

IRON MAN

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Revisions
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IRON MAN

EXT. JUNGLE -- NIGHT

TITLES: SINUIJU, N. KOREA 35 MILES SOUTH OF THE CHINESE
BORDER -- 0230 HRS

The Jungle, twisted and lush. Silver moonlight shutters
through dense foliage. It's quiet. For a moment...

Until a U.S. SOLDIER comes CRASHING through the trees, trying
to move both silently and quickly. His face is CAMO-PAINTED.

He is a CAPTAIN, Special Forces, a Green Beret, and his
expression is very, very shaken.

BEHIND HIM: There is a sudden BURST of WEAPONS FIRE. And
men, screaming in pain. He RUNS, back into the trees.

And now we can hear something COMING THROUGH THE TREES after
him. Still running, he turns to listen --

And TRIPS, falling to the ground. He has tripped over one of
his own men. A LIEUTENANT, who has dragged himself to this
spot, frightened to the point of shock.

LIEUTENANT

Cap...

The Captain snake-crawls to the young man.

CAPTAIN

Where's Briggins?

The younger soldier gazes distractedly into the woods. The
Captain grabs the man and shakes him.

CAPTAIN (cont'd)

Where's Briggins!?

LIEUTENANT

Dead, man. They're all dead.

Something CRASHES through the woods behind them. Closer now.

LIEUTENANT (cont'd)

Oh Holy God...

The young Lieutenant panics, and TAKES OFF RUNNING.

CAPTAIN

Stay down!

A BOLT of LIGHT FLIES THROUGH THE TREES like a thunderbolt. On the run, the young soldier is BLOWN APART. The Captain winces. Just him now.

EXT. JUNGLE CLEARING -- NIGHT

Another part of the jungle. A MAN in dark fatigues, with the demeanor of a hunter -- SCANS the Jungle with a pair of MINI-BINOCULARS. The make of the binoculars reads: STARK.

BINOCULAR POV: Is in familiar NIGHT-VISION GREEN, though it is remarkably DETAILED, and ILLUMINATED SHAPES can be seen moving through the trees close by.

The HUNTER puts a hand to the whisper-mike in his ear.

HUNTER

Base. One bogey left. He's quick.

A VOICE crackles back to him.

VOICE (V.O.)

Can you see his tags?

BINOCULAR POV: Suddenly ZOOMS to over 300 X -- into the CAPTAIN'S CHEST, and the DOG-TAG there, remarkably clear.

HUNTER

His name is Dowd. Serial number:
9815 --

INT. COMPUTER CENTER -- NIGHT

CLOSE ON: FINGERS, entering the data into a computer. ON SCREEN: The NATIONAL DEFENSE REGISTRY. And the name DOWD.

EXT. JUNGLE CLEARING -- NIGHT

~~The HUNTER watches Captain Dowd, waiting for him to run.~~

VOICE (V.O.)

Roger that. Taking him down now.

EXT. JUNGLE -- NIGHT

CAPTAIN DOWD can feel his hiding place getting less secure.

So he RUNS.

PAN WITH: THE CAPTAIN, running through the trees with light-footed practice. His face bleeds, slashed by the jungle.

BOLTS of LIGHT fly at him, fired by the enemies tracking him. They can not be seen, but for RED LIGHTS which presumably mark their path. Trees EXPLODE in flame around him.

But he's still ahead. THEN -- His chest begins to hitch. He tries to breathe, tries to run, but a sudden, STABBING PAIN in his chest brings him CRASHING to his knees.

He chokes, unable to breath past the pain. He tries to get up again... but it's not happening.

But now the RED LIGHTS have gathered in the tree-line.

He turns back to his pursuers, and now the whites of his EYES are gone, replaced by the bright RED of burst capillaries.

He watches the RED LIGHTS APPROACH. They adorn the FACE-PLATES of the SOLDIERS which emerge from the trees. They are entirely encased in grey METAL ARMOR. They all raise RIFLES, as technologically advanced as everything else about them.

The Captain's face hardens. Last stand. He raises his Assault Rifle -- But the pain is too great. His heart gives out. He COLLAPSES...

As the metal SOLDIERS close in around him.

EXT. DEATH VALLEY -- DAY

TITLES: DEATH VALLEY, NEVADA

PAN OVER, through the blowing sand, TO: A CROWD, sitting in BLEACHERS, all eyes on a distant RED and GOLD GLEAM of LIGHT, accompanied by the approaching wasp-whine of high-toned ENGINES. DUST chases it in a whipping hurricane.

JAMES RHODES (RHODY) -- Head Engineer of STARK REALITIES; Handsome, black and brilliant -- monitors the event from a CONTROL BOOTH, unfolded from the back of a MOBILE TRUCK-LAB with the words STARK REALITIES painted across it. FRANKIE, a TECH ASSISTANT watches anxiously over Rhody's shoulder at a MONITOR shows a GRAINY SHOT of the speeding bullet-craft.

A big DIGITAL READOUT shows the speed of the CRAFT. But it can't be right: 520 MPH and climbing. Rapidly.

RHODY

Man and machine in perfect harmony.

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

FRANKIE

How's he possibly so calm?

RHODY

He's probably watching the game.

TECH

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

A VOICE crackles over the Console's MINI-SPEAKERS.

TONY (V.O.)

I heard that.

Rhody gives the Techie a look -- "Nailed you, son."

TECH

Sorry, Mr. Stark.

TONY (V.O.)

How many times do I have to tell you, Frankie?

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

TONY (V.O.)

Mr. Stark is my father.

SWEEPING SHOT OVER: STARK INDUSTRIES, a small city of Industry in the woods off Long Island Sound. The somber SETTING SUN casts everything in orange and purple...

HOWARD STARK (V.O.)

What we're talking about here... Is power. The power to do good.

~~PUSH IN ON: THE STARK WEAPONS LABS, a brand-new, State-of-the-Art GLASS-FACED BUILDING with DOMED interior lab areas.~~

A RIBBON-CUTTING CEREMONY -- attended by VIP'S including the STARK BOARD -- Twenty of the most granite-edged businessmen you'd ever want to avoid meeting in a dark boardroom -- and PETER BENTON, the VICE-PRESIDENT of the United States.

A small gathering of PRESS is on hand, occasionally snapping pictures of the two TECHNOLOGICALLY ADVANCED MINI-TANKS, on display for the event.

All eyes rest on one MAN, the word STARK printed on building over his head. ILLUMINATED and TWENTY FEET TALL.

And yet, HOWARD STARK is somehow more impressive. Patriarch of STARK INDUSTRIES, steel grey hair, Saville Row suit,, ramrod straight posture. In this world, there is no Boeing, no Microsoft, no Lockheed-Martin. Only Stark.

HOWARD STARK (cont'd)

Technology heaps achievement upon achievement. Global fortunes rise and fall. But the Powerful still have the final word. God willing... It is a good one.

PUSH IN ON: JUSTIN HAMMER (50's) Titular President of Stark Industries. His hard, serious features break into a smile. He leads the crowd in ROBUST APPLAUSE.

HOWARD STARK (cont'd)

To that end, I am proud to present the new STARK WEAPONS LABS to our distinguished guests; The Stark Board, Mr. Vice-President.

PETER BENTON, the VICE-PRESIDENT nods.

HOWARD STARK (cont'd)

In this building, we will enter the next generation of privatized Military-technological cooperation.

Howard Stark CUTS the ribbon.

EXT. DEATH VALLEY -- DAY

KA-WHAM! -- RHODY grabs a MICROPHONE. His voice echoes across the crowd on the heels of a rolling SONIC BOOM.

RHODY

LADIES AND GENTLEMEN... TONY STARK
HAS JUST BROKEN THE SOUND BARRIER.

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

Howard Stark mingles through the Champagne-drinking crowd. A MAN moves up next to him.

REPORTER

Mr. Stark. Does this announcement indicate a cooling of tensions between Stark Industries and your high-tech arm, Stark Realities?

Realizing it's a Reporter, Howard Stark waves to SECURITY. They move in, as Howard answers cordially.

HOWARD STARK

In fact, this event marks the formal combination of our defense and engineering concerns with Stark Realities.

REPORTER

It's just that, Stark Realities success is due primarily to your son's Tech-Engineering innovations and privately held patents.

HOWARD STARK

What is your question, young man?

The reporter sees Security moving in. He goes for it.

REPORTER

Has your son agreed to this?

HOWARD STARK

My son...

He pauses, GRIPPING the edges of the bar. Justin Hammer looks over in alarm.

EXT. DEATH VALLEY -- DAY

SIDE ANGLE ON: The Red/Gold SPEEDER-CRAFT. It has NO WHEELS, merely levitating scant inches above the salt-flats, the only friction-whine emitted by the AIR it is slicing through.

TONY (V.O.)

Are they watching?

Rhody checks out the rapt crowd, all eyes glued.

RHODY

Mr. Stark, you have the floor.

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

Howard Stark's WHITE KNUCKLES grip the bar. His face
CLENCHES in PAIN. He CRIES OUT, but the SOUND we hear IS:

INT. SPEEDER CRAFT -- DAY

The ROAR inside the craft is EAR-SHATTERING.

TONY

Let them watch this.

CLOSE ON: A SQUARE JAW -- lips parting to a perfect SMILE.
TONY'S manicured HAND reaches for a small STEEL LEVER, marked
CAUTION. Caution. Right. Tony throws it to the wind.

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

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 marker.

FRANKIE

Whoa.

RHODY

(over loudspeakers)

LADIES AND GENTLEMEN, YOU HAVE JUST
WITNESSED THE OBLITERATION OF THE
WORLD LAND-SPEED RECORD.

The crowd JUMPS TO ITS FEET, CHEERING WILDLY.

RHODY (cont'd)

Congratulations. Ease it back now.

TONY (V.O.)

Are you kidding? -- This is the
best time I've ever had.

RHODY

Our field tests never came close to
this speed. Ease it back, son --

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

RHODY (V.O.)

-- Or this'll be the last time you
ever had.

The crowd of staid businessmen JUMPS to its feet as HOWARD
STARK PITCHES FORWARD.

HAMMER

HOWARD!

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 WOBBLE.

The CRAFT IS SCREAMING toward the crowd. A look of genuine
concern begins to cross more than a few faces.

CLOSE ON: Tony's cocky SMILE, fading now.

TONY

I've got a wobble here.

RHODY (V.O.)

Bleed off your speed!

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

FRANKIE

He can't slow in time without
hitting the reverse jets!

RHODY

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

TONY (V.O.)

Rhody.

RHODY

Right here, pal.

TONY (V.O.)

Clear the stands.

RHODY
(over the LOUDSPEAKER)
LADIES AND GENTLEMEN, WOULD YOU
PLEASE CLEAR THE STANDS IN A CALM,
ORDERLY, AND VERY BRISK MANNER.

The audience PILES out of the stands.

INTERCUT TO:

STARK INDUSTRIES: OVERHEAD ANGLE: RISING as two PARAMEDICS
tear open Stark's shirt. His well-muscled chest is hitching.

PARAMEDIC 1
Get the paddles! He's crashing!

DEATH VALLEY: The CRAFT'S NOSE PLOWS INTO THE GROUND.

STARK INDUSTRIES: BR-ZAP! The PADDLES HITCH Stark's body.
No response. Paramedic 1 primes the paddles again.

PARAMEDIC 1 (cont'd)
CLEAR!

We PULL BACK and UP as they try to restart his heart. Howard
Stark's eyes remain open the whole time, gritting through it.

DEATH VALLEY: Rhody waves the crowd back, further back.

RHODY
GET CLEAR, CLEAR!

The CRASH is SPECTACULAR. A FLAMING BLUE COMET streaks
across the scorched desert floor, PUNCHING THROUGH the
melting metal stands like the missile it really is.

The crowd sighs. No-one could survive this crash.

Helpless, RHODY watches the BALL OF FIRE tumble to a STOP.
The second it does, FIRE TRUCKS RUSH IN.

DEAD SILENCE as Rhody approaches the wreck. As the smoke
clears, we see the craft is MANGLED -- all except for the
COCKPIT, whose CUSHIONED, G-RESISTANT ARMORED CASING has held
it like A PERFECT METAL BOX, surrounded by shredded, smoking
aluminum foil.

Slow, the COCKPIT OPENS... The crowd waits in utter silence.

PUSH IN ON: TONY STARK, rising from the wreckage and smoke.

For the first time, we see the man whole; Impossibly handsome, his blinding smile flashes the crowd, fueled by adrenaline, accomplishment, and sheer brass balls.

And the CROWD goes absolutely nuts.

INT. TONY'S PRIVATE JET -- DAY

No five-seater Lear, Tony's JET is a private converted 767, with a raucous party going on, on both floors. Music pounds.

CLOSE ON: The POP of an overflowing CHAMPAGNE BOTTLE.

TONY

To my team. -- Turning my insanity
into reality for far too long now.

(toasting them)

Next stop -- The stars.

They toast and cheer him. Tony points to one GUY.

TONY (cont'd)

Jerry! Can I talk to you?

Tony pulls the guy into a quiet corner. Rhody notices this.

JERRY

Congratulations, Boss. What a day.

TONY

Yeah. You're fired.

JERRY

What?

TONY

You've been slipping information to
my father's company.

JERRY

Mr. Stark --

TONY

Save it. You're nailed. When we
land in New York, go home.

Jerry stares, about to retort. Rhody puts a hand on him, moving him away from Tony, who is on to other things.

RHODY

Until then? Enjoy the party.

Jerry walks off, stunned. Rhody eyes Tony.

RHODY (cont'd) -
You okay?

TONY
Absolutely.

Tony takes a drink. He smiles, changing the subject.

TONY (cont'd)
Did you see that crash cage?

RHODY
Just 'cause I saw it, doesn't mean
I believe it.

TONY
But it does mean you owe me two
grand.

Rhody draws his money clip, counts out twenty HUNDREDS.

TONY (cont'd)
A thousand miles per hour, and not
a dent. That Shock-Armor is
unbelievable. Just tell me how.

TONY (cont'd)
It's all about displacing impact
energy. Disperse enough energy,
you can handle anything.

Amidst the din, Rhody's CELL PHONE RINGS. He answers.

RHODY
Rhodes. What? He's here.
(loud, hand to his ear)
What? -- Howard Stark?

Rhody meets Tony's eyes. Bad news.

EXT. NEW YORK AIRPORT TARMAC -- NIGHT

Rhody and Tony cross the TARMAC, heading for the TERMINAL.

RHODY
They said it was a mild attack.
He's back on his feet.

TONY

God's too afraid to soften up the big man. Look, just make sure we keep this quiet.

The PUSH THROUGH the GATE DOORS INTO:

EXT. AIRPORT PICK-UP -- NIGHT

MADNESS. REPORTERS, CAMERAS and PAPARAZZI, shoving. When they spot Tony, they begin to shout; "Tony, TONY!"

REPORTER

Mr. Stark, any comment on your father's heart attack?

Tony does his best to ignore the obnoxious dink and walks on. The guy turns to the other gathered "Press."

REPORTER (cont'd)

'Cause we never knew he had one.

RHODY

Tony...

Tony PLOWS INTO the guy. Rhody rolls his eyes and wades in after him as a wild BRAWL begins...

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

The word house doesn't cover it. This place is a castle.

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

HOWARD STARK wears a light suit of lacquered JAPANESE ARMOR. He holds a BAMBOO KENDO sword, facing off a masked OPPONENT.

A MEDICAL TEAM stands in the corner. LARGE SCREENS DISPLAY Howard Stark's VITAL STATISTICS. His heart SPEEDING UP, AS:

~~He suddenly BURSTS forward, swinging. He STRIKES his~~
opponent three times about the head. Forcefully.

TONY (O.S.)

Dad, you just had a heart attack.

Tony enters, amazed to find his father in here. His eyebrow is SPLIT. One eye is BLACKENED.

HOWARD STARK

That's why they're here.

Stark Sr. Waves a dismissive hand at the DOCTOR and TWO NURSES who stand by in the corner with a full crash cart.

TONY

This experience didn't teach you anything?

Howard lines up on his opponent again.

HOWARD STARK

That I need to be in better shape.

WHACK! SMACK! CRACK! Stark Sr. dismisses his opponent. He pulls off his helmet. He is sweating, eyes hollow -- but he has lost little of his fire.

HOWARD STARK (cont'd)

How'd you get that black eye?

TONY

Defending your honor, sir.

HOWARD STARK

You should spend your time on more worthwhile pursuits.

TONY

So you keep telling me.

The NURSES move to Howard, to examine him. He really should not be in here. He waves them off.

HOWARD STARK

Out. Get out. I'm fine.

The Medical Team exits.

TONY

How are you feeling?

Stark Sr. palms sweaty, steely hair from his eyes.

HOWARD STARK

I'm not out yet... But it's coming.

TONY

Please. You'll outlast Rushmore.

Tony crosses to the BAR. He pours himself a Cape Cod.

HOWARD STARK
You're drinking? It's eleven in
the morning.

TONY
I've had a family trauma.

HOWARD STARK
Sit down, Anthony.

Tony pulls up a wing-backed chair, and sits. Howard Stark
sits opposite him, regal in his Japanese Military Armor.

HOWARD STARK (cont'd)
How is it that I am still suffering
this attitude of yours?

Tony doesn't answer for a moment, just staring at his father.
But in a battle of wills, Tony is still outgunned.

TONY
I feel for you, Dad. It's
unsettling when your own body lets
you down. -- But you were
announcing the hostile take-over of
my company when it happened.

HOWARD STARK
Your company, founded on my money.

TONY
Built on my ideas.

HOWARD STARK
Anthony. I want to put an end to
this nonsense. You may not like
it, but we are family.

TONY
How much do you like it?

HOWARD STARK
When I die... Everything will be
yours. I need to feel confident
that Stark Industries will survive.

TONY
Then stop stealing from me.

Howard Stark's features darken, like thunder in the sky.

TONY (cont'd)

You think I don't know? I fired a guy just last night. He'd been funneling the specs on my Shock-Armor technology straight to S.I.

HOWARD STARK

I don't know anything about that.

TONY

We traced his e-mails, Dad. To your office.

Howard Stark sits ramrod straight, his voice ECHOING.

HOWARD STARK

HOW DARE YOU... I have worked all of my life to provide you with everything! You spoiled, drunken dilettante!

Tony's had enough. He rises to go.

TONY

No. You worked all your life to amass billions. And you did so by proliferating weapons around the globe, to whomever was willing to pay the most. If you expect me to run S.I. the same way when you're gone, then I'd take dying off my agenda.

Tony heads for the door.

HOWARD STARK

ANTHONY STARK! When are you going to start acting like a man?

Tony turns back at the giant mahogany door, eyes blazing.

TONY

I'll tell you what, Dad. Come after my company again, and I'll show you what kind of man I am.

He goes. The huge door-SLAM echoes in the cavernous room.

EXT. WOODED ROAD -- DAY

Rhody hangs on as Tony whips his sports-car around a corner, tires SMOKING. Rhody hangs on for dear life.

RHODY

Are you going to tell me what we're planning to do here? Or will I find out when we crash into it?

TONY

We've got leaks, Rhodes. I want to see S.I.'s new Weapons Facility. Find out how badly Jerry sold us out.

An INDUSTRIAL CITY appears ahead through the woods.

RHODY

(not looking forward to this)

Oh, man...

INT. STARK INDUSTRIES -- MAIN GATE-HOUSE -- DAY

SECURITY GUARDS DEX and PHIL man a surprisingly militaristic GUARD-HOUSE. As their post is in the isolated middle of a vast tract of Stark-owned wood-land, Dex watches TV. NASCAR.

