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IRON MAN

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**Revisions
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October 21, 2004

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IRON MAN

EXT. JUNGLE -- NIGHT

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

SEAL CAPTAIN

Move now.

A WAVE of STATIC overwhelms his quiet order.

SEAL CAPTAIN (cont'd)

Dammit. -- Unit move, now.

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

MOVEMENT all around, as a hidden SEAL TEAM moves from the shadows -- TWENTY in all.

SEAL CAPTAIN (cont'd)

Briggins.

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

BRIGGINS

I've got visual on the factory.

SEAL CAPTAIN

Movement?

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

BRIGGINS

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

BRIGGINS trails off as STATIC builds again. But that's not what stopped him. A FLYING, METAL OBJECT rounds the corner of the Factory. He FOCUSES on it. BRIGGINS' FINGER flicks the SHUTTER, CLICKING off digital photos.

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

BRIGGINS (cont'd)

It's... Some kinda drone...

At the mere STATIC produced by his voice, the DRONE, over three hundred feet away, SPINS to face BRIGGINS. A powerful SPOTLIGHT BEAMS from it, as an ALARM PEALS across the trees. Even before the ULTRA HIGH-SPEED GUNFIRE begins to fly, Briggins knows it's all gone very, very wrong.

SEAL CAPTAIN (V.O.)

*FALL BACK! Unit is compromised!
Repeat, unit is -- !*

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

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

EXT. JUNGLE -- NIGHT

BRIGGINS clips through the trees, unable to see through the smoke and dense foliage whipping into him. HIS BOOT CATCHES on an overgrown TREE ROOT, sending him flying THROUGH THE LEAVES, to CRASH to the ground in a heap. He gazes up...

BRIGGINS

Holy Mother of God.

An advanced ARMORED TANK LOOMS UP before him. Its SPOTLIGHT and GUNS SWING DOWN to aim at his pale face.

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

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

A FIFTEEN FOOT DROP into a JUNGLE RIVER -- SPLASH! He is WHISKED OFF into the RAPIDS, which RUSH a gasping Briggins off into the darkness, trying to speak over the water...

BRIGGINS (cont'd)

Cap? Anyone! Control... Come in control...

He disappears into the dark, his mission's only survivor.

FADE TO:

EXT. DEATH VALLEY -- AIRSPACE -- DAY

Bright SUNSHINE, thousands of feet above the desert floor. A 747 ZOOMS THROUGH THE CLOUDS, coming right at us. The large, silver Jet is unpainted, its STEEL HULL unmarked but for an aggressive, slanted LOGO which reads: *Stark Realities*.

TITLES: NEVADA AIRSPACE -- 43,000 FEET ABOVE DEATH VALLEY

INT. 747 CONTROL CABIN -- DAY

PULL OUT FROM: JEREMY PILBUCK (20'S) An intense young ENGINEER -- monitors INSTRUMENTS from inside the 747, which has been converted into a flying MISSION CONTROL.

JEREMY

This is Control. We are in position. Tony, are you ready?

A rich VOICE comes back on the RADIO.

TONY (V.O.)

Ready as I'm going to get.

JEREMY

Frankie?

A TECH ASSISTANT looks up anxiously from his station.

FRANKIE

Ready.

JEREMY

Drop him.

EXT. DEATH VALLEY -- AIRSPACE -- DAY

ANGLE UP ON: The BOTTOM of the big steel aircraft, where a "BOMBER'S HATCH" SWINGS OPEN, revealing a RED and GOLD, one-seat SPACECRAFT, the kind built by ambitious millionaires. Smooth, integrated wings sweep back to huge, over-sized JETS.

A huge CLAMP-HOUSING LOWERS THE CRAFT CLEAR OF THE HATCH.

CAMERA-PLANES keep up with the Jet, transmitting IMAGES to:

EXT. DEATH VALLEY -- DAY

A CROWD sits in BLEACHERS, braving the blowing sand. ROCK AND ROLL pulses from the speakers, BEAUTIFUL MODELS amp up the spectators. DIGITAL READOUTS OVER THE STANDS shows the craft's SPEED, currently steady at 520 MPH.

OVER THE STANDS, a RED SILK BANNER reads, in gold lettering: TONY STARK BRINGS YOU THE DAWN OF PRIVATIZED SPACE FLIGHT

TITLES: DEATH VALLEY, NEVADA

All eyes rest on the HUGE TELEVISION MONITORS, which show a SIDE VIEW of the silver 747. On sight of the descending SPACECRAFT, the CROWD CHEERS.

INT. SPACECRAFT -- COCKPIT -- DAY

VERY CLOSE ON: TONY STARK'S steely EYES, squinting as bright SUNLIGHT pours through the cockpit windows.

CLOSE ON: A tense, but genuinely excited GRIN.

JEREMY (V.O.)
(over the RADIO)
God's speed, Mr. Stark.

EXT. 747 LAUNCH BAY -- DAY

The housing RELEASES, DROPPING the SPACECRAFT into FREE-FALL. The sudden IMPACT of ROARING WIND is startling. The smaller of the Craft's JETS IGNITE, LAUNCHING the Craft UP, PAST THE 747 with a BLAST of BLINDING BLUE LIGHT!

TONY
How many times do I have to tell
you, Jeremy?

INT. BACKSTAGE AREA -- NIGHT

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

PULL OUT FROM: HOWARD STARK, standing behind a DRAPED PODIUM beside JUSTIN HAMMER, his right-hand man. Howard Stark is a Corporate Titan, you can see it in his posture, his steely hair, trimmed above the collar of a ten thousand dollar suit. He frowns, listening to distant CHANTING.

HOWARD STARK
Protestors.

Hammer turns on JAMES RHODES (30, African American, handsome), Howard Stark's Director of Global Security.

HAMMER
This is exactly why he shouldn't do public appearances, Mr. Rhodes.

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

HAMMER
Just keep your eyes open.

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

ANNOUNCER (V.O.)
LADIES AND GENTLEMEN, DISTINGUISHED GUESTS... MR. HOWARD STARK.

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

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

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

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

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

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

HOWARD STARK
Good afternoon, Ladies and Gentlemen. Mr. Vice-President, thank you for being here today.

V.P. PETER BENTON nods to Howard, flanked by SECRET SERVICE.

