

DARK SKY: FIRST STRIKE

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DARKNESS. SILENCE. The following words sear onto screen:
Whenever a new breed of evil
emerges, a new breed of soldier
must fight it.

-- GENERAL CLAYTON "HAWK" ABERNATHY

EXT. THE BASTILLE - PARIS - NIGHT

A HEAVY NIGHT MIST swirls around the imposing stone walls of the Bastille. PRISON GUARDS patrol outside with their pikes as the SCREAMS OF PRISONERS echo out the barred windows.

SUPER: PARIS, 1641

INT. PRISON BLOCK - BASTILLE PRISON - NIGHT

A pair of huge PRISON GUARDS walk down a row of filthy prison cells. Whimpering, starving PRISONERS appear and disappear in the flickering light of the wall torches. A large rat nibbles some stale bread in the corner, watching the guards.

Finally, the two guards reach a cell whose PRISONER is not at all whimpering or starving. A huge Scotsman with a proud defiance in his eyes, a RED SQUARE MEDALLION dangling around his neck, glares through the bars. This is JAMES McCULLEN. The guards unlock his cell door, MATCHLOCK MUSKETS at the ready. McCullen stares at the muskets, unimpressed. He speaks with a thick Scottish brogue.

MCCULLEN

Still using matchlocks, are ya? I
can get you a pair of flintlocks,
you let me sneak out of here.

Everyone else in this sequence speaks with a French accent.

GUARD #1

(tempted)

Good ones?

The other Guard glares at him. McCullen goes for the kill.

MCCULLEN

The best. From Spain. And perhaps a
couple of pretty young ladies to
teach you how to use them.

Guard #1 is even more tempted, but his partner is a Loyalist.

GUARD #2

On yer feet, you Scottish pig.

INT. FURNACE - BASTILLE PRISON - NIGHT

Huge, sweaty, bare-chested PRISON WORKERS mould something in a furnace, a large chunk of metal in their red hot tongs. The two prison guards muscle McCullen into the room and start to fasten him to a standing rack as a PRIEST begins reciting the Lord's Prayer in Latin. The Warden steps up and reads the charges off a SCROLL OF PAPER.

WARDEN

James McCullen, you have been found guilty of treason for the sale of military arms to the enemies of our Lord King Louis XIII... even whilst you sold arms to our Lord himself.

MCCULLEN

Your King is a vile bag of filth who murders his own allies. I should've charged him double.

WARDEN

You tried to overthrow the Crown in conspiracy with its enemies!

MCCULLEN

They offered me a Chancellorship, because unlike your simpleton King, they know that is the McCullen destiny, to run the wars, the true power, not simply to supply arms.

WARDEN

Do you have anything *else* to say before the sentence is carried out?

MCCULLEN

Yes, I do. Clan McCullen is far bigger and more powerful than any of you could ever imagine. My sons will continue to rise along after I am gone. As will their sons. And, God willing, *their* sons.

(smiles)

It shall not end with my death.

The Warden smiles back sinisterly.

WARDEN

Oh, we're not going to *kill* you, McCullen. We're going to make an example of you.

The Warden gives a nod to the prison workers who remove the METALLIC OBJECT from the fire. McCullen sees what it is before we do and his face fills with fear. It's a METAL MASK being carried towards him, the hinges open with a hideous creak. McCullen begins to struggle against the rack.

WARDEN (CONT'D)

So that no man, woman, nor child
may ever see your treacherous face
again, you shall wear this mask for
the term of your natural life.

The mask closes around his face. The workers melt the lock. McCullen SCREAMS. AND WE PUSH IN on the RED SQUARE MEDALLION.

EXT. NATO HEADQUARTERS - BRUSSELS - DAY

The many flags of NATO flap outside its massive headquarters.

SUPER: NATO HEADQUARTERS, BELGIUM

MCCULLEN (V.O.)

War used to be the exception. Now
it is the new state of play, a
constant, unavoidable...

INT. BRIEFING CHAMBER - NATO HEADQUARTERS - DAY

The RED SQUARE MEDALLION around the neck of JAMES MCCULLEN, gazing over a lectern in a darkened room. Like his doomed ancestor, McCullen carries a proud defiance in his eyes.

MCCULLEN

Tragic as they are to fight, wars
must be won. But perhaps they don't
have to be as destructive as
they've been in the past.

A SERIES OF COMPLEX SCHEMATICS rolls continuously on a screen behind him. McCullen is briefing twenty-two NATO MILITARY COMMANDERS, many of them listening in TRANSLATION HEADPHONES.

MCCULLEN (CONT'D)

Nano-mites. Perfect little
soldiers. Their size can be
programmed as well as their
intended task. Originally developed
to isolate and destroy cancer
cells, but at Mars Industries, and
with the help of a little NATO
funding...

A few laughs around the room. McCullen soaks it up.

MCCULLEN (CONT'D)
 ...we discovered how to program
 them to eliminate most anything.
 For instance... metal.

ON SCREEN: A SOLDIER fires a shoulder-launched missile at a tank. The warhead bursts into millions of SILVER MICROSCOPIC NANO-MITES which eat away the metal like piranhas devouring a horse. Then the NANO-MITES fan out from the consumed tank and quickly head for a nearby jeep.

MCCULLEN (CONT'D)
 Once the target has been destroyed,
 the launcher triggers a kill switch
 unique to each warhead that short-
 circuits the nano-mites, preventing
 any unwanted destruction.

ON SCREEN: The Soldier hits a KILL SWITCH on the launcher and the NANO-MITES instantly "drop dead" around the nearby jeep.

MCCULLEN (CONT'D)
 Each warhead contains seven million
 nano-mites and has the ability to
 eat anything from a single tank to
 an entire city.
 (to consummate salesman)
 But without *innocent casualties*.
 Which is why this has been such a
 priority for me and my company.

The room breaks into APPLAUSE. FOCUSES ON GENERAL HAWK, a British veteran of countless battles, not buying it.

HAWK
 Guess you'll be the first arms
 dealer up for the Nobel Peace
 Prize.

Laughter in the room. McCullen smiles, being a good sport.

MCCULLEN
 I prefer the term "armament
 solutions engineer"
 (more chuckles)
 Gentlemen! I'm pleased to announce
 that tomorrow morning your first
 order of nanotech warheads will
 ship from my factory in Kyrgyzstan.

INT. MARS FACTORY - NIGHT

FOUR GLASS-LIKE WARHEADS, each the size of a softball, are placed into four separate compartments inside a WEAPONS CASE by a pair of LAB WORKERS. The KILL SWITCHES are secured next to each warhead. As the case is closed and locked we see the MARS Industries RED SQUARE MEDALLION LOGO on its cover.

SUPER: KYRGYZSTAN, CENTRAL ASIA

INT. MEN'S ROOM - MARS FACTORY - NIGHT

A PAIR OF DOG TAGS drop INTO FRAME in SLOW MOTION. We see the name: "HAUSER, CONRAD R." Still not seeing his face, we watch our soldier strap into his BODY ARMOR and clip on his BATTLE HARNESS. His NAME TAG simply reads: "DUKE". He loads his into the mirror (*is that a look of disdain?*) and we get our first glimpse of our hero, a handsome, rugged combat veteran with a BATTLE SCAR under his right eye.

The sound of RETCHING comes from the stall behind Duke. There is a flush and a strapping young Special Forces Soldier, STALWORTH, steps out. He goes to the sink next to Duke and splashes water on his face. He's pale and sweaty.

DUKE

The hell's wrong with you,
Stalworth, you didn't eat that
Chicken A La King at chow did ya?

STALWORTH

The mission, sir...

DUKE

What about it? Another day, another
run.

STALWORTH

Never had anything to worry about
before.

Stalworth's shaky hand pulls a photo out and shows it to Duke: A YOUNG MOTHER with a NEWBORN in her arms.

STALWORTH (CONT'D)

Three weeks old. Be seeing him for
the first time next leave.

Duke looks at the picture, then at Stalworth. His eyes go distant thinking about his own past, then they harden again.

DUKE
You're off the mission.

STALWORTH
Sir?

DUKE
That's what you want, right?

Stalworth doesn't argue. Duke hands him back the photo.

DUKE (CONT'D)
If your head's with them, you're no good to me.

Stalworth nods. Duke steps closer, now one mean s.o.b.

DUKE (CONT'D)
One thing, though: you step off this one, you're out of Special Forces. Gonna find you a nice desk and chair back at the base. You're be run of the mill. Regular.

STALWORTH
I... I guess I can live with that.

DUKE
Then you should.

Stalworth nods, grabs his kit, and leaves. Duke's hard eyes watch him go, then a slight smile creases his lips.....

INT. CORRIDOR - NATO HEADQUARTERS - DAY

McCullen exits the briefing room into the corridor outside, shaking hands with various Military Commanders. Hawk watches with his aide, a gorgeous German Lieutenant, COURTNEY "COVER GIRL" KRIEGER. When McCullen is alone, Hawk makes his move.

HAWK
Mr McCullen, Clayton Aernathy,
British Army.

MCCULLEN
(shaking hands)
I know who you are General hawk. As sharp in a briefing room as your reputation is on the battlefield.

HAWK

Not hardly...You gave me a broad target, I couldn't resist.

MCCULLEN

It's an honor to meet a man of your many accomplishments.

McCullen smiles, then offers Hawk to walk with him.

MCCULLEN (CONT'D)

What's on your mind, General?

HAWK

Your warheads. Securing them in transit. Forty pairs of ears in that room now know the when and where.

MCCULLEN

Those "ears" all have top security clearance.

HAWK

We both know what *that's* worth.

MCCULLEN

Look, General, delivery is my responsibility and it's not one I take lightly. I had NATO assign an elite American Special Forces unit, a fully armored convoy with air support. I assure you, my warheads will be quite safe.

HAWK

I've made a career of showing up where I'm needed, whether ordered to or not. And if your warheads are half as effective as you say they are.. Then my unit is needed.

MCCULLEN

This is no time to play catch up. The NATO team's been drilling for weeks. They're lit up and ready to roll.

HAWK

My unit doesn't need mission specific training. They're chosen because of their ability to handle any situation.

MCCULLEN
 Maybe next time, General...
 (moves to go, stops)
 What did you say your unit was
 called?

HAWK
 I didn't. I just said they were
 always ready.

McCullen continues on down the hall. Hawk gives Cover Girl a
 look, she reads it and nods. WE SMASH CUT TO:

INT. HIGH-TECH DELIVERY BAY - MARS FACTORY - NIGHT

A FOUR MAN SECURITY DETAIL escorts two LAB WORKERS as they
 enter a high-tech delivery bay and walk past two "COUGAR"
 PATROL VEHICLES and a huge ARMORED "GRIZZLY TRUCK, all armed
 with state-of-the-art rooftop weapons. FIFTEEN SPECIAL FORCES
 SOLDIERS stand at attention in front of Duke.

DUKE
 All right, listen up, the Cougars
 will be front and back, Grizzly in
 the middle carrying the package.
 Minimum distance at all times.
 Choppers will cover us overhead.

The Lab Workers step up.

LAB WORKER #1
 Captain Hauser.

Duke turns to them and start signing forms as WALLACE
 "RIPCORDER" WEEMS takes the case while a little short on
 academic credentials, Rip is long on confidence, charm, and
 courage. These two guys are as close as brothers, for better
 and for worse. Rip looks at the Lab Guy with a jokey grin.

RIPCORDER
 Not gonna explode, is it?

LAB WORKER
 (dead serious)
 They're not weaponized yet. And the
 kill switches are attached to the
 launchers. All the same, I'd avoid
 potholes if I were you.

Ripcord stares, then quickly hand the case off to another
 soldier. Duke shoots him a look and Ripcord shrugs, what?

RIPCORD

Why not stick it in a chopper and fly it out? If you want, I could--

DUKE

--We have our orders. Okay, people! We're on the clock, let's move.

RIPCORD

MOUNT UP!

Duke gives Rip another look. Rip throws him a cheesy grin. The team mounts up. The weapons case to Grizzly. ENGINES ignite. HEADLIGHTS beam. And the convoy rolls out.

EXT. MARS FACTORY - KYRGYZSTAN - NIGHT

The convoy charges out of the heavily guarded factory gates, passing a sign: "MILITARY ARMAMENTS RESEARCH SYNDICATE". Two BLACKHAWK HELICOPTERS swoop in and follow the convoy.

INT. LEAD COUGAR - MARS FACTORY - NIGHT

Ripcord drives the lead Cougar, Duke beside him. Two more guys in back, remotely panning a rooftop DUAL MACHINE GUN.

DUKE

(into radio)

Mother Goose, this is Bird Dog. We have the package and are on the dot to make Ganci Air Base ar 0900.

RIPCORD

You know, I hate all the Mother Goose, bird Dog crap, I just wish they'd let us say, "Hey, Pete, it's Bill, see ya in a few."

DUKE

Not me, I joined up for the jargon.

VOICE ON RADIO

Roger that, Bird Dog. Mother Goose out.

RIPCORD

Just saying, you know, if I ran things...

DUKE

Rip, if you ran the Army we'd stay up all night, fill our canteen with tequila, and call each other "Bro".

RIPCORD

But we'd be badassess, right Bro?

DUKE

(with a sigh)

Yeah, we'd be badassess. Eyes on the road, Rip.

EXT. CONVOY - MOUNTAIN ROAD - DAWN

The two Blackhawks sweep through the skies, silhouetted by the rising sun. Below them, the convoy is thundering down a winding road amid the magnificent Tian Shan Mountain Range.

INT./EXT. REAR COUGAR - MOUNTAIN ROAD - DAY

A RADAR DISH on the rear Cougar sweeps vigilantly. Inside, a SPECIAL FORCES SOLDIER watches the RADAR MONITOR, clear except for two steady "signatures", the Blackhawks.

INT./EXT. LEAD COUGAR - MOUNTAIN ROAD - DAY

In the lead Cougar, Duke and Ripcord keep their eyes out.

RIPCORD

Hey Duke, ya know how they always tell you to empty your head of distracting thoughts on these runs?

DUKE

Keep your eyes on the road, Rip.

RIPCORD

And you know how people sometimes joke that it must be easy for me to keep my mind empty?

DUKE

Don't listen to 'em. you got plenty of thoughts up there.

(into radio)

Keep rear security tight, boys.

RIPCORD

Well, the second I try and make myself not have thoughts, I always have 'em. Like now, know what I'm thinking about?

DUKE

Please don't say the Air Forces.

RIPCORD

The Air Forces.

DUKE

I thought we were done with that discussion.

RIPCORD

You were done with it, not me.
Look, I loev flying...

Duke "mouths" the following sentence as Ropcord says it:

RIPCORD (CONT'D)

I've been flying since I was thirteen years old.

Ripcord shoots him a look. Duke just smiles.

DUKE

I don't think your daddy's crop duster counts as hours logged.

RIPCORD

Jets, man, jets. You know I always qualify when I'm on leave.

DUKE

Yeah, yeah, look, you want to get up in the air, we'll get you a trampoline back at the base.

RIPCORD

We've done ten years in the Army, I just think we should see if the grass really is greener.

DUKE

This continues to be the stupidest idea you've ever come up with, nd *that's* saying something.

RIPCORD

Funny. Real funny.

DUKE

I don't wanna transfer to the Air Force, okay?

RIPCORD

It's always about you, isn't it? Give me one good reason?

DUKE

I want to be in the fight, not flying over it.

RIPCORD

Won't be saying that when you call in an air strike and I come screaming in to save your--

DUKE

--Eyes on the road, Rip.

EXT. CONVOY - MOUNTAIN ROAD - DAY

Behind the Blackhawks and the convoy an ominous, DARK SHAPE suddenly drops INTO FRAME. ENGINE EXHAUST blurs our view of the aircraft, but we can tell that it's pursuing the convoy.

INT./EXT. REAR COUGAR - MOUNTAIN ROAD - DAY

On the rear Cougar's RADAR SCREEN, we see the two Blackhawk signatures still appearing in position...but nothing else.

INT. LEAD COUGAR - MOUNTAIN ROAD - DAY

They hit a pothole. Ripcord grimaces, then realizes--

RIPCORD

Hey, on the training run weren't there herders around here?

This puts Duke instantly on the alert.

EXT. CONVOY - MOUNTAIN ROAD - DAY

Too late. CONCUSSION CANNONS slide out of ports on both sides of the dark shape. They fire simultaneously. The SUBATOMIC BLASTS punch into the front Blackhawk, crushing it like a beer can on your forehead. It explodes and drops.

INT./EXT. LEAD COUGAR - MOUNTAIN ROAD - DAY

Duke and Rip see the hall of flaming metal crash in front of them, blocking the convoy's path. Rip hits the brakes.

RIPCORN

Jesus Christ! Bird Down!

DUKE

(urgent, but utterly calm)

Back up! Back up! Back up!

(into radio)

Mother Goose, this is Bird Dog. We are under attack. Repeat --we are under attack!

EXT. CONVOY - MOUNTAIN ROAD - DAY

The second Blackhawk pivots to see the dark shape, --it's like a giant helicopter without rotors, hovering on six JET THRUSTERS. It's a next-gen "TYPHOON" GUNSHIP.

The Blackhawk hoses the Typhoon with its six-barrelled MINI-GUNS. But the rounds bounce off the Typhoon's angled armor. The CONCUSSION CANNONS fire at the second Blackhawk, catching it on the nose, crushing it into a flaming ball and sending it reeling ass-over-tail-rotor into the ground behind the rear Cougar, hemming in the convoy.

The Grizzly launches two HEAT-SEEKING MISSILES off its roof-turret, but the Typhoon guns them down and fires again. The blast lands directly on top of the rear Cougar, literally flattening it as well as every tree within a hundred feet.

INT./EXT. LEAD COUGAR - MOUNTAIN ROAD - DAY

Duke sees it all in his rear view mirror, yells into RADIO:

DUKE

Out! Everyone get out of the vehicles! Now!

INT./EXT. GRIZZLY - MOUNTAIN ROAD - DAY

A final CONCUSSION BLAST lands between the last two vehicles now. Spinning the Grizzly. It's WINDOWS SHATTER and a thousand lethal GLASS SHARDS shoot inside, killing the drivers. The Cougar flips end over and lands in a ditch.

INT. LEAD COUGAR - MOUNTAIN ROAD - DAY

Duke and Ripcord land on the upturned ceiling, beat to shit. Duke quickly checks on the two guys in back crushed to death where the blast caved in the Cougar's armor. He looks at Rip.

DUKE

You okay?

RIPCORD

(dazed)

Yeah, except for all the blood.

Duke sees blood on the back of Rip's head. Then they hear a LOUD ROAR and turn to see the Typhoon hover by the Grizzly.

RIPCORD (CONT'D)

Who the hell is that?

Duke grabs Ripcord and starts dragging him out.

EXT. CONVOY - MOUNTAIN ROAD - DAY

A SIDE DOOR on the Typhoon hisses open to reveal six "VIPERS", menacing foot soldiers clad head to toe in black BATTLE ARMOR, and armed with fearsome PULSE RIFLES. They exit the Typhoon and spread out to kill anyone left.

The decimated Special Forces troops in the Grizzly OPEN FIRE with ASSAULT RIFLES, but the bullets can't penetrate the Vipers' armor. The Vipers fire back, the impact from their pulse rifles crush the soldiers' bodies, armor and all, and fling them backwards.

Two Soldiers pop two FRAGMENTATION GRENADES and toss them toward the Typhoon. The Vipers shoot one grenade out of the air with their pulse rifles. It EXPLODES well out of range as the other grenade lands on the ground in the middle of the pack. Another shot from a pulse rifle punches the grenade six feet underground. A DULL WHOOMP, lifts the ground by a foot.

Meanwhile, another figure emerges out of the Typhoon. Long, slender legs in high black boots, the rest of her covered in black, form-fitting BODY ARMOR. She's beautiful, exotic, and most of all, lethal. She's known in certain circles only as "THE BARONESS" but we will know her as ANA. Her DARK GLASSES glint menacingly as she strides towards the Grizzly.