DEX

252 miles per. Damn, that's fast. Ever seen a car that fast, Phil?

Phil just looks out the window. Dex chucks a pen at his head.

PHIL

Dex, uh... You better come here.

Dex gets to his feet. He's pretty big.

A BUGATTI VEYRON is driving up the tree-lined road. It looks like a rocket-powered lozenge. It sounds like an avalanche. The Bugatti SCREECHES to a STOP, mere INCHES from the gate. Dex picks up his MP5 Assault Rifle, knuckles cracking.

EXT. STARK INDUSTRIES -- MAIN GATE-HOUSE-- DAY

The black-tinted window rolls down.

DEX

What can I do for you?

TONY

I'm Anthony Stark.

DEX

What's your business here?

TONY

Family business.

DEX

Do you have some form of Stark
I.D.?

Tony shakes his head at the officiousness of this prick.

TONY

I've got my driver's License --

Tony reaches for his wallet. Dex's moves the MP5 slightly.

DEX

Keep your hands above the dash sir.

Mother-bear rising in him, Rhody leans toward the window.

RHODY

Excuse me?

DEX

I think you'd better turn around
guys.

TONY

I think you'd better open that
gate, big fella.

DEX

Get out of the car, sir.

Tony's face hardens. He gets out.

He stands toe to toe with Dex. Rhody gets out. Tension...

Then -- an SUV pulls up behind them. Justin Hammer HONKS.

HAMMER

Dex! What's the problem?

DEX

Mr. Hammer, this guy claims to be --

Hammer stops as he sees Tony.

HAMMER

Anthony...

EXT. STARK INDUSTRIES -- WEAPONS BUILDING -- DAY

Tony, Rhody and Hammer ride in the back of an OPEN-AIR ELECTRIC vehicle, driven by a Stark Guard.

TONY

I appreciate this, Mr. Hammer.

HAMMER

Please Anthony, it's Justin. It's my pleasure to show you the facility.

TONY

My father would not approve.

HAMMER

I love your father, Anthony...

They enter the massive WEAPONS LAB COMPLEX.

HAMMER (cont'd)

But he won't be the Boss forever.

INT. STARK INDUSTRIES -- WEAPONS BUILDING -- DAY

A DARK ROOM, with a MOVIE SCREEN.

HAMMER

This was a Stark field-test for the NSA.

ANGLE ON: A dense JUNGLE-SCAPE, where a ragged TROOP of SOUTH AMERICAN GUERILLAS can be seen through a TELEPHOTO LENS.

The Guerillas' attention is drawn to the TREES, where SOMETHING is approaching. They begin to FIRE automatic weapons in to the tree-line.

The CAMERA SWIVELS as a PLATOON of METAL CLAD SOLDIERS emerges into the clearing -- Their entire bodies are encased in Armor, nothing recognizably human about them.

They raise high-tech RIFLES which fire BLASTS of LIGHT which PUNCH through the Guerillas like paper. It's over in seconds.

Strange MINI-COPTERS, also fully encased -- no PILOTS visible -- LAND on ROCKETS of flaring blue fire. In seconds, they have SECURED the clearing -- without losing one man.

OBADIAH STANE (60's, slight German accent) -- Director of Stark Weapons Development -- FREEZES the image.

STANE

This encampment housed over sixty heavily armed insurgents. The Army wanted to go in with Special Forces. Your father proposed putting Stark's technology to field use. The encampment was taken and cleared in ninety-eight seconds, without a single casualty.

TONY

On your side.

Rhody looks over at Tony, sensing his rising unrest...

RHODY

All that stuff looks like --

Tony raises a hand, cutting him off.

TONY

Dr. --

STANE

Stane.

HAMMER

Obadiah Stane -- Chief Engineer.

TONY

Those Armored body-suits --

STANE

(proudly)

Our DreadNaut Program -- Full Infantry Armor Casing. Our goal is zero Military casualties within three years.

TONY

What's the Armor's composition?

STANE

Ah, I'm not certain that I'm cleared to say --

Stane looks uncertainly toward Hammer. Hammer nods.

HAMMER

It's alright, Obadiah.

STANE

The Armor is an Iron-gold alloy, pulsed by an alternating electrical charge to give it magnetic-repulsion protection. The same basic principle as our Repulsor beams actually, but reversed.

RHODY

(quiet, to Tony)

Your Shock-Armor is an Iron --

Tony holds up a hand, cutting Rhody off.

TONY

How long has this Program been in development?

The IMAGE on screen REVERSES to the attack, Stane points out the devastating BEAMS.

HAMMER

Five, perhaps six years now.

STANE

You see -- our Repulsor technology is able to concentrate energy into a focused beam which can --

Tony PUSHES BACK from the table and abruptly LEAVES the room.

INT. STARK WEAPONS BUILDING -- CORRIDORS -- DAY

Tony marches through the halls, truly angry now. TECHNICIANS and SCIENTISTS recognize him and get out of his way. Rhody jogs to catch up, Stane and Hammer coming up behind them.

HAMMER

Anthony!

RHODY

Tony! Hey man, take it easy --

TONY

Where is the test area, Dr. Stane?

Tony spots a door marked: TESTING LABS. He KICKS it open.

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

Rhody follows Tony inside and STOPS... The place is phenomenal. -- HUGE ARMORED VEHICLES are being tested in various domes. Some with armored LEGS, some which HOVER (albeit awkwardly). ALL of them are extremely WELL-ARMED.

Tony's eyes catalogue everything. Rhody flanks him; The former Army Ranger tries to stay cool in the face the most bad-ass weaponry on the planet. Hammer just watches it all.

Tony crosses to a TESTING DOME -- Where a SCIENTIST attempts to FLY, using two small JET PACKS strapped to his ankles. He struggles to stay upright.

TONY

Let me guess -- These boots convert Hydrogen to Flight Power by simulating nuclear emission.

STANE

Mr. Stark, that is extremely confidential information, how --

TONY

Doctor, a man of average strength is never going to fly two independent Boot-jets properly until you've built counter-jets in the Y-axis. Otherwise, they're going to slide all over the place.

The Scientist, hearing Tony's accurate description of the technology, FALLS as the jets SLIDE OUT FROM BENEATH HIM.

TONY (cont'd)

Like so.

STANE

Mr. Stark, who told you that these were Hydrogen jets --

~~Tony crosses to varied SCIENTISTS testing metal EXOSKELETONS.
He GRIPS a surprised young TECHIE by one metal-lined arm.~~

TONY

You call this an exoskeleton?

STANE

This can increase a soldier's strength nearly a hundred times.

TONY
What good is that?

RHODY
Sounds pretty good to me.

TONY
Uh-huh.

Tony turns to the YOUNG SCIENTIST wearing the exoskeleton.

TONY (cont'd)
You. Hit me.

YOUNG SCIENTIST
What? -- Why?

TONY
Because if you don't, you're fired.

The Scientist looks to Stane. Stane shrugs, at a total loss.

YOUNG SCIENTIST
Where?

TONY
Anywhere. -- In the face.

YOUNG SCIENTIST
I'll kill you.

TONY
If you do, I'll give you my
company.
(to Rhody)
You're my witness.

RHODY
That's a Hell of a deal, kid.

The kid shrugs, and HAULS OFF with the cumbersome arm. Tony
deftly steps under the punch, which swings over his head and
CRUSHES a HOLE in the CONCRETE WALL behind him. Tony rises,
~~placing his INDEX-FINGER, pistol-style against the kid's jaw.~~

TONY
Way to go, brawny. You're dead.
(turning on Stane)
Dr. Stane, what good is increased
strength without the mobility to
use it at combat speed? -- Look at
this clunky crap.

Tony crosses purposefully to the ROBOTICS/ARMOR division, where many ROBOTS and VEHICLES move and walk during testing. Tony approaches a SUIT of DULL GREY ARMOR (For the fans, this should resemble the ORIGINAL GREY IRON MAN ARMOR) stands next to the PIECES of a MAMMOTH BATTLE SUIT. Roughly 12 feet tall, the battle suit will be known as the WAR MACHINE ARMOR.

Tony lifts up the stiff arm of the Grey Armor -- which looks clunky indeed, and lets it drop.

TONY (cont'd)

Didn't these designs come with specs for miniaturized leverage-points?

STANE

Mr. Stark with all due respect, the technology in here is classified in the extreme. I'd like to know how you seem to understand the technical basis for just about everything we're working on here.

Hammer looks away. Tony's eyes blaze.

TONY

Because I invented all of it!

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

Morning. Dex mans the gate as a big, black MERCEDES pulls up. He sees TONY behind the wheel, an older MAN beside him.

DEX

God morning, sir.
(knowing he doesn't)
You got your pass yet?

A NY POLICE CRUISER pulls up behind and BLATS the SIREN once.

TONY

Open the gate.

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

RISEING SHOT: Up and OVER the Stark Industries BOARD ROOM TABLE. Every seat at the long, mirror-polished table is FULL. The STARK BOARD is all there, all SILENT.

All eyes rest on HOWARD STARK, back in his chair, flanked by MEDICAL STAFF.

HOWARD STARK

Good afternoon, Gentlemen.

They all chime in to greet the big man, welcoming him back.

HOWARD STARK (cont'd)

Thank you. It's nice to be back.

The DOOR SLAMS OPEN, and Tony enters, followed by an older MAN in a fine SUIT, and TWO POLICE OFFICERS.

HOWARD STARK (cont'd)

Anthony. This is a private meeting.

TONY

We won't be long. You all know Mr. Halliwell, my attorney. Mr. Halliwell?

Halliwell steps forward, as the POLICE OFFICERS begins handing PAPERS to each of the Board members.

HALLIWELL

Mr. Stark, the Grand Jury has issued subpoenas to your Board. The Stark Realities Corporation is filing charges of Industrial Espionage against Stark Industries.

HOWARD STARK

Based on what?

TONY

Technology theft.

Howard Stark is livid, primarily at being challenged like this before his Board.

HOWARD STARK

Those patents fall under the Stark Industries umbrella.

HAMMER

Anthony, let's discuss this like gentlemen --

TONY

We'll let the Grand Jury decide who controls the patents, Mr. Stark.

(MORE)

TONY (cont'd)

In the meantime, if Stark Industries does not *immediately* halt Development of these weapons systems... I'll rip this Company out from under you.

INT. STARK REALITIES -- NIGHT

CAMERA PANS OVER: A WILD PARTY. Tony's company is an OPEN SPACE where the imagination is left to run wild.

A dancing, drinking, unlikely mix of beautiful people and the finest scientific minds south of thirty-five. MUSIC pounds and pulses. Technology is everywhere you look; On the walls, spectacular PAINTINGS made up of thousands of tiny, multi-colored METAL HAIRS, shifting like a wheat field in a windstorm, create abstract visions.

In between the dancing people, smoothly designed ROBOTS serve the needs of the guests. Not clunky, mechanical droids, but stylish and slick, as if an iMac and a BMW had birthed a crowd of automated people.

And looking down on it all: TONY STARK, sits at the highest platform table with some "friends" -- Two phenomenally BEAUTIFUL WOMEN vie for his attention.

BEAUTIFUL WOMAN 1

(over the music)

God Tony, these robots are a riot!

TONY

Androids. It's an Android program.

A vaguely human automaton stands by their table.

TONY (cont'd)

Watch. This is my favorite.

(to the Android)

Shaken.

The android's MID-SECTION begins to VIBRATE smoothly, like a massage chair. The women laugh. It's pretty funny.

A MID-SECTION HATCH slides open, revealing the drink inside. A speared olive DROPS from the chest area to complete the PERFECT MARTINI, which EXTENDS to Tony on a tray.

RHODY (O.S.)

Now *that's* a solid argument for technology..

TONY

Rhodes! I was just giving a lecture on Corporate Finance. .

RHODY

Interesting choice of subject, from a guy whose drove both his father's and his own stock down an average of 26 percent this afternoon. The word's out on your lawsuit, son.

TONY

I expected worse.

RHODY

Then you'll love the Nikkei Index. Its dropping like a stone.

TONY

That's it, then. Ladies... Champagne's on you.

The girls' faces fall at the thousand dollar prospect, Tony rises to head for the bar, but Rhody stops him.

RHODY

Hey man. What are you doing?

TONY

Protecting myself.

RHODY

How is driving your dad's empire into the ground is going to help?

TONY

Can I give you a piece of advice, Rhody?

RHODY

Shoot.

TONY

~~Don't ever steal from me.~~

Tony heads for the bar. Rhody watches after him, concerned.

RHODY

This just keeps getting...

Rhody's gaze falls on: A STUNNING woman by the bar. Her hard green eyes ranging across the room. And Rhody can't believe it. He approaches her, knowing this is trouble.

RHODY (cont'd)
Worse. -- Bethany Cabe!

BETHANY
Rhody!

She hugs him tightly. Rhody hugs her back.

RHODY
What are you doing back here, girl?

BETHANY
I'm looking for...

Bethany looks up to find Tony there. The moment is electric.

TONY
Me, I hope.

BETHANY
(not unkindly)
I figured the bar was the place to wait.

Rhody can tell that he's just become invisible. He steps away, shaking his head...

RHODY
Oh, man.

Tony moves up beside Bethany at the bar, flagging a drink.

TONY
What are you doing in town?

BETHANY
I live in town. Since last month.

This is good news to Tony. At least, he thinks it is.

TONY
I'm glad you came here.

~~BETHANY~~
~~Don't be.~~

TONY
Why not?

But what she says is pretty much the last thing he expects...

BETHANY

You're under investigation for
Treason.

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

MUSIC pounds under the floor. Tony's office is spectacularly
designed, in contrast to his father's wood-paneled CEO den.
PLASMA-SCREEN TELEVISIONS play images of the party below.

Tony pours her a drink, takes it to her.

TONY

I thought you were running a
Security Outfit in San Francisco.

She takes the drink.

BETHANY

I got bought out.

TONY

Who bought you out?

BETHANY

You did. S.I. did. They wanted me
for Security Chief. I thought you
had something to do with it.

TONY

No, I -- But you took it anyway.

BETHANY

Their offer was tough to refuse.

TONY

You look so beautiful.

BETHANY

-- A few nights ago, an American
Special Forces team on Recon in
North Korea was taken out.

TONY

Taken out... by who? The Koreans?

BETHANY

We don't know. But a friend of
mine at State says this was a team
of Green Berets. They could take
care of themselves.

TONY

What does a team of dead soldiers
in Korea have to do with me. .

BETHANY

You designed the Stark Chip ID
System.

Bethany withdraws a MICROCHIP from her bag. Tony takes it.

TONY

That's right, implanted ID Chips
which provide tracking information
and dispense Meds in Emergency
situations.

BETHANY

Did you authorize the Chips for
Military use?

TONY

No, I designed them for climbers
who got stuck on Everest. I've
never even released the patent.

BETHANY

Well, autopsy reports suggest that
at least one of these guys was
killed by a bad combination of Meds
from one of these Chips.

TONY

I wouldn't know anything about
that. I discovered this morning
that a great number of my patents
have been "misappropriated" by
Stark Weapons over a course of
years. I'm just now finding out
where they've used it all. How
many soldiers?

BETHANY

Twenty-seven dead.

Tony takes this personally. His weapons. His technology.

BETHANY (cont'd)

The State Department is
investigating the entire Stark
Board. Mr. Hammer asked me to
ensure as little damage to the
Company as possible.

TONY

And he felt you should talk to me.

BETHANY

No, I did.

TONY

My father runs Stark Weapons entirely. I'm not even invited for the holidays anymore.

BETHANY

So, you've had no interaction with Stark Weapons Development.

TONY

Not that I've been aware of.

BETHANY

Okay, thanks.

Bethany replaces her notebook in her PURSE -- Tony spots a CHROMED NINE MM AUTOMATIC PISTOL in there as well.

TONY

That's it?

BETHANY

That's it.

She rises. So does he.

TONY

Let's go downstairs, have a drink.

BETHANY

I can't.

TONY

Come on. How long has it been?

BETHANY

Eight years.

TONY

So...

BETHANY

No, thanks, no. I just came here for work.

She moves to go. Tony blocks her way.

TONY

Do you expect me to believe that?

She looks him in the eye.

BETHANY

Yes, I do.

She pushes past him... and he lets her go.

Tony stands at the door, waiting for her to turn back. She never does. She removes her CELL PHONE on her way down the stairs, on to the next thing.

BETHANY (cont'd)

Hello? Yes, I need a taxi at the Stark Realities complex in --

Tony sighs. He goes to his desk, presses a BUTTON.

SECURITY (V.O.)

Security. Evening, Mr. Stark.

TONY

Hey, Gus. Could you tell the main gate not to allow anymore cabs through tonight.

SECURITY (V.O.)

You got it, Mr. Stark.

EXT. STARK REALITIES -- MAIN ENTRANCE -- NIGHT

An hour later. Bethany checks her watch, steaming. Tony exits the main doors, pulling on a Cashmere LONG COAT.

TONY

You're still here.

BETHANY

My damn cab never showed up.

TONY

Yeah, they're dodgy out here. You--
sure I can't give you a lift?

Bethany turns, serious now --

BETHANY

Tony. Look, I came here tonight because -- this is a serious charge and, y'know, I thought it might be nice to say hello. Obviously, I should have seen you in your office. -- What happened at school was a long time ago. Fortunately or unfortunately, my interests no longer include reckless, good-looking billionaires -- Oh my God.

The low RUMBLE of the massive 16 cylinder ENGINE overpowers the end of her sentence as a VALET pulls up in TONY'S CAR -- The Midnight Blue BUGATTI EB VEYRON.

BETHANY (cont'd)

That's a Bugatti Veyron.

He opens the passenger door for her -- "Last chance..."
MUSIC pulses from a sumptuous sound system.

TONY

You're still into cars though,
right?

INT. BUGATTI -- NIGHT

Bethany sits, ensconced in the car's plush interior.

BETHANY

Are you okay to drive?

Tony puts the car in gear.

TONY

Absolutely.

Bethany is PUSHED BACK into the cushy seats as the car LAUNCHES out of the Valet area.

EXT. UPSTATE NEW YORK ROADS -- NIGHT

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

BETHANY

This is a million dollar car.

TONY

I wouldn't know.

BETHANY

A thousand horsepower, right?

Tony REVS the engine. It ROARS.

TONY

Sounds like a thousand and one to me. Sixteen cylinders. Your Dad still a race mechanic?

BETHANY

He passed away.

TONY

Sorry. He was a good man.

BETHANY

He was. I was lucky.

TONY

Sure. You could've had mine.

BETHANY

You did alright. Not many seniors took their class to New Zealand on their own 767.

TONY

Cinched Class President, didn't I?
(beat)
When was the last time I saw you?

BETHANY

The Annulment. You couldn't face me... Did you ever tell your Dad?

TONY

What? That we got married?

BETHANY

Well, "married" for three days. In Vegas. At nineteen...

TONY

I never did. He hated me enough. --
He hated you too.

BETHANY

Actually, your Dad was the one who hired me on at Stark.

Tony looks at her.

TONY

Really...

Tony takes this in, surprised. He wants to ask her more, but... there is SOMETHING in the dark road ahead. On the center line. A BUNDLE of something WHITE.

BETHANY

What is that? Is that a person...

Tony pulls up beside the bundle. He puts down the window.

TONY

Hey! Are you okay?

The FIGURE in white LOOKS UP through a METAL FACE-PLATE.

