

LET THERE BE LIGHT

IN THE DARKNESS OF THE NIGHT, A LIGHT
OVERSHINE WITH VIBES AND SOUNDS, A LIGHT
SHINE, IT IS ALREADY IN THE, BUT SHINE
SHINE THE LIGHT OF THE

LET THERE BE LIGHT

SHINE AND THE LIGHT OF THE NIGHT
SHINE, SWEET, SWEET, SWEET, SWEET, SWEET
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SHINE OF THE LIGHT OF THE NIGHT
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EXPENDABLES II

by

Ken Kaufman & David Agosto

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May 9, 2011

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CHRISTMAS

Oh, Jakarta, way worse odds.

LI

But you are running out of ammunition?!

BARNEY

Nah. We have some back at the plane.

HU

How will you get there? The temple is surrounded!

BARNEY gets ready to travel light, strips all weapons, clips - everything but knives and thermal goggles. CHRISTMAS looks dubious.

BARNEY

What? You're going to make me do this solo?

CHRISTMAS

That's generally how suicide works. I'll make an exception if you ask nice.

BARNEY

Never gonna happen.

CHRISTMAS strips off his weaponry. CAESAR comes over and takes their guns and ammo, and gives them some extra knives, including his STRAIGHT RAZOR.

CHRISTMAS

I know how you love this.

CAESAR

Oh you have no idea.

BARNEY puts a heavy hand on CAESAR'S shoulder.

BARNEY

We need a trapdoor.

CAESAR

I've been saving something special.

EXT. JUNGLE - NIGHT

BARNEY and CHRISTMAS enter the fog-shrouded jungle outside the temple silent and invisible. Both men wear head-mounted night-vision goggles. Massed in front of them are the heat signatures of a thick perimeter of BURMESE THUGS firing up at the temple. They are trying to get out of there, not engage the thugs.

POV THROUGH NIGHT VISION GOGGLES - A CLUSTER OF THUGS blocks their exit.

INT. TEMPLE COMPOUND - THAT MOMENT

CAESAR talks to LI and HU as he works, displaying an oddly large GRENADE. They are a little intimidated by him, which he is unaware of.

CAESAR

Now this battle might seem loud right now, but I would qualify the noise level as garden variety close quarters firefight. A 6 on a scale of 10. Those ugly bastards down there, they're probably ex-Karen National Liberation Army regulars and they're used to a 6 maybe a 7. But what we got here is a...

LI

A 10?

CAESAR

No, what we got here is KRG-38 anti-tank grenade, and it's a 12. But when launched from the wrong apparatus...

CAESAR hefts an AR-15 with a M203 grenade launcher and uses a rock to pound the anti-tank GRENADE into the muzzle.

CAESAR

(continued)

...it's closer to a 15. Cover your ears real good.

CAESAR fires the GRENADE into the jungle.

EXT. JUNGLE - CONTINUOUS

BARNEY and CHRISTMAS watch the heat signature of the GRENADE zip by overhead. They cover their ears.

The GRENADE hits the heart of the THUGS' perimeter. A DOZEN THUGS evaporate and another DOZEN hit the deck like a two-ton bomb just dropped on them. This is all the trapdoor BARNEY AND CHRISTMAS need.

They breach the front line and SPLIT UP.

WE FOLLOW BARNEY as he sprints openly through the jungle drawing a THUG from a secreted position.

The second the THUG poises to fire, a KNIFE pierces his heart.

Now CHRISTMAS moves forward as BARNEY covers. They switch back and forth like this.

THERMAL IMAGING POV of a THUG. A KNIFE flies into his throat.

BARNEY and CHRISTMAS leap frog through the jungle, silently taking down a dozen THUGS until a SNIPER in a distance perch pins them down behind a huge tree. Every time they try and make a move a bullet zips by.

CHRISTMAS
Up in the tree.

BARNEY
I see him.

CHRISTMAS
I'm down to Caesar's best buddy.

CHRISTMAS flashes the STRAIGHT RAZOR.

BARNEY
I'm down to these.

BARNEY displays his hands.

CHRISTMAS
Well, you work with what you got.

BARNEY
And you got one shot at this.

SNIPER POV - THROUGH SCOPE - of the big tree BARNEY and CHRISTMAS are behind. The scope goes back and forth across the tree waiting for a shot. SUDDENLY BARNEY darts out and dives into cover. SHOT. MISS. SCOPE swings back to the TREE and we see CHRISTMAS just as he throws the STRAIGHT RAZOR like a boomerang. It whirls toward the scope.

SNIPER looks up from scope and the RAZOR slashes his throat. The SNIPER falls out of the tree dead.

EXT. STONE TEMPLE - NIGHT

TOLL ROAD's clip CLICKS empty. He attaches a bayonet to his rifle. As he does, a THUG leaps over the wall and crashes down on him, knocking away the rifle. They tangle, and the THUG slashes at TOLL ROAD with a machete.

TOLL touches his CAULIFLOWER EAR -- it's bleeding where the thug cut it. He takes it personally.

TOLL ROAD
You didn't just do that.

TOLL ROAD goes berserk on his opponent, finally skewers him with the bayonet.

GUNNAR shoots two charging THUGS with his .45 till it goes dry.

ANOTHER BURMESE THUG comes up behind GUNNAR. GUNNAR drops the .45 and wheels around drawing two huge Bowie knives. He fights the THUG, ultimately using the knives to scissor the man's head clean off his shoulders. He picks the head up by the hair.

TOLL ROAD shakes his head at GUNNAR'S wanton craziness.

GUNNAR takes the last GRENADE off his belt.

EXT. JUNGLE - NIGHT

The BURMESE THUGS make an advance on the TEMPLE when the SEVERED HEAD lands in front of them. One of the THUGS picks it up in horror. Another THUG, even more horrified, points at the mouth of the head -- stuffed in it is a GRENADE. BOOM! - the head explodes and kills them.

EXT. STONE TEMPLE - NIGHT

GUNNAR looks pleased at the results.

TOLL ROAD

I thought I had issues. You're a fucking cuckoo clock.

GUNNAR

What happens in the jungle stays in the jungle.

A FRESH WAVE OF BURMESE THUGS makes a MASSIVE SURGE ON THE TEMPLE, smashing down the doors and shooting up at them.

TOLL, GUNNAR, CAESAR and the ARCHAEOLOGISTS fall back to the last defensible wall. The EXPENDABLES form a protective CORDON around the ARCHAEOLOGISTS.

CAESAR dispenses the last of their ammo. Each EXPENDABLE has a full clip in his pistol and a knife. They ready themselves for the wave about to come their way.

TOLL ROAD

This is gonna be our Alamo.

GUNNAR

(dismissive)

That was just a movie.

TOLL ROAD

It's a historical event, you moron.
Tell him Caesar.

CAESAR

Really happened. Everybody died.

GUNNAR

Bullshit.

The THUGS flood in and the EXPENDABLES fire off their last rounds. They heft their knives, ready to go down fighting when--

THE MASSIVE DRONE of the SEAPLANE shakes the air followed by a CACOPHONY of .50 CALs strafing the wave of THUGS from 50 feet overhead.

GUNNAR, CAESAR, TOLL ROAD and the ARCHAEOLOGISTS duck for cover.

EXT. SEAPLANE - FLYING LOW - THAT MOMENT

CHRISTMAS is in the NOSE GUNNER perch wearing thermal goggles, looking like a madman with a jackhammer. He

decimates the THUGS around the EXPENDABLES, then BARNEY turns the plane around for a second run.

INT. SEAPLANE / COCKPIT - NIGHT

BARNEY feathers the lever that dumps fuel, looks out the glass.

EXT. JUNGLE - NIGHT

FUEL saturates the jungle around the temple.

EXT. SEAPLANE - THAT MOMENT

CHRISTMAS shoots the flare gun and IGNITES the jungle, frying the THUGS.

INT. SEAPLANE / COCKPIT - THAT MOMENT

BARNEY peers out the glass, looking for his men.

POV - the TEMPLE sits safely behind a barrier of fiery jungle. The EXPENDABLES stand and raise their fists victoriously.

DISSOLVE TO:

EXT. GUIYANG, CHINA - DAWN

AERIAL VIEW of a sparkling 21st century metropolis as the SEAPLANE flies over the skyline.

EXT. GUIYANG LONGDONGBAO INTERNATIONAL AIRPORT - DAWN

The EXPENDABLES, dirty, bloodied, tired, watch as the ARCHEOLOGISTS run across the tarmac to their grateful FAMILIES.

TOLL ROAD

(wistful)

Must be nice having a family to
come home to. People hugging you.

GUNNAR

Nobody ever gonna hug you.

They watch a CHINESE GUY silhouetted by the dawn sun cross the tarmac toward them. He carries a gym bag.

CHRISTMAS
Look who finally showed up.

TOLL ROAD
At least he's got our pay.

BARNEY
(squints)
That ain't Ying Yang.

A YOUNG CHINESE MAN named KANG steps up and hands CHRISTMAS the gym bag.

KANG
I am Kang. My uncle sent me. He wants you to know I will take his place. I am Expendable now.

CHRISTMAS
Come again?

GUNNAR
The little creep is quitting?

KANG
His knees hurt bad. His doctor tell him no more Expendables.

BARNEY
His knees?

KANG
Yes. Now he wants to focus on charity work.

They all laugh in ridicule, but not Kang.

CAESAR
I'm focusing on my charity.
(holds up his weapon)
It's called "Guns Without Borders."

More laughter. CHRISTMAS pulls two wads of cash from the bag.

CHRISTMAS
This is short by half.

KANG
My uncle says you owe him severance pay.

GUNNAR

All that midget ever thinks about
is money.

KANG

That's the second time you insult
my uncle. There will not be a
third.

The others look eager to see where GUNNAR goes with this.
GUNNAR can't resist.

GUNNAR

You know why your uncle's knees
hurt? From kneeling down and
taking it--

Lightening-fast, KANG goes at GUNNAR. A flurry of kicks and
punches ends with GUNNAR on his ass. GUNNAR shakes it off
with a smile, stands and pulls his Bowie knife.

GUNNAR swings at KANG. KANG expertly ducks or jumps over
every swipe. GUNNAR is already bushed from the rumble in the
Burmese jungle and he tires quickly. KANG gets hold of his
arm, makes him drop the knife then flips GUNNAR hard.

KANG looks to see if he's impressed BARNEY, and in that split-
second GUNNAR punches KANG so hard KANG goes out and falls
like a rag.

BARNEY shakes his head.

BARNEY

Put him on the plane.

INT. SEAPLANE - COCKPIT - NIGHT

MUSIC plays lightly from a BOOM BOX as CHRISTMAS sits behind
the stick. He scrolls through photos on his phone. BARNEY
is behind him working on something.

ANGLE ON - PHONE - a BRIDAL FLOWER BOUQUET. Next photo -
ANOTHER BOUQUET, then another...

BARNEY

Go with the yellow roses. Simple,
classic.

CHRISTMAS frowns at BARNEY, who has been watching over his
shoulder.

CHRISTMAS

How do people give a shit about this stuff?

BARNEY

Don't ask me.

CHRISTMAS

I love the girl. But she's obsessed. And she can't make a fucking decision without me.

BARNEY purses his lips.

CHRISTMAS

That's it? No advice from you?

BARNEY

I told you. Go with the yellow roses.

CHRISTMAS tosses the phone aside. They put the plane on AUTO-PILOT and go into--

THE CABIN

KANG (sporting a black eye) sits amongst the others, the newest Expendable. GUNNAR sits alone studying from a book. CAESAR and TOLL ROAD are playing chess.

TOLL ROAD

It's not charity or knees, it's burnout, plain and simple.

CAESAR

Would you just focus on the game, Molasses?

TOLL ROAD

Barney, don't you think Yang burned out?

BARNEY

Depends what you call burn-out.

TOLL ROAD

Emotional exhaustion combined with doubts about everything, like your competence and the value of your work.

BARNEY rolls his eyes.

TOLL ROAD (CONT'D)

Then, bingo -- apathy replaces enthusiasm and you lose your motivation to perform and think clearly. I mean, look at Gunnar.

GUNNAR looks up from his ENGINEERING EXAM STUDY BOOK.

TOLL ROAD

He's writing a book. Burnout's made him delusional.

GUNNAR

Barney - tell them what I used to be.

BARNEY

Sane.

GUNNAR

Come on.

BARNEY

Chemical engineer. Graduated MIT.

CHRISTMAS tilts the notebook so he can see the cover and read the title.

CHRISTMAS

So what's "Deadly Catalyst" about?

GUNNAR

This guy who's a chemical engineer in the day, but at night, he's a mercenary.

CAESAR nods, like it sounds good.

CAESAR

Is he a big ugly swede that lumbers around like a bear?

TOLL ROAD and CAESAR laugh.

GUNNAR

At least I know about engineering. You clowns want to open a restaurant.

CAESAR

Hey -- you've tried our sausages.

GUNNAR
Don't remind me.

TOLL ROAD
You sayin' shit about my momma's
bratwurst recipe?

GUNNAR
Yeah. Too much cauliflower.

The others laugh. TOLL ROAD calmly takes the insult.

BARNEY
Here it comes.

TOLL ROAD
It's okay, Barney. It's just the
burnout talking.

EXT. NEW ORLEANS - NIGHT

THE EXPENDABLES ride their motorcycles down the street to
their GARAGE.

The gate lifts and the bikes ROAR inside.

INT. GARAGE / TOOL'S SOCIAL CLUB - NIGHT

The guys enter. TOOL is tattooing something intricate on the
palm of his hand. He looks up at the guys, sees KANG, then
looks at BARNEY.

BARNEY
We traded a Yang for a Kang.

TOOL
Yang, Kang, everyone's expendable,
brother.

BARNEY watches as TOOL jabs the homemade bone needle deep
into the flesh. (We don't see the tattoo yet).

BARNEY
So it's all green grass and high
tides with Tulip now?

TOOL
Oh, yeah, that girl's forever. You
just gotta like riding in the eye
of the tornado.

CHRISTMAS

Who or what is a Tulip?

TOOL

She's my heartbeat. The reason I get up in the morning. It's all about her, brother. I'm just a slave to a beautiful little flower.

CHRISTMAS

Met another stripper, have ya?

TOOL

No, this is mad love, something beyond your comprehension, Christmas.

TOOL raises a clenched fist in front of CHRISTMAS.

CHRISTMAS

Am I about to get hit?

TOOL

No, enlightened, Dumb ass.

TOOL opens his fist to reveal a PALM TATTOO of a TULIP.

TOOL

Beside you has-beens, she's the only decent thing I have.

JUST THEN -- a STUN GRENADE crashes through the window. FLASH. BANG. The EXPENDABLES are blinded. DOORS ARE KICKED IN -- There's CHAOTIC MOVEMENT AND SHOUTING.

The moment they can see again, they find LASER SIGHTS on each of them. BARNEY peers through the smoke as a TEAM OF ARMED SOLDIERS rush in.

They hammer the EXPENDABLES to the floor, put guns to their heads, flexcuff them.

BARNEY is dragged to his feet. CHURCH, three-piece suit, big sneer, steps up. He gets in BARNEY's face.

CHURCH

What part of cutting you up into little fucking dog treats did you not understand?

Tense beat.

BARNEY

Way I see it, we did you a favor in Vilena.

CHURCH

Did I ask you to blow up the royal palace? To destroy the Presidential army? To kill a CIA agent?

BARNEY

Rogue CIA agent.

CHURCH

Still a CIA agent. You're on the hook for murder one.

BARNEY'S jaw tightens in hatred for CHURCH.

CHURCH sits in Tool's tattoo chair, smiles at TOOL.

CHURCH

Always wanted a tattoo. Just couldn't ever decide what to get and where to put it.

TOOL

How about a bullseye. Right here.

TOOL taps his forehead. CHURCH laughs, gets out of the chair.

CHURCH

To show what a forgiving guy I can be, I'm giving you a chance to make it up to me. By doing a job.

CHURCH slaps a MANILA ENVELOPE against BARNEY'S chest.

CHURCH

A little shithole country in Eastern Europe decided to have a revolution last week.

GUNNAR

You mean Gazak. We read the newspapers.

CHURCH

Really? A monster like you can read?

GUNNAR's eyes squint vengefully.

CHURCH

Rioters blew up all the airstrips,
which stranded some planes,
including one with my package on
it.

BARNEY

What's in the package?

CHURCH

It doesn't matter.

BARNEY

It matters.

CHURCH

My baseball card collection.

BARNEY gives him a fuck you look.

BARNEY

How hot's it on the ground?

CHURCH

You won't even break a sweat.

BARNEY

Why don't I believe you?

CHURCH looks over the EXPENDABLES.

CHURCH

If this were really that important,
I sure as shit wouldn't be sending
you in.

CHURCH signals his team, and they all file out.

Everyone is, for a moment, speechless.

CHRISTMAS

Blowback's a bitch.

GUNNAR

Next chance we get, we kill that
asshole.

BARNEY

Yeah, and live the rest of our
lives in spook hell. Just gear up.

As the EXPENDABLES break off to collect their equipment,
BARNEY approaches TOOL.

BARNEY

Feel like jumping back in the saddle? With Yang out...

(Tool is unsure)

I could really use you on this one.

TOOL

I don't know, brother, I've already cheated the reaper one too many times. He's got me on a special list.

