

G.I. Joe

Written by

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FADE IN:

CLOSE ON: a swiss army knife, cutting the palm of a boy's hand, the small blade making an 'X'.

DUKE (OFF SCREEN)
Dang, Rex. That hurts.

REX (OFF SCREEN)
Yeah, well, Duke, sometimes the price of friendship is pain.

WIDER: to reveal DUKE and REX (gangly fourteen-year old American army brats) sitting on a rocky outcrop overlooking the heavily fenced off and barricaded Korean DMZ.

Rex has just finished cutting an 'X' into his best friend's palm. He holds up his own hand to reveal a similar cut.

REX (cont'd)
Brothers in blood.

DUKE
To hell and back.

REX
To hell and back.

Duke and Rex grasp hands, cementing a lifelong bond.

EXT. OSAN AIR FORCE BASE / SOUTH KOREA - NIGHT

It's a dead quiet, moonless night. Clip. Clip. A barbed wire perimeter fence is deftly cut with powerful clippers. Dusty army-issue boots pound across the dry ground.

Two soldiers, visible only in silhouette, their faces masked by heavy night vision goggles, take up positions on a ridge overlooking a nondescript rectangular building.

One of the soldiers runs, rolls and crawls his way to the building's edge, disappearing into the shadows. As his voice crackles over the radio, we realize that the 'soldiers' are actually Duke and Rex.

REX
Alpha One. Clear to approach.
Repeat. Clear to approach.

Duke up and sprints across no-man's land, tucking into the same dark alcove as Rex. We follow Duke's gaze as it traces the pipe all the way to the roof.

DUKE

Alright! Let's do this!

The boys climb the pipe higher and higher. Finally, they pull themselves over the ledge and cross quickly to the other side of the roof. They peer over the ledge at a window across the courtyard and gulp. With awe...

REX

We have visual contact...

REX'S POV: through his green night vision goggles we see that the boys have staked out the nurses' dressing room at the base hospital. A GORGEOUS YOUNG NURSE is changing into her scrubs.

DUKE

Mission accomplished.

FLASH! Both boys throw their goggles off with a pained cry when a giant spotlight beams into their faces.

They look up to see six older TEENAGE THUGS running toward them on the roof.

OLDER TEENAGER

They're back!

Rex and Duke take off running.

REX

Keep runnin', Duke!

Before Duke knows it, Rex turns and faces down their pursuers.

OLDER TEENAGER

I told you, man! Stop spyin' on my sister!

REX

I can explain! I can explain!

Rex takes off his baseball cap as if in a gesture of surrender, but then tosses the hat into the lead thug's face, distracting him long enough to BOOT! him between the legs.

The rest of the thugs immediately retaliate, dog-piling Rex.

IN THE BASE LATRINE - A FEW MINUTES LATER

DUNK! The thugs push Rex face first into the toilet.

OLDER TEENAGER
Who's the shithead, now? Huh?

Rex comes up gasping...

REX
You are?

DUNK!

OLDER TEENAGER
Try again. Who's the shithead? Huh?

Rex sputters...

REX
Your mother?

DUNK! The older boys are startled when the door kicks open behind them, revealing all 135 pounds of Duke's skinny frame.

DUKE
That's my best friend you're
flushin', jerk-offs!

OLDER TEENAGER
Hauser? You moron. That was you up
there with this turd sucker? You
shoulda just kept on runnin' and
never come back. Now we're going to
have to kick your ass too.

Duke raises his newly scarred palm and says...

DUKE
Yeah, well, sometimes the price of
loyalty is pain.

CRUNCH! Duke slips in one big shot to the ring-leader's nose before the bigger kids wrestle him down and start beating the tar out of him.

CUT TO:

SPLIT SCREEN: from under water we see both Duke and Rex's faces repeatedly shoved under water. Between dunks, Rex gasps and shouts out to his buddy in the next stall.

REX
You didn't have to come back, Duke!

SPLASH!

DUKE

You'd do the same thing for me!

SPLASH! Duke goes under and then comes up gasping...

DUKE (cont'd)

Besides! It's good training. It's
like our first underwater OP!

SPLASH! SPLASH! Both kids get dunked again. From Duke's
underwater point-of-view we

MATCH CUT TO PRESENT DAY:

DUKE and REX (now early thirties) swim out of a submarine
dock into the deep, crystal blue ocean. This time, Duke and
Rex are wearing thick extreme-weather scuba gear.

EXT. RESEARCH LABORATORY / NORTHERN GREENLAND - NIGHT

Lit by the eerie green glow of the northern lights, we see a
highly sophisticated research outpost consisting of a massive
ice dome and a dozen yellow steel buildings built to
withstand the extreme weather.

The camera slowly rises into the night sky, and we gradually
realize the facility is in the absolute middle of nowhere.

As we continue to ascend, past the thin clouds and into the
stratosphere, we recognize the shape of Greenland.

Out of nowhere, a giant satellite looms into the foreground.

INT. MILITARY INTELLIGENCE BLDG. / WASHINGTON D.C. - SAME

A group of high-ranking military and intel officials have
gathered, analyzing the feed from the satellite.

LT. GENERAL HAWK, the ranking officer in charge of the entire
G.I. Joe team, addresses the group.

LT. GENERAL HAWK

Gentlemen, welcome to the newest
incarnation of Destro labs, a
highly sophisticated, highly
illegal, bio-weapons facility.
Final clearance just came down from
NATO and the Joint Chiefs. Our
operation has been given a green
light.

DONOVAN, the top NSA spook in the room interjects...

DONOVAN

Stated mission objectives?

LT. GENERAL HAWK

One: Find and remove Destro's two top scientists--both of whom have found their way onto the INC and UN's list of wanted war criminals.

Two: Completely eliminate the facility's capacity to operate.

A CAPITAL HILL SUIT shakes his head, unconvinced.

CAPITAL HILL SUIT

Gentlemen, how do you know these aren't some damn tree-huggers from Harvard up there studying global warming?

LT. GENERAL HAWK

Congressman, my team has spent much of the last decade combatting Destro's ambitions. We know him very well. And he's no tree-hugger. He's a true global threat. A shrewd multi-billionaire with something of an Alexander the Great complex.

GENERAL FLAGG

More like Genghis Khan.

LT. GENERAL HAWK

Trust me, Congressman, you're looking at a weapons facility. It fits Destro's operating profile to a tee: the remote location to avoid oversight from the local authorities; SAT imagery shows troop barracks, machine-gun sentry positions, and state-of-the-art radar and comm dishes.

GENERAL FLAGG

How do you plan to get in under the radar, General?

LT. GENERAL HAWK

As you said, sir, we are going in under the radar.

EXT. BELOW THE ICE SHELF - SAME

A massive, stark white submarine cruises through the crystal blue water, its sonar PINGING methodically as it passes.

PAN UP to reveal that the sub is traveling beneath a thick ice sheet, completely hidden from surface radar and view.

One by one, four more special ops soldiers swim out of the submarine's hatch. They fall in behind Rex and Duke.

BACK AT M.I. - SAME

The suits are able to watch the raid unfolding in real-time via cameras in each of the Joes' helmets. A monitor in the room has been designated for each team member.

ON THE MONITORS: we watch the soldiers ascent toward the thick ice sheet above.

DONOVAN

General, you have confidence that a six-man extraction team is sufficient for the operation?

LT. GENERAL HAWK

Utter confidence. These men are the elite of the elite. They are consummate professionals.

EXT. UNDER THE ICE SHEET - CONTINUOUS

HI-TECH, the youngest team-member, swims past HEAVY-DUTY (African American). Tech notices something wrong with Heavy-Duty's scuba gear and toggles his radio switch.

HI-TECH

Hey! Heavy-D, your hoses are all crossed up back here!

HEAVY-DUTY

Crossed up? What do you mean?

HI-TECH

I mean they're all pinched. You're losin' all your oxygen! Look at that!

Heavy-Duty panics, swirling and swishing around in the water, craning his neck trying to look at the gear on his back.

HEAVY-DUTY

I can't see anything! You gotta fix it! Fix it, man!

HI-TECH

I can't fix it! You gotta swim to the surface!

HEAVY-DUTY

There's a ten-foot sheet of ice on the surface, Tech! Fix it!

Hi-Tech suddenly laughs and swims away.

HI-TECH

Just kidding, man. Your gear's fine. See you on the top!

BACK AT NSA HEADQUARTERS - SAME

Lt. General Hawk clears his throat, a little embarrassed.

LT. GENERAL HAWK

That's David Lewenski, our combat engineer. The boys call him Hi-Tech. A little immature, but his comm and demo work make him worth the headache.

GENERAL FLAGG

(skeptical)

Who else you got on this crack squad of yours, Hawk?

BACK TO THE JOES / UNDER THE ICE

SNAKE EYES cuts into the bottom of the ice sheet with a small underwater blow-torch. He's got a short ninja sword (a katana) fastened to his ammo belt.

GENERAL FLAGG'S VOICE

Good Lord, is that man carrying a sword? What's he gonna do, open their mail?

LT. GENERAL HAWK'S VOICE

Yes, sir. I mean, no sir. You're looking at Snake Eyes. Bit of an eccentric. Doesn't say much. Our best hand-to-hand man.

ABOVE THE ICE

We see a nasty-looking SENTRY with a frozen beard keeping lookout in a fox hole that's been bored into the ice and covered with a plastic bubble/windshield. After a second, the sentry notices that his boots are getting wet.

SENTRY

What the hel--

Whoosh! He disappears into the water like he was in a dunking booth at the carnival. Snake Eyes slinks up out of the icy water and into the fox hole.

WOOSH! WOOSH! WOOSH! Several other SENTRIES plunge from their fox holes into the icy water. One-by-one, the Joes take up their position.

BACK IN WASHINGTON - SAME

General Flagg is starting to relax a little.

GENERAL FLAGG

Where's your air support?

LT. GENERAL HAWK

Above their radar ceiling till evacuation. William 'Wild Bill' Hardy. Over two hundred combat missions. One of the most experienced and dedicated pilots in this man's army.

Hawk dramatically flips on the seventh monitor and the group sees the inside roof of a helicopter. The choppy buzz of a man SNORING fills the room and Hank Williams Jr. CROONS on the stereo. Hawk's embarrassed again.

LT. GENERAL HAWK (cont'd)

Wild Bill appears to be in a holding pattern. (shouting) BILL!

From the monitor we hear:

WILD BILL

Ah! What? Yeah?

Wild Bill's helmet cam tilts down, revealing the vast white tundra thirty-thousand feet below.

HIGH ON A HILLTOP BELOW

SCARLETT (shapely, long red hair) trudges through the snow, until cresting the hill. She flumps down into the snow, breaking out and deftly assembling a long sniper's rifle.

SCARLETT (INTO HER MIC)

Scarlett in position. I have a visual on five, repeat, five mercs.

BACK IN WASHINGTON

Everyone does a double-take, surprised to hear a woman's voice.

DONOVAN

You've put a woman in the field?

Scarlett's cross-hairs pan across two SENTRIES outside the ice dome and three more pacing the perimeter.

LT. GENERAL HAWK

Shana O'Hara. Aka 'Scarlett'.
Started out in intelligence but got
noticed on the sniper range. The
best shot we've ever had.

ON THE MONITOR: Phhhit! Phhhit! Phhhit! Phhit! Scarlett takes all the five visible guards with tranquilizer darts.

SCARLETT

Heavy-D. You're clear.

Fifty yards away, Heavy-Duty hoists himself out of a sentry's fox hole and sprints across the open tundra lugging a massive (snow white) mulit-barreled Gatlin-style machine gun.

LT. GENERAL HAWK'S VOICE

Lamont Morris, or Heavy-Duty as he
likes to be called. He's a real
powerhouse. Our heavy weapons
specialist.

Heavy-Duty thumps down on a small knoll, just a few yards from the facility, his plane of fire covering the dome and almost every other building. The perfect position, except...

GENERAL FLAGG'S VOICE

The man's in plain sight.

WHUMP!...Heavy-Duty pulls a white Ghillie blanket over himself. In an instant, he's gone. He thumbs his radio...

HEAVY-DUTY

Surpressing fire in position.
Extraction team's green to go.

UNDER THE ICE SHELF - SAME

Still underwater, Hi-Tech drills a hole in the underside of the ice shelf before carefully threading a long, metallic pole into the freshly bored hole.

BACK ABOVE / IN THE FLOOR OF THE ICE DOME

We see a tiny, ball-point pen sized periscope punch through the floor, twisting around 360 degrees.

HI-TECH'S POV: the image from his tiny camera is projected on the inside of his helmet's visor.

HI-TECH (INTO HIS MIC)

Okay, team, your eyes are open.

Let's see...that's strange.

Everything's made of plastic.

Sure enough, inside the dome, every inch of equipment is made of plastic or glass, even the staircases and desks.

As Tech swivels the camera 360 degrees we see all manner of strange experimentations underway: one area is filled with cages, each containing wolves, snow foxes, even a polar bear.

HI-TECH (cont'd)

Now that's not exactly a petting zoo.

He's right. Each of the animals is twice its normal size and seemingly ten times as vicious.

Another area of the dome contains nothing but fully functional, though completely disconnected body parts. Legs hop up and down, an arm does curls, working out its bicep.

Finally, at the far end of the dome, SEVERAL TECHS dressed in nylon bee keeper-like suits sit at a wall of computer monitors. SIX HEAVILY ARMED GUARDS are in the facility as well.

HI-TECH (cont'd)

I count six guns and ten clipboards. Rex, that look like the King and the Queen to you?

Tech focuses the camera on two scientists working at a lab table. They remove several FROZEN TUBES filled with a glowing purple substance from a cylindrical glass structure that's labeled: **Storage and Containment**.

CUT TO:

Rex, now the team's second-in-command, has taken up position outside the dome. The image from the tiny camera is also visible on his helmet's visor.

Rex checks two photographs labeled 'King' and 'Queen' that have been laminated into the forearm of his combat fatigues.

REX (INTO HIS MIC)
Affirmative. Two of two targets
confirmed.

IN WASHINGTON

The suits watch the scientists lock the purple tubes in a
PORCELAIN BRIEFCASE.

GENERAL FLAGG
Donovan? Is that what I think it
is? Could Destro be that far along
in his research?

BACK TO REX / OUTSIDE THE DOME

Rex locks and loads a short, nasty looking shotgun. He's
jarred by a booming voice in his helmet.

GENERAL FLAGG'S VOICE
Let's not get itchy with those
weapons, boys. You're entering a
bio-hazard zone.

REX
Good lord, is that you Grandpa?

BACK TO WASHINGTON

GENERAL FLAGG
This is General Flagg on the line.

REX
Oh, right. Yes, sir. I'd forgotten
that you gentlemen were right here
with us on the razor's edge of
battle. Here, allow me to clear my
visor to make sure ya'll get a good
view from those box seats of yours.

ON THE MONITOR: Rex carefully 'cleans' his visor with one
finger--his middle finger. Once again, Hawk tries to cover.

LT. GENERAL HAWK
The extraction team is employing
low-velocity stun-rounds, sir.

GENERAL FLAGG
I'd like to know who's in charge of
this group of misfits?

LT. GENERAL HAWK
That would be Commander Conrad
Hauser. They call him Duke.

GENERAL FLAGG
And where might Commander Hauser be
at this particular moment?

CUT TO:

A stoic figure standing on top of the massive ice dome,
silhouetted against the shifting green northern lights. Duke
racks his automatic shotgun and says coolly:

DUKE
Extraction's a go.

BOOM! A directional charge at Duke's feet blows a hole in the
top of the dome and he drops straight downward.

INSIDE THE DOME

The roof shatters and Duke drops out of nowhere in a torrent
of falling ice, his shotgun barking as he plummets through
the sky. BOOM! BOOM! BOOM! BOOM!

Duke takes out four guards, each of them flying backward from
the impact of a low-velocity, non-lethal bean bag round.

At the same time, the doors blow off their hinges as Rex and
Snake Eyes enter the room from opposite sides.

BOOM! Rex takes out another guard and WHACK! Snake Eyes
somersaults off a staircase, catching the last guard with a
devastating kick. Rex shakes his head at Duke.

REX
What happened to two each? You're
getting greedy?

DUKE
No, you're just getting slow.

IN THE NEARBY BARRACKS

The rest of Destro's HIRED GUNS hear the explosions and hop
to their feet, grabbing their weapons.

The first MERC opens the front door and sees Heavy-Duty's .25
cal Bushmaster spit a Christmas tree shaped flame his
direction. BRAAAAAAAAAAAAAAAAAAAAAAP!

MERC

Agggggghhh!

--He dives aside, just managing to pull the door shut as three or four hundred rounds sting the metal.

LEAD SOLDIER

We're pinned in!

OUTSIDE

Heavy-Duty and Scarlett laying down hellacious covering fire, effectively pinning down the rest of Destro's defensive team.

SCARLETT (INTO HER MIC)

Wild Bill! How 'bout a ride home?!

IN THE SKY FAR ABOVE

Wild Bill's got his copter into a steep nose dive.

WILD BILL (INTO HIS MIC)

Short bus is on the way, darlin'.

BACK IN CONTAINMENT DOME - SAME

Rex and Snake Eyes quickly usher the 'King' and 'Queen', Destro's chief weapons designers out of the dome.

Duke backs out of the room, his rifle trained on all of the anxious researchers and assistants.

DUKE (INTO HIS MIC)

Extraction team is coming out.
Tech, how's it going in the
basement?

UNDER THE ICE

Hi-Tech is again drilling into the underside of the ice.

HI-TECH

Just one more to go, boss!

BACK IN THE DOME - SAME

Duke and the others are almost out of the dome when a shrill voice calls out...

RESEARCH ASSISTANT

I can't let you take them!

A young RESEARCHER has drawn a hide-away piece from under his desk. He nervously holds the .38 on Duke, his hand shaking.

DUKE

Easy there, partner. You're play--

BOOM! Rex blasts the young researcher off his feet with a bean-bag round. Duke and Rex start to relax but...

BANG! The gun in the researcher's hand goes off, sending a round directly into the storage and containment facility.

The scientists panic at the sight of the shattering glass, sprinting wildly away from some unseen danger.

Immediately, the room is filled with a horrific SCREECHING, noise from the breached container.

DUKE (cont'd)

Breach! Let's go! Everyone out!

Duke and Snake Eyes push the cuffed scientists towards the door, Rex helps the rest of the researchers to safety.

Computer monitors on the desk start to smoke and catch fire, and all around the room, light bulbs begin to burst.

A purplish haze spits out of the electric sockets and the blown bulbs. The mist glows eerily in the dark.

Clunk. Clunk. Clunk. We see the electronic cages of the 'petting zoo' thunk open one after another.

OUTSIDE THE DOME

Duke and Snake spill out into the blowing snow, dragging the captured scientists behind them.

Scarlett and Heavy-D are still trying to hold back the rest of Destro's men, but the guards pile out of the barracks from too many directions to hold them off much longer.

HEAVY-DUTY (INTO HIS MIC)

Bill! They're out! Get your ass to the LZ.

Just then, Bill's helicopter drops out of the sky and lands thirty feet behind Heavy-Duty.

Rex takes up a defensive position against the nearest metal building, signaling Duke and Snake to take off.

REX

Go! Go! I got your back!