Tony's quick reflex draws him back just in time to avoid a CLAW-HAND STRIKE, which misses him and PUNCTURES THE ROOF of the car. Tony has a fraction of a second to register the METAL which lines this guy's limbs before he HITS THE GAS.

The car LAUNCHES forward, dragging the attacker fifty feet before he falls, tumbling to a PERFECT STANDING POSITION -- his EXOSKELETON giving him crazy dexterity.

ANGLE UP ON: THE GHOST (Fans of IRON MAN may recognize the GHOST ARMOR, though his name is not said by the characters.)

The BODY ARMOR he wears is a SHIMMERING OFF-WHITE. It RIPPLES with the ENERGY running through it, and the surrounding DARKNESS, which it REPLICATES for stealth. The Ghost begins to RUN AFTER THE BUGATTI. Fast.

ANGLE ON: TONY, pulling the NEEDLE DART from the roof fabric. It is tiny, like a filament hair, dripping with POISON.

ANGLE ON: THE GHOST'S WRISTS -- Slim, modernized MACHINE GUNS UNFOLD and LOCK INTO PLACE, FIRING a blazing STREAM of ULTRA HIGH-VELOCITY BULLETS at Tony's car.

The CHAIN-GUN SLICES THROUGH THE HOOD AND UP THE MIDDLE OF THE WINDSHIELD like a deli-slicer. Bethany draws her PISTOL.

The Ghost LEAPS AT THE ONRUSHING VEHICLE, MAGNETICALLY LATCHING ONTO THE WINDSHIELD like a bug.

Pretty quick herself, Bethany FIRES the pistol through the windshield into the Ghost's FACE-PLATE. The bullets SNAP and PING and the Ghost shakes this off, RAISING HIS LEFT ARM TO AIM INTO THE PASSENGER AREA.

Tony glances at the SPEEDOMETER; Just passing ONE HUNDRED.

TONY (cont'd)

Hang on.

Tony hits the RACING BRAKES and WHIPS THE CAR into a VICIOUS SPIN. The Ghost FIRES, just as he is THROWN FROM THE VEHICLE. Tony manages to skid the car to a STOP.

BETHANY

(looking back)

Is it dead?

TONY

I don't care.

Tony hits the gas and SPEEDS OFF. While, BEHIND THEM:

The GHOST gets to his feet and -- with the aid of JETS in his BOOTS -- LAUNCHES HIMSELF INTO THE AIR, SKIMMING THREE FEET ABOVE THE SURFACE OF THE ROAD in accelerated pursuit.

BETHANY

(reloading her pistol)

Is it running after us?

Tony checks the rear-view mirror. The GHOST FLIES AT THEM.

TONY

Not anymore.

She turns, to face a BARRAGE OF CHAIN-GUN FIRE, which nearly CUTS THE REAR OF THE CAR IN TWO.

BETHANY

Fah... It can FLY!?

CLOSE ON: THE GHOST'S JET BOOTS. Like the ones at Stark Weapons, these have no stabilizer Jets. The faster the Ghost travels, the more he begins to WOBBLE. And Tony sees it.

TONY

No, he can rocket. He's got no stabilizer jets on his Y-axis.

BETHANY

What? How does that help us?

TONY

I'm going to try something.

Tony TURNS OFF HIS LIGHTS.

BETHANY

Yeah, that might help -- Him KILL
US!

TONY

Relax. I know this road.

BETHANY

So?

TONY

I bet he doesn't.

EXT. ANGLE: The perforated BUGATTI SCREAMS through the wooded roads, with the JET-PROPELLED GHOST ROCKETING BEHIND.

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 GHOST CAN'T MAKE THE TURN, flying WIDE, CRASHING through the trees. Fortunately for the armor-clad assassin, the trees OPEN UP into an OPEN FIELD. The Ghost executes a WIDE, flaming ARC to bring him BLASTING back in pursuit. But Tony's has seen -- and gauged -- his turning radius.

TONY (cont'd)

Okay, pal... Let's go --

Another BARRAGE of GUNFIRE, as Tony ACCELERATES past 170 MPH. The GHOST pours on the speed, Jet-Boots BLASTING.

TONY (cont'd)

Keep your head down.

At the height of their speed, Tony suddenly BRAKES, WHIPPING the back end of the racer around so that they are HEAD TO HEAD with the onrushing Ghost, HURTLING BACKWARDS. Tony activates his HIGH BEAMS, BLINDING the Ghost.

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

~~The Ghost however, can't stop so quick. Tony DARTS AROUND THE ROCKETING FIGURE, clearing the Ghost's sight line -- TO REVEAL A STONE WALL RUSHING RIGHT AT HIM.~~

KA-WHAM!!! The Ghost SLAMS INTO THE WALL, SMASHING IT.

Tony SPINS the car again, coming to a stop with the CLOUD OF DUST from the shattered stone wall billowing before them.

The two of them sit in stunned silence. Then:

BETHANY

He's getting up.

She's right. The Ghost, his armor BATTERED and SPARKING with SHORTING ELECTRICITY, RISES like a demon from the debris.

TONY

No he's not.

Tony FLOORS IT. The car SMASHES INTO THE GHOST, lodging the demolished vehicle in the wall. The front end is ON FIRE.

Still the Ghost raises his SPARKING ARMS over his head and WEDGES THEM down INTO THE ENGINE BLOCK. He begins to TEAR HIS WAY THROUGH THE FRONT OF THE CAR, clawing for his prey with maniacal ferocity.

TONY (cont'd)

Get out!

The two PILE OUT of the car and RUN as behind them, the Ghost TEARS THROUGH THE VEHICLE, trying to free himself. His metal-lined FOREARMS SCRAPE along the ragged metal of the car. SPARKS FLY... Into a pinprick spray of GASOLINE.

CLOSE ON: TONY, seeing the slim line of flame head for the tank, hearing the IGNITION SPARK. He TACKLES Bethany Cabe, SHIELDING HER WITH HIS BACK as --

The CAR EXPLODES, BLOWING TONY AND BETHANY OFF THEIR FEET.

CLOSE ON: TONY, HITTING THE GROUND, hard. Time slows. Tony can hear a fire roaring, his name being called --

But it all disappears as Tony:

FADES TO:

BLACK

INT. HOSPITAL ROOM -- DAY

~~CLOSE ON: A HEART MONITOR, recording a line of STUTTERING, ERRATIC BEATS. PULL BACK TO: RHODY, watching with concern.~~

WIDE ON: A PRIVATE HOSPITAL ROOM, where TONY lies, bloody and bandaged, beneath a plastic OXYGEN TENT.

DOCTOR

There's shrapnel in his heart, the body of the car was fiberglass and the shards are too many and too small -- Look, the machines will keep him going for a while, but --

Wrong answer.. Rhody grips the Doctor's lapel -- firmly.

RHODY

What are you doing to fix him?

The doctor holds up a clipboard, partially to shield himself, partially to point out a piece of PAPER with a LIST on it.

DOCTOR

I am placing him a list for a new heart. The list. He's third. But Mr. Rhodes, Mr. Stark's blood type is extremely rare. The odds of finding a practicable match any time soon are -- Not good.

Rhody lets him go. The Doctor walks away.

BETHANY (O.S.)

Rhody.

Rhody turns to BETHANY. Her face is bandaged. He hugs her.

RHODY

Hey how you doing, honey?

BETHANY

I'm fine. Close the door.

INT. HOSPITAL ROOM -- DAY

Later. The door to the room is CLOSED, as Bethany tells Rhody her Ghost story, while Tony's body rests nearby.

RHODY

~~An assassin... with Hover-boots?~~
~~This is a joke.~~

BETHANY

I'd say the same thing, if I hadn't seen it myself. Your Stark Security file says you joined Special Forces after school.

RHODY

Yeah. Army Ranger.

BETHANY

Me too. Green Beret.

RHODY

No shit. I didn't know they had women Berets.

BETHANY

There's been eight. I was number three. Take a look at this.

She withdraws a DIGITAL CAMERA and shows Rhody PHOTOS of Tony's BUGATTI -- which has effectively been TORN IN HALF.

RHODY

The explosion didn't do that.

BETHANY

No. The assassin did that.

Bethany looks over at Tony's still form.

BETHANY (cont'd)

Are you two still as close as you used to be?

RHODY

Honey, that man gave me a life when my own ran out. I owe him everything.

BETHANY

Then you're the only one I'll say this to...

(rising to go)

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 LIGHT flashes on its side, and the OVERHEAD LIGHTS GO OUT. The device slips down the hall.

It slips through TONY'S ROOM'S door, open just a crack.

INT. HOSPITAL ROOM -- NIGHT

LOW ANGLE, as the device darts UNDER THE BED. It stops, and its TOP SLIDES OPEN: A SHARP SILVER SPIKE extends from the device's back. It FIRES the thick spike with a BLAST of compressed air, punching a wide HOLE up and through the bed.

RISING ANGLE: Shows that the mangled bed is already EMPTY.

EXT. HOSPITAL EMERGENCY EXIT -- NIGHT

PUSH IN ON: RHODY, standing before the open DOORS of a CADILLAC ESCALADE which has been converted into a well-appointed AMBULANCE bearing the STARK INDUSTRIES LOGO.

The DOCTOR is there, directing ORDERLIES to load TONY into the back. Rhody scans for trouble, with an ASSAULT RIFLE.

DOCTOR

This isn't safe for him.

RHODY

No...

(indicating the hospital)

That isn't safe for him. You said the machines could keep him alive.

DOCTOR

Yes, but --

RHODY

Then all I have to do is keep him plugged in. Back away now, please.

The doctor steps back as Rhody shuts the modified back doors. Rhody pulls a STACK of HUNDREDS from his pocket.

RHODY (cont'd)

Forget we were ever here.

EXT. TONY'S COMPOUND -- NIGHT

The GUARDS at the FRONT GATES let in the Private Ambulance.

RHODY

Here we are, pal...

CLOSE ON: TONY'S unconscious face through the window as the REFLECTION of his ULTRA-ADVANCED HOUSE passes over him.

RHODY (cont'd)
Home at last.

FADE TO:

BLACK

INT. TONY'S BEDROOM -- NIGHT

TONY'S POV: The BLACKNESS SPLITS... Tony's eyes OPEN.

His FATHER sits next to the bed, holding his hand. His steel demeanor hangs, beset with unaccustomed emotion.

HOWARD STARK
I'm sorry, Anthony. -- That it
should come to this.

Tony's never heard his father speak this way to him.

TONY
... I'm sorry too, Dad.

But Stark Sr. does not react to this. Tony has not spoken.

HOWARD STARK
You had been... My final hope.

TONY'S POV: On his father, FADES again TO:

BLACK

INT. TONY'S BEDROOM -- MORNING

FADE IN ON: TONY, lying in bed.

Eerily similar to the scene in his father's room -- Tony's BED is surrounded by MEDICAL EQUIPMENT. The master bedroom has been transformed into a HIGH-TECH, PRIVATE CLINIC.

RHODY opens the drapes, allowing the bright SUNSHINE in. The VIEW shows a huge swath of the sparkling ATLANTIC OCEAN.

As the HARSH BREATHING starts behind him, Rhody JUMPS. He Turns to Tony, who lies on the bed, wheezing with monumental effort. Tony's eyes widen over his constricting windpipe.

RHODY

NURSE!

INT. TONY'S BEDROOM -- MORNING

An attending NURSE gives Tony a SHOT. His breathing calms.

NURSE

He should be in a hospital.

RHODY

(leading her out)

Thank you.

TONY

(harsh, raspy)

Water...

Rhody smiles, pours a glass from a PITCHER by the bed.

RHODY

And they said he'd never return.

Tony drinks, his parched throat grateful. But every movement is AGONY. He strains to say...

TONY

Beth...

RHODY

She's fine.

Rhody pulls up a chair, regarding Tony seriously.

RHODY (cont'd)

Tony, you've been in a coma. The accident was almost two months ago.

Tony takes this in. He looks around the room.

TONY

Got to get up...

Tony tries to sit up. The pain in his chest drives him back sharply. The machines go into a FRENZY of urgent BEEPING.

RHODY

Easy, pal. Without these machines -
- You're not going anywhere.

Tony says something. Too pinched to hear.

RHODY (cont'd)

What's that?

Rhody leans closer. Tony ekes out a whisper.

TONY

These machines suck...

FADE TO:

INT. TONY'S BEDROOM -- NIGHT/DAY

TIME PASSES as Tony begins to draw DIAGRAMS and INSTRUCTIONS on a pad. PEOPLE in STARK REALITIES UNIFORMS race around Tony -- who never looks up from his work -- moving equipment and furniture, taking it all DOWNSTAIRS TO:

INT. WINE CELLAR -- NIGHT

The BASEMENT, which currently 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 1876., 1902 and *Stark Vineyards*. Tony gives out bottles to the workmen. One by one, the casks are replaced by COMPUTERS and EQUIPMENT, and the place is steadily transformed into a stone-walled fortress of technology.

The men pick up the last CASK, with a GOLD PLAQUE, reading;

Tony, Sante. -- Jacques Chirac

TONY

You can leave that one there.

At the last, Tony's bed is installed, Tony along with it.

FADE TO:

INT. WINE CELLAR -- DAY

PULL BACK FROM: TONY, sitting in his bed as before.

But now, he is propped up, working on a keyboard, constantly checking back to hand-drawn diagrams and mad notations scrawled on pieces of PAPER which bestrew his bed.

PULLING BACK: To reveal the huge MONITORS which face his bed, giving him a STADIUM like view of the classic, red IRON MAN CHEST PLATE, moving a CG RENDERING around, applying CG WELDS.

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

PULLING BACK UNTIL: The DAIS is revealed. FOUR, HUGE ROBOTIC ARMS are attached to its compass-points. They manipulate a FULL SCALE, METAL CHEST PLATE, applying synchronous welds. The inner CIRCUITS of the thin, durable Armor are fascinatingly complex SILVER PATHS like Angelic calligraphy.

As the MECH-ARMS place the FRONT of the chest plate over the circuited back portion, the DOORBELL RINGS.

Tony looks up from his work, tired -- but satisfied.

EXT. TONY'S HOUSE -- FRONT DOOR -- DAY

Rhody checks his watch, RINGS the bell again.

Just then, the DOOR is OPENED. By Tony. He relishes the look of astonishment on his friend's face.

RHODY

How in the *Hell* do I find you
answering your own door?

INT. WINE CELLAR -- DAY

Tony opens his SHIRT, revealing the RED AND GOLD CHEST-PLATE.

RHODY

What is it? Like a pacemaker?

TONY

If a sundial qualifies as a clock.
I made 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
instantly compensate by
electrically stimulating the
lagging muscle response. It's
perfect, down to one thousandth of
a second.

RHODY

You calibrated your own heartbeat.

TONY

You know, it was easy. I mean, I'm still pretty weak, but at least I can go outside without dropping dead.

Tony knocks on the solid metal plate.

TONY (cont'd)

Plus if someone wants to shoot at me now, they're going to need a missile launcher.

INT. HALLIWELL'S OFFICE -- FOYER -- DAY

This LAW OFFICE obviously caters to the very rich. A harried ASSISTANT rolls calls. A SHADOW on a CANE falls across her.

TONY (O.S.)

I need to see Mr. Halliwell.

HALLIWELL'S ASSISTANT

(not Looking up)

What time is your appointment?

TONY (O.S.)

I don't have one.

The Assistant laughs. Finally looking up --

HALLIWELL'S ASSISTANT

Then I'm afraid you... My God, Mr. Stark.

INT. HALLIWELL'S OFFICE -- DAY

Halliwell's office is a wood-paneled phenomenon. Tony stands on his cane before the somewhat stunned Halliwell.

HALLIWELL

The suit was dismissed Anthony.
Without you the Court threw it out.

TONY

File it again.

HALLIWELL

We can't. Anthony. -- You've been removed as CEO of Stark Realities.

TONY

... They can't do that.

HALLIWELL

They can, they did. There was a No-Confidence Provision in your contract which gave the S.I. Board full right to remove you should you no longer be able to provide services to the company. They absorbed the Company. You disappeared. No-one even knew if you were still alive.

TONY

... My father knew.

HALLIWELL

I don't think so. He thought you were dead.

TONY

Who's the new CEO?

INT. STARK INDUSTRIES -- HAMMER'S OFFICE -- DAY

JUSTIN HAMMER sits in a large-backed chair.

HAMMER

Anthony, your father is a proud man. He feels you attacked him.

TONY

I did attack him. For my own protection.

HAMMER

He struck back. You knew he would.

TONY

What kind of man destroys his son's life when he's in a coma?

HAMMER

A very successful one.

TONY

I will get Stark Realities back,
and I'll break it away from S.I.,
like I should have done long ago.

HAMMER

Anthony, for years, I've tried to
play Arbiter between you and your
father. But you're so stubborn,
and he's so -- so...

TONY

Insane. That's the word, isn't it?

Hammer disagrees, but there is a grain of truth in it.

HAMMER

When a man has as much power as
your father... Who is fit to judge
his actions, sane or insane?

TONY

I am.

HAMMER

Anthony, you represent the survival
of a name which means everything to
him, and nothing to you. Can I
give you a piece of advice?

Tony shrugs. "Go ahead."

HAMMER (cont'd)

Protect yourself.

INT. TONY'S LIVING ROOM -- NIGHT

Tony glares at the TV -- The FINANCIAL NEWS.

FINANCIAL NEWS REPORTER

Stark Industries continues to climb
boosted by late-quarter profits in
their Advanced Weapons Division and
future earnings reports, which --

Tony turns it off.

RHODY

But it's your company!

TONY

Not anymore.

RHODY

There must be something you can do.

TONY

Yes.

Tony points to a bottle of JACK DANIELS sitting on the bar.

TONY (cont'd)

Pass me that bottle.

RHODY

I don't think I should.

Tony snaps at him.

TONY

You should because I'm telling you
you should!

Rhody takes this, but he's not happy about it. It's rare when Tony acts like a Boss. He sets the JACK DANIELS down next to Tony, crouching in front of him.

RHODY

Tony, man... What I can do.

TONY

Get out.

Okay, fine. Clear enough. Pissed, Rhody walks out.

INT. LIVING ROOM -- DAY

FOLLOW Tony as he makes his way around the room aimlessly -- sometimes watching the FINANCIAL REPORT, sometimes staring out the window. The DAY FADES as the BOTTLE grows empty.

INT. LIVING ROOM -- NIGHT

TONY sits in his overstuffed chair -- Gaunt, pale and sick. ~~There is a bare remainder of LIQUOR in the bottle, so he reaches for it -- but his HANDS are SHAKING so badly that he~~ can barely lift the bottle. Out of fear that he will shatter it, he sets it down again.

He eyes the bottle with betrayal. He raises his arm again, shaking badly. Then, he examines the movement of his elbow, shoulder, wrist. Up, down, again. Hmmm...

INT. WINE CELLAR -- DAY

Tony works the console by the light of the screen, as the flash of WELDING takes place out of frame.

INT. WINE CELLAR -- DAY

CLOSE ON: A NEW BOTTLE of Jack Daniels -- Unopened.

ANGLE ON: TONY -- still in his housecoat. Only now, his limbs are LINED by a sleek, metal EXOSKELETON; roughly a thousand percent more streamlined than the Stark Weapons model. Tony eyes the bottle. When he's ready --

He REACHES for it. The slim JOINTS in the elbows of the exoskeleton HUM with perfect precision. Tony LIFTS the bottle, smooth and easy. He grins with success, and reaches to twist off the cap. But in his metal-enhanced grip -- He SNAPS OFF THE BOTTLE AT THE NECK, slicing his hand. Shit.

