

BLACK WIDOW

BLACK WIDOW

A Marvel spy movie.

INT. RUSSIAN FLAT --- NIGHT

ECU ON: IRINA ROMANOV -- Russian, early 20's, heartbreakingly beautiful. Deep, red LIGHT flickers across her calm face.

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: SEREBRYANSK, KAZAKHSTAN, THE SOVIET UNION -- 1983

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

IVAN (O.S.)
Hello? IS ANYONE UP THERE!?

Irina's eyes flicker, not sure the O/S voice was real.

EXT. RUSSIAN STREET -- NIGHT

PUSH DOWN ON: IVAN, a large man, tweed suit, thick moustache, Bowler hat. IVAN is surrounded by TOWNSPEOPLE.

IVAN
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 himself.

Irina nods, satisfied. She DROPS THE BABY OUT THE WINDOW.

The flames SLOW to a CRAWL. The Old Woman SHRIEKS.

Ivan BURSTS forward, 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 Irina.

Irina smiles. A camera FLASHES. The APARTMENT ROOF COLLAPSES, obscuring Irina from view.

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 Ivan, unafraid.

NATASHA (V.O.)

Ivan Petrovsky was the strongest
man I ever knew.

Ivan checks her shirt TAG. Written there is a word: NATASHA

EXT. MOUNTAIN ROAD -- NIGHT

HELICOPTER SHOT, PUSHING IN ON: Two RUSSIAN MOUNTAIN PEAKS, with a U-SHAPED CREVASSE between, wide enough for a CIRCLE of STONE BUILDINGS, which have been standing for centuries.

NATASHA

He was a 1st Lieutenant in the
Spetznaz Division of Soviet
Intelligence.

TITLES: RED ROOM TRAINING FACILITY, SEMIPALATINSK, KAZAKHSTAN

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

NATASHA (V.O.)

It was Ivan that brought me to the
Red Room.

Along the way, SNIPERS track the car from rocky outcrops.

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

PUSH IN: Ivan pulls up to a SMALL, STONE HOUSE, tucked away behind the buildings that ring the compound. Ivan gets out, the baby wrapped tightly in his coat, keeping an eye out for the SOLDIERS, patrolling in the distance.

INT. IVAN'S HOUSE -- NIGHT

The house is tiny and cold. The rear windows look out on a tiny walled-off yard space. Ivan lights a FIRE in the stove.

Ivan checks on the BABY, sleeping bundled in the furs on his bed. He touches her fuzz of red hair, thumbing away a tear.

IVAN

Little one.

NATASHA (V.O.)

He kept me a secret for six years.

FADE TO:

INT. IVAN'S HOUSE -- MORNING

CLOSE ON: IVAN, a little older. Dead asleep.

BANGBANGBANG! Hammering on the door. Ivan wakes, blearily. He glances at the SMALL BED, hidden behind his on the far side of the door. The bed is EMPTY, the furs thrown back.

Ivan opens the FRONT DOOR to reveal, SERGEI RISKOLJE, (bald, 40's) Commander of the Red Room. His hard face is etched by countless battles on behalf of the State. He is flanked by TWO SOLDIERS. Ivan is startled to see him.

IVAN

Commander.

SERGEI

Hello Ivan.

Sergei enters without an invitation. Ivan rushes around to another doorway, to head Sergei off in the kitchen.

INT. IVAN'S HOUSE -- KITCHEN -- MORNING

Ivan gets there just in time to move a BOTTLE behind his back. Vodka. But SERGEI catches him anyway. He grins.

SERGEI

Pour me a glass, will you? It's
past noon somewhere.

Sergei seats himself at Ivan's thick wooden TABLE, as Ivan
sets out two glasses of vodka. Sergei toasts him.

SERGEI (cont'd)

Nosderovya.

Ivan nods, watching Sergei carefully.

SERGEI (cont'd)

I know I don't come out here much.

Ivan sits, his eyes searching for Natasha.

IVAN

It's my honor, Commander.

SERGEI

Let me ask you something, one
fighting man to another. What is
the future of the Soviet Union?

IVAN

Oh, I couldn't speculate sir. I
take my orders, that's all.

SERGEI

Mm... Orders. I'm believe we may
see a time when it's every man for
himself. Soon, perhaps.

IVAN

Is something wrong, sir?

SERGEI

I've had a proposal from the
Kremlin Science Division. It's
interesting, but... Hell, it'll be
a decade before they get approval
for the damned procedure anyway.

IVAN

What... damned procedure is that?

SERGEI

One that may take us into a...
morally questionable territory.

FROM OUTSIDE: Comes the sound of WOOD SNAPPING. Ivan's eyes flick to the back windows. Sergei goes to the WINDOW, looking out in the tiny, walled off area behind the house.

Ivan follows after him, worried.

ANGLE ON: NATASHA (6), walking her doll through the snow, past some old, wooden FENCE RAILS.

SERGEI (CONT'D) (cont'd)
Who is she?

IVAN
She is... my daughter.

SERGEI
Really?

IVAN
No -- well... her parents are dead.
I've cared for her from infancy.

OUT THE WINDOW: Natasha, has begun chastising a slanted, vertical fence post, as if it has frightened her doll.

SERGEI
Have you been training her all that time?

Suddenly, Natasha's hands flash out, bracing the fence post, as she SNAPS IT with her foot.

IVAN
A... little training, yes.

SERGEI
Her parents are both dead, you say?

Sergei watches Natasha closely. She spins, her other foot flying back, cracking the rail behind her.

SERGEI (cont'd)
Put her in the Program.

IVAN
Sir, I'm not sure that her personality is suited for --

Sergei turns to leave.

SERGEI

But keep her separate. The same lessons, the same training, but not *with the others*, understand?

IVAN

Separate sir? Why?

At the door, Sergei puts on his coat.

SERGEI

Just keep her away from the others, Ivan. Or I'll have her shot.

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 (V.O.)

The "others" were the children of Russian soldiers, donated to Spetznaz Counter-Intelligence. It was supposed to be an honor.

TWENTY GIRLS and TWENTY BOYS of various ages sit attentively for class with IVAN, all dressed in WHITE work-out uniforms.

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

They were split into boys and girls, Wolves and Widows. -- Ivan taught them hand to hand combat.

RACK TO: NATASHA (8) polishes the floor in the far B/G.

CLOSE ON: NATASHA, watching enviously as IVAN puts the students through MARTIAL ARTS TRAINING. She takes in every move, every twist, lock and strike. Unconsciously, her MUSCLES TWITCH in time with their moves.

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

I watched them from a distance, the only children my age for a thousand miles.

ANGLE ON: ALEXEI (10), a big, handsome boy, catching her eye as he SNAP-KICKS his opponent in the face.

CLOSE ON: ALEXEI, meeting Natasha's eyes. He sneers at her.
Red-faced, Natasha looks back down at her polishing.

INT. CLASSROOM -- EVENING

PAN ACROSS: A class-room full of CHILDREN dressed in WHITE.

ANGLE ON: NATALIA, a raven-haired eight year old, speaking in fluent FRENCH. At a word from her TEACHER, Natalia switches to fluid, natural GERMAN. Natalia looks out the window...

LONG ANGLE, DOWN ON: NATASHA (8), crossing to the GYM in the fading daylight in a BLACK OUTFIT and black workout bag.

NATASHA (V.O.)
I envied them for their company.

ANGLE UP: Hesitant, NATALIA waves at Natasha.

NATASHA (V.O.) (CONT'D) (cont'd)
And they envied me, the idiots.
For my personal training with Ivan.

Natasha sees her wave. But she turns and trudges to the gym.

INT. RED ROOM -- TRAINING ROOM -- NIGHT

PAN AROUND: NATASHA, standing fight-ready in front of IVAN. She LUNGES in with a punch, but he CATCHES her arm easily.

IVAN
No. Don't attack my center. I
have too much muscle there.

Ivan crouches down to her.

IVAN (CONT'D) (cont'd)
Look for the *fold points*. Every
man has many; Wrists, elbows,
shoulders, neck, hips, knees,
ankles. Apply speed and power to
these collapsible points, and
greater mass will only slow your
opponent down.

Natasha nods, getting it.

IVAN (CONT'D) (cont'd)
Now. Don't strike until you find
your perfect position.

Ivan SWINGS at her. She ducks down, driving her palms up into his wrists. The skinny eight year old FLIPS IVAN to the mat, driving a pulled punch to his windpipe. Ivan smiles.

IVAN (CONT'D) (cont'd)
Very good.

INT. IVAN'S HOUSE -- NIGHT

A cheap, Russian TV shows the fall of the BERLIN WALL.

OPPOSITE ANGLE, PUSHING IN ON: NATASHA curled up in Ivan's lap, watching the Berliners dance and celebrate.

NATASHA (V.O.)
When I was eight, the Soviet Union
collapsed. We feared the end of
the program.

CLOSE ON: Ivan grips her hand, reassuring her.

NATASHA (V.O.) (cont'd)
The end didn't come then. But
that's when it began...

FADE TO:

INT. RED ROOM -- TRAINING ROOM -- DAY

Natasha (10) is MOPPING the floor. The lesson is over, students file out. Ivan is packing up equipment. ALEXEI (12) passes Natasha, saying something under his breath.

ALEXEI
Trash.

Stunned and hurt, Natasha turns to him.

NATASHA
... What did you say?

Alexei SPITS on the floor she's just mopped.

SLOW: Natasha YANKS the MOP UP, and SPINS IT, baton-style. She brings it down, SNAPPING IT over her knee.

REAL TIME: Alexei turns at the sound and -- CRACK! Alexei takes a half MOP-HANDLE to the temple, and he DROPS. The other kids stare, silent. NATALIA is the only one to say it:

NATALIA

Alexei's the best in the class.

IVAN

NATASHA!

NATASHA

I'm sorry, Papa.

Ivan kneels to take Alexei's pulse. He points out two boys.

IVAN

You two. Get a Medic.

SERGEI (O.S.)

Ivan.

Ivan looks up. SERGEI is watching them, not happy...

INT. CLASSROOM -- DAY

WIDE ON: NATASHA (14) sits in a classroom, bored. Alone.

NATASHA (V.O.)

In the afternoons, I had "school".

She listens to a HOMEWORK TAPE, looking down at -- The GYM, where the other students are training.

ANGLE ON: THE DOOR opens on DR. KRESGE. A tall, thin man, wearing thick rimmed GLASSES and a white LAB COAT.

DR. KRESGE

Romanov. Show me your work.

Natasha sighs, withdrawing a collated FOLDER -- It's her homework, but it resembles a complex CIA report. Kresge tosses the folder on the counter.

ANGLE ON: THE REPORT -- "ANALYSIS AND BREAKDOWN of U.S. NUCLEAR WEAPONS SYSTEMS." Kresge begins to scratch out a complex Chemistry problem on the board.

DR. KRESGE (CONT'D) (cont'd)

Make this compound. Apply heat at these levels, detail your findings.

Kresge lurches out, without another glance at her.

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

FADE THROUGH A SERIES OF IMAGES: Natasha acing Languages.
Ballet. Electronics. Botany. Knife and Pistol Training.

NATASHA (V.O.)

I got good. I even made a friend.

INT. DORMITORY -- COMMON ROOM -- NIGHT

CLOSE ON: NATALIA (14), sleeping like an angelic teenager, as
a pair of SENTRY BOOTS walks past the door. THEN ---

OUT THE WINDOW: NATASHA appears, hanging UPSIDE DOWN.

NATASHA

(whispered)

Natalia.

Natalia opens her eyes. She smiles.

CUT WIDE TO REVEAL: THE COMMON ROOM, a plush room where the
GIRLS in the WIDOW PROGRAM sleep and play. It is decorated
with RED SILK BANNERS bearing the HAMMER AND SICKLE.

The two girls creep silently across to the common room door.

INT. DORMITORY -- HALLWAY -- NIGHT

The two girls sneak across the empty HALLWAY.

NATALIA

Where are we going?

NATASHA

Shh... It's a secret.

Natasha slips into A STORAGE CLOSET.

INT. STORAGE CLOSET -- NIGHT

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

NATASHA

This place was built by the KGB.

INT. STORAGE SHED -- NIGHT

OVERHEAD ANGLE ON: The two GIRLS, emerging from a second TRAP DOOR in the floor of the SHED. 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 heel to toe, step by step. NATALIA follows, also careful.

NATALIA

Natasha, do you ever think about...

NATASHA

Running away? Escaping?

NATALIA

And going to America, maybe.

Natasha thinks, taking each step carefully...

NATASHA

No. We must be grateful, Natalia.
We will fight for our country.

OVERHEAD ANGLE: Looking DOWN. The two girls in their nightclothes walk across the TOP OF A STONE WALL -- On one side are the RED ROOM BUILDINGS and COURTYARD...

NATASHA (cont'd)

And that is worth any risk.

On the other side, a SHEER DROP, a THOUSAND 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.

INT. WEAPONS STORAGE ROOM -- NIGHT

Ivan unlocks the door, leading Natasha into the dark STORAGE ROOM. WEAPONS line the walls, enough to hold back a siege.

NATASHA (V.O.)

When I was fourteen, Ivan showed me
what I was training for.

SLOW PUSH IN: THROUGH the STORAGE ROOM, toward the WIDOW
SUIT, gleaming black in its GLASS CASE.

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

It was made of a Kevlar fibre
weave. Temperature adapting.
Flexible enough for an Olympic
gymnast and virtually
bulletproof... Virtually.

ZOOM IN, ECU ON: The skin of the SUIT.

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

But the real innovation was the
skin. Thousands of microscopic
hairs ran neck to toe. Designed to
mimic the surface of a spider's
foot, the hairs were so dense that
they created an electrical bond
between the molecules of the suit
and any surface, allowing the
wearer to climb any surface. Even
glass.

ANGLE ON: Two GOLD WRISTLETS, hanging by the gloves.

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

All that, plus hydraulic grappling
lines in the wristlets.

IVAN

Only the best will wear this,
little one.

RISING, PULLING BACK FROM: The HOURGLASS symbol across the
chest, deep red and perfect. Natasha is awe-struck.

NATASHA (V.O.)

They called it the Widow Suit...

RACK FOCUS TO: NATASHA'S REFLECTION, her hand on the glass.

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

And I wanted it bad.

INT. SERGEI'S OFFICE -- DUSK

CLOSE ON: IVAN, looking down at the DIAGRAMS on the desk. He looks up, quaking with anger.

IVAN
No. I won't allow it.

SERGEI nods, smoking a cigar.

SERGEI
Fine, I'll have her shot. GUARD!

A SOLDIER enters.

IVAN
Wait! -- You planned to do this
from the beginning, didn't you?
That's why you kept her separate.

SERGEI
Ivan, her parents are dead. She's
not the spoiled child of some
Military VIP. 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
Quiet, little one.

They come to a FORTIFIED DOOR, with two SENTRIES beside it.

INT. OPERATING THEATRE -- CONTINUOUS

Natasha's bright smile fades as Ivan and the Sentries follow her into an advanced OPERATING THEATRE. She turns back, but the DOOR shuts behind her with a CLANG.

In the upper levels, behind the VIEWING GLASS -- SERGEI stands with a RUSSIAN CAPTAIN, ANDREAS POLIKOVSKY, (40).

SERGEI
Captain Polikovsky, Natasha
Romanov, our finest student.

Polikovsky stares as if Natasha were a rare type of insect.

SERGEI (cont'd)
Natasha has been chosen as the
prototype for the LTA phase of our
Widow Program.

PUSH IN ON: Natasha, her eyes widening, as more LIGHTS come on, exposing the nightmarish SURGICAL EQUIPMENT, and a METAL OPERATING TABLE -- And lit X-RAYS showing the INTRAMUSCULAR DIAGRAM of a small, FEMALE FORM.

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 Polikovsky's head -- but it just EMBEDS in the viewing glass.

POLIKOVSKY
My god...

SERGEI
Relax Captain. The glass is
bulletproof, the operating room
below ground level. It is the most
secure room in the facility.

IVAN takes Natasha by her quaking 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 away roughly. He kneels by Natasha:

IVAN (cont'd)
I'm so sorry, little one.

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

NATASHA
Will it hurt?

ANGLE UP ON: Ivan, looking into her eyes...

IVAN

Yes.

FADE TO:

BLACK

NATASHA (V.O.)

"LTA" stood for Ligature Tensility Augmentation. Dr. Stepanovich had managed to recreate the reflex-response of certain insect joints. It was his thing. He invented it.

FADE IN ON:

INT. IVAN'S HOUSE -- NIGHT

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

NATASHA (V.O.)

Stepanovich grafted my ligaments to high-tension synthetics.

IVAN brings her a steaming MUG of hot chocolate.

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

To make me jump further, increase the snap of my strikes. And I guess it did.

Ivan offers the mug. Natasha's hand SNAPS OUT, knife-edged, SMASHING the mug in his hands, spattering them both. Sobbing in pain, muscles cramping badly, she rolls away from him.

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

But the thing it did most of all...

FADE TO:

BLACK

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

Was open my eyes..

Crunchy ROCK AND ROLL tears from the speakers.

FADE IN:

EXT. IVAN'S HOUSE -- DAY

PULL OUT FROM: Ivan's FRONT DOOR, which BANGS OPEN as NATASHA (16) marches out, a BAG over her shoulder. She has changed. She is dressed in full punk gear. Leather and piercings.

NATASHA (V.O.)

At sixteen, I moved out of Ivan's shack.

Ivan follows her out, deeply distressed.

IVAN

Natasha, why?

Natasha turns back to him, blazing.

NATASHA

Because you let them cut me open!

Natasha stalks off, leaving Ivan to hang his head in silence.

FADE TO:

INT. STORAGE SHED -- NIGHT

The SHED has been decked out like a make-shift BEDROOM. Natasha has a cot, a small TV, and all her meager possessions are hung on stored GRAIN SACKS and ARTILLERY SHELLS.

NATASHA (V.O.)

I had changed. Something had snapped in me.

Natasha sits back on a bed of heavy GRAIN SACKS, listening to heavy, dark MUSIC over black market headphones. Loud.

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

And I was done being fucked with.

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

INT. CLASSROOM -- NIGHT

Chemistry class. Dr. Kresge is late again. Natasha rubs idly at the long SCARS which run the length of her joints.

Finally, KRESGE walks in, heading for the board.

NATASHA (CONT'D)

Why do you even teach this class,
Doctor Kresge?

Kresge finishes up, brushing chalk off his hands.