BARNEY understands.

TOOL

Just look before you step on the ice.

BARNEY

Always.

BARNEY walks away. TOOL looks up from his tattoo, a sense of worry on his face.

EXT. PRIVATE AIRSTRIP - NEW ORLEANS - NIGHT

The EXPENDABLES cross the tarmac to the ALBATROSS. As part of KANG's newbie hazing, he lugs everyone's gear. GUNNAR kicks his ass.

GUNNAR

Hustle, rookie!

BARNEY is about to get on when he hears the RUMBLING of TOOL'S HARLEY. He turns and sees TOOL park and get off his bike with a rucksack. TOOL walks across the tarmac.

TOOL

This is my last time in the saddle, brother.

BARNEY

I haven't heard that one before.

TOOL throws his rucksack on the plane. CHRISTMAS and TOLL ROAD are the first to see he's joining them.

CHRISTMAS

What's he coming along for, in-flight tattoos?

TOOL waves a M9 pistol.

TOOL
Meet my tattoo gun.

They whoop and holler; the band is back together again and they're going on the road.

INT. ALBATROSS - COCKPIT - FLYING

BARNEY and CHRISTMAS fly, TOOL hanging with them. CHRISTMAS gets another wedding-related text from his bride to be, shakes his head flustered.

CHRISTMAS
She wants a horse-drawn carriage now. A white one, with white fucking horses.

TOOL and BARNEY look amused.

BARNEY
If she left it to you, you'd drive off into the sunset on your Ducati covered in oil.

CHRISTMAS
What's wrong with that?

TOOL
Nothing, you just gotta find someone who's into the same stuff as you. Right?

BARNEY
Yeah, a chick who likes throwing knives and wearing body armor.

CHRISTMAS
Doesn't exist. And if she does, she's got a mug like my ass.

EXT. GAZAK - DAY

A country in the midst of a PEOPLE'S UPRISING.

Pro-government MOBS clash with anti-government PROTESTERS angry at a dictator, PRESIDENT DOGOT, who refuses to give up power.

CHAOS reigns in the capital -- buildings on fire, cars on top of each other, clouds of smoke, scattered GUNFIRE.

LOOTERS pillage. CORRUPT SOLDIERS and COPS pillage the looters.

INNOCENT FAMILIES try to evacuate.

The EXPENDABLES enter the fray on foot dressed in civvies over their kevlar, each carrying a rucksack full of weapons. They are looking for transportation, but the cars littering the streets and alleys have been toasted.

GUNNAR shoves KANG out front.

GUNNAR

You're my human shield, Rookie.
Anything comes my way, you take it.

KANG turns to BARNEY.

KANG

If I have to put up with his
bullshit, I want a raise.

BARNEY

(to Gunnar)

Now look what you started.

They round a corner and find an intact PICK UP TRUCK on its side with broken windows. They push it back on to its wheels and get it running. Everyone jumps in. TOLL ROAD drives with CAESAR, GUNNAR and KANG shotgun, while BARNEY, TOOL and CHRISTMAS take the bed.

INT. EXPENDABLES PICKUP - DAY

They roll slowly down the streets, weaving between flaming cars and wreckage.

THREE ANGRY MEN emerge from behind a car, focused on the EXPENDABLES' truck. One lights a MOLOTOV COCKTAIL, gets ready to throw --

CHRISTMAS slides out a blade, positions himself to throw when--

A BLADE whizzes past his head and smashes the FIREBOMB. The angry man holding it screams as FIRE engulfs his body.

CHRISTMAS looks behind him at TOOL, who threw the blade.

TOOL

I got a new name for you. I'm
gonna call you Moe.

CHRISTMAS

Moe. What is that, some Three Stooges thing?

TOOL

No. Like Slow-mo. You know...

And TOOL mimics throwing a knife in Slow Motion. CHRISTMAS turns to a grinning BARNEY.

CHRISTMAS

Remind me again why we're taking him?

BARNEY

To make your life miserable.

EXT. FRENCH EMBASSY - DAY

THE EXPENDABLES drive by the FRENCH EMBASSY, which is in flames.

Just outside the front gate, they see a GANG OF ANGRY LOOTERS swarming around an EMBASSY SUV trying to flee the chaos.

Inside the SUV is a DIPLOMAT'S FAMILY and outside a small TEAM OF MERCS take on 30 LOOTERS hand to hand. The MERCS, fight hard, but it's a losing battle.

INT. EXPENDABLES PICKUP - THAT MOMENT

Barney and Tool watch.

BARNEY

Contractors.

TOOL

We got time?

BARNEY

For them we do.

The pick-up stops and the EXPENDABLES hop out. CHRISTMAS racks his rifle, when BARNEY tugs him back.

BARNEY

Hold on, we know this guy.

TOOL recognizes the same guy, looks disturbed.

TOOL

Damn, the last dude I want to see.

BARNEY

What's between you and Booker?

TOOL

You know that Zippo of his?

BARNEY

Sure, the one that saved his hide in Nam.

TOOL

I won it in a poker game.

BARNEY

And you took it from him?

(Tool nods)

And he didn't kill you?

WE SEE the MERC'S grizzled captain BOOKER (Chuck Norris) kicking someone's ass.

TOOL

I told you the reaper had a special list with my name on it.

BOOKER is the only one holding ground, and he's not going to last much longer. He carries a sidearm but fights weaponless, using karate against looters coming at him with bricks, rebar, empty fire extinguishers.

CHRISTMAS

He's good.

GUNNAR

He's about to die.

BOOKER cracks head on a trio of comers, but another three jump in and take whacks at him.

BARNEY draws his six shooter, FIRES into the air to get the LOOTER'S attention. They barely register the GUNSHOT amidst the chaos.

TOOL bumps BARNEY aside.

TOOL

This is how you make a statement.

TOOL raises a breach load SHOTGUN-style FLARE GUN. He pops the flare charge out, crunches the plastic casing a few times in his teeth, and reloads it.

CAESAR

Don't try this at home, kids.

TOOL carefully aims the flare gun at the road just outside the ring of LOOTERS. He squeezes. The FLARE whizzes and smacks asphalt, splattering the LOOTERS with a thousand little comets of phosphorous fuel.

GUNNAR

Shake out the rust, Toolie!

The LOOTERS scatter as they try to slap out the tiny fires flecking their bodies.

The EXPENDABLES greet the other MERCS. BARNEY gives BOOKER a friendly hug.

BARNEY

You're welcome.

BOOKER is happy to see him.

BOOKER

Barney Ross, aren't you dead yet?

BARNEY

Maybe I should've just let you take the heat and die in this cesspool.

BOOKER

Heat?

(gestures to people in
SUV)

Goddamn diplomats won't let us shoot anybody.

The DIPLOMAT yells in French for BOOKER to hurry, which BOOKER ignores, because he finally notices TOOL. His mood darkens.

BOOKER

How's my Zippo, cowboy?

BARNEY

Definitely still mad.

TOOL

Two pair, king high -- you lost it fair and square.

BARNEY

(to Tool)

You really should have given it
back to him.

TOOL

Thanks.

They take in the anarchy around them. There's SPORADIC
BURSTS of FARAWAY GUNFIRE.

BOOKER

What a shitstorm.

TOOL

Worse then Sarajevo in '93.

BARNEY

Spook who hired us said it was safe
as milk.

BOOKER

Don't trust his intel. The
President's in hiding but it's
still plenty hot out there.

BARNEY

You been to the airport?

BOOKER looks alarmed.

BOOKER

Is that where they're sending you?

(slaps Tool's shoulder)

Lucky you got Tool, you'll need
him. Hey, I owe you one.

BOOKER gets back in the SUV and drives off.

The EXPENDABLES advance into the shitstorm.

EXT. GAZAK AIRPORT - DAY

The CONTROL TOWER burns, but other than that and some BROKEN
WINDOWS, THE AIRPORT TERMINAL looks normal and quiet -- too
quiet.

BARNEY and the EXPENDABLES study the situation. They lock
and load. ALL SERIOUS now.

INT. GAZAK AIRPORT TERMINAL - DAY

EXPENDABLES enter and scour the place as they work their way to the boarding gates and the tarmac. Everything that could be looted was days ago -- THE CURRENCY EXCHANGE KIOSK, THE ATMs, the SHOPS, the VENDING MACHINES. Broken glass everywhere, liquor bottles, BULLET-RIDDLE plaster walls, sparking electrical fixtures, flooding from the bathrooms.

And eerily, not a person in sight.

THE EXPENDABLES move furtively and quickly through the terminal. They hear COMMOTION and raise their weapons.

A GANG is all over a FLIGHT ATTENDANT.

CHRISTMAS

Get off her!

GUNNAR fires a WARNING SHOT, then they yank the bastards away to find the victim is a DUDE drunk on mini bottles of Stoli wearing a STEWARDESS' uniform.

GUNNAR

Freakin' Gomorrah.

They move on, reach--

THE CIRCULAR BOARDING HUB and as they close in they see the RUNWAYS through the GLASSLESS PANORAMA -- and this is where the action is.

THE TARMAC has been blown up and is streaming with SCAVENGERS attacking the CRIPPLED JETS like rats in a restaurant dumpster, stealing cargo, stripping parts, fighting with each other.

ONE BY ONE, THEY ZIP OPEN THEIR RUCKSACKS TO REVEAL AN IMPRESSIVE ARRAY OF WEAPONRY. EACH MAN PULLS THEIR WEAPON OF CHOICE: BARNEY -- Kimber .45s, CAESAR -- Noveske N4, GUNNAR -- a Gil Hibben Bowie, etc., etc.

EXT. TARMAC - DAY

THE LOOTERS don't contest the HEAVILY ARMED AND DANGEROUS LOOKING EXPENDABLES as they stride purposefully towards their target--

A300 FREIGHTER PLANE - It says "MILLENNIUM CARGO SERVICES" and looks like a UPS plane, but it is a FLYING BRINKS TRUCK owned

by the NSA, used to transport important shit around the globe.

They see it has been HEAVILY SHOT AT -- the COCKPIT DOOR was impacted by grenade. A COUPLE OF STRAY TEENS come running up to see what they're doing.

GUNNAR

Beat it.

The kids run off. CAESAR throws a rope line over the plane and he and TOLL ROAD tie it off. CHRISTMAS climbs up to the cockpit door.

BARNEY tosses him a special SECURITY KEY that allows him to OPEN THE HATCH.

GUNNAR turns to KANG.

GUNNAR

You wait outside, Rookie.

INT. A300 FREIGHTER PLANE - DAY

A FLASHLIGHT ILLUMINATES a vast, cylindrical warehouse of STACKED ALUMINUM CONTAINERS and PALETTES COVERED IN NETTING.

CHRISTMAS is the first in. He TRACKS the package using a HANDHELD LOCATOR.

EXPENDABLES quietly enter the dark plane and cover him, search the plane. This requires going through the-

TIGHT ALLEYS BETWEEN CONTAINERS

BARNEY looks at CHRISTMAS' MONITOR. They are in the right position, the package should be where they are standing.

BARNEY points down.

BARNEY

It's in the basement. Where's the hatch?

CHRISTMAS points down the length of the plane. They head back and find the FLOOR HATCH that leads to the LOWER CARGO HOLD. Just as GUNNAR bends down to twist the HATCH HANDLE--

BARNEY'S FLASHLIGHT gleams off of an OPEN CAN OF RED BULL on top of a container.

BARNEY HOLDS HIS HAND UP to GUNNAR, and GUNNAR freezes.

EPIC SILENCE

Everyone looks at the RED BULL. TOOL picks up the can -- it's half full. He shakes the can near his ear. It FIZZLES.

TOOL shakes his head NO.

SUDDENLY GUNSHOTS BLAST AT THEM from below. EXPENDABLES RETURN FIRE as they run across the plane, shooting at the floor. BULLETS RICOCHET everywhere, MUZZLEFLASH STROBES, it's DEAFENING. The FLOOR is SHOT TO SHIT.

BARNEY STOPS SHOOTING, then SHOUTS so they'll hear him below.

BARNEY

CEASE-FIRE!

EXPENDABLES STOP SHOOTING. Followed soon by THOSE FIRING AT THEM. Silence again, and LOTS OF SMOKE AND PIERCING FLASHLIGHTS as --

THE EXPENDABLES aim guns at the ARMED MEN visible through the perforations in the floor, who are pointing weapons at them.

BARNEY holds two guns, aims at the TWO MEN he suspects are the ALPHAS.

BARNEY

There's a lot of shit on this plane. What are the chances you and I are here for the same thing?

BARNEY waits for a response, feels like an eternity. He's about to try something else when an ACCENTED MAN named VILAIN speaks from below--

VILAIN

I think small chance.

BARNEY sees movement below, but not from the men he had pegged. Instead, VILAIN comes into view. Cool, battle-worn and built, sporting a golden-hued Walther P99 in each hand, he's all merc.

BARNEY and VILAIN can only see FRAGMENTS OF EACH OTHER through the PERFORATIONS in the floor.

The two men sniff each other out, both their armies ready to tangle.

VILAIN

I think very small chance.

(he laughs)

(MORE)

VILAIN (cont'd)

And if you knew what I am looking for, you would laugh like me.

BARNEY

I could use a little laughter right now, so why don't you tell me.

VILAIN

I was hired by a Venezuelan Petrol Executive. An office painting, naked lady by some famous artist, got misplaced.

BARNEY

Shit happens.

VILAIN

How about you?

BARNEY

It's not a naked lady. But it is down on your level.

VILAIN

What are the first three letters on the locator code, I'll tell you where it is.

BARNEY looks at TOOL, getting his read on the situation. He seems iffy. He looks at CHRISTMAS.

CHRISTMAS

First two letters are AX.

VILAIN laughs again.

VILAIN

Oh, you are very much at the other end of the plane, far from us. I warn you... the toilets are overflowed there so watch your step.

BARNEY

Any reason we can't work side by side?

VILAIN

I was raised with good manners.

BARNEY

I wasn't.

VILAIN laughs. BARNEY signals GUNNAR, who opens the FLOOR HATCH.

GUNS - fingers graze triggers.

BARNEY goes down the ladder first, into

THE LOWER CARGO HOLD - Same situation, aluminum CONTAINERS everywhere. Only VILAIN and his MERCS -- each of which sports an identifying neck tattoo that reads SANGS, have been on the plane for a while, slowly and carefully culling through containers for their mark.

EXPENDABLES climb one by one down into the LOWER CARGO HOLD. There is huge distrust towards VILAIN'S SANGS. It is tense, with everyone trying not to telegraph how edgy they are.

CHRISTMAS takes note of a pallet with a MOTORCYCLE STRAPPED TO IT as they walk through.

BARNEY
How did you get on the plane?

VILAIN
I killed the pilot.

BARNEY grins uncomfortably.

VILAIN
He shot at me first. Actually, I'm not sure if I shot him or Dusan here did.

DUSAN, his lieutenant, glints at BARNEY as he passes.

BARNEY, TOOL AND CHRISTMAS search for the correct CONTAINER.

BARNEY
Sanguinaires.

TOOL
Yeah, I saw.

EXPENDABLES FAN OUT around them, casually form a protective perimeter. BARNEY leans to TOOL.

BARNEY
Run interference.

TOOL separates from the EXPENDABLES and moves casually back toward VILAIN.

BARNEY and CHRISTMAS locate the ALUMINUM CONTAINER. CHRISTMAS keys the lock, and the CONTAINER OPENS. They search inside with flashlights, stacks of ROADCASES.

TOOL walks to VILAIN. He glances at a tattoo on VILAIN'S forearm of a TIGER HEAD with an inscription in it.

TOOL

Manokwari prison, right? Artist in Cell 14 named Mister Fantastic.

VILAIN

Very good. See if you can tell me about this one?

VILAIN pulls up his sleeve, shows TOOL the large tattoo on his shoulder, a row of sharp teeth dripping with blood, framing the word: *Sanguinaires*.

TOOL

Beautiful work.

VILAIN

My family.

He gestures to his crew, smiling friendly.

AT THE CONTAINER - Christmas pulls out A ROAD CASE which looks like many of the other CASES on board.

DUSAN glimpses this. BARNEY nods and the EXPENDABLES close the defensive perimeter.

BACK TO TOOL and VILAIN -

VILAIN

I think we fought side by side.
Mostar, '91?

TOOL

(thinking)
Mostar...

AT THE CONTAINER - BARNEY, aware of prying eyes, immediately stacks the CASE among others and shuts the top of the CONTAINER. He acts like he is still looking just as another of Vilain's SANGS angles in for a view of their progress.

CHRISTMAS

Let's get out of this fucking place.

BACK TO TOOL and VILAIN -

Vilain motions to the EXPENDABLES.

VILAIN

You were with this same crew?

TOOL

Only one I've known.

TOOL pulls off his shirt, turns to reveal his EXPENDABLES tattoo on his back. VILAIN closes in, inspects the tat.

VILAIN

Expendables, yes, I'm sure now.
Mostar, '91. You were with the
Bosnian peasants.

TOOL

Bingo.

VILAIN slaps a friendly hand on his shoulder...

VILAIN

I was with the Serbs.

...then DRIVES a TANTO KNIFE deep into his back at the edge of his SCAPULA.

BARNEY hears TOOL GROAN, looks over and sees--

VILAIN props TOOL up with the knife and a handful of TOOL's hair, makes sure that BARNEY CAN SEE.

