

THE EXPENDABLES 3

Screenplay by

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and

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WORKING DRAFT

(Note: This is a working draft. More changes to follow.)

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FADE IN:

EXT. MONTENEGRO - NIGHT

CAMERA FLIES HIGH, LOOKING DOWN --

Black, desolate mountains stretch to the horizon. A solitary TRAIN TRACK cuts through the rocky, unforgiving landscape below.

SUPER THE LEGEND: **DINARIC MOUNTAINS, MONTENEGRO**

We continue down, through the clouds and smoke, and out of the pitch black darkness --

A MONSTER TRAIN

EXPLODES INTO FRAME, thundering down the tracks like a fire-breathing dragon from Hell. The TED-70 locomotive, 150 tons of hardened steel, pulling a five-car train. Cockpit lights burning like TWO GLOWING RED EYES.

WE PUSH CLOSER --

And the beast's TRUE FACE emerges: this monster is reinforced with BULLET-PROOF GLASS and STUDED STEEL PLATES. Manned by well-armed GUARDS -- corrupt Third World thugs cradling AUTOMATIC WEAPONS. The cow-catcher a BLADED-WEDGE with two protruding titanium RAMMING POSTS, above which is mounted a powerful BRANDT 60MM LR GUN-MORTAR.

This is definitely not your standard-issue choo-choo. It's a massively-armored PRISON TRANSPORT TRAIN.

ABOVE AND BEHIND THE TRAIN --

An AH-6 "Little Bird" ATTACK CHOPPER suddenly swoops from the ink black sky. Running lights out, rotors muffled, total STEALTH MODE. And inside are...

THE EXPENDABLES

ALL DRESSED IN BLACK -- WEB HARNESES strapped with ORDNANCE and EQUIPMENT -- they're WALKING WAR MACHINES bristling with all the INSTRUMENTS OF DEATH --

Team leader **BARNEY ROSS** grips the controls. Blade savant and second-in-command **LEE CHRISTMAS** rides shotgun. Man-mountain **GUNNAR JENSEN**, weapons specialist **HALE CAESAR**, and demolitions expert **TOLL ROAD** lean out on the chopper's skids, checking their silenced AUTOMATIC WEAPONS. Movements practiced, methodical. GAME FACES ON.

No fucking around. No pithy quips. Barney's face is stone cold serious.

Barney swings the chopper in directly behind the train -- *literally flying two feet off the ground.*

The CABOOSE GUARDS look up, blinking like it's a mirage -- **a goddamn FLYING FUCKING HELICOPTER is right there!** Skimming off the deck right behind them! Before they can react, Gunnar and Caesar take out the guards with SILENCED PINPOINT ROUNDS.

-- THE FOLLOWING ALL HAPPENS VERY FAST --

Barney swings the chopper up OVER THE TRAIN --

The Expendables silently CUT DOWN the sentries standing watch along the length of the boxcars --

Barney sets the chopper down atop the CABOOSE --

The Expendables all LEAP from the bird in the BLINK OF AN EYE --

INT. CABOOSE - CONTINUOUS

Gunnar BURSTS inside. WIPES OUT the remaining guards with his silenced MP5.

INT. TROOP CAR - CONTINUOUS

A flash-bang grenade EXPLODES, BLINDING AND DISORIENTING the dozen guards within. Caesar and Toll Road CRASH IN. Silenced weapons SPITTING DEATH. MOW DOWN the surprised guards LIKE A SCYTHER.

EXT. ATOP THE TRAIN - CONTINUOUS

Christmas races forward atop the rocking RAIL CARS. Dropping any remaining guards with lightning-fast KNIFE THROWS.

INT. AH-6 - CONTINUOUS

Barney sits behind the controls -- eyes alert -- ROTORS WHIRRING above him when --

Suddenly behind him -- a bypassed GUARD peers over the top of the CABOOSE ROOF --

Sensing something -- Barney SPINS -- the guard swings his weapon up -- too slow -- Barney BLOWS HIM AWAY with his six-gun -- dead guard's body PLUMMETING from the train --

Barney turns back -- train rounding a BLIND CURVE and --

HOLY SHIT!

The locomotive disappears inside a MOUNTAIN TUNNEL ahead.

Barney grabs the stick -- POWERS UP the chopper -- the bird LIFTS OFF seconds before the caboose BARRELS INTO THE MOUTH OF THE PITCH-BLACK TUNNEL --

STRAINING at the controls -- Barney ZOOMS UP AND OVER the jagged mountain crest -- skimming the rock-strewn UNFORGIVING SURFACE below --

Jesus, that was close.

THE MONSTER TRAIN

BLASTS from the other side of the tunnel. Barney sets the chopper back down atop the train with PINPOINT PRECISION.

INT. TRANSPORT CAR - CONTINUOUS

A LONE PRISONER sits trussed to a chair, backlit. Chest, wrists and ankles ALL BOUND. Hannibal Lecter-like mask COVERING HIS FACE. Armed guards in each corner of the car, weapons LEVELED. As if keeping watch on Lucifer himself.

We can only see his eyes. Been a long damn time since he's seen the outside world. Forget the 1,000 yard stare -- *this is the 10,000 yard version.* Part of him doesn't even look human anymore. Whatever he's gone through -- you don't fuckin' wanna know --

This is **THE SURGEON.**

Surgeon's eyes stare straight ahead -- boring like LASERS -- at the Communist era-style POLITICAL POSTER on the wall. On the poster, a hook-nosed man with merciless black eyes stares back... the PRISON WARDEN.

Suddenly -- OUT OF NOWHERE -- the rail car door BLOWS OPEN -- Christmas BURSTS INSIDE -- LIGHTNING FAST -- whips two throwing knives SIDEWAYS -- dropping the two NEAREST GUARDS -- another knife FLASHES the length of the rail car -- SPEARS the third guard in the throat -- the fourth guard SWINGS HIS WEAPON UP -- Christmas's pinpoint throw BISECTS HIS TRIGGER GUARD -- he can't fire -- as the final knife THUDS BETWEEN HIS EYES -- all four guards dropped JUST LIKE THAT --

Surgeon's eyes stay FIXED on the poster -- unfazed -- as the Expendables all enter the rail car --

Christmas approaches Surgeon. Rips the mask from his face...

GUNNAR

That's him -

CHRISTMAS

(into tac-com)

Target secure.

BARNEY'S VOICE (O.S.)

(filtered)

Let's go.

Surgeon stares back, not saying a word. Wild-ass captivity beard rendering him almost UNRECOGNIZABLE. Christmas quickly removes his binds.

CHRISTMAS

Follow us.

CAESAR

Let's go, man -

CHRISTMAS

Now.

The Expendables all head for the rear of the boxcar. Back to the chopper. But Surgeon has other plans. He grabs a PAIR OF AKs from two fallen guards. Strides purposefully in the opposite direction -- toward the front of the train --

BARNEY (O.S.)

(filtered)

What's happening?

CAESAR

(into tac-com)

Your dude's trippin' -

Surgeon pauses. Turns. AKs in both fists.

CHRISTMAS

(re: guns)

Put 'em down -

Surgeon locks eyes with the Expendables. He's not going anywhere.

It's clear -- if they tried to stop him, he'd shoot them where they stand.

SURGEON
 (voice hard)
 Somethin' I gotta do -

With an odd smile, Surgeon turns and disappears out the front of the rail car.

TOLL ROAD
 (knows they gotta follow)
Ah, shit!

INT. MUNITIONS CAR - CONTINUOUS

Surgeon bursts inside the next car up... it's the MUNITIONS CAR.

Both AKs BLAZING, Surgeon BLOWS AWAY half the guards inside. Following him in, Christmas, Gunnar, Toll Road and Caesar MOW DOWN the rest --

Surgeon's eyes scan the pallets of AMMUNITION and EXPLOSIVE ORDNANCE, stacked to the ceiling. He grabs a pre-rigged INCENDIARY DEVICE. Sets the timer and tosses it among the piled munitions.

Never slowing, Surgeon strides forward in the direction of the locomotive.

BARNEY'S VOICE (O.S.)
 (filtered)
 Situation?

TOLL ROAD
 (into tac-com)
 Bad -

CHRISTMAS
 (into tac-com)
 This was a stupid idea -

INT. AH-6 - CONTINUOUS

Barney stares straight ahead.

BARNEY
 (into tac-com)
 Get him - 90 seconds -

INT. LOCOMOTIVE - CONTINUOUS

A dead guard GETS BLASTED through the door, riddled with bullets. The TRAIN ENGINEER jumps back, freaked.

Surgeon steps inside, eyes burning with an UNHOLY LIGHT. The engineer gulps, frozen in place.

Surgeon's gaze flicks from the barrel of his gun to the whizzing nightscape flashing by outside.

The engineer makes his choice. DIVES from the speeding train.

Surgeon slams the POWER SHAFT forward, and the train picks up speed. Christmas, Gunnar, Toll Road and Caesar trade looks. *What the fuck's he doing?*

Without a word, Surgeon climbs OUTSIDE THE SPEEDING LOCOMOTIVE.

AT THE FRONT OF THE TRAIN

Surgeon BLOWS AWAY the two guards manning the BRANDT 60mm GUN-MORTAR. Climbs behind the powerful weapon.

The train ACCELERATES down the track... where up ahead...

EXT. MASSIVE PRISON - CONTINUOUS

A MASSIVE PRISON looms. An impregnable fortress. 30-foot high stone walls topped with razor wire. Guard towers at twenty yard intervals, manned by troops with HEAVY MACHINE GUNS.

Guards on the wall radio the security center that the train with the "payload" is approaching.

ON THE TRAIN PLATFORM

This news is relayed to a man waiting on the train platform. Hook-nosed, merciless black eyes. The **PRISON WARDEN** from the political poster. He nods and...

The enormous 12-inch thick STEEL FRONT GATES to the prison slowly START TO OPEN. Like the gates to the Underworld itself.

The monster locomotive continues to PICK UP SPEED.

The guards on the wall stare down. Something isn't right. When suddenly --

KA-BOOOOOM!

One of the guard towers DISINTEGRATES in a searing blast of flame. Then another. WTF!

Surgeon takes aim behind the gun-mortar. Fires a third round with uncanny accuracy. Another guard tower EXPLODES.

Christmas, Gunnar, Toll Road and Caesar trade looks. Shrug. OPEN UP ON THE PRISON WITH EVERYTHING THEY HAVE.

Sirens SHRIEK throughout the prison complex. Armed guards race from their barracks, up onto the wall. Everyone POURING FIRE down upon the onrushing train below.

BEHIND THE GUN MORTAR

Surgeon doesn't even flinch. Rounds raking the air all around him. Keeps firing the weapon with DEADLY ACCURATE AIM.

BARNEY

FLIES the AH-6 forward, SWEEPING UP along the length of the speeding train. M230 CHAIN GUN in the nose BLAZING. HYDRA 70 rocket pods PULVERIZING the prison fortifications.

Barney SWINGS the chopper alongside the ROARING LOCOMOTIVE. Straining to hold her steady.

Christmas, Gunnar, Toll Road and Caesar all DIVE ABOARD.

Surgeon keeps FIRING. Barney SWINGS the chopper in beside him. Surgeon SEES BARNEY CLEARLY for the first time.

The prison gates up ahead START TO CLOSE. Train tracks running right under the massive steel doors.

BARNEY

Surgeon!

It's like Surgeon doesn't even hear. The Little Bird starts taking hits.

BARNEY

(an order)

MOVE!

At the last possible second, Surgeon LEAPS for the chopper. Toll Road and Gunnar haul him aboard.

Barney jerks the bird in a RADICAL BANKING TURN -- everyone holding on white-knuckled -- as the WHIRRING ROTORS clip the passing treetops with a BUZZSAW ROAR --

The powerful locomotive RACES FULL SPEED toward the rapidly-closing gates.

THE MONSTER TRAIN

never slows. With a massive, ear-piercing CRASH OF METAL COLLIDING, the train SLAMS through the still-closing gates like a HURTLING BOMB-ON-RAILS.

IN THE MUNITIONS CAR

The timer on the incendiary device hits all zeroes. The entire monster train EXPLODES.

The out-of-control train BARRELS straight into the heart of the prison fortress -- JUMPS THE TRACKS -- TAKES OUT the train platform and the PRISON WARDEN -- NEVER SLOWING -- SLAMS into the massive fuel reservoir -- AND IN A GARGANTUAN, JAW-DROPPING EXPLOSION -- the entire prison complex is BLOWN TO HELL --

The Little Bird escapes into the night, as a SPECTACULAR FIREBALL OF BIBLICAL PROPORTIONS unfurls behind it. SEARING CONFLAGRATION STRETCHING HIGH INTO THE SKY...

SLAMCUT TO BLACK:

THE EXPENDABLES 3

EXT. AIRFIELD - LATER / NIGHT

A deserted airfield in the middle of nowhere.

Sitting in silhouette is an ANTONOV AN-26 twin-engine tactical transport plane. Designed back in the 80s. An old school throwback but still viable today.

The AH-6 Little Bird SWOOPS DOWN and lands. The Expendables all jump from the chopper, Barney pulling up the rear.

Surgeon spins Barney by the arm. A seething cauldron of anger.

SURGEON

You just roll up on me after *eight damn years*? What's up with that?

BARNEY

Who's fault you were in there?

SURGEON

My bad. So whatcha doin'? Tryin' to teach me a lesson?

BARNEY
 You're unteachable.
 (stops, holds Surgeon's
 gaze)
 That prison's off the grid. Black
 ops. Finally got the locale from
 Church -

SURGEON
 Who's Church?

BARNEY
 Doesn't matter -

SURGEON
 You should've tried harder.

Surgeon eyes the other Expendables.

SURGEON
 Who're these guys? Where's our
 crew? Woodman? Hammer? The real
 crew?

BARNEY
 Gone.

Surgeon lets that sink in.

SURGEON
 Dead gone?

They both turn for the Antonov. Barney conjures a remote
 detonator, hits the trigger. The Little Bird EXPLODES in the
 b.g. behind them, leaving no trace they were even there.

BARNEY
 Yeah.

EXT. ANTONOV AN-26 (AIRBORNE) - NIGHT

The transport plane arrows through the sky.

INT. CARGO HOLD - CONTINUOUS

Surgeon sits in the hold, staring into space.

Gunnar, Toll Road and Caesar sit across from him. A static
 moment as the Expendables just stare at Surgeon. *Who is this*
guy? An air of impenetrable mystery.

INT. COCKPIT - CONTINUOUS

Barney sits with an uneasy Christmas. Christmas glances back at Surgeon in the cargo hold.

CHRISTMAS

He looks a little crazy -

BARNEY

He's been in a hole for eight years -

CHRISTMAS

'Cause he's nuts.

BARNEY

He got bored - like you never have?

CHRISTMAS

No, I'm entertaining - I have friends - not like you - people jump under the table when they see you coming -

BARNEY

Nobody likes you.

CHRISTMAS

You got us mixed up - I got a life - a woman -

BARNEY

Who cheats -

CHRISTMAS

(bristling)

Once -

BARNEY

Until the next time -

CHRISTMAS

Shut up - really -

BARNEY

You should go back and talk to Surgeon. He's the greatest with a knife -

CHRISTMAS

You like winding me up?

BARNEY

He'll teach you a few things - the best ever -

CHRISTMAS

Say it again.

BARNEY

(not missing a beat)
Best. Ever.

CHRISTMAS

When we land, I'm stabbin' you at
least a hundred times - then
kickin' your body until it
disappears -

INT. CARGO HOLD - CONTINUOUS

Caesar sharpens his signature STRAIGHT RAZOR, never taking
his eyes off Surgeon.

SURGEON

(holding Caesar's gaze)
Need to use your blade, man -

CAESAR

They call you Surgeon? Why?

SURGEON

'Cause I cut 'em open like a
skilled surgeon.

TOLL ROAD

Thought he'd say that...

CAESAR

Why were you in prison?

SURGEON

(flat)
Tax evasion.

They all trade looks. *Is he serious?*

GUNNAR

Heard for a few bucks you tried
pullin' off a half-assed
assassination in the second
smallest country in Africa - that's
Swaziland - population almost zero -
and you *blew it* - big time -

SURGEON

Who are you?

GUNNAR
(deadpan)
Gunnar -- a genius with an I.Q. of
50.

This somewhat disconcerts even Surgeon.

SURGEON
(eyeing group)
This crew's all that's left of the
Expendables?

CAESAR
Yeah.

SURGEON
Man, we started with five, built to
22, now only this?
(beat)
Every time one of us got wasted,
Barney hung the tag -

Surgeon's eyes flick to the COLLECTION OF DOG TAGS swinging
by the cockpit door. Like some kind of tinkling, sacred
mercenary wind chimes.

SURGEON
He said that jinglin' sound that
tags do, is a reminder the brothers
are still here somewhere...

Surgeon stares at Caesar, pointed.

SURGEON
(voice utterly calm)
Yo, big bro - lend this old
schooler your blade - or your tag's
gonna be jinglin' up there too -

Caesar holds Surgeon's gaze, lets out a good-natured laugh.
Hands over the razor.

CAESAR
Sharpen it when you're done.

INT. COCKPIT - CONTINUOUS

Christmas glances back into the cargo area.

CHRISTMAS
He's dry-shaved...

BARNEY

Some people aren't afraid of a
little pain -

CHRISTMAS

Really beggin' for it, aren't you?

Surgeon's muscular frame SUDDENLY FILLS the cockpit doorway.

SURGEON

In a hole one minute... big-ass sky
the next... lot to digest...

(to Christmas)

What's your name?

CHRISTMAS

Christmas.

SURGEON

That real?

CHRISTMAS

It's real.

Surgeon spies Christmas's TATTOO on the inside of his
forearm.

SURGEON

(to Barney)

Everybody still doin' the tattoos?

(to Christmas)

Still got mine, Christmas -

(taps his shoulder)

Long time ago. Hard to see on me
though. Black on black.

(smiles)

Kinda like skywriting at night.

Christmas turns away, uninterested.

CHRISTMAS

(to Barney)

Right.

Surgeon sees Christmas's KNIFE BELT hanging.

SURGEON

These yours?

CHRISTMAS

Yeah - shouldn't touch 'em - bad
manners -

Surgeon pulls a knife out anyway.

SURGEON

The balance is off -

Christmas stands. Takes his knife back.

CHRISTMAS

Not the only thing - you a knife man?

SURGEON

Got mad skillz, cuz. I was free-stylin' with a blade when you were still learnin' how a fork works. Know what that makes me?

CHRISTMAS

No? What's that make you?

SURGEON

(beat)

The Knife Before Christmas.

CHRISTMAS

(to Barney)

He just broke the cheese meter.

Christmas can barely suppress his growing annoyance.

CHRISTMAS

Think I'll use the head -

BARNEY

We don't have one.

CHRISTMAS

I'm usin' it anyway -

Christmas squeezes past Surgeon in the cramped space, exits the cabin. Surgeon settles into his vacated chair.

SURGEON

When I get home, gonna roll out my highly customized '55 Chevy 3100 and kick it till the engine blows -

(to Barney)

Hope you were smart enough to put it in storage -

BARNEY

We're not goin' home -

Surgeon shoots him a look.

BARNEY
We're stoppin' a shipment of
thermobaric bombs. BLU-96.

SURGEON
C'mon, man -- that shit's hellfire.
Where's it goin' down?

BARNEY
Bugda, Somalia.

SURGEON
From one hellhole to another. Why
didn't you pick me up on the way
back?

BARNEY
I'm a man short.

Surgeon nods. He's in. Barney gestures back to the cabin.

BARNEY
Did you thank 'em?

Surgeon half-turns, calls back into the cargo hold.

SURGEON
Hey! I don't like saying thank
you, but... thank you...

15 IN THE CARGO HOLD

15

CHRISTMAS
(to Gunnar)
Lacks sincerity.

GUNNAR
(calling up)
Hey, Surgeon! I liked the beard.
It looked... natural.

Gunnar stares at Surgeon with his off-putting gaze.

16 IN THE COCKPIT

16

Surgeon turns to Barney.

SURGEON
What medications he on?

BARNEY
All of 'em.

EXT. ANTONOV AN-26 (AIRBORNE) - CONTINUOUS

The Antonov makes a hard banking turn toward Earth below.

CUT TO:

EXT. INDIAN OCEAN - DAY (RAIN)

Heavy gray seas. A HARD RAIN slices down.