DR. KRESGE

Well, for one, teaching you
ignorant shits allows me free
scientific research. And two...

Kresge turns, his bug-eyes leering though his thick glasses.

DR. KRESGE (cont'd)

I love children.

He lays a pale hand on her fore-arm. She glances up at him.

INT. CLASSROOM --- HALLWAY -- NIGHT

Natasha BANGS through the door, stalking out of class.

NATASHA (V.O.)

My grades dropped, but they didn't
say anything. How could they?

PUSH IN ON: The CLASSROOM, where Kresge stumbles, trying to
see despite his SNAPPED GLASSES and a bloody BROKEN NOSE.

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

I was their star player.

EXT. RED ROOM FACILITY -- COURTYARD -- LATE AFTERNOON

Natasha marches across the dusky courtyard.

ALEXEI

Natasha!

NATASHA

What do you want, Alexei?

ALEXEI

I want to make you an offer.

NATASHA

I'm not in the mood.

ALEXEI

They're shutting down the program,
Natasha. It's the end at last.

Natasha stops walking.

ALEXEI (cont'd)

The Russian government is recalling
all troops.

NATASHA

What are we going to do?

ALEXEI

Sergei's planning to break off.

NATASHA

Break off? From the military?

ALEXEI

We have the weapons, and the
manpower. Sergei wants to take a
few of us with him.

NATASHA

With him, where?

ALEXEI

To the border. To fight the
Russian Army when they come for us.

NATASHA

Alexei, we are Russian Army.

ALEXEI

No, we were the Soviet Army. Now
we're just a rogue Kazakh
Battalion. Sergei says they'll
lock us up, probably kill us, so no-
one finds out we're still posted
out here. He needs your help.

NATASHA

To do what? Kill Russian Officers?

ALEXEI

It's what they trained us for.

NATASHA

No, it's the exact opposite of what
they trained us for! You don't
have a problem with that?

ALEXEI

I have a problem with getting shot.
-- Don't you, Natasha?

Natasha hears the gravity in his voice. She backs away.

NATASHA

Tell Sergei I'll think about it...

INT. IVAN'S HOUSE -- DUSK

Natasha BANGS through the door.

NATASHA

Ivan?

No answer. Ivan's GUN BELT is thrown on the table. She draws his pistol, and searches through the house.

INT. IVAN'S HOUSE -- BEDROOM -- AFTERNOON

Natasha appears at the door, gun low.

NATASHA

Ivan!

She vaults the bed to get to IVAN, slumped against the wall.

NATASHA (cont'd)

Oh no... Papa no.

She puts a hand on his shoulder. Ivan suddenly EXPLODES up, swinging his huge arm back blindly. Natasha ducks the arm, which SMASHES the bureau behind her.

IVAN

*BASTARDS! I know what you're
planning!*

Ivan swings a VODKA BOTTLE wildly. She catches his wrist easily, plucking the bottle neatly out of his hand as she forces him face first into the bed.

IVAN (cont'd)

MMf -- stop you -- no loyalty --

Natasha looks at the bottle in her hand. Not a drop left.

INT. IVAN'S HOUSE -- AFTERNOON

Natasha wrestles Ivan back into a tub, and cranks the SHOWER on. Ivan barely registers the icy spray.

INT. SERGEI'S OFFICE -- DUSK

Sergei watches the sun go down. Alexei stands across the desk, in dress MILITARY UNIFORM.

ALEXEI

All five of the boys you requested
have agreed to join us. They're
standing by for orders.

SERGEI

What about Natasha?

ALEXEI

She said she'd think about it.

SERGEI

What do you think that means?

ALEXEI

It means no.

Sergei sighs. He turns away from the setting sun.

SERGEI

Alright. Get going. Finish up
before anyone begins to suspect.

INT. IVAN'S HOUSE -- BEDROOM -- DUSK

Natasha throws a BAG onto the bed, stuffing necessities into it. She finds a little stuffed BEAR. She tosses it aside.

INT. IVAN'S HOUSE -- KITCHEN -- NIGHT

She sits Ivan up in a chair, setting water by him. He slumps again, barely coherent. He touches her chin.

IVAN

I love you so much, little one.

NATASHA

You have to straighten up. We have
to get out of here.

IVAN

I should have never let them...

NATASHA

... What?

But Ivan just looks down, his jaw working.

Natasha turns away, switching on Ivan's small B/W TV for him.

TV REPORTER (V.O.)

Russian military forces continued massive troop withdrawals from the former Soviet territory of Kazakhstan today, brushing aside U.S. concerns regarding the security of the many thousands of nuclear weapons sites across the country. Kremlin spokesmen denied reports that the Russian military will not remain at sufficient levels to secure the sites, even as the region descends into chaos.

NATASHA

I'm going to get Natalia. Be ready to leave by the time we get back.

IVAN

Leave -- For where?

NATASHA

Somewhere else.

From O/S comes the sound of a GUNSHOT. Then another.

NATASHA (cont'd)

Shotguns.

EXT. IVAN'S HOUSE -- NIGHT

Natasha runs out into the empty, foggy compound, looks up at:

ANGLE UP ON: THE DORMITORY WINDOW. Black. Lights out. But the window FLASHES with another SHOT, much louder out here.

A faint echo of SCREAMS under the wind.

PAN WITH: Natasha, running for the STORAGE SHED.

INT. STORAGE SHED -- NIGHT

PUSHING DOWN ON: NATASHA, climbing down into the TRAP DOOR.

INT. DORMITORY -- HALLWAY -- NIGHT

NATASHA'S POV: Through the door of the closet, she sees ALEXEI, exiting the door to the GIRLS COMMON-ROOM. Four other BOYS, carrying SHOTGUNS, follow him into the hall.

Alexei and the others wear the uniform of the RUSSIAN MILITARY. Alexei locks the door and grimly reloads his smoking SHOTGUN.

ECU ON: NATASHA'S EYE, through the crack, WATCHING --

PUSH IN ON: The DOOR, between the boy soldiers. It BANGS once, twice, as someone hits it from the other side. All five boys JUMP, then laugh nervously. Alexei KICKS the DOOR.

ALEXEI
I said lights out!

Silence. Alexei chuckles.

ALEXEI (cont'd)
Okay. Let's go.

The armed boys walk off down the hall.

CLOSE ON: THE CLOSET, which opens as Natasha looks out.

WIDE ON: The HALLWAY, as Natasha crosses to the Girls' Door.

ANGLE DOWN ON: The foot of the door. Blood glitters on the far side. Natasha KICKS the door open, snapping the lock...

RISING ON: The DORM ROOM. The GIRLS are nowhere to be seen. But blood is streaked across the floor in wide swaths. A hand TWITCHES onto her foot, making Natasha jump. She looks down at NATALIA, who dies before her.

Natasha walks into the room, stunned. And now she can see.

Their BODIES are laid out on the floor beside their beds.

NATASHA (V.O.)
Graduation had come early.

INT. WEAPONS STORAGE ROOM -- NIGHT

Natasha BANGS OPEN the door to the weapons storage room, pulling a SUBMACHINE GUN off the wall.

She raises it and FIRES. Three shots SHATTER a GLASS CASE.

CLOSE ON: The INSIGNIA on the WIDOW SUIT. Natasha grabs it.

INT. IVAN'S HOUSE -- KITCHEN --- NIGHT

CLOSE ON: IVAN, head back and snoring, as the TV drones on...

Suddenly, Ivan twitches, hearing -- A CLICK, at the FRONT DOOR. Which begins to OPEN...

IVAN

Natasha?

The door swings wide, to REVEAL -- ALEXEI, raising the gaping barrel of his shotgun.

ALEXEI

No.

Ivan KICKS the table in between them up, his PISTOL flying -- landing in his hand.

They both FIRE at once. Ivan's bullet creases Alexei's shoulder. But Alexei's SHOTGUN BLAST tears through the side of the table, blowing IVAN across the floor.

Alexei takes in the sight of his dead teacher. He exits.

INT. DORMITORY -- HALLS -- NIGHT

Natasha runs, light and silent through the empty halls, her black SUBMACHINE GUN slung across her shoulder. The WIDOW SUIT clings to her body, seeming to melt her into the dark.

A SOLDIER spots her running past a side hall.

SOLDIER (O.C.)

Hey, you!

Natasha spins on her heel and DIVES, rolling over her shoulder and FIRING her rifle. One shot. The soldier falls in surprise. Natasha watches, frozen. Her first kill.

DR. STEPANOVICH, Natasha's personal Dr. Mengele, creeps out from a closet-sized OFFICE, PACKED to the brim with FOLDERS, PAPERS and RESEARCH, a smoking PIPE in his hand.

DR. STEPANOVICH

What is all this damned noise?

ANGLE UP ON: NATASHA turning down the dim, moonlit hall.

NATASHA

I'm sorry, Doctor. It was me.

The Doctor registers Natasha, and the SUBMACHINE GUN which she raises to her shoulder...

DR. STEPANOVICH (CONT'D)

Oh god. Wait --

BANG! She puts a bullet THROUGH his FOREHEAD.

INT. STEPANOVICH'S OFFICE -- NIGHT

Stepanovich tumbles back into his office.

CLOSE ON: The PIPE'S BURNING EMBERS IGNITE a PILE OF PAPERS on the floor, bearing images of a YOUNG GIRL'S ANATOMY. In seconds, the entire office is ABLAZE...

INT. DORMITORY -- HALLS -- NIGHT

Natasha watches the monster burn, tears in her eyes.

ALEXEI (O.S.)

Natasha!

ALEXEI approaches, flanked by his four young SOLDIERS.

EXT. DORMITORY -- ROOFTOP -- NIGHT

NATASHA is lead out on to the roof, flanked by the four young SOLDIERS, and ALEXEI, his SHOTGUN at the ready. The CLIFF drops off from the DORMITORY wall. From the WINDY rooftop, Natasha has clear view across the vast, dark VALLEY.

SERGEI looks out over the cliff.

NATASHA

Where's Ivan?

ALEXEI

Ivan's dead. I killed him.

Natasha's head drops. Sergei eyes her flatly.

SERGEI

The Kremlin is sending Russian troops to shut us down. There are rumors of war-crimes trials. Executions.

NATASHA

For what you did to us. To me.

Sergei fingers the remarkable material of the WIDOW SUIT.

SERGEI

This suits you. You could wear this, to defend your home.

NATASHA

How? By killing my own people?

SERGEI

Alexei has pledged his life to me.

NATASHA

Then Alexei is a filthy traitor.

ALEXEI

You little bitch --

SERGEI

Quiet. Natasha, you're the best of these children. Fight with us. -- I won't ask you twice.

NATASHA

There wouldn't be any point.

Sergei eyes her, knowing that she will never turn. He sighs.

SERGEI

Alright then. Please kneel.

SERGEI UNSTRAPS his PISTOL, and forces Natasha to her knees.

CLOSE: Sergei puts his pistol to the BACK OF NATASHA'S HEAD.

PUSH IN ON: NATASHA, quaking with building rage.

NATASHA

You can't kill me, Sergei.

SERGEI

I'll do what I must, my dear.

NATASHA

No, I mean...

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

NATASHA (cont'd)

You aren't capable.

Sergei PULLS the TRIGGER. But Natasha's hand FLICKS BACK, JAMMING HER HAND BETWEEN THE HAMMER AND THE FIRING PIN --

CLICK! It hurts, but her brains remain intact.

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

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

But ALEXEI DIVE-ROLLS, coming up on her side, raising his SHOTGUN to fire. Natasha DUCKS forward, under the shotgun.

Natasha comes up under his arms, driving the Shotgun toward the sky. He laughs through his locked arms.

ALEXEI

That's it. Fight, trash.

Natasha HEAD-BUTTS him in the teeth. Alexei falls back. She FLIPS the SHOTGUN out of his hands, aiming it at him.

Alexei looks down the barrel at her, his lips pulling back from his teeth in a bloody snarl. He LUNGES at her.

BLAM! -- Natasha BLOWS HIS FACE OFF. Alexei drops, hitching, the upper right quadrant of his face tattered and gone.

Natasha looks down at Alexei. She turns to Sergei, ice cold.

NATASHA

Just the two of us now.

She raises Sergei's PISTOL. Inside, ALARMS begin to ring.

SERGEI

Natasha, no. Please...

NATASHA

Mercy? Is that what you want?
Tell me something, Sergei...

Sergei crawls back from her, despite his injured leg.

NATASHA (cont'd)

Have you ever had knee surgery?

BANG! She SHOOTS SERGEI through his OTHER KNEE.

The ROOFTOP DOOR SMASHES OPEN and SOLDIERS pour through!

RAPID PAN: Under fire, Natasha DIVES OFF THE ROOF...

EXT. RED ROOM FACILITY -- CLIFF-SIDE -- NIGHT

Natasha arcs through the air in a beautiful swan dive, clearing the THOUSAND FOOT DROP. She spins in mid-air, firing a WIDOW LINE from her WRISTLET.

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

Natasha's arm is almost pulled out as the LINE pulls TAUT, in a HARD DROP-CATCH. She swings back to the cliff-wall...

CLOSE ON: NATASHA, CLINGING TO THE HUGE CLIFF-WALL like a frightened little spider. She begins to cry.

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. But...

WIDE ANGLE, PULLING OUT: Slow and careful, Natasha begins to CRAWL DOWN THE FACE OF THE CLIFF, toward the CLOUDS below...

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

At least I'd been trained for it.

FADE TO:

BLACK

EXT. NEW YORK HARBOR -- NIGHT

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

PUSH IN ON: A CARGO CONTAINER. Its LATCH is suddenly KICKED OPEN from inside. NATASHA (17) peeks out, filthy and hungry.

NATASHA (V.O.)

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. She smiles, looking out ON:
The glittering NEW YORK SKYLINE, bristling with opportunity.

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

Of course I was worried that Sergei
would come after me.

EXT. APARTMENT BUILDING -- DAY

NATASHA (19), breezily exits a cheap APARTMENT BUILDING, obscured by sunglasses, munching on a bright red apple.

NATASHA (V.O.)
But five years went by, and I only
had trouble twice.

She nearly runs right into a MAN, talking into a WRIST-MIC.

ASSASSIN
(SUBTITLED, in FRENCH)
On her way down. Okay, I got her --

The Assassin freezes, clearly caught mid-sentence. They meet each other's eyes. Beat. He DRAWS a pistol.

She WHIPS the apple into his eye. He DROPS. She runs back into her building, her KEYS between her fingers.

NATASHA
I rented by the month and travelled
light, disappearing at the first
scent of trouble.

ANGLE ON: A NAME PLATE, showing a TENANT NAME ----- NATALIA RICHARDS. She PUNCHES the plate with her key, SHATTERING it.

NATASHA (cont'd)
Not an easy way to live. But
better than not living at all.

EXT. PARK -- DAY

Natasha feeds the BIRDS from a park bench. She meets the eye of a handsome YOUNG MAN. She gets up, walking along a lake path, glancing back at him.

Thus, she misses an ASSASSIN in a khaki jacket come up behind her. He sticks a GUN in her ribs.

ASSASSIN 2
Come with me. Quietly.

YOUNG MAN (O.C.)
Is this guy bothering you?

The gallant young man has stepped up ion her defense.

NATASHA
Yeah, a little.

ASSASSIN 2
Fuck off.

YOUNG MAN
Okay now --

The YOUNG MAN steps forward, and Natasha STEPS INTO HIM,
tripping the young man INTO THE ASSASSIN --

CLOSE ON: HER HANDS, which GRAB the assassin's GUN in the
confusion, twisting it back up into the assassin's chest.
She FIRES TWICE. BLAM-BLAM! The guy hitches in surprise.

YOUNG MAN (cont'd)
AH! OH MY GOD!

Natasha takes one last look at the blood spattered hunk.

NATASHA
I guess you don't want my number.

The kid falls back from her and the corpse, horror-struck.

YOUNG MAN
Help! POLICE!

He turns back to her. But she is GONE...

FADE TO:

BLACK

NATASHA (V.O.)
I didn't have much luck with
boyfriends. But I did figure a way
to make a little money on the fly.

FADE IN:

EXT. DOWNTOWN BUILDING -- DAY

CLOSE ON: NATASHA, wearing sunglasses, hair tied back, raises
a vicious pair of SHEARS into frame.

NATASHA
Easy now... This won't hurt a bit.

She eases forward, to a WALL of IVY, bursting with flowers.
She delicately trims the leaves and stragglng vines.

Satisfied, she calls up, INTO THE AIR.

NATASHA (cont'd)
Okay Freddy. One floor down.

STEEP ANGLE UP ON: FREDDY WILLIS (30's), stands atop the ROOF of the IVY COLORED BUILDING, manning a WIRE RIG on runners.

FREDDY
Okay! Hang on!

ANGLE ON: NATASHA, who PUSHES BACK FROM THE WALL with her feet, FLIPPING UPSIDE DOWN as she drops another floor.

FREDDY (cont'd)
Easy, easy!

PULL OUT TO REVEAL: Natasha is TEN STORIES ABOVE THE STREET. She swings into position like a trained circus performer. Taking in the straggling flowers and vines here.

NATASHA
Hello, ladies.

She begins to trim, the leaves tumbling ten stories down...

EXT. DOWNTOWN BUILDING -- ROOFTOP -- DAY

Freddy pulls Natasha up, winded and exhilarated.

NATASHA
Whoo... I love this building.

FREDDY
Can you not jump around like that?
You scare the bejeezus of me.

NATASHA
You've got to try to enjoy what you do.

FREDDY
What, you don't enjoy this?

ANGLE UP, RISING ON: NATASHA, standing fearlessly on the building's edge, unhooking the WIRE RIG.

NATASHA
I do, it's just a little... quieter
than I thought my life might be.

FREDDY

What did you want to be, when you were little?

NATASHA

I... wanted to be a spy.

FREDDY

What ever happened to that?

NATASHA

I guess I grew up.

Freddy unhooks the rig's base as Natasha folds the straps.

FREDDY

Hey, can you grab me the pliers?
They're in my bag, there.

Freddy's BAG is marked BLACK WIDOW HIGH ALTITUDE GARDENING
"The only game in town!" She unzips a compartment.

NATASHA

What the hell is this?

She pulls out a small, wrapped PRESENT.

FREDDY

Happy birthday, Natalia Ross.

She opens it. It is a NECKLACE, with an HOURGLASS pendant.

NATASHA

Wow, Freddy. I love it.
(kisses his cheek)
Thank you.

