**INT. CONTROL ROOM -- NIGHT**

PULL OUT FROM: An EARPHONE, lodged in the ear of a uniformed ARMY MAJOR. His name tag reads DEAKINS. On a SCREEN before Deakins is a DIGITIZED TOPOGRAPHIC MAP. TWENTY GREEN DOTS move in tandem across a green landscape.

TITLES: U.S. OPERATIONAL STAGING FACILITY INCH'ON, S. KOREA

Deakins listens intently through strange, pulsing STATIC.

RICHARD (O.S.)
New technology. They're jamming us.

SHIELD AGENT RICHARD RENNSELAER (30's), is behind him.

DEAKINS
(indicating the MONITOR)
SEALS on the perimeter.

RICHARD
Let me hear.

Deakins flips a SWITCH, hands him a set of HEADPHONES.

DEAKINS
What do you think they'll find out there, anyway?

RICHARD
If we're lucky? Nothing.

**EXT. JUNGLE -- NIGHT**

The Jungle, twisted and lush. It's quiet... We realize that we are looking DIRECTLY AT A NAVY SEAL in black and green Tiger-Stripe Camouflage. He speaks into the WHISPER-MIKE taped to his cheek, barely perceptible.

TITLES: SINUIJU, N. KOREA 35 MILES S/E OF THE CHINESE BORDER

SEAL CAPTAIN
*Move now.*

A WAVE of STATIC overwhelms his quiet order.

SEAL CAPTAIN (cont'd)
Dammit. -- *Unit move, now.*

MOVEMENT all around, as the hidden SEAL TEAM move from their individual shadows -- TWENTY in all.

PATRICK BAKER

SEAL CAPTAIN (cont'd)
*Briggins.*

One SEAL crawls forward. The Captain gives the signal to "move forward" and "look." BRIGGINS crawls silently forward like a Snake, to a BREAK in the bush. He raises a pair of advanced ELECTRONIC BINOCULARS. The make reads: STARK.

BRIGGINS
*I've got visual on the factory.*

SEAL CAPTAIN
*Movement?*

BINOCULAR POV: Is in NIGHT-VISION GREEN, though remarkably BRIGHT and DETAILED. The area around the huge CONCRETE BUILDING has been CLEARED of dense foliage.

BRIGGINS
*Quiet like a church-mouse. I don't know, Cap. I don't...*

BRIGGINS trails off as STATIC builds again. But that's not what's stopped him. A FLYING, METAL OBJECT rounds the corner of the Factory. He FOCUSES on its position. BRIGGINS' FINGER flicks the SHUTTER switch on the side of his STARK mini-binoculars. It CLICKS off digital photos.

ANGLE ON: The FLYING METAL DRONE which patrols the building. With protruding antenna like a metal star, it hovers by way of an OSCILLATING LIGHT, skimming silent through the air.

BRIGGINS (cont'd)
*It's... Some kinda drone...*

At the mere STATIC produced by his voice, the DRONE, over three hundred feet away, SPINS to face BRIGGINS.

A powerful SPOTLIGHT BEAMS from its center as an ALARM PEALS across the trees. Even before the ULTRA HIGH-SPEED GUNFIRE begins to fly, Briggins knows they're boned.

SEAL CAPTAIN (V.O.)
*FALL BACK! Unit is compromised!*
*Repeat! Unit is -- !*

The transmission is CUT OFF by a sudden SHRIEK of STATIC. The forest EXPLODES in flame behind Briggins. Suddenly, the SEAL radio channel is flooded with men screaming.

The swiftly approaching DRONE is FIRING on Briggins. BOLTS of LIGHT which EXPLODE the ground around him with shocking intensity. Briggins is about to get boxed in. So he runs.

PATRICK BAKER

BLOOMS of FIRE blow through the trees behind him. And great, huge CRACKING SOUNDS. Thick TREES SNAPPING as things crash through them. Big things.

**EXT. JUNGLE -- NIGHT**

BRIGGINS clips through the trees, unable to see through the smoke and dense foliage whipping into him.

ANGLE ON: HIS BOOT, which CATCHES on a twisting, overgrown TREE ROOT, sending him flying THROUGH THE LEAVES -- To CRASH to the ground in a heap. He gazes up...

BRIGGINS
Holy mother of God.

An ARMORED TANK RISES INTO THE AIR before him. Its SPOTLIGHT and GUNS SWING DOWN to aim at the young man.

Briggins FIRES his Automatic weapon, SHATTERING the SPOTLIGHT, just as the tank FIRES a hammering BOLT OF LIGHT. The ground EXPLODES, but Briggins is already up and running.

It FIRES BOLTS of LIGHT like crashing thunder. Briggins runs, sprints for his life. He SKIDS to a STOP, face to face with a DRONE, flying at him. Briggins turns toward the trees, as a BOLT of LIGHT hits him IN THE ARM, BLOWING HIM THROUGH THE TREES. Suddenly he is FLYING, OUT OVER --

PATRICK BAKED

**EXT. JUNGLE RIVER -- NIGHT**

-- A FIFTEEN FOOT DROP into a RIVER -- SPLASH! He is WHISKED OFF into the RAPIDS, which RUSH a gasping Briggins off into the darkness... His mission's only survivor.

FADE TO:

**EXT. DEATH VALLEY -- DAY**

Bright SUNSHINE. A CROWD sits in BLEACHERS, braving the blowing sand, all eyes on a distant RED and GOLD GLEAM of LIGHT. In the air, a wasp-whine of high-toned ENGINES.

TITLES: DEATH VALLEY, NEVADA

JEREMY PILBUCK (20'S) An intense young ENGINEER -- monitors this event from a slick CONTROL BOOTH, unfolded from the back of a MOBILE TRUCK-LAB with the words *STARK REALITIES* in slashed lettering across the side. ROCK AND ROLL pulses from the speakers, BEAUTIFUL MODELS amp up the spectators.

FRANKIE, the Key TECH ASSISTANT anxiously watches a MONITOR which shows a GRAINY SHOT of a speeding BULLET-CRAFT. Big DIGITAL READOUTS OVER THE STANDS shows the craft's SPEED. But it can't be right. 520 MPH. And climbing. Rapidly.

JEREMY
Man and machine in perfect harmony.

The VITALS MONITOR reads calm despite the SPEED, passing 650.

FRANKIE
How is he so frickin' calm?

JEREMY
He's probably watching the game.

FRANKIE
The way his team's doing? He should be.

TONY (V.O.)
*I heard that.*

The VOICE crackles over the Console's MINI-SPEAKERS. Jeremy shoots Frankie a look -- "Nailed you, son."

FRANKIE
Sorry, Mr. Stark...

PATRICK BAKER

**INT. SPEEDER CRAFT -- DAY**

CLOSE ON: A strong jaw, lips parting to a cocky smile.

TONY
Frankie, how many times do I have to tell you?

CLOSE ON: A FOOT, clad in a RED RACING BOOT, pressing an advanced throttle to the metal. The craft ROARS.

**INT. HOWARD STARK'S OFFICE -- DAY**

TONY (V.O.)
Mr. Stark is my father.

PULLING OUT FROM: HOWARD STARK, to reveal a stunning OFFICE. The man is a Corporate Titan, and this is evident in everything about him. From his posture, to his steel grey hair, trimmed above the collar of a ten thousand dollar suit. His face is typically hard to read. But right now, he's experiencing an unaccustomed emotion... Regret.

RHODEY (O.S.)
Mr. Stark? It's time.

ANGLE ON: A smooth stone wall, where an inlaid PLASMA SCREEN TELEVISION plays live footage of Tony's LAND-SPEED attempt. Stark switches off the TV, pulls on his jacket and rises.

RHODEY (cont'd)
Did he break the record?

HOWARD STARK
Anthony? He will. -- He wouldn't attempt it otherwise.

**EXT. DEATH VALLEY -- DAY**

SIDE ANGLE ON: The Red/Gold SPEEDER. It's exhaust is a combination of FIRE and BLUE LIGHT; Propelling it, but also keeping it ALOFT, skimming inches above the salt-flats. It HITS a WALL OF AIR with a huge KA-WHAM! Whereupon its acceleration seems to *smooth out*.

PATRICK

JEREMY
*LADIES AND GENTLEMEN... THE SOUND YOU ARE ABOUT TO HEAR IS ANTHONY STARK SHATTERING THE SOUND BARRIER.*

His voice echoes across the crowd just ahead of a ROLLING SONIC BOOM. The crowd SCREAMS into the RUSH OF SOUND.

BAKER

JEREMY (cont'd)
(into the RADIO)
You're pushing it, boss. Repulsor casing's reading 2200 degrees.

TONY (V.O.)
*Adjust the ratio; Increase the force, draw down the heat.*

JEREMY
Yeah, but then you'll go even faster.

TONY (V.O.)
*Exactly.*

JEREMY
763. That's the record.

FRANKIE
Point 035.

TONY (V.O.)
*I'll bet you a thousand I can break a thousand.*

JEREMY
Maybe you don't read my pay stubs.

TONY (V.O.)
*Nope, I just sign them. I'll put up fifty thousand to your one.*

JEREMY
Damn you... you're on.

INSIDE THE SPEEDER: The ROAR is EAR-SHATTERING. Tony's HAND reaches for a STEEL LEVER marked CAUTION. Caution. Right.

ANGLE ON: THE SPEEDER, whose ROCKETS FIRE in an EXPLOSIVE BLOOM OF BLUE FIRE which dwarfs the craft. The craft SLAMS FORWARD as if it had recently been standing still.

Frankie's MONITORS all JUMP INTO THE RED.

**INT. BACKSTAGE AREA -- NIGHT**

ANGLE ON: RHODEY stands behind a draped PODIUM by HOWARD STARK and JUSTIN HAMMER, PRESIDENT of Stark Industries, and Howard's right-hand man. They can hear distant CHANTING.

HOWARD STARK
Protestors.

RHODEY
Some. They're fenced off, 200 yards back. We've got them covered.

HAMMER
Just keep your eyes open.

As if he wouldn't. But Rhodey holds his tongue.

A CROWD out front begins to APPLAUD as Howard Stark climbs the steps. As soon as Stark is out of earshot...

HAMMER (cont'd)
(to Rhodey)
Make sure a few get locked up.

**EXT. LONG ISLAND -- STARK INDUSTRIES -- LATE AFTERNOONS**

PULLING UP AND OUT OVER: STARK INDUSTRIES, a small CITY of Industry in the woods off Long Island Sound. The SETTING SUN casts everything in beautiful, RED-GOLD LIGHT, including the CROWD of PROTESTORS jammed against the distant fencing. They shout anti-Stark slogans, waving signs which read: STARK LIES, NO WEAPONS IN MY BACKYARD, and WMD'S: FOUND!

TITLES: STARK IRONWORKS FACILITY -- LONG ISLAND, NEW YORK

VIP'S in the AUDIENCE sit in fold-out chairs on the tarmac, ignoring the protesters. Howard steps to the podium, the word STARK on the building over his head, ILLUMINATED in steel and glass, and 20 FEET TALL. In this world, there is no Boeing, no Microsoft, no Lockheed-Martin. Only Stark.

HOWARD STARK
Good afternoon... My family has a long history on Long Island. A powerful legacy, hard to eclipse. But as my own father often said --

PATRICK

**INT. SPEEDER CRAFT -- DAY**

HOWARD STARK (V.O.)
That should never stop one from trying.

THE CROWD EXHALES in awe, as the SPEED READOUT begins to RACE UPWARD, unreadable at this rate, but we do see them click to FOUR DIGITS as the craft blows past the *1000 MPH* mark.

BAKER

JEREMY
(over loudspeakers)
*YOU HAVE JUST WITNESSED TONY STARK'S COMPLETE OBLITERATION OF THE WORLD LAND-SPEED RECORD.*

The crowd JUMPS TO ITS FEET, CHEERING WILDLY. Frankie frowns.

JEREMY (cont'd)
(into TONY'S RADIO)
Ease it back now, son. You're making Frankie nervous.

TONY (V.O.)
*Deal with it, Frankie. This is the best time I've ever had.*

JEREMY
Our field tests never came close to this. Ease it back Tony, or this'll be the *last* time you ever had.

**EXT. LONG ISLAND -- STARK INDUSTRIES -- LATE AFTERNOON**

ANGLE ON: RHODEY, scanning the crowd.

HOWARD STARK
I am proud to commemorate the thousands of hours of work and sweat and faith that went into the creation of Stark Ironworks. In this state-of-the-art facility, we shall provide jobs, advance the pace of technology -- And change the very course of the world.

PAN DOWN: THE PODIUM. The Stark BOARD MEMBERS all sit listening intently. All but one. A narrow, nervous man sits a few chairs form Stark. KELNER SMITH is fidgety, sweating. Rhodey sees Kelner take a HANDKERCHIEF from his breast pocket, wipe his beading forehead with one shaking hand, and return it to his *right* coat pocket, which bulges unusually.

PATRICK

**EXT. DEATH VALLEY -- DAY**

CLOSE ON: THE SPEEDER as a good-sized ROCK bounces INTO THE JET INTAKE PORT. The NOSE of the craft begins to SHIMMY.

BAKER

CLOSE ON: Tony's cocky SMILE, fading now, as the REPULSOR ENGINES begin to alternately CUT and SURGE.

TONY
I've got a wobble here.

JEREMY (V.O.)
Bleed off your speed!

CLOSE ON: TONY'S HAND, pulling back on the stick, but the SPEEDOMETER holds steady around 1124 MPH.

FRANKIE
Hit the reverse-jets!

JEREMY
He's too fast, he'll tear apart --

FRANKIE
He's gonna tear apart anyway!

TONY (V.O.)
*Jeremy... Better clear the stands.*

**EXT. LONG ISLAND -- STARK INDUSTRIES -- DAY**

Howard Stark steps to the ribbon, steel SCISSORS in his hand. But at the ribbon, he pauses.

HOWARD STARK
You know, this honor belongs to the man who made it all possible. Our Chief Designer, Mr. Kelner Smith.

Stark holds the out scissors to a startled SMITH, who did not expect this sudden attention. At least... not yet.

KELNER SMITH
I -- Yes, okay.

In a dream, Kelner stands and DRAWS A PISTOL from his pocket. He crosses to Stark and puts the gun in his face.

KELNER SMITH (cont'd)
I couldn't do it, Howard.

But Stark is no old man. Rattler-quick, Howard Stark GRIPS Kelner's wrist and JABS the SCISSORS into his shoulder. Smith FALLS BACK as RHODEY hits him from the side in a FLYING TACKLE. Smith's PISTOL FIRES, bullet flying wild. The AUDIENCE scrambles in panic. The PROTESTORS crane to see.

**EXT. DEATH VALLEY -- DAY**

The CROWD PILES OUT OF THE STANDS in a rush.

Jeremy and Frankie watch the MONITORS. Frankie winces as the CRAFT'S NOSE PLOWS INTO THE GROUND, creating a WAVE of DIRT and SAND. A FLAMING BLUE COMET streaks across the scorched sand, parting the desert like water. It PUNCHES THROUGH the melting stands like the missile it really is.

**EXT. LONG ISLAND -- STARK INDUSTRIES -- DAY**

Rhodey GRAPPLES with Smith, amped up on assassination. Smith fights Rhodey, moving the pistol back toward HOWARD STARK...

RHODEY
Mr. Smith, don't make me --

PATRICK BAKER

KELNER SMITH
You have... to let me...

BANG -- BANG! Rhodey fires his own pistol TWICE INTO SMITH'S STOMACH. Smith falls back, eyes defeated and fading.

**EXT. DEATH VALLEY -- DAY**

FIRE TRUCKS SCREAM IN toward the twisted, flaming wreckage. The crowd sighs. *No-one* could survive this crash.

DEAD SILENCE as the smoke clears. The craft is SHREDDED -- Except for the COCKPIT, whose CUSHIONED, G-RESISTANT ARMORED CASING has held it like A PERFECT METAL BOX.

SLOWLY, the COCKPIT OPENS... The crowd holds its breath.

PUSH IN ON: TONY STARK, RISING from the wreckage and smoke. For the first time, we see the man whole; Clad in the RED and GOLD RACING LEATHERS of Stark Realities, the impossibly handsome multi-millionaire flashes a smile at the crowd, fueled by achievement, adrenaline and sheer brass balls.

And the CROWD... goes absolutely bananas.

PATRICK

**INT. MILITARY BASE -- SOUTH KOREA -- FOYER -- NIGHT**

BETHANY CABE enters a stark, military foyer, adorned simply with two AMERICAN FLAGS, bracketing a Marine DESK OFFICER. Bethany is beautiful, capable, and exhausted.

BAKER

DESK OFFICER
Name and identification.

BETHANY
ICE Division, Homeland Security.
My name is --

RICHARD (O.S.)
Beth-a-ny Cabe.

Bethany looks up to see AGENT RICHARD RENNSELAER. She smiles, stunned.

RICHARD (cont'd)
Of all the clandestine military bases in all of Southeast Asia...

BETHANY
I had to walk into yours.

**INT. MILITARY BASE -- SOUTH KOREA -- HALLWAY -- NIGHT**

Richard walks Bethany down the spare white halls.

RICHARD
You changed your name back to Cabe.

BETHANY
Rennselaer was too hard to spell. What was a SEAL team doing that close to the Chinese border?

RICHARD
It was supposed to be a simple Recon. SAT-COM picked up an un-I.D.'d warehouse outside Sinuiju. We sent them in to check it out.

BETHANY
Private or Government installation?

RICHARD
They never got a chance to find out. What's Homeland Security's interest in our boy?

PATRICK BAKER

BETHANY
His story's pricked up some ears. Especially the part about --

RICHARD
Previously Unidentified Ordinance -- "PUO", they're calling it.

BETHANY
PUO draws attention. If the Koreans have new weaponry, that's one thing, and we'll trust SHIELD to take care of it. But if private guerillas are capable of wiping out a SEAL team, we'd like to see them eliminated as quickly as possible.

Richard leads her to a closed DOOR. He pauses.

RICHARD
Look Beth, this thing is... Scary.

BETHANY
Scared. You?

RICHARD
All I'm saying is, if the Koreans have weapons like *these*; We're in bigger trouble than we thought.

**INT. MILITARY BASE -- SOUTH KOREA -- MED-ROOM -- NIGHT**

BRIGGINS lies in a bed, BRUISES and BURNS exposed. His STARK MINI-BINOCULARS are plugged into Bethany's STARK LAPTOP. Blurry PHOTOS run a slideshow of trees, metal edges, and flashes of LIGHT.

BETHANY
These lights. Is that Tracer fire?

BRIGGINS
Wasn't tracers... One got me here.

The wounded SEAL holds up his right arm, drawing back the wide BANDAGE. A neatly cauterized, half-circle DIVOT has been BURNED from the meat of his tricep. The skin around it is badly BRUISED, purple and blue.

PATRICK

BRIGGINS (cont'd)
Didn't even hurt at first, just knocked me through the bushes. Probably saved my life. Hurts now.

Bethany sits back, meeting Richard's look. Yeah... scary.

BAKER

**INT. TONY'S OFFICE -- DUSK**

A PLASMA TV plays NEWS FOOTAGE of Kelner Smith pulling his gun and Rhodey tackling him. Rhodey's two GUNSHOTS ring out.

ANCHORMAN (V.O.)
Spectators attending today's opening of Industrial Magnate Howard Stark's new "Ironworks" facility on Long Island were stunned as long-time Stark Chief Designer Kelner Smith, attempted to assassinate the controversial billionaire, just moments before cutting the ribbon on a facility which Smith himself had spent the past five years designing.
(MORE)

ANCHORMAN (V.O.) (cont'd)
Smith failed to injure Stark before being shot and killed by James Rhodes, Stark Industries Director of Global Security. Stark's son, Anthony, did not attend the event.

TONY
Stark's son Anthony wasn't invited.

Tony MUTES the TV, and goes back to signing CHECKS whose amounts are pretty startling. A neat-as-a-pin WOMAN in her 50's sits across from his desk, collecting them patiently. Muffled MUSIC plays nearby, muted by a dull, steady HUM.

MRS. ARBOGAST
Have you called your father?

TONY
Why?

MRS. ARBOGAST
Someone did try to kill him.

TONY
It's not the first time.
(off her frown)

PATRICK

Mrs. Arbogast, trust me. The greatest gift I can give my father is to leave him alone. -- May I go now?

BAKER

Signing the last check, Tony gives her a pleading look. Mrs. Arbogast folds her hands in her lap, not giving an inch.

MRS. ARBOGAST
If you feel you're done with work.

TONY
Done? I've got a damn Press Conference to get to.

MRS. ARBOGAST
Yes, it's a tough old life. -- Did you have to take them all with you?

Pulling on a HUGO BOSS jacket, Tony stops at the door of his surprisingly small office. He smiles.

TONY
That's how you get the best press.

Tony opens the door, and enters the MAIN CABIN OF:

**INT. TONY'S PRIVATE JET -- DUSK**

A privately converted, TWO-STORY 747. REPORTERS, Tony's CREW and the MODELS from the speed trials drink Champagne, enjoying the MUSIC and phenomenal luxury of the plane. On sight of Tony, his CREW CHEERS, photographers SNAP PICTURES.

JESSICA CAHILL (30's, beautiful) asks the first question.

JESSICA CAHILL
Mr. Stark. Will you be seeing your father once we land in New York?

Tony grins. She's baiting him. Because she slept with him.

TONY
Miss Cahill, I am given minute by minute updates on my father's condition. Right now, I believe he's eating a steak at Morton's.

The other reporters laugh. Cahill presses on.

JESSICA CAHILL
Do you have any idea why Mr. Smith wanted to kill your father?

TONY
Miss Cahill, all of you were *with me* when this happened. I'll tell you next time I speak to my father.

BETHANY
When will that be?

TONY
Next time I let you on my plane. NEXT!

**INT. PRIVATE JET -- NIGHT**

The party. Tony POPS the cork off a bottle of CRISTAL.

TONY
To my Stark Realities Crew; Turning my insanity into reality for far too long. Next stop, the stars.

Tony upends the champagne, slugging it like an icy cold beer.

PATRICK BAKER

**INT. TONY'S PRIVATE JET -- BEDROOM -- NIGHT**

It's quieter in Tony's on-board BEDROOM. He sits close to a beautiful MODEL on a plush couch, both of them toasted. A quintangled METAL PLATE sits on the table before them, like a bulked-up hotplate. Blocky metal COMPONENTS rest atop it.

TONY
Okay, watch this, uh... What's your name again?

TARA
Tara.

Tony enters something into the CONSOLE on the plate. The plate POWERS UP, GLOWING a soft BLUE, as the LIGHTS of the plane dim with the drain. But the metal COMPONENTS RISE INTO THE AIR, creating first a FLOATING "T", then an "A"...

Jeremy KNOCKS, pokes his head into the room.

JEREMY
Someday you're going to crash this plane, sucking that much power.

TONY
Please. We are perfectly level.

JEREMY
We landed twenty minutes ago.

TONY
Ah. Excellent.

Tara watches her name spelled out in rapt fascination.

TARA
Tony, how did you *do* this?

TONY
Come on. I'll show you.

**INT. STARK REALITIES -- MAIN ENTRANCE -- NIGHT**

Tony, Jeremy and Tara stumble, laughing through the entrance to STARK REALITIES, Tony's dream factory. The "factory floor" is a wide-open expanse, where TECHNICIANS and SCIENTISTS work on various ground-breaking projects.

TONY
By the way, where's my money?

PATRICK BAKER

JEREMY
Uh, according to the folks at Guiness, a successful run means bringing your vehicle to a complete stop.

TONY
Hey, you don't stop more completely than I did.

JEREMY
Crashing doesn't count. If not for your impact baffles on the cockpit, I'd be talking to a grease spot.

TONY
What Guiness fails to realize is how many lives I've just saved by surviving a car-crash at better than a thousand miles per hour.

JEREMY
Congratulations. You still owe me fifty large.

PATRICK

TONY
(laughs)
Fine. I've got cash in my office. If that damn rock hadn't blocked the port --

BAKER

JEREMY
It's the Transmission Differential; Interrupt the flow just a touch, and your power surge scatters.