VILAIN

Right now, maybe he lives. But if
I move my hand, I get very close to
his heart. You understand, yes?

TOOL mutters.

TOOL

Shoot him.

BARNEY tensely studies the situation.

BARNEY

What do you want?

VILAIN

AX47J.

(with a smile)

What are the chances?

BARNEY nods defeat, grabs a ROAD CASE.

BARNEY

Take the knife out.

VILAIN

Toss me the case.

BARNEY

Let him walk, then you'll get the case.

VILAIN takes the knife out... then plunges it into his back again. Excruciating agony for TOOL.

VILAIN

We're a little closer this time.

BARNEY sees TOOL'S shaking hand as it slowly goes to touch his throbbing chest.

VILAIN

The next time I will not miss his heart. The case.

TOOL is not touching his chest, but reaching for something, a sheath holding a HIDE-AWAY KNIFE.

BARNEY sees what he is doing.

BARNEY

Take it.

He slides the ROAD CASE toward VILAIN.

VILAIN takes the TANTO knife out of TOOL'S BACK to grab the CASE, but the moment he does TOOL yanks the HIDE-AWAY knife out of its sheath and stabs VILAIN. TOOL slumps to the ground.

All hell breaks loose.

BARNEY FIRES AT THE SANGS, tries to PUSH THEM BACK so he can get to TOOL, who lays on the ground bleeding.

VILAIN and DUSAN whisk away the ROAD CASE as his MEN FIRE BACK.

EXPENDABLES take cover behind CONTAINERS as bullets fly, FIRE BACK.

VILAIN sics his three toughest SANGS on the EXPENDABLES. They advance fearlessly into the MAELSTROM. CAESAR pops up and drops the first two with shotgun blasts. The last speeds

in close, kicks the shotgun out of CAESAR'S hand. They trade blows until CAESAR snaps the SANG's neck.

TOLL ROAD and GUNNAR navigate the tight alleys to get closer. Someone shoots the container next to them, and whatever was inside CATCHES FIRE. The FIRE starts to spread.

LASER SIGHTS crisscross in the smoke filled plane.

BARNEY makes it to TOOL and carries him to safety, checks his wound. The BATTLE GOES ON around them, but BARNEY is focused only on his wounded friend.

BARNEY
Can you breathe?

TOOL doesn't answer, his breathing is labored.

CHRISTMAS sees a SANG try inching up on BARNEY, takes him down with a THROWING KNIFE. CHRISTMAS WHISTLES to BARNEY, throws him a MEDI-PACK.

BARNEY rips TOOL'S jacket and shirt off, administers field dressing.

TOOL
The fuck you doing...

BARNEY
Keeping you alive.

TOOL is getting worse. BARNEY works quickly.

TOOL
Not gonna happen.

BARNEY
Shut up. You've seen worse.

The EXPENDABLES push the SANGS toward the back of the plane with unrelenting GUNFIRE and HAND TO HAND.

BARNEY props TOOL'S head up then fills a syringe. The light is draining from TOOL'S eyes.

TOOL
Tulip.

BARNEY stabs the syringe needle into TOOL'S arm,

BARNEY
That's right, pretty little Tulip's
waiting for you back home.

TOOL starts drifting. BARNEY'S efforts get more aggressive.

BARNEY

Come on, man.

TOOL

You take care of her.

INT./EXT. A300 FREIGHTER PLANE - DAY

VILAIN and the SANGS swing open the cargo hatch and leap out on to the tarmac. KANG descends on them with angry fury, takes down three men.

DUSAN opens up on KANG, forcing him to take cover.

A SANG tosses down the ROADCASE. All fire at the HATCH from the TARMAC.

The EXPENDABLES fire back from the doorway, but the SANGS have the tactical advantage.

A TRUCK arrives and the SANGS PILE ON. One of them raises an RPG and aims at open hatch where the EXPENDABLES are shooting from. The GRENADE launches...

GUNNAR fires at the grenade, EXPLODING IT before it reaches the plane.

CHRISTMAS slashes at the straps holding down the RUSSIAN POLICE MOTORCYCLE and gets on. He stabs the ignition with his knife and wrenches it.

CHRISTMAS

Clear the door!

OUTSIDE THE PLANE

We hear the BIKE ENGINE then see CHRISTMAS RIDE THE BIKE out of the plane, taking air and landing 30 feet away, wiping out as he does.

He REMOUNTS THE BIKE, scans the tarmac, sees VILAIN'S truck speeding down the runway, and heads for him. He SLALOMS around huge craters and dodges JAGGED ASPHALT SHARDS, some four feet high. He catches up with the truck quickly.

ON THE TRUCK - SANGS FIRE WEAPONS at CHRISTMAS.

BULLETS hit CHRISTMAS' flak jacket and pierce the gas tank. He takes out a RUAG GRENADE, pulls the pin. He speeds up and moves in front of the truck, then drops the grenade.

INSIDE THE TRUCK they see the grenade and SWERVE SHARPLY just before it BLOWS.

CHRISTMAS follows the truck. He cocks the throttle lock, takes his hands off the grips, reaches for the HK MP5 slung across his back, and fires at the truck, KILLING THREE MEN.

THE BIKE hits a pothole and flips over, sending CHRISTMAS flying off it. The BIKE CATCHES FIRE now.

CHRISTMAS doesn't miss a beat, rolls back on to his feet and KEEPS FIRING at the escaping truck till the gun clicks dry and the truck is out of sight.

INT. A300 FREIGHTER PLANE - DAY

GUNNAR, TOLL ROAD, CAESAR and KANG walk over to BARNEY, sitting next to TOOL, who is already dead.

BARNEY'S AGONY - Coping with the hit of TOOL'S death, having to stay in command.

BARNEY picks up a ROAD CASE -- the right one.

BARNEY
(barely audible)
Carry him out of here.

As they pick him up, his arm flops over...

CLOSE ON - TOOL'S PALM TATTOO - The TULIP

DISSOLVE TO:

EXT. STREETS OF NEW ORLEANS - DAY

A JAZZ FUNERAL for TOOL.

The EXPENDABLES, dressed in black suits, carry TOOL'S CASKET through the streets as a JAZZ BAND plays a DIRGE.

EXT. CEMETERY - DAY

The funeral has ended. MOURNERS, mostly WOMEN, move away. Goodbyes are said.

The EXPENDABLES form a circle around TOOL'S CASKET. Each one places a different MEMENTO on the coffin - a postcard, a bullet, a knife... Finally, they step away, leaving BARNEY alone.

He kneels on one knee and touches the coffin.

BARNEY

It's never going to be the same
without you, brother. Never.

He twists off his EXPENDABLES RING and places it on the coffin.

Soon after BARNEY walks away, a young woman, FIONA, approaches the grave. We see her from behind. She is tattooed and badass, wears a tight, short red dress instead of the traditional black.

She places a BLACK TULIP on the coffin.

INT. TOOL'S - DAY

Post-funeral, the EXPENDABLES sit somberly at Tool's, still dressed in black, everyone taking a shot of tequila.

BARNEY stares down at an old PHOTO of TOOL AND HIM BACK IN THE DAY. He slowly turns the photo face down on the table. He looks up, not in mourning, but with single-minded vengeance.

BARNEY

One thing left to be done.

They nod gravely. CHRISTMAS angrily throws a knife at the Expendables dartboard.

CHRISTMAS

Take our pound of flesh.

BARNEY nods.

GUNNAR

I called Tool's intel source, gave him everything we know. We should have something in a few days.

BARNEY

Good.

THE DOOR OPENS and they turn to see--

The young woman from the funeral, FIONA, confidently walks in, looks around. Somehow she seems to blend in with the tats, the Harleys, the booze, the leather and brawn. BARNEY studies her.

CHRISTMAS
We're closed today.

FIONA
Yeah?

GUNNAR
I heard some of Tool's lady friends
were getting together down in the
Quarter.

FIONA
I heard that too.

FIONA checks out one of TOOL'S PAINTINGS -- it's an abstract
piece, broad color-packed strokes that collide into the
figure of a half girl/half flower.

An annoyed CHRISTMAS looks at the other guys, shakes his
head. He steps up to FIONA, grasps her arm and tries to
escort her out of there.

CHRISTMAS
I'm sure you miss Tool, but this is
a private party.

FIONA suddenly rips out of Christmas' grasp. He goes right
back at her and she pops him in the chin with palm of her
hand. That hurt.

He's pissed now, grabs her shoulders.

CHRISTMAS
Need me to show you the door,
chippy?

A KNIFE appears below CHRISTMAS' chin. His knife.

FIONA
Paws off, Baldilocks.

She presses the knife harder. CHRISTMAS isn't moving.

BARNEY
Christmas.

CHRISTMAS begrudgingly steps away. BARNEY holds his hand out
for the knife. As she gives it to him, he notices the TULIP
tattoo on the palm of her hand. He smiles softly.

She brazenly walks over and pours herself a shot of tequila.

BARNEY

Tulip. I met you once, when you were seven.

FIONA

I'm full grown now. And don't call me Tulip. Only one person calls me that.

BARNEY

I understand.

He hugs her.

BARNEY

I'm sorry I couldn't save him.

The hug ends, and she surveys the Expendables. Each man takes a respectful turn shaking FIONA'S hand.

GUNNAR

Your dad was the heart of the team.

THE OTHERS

Yeah. Our condolences.

CHRISTMAS and FIONA stare at each other for a long moment.

CHRISTMAS

I'm glad I didn't kill you.

FIONA

(sounding like her dad)
I think you have that backwards, Christmas.

That lightens the mood.

FIONA

I was Tool's daughter, but you were definitely his family.

The guys look proud, even though the comment is loaded with a little resentment.

FIONA

I always heard stories about his... brothers.

BARNEY

That's exactly what we need to hear. Thanks.

FIONA pours herself another shot.

FIONA

Tell me how he died.

BARNEY takes a deep breath, this is gonna be tough.

FIONA

And remember, I'm not seven
anymore.

BARNEY

We were doing a job in Eastern
Europe. Felt like old times, with
Tool back.

FIONA

Why did he go back?

BARNEY

(with guilt)
Because I asked him to.

FIONA

But you knew he'd given up the
life.

BARNEY will never forgive himself for that. Nods.

FIONA

Who killed him?

CHRISTMAS

Leader of a group of mercs called
the Sanguinaires.

BARNEY

We didn't get his name.

CHRISTMAS

Don't worry, we don't forget a
face.

FIONA

I want to be there when you kill
him.

BARNEY looks her in the eyes. He sees her fuse is lit, deals
with her delicately.

BARNEY

With all due respect, this is what we do. Your father kept you away from this life for good reason.

FIONA

My father also taught me everything he knew.

BARNEY

Yeah, I saw that. I still can't take you.

FIONA

Why not?

CHRISTMAS gestures to the others to give BARNEY and FIONA privacy, and they walk away.

BARNEY

Before he died, your dad asked me...

(awkwardly)

...to watch over you.

He gauges her reaction, but she is poker faced.

BARNEY

They were his last words.

She lights a cigarette, using an old matchbook.

FIONA

I'm not surprised.

She shows him the matchbook. He reads the writing scrawled on it.

FIONA

He always told me if I needed anything -- if I was ever in trouble-- I should call Barney.

(tough)

Well, the only thing I need from you is a ticket to the execution.

BARNEY

I can't do that.

FIONA

Then you fail me. Like you failed Tool.

FIONA strides out. It takes a few moments for the EXPENDABLES to recoil.

CAESAR

That's why I never had kids.

BARNEY

She's got a right to her grief.

CHRISTMAS

And she's got no problem spreading it around.

BARNEY sits in TOOL'S chair. FIONA just hit him hard.

DISSOLVE TO:

EXT. GAZAK NATIONAL MUSEUM - NIGHT

The museum is surrounded by barricades and UNIFORMED SOLDIERS seemingly protecting it from the LOOTING and RIOTING which is heard in the distance.

An ARMORED PERSONNEL CARRIER pulls up. Inside is a BLINDFOLDED MAN. The APC is let inside.

INT. GAZAK NATIONAL MUSEUM - NIGHT

The man's BLINDFOLD is taken off, and he sees he is in a marble hall lined with massive columns, large sculptures, paintings and murals tracing the history of Gazak.

Making for an odd contrast are SOLDIERS manning machine-gun emplacements every 30 feet. This professorial-looking man is TARAS, the leader of the people's uprising.

PRESIDENT DOGOT, Gazak's brutal dictator, strides down the hall toward him with a friendly demeanor. DOGOT is unshaven, dressed in wrinkled suit, can't hide the strain of weeks of unrest. The two enemies meet.

PRESIDENT DOGOT

Taras! The man who represents the protesters in Freedom Square. Thank you for accepting my invitation.

The sight of DOGOT immediately gets TARAS edgy.

TARAS

So you are still in the city.

PRESIDENT DOGOT

See how the foreign press lies --
Dogot has fled to the mountains;
Dogot has hired mercenaries; Dogot
bathes with prostitutes in
champagne. No, Dogot is here, and
he is listening. Come.

DOGOT ushers TARAS into an adjoining ROOM.

INT. OFFICE ROOM - NIGHT

DOGOT sits opposite TARAS. There is a LAPTOP on a table, a
TEA KETTLE and two cups and a lot of tension between the two
men.

PRESIDENT DOGOT

I have heard the people in the
Square. I am ready to meet their
demands.

That surprises TARAS.

TARAS

You agree to vacate office
immediately? And hand over control
of the army to the citizens of
Gazak?

PRESIDENT DOGOT

Certainly. It is what my people
want. I only want what they want.

TARAS looks suspicious. DOGOT pours two cups of tea.

PRESIDENT DOGOT

Tell the people. Tell them that
Friday will be a historic day in
Gazak history.

DOGOT opens the LAPTOP.

PRESIDENT DOGOT

Please, go online. Tell your
followers you have met with me, I
listened to your grievances, and
that on Friday in Freedom Square I
will hand power over to whomever
they wish.

TARAS looks nervously suspicious, hesitates.

PRESIDENT DOGOT
It's what you want.

TARAS
I think that announcement should
come from you.

DOGOT's true colors begin to show: he leans uncomfortably close, his eyes narrow, his barely contained rage quivers his body -- there is madness in this man.

PRESIDENT DOGOT
I give you a chance to lead -- what
you seek -- and you don't take it.

TARAS finally mans up.

TARAS
You have given me an order.

PRESIDENT DOGOT
No! A dream! I give all my people
a dream, of freedom. But without
Dogot there is no dream and no
freedom. On Friday, you will see,
I will wake the people from my
dream.
(claps his hands suddenly)
Wake up!

TARAS is suitably freaked out.

There is a KNOCK on the door. DOGOT opens it.

SOLDIER
They're here.

INT. GAZAK NATIONAL MUSEUM - HALLWAY - NIGHT

DOGOT steps out to find VILAIN handing the ROADCASE from the plane to a nasty looking man with burn scars on his face and hands, MEMLUK the bombmaker. VILAIN joins DOGOT.

VILAIN
Your CIA sponsors have lost faith
in you.

DOGOT looks concerned.

VILAIN

Mercenaries came for the case.
They knew exactly which one to look
for.

PRESIDENT DOGOT

Americans?

VILAIN

(dismissively)

Toy guns from the CIA gift shop.
We sent them home empty-handed.

PRESIDENT DOGOT

Do you know when I first came to
power the CIA would fly me to
Hawaii twice a year. They'd say,
"Dogot, our friend, pack light, we
will take care of everything for
you." Then when it came time to
fly home I suddenly had two new
pieces of luggage.

VILAIN

You don't need the CIA anymore.

PRESIDENT DOGOT regards VILAIN warmly.

PRESIDENT DOGOT

Les Sanguinaires are much more
effective. Please, I need your
special touch.

DOGOT ushers VILAIN toward the office.

INT. OFFICE ROOM - CONTINUOUS

PRESIDENT DOGOT

Taras, I would like you to meet
Monsieur Vilain. He is helping our
country through this terrible
crisis.

TARAS

(indignant)

You mean he is a foreign mercenary
you hire to murder our people!

VILAIN grabs TARAS by the hair and pushes his head flat on
the table.

VILAIN

My mother used to tell me, "Your tongue is your worst enemy."

VILAIN yanks open the desk drawer with his free hand and takes out a shiny pair of SCISSORS.

VILAIN

Luckily we were too poor to own scissors.

VILAIN nods a SANG over, who holds open TARAS' mouth.

VILAIN

A man needs to know when to shut up. If he doesn't, there is always someone to do it for him.

VILAIN sticks the shears into TARAS' mouth. TARAS' eyes bulge in terror. VILAIN closes the scissors on his tongue -- snips a little. Blood pours from the corner of TARAS' mouth as he screams.

TARAS squirms, he can't take anymore. The torture is primal and brutal and effective. VILAIN takes the scissors out and pushes TARAS in front of the computer. Blood drips on the keyboard.

VILAIN

Now do everything your president asks.

TARAS types.

INT. GAZAK NATIONAL MUSEUM - HALLWAY - NIGHT

VILAIN walks with a group of his SANGS up to a queue of six PROSTITUTES. He gives them the once over, then chooses two. He walks off with the girls.

PRESIDENT DOGOT (O.S.)

Vilain!

He turns around to see an angry DOGOT with MEMLUK, holding the roadcase.