The two Special Forces Soldiers who threw the grenades pop up to shoot her. But she quick-draws a pair of PULSE PISTOLS. BOOM! BOOM! The shots crush both soldiers.

Ana flips the pistols back into her holsters as a Viper blows the back door off the Grizzly, allowing her to climb inside. She blithely steps around the corpses and removes the WEAPONS CASE.

Duke now has Rip ver his shouders and is running like hell.

RIPCORD

Duke?

DUKE

Shut up.

RIPCORD

If I die...

DUKE

You're not gonna die.

RIPCORD

I just want you to know...you never could run worth a damn.

DUKE

Jesus, Rip.

RIPCORD

I'm just saying, it's be nice if you could move a little faster.

And that's when the Cougar blows, a concussive blast. Ana turns with the weapons case in time to see Duke and Rip go ass-over-teacups down into a ditch. She touches the stem of her glasses which ZOOM IN on Duke.

DOWN IN THE DITCH: Duke rolls over and looks at Rip.

DUKE

Stay here.

RIPCORD

(really messed up)

Sure.

DUKE

I'm gettin' that package.

Duke leaps up and hauls-ass down the ditch, then crouch-runs up the embankment. --And comes face to face with a Viper, who raises his pulse rifle, about to blow Duke away. A hand clamps down over the barrel.

The Viper looks at Ana beside him. Duke also looks at her, a flash of shocking recognition ripples across his face.

Ana touches the stem of her glasses and the DARK LENSES turn clear, revealing her gorgeous eyes.

DUKE (CONT'D)
What the hell...?

Her face softens hesitantly.

ANA
Hello, Duke...

Then she round house kicks him with her boot across the face, knocks him out on his ass.

ANA (CONT'D)
You have to admit you had that coming.

Ana struggles with something going on inside her head. Then her face reluctantly hardens and she takes her hand off the first Viper's gun barrel, giving Duke an apologetic look.

ANA (CONT'D)
Good-bye, Duke.

Duke can't believe it. Ana suddenly glances up at something behind Duke. It's a "HOWLER" TRANSPORT rocketing onto the scene, its four-winged JET THRUSTERS rotating ninety degrees to slow it into a hover. Duke takes the opportunity to jump to his feet and lay out in the Viper. Ana turns and hauls-ass.

A BLACK-CLAD FIGURE fast ropes down out of the Howler and lands behind a Viper and SNAPS his neck. Moving in a blur, he draws and buries a KATANA BLADE into another Viper. Then he glances at the last Viper who's lining up on him, too far away to reach with his sword. He quick-draws a GLOCK PISTOL. BAM! Right between the eye slit in his helmet. *All this in the space of six breathless seconds.*

Duke glances at the almost mystical figure of SNAKE-EYES sheathing his sword on his back while holstering his smoking Glock. RED NINJA CLAN MARKING on his tri-cep. Bad-ass defined. Snake-Eyes leaps behind the Cougar wreck as a pulse burst just missed him. Duke immediately takes off after Ana, his eyes locked on the weapons case in her hands, PULSE BURSTS crackling past his head. He curses under his breath:

DUKE
Air Force...right.

A Viper lines up on Duke, but a laser-like ARROW BOLT rips through his eye-slit and ELECTROCUTES him, courtesy of SHANA "SCARLETT" O'HARA who fast-ropes down from the Howler, holding a gas-propulsion CROSSBOW PISTOL. She lines up on another Viper, but he's too quick, ducks behind the GRIZZLY.

But Scarlett's CROSSBOW PISTOL viewfinder snapped an image of his FACE ARMOR. She darts behind the COUGAR WRECK with Snake-Eyes, swiftly targeting the Viper's eye-slit on her pistol's LED SCREEN. Then she fires behind her, in the complete other direction to the Viper, the arrow bolt flies away, then turns around and zeroes in on the Viper, finding him behind cover, the smart-arrow slams right through his eye-slit.

Another Viper sees this and bolts toward the Typhoon, but LAMONT "HEAVY DUTY" MORRIS leans out of the landing Howler holding a dual MACHINE GUN/GRENADE LAUNCHER. Only a man this big can carry such a weapon.

HEAVY DUTY

Time to lay down some bass!

He fires a grenade and the Viper flies back OUT OF FRAME. You blink, you miss it. BOOM! The Typhoon fires at Heavy Duty, but the Howler is just as nimble, fires its LEFT-SIDE THRUSTERS which roll it onto its side. The CONCUSSION BLASTS whip past and decimate the forest behind it. Hanging awkwardly, Heavy Duty fires a double blast of hand grenades.

The Typhoon's mini-gun quickly shoots them out of the air. The Howler fires MISSILES which hit the CONCUSSION CANNONS and rip them apart. The Typhoon SHAKES. Ana races for the recovering Typhoon. Duke races after her through a hail of pulse-fire and draws his PISTOL.

DUKE

Ana!

She whirls around, drawing the weapons case over her chest and face, using it as a shield. Duke hesitates, *because of the warheads or Ana?* Heavy Duty goes to shoot at her.

SCARLETT

The warheads!

Heavy Duty reluctantly doesn't shoot, everyone watching Ana backpedal towards the waiting Typhoon. Duke charges like a bull and tackles her. Ana sprawls and the case tumbles free. Duke and Ana go eye-to-eye for a split second, then Duke goes after the case while the Joes take the opportunity to spray gunfire her way. Ana zigs, zags, and dives into the Typhoon, which is raked by the bullets.

Duke grabs up the case as the Typhoon launches into the sky and disappears over a rise.....

SILENCE.... Scarlett, Snake-eyes and Heavy Duty now approach Duke, who whirls around at them, pistol up, eyes wild.

DUKE

Stand down! Stand the hell down!

HEAVY DUTY

Lower your weapon, Sir. We're not the enemy.

DUKE

Pointing weapons at me doesn't make you my friend.

ABEL "BREAKER" SHAZ jumps out of the Howler wearing a computerized SURVEILLANCE SUIT, a French/Tunisian ACCENT:

BREAKER

Please hand over the case, sir.

DUKE

I don't know who you are, and I sure as hell don't know who they are, and until I find out, I'm not lowering anything or handling anything over.

CLICK-CLACK. They turn to see Ripcord shouldering a rifle.

RIPCORD

What's your unit?

SCARLETT

That's classified.

Snake-Eyes discreetly grabs SHRUNKEN THROWING STARS from his belt, but a look from Scarlett makes him out them back.

BREAKER

Someone would like a word with you.

Breaker sets a holo-projector on the ground in front of Duke, which projects a 3D IMAGE OF GENERAL HAWK. Duke is stunned.

HAWK

State you name and rank.

DUKE

...you first.

HAWK

My team just saved your life. now's the part where you say "thank you".

DUKE

Those aren't the words that come to mind just now. We weren't told about any support for this mission, so you better tell your team to stand down.

Ripcord eyes his sight.

RIPCORN

Happy to turn this into a turkey shoot.

Someone OFF-PROJECTOR hands Hawk a file, he looks at it.

HAWK

You must be... Ripcord, expert marksman, weapons specialist, jet qualified--

RIPCORN

(to Duke)

Told ya.

HAWK

I'm General Clayton Abernathy. You may have heard of me, ...Duke.

A glint of recognition flickers across Duke's eyes, he nods.

DUKE

General hawk. Afghanistan, NATO Forward Command...

Breaker sees his chance and gingerly steps up to Duke and starts sweeping a scanner across the case. Hawk smiles.

HAWK

That was my last job.
(a twinkle in his eye)
I'm in a whole new outfit now.

Duke swivels his gun to Breaker's head. Breaker flinches.

BREAKER

Just need to deactivate its tracking beacon, for security.

HAWK

Hand over the weapons case son, and
let us deliver the warheads.

DUKE

No way. I signed for 'em. My
mission, my package. I carry them,
I deliver them.

Breaker's scanner BEEPS. He keys a button. The BEEPING
promptly stops. He throws a look at Duke.

BREAKER

Wasn't hard, was it?

DUKE

Fine. But you seem to be a little
short on transportation a the
moment. Team Alpha will deliver you
to me.

DUKE (CONT'D)

And where exactly are you, General?

INT. CONTROL ROOM - THE PIT - DAY

Hawk stands in front of a HOLO-CAM amongst a sea of
computers, Cover Girl behind him, Duke on a monitor.

HAWK

Come see for yourself.

EXT. HOWLER - EGYPTIAN SKIES - DUSK

The Howler skims over the GIANT PYRAMIDS OF GIZA, a caravan
of camels below. The aircraft continues out into the golden
desert, too fast for anybody to get a good look at it.

INT. HOWLER -SKIES - DUSK

Scarlett is cleaning Ripcord's head wound.

RIPCORD

Hey, you're cute.

SCARLETT

He's going into shock.

RIPCORD

What's your name, darlin'?

Snake-Eyes stabs Ripcord hard into his arm with a drip-needle, Rip angrily eyeballs him and stifles a scream.

SCARLETT

I thought all the Special Ops guys were tough.

RIPCORD

We are tough....but also sensitive.
(feeling the drugs)
Whoa, that's some mucho primo stuff you gave me.

Rip is high now, his eyes float up to Heavy Duty who stares back at him. Rip reaches out to touch his well-cropped hair.

RIPCORD (CONT'D)

...and a kung-fu grip.

HEAVY DUTY

The name's Heavy Duty.

Duke has the weapons case on his lap.

DUKE

What kind of outfit is this? Not regular Army based on the accents.
(to Scarlett)
I have you as an Aussie...
(looks to Heavy Duty)
And you're a Johannesburger...
(then Breaker)
And you: French North Africa.
Algiers?

BREAKER

Tunisia. Where were you born?

RIPCORD

Are you kidding me? Duke wasn't born, he was Government-Issued!

DUKE

But somehow you're all in the same unit. One you can't tell me the name of right?

SCARLETT

We'd get tossed for telling.

RIPCORD

Duke, Duke, don't you get it:
they're super secret, they're
Mission Impossible. This tape's
gonna self-destruct in five--

DUKE

--You're gonna go after them aren't
you? The ones that hit my convoy.
(silence)
Then whoever you are, whatever this
unit is, I want in.

BREAKER

Not our call.

Ripcord sits up, really woozy, looks at Scarlett.

RIPCORD

I want in too. That way we can
spend some bunker time together.

A SWORD suddenly slices across Rip's face, an inch away. It's
Snake-Eyes, checking his blade, seemingly innocent. But the
message is not lost on Ripcord. Scarlett looks at Duke.

SCARLETT

You two a team or something?

RIPCORD

We've been together forever.
(off her look)
But not like that. Hi, I'm Ripcord.

SCARLETT

Why do they call you that?

Breaker laughs, reading Ripcord's file:

BREAKER

Because his name is *Wallace Weems!*

INT. SECURITY ROOM - THE PIT - DAY

Eight SECURITY TECHNICIANS sit around an island console in a
small, windowless room. Working their keyboards and watching
the HOLOGRAPHIC IMAGE of the Howler soaring across the dunes.
A technician hits a LARGE SWITCH on his console.

SECURITY TECHNICIAN #1

Alpha-One, this is Base. You are
cleared or entry.

EXT. HOWLER - SKIES - DAY

And a huge sand dune directly in front of Howler spirals open to reveal a CAVERNOUS HOLE. The Howler's THRUSTERS twist vertical and it drops like a helicopter into the hole.

SUPER: Global Integrated Joint Operating Entity.

INT. LANDING PLATFORM - THE PIT - DAY

The Howler descends beneath the surface onto a dark platform as the roof spirals shut and FLOOD LIGHTS switch on. The door of the howler opens and the team steps out. Duke and Ripcord follow hesitantly with the weapons case. A VOICE calls out to them from the shadows:

HAWK (O.S.)
Welcome to the new Pit!

Duke and Ripcord turn to see hawk and Cover girl walking out from behind the lights.

HAWK (CONT'D)
Duke.

DUKE
General.

HAWK
I've read a lot about you two.

RIPCORD
Okay, look, I didn't "steal" that Blackhawk, I was *borrowing* it...

Duke shoots him a look. Hawk steps right up to Duke.

HAWK
Matter of fact, I saw that one of my subordinates tried to recruit you to our little operation a while back.

DUKE
I was never asked to join any Op group.

HAWK
Remember a tall gentleman approaching you in Thailand when you were on leave, four years ago?

DUKE
Vaguely.

HAWK
Right before you tore up the bar?

RIPCORD
Four years? My man had some issues.

Duke shoots him another look, then turns back to Hawk.

DUKE
This doesn't look like any Tac Op
I've ever seen. Where are we?

HAWK
Okay, you trusted me by going with
my team, so I'll trust you.

There's a loud METALLIC CLANG and part of the PLATFORM begins to descend. They pass the URBAN COMBAT LEVEL where MEN and WOMEN are training with next-gen urban warfare equipment.

HAWK (CONT'D)
Technically, GI JOE doesn't exist.
But if it did, it'd be comprised of
the top men and women from the best
military units all over the world.
The alpha dogs...

They see a pretty woman sip into a next-gen CAMO-SUIT, which reflects and refracts light, making her nearly invisible.

RIPCORD
Oh man, I want one of those.

BREAKER
The suit or the girl?

RIPCORD
Both.

Scarlett's eyes roll. They descend into the DESERT COMBAT level, where soldiers train with desert warfare equipment.

HAWK
Ten nations signed on in their
first year. Working together,
sharing intel. Now we have twenty-
three.

DUKE
I've never seen combat gear this sleek, what's the trick?

SCARLETT
Liquid armor.

They reach the DEEP SEA COMBAT LEVEL where dozens of men and women are testing fantastic next-gen UNDERWATER VEHICLES.

HAWK (O.S.)
Good news is we've been pretty successful so far. The bad news is whenever we manage to shut down one organization, another springs up in its place.

RIPCORD
Who could possibly fund all this?

HEAVY DUTY
Oprah.

INT. CONTROL ROOM - THE PIT - DAY

Hawk now leads the group into the Control Room where more TECHNICIANS man consoles. Duke still has the weapons case.

CONTROL ROOM TECHNICIAN #1
Mr. McCullen's standing by, Sir.

HAWK
Patch him through, please.

DUKE
So who hit us out there?

COVER GIRL
Currently unidentified.

HEAVY DUTY
And how'd that bitch in leather get a jump jet like ours?

SCARLETT
Whoever she is, she's clearly well-financed, with access to highly classified intel and state of the art weaponry. Their capabilities are beyond anything we've ever encountered.

RIPCORD

That's the reason we got our asses kicked.

Duke betrays nothing. Hawk looks at him.

HAWK

We're going to need to find out everything we can about her. *Knowing* is half the battle.

RIPCORD

What's the other half?

McCullen now appears next to Ripcord and walks through him.

RIPCORD (CONT'D)

Jesus!

And we realize McCullen is here courtesy of a HOLO-PROJECTOR. A ring of cameras provides him with images of the Joes.

HAWK

Gentlemen, this is James McCullen, CEO of MARS Industries, the man who built these warheads.

WE INTERCUT THIS SCENE WITH McCullen standing in front of a HOLO-CAM in a small room somewhere. THE HOLOGRAPHIC IMAGES of hawk, Duke, and the others around him.

MCCULLEN

General, most men I've encountered in this business over-promise and under-deliver. You're the opposite. Clearly, you were the security option I should have chosen.

ON DUKE: Steaming behind his military demeanor.

DUKE

My team did everything we could out there. A lot of good men went down--

MCCULLEN

--But not you.

DUKE

That mission was classified, *sir*. Clearly, somebody sold us out.

MCCULLEN

I've spent ten years and thirteen billion Euros creating these four warheads. Your job, Captain, was to protect them, and if it wasn't for General Hawk, you would've *failed*.

HAWK

That's not a fair assessment. He followed his orders to the letter.

MCCULLEN

Well that wasn't enough.

Duke bristles. McCullen turns to Hawk.

MCCULLEN (CONT'D)

What are your coordinates? I'll have NATO send another special ops team to retrieve the warheads, company strength this time.

HAWK

Apologizes, Mr McCullen. It's not that I don't trust you...I don't trust anybody.

MCCULLEN

(smiles)

Are you sure you're not a McCullen?

HAWK

I don't talk smooth enough to be a McCullen.

MCCULLEN

You do just fine, General. Now, so the bastards who attacked you can't find you, you need to disable the tracking beacon hidden in the case.

BREAKER

We already have.

MCCULLEN

Good man. So, can I count on you to deliver the warheads to NATO now?

HAWK

I think it unwise to expose them at the moment. This group might make another attempt.

(MORE)

HAWK (CONT'D)

We need to find and neutralize them before we can consider moving your weapons.

MCCULLEN

Alright. But allow me to check the warheads to see if any have been damaged.

Duke begrudgingly sets the case down. Breaker turns on his suit's BALL-EYEPIECE. It goes into X-RAY MODE and we see the NANO-MITES crawling around inside the four warheads.

MCCULLEN (CONT'D)

Open it, please.

BREAKER

My scan says they're intact...

MCCULLEN

General?

HAWK

What's the code?

ON DUKE, listening carefully.

MCCULLEN

Five-two-nine-four-four-oh.

Breaker enters the code. As the case opens, Breaker discreetly watches McCullen in his BALL-EYEPIECE SCANNER. McCullen runs his holographic fingers over the warheads. Satisfied, he turns to Hawk.

MCCULLEN (CONT'D)

Please keep me informed of your progress, General.

Duke and McCullen share a quick glare. And then McCullen cuts the feed. Scarlett notices concern on Breaker's face.

SCARLETT

Breaker?

BREAKER

That bloke's Beta waves were going up, down, and sideways... I think he's hiding something.

And off the faces of the rest of the group WE CUT BACK TO:

INT./EXT TRIDENT - DAY

McCullen turns as Ana appears on a HOLO-PROJECTOR behind him.

MCCULLEN

I spend five years setting this up.
Wringing money out of NATO. *This*
was supposed to be the easy part.

ANA

If you'd let me stage the assault
at your precious factory, we could
have contained the situation.

MCCULLEN

And lost the trust of our clients
in the process? It *had* to be NATO's
fault.

(steps closer)

What happened? Did you hesitate?

ANA

You're implying this was about some
ancient history? That's as
laughable as your intel. What went
wrong was the Joes appearing out of
nowhere.

He stares at her suspiciously, then softens.

MCCULLEN

Forgive me, jealousy isn't my
strong suit.

ANA

Forget that, where are we now? Have
you tracked the case?

MCCULLEN

They deactivated the beacon. I gave
them a code to quietly re-arm it.

McCullen hits a key, a SCREEN switches on, displaying A MAP
OF THE WORLD. A BEACON LIGHT flashes over a spot in the
Egyptian desert, grip coordinates blinking.

MCCULLEN (CONT'D)

There it is. The infamous Pit.

ANA

I *will* get those warheads back.

McCullen steps forward and lovingly caresses her face, his hand going right through her. McCullen whispers menacingly.

MCCULLEN

I hope so.

ANA

(diffusing the threat)

If I were really there, I might actually let you touch me.

MCCULLEN

(sly smile)

I'll send a jet.

ANA

Business first. Besides, I'm married, remember?

Her holo-form blinks off, leaving McCullen alone in the room.

MCCULLEN

Sometimes I really hate technology.

He sighs heavily, then hears a VOICE:

STORM SHADOW (O.S.)

It is most often used by those without honor.

McCullen turns to see STORM SHADOW, a well-tailored Korean man whose soul has long since departed, standing on the other side of the room.

MCCULLEN

There can't be any more mistakes.
The schedule can't be compromised
any further.

STORM SHADOW

If you had sent me, it would be done.

MCCULLEN

(walking towards him)

I'm sending you now, Storm Shadow.
To the Baroness's villa. ...Make
sure her commitment doesn't waiver.

Storm Shadow nods, McCullen continues on THROUGH him. We now realize Storm Shadow was a holo-proj. Storm Shadow vanishes.