SUPER THE LEGEND: SOMALI COASTLINE

Two ZODIAC BOATS appear through the mist. The Expendables.

Under cover of the foul weather, the inflatable boats arrow for the forlorn-looking coastline ahead.

EXT. ABANDONED PORT - MOGADISHU - DAY (RAIN)

A rusting, deserted INDUSTRIAL PORT. Heavy rain continuing to fall.

The Expendables beach their Zodiacs on the rocky shore. Move up onto the wharf, silent as ghosts.

Hulking SHIPPING CRANES loom like skeletal beasts from another world. The team stealthily moves forward, loaded for bear...

Barney hefts a silenced M4A1 CARBINE WITH ROCKET LAUNCHER --

Christmas cradles a silenced HK416 ASSAULT RIFLE --

Surgeon sports a silenced Steyr AUG ASSAULT RIFLE --

Toll Road levels an M249 SAW (SQUAD AUTOMATIC WEAPON) --

Gunnar carries his M79 GRENADE GUN --

And Caesar introduces us to his NEW TOY...

A DILLON M-134D GATLING GUN

SIX SPINNING BARRELS at 3,000 rounds-per-minute -- awe-inspiring weapon making his old AA-12 look like a POP GUN --

They move quickly through the deserted port area, covering each other. Past crumbling buildings, piles of rubble. Low-run from cover to cover, silent as ninjas.

Everything gray. Wet. Mud-spattered. This place gives ugly shitholes the world over a bad name.

Christmas and Surgeon both duck behind the same rusted SHIPPING CONTAINER. Share a brief look.

SURGEON
(gestures to Christmas's
blades)
Spare a couple?

Not pleased, Christmas hands over two BLACK-HANDLED THROWING KNIVES. They continue forward.

INT. ABANDONED WAREHOUSE - CONTINUOUS

The Expendables duck inside an ENORMOUS ABANDONED WAREHOUSE. The massive structure seems to go on forever, has to be at least a kilometer long. Ghostly catwalks overhead.

They cautiously move across the dim, ominous warehouse. Water dripping, eerie, through holes in the roof high above.

EXT. ABANDONED WAREHOUSE - CONTINUOUS

On the far side of the warehouse, more light. Less buildings. Beyond that, INDUSTRIAL CLATTER and sounds of MACHINES.

The Expendables leapfrog to a low series of outbuildings. And up ahead...

EXT. OIL REFINERY - CONTINUOUS

A sprawling OIL REFINERY COMPLEX rises before them. Half a billion dollars of pipes, pumping stations and storage tanks. Surrounded by razor wire.

Patrolling the perimeter are thugs who don't belong to any oil company you've ever seen. Skinny-ass SOMALI MILITIA in mismatched camo and banana-clip AKs.

Off Barney's nod, both guards are dropped with double-taps to the head. They fall as if poleaxed.

The team moves forward, through the pouring rain. Barney pulls out his LUCKY RING -- and drops it. Reflexes cat-quick, Christmas CATCHES the ring.

Christmas hands the ring back to Barney -- but it slips from their rain-slick fingers -- falls -- disappearing into the STORM GRATE at Barney's feet --

It's gone.

Barney and Christmas hesitate, share a look. *Bad omen?*

No time to dwell on it. They move forward.

EXT. FENCELINE - OIL REFINERY - CONTINUOUS

The Expendables cut the chainlink. Infiltrate the refinery complex.

EXT. OIL REFINERY - CONTINUOUS

The Expendables silently take out three more guards.

Surgeon splits from the group. Wanders off on his own. The Expendables shoot Barney a look.

CAESAR

Where's he goin'?

Barney's unconcerned.

BARNEY

That's his way.

Another pair of Somali militia turn the corner. Takes a moment to realize what they're seeing. That moment's enough. Christmas spears a KNIFE through each of their throats.

The Expendables work further in. Three more militia spot them. Gunnar BREAKS the neck of the first -- Toll Road CRUSHES the larynx of the second -- Caesar SLITS the third's throat with his straight razor --

TOLL ROAD

Shitload of guards for just an oil refinery.

EXT. TERMINUS OF PIPES - OIL REFINERY - CONTINUOUS

The Expendables duck below a TANGLE OF PIPE.

Barney surveys the situation. A high GUARD TOWER up ahead commands the whole area. Steel plates, bulletproof glass. They can't advance further without being spotted.

Caesar holds up his Gatling gun.

CAESAR

I can take it. Gonna be loud -

Barney shakes his head. Continues to ponder, as he suddenly spies --

A FIGURE

barely visible through the rain, moving fast and quick across the nearby roof. The figure scuttles swiftly like a spider up the tower supports and in. It's Surgeon.

INT. GUARD TOWER - CONTINUOUS

Three guards. Sipping coffee and ogling porn mags.

The first guard looks up, sees the intruder. Grabs the MACHETE lying on the table. Incredibly bad idea. Surgeon disarms him, kills him with his own machete in two moves.

The other two rush him at once. Surgeon effortlessly takes them out with Christmas's black-handled THROWING KNIVES. It's like they've run into a BLENDER.

EXT. TERMINUS OF PIPES - OIL REFINERY - CONTINUOUS

Barney squints up through the slicing rain.

Surgeon appears in the guard tower doorway above. Knows exactly where they are. Gives the all clear. Disappears again.

TOLL ROAD

Dude's good.

Christmas looks unimpressed.

They continue to work forward.

EXT. STORAGE TANK - OIL REFINERY - CONTINUOUS

Barney and Christmas make their way across the top of the storage tank. Peer down.

Clear vantage point down onto...

EXT. CENTRAL COURTYARD - OIL REFINERY - CONTINUOUS

A SOMALI WARLORD and his ragtag militia gather below. Armed to the teeth. In military trucks and .50 cal-mounted "technicals". Getting soaked by the rain.

Barney/Christmas eye the group through their binos. Surgeon slides up beside them. Christmas glances over, annoyed.

SURGEON
Where's the bomb?

A growing *WHOP-WHOP-WHOP* of rotors overhead and

A SIKORSKY S-64 SKYCRANE

suddenly appears from the clouds above. The twin-engine heavy-lift helicopter swoops in.

POV BARNEY: Tracking the descending chopper, he spies the massive BLU-96 FUEL AIR BOMB strapped to the Skycrane's underbelly. It looks like a fat white torpedo with fins.

The Skycrane lands in a WINDSTORM of slashing mud and rain.

The hatch opens, and the arms dealer, **CONRAD STONEBANKS**, steps out. 50s, well-built, something dark and fiercely formidable about him. Eyes missing nothing.

CLOSE ON BARNEY'S FACE: He looks like he's just seen a ghost. Eyes filling with a growing rage.

BARNEY
Can't be... that's not him...

SURGEON
(off Barney's look)
What is it?

Barney hands his binos to Surgeon, who sees Conrad.

SURGEON
(stunned)
He's dead -

CHRISTMAS
(through binos)
Who is that?

SURGEON
A man he killed - I saw it -

Conrad steps from the Skycrane, impervious to the rain. Flanked by six black-suited BODYGUARDS, led by **KRUG**, his bullet-headed beast of a South African henchman.

Without hesitation, Barney swings his weapon up to open fire when --

THEY'RE SPOTTED

by militia on a nearby catwalk. Gunfire RAKES the storage tank.

Barney, Christmas and Surgeon roll, diving away from the WHIZZING BULLETS.

Gunnar opens up with his M79. OBLITERATES the gunmen on the catwalk. And then...

ALL HELL BREAKS LOOSE

Militia troops seem to stream in from EVERYWHERE AT ONCE. Shooting from catwalks. Firing RPGs. Total CHAOS.

The Expendables STAND AND FIGHT.

Toll Road unloads with his M249 SAW. Gunnar RAPID-FIRES his grenade gun, blowing GAPING HOLES in the charging enemy lines.

The Somali militia CHARGE FORWARD, FIRING.

Caesar hits the MOTOR SWITCH on his M-134D -- the big gun WHIRS TO LIFE -- AND UNLEASHES AN ABSOLUTELY ASTONISHING TORRENT OF LEAD -- staggering VOLUME OF FIRE just RAKING THE SHIT out of the oncoming militia --

Caesar BLAZES AWAY with his M-134D. Spent casings pouring out like water.

Still, the enemy KEEPS COMING. The Expendables FURIOUSLY FIRE, ammo running low.

GUNNAR
(runs dry)
I'm out!

CAESAR
Me too!

They drop their empty weapons -- go to small arms backups --

The Somali militia PRESS THEIR ATTACK -- firing RPGs and LAW ROCKETS -- enemy bullets WHIP the air -- DIGGING across the turf --

The Expendables can never hold off this many hostiles.

BARNEY
Fall back!

Krug suddenly appears. Flips an M202A1 FLASH (Flame Assault Shoulder Weapon) QUAD ROCKET LAUNCHER to his shoulder --

CHRISTMAS

Get down!

They all DIVE for cover. Krug pulls the trigger, rapid-fires four NAPALM ROCKETS in their direction --

BOOM!-BOOM!-BOOM!-BOOM!

The napalm rockets EXPLODE -- Expendables DIVING for cover from the HELLISH INFERNO -- steam pumps EXPLODE -- a pipeline ZIPPER itself in half --

Surgeon is BLOWN OFF HIS FEET -- he struggles to rise -- ears RINGING -- dust SWIRLING -- reaches for his fallen weapon when -- FIVE ENEMY MILITIA race forward -- ready to CUT SURGEON IN HALF when --

CHRISTMAS

LEAPS FORWARD -- a whirling, spinning MAELSTROM OF DEATH -- legs PISTONING -- hands SLASHING -- pulverizing KNEES -- crushing TRACHEAS -- Christmas takes out all five hostiles in the BLINK OF AN EYE --

Five fallen enemy at his feet, Christmas extends a hand to Surgeon.

CHRISTMAS

Christmas came early for you this year -

Surgeon ignores the hand, stands.

SURGEON

Had it all under control...

CHRISTMAS

Yeah. That's what it looked like.

GUNFIRE explodes all around them. Time to move.

Working as a team -- the Expendables retreat from the refinery complex -- fighting a textbook RUNNING REARGUARD ACTION -- back toward the port area --

Somali militia pursue on DIRT BIKES and MACHINE GUN-MOUNTED TECHNICALS --

The Expendables POUR COVERING FIRE -- FALL BACK -- POUR COVERING FIRE -- FALL BACK --

The all-consuming gun battle is ABSOLUTELY FEROCIOUS. Enemy troops coming at them in WAVES. Christmas gets winged in the arm. Toll Road's hit in the leg. The Expendables are not only getting their asses kicked --

They're fighting for their very lives.

EXT. ABANDONED WAREHOUSE - PORT AREA - CONTINUOUS

The Expendables KEEP FIRING as they fall back to the port area -- enemy militia relentlessly pursuing -- bullets SNAPPING -- RPGs EXPLODING --

A screaming technical ZOOMS forward, .50 cal BLAZING.

Barney whips out his six guns and -- insanely fast -- BLOWS AWAY the driver and gun crew in back --

The out-of-control technical SLEWS AROUND in a screeching turn -- SIDESWIPEs a wall -- slams to a JARRING STOP --

BARNEY

RACES forward -- YANKS out the dead driver -- JUMPS behind the wheel --

BARNEY

Get in!

The Expendables all DIVE ABOARD. Barney PUNCHES the gas.

Two more technicals SCREAM FORWARD. Swing up beside the Expendables on either side, BOXING THEM IN.

A RUNNING GUN BATTLE AT 70 MPH down the length of the kilometer-long warehouse. Full auto fire. Grenade launchers.

The Expendables RETURN FIRE in controlled bursts -- BLOWING militia gunmen from the technicals --

Both enemy MACHINE GUNNERS bring their powerful .50 cal to bear -- the Expendables are gonna be CHOPPED TO SUSHI when --

BARNEY

SLAMS ON THE BRAKES -- their pickup DISAPPEARING FROM FRAME -- as the militia technicals RAKE THE SHIT OUT OF EACH OTHER WITH MACHINE GUN FIRE -- both vehicles FLIP -- ROLLING -- spin out-of-control and EXPLODE IN HUGE TWIN FIREBALLS --

EXT. WHARF - CONTINUOUS

The Expendables BAIL from their smoking, bullet-riddled technical. Sprint for the Zodiacs. They almost make it when --

CONRAD'S SKYCRANE

SWOOPS IN from above. The massive chopper hovers over them, huge rotors WHIRRING. Looming like some ravenous PREHISTORIC BIRD OF PREY.

The Expendables FIRE up with small arms. Caesar spins, RAPID-FIRES up at the chopper with his handgun. Runs dry, slaps in a fresh mag.

Conrad peers down from the cockpit and --

HE AND BARNEY LOCK EYES

Everything SLOWS. The two bore holes into each other's souls. You have never seen such a look of pure unadulterated hate.

BACK TO SPEED

Barney spins -- grabs a fallen RPG -- swings the weapon up -- *he's gonna blow Conrad out of the fucking sky* --

BARNEY FIRES

The grenade SCREAMS from the launcher -- when a falling SECTION OF BUILDING suddenly drops in its path -- denying Barney -- causing the shot to MISS --

Conrad glares down -- SMILES -- as the Skycrane banks up and away -- but not before releasing --

THE BLU-96 FUEL AIR BOMB

strapped to its belly. The massive 2,000-pound ORDNANCE drifts down. As the Skycrane sweeps up and away --

BARNEY

CAESAR!

Refusing to quit -- Caesar keeps PUMPING ROUNDS at the escaping chopper above --

The other Expendables all DIVE from the pier and into the water -- Christmas sprints forward as --

Barney TURNS BACK for Caesar and -- CHRISTMAS'S WAIST-HIGH FLYING BLINDSIDE TACKLE WIPES BARNEY FROM FRAME -- off the wharf and INTO THE SEA as --

CAESAR

keeps FIRING -- at the last second spins -- DIVES behind stacked STORAGE CONTAINERS as the BLU-96 explodes --

KA-BOOOOOOOOM!

AN ENORMOUS, CATAclysmic BLAST UNFURLS -- UNLIKE ANYTHING YOU'VE EVER SEEN -- INCINERATING THE WHARF IN EVERY DIRECTION --

POV UNDERWATER: Looking up, a GIGANTIC SWIRLING FIREBALL FILLS THE WORLD ABOVE --

THE ENTIRE PORT AREA IS TOTALLY ENGULFED IN FLAME --

SLAMCUT TO BLACK

INT. PORT AREA - CONTINUOUS

HOLD THE BLACK. DEAD SILENCE.

SLOWLY FADE UP.

A HIGH-PITCHED HUMMING FILLS THE WORLD. GROWING LOUDER AND LOUDER. DUST SWIRLS, IT'S HARD TO SEE --

Barney blinks awake -- slowly comes to -- he could have been out for 10 seconds or 10 minutes --

Barney staggers to his feet. Blinks dust from his eyes. The port area around him now an almost unrecognizable SCORCHED ALIEN LANDSCAPE.

Barney stumbles forward -- through the drifting HAZE -- and up ahead -- SEES --

CAESAR

sprawled in the mud. Gruesomely MANGLED AND BURNED. Surgeon bends over the big man, frantically working to revive him.

Christmas shambles forward, face a MASK OF BLOOD. Toll Road lurches up, dragging his WOUNDED LEG. Gunnar BLEEDS from both ears.

We have never seen the Expendables with the shit kicked out of them like this before.

Surgeon looks up, eyes betraying it's hopeless --

Barney rushes in and cradles the dying Caesar. Caesar stares up at him. A burned, bleeding ruin, unable to speak.

The Expendables all stand frozen, watching helplessly...

As Caesar DIES in Barney's arms.

INT. CARGO HOLD - ANTONOV (AIRBORNE) - LATER

Engines droning. Everyone still as statues.

Christmas, Toll Road, Gunnar and Surgeon (all fucked up, bleeding, bandaged) sit in frozen silence in the dim cargo hold. Wordlessly staring down at...

CAESAR'S BODY BAG

lying on the floor of the plane. Stark, mute witness to the utter impermanence of this life.

The Expendables continue to stare, no one saying a word. The horror of silence.

INT. COCKPIT - CONTINUOUS

Barney sits at the controls, staring through the windscreen into the pitch black night.

SLOW PUSH IN ON BARNEY'S FACE

Eyes burning with loss. Fury. Despair.

From the clench of his jaw, we can see Barney's coming to some kind of life-altering decision.

CUT TO:

EXT. CEMETERY - LOUISIANA - DAY

An impossibly perfect, sun-kissed day.

Wearing dark suits and sunglasses, the Expendables gather around the ABOVE GROUND CRYPT, mourning Caesar's loss.

Toll Road's limping. Christmas's arm's in a sling. Gunnar and Surgeon both bandaged.

The Expendables, as a team, look absolutely decimated.

Face cut and bruised, Barney takes a slow look around. No one else is there. It's just them. Caesar had nobody. Palpably sad beat.

TRENCH suddenly appears beside Barney.

TRENCH
I didn't know him well - but I'm
sure he was a good man -

Barney nods.

TRENCH
Wanna get a drink?

BARNEY
No.

TRENCH
Do you know who did it?

Barney turns and looks at Trench.

BARNEY
Stonebanks.

TRENCH
You killed him.

BARNEY
Thought I did -

TRENCH
He's still alive?

Barney looks up, eyes dark.

BARNEY
Yeah.

Beat.

TRENCH
I'm getting out of this game - you
should too -
(beat)
If you need anything...

Barney nods, then turns and walks away. Trench watches him go.

EXT. CEMETERY GATES - CONTINUOUS

Barney exits -- looks up -- and sees --

CHURCH

standing by his car across the road. Barney strides over.

CHURCH
(without preamble)
What happened?

Barney looks like he could throttle him.

CHURCH
You lost a man and the target's
gone - sorry about your guy -
nobody wants to go through that.
Again, what happened?

Barney locks eyes with Church. Church senses a different
Barney. Dark. Hard. Bitter.

BARNEY
What was the target's name?

CHURCH
Victor Minns - I told you that
before you took the job -

BARNEY
No, his name's Conrad Stonebanks.

CHURCH
How do you know?

BARNEY
I shot him 16 years ago.

CHURCH
Shoulda done a better job -

BARNEY
Shoulda known who he was.

CHURCH
Hey pal, he's only known as Victor
Minns to us.
(MORE)

CHURCH (CONT'D)

Hardcore war profiteer who makes millions sellin' mostly to Africa and the Middle East - one stop war zone service - stocking psycho warlords - runs a private army of thug killers - kinda temperamental - he's blown away his own men on a few occasions - so it's time to take him off the clock...

BARNEY

I'm gonna kill him.

CHURCH

Again?

Barney holds Church's gaze.

CHURCH

Let's break it down - I find him for you - again -- and you blow it - again - you're gonna have life-altering problems. Better recognize that. And you're gonna owe me - again.

BARNEY

Just find him fast.

EXT. ART GALLERY - MOSCOW - DUSK

A prestigious-looking, neoclassical building. Two black Mercedes G55s parked out front.

SUPER THE LEGEND: MOSCOW

Through the window, we see Conrad, wearing an impeccably-tailored suit, admiring an impressive PAINTING -- the \$7.2 million Cubist masterpiece *Three Women at the Red Table* by Fernand Léger.

Conrad gently glides his fingers along the painting's frame, almost lovingly.

The ART BROKER and a male ASSISTANT enter frame. The broker says a few words to Conrad, who nods yes. Seals the deal with a firm handshake.

INT. OLD POINT BAR - LOUISIANA - NIGHT

The Expendables' unofficial MEETING GROUND. The crew sits around a table, drinking beers, ties undone. Mood solemn, everyone not only still numb over Caesar's death, but...

GUNNAR

Why ya doin' this? We work together.

BARNEY

No more we don't. That's the facts. You loved Caesar - we all did - but no one's gettin' killed anymore on my watch -

CHRISTMAS

Just like that? Cause you're messed up and not thinking right?

BARNEY

I'm thinkin' straight.

TOLL ROAD

Bullshit! We're getting this guy together.

BARNEY

You put in your time, now we're on borrowed time, none of you are smart enough to know when to quit, so I'm doin' it for you.

SURGEON

You get me out and cut me loose?

BARNEY

I'll give you somethin' to hold you over. Then you're on your own.

Barney stands.

BARNEY

What we had is done. It's over.
Go do somethin' else. Make a life while you still got one.