PRESIDENT DOGOT

Those mercenaries -- the toy guns? They gave you the wrong case. They tricked you.

VILAIN looks at the roadcase in disbelief and anger.

PRESIDENT DOGOT
We will have a square full of
protesters on Friday. How will I
control them? With this?!

DOGOT opens the roadcase, dumps out reams of useless PAPER FILES, then tosses the case. DOGOT draws a GLOCK and aims it at VILAIN'S head.

PRESIDENT DOGOT
Get the right case this time.

VILAIN adeptly disarms DOGOT, then hands the gun back to him and walks off.

INT. BARNEY'S PICK-UP / NEW ORLEANS - DAY

The engine idles. BARNEY watches in the rearview mirror as a MOTORCYCLE approaches. The RIDER pulls up and pitches a small package into the truck cabin then drives off.

BARNEY was expecting this, opens the package and slides out a phone. On the DISPLAY is a MAP, which BARNEY refers to as he drives.

EXT. INTERSECTION - DAY

BARNEY'S truck idles at stoplight at a lonely intersection.

A LINCOLN TOWNCAR pulls up next to him. The rear tinted window rolls down to reveal a silhouetted man, MR LINCOLN.

MR. LINCOLN
Mr. Ross. Please accept my
condolences, Mr. Tool was a special
man and a trusted client.

BARNEY
He spoke very highly of your...
research skills.

He passes an envelope to BARNEY. BARNEY studies the photos, maps, documents inside as MR. LINCOLN talks.

MR. LINCOLN
As you guessed, Tool's killer is a
private contractor, travelling on a
Belgian passport under the alias
"Vilain" (Vee-lahn). He calls his
crew the Sangunaires, or
Bloodthirsty Men. These Sangs
(MORE)

MR. LINCOLN (cont'd)
specialize in *crowd management*.
Last year alone they killed eighty-
six peaceful demonstrators in
Turkmenistan, burned down a refugee
camp in Sudan and blew up a busload
of students in Venezuela.

BARNEY
Explains why they're in Gazak. I
have one other request. You know a
man named Church?

MR. LINCOLN leans forward into the light. He is a slick man
with impeccable taste.

MR. LINCOLN
Agent Church?

BARNEY
Yeah. I need everything you got on
him.

MR. LINCOLN
The Vilain information is on the
house. Like I said, Tool was a
good man. But any information on
Agent Church will require a
significant investment on your
part.

BARNEY
Whatever it takes.

MR LINCOLN
Give me forty eight hours.

BARNEY nods. The TOWNCAR rolls away.

BARNEY looks at Vilain's phone records, bank records,
passport photos, international newspaper clippings of his
Sangs' handiwork. BARNEY puts the pieces of the puzzle
together, tracking his prey.

INT. NEIGHBORHOOD BAR - DAY

Closed at least five years ago. Layers of dust cake piled
furniture, an old jukebox sits on its side, broken booze
bottles litter the floor.

GUNNAR lounges with his feet up writing in a notebook while
KANG works hard sweeping up the trash.

GUNNAR

You missed a spot.

BARNEY walks in, looks around the bar dubiously.

CAESAR and TOLL enter from the kitchen. TOLL ROAD tears some butcher paper off the front window, letting the sun shine in. CAESAR and TOLL wait for BARNEY'S opinion.

TOLL ROAD

Whattaya think?

BARNEY

Looked better in the dark.

CAESAR

Nothing a week of spit and polish won't fix.

BARNEY

You already bought it?

CAESAR

Actually no. Having multiple aliases and no social security numbers is kind of a stumbling block.

TOLL ROAD

They'll understand cash.

CAESAR

We got to do this legit.

TOLL ROAD

It's a bar not a daycare center.

BARNEY

I like it. I'd have a drink here.

GUNNAR

I wouldn't.

CAESAR

It's not just gonna be a bar. The concept is "Bratwurst and Bourbon".

TOLL ROAD

Grab a seat and check this out.

BARNEY sits at the bar while CAESAR and TOLL retreat to the kitchen. CHRISTMAS comes in wearing his motorcycle leathers.

CHRISTMAS

What a dump.

BARNEY

Keep it down, they're in the back.

CHRISTMAS grabs a stool next to BARNEY, sees GUNNAR writing in his notebook.

CHRISTMAS

When do we get to read your book, Einstein.

GUNNAR

Einstein was a physicist. Not a chemical engineer, dumbshit.

CHRISTMAS

So... any word from our little Tulip?

BARNEY studies CHRISTMAS.

BARNEY

What's with the sudden interest?

CHRISTMAS

Nothing. Just asking.

BARNEY slaps the Vilain envelope at CHRISTMAS.

BARNEY

Get interested in that.

CAESAR and TOLL ROAD come out of the back. TOLL carries a plate of sickly colored bratwursts which he places in front of BARNEY.

CHRISTMAS

Where's mine?

CAESAR

You're late, you wait.

CAESAR pulls a bottle of Maker's Mark from under the bar and pours BARNEY a shot. BARNEY is a little lost.

TOLL ROAD

Go ahead, hit it.

BARNEY

Which, the bratwurst or the bourbon?

CAESAR
The bourbon.

TOLL ROAD
The bratwurst.

CAESAR and TOLL scowl at each other -- they have never discussed which goes first.

BARNEY'S phone RINGS. He steps away and answers.

BARNEY
Yeah. Okay.
(ends call)
I got to go. Christmas, take over
my judging duties.

CHRISTMAS
That about Tulip?

BARNEY
Again the sudden interest.

BARNEY leaves.

CHRISTMAS turns his attention back to TOLL and CAESAR.

CHRISTMAS
Bratwurst first.

He takes a bite and chews -- nasty. He wastes no time washing it down with the bourbon.

Well? TOLL ROAD

CHRISTMAS
You're going to sell a lot of
bourbon.

INT. POLICE STATION - DAY

BARNEY peers through a two-way mirror at FIONA handcuffed in a holding cell. She uses the handcuffs to scrape a picture into the wall.

A POLICE SERGEANT empties an envelope of TULIP'S belongings on the counter. BARNEY picks through the stuff, looking for clues about FIONA.

DESK SERGEANT
Smash and grab at a gun shop. Very
bold, this one.

BARNEY

She gets it from her dad.

BARNEY finds the MATCHBOOK written in TOOL'S HAND among FIONA'S stuff. It reads: "Tulip baby, if anything ever happens to me, call Barney 390-845-9954."

DESK SERGEANT

You need to have her back in court
Friday or you lose the ten grand.
Sign here, here, and here.

INT. BARNEY'S PICK-UP - DAY

BARNEY drives. FIONA smokes, looks peeved.

BARNEY

What do you need a gun for?

FIONA

(facetious)

Self-defense.

BARNEY

You're like one long fuse, burning,
burning, who knows when you're
going to go bang.

FIONA

Keep talking it's going to happen
sooner than later.

BARNEY finally smiles.

BARNEY

I got something for you.

EXT. GULF OF MEXICO / SHORE - DAY

The seaplane is docked at the end of a long solitary pier
that juts out from an isolated cove.

FIONA smokes, watches as BARNEY carries something back from
the seaplane, down the long pier.

FIONA'S POV - in the harsh noonday sun, BARNEY in silhouette:
a warrior, weary and wise, like her dad.

BARNEY places TOOL'S RUCKSACK on the open gate of his truck.

BARNEY

Go ahead, Tool would've wanted you
to have it.

FIONA unzips the rucksack. BARNEY steps back and lets her
remember.

A faded t-shirt, a cowboy hat, a leather Expendables jacket,
a dog-eared copy of ON THE ROAD, a mix CD from Fiona, a hand-
forged throwing knife, Booker's 'nam Zippo...

FIONA pulls a GULF WAR 1 era M9 from the sack, worn dull from
years of service. She hefts the gun, then points it.

FIONA

This is the gun he taught me on.

BARNEY

Did he teach you how to kill?
Cause it's a lot harder than you
think.

FIONA

I'm a fast learner.

Barney gently nudges the gun down.

BARNEY

The man who killed your father --
Just know he's living his last
three or four days on this earth.

This seems to placate FIONA.

BARNEY

I'll give you a ride home. Let me
just close up the plane.

BARNEY walks back down the long pier. FIONA throws the
rucksack in the cab, sits on the front bumper.

BEHIND HER an SUV quietly rolls up to the pier. TWO NORDIC
GUYS, their blanched-white skin very out of place in New
Orleans, step out. They're merc-big, both wear floppy army-
style sun hats and rifle range sunglasses. They are
remarkably clean, cool and professional.

They don't see FIONA. She doesn't see them.

The first guy raises SPOTTING SCOPE. Both speak in subtitled
FINNISH.

SPOTTER
ID confirmed.

The second guy pulls out a soft case and removes an M24
SNIPER RIFLE with SWR SILENCER.

SPOTTER
1-3-8 meters. Easterly breeze, 8
knots.

EXT. PIER - THAT MOMENT

BARNEY locks up the plane's anchor lines, talks to himself.

BARNEY
She's just a kid. She'll come
around.

EXT. GULF OF MEXICO / SHORE - THAT MOMENT

FIONA, as is her nature, is already anxious to leave. She
stands, sees BARNEY. She's cups her hands, about to yell for
him to hurry up when she sees the SNIPER TEAM. She drops
down.

SNIPER TEAM -- they haven't seen her.

SPOTTER
Pier is bobbing slightly, correct
your slant range 3 percent.

FIONA -- gingerly reaches into the cab and slides the M9 from
the rucksack.

SNIPER TEAM --

SNIPER
Locked.

SPOTTER
Soft tissue only. We need him to
talk.

FIONA -- she tries to rack a round into the chamber as
quietly as possible, but the old gun is LOUD. RACK.

SNIPER TEAM -- the SPOTTER reacts just as the SNIPER shoots.

SPOTTER
Hostile!

SNIPER

Damn!

BARNEY -- the SHOT grazes his lowered forearm. BARNEY registers the situation, dives into the seaplane.

SNIPER TEAM -- stay completely calm. The SPOTTER coolly pulls a Walther P99, searches, just as FIONA fires. The bullet halves the antenna next to the SPOTTER'S head. Unfazed, he hammers FIONA'S position, driving her to the ground.

SPOTTER

Secure.

SNIPER

He's in a hole.

(sees something he doesn't
like)

He's running!

BARNEY tears out of the seaplane and sprints down the pier firing his Kimber .45.

BARNEY

Fiona! Stay down!

SNIPER TEAM -- they have to stay down as Barney's accuracy, even at this range, is deadly.

FIONA -- she is itching to get in the fight. She peeks, aims but can't get a shot off before the SPOTTER rakes her position.

THE SNIPER TEAM load into their SUV and reverse out of there, the SPOTTER covering.

BARNEY fires a final shot, more interested in FIONA'S safety.

BARNEY

Fiona!

She stands. She's all right.

FIONA

I had him.

BARNEY

No you didn't.

(opens door to truck)

Stay here.

FIONA is already getting in the truck.

FIONA
Yeah, right.

BARNEY shakes his head. Sees the SUV getting away.

FIONA
What are you waiting for!

EXT. ROAD - DAY

The SUV speeds along a sandy frontage road. The Gulf is on one side, thick swampy woods on the other.

INT. SUV - DAY

The SPOTTER drives, scans for a perfect ambush point. The SNIPER readies a new piece of hardware -- a long-barreled DART PISTOL.

The SPOTTER offers the SNIPER a stick of gum. He takes it. They both coolly chew.

SPOTTER
There.

He points to an ancient SHRIMP BOAT beached on the Gulf side.

The SPOTTER slows down to 20mph. The SNIPER opens the door and jumps out.

The SPOTTER swerves left, off-roads into the woods.

THE SNIPER disappears behind the shrimp boat.

INT. BARNEY'S PICK-UP - THAT MOMENT

Barney follows the SUV's dust trail.

FIONA
Is this about Tool?

BARNEY
That and the package we brought back.

FIONA
Package?

BARNEY

They're a Retrieval Team. They could have killed me on the pier but they ran. Meaning they want the package, not my blood.

FIONA

So whoever hired them killed my father?

BARNEY

Gotta be the same guy.

FIONA

Then they'll know where he is.

BARNEY

I already know where he is.

BARNEY sees the SUV has gone off-road.

EXT. SWAMPY WOODS - DAY

Barney's pick-up follows a beaten path through the woods. Soon he is gaining on the SUV.

The SUV cuts hard and doubles-back. Barney's truck shadows.

INT. BARNEY'S PICK-UP - THAT MOMENT

Barney pulls his .45, secures it under his thigh.

BARNEY

Promise me you'll stay in the truck.

FIONA

I can't.

BARNEY

(sighs)
Just hold tight.

EXT. ROAD - THAT MOMENT

The SUV tears through the woods, doubling back down the road toward the shrimp boat.

Out of nowhere, Barney's pick-up T-BONES the SUV.

INT. SUV - THAT MOMENT

MASSIVE HIT. Air bags pop.

As they deflate, the SPOTTER is dazed. He looks down and sees his gun jammed between an air bag and his chest. The muzzle smokes. BLOOD pours from a bullet wound.

He wills instant recovery, accelerates, managing to free his truck.

EXT. ROAD - THAT MOMENT

The SUV flees fast with Barney in pursuit. It spins round a curve in the road and drives right into the beached SHRIMP BOAT.

BARNEY'S pick-up skids next to the SUV. He jumps out with gun aimed, checks the SUV. No one inside. Where's the second guy? He turns to scan.

FIONA watches thru windshield as SNIPER pops out from behind the shrimp and fires the dart pistol.

The DART hits Barney in the shoulder. Barney doesn't hesitate. He instantly tears the barbed dart out, runs at the SNIPER and stabs him in the neck with it.

He holds the SNIPER still. Both men have taken a dose of high-powered tranquilizer, but BARNEY way less so. The SNIPER fights back but soon succumbs.

Barney is woozy, but stays vigilant for the missing SPOTTER. FIONA gets out of the truck, M9 held high.

BARNEY

No. Get back in. Fiona!

He's too weak to force her. She runs past him, the way the SPOTTER went.

EXT. GULF OF MEXICO - DAY

The SPOTTER slogs through knee-deep water looking sick, breathing heavy. He's bloody. His arm looks broken. He still holds the P99.

RUSTLING in the grass behind. He thinks it's his partner.

SPOTTER

Aki, my lung is punctured.

FIONA appears. Two-handed grip on the P9.

The SPOTTER tries to raise his gun.

FIONA jumps down, smacks him with her pistol. He's fading fast.

FIONA

Who sent you?

The SPOTTER stays silent. FIONA puts the gun to his face.

FIONA

Who sent you? Where is he?

The SPOTTER dies. FIONA searches him, finds an IPHONE, CASH, TWO PLANE TICKETS.

BARNEY (O.S.)

Fiona!

She pockets the stuff as Barney stumbles up.

FIONA

He's dead.

INT. TOOL'S - NIGHT

The entire team is gathered in the back around a computer.

BARNEY, still recovering from the dart's tranquilizer, drinks a cup of coffee.

The SNIPER is slumped unconscious in a chair.

The guys divine intel from a combination of his possessions and merc sites on the internet.

GUNNAR

Eight years Finnish secret service.
Did a United Nations peacekeeping
stint in Somalia. Three years at
Garda. Been private five years.

CAESAR examines the DART PISTOL.

CAESAR

Can I keep this?

The SNIPER moans and starts to come around.

BARNEY

Fiona should hear what he's got to say.

CHRISTMAS

She was here a few minutes ago.

BARNEY

Find her.

EXT. LOWER NINTH WARD - NIGHT

CHRISTMAS rides through an industrial area where the streets are lined with buildings left abandoned since Katrina.

He comes upon an old brick factory with MUSIC pumping from it. Checks the address.

INT. ABANDONED BUILDING - NIGHT

The place is a squat for TOUGH TRANSIENTS. Endless orange electrical cords carrying stolen power snake down hallways. Graffiti covers everything. Walls are lined with empty beer bottles.

CHRISTMAS follows the MUSIC to a big room where a half dozen ROWDY YOUNG STREET THUGS are drinking, smoking, sexing.

INT. PARTY PIT - NIGHT

CHRISTMAS walks right in. It takes everyone a moment to register him. Immediately suspicious, a couple pull knives. CHRISTMAS makes sure they see the compact Beretta 9mm in his belt.

CHRISTMAS

Hey, I brought a gun to a knife fight.

(no comment)

I'm looking for a friend.

ROWDY

You ain't got no friends here.

Christmas brushes past him.

ROWDY

Hey! You're in Big Mikey's house.

CHRISTMAS
I'll try and remember that.

CHRISTMAS keeps walking.

INT. HALLWAY - NIGHT

CHRISTMAS scouts down a hallway, peeking in rooms.

INT. ANOTHER ROOM - NIGHT

FIONA hastily packs a bag. She hears someone coming and she hides it under her coat. CHRISTMAS pokes his head in and knocks.

FIONA
It's Barney's English lap dog.

CHRISTMAS
Last guy who said that to me--

FIONA
That's your play, go all hard guy on me?

CHRISTMAS
You seemed to like it the first time.

CHRISTMAS enters, notices the bag under the coat.

CHRISTMAS
You going somewhere?

FIONA
I'm always going somewhere.

CHRISTMAS
That sniper finally came round, Barney wants you.

FIONA
Barney, Barney, Barney.