McCullen steps up to a large oval perspex window. WE PULL BACK out of the window to reveal that he's riding through DEEP ARCTIC OCEAN inside a next-gen "TRIDENT" submarine.

CAMERA KEEPS PULLING BACK to show the Trident approaching the docking bay of a MASSIVE FACILITY built into the seabed under the jagged canopy of the POLAR ICE CAP. The place is defended by several HARPOON CANNONS and a fearsome TURBO-LASER. It's a breath-taking sight, but also a little frightening.

INT. DOCKING BAY - DAY

The MARS LOGO is stamped on a pair of WATER-TIGHT DOORS. The logo pulls apart as the doors open, allowing McCullen inside the docking back entrance. Waiting for him is a man known only as THE DOCTOR. His face hidden by a life-support mask that continually pumps air into his lungs and also mechanically helps him to speak without the vocal chords he is missing.

THE DOCTOR
Welcome back.

MCCULLEN
Good to be back.

THE DOCTOR
We've been very busy.

He gestures to TWENTY MERCENARIES of various ethnicities, all standing at attention, not a single muscle moving among them. These are NEO-VIPERS. The baddest of the bad.

MCCULLEN
Is it working?

THE DOCTOR
You tell me.

The Doctor beckons a waiting LAB ASSISTANT who rolls out a glass case containing an eighteen foot long KING COBRA. the Doctor bends down and gazes at the snake.

THE DOCTOR (CONT'D)
The King Cobra is a magnificent creature. Its venom can kill a full grown elephant with a single bite.

He rattles the case and the cobra HISSES at him, revealing its hood. The Doctor steps up to a Neo-Viper and shows McCullen an INCISION SCAR behind the Neo-Vipers' right ears.

THE DOCTOR (CONT'D)

We introduced into each subject one thousand cc's of the nano-mite solution. As expected, subjects became extremely ill and fell into a coma-like state for approximately forty hours.

The Doctor produces a small HANDHELD DEVICE from his pocket, A FILE PHOTO of a Neo-Viper appears on the device's screen.

THE DOCTOR (CONT'D)

When they returned to sentience, brain scans showed complete inactivity in the self-preservation region of the cortex.

MCCULLEN

English, Doctor.

The Doctor keys a demand and that particular Neo-Viper steps up and sticks his bare arm into the case through a portal.

THE DOCTOR

They feel no fear.

The Neo-Viper grabs the cobra and squeezes, the cobra bites his arm, latching on, sinking its venom into his veins. The Neo-Viper doesn't even wince.

THE DOCTOR (CONT'D)

Cortical nerve clusters revealed complete inactivity--

MCCULLEN

--Doctor.

THE DOCTOR

They feel no pain.

The Doctor keys another command and the Neo-Viper obediently lets go of the cobra and removes his arm from the case.

THE DOCTOR (CONT'D)

Frontal lobe concepts of morality are disengaged... No remorse...

MCCULLEN

And they are completely obedient?

THE DOCTOR

Of course. ...The real world applications are endless.

The Neo-Viper's knees give out. McCullen watches curiously. WE SMASH CUT INTO the NEO-VIPER'S BITE WOUND where the WHITE VENOM is racing through a blinding labyrinth of veins.

THE DOCTOR (V.O.) (CONT'D)
The nano-mites will target the
venom.

STILL IN HIS VEINS we see hundreds of MICROSCOPIC NON-MITES rushing to meet the venom head on. Blocking it.

Then swiftly pushing it back. All the way to the original fang holes. The venom seeps out of the holes and drips off the Neo-Viper's arm. He stands and returns to his place in line without a word. The Doctor looks at impressed McCullen.

THE DOCTOR (CONT'D)
So you tell me: is it working?

INT. CORRIDORS - DESTRO HEADQUARTERS - DAY

The Doctor follows McCullen through various corridors.

THE DOCTOR
The science is staggering isn't it?

MCCULLEN
You've done well. You've thrown the
caber clear out of the yard.

THE DOCTOR
But research and science are
expensive propositions. If I can
make a suggestion..?

McCullen stops and looks at him, there is something truly menacing and evil behind this Doctor's mask.

THE DOCTOR (CONT'D)
Selling one batch of warheads on
the black market could fund--

MCCULLEN
--I appreciate your thirst for
knowledge, Doctor. But this world
is messy enough. Factions fighting
and scrabbling for control, for
resources, and it's only going to
get worse as the century
progresses. No. What the world
needs is unification. Leadership.
(MORE)

MCCULLEN (CONT'D)

It needs to be taken out of chaos
by someone with complete control.

He looks through a portal into a shadowy OPERATING CHAMBER,
where a brilliant but vicious looking MAN is being scanned by
SMART ROBOTS. This is ZARTAN. A Smart Robot begins to change
Zartan's fingerprints, which we see on a monitor.

MCCULLEN (CONT'D)

My family was once *this close* to
that kind of power...

(laughs)

The French...

Zartan CRACKS HIS KNUCKLES and gives McCullen a nod. McCullen
looks back at the Doctor.

MCCULLEN (CONT'D)

Once I get my hands on the reins,
the money will take care of itself.
You'll be able to do all the
research you want.

McCullen strides off. The Doctor stares after him.

INT. CONTROL ROOM - THE PIT - NIGHT

Duke, still holding the briefcase, stares at a PHOTO OF ANA
from the ambush, now up on a monitor.

BREAKER

We grabbed an image from Heavy-
Duty's helmet cam.

Ripcord looks stunned, he leans closer to Duke and whispers:

RIPCORD

Hey, that's--

Duke cuts him off with a look. Breaker extracts a full 3D
FRONT-VIEW of Ana's face from the photo. Then on an adjacent
monitor, he runs an endless series of PHOTOS OF WOMEN.

BREAKER

Now we can run the face through an
infinity scan.

HAWK

We have access to any photograph on
any server anywhere in the world.

BREAKER

Everyone gets photographed in some way at some time. ATM machines, airports, crowd shots at a football game. We'll find her.

Duke just stares at Ana's photo. Ripcord whispers quietly:

RIPCORD

You okay?

DUKE

(not okay)

...what happened to her?

For once, Ripcord doesn't know what to say. Cover Girl walks in and hands a document to Hawk, who looks through it.

HAWK

From NATO. I am now the official custodian of the warheads. Your mission is complete. Once you hand it over, that is.

Duke nods, hands over the case with a hint of defeat.

DUKE

When you move it, she's gonna come after you, you know that, right?
(off Hawk's look)
And with her Intel, and her toys... she'll find you.

HAWK

And your point is...?

DUKE

You're going to go after her first. And I want to help.

RIPCORD

Let us in on this, General. Our team just got wasted. I think a little payback is in order.

HAWK

You don't ask to be a part of GI JOE. You get asked.

DUKE

You scouted me four years ago, now I'm ready. Let's have at it.

HAWK

I've lost men too, Captain. Good men. But attempting to--

DUKE

I know her.

HAWK

Excuse me?

DUKE

You said knowing is half the battle. Well, I know who she is.

Duke reaches into his pocket, pulls out a photo and shows Hawk. INSERT PHOTO: Ana, four years earlier, much softer looking, staring lovingly at Duke as they're about to kiss.

DUKE (CONT'D)

Her name is Ana Lewis, and I can tell you everything you need to know about her until... four years ago. After that, well, obviously sa lot's changed.

Hawk just stares in disbelief.

INT. HAWK'S STATEROOM - DAY

Hawk sits down behind his desk and looks up at Duke, still standing at attention.

HAWK

Before this goes any further, I need to know what I'm dealing with, a man looking to settle a score, or a man who can put the mission first. Because the battlefield is the wrong place for emotion.

(he pauses for effect)

Could you kill her?

DUKE

If I had to.

HAWK

Chances are you will. But if you flinch, hesitate even an instant... what I'm trying to say is, unless you can kill her graveyard dead I don't want you.

DUKE

I can.

(off Hawk's look)

I signed on to deliver those warheads, General, and despite your present authority, I want to finish the job.

Hawk regards him for a moment.

HAWK

So tell me about her.

DUKE

Okay, I'll start right here: I hope that vault is tight, because she always gets what she wants...

EXT. THE BARONESS' MANSION - PARIS - NIGHT

A BLACK, BEEFED-UP SUV drives towards a magnificent mansion in the Parisian suburbs. Though the vehicle looks relatively harmless, we'll come to know it as a "SCARAB" attack truck.

SUPER: PARIS, FRANCE

INT. FOYER - THE BARONESS' MANSION - PARIS - NIGHT

Ana enters the mansion. SERVANTS take her coat as her handsome, sophisticated and well dressed husband, BARON LEON DECOBRAY, glides up to her, very French. They kiss warmly.

DECOBRAY

Hello, darling.

ANA

How is work at the lab?

DECOBRAY

Steady progress.

ANA

So the Minister of Defense was pleased?

DECOBRAY

He was. You know I wish I could tell you more...

ANA

Of course.

DECOBRAY
You were gone a long time. How
were the shops in Monte Carlo?

ANA
I didn't get what I was after.

They head up the stairs.

DECOBRAY
I suppose I should be grateful.

ANA
Most husbands would be.

DECOBRAY
Most husbands don't have such
mysterious wives, they know exactly
where they are and what they do.

ANA
(teasing)
They *think* they know.

INT. MASTER BEDROOM - THE BARONESS' CASTLE - NIGHT

Ana throws open the double doors to her grand bedroom on a
high floor with a view of the Eiffel Tower.

ANA
I never get over how beautiful...

DECOBRAY
(staring at Ana)
Neither do I.

She spots Storm Shadow standing in an ante room and quickly
spins to face her husband. She pulls Decobray close and
kisses him. Storm Shadow makes a move, but ana warns him off
with her eyes, She finishes the kiss and looks at Decobray.

ANA
Let me change and freshen up and
I'll meet you for dinner.

DECOBRAY
Of course.

Decobray smiles at her and leaves. The smile falls from
Ana's face as she spins around and heads for Storm Shadow.

STORM SHADOW

Mr. McCullen gave me explicit orders to sever the Baron's spine if he so much as touched you.

ANA

He's my husband, of course he touches me. Tell McCullen to grow up. Besides, the Baron says his work in the lab goes much better after we've... touched. And that's the important thing.

STORM SHADOW

I'll be accompanying you to retrieve the warheads this time. Along with some of the men the Doctor's been working on.

ANA

(with distaste)
The Doctor.

STORM SHADOW

We go at dawn.

Storm Shadow turns and heads out through the doors. Ana stands alone in her room now, she heads over to her dresser and opens a hidden drawer. Inside is a SMALL BOX. She opens it carefully and gazes at an ENGAGEMENT RING inside. Something sad and lonely in her eyes... And WE FLASHBACK TO:

INT. MILITARY CLUB - WASHINGTON D.C. - NIGHT

A crowded military club. OFFICERS and ENLISTED dancing to an orchestra. And there's Ana, the most beautiful woman in the room. Wearing a black dress. Slightly younger and with none of the cold viciousness she displayed earlier. She's dancing with Duke who's wearing his officer's DRESS UNIFORM, replete with bars and medals. She laughs as Duke whispers something in her ear. She's in love. And so is he.

Ripcord is in a booth, downing shots with four ENLISTED WOMEN. He has his arms around two of them and looks loaded.

RIPCORN

My hot tub only holds four.
(counts)
No, five.

EXT. VERANDAH - OFFICER'S CLUB - FLASHBACK - NIGHT

Duke leads Ana outside onto a quiet verandah, the lights of Washington shimmering beyond them. He suddenly kneels down in front of her, an ENGAGEMENT RING in a box in his hand. Ana gasps with shock and joy, tears welling in her eyes.

DUKE

I've been wanting to do this before
we deploy.

ANA

Duke...it's beautiful. It's too
nice you lunatic.

DUKE

Only time I'm buying one of these,
so why not?

They stare at each other, a touching beat. Then Duke screws up his face, worried?

DUKE (CONT'D)

Well, what do you say?

She's too emotional to speak. And then they hear:

REX (O.S.)

Say yes, you idiot...!

Lieutenant REX LEWIS saunters up, MEDICAL INSIGNIA on his collar. The look on his face tells us he's happy for them.

REX (CONT'D)

...Before I tell my new *brother-in-law* what it's like to share a
bathroom with you.

DUKE

Thanks for killing the mood, Rex.

REX

I was coming to offer you a ride
back to post.

ANA

Time already?

DUKE

We go at oh-five hundred.

ANA

Is it WMDs? It is, right? That's why you're pulling Rex out of the lab--

DUKE

Ana, we can't--

ANA

Yeah, yeah. Classified. Top Secret. Have to kill me if you told me, blah, blah, blah.

DUKE

Speaking of classified information, you still haven't answered.

ANA

Yes. Of course it's yes. On one condition--

She grabs REX and pulls him down on his knees next to Duke.

ANA (CONT'D)

Promise me that you won't let my genius egghead brother get hurt.

(looks at Rex)

He's the only family I've got left.

(back to Duke)

Promise me.

DUKE

I promise.

She smiles and holds out her hand. He threads the ring onto her trembling finger. Rex smiles, but in his eyes is a glint of instability. Ripcord comes CRASHING OUT through shuttered doors and sprawls out next to them, arms and legs akimbo.

DUKE (CONT'D)

Jesus, Rip.

Ripcord rolls over and yells back through the doors:

RIPCORD

How was I supposed know she was married!?

(then, notices the ring)

Nice rock! Hey, are you proposing?

DUKE

I'm done proposing.

ANA
I already said yes.

RIPCORD
Not official until you answer my
question. Do you love my boy?

ANA
Always and forever.

Ripcord flips open his CELL PHONE and takes the photo of Ana that Duke carries with him.

RIPCORD
Now I've gotta find someone to love
me, as many times as possible for
the next three hours.

WE PUSH IN ON THE PHOTO, then SMASH CUT BACK TO THE PRESENT.

INT. THE PIT - URBAN ENVIRONMENT - DAY

On Duke, watching Heavy Duty pulling out an ACCELERATOR SUIT.

HEAVY DUTY
If you want to join us, you'll need
to be mission ready, Joe style.
This is the Mark One Accelerator
Suit.

RIPCORD
What's it accelerate?

HEAVY DUTY
You. It'll make you run faster,
jump higher, and hit harder than
any of your enemies.

A TITANIUM BOOT slides over a shoe. COBALT MACHINE PARTS
snap into place with a HISS over Duke and Rip's arms and
legs.

HEAVY DUTY (CONT'D)
Head-to-toe turbo-hydraulics and
highly-pressurized pneumatics.

They both slap on aerodynamic, flying-wing HELMETS. Inside,
the CYBERNETIC POWER-UP with an ear piercing whine. LASER
ENHANCED LED readouts scramble and fritz across their HUDs.

HEAVY DUTY (CONT'D)
An advanced cybernetics heads-up
display, feeding into your helmet.

Duke checks out two gas-propelled GRAPPLING SPEARS and six
WRIST ROCKETS around his right forearm.

HEAVY DUTY (CONT'D)
Two gas propelled grappling spears
and six ten millimeter, hi-
explosive, heat seeking, fire-and-
forget rockers.

Rip spins the twin barrels of a caseless SUBMACHINE GUN on
his left forearm. A Cheshire grin spreads across his face.

HEAVY DUTY (CONT'D)
And a nine millimeter, caseless
submachine gun with six hundred
rounds capable of firing all of
them in thirty seconds.

Duke and Ripcord are now buckled in, getting a feel for the
FLEXIBLE, POLY-ALLOY SUITS. Ripcord glances at Heavy Duty.

RIPCORD
I just missed everything you said.
(turns to Duke)
How do I look? Pretty cool, huh?

INT. TARGET RANGE - URBAN COMBAT LEVEL - DAY

Duke and Ripcord run through and URBAN ENVIRONMENT OBSTACLE
COURSE, 3D HOLO-PROJECTION TERRORISTS lunging out at them.
The guys take them out one by one, never more than a split
second after they appear. The HOLO-PROJECTIONS fritz and
die. They reach the end of the and a BUZZER SOUNDS. At the
back, arms crossed, impassively taking it all in, is Hawk.
Scarlett approaches the guys with an ELECTRONIC CLIPBOARD.

SCARLETT
Sixty-three seconds. Not Bad. But
not good enough. Gotta get under a
minute to qualify.

DUKE
What's the record?

SCARLETT
Forty-five.

RIPCORD
Don't tell me, Snake-Eyes?

SCARLETT
No, me.

Ripcord glances at Scarlett's CROSSBOW PISTOL.

RIPCORD
You can do this whole course with
that thing in forty-five seconds?

SCARLETT
If you're going to shoot at
something, kill it. Otherwise take
up knitting.

RIPCORD
When I want something, I don't just
shoot at it...
(steps close to her)
When I get a target in my sights, I
take it down.

His meaning is clear. She holds his gaze, slaps a magazine
into her CROSSBOW PISTOL and hands it to him.

SCARLETT
Here. Go on. Try it.

RIPCORD
I wouldn't want to show you up.

SCARLETT
Oh, that's so thoughtful of you.

RIPCORD
What can I tell you? I guess I'm
just a considerate, humble guy.
You'll learn that about me.

SCARLETT
I'm the "*target in your sights*,"
right? You've got ten rounds to
"*take me down*".

RIPCORD
I don't want to hurt you.

SCARLETT
They're training arrows. The most
I'll feel is a little jolt.

Scarlett walks back and faces him. He glances aside at Duke who is loving this. Ripcord readies the pistol. Scarlett darts left. He shoots and misses. She darts right. He misses.

DUKE

C'mon, Rip.

Ripcord tries harder, genuinely doing his best. But Scarlett is too fast. Ducking and weaving around Ripcord, as nimble as a cat. Five more shots miss her. And now Ripcord's feeling the pressure. He waits for her to move. Fires. She leaps up onto a corner wall and the bolt passes underneath.

He fires again as she lands, ducks under it and rolls up to him. He fires his last bolt point blank. She catches it in her left hand by the stem as it leaves the chamber. Slamming her body up against his. Right hand behind his head, left hand holding the bolt. Their faces close. Lips closer. Ripcord's eyes on hers as he whispers:

SCARLETT

Guess you didn't really want me
that bad, rip.

She holds his eyes a moment longer, then lets him go. As she walks away, Scarlett casually tosses the ARROW, it hits the ground and EXPLODES. Ripcord and Duke jump back. Ripcord glances at the underside of the pistol's magazine. Three words: "CAUTION: LIVE BOLTS".

Both men watch Scarlett saunter back to the beginning of the course, awestruck. Breaker walks by eating a burrito and watching his bio-rhythm display.

BREAKER

Aw, Ripcord's heart just skipped a
beat. Isn't that sweet?

EXT. THE PIT - DESER - DUSK

The sun is sinking, turning the dunes a brilliant orange.

INT. SECURITY ROOM - THE PIT - NIGHT

Security works a console in the Security Room. Their infrared monitors show a HERDSMAN AND HIS CAMELS walking across the desert dunes. A Technician taps some keys and an X-RAY IMAGE shows the skeletal structures of the herdsman and his camels.

EXT. THE PIT - DESERT - NIGHT

The HERDSMAN walks across the desert with his CAMELS under a FULL MOON and a field of glittering stars. All of a sudden, MULTIPLE MOUNDS OF SAND whip past his feet, almost knocking him over. He stares at them as they abruptly disappear deeper under the sand, like diving submarines.

INT. MOLE POD - UNDERGROUND - NIGHT

Ana drives the lead MOLE POD, an oblong-shaped digging device that is just large enough for her to fit inside. She watches her HUD relay information about her angle of decent and her distance to the target. Thirty yards...twenty yards...ten...

INT. SECURITY ROOM - NIGHT

A light flashes on the console in the security room.

SECURITY TECHNICIAN #1
Sensors detecting seismic activity
to the southwest. Probably just a
tremor, but have a team check it.