BAM! BAM! BAM! Rex exchanges fire with the advancing soldiers. The exterior light bulbs begin to burst violently.

Duke and Snake Eyes make a break across the open to the waiting helicopter; the scientists are happy to run along with them, desperate to get away from the busted dome.

Bullets fly everywhere, stinging the copter and the snow around Duke and Snake. They push the two scientists into the helicopter.

IN WASHINGTON

The room is abuzz with concern. From various helmet cameras, they watch as the metal research buildings disintegrate in a swirling, electrical storm.

DONOVAN

We need that briefcase.

General Flagg picks up a secure line...

AT THE HELICOPTER

DUKE (INTO HIS MIC)

Heavy-D! Rex! Fall back, let's fly.
Tech! Get your finger on that
switch!

UNDER THE ICE

Hi-Tech packs a final charge into the underside of the ice.

HI-TECH

We're live.

BACK AT NSA HEADQUARTERS

GENERAL FLAGG

Commander Hauser, this is General
Flagg. Do not detonate. New
directive: go back for the sample
case.

BACK ON THE ICE

Wild Bill's helicopter's rotor blades cut the air, picking up speed, about to take-off. Duke can't believe what he heard.

DUKE (INTO HIS MIC)
Negative, sir! The containment
facility has been breached! The
area's contaminated! My men would
be exposed. We're taking it out.

GENERAL FLAGG
Negative! Get your hands on that
case! I am giving you a direct order!

ON REX

Who's two hundred feet away hearing the exchange...

REX
I got it, Duke. I'm still close to
the dome. Someone make a racket and
cover me.

Rex empties half a clip and runs out into the wide open, back
toward the dome.

AT THE HELLIE

The Joes pile back out of the helicopter, spraying thousands
of covering rounds every way, sending Destro's guards face
first into the snow and giving Rex a few precious seconds...

Duke takes off into no-man's land, his boots stomping through
the waste-deep snow.

HEAVY-DUTY
Bring him back, Duke!

BRRRRRRRRRRRRRRRRRRRRRRRRRRRRRR! Heavy-Duty waist fires his
massive machine gun.

BACK TO REX

Who's running toward the dome. Mid-stride, his expression
changes. Whatever entity was in the dome has passed into the
metal barracks next to the dome.

Inside, he can hear a TERRIFYING HOWLING coming his way,
followed by the AWFUL SCREAMS of the guards inside.

He stares into the doorway at a strange glow swirling his way
from the far side of the building. The metal walls and
furniture explode in its wake.

REX
The hell?

Instinctively, Rex opens fire with his automatic rifle.

SLOW MOTION REVERSE ANGLE SHOT:

The mysterious glow seems to feed off of the stream of bullets spraying from Rex's gun, leaping from one bullet to the next all the way back into his weapon.

The automatic rifle explodes and disintegrates in Rex's hands as the crackling wave of energy swarms all over him, the bullets on his ammo belt DETONATE in a series of devastating concussions, tearing into his chest.

IN WASHINGTON

The brass are also stunned, watching Rex get overrun by this strange force.

LT. GENERAL HAWK

Good God, son. Duke! Rex is down!

Rex throws off his helmet but even his metal-rimmed eye-glasses and the fillings in his teeth burn up and explode.

Rex's helmet cam abruptly cuts to black.

ON DUKE

As he hears REX'S SCREAM on the radio. He steps up his sprint, running even faster into the teeth of enemy fire.

Bullets rip up the snow all around him. STUNK! SMACK! PHUNK! Duke takes three hits right into the chest. He winces but doesn't slow down.

By the time he arrives at Rex's side, the whole barracks has been incinerated. The metal walls are burned to the ground as well as the bed frames and desks. Papers blow everywhere.

The remaining steel buildings in the complex are now crumbling to the ground as if their walls were on fire.

DUKE

What the hell?

Just then, Duke hears a horrible growl right behind him. He turns to see four massive, snarling snow-white Arctic wolves bearing down on him.

The wolves all lunge at once. BOOM! BOOM! Duke manages to blast back two of the wolves with his bean-bag gun. At the same instant, the other two yelp and fall awkwardly to the ground, stunned by two tranq darts from Scarlett's rifle.

Duke's relieved for a second then ROOOOOOAAAAAAR! An oversized polar bear rears up on a hilltop nearby, bellowing horribly.

DUKE (cont'd)
Scarlett! Little help!

Duke heaves Rex up onto his shoulders, and the race is on. Duke stumbles through the deep snow, running back toward the helicopter, the gigantic bear thundering along hot on his trail.

Scarlett hits the bear with three darts, but he's unfazed.

Duke makes it to the chopper just ahead of the snarling bear, and they all pile in. Wild Bill's already cranked the rotors, and the second his team's inside, he lifts the chopper, leaving the bear howling beneath them.

GENERAL FLAGG (OS)
Hauser! Get someone back in that dome. I want that sample case!

Duke grabs his radio handset, ignoring the General.

DUKE
Tech? Pull the pin.

UNDER THE ICY WATER

HI-TECH
That's what I wanted to hear.

As Hi-Tech swims away from the ice-flow, he flips a switch on a hand-held remote.

BOOM! BOOM! BOOM! BOOM! BOOM! A ring muffled explosions thump in rapid succession behind him.

ON THE SURFACE

The team watches from the copter as the charges cut a huge perimeter around the ice dome and the rest of the facility.

The whole ice shelf splinters and cracks, suddenly dropping into the Arctic Ocean.

UNDER THE ICE

The entire research facility, including the massive ice dome sinks slowly to the bottomless depths.

IN THE JOES' CHOPPER

Scarlett and Hi-Tech frantically try to stabilize Rex. Duke tears open his fatigues and removes his Kevlar chest plate. It's warped by three high-caliber rounds. His chest is black and blue. He turns to his friend who's in much worse shape.

DUKE

Hang in there, Rex! We're here with you. I'm here with you.

INT. WALTER REED MEDICAL CENTER - DAY

Still unconscious, Rex lies behind a thick sheet of plastic in a quarantined hospital bed. Every inch of his face and arms are bandaged or swathed in blue viscous burn gel.

Duke stares at his best friend, seething. Lt. General Hawk stands next to him.

LT. GENERAL HAWK

Destro named them 'nanomites'. Basically microscopic metal-eating termites. Only much more efficient. As you witnessed. Designed to be the weapon to destroy all other weapons. Tanks. Planes. Guns. Even an aircraft carrier could be brought down by a single vile.

Duke watches a NURSE re-dress Rex's wounds, applying the thick blue gel over the scarred, festering skin.

LT. GENERAL HAWK (cont'd)

Chemical burns. As the metal breaks apart on the atomic level, heat is released. The doctors estimate over 1000 degrees Fahrenheit. The burns are still spreading. He's gonna get worse before he gets better.

DUKE

We should have been warned. We could have prepared.

LT. GENERAL HAWK

I had no idea, Duke. You have my word on that.

DUKE

Someone knew. Someone did. They tried to abort the mission for a reason.

INT. GENERAL FLAGG'S OFFICE - DAY

General Flagg stands behind his desk. He does not look happy.

The Joes, dressed in their spit-polished boots and dress uniforms, stand at attention.

GENERAL FLAGG

Chain of command is still the backbone of our profession, gentlemen. And I will not let that back-bone be broken!

Lt. General Hawk interjects on the Joes' behalf.

LT. GENERAL HAWK

Special Operations are not conventional forces, General. We pour millions of dollars and thousands of hours into training these officers for one reason: so they can think for themselves in the heat of battle.

GENERAL FLAGG

An order is still an order, Lt. General. And disobeying an order is still disobeying an order!

Duke can't stay quiet any longer.

DUKE

And if it's a bad order!? One of my men is nearly-dead in a hospital bed 'cause of your bullshit order!

GENERAL FLAGG

Whether you like an order or not is irrelevant, Commander Hauser! Your insubordination cost this nation's weapons program dearly. Destro's technology could have been used to save the lives of American soldiers!

DUKE

To save lives? This weapon was uncontrollable. There's a reason Destro's operation was so isolated in Northern Greenland. This weapon spreads like electricity through wiring. It could pass through pipes, through rebar in concrete.

(MORE)

DUKE (cont'd)

A single incident could tear apart the entire world's infrastructure. Your order could have sent us back to the stone ages, sir.

GENERAL FLAGG

So it's fair to say that you show no contrition for your actions, Commander?

DUKE

It's fair to say that faced with an identical situation, sir, I would make an identical decision.

GENERAL FLAGG

Is that so? And the rest of you? You stand with your commanding officer's decision?

The Joes answer without hesitation...

THE JOES

Yes, sir!

GENERAL FLAGG

Well that makes my decision today an easy one. I expect a resignation of your post from each of you by tomorrow morning or you can expect a notice of dishonorable discharge by tomorrow afternoon. Thank you very much. Good day.

INT. REX'S HOSPITAL ROOM - SAME

Duke enters to find Rex conscious, but clearly in pain.

DUKE

Hey, alright, partner. You're up--

Duke is stopped in his tracks by the sight of Rex's open eyes peering out from the bandages--the whites of his eyes have turned a sickly, malarial yellow.

Rex sees the shock on Duke's face and starts to speak. His voice has changed too. It's now raspy and guttural.

REX

My vocal chords got burned up. This thing's eating me alive. Get me a mirror will ya, Duke? They took all my mirrors outta here.

Duke shakes off his stunned expression, trying to laugh it off--the way they've always done.

DUKE

Hey, look at the bright side, Rex.
That face of yours was never much
to look at in the first place--

Rex interrupts harshly.

REX

Quit the bullshit, Duke. We've been
friends too long. Tell me what
happened with Flagg?

Once again, Duke's caught off guard.

REX (cont'd)

Yeah, I know about it. I asked
where you were. The doctor told me.

DUKE

They hammered us, Rex. Forced
discharge. Let us keep our rank and
record. But gave us the clean boot
into the street.

Rex's heart rate skyrockets on the monitor.

REX

They sent us in there unprepared!
They could have warned us! They did
this to me! And now they're going
to bust us out!?

DUKE

Hawk's already filed an appeal--

Rex becomes angered, his heart monitor races, his voice
screeching.

REX

An appeal!? I'll give them more
than a Goddamn appeal! I'll tear
them apart. I'll tear this whole
damn base apart!

DUKE

Rex! Calm down, damn it! You're
sick.

Rex starts to rip out his own IV. A team of DOCTORS and NURSES burst into the room in response to Rex's monitors, ushering Duke out and trying to calm Rex.

INT. ANDREWS AIRFORCE BASE, MARYLAND - THE NEXT DAY

One-by-one, the Joes approach a SUPPLY SERGEANT, heads held high. They hand over their base IDs, M9 Berretas, etc. The supply sergeant is spitting mad at the injustice.

SUPPLY SERGEANT

Goddamn brass. Every year the damn suits manage to get their heads lodged further and further up their own fox holes, don't they? (shakes his head)
How's Rex doin'? Any better?

INT. WALTER REED MEDICAL CENTER - SAME

Duke and Scarlett stand with Rex's head physician in the hallway outside his room. The doctor keeps his voice low...

REX'S PHYSICIAN

I have to admit, we're at a loss here. There's something more going on than the physical injuries. Something's changing inside your friend. We're very concerned about his mental deterioration.

CUT TO:

A heavily sedated but even more ferocious looking Rex lies in a MRI machine. The whirling magnets ROAR at an ungodly volume.

CUT TO:

A NURSE wheels Rex into a small waiting room.

NURSE

The doctors will be out in a moment.

She steps out and, with great effort, Rex wheels himself closer and closer to a pane-glass window. For the first time, he can see his reflection and is horrified by what he sees. He SCREAMS angrily.

INT. REX'S HOSPITAL ROOM - THAT NIGHT

Rex is wiped out from the drugs. His unshaven jaw is slung low and drool stains his pillow. His teeth are turning black.

PULL BACK to reveal Duke watching his best friend.

DUKE

Damn it, Rex.

Rex wakes up. The drugs have really doped him up and Duke sees his friend smile for the first time in a long time.

REX

Hey buddy. I thought you were her.

DUKE

Thought I was who, pal?

REX

My angel. She comes to see me at night. My beautiful dark angel.

Duke smiles at Rex's ramblings.

REX (cont'd)

How's the ranch, Duke? Getting any time to go fishing again?

DUKE

Nah, I'm waiting for you, pal. We'll get you back out there soon enough.

Rex suddenly seems more coherent--and much more grave.

REX

Listen to me, Duke. Something's wrong with my mind. I feel like I'm possessed. I'm thinking terrible thoughts. I don't know who I am anymore.

DUKE

No, you'll be okay, Rex. It's just going to take time.

REX

Promise me, Duke. Don't let this demon take over.

Duke takes Rex's hand. We notice they both still have the faded 'X' scar on their palms.

DUKE

I promise, Rex. To hell and back, remember? To hell and back.

Rex fades back toward sleep.

DUKE (cont'd)
Go on back to sleep, brother. Maybe
that dream-angel of yours is
waitin' for you.

Rex mumbles...

REX
Never keep an angel waiting.

EXT. WALTER REED MEDICAL CENTER - AN HOUR LATER

A blacked-out Range Rover IDLES in the parking lot nearby.

INSIDE

We can barely see a sultry brunette in a long black leather coat and bright red lipstick through the tinted windows.

THE BARONESS watches Duke walk to his car. A beat later, she steps out of her SUV and heads toward the hospital. We see her take off her long coat to reveal a nurses' uniform.

IN REX'S HOSPITAL ROOM

Rex lies asleep. The Baroness pats him gently and sings a quiet lullaby as she takes several huge syringes out of her purse. She reaches for his I.V. and inserts the first needle.

INT. SUPERMARKET - THE NEXT MORNING

Heavy-Duty shuffles along sadly pushing a supermarket cart which looks tiny in front of his huge frame. His wife, MAUREEN, tries to cheer him up.

MAUREEN
Ah, Lamont, I know you've been
dying of boredom the last month.
But Duke swears he'll fix
everything with the brass.

Heavy-D's still glum. Maureen pinches his cheek.

MAUREEN (cont'd)
C'mon. We'll stop by the bank on
the way home. Maybe someone will
try to rob it while we're there.

Heavy-Duty keeps his head hung low.

HEAVY-DUTY
You're just sayin' that.

INT. THERAPIST'S OFFICE - AFTERNOON

Scarlett and Snake Eyes sit across the desk from their relationship THERAPIST. They're in the middle of a one-sided argument.

SCARLETT

I'm sorry but I don't understand how we can make it through this without discussing it. Our careers are over! And he doesn't so much as utter a word. I don't know what he's thinking. He has to open up. Isn't communication the cornerstone of any relationship?

THERAPIST

In theory, yes. But you understood when you got involved that Snake had taken a vow of silence as a way of furthering his martial arts training and discipline.

SCARLETT

Blah, blah, blah. I also understood that under 'extreme circumstances' he could break the vow of silence.

THERAPIST

What do you think, Snake? Does this constitute an extreme circumstance?

Snake Eyes doesn't answer. He stares quietly at a small grass hopper in his right hand. The grasshopper chirps quietly.

EXT. DUKE'S RANCH / BACK PORCH - DAY

Wild Bill, Hi-Tech, and Duke are drinking Lynchburg Lemonades on Duke's back porch.

HI-TECH

Ha! Landmine. Check that out.

WILD BILL

No, wait a second. 'Land mine' is two words.

HI-TECH

No it's not, that's a crock of it-shay!

WILD BILL

Look it up.

We realize the guys are playing Scrabble to pass the time. While Hi-Tech thumbs through the dictionary, Heavy-Duty notices that Duke's staring sadly at an old willow tree that droops over the lake.

HEAVY-DUTY

You and Rex used to spend a lot time out here, didn't ya?

DUKE

Every time we got leave.

Hi-Tech claps the dictionary closed, pissed.

HI-TECH

Fine, I'll go with M-a-i-m. 'maim'.
For a double word score.

As Hi-Tech lays down the tiles, we see that the rest of the board is filled with words like dismember; mercenary; bayonet; grenade; artillery; ammunition; casualties.

It's Duke's turn...he lays out his tiles one at a time.

DUKE

A-n-n-i-h-i-l-a-t-i-o-n.
'Annihilation.'

Hi-Tech and Bill sigh and bitch.

DUKE (cont'd)

Triple word score. Plus the bonus
for using all my letters. I believe
that's the game, gentlemen.

Just then Duke's cell phone rings. He picks it up and the smile vanishes from his face.

INT. WALTER REED HOSPITAL - THE NEXT AFTERNOON

Duke sprints down the hallway, deftly weaving past orderlies and nurses. From the other direction, he sees Heavy-Duty barreling his way along. They both round the corner into

REX'S HOSPITAL ROOM

The bed is empty. The thick quarantine plastic has been torn to shreds. Duke turns to Scarlett, Snake and Tech.

SCARLETT

Nobody saw anything. Gone without a
trace. Out the window they assume.

Snake Eyes looks out the open window and shakes his head.

DUKE

He didn't have the strength to walk
down the stairs. Let alone scale
down six floors.

REX'S PHYSICIAN'S OFFICE - A MINUTE LATER

PHYSICIAN

No, it doesn't make sense to us
either. For four weeks his physical
condition deteriorated and then in
the last three days he was suddenly
much stronger. Physically much
stronger that is. Emotionally,
mentally...he showed no signs of
improvement.

The Joes shake their heads in dismay. Duke turns to leave.

PHYSICIAN (cont'd)

There's one more thing that I
should add...We have no idea why or
who, but...someone was apparently
tampering with Rex's IV. This could
explain his sudden strength.

EXT. REX'S SUBURBAN HOUSE - DAY

Duke's SUV roars down the street and then SCREECHES to a
halt. Rex's Mustang sits in the driveway.

INSIDE

DUKE

Rex!?

The Joes enter quickly to find the place ransacked. There's
no sign of Rex but their quick entrance catches his LANDLORD
off guard. He throws up his hands, dropping an arm-load of
Rex's valuables (stereo, lap-top computer, etc.).

LANDLORD

Easy! Easy! I'm just his landlord!!
He skipped on his rent!

Heavy-Duty grabs the guy and lifts him up to eye level, his
feet dangling. Rex's labrador begins barking EXCITEDLY.

LANDLORD (cont'd)

I gotta right! I gotta right to
anything of value. He split town!

HEAVY-DUTY

How do you know he split?

LANDLORD

Sheez, man. He didn't even take his dog. I been a landlord for thirty years. Guy jumps in that kinda hurry, a girl look like that on his arm. He ain't never comin' back.

Duke is stung by the landlord's words. Amid the clutter on the floor, he sees an old picture of Rex and himself. The two are on a runway, laughing happily. Duke pockets the photograph and turns back to the landlord.

DUKE

What girl? Tell us about the girl.

INT. DUKE'S SUV (HAULING ASS) - TEN MINUTES LATER

DUKE

We gotta get access to the M.I. mainframe. Get a trace on Rex before the trail's cold.

HEAVY DUTY

Damn, Duke, how you figure we're even gonna get access to the base?

DUKE

The same way we get access to any other highly secure facility.

HEAVY-DUTY

We're gonna blow it up?

DUKE

Not exactly.

Duke puts Rex's lab in the back seat.