TONY
If we could just... Turn around.

Jeremy turns dutifully as Tony uses his back as a desk. Tony scribbles mad figures onto a FOLDED PHOTO of TARA.

TARA
Hey, that's my J-Card!

TONY
Send me a new one, sweetheart.

Tony looks at the figures. He grins at Jeremy.

**INT. STARK REALITIES -- NIGHT**

CLOSE ON: A MICROCHIP, not the green, soldered plastic kind. This Chip is sheer black metal, crisscrossed with delicate, highly complex silver CIRCUITRY.

TONY
This... will save countless lives.

TARA
What is it?

JEREMY
An Implant Chip which monitors your central nervous system.

TONY
Say you're climbing Everest, and you're hit by freak wind shears.

JEREMY
(to Tara)
I know, it happens to me a lot too.

TONY
If you've got one of these fellas implanted in the nerve cluster at the base of your neck, your base camp can monitor your vital signs. If you're incapacitated, they can determine your injuries and pinpoint your location for rescue.

JEREMY
Just imagine if we put them in fighter pilots.

TONY
*No* military contracts.
(to Tara)
But *this* is our crown jewel.

Tony shoots Jeremy a look and walks off to where FRANKIE works feverishly on a REPULSOR LIGHT GENERATOR. Frankie ACTIVATES the generator, which RISES INTO THE AIR, floating on a bed of SOLID LIGHT.

TARA
Wow.

PATRICK BAKER

TONY
Repulsor Light. I've spent my whole life creating this.

TARA
What is it, like a laser?

FRANKIE
"Lasers." So Twentieth Century.

TONY
A laser amplifies light to create a focused beam of heat and radiation.

Tony places a loving hand on the floating generator. It SPINS in its bed of light, unfettered by gravity.

TONY (cont'd)
Emitting *no* radiation, Repulsor Light offers infinitely variable levels of light, heat and *force.* It can provide lift for flying vehicles, be used for drilling through rock, anything. The uses are limitless. It's like, "solid light" if you will.

PATRICK BAKER

Tara's hand subtly brushes Tony's.

TARA
Oh, I think I will.

TONY
Yeah... We should go.

FRANKIE
But you said we were gonna work on the Transmission Differential --

TONY
Oh, right. I worked it out.

Tony hands Frankie Tara's crumpled J-CARD, with Tony's PHYSICS EQUATIONS scrawled over a black and white shot of TARA, languorously lounging in lingerie.

FRANKIE
That's... wow. That's tremendous.

Tony escorts Tara back to the door, calling back to Frankie.

TONY
Pay attention to the figures!

FRANKIE
Oh, I am. Definitely.

**INT. BETHANY'S OFFICE -- MORNING**

Bethany sits back in her chair, staring at Briggins' PHOTOS of the attacks. Those strange bolts of killing LIGHT.

TITLES: HOMELAND SECURITY, ICE DIVISION (Immigration and Customs Enforcement) WASHINGTON D.C.

She reaches for her coffee, accidentally knocking the NEW YORK TIMES to the floor. It falls open to PAGE ONE. Still holding Briggins' PHOTO, she picks it up... and stops.

BETHANY
Whoa.

The HEADLINE reads: MILLIONAIRE TONY STARK SURVIVES LAND-SPEED ATTEMPT. Three color PHOTOS show the progression of events; 1) The SPEEDER flying across the sand. 2) The SPEEDER CRASHING through the stands. 3) TONY, rising from the wreck.

Briggins' photo lies across the picture of the flying speeder. The LIGHT-BOLT from the photo seems to CROSS OVER to the REPULSOR LIGHT blasting from the rear of the speeder.

The searing BLUE ENERGY is IDENTICAL in both photos.

DELINO (V.O.)
Where've you been?

Bethany JUMPS. Her superior, TOM DELINO stands in the door. Bethany scoops up the paper, FOLDING IT OVER in her hand.

BETHANY
Hi Tom. South Korea.

DELINO
What's the story?

BETHANY
No story yet. -- But I'm on it.

**INT. YACHT -- TONY'S BEDROOM -- MORNING**

Tony lies in a sumptuous bed, wrapped in crumpled linens. The room is dark. EMPTY CHAMPAGNE BOTTLES line the end table. Sudden LIGHT intrudes as JEREMY bangs through the door. Tony reacts as if struck in the head.

PATRICK BAKER

JEREMY
Good morning, Boss!

TONY
Don't call me that. What time is it?

JEREMY
Seven-thirty.

Tony tries to sit up, but falls over again, dislodging an EMPTY CHAMPAGNE BOTTLE from the bed.

TONY
The room is tilting -- Why is the room tilting?

Jeremy opens the WINDOWS, revealing a rocking SEA outside.

JEREMY
Because you slept on the boat.

**EXT. YACHT -- DAY**

Tony's YACHT CUTS THROUGH THE WAVES like a sharp blade. The back of the sleek racing vessel names it the "INVINCIBLE".

Tony is at the helm, wheeling the boat through rough water. He is showered, shaved, hangover shaken off by the BEER in his hand. Jeremy is beside him, watching him run the Crew.

PATRICK BAKER

TONY
NO, TIE IT DOWN!

JEREMY
Just think about what a military contract could do for us.

TONY
Jeremy, nothing in the military-industrial complex happens without my father's imprimatur.

JEREMY
Imprima-what-who?

TONY
I SAID, TIE IT DOWN! WE'RE GETTING LIFTS UP HERE! -- He'd devour us.

JEREMY
He's one of the richest men in the world. Think of the funding.

TONY
Forget it.

JEREMY
Tony... are you sure you're not letting your feelings as a son hamper your decisions as a CEO?

TONY
Let me tell you something, Jeremy; My father would love nothing more than to apply our patents to war machines capable of simple, push-button devastation. Just imagine a tank powered -- and *armed*, with Repulsor technology.

JEREMY
I have. Don't you believe America should have the best weapons?

TONY
I *believe*, as Einstein did, that once weapons like that are exposed to the world, it's a short leap into a multiplicity of the wrong hands. I'm in no mood to rush the destruction of mankind. Frankly --

PATRICK BAKER

Tony catches the eye of CLAIRE, the stunning, athletic CREW MEMBER, running out line between her hands. Claire smiles at him. He shoots a grin back at her.

TONY (cont'd)
I'd rather be sailing.

**INT. YACHT -- TONY'S BEDROOM -- NIGHT**

CLOSE ON: TONY, sleeping. It's late. ABOVE, on deck, he hears FOOTSTEPS. His eyes SNAP OPEN.

**EXT. YACHT -- NIGHT**

Tony creeps up to the DECK, a BASEBALL BAT, covered in actual All-Star AUTOGRAPHS, in his hands.

BETHANY (O.S.)
Freeze, slugger.

Tony freezes. He turns, stunned to find:

TONY
Bethany Cabe.

Pointing her finger at him. He lowers the bat. She lowers the finger.

TONY (cont'd)
What are you doing here?

BETHANY
We need to talk.

TONY
I can't believe this... It's been --

BETHANY
Since college.

TONY
I heard you became a spy.

BETHANY
An Agent. For Homeland Security.

She pulls Briggins' PHOTO from her purse.

BETHANY (cont'd)
Do you recognize this?

Tony's surprise at seeing Bethany shifts as he recognizes his own technology in the photo.

TONY
What is this? Where did this come from?

BETHANY
Tony, I'm taking a risk coming here. But I wanted to talk to you before I spoke to my superiors. Once this gets out --

TONY
Once what gets out?

PATRICK BAKER

BETHANY
A few nights ago, an American SEAL Team was killed in North Korea. By weapons... that looked like this.

She holds up the NEW YORK TIMES photo of Tony's speeder.

BETHANY (cont'd)
Is this your technology?

TONY
It... Yes, this is my Repulsor technology, no question.

BETHANY
How did it get to North Korea?

TONY
I have no idea. Until now, I thought this technology had never been *seen* outside my workshop. I --

A BUMP from the cabin below. Tony speaks quickly.

TONY (cont'd)
Look, thank you for coming to me with this. Can we talk tomorrow? I'll dig up everything I can, and we'll figure this out together.

BETHANY
Tomorrow. This is pretty time-sensitive --

CLAIRE
Tony -- ? Is everything alright?

Just then, CLAIRE opens the BEDROOM HATCH, dressed in a very expensive sheet. The half-naked woman freezes as she sees Bethany on deck. Bethany nods. She should have known.

BETHANY
Tomorrow it is, Mr. Stark.

Bethany jumps back onto the dock and walks off. The girl in the sheet cuddles up behind him... but he is lost in thought.

CLAIRE
Are you okay? Who was that?

Tony picks up the SATELLITE PHONE by the wheel, dials.

PATRICK BAKER

TONY
Mrs. Arbogast. Sorry to wake you. I need you to collect all the data pertaining to Repulsor Development over the past five years. Yes, everything. *Especially* office communications. I'll fill you in tomorrow. Thanks.

Tony goes back to watching after Bethany, who is long gone.

CLAIRE
So... Are you coming back to bed?

**INT. STARK REALITIES -- NIGHT**

Tony walks briskly through the halls of the dark building, pausing as he SEES; The LIGHTS are ON *in his office.*

**INT. STARK REALITIES -- TONY'S OUTER OFFICE -- NIGHT**

BANG -- Tony kicks the door open!

MRS. ARBOGAST
AGHH!

TONY
AHH! Mrs. Arbogast! I'm sorry. I didn't expect you here.

MRS. ARBOGAST
You said there was work to be done. What's going on, Mr. Stark?

Tony crosses to enter his office proper.

TONY
I don't know.

MRS. ARBOGAST
It's just, everyone's working so late tonight.

TONY
... Everyone?

**INT. STARK REALITIES -- JEREMY'S OFFICE -- NIGHT**

JEREMY works intently on his computer. He reaches for his COFFEE CUP. Empty.

PATRICK BAKER

He puts his computer to "sleep", and takes his coffee cup down the hall -- As TONY slips around the corner, watching him go. He sits down at JEREMY'S COMPUTER, waking it up. His jaw drops, seeing what is revealed there...

**INT. STARK REALITIES -- JEREMY'S OFFICE -- NIGHT**

Minutes later. Jeremy sits down at his computer again.

TONY (O.S.)
How long, Jeremy?

Tony sits in a dark corner of the office, waiting.

JEREMY
Jesus! Tony, you scared the hell out of me.

Tony rises, stepping out of the shadows.

TONY
How long have you been selling us out to my father?

JEREMY
Look, I don't know what --

Tony hits Jeremy's SPACE bar.

ANGLE ON: THE COMPUTER, which shows a spinning schematic of an bulky, advanced RIFLE.

JEREMY (cont'd)
Oh, that. It's a Repulsor rifle. I designed it. For myself. Just a, fun experiment, you know...

An E-MAIL ADDRESS on-screen reads: JHAMMER@IRONWORKS.US

TONY
That you E-mailed to Ironworks.

JEREMY
Tony --

TONY
Seven years. Have you been selling me out the whole time?

JEREMY
... Yeah.

PATRICK BAKER

TONY
Give me your Security Pass.

Jeremy gives it to him.

JEREMY
Tony, look... What can I do?

TONY
Get out.

**EXT. STARK MANSION -- GUARD GATE -- DAY**

Howard Stark's MANSION is ENORMOUS, more castle than house. A heavy IRON GATE runs between stone pillars. PHIL, the GATE-GUARD steps out as a CHERRY-RED HUMVEE with a REINFORCED GRILLE rumbles down the private lane. Phil puts on his polite smile... Which fades as the Hummer ACCELERATES. Phil DIVES aside as the HUMMER PLOWS THE GATE OFF ITS HINGES.

PHIL
North Gate to Control! We have a gate crasher!

PATRICK BAKER

**EXT. STARK MANSION -- FRONT DOOR -- DAY**

RHODEY runs out the front door, flanked by TWO SECURITY -- all with GUNS AIMED at the HUMMER which SKIDS to a stop. Rhodey lowers his pistol as TONY gets out, mad as Hell.

RHODEY
That was a quarter-million dollar gate, Tony.

Tony brushes past him, heading inside.

TONY
I'll send him a new one.

**INT. STARK MANSION -- HALL OF ARMOR -- NIGHT**

SUNLIGHT drifts into the MAMMOTH HALL through tall, STAINED GLASS WINDOWS. The hall is LINED with spectacular SUITS OF ARMOR from all periods of History.

CLOSE ON: A FEARSOME BLACK METAL MASK, crafted into the vulpine, grinning face of a demon. HOWARD STARK wears a suit of black, lacquered JAPANESE ARMOR. He holds a wooden KENDO sword, facing off an OPPONENT. Stark BURSTS forward, STRIKING his opponent three times -- WHACK, SMACK, CRACK!

Tony storms in, followed by Rhodey.

TONY
*DAD*!

Howard's final stroke falls wide. His opponent's up-counter STRIKES Howard in the CHIN, rocking his helmet back.

SPARRING PARTNER
(rushing to him)
Mr. Stark, my god! Are you --

Stark Sr. STRIKES UP into his onrushing GUT. The man CRUMPLES. STARK removes his mask, turning to Tony.

HOWARD STARK
What can I do for you, Anthony?

TONY
I uncovered your mole.

HOWARD STARK
I'm not sure to whom you're referring.

PATRICK BAKER

Tony points at JUSTIN HAMMER, sitting on the sidelines.

TONY
Jeremy Pilbuck. Your running dog here got him hired at my company seven years ago.

HAMMER
How *dare* you --

Stark holds up a hand, trying to calm everyone.

HOWARD STARK
Justin, please. Anthony, I know you're upset --

TONY
I'm not upset, Dad. I just continually marvel at the depths you're willing to sink to.

HOWARD STARK
Careful, boy... Those are the depths that created you.

TONY
Seven years of stealing my ideas, using my technology to build God knows what. Well, it stops today.

Hammer's had enough. He rages at Tony.

HAMMER
*Your* technology? *Your* ideas? If memory serves, it was your father's money that founded your company!

TONY
On the grounds that I remain independent of S.I.

HAMMER
What a cozy little world you live in, Anthony. We have a right to those patents.

TONY
My lawyers read the contracts differently, Mr. Hammer.

PATRICK

HOWARD STARK
Anthony, I'm sure we can work this out. We're both businessmen --

TONY
See, I thought you were supposed to be my father.

BAKER

HOWARD STARK
Now you're just being dramatic.

TONY
Dramatic? As of this morning, I am filing suit against Stark Industries for Technology theft and Industrial Espionage. S.I. will *immediately* cease development and distribution of *all* weapons and communication systems based on my work... Or I swear to God I'll rip this Company out from under you. Good afternoon, gentlemen.

**INT. STARK MANSION -- MAIN FOYER -- DAY**

Tony stalks back to the front door.

RHODEY
Tony! Hang on!

TONY
Forget it, Rhodes. You're just as bad as the rest of them.

RHODEY
Hey! What the Hell did I ever do?

Tony spins on him, jamming a finger into his chest.

TONY
You went to work for my father after you left school.

RHODEY
Yeah. Because I was pissed at you.

TONY
Exactly. You threw away a Physics Doctorate to, to be my Dad's Security Guard.

RHODEY
Hey, back off Trust Fund. First off, I left school because of *you*.

TONY
Please. You don't even remember that girl's name.

RHODY
Her name was Rina. Second, I'm S.I.'s Director of Global Security. I get paid in the high six figures. It ain't inheritance money, but it doesn't make me a traitor, either.

TONY
No, it makes you a pawn. Just like the rest of us.

**EXT. STARK MANSION -- FRONT DOOR -- DAY**

Tony marches down the main stairs to his Hummer.

RHODEY
What exactly concerns you here Tony, your dad making a profit off you? You don't think that's a little hypocritical?

PATRICK BAKER

TONY
What concerns me is that the technology I'm trying to save lives with could easily be made into some truly disturbing weapons. Profit or not, I don't trust them in my Dad's hands. Remember the X-14?

RHODEY
Yeah, yeah... I remember.

FADE TO:

**INT. PHYSICS THEATRE -- DAY**

A set of AUTOMATED CURTAINS pull across the bright morning light, streaming through the high Theatre's windows.

TITLES: CAL-TECH. SEVEN YEARS AGO.

The place is PACKED to standing for Tony and Rhodey's Doctoral Dissertation. Some wear sun-glasses, which are being handed out at the door. Not goggles, just glasses.

Young BETHANY sits in the audience, holding hands with a young RICHARD. But she's watching Tony. Intensely.

PATRICK BAKER

TONY
From one drop of water...

In the dim light, Tony drops a DROPLET of WATER into an empty GLASS CASE. But when it hits the center, it FLOATS, wavering like a tiny, wind-blown lake, GLOWING a sudden BRIGHT BLUE.

TONY (cont'd)
Unlimited power.

Suddenly, EVERY LIGHT IN THE PLACE BEGINS TO GLOW POWERFULLY, including the red exit signs. POWER THRUMS through the room. Everyone puts on their sunglasses, beginning to applaud.

PUSH IN ON: BETHANY. Proud of him. He smiles up at her.

But Tony stops smiling as the light, and the water-drop, glow to BLINDING -- And he sees a younger JUSTIN HAMMER in the back of the room, rising and leaving.

FADE WHITE TO:

**EXT. DESERT -- DAY**

PULL OUT FROM: A GLOWING, quivering water-droplet -- enclosed in a GLASS CASE at the end of a huge BALLISTIC MISSILE.

HOWARD STARK (O.S.)
From one drop of water, Gentlemen.

HOWARD STARK and JUSTIN HAMMER stand on the edge of a STONE MESA, looking out over the desert flatlands. A GROUP OF BUSINESSMEN and MILITARY OFFICERS stands in attendance.

HOWARD STARK (cont'd)
Unlimited power.

RHODEY and TONY pull up in a JEEP, skidding to a dusty stop. Tony sees the missile. He leaps out of the Jeep.

TONY
DAD!

WHAM! -- The MISSILE LAUNCHES, blazing into the valley, its torque, turns and movement amazing. In the valley, it EXPLODES in a BLAZE of POWERFUL LIGHT, which WIPES the stone shelf of the desert clean of life. The men step back.

PATRICK BAKER

HOWARD STARK
Relax Gentlemen, The X-14 produces no radiation. And yet the effect --

Howard holds a hand out over the devastated valley.

TONY turns his back on his father forever. He walks away; An odd, GLITTERING MUSHROOM CLOUD rising behind him.

FADE TO:

**EXT. STARK MANSION -- FRONT DOOR -- DAY**

Present Day, the front steps. Rhodey rubs his eyes.

RHODEY
Yeah, I remember the X-14. But I'll tell you something, Tony: Come crashing in here like this again, I'll have you arrested.

Tony stalks down to his Truck in the driveway.

TONY
That's it Rhodes, you just keep playing your part.

RHODEY
You need to grow up, Tony.

TONY
And you need to wake up.

Tony climbs into the Hummer, cranks the engine into a ROAR.

TONY (cont'd)
Your new gate's here.

Tony TEARS out of the driveway, passing a STARK REALITIES FLATBED TRUCK which carries a new GATE up to the house.

**INT. STARK MANSION -- HALL OF ARMOR -- DAY**

Howard Stark watches the Hummer disappear around the bend, thinking of all he failed to accomplish with his son.

PATRICK

HAMMER
Filing against his own father. The drunken, irresponsible dilettante.

HOWARD STARK
I knew this day was coming. I just, didn't think it would come so soon.

BAKER

HAMMER
Howard, listen to me. He's filing in Federal Court. He'll subpoena everything. Our company records will be splashed across the front page of the New York Times. We have to counter, tie him down --

HOWARD STARK
No.

HAMMER
Howard. If he blocks our use of his systems --

HOWARD STARK
He won't.

HAMMER
How can you know that?

HOWARD STARK
I know my son. Before he knows it --
He'll be onto other things...

**INT. HUMMER -- DAY**

Tony drives, jaw flexing in rage. He DIALS his car phone.

BETHANY (V.O.)
This is Cabe.

TONY
Cabe. Stark here.

INTERCUT TO: BETHANY, in her HOTEL ROOM. She smiles.

BETHANY
Oh are you Groupie-free, now?

TONY
Do you want to have dinner?

She puts the phone to her forehead. She does, but...

BETHANY
Look, Tony. I came here because my case brought me here. That's all.

TONY
Yeah but you still eat don't you? Look, I've found out some things.

BETHANY
Okay... Dinner.

TONY
I'll pick you up in thirty minutes.

BETHANY
Um, well... You know it's noon --

But he has already hung up.

**INT. BETHANY'S HOTEL ROOM -- NIGHT**

Bethany applies the final touches to her make-up. She looks fantastic -- in a thrown-off, casual way. She checks her watch: 12:30. Outside a SOUND begins to BUILD... She peers through the hotel CURTAINS.

PATRICK BAKER

BETHANY
No. Come on...

**EXT. HOTEL -- VALET AREA -- DAY**

On the GRASSY CIRCLE before the Valets, Tony sets down a SLEEK, high-tech HELICOPTER. People gape. Some recognize the handsome millionaire. They point and cheer him on.

Utterly embarrassed, Bethany crosses to the Chopper.

BETHANY
(climbing in)
Subtle. Where are we going?

TONY
The airport.

BETHANY
Ah, lovely. Dinner at the airport.

TONY
No, my plane is at the airport.

Tony LIFTS OFF in a ROAR of rotors.

BETHANY
Where exactly are we eating?

TONY
A little place I know.

PATRICK BAKER

**EXT. EIFFEL TOWER -- TOP PLATFORM -- NIGHT**

SPACE-CAM PUSH IN: OVER PARIS, homing in on the very TOP of the EIFFEL TOWER; To a small PRIVATE PLATFORM, where one linened table sits in between two huge, spinning ELEVATOR REELS. An impeccable WAIT-STAFF tends to their every need.

A glass of RED WINE is set before Bethany.

BETHANY
Oh, I don't usually drink red.

TONY
You want to try this one. Jacques?

Tony gestures to the SOMMELIER, who brings over a BOTTLE of wine. Fine SILT falls as he gingerly turns to the DATE.

BETHANY
1892. -- I just want to touch it.

She touches the ancient label, the raised ink. The moment she does, the bottle SLIPS. Bethany cries out, but the SOMMELIER catches it again. Tony cracks up, as does Jacques, who gives Tony a wink and takes the bottle back behind a wall set up for privacy, and a wind-break for their guests.

TONY
To the City of Light.

**EXT. EIFFEL TOWER -- PLATFORM -- NIGHT**

CLOSE ON: TWO EMPTY, dusty bottles of RED.

TONY
Tell me what those soldiers saw in Korea. Tell me exactly.

BETHANY
Tough to say exactly. Only one survived, and he was in shock... Flying drones. Not like U.S. Predators, more maneuverable. Hovering "like a hummingbird". Ultra high-speed automatic weapons. Tanks firing lasers...

PATRICK BAKER

TONY
Lasers.

BETHANY
You're the electronics genius. Who could've created stuff like that?

TONY
You know... I think I did.

**INT. TONY'S PRIVATE JET -- NIGHT**

Flying back, the two share a glass of LOUIS XIII COGNAC.

BETHANY
I can't believe your own father would steal from you.

TONY
I'm having trouble with it myself.

BETHANY
Did Stark Industries build those weapons in Korea?

TONY
They're definitely my technology. But my father would never knowingly kill American soldiers. The man's a die-hard patriot. I tend to think Justin Hammer's behind it all. As long as they're showing profits, maybe my father just -- looks the other way. One more?

Tony moves the crystal bottle to her snifter.

BETHANY
God, no... What a night.

She stretches back on the couch, revealing a taut stomach.

TONY
So -- whatever happened to Ricky?

BETHANY
Who's Ricky?

TONY
From college. The one I could never convince you to dump.

BETHANY
Oh Richard. -- I married him.

TONY
(damn)
Congratulations.

BETHANY
Yeah well, most folks like to get that in before the marriage ends.

TONY
(tremendous)
I'm so sorry. What happened?

BETHANY
I went Domestic Intelligence, he went SHIELD. As we know, Interagency Personnel don't communicate particularly well.