HOWARD STARK (cont'd)
(to the CROWD)
My family has a long history on
Long Island. A powerful legacy,
hard to eclipse. But as my own
father often said -- That should
never stop one from trying...

INT. SPEEDER CRAFT -- DAY

The VITALS MONITOR reads calm despite the SPEED -- 650 MPH.

JEREMY
Heart rate like a calm lake. How
is he so frickin' relaxed?

FRANKIE
Shot of pre-launch courage, maybe?

TONY (V.O.)
(over the RADIO)
I heard that.

Jeremy shoots Frankie a look -- "Nailed you, son."

FRANKIE
Sorry, Tony...

INT. SPACECRAFT -- COCKPIT -- DAY

The Craft SCUDDERS through the air, the sky steadily
dwindling from sky-blue, to a deep blue indigo...

JEREMY (V.O.)
*I've got a surge in the Repulsor
engines. How are you hanging in?*

TONY pulls BACK on the stick, but the Craft just SHUDDERS.

CLOSE ON: THE ALTITUDE METER, which reads 52,000 FEET. Every
time it climbs above this, it drops back down.

TONY
I'm not getting enough lift...

INT. 747 CONTROL CABIN -- DAY

Frankie looks up from his monitors. Getting worried.

FRANKIE

He's gonna miss the Boost window.

TONY (V.O.)

Never happen, Frankie. I've put in too much time and money to fail.

EXT. SPACECRAFT -- DAY

The Red and Gold Spacecraft BUFFETS along the top of the atmosphere, unable to free itself from gravity.

INT. 747 CONTROL CABIN -- DAY

Jeremy watches his flashing MONITORS. It doesn't look good.

JEREMY

He's right, Tony. We have to call it.

TONY (V.O.)

No! Preparing to fire Booster Rockets.

Frankie looks up desperately. He shakes his head.

JEREMY

Negative, Tony. You're too low. You won't clear the Atmosphere.

TONY (V.O.)

I'll bet you a grand I make it.

JEREMY

Maybe you don't read my pay stubs.

TONY (V.O.)

No, I just sign them.

INT. SPACECRAFT -- COCKPIT -- DAY

INSIDE THE CRAFT: The WIND-ROAR is HUGE now. Tony's HAND reaches for a STEEL LEVER marked CAUTION. Caution. Right. A RED GLOVED HAND grips the lever. A strong jaw SMILES.

TONY

I'll put up fifty thousand to your one.

JEREMY (V.O.)

Damn you, Stark... Be careful.

TONY

Hey, you know me, Jeremy... I'm a very careful person.

Tony PULLS THE LEVER. The ROAR turns DEAFENING. Tony is FORCEFULLY PUSHED BACK INTO HIS SEAT.

EXT. SPACECRAFT -- DAY

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

EXT. DEATH VALLEY -- DAY

The MONITORS show the tiny craft BLASTING away from the chase-cameras. The READOUTS click to 4 DIGITS as Tony blows past the 1000 MPH mark. The crowd CHEERS WILDLY.

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

RHODEY scans the APPLAUDING CROWD for any signs of trouble.

HOWARD STARK

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

PAN DOWN: THE PODIUM. The VICE-PRESIDENT and the Stark BOARD all listen intently. All but one. A narrow, nervous man named KELNER SMITH is fidgety, sweating. Rhodey sees Kelner take a HANDKERCHIEF from his breast pocket, wipe his beading forehead with one shaking hand, and return it to his right coat pocket, which bulges unusually.

Howard pauses at the RIBBON, steel SCISSORS in his hand.

HOWARD STARK (cont'd)

You know, this honor really belongs to our Chief Designer Kelner Smith.

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

KELNER SMITH
(rising)
I -- Yes, alright.

EXT. SPACECRAFT -- DAY

The craft skims the ragged top edge of the Stratosphere. Above, the sky turns to the BLACKNESS of space, but the ship can't, quite... get there.

INT. SPACECRAFT -- COCKPIT -- DAY

The ride is BRUTAL, the Craft BUCKING wildly. Up and down, the range of bounce expanding each time.

TONY
I've got a wobble here.

JEREMY (V.O.)
Your temp's too high! Abort!

Tony's TEETH CLENCH, white knuckles grip the stick tightly.

TONY
NO! I'm so close! I'm almost --

EXT. SPACECRAFT -- DAY

The CRAFT hits its final DOWNDRAFT. As if smacking an invisible ceiling it RICOCHETS back DOWNWARD, SPINNING like a centrifuge, nose BLAZING with FIRE from re-entry.

INT. 747 CONTROL CABIN -- DAY

The INSTRUMENTS FLASH. ALARMS RING as everything goes disastrously wrong. Jeremy leaps to his feet.

JEREMY
TONY!

FRANKIE
Hit the reverse-jets!

JEREMY
He's spinning, he'll tear apart!

FRANKIE

He's gonna tear apart anyway!

TONY (V.O.)

Jeremy, I'm heading for the landing strip...

INT. SPACECRAFT -- COCKPIT -- DAY

Tony sees the DESERT FLOOR, the LANDING STRIP and the CROWD-FILLED STANDS rising to meet him through the re-entry FIRE.

CLOSE ON: TONY'S HAND, pulling back on the stick, but the SPEEDOMETER holds steady at 1120 MPH.

TONY

You'd better clear the stands.

EXT. LONG ISLAND -- STARK INDUSTRIES -- DAY

Kelner stands, DRAWING A PISTOL, which he aims at Howard.

KELNER SMITH

I can't do it, Howard...

Kelner steps toward Howard, as the Secret Service shouts "Gun!" But Stark is no old man. Rattler-quick, Howard Stark GRABS KELNER'S WRIST and JABS the SCISSORS into his shoulder. Smith FALLS BACK as RHODEY hits him from the side in a FLYING TACKLE. Smith's PISTOL FIRES, wild. The AUDIENCE SCRAMBLES.

EXT. DEATH VALLEY -- DAY

The CROWD PILES OUT OF THE STANDS in a rush. Above, a BLAZING, SPINNING COMET descends from the sky...

INT. SPACECRAFT -- COCKPIT -- DAY

Tony tries to pull the nose up, to avoid slamming straight down into the desert floor. It angles up, just AS --

The CRAFT'S NOSE TEARS THROUGH the STARK BANNER and PLOWS INTO THE GROUND, creating a TIDAL WAVE of SAND. A FLAMING COMET streaks across the scorched sand, parting the desert like water. It PUNCHES THROUGH the empty, melting stands like the missile it really is.