INT. THE BASE / INTELLIGENCE WING - LATER

TWO MPs sit stoically behind their desk, guarding access to M.I.'s inner sanctum when...SHTUMP! SHTUMP! SHTUMP!

Duke, H-Tech, and Scarlett (only their eyes are visible behind black steel face masks) stomp slowly toward the M.P.s, dressed in heavy bomb protective gear, massive blast shields at their side.

An explosive sniffing dog (Rex's lab) leads the way. The MPs bolt straight upright when they see the Joes.

MP

Holy crap! Is there a bomb or
somethin?!

DUKE

No one told you?! You better get
out of here!

EXT. MILITARY BASE

The MPs burst out the front door and run off into the distance.

INT. MILITARY INTEL. MAIN FRAME CONTROL ROOM

Duke, Tech and Scarlett's helmets are in their laps as the
most powerful super computers in the world do their job.

Seemingly random bits of data and images swirl around them on
banks upon banks of high-res monitors: receipts, phone
records, property deeds, unrecognized faces, credit card
purchases. We hear the computer DIALING hundreds of phone
numbers at once. Finally...BINK!

HI-TECH

We gotta base hit.

Scarlett scans the monitor in front of her.

SCARLETT

An unlisted local cell phone with
lots of contact to Rex's home line
and his wing at the hospital. First
call was twelve days ago. Phone
purchased thirteen days ago.

DUKE

Count it as a double if it's a
female owner.

SCARLETT

Confirmed. Female. We'll assume
it's an alias. The line now appears
dead.

More and more information scrolls onto the screen.

DUKE

Cross reference. Any calls to
airlines? Start with international
carriers.

Tech steers the search and the computer spits its answer out
in less than a second.

HI-TECH

Nope. But, ah-ha. Big hit. Home run, actually. The same Am Ex card used to buy the phone purchased two international tickets to Asuncion.

SCARLETT

Paraguay? The hell's in Paraguay?

DUKE

In all likelihood, Rex is.

INT. DESTRO'S NEW HEADQUARTERS - SAME

PITCH BLACK. The thunderous sound of roaring water in the distance fills the room.

WUMP! An overhead spotlight pops on, shooting straight down on a man standing in the middle of a room of indeterminate size. The man's wearing a heavy black sweatshirt with the hood up, shadowing his face.

A voice in the dark...

VOICE IN THE DARK

Welcome, soldier. I trust your travels were comfortable enough.

We recognize Rex's raspy voice.

REX

It was a long trip. Long enough for me to wonder who was paying for the first class tickets. And who wants to see me get stronger?

VOICE IN THE DARK

Let's just say that we have a common interest. Perhaps a common enemy.

Rex slowly turns as the man talks. He's circling Rex. Rex is still limping badly.

VOICE IN THE DARK (cont'd)

You see, I'm looking to fill a position and I understand you have run into a career 'hurdle'. With your combat experience and intimate knowledge of the tactics and strategy of G.I. Joe and U.S. Special Forces, you are the ideal candidate to lead my army.

REX

There must be fifty men with my level of experience. Why pick me?

VOICE IN THE DARK

Only one of those fifty has been bitterly betrayed by his government. Let's just say you and I share a common interest.

REX

If you're so sure of my abilities, why are there six of your thugs standing behind me in the dark?

VOICE IN THE DARK

I trust my instincts, but with a mission of this magnitude, it couldn't hurt to be absolutely certain.

The overhead spotlight again CLANKS off. In the dark, we hear a SMACK and CRASH of a violent struggle.

After a few seconds, the room falls silent again. CLANK. CLANK! CLANK! The lights come back on--this time all of them.

Rex is standing in the middle of a vast cavern with walls of craggy stone and glass. SIX MEN lay unconscious at his feet.

'DESTRO' approaches, CLAPPING. A thunderous waterfall cascades behind him.

DESTRO

Excellent work, soldier. Pleasure to welcome you. People call me Destro.

He nods to the Baroness who's standing near a door...

DESTRO (cont'd)

And obviously you've met our head of Human Resources and recruitment specialist, the Baroness.

He turns back to Rex.

DESTRO (cont'd)

And you Rex...you need a new name to signify your rebirth. A name worthy of a warrior, worthy of a leader. We shall call you, Cobra.

INT. GENERAL HAWK'S RESIDENCE - DAY

Duke and Scarlett update General Hawk, the rest of the team stands behind them.

DUKE

We were able to confirm that Rex is traveling with a woman. We still know next to nothing about her, except that she's smooth, possibly a foreign op. Changed I.D.s twice and triple booked reservations on each leg of their trip.

HI-TECH

Trace lost them in the triangular border region of Brazil, Argentina and Paraguay.

DUKE

A town called La Furia del Dios. 'The Fury of God'. They call it 'La Furia' for short.

GENERAL HAWK

The Golden Triangle, huh? That's a picnic with a lot of ants.

SCARLETT

The place is the new wild west.

GENERAL HAWK

Anyone got a theory what Rex's doin' knocking elbows with smugglers and terrorists in South America?

No one does.

GENERAL HAWK (cont'd)

Then I suppose ya'll plan to go down there and find out.

DUKE AND THE OTHERS

Yes, sir.

General Hawk nods.

GENERAL HAWK

Bring him back, Duke.

INT. DESTRO'S CORPORATE HQ - A MOMENT LATER

Destro and the Baroness escort Cobra through the vast complex. They walk past twenty examining rooms, each with glass facade, carved into the craggy stone wall.

Again, Cobra is uneasy on his feet, his limp even more pronounced after the fight.

As they walk, we get our first glimpse of Destro's SUPER SOLDIERS (their bodies bulked up by gene-doping and other performance enhancing drugs, true Neanderthals).

BARONESS

In society's relentless quest for more and more technologically advanced weapons, people seem to have forgotten the greatest weapon ever made: the human body.

DESTRO

But one day soon...they will remember. One day very soon.

In one aquarium-like room after another, Cobra watches medical personnel taking blood, testing or monitoring the physical condition of these monstrous men.

Rex/Cobra reads a sign on a glass door: 'Sleep Depravation: day 9'. Inside, two soldiers are playing ping pong. Another lifts weights.

Another room is labeled 'Pain Threshold.' Inside, a small doctor administers a horrific electric shock to a soldier who seems unbothered. They enter a doorway at the end of the hall.

INT. A STATE OF THE ART OPERATING ROOM

Inside, an older bearded man, DOCTOR BENDER prepares a hospital bed for Rex.

DESTRO

Cobra, meet Doctor Bender, our Chief of Medical Operations. It was his medical cocktail that the Baroness used to get you back on your feet at the hospital.

DOCTOR BENDER

Of course, now that you are under our direct observation, we can begin a much more dramatic treatment.

The Doctor opens a refrigerator drawer with bag after bag of green tinged blood.

REX/COBRA

And my face? The scarring?

DESTRO

In due time. For now, let your scars remind you of your betrayal.

AN HOUR LATER

Cobra lies unconscious on a hospital bed. Twenty transparent tubes run into his left arm. Twenty more run out of his right.

Doctor Bender turns on an ominous looking machine. Rex's red blood cells begin to drain out of his body.

The opposite tubes pump a strange cocktail into his veins. Blood, plasma, green glowing liquid.

Behind his closed eye lids, Rex's eyes twitch severely. Destro stands over him, watching.

DESTRO

Dream of crumbling cities...

EXT. COMMERCIAL 747 - DAY

A huge Brazilia Airlines jet whooshes through the top of the frame, headed straight down--due south.

IN THE MAIN CABIN

Duke stands in the aisle, addressing his team.

DUKE

I want you to know I appreciate you
all agreeing to join me on this.
You didn't have to this time, and
that means a lot to...

The team's barely listening. They're sharing tear-sheets from their intel folders like kids trading baseball cards.

HEAVY-DUTY

...disease, land mines, kidnapping!

HI-TECH

Maoist revolutionaries, street
thugs, rampant militias...

Tech and Heavy-D high-five. Scarlett chimes in...

SCARLETT

...Paramilitary junta groups,
Malaria, and extortion. Corrupt
local and federal police!

Scarlett holds the pages against her chest as if choked up.
She bats her eyes at Snake.

DUKE

Okay, now let's get serious--

WRETCH! Wild Bill pukes into his airsickness bag. Duke's
grossed out.

DUKE (cont'd)

Oh, damn, Billy.

WILD BILL

I never could stand sittin'
anywhere but in the nose of one of
these things.

DUKE

No choice, Bill. Can't exactly jump
a Navy jet anymore, can we?

WRETCH! Wild Bill goes down again. Duke's so put off he can
barely finish his thought.

DUKE (cont'd)

Besides, flyin' commercial's the
most inconspicuous way to slip into
a country. We can't risk standin'
out in a crowd...

INT. ASUCSION (PARAGUAY) AIRPORT - MORNING

There are four hundred five-foot tall LATINOS and MEZTISOS in
line at customs and six huge Americans in khakis and Tevas.

After a moment, a small group of SECURITY PERSONNEL enter.
They weave patiently through the enormous crowd, never taking
their eyes off of the Joes.

Finally, the group arrives next to our team. A squat YOUNG
WOMAN fishes an index card out of her skirt pocket and reads
carefully, as if to make sure of her English...

YOUNG WOMAN

'Hello. You have been selected at
random to participate in a non-
invasive security check.'

INT. THE SECURITY CHAMBER - FOUR HOURS LATER

ZZZZZZZZZZZZZZZZAP! A sweaty, rough-looking CUSTOMS OFFICIAL sticks a cattle prod into Duke's bare back.

DUKE

Aggggggrrrrhhhhhh! You almost got it. But the itch is down to the left a little bit.

ZZZZZZZZZZZZZZZZAP! He zaps Duke again.

DUKE (cont'd)

Yeah, that's it! You got it!

The security chamber itself is a dank cell underneath the airport with paint peeling off the dirty walls.

CUSTOMS OFFICER

You are mercenary! Your kind is not welcome here! You understand?

The Joes have their hands cuffed by nylon zip-ties. The men are in their underwear. Scarlett's in her underwear and a tank top.

It looks like they've been there for the better part of a day and might be staying for a lot longer--that is until a beautiful American woman in a black suit, VANESSA CHARLES, enters the room.

She snaps a few clipped words (in Spanish) to the head customs official. After a heated exchange, he hands over the team's passports, cuts the cuffs and heads out of the room.

Duke nods at Vanessa as he rubs his wrists.

DUKE

Nice fella, that guy.

VANESSA

One of the nicest, actually. Around here, anyway. It wasn't personal. He just assumed you and your team were part of the Tempesto de Asesinos.

Scarlett and Duke exchange a look.

SCARLETT

The storm of killers?

Vanessa shakes her head, trying a new tact.

VANESSA

Someone around here's been importing mercenaries from around the world. A lot them. The best of the worst.

WILD BILL

You figure how many rotten apples they got in this bushel.

VANESSA

More than a hundred. Perhaps two? The locals refer to the onslaught as the 'Tempesto de Asesinos'.

HI-TECH

They thought we were mercs? How uckin-fay upid-stay is that?

VANESSA

What are you doing in La Furia, Mr. Hauser?

DUKE

Who's asking?

VANESSA

The United States State Department. I'm Vanessa Charles. What are you doing in La Furia?

DUKE

A friend of ours seems to have lost his way. We're here to bring him back.

VANESSA

Lots of folks come down here to stay lost. You sure he wants to be found.

DUKE

I'll let you know when I see him again.

VANESSA

I have no grounds to detain you all any further. However, Mr. Hauser, you can bet your bottom dollar that I'll be keeping an eye on you.

Duke smiles and puts on his panama hat, taking a good look at her.

DUKE

Likewise.

EXT. LA FURIA DEL DIOS / MAIN SQUARE - DUSK

An old airport bus wheezes to a halt in the main square of La Furia.

Our six gringos step off and survey the lay of the land: coffin-makers saw and hammer pine coffins on the sidewalk in front of their storefront mortuaries. Half the businesses in town seem to be undertakers, the other half, gun shops. Ambulance and police sirens WAIL. Gun shots CRACK AND ECHO in the distance.

In the streets, SHADY VENDORS deal in stolen and counterfeit merchandise; colorful STREET WALKERS sashay this way and that; stray dogs yap and snarl; it's a hive of criminality.

WILD BILL

I can see why they're so vigilant
at customs. You let the wrong types
in and this place could go right to
hell.

The wind whips up and a thunder rolls in the distance.

SCARLETT

Anyone still holding out hope that
Rex coming down here at the same
time as a couple hundred mercs is
just a coincidence.

No one answers.

SCARLETT (cont'd)

Yeah. Me either.

EXT. DENSE JUNGLE - DAY

CLOSE ON: A pair of boots pounding the mud incredibly fast.

Camera slowly pans up to reveal Rex/Cobra running, leading fifty super soldiers on a full sprint. Again, his face is hidden by a hooded jacket but his legs are working perfectly. He appears completely fit. In fact, he's muscled up into a giant, his neck and chest thicker, his arms like tree trunks.

REVERSE: Destro and the Baroness ride in the back of an old Jeep which races along through the muddy jungle, kangarooing over bumps and splashing through standing water.

Rain slashes the lush vegetation.

BARONESS

Unparalleled. There's not a fighting force on earth that could stand up to these men.

Destro looks over the driver's shoulder at the speedometer. 45 m.p.h. He smiles.

A JUNGLE TRAINING CAMP - LATER

Cobra and his men have gathered around a sandy fight pit watching a brutal, full-contact sparring match. In the center of the pit, STORM SHADOW, a powerful, menacing martial arts master faces down four of Destro's massive mercs.

Storm Shadow wears black canvas pants and no shirt. His upper body is completely painted with warrior tattoos.

Each time a man lunges at him, Storm Shadow leaps or ducks the man's blow and delivers a bone-breaking counter punch.

The nastiest looking of the group charges like a bull. Storm Shadow steps aside so quickly the man loses sight of his adversary. Before the guy can turn around, Storm flips into the air and lands a two-handed punch to the base of the man's skull that drops him like 250 lb. bag of cement.

Storm Shadow addresses his students...

STORM SHADOW

At full strength such a blow would snap the brain stem, killing your opponent instantly.

Destro turns to Cobra.

DESTRO

We have gone to great expense to have Storm Shadow train our men in his discipline. He is considered by many to be the greatest hand-to-hand fighter in the world.

As if to prove the point, Storm whirls through the air, landing a cork-screw kick to the face of an ogre of a man.

COBRA

I know one who would dispute that designation.

DESTRO

Snake Eyes? Perhaps. The two men were trained by the same master, you know. And were rumored to have fought once before.

Crack. Trip. Smack. Storm Shadow makes quick work of three more opponents.

COBRA

Yes, I know the legend. Two days of combat before a single blade landed. Finally, your man made a mistake and was defeated.

DESTRO

Yes. However, the rage induced by Storm's disgrace has fueled ten years of further study. Here in South America under a different master, under a weapons-free discipline of Brazilian Jujitsu. Without his sword to rely on, your Snake Eyes may well prove a less formidable opponent.

COBRA

It is possible. Though Snake Eyes is never without his blades. So perhaps we'll never know.

Destro just smiles. Perhaps we will.

EXT. LOCAL CANTEEN - A MOMENT LATER

Snake Eyes sits a little ways from the others, again holding a grasshopper in the open palm of his hand. Not only does the insect not hop away--it actually chirps contentedly.

The rest of team eats a sour breakfast in a dark saloon under the suspicious eye of several half-drunk PISTOLEROS.

Duke surveys the room.

FROM DUKE'S POV ZOOM IN ON: guns, guns and more guns. Every person in the room packs a weapon. The bartender, the waitress, even the postman (who enters to drop off the mail) has a short shotgun slung in his three-wheeled mail cart.

Duke exchanges a nod with his boys.

DUKE

We need guns. We start knocking on doors in this town, asking a lot of questions, we're gonna get some high-caliber answers.

HI-TECH

Without an allowance from Uncle Sam? Alright, let's see...

Heavy-Duty checks his wallet.

HEAVY-DUTY

I got fifty-six American. And a couple hundred Geranomos or whatever they call this currency.

SCARLETT

Guarani.

HEAVY-DUTY

Yeah, well we're going to need a whole lot of Guarani if we're going to shake up this town.

DUKE

You guys worry too much. Follow me.

INT. LOCAL POLICE STATION - AFTERNOON

CLOSE ON: the frame tracks along a bulletin board plastered with three dozen 'Wanted' posters.

Duke whistles, pleasantly perusing the posters. His gaze finds the biggest reward: '50,000 U.S. dollars. The mug shot shows a scarred, ferret-faced man called 'El Diablo'.

Snap. Duke pulls down the poster and turns to the DESK SERGEANT, a sweaty, unshaven man at the front desk.

DUKE

Fifty thousand American, eh? For this little fella?

The Desk Sergeant laughs.

DESK SGT.

You are going to apprehend 'El Diablo?' This is one bad hombre. And you? You are a bounty hunter, friend?

DUKE

No sir, just a concerned citizen
hoping to help clean up the streets.
Now...what time do ya'll close?

The room full of dirty cops giggles.

DESK SGT.

What time we close?! Ha! Cinco y
media, my friend. Five and thirty.
But for you we stay open until the
six, eh!

The police laugh mockingly again at Duke as he strolls out.

AT THE BACK OF THE ROOM

A SHADY COP picks up his phone and dials quickly.

SHADY COP

(in Spanish, subtitled)

Diablo! It's Manuel! Some pinche
gringo was just here. Thinks he's
going to get the reward! I think
he's going loco!

As the shady cop talks, the camera follows the telephone cord
to the wall and then outside.

OUTSIDE THE POLICE STATION - SAME

The camera tracks along the old-fashioned telephone wires
leading from the building's roof, soon finding Hi-Tech
sitting atop the nearest telephone pole.

He's spliced into the line, listening to the whole
conversation. He gets a reading of El Diablo's address on his
souped-up lap top.

INT. POLICE STATION - AN HOUR LATER

BAM! EL DIABLO cartwheels through the door of the station,
skidding to a halt right at the base of the front desk.

DESK SGT.

Dios mio.

He crosses himself.

DUKE

El Diablo reporting for duty.

CUT TO:

Duke zipping several stacks of U.S. hundreds into a duffel.

EXT. LOCAL GUN SHOP - DUSK

A sign above the front door reads 'La Tienda del Arma que Fuma'. A superimposed title reads: 'The Smoking Gun Shop'.

In addition to an exhaustive selection of cigars, the tiny shop is jammed wall-to-wall with shotguns, pistols, and hunting rifles. Heavy-Duty looks over all the hardware with a smirk. He turns to the store owner.

HEAVY-DUTY

Hey, man. You got any real guns for sale?

CLOSE ON: a floor hatch in the humidor lifting.

Fluorescent lights flicker on and we see an underground bunker filled with old, dusty guns, jeeps, motorcycles, rocket launchers, and grenades.

QUICK SHOTS of the guns piling up on the table, gradually blocking the gun store owner from view.

Clink. Clink. The last thing on the pile is two rusted out old ninja swords that Snake found. Duke turns to the gang.

DUKE

What do you think?

HEAVY-DUTY

We can maybe take down a liquor store. Any more resistance than that and we could be in trouble.

HI-TECH

Don't sweat it. I'll clean 'em up. Add some bells and whistles. We'll be shootin' straight by oh-six-hundred.