FREDDY

How about a birthday dinner, on me?

NATASHA

Freddy.

FREDDY

I know, no dating between partners.

She walks away, and he watches her go...

FREDDY (cont'd)

It's just, you know... There's only two people in the company!

SWEEP CUT TO:

INT. NATASHA'S BATHROOM -- NIGHT

A BLAST of SOUND. Natasha swings her head around, her hair FLYING... As she gets a better angle with her BLOW-DRYER.

Natasha examines herself in the mirror. A little older, wiser maybe. She never imagined she'd make it this far.

NATASHA
Hm.. Twenty-three.

INT. NATASHA'S LIVING ROOM -- NIGHT

PAN ACROSS: Her New York APARTMENT. Two bedrooms, narrow concrete halls and corners.

The LIVING ROOM is lived-in and girly. STEVIE HUNTER (20's, African American) stretches on-the couch, watching a bad SCI-FI film on TV -- Natasha's room-mate.

Natasha enters, in black jeans and matching top.

STEVIE
We're out of pop-tarts.

NATASHA
It's a catastrophe. What are you up to tonight?

Stevie runs a hand level with her prone body.

STEVIE
About here. Sci-fi's running a bad movie marathon.

Natasha pulls on a leather jacket.

NATASHA
You sure you don't want to come with me?

STEVIE
No thanks, it's your birthday thing. Besides, I'm not as comfortable with risk as you are.

NATASHA
What risk?

STEVIE
Good luck.

NATASHA

It's not about luck, Stevie... It's
about confidence.

EXT. MANHATTAN SIDE STREET -- NIGHT

Natasha drives a beat-up JETTA down a dark side alley. She parks and gets out. There is a BARE LIGHT-BULB hanging over a nondescript DOOR. Natasha raps on it.

A suspicious DOORMAN looks out.

NATASHA

I'm here to play.

INT. POKER ROOM -- TABLE -- NIGHT

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

FAST PUSH IN ON: NATASHA at a green felt CARD TABLE. She drinks a VODKA MARTINI, and smokes a huge CIGAR, grinning.

The game is Texas Hold-'em. The UP-CARDS read: 2, A, 4, 5, 2. FIVE OTHER MEN sit at her table, including KARL, a blond Nordic type, who pushes his CHIPS FORWARD.

KARL

Two hundred fifty.

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

NATASHA

Okay. Let's see it.

Karl grins, turns over a 3 and 6.

KARL

Top straight.

Karl reaches for the pot, but Natasha stops him.

NATASHA

Whoa. Hold up there, fingers.

She turns over an Ace... 2.

NATASHA (CONT'D) (cont'd)

Full boat. Twos over Aces.

The other players ROAR. Karl smolders as Natasha rakes in the pile of chips.

NATASHA (cont'd)

Hey guys, 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:

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, A 10, 9... A. 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?

KARL

Five thousand.

The other men react. Natasha shakes her head...

NATASHA

...All in.

The place goes SILENT.

DEALER

Lady Luck raises it up to twelve thousand, five hundred dollars.

CLOSE ON: KARL, the SWEAT BEADING on his forehead.

KARL

... Call.

Karl smugly flips over a KING, ACE.

KARL (cont'd)
Full house, aces over tens.

The CROWD groans.

NATASHA
Wow. Good hand, Karl. Tense.

Natasha slowly turns over a TEN... and a TEN.

NATASHA (cont'd)
Oh, I mean tens. Four tens.

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

NATASHA (cont'd)
Well thank you, gentlemen. This
has been a genuine pleasure.

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

KARL
(SUBTITLED -- in GERMAN)
Tricky bitch.

Karl turns to head for the exit. Quietly, in fluid 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 Poker guys CRACK UP...

INT. POKER ROOM -- CASHIER'S DESK -- NIGHT

The Cashier pushes a huge STACK OF CASH to NATASHA.

CASHIER
Twenty-four thousand dollars.

NATASHA
Happy birthday to me.

EXT. ALLEY -- NIGHT

Natasha exits the door into the dark ALLEY, the drunken men inside singing a horrific version of HAPPY BIRTHDAY to her.

NATASHA
Shut up, you guys! Gonna get me
mugged...

She tosses a thick wad of CASH -- about two thousand dollars-- in her hand and pockets it. She takes out her keys, crossing a tad unsteadily to a beat-up JETTA.

Then, she stops, looking back. Something's wrong.

ANGLE ON: The LIGHT-BULB over the door has been SMASHED.

KARL (O.C.)
Excuse me.

Natasha spins to find KARL, emerging from the dark, his hands in his jacket pockets. Natasha smiles, putting her back to the car, her keys dangling over the window...

NATASHA
Karl! I haven't seen you since the
trouncing!

Karl does not smile. He just keeps walking towards her.

NATASHA (cont'd)
Hold on, now... If it makes you
angry, you shouldn't play the game.

KARL
That's very true.

Karl draws a SILENCED PISTOL and aims at her -- Natasha FLICKS HER KEYS into Karl's eyes!

ULTRA SLOW: Natasha's hands WHIP OUT, hitting Karl's WRIST in two places. Karl's PISTOL spins 180 DEGREES, to fall neatly into NATASHA'S HANDS. She aims it at him.

NATASHA (CONT'D)
Who are you?

KARL
Me? I killed the Black Widow.

Dart-quick, Karl SLASHES at Natasha with a SWITCHBLADE, catching the pistol in the trigger-guard. It FIRES into the dumpster with a muffled PF-KTANG! The gun goes flying.

Karl attacks, SLASHING and SLICING at her like... Like a professional. Natasha dodges and feints back, throwing quick blocks at the whickering knife. Karl SLICES her FOREARM.

NATASHA

Ow! Okay, Karl...

Falling back, she whips off her BELT. In a flash, she wraps the belt around her fist.

NATASHA (cont'd)

You want to play rough?

LOW ANGLE ON: The heavy SILVER BUCKLE, dropping into frame.

RACK TO: KARL, watching the buckle swing, uneasily.

Karl SLASHES, and she WHIPS the belt buckle into his wrist, sending the KNIFE flying. She STRAPS the buckle across his face. Karl falls back, off-balance and bleeding.

He holds up a hand in defense, and Natasha delivers a hard STRIKE to his wrist, SNAPPING it.

KARL

AHHHHHH!

She grabs his lolling hand and TWISTS him forward and down next to her car window. Natasha ELBOWS him in the temple, SMASHING KARL'S HEAD through her driver's-side WINDOW.

Bloody and unconscious, Karl slides to the pavement.

She crouches. In his jacket, Natasha finds a SWISS PASSPORT, flips through to the most recent DEPARTURE STAMP -- MOSCOW.

The ARRIVAL STAMP below this, reads LOGAN AIRPORT, BOSTON.

NATASHA

Hm.

She opens Karl's jacket, and finds a SET of HYPODERMIC NEEDLES. And a roll of duct tape.

NATASHA (cont'd)

Damn.

She picks up KARL'S SILENCED PISTOL, and jumps into her car.

OVERHEAD ANGLE: The Jetta does a neat, smoking reverse-spin in the narrow alley.

INT. NATASHA'S JETTA -- NIGHT

Natasha guns it down the alley, gripping the wheel.

NATASHA

Calm. Just keep calm, Teflon.
They can't touch you --

FROM THE DRIVER'S SIDE: A BLACK HUMVEE roars in over the sidewalk and SLAMS INTO HER, spinning the Jetta into the street, where she is HIT BY A SECOND BLACK HUMVEE!

OVERHEAD ANGLE, RISING ON: The crumpled, smoking JETTA, boxed in by two huge vehicles. Black-clad SOLDIERS pile out.

INT. JETTA -- NIGHT

ANGLE DOWN ON: NATASHA, faced by grinning chrome HUMVEE GRILLES through her shattered windows. Biting back panic, Natasha drops her SEAT straight back. She raises her feet and KICKS OUT the SUNROOF.

RACK TO: A thick TREE BRANCH, about eight feet up.

EXT. STREET -- NIGHT

ANGLE ON: The LEAD SOLDIER, his UMP submachine-gun raised.

PUSH IN ON: The JETTA, whose doors are blocked by trucks.

LEAD SOLDIER

(SUBTITLED: In RUSSIAN)
Move the trucks! Get them back!

The HUMVEES back up. EIGHT SOLDIERS approach the JETTA.

PUSH IN CLOSE ON: The DRIVER'S SIDE DOOR, which hangs open.

But Natasha is, of course... gone.

LEAD SOLDIER (cont'd)

Spread out! Find her!

PAN UP TO: The TREE, where Natasha crouches on a branch.

NATASHA

Russians... Stevie.

INT. NATASHA'S APARTMENT -- DAY

PUSH IN ON: STEVIE HUNTER, munching popcorn, and watching the TV, where men in rubber suits fight like alien monsters.

PUSH IN ON: THE FRONT DOOR, which UNLOCKS and OPENS, silently. A SILENCER enters first, then, Natasha's EYE.

Seeing the place undisturbed, Natasha holsters the pistol beneath her T-shirt and enters, speaking quickly.

NATASHA

Oh god Stevie, my sister's been in a horrible accident!

STEVIE

Oh, sweetie. I didn't even know you had a sister.

NATASHA

Yeah -- No well, she doesn't see very well, she's not supposed to drive at night, and she just --

Natasha gets so flustered she can't speak.

STEVIE

Stay calm. There's no point panicking in a crisis. Tell me what I can do.

NATASHA

You've got to come to the hospital with me. Please?

STEVIE

Of course, honey. Which hospital?

NATASHA

It's -- It's in Maryland. Maryland General.

STEVIE

Oh... okay, no problem. I'll be right back.

Stevie heads into the back hallway, to the bedrooms.

NATASHA

Wait, where are you going?

STEVIE

I'm gonna get my stuff. I can't go
to Maryland without my purse.

NATASHA

Okay just, hurry.

Stevie disappears into the narrow back hallway. Natasha
draws her pistol and moves to the window.

STEEP POV ANGLE: To the street, 33 stories down. Two crimped
BLACK HUMVEES screech up to the building's entrance.

NATASHA (CONT'D) (cont'd)

Stevie! Get your ass in gear!

No response. Natasha's face goes cold.

INT. APARTMENT HALLWAY -- NIGHT

The Natasha enters the dark, narrow hallway, pistol low and
ready. The hall ends in two DOORS to the girls' bedrooms.

One DOOR is ajar. Tilted LAMP-LIGHT slants across the wall.

INT. BEDROOM -- NIGHT

Natasha swings the door open, half-way.

RISING ON: STEVIE'S BODY lies across the bed, her hand draped
on the overturned LAMP. She's been shot. BLOOD stains the
sheets in a wide circle around her head.

CLOSE ON: NATASHA eyes the direction of the blood spatter...
The bullet came from above, from the far side of --

She crouches, swinging the DOOR open all the way.

PUSH IN ON: The CLOSET DOOR. Natasha puts TWO SHOTS through
it, before a body-armored SOLDIER CRASHES through the slats.

He dives, FIRING at her with his own silenced rifle. She
ducks back into the hall as he ROLLS to his feet, touching a
whisper-mike taped to his cheek.

GUNMAN 1

(SUBTITLED: In RUSSIAN)

She's in the box. Move in.

He runs after her, into the hall --

INT. APARTMENT HALLWAY -- NIGHT

He runs right into Natasha's FOOT, which SNAPS into his trachea. He doubles over as she steps hard into his knee, driving him down. She STEPS on his rifle, putting her pistol to the back of his head.

NATASHA
(SUBTITLED: In RUSSIAN)
How many are you?

GUNMAN 1
Too many for you.

He SWINGS around, disarming her, locking her arm, so that her gun CLATTERS to the floor. His rifle is strapped over his shoulder. He puts it to her chin.

GUNMAN 1 (CONT'D) (cont'd)
And now? No more gun.

She drives her KNEE up into the butt of his RIFLE, which bounces back on its strap, SMACKING him in the face as it FIRES. He is not shot, but he is disoriented.

She swings him to his feet, whipping up momentum as she -- SLAMS HIM into the wall! His Kevlar vest SMASHES through the plaster wall separating Stevie's room from her own.

ANGLE ON: GUNMAN 1, pissed and caked in drywall dust. He grimaces and raises his rifle.

NATASHA (CONT'D)
Hey look.

SIDE ANGLE: She has reached past him INTO THE WALL, pulling out a SIG SAUER 45 from a hidden cache between the walls.

She puts it to the back of his neck.

NATASHA (CONT'D) (cont'd)
Another gun.

BANG! She fires into his back, the bullet punching a DENT into the CHEST of his Kevlar vest. Gunman 1 drops dead, freeing access to the HOLE in the crumbling drywall.

She yanks the WIDOW SUIT out by its red HOURGLASS insignia.

INT. NATASHA'S LIVING ROOM -- NIGHT

PUSH IN ON: The FRONT DOOR, where TWO MORE GUNMEN enter, clearing the living room. GUNMAN 2 waves his team forward, and another FOUR GUNMEN enter, taking positions around the living room, their weapons raised toward the HALLWAY.

INT. BEDROOM -- NIGHT

PAN AROUND, RISING ON: NATASHA. The Widow suit clings to her body, caked in drywall, trailing a cloud of white dust.

She moves to look down the HALLWAY: Which is crawling with LASER SIGHTS, ranging back and forth at mid-level. She looks back at the WINDOWS, which look out on BRICK WALLS.

Natasha falls back against the wall, getting very concerned.

INT. LIVING ROOM -- NIGHT

RAPID PAN: Through the dim living room, where FIVE MORE GUNMEN are hidden in the various corners of the room.

CLOSE ON: GUNMAN 2, eyes hidden behind INFRA-RED GOGGLES.

GUNMAN 2'S POV: Of the room, painted in cool BLUE except for the low-lit HALOGEN LIGHTS in the ceiling, which cast triangles of RED, VISIBLE HEAT across the top of his vision.

GUNMAN 2 silently orders TWO GUNMEN forward. They disappear through the door, into the dark hall.

INT. APARTMENT HALLWAY -- NIGHT

CLOSE ON: THE TWO GUNMEN, heading for the BEDROOM DOOR. The BODY of their comrade can be seen through the crack.

RACK UP TO: THE WIDOW, lying stuck to the CEILING behind them, her feet against the wall above the living room door.

She draws down her silenced pistol...

INT. LIVING ROOM -- NIGHT

GUNMAN 2'S POV: Two RED GUNMEN in a BLUE HALL. The HALOGEN GLARE on the ceiling obscures Natasha's heat signature.

GUNMAN 2
(into whisper mike)
Do you see her?

Suddenly, the Red GUNMENS' heads POP with two silent shots, red light shows sprays of blood. They drop.

GUNMAN 2
She's in the hall!

ANGLE ON: NATASHA, whose head and torso swing down from the ceiling, pistol raised. PAP-PAP-PAP-PAP! Killing the intruders before even one can get off a shot.

She flip-drops to the floor and enters the living room. She runs to the door, stopping to look down the hallway of death.

NATASHA
I'm so sorry, Stevie.

RAPID PAN WITH: NATASHA, who RUNS out of the APARTMENT --

INT. NATASHA'S BUILDING -- CORRIDOR -- NIGHT

-- INTO THE CORRIDOR. Where TWENTY SOLDIERS ARE PACKED INTO THE HALL, setting up a S.W.A.T.-style assault equipment. The SOLDIERS look up in surprise, as she comes sliding to a halt.

NATASHA
Ho-ly...

CLOSE ON: A huge SOLDIER, turning towards her.

ALEXEI is an adult now, and very big. The upper right quadrant of his face is gone, the skin twisted and torn, showing bare white SKULL. His EMPTY EYE SOCKET is RINGED in SILVER METAL. He smiles grotesquely.

ALEXEI
Natasha.

ANGLE ON: The SOLDIERS raise many ASSAULT WEAPONS.

ULTRA SLOW: Natasha spins on her toe, LEAPING back into her apartment as her FRONT DOOR is BLOWN TO SPLINTERS by gunfire.

INT. LIVING ROOM -- NIGHT

Natasha crashes over her couch, pulling it down for cover, badly shaken. How many can there be? The TWENTY in the corridor are surging toward the door. Trapped now.

Tears of stress starting to spill over, Natasha looks around in panic, taking in everything, her gaze landing on --

THE WINDOW. And freedom, only thirty-three stories down.

She pulls a GOLD DISC from her belt, and whips it at the WINDOW, where it STICKS.

PUSH IN ON: THE FRONT DOOR, where SOLDIERS begin to pour in. ALEXEI enters behind them.

ALEXEI

(In RUSSIAN)

It took us a while to find you.

INTERCUT WITH: NATASHA, crouched behind the sofa.

NATASHA

Still pretty impressive, since I was pretty sure I'd killed you.

ALEXEI

Yes, you did. But five minutes later, the medics brought me back.

NATASHA

Sounds hard on the brain. I hope I didn't cause you any permanent damage.

ALEXEI

On the contrary... It's made me quite focused.

Alexei touches his ruined face. His eye-ring glints.

ALEXEI (CONT'D) (cont'd)

Surrender Natasha. You are contained.

Natasha inhales... And presses the HOURGLASS on her belt.

NATASHA

No, I'm not.

The disc EXPLODES with a small charge, shattering the big picture window, letting the 30-story WINDS rush in.

SLOW: Natasha LUNGES through the FALLING GLASS as GUNFIRE flies after her like a swarm of wasps.

EXT. NATASHA'S BUILDING -- NIGHT

SLOW: Glass and bullets flying, Natasha executes a perfect SWAN-DIVE out over the sheer drop. She falls, arms wide.

The WIDOW HOURGLASS printed on her chest FLIES INTO CAMERA!

EXT. ALLEY -- NIGHT

PUSH DOWN ON: The ALLEY across from Natasha's building. A BLACK MERCEDES SEDAN sits, watching. The command center.

INT. MERCEDES -- NIGHT

FOUR GUNMEN listen to the apartment's CHAOS over the radio.

GUNMAN 4
(In RUSSIAN)
Infiltration, do you have her?

No response, just staticky shouting and gunfire.

GUNMAN 4
Did he say jumped? Who jumped?

GUNMAN 5 looks out the windshield, and up...

GUNMAN 5
What in the hell --

EXT. NATASHA'S BUILDING -- NIGHT

VERY WIDE ON: The BUILDING and the TINY, PLUMMETING FIGURE.

ANGLE ON: NATASHA, who extends her GOLD BRACELETS. She FIRES TWO THIN FILAMENT LINES at the BUILDINGS across the street.