Barney exits. The Expendables are shell-shocked. *What the hell just happened?*

EXT. OLD POINT BAR - CONTINUOUS

Christmas follows Barney out.

CHRISTMAS

When were you gonna tell me about Stonebanks?

BARNEY

You didn't need to know. It was personal -

CHRISTMAS

Well now I do know. We're supposed to be like brothers -

BARNEY

I know.

CHRISTMAS

So don't cut me out now. I don't know this son-of-a-bitch who killed Caesar, but I will. Cause I'm goin' with you -

BARNEY

No. You're not. This is all about me and him -

CHRISTMAS

When I joined, I joined for the whole ride.

BARNEY

Ride's over.

Barney turns and disappears into the night.

CUT TO:

EXT. MANSION - MOSCOW - DUSK

A scenic, park-like area. A tasteful, opulent MANSION overlooks the Moskva River. The two black G55s arrive followed by a small VAN.

As the vehicles come to a stop, a BEAUTIFUL WOMAN (40), exuding a simple, tasteful elegance, exits the home followed by two Borzoi Russian Wolfhound DOGS. At her side, a personal security man, MOISCHE.

From a distance, we eavesdrop on Conrad gesturing for the van doors to be opened, and the Léger painting to be removed.

Conrad's wife's face and body mannerisms show ABSOLUTE DELIGHT when she views the magnificent painting. As she hugs Conrad, his face can barely mask his manufactured enthusiasm.

Conrad gestures for his bodyguards to take the painting inside as his wife leads the way. Conrad lags behind, and we see his mind racing as he stares blankly into the distance.

A second later, his thoughts of Barney's revenge subside, and with the utmost confidence he disappears inside the palatial mansion.

CUT TO:

INT. MMA FIGHT - RIO DE JANEIRO, BRAZIL - NIGHT

An underground MMA hellhole in the favela. Only thing sanctioning this fight is Satan. SIX TIERS of jeering, scabrous-looking FIGHT FANS, bloodlust in their eyes.

The two ripped and heavily-inked FIGHTERS in the octagon literally BEAT THE LIVING SHIT OUT OF EACH OTHER. The crowd roars.

A tall, lanky man stands along the rail on the second tier. Talking rapid-fire into his cellphone, munching peanuts, eyes never leaving the ring. He wears a linen suit, open Hawaiian shirt, and trademark FEDORA HAT. Think the mercenary-talent scout equivalent of Saul Goodman from *Breaking Bad*.

This is **BONAPARTE**.

Barney suddenly steps beside him.

BARNEY

Bonaparte -

BONAPARTE

(to Barney)

You're an hour late - doesn't matter - I've got a thousand things goin' through my head -

(into phone)

Yeah, got it - got it - later -

(back to Barney)

Heard about Caesar -

BARNEY

Yeah.

BONAPARTE

Sorry about the big man - tough to replace - but not impossible - it's just different out there now - more hybrids - there's talent around - but the gems you gotta dig for - you said on the phone you need a new team - why?

BARNEY

None of your business.

BONAPARTE

Okay. That works. What kinda crew you lookin' for?

BARNEY

You know what I'm about.

BONAPARTE

I do. Loyalty. Duty. Respect. Not afraid of spiders. The usual shit. But maybe younger. Half those guys you've been usin' are farting dust. You need fresh blood - crazy enough to think bein' shot at is a cool career choice -
(starts to rise)
I'll put a list together that are the right fit - same rates as before - right?

The fighters in the octagon BRUTALLY PUMMEL each other with sadistic glee. BLOOD SPRAYS.

BARNEY

(re: fighters in octagon)
You thinkin' about one of these guys?

BONAPARTE

The one on top has potential.

BARNEY

I'm not lookin' for potential. I'm lookin' for soldiers.

DING! DING! DING! As the bell rings and we...

CUT TO:

INT. LEARJET 24 (AIRBORNE) - DAY

Bonaparte flies. Barney shotgun.

BONAPARTE

All but one of the likely choices
have been notified - you never know
on paper, but - I think you'll bond
with most of this group...

BARNEY

I don't wanna bond with anything
anymore.

BONAPARTE

All right.

EXT. MOUNTAINS OF BORNEO - DAY

The fog-covered peak of Kota Kinabalu soars straight up.

SUPER THE LEGEND: **KOTA KINABULA, BORNEO**

Bonaparte leads Barney up the trail to where a YOUNG MAN sits
at a picnic table. Hunched over an open laptop, fingers
flying.

BONAPARTE

Goes by Wifi. Expert hacker.
Drone pilot. No algorithm this guy
can't crack. Three tours.

Barney regards the guy hunched over his laptop, unimpressed.

BARNEY

We're not doin' office work -

BONAPARTE

(re: guy at picnic table)
Oh, that's not him.

Bonaparte points straight up.

BONAPARTE

That's him.

Barney looks up. On the 2,500-foot cliffs above them, a free
climber, **WIFI**, hangs by his fingertips from the sheer stone
face. Scaling the peak like a human fly.

CLOSE ON WIFI

25 to 29 -- fair, Nordic in appearance, swimmer's body. He keeps climbing. Face a mask of total concentration. Superhuman agility and upper body strength the only thing between him and instant death.

BACK WITH BONAPARTE

Bonaparte shields his eyes from the sun.

BONAPARTE
(eyes fixed on Wifi)
No one's ever actually pulled this
off before -

High above them, Wifi attempts an impossible-looking 5-METER LEAP -- he misses -- and FALLS -- seemingly plummeting to his DEATH when -- he pulls his RIPCORDER -- BASE-JUMPING CHUTE UNFURLING and -- Wifi FLOATS back to earth -- deftly LANDS between Barney and Bonaparte --

BARNEY
He's in.

EXT. WILDERNESS - BALKANS - DAY

Dirt road through the wilderness. A military jeep roars forward.

SUPER THE LEGEND: **PTUJ, SLOVENIA**

EXT. MILITARY JEEP (MOVING) - CONTINUOUS

Bonaparte drives, eating an apple. Barney shotgun.

BONAPARTE
...your "Sell-By-Date" is - to put
it bluntly - used the hell up.
It's a digital world now, baby,
analog's dead. It's smart what
you're doing, upgrading. Smart.
(violently swerves the
Jeep)
Shit! Forgot about the land mines.

Barney looks at him like -- *are you shitting me?*

Bonaparte casually flings the apple core over his shoulder and...

KA-BOOOOOM!

A land mine EXPLODES. Bonaparte doesn't even flinch.

EXT. RURAL MEADOW - BALKANS - CONTINUOUS

The steel skeleton of an under-construction GRAIN SILO rises in the afternoon sun. Bonaparte and Barney pull up in the Jeep, jump out.

BONAPARTE

Next kid's a bit of a darkhorse.
Just came across my desk...

They stop at the base of the silo. High above, a TINY FIGURE wearing a black balaclava balances on a steel beam fifteen stories in the air.

BONAPARTE

(calls up)
Hey Reiko! Got a minute?

Bonaparte turns to Barney.

BONAPARTE

Don't usually throw in wildcards
but this guy's C.V. was too good to
pass up.

Fifteen stories above them, the figure deftly leaps onto a steel beam one floor below. And then -- IN AN AMAZING SERIES OF PARKOUR-LIKE LEAPS AND SPINS -- descends to the ground in under thirty seconds flat.

The balaclava-clad figure lands with a final BACK-FLIP directly in front of them. Not even breathing hard.

BONAPARTE

Reiko Hoshimura. Meet Barney Ross.

The figure pulls off his balaclava... and Bonaparte's eyes bug.

BONAPARTE

(shocked)
3-D? Jesus, you sent me another
fake C.V.!

3-D, 50s, Chinese, starts talking, rapid-fire fast.

3-D

(to Barney)

I can do what you need, whatever
you need - I am so, so ready for
this position - very excited - very
ready - you have no idea -

BONAPARTE

Sorry, man - you're not what he's
lookin' for -

3-D appeals to Barney directly.

3-D

What you're looking for is not
always what you need -

BONAPARTE

Enough with the Confucius, okay?
And this thing with you just
droppin' in unexpected - it's gotta
stop -

Bonaparte and Barney turn to walk off.

BARNEY

(to Bonaparte)

Why's he called 3-D?

3-D

I answer that. It's an old
nickname. People used to say I can
destroy a man three different ways
before he even knows he's destroyed -

(beat)

- my last team let me go - they say
I'm past it - so it's hard getting
work - when people are too stupid
up here -

(taps forehead)

- to see what I bring - experience -

BARNEY

Maybe. For what I need - you're
not right -

EXT. DESERT - ARIZONA - DAY

An open-top Cadillac CONVERTIBLE speeds across the sun-baked
desert, dust spewing in its wake.

SUPER THE LEGEND: **PRESCOTT, ARIZONA**

EXT. CONVERTIBLE - CONTINUOUS

Drinking a thick milkshake, Bonaparte drives the big, fat, dusty Caddy. Barney shotgun.

BONAPARTE

Merc market's dryin' up.
Everything's corporate these days.
You're one of the last of the mom-
and-pop businesses...

EXT. OUTDOOR GUN RANGE - ARIZONA - DAY

Rednecks, housewives and ex-military TARGET SHOOT everything from M-16s to Saturday Night Specials.

Bonaparte leads Barney down the length of the FIRING LINE.

At the far end of the range, a tough-looking Latino man stands. Hardened METALLIC CASE at his feet. This is **MARS**. 20s, wiry, squared away.

Barney regards Mars skeptically.

BARNEY

(to Bonaparte)

What's the story on this one?

BONAPARTE

Found him at DARPA.

Barney stares, blank.

BONAPARTE

Defense Advanced Research Projects
Agency - very tech savvy in
weaponry -

BARNEY

Looks like a pug.

MARS

Tough brothers. Tough streets.
And so on...

BONAPARTE

As shooters go, Mars is as gifted
as they get.

MARS

Whatever you say...

Barney eyes Mars intently.

BARNEY
What do you say?

In response, Mars opens his hardened case. Pulls out an Israeli-made CORNERSHOT AKM ASSAULT RIFLE.

MARS
I say... watch this...

BONAPARTE
What's that?

MARS
CornerShot AKM Assault Rifle. 60mm
collapsible firing post and video
screen, fires up to 90 degrees.
Superior ass-kicker.

CLOSE ON MARS (IN PROFILE): Mars FIRES the weapon, and a target unexpectedly EXPLODES 90 DEGREES AWAY AND 100 YARDS BEHIND HIM!

MARS
El gato esta en fuego!

EXT. REGISTAN DESERT - AFGHANISTAN - NIGHT

A jeep winds its way through bleak landscape.

BARNEY
Who's worth this ride?

BONAPARTE
Patience, Barney. The gems are
hard to find. Ten more miles -

SUPER THE LEGEND: **NEAR CAMP RHINO, AFGHANISTAN**

EXT. BARRACKS - SLIGHTLY LATER

Barney and Bonaparte move between the rows of barracks.

BARNEY
Where is he?

BONAPARTE
(checking e-mail on
iPhone)
Supposed to be right here -

They turn the corner and -- in the alley -- they see gathered young soldiers on leave --

A BATTLE ROYALE IS GOING DOWN

Multiple combatants brutally fighting -- fists FLYING -- bones CRUNCHING -- it's now down to four - then two - now the taller fighter stalks the shorter one --

BONAPARTE
There's the target.

BARNEY
Big boy.

BONAPARTE
No, she's the shorter one -

Barney moves closer and sees the battling military woman, **LUNA**, 20s.

BARNEY
I came this far for a woman?

BONAPARTE
Wars have been fought over women - this is not so bad - she's a machine - very special - try thinking positive -

BARNEY
You better find something better fast -

BONAPARTE
She's the whole package - three languages - unlimited skill sets - enlistment's up in two days - hey, I'm doin' you a favor - I could place her ten times over -

BARNEY
So do it.

Barney starts to leave. The crowd's VOLUME rises. Barney turns --

And in an AMAZING SERIES OF MOVES -- ALMOST SO FAST YOU MISS IT -- BLURRING SPIN KICKS -- LETHAL LEG SWEEPS -- VICIOUS THROAT STRIKES -- Luna wipes the floor with her larger opponent -- not even breaking a sweat.

BONAPARTE
If you're not impressed you're blind.

BARNEY

Combat's not a street fight.

Bonaparte waves Luna over. She saunters up.

LUNA

Hey, I didn't think you'd show -

BONAPARTE

Lotta rough roads --

(to Barney)

We've been Skyping - so she's up to speed - been looking forward to meeting you - Barney this is Luna -

BARNEY

(not really)

Nice meetin' you -

Barney pulls Bonaparte off to the side.

LUNA

(interrupting)

If you wanna talk about me - talk in front of me -

BARNEY

All right - this is not workin' -

LUNA

Why?

BARNEY

Doesn't feel right havin' a woman on board.

BONAPARTE

Hey, if you didn't notice it's a different world now.

LUNA

That's right.

BARNEY

Not to me, kid.

LUNA

(to Bonaparte)

Did he just call me kid?

BARNEY

Yeah. Seein' a man killed is one thing. Seein' a woman... not happenin'.

LUNA

Whaddaya think I've been doin' out here? You don't think I can take the heat when the shit goes down?

BARNEY

Doesn't matter what I think -

LUNA

Yeah, it does. Put me up against any of the other guys you picked - I'll be the last one standin' -

BARNEY

Sure about that?

LUNA

Sure as I can break your arm before you know what happened -

BARNEY

Wanna try?

BONAPARTE

No reason to go that far -

(to Barney)

She could do it - she's the whole package -

BARNEY

And has a big mouth.

LUNA

Yes, I do. But I can back it up.

(beat)

I want in, Mr. Ross.

EXT. BLUE RIDGE MOUNTAINS - MORNING

A somber, chilling morning mist hangs over the majestic scenery.

SUPER THE LEGEND: BLUE RIDGE MOUNTAINS, KENTUCKY

A mud-caked JEEP occupied by Bonaparte and Barney grinds up the barely passable path that is more rocky trail than road.

INT. JEEP (MOVING) - CONTINUOUS

Bonaparte drives, Barney shotgun.

BONAPARTE

They say you can't teach old dogs
new tricks. Even when you're the
toughest, meanest dogs in the
junkyard. It's a brand new day,
Barney. Embrace it.

Up ahead, in the still misty terrain, they spy the shape of a
hand-made, rough-hewn CABIN, mostly comprised of logs and
shaved planks, barely 800 feet square.

EXT. CABIN - CONTINUOUS

Roosters are both perched and running about. In a corral are
several work breed HORSES.

Logs and firewood are stacked in open sheds next to a small
old hand-made BARN. Many tools such as hoes, rakes, large
hand saws, broken wheelbarrows, etc. -- along with many
assorted AXES and HATCHETS -- lean up against the walls. On
the side of the house is a blacksmithing SHED with anvils and
forging hammers, hanging chains and tongs.

The Jeep pulls up, Bonaparte and Barney get out. Bonaparte
gestures toward an old, bearded ARTHRITIC MAN who stares at
them from his lathe with unfazed suspicion.

BONAPARTE

No, that's not him.
(calling to man)
Looking for John Smilee. Is he
around?

The old man barely raises his arthritic arm and gestures
behind the barn.

BARNEY

This better be worth it.

BONAPARTE

(holding a folder)
I've interviewed him myself. Has
it all, for what you need - seen a
lot of action, led squads on black
ops, Academy trained - what more do
you want?

They turn the corner, and see a young man carrying a muddy
GOAT.

BONAPARTE

(squints)
Is that a muddy goat?

BARNEY
Yeah. Very muddy.

The young man sets the goat in a SMALL PEN with twenty others.

BARNEY
He won't be interested.

BONAPARTE
How do you know that?

Bonaparte calls.

BONAPARTE
John Smilee.

The young man turns in their direction. **JOHN SMILEE**, 28. Former SEAL, 6 foot, 195, a scar splits one brow. He's covered entirely in old working clothes. Unshaven, wearing a combat OD military boonie hat, he appears to have not looked in the mirror for months. Smilee heads into the barn while speaking. Oh yeah, and for a man named Smilee he doesn't smile very much.

SMILEE
Yes?

BONAPARTE
We met before.

SMILEE
Yes.

BONAPARTE
You changed your address.

SMILEE
Yeah.

BONAPARTE
Actually you changed the state as well. Anyway, we found you.

SMILEE
Yeah, wanted to try something different.

BONAPARTE
I'd go crazy up here... but that's my temperament. John, this is Barney Ross.

SMILEE
Nice to meet you.

Smilee proceeds into the barn.

INT. BARN - CONTINUOUS

Smilee opens feed bins.

SMILEE
I remember interviewing with you
about a year ago.

BONAPARTE
(raising the file)
Closer to two. You are interested
in working?

Smilee scoops oats into a pair of buckets. Feeds the horses.

BONAPARTE
Mr. Ross is putting together a new
group.

SMILEE
(to Barney)
I've heard of you - done some big
things -

BONAPARTE
You heard right. And for the kind
of work the Expendables do - you're
a perfect fit -

Smilee begins to brush a horse down.

SMILEE
Appreciate it.

BONAPARTE
Offers like this don't show up
every day.

SMILEE
(modestly)
Sure they don't -

BONAPARTE

In a minute I could have 50 guys
jumping through hoops - everything
in this line of work's now
corporate - private companies with
thousands of badasses - this is a
rare, small, elite group -

SMILEE

Thanks - but I gotta think it through.

Bonaparte's eyes flick across the meager barn.

BONAPARTE

Can't be happy doin' this.

SMILEE

Nothin' wrong with it.

BONAPARTE

It's nice, John, but so are the
damn realities of life. Like when
very bad shit happens, and people
die, cause most of the world's like
a zoo with the cages left open.
Then there's people like you two,
who show up and put the animals
back where they belong.

Barney holds Smilee's gaze.

BARNEY

You got an hour to kick it around.

Smilee nods. Walks several paces away and picks up a filthy,
mud-spattered Enduro MOTORCYCLE leaning against the barn.

Smilee pulls on his helmet -- KICKS the starter -- the engine
SCREAMS TO LIFE -- and in a spray of FLYING MUD Smilee
rockets off into the woods --

BARNEY

He's worth this?

BONAPARTE

Yeah.

Smilee's bike ZOOMS between the trees like he was born on the
thing. Barney watches him go.

INT. LEARJET 24 (AIRBORNE) - DAY

Bonaparte flies. Barney shotgun. The ride home.

BONAPARTE

I think what you got here is a potential Grade A team. Now will they gel? With you? I believe with you kicking ass I don't see why not... one last thing, even though you probably remember, it's 5% of their first year's salary and an automatic 50 grand guarantee if they expire before that time -

Bonaparte rubs his eyes.

BONAPARTE

This jet lag is killin' me.
Whaddaya do for it?

BARNEY

(beat)
Stay outta jets.

INT. CLUBHOUSE - LOUISIANA - NIGHT

Clubhouse quiet, deserted. Barney enters, looking somewhat haggard from his around-the-world "talent tour."

Church suddenly appears from the shadows.

CHURCH

Been seein' the world lately?

BARNEY

Find him yet?

CHURCH

Yeah, pal. I did. Stonebanks, interesting guy, when he's not doing horrible things. A contradiction. Big time art collector. Funds museums. Philanthropist. Humanitarian. Unlike you, who's dull and predictable.

BARNEY

Don't play around.

CHURCH

He's in Bucharest - you got 36 hours.

BARNEY

Give me what you got.

CHURCH

He's in to meet some Albanian
mobster. That's your window.
After that he's back off the grid.

BARNEY

Bucharest -

CHURCH

Where he owns border security -
corrupt officials on the take -
it's why he goes there for these
weapons' exchange - you're gonna
need to air drop -

BARNEY

No problem.

INT. OLD HANGAR - LOUISIANA - DAY

The door BANGS OPEN, and Christmas, Gunnar, Toll Road and
Surgeon all enter. Cross to Barney, prepping weapons and
gear.

Barney glances up, says nothing.

GUNNAR

Barney -

BARNEY

What're you doin' here?

CHRISTMAS

Working solo now?

A crate SLAMS across the hangar. The Old Expendables turn,
and see --

THE YOUNG EXPENDABLES

across the hangar. Smilee, Luna, Mars and Wifi load gear on
pallets into the plane.

SURGEON

Who the hell are they?

CHRISTMAS

The new team?

BARNEY

Yeah.