Duke fishes out two handfuls of hundreds from his jacket. The store owner smiles.

STORE OWNER

Viva la revolucion!

EXT. SMALL ABANDONED WAREHOUSE - DUSK

Heavy-Duty swings open the arched front gates, revealing an abandoned two-story commercial space on the edge of town.

Duke drives a newly acquired Land Rover inside and Heavy-D closes the doors. The team takes in their new staging ground.

SCARLETT

Perfecto.

ON THE SECOND STORY BALCONY - LATER

QUICK CUT MONTAGE: the Joes' new hardware being stripped and polished; rifle and pistol barrels are re-bored; shotgun barrels are cut; Snake Eyes methodically files the rust off his swords.

ON THE OTHER SIDE OF THE ROOM

Scarlett and Duke pore over maps of the area.

A MOMENT LATER

Duke pulls the team together for a briefing. Scarlett hands out copies of the picture of Rex (the one with Duke next to him). She also hands out maps.

DUKE

Okay, fellas. You know the recon drill. I'm not going to belabor the point. The sooner we find Rex, the sooner we get him out of trouble.

Hi-Tech peers through the blinds at the streets below.

TECH'S POV: as the sun sets and the darkness creeps into the alleys, mothers whisk their children behind closed doors, shop-owners lower metal gates--as if in a single breath, the streets are barren of the prey.

HI-TECH

Damn, looks like the Devil himself's about to ride into town.

HEAVY DUTY

Let's go find out who sent for him.

EXT. STREET CORNER - NIGHT

On a dark, noir-ish street, Duke watches a few taxis pass before flagging the most run-down on the street.

He approaches THE DRIVER and sees an open bottle of whiskey and a Civil-War era musket on the passenger seat.

DUKE

You been driving this cab a long time, viejo?

DRIVER

(proudly)

More than twenty years.

DUKE

Then you must know these streets pretty well. I'm looking for a friend of mine...

Duke hands over the \$100 along with a picture of Rex as he slides in.

EXT. A DARK ALLEY - SAME

Heavy-D sits in a pitch black doorway, watching a crowd of HUSTLERS on the street corner. After a couple minutes, he sees a DEALER take money from a couple different PASSERSBY.

Heavy-D saunters across the street right up to the dealer, a young good-looking guy with gold teeth.

DEALER

Que quieres, Gringo? What you want?

Heavy-Duty holds up an American hundred and a picture of Rex.

HEAVY-DUTY

I want the straight dope.

ON ANOTHER DANGEROUS STREET CORNER - SAME

A couple THUGS are beating the crap out of their youngest gang member, just for fun. All of a sudden, one of them does a double take--not believing his eyes:

A gorgeous American tourist (actually Scarlett in disguise) has walked into the lion's den. She waves with a smile...

SCARLETT

Hi there! Excuse me. No hablo espanol. Sorry to interrupt your wrestlin' match, but could ya'll help me out? I think I'm lost.

The thugs gather around, laughing. She holds open a tourist map and we see she's wearing a very expensive-looking watch.

A THUG
We'll be glad to help you out,
Ma'am. Where you are going?

The thug snatches the watch off of Scarlett's wrist and the punks run down the street, laughing. Scarlett rubs her wrist, a smug look on her face.

INT. THE JOES' STAGING AREA

Scarlett sits in the dark, watching her computer screen.

REVEAL: the face of a man with a jeweler's eye-piece fills the screen. He's staring at Scarlett's watch with an excited look on his face. The watch had a camera and mic hidden in it. She adjusts an antenna and the image is clearer.

KID WHO STOLE THE WATCH
How much is it worth?!

JEWELER
I'm not sure. Let's go see Ricardo.

EXT. ACROSS THE STREET FROM THE HIDEOUT

Someone's staking out the Joes. The headlights of a passing car reveal Vanessa standing in a dark doorway. She watches Duke, Snake and the rest of the team enter. She flips open her cell phone and dials.

VANESSA
You were right. They're certainly
not wasting any time. They've been
out trick or treating all night...

INT. THE JOES' STAGING AREA - SAME

The team runs down their after-action debriefing.

HEAVY-DUTY
Lots of talk about the Storm.

SCARLETT
Los extranos incomodos. The
'unwelcome strangers'. No one knows
what to think. Estimates as high as
three hundred in the last two
months alone. They come through
town, then disappear.

WILD BILL

Into the jungle, they say. No violence yet. But the locals feel something's coming.

DUKE

All consistent with my recon. I got no line on Rex. Anyone else?

HEAVY-DUTY

Negative. We have to assume he's with the others. Like it or hate it, that's where we're at.

Duke reads the others' faces. Agreement all the way around.

DUKE

And where are the strangers?

HEAVY-DUTY

Everyone says if you're looking for someone in this town, there's only one dude to ask. This cat supposedly knows everything about La Furia and isn't afraid to sing. For a price. This dude's name is...

Everyone chimes in at exactly the same time.

EVERYONE

Ricardo.

OUTSIDE THE WAREHOUSE

The Joes step out of their new staging area. Heavy-Duty opens the heavy doors and lets Duke pass. Heavy-D can see the pain in Duke's eyes.

HEAVY-DUTY

Don't eat yourself up, Duke. We'll talk to this Ricardo character tomorrow morning. He'll point us in the right direction. Rex is right close by. I can feel it.

BOOM! He slides the doors closed.

BACK INSIDE THE WAREHOUSE

All is still for a second until...WUMP! A hooded figure drops down from the rafters right onto the table where the Joes were just gathered.

CLOSE ON: Rex's crazed, yellow eyes. He heard every word.

EXT. MUDDY BACK ROAD - MORNING

An engine ROARS, as the Joes' Land Rover flies over a hill on a small country road.

IN THE BACK OF THE VEHICLE

Hi-Tech and Wild Bill take in the gorgeous landscape.

HI-TECH

I'm not saying I'm glad we got the boot, but it is nice to see the world as a civilian instead of through a turret or a set of cross hairs. You know what I mean?

WILD BILL

I know exactly what you mean, Tech. It's peaceful. Almost zen this way.

Hi-Tech and Wild Bill nod sagely, forgetting for a moment about the automatic rifles in their laps and the belts of 7.62 cal ammunition criss-crossing their chests.

NEARBY

Scarlett's sitting next to Snake, who is quiet as a mouse.

SCARLETT

How are you doing today, Snake? Did you sleep well? Isn't the countryside pretty? Are we ever going to get married?

Snake, of course, doesn't answer. Scarlett sighs.

UP FRONT

Duke's driving, hauling ass. Heavy-D's in the passenger seat, loading shell after shell into a sawn-off shotgun.

DUKE

Put that hay-maker away, D. We'll give this one to Snake.

HEAVY-DUTY

If everyone knows this rat's a rat, boss, then we can assume he's got some serious enemies.

Wild Bill chimes in.

WILD BILL

Which means serious security.

DUKE

We need the guy alive. Snake?

You're up.

EXT./INT RICARDO'S PALACE - SAME

Ricardo's the proud owner of a gorgeous hillside Spanish style villa.

Surprisingly, the interior of the villa looks more like Best Buy than a private residence. Ricardo's a smuggler and black marketeer and the place is crammed with every known consumable known to man: stacks of TV's, washing machines, CD's, toasters, toilet paper, all available tax free.

RICARDO himself, (too slick to be charming) negotiates with a small-time HUSTLER. The hustler hoists a trash bag full of local currency onto Ricardo's desk...

RICARDO

No, no, no! Who deals in Guarani!? Dollars, my friend. Or Euros. Don't you watch CNN? It's a world economy. Besides, they take up too much floor space, idiot.

Ricardo picks up a bundle of money and fans it in the air. Ricardo gestures to a big display of toilet paper.

RICARDO (cont'd)

This is worth as much as toilet paper. And, amigo, I don't need any more toilet pap--what the hell?

Ricardo stares at an enormous bank of security monitors. The screens show simultaneous images of different doors, windows, the roof, the pool area, the back yard, the front gate, etc.

RICARDO (cont'd)

I don't understand, how can he...

ON THE MONITORS: Somehow, Snake appears in all six monitors at once, tripping, kicking, punching, elbowing, and flipping his way through much of Ricardo's security team.

Ricardo snaps out of his reverie, draws a 9mm and runs to the massive double-front door. He slams the doors closed and drops a huge wood beam in place as a barricade.

WHOA! Ricardo lurches back as Snake's Katana blade slips between the doors at blinding speed, cutting clean through the thick beam, sending both halves clattering to the floor.

BOOM! The doors burst open and suddenly the Joes are standing in Ricardo's house, gun to gun with the rest of Ricardo's security team.

It's a classic Mexican stand off. In the middle of it all, Ricardo tries to remain calm.

RICARDO (cont'd)
Can I help you, gentlemen?

Duke lowers his gun and holds up a picture of Rex.

DUKE
We're looking for this man. He is a friend of ours.

Ricardo looks at the picture.

RICARDO
He is a man whose eyes have known death. He is with the strangers, no?

DUKE
Help us find them and we'll find out. We'll pay whatever it takes for the information.

Ricardo shakes his head, whistling severely. He points to the wall of TV's behind Duke. One of them plays a syndicated rerun of the '\$50,000 Pyramid' hosted by Dick Clark.

RICARDO
There are many questions you could have come here to ask me. But that happens to be the most dangerous question I could answer; the question at the very top of the pyramid. That happens to be the fifty-thousand dollar question.

INT. POLICE STATION - DAY

Duke snaps the second most wanted guy's poster off the wall. Under AKA the poster reads: 'El Reaper Severo.' Superimposed text: The Grim Reaper.

Again, the shady cop in the back snaps up the phone.

INT. BACK TO RICARDO'S PLACE - DAY

Ricardo hangs upside down by a wire from a wood beam. Cobra lords over Ricardo, flanked by five of his super-soldiers.

Ricardo's guards lie in a twisted heap by their feet.

RICARDO (cont'd)

Please! I wasn't going to tell them
nothing!

Cobra draws close to Ricardo, pulling back his hood. We only see the back of his head. Ricardo however, sees Cobra's face and is horrified.

RICARDO (cont'd)

I swear! I will not tell them
anything!

COBRA

Yes you will. You'll tell them
exactly what I want you to.

EXT. RICARDO'S HOUSE - A FEW HOURS LATER

The Joes approach Ricardo's place. Two bruised guards open the front door.

INSIDE

A frazzled Ricardo dabs his sweaty forehead, gesturing to an open map in front of him.

RICARDO

I have the information. The
strangers have a base of operations
in the jungle nearby. Here...

Ricardo points to a river on the map; Duke reads:

DUKE

Quatro Cascadas. Four Falls. Thank
you very much, Ricardo.

Duke sets a huge stack of hundreds on the map.

EXT. FOUR FALLS - DAY

Millions of gallons of water crash into the river at the base of one the biggest waterfalls in South America.

The camera pans up through the blowing white mist, to reveal five black-clad figures plummeting head-first hundreds of feet down the face of the falls.

With a single, deft tug on their rope, the Joes suddenly flip upright and land gracefully on a rocky ledge. Their black neoprene outfits make them look decidedly like ninjas.

The CRASHING sound of the falling water is deafening.

BEHIND THE FALLS - LATER

The team steps behind the loud cascading waterfall into a narrow craggy cavern. Scarlett takes a few steps, noticing that the floor has been cut and polished into a black marble-like stone. She rounds a corner and turns back to the others...

SCARLETT

Seems to be the right address.

REVEAL: the cave is criss-crossed by a thousand gleaming red laser beams. The security system's tiny reflectors have been mounted directly onto the rough stone walls.

DUKE

What are we lookin' at, Tech?

HI-TECH

Only one of the toughest security systems ever made. I'll have to head back to town and pick up some mirrors and diamond edged glass cutters--

Snake Eyes unsheathes both of his swords and steps right into the web of glowing lights.

Everyone freezes, but a split second before he crosses a beam, Snake redirects the laser's pathway with the blade of his swords, lifting the beam over his head without breaking its connection. He steps under the beam easily.

SCARLETT

Careful, honey.

Snake turns around and shakes his head.

SCARLETT (cont'd)

Sorry. I'll let you concentrate.

The Joes hold their breath as, one by one, Snake bounces the lasers from the mirrored surface of one sword blade onto the other, moving each beam out of his way as he walks.

At first, his movements are gradual and methodical, but the further he progresses into the cavern the faster his sword work becomes until his blades twirl with unthinkable speed and grace, the laser beams glinting off his swords' shiny surface like a light show.

When he reaches the end of the great hall, Snake flips open the system's control box. The elaborate pattern of lasers turns out to be comprised of a single, thick laser which bounces all around the room and back into the same box.

Hi-Tech toggles his radio.

HI-TECH

What you'll have to do is rewire
the box's brain by--

Snake simply jabs his dagger into the casing a millimeter from the beam's source. The web of lasers disappears. The blade of the dagger bounces the beam instantly back into the sensor, leaving the connection uninterrupted.

HI-TECH (cont'd)

Fine. Do it your way.

KA-SCHINK! The Joes simultaneously rack or cock their weapons. The echo is ominous in the cavernous room.

DEEPER IN THE CAVE SYSTEM

The team reaches a wide, atrium like room at the center of what appears to be a vast medical facility.

Glass walls separate dozens of offices, labs, and examining rooms--all of which appear to be deserted.

One entire wall is solely comprised of the back side of the second waterfall; so again, the ROAR of the water is deafening.

Duke signals the others to search the facility. They begin to separate and move past the second waterfall.

NEAR THE CASCADING WATERFALL

As Heavy-D passes by the waterfall, he mumbles to himself...

HEAVY-D

I gotta creepy feeling about this
place.

Heavy-D spits and keeps walking until something in the crashing water catches his attention.

He stares for a long moment at the waterfall until SNAP! a MONSTROUS ARM bursts out of the water and grabs him by the neck, lifting him into the air.

A second later, a hideous face appears through the cascading water. The huge man's features, already hardened by years of violence, have turned even more sinister by his recent regiment of human growth hormone, testosterone and gene-doping.

PUNCH! PUNCH! Heavy-D lands two crushing blows to the man's face that appear to have no effect whatsoever.

The big man GRUNTS and heaves Heavy-D, sending him flying across the room toward the others where he crashes head first against the stone wall. He's out cold.

The Joes all draw their weapons but they're too late. Three more SUPER SOLDIERS storm through the waterfall and set on them...

SIMULTANEOUS / INTERCUT

Wild Bill never even gets off a punch. He starts to throw and gets run down, picked up and hurled across the room like a toy plane. As he flies past his teammates he yells:

WILD BILL
I'm airborne!

CRASH! CRASH! CRASH! Wild Bill smashes through three glass walls before landing on a desk in a broken heap.

CUT TO:

Duke snaps several hard punches into the face of a charging giant of a man. The bull of a man runs right over him, slamming Duke back into a glass wall in front of the third waterfall.

Duke struggles to breathe as the merc clasps both hands around his throat. SWHACK! SHWACK! Duke lands two close quarter elbows to the man's awful face. The super soldier grunts and bares down harder, pushing Duke against the wall with such force that fractures begin to appear in the thick glass.

The sound of the crashing waterfall just behind the glass grows louder, and water begins to spray in through the fractures, quickly soaking both men.

Duke's face turns purple as he struggles for his life.

CUT TO:

Snake engages one of the mercs, hammering out twenty kicks and punches that would render a normal opponent unconscious. In this case, the merc's barely phased. He doesn't even try to duck or avoid the blows, simply taking the punishment. Finally, the huge man, throws a massive straight right with a fist the size of anvil that sends Snake to the floor like a sock-puppet.

CUT TO:

Scarlett, who was the farthest away, gets off five SHOTS at one of the mercs as he races toward her. But he's impossibly quick and agile and not a single round lands before CRACK! he bats the rifle out of her hands so hard the weapon actually breaks apart, sending bullets jingling to the ground.

Scarlett spins, draws her silenced pistol, and gets DECKED! She blacks out from a punch that would have dropped a horse.

CUT TO:

Hi-Tech leaps and tries to kick the same man who felled Scarlett but the merc senses the attack. He wheels around in time to catch Hi-Tech's leg, jerk him off balance, grab one of the little guy's flailing arms and spin around two or three times before...

Agghhhhhhh! Sending Tech cartwheeling through the room and right through the water fall his scream disappearing abruptly. With a FUMPH! Tech's gone.

OUTSIDE THE FALLS - CONTINUOUS

Tech burst through the wall of falling water, tumbling end over end for hundreds of feet.

HI-TECH
Agggggggggggghhhhhhh!

It seems he'll be crushed for sure, but, luckily, he narrowly misses the rocks at the base of the fall, and plunges deep into the river below.

BACK IN THE CAVE ABOVE

The mercs drag the half-conscious Joes across the floor, piling them in the center of the room.

Each of the men raise their rifles and prepare to shoot each one of the Joes execution-style.

A FEW FEET AWAY

Duke is the only one left, more than half-conscious. His eyes bug out as he struggles against the terrible grip around his throat. The glass wall behind him continues to splinter and more and more water sprays into the room.

SMASH! The merc finally shoves Duke right through the glass wall, pushing him into the crushing stream of water. Thousands of pounds of water crash down around both men, flooding the room.

The giant merc doesn't even budge under the force. He holds Duke in the downpour drowning him on his feet.

The last thing Duke sees before passing out are the mercs in the next room lining up their rifles on the backs of his team's heads.

Suddenly, another huge arm appears from out of nowhere and jerks Duke's aggressor back off his feet.

Duke slams to the floor, coughing and puking up water, desperate for breath.

He looks up to see the enormous man--the one who saved his life--standing over him, his face partially shadowed by a hooded sweatshirt.

REX

You're not welcome here.

It takes Duke a disoriented moment to recognize his friend's face. He makes it up to one knee.

DUKE

Rex? What the hell happened? What have these people done to you?

REVEAL: the burns on Rex's face still sizzle and burn in the mist. His feral eyes have yellowed even more. The muscles in his neck and shoulders are so thick he's almost unrecognizable.

REX

What have they done? They've given me back what was taken from me. Consider this your warning, Duke. Don't expect another.

Duke struggles to his feet, soaking wet and disoriented. He looks around the room at the mercs, putting it together.

DUKE
Warning? You're with these
Neanderthals? Is that it?

Rex doesn't answer.

DUKE (cont'd)
Well if that's the case...

DECK! Duke slugs Rex in the jaw with a wild punch.

DUKE (cont'd)
I'm going to have to knock some
sense into you. I'm taking you
home, Rex.

CRUNCH! Rex spins back around and nearly takes Duke's head off with a massive left.

Duke sprawls across the floor. After a painful few seconds, he gathers himself up and spits out a bloody tooth.

DUKE (cont'd)
Pack your stuff, pal. We're taking
you home.

REX
You're in no position to make
requests.

Duke struggles to his feet.

DUKE
You always were a stubborn son-of-a-
bitch, Rex.

REX
There is no, Rex. Not any more!

CRUNCH! Rex knocks Duke back off his feet. Duke shakes off the punch, dabbing his bloody lip.

DUKE
I'm losing my patience here.

Duke staggers to his feet, trying to throw a wobbly punch, but...

SMASH! CRACK! UMMMPH! Rex puts together a three punch salvo that sends Duke back down hard.

REX

Stay down!

Duke coughs painfully for a second, then gets to his hands and knees.