CLOSE ON: The flying WIDOW LINES, their arachnid HOOKS CATCHING on the two opposing ROOFTOPS.

INT. ALLEY -- NIGHT

WIDE ON: The BLACK WIDOW, SWINGING DOWN into the alley.

INT. MERCEDES -- NIGHT

The GUNMEN rear back as she SWINGS TOWARD THE WINDSHIELD!

EXT. ALLEY -- NIGHT

She executes a perfect FLIP at the height of her swing, and sticks the LANDING, onto the roof of the Mercedes --- CRUNCH!

The FOUR SOLDIERS pile out of the car, drawing guns.

Natasha pulls her own pistol and CAPS ALL FOUR in a fraction of a second. The alley goes quiet, but for the chatter of the radios. Natasha exhales, shivering with adrenaline...

She jumps down from the roof of the car, crouching by the body of the DRIVER. She takes his KEYS and drops the CLIP from his pistol, thrilled to find --

NATASHA

Forty-fives.

She holsters it and slides behind the wheel of the Mercedes.

A FILE is lying on the passenger seat. She picks it up.

PUSH DOWN ON: The PAGE, and an ARTIST'S SKETCH of NATASHA, under the HEADING: BATTALION 86 DISPATCH -- OPERATIVE NATASHA ROMANOV (AWOL) CODE DESIGNATE: BLACK WIDOW

EXT. STREET -- NIGHT

The MERCEDES SEDAN screeches out of the alley, easing by the BLACK HUMVEES and additional SOLDIERS posted downstairs.

She stays low and drives past the soldiers.

NATASHA (V.O.)

Russian Operatives everywhere, and I didn't see a single cop. Someone was pulling some serious strings.

INT. MERCEDES -- NIGHT

The Mercedes pulls up on a New Jersey side street, across the river from the NY SKYLINE. She puts her head in her hands.

NATASHA (V.O.)

And just like that, my quiet New York life was over. I had nowhere to go, no way to protect myself...

Suddenly, there is a harsh RAP on her WINDOW! Her head snaps up, her PISTOL aimed at -- FREDDY WILLIS.

NATASHA (cont'd)
Freddy?

FREDDY
Hi.

Natasha gets out of the car, looking to see that he's alone.

NATASHA
What are you doing here? How did
you find me?

FREDDY
With this.

He holds up the WIDOW PENDANT.

FREDDY (cont'd)
It's a bug. We need to talk.

Freddy nods towards the PARK behind them.

EXT. PARK -- NIGHT

Natasha and Freddy walk through the park.

FREDDY
Natasha. I'm your CIA tail.

NATASHA
You've been watching me this whole
time?

FREDDY
Yeah. We didn't know who you were
at first, but when you incorporated
your company, we flagged you.

NATASHA
I see.

FREDDY
I never wanted to lie to you,
Natasha. It was just my job. You
have to get out of the country.

NATASHA
Just like that?

FREDDY

Natasha... The Russian Government has had a standing bounty on you for the past five years. Ten million dollars. You've been lucky to avoid them as long as you have. But the word's out. Right now, there are literally hundreds of freelance spooks out there, combing the Eastern Seaboard for you. I can't officially help you, but --

He withdraws a BUSINESS CARD from his wallet.

FREDDY (cont'd)

Here. Go here.

NATASHA

"Agency Fixtures?"

FREDDY

It's a spook bar. Look for Anton Sweetwater. He'll help you get out of the country.

She turns the card over. It reads AGENCY FIXTURES, BOSTON.

NATASHA

Anton Sweetwater, I see. Let me sum this up if I can. You've been lying to me since we met, and now you want me to leave the country because the CIA says it's my only option?

FREDDY

Not the CIA. Me. I'm telling you.

NATASHA

Why should I believe you, Freddy?
What possible reason do I have?

Freddy opens his mouth to answer... BLAM! Freddy is SHOT from behind. BLOOD FLIES from his mouth...

NATASHA (cont'd)

FREDDY!

She pulls his falling body into the trees for cover.

C/CU ON: NATASHA, she can see them -- FLASHLIGHTS moving with silent precision through the trees, coming at a run.

She tries to stop Freddy's bleeding, but it's bad.

NATASHA (cont'd)
God, Freddy.

Freddy chokes out his last words...

FREDDY
Go, go. I'm sorry --

He dies. Natasha feels it.

ANGLE DOWN ON: FREDDY'S BODY. The FLASHLIGHTS reach him.
They SCOPE the park... But the Widow is long gone.

EXT. PARK -- NIGHT

PAN WITH: NATASHA, running past the trees like lightning.
She yanks the SILVER WIDOW PENDANT from her neck --

And THROWS IT, into the deep grass...

EXT. AGENCY FIXTURES -- NIGHT

PAN DOWN TO: Natasha's MERCEDES, pulling up to the curb.
LIGHTNING flashes over the park across the street.

TITLES: AGENCY FIXTURES, BOSTON

Natasha crosses the street to AGENCY FIXTURES, a 50's era
APPLIANCE STORE whose window reads: CLOSED.

Natasha peers inside. A JANITOR appears.

JANITOR
(through the glass door)
We're closed. What do you want?

NATASHA
I'm -- I'm looking for someone.
Here, at this -- store.

The Janitor looks at her like she's an idiot.

JANITOR
What's the password?

NATASHA
I, uh... I don't know.

The Janitor sighs, and unlocks the door.

JANITOR
Alright. Whatever.

INT. AGENCY FIXTURES -- NIGHT

Natasha follows the Janitor through a maze of APPLIANCES, holstering the PISTOL hidden behind his back.

JANITOR
It ain't like the old days.

Out of sight of the window, the Janitor OPENS THE DOOR OF A 40'S-ERA FRIDGE, revealing a narrow DESCENDING STAIRCASE.

JANITOR (cont'd)
First time at a spook bar?

NATASHA
A -- ? Yeah. Any tips?

JANITOR
You got a gun?

NATASHA
Sure. I got two.

He claps her on the back.

JANITOR
You'll do fine.

She descends into the dim yellow light, and dark music.

INT. AGENCY FIXTURES --- BAR -- NIGHT

The place is an old underground prohibition joint, all brass and warped wood. Songs about soldiers play on the juke. Shadowy men in shadowy corners watch Natasha as she flags a BARTENDER with the jaw of a Marine.

NATASHA
Vodka Martini. Very dirty.

A drunken MAN, hitherto passed out on the bar, looks up.

ANTON
And another scotch, goddamn it!

BARTENDER

You're tapped out, toss-pot.
N'you're about to get chucked out.

DRUNK

Well, I'm sure this fine young lady
wouldn't mind buying an old spy a
nip of scotch. Would you, miss...?

Natasha looks over the old drunk. He is in his fifties,
still handsome despite decades of hard living. He speaks
with a booze-skewed English accent.

NATASHA

I can't help you. Sorry.
(to the BARTENDER)
Hey, tell me something -- I'm
looking for Anton Sweetwater.

She holds a HUNDRED DOLLAR BILL, low on the bar. The
Bartender glances around, not wanting anyone to see him take
the hundred. He nods at the Cockney DRUNK in the corner.

BARTENDER

Right there, honey.

PUSH IN ON: ANTON, looking up blearily.

ANTON

Well, well, well... need somefin'
from old Anton now, do ye?

CLOSE ON: ANTON, eying her slyly.

ANTON (cont'd)

'Ow the worm 'as turned...

INT. AGENCY FIXTURES -- BAR -- NIGHT

CLOSE ON: A glass of SCOTCH. Anton tastes it exquisitely.

Natasha sits with Anton, watching him closely.

ANTON

I know who you are, y'know.

Natasha leans in, genuinely interested.

NATASHA

Oh yeah? Who am I?

PAN AROUND: ANTON leaning over the CANDLE between them.

ANTON

You are Natasha Romanov -- the last survivor of a sick little program in a dim corner of the Soviet Empire. You're the Black Widow.

NATASHA

How do you know so much?

ANTON

I was an arms broker for Battalion Eighty-Six, which was formed to protect the Southern Soviet border from China. When the order came to pull back to Russia, the entire Battalion refused. Their leader, a man named Riskolje...

NATASHA

Sergei. Sergei Riskolje.

ANTON

That's right. Well, it suddenly occurs to old Sergei that he's in possession of tens of thousands of Soviet nuclear weapons. The Saudi Ambassador hailed Kazakhstan as the "World's first Islamic Nuclear State"... Of course that never did get much press.

Anton flags the bartender for another scotch. "On her."

ANTON (cont'd)

Sergei's men raided the missile silos, and they made billions selling warheads on the black market during the big nuclear sell-off of the nineties. I helped broker the sales. The warheads went into Asia, through a Kazakh warlord named Haman Ramdani. I brought them together, applying British diplomacy to smooth over their, er, cultural differences. But once Sergei had enough money to fund his own private army, he turned on Ramdani, and took over the entire region.

NATASHA

That sounds like Sergei.

ANTON

Ramdani ordered Sergei's death, but he's too well-protected to kill. Now the whole region is locked in a blood feud between two maniacs that have *stacks* of nuclear weapons. I felt the wind change, got out, and invested my money in the dot-coms.

Anton drinks to the futility of *that* move.

NATASHA

Bummer. What about the Red Room? Is it still there?

ANTON

I have no idea. Why?

She rises, tossing a tip onto the table.

ANGLE ON: TWO SHADOWY MEN, watching her from a corner. They glance at each other as she rises to leave.

NATASHA

Because I'm going back to Kazakhstan.

INT. AGENCY FIXTURES -- STORE -- NIGHT

Anton follows Natasha out of the refrigerator into the store.

ANTON

Kazakhstan? Perhaps you've failed to notice how dangerous this region is right now. Look, Freddy asked me to help you out, but I'm pretty sure this ain't what he meant.

NATASHA

Sure, why endanger my life overseas when I can wait for them to kill me at home? Now, I've got...

Natasha withdraws a wad of BILLS.

NATASHA (cont'd)

Ten thousand dollars, if you can help me get back as far as Russia.

ANTON

Ten thousand.

NATASHA

It's all I've got.

ANTON

Young lady. Do you have any idea
what MI6 used to pay me per hit?

She regards him seriously, cutting through his bullshit.

NATASHA

No. When was that, Anton? A
couple of years ago? Ten?

Beat. He opens the door for her to exit.

ANTON

Ten grand it is.

EXT. AGENCY FIXTURES --- NIGHT

Anton crosses to Natasha's Mercedes ahead of her.

NATASHA

Oh. One more thing, Anton...

He turns, finding her PISTOL, aimed at his forehead.

NATASHA (cont'd)

Convince me you're not setting me
up for the bounty.

Anton eyes the wide gun barrel. He remains calm.

ANTON

Natasha, I know how they trained
you. I'd rather be broke and
alive... than rich and dead.

Beat. She considers him, deciding, WHEN --

GUNSHOTS SHATTER the "Appliance store" WINDOWS behind them.

ANTON (cont'd)

Get back!

Anton steps gallantly in front of Natasha, drawing a .50
calibre DESERT EAGLE. He fires massive rounds into the shop,
as Natasha dives into the car.

INT. AGENCY FIXTURES -- STORE -- NIGHT

Hidden behind a bank of washing machines, the two SHADOWY MEN FIRE at Anton and Natasha. They do not see -- The JANITOR, coming up behind, drawing his SILENCED PISTOL.

GUNMAN 1
Did you hit her?

GUNMAN 2
I don't know! I --

The JANITOR CAPS both men as the Widow's Mercedes speeds off.

JANITOR
None of that in here.

He holsters his pistol... and grabs his mop.

INT. MERCEDES -- NIGHT

Natasha whips the sedan through the city streets.

NATASHA
(checking the rear view)
I don't see them.

ANTON
Old Stan might have got them. He doesn't take much guff.

NATASHA
So, where to?

ANTON
Westchester. We're going to see a friend about a plane.

NATASHA
I don't want to get flagged filing a flight plan to Russia.

ANTON
Chiro doesn't file flight plans. He was part of a system once.

EXT. MASSACHUSSETS COUNTRY ROAD -- NIGHT

The Mercedes slips through the MASSACHUSETTS COUNTRYSIDE.

Anton dials his CELL PHONE, listens.

ANTON

Chiro? It's Anton. -- Sweetwater,
that's right. I need a favor.

(beat)

Well that's not fair at all.

Uh oh. Natasha rolls her eyes.

ANTON (cont'd)

Well tell it to my gob, Chiro.
We're outside the bleedin' gate.

Natasha looks around. There is no gate, just high BUSHES.

Anton hangs up.

ANTON (cont'd)

Pull up here.

NATASHA

Where?

He points to A SECTION of HEDGE-ROW, which SWINGS OPEN like a GATE. Natasha pulls in, and the HEDGE GATE SWINGS SHUT behind them.

EXT. WHISPERS AIRFIELD -- NIGHT

OVERHEAD ANGLE: On the MERCEDES, coming to a 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.

NATASHA

What is this place?

ANTON

It's an airport. For spies.

As they approach, 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.

NATASHA

Are you sure about this?

ANTON
Absolutely. Chiro's an old friend.

INT. CHIRO'S OFFICE -- NIGHT

CLOSE ON: CHIRO LA POINTE (40's), lighting a smoke. It looks like the weasly little man has been smoking since birth.

CHIRO
Go fuck yourself, Anton.

ANTON
Chiro --

CHIRO
You want to just take one of my trans-Atlantic planes unescorted? No fucking way.

NATASHA
I can give you ten thousand for it.

Anton glances at her, wryly.

ANTON
Better take it, Chiro. It's all she's got.

Chiro takes in this girl, half his age.

CHIRO
(come on)
Who the fuck is this, Anton? Is this your girlfriend or something?

Natasha takes umbrage at this.

NATASHA
I'm the client. You said this guy was a professional, Anton.

CHIRO
Hey, fuck you girlfriend.

NATASHA
Excuse me? I didn't hear you.

Anton intercedes, pulling Chiro into a corner.

ANTON
Look, Chiro. I understand where your coming from, I do.
(MORE)

ANTON (cont'd)

It's not great money, and we're flying unchaperoned, but... That's sort of the point, eh mate?

He glances back at Natasha, who looks pretty fine just standing there, pissed in the moonlight.

CHIRO

The cheapest plane I got's worth a hundred grand, at least.

ANTON

And I'll fly it right into your Moscow Field. I'll hand the keys directly to Yvegeny. This is a friend deal, Chiro... Trust me.

Chiro glances into Anton's eyes. He laughs.

CHIRO

Fuck you both.

ANTON

What about the system?

CHIRO

The system's gone, Anton. Busted, broken and gone. Deal with it.

The DOOR opens, and a group of large MEN in SUITS enter.

CHIRO (cont'd)

Excuse me. I've got real clients to deal with.

ANGLE ON: NATASHA, watching the suited men, instantly aware of danger. She steps back into the dark.

Dispirited, Anton returns to Natasha.

ANTON

No deal.

NATASHA

Whatever. Let's get out of here. Chiro's about to get busted.

Chiro crosses to the suited MEN.

CHIRO

Mr. Von Trapp! How nice to see you this evening.

VON TRAPP

Chiro, these are the friends I told
you about --

Von Trapp places his briefcase on the table. He opens it,
revealing many STACKS of CASH.

CHIRO

Ah, the G5 Lear! Excellent! Your
pilot's waiting outside.

Chiro picks up the briefcase. The moment he does --

VON TRAPP

FAA! Put your hands in the air!

MR. VON TRAPP and the other undercover OFFICERS draw their
guns, and hang badges on their lapels. In seconds they have
subdued Chiro's two BODYGUARDS and cuffed Chiro.

CHIRO

Ah, shit! Fuck you, Von Trapp! I
should've known!

VON TRAPP spots Anton and Natasha and raises his pistol.

VON TRAPP

You two, come out here.

Natasha enters the light, the picture of innocence.

VON TRAPP (cont'd)

(to ANTON)

Are you armed?

ANTON

I uh, yes. I have a hand-gun in a
holster behind my back.

Von Trapp takes it. It is a HAND CANNON.

VON TRAPP

Sir, this is a .50 calibre weapon.

ANTON

Is that right? I just bought it
because it felt so heavy.

VON TRAPP

Cuff him.

Von Trapp turns to Natasha. He kneels down to her.

VON TRAPP (cont'd)
Young lady, what are you doing here
with all these criminals?

CHIRO
Are you kidding? She's the client!

VON TRAPP
(to NATASHA)
You realize you're looking at
twenty years, just for being here?
Think of what you could have done
with your *life*. Think what --

Von Trapp moves to cuff her, but she holds up a hand.

NATASHA
Hold that thought. Hey, Chiro?

CHIRO
What? Fucking what?

NATASHA
Give me a plane... and I'll get you
out of this.

Beat. Chiro, Anton and Von Trapp all get that she's serious.

CHIRO
Okay.

VON TRAPP
Now, just hang on --

CRACK! Von Trapp takes a vicious UPPERCUT to the jaw.

Natasha kicks ANTON back into the AGENTS guarding him,
knocking them akimbo as she DIVES over Von Trapp's falling
body. She ROLLS, snatching up Anton's PISTOL and tossing it
back to him as she goes --

NATASHA
Anton! Heads up!

ANGLE ON: ANTON, who looks up just in time to see his DESERT
EAGLE spinning towards him. He catches it with cuffed hands.

ANGLE ON: ANTON'S OFFICERS, just getting their bearings, they
look up at -- ANTON, aiming the large pistol in their faces.

ANTON
Easy. Your man there said these
bullets were unusually large.

Natasha lands on her feet, near the remaining TWO AGENTS.

FAA AGENT 1

FREEZE!

ANGLE ON: NATASHA, sizing up these last two OFFICERS.

FAA AGENT 2

Get down on the ground!

NATASHA

Gentlemen, I realize you're just
doing your jobs. -- But I simply
refuse to be arrested by the FAA.

She steps forward and then right, gripping both sets of wrists
as they step in towards her. She ducks UNDER their arms and
does a BACK-FLIP, spinning them around so that --

Both men are driven to their knees, with each other's PISTOLS
in the other man's face. She could kill them both.

NATASHA (cont'd)

That was neat, right?

She CRACKS each one in the temple with the others' gun. They
DROP, and she has them cuffed in seconds.

ANGLE ON: ANTON, genuinely impressed with her.

ANGLE ON: NATASHA, looking up at CHIRO.

NATASHA (cont'd)

Well?