INT. TRAINING ROOM - NIGHT

Ripcord and the other Joes watch as Duke and Snake-Eyes circle one another with special ELECTRIFIED PUGIL STICKS. Duke thrusts with a standard bayonet style move, Snake-Eyes side steps it, spins his pugil stick above his head and brings it down on Duke's head with a sword-like stroke. A CRACKLING SHOCK is delivered and Duke goes down. The Joes grimace, feeling Duke's pain. Snake-Eyes turns away, done with him. Duke pops back up again.

DUKE

Again.

They go at each other, fast and furious, the electrified pugil sticks crackling and sparking. Duke spins and attempts a stroke similar to Snake-Eyes' earlier move. Snake-Eyes blocks it, drops, and sweeps Duke's feet, taking him down hard before finishing him with another SPARKING HIT. Again, the Joes react. Snake-Eyes turns away. Duke shakes it off and pops to his feet once more.

DUKE (CONT'D)

Again.

Snake-Eyes nods, a little more respect in his eyes now. This time after the high blows are parried, Snake-Eyes tries the sweep. Duke jumps it, rolls, comes up behind Snake-Eyes and STRIKES. Snake-Eyes barely blocks it. They trade half a dozen blows, the electricity popping and crackling before Snake-Eyes tries a finishing blow. Duke stuffs it with his stick and tackles Snake-Eyes. They fall to the ground, both receiving JOLTS. They go eye-to-eye. It wasn't pretty, but Duke is getting effective. Snake-Eyes pops to his feet. This time he offers a hand to pull Duke up. Across the room, Hawk watches with approval.

INT. THE PIT'S GENERATOR STATION - NIGHT

The huge drill bit of Ana's mole machine bursts out of the reinforced clay wall, it opens and retracts, Ana rolls out and drops to the ground. Another huge drill bursts out, it retracts and opens and Storm Shadow drops to the ground. They look around. They're between the clay wall and the ELECTRIFIED POWER GRID FENCE of the Pit's generator station.

ANA

The foundation of this fence is a
hundred feet deep. No going under.

Ten Neo-Viper mole pods start to burst out the wall.

And then there's a crashing sound as one of the wall girders bends, obviously a mole machine in the clay behind it hit it. Ana can hear the engine grind to a halt.

ANA (CONT'D)

If we don't get him out he'll
suffocate.

Storm Shadow gives her a look: *Like I care?*

ANA (CONT'D)

Just thought I'd mention it.

STORM SHADOW

All that matters is the mission.

Ana pulls out a hi-tech SCANNING DEVICE which shoots out six STEEL BLUE BEAMS in a 360 DEGREE ARC, creating a DETAILED SCHEMATIC of the Pit, showing rooms and people moving about them. She points down a tunnel beyond the electrified fence. Storm Shadow gestures to one of the Neo-Vipers. The Man immediately walks over and grabs the fence, electricity JOLTS him violently, but the man ignores it and shakily starts climbing the fence. The skin on his hands and arms starts to burn and bubble.

STORM SHADOW (CONT'D)
Acceptable collateral damage.

ANA
(trying to out-tough him)
Is there any other?

Near the top the Man finally falls backward and drops down dead. Storm Shadow nods to the next Viper. Without hesitation the Man walks over and grabs the fence. He is immediately JOLTED, but keeps climbing, burning and bubbling. This guy makes it to the top, throws himself over, and crashes to the ground, then crawls over and pulls the OFF SWITCH, cutting the electricity before dropping dead himself. Ana, Storm Shadow and the others quickly scale the fence.

INT. PIT BARRACKS - NIGHT

An area where the Joe team chills. Duke and Ripcord enter, sore and worked over. They move to some couches. Heavy Duty grooves to the blasting Reggaeton classic "Salio El Sol".

HEAVY DUTY
You can learn a whole hell of a lot
about a girl by the way she dances.
Tell me I'm wrong Snake-Eyes.

Snake-Eyes, sharpening his sword, barely looks up.

HEAVY DUTY (CONT'D)
See? He agrees.

SCARLETT
No, he doesn't. Do you?

This time Snake-eyes looks up, his expression unreadable.

SCARLETT (CONT'D)
See, he knows you have to listen to
get to know someone. Right, Rip?

Rip is happily stowing his liquid armor gear, glances over.

RIPCORN
What? You say something?

Breaker sits at a chessboard. Heavy D sits across from him.

BREAKER
Sorry, Scarlett, gotta go with
Heavy D on this one.
(MORE)

BREAKER (CONT'D)

Like my man says, get a girl on the floor, you don't just see how she moves, you get the smell of her. What biologists tell us is that the decision is made by the nose long before the rest of the body gets involved. It's a question of pheromones.

SCARLETT

You're going to teach me science? I read all about the positron emission tomography studies concerning sex pheromones when I was twelve. I'm just saying, it's not very romantic.

Rip whispers to Duke, nodding towards Scarlett.

RIPCORD

Heavy told me she graduated college at twelve.

No response from Duke, who is trying to get comfortable.

RIPCORD (CONT'D)

She's like a freaky genius. A deadly, freaky genius.

DUKE

You like her, I get it already.

BREAKER

(making a chess move)

You can't learn this stuff in a book, Scarlett. You have to at least kiss a guy, before you're an expert on romance.

The guys all laugh. Scarlett blushes, then raises her bow.

SCARLETT

Who am I shooting first?

The laughter stops. Rip looks surprised.

RIPCORD

You haven't kissed anyone?

Now Scarlett looks really furious. Rip instantly wishes he could take his words back. Duke just shakes his head.

DUKE

Really firing on all cylinders
there, Rip.

HEAVY DUTY

All I know is, when the bass get's
that booty shaking in the right
way, I'm in the skin like a man
named Flynn.

Heavy Duty does a little freak dance. Scarlett makes a show
of disgust. Ripcord watches Scarlett, then makes a decision.

RIPCORD

Hell with it.

He strides across the room toward Scarlett. Breaker notices.

BREAKER

(to no one in particular)
Into the Valley of Death rode the
600.

Heavy Duty looks at him, confused. Breaker nods to Ripcord,
stopping near Scarlett's chair. Ripcord sees Snake-Eyes
taking in his every move. Scarlett now has her nose in a
book. Ripcord CLEARS HIS THROAT but she doesn't look up. He
peers closer and WE SEE THE COVER, on which, though in
English, is a damn near INDECIPHERABLE SCIENTIFIC TITLE.

RIPCORD

Beach reading, huh?

She groans and lowers the book only slightly.

RIPCORD (CONT'D)

Hi, I guess we kinda got off on the
wrong foot...

Without changing expression she goes back to her book.

RIPCORD (CONT'D)

Okay look, I'm attracted to you.
And you, you're attracted to me.
And him--

(nods towards Snake-Eyes)
The Zen Master, he creeps me out,
but what I'm saying is--

SCARLETT

"We're attracted to one another."

RIPCORD

Thank you.

SCARLETT

That's what you're saying, not what I'm saying.

RIPCORD

Okay, what are you saying?

SCARLETT

Attraction is an emotion. Emotions are not based in science. And if you can't quantify or prove that something exists, well, in my mind... it doesn't.

RIPCORD

Okay, I'll get back to you on that.

And he walks away scratching his head. Hawk steps in. Everyone comes to attention.

HAWK

Duke, You scored in the top half-percent of all people we've ever tested. Rip, well, if we average your scores with Duke's, you pass too. Welcome aboard, provisionally. But we still need to see if you pass muster in the field.

Hawk gives them a nod. Duke and rip nod back with pride.

HEAVY DUTY

YO JOE! Welcome aboard, boyz!

INT. HALLWAY - NIGHT

Ana, Storm Shadow and the Neo-Vipers creep down the hallway. Two GI JOE GUARDS come around a corner, before they can even react, Storm Shadow practically cuts them in two with his Katana sword. Ana Directs them down another hallway.

INT. HAWK'S STATEROOM - NIGHT

A DOOR reads, "General Hawk". Cover Girl walks up and knocks. As she waits, we see a SHADOW moving behind her. Hawk opens the door. She hands him her POWERBOOK and a STYLUS.

COVER GIRL
Sorry to disturb you, general.

HAWK
That's all right, Cover Girl. What
am I signing now?

Cover Girl GASPS, a KATANA BLADE piercing out through her chest. She drops lifelessly, revealing Storm Shadow behind her. Hawk grabs a PISTOL, but Storm Shadow flashes his two swords. One slices the barrel of the pistol clean off, the other buries itself in Hawk's gut. Hawk collapses. Ana steps forward and rips the General's SECURITY BADGE off his jacket. Hawk's eyes follow them as they leave. He glances at a RED BUTTON under his desk and struggles to reach it, giving everything he's got, until he finally hits the button.

INT. BARRACKS - NIGHT

A KLAXON BLARES. Duke, Ripcord and all the Joes leap up.

DUKE
The warheads.

They all rush out of the doors. Breaker stops to change a chess piece on the board before racing out.

INT. MAIN VAULT - NIGHT

Ana swipes Hawk's SECURITY BADGE across the lock of the VAULT DOOR. It opens.

The weapons case sits on a table. She opens the case to check that the four warheads are inside, they shine on her glasses.

INT. MAIN VAULT - MOMENTS LATER

Duke and Ripcord reach the main vault, armed only with their pistols. They find the INNER VAULT DOOR ajar. They approach, pushing back the door to discover that the place is empty and the weapons case is gone.

DUKE
They can't be far.

INT. URBAN AREA - NIGHT

Some of the Neo-Vipers now reach the MOLE PODS and begin prepping them for escape. BOOM! A GRENADE slams into them, killing them and destroying the pods. It's Heavy Duty with his "MPL". Ana enters the room and quick-draws her PULSE PISTOL and blasts away. Heavy Duty dives behind cover, which is blown away, knocking him out cold.

Storm Shadow examines the ruined MOLE PODS, glancing around, his eyes falling on a pair of "ARCLIGHT" JET PACKS mounted on a wall rack nearby. Storm Shadow strides to the nearest one and puts it on. Ana heads after him, still carrying the case. Suddenly, Duke and Ripcord rush up behind them, guns raised.

DUKE

Put the case down, Ana,

Rip trains his gun on Storm Shadow.

RIPCORD

And you get out of that...thing.

Stalemate. Storm Shadow doesn't move. Ana turns and looks at Duke. Sets the case down, her voice is gentle.

ANA

Fine. Done.

Then she takes a step toward Duke.

DUKE

Stop, Ana. Stop right there.

But she doesn't. She just keeps slowly moving toward him.

ANA

You can't shoot me, can you?

DUKE

I will if I have to.

ANA

Deep down, you're still the same man I fell in love with.

DUKE

Don't force this, Ana.

ANA

What *could have been*, right, Duke?
You beside your best man. Me
walking down the aisle.

RIPCORD

Don't listen to her, Duke.
(a thought)
Was I really going to be your best
man?

DUKE

(cocking the pistol)
Don't make me do this god-damnit!

ANA

"Don't make me do this?" A
recurring theme in your life, right
Duke?

She takes another step. Duke levels his pistol right at her forehead. Storm Shadow flinches. Duke gives him a glance.

DUKE

Move and I'll blow her away.
(to Ripcord)
Get the briefcase.

Ana takes another step forward, daring Duke to pull the trigger. Ripcord, gun drawn and fixed on Storm Shadow, moves slowly forward to retrieve the briefcase. Ana is now an inch from the extended barrel. Ana and Duke are close enough to feel each other's breath. Their eyes lock.

ANA

Do it, Duke. ...You already killed
me once.

And in Duke's eyes we see him falter, just a bit. Ripcord passes Ana, and with lightning quick hand she slaps at Duke's pistol. AN ERRANT SHOT GOES OFF. Storm Shadow lunges at Ripcord, SLICING his pistol in half with one sword and about to kill him with the other.

When suddenly, Snake-Eyes lunges INTO FRAME. CLANG! Snake-Eyes' KATANA BLADE saves Ripcord's life by a half inch.

The rest of the Neo-Vipers arrive and immediately open fire, pinning both Duke and Ripcord down. All hell breaks loose. Snake-Eyes and Storm Shadow lunge at one another, swords flashing at impossible speeds, then they lock swords. Face-to-face, staring hard into each other's eyes.

Snake-Eyes glances at Storm Shadow's right forearm, spotting the same RED MARKINGS of his ninja clan underneath his suit sleeve. This shocks the hell out of Snake-Eyes. Storm Shadow smiles.

STORM SHADOW
(cynical)
Hello brother.

Snake-Eyes looks shocked. Storm Shadow uses the moment to elbow him in the face, knocking him hard to the ground. Ana grabs the weapons case as Scarlett rushes in, aiming her CROSSBOW PISTOL.

SCARLETT
I believe you've got my luggage.

Ana stares at Scarlett, then quick-draws a PULSE PISTOL. Her shot tears the CROSSBOW PISTOL out of Scarlett's hands. Ana's got her dead-to-rights until Scarlett triggers her CAMO-SUIT, melting into nothing right in front of Ana.

Ana doesn't spot the RIPPLES OF AIR around her until she's stuck hard. The case goes flying. Another SMACK and her pistol is knocked free. Ana grabs a second pistol, but that's just as quickly twisted out of her grasp and dropped. Ana fights the invisible Scarlett as best she can, but Scarlett lands several unseen blows on her.

Ripcord and Duke take out a pair of Neo-Vipers. Storm Shadow climbs back into the Arclight. Looking at Ana as she falls near a vehicle on the blocks. Ana grabs an OIL PAN and flings the oil, which sprays over everything, including Scarlett, making her visible. Ana leaps on Scarlett, knocks her to the ground and angrily begins to choke the life out of her.

Storm Shadow ignites the Arclight which jumps into the air, powered by an arc of blue light shooting out of its engine pack. He quickly swoops towards the two women and grabs Ana by her arm, pulling her along. Ana grabs the weapons case and they soar up out of the motor pool and over the landing pad. The battle raging below them.

Ripcord and Duke fire after them, but they vanish up into the next level. Heavy Duty, now back in action, takes out the last of the Neo-Vipers. Snake-Eyes checks on Scarlett who's nursing her neck.

INT. ENTRANCE - NIGHT

Ana climbs to Storm Shadow as the rocket up to the SECURITY ROOM WINDOW and BLAST it out of their way. SHATTER CITY.

INT. SECURITY ROOM - THE PIT - NIGHT

They fly into the security room and quickly dispatch the few technicians still alive. Ana hits the large switch on the console and the huge door begins to spiral open. She jumps back into Storm Shadow's arms and they blast back out--

EXT. ENTRANCE - THE PIT - NIGHT

--and fly up through the hole where their Typhoon gunship rockets up. They fly in through a door as four Joe ANTI-AIRCRAFT TURRETS spring out of the sand, firing away at the Typhoon as it speeds away into the dark desert night...

EXT. WASHINGTON D.C. - DAWN

Dawn light shimmers across the reflecting pool, the Lincoln Memorial, the Washington Monument.

SUPER: WASHINGTON D.C.

INT. WHITE HOUSE CORRIDOR - DAWN

The AMERICAN PRESIDENT quickly but quietly closes the door to his bedroom, throwing on a robe, he charges down a corridor, trailed by his STAFF and BODYGUARDS. One of the staffers hands the President a report which he skims through.

PRESIDENT

How many warheads?

STAFFER #1

Four, Mr. President.

PRESIDENT

Any threats? Any demands?

STAFFER #1

None so far, sir.

STAFFER #2

We take this to mean the terrorists are unfocused, no clear goals.

The President stops, glancing gravely back at his staff.

PRESIDENT

No, ...it means they're going to use them.

INT. MCCULLEN'S OFFICE - DESTRO HEADQUARTERS - DAY

McCullen gazes at the IRON MASK we saw on his ancestor in the opening. Ana and Storm Shadow watch on dual HOLO-PROJECTORS.

MCCULLEN
This belonged to an old ancestor of mine. He was caught selling arms to both sides. They forced him to wear it the rest of his life.

ANA
Why do you keep at it?

MCCULLEN
So that I never forget the most important rule in dealing arms.

STORM SHADOW
Never sell to both sides?

MCCULLEN
Never get caught.

McCullen carefully puts the mask back in its case.

MCCULLEN (CONT'D)
Take the warheads to Paris. Have them weaponized. Then I want you to test one.

ANA
Test one?

MCCULLEN
I don't want you leaving Paris until you're sure that they work, that they've been properly weaponized.
(smiles)
We'll let CNN show everyone how well they perform.
(loses the smile)
I want them to fear me.

STORM SHADOW
It will be done.

MCCULLEN
I have a target in mind, one the french will never forget.
(MORE)

MCCULLEN (CONT'D)
As I have never forgotten what the
French did to Clan McCullen.

INT. OPERATING CHAMBER - DAY

In the shadowy operating chamber, the Doctor approaches Zartan who sits on a gurney, scanning his PDA. Dozens of SMART ROBOTS warm up as the Doctor flicks on switches.

THE DOCTOR
Are you ready, Mr. Zartan?

ZARTAN
This is going to be the achievement
of a lifetime.

THE DOCTOR
For you and me both.

ZARTAN
Eighteen months of studying the
subject, learning the mannerisms,
adopting his eating habits, losing
sixty percent of my muscle mas...

THE DOCTOR
Your commitment has been inspiring.

McCullen enters.

MCCULLEN
Gentlemen. About to get under way?

Zartan raises his PDA.

ZARTAN
Once the ledgers are all square.

MCCULLEN
Check your account.

Zartan checks the PDA. McCullen shakes his head.

MCCULLEN (CONT'D)
It's always about the money.

ZARTAN
It's a useful tool. You should
understand that. Ah! The transfer
just hit my account.

Zartan puts the PDA aside, leans back on the gurney and
CRACKS HIS KNUCKLES.

ZARTAN (CONT'D)

Let's do this.

The Doctor straps Zartan down, then starts the SMART ROBOTS which converge on Zartan, injecting his body with dozens of long needles. He remains conscious, not feeling any pain. WE ZOOM into a LARGE NEEDLE which OPENS an INCISION behind his right ear. The needle feeds thousands of tiny NANO-MITES into Zartan's head. Zartan's eyes bulge, he starts to SCREAM and fight his restraints as the nano-mites begin to reshape his appearance, reforming facial bones and changing the texture and elasticity of his skin and even changing the color of his eyes. The Doctor grins proudly. McCullen looks disturbed.

INT. URBAN AREA - THE PIT - DAY

Joes are busy cleaning up the mess. Snake-Eyes sits by himself, hasn't moved in several hours. A thousand yard stare in his eyes. AND WE FLASHBACK TO:

EXT. A DRIZZLING SAIGON ALLEY - NIGHT

A TEN YEAR OLD FRENCH ORPHAN BOY, cold from the rain and desperately hungry, scavenges for food in a garbage can, he looks up and notices a warm light coming from the other side of a wall and gate MARKED WITH RED CLAN MARKINGS.

INSIDE THE TEMPLE: Young Snake Eyes sneaks in through the Kitchen window and goes to a rice pot on the counter. As he takes a first bite, another young boy enters, we see the RED CLAN MARKINGS on his forearm, it's a young Storm Shadow, healthy, wealthy, and well fed.

YOUNG STORM SHADOW

Thief!

He picks up the KITCHEN KNIFE and tries to cut Young Snake-Eyes, who blocks the strike with the rice pot. They fight fiercely for two little kids, using all sorts of utensils and furniture. Snake-Eyes has desperate street skills, but Storm Shadow's classic training gives him the edge. He finally traps Snake-Eyes under his foot, a triumphant look on his face. He starts to choke Snake-Eyes with his foot.....

HARD MASTER (O.S.)

(Japanese, subtitled)

Enough! Storm Shadow!

A Ninja Master steps forward. Storm Shadow turns to him.

YOUNG STORM SHADOW
(Japanese, subtitled)
Father, he was stealing. We need to
call the magistrate.

HARD MASTER
(Japanese, subtitled)
He is hungry. We need to invite him
in and show him the way.

STORM SHADOW
He's a cur! A Frenchie!

HARD MASTER
He doesn't fight like one.

The two young warriors glare at one another.

HARD MASTER (CONT'D)
(Japanese, subtitled)
Now what shall be your clan name?