EXT. LONG ISLAND -- STARK INDUSTRIES -- DAY

Amped up on assassination, Smith fights Rhodey like a madman, moving the pistol back toward HOWARD STARK...

RHODEY

Mr. Smith, don't --

KELNER SMITH

You have... to let me...

BANG -- BANG! Rhodey fires his own PISTOL TWICE INTO SMITH'S STOMACH. Smith falls back, eyes shocked and fading. Rhodey falls off him, stunned and depressed. But alive.

EXT. DEATH VALLEY -- DAY

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

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

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

PUSH IN ON: TONY STARK, RISING from the wreckage, the FLAMING RED BANNER over his head reading only TONY STARK now. For the first time, we see the man whole; The impossibly handsome multi-millionaire flashes a smile fueled by achievement, adrenaline and sheer brass balls.

And the CROWD... goes absolutely wild.

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

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

DESK OFFICER

Name and identification.

BETHANY

ICE Division, Homeland Security. --
My name is Bethany Cabe.

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

Richard walks Bethany down the spare white halls.

RICHARD

You changed your name back to Cabe.

BETHANY

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

RICHARD

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

BETHANY

Private or Government installation?

RICHARD

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

BETHANY

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

RICHARD

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

BETHANY

PUO attracts attention. If the
Koreans have new weaponry, we'll
trust the CIA to take care of it.
But if private guerillas are
capable of wiping out a whole SEAL
team, we'd like to see them secured
as quickly as possible.

RICHARD

Look Beth, this thing is... Scary.

BETHANY

Scared. You?

RICHARD

All I'm saying is, if the North
Koreans have weapons like these;
(MORE)

RICHARD (cont'd)
We're in bigger trouble than we
thought.

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

BRIGGINS lies in a bed, BRUISED and BURNT. His STARK MINI-BINOCULARS are plugged into Bethany's STARK LAPTOP, which runs PHOTOS of trees, metal edges, and flashes of LIGHT.

BETHANY
These lights. Is that Tracer fire?

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

The wounded SEAL draws back the wide BANDAGE on his right arm. A DIVOT has been BURNED from the meat of his tricep. The skin around it is badly BRUISED, purple and blue.

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

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

INT. TONY'S OFFICE -- DUSK

Tony signs CHECKS whose amounts are pretty startling. A neat-as-a-pin WOMAN in her 50's sits across from him. Muffled MUSIC plays nearby, muted by a dull, steady HUM. Signing the last check, Tony gives her a pleading look.

TONY
May I go now?

Mrs. Arbogast folds her hands in her lap, not giving an inch.

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

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

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

TONY
Well, Mrs. Arbogast...

Tony stops at the door of his surprisingly small office.

TONY (cont'd)
That's how you get the best press.

Tony grins, and enters the MAIN CABIN OF:

INT. TONY'S PRIVATE JET -- DUSK

Another PRIVATE, TWO-STORY 747. This one built for luxury. REPORTERS, Tony's CREW and the MODELS drink Champagne, enjoying the MUSIC and phenomenal luxury of the plane. On sight of Tony, his CREW CHEERS, photographers SNAP PICTURES. JESSICA CAHILL (30's, beautiful) asks the first question.

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

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

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

The other reporters laugh. Cahill presses on.

JESSICA CAHILL
Do you have any idea why Kelner Smith tried to kill your father?

TONY
And here I thought we were going to talk about Privatized Space-flight. Look, Ms. Cahill, I'll tell you how my father is the very next time I speak to him.

JESSICA CAHILL
And when will that be, Mr. Stark?

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

INT. PRIVATE JET -- NIGHT

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

TONY

To my Stark Realities Crew; Turning
my insanity into reality for far
too long. The stars await.

Tony catches the eye of TARA, one of the MODELS. He toasts her as well, then slugs the champagne like an icy cold beer.

INT. STARK REALITIES -- MAIN ENTRANCE -- NIGHT

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

TARA

This is where you work?

TONY

This is where I play.
(re: the TECHNICIANS)
This is where they work.

JEREMY

By the way, where's my money?

TONY

You're going to hold me to that? I
was this close.

JEREMY

Close doesn't count, Crash-Test. If
not for your impact armor on the
cockpit, I'd be talking to a grease
spot.

TONY

(to Tara)

What he fails to realize, is how
many lives I've just saved by
surviving a vehicle crash at better
than a thousand miles per hour.

Tara smiles up at him, impressed.

JEREMY

Congratulations. You owe me fifty large.

TONY

(laughs)

Fine. I've got cash in my office.

INT. STARK REALITIES -- NIGHT

TARA looks through a MICROSCOPE at A MICROCHIP. Not the green, soldered plastic kind. This Chip is sheer black, crisscrossed with delicate, complex, silver CIRCUITRY.

TONY

This Chip saved my life.

TARA

What does it do?

JEREMY

It's an Implant Chip. It monitors your central nervous system.

TONY

I was climbing Everest, and we got hit by freak wind shears.

Jeremy looks to Tara, entranced by Tony's exploits.

JEREMY

That happens to me a lot too.

TONY

We were trapped, couldn't go up or down. The radios were useless. I dug out a shelter, and we just holed up on the mountain, trying not to freeze to death.

TARA

(awed)

What happened?

JEREMY

He was killed.

TONY

The next morning, my base camp tracked our signal via this exact Chip, and pinpointed our location for rescue.

TARA

Wow.

JEREMY

Just imagine if we put them in fighter pilots.

TONY

No military contracts.

Tony shoots Jeremy a look, and walks Tara off to FRANKIE, who ACTIVATES a large REPULSOR LIGHT GENERATOR, right on cue:

TONY (cont'd)

But *this* is our crown jewel...

The huge GENERATOR ASSEMBLY RISES INTO THE AIR, floating on a bed of SOLID LIGHT. Impressive.

TONY (cont'd)

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

TARA

What is it, like a laser?

FRANKIE

(scoffs)

Lasers. Remember the 20th Century?

TONY

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

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

TONY (cont'd)

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

Tara's hand subtly brushes Tony's.

TARA

Oh, I think I will.

TONY

Yeah... We should go.

