sergei SHOOTS HIMSELF in the KNEE. He SHRIEKS.

Quick and easy, she SPINS Sergei by the wrist, so that his body shields her. The FOUR SOLDIERS cannot fire for fear of killing their Commander. Natasha FIRES the gun in Sergei's hand, FOUR clean HEAD-SHOTS. ALL FOUR soldiers FALL DEAD.

Natasha drops Sergei, who is in agony. She aims at his face.

SERGEI (CONT'D)

Natasha, no. Please...

NATASHA

Mercy? Is that what you want?

She scowls, hating this man fiercely.

NATASHA (cont'd)

Fine.

BANG! She SHOOTS HIM through the OTHER KNEE.

Inside, ALARMS begin to ring. For a moment, she freezes; A blood-spattered sixteen year old girl. Then she moves, pulling an AK-47 and a sharp COMBAT KNIFE off a dead SOLDIER.

The ROOFTOP DOOR SMASHES OPEN and SOLDIERS pour through.

Without thought, Natasha DIVES OFF THE ROOF.

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

Natasha DROPS into the SOVIET FLAG which spans the dormitory entrance. Above her, BULLETS chip the edge of the roof.

Not wasting a second, she SLICES through the left SUPPORT ROPE of the flag, GRIPPING the cloth tightly as she SWINGS DOWN ACROSS THE FACE OF THE BUILDING.

She DROPS fifteen feet into the BUSHES which line the wall, looking out at the FRONT GATE, which leads to the ONE ROAD down the mountain.

It's that way, or the cliff.

She ducks as SOLDIERS burst from the main entrance, PELTING for the Main Gate, shouting "Secure the Exit!", "She's heading for the gate!" And indeed, Natasha looks at the gate longingly, wanting to escape, knowing she'd never make it,

And besides... There's something she wants even more.

She slips along the wall to a SERVICE DOOR, and KICKS IT IN. She enters the DORMITORY, an AK-47 at her shoulder.

INT. DORMITORY -- HALLS -- NIGHT

Natasha runs, light and silent through the empty halls. TALL PAINTINGS IN GLASS FRAMES line the walls here; Portraits, Palaces. Former glories of the Soviet State.

SOLDIER (O.C.)
Hey you! Stop!

Hearing the voice BEHIND HER, Natasha DIVES, rolling over her shoulder and FIRING her rifle. The Soldier DROPS. She regains her feet in one move and runs on --

-- And comes face to face with DR. STEPANOVICH. The doctor creeps from a private room, wearing a bathrobe.

Natasha slides to stop, eyes widening at the sight of her personal Dr. Mengele. As the Doctor recognizes Natasha, and notes the AK-47 in her hands... his eyes widen too.

NATASHA
Doctor Stepanovich.

She raises the rifle, slow and steady.

DR. STEPANOVICH
Wait. Oh god, no --

BANG! She puts one bullet THROUGH his FOREHEAD. She watches the monster drop dead, tears in her eyes. But there's no time to reflect on this now. She turns to the wall.

She finds the PAINTING she wants, and SWINGS IT OPEN on hidden hinges. A SECRET STAIRCASE rises steeply up behind it. She takes the stairs, two at a time.

INT. DORMITORY -- COMMON ROOM DOOR -- NIGHT

Reaching the DOOR to the COMMON ROOM, she finds it LOCKED AND BOLTED. She POUNDS on the door, flat-handed. She POUNDS on the door, flat-handed.

NATASHA

Open the door, Natalia. Please...

No response. Natasha steps back and BLASTS THE LOCK. She expects to hear screams, but the door silently swings open...

CLOSE ON: NATASHA, her face draining of color.

NATASHA (CONT'D) (cont'd)

Oh no...

INT. COMMON ROOM -- CONTINUOUS

Acrid, yellow SMOKE drifts through the room. Poison gas. She covers her nose and mouth. The other GIRLS are all DEAD. When they gassed them, they crowded the door to escape. Stepping over the bodies, Natasha begins to cry again, but she remains focused on her goal...

The BLACK WIDOW UNIFORM, sleek and beautiful in its case.

Natasha raises her rifle and FIRES, SHATTERING THE GLASS DISPLAY CASE. Natasha pulls on the WIDOW UNIFORM. From the HALLS, she hears VOICES approaching on the run.

Little NATALIA lies dead beneath the OPEN WINDOW as if she had been the only one smart enough to crack it for air. But she couldn't open it all the way, due to the BARS outside.

NATASHA

I'm sorry, Natalia. I'm so sorry.

Enough. She examines the IRON BARS she has looked out her whole life, locked in the middle by a thick BRASS LOCK.

ANGLE ON: HER WRISTS, which bear the TWO GOLD CYLINDER BRACELETS. Touching one, a tiny LASER ARRAY extends from it, CHARGING instantly. Natasha FIRES a powerful CRIMSON LASER, SLICING through three bars like smoking butter. Whoa.

INT. COMMON ROOM -- MOMENTS LATER

SOLDIERS RUN INTO THE ROOM -- not all of whom were aware they were entering a Morgue full of dead children. A CAPTAIN spots the WIDE OPEN WINDOW, crosses to it.

ANGLE ON: The DROP of the CLIFF and the valley far below.

SERGEANT

Captain? Do you see her?

The Captain knows... If she went this way -- she is gone.

CAPTAIN

Keep looking.

He turns away from the WINDOW. But the CAMERA PUSHES IN...

EXT. CLIFF-SIDE -- NIGHT

PANNING DOWN FROM: THE DORMITORY WINDOW TO NATASHA. She CLINGS TO THE WALL below the window like a frightened little spider. As the soldiers turn away, she EXHALES.

NATASHA (V.O.)

I cried when I left the Red Room. Not because I'd miss it. But because I'd never seen the world below those clouds before.

WIDE ANGLE, PULLING OUT: Slow and careful, Natasha begins to CRAWL DOWN THE FACE OF THE CLIFF. She is crying as she crawls down toward the CLOUDS below her...

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

But at least I'd been trained for it.

FADE TO:

BLACK

EXT. NEW YORK HARBOR -- NIGHT

ANGLE ON: A MASSIVE CARGO FREIGHTER, laden with CARGO BOXES.

PUSH IN ON: A CARGO CONTAINER. Its LATCH is suddenly MELTED from the inside by a powerful LASER. The smoking CARGO DOOR opens. NATASHA (17) peeks out, filthy, skinny and hungry.

NATASHA (V.O.)

It wasn't easy, but I made it to New York on what Ivan and I would have celebrated as my seventeenth birthday.

She CLIMBS up on the cargo box. And smiles, looking out ON:
The glittering NEW YORK SKYLINE, bristling with opportunity.

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

Of course I was worried they'd come after me. I knew I'd hurt them when I left.

FADE TO:

BLACK

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

But five years went by, and no-one found me. I kept a low profile.

MUSIC begins to play... American ROCK AND ROLL.

NATASHA (cont'd)

I built my American dream.

FADE IN:

INT. HOTEL -- HALLWAY -- TOP FLOOR -- NIGHT

PULL OUT FROM: A wide PICTURE WINDOW, showing MANHATTAN, from way, way up. Natasha (22) puts her hand to the glass.

ALLISON (O.C.)

Wendy!

Natasha turns to find ALLISON (24) dressed in a CATERING OUTFIT. Behind Allison, the HALLWAY leads to a PRIVATE ROOM, where a raging PARTY is going on. MUSIC pounds and bumps.

ALLISON (cont'd)

If the Food and Bev manager catches you daydreaming, he's gonna kill you.

NATASHA

Sorry. It's such a pretty view.

Natasha leaves the window to follow Allison down the hall. She is dressed in a similar CATERING OUTFIT.

At the ENTRANCE to the dark PRIVATE PARTY ROOM, both girls are sent through METAL DETECTORS and FRISKED by SECURITY MEN.

The MUSIC inside is BUMPING.

INT. PARTY ROOM -- NIGHT

This room is amazing. PARTYERS dance, dressed to the nines.

PUSH IN ON: THE BAR, where ALLISON and NATASHA stand by.

HEAD BARTENDER

Remember. Do not serve the VIP table.
They've got their own staff.

NATASHA turns to --

ALLISON

What, we're not good enough for them?

The VIP TABLE, raised above the rest. Though no-one is seated there yet, TWO BODYGUARDS stand by nevertheless.

HEAD BARTENDER

It's for security. The guy's important, I guess. And it's his party.

ANGLE ON: THE DOOR, where a MAN in a silk suit enters, a stunning CHIPPIE on his arm. The bodyguards move back respectfully as GUY MAURENN and his date cross the room.

SOUND: CHANGES -- The MUSIC CUTS OUT, and we just hear the CHATTER of MICROPHONES. SECURITY MEN, monitoring Maurenn's progress across the dance floor. They are everywhere.

MUSIC floods back in as a LARGE MAN BUMPS into Maurenn. The big man turns, derisive.

DANCING MAN

Watch where you're going.

MAURENN

Entirely my fault.

The guy goes back to dancing and Maurenn nods to SECURITY.

SECURITY MEN sweep in on the big dancing man like a nightmare. They come at him from all directions, and though his date tries to protest, they TASER the man and manhandle he and his girlfriend out the door in seconds.

Whistling, Maurenn moves on, passing the bar, WHERE --

NATASHA watches him go. She pulls a cold bottle of CHAMPAGNE from behind the bar.

MAURENN and his date sit at their table.

ANGLE ON: The HEAD BARTENDER, looking up to see NATASHA -- heading right for the VIP TABLE.

HEAD BARTENDER

Goddammit. What the hell did I just say?

PUSH IN ON: MAURENN, snuggling up with his Chippie at the table. He looks up as there is a minor commotion --

His table BODYGUARDS stop NATASHA.

BODYGUARD 1

This table is off-limits.

NATASHA

Oh, sorry. A gentleman asked me to bring this Champagne to Mr. Maurenn.

The beautiful Natasha catches Maurenn's eye. Suddenly, Maurenn is ready to relax the rules.

MAURENN

It's alright, Jonas. Who sent it?

NATASHA

That table over there.

She nods at the TABLES across the room. Many people nod their respects to Maurenn.

MAURENN

Let her be. She went through security.

The Bodyguards begrudgingly let her stand between them.

NATASHA

Thanks. I'll be quick.

MAURENN

Take your time.

Maurenn's eyes range over her as she struggles with the cork. The Chippie scowls at her.

NATASHA

This damn cork...

PUSH IN ON: THE DEE-JAY, ramping up for midnight.

DJ (V.O.)
Midnight, Hallowe'en people. It doesn't
get any darker than this.

The LIGHTS go OUT. RED SPOT LIGHTS SCOPE across the room on
slanting, disorienting angles.

The bottle SHAKES with Natasha's efforts.

BODYGUARD 1
Get on with it.

NATASHA
Wait. Wait... Here it comes.

POP! The cork WHAPS BODYGUARD 1 in the EARDRUM, shattering
his EARPIECE. The guy goes down in a SCREECH of FEEDBACK, as
Natasha SMASHES the CHAMPAGNE BOTTLE across the other's face.

Maurenn gapes up at her. It took a fraction of a second.

MAURENN
What is this?

Natasha smiles.

NATASHA
This is the end.

CLOSE ON: A TINY FILAMENT DART BETWEEN HER TEETH. She BLOWS
IT into Maurenn's NECK. The CHIPPIE next to him SCREAMS as
Maurenn instantly SPASMS and begins to CHOKE, poisoned.

Natasha SPRINGS onto the table and LEAPS INTO THE
CRISSCROSSED I-BEAM RAFTERS on the ceiling, AS --

The ROOM LIGHTS come on again. Even so, it takes a moment
for the NETWORK of BODYGUARDS to notice their boss is dead.

SOUND CUE: MUSIC and MICROPHONES. BODYGUARDS in chaos. A
few MEN run to Maurenn's table, carrying away the distraught
CHIPPIE. Others withdraw guns, and start hunting.

ANGLE UP: On one BODYGUARD, and the CEILING OVERHEAD, where
NATASHA CRAWLS by, HEADING FOR:

INT. HOTEL -- HALLWAY -- TOP FLOOR -- NIGHT

Natasha DROPS DOWN easy and quiet by the EXIT DOOR, casting
one glance over her shoulder at Maurenn, who is now very
dead. She grins. Easy. She turns, BUMPING INTO:

FAST PUSH IN ON: MAURENN'S CHIPPIE, being escorted out by TWO BODYGUARDS. Coming face to face with Natasha, she SHRIEKS!

The BODYGUARDS all TURN AT ONCE, drawing their GUNS.

ON THE MICROPHONES: "THERE!" "THE GIRL BY THE DOOR!" "GO!"

Natasha SWEEPS her foot, snapping BOTH GUNS AWAY, and SWEEPS around again, into the crook of the left MAN'S KNEE. CRUNCH!

Natasha runs, pelting down the long CORRIDOR, stripping off her waiter's SHIRT, to reveal the BLACK WIDOW INSIGNIA.

All the doors along the way are shut, and the hall DEAD ENDS at the plate-glass WINDOW, MANHATTAN laid out like a jeweller's display far below. Even so, when the wild GUNFIRE opens up behind her, she actually starts to laugh...

PUSH IN ON: THE WINDOW. There is a small, GOLD DISC, bearing an HOURGLASS SYMBOL, STUCK TO THE GLASS.

CLOSE ON: NATASHA'S BELT. She touches the HOURGLASS SYMBOL on her GOLD BUCKLE. The GOLD DISC EXPLODES and Natasha DIVES OUT THE BURSTING, SHATTERING WINDOW!

SMASH CUT TO:

EXT. SKYSCRAPER -- 38TH FLOOR -- NIGHT

SLOW: Glass and bullets flying, Natasha executes a perfect SWAN-DIVE into infinity. She falls, arms wide. The WIDOW HOURGLASS printed on her chest FLIES INTO CAMERA.

VERY WIDE ON: The HOTEL BUILDING, and the TINY FIGURE, falling past it, reaching terminal velocity...

CLOSE ON: NATASHA. The STREET fast approaching, Natasha extends two GOLD WRISTLETS, which FIRE TWO THIN FILAMENT LINES at the BUILDINGS across the street.

CLOSE ON: THE WIDOW LINES, their arachnid-shaped HOOKS CATCHING on the respective ROOFTOPS.

INT. ALLEY -- NIGHT

The BLACK WIDOW SWINGS DOWN INTO THE ALLEYWAY like a life-long gymnast. She executes a beautiful FLIP at the height of her swing, and sticks the LANDING in the alley.

ANGLE ON: A TRASH CAN. She finds a hidden BLACK TRENCH-COAT behind it, and pulls it on.

EXT. NEW YORK STREET -- NIGHT

As the SIRENS APPROACH, Natasha crosses the sidewalk casually. Just another Manhattan girl, out for the night.

At the curb, she slides into a BLACK PORSCHE 911 TURBO.

LOW ANGLE, RISING ON: The PORSCHE, as it pulls out into the street with the rest of the city traffic...

FADE TO:

EXT. STREET CAFE -- DAY

PANNING AROUND: A New York STREET CAFE, in bright sunshine. The patrons are high-fashion NEW YORKERS. Everyone relaxes sipping coffee from etched coffee MUGS. Everyone BUT:

FREDDY WILLIS (40's), who slumps in his chair, his wraparound sunglasses barely visible beneath the brim of his NY METS baseball cap -- all this barely visible over his NEWSPAPER.