CHRISTMAS
He cares about you.

FIONA
He cares too much.

CHRISTMAS
Just come on. *

LITTLE MIKE (O.S.)
Hey! *

LITTLE MIKE, an intimidating asshole, and THREE ROWDIES shove
past CHRISTMAS and disrespectfully enter the room, making
themselves at home. *

FIONA
You know, this is my room. *

LITTLE MIKE
Your room. My house. *

CHRISTMAS
(unimpressed)
Ah, this must be Little Mike. *

LITTLE MIKE looks at CHRISTMAS like he's dogshit. *

LITTLE MIKE
Who are you? You fucking my bitch? *

CHRISTMAS stares off with him, has to restrain himself. *

FIONA
He's a friend of my dad. *

LITTLE MIKE shakes his head. *

LITTLE MIKE
Still, with the fucking dad shit.
He's dead, get over it. *

FIONA looks at CHRISTMAS and nods for him to leave. *

CHRISTMAS
I'll wait outside. *

LITTLE MIKE
Yeah, do that. *

CHRISTMAS leaves the room. *

LITTLE MIKE sparks up a rock pipe, puffs, passes it toward
FIONA. She gestures no. *

LITTLE MIKE
It'll make you feel better. *

FIONA
Maybe I want to feel sad.

LITTLE MIKE
I don't give a shit what you want.

LITTLE MIKE grabs her, pulls her on his lap. FIONA resists and LITTLE MIKE clamps down harder. He's starting to hurt her.

INT. HALLWAY - THAT MOMENT

CHRISTMAS is in the hall eavesdropping on the FIGHTING, trying his best not to get involved.

INT. ROOM - THAT MOMENT

LITTLE MIKE shoves the pipe in her mouth.

LITTLE MIKE
Smoke it.

FIONA
No.

LITTLE MIKE pushes her over to his pals.

LITTLE MIKE
Hold her on the bed!

They pin Fiona down on the bed while LITTLE MIKE takes a hit then forcibly tries to blow the smoke into FIONA's mouth.

FIONA
NO!

She hurts LITTLE MIKE as she struggles. LITTLE MIKE's expression darkens and he slaps her.

LITTLE MIKE
Dumb bitch!

CHRISTMAS (O.S.)
Hey.

LITTLE MIKE faces CHRISTMAS standing casually in the doorway.

CHRISTMAS
Didn't your momma teach you the meaning of the word no?

LITTLE MIKE snickers to his crew, gestures for them to get rid of CHRISTMAS.

CHRISTMAS
I guess I have to.

CHRISTMAS takes on LITTLE MIKE'S crew, unleashing a whirlwind of punishing kicks and punches.

FIONA watches as CHRISTMAS moves at twice the speed of the other guys, and the ones who are not KO'ed flee the room.

LITTLE MIKE lunges at CHRISTMAS with a huge knife. CHRISTMAS effortlessly catches his wrist and twists till the knife drops. LITTLE MIKE screams as his wrist almost breaks. CHRISTMAS drags him to the window like this and forces him out, holding him there. They are two storeys up. LITTLE MIKE looks scared, CHRISTMAS looks very in control.

CHRISTMAS
Now, if I ask: "Do you want me to drop you from this window scumbag?", do you say yes or no?

LITTLE MIKE
No! Please, No!

CHRISTMAS
Very good. That's all for today.

He releases LITTLE MIKE, lets him fall out the open window, watches as he hits the ground hard, unable to get up.

CHRISTMAS brushes himself off and walks to FIONA. She's impressed and grateful.

CHRISTMAS
Tool definitely wouldn't have approved of Little Mike.

FIONA
You never really know a guy until bad shit happens.
(she leans in close)
Like you. Who'd have thought.

They look at each other. She slowly kisses CHRISTMAS. His eyes shut, he's lost in the kiss for a moment -- then backs off.

CHRISTMAS
I'm gettin' married in a few weeks.

She laughs. *

CHRISTMAS *

That's funny? *

FIONA *

No. She's a lucky girl. Whoever she is. *

She grabs her bag and abruptly heads for the door. *

FIONA *

Tell Barney I have to run an errand, then I'll be by. *

CHRISTMAS *

When? *

She looks back, smiles and is gone. CHRISTMAS shakes his head, grins, then something occurs to him. He feels around. *

CHRISTMAS *

Keys. *

EXT. LOWER NINTH WARD - NIGHT *

CHRISTMAS sprints outside just in time to see FIONA tear away on his Ducati. *

CHRISTMAS *

Damn. *

CUT TO:

INT. TOOL'S - NIGHT

Everyone is busting up at CHRISTMAS' expense, momentary relief from the cold business of revenge.

CHRISTMAS

The not-funny part of it is, I just made my last payment on that bike.

BARNEY

Hey, I'm out ten grand on her bail.

CHRISTMAS

You can add another ten grand to that if my bike don't come back.

BARNEY

Why me?

CHRISTMAS

You're her papa now.

The GUYS laugh, but not BARNEY.

DISSOLVE TO:

EXT. PARK ON OUTSKIRTS OF GAZAK - NIGHT

VILAIN'S ARMORED LIMO prowls the edges of the park where PROSTITUTES wait for business.

INT. LIMO - NIGHT

In the back, DUSAN, Vilain's lieutenant drives with the window down, drinking a bottle of Whiskey, trolling for girls.

They ply their wares, Dusan gapes. He points at three.

DUSAN

You three... step forward, into the light.

While he inspects them, the side door swings open. Dusan immediately points his pistol at the intruder.

FIONA, dressed to kill, invites herself in, unthreatened by the gun.

FIONA

Come on, pick a couple more hos and let's party.

She grabs his bottle of Johnny Walker and guzzles. Dusan finds her brazenness alluring, lowers his gun.

INT. LIMO - LATER

DUSAN and TWO other PROSTITUTES snort coke while the limo nears the National Museum and its heavy military guard. For the first time she looks anxious. Her hand clutches her purse, and we glimpse the outline of her M9.

INT. NATIONAL MUSEUM - NIGHT

DUSAN leads FIONA and the PROSTITUTES through the grand entrance hall where the PRESIDENT shot Olara.

The other women are excited, intrigued, but FIONA is weary, watches a man clean blood splattered across a painting.

LOUD MUSIC thumps from behind two massive doors.

DUSAN pulls them open to reveal -- PARTY CENTRAL.

INT. MUSEUM ROTUNDA - NIGHT

The grand marble fountain, center piece of the museum, has been turned into a HOT TUB. Topless PROSTITUTES drink wine from the bottle and lounge beneath a sculpture of NEPTUNE.

The only men are VILAIN and THREE MEMBERS of the President's cabinet in hiding. They wear silk robes, look buzzed and debaucherous.

DUSAN shoves FIONA and the others toward the fountain. Vilain beckons him.

VILAIN

Any word from our Finnish friends?

DUSAN

Not yet.

This worries Vilain a bit. He notices the new "girls" hanging by the fountain, zeros in on FIONA who has stripped down to bra and panties. Her artful tattoos make her stand out among the others. She isn't like the usual street girls DUSAN brings in.

VILAIN approaches FIONA. Just as he gets to her, she gracefully dives in the water and swims away, playfully. He likes the game, watches her. She stays out in the middle of the water.

VILAIN

You're not from Gazak.

FIONA

Canada.

VILAIN

Come closer, Canada.

FIONA

You come in.

VILAIN grins. She's toying with him a little too much, but he's intrigued.

He peels off his robe. She catches a flash of metal in the robe pocket. He walks in, right up to her, but she keeps her distance.

VILAIN

Why are you in Gazak?

FIONA

Looking for trouble.

FIONA swims away from him and climbs out.

VILAIN

I think you are not looking for trouble, I think you are trouble.

FIONA

You'll have to find out.

VILAIN gets out, puts his robe on. As they leave FIONA grabs her purse with the M9 secreted in it. VILAIN snatches it from her and throws it in the fountain.

VILAIN

Everything you need is upstairs.

He and pulls her away and they climb the long, wide staircase to the second floor of the museum.

INT. MUSEUM / 2ND STORY - NIGHT

FIONA stealthfully scopes. They pass room after room of exhibits, each one has been turned into a bivouac for soldiers or members of the President's government in hiding.

He pulls FIONA into a room.

INT. EXHIBIT ROOM - NIGHT

The walls are covered with world-class paintings and sculptures of ODALISQUES. VILAIN has made the room into his lair, a king bed, sofas, stereo, bar.

FIONA wanders around the room, plotting. VILAIN blatantly films her with a handheld camera.

FIONA
How do I look?

VILAIN
Shut up.

She picks up a CERAMIC FIGURINE off a pedestal.

FIONA
Can I have this?

VILAIN
I said shut up.

She throws the figurine to him. He's caught off-guard, fumbles the catch. The piece shatters on the marble floor.

VILAIN
Your games are tiring.

FIONA
They're almost over.

VILAIN springs forward and slaps her with the camera. He ratchets her arm.

VILAIN
Get on the bed.

She resists. He forces her down to the floor slowly, painfully, filming the entire time.

FIONA lets her body go slack. He loosens up.

VILAIN
Crawl to my bed.

She crawls toward the bed. At the last instant she grabs a LARGE BROKEN CERAMIC SHARD and drives it under his kneecap.

His leg buckles. With WRATH in her eyes she strikes again -- in his thigh, in his gut, in his chest.

He finally gets hold of her neck. She gets in one last hard stab to his face before he knocks the shard away.

They tussle violently on the floor, sliding on Vilain's blood, then both go for his gun, but FIONA GETS THE GUN.

She stands with the gun over him, circles him like a tiger.

VILAIN
What do you want?

She comes closer, aims at his head.

FIONA
Just your life.

The side door to the next gallery room flies open and DUSAN ENTERS just as SHE PULLS THE TRIGGER. The BULLET HITS Vilain's head and he falls.

She fires at DUSAN as she runs to the main door and goes...

INT.2ND STORY/OVERLOOKING ROTUNDA - CONTINUOUS

...out to the balcony, and leaps into the fountain.

DUSAN empties a clip at her, POCKING the statue.

FIONA ducks behind Neptune, goes for her purse and gets out the M9. DUSAN fires, kills one of the PROSTITUTES.

FIONA shoots at DUSAN. He retreats. SOLDIERS burst in -- unsure of the situation. FIONA pops up and shots one, then another.

She climbs out of the fountain and runs down a long dark hall. SOLDIERS pursue. She looks back, fires crazily until she CLICKS DRY.

When she turns forward again she CRASHES into SOMEONE who catches her. Her gun spins away.

She looks up. PRESIDENT DOGOT holds the defiant woman tight, his demeanor patronly.

PRESIDENT DOGOT
It's alright, young lady. It's
okay.

DUSAN shows up and viciously pistol-whips FIONA into unconsciousness.

INT. BASEMENT / NATIONAL MUSEUM - DAY

A cold dark room with pitted walls, blood spatter -- bad things have happened here recently.

FIONA, near-naked and unconscious lays on the ground. A LIT CIGARETTE is snuffed out on her ear and she wakes. Both her wrists are handcuffed... to the DEAD PROSTITUTES she arrived with, lying next to her.

DUSAN

Did you have a nice sleep?

FIONA

I killed him. That's all that matters to me.

DUSAN places a chair in front of her. The door opens. SOMEONE walks in.

FIONA'S eyes widen.

VILAIN sits in the chair in front of her. THE SIDE OF HIS HEAD is covered in a fat bandage where the bullet grazed him.

VILAIN

You have an interesting way of partying, whoever you are.

He dumps out the contents of her purse, rifles through stuff, holds up the matchbook cover.

TIGHT ON - MATCHBOOK COVER - the one that has BARNEY'S PHONE NUMBER ON IT.

INT. BARNEY'S HANGAR - DAY

BARNEY is asleep on a cot when his phone rings. He wakes, answers the phone, hears only a WOMAN IN SOME KIND OF AGONY.

BARNEY

Hello? Fiona?

VILAIN (V.O.)

Is this Barney? The man to call if the ravishing Fiona ever finds herself in trouble?

BARNEY stays quiet, hears FIONA being tortured.

VILAIN

She's in trouble. Quite a bit of it, really.

BARNEY

Who is this?

VILAIN (V.O.)

I want the right case this time, Barney. You have fourteen hours to deliver it to me. I will be in touch with you.

He hangs up.

EXT. SUBURB OUTSIDE OF D.C. - NIGHT

A gated community of multi-million dollar mansions, among them a MASSIVE BRICK COLONIAL. A small sign on the gate declares PROTECTED BY MILLENNIUM SECURITY.

INT. MASSIVE COLONIAL MANSION - KITCHEN NIGHT

CHURCH is in the lavish kitchen wearing a bathrobe. He stands at the kitchen sink opening a bottle of champagne quietly singing to himself. He pours two flutes, glances out the window where THE ATTRACTIVE BLONDE WIFE is getting into a steaming hot tub.

EXT. MANSION - NIGHT

CHURCH gives a flute of champagne to the WIFE, then drops his robe and gets in. WIFE slinks over to him.

WIFE

What took so long?

CHURCH

You know, they fall asleep, they wake up... you gotta wait till the snoring gets raspy. Then they're down for the count and you're free to party.

WIFE

(ala Lionel Ritchie)

All night long.

CHURCH

(cheesy singing)

"Party, Carumba, Fiesta,
forever..."

Suddenly WIFE looks at him alarmed.

CHURCH

Don't you like my singing?

WIFE

What are those?

Confused, CHURCH looks down and sees--

SIX LASER DOTS on his chest. Alarmed, he surveys the dark periphery of his magnificent lawn and sees--

BARNEY, CHRISTMAS, GUNNAR, TOLL ROAD, CAESAR and KANG step out of the shadows aiming ASSAULT RIFLES AT HIM.

INT. MANSION - KITCHEN - NIGHT

CHURCH, in his bathrobe, is aggressively thrown into a chair in the kitchen. CAESAR flexcuffs him. (Everyone but KANG and the WIFE are there).

CHURCH

How the fuck did you find out where I live?

BARNEY

Well... Robert, when someone threatens to cut me into little fucking dog treats, I do my homework.

BARNEY leans in close, as grave as can be.

BARNEY

What was in the package?

CHURCH

I thought we went through this.

BARNEY

You sent my team in blind and one of them didn't come back.

CHURCH

Isn't that why you're called "Expendable?"

GUNNAR steps up and kicks CHURCH'S CHAIR over. CHURCH hits the tile floor hard. GUNNAR picks him up and throws him into the wall.

There is a VOICE FROM UPSTAIRS and they go quiet.

WOMAN (O.S.)

Robert? What's going on down there?

CHURCH

Nothing, I just fell. Go back to sleep, honey, I'll be there in a minute.

It is obvious now that the blonde in the hot tub is not his wife. CHURCH smirks. GUNNAR knocks the smirk off his face.

GUNNAR

Answer his question.

CHURCH wipes away the blood on his lip. He's ready to talk.

CHURCH

In 1987, at a Brazilian scrap-yard some guy pries open a lead canister scavenged from an abandoned cancer treatment center. Inside the man finds a sparkling blue powder that glows in the dark. He cuts it with baby powder and sells it to the people in his town. Children paint their faces with it. A day later, they start getting sick, 'cause that pretty little powder is Cesium-137. It was a radiation disaster second only to Chernobyl. And that was one itty-bitty thimble-full.

BARNEY

Get to the point.

CHURCH

The package you brought back contains six canisters of Cesium.

BARNEY's jaw tightens.

BARNEY

Your failure to include those minor details got my brother killed.

CHURCH doesn't agree.

CHURCH

So what do you want from me?

BARNEY

I want the package back.

CHURCH

(laughs)

That's good.

GUNNAR grabs him by the neck, ready to bash his head into the granite counter.

CHURCH

It's in Federal lock-up. You really think I have that kind of authority?

BARNEY

For your sake, you better hope so.

EXT. WOODS - NIGHT

CHURCH is ushered to a stolen unmarked FBI EVIDENCE VAN. BARNEY gestures for him to get in.

CHURCH

Seriously? Kidnapping a federal law enforcement agent in a stolen FBI vehicle.

BARNEY forces him inside.

INT. FBI EVIDENCE VAN - NIGHT

GUNNAR drives along a narrow road deep in the woods that winds along the Potomac River. CHURCH, looking amused, watches as BARNEY and CAESAR don FBI field uniforms - khaki pants, blue button downs, blue windbreakers.

CHURCH

Don't forget these.

CHURCH places FBI LANYARD BADGES on BARNEY and CAESAR.

EXT. POTOMAC VALLEY - NIGHT

The VAN pulls up to the ROSEDALE FEDERAL EVIDENCE BANK a compound of stark cinderblock buildings enclosed by a 20 foot, razor-wire topped CONCRETE WALL guarded by SOLDIERS. This is the facility where the feds lock up war-related and hazardous evidence until trial.

EXT. ROSEDALE FEDERAL EVIDENCE BANK - NIGHT

A SOLDIER checks paperwork then points CHURCH, BARNEY and CAESAR toward a building. GUNNAR waits in the van.

SOLDIER

Through that door and to the right. The Colonel will be with you shortly.

As they walk, BARNEY presses a PISTOL concealed in his jacket pocket to CHURCH'S spine.

BARNEY

Remember, any wiseass move and you'll be eating your Wheaties through a tube.

CHURCH

Me? Come on.