FRANKIE

Tony, you said we were gonna work
on the Transmission Differential --

TONY

Oh, right! I worked it out.

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

FRANKIE

You... wow. That's tremendous.

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

TONY

Pay attention to the figures!

FRANKIE

Oh, I am. Definitely.

INT. BETHANY'S OFFICE -- MORNING

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

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

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

BETHANY

Whoa.

The HEADLINE reads: MILLIONAIRE TONY STARK SURVIVES SPACE-FLIGHT ATTEMPT. A COLOR PHOTO shows the FLYING SPACE-CRAFT. Briggins' photo lies across the News photo. The LIGHT-BOLT from Briggins' photo seems to CROSS OVER to the REPULSOR LIGHT blasting from the rear of the Craft.

The searing BLUE ENERGY is IDENTICAL in both photos.

DELINO (V.O.)

Where've you been?

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

BETHANY
Hi Tom. South Korea.

DELINO
What's the story?

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

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

Tony lies in a sumptuous bed, wrapped in crumpled linens. The room is dark. EMPTY CHAMPAGNE BOTTLES line the end table. Tara cuddles up to him, waking him with a start.

TARA
Good morning...

TONY
Morning? What time is it?

TARA
Seven-thirty.

Tony tries to sit up, but falls over again.

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

Tara opens the WINDOWS, revealing a rocking SEA, and BRIGHT SUNSHINE. Tony reacts as if struck in the head.

TARA
Because we slept on your boat.

EXT. YACHT -- MORNING

Tony crawls up to the DECK, a morning BEER in his hands.

BETHANY (O.S.)
Now here's a familiar sight.

Tony freezes. He turns, utterly stunned to see:

TONY
Bethany Cabe?

BETHANY
Hi Tony.

TONY

I can't believe this... It's been --
How long has it been?

BETHANY

Since college.

TONY

What are you doing here? I heard
you became a spy.

BETHANY

An Agent. For Homeland Security.
Actually, that's why I'm here.

She pulls Briggins' PHOTO from her purse.

BETHANY (cont'd)

Do you recognize this?

Tony recognizes his own technology in the photo.

TONY

What is this?

BETHANY

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

TONY

Once what gets out? What's
happening? Am I under
investigation for something?

BETHANY

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

She holds up the NY TIMES PHOTO next to Briggins' PHOTO.

BETHANY (cont'd)

Is this your technology?

TONY

It... Yes, this is my technology.

BETHANY

How did it get to North Korea?

TONY

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

A BUMP from the cabin below. Tony speaks quickly.

TONY (cont'd)

Look, thank you for coming to me with this, really. Let's talk later today. I'll dig up everything I can, and we'll figure this out together.

BETHANY

This is pretty time-sensitive --

TARA

Tony -- ? Is everything alright?

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

BETHANY

Later it is.

Bethany jumps back onto the dock and walks off.

TARA

Are you okay? Who was that?

Tony picks up the PHONE in the WHEEL-HOUSE, dials.

TONY

Mrs. Arbogast. I know it's Saturday, but I need you to collect all the data pertaining to Repulsor Development over the past five years. Yes, especially office communications. Thanks.

Tony watches after Bethany, who is long gone. The girl in the sheet cuddles up behind him... but he is lost in thought.

TARA

So... Are you coming back to bed?

INT. STARK REALITIES -- DAY

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

INT. STARK REALITIES -- TONY'S OUTER OFFICE -- DAY

BANG -- Tony kicks the door open!

MRS. ARBOGAST
AGHH!

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

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

Tony crosses to enter his office proper.

TONY
I don't know.

MRS. ARBOGAST
It's just, everyone's here today.

TONY
... Everyone?

MRS. ARBOGAST
Mr. Pilbuck is in his office.

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

TONY
Jeremy?

Tony wanders into Jeremy's office. Empty. But his computer is up and running, so Tony takes a seat, and waits. Instantly bored, Tony glances around the room, spotting...

An OPEN DRAWER in the desk. The EDGE of a LAPTOP sticks out, as if someone has hastily thrown it in there. The LAPTOP is running, its FAN cooling it. Tony places it on the desk.

ANGLE ON: JEREMY, entering with a fresh COFFEE, to find TONY, back to him, leaning over his desk, shoulders slumped.

JEREMY
Hey Tone, what's up?

TONY
Your time.

JEREMY

What do you mean?

Tony turns, revealing the LAPTOP behind him, which shows a spinning SCHEMATIC of a bulky, advanced REPULSOR RIFLE.

TONY

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

JEREMY

Tony, that's -- It's a Repulsor rifle. I designed it. For myself. Just a, fun experiment, you know...

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

TONY

That you E-mailed to Ironworks.

JEREMY

Tony, just think what we could do with funding from your father --

TONY

I have. No military contracts.

JEREMY

You're being naive, Tony. Think about what your technology could do for the U.S. Military...

Tony SMACKS the Laptop screen, the SPINNING RIFLE.

TONY

Think about the weapons we could build. -- Seven years. Have you been selling me out the whole time?

JEREMY

... Yeah.

TONY

Give me your Security Pass.

Jeremy gives him his PASS, his eyes pleading

JEREMY

Tony, look... What can I do?

TONY

Get out.

EXT. STARK MANSION -- GUARD GATE -- DAY

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

PHIL

North Gate to Control! We have a gate crusher!

EXT. STARK MANSION -- FRONT DOOR -- DAY

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

RHODEY

That was a quarter-million dollar gate, Tony.

TONY

I'll send him a new one.

Tony brushes past him, heading inside.

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

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

CLOSE ON: A FEARSOME BLACK METAL MASK, crafted into the grinning face of a demon. HOWARD STARK wears a suit of lacquered JAPANESE ARMOR. He holds a wooden KENDO sword, facing off on DEX, a large member of Stark SECURITY. Stark BURSTS forward, STRIKING DEX -- WHACK, SMACK, CRACK!

TONY (O.S.)

HOWARD STARK!

Tony storms in, followed by Rhodey. Howard's final stroke falls WIDE. Dex's up-counter STRIKES Howard in the CHIN.

DEX

(running forward)

Mr. Stark, my god! Are you --

Stark Sr. STRIKES UP into Dex's onrushing GUT. Dex CRUMPLES. STARK removes his mask, turning to Tony.