INT. TONY'S HOUSE -- KITCHEN -- DAY

Tony's NURSE hears a CLATTERING, TAPPING noise from the hall.

INT. TONY'S HOUSE -- HALLWAY -- DAY

The nurse PEEKS out nervously at:

TONY, staggering down the hallway doing a drunken TAP ROUTINE, bottle in hand -- His feet moving FASTER THAN THE EYE, aided by the metal joints on his ankles, tapping with the metal base on his feet.

He STOPS by a MARBLE STATUE of ARES -- God of War.

TONY

Why'd you give me this thing, Dad?

Tony GRIPS it with one hand, LIFTING the two-ton piece OVER HIS HEAD. He SMASHES the thing on the stone floor.

He walks on, as the Nurse HIDES again. Fearing insanity:

INT. STARK MANSION -- LIBRARY -- DAY

Tony walks into the LIBRARY; THREE-STORIES high, packed with books. In the center of it all -- A comfortable chair, next to a lamp. A billionaire's private reading room.

Tony shields his eyes against the sunlight, peering up at the upper shelves -- to an ancient, bound copy of HAMLET.

TONY

Hamlet... perfect.

But it's WAY up there. Tony goes to the LADDER, which is attached by wheels to the shelving. He tries to pull it over to Hamlet, but it's stuck, rusty. He applies more force -- And RIPS IT OFF THE WALL. The ladder SPLINTERS in his hands.

Tony looks back up at Hamlet, determined.

INT. WINE CELLAR -- DAY

Back at the computer Tony designs a pair of RED, METAL BOOTS, polishing their lines until he's got the coolest ski boots in history as the MECH-ARMS work to keep up with him.

INT. STARK MANSION -- LIBRARY -- DAY

PAN UP TONY'S BODY: FROM THE RED BOOTS -- which attach to the EXOSKELETON. He stands THREE STORIES below Hamlet. The boots FIRE, FLAMING the stone floor beneath as Tony RISES INTO THE AIR, smooth and perfect.

He nabs Hamlet from the shelf, extremely self-satisfied.

ANGLE ON: THE NURSE, peeking around the corner, wide-eyed.

The echoing DOOR-CHIME rings.

EXT. STARK MANSION -- FRONT DOOR -- DAY

Rhody rings the bell again, agitated. The shaken NURSE answers. Rhody's face is determined, set.

RHODY

I need to talk to him.

NURSE

Yes. Someone should.

INT. WINE CELLAR -- DAY

Rhody walks down the Gothic, circular STONE STAIRCASE into the WINE CELLAR. Rhody CALLS OUT --

RHODY
 STARK! I want to ask you one
 thing! Just one thing --

Rhody turns the corner... and a new question springs to mind.

RHODY (cont'd)
 ... What in God's name have you
 been drinking?

TONY stands on the DAIS -- the MASSIVE ROBOTIC ARMS welding
 the FULL IRON MAN ARMOR ONTO TONY'S BODY. The RED/GOLD ARMOR
 is a streamlined masterpiece of technology. (NOTE: This is
 the classic MARK ONE ARMOR)

TONY
 Whatever I could find.

Tony grins at him through the FLYING SPARKS.

TONY (cont'd)
 And I had an idea.

RHODY
 You mean a breakdown.

TONY
 No...

OFF CAMERA: There is a series of METALLIC LOCKS as the HELMET
 assembles itself, unseen. His VOICE is ELECTRONICALLY
 MODULATED as IRON MAN STEPS OFF THE PLATFORM.

IRON MAN
 An idea.

EXT. STARK INDUSTRIES -- MAIN ENTRANCE ROAD -- NIGHT

A modified RV creeps into view -- If Hummer made a Winnebago-
 sized RV, it would look like this. Rhody pulls over and cuts
 the lights, to avoid the sight line of the MAIN GATE-HOUSE.

RHODY
 I can't take you through the gate
 without them looking in here.
 (looking back at him)
 That ain't going to work for you.

TONY
 I know. Take that left.

Tony sits in the BACK, which has been outfitted with EQUIPMENT to charge the Armor, monitor it's functions, etc...

RHODY

What left?

TONY

There, through the bushes. -- This is Dad's back door.

Rhody drives over the grassy verge, into a HIDDEN DIRT ROAD.

INT. RV -- NIGHT

The RV crawls through the dark, skirting the PERIMETER FENCE. They stop, lights angled on a LOCKED GATE in the fence.

RHODY

My pass can open that gate.

Helmet off, Tony adjusts his HOVER BOOTS.

TONY

Don't need it, thanks.

EXT. SECRET ACCESS ROAD -- NIGHT

ANGLE ON: The BACK of the RV which OPENS as IRON MAN emerges, the EDGES of his armor ALIGHT with full power. He crosses to the tall, RAZOR-WIRE FENCE. Rhody RADIOS in.

RHODY (V.O.)

So, what exactly do you expect to find in there?

Tony rises, slipping on the helmet, LOCKING it at the COLLAR.

TONY

Anything that tells me who used my own technology to try to kill me.

~~Iron Man LIFTS OFF, flying HIGH OVER THE FENCE.~~

EXT. STARK INDUSTRIES -- WEAPONS TESTING LABS -- NIGHT

Iron Man LANDS, light and perfect before the DOORS to the WEAPONS LABS. He approaches the complex, electronic LOCK, which senses his presence and demands a PASS-CODE.

INT. RV -- NIGHT

Rhody monitors the systems, a SCREEN depicting TONY'S POV.

RHODY

How you gonna get through there,
smart guy?

EXT. STARK INDUSTRIES -- WEAPONS TESTING LABS -- NIGHT

Iron Man raises a finger. An ELECTRONIC PORT UNFOLDS from it.

TONY

I designed all their Security,
Rhodes. They can't ever shut me
out. I made sure.

He finds a HIDDEN SLOT on the side of the chunky LOCK, and
inserts his port. The MAMMOTH DOORS TRUNDLE OPEN.

INT. STARK INDUSTRIES -- WEAPONS TESTING LABS -- NIGHT

A moving PLATFORM carries Iron Man into the big domed space.

As he is lowered to the Testing floor, the silent ARMORED
VEHICLES and WEAPONS loom over him. He steps onto the floor
and heads to the closest COMPUTER BLOCK -- the MAINFRAME.

A FIRE-WIRE PORT extends from his metal gloves, and he
inserts it into the computer.

IRON MAN'S POV: Shows Iron Man's intricate HEADS-UP DISPLAY
(H.U.D.). INFORMATION STREAMS ACROSS his field of vision.

INT. STARK INDUSTRIES -- BETHANY'S QUARTERS -- NIGHT

Bethany's Quarters, as DIRECTOR of Stark Security are Spartan
at best. She lies in a narrow bed, one light illuminating
the BOOK she's reading: MEN ON THE PATH TO SELF-DESTRUCTION.

When the KNOCK comes at the door, she hides the book.

BETHANY

Come in.

STEVENSON

Sorry to disturb you, Ms. Cabe...
We have a problem.

BETHANY

Big problem or little problem?

INT. SECURITY CENTER -- NIGHT

ANGLE ON: THE SECURITY MONITORS, which turn to STATIC one by one, as an indistinct figure passes them.

STEVENSON

Our cameras can't get a shot of him. He's blocking their signal.

BETHANY

Where is he now?

STEVENSON

In the Weapons Labs, we think.

BETHANY

You think?

STEVENSON

There's a terminal on, but Ms. Cabe... He didn't set off any alarms.

INT. STARK INDUSTRIES -- WEAPONS TESTING LABS -- NIGHT

Tony examines the screen closely, stunned.

TONY

You will not believe what I am seeing, Rhodes.

INTERCUT TO: RHODY in the RV.

RHODY

What I'm seeing may be more relevant. Access Security Cams.

IRON MAN'S POV: SHUTTLES through SCREENS of information, finally landing on MULTIPLE IMAGES of BETHANY and TWENTY ARMED STARK SECURITY GUARDS converging on the WEAPONS LABS.

RHODY (cont'd)

Get out. Now.

ANGLE ON: BETHANY, silently directing her men to FAN OUT. Keeping two with her, she moves into the CENTER OF THE ROOM, to the activated COMPUTER MAINFRAME -- But Iron Man is GONE.

ANGLE ON: TWO GUARDS, creeping past a LINE OF ARMORED DUMMIES. The armor building in sophistication one by one, until they STOP, looking around -- right-in front of our man.

Iron Man's hands flash out and SMACK THEIR HEADS TOGETHER.

ANGLE ON: Another GUARD, a 12-GAUGE SHOTGUN at the ready. He turns a corner, bringing him face to face with:

IRON MAN -- Whose hand flicks out and GRABS the BARREL. The Guard panics. He FIRES, the shot FLASHING harmlessly off Iron Man's chest. Iron Man CRUSHES the BARREL in his hand.

ANGLE ON: BETHANY, fingering the WHISPER MIKE in her ear.

BETHANY

Billings, come in. Billings?

Suddenly, BILLINGS SAILS OVER THE COMPUTERS to LAND at Bethany's feet. His SHOTGUN is wrapped around his neck.

Silent, she gets the attention of FOUR of the men in the main area. She indicates that they "move" and "stay together."

ANGLE ON: THE FOUR -- Creeping down a tall corridor of computer components, guns bristling, ready for anything.

At the END OF THE CORRIDOR, the darkness suddenly LIGHTS UP as Iron Man's CHEST LIGHT BLAZES TO LIFE, blinding all of them with a purple, ULTRA-VIOLET FLASH. They FIRE wildly.

ANGLE ON: BETHANY, who SPINS as more GUNFIRE erupts from the back of the complex. Then... silence. Then -- a VOICE.

IRON MAN (O.S.)

All right, STOP!

Bethany raises her pistol as IRON MAN emerges into view, carrying TWO MEN in each hand, hanging by their belts.

BETHANY

Jee-zus...

IRON MAN

This is ridiculous.

Iron Man DROPS the men. Bethany's gun remains steady.

BETHANY

Give up?

Iron Man chuckles, genuinely impressed with her moxie.

IRON MAN
I don't think so.

BETHANY
If you don't, I'll hurt you.

Electronic joints bring Iron Man to full height, the lines in his Armor LIGHTING UP as his POWER SURGES.

IRON MAN
How's that.

BETHANY
Like this.

Bethany raises a REMOTE. FOUR MINI BATTLE-TANKS surrounding Iron Man's position UNFOLD, RISING INTO THE AIR on MAG-LEV TURBINES. REPULSOR GUNS the size of HOWITZERS UNFOLD and LOCK INTO PLACE, aimed directly at Iron Man.

Beat. Iron Man takes in the threat, then -- He SPRINTS AT BETHANY -- the Mini-tank's GUNS SWIVEL to follow him. Bethany HITS THE DECK AS --

IRON MAN DIVES OVER HER, his boots BLASTING HIM toward the high ceilings -- and the elevated EXIT DOORS.

Bethany hits the ground on her shoulder, spinning onto her back as she hits FIRE on the remote.

The mini-tanks OPEN FIRE, unleashing a BARRAGE which HITS IRON MAN mid-air, SLAMMING him into the wall. He crashes to the ground, lifting his head just as --

The mini-tanks glide into a semi-circle around him. Iron Man raises his hands -- palms out.

IRON MAN
Okay, hold on -- Let's talk.

BETHANY
We tried that.

~~The GUNS LOWER as one. Iron Man's brow lowers grimly.~~

ANGLE ON: HIS GLOVES, where metal CIRCLES on the palms IRIS OPEN -- Revealing Iron Man's classic REPULSOR WEAPONS.

Iron Man FIRES DUAL CRIMSON BLASTS which singe the air -- much more intense and refined than the Stark Weapons' version. They PUNCH THROUGH TWO OF THE TANKS like they were made of paper. The two mini-tanks EXPLODE.

Bethany falls back from the blast, looking up just as IRON MAN FLIES STRAIGHT UP from the fire, heading for the exit.

One tank FIRES, knocking him off-course, CRASHING into the rafters. Iron Man spins, BLASTING the tank into oblivion.

ANGLE ON: BETHANY, quickly reconfiguring the remote, as --

Iron Man aims at the final tank, as it aims at him. But instead of firing from its main gun, a HATCH OPENS. It FIRES a spinning, bolo-like PROJECTILE, which evades Tony's BLAST as it DESTROYS THE FINAL TANK. Which is great, except --

The Bolo-weapon HITS Iron Man in the chest, its twin INTEGRATION DISARRAYS discharging a BURST of ELECTRICITY, Which knocks him back THROUGH THE glass face of the building.

CUT TO: RHODY, watching the security cams. He winces.

RHODY

Damn...

Rhody grabs his KEYS and PASS-CARD and SLAMS out of the RV.

EXT. STARK INDUSTRIES -- WEAPONS TESTING LABS -- NIGHT

LOW ANGLE: IRON MAN CRASHES TO THE PAVEMENT. His systems paralyzed, twitching and sparking. Bethany approaches, privately adding up the cost of the glass building's face.

BETHANY

See, there's the problem with breaking into the most advanced weapons lab in the world.

She KICKS him across the face.

INT. SECURITY CENTER -- NIGHT

ON MONITOR: IRON MAN, ankles and wrists in HUGE STEEL MANACLES.

GUARD 1

Prisoner is secure, Ms. Cabe. His power supply has been limited.

BETHANY

If he gets loose and takes my head off, you know I'm blaming you.

GUARD 1

Yes, Ma'am.

The PHONE RINGS. Bethany answers.

BETHANY

This is Cabe.

HOWARD STARK

This is Howard Stark. There's been a break-in.

BETHANY

Yes, sir, Mr. Stark. But we got him. It's -- a man in Armor, sir.

STARK

Armor?

BETHANY

Our Armor, I believe.

HOWARD STARK

I'll be there in ten minutes.

BETHANY

Take your time, sir. -- He's not going anywhere.

INT. STARK INDUSTRIES -- DETENTION ROOM -- DAY

PULL BACK FROM: IRON MAN, his MASSIVE MANACLES bolted to the wall and floor. An INTEGRATION DISARRAY is CLAMPED to the back of his neck, draining his power. His head hangs forward, his breathing even and slow, as two TECHNICIANS puzzle over the helmet.

LEAD TECHNICIAN

If the helmet's got a locking mechanism, I can't find it.

BETHANY

~~Obviously it's got a locking~~
~~mechanism. It's locked.~~

LEAD TECHNICIAN

Well, it's not so much locked as --
We can't find any seams or joints.
None.

BETHANY

Look, how does he get the fu -- How does he get the thing off his head?

IRON MAN

I can't.

Bethany glances over, not sure he's not messing with her. She shuffles the Technicians out of the room.

BETHANY

Fine. Thank you, gentlemen.

Bethany sits opposite Iron Man. She eyes him appraisingly.

BETHANY (cont'd)

Who makes your suits?

Iron Man raises his heavy head, with difficulty.

IRON MAN

Abercrombie and Fitch.

His head falls forward again, breathing hard. He looks up at her, serious now, though the open eye-slits.

IRON MAN (cont'd)

Please. My life-support systems --

BETHANY

If you can't breathe, let us take off your helmet.

IRON MAN

It's not my breathing, it's --

He trails off. He can't tell her it's his heart.

BETHANY

See, it's funny. I was attacked by a guy wearing Armor like yours just a couple of months ago.

IRON MAN

No offense to your technological analysis, but that Armor was nothing compared to this.

BETHANY

How would you know that?

IRON MAN

Look. Can I talk to you?

BETHANY
Absolutely.

IRON MAN
Alone.

Bethany glances around the room. They are alone.

IRON MAN (cont'd)
No cameras.

BETHANY
There are no cameras in here.

His EYELETS SLIDE SHUT. TONY'S POV: Shows roaming CAT-SCAN SLICES of the room -- and the CAMERAS hidden in the walls.

IRON MAN
I count eight.

Got her. Bethany nods for them to "cut". Iron Man sees the FLOW OF ELECTRICITY to the cameras SHUT OFF.

INT. STARK INDUSTRIES -- DETENTION CENTER -- CORRIDORS -- DAY

Rhody walks the corridors, cautiously avoiding anyone's gaze. He enters a door marked: SECURITY.

INT. DETENTION CENTER -- SECURITY OFFICE -- DAY

The MONITOR SCREENS are all STATIC. Two bored GUARDS man the console. They look up as Rhody enters.

RHODY
Hey, Gentlemen. How goes it?

GUARD 1
Dealing with the boss, you know.

RHODY
Oh, I absolutely know.

GUARD 2
Hey... aren't you Head Engineer at Stark Realities?

RHODY
That's right. James Rhodes.

Rhody extends his hand. The guy shakes it, confused.

GUARD 2

Are you supposed be down here?

RHODY

You know, I don't think I am.

Rhody YANKS him forward by the hand and COLD COCKS HIM.
Guard 1 tries to push back from the console. Rhody puts a foot to the chair, shoving it forward, knocking the wind out of him. He SMACKS Guard 1's head against the console.

INT. INTERROGATION ROOM -- DAY

Bethany sits back.

BETHANY

There. No cameras. Speak.

IRON MAN

You're looking into allegations that Stark Weapons killed a number of American soldiers on a Recon mission in North Korea.

BETHANY

How do you know that?

IRON MAN'S POV: Shows FILES, ranging across his HUD.

IRON MAN

Your Security files.

BETHANY

Is that what you wanted to tell me?
That you read my diary?

IRON MAN

If a Company kills a man, that's a risk. To kill twenty-seven -- soldiers, no less -- Means you're hiding something big.

BETHANY

Like what?

IRON MAN

I don't know. But your files indicate that the Stark ID Chips were mandatorily implanted in nearly every member of the armed services. Up to the President.

BETHANY

Sounds like a successful program.

TONY

Stark has also done a number of transactions with North Korea over the last five years. Classified transactions. I'm guessing Weapons. But your answer is in a warehouse in Sinuiju North Korea.

BETHANY

Possibly. But getting into North Korea isn't as easy as it used to be in say, the 1920's.

IRON MAN

Have you tried?

BETHANY

Is that your business, thief?

IRON MAN

I'm not a thief. I'm -- a concerned citizen. Look, no-one kills twenty-seven men unless they want to hide something very bad. With control of those Chips -- someone could theoretically wipe out our entire Military force with the press of a button.

BETHANY

What exactly do you expect me to do about that?

IRON MAN

I expect you to help me stop it.

INT. DETENTION CENTER -- SECURITY OFFICE -- DAY

Working fast, Rhody watches the monitors, ZOOMING IN on an
ACTIVE SCHEMATIC of the INTEGRATION DISARRAY'S POWER SUPPLY.

RHODY

There she is....

INT. DETENTION CENTER -- CORRIDOR -- DAY

HOWARD STARK marches down the hall, flanked by Security.

INT. INTERROGATION ROOM -- DAY

IRON MAN

Don't ignore this. You have access
to all of it. Look for
discrepancies, anything
clandestine.

Bethany is in a struggle between her duty and her instinct.

BETHANY

Look, I appreciate your concern,
but if you think you're walking out
of here, you are severely mistaken.

There is a sudden SURGE of ELECTRICITY -- Then, the
INTEGRATION DISARRAY on Iron Man's neck DEACTIVATES. Iron
Man stands. Bethany STEPS BACK, drawing her pistol.