CLOSE ON: A LEATHER CASE sitting inconspicuously by his feet.

WAITRESS (O.C.)

Refill, sir?

Freddy puts a hand out to cover his MUG.

FREDDY

No. One cup. Just one.

WAITRESS (O.C.)

Yes, but sir --

FREDDY

What, what, what?

Freddy turns to NATASHA, right over his shoulder. He is startled and his hand DRAWS BACK from the mug.

But she's already grabbed his wrist with her left hand, while her right hand flashes into his jacket. She draws his PISTOL, and aims it at his gut, slipping easily into the seat beside him.

NATASHA

I just shot you in the spleen, sir.

She laughs and drops his GUN on the table with a clatter.

FREDDY
Jesus, Natasha.

Freddy quickly grabs it, reholstering it awkwardly.

NATASHA
(laughing)
Why do you dress like that if you're not
going to pay attention?

FREDDY
I pay attention. If it was anyone else but
you, I'd have delivered a devastating
attack.

Natasha flags the waitress.

NATASHA
Sarcasm doesn't count as an attack. --
Double Espresso, thanks.
(to Freddy)
You heard?

FREDDY
I heard that Arms Dealer Guy Maurenn was
killed by some woman who committed suicide.

NATASHA
Tragic. Did they ever find her body?

FREDDY
They never brought that up.

The waitress sets down the Espresso.

FREDDY (cont'd)
You're astounding. You know that?

NATASHA
Come on, Freddy...

CLOSE ON: The LEATHER CASE between them.

NATASHA (CONT'D) (cont'd)
You don't pay me this much to fail.

FREDDY
The taxpayers would make us stop.

NATASHA
If only they knew.

FREDDY
How'd you get to him?

NATASHA
The way I get to people.

FREDDY
No, I mean how'd you do it?

NATASHA
Spider venom. In a plastic blow-dart.

FREDDY
(shivers)
Euh... So. What's next?

Natasha grins. Covertly.

NATASHA
Something else.

FREDDY
Like what?

NATASHA
Some Turkish Nationals are hiring me to
break into your office.

Freddy laughs, not sure that she's kidding.

FREDDY
No, seriously.

NATASHA
Seriously?

Natasha sits back and sighs, deciding as she says it.

NATASHA (cont'd)
I think I'm going to take some time off...
Go to an island. Meet a nice boy, maybe.

FREDDY
After this job, you could buy an island and
genetically create a nice boy.

Natasha smiles. She's always liked Freddy.

NATASHA
Maybe that then.

FREDDY
That's good, Natasha. You work too hard.

NATASHA
You sound like my father.

FREDDY
Really?

NATASHA
No, not really. I have to go.

She leans forward, kissing Freddy on the cheek.

NATASHA (cont'd)
Thanks, Freddy.

ANGLE ON: THE CASE, which Natasha pulls out of frame.

FADE TO:

INT. NATASHA'S PENTHOUSE -- LIVING ROOM -- NIGHT

SLOW PAN: Moving through Natasha's LIVING ROOM, which is spectacular. The view out the 20 foot-high windows hits you like a splash of cold water. The room is beautifully decorated with touches of the ornate, old-Russian style.

We can hear MUSIC O/S... and LAUGHTER.

PAN INTO:

INT. NATASHA'S BEDROOM -- NIGHT

Natasha's laughter is full and genuine. She lies on a hand-carved CANOPY BED, with Central Park as her morning view. THE CASE is SPILLED OPEN, and Natasha lies amongst BOUND STACKS of new-minted THOUSAND DOLLAR BILLS.

She laughs, picking up a STACK. She stares at it, icy cold.

NATASHA
Oh, don't think I don't have plans for you.

INT. POKER ROOM -- TABLE -- NIGHT

SWEEP PAN THROUGH: A SMOKE-FILLED POKER ROOM. Upscale.

FAST PUSH IN ON: NATASHA at a felt CARD TABLE. The game is Texas Hold-'em. The UP-CARDS read: 2, A, 4, 5, 2. FOUR OTHER MEN sit at her table: MICHAEL, MARTY, SCOTT. KARL, a blond Nordic type, pushes his CHIPS FORWARD.

KARL

Twenty-five thousand.

The men groan, FOLDING in turn. Natasha considers it.

NATASHA

Okay. Let's see it.

Karl grins, turns over a 3 and 6.

KARL

Straight.

He reaches for the pot.

NATASHA

Hold up there, fingers.

She turns over an Ace... 2.

NATASHA (CONT'D) (cont'd)

Full boat. Twos over Aces.

Karl smolders. Natasha rakes it in.

NATASHA (cont'd)

Hey. This is really fun.

FADE THROUGH: MOMENTS from the game -- Karl beats her once or twice, but for the most part, Natasha kicks his ass.

FADE TO:

LATER

RACK FOCUS FROM: A PILE of CHIPS TO: A MARTINI, ice-cold. Natasha picks it up, but her eyes remain fixed on KARL.

The PLAYERS from the other tables have gathered to watch. This is a *big* pot. It's just Karl and Natasha.

The final card is dealt: 10, Q, 10, 9... J. The CROWD reacts.

Natasha doesn't even look at the flop. She just watches --

CLOSE ON: KARL'S LIP, which TWITCHES, almost imperceptibly.

Then she looks down at the flop. Okay.

NATASHA (cont'd)

Action's on you, Karl.

Karl eyes her, tapping his finger. He goes for his chips.

CLOSE ON: NATASHA, who WINCES, subtly. Karl sees it.

LOW ANGLE: On his STACK of CHIPS, getting pushed in.

NATASHA (cont'd)
How much is that?

DEALER
One hundred forty-three thousand.

Natasha considers...

NATASHA
I think I have to go... All in.

The other men sigh audibly.

DEALER
Lady Luck raises another seven hundred and
twenty seven thousand.

CLOSE ON: KARL, the SWEAT BEADING on his forehead. His lip
twitches a few more times. His fingers shake.

KARL
Call.

Karl flips over a KING, ACE.

KARL (cont'd)
Top straight.

The CROWD groans. Natasha turns over a TEN... and a TEN.

NATASHA
Four tens.

The other PLAYERS ERUPT in madness. Karl stares, reddening.

NATASHA (cont'd)
Thank you Karl. This has been a pleasure.

Karl PUSHES BACK from the table abruptly. Natasha glances up
at him, cool. In case he makes a move. But he doesn't.

KARL
(in GERMAN)
Tricky bitch.

Karl turns to head for the exit. Quietly, in GERMAN:

NATASHA
Swiss crybaby.

Karl turns back, fuming. The Widow grins, surrounded by a few LARGE GUYS who stand behind her, backing her up.

The door closes behind Karl, and the guys CRACK UP. They high-five Natasha as one of their own...

FADE TO:

EXT. NEW YORK ALLEY -- NIGHT

Natasha stumbles out of the bar to the drunken good-byes of her buddies. She waves them off, pulling out her keys.

NATASHA
(calling back)
Shut up! ...Gonna get me mugged.

Her car sits across the alley, a TICKET on the windshield. She BEEPS the ALARM. She stops. Something's wrong.

The bare LIGHT BULB over the door has been SMASHED.

KARL emerges from the dark mouth of the alley, hands in the pockets of his jacket. He approaches her.

NATASHA (cont'd)
Karl! I haven't seen you since the trouncing.

Karl nods, crossing toward her, "laugh now". Natasha puts her back to the car, keys dangling over the window.

NATASHA (cont'd)
Now take it easy, Karl. If it makes you angry... You shouldn't play the game.

KARL
That's very true.

Karl draws a SILENCED PISTOL and aims it at her forehead.

With a snap, Natasha FLICKS HER KEYS into Karl's EYES.

ULTRA SLOW (Or we'd never see it): Natasha's hands WHIP OUT, hitting his WRIST in two different places, and Karl's PISTOL spins 180 DEGREES -- To FALL NEATLY INTO NATASHA'S HAND.

She LOCKS HIS ARM brutally with the other.

NATASHA
Come on. You don't need this.

With one hand, she DROPS THE CLIP from the gun and FIRES the chambered round into a DUMPSTER with a silenced PFF-KTANG! She drops the empty weapon into a puddle.

Twisting back, Karl SLASHES at Natasha with a KNIFE, barely missing her eyes. She falls back, losing her grip on him. He SPINS, SLASHING and STRIKING... Like a professional.

Natasha BACK-FLIPS, her feet STICKING to the ALLEY WALL, ten feet back from Karl and his knife.

NATASHA (cont'd)
Karl, I'm impressed.

Karl comes closer, itching to cut her to pieces.

KARL
Yes? Why's that, Russian bitch?

Natasha nods at the PISTOL in the puddle.

NATASHA
You really didn't need that.

Karl's eyes flick down, just for an instant.

SIDE ANGLE, SLOW: Natasha LEAPS off the wall. She hits the asphalt in a HANDSPRING, coming over to DRIVE BOTH HEELS UP INTO KARL'S JAW, shattering it. Karl SAILS INTO THE AIR...

REAL TIME: Karl LANDS like a sack of rocks.

Natasha waits for him to get up. But he isn't going to.

Beat. She touches her CHEEK. A RAZOR-THIN SLASH, beaded with blood. She picks up the PISTOL and CLIP, throws them in the car. She removes the TICKET from her windshield...

INT. PORSCHE -- NIGHT

Natasha opens the GLOVE BOX which is STUFFED WITH TICKETS, and throws in the new one. She starts the car with a ROAR.

EXT. NEW YORK STREETS -- NIGHT

Natasha's CAR weaves through the heavy traffic, doing twenty better than everyone else. Driving angry.

INT. NATASHA'S PENTHOUSE -- LIVING ROOM -- NIGHT

Natasha exits the ELEVATOR. She is still pissed, so she throws her coat over a chair before she realizes...

Someone is standing behind the curtains to her right.

CUT CLOSE ON: AN ASSASSIN, dressed in black FATIGUES. He holds his LASER-SIGHTED, SILENCED MP5 MACHINE-GUN ready. He heard the elevator. He knows she's here. He peers around the CURTAIN -- to find KARL'S KNIFE, pointed at his eyes.

She is BEHIND HIM, having slipped behind the curtains like a whisper. Before he can say anything, she CLAMPS her fingers around his TRACHEA, cutting off any sound.

NATASHA

Quiet. -- You're in my parlor now.

CLOSE ON: HER LIPS, whispering right into his ear.

NATASHA (cont'd)

Are you alone?

The assassin pauses... then nods.

THEN -- From her BEDROOM, a man COUGHS, quietly.

Natasha squeezes the man's throat tighter. The glittering KNIFE-TIP moves incrementally closer to his EYEBALL.

NATASHA (cont'd)

Lie to me again, you lose this eye.
Slowly. Understand?

The assassin nods again.

NATASHA (cont'd)

How many in the bedroom?

The assassin holds up FOUR fingers.

NATASHA (cont'd)

Okay. Move.

INT. NATASHA'S BEDROOM -- NIGHT

ANGLE ON: THE DOORWAY, where a BLACK SHADOW appears. The ASSASSIN is PUSHED, stumbling through the doorway --

ASSASSIN
WAIT! DON'T SH --

PAP! PAP, PHUT-PAP! The would-be assassin is PERFORATED by a CROSSFIRE of SILENCED GUNSHOTS. He jitters and collapses.

Silence... GUNSMOKE eddies through the room, illuminating LASER SIGHTS, SCOPING across the room from its dark corners.

ASSASSIN 2
Ah fuck, we shot Eddie!

ASSASSIN 3
Shut up! Where the hell is she?

PUSH IN ON: The DOORWAY, where NATASHA SWINGS DOWN, feet sticking to the ceiling outside the bedroom door. She raises the Eddie's MP5, takes a second to mark the origin positions of the LASERS and then -- PAP,PAP,PAP,PAP!

FOUR MEN in black fatigues FALL from their hiding spaces, dead or rapidly dying.

Natasha DROPS to the floor. She examines the bodies, and their very professional gear.

NATASHA
Fucking hell.

INT. PARKING GARAGE -- NIGHT

Natasha exits the garage elevator carefully, watching for --

PAPPAPPAPPAP! She DIVES as the GUNFIRE punches into the concrete. She ROLLS in between a ROW of CARS.

She locates the MUZZLE FLASHES and raises her RIFLE. Two SHOTS -- and TWO MORE ASSASSINS fall to the concrete.

EXT. NEW YORK STREETS -- NIGHT

OVERHEAD ANGLE: Natasha's PORSCHE RACES through the city.

INT. PORSCHE -- NIGHT

Natasha flicks the wheel from side to side, avoiding a number of near collisions, her reflexes are astounding.

NATASHA
Secure line and voice-mask.

A thin, elegant MIC extends from the ceiling.

NATASHA (CONT'D) (cont'd)

Dial: Freddy.

The GPS SCREEN FLIPS, phone lines linking through multiple routes and two VOICE-MASKING GRAPHS.

FREDDY (V.O.)

Hello?

NATASHA

Freddy. It's Natasha.

FREDDY

Widow! I've been trying to call you. Are you alright?

NATASHA

Despite popular demand. I've had seven guys try to kill me tonight.

FREDDY

One team?

NATASHA

Two teams, maybe three. The first guy was on his own.

FREDDY

How'd they do?

NATASHA

The lucky one walked with a shattered jaw. The rest are dead. They were pros, Freddy.

FREDDY

And whoever gets you first, wins.

NATASHA

You think there's a price on my head.

FREDDY

If it's a bounty, it's a big one. I've never seen anything like this. Radio traffic is going crazy. There's a surge in New York Operators like I've never seen.

NATASHA

Spooks?

FREDDY

Spooks, Free Agents, Dead-Ringers; You name it, they're out there. And from what I can tell... They're all looking for you.

NATASHA

What did I ever do?

FREDDY

I'll let you think about that. Look, just hang tight. Let me look into it. Remember our old dead drop in the park?

NATASHA

Sure.

FREDDY

Meet me there in hour. I'll find out what I can.

EXT. PUBLIC AREA -- MIDTOWN -- NIGHT

A small, deserted park area in the middle of town. Natasha spots FREDDY, seated on a bench in a CIRCLE of LIGHT. She moves up SILENTLY, puts a hand on his back.

NATASHA

Bang. You're dead.

Freddy FALLS onto the grass, his throat CUT, deep and fatal.

NATASHA (cont'd)

Freddy!

Kneeling by him, she puts pressure on the fresh slash wound. Freddy gasps to tell her something. She can't hear him.

FREDDY

Be.

NATASHA

What? I can't hear you --

Freddy weakly pulls his JACKET OPEN, revealing his PISTOL.

FREDDY

Be...

PAN DOWN: BEHIND NATASHA. A RED LASER SIGHT on her SPINE.

FREDDY (cont'd)

Behind you.

Natasha DRAWS FREDDY'S PISTOL and ROLLS, just as the SNIPER FIRES! One bullet -- which HITS FREDDY in the chest.

Natasha rolls over on her shoulder, aiming up. The LASER SIGHT glows brightly from a high TREE BRANCH. Natasha FIRES, one shot -- Right along the LASER BEAM'S PATH.

BANG! The LASER TUMBLES, spinning from the tree.

A SNIPER drops to the grass. Dead.

Natasha turns back to Freddy's body. She sighs.

NATASHA
Sorry, Freddy.

ANGLE ON: FREDDY'S OPEN JACKET. A FOLDED PIECE OF PAPER is stuck in the inside pocket. She withdraws it.

NATASHA (cont'd)
You were the nicest spy I ever knew.