ANGLE ON: CHIRO, who is dumbfounded.

CHIRO

Your plane's right outside.

CUT TO:

EXT. WHISPERS AIRFIELD -- NIGHT

Natasha and Anton follow Chiro out onto the field. Chiro's
MEN run everywhere, packing up the airfield, taking down camo-
netting, moving planes, etc...

CHIRO

GO! PACK IT ALL UP! EVERYTHING
GOES TO THE DEERFIELD LOCATION!

(MORE)

CHIRO (cont'd)
(to NATASHA)
That's your plane.

A BIG, CLUNKY CARGO PLANE. CHIRO hands Anton the KEYS.

CHIRO (cont'd)
Fly under the radar until you're
over international waters.

NATASHA
Thank you.

She gives him TEN GRAND from her poker winnings.

CHIRO
Hey, if not for you, I'd be heading
to fucking prison. I hate that.
Hang on to this girl, Anton. She's
a valuable catch.

ANTON
You're not kidding.

Chiro walks away, leaving Anton and Natasha alone.

NATASHA
You got me a plane, Anton. You
don't have to come with me.

ANTON
No, but ten thousand dollars can
buy a fellow quite a bit of trouble
in Moscow. Besides, tonight is the
most fun I've had in a long time.

INT. CARGO PLANE -- COCKPIT -- NIGHT

Anton starts the big ENGINES, which cough out smoke.

ANTON
Next stop... Moscow.

EXT. WHISPERS AIRFIELD -- NIGHT

The big CARGO PLANE TAKES OFF, winging low into the night...

LONG FADE TO:

EXT. WHISPERS AIRFIELD -- MOSCOW -- MORNING

Dawn. The big CARGO PLANE comes in for a landing.

EXT. WHISPERS AIRFIELD -- MOSCOW -- MORNING

CLOSE ON: The AIRPLANE'S KEYS, as Anton hands them to YVGENY, the thuggish manager of Chiro's Moscow airstrip.

ANGLE ON: NATASHA, breathing the Russian air again.

ANTON
Strange to be back?

NATASHA
No. It's just like coming home.
Hey, you think I could convince
them to let me take the plane to
Kazakhstan?

ANTON
You don't want to do that. A big
plane like this would get shot down
as soon as it cleared the border.

NATASHA
What kind of papers will I need to
get into the country?

ANTON
(laughs)
Papers? There are no papers. No
rules. The place is a war-zone.
Get to Batken. Talk to Oman Rashad
at Amir's rugs.

NATASHA
I remember.

ANTON
Oman's an old friend, but you'll
have to convince him to take you to
Ramdani. Be careful. These men
are killers, every one.

NATASHA
Thank you. For everything.

Anton looks at her and sighs, envying her youth.

ANTON
I almost wish I could go with you.
But my field days are long over.

Natasha touches his cheek, affectionately.

NATASHA

Mr. Sweetwater... I promise you
that's not true.

Anton is touched, inspired by her.

NATASHA (cont'd)

I'll see you again.

EXT. MOSCOW STREET -- DAY

PAN DOWN ON: A busy MOSCOW street. Russians go this way and that, not paying attention to the girl in the long black coat. She approaches a NEWSVENDOR, nose down in his paper.

NATASHA

Excuse me, do you carry maps?

NEWSVENDOR

Maps, yes. Of the city?

NATASHA

Uh, Asia actually.

The Newsvendor looks up at her.

CUT TO: NATASHA, sitting on the curb, map open.

NATASHA (cont'd)

(to herself)

So, if Batken's here, that's
just... 3500 miles. God.

She puts her head in her hands. Suddenly, an OFF-ROAD MOTORCYCLE screeches up to the curb, nearly hitting her. The irate RIDER jumps off, hanging his goggles on the bars.

MOTORCYCLE RIDER

Are you crazy? What in God's name
are you doing in the street?

The guy stomps off into a shop. Natasha's eyes drift to his nearby bike. She glances back at the shop.

NATASHA

Just waiting for a ride...

Whistling, she hops on the bike, delivering a hard strike to the plastic IGNITION HOUSING, cracking it. She hot-wires the bike in seconds, the wires sparking, the engine CRANKING.

EXT. KAZAKH COUNTRYSIDE -- DUSK

RISING FROM: NATASHA, face wrapped in a scarf and goggles, rides the OFF-ROAD BIKE across the MASSIVE COUNTRYSIDE.

She rides past a collection of still smoking, BURNT-OUT HUTS.

EXT. KAZAKH COUNTRYSIDE -- NIGHT

LOW, PUSH IN ON: NATASHA, sitting by a small FIRE. She eats dinner (Beef jerky and a Russian Pepsi), alone.

EXT. KAZAKH COUNTRYSIDE -- NIGHT

HIGH ANGLE, PUSHING DOWN ON: NATASHA sleeping, wrapped in an old cycle blanket. She snaps awake as GUNSHOTS ring out.

But they are in the far distance, so she goes back to sleep.

EXT. URAL MOUNTAINS -- EVENING

FLY-OVER: The URAL MOUNTAIN RANGE, rocky and tree-speckled in the setting sun. A STORM is gathering in the east.

PUSH IN ON: A lone DIRT ROAD into the heart of the mountains.

SWEEP PAST & SWING BACK ON: NATASHA, riding past the snow-line. The dirt bike passes the old WOODEN GATES bordering the entrance to an ancient TOWN.

EXT. BATKEN -- STREET -- NIGHT

Snow falls on the dusty main street. Natives with soft Mongolian features go about their business quietly, moving amongst Indian, Arab, and Pakistani men doing business with hard-faced Russian mobsters in long leather coats.

TITLES: BATKEN, KAZAKHSTAN

CRANE DOWN ON: NATASHA pulls the bike up to the curb.

NATASHA (V.O.)
Three rough days later, I pulled
into Batken, where I caught my
first glimpse of the Battalion 86
forces holding the area.

CLOSE ON: NATASHA, caked in dust, removing her goggles. She goes to remove the SCARF covering her face, until she spots --

A MILITARY TRUCK, filled with SOLDIERS rolling down the street. The emblems on the truck read BATTALION 86, but the old Soviet symbols have been crudely over-painted with depictions of SKULLS, and hand-painted RADIATION SYMBOLS.

The SOLDIERS are in uniforms which are threadbare and scuffed, like pirates, scanning the streets for trouble. The TOWNSPEOPLE look away, avoiding eye contact.

Once the truck has passed, Natasha gets off the bike and crosses the dirt street, PASSING -- A SHADOWY MAN, sitting on the ground against a building, peering at her from beneath a low-slung hat. He watches Natasha cross to --

PUSH IN ON: An ancient mud-brick structure, which has been converted into a RUG STORE. Its window reads, AMIR'S RUGS.

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

Rugs sit piled on the dirt floor. Kazakh music plays on a tinny radio. A few ARAB MEN sit in the back, playing Backgammon and smoking.

ANGLE ON: AMIR, a large bearded man, gets up as Natasha removes the SCARF from her face, letting her long hair fall.

AMIR
You want a rug?

NATASHA
I want to see Oman Rashad.

Amir takes this in. He laughs, and draws a gun.

AMIR
Are you armed?

Natasha withdraws two PISTOLS, placing them on the counter.

AMIR (cont'd)
Rashad!

PUSH IN ON: The MEN in back, and one handsome young man in particular. OMAN RASHAD (28), rises from his table.

They other MEN rise with him. One grabs an AUTOMATIC RIFLE and covers Natasha with Amir, who keeps his gun to her head.

AMIR (cont'd)

This American wants to see you.

Rashad crosses to Natasha, eyeing her curiously.

RASHAD

I am Oman Rashad. You have ten seconds to live.

NATASHA

Fair enough. What if I could prove to you that I could kill Sergei Riskolje in three?

CLOSE ON: RASHAD. This statement takes him aback.

RASHAD

Riskolje? How would you do that?

Natasha moves in a blur, her foot snapping out to kick the soldier's AUTOMATIC RIFLE up, into her right hand, grabbing Amir's pistol behind her with her left. She twists Amir so that he is doubled over in front of her, his own pistol to the back of his head. The gathered Arabs scramble for their guns, but --

NATASHA

Stop!

Natasha has them covered. Everyone freezes, not sure who's about to die... Beat.

She tosses the rifle back to its owner, and Amir's pistol to Rashad, who nearly fumbles it in surprise.

RASHAD

... Who are you?

NATASHA

Me? I'm the Black Widow.

EXT. AMIR'S RUGS -- NIGHT

Rashad leads Natasha out of the Rug store, flanked by armed Arabs. Amir watches her go, ruefully rubbing his wrist.

They approach the open FRAME of a heavy-duty pick-up truck -- basically just engine, seats and a solid STEEL GRILLE.

Rashad hangs up his SATELLITE CELL PHONE and gets in the driver's seat. Two Arabs stand sentry in the back.

RASHAD

I will take you to Ramdani. Tell him what you told me, and he will decide whether or not you come back.

Natasha hops in the shotgun seat.

NATASHA

That's okay, Oman. -- I don't expect to come back.

LOW ANGLE ON: RASHAD'S TRUCK, ROARING OFF.

ANGLE ON: The SHADOWY MAN rises to his feet, watching Natasha and Rashad pull away. Glancing around, he hops on Natasha's abandoned DIRT BIKE. Sparking the ignition wires, the mystery man rides off, after Natasha...

EXT. KAZAKHSTAN ROAD -- NIGHT

WIDE ON: Rashad's TRUCK flying through the desert wasteland. The DESERT LANDSCAPE is blasted and strange, the black rock polished like melted glass, the trees skeletal and bare.

NATASHA

What is that light? An encampment?

RASHAD

It's a reminder.

ANGLE ON: An eerie GREEN LIGHT, dawning over the rise.

RASHAD (cont'd)

The Soviets killed over a million Kazakhs when they came in the thirties. They conducted over 450 nuclear tests across the Semipalatinsk plateau. The groundwater is poisoned, irradiated. The temperature has risen 10 degrees Celsius over the last four years.

Rashad's truck crests the hill.

NATASHA

Jesus.

SPACE-CAM PAN ON: The DESERT and three small LAKES ahead, whose water GLOWS an eerie spirit green.

RASHAD (CONT'D)

This land is like my people.
Living under corruption, killing in
desperation.

Natasha looks out over the bleak landscape.

NATASHA

That's all people.

RASHAD

Maybe. But mine are losing.
Battalion 86 controls the food, the
energy. Riskolje's forces kill
anyone on the roads after curfew.
Our *mujahaddin* have been hunting
Riskolje for years. And now you
believe you can kill him.

NATASHA

Yes I do.

RASHAD

Why?

NATASHA

Because I know him. His tactics,
his operation. If Ramdani can get
me close enough, I'll give your
land back to you.

RASHAD

How do I know you're not just some
beautiful assassin, sent by the
U.S. to murder our Cleric Ramdani?

NATASHA

Well, you've got my weapons,
Rashad. Other than that, you're
just going to have to trust me.

Rashad nods. They drive on in silence.

CUT WIDE: Overlooking the whole green-lit VALLEY, with
Rashad's truck in the far distance.

CU F/G: The SHADOWY MAN pulls the DIRT BIKE up to the top of
the hill. Its head-light is smashed out and taped over.

Beat. He rides down after them, keeping his distance...

EXT. CAMP ENTRANCE -- NIGHT

Rashad pulls the truck up to a CLEARING at the base of a foothill, lined with scrub-brush.

NATASHA
Where's the camp?

RASHAD
Listen to me carefully. No woman
has ever seen the place you are
about to see.

NATASHA
I'll be respectful.

Rashad crosses to the SCRUB-BRUSH along the hillside.

RASHAD
Do so. Or be dead.

In a nondescript spot, Rashad pulls apart the BUSHES, revealing a dimly lit TUNNEL, dug deep into the mountain. Rashad steps back, allowing Natasha to enter...

INT. RAMDANI'S CAMP -- PASSAGE -- NIGHT

Natasha enters a stone passage, descending steeply into the mountain. TORCHES light the walls, blackening the ceilings.

The PASSAGE off-shoots into cave-like chambers, where ARAB MEN are praying and chanting, filling the passage with deep, haunting voices.

Natasha glances back. Rashad and his men follow her, covering her with multiple weapons.

EXT. RAMDANI'S CAMP -- NIGHT

Natasha exits the tunnel to SEE --

RISING ON: An open ENCAMPMENT of TENTS, surrounding a great FIRE, well hidden by high, surrounding cliffs.

More Mujahaddin slip out of the dark to cover her with rifles as she enters the light of the camp-fire.

INT. RAMDANI'S TENT -- NIGHT

CLOSE ON: DHASA, Ramdani's second in command sits smoking in the large, beautifully arrayed TENT.

DHASA
You told the men to be careful.

RAMDANI (O.C.)
Of course.

Dhasa is clearly unhappy about all of this.

RAMDANI (O.C.) (cont'd)
I had to take this opportunity,
Dhasa. It could change everything.

DHASA
Damn this girl to Hell.

Ramdani exhales smoke into frame. We do not see his face.

RAMDANI (O.C.)
Allah has already done that.

Ramdani stands, his SHADOW rising huge across Dhasa.

RAMDANI (O.C.) (cont'd)
Let's just be sure she doesn't take
us with her.

EXT. RAMDANI'S CAMP -- NIGHT

PULL OUT FROM: The fire, where Natasha sits, surrounded by Arab men, aiming automatic RIFLES at her.

RAMDANI (O.S.)
You.

Natasha turns to the voice.

WIDE, PUSHING IN ON: HAMAD RAMDANI. He is imposing, his eyes dark and fierce, his white robes trailing him like streamers.

RAMDANI (cont'd)
You claim to be the Black Widow.

Natasha stands, her retinue covering her.

NATASHA
That's right.

RAMDANI

That's close enough.

They both stand on either side of the fire, ten feet apart.

RASHAD

I took her weapons. She's unarmed.

RAMDANI

(laughs)

You think this girl needs a gun to kill me?

(eyeing her closely)

I have heard all about this child. Sudden brutal death, tricks and traps. She could pass through the White House metal detectors and kill the President with a blow-dart full of spider venom.

NATASHA

I'm not here to kill you. I'm here to make you an offer.

RAMDANI

Yes. I give you safe passage... So you may kill Sergei Riskolje.

NATASHA

It's a very good offer.

RAMDANI

Riskolje has forced me into exile. Cut off our weapons trade.

RASHAD

To Hell with his weapons! The man is a Devil!

RAMDANI

Rashad. That money, and those weapons, give us the power to carry out Allah's will.

NATASHA

Rashad's right, though. Sergei is a Devil. But I swear to you, I can kill him.

RAMDANI

The Devil's daughter.

NATASHA

Call it what you like. I cut the head off the beast, and his troops will scatter. Your men can raid his weapons stockpiles for nothing.

Ramdani thinks about this, eyes calculating in the firelight. He meets DHASA'S eyes. An unspoken communication.

RAMDANI

A risky proposal. With many chances for failure and reprisal.

NATASHA

Like all great proposals.

RAMDANI

Perhaps but... I'm a touch more conservative than that. I'd even be satisfied with a return to the status quo. With no risk to me.

RASHAD

But *Imam*, maybe she can do it. Anything is better than being back under Riskolje's bridle.

RAMDANI

It's true, this situation has been difficult for all concerned. And as much as I appreciate the gravity of your offer, I've discovered another avenue to resume our weapons trade. You see...

ANGLE ON: RAMDANI'S MEN, start to back away from the fire.

RAMDANI (cont'd)

Riskolje wants you back... more than he wants me dead.

PAN AROUND: NATASHA, looking past Ramdani, over the flat, featureless DESERT, which begins to MOVE... Everywhere.

WIDE, RISING ON: BATTALION 86 SOLDIERS begin to RISE FROM WHERE THEY ARE BURIED IN THE SAND -- HUNDREDS of them, rising from the desert like a great semi-circle of the dead.

OVERHEAD ANGLE ON: A HUGE AREA OF DESERT, spoked with LASER SIGHTS, atop HUNDREDS of ASSAULT RIFLES, all aimed at NATASHA, who is boxed in by the jagged cliffs.

CLOSE ON: RASHAD, stunned.

RASHAD

Imam... You didn't.

RAMDANI

I made the deal this morning. The girl for the resumption of trade.

RASHAD

Is this the will of Allah, to continue trade with the Devil?

RAMDANI

Rashad, you know I believe deeply in the peace of the next world... But we need weapons for this one.

ALEXEI (O.S.)

What a profoundly pragmatic view of religion. It's so refreshing.

WIDE ON: THE FIRE, and the HUGE SOLDIER coming around it.

NATASHA

Alexei.

RISING ON: ALEXEI, smiles at her grotesquely.

ALEXEI

Hello Natasha. *Company, aim!*

Natasha braces herself. But as one, the SPOKES of the LASER SIGHTS SHIFT, landing on each ARAB in the tent compound...

Including RAMDANI. He meets Alexei's gaping eye-socket.

RAMDANI

No.

ALEXEI

Yes. *FIRE!*

Each soldier FIRES, killing his man. The circle of Arabs drops, and the LASERS SWITCH BACK to Natasha again.

Alexei chuckles, stepping over the bodies draped in white.

CLOSE ON: RASHAD, lying on the ground, shot. Very weak, he draws his pistol, grimacing with hate. But Alexei steps on his wrist, and shoots him dead.

Alexei walks up to Natasha.

NATASHA

He should've taken my offer.

ALEXEI

Without question.

NATASHA (CONT'D)

(indicating Ramdani)

Of course you did just kill your
weapons merchant, smart guy.

ALEXEI

Oh yes? Dhasa!

DHASA steps into the firelight, kneeling down to take
Ramdani's dead hand. Dhasa is the only Arab left alive.

ALEXEI (cont'd)

Trade will resume on Monday.

Dhasa looks down at Ramdani. He lets go of Ramdani's hand.

DHASA

Yes, alright. Thank you.

Alexei turns back to Natasha.

ALEXEI

You see? Everyone gets what they
want.

NATASHA

Except me.

ALEXEI

Oh Natasha, that's not true.

Alexei draws a small, strange PISTOL.

ALEXEI (cont'd)

Don't tell me you didn't know this
was a suicide mission.

Alexei SHOOTS NATASHA IN THE THROAT with a TRANQUILIZER DART.

SIDE ANGLE, SLOW: Natasha FALLS back, the world spinning, and
by the time she hits the soft sand, she is GONE...