INT. ROSEDALE FEDERAL EVIDENCE BANK - OFFICE - NIGHT

CHURCH, BARNEY and CAESAR stand in front of COLONEL ERWIN, as he examines EVIDENCE TRANSFER PAPERWORK. He looks like he just woke up and isn't pleased about it.

COLONEL ERWIN

You couldn't have waited until 0700?

CHURCH

We have actionable intel that needs to be verified immediately.

COLONEL ERWIN

Still, it's a chain of evidence issue. You can't move the package until Justice reviews the release. You know the procedure.

CHURCH

Our witness is willing to confirm the existence of the package. That witness is back on a plane to Yemen in three hours.

COLONEL ERWIN

Why didn't you bring him here?

CHURCH

It's a she and she's already reluctant to testify.

COLONEL ERWIN is still dubious about the unorthodox request.

BARNEY presses the pistol harder into Church's spine.

CHURCH

Look, we have the niece of Omar Sheikh Kilad willing to confirm her uncle was in possession of this
(MORE)

CHURCH (cont'd)
 package shortly before we seized
 it. It's a smoking gun moment. We
 have three hours and ticking to
 pull it off, so quit busting my
 fucking balls, Colonel.

ERWIN shuffles back through the papers then gives BARNEY and
 CAESAR a final once-over.

COLONEL ERWIN
 What are you, at a rock concert?

BARNEY and CAESAR look puzzled, then realize it is the
 lanyard badges.

CHURCH
 It's late, all I could rustle up
 for escort were these desk jockey
 wanna-be's.

It breaks the ice, ERWIN laughs. ERWIN begrudgingly signs
 the release order, hands back the stack to CHURCH, who
 separates out a section.

CHURCH
 That's your copy. Thanks for
 making the exception.

CHURCH and the EXPENDABLES are almost out of there when--

COLONEL ERWIN
 Hold it!
 (they turn around)
 When you bringing back my package?

CHURCH
 It's in your copy.

They exit. ERWIN kicks back to read the release papers.

EXT. ROSEDALE FEDERAL EVIDENCE BANK - NIGHT

CHURCH and the EXPENDABLES watch as SOLDIERS bring over the
 ROADCASE.

CAESAR
 (re; lanyard badges)
 He knew we weren't supposed to be
 wearing those.

BARNEY
 (to Church)
 Try something again. Please.

The SOLDIERS step up with the ROADCASE. One hands CHURCH papers to sign. CAESAR takes the ROADCASE and puts it in the van.

IMAGE DIGITIZES and we see...

INT. OFFICE - CONTINUOUS

SAME SHOT on a MONITOR in Erwin's office. ERWIN watches the transfer then goes back to the release documents. He thumbs to the last page and something immediately catches his eye. He throws the document down and bolts out of there.

CLOSE ON DOCUMENT - "Evidence is to be returned by _____"
In the blank space Church has written "STOP THE VAN - I'VE
BEEN KIDNAPPED."

EXT. ROSEDALE FEDERAL EVIDENCE BANK - NIGHT

The VAN drives toward a MASSIVE REINFORCED CONCRETE GATE which is OPENING for them.

INT. FBI EVIDENCE VAN - THAT MOMENT

GUNNAR drives, sees the gate stop, then START TO CLOSE.

GUNNAR

Barney.

BARNEY sees the gate closing.

BARNEY

Remember, no one gets hurt.

GUNNAR

Keep reminding me of that.

GUNNAR stays on the gas pedal, heading for the CONCRETE GATE.

EXT. ROSEDALE FEDERAL EVIDENCE BANK - THAT MOMENT

COLONEL ERWIN arrives with a DOZEN SOLDIERS all gunned-up. ERWIN draws his sidearm.

COLONEL ERWIN

Do not shoot at the cabin -- I
repeat -- fire only at the wheels
and the engine!

They fire at the vans wheels and no-flat tires.

INT. FBI EVIDENCE VAN - THAT MOMENT

While BULLETS RIDDLE THE VAN'S UNDERCARRIAGE, CAESAR unzips a rucksack on the floor and pulls out a B300 SHOULDER MOUNTED MISSILE LAUNCHER.

He rests the B300 on the front seat, aims out the windshield at the concrete barricade and FIRES.

THE MISSILE SHATTERS THROUGH THE WINDSHIELD and hits the CONCRETE BARRICADE, BLOWING IT TO BITS.

THE VAN drives through the storm of concrete, smoke and rebar. SMOKE FILLS THE VAN.

EXT. TWO LANE ROAD - NIGHT

The VAN tears down the road. In pursuit are THREE ARMY TRUCKS.

INT. VAN - NIGHT

CAESAR reloads the missile launcher, TOLL ROAD loads a second. They open the rear doors of the van. The trucks are about 100 feet behind them. Wind rushes through the open van. CAESAR and TOLL ROAD aim the missile launchers at the road, then pull the trigger.

BOTH MISSILES embed in the asphalt and BLOW THE ROAD APART in a blinding flash.

THE FIRST TRUCK nosedives into the MASSIVE CRATER and flips. The SECOND TRUCK swerves to avoid it, hits a telephone pole. The THIRD TRUCK skids on the rubble and hits the first truck.

INT. FBI VAN - NIGHT

They drive quickly with nobody chasing them -- for now. It is tense, nobody speaks. BARNEY turns on a POLICE SCANNER, and they hear a chopper has been dispatched in their behalf, and the words "...hostage situation, kidnapped agent..."

BARNEY gives CHURCH an accusatory look.

BARNEY
How'd they know that?

CHURCH
Beats me.

GUNNAR points to a CHOPPER SEARCHLIGHT in the sky, far off.

EXT. JAMES RUMSEY BRIDGE - NIGHT

GUNNAR pulls the van over at the foot of the bridge. BARNEY steps out with CHURCH, followed by TOLL ROAD AND CAESAR, carrying their rucksacks. The SEAPLANE floats on the Potomac, upriver from the bridge.

KANG signals him with a flashlight from shore in a ZODIAC. BARNEY slaps the side of the van.

BARNEY
Sink it.

GUNNAR drives on to the bridge.

BARNEY rushes CHURCH to the Zodiac with CAESAR and TOLL ROAD.

CHURCH
You got the case. You don't need me.

BARNEY
Get in.

KANG helps them on the boat. They wait for GUNNAR.

EXT. JAMES RUMSEY BRIDGE - THAT MOMENT

GUNNAR pushes the van off the bridge. It splashes into the Potomac, but to GUNNAR'S amazement -- it won't sink, it just floats. He takes out his .45 and SHOOTS OUT THE WINDOWS. It catches fire. Everything was going well until that.

BACK AT THE ZODIAC

They see the VAN CATCH FIRE. BARNEY sees the CHOPPER in the sky change course -- must have seen the fire too.

CHURCH
Frankenstein's the weak link. You know that.

GUNNAR runs to the Zodiac and gets in, KANG takes them across the river to the seaplane.

GUNNAR
 (To Barney, in his
 defense)
 It wouldn't sink.

The seaplane's GIANT TWIN-RADIAL ENGINES start up. The Zodiac arrives and they load on with the roadcase.

INT. SEAPLANE CARGO BAY - NIGHT

EVERYONE HANGS ON as the PLANE TAKES OFF from the Potomac.

They start to level. BARNEY peels off the FBI windbreaker, then pulls his arm back and hits CHURCH IN THE NOSE.

CHURCH takes the punch, feels the broken cartilage.

CHURCH
 You broke my nose, Barney.

BARNEY
 I told you no wise-ass plays. You
 had to tip off the colonel.

CHURCH hits back at BARNEY. They TUSSELE, pounding each other.

TOLL ROAD
 Man, I've been waiting for this.

TOLL opens a cooler and hands out beers -- *Friday Night at the Fights*.

CHURCH
 You ever think maybe I have my
 country's best interests in mind?

BARNEY
 No. I don't.

They exchange punches to the amusement of the Expendables. Finally BARNEY delivers the KNOCKOUT PUNCH.

BARNEY
 Enjoy the flight.

DISSOLVE TO:

INT. BASEMENT / NATIONAL MUSEUM - NIGHT

SANGUINAIRES drag PROTESTOR PRISONERS out of rooms, down hallways and bunch them into a SERVICE ELEVATOR. FIONA is thrown in with FIVE of them -- all young, well-educated student types, all bound, all have been tortured severely.

A SANGUINAIRE keys a button on the panel, shuts the prisoners inside, lowers the gate and leaves to collect more prisoners. FIONA and the others ride up unattended.

INT. SERVICE ELEVATOR - NIGHT

As the elevator slowly ascends, FIONA stares at TARAS, who has been badly beaten and tortured since we last saw him.

TARAS

You are the American?

(Fiona nods)

I heard them talk about trading you. My name is Taras.

FIONA

You're the opposition leader.

(he nods)

I'm Fiona.

TARAS

If you get free, Fiona, you must tell anyone, everyone, our president is planning something terrible for tomorrow.

FIONA

What?

TARAS

They forced me to call for a big protest rally in Freedom square. Once he has everyone there, he will do something, I don't know what--

The ELEVATOR slows. TARAS pulls away from FIONA. The ELEVATOR stops at a floor. SANGS slide up the gate.

They drag TARAS out, but leave FIONA. A SANG checks a protestor TARAS was tending to.

SANGUINAIRE

This one is dead.

SANGUINAIRE CAPTAIN

Leave her.

They lower the gate. The ELEVATOR rises again. FIONA stares at the dead protester across from her. She is a young woman like herself, dressed in jeans and a t-shirt, hardly a dangerous radical.

INT. SEAPLANE - (FLYING) - CARGO BAY - DAY

CHURCH wakes with a headache. He sees CAESAR and GUNNAR rig the roadcase with C4 and two grenades. TOLL ROAD preps a remote trigger device (RTD). CHURCH makes his way to the --

COCKPIT where BARNEY and CHRISTMAS are flying.

CHURCH

Look, I have contacts in Gazak, I can find out where Dogot is hiding the girl.

BARNEY

I got my own plan.

CHURCH

A pretty clever one, strapping four pounds of C-4 and two hand grenades to a suitcase carrying sixteen ounces of pure cesium-137.

BARNEY

Thank you.

CHURCH

Are you out of your mind?

BARNEY

I have been lately, yeah.

CHURCH

And if things go bad?

BARNEY

Trust me. Things are gonna go very bad.

CHRISTMAS nods in agreement.

CHURCH

You don't care that all that cesium could be released and people get killed?

BARNEY
That's a nice big mansion you got.
A little tacky.

CHRISTMAS
Very tacky.

CHURCH
Thank you, my wife designed that house.

BARNEY
Somehow I don't think you paid for it by caring about anything but your own hide.

CHURCH
I'm that obvious?
(Barney shrugs)
How about you? Your friend dies. You blame me, but you really blame yourself. Right?

BARNEY gives him a withering stare.

CHURCH (CONT'D)
You think saving his daughter is gonna erase the guilt?

BARNEY controls his temper.

CHURCH (CONT'D)
You're obvious too.

A CELL PHONE RINGS - BARNEY checks it, sees a TEXT.

BARNEY
We have the rendezvous coordinates.

BARNEY adjusts the plane's heading.

EXT. GAZAK COASTLINE - DAY

VILAIN and his armed SANGS stride up to the edge of the promontory, overlooking the rocky coastline. There is a cement pier that juts out into a small bay, and a crumbling concrete staircase that winds up the cliff.

INT. SEAPLANE COCKPIT - DAY

As BARNEY brings the plane down he sees a welcoming party of GAZAK ARMY REGULARS waiting on the bluff.

EXT. CONCRETE PIER - DAY

THE SEAPLANE TAXIS UP to the pier and GUNNAR, TOLL ROAD and CAESAR get out holding assault rifles. They tie off the plane to the pier.

BARNEY exits from the plane holding the ROADCASE.

VILAIN

(shouts down to him)

Please, come up the stairs. Alone.

CHURCH looks around, furtively searching for a way to foil the exchange. He sees CHRISTMAS watching him.

CHRISTMAS

You have no idea how fast I am with a knife.

EXT. SIDE/TOP OF PROMONTORY - DAY

BARNEY climbs the crumbling concrete stairs, no guard rail, 60 degree slope, and one hand holding the roadcase. He slips on loose rock and almost loses the case, but quickly gets his bearings back.

He makes it to the top of the promontory and sees VILAIN, the SANGS and several TRUCKS, one with FIONA in it looking like shit.

BARNEY is FRISKED THOROUGHLY by DUSAN. He finds no guns on him, then lets BARNEY proceed.

VILAIN looks curiously at the C4-grenade pack on the roadcase, and the RTD clenched in BARNEY'S hand.

VILAIN

I'm insulted you don't trust me more.

(he turns serious)

Truth is, I regret killing your friend. I say that as a brother mercenary.

(puts hand on heart)

Such is the nature of the business.

(MORE)

VILAIN (cont'd)

One moment someone is killing your brother, the next moment you are killing someone else's brother.

BARNEY

Bring me the girl.

MEMLUK the bombmaker runs a Geiger counter wand over the roadcase, gets a reading, nods to VILAIN. VILAIN shouts an order to the chopper, then faces BARNEY.

VILAIN

So how does this work? If you let go of the deadman's trigger, the C4 explodes? What's the range on the trigger?

BARNEY

500 meters.

VILAIN looks impressed.

VILAIN

The grenades, though. It's a little "overkill", don't you think?

BARNEY

Icing on the cake.

DUSAN drags FIONA over by a rope. She has a black eye, bloody nose, her wrists bruised from the rope. DUSAN cuts the rope leash and throws her on the ground. It is heart-wrenching to BARNEY.

VILAIN

She is a very lively animal, you know. She needed some controlling. But she is alive, that is what matters, yes?

BARNEY puts the roadcase down, and for a moment he blocks the case. He steps back from the roadcase and we see he holds the TWO GRENADES now.

BARNEY

Icing off the cake.

VILAIN

That's very good. I'll have to use that some day. Bravo.

BARNEY puts the grenades on his belt and gently lifts FIONA. She leans on him, stands willowy.

BARNEY

Hold on to me.

FIONA

I can walk...

She can't. He hoists her over his shoulder and carries her to the edge of the bluff, toward the stairs.

From her slumped position she sees--

FIONA'S POV - MEMLUK starts quickly removing the C4 belt from the roadcase.

FIONA becomes agitated.

FIONA

They're doing something to the case.

He reaches the stairs, where SOLDIERS still aim their guns down at the SEAPLANE and the EXPENDABLES.

BARNEY

Tell me when they have the bombs off.

FIONA'S POV - The BOMBMAKER gets the C4 belt off, hands it to a SOLDIER, then walks off with the roadcase. Several SOLDIERS aim their rifles at her and BARNEY.

FIONA

Now!

TIGHT ON - BARNEY'S HAND - He releases the deadman's trigger.

THE C4 BELT EXPLODES killing or wounding a bunch of SOLDIERS and creating chaos.

AT THE CONCRETE DOCK - THE EXPENDABLES OPEN FIRE ON THE CLIFFSIDE SOLDIERS.

BARNEY chucks the TWO LIVE GRENADES at THE CLIFFSIDE SOLDIERS shooting at the EXPENDABLES. He BOUNCES them off the ground so they explode in the air above the SOLDIERS and do maximum damage.

SOLDIERS shoot at BARNEY and FIONA. Bullets graze his body. He flinches a second, then picks up speed as he runs towards the cliff. It takes everything he's got, but he leaps off the edge of the cliff holding FIONA, narrowly clears the craggy rock cliffside, and lands in the blue sea with FIONA.

BULLETS rain down on them from above.

THE EXPENDABLES cover BARNEY and FIONA with heavy fire.

A TEAM OF SOLDIERS bring RPGs to the front, ready to take out the SEAPLANE. CHURCH motions for CHRISTMAS to see.

CHURCH

You better get this bird in the air.

CHRISTMAS throws CHURCH his rifle.

CHRISTMAS

I'm still watching you.

CHRISTMAS hacks the rope ties with his knife and jumps in the plane, goes into the cockpit and starts the ENGINES.

CHURCH gets a bead on a SOLDIER about to trigger an RPG. He fires a moment before the SOLDIER does, hitting him and causing the ROCKET to shoot across the cliff, taking out several other SOLDIERS.

ON THE PROMONTORY - VILAIN, DUSAN and MEMLUK get into a TRUCK with the roadcase, drive off quickly.

IN THE WATER - BARNEY swims carrying FIONA to the seaplane, which is starting to taxi from the pier while the EXPENDABLES take some last shots at the top of the bluff before loading in.

TOLL ROAD and CAESAR help BARNEY and FIONA into the plane.

EXT. SEAPLANE - THAT MOMENT

It takes off.

INT. SEAPLANE - THAT MOMENT

They throw blankets over FIONA and make her comfortable. The plunge in the water has revived her. She tries to say something, and BARNEY tries to stop her.

BARNEY

We're taking you home. It's over.

FIONA

It's not over. Freedom Square...

CHURCH
What about it?

BARNEY
Leave her alone, she needs to rest.

FIONA
They're planning an attack, on the
protestors. Tonight.

CHURCH looks pointedly at BARNEY. They step away from FIONA.
CHURCH follows BARNEY into --

THE COCKPIT - where CHRISTMAS is flying. CHURCH grabs
BARNEY'S arm.