The Old Expendables eye their replacements. Faces filled with disbelief... and then a building rage. The Young Expendables are all in military T-shirts and cargo pants. Their ripped bodies and youthful energy not sitting well with the Old Expendables.

GUNNAR

This some kind of joke?

BARNEY

No joke.

(to Young Expendables)

You got 15 minutes. Let's go.

Christmas glares at Barney.

CHRISTMAS

Knocked us out for them?

BARNEY

I'm not goin' over this again.

TOLL ROAD

You wanna get killed? They're green -

BARNEY

Don't worry about it.

CHRISTMAS

They couldn't carry our shoes -
what's wrong with you?

BARNEY

It's my business.

CHRISTMAS

It's disrespect.

BARNEY

I don't give a shit about them.
And I'm sure the feeling's mutual.
They're here for a job. That's it.

The Young Expendables hear this. Say nothing.

BARNEY

(to Old Expendables)

I'm not havin' your blood on my
hands. Now get the hell outta
here.

Barney turns to the Young Expendables.

BARNEY
Wheels up in 10 -

He turns and walks out.

The tension/friction/conflict between the Young and Old Expendables is combustible and raw. The two groups stare each other down.

Toll Road eyeballs the hardened case at Mars's feet.

TOLL ROAD
What's in there, your pajamas?

Surgeon gets in Smilee's face.

SURGEON
Boy Scouts. That's right, you heard. Scouts wanna say something?

CHRISTMAS
Let's get outta here.

Christmas heads for the door. The Old Expendables follow. On their way out, Gunnar accidentally-on-purpose BUMPS into Wifi. Hard.

GUNNAR
(re: touch-screen Tac Pad strapped to Wifi's forearm)
What's that, your toy? Boy?

WIFI
(whips free)
What's your problem?

Lightning fast, Gunnar whips up a BULL-PUP SHOTGUN -- fixes the barrel squarely in Wifi's face --

GUNNAR
I can't hear you -- speak into the microphone.

The two groups jostle, practically coming to blows. Smilee leaps forward, pulls the gun barrel down.

SMILEE
Hey -

Everyone spins. Smilee holds their gaze, unfazed.

SMILEE
 I'd be mad, too. But this is just
 a job to us. Nothin' to do with
 what happened to you -

A long, tense beat.

CHRISTMAS
 Keep it to yourself.

The Old Expendables exit. Smilee turns to the Young Guns.

SMILEE
 Let's go...
 (gesturing toward Barney
 and the exiting Old
 Expendables)
 It's between them.

INT. ANTONOV AN-26 - CONTINUOUS

Barney climbs into the cockpit. And we're surprised to
 see...

Trench

sitting in the co-pilot's seat.

BARNEY
 Fire it up.

Trench regards Barney evenly. Glances to the Young Guns in
 back.

TRENCH
 Need me to join along when we get
 there?

BARNEY
 You're doin' enough.

EXT. ANTONOV AN-26 (TAXIING) - SLIGHTLY LATER

The Antonov taxies from the hangar onto the runway.

INT. ANTONOV AN-26 (TAXIING) - CONTINUOUS

Barney glances out the cockpit. Sees the Old Expendables
 astride their motorcycles, just outside the chain link fence
 bordering the runway.

TRENCH
I'd do the same thing.

EXT. RUNWAY - CONTINUOUS

As the Old Expendables look on, the Antonov takes off in a ROAR OF ENGINES.

The pain is clearly etched on their faces. We can literally see the light die in their eyes.

After a beat, they rev their bikes and take off. All in different directions.

This is the symbolic death of the Old Expendables.

INT. CARGO HOLD - ANTONOV (AIRBORNE) - LATER / DAY

The Young Expendables sit in the cargo hold together. Still feeling each other out as a new team.

Mars fastidiously checks and re-checks his weapon.

MARS
Know anything about this Stonebanks?

LUNA
I know what you know.

SMILEE
So you're both useless.

Wifi looks up.

WIFI
Stonebanks is S.A.S.R.

MARS
What's that, man?

SMILEE
Australian Special Forces -

LUNA
How'd you find that out?

WIFI
There's this thing called - damn -
what's it - oh yeah - the Internet.

Beat. Mars keeps checking and re-checking his weapon.

LUNA

You're makin' me nauseous - how many times you gonna check that thing?

MARS

I enjoy it.

WIFI

That's some serious OCD, man.

MARS

Why don't you find something to grab that feels as good as this?

(to Luna)

I'm not sayin' nothin' to her - she'll break my neck.

LUNA

Got that right.

SMILEE

Stop scarin' these boys - they'll never get to sleep.

LUNA

I'll just choke 'em out then.

SMILEE

There is that.

Everyone can't help but laugh. This lightens the mood.

A little.

INT. CARGO HOLD - LATER

Barney pops his head into the cargo hold.

It's dim, quiet. He's about to back out when Smilee presents himself. Everyone else has dozed off.

SMILEE

Got a minute?

BARNEY

Whaddaya need?

SMILEE

Who's this guy we're goin' after?
Who's Stonebanks?

BARNEY

Doesn't matter. You've been hired to do a job.

SMILEE

How 'bout answering why are we doing this job?

BARNEY

The "why" is not your concern.

SMILEE

I think it is.

BARNEY

I owe you a salary - that's it - go get some sleep - you'll need it -

SMILEE

(not letting it drop)
Why're we going after Stonebanks?

BARNEY

Don't challenge me, kid.

SMILEE

You're givin' the hard looks -

BARNEY

You have a hard time followin' orders, don't ya?

SMILEE

If I don't know what they are. I know you don't give a damn about us - I get that - but just tell me why you wanna take out this guy so bad - I deserve that -

A long beat. Barney pulls out an old, timeworn PHOTO. Hands it to Smilee.

CLOSE ON PHOTO: It's a picture of Barney and Conrad in Vietnam. Both wearing boonie hats, arms around each other. Best of friends and brothers-in-arms.

SMILEE

Looks like he was your friend -

BARNEY

Yeah - the best -

(beat)

Then he killed my men.

Barney turns and walks away. Smilee is left staring at the picture.

CUT TO:

BEGIN OLD EXPENDABLES "RETIREMENT" MONTAGE...

MUSIC CUE -- which will PLAY OVER this entire sequence --

INT. DINING ROOM - CHRISTMAS'S HOUSE - DAY

Christmas and Lacy eat dinner with two OTHER COUPLES around the dining room table. Lacy hosts. She's gone to a lot of trouble, you can tell.

The two guys are clean-cut, corporate. Christmas listens to their table chatter, trying to appear interested. Dead look in his eyes. Golf scores. 401(k) returns. Typical suburban bourgeoisie bullshit.

Christmas mechanically forks food into his mouth, not even tasting it.

INT. SUPERMARKET - DAY

Carrying his plastic basket of purchases, Toll Road steps into the "10 Items or Less" express lane to checkout.

Four people stand in line in front of him, one a woman with a cart FULL OF GROCERIES. It's taking goddamn forever.

Toll Road stares. Face numb to his newfound reality.

INT. INDOOR SHOOTING RANGE - DAY

Gunnar fires a Sig Sauer P229 at the unseen target. An emotionless automaton.

BANG!-BANG!-BANG!-BANG!

INT. FORD EXPLORER - DAY

Surgeon sits behind the wheel in BUMPER-TO-BUMPER TRAFFIC. A glaze over his eyes. Going absolutely nowhere.

His index finger slowly, methodically drums the wheel. Four-lane highway like a fucking PARKING LOT.

Surgeon looks left -- A dowdy MIDDLE-AGED WOMAN applies mascara in her rearview mirror.

He looks right -- Two BLUE COLLAR WORKERS drink coffee and eat burritos in the cab of their beat-to-shit pickup.

He looks straight ahead --

The suffocating feeling of BEING BOXED IN almost palpable.

INT. LIVING ROOM - CHRISTMAS'S HOUSE - CONTINUOUS

The couples have moved into the living room. Women chattering away as Lacy pours coffee. Banal ramblings about Pilates, nose jobs, one tells a lame joke...

Christmas manages a fake smile. Looks like he wants to die.

INT. INDOOR SHOOTING RANGE - CONTINUOUS

Gunnar now fires a Glock 9MM. Empties the full magazine at the unseen target.

BANG!-BANG!-BANG!-BANG!

INT. SUPERMARKET - CONTINUOUS

Losing patience, Toll Road spins from the express lane. Moves over to a SELF-CHECKOUT station.

He tries to decipher the instructions. They might as well be hieroglyphics.

He manages to ring up his cereal and beef stew via bar code (the beef stew takes three tries).

He pulls a single bunch of BANANAS from his basket. No bar code. Toll Road stares at the machine.

CLOSE ON TOLL ROAD'S FACE

Starting to turn red. Muscle in his jaw twitching.

Unable to ring up his purchase, Toll Road's whole body STARTS TO TREMBLE. About to grab the machine and hurl it across the fucking store --

INT. FORD EXPLORER - CONTINUOUS

Surgeon continues to sit in the unmoving traffic. Hands now CLENCHING the wheel. Feeling like a caged lion.

PUSH IN ON SURGEON'S FACE

He's just trapped in a *different* prison now.

Without a word, Surgeon throws open the driver door. Gets out of the truck and JUST WALKS AWAY. Leaves the Explorer in the middle of the highway. Door ajar, engine running.

INT. INDOOR SHOOTING RANGE - CONTINUOUS

Gunnar unloads with a Desert Eagle .45.

BANG!-BANG!-BANG!-BANG!

The weapon runs dry. Gunnar continues to pull the trigger.

Click!-Click!-Click!

REVERSE ANGLE

We see the TARGET he's been shooting at. A human silhouette. Paper target absolutely SHREDDED TO SHIT.

CLOSE ON GUNNAR'S FACE

Smoke still rising from the .45's barrel. Vacant look in his eyes. The realization of what his life's become.

Destroying a piece of paper. An empty, pathetic victory.

Gunnar stares ahead, as if in a trance. Still pulling the trigger.

Click!-Click!-Click!

INT. SUPERMARKET - CONTINUOUS

Toll Road slowly walks from the store. Hands empty.

PUSH PAST HIM

To see -- the bananas -- and the rest of the groceries -- sitting on the intact self-checkout station. Left behind.

INT. HALLWAY - CHRISTMAS'S HOUSE - CONTINUOUS

Christmas returns from grabbing a fresh beer in the kitchen. Stops and stands in the doorway of the living room.

Lacy and the two couples continue brightly JABBERING away. Smiles and laughter.

SLOW PUSH IN ON CHRISTMAS'S FACE

He's lost his true family -- his real brothers --

Christmas can't take it anymore. He puts down his beer, and walks out of his own house.

Sadly, no one even notices he's gone.

...END OLD EXPENDABLES "RETIREMENT" MONTAGE.

MUSIC CUE ENDS -- OVERLAP -- SOUND OF DRONING AIRCRAFT ENGINES --

EXT. ANTONOV AN-26 (AIRBORNE) - NIGHT

The transport plane arrows through the pitch black sky.

SUPER THE LEGEND: 24,000 FEET OVER EASTERN EUROPE

INT. ANTONOV AN-26 - CONTINUOUS

Inside the CARGO HOLD, lit only by the eerie RED GLOW of the lone jump light, sit --

BARNEY AND THE YOUNG EXPENDABLES

Now all wearing NIGHT OPS JUMP SUITS -- WEB HARNESSSES strapped with HIGH-TECH ORDNANCE and NEXT-GEN EQUIPMENT -- they look like warriors from a FUTURISTIC ALIEN RACE --

Barney's tac-com CRACKLES.

TRENCH (O.S.)
(filtered)
Thirty seconds to drop.

IN THE COCKPIT

Trench pilots the plane.

BARNEY (O.S.)
(filtered)
Copy that.

IN THE CARGO HOLD

Barney signals the Young Expendables. They stand, strapping on MBU-12/P OXYGEN MASKS and TACTICAL GOGGLES.

TRENCH (O.S.)
(filtered)
You sure about this?

BARNEY
(into tac-com)
Just drive the damn plane.

TRENCH (O.S.)
(filtered)
Ten seconds -

Barney and Smilee share a look, strap on their MASKS.

With a MECHANICAL WHINE -- the rear hatch RETRACTS -- and the PITCH BLACK NIGHT unfolds --

Barney and the Young Expendables STEP FORWARD -- HOWLING WIND tearing at their clothes -- move to the VERY EDGE of the slowly retracting ramp -- bodies tensed for their HALO (High Altitude Low Opening) jump --

Barney turns to Mars, whose rapid breathing is heard through his mask.

BARNEY
(reassuring)
It's okay. Fear is what you make it.

Mars nods, bucking up.

Smilee looks over. Notices this.

They stand there, SHOULDER-TO-SHOULDER -- SILHOUETTED against the UTTER VOID beyond -- air outside MINUS-80 DEGREES BELOW --

IN THE COCKPIT

Trench reaches for the jump light toggle.

TRENCH
(into tac-com)
Happy hunting -

IN THE CARGO HOLD

The jump light turns GREEN. Barney and the Young Expendables ALL LEAP INTO SPACE AND --

WE GO RIGHT WITH THEM!

We ROCKET DOWN -- earth below SWATHED IN DARKNESS -- blue light of DAWN on the horizon -- freefalling at TERMINAL VELOCITY -- HOWLING WIND A FREIGHT TRAIN IN OUR EARS --

Barney and the Young Expendables DIVE DOWN -- plummeting like HUMAN MISSILES -- CAMERA FOLLOWS BEHIND THEM -- THEN ALONGSIDE -- THEN SHOOTS AWAY AS WE OVERTAKE THEM AND --

FAR BELOW

We see the pattern-shaped lights of a CITY below.

SLAMCUT TO:

EXT. BUCHAREST, ROMANIA - ESTABLISHING - DAY

The picturesque capital city on the Dâmbovită River. PAN PAST the *Arcul de Triumf* and the Memorial of Rebirth.

SUPER THE LEGEND: **BUCHAREST, ROMANIA**

Bustling traffic. Cobblestone streets. Pedestrians, tourists. Cars, taxis, trams. All seemingly leading to...

EXT. REVOLUTION SQUARE - CONTINUOUS

Neo-classical, Bauhaus and Communist-era buildings surround the tall monument in the square's center.

EXT. OUTDOOR CAFE - CONTINUOUS

Across the square, a TOURIST sits at an outdoor table, alone. Reading a newspaper. Or at least pretending to...

It's Barney.

CLOSE ON BARNEY'S EAR

He wears a small earpiece. Eyes fixed across the street to where...

EXT. INTERCONTINENTAL GRAND - CONTINUOUS

The city's sumptuous 14-story luxury hotel rises above the busy square.

-- VARIOUS SHOTS --

Embedded in the crowd, we see...

MARS loitering next to a BALLOON VENDOR down the street from the Intercontinental's entrance.

LUNA perusing the magazine offerings at a nearby kiosk.

Atop a nearby cathedral, WIFI crouches with a HUGE 900mm F/8 TELEPHOTO LENS. Plucking off shots of the streets below as...

A MOTORCADE

of six black, armored LAND ROVERS roll up. Pull to a stop by the hotel's main entrance.

BARNEY
(low, into mic)
Okay, we're on -

EXT. INTERCONTINENTAL GRAND - CONTINUOUS

The doors of the motorcade vehicles fly open. Black-suited BODYGUARDS jump out. A lot of them.

Conrad steps from the middle Land Rover with Krug and more black-clad bodyguards.

ATOP THE CATHEDRAL: Wifi snaps rapid-fire photos.

WIFI
(low, into mic)
This guy's got more muscle than a cartel king.

LUNA
(low, into mic)
Maybe he's overcompensating for something.

BARNEY
(low, into mic)
Everyone stay sharp.

Surrounded by bodyguards, Conrad is escorted to the hotel's main entrance. And we see --

SMILEE

exiting the hotel as he talks on his cellphone. Just another civilian.

Conrad and his entourage march straight toward him when suddenly --

MARS

pops a giant BALLOON from the balloon vendor's collection. It goes off like a GUNSHOT.

Instantly, the bodyguards all spin. Weapons out, tracking for targets. These guys are good.

ATOP THE CATHEDRAL: Wifi continues snapping off photos.

BACK ON THE STREET

False alarm. Moving quickly, Conrad is rushed inside and -- for the briefest moment --

SMILEE AND CONRAD LOCK EYES

before Conrad and his men disappear inside the hotel.

HARD CUT TO:

OMITTED

INT. WAREHOUSE - NIGHT

A huge, deserted space. Parked inside is a DARK VAN. Under the single light of an exposed bulb, Barney and the Young Expendables huddle over a work table.

Laid out on the table are BLUEPRINTS, SCHEMATICS, PHOTOS of Conrad's security team in action, etc.

WIFI

This guy's protected better than the President.

Mars reviews the interior SURVEILLANCE SHOTS Smilee took inside the hotel.

MARS

And this place is like a five-star fortress.

BARNEY

That's why we're not hittin' him there.

The Young Expendables trade looks. What?

BARNEY

Hotel full of guests. Collateral
loss... unacceptable.

LUNA

So where do we hit him?

BARNEY

At the meet.

MARS

(not so sure)
Window's tight.

SMILEE

So are we.

Smilee starts nodding his head.

SMILEE

Yeah...

He and Barney share a look.

PULL BACK

Smilee leans forward, bends over the table.

CLOSE ON BARNEY (SMILEE TALKING IN B.G.): He gives them a
subtle look of respect as Smilee outlines the plan.

CUT TO:

EXT. ART MUSEUM - NIGHT

A Neo-Renaissance edifice exuding Old World charm. Three
stories, gabled roof.

It's late now, after hours. Museum completely dark except
for the CENTRAL EXHIBIT HALL. SECURITY FLOODLIGHTS outside.
And curiously...

Black-suited BODYGUARDS on the roof. Two-man SENTRY TEAMS
circling the building. These aren't any ordinary museum
guards... they're Conrad's advance security detail.

EXT. SERVICE ALLEY - ACROSS THE STREET - CONTINUOUS

Across the street from the museum, the dark van sits parked
in shadow.

INT. VAN - CONTINUOUS

Windows blacked. Barney behind the wheel. Luna shotgun.

In the back of the van, Wifi sits before a COMPUTER ARRAY like something out of Mission Control (van-sized edition). Fingers flying over his keyboard.

Barney and Luna stare across at the mostly-dark museum.

LUNA

I never got a chance back there -

BARNEY

What?

LUNA

You know - to thank you - and - any help you could give me - tricks of the trade - please do -

BARNEY

Alright.

(beat)

Don't get close to anybody -

LUNA

Is that how you live?

BARNEY

Pretty much.

Barney stares ahead, unemotional. Luna senses the darkness inside him.

LUNA

No family? No kids?

BARNEY

If you want that, you're in the wrong job, Luna.

Beat.

LUNA

So you think I should rethink this?

BARNEY

Yeah.

Barney checks his watch, glances at Wifi in the rearview.

BARNEY

We good?

Wifi hacks the museum server and security grid.

WIFI
These old school fossils seriously
need to step up their game...

INT. SECURITY OFFICE - ART MUSEUM - CONTINUOUS

The bored overnight SECURITY TECH scans the two dozen MONITOR SCREENS.

The screens all briefly FLICKER -- like a momentary power surge -- surveillance feeds now compromised in a continuous, controlled LOOP --

The tech never even notices.

INT. VAN - CONTINUOUS

Wifi smiles. Too easy.

SMILEE (O.S.)
(filtered)
Comm check.

EXT. NEARBY ROOF - CONTINUOUS

On the building adjacent to the art museum, Smilee crouches with Mars. Both wearing BLACK OPS GEAR.

SMILEE
Testing... 1... 2...

INT. VAN - CONTINUOUS

Wifi adjusts his monitor controls.

WIFI
(into headset)
Five by five.

EXT. STREET - CONTINUOUS

Multiple HEADLIGHTS suddenly spear the darkness. Rolling forward, fast. Conrad's MOTORCADE.

INT. VAN - CONTINUOUS

Barney speaks into his tac-com.

BARNEY
Here we go...

EXT. ART MUSEUM - CONTINUOUS

The motorcade pulls before the museum. Conrad's bodyguards leap out, eyes searching, same PRACTICED PRECISION we saw outside the hotel.

Flanked by security, Conrad disappears inside.