FADE TO:

BLACKNESS, deep and quiet... Then, the RISING SOUND of a
LARGE VEHICLE, DRIVING...

FADE IN ON:

INT. TRUCK -- CARGO HOLD -- NIGHT

NATASHA'S hands are TIED ABOVE HER HEAD. Trickling water has
frozen into icy lines down her body, dripping from a vent in
the ceiling. She tries not to shiver. The CARGO HOLD is
military and spare, two GUARDS sit by the closed cargo doors.

ALEXEI (O.C.)

So cold, the Russian winters.

ALEXEI swings her around, his naked skull gleaming.

ANTON

You can feel it in your bones.

NATASHA

This isn't Russia anymore, Alexei.

Alexei withdraws the TRANQUILIZER NEEDLE from her throat.

ALEXEI

This part is. We've kept it so.

(moving close to her)

I will see you dead, Natasha. For
treason.

NATASHA

Treason? Fuck you, Alexei. You're
the one who deserted your country.

ALEXEI

I stayed true to my orders! You
shot a superior officer in the
face! What do you call that?

NATASHA

Survival.

ALEXEI

That's not a soldier's attitude.

NATASHA

No. It's a spy's attitude.

Alexei sighs.

NATASHA (cont'd)

Besides, you're not soldiers anymore. You're just a bunch of pirates, running out the days until someone burns you down for good.

ALEXEI

There's not much time to repent your sins, Natasha. Sergei, he wants... He wants to --

Alexei suddenly turns on her, angry.

ALEXEI (CONT'D) (cont'd)

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

PUSH IN ON: NATASHA, starting to get it. Starting to shiver.

NATASHA

What? What does Sergei want?

ALEXEI

Stepanovich created the only successful Black Widow. When you killed him, you burned his notes, his files, everything that made your operations a success. Sergei wants you to help his Doctors recreate Stepanovich's procedures, so they can make more like you. And to that end...

Alexei moves in close, his gaping eye socket near her face.

ALEXEI (CONT'D) (cont'd)

Sergei is going to cut you open.

The TRUCK pulls over. They open the CARGO DOORS for him, revealing an empty, snowy HIGHWAY. Alexei turns away. But at the door, he stops, turning back to her.

ALEXEI (CONT'D) (cont'd)

You were my first love, you know.

WIDE ON: NATASHA, bound to the ceiling, freezing to death.

NATASHA

Oh, Alexei... That's just gross.

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.

DRIVER
Asshole.

He pulls out to follow Alexei's MERCEDES. A MUCH LARGER SOLDIER rides SHOTGUN, both FACES obscured by N/V MASKS.

INT. ALEXEI'S CAR -- NIGHT

Alexei sits back in his chauffeured car, his eye closing...

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 damn maniac in this snow.

INT. TRUCK -- CARGO HOLD -- NIGHT

CLOSE ON: The FROZEN RIVULETS of water, icing Natasha's face and shoulders. She shivers badly now.

ANGLE ON: The TWO GUARDS, by the door. They drink COFFEE and watch 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.

DRIVER sits back, thinking. He EASES his foot off the GAS...

SHOTGUN'S blank, oval MASK turns slowly to Driver.

SHOTGUN
What are we doing?

Driver glances at him sideways. Devious.

DRIVER
Have you seen the girl?

Shotgun looks around. They are in the middle of NOWHERE. He turns back to Driver, his mask nodding blankly...

EXT. RUSSIAN ROAD -- WILDERNESS -- NIGHT

The truck PULLS OVER, onto the gravel shoulder.

INT. TRUCK -- CARGO HOLD -- NIGHT

The TWO CARGO GUARDS glance at each other as the truck PULLS OVER. One chuckles. They look back at Natasha.

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

EXT. RUSSIAN ROAD -- WILDERNESS -- NIGHT

DRIVER gets out, takes off his GLOVES to open the cargo door.

DRIVER
But I get to go first.

SHOTGUN
Yes. Okay.

ANGLE UP ON: SHOTGUN, rising up, HUGE behind Driver.

SHOTGUN (CONT'D) (cont'd)
You go first.

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

INT. TRUCK -- CARGO HOLD -- NIGHT

ANGLE ON: THE CARGO DOORS, which SWING OPEN...

DRIVER'S BODY lies in the road, lit by the open cargo hold.

The CARGO GUARDS draw their RIFLES. The second they do, both men are PEPPERED by MACHINE GUN FIRE. They jitter and die.

SLOW: SHOTGUN climbs into the blood-splattered hold. The HUGE MAN looms toward her, drawing a long, gleaming KNIFE...

SHOTGUN

I'm sorry...

He begins to cut her ropes.

SHOTGUN (CONT'D) (cont'd)

I'm so sorry you came back.

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

IVAN

And yet I'm so grateful.

Natasha BURIES HERSELF in his huge, warm arms.

NATASHA

Ivan.

EXT. KAZAKHSTAN ROAD -- WILDERNESS -- NIGHT

The TRUCK drives off, leaving the soldiers' BODIES behind.

CAMERA REMAINS: In place, As the SHADOWY MAN PULLS UP on Natasha's off-road motorcycle. He glances at the BODIES of the SOLDIERS, lying in a snowy DITCH.

The LONE MAN RIDES OFF, following the TRUCK at a distance...

INT. TRUCK -- CAB -- NIGHT

Ivan drives. Natasha stares at him, astonished.

NATASHA

Alexei said he'd killed you.

IVAN

If not for my father's old table,
he might have done just that.

FLASH TO:

INT. IVAN'S HOUSE -- KITCHEN -- THE PAST -- NIGHT

A CLICK, at the FRONT DOOR, which begins to OPEN.

IVAN

Natasha?

The door swings wide, to REVEAL -- ALEXEI, raising the gaping barrel of his shotgun. Ivan KICKS the table up.

They both FIRE at once.

Alexei's SHOTGUN BLAST tears through the side of the table, blowing IVAN across the floor, where he lays, face down. Alexei takes in the sight of his dead teacher... And leaves.

PUSH IN ON: IVAN, who lifts his head painfully. He begins to pull himself, weakly across the floor, trailing blood.

INT. IVAN'S HOUSE -- BEDROOM -- NIGHT

With an heroic effort, Ivan pushes his heavy BED aside. Beneath it, he opens yet another HIDDEN TRAP DOOR.

INT. TRUCK -- CAB -- NIGHT

Ivan stares grimly out through the snow, remembering.

IVAN

I made my way into a secret passage. They ran throughout the entire compound.

NATASHA

I remember. And that's where you've been all this time? Hidden in the walls?

IVAN

(laughs)

I found a little space in the Dormitory attic.

FLASH TO:

INT. IVAN'S ATTIC ROOM -- NIGHT

LOW ANGLE, PUSHING IN ON: IVAN, sitting on his mattress in his attic hideaway, reading by CANDLELIGHT. His bare chest is crisscrossed with BANDAGES and self-stitched SUTURES.

IVAN (V.O.)

I stole food from the kitchens, throwing off their inventories.

(MORE)

IVAN (V.O.) (cont'd)
But they never knew I was there.
The phantom of the Red Room.

INT. TRUCK -- CAB -- NIGHT

Natasha looks at the old man admiringly. A great survivor.

IVAN
I've never known any home but the
Red Room. Once you were gone, I
had nowhere else to go.

Ivan drives through wide FIELDS of SNOW. Natasha watches the
FULL MOON cast the rocky MOUNTAIN PEAKS in ice blue.

NATASHA
It's still up there, then.

IVAN
Oh yes. Right where it was...

EXT. KAZAKHSTAN FIELD HOUSE -- NIGHT

Ivan pulls the TRUCK around the back of an ABANDONED
FARMHOUSE, hiding it from the road. Natasha jumps down from
the cab, and looks out across the field.

ANGLE ON: The distant MOUNTAIN. Home of the RED ROOM.

NATASHA
Ivan...

Natasha exhales steam in the icy night. She turns to Ivan.

IVAN
What is it, little one?

But she's not ready to say it. Yet.

NATASHA (CONT'D)
... How long has it been since
you've eaten?

EXT. ABANDONED FARMHOUSE -- NIGHT

Natasha walks silently across the snow-field, listening.

Ivan watches, admiring her. The perfect hunter.

BEHIND HER: There is a subtle FALL of SNOW.

PUSH IN AND AROUND: NATASHA as she spins, drawing her PISTOL.

PAN WITH: A white HARE, DASHING across the snow.

ANGLE ON: NATASHA tracks it and FIRES. One, silenced shot.

ANGLE ON: The HARE TUMBLES, shot clean in the head.

INT. ABANDONED FARMHOUSE -- NIGHT

PULL OUT FROM: THE HARE, ROASTING on a spit. Ivan tends to the FIRE in the old stone FIREPLACE.

There are a few sticks of furniture in the ramshackle house, cobwebs in the rafters. The WIND wails hollowly, rattling the windows. It's freezing in here, despite the fire.

Natasha bangs the side of an old, rusty FURNACE.

NATASHA

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

IVAN

You'd do exactly that. Those rusty old furnaces run on natural gas. It would blow us to pieces.

PAN ACROSS: AN OLD TABLE, where Natasha has laid out the many WEAPONS they took from the soldiers on the truck. Natasha drops the clip from the pistol, reloading it.

NATASHA

Tsk, there's sand in my pistol. Have you got any gun oil?

Sergei pulls the cooked, dripping hare from the fire.

SERGEI

(absently)
Yes, in my duffel.

Natasha opens Ivan's large DUFFEL BAG.

NATASHA

What's this?

IVAN

What? Oh, that's nothing --

Natasha withdraws a football-sized OBJECT wrapped in CLOTH, from the bag. She unwraps it, with mounting horror.

NATASHA (CONT'D)

Oh god, Ivan. No.

ANGLE ON: A small, olive green MISSILE WARHEAD, hand painted with BATTALION 86 symbols.

IVAN

I took it from Sergei's Arsenal.
It's worth millions on the black
market.

NATASHA

You are not going sell a nuclear
weapon to the Black Market.

IVAN

It is a very small nuclear weapon.
A bunker-buster.

NATASHA

Well, forgive me for overreacting.

IVAN

Be practical, Natasha. We must
have the means to escape.

Ivan regards Natasha seriously in the firelight.

IVAN (cont'd)

When they put together the party to
go after you, I stole the warhead
and a uniform and came out of
hiding. We can use the money to
get to New York, and from there,
anywhere --

NATASHA

Ivan. I'm not going back, yet.

IVAN

What?

NATASHA

Look I... I knew Ramdani's camp was
a trap. I wanted them to catch me.

SERGEI

Why?

NATASHA

Because I had to cross Sergei's
territory alive.

(MORE)

NATASHA (cont'd)

The easiest way was to let them catch me, let them transport me back to the Red Room themselves. It was the only way to get in close.

She takes his hands.

NATASHA (cont'd)

You go on ahead. I'll meet you in New York. But I'm going back to the Red Room.

She rewraps the warhead carefully in its cloth.

NATASHA (CONT'D) (cont'd)

And dismantle this. Bury it.

IVAN

Natasha. You can't go back. We must run. We must hide.

Natasha punches a hand through the edge of the old table.

NATASHA

I shouldn't have to hide anymore!

She turns to him, her eyes blazing.

NATASHA (cont'd)

I did everything I was told! I excelled at everything that was ever asked of me! And these people have responded by invading my home, killing my friends and attempting to murder me on several occasions. And as you well know...

She withdraws her PISTOL and drops the CLIP, to reload it.

NATASHA (cont'd)

I am not the kind of person to let that go.

IVAN

They will cut you open.

NATASHA

They'll never leave me alone, unless I convince them to.

IVAN

Natasha... After tonight, their patrols will be everywhere.

(MORE)

IVAN (cont'd)
Without you, I'll never make it. --
Not that I deserve to.

Natasha crosses to him, the big issue finally on the table.

NATASHA
Don't say that. I'm the one that
left you here, in this decaying
hell-hole. I should have found
you. We should have left together.

IVAN
Impossible. I'd never have made it
down the mountain. Besides...

He takes her chin, looking deep into her eyes.

IVAN (cont'd)
I deserved to stay behind. For not
fighting for you. For not stopping
them from -- hurting you.

ANGLE: BEHIND HER HEAD, where Ivan's finger's touches a
jagged SCAR, which runs the length of her spine. Natasha
reaches back, taking his hand in hers.

NATASHA
If you'd have fought any harder for
me, they'd have killed you.

IVAN
Then *I should have let them kill
me!* But I was afraid of dying.
And I am ashamed to admit that I am
still afraid...

He looks her in the eye, tears welling up.

IVAN (CONT'D) (cont'd)
In front of the bravest fighter I
have ever known.

Ivan begins to sob. Natasha hugs him tightly.

NATASHA
Shhh. I'm sorry, Papa. You're
right. I'll stay. We'll see this
through together.

Ivan holds her out at arm's length, tears in his eyes.

NATASHA (CONT'D) (cont'd)
And I will never leave you again.

IVAN

I love you so much, little one.

SLOW: BLAM! Ivan is SHOT THROUGH THE WINDOW by a SNIPER'S BULLET! Ivan STIFFENS, blood soaking through his shirt...

NATASHA

IVAN!

He meets her eyes, but he's already gone.

NATASHA (cont'd)

No, no, no... Stay.

But Ivan drops, clearing the way for the SNIPER'S LASER --

Which FALLS dead-center on Natasha's FOREHEAD!

Natasha DIVES. The WINDOW EXPLODES with AUTOMATIC GUNFIRE!

EXT. ABANDONED FARMHOUSE -- NIGHT

Out in the snow, the SHADOWY MAN bolts toward the house like a Black-Ops soldier, his AUTOMATIC RIFLE at the ready.

INT. ABANDONED FARMHOUSE -- NIGHT

Natasha DIVES over the TABLE. It FLIPS, sending the WEAPONS, and the NUCLEAR WARHEAD, FLYING. Natasha drops down, using the old wooden table for a shield.

RAPID PUSH IN: As the FRONT DOOR is KICKED IN!

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

A cultured VOICE comes from the shadows...

ANTON (V.O.)

'ello Widow. Y'all white?

NATASHA

... Anton.

PUSH IN ON: ANTON, removes his N/V MASK, his face painted in grey/white CAMOUFLAGE, geared up for the hit of his life.

ANTON

God, I'd forgotten how exhilarating a perfect hit can be.

(MORE)

ANTON (cont'd)

-- An open room, no safe cover, and a full clip at your back. And you dropped the clip out of that pistol, didn't you? You have one bullet, at most.

Natasha looks longingly at the scattered WEAPONS, all out of reach. All she's got is a PISTOL... with one bullet.

NATASHA

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

ANTON

I said I didn't want to be dead.

NATASHA

Then you're making a mistake.

ANTON

Oh no, my dear. No-one's fast enough to dodge 200 bullets travelling at 2800 feet per second.

CLOSE ON: NATASHA, thinking fast, working out her options. In the WINDOW'S REFLECTION, Natasha can see the barest glimpse of METAL in the night-black doorway. Anton's rifle.

ANTON (cont'd)

I have to thank you, Widow. You inspired me to come back in, to make the hit of my life. Put down your weapon. I'll take you in alive, collect my ten million and retire. What do you think?

NATASHA

You know what I think, Anton?

Natasha looks grimly over at IVAN'S BODY. She exhales.

NATASHA (cont'd)

I think I'm pretty fucking fast.

She SPRINTS UP THE WALL at an angle. MACHINE-GUN FIRE STITCHES her path up the wall, past the SHATTERING WINDOWS.

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

Eight feet from the door now -- with a perfect angle.

SIDE ANGLE, VERY SLOW: Natasha DIVES, PISTOL up.

The moment she LEAPS, she is SHOT THROUGH THE HIP.

She bites down on the pain, aiming above the MUZZLE FLARE bursting from the DARK DOORWAY.

In mid-air, Natasha takes her SHOT -- BANG!

REAL TIME: Natasha TUMBLES to the ground, rolling over to come up, with the EMPTY PISTOL AIMED AT THE DOORWAY. She slides the ACTION forward, hiding the fact that it's empty.

SLOW: Anton COLLAPSES from the darkness, shot in the Solar Plexus, his rifle still clutched in his hands.

But Anton doesn't shoot. He starts to laugh.

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

Anton just laughs, coughing blood.

ANTON
I'd be happy to... But I'm pretty
sure you've paralyzed me, love.

Anton sees the blood pooling beneath Natasha. He grins.

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

Natasha checks the gunshot wound. It's bad.

NATASHA
Yeah. I think you really did, pal.

ANTON
Shot the Widow...

Anton lies onto his back, eyes drifting.

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

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 the blood is everywhere...

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.)
It's a sad fact of 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 Ivan a grave. But
the ground was frozen solid.

Screaming, she HACKS at the frozen soil. But it's no good...

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

She looks over at Ivan's body, lying in the snow. She turns from him to the MOUNTAINS, her jaw setting in rising fury...

NATASHA (V.O.) (cont'd)
And I couldn't just leave him
again... I'd made him a promise.

CUT TO:

EXT. ABANDONED FARMHOUSE -- DAWN

CLOSE ON: IVAN, his face wrapped in a SCARF and GOGGLES.

CLOSE ON: IVAN'S HANDS as Natasha ties his wrists together around her waist.

WIDE ON: Ivan's body is tied, perched on the back of her snow-encrusted, off-road MOTORCYCLE.

PAN DOWN TO: NATASHA, gazing up at the MOUNTAINS, Ivan's dead HANDS tied about her waist. The PINK SUNLIGHT rises behind the far MOUNTAINS. She bares her teeth.

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

HIGH ANGLE, DESCENDING ON: Natasha and Ivan RIDING OFF across the fields, toward the mountains. Toward the Red Room.

SUDDEN DROP TO 1/2 FULL FRAME ECU ON: ANTON'S DEAD, CAMOUFLAGED FACE, left to rot in the snow. CROWS swing eagerly overhead, having discovered a rare winter feast.

NATASHA (V.O.) (CONT'D)
I left Anton to feed the crows.

HARD CUT TO:

BLACK

EXT. KAZAKHSTAN COUNTRYSIDE -- DAY

EXTREMELY WIDE ON: High jagged CLIFFS, lit by the desert sun. At the base of the mountains, in the high scrubby foot-hills, a thin TRAIL of DUST can be seen. Two riders.

CLOSE ON: Natasha jumps the bike over a rocky outcrop, speeding along the vast, Kazakhstan landscape. She works to compensate for Ivan's dead weight behind her.