PATRICK BAKER

TONY
He's the only man I was ever jealous of.

BETHANY
Then maybe that night we were supposed to go out, you should have picked me up yourself. Instead of sending your driver.

TONY
I was a kid. I thought you'd be impressed.

BETHANY
I wasn't.

**EXT. AIRPORT -- NIGHT**

Bethany and Tony descend the Jet-way stairs unsteadily.

BETHANY
No helicopter this time?

TONY
Can't fly to your hotel this late, I'd wake everyone up.

BETHANY
That's convenient.

TONY
(laughs)
My whole life is convenient.

PATRICK BAKER

Just then, a spectacular MIDNIGHT BLUE BUGATTI EB VEYRON turns the corner. Bethany gapes nakedly as a suited VALET hands Tony the keys.

BETHANY
This is a Bugatti Veyron.

TONY
(knowing full well)
Oh, you still into cars?

BETHANY
This is a million dollar car.

TONY
Yeah? I wouldn't know.

**INT. BUGATTI -- NIGHT**

MUSIC pulses from a sumptuous sound system, over the low RUMBLE of the Bugatti's massive 16 CYLINDER ENGINE. Bethany sits, ensconced in the car's plush interior.

BETHANY
Sixteen cylinders. 1000 horsepower, right?

Tony REVS the engine. It ROARS.

TONY
Sounds like 1001 to me.

BETHANY
Are you sure you're okay to drive?

Tony clicks the PADDLE SHIFTER into gear.

TONY
Absolutely.

Bethany is PUSHED BACK into her seat as the car TAKES OFF.

PATRICK BAKER

**EXT. FOREST ROADS -- NIGHT**

Bethany's face flushes as Tony swings the car deftly through the thickly treed roads. This ride is awesome.

TONY
Your Dad still a race mechanic?

BETHANY
He passed away.

TONY
I'm sorry. He was a good man.

BETHANY
He was. I was lucky.

TONY
Sure. You could've had mine.

BETHANY
Ah, you did alright. Not many kids get to fly their senior class to New Zealand on their own plane.

TONY
Cinched up Class President though, didn't I?

In the REAR VIEW, another CAR is approaching. The other car comes up on their ass, with its brights on.

BETHANY
What's this guy's problem?

TONY
Doesn't know who he's dealing with. Hang on.

BETHANY
Tony...

Tony HITS THE GAS. The Bugatti LAUNCHES forward, leaving the second car far behind -- For a moment. There is a sudden FLARE of BLUE LIGHT behind them, as the headlights behind them SPEED to a blur, CATCHING UP TO THEM. Easily.

TONY
That's impossible. This was the fastest car in the world.

BETHANY
(looking back)
I don't think that's a car.

PATRICK BAKER

**EXT. FOREST WOODS -- NIGHT**

SIDE ANGLE: On the ROAD, where the Bugatti WHIPS BY, followed by a speeding STEEL VEHICLE. Form the side, it looks like an unpainted test model for a new sports car. FROM THE FRONT, the pursuing vehicle's two-wheeled SIDES are held together by interconnecting HOUSINGS, like a catamaran.

ANGLE ON: The HEADLIGHTS, over which two PANELS SLIDE OPEN, revealing slim, modernized RIFLE HOUSINGS which EXTEND and LOCK INTO PLACE, FIRING a BLAZING STREAM of ULTRA HIGH-VELOCITY REPULSOR LIGHT "BULLETS" at Tony's Bugatti. The effect is like machine gun fire, but brighter, stronger.

**INT. BUGATTI -- NIGHT**

They both duck as the PURSUER'S CHAIN-GUNS SLICE THROUGH THE REAR WINDOW like a deli-slicer.

TONY
Get down!

Tony WHIPS the car across the road, trying to avoid the murderous streams of gunfire. Bethany draws her PISTOL. Bethany FIRES through the shattered rear window at the attacker. The bullets SNAP and PING off the pursuit vehicle's reinforced ARMOR.

Tony glances at the SPEEDOMETER; Just passing 100.

TONY (cont'd)
Hang on.

Tony hits the RACING BRAKES and WHIPS the Bugatti around A SUDDEN TURN, catching the attack vehicle unawares. The metal vehicle flies off the road, directly INTO A THICK OAK TREE. There follows a series of EXPLOSIONS down the middle of the "car", though most are EXPLOSIVE BOLTS LETTING GO AS --

The ATTACK VEHICLE SPLITS INTO TWO ARMORED CYCLES. The WHEELS FOLD UP as their REPULSOR ENGINES LAUNCH THEM INTO THE AIR, flying after the Bugatti like mad, weaving mosquitos.

TONY (cont'd)
Okay, this is getting worse...

BETHANY
Fah... They can *fly*?

TONY
No, they can rocket.

BETHANY
What's the difference!?

TONY
Turning radius.

PATRICK BAKER

SIDE ANGLE: The perforated BUGATTI SCREECHES ACROSS the wooded road in sweeping S-turns, the JET-PROPELLED CYCLES RIGHT BEHIND, swinging in intersecting arcs, firing away.

OVERHEAD ANGLE: Tony TAKES A TURN, sharp enough that if they weren't in a race-tuned super-car, they'd both be dead. The CYCLES aren't ready for the turn, flying WIDE. They CRASH through the trees. Fortunately for the FLYING CYCLES, the trees OPEN UP just then into a wide FIELD.

OVERHEAD ANGLE ON: THE FIELD, as the deadly pair execute WIDE, flaming ARCS to bring them BLASTING back in pursuit.

**INT. BUGATTI -- NIGHT**

Bethany gets a clear look into the side of one cycle.

BETHANY
There's nobody flying those things!

TONY
There is. By remote. Let's make it tougher on them.

Tony flicks off his lights, getting into this.

**EXT. WOODED ROAD -- NIGHT**

Tony ACCELERATES PAST *175 MPH*. The CYCLES pour on the speed, Repulsor-jets BLASTING, guns BLAZING.

At the apex of their speed, Tony suddenly PULLS THE PARKING BRAKE, WHIPPING the back end of the Bugatti around so that they are HEAD TO HEAD with the onrushing CYCLES, HURTLING BACKWARDS. Tony hits his HIGH BEAMS, BLINDING THEM.

The windshield BLOWS OUT under wild light-fire, but Tony watches out the back, and at *just the right moment*, he HITS THE GAS. TIRES SCREAM as they hurtle the car FORWARD AGAIN.

The Cycles however, can't stop like that. Tony DARTS BETWEEN THE ROCKETING CYCLES, clearing their sight line -- TO REVEAL A STONE WALL RUSHING RIGHT AT THEM. The Cycles SLAM INTO THE WALL with a double KA-WHAM!!!

Tony SPINS the car again, coming to a stop with the CLOUD OF DUST from the shattered stone wall billowing about them. The two sit in stunned silence. One cycle has been reduced to wreckage. The other, SPARKING with SHORTING ELECTRICITY, RISES like a spitting demon.

BETHANY
One's getting up.

TONY
No it's not.

Tony FLOORS IT. The car SMASHES INTO THE CYCLE, lodging the demolished thing into the wall. The problem is, the cycle's MACHINE LIGHT-GUN is now *aimed down into the car.*

TONY (cont'd)
Get out, get out!

They DIVE out of their respective doors as the Cycle FIRES WILDLY INTO THE BUGATTI in fury at its immobility. Bethany rolls over her shoulder and runs. Tony gets to his feet, seeing SPARKS FLYING... toward a pinprick SPRAY of GASOLINE.

PATRICK BAKER

TONY (cont'd)
Bethany!

PAN WITH: Tony, SPRINTING, hearing the IGNITION SPARK. He TACKLES Bethany Cabe, SHIELDING HER WITH HIS BACK AS -- The CAR EXPLODES, BLOWING TONY AND BETHANY INTO THE WOODS.

CLOSE ON: TONY, HITTING A TREE, hard. Time slows as his body spins through the air, landing in the soft field grass. Tony can hear a fire roaring, his name being called over and over. But all this peacefully FADES AWAY TO... BLACK

FADE IN: The SOUND of an irregular HEART BEAT...

**INT. HOSPITAL ROOM -- NIGHT**

PULL BACK FROM: TONY, wearing a FULL-BODY SUIT of material which PULSES like a heartbeat. He is hooked up to an array of MEDICAL MACHINES, amidst a sea of FLOWERS and CARDS.

DOCTOR SHAEFFER
The body of the car was a Carbon-fibre Composite. X-rays showed elements of melted shrapnel in, and around, and... throughout the left ventricle of his heart. The heart is operating at maybe thirty percent. But without this Mast Outfit, he'd live ten minutes. Maybe.

PATRICK BAKER

RHODEY (O.S.)
But you *do* know who this man is.

Bethany turns to find Rhodey at the door. She is stunned.

BETHANY
Rhodey!

She hugs him. They haven't seen each other since school.

RHODEY
Hey there, Cabe.

DR. SHAEFFER
Yes, I know who he is.

RHODEY
So why aren't you putting a new heart in the man? I mean, we're in his father's Dedicated Wing for nepotism's sake.

The Doctor treads judiciously, not sure how much to reveal.

SHAEFFER
I know who's Wing we're in.
(indicating Tony)
I've got his lawyers telling me I can retire if I find him a new heart.

RHODEY
They're telling you the truth.

SHAEFFER
But there's no available donors... Not for him.

BETHANY
What does that mean?

SHAEFFER
Look, there are channels for this sort of thing. I know how they work, we all do. What I'm saying is; For that man, at this time, those channels are blocked.

PATRICK

BETHANY
Blocked by who?

SHAEFFER
I have no idea. I've never seen anything like it.

BAKER

RHODEY
Thank you, Doctor.

The Doctor exits. Bethany looks Rhodey over.

BETHANY
You look fine, Rhodes.

RHODEY
Not as fine as you. You look just like a girl I knew in College. Where is everybody?

BETHANY
There were few this morning. Stark Realities people, mainly. A couple of Press made it through.

RHODEY
Least he got a lot of flowers.

BETHANY
Yeah, from delivery guys.

Rhodey frowns. He and Tony have their problems, but a man should not be alone and in pain, isolated by his wealth.

RHODEY
What happened, Beth?

**INT. HOSPITAL WAITING ROOM -- NIGHT**

Bethany and Rhodey confer in a corner of the WAITING ROOM.

BETHANY
Someone tried to kill us. With *his* technology.

Rhodey rubs his eyes. Jesus.

BETHANY (cont'd)
Do you know something about it?

PATRICK BAKER

RHODEY
I saw Tony yesterday. He came to his father's house, ranting about how S.I. had stolen his technology, turned it into weapons. I thought he was just angry at his old man. But I looked into it...

BETHANY
And he was right.

RHODEY
Stark Industries has detailed analyses of Tony's patents, They've been broken down, and the technology is licensed to Stark Ironworks via a shell company called "Rising Dawn."

BETHANY
"Rising Dawn"? What kind of Company name is that?

RHODEY
My opinion? Sounds like a company with plans for the future.

Bethany nods toward Tony's room.

BETHANY
You think Tony's father might have done this? Honestly.

RHODEY
... No. Never. The old man's vindictive, but he respects his family name above all else.

BETHANY
Someone else in the Company then?

RHODEY
I don't know. Maybe.

BETHANY
Rhodey... He's not safe here.

**INT. HOSPITAL CORRIDORS -- NIGHT**

The hospital is EMPTY. It is very late. The LIGHTING is SPORADIC, as the whole floor has been reserved for one man.

LOW ANGLE: As a small, WHITE DEVICE -- Just four inches long, nearly invisible against the white hospital tiles -- WHEELS smooth and silent into the hall. As it goes, a tiny PURPLE LIGHT flashes on its top, and the OVERHEAD LIGHTS GO OUT. The device slips through TONY'S door, open just a crack.

PATRICK BAKER

**INT. HOSPITAL ROOM -- NIGHT**

The device DARTS UNDER THE BED. It stops, its LIGHT flashing with increasing speed until -- KA-BOOM! The DEVICE EXPLODES!

**INT. CATSKILLS HOUSE -- NIGHT**

TONY STARTS AWAKE, his HEART MONITORS BEEPING frantically. A clutch of PAIN grips his chest and he falls back into the plush bed. The BEDROOM of this spectacular, tree-enshrouded MOUNTAIN MANSION has been converted into a high-tech MED-LAB.

BETHANY
Back from the dead. He rises.

Tony turns to find Bethany, sitting by the bed, reading an expensive classic edition of "IVANHOE." She puts it aside. Tony reaches out and takes her hand, eyes questioning.

BETHANY (cont'd)
I'm fine.

TONY
No hospital..?

BETHANY
We're at your house in the Catskills. Until we find out who tried to kill us, I thought we should lay low. Rhodey said we'd be safe here.

TONY
Rhodes?

Rhodey enters.

RHODEY
(re: the house)
The old college make-out palace. Hell, I still had my key.

Tony holds out a hand to him. Rhodey clasps it warmly.

BETHANY
Oh God, Tony --

Tony's eyes fall back on Bethany, awaiting the bad news.

RHODEY
Tony, the doctors are saying that your heart may never beat independently of these machines.

Tony's head drops back to the pillow, followed by another round of frantic BEEPING. He lies back, motioning Bethany closer to his mouth. He whispers...

BETHANY
What's that?

TONY
*Then I'm going to need better machines.*

**INT. TONY'S BEDROOM -- DAY**

ANGLE ON: THE TV, where JESSICA CAHILL anchors a report.

JESSICA CAHILL
It's been three days now since Multi-Millionaire Entrepreneur Tony Stark disappeared from his Hospital Room here at Manhattan General.
(MORE)

PATRICK BAKER

JESSICA CAHILL (cont'd)
Stark was badly injured in a car accident that some are calling an attempt on his life. Howard Stark, Owner and CEO of Weapons Giant Stark Industries, has refused comment on his son's disappearance. And the question on everybody's mind is : Where is Tony Stark?

TONY does not listen to the TV. He works with focused intensity, drawing DIAGRAMS and INSTRUCTIONS. MRS. ARBOGAST sits at his side, taking notes.

TONY
Have you got it all?

MRS. ARBOGAST
Every word.

TONY
Mrs. Arbogast, Once this is done, I'd like you to take some time off. Go visit your sister in Winnipeg.

She begins to object, but she sees the danger in his eyes.

MRS. ARBOGAST
Alright Mr. Stark. But I don't like it.

**INT. CATSKILLS HOUSE -- HALLWAY -- DAY**

Mrs. Arbogast exits, pulling the door shut quietly.

RHODEY
Mrs. Arbogast!

MRS. ARBOGAST
Young Mr. Rhodes. Still getting into trouble, I assume?

Rhodey laughs, eyeing Tony's door.

RHODEY
You know, I thought I'd moved past all that.

MRS. ARBOGAST
Foolish man.

RHODEY
Mrs. A. For the moment, let's not let anyone know he's up here.

PATRICK BAKER

MRS. ARBOGAST
I've been coordinating Mr. Stark's travel for years. When he needs to disappear, he disappears. Besides, he bought this house back from his mother's estate. I don't imagine even his father knows it's still in the family.

Though he doesn't want to admit it, Rhodey is beginning to think that might be the most important element.

MRS. ARBOGAST (cont'd)
You'll have to hide him from the workmen, though.

RHODEY
Workmen?

MRS. ARBOGAST
He wants to build this. In the cellar.

Mrs. Arbogast hands him a SHEAF of DIAGRAMS and NOTES.

RHODEY
Whoa.

PATRICK BAKER

**EXT. WOODED ROAD -- ACCIDENT SCENE -- DAY**

Wind blowing through the trees, Bethany approaches the STONE WALL, crumbled from being hit by the Bugatti. The scene has been cleared, nothing left but the blackened stones.

COP (O.S.)
Hey, what are you doing there?

Bethany turns to find a COP, approaching her. She pulls her Identification.

BETHANY
I'm Homeland Security. Isn't this supposed to be a crime scene?

COP
(checking her I.D.)
Crime scene? For what, that Tony Stark guy's accident?

BETHANY
It wasn't an accident. Someone tried to kill him.

COP
Well, this is my stretch of road, and I haven't heard anything about that. I heard the man was drunk.

BETHANY
Where are the other vehicles?

COP
They impounded what was left of Mr. Millionaire's race car. That's the only vehicle I heard of.

Bethany surveys the land. Something is definitely not right.

**INT. CATSKILLS HOUSE -- MONTAGE -- DAY/NIGHT**

TIME PASSES as RHODEY directs PEOPLE in STARK REALITIES UNIFORMS, moving equipment DOWNSTAIRS TO The BASEMENT:

**INT. WINE CELLAR -- NIGHT**

-- Which serves as a cavernous WINE CELLAR. Not like in a restaurant. Like in a Winery. The crews set about removing the 20 FT HIGH CASKS marked **Stark Vineyards.** One by one, the casks are replaced by COMPUTERS and advanced ENGINEERING EQUIPMENT. Rhodey stops the men as they pick up the last CASK, with a GOLD PLAQUE, reading:

Tony, Sante. Jaques Chirac

RHODEY
Maybe you'd better leave that one.

**INT. WINE CELLAR -- DAY**

SLOW PULL BACK FROM: TONY, sitting in his bed as before. Except now, the bed -- and accompanying medical equipment -- are set up beneath a STONE ARCH in the Wine Cellar. Tony works with a DIGITAL DESIGN PAD, constantly checking back to hand-drawn diagrams and mad notations scrawled on pieces of PAPER which bestrew his bed. Rhodey looks over his shoulder.

CONTINUE PULLING BACK: To reveal the HUGE MONITORS which face Tony's bed, giving him a stadium view of a CG RENDERING of the classic IRON MAN CHEST PLATE, rotating to his commands.

PULLING BACK FURTHER: And SPARKS begin to enter frame. We can hear the SOUND of WELDING OFF SCREEN.

THE DAIS is revealed. FOUR, HUGE ROBOTIC ARMS EXTEND from its compass-points, manipulating a METAL CHEST PLATE, applying WELDS to Tony's instructions. Rhodey monitors the machines, making physical adjustments. He grins at Tony, clearly enjoying his foray back into experimental engineering.

CLOSE ON: The ROBOTIC-ARMS attach the FRONT of the chest plate over complex circuits, METAL PINS EXTEND from its back.

TONY
What do you say to a test run?

Tony pulls open his ROBE -- revealing a METAL BASE attached to his pulsing MAST OUTFIT, with HOLES for the Plate's PINS.

RHODEY
You know, I forgot how exciting it is to work like this. To just... jump in and create.

TONY
Well, hey -- Think how exciting it'll be if it kills me.

PATRICK

**INT. WINE CELLAR WORKSHOP -- DAY**

Bethany descends the STONE STAIRS into the basement. As the urgent BEEPING of the Artificial Heart machines turn to a sudden FLAT-LINE, she RUNS the rest of the stairs to find TONY, sitting up in bed, as Rhodey UNHOOKS his machines.

BAKER

BETHANY
What the hell do you two think you're doing?

Tony puts his feet to the floor, gritting his teeth as the massive pain meets Tony Stark's massive will.

TONY
I'm... getting... up.

Face etched in pain, Tony slowly RISES TO HIS FEET, the CHEST PLATE of the Mast Outfit PULSING LIGHT to his smooth, regulated heartbeat. Bethany moves to help him, but he waves her back. Rhodey looks from Tony to the monitors.

RHODEY
Heart rate is stable. Perfect.

Cords in his neck taut, Tony stands. Upon which, he promptly DROPS to the floor. Bethany runs to help him.

BETHANY
Tony!

RHODEY
(making notes)
Okay. Stability needs improvement.

**INT. WINE CELLAR -- DAY**

Tony is back in bed. Bethany taps his CHEST PLATE. Rhodey works in the B/G, sparks flying from the Dais.

BETHANY
What is it? Like a pacemaker?

RHODEY
If a sundial qualifies as a clock.

BETHANY
But the doctor said --

TONY
Doctors. All we had to do was make compares of my current heartbeat versus the digital layout of my heartbeat from the Land-speed trial. I calibrated this Chest Plate to detect irregularities in my heart and compensate by electrically stimulating the lagging muscle response. It's perfect, down to a thousandth of a second. In fact, once we patent it, a smaller version of this device should make the need for heart transplants obsolete.
(to Rhodey)
Then you can blow that six-figure salary entirely on clothes.

RHODEY
Hey, there ain't *nothing* wrong with my wardrobe.

BETHANY
You, calibrated your own heartbeat.

TONY
You know, it was easy. I just had to read up on some biology.

PATRICK BAKER

Rhodey slides back from the computer, revealing a thin, elegant METAL EXOSKELETON, both on-screen and on the Dais.

RHODEY
Okay... Who's up for some standing?

ANGLE ON: TONY'S LEGS, now BRACED by the EXOSKELETON, placing his metal-banded feet on the floor. The tiny SERVOS in the joints WHIR smoothly as Tony RISES TO HIS FEET.

BETHANY
Boys, this is truly impressive.

Tony moves and flexes, his body in perfect control.

TONY
This is the mere tip of the Rhodes/Stark Engineering iceberg.

RHODEY
How do you feel?

Getting an idea, Tony crosses to the remaining WINE CASK. He grips the edge of the HUGE CASK with his METAL-BANDED HAND. With a little effort, he LIFTS IT INTO THE AIR WITH ONE HAND.

PATRICK

TONY
I feel... Like going home.

**EXT. STARK MANSION -- GUARD GATE -- NIGHT**

BAKER

Rhody drives Tony's HUMVEE back up to the new MANSION GATE. The GUARD is nowhere to be seen. Tony hits a high-tech GARAGE-DOOR OPENER on his sun-visor. THE GATE SLIDES OPEN in response to Tony's remote. Rhodey grins -- "Tricky."

RHODEY
I'll come in with you.

TONY
No. I've got to do this alone.

**INT. STARK MANSION -- HALL OF ARMOR -- NIGHT**

HOWARD STARK drinks Cognac, gazing into his MASSIVE, ROARING FIREPLACE -- The weight of the world is on him.

TONY (O.S.)
Dad...

Howard stiffens. He turns, to look into the dark of the huge room, as Tony enters the firelight. Tony walks on a cane, his long coat hanging like a shroud.

HOWARD STARK
Anthony, my God. Where have you been?

TONY
To Hell and back.

Tony pours himself a glass of Cognac. He sits, painfully.

HOWARD STARK
You're weak, son. Let me call my Doctor.

TONY
No. Don't call anyone. -- Why did Kelner Smith try to kill you, Dad?

HOWARD STARK
Kelner? Kelner was... unbalanced.

PATRICK

TONY
Not when I knew him. The man was one of your most loyal servants.

HOWARD STARK
Not loyal enough, apparently.

BAKER

TONY
As your Chief Designer, he must have known you were stealing my patents. Obviously, he was okay with it. I mean, he built you a whole facility full of weapons, right? And then on opening day, he pulls a gun on you. Why?

HOWARD STARK
Maybe the pressures of this world were too much for poor Kelner to bear. It's happened to better men.

TONY
Or maybe he knew what S.I. was planning to do with those weapons.

HOWARD STARK
Anthony. -- You've been through a lot.

(MORE)

HOWARD STARK (cont'd)
But I don't believe for a second that you are rattled enough to think I would ever dedicate my Company's resources toward anything that wasn't beneficial to my Military partners, or this country.

Tony looks into his eyes, searching for the truth. He stands.

TONY
You're right, I don't think that. I think Hammer is betraying you.

HOWARD STARK
That's insane. Justin has been at my right hand for thirty years.

TONY
Maybe he's looking to move up. Does Stark International have any warehouses in North Korea, Dad?

HOWARD STARK
That would be illegal.

PATRICK BAKER

TONY
Even so, there's a warehouse near the Chinese border, full of weapons developed from my designs. Does Hammer have the authority to authorize something like that without your knowledge?

HOWARD STARK
(sighs)
Theoretically, I suppose.

TONY
This is a *coup*, Dad. Justin Hammer is bent on driving a wedge between us, of toppling you and taking Stark Industries for himself. And then, armed with our family's money, weapons and power... God knows what comes next.