DUKE

You know I'll never stay down, Rex.
I'll never turn my back on you.

REX

Stay down, damnit!

Duke's getting through to him. A glimpse of Rex's former self is showing. Duke tries to reason with him...

DUKE

You've completely lost your way,
Rex. Don't you see that?

REX

You're wrong. I've never had more
purpose. Revenge is the truest
cause.

DUKE

You talking about betraying your
country?

REX

I have no country to betray.

Duke stands, leaning against the cave wall, panting.

DUKE

Don't make me choose between you
and everything I've sworn to
defend, Rex.

REX

If you were the loyal friend you
claim to be, there wouldn't be any
choice to make.

Duke coughs up blood, spitting at his feet. He shakes his head...

DUKE

Keep this up and things are bound
to get bloody between us. Is that
what you want? I thought we were
friends.

REX
We were. Once.

That pisses Duke off and he tries to take another swing but Rex catches it and head-butts Duke savagely to the ground.

Rex signals his men who fall in line and follow him back out of the room.

Duke rolls over to his back and watches them disappear into the darkness. Semi-conscious, he mumbles...

DUKE
To hell and back...

MOMENTS LATER

Duke turns back to his friends. Everyone's stunned, licking their wounds.

WILD BILL
That big ole son-of-a-bitch was
Rex?

Heavy-Duty rubs his swollen jaw, mumbling a proverb to himself...

HEAVY-DUTY
Lord defend me from my friends.
From my enemies I can defend
myself.

SCARLETT
What the hell happened to him? His
body looked completely different.

DUKE
I don't know for sure, but I've got
an idea. Heavy-D, you got one of
those mutants with a left, didn't
you? Let's have that wedding ring.

Heavy-D rubs his sore knuckles. He pulls his wedding ring off and hands it over. Duke inspects the ring. There's a trace of tissue and blood stuck in the jewel setting.

DUKE (cont'd)
Scarlett, Tech, on me. The rest of
you are on recon.

IN A MEDICAL LABORATORY - SAME

The modern atrium-like med lab is eerily silent. Scarlett scrapes a tiny amount of tissue off Heavy D's ring onto a glass slide and slips into a highly sophisticated microscope.

IN THE MESS HALL - SAME

Snake enters the kitchen/mess hall. After checking to be sure it's absolutely deserted, he steps back out of the room.

IN A COMPUTER ROOM

Wild Bill holds up the cables of a computer monitor. The computer itself is missing. He runs his finger across a thick layer of dust on the keyboard and turns to Heavy-Duty.

HEAVY-DUTY

They haven't been here for weeks.
That punk Ricardo set us up.

IN THE MED LAB - SAME

SCARLETT

Human muscle tissue cannot be this
dense or resilient.

Across the room, Hi-Tech analyzes the blood sample.

HI-TECH

Ten, maybe twenty times normal
levels of human growth hormone.
Testosterone and andosinene are off
the charts.

DUKE

Gene doping?

SCARLETT

Total genetic re-engineering is
more accurate. In addition to
bulking up muscle tissue for
strength and speed, they've blocked
the creation of adenosine in the
brain so there's no signal for the
body to sleep. Turned on the
dopamine and seratonin flood gates
to eliminate any fear response.

HI-TECH

No fear. No pain. No need to eat.
This is real Frankenstein shit,
boss. Someone's making monsters. An
army of 'em.

Duke looks around the facility, taking it all in.

DUKE

Not someone. This has to be Destro.

SCARLETT

What's Rex doing with him?

Just then Wild Bill, Heavy-Duty and Snake enter the room.

WILD BILL

I think ya'll should come take a
look at something.

DOWN A LONG CORRIDOR

Wild Bill leads the others into the giant mercs' sleeping
quarters. Heavy-Duty flips a switch and one bank of lights
after another BANGS on revealing a dozen or so beds.

The lights keep coming on and soon the Joes are staring down
a row of hundreds of perfectly made bunks.

HI-TECH

Good Lord. How many Frankensteins
has this guy grown?

DUKE

We better get going. Looks like
we've got an invasion to stop.

INT. CANVAS TENT - AFTERNOON

Ferocious rain pelts the sides of the tent. Cobra stands in
the dark, his face, as always, hidden by his cowl. Destro
steps inside, clearly angry.

DESTRO

I understand you let them live.
What I cannot understand is why.

Cobra doesn't turn around, unintimidated by his superior.

COBRA

A debt was owed.

Destro seethes.

DESTRO

You know as well as I that a warning
will mean little to these men. They
will continue to hound us.

COBRA

Yes. They will.

DESTRO

And if they find us again?

Cobra turns to Destro.

COBRA

The debt has been paid.

Satisfied, Destro smiles and nods.

DESTRO

Excellent. Now, come with me. Let's
take a walk.

EXT. VAST MAYAN RUINS - DAY

A high-shot tracks along an ancient, crumbling Mayan city.
Stone remnants are all that remains of this once thriving
metropolis. Temples and pyramids stand on plateaus amidst a
dense rain forest that threatens to reclaim them completely.

Destro and Cobra climb the largest pyramid.

DESTRO

They were the lords of the earth.
One of the most advanced
civilizations to ever exist. A
society that endured for more than
three-thousand years. Do you know
how they were destroyed?

COBRA

By invaders. Conquerors.

DESTRO

No. They were not destroyed by men
at all but by the Iron Age itself.
By musket and dagger. Wiped out by
a culture wholly inferior in every
way except one.

Cobra nods.

COBRA

Weaponry.

DESTRO

As it was then as it is today. Our societies are diseased; withering and bankrupt because the strong have been held down by the weapons of the weak.

They have almost reached the top of the three hundred stairs.

DESTRO (cont'd)

Take away a modern army's sophisticated weapons and they are weak. Soldiers today are taught nothing of the real flesh and blood of battle. We will march over them.

The setting sun appears below the black rain clouds for the first time.

DESTRO (cont'd)

Together, we can take the world back to the age of empires, to the age of warriors.

COBRA

When a man's destiny was carved by his will and strength alone.

They reach the top of the pyramid and Destro nods at the sweeping view over the ruins.

DESTRO

The Mayan calendar was infinitely more accurate than ours. This pyramid was designed so that on each equinox, the dying sun would cast a shadow of a serpent writhing up the steps of the pyramid.

Just as the sun touches the mountainous horizon a dark shadow of a serpent appears in the vast garden below, slithering toward and then up the hundreds of stairs toward them.

In a moment, it is gone.

DESTRO (cont'd)

The shadow of a Cobra.

A MAMMOTH STONE COLISEUM/ARENA - A FEW MOMENTS LATER

ROAR! The endless rows of carved bleachers are filled with Destro's SUPER SOLDIERS who roar when Cobra and Destro step out onto a raised dais.

Cobra raises his hands and the crowd hushes.

COBRA

I have been your leader for only a short time. I cannot say I know you well. However, I have known battle.

Cobra opens his shirt to reveal that his entire upper body is welted with scar tissue.

COBRA (cont'd)

And I know our enemy forces. I have known them my entire career. They are tough, but gentlemen, my faith is with you! As is my allegiance!

ROAR! The soldiers stomp and cheer raucously.

INT. THE CAPTAIN'S BAR / PANAMA CITY - NIGHT

A beautiful, leggy Brazilian singer croons a soft Portuguese Fado, making her way from table to table in a dimly lit dive bar in Panama. As the song ends, she hones in on a lone SHIP CAPTAIN who seems particularly taken with her.

The singer sits down at his table and we realize it's the Baroness in disguise. She affects a strong Brazilian accent.

BARONESS

You are so sad. You must be shipping out tomorrow. What boat are you sailing on, my Captain?

CAPTAIN

They call her the U.S.S. Hyperion. Ships out in the morning.

BARONESS

Why don't you buy me a drink and tell me all about your troubles...

EXT. RAUCOUS SALOON - NIGHT

Duke, Heavy-Duty, Hi-Tech and Wild Bill are in search of a watering hole when they come across a friendly looking place called El Gato Sonrisa.

WILD BILL

'The Smiling Cat'. Sounds friendly enough.

Friendly enough if you don't count the shouting, cursing and splintering sound of furniture breaking wafting out of the (broken) windows.

HEAVY-DUTY

I don't know about you guys. But I got an itching feeling we've stumbled onto a coming Apocalypse. Whattaya say we skip the last supper and go straight for the last cerveza?

INSIDE

There's a nasty bar fight well underway. As the Joes step in, a nasty looking HOOLIGAN spots them and runs right for Heavy-Duty, wielding a rusty machete and screaming at him drunkenly.

THUNK! Heavy-D steps forward and drops the guy with a sharp head-butt. The guy goes down without a further sound.

HI-TECH

Dang, Heavy-D. I didn't know you spoke Spanish.

AT THE BAR - A FEW MINUTES LATER

The fight is over, and the gang has taken a stool each at the bar. The BAR KEEP pours them each a shot of Mezcal which the boys promptly up-end. He leaves the bottle.

WILD BILL

Ouch! That stings like a scorpion.

HI-TECH

Horrible. We better have another one real quick to numb the pain.

Duke laughs and pours the gang another round, which they down. After a short coughing fit, Wild-Bill rubs his hands together and nods towards a few local senoritas.

WILD BILL

Cover me, boys. I'm going in.

DUKE

Where do you think you're going?

WILD BILL

They don't pay me to do the planning. That's your job.

Wild Bill sets off across the room.

HI-TECH

Wait for me, it's too dangerous to
go alone. Could be an ambush!

Hi-Tech rushes off after Bill.

AN HOUR LATER

Heavy-Duty's standing at a pay phone singing a lullaby to his
baby daughter.

HEAVY-DUTY

Hush now baby, don't say a word.
I'm going to buy you a mocking
bird...

The guy whose nose Heavy-Duty crushed earlier sits at a
nearby table. He turns to his hombres, confused.

AT THE BAR

Duke sits alone, going over his plan for the morning, getting
to the bottom of things (the bottle anyway).

ACROSS THE STREET

Vanessa watches Duke, who sits at the bar, his back to the
front windows. She sees him signal the bartender for a second
glass. He fills it and slides it in front of the empty bar
stool next to him. Vanessa smiles at the invitation.

A FEW MINUTES LATER

Duke and Vanessa sip their drinks.

DUKE

So how long have you been with the
Agency?

Vanessa's taken aback but tries to cover.

VANESSA

I told you, I'm with the State
Department. What would give you the
idea I was intelligence?

Duke puts his hand on Vanessa's thigh, startling her. She
grabs his hand.

DUKE

I've just never met anyone from
State who carries a Sig Sauer .38
under her skirt.

Duke lifts his hand and Vanessa laughs, adjusting her skirt.

DUKE (cont'd)

So I assume the company knows that
the man called 'Destro' is the one
buying up all the killers and thugs
on the world market?

VANESSA

We assume there's a strong
possibility of that, yes. Now let
me ask you a question. You really
just down here to find a lost
friend, Mr. Hauser?

DUKE

I was.

VANESSA

And now you figure he's fallen in
with Destro and the others and it's
your responsibility to bring them
all down--whatever they're up to.

DUKE

There's a strong possibility of
that, yes.

Vanessa nods and drinks.

VANESSA

So what's your plan now?

DUKE

My plan now is to get six hours of
shut-eye before finding the local
rat who sent me and my men into an
ambush this morning and I'm going
to ask him again where I can find
Destro and his gang. And this time,
the question's liable to hurt.

VANESSA

Is that right? (suggestively) How
would you feel about five hours of
shut eye, soldier?

INT. RUN DOWN HOTEL / SECOND FLOOR - LATER

Vanessa and Duke sit on his bed. She slowly unbuttons his shirt, and is startled to see that his chest is hatched with countless scars. One scar is particularly harrowing, running the length of his entire torso.

VANESSA

I suppose there's a story behind that one. Feel like telling it?

DUKE

You know, Ms. Charles, there's really only two things I like to do in bed at night. One's sleeping. And the other one's not talking.

She smiles and kisses him and we slowly fade out.

INT. DUKE'S HOTEL ROOM - THE NEXT MORNING

Vanessa wakes up with a start when she hears a car in the street below. She jumps out of bed and peers out the window.

VANESSA

You jerk!

HER POV: Duke and the others pull away from the curb. Vanessa quickly grabs her clothes and we cut to...

EXT./INT. VANESSA'S SUV / CITY STREET - MOMENTS LATER

Vanessa veers quickly through the streets, swearing under her breath trying to spot the Joes' Land Rover in the heavy traffic. Finally...

VANESSA

Gotcha!

She watches Duke pull the Land Rover over to the curb. She quickly parks as well, across the street, some fifty feet back. A dusty old bus rattles by and...

VANESSA (cont'd)

What the hell?

The Joes are gone. The Land Rover's there but Duke and the others are nowhere to be seen.

Vanessa cranes her neck, trying to spot them when her passenger door suddenly opens and Duke sits down next to her.

DUKE

Ever get the feeling you're being followed?

VANESSA

How did you--

DUKE

Listen, how do you feel about helping us out? We're on the same side on this, aren't we?

VANESSA

Yes, but I am officially in this country under a diplomatic visa. In that capacity, all I am permitted to do is observe and report.

DUKE

Good. 'Cause that's exactly what we need you to do. Observe and report.

He hands her a 35mm camera with a telefoto lens and nods at Ricardo who sits at a bustling street-front cafe with several of his bodyguards.

VANESSA

Ricardo. I should have known when you said you got double-crossed by a source.

DUKE

What would you say if I handed him over to you with a guarantee that he'll spill.

VANESSA

If we could turn Ricky, we could hurt some of the biggest drug cartels in South America. But Ricky'll never talk. He's protected from very high up.

DUKE

Not for long he's not. He's about to start burning bridges.

Duke gets out of the car.

VANESSA

Wait. What am I supposed to do?

Duke points at the camera in her lap.

DUKE
Just observe.

AT THE CAFE - MOMENTS LATER

Duke steps out of the car along with Scarlett and Heavy-Duty. Ricardo sees them coming and his face turns white. Despite the half-a-dozen body guards surrounding him, Ricardo panics.

His men tense up, hands go to guns, ready for a fight, but as Duke arrives he's got a huge, disarming smile on his face.

DUKE (cont'd)
Hey! Ricardo, buddy! What's a matter, amigo? You look like you've seen a ghost.

Ricardo's overwhelmed but tries desperately to play along.

RICARDO
Amigo, I must explain, the information I passed on was verified to be accur--

DUKE
Oh, it was accurate. I just saw you over here and said 'we should stop by and say thanks to Ricardo!'

Duke claps Ricardo on the back, smiling crazily the whole time.

DUKE (cont'd)
How 'bout a hug for an old friend?

Duke grabs Ricardo in a big bear-hug. Ricardo has no idea what Duke's doing, but back in the car, Vanessa's laughing, once again impressed by the Joes.

CLICK. CLICK. CLICK. CLICK. CLICK. She takes picture after picture of the interaction.

As Duke finally turns to walk away...

RICARDO
Good bye, amig--

Ricardo's smile vanishes when Duke turns his back and heads back toward the Land Rover.

REVEAL: Duke's windbreaker reads 'United States DEA' in giant yellow block letters.

BACK AT THE VEHICLE

Duke slips behind the wheel and starts the car, pulling away as Ricardo and his body guards give chase, shouting.

VANESSA

Okay. I'm lost. What happens now?

Duke holds up the film.

DUKE

First we observe. Now we report. I assume you have contacts at the local paper?

INT. BAR - THE NEXT DAY

Several LOCAL THUGS read the day's newspaper with their morning tequilas.

REVEAL the front page: a photo of Duke and Ricardo hugging. Duke's DEA jacket is featured prominently.

The headline reads: U.S. DEA Agents Caught on Film with Local Snitch!

EXT. U.S. CONSULATE - THE NEXT MORNING

Ricardo runs down the rain-slashed side-walk, begging for his life. His swollen eyes and rumpled clothes give the impression that he's already taken a pretty good drumming. He hauls ass through the open front gate, pleading...

RICARDO

Help me! Someone! I'll deal! I know where they're going! They are going to hijack a ship! A ship!

INT. U.S. EMBASSY / VANESSA'S OFFICE - SAME

Ricardo, who looks like a drowned rat, is surrounded on all sides by the Joes.

DUKE

What kind of ship? Talk Ricardo. We're out of time.

RICARDO

They needed weapons. That's all I know. Real weapons. They couldn't find them on the black market so they decided to hijack them.

HEAVY-DUTY

When was this supposed to go down?

RICARDO

It's going down now, amigo. Right now.

EXT. PILCOMAYO RIVER - DAY

An aerial shot of the wide, snaking river. As the camera descends, we hear the faint buzz of outboard motors.

Soon, the sound grows into a CLATTERING ROAR. The whole surface of the river is clogged with small black boats.

ON A DOCK

At the river's mouth, Destro and Storm Shadow stand on a covered dock. The sound of rain drumming the tin roof overhead soon gives way to the growl of approaching motors. After a moment, a swarm of black Zodiac inflatable rafts speed around the bend and past the dock.

Cobra rides in the lead raft. Destro watches, self-satisfied, as dozens upon dozens of rafts carry his army out into the open Atlantic.

INT. VANESSA'S CONSULATE OFFICE - MOMENTS LATER

A row of printers at the embassy cough out hundreds of cargo manifests.

VANESSA

Cargo manifests of every ship
currently afloat in the Atlantic
ocean. It has to be here somewhere.

The Joes impatiently fan through the documents.

SCARLETT

I got bananas. Electronics.
Cigarettes.

HI-TECH

Computers. Coffee. Toyotas.

WILD BILL

Nothing. Nothing. Nothing.
Ya'll really think some ship
captain is gonna declare in a
public document that he's carryin'
mortars and RPGs?

DUKE

Nope. More likely he'll just declare that his cargo is 'classified'.

Duke slaps down a single piece of paper with 'classified' written under 'cargo'. The others gather around.

VANESSA

Shipping agent is a dummy corp. I recognize it. That's a CIA ship.

DUKE

The U.S.S. Hyperion. Let's call the Captain's bridge. Now.

EXT. THE RUSTED HULL OF A FREIGHTER

'U.S.S. Hyperion' is stenciled on the surging bow. The huge ship crashes through the high Atlantic seas, the sky overhead ominous with the brewing hurricane.

As the freighter steams past the camera, we gradually reveal a hive of Zodiacs buzzing through the ship's roiling wake, slowly overtaking the vessel. Soon, the ship is surrounded on all sides by Cobra's super soldiers.

IN THE CAPTAIN'S BRIDGE

The ship's captain (who we recognize from the bar in Panama) suddenly notices the Zodiacs. At the same moment, the phone rings...

CAPTAIN

Where the hell did they come--

WHACK! The captain slumps forward, revealing the Baroness standing behind him holding a small blackjack.

ON THE DECK

A CREWMAN strolling along the deck in a yellow slicker whistles at the forbidding gray sky.

CREWMAN

This is gonna be some storm.

CLANK. A grappling hook lands in front of him, catching on the deck railing as it starts to slide back overboard.

The crewman peers over, coming eye-to-eye with Cobra. He jumps back and starts to shout, but Cobra's decks him in instant and throws his unconscious body overboard.

Clink. Clink. Clink. Clink. Clink. Clink. Clink. Dozens more grappling hooks land on the deck around Cobra.