PUSH IN ON: A NOTE, reading -- N, Contact Dimitri Retyahkov, AMIR'S RUGS, St. Petersburg, 5 PM, tomorrow. -- F.

FADE TO:

EXT. MASSACHUSETTS BACK ROADS -- DAY

Natasha drives through the New England COUNTRYSIDE; Beautiful tree lined roads, houses at half-mile intervals. She passes a SIGN: WELCOME TO MASSACHUSETTS.

INT. PORSCHE -- DAY

Natasha listens to music, enjoying herself -- Until she spots the FLASHING LIGHTS behind her.

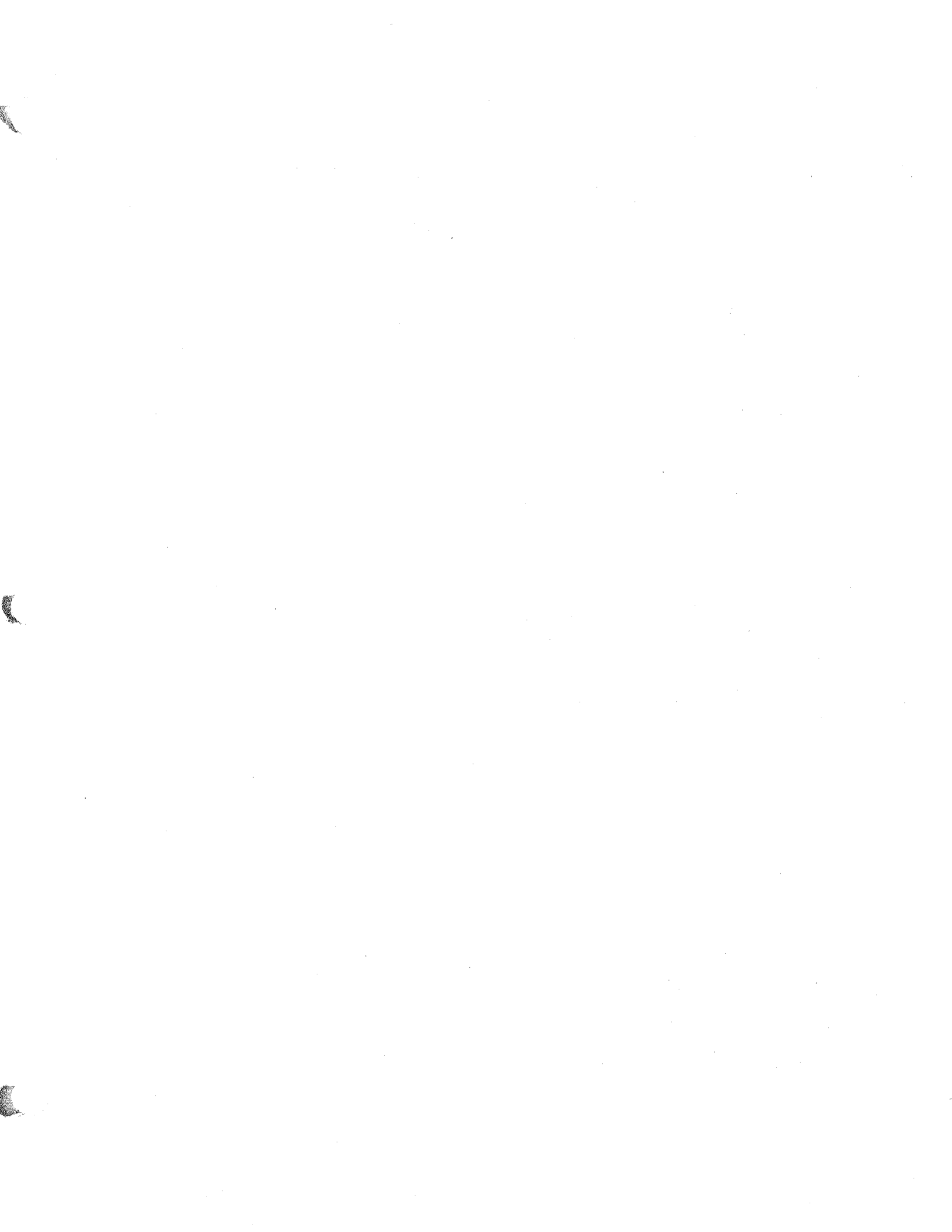
ANGLE ON: The SPEEDOMETER: 92 MPH. Oops.

The cop BLATS his SIREN twice: Pull over.

NATASHA (CONT'D)
Yeah, sorry. Not today.

The high-tech MICROPHONE EXTENDS DOWN from overhead.

NATASHA (CONT'D) (cont'd)
Sport mode, please.



The WINDOWS DARKEN to BLACK.

CLOSE ON: Natasha's FOOT pressing the GAS.

EXT. MASSACHUSETTS BACK ROADS -- DAY

ANGLE ON: HER LICENSE PLATES FLIP UP and DISAPPEAR as 600 horses LUNGE the car forward with a ROAR.

INT. POLICE CRUISER -- CONTINUOUS

The COP'S eyes widen as the car pulls away from him as if he were standing still. Hitting his SIREN, he FLOORS IT.

INT. PORSCHE -- DAY

Natasha speaks into the MICROPHONE.

NATASHA
Secure line and voice-mask.

The GPS SCREEN FLIPS, phone lines linking through multiple routes and two VOICE-MONITOR GRAPHS.

NATASHA (CONT'D) (cont'd)
Dial: Whispers Travel.

INT. OFFICE -- DAY

CHIRO LA POINTE (40's), a weasly man whose skin looks like he's been smoking since birth, sits sleeping in his ratty office chair, feet stretched out on his desk. The PHONE RINGS, scaring the bejeezus out of him.

CHIRO
Whispers Travel Service.

An ELECTRONICALLY DEEPENED VOICE pours from the receiver.

NATASHA (V.O.)
Hello Chiro.

CHIRO
... Who's calling, please.

NATASHA (V.O.)
The Black Widow.

CHIRO

Sorry... you must have the wrong number.

INT. PORSCHE -- DAY

Natasha WHIPS the Porsche around a hairpin turn. The cop nearly flies off the road.

NATASHA

I'm afraid not, Chiro. I'm already here.

INT. OFFICE -- DAY

Chiro curses under his breath.

NATASHA (V.O.) (CONT'D)

When I give the word... Open the gate.

In the distance, Chiro can hear an approaching SIREN.

CHIRO

No! I can't help you, Widow! Go away!

The deep, electronic voice growls.

NATASHA (V.O.)

I'm coming to see you Chiro, one way or another... How angry do you want me to be?

Chiro slumps, defeated. He crosses to a BLACK BOX on the wall. Opens it to reveal a RED BUTTON marked GATE.

CHIRO

Waiting for the word.

INT. PORSCHE -- DAY

Natasha scans the tall HEDGES lining the roadside.

EXT. COUNTRY ROAD -- DAY

RAPID PAN FORWARD (6f per sec.) TO: TWO RED SURVEYING FLAGS by the TALL HEDGES on the roadside.

EXT. COUNTRY ROAD -- DAY

Natasha FLOORS IT, stretching the distance between her and the cruiser. The cop's engine ROARS in response. But the cruiser is standard police issue, not a German supercar.

As their mutual SPEED reaches 160 MPH, the CRUISER begins to SHIMMY, nose wobbling.

LOW ANGLE: As they RACE PAST the TWO FLAGS.

INT. PORSCHE -- DAY

Natasha WHIPS around a corner, losing sight of the cop, barreling for a DEAD END, bordered by BUSHES.

NATASHA

Okay, Chiro... Open the gate.

INT. OFFICE -- DAY

Clearly unhappy, Chiro hits the RED BUTTON.

EXT. COUNTRY ROAD -- DAY

ANGLE ON: THE BUSHES, between the SURVEYING FLAGS. A SECTION of HEDGE-ROW begins to LIFT like a leafy GARAGE DOOR.

INT. PORSCHE -- DAY

She has to time this... just... right. Racing for the DEAD END, Natasha exhales... and pulls the HAND BRAKE.

EXT. DEAD END -- DAY

The PORSCHE'S TIRES BILLOW SMOKE as she angles the car into a perfect arc like a skater on ice.

OVERHEAD ANGLE: As the PORSCHE spins around, the slanting SUNLIGHT flashing, illuminating the subtle HOURGLASS SYMBOL, air-brushed across the car's roof and tail.

CLOSE ON: THE BUSHES, as the Porsche's tail barely BRUSHES a few leaves off the bushes at the dead end...

She FLOORS IT, heading back in the other direction.

INT. POLICE CRUISER -- DAY

The COP tries to see through the billowing SMOKE from Natasha's tires. Suddenly, the PORSCHE comes out of the smoke, SCREAMING BY HIM -- the other way.

The smoke reveals the bushy DEAD END in front of him.

COP

Shit.

EXT. FARMER'S FIELD -- DAY

The POLICE CRUISER CRASHES THROUGH THE BUSHES -- FLYING into a farmer's FIELD, CRASHING into the just-tilled SOIL.

EXT. COUNTRY ROAD -- DAY

Natasha aims the Porsche's nose at the HEDGE GATE.

NATASHA

Okay, close the gate.

The HEDGE GATE SWINGS DOWN, as the Porsche narrowly SLIPS IN BENEATH IT. The gate SHUTS.

And the Widow's Porsche... is long gone.

EXT. MASSACHUSETTS AIRSTRIP -- DAY

OVERHEAD ANGLE: On the Porsche, coming to a SMOKING STOP by a CAMO-TENTED METAL TRAILER. Beside the trailer is a TWO-STORY TOWER which doesn't look like much from the air, but gives a clear view of the field.

As she approaches, we can see that the thick BRUSH which extends from the tower is not actually brush at all -- but a long AIRSTRIP, covered over by MESH CAMOUFLAGE.

As we pass overhead, a SINGLE-ENGINE PLANE emerges from beneath the mesh at speed and TAKES OFF over the field.

INT. PORSCHE -- DAY

NATASHA'S POV: Pulling up to CHIRO, flanked by TWO MEN with AUTOMATIC WEAPONS, SHADOWS long in the afternoon light.

EXT. AIRSTRIP OFFICE -- DAY

Natasha gets out of her car, approaching the armed men without fear. They, however, start to get antsy.

CHIRO

Whatever you want, I can't do it.

NATASHA

I need a flight to St. Petersburg.

CHIRO

What did I just say? You get me in enough trouble as it is!

NATASHA

Come on Chiro, trouble is your business. Or do you want to tell me you're not running unmarked flights for spooks anymore?

Natasha turns to the hidden AIRSTRIP.

NATASHA (CONT'D) (cont'd)

What's this? The new Boston hub?

LONG SHOT: Revealing TWO MEN, also with automatic rifles, creeping up on either side of the Porsche, behind her.

CHIRO

I do it for spooks. Just not for you.

NATASHA

Why not me?

On the GROUND, Natasha spots TWO SHADOWS, creeping up behind.

Natasha steps back INTO CHIRO, gripping the barrel of his RIFLE with one hand, driving the HEEL of the other into his NOSE. Chiro begins to drop, coughing blood, but Natasha spins him roughly, using his body as a shield. She YANKS Chiro's arm back, BRAINING HIM with his own rifle.

NATASHA (CONT'D) (cont'd)

I am extremely disappointed in you, Chiro.

Natasha aims her pistol up Chiro's bloody nose.

CHIRO

Widow, please...

She aims at the other men,

NATASHA

Drop your weapons and disappear.

Chiro nods, and they do. Just the two of them now.

CHIRO

I'm sorry! I'm sorry -- please --

NATASHA

Don't be sorry. Just talk.

CHIRO

There's a contract on you. Dead or alive.

NATASHA

Not an easy thing to pull off.

CHIRO

I'd have to agree.

NATASHA

Who's the buyer?

CHIRO

I don't know.

Natasha cocks the pistol. Chiro squeals.

CHIRO (CONT'D) (cont'd)

I don't know! Nobody does! I heard about it through a Ringer at NSA!

NATASHA

Whatever. I need a plane. Transatlantic.

CHIRO

I can't! Word's out on you Widow. Kill you, that's okay. Help you, and I'm dead.

NATASHA

Fine. I'll just kill you and take a plane.

CHIRO

Look, I respect you, Widow. Everybody does. But I know your rep well enough to know -- You would never kill a man... just for trying to protect his family.

For a moment, neither knows what she will do. But in the end... he's right. She stalks back to her car.

CHIRO (cont'd)

Goodbye Widow. See you in Hell.

INT. PORSCHE -- DAY

Natasha gets back in. For a moment, she just sits.

NATASHA
I need a drink.

She throws the car into a SCREECHING reverse.

EXT. BOSTON STREETS -- NIGHT

Natasha pulls up to the curb before a 50's-era APPLIANCE STORE. The WINDOW reads: AGENCY FIXTURES. LIGHTNING flashes over the park in the distance. It's CLOSED.

TITLES: BOSTON

Natasha peers inside. A JANITOR is cleaning up the dark store. She RAPS on the window.

JANITOR
(through the glass door)
We're closed.

NATASHA
I'm looking for a 1945 Frigidaire. Fully Operational.

The Janitor opens the door. He re-pockets the SILENCED PISTOL, HIDDEN BEHIND HIS BACK.

JANITOR
Follow me.

INT. AGENCY FIXTURES --- NIGHT

Natasha follows the Janitor through a maze of APPLIANCES.

Out of sight of the window, the Janitor OPENS THE DOOR OF A 40'S-ERA FRIDGE, revealing a LONG, DESCENDING STAIRCASE. Natasha slips the Janitor a TWENTY and enters the staircase.

NATASHA
Keep an eye on the car.

JANITOR
No problem.

Natasha descends the narrow STAIRCASE. Dim, yellow LIGHT comes from below. And MUSIC. Dark music.

INT. AGENCY FIXTURES -- BAR -- NIGHT

A number of SHADOWY FIGURES look up as Natasha enters. A MURMUR passes through the room. Natasha pulls up to the bar, signals a square-jawed BARTENDER, with the face of a Marine.

NATASHA
Vodka Martini. Very dirty.

BARTENDER
Martini or the glass?

NATASHA
(nods)
S'funny.

Natasha's MARTINI is set down. She withdraws the sword-impaled olive and tastes it. Nice.

ANTON (O.S.)
Finally, the Widow appears.

A HAND lands on her shoulder. Faster than we can see, she grips the hand, spins its owner back and down, SLAMMING his HEAD against the bar, pressing the little DRINK SWORD -- still with olive -- against the lower edge of his eye.

CH-CHIK! A PISTOL is aimed at Natasha's face.

BARTENDER
None of that in here.

ANTON SWEETWATER (40's) peers up at the Bartender from beneath the swizzle stick.

ANTON
Ah... I wouldn't do that, Tim. She's bound to feed you that gun. The worst I'll get is olive juice in my eye.

The Bartender lowers the gun. Natasha grins, lets Anton up.

NATASHA
Sorry Anton. I'm a little edgy.

ANTON
Entirely my fault.

Anton pulls up the stool next to her. Anton is handsome, European. A former James Bond, past his prime.

NATASHA
(to the Bartender)
Whatever he wants.

ANTON
Whatever she's having.

The BARTENDER sets down Anton's MARTINI.

NATASHA
How's business?

ANTON
Slow.
(indicating the bar)
You see how sad all the boys are. It's --

He sips his cloudy Martini, and nearly chokes.