INT. CENTRAL EXHIBIT HALL - CONTINUOUS

Classic paintings and ornate sculptures. Conrad's bodyguards fan out, instantly transforming the museum into an ARMED CAMP.

INT. VAN - CONTINUOUS

Barney and Luna share a look.

WIFI
(into tac-com)
Showtime.

Barney pulls back the FALSE FLOOR of the van. Directly below them, an open MANHOLE. Luna and Barney slip down into the manhole.

Wifi closes the false floor after they're gone.

INT. SEWER TUNNELS - CONTINUOUS

Barney and Luna move quickly through the claustrophobic tunnels.

EXT. NEARBY ROOF - CONTINUOUS

Acting as one -- Smilee and Mars swing their silenced weapons up -- DRILL the three bodyguards on the roof. They all drop without a sound.

Coast clear, Smilee and Mars ZIP-LINE onto the museum roof. Silent as phantoms. Bodyguards on the ground never looking up.

INT. VAN - CONTINUOUS

Wifi opens the van's rear doors. Hand launches a small QUADROPTER DRONE. Shuts the doors.

Wifi spins in his chair. Deftly manipulates the drone with a sophisticated-looking JOYSTICK PAD.

DRONE POV: Pops up on Wifi's monitor. 640x480 pixel HIGH-DEF RESOLUTION.

The drone circles higher and higher...

EXT. SKY ABOVE MUSEUM - CONTINUOUS

The drone circles the museum, STAYING ON STATION.

EXT. MUSEUM ROOF - CONTINUOUS

Smilee steps to the roof access door. Flips open the keypad.

SMILEE
(into tac-com)
Go.

WIFI (O.S.)
(filtered)
9-7-7-4-6.

Smilee punches in the key code. The door BUZZES open. They're in.

INT. ROOF SUB-LEVEL - CONTINUOUS

Smilee and Mars slip inside, *Zero Dark Thirty* style.

Silent as ninjas, the two SPLIT OFF. Mars goes LEFT. Smilee RIGHT.

INT. CENTRAL EXHIBIT HALL - CONTINUOUS

Conrad slowly crosses the well-lit hall. Stops. Stares up at the wall, eyes fixed on an unseen painting.

REVERSE ANGLE

It's the framed masterpiece *Cain Slaying Abel* by Peter Paul Rubens. Conrad stares up at the painting, unblinking. As if in a trance.

EXT. SKY ABOVE MUSEUM - CONTINUOUS

The drone continues to circle.

CLOSE ON: Its infrared camera WHIRS TO LIFE.

INT. VAN - CONTINUOUS

Wifi stares at the drone's monitor screen.

CLOSE ON MONITOR: A live video feed unfolds of the THERMAL HEAT SIGNATURES inside the entire museum complex. Bodyguards (and their exact positions) clearly visible.

INT. BASEMENT - CONTINUOUS

Barney and Luna slip inside the museum through a floor air vent.

WIFI (O.S.)
(filtered)
Twenty-two targets total...

INT. 3RD FLOOR - CONTINUOUS

Mars creeps down the silent hallway.

WIFI (O.S.)
(filtered)
Six on the third floor...

INT. STAIRWELL - CONTINUOUS

Smilee moves stealthily down the fire stairs. Dead guard (snapped neck) in his wake.

WIFI (O.S.)
(filtered)
...another six on the second...

INT. GROUND FLOOR - CONTINUOUS

Barney and Luna move up to the ground floor.

WIFI (O.S.)
(filtered)
...ten on ground level, including
Stonebanks...

INT. 3RD FLOOR - CONTINUOUS

Staying out of sight, Mars silently extends the barrel of the silenced Israeli-made CORNERSHOT AKM ASSAULT RIFLE *around the corner.*

Using the high-resolution digital camera and color LCD monitor -- Mars fixes the bodyguards in the corridor in his crosshairs.

In rapid succession, Mars TAKES OUT all six bodyguards in the hallway with the CornerShot. They drop like tenpins, never knowing what hit them.

INT. 2ND FLOOR - CONTINUOUS

A silenced MP5 in each fist, Smilee GUNS DOWN the six guards on the second floor. They all drop without a sound.

INT. SECURITY OFFICE - CONTINUOUS

Eyes fixed on his screens, the security tech monitors his "live" video feeds. Of course, sees none of this.

INT. GROUND FLOOR - CONTINUOUS

The "closed" wing of the museum. Dark, eerie. RED INFRARED BEAMS crisscross the entire length of the hall at twenty-foot intervals.

Barney starts moving down the hall -- straight into the teeth of the CRISSCROSSING INFRARED BEAMS when -- the set of beams before him suddenly DISAPPEARS -- Barney passes through -- the beams REAPPEAR behind him -- Barney keeps moving -- never slowing -- the next set of beams DISAPPEAR -- Barney passes -- they REAPPEAR again --

INT. VAN - CONTINUOUS

Wifi deftly controls the infrared beams via his system override.

INT. GROUND FLOOR - CONTINUOUS

Barney continues "WALKING THROUGH" the motion sensor beams -- all the way down the hall --

INT. VAN - CONTINUOUS

When suddenly...

Wifi's eyes WIDEN as he spots something on the drone monitor.

CLOSE ON MONITOR: Zooming in on a FLEET OF VEHICLES pulling before the museum far below.

WIFI

Shit...

INT. GROUND FLOOR - CONTINUOUS

Barney hears Wifi over his tac-com.

BARNEY

(into tac-com)

What is it?

WIFI (O.S.)

(filtered)

We've got company.

EXT. ART MUSEUM - CONTINUOUS

The Albanian mobster boss, **GORAN VATA**, 50s, steps from his Range Rover. He and sixteen HENCHMEN disappear inside the museum.

INT. ART MUSEUM - CONTINUOUS

Vata and his goons enter, fan out.

Shit! The number of hostiles to get through just doubled.

INT. VAN - CONTINUOUS

Wifi watches all this go down on the monitors when --

KNOCK! KNOCK!

Wifi spins. Two LOCAL COPS stand outside the van. Rapping on the driver window.

EXT. VAN - CONTINUOUS

Wifi gets out. The cops clock him, suspicious.

LOCAL COP #1
 (in Czech, subtitled in
 English)
 You can't park here -

WIFI
 (in flawless Czech,
 subtitled in English)
 Sorry, officer. I didn't see the
 sign -

Wifi quickly glances down the alley -- all clear -- and
 RENDERS BOTH COPS UNCONSCIOUS in the blink of an eye -- drags
 their bodies behind a nearby dumpster --

INT. VAN - CONTINUOUS

Wifi gets back in the van.

BARNEY (O.S.)
 (filtered)
 Problem?

WIFI
 (into headset)
 Solved.

INT. CENTRAL EXHIBIT HALL - CONTINUOUS

Conrad continues staring at *Cain Slaying Abel*, rapt.

Carrying a stainless steel BRIEFCASE, Vata walks up behind
 him. Footfalls ECHOING on the marble floor.

Conrad blinks, jerked from his reverie.

CONRAD
 (not turning around)
 You're early -

VATA
 Yeah -- how've you been -

CONRAD
 Busy -
 (gestures to the painting)
 My taste gets more contemporary as
 I get older - but great work is
 just that -

VATA
(eyes painting)
You can't get like that without
'roids. Impossible.

Conrad smiles, polite.

CONRAD
You're a caveman.

Vata hands the briefcase to Conrad. Conrad opens it. A collection of BLOOD DIAMONDS glitters within.

Conrad conjures a jeweler's loupe and examines one of the stones.

CONRAD
Looks close enough. If there's a problem...

VATA
...I make up the difference.

CONRAD
I sell you, a willing buyer, a
coupla FGM-148 Javelin Anti-Tank
Missiles, and they call that
criminal. My government sells the
exact same thing to a rogue nation-
state, and that's called good
commerce.

Conrad looks over.

VATA
I must go. Where are my missiles?

Conrad imperceptibly nods. Three large ART SHIPPING CRATES are carried out by Conrad's men. They pry open the first. Inside are the JAVELIN ANTI-TANK MISSILES.

CONRAD
Customs doesn't x-ray artwork.
Ruins the oils.

Satisfied, Vata nods to his men. They move forward to carry out the crates.

Conrad snaps the briefcase closed.

CONRAD
Pleasure, as always.

Vata turns to go. Pauses.

VATA
You have bioweapons?

Conrad stares. *Is he serious?*

CONRAD
Yes.

VATA
What do you have?

CONRAD
Bacteria, toxin, viruses. But people are too emotional for ownership. I don't want you killing all my customers by accident -

VATA
I'll pay you what you want.

When suddenly -- ALL THE LIGHTS GO OUT.

Night vision goggles GLOWING in the darkness, Barney and the Young Expendables OPEN FIRE. Conrad's bodyguards and Vata's henchmen fight back, firing wildly.

EXT. ART MUSEUM - CONTINUOUS

Through the windows, we see the FURIOUS FLASHES of gunfire inside.

INT. ART MUSEUM - CONTINUOUS

The enemy gunmen are CUT DOWN WHERE THEY STAND. Unable to see in the dark. Their WILD GUNFIRE rakes the museum. Paintings SHREDDED, sculptures OBLITERATED.

Unable to see, Vata wildly unloads with his MAC-10. Barney RIDDLES him where he stands.

Furiously firing, Conrad is whisked down the corridor by five bodyguards.

INT. HALLWAY - CONTINUOUS

Frantically rushing their boss to safety, Conrad's bodyguards DROP LIKE FLIES. The final two hustle Conrad into the museum PANIC ROOM. Lunge inside.

INT. PANIC ROOM - CONTINUOUS

The bodyguards lurch inside with Conrad. Slam and LOCK the galvanized heavy STEEL DOOR.

They stand in the darkened room, breathing ragged. All staring at the enormous steel door. Safe and secure behind it.

When suddenly behind them --

A FIGURE

drops down from the ceiling. Sensing something, the bodyguards spin as

LUNA

double-taps them both in the head. They drop like stones.

Conrad stares at Luna, unblinking.

LUNA

Barney says hello.

She TASERS him in the chest.

SLAMCUT TO:

EXT. VAN - CONTINUOUS

The dark van ROCKETS DOWN THE STREET.

INT. VAN (MOVING) - CONTINUOUS

Luna drives. In back, two benches on either side. Barney sits directly across from the still unconscious Conrad. Tape over his mouth, hands zip-cuffed in front of him.

BARNEY

You guys were tight. Great job.

LUNA

Even with a girl...

BARNEY

Yeah.

(into tac-com)

Trench, you copy?

EXT. ABANDONED COLD WAR AIRFIELD - CONTINUOUS

Trench waits with the Antonov at a deserted military airfield.

TRENCH
I'm waiting - all good -

INT. VAN (MOVING) - CONTINUOUS

Barney's eyes stay fixed on Conrad.

BARNEY
Package secured.
(checks watch)
ETA 26 minutes.

EXT. ABANDONED COLD WAR AIRFIELD - CONTINUOUS

Trench nods.

TRENCH
Hurry up - it's boring -

INT. VAN (MOVING) - LATER

Smilee glances at Barney.

SMILEE
Can I ask you something? Why don't
you put a bullet in his head and be
done it?

BARNEY
Too easy.

Conrad starts to STIR. Barney leans over, RIPS the tape off his mouth.

The instant Conrad blinks back into consciousness, Barney delivers a BRUTAL PUNCH to his face.

CONRAD
(recoiling from punch)
That's it? Only once?

Barney SMASHES him again.

CONRAD
(smiles, mouth bloody)
One more for luck?

Barney's eyes can barely contain their FURY.

Conrad takes it with Spartan coolness. The man's a whole different dimension of toughness. You could call him psychotic, but that would be a disservice. *He's just fucking tough.* Cunning. Unflappable. That demeanor grinds on Barney's patience. The angrier he gets the cooler Conrad gets.

Conrad glances at the Young Expendables.

CONRAD

These your students? Hi, kids.
What you learn tonight?

(back to Barney)

What happened to the old crew - oh
yeah, a few years back they were
fatally injured sticking their nose
into other people's worlds...
remember that kids, because that's
actually what you're doing now.

SMILEE

Let me shut his mouth.

BARNEY

He's not talking. He's squirming.

CONRAD

Yeah, squirming. That must be it -
(to Smilee)

And you, you're very brave, to a
man who's incapacitated, which is
good for you.

SMILEE

Is it?

CONRAD

Yes. It is. If I was cut loose I
would rip open your shirt and show
you your heart. Promise.

(to Barney)

We could end this mano-to-mano with
you snapping my spine or me pushing
your eye to the back of your
twisted brain -

(back to Smilee)

He thinks I'm joking. I'm not
joking. You should see me when I'm
angry. You'd be very impressed -
then dead -

BARNEY

You're not doin' nuthin' to nobody
anymore.

(to Luna)

Speed up.

Conrad glances at Luna.

CONRAD

A woman. Nice touch. Very modern
for you. Anything you wanna get
off your chest, Barney?

Barney just stares at him without emotion. Even the Young
Guns glance at each other with confusion and uneasiness.

CONRAD

See, this is when the captor keeps
staring at the prisoner to unnerve
him into submission... or do you
really have nothing to say?

BARNEY

When the time comes.

CONRAD

We should talk. Catch up on
things. Or are you thinkin' about
how you're gonna end it?

Driving, Luna speaks into her tac-com.

LUNA

Trench?

INT. COCKPIT - ANTONOV - CONTINUOUS

Trench goes through his pre-flight.

LUNA (O.S.)

(filtered)

Trench, we're approximately 8
minutes out.

Trench checks his watch.

TRENCH

Got it. What are your coordinates?

LUNA

Comin' up -

Luna checks her hand-sized LUMINATED METER.

INT. VAN (MOVING) - NIGHT

Barney checks his watch.

CONRAD

Trench? You hated him in the 80s,
what changed?

Barney remains silent.

CONRAD

Ever get rid of his accent?

Barney again deliberately checks his watch. Then eyes
Conrad.

CONRAD

So what's the end game? Takin' me
back to the Has-Been Crew and serve
me up as a penance - tribal - this
really cries out to be a one-on-one -
pull over.

BARNEY

Keep goin' -

CONRAD

You thought you killed me.

BARNEY

Yeah.

CONRAD

(to the group)
I'll run it backwards for you Eagle
Scouts - we were close once - we
started this together. I was the
original you. But we had a falling
out.

(to Barney)
You can call it many things, but
"falling out" will do, a
psychological and economical
falling out -

BARNEY

Bullshit. You went dark.

CONRAD

Baddest survive, those are the
rules, I didn't make 'em up -

(to the group)

(MORE)

CONRAD (CONT'D)

He didn't mind working for small-end money, being an employee, not an employer -

(to Smilee)

See if you don't get it now, you're never gettin' it. But it's a concept that eludes him. We could've worked it out. But no, he had a moral blockage.

(back to Barney)

But really, you shouldn't have guilt. You're just a bad leader.

BARNEY

Keep talkin' while you can.

CONRAD

Sure. See, the problem is you had a conscience, I didn't. It doesn't make you better than me, actually weaker.

Conrad leans forward, eyes BORING into Barney's.

CONRAD

Success, real success, means I'm willing to do things other people are not.

BARNEY

Some people aren't as sick as you.

CONRAD

But you are.

Conrad leans back, knowing he's causing Barney's blood to boil.

CONRAD

(to group)

Back to the history lesson. So I start my own business - CORE-TEN - it's a level of steel, symbolic and all that shit - I deal in weapons, explosives - and as fate would have it, your boss was hired by a competitor to shut me down - and it got ugly - and people died - and they were former friends...

BARNEY

(explodes)

Shut your mouth -

CONRAD

Three former friends. Our friends.
Men I broke bread with, fought
with, got shot up. Then you catch
me off guard - *good move* - and he
shoots me in the chest three times
then backs away to drag off the men
he got killed - and they got killed
because you couldn't stay out of my
business -

Barney seethes.

CONRAD

Look at him. He wants to see my
shadow bleed. You know when you go
after somebody like me for
vengeance, better bring two
coffins...

Barney's body is literally starting to vibrate with rage.

CONRAD

Still think about our friends you
got wasted?

(beat)

My scars have healed nicely - how
about yours?

Barney is about to erupt. The Young Expendables aren't sure
how to compute this scene.

SMILEE

Kill him. I'll do it.

LUNA

We're only five minutes out.

EXT. VAN (MOVING) - CONTINUOUS

The van starts to cross a HIGH BRIDGE spanning a wide gorge.
Fast-running river far below.

INT. VAN (MOVING) - CONTINUOUS

Conrad continues to taunt Barney.

CONRAD

Your conscience is a real stumbling
block - no matter how you look at
it -

Barney slowly pulls out CAESAR'S RAZOR and opens it.

CONRAD
Come on - do something - get rid of
some demons - it's the best part -

Barney pulls Conrad around -- takes the razor and CUTS OPEN
his jacket sleeve -- exposing an old original Expendables
TATTOO on Conrad's forearm --

BARNEY
(to Mars and Wifi)
Hold him.

SMILEE
What're you doin'?

Barney leans forward -- eyes filled with hate -- about to
slice the tattoo off --

CONRAD
(fearless)
Go ahead - it's faded -

Barney raises the razor. Conrad's head gestures towards his
wrist.

CONRAD
Love this watch. You should get
one -

Wifi grabs Conrad's wrist.

WIFI
It's a GPS tracker -

CONRAD
(smiles)
Should've let it go...

Barney's eyes flicker for the briefest second -- sensing
something unseen --

KA-BOOOOM!

An airstrike takes out a SECTION OF ROAD AHEAD. Luna jerks
behind the wheel.

LUNA
(into mic)
We're under attack!

INT. ANTONOV - CONTINUOUS

Trench bolts upright, hearing the EXPLOSIONS over the radio.

TRENCH
Where are you?

No response, as he hears the EXPLOSIONS continue in the b.g.

EXT. BRIDGE - CONTINUOUS

A sleek BLACK JET COPTER hovers over the bridge, blocking their path. Twenty feet off the deck. Black-clad gunmen on the skids.

The chopper's MISSILE PODS fire again.

The road ERUPTS before them -- Luna OVERSTEERS -- van careening OUT-OF-CONTROL -- the van HITS THE BRIDGE RAILING -- ROLLS SIX TIMES -- DOORS FLYING OPEN -- ejecting Barney, Conrad and the Young Expendables from the TUMBLING VEHICLE -- bodies and weapons STREWN IN ITS WAKE --

Barney's body sprawls to a stop. He looks up, dazed.

He's separated from the Young Expendables. They scramble for cover on the far side of the crumpled van.

ON THE FAR SIDE OF THE VAN

Land Rovers screech up. Bodyguards pour out, weapons leveled.

The Young Expendables return fire. Chaos. Confusion.

Barney struggles to his feet -- lurches through the smoke and haze -- desperately trying to reach the Young Expendables --

Conrad points at Barney, screaming.

CONRAD
TAKE HIM OUT!

THE JET COPTER

unleashes another volley of missiles. Huge gouts of FLAME. The bridge simply DISAPPEARS beneath Barney's feet.

BARNEY

falls two hundred feet. DEBRIS raining down around him. PLUNGES into the rapids below.

UNDER THE WATER

Barney EXPLODES into the murky depths. The force of the current spins him UP -- whips him AROUND -- smashes him DOWN -- confusing swirl of water and light --

Barney spins, kicking hard for the surface above and

HE BURSTS FROM THE SURFACE

Barney gasps for air -- gunshots from the FIREFIGHT on the bridge far above echoing -- Barney FIGHTS the swirling rapids -- each time he COMES UP FOR AIR -- the bridge getting FURTHER AND FURTHER AWAY --

WHEN ALL AT ONCE -- A SOLID WALL OF SOUND AND --

Barney gets sucked over a huge DAM WATERFALL. He PLUNGES down -- WALL OF WATER ENGULFING HIM -- disappearing into the CHURNING RAPIDS below...

And is gone.

EXT. BRIDGE - CONTINUOUS

Surrounded, out of ammo, the Young Expendables are forced to surrender.

The bodyguards roughly grab them. Throw them to the ground. Hands ziptied behind them.

Krug grinds his boot into Smilee's spine. Presses his handgun against the back of Smilee's head to BLOW HIM AWAY when --

CONRAD (O.S.)

Don't -

REVERSE ANGLE

Conrad stands by the bridge railing. Staring down into the fast-moving rapids below.

Slowly, he turns.

CONRAD

Keep them alive.