HOWARD STARK
You're wrong Anthony. Justin is entirely loyal to me.

TONY
Did he pressure you to steal technology from me?

HOWARD STARK
No... I pressured him.

TONY
... Why?

HOWARD STARK
(explodes)
BECAUSE *YOU KEPT IT FROM ME*! -- How dare you, boy. You use your gifts, born of my line, to develop advanced technology. And then take steps to keep those advancements from me! Justin was right! My money founded you, built you!

TONY
Dad. You have to forgive me for mom's death.

Howard is taken aback by this new tack. He looks away.

TONY (cont'd)
I came here to make this right between us. It's gone too far. Hammer tried to kill us both.

HOWARD STARK
No. That's not true.

TONY
It is true, damn it! He sent my own technology to kill me!

HOWARD STARK
It wasn't him. I know it wasn't.

Howard steps toward Anthony, lit by the roaring FIRE. Anthony backs away, framed by the huge STAINED-GLASS WINDOWS.

TONY
How? How can you know that?

HOWARD STARK
Because it was me.

Howard draws a .50 CALIBER PISTOL before Tony realizes it. Howard FIRES with the crash of a CANNON.

SLOW: Shock paints Tony's face as he is BLOWN BACK, CRASHING THROUGH THE STAINED-GLASS WINDOWS.

PATRICK BAKER

**EXT. STARK MANSION -- BACK LAWN -- NIGHT**

His shirt BLOWN OPEN, Tony falls THIRTY FEET into the thick BUSHES below the window. He LANDS hard, his weakened heart SEIZING on him as the bullet-scarred chest plate works to compensate. He tries to recover, realizing that his life as he once knew it is over.

**INT. STARK MANSION -- FOYER -- NIGHT**

Two SECURITY MEN approach on the run.

SECURITY
Mr. Hammer! We heard a gunshot!

HOWARD STARK
We had an intruder. Where the Hell is James Rhodes?

SECURITY
He didn't show up for his shift, sir.

HOWARD STARK
Check the back lawn. The intruder's been shot. Do *not* alert the police until you talk to me.

PATRICK BAKER

**EXT. STARK MANSION -- BACK LAWN -- NIGHT**

Obscured by the BUSHES above him, Tony tries to sit up. PAIN grips him in a vice. He CRAWLS for the verge of the bushes.

Tony can see APPROACHING FLASHLIGHTS behind him. He pulls his CELL PHONE from his pocket. Dials.

TONY
Rhodes, meet me at the gate. Now.

**EXT. STARK MANSION -- DRIVEWAY -- NIGHT**

Rhodey throws the HUMVEE in REVERSE, and pulls out of the shadows of the driveway, heading for the GATE, which begins to CLOSE, as ALARMS begins to RING across the compound.

Rhodey screeches to a STOP at the closing gate, wedging the nose of the big vehicle into the gate, STOPPING IT. Tony comes lurching out of the bushes, tattered and torn. Tony falls into the truck, hitting his GATE OPENER.

ANGLE ON: The FRONT DOOR. Hearing the Alarms, Howard Stark RUNS into the driveway, just in time to see TONY'S HUMVEE throwing SPARKS as it SCREECHES through the GATE, and away.

Howard's face sets to concrete.

**INT. CATSKILLS HOUSE -- LIVING ROOM -- NIGHT**

ANGLE ON: A FLAT-SCREEN TV, playing an impromptu PRESS CONFERENCE held by HOWARD, JUSTIN HAMMER at his side.

HOWARD STARK
There have been many rumors surrounding my son and his whereabouts. While it is true that my son's injuries were due to an automobile accident, there has been no definitive indication that he was drunk at the time. Second, the explosion that destroyed his hospital room was the result of a faulty Oxygen tank. Fortunately for Anthony, it seems that he was removed from his room prior to the event.

PATRICK

The gathered REPORTERS clamor at this, calling out questions.

JESSICA CAHILL
Mr. Stark, are you saying your son was kidnapped? By whom?

BAKER

HOWARD STARK
No-one is alleging a kidnapping yet, but our offices believe that our head of Security, James Rhodes may have been involved.

A PHOTO of Rhodey appears on the screen.

RHODEY
Oh, fantastic.

BETHANY
Congratulations Rhodes, You're as famous as Tony. -- How is he?

RHODEY
He hasn't spoken since we got back.

**INT. CATSKILLS HOUSE -- ATTIC -- NIGHT**

SWEEPING PAN ACROSS: A VAST ERECTOR SET CITY. SKYSCRAPERS prickle the horizon as tethered Zeppelins circle overhead. TRAINS speed through tunnels as CARS run a maze of FREEWAYS.

PAN UP: To see that the miniature city rests on a huge TABLE in the sprawling ATTIC of the Catskills house.

CLOSE ON: A BOTTLE of JACK DANIEL'S, and a sharp KNIFE, held by a trembling hand. It slices the cap free of its label. Tony sits on a stool overlooking his miniature city, still wearing the tattered shirt -- to remind himself that every loyalty he ever felt toward his father was a lie. A SKETCHBOOK rests on his lap. Tony sketches and drinks.

BETHANY (O.S.)
What do you call this mini-metropolis?

Tony glances up as Bethany enters.

TONY
Stark City. I built it when I was fourteen.

BETHANY
Your father must have been impressed.

TONY
He never came up to see it. The irony was, I built it for him. As an apology.

BETHANY
For what?

TONY
Living.

Tony takes another drink, sketching as he speaks.

TONY (cont'd)
Every summer for a couple of weeks, my mom and I would go to our ranch in Montana. No servants, no cooks, no drivers. Just us. We had this crystal clear lake. Mom called it God's teardrop. My dad had this unbelievable speed-boat, and I'd beg her to let me drive it.
(MORE)

PATRICK BAKER

TONY (cont'd)
On my thirteenth birthday... She said yes; As long as she was watching.

SMASH CUT TO:

**EXT. GOD'S TEARDROP -- DAY**

Sudden blinding SUNLIGHT as a sleek CIGARETTE RACING BOAT, doing better than 75 MPH, hits a POLE and violently FLIPS.

**INT. CATSKILLS HOUSE -- ATTIC -- NIGHT**

TONY
Police said we an old buoy pole. The boat flipped four times. I woke up in the hospital. My mother was killed.

BETHANY
No-one could blame you for that.

TONY
My father did. I knew from the look he gave me at the funeral. Nothing I ever did would make up for losing her.

BETHANY
That's not fair. You lost her too.

TONY
It's not about fairness. It's about physics. My father and I are two opposing forces, fused together by blood.

This sets him back to sketching. She looks over his shoulder.

BETHANY
What are you drawing?

TONY
Well, my father tried to kill me to protect the movements of some very dangerous weaponry: And if I plan to do something about it...

He tosses his OPEN SKETCHBOOK onto a miniature building with the word STARK printed across its top. They are sketches of ENGINEERING DESIGNS: For gloves, boots, plating... Iron Man.

PATRICK BAKER

TONY (cont'd)
I'll need a weapon of my own.

**INT. WINE CELLAR WORKSHOP -- MONTAGE -- DAY/NIGHT**

TONY and RHODEY work feverishly, translating Tony's SKETCHES from computer WIRE-FRAMES to FINISHED PIECES on the DAIS.

TONY (V.O.)
You have to get into the mind of the Armor. Don't design it as if you're protecting your body. Design it as if it *is* your body.

A CROSS-SECTION of the ARMOR reveals it to be MULTI-LAYERED with a THERMAL LAYER and IMPACT BAFFLES. The CIRCUITRY is beautiful and complex; SILVER PATHS like Angelic calligraphy.

RHODEY
This Armor will feel your needs before you do. If you're cold, it'll warm you. If you're blood oxygen drops, it'll compensate in its breathing mixture. Tony, this design is revolutionary.

TONY
Because it is a revolution, Rhodes. I'm going to bring down my father.

PATRICK BAKER

**INT. BETHANY'S OFFICE -- MORNING**

Bethany enters her office, which is EMPTY. No papers, files, or computer. It's all just gone. She JUMPS as a FAX begins printing on the lonely fax machine. Her PHONE RINGS.

BETHANY
(wary)
Hello?

RICHARD (V.O.)
Beth?

INTERCUT TO:

**EXT. GIZA PLATEAU -- DAY**

RICHARD RENNSELAER stands in a WHIPPING SANDSTORM. Hand to his ear, listening close to his SATELLITE PHONE.

RICHARD
We need to talk. Did you get my fax?

**INT. BETHANY'S OFFICE -- MORNING**

Listening, Bethany checks her desk drawers. EMPTY.

BETHANY
It's coming through now. Hey, can I call you back? I've got kind of a -- situation here.

RICHARD
Sorry doll, can't wait. I'm going back into the field tonight.

The FAX shows various B&W SATELLITE PHOTOS of TRAINING CAMPS, where many tiny PEOPLE go through paramilitary training.

BETHANY
These are terrorist training camps.

RICHARD
That's right. Sudan, North Korea, Egypt, Iran.

BETHANY
Splinter groups. What's the connection?

RICHARD
The first page is a Satellite pass from three days ago. The next page shows those same camps last night.

PATRICK BAKER

She turns the page. Same camps. But *all* are now EMPTY.

BETHANY
Where'd they all go?

RICHARD
We don't know. But we'd sure like to find out. Look, I've got a line on a major cork shipment that's leaving Cairo tomorrow. I'm going to check it out tonight.

BETHANY
A good chunk of the world's terrorists have just disappeared and you're investigating cork exports? Why?

RICHARD
Because Egypt doesn't produce cork. It's one of their major *imports*. Plus, the company making the shipments is called --

BETHANY
Let me guess. "Rising Dawn."

RICHARD
How did you know?

BETHANY
Just good, I guess.

DELINO (O.S.)
Bethany.

Bethany turns with the pistol as DELINO appears behind her. Seeing him, she puts away her weapon.

BETHANY
Thanks Rick. You watch your ass.
(hangs up)
Tom, what the hell happened to my office?

DeLino looks away. He's not happy.

DELINO
Your investigation's over, Beth. We're calling it.

BETHANY
What? You can't do that.

DELINO
No. But someone can.

BETHANY
Tom, I know who's behind all this.

DELINO
Yeah...

To her utter astonishment, DeLino draws his own PISTOL. He carefully takes Bethany's own gun out of her purse.

PATRICK BAKER

DELINO (cont'd)
They know you do.

**EXT. HOMELAND SECURITY OFFICES -- MORNING**

It's still early. There is no-one around to see DeLino, one hand hidden in the small of her back, lead Bethany to a miraculous HIGH-TECH CAR. One we recognize. Two sides of aerodynamic steel construction -- held in the middle by struts, like a Catamaran. The car's DRIVER'S SIDE HATCH rises, gull-wing style. The driver's seat is empty.

DELINO
Get in.

Bethany climbs into the leather seat. STEEL BARS CIRCLE OUT OF THE SEAT, locking in her arms, waist and ankles. The wasp-like ENGINE REVS to life. Bethany meets Tom's eyes.

BETHANY
How'd they get you, Tom? What have they got on you?

DELINO
... My family.

The HATCH swings shut, and the car RACES OFF on its own.

**EXT. CATSKILLS HOUSE -- BACK LAWN -- DAY**

The grassy BACK LAWN reaches to the high GRANITE WALLS of the cliff the house is carved into. On the Western edge, the lawn ends in a DROP-OFF, looking down the rest of the mountain.

CLOSE ON: RED, METAL BOOTS, walking carefully, heel to toe through the dewy grass. Rhodey's SHOES follow.

RHODEY (O.S.)
Locomotory amplification pedal assemblies.

PAN UP: The Armor's JOINTS and movement.

RHODEY (O.S.) (cont'd)
Interfaced smart-servo muscle network. Kinesthetic amplifiers, Accelerant modules, Iron/Gold-alloy Exoshielding.

ANGLE ON: The HELMET, CHEST PLATE, LIFE SUPPORT ARRAYS.

PATRICK BAKER

RHODEY (O.S.) (cont'd)
Somatic support systems. Respiratory system diaphoretic reclaimers, intravenous nodes, mics, voice-recognition pick-up.

IRON MAN'S POV: Showing an ELECTRONICALLY AMPLIFIED display of the lawn, bordered by rising GRANITE CLIFF WALLS. As the IMAGE SHUTTERS, analyzing the cliffs, the grass, ZOOMING IN --

RHODEY (O.S.) (cont'd)
Wide angle 120 to 1 contrast-ratio lenticular auto-stereoscopic dual display screen interface.

ANGLE ON: IRON MAN'S PALMS, where twin DISCS are shielded by retractable IRIS-PLATES. Power HUMS in these hands.

RHODEY (O.S.) (cont'd)
Phased Repulsor palm arrays. And last but most definitely not least:

ANGLE ON: The BOOTS as they step to the EDGE OF A CLIFF.

PATRICK

RHODEY (cont'd)
Bosonic Anti-G Repulsion units in the boots. Basically -- you're wearing a fighter jet in suit form.

PAN UP ON: IRON MAN in full Armor. Red and Gold and shining.

BAKER

IRON MAN
Ah, but the real question is: Can I fly it without killing myself?

RHODEY
Only one way to find out.

PAN UP: The high CLIFF, on which stands IRON MAN, hands outstretched. Rhodey stands behind him with a hand-held REMOTE DEVICE with a DIGITAL DISPLAY SCREEN.

TONY
You just watch that altitude meter.

RHODEY
Don't worry. If you get into trouble I'll bring you back up by remote, just give the word. Ready?

IRON MAN
One small step for Tony Stark...

ANGLE ON: TONY'S BOOT, stepping out over the abyss.

IRON MAN (cont'd)
One giant leap for a -- AAAHHHHHHH!

Iron Man FALLS off the cliff like a STONE. This is so sudden that Rhodey SCRAMBLES for the remote.

ANGLE UP ON: IRON MAN, PLUMMETING into CAMERA.

IRON MAN (cont'd)
AAAHHHHHHH! Jets, jets, *jets*!

Iron Man CRASHES through the TREE-TOPS, as his BOOT-JETS suddenly RESPOND, at FULL FORCE. Iron Man BLASTS through the trees, SNAPPING and CRASHING through many, the Armor taking incredible HITS. Tony throws his arms before his face.

Rhodey winces, watching IRON MAN'S POV on the REMOTE SCREEN.

RHODEY
(over RADIO)
*Tony, up! Pull up!*

Iron Man LEANS BACK and ROCKETS STRAIGHT UP, dragging branches and leaves, high, high into the air.

RHODEY (cont'd)
*Slow down! You're on full power!*

IRON MAN
What do you think I'm trying to --

Suddenly, the boots CUT OUT entirely. Iron Man glides a few more feet into the air before slowing, and then --

IRON MAN (cont'd)
Oh man... Rhodey --

Slow at first, Iron Man begins to FALL back to Earth.

IRON MAN (cont'd)
You might want to try that remote.

ANGLE ON: RHODEY clicking through the MENU SCREENS on the digital REMOTE DEVICE. LOTS of menu screens.

RHODEY
Hang on, almost got it. Almost --

WHAM!!! Iron Man CRASHES DOWN behind Rhodey. Slow and pissed, he rises from the crater. He holds up a finger.

PATRICK BAKER

TONY
Okay...

The HELMET RETRACTS into the shoulders, unlocking in a pattern of PLATES to reveal a sweat-plastered Tony.

TONY (cont'd)
A couple of things.

**EXT. STARK INDUSTRIES -- MAIN GUARD GATE -- DAY**

The steel attack vehicle RACES through winding wooded roads. Bethany holds on. It edges around a corner. A LIGHT on the car's DASH flickers, and the MAIN GATE to STARK IRONWORKS opens automatically. The steel car races through, heading for the LOADING DOCK of the MAMMOTH WEAPONS BUILDING. A HUGE WAREHOUSE DOOR trundles up to let the car in.

**INT. WEAPONS BUILDING -- LOADING BAY -- DAY**

The car SCREECHES to a stop, before an OPERATOR, who stands behind an advanced REMOTE SYSTEM, which shows multiple IMAGES of the car. The gull-wing HATCH opens, the BARS release her. JUSTIN HAMMER stands over her, CELL PHONE to his ear.

PATRICK

HAMMER
I'm bringing her down now.

He hangs up, slipping the phone into his right pocket. Hammer offers her his hand. Bethany climbs out without it.

BAKER

HAMMER (cont'd)
Ms. Cabe. My name is Justin Hammer.

BETHANY
Mr. Hammer, it's my duty to inform you that I am an active Agent of Homeland Security. Kidnapping me carries the penalty of Treason against the United States.

HAMMER
This is not the United States, Ms. Cabe. This is Stark Industries. Come with me, please.

BETHANY
I'm not going anywhere until I know what this is about.

Hammer turns with a sigh, nodding to Security. They GRAB for her -- but Bethany is a trained field Agent.

BETHANY (cont'd)
Hands off!

She BLOCKS one man's grabbing arms, as the SECOND comes up behind her. She dodges back, STRIKING. The second man dodges, PUSHING HER BACK INTO HAMMER. Hammer catches her, and hands her back to Security.

HAMMER
Anthony never could pick smart women, could he?

He turns for the elevators, as Security marches her forward.

CLOSE ON: BETHANY'S POCKET, into which she quietly slips HAMMER'S CELL PHONE, lifted from his pocket.

**INT. STARK INDUSTRIES -- WEAPONS TESTING LABS -- DAY**

Bethany is lead past TESTING LABS, where various ADVANCED WEAPONS are put through their paces. In one room, the flying DRONES we saw in Korea FLY in formation, FIRING on a target. In another, SOLDIERS are outfitted in bulky BODY ARMOR holding the REPULSOR RIFLES we saw on Jeremy's computer.

BETHANY
Impressive weapons you have here.

HAMMER
Ms. Cabe, their impression is yet to be felt. In here.

**INT. INTERROGATION ROOM -- DAY**

A CONCRETE ROOM, which contains a prison-style TOILET, CAMERAS mounted on the walls, and a STEEL BENCH, bordered on either side by AUTOMATIC SENTRIES: POLE-DEVICES whose SENSORS lock onto Bethany the instant she steps in the room.

HOWARD STARK sits in the center of the room.

BETHANY
Mr. Stark...

He rises, kissing her on one frosty cheek.

HOWARD STARK
Bethany. I haven't seen you since your graduation. Have a seat. -- Tell me something, Bethany.

Bethany sits, waiting for him to speak. Howard sits as well.

HOWARD STARK (cont'd)
Where is my son?

**EXT. CATSKILLS HOUSE -- BACK LAWN -- DAY**

Tony, Armored up to the neck, sits on a BOULDER behind the house. His hand is SHAKING, he can see it through the glove. Glancing around, he quietly withdraws a MICKEY BOTTLE of Jack Daniel's from below frame. He slugs it.

RHODEY
ANTHONY *STARK*!

Tony drops the bottle out of frame, and turns.

PATRICK

TONY
What?

RHODEY
You have got to be kidding me. Hand it over.

Tony rises, imposing in the Armor, but Rhodey is undeterred.

BAKER

TONY
Hand what over?

RHODEY
This Armor is without question the most dangerous piece of personal technology I've ever seen. Fly it drunk, and someone's going to get killed. Most likely me.

Sheepish, Tony reaches for a THIGH HATCH which OPENS, revealing a perfect SLOT for the bottle. Rhodey takes it.

RHODEY (cont'd)
Unbelievable. Now: Repulsor tests.

ANGLE ON: A rubber PUNCHING DUMMY, in the shape of a burly, scowling man, standing before the GRANITE WALL of the cliff.

PULL BACK RAPIDLY TO: IRON MAN, a few hundred yards back. He raises his PALMS side by side.

The REPULSOR PORTS on his palms IRIS OPEN, revealing interlaced metal REPULSOR ARRAYS. As POWER HUMS up Iron Man's arms -- LIGHTING the LINES of the Armor's forearms -- the arrays CRACKLE with CRIMSON ENERGY.

RHODEY (cont'd)
Easy. We're working on aim here.

He FIRES DUAL BLASTS of CRIMSON ENERGY which singe the air. The blasts blow the rubber man to FLYING STRANDS OF MELTED RUBBER, and PUNCH THROUGH INTO THE CLIFF-WALL with a CRASH.

As the smoke clears, all that's left of the dummy is the smoking STAND. Two PERFECT, SMOKING HOLES have been BLOWN DEEP INTO THE ROCK WALL behind it. Tony RETRACTS his helmet.

TONY
Aim looks good.

**INT. INTERROGATION ROOM -- DAY**

Bethany faces down the most powerful man in the world.

BETHANY
What do you want with Tony? You've injured him, driven him into hiding. Isn't that enough?

HAMMER
No. Not until he's in this room.

HOWARD STARK
Justin. Let me do this.

BETHANY
Because he can still hurt you, can't he? Whatever Rising Dawn is planning to do with these weapons, with the missing Terrorist Camps. You think he can stop it.

HAMMER
How do you know about Rising Dawn?

HOWARD STARK
Bethany. This is not a family tiff. The events you have stumbled into have been in progress since long before my son's birth.

PATRICK BAKER

BETHANY
What is it, illegal shipments? Arming the Chinese behind our backs, what?

Howard Stark rises. He regards her with pity.

HOWARD STARK
Your position here is... precarious, Bethany. Justin will bring in one of my men to illustrate how important this is to me. We'll talk again in an hour.

The two men turn for the door.

HAMMER
Have fun.

They exit. Bethany watches them go, truly frightened. She leans forward, running her hands up either side of her face.

CLOSE ON: HER LEFT HAND, which holds Hammer's CELL PHONE.

PATRICK BAKER

**EXT. CATSKILLS -- MOUNTAIN ROADS -- DUSK**

LOW ANGLE: As a fire-red FERRARI MODENA races by. IN THE FERRARI: Rhodey speaks into a WALKIE-TALKIE.

IN THE AIR: IRON MAN swoops down, keeping pace with the car. He weaves and banks, getting the hang of it now.

RHODEY
You keeping up, Stark?

IRON MAN (O.S.)
Right with you Rhodes.

Rhodey turns to find IRON MAN, skimming above the road outside the DRIVER'S SIDE WINDOW.

RHODEY
Hey hey hey, keep it in the air! I don't trust you flying that close!

IRON MAN (V.O.)
Then you won't like this much.

Rhodey looks around. Iron Man is GONE from the window. Suddenly, the FERRARI LIFTS INTO THE AIR.

ONCOMING ANGLE: As IRON MAN, hands gripping either sides of the car's roof, FLIES THE CAR INTO CAMERA.

RHODEY
STAAAAARK!

They climb in a steep ascent, Iron Man's BOOT-JETS FLARING. Tony's LAUGHTER echoes on the line, as he FLIPS into a CORKSCREW, ROCKETING the supercar, looping through the air.

IRON MAN'S POV: Tony's HUD (Heads-Up Display) begins to FLASH a NAME, in time with an electronic RINGING: JUSTIN HAMMER

IRON MAN
Rhodes, why is my Head ringing?

RHODEY
That's your cell-phone. I implanted one in your helmet.

IRON MAN
So why is Justin Hammer calling me?
(answering)
This is Stark.

BETHANY
(whispered, quickly)
Tony, it's Beth, just listen. I've been kidnapped by your father. They're holding me at Stark Ironworks. They're going to --

ANGLE ON: RHODEY, listening in horror over the Walkie-Talkie. The line CUTS OFF in a CRASH of STATIC.

IRON MAN
Bethany? Bethany!

RHODEY
Oh Man. Get me back to the house! I can call --

The Ferrari suddenly DROPS the last few feet to the ground with a THUMP. Out the windshield, Rhodey sees a BLAST OF REPULSOR LIGHT as Iron Man STREAKS OFF INTO THE AIR.

RHODEY (cont'd)
Tony! Tony, no! -- Damn it.

Rhodey FLOORS the gas. The Ferrari RACING OFF.

PATRICK BAKER

**INT. INTERROGATION ROOM -- DUSK**

DEX -- a thick-set member of the Stark SECURITY brings a heavy BOOT down, CRUSHING HAMMER'S CELL PHONE.