Iron Man RIPS THE MANACLES from the wall, and pulls the
Disarray device off his neck, CRUSHING IT.

IRON MAN

You have a choice to make, Ms.
Cabe. Loyalty to your Company...
Or to your country.

IRON MAN'S POV: Shows a CAT-SCAN LAYOUT of the OFFICES and
PEOPLE THROUGH THE CEILING, marking a clear path of ascent.

Raising his hands, Iron Man FIRES two REPULSOR BLASTS up
THROUGH THE CEILING. And with a BLAST of his boots he is
GONE -- A streak of red in the blue sky far above.

INT. DETENTION CENTER -- CORRIDOR -- DAY

Rhody exits the Security office, hands in his pocket,
whistling innocently. On the way, he passes HOWARD STARK and
his men coming in. He keeps his head down and walks by.

~~INT. INTERROGATION ROOM -- DAY~~

Bethany is still looking up through the hole in the ceiling
when -- HOWARD STARK enters, none too happy.

INT. RV -- DAY

Rhody enters the RV to find Tony sitting at the COMPUTER,
helmet down. He DOWNLOADS info through his suit's Fire-wire.

RHODY
How'd it go, Boss?

TONY
I got shot, blown up, captured and
escaped. Not bad for a guy with a
heart condition. Where the Hell
have you been?

Rhody gets into the driver's seat and PULLS OUT.

RHODY
Just messin' around.

INT. DETENTION CENTER -- SECURITY OFFICE -- NIGHT

Howard Stark examines the tape of IRON MAN in shackles.

HOWARD STARK
Do you have any idea who he is?

BETHANY
I might have an idea.

ANGLE ON: IRON MAN, Stark Sr. examining the Armor's design.

HOWARD STARK
So do I...

INT. STARK MANSION -- LIVING ROOM -- NIGHT

Back in street clothes, Tony leans against his HUGE, ROARING
FIREPLACE -- his face lit orange and red.

RHODY
But we still don't know who tried
to kill you.

TONY
It's more than that. Those
soldiers, killed by Stark weaponry,
~~just days before I'm attacked by a~~
guy in Stark Armor. There's got to
be some connection.

BETHANY (O.S.)
There is. And I'll tell you what
it is...

Bethany takes a seat in a big, cushy chair by the fireplace.

BETHANY (cont'd)

As soon as you show me where you
keep that crazy Suit of yours..

Tony looks to Rhody. Rhody sucks in breath. Busted.

INT. WINE CELLAR -- NIGHT

Bethany enters the wondrous wine cellar. The IRON MAN ARMOR stands on the DAIS between the huge, inert MECH-ARMS.

BETHANY

Anthony Stark... How does it feel
to have finally lost your mind.

TONY

Pretty liberating, actually.

She touches the Armor, stunned by his brilliance.

TONY (cont'd)

So? I revealed my Secret Identity.
What do Stark Weapons in Korea, and
Armored assassins in Long Island
have in common?

BETHANY

Obadiah Stane.

INT. WINE CELLAR -- NIGHT

Bethany plays an INDUSTRIAL VIDEO, showing the STARK HYDROGEN CAR PLANT in SINUIJU, NORTH KOREA.

BETHANY

The factory in Sinuiju; It's a
Hydrogen Car Plant. A joint
venture between Stark and the North
Koreans, Stark's owned the property
for years. Stane's the primary
architect. He designed the cars.

RHODY

I wonder what else he designed.

BETHANY

Stark's exoskeleton program;
Repulsor weapons; And he was sole
designer on the I.D. Chip program.

TONY

All from my private notes. Stane's smart, but I'm betting Justin - Hammer is behind all this. -- Did you talk to Stane?

BETHANY

I can't.

RHODY

Why not?

BETHANY

He's in an Institution. Stroke. They won't let anyone see him.

TONY

I'll see him.

EXT. ASYLUM -- NIGHT

A Gothic stone BUILDING on an isolated hill. High-class digs, with a serious PERIMETER FENCE and ARMED GUARDS.

INT. ASYLUM -- STANE'S ROOM -- NIGHT

CLOSE ON: HAND DRAWN DIAGRAMS of TECHNOLOGY of all sorts -- Elegant and professional Engineering diagrams of WEAPONS, TANKS, GUNS, ARMOR, CIRCUITRY and the like.

But as we PULL OUT: We see that the designs grow steadily more twisted, nightmarish. Some of the weaponry taking on human, animal characteristics, and there are literally HUNDREDS OF THEM -- drawn by an obsessive lunatic.

ANGLE ON: OBADIAH STANE -- a twisted husk of the man we saw months ago. He sits huddled back on his plush bed as a friendly ATTENDANT in white places his dinner on a low table.

The room is dressed like a well-appointed BEDROOM in a pricey house and but for the ARMORED DOOR and the BARS BOLTED across the tall WINDOWS -- you'd never know you were in a cell.

ATTENDANT

How are we tonight, Doctor? You'll be happy to know I personally checked your dinner. All clear.

Stane looks the friendly orderly up and down, certain the man has never met true evil. Or worked with it.

The Attendant pauses as his PAGER BUZZES at his belt. He checks it. Upon SEEING the pager -- Stane goes mad. With a disturbing SHRIEK, he ATTACKS the Attendant with surprising ferocity, SMACKING the pager into the wall. It SMASHES into plastic and circuitry. But the pieces continue to BUZZ.

Stane falls back, hands clutched to his ears. And he SCREAMS, high and wavering...

ATTENDANT (cont'd)

Sorry, sorry! I forgot!

The Attendant runs to the pieces, unsure how to stop the broken thing -- as TWO MORE ATTENDANTS RUSH IN.

ATTENDANT 2

What the Hell, Larry!?

ATTENDANT

My pager went off!

ATTENDANT 2

You brought your pager in here?

Larry opts to STOMP on the mess. The BUZZING stops. Stane calms a little as Attendant 2 STRAPS him to the plush bed and injects him with a SYRINGE. Stane's eyes slowly drop shut.

ATTENDANT 2 (cont'd)

Sleep on it, y'old lunatic.

INT. ASYLUM -- STANE'S ROOM -- NIGHT

Much later, moonlit. CLOSE ON: STANE'S EYES. SNAP OPEN and SHIFT SIDEWAYS to the WINDOW. He senses something there. There is a soft SCRATCHING, metal on metal.

STANE'S POV: Is skewed by the drugs. He gets out of bed. Crossing to the window on trembling ankles.

ANGLE OUT THE WINDOW ON: IRON MAN, who stands on either side of the BARS outside the window, looking in. The LINES of his ~~Mask BLAZE like halogen streams.~~ He looks angry somehow.

And with a brief CRUNCH!... He PULLS the BARS from the wall. He tosses them and pushes the window open, SNAPPING the lock.

And a vision straight out of Stane's nightmares CLIMBS INTO THE ROOM; A man made entirely of technology. The LINES of the suit approximate BREATHING.

STANE

My...

EXT. WHITE HOUSE -- ESTABLISHING -- NIGHT

The WHITE HOUSE, lit up for (distant) tourist viewing.

INT. WHITE HOUSE -- VICE-PRESIDENT'S FOYER -- NIGHT

PETER BENTON -- The VICE-PRESIDENT -- enters the ASSISTANT'S AREA of his offices. His ASSISTANT looks up.

ASSISTANT

Good Evening, Mr. Vice-President.

BENTON

Evening Valerie, what have I got?

ASSISTANT

You have an old friend in your office.

BENTON

Who?

ASSISTANT

You know who.

The Vice-President gets it. He turns serious.

BENTON

God. Did he have an appointment?

ASSISTANT

He did, sir. Set it up months ago.

INT. ASYLUM -- STANE'S ROOM -- NIGHT

Stane falls to his knees before Iron Man, trembling, weeping. He takes the metal hand in snivelling reverence.

STANE

Forgive me...

IRON MAN

Who authorized the Military Chip Technology.

Stane is thrown by the electronically enhanced question.

STANE

The... ID Chips? I did.

IRON MAN

Not you. Someone on the Board.

Stane looks away, caught in the lie.

STANE

I... It's... larger than me.
They'll kill me.

Iron Man raises his hand. The REPULSOR PORTS IRISES OPEN. A deep HUM of POWER surges up his arm, ready to fire.

IRON MAN

They won't get the chance.

Stane falls apart. He weeps harder, becoming incoherent.

IRON MAN (cont'd)

Who's killing people with Stark
Technology?

Stane looks up at him. As if it should be obvious...

STANE

We all are. We're all a part of
it.

IRON MAN

Part of what.

Again, Tony hears the absolute last thing he was expecting.

STANE

Howard's plan.

IRON MAN

Howard's plan..? Which is...

STANE

I don't know. Maybe Justin Hammer
~~knows the full extent of it. And~~
Howard. It's his dream, his child.

Iron Man takes this in, trying to deny it.

STANE (cont'd)

Why else would he try to kill his
own son?

Iron Man turns back to Stane.

INT. WHITE HOUSE -- VICE-PRESIDENT'S OFFICE -- NIGHT

Peter Benton puts on his best politician's smile for:

BENTON

Mr. Stark. What an unexpected pleasure.

PUSH IN ON: HOWARD STARK, sitting in the plush chair opposite the desk. He watches the TV mounted on the wall, where the PRESIDENT is giving a speech to Congress.

HOWARD STARK

Only if you don't check your schedule. How are you, Peter?

Benton indicates the President on TV.

BENTON

Doing my best to back the big man.

HOWARD STARK

That Liberal suck-up's lucky to have you. I'd like to ask a favor.

Benton sits, glancing idly at the PAPERS on his desk.

BENTON

Always happy to help a supporter.

HOWARD STARK

Sometime soon... I'll need you to make a phone call for me.

BENTON

To whom?

Stark gazes levelly -- all his plans coming down to this.

HAMMER

N.O.R.A.D.

INT. ASYLUM -- NIGHT

Tony turns back to Stane.

IRON MAN

Say that again.

STANE

Howard was close to finishing when the heart attack came. He knew he had to hurry. And when the little Prince filed his traitorous lawsuit, Howard knew he had to be removed, or be stalled entirely.

IRON MAN

Give up... what?

STANE

We were never told what the actual event was going to be. A catastrophe. That's all. I made the Chips, designed the factory. All I knew was that the Chips were the key... The leverage...

IRON MAN

... Leverage over who?

INT. WHITE HOUSE -- VICE-PRESIDENT'S OFFICE -- NIGHT

PUSH IN ON: The shocked VICE-PRESIDENT.

BENTON

Howard, how long have we known each other?

Howard Stark's face sets like the God of Thunder.

HOWARD STARK

Since your Skull and Bones initiation. Since the days when you 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, his speech building--

BENTON

No, he runs it. I stand by in case he dies. I'm the Vice-President.

Stark holds up a finger and dials his cell. A VOICE answers.

HAMMER
(go ahead)
Alright.

Stark hangs up. Benton waits for him to say something else. He doesn't. He merely sits, hands folded.

THEN, Benton slowly starts to realize there is a COMMOTION BUILDING on the TV. The PRESIDENT is CLUTCHING HIS CHEST, crumbling as the SECRET SERVICE rush to his aid. The AUDIENCE ERUPTS in Pandemonium.

Benton looks back to Stark, who looks squarely back at him.

HOWARD STARK
Now you're President.

INT. ASYLUM -- NIGHT

Iron Man leans against the wall, wanting a drink.

IRON MAN
How do I take the Chips off-line?

STANE
You can't. No-one can. They're
Satellite-controlled. And even if
you could...

EXT. THE SKY -- NIGHT

STANE (V.O.)
You're already too late.

Iron Man sails through the night sky. His eyes brim with tears through the eye-slits. But maybe that's the wind. The EYE-SLITS CLOSE as his ARMOR-PHONE RINGS. THE CALL ID READS:

RHODY (V.O.)
Tony, man. Where are you?

IRON MAN
I'm... in the air.

RHODY
Have you seen the News?

IRON MAN HUD POV: The NEWS appears in the corner. It shows AMBULANCES, racing PRESIDENTIAL MOTORCADES, a HOSPITAL.

RHODY (cont'd)
The President is dead.

Tony FREEZES the image of the President being wheeled out.
He ZOOMS IN on one of the bystanders: JUSTIN HAMMER.

Tony watches, his eyes hardening from betrayal... to rage.

HIGH ANGLE: As IRON MAN arcs suddenly NORTHWARD.

RHODY (V.O.) (cont'd)
When are you coming home?

ANGLE ON: A MANSION on a hill. A MASSIVE, modern-day
VERSAILLES. It makes Tony's complex look like a play-toy.

IRON MAN
Right now.

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

CLANG! Howard Stark swings a BROADSWORD, into his OPPONENT,
a large man in a bulky, utilitarian set of metal shielding.
Howard Stark meanwhile, wears a shining SUIT OF ARMOR from
the Sixteenth Century. He HAMMERS the guy, driving him back
past the stands of ARMOR, the huge STAINED GLASS WINDOWS, and
the ROARING, twelve foot high FIREPLACE.

They lock swords, CLASHING and CLASHING until:

IRON MAN SMASHES through the STAINED GLASS WINDOWS. He
lands, as the OPPONENT steps in front of Howard Stark,
withdrawing a PISTOL and a RADIO from his Armor. He pulls
off his bucket-helmet. It is DEX, the Gate-Guard.

DEX
Security, this is --

Which is as far as he gets before Iron Man SLAMS HIM INTO THE
WALL with a concussive REPULSOR BLAST. Dex drops, out.

Howard Stark stands ramrod straight in his Armor. Unafraid.

~~HOWARD STARK~~
Anthony, STOP THIS!

Iron Man turns to Stark Sr. The HELMET RETRACTS.

TONY
I didn't want to believe it. That
was my problem. I put everyone at
risk.

HOWARD STARK

What are you going on about?

TONY

You killed the President.

HOWARD STARK

My God, Anthony... You've finally lost your mind.

TONY

I talked to Stane. I saw Hammer with the President, just prior to his death.

HOWARD STARK

Stark Industries has had a long friendship this Administration.

Tony BLASTS FORWARD, a small LEAP with his jet boots -- which brings him face to face. Tony GRABS his father's Armored collar, CRUSHING a hand-print into the old metal.

TONY

STOP LYING TO ME!

Tony's wild eyes shift from his father, to the BROADSWORD which rises to touch his throat. His tone is icy...

HOWARD STARK

Let me go, boy.

Tony takes in the sword. He nods -- just as he thought. He lets go, backing away.

TONY

I always knew where I stood. I knew your priorities were skewed, especially since Mom died. But I never, ever, thought you could kill your own son. Over *business*.

Howard pauses, but he does not deny it.

HOWARD STARK

This isn't "business." It's a Dynasty.

TONY

No, Dad. This is just two men who hate each other, fighting over a bunch of dead guys' money.

Tony turns back to the window, stalking off, hands shaking.

TONY (cont'd)
Well, you can have it.

Howard watches him go, knowing this is the last chance to salvage any relationship he might have had with his son.

HOWARD STARK
I don't hate you, Anthony.

That was tough for him to say. Tony doesn't even turn.

TONY
Thanks, Dad. That fixes everything.

At the shattered windows, he turns. His HELMET REFORMS.

IRON MAN
And you should know something else;
Wherever you're going with all
this... I'm putting an end to it.

Iron Man BLASTS out of there, SMASHING through a SECOND SET OF WINDOWS on the way.

INT. WINE CELLAR -- NIGHT

The ROBOTIC ARMS work feverishly on the ARMOR, altering it to Tony's designs. It is bulkier, with an reinforced helmet and space for more weapons. Far more threatening.

TONY
(to Rhody)
-- Can you track this Chip's
command source back to a satellite?

RHODY
No sweat. That Satellite's got to
be one of yours.

~~Tony tosses him the MILITARY ID CHIP he got from Bethany.~~

BETHANY
Hey, that was mine.

TONY
I kept it as a memento.

Bethany passes the furious WELDING of the Armor.

BETHANY
What's up with, Shellhead here?

RHODY
What did you call me?

BETHANY
(points to the Armor)
The, this thing.

TONY
I'm retrofitting it.

Bethany notes some of the large new WEAPONS being attached.

BETHANY
For what? Apocalypse?

TONY
For space.

She contemplates that -- and smiles a hard Green Beret smile.

BETHANY
Uh... no.

INT. WINE CELLAR -- DAY

Minutes later. RHODY is now minding his own business on the OTHER SIDE OF THE ROOM, as Bethany and Tony have a chat.

BETHANY
Why can't you just -- reprogram the Chips or something? I thought you were some kind of genius.

TONY
First, I'm a wunderkind. There's a difference. Second, they don't work that way.

BETHANY
~~Why? You can do anything, you can make that! Why not this?~~

TONY
There's limits to everything, Beth. Even technology.

BETHANY

So that makes you eager to go into space? Tony it's space. NASA has problems with it.

TONY

Because I don't work there.

She hugs him, worried for his life.

TONY (cont'd)

Look, I'm not eager. At all. It's just... necessary.

Rhody LAUGHS from the other end of the room.

TONY (cont'd)

-- Maybe a little eager.

INT. ASYLUM -- STANE'S ROOM -- NIGHT

Stane STARTS awake. -- JUSTIN HAMMER is in his room, by the WINDOW, eyeing the BARS on the LAWN far below.

HAMMER

Good evening, Obadiah. Howard said you had a visitor. A man in Armor.

STANE

The ghost in the machine...

Stane laughs madly, nervously. Hammer turns to him.

HAMMER

What did you talk about? Did you show him your Combat Logarithms?

STANE

No, no of course not.

Stane eagerly hands him many pencil drawn PAGES, detailing COMPLEX computer formulas. Hammer examines them.

HAMMER

He must have asked you something.

(examining his work)

These are excellent, Obadiah.

You've earned yourself a rest.

Hammer notices a NEW DRAWING from the wall. A terrifying CARICATURE of IRON MAN in exaggerated, terrifying Armor.

HAMMER (cont'd)

This man seems to have made an impression on you. You're certain you told him nothing.

STANE

It's happening. Isn't it?
Howard's Plan.

HAMMER

That's right, Obadiah.

The DOOR opens and two ATTENDANTS enter. Not the friendly ones. These two are bigger, rougher. They close in.

HAMMER (cont'd)

It's happening right now.

INT. WINE CELLAR -- NIGHT

Rhody sits at the Mainframe, going over the Armor Specs.

RHODY

Jesus Tone, I've gotta say this is the strangest, most extraordinary piece of Technology I've ever seen.

TONY

It is that. But is it ready?

Rhody enters a command. With a HISS of HYDRAULICS, the IRON MAN ARMOR MARK II RISES TO ITS FEET; New weapons, built up in the shoulders, joints, and helmet -- ready for space flight.

INT. KOREAN FACTORY -- MORNING

JUSTIN HAMMER crosses the floor of a HYDROGEN CAR PLANT, a translator and an anxious KOREAN BUSINESSMAN in his wake. As they show him the ASSEMBLY LINE where ROBOTIC ARMS, not unlike the ones in Tony's Cellar, build cars. Hammer YAWNS.

The Korean business man says something in Korean.

TRANSLATOR

Mr. Kim asks if you are tired.

HAMMER

Very tired. I took the red-eye.

TRANSLATOR

Red -- Eye?

HAMMER

Never mind. Yes, this is all
terrific, but I am nearing a
deadline, and so is Mr. Kim...

He meets Mr. Kim's eyes.

HAMMER (cont'd)

Tell him I'd like to see the lower
level.