OUT ON THE DECK

Cobra leads his horde onto the deck in a full frontal assault on the ship's out-manned and out-numbered SECURITY FORCES who just seconds into the battle are already overwhelmed.

SECURITY OFFICER

Fall back! Fall back!

Cobra's men move with unbelievable speed, their boots pounding the rain-soaked deck.

BELOW DECK / IN THE CARGO HOLD

THUNK! The overhead lights thump on dramatically.

REVEAL: A cargo hold the size of sixteen football fields. As far as the eye can see, the hold is filled with the weapons of war--M1A1 Abrams Tanks, Desert Gray Humvees, Armored Personnel Carriers, 125 mm Howitzers, etc.

Cobra stands, overlooking his conquest.

COBRA

And so shall they tremble, and so shall they fall.

EXT./INT. U.S. EMBASSY - SAME

Thunder crashes and rumbles; palm trees lean almost to the rain-flooded streets.

In a strategy room inside, the Joes have gathered around a map table. Vanessa enters shaking her head.

VANESSA

The Hyperion's dropped off the grid completely. Not even a distress signal.

HI-TECH

What about the sats? Anything overhead?

VANESSA

Blinded by the cloud cover. This hurricane's going to make the search next to impossible.

DUKE

That's it. Rex is using the hurricane as cover. What are the storm's bearings?

VANESSA

It's headed for the Gulf coast. It'll run aground somewhere in Texas or Northern Mexico.

DUKE

Vanessa, you've got to help us.

VANESSA

I'll do anything I can.

DUKE

You've got to help us steal a military chopper.

VANESSA

Absolutely not! Are you out of your mind. There are proper channels that I have to go--

DUKE

There's no time for that. We can't stop them without your help.

She thinks about it for a long moment but shakes her head.

VANESSA

I can't do it.

Everyone nods understanding.

DUKE

Okay. I understand. We understand. We appreciate everything you've done so far. Give me a hug.

Duke gives her an abrupt hug, pinning her arms down while Snake quickly ties her wrists behind her back.

VANESSA

What the hell--

Heavy-D tapes over Vanessa's mouth with duct tape. Duke sits her down in her office chair where she squirms and flops around like mad till the boys get her wrapped up nicely.

Duke finds her Consulate I.D. and car keys.

DUKE

Don't suppose I could get a goodbye
kiss?

Vanessa snarls and tries to shout at him as he quickly kisses her over the duct tape.

They start to run out but Duke remembers one more thing--her sunglasses. Duke slips them off and hands them to Scarlett.

EXT./INT. U.S.S HYPERION - SAME

Cobra rides in the Captain's bridge next to the Baroness who pilots the massive freighter. The whole bridge sways and bobs from the roiling sea; rain pummels the glass. The Baroness checks her instrument panel.

BARONESS

We are directly in its path.

COBRA

Cut the engines. Let it over-take us.

EXT. THE OPEN ATLANTIC OCEAN

A wide, sweeping shot. The Hyperion appears absolutely tiny against the five-hundred mile face of the towering storm.

EXT. U.S. AIR FORCE BASE / FRONT GATE - AN HOUR LATER

We see Vanessa's Government issue SUV approach the front gate. The tinted driver's window slips down to reveal Scarlett wearing Vanessa's sunglasses behind the wheel.

She shows Vanessa's I.D. Not a bad match. The guards wave her on.

ON THE TARMAC - A FEW MINUTES LATER

The Joes stand in the shade of an airplane hangar, hidden behind several supply palates. They stare, almost in awe, at a row of ferocious AH-64 Apache helicopter gun ships.

WILD BILL

Sweet Christmas. I could cry.

Duke signals his team; they're about to make a break for the closest hellie, when its rotor suddenly starts whirring. The team ducks back out of sight, cursing under their breath.

THOMP THOMP THOMP THOMP THOMP THOMP. One-bye-one the Apaches start up and lift off into the angry black sky, leaving behind only one copter--a massive boxy cold-war era Chinook, a dual prop monster of an aircraft.

WILD BILL (cont'd)

I hope no one's in much of a hurry.

EXT. CHINOOK HELICOPTER (TEN THOUSAND FEET UP) - DAY

The dual props THROB methodically, inching the huge machine toward its destination on the horizon--Wild Bill's piloting the flying battleship directly into the face of the Hurricane.

IN THE COCKPIT

The rain and wind slap the windshield so hard it feels as if it's about to implode. Bill fights the yoke to keep the craft stable in the swirling winds.

Duke sits in the co-pilot's seat. He flips on his radio.

DUKE

Okay, team, let's look alive. Man your guns and say your prayers.

IN THE CARGO HOLD

The rest of the team stands and makes their way into the belly of the helicopter to their battle positions. Scarlett turns to Snake.

SCARLETT

So, here we are. Knocking on heaven's door again. Out-numbered twenty-to-one. Either or both of us may not make it out alive. Anything to say? Anything at all? Good bye? Good luck? Kiss my ass? Anything?

Snake just stares at her tenderly. Scarlett sighs and makes her way to her post.

She throws open a heavy steel door with an exasperated grunt, revealing a rectangular patch of roiling clouds and rain.

She throws open the chamber on the massive multi-barrelled gatling-style chain gun in front of her, deftly threading a five-thousand round belt of .25 cal ammunition into place, all the while mumbling about her relationship...

SCARLETT (cont'd)
 ...a simple 'good morning' would be
 nice...it's not like I'm asking for
 a love poem or God-forbid a
 birthday card...

Lightning rolls and cracks through the clouds.

EXT. THE SKY OUTSIDE THE CHINOOK - CONTINUOUS

One after another, four rectangular gun ports slide open on
 the sides of the huge aircraft--two on each side.

IN THE TAIL-TURRET

Hi-Tech slips into an uncomfortable sling, settling in front
 of a double-barrelled turret-style anti-aircraft cannon.

IN THE COCKPIT

Duke engages a similar turret cannon, swiveling it this way
 and that, getting a feel for it in his hands.

DUKE
 This thing may look like a flying
 armadillo but she's got claws.

IN THE CARGO HOLD

Heavy-Duty chats on the SAT phone with his wife back home.
 Thunder and lightning CLAP all around him.

HEAVY-DUTY
 No, baby, I'm safe...no, baby,
 listen, those aren't explosions.
 It's thunder. I know I always say
 that, but this time it's true.

Just then, the Chinook cuts into the eye of the Hurricane and
 suddenly there's no more wind, no more clouds. The sun shines
 and the surface of the Gulf of Mexico is as flat as glass.

Dead in the middle of the eye, the Hyperion steams toward the
 Texas coastline. Heavy-Duty toggles his radio.

HEAVY-DUTY (cont'd)
 Ya'll see 'em? (into the SAT phone)
 No, baby, I wasn't talking to you.
 Look boo-boo I gotta go, okay?

He lifts a high powered pair of binoculars and scans the
 ship. He reads 'S.S. Hyperion'.

HEAVY-D'S POV: he scans the deck and sees a line of six of Cobra's men launch shoulder-fired surface to air missiles.

HEAVY-DUTY (cont'd)
Oh crap! INCOMING SAMs! Five
o'clock! (to his wife) Yes baby,
I'm fine! I promise! But I gotta
go!

Heavy-Duty opens on his Gatling guns, red tracer rounds zipping toward the incoming missiles.

IN THE COCKPIT

The radar alarm WAILS as the ominous blips race toward their position.

DUKE
Can you evade 'em?

WILD BILL
(sarcastically)
Evade them? In this thing?
Absolutely! Hang on to your hat,
captain Kirk. We'll just kick her
up to warp speed!

OUTSIDE

The six missiles scream right toward the Chinook which hangs in the sky like a sitting duck.

Heavy-Duty and Snake Eyes burn through several thousand rounds each, trying to pick off the snaking missiles.

BOOM! One of them goes up in a fiery ball but the others are still hurtling their way.

IN THE COCKPIT

The radar alarm HOWLS in protest as the SAM's bare down on the chopper, clearly visible through the windshield.

Wild Bill puts his thumb on a button marked 'Chaff.' He waits another agonizing second before, then...

OUTSIDE THE COPTER

THUMP! A spectacular sunburst of chaff--a thousand individual white-hot phosphorous flares--explodes from the copter lighting up the entire afternoon sky.

BOOM! BOOM! BOOM! BOOM! The confused heat-seeking missiles take the bait, detonating less than 100 feet from the chopper.

ON THE DECK OF THE SHIP

WHOOSH! WHOOSH! WHOOSH! Another barrage of missiles launch and arc up to meet the incoming Chinook.

Wild Bill steers the huge machine right into the teeth of enemy fire, the awe-inspiring clouds of chaff exploding one after another and taking out the SAM's.

The recent calm of the eye is obliterated. The sky around the ship is now as violent as any hurricane.

IN THE CHINOOK COCKPIT

The deck of the freighter is approaching quickly, filling the entire windscreen. The mercs line up for another volley.

DUKE
Afternoon, fellas.

Duke opens up with the Chinook's nose-mounted cannons, sending the mercs scrambling for cover.

The other gunners soon follow suit and suddenly tens of thousands of rounds are chewing into the ship's wooden deck and ricocheting wildly off the metal shipping containers.

BA-BUMP! BA-BUMP! BA-BUMP! The big bird thumps by, banking around for another pass.

IN THE BELLY OF THE CHINOOK

The gang all cheers their successful strafing run. Until...

HI-TECH
Whoops.

In their wake, Hi-Tech sees an unnerving scene taking place on the other side of the deck. Dozens of mercs manning a never-ending row of the Pentagon's finest helicopter gun ship: the Apache jetcopter. Ten or more are already airborne.

HI-TECH (cont'd)
Enemy choppers! Three o'clock low!

DUKE'S VOICE ON THE RADIO
How many!?

HI-TECH
An ucking-fe, ot-ley.

ON THE DECK

Cobra piles into the first available chopper. The Baroness climbs into the next. The black stealth jetcopters look ferocious as they roar into the crystal blue sky.

IN THE SKY

Within a matter of seconds, the stealth gunships are swarming the Chinook like angry wasps.

One of the pilots ROARS right toward the cockpit, raking the glass and instrument panel with bullets. Duke hammers back at the chopper, trading round for round. The hellie passes...

DUKE

Twelve o'clock high!

ON SCARLETT

As she wheels her gun into the sky and starts SHOOTING before she even sees the copter appear over the Chinook. Smoke fills the gun port and empty casings JANGLE all around her.

She empties half a belt of ammo following the copter...

SCARLETT

C'mon! C'mon!

BOOM! Finally, the gunship ERUPTS into a ball of flames.

A QUICK GLIMPSE OF

Each of the Joes valiantly tries to hold off the relentless onslaught. They manage to take out a bird or two, but those are just replaced by others. Huge panels of the Chinook's skin are ripped apart by incoming rounds.

IN THE COCKPIT

Wild Bill continues to work the chaff, rocking the big machine around this way and that to confuse the onslaught of gunships and missiles.

Duke nearly burns up the barrel of his automatic cannon trying to take out a triad of gunships that are heading straight for them, playing a dangerous game of chicken.

IN THE LEAD COPTER

Cobra unloads thousands of rounds from his wing-mounted miniguns and two sidewinder missiles. The other follow suit, unleashing their air-to-air missiles.

IN THE CHINOOK

Thirty cal shells CRASH through the glass all around Duke and Wild Bill, one ricochets and breaks the visor on Bill's helmet.

WILD BILL

Jeez, you owe him money, or what?

Duke keeps his eye on those nine missiles racing their way.

DUKE

Hold her as steady as you can.

Bill nods and steadies the yoke. They watch as the missiles form a tighter and tighter cluster.

With the missiles only thirty yards away, Duke opens fire with his cannons. BRRRRRRRRRRRRRRRRRRRR!!!!

BOOM! A burst of rounds hits one of the missiles, and it detonates, EXPLODING into the others and wiping them out in one huge burst of orange flames.

WILD BILL

Whooooa!

Wild Bill slams the yoke forward, dropping the big bird three hundred feet, barely ducking the hurling field of debris.

IN THE TAIL-TURRET

Hi-Tech cranes his neck, scanning the sky desperately, calling out targets as he fires. The hornets are absolutely everywhere, so he gives up and just sings and blasts away...

HI-TECH

One o'clock! Two o'clock! Three o'clock, rock! (Brrrrrp!!!) Four o'clock, five o'clock, six o'clock rock! (Brrrrp!) we're gonna rock! (Brrrrp!) Around! (Brrppp!) the clock tonight!

Brrrrpppppppppppppppppppppppp! BOOM! Tech blasts another hellie out of the sky.

IN THE COCKPIT

Duke shouts to Bill over the chaos.

DUKE

Get us the hell out of the eye!
They're too light to manoeuver in
the wind.

Wild Bill wheels the huge beast toward the storm clouds, five of the smaller jetcopters hot on his ass and closing fast. They're within a hundred yards of the bigger aircraft.

IN THE SKY OUTSIDE

The huge Chinook hits the body of the hurricane dead-on and the whole machine is hurled violently to one side, slammed by the 160 mph winds.

Rain drenches the cockpit through the bullet ridden windshield.

FROM THE LEAD PILOTS' POV (BEHIND THE JOES)

The Giant Chinook simply disappears behind the curtain of thunderheads.

IN COBRA'S APACHE

Cobra sees the Joes disappear too.

COBRA

Don't lose them!

IN THE STORM CLOUDS

The pilots fly their much lighter jet-copters into the heart of the storm where the wind tosses them around like popcorn.

One of the lower copters is bounced right up onto the one above it and the two EXPLODE, sending shrapnel tearing into two others which also detonate.

IN THE FIFTH COPTER

The pilot pulls a hard, banking turn to avoid the explosion, but the wind throws him out of control, and, all of sudden, he's upside down, racing toward the roiling sea below.

FIFTH PILOT

Nooooooooooooooooo!

THUMP! Water engulfs the pilot.

IN THE CHINOOK COCKPIT

The sky around the Chinook is suddenly empty save for the crackling lightening in the thunderheads.

DUKE
Anything on radar?

WILD BILL
They're stealth. No chance of
getting them on this old junker.

ON HEAVY-DUTY

As he scans the gray cloud banks. Nothing. The wind howls eerily through the cut-up fuselage.

Heavy-D's about to report in when, like a bad dream, four nasty black hornets burst violently through the clouds only a few hundred feet away and barreling in fast.

HEAVY-DUTY
Five o'clock low!

D jumps on his Gatling gun and POUNDS AWAY at the approaching aircraft which fight tenaciously against the surging wind.

Bullets begin to slam and crash all around D, but he doesn't flinch until suddenly his gun jams.

HEAVY-D
Damn it! I'm jammed up!

ON SCARLETT

As she wheels around and engages the swarm of hellies bearing down on Heavy-D's position. BOOM! She gets one, but three others are closing the gap fast.

The pilots unleash a barrage of Hell-fire missiles which immediately blow clear of the Chinook in the wind.

ON HEAVY-D

As he heaves a sigh of relief, slapping and wrestling with his ammo belt, trying to re-thread it in the heat of battle.

HEAVY-DUTY
C'mon, c'mon, c'mon!

At the last second, he unjams his weapon and opens up point blank into the lead helicopter. BOOM! It explodes, and Heavy-D dives aside, narrowly avoiding an onslaught of debris that THUNKS directly into the side of the Chinook, which shakes badly but manages to absorb the blow.

OUTSIDE THE CHINOOK

Visibility is nearly zero in the roiling black thunderheads. Unending lines of orange and blue-tracer rounds pierce the clouds around the Joes' copter from unseen enemies.

The Joes answer, sending out six streams of red-tipped tracers so relentless they appear like a single beams of molten-lead.

IN COBRA'S JETCOPTER

Cobra is the only pilot that seems unchallenged by the hostile weather conditions. He's circling well above the rest of the fray, tracking the Chinook on his sophisticated radar.

When he's right above the blinking dot, he jams the yoke straight forward and his bird drops like a stone, swooping down blindly through the thick clouds.

His instrument panel starts to WAIL and a light blinks 'Collision Warning'!

Cobra ignores the louder and louder beeps, and suddenly, the Joes' Chinook appears out of nowhere.

There's a terrible SCREECH OF METAL AGAINST METAL as Cobra deliberately slams right into the rear rotor of the huge chopping, slicing his own landing skids clean off.

Cobra struggles, but regains control in time to see the whole rear rotor of the Joe's copter break off with a MOURNFUL WAIL.

The blade twirls off through the wind-driven clouds like an over-sized boomerang.

IN THE COCKPIT

Wild Bill tries to control the bucking copter, which now spirals inevitably toward the roiling ocean below.

WILD BILL

Get ready to bail! We're goin' fishin'!

DEEP BENEATH THE SURFACE OF THE ATLANTIC

For a moment there's a surreal calm. Then...

THUMP! THUMP! THUMP! THUMP! THUMP! THUMP! The Joes drop into the sea one at a time, their velocity carrying them deep below the surface. A good thing since...

BOOOOOOOOOOM! The massive Chinook slams into the ocean's surface.

The Joes desperately swim straight down, clawing the water, managing to stay just ahead of the sinking aircraft whose remaining rotor carves up the sea like a blender.

INT. COBRA'S COPTER - A MOMENT LATER

As Cobra circles the roiling crash site, the wind buffets his wounded hornet. Rain SLAMS against the cracked windshield, reducing visibility to near zero.

He searches the surface for another moment before heading off back to the ship.

A few seconds later, Duke and the others resurface, gasping for air in the choppy, wind-swept ocean. Heavy-D has to yell over the wind in order to be heard.

EXT. GULF OF MEXICO - THE NEXT MORNING

A clear day. The morning sun rises over the horizon. The ocean is once again calm and blue.

The Joes have locked arms in a circle to remain a float. They drift aimlessly in the ocean. After a moment, a faint, sputtering sound fills the air. A tiny black spot appears on the horizon.

WILD BILL

Hear that?

A few seconds later...VROOOM!...a massive camouflaged Dragonhawk concept plane booms by overhead, less than a hundred feet over the water. The Joes watch it bank and begin to circle.

HI-TECH

I don't get it. No one even knows we're here.

SCARLETT

One person does.

She looks at Duke who grimaces, remembering.

DUKE

Oh damn. She is going to be pissed.

This time when the plane thunders by, someone throws six canvas harnesses out the open cargo hold.

The 'extraction jackets' look like sleeveless straight-jackets tied to a two mile long lead rope.

INT./EXT. DRAGONHAWK

In the back of the open cargo hold, Vanessa next to a couple of AIRMEN who unspool the rope at lightning speed from an industrial-sized wench.

EXT. GULF OF MEXICO

The team quickly slip on the harnesses. The second after they've buckled up...

HEAVY-DUTY

This is gonna sting.

SHWACK! SHWACK! SHWACK! SHWACK! SHWACK! SHWACK!

The individual lines snap taut and the Joes are plucked out of the water and into the sky at four-hundred mph.

INT./EXT. DRAGONHAWK - SAME

The crewman starts up the powerful winch, ready to reel in the Joes but Vanessa interrupts him.

VANESSA

Let 'em dangle for awhile.

Vanessa smiles happily, watching Duke and the others flop around in the jet stream a mile behind the plane. Finally, she nods and...