ANTON (CONT'D) (cont'd)
Jesus, what is that?

NATASHA
Dirty Martini. Vodka and olive juice.

ANTON
Hm. A bit like swimming with your mouth
open, isn't it?

NATASHA
(laughs)
Yeah, a little.

ANTON
The day of the Cold Warrior is long gone.
Desperate times. But not for you, I
assume.

NATASHA
I have my own problems. Anton...
(leans close)
Have you heard about a contract on me?

Anton glances around at the bar crowd.

ANTON
We all have. Twenty million. Dead or
alive.

NATASHA
(whistles)
Twenty million... Wow.

Natasha glances around. Faces turn quickly away. Dicey.

NATASHA (cont'd)
You're not looking to collect?

ANTON
I'd rather not be dead.

NATASHA
Who's the buyer?

ANTON
I don't know. Word is, it's a Russian contract.

She nods. She'd figured that.

NATASHA
I need to get to St. Petersburg, Anton.
Tonight.

ANTON
St. Petersburg? Into the mouth of the
Beast.

NATASHA
Gotta get close to pull its teeth. Plus,
there's a contact there that might be able
to help me hunt these fuckers down.

ANTON
And you can't fly commercial.

NATASHA
Not with my carry-ons.

ANTON
Try Whispers airfield.

NATASHA
I tried. Failed.

Anton sits back, thinking. It's crazy, but...

ANTON
You could take the Pond-Hopper.

NATASHA
Come on. The Pond-Hopper's still there?

ANTON
Since '91.

NATASHA

What about fuel?

ANTON

It's Nuclear-fueled, it doesn't run out.
Of course, you might blow up the city on
ignition.

NATASHA

At least I'd finally get some sleep.

Anton looks at her, concerned.

ANTON

Natasha. Are you sure this is the best
time to go back home?

NATASHA

Best? No. Time? Yes.

She stands and kisses Anton's forehead.

NATASHA (CONT'D) (cont'd)

Thanks Anton, I owe you one.

ANTON

No, you owe me twenty million.

Natasha looks in his eyes. Was that a threat, or a joke? She
turns to the room. Multiple EYES snap back to their drinks.

NATASHA

Twenty mil, Gentlemen... Anyone care to go
for it?

Each man avoids her eyes. Natasha looks back at Anton.

NATASHA (CONT'D) (cont'd)

Hm. Guess times can't be that bad.

She exits. All eyes watch that casual saunter, but no-one
moves. Anton raises his MARTINI to the Bartender.

ANTON

Could I trade this for a Scotch... Or a
mint?

EXT. BOSTON HARBOR -- STONE PIER -- NIGHT

**PAN DOWN FROM: NATASHA'S PORSCHE, framed against the black
ocean DOWN TO: The end of a Revolutionary war-era STONE PIER.**

Natasha lithely leaps down onto the stones at the edge of the water. She crouches by the FOUNDATION STONE of the pier-- etched into which is an INSCRIPTION:

"For those who cross the Atlantic in the fight for freedom."

She slides her hand down the stone, into the water.

ANGLE: UNDERWATER, where her hand grips an algae-coated STEEL PIPE. With some effort, she PULLS. The LEVER CLICKS BACK into position. The FACE of the FOUNDATION STONE SWINGS OPEN to reveal a HOLLOW HOUSING.

INSIDE: A small, one-person WATERCRAFT sits on two RUSTED STEEL RAILS.

NATASHA

The Pond Hopper.

Natasha eyes it dubiously. This craft, advanced as it was in 89, is a cold war relic. She pulls a CHAIN-LEVER. With a rusty SQUEAL, the craft SLIDES into the water with a SPLASH, and BOBS there. She shrugs. So far, so good.

NATASHA (cont'd)

Still floats.

INT. POND-HOPPER -- NIGHT

Natasha familiarizes herself with the controls. It looks pretty straightforward. Stick, rudders... Power. Gritting her teeth, she switches it ON. There is a sudden RUSH of POWER as the INSTRUMENT PANELS FLARE to life.

She winces, waiting for the explosion... Nothing.

NATASHA (CONT'D)

Next stop... Home.

EXT. BOSTON HARBOR -- NIGHT

The mini-watercraft BLASTS out of the harbor, its single REAR JET blackening the re-locked FOUNDATION STONE as it SHEARS ACROSS THE WAVES -- and into the dark night.

FADE TO:

EXT. RUSSIAN BEACH-HEAD -- MORNING

STANISLAV -- A haggard FISHERMAN in his 70's, WHISTLES on his way to his tiny boat, first here, as always. The dawning sun is obscured by heavy mist. His boat sits at the end of a long STONE BREAKER, capped by TWO STONE PILLARS.

He LOOKS UP as a deep, rusty UNLOCKING SOUND comes from inside one STONE PILLAR. The front of it SWINGS OPEN.

Strange... But that's nothing compared to the FUTURISTIC WATERCRAFT which floats in from the MIST and drifts to a LOCK-DOCK with unseen metal rails in the pillar.

But it's not until the BEAUTIFUL WOMAN in BLACK climbs onto the breaker that Stanislav's mouth falls open.

NATASHA

Good morning.

STANISLAV

Where did you come from?

Natasha inhales the cold, Russian air.

NATASHA

From here.

EXT. ST. PETERSBURG -- ESTABLISHING -- DAY

The CITY is a sparkling jewel on a winding river.

EXT. ST. PETERSBURG -- STREET -- DAY

The street is JAMMED with PEOPLE and CARS. NATASHA moves through them like a whisper, in dark glasses and a long coat. In her hand, she checks FREDDY'S NOTE.

N, Contact Dimitri Retyahkov, AMIR'S RUGS, St. Petersburg, 5 PM, tomorrow. -- F.

Natasha checks her WATCH. 4:57. She looks up at --

PUSH UP ON: A SIGN, reading AMIR'S RUGS.

INT. AMIR'S RUGS -- STORE -- DAY

AMIR, a large jovial man, smiles widely as she enters.

AMIR

Good day, young lady. I have many
beautiful rugs. Silk, Asian, Persian --

She slips him a WAD of BILLS. Euros.

NATASHA

I have... other business.

She glances subtly toward the back of the store.

AMIR

Follow me.

She follows him through his "showroom", to the tall RACKS of
RUGS hanging along the back wall. In a section dominated by
RED Amir pushes aside an incongruous BLUE RUG.

AMIR (cont'd)

This is your first time to our
establishment?

NATASHA

Yes.

AMIR

Do you need an escort?

NATASHA

No.

Natasha walks between the RUGS, to a SMALL DOOR in the wall.

EXT. AMIR'S RUGS -- COURTYARD -- DAY

Natasha exits a narrow WOODEN HALLWAY to an OPEN COURTYARD,
which is overhung with DESERT CAMOUFLAGE. The dusty square
is filled with THUGS, LOW-LIFES and TERRORISTS, who pore over
MAPS, FAKE PASSPORTS, and TABLES covered with WEAPONS. Some
argue over nefarious plans, others play BACKGAMMON.

Natasha crosses the courtyard to the bar, brushing past a
TERRORIST, ranting loudly to his CO-CONSPIRITORS.

TERRORIST

~~When the American pigs see this, they will~~
finally bow down to our power!

NATASHA

(quiet, to herself)

Yeah. That's likely.

She approaches the BARTENDER.

NATASHA (cont'd)
Dimitri Retyahkov?

The Bartender nods toward the corner.

PUSH IN ON: A MAN, sitting alone, swirling in CIGAR SMOKE,
reading DOSTOYEVSKY. Waiting.

NATASHA (cont'd)
Dimitri?

DIMITRI looks up. He is her age, and handsome. Or he would
be but for the right side of his face, where the skin is
shiny, pulled tight, like a BURN SCAR. He takes her in.

DIMITRI
Natasha.

CUT TO:

EXT. AMIR'S RUGS -- COURTYARD -- DAY

PAN UP FROM: Two BEERS, set down on their table.

NATASHA
What is this place?

DIMITRI
This is a lawless place.

The TERRORIST Natasha passed begins to yell.

TERRORIST
NO! I WILL NOT CONSIDER A LOWER BODY COUNT!

Dimitri tastes his beer, shaking his head.

DIMITRI
Amir rents this space to Terrorists. It's
a haven for planning and recruitment.

NATASHA
Like a Terrorist Kinko's.

DIMITRI
A what?

NATASHA
Freddy Willis said you could help me.

DIMITRI

(nods)

I was Freddy's contact. He was a good man.

NATASHA

And my friend. Do you know who killed him?

DIMITRI

I know who paid for it, but the first thing is to get you to a safe place.

NATASHA

I'm not looking for a safe place. I'm looking for whoever killed Freddy. I'm looking for who the ones that put the contract out on me.

DIMITRI

I promised Freddy to protect you.

NATASHA

Better to protect them.

ANGLE ON: The TERRORIST, really on a roll now. He downs a SHOT of dark liquor.

TERRORIST

These dogs must BURN! They must UNDERSTAND!

ANGLE ON: Dimitri and Natasha walking discretely to the door.

DIMITRI

I know who you are, Natasha. I know you are good. But these people are well-funded. Military.

NATASHA

Military?

DIMITRI

I can get you out of the country. To a new life. That's all I can do. They'll kill me as well.

Natasha stops Dimitri at the door.

TERRORIST

CENTRAL PARK MUST BURN!

Natasha flicks an annoyed glance at the drunken TERRORIST.

NATASHA
... A new life where?

DIMITRI
Hong Kong, Brazil, Madagascar. Anywhere.

The TERRORIST CRUMPLES the NEW YORK MAP in his fist.

TERRORIST
TIMES SQUARE MUST BURN! THE EMPIRE STATE
MUST FALL!

QUICK PAN WITH: NATASHA, as she draws a PISTOL, and puts it
to the back of the Terrorist's HEAD.

BLAM! -- SHE BLOWS THE GUY'S BRAINS OUT.

The Terrorist FALLS DEAD on the table. His BUDDIES are
stunned, blood-spattered. The place goes deadly QUIET.

NATASHA
New York, Dimitri. That's my home.

Dimitri gets her point. He pulls her out the exit.

INT. AMIR'S RUGS -- STORE -- DAY

Dimitri and Natasha exit through the RUGS. Amir rushes up to
them, worried.

AMIR
My friends! What is happening in there?

Natasha glances over her shoulder, on their way out.

NATASHA
I don't know. I think there was a
shooting.

Amir runs in between the rugs.

DIMITRI
Go go go.

Dimitri hustles Natasha out the front.

EXT. AMIR'S RUGS -- DAY

Dimitri opens the passenger door, but Natasha stops him. He
glances inside with great anxiety.

DIMITRI

We really need to go.

NATASHA

I'm going after these people, Dimitri.
With or without you. Understand?

Beat. YELLING from inside the RUG STORE...

DIMITRI

Okay. I'll take you to them. Get in.

Natasha gets in. Dimitri hustles into the driver's seat.

LOW ANGLE ON: DIMITRI'S MERCEDES, ROARING OFF.

BEHIND THEM: AMIR and TEN TERRORISTS exit the RUG STORE.
They RUN INTO THE STREET, FIRING automatic rifles at them.

But they are already gone...

FADE TO:

EXT. RUSSIAN INN -- NIGHT

PUSH IN ON: An old-European INN, in the middle of nowhere.
Dimitri's MERCEDES sits in the snow.

NATASHA (V.O.)

And then, Dimitri told me what I already
knew, in my heart.

DIMITRI (V.O.)

The Red Room.

INT. RUSSIAN INN -- COMMON ROOM -- NIGHT

Natasha and Dimitri sit in the common room of the INN. There
is a FIRE in the fireplace. Bread, cheese and wine on the
table. Natasha rises, stunned. She looks into the fire.

DIMITRI

You know it?

NATASHA

I know it. Are you sure? It was shut
down.

DIMITRI

It was. For a while. But there is a man
who lobbied to reopen it.

NATASHA
Sergei... Sergei Riskolje?

DIMITRI
Riskolje yes, crippled. A man on crutches.

NATASHA
Yes. He would be.

DIMITRI
I got an Army Deferment because of -- my injuries.

He turns the burned side of his face from the fire-light.

DIMITRI (cont'd)
They gave me an office job, sent me to the Red Room facility in the mountains.

NATASHA
What do they want with me?

DIMITRI
I don't know. I left when I discovered what their plans were. I ran. I told the CIA. That's when Freddy told me about you.

NATASHA
What are their plans?

DIMITRI
They've been collecting stray plutonium. For a bomb. A nuclear bomb.

INT. RUSSIAN INN -- BEDROOM -- NIGHT

PULL UP FROM: A MAP of NOVAYA LADOGA.

DIMITRI
They are taking delivery of the final shipment of plutonium here. Novaya Ladoga.

Natasha examines the map. The WINE sits by, nearly empty. A FIRE burns in here as well.

NATASHA
Novaya Ladoga. That's where I was born. Sergei. Do you think he'll be there?

DIMITRI
He may be. It's an important delivery.

NATASHA

How many men? How many guns?

DIMITRI

Many. The Red Room has been fortifying its forces.

NATASHA

For what? Where are they going to use this bomb? What do they want with me?

Dimitri sits back, taking her in.

DIMITRI

I don't know. I'm a defector, Natasha. A deserter. My only plan was to escape, and to help you do the same.

Natasha looks at him. She's putting him in a tough spot.

NATASHA

Escape isn't an option. I've tried it.

She touches his face. The scar. He pulls away.

NATASHA (cont'd)

Did they do that to you?

He looks away, out of the light.

DIMITRI

No, not them. I -- was burned in a fire. As a child.

NATASHA

My parents died in a fire. It's horrible.

DIMITRI

It is only what it is. Fire purifies you. Pain purifies you, prepares you for life.

NATASHA

Then I am the purest girl in Manhattan.

DIMITRI

You've had a hard life.

NATASHA

(shrugs)
It's hard for everyone.

He leans forward. The handsome side of his face lit by fire.

DIMITRI

But you can't let that stop you...

He leans closer. Their lips are close, parted.

NATASHA

No...

For a moment she is swept up. By wine, fire and nostalgia.

NATASHA (cont'd)

No.

She sits back. Natasha gets up, collecting her coat.

NATASHA (cont'd)

Good night, Dimitri.

She turns for the door.

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

I liked Dimitri. We had similar stories.

At the door, Natasha gives him one last look. He toasts her, with the remainder of the wine.

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

But it's unwise to complicate your feelings when you might both be dead tomorrow.

FADE TO:

EXT. MOUNTAIN PLATEAU -- NIGHT

TELESCOPIC POV: On a small, sleeping RUSSIAN TOWN.

TITLES: NOVAYA LADOGA

DIMITRI (O.S.)

There. The warehouse.

POV PANS TO: THE WAREHOUSE is the only building with LIGHTS ON in the whole town. FOUR MEN in winter coats stand before the door, warming their hands over an OIL-BARREL FIRE.

NATASHA lowers Dimitri's SNIPER RIFLE.

NATASHA

Four guards out front -- dressed as Russian mafia. Except for the rigid posture.

Natasha hands him the RIFLE. He hands her back her PISTOL.

DIMITRI

And many more inside.

NATASHA

I'm going to find the best way in. Stay up here. Stay hidden, and cover me.

DIMITRI

Natasha, think. These are not mafia, or fat diplomats, sitting still for assassination. These are true military forces. How can you face that alone?

NATASHA

If I don't, they'll never let me go. Besides, if there's one thing I've learned...