BETHANY
Congratulations genius. That's your boss's phone.

DEX
Ma'am, they've given me an hour to get some answers out of you, whichever way I like. So do me a favor for the first 45 minutes...

He lifts her roughly by her collar and SMACKS her. Hard.

DEX (cont'd)
Try not to speak.

**EXT. LONG ISLAND -- AIRSPACE -- DUSK**

A FLOCK of GEESE is scattered by IRON MAN, who SLAMS through their squawking midst, SONIC BOOM close behind. TONY'S EYES narrow in rage as the STARK IRONWORKS FACILITY comes into view in the woods below. He DIVES toward the huge facility.

**INT. FERRARI -- DUSK**

Rhodey RACES down the mountain roads, glancing at the REMOTE SCREEN, which shows IRON MAN'S POV of STARK INDUSTRIES.

RHODEY
Tony, you can *not* go in there!

IRON MAN (V.O.)
*Stop calling me that on this line.*

RHODEY
Iron Man, you are approaching the most advanced Weapons Facility in the world! You're not ready for this!

IRON MAN (V.O.)
Yes, but are they ready for me?

RHODEY
(to himself)
I'm betting yes.

PATRICK BAKER

**INT. INTERROGATION ROOM -- NIGHT**

Bethany kneels on the floor, blood running from a busted lip. As Dex's shadow falls across her she holds up a hand. Dex pulls her up. Bethany SWINGS her FOREARM into Dex's elbow, hard. But not hard enough. He locks her arm, and PUNCHES HER in the stomach. She drops, heaving in breath.

DEX
Sorry sweetheart. -- No one's getting you out of this one.

KA-WHAM! The ENTIRE BUILDING SHAKES as if hit by a MISSILE.

**INT. WEAPONS BUILDING -- LOADING BAY -- NIGHT**

ALARMS RING. SECURITY PERSONNEL run, shouting into radios. The huge WAREHOUSE DOOR is CRIMPED IN. HAMMER enters.

SECURITY CAPTAIN
My Hammer! We're under attack!

HAMMER
Attack? By what?

At that, the DOOR is BLOWN INTO THE LOADING BAY by a CRIMSON BLAST of LIGHT, scattering the gathered men.

SECURITY CAPTAIN
LOOK!

Swirling in SMOKE, IRON MAN stalks into the bay. IRON MAN'S HUD: MARKS each man. As they OPEN FIRE on him, the oncoming BULLETS are digitally LIT UP like a swarm of fireflies.

Iron Man enters the center of the bay, BULLETS pinging off his iron skin, looking for HAMMER, suddenly distressed to see the metal man looking right at him. Hammer turns to RUN for the door. Ignoring the bullets, Iron Man BLASTS AFTER HIM.

**INT. WEAPONS BUILDING -- HALL -- NIGHT**

Hammer barely closes the steel door behind him as Iron Man SLAMS INTO IT on the other side, bending it badly. Hammer runs, as Iron Man CRUSHES THE DOOR like it was paper.

IRON MAN
*HAMMER!*

PATRICK BAKER

Hammer turns as he runs, shocked to hear his own name coming out of that electronic mouth. He ducks a RED BEAM which PUNCHES though the PLASTER WALL overhead.

Iron Man marches down the hall after him. Hammer's slick loafers scrabble across the tile floor, propelling him through a THICK METAL DOOR marked TESTING PLATFORM A.

IRON MAN (cont'd)
Hammer! When I get hold of you, you are truly going to be --

**INT. WEAPONS BUILDING -- TESTING PLATFORM A -- CONTINUOUS**

Iron Man SLAMS through the door, which swings SHUT and BOLTS.

IRON MAN
... Sorry.

CRANE UP TO REVEAL: WEAPONS TESTING PLATFORM A. IRON MAN, so imposing in the narrow hallway, now looks tiny on a MAMMOTH PLATFORM, ringed all around by STORED WEAPONS PROTOTYPES: DRONES, MINI-BATTLE-TANKS, Hover-mounted HOWITZER-type guns with wide, gaping barrels. He is SURROUNDED by weapons.

PATRICK BAKER

RHODEY (V.O.)
Iron Man *get out of there*, before --

PUSH IN ON: HAMMER, slipping behind a BLAST SHIELD. He hits a BUTTON marked ALARM. From its perch on the wall, A HOWITZER draws a bead on Tony and FIRES. The massive blast EXPLODES off Iron Man's chest, BLOWING HIM INTO THE WALL.

FOUR DRONES zip off the wall, racing for Iron Man like insane Dragonflies. They PIN HIM DOWN with rapid-fire REPULSOR LIGHT "bullets" which CRATER the steel floor, and though they can't pierce Tony's Armor, he is unable get up off his knees.

RHODEY (V.O.) (cont'd)
Get up! If they pin you --

IRON MAN
I know! I know!

Through the deadly hailstorm of blazing light, FOUR MINI-BATTLE TANKS are FLYING IN FROM ALL SIDES. Iron Man manges to get one hand up. He FIRES TWO REPULSOR BLASTS, SHREDDING two of the Drones. Creating an opening.

From his knees, Iron Man's BOOTS BLAST him up and out, before the MINI-TANKS can surround him.

The MINI-TANKS SWIVEL in unison, tracking him. They FIRE SOLID BLUE REPULSOR BLASTS. One HITS Tony's RIGHT BOOT JET, which goes OUT.

With only the left boot firing, Iron Man SPINS like a rifle bullet, SLAMMING into the UPPER DOCKS, with the HOWITZERS. His Armor is SPARKING, some PLATES knocked LOOSE already.

The FOUR BATTLE TANKS and TWO DRONES are FLYING FOR HIM.

IRON MAN (cont'd)
I need a new strategy here.

**INT. SECURITY CENTER -- NIGHT**

The room FLASHES with the ALARMS. Two SECURITY sit before a HUGE BANK of MONITORS, all showing angles of the BATTLE ON PLATFORM A. Howard Stark BANGS through the door.

HOWARD STARK
What in God's name is going on?

Speechless, one SECURITY man points to: A SECURITY CAM SHOT of IRON MAN, sparking and hissing, rising to his feet, as the automated weapons close in. Howard takes in the Armor.

PATRICK

HOWARD STARK (cont'd)
Print that screen for me.

**INT. INTERROGATION ROOM -- NIGHT**

BAKER

Howard Stark enters the interrogation room to find Bethany, sitting back on the bench, beaten and exhausted. Dex looks a like he's taken a couple of hits as well. Howard holds a SECURITY PHOTO of IRON MAN out to her.

HOWARD STARK
What is this?

BETHANY
I don't know. Your butler?

Dex moves looms in, but Howard waves him back. He kneels down, glaring daggers into her eyes.

HOWARD STARK
Tell me right now; Did my son send this thing to rescue you?

CLOSE ON: BETHANY. She doesn't know. But the thought makes her strong...

BETHANY
I don't know. Maybe he sent it to tear this place apart.

To back her up, the BUILDING SHAKES with another EXPLOSION.

**INT. WEAPONS BUILDING -- TESTING PLATFORM A -- NIGHT**

Iron Man grabs the MANUAL HANDLES of the HOWITZER. It's SERVOS whining, fighting him, he FORCES the gaping barrel toward the MINI-TANKS and FIRES AGAIN, blowing TWO to pieces.

Recognizing the new threat, two flying DRONES ZIP IN kamikaze-style and SMASH INTO him, knocking him back from the gun.

IRON MAN'S HUD: Begins FLASHING a DWINDLING BATTERY ICON.

RHODEY (V.O.)
Ton -- Iron Man, your power line is damaged! Get to the Security office downstairs! Find out where they've got her before there's nothing left to save her with!

IRON MAN BANGS his RIGHT BOOT against the metal wall like a faulty toaster. It FIRES again, SHOOTING HIM UP THE WALL.

IRON MAN
God damn it!

Placing his left foot against the wall, he manages to FLY out into the middle of the room, soaring between two Drones. He grabs one Drone's WING and, executing a surprisingly graceful, flaming ARC around the platform, he WHIPS the drone into the far-side EXIT DOOR. It EXPLODES, BLOWING open the heavy metal door. Powering up the Repulsor Ports on his palms -- creating a sort of "re-entry burn"-CORONA of LIGHT and force around his head, he SMASHES THROUGH INTO:

**INT. WEAPONS BUILDING -- HALL -- NIGHT**

SCIENTISTS and TECHNICIANS dive out of the way as an iron man ROCKETS down the hallway for a DOOR marked STAIRS. He BLOWS THROUGH THEM into the STAIRWELL, whose roof slants downward.

Iron Man hits the roof and is DRIVEN DOWN to CRASH into the METAL STAIR-RAILING, bending the bars severely. An increasingly frustrated IRON MAN gets to his feet. He SMACKS the bent RAILING petulantly, crimping it further.

PATRICK BAKER

**INT. SECURITY CENTER -- NIGHT**

The SECURITY MEN watch this on the MONITOR. Baffled.

SECURITY 1
What's he doing?

SECURITY 2 rises from his seat, heading for the door.

SECURITY 2
He's coming down here.

Security 2 makes it to the door handle when -- WHAM! The door is SLAMMED off its hinges, knocking the man out. SECURITY 1 rises as a DAMAGED IRON MAN enters. Security 1 pulls his pistol as Iron Man raises his palm -- FIRING a low-watt REPULSOR BLAST into the man's chest, knocking him out.

Iron Man extends a COMPUTER PORT from his finger and INSERTS IT into the Security Office computer bank.

IRON MAN'S HUD: STREAMS with INFORMATION, the LAYOUT of the Security level. One room flashes a name: BETHANY CABE.

PATRICK

RHODEY (V.O.)
That's her room. Go!

IRON MAN
One more second...

BAKER

MORE INFORMATION STREAMS across Iron Man's vision as he delves into STARK'S EXECUTIVE FILES.

IRON MAN (cont'd)
What's my father's security password?

RHODEY
What?

IRON MAN
Are you head of Stark Security or what?

RHODEY
I was, before I hooked up with you again. His password is VICTORY.

This PRINTS across the HUD, causing a FLOOD of INFORMATION.

RHODEY (cont'd)
Just download it all! You have to get out of there, before they --

Suddenly, the DOOR is FILLED with body-armor clad SECURITY PERSONNEL, armed with M-16's. They FIRE a HAIL OF BULLETS. Iron Man leans across the console, taking the bullets to his back in an attempt to keep the computer intact while it downloads. The SCREEN SHATTERS over his head.

IRON MAN'S HUD: The DOWNLOAD flashes COMPLETE.

IRON MAN turns into the HAILSTORM of bullets. He raises his palms and FIRES, clearing the doorway of FLYING SECURITY.

**INT. INTERROGATION ROOM -- NIGHT**

Howard is about to shake the truth out of Bethany. When the DOOR opens on a SECURITY CAPTAIN in DENTED BODY ARMOR.

SECURITY CAPTAIN
Mr. Stark! It's coming -- !

The SECURITY CAPTAIN is BLOWN FROM THE DOORWAY by a RED BEAM of LIGHT. Dex steps in front of Stark, drawing a PISTOL.

DEX
Get behind me, Mr. Stark.

ANGLE ON: BETHANY, eyes growing wide as IRON MAN steps into the doorway; His SHOULDER PLATE knocked loose, helmet badly DENTED. He sees BETHANY; Bleeding, beaten, and gets pissed.

Iron Man walks forward, as Dex OPENS FIRE. Never slowing, Iron Man reaches BACKHANDS the big Security Guard into the wall. Only Howard Stark stands between Iron Man and Bethany now. Howard straightens, showing no fear.

Iron Man raises one PALM. The REPULSOR PORT irises open. RED ENERGY dances across the arrays, as the port POWERS UP. His ELECTRONIC VOICE CRACKLES and SHORTS with the damage to the Armor's voice-box. He does not sound human.

IRON MAN
Give me one reason not to kill you.

HOWARD STARK
I made the man who made you.

For a moment, there is SILENCE, but for the crackle of energy. But in the end... he's right.

PATRICK BAKER

Iron Man extends his other hand to Bethany. She rises and steps into his arm, which enfolds her. Iron Man LOOKS UP.

IRON MAN'S POV: In CAT-SCAN MODE, reveals the complete LAYOUT of the upper floors, and the skeletons of PEOPLE moving up there, his computers marking a CLEAR PATH directly UP.

Glaring into Howard's eyes, Iron Man raises his crackling palm to the CEILING. He FIRES a MAMMOTH BLAST THROUGH the UPPER FLOORS, clearing a PATH to the SKY above.

IRON MAN
This is not over.

Howard throws his arms up to shield his face as Iron Man's BOOTS BLAST the two of them up... Howard looks up at the hole in the ceiling, and the retreating RED STAR in the night sky.

HOWARD STARK
No. It's just about to begin, my boy.

**INT. FERRARI -- NIGHT**

Seeing the freedom of the open sky through his friend's eyes, Rhodey pulls the Ferrari over and finally exhales.

**EXT. LONG ISLAND -- AIRSPACE -- NIGHT**

BETHANY rests in Iron Man's arms as they FLY over the landscape. His RIGHT BOOT'S JET-STREAM is STUTTERING.

BETHANY
Your uh, boot there sounds little shaky. Are we safe up here?

Iron Man coughs out a damaged, electronically enhanced voice.

IRON MAN
Probably.

BETHANY
So, what are you? Like a robot?

IRON MAN
... Yes.

She touches the inhuman mask.

BETHANY
Amazing. He's so brilliant, Tony.

PATRICK BAKER

IRON MAN
Yes. Amazing.

BETHANY
Too bad he couldn't come get me himself. But that's Tony... always sending someone else.

Iron Man flies on, silent. Trying to keep it in the air.

BETHANY (cont'd)
Looks like you were a little outmatched here, big fella.

She touches the flapping SHOULDER PLATE, which FLIES OFF.

IRON MAN
Thanks.

**EXT. CATSKILLS HOUSE -- BACK LAWN -- NIGHT**

Iron Man and Bethany DESCEND to the lawn in a BLAZE OF LIGHT.

PATRICK

RHODEY
STARK! We need to talk!

IRON MAN
I know, I know --

Bethany looks at IRON MAN, whose HELMET RETRACTS. Tony.

BAKER

TONY
But I got her, didn't I?

RHODEY
And in the process, almost became the latest in a long line of advanced weapons appropriated by Stark Ironworks. Get your ass downstairs for a diagnostic.

Rhodey marches off toward the house, as Tony turns to a glowering Bethany. He smiles sheepishly.

BETHANY
A robot, huh?

TONY
With a soft, chewy center.

BETHANY
So you did care enough to come yourself.

TONY
Not really. But I had to test out the suit.

BETHANY
Well, as far as I'm concerned...

She kisses him. He is surprised. Before he can really kiss her back, she is already walking off toward the house.

BETHANY (cont'd)
The suit works for you.

Tony grins to himself, following them hitchingly back to the house, his wondrous Armor sparking, faltering and smoking.

TONY
(to himself)
Diagnostic: Successful.

PATRICK

**EXT. EGYPTIAN DESERT -- NIGHT**

The DESERT is cold, moonlit. A dark FIGURE moves toward a FENCED-IN CARGO FACILITY -- In the middle of nowhere.

TITLES: EGYPTIAN DESERT -- THE SIWAH OASIS

BAKER

RICHARD RENNSELAER, now garbed in BLACK SHIELD espionage gear, climbs up and over the SECURITY FENCE like a gymnast. He slips between the huge CARGO CONTAINERS. He finds one with the SHIPPING BILL taped to its front. It reads: CORK.

Picking the lock with ease, he opens the container.

RICHARD
That's not cork.

PAN UP ON: The face of A STARK BATTLE TANK bristling with guns. Richard withdraws a STARK MINI-CAMERA, aims. But before he can begin snapping, he is SHOT from behind. His eyes widen as his own BLOOD SPRAYS the face of the tank.

Richard Rennselaer falls dead against the face of the tank, as TWO SECURITY PERSONNEL shut the cargo door behind him...

**INT. STARK INDUSTRIES -- CEO'S OFFICE -- DAY**

Two DETECTIVES question Howard Stark and Justin Hammer. Howard pours himself a DRINK from his LIQUOR CABINET.

DETECTIVE DOUGHERTRY
Mr. Stark, this would be easier if we were able to investigate the actual areas that were broken into.

HAMMER
We understand, Detective Dougherty. Unfortunately, our Government-contracted areas carry Top Secret Classification.

DET. HARRIS shows Howard the SECURITY PHOTOS of IRON MAN.

DETECTIVE HARRIS
You build weapons, Mr. Stark. Any idea who could've built something like this?

Howard looks at the photos. He knows *exactly* who built them.

HOWARD STARK
No. No idea at all...

PATRICK

**INT. WINE CELLAR WORKSHOP -- NIGHT**

Tony clanks awkwardly down the stone STAIRS. Bethany laughs.

BAKER

RHODEY
Get your ass on the Dais, let's see how you've messed up my baby.

Tony steps to the final step, one foot up, hands on his hips.

TONY
*Your* baby?

RHODEY
And let me tell you something else. You're not leaving me behind next time. We need to figure out a way I can keep up, monitor your systems.

BETHANY
Look guys, all this aside, Stark Ironworks is obviously producing the weapons we've been looking for.

TONY
I can confirm that. Alright, I'll have Mrs. Arbogast call my crew. They'll retrofit my Jet into a tracking platform. Beth, check in with Richard, find out what he knows. And Rhodes, do me a favor and wheel that appliance dolly over here for me, would you?

RHODEY
What for?

WIDE ANGLE ON: TONY, still standing in the same position, foot on step, hands on hips.

TONY
Because I can't seem to move.

PATRICK

**INT. WINE CELLAR WORKSHOP -- NIGHT**

The damaged ARMOR is up on the Dais. RHODEY works on it.

ANGLE ON: The MONITORS, where the STARK IRONWORKS FILES run multiple pages of SPECIFICATIONS of the WEAPONS at Ironworks.

BAKER

TONY
Look at these firepower ratings. Just one of these mini-tanks would tear through an Armored Division like paper... Wait.

BETHANY
What is it?

TONY
The technical specs for my Everest Tracking Chips.

BETHANY
Well, with a platoon of "Mobile Cannon Delivery Platforms" out there, I'd say tracking lost climbers has got to be the least of our worries.

TONY
(looking closer)
But that's not my design.

BETHANY
It's not?

TONY
Not entirely. Their power source has been altered. They've gone from a movement-charging function to Infused Repulsor power, attached to a mini-electric generator.

BETHANY
More efficient?

TONY
Well, not really. Plus with Repulsor power, you risk an overload which, that close to central nerve cluster, could potentially short out the user's nervous system... Hang on.

PUSH IN ON: Tony, starting to truly understand. He begins to search the Chip Page, enlarging it.

PATRICK BAKER

TONY (cont'd)
This isn't a military contract. It's Federal. "To address increasing threats of Espionage, Diplomatic Kidnapping, and Terrorism, these tracking Chips have been implanted in the..."

He trails off, mind racing, understanding the implications.

BETHANY
What? Implanted in the what?

TONY
The entire Line of Presidential Succession.

**EXT. WHITE HOUSE -- ESTABLISHING -- DAY**

The seat of global Power, lit up for night viewing.

**INT. WHITE HOUSE -- VICE-PRESIDENT'S FOYER -- DAY**

PETER BENTON, The VICE-PRESIDENT (50's, handsome), enters the Foyer of his offices. He looks tired, it's been a day. His assistant VALERIE, rises with a look of concern.

VALERIE
Mr. Vice-President.

BENTON
Hi Valerie, what have I got?

She glances at the office, and motions him closer.

VALERIE
Howard Stark is in your office.

BENTON
I wasn't scheduled to see him.

ASSISTANT
No, you weren't.

BENTON
Then why did Secret Service let him into my office?

Valerie looks at him significantly. That's the point.

VALERIE
Secret Service already had it cleared, sir.

**INT. WINE CELLAR WORKSHOP -- NIGHT**

Tony is pacing. Thinking. Computing.

TONY
We have to stop thinking about this in human terms. Start thinking in terms of *business.* Say you've developed a line of advanced weaponry. How do you convince people to buy them?

BETHANY
Mount a publicity campaign?

TONY
What if your contacts are better than that?
(MORE)

PATRICK BAKER

TONY (cont'd)
What if you can get the President, the State Department telling people that America is in grave danger, of an imminent, International attack? What if they said that America was woefully unarmed to face such a threat?

BETHANY
The people would demand better weapons...

TONY
And Stark Ironworks would be there to accommodate the fears of a panicked Electorate, through contracts worth billions upon billions.

BETHANY
But that would never happen. The President's a die-hard Liberal.

TONY
But the Vice-President's not. He's an old-line Conservative, brought in to balance the Ticket. And he's an old protoge' of my father's.

PATRICK BAKER

**INT. WHITE HOUSE -- VICE-PRESIDENT'S OFFICE -- DAY**

Howard Stark lights himself a Cigar in the VP's office. There is a TELEVISION mounted on the wall, where the PRESIDENT is giving a speech to a veteran's group.

BENTON
What can I do for you, Howard?

HOWARD STARK
In a few days, I'll need you to make some calls for me, Peter.

BENTON
Oh yes? To whom?

HAMMER
Cent-Com. The Joint Chiefs.

BENTON
(careful)
What for?

HOWARD STARK
You know what for.

Beat. Benton taken in Stark, trying to assess whether he saying what Benton *thinks* he's saying...

BENTON
Howard. How long have we known each other?

HOWARD STARK
Since the days when you and I talked about this very thing.

BENTON
I was a kid.

HOWARD STARK
And now you run the free world.

Benton points to the President on TV --

BENTON
No *he* runs it! I'm the *Vice*-President. I'm here in case he dies.

HAMMER
Peter. You agree to what I'm proposing, right here, right now. And in five days... You will be President.

PATRICK BAKER

**INT. WINE CELLAR WORKSHOP -- NIGHT**

Tony leans back, putting a hand to his forehead.

TONY
My father is going to kill the President.

BETHANY
You don't know that.

TONY
I do know it. Kill the President via the Everest Chips. Install the Vice-President, have him sell your Weapons agenda. It's perfect.

BETHANY
Except for the Treason.

TONY
People like my father don't get charged with Treason.

Tony goes back to the computer, searching furiously.

TONY (cont'd)
The Chips are controlled by a direct Satellite uplink. It's the only way we can stop them.

BETHANY
Stop them, how? By taking out a Satellite? What are you going to do, fire a missile at it?

TONY
I -- Sort of.

BETHANY
No... Tony, no.

Tony shows her the SATELLITE/CHIP diagrams.

TONY
You see this date, August 15th? It doesn't say where these weapons are being shipped, but this is the delivery date. -- It also happens to be the day that the President is going to announce a new shift in Middle East policy. A Peace Plan.

BETHANY
So?

TONY
My father's interests don't coincide with peace. I think this is when he's going to do it.

**INT. WINE CELLAR WORKSHOP -- DAY**

RHODEY
You want me to modify it for *what*?

Tony enters data into the computers, and on screen, CG ENHANCEMENTS OVERLAY the Armor, creating a bulkier SUIT, with added ARMAMENTS. BLUEPRINTS for the IRON MAN MARK II ARMOR.

TONY
For space.

PATRICK BAKER

BETHANY
Rhodey, don't you let him talk you into this. He'll be killed!

TONY
We always talked about space in College.

RHODEY
(intrigued)
That's true.

BETHANY
Are you insane? You barely survived this flying coffin last time!

RHODEY
That's also true. -- Hell, you barely survived the test run.

BETHANY
Whatever he offers you Rhodes, ask yourself this: Is it worth our lives? Cause we'll end up in jail for manslaughter, while *he's* up in rich man's heaven laughing at us! What's worth that?

PATRICK BAKER

RHODEY
Yeah. What *is* worth that?

TONY
If I survive; You take it up next.

RHODEY
That was it.

TONY
Great! We've got five days.

BETHANY
This is ego! You rocket jockeys are confusing reality with fantasy!

TONY
Beth, that's the basis of all scientific design.

BETHANY
Okay. I'm leaving.