Eyes hardening, Conrad turns and heads for the jet copter, which has landed further down the bridge.

CONRAD
(to Krug)
I need a body.

CUT TO:

EXT. RIVERBANK - DAWN

Alpine wilderness. Barney's body has washed up on the mud-covered banks of the river. Unmoving.

THE BARREL OF A HECKLER & KOCH G36

nudges the back of his head. Barney stirs, looks up --

He's surrounded by FIVE OF CONRAD'S BODYGUARDS. They stare down at him, faces sinister.

HEAD BODYGUARD
Get him up -

Another bodyguard roughly GRABS Barney's hair, about to jerk him to his feet when --

VOICE (O.S.)
Be gentle -

The henchmen spin, and see

TRENCH

holding Caesar's AA-12 automatic shotgun.

TRENCH
(to Barney)
Long night?

The guards go for their weapons, and Trench UNLOADS with the automatic shotgun. Four die and a fifth starts to run. His form is obscured by trees or rocks. The shotgun is useless at this distance.

Barney rolls to his knees -- snatches a pistol from a dead henchman and -- striking a sharpshooter pose -- fires a near IMPOSSIBLE SHOT and the henchman drops --

TRENCH
I suck with pistols.

BARNEY
Can't be good at everything. How'd you find me?

TRENCH
The girl gave me the coordinates.

INT. CARGO HOLD - ANTONOV (STATIONARY) - LATER

Back inside his plane. Barney bandages his wounds.

BARNEY
Where are they?

TRENCH
You know him - how he thinks -

BARNEY
He plays games - that's what I
know -

TRENCH
They're probably dead. Let's go,
or we're next.

Barney opens his laptop.

BARNEY
Need a better flightplan -

The MESSAGE LIGHT winks on.

CLOSE ON LAPTOP SCREEN: Barney accesses the pre-recorded VIDEO MESSAGE... and Conrad stares back at him. Conrad's in some kind of airborne aircraft. Young Expendables BOUND AND GAGGED behind him.

CONRAD
Five men killed - I take it you're
still with us -

Beat.

CONRAD
You should've taken me out when you
had the chance. Cause that's the
only chance you'll ever get.

Conrad nods to Krug. The big beast roughly grabs Luna and drags her before the camera.

CONRAD
I don't know what you think about
your men and this woman...

CLOSE ON SCREEN: Krug starts to slowly garotte Luna. Almost killing her -- she's on her knees --

Barney blinks, helpless.

CONRAD
...personally, I would move on,
write it off to collateral
damage...

CLOSE ON SCREEN: Krug releases Luna, who drops to the floor.
Gagging, gasping for air.

CONRAD
Whaddaya you wanna do? 48 hours
and they're gone for good.

Beat.

CONRAD
You want 'em? Come get 'em. I'll
make it easy for ya.

The video message ENDS.

Barney stares at the blank screen. Features hardening with
resolve.

TRENCH
You know what's gonna happen if you
go back. You're done.

BARNEY
I know.

-- SERIES OF QUICK CUTS --

Switches being flipped.

Propellers starting to spin.

Wing flaps whirring.

EXT. ABANDONED COLD WAR AIRFIELD - CONTINUOUS

The Antonov ROARS down the runway and into the night.

CUT TO:

INT. OLD POINT BAR - NIGHT

Christmas enters. Sees Gunnar, Toll Road and Surgeon
standing by the bar.

CHRISTMAS

What's so goddamn urgent?

Gunnar, Toll Road and Surgeon trade confused looks.

SURGEON

You tell us.

CHRISTMAS

How the hell should I know? You sent the text to meet you here.

SURGEON

Do I look like I motherfuckin' text?

BARNEY (O.S.)

It was me.

Everyone spins. Barney stands there.

GUNNAR

Well, look who it is -

The Old Expendables LOCK EYES with Barney. Dead silence.

BARNEY

I've got a job.

TOLL ROAD

What kind of job?

Barney holds their gaze.

BARNEY

My team's been captured.

GUNNAR

Not interested.

SURGEON

We're busy.

BARNEY

Get unbusy.

TOLL ROAD

Get lost.

Christmas walks over to Barney. The two lock eyes.

CHRISTMAS

We don't work for you anymore.
Remember?

SURGEON
We're enjoying our lives.

BARNEY
(he knows better)
Are you?

The Old Expendables trade looks.

CHRISTMAS
Yeah, we are.

Christmas holds Barney's gaze. Defeated, Barney starts to turn and walk out.

Then stops. Spins back on them, angry.

BARNEY
I was tryin' to protect you. I
actually care about you assholes.
Maybe I was just too proud to admit
it.

The men stare back at Barney, unmoving.

Barney's fists CLENCH. It actually looks like they might come to blows...

BARNEY
So I made a mistake. I can admit
it. I thought there was a goddamn
heart in your chest.

CHRISTMAS
Let me get this straight. You want
us to help save people you don't
even give a shit about?

BARNEY
Well... maybe I changed my mind.

The Old Expendables hold their ground. Faces stone.

GUNNAR
We're done. You said so yourself.

EXT. OLD POINT BAR - CONTINUOUS

Barney exits, utterly defeated. Turns the corner when

A HAND

reaches for him from the shadows. Barney spins --

It's 3-D.

3-D
Remember me? 3-D?

Barney exhales. Keeps walking. 3-D matches him stride for stride.

BARNEY
Whaddaya want?

3-D
I want in - people talk - I hear -
I know the problem - I want in - I
am very experienced -

BARNEY
I don't know anything about you -

3-D
Fill you in - I am good - very
good - at warfare - good memory -
afraid of nothing - and want to be
your friend -

BARNEY
I don't need a friend.

3-D
Good - I don't want to be your
friend -
(beat)
In my life - I must have something
to do - not just anything - what I
was born to do -

BARNEY
What I plan on doin' will probably
get you killed -

3-D
(smiles)
So will doing nothing.

INT. CARGO HOLD - ANTONOV - NEXT DAY

Barney loads PALLETS OF GEAR into the cargo hold. 3-D helps.

3-D
This is much equipment for only two
people -

BARNEY

Yeah.

3-D

Expecting anyone else?

BARNEY

Not anymore.

3-D

Big plane - so many weapons - for
only two people - but feels lonely -
don't you think -

BARNEY

Who cares?

INT. HANGAR - CONTINUOUS

Barney FUELS the plane, glazed look in his eyes. 3-D helps.

3-D

Have you been doing this work long
time? I have. How about you? I
never wanted to do anything else.
And you? Guess not. I'm not the
only one sick in the head. I like
that -

Barney scratches the back of his neck. Checks his watch.

INT. COCKPIT - ANTONOV - CONTINUOUS

Barney does pre-flight. 3-D continues.

3-D

Where were you born?

(no response)

Want me to stop asking questions?

BARNEY

(engrossed in pre-flight)

If you don't mind -

3-D

I do - we have a brain - to
communicate. Where were you born?

BARNEY

New York.

3-D
City or state?

Barney looks up.

BARNEY
Think I know why your old team let
you go.

INT. ANTONOV AN-26 (TAXIING) - SLIGHTLY LATER

Barney taxis from the hangar. 3-D eager with anticipation
in the co-pilot seat.

3-D
I like New York - very nice - for a
couple of months - I am from
Shanghai -

BARNEY
That's good.

3-D
Singapore has become more hip than
New York -

BARNEY
Hip? You don't stop.

3-D
In 1980 - Shanghai have no
skyscraper - not one - now 4,000 -
two times as many as New York - you
tell me what is hip -

BARNEY
Sure you want in, 3-D?

3-D
Of course.

BARNEY
Good. Cause if we run out of
bullets you'll talk 'em to death -

EXT. AIRFIELD - CONTINUOUS

The Antonov taxis across the tarmac.

INT. ANTONOV AN-26 (TAXIING) - CONTINUOUS

Barney settles into his seat for the mission. It's suicide, and he knows it. But at least there's two of them.

BARNEY

Last chance - you wanna turn back -
now's the time -

3-D

If you don't want me to break your
neck - don't ask me that again -

BARNEY

I take that as a yes -

Barney turns the nose of the plane down the runway. Looks up through the windscreen.

And sees --

THE OLD EXPENDABLES

standing in a line across the runway. Figures shimmering in the heat haze.

Christmas. Surgeon. Toll Road. Gunnar.

Go-bags over their shoulders. Automatic weapons slung.

Barney and the Old Expendables LOCK EYES. A whirlwind of emotions pass between them.

CLOSE ON BARNEY'S FACE

The bonds of friendship and brotherhood really are forged in iron.

The Old Expendables are reborn.

INT. ANTONOV AN-26 (AIRBORNE) - LATER

Barney flies. Christmas shotgun. Barney's cell RINGS.

BARNEY

(answers)
Yeah?

INT. LOBBY - CIA HEADQUARTERS - CONTINUOUS

Cellphone to his ear, Church crosses the marble lobby, CIA SEAL emblazoned on the floor. Swipes his pass and exits the building.

CHURCH

Just thought you should know the
shitstorm you're droppin' into.

INTERCUTTING

Barney puts Church on speaker.

BARNEY

Go ahead.

CHURCH

Had NSA run a signal and frequency
analysis on your team's phones.
This bastard isn't even tryin' to
hide 'em...

BARNEY

Where's he taken them?

CHURCH

Azmenistan.

CHRISTMAS

Sounds like a breakaway republic
that broke away from a breakaway
republic.

Church flips through SURVEILLANCE PHOTOS in the dossier he holds.

CLOSE ON PHOTOS: WAR ATROCITIES in Azmenistan. CONRAD and a bearded WAR COLONEL walking through the war-torn streets.

CHURCH

Not far off. Stonebanks has called
it his compound - well-enforced - a
training ground for his goons -

CHRISTMAS

What's up with the local army?

CHURCH

(re: Christmas's British
accent)

I never understand a word this guy
says.

BARNEY

Local army status.

CHURCH

Small military. Stonebanks lines the brass's pockets so he's got the pull. Been runnin' his operations through this shithole of a country for years. Believe it or not, I've learned to appreciate you, so I'm gonna give you my advice -

CHRISTMAS

What's the advice?

CHURCH

What fucking language is that?!

CHRISTMAS

(low, to Barney)

I'm cuttin' his tongue out for fun -

BARNEY

He's right - I don't understand you either -

(into mic)

What's the advice?

CHURCH

Turn it around, or there ain't gonna be enough left of you ego clowns to pick up with tweezers.

BARNEY

Send help or don't worry about it.

Church smirks, clicks off. Jumps into a waiting ESCALADE.

INT. ANTONOV AN-26 (AIRBORNE) - SOMETIME LATER

As they continue flying in, Barney turns. Christmas stares at him.

BARNEY

What?

CHRISTMAS

Look at this mess you got us into - you get too emotional -

BARNEY

Sometimes -

CHRISTMAS

All the time.

BARNEY

Goin' after them - it's the right thing - call it humane -

CHRISTMAS

Flyin' halfway around the world on this rattle-trap, then gettin' shot to pieces so we can save the New Kids on the Block ain't humane - it's bloody moronic -

BARNEY

I know.

CHRISTMAS

Brilliant. He finally admits he's not a full shilling -

Beat.

BARNEY

I missed you, Christmas.

CHRISTMAS

I missed you too, you daft bastard.

EXT. COUNTRYSIDE - AZMENISTAN - DAY

Under heavy gray skies, the Expendables hike overland. Carrying full packs.

SUPER THE LEGEND: **AZMENISTAN**

The trek is arduous.

They forge a SWOLLEN RIVER.

Cross an ominous STONE FOREST. Massive ROCK TOTEMS standing like silent sentinels.

Barney moves up alongside 3-D.

BARNEY

Gettin' on with the guys?

3-D

Tall one hates me.

Gunnar steps over.

GUNNAR
He's full of crap.

TOLL ROAD
He lost ten G's.

BARNEY
(to Gunnar)
How'd you lose ten G's?

GUNNAR
Bullshit. I'm not payin' him
nothin'.

3-D
You will when I break your ribs.

GUNNAR
You'll need a ladder to reach 'em.

BARNEY
What happened?

3-D
(nods at Gunnar)
He thinks the fork is better than
chopsticks. Makes fun of
chopsticks.

BARNEY
So?

3-D
So I said we invented both forks
and chopsticks 5,000 years ago -
and we like chopsticks better - he
called me stupid - and a liar - and
bet me we invented nothing - I look
it up -
(holds up iPhone)
He loses. I'm rich.

CHRISTMAS
We're never gettin' out of here
alive.

LATER

Barney finds himself hiking alone next to 3-D.

BARNEY
What really happened with your
team?

3-D
Why's it matter now?

BARNEY
I like to know who I'm working with
and why.

3-D
(beat)
They're not around.

BARNEY
Why'd they let you go?

3-D
They didn't.

They continue hiking.

3-D
Benghazi. Retrieving a hostage.
Something like we're doing.
Good day. No problem. Then all
went bad. We got hit. Cut off.
Waited for support. None came.
Everybody died. Except me.

It's a poignant moment. As Barney realizes 3-D's talkative exterior is merely a coping mechanism for his inner demons.

UP AHEAD

Toll Road notices the touch-screen TAC PAD that Gunnar now wears on his forearm (the same model Tac Pad which Gunnar mocked Wifi for wearing earlier).

TOLL ROAD
When'd you get that thing?

GUNNAR
(embarrassed, hiding it)
Yeah, I've had it for awhile now...

EXT. RIDGELINE - LATER

The Expendables move to the crest of a high ridgeline. A wide valley unfolds below.

Barney raises his binoculars, peers down.

POV BARNEY: Through his binos, the ghostly remnants of a NEVER-COMPLETED RESORT COMPLEX rise from the scrubby wasteland. Like some bizarre Third World hellzone in the middle of nowhere.

The centerpiece is a monstrous, half-finished CASINO/HOTEL RESORT. Think a derelict Eastern Bloc fortress crossed with a crazed madman's dungeon/retreat mixed with the female sniper's blind from Hue in *Full Metal Jacket*.

This is The Block.

Barney switches to INFRARED. A single cluster of HEAT SIGNATURES glows inside The Block. Other than that, it's completely clean.

Nothing else for miles in every direction. Weird.

EXT. APPROACHING THE BLOCK - LATER

The Expendables creep forward across the rubble-strewn ground. Everything eerie, silent. Tension thick.

Barney senses something ahead. We don't see it.

He holds them up. Fingers tensed on triggers. Ridiculous amount of firepower ready to unload when --

A STRAY DOG

suddenly darts between piles of rubble. False alarm.

They continue to move forward.

And up ahead...

EXT. THE BLOCK - CONTINUOUS

The Block looms against the dull gray sky.

WE SEE IT CLEARER NOW: A 12-story poured concrete and steel skeleton. Concrete walls, exposed beams, rebar. Twisting maze of stairs, ramps, and hallways. 400 meters a side. A looming, demented First Person Shooter nightmare.

The Expendables stand looking at the mad edifice.

SURGEON

Man's just playin' with ya. No way
we're just rollin' up on this place -

CHRISTMAS

Could it be more obvious that it's
a trap?

BARNEY

We've been through this before.

They creep closer. Barney checks his infrared again.

BARNEY

5 signals. 7 stories up.

GUNNAR

How we gettin' out?

SURGEON

This ain't workin' -

BARNEY

What'd you expect?

CHRISTMAS

Maybe a chance.

BARNEY

He knows we're here - he's playin'
the game - you know he's got eyes
on us now - there's no goin' back
anyway -

3-D

Sun Tzu once said - great results
can be achieved with small forces.

CHRISTMAS

Then call him and get him out here
to help...

INT. THE BLOCK - 7TH FLOOR - CONTINUOUS

The Young Expendables are hanging from their wrists, bound by
cords, wrapped around a beam. They've been ROUGHED UP.
Conrad enters with Krug.

CONRAD

Wake up. He's here. It's all
gonna be over soon. And you'll be
dead. Because you got caught up in
his moral chess game.

Conrad steps over to Luna.

CONRAD

You're the one I feel most bad for.

LUNA

Who cares what you think?

CONRAD

(impervious)

I have a daughter somewhere.

Doesn't matter.

(to Luna)

You just chose the wrong profession.

SMILEE

No. You did.

CONRAD

Why? Cause I'm on the wrong side?

Conrad grabs Smilee by the throat.

CONRAD

For the record, Wanna-Be, when the CIA, your side, wanted real men doing the dangerous work in the dangerous places, they called us - when they didn't wanna get their hands dirty - they called us - we did it - cheaper and better - cleared every hot spot they had - killed the bad guys - so the good guys could roll in lookin' like heroes - then the big boys in Washington, as usual, wanted no loose ends and they tried to bury yours truly and here we are - yeah, we killed a lot - and at the same time saved more goddamn lives than you or Ross could ever dream of - I'm a paradox -

(starts to exit)

Not that it matters. Never do business with the government, kids.

Conrad and Krug exit.

INT. LOBBY LEVEL - THE BLOCK - CONTINUOUS

The Expendables enter, stealthy. It's spooky, deserted. Crumbling concrete walls. Rebar jutting like spikes. Piles of debris.

They make their way silently through the creepy, ominous complex. Covering each other. Tactical.

INT. STAIRS/RAMPS - THE BLOCK - CONTINUOUS

Barney peers up.

The circular, abandoned GAMING FLOOR AREA rises above them. Spiralling ever upward. Water dripping down.

They move up a level.

Then another. And another.

INT. HALLWAYS - THE BLOCK - CONTINUOUS

They continue up floor by floor. Nerves on edge. Fingers tensed on triggers.

Behind every pillar, we expect someone to jump out. Every corner -- every shadow -- hiding a potential ambush --

INT. 7TH FLOOR - THE BLOCK - CONTINUOUS

The Expendables follow Barney from the stairwell onto the seventh floor.

Wary, they move down the dim, deserted hallways.

Unfinished walls and crude columns cast crazy shadows. Water rhythmically drips. Rebar exposed.

As the Expendables pass -- WE SEE -- molded into the connection of two steel joists -- hidden from view -- a mass of C-4 PLASTIC EXPLOSIVE -- red arming light WINKING --

INT. CROSS HALL - 7TH FLOOR - THE BLOCK - CONTINUOUS

The Expendables turn the corner, and find --

THE YOUNG EXPENDABLES

Hanging from their wrists. Completely unguarded.

The Old Expendables quickly cut them free.

In the corner, unnoticed, sits an old TELEVISION SET. Fixed atop it a staring CAMERA EYE...

INT. BUNKER - CONTINUOUS

CLOSE ON MONITOR SCREEN: We see the Old Expendables freeing the Young Expendables across the room.

PULL BACK

Conrad intently watches his command bunker MONITOR SCREENS. Krug at his side.

CONRAD
Knew you couldn't stay away.

INT. 7TH FLOOR - THE BLOCK - CONTINUOUS

Everyone spins at the sound of Conrad's voice. FACE STARING BACK from the TV.

CONRAD (ON TV)
Pretty much what you expected?

BARNEY
Now what?

INT. BUNKER - CONTINUOUS

Conrad smiles into his monitor screen.

CONRAD
You are the best of the worst.

BARNEY
They go. We finish it. Right?

CONRAD
No, you're confused - as usual - now we go through the whole survival of the fittest horseshit because you had to push it. You got them in - now try getting them out -

INT. 7TH FLOOR - THE BLOCK - CONTINUOUS

The Expendables trade looks.

CONRAD (ON TV)
This entire structure's been wired with C-4. It would take a healthy person 90 full seconds to make it out.

Suddenly, we hear a distinct BEEPING.

INT. BUNKER - CONTINUOUS

Conrad's eyes smile.

CONRAD
You got 45.

INT. 7TH FLOOR - THE BLOCK - CONTINUOUS

Toll Road quickly crosses to the sound of the BEEPING. It's another EXPLOSIVE CHARGE, molded into the steel joist. The timer counts down.

43... 42... 41...

CONRAD (ON TV)
Just one of three dozen throughout
the building.

Toll Road glances at Barney. He's not bluffing.

CONRAD (ON TV)
Maybe there's life after death.

Surgeon RIPS the camera eye from atop the TV and CRUSHES it under his boot.

INT. BUNKER - CONTINUOUS

CLOSE ON CONRAD'S MONITOR: The screen goes BLACK.

INT. 7TH FLOOR - THE BLOCK - CONTINUOUS

The Expendables trade looks.

CHRISTMAS
We're screwed.