Snake-Eyes glares up at Storm Shadow, narrowing his eyes
furiously. Hard Master just smiles, *AH!*

AND WE FLASH BACK TO: Snake-Eyes in the motor pool, he stands
up and walk off...

INT. BARRACKS - NIGHT

Battered and bruised, Scarlett hurriedly enters the barracks.
Checks around to see that she's alone. Then she heads for a
mirror over one of the sinks, peeling back her collar to
check the CHOKE MARKS on her neck. Her hands are trembling.
She turns on the water and cleans her face with a WASH CLOTH.

Ripcord enters the barracks behind. Like Scarlett, he looks
around to see if he's alone. He catches Scarlett looking at
him in the mirror, as if he's unwanted. Then he notices the
choke marks. He is genuinely concerned.

RIPCORD
Jesus, you okay?

SCARLETT
I'm fine.

RIPCORD
You're not fine, let me look at
that.

SCARLETT

I looked at it, it's *fine*.

RIPCORD

Take it easy, just trying to help.

SCARLETT

I know what you're trying to do.

RIPCORD

And what is that exactly?

SCARLETT

I don't have time for this.

RIPCORD

You know, not *every* guy you meet is an asshole. You *do* know that, don't you?

Scarlett stops and returns to the sink, he ignores her, cleaning the blood off his face. She softens.

SCARLETT

It's not you, I... I didn't really want anyone to... see me in here.

RIPCORD

Why not?

SCARLETT

I don't know. All the people we lost last night. General Hawk... My neck is not that important.

RIPCORD

You almost *died*. You're allowed to be concerned.

SCARLETT

First fight I've lost since I was a kid. My father would be... he was my instructor.

RIPCORD

Think he's be disappointed.

SCARLETT

He taught me to *win*.

RIPCORD

I don't know how you teach anybody to win at everything every time.

(MORE)

RIPCORD (CONT'D)

But I do know you can teach someone
to get up when they get knocked
down.

Ripcord turn her gently in the mirror.

RIPCORD (CONT'D)

Look at you. Still here. Maybe *this*
is what he wanted you to learn.

Scarlett stares at her reflection briefly.

RIPCORD (CONT'D)

But of course, that would be an
emotional response, one that can't
be explained or quantified.

Ripcord turns and heads for the door. Scarlett watches him.

SCARLETT

We're not a couple. Snake-Eyes and
me. We're... close, he's like a
brother, but... we're not a couple.

Ripcord looks back at her, nods, then walks on out.

INT. MEDICAL RECOVERY WING - DAY

Hawk is hooked up to a LIFE SUPPORT MACHINE. Duke sits
nearby, his shoulder being bandaged by a Medical Officer. WE
PUSH IN ON Duke's eyes, staring into oblivion, AND FLASHBACK
CUT TO: HAWK'S FACE RIGHT AT CAMERA:

HAWK

Can you kill her?

And then WE FLASHBACK TO: Ana strangling Scarlett, a smile on
her face. Squeezing harder, harder. Pure evil.

DOCTOR (V.O.)

(prelap)

That ought to hold you.

INT. MEDICAL WING - DAY

Duke "comes to" as the Doctor finishes and walks away. Duke
takes a breath, looks to Hawk in his bed, then stands and
walks over. He stares down at Hawk, then, a promise--

DUKE

Graveyard dead.

INT. MEDICAL EXAMINATION ROOM - THE PIT - DAY

Duke, Ripcord, Scarlett, Snake-Eyes, and Heavy Duty stare at some next-gen computerized ultra-sound PHOTOSTATS of a dead Neo-Viper. Snake-Eyes points in question to an area.

SCARLETT

Nano-mites. I wrote my thesis on the theory behind them at Oxford. They've been surgically implanted behind the ear, all programmed to accomplish different tasks.

DUKE

Like what?

SCARLETT

Theoretically, the possibilities are endless. Increase their speed, agility, resilience. You program, they perform. That's the genius of nanotechnology, it can do pretty much whatever you want it to.

DUKE

Mind control?

SCARLETT

I don't see why not.

INT. CORRIDOR - THE PIT - DAY

Duke and Ripcord move with the others through a corridor.

DUKE

Their weaponry, financing, intel, it has to be McCullen. Doing an inside job on his own warheads.

SCARLETT

You may be right. Maybe he needed NATO to pay for his R D.

RIPCORN

The weapons case!

Everyone stops and looks at Ripcord like he's nuts.

RIPCORN (CONT'D)

Remember he had us open the case for him. Remember that?

SCARLETT
What about it?

RIPCORD
I'll bet that code he gave us like
re-activated the tracking beacon or
something.

Looks pass among the group, it starts to make sense.

DUKE
And who says you're not a thinker.

All of the sudden, Breaker rushes up to them, out of breath.

BREAKER
I think I found her...

INT. CONTROL ROOM - THE PIT - DAY

Breaker leads the group into the control room where a WEDDING
PHOTO OF ANA AND DeCobray is up on screen. Duke stares at the
photo, gazing at her face. Ripcord sees her and knows, too.

DUKE
Yeah, you found her all right.

BREAKER
Her name is Ana DeCobray now,
Baroness if you're feeling formal.

RIPCORD
Wow, she traded up, huh?
(off Duke's look)
I mean... financially.

DUKE
Who is he?

BREAKER
Baron DeCobray. Big shot French
scientist. Runs a lab in Paris.

SCARLETT
Lab?

Breaker call up an image of DeCobray standing in front of a
huge PARTICLE ACCELERATOR along with some other scientists.

BREAKER
Particle accelerator.

SCARLETT
They're gonna use him to weaponize
the warheads.

DUKE
That's where she's going.

HEAVY DUTY
Who likes croissants?

EXT. BLACK SKY - NIGHT

And then a lighted aircraft in the distance approaches at
Mach three. It's the Howler.

INT. THE HOWLER - NIGHT

The Joes are silent, eyes ahead. Scarlett shares a smile with
Ripcord, next to her, Across from them Duke watches, almost
smiles, then lays back his head and closes his eyes. AND WE
FLASHBACK TO:

EXT. JUNGLE VILLAGE - DAY

CAMERA PANS AROUND a village choked by thick jungle as
EXPLOSIONS erupt in SLO-MO and a BLACKHAWK circles, ROTORS
beating hypnotically, giving the images a dreamlike quality.

INT. BLACKHAWK HELICOPTER, DAWN - FLASHBACK

Duke, Ripcord, Rex, and the rest of an insertion team, sit
with their backs against the chopper walls.

DUKE
Per the briefing, we fast rope in,
form up and assault the main lab...
(a glance at Rex)
Rex--uh, ...the science officer,
stays back with Fireteam Alpha
until Bravo enters and secures the
building. Alpha holds the perimeter
while science officer secures the
WMDs. Five minutes before
extraction and the airstrike.

The squad nods.

Duke looks to Rex again. Rex is sweating, trying not to show
it. Duke hands him a piece of gum.

DUKE (CONT'D)
Double Bubble?

Rex takes it. Duke blows a bubble, smiles at Rex.

DUKE (CONT'D)
Always helps me. You good?

REX
(weak smile back)
Yeah...

They chew their gum.

EXT. JUNGLE VILLAGE - FLASHBACK - DAY

DOWN IN THE VILLAGE: Duke leads a frontal assault of the main building. They take fire from some GUARDS, but put them down. Other GUARDS flee. The way to the door is cleared. Duke gives hand signals along with his commands.

DUKE
Go, Bravo.

Bravo, a TWO-MAN fire team hit the door of the building. They disappear inside.

Rex, a kit bag over his shoulder and a .45 Colt ACP on his hip, waits in a crouch, Duke next to him puts a hand on his shoulder. Duke scans the treeline for any treats.

One of Bravo Team appears in the doorway and signals "ALL CLEAR." Duke double taps Rex on the shoulder.

DUKE (CONT'D)
You're good to go, Rex. You don't find it in four minutes, get out of there, because that house won't be standing in five. I already called for the air strike.

Rex nods. Duke gives him a smile. Rex takes off and runs low to the door, entering the house. Duke watches him go, then looks back to the jungle and hears the WHUMP of mortars. Duke takes one more look, Rex disappears safely inside, then the mortar rounds start to hit.

The ground is torn apart, dirt flying in the air, as Duke, Rip and the rest of the squad takes cover.

We catch glimpses of the enemy, lots of them, in the jungle, firing. Duke and Ripcord pop up and return fire.

RIPCORD
I've gotta level with ya!

DUKE
I hate it when you level with me.

RIPCORD
Gonna be a long five minutes.

Duke just grits his teeth and keeps firing. Then, in the distance, RUMBLING coming from the sonic roar of JETS.

RIPCORD (CONT'D)
I love that sound...

But then he looks to Duke, confusion on his face.

DUKE
No, no, no... It's too soon.

ANGLE ON: The F-16s in formation streaking toward them across the sky. Duke looks back at the main building.

DUKE (CONT'D)
Rex.

Duke runs for the building. Tracer fire and mortar explosions all around him. Then the whistle of a bunker buster. Duke dives and BOOM! The building is flattened by the bomb. Duke is tossed through the air like a rag doll. Lands hard, barely registers the pain, staggers up, bloody and ripped, stumbles toward the smoking. Flaming rubble that was the building.

The Blackhawk comes sweeping low, ready for extraction, the tracer fire and explosions intensify. Black smoke washes over Duke. Ripcord finds him in the debris.

RIPCORD
Blackhawk's waiting. Come on, we've got wounded! And incoming enemy! Lots of 'em!

DUKE
I can't.

RIPCORD
Nothing you can do. Come on...!

Gunfire bursts around them as Ripcord pulls Duke away from the ruins of the house.

INT. BLACKHAWK HELICOPTER - FLASHBACK

TIGHT ON Duke's haunted, soot-streaked face as his eyes take on a thousand-yard stare. AND WE CUT BACK TO THE PRESENT:

INT. HOWLER - NIGHT

Duke is wide awake, his eyes have on a thousand-yard stare...

EXT. PARIS - FRANCE - DAY

Paris by day, the Eiffel Tower in all her glory.

EXT. GUARD SHED - LABORATORY - DAY

Ana's SCARAB ATTACK TRUCK pulls up to a GUARD SHED outside a large building which is surrounded by an ELECTRIFIED FENCE. A SECURITY GUARD steps out of the shed and taps on the driver's window. The Neo-Viper behind the wheel lowers the BACKSEAT WINDOW, revealing Ana and Storm Shadow in the back. The guard smiles at Ana. They speak in French, subtitled.

SECURITY GUARD

Good Morning. Baroness.

ANA

Good morning. Gene. My husband's expecting me.

SECURITY GUARD

Absolument.

The Security Guard opens the ELECTRONIC GATE and the Scarab drives up to the building.

INT. FOYER - LABORATORY - DAY

Two SECURITY GUARDS look up from their desks as Ana and Storm Shadow stride through the DOORS with two Neo-Vipers. Storm Shadow throws something. Both guards fall dead. THROWING STARS in their heads. The Neo-Vipers steal behind the desk, throw a switch, open a LOCKED DOOR for Ana and Storm Shadow.

INT. PARTICLE ACCELERATOR CHAMBER - LABORATORY - DAY

Ana and Storm Shadow enter a colossal chamber which is all but consumed by the PARTICLE ACCELERATOR.

LAB TECHNICIANS swarm all over it, taking readings and making adjustments, under the eyes of DeCobray who sits at a control station surrounded by monitors. Ana gives the weapons case to Storm Shadow who hangs back as she walks up to her husband.

DECOBRAY

Ana...?

ANA

I need you to do something for me
and I don't have much time.

DECOBRAY

(sees Storm Shadow)

Who is this?

She beckons Storm Shadow who sets the weapons case down on DeCobray's desk, opening it up to reveal the four NANOTECH WARHEADS and their launchers. DeCobray stares, bewildered.

DECOBRAY (CONT'D)

I don't understand...what are these
things? What's going on?

ANA

They're warheads, dear. And I need
you to weaponize them for me...
(looking around)
...or we'll kill everyone in here.

DeCobray stares at her, shocked. He looks at Storm Shadow who removes a GLOCK PISTOL from his belt and shoots a TECHNICIAN. Chaos erupts. DeCobray shouts to the room, calming the others somewhat. He stares at Ana and Storm Shadow, terrified.

DECOBRAY

This is a civilian laboratory. We
don't have the correct programming
protocols for weaponizing...

ANA

The protocols are in the case.
(he hesitates)
I told you, I don't have much time.

DeCobray reluctantly takes the weapons case.

EXT. BRAWLER - CITY STREETS - DAY

A BRAWLER charges through the streets. On the outside it looks like your Uncle's R.V, but inside it's all next-gen.

INT. BRAWLER - LABORATORY - DAY

Heavy Duty drives the Brawler while Breaker mans a hi-tech terminal next to him. In the back, Snake-Eyes loads his guns while Scarlett, Duke, and Ripcord put on ACCELERATOR SUITS.

SCARLETT

Heavy D and Breaker will stay in the Brawler, watch our back. The rest of us will break into the lab with the accelerator suits. Once the warheads are weaponized, they'll be extremely volatile. We can't afford to let any of them go off inside the city.

Ripcord looks at Snake-Eyes.

RIPCORD

What about you? Don't you get a suit?

Snake-Eyes just looks at him, "Are you kidding me?"

SCARLETT

He doesn't need one.

INT. PARTICLE ACCELERATOR CHAMBER - LABORATORY - DAY

A TREMENDOUS WHINE echoes through the chamber as the particle accelerator come to life, HUMMING evenly. Storm Shadow backs up a little. Ana glances at him. He shrugs, *what?* Technicians quickly finish up and back away from the accelerator.

DECOBRAY

Firing.

DeCobray hits a switch. The PARTICLE ACCELERATOR charges and begins hurling atoms through miles and miles of underground tunnels. Inside the accelerator, the four warheads begin to spin in a GLASS VACUUM CHAMBER -- then, as the power grows, they begin to rise, each one hovering as they spin.

Ana and Storm Shadow watch with mild curiosity as the noise inside the chamber builds. The atoms catapulting faster and faster through the tunnels, bombarding the warheads again and again. Until finally, a LOUD BOOM rings out. And the warheads slowly sink back down and stop spinning.

DeCobray keys another button and the GLASS VACUUM CHAMBER emerges from the accelerator.

Technicians open the chamber and very carefully remove the warheads, returning them to their case. Storm Shadow locks the case and picks it up.

DECOBRAY (CONT'D)
Careful...they're alive.

ANA
Thank you, Leon.

DECOBRAY
I think I have never seen the face
of evil until I looked at you now.

Ana looks at him and falters, something in his words piercing her hard veneer. She feels Storm Shadow watching her and with a flick of her eyes, the walls go up again. She drop a SEALED ENVELOPE on DeCobray's desk and heads for the door.

ANA
Adieu.

DeCobray watches her go, then opens the envelope. We see the LARGE HEADER printed on the first page: "ACCORD DE DIVORCE".

INT./EXT. BRAWLER - LABORATORY - DAY

The Brawler races up towards the lab, they see it out their forward windows.

HEAVY DUTY
There it is.

INT./EXT. SCARAB - DAY

Ana and Storm Shadow emerge from the lab and climb into the back of the Scarab as the two Neo-Vipers climb in the front.

INT. FOYER - DAY

DeCobray stumbles out to the foyer, finds the two Security Guards dead, and quickly picks up a phone.

EXT. GUARD SHED - DAY

The Security Guard in the guard shed puts down his phone and glances at the oncoming Scarab just as a Neo-Viper leans out with his PULSE RIFLE and blasts the whole shed to pieces. The Scarab crashes right out the gate.

INT./EXT. BRAWLER/SCARAB - DAY

At the same time, the Brawler reaches the laboratory and there's a split second where both sides see each other in their windows. Duke and Ana lock eyes. Snake-Eyes and Storm Shadow do the same.

BREAKER

That's them!

Snake-Eyes is already moving, lunging out a SIDE DOOR onto the street as the Brawler still moves, running right at the Scarab which turns to get away. Scarlett immediately follows him out, landing in a roll with her accelerator suit.

Ana leans out of her window and fires her PULSE PISTOLS at the Brawler, keeping Duke and Rip inside. Then she fires at Snake-Eyes and Scarlett. Snake-Eyes dives, but the blasts nail Scarlett. She crashes hard. Snake-Eyes glances at her.

SCARLETT

Keep going!

With that, he leaps after the Scarab, just grabbing the back of the vehicle as it tears away. The Brawler stops right next to Scarlett, out of breath, her accelerator suit FRITZING.

SCARLETT (CONT'D)

(to Duke and Ripcord)

Don't worry about me, go and help Snake-Eyes!

Duke doesn't need to be told twice. He leaps out and runs after the Scarab. Rips starts to follow, Breaker grabs him.

BREAKER

Careful. They're worth millions of dollars...each.

RIPCORD

Millions of dollars, got it.

He promptly trips and crashes to the pavement. Picks himself up. Gets hit by a car. Picks himself up again.

RIPCORD (CONT'D)

(to Driver)

Sorry! Excusez moi!

(to a stunned Breaker)

Won't happen again.

Then Rip hauls-ass after Duke.

INT./EXT. SCARAB - CITY STREETS - DAY

An ACCORDIAN BUS passes casually through an intersection. All of a sudden, the Scarab bursts through it, ripping it in two and barrelling on down the busy street. Snake-Eyes is still barely clinging to the back.

INT./EXT. BRAWLER - CITY STREETS - DAY

Breaker watches the two halves of the bus whirl around on his SATELLITE VIEW as Heavy Duty drives through the city streets.

BREAKER

Christ, they just shot right
through a bus!

EXT. ACCELERATOR SUITS - CITY STREETS - DAY

Duke and Rip charge after the Scarab. Their speedometers reading 15mph...then 30mph...then 40mph. they leap over and around speeding cars and trucks.

INT./EXT. SCARAB - CITY STREETS - DAY

The Scarab smashes through any vehicle in its path, leaving a trail of destruction for Duke and Ripcord to leap over or dart around in their suits. Ana and Storm Shadow hear Snake-Eyes on the roof and drop their windows and lean out and shoot at him. But Snake-Eyes quickly clambers down the side of the vehicle, escaping their shots by disappearing beneath the undercarriage.

And that's when Ana sees Duke and Rip following. She sits back down inside and keys a button on a console.

SIDE PANELS slide open on the outside of the Scarab to reveal two MISSILES, one on each side. They fire.

The MISSILES streak back towards Duke and Ripcord. No time to get out of the way, they dive and roll in various directions, extreme kinetic energy hurling them forward. The two missiles whip between them and detonate, one on a PARKING OFFICER'S CAR and the other on a BILLBOARD. The EXPLOSION from the car knocks them down. The Scarab tears away around a corner.

INT./EXT. BRAWLER - CITY STREETS - DAY

They see Snake-Eyes on their monitors in the Brawler.

BREAKER

They're turning the corner. Go
through that building at 6 o'clock!

EXT. ACCELERATOR SUITS - CITY STREETS - DAY

Duke and Ripcord see the building in front of them.

RIPCORN

There's no door!

BREAKER'S VOICE

Make one!

Duke charges directly at the building. Ripcord reluctantly following as Duke smashes through the wall into...

INT. COCKTAIL LOUNGE - PARIS - DAY

A crowded bar. Neither of them slow for a second. Duke bolts through. Rip grabs a MARTINI, opens his visor, downs the drink, then places the empty glass on the tray of a stunned waitress. Behind her a sign reads: "DRINK RESPONSIBLY". Duke and Ripcord SMASH through the opposite wall...

EXT. ACCELERATOR SUITS - CITY STREETS - DAY

...back out onto the city streets where they turn and level their WRIST-MOUNTED ROCKETS at...*nothing*. A puzzling beat.

And then the Scarab thunders up behind them at full speed. Ripcord dives out of the way just in time. Duke has no such luck. He spins and catches the FRONT GRILL, digging his feet into the road in an attempt to slow the Scarab down. But the Scarab now angles towards a busy intersection, threatening to crush DUKE in the criss-crossing traffic.