Natasha goes to the edge of the cliff.

NATASHA (cont'd)

Military force is very predictable.

She DIVES off the cliff. Dimitri watches her catch a TREE LIMB with her WIDOW LINE, and the tiny black form SWINGS THROUGH THE AIR, to land on the WALL of a BUILDING in town.

EXT. NOVAYA LADOGA -- ROOFTOP -- NIGHT

Natasha CLIMBS UP A WALL, silent, to the roof. Staying low, she crawls to the edge. DIMITRI speaks in her EARPIECE.

DIMITRI (V.O.)

They are looking away. Now, go.

She moves to the edge, as a RUSSIAN POLICE CAR pulls up to the door, drawing the attention of the FOUR GUARDS.

NATASHA

Ah, what's this now?

DIMITRI (V.O.)

It's a shake down. A bribe.

And sure enough, one of the GUARDS passes the passenger COP a WAD of BILLS. The cops PULL AWAY.

NATASHA

I have to get closer. If you see one about to call out, you'll have to kill all four. Can you do that?

EXT. MOUNTAIN PLATEAU -- NIGHT

Dimitri lies flat, watching her through the RIFLE SCOPE.

DIMITRI

I'll try.

There is a sudden RUSTLING in the BRUSH nearby.

Dimitri's head snaps LEFT.

NATASHA (V.O.)

Dimitri? What's wrong?

CLOSE ON: DIMITRI. Someone is coming through the brush.

DIMITRI

(Whispered)

Oh no...

EXT. NOVAYA LADOGA -- ROOFTOP -- NIGHT

Natasha rises to her knees, looking up toward the plateau.

ANGLE ON: THE PLATEAU, where TWO GUNSHOTS FLASH.

NATASHA

Dimitri!

Silence... The GUARDS look up to the mountain as well.

A few seconds... and then the VOICES of RUSSIAN SOLDIERS can be heard over Dimitri's RADIO. So she takes it off...

NATASHA (cont'd)

Damn it.

EXT. NOVAYA LADOGA -- STREET -- NIGHT

A RUSSIAN MILITARY JEEP RACES through the streets. TWO SOLDIERS drive. DIMITRI sits in the back, bound and gagged.

The jeep RACES PAST: A BUILDING with a WIDE AWNING, and pulls up before the WAREHOUSE DOOR. The GUARDS open the door.

ANGLE UP ON: THE AWNING, where NATASHA emerges, CRAWLING UPSIDE DOWN from the darkness...

NATASHA

Hang tight, Dimitri. I'm on my way.

Natasha FLIPS, to look BACK down the street.

ANGLE ON: The RUSSIAN COPS, counting their hush money by the side of the road, in their small POLICE CAR...

INT. RUSSIAN POLICE CAR -- NIGHT

The TWO COPS count the WAD of BILLS, laughing at their good fortune. And to add to it... One COP looks up.

ANGLE: OUT THE WINDSHIELD, where a stunning REDHEAD in skin-tight BLACK approaches the car. He rolls down the window.

Natasha leans down to the window, hair falling perfectly.

NATASHA

Hi guys.

She SOCKS the first cop, whose HEAD drops forward, CLEARING FRAME for Natasha to point her PISTOL in the other's face.

NATASHA (cont'd)

I need your car.

EXT. WAREHOUSE -- NIGHT

The FOUR DOOR-GUARDS stand before the warehouse, warming their hands over an OIL-BARREL FIRE. Once again, a stab of HEADLIGHTS. The same COP CAR. It FLASHES its LIGHTS.

DOOR-GUARD 3

You said you paid them off.

DOOR-GUARD 1

I did. They probably sent their friends.

The POLICE CAR STOPS, a ways back from the warehouse, FLASHERS STROBING BLUE LIGHT across the guards.

GUARD 1 approaches the car, with a sterner look this time. But it fades as -- The car LUNGES FORWARD, tires spinning in the snow. It CLIPS GUARD 1, SLAMMING HIM INTO A WALL.

The car SPEEDS at the other GUARDS, who scramble for their guns. Before they can get off a shot, the car HITS the OIL BARREL, sending a WAVE of FLAMING OIL OVER THEM!

The blazing DOOR GUARDS run off wildly into the snow.

Natasha SPINS the COP CAR, a perfect doughnut in the snow.

It screams back into the night, hood still on FIRE.

INT. WAREHOUSE -- NIGHT

PUSH IN PAST: MANY, MANY ARMED SOLDIERS, INSIDE THE WAREHOUSE. There is a dull THUMP! Outside.

PUSH IN TO: DIMITRI, tied to a CHAIR, in the middle of the WAREHOUSE. He LOOKS UP, and CRIES OUT from beneath the tape.

A few SOLDIERS turn in Dimitri's direction.

PAN IN ON: ONE SOLDIER, who looks toward the DOOR...

SOLDIER

FIRE!

Many SOLDIERS raise their weapons at this, misunderstanding.

WIDE PUSH IN ON: THE WAREHOUSE DOORS BURST into FLAME!

EXT. WAREHOUSE -- NIGHT

Hood still ON FIRE, the POLICE CAR RACES toward the FLAMING DOORS of the warehouse. The steering wheel is TIED OFF.

NATASHA RIDES ON THE ROOF, like a surfer.

Seconds before impact, Natasha fires her WIDOW-LINE AT THE BUILDING'S ROOF, LEAPING OFF THE SPEEDING CAR as --

INT. WAREHOUSE -- NIGHT

WHAM! -- The BLAZING CAR SMASHES THROUGH THE DOORS!

PUSH IN ON: DIMITRI, the fiery car COMING STRAIGHT AT HIM!

The SOLDIERS OPEN FIRE, BURSTING THE CAR'S TIRES, sending it FLIPPING off into the crates with a violent CRASH!

Then, but for the harsh crackle of flames... silence.

A hard-boiled OFFICER stands his ground.

OFFICER

Surround the car!

The SOLDIERS raise their weapons and encircle the car, tentative in the face of the legend.

But legends are unpredictable.

BEHIND the OFFICER and his men: DIMITRI suddenly RISES in a GUT-DROPPING ASCENT, hoisted from his chair to a SKYLIGHT.

The OFFICER PULLS the CAR DOOR OPEN to find... nothing. Just a BLACKENED KNIFE, JAMMED INTO THE GAS PEDAL.

Realizing the trick, he SPINS...

PUSH IN ON: DIMITRI'S EMPTY CHAIR. And the open SKYLIGHT.

OFFICER (cont'd)
SHE'S ON THE ROOF!

EXT. WAREHOUSE ROOF -- NIGHT

CLOSE ON: The WIDOW'S BITE LASER SLICES through the CHAINS binding Dimitri's hands. She yanks off his TAPE-GAG.

NATASHA
Are you alright?

DIMITRI
You got me out.

NATASHA
I'm the one that got you in. Run, that way.

She points, removing FOUR DISCS from her BELT.

INT. WAREHOUSE -- NIGHT

The SOLDIERS run outside.

But the OFFICER stays, creeping up below the SKYLIGHT, raising his RIFLE at the SHADOWS up there... But THEN -- FOUR GOLD DISCS DROP, SPINNING FROM THE SKYLIGHT. The OFFICER'S face drops...

He knows he's already dead.

EXT. WAREHOUSE -- NIGHT

WIDE: KA-WHAMMM!!! The WAREHOUSE WINDOWS EXPLODE!

EXT. WAREHOUSE ROOF -- NIGHT

DIMITRI stands on the edge of the building, rocking on his heels precariously as the building shakes from the blast.

NATASHA runs across the tin roof, which BUCKLES on the way.

Dimitri turns back to her.

DIMITRI
We can't go that way.

She mentally measures the distance across the chasm.

NATASHA
It's the only way.

The "adjacent" roof is over 20 FEET AWAY, across a CHASM, FOUR STORIES above the frozen, cobblestone road.

Natasha links her fingers, creating a foot-rest.

NATASHA (cont'd)
Put your foot here.

DIMITRI
It's too far to jump! It's impossible!

NATASHA
Exactly. They won't be prepared for it.

GUNFIRE pings off the roof's edge. SOLDIERS try to get a clear shot, but the angle of the alley makes it tough.

NATASHA (cont'd)
Give me your foot Dimitri, or we are both going to die up here!

Dimitri complies, facing the drop. She meets his eyes.

NATASHA (CONT'D) (cont'd)
Tense your legs. When I say jump... You jump, as far as you can. Ready?

More GUNFIRE from below.

DIMITRI
No.

NATASHA
Jump.

He JUMPS. She FLINGS HIM, up and over, bullets whipping past. Dimitri opens his eyes. The view is horrifying.

SLOW: The SOLDIERS below ARC INTO VIEW, rifles flashing.

And the SECOND ROOF is RUSHING UP at him.

EXT. SECOND WAREHOUSE ROOF -- NIGHT

THUMP! Dimitri LANDS, crash-sliding into an EXHAUST DUCT. He looks up in time to see NATASHA LEAP ACROSS THE CHASM, as the bullets whip by. She LANDS and ROLLS, light as a cat.

NATASHA

See? Too easy.

EXT. RUSSIAN ALLEY -- NIGHT

Natasha LOWERS Dimitri to the ground on her LINE. He unhooks himself at the bottom. Natasha DROPS down behind him.

But her head snaps up AS: A HIGH, WAILING SIREN RINGS OUT.

DIMITRI

Jesus, what is that?

NATASHA

It's an Air-Raid siren.

DIMITRI

For what?

PUSH IN ON: NATASHA. This might be worse than she thought.

NATASHA

Us.

EXT. NOVAYA LADOGA -- CITY STREETS -- NIGHT

The AIR RAID SIREN PEALS across the sleepy town.

Which suddenly wakes up.

The sounds of a RISING TIDE of *BOOTS on pavement*.

ANGLE ON: Old stone BUILDINGS and SHOPS whose DOORS are suddenly BANGED OPEN by ARMED SOLDIERS.

ANGLE ON: A LINE OF HOUSES, whose DOORS all SLAM OPEN.

SOLDIERS in combat gear emerge, assault rifles strapped with MINI-FLASHLIGHTS, which search through the snowfall. Each wears a BLACK MASK, WITH GREEN N/V EYES. HUNDREDS OF THEM.

OFFICERS SHOUT COMMANDS, locking down the town in seconds.

EXT. RUSSIAN ALLEY -- NIGHT

PUSH IN ON: NATASHA, pressing back against the wall. For the first time, her cool self-assurance falters.

NATASHA

Oh, I think I've made a big mistake here.

DEREK (O.S.)

I think you're right, Natasha.

She turns. Dimitri aims a PISTOL at her face.

DIMITRI

I put that note in Freddy's pocket.

FLASH TO:

EXT. PUBLIC AREA -- MIDTOWN -- NIGHT

FREDDY sits on the park bench, waiting. Suddenly, DIMITRI appears behind him, and SLITS HIS THROAT.

Dimitri slips the NOTE into Freddy's pocket. He nods up at the SNIPER, who flashes his LASER SIGHT once. Dimitri slips into the darkness, just AS --

NATASHA appears in the STREETLIGHT behind Freddy...

NATASHA

Bang. You're dead.

EXT. RUSSIAN ALLEY -- NIGHT

Natasha GRABS Dimitri's wrist, twisting the gun OUT OF HER FACE. She points her own gun at his forehead. CLICK.

DIMITRI

(grins)

And I jammed your gun.

Dimitri ELBOWS HER in the face. She goes down.

DIMITRI (cont'd)
HERE! SHE'S DOWN HERE --

Natasha drives a FOOT into Dimitri's stomach, cutting him off. Her HEEL ARCS BACK into the BURNED SIDE OF HIS FACE.

SLOW: The RIGHT SIDE of Dimitri's FACE CRACKS LIKE SHATTERED PLASTIC! Natasha reacts as "DIMITRI" turns back to her.

Much of his FACE has been BLOWN OFF, years ago. In that facial quadrant, he's just skull, sinew and glaring bone.

NATASHA
Alexei...

As the SOLDIERS POUR into the alleyway, Alexei grins like a Hallowe'en skull. Alexei PUNCHES HER IN THE FACE! The world FLASHES WHITE and then --

CUTS TO:

BLACK

RISING SOUND: Of a LARGE VEHICLE, DRIVING...

FADE IN ON:

INT. TRUCK -- CARGO HOLD -- NIGHT

CLOSE ON: NATASHA. She opens her eyes.

Her HANDS are TIED ABOVE HER HEAD. ICY WATER TRICKLES OVER HER from a VENT in the ceiling. It has FROZEN into LINES down her body. She stands still, trying not to shiver.

ALEXEI (O.C.)
Cold.

The CARGO HOLD is olive green, military and spare.

TWO GUARDS sit by the closed CARGO DOORS.

ALEXEI (cont'd)
You can feel it in your bones.

He grins, the naked portion of his skull gleaming.

ALEXEI (cont'd)
I was sorry to lie to you.

He touches her face. She doesn't flinch.

ALEXEI (cont'd)

But it was nice to pretend that we were strangers again. A fresh start.

NATASHA

You put the bounty on me.

ALEXEI

Yes. I mean, it was diverted Government funds, but we organized it.

NATASHA

We. You and Sergei. The Red Room.

ALEXEI

If you could see, Natasha. The culmination of everything the Red Room was created for... You'd come back to us freely.

NATASHA

Alexei... What makes you think that I'd ever come back to the Red Room?

ALEXEI

Loyalty. Patriotism.

NATASHA

They tried to kill me.

ALEXEI

(laughs)

They tried to kill me, too. I think there's a reason why they failed.

NATASHA

Yes. Because the whole system is insane.

ALEXEI

Your choices are limited here, Natasha. I didn't make the bounty dead or alive. That was Sergei. He wants --

Alexei is suddenly, disturbingly, choked up.

ALEXEI (cont'd)

He wants to...

Alexei suddenly turns on her, angry.

ALEXEI (cont'd)

Why did you have to kill the doctor? He could have fixed -- my face. He could have given Sergei... what he wants.

NATASHA

... What does Sergei want?

But Natasha thinks she's starting to get it.

ALEXEI

Stepanovich was a genius. He created the only successful Black Widow. If you don't submit to their tests, to try to recreate his procedures --

Alexei moves in close. His glaring eye stares into hers.

ALEXEI (cont'd)

Sergei will cut you open. Alive.

He turns away, for the door. The TRUCK pulls over...

ALEXEI (cont'd)

You have two hours to decide.

EXT. RUSSIAN ROAD -- WILDERNESS -- NIGHT

Alexei jumps down from the cargo hold. The truck's DRIVER stands by the door. Alexei's BLACK MERCEDES waits.

ALEXEI

Follow my car. Try to keep up.

INT. TRUCK -- CAB -- NIGHT

The DRIVER climbs behind the wheel. He STARTS the truck.

DRIVER

Asshole.

He pulls out to follow Alexei's MERCEDES.

A second, much LARGER SOLDIER rides SHOTGUN.

Their FACES are both obscured by their N/V MASKS.

INT. ALEXEI'S CAR -- NIGHT

Alexei looks back over his shoulder, another SOLDIER chauffeuring him after a long day. He closes his eyes...

INT. TRUCK -- CAB -- NIGHT

The two SOLDIERS drive in silence. Out the wide WINDSHIELDS, the BLACK MERCEDES slips off into the dark.

DRIVER

Driving like a maniac in this snow.

INT. TRUCK -- CARGO HOLD -- NIGHT

Natasha shivers, unable to help it. The FROZEN rivulets of water have iced up her shoulders.