WIFI
Maybe not -

Wifi violently RIPS the touch-screen TAC PAD strapped to Gunnar's forearm.

WIFI
(re: Tac Pad)
5 percent battery power? You
didn't charge it?

Gunnar just shrugs. Wifi's fingers fly over the keypad.

INT. BUNKER - CONTINUOUS

Conrad's TECH GUY presides over the countdown timer on the control console. It inexorably winds down.

34... 33... 32...

INT. 7TH FLOOR - THE BLOCK - CONTINUOUS

Wifi's hands are a blur.

3-D
What's he doing?

WIFI
Hacking Stonebanks's wireless -

CHRISTMAS
(to Gunnar)
Can that thing do that?

GUNNAR
(shrugs)
I use it to check the weather.

SURGEON
Would you shut up and let the man
work?
(to Wifi)
Move those fingers, boy!

INT. BUNKER - CONTINUOUS

The timer counts down.

23... 22... 21...

INT. 7TH FLOOR - THE BLOCK - CONTINUOUS

Everyone stares, holding their breath.

A single bead of sweat slides down Wifi's face.

INT. BUNKER - CONTINUOUS

Conrad watches the timer counting down.

14... 13... 12...

It holds on 12. Stays on 12.

CONRAD
(to Tech Guy, muting his
mic)
What happened?

Tech Guy's hands are flying over his keyboard now.

TECH GUY
I've lost override -

CONRAD
Get it back. Now.

INT. 7TH FLOOR - THE BLOCK - CONTINUOUS

Everyone breathes a sigh of relief. For now.

GUNNAR
Whatever I said about you before,
kid? It's taken back.

MARS
Shit.

Mars quickly moves to the window across the room -- peers
out -- AND SEES --

-- SERIES OF QUICK CUTS --

SOVIET T-72 TANKS and ARMORED PERSONNEL CARRIERS rolling from
UNDERGROUND TUNNELS.

Hundreds of UNIFORMED TROOPS bursting from their hardened
(and infrared-resistant) HIDDEN BUNKERS.

A sinister-looking Russian-made ZSU-23-4 QUAD ANTI-AIRCRAFT
GUN churning from another SUBTERRANEAN TUNNEL.

It's a SMALL ARMY. Coming at them from every direction.

INT. BUNKER - CONTINUOUS

Conrad watches the approaching army on his video monitors.

INT. 7TH FLOOR - THE BLOCK - CONTINUOUS

Barney spins, unleashes a volley of bullets into the TV -- OBLITERATING Conrad's face in a shower of sparks.

Outside, the Expendables watch the enemy relentlessly roll forward.

Suddenly, three enemy KA-60 COMBAT CHOPPERS zoom in from above. Heavily-armed SAS-style TROOPERS in black balaclavas hanging from the skids.

SURGEON

Day keeps getting better and better.

The Expendables are trapped. About to be squeezed in a vise from both above and below simultaneously. All looks lost.

3-D

What now?

SURGEON

(to Wifi)

Any more smart ideas, Google Boy?

CHRISTMAS

Eight against eight hundred.

GUNNAR

(re: Young Expendables)

How exactly did you shitheads manage to get captured anyway?

MARS

Store it, *pendejo*!

TOLL ROAD

Hey, we wouldn't even be here you assholes hadn't gotten nabbed --

LUNA

Outta my face, man!

The arguing escalates into a SCREAMING MATCH when --

A GUNSHOT

rings out. Everyone spins. It's Barney, bullet fired into the ceiling.

BARNEY

That's enough.

Barney glares at them, eyes hard.

BARNEY

Go ahead. Why don't you just kill each other now? Hey, we're all buyin' it we don't get our shit together right now -

Everyone trades looks.

BARNEY

Way I see it - we can either die or fight our way out of this. Together.

Beat. The Old Expendables hand their back-up weapons to the Young Expendables.

Toll Road tosses Mars a 12-GAUGE SHOTGUN.

MARS

Major low tech.

TOLL ROAD

Blow your head off just as good.

MARS

If you're three feet away.

Everyone locks and loads. Turns to Barney.

BARNEY

Up is out. Christmas, Smilee, Luna, you're with me.

(then)

Toll Road, 3-D, Mars - east stairs.

(to Gunnar, Surgeon, Wifi)

You guys - west stairs. Stop 'em or slow 'em.

Barney holds their gaze.

BARNEY

Any get past you, we're all dead.

Got it. They all turn to go when --

WIFI

(re: Tac Pad)

This thing's down to 4 percent. When the battery dies, we lose override...

TOLL ROAD
(understanding)
...and we all go boom.

BARNEY
So work fast.

INT. BUNKER - CONTINUOUS

The bearded WAR COLONEL in charge of the troops outside speaks into his mic.

COLONEL
Take the place down.

EXT. THE BLOCK - CONTINUOUS

Armored personnel carriers roll up.

EXT. ENTRANCE - THE BLOCK - CONTINUOUS

Troops pour in.

INT. LOBBY - THE BLOCK - CONTINUOUS

The troops rush inside. Race up the various stairwells, weapons leveled.

EXT. ROOF - THE BLOCK - CONTINUOUS

The KA-60 choppers hover. Enemy SAS troops rappel down on fast ropes.

EXT. ROOF SUB-LEVEL - THE BLOCK - CONTINUOUS

An enormous, disused Olympic-sized SWIMMING POOL just below roof level. Filled with a foot-and-a-half of brackish rainwater from holes in the roof.

The airborne troops surge inside from the roof above. Race down the various stairwells.

The vise is tightening.

INT. 3RD FLOOR - THE BLOCK - CONTINUOUS

The ascending troops make it up to the third level when --

GUNFIRE SUDDENLY ERUPTS EVERYWHERE AT ONCE

Toll Road's Team (Toll Road, 3-D, Mars) and Gunnar's Team (Gunnar, Surgeon, Wifi) fix the enemy in a VICIOUS CROSSFIRE. Riddling them where they stand.

Toll Road unloads on them with the AA-12.

TOLL ROAD

This is for Caesar, assholes!

He mows down the enemy in droves.

Driven back, four of the enemy spin around the next corner --

BOOM! BOOM!

Two of the hostiles fall. Incredibly fast, Mars reloads the shotgun. Like he was born with it in his hands.

BOOM! BOOM!

The second pair of hostiles sprawl dead. Jesus, this kid is good.

Toll Road stares, impressed. The two share a look.

TOLL ROAD

Not bad, rookie.

Spoken like a true Expendable.

No time to gloat, though. The fallen troops are quickly replaced. Respond with a FURIOUS VOLLEY of their own. Barrage of grenades and RPGs.

The Expendables are forced to fall back, up to the 4th floor.

INT. 10TH FLOOR - THE BLOCK - CONTINUOUS

The airborne troops continue down.

INT. 9TH FLOOR - THE BLOCK - CONTINUOUS

Barney's Team (Barney, Christmas, Smilee, Luna) are waiting.

The airborne troops round the corner -- and are suddenly met with a HAILSTORM OF LEAD -- Barney, Christmas, Smilee and Luna all firing on FULL AUTO --

INT. BUNKER - CONTINUOUS

Conrad hovers over Tech Guy, hands working the keyboard.

CONRAD

Know if those charges aren't fired
up in five seconds - I kill you -

INT. VARIOUS STAIRWELLS - THE BLOCK - CONTINUOUS

Troops continue pouring up. Fire stairs, residential stairs, service stairs.

INT. VARIOUS HALLWAYS - THE BLOCK - CONTINUOUS

The Expendables KEEP FIRING -- FALL BACK -- KEEP FIRING --
FALL BACK --

Assault rifles. RPGs. Wild gunfire, ricocheting bullets.
Chaos.

3-D valiantly tries to hold off the ATTACKING HORDES -- is
driven back by a FURIOUS HAIL OF GUNFIRE -- he dives around
the corner --

20 ENEMY TROOPS rush forward -- FIRING -- race around the
corner after 3-D -- bloodlust in their eyes -- and are gone --

PAN UP

3-D's wedged up against the CEILING. Hands and feet pressed
against opposite walls.

He lands on the floor like a cat.

3-D spins and -- without looking -- dives into the nearest
open doorway...

INT. ROOM - THE BLOCK - CONTINUOUS

...he's dived into a room with 5 soldiers. Hornet's nest.
Oh, shit.

Except 3-D is the apex predator.

He kills the first soldier with his knife -- FLASH OF STEEL --
the second soldier drops -- JUGULAR CUT -- 3-D SPINS -- uses
the third soldier as a SHIELD -- then his own handgun to
RIDDLE the fourth. And finally the last...

The final MASSIVE SOLDIER looms. Looks like he's carved from granite. The two opponents circle. A feint, another feint, a fake left. This guy's good.

A brutal, savage HAND-TO-HAND BATTLE begins. Two warriors simply BRUTALIZING THE SHIT out of each other. BLOW AFTER BLOW.

It's a walls smashing, full contact LIFE-AND-DEATH BATTLE.

Blood spills.

Eyes swell.

And still they continue.

The massive soldier takes a particularly VICIOUS SERIES OF COMBINATIONS. He seems to be depleted, about to be beaten down.

But it's simply a feint. His next series BATTERS 3-D. Back. Back. Back. And with a jab-uppercut-hook...

3-D is ROCKED BACK. Another combination follows. And another. And another.

MASSIVE SOLDIER
One billion Chinamen in the
world...

The massive soldier smiles, evil.

MASSIVE SOLDIER
...what's another dead one?

He rears back to deliver the DEATH BLOW -- but 3-D BLOCKS IT. 3-D BATTLES BACK. More BRUTAL HAND-TO-HAND. The soldier's very good. But 3-D is better.

The blow that finally kills the massive soldier CRUSHES HIS SKULL with an awful sound.

3-D
Guess we'll never know.

3-D heads back into the corridor. Empty now.

INT. HALLWAY INTERSECTION - THE BLOCK - CONTINUOUS

Gunnar, Surgeon and Wifi lay down a WITHERING BARRAGE OF FIRE. The enemy returns fire, even more FEROCIOUS. Bullets flying everywhere.

When without warning -- Wifi suddenly SPINS -- and bugs the hell out.

He turns and *runs the fuck away*.

Gunnar and Surgeon can scarcely believe it. But what'd they expect? These newbies aren't hardened. Back to what they have to do...

EXT. OUTSIDE FACADE - THE BLOCK - CONTINUOUS

But Wifi isn't bugging out. What he's doing is *insane*.

Seven stories high -- using only his hands -- he free-climbs, weapon strapped to his back, along the outside of the building to...

INT. HALLWAY - THE BLOCK - CONTINUOUS

...outflank the troops pinning them down.

Wifi leaps inside -- taking the enemy troops from behind by surprise -- BLOWS THEM AWAY --

INT. HALLWAY INTERSECTION - THE BLOCK - CONTINUOUS

Down the hall, Surgeon turns to Gunnar.

SURGEON

Knew he was gonna do that.

GUNNAR

Me too.

They charge forward, killing the remaining few hostiles who survived Wifi's onslaught.

INT. 10TH FLOOR - THE BLOCK - CONTINUOUS

Barney and Smilee push ever upward -- THEY SPIN AND FIRE -- SPIN AND FIRE -- BLAZING AWAY at the enemy --

Pausing to reload -- they share a quick moment together --

SMILEE

Sorry we let you down, Barney -

BARNEY

Don't worry -
 (fires a burst)
 (MORE)

BARNEY (CONT'D)

Here's your chance to make up for it.

They SPIN ON A DIME -- fight together -- Barney and Smilee -- back-to-back -- FEROCIOUSLY FIRING -- a twisting, whirling BALLET OF DEATH --

They BLOW AWAY a horde of onrushing hostiles -- enemy falling like flies -- CHAOS SWIRLING ALL AROUND THEM --

A ROUND TO THE SHOULDER suddenly spins Smilee to the ground -- he's been shot -- Barney whirls --

BARNEY

You're hit!

Smilee spins -- and WE SEE --

THIS JUST PISSES SMILEE OFF -- HE LUNGES FOR THE ENEMY -- TWIN MP5s BLAZING IN BOTH FISTS -- HOWLING WITH RAGE -- A ONE-MAN DOUBLE-FISTED AVENGING ANGEL OF DEATH --

Smilee marches straight down the hall and METHODICALLY BLOWS AWAY EVERY HOSTILE IN HIS PATH.

Barney, watching him, almost smiles.

INT. BUNKER - CONTINUOUS

Watching the battle on his monitors, Conrad grows frustrated. Turns to the Colonel.

CONRAD

Level the building.

COLONEL

But my men are in there.

CONRAD

I said LEVEL IT!

EXT. THE BLOCK - CONTINUOUS

The three enemy T-72 TANKS roll forward -- turret-mounted HEAVY MACHINE GUNS CHATTERING AWAY -- 125mm 2A46M smoothbore guns ROTATING TO FIRE --

BOOM! BOOM! BOOM!

The tanks start POUNDING THE SHIT out of The Block.

Beside the tanks, the ZSU-23-4 anti-aircraft gun OPENS UP WITH A CHAINSAW ROAR.

BLAM!BLAM!BLAM!BLAM!BLAM!BLAM!BLAM!BLAM!BLAM!

Chopping the facade of the building to ribbons.

INT. 10TH FLOOR - THE BLOCK - CONTINUOUS

Fighting his way to the roof, Barney feels the WHOLE BUILDING ROCK from the FUSILLADE OF TANK AND ANTI-AIRCRAFT FIRE.

INT. VARIOUS FLOORS - THE BLOCK - CONTINUOUS

The tank rounds and anti-aircraft fire TAKE OUT SCORES OF THE COLONEL'S MEN INSIDE. Huge chunks of building falling away. Only adding to the MAELSTROM of chaos and carnage.

INT. BUNKER - CONTINUOUS

Conrad sees this. Couldn't care less.

INT. VARIOUS HALLWAYS - THE BLOCK - CONTINUOUS

The enemy KEEPS COMING -- from above and below -- Young and Old Expendables FIGHTING FOR THEIR LIVES -- COMPLETELY BEING SQUEEZED by the counterattacking hordes --

The battle is SAVAGE AND RUTHLESS. Enemy troops MOWED DOWN IN WAVES by the Expendables' superior tactics and skill. Still, their reinforcements keep pouring in.

Still, the Expendables HOLD.

INT. 10TH FLOOR - THE BLOCK - CONTINUOUS

A balaclava-clad SAS TROOPER spins around the corner and
SURGEON

grabs him. Lightning-fast. SNAPS his neck.

Surgeon jerks up. More airborne troops are COMING. He looks down at the dead SAS trooper at his feet.

INT. ANOTHER HALL - 10TH FLOOR - CONTINUOUS

An entire SAS CREW -- nearly a dozen strong -- moves down the hall -- ON THE HUNT --

Weapons up. Fingers on triggers. When suddenly --

THE TRAILING SAS GUNMAN

RISES UP -- KNIVES IN EACH FIST -- AND INSANELY FAST -- IN A SERIES OF BLINDING MOVES -- KNIFE THROWS -- CUT JUGULARS -- BLADES THROUGH THE BRAIN -- STARTS MOWING THROUGH THE SAS SQUAD --

SEVERAL TROOPERS SPIN -- TOO LATE -- MASKED ATTACKER CHURNING THROUGH THEM -- HANDS A BLUR -- BLADES FLASHING -- CUTTING THEM DOWN LIKE A HUMAN CUISINART -- THE FINAL SAS TROOPER DRAWS HIS COMBAT KNIFE -- DOESN'T MATTER -- THE MASKED ATTACKER IMPALES THE SAS MAN WITH HIS OWN KNIFE --

WIPING OUT THE ENTIRE SAS CREW.

The SAS gunman pulls off his balaclava... it's Surgeon!

SURGEON

Kinda fool comes at me with a blade?

INT. BUNKER - CONTINUOUS

Conrad's seen enough.

He draws his polished nickel Desert Eagle .50AE pistol and SHOOTS THE COLONEL IN THE HEAD.

Conrad nods to Krug. Time to go. He storms from the bunker. Krug and the rest of the black-suited bodyguards follow.

Tech Guy, left behind, exhales. Relief on his sweat-soaked face palpable.

EXT. BUNKER - CONTINUOUS

Conrad emerges from the bunker, flanked by Krug and some twenty-odd BODYGUARDS. Weapons brandished, body armor, tac-coms. Like some black-suited EVIL SECRET SERVICE TEAM FROM HELL. Conrad's own private army.

They stalk for The Block, 150 meters away.

CONRAD
Want something done right, have to
goddamn do it yourself -

INT. 11TH FLOOR - THE BLOCK - CONTINUOUS

Barney spins on Christmas and Smilee. Roof just one floor above.

BARNEY
Almost there. Get the others -

Christmas and Smilee nod, race off.

Barney and Luna push for the roof. FIRE AND RELOAD. FIRE AND RELOAD.

BARNEY

runs dry -- tosses his empty M4 -- quick-draws his SIX-SHOOTER -- BLOWS AWAY three SAS troopers charging him with blinding speed --

An enemy trooper suddenly leaps around the corner -- RPG leveled --

BARNEY
RPG!

The enemy fires -- the RPG EXPLODES above them -- Barney's BLOWN OFF HIS FEET -- hundreds of pounds of steel and metal RAINING DOWN -- pounding Luna into the ground -- nothing but smoke and flame --

Barney can't believe what he's seeing -- struggles back to his feet and plunges into the fiery debris --

He reaches Luna. Trapped, bleeding, broken. What she's under will take a crane to lift.

LUNA
Leave me here. Go!

BARNEY
Not gonna happen.

And with that weird rush of endocannabinoids and opioids that happens when it has to happen, Barney simply heaves the mass aside. It's impossible. Yet it has to be done. And it is.

The two wounded warriors stagger/run through the smoke and flame. Zombies look better than these two.

They disappear upward into the haze.

INT. 9TH FLOOR - THE BLOCK - CONTINUOUS

Fighting their desperate HOLDING ACTION, Toll Road's Team and Gunnar's Team link up in their methodical retreat to the roof. The enemy keeps coming.

GUNNAR

Time to go full Viking on their
ass.

Gun in each hand, Gunnar strides to the head of the stairs and just HOSES DOWN the hostiles coming up. Utter bloodbath. His weapons run dry.

Still, the enemy KEEPS COMING.

The Expendables fall back. Ammo running low. Enemy swarms continuing to POUR UP the stairwells.

Gunfire. Grenades. And guts.

Are all that's standing between the Expendables and death.

From out of the smoky haze, Krug suddenly advances. Carrying a pair of Milkor 40mm shorties.

He stalks forward, impervious to the GUNFIRE all around him. Levels his Milkors.

First shot takes out a WALL. Christmas, 3-D and Mars unload on him. Second grenade takes out the CEILING. Huge SLABS OF CONCRETE fall from above.

Christmas is cut off from 3-D and Mars.

Krug focuses his efforts on Christmas. Rest of the bodyguard crew bear down on 3-D and Mars. Firing their MP5s in short controlled bursts. These guys are good.

3-D and Mars fight off Krug's crew as best they can. Outnumbered and outgunned. Both go dry.

3-D and Mars are driven back down a service corridor. With a fire box. And fire axes. Talk about old school.

They yank free the axes.

3-D kills the first bodyguard around the corner with an axe.

Mars steps out, launches his axe the length of the hallway. Kills a very surprised bodyguard holding an MP5.

Two hostiles down. Two MP5s retrieved. Back in business.

INT. CROSS HALL - THE BLOCK - CONTINUOUS

Christmas has been isolated by Krug. Krug marches down the hallway, boxing him in, firing his grenade weapons. Christmas is seriously outgunned.

Christmas ends up PINNED behind a concrete column. 40mm grenades blow chunks aside.

Christmas's gun runs dry. He retreats into...

INT. UNFINISHED HOTEL ROOM - 9TH FLOOR - CONTINUOUS

Bare concrete. Rebar. Ledge open floor-to-ceiling on one side.

Krug follows him in.

Christmas gets the drop on him. Wild shot from Krug's Milkor blows a MASSIVE HOLE in the ceiling. Christmas is tossed aside. Krug spins to blow Christmas in half.

Click. Click.

Both Milkor's empty. Krug tosses them aside. Draws a monstrous COMBAT KNIFE. The thing looks like a fucking sword.

Christmas draws his K-Bar.

KRUG
(evil grin)
Mine's bigger than yours.

Krug wades in, swinging his knife.