Plus the gunshot wound. She winces hard at every bump.

WIDE ON: The harsh CLIFFS in front her.

SWEEPING FORWARD TO: The edge of the cliffs, TO:

STEEP ANGLE DOWN: THE CLIFF-FACE, to the tiny DIRT-BIKE pulling up, far below. She looks up the cliff.

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

She exhales, pretty certain that she can't do this next part.

She kills the engine. Silence...

NATASHA
Come on, Papa. We're almost home.

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

PUSH IN ON: The RED ROOM, nestled in its high CREVASSE.

PUSH IN ON: Sergei's 3rd floor OFFICE. The balcony door is open and CAMERA MOVES INSIDE TO:

INT. SERGEI'S OFFICE -- DAY

SERGEI, older now, but still hard. Alexei shows him PHOTOS of the dead Cargo Truck Soldiers.

ALEXEI

A search crew found the transport team, all dead. Massacred.

SERGEI

How did she get to them?

ALEXEI

We're not sure she did, sir. The remains didn't fit her signature. We believe she had help.

SERGEI

Help? From who?

ALEXEI

We don't know, sir.

Sergei shakes his head, amazed.

SERGEI

We've taught her too well. We've created a monster.

ALEXEI

She is... unpredictable. She always has been.

SERGEI

Yes.

ALEXEI

I've sent units to try to head her off before she reaches the border.

Sergei mulls this over. He wheels back from the desk in an ELECTRIC WHEELCHAIR.

SERGEI

No. Call them back.

Sergei wheels out onto the BALCONY...

SERGEI (cont'd)
We're going to need them here.

EXT. SERGEI'S BALCONY -- CONTINUOUS

The view of the MOUNTAINS is astounding. The sun is high in the misty sky. Sergei looks out over the far landscape.

ALEXEI
Here? With all due respect sir, she won't come here. She's too smart for a lone assault on a military compound. The odds are entirely against her.

SERGEI
That's how we know she'll do it.

EXT. CLIFF-FACE -- DAY

CLOSE ON: The ROCK WALL. ICE hangs in patches.

A black gloved HAND slaps down onto the stone. Natasha climbs, a heavy BLACK BAG across her shoulders. She is in pain, beyond fatigue. But she will... not... give up.

Muscles moving by force of will, Natasha climbs with stone determination, out of frame, REVEALING: A ROPE, bound tightly around her waist, trailing a LINE below her.

WIDE ANGLE, PULLING OUT: The ROPE continues down, to IVAN'S two hundred and twenty pound BODY, which spins precariously, rising with her, further and further into the clouds...

EXT. BORDER WALL -- DAY

Two SOLDIERS patrol the Border Wall. They carry AK-47s.

SOLDIER 1 looks down the sheer cliff. He yawns. Unstrapping his rifle, he sits on the edge of the long, long drop.

SOLDIER 2
What are you doing?

SOLDIER 1
You think I'm going to stay on my feet until nightfall? In case some girl decides to climb a twelve hundred foot cliff?

He pulls out a CIGARETTE, flicking his LIGHTER in the wind.

EXT. CLIFF-FACE -- DAY

Natasha is flagging, badly. MIST surrounds her. 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.

EXT. BORDER WALL -- DAY

Soldier 2 turns away from Soldier 1.

SOLDIER 2

She's not just some girl. They trained her here, in the program.

SOLDIER 1

What, with the brat squad up there? Yuri... She's just a girl.

He flicks the lighter, which LIGHTS. As he puts it to his smoke, a silent LINE sails up past him, it's arachnoid HOOK catching on the rocks ten feet above his position.

Taking his inhale, Soldier 1 leans to look down the cliff.

A gloved HAND reaches up, pulling Soldier 1 OFF THE CLIFF.

ANGLE ON: SOLDIER 2, frustrated by his partner's flippancy.

SOLDIER 2

I'm just saying, you should take this a little more --

He turns back, his breath catching as he faces --

SOLDIER 2 (cont'd)

-- seriously.

NATASHA, rising into view, aiming a PISTOL at him.

NATASHA

I'm sorry.

BANG! Soldier 2's body tumbles off the cliff. The Widow continues up into the clouds, Ivan spinning below her....

EXT. RED ROOM FACILITY -- COURTYARD -- DAY

Natasha pulls IVAN'S BODY over a high portion of rock, down to the courtyard floor, 15 feet from the old STORAGE SHED.

WIDE ON: Two SENTRIES, both looking the other way.

IN THE B/G: NATASHA silently pulls Ivan's body across the narrow distance, into the shed. One SENTRY glances back.

But there is no one there.

INT. STORAGE SHED -- DAY

She drops Ivan and her WEAPONS BAG to the floor, and goes to the window.

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 is now PROTECTED by RAZOR-WIRE BARRICADES. The Main GATES ARE fortified by ROCKET DOORS. ARMED SOLDIERS cross the yard with military purpose, their FACES COVERED by camouflaged SKI MASKS. The old SOVIET FLAGS are hanging again, but they are tattered and worn.

She turns away from the window, pulling a UMP-9 submachine-gun from her BAG. She lifts the TARP covering the floor, to reveal the dusty old TRAP-DOOR.

OVERHEAD ANGLE, PUSHING DOWN ON: NATASHA, climbing into the SECRET PASSAGE, reaching up to pull Ivan's body after her.

INT. IVAN'S ATTIC ROOM -- NIGHT

She pulls Ivan out of a narrow duct, just big enough for the sizeable corpse. She finds a SWITCH on the wall and flicks it, ILLUMINATING the ATTIC in warm, red-orange light.

Natasha gazes around, amazed.

POV, PANNING AROUND: IVAN'S HIDEAWAY. Not very tall, maybe five feet to the a-frame ceiling. But it is spacious, stretching across the entire roof of the dormitory building.

There are many PICTURES of Natasha set about the room. Pictures from every age. Natasha drags Ivan over to the raised platform and his bed-room corner.

WIDE, PUSH IN ON: NATASHA, kneeling beside Ivan's body, lying on his bed. She allows herself a couple of tears.

NATASHA
Goodbye, Papa. I won't be back.
I'm going to go finish this.

She kisses his forehead.

NATASHA (cont'd)
You rest now.

INT. KITCHEN -- DAY

PULL UP FROM: A BOILING POT, surrounded by FLAMES.

A COOK steps away from his stirring, glancing around before heading out of the kitchen for a smoke.

OVERHEAD ANGLE ON: The STOVE. NATASHA slides out from BENEATH. She creeps to a STORAGE CLOSET. INSIDE -- are many arrayed PROPANE TANKS, fueling the entire kitchen.

Natasha pulls a GOLD WIDOW DISC from her belt.

INT. BASEMENT -- DUSK

This BASEMENT is WIDE OPEN, the width of a warehouse. FOUR SOLDIERS stand by the high WINDOWS. It is almost NIGHT.

A CAPTAIN in a ragged uniform, looks out the basement WINDOW, which has been fortified with SANDBAGS as a firing position.

The LIGHTS GO OUT. The soldiers CRY OUT in confusion.

CLOSE ON: The CAPTAIN, searching his pockets in the dim light from the window above.

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

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

CAPTAIN (cont'd)
Holy God.

The other SOLDIERS are all DEAD, strewn across the floor.

NATASHA stands over one man, choking out his last breath.

The CAPTAIN draws his pistol. She steps forward, taking hold of his wrist and forearm, turning the gun back to his chest -- BANG! HE drops, dead before he hits the floor.

PAN AROUND, UP ON: NATASHA, as she TURNS TO...

LOW, PUSH IN ON: The rusty, bellowing FURNACE.

INT. DORMITORY -- HALLWAY -- NIGHT

FOUR SOLDIERS patrol the hallway where Stepanovich was shot.

They pass a DARK DOORWAY, WHERE -- NATASHA unfolds herself from the CEILING. She drops without a sound, and enters...

INT. WEAPONS STORAGE ROOM -- NIGHT

The WEAPONS STORAGE ROOM is PACKED with guns and armaments. One wall is STACKED TO THE CEILING with ARTILLERY SHELLS.

Natasha stashes her heavy BAG under the shelves.

INT. DORMITORY -- HALLWAY -- NIGHT

With GUARDS in the F/G: Natasha slips across the hall, pulling open a TALL, GLASS-FRAMED PAINTING.

She slips into a SECRET PASSAGE.

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, but he DROPS the match.

STEEP ANGLE UP ON: THE SENTRY, bending down to pick up the LIT MATCH, which dimly 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 FILAMENT LINE has DROPPED DOWN AROUND HIS NECK.

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

She picks the common room door-lock without a sound.

QUICK FLASHES: GUNSHOTS, the BODIES of her murdered FRIENDS.

She opens the door... And stares.

NATASHA

No. No. Come on...

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, and CRIES OUT. 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: NAVIA, the oldest girl, 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.

Slow... Natasha nods.

EXT. COMMON ROOM -- HALLWAY -- NIGHT

ANGLE ON: THE HANGED SENTRY, swinging. TWO SOLDIERS enter the hall at the far end. They run to the dead man.

SOLDIER 1 runs to the body. His SERGEANT looks in the ROOM.

SOLDIER 1

Help me get him down! Sergeant!

But SOLDIER 2 just stares...

PUSH IN, RISING ON: The COMMON ROOM. The glass cases are SHATTERED. Every last Widow outfit is GONE.

Along with every last Widow.

The SERGEANT SMASHES the glass over the ALARM SWITCH.

EXT. DORMITORY -- ROOFTOP -- NIGHT

PUSH IN ON: NATASHA, standing on the Dormitory ROOF-TOP, as the ALARM BELLS RING. She is surrounded by LITTLE WIDOWS in their WIDOW SUITS. Natasha crouches down to little NAVIA.

NATASHA
What is your name?

NAVIA
Navia.

NATASHA
You're free, Navia. All of you, do you understand? Get as far away from this place as possible.

Little Navia looks at her fellow students, afraid.

NAVIA
Go... away? To where?

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

NATASHA
Anywhere. You're free now.

NAVIA
We have nowhere to go. We've never been outside this place.

Natasha clasps Navia's shoulders, looking into her eyes.

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

NAVIA
... What will you do?

Natasha sighs grimly... but she doesn't answer.

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

A wailing SIREN PEALS across the entire facility. Alexei marches into the COURTYARD, flanked by a CAPTAIN.

ALEXEI

If the children are gone, then
she's already in the compound! Get
the dogs! We'll have to --

NATASHA (O.C.)

ALEXEI!

PUSH IN AND AROUND: ALEXEI, turning, stunned to see --

NATASHA, walking into the COURTYARD SPOTLIGHTS, her assault
rifle held over her head, in surrender.

SOLDIERS CRY OUT and SURROUND HER, weapons raised.

ALEXEI

STOP! NO ONE FIRES!

The soldiers PART for Alexei.

NATASHA

I'm turning myself in, Alexei.

ALEXEI

Yes? Why's that?

NATASHA

I don't know. Guilt?

ALEXEI

We'll catch the children anyway.

NATASHA

Good. I hate children.

Alexei sneers.

ALEXEI

Fine. Put down your weapon.

Beat. Natasha fakes like she will grab it. Alexei's hand
drops to the grip of his pistol. Natasha laughs and tosses
the machine-gun, clattering to the ground.

ALEXEI (cont'd)

Welcome home, Black Widow.

Alexei raises his pistol-butt, and CRACKS HER in the face.

There is a FLASH of WHITE --

SMASH CUT TO:

WHITENESS, GLOWING. The SOUND of BEEPING creeps in. The wheeze of MEDICAL RESPIRATORS, getting louder...

FADE IN ON:

INT. OPERATING THEATRE -- NIGHT

FOCUSING POV ON: The OPERATING LIGHTS.

CLOSE, PULLING OUT ON: NATASHA, squinting up at the lights. She is STRAPPED to an OPERATING TABLE. She is NAKED, but wide BLACK STRAPS cover her chest, wrists and hips. Along her limbs and joints, black MARKER LINES indicate many INCISION MARKS, tracing old, faint scars.

Ironically, they have neatly RE-STITCHED Anton's bullet hole.

CLOSE ON: NATASHA, her eyes taking in everything they can. TWO SOLDIERS are guarding the door, a few NURSES in GOWNS, and a waiting SURGEON. Being back in this room, Natasha's remarkable cool is shaken.

SERGEI (O.S.)
It's good to see you again,
Natasha.

The OPERATING TABLE tilts UP on a hydraulic gyroscope.

ANGLE UP ON: SERGEI, in his wheelchair, in full DRESS UNIFORM. He is older, but still strong and imposing.

NATASHA
Hello, Sergei. I can't say I feel
the same.

SERGEI
That is a shame. After all, you're
among friends.

The TABLE SPINS suddenly. Natasha looks up in disbelief...

NATASHA
You have to be fucking kidding me.

CRANE UP ON: The raised glass of the VIEWING THEATRE are FOUR more SOLDIERS, ALEXEI and... FREDDY, in a crisp dark suit. His feet are up. He eats a sandwich.

FREDDY
Hello Widow. Faked it.

SMASH CUT TO:

EXT. PARK -- A WEEK AGO -- NIGHT

ANGLE DOWN ON: FREDDY'S BODY. The FLASHLIGHTS reach him.

They SCOPE the park, but the Widow is long gone...

But this time, THE FLASHLIGHTS LOOK BACK DOWN ON:

FREDDY, who smiles, taking the gushing blood pack from his mouth. A BLACK-GLOVED CIA OPERATIVE reaches to help him up.

OPERATIVE (V.O.)

Nice work, sir.

INT. OPERATING THEATRE -- NIGHT

Freddy laughs, delighted with his performance.

FREDDY

You know, I knew you were good,
but, Jesus. I'm just glad you
never entered circulation. The
gorgeous Russian spy who lures you
into the Embassy late at night.
Who knows, we might have met under
more... intimate circumstances.

NATASHA

Maybe. But you'd have woken up to
a bedful of Black Widow spiders.

Freddy takes a bite of his sandwich.

FREDDY

Hm. Still worth it.

NATASHA

Hey, Freddy?

FREDDY

Sweetheart.

NATASHA

What'd you get for selling me out
to these people?

FREDDY

Well, I got to see you naked.

Freddy laughs, nearly choking on his sandwich.

FREDDY(cont'd)

I'm just kidding. I get the ten million.

SERGEI

You see, Natasha? It's all so tidy. Ramdani is dead, and after we've documented Stepanovich's work on your ligature, Special Agent Willis will take your body back to the Kremlin.

FREDDY

See, I take your ragged remains back to Russia, collect my money and convince the Kremlin that the US is not interested in pursuing war crimes charges against any former Politburo members over the whole Widow affair.

NATASHA

And Sergei?

FREDDY

My new friend Sergei here, gets Kazakhstan.

SERGEI

With full U.S. Recognition of same.

Freddy just nods, neither confirming nor denying this.

NATASHA

And teams of Black Widows to rule it with. I see.

SERGEI

It will be a return to our Soviet ideals of the past.

NATASHA

Fantastic.

SERGEI

You could have been a part of it, Natasha. The greatest spy since Mata Hari. If only you had played by the rules.

NATASHA

Fuck you. I played by the rules.

ANGLE ON: ALEXEI watching her closely through the glass.

SERGEI

Oh yes? When you shot a superior officer? When you crippled me?

NATASHA

That's right. I was faced with a mutinous superior officer who was threatening my life for non-military purposes. Frankly, I had full right to kill you in self defense, all according to the Spetznaz Field Manual. But as I didn't perceive you to be a viable threat... I incapacitated you. The way I see it? I paid you back with two shots to the knees, instead of one through the eye. We were even. You could have left it at that.

SERGEI

No. I didn't feel I could.

NATASHA

Well, that was your mistake.

Sergei nods to the Medical Staff.

SERGEI

And now, Natasha?

The TABLE SWINGS DOWN, horizontal. Sergei wheels up to her,

SERGEI (cont'd)

Now do you find me a viable threat?

NATASHA

Yes, Sergei... I do. And I'm finally ready to kill you.

Sergei LAUGHS. The SURGEON and NURSES get into place.

CLOSE ON: ALEXEI'S silver-ringed EYE SOCKET, watching her.

SERGEI

Ready are you? Imprisoned? Naked, and bound for death?

NATASHA

That's right, Sergei. I've found my perfect position.

SERGEI

You know, I admire your bravery so much, Natasha. I always have.

He nods to the SURGEON, who raises his SCALPEL.

SERGEI (cont'd)

You may proceed, Doctor. -- No anesthetic.

(to Natasha, close)

Despite all the trouble you've caused me... I believe I'm actually going to miss you.

Freddy raises his glass.

FREDDY

We all will, sweetheart.

PUSH DOWN ON: NATASHA, the falling scalpel HUGE in the F/G.

NATASHA

See, that's what's so truly funny, gentlemen. Because I don't --

FLASH CUT: CLOSER, on her head and shoulders.

NATASHA (cont'd)

Intend --

FLASH CUT: CLOSER, framing her FACE, the scalpel at her neck.

NATASHA (cont'd)

To miss --

ECU ON: NATASHA'S LIPS curling into a bloody smile, revealing a tiny FILAMENT-NEEDLE, CLENCHED IN HER TEETH.

NATASHA (cont'd)

You.

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 OPEN her LEFT WRIST STRAP. Natasha is already slicing her other wrist free by the time --

SERGEI can even move. His WHEELCHAIR whizzes back from her.

SERGEI

Holy god.

The TWO SOLDIERS in the operating room dash forward --

Natasha WHIPS the SCALPEL into the THROAT of one soldier.
The other raises his rifle as Natasha grabs a CHEST SPREADER.

She FLINGS the metal instrument sidearm -- 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. Taking her time as she slices herself FREE --

Near panic, Sergei calls up to the VIEWING BALCONY.

SERGEI (cont'd)

Are you blind? Kill her!

ALEXEI'S GUARDS fire a HAIL of MACHINE-GUN FIRE at the
Operating theatre GLASS, which stars but doesn't break.

Natasha jumps easily off the TABLE, ignoring the bullets
hitting the BULLETPROOF GLASS. She whips the SHEET off the
Operating bed to cover herself. She looks at Sergei.

NATASHA

The most secure room in the
facility, remember?

She crouches down to grab the MACHINE GUN under the TABLE.

SERGEI

Natasha. Wait --

NATASHA

Too late for that.

She FIRES. One shot, through Sergei's LEFT EYE. His chair
spins back, crashing into the wall.

She turns to the stunned NURSES.