CHURCH
Thousands of people are gonna be
exposed to that shit, and you're
fine--

BARNEY
I'm done here. You can call in the
spook squad to mop it up.

CHURCH
Not in that time-frame, buddy.

BARNEY
Too fucking bad.

BARNEY takes his seat, puts the headset on. He can't focus.
CHURCH goes back to the cargo bay.

CHRISTMAS looks over at him, extends his fist -- they pulled
off the rescue. BARNEY taps his fist.

BARNEY
Let's go home.

CHRISTMAS
Enjoy some bratwurst and bourbon?

BARNEY
Yeah.

There's a long silence. CHRISTMAS knows where this is
headed.

CHRISTMAS
Shall I?

BARNEY gives a resigned nod. CHRISTMAS changes their heading and takes the plane back toward the Gazak capital.

IN THE CARGO HOLD - THAT MOMENT

CHURCH hangs on as the plane arcs, heading back, smiles, knew BARNEY would do this.

EXT. FREEDOM SQUARE - DAY

THOUSANDS OF CIVILIAN PROTESTERS of all ages gather in the square, chanting for TARAS, holding anti-government banners. HUNDREDS more pour in along side streets.

EXT. WAREHOUSE - DAY

Warehouse on the outskirts of the city. The gate opens and the truck carrying VILAIN, DUSAN and MEMLUK leads FIVE POLICE CARS into the warehouse.

INT. WAREHOUSE - BACK ROOM - DAY

MEMLUK, wearing protective clothing, opens the canister of CESIUM and pours the fine powder across a stainless table.

The powder glows PURPLE, throwing a hideous cast across MEMLUK's fiendish face. He cuts the GLOWING POWDER into five separate piles.

IN ANOTHER AREA

VILAIN, DUSAN and FOUR SANGS change clothing, dressing up to blend in with protesters: University sweatshirts, t-shirts with anti-government slogans, etc. They work quietly, efficiently.

DISSOLVE TO:

EXT. WAREHOUSE - NIGHT

A SANG SENTRY patrols the driveway into the warehouse. Something TINGS in the dark near the end of the drive. The SENTRY gets into combat mode and moves away from the building, advances on the sound.

Something glistens on the asphalt. He reaches down and retrieves a BRASS SHELL CASING. Before he even has time to consider it, a DART hits him in the neck.

He stumbles backwards toward the building, already gasping for air. A SECOND SANG SENTRY catches him as he falls.

A DART hits the second SENTRY in the temple. He drops his comrade, tries to extract the dart then collapses. HANDS drag the bodies into the darkness.

Down the driveway, where it junctions with the road, two PHANTOMS step out of the dark. It's CAESAR, holding the DARTGUN they took off the Finnish sniper and BARNEY with a SPIKE STRIP hanging off his shoulder. CAESAR marvels at the dartgun.

CAESAR

I think I found my new best friend.

They unroll A SPIKE STRIP across the road. BARNEY SENSES SOMETHING and disappears into the darkness again, as does CAESAR on the other side.

THE GIANT WAREHOUSE DOOR slides up. Inside we can see the CARS, their engines running and headlights piercing the darkness, prepare to drive out.

WE NOW SEE THEM THROUGH THERMAL-IMAGING SCOPE with CROSSHAIRS - TWO MEN per car - FROM SEVERAL DIFFERENT ANGLES, including LOOKING DOWN FROM THE ROOF

THE LEAD POLICE CAR pulls out and gains some speed on the driveway, then runs over the spike strip. Its tires shred. The car limps on its rims to a stop. The SECOND CAR crashes into it. The THIRD and FOURTH CARS brake before the strip. The DRIVERS step out of their cars, hoisting submachine guns defensively.

BACK TO THERMAL-IMAGING SCOPE - THE SANGS are picked off before they can flick off the safety.

ON THE ROOF - CHRISTMAS and FIONA step back from the roof's edge and go to a MASSIVE SKYLIGHT. They lob grenades through the skylight and step back. AN INTENSE FLASH as the bombs go off. CHRISTMAS sees wounded soldiers scattering.

CHRISTMAS, attaches a wire rappelling harness.

CHRISTMAS

When we get home, I want my bike back.

FIONA

Let something pretty like that slip through your fingers, you have to take it back.

CHRISTMAS
I'll enjoy that.

FIONA
Me too.

They grin at each other; this could go somewhere.

CHRISTMAS
Cover me.

FIONA
(playful)
Maybe.

He drops down through the open skylight and into the warehouse shooting at the escaping soldiers.

FIONA covers him, shooting through the skylight.

SANGS inside the warehouse are flushed out by CHRISTMAS. They are greeted by CAESAR, GUNNAR, KANG and TOLL ROAD who lay down a heavy suppressing fire. SANGS fire back.

DRIVEWAY - the WOUNDED DRIVER from POLICE CAR FOUR is limping away from the car. BARNEY pursues, but CHURCH gets there first, puts a gun to the guy's head.

BARNEY
Where's Vilain!

WOUNDED DRIVER
He went ahead of us. To the square.

BARNEY and CHURCH react grimly. They run to the POLICE CAR and tear it apart. At first they find only a GAS CAN. CHURCH pops the trunk.

CHURCH
Hello.

BARNEY looks in.

They both stare at a crude DIRTY BOMB. There is no timer, just three sticks of DYNAMITE wrapped around a glass jar filled with CESIUM POWDER.

CHURCH
So simple. Get the crowd to light the car on fire and detonate the TNT, release the Cesium, sick.

BARNEY gingerly takes the bomb out.

BARNEY

Know your way around one of these?

CHURCH

Seriously?

CHURCH takes the bomb with authority. BARNEY gets in the car and drives.

INT. POLICE CAR - NIGHT

BARNEY gets 20 feet before --

FIONA runs in his path, blocking him. He stops, she opens the door and gets in. BARNEY is reluctant to take her.

FIONA

Where are you going?

BARNEY

One of the cars is already at the square. Please get out.

She's staying in the car. He's not so sure.

FIONA

My dad said to watch me. You can't do that if I'm here and you're there.

BARNEY

Get out of the car.

FIONA reloads her magazine like a pro.

FIONA

Go!

(he doesn't)

Look, it's charming, Barney, but I don't need a father. I've survived on my own a long time. Even Tool didn't tell me what to do.

BARNEY

That was Tool.

FIONA

I'm going with you.

BARNEY sighs in resignation.

BARNEY
 (like a father to
 daughter)
 Can you at least put your seat-belt
 on?

She puts the seat belt on with a modest grin. He drives off quickly.

EXT. STREET LEADING TO FREEDOM SQUARE - NIGHT

The PROTEST is gaining momentum, PEOPLE are still pouring into the square, CHANTING ANTI-GOVERNMENT SLOGANS.

VILAIN drives the BLACK AND YELLOW POLICE CAR - a hated symbol of the Dogot regime - as far as he can on to the street. He gets out and acts the role of a REVOLT LEADER who has hijacked a cop car. He swings a steel pipe, bashing in the windows of the car, creating a minor spectacle.

VILAIN
 Dogot sends his pigs to stop us!
 (smashes another window)
 But we are stronger than pigs! We
 fight for freedom, the police
 cannot squash us!

The CROWD reacts, following his lead.

VILAIN
 We will not be intimidated!

DUSAN, planted among the CROWD, throws a BRICK at the car. Soon the CROWD joins in, throws rocks, spray paints it, KIDS jump on the hood.

VILAIN and DUSAN start pushing the car toward FREEDOM SQUARE, and others help him. VILAIN gets on the car, and stands on the hood next to a BOY.

VILAIN
 End the tyranny!

PROTESTORS
END THE TYRANNY!

VILAIN
 End the torture!

PROTESTORS
END THE TORTURE!

The CROWD parts and lets the car into FREEDOM SQUARE where many, many thousands are gathered.

EXT. WAREHOUSE - NIGHT

BULLETS fly all around CHURCH as he defuses DIRTY BOMBS in the POLICE CARS.

He carefully separates the dynamite from a glass canister filled with cesium powder when a RICOCHET SLUG hits the canister. It spins away across the asphalt toward a wall. CHURCH dives and snags it a moment before it would have smashed against the wall.

GUNNAR drives up in one of the POLICE CARS and steps out.

GUNNAR

Nice catch.

GUNNAR pitches another DIRTY BOMB to CHURCH, who catches it with his other hand.

GUNNAR

One left.

Just as GUNNAR turns to trot away, he takes a heavy slug to the shoulder, reels, goes to one knee.

THE SANG who shot him comes banshee at him, rifle aimed.

GUNNAR is in too much pain to move, knows he is about to die.

A FLYING BODY intercepts THE SANG, knocking him over and stealing his rifle.

KANG stands over THE SANG holding his rifle. He pulls the trigger, but the rifle clicks dry.

THE SANG on the ground scurries for a stray rifle, aims it at KANG, but it clicks dry too. KANG comes at him swinging the rifle, the SANG blocks with his rifle, and they STICK FIGHT (with rifles for sticks).

They are well-matched fighters, but KANG is fighting for something other beyond survival -- to prove to GUNNAR that he is worthy. He succeeds, sweeping the SANG off his feet, then coming down hard on his face with the gun's stock, killing him with several vicious blows.

GUNNAR is impressed.

KANG
No more rookie this, rookie that.

GUNNAR reluctantly agrees.

INT. WAREHOUSE - NIGHT

TOLL ROAD and CAESAR fight their way into the warehouse. VILAIN'S SANGS take up defensive positions. The EXPENDABLES are going to have to fight inch by inch.

They hand signal each other. TOLL ROAD takes the left flank, CAESAR the right.

REAR OF WAREHOUSE - CHRISTMAS is behind enemy lines. He sees his buddies' strategy. He draws his knife and prepares to advance stealthfully when SOMEONE zips down the rappelling cable behind him. CHRISTMAS spins and stabs. KANG catches the blade between his hands, a millimeter from his throat.

CHRISTMAS
Never sneak up behind me.

KANG nods sorry. They split up and look for kills.

FRONT OF WAREHOUSE - TOLL and CAESAR advance slowly, popping up to pound enemy positions. VILAIN'S SANGS respond with a final press, threaten to overrun TOLL and CAESAR, when one of the POLICE CARS barrels into their midst.

GUNNAR limps out and shoots four SANGS dead.

The LAST SANGUINAIRES run out of ammunition and try to flee the warehouse only to be greeted by CHRISTMAS' blade or KANG'S fist and feet.

CAESAR, TOLL ROAD and GUNNAR survey the battlefield. All is quiet, DEAD SANGUINAIRES everywhere.

CHRISTMAS
That's for Tool.

TOLL ROAD
For Tool.

CHRISTMAS takes back a few knives, he's bending down when he sees--

MEMLUK the bombmaker run into the room with 20 STICKS OF DYNAMITE strapped to his torso and a handheld detonator in his hand.

MEMLUK
Feel my glory!!!

CHRISTMAS goes to throw the knife, but before he can--

A DART hits MEMLUK right between the eyes. He's totally taken by surprise. Before he can rebound -- a SECOND DART flies right into his mouth, the tail fins stay sticking out. He convulses, drops the detonator, then keels over unconscious.

CAESAR admires his DARTGUN.

CAESAR
I'm buying all of you one of these
for Christmas. Yeah!

CHURCH (O.S.)
Before you go shopping...

The EXPENDABLES turn to find CHURCH carrying a bundle of DYNAMITE taken off the dirty bombs.

EXT. FREEDOM SQUARE - NIGHT

The POLICE CAR with the DIRTY BOMB in the trunk has been pushed into the SQUARE. VILAIN and DUSAN stand on top of it, smashing it with pipes. The CROWD is going berserk.

VILAIN
Free the political prisoners! Give
us jobs and food, not secret police
and torture!

Satisfied that the CROWD is properly primed, VILAIN climbs off the car and he and DUSAN slink back anonymously into the crowd, getting out as fast as they can.

EXT. STREET NEAR FREEDOM SQUARE - NIGHT

BARNEY and FIONA run up. As they get closer to the SQUARE they see the POLICE CAR has made it deep into the CROWD and has become a focal point of the protest. Not good.

FIONA and BARNEY wedge their way into the CROWD. They get pushed apart and separated.

BARNEY scans the huge CROWD looking for FIONA, and instead finds--

VILAIN - pushing against the tide of the CROWD, trying to get out before the DIRTY BOMB in the car goes off.

BARNEY - stalks him from a distance.

VILAIN - emerges from the crowd, looks back and sees BARNEY.

VILAIN ducks into a BUTCHER'S SHOP.

BARNEY follows him, enters the butcher's shop. His pistol is drawn.

INT. BUTCHER'S SHOP - CONTINUOUS

The shop was looted of everything not bolted down days ago, and flies infest the place. Barney continues to the back, into--

THE CUTTING ROOM - bolted down tables, hooks, chains, cabinets, walls, everything is STAINLESS STEEL and REFLECTIVE.

BARNEY sees VILAIN run out the open back door, starts toward it, when movement glints behind him.

He spins just as a MASSIVE CHAIN tipped with a SERIOUS MEAT HOOK whips the gun out of his hand. It's DUSAN. His twisted image is reflected in the stainless surfaces.

DUSAN swings the chain again, and the hook stabs BARNEY's thigh knocking him down. BARNEY dives for his pistol, but has to duck the chain.

DUSAN jumps up on a table and goes to grab the errant chain again when BARNEY leaps at him. He knocks DUSAN off balance. DUSAN grasps the chain as he falls. It slides through his hand until the HOOK gores a chunk of skin from his arm.

BARNEY jumps up on the table. DUSAN swings the hook back and forth. BARNEY ducks the deadly swipes, times his move and dives at DUSAN.

DUSAN'S backward motion pulls the chain taut. He fights back against BARNEY's forward momentum. It's a test of strength. BARNEY's legs drive. DUSAN begins to slide across the stainless steel surface. The HOOK slowly enters his throat.

He pushes back hard a final time, but BARNEY is just too strong. DUSAN goes limp, as the hook punctures his neck. He falls, hangs there, dead.

BARNEY grabs his gun and jets out of there.

EXT. ALLEY - NIGHT

BARNEY steps out into view, gun ready. VILAIN boldly waits for him, flexing, readying to fight to the death.

VILAIN

Bad news for Dusan, eh?

BARNEY pitches his gun aside.

BARNEY

No. Bad news for you.

Like water coming to a boil, BARNEY'S hatred converts into energy. BARNEY bull-rushes VILAIN, slams him into a wall.

VILAIN counters with knees to BARNEY'S ribs, followed by a series of crisp strikes, driving BARNEY back.

They square off again.

BARNEY

Come on. Come on!

They trade massive punches, each man's best shot, back and forth across the alley, but soon VILAIN'S kicks take over, drilling BARNEY'S knees, ribs, chin.

BARNEY caves to one knee. VILAIN cocks, lets loose strike after strike until BARNEY explodes upward, gets hold of VILAIN'S arm, then wraps his other arm around VILAIN'S neck, flips and piledrivers him to the asphalt.

But the ground is where VILAIN excels. He kicks his legs free, reverses and armbars BARNEY--inflicting severe damage to the elbow and forearm, rendering that arm useless. VILAIN spins behind BARNEY and begins choking him out. VILAIN catches his breath as he speaks.

VILAIN

You came here to kill me, and look at you, dying in a fucking alley.

VILAIN tightens. BARNEY is running out of air.

VILAIN

This is when that little voice inside you says, "Man, I should have stayed home, eh!"

VILAIN laughs as BARNEY starts to pass out. He lets BARNEY go and stands, drawing his TANTO knife.

BARNEY rolls over choking, gasping for air. His FADING EYES take in the ugly blade that killed Tool. The anger kindles something fierce in him. But as he tries to stand, VILAIN swipes the knife across BARNEY's face, then kicks him down again.

BARNEY won't retreat. He keeps getting up only to have VILAIN slice and kick him again and again.

VILAIN

What Mercenary gives a shit about revenge? You are too emotional, Barney. Too sentimental.

BARNEY bleeds from a half dozen cuts but he stays close, looking for his counter moment.

VILAIN (CONT'D)

Look where that got you. In way over your fucking head.

Still BARNEY comes at him. VILAIN swings hard and long. BARNEY CATCHES HIS WRIST and ratchets using his body weight.

VILAIN registers the immense pain as BARNEY CRACKS IT.

The knife falls to the ground.

VILAIN picks up the knife in his LEFT HAND NOW. He lunges at BARNEY, and BARNEY CATCHES THAT WRIST TOO, CRACKING IT the same way.

BARNEY PUMMELS VILAIN over and over with hard rights, sending him into a wall, then down in a heap.

BARNEY, beat to shit, limps back over and retrieves the TANTO KNIFE.

VILAIN, his desperation growing, eyes his gun on the ground. VILAIN goes for it thinking BARNEY will race him to it.

Instead BARNEY walks coolly toward the unsteady VILAIN, savoring this moment. VILAIN can barely hold up the pistol with his broken wrist, let alone steady it with his shaking hand. With difficulty he squeezes off a shot.

BARNEY doesn't flinch as the bullet whizzes by. Again VILAIN fires wide. BARNEY just keeps coming.

VILAIN stops, faces BARNEY.

VILAIN

From one brother merc to another.
Let me do this myself.

VILAIN weakly turns his gun to his head. But before he can pull the trigger -- BARNEY lunges, STABBING him like VILAIN stabbed TOOL.