HOWARD STARK

Anthony. I thought you'd be in space by now.

TONY

Stop. I uncovered your mole.

HOWARD STARK

Can you be a little more specific?

Tony points at JUSTIN HAMMER, sitting on the sidelines.

TONY

Jeremy Pilbuck. Your lap-dog here got him hired at my company seven years ago. I should've known then.

HAMMER

How dare you --

Rhodey watches these men close, ready for trouble. Dex watches as well, catching his breath. Stark holds up a hand.

HOWARD STARK

Justin, please. Do you know anything about this?

HAMMER

I have no idea what he's ranting about.

TONY

I'm talking about seven years of stealing my ideas, using my technology to build God knows what.

HAMMER

Your technology? Your ideas? If memory serves, it was our money that founded your company!

TONY

My father's money, on the grounds that I remain independent of S.I.

HAMMER

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

TONY

If you did, I doubt you'd have to hire someone to steal them for you.

HOWARD STARK

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

TONY

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

HOWARD STARK

Now you're just being dramatic.

TONY

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

INT. STARK MANSION -- MAIN FOYER -- DAY

Tony stalks back to the front door.

RHODEY

Tony! Hang on!

TONY

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

RHODEY

Hey! What the Hell did I ever do?

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

TONY

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

RHODEY

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

TONY

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

RHODY

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

TONY

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

EXT. STARK MANSION -- FRONT DOOR -- DAY

Tony marches down the main stairs to his Hummer.

RHODEY

What exactly concerns you here Tony? Your father making a profit off you? Don't you think that's a little hypocritical?

TONY

What concerns me is that the technology I'm trying to save lives with is being twisted into some truly destructive weapons.

RHODEY

Well look, you come crashing in here again; I'll have you arrested.

TONY

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

RHODEY

You need to grow up, Tony.

TONY

And you need to wake up.

Tony stalks down to his Hummer in the driveway.

TONY (cont'd)

Your new gate's here.

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

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

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

HAMMER

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

HOWARD STARK

Be judicious in how you speak about my family, Justin.

HAMMER

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

HOWARD STARK

No.

HAMMER

Howard, if he blocks our use of his systems --

HOWARD STARK

He won't.

HAMMER

How can you know that?

HOWARD STARK

I know my son. Before he knows it --

INT. HUMMER -- DAY

HOWARD STARK (V.O.)

He'll be onto other things.

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

BETHANY (V.O.)

This is Cabe.

TONY

Cabe. Stark here.

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

BETHANY

Oh, are you Groupie-free now?

TONY

Do you want to have dinner?

BETHANY

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

TONY

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

BETHANY

Okay... Dinner.

TONY

I'll pick you up in twenty minutes.

BETHANY

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

But he has already hung up.

EXT. HOTEL -- VALET AREA -- DAY

Bethany looks fantastic in a thrown-off, casual way. She checks her watch: 12:20. A distant SOUND begins to BUILD...

VALET

Can I get you a cab, Ma'am?

BETHANY

No, someone's picking me... Oh no.

From the sky, TONY sets a SLEEK HELICOPTER down on the GRASSY CIRCLE before the hotel. People recognize Tony and cheer him on. Embarrassed, Bethany crosses to the helicopter.

BETHANY (cont'd)

(climbing in)

Subtle. Where are we going?

TONY

The airport.

BETHANY

Ah, lovely. Dinner at the airport.

TONY

No, my plane is at the airport.

BETHANY

... Where exactly are we eating?

Tony LIFTS OFF in a ROAR of ROTORS.

TONY

A little place I know.

EXT. EIFFEL TOWER -- TOP PLATFORM -- NIGHT

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

CLOSE CN: TWO EMPTY, dusty bottles of very old RED WINE.

TONY

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

BETHANY

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

TONY

(rubs his eyes)
Lasers.

BETHANY

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

TONY

... I think I did.

INT. TONY'S PRIVATE JET -- NIGHT

Flying back, the two drink snifters of LOUIS XIII COGNAC. Tony goes over the BRIGGINS' PHOTOS.

TONY

Yeah, they're definitely my technology. But my father would never knowingly allow the deaths of American soldiers.

(MORE)

TONY (cont'd)

The man's a die-hard patriot.
Now... Justin Hammer's been
gathering power for the past couple
of decades, and that man is a born
arms dealer. As long as they're
showing profits, I tend to think my
father just -- looks the other way.
One more?

Tony moves the crystal bottle to her snifter.

BETHANY

God, no... What a night.

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

TONY

So -- whatever happened to Ricky?

BETHANY

Who's Ricky?

TONY

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

BETHANY

Oh Richard. -- I married him.

TONY

(damn)
Congratulations.

BETHANY

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

TONY

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

BETHANY

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

TONY

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

BETHANY

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

TONY

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

BETHANY

I wasn't.

EXT. AIRPORT -- NIGHT

Bethany and Tony descend the Jet-way stairs unsteadily.

BETHANY

No helicopter this time?

TONY

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

A MIDNIGHT BLUE BUGATTI EB VEYRON turns the corner. Bethany gapes nakedly as a suited VALET hands Tony the keys.

BETHANY

That's a Bugatti EB Veyron.

TONY

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

INT. BUGATTI -- NIGHT

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

BETHANY

So this is what a million dollar car feels like. Sixteen cylinders. 1000 horsepower, right?

Tony REVS the engine. It ROARS.

TONY

Sounds like 1001 to me.

BETHANY

Are you sure you're okay to drive?

Tony clicks the PADDLE SHIFTER into gear.

TONY

Absolutely.

EXT. FOREST ROADS -- NIGHT

The BUGATTI ROARS as Tony swings the car deftly through the thickly treed roads. Bethany flushes. This ride is awesome.

TONY

Your Dad still a race mechanic?

BETHANY

He passed away.

TONY

I'm sorry. He was a good man.

BETHANY

He was. I was lucky.

TONY

Sure. You could've had mine.

BETHANY

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

TONY

Cinched up Class President, didn't I?

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

BETHANY

What's this guy's problem?

TONY

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

The Bugatti LAUNCHES forward, leaving the second car behind -- For a moment. There is a sudden FLARE of BLUE LIGHT behind them, as the car behind them SPEEDS UP, CATCHING UP TO THEM.

TONY (cont'd)

That's impossible. This is the fastest car in the world.