ANGLE ON: The TWO GUARDS, by the door. They drink COFFEE and stare at the water trickling down her skin-tight bodysuit.

INT. TRUCK -- CAB

The DRIVER wipes frost from the windshield.

DRIVER

I can't see him at all now.

The Driver sits back. He EASES his foot off the GAS...

SHOTGUN'S blank face turns to him.

SHOTGUN

What are you doing?

DRIVER

... Have you seen the girl?

Shotgun looks around. The middle of NOWHERE. Alexei is gone. Shotgun turns to Driver, his mask nodding...

EXT. RUSSIAN ROAD -- WILDERNESS -- NIGHT

The big truck PULLS OVER, onto the gravel shoulder.

INT. TRUCK -- CARGO HOLD -- NIGHT

The TWO GUARDS glance at each other as the truck PULLS OVER. One chuckles, low. They look back at her. Hungry.

CLOSE ON: NATASHA. Everyone knows what's coming...

EXT. RUSSIAN ROAD -- WILDERNESS -- NIGHT

DRIVER gets out, SHOTGUN heads around the other way. Driver takes off his GLOVES, to open the rear cargo door.

DRIVER
But I'm going first.

SHOTGUN
Yes. Okay.

SHOTGUN rises up behind Driver, HUGE. The LOCK OPENS.

SHOTGUN (cont'd)
You first.

SHOTGUN GRABS DRIVER under his armpit and around the NECK. He SNAPS Driver's NECK like a wishbone.

INT. TRUCK -- CARGO HOLD -- NIGHT

ANGLE ON: THE CARGO DOORS, which SWING OPEN. The DRIVER'S BODY lies on the roadside.

NATASHA'S GUARDS draw their RIFLES.

Suddenly, they EXPLODE with MACHINE GUN FIRE!

SHOTGUN climbs, slow into the hold. Surrounded by blood, the HUGE MAN looms toward her. He draws a gleaming KNIFE...

SHOTGUN
I'm sorry.

He CUTS HER ROPES.

SHOTGUN (cont'd)
I'm so sorry you came back.

He pulls off his N/V MASK. IVAN smiles, older and greyer.

IVAN
And yet I'm so grateful.

Natasha BURIES HERSELF in his huge, warm arms.

NATASHA
Ivan.

EXT. RUSSIAN ROAD -- WILDERNESS -- NIGHT

Driving now, Ivan drives Natasha away in the TRUCK.

But CAMERA STAYS in place, AS: A LONE SOLDIER, dressed like the others, PULLS UP on an off-road MOTORCYCLE. He looks from the BODIES of the SOLDIERS, lying in a snowy DITCH.

The LONE SOLDIER RIDES OFF, following them at a distance...

FADE TO:

EXT. RUSSIAN FIELD -- VERGE -- NIGHT

The TRUCK is HIDDEN in the DEEP UNDERBRUSH, well off the road. Ivan leads Natasha through the TREES TO:

A vast SNOWFIELD. An OLD MAN waits for them, holding the reins of TWO CLYDESDALE HORSES, hitched to an old RUSSIAN SLEIGH. Ivan pays the man and thanks him.

IVAN

Come. We're not safe yet.

EXT. RUSSIAN FIELD -- NIGHT

Ivan drives the CLYDESDALES across endless FIELDS of SNOW. Natasha sits beside him. An OIL LANTERN swings on the rail. The FULL MOON casts the entire field in stunning ice-blue.

IVAN

The Red Room was reinstated by a splinter group of the Politburo's Foreign Espionage Services. They are well-funded. They ordered me back out of retirement.

NATASHA

Alexei said they had a bomb.

IVAN

Yes. A make-shift nuclear weapon.

NATASHA

He talked about the "culmination" of the Red Room's plans.

IVAN

Sergei's plans. To destroy the Kremlin.

NATASHA

What?

IVAN

He believes that by destroying the Kremlin, and the many Federal Buildings surrounding it, that the surviving Politburo will have no choice but to engage Martial law. And then, Sergei will use his Widow Operatives to reinstate State power to Soviet levels. Or worse. Sergei believes he can reestablish the Soviet Empire.

NATASHA

Oh, I see. Because it worked so well the last time.

EXT. RUSSIAN FIELD HOUSE -- NIGHT

ANGLE ON: The distant URAL MOUNTAINS. Home of the RED ROOM.

NATASHA

Are they still up there?

Ivan glances up at the mountains, as he pulls the SLEIGH up in front of an ABANDONED FARMHOUSE.

IVAN

Yes. They've re-opened the old Facility.

Natasha crosses from the sleigh to look up at the MOUNTAINS.

FLASH TO:

EXT. RUSSIAN FIELD HOUSE -- NIGHT

YOUNG NATASHA stumbles cold and hungry through the snow. She KICKS IN the DOOR of the ABANDONED FARMHOUSE.

EXT. RUSSIAN FIELD HOUSE -- NIGHT

Natasha exhales steam in the icy cold night.

NATASHA

I crossed this field when I left. Slept in this old house that first night.

She turns back to Ivan.

NATASHA (cont'd)
I'm going back, Ivan. Tomorrow morning.

INT. ABANDONED FARMHOUSE -- NIGHT

There are a few sticks of furniture, cobwebs in the rafters. The WIND wails hollowly outside, rattling the windows. But it's freezing in here.

Natasha bangs the side of an old, rusty FURNACE.

NATASHA
Maybe we could get this furnace lit. Get the blood flowing again.

IVAN
You'd do exactly that. Those old leaky furnaces run on natural gas.

Ivan SNAPS the legs off an old chair, chucking them in the FIREPLACE. He bends to light the fire.

IVAN (cont'd)
If you go back, you'll be killed, little one. And for what?

NATASHA
So I can be free.

PAN ACROSS: AN OLD TABLE, where Natasha has laid out the meager WEAPONS collected in Novaya Ladoga; One RIFLE, one PISTOL. Natasha drops the clip from the pistol.

NATASHA (cont'd)
Tsk -- Only one bullet in the pistol. One full clip for the AK.

EXT. ABANDONED FARMHOUSE -- NIGHT

Out in the snow, the night is quiet. The warm, orange light flickering in the windows of the house is the only sign of life. But we hear VOICES, over a RADIO.

NATASHA (V.O.)
So I can be free. Tsk -- Only one bullet in the pistol. One full clip for the AK.

The LONE SOLDIER lies flat, hidden by a low DRIFT OF SNOW. His OFF-ROAD MOTORCYCLE is laid down in the snow beside him.

He removes a set of HEADPHONES, connected to a LONG-RANGE MICROPHONE. Silent, he unslings the SILENCED, AUTOMATIC RIFLE strapped to his back...

INT. ABANDONED FARMHOUSE -- NIGHT

Ivan regards Natasha seriously in the firelight.

NATASHA

Sergei thinks he owns me. They will never leave me alone. Unless I convince them to.

IVAN

They will cut you open. They will take your secrets.

NATASHA

They can try. But I'm grown up now, Ivan.

IVAN

Yes, but... I need you, Natasha.

The change in tone catches her attention. He is a big man, still strong. But he's noticeably older...

IVAN (cont'd)

Training Red Room Agents is all I've ever done. But after tonight... My life in Russia is over. They will hunt me down. I need your help to escape, to start a new life. Without you, I am dead.

Natasha sticks the pistol in her belt, and kneels down in front of his chair. Ivan looks down. She hugs him tightly.

NATASHA

You're right. I'm sorry.

She hugs him tightly.

NATASHA (cont'd)

We're in this together now.

IVAN

I am sorry. Sorry to be a burden to you.

NATASHA

You could never be a burden to me. Without you, I'd have died a long, long time ago.

She holds him out at arm's length, tears in her eyes.

NATASHA (cont'd)

You are my only father. And I will never leave you again.

He smiles. That makes it all worthwhile.

BLAM! Ivan is SHOT THROUGH THE CHEST by a SNIPER'S BULLET!

NATASHA (cont'd)

IVAN!

Ivan pulls for breath. He falls, CLEARING a SIGHT-LINE TO:

The SNIPER'S LASER, which FALLS squarely on Natasha's CHEST.

Natasha DIVES, as the WINDOW EXPLODES with AUTOMATIC GUNFIRE!

Natasha DIVES over the TABLE, which FLIPS, sending the AK-47 FLYING. Natasha drops behind it for a shield.

The FRONT DOOR is KICKED IN!

MACHINE-GUN FIRE erupts from the dark front hall, STITCHING Natasha's table, and the wall behind. Some of the bullets are stopped by the thick wood. Some break through.

PUSH IN ON: NATASHA, knowing she's only got one bullet.

A deep, cultured VOICE comes from the shadows...

ANTON (V.O.)

Only one shot in that pistol, darling.

NATASHA

... Anton?

PUSH IN ON: ANTON, removing his N/V MASK. His face is painted with elaborate grey/white CAMOUFLAGE. He is in full combat mode, prepared to make the hit of his life.

ANTON

I've got you, Widow. Open room. No safe cover. A full clip at your back.

Natasha looks longingly at the lost AK-47, which has slid into the FIREPLACE.

NATASHA

I thought you said you didn't want the twenty million.

ANTON

I said I didn't want to be dead.

CLOSE ON: NATASHA, breathing away her anger, her grief.
Everything that will get in her way.

NATASHA
Then you're making a mistake.

ANTON
I don't think so. Even you aren't fast
enough to get to me before I kill you.

PUSH IN ON: NATASHA, staring up at: THE WINDOW, where she can
see just the barest *glimpse* of METAL in the REFLECTION of the
night-black doorway. Anton's rifle.

ANTON (cont'd)
Put down your weapon, Natasha. I'll take
you in alive, collect my money. Everyone's
happy. What do you say?

Natasha leans back, grim. Calm. She exhales.

NATASHA
You know what I say, Anton..?

PUSH IN ON: ANTON, realizing she's going to go for it.

NATASHA (CONT'D) (cont'd)
I'm pretty fucking fast.

She SPRINTS UP THE WALL at an angle, heading for a better
shot at the doorway.

Anton FIRES, but he was aiming low. MACHINE-GUN FIRE LIGHTS
her path up the wall in FLASHES, past the SHATTERING WINDOWS.

At the CEILING, Natasha FLIP-DROPS back to the floor.

Eight feet from the door now.

SIDE ANGLE, VERY SLOW: Natasha leaps off the wall and DIVES,
PISTOL up -- The moment she LEAPS, she is SHOT THROUGH THE
HIP. She bites down on the pain, aiming into the SHADOWY
DOORWAY, directly above ANTON'S MUZZLE FLARE.

BANG! In mid-air, Natasha takes her one shot...

REAL TIME: Natasha TUMBLES to the ground, rolling over to
come up, with the WIDOW'S BITE LASER AIMED AT: THE DOORWAY.

SLOW: Anton FALLS from the darkness, shot dead center in the
chest. He FALLS DOWN, his RIFLE still clutched in his hands.

Natasha's gun is empty... But Anton doesn't shoot.

NATASHA (CONT'D) (cont'd)
If you're going to shoot me, Anton...
Now's your chance.

But Anton just meets her eyes and laughs, coughing blood.

ANTON
I'd be happy to. But I think you've
paralyzed me, love.

She falls back on her ass, wincing. Anton sees the blood
pooling beneath her. He grins.

ANTON (CONT'D) (cont'd)
But I got you too, didn't I?

NATASHA
Yeah. Yeah, I think you really did, pal.

ANTON
Shot the Widow. I always wondered...

Anton lies onto his back, eyes drifting.

ANTON (CONT'D) (cont'd)
I guess I really was, worth... something.

ANTON'S POV: Of the CEILING is fading in and out of focus.
Suddenly, BLOOMS of RED BURST ACROSS HIS VISION.

Anton dies. Holding her side, Natasha rises to her feet.

NATASHA
That's right, Anton. You died a big pain
in my ass. Good for you.

She examines the GUNSHOT wound in her side. Not good. She
pulls herself over to IVAN... But Ivan is gone.

Natasha hangs her head. MUSIC builds...

FADE TO:

INT. ABANDONED FARMHOUSE -- NIGHT

Before the FIRE, Natasha uses ANTON'S FIELD KIT, to STITCH UP
her gunshot wound. Ivan's body is covered by an old RUG.

NATASHA (V.O.)
That's the sad truth about Espionage. Even
your friends will try to kill you
eventually.

FADE TO:

EXT. ABANDONED FARMHOUSE -- NIGHT

Natasha kneels in the snow, using ANTON'S FIELD SHOVEL to try
to dig a grave.

NATASHA (V.O.)
I tried to dig Sergei a grave. I couldn't
just leave him. Not again. I promised.

Angry, she HACKS at the frozen earth. But it's no good...

NATASHA (V.O.) (cont'd)
But the ground was frozen solid.

She sits back in frustration. Tears stream down her face.

FADE TO:

INT. ABANDONED FARMHOUSE -- NIGHT

IVAN lies on the TABLE, BROKEN FURNITURE piled up beneath it,
his hands crossed peacefully across his chest.

Natasha leans down and kisses his forehead.

NATASHA
Goodbye Ivan.

Natasha IGNITES the wood with the WIDOW'S BITE LASER.

EXT. ABANDONED FARMHOUSE -- DAWN

PAN DOWN TO: NATASHA, somberly watching the FARMHOUSE,
BURNING to the ground...

NATASHA (V.O.)
In the end, I gave Ivan a Viking send-off.
It seemed more appropriate for him anyway.

Natasha picks up to ANTON'S snowy, off-road MOTORCYCLE. She
gazes up at the MOUNTAINS, and the PINK SUNLIGHT rising
behind. She scowls, deep sadness giving way to pure fury.

CLOSE ON: NATASHA'S BOOT, KICK-STARTING the bike.

HIGH ANGLE, DESCENDING: Natasha RIDES OFF across the fields... Toward the Mountains. Toward the Red Room.

PAN DOWN TO: ANTON, left to rot in the snow. CROWS circle overhead, having found a rare feast in this icy landscape...

NATASHA (V.O.) (cont'd)
I left Anton to feed the crows.

FADE TO:

EXT. RUSSIAN COUNTRYSIDE -- DAY

The day is overcast, misty. Anton's DIRT-BIKE comes FLYING over a rocky outcrop, speeding along the vast, Russian landscape. Natasha drives, wincing silently at every bump.

Natasha STOPS, checking one cylinder of her BRACELET, which opens to reveal a tiny GPS SCREEN, showing her destination.

THIRTY more kilometres. She ROARS OFF again.

EXT. RED ROOM TRAINING FACILITY -- URAL MOUNTAINS -- DAY

WIDE PUSH IN ON: The RED ROOM, nestled in its CREVASSE atop the cliff.

EXT. CLIFFSIDE -- BOTTOM -- DAY

STEEP ANGLE DOWN: THE CLIFF-FACE, and the tiny DIRT-BIKE that pulls up at its base.

SIDE ANGLE: NATASHA SLIDES the bike INTO CAMERA. She kills the engine. In the silence, NATASHA looks up. Way up.

STEEP ANGLE, UP: The CLIFF-FACE, rising INTO THE CLOUDS.

EXT. CLIF-FACE -- DAY

CLOSE ON: The ROCK WALL. ICE hangs in patches. A black gloved hand SLAPS down onto the wall. NATASHA uses the WIDOW'S GLOVES to climb the vertical wall of stone.

Natasha is in pain. She is beyond fatigue. But her face is stony, determined, and she will... not... give up.