BARNEY

I had one brother. You ain't him.

VILAIN turns his gun toward BARNEY as BARNEY slowly drives the knife closer and closer to VILAIN's heart. VILAIN drifts the gun towards BARNEY'S head, starts to pull the trigger when BARNEY thrusts the knife that much deeper.

VILAIN dies. BARNEY throws his body aside, then looks up at the sky, *This is for you, Tool.*

EXT. FREEDOM SQUARE - NIGHT

FIONA makes her way to the POLICE CAR just as PROTESTERS pour gasoline on it.

FIONA

Stop!

They can't hear her. She tears the gas can away from the protester (and dumps it).

FIONA

Stop! Listen to me! There's a
bomb in the car!

But her voice is drowned out by the CROWD, who push her down. She is being trampled by the wave of people, when SOMEONE pulls her back to her feet.

It'S BARNEY he aims his .45 at the sky and SHOOTs. People YELL AT HIM and throw rocks. He sees someone light a rag on fire, about to throw it at the car. He aims his gun at the man.

BARNEY

You light that car on fire you're
gonna kill me, you, and everyone
else in this square!

A MAN jumps him, and BARNEY easily flips him off. A BOTTLE smashes off him. The look on Barney's face says *why the hell am I doing this?*

BARNEY

Your president ordered this car
here! It's a bomb! Move back!
Move back!

Again, his yelling seems pointless. It's a suffocating, BLACK HAWK DOWN feel. People pulling at his arms and clothes, throwing shit. Two TEENAGE BOYS stand on the trunk hitting it with pipes. BARNEY tries to protect FIONA.

FIONA

I was a prisoner of Dogot's! I met your leader Taras.

PROTESTER

You lie! Taras is in hiding -- he organized this rally! You are government spies!

BARNEY pulls the teenage KIDS off the trunk and swipes the pipe. He pries open the trunk, revealing the dynamite/cesium canister DIRTY BOMB. Barney picks up one of the teenagers by his collar and stuffs his face in the trunk so he sees the explosives. The kid's eyes widen in fear. BARNEY lets go.

TEENAGE BOY

There is a bomb! He is telling the
truth!

PEOPLE rush the open trunk. Word ripples through the square, and it gets more frenzied.

BARNEY

Get back! Everyone get the hell
back!

The MEN around him help push the CROWD back. BARNEY carefully dismantles the bomb and wraps the cesium canister in his jacket. He takes FIONA'S arm, and parts the CROWD like the prow of a boat. They stare at him as he walks through the crowd, stunned and remarkably quiet. An OLD WOMAN touches him gratefully and he smiles back.

He hears a familiar voice.

BOOKER (O.S.)

You really know how to work a crowd.

BARNEY turns to find BOOKER and a half dozen of his MERCS, escorting a group of NUNS.

EXT. GAZAK NATIONAL MUSEUM / ROOFTOP - NIGHT

DOGOT paces angrily as his DEFENSE MINISTER talks softly on the phone. He ends the call.

DEFENSE MINISTER
Your Sanguinaires have failed.

PRESIDENT DOGOT
What are you waiting for! Attack the square!

DEFENSE MINISTER
My President, I cannot give that order.

DOGOT grabs the MINISTER and shuffles him to the edge of the roof, pulls the MINISTER'S PHONE out.

PRESIDENT DOGOT
Attack the square!

DEFENSE MINISTER
No.

DOGOT throws him off the roof. He calmly punches digits.

EXT. GAZAK NATIONAL MUSEUM - NIGHT

A grim-looking GENERAL JANUS is on the phone.

GENERAL JANUS
Yes, my President.

He motions to his CAPTAINS. APCs and ARMORED HUMVEES roar to life and motor in formation down a boulevard toward FREEDOM SQUARE.

They reach a narrow intersection and one of the POLICE CARS from the warehouse barrels towards the lead APC. At the last instant, CAESAR dives out and rolls along the pavement.

The POLICE CAR smashes into the lead APC. The TROOPS inside open up on it.

INT. POLICE CAR - THAT MOMENT

DYNAMITE STICKS line the dashboard. 50cal rounds dice them.

EXT. INTERSECTION - NIGHT

The POLICE CAR explodes, hobbling the APC, blocking the advance of all the following vehicles.

SOLDIERS pour out and are met with GUNFIRE.

TOLL ROAD and CAESAR fire from opposite sides of the intersection and try to hold back the TROOPS.

A GAZAK ARMY CAPTAIN surveys the situation and gets on his two-way.

CAPTAIN

Reverse the rear guard!

EXT. INTERSECTION ONE BLOCK BACK - THAT MOMENT

The LAST HUMVEE reverses toward the intersection behind and is rammed by a second and then a third POLICE CAR.

INT. SECOND POLICE CAR - THAT MOMENT

GUNNAR lights a stick of dynamite and ejects.

INT. THIRD POLICE CAR - THAT MOMENT

CHRISTMAS does the same.

EXT. INTERSECTION - THAT MOMENT

BOTH POLICE CARS BLOW UP. The HUMVEE is CRIPPLED. This end of the BLOCK is now closed. The ENTIRE ARMY UNIT is trapped between the flaming wrecks.

SOLDIERS try to advance on foot.

GUNNAR, CHRISTMAS and KANG pin them down. It's an intense firefight. CHURCH comes up behind CHRISTMAS.

CHURCH

I need ten minutes in there.

CHRISTMAS

What's that in spook time?

CHURCH

Twenty.

CHRISTMAS

No way we can hold them down for twenty minutes.

CHURCH

You got to start believing in yourself more.

Before CHRISTMAS can respond, CHURCH is gone.

EXT. GAZAK NATIONAL MUSEUM - NIGHT

CHURCH casually walks up to GENERAL JANUS. He recognizes CHURCH, smiles warmly upon seeing him.

GENERAL JANUS

I knew our great American friends would not abandon us in this time of need.

They hug.

CHURCH

How's our man holding up?

GENERAL JANUS

He has his own unique way of staying calm through a crisis.

CHURCH nods, knows what he means.

GENERAL JANUS

He will be overjoyed to see you.

INT. GAZAK NATIONAL MUSEUM - NIGHT

Surrounded by national treasures, DOGOT, dressed in an open silk bathrobe, throws a young terrified PROSTITUTE to the marble floor.

CHURCH is let in. PRESIDENT DOGOT sees him and walks over, hugs him like an old friend.

PRESIDENT DOGOT

Robert! What a pleasant surprise!

CHURCH

I made it over as soon as I could.

PRESIDENT DOGOT
 You have seen the city? What the
 ungrateful scum have done to it?
 And why?

CHURCH
 Beats me.

PRESIDENT DOGOT
 Stability will return. You will
 see. When they are hurt, when they
 are bleeding and hungry, they will
 scream my name again! And it will
 be as their beloved father! I will
 cradle my lambs and forgive them,
 and when they say my name it will
 be with joy and reverence!

CHURCH glances at the terrified young girl afraid to rise
 from the ground. CHURCH pats DOGOT'S shoulder.

CHURCH
 Why don't you get dressed.

DOGOT looks down at his half-naked body as if realizing for
 the first time.

PRESIDENT DOGOT
 Oh, Robert. I am so happy you are
 here. We have so few true friends
 in life. You are one.

CHURCH
 Ditto.

DOGOT walks out of the room. CHURCH offers the GIRL his
 jacket. She stands and takes it.

CHURCH
 Get out of here.

GIRL
 They will kill me!

CHURCH
 Show General Janus this.

He gives her a business card. The GIRL scrambles away.

CHURCH'S PHONE RINGS.

CHURCH

Yeah. I'm waiting for El Presidente right now.

VOICE ON PHONE

There's a chopper arriving on the museum roof in ten minutes.

CHURCH

I got it.

He ends the call.

CHURCH steps up to and considers a large patriotic PAINTING of a younger PRESIDENT DOGOT being mobbed by the adoring masses of GAZAK -- his glory days before the corruption, the tyranny, the madness set in.

DOGOT comes up dressed in a suit.

PRESIDENT DOGOT

What is the plan?

CHURCH

The plan is to get you somewhere safe.

PRESIDENT DOGOT

But soon my country will be rid of this cancer, you will see -- by tomorrow my army will have taken back the city.

CHURCH

Dirty bombs, killing civilians. It's just not good for your image.

Dogot considers this.

PRESIDENT DOGOT

I see. When do we leave?

CHURCH

Immediately.

PRESIDENT DOGOT

(he looks around the room)
I will be back. They will beg for me.

CHURCH

Yes they will.

EXT. SOUTH INTERSECTION - NIGHT

CHRISTMAS, KANG and a wounded GUNNAR are backed into an alcove, getting pounded, low on ammo. CHRISTMAS looks at his watch.

CHRISTMAS
Eight minutes to go. We're going to need more ammo.

GUNNAR
Not going to happen. You guys take off.

CHRISTMAS
Right.

GUNNAR points his gun at CHRISTMAS and KANG.

GUNNAR
It's either a double murder/suicide or just a suicide. It's up to you.

CHRISTMAS
You're fucking crazy, you know that? Let's go Kang.

KANG
I'm staying. But if I live, I want a raise.

CHRISTMAS dives out of there. GUNNAR and KANG drop a couple of charging SOLDIERS. Gunnar gives Kang a modestly approving look.

EXT. NORTH INTERSECTION - NIGHT

SOLDIERS inch closer to TOLL ROAD and CAESAR. It's not looking good.

TOLL ROAD
We get out of this, I think I'm going to switch it up.

CAESAR
Get out of the merc biz?

TOLL ROAD
No, no, make it the bourbon before the bratwurst.

CAESAR

I knew you'd come round.

A DOZEN SOLDIERS charge them. TOLL and CAESAR look at each other. This is it. They stand to shoot, but a hail a gunfire cuts down the SOLDIERS first. They turn to find BARNEY, BOOKER and his TEAM.

TOLL ROAD

All you mothers eat and drink free
forever at our bar.

BARNEY

No, thanks. What's going on?

CAESAR

Our CIA man says we hold this
block, we win the war.

BARNEY

And you trusted him?

TOLL ROAD and CAESAR look at each other -- maybe that wasn't the best idea.

EXT. SIDE STREET - THAT MOMENT

CHRISTMAS dodges GUNFIRE as he collects any AMMO he can carry. He looks up to find a GAZAK ARMY CAPTAIN pointing a .45 at him. LIGHTNING FAST, CHRISTMAS draws a knife. Before he can throw it, the CAPTAIN goes down with someone else's blade in his chest.

CHRISTMAS turns to see FIONA. They grin at each other -- this is definitely going somewhere.

FIONA

I'm faster than my dad.

CHRISTMAS

Still don't make you faster than
me.

INT. PRESIDENTIAL LIMO - NIGHT

CHURCH drives, and the CAMERA ANGLE is such that we don't see where he is going. DOGOT is in the back, laying across the seat with a blanket over him. He lifts up to talk.

PRESIDENT DOGOT
We have been through so much
together, you and I.

CHURCH
Yes we have. Stay down.

They hear the PROTEST in the distance, and it gets LOUDER as
they drive.

PRESIDENT DOGOT
Listen! They are like children, my
people, hating the father for his
stern hand. But it takes a stern
hand and a judicious mind to raise
children, to show them what is
right, what is good. They don't
know what's good for them.

CHURCH stops the car, parks.

PRESIDENT DOGOT
Why are we stopping?

CHURCH
Stay under the cover and don't move
till I get back.

PRESIDENT DOGOT
Yes, of course. But--

CHURCH
Just sit tight.

CHURCH shuts the engine, opens the door and gets

OUTSIDE THE CAR

WE FINALLY SEE where CHURCH has stopped -- on a major street
taken over by PEDESTRIANS heading to the PROTEST.

CHURCH lights a cigarette, calmly walks away with no
intention of going back. He sees the CIA CHOPPER fly
overhead and land on the museum roof.

INSIDE THE CAR

DOGOT grows impatient, looks out from under the blanket, out
the window, and sees PEOPLE noticing the PRESIDENT'S LIMO.
They peer in.

PRESIDENT DOGOT
Church?! CHURCH!!

Soon he is SURROUNDED BY HATERS. He opens the door and tries to run, but he's like chum in a shark tank. PROTESTORS descend on him, beating him.

CHURCH hears DOGOT screaming. He keeps walking.

EXT. SOUTH INTERSECTION - NIGHT

BARNEY, TOLL, CAESAR, BOOKER and his MEN advance on the flailing GAZAK REGULARS. Our guys pick up WEAPONRY, GRENADES, RPGs as they go. They shove the SOLDIERS back.

CAESAR climbs on top of a HUMVEE and gets behind the 50cal.

BARNEY and BOOKER show off their hand to hand skills.

CROWD (O.S.)
Dogot is dead! Dogot is dead!

The sound of peoples' jubilation rings louder than the FIREFIGHT. The EXPENDABLES cease-fire, allowing the SOLDIERS to lay down their arms.

DISSOLVE TO:

EXT. STREETS OF GAZAK - NIGHT

CROWDS run through the streets in jubilation, chanting.

CROWD
Dogot is dead! Gazak lives!

EXT. GAZAK STREET CAFE - NIGHT

The EXPENDABLES, FIONA, CHURCH, and BOOKER sit around a table drinking beers taking in the post-revolutionary celebration around them. Mission accomplished.

BARNEY raises his bottle for a toast.

BARNEY
To Gazak.

GUNNAR
May we never return here.

They CLICK bottles.

TWO SUITS appear, eye CHURCH.

SPOOK IN SUIT

We've heard rumors. Where is he?

CHURCH

He's here, he's there, there's
probably a little of him everywhere
by now.

The suits are not happy. The EXPENDABLES are entertained by
the showdown.

SPOOK IN SUIT 2

You disobeyed an order.

CHURCH

There was a bad phone connection.

SPOOK IN SUIT

You just flushed your career down
the crapper, Robert.

CHURCH

Hey. Don't forget this.

CHURCH passes the ROADCASE over to them. The SUITS leave
with the ROADCASE.

CAESAR

There goes the mansion.

CHURCH

I hate that fucking house anyway.
(to Barney)
You hiring?

They all laugh. Barney considers it.

DISSOLVE TO:

INT. SEAPLANE - FLYING - NIGHT

TOLL ROAD, CAESAR, GUNNAR, KANG and FIONA whoop it up
drinking beers in the back

GUNNAR

Hey Kang. This beer's a little
warm. I need a fresh one.

Kang turns his head and calls out.

KANG

Hey rookie! More beer!

The rookie is CHURCH, who brings them all new beers.

IN THE COCKPIT - THAT MOMENT

CHRISTMAS and BARNEY fly, music playing on the boombox.
CHRISTMAS scrolls through more wedding bullshit on his phone.

BARNEY

You settle on flower arrangements
yet?

CHRISTMAS

I gotta call it off.

BARNEY

Really? No wedding?

CHRISTMAS

Tool's right. I need to find
someone who shares my interests,
someone who understands my
lifestyle.

BARNEY

And like you said, that's hard to
find. Impossible.

CHRISTMAS

Not impossible.

Barney slowly understands where this is headed.

BARNEY

Oh, no.

CHRISTMAS

She throws knives, drives bikes--

BARNEY

Don't even think about it.
Understand?

CHRISTMAS can see that BARNEY is not joking.

CHRISTMAS

You're serious.

BARNEY

Like a heart attack.

CHRISTMAS

You're taking this guardian thing a little too literally.

BARNEY

There's lots of fish in the sea, and that fish is off limits, like an endangered species.

CHRISTMAS

My fucking luck. I meet the girl of my dreams, and you have to be the father-in-law.

BARNEY

Life ain't fair, get used to it.

They both laugh.

FADE TO BLACK:

THE EXPENDABLES

EXT. INDAW PROVINCE, BURMA - NIGHT

In the darkest depths of the GOLDEN TRIANGLE, a STONE TEMPLE overgrown with vines and banyan trees rises out of the jungle canopy. It is already in ruins, but getting BLASTED BY MACHINE GUN FIRE isn't helping.

EXT. STONE TEMPLE - NIGHT

GUNNAR and TOLL ROAD crouch behind the stone temple wall getting PUMMELED. Sweaty, bloody and weary, they reload fresh clips then rise up and FIRE AT--

HORDES OF ANGRY BURMESE THUGS flooding out of the jungle towards the temple, shooting at them mercilessly.

GUNNAR ducks back down, plucks TWO GRENADES off his belt and chucks them over the wall.

THE GRENADES POP killing a SLEW OF THUGS.

INT. TEMPLE - LOWER LEVEL - THAT MOMENT

CAESAR pops the last AMMO CAN and reloads rifle magazines with incredible precision and speed. He WHISTLES, throws TWO FRESH WEAPONS up to GUNNAR and TOLL ROAD.

CAESAR

Unless you're killing three guys
with each bullet, we ain't leaving
here alive.

INT. TEMPLE COMPOUND - NIGHT

Hunkered near the wall are TWO CHINESE ARCHAEOLOGISTS, LI and HU, wearing soiled and torn clothing. They look as frightened and out of their element as BARNEY and CHRISTMAS look calm and in theirs. BARNEY smiles at them.

BARNEY

It's going to be okay. We've been
in way worse situations.

BARNEY looks at CHRISTMAS like, *play along here.*

CHRISTMAS

Yeah. Like that time in...

BARNEY

Jakarta.