Mr. Kim leads them through a door, but we REMAIN, following
the ASSEMBLY LINE INTO THE WALL and DOWN:

INT. ARMORY LEVEL -- CONTINUOUS

The LINE CONTINUES UNDERGROUND. Down here, an IDENTICAL
ASSEMBLY LINE creates ultra-tech ARMOR, WEAPONS, and TANKS.

An OPEN ELEVATOR CARRIES Hammer down. His eyes gleam at the
collection of weapons. THOUSANDS upon THOUSANDS of them.

EXT. THE ATLANTIC OCEAN -- DAWN

As DAWN breaks on the horizon, a slick HELICOPTER skims above
the ATLANTIC OCEAN. Once a standard SIKORSKY model, Tony has
given it an ultra-tech makeover.

INT. TONY'S SIKORSKY -- DAY

Tony attaches his armor, checking systems, calming himself.
Bethany is freaking out.

BETHANY

Let's go back to Stark. My team
can track down Hammer.

TONY

No, the Chips first. It's too
dangerous for Hammer or my father
~~to have their finger on that~~
button. Stane was right; the Chips
are the fulcrum. It's got to be
the Chips first.

She can see he's obsessing over this.

BETHANY

Tony... You didn't invent what you did to crate these weapons. It's not your responsibility.

TONY

Whose responsibility is it, then?
My name is printed on every one.

She is scared stiff. Doesn't know what to do. She KISSES him impulsively. And it's perfect, irresistible. Just what both of them have been avoiding. And that's the best...

When, of course -- Rhody's VOICE pipes in via the INTERCOM.

RHODY (V.O.)

Lady and Gentleman -- we have reached our coordinates.

Tony pulls back from her, reluctantly. Suddenly, this was more interesting than space flight. She lets him go.

Tony OPENS the DOOR. The wind and rotors outside HOWL. Bethany pulls her jacket around her from the cold.

Iron Man steps to the edge. Bethany takes hold of the door.

IRON MAN

(pauses)

... I thought your interests no longer included reckless, good-looking Billionaires.

BETHANY

They really, really didn't.

Iron Man laughs and DIVES FROM THE CHOPPER.

EXT. THE SKY -- DAY

Iron Man FALLS until his ultra-powerful MARK II BOOT-JETS FIRE as he executes a perfect ARC, blazing into the sky.

CLOSE ON: IRON MAN, as the ATMOSPHERE around him DARKENS, progressing from sky blue, to indigo, to deepest blue...

INTERCUT TO: RHODY AND BETHANY watching Tony's monitors.

RHODY

How you doing, pal?

ANGLE ON: IRON MAN -- ICE builds on his shoulders and forehead, as he SCUDDERS through TURBULENCE from the steadily thinning clouds. The sky around him fades to BLACK.

IRON MAN

Respirators functioning well,
thermal layer's -- pretty
comfortable actually.

RHODY

Well, Mr. Stark -- While you may
not be the first Billionaire in
space -- you are certainly the
first to get there without a ship.

IRON MAN drifts into weightlessness. He turns back to EARTH.

RHODY (cont'd)

How do you feel?

ANGLE DOWN ON: IRON MAN -- DRIFTING OVER THE PLANET. The view below is staggering.

IRON MAN

... Invincible.

It is physically difficult for Tony to pull his gaze from the spinning planet beneath him. Finally, he does --

RHODY (V.O.)

You should be close. Can you see
the Satellite from there?

-- Just in time to see a MAMMOTH SATELLITE BARRELING TOWARD HIM. He BLASTS FORWARD, barely dodging it as it sails past on its orbit. The retreating device reads: STARK

IRON MAN

Yeah, I see it.

Iron Man FLIES to the satellite, CLAMP-LANDING on it with Magnetic boot-locks.

~~Iron Man gets down to work, tearing a CONTROL PANEL from the~~
~~thing, revealing a sparkling CONTROL BOARD. Tony extends a~~
~~COMPUTER PORT from his thick metal glove, and inserts it.~~

IRON MAN'S POV: INFORMATION STREAMS across his H.U.D.

IRON MAN (cont'd)

Everything's here. Chip Locations,
Transmission sources -- wait...
Hammer's transmission frequency.

RHODY (O.S.)

Which you can take straight to him.

BETHANY

Great. Could you focus on getting your metal ass back to Earth now?

IRON MAN

Just one more thing...

Iron Man drives his FIST into the control panel. It gives with a satisfying ELECTRICAL EXPLOSION.

RHODY

Satellite is off-line.

But Iron Man is not finished. He TEARS INTO the satellite, ripping it apart with his hands. Pieces fall back to Earth, bursting into flames; He tears the solar panels off it.

RHODY (cont'd)

Uh... Satisfying as that may be, I designed that Satellite's systems.

IRON MAN

Sorry man. Your little toy's going down.

RHODY

I'm okay with that. It's just, the core is protected from exposure by an Ionic Phase engine. And if you pierce it --

-- The satellite EXPLODES in a BALL of FLASHING ENERGY. Iron Man is knocked FLYING, SPINNING back, at speed.

BETHANY

Tony! Tony, are you alright?

IRON MAN

I'm fine. The Armor however --

BETHANY

What's wrong with the Armor?

Rhody looks up from the monitors, most have gone FLAT-LINE.

RHODY

Pretty much everything.

ANGLE ON: IRON MAN, plunging back to Earth.

IRON MAN

Systems off-line: Boot-Jets, flight controls, Oxygen's off, I've probably got a couple of minutes of air trapped in the suit.

BETHANY

Is anything working on the damn thing?

IRON MAN

The radio.

The air around Iron Man BURSTS INTO FLAMES as he SCORCHES back into the atmosphere, coming down fast.

ANGLE ON: RHODY, pointing out the forward windows -- Jesus. A FLAMING COMET is dropping from the upper reaches.

RHODY

Hang on.

Rhody DIVES the helicopter forward, sweeping down toward the sea, flying at a POWER-TILT toward the BLAZING LINE IN THE SKY. Bethany holds on, white-knuckled.

ANGLE ON: IRON MAN, ENGULFED in flame and noise. The flat OCEAN can be seen through the flames, rising to meet him.

IRON MAN

I was just contemplating my Impact Baffles, Rhodes -- Are you sure you checked every connection point?

RHODY

'Course I did.

IRON MAN

Good. Because if one is off by even a millimeter -- I'm about to get crushed into a diamond.

The OCEAN RUSHES UP and SLAMS INTO IRON MAN.

ANGLE: THROUGH THE CHOPPER'S WINDOWS, as Iron Man IMPACTS with an explosive SPLASH-DOWN, STEAM BILLOWING long after he has sunk beneath the surface.

Rhody banks the Chopper into a low hover. Silence.

RHODY

Tony? Come back to me, pal.

CLOSE ON: BETHANY. Finally a voice comes back, winded.

IRON MAN (V.O.)
Still ticking...

ANGLE ON: IRON MAN, the water around him BOILING a thick trail of bubbles, descending into the depths like a stone...

IRON MAN (cont'd)
For the moment.

ANGLE ON: RHODY, unstrapping himself.

RHODY
Can you fly a Sikorsky?

BETHANY
No.

RHODY
Good. The stick's locked, Don't go anywhere.

Bethany takes the stick as Rhody exits into the cabin.

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.

INT. TONY'S SIKORSKY -- DAY

Rhody reaches OUTSIDE the Chopper to a LARGE HOOK & WINCH SYSTEM. He hefts the big metal hook, which must weigh at least twenty pounds. Perfect. He begins to HYPERVENTILATE.

The water below still ROILS from Tony's bubbles, easy to follow. Rhody takes a HUGE BREATH. He RELEASES the WINCH LINE. The big hook DROPS, taking Rhody with it.

EXT. OCEAN DEPTHS -- DAY

Rhody DROPS rapidly, the big hook sinking him like a stone.

IRON MAN
(breathing shallowly now)
I think it might be -- too late...

INT. TONY'S SIKORSKY -- DAY

Bethany holds the Chopper steady. She hits the radio button.

BETHANY

No! Anthony Stark, you hold on!
Rhody is in the water!

Tony's voice comes back, staticky, weak. Fading...

IRON MAN (V.O.)

... Bethany?

BETHANY

I'm right here.

IRON MAN (V.O.)

I forgot how much I missed...
kissing you.

A HISS of silence.

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. They are calm, ready. He is looking up at the distant SUNLIGHT. And THEN -- RHODY drops into view like an angel, LANDING beside Tony.

He gets to work, hooking the cable to the Armor's NECK.

Rhody loops his arm through the HOOK, painfully out of air. He puts a fist to his heart out of love and respect.

INT. TONY'S SIKORSKY -- DAY

Bethany sits up, as Tony's voice comes back on the air.

IRON MAN (V.O.)

Bethany! Winch us up, now!

Bethany rushes back to: THE WINCH. She starts it and the CABLE spins back on its spool. She picks up the RADIO.

BETHANY

Tony? Tony are you there? Shit.

IRON MAN CRESTS THE SURFACE. Rhody hangs limply from the hook as well, but he FALLS back into the water as Bethany pulls Tony inside. Tony removes his helmet, manually.

TONY

Help me get this damn thing off!

Bethany unlocks the armor, freeing Tony.

BETHANY

Can you fly this Helicopter?

TONY

Yeah, but we have to --

But she is GONE, DIVING INTO THE OCEAN, swimming for Rhody. Weak, Tony makes it to the stick, and angles the Chopper over to where Bethany is already giving Rhody CPR in the water...

INT. STARK MANSION -- TONY'S BEDROOM -- NIGHT

Rhody reclines in Tony's massive bed, breathing pure OXYGEN. Tony and Bethany stand on the far side of the room, talking quietly with TONY'S DOCTOR.

DOCTOR

He'll have pain, but the joint damage is superficial. If he wasn't breathing compressed air, he won't need decompression. May I ask what he was doing 200 feet underwater without a scuba tank?

Tony hands a STACK of CASH to the Doctor.

TONY

No. Thank you, doctor.

Tony leaves the indignant Doctor to go to Rhody's side. Rhody opens his eyes. He is weak, but he grins.

RHODY

Hey, Boss. Is this a good time to ask for a raise?

TONY

I'm actually docking you for unnecessary recklessness.

RHODY

It was necessary to me, man.

Tony takes Rhody's hand. Clasps it.

TONY
Thanks, Rhodes.

RHODY
You'd've done the same for me.

TONY
Not likely. I hate the water. Get some rest.

RHODY
What are you going to do?

TONY
As long as Hammer doesn't know his satellite's down, I can trace his remote signal. It's time I went to see him.

RHODY
You're going to need me there -- to watch your back.

Bethany moves up behind Tony.

BETHANY
That's why Stark Security's here.

EXT. NEW YORK AIRSPACE -- DAY

Iron Man SOARS through the air, Manhattan rising behind him.

INTERCUT TO: BETHANY, monitoring him from the RV.

BETHANY
(into radio)
Iron Man One this is Iron Base.
All Systems check out: You are five by five.

~~IRON MAN~~
What's five by five?

BETHANY
That's ten. Sorry, I thought someone so rich would be able to count.

IRON MAN

I have people to count for me,
smart-ass.

ANGLE ON: RHODY, still in bed at the Mansion, listening in on
his own RADIO. He laughs.

BETHANY

That is rich. How's your signal?

IRON MAN'S POV: A BRIGHT YELLOW TRACKING LINE runs across his
Heads-Up Display, angling OUT INTO THE OCEAN.

IRON MAN

Bright and steady. I am heading
out to sea.

BETHANY

Roger that. Try to stay above
water this time...

ANGLE ON: IRON MAN, ARCING out of the Harbor, two graceful
FLAME TRAILS from his boots tracing his course.

EXT. ATLANTIC OCEAN -- DAY

PUSH IN ON: AN INCREDIBLE YACHT -- with a major HELICOPTER
parked on top. The NAME across the back reads: HAMMER.

INT. HAMMER'S STATE-ROOM -- DAY

The STATE-ROOM is spectacular; Wood and brass, books lining
the shelves, all manner of a rich Mariner's accoutrements.
Hammer sits in a plush chair, looking out on the sea. A
MAMMOTH TELEVISION is playing the NEWS.

HAMMER

The packages are being delivered.

INTERCUT TO:

~~HOWARD STARK, speaking from his MANSION.~~

HOWARD STARK (V.O.)

What's the time until launch.

Hammer checks his LAPTOP COMPUTER, attached to a Wireless
cell system.

HAMMER

Fifteen minutes to First Launch.
Second launch ten minutes later.

EXT. SAN FRANCISCO -- HARBOR -- DAY

HAMMER (V.O.)

They're close.

A MASSIVE OIL TANKER, bearing the KOREAN FLAG, cruises past the GOLDEN GATE BRIDGE. It is THREE TIMES the size of a normal tanker. An absolute monster.

And there is a SECOND, IDENTICAL TANKER behind it.

EXT. SANTA MONICA BEACH -- DAY

A BIRDWATCHER on the beach. He uses his STARK-brand BINOCULARS to follow sea-birds.

BIRDWATCHER

(calling to his wife)

Honey, It's a re-tailed Hawk! Out here!

The Birdwatcher's WIFE continues reading her paperback.

WIFE

I can't believe it.

BINOCULAR POV: The Birdwatcher trails the bird DOWN to the sea, where his VIEW is BLOCKED. He lowers the binoculars.

ANGLE ON: Two MASSIVE SUPER-TANKERS, identical to the two in San Francisco, heading directly for the Santa Monica pier.

BIRDWATCHER

Geez, those are big tankers...

INT. HAMMER'S STATE-ROOM -- DAY

The SCREEN on the LAPTOP begins FLASHING.

HAMMER

There's a problem with the Chip satellite. It's gone down.

Howard Stark smiles, saddened and impressed at the same time.

HOWARD STARK

Anthony... I don't believe it.

Stark curses to himself. Whispering...

HOWARD STARK (cont'd)

Don't take on your betters, boy.

HAMMER

Without those Chips --

HOWARD STARK

It doesn't matter. As far as the President is concerned, the Chips are on line. It is time to teach my son learned not to stand before a freight train rolling.

There is a sudden, ship-wrenching CRUNCH -- from the roof. Hammer DROPS THE PHONE. Looking into the polished GLASS WALL, outside, he can see the REFLECTION of IRON MAN crossing the roof above him.

HAMMER

(stunned, to himself)

What is this..?

At the sound of his WHISPER, Iron Man's head spins to Hammer, though he should not be able to hear him at this distance.

CLOSE ON: Hammer hitting a BUTTON on a nearby REMOTE.

IRON MAN drops to this floor with ship-rocking THUD. Never breaking stride, he walks RIGHT THROUGH THE GLASS DOORS.

IRON MAN

Justin Hammer... This is your life.

Iron Man FIRES a small REPULSOR BLAST into the GLASS TABLE. The CHIP REMOTE tumbles to the floor.

His HAND snaps out. Iron Man grabs Hammer's leather jacket. And then, the HELMET RETRACTS.

HAMMER

Anthony, my God...

TONY

What is Howard's Plan?

HAMMER

What? What are you --

Tiny servos in Iron Man's multi-jointed FINGERS contract the fist, stretching the leather, pulling Hammer's face in close to the glowing IRON MASK.

TONY

Tell me now, or tell me at the nearest FBI office.

Hammer licks his lips, assessing the situation.

HAMMER

Well, Anthony. You know that's not how business works.

IRON MAN

This isn't a negotiation.

Hammer pulls himself free. With difficulty.

Hammer crosses behind a MARBLE BAR, facing Iron Man. He pulls a BOTTLE of fine SCOTCH from below. McCallan 25.

HAMMER

It really is, though. Drink?

TONY

... No.

HAMMER

I mean, what you're talking about is something I've dreamt of all my life. And your father too. I took a blood oath on it. You think I'll capitulate that over an idle threat?

TONY

I have records which prove that you killed those Green Berets in Korea. And the President. I know enough to have you shot for Treason.

HAMMER

~~I don't think they do that anymore.~~

Tony shakes his head. Unbelievable.

TONY

Okay, how about this --

Tony raises his palm to Hammer. The REPULSOR PORT OPENS. ENERGY hums up Tony's arm, the lines in the armor FLARING.

TONY (cont'd)

What. Is. Howard's. Plan.

Hammer knows when he is finally outbid. He gives in.

HAMMER

A full-scale foreign attack on
American Soil.

Beat.

TONY

What... Why?

But Tony's hand lowers. He already knows why.

HAMMER

To force the President to take over
the world.

Tony steps back, reeling. Remembering.

TONY

He's talked about it... You set up
an attack, using foreign Nationals.

HAMMER

In the ensuing chaos, push the
politicians into doing the right
thing.

TONY

You can't make a foreign nation
attack the United States. We're
too well-defended. It's suicide.

Hammer smiles, relishing the best part.

HAMMER

Unless they had your weapons
systems.

Tony, encased in the most lethal weapon on the planet,
~~basically a fighter jet in a suit, takes this in.~~

TONY

... What?

HAMMER

An army like that... could take the
Coast in a matter of hours. An
unstoppable Army; All brought to
you by the Stark family --

Beat. Tony hears it all, but it takes him a moment to process the pure evil of this. Pure, *personal* evil. Then --

Tony FLIES Across the room with a short BURST from his Boots -- SMASHING through the glass COFFEE TABLE, glasses, Scotch bottle and MARBLE BAR on the way, SETTING the carpet and draperies behind him ABLAZE with back-flare.

Before Hammer can do anything, Tony HAS HIM BY THE THROAT. Tiny SERVOS wrap metal multi-jointed fingers around his neck and base of the skull, fingers *squeezing*... His skull *creaks*.

IRON MAN

You have one second before I crush your skull like an eggshell.

Tony leans in very close now.

TONY

Tell me where the weapons are.
Tell me when the attack is. You have one second before I crush your skull like an eggshell.

We think Hammer will stall. Instead, he points. Tony follows the wavering finger to the TELEVISION, which has CAUGHT FIRE, along with that side of the room.

A hastily put-together PETER JENNINGS looks into camera -- possessed of information that has beaten the wind out of him. Over his shoulder BLURRY IMAGES OF DEVASTATION are coming in from Camera phones in California.

PETER JENNINGS

-- whose information is sketchy at this point. But initial reports indicate that the West Coast is under a coordinated, full-scale Military assault. We have no confirmed death tolls at this point, no response from either the President or the Pentagon, and perhaps most frightening of all; No ~~idea who is responsible for the~~ attack --

Tony lets Hammer go. Hammer pulls in breath, hand to his neck. He chokes through the thickening SMOKE.

TONY

The West Coast..?

HAMMER

Who needs it. Besides...

Hammer subtly BACKS AWAY from Tony. OVER TONY'S SHOULDER, a thin LINE OF WHITE SMOKE can be seen ARCING DOWN through the window. A jet trail.

HAMMER (cont'd)

I live on the East.

PUSH IN ON: THE REMOTE, FLASHING its distress signal.

HAMMER (cont'd)

You see the tragedy of all of this...

(indicating his Armor)

Effort? Even if you could stop it, it will be over, long before you get there. After today, Anthony; Congress will be a feather in a windstorm.

The GHOST SMASHES THROUGH THE WINDOW, SLAMMING INTO IRON MAN.

Tony tries to get up, shake it off and get his senses back, but the Ghost has him wedged at an odd angle. He looks up as: THE GHOST'S METAL FIST SWINGS DOWN. Iron Man's HELMET REFORMS just in time to take the PUNCH in the mask.

Hammer BOLTS for the door.