Duke throws himself onto the hood just as an SUV CRASHES into the front grill and is chucked away like so much garbage. Duke tumbles up onto the roof. A PULSE CANNON pops up. Duke dives off the back as the weapon fires. He tumbles to the pavement as Ripcord speeds up to him, firing his WRIST-MOUNTED ROCKETS at the Scarab. Duke fires with him.

INT./EXT. SCARAB - CITY STREETS - DAY

Their rockets nail the Scarab and knock out the PULSE CANNON.
BOOM! But its armor saves the vehicle.

INSIDE: Storm Shadow and Ana are knocked around. Storm
Shadow pops a hatch and grabs one of their own ACCELERATOR
SUITS. Hands it to Ana.

STORM SHADOW
Mr. McCullen would be quite unhappy
if I let you die.

Ana quickly and nervously starts to buckle in.

ANA
How thoughtful.

INT. BRAWLER - DAY

On the monitors, Scarlett and Breaker watch the Scarab via
Snake-Eyes speeding through the streets.

SCARLETT
Look at the moves they're making,
they're heading somewhere.

Breaker widens the map, plotting a route.

BREAKER
This's their route from the lab.

On the screen, they see the lab, the current position of the
Scarab, and what lies just ahead...the Eiffel Tower.

SCARLETT
(realizing)
Metal... Oh God...

EXT. SCARAB/STREETS - DAY

Snake-Eyes is now desperately clinging to the undercarriage.
Duke and Rip are catching up behind him.

SCARLETT'S VOICE
Guys, you have to stop them.

DUKE
Yeah, we're working on it.

SCARLETT'S VOICE

I mean right now. They're going to detonate one of the warheads on the Eiffel Tower.

Ripcord glances up and sees the Eiffel Tower looming up fast.

RIPCORD

Oh, man...

Under the Scarab, Snake-Eyes pulls out his GLOCK PISTOL and fires into the unprotected insides of the FRONT TIRES, which promptly rip to shreds. The Neo-Viper loses control of the vehicle, SMASHES through a GUARD ARM onto train tracks. Snake-Eyes sees something, lets go, rolls free and crashes into garbage cans just as a METRO TRAIN barrels into the Scarab, which LAUNCHES into the air, hood-over-tailpipe.

Duke and Ripcord are running too fast to stop. Duke manages to leap into the air, his boots barely scraping the top of the train while Ripcord covers his face with his hands and PLUNGES headlong into a window on the side of the train...

INT. METRO-RAIL TRAIN - DAY

...flying across the aisle, whipping past a group of stunned morning COMMUTERS, and smashing out through the far window...

EXT. CITY STREETS - DAY

The Scarab, Duke and Rip all CRASH HARD to the pavement and tumble. Sparks and flame and flying metal everywhere. Duke and Rip finally stop tumbling, a hundred yards away from the wreck of the Scarab.

INT./EXT. BRAWLER - CITY STREETS - DAY

Scarlett, Heavy Duty and Breaker see this on their monitors.

HEAVY DUTY/BREAKER

Holy shit...

SCARLETT

(cringing)

You guys okay?

EXT. RAILWAY CROSSING - CITY STREETS - DAY

Duke and Ripcord's visors lift, both looking a bit wigged.

DUKE
What happened to you?

RIPCORD
I went through the train. What happened to you?

DUKE
I jumped over it.

RIPCORD
You can *do* that?

DUKE
Yeah, you didn't know?

INSIDE THE SCARAB: We see the Neo-Vipers are dead. Storm Shadow is incredibly beat and bloody, but Ana is just fine in her red Accelerator Suit. Storm Shadow grabs the weapons case and he and Ana leap out.

Duke and Ripcord pick themselves up while Snake-Eyes crawls out of the TRASH CANS nearby. They see Storm Shadow and Ana emerge from the Scarab and hurry off towards the tower.

DUKE (CONT'D)
C'mon!

Snake-Eyes follows Duke and Ripcord, charging after them.

EXT. EIFFEL TOWER - DAY

HUNDREDS OF TOURISTS swarm around the south base of the tower to buy their tickets and start their tours. Storm Shadow and Ana burst through them, slamming past SECURITY GUARDS as they bound onto the stairs. People scream at the sight of Ana.

Duke and Ripcord arrive seconds later, rushing up in their Accelerator Suits like beings from another world. They spot Ana and Storm Shadow on the stairs and hurry after them. The Security Guards draw their pistols and start SHOOTING at Duke and Ripcord. The BULLETS ping off their suits.

RIPCORD
(to Duke)
How do you say "we're the good guys" in French?

Meanwhile, Snake-Eyes evades all the chaos by leaping up under the south base, scaling the iron lattice like a monkey.

ON THE FIRST FLOOR: Ana and Storm Shadow crest the stairs and rudely push through the crowd to the stairway on the opposite side of the floor. Another SECURITY GUARD draws a gun on them but Storm Shadow snatches the weapon out of the man's hands, swatting him with the butt, all without missing a step. The crowd panics and runs screaming for the stairs--

--where Duke and Ripcord are struggling to catch up. The avalanche of tourists slows their progress. Underneath the stairway, however, Snake-Eyes continues to climb fast without a safety net. He makes it to the first floor and races after Ana and Storm Shadow.

ON THE GROUND: The Brawler screeches up. Scarlett's first out with Breaker and Heavy Duty behind her. All of them carrying weapons. The Security Guards instantly go on the defensive as they hurry up to the stairway. Guns go up. Scarlett speaks to them urgently in French.

SCARLETT

(French, subtitled)

Don't shoot! We're a special anti-terrorist unit! There's a bomb up there!

POLICE CARS are now rushing up behind them.

ON THE SECOND FLOOR: Ana and Storm Shadow speed over to the main tower ELEVATOR and barge their way inside. Storm Shadow hurls the ELEVATOR OPERATOR out as Ana opens the weapons case and removes one of the NANOTECH WARHEADS and its KILL SWITCH.

Through the stunned crowd, they see Snake-Eyes reach the top of the stairs behind. Ana rolls the warhead towards him while Storm Shadow lines up on him with the Security Guard's pistol as if to shoot him. Snake-Eyes glares defiantly at Storm Shadow who just grins and lowers his gun at the warhead.

A SINGLE SHOT AND THE WARHEAD EXPLODES. Snake-Eyes recoils.

ON THE GROUND: Everyone hears the warhead detonate.

ON THE FIRST FLOOR: Duke and Ripcord freeze.

ON THE SECOND FLOOR: A BURST OF NANO-MITES spreads out in all directions. Storm Shadow closes the ELEVATOR DOORS and hits a button for the top. The elevator races upwards as everything else gets eaten by the ravenous NANO-MITES. The floor begins to disappear. Tourists stampede towards the stairs. A LITTLE GIRL is thrown from her MOTHER'S GRIP. The mother screams out for her child as the girl goes over the railing.

ON THE FIRST FLOOR: a hundred feet up, Duke and Rip see her coming. Ripcord swings out and catches the girl just in time. Above them, the tower is dissolving before their eyes. Duke sees Snake-Eyes being pushed down the stairs by the tourists. He leaps up onto the iron lattice.

RIPCORD
Where you going?

DUKE
Each warhead has a kill switch.

RIPCORD
It's too late! We gotta get off
this thing!

DUKE
Those nano-mites will level the
entire city!

Duke climbs up the side of the tower with his Accelerator Suit. Rip things about following, but then looks at the little girl in his arms, who smiles and hugs him. Snake-Eyes grabs him and they join the flow of people down the stairs. The NANO-MITES chasing them close behind. Below them, Scarlett, Breaker, and Heavy Duty are helping the police evacuate the Tower.

INSIDE THE ELEVATOR: Ana and Storm Shadow race to the top.

ANA
(into mike)
Be ready to pick up in thirty
seconds.

IN THE SKIES: The Typhoon gunship rockets towards the top of the disintegrating Eiffel Tower, its SIDE DOOR opening.

ON THE TOWER: Duke scales the tower, the NANO-MITES chasing him up. His eyes on the elevator as it reaches the top deck just above him. The Typhoon fires a blast of its CONCUSSION CANNONS at Duke, knocking him off the tower. He falls, but manages to catch the tower just below, the NANO-MITES almost on top of him now. The climbs even faster.

ON THE TOP DECK: The elevator arrives. Ana and Storm Shadow calmly walk out and climb the railing as the Typhoon hovers up beside them. Below them, Duke sees them board. The tower groans and wobbles. It's a long way down. Time has run out. Ana and Storm Shadow jump into the Typhoon.

With the NANO-MITES at his heels, Duke clambers up and jumps up off the side of the Tower, sailing up through the air and latching onto the SIDE DOOR of the Typhoon.

IN THE TYPHOON: The gunship rocks with his sudden weight. Ana and Storm Shadow almost lose their footing. Duke springs inside. He smacks Storm Shadow down and grabs the KILL SWITCH from Ana, pressing the trigger.

Immediately, the NANO-MITES pulse with light and fall to the ground around the Eiffel Tower.

The Tower groans, half-eaten, then topples over on its side. Ripcord and Snake-Eyes scurry out of the way as it crashes down onto the Seine, sending up an enormous explosion of water. The shock on the faces of everyone around reverberates through the entire Joe team. Ripcord keeps his eyes on the Typhoon as it pulls away. Breaker suddenly gets an idea.

BREAKER

Come on!

He hauls-ass.

INT. TYPHOON - DAY

Ana looks at Duke, a pursed smile on her lips.

ANA

You just saved Paris.

Storm Shadow is not happy at all, he TASERS Duke, who drops hard to the floor of the Typhoon.

EXT. STREET - DAY

A crowd has gathered around the crashed Scarab. Heavy Duty yanks one of the dead Neo-Vipers out. Breaker yanks off the guy's HELMET then removes a needle-like PORT PLUG from his SURVEILLANCE SUIT. Scarlett moves into position to help him. Ripcord kneels down.

RIPCORD

What are you doing?

BREAKER

Plugging into his cerebral cortex.

With a SICKENING CRUNCH, Breaker plunges the needle into the top of the Neo-Viper's head. Ripcord winces at the sight.

SCARLETT

The brain survives for a couple of minutes after death. We can read his most recent memories.

RIPCORD

Can you find Duke?

BREAKER

If this guy remembers the way home we can.

INSERT: A FLASH OF MEMORIES appearing on Breaker's HUD. Duke shooting him in the face, racing along the highway, driving the ARMORED CAR. As the images continue, we PUSH IN on the Neo-Viper's open eyes and CUT TO:

INT. CONTROL ROOM - MARS HEADQUARTERS - DAY

McCullen watching Breaker and Ripcord through the dead Neo-Viper's eyes on a screen. He turns to the Doctor urgently.

MCCULLEN

Destroy that unit immediately.

The Doctor removes his PDA and taps a key to draw up the Neo-Viper's file. He clicks a button that reads "TERMINATE".

EXT. CITY STREETS - DAY

Instantly, the Neo-Viper's body snaps rigid and begins to shake. Everyone gets a shock. Backing up.

HEAVY DUTY

He's still alive!

SCARLETT

He's not alive.

HEAVY DUTY

You ever seen a dead guy do that?

SCARLETT

They activated a self-destruct.

The Neo-Viper's body starts to decay before them. Thousands of NANO-MITES literally eating away at his flesh and bones.

BREAKER

Nano-mites!

RIPCORD
They're eating him!

SCARLETT
Hurry, Breaker!

But the NANO-MITES are too fast. The Neo-Viper's legs are now gone. His chest and arms next. Breaker rapidly scans through the MEMORY FLASHES. But now the NANO-MITES consume his head.

BREAKER
NOO!

INT. CONTROL ROOM - MARS HEADQUARTERS - DAY

McCullen watches Breaker's frantic face suddenly disappear on his screen. He gives the Doctor a smile.

EXT. STREET - DAY

Breaker looks crestfallen at the empty Neo-Viper suit in his arms. Ripcord kneels beside him, stunned and bereft.

RIPCORD
You did the best you could.

BREAKER
Relax, I got it.

RIPCORD
You got it?
(confused)
Well, what was the "NOO!" for?

BREAKER
That was for McCullen.

There is the sound of weapons being raised. The team looks to see they are surrounded by FRENCH POLICE and PARATROOPERS.

FRENCH SWAT CAPTAIN
(in French)
Put your hands in the air!

The Joes trade looks, shrug and raise their hands.

RIPCORD
(under his breath)
We don't have time for this.

SCARLETT

It's against orders to engage with friendly forces.

RIPCORD

The only friendly force I care about is Duke.

Ripcord suddenly SPRAYS a burst of gunfire over the French Forces' heads. Some hit the deck. Ripcord charges forward, crashes through the French line. A DOZEN PARATROOPERS manage to grab him, and though he fights, they take him down hard.

AND WE SMASH CUT TO: A FRENCH POLICE HOLDING CELL - DUSK

The Joes sit alone on benches. Heavy Duty stares at Ripcord, who bears some bruises from the fight.

HEAVY DUTY

Nice.

SCARLETT

It's not his fault. He's just... emotional.

Scarlett and Rip share a look. On the other side of the bars a French Detective curiously examines Breaker's SURVEILLANCE SUIT on a desk. Breaker jumps up to the bars.

BREAKER

Please, monsieur... please, don't touch that. It's very... Okay, he's touching it. Sir. Sir, please!

RIPCORD

How do you say "lawyer" in French?

BREAKER

If we could get on a computer we might be able to input the partial longitude and latitude, and the images we downloaded from that Viper, figure out their location--

HEAVY DUTY

(to Ripcord)

It'll be a military tribunal. And when they're done with us, we won't need a lawyer. We'll need diapers.

RIPCORD

(to himself)

Think, think, think....

(to the Joes)

At some point they gotta feed us or
take us out for the interrogation.
When they do I'll jump the lead
Guard. Heavy, you go for his
weapon and--

BREAKER

--Start an international incident.

RIPCORD

I'm not gonna just sit here!

BREAKER

This is bigger than Duke.

RIPCORD

What if it was one of you? What if
they had Heavy or Scarlett, what
would you do?

The Joes trade looks - rock and a hard place.

RIPCORD (CONT'D)

We're not doing Duke a damned bit
of good sitting here. If it was
reversed, Duke would be kicking
down every door between here and
the freakin' moon 'til he found me.

SCARLETT

And we'll do the same for him as
soon as we get out of here.

She has a thought and turns to Breaker.

SCARLETT (CONT'D)

Partial? You said *partial* latitude
and longitude.

BREAKER

We only got the one coordinate-- 90
degrees, then the image went to
snow.

SCARLETT

Maybe it was the whole coordinate,
just 90 degrees latitude.

(they all look at her)

(MORE)

SCARLETT (CONT'D)

Before the image went to
snow,...it's the polar ice cap.

RIP'S DOG TAGS hit the floor and slide to his feet. The Joes all look up to see several POLICE OFFICIALS looking at them.

INT. HALLWAY - NIGHT

The Joes are led down a hallway.

RIPCORD

They did away with the guillotine,
right?

They arrive at a door. The door is opened to reveal a man in a wheelchair, back turned. When he spins around, it's Hawk.

BREAKER

General!

Hawk just shakes his head and sighs heavily.

INT. ROOM - LATER

The Joes sit around the General, mid-discussion.

HEAVY DUTY

How long before we're released?

HAWK

The French government is allowing
you to leave on the condition that
none of you ever return. Other
agencies will be handling this from
here on.

SCARLETT/RIPCORD

What?!

HAWK

The heads of state of every member
of GI JOE are recalling their
operatives. We are now considered
a rogue unit, uncontrollable. Shut
down. We're to report to
Washington for debriefing.

Hawk rolls his wheelchair to the door.

RIPCORD

That's it? They've got Duke!

Hawk stops his wheelchair, turns to them.

HAWK

I said you were to report to Washington. I didn't say when, or which route to take.

SCARLETT

Maybe a northern one.

Hawk smiles and wheels out the door.

EXT. NIGHT RAVEN - SKIES - DUSK

A NIGHT RAVEN rockets through the orange skies, SMASHING through the sound barrier with an ear-tingling SONIC BOOM.

INT. NIGHT RAVEN - SKIES - DUSK

Storm Shadow sits in a meditative state. Duke is shackled, hands bound, out of his ACCELERATOR SUIT. Ana steps out of the cockpit area and approaches him, nods to Storm Shadow.

ANA

He thinks I should kill you.

DUKE

Why don't you?

ANA

James wants to meet you in person.

DUKE

James?

ANA

Mr McCullen.

DUKE

Ana listen--

ANA

--Talk softly, or he'll tazer you again.

DUKE

(raises his bound hands)
Loosen these, he'll never taser anything again.

She taps the bonds on his wrists.

ANA

I should've thought of this before.

They almost share a smile.

DUKE

Let me get this straight. You're with McCullen. You're *married* to that Baron. And you *claim* you're still in love with me.

ANA

I'm a complex woman.

DUKE

Maybe you just don't know who you are anymore.

ANA

Who I was died long ago.

DUKE

No, this isn't you, I still see the person I loved behind your eyes.

Her eyes soften for a moment.

ANA

Tell me what she was like.

DUKE

She was smart, and funny. She was loyal as hell. She loved those she was close with, me, her brother...

(agonized pause)

I did my best. With Rex. I'm sorry. He was my responsibility. I should have... It's why I left, Ana. Why I couldn't be with you. You were in so much pain... I thought the sight of me just give you more.

She seems to be affected by this ever so slightly, then... a hard, cold look comes to her eyes, she shakes her head.

ANA

It doesn't matter now.

DUKE

No, it matters very much. We have the chance to make things right.

ANA

Nothing will ever be right again.

Duke stares at her, his heart ripped apart. WE PUSH IN ON the two of them and FLASHBACK TO:

EXT. CEMETERY - WASHINGTON D.C. - FLASHBACK - DAY

Rain is drizzling on a military cemetery. Ana sits alone, without family, without Duke, staring straight ahead as Rex's casket is lowered into the ground.

Parked on a nearby road is a lone car. Duke sits inside it, staring at the funeral in the distance. His face tells us the anguish he's living with. He pulls out and starts to drive away, the rain on the windshield BLURS AS WE DISSOLVE TO:

INT./EXT. NIGHT RAVEN - POLAR ICE CAP - NIGHT

The Night Raven zeroes down on a stretch of ice near a huge CAVE. A SET OF RUNWAY LIGHTS appear under the ice, guiding it in for a smooth landing. The cave swallows the plane whole.

INT. ICE CAVE - NIGHT

The Night Raven rolls to a stop inside the cave. The side door opens. Storm Shadow exits with the weapons case. Ana leads Duke out, two Neo-Vipers behind them. Storm Shadow clicks a hand held remote and a HIDDEN ICE WALL opens to reveal a HI-TECH DIVING BELL awaiting them. Duke uses the moment to lunge forward, grab the case and haul ass towards the cave door. Storm Shadow spins, Shurikan throwing stars in his hands. The Neo-Vipers whip up their pulse rifles.

ANA

NO! McCullen has plans for him!

Storm Shadow throws a star, it whistles across the cave and nails Duke in his shoulder, Duke goes down hard, staggers back up, but the Neo-Vipers are already on him, they start beating the living shit out of him. Ana jogs up.

ANA (CONT'D)

Enough!

Storm Shadow picks up the case and looks at Duke, face down, bloody and beaten.

STORM SHADOW
And what was your plan? Run three
thousand miles across the ice?

He rips his star out of Duke's shoulder. Duke sucks it up.

STORM SHADOW (CONT'D)
Stupid soldier.

Duke rolls over and stares up at them, breathing hard.

INT. SUBMARINE - NIGHT

Ripcord, Scarlett, Snake-Eyes, Heavy Duty and Breaker are in the conn tower of a next-gen submarine, going over a 3-D MAP of the polar ice cap.

HEAVY DUTY
That's a lotta ice.

RIPCORD
It's gonna be like trying to find
whale spit in the ocean.