NATASHA (cont'd)

Run for your lives.

ANGLE UP ON: ALEXEI -- Who HAMMERS the glass in frustration.

ALEXEI

NATASHA!

ANGLE ON: FREDDY, backing toward the DOOR.

Natasha crosses to where her OUTFIT is folded neatly.

ALEXEI (cont'd)
You think you've saved yourself?
My soldiers are everywhere! You
were created to serve the Red Room!

NATASHA
No, Alexei...

CLOSE ON: NATASHA, picking up her BELT.

NATASHA (cont'd)
I was created to destroy.

CLOSE ON: She presses the HOURGLASS SYMBOL on her BUCKLE.

INT. BASEMENT -- NIGHT

FAST PUSH IN ON: The HUGE FURNACE, with a GOLD DISC, stuck to its rusted, bellowing iron side.

WHAM! It DETONATES, igniting the NATURAL GAS in the vein-like PIPES of the buildings.

INT. KITCHEN -- NIGHT

CLOSE ON: A WIDOW DISC, stuck to the PROPANE TANKS. KA-WHAM!

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

The entire COURTYARD LIGHTS UP as the BUILDINGS EXPLODE. The SOLDIERS scramble for cover to avoid the flying DEBRIS.

INT. OPERATING THEATRE -- NIGHT

The WALLS of the THEATRE VIEWING BALCONY are BLOWN IN!
ALEXEI is ENGULFED in FLAMES and whipping shrapnel. Even the bulletproof glass SHATTERS with the force of it.

Natasha DIVES under the table as FLYING GLASS rains down.

The below-ground OPERATING ROOM QUAKES with the blasts. The tiled walls CRACK, but hold...

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.

INT. OPERATING THEATRE -- NIGHT

PAN ACROSS: THE SHATTERED DEBRIS of the VIEWING BALCONY.

Bodies and body parts are strewn everywhere.

PUSH IN ON: A SHEET of METAL, which QUIVERS... and is PUSHED ASIDE by FREDDY, bleeding badly from his forehead. Freddy glances at a SOLDIER, who has no head, AND --

ALEXEI, who is unconscious, bloody and badly injured.

Freddy leaves him, crawling away as quietly as he can...

INT. DORMITORY -- HALLWAY -- NIGHT

A PHALANX of SOLDIERS moves cautiously through the smoky HALLWAY, weapons raised. They move PAST CAMERA --

As NATASHA UNFOLDS from the CEILING, standing upside down, she raises her machine gun.

NATASHA

Hey.

They turn, and are SHOT like fish in a barrel.

INT. WEAPONS STORAGE ROOM -- NIGHT

Natasha bangs through the DOOR and pulls her heavy BLACK BAG from under a shelf. She opens it, working on something we can't see.

CLOSE ON: HER FINGERS, working on an open WIDOW DISC, carefully pulling a BLUE WIRE from the disc and wrapping it around a larger CONNECTION. We don't see what it's connected to -- But the DISC begins to BEEP steadily...

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

Natasha exits the smoking building...

PAN ACROSS: The COURTYARD, which is in smoking RUINS.

She looks around, plotting her course across the courtyard, her heavy BAG slung over her shoulder.

THEN, she is TACKLED from behind by ALEXEI! They tumble down the steps together, crashing down to the courtyard floor.

Alexei lands on top. He is BADLY BURNED. What was still handsome about his half-face is GONE. He looks very ANGRY.

Alexei PUNCHES Natasha in the face, beating her severely, until she drives the HEEL OF HER HAND up, into his jaw.

He falls back, and Natasha leaps to her feet.

NATASHA

That's it Alexei. Let's finish it.

He lunges at her, striking and punching. She is faster, but his hits are devastatingly powerful. He SMACKS HER, mouth bleeding, to the ground. He signals to some nearby SOLDIERS.

ALEXEI

You men, over here!

ANGLE ON: The remaining SOLDIERS in the courtyard, maybe seventeen in all, running to Alexei's aid.

Alexei looks down at Natasha, spitting blood.

ALEXEI (cont'd)

You've accomplished NOTHING! All you've done is given me the Red Room!

Natasha looks up at the huge, ravaged soldier. She laughs.

NATASHA

Yeah, well...

She reaches over to her BAG. Alexei raises his GUN, but she opens the bag anyway, REVEALING: IVAN'S NUCLEAR WARHEAD. Its WIRING is exposed and connected to a beeping WIDOW DISC.

NATASHA (cont'd)

Enjoy it while you can.

Alexei looms over her, burnt-ugly and pissed.

ALEXEI
Disarm it. Now.

Natasha gets weakly to her feet, brushing off dust, surrounded by armed SOLDIERS, who cover her nervously.

NATASHA
No.

ALEXEI
Fine. I'll do it.

He moves towards it.

NATASHA
Mm, careful. I laid in traps.
Touch it, and...

He spins on her, huge and ragged and frightening.

ALEXEI
SHUT IT DOWN!

LOW, UP ON: NATASHA, pissed and resolute.

NATASHA
No, Alexei. The killing that's going to go on if I let this place survive? The killing, slavery and torture? No, you're done. I came back to wipe this place off the planet.

ALEXEI
You'll be killed too.

NATASHA
Well I'm ready. Of course, I'll have just done a service for the world.

Alexei SMACKS her.

ALEXEI
SHUT IT DOWN, DAMN YOU!

Natasha looks back at him solemnly. Not even mad anymore.

NATASHA

I am sorry about your face, Alexei.
Really. That must have been
difficult.

Alexei turns to the SOLDIERS covering her.

ALEXEI

Company! Firing positions!

The Soldiers raise their WEAPONS in a rough semi-circle,
PINNING HER with LASER SIGHTS from all directions.

NATASHA

Is this supposed to be a threat?

ALEXEI

You have three seconds to disarm
this warhead.

NATASHA

Maybe less.

Natasha nods significantly at the ticking bomb.

ALEXEI

Good-bye Natasha.

Natasha holds Alexei's gaze, frightened, but unwilling to
flinch.

ALEXEI (cont'd)

Company... Fire.

There is a VOLLEY of gunshots, echoing off the courtyard
walls. Natasha's arms fly up, blood SPATTERING.

RAPID PAN AROUND: The SOLDIERS surrounding Natasha, as they
are ALL SHOT by perfect, synchronized head and heart shots.

One second of violence... and then the falling bodies.

ALEXEI (cont'd)

(stunned)

How... How?

Natasha grins, looking back over her shoulder.

SNIPER'S POV: SHOWS NATASHA, CLOSE in the cross-hairs.

Natasha mouths a word, directly into the scope...

NATASHA

Run.

EXT. BORDER WALL -- NIGHT

SIDE ANGLE ON: NAVIA, drawing back from her SNIPER sight.

NAVIA

Time to go.

The other WIDOW GIRLS rise from crevices in the rock wall, each hold identical SNIPER RIFLES with smoking barrels...

EXT. CLIFF-SIDE -- NIGHT

WIDE, RISING ON: The WIDOW GIRLS, crawling en masse over the wall like a swarm of little spiders...

EXT. RED ROOM FACILITY -- COURTYARD

Natasha turns back to Alexei, now alone in the courtyard.

NATASHA

Dosvedanya Alexei.

Alexei draws his PISTOL. He FIRES --

But Natasha leaps into a BACK Handspring, spinning in mid-air and PELTING for the wall.

PUSH IN ON: ALEXEI, FIRING shot after shot at --

PAN WITH: The running, leaping NATASHA, too fast to hit.

With a snarl, Alexei drops to his knees by the warhead, which is BEEPING frantically now. He reaches for the WIRING...

ANGLE ON: NATASHA, at the STORAGE SHED, she RUNS UP THE WALL, SPRINGING onto the Border wall, and from there --

EXT. CLIFF-FACE -- NIGHT

She LEAPS OFF THE CLIFF in a perfect swan dive...

EXT. RED ROOM FACILITY -- COURTYARD -- NIGHT

Alexei tries to decide the eternal question...

ALEXEI

Red wire or blue wire?

OVERHEAD, PUSHING DOWN ON: ALEXEI, who grits his teeth.

ALEXEI (cont'd)

Red wire.

He pulls it. The beeping STOPS. Alexei exhales in relief.

KA-WHAAAAAAAAAAAAAM! THE BOMB EXPLODES, imprinting Alexei's WHITE-HOT SKELETON and MELTING EYE RING onto our pupils.

EXT. CLIFF-FACE -- NIGHT

EXTREMELY SLOW, ANGLE UP ON: NATASHA, falling... She turns in mid-air, looking back up the cliff...

NATASHA (V.O.)

In the end, I managed to give Ivan a Viking funeral.

INT. IVAN'S ATTIC ROOM --- NIGHT

LOW ANGLE, FAST PUSH IN ON: IVAN, lying on his bed in his attic hideaway, lit by CANDLELIGHT.

NATASHA (V.O.)

A true warrior's good-bye.

The room is suddenly BLOWN IN by a HURRICANE OF FIRE!

EXT. CLIFF-FACE -- NIGHT

SLOW: Natasha fires TWO WIDOW LINES UP THE CLIFF..

OVERHEAD, the SKY SHEETS WITH FLAME!

EXT. RED ROOM -- MOUNTAIN VIEW -- NIGHT

EXTREME WIDE ANGLE On: The CLIFF and surrounding SNOWFIELD, which LIGHT UP as if in a hellish sunrise.

EXT. BORDER WALL -- NIGHT

CLOSE ON: The WIDOW HOOKS CATCH, and then instantly MELT AWAY! The lines SNAP, on fire.

EXT. CLIFF-FACE -- NIGHT

Natasha throws her arms across her face as she PLUMMETS down the CLIFF-FACE!

EXT. RED ROOM -- MOUNTAIN VIEW -- NIGHT

WIDE ON: The MOUNTAIN-TOP has been OBLITERATED. FIRE lights up the barren, rocky country-side -- And the TINY FIGURE, FALLING from the cliff. Falling and falling...

EXT. CLIFFSIDE -- BOTTOM -- NIGHT

WHUMP! -- Natasha PLUMMETS into a DEEP SNOW-BANK, sending up a huge billow of snow. Followed by... Silence.

FADE TO:

EXT. CLIFFSIDE -- BOTTOM -- DAWN

ON THE HORIZON: The SUN is rising.

SLOW, PUSH IN ON: A SNOWBANK, the one with the woman-sized hole in it. There is no movement. Nothing. 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. Good to be alive.

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, looking back.

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.

In terrific pain, she looks back up the mountain.

High above, it is a hell-scape of fire and smoke.

She looks back at the girls and sighs.

NATASHA (cont'd)
I guess I am.

EXT. SNOWFIELD -- DAWN

CLOSE ON: NATASHA -- Beaten, burned, blown up and shot. She walks by force of will, into the icy wind.

CUT WIDER: She is accompanied by TWENTY LITTLE WIDOWS, trudging along through the deep snow after her, as silent and committed as long-range field soldiers.

There is a ROAD ahead. One black strip of asphalt in the middle of a vast, frozen emptiness.

NATASHA
Where does this road go?

NAVIA squints up at the sun, obscured by the orange clouds.

NAVIA
West.

NATASHA
Ah, great. Well, a truck's bound to come along sometime, right?

No-one answers. They just keep walking.

NAVIA
Black Widow?

NATASHA
My name is Natasha.

NAVIA
What about the radiation?

Natasha looks back at: The MOUNTAIN-TOP, BLAZING in the distance behind them like a bonfire.

NATASHA
Well, radiation can only travel in a straight line, so the blast won't have irradiated us. As long as the wind keeps blowing the fallout East, all we have to worry about is the poisoned ground... and water.

She starts to limp on again, depressing herself.

NATASHA (CONT'D) (cont'd)
And freezing to death.

NAVIA
Oh. Okay.

RISING SHOT, WIDE ON: NATASHA and her Little Widows, walking down the loneliest road on the planet, the rocky wasteland beautifully lit by the dawning SUN...

FADE TO:

EXT. DESERT PLAINS -- BORDER PATROL -- NIGHT

CLOSE ON: The AMERICAN FLAG, painted on the side of a JEEP.

WIDE PUSH IN ON: A group of U.S. JEEPS and SOLDIERS.

NATASHA (V.O.)
We found a U.S. Field Patrol a
couple of days later.

ANGLE ON: A U.S. CAPTAIN, looking up into the dark desert.

WIDE ON: The LITTLE WIDOWS, walking into the light, without Natasha. Navia leads the way.

NATASHA (V.O.) (cont'd)
I left the girls with them. I knew
they'd be treated well as the
Americans plied them for
information on Battalion 86.

The CAPTAIN is stunned. He calls to his MEN, who run over, leaving their ring of jeeps. The soldiers crouch down to the girls, offering water and wrapping jackets around them.

CLOSE ON: NATASHA, watching. She smiles. Then, she bends down to finish HOT-WIRING the U.S. JEEP she's stealing.

CLOSE ON: THE CAPTAIN, turning back, as one of his JEEPS DRIVES OFF, into the night...

FADE TO:

INT. NEW YORK LOFT APARTMENT -- DAY

PAN ACROSS: A brightly lit LOFT with walls of concrete. It is stylish and easier to defend than the last place.

NATASHA (V.O.)

After a while, the pain faded. I bought a new place and spent weeks combing the news for any report of the Red Room and what had happened there. But it only came up once.

PAN TO: NATASHA, sitting in comfy clothes with her feet up. There are NEWSPAPERS from all over the world in neat sections around her. A PLASMA TELEVISION plays the news.

NEWS ANCHOR

And from the "You thought the Soviet Union was incompetent before" file: Former Soviet soldiers stationed in Kazakhstan have begun crossing Russia's southern borders in the hundreds to turn themselves in to the Russian Army. The Kremlin explained that a "bureaucratic error", had caused them to simply "forget to recall" an entire Battalion after the Soviet Union's collapse...

Natasha just shakes her head.

NATASHA

Nobody knew. Nobody ever would. But it did remind me...

EXT. VIRGINIA HIGHWAY -- DAWN

NATASHA drives through the woods, her face grim, thoughtful.

NATASHA (V.O.)

There was one thing left to take care of.

INT. ELEVATOR -- DAY

Freddy descends... and DESCENDS. Far below ground level.

INT. THE FARM -- LOWER LEVEL -- CORRIDORS -- DAY

He enters a clean, concrete CORRIDOR, PASSING two MARINES in their SECURITY OFFICE.

FREDDY

Morning gentlemen. Beautiful day.

AGENT 1

Morning sir, we wouldn't know.

TITLES: THE FARM, CIA FACILITY -- LANGLEY, VIRGINIA.

They buzz him through to his office.

PAN UP TO: THE SECURITY CAMERA. One WIRE has been snipped...

INT. FARMHOUSE -- FREDDY'S OFFICE -- DAY

A MESS of stacked PAPERS, waiting reports. Freddy sits, not noticing the gossamer SPIDER LINE that drops down

PAN UP, PAST FREDDY to REVEAL: NATASHA, hanging above his head. She unfolds from the ceiling, putting a pistol to the back of his head.

FREDDY

Natasha --

ANGLE ON: FREDDY'S HAND, under his desk, pressing the SECURITY BUTTON. But it FIZZLES with cut wiring.

NATASHA

They can't hear you.

CLOSE ON: THE SPIDER-SHAPED HOOK at the end of the line, pulling TAUT, DIGGING into the soft flesh of Freddy's neck.

She DROPS to the desk in front of him -- LIFTING Freddy by the neck, like her very own marionette.

NATASHA (cont'd)

It's hard to be a puppet, isn't it?
Scary.

Freddy chokes frantically in response. She cocks an ear.

NATASHA (cont'd)

What's that? Let you down? No,
you let me down, Freddy.

Freddy tries to choke out an incoherent denial.

NATASHA (cont'd)

Don't try to deny it. Just tell me
why I shouldn't kill you. One more
body in one more little atrocity
that no-one ever hears about. Why
shouldn't I do that?

She allows him a thread of air.

FREDDY
Because I can make your dream come
true.

NATASHA
(nonplussed)
How's that.

He points to the TV on his desk.

Natasha frowns, and EXTENDS the SPIDER-LINE.

Freddy DROPS into his chair, wheezing in blessed air.

She aims a pistol at him. He flicks on a TAPE.

FREDDY
This was taken by Satellite.

ANGLE ON: That TV, which shows a NUCLEAR EXPLOSION from
space. The Destruction of the Red Room.

FREDDY (cont'd)
Langley was very impressed with
your performance at the Red Room.
They'd like to hire you, freelance.
You could be a spy, on your terms,
just like you always wanted.

NATASHA
And do what?

FREDDY
Your pick of assignments. Maybe
you could even do something about a
few of those little atrocities
nobody's ever hearing about.

Intriguing. She flips off his desk, backing into the dark.

NATASHA
Tell Langley I'll think about it...

CUT TO:

INT. NATASHA'S APARTMENT -- NIGHT

Natasha sits, thinking about the proposal, watching another atrocity on the news. She wants to help -- But there is a BLACK CASE marked POISON on the seat beside her...

CUT TO:

BLACK

A PHONE RINGS in the dark.

INT. BEDROOM -- NIGHT

FADE IN ON: An ANSWERING MACHINE --- CLICK.

FREDDY'S MACHINE (V.O.)
You've reached Freddy Willis. If
you're hearing this message, I'm
out saving the world for Democracy.

BEEP -- Natasha's voice, low and silky on the line.

NATASHA (V.O.)
Hello, Freddy.

A HAND FUMBLES to pick up the phone.

FREDDY (V.O.)
... Widow?

CLOSE ON: FREDDY'S EAR, listening in the dark.

NATASHA (V.O.)
Tell Langley I'm in.

FREDDY
Honey, I'm thrilled.

NATASHA (V.O.)
Yeah well, tell me how you feel
after a week's sick-leave.

FREDDY
What? What does that mean?

The line CLICKS DEAD. Dial tone... A LAMP CLICKS ON.

Freddy TOSSES BACK THE COVERS to get up.

FREDDY (cont'd)

AGH!

OVERHEAD RISING ON: Freddy's BED is SWARMING with BLACK WIDOW SPIDERS which, disturbed by his movement, begin to BITE him.

FREDDY (cont'd)

AGH! AAAAAAGGGHHHHHHHHHHH!!!

Freddy EXPLODES out of bed, sending SPIDERS FLYING!

One flies INTO SCREEN, the hourglass symbol growing HUGE --

SMASH CUT TO:

BLACK

BLACK WIDOW