WIDE ANGLE, PULLING OUT: Natasha gets smaller and smaller, as she climbs steadily INTO THE CLOUDS...

EXT. CLIFF-FACE -- DAY

Natasha is flagging, badly. MIST surrounds her. Looking up, she can see dimly see the TOP of the cliff.

She reaches up, but her arms are shaking badly.

CLOSE ON: HER HAND, hits a PATCH of WET ICE and SLIPS! She FALLS off the wall! Natasha FIRES a WIDOW LINE to the top.

CLOSE ON: The arachnid-shaped HOOK, CATCHING on the wall.

WIDE: Natasha HANGS, hundreds of feet in the air.

Slowly, she ASCENDS ON THE LINE. To the top.

EXT. THE RED ROOM FACILITY -- BORDER WALL -- AFTERNOON

CLOSE ON: NATASHA climbs over the wall, exhausted.

NATASHA'S POV, PANNING ACROSS: THE RED ROOM COURTYARD. The place has changed. No longer green and well-kept, the TREES are skeletal and bare. The stone walls are black with soot.

The courtyard which used to resemble a Russian town square, is now PROTECTED by RAZOR-WIRE BARRICADES -- Main GATES fortified by SOLDIERS and ROCKET DOORS. The old SOVIET FLAGS are hanging again, but they are tattered and worn.

ARMED SOLDIERS cross the yard with military purpose. The SOLDIER'S FACES are COVERED by camouflaged SKI MASKS.

CLOSE: Each soldier's SHOULDER bears a WIDOW INSIGNIA.

Utterly silent, Natasha DROPS into the courtyard, darting into the nearby STORAGE SHED.

INT. STORAGE SHED -- AFTERNOON -- AFTERNOON

The shed is filled with WEAPONS. Natasha grins. Perfect.

She glances out the window. Nightfall soon. So she pulls up a BAG of BULLETS...

The moment her head hits her "pillow"... she is asleep.

FADE TO:

BLACK

SMASH CUT TO:

INT. STORAGE SHED -- NIGHT

CLOSE ON: NATASHA'S EYES, snapping OPEN in the dark, as MUSIC BLARES from the COURTYARD ADDRESS SYSTEM.

The SOVIET NATIONAL ANTHEM. Natasha creeps to the WINDOW.

OUTSIDE: There are MANY MORE SOLDIERS than earlier. They are organizing TRUCKS for a mass TRANSPORT CONVOY.

A powerful VOICE echoes from the SPEAKERS, over the music.

SERGEI (V.O.)

COMRADES. FOR WE ARE COMRADES, THOUGH OUR
HOMELAND THAT HAS FORGOTTEN THAT. TOMORROW,
WE SHALL REMIND THEM. REMIND THEM OF THE
SICKLE. REMIND THEM OF THE HAMMER. AND WE
WILL RESTORE GLORY TO OUR HOME!

The SOLDIERS CHEER.

CLOSE ON: NATASHA. She knows that voice.

NATASHA

Sergei.

She grabs a SATCHEL off the wall, and begins PACKING WEAPONS from the shed. GUNS, EXPLOSIVES, you name it.

Then, the sound of nearby VOICES. Natasha looks OUT THE WINDOW: An OFFICER orders TWO SOLDIERS to the STORAGE SHED.

NATASHA (cont'd)

Time to go.

Natasha slings the WEAPONS SATCHEL over her shoulder. She turns to the CENTER of the shed, where a MINI-HOWITZER sits on a stand. Natasha grins...

She puts her SHOULDER to the small cannon, pushing it TOWARD:

ANGLE ON: THE FRONT DOOR -- OPENED by the FIRST SOLDIER, who YELLS, seeing the gaping HOWITZER BARREL pointed RIGHT AT HIM. But it doesn't fire. The SECOND SOLDIER laughs.

SECOND SOLDIER

Jumpy.

OVERHEAD PAN: PAST the SOLDIERS, and the HOWITZER, to the barely perceptible LINES of a very old TRAP DOOR...

INT. DORMITORY -- HALLWAY -- NIGHT

Natasha peers out of the old STORAGE CLOSET.

WIDE, DOWN THE HALL: A SENTRY guards the COMMON ROOM DOOR.

CLOSE ON: The SENTRY, lighting a WOODEN MATCH for his dangling cigarette. He hears CHEERING in the courtyard and looks out the window, DROPPING the match.

ANGLE UP ON: THE SENTRY, bending down to pick up the LIT MATCH, which weakly lights the CEILING above him --

Where the BLACK WIDOW crawls into view.

The Sentry stands. He goes to light his smoke again, unaware that a thin LINE has DROPPED DOWN AROUND HIS NECK.

ANGLE UP ON: NATASHA, her WIDOW'S LINE looped over a STEAM-PIPE. She DROPS to the floor, YANKING the LINE, hanging the Sentry, dead like a puppet. She drops him unceremoniously.

She picks the common room door without a sound.

QUICK FLASHES: GUNSHOTS, GAS, The BODIES of her murdered FRIENDS. She opens the door... And stares.

NATASHA

You've got to be kidding me.

INT. DORMITORY -- COMMON ROOM -- NIGHT

PUSH IN, RISING ON: THE COMMON ROOM. The old RED SILK WALLS are threadbare and tattered. IRON BARS block the windows.

In TWENTY BEDS along the walls, lay TWENTY GIRLS -- each between 12 and 15. On the walls over each bed are GLASS CASES, each containing brand-new, little WIDOW UNIFORMS.

ONE GIRL glances up. She CALLS OUT, and TWENTY GIRLS jump from their beds. They stand in fighting positions, their ANKLES CHAINED to their BEDPOSTS. They all stare at...

LOW ANGLE, UP ON: NATASHA... who enters from the dark.

PUSH IN ON: THE FIRST GIRL, the oldest, recognizing the WIDOW INSIGNIA on Natasha's chest. Slowly, she points, and the other girls hands drop, their faces slack with awe.

NAVIA
Black Widow.

Natasha nods. She kneels down. She uses the WIDOW'S BITE laser to SLICE the first girl's ANKLE CHAIN.

NATASHA
What is your name?

NAVIA
Navia.

NATASHA
I have a mission for you, Navia.

She looks around at the other girls.

- NATASHA (cont'd)
All of you.

EXT. COMMON ROOM -- HALLWAY -- NIGHT

LONG SHOT ON: THE HANGED SENTRY, swinging. TWO SOLDIERS enter the hall at the far end. They RUN to him.

SOLDIER 1 runs to the body. SOLDIER 2 looks in the ROOM.

SOLDIER 1
Help me get him down!

But SOLDIER 2 just stares... INTO:

INT. COMMON ROOM -- NIGHT

PUSH IN, RISING ON: The COMMON ROOM. The ankle-CHAINS are SLICED and SMOKING. The glass cases are SHATTERED. Every last Widow outfit is GONE.

Along with every last Widow.

INT. COMMON ROOM -- HALLWAY -- NIGHT

SOLDIER 2 SMASHES the glass over the ALARM SWITCH, and pulls it. A wailing SIREN echoes across the entire facility.

EXT. DORMITORY -- ROOFTOP -- NIGHT

PUSH IN ON: NATASHA, standing on the old ROOF-TOP. She is surrounded by LITTLE WIDOWS in COSTUME. As the ALARMS RING, she removes THREE DISCS from her belt, hands them to NAVIA.

NATASHA

Do you understand the plan?

Natasha points off, into the BUILDINGS of the COURTYARD.

NATASHA (cont'd)

That building. And that one. And that one, there. Understand?

NAVIA

Yes, Black Widow.

NATASHA

And then you run, Navia. All of you.

Little Navia looks at her fellow students, unsure.

NAVIA

Run? To where?

Natasha looks, far off the cliff, to the huge land beyond.

NATASHA

Anywhere. You're free. Never come back.

NAVIA

We have nowhere to go. We don't know the world outside this place...

NATASHA

I know. That's life. But trust me -- You're better prepared than most.

NAVIA

Where will you go?

Natasha looks grimly down into the courtyard, at the ARMORY.

NATASHA

Back in.

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

Amid the ringing ALARMS, SOLDIERS run this way and that, securing the CONVOY, searching for little Widows.

PUSH IN ON: ALEXEI, his bare, tattered skull enhancing his frustration. As the MEN around him begin to SHOUT, he turns.

ANGLE ON: The DORMITORY BUILDING, where TWENTY LITTLE WIDOWS are CRAWLING DOWN THE WALLS. A few SWING ACROSS the courtyard on WIDOW LINES.

The SOLDIERS scramble after the nimble little spies, trying to catch them as they FLIP and SPRING across the stones, or SLIDE under TRUCKS, just out of reach. Madness.

ALEXEI stays where he is, taking it all in. Thinking.

ALEXEI

Where are you going, Natasha?

And then he gets it. Alexei turns to the ARMORY BUILDING.

LONG ANGLE TO: The high EAVES of the Armory building. And the OPEN WINDOW, where CURTAINS flap in the wind...

ALEXEI (cont'd)

The bomb.

INT. ARMORY -- BASEMENT -- NIGHT

This BASEMENT is WIDE OPEN, the width of a warehouse. A huge rusty FURNACE bellows loudly. FOUR SOLDIERS stand by it, for heat, guarding a METAL CASE the size of a WINE CASK, secured to a WHEELED PLATFORM.

RACK FOCUS TO: NATASHA, clinging to the CEILING.

ANGLE ON: THE BOMB-GUARDS. ONE hears a COMMOTION outside. He stands on tip-toe to look out the ground-level WINDOW.

BOMB-GUARD 1

What is it, Yvgeny?

YVGENY

The little Widows. They're out.

The SECOND GUARD swigs a FLASK of vodka.

BOMB-GUARD 2

(laughs)

Maybe they're coming to attack us.

The LIGHTS GO OUT. There is general confusion in the pitch-black basement. The soldiers CRY OUT.

ANGLE ON: YVGENY, searching his pockets in the dark.

YVGENY

Calm down! It's just the power again --

CLOSE ON: BOMB-GUARD 2, pulling a LIGHTER from his pocket.

BOMB-GUARD 2

Wait! I have a lighter!

He FLICKS a ZIPPO LIGHTER. And he sees...

BOMB-GUARD 2 (cont'd)

Holy God.

The other SOLDIERS are DEAD, their BODIES lie on the floor.

NATASHA stands over YVGENY, who chokes out his last breath.

Bomb-Guard 2 tries to raise his gun. In one quick stride, Natasha closes the space between them, driving a FOREARM into the man's THROAT. He drops, dead before he hits the floor.

Natasha exhales... She turns to the BOMB.

NATASHA

Now. Let's see about disarming you.

She crouches down, examining the CONTROL PANEL. But it has been crudely WELDED SHUT. Natasha curses under her breath.

ALEXEI (O.S.)

It can't be disarmed, Natasha. It's welded shut. Break the casing, you set off the timer. Only Sergei has the code. Put down your weapon.

Natasha lowers her gun, as ALEXEI emerges into the LIGHT...

ALEXEI holds NAVIA hostage, his PISTOL to her temple.

NATASHA

Let her go, Alexei. This is between us.

ALEXEI

Sergei would disagree.

NATASHA

Sergei is a monster. And so are you.

ALEXEI

And we're your only family. -- So what does that make you?

NATASHA

It makes me the angry sister. Now let her go and I promise to just put a bullet in your brain.

ALEXEI

You'll have to do better than that.

NATASHA

Fine...

Natasha sets her PISTOL down, on the ground. Close by.

NATASHA (cont'd)

I'll give myself up.

NATASHA (cont'd)

No! They'll kill you!

Alexei releases his grip on the little girl. Navia backs away from him, tears streaming for Natasha.

NATASHA (cont'd)

Run, Navia. Get out of here.

Navia turns to run. Alexei lets her go.

ALEXEI

Yes. Run little Widow. I've got what I want. What I've always wanted.

Alexei turns back to Natasha.

ALEXEI (cont'd)

Kick your gun over here.

Natasha kicks her gun across the floor. Alexei steps closer.

NATASHA

Why, Alexei?

ALEXEI

For the Revolution. To restore Soviet glory. To make things like they were.

She shakes her head, amazed.

NATASHA

Things were horrible before. You forget that, living up here.

ALEXEI

Things are worse now. Honor is dead.

NATASHA

So are you.

Natasha's FIST flies into Alexei's FACE. But he is a grown man now -- A Professional. She is faster, and blocks his counter-strikes, but she PUNCHES HIM in the STOMACH, and her fist hits solid METAL BODY ARMOR.

Alexei KICKS HER in the GUT. Right where she was shot. Natasha CRIES OUT and DROPS, heaving for breath.

She SWINGS her FOOT into his KNEE. But it is BRACED with a METAL JOINT. Alexei laughs, drawing a TRANQUILIZER-GUN.

PFAP! He SHOOTS Natasha in the NECK. She falls back, the powerful drug hitting her like a train.

ALEXEI looms over her, as the world TILTS, FADING AWAY...

ALEXEI

Welcome home, Natasha.

FADE TO:

BLACK

Silence. Deep, almost comforting. Until...

The SOUND of distant BEEPING creeps in. The wheeze of MEDICAL RESPIRATORS, getting louder...

FADE IN ON:

INT. OPERATING THEATRE -- NIGHT

PULL OUT FROM: NATASHA, STRAPPED to the OPERATING TABLE. She is NAKED, but the wide STRAPS cover her chest, wrists and hips. Along her limbs and joints, black MARKER LINES indicate INCISION MARKS, tracing old, faint scars.

For the first time, Natasha's remarkable cool is shaken.

SERGEI (O.S.)

Hello, Natasha.

The OPERATING TABLE tilts UP on hydraulics, revealing --

SERGEI, in full DRESS UNIFORM. He is older, but still strong, imposing. He looks down on her from behind the GLASS, walling off the VIEWING AREA. He stands on two METAL CRUTCHES, flanked by ALEXEI and TWO ARMED SOLDIERS.

In the OPERATING ROOM itself, are TWO more SOLDIERS to guard her, a few NURSES in RED GOWNS, and a waiting SURGEON.

NATASHA

Sergei.

SERGEI

It is good to see you again.

NATASHA

I can't say I feel the same.

SERGEI

No, I suppose that's too much to ask. But you should feel proud. You are going to help restore glory to your Motherland.

NATASHA

How's that? By blowing up its legislature?

SERGEI

Don't moralize to me, little one. We are the last patriots of a lost Empire.

NATASHA

No. You're fringe group of radical lunatics, whose only purpose is to kill.

SERGEI

You have the gall to preach to me about the sanctity of life... While profiting from the deaths of others? My God. You've become an American.

NATASHA

I use my skills to kill people who deserve it. People like you.

SERGEI

The assassin's defense. Would you really find it so easy to kill me, Natasha?

CLOSE ON: NATASHA, taking in her situation. Precarious. She glances around -- Her WIDOW UNIFORM is folded on a far table.

NATASHA

Unstrap me. Let's find out.

SERGEI

I was a father to you.

She LAUGHS at him. At all of them.

NATASHA

A father? You tried to put a bullet in my brain.

Sergei LASHES OUT with his STEEL crutch, striking the GLASS.

SERGEI

That was my right! You owe your skills, your strength, and your entire life to me!

Natasha considers this. Truly thinks about it.

NATASHA

... You're right, Sergei. It's true. I did owe you all those things.

She looks up at him, her eyes darkening. Vicious.