Ziiiiiiiiiiiiiiiiiiip! One-by-one the Joes are reeled in, alighting on the open cargo door. First Snake, then Tech, then Heavy-D, followed by Wild Bill and Scarlett. Duke is the last to arrive. As he lands...

DUKE

I can explain--

DECK. Vanessa punches him right back off the plane. Fortunately, his jacket was still secured and he dangles just a few feet below the landing gear.

This time when his cable tightens he sees the shape of a man waiting for him, a hand outstretched. He smiles, realizing it's Lt. General Hawk. Duke grabs the General's hand and gets hoisted back aboard.

LT. GENERAL HAWK

Duke.

DUKE

General.

The General nods at Duke's swollen lip.

LT. GENERAL HAWK
I see you've met my niece.

DUKE
Your niece?

LT. GENERAL HAWK
When you said you were heading
south looking for trouble, I knew
I'd have to have someone looking
out for you.

Duke shakes his head and smiles at Vanessa.

DUKE
How'd you find us, anyway?

VANESSA
I never lost you.

She reaches up and RIIIP! tears a small homing beacon out
from under Duke's jacket collar. Lt. General Hawk laughs.

LT. GENERAL HAWK
Damn, spooks. (turns to Duke) Now,
c'mon, I wanna hear about Rex.

INSIDE THE PLANE - A FEW MINUTES LATER

The team is gathered around a map table, surveying SAT
imagery of the Gulf Coast.

LT. HAWK
They ran her aground just below the
Texas/Mexico border. A few miles
south of Metamorris.

DUKE
You track 'em from there?

LT. GENERAL HAWK
When the hurricane hit the mainland
it flattened out--a thousand miles
across at its widest axis. They
could have gone any which way they
wanted under that umbrella. The
damn U2s have been up there wastin'
gas all damn night.

VANESSA

The truth is, we figured you'd have as good an idea as anyone where they'd be headed. (pointed)
Otherwise, we might've been tempted to leave you floating.

EXT. NARROW, RURAL HIGHWAY - SAME

A PEASANT WOMAN and her child are almost blown off the road by a roaring HUM-V, the lead vehicle in a long, snaking convoy.

Cobra sits at the wheel, standing on the gas. He's headed due north. The road rises slightly toward the steep Sierra Madre Mountain range on the horizon.

A MILE AHEAD

Cobra brakes when he sees Destro and the Baroness on the shoulder next to a rented SUV. Destro holds a hand written sign that reads 'Constantinople'.

Cobra pulls aside, and Destro and the Baroness climb inside.

COBRA

G.I. Joe has been destroyed.

DESTRO

Well, now, that's encouraging.

He nods at the road ahead.

DESTRO (cont'd)

Let's begin the end, shall we?

INT. DRAGONHAWK / STRAT ROOM - SAME

LT. GENERAL HAWK

What's Destro want with an army of vicious mercenaries? I thought he was obsessed with his damn nanomites. What the hell's the one got to do with the other.

DUKE

That's what I just spent twelve hours floating in the Gulf trying to figure out.

VANESSA

Any luck?

DUKE

They were part of the same plan.
Unleash the nanomites, reduce the
United States to rubble and rise
from the ashes with an army of
unstoppable super soldiers.

SCARLETT

But we destroyed the nanomites in
Greenland. Didn't we?

There's a long pause as the group realizes they're back to
square one. After a beat, Vanessa clears her throat
sheepishly. All eyes turn to her.

VANESSA

Well, you see,...the nanomites
weren't exactly, weren't entirely
destroyed.

EXT. UNDER THE ICY WATER - FLASHBACK

Destro's giant ice-dome sinks to the bottom of the Artic sea.

VANESSA (VOICE OVER)

The ice-dome was sitting on top of
some of the coldest water on the
planet.

Several DIVERS swim past the camera.

VANESSA (VOICE OVER) (cont'd)

Our divers were able to salvage
frozen clouds of nanomites.

The divers use tongs to lift glowing, meteorite-like
boulders.

INT. DRAGONHAWK / STRAT ROOM - BACK TO PRESENT

VANESSA

They were transferred from
Greenland for further study.

Duke is not happy.

DUKE

Transferred where?

Vanessa turns to the map.

VANESSA

To an R&D facility. The intelligence community's most sophisticated and dangerous. It's about right here. In the desert just across the border.

She points to south-eastern New Mexico.

LT. GENERAL HAWK

The spooks are developing weapons without military oversight?

Hi-Tech pipes up excitedly, snapping his fingers.

HI-TECH

Oh, I get it! Ya'll are talking about Area 51!? Aren't you!?

VANESSA

No, Tech. This facility is actually a secret. We call it Area 59.

DUKE

Re-route the plane. They're coming for the nanomites.

EXT. THE SIERRA MADRE RANGE - DAY

Cobra and Destro have stopped on a crest overlooking the R&D facility in the valley below. The base looks almost like a prison, consisting of a hundred gleaming white buildings, lying behind a thirty-foot tall cyclone fence of razor wire.

Machine gun sentry posts rise up every fifty yards or so around the perimeter. On the northern end of the base, an enormous white pyramid looms high into the sky.

DESTRO

Empires will rise.

COBRA

And empires will fall.

With a ROAR the soldiers gun their engines and race off down the hill toward the base.

INT. DRAGONHAWK / STRAT ROOM - SAME

Duke and his team pour over digital schematics of the base as Vanessa scrambles to brief them.

VANESSA

The surface level is mostly admin buildings; The real weapons work happens underground. The base is built over a half-mile-wide, forty-story deep bunker.

She shows them a cross-section of the base, detailing the massive cylindrical bunker deep within the earth.

VANESSA (cont'd)

The nanomites themselves are housed in a newly built ground-level facility. A ceramic fiber composite containment pyramid.

SCARLETT

I hope it's secure.

VANESSA

The shell is ten-feet thick. Built to withstand a nuclear strike. With the doors closed nothing can get in. And nothing can get out.

Lt. General Hawk steps back into the room.

LT. GENERAL HAWK

I've warned the base commander. He's got a permanent garrison of 125 combat trained CIA ops and another 200 contracted security personnel. He'll hold them off while the 101st Airborne's first response division deploys.

DUKE

No. Keep them back, Hawk. If Destro gets his hands on those nanomites the whole division'll be wiped out. Tell the base commander to evacuate all the civilians and fall back into the pyramid.

VANESSA

But you can't face these guys alone. Can you?

DUKE

You said this is a weapons development facility. What have you got on the ground we could use?

(MORE)

DUKE (cont'd)
Something non-metallic; something
that'll resist the nanomites.

VANESSA
You ever heard of a combat exo-
skeleton?

HEAVY-DUTY
Body armor?

VANESSA
Much more than that. Last I heard
they were up to a 10x enhancement
of a soldier's strength and speed
with no loss of agility.

HI-TECH
Sah-weet.

EXT. AREA 59 /SENTRY OUTPOST - SAME

A nervous, young CIA OP scans the horizon with a pair of
powerful binocs.

CIA OP
Holy shit...

HIS POV: Cobra is driving the lead Hum-V at fifty mph,
bearing down on the perimeter fence. Behind him, his troops
begin to fan out.

With a gulp, the sentry realizes that the super soldiers are
running almost as fast as the dozen or so vehicles headed his
way. His sentry tower begins to rattle as the army closes in.

ALL AROUND THE BASE

Mayhem. The giant soldiers smash through the outer fences and
barricades, immediately overwhelming any of the base's
security forces unwise enough to retreat.

Civilians and guards run for their lives past a surreal
landscape dotted with all manner of strange weapons and
vehicles. At one point, the crowd rushes past a 'super-gun'
an artillery cannon with a gaping barrel four feet in
diameter and sixty feet in length.

EXT/INT. PYRAMID - SAME

The mercs close in from all sides, wreaking havoc with their
superior strength and speed.

Hundreds of civilians and guards retreat into the pyramid,
its massive exterior doors swinging and then BOOMING closed.

An immense locking mechanism slides into place; but before it can engage completely, one of Destro's giant warriors slams into the door, pushing it ajar with his brute strength alone.

The guard operating the door hammers the 'close' button. A huge engine WAILS and RATTLES and we see massive metal gears straining and smoking.

GUARD NEAR THE DOOR

Push it back! Force it closed!

Dozens of base personnel throw themselves against the door, trying to force it closed. But more and more super soldiers begin to slam against the outside of the door, pushing it back open.

SOMEONE ELSE

C'mon! We've got to keep it closed!

Hundreds more rush to the front of the pyramid, hurling their weight against the huge doors.

INT. HAWK'S DRAGONHAWK - SAME

General Hawk steps into the main operations room gravely.

LT. GENERAL HAWK

They've overrun the base.

DUKE

Prepare to destroy the base.

VANESSA

Two thousand Americans live and work on the base. Scientists. Their families. You can't wipe them out.

DUKE

We've got three hundred million other Americans to consider. We may not have a choice. (to Hawk) Give us ten minutes on the ground, sir. Then do what you have to do.

INT. AREA 59 CONTAINMENT PYRAMID - SAME

The siege of the pyramid rages on. Several hundred people push desperately against the inside of the doors.

The motorized gears scream and shake, straining against the growing mass of super soldiers outside. But then, suddenly, the horde is silent, and the doors begin to close.

SECURITY CONTRACT

C'mon. Now! Let's--

BOOM! The entire structure shakes, and the door rocks inward, knocking over dozens of base guards. BOOM! The door swings open further.

OUTSIDE THE PYRAMID

BOOM! Fifty of Destro's warriors are using the barrel of the 'super-gun' as a gigantic battering ram. BOOM! BOOM! BOOM!

BACK INSIDE THE PYRAMID

BOOM! The doors finally burst open, sending hundreds of people scattering and revealing to those inside the face of their enemy.

Cobra stands in front of two hundred growling and grunting giant mercs.

COBRA

Lower your weapons. Or you will
know no mercy.

The base guards immediately lower their weapons.

EXT. DRAGONHAWK - NIGHT

The heavy rear gate of the Dragonhawk lowers, revealing our team, dressed from head-to-toe in black HALO gear, standing 32,000 feet above the desert.

BACK IN THE PYRAMID

The hostages cower in one end of the pyramid, their weapons piled in a heap at the front door of the pyramid.

In the center of the room, Destro climbs up a flight of white plastic stairs to a storage and containment refrigerator so elaborate it almost looks like a shrine.

WHOOSH! Destro opens the door and steps inside to find a row of a dozen large, glass, beaker-like containers of roiling nanomites. He picks up one, smiling.

He steps back outside and stands at the top of the stairs, holding the purple nanomites high above his head. He addresses his army below.

DESTRO

The world will soon cower.

A BESTIAL ROAR fills the cavernous room. Destro walks down the stairs, approaching the haystack of rifles his men have gathered outside the pyramid.

SMASH! He crashes the container onto the rifles triumphantly. The crackling nanomites immediately begin to feed on the guns, giving off an eerie purple glow.

One by one, the super soldiers toss their own weapons ritualistically onto the growing bon fire.

DESTRO (cont'd)

Back in the pyramid. In a month the only remaining super power will be smoldering. And the rest of the world will bow at our feet.

BACK IN THE REFRIGERATOR

The Baroness admires the remaining beacons of nanomites.

THE BARONESS

And if not. The suffering will be spread to the farthest corners of the earth.

OUTSIDE THE PYRAMID

The cloud of nanomites swirl higher and higher into the air, gaining in strength and power, devouring the steel weapons.

BACK IN THE SKY ABOVE

The Joes are about to jump when someone steps up next to Duke. It's Vanessa--dressed for the jump. Duke shouts over the roaring wind:

DUKE

Just so you know. I'll be keeping an eye on you.

VANESSA

Likewise.

Duke sees Hawk. He holds up ten fingers. Duke nods, then falls off the gate, the rest of his team a second behind.

There's an instant of silence as the plane disappears far overhead. The camera follows the team for the entire drop in a single shot.

HALO stands for High-Altitude, Low Opening which means the team will free-fall for the vast majority of the drop and pull their chutes at the last second in order to execute a pin-point landing.

After a long, breathless drop, the Joes burst through the clouds, a mile over the research facility.

It's immediately clear that the base's defenses have been overrun and the nanomites are already loose.

DUKE

Damn it! Bill! Head to the airstrip
and get some wings we're going to
need a ride out of here.

WILD BILL

Roger that.

FUMPH! Bill pulls his chute, slowing down with a snap! and then guides himself off toward the airstrip.

Duke points to a huge oval shaped building in the middle of the base. It's as big as a football stadium.

DUKE

Tech, Scarlett, you're on. We've
got no time. Let's move.

FUMPH! FUMPH! Scarlett and Tech pull their tiny rectangular chutes and veer off from the others, headed toward the oval building. Duke signals the others...

DUKE (cont'd)

We've got to draw them away from
the hostages!

FUMP! FUMP! FUMP! Duke leads Snake, Heavy-Duty and Vanessa on a bee-line for the pyramid.

By now clouds of nanomites have been picked up by the desert winds. The base seems to be caught in a purple dust storm.

On the horizon, Duke can see the first U.S. military vehicles closing in on Area 59. He toggles his radio:

DUKE (INTO HIS MIC) (cont'd)

Hawk! Back that armor off! They'll
be swallowed whole!

ON THE GROUND / AT THE PYRAMID

Destro's giant warriors CHEER and APPLAUD the destruction wrought by the nanomites. A nearby building implodes, crumpling to the earth.

BACK IN THE AIR

Duke and the others silently close in on the horde. Just before they reach the pyramid, Duke veers off toward the roof of a tall building across the street.

Duke and Snake slip off two heavy satchel charges and toss them onto the rooftop as it races up toward them.

DUKE

Alright, you guys ready to get dressed up?

KA-BOOM! Debris blasts back past the Joes as the charges blow a gaping hole in the building's roof.

ON THE GROUND

Cobra's warriors wheel around in shock just in time to see Duke and the others drop right through the gaping hole in the roof of the building across the compound.

EXT/INT. AIRPLANE HANGAR - SAME

Wild Bill parachutes right through a narrow gap between two massive, ten-story high doors that gate the hangar.

As he circles high above the aircraft below, Bill surveys his options: concept planes and copters of every conceivable size, shape and species are spread out before him.

WILD BILL

Nope. No thanks. Nope. Nope.
Ahhhhhh. Hello, lovely...

Bill pulls in on his guide ropes and banks down and around, gliding to halt in front of the helicopter of choice.

WILD BILL (cont'd)

Now, you, you're what I call a troublemaker.

REVEAL: a burnt orange gun-ship prototype aptly named the 'Pterodactyls'. Under each of its two short stub wings, the hellie carries a pod of 24 red-tipped 57mm rockets, a 12 barrel mini-gun capable of firing 8,000 rounds a minute and two laser guided, 1000 pound bombs.

EXT. CONTAINMENT PYRAMID - SAME

Cobra has stepped forward watching the building into which the Joes disappeared, a huge crowd of his men at his side waiting for what will happen next. Suddenly...

BOOM!

Three sets of double doors on the bottom floor of the building BLAST off their hinges, revealing Duke and his team standing, larger-than-life, in their (just acquired) combat exo-skeletons.

The black, robotic suits are composed of individual, scale-like plates of Kevlar and carbon fiber.

DESTRO

You said they were destroyed!

COBRA

They're about to be.

Cobra's warriors set upon the Joes, expecting to route them, but the exo-skeletons give Duke and the others every bit as much strength and speed as the super soldiers.

CRUNCH! A brutal hand-to-hand battle begins right in the middle of the growing storm of nanomites which swirl harmlessly around everyone--neither the Joes or the super soldiers are holding weapons or wearing anything metal.

Deck! Duke bats Cobra aside, ducks, kicks and punches down four other soldiers.

Heavy-Duty, already powerful, is a real force to be reckoned with in his suit.

HEAVY-DUTY

Hey, these things work! Yeah!

Every blow he lands sends an opponent hurtling back, bowling over several others.

Destro yells at his army as they stampede by him.

DESTRO

No! Fall back! There's no time to fight! Everyone into the pyramid!

But no one's listening. They've got blood on their minds.

DESTRO (cont'd)
We can wait them out! In a month
the whole continent will be gone!

His words fall on deaf ears. Only Storm Shadow has the discipline to hold back.

INT. AREA 59 BUILDING - SAME

A sign over the door reads 'Caution. High Explosives'.

Hi-Tech has pulled the face off an electronic security pad next to a heavy steel door. He's tapped into the wires. His hand-held palm pilot spins through thousands of numbers, searching for the combination...

HI-TECH
Warmer...warmer...warmer...hot
chocolate!

Ftttzzz! Sparks jump from the pad and the door clunks open. Scarlett shakes her head.

IN THE EXPLOSIVES VAULT

The vault looks like the inside of a bank only instead of gold bricks there are bricks of C4, dynamite, detonators, etc.

INT./EXT DRAGONHAWK (HIGH ABOVE THE BASE) - SAME

Hawk is anxiously watching the clock. Seven minutes to go.

LT. GENERAL HAWK
Talk to me, Duke. How's it going
down there?

ON THE GROUND

On the cut, Duke's front teeth are knocked out by a wild right cross from Rex. He ducks a second punch and kicks Rex right in the face, breaking his nose. Duke toggles his radio.

DUKE
Fantastic, Hawk! You should be--

PUNCH! One of the super soldier nearly takes Duke's head off with a punch. Nearby, Snake Eyes twirls faster and stronger than ever, kicking and flipping his way through the mercs.

The Joes fight back to back, holding off the onslaught as long as they can before leaping from the ground to the nearby rooftops to stay one-step ahead of the horde of marauding mercs. Vanessa shouts to Duke.

VANESSA

I hope you have a plan!

DUKE

Just buying time, sweetheart! (into
the radio) Tech!? Scarlett? Status?

ON SCARLETT AND HI-TECH

As they wrap an absolutely enormous red steel I-beam with twenty or so C-4 bricks. Scarlett sticks a needle-thin detonator pin into one of the bricks.

SCARLETT

One down, six to go, Duke.

HI-TECH

Let's split up. It'll be faster!

INT./EXT. WILD BILL'S NEW HELLIE

From Wild Bill's perspective things are not looking up. Buildings everywhere are crumbling. More importantly, the nanomites are spreading outward to the edge of the base.

WILD BILL

Oh crap.

Bill sees that the swarm has gotten into the electrical wires, devouring one whole tower right before his eyes. They spread along the wires at lightning speed, headed for the next tower.

Bill's gaze follows the row of towers all the way to horizon.

WILD BILL (cont'd)

Duke!? These little sons-a-bitches
are making a jail break here.

He drops the nose of the copter and screams in low, right toward one of the electrical towers.

ZIP! ZIP! ZIP! ZIP! He sends a barrage of Hellfire missiles into the base of one of the towers. BOOM! BOOM! BOOM! BOOM! The tower crashes over, ripping loose the overhead wires in spectacular fashion--and cutting off the first escape route of the nanomites.

WILD BILL (cont'd)

Ha, ha! How do you like that?

Bill barely has time to congratulate himself before he spots another runaway strain of nanomites. This time the little suckers are chewing up the main thoroughfare of the base.

The street surface crumbles and explodes as the nanomites devour the rebar in the concrete. They're headed toward the main gate.

WILL BILL

Okay, let's try this again.