TONY
Okay.
(teasing)
Just don't go back to your office, okay? We won't have time to save you twice.

BETHANY
Keep it up, Stark. I'll save you time and kill you myself.

She exits in a huff. Tony looks at Rhodes.

TONY
Too far?

RHODEY
Maybe so.

TONY
Can you track the Chips' command source back to its satellite?

RHODEY
No sweat. That Satellite's got to be one of Stark's. I'm on it.

TONY
I'll be right back.

PATRICK BAKER

**EXT. CATSKILLS HOUSE -- BACK LAWN -- DAY**

Bethany is on the phone, she idly runs her hands over the two BLAST HOLES left over from the Iron Man test run.

SHIELD OPERATOR (V.O.)
S.H.I.E.L.D. Operations.

BETHANY
Bethany Cabe, ICE Division, Homeland Security, 929913. I need to Patch to of your Agents. Richard Rennselaer, 488900-X-ray.

She hears the clicking of keys. And then... silence. And even before the Operator speaks again. She knows.

SHIELD OPERATOR (V.O.)
... What is your relationship?

BETHANY
(closing her eyes)
I'm -- I was his wife.

SHIELD OPERATOR (V.O.)
Richard Rennselaer was killed in the line of duty two hours ago. A S.H.I.E.L.D. Crew discovered his body by the side of the road in --

Bethany hangs up, tears in her eyes. Tony is sitting behind her now, on his drinkin' rock.

BETHANY
Richard's dead. They killed him.

TONY
I'm sorry.

BETHANY
Why did all this have to happen?

TONY
My father was born with power. It's all he's ever known. -- You know how everyone thinks: "If I were running the world, things would be different."?

PATRICK BAKER

She sits down next to him, desolate.

BETHANY
Sure.

TONY
That wasn't a fantasy for my Dad. It was a goal. A life-long goal.

BETHANY
You were born with power too. But you're not like that.

TONY
That's why I'm the only one who can stop him. No matter what it costs.

She doesn't like it. But she finds that she loves him, so instead of arguing further, she kisses him...

**EXT. AIRPORT -- DAY**

Tony and Bethany pull up to Tony's Jet in a 1967 convertible CORVETTE STINGRAY. They stop. Tony looks up at the Jet.

TONY
I can't look.

BETHANY
Come on, you big baby.

**INT. PRIVATE JET -- DAY**

Bethany and Tony enter the Jet, but Tony keeps his eyes on the floor. The new, corrugated METAL FLOOR.

TONY
My carpet's gone.

BETHANY
Wow. Everything's gone.

PAN UP ON: The Jet's OVERHAULED INTERIOR. No more leather couches, no more wood panelling. The interior is LINED in STEEL. COMPUTERS run the length of the walls. In the REAR:

THE IRON MAN MARK II ARMOR, shining and new, stands propped in a HOUSING. It is a work of art. BUILT UP around the shoulders, the ARMOR PLATING is even stronger. The helmet and face plate are more aggressive, more threatening. WEAPONS PORTS dot its skin. In a lesser man's hands, it would be a perfect killing machine.

PATRICK BAKER

RHODEY (O.S.)
What do you think?

TONY
I think we're ready.

**INT. HARVARD UNIVERSITY -- LECTURE HALL -- DAY**

Building APPLAUSE as the PRESIDENT takes his place at the PODIUM. The STAGE is set with DIGNITARIES -- many of them in the Line of Succession. They applaud enthusiastically.

PRESIDENT
Good afternoon. This, is an historic day.

**EXT. ATLANTIC OCEAN -- ARISPACE -- DAY**

Tony's converted 747 ZOOMS INTO CAMERA.

PRESIDENT (V.O.)
For too many years, we have allowed differences of Ideology to divide us from our brothers and sisters in the Middle East...

**INT. PRIVATE JET -- DAY**

PULLS OUT FROM: THE IRON MAN MARK II ARMOR.

TONY
(checking off a list)
Impact baffles augmented to extreme cold, heat and pressure. Heat inducting thermal layer. Combat systems: Hi-res position sensing Phalangeal, Carpal, Metacarpal, and Antebrachial weapon effector assemblies. Kinetic energy rail-gun, coupled with rapid auto-feed multi-firing rotary breach ballistic cannon on articulated steady-mount with intelligent firing Control support systems.

PATRICK BAKER

BETHANY
Everything you need to start a war.

TONY
Or finish one.

She knows she shouldn't say it, but she can't help herself.

BETHANY
(don't do this)
Tony please --

Tony turns, edgy. Nervous as well.

TONY
What? Please what?

Seeing his agitation, she calms. She hugs him tightly.

RHODEY (V.O.)
(over the INTERCOM)
*This is your Captain speaking. --*
*We have reached our destination.*

**EXT. PRIVATE JET -- DAY**

At forty-two thousand feet, the day is crystal clear. The sky DARKENS above the Jet where the atmosphere thins out.

ANGLE UP ON: THE JET'S UNDERCARRIAGE, where a "BOMBER'S HATCH" SWINGS OPEN. IRON MAN is held in a MOBILE HOUSING, which LOWERS HIM clear of the Jet's floor. The Armor now wears a HUGE BOOSTER ROCKET HOUSING about its shoulders.

CLOSE ON: TONY'S EYES through the slits, wide with adrenaline. The slits CLOSE behind mirrored LENSES.

RHODEY
Iron Man, we're as high as we can go. Are you set?

IRON MAN
Set as I'm going to get.

RHODEY
Releasing you now.

PATRICK BAKER

With a huge CLANK, the HOUSING RELEASES. Iron Man Mark II DROPS from the plane. His BOOT-JETS FIRE HIM out from under the jet like a bullet.

**INT. PRIVATE JET -- COCKPIT -- DAY**

Rhodey takes Bethany's hand as, through the windshield, IRON MAN ARCS off and up, giving a little spin as a goodbye.

**EXT. THE SKY -- DAY**

CLOSE ON: IRON MAN, as the ATMOSPHERE around him DARKENS, progressing from sky blue, to indigo, to deepest blue...

INTERCUT TO: RHODEY AND BETHANY watching Tony's monitors.

RHODEY
How you doing, pal?

ANGLE ON: IRON MAN -- ICE builds on his shoulders and forehead, as he SCUDDERS through TURBULENCE.

IRON MAN
Turbulence. Air's getting thin.

RHODEY
Prepare to fire long-range boosters. On my mark --

CLOSE ON: TONY'S EYES -- Now comes the scary part. We hear his BREATHING through the respirators, speeding up.

RHODEY (V.O.) (cont'd)
Three. Two. One.

SIDE ANGLE: As the BOOSTER PACK on Tony's back SLAMS FORWARD in a MASSIVE BURST OF FIRE which obscures his lower half.

**EXT. SPACE -- CONTINUOUS**

The BLUE SKY FADES to BLACK and an EXPLOSION OF STARS blinks into view. Tony begins to breathe again, in astonishment.

RHODEY (V.O.)
Anthony Stark -- While you may not be the first millionaire in space; You are, without question, the first to get there without a ship.

BETHANY (V.O.)
How do you feel?

ANGLE DOWN ON: IRON MAN, DRIFTING OVER NORTH AMERICA. The view of the Earth and its horizons is staggering.

IRON MAN
... Invincible.

RHODEY (V.O.)
You should be close. Can you see the Satellite from where you are?

It is difficult for Tony to pull his gaze from the planet beneath him. But he does -- Just in time to see a MAMMOTH STARK SATELLITE BARRELING TOWARD HIM. He BLASTS FORWARD, barely dodging it as it sails past on its 750 m.p.h. orbit.

IRON MAN
Yeah, I see it.

He CLAMP-LANDS on the satellite with Magnetic BOOT-LOCKS.

PATRICK BAKER

RHODEY
Careful, now. The Satellite's Security system is standard. Re-route the connections, but *do not* damage the main housing.

IRON MAN
Come on. I could crush this thing bare-handed.

RHODEY
Look, S.I. doesn't want a loaded reactor re-entering the atmosphere. The minute it detects a breach, it will expend its energy. -- Right in your iron mug. So watch yourself.

Iron Man pulls a CONTROL PANEL open, revealing a sparkling CONTROL BOARD. The CIRCUITRY looks similar to Tony's silver masterworks, but coarser, less refined. Tony extends a COMPUTER PORT from his metal glove and inserts it.

IRON MAN'S POV: INFORMATION STREAMS across his H.U.D.

PATRICK

IRON MAN
I'm in. Are you getting this?

**INT. PRIVATE JET -- COCKPIT -- DAY**

Rhodey glances to Bethany, who watches the MONITORS. An IDENTICAL STREAM of information runs down the screen.

BAKER

BETHANY
Connection's good.

RHODEY
You are clear to reprogram.

**EXT. SPACE -- DAY**

IRON MAN'S POV: Of the DATA, which he begins to alter at a phenomenal rate.

IRON MAN
It's compensating, fighting me. I think maybe its --

Suddenly, the streaming information turns to RED.

IRON MAN (cont'd)
Sending a signal...

**INT. HARVARD UNIVERSITY -- LECTURE HALL -- DAY**

The President is on a roll. He thumps the podium.

PRESIDENT
It is time we recognized that *all the people of the world* deserve the chance to succeed, to create the lives they want, without fear of persecution, inequality, or oppression. To that end, I am announcing a shift in U.S. Policy. As of this moment --

He pauses, his hands gripping the edge of the Podium. The audience waits, bated. The SECRET SERVICE turn to him. The PRESIDENT suddenly ARCHES BACK in a FULL BODY SPASM. The PRESIDENT PITCHES FORWARD. The AUDIENCE SCREAMS.

**INT. PRIVATE JET -- COCKPIT -- DAY**

PULL OUT FROM: The small TV in the cockpit, showing the image of the President, and the people running toward him.

PATRICK

BETHANY
It's started!

**EXT. SPACE -- DAY**

BAKER

Tony works feverishly. But he's not going to make it.

RHODEY
Tony, the President! You've got to stop that thing!

IRON MAN
It's just rerouting my commands! I can't --

Tony's eyes narrow. Hell with it. He raises a METAL FIST and PUNCHES THROUGH THE CONTROL PANEL.

**INT. HARVARD UNIVERSITY -- LECTURE HALL -- DAY**

The President's pain abruptly STOPS. In the arms of the Secret Service now, he begins to come out of it.

PRESIDENT
I'm okay. I'm alright...

**INT. PRIVATE JET -- COCKPIT -- DAY**

The INFORMATION on Rhodey's monitor suddenly BLINKS OUT. Bethany looks up from the small TV.

BETHANY
President's okay. He's getting up.

RHODEY
Good job, man! What did you do?

**EXT. SPACE -- DAY**

PULL OUT FROM: IRON MAN'S arm, driven into the crumpled CONTROL PANEL to the forearm. Effective, but dangerous.

IRON MAN
Uh... I'll tell you in a second.

Carefully, Iron Man PULLS HIS ARM from the mechanism. For a moment, nothing happens. Tony exhales. THEN -- The Satellite emits a RAPIDLY BUILDING ELECTRICAL WHINE.

Iron Man SPINS and FIRES his JETS, flying just a few feet before: KA-*WHAM*! -- The Satellite EXPLODES in an EXPANDING BALL of ENERGY. Iron Man is KNOCKED FLYING, SPINNING, at speed, back toward the Earth.

BETHANY (V.O.)
Tony! Tony, are you alright?

IRON MAN
I'm fine. The Armor however --

BETHANY (V.O.)
What? What's wrong with the Armor?

**INT. PRIVATE JET -- COCKPIT -- DAY**

Rhodey looks up from the monitors. Most have gone FLAT-LINE.

RHODEY
Everything.

**EXT. STRATOSPHERE-- DAY**

IRON MAN PLUNGES back to Earth, SPINNING. The air around him BURSTS INTO FLAMES as he SCORCHES back into the atmosphere.

PATRICK BAKER

IRON MAN
Flight controls off-line, Oxygen's off. I've got a couple of minutes of air trapped in the suit. Maybe.

BETHANY (V.O.)
Is *anything* working on the damn thing?

IRON MAN
The radio?

**INT. PRIVATE JET -- COCKPIT -- DAY**

PUSH IN ON: RHODEY, pointing out the forward windows. A FLAMING COMET is dropping from the upper reaches.

BETHANY
Oh no...

Rhodey DIVES the plane forward, sweeping down toward the sea, flying at a POWER-TILT toward the BLAZING LINE IN THE SKY.

PATRICK

**EXT. ATLANTIC OCEAN -- AIRSPACE -- DAY**

ANGLE ON: IRON MAN, ENGULFED in NOISE and FLAME. The endless OCEAN appears through the fire, rushing up to meet him.

IRON MAN
I was just contemplating my Impact Baffles, Rhodes. You checked every connection point, right?

BAKER

RHODEY (V.O.)
Of course I did.

IRON MAN
Good. Because if even one is off by a millimeter... I'm about to get crushed into a diamond.

IRON MAN SLAMS INTO THE OCEAN in an EXPLOSIVE SPLASH-DOWN, STEAM BILLOWING after he has sunk beneath the surface.

**INT. PRIVATE JET -- COCKPIT -- DAY**

Rhodey banks the plane into a low circle. Silence.

RHODEY
Tony? Come back to me, pal.

IRON MAN (V.O.)
... Still ticking...

**EXT. OCEAN DEPTHS -- DAY**

IRON MAN DESCENDS into the depths like a stone, the water around him BOILING a thick trail of bubbles...

IRON MAN
For the moment.

**INT. PRIVATE JET -- COCKPIT -- DAY**

Bethany whips off her seat belt.

BETHANY
We have to help him! Rescue him!

RHODEY
How? We're in a god-damned 747!

Tears in her eyes, Bethany gets it. They're helpless.

PATRICK BAKER

**EXT. OCEAN DEPTHS -- DAY**

The water around Iron Man turns from blue to BLACK as he drops. The Armor CREAKS as the CRUSHING PRESSURE builds.

CLOSE ON: TONY'S FACE, through the mask, sweat beading. He's running out of air, breath coming hard.

IRON MAN
Bethany...

BETHANY (V.O.)
I'm here, Tony.

IRON MAN
You know... If I'd never kissed you... I wouldn't be so ready for this.

**INT. PRIVATE JET -- COCKPIT -- DAY**

A HISS of silence.

BETHANY
No! Tony, no! You hang on!

RHODEY
Look!

Rhodey points out the window, at a huge SIKORSKY HELICOPTER, winging in, low across the water. Rhodey recognizes it.

RHODEY (cont'd)
Hammer.

**INT. HAMMER'S HELICOPTER -- DAY**

JUSTIN HAMMER watches the MONITORS which TRACK IRON MAN'S ENERGY SIGNATURE. Hammer speaks clicks on the radio.

HAMMER
He's 200 feet straight down.
Divers in the water. Go.

A FLOOR HATCH opens on the hull of the Sikorsky and, WINCH LINES in hand, two DIVERS DROP INTO THE WATER.

**EXT. OCEAN DEPTHS -- DAY**

IRON MAN hits the ROCKS 200 feet down, and lies there like a bug on a pin. His breath is a narrow, reedy thread.

CLOSE ON: TONY'S EYES, through the slits; Calm, ready. He is looking up at the far distant SUNLIGHT. THEN, TWO DIVERS DROP INTO VIEW. They hook the CABLES to the Armor. The CABLES go TAUT and begin to WINCH Iron Man to the surface.

PATRICK BAKER

**EXT. ATLANTIC OCEAN -- DAY**

Rhodey and Bethany gape as Iron Man rises from the water, ascending into the belly of Hammer's chopper.

BETHANY
What do we do?

Rhodey wings the plane up into the low hanging clouds.

RHODEY
We stay close.

**INT. HAMMER'S HELICOPTER -- DUSK**

The WINCH housed on the inside roof of the big cargo helicopter reels in IRON MAN, the most expensive fish ever caught. THE FLOOR HATCH SWINGS SHUT BENEATH HIM.

TECHNICIANS move in. They release the HOOKS. Iron Man COLLAPSES to his knees, his chest hitching for air. A technician aims a PENLIGHT into the back of the Armor's neck.

TECHNICIAN 1
Power's off. We can't open it.

HAMMER
Hook him up.

They move in, searching for the power inputs. TECHNICIAN 2 realizes that the man in the Armor is whispering to him.

TECHNICIAN 2
What's that?

IRON MAN
*My hands... In my hands.*

TECHNICIAN 3
They they are.

The Techie plugs into the CONDUCTIVE PORTS on his hands. He nods to an OPERATOR, standing by a small POWER GENERATOR.

PATRICK

TECHNICIAN 2
Hit him.

The Operator moves a lever forward. LIGHT INFUSES the Armor, as Technician 2 opens the CONTROL HATCH at the back of Iron Man's neck, slapping an OCTOPUS CLAMP CIRCUIT BOX into his nerve center. The Operator works the Device's computer.

BAKER

COMPUTER OPERATOR
Channeling power to locking systems and life support.

Tony HEAVES in a huge breath as his RESPIRATORS come back on. He starts to get up.

COMPUTER OPERATOR (cont'd)
Blocking locomotion and weapons systems.

Iron Man FALLS back to his knees. Hammer looks him over.

HAMMER
Take it off him.

At the Technicians' command, the HELMET RETRACTS into Iron Man's shoulders, revealing a bedraggled Tony. The Armor UNLOCKS around him, spilling him out, clad in the Armor's MAST OUTFIT underlayer, the CHEST PLATE still on his chest.

HAMMER (cont'd)
Anthony. Anthony. It's amazing, the lengths you will go to frustrate your father's will.

Hammer lifts the Armor's right arm, noting the Repulsor ports on the palm, the ROCKET HATCHES around the forearms.

HAMMER (cont'd)
At least you've finally learned the value of fine weaponry.

TONY
It's the unfortunate by-product of dealing with technology-laden sociopaths like yourself.

HAMMER
Sociopaths now, is it? Careful, boy... Pathology is hereditary.

TONY
Stockpiles of weapons, terrorist training camps. The President. Where is it all going, Hammer?

PATRICK

HAMMER
It's going to restore order in the world.

TONY
Greater access to destructive weaponry is not going to restore order anywhere.

BAKER

HAMMER
You're os naive, Anthony. Not like your father at all. Howard Stark is a visionary. He saw the way things were going in the sixties. Civility, order, all of it falling apart in the corrupting face of technology, mass-communication. It takes two things to run the world; Simplicity, and Power. And simplicity takes its leave when the people start thinking in all directions. He knew only he had the power to restore order to the world -- By installing an ally in the highest seat of power and forcing him to do what should have been done decades ago.

TONY
What's that?

HAMMER
Clench the Iron fist. Engage the Rising Dawn. The United States has bases strategically placed around the world. All it would take is a Presidential order, and we could secure the world in moments.

TONY
It's impossible. People would fight back. It would be chaos.

HAMMER
Not with your weapons systems. The attacks would be comprehensive, overwhelming. Unstoppable.

TONY
Where are the weapons shipments?

HAMMER
Travelling by tanker to the unruly corners of the globe, in preparation. Don't tell me you've never imagined it. Everyone speaking one language, grilling in the back yard with their kids. One flag for the entire world. An American flag.

PATRICK BAKER

TONY
Well call them back. The President is safe. Your plan is over.

HAMMER
The President is a man, an obstacle to be eliminated. Like you.

Hammer taps Tony's operating CHEST PLATE.

HAMMER (cont'd)
What's this? Part of the Armor?

TONY
It connects me to the Armor.

HAMMER
Take it off him.

The Technicians UNLOCK the Chest plate from the Mast outfit.

They UNHOOK the Chest plate and REMOVE IT from its housing. Long, SURGICAL ELECTRODES pull out from his chest. Tony falls forward, in CARDIAC ARREST as the TECHNICIANS hook the plate up to the Armor. In agony, Tony meets Hammer's eyes, trying to get the words out before he dies...

TONY
Stop this, Hammer... Stop it before it's too late.

HAMMER
Anthony. It's far, far too late.

Hammer nods at a MAN, who releases the FLOOR HATCH, which SWINGS OPEN. Tony DROPS THROUGH THE HATCH.

HAMMER (cont'd)
Reactivate the Armor's systems.

**EXT. NEW YORK AIRSPACE -- DUSK**

The 747 DIVES THROUGH THE CLOUDS, heading for the FIGURE of a falling, tumbling Tony. But Rhodey's not giving up yet.

PATRICK

RHODEY
Take the stick.

Bethany takes control of the diving aircraft, as Rhodey grabs the ARMOR REMOTE. THE REMOTE SCREEN FLASHES: ACTIVATE.

BAKER

**INT. HAMMER'S HELICOPTER -- DUSK**

A TECHNICIAN draws his hand back as the panel he's working on SNAPS SHUT on its own. He draws back as the IRON MAN ARMOR POWERS UP and RISES TO ITS FEET on its own.

TECHNICIAN
Uh, Mr. Hammer?

Hammer watches Tony fall out the window. He turns, annoyed.

HAMMER
What are you doing? Shut it down!

TECHNICIAN
I can't! We're not controlling it!

Suddenly, the Armor BLASTS forward, the JET FLASH THROWING the Technicians to the side. Hammer DIVES as the Armor PUNCHES THROUGH THE SIKORSKY'S WALL, leaving the helicopter ON FIRE. Hammer hangs on as the Sikorsky dives into a spin.

HAMMER
*ANTHONY!!!*

Seconds later, the SIKORSKY EXPLODES.

**EXT. NEW YORK AIRSPACE -- DUSK**

Tony is dying, his fall dreamlike, the rush of air almost soothing. The GROUND rushes up beneath him.

RHODEY (V.O.)
STARK! Heads up!

Disoriented, Tony turns to the VOICE above him. The IRON MAN ARMOR is FLYING AT HIM, its jets out-racing gravity. The Armor OPENS FROM HEAD TO TOE, guiding itself over his body.

Tony spreads his arms and smiles, recognizing how lucky he has always been. The Armor CLAMPS ONTO HIM, AS HIS BOOT JETS FIRE, BLASTING AWAY THE GRASS AND EARTH that very nearly became his grave -- and SOARS BACK INTO THE AIR.

**INT. WHITE HOUSE -- OVAL OFFICE -- NIGHT**

The PRESIDENT stares out his window as RAIN begins to fall.

SECRET SERVICE CAPTAIN
You're certain you're alright, sir?

PRESIDENT
You heard the doctors. I'm fine.

SECRET SERVICE CAPTAIN
That was quite a scare today.

PRESIDENT
Well I can assure you, I've had no lasting... after effects.

ANGLE THROUGH THE WINDOW ON: IRON MAN, who stands on the lawn, lit by sudden LIGHTNING, rain dripping off him.

PRESIDENT (cont'd)
Holy God.

The Secret Service grabs the President, blocking the windows. They half carry the man to the office door when, OVER EVERY SINGLE ONE OF THEIR PRIVATE RADIOS, a VOICE:

PATRICK BAKER

IRON MAN (V.O.)
*Mr. President. I need to speak with you. I am not a threat. I know who tried to kill you.*

The President stops the Secret Service from dragging him out. He motions for a RADIO. They give it to him.

PRESIDENT
How do I know you won't try to kill me yourself?

IRON MAN
Because you know me.

Iron Man's HELMET RETRACTS. Tony stands in the rain.

PRESIDENT
Anthony Stark...

**EXT. WHITE HOUSE -- ROSE GARDEN -- NIGHT**

The President walks out, the Secret Service flanking him, marking Tony with laser-sights.

PATRICK

PRESIDENT
What is this, Anthony?

TONY
It's my father, sir.

BAKER

**EXT. HOWARD STARK'S YACHT -- ESTABLISHING -- NIGHT**

The YACHT is spectacular, huge.

**INT. HOWARD STARK'S YACHT -- STATE ROOM -- NIGHT**

A TELEVISION shows NEWS FOOTAGE of the President, recovering from his brush with death. A BOTTLE SMASHES the SCREEN.

HOWARD STARK
God DAMN IT!

Howard dials a SATELLITE PHONE, gets a STATICKY CONNECTION.

HOWARD STARK (cont'd)
Where are you, Captain?