BETHANY

I don't think that's a car...

EXT. FOREST WOODS -- NIGHT

The speeding STEEL VEHICLE RACES by. Form the side, it looks like an unpainted test model for a new sports car. FROM THE FRONT: The pursuing vehicle's two-wheeled SIDES are held together by interconnecting HOUSINGS, like a catamaran.

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

INT. BUGATTI -- NIGHT

They DUCK as the PURSUER'S CHAIN-GUNS SLICE THROUGH THE REAR WINDOW like a deli-slicer. Tony WHIPS the car around, trying to avoid the murderous streams of gunfire. Bethany FIRES her PISTOL through the shattered rear window. The bullets SNAP and PING off the pursuit vehicle's reinforced ARMOR.

Tony glances at the SPEEDOMETER; Just passing 100.

TONY

Hang on.

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

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

TONY (cont'd)

Okay, this is getting worse...

BETHANY

Fah... They can fly?

TONY

No, they can rocket.

BETHANY

What's the difference!?

TONY

Turning radius.

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

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

INT. BUGATTI -- NIGHT

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

BETHANY

There's nobody flying those things!

TONY

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

Tony flicks off his lights, getting into this.

EXT. WOODED ROAD -- NIGHT

Tony ACCELERATES PAST 175 MPH. The CYCLES pour on the speed, Repulsor-jets BLASTING, guns BLAZING. Tony PULLS THE PARKING BRAKE, WHIPPING the back end of the Bugatti around so that they are HEAD TO HEAD with the onrushing CYCLES, HURTLING BACKWARDS. Tony hits his HIGH BEAMS, BLINDING THEM.

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

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

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

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

TONY

Get out, get out!

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

TONY (cont'd)

Bethany!

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

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

BLACK

FADE IN ON:

INT. HOSPITAL ROOM -- DAY

TONY wears a FULL-BODY SUIT whose material PULSES like a heartbeat. He is hooked up to an array of MEDICAL MACHINES, adorned by a sea of get-well FLOWERS.

DOCTOR SCHEFFER

The body of the car was a Carbon-fibre Composite. X-rays showed elements of melted shrapnel in, and around, and... throughout the left ventricle of his heart, which is operating at around 30 percent. But without this Mast Outfit, he'd live ten minutes. Maybe.

RHODEY (O.S.)

But you do know who this man is.

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

BETHANY

Rhodey!

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

DR. SCHEFFER

Yes, I know who he is.

RHODEY

So why aren't you putting a new heart in the man? We're in his father's Wing for nepotism's sake.

SCHEFFER

I realize that, but the nerve damage is such that even if we found a donor, he'd never survive the transplant procedure.

HOWARD STARK (O.S.)

Then you'll think of something else, won't you, Doctor.

The Doctor turns to HOWARD STARK, in the door. He pales..

DOCTOR SCHEFFER

Mr. Stark. Of course, we'll do everything we possibly can.

The Doctor scurries out.

BETHANY

Hi, Mr. Stark. Long time no see.

Bethany goes to him, hugs him.

HOWARD STARK

Bethany. James.

RHODEY

Mr. Stark.

HOWARD STARK

It's nice to see Tony's old friends around him again.

INT. HOSPITAL CORRIDOR -- DAY

Rhodey glances back at Tony's door as Bethany looks him over.

BETHANY

You look fine, Rhodes.

RHODEY

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

BETHANY

There were a few this morning. A couple of Press made it through.

RHODEY

Least he got lots of flowers.

BETHANY

Yeah, from delivery guys.

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

BETHANY (cont'd)

Someone tried to kill us, Rhodey. With his technology.

Rhodey rubs his eyes. Jesus.

BETHANY (cont'd)

Do you know anything about it?

RHODEY

I saw Tony yesterday. He came to his dad's house, talking about how S.I. had stolen his technology. I thought he was just angry at the old man. But I looked into it...

BETHANY

And he was right.

RHODEY

Stark Industries has detailed analyses of Tony's patents. They've been licensed to a Stark shell company called "Rising Dawn."

BETHANY

What kind of name is Rising Dawn?

RHODEY

To me? It sounds like a company with plans for the future.

Bethany glances toward Tony's room.

BETHANY

Do you think Tony's father might have anything to do with this?

RHODEY

(thinks)

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

BETHANY

Someone else in the company maybe?

RHODEY

I don't know. Maybe.

BETHANY

Rhodey... He's not safe here.

INT. HOSPITAL ROOM -- DAY

Howard touches Tony's battered face. Tony's eyes open, drugged and sleepy, not even sure his father is really there.

HOWARD STARK

Son, whoever did this... Did it because they thought they could hurt me, you understand? They must have thought that I cared about you. Well, you know what?

Tony tries to stay with him, but he is drifting...

HOWARD STARK (cont'd)

I do.

Tony's eyes slip shut, FADING away for a while...

INT. HOSPITAL -- NIGHT

TONY STARTS AWAKE, his HEART MONITORS BEEPING. A clutch of PAIN grips his chest and he falls back into the bed.

BETHANY

Back from the dead. He rises.

Tony finds Bethany, sitting by the bed. She puts aside her book, "IVANHOE." Tony reaches out and takes her hand.

BETHANY (cont'd)

I'm fine... Rhodey's here too.

TONY

Rhodes..?

RHODEY

Hey, Tony.

Rhodey steps out of the shadows. He approaches Tony's bed. Tony tries to speak, to apologize for their last meeting.

RHODEY (cont'd)

Forget it. How are you feeling, pal?

Tony laughs, a harsh whisper...

TONY

Perforated.

BETHANY

Tony... The doctors are saying your heart may never beat without these machines.

Tony nods, having figured as much. He lies back, motioning Bethany closer. He whispers in her ear.

TONY

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

INT. CATSKILLS HOUSE -- TONY'S BEDROOM -- DAY

PULL OUT FROM: The MACHINES keeping him alive are now housed around a sumptuous BED, in a remote MOUNTAIN MANSION. TONY works, drawing in a SKETCH PAD. MRS. ARBOGAST sits by him. Tony hands her a SHEAF of DRAWINGS and INSTRUCTIONS.

TONY

Mrs. Arbogast, Once you've got all this taken care of, I'd like you to take some time off. Go visit your sister in Winnipeg, alright?

MRS. ARBOGAST

Mr. Stark...