Breaker sees a SMALL LIGHT flashing on his Ball-Eyepiece.

BREAKER
That's strange.

SCARLETT
What?

BREAKER
When they stole the weapons case, I
set my suit to scan for the tracker
beacon in case it came back on, and
it just came back on.

Ripcord just smiles.

RIPCORD
That's my boy.

EXT. ARCTIC OCEAN - NIGHT

The DIVING BELL comes shooting down out of a shaft in the bottom of the ice cap and rockets down towards the facility.

INT. DIVING BELL - NIGHT

As the diving bell descends, Duke stares at the facility out the portal. He is awed by the immense size of the place, he looks at Ana, proud of her office.

ANA

Certain work needs to be done away
from the public eye.

INT. ENTRY PORT - NIGHT

The diving bell entry port opens, guarded by two Neo-Vipers. McCullen stands waiting. His eyes first move to the weapons case in Storm Shadow's hands. Storm Shadow opens it and shows him the three remaining warheads. McCullen runs his fingers over them, then nods, Storm Shadow closes the case.

MCCULLEN

Take them to the drones. I want
them ready to launch in one hour.

STORM SHADOW

It will be done.

And only then does McCullen greet Ana.

MCCULLEN

My beautiful Lady of the Lake...

He kisses her. Ana kisses him back with slightly-feigned affection, her eyes open and on Duke. Duke stands there, impassive. McCullen finishes the kiss and turns to Duke.

MCCULLEN (CONT'D)

This bother you?

Duke says nothing, so McCullen steps closer.

MCCULLEN (CONT'D)

Isn't it funny, with the entire
balance of power in the world about
to shift, a couple of guys can
still have a stare down over who
gets the girl.

Duke takes the opportunity to HEAD BUTT McCullen. The Neo-Vipers instantly pummel Duke to the floor. McCullen wipes a small trickle of blood from his nose.

MCCULLEN (CONT'D)

The interesting thing about my Neo-Vipers is they still think the same thoughts they always did, they just can't act on them anymore. Instead, they do what I want. I imagine that must be very frustrating.

He gets right down in Duke's face.

MCCULLEN (CONT'D)

I'm going to make you very unhappy.

DUKE

(grit teeth)

I'm already happy.

McCullen glances at Ana, watching the display with conflicted eyes. McCullen heads for the door, beckoning the Neo-Vipers to make Duke follow him.

INT. CORRIDORS - NIGHT

Duke trails behind McCullen and Ana, flanked by Neo-Vipers.

DUKE

What're you gonna do with the warheads?

MCCULLEN

You take to your training well, that's good. Still trying to develop information. Still planning to escape and stope me. Moments from now, you'll see that won't ever happen.

DUKE

Then you won't mind telling me.

MCCULLEN

Isn't it clear? I'm a business man. I'm going to use them.

DUKE

Millions of people are gonna die if you launch those warheads. What is it you want, McCullen?

MCCULLEN

Merely to strike fear into the hearts of every man, woman, and child on the planet. Only then will they look up to the man who wields the most power, and obey him.

INT. CONTROL ROOM - NIGHT

The control room is alive with TECHNICIANS squirreling about various stations. Monitors show three large AERIAL DRONES sitting in vertical launch bays. Duke sees the drones and his face registers the horror of what McCullen's about to do. He glances at Ana, she quietly looks away, *a hint of remorse in her eyes?* The Doctor rises to greet McCullen, glancing at Duke for several moments, as if struck by the sight of him.

MCCULLEN

Meet the genius behind all my nanotechnology.

THE DOCTOR

My genius lies only in taking what others created to the logical next steps. All modern gains in science are made through theft.

MCCULLEN

You'll have to excuse his modesty, when I found him, he was --

THE DOCTOR

(interrupting, re: Duke)
--Another "recruit"?

MCCULLEN

Albeit a rather unwilling one. The Doctor's nano-mites can control all manner of brain functions. When you wake up, you'll be working for me, and your past will be a distant shimmer that floats in and out of your mind like a leaf on a breeze.

THE DOCTOR

I'll prepare him for the surgery.

The Doctor beckons the Neo-Vipers who shove Duke after him towards another door. Duke and Ana exchange one last look. McCullen keeps his eyes on her as she watches him go.

EXT. DESTRO HEADQUARTERS - UNDERWATER - DAY

A school of fish swims past the facility, one fish breaks away from the school. CAMERA ZOOMS IN TIGHT ON IT: it's not a fish at all, but a mini robotic underwater spy system.

EXT. SUBMARINE - DESTRO HEADQUARTERS - DAY

A sleek submarine drifts silently through the arctic waters.

BREAKER (V.O.)
Picture's coming on line now.

INT. CONN TOWER - SUBMARINE - DAY

In the Conn Tower of the sub, our team gathers around Breaker who sits at a monitor watching what the "fish" is watching.

SCARLETT
It's an underwater facility...

HEAVY DUTY
McCullen's home away from home.

RIPCORDER
Dukes' gotta be in there somewhere.

SCARLETT
Wait, what's that?

Breaker ZOOMS IN on a massive TURBO-LASER CANNON.

BREAKER
Oh, Jesus...That's an automated,
phased array turbo-pulse battery.
(off their looks)
A really big gun.

SCARLETT
Could it take out our sub?

BREAKER
That thing could take out a dozen
subs *simultaneously*.

SCARLETT
Then that's our first objective.

RIPCORDER
No, no. *Duke's* our first objective.

SCARLETT

The main force can't attack as long
as that cannon's online.

HEAVY DUTY

How you figure getting it offline?

Snake-Eyes points to the DIVING BELL CABLES n the monitor.

SCARLETT

Elevator cables. They've got a
surface entrance. Shipwreck?

She turns to the submarine commander, HECTOR "SHIPWRECK"
DELGADO, a fiery Spanish naval combat veteran.

SHIPWRECK

Going up, senorita?

Scarlett nods and leads the others down a corridor.

SCARLETT

Snake-Eyes, Breaker, Ripcord, and I
will infiltrate the factory from
above and destroy the cannon. Heavy
D, as soon as we give the word, you
lead the assault from outside.

HEAVY DUTY

(nods grimly)

Go, Joes...

EXT. ICE FIELD - POLAR ICE CAP - DAY

A quiet wind blows across a remote stretch of arctic ice. All
of a sudden the ice pack begins to tremble like the mother of
all earthquakes. It cracks and ruptures and then erupts as
the CONN TOWER of the submarine crashes through, then grinds
to a halt. A FORWARD HATCH OPENS and two ROCK SLIDES launch
out, landing hard on the ice and speeding away. Ripcord and
Breaker on one. Scarlett and Snake-Eyes on the other.

INT. LAUNCH BAY- DESTRO HEADQUARTERS - DAY

McCullen, Ana, and Storm Shadow watch monitors showing
TECHNICIANS securing the warheads onto three rocket propelled
SMART-DRONES. As the last one is secured a Technician says:

TECHNICIAN

All drones prepared and ready, Sir.

MCCULLEN
Good, commence the launch sequence
immediately.

Is that a ripple of concern flickering across Ana's face?

INT./EXT. ICE CAVE - POLAR ICE CAP - DAY

Our team races into the ice cave on their ROCK SLIDES and park beside the dormant Night Raven. Weapons up. Scanning the place from top to bottom. Ripcord stars at the awesome plane towering before him.

RIPCORD
That McCullen's got *some* gadgets.

Breaker gestures to the ice wall. Snake-Eyes uses his Katana sword to slice a circle in the wall and yank it out, revealing the DIVING BELL CABLES, but no diving bell.

BREAKER
Maybe we could slide down.

Snake-Eyes shakes his head, doubtful

SCARLETT
The arctic water would kill us.

INT. CONTROL ROOM - DESTRO HEADQUARTERS - DAY

McCullen, Ana, and Storm Shadow watch the drones sitting in the launch bays on the screens. Technicians are working hard.

TECHNICIAN
Three...two...one...ignite primary
engines.

The entire control room begins to shake. The screens fill with fire.

INT./EXT. ICE CAVE - POLAR ICE CAP - DAY

The Joes run outside, wondering what the hell is causing the earthquake. A large circle of ice near them MELTS. And then the first drone EXPLODES UP before them and LAUNCHES into the morning sky, peeling away to the east. Before they can react, the second drone EXPLODES UP a hundred yards away, peeling off to the west. They hear the third one about to rocket up--

Snake-Eyes thinks fast, sprints into the cave, jumps on a Rock Slide, hauls-ass outside, hits a WEAPONS SWITCH on his Rock Slide, prepping two HEAT-SEEKING ROCKETS on either side of the vehicle. The third drone LAUNCHES UP from two hundred yards away. Snake-Eyes locks onto its exhaust and FIRES. The missiles race up after the drone and knock it out of the sky. It EXPLODES. Metal FLIES. Snow BURNS.

INT. CONTROL ROOM - DESTRO HEADQUARTERS - DAY

The technicians see this on their monitors.

TECHNICIAN

We lost one.

MCCULLEN

Lost one? What do you mean?

TECHNICIAN

Bird Three is down, Sir.

McCullen looks at the monitors, enraged. Storm Shadow smiles.

STORM SHADOW

We're under attack.

MCCULLEN

Alert all defences. Charge up the pulse cannon.

He turns to say something to Ana, but she has left the room.

EXT. ICE CAVE - POLAR ICE CAP - DAY

Topside, the team watches the two remaining drones race away.

BREAKER

What about the other two?

RIPCORN

We find the kill switches and short out the nano-mites.

BREAKER

(shakes his head)

They're already way out of range.

SCARLETT

Then somebody has to go up there and shoot those things down.

RIPCORD
(pause)
That's me.

INT. NIGHT RAVEN - ICE CAVE - MOMENTS LATER

Ripcord climbs into the Night Raven's cockpit. Scarlett steps up to watch. He's already flipping switches and putting on a FLIGHT HELMET.

SCARLETT
Can you even fly this thing?

RIPCORD
I can fly anything. You just track those warheads and guide me in. We don't have long until they hit.

SCARLETT
Ripcord?

He glances at her, a moment between them. Then she presses forward and kisses him on the mouth. He stares back at her.

SCARLETT (CONT'D)
Good luck.

RIPCORD
Do me a favor? *Save Duke.*

She gives him a nod, then leaves. Ripcord grins to himself.

EXT. NIGHT RAVEN - ICE CAVE - DAY

The NIGHT RAVEN tears across the ice and launches into the sky. Ripcord WHOOPS with adrenaline. Scarlett, Snake-Eyes, and Breaker fast rope down into the first launch bay as the ice REFORMS behind them, hiding the hole.

INT. OPERATING CHAMBER - DESTRO HEADQUARTERS - DAY

We now find Duke, wearing only SURGICAL TROUSERS, strapped on the operating gurney we saw Zartan on earlier. The SMART ROBOTS warming up around him as the Doctor approaches.

THE DOCTOR
The atomic bomb that was dropped on Hiroshima destroyed seventy percent of the city. *Seventy percent...* Did you know that, Duke?

Duke looks at him, something familiar.

REX

There was a bank situated less than one hundred yards from Ground Zero, destroyed of course. Only one thing survived. It's four bank vaults. And when those vaults were opened, they discovered everything inside them had survived completely unscathed.

DUKE

Who are you?

THE DOCTOR

Of course, the vault I took shelter in wasn't that well-made.

He unclips his BREATHING TUBES and lowers the mask to reveal a scarred and burned face.

THE DOCTOR (CONT'D)

Double Bubble?

Duke is beyond shocked.

DUKE

Rex...

Rex immediately has trouble breathing and returns the mask over his face.

DUKE (CONT'D)

You sonuvabitch... Ana buried you.

THE DOCTOR

A moving ceremony, I'm sure. The three volley salute. The flag on the coffin.

DUKE

Why? ...Why didn't you come in...?

THE DOCTOR

Because I found out the truth...

AND WE FLASHBACK TO: JUNGLE BUILDING - DAY

Rex moves through the building with Fireteam Bravo.

BRAVE SOLDIER

Intel says the lab's in the
basement.

Fireteam Bravo kicks open a door. They lead the way down a staircase toward the basement. Rex follows, nervous as hell. The soldiers round a corner, suddenly, Rex hears GUNFIRE, he freezes, then silence, Rex pulls out his .45 And rounds the corner to see Fireteam Bravo down. A GUARD is trying to clear a jam in his machine gun. As he clears the weapon and raises it, Rex raises his .45 and fires first. The Guard drops.

Rex checks Bravo, but they're not moving. He looks around the basement, no lab, but he sees a massive VAULT DOOR, closed. He heads for the vault, .45 raised, breathing hard. WHOOSH, a blast of refrigerated air hits him as he opens the door.

Rex enters a small room filled with DEAD ANIMALS in huge FORMALDEHYDE JARS> Something inside the animals is constantly reshaping their appearances, reforming their facial bones and changing the color, texture and elasticity of their skins. There is a scuffling noise, Rex points his gun. A small, stooped old SCIENTIST in a lab coat appears.

SCIENTIST

Are you going to shoot me?...

Rex doesn't respond.

SCIENTIST (CONT'D)

We knew you were coming. But I
couldn't walk away from it...

Rex stares in awe, not what he was expecting.

REX

Stay where you are.

His gun up, he finds a COMPUTER TERMINAL and begins accessing various files, starts reading them.

REX (CONT'D)

These aren't chemical or nuclear--

SCIENTIST

No. Something much... better.

RES

This is beyond anything... This is
light years ahead of anyone in the
field.

SCIENTIST

You see why I couldn't leave.

Rex nods, hypnotized by the science in front of him, an instant bond formed with the man who created it. *The distant sound of Jets*. The Scientist moves to the vault door and begins pulling it closed as we hear the J-Dam Bunker Buster whistling towards them.

SCIENTIST (CONT'D)

If we live, I'll show you everything...

WE SMASH CUT BACK TO THE MEDICAL WING - PRESENT

Duke tries to absorb what he's learned. The Doctor continues.

THE DOCTOR

The man who created this technology was not our enemy. In fact, he was hired by our very own government to create it. When it was deemed too unethical, they sent us to kill him. He didn't survive the blast. But I... lived.

(touches his face)

And I escaped with his research. Unfortunately I tested it on myself first, and lost my lungs and vocal chords in the process. But now I've perfected it, and you will get a first-hand experience.

DUKE

(his biggest concern)

Does Ana know about this, about you?

THE DOCTOR

No... and she never will.

He glances at the SMART ROBOTS and Duke realizes.

DUKE

You sick bastard... you did this to your own sister?

THE DOCTOR

(incensed)

I loved my sister! Do you have any idea the state she was in? Me dead. You AWOL. Depression, drugs.

(MORE)

THE DOCTOR (CONT'D)

So, I had her brought here, gave her a way to deal with her pain, gave her purpose. Made her strong. I gave her a new life, Duke.

DUKE

Why work for McCullen?

THE DOCTOR

He saved my life, for starters. Now to mention infinite resources to work in the field of my choosing.

DUKE

That's bullshit. You could have had any job you wanted.

THE DOCTOR

I didn't want any job. You can't play nice with science, Duke. It's sometimes necessary to experiment, to fail, even to destroy to attain a goal. It's a fact that McCullen has the guts to embrace.

DUKE

(still shocked)

Everything she's done, everything she's become, started because she thought you died that day.

THE DOCTOR

And because you then abandoned her, let's not forget that part.

And with that, he leaves Duke to the SMART ROBOTS, which menacingly begin to move in.

INT. LAUNCH BAY - DAY

Scarlett, Snake-Eyes, and Breaker drop down into the launch bay. They see a chrome corridor leading into the facility.

SCARLETT

It's pressure plated and laser protected. Anyway around it?

BREAKER

No. Any object larger than a quarter will fry your britches.

Snake-Eyes shakes his head with a sigh, then steps forward and leaps onto the floor, landing on his fingertips.

Then, with incredible strength, he proceeds to walk across the floor on his fingertips, aware of the continuous crackle and hum of lasers around him. Scarlett and Breaker watch with baited breath. Snake-Eyes now reaches the doorway.

BREAKER (CONT'D)
What you'll have to do is rewire
the laser panel's brain by--

--Snake-Eyes swiftly balances on one set of fingertips while his other fingers grab his sword and STAB the laser panel. The sound of the laser net instantly vanishes.

BREAKER (CONT'D)
...or you could just stab it.

INT. OPERATING CHAMBER - DAY

Duke lies on the operating table as a SMART ROBOT makes an incision behind his right ear. Duke grimaces. A long needle zeroes in on the incision. As the needle dives towards Duke's head, a hand hits a switch and the needle quickly retracts. Duke looks over to see Ana by the controls, gazing at him.

ANA
I don't have much time.

She rushes over and unties him and they stare at each other, then kiss passionately. All of a sudden, Duke feels something behind her right ear, he turns her head, --an INCISION SCAR. He looks at her, but before he can say anything, Ana's body snaps rigid and falls limp in his arms.

DUKE
Ana!

Duke looks over to see the Doctor holding his PDA, McCullen and two Neo-Vipers beside him, their rifles on Duke and Ana. Duke gazes at Ana, desperately feeling for her pulse.

INT. TURBO LASER CONTROL ROOM - DAY

Two TECHNICIANS man the firing controls of the huge TURBO LASER CANNON. Snake-Eyes takes them out and shuts down the cannon. HE sends a quick message on his WRIST-COMMUNICATOR.

INT. CONN TOWER - DAY

Heavy Duty sees the message appear on a screen. "CANNON OFF-LINE. HAVE A NICE DAY." Heavy smiles and turns to Shipwreck.

HEAVY DUTY
Let's get in this fight.

EXT. UNDERWATER - DAY

The GI JOE submarine peels around a rocky headland now, in full view of the underwater facility. A series of TORPEDOES fire out of the submarine's launch tubes. Most are blown up by the facility's Harpoon Cannon defenses, but several manage to hit the facility's exterior. KA-BOOM!!

INT. FLIGHT CONTROL ROOM - DAY

The whole place SHUDDERS. Scarlett and Breaker blow the control room door and cut down the Technicians trying to shoot them. Breaker takes over a station console.

BREAKER
Okay, I've got a lock on the two remaining warheads. Target one is Moscow! Target Two is Washington!

SCARLETT
Give Ripcord the coordinates.

INT. TURBO LASER CONTROL ROOM - DAY

Snake-Eyes spins to see a pair of KATANA BLADES come crashing down at him from behind.

He spins, but one of the blades cuts him on his left arm, sending him reeling backwards, it's Storm Shadow. Who quickly powers the laser cannon back online. Snake-Eyes dives to stop him, --and as their swords meet WE FLASH CUT TO:

THE GROUNDS OF THE ARISHIKAGE TEMPLE, where two sixteen year-olds, Snake-Eyes and Storm Shadow, trade blows with wooden katanas. Storm Shadow drops Snake-Eyes, who falls hard, Storm Shadow steps on his throat, sword point in Snake-Eyes' face. Hard Master looks on without expression. FLASH CUT BACK TO:

THE CONTROL ROOM, where Snake-Eyes and Storm Shadow's blades flash like lightning, they battle fiercely around the room. A Neo-Viper charges up the controls. Snake can't stop him.

EXT. UNDERWATER - DAY

Outside, the massive TURBO-LASER swings wildly towards the submarine and fires. A BRILLIANT BLUE PULSE ripples through the arctic sea, glancing the side of the vessel. WHAM!!

INT. CONN TOWER - DAY

The submarine shakes hard. Rivets burst. Water pours in.

SHIPWRECK
The hull's been ruptured!

HEAVY DUTY
Everyone into the attack boats!

EXT. SUBMARINE - DAY

Hatches open along the sides of the submarine, deploying ten SHARC ATTACK CRAFT carrying dozens of Joes. At the same time, batches begin to open on the facility and a dozen MANTIS attack craft carrying dozens of Neo-Vipers emerge.

INT./EXT. SHARC - UNDERWATER - DAY

Heavy Duty and Shipwreck pilot one of the SHARCS. The huge opposing force coming at them is quite terrifying.