**EXT. ATLANTIC OCEAN -- NIGHT**

ANGLE ON: FOUR MASSIVE OIL TANKERS, churning their way through the night seas. Their CAPTAIN stands on the bridge.

TITLES: TROPIC OF CANCER, 50 MILES OFF THE YUCATAN PENINSULA.

TANKER CAPTAIN
Just passing the Tropic of Cancer. We'll make landfall by morning.

**EXT. HOWARD STARK'S YACHT -- STATE ROOM -- NIGHT**

HOWARD STARK
Turn the ships around.

TANKER CAPTAIN (V.O.)
*Sir? I'm not sure I understood --*

HOWARD STARK
Bring them back home.

PATRICK

**EXT. WHITE HOUSE -- ROSE GARDEN -- NIGHT**

Iron Man and the President, two of the most powerful men on the planet, stand in the rain, face to face.

BAKER

TONY
I'm sorry to be the one to have to tell you these things, but --

PRESIDENT
Your father and I have had our differences before. I appreciate your coming to me.

TONY
If there's anything else I can do, Mr. President... Just call.

Tony steps back from the President, his HELMET REFORMING. And in a BLAZE of FIRE, Iron Man FLIES. The President watches him go, deep in thought. He withdraws a CELL PHONE.

PRESIDENT
General Fortney. General, how quickly can you get me a location on Howard Stark? Yes, *that* Howard Stark.

**EXT. WASHINGTON AIRSPACE -- NIGHT**

ANGLE ON: IRON MAN, LISTENING IN on the President's conversation, tapped into his phone line.

GENERAL (V.O.)
Simple enough, sir. Coast Guard reports his yacht just left the docks off Annapolis.

PRESIDENT (V.O.)
Take him out.

CLOSE ON: IRON MAN, his eyes widening.

GENERAL (V.O.)
Sir?

PRESIDENT (V.O.)
Code Zulu-Griffin.

GENERAL (V.O.)
... Calling it in now, sir.

Iron Man BLASTS through the sky, streaking toward --

**EXT. HOWARD STARK'S YACHT -- TOP DECK -- NIGHT**

Howard Stark wanders out onto the Top-deck of his ship. He spots a CREW MEMBER, tying down lines around the LANDING PAD.

HAMMER
Seaman, has Justin Hammer checked in?

The CREW MEMBER speaks into his radio, listens back.

CREW MEMBER
No word on him yet, sir.

PUSH IN ON: HOWARD, looking off into the night. Listening...

HOWARD STARK
Then why do I hear helicopters?

Seeing distant LIGHTS honing in, Howard RUNS for the WATER.

PATRICK BAKER

**EXT. ATLANTIC OCEAN -- NIGHT**

TWO APACHE HELICOPTER GUNSHIPS knife across the black ocean, heading for HOWARD STARK'S YACHT.

**INT. APACHE -- NIGHT**

The APACHE PILOT TARGETS the luxury YACHT.

APACHE PILOT
Target is in sight. Zulu-Griffin attack pattern. Fire.

**EXT. ATLANTIC OCEAN -- NIGHT**

The two Apache's FIRE MISSILES simultaneously.

APACHE PILOT
Missiles away! -- What the Hell!?

The Apaches are ROCKED BACK as IRON MAN ROCKETS BETWEEN them. As one, the two MISSILES and Iron Man CLOSE IN on the yacht.

PATRICK

IRON MAN
Come on... Come *ON*...

Fingertips reaching the first missile, Iron Man SWATS IT DOWN, driving it into the water, where it EXPLODES, sending a BURST OF SEA-MIST into the air. Iron Man flies through it.

BAKER

IRON MAN'S POV: TRACKS the SECOND MISSILE through the mist. He will never be able to get his hands on it in time. He AIMS his TARGETING RETICLE carefully, and FIRES A REPULSOR BLAST. But he MISSES the missile by scant inches, punching a HOLE in to the yacht just moments before --

IRON MAN (cont'd)
NO!

WHAM! The YACHT EXPLODES in a BLOOMING FIREBALL.

WIDE ANGLE: On Iron Man, PULLING UP to avoid the EXPLOSION. Below, the FLAMING WRECKAGE of his father's ship drifts down.

**INT. WINE CELLAR WORKSHOP -- MORNING**

Bethany looks as if she has not slept. She makes her way down the stairs to find RHODEY at the radio.

RHODEY
Iron Man, this is base. Come in.

BETHANY
No luck?

RHODEY
None. He's just gone.

BETHANY
Can't you track him?

RHODEY
He's shut down the tracking systems. There's no way to find him.

Suddenly, the HOUSE SHAKES, as from an EXPLOSION. And from outside -- is that singing? Bethany and Rhodey's eyes meet.

**EXT. CATSKILLS HOUSE -- BACK LAWN -- DAY**

Tony, helmet off, SOARS DOWN for another pass over the back lawn. He SINGS, loudly -- and badly.

PATRICK

TONY
Daisy! DAI-SY! Give me your answer -- *do*!

He SWINGS AROUND, firing a REPULSOR blast which SPLINTERS a HUGE OAK TREE on his lawn. He banks for another pass.

BAKER

TONY (cont'd)
I'm half CRA-ZY, over my love for --

BETHANY
ANTHONY STARK!

Below, Bethany and Rhodey run out of the house. Tony comes in for a landing, missing his mark, SKIDDING to his knees.

TONY
Hi.

BETHANY
Where the hell have you been?

He looks up at them, drunk and hollow-eyed.

TONY
Killing my father.

**INT. WINE CELLAR WORKSHOP -- DAY**

Rhodey checks out the Armor up on the Dais.

RHODEY
Damn Stark. When are you going to stop abusing our baby?

TONY
When I'm finished with it. -- Oh. Today.

Tony pours himself another glass of RED WINE from the cask.

BETHANY
You didn't kill your father.

TONY
Yes I did. Sure as if I'd put my hand to his face and -- Zap. And the thing is... I wanted to do it.

BETHANY
No. You wanted to stop him.

TONY
No, its worse than that. My father and I... we were coming to this.

Rhodey descends from the Dais, wiping his hands.

RHODEY
Now *that* I agree with. I've been around this family for a long time. And the fact has always been: When the Starks get determined about something, the world better watch out. A lot of people have been waiting for the moment when the immovable force met the unstoppable object. I mean, that's just simple physics.

Rhodey stops before Tony, looking in his eyes.

RHODEY (cont'd)
But that doesn't mean you killed him. Inevitability's one thing. The rest --

Rhodey takes the glass out of Tony's hand.

RHODEY (cont'd)
Is just self-pitying bullshit.

Rhodey SMASHES the glass in an oil-can trash bin.

BETHANY
Rhodes.

TONY
No, he's right.

BETHANY
Look, guys. This has been a tough week for all of us.
(to Tony)
Is there anything we can do that would cheer you up?

Tony gives her a raised eyebrow. There is one thing...

**EXT. ATLANTIC OCEAN -- DUSK**

Tony's RACING YACHT CRASHES through the waves, Tony at the helm, smiling through the flying mist. The coastline drifts by, golden-orange in the fading sunlight.

PATRICK BAKER

TONY
When you're right, you're right. I needed to get out of my head.

BETHANY
You mean your helmet. Plus, it's nice to have you all to myself for a while.

She snuggles up against him at the wheel.

TONY
We're going to have to go back to our lives soon.

BETHANY
Let's not. Let's just sail the Chesapeake Bay for the rest of our lives.

TONY
I've got a company to run. And you've got an office conspiracy to clean up.

BETHANY
And we still haven't tracked down those weapons shipments.

TONY
That's the first thing I need to do, assuming I can take control of my father's company.

BETHANY
Won't it just revert to you?

TONY
It should do. We'll see.

BETHANY
What's that?

She points off the bow, but Tony is checking his sails.

TONY
Annapolis. The Naval Academy.

BETHANY
No. Those oil tankers.

Slowly, Tony looks up. FOUR MASSIVE OIL TANKERS are heading for the shoreline.

BETHANY (cont'd)
How much oil does one base need?

TONY
Hang on.

Tony whips the wheel around, and the ship CUTS in toward the base. DWARFED by the oversized tankers, the INVINCIBLE pulls up along side the rear-most ship.

TONY (cont'd)
Can you read the Company title? Just above the name of the ship.

PUSH IN ON: The name of the ship, the INTREPID. Above this company title is written in smaller letters: *RISING DAWN*

TONY (cont'd)
Take the wheel.

Bethany does, as Tony speed-dials his cell phone.

PATRICK BAKER

TONY (cont'd)
Rhodey. We've found the missing weapons.

RHODEY
That's great. Where?

TONY
Off the Maryland coast.

**EXT. ANNAPOLIS NAVAL ACADEMY -- DUSK**

The beachhead at Annapolis. The tankers are close now. In response, COAST GUARD BOATS are deployed to confront them.

**INT. COAST GUARD SHIP -- WHEELHOUSE -- DUSK**

The COAST GUARD CAPTAIN takes the radio.

COAST GUARD CAPTAIN
Tanker Intrepid. Your course is unauthorized. Respond.

PATRICK BAKER

**EXT. OIL TANKER -- DECK -- DUSK**

No crew members can be seen on the wide metal decks. The Coast Guard's TRANSMISSIONS can be heard, echoing, ignored.

COAST GUARD CAPTAIN (V.O.)
*TANKER INTREPID, YOUR SHIPS MUST TURN BACK NOW.*

A wide HATCH SLIDES OPEN in the top deck, and a MASSIVE GUN TURRET RISES from below. It FIRES a BLUE REPULSOR BLAST which OBLITERATES THE LEAD COAST GUARD SHIP.

**EXT. YACHT -- DUSK**

PUSH IN ON: TONY and BETHANY. Tony is still on with Rhodey.

RHODEY (V.O.)
Stark, what's happening?

TONY
It's an attack! Take my helicopter! Pick Bethany up on my yacht. Are you near the Armor?

RHODEY (V.O.)
Yeah, I was working on the --

TONY
Back away from it.

Tony grabs the IRON MAN REMOTE from the wheel-housing.

**INT. WINE CELLAR WORKSHOP -- DUSK**

Rhodey quickly steps off the DAIS as the ARMOR LIGHTS UP, STANDING on its own. It FALLS BACK onto a set of padded METAL TRACKS behind it. At the end of the tracks above, a DOUBLE SET OF METAL CELLAR DOORS SLIDE OPEN. The BOOT JETS FIRE, BLASTING THE ARMOR UP THE TRACKS AND INTO THE SKY!

**EXT. CATSKILLS HOUSE -- BACK LAWN -- NIGHT**

Like a remote-controlled bullet, the Armor blasts up and out of the cellar, arcing out toward Chesapeake Bay.

**EXT. ANNAPOLIS BEACH-HEAD -- NIGHT**

The first two tankers GROUND THEMSELVES on the beach, and then CONTINUE UP THE SAND on a bed of REPULSOR LIGHT, the other two right behind it, GUNS swivelling to DESTROY TWO MORE COAST GUARD CUTTERS.

**EXT. YACHT -- NIGHT**

Bethany looks away. Tony takes her shoulders.

TONY
Beth, take the ship up the river.
Keep in touch on the radio.

BETHANY
What are you going to do?

A RED STREAK appears in the sky. With a sound like thunder, the Armor LANDS on the deck of the Yacht. It OPENS UP. Tony steps beck into the Armor, which SNAPS SHUT around him.

TONY
Whatever I can. -- Be careful.

He LAUNCHES himself after the firing TANKERS.

PATRICK BAKER

BETHANY
*You* be careful!

**EXT. ANNAPOLIS BEACH-HEAD -- NIGHT**

ANGLE ON: The LEAD TANKER, whose HULL SPLITS up the seam, OPENING WIDE as STARK DRONES SWARM OUT in a cloud. An inner PLATFORM SWINGS DOWN and SLAMS to the beach. The other three tankers begin to GROUND THEMSELVES as well.

SLEEK CHOPPERS skim out of the upper reaches of the Tanker-Transports like dragonflies, FLOATING MAG-LEV MINI-TANKS; Fully enclosed GUN-CYCLES. HOWITZERS like FLYING CANNONS.

NAVAL HELICOPTERS buzz in from the Annapolis Naval ACADEMY.

The Drones swarm the Naval choppers, DESTROYING THEM with rapid-gunfire. As they fall from the sky, GROUND ASSAULT TANKS and BODY-ARMORED INFANTRY POUR OUT of the tankers.

One look at this faceless tide of metal men, and you know...

Nothing can stop them.

PATRICK BAKER

**EXT. ANNAPOLIS STREETS -- NIGHT**

A SQUADRON of AMERICAN F-16's DIVE in FORMATION toward the Insurgent force. The ONSLAUGHT of from the upper ship-deck cannons and the tanks and drones below creates a nightmare WEB of FIREPOWER -- And the fighters are flying into the teeth of it, winging in like the Top Guns they are.

F-16 LEADER
Watch that fire! Mark your paths!

F-16 WINGMAN
There is no path! Try to ---

KA-WHAM! The WINGMAN is DESTROYED. The closer they get, the hairier it gets. The approach is impossible.

F-16 LEADER
Pull Up! Abort run! Support fire's too heavy!

The remaining fighters draw off, as two more jets EXPLODE!

**INT. WHITE HOUSE -- SITUATION ROOM -- NIGHT**

The PRESIDENT watches the DIGITAL MAPS in the SITUATION ROOM, listening to the F-16's transmissions. He rubs his eyes.

F-16 LEADER (V.O.)
*We can't even get close!*

GENERAL MARTIN FORTNEY (C.J.C.S.) steps up to the President.

GENERAL FORTNEY
With these weapons sir, I don't know what we can throw at them, short of Nuclear recourse. And they're heading into Civilian territory.

**EXT. ANNAPOLIS STREETS -- NIGHT**

INSURGENT SOLDIERS in MASKED HELMETS and BODY-ARMOR MARCH in military waves. They chant and shout slogans of victory in foreign tongues. They have breached the American Homeland and *nothing* can stand in their way...

SLOW PUSH IN ON: A LEAD SOLDIER, CHANTING with the rest, until his eyes come to rest on SOMETHING in the tree-lined road ahead. Slowly, the other INFANTRY see it as well, and the column actually begins to slow in the face of...

PUSH IN ON: IRON MAN, standing in the tree-lined Maryland road. Alone. When he speaks, his electronic voice is AMPLIFIED, carrying easily over the phalanx of troops.

IRON MAN
*ATTENTION: RISING DAWN TROOPS.*

**INT. WHITE HOUSE -- OVAL OFFICE -- NIGHT**

The PRESIDENT looks up, as Iron Man's voice is BROADCAST across all radio channels, picked up by TV stations.

*IRON MAN*
*YOU HAVE THIRTY SECONDS TO LAY DOWN YOUR WEAPONS AND TURN BACK.*

PATRICK BAKER

**EXT. ANNAPOLIS STREETS -- NIGHT**

IRON MAN'S POV: ANALYZING the THOUSANDS of pieces of technology before him, his H.U.D. Displaying Troop Strength, Armor Tensility, Weaponry, Power Sources, everything.

IRON MAN
*THIS IS YOUR ONLY WARNING.*

LAUGHTER ripples through the insurgents. The LEAD SOLDIER steps forward and SHOUTS a foreign epithet. He raises his bulked-up REPULSOR RIFLE and FIRES.

Powerful as the blast is, it is easily DEFLECTED off Iron Man's chest. Iron Man RAISES HIS HANDS. To himself:

IRON MAN (cont'd)
Okay, boys... Here it comes.

Iron Man UNLEASHES a DOUBLE REPULSOR BLAST unlike any we have seen yet. FULL force. The TWIN BLASTS PLOW INTO THE INFANTRY TOSSING HUNDREDS OF ARMORED MEN ASIDE LIKE STRAW.

Iron Man LAUNCHES into the air as the HEAVY WEAPONRY targets him. Throwing blasts from each hand, he DESTROYS tanks, drones and guns. Whatever crosses his targeting reticles.

PATRICK BAKER

**INT. TONY'S HELICOPTER -- NIGHT**

Flying a sleek, advanced HELICOPTER, Rhodey RACES toward Chesapeake Bay. On the seat beside him, he has a REMOTE MONITOR which shows the progression of the battle.

RHODEY
Iron Man, this is Eagle. I am nearly on-site. How are you hanging in?

**EXT. ANNAPOLIS STREETS -- NIGHT**

IRON MAN'S POV: Using his CAT-SCAN VISION, he looks THROUGH the thronging metal TANKS to REVEAL: They are EMPTY.

IRON MAN
There's no-one inside the heavier Armaments. They're all automated.

**EXT. ANNAPOLIS BEACH -- NIGHT**

Rhodey sets the helicopter down next to Tony's YACHT, which Bethany has driven onto the beach. She runs for the chopper.

RHODEY
Then I'd say the gloves come off at this point.

IRON MAN (V.O.)
Sorry pal...

**EXT. ANNAPOLIS STREETS -- NIGHT**

Iron Man, his GLOVES creating a SHIELD of LIGHT and FORCE around his hands, FLIES THROUGH TWO MINI-CHOPPERS.

IRON MAN
I'm going to need these gloves.

THE BATTLE: Is CATASTROPHIC. Iron Man slices through the forests of metal weaponry with balletic grace, the FLAME-TRAILS of his boots tracing his swath of destruction. The Insurgent Army FIRES BACK with everything they've got. But Iron Man is too fast, too agile, too deft at flying now.

PATRICK BAKER

WHAM! Iron Man is HIT FROM BEHIND by a MISSILE fired by an unmanned MINI-CHOPPER. His back smoking, he SLAMS INTO a SECOND CHOPPER and TEARS IT APART with his hands.

A SQUADRON of attack CHOPPERS flies at him in FORMATION, firing a BARRAGE, which TEARS into the street and trees behind him. Tony's eyes narrow. Time to get serious.

MOUNTED ROCKET LAUNCHERS UNFOLD from his SHOULDERS, and FIRE MULTIPLE ROCKET CLUSTERS into the SQUADRON.

**INT. TONY'S HELICOPTER -- NIGHT**

From the passenger seat, BETHANY watches the monitors. All they show now is CHAOS: Smoke, fire, torn metal.

BETHANY
Iron Man, this is Eagle! What can we do?

Tony's VOICE comes back on the radio, strained to the limit.

IRON MAN (V.O.)
The Remote Weapons are running Combat Logarithms! They're complicated, but I can see them.

BETHANY
What's a Combat Logarithm?

RHODEY
It's a set of complex actions based on simple source-commands.

IRON MAN (V.O.)
It's a program that has to be monitored. Someone must be guiding them by remote! Find out where they're being controlled, and we might just turn this thing around!

BETHANY
(to Rhodey)
Any idea where to find a staging platform for a remote-control Army?

RHODEY
Just one.

PATRICK

Rhodey BANKS the chopper. In the distance we see INDUSTRIAL BUILDINGS in the midst of a forest. One word shines in the night sky; Lit up, in letters 20 feet high: STARK

BAKER

**EXT. ANNAPOLIS STREETS -- NIGHT**

SWEEPING SPACE-CAM SHOT OVER ANNAPOLIS: The INSURGENT ARMY, much of which is dotted with SMOKING, TWISTED METAL from Iron Man's onslaught, is still pressing forward, making its way toward WASHINGTON D.C. The CAPITOL glitters in the distance.

The Insurgent Army FIRES energy weapons, missiles, everything they have at Iron Man, whose Armor is DENTED and smoking in places, but if anything it's just made Iron Man angrier.

IRON MAN'S H.U.D.: Shows that his POWER LEVEL is LOW.

IRON MAN
Iron Man to Eagle! I am on Low Power! I don't think I can turn them back!

BETHANY (V.O.)
Iron Man, hang on! We are tracing a signal which we believe to be controlling the remote devices.

IRON MAN
Tracing it to where?

**EXT. STARK INDUSTRIES -- NIGHT**

The HELICOPTER SKIMS IN between the towering industrial buildings. BELOW: SECURITY PERSONNEL run out, armed with conventional rifles. They FIRE on the helicopter.

BETHANY
Okay, now they're shooting at us.

RHODEY
Don't worry. The workshop and I have been working on a couple of tricks. Hand me that bag.

Bethany grabs a DUFFEL BAG from behind his seat. It's heavy.

PATRICK

BETHANY
Jesus, what's in this thing?

He reaches in a pulls out an oversized GRENADE. Clicks it.

RHODEY
Everything we need.

BAKER

He DROPS the concussion grenade. It EXPLODES on the tarmac in a SWEEP of LIGHT which KNOCKS the SECURITY MEN flying. Bethany pulls a hefty REPULSOR RIFLE from the duffel.

BETHANY
I can't kill these guys just for doing their jobs.

RHODEY
Hey, I used to work with these guys. I don't want them dead. Besides, the rifles are calibrated for more of a "blunt force" effect. They'll survive. Hang on, I'm setting her down.

**EXT. WASHINGTON STREETS -- NIGHT**

Iron Man FLIES down the smaller streets, the attacking force charging him, determined to take him out.

**INT. WHITE HOUSE -- SITUATION ROOM -- NIGHT**

The President watches his progress on the screens.

PRESIDENT
What's he doing?

GENERAL FORTNEY
He's drawing them down the smaller streets. He's boxing them in.

**EXT. TARMAC -- STARK IRONWORKS -- NIGHT**

From tactical positions, SECURITY fires their rifles at Bethany and Rhodey, who are holed up behind a GENERATOR.

PATRICK

RHODEY
Ready?

BETHANY
Yeah.

They make their run, FIRING the REPULSOR RIFLES, which PLOW "enemy" positions with BATTERING FORCE. Men go flying. Others run. The two make their way for the Weapons building.

BAKER

**INT. WEAPONS BUILDING -- HALL -- NIGHT**

Rhodey SHUTS the big metal door behind him. They're in.

RHODEY
Now comes the hard part.

BETHANY
*Now* comes the hard part?

RHODEY
Yeah, getting past the Weapons Testing Platform. Let's do this smart; The platform has a central charge generator. Everything's hooked up to it until the weapons are initiated.
(MORE)

RHODEY (cont'd)
When we trip them off, that box will super-charge them all for attack. Hit *that* box, at *that precise moment*... And we might just survive this. Maybe.

**EXT. BROWNSTONE STREET -- NIGHT**

Last Stand. Iron Man SWEEPS DOWN, SNIPING the forces, which are BOXED IN by the narrow street, knocking into each other.

IRON MAN'S HUD: Is FLASHING VERY LOW POWER now.

IRON MAN
Eagle, I am almost finished here!

**INT. WEAPONS BUILDING -- STAIRS -- NIGHT**

Bethany takes the metal stairs two at a time.

BETHANY
Keep your metal pants on! We are getting close to the signal!

PATRICK

**EXT. BROWNSTONE STREET -- NIGHT**

IRON MAN
Look, *close* is not going to do it!

BAKER

WHAM! Momentarily distracted, Iron Man takes a DIRECT HIT to the chest! He is BLOWN THROUGH THE WALL of a BROWNSTONE.

**INT. BROWNSTONE -- LIVING ROOM -- NIGHT**

The TV is on. The COUPLE in the house gape at the battered metal man who SMASHES INTO their living room. He gets to roughly his feet, his Armor loose in places, smoking.

IRON MAN
You folks want to head out the back. And stay low.

They run. A TANK moves into the GAPING HOLE behind him. Iron Man DESTROYS IT, but his blasts are flagging badly.

**EXT. BROWNSTONE STREET -- NIGHT**

Iron Man FLIES out of the house, but his BOOT-JETS abruptly FAIL, sending him NOSE-DIVING into the pavement. Just seconds of power left. He looks around, desperate.

PUSH IN ON: The old-time WASHINGTON STREETLIGHTS. THE asphalt around him spattering with fire, he SPRINTS for it.

**INT. WEAPONS BUILDING -- HALL -- NIGHT**

PUSH IN ON: RHODEY, pressed up against the door which reads: WEAPONS TESTING PLATFORM A, rifle at the ready.

IRON MAN (V.O.)
Eagle, *where are you*!?

RHODEY
(to himself)
With you in a second, pal.
Hopefully.