She sees the look in his eyes, and relents.

MRS. ARBOGAST (cont'd)

Alright... But I don't like it.

INT. CATSKILLS HOUSE -- HALLWAY -- DAY

Mrs. Arbogast exits, pulling the door shut quietly.

RHODEY

Mrs. Arbogast!

MRS. ARBOGAST

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

Rhodey laughs, eyeing Tony's door.

RHODEY

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

MRS. ARBOGAST

Foolish man.

RHODEY

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

MRS. ARBOGAST

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

RHODEY

Good.

MRS. ARBOGAST

You'll have to hide him from the workmen, though. -- He wants to build this. In the cellar.

Mrs. Arbogast hands him the SHEAF of DIAGRAMS.

RHODEY

Whoa.

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

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

INT. WINE CELLAR -- DAY/NIGHT

-- Which serves as a cavernous WINE CELLAR. Not like in a restaurant. Like in a Winery. The crews set about removing 20 FT HIGH CASKS marked **Stark Vineyards**. One by one, the casks are replaced by advanced ENGINEERING EQUIPMENT.

INT. WINE CELLAR -- DAY

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

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

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

TONY

Rhodes... I'm sorry I called you a Security Guard.

RHODEY

Forget it.

Rhodey takes the FINISHED CHEST PLATE from the Dais.

RHODEY (cont'd)

Creating this is the most exciting work I've done in a long while.

TONY

Well hey... think how exciting it'll be if it kills me.

INT. WINE CELLAR WORKSHOP -- DAY

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

BETHANY

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

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

TONY

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

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

RHODEY

Heart rate is stable. Perfect.

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

BETHANY

Tony!

RHODEY

(making notes)
Stability needs improvement.

INT. WINE CELLAR -- DAY

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

BETHANY

What is it? Like a pacemaker?

TONY

If a sundial qualifies as a clock.

BETHANY

But the doctor said --

TONY

Doctors. All we had to do was make compares of my current heartbeat versus the digital layout of my heartbeat from the Space launch. I calibrated this Chest Plate to detect irregularities in my heart and compensate by electrically stimulating the lagging muscle response.

BETHANY

You, calibrated your own heartbeat.

TONY

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

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

RHODEY

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

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

BETHANY

Boys, this is truly impressive.

Tony moves and flexes, his body in perfect control.

TONY

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

RHODEY

How do you feel?

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

TONY

I feel... Like going home.

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

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

TONY (O.S.)

Dad...

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

HOWARD STARK

Anthony, my God. Where've you been?

TONY

To Hell and back.

Tony sits, painfully.

HOWARD STARK

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

TONY

No, don't. Why did Kelner Smith try to kill you, Dad?

HOWARD STARK

Kelner? Kelner was... unbalanced.

TONY

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

HOWARD STARK

Not loyal enough, apparently.

TONY

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

HOWARD STARK

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

TONY

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

HOWARD STARK

Anthony. -- You've been through a lot. But I don't believe for a second that you are rattled enough to think I would ever dedicate my Company's resources toward anything that wasn't beneficial to my Military partners, or this country.

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

TONY

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

HOWARD STARK

That's insane. Justin has been at my side for thirty years.

TONY

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

HOWARD STARK

That would be illegal.

TONY

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

HOWARD STARK

(sighs)

Theoretically, I suppose.

TONY

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

HOWARD STARK

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

TONY

Did he pressure you to steal
technology from me?

HOWARD STARK

No... I pressured him.

TONY

... Why?

HOWARD STARK

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

TONY

Dad... Someday, you're going to
have to forgive me for mom's death.

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

TONY (cont'd)

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

HOWARD STARK

That's not true.

TONY

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

HOWARD STARK

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

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

TONY

How? How can you know that?

Howard draws a .50 CALIBER PISTOL before Tony realizes it.

TONY (cont'd)

Because it was me.

Howard FIRES with the crash of a CANNON. Tony is BLOWN BACK,
CRASHING THROUGH THE STAINED-GLASS WINDOWS.

EXT. STARK MANSION -- BACK LAWN -- NIGHT

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

INT. STARK MANSION -- FOYER -- NIGHT

Two SECURITY MEN approach on the run.

HOWARD STARK

We had an intruder. He's been shot. Where the Hell is Rhodes?

SECURITY

He didn't show up today, sir.

HOWARD STARK

Check the back lawn. Do not alert the police until you talk to me.

EXT. STARK MANSION -- BACK LAWN -- NIGHT

Obscured by the BUSHES, Tony tries to sit up. PAIN grips him like a vice. He CRAWLS for the verge of the bushes. Tony can see APPROACHING FLASHLIGHTS behind him. He pulls his CELL PHONE from his pocket. Dials.

TONY

Rhodes, meet me at the gate. Now.

EXT. STARK MANSION -- DRIVEWAY -- NIGHT

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

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

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

INT. CATSKILLS HOUSE -- LIVING ROOM -- NIGHT

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

HOWARD STARK

There have been many rumors surrounding my son and his whereabouts. While it is true that my son's injuries were due to an automobile accident, there has been no definitive indication that he was drunk at the time. Second, while foul play has not been proven, it seems that my son was physically removed from his hospital room without my knowledge.

JESSICA CAHILL

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

HOWARD STARK

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

A PHOTO of Rhodey appears on the screen.

RHODEY

Oh, fantastic.

BETHANY

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

RHODEY

He hasn't spoken since we got back.

INT. CATSKILLS HOUSE -- ATTIC -- NIGHT

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

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

CLOSE ON: A BOTTLE of JACK DANIEL'S, and a sharp KNIFE, held by a trembling hand. It slices the cap free of its label.

Tony sits on a stool overlooking his miniature city. A SKETCHBOOK rests on his lap. Tony sketches and drinks.

BETHANY (O.S.)

What do you call this mini-metropolis?

Tony glances up as Bethany enters.

TONY

Stark City. I built it when I was fourteen.

BETHANY

Your father must've been impressed.

TONY

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

BETHANY

For what?

TONY

Living.

Tony takes another drink, sketching as he speaks.

TONY (cont'd)

Every summer for a couple of weeks, my mom and I would go to our ranch in Montana. No servants, no cooks, no drivers. Just us. We had this crystal clear lake. Mom called it God's teardrop. My dad had this beautiful speed-boat. I'd beg her to let me drive it. On my thirteenth birthday... She said yes.