The Ghost's armor has been UPDATED too: It's still not a full set of Armor, Like I/M's, but it's badass. A better CAMO-SYSTEM, which RIPPLES with the environment. Smoother, sleeker EXOSKELETON, which he uses to hold Iron Man down by the throat. And new which CHAIN-GUNS unfold from his wrists.

He FIRES INTO IRON MAN'S FACE. The bullets pinging, sparking off him. Iron Man tries to get his palms up... But his arms are pinned by the Ghost.

But this is a world beyond bullets. Smoke rises from the mask, whose paint is scratched only. The Ghost HAMMERS him across the neck with his forearm.

Finally, Tony's had enough. He wrestles his BOOT up against the Ghost's metallic chest. He FIRES one BOOT JET.

The Ghost is BLOWN BACK though the flaming walls of the ship.

EXT. HAMMER'S YACHT -- ROOFTOP HELIPAD -- DAY

The yacht blazes on the lower decks. Hammer runs to the huge, double-rotored STARK INDUSTRIES HELICOPTER up top.

INT. HAMMER'S HELICOPTER -- DAY

Hammer settles in to the rear, behind a COMPUTER CONSOLE. He puts on earphones as his PILOT LIFTS OFF.

HAMMER

Get Howard.

INT. HAMMER'S STATE-ROOM -- DAY

Body on fire, the Ghost rises to his feet. He speaks, his voice harsh, frightening, electronic.

GHOST

I hope you've got better than that.

Iron Man raises his palm, which IRISES OPEN, blazing RED. POWER HUMS Up his arm. You can hear it.

IRON MAN

I've got one of these.

Iron Man FIRES his REPULSOR. The GHOST IS BLASTED through the rest of the ship, plowing through the deck, coming to rest in the bow, which is smashed and SPLINTERED.

Various SPEARS of SHARP, BROKEN WOOD puncture his shoulder, his hip, wherever his armor is open. He scrabbles for breath, probably due to a punctured lung. His HELMET RETRACTS, as IRON MAN approaches him.

PAN UP: THE GHOST to reveal DEX, the gate-guard, his face twisted in pain and hate. He spits at Tony.

DEX

Rich man...

Dex dies.

Iron Man turns to scan the horizon. He can "see" Hammer's retreating Helicopter, many miles off now.

But the TV is still playing, Jennings' voice clear as day.

PETER JENNINGS (V.O.)
Two Coast Guard ships sunk as enemy
forces land on the beaches at --

Iron Man spins and BLASTS OUT OF THERE.

EXT. SAN FRANCISCO WHARF -- DAY

The MAMMOTH TANKER-SHIPS BLAST Coast Guard ships from the water with huge REPULSOR CANNON on their decks. The ships never slow as they SLAM INTO the famous WHARFS. Their back ENGINES BOOST them forward in an Earthquake of thrust, up and ONTO THE WHARFS. Where their BOWS begin to SPLIT OPEN.

And the DREADNAUT ARMY begins to emerge, EN MASSE.

EXT. THE SKY -- DAY

Iron Man CLIMBS into the air, the BLAST from his boots dwarfing the man himself. New York FALLS AWAY behind him.

IRON MAN
Bethany, did you hear that?

BETHANY (V.O.)
I heard it. I'm watching it.

INTERCUT TO: BETHANY, in the RV, watching multiple MONITORS, which show DESTRUCTION in increasingly clearer detail.

PUSH IN ON: RHODY, sitting up in bed, listening in on a WALKIE TALKIE. The TELEVISION shows BATTLE TANKS and METAL-ENCASED SOLDIERS ADVANCING UP SAN FRANCISCO STREETS. Skyscrapers burn.

IRON MAN
Track Hammer, get the police on him, anything. I'm heading for California.

BETHANY
~~There's no way to get there in~~
~~time!~~

IRON MAN
There's one way.

Iron Man POURS ON SPEED as the sky around him fades from BLUE to BLACK. Sudden stars blink into the sky in the millions.

VERY WIDE ANGLE: On the curvature of the EARTH and the tiny dot of IRON MAN, the fire from his boots trailing to pure white light as he leaves the stratosphere behind.

EXT. SPACE -- CONTINUOUS

Iron Man glides into weightlessness. He sees CALIFORNIA below, dotted with FIRES and SMOKE up and down the coastline.

EXT. SANTA MONICA BEACH -- DAY

The Marine Layer is heavy, tinted red with smoke.

So far this area is undamaged, the famous PIER unmarred...

PEOPLE run everywhere, some stealing, most just leaving.

A PAIR of MASSIVE OIL TANKERS are heading for the beach. The KOREAN FLAG is painted on both.

A SQUADRON of AMERICAN F-16's RACE overhead. They fire MISSILES into the huge ships. Their fire only blackens the paint off the Armor-reinforced hulls.

ANGLE ON: REPULSOR ANTI-AIRCRAFT BATTERIES, which swing around on the ships. Their FIRE SHREDS THREE FIGHTERS.

The Two Tankers BEACH simultaneously. They SPLIT up the middle of their bows, and two RAMPS SLAM to the sand.

INT. WHITE HOUSE -- SITUATION ROOM -- DAY

PUSH IN ON: PETER BENTON, now the PRESIDENT. Ash-pale, he watches the carnage on multiple TELEVISIONS, surrounded by the chaotic chatter of Generals and Staff.

AIDE

Mr. President.

Benton takes the RED PHONE from the Aide.

BENTON

This is Benton.

HAMMER (V.O.)

Mr. President. It's time.

Benton nods. His Devil's Bargain has come due. He puts a hand to the back of his neck, and the tiny SCAR there. He hangs up. Benton stands, waiting for the room to quiet.

BENTON

Stand down the fighters.

The General looks up as one, stunned.

GENERAL

Mr. President --

Benton walks out of the room, head low, rubbing his neck.

BENTON

They're getting killed out there.

EXT. SANTA MONICA BEACH -- DAY

ANGLE ON: The dark interiors of the gaping faux-TANKERS.
DREADNAUT SOLDIERS in full armor POUR OUT in military waves
(NOTE: Words like "DreadNauts" and "Ghost" are used sparingly
in the actual dialogue).

The DreadNauts are a metal Army; Nowhere near the Iron Man
level of sophistication.

But there are *thousands of them*.

EXT. SPACE -- DAY

Tony looks up and down the Coast.

BETHANY

The attack on San Francisco is well
underway. Their forces are digging
in.

TONY

Then I'll go there first.

BETHANY

But if you hit them in Los Angeles,
you might be able to stop them
before entering the city. Try for
~~San Francisco and lose, you lose~~
both ways.

EXT. SANTA MONICA BEACH -- DAY

Other VEHICLES emerge from the upper reaches of the Tanker-
Transport Ships; SLEEK CHOPPERS skim out like dragonflies,
FLOATING MAG-LEV MINI-TANKS; Fully enclosed GUN-CYCLES.

One look at this faceless, tide of metal men, and you know...
Nothing can stop them.

EXT. SANTA MONICA PIER -- DAY

PEOPLE on the PIER, many frozen by the undeniable sight on the beach below, turn to look into the sky. A BOY POINTS.

IN THE SKY: A BLAZING COMET FALLS FROM THE SKY. A MOTHER takes the BOY'S hand, paralyzed with fear.

MOTHER

It's a nuclear missile...

She turns to the other people, helpless tears streaming.

MOTHER (cont'd)

We're striking back.

At that, the crowd BREAKS INTO A PANIC, running wildly for no reason at all. The Mother simply crouches, wrapping her child in her arms and watches the line of fire descend.

EXT. SANTA MONICA BEACH -- DAY

ANGLE ON: THE BEACH, where the Metal ARMY has spread across the beach. A few of them begin to LOOK UP as well.

KA-WHAM! -- The "Comet" HITS A BATTALION OF DREADNAUTS DEAD CENTER, blowing a HUGE CRATER into the sand, tearing the metal soldiers to bits with heat and impact.

ANGLE ON: The SPHERICAL CRATER, where A RED and GOLD FIGURE can be seen, crouched down through the smoke.

LOW ANGLE ON: IRON MAN'S BOOTS rising to a stand. They GLOW RED HOT. His whole body does.

ANGLE ON: The DREADNAUT ARMY, taking in the this new Development -- Not sure what they've got here.

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, all of it.

ANGLE ON: BETHANY watching the monitors, frightened for him.

IRON MAN'S POV: Using his CAT-SCAN VISION, he looks THROUGH the thronging metal soldiers to REVEAL: They are EMPTY.

IRON MAN

There's no-one inside these things.
This entire army is automated.

BETHANY

What? What does that mean?

IRON MAN

It means the gloves are off.

WIDE, OVERHEAD ANGLE ON: IRON MAN. The SAND CRATER has fused to BLACK GLASS; A REFLECTIVE DISC 100 feet in diameter, which SHATTERS as Iron Man LAUNCHES into the DreadNaut Army.

THE BATTLE: Is CATASTROPHIC. Iron Man slices through the forests of metal men with balletic grace, the FLAME-TRAILS of his boots tracing his swath of destruction.

The DreadNauts FIRE BACK with everything they've got. But Iron Man is too fast, too agile. His REPULSOR BLASTS rip through the DreadNauts. -MOUNTED ROCKET CLUSTERS UNFOLD from his SHOULDERS, and FIRE with CRUSHING FIREPOWER.

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.

ANGLE ON: BETHANY, watching from the monitors. Of course, all they show now is CHAOS: Smoke, fire, torn metal.

BETHANY

Iron Man One! Get out of there!

Tony's VOICE comes back on the radio, strained to the limit.

IRON MAN

Bethany! These things are running complex sets of Combat Logarithms.

BETHANY

What's a Combat Logarithm?

IRON MAN

~~A set of complex actions based on~~
simple source-commands. It's a
program that has to be monitored.
Someone has to be guiding them by
remote. Are you still tracking
Hammer?

Bethany checks her TRACKING MONITOR, tracing a YELLOW LINE.

BETHANY

He's flying over Virginia.

IRON MAN

Bethany, this is all Stark Technology. If you can reach Hammer's control computer, You can get me into their systems!

INT. TONY'S BEDROOM -- DAY

RHODY listens in to the Radio conversation.

BETHANY (V.O.)

Except I'm on the ground. How the Hell am I supposed to catch him?

IRON MAN (V.O.)

Find a way.

PUSH IN ON: RHODY, listening. He JUMPS OUT OF BED.

EXT. SANTA MONICA BEACH -- DAY

The Beach is now a SCRAP-YARD of smoking metal.

The DreadNaut 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 Tony angrier.

IRON MAN'S H.U.D.: Shows that his POWER LEVEL is LOW.

IRON MAN

Iron Man One to Iron Base. I am running on Low Power.

BETHANY

Tony, I can't catch Hammer as long as he's in the air, and -- Hold on.

A SOUND builds outside. Bethany goes to the door, opens it.

IRON MAN (V.O.)

Bethany! What's happening?

CLOSE ON: BETHANY.

BETHANY

Iron Man One...

ANGLE ON: RHODY, who DROPS DOWN beside the RV in Tony's high-tech CHOPPER. He waves her over as he lands.

BETHANY (cont'd)
We are back in business.

EXT. SANTA MONICA BEACH -- DAY

Iron Man has made headway. Most of the DreadNaut army is laid out, sparking, tattered and junk yard dead. He PLOWS through the remainders with a MINI-CHOPPER, swinging it like a Louisville Slugger. Metal Men FLY in groups.

ANGLE ON: The massive TRANSPORT SHIP, whose CANNON swivel to try to pick off Iron Man with their huge BOLTS, but he is too small, too quick. And the massacre continues.

INT. TONY'S SIKORSKY -- DAY

Rhody zips the advanced Sikorsky through the air. Bethany Navigates from MONITORS she has hastily packed into the rear.

BETHANY
Iron Man One, this is Iron Base.
We are in airborne pursuit of
Hammer.

IRON MAN
Airborne? We?

RHODY (V.O.)
I stole your Chopper, Boss.

IRON MAN
You are so unbelievably fired,
Rhodes.

RHODY
Check that. Your ass is on its
own.

IRON MAN
Let me know when you're in range of
Hammer. And be careful.

RHODY
(indignant)
Me --

BETHANY
-- What the situation there?

ANGLE ON: IRON MAN, soaring over the charred BATTLEFIELD that used to be Santa Monica beach. He BLASTS errant DreadNauts as he flies by, cleaning up the stragglers on his way toward:
THE TANKER SHIPS.

IRON MAN
(Over multiple G's)
Just one... more... thing.

Iron Man flies headlong at the Ships as they FIRE CANNON BLASTS AT HIM, which he dodges with scant inches to spare.

Just before hitting the first Ship's hull, Iron Man JIGS UPWARD, climbing to a high altitude over the Ships before --

DIVING BACK TO EARTH on an angle, CHARGING his REPULSOR ARRAYS to FULL. His hands glow like fire.

WIDE ANGLE ON: IRON MAN, FIRING a MASSIVE REPULSOR BLAST as he BLASTS THROUGH THE SIDE OF THE SHIP with his body. He PUNCHES THROUGH one ship then the other, continuing downward.

The Ships HEAVE UP as WATER rushes into them.

EXT. OCEAN DEPTHS -- DAY

BELOW THE 2ND SHIP: Iron Man SMASHES THROUGH the other side, into the water as the metal ceiling above begins to TILT. He POWERS through the water.

EXT. SANTA MONICA BEACH -- DAY

The fatally wounded Ships LURCH in the water, CRASHING into each other with duelling METALLIC SCREAMS.

AT THE SHORELINE: IRON MAN crawls from the water.

IRON MAN'S POV: Shows that his POWER IS GUTTERING. He makes his way up the beach. But his servos are slowing down and he finds it increasingly difficult to walk.

BETHANY (V.O.)

Tony? Your power is reading way low.

Iron Man's limbs slow with each step, as if he were a clock winding down. People stare as he struggles along.

TONY

Tell me about it. What's happening in San Francisco?

BETHANY

It's bad. We are not far from Hammer's position. We can shoot him down.

IRON MAN

Not if he's got that control center with him, you can't. Killing him will only make things run out of control. You must hook into that computer. There's no other way.

RHODY

How do we talk him into that if we're not allowed shoot him?

TONY

That's where the old Rhodes ingenuity comes in. Meantime, I'm heading for San Francisco.

BETHANY

Stay where you are. You've done enough.

RHODY

She's right, Tone. You are out of power.

ANGLE ON: IRON MAN, crawling now, forcing his metal limbs to move through the sand toward: A POWER BOX, housed on a UTILITY SHED where the sand meets the pavement.

IRON MAN

Sure... But L.A.'s got plenty.

Straining, Iron Man forces his battered, metal arm up to the thick POWER lines encased in white painted metal. He manages to get the tips of his fingers around them. And TEARS THEM OUT. They whip and snap like two rattlesnakes.

ANGLE ON: HIS GLOVES, whose Repulsor Ports open, glowing an odd, RECHARGE BLUE we haven't seen yet, like a spinning whirlpool. A SERIES of CLAMPS and CONNECTORS UNFOLD from his wrists, locking the two power lines in place.

The LIGHTS of Santa Monica DIM around him, as ELECTRICITY SLAMS THROUGH THE ARMOR in an avalanche of amplitude. Iron Man RISES TO HIS FEET again, as:

ANGLE OVERHEAD: The lights of the city BLINK OUT in an ever-widening circle -- with a powerful RED GLOW at its center.

Glowing with power again, Iron Man drops the dead cables to the blackout-darkened beach and --

He LAUNCHES INTO THE SKY.

INT. TONY'S SIKORSKY -- DAY

Bethany spots Hammer's Helicopter, skimming low over the Atlantic coastline.

BETHANY

There!

Rhody pushes into a dive.

RHODY

Reach into the back there, my lady.
I brought you a gift.

Bethany turns... to find a REPULSOR RIFLE stowed behind her.

BETHANY

My my, Mr. Rhodes... Just what I
always wanted.

INT. HAMMER'S HELICOPTER -- DAY

Hammer's Helicopter Pilot listens to a message.

HELICOPTER PILOT

Sir! Base reports that our Los
Angeles forces are down!

HAMMER

Which forces?

HELICOPTER PILOT

(listening)

All of them.

Hammer switches over to his LA Monitor. It shows scattered, flickering signals where his magnificent Army used to be.

HAMMER

It doesn't matter. San Francisco
is taken. There's no stopping us
now.

THEN -- Tony's SIKORSKY DROPS DOWN in front of them. BETHANY has looped a seat belt around her shoulder and she leans out the side, aiming the REPULSOR RIFLE at Hammer's pilot.

Rhody picks up the RADIO.

RHODY

Justin Hammer, this is James Rhodes. Set down or we will put you down.

HAMMER

(into Radio)

Mr. Rhodes. This won't reflect well on your future employment.

RHODY (V.O.)

You won't need to worry about that where you're going.

HAMMER

Truth be told, I'm not overly concerned about it from here.

Hammer flicks a switch and --

EXT. HAMMER'S HELICOPTER -- DAY

-- Two Ultra-tech MINI-GUNS DROP DOWN from Hammer's chopper.

INT. TONY'S SIKORSKY -- DAY

Rhody CRANKS the stick over as Hammer's chopper OPENS FIRE.

RHODY

HOLD ON!

Bethany FALLS from the wildly tilting chopper as BULLETS RIP THROUGH IT. She hangs on by the seat-belt strap, struggling to pull herself back in. She DROPS the REPULSOR RIFLE, falling to the ground, far below.

BETHANY

Rhody!

RHODY turns to reach for her, but he can't do it without getting the Chopper under control and avoiding the gunfire.

BULLETS RIP through the cabin again.

The Strap SNAPS on one side, Bethany falls two feet, catching with a snap! But that is the end.

RHODY

Hey, NO!

Bethany meets his eyes, soldier to soldier, unafraid.

BETHANY

It's okay.

Rhody DIVES for her, as the strap SNAPS ENTIRELY. Bethany falls into the trees below, and the Sikorsky begins to SPIN.

Rhody is THROWN into the cockpit backwards, and pulls the stick back to level. But it's academic. He's going down.

EXT. SAN FRANCISCO AIRSPACE -- DAY

Iron Man DIVES through CLOUDS of SMOKE over San Francisco.

The city below is a MESS. DREADNAUT TROOPS are moving through the streets, taking over with maximum force.

We see POLICE, evacuating HORDES of PEOPLE blocks ahead of them, so that the DreadNauts encounter largely empty streets.

But the DreadNauts are gaining on the fleeing crowds.

IRON MAN

Iron Base, this is Iron Man One.
San Francisco is overrun. I can't
stop them all. You guys have to
get to that computer, now! -- Guys?

No response. Iron Man DIVES toward the city.

INT. TONY'S SIKORSKY -- DAY

The helicopter SPINS toward the TREES below. Rhody spots a CLEARING and desperately tries to set the Chopper down.

EXT. CRASH SITE CELARING -- DAY

The ROTORS SLICE THROUGH the tips of the trees and the landing is a HARD CRUNCH! But it's survivable. Rhody falls from the cockpit shaken, looking everywhere at once for --

OVERHEAD -- HAMMER'S CHOPPER makes a STRAFING RUN across his position.

Rhody DIVES into the brush as BULLETS tear up the ground behind him. He lands in the dirt, obscured by thick leafy branches...

And looking up, he spots the REPULSOR RIFLE, lodged HIGH UP IN A NEARBY TREE, hanging by its strap.

INT. HAMMER'S HELICOPTER -- DAY

Hammer searches below for Rhody and Bethany.