BETHANY (V.O.)
Eagle One. I am in position.

Rhodey takes a deep breath... and BANGS THROUGH THE DOOR.

**INT. WEAPONS BUILDING -- TESTING PLATFORM A -- CONTINUOUS**

Rhodey DIVE-ROLLS onto the platform. From one knee, he FIRES a MAJOR BLAST into one of the LARGEST TANKS, punching a hole through it. AS ONE, EVERY GUN on EVERY WEAPON lined up along the wide, circular walls SIMULTANEOUSLY AIMS AT HIM.

RHODEY
(breathless)
Go Eagle Two.

PUSH IN ON: The CATWALK PLATFORM, SIX STORIES ABOVE, where Bethany, on her stomach in classic SNIPER POSITION, SHOVES open the door, DRAWING A BEAD ON --

The UNIVERSAL POWER GENERATOR, which supplies a SURGE of POWER to <u>EVERY SINGLE WEAPON on the Platform walls.</u>

BETHANY
Good-night boys.

PATRICK BAKER

She FIRES ONE BOLT which strikes the GENERATOR, DEAD ON. It literally BULGES with an overload of POWER, and disperses the EXCESS ENERGY DOWN ITS POWER LINES.

Rhodey DIVES behind a protective wall as the ENTIRE WALL OF WEAPONRY EXPLODES, one by one in a spectacular CHAIN.

BETHANY SCREAMS in victory.

**EXT. BROWNSTONE STREET -- NIGHT**

PAN UP: To IRON MAN, practically crawling now. Seeing their opening, the battered Insurgent INFANTRY gives a BATTLE CRY and closes in on the hero, valiantly trying to reach the STREETLIGHT. A couple of POT-SHOTS drive him to his knees.

IRON MAN
Just a few.... more... feet...

His GLOVE brushes against the LIGHT POLE, but a DIRECT HIT to his back drives him down. The Armor's power is GONE. The SERVOS in his limbs are winding down. His breath comes hard.

With great difficulty, he turns his head to face -- The ENTIRE INSURGENT INFANTRY, BEARING DOWN ON HIM IN FORCE. Tanks DRAW UP alongside, drones fall in to place.

PATRICK

No escape now. This is the price of heroism.

IRON MAN (cont'd)
Okay, you metal sons of bitches...
Give it to me.

BAKER

AS ONE, they RAISE THEIR WEAPONS. The LEAD INFANTRY CRIES OUT to his troops. Ready, aim, and --

KA-WHAAMMMM! -- The INSURGENT ARMY EXPLODES as a STREAM of SIDEWINDER MISSILES SLAMS INTO THEM! Iron Man hears the VOICE OF THE F-16 CAPTAIN OVER THE RADIO!

F-16 LEADER (V.O.)
*General, their troops are locked in the trench. Iron Man has taken out enough of the heavy Armaments that we are now clear to approach.*

GENERAL (V.O.)
*Begin your run, Captain. Tear them apart.*

FOUR F-16's DIVE INTO the narrow street, FIRING. The STREET EXPLODES like the Fourth of July.

The JETS ROAR OVER IRON MAN, the F-16 CAPTAIN saluting the red and gold Avenger on his pass. Raising a glove with difficulty, he salutes back.

With a monumental effort, Iron Man TEARS a CHUNK out of the streetlight's facing, exposing the wires. He takes hold of the WIRING. The CHARGING PORTS in his gloves EXTEND CLAMPS which hold and SLICE the WIRING IN A SHOWER OF SPARKS.

The SURGE of ELECTRICITY is tremendous. Iron Man STIFFENS as the POWER of the WASHINGTON D.C. GRID SLAMS INTO HIM!

**EXT. WASHINGTON D.C. -- NIGHT**

OVERHEAD ANGLE: ON WASHINGTON D.C. The STREETS are FILLED with INSURGENTS, closer to the WHITE HOUSE now. The Insurgent Forces have been drawn into the RESIDENTIAL STREETS. And though they continue to press forward, our MILITARY FORCES are able to fight back now. U.S. TANKS and JETS and SOLDIERS move in to blockade Pennsylvania Avenue.

The LIGHTS of D.C. BLINK OUT grid by grid, a GLOWING RED FIGURE lit up with surging power, in the center of it all.

**INT. WEAPONS BUILDING -- LOWER HALLS -- NIGHT**

ANGLE ON: AN INDUSTRIAL ELEVATOR DOOR OPENS to reveal BETHANY and RHODEY, blackened and bruised, rifles raised.

BETHANY
Remote Signal's close. End of the hall.

ANGLE: DOWN THE HALL, where an ominous set of DOUBLE DOORS awaits. They read: AUTHORIZED PERSONNEL ONLY! Cautious, they OPEN the DOORS... Gaping at what they see inside:

**INT. WEAPONS BUILDING -- SITUATION ROOM -- NIGHT**

The ROOM is an EXACT REPLICA of the WHITE HOUSE SITUATION ROOM. DIGITAL MAPS, computers. Everything but the Generals. The room is empty. Except --

BETHANY
Look.

PUSH IN ON: A fine CIGAR, still SMOKING in an ashtray.

BETHANY (cont'd)
Whoever's running this show is close by. Shut this thing down. I'll find our bad guy.

RHODEY
What are you nuts? I'm going after the bad guy!

BETHANY
And then what? I'm going to work the computer?

Rhodey doesn't want to let her go alone. But she's right.

RHODEY
Okay, go.

Rhodey runs to the computers.

RHODEY (cont'd)
Iron Man, this is Eagle. I've found the source computer.

PATRICK

**EXT. WASHINGTON STREETS -- NIGHT**

Powered up again, Iron Man LAUNCHES high into the air.

IRON MAN
Great, just in time. Search for "Code Files".

BAKER

**INT. WEAPONS BUILDING -- SITUATION ROOM CORRIDORS -- NIGHT**

Bethany searches a MAZE of COMPUTER-LINED CORRIDORS. The mammoth HARD DRIVES are running at FULL POWER, orchestrating the attack on Washington.

BETHANY
I know you're close. I can smell your cigar.

But the powerful HUM of the computers obscures the MOVEMENT of a HUGE PIECE OF MACHINERY, which STEPS IN BEHIND HER.

**INT. WEAPONS BUILDING -- SITUATION ROOM -- NIGHT**

ON SCREEN: RHODEY finds the CODE FILES.

RHODEY
Got it!

IRON MAN (V.O.)
Find a file marked "Inverse Access Route".

RHODEY
What's that?

IRON MAN
These idiots took their weapons, programs, everything from my designs. The "Inverse Access Route" is my universal back door.

**INT. HAMMER'S HELICOPTER -- DAY**

The ROUTING APPEARS. The word PASSWORD flashes.

RHODEY
I need your Password.

IRON MAN (V.O.)
STARK RULES.

Rhodey rolls his eyes, enters STARK RULES. The MONITOR SCREEN suddenly LOADS PAGE AFTER PAGE in a STREAMING FLOOD.

RHODEY
I'm in.

IRON MAN
Drop down to Ionic Phase Engines, colon, Directional Current. What does it read?

RHODEY
6500 Positive.

**EXT. WASHINGTON STREETS -- NIGHT**

Iron Man FLIES over the carnage in the streets. The TROOPS below CHEER HIM as he does a FLY-BY. He salutes them.

IRON MAN
Okay. Now, change that to 10,000 *negative.*

CUT WIDE AND OVERHEAD: INSURGENTS POUR into the wide avenues, closer and closer to the WHITE HOUSE. The Army OPENS FIRE.

PATRICK BAKER

IRON MAN (cont'd)
Quickly, please.

**INT. WEAPONS BUILDING -- SITUATION ROOM CORRIDORS -- NIGHT**

Bethany spots the HUGE SHADOW on the floor, and turns. And looks up. *Way* up. She YELLS, and FIRES. Rich, electronic LAUGHTER rolls through the halls, and a BLACK METAL HAND RISES INTO FRAME, PALM OUT.

Bethany is BLOWN BACK by a CRUSHING BLAST of BLUE LIGHT.

**INT. WEAPONS BUILDING -- SITUATION ROOM -- NIGHT**

Rhodey enters *-10,000*. The SCREEN begins to FLASH URGENTLY.

RHODEY
It's giving a warning: "This will result in Severe Engine Damage."

IRON MAN
Exactly. Do it.

CLOSE ON: RHODEY'S HAND, reaching for the STEEL LEVER, when... O/S, he hears a MAMMOTH BLAST. He turns.

RHODEY
Bethany!

He looks off toward the MAINFRAME CORRIDORS. Something is RUNNING toward him from there. Something VERY BIG. Rhodey SCRAMBLES to grab his RIFLE.

IRON MAN (V.O.)
Rhodes! What's going on? What's happened to Bethany?!

As the GIANT SHADOW enters the SITUATION ROOM, Rhodey FIRES, DIVING aside as the FLOOR EXPLODES, driving him UP and INTO THE WALL. Rhodey drops, unconscious. The LEVER is still UP.

**EXT. WASHINGTON STREETS -- NIGHT**

Iron Man pulls up in the air over the raging battle.

IRON MAN
Rhodes? Rhodes! -- General Fortney, this is Iron Man.

PATRICK BAKER

GENERAL (V.O.)
Iron Man, go for General Fortney.

IRON MAN
My team is down! I believe I can shut down the heavier Armaments at their source! Can you handle things on the ground?

Iron Man listens. But it is another VOICE which comes back to him, to ALL who are listening.

PRESIDENT (V.O.)
*Iron Man, this is POTUS. You've done enough, son. Permission to leave the field. And thanks.*

IRON MAN
Thank you, Mr. President.

With a BLAST of his JETS, Iron Man FLIES into the night at MACH SPEED, a SONIC BOOM rolling in his wake.

**EXT. STARK INDUSTRIES -- NIGHT**

Like a FALLING STAR, Iron Man DESCENDS over the STARK IRONWORKS tarmac. SPOTLIGHTS bathe the asphalt, PAINTED with the word STARK in huge letters. The BODIES of BETHANY and RHODEY are laid, head to head across the word. Tony lands to his knees, his HELMET RETRACTING.

Tony takes Bethany's cold, dead hand. His features crack; Fatigue, regret and sorrow welling up.

RHODEY (O.S.)
Boss...

Tony spins. Rhodey is broken, bleeding... but alive.

RHODEY (cont'd)
Couldn't set off -- reaction. Attacked. You have to do it...

TONY
Who attacked you, Rhodes? Who --

Then, a HUGE VOICE, AMPLIFIED by the PA SYSTEMS of the PLANT.

HOWARD STARK (V.O.)
*HELLO SON.*

PATRICK BAKER

TONY
Dad? DAD?!

Tony gets to his feet, searching. But no-one can be seen.

RHODEY
Tony... Shut them down... Go.

HOWARD STARK (V.O.)
SON... I WON'T LET THAT HAPPEN.

From the SHADOWS of the plant... One SHADOW separates. A NINE FOOT TALL FIGURE in BLACK ARMOR. This is the WAR MACHINE Armor. Its LINES glow a menacing BLUE.

War Machine's HELMET RETRACTS, revealing HOWARD STARK.

HOWARD STARK (cont'd)
I knew you'd get here eventually, boy. You always were brilliant.

Howard Stark walks into the light, exposing the lines and power and menace of the War Machine. Iron Man faces him.

PATRICK BAKER

TONY
But that wasn't enough, was it, Dad? Once Mom was dead.

HOWARD STARK
No, I suppose it never was. I loved that woman. And your recklessness killed her. Now we're even.

TONY
Even. You've attacked your own country. Put countless lives in jeopardy. For what? For *what*?

HOWARD STARK
The President turned on me, boy. Tried to take *my life*, despite my *life-long* efforts to defend this country. Well, after tonight, the masses will understand what kind of world they're living in.

TONY
And people's lives mean nothing in comparison to this insane ideology.

HOWARD STARK
Ours do, Anthony. You've never understood. People like us have to run it all, in the end.

TONY
The end? Tell me Dad, when does it end?

HOWARD STARK
For you, son... It ends now.

WAR MACHINE'S ROCKET LAUNCHERS, CHAIN GUNS, and other weapons BRISTLE into place. Howard raises a hand, and fires a powerful BLUE REPULSOR BLAST, SLAMMING Tony ACROSS THE TARMAC into the WEAPONS BUILDING. The ENTIRE GLASS FACE OF THE WEAPONS LAB SHATTERS. Tony's HELMET REFORMS to protect him.

**EXT. PENNSYLVANIA AVENUE -- NIGHT**

The INSURGENT ARMY is marching up Pennsylvania Avenue. U.S. Forces fight back with everything they've got, but they are unable to hold back the waves of attack. They are outgunned.

PATRICK

**EXT. STARK INDUSTRIES -- NIGHT**

Tony staggers to his feet, badly outgunned as well.

War Machine LAUNCHES a VOLLEY of ROCKETS as Iron Man ATTACKS. For all of its size, War Machine is remarkably QUICK. Howard LIFTS Iron Man by the neck, CRUNCHING his metal COLLAR.

BAKER

HOWARD STARK
Don't you see boy? In all your childish ranting about the "sanctity of human life", together we've developed a method of warfare with a zero percent injury rate.

TONY
(choking)
Great. Nobody gets hurt.

HOWARD STARK
Only those who deserve it.

War Machine raises his PALM to Tony's FACE, the large-bore REPULSOR PORT IRISES OPEN, CRACKLING with BLUE ENERGY.

HOWARD STARK (cont'd)
I'm going to do what your mother refused to do thirty years ago.

Before he can fire, Tony's shoulder-ROCKET LAUNCHERS UNFOLD and FIRE a VOLLEY DIRECTLY INTO WAR MACHINE'S FACE-PLATE. War Machine takes the punishment, screaming, but holding his grip. He LAUNCHES THEM into the sky in a BURST OF FIRE.

**EXT. LONG ISLAND -- AIRSPACE -- NIGHT**

WIDE ANGLE: On a blazing STAR, rising HUNDREDS OF FEET INTO THE AIR above the LONG ISLAND WOODS.

Iron Man struggles to get free, FIRING DOUBLE REPULSOR BLASTS into War Machine's gut. With a grunt of electronic rage, War Machine powerfully FLINGS IRON MAN INTO THE WOODS.

ANGLE ON: IRON MAN CRASHING THROUGH THE TREES, much like the Test Run; Except this time, his Armor is battered beyond survival. METAL PLATING begins to SNAP OFF of him. Tony is BATTERED again and again, STRIPPING HIM OF HIS ARMOR. One ARM is EXPOSED and promptly SNAPS against a tree.

PATRICK BAKER

**EXT. WOODS -- NIGHT**

Tony SLAMS into the dirt floor, his HELMET RETRACTS INVOLUNTARILY. He looks up at the stars, not sure if he is getting up again. But an AMPLIFIED VOICE echoes to him.

HOWARD STARK
*ANTHONY STARK!!!*

Tony's jaw sets. Using his one good, armored arm, he rises to his feet. Slow and purposeful, he RISES UP INTO THE SKY.

**EXT. LONG ISLAND -- AIRSPACE -- NIGHT**

VERY WIDE: RISING above the trees, Tony sees WAR MACHINE, HOVERING in the air above the Stark Complex, his SPOTLIGHTS searching for Tony like an angry God. For a moment, the two Armored combatants face each other over the treetops. THEN --

Tony FIRES AT HIM LIKE A BULLET. Iron Man's APPROACH is harrowing. War Machine UNLEASHES EVERYTHING HE'S GOT; ROCKETS, REPULSOR BLASTS, a rippling THUNDERCLAP OF ENERGY.

Tony puts his good forearm up, shielding himself from much of the barrage, taking the rest. He doesn't care anymore.

HAMMER
*THAT'S IT! COME ON! SHOW ME WHAT YOU'RE MADE OF, BOY!*

Tony pours on that last bit of speed, extending his palm forward, BURSTING with RED ENERGY. Tony speaks, quiet and firm, his voice picked up by War Machine's radio systems.

TONY
Me, Dad? I'm made of Iron.

IRON MAN PLOWS INTO WAR-MACHINE, forcing him DOWN, BACK INTO THE COMPLEX. Tony ROCKETS downward, RELEASING War Machine, who SLAMS INTO a CONCRETE BUILDING, as Tony executes a 90 degree turn STRAIGHT UP THE BUCKLING CONCRETE WALL.

He loops back and LANDS perfectly. He approaches his father.

TONY (cont'd)
Let me ask you one thing Dad, just one thing. Between Foreign and U.S. Military contracts; How much money did you *personally* expect to make from all this?

Stark grins. In the end, when you're caught you're caught.

HOWARD STARK
Billions.

War Machine FIRES another REPULSOR BLAST. Tony FIRES BACK, his CRIMSON BOLTS meeting the BLUE, with spectacular results.

Howard Stark FIRES a VOLLEY of MISSILES over Tony's head. They overshoot him, so drastically that it takes a second to realize War Machine was *not aiming at him.* Tony looks up --

As the MAMMOTH LETTERS reading STARK come CRASHING DOWN ON TOP OF HIM. Tony raises his arm to shield his head as he DISAPPEARS under the COLLAPSING WRECKAGE OF HIS FAMILY NAME.

Silence. Howard rises and stands over the twisted, sparking metal and glass. Suddenly, TONY BURSTS from the wreckage! His eyes are wild and mad. His FIST clenches.

War Machine tries to fight him off, but Tony comes in swinging like a fist-fight, and the bigger Armor cannot maneuver enough to fire its heavy weapons at him. Howard raises a huge arm to CRUSH Tony. But Tony GRABS IT, and dropping it over one knee, he SNAPS IT BACK. The SPARKS FLY.

Howard Stark CRIES OUT, ENRAGED. But this fight is over.

PATRICK BAKER

Tony HAMMERS him. He pounds and pounds, DESTROYING pieces of vital technology. War Machine's LIGHTS flicker. Until finally -- Howard Stark holds up a TREMBLING HAND.

HOWARD STARK (cont'd)
Enough, please... Stop.

Tony steps back, truly shaken by this fight.

HOWARD STARK (cont'd)
All my life... It isn't fair, son.

TONY
It's not about fairness, dad. It's about Physics.

Through bloody teeth, Howard Stark smiles.

HOWARD STARK
I suppose you're right.

With that, War Machine shows his final trick: A MISSILE UNFOLDS FROM HIS BACK. A MISSILE with a GLOWING, QUIVERING DROPLET OF WATER in its GLASS-ENCASED NOSE-CONE. The *X-14*.

PATRICK

TONY
No, Dad NO! You'll kill us both!

Howard Stark surveys the damage. The crushed Stark name.

BAKER

HOWARD STARK
It's time, Anthony. Look what happens in our footsteps. -- Good night, son.

He CLENCHES his fist. FIRE BLASTS from the MISSILE on his back, BUT THE HOUSING IS CRIMPED. The MISSILE is LOCKED INTO PLACE! Howard tries to turn his head.

HOWARD STARK (cont'd)
What --

TONY
DAD!

KA-WHAAMMMMMM!!! War Machine EXPLODES in BURST of LIGHT and FORCE which BLOWS TONY ACROSS THE COMPLEX. The WEAPONS BUILDING EXPLODES, CRUMBLING DOWN ONTO HOWARD STARK.

**INT. WEAPONS BUILDING -- SITUATION ROOM -- NIGHT**

PUSH IN ON: THE LEVER by the computer, whose screens still FLASH their OVERLOAD WARNING. The force of the EXPLOSION causes the LEVER to DROP. The screen goes SOLID RED.

**EXT. WASHINGTON STREETS -- NIGHT**

The Insurgent ARMY has BROKEN through the RANKS of the U.S. MILITARY, approaching the WHITE HOUSE LAWN, WHEN EVERY TANK, DRONE, AND MINI CHOPPER SUDDENLY STOP DEAD SIMULTANEOUSLY.

The INSURGENT INFANTRY stops as well, in confusion as a high, mechanical WHINE BUILDS. The SOUND is similar to the OVERLOAD Bethany caused on Weapons Platform A. The HEAVY ARMAMENTS EXPLODE IN A SPECTACULAR CHAIN REACTION -- Leaving only scattered INFANTRY, now FAR OUTNUMBERED by U.S. FORCES.

The Infantry DROP their WEAPONS in full surrender.

**EXT. STARK INDUSTRIES -- NIGHT**

Caught in the mesh of the Plant's FENCING, TONY raises his head. He walks shakily to RHODEY, still lying on the pavement, amidst the glass and metal strewn landscape.

Tony notices that there is a MAN'S SHADOW over his shoulder, HOLDING A .38 PISTOL. TONY spins, RAISING HIS FLICKERING REPULSOR PORT... At PHIL the Security Guard, who just about wets himself. Phil drops his REVOLVER. It GOES OFF.

Tony helps Rhodey up. Phil recognizes him.

PHIL
... Mr. Stark?

TONY
Call the police.

Stunned, Phil looks at the BLAZING WEAPONS BUILDING. Turning back to Tony, he finds that Tony and Rhodey are GONE, just a RED STAR retreating into the night sky...

FADE TO:

**EXT. STARK INDUSTRIES -- DAY**

Bright sunshine, as if a fog has been lifted from the place. The STARK SIGN is NEW, updated to the *Stark Realities Font*.

**INT. STARK INDUSTRIES -- CEO'S OUTER OFFICE -- DAY**

The outer office is neat as a pin. MRS. ARBOGAST sits at her desk, answering phones with deft efficiency.

MRS. ARBOGAST
Mr. Stark's office. No, Mr. Stark is not in -- He moves into the CEO's office tomorrow. Thank you.

TONY enters with RHODEY, his arm in a CAST. Rhodey's SHOULDER and LEG are in plaster as well. Their faces are battered, black and blue.

MRS. ARBOGAST (cont'd)
Well now, this is a familiar sight.

RHODEY
Just like College, Mrs. A.

MRS. ARBOGAST
Mr. Stark -- Your meeting with the Board is in half an hour.
(to Rhodey)
You *and* your new VP of Development.

TONY
Thanks, Mrs. Arbogast. I've got a few things to say to them.

**INT. STARK INDUSTRIES -- CEO'S OFFICE -- DAY**

Now it is *Tony's* office, redecorated accordingly. RHODEY sits back in a plush CHAIR. A PLASMA TV plays the NEWS.

NEWSCASTER
-- Marking the beginning of the first *Vice*-Presidential Impeachment in history. And, in Alaska --

RHODEY
Pretty sweet digs, my friend. Was it worth it?

TONY
No. And now I've got about a million things to do to get this company back in shape, after our recent little P.R. disaster.

PATRICK BAKER

RHODEY
You mean almost causing a world war.

TONY
That's the one.

ON THE TV: JESSICA CAHILL gives a REPORT. An OIL TANKER is beached on the rocks behind her. Tony turns UP the VOLUME.

JESSICA CAHILL
-- foundered in the Bering Strait. The massive Oil Tanker is apparently wedged into the rocky shoreline, unable to break free. Authorities say the spill will create an environmental disaster --

Tony clicks on the INTERCOM.

TONY
Mrs. Arbogast, tell the Board I'll meet with them tomorrow.

MRS. ARBOGAST (V.O.)
Yes sir. Is there a problem?

PATRICK BAKER

Tony opens his father's old LIQUOR CABINET, revealing a HIDDEN SWITCH which has replaced the bottles. He pulls it and a SECRET HATCH OPENS IN THE WALL. The IRON MAN ARMOR rests inside, CLEAN and REBUILT, OPENING for him to step in.

TONY
I have to go to Alaska.

MRS. ARBOGAST (V.O.)
Of course you do.

RHODEY
You sure you can you fly that with a broken wing?

TONY
Sure.

The Armor SWINGS SHUT around him, the LEFT ARM held in place by STRUTS which hold it to his freshly shining metal chest.

TONY (cont'd)
I've made adjustments.

**EXT. STARK INDUSTRIES -- DAY**

In a FLASH of bright sunshine, IRON MAN FLIES from his OFFICE BALCONY. Up, UP -- ZOOMING INTO CAMERA as WE:

SMASH CUT TO:

BLACK

**IRON MAN**

PATRICK BAKER