HEAVY DUTY
Keep tight everybody.

He fires a HARPOON TORPEDO which BLASTS a Mantis. The mantis craft RETURN FIRE. The whole area explodes in a pulse fire and harpoon blasts. The Joe submarine sinks and EXPLODES at the base of the facility.

INT. OPERATING CHAMBER - DAY

Duke cuddles dead Ana, clearly emotional. McCullen steps up.

MCCULLEN
Is she still alive?

THE DOCTOR
For now.

MCCULLEN
You said this couldn't happen.

THE DOCTOR
I didn't think it could. I've never
seen anyone defeat the programming,
even momentarily.

Duke recovers and angrily grabs one of Ana's PISTOLS and
kills the two Neo-Vipers, then turns the gun on the others.
The Doctor lifts his PDA, finger on the "TERMINATE" BUTTON.

THE DOCTOR (CONT'D)
If I press this, Ana dies.

DUKE
Put it down.

THE DOCTOR
Your choice, Duke.

DUKE
Put it down!

The Doctor doesn't move. McCullen watches the stand-off his
right hand discreetly drawing STEEL HOSE out from his sleeve.

INT./EXT. NIGHT RAVEN - SKIES - DAY

Ripcord streaks into the upper atmosphere in the Night Raven,
the curve of the Earth visible out his windows. Ahead, he can
see a PULSATING LIGHT.

RIPCORD
I see it, dead ahead.

INT. FLIGHT CONTROL ROOM - DAY

Breaker speaks into his headset.

BREAKER
You have to knock it down before it
re-enters the atmosphere so the
nano-mites don't reach the ground.

INT./EXT. NIGHT RAVEN - SKIES - DAY

Ripcord flicks a switch and opens a PULSE LASER on the nose.

RIPCORD
Uh, I've got a problem. The fire
controls are not in here.

BREAKER'S VOICE
What do you mean, not in there?

RIPCORD
I mean I can't see them anywhere!

INT. FLIGHT CONTROL ROOM - DAY

Scarlett hears this and realizes.

SCARLETT
It's gotta be voice-activated.

RIPCORD'S VOICE
What?

SCARLETT
You have to say the words into your
flight helmet.

INT./EXT. NIGHT RAVEN - SKIES - DAY

Ripcord lines up the missile in his sights, gets a lock.

RIPCORD
Fire!
(nothing happens)
Shoot!
(still nothing)
Blast away!

Still nothing, the missile streaking onwards towards the
Earth.

INT. FLIGHT CONTROL ROOM - DAY

They hear Ripcord yelling over the speakers.

RIPCORD'S VOICE
Nothing's happening!

BREAKER
Must be a different language.

SCARLETT
(to Ripcord)
Try "teine".

RIPCORD'S VOICE
What?

SCARLETT
It's Scottish for fire.

INT./EXT. NIGHT RAVEN - SKIES - DAY

Ripcord's not sure about this, the missile arcing down.

RIPCORD
Teine.

SCARLETT
Listen to my voice, "Teine".

RIPCORD
Teine! Teine! Teine!
(nothing happens)
It's not working!

SCARLETT'S VOICE
That's because you're not saying it
right!

RIPCORD
How many different ways you want me
to say it?

SCARLETT'S VOICE
One way! The right way! Teine!

RIPCORD
Teine!

And at last the PULSE LASER fires. Blasting the missile out
of the sky. The CLOUD OF NANO-MITES floats aimlessly away.

INT. FLIGHT CONTROL ROOM - DAY

They all see the missile disappear on their screen.

BREAKER
Nice work, Ace. You just saved
Moscow.

INT./EXT. NIGHT RAVEN - SKIES - DAY

Ripcord sighs with relief, already peeling away.

RIPCORD
Just doing my job. Guide me to the
other drone...
(MORE)

RIPCORDER (CONT'D)
 (under his breath)
 ...man, I freakin' saved Moscow!

EXT. WHITE HOUSE - WASHINGTON - DAY

The White House glistens in the midday sun.

INT. PRESIDENTIAL BUNKER - DAY

The American President's Bodyguards rush him and his staff down into a fortified bunker beneath the White House.

PRESIDENT
 How soon will it strike the city?

STAFFER
 Seventeen minutes, Sir.

PRESIDENT
 This will be a disaster the likes of which we have never seen.

As the DOORS CLOSE behind them we see the MARS INDUSTRIES LOGO on the doors.

EXT. UNDERWATER - DAY

Another blast from the TURBO-LASER destroys a SHARC.

INT./EXT. SHARC - UNDERWATER - DAY

Heavy Duty sees this as he takes out a MANTIS.

SHIPWRECK
 That cannon's going to kill us all.

HEAVY DUTY
 My guy will take care of it, trust me.

INT. CONTROL ROOM - ENERGY SHAFT - DAY

Snake-Eyes kills the Neo-Viper, who falls down a large shaft into freezing waters. Storm Shadow lunges at Snake-Eyes and the two of them tumble down into the shaft, but land on a gangway. They both leap up and begin to fight again. The Neo-Viper tries to crawl out of the freezing water, seemingly unfazed as he slowly freezes solid.

All of a sudden, there's LOUD NOISES and a series of ENERGY LASERS power on up and down the shaft between various circuit modules. This is where the energy is charged to operate the cannon. One of the lasers catches Storm Shadow's shoulder and burns him severely. Snake-Eyes sees this and ducks just as an ENERGY LASER fires on beside his head.

EXT. UNDERWATER - DAY

Outside, the TURBO-LASER fires. The Joe craft desperately weave and dodge.

INT. ENERGY SHAFT - DAY

...and the LASER NET fades. Instantly, Storm Shadow and Snake-Eyes continue their desperate fight. Swords FLASH and CLANG, two masters at their best. AND WE FLASH CUT TO:

THE GROUNDS OF THE ARISHIKAGE TEMPLE, where two twenty-two year olds, Storm Shadow and Snake-Eyes sword fight. Storm Shadow knocks Snake-Eyes to the ground again and places his steel sword against Snake-Eyes' face. Again, Hard Master watches without expression. AND WE FLASH CUT BACK TO:

THE ENERGY SHAFT, where Storm Shadow slashes Snake-Eyes across the chest, but before he can finish him off, the cannon charges up again and the LASER NET slams on. Storm Shadow twists his body to avoid the ENERGY LASERS while Snake-Eyes lifts himself up to his toes to avoid a laser that threatens to disintegrate his crotch. Storm Shadow sees this, grins to himself.

INT. PRESIDENTIAL BUNKER - DAY

A staffer is on the phone, looking up at the President.

STAFFER

It seems somebody's shot down the warhead heading for Moscow.

PRESIDENT

Thank God...

As he says this, a SECRET SERVICE AGENT draws a SILENCED PISTOL and kills the other Agents and Staff. We see an INCISION SCAR behind his right ear and realize he is a Neo-Viper. The President stares, stunned and horrified. The Neo-Viper holds his pistol on the President as--

--A BOOKCASE moves on the wall, revealing a secret room. An UNSEEN FIGURE emerges and the President stares in shock.

INT./EXT. NIGHT RAVEN - SKIES - DAY

Up in the skies, Ripcord spots the second drone rocketing down towards the lower atmosphere in front of him.

RIPCORD
Second drone in my sights.

INT. FLIGHT CONTROL ROOM - DAY

Breaker and Scarlett watch in the control room.

BREAKER
Hurry, Rip. You've only got thirty seconds before it enters the lower atmosphere.

INT./EXT. NIGHT RAVEN - SKIES - DAY

Ripcord's feeling the pressure. He targets the missile.

RIPCORD
Taine!

But nothing happens. Scarlett's voice yells in his head.

SCARLETT'S VOICE
Teine! Teine!

RIPCORD
Don't yell at me!

SCARLETT'S VOICE
Teine.

Ripcord takes a breath, stealing his nerves. A RED FUEL LIGHT starts beeping on his control board. Rip does his best to ignore it, focusing on the missile as it begins to disappear into the lower atmosphere. The light beats faster and louder.

RIPCORD
Teine!

The LASER PULSE fires, blasting straight at the missile which is lost in the atmospheric haze below. For a moment, he can't tell if he hit it or not.

INT. CONTROL ROOM - DESTRO HEADQUARTERS - DAY

The tracking in the control room provides the answer.

BREAKER

You missed! The warhead has entered
the lower atmosphere!

INT./EXT. NIGHT RAVEN - SKIES - DAY

Ripcord realizes this as he enters the lower atmosphere
himself. The spread of WASHINGTON D.C. Far below him now.

INT. OPERATING CHAMBER - DAY

In the operating chamber, the stand-off reaches its boiling
point now. McCullen slowly approaching Duke who keeps Ana's
pistol on the Doctor, Ana still in Duke's arms.

MCCULLEN

Did you think she loved you?

DUKE

Stay back!

MCCULLEN

Did you imagine your life with her?

DUKE

I said stay back!

THE DOCTOR

Don't you know you've lost, Duke?

DUKE

All I know is that neither of you
deserves her.

McCullen suddenly lifts the STEEL HOSE in his right hand--

--A BURST OF FLAME tears out at Duke who reflexively fires
the PULSE PISTOL at it. The intense air blast from the pulse
pistol catches the flames midway between them and blows them
back onto McCullen. McCullen SCREAMS as his face is literally
burned off. The Doctor freaks and drops the PDA, then yanks
McCullen out into the corridor. Duke fires after them, then
grabs the PDA, removing Ana's screen with a sigh of relief.

INT./EXT. NIGHT RAVE - SKIES - DAY

Above Washington, Ripcord guns his aircraft after the falling drone. Getting real close this time. No way he can miss.

INT. CONTROL ROOM - DESTRO HEADQUARTERS - DAY

They see this on the screens in the control room.

BREAKER

You're too close, Rip. Back up.

INT./EXT. NIGHT RAVEN - SKIES - DAY

Ripcord gets eerily calm all of a sudden.

RIPCORD

Actually, I think I'm just about
close enough...

(pause)

...teine.

The PULSE LASER fires point blank. The missile EXPLODES right in front of him. Ripcord flies through the flames, the CLOUD OF NANO-MITES latching onto his wings.

INT. CONTROL ROOM - DESTRO HEADQUARTERS - DAY

The drone disappears from their screens now.

SCARLETT

Ripcord? What happened? Rip!

INT./EXT. NIGHT RAVEN - SKIES - DAY

Ripcord is now struggling mightily with his controls as the NANO-MITES swiftly eat his plane.

His FUEL LIGHT flashes at him alarmingly. He angles the Night Raven upwards, giving it all he's got, NANO-MITES everywhere.

INT. CONTROL ROOM - DESTRO HEADQUARTERS - DAY

They see his plane angle back up into the upper atmosphere.

BREAKER
He's taking the nano-mites back up
into the upper atmosphere.

INT./EXT. NIGHT RAVEN - SKIES - DAY

The Night Raven is breaking up all around Ripcord now. He quickly attaches his flight helmet's BREATHING MASK.

INT. CONTROL ROOM - DESTRO HEADQUARTERS - DAY

Ripcord turns the plane over, inverting it.

RIPCORD
Cur magh!

The canopy explodes. Rip shoots back down into the atmosphere as the NANO-MITES devour the Night Raven, then float away...

INT. CONTROL ROOM - DESTRO HEADQUARTERS - DAY

They see this on their screens.

BREAKER
He did it... He actually did it...

SCARLETT
Ripcord? Talk to me...Ripcord!

Still nothing. And now they begin to suspect the worst. Then:

RIPCORD'S VOICE
I asked you not to yell at me.

Relief comes rushing back to Scarlett and Breaker.

SCARLETT
What happened? Are you okay?

RIPCORD'S VOICE
Yeah, did it work?

SCARLETT
Yes...yes, it worked.

EXT. PARACHUTE - SKIES - DAY

Ripcord smiles, parachuting down towards Washington.

RIPCORD
 (into headset)
 Good...cause I think I'm about to
 get arrested.

EXT. WHITE HOUSE - DAY

Ripcord lands on the White House lawn, holding his hands up benignly as dozens of SECRET SERVICE AGENTS surround him.

INT. ENERGY SHAFT - DAY

ENERGY LASERS pulse on again, almost catching the two ninjas in their fight. Snake-Eyes draws his KATANA SWORD, its blade shimmering in the laser-light as he redirects the laser back into its module. Storm Shadow does the same with his sword, barely saving his neck. They glare at each other.

AND WE FLASH CUT TO THE ARISHIKAGE TEMPLE, where the two 26 year-olds fight with katanas. Storm Shadow presses forward, Snake-eyes side-steps and hurls Storm Shadow to the ground! He steps up and puts his sword tip in Storm Shadow's eye.
Snake-Eyes first ever win over Storm Shadow.

Hard Master CLAPS ONE TIME. Storm Shadow looks at his father, he can't believe it, his father seems happy for Snake-Eyes. He slaps the sword away, gets up and stalks off.

FLASH BACK TO: The cannon fires and the lasers disappear, freeing them to continue their duel. This is it. The final duel. Snake-Eyes struggles, exhausted and wounded. Storm Shadow puts in every ounce of hate he has left. He finally tears Snake-Eyes' sword away and kicks him down. About to go for the final kill. But before we find out the climax to their fight, we must finish their story:

ON THE ARISHIKAGE TEMPLE GROUNDS, Snake-Eyes, still 26, walks along the pond. He hears a LOUD CRY. Snake-Eyes breaks into a run, careens around a building and sees Hard Master slumped on the ground, a sword in his back.

SNAKE-EYES
 Master!

Other NINJAS come flooding in.

NINJA #1
 That's Storm Shadow's sword!

NINJA #2
 There! There's the murderer!

Snake-Eyes spins to see Storm Shadow climb up the side of the Temple, onto the rood, give him a last look, and jump down over the wall. FLASH BACK TO: THE ENERGY SHAFT where Snake-Eyes is suddenly filled with renewed energy, he stares up at Storm Shadow's katana blade poised for the final kill.

STORM SHADOW

You took your vow of silence to
avenge our Master. But now you will
die without a word.

The LOUD NOISE gears up again, distracting Storm Shadow for just a beat. Snake-Eyes uses the moment to catch Storm shadow with his feet, holding him up for a split second as the ENERGY LASERS come back on. One of them burns deeply across Storm Shadow's neck, he SCREAMS and stumbles back and falls OVER THE EDGE and down into the freezing turgid waters. Snake-Eyes steps up and looks down to see if he surfaces... He doesn't.

SNAKE-EYES

Father always feared it would come
to this.

EXPLOSIONS begin to rock the shaft now. Snake-Eyes stumbles towards the exit, leaving his fallen Sword Brother behind.

INT./EXT. SHARC - UNDERWATER - DAY

Heavy Duty sees the cannon return to its dormant position.

HEAVY DUTY

Turbo-laser is down!

He guns his engines, firing at a MANTIS attack craft. It EXPLODES. Heavy Duty howls with delight.

Around him, the Joes begin to turn the tide of the battle. A SERIES OF SHOTS of Mantis vehicles getting nailed by Joe harpoon cannons.

INT. CONTROL ROOM - DAY

They feel the EXPLOSIONS in the control room. Screens short out. Water starts to cascade in through BURSTING RIVETS.

BREAKER

Energy overload in the phased array
battery. Power subsystems are going
critical.

SCARLETT
Let's get out of here!

Scarlett grabs Breaker by the scruff of the neck and hauls him out of the room.

INT. TRIDENT - DAY

McCullen's face is horrifically burned as The Doctor helps him down into the Trident. EXPLOSIONS blowing above them. The pilots guide the sub out while the Doctor starts injecting McCullen with NANO-MITES. McCullen starts to SCREAM.....

INT. DIVING BELL ENTRY PORT - DAY

Scarlett and Breaker races into the diving bell entry port and are shocked to find Snake-Eyes already here. Scarlett runs up and gently hugs him.

SCARLETT
Snake!

Snake-Eyes grimaces, then looks Scarlett in the eyes.

SNAKE-EYES
...he's dead.

She knows who he means, she gives him a grim smile. And that's when they see Duke, carrying Ana, charging up to them. Another EXPLOSION makes them all dash into the diving bell. The doors close and we hear them launch.

INT./EXT. SHARC - UNDERWATER - DAY

Heavy Duty notices the Trident escaping out of the EXPLODING docking bay into the arctic water. He angles towards the sub.

HEAVY DUTY
We got a runner! Cut him off!

All of a sudden, the whole damn facility EXPLODES.

INSIDE THE DIVING BELL: Our heroes are rocked by the BLAST, then they see MASSIVE CHUNKS OF POLAR ICE plummet down from the ice pack above, cutting off Heavy Duty and the Joes, and DEMOLISHING the remainder of the facility. The Trident disappears behind the trillions of bubbles and falling ice.

INT/EXT. SHARC - UNDERWATER - DAY

Shipwreck checks his targeting scanner.

SHIPWRECK
All other targets neutralized.

HEAVY DUTY
GO JOES!!

EXT. TRIDENT - UNDERWATER - DAY

The Trident is moving fast through the water somewhere.

INT. TRIDENT - UNDERWATER - DAY

McCullen turns to us and we see that the NANO-MITES have created a FORM-FITTING MASK all over his face. He catches his reflection in the portal and he grabs at the mask, the NANO-MITES twisting with the contours of his muscles to reveal his complete and ever-lasting horror. He breaks down, falling to the floor, then he recovers and looks up at The Doctor.

MCCULLEN
I guess I should thank you, Doctor.

The Doctor is busy fiddling with his hand held PDA.

THE DOCTOR
I want you to call me... *Commander*.
(looks at McCullen)
And from now on, I'll be on a first
name basis with you, *Destro*.

McCullen's silver face goes blank.

MCCULLEN
Yes, Commander.

INT. VIEWING ROOM - MAXIMUM SECURITY PRISON - DAY

Duke watches Ana through a two-way mirror. She sits alone in a holding cell. A MILITARY SCIENTIST watches her with Duke. .

SCIENTIST
Physically, she's fine. But without
the correctly-coded kill frequency,
we can't short them out.

DUKE
There's nothing you can do?

SCIENTIST
Only the man who put them in there
has the correct code.

Duke considers this carefully, staring at Ana.

INT. CORRIDOR - MAXIMUM SECURITY PRISON - DAY

Duke walks along a prison corridor with Ana, led by two
PRISON GUARDS. She carries a small bundle of PRISON GEAR.

DUKE
I'll visit you.

ANA
I won't be here long.

DUKE
You'll be here for the rest of your
life, Ana.

She looks at him, her face softening.

ANA
Duke?

DUKE
I'm here.

ANA
After all I've done, ...you can't
save me, ...it's too late.

A BEAT passes between them.

DUKE
I'll visit you.

And for a moment, she appears to crack..... but then a
sinister smile creases her mouth.

ANA
You know, this has only just begun.

She touches his face, then the PRISON BARS slam shut between
them. She holds his eyes a moment longer, then the two Prison
Guards lead her away. Duke just watches her go, his face torn
with pain. He walks off alone.....

INT. LANDING PLATFORM - THE PIT - DAY

General Hawk is in his wheelchair, still recovering from his wounds. He leads Duke and ripcord to the Howler.

HAWK

With GI JOE reinstated, would you
boys like to stay on awhile?

DUKE

What do you say, Rip?

Ripcord looks at Scarlett, who throws him a wink and a smile.

RIPCORD

I'm good.

They all laugh. Rip steps up to her.

RIPCORD (CONT'D)

So how do you feel about this?

SCARLETT

I feel very... emotional.

Duke smiles and the Joes climb aboard as the platform rises.

INT. PRESIDENTIAL OFFICES - WHITE HOUSE - DAY

A bevy of SECRETARIES and STAFFERS greets the President. Then he enters the Oval Office and closes the door, alone, he looks around, walks behind the desk, and grins as he sits, as if this is the first time he's ever done this. With a little flair, he CRACKS HIS KNUCKLES and we realize this is Zartan! And we SMASH CUT TO BLACK and ROLL CREDITS.....