NATASHA (cont'd)

But I paid you back on that roof. When I shot you through the kneecaps. Instead of your eyes.

Sergei nods, adjusting his stance on his crutches.

SERGEI

Yes. You taught me the purifying nature of pain. How wonderful that I am able to return that gift. Doctor.

Sergei meets the SURGEON'S eyes.

SERGEI (cont'd)

You may proceed. Without anesthetic.

The Surgeon nods, stepping up. The NURSES gather close.

SURGEON

Scalpel.

CLOSE ON: Natasha's EYES, watching the glittering SCALPEL rise, HUGE in the F/G. She grits her TEETH.

ANGLE UP ON: The SURGEON, leaning over her with the SCALPEL.

PUSH IN ON: ALEXEI, who shakes his head. He didn't want it to come to this. But he always knew that it would.

CLOSE ON: SERGEI. The old, hardened soldier, unexpectedly sentimental about this.

SERGEI

You know, Natasha. I'm surprised to find... I'm actually going to miss you.

SLOW PUSH IN ON: NATASHA, as the scalpel begins to descend...

NATASHA

That's funny, Sergei. Because I --

RAPID CUT: CLOSER. To her head and shoulders.

NATASHA (cont'd)

Don't intend --

CUT: CLOSER. Framing Natasha's FACE.

NATASHA (cont'd)

To miss --

EXTREMELY CLOSE ON: NATASHA'S LIPS, curling into a smile...

NATASHA (cont'd)

You.

A tiny FILAMENT-NEEDLE is CLENCHED IN NATASHA'S TEETH.

Natasha BLOWS the DART into the SURGEON'S NECK.

His BODY is instantly GALVANIZED by an agonizing SPASM.

SLOW: The SURGEON DROPS the SCALPEL, spinning...

The SCALPEL DROPS neatly into NATASHA'S HAND. It spins deftly in her fingers, SLICING her LEFT WRIST STRAP. Natasha is already slicing her other wrist free by the time --

PUSH IN ON: SERGEI can even move.

SERGEI

Holy god.

(into the INTERCOM)

Guards!

The TWO SOLDIERS in the operating room dart forward --

She WHIPS the SCALPEL into the THROAT of one soldier. The other raises his rifle as Natasha grabs a CHEST SPREADER from the TRAY. She FLINGS the heavy metal instrument sidarm --

CRACKING the second soldier's skull. He pitches forward, his MACHINE GUN slides under the OPERATING TABLE.

PAN WITH: Natasha, reaching over to grab a second SCALPEL from the tray. As she slices herself FREE --

SERGEI turns to his personal GUARDS.

SERGEI (cont'd)

Kill her.

Sergei's GUARDS fire a HAIL of MACHINE-GUN FIRE at the Operating theatre GLASS, as --

Natasha ROLLS off the TABLE. She doesn't even duck -- just ignores the bullets STARRING the BULLETPROOF GLASS. She whips the SHEET off the Operating bed to cover herself.

NATASHA

The most secure room in the facility,
remember Sergei?

She turns to the stunned NURSES, who can't believe everything that has happened in the last few seconds. Natasha meets their eyes, FLIPPING the scalpel in her hand -- to a cocked, throwing position.

NATASHA (cont'd)

Run.

They do. Sergei looks contemptuously through the STARRED GLASS at her, as she crosses easily to her folded UNIFORM.

SERGEI

Very good, Natasha. You've managed to buy yourself a brief reprieve. Another day, while I track down a new surgeon. But you are still trapped. I will see you dead before you leave that room.

NATASHA

As usual Sergei...

CLOSE ON: NATASHA, picking up her BELT.

PUSH IN ON: NATASHA...

NATASHA (cont'd)

You've got everything backward.

She presses the HOURGLASS symbol on her BELT.

ALEXEI realizes what she's doing. He DIVES to the ground.

ALEXEI

GET DOWN!

INT. VARIOUS BASEMENTS -- NIGHT

FAST PUSH IN ON: The HUGE FURNACES of the buildings -- Each with a GOLD DISC, stuck to its rusted, bellowing iron side.

WHAM! KA-WHAM! One by one they DETONATE, igniting the COMBUSTIBLE GAS in the vein-like PIPES of the buildings.

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

The entire COURTYARD LIGHTS UP as the BUILDINGS EXPLODE.

The SOLDIERS in the courtyard scramble for cover to avoid the flying DEBRIS.

INT. OPERATING THEATRE -- NIGHT

The below ground OPERATING ROOM QUAKES with the blasts. The tiled walls CRACK, but hold--

But the WALLS of the above-ground THEATRE VIEWING BALCONY are BLOWN IN! SERGEI is ENGULFED in FLAMES and whipping shrapnel. His GUARDS are killed as well. Even the bulletproof glass SHATTERS with the force of it.

Natasha DIVES under the table as FLYING GLASS rains down.

ANGLE ON: The MACHINE GUN, lying under the table.

INT. OPERATING THEATRE -- CORRIDOR -- NIGHT

Silence. Crackling flames. Tinkling glass. The CORRIDOR is a shattered, smoking MESS.

PAN IN ON: The operating theatre DOOR, which BANGS OPEN.

NATASHA exits in FULL COSTUME, trailing smoke, MACHINE GUN in hand. Her jaw sets as she walks outside. To finish this.

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

PAN ACROSS: The COURTYARD is a burning, smoking mess. Many of the SOLDIERS have either run to fight the fires or, more wisely, just run.

PAN TO: TWO SOLDIERS, rushing the NUCLEAR BOMB across the pavement to a waiting TRUCK on a handcart. TWO MORE SOLDIERS flank them, on guard.

LIEUTENANT
Sergeant, can you find Post Two?

SERGEANT
Yes sir. Down the hill.

LIEUTENANT
Get it out of here. Double time.

SERGEANT
Sir, what if she --

The Sergeant is cut off as his CHEST EXPLODES with GUNFIRE.

SLOW, WIDE ON: The LIEUTENANT, drawing his SERVICE PISTOL as his two GUARDS are HIT by BULLETS which kill them instantly.

REAL TIME: By the time the LIEUTENANT gets his pistol up, his men are all dead. He searches frantically for Natasha UNTIL -
- He takes TWO HITS, chest and head, and drops.

PUSH IN ON: NATASHA, hidden behind a PILLAR, sniper-style.

PAN WITH: NATASHA, as she runs, light and quiet across the courtyard to the unattended bomb, which has begun to ROLL AWAY on its handcart. She grabs onto it, sliding with the momentum to bring the heavy thing to a stop.

ALEXEI (O.S.)
NATASHA!!!

CLOSE ON: NATASHA, head snapping up, to SEE:

ALEXEI, emerging from around the TRUCK. He is BADLY BURNED, still smoking. What was still handsome about his half-face is GONE. He looks devastated, and very, very ANGRY.

ALEXEI (cont'd)
Natasha!

It's all he can say. Alexei FIRES at her. THREE SHOTS, which RICOCHET off the pavement around her.

NATASHA
Wait! Alexei, stop! This is a fucking makeshift nuclear weapon! If you've got something to say to me, say it like a man.

ALEXEI
Fine.

Never slowing, Alexei HAMMERS HER with the BUTT of his rifle.

She falls back, but her FOOT SWINGS UP, CRACKING across his BURNT CHEEK. He CRIES OUT, and his RIFLE goes FLYING.

She raises her PISTOL, but he KNOCKS it from her hand, SLICING at her with his COMBAT KNIFE. She dodges it, and steps back. But he looms in, burnt-ugly and pissed.

ALEXEI (cont'd)

You. You have been the source of all the misery in my life.

NATASHA

I could say the same Alexei. The only difference is, you joined up. I was conscripted.

ALEXEI

You're unhappy. Let me take care of that.

Alexei SLASHES at her, knife flashing. She sneers at him.

NATASHA

You're the worst kind of military hypocrite, Alexei. All gung-ho for the cause, and then you get all mad when someone blows your face off.

ALEXEI

How dare you speak to me this way? I was your husband.

NATASHA

Oh, Alexei... That's just gross.

Enraged, he SLASHES at her, close. She dodges back, but --

SLOW: Alexei SWITCHES BACK in mid-swing, the POINT of the knife heading BACK FOR HER FACE. She BLOCKS his FOREARM, and PUNCHES HIM in his TRICEP, paralyzing his arm, LOCKING it up.

NATASHA (cont'd)

And now here you are, protecting a nuclear bomb for a dead man. Pathetic.

She CRACKS HIM in the jaw. He FALLS to the pavement.

She DIVES to grab her PISTOL from the ground, rolling to her feet, gun up to FIND: ALEXEI is GONE.

NATASHA (cont'd)

Damn weasel.

She crosses carefully behind the truck, looks around it.

BANGBANGBANG!

SWEEP IN ON: ALEXEI, aiming around a barricade of RUBBLE.

ALEXEI

What now, Natasha? I have you covered.
Try to run and I'll kill you. Take the
truck and I will blow it up.

ALEXEI'S POV: Covers a CLEAR VIEW of the truck and courtyard.

ALEXEI (cont'd)

You are out of options.

Natasha looks out at the courtyard... and the BOMB.

NATASHA

Not necessarily.

PUSH IN ON: NATASHA draws her PISTOL DOWN, aiming carefully.

CLOSE ON: The TIMING CASE on the bomb. Perfectly targeted.

She begins to FIRE into the TIMER CASING.

ONE SHOT -- The TIMER begins to TICK, muffled by metal.

PUSH IN CLOSE ON: ALEXEI, his gaping eye widening.

ALEXEI

No! Stop! Are you crazy!? Stop!

The SECOND SHOT -- And the TIMER SPEEDS UP, triple-time.

Alexei RISES, looking around for some way to stop her.

ALEXEI (cont'd)

Natasha! What are you doing!?

CLOSE ON: NATASHA.

NATASHA

(quiet, to herself)
I'm saying good-bye.

On the THIRD SHOT -- The TIMER goes CRAZY, whirring and
beeping at a blinding, BUILDING PACE...

Natasha RUNS for the WALL, some distance across the
courtyard. Alexei FIRES at her, trying to pick off her
almost invisible black form. But his aim is rattled by--

The BEEPING, MALFUNCTIONING BOMB twenty feet to his right.

PAN WITH: NATASHA, as she RUNS, VAULTS and SPRINGS toward the far wall, BULLETS sparking and pinging off the walls and ground around her. Never slowing, she begins to LAUGH.

ALEXEI hears the laughter. He curses as she DISAPPEARS into the darkness between a BUILDING and the STORAGE SHED.

Desperate, he runs to the BOMB, whose TIMER is WHIRRING into a high, racing chirp. Alexei tries to pull the casing off with his powerful hands. No good. It's welded shut.

ALEXEI
Damn you, Sergei.

He spins his rifle, CRACKING it against the CASING.

CRACK!

EXT. STORAGE SHED -- NIGHT

Natasha RUN-CLIMBS up the storage shed to the WALL.

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

CRACK! ALEXEI hits the bomb again.

EXT. RED ROOM TRAINING FACILITY -- BORDER WALL -- NIGHT

Natasha makes it atop the wall. Without hesitation --
She LEAPS OFF, diving gracefully into the air...

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

CRACK! ALEXEI hits the bomb again. The casing CRACKS.

ALEXEI
Yes! Come on!

CRACK!

EXT. CLIFF-FACE -- NIGHT

Mid-fall, NATASHA turns, FIRING TWO WIDOW LINES --

CLOSE ON: The WIDOW-LINES' HOOKS, CATCHING on the wall.

NATASHA
Dosvedanya, Alexei.

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

Alexei SLAMS his rifle down, desperate -- CRA -- !

KA-WHAAAAAAAAAAAAAM! THE BOMB EXPLODES -- Imprinting Alexei's
WHITE-HOT SKELETON onto our pupils.

EXT. RED ROOM TRAINING FACILITY --URAL MOUNTAINS -- NIGHT

EXTREME WIDE ANGLE: On the CLIFF and surrounding SNOWFIELD,
which LIGHTS UP like a Hellish SUNRISE.

EXT. CLIFF-FACE -- NIGHT

ANGLE UP ON: NATASHA, falling as OVERHEAD, the SKY turns to
SHEETS OF FLAME.

CLOSE ON: The WIDOW HOOKS, BURN AWAY. The lines SNAP.

Natasha throws her arms across her face as she FALLS... The
CLIFF-FACE races by her as she PLUMMETS to terminal velocity.

WIDE ANGLE ON: The MOUNTAIN, whose top half has been
OBLITERATED. The EXPLOSION lighting up the barren, rocky
country-side -- and the TINY FIGURE, FALLING from the cliff.

She falls and falls --

EXT. CLIFFSIDE -- BOTTOM -- NIGHT

-- INTO A DEEP SNOW-BANK. Natasha PLUMMETS into it,
disappearing with a huge FA-WUMP! Accompanied by a billow
of snow. Followed by...

Silence.

FADE TO:

EXT. CLIFFSIDE -- BOTTOM -- DAWN

We don't know how long it's been. But it's getting LIGHTER.

ON THE HORIZON: The SUN is rising.

PUSH IN ON: A SNOWBANK -- The one with the woman-sized HOLE in it. There is no movement. UNTIL --

A black-gloved HAND reaches over the top.

Slowly, gingerly, Natasha pulls herself out of the hole.

She pitches forward, her cheek plunging into the snow. Feels pretty good, actually. She's alive. She smiles.

Then... She frowns. Realizing what she's looking at.

NATASHA'S POV: Is ON ITS SIDE. And sideways, she looks at NAVIA, who crouches on her heels on the snow, eyeing Natasha.

NAVIA

Are you... alive?

NATASHA

... I don't know yet.

Natasha rises, snow frosting her cheek. She looks around.

RISING ANGLE ON: NATASHA, surrounded by LITTLE WIDOWS, all looking at her. All waiting for her to help them.

NATASHA (cont'd)

(sighs deeply)

I guess I am.

EXT. SNOWFIELD -- DAWN

CLOSE ON: NATASHA, tired beyond belief. Beaten, shot, burned, and blown up. She walks by sheer force of will, the icy wind on her face spurring her on.

CUT WIDER: She is accompanied by TWENTY LITTLE WIDOWS, all trudging along through the deep snow after her, as silent and committed as long-range field soldiers.

There is a ROAD not far ahead. One black strip of asphalt in the middle of a vast, frozen emptiness.

NATASHA

Where does this road go?

NAVIA looks up at the sun, partially obscured by scudding ORANGE-TINTED CLOUDS. She squints, thinking.

NAVIA

West.

NATASHA

That's -- very good.

(hopeful)

Well, a truck's bound to come along
sometime, right?

No-one answers. They just keep walking.

RISING SHOT, VERY WIDE ON: NATASHA and her little Protoge's,
walking down the loneliest road on the planet.

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

Which is how I ended up in the middle of
nowhere, trying to out-walk the nuclear
fallout which was fortuitously blowing off
to the East, surrounded by twenty little
protoge's I never wanted.

PULLING UP: Further and further, to reveal the WIDEST EXPANSE
OF EMPTINESS we've seen yet. The rocky wasteland is lit
beautifully by the DAWN SUN...

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

But you know? All in all, I felt pretty
good. I felt... free.

The MOUNTAIN-TOP BLAZES in the distance behind them like a
bonfire. Natasha turns to the silent, serious girls.

As the MUSIC rises...

NATASHA (cont'd)

Anyone know a song?

SMASH CUT TO:

BLACK

BLACK WIDOW