Zip! Zip! KA-BOOM! The rockets all hit the road just ahead of the nanomites, blasting a bomb-crater thirty-feet deep.

The swarm spills harmlessly into the hole, unable to jump to the other side.

IN THE DRAGONHAWK - SAME

HAWK

Duke. You've got three minutes. I am arming the missiles.

ON A NARROW STREET ON THE BASE

The street has turned into nanomite alley. BOOM! BOOM! BOOM! Parked cars on both sides of the street are chewed up one after another, their gas tanks exploding with the heat.

The cloud of nanomites wrap around heavy iron support beams of some kind, chewing clean through them in seconds.

PAN UP: to reveal that they are eating through the legs of the base's massive water tower. The gigantic oblong tank wobbles and begins to fall.

ON A NEARBY ROOFTOP

Duke and the Joes are fighting for their lives. They feel a huge shadow pass over them and dive aside just as BOOOOOOOOM! The tower smashes through the roof, crushing a dozen of Destro's super soldiers and washing away fifty more.

BACK TO TECH AND SCARLETT - SAME

Tech runs up the hallway to find Scarlett in the process of placing another set of charges.

HI-TECH

You finished!? This the last one!?

SCARLETT

I've got two left!

HI-TECH

Two!? What'd you do, stop for a
manicure?!

IN THE SKY

Wild Bill banks his Pterodactyl by at high-speed, zeroing in on a shark-fin like geyser of water cutting through the desert sand, headed toward the outer fence. The nanomites have found the water pipes.

BOOM! BOOM! BOOM! BOOM! Once again, several well-placed missiles stop them in their tracks.

DUKE (ON THE RADIO)

Bill! We're about out of options!
We need a lift out of here!

Wild Bill zeroes in on another strain of escaping nanomites.

BILL

I got one more! That looks like it!

DUKE'S VOICE ON THE RADIO

Take 'em out! We'll hold out!

Bill sights his missiles. This time, the little bastards are heading for the perimeter via a heavy-gauge rail-road track.

Zip! Zip! Zip! Zip! Bill unleashes a tight barrage of missiles--BOOM! BOOM! BOOM! BOOM! The tracks go up in a flash of roiling black and orange, and a for second it appears that the nanomites were again cut off. But suddenly the tracks on the other side of the explosion start glowing purple again.

WILD BILL

Oh shit!

He watches the nanomites breach the perimeter fence, heading for the horizon.

WILD BILL (cont'd)

Duke! I missed! They're out!

DUKE'S VOICE ON THE RADIO

Run 'em down!

Wild Bill looks over his shoulder. It looks as if the whole building--the one shaped like a stadium--is being over-run with ants.

Right in the middle of the onslaught Duke, Snake, Heavy-D and Vanessa, make their last stand. They fight back-to-back-to-back, holding off Cobra's warriors heroically.

WILD BILL

Negative! You guys won't last
another ten seconds.

Wild Bill bites the bullet and wheels his chopper away from the tracks, heading back toward the middle of the base.

ON THE ROOFTOP

Punch! Kick! Deck! Duke knocks three of Cobra's men back and grabs his radio.

DUKE

Tech? Scarlett!?

HI-TECH'S VOICE

We're clear!

SCARLETT'S VOICE

Go! We're on!

LT. GENERAL HAWK'S VOICE

Duke, you're outnumbered a hundred
to one and surrounded on all sides!

DUKE

Exactly. They'll never get away
from us now.

He toggles his radio.

DUKE (cont'd)

Tech? Pull the pin.

FUMPPH! FUMPHH! FUMPHH! FUMPHH! FUMPHH! Spits of sand blow up in a wide, sweeping circle. Cobra's warriors look around, unsure of what's happening.

DEEP UNDER THE EARTH

KA-KLANK! The C4 charges detonate, sheering a gigantic red I-beam clean through.

KA-KLANK! KA-KLANK! One-after-another Scarlett and Tech's charges cut through the massive supporting trusses.

BACK ON THE SURFACE

Ka-BOOM! There's a deep rumbling concussion under the super soldiers' feet. Suddenly, the entire building starts to drop into the earth. Duke nods at his teammates.

DUKE

Jump!

The Joes leap in the air, free from the horde of attackers. Aided by the exo-skeletons, they soar up at the exact moment Wild Bill's helicopter swoops in. Snatch! The team grabs hold of the landing skids.

Cobra understands what's happening and leaps as well, just catching Duke's leg.

At the same moment, the whole earth below implodes as a huge sinkhole opens up and begins to suck down anything and everything in its path. Hundreds of howling, scrabbling super soldiers are swallowed up in an instant.

IN THE DRAGONHAWK

Hawk can't help but laugh a little at Duke's success. He tosses his watch down on a desk, relieved.

GENERAL HAWK

I'll be damned.

HAWK'S POV FROM HIGH ABOVE:

Of the half-mile wide sinkhole as it swallows a third of the base. Screams of terror echo up as the soldiers tumble into the forty-story deep hole.

OUTSIDE THE PYRAMID

The Baroness, Storm Shadow and Destro watch as their dream--super-soldiers, nanomites, the whole lot--is flushed right down the toilet.

The yawning, roaring sink hole continues to expand, the edge quickly racing toward our antagonists' feet.

BARONESS

C'mon! We have to get out of here.

The Baroness and Storm Shadow have to pull Destro away from the crumbling ground toward an air hangar.

IN THE SKY

Wild-Bill's hellie races through the air, the Joes dangling off of its landing skids. Heavy-D manages to hoist himself into the chopper and reaches out to pull Vanessa to safety.

Duke struggles to keep his grip as Cobra hangs onto his legs. At any second, they could both fall.

Far below on the ground, Duke spots Destro and the others making a break for the airplane hangar.

He yells out to Snake and nods...

DUKE

Snake!?

Snake nods and lets go somersaulting gracefully into sky.

THUMP! Snake lands effortlessly fifty feet below and immediately heads after Destro.

BACK IN THE COPTER

Vanessa and Heavy-Duty struggle to pull Duke to safety.

But Wild Bill's only got one thing on his mind: the roiling swarm of nanomites that's chewing its way across the desert floor below, devouring the metal train tracks at a rate of hundreds of feet per second.

He jams the throttle forward and Heavy-D and Vanessa almost fall out of the chopper.

Zip! Zip! Zip! BOOM! BOOM! BOOM!

WILD BILL

All of a sudden I can't break an egg with a hammer!

Zip! Zip! Zip! BOOM! BOOM! BOOM! Miss! Miss! Miss!

WILD BILL (cont'd)

Ahhh, hell.

BILL'S POV: The swarm of nanomites on the railroad track is very quickly catching up to a brand new shiny Amtrak train that lumbers along less than a mile ahead.

EXT/INT. CAVERNOUS AIRPLANE HANGAR

The Baroness, Destro and Storm Shadow have found the same massive airplane hangar that Bill was in earlier. The nanomites tear apart the metal walls and roof of the hangar with an ear-splitting buzz.

Some of the planes parked inside are still untouched, however, and Destro, the Baroness, and Storm Shadow quickly scale a wing-ladder onto a creepy, slate-gray futuristic jet.

COOOOSH! The cockpit glass slides open. Destro is about to climb in when he spots Snake Eyes enter the hangar.

DESTRO

Storm?

STORM SHADOW

It was destined.

Storm Shadow throws himself forward off the plane, somersaulting to a halt a few yards from Snake. The two men bow slightly.

Destro and Baroness climb into the concept jet, and she quickly slaps buttons and flips switches.

The gigantic jets flare behind them, blasting back the building cloud of nanomites. The Baroness guns the throttle and the jet lurches forward at high speed, narrowly avoiding the collapsing debris that explodes around them.

At the last possible second, the Baroness pulls back on the yoke and the jet screams into the sky. They have escaped.

For now. Meanwhile...

EXT. RAILROAD TRAIN TRACKS - SAME

The hive of angry nanomites race up the line, closing in behind the civilian train.

Wild Bill pushes his gunship up to near top speed as Duke clings for dear life below. Duke sees the train up ahead.

DUKE

Get me over that train!

INT. TRAIN - SAME

The Amtrak train winds through the desert toward the California border. It's late, so most PASSENGERS doze in their seats...until suddenly a deafening roar shakes them out of their slumber. The back of the carriage starts to spark and ignite.

Passengers SHRIEK and YELL as the nanomites grind through the shell of the rear carriage. The PASSENGERS panic and stampede for the exit door leading to the next carriage.

INSIDE THE JETCOPTER

Wild Bill swings the hellie in right over the train carriage that's being eaten.

Duke sees the rushing train appear beneath him and lets go of the landing skid. Both Duke and Cobra plummet and CRUNCH down onto the roof of the carriage.

BACK TO SNAKE EYES - SAME

The two great masters circle each other, concentrating on each other's every move, the howling storm of nanomites raging around them.

A support girder falls from overhead, crashing down within inches of Snake. He doesn't even flinch, keeping both hands lightly on the handle of each of his swords.

Storm Shadow carries no weapon.

Finally, Snake Eyes strikes, leaping and twisting, unholstering the longer of his two swords in mid-turn.

CLOSE ON: the gleaming blade arcs horribly toward Storm Shadow's exposed neck, about to lop his head clean off. But an instant before impact, the exposed blade disintegrates, consumed by the thick cloud of nanomites.

When the blade does not strike, Snake Eyes is caught off guard and off balance. Storm Shadow lurches forward and mercilessly claws his opponent's eyes, nearly blinding him.

Snake Eyes stumbles back. KICK! TRIP! CRUNCH! KICK! Storm goes on a violent offensive, trying to finish Snake off.

BACK TO THE TRAIN

Wild Bill's helicopter races alongside the train. On the roof, the team can see Duke and Cobra slugging it out, the train car crumbling to pieces right under them.

Through the windows they can see the panicked passengers.

VANESSA

Get us in close, Bill.

WILD BILL

I'll see what I can do.

The helicopter dips suddenly, swooping back down over the rushing train. Vanessa and Heavy-Duty steady themselves, take a breath and LEAP out of the copter.

ON TOP OF THE TRAIN

The second they land and get their footing, Vanessa and Heavy-Duty are hurled off their feet and the train's brakes SQUEAL.

VANESSA
He's stopping the train!

HEAVY-DUTY
I got it!

ON THE BACK OF THE TRAIN

Duke blocks a flurry of Cobra's punches and yells to Vanessa.

DUKE
Get the passengers forward! Now! We
have to separate the cars!

Vanessa's reluctant to leave Duke but can hear the screaming of the terrified passengers beneath her feet. She slips over the side of the passenger carriage.

Cobra and Duke savagely wrestle one another to the surface of the roof. The flare of nanomites quickly approaching them.

IN THE FRONT OF THE TRAIN

Heavy-Duty swings into the conductor's booth.

HEAVY-DUTY
You can't stop this train!

TRAIN CONDUCTOR
I have to! We have to--

Smack! Heavy-Duty decks the guy politely, taking his seat. He releases the break and jams the throttle forward.

INSIDE THE PASSENGER COMPARTMENTS

Vanessa does her best to hurry people from the back of the train to the front.

VANESSA
Okay, let's go! Everyone forward!

The stampeding passengers begin to push frantically against one another as they're funneled through a narrow carriage door and into the next passenger car--the sinister BUZZ of nanomites hot on their trail.

INT. HANGAR / AREA 59 - CONTINUOUS

Burning, sparking debris falls all around Snake and Storm Shadow as they continue their combat. Snake Eyes is fighting almost blind and without his weapon.

Storm Shadow clearly has the upper hand and knows it.

STORM SHADOW

Without the sword, you are weak,
aren't you, Snake Eyes? You're lost.

Punch/kick/trip/punch/kick. Storm Shadow is merciless, attacking his opponent with such ferocity and speed that they become a blur of perpetual motion.

Snake Eyes desperately tries to hold off the attack with his 2nd sword while it's still in its heavy ivory sheath, the usually deadly weapon reduced to a virtually harmless baton.

Snake Eyes repeatedly fights off the impulse to draw the weapon. To do so would be futile. They're shrouded in so many nanomites now it looks like a plague of locusts.

INT. HELICOPTER - CONTINUOUS

Wild Bill BUZZES all around the train. He raises up high and sees something on the horizon: a towering suspension bridge now looms ahead in the distance. He flips his radio toggle.

WILD BILL

Hey fellas, you gotta bridge up
ahead! Maybe a minute away! Duke,
you readin' me?

BACK ON TOP OF THE TRAIN - SAME

Just as Cobra rears back to unload a powerful punch on Duke, the nanomites swirl all around him, sparks flying up from the train's metal fuselage. The ceiling beneath their feet begins to melt and both men suddenly fall

INTO THE HALF-EATEN CARRIAGE

The train is disintegrating around them. Metal turns red hot as it's eaten away. Wind rips through the open carriage, kicking up debris.

IN THE FRONT OF THE TRAIN - SAME

The front three cars of the train are completely crammed with terrified passengers.

Vanessa stands outside the doorway, clinging on to the railing between the first and last carriage.

As the metal melts away the last compartment, she can see Duke and Cobra, brutally slugging it out.

Duke takes a round-house kick from Cobra, getting blasted back off his feet, landing next to the doorway only a couple feet from Vanessa.

DUKE

Disengage the carriage! Cut it!

Vanessa hesitates, unwilling to sacrifice Duke.

DUKE (cont'd)

Do it now! Separate the cars!

Finally, Vanessa reaches down to disengage the two cars.

CLUNK! The two compartments begin to separate. Vanessa and Duke share a brief look, a brief moment before Duke's carriage recedes into the darkness.

REVERSE ANGLE: Duke watches Vanessa slipping away in the distance.

IN WILD BILL'S HELLIE ABOVE

Wild Bill watches the train cars disconnect. Duke's carriage falls back, the lead cars racing ahead. On the horizon he sees lights. Hundreds of them.

WILD BILL

Heavy-D! Get your ass across that bridge! We're coming up on a town. This is our last chance to snuff those bastards out!

AT THE FRONT OF THE TRAIN

Heavy-Duty slams the throttle forward, sending passengers (and Vanessa) sprawling to the floor.

ON THE TRACKS

The runaway train screeches and screams around corners almost tipping over from the force. The bridge looms a hundred yards ahead.

IN THE LAST CAR

CRUNCH! Cobra lands a massive uppercut, sending Duke to his back. Cobra leaps forward, trying to stomp Duke, but Duke rolls aside just as Cobra's boot lands, breaking through the nanomite-infested flooring.

The two powerful men wrestle violently, pounding each other at every chance. The flooring all around them is giving way, the dark tracks rushing by beneath Duke's head.

CRACK! Suddenly, one of the remaining axles gives out and the train bucks and tosses Duke into a huge hole in the middle of the train compartment. His hands singe and smoke as he desperately tries to hang on.

BACK TO SNAKE EYES AND STORM SHADOW

The fight appears to be lost. Snake's face is bleeding badly and he's heavy on his feet. WHUMP! CRUNCH! KICK!

Storm Shadow moves quickly, striking Snake Eyes from seemingly every direction at once.

Snake Eyes is half-blind and disoriented, his ivory-covered sword wobbling in front of him, useless.

Storm Shadow focuses on the back of Snake's neck. He leaps forward into a hand-spring, going in for the kill. He flips into the air and is about to land the deadly two handed punch that will sever Snakes' brain stem when--

JAB! Without turning around Snake Eyes thrusts his (covered) sword with unbelievable force into Storm Shadow's chest.

CLOSE ON: the ivory sheath of Snake's sword. The force of the impact is so great that the sheath splinters, shattering into a fine white powder. The lethal blade buries itself up to the hilt in Storm's midsection without ever being exposed to the open air--or the nanomites.

Storm Shadow's expression registers the shock; He falls to one knee, turning to reveal Snake's bloody blade sticking clean through his back.

The exposed metal is devoured in an instant. Plunk. The sword's handle hits the ground at Snake Eyes feet.

SNAKE EYES

Only the wicked can be lost.

BACK TO THE TRAIN

At any second, Duke'll fall through the hole and under of the train's rear wheels. Duke holds his hand out to Rex.

DUKE

C'mon, Rex! It's not too late.
You're not too far gone! C'mon!
Take my hand! It's not too late!

Cobra/Rex stares down at his friend's hand. He can just make out the faded 'X' scar on his palm.

For a second, humanity flashes back across Cobra's face.

IN WILD BILL'S HELICOPTER

Wild Bill swoops into the open gorge, screaming right toward the massive rail bridge.

WILD BILL

C'mon, Heavy-D! Get across! C'mon!

WILD BILL'S POV: through his helmet visor, we can see a wide infrared set of cross hairs sweeping across the valley floor below. Wild Bill slowly, carefully raises the cross hairs till the rest on the main bridge pilings.

The wait for the front of the train to clear the far side of the bridge is agonizing.

UNDER THE RACING TRAIN CAR

Duke leans out. He can see the span of the bridge coming up fast on him. He looks at Rex again.

DUKE

Last chance, Rex! Take my hand!
Please!

Cobra steps back. Duke shakes his head sadly, his friend is indeed gone. Duke toggles his radio.

DUKE (cont'd)

Bill! It's all yours.

IN BILL'S COPTER

Bill thumbs a release switch.

WILD BILL

No danger of missing this time.

UNDERNEATH THE HELLIE

We see the two huge thousand-pound bombs disengage.

WILD BILL'S POV: the two bombs follow a red laser sight-line to the base of the bridge. KA-BOOM! The entire structure is eviscerated.

IN THE FINAL CAR

Duke hears the explosion and looks up at Rex.

DUKE

You should have taken my hand, Rex.

Duke lets go and drops flat, just missing the massive train wheels. Rex realizes what's happening a second too late. He turns and watches the bridge disappear right before his eyes. The carriage begins to plummet off the side of the cliff.

Duke's momentum sends him skidding painfully and quickly along the gravel--and right off the cliff behind the car.

SNAG! At the last instant, Duke finds a torn wooden pylon and catches himself. He dangles high above, watching the train carriage fall several hundred feet, Cobra and all, into the river below.

UNDERNEATH THE RIVER'S SURFACE

The train smashes into of the river, breaking up into a thousand pieces. Rex's limp body floats past camera, his face sizzling in the cold river water, turning charcoal black.

FADE TO BLACK.

FADE UP TO...

DUKE'S RANCH - MORNING

Rex's coffin is about to be lowered into the earth beneath the old willow tree near the lake.

All of the Joes are, of course, present: Duke, Scarlett, Heavy-Duty, Snake Eyes, Hi-Tech, Wild Bill and the newest member of the team Vanessa.

Each of the Joes sets one of their service medals or ribbons onto Rex's coffin as it lower into the earth.

DUKE

Maybe now he'll finally find some peace.

SCARLETT

God willing.

AFTER THE SERVICE

Lt. General Hawk approaches the team.

LT. GENERAL HAWK
I know this isn't the best time. But
Flagg wants to see ya'll this
afternoon. Something's come up.

DUKE
Destro again?

Hawk just nods.

Soon the CROWD OF MOURNERS begins to disperse. After a moment, only the Joes remain, standing somberly in the cold.

SIX FEET UNDER GROUND

The camera pans slowly down beneath the earth and into Cobra's sealed coffin. All is dark. Then--

CLOSE ON: Cobra's feral eyes suddenly snap open, glowing more intensely than ever in the darkness.

FADE OUT.