CLASH! CLANG!

Christmas scrambles back, parrying the furious BARRAGE OF BLOWS.

The two men savagely BATTLE -- like some kind of CRAZED MEDIEVAL SWORDFIGHT -- Christmas gains the upper hand -- BATTERS Krug across the room --

Krug BATTLES BACK -- huge blade WHIPPING THE AIR -- a whistling blow RAKES Christmas's arm -- drawing BLOOD -- Christmas SPINS AWAY --

Krug presses the attack, steel FLASHING.

He BATTERS Christmas backward -- eyes positively DEMONIC --
Christmas falters -- falling back under the BLINDING FLURRY
OF BLOWS --

Christmas goes down -- rolling -- Krug LEAPS UP -- combat
knife raised for the KILLING BLOW -- HE COMES AT CHRISTMAS
LIKE A PANTHER -- READY TO CHOP OFF HIS FUCKING HEAD WHEN --

SURGEON (O.S.)
Christmas!

Christmas spins. Surgeon whips an AXE to him -- it spins --
whirling through the air -- Christmas CATCHES it -- and in
one smooth motion --

HE LITERALLY CLEAVES KRUG IN HALF!

Krug's SPLIT-IN-TWO corpse crashes to the ground in DIFFERENT
DIRECTIONS.

CHRISTMAS
(looks at the axe in his
hands)
Whaddaya know? Size does matter.

Surgeon steps forward, flanked by 3-D and Mars.

Christmas shoots Surgeon a look.

CHRISTMAS
Had it all under control...

SURGEON
Yeah. That's what it looked like.

They all race for the roof.

INT. ROOF SUB-LEVEL - THE BLOCK - CONTINUOUS

Barney's Team has fought its way up to the roof sub-level.

Toll Road's Team and Gunnar's Team join them, valiantly
keeping the pursuing enemy at bay.

GUNNAR
Slowed 'em. Don't know for how
long.

SMILEE
(firing down stairwell)
They're still coming!

WIFI
(re: Tac Pad)
Battery's at 2 percent.

The Expendables trade looks. They're ready to move. What's the hold up?

INT. ROOF - THE BLOCK - CONTINUOUS

Barney peers out onto the roof. A HAIL OF GUNFIRE pounds the fire door.

The last of the chopper-borne SAS troops. Waiting to CUT THEM DOWN the instant they stick their heads out. Three enemy KA-60 choppers circling above for strafing runs.

Barney and Christmas trade looks, looking for a way out of this. There is none.

BARNEY
It ain't over yet -

CHRISTMAS
No, but the fat lady's steppin' to the microphone -

Barney grabs an entire Molle pouch of GRENADES.

Pulls the pin on one, then instead of throwing it, puts it back with the rest...

EXT. ROOF - THE BLOCK - CONTINUOUS

...and slings the ENTIRE BAG around the corner and out onto the roof. Amidst all the waiting gunmen.

A MONSTROUS SERIES OF EXPLOSIONS blows the waiting hostiles into the next world.

Barney and the Expendables rush onto the roof. FIRING up at the enemy choppers.

The first KA-60 makes a STRAFING RUN. Nose-mounted minigun BLAZING. The Expendables dive for cover.

The chopper loops around. Next pass going to kill them for sure when --

-- NOW EVERYTHING HAPPENS VERY FAST --

The KA-60 suddenly EXPLODES IN MID-AIR -- Barney blinks -- *how did that happen?* -- BOOM! BOOM! -- the other two choppers DISAPPEAR IN BLINDING FIREBALLS as well as --

A RUDRA MARK IV ATTACK HELICOPTER

SCREAMS in out of nowhere -- 20mm Nexter TURRET GUN blazing -- 70mm ROCKET PODS firing -- HELLFIRE MISSILES screaming from their tubes --

INT. RUDRA ATTACK CHOPPER - CONTINUOUS

Inside the cockpit, TRENCH mans the controls.

TRENCH ZOOMS IN FROM ABOVE -- FURIOUSLY STRAFING the enemy below -- AND WE SEE --

CHURCH and... YIN YANG

strapped into bungee harnesses -- firing SHUKO K-80 LIGHT MACHINE GUNS from the open chopper doors -- RAKING THE SHIT out of the enemy troops below --

-- they cut loose a RAIN OF HELLFIRE -- RIDDLING the hostiles caught out in the open -- machine gun teams on the ground DECIMATED -- enemy troops MOWED DOWN where they stand --

Bullets SNAP and WHIZ through the air.

CHURCH
(to Trench, sarcastic)
Think they coulda picked a fight
with any more guys?

All business, Trench SCREAMS AROUND FOR A SECOND PASS.

Rocket pods BELCHING FLAME, the ZSU-23-4 anti-aircraft gun EXPLODES. Direct hit. Trench OBLITERATES the trio of T-72 tanks with three pinpoint HELLFIRE STRIKES.

TRENCH
(flat)
Tanks... but no tanks.

The enemy's HEAVY FIREPOWER is left a smoking ruin -- WIPED OUT by the Rudra in less than 60 seconds flat --

EXT. ROOF - THE BLOCK - CONTINUOUS

From their vantage point on the roof -- the Expendables POUR FIRE DOWN on the demoralized and confused enemy below -- it's a turkey shoot --

MARS

continues snapping off rounds with PINPOINT ACCURACY --
dropping hostiles with every pull of the trigger -- THE KID
DOESN'T MISS --

The enemy ranks below are mowed down like a SCYTHE.

WHEN BEHIND THE EXPENDABLES -- UNSEEN --

The last of the black-suited bodyguards vault topside -- MP5s
leveled -- they race up behind the Expendables -- about to
BLOW THEM AWAY when --

Trench sweeps overhead in the Rudra and --

YANG

leaps from the open chopper door -- lands in the midst of the
onrushing bodyguards --

GUN IN EACH HAND -- YANG SPINS AND FIRES -- SPINS AND FIRES --
SPINS AND FIRES -- TAKES OUT BODYGUARDS -- DROPPING THEM LIKE
FLIES --

IT BECOMES HAND-TO-HAND -- YANG WHIRLS -- HANDS A BLUR --
FLYING WHEEL KICKS CUTTING THE AIR -- TAKES OUT BODYGUARDS
WITH BLINDING SPEED -- SHATTERING KNEES -- SNAPPING NECKS --
LEAVING THE BODYGUARDS SPRAWLED DEAD AT HIS FEET WHEN --

THE FINAL BODYGUARD

A huge Asian -- burly motherfucker -- twice Yang's size --
BLINDSIDES HIM out of nowhere -- SMASHES YANG INTO THE WALL --

YANG LEAPS UP -- dazed -- the two spin on each other --
CIRCLING -- classic MARTIAL ARTS BATTLE FOR THE AGES in the
offing --

They LUNGE for each other -- FEROCIOUSLY BATTLING -- a mind-
numbing FLURRY OF STRIKES AND COUNTERSTRIKES -- so fast the
eye can barely follow --

Yang TAGS the Bodyguard in the face -- the Bodyguard tastes
BLOOD for the first time -- ENRAGED -- HE ATTACKS -- slips
into full destruct mode and PUMMELS Yang with a WITHERING
SERIES OF VICIOUS BLOWS --

Yang -- exhausted -- slowing -- takes a SAVAGE BLOW to the
THROAT -- he FALTERS -- the Bodyguard spins Yang -- SEIZES
him from behind -- a vise-like HALF-NELSON HOLD -- Yang is
helpless in the Bodyguard's IRON GRIP --

The Bodyguard SQUEEZES -- cuts off Yang's AIR --

BODYGUARD
(in Yang's ear)
You're inferior -

-- Yang's VISION GRAYS -- pulse POUNDING in his ears --

BODYGUARD
- you're weak -

Yang stares up -- life draining from him -- about to succumb
when --

With one final, desperate BURST OF ENERGY -- Yang slides
down -- slips from the Bodyguard's STEEL GRASP -- KICKS his
legs back OVER HIS HEAD -- *CRACK!* --

AND SNAPS THE BODYGUARD'S NECK.

The Bodyguard bonelessly falls to the ground. Dead.

YANG
You're finished.

ACROSS THE ROOF

Trench bellows from the hovering chopper.

TRENCH
COME ON!

The Young and Old Expendables RACE across the roof. LEAP
aboard the Rudra.

Barney's the last man across the roof.

BARNEY

sprints for the chopper when

A LINE OF GUNFIRE

stitches across his path. He spins -- and sees --

CONRAD

lunge across the roof -- FIRING his Desert Eagle -- Barney
dives behind cover -- RETURNS FIRE with his six-gun --

Barney RUNS DRY -- SPEED-LOADS -- the two CHARGE EACH OTHER --
eyes crazed -- BLINDED BY RAGE -- FIRING --

Barney takes TWO ROUNDS IN THE CHEST -- body armor saving his life -- Barney tags Conrad TWICE as well -- Kevlar saving him -- they both RUN DRY -- toss their handguns -- LUNGE for each other like CRAZED GLADIATORS -- a furious FLYING TACKLE -- THEY CRASH THROUGH THE SPLINTERED ROOF -- FALLING --

INT. ROOF SUB-LEVEL - THE BLOCK - CONTINUOUS

-- and *SPLASH!* into the enormous disused swimming pool on the roof sub-level below --

BARNEY AND CONRAD leap to their feet -- SQUARE OFF -- clothes DRENCHED -- sloshing through the foot-and-a-half of filthy water -- EYES LOCKED --

The chopper CIRCLES HIGH ABOVE -- no clear shot -- ROTOR WASH blowing down -- HARD --

Barney puts on his brass knuckles.

BARNEY
Killing Time.

It's on.

The two LUNGE FOR EACH OTHER -- FEROCIOUSLY BATTLING -- trading VICIOUS, BRUTAL BLOWS -- TOE-TO-TOE -- IT'S SAVAGE -- BONE-CRUNCHINGLY VIOLENT --

Conrad SWINGS A LETHAL KICK and -- Barney ROLLS AWAY -- SWEEP KICKS Conrad off his feet --

Barney LEAPS atop Conrad -- HAMMERS AWAY with his brass knuckles -- MERCILESSLY BATTERING HIM -- JUST POUNDS THE LIVING SHIT OUT OF CONRAD -- CONRAD ROLLS AWAY --

LEAPS TO HIS FEET -- connects with a SPIN KICK to Barney's head -- BARNEY FALLS -- CONRAD WHIRLS --

And grabs a 6-FOOT LENGTH OF REBAR.

With a WILD YELL -- CONRAD BULLRUSHES BARNEY -- LASHES Barney with the piece of iron -- Barney tries to FEND OFF THE FURIOUS ASSAULT when --

Conrad CONNECTS WITH A VICIOUS BLOW to Barney's ribs --

AN EAR-SPLITTING CRACK!

Barney GOES DOWN -- writhing in PAIN --

Conrad LOOMS over Barney, eyes ALIVE WITH LIGHT.

Conrad delivers another BONE-CRUSHING BLOW to Barney's ribs --
Barney CRUMPLES to the ground -- NEARLY FAINTING --

And then -- somehow --

BARNEY STANDS

GASPING FOR AIR -- EXHAUSTED -- SLOWING -- BARNEY STAGGERS --
SWAYS ON HIS FEET -- ABOUT TO GO DOWN --

CONRAD
It's over.

BARNEY
Nothing's over -

CONRAD
No? Why not?

BARNEY
Cause you're still breathin'.

BARNEY HEAD-BUTTS CONRAD IN THE FACE -- DESTROYING CONRAD'S
NOSE -- BLOOD SPRAYS -- CONRAD HOWLING IN PAIN --

Barney ROLLS -- Conrad LUNGING after him with the rebar --
LASHING -- SMASHING -- Barney scrambles to get out of the
way -- series of blows so violent SPARKS shoot from the
concrete --

The beating he's taking is SAVAGE. Would kill a lesser man.

Barney spots a piece of wreckage -- an 8-foot section of
rebar with fifty pounds of concrete at the end. A GIANT
MACE.

Takes a THRASHING to get to it that would kill three men.
But gets to it.

Comes to his feet.

And with the LAST OF HIS STRENGTH -- eyes POSITIVELY DEMONIC --
Barney WHIRLS -- swinging the Mace like FUCKING THOR --

And CRUSHES Conrad's head. It's over.

Barney drops the Mace. Stares down, chest heaving. Pulls
out Caesar's razor. He leans forward --

AND CARVES THE EXPENDABLES TATTOO FROM CONRAD'S ARM

Barney stares down at the bloody swatch of skin.

INT. RUDRA ATTACK CHOPPER - CONTINUOUS

The Expendables STARE DOWN -- can't see shit -- RESCUE CABLE hanging down --

Wifi's eyes fix on Gunnar's Tac Pad... as the device DIES.

WIFI
(looks up)
Battery's gone -

CLOSE ON SCREEN: The demolition timer resumes its countdown.
12... 11... 10...

TOLL ROAD
Building's gonna blow!

CHURCH
Take her up!

LUNA
No! Barney!

CHURCH
No time!

Trench EXTREME POWERS the chopper up.

INT. ROOF SUB-LEVEL - THE BLOCK - CONTINUOUS

Barney tosses the swatch of skin like so much garbage. As the chopper suddenly SCREAMS ABOVE -- rescue cable PULLING AWAY --

Barney spins and runs.

INT. RUDRA ATTACK CHOPPER - CONTINUOUS

Wifi stares at the countdown timer.

3... 2... 1...

EXT. ROOF - CONTINUOUS

Barney RACES onto the roof -- HAULS ASS after the swinging cable -- WHEN THE WHOLE FUCKING BUILDING STARTS TO COLLAPSE BENEATH HIS FEET -- Barney SPRINTS for all he's worth -- cable PULLING AWAY -- as the whole floor DISINTEGRATES UNDER HIM -- at the LAST INSTANT -- HE LEAPS FOR THE SWINGING CABLE AS --

EXT. RUDRA ATTACK CHOPPER - CONTINUOUS

IN A SCREAMING WHINE OF TURBINES -- the chopper ZOOMS UP AND AWAY AS --

THE BLOCK

implodes in a MASSIVE EXPLOSION below. Whole building just FOLDING IN ON ITSELF as it collapses in a GARGANTUAN CLOUD OF SMOKE AND FLAME --

EVERYTHING DISAPPEARS IN THE CHOKING FOG OF DUST AND DEBRIS

Barney is gone.

The Rudra banks up and away --

-- FOR A MOMENT -- TIME STANDS STILL --

THE EXPENDABLES ARE DEVASTATED

The chopper TILTS -- rotors STRAINING -- massive building COLLAPSING beneath them -- rescue cable GONE -- nothing but UTTER DESTRUCTION below -- as the cable swings like a PENDULUM -- back into view -- and through the swirling SMOKE AND FLAME -- WE SEE --

BARNEY

clutching the swinging cable below.

Desperately holding on, Barney stares up. The Expendables stare down from the chopper.

TOLL ROAD
(calling down)
You gonna fire us again, Barney?

Barney yells up, nearly drowned out by the ROARING CHOPPER WASH.

BARNEY
Pull me up!

The Expendables trade looks.

CHRISTMAS
I don't know... whaddaya think he
said?

As the chopper banks up and away...

SMASHCUT TO:

INT. OLD POINT BAR - LOUISIANA - NIGHT

CLOSE ON A PHOTO: Propped on the bar. It's Caesar.

A candle flickers beside it. Full SHOT GLASSES line the length of the bar. Hands reach in.

PULL BACK TO REVEAL

Gunnar holding his shot glass high.

GUNNAR
(bellows)
To Caesar!

The Young and Old Expendables raise their glasses as well.

EVERYONE
(in unison)
TO CAESAR!

Shots are gulped. Beer flows. Music PLAYS. Trench and Church stand in the rear, secretly enjoying the moment.

TRENCH
(taking in the atmosphere)
It's nice.

CHURCH
It's okay. Nice is Italy. Being
young, rich -

TRENCH
Endowed.

CHURCH
Certainly.

AT A NEARBY TABLE

Gunnar sits with Christmas, Surgeon and Toll Road.

TOLL ROAD
Seriously, how do we know when it's
time to quit?

GUNNAR
When your ear falls off.

SURGEON
Be that a disgustin' thought.

CHRISTMAS
Yeah -

At the exact same time, Christmas and Surgeon both notice the DARTBOARD on the far wall. Their eyes meet. A knowing look. The slightest flicker between them.

Almost before you know what's happening --

CHRISTMAS AND SURGEON

both reach for their throwing knives -- QUICK DRAW -- fling their blades across the room -- they fly through the air -- both hit -- DEAD CENTER -- twin blades quivering in the BULLSEYE for two full seconds before...

...Surgeon's knife falls to the floor.

SURGEON

Best of three.

CHRISTMAS

Won't matter.

The two laugh, toast each other. Brothers in arms now.

Beside Christmas is his trashy girlfriend, **LACY**.

CHRISTMAS

Be right back, Lace.

LACY

I missed you -

CHRISTMAS

Good.

Christmas moves off.

Smilee, Mars, and Wifi amble up, flash their newly-minted matching EXPENDABLES TATTOOS on their forearms. They're official. Everyone drinks and celebrates.

Wifi shows Gunnar how to charge the battery for his TAC PAD.

GUNNAR

I'll use it for something.
Emails...

WIFI

Sure, or you could control a drone
remotely in Waziristan and take out
a convoy from 65,000 feet.

GUNNAR

(that works too)
Nice.

AT THE BAR

Christmas sidles up to Barney.

CHRISTMAS

How do I know if Lacy's cheatin'?

Barney looks over, sees Lacy stroll up to Mars and start flirting.

BARNEY

If she seems happier than normal,
get worried.

Christmas glances at Lacy who emits a very loud, sexy laugh at Mars's joke. Scowling, Christmas stalks off.

3-D approaches Barney.

3-D

Congratulation.

Barney nods.

3-D

(here it comes)
You know, there's this old Chinese
proverb that says -

Barney cuts him off.

BARNEY

3-D?

3-D

Yeah?

BARNEY

You gonna stick around?

3-D

Don't think so. I did what I
wanted. Got things out. I'm done.

3-D grins.

3-D

I do change my mind sometimes.
That happens.

Smiling, 3-D turns and joins the other Expendables. Everyone high-fiving and back-slapping.

A HAND touches Barney's shoulder. He turns. Luna.

LUNA
Just wanted to say thanks.

BARNEY
For what?

Beat. Luna holds his gaze.

LUNA
For caring.

She turns to walk away.

LUNA
Oh, almost forgot -

Luna reaches into her pocket. Pulls out a RING.

CLOSE ON RING: It's a new skull's-head EXPENDABLES RING.
Completely badass. Custom-made for Barney.

LUNA
Christmas told me you lost
somethin' like this.

Touched, Barney slides on the ring.

BARNEY
Very nice...

Barney admires the ring. Luna kisses Barney on the cheek.

BARNEY
You know, if I was thirty years
younger...

LUNA
What? I'd ignore you.

BARNEY
And I'd ignore you.

LUNA
(not missing a beat)
No, you wouldn't.

With a smile, Luna walks away.

Church and Trench cross to Barney. Eyeing Luna as she walks off. They turn, stare at Barney for a second.

BARNEY
Somethin' on your mind?

CHURCH
Hey pal, I'm curious what it's like
owing somebody forever.

TRENCH
(laughs)
Think about it.

Church clocks the room.

CHURCH
This is gettin' too family-
oriented...

Barney shares a final look with Church and Trench. They
exit.

BARNEY
(calling)
Smilee -

Gestures him over.

BARNEY
Come here, kid. When I met you I
thought you were arrogant.
Pompous. Overconfident.
Everything that's wrong with a
soldier.

SMILEE
And today?

BARNEY
I feel the same way.

Barney and Smilee share a manly bro-hug.

Neil Young's "Old Man" PLAYS on the karaoke machine.

WIFI
(yells)
Hey Smilee, get over here!

Smilee joins the Young Expendables as they jokingly SERENADE
the Old Expendables. Everyone now brothers in arms.

The Ultimate Expendables are forged.

Christmas and Barney stand together. A contented smile on
Barney's face.

BARNEY

All this time, never thought I had
a family -

Barney watches the Young and Old Expendables celebrating
together across the room. Mutual respect and admiration
evident between them.

CHRISTMAS

You look like a proud... demented...
father.

BARNEY

Yeah.

Barney and Christmas BUMP FISTS.

SLAMCUT TO BLACK