HAMMER

Bring us down toward the crash site. They're down there...

Hammer swivels the Mini-Guns, waiting for just one glimpse -- When he senses MOVEMENT in the tree-tops beside him. He turns. Rhody is IN THE TREES, even height with the Chopper, AIMING THE REPULSOR RIFLE AT HAMMER.

Hammer slams BACK into his seat. Bad move.

RHODY'S POV: RACKS FOCUS to the HELICOPTER PILOT.

RHODY

Good night, fellas.

He FIRES, hitting the Pilot IN THE CHEST.

Hammer's Chopper GOES DOWN, SPINNING LIKE A TOP.

CLOSE ON: HAMMER desperately fighting the G's until the --
CRASH!

EXT. THE STREETS OF SAN FRANCISCO -- DAY

The streets are an unrecognizable WAR ZONE of smoke, fire, and robotic weaponry cruising everywhere.

Iron Man TEARS INTO THEM, blowing them apart with REPULSOR BLASTS, dodging attacks from multiple directions.

But this time -- he is VASTLY outnumbered, out-manuevered.

The enemy is dug in.

EXT. CRASH SITE CLEARING -- DAY

Rhody drops from the trees, and stealthily approaches --

HAMMER'S CHOPPER, which is a crumpled mess. He raises his rifle, and OPENS THE PILOT'S DOOR, which simply FALLS OFF. Looking inside... he finds Hammer in his seat, dead.

EXT. THE STREETS OF SAN FRANCISCO -- DAY

Iron Man SOARS down between two floating MINI-TANKS, BLASTING BOTH. But he is taking HITS from all sides. And this is just one street. His RADIO CRACKLES.

RHODY (V.O.)

Iron Man, this Iron Base. We are back on the air.

IRON MAN

Did you find that computer?

INT. HAMMER'S HELICOPTER -- DAY

Rhody looks over the damaged COMPUTER CONSOLE in back.

RHODY

Sorry, Tone. Hammer's dead. And most of this stuff is destroyed..

IRON MAN

I told you not to shoot him down!

RHODY

Hey! If there was another way to do it, I'd've done it!

IRON MAN

Is there a functioning keyboard? A screen, anything?

Rhody looks over the carnage. Not much still working.

RHODY

I don't know, boss...

~~He spots HAMMER'S LAPTOP, which has slid under a seat. He opens it, the screen ILLUMINATES a MAP of SAN FRANCISCO, showing the MOVEMENTS of the entire DreadNaut Army.~~

RHODY (cont'd)

Got it!

IRON MAN

Search for "Code Files".

EXT. THE STREETS OF SAN FRANCISCO -- DAY

Iron Man executes an neat airborne LOOP, coming down -- and through -- a PLATOON of DreadNauts.

RHODY (V.O.)

Searching.

Iron Man lifts a MINI-CHOPPER over his head.

IRON MAN

Find a file marked "Inverse Access Route".

RHODY

What's that?

Iron Man SMASHES the Mini-Chopper INTO THE STREET.

IRON MAN

My back door.

INT. HAMMER'S HELICOPTER -- DAY

The CODE APPEARS. The word PASSWORD flashes.

RHODY

What's your Password?

IRON MAN (V.O.)

STARK RULES.

Rhody rolls his eyes. The cracked MONITOR SCREEN suddenly LOADS PAGE AFTER PAGE in a STREAMING FLOOD.

EXT. THE STREETS OF SAN FRANCISCO -- DAY

Iron Man ARCS over another BLOCKADED, OVERRUN STREET.

RHODY (V.O.)

I'm in.

IRON MAN

Great, now go to --

WHAM! IRON MAN IS struck DEAD-CENTER in the back by a Mini-tank's CANNON. He NOSE-DIVES into the PAVEMENT.

RHODY (V.O.)

Iron Man One?

ANGLE: THROUGH THE SMOKE, as IRON MAN climbs stiffly to his feet, at the end of a LONG LINE of SHATTERED PAVEMENT.

IRON MAN

Still here.

Looking up, he sees that he is SURROUNDED by GUNS, TANKS, AND DREADNAUTS, moving in like an overwhelming tide.

IRON MAN (cont'd)

For the moment.

He tries to TAKE OFF, but his BOOTS are FALTERING.

IRON MAN (cont'd)

Rhodes, find the "DreadNaut" file.

RHODY

I got it.

Iron Man FIRES on the oncoming, metal men. They keep coming.

IRON MAN

Drop down to "Ionic Phase Engines."
The "Directional Current" heading.

RHODY

Opening.

IRON MAN

What does it read?

RHODY

6500 Positive.

IRON MAN

Okay. Now. Change that number to,
10,000 negative.

CUT WIDE AND OVERHEAD: Iron Man is trapped in an encroaching SEA of OVERWHELMING TECHNOLOGY. He BLASTS one after another, to little effect. They are POURING IN from alleys.

IRON MAN (cont'd)

Quickly, please.

INT. HAMMER'S HELICOPTER -- DAY

Rhody enters -10,000. The SCREEN begins to FLASH URGENTLY.

EXT. THE STREETS OF SAN FRANCISCO -- DAY

The DreadNauts RAISE THEIR GUNS with ONE terrifying sound.

RHODY (V.O.)

It's giving me a warning: "This may result in Severe Engine Damage."

ANGLE ON: The DREADNAUTS CHARGE UP to fire as one, to obliterate this annoying interloper in one quick burst.

IRON MAN

Good. That's fine. Do it.

CLOSE ON: RHODY'S FINGER, reaching for the ENTER button.

Iron Man drops to his knees, arms over his head as --

KA-BOOM!!! The entire DreadNaut Army EXPLODES like Hammer's Satellite, engulfing him. ENERGY FLARES, FIRE BLOOMS.

OVERHEAD ANGLE: On the city, the empty STREETS FILLING WITH FLAME as the Ionic effect ripples through the massive Army.

But in the end, the worst damage goes to the DreadNaut Army, who have been reduced to flaming scrap. Soot drifts down.

The smoky, empty streets are SILENT. A RADIO cuts through.

RHODY (V.O.)

Iron Man One, this is Iron Base.

In the smoke-blackened air -- Iron Man, battered and battle damaged, rises to his feet, surveying the devastation.

IRON MAN

I'm here.

RHODY

How'd we do?

IRON MAN

Pretty damn good.

SIRENS are approaching. Time to go. Iron Man ROCKETS OFF.

EXT. HAMMER'S HELICOPTER -- DAY

Rhody climbs out of Hammer's Chopper... He STOPS.

BETHANY lies in the brush nearby. Still and unmoving.

EXT. SAN FRANCISCO AIRSPACE -- DAY

Iron Man FLIES from the ravaged city.

IRON MAN

Tell Bethany she was silly to
worry.

But this... is met with silence.

FADE TO:

INT. HOSPITAL -- MORGUE -- NIGHT

BETHANY lies on the steel Morgue table, like she's sleeping.

RHODY

Yes, that's her.

Tony puts a hand to her forehead, fighting back emotion. He
turns and walks from the room.

EXT. HOSPITAL EMERGENCY EXIT -- NIGHT

RHODY follows Tony to his car -- a black MERCEDES SEDAN for
the somber occasion.

RHODY

Maybe you shouldn't be alone, man.

But Tony just gets into his car and drives off.

EXT. NEW YORK AIRSPACE -- NIGHT

IRON MAN, still damaged and dented, SAILS through the night
air. We hear the SOUND of an ELECTRONIC RING.

IRON MAN'S HUD: Flashes a CALL ID, which reads RHODY.

~~He ignores it. Iron Man BANKS out over Long Island Sound.~~

EXT. STARK MANSION -- DRIVEWAY -- NIGHT

Rhody rings the DOOR CHIMES, knowing there will be no answer.

Hands in his pockets, Rhody crosses the driveway to his car,
until he spots the MODIFIED IRON MAN RV...

EXT. STARK INDUSTRIES -- CEO'S OFFICE -- NIGHT

The EXPANSE of Stark Industries glitters below. Iron Man SETS DOWN with a FLARE OF ROCKETS onto the BALCONY of his FATHER'S OFFICE. At the SECURITY BOX by the sliding door, he EXTENDS a PORT into the box and the door SLIDES OPEN. The Red and Gold Knight steps into the dark office.

INT. STARK INDUSTRIES -- CEO'S OFFICE -- NIGHT

Instead of retracting it, Tony TAKES OFF his helmet with a series of inner clicks and locks. He sets the Helmet on the desk and sits in the chair, which strains under the Armor.

He finds a PHOTO of HIMSELF and his FATHER on the desk, at some function; Howard Stark has his arm around his son's shoulders, both men smiling in better days.

SIDE ANGLE ON: TONY, leaning back in the chair, iconically holding the IRON MAN HELMET like Hamlet addressing Yorick -- thinking about what an ass he's been his whole life.

He SWINGS a FIST into the LIQUOR CABINET behind the desk. It's door SPLINTERS, revealing a BOTTLE of FINE SCOTCH.

He pulls out the BOTTLE, admiring its rich, golden hue...

EXT. STARK INDUSTRIES -- MAIN GUARD GATE -- NIGHT

Rhody pulls the RV up to the gate. BESIDE HIM, the IRON MAN MONITOR tracks the Metal Avenger. He OPENS the GATE with his card, and drives in.

EXT. STARK INDUSTRIES -- PLAZA GROUNDS -- NIGHT

LONG ANGLE ON: The shadowy angles of Stark Industries Plaza.

A drunken VOICE echoes, singing the Secret Anthem of Skull and Bones. Loudly and badly. Tony FLIES around the corner, his HELMET forgotten in his father's office. He WEAVES, bottle in hand, singing.

He comes to an awkward, three-step LANDING. He lifts the bottle for another swig. Empty. And life still sucks.

Tony WHIPS the bottle at over 300 MPH, flying 200 yards to SMASH through the BRAND NEW WINDOWS of the WEAPONS LABS.

Beat. Oops. Then --

The ENTIRE GLASS FACE OF THE WEAPONS LAB SHATTERS.

And from the DOWNPOUR of sparkling glass, a FIGURE is RISING TO ITS FEET. And rising. A figure in ROUGH BLACK ARMOR which is over TWELVE FEET TALL. Its LINES glow menacingly.

WAR MACHINE (W/M) locks to a standing position -- ROCKET LAUNCHERS, CHAIN GUNS, and other weapons BRISTLE into place. It raises a hand, PALM OUT -- and fires a powerful BLUE REPULSOR BLAST, SLAMMING Tony into the building behind him.

W/M's VOICE is amplified, electronic, and HOWARD STARK'S.

HOWARD STARK

I'm sorely disappointed in you boy.

Tony staggers stiffly to his feet. He is outgunned, without his helmet, and completely hammered.

TONY'S POV: Is shifting, blurred. He sees an imposing technological GIANT before him; The word is STARK printed in 20 FT. HIGH ILLUMINATED LETTERS over War Machine's head.

TONY

That's right. Disappointed in me
your whole life, weren't you?

Tony LAUNCHES himself at War Machine, who responds with a VOLLEY of ROCKETS as Iron Man ATTACKS like a madman. But for all its size, War Machine is remarkably QUICK. He GRIPS Tony by the neck, lifting him. His metal collar CRUNCHES.

War Machine's HELMET RETRACTS. Hammer raises his PALM to Tony's FACE, the large-bore REPULSOR PORT IRISES OPEN.

HOWARD STARK

All my life, I had planned this.

He SHAKES the much smaller figure brutally.

HOWARD STARK (cont'd)

ALL MY LIFE! While you -- You
weren't planned at all.

He raises one MASSIVE FIST.

HOWARD STARK (cont'd)

I'm going to do what your mother
refused to do thirty years ago.

Sudden LIGHTS FLASH as RHODY CRASHES THE IRON MAN RV INTO WAR MACHINE'S LEG & HIP, knocking him off balance enough to allow Tony to get BOTH FEET up against W/M's CHEST and FIRE BOTH BOOT-JETS.

War Machine STUMBLES back as Stark Sr. tries to shield his face from the flames. He FALLS AGAINST THE RV.

Snarling, War Machine LIFTS the RV and HURLS IT at Tony.

Tony DODGES the vehicle, which SAILS OFF OVER THE TREES.

Tony spins and LAUNCHES himself after the flying RV.

INT. RV -- NIGHT

ANGLE ON: RHODY, in the driver's seat, breathing fast -- pulling on his seat belt as the TREETOPS SAIL BY BENEATH HIM.

RHODY

This was not a great idea.

The RV DESCENDS into the TREE BRANCHES which snap and crack against the vehicle like gunfire. Thick TRUNKS approach.

EXT. LONG ISLAND -- WOODS -- NIGHT

Forearms across his bare face, Iron Man DIVES into the thick of the branches, on the heels of the racing, flying truck.

INT. RV -- NIGHT

Rhody stares into the ONRUSHING TRUNK of a 200 year Oak. He sighs his last breath... But just prior to IMPACT, the RV ARCS BACK UPWARD.

EXT. LONG ISLAND -- WOODS -- NIGHT

WIDE ANGLE: As IRON MAN CARRIES the RV, skimming ABOVE THE TREE-LINE AGAIN, smashing branches wildly.

EXT. WOODED CLEARING -- NIGHT

The RV THUMPS to Earth, Tony having badly misjudged the distance to the ground. He LANDS as Rhody opens the door.

TONY

Could you stay out of this!

RHODY

Where's your Helmet?

TONY

It's, I left it in my Dad's office.

-- Don't go back there!

Tony turns to take off again. His boots POWER UP.

RHODY

Don't worry! Hey, don't you go back!

But in a blast of FIRE, Tony is gone.

EXT. STARK INDUSTRIES -- NIGHT

Rising above the trees, Tony sees that WAR MACHINE is HOVERING in the air above the Stark Complex, searching like an angry God. His AMPLIFIED VOICE echoes across the trees.

HAMMER

COME ON, ANTHONY! SHOW ME WHAT YOU'RE MADE OF BOY!

Tony FIRES AT HIM LIKE A BULLET.

TONY

(quiet)

I'm made of Iron, Dad.

Iron Man's approach is harrowing. War Machine UNLEASHES with EVERYTHING HE'S GOT; ROCKETS, REPULSOR BLASTS -- a rippling THUNDERCLAP of energy.

Tony puts his forearms up, evading much of the barrage, taking the rest. He doesn't care anymore.

WIDE ANGLE: ACROSS THE TREES, as Iron Man PLOWS INTO WAR-MACHINE, driving him back into the complex.

Tony ROCKETS downward, RELEASING War Machine, who SLAMS INTO a CONCRETE INDUSTRIAL BUILDING, as Tony executes a ninety-degree turn STRAIGHT UP THE BUCKLING CONCRETE WALL.

He loops back and LANDS, perfectly.

TONY (cont'd)

It's over. Hammer is dead. Your machines are destroyed.

Tony stalks toward his father.

TONY (cont'd)

Let me ask you one thing; Politics, family, and philosophy aside. . Between Foreign and U.S. Military contracts. How much money did you personally expect to make from all this?

Stark smiles. In the end, when you're caught you're caught.

HOWARD STARK

Billions.

War Machine FIRES another REPULSOR BLAST, but Tony FIRES BACK, his CRIMSON BOLTS meeting the BLUE, with spectacular results. Seeing that he is not getting through, Stark FIRES a VOLLEY of MISSILES over Tony's head. They overshoot him so drastically that it takes Tony a second to realize that War Machine was NOT AIMING AT HIM. Tony looks overhead --

As the MAMMOTH LETTERS reading STARK come CRASHING DOWN ON TOP OF HIM. Tony raises his arms to shield his head as he DISAPPEARS under the COLLAPSING WRECKAGE of his own name.

Silence. Stark rises to his feet. He stands over the twisted metal and sparking glass.

TONY BURSTS from the wreckage -- Very, very pissed. His eyes are wild and mad. His fists clench.

War Machine tries to fight him off, but Tony comes in swinging in like a fist-fight, and the bigger Armor cannot maneuver enough to fire any weapons at him. War Machine raises a gargantuan arm to CRUSH Tony but Tony GRABS IT, and dropping it over one knee, he SNAPS IT BACK. The SPARKS FLY.

Howard Stark HOWLS. His Helmet RAISES in defense.

But this fight is over.

Tony HAMMERS into him, focused on destruction. He pounds and pounds, BUSTING pieces of vital technology. War Machine's LIGHTS flicker. Finally, Tony has him by the neck -- PUNCHING the Metal face over and over, DENTING it inward.

Until finally -- Howard Stark holds up a TREMBLING HAND.

HOWARD STARK (cont'd)

Enough... Please. Stop.

Disgusted, Tony reaches around to the back of War Machine's neck, and TEARS OUT the CONTROL BOX at its Nerve Center.

War Machine's POWER blinks out. It COLLAPSES, immobile in the middle of the glass and metal strewn landscape.

Tony steps back -- Noticing for the first time that there is a MAN'S SHADOW over his shoulder, a shadow HOLDING A .38 PISTOL. TONY spins, RAISING HIS REPULSOR PORT...

At PHIL the Security Guard, who just about wets himself. He drops his REVOLVER to the ground. It GOES OFF. BANG!

Tony walks wearily walks away, leaving the deactivated bulk behind, passing PHIL the Security Captain on the way.

PHIL
-- Mr. Stark?

TONY
Call the police.

Stunned, Phil looks at War Machine. Turning back to Tony for the next of his thousand or so questions, he find that --

Tony is GONE; Just a bright light streaking across the sky.

FADE TO:

EXT. STARK INDUSTRIES -- DAY

Bright sunshine, as if a pall 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. A WOMAN with equally neat hair sits at the desk, answering phones with deft efficiency.

MRS. ARBOGAST
Mr. Stark's office. No, Mr. Stark is not available. Well, I'm sorry, this office will not be commenting on Howard Stark's incarceration. If you need a statement, please ~~call the FBI. Mr. Stark's office.~~
No, I'm afraid he's not -- Oh wait, he's just come in. Hold on, please.

TONY enters with a briefcase, leafing through papers.

MRS. ARBOGAST (cont'd)
Mr. Stark. They need to know if
you wish to close the Car Plant in
Korea.

TONY
(thinks)
Just the lower level. Keep the
cars coming.

MRS. ARBOGAST
Thank you, sir.

TONY
Thank you, Mrs. Arbogast.

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

Now, it is Tony's office, redecorated accordingly. RHODY
sits back in the big man's CHAIR, watching a PLASMA
TELEVISION, which plays the NEWS.

RHODY
Pretty sweet digs, my friend.

TONY
Much as I'm glad you're enjoying
it, I have about a million things
to do to get this Company back in
shape, after our recent P.R.
disaster.

RHODY
You mean almost causing a war.

TONY
That's the one.

RHODY
I know. But I thought you might
want to see this.

Rhody turns up the TV, as MRS. ARBOGAST clicks in on the
INTERCOM.

MRS. ARBOGAST (V.O.)
Mr. Stark -- Your meeting with the
Board is in half an hour. Sir?

ON THE TV: TAPE of an OIL TANKER, beached on the rocks.

ANCHORMAN

-- foundered in the Bering Strait.
The massive Oil Tanker is
apparently wedged into the rocky
shoreline, unable to set itself
free. Authorities say --

TONY

Better make it an hour.

MRS. ARBOGAST (V.O.)

Yes, sir. Is there a problem?

Rhody opens the 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 sits inside, OPENING for him to step in.

TONY

I have to go to Alaska.

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