SMASH CUT TO:

EXT. GOD'S TEARDROP -- DAY

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

INT. CATSKILLS HOUSE -- ATTIC -- NIGHT

TONY

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

BETHANY

No-one could blame you for that.

TONY

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

BETHANY

That's not fair. You lost her too.

TONY

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

BETHANY

I need to check in at my office,
but I'll come back tomorrow night.
Will you be okay?

Tony goes back to sketching.

TONY

Sure. I'm fine.

BETHANY

What are you drawing?

TONY

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

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

TONY (cont'd)

I'm going to need some weapons of
my own.

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

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

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

RHODEY

Tony, this design is revolutionary.

TONY

Good. Because it is a revolution.
I'm going to bring down my father.

INT. BETHANY'S OFFICE -- MORNING

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

BETHANY

(wary)
Hello?

RICHARD (V.O.)

Beth?

INTERCUT TO:

EXT. GIZA PLATEAU -- DAY

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

RICHARD

Did you get my fax?

INT. BETHANY'S OFFICE -- MORNING

Listening, Bethany checks her desk drawers. EMPTY.

BETHANY

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

RICHARD

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

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

BETHANY

These are terrorist training camps.

RICHARD

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

BETHANY

Splinter groups. What's the
connection?

RICHARD

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

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

BETHANY

Where'd they all go?

RICHARD

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

BETHANY

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

RICHARD

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

BETHANY

Let me guess. Rising Dawn.

RICHARD

How did you know?

DELINO (O.S.)

Bethany.

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

BETHANY

Thanks Rick. You watch your ass.

(hangs up)

Tom, what the hell happened to my office?

DeLino looks away. He's not happy.

DELINO

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

BETHANY

What? You can't do that. I know
who's behind all this.

DELINO

Yeah...

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

DELINO (cont'd)

They know you do.

EXT. HOMELAND SECURITY OFFICES -- MORNING

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

DELINO

Get in.

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

BETHANY

How'd they get you, To? How did
they turn you?

DELINO

They've had me since the beginning.

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

EXT. CATSKILLS HOUSE -- BACK LAWN -- DAY

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

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

RHODEY (O.S.)

Locomotory amplification pedal assemblies.

PAN UP: The Armor's JOINTS and movement.

RHODEY (O.S.) (cont'd)

Interfaced smart-servo muscle network. Kinesthetic amplifiers, Iron/Gold-alloy Exoshielding.

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

RHODEY (O.S.) (cont'd)

Somatic support systems: Respiratory system diaphoretic reclaimers, intravenous nodes, mics, voice-recognition pick-up.

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

RHODEY (O.S.) (cont'd)

Wide angle 120 to 1 contrast-ratio lenticular auto-stereoscopic dual display screen interface.

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

RHODEY (O.S.) (cont'd)

Phased Repulsor palm arrays. And last but most definitely not least:

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

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

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

RHODEY (cont'd)
But the real question is: Can you
fly it without killing yourself?

TONY
Only one way to find out.

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

TONY (cont'd)
You just watch that altitudemeter.

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

IRON MAN
One small step for Tony Stark...

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

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

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

ANGLE UP ON: IRON MAN, PLUMMETING into CAMERA.

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

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

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

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

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

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

Suddenly, the boots CUT OUT ENTIRELY as Tony glides up a few more feet. Slowly, Iron Man begins to FALL back to Earth.

IRON MAN (cont'd)
Rhodey, you might want to try that remote about now.

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

RHODEY
Hang on, almost got it. Almost --

WHAM!!! Iron Man CRASHES TO THE LAWN BEHIND RHODEY.

Slow, Tony rises from the crater. He holds up a finger.

TONY
Okay...

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

TONY (cont'd)
A couple of things.

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

The steel attack vehicle RACES through winding wooded roads. Bethany holds on. A LIGHT on the car's DASH flickers, and the STARK IRONWORKS MAIN GATE OPENS. The steel car heads for the LOADING DOCK of the MAMMOTH WEAPONS BUILDING. A HUGE WAREHOUSE DOOR trundles up to let the car in.

INT. WEAPONS BUILDING -- LOADING BAY -- DAY

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

HAMMER
I'm bringing her down now. -- Ms. Cabe, my name is Justin Hammer.

He slips the phone into his RIGHT POCKET. Hammer offers her his hand. Bethany climbs out without it.

BETHANY

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

HAMMER

Come with me, please.

BETHANY

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

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

BETHANY (cont'd)

Hey, back off!

She BLOCKS one man's grabbing arms and steps back, STRIKING. The man dodges, PUSHING HER BACK INTO HAMMER, who catches her, and shoves her back to Security.

HAMMER

Anthony never could pick smart women, could he?

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

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

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

Bethany is lead past TESTING LABS, where the FLYING DRONES we saw in Korea FLY in formation, FIRING on a target. In another, SOLDIERS are outfitted in bulky BODY ARMOR holding the REPULSOR RIFLES we saw on Jeremy's computer.

BETHANY

Impressive weapons you have here.

HAMMER

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

INT. INTERROGATION ROOM -- DAY

A CONCRETE ROOM, which contains a prison-style TOILET, CAMERAS mounted on the walls, and on a STEEL BENCH:

BETHANY

Mr. Stark.

HOWARD STARK

Bethany, so good to see you again.
Tell me something...

HOWARD STARK rises, kissing her on one frosty cheek.

HOWARD STARK (cont'd)

Where is my son?

EXT. CATSKILLS HOUSE -- BACK LAWN -- DAY

Armored up to his neck, Tony sits on a BOULDER. Glancing around, he quietly withdraws a MICKEY BOTTLE of JACK DANIEL'S from below frame. He slugs it.

RHODEY (O.S.)

ANTHONY STARK!

Tony slips the bottle out of frame, and turns.

RHODEY (cont'd)

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

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

TONY

Hand what over?

RHODEY

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

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

RHODEY (con-'d)

Unbelievable. Now: Repulsor Tests.

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

PULL BACK RAPIDLY TO: IRON MAN, a few hundred yards back. He raises his PALMS, side by side. The REPULSOR PORTS on his palms IRIS OPEN, revealing interlaced REPULSOR ARRAYS. As POWER HUMS up Iron Man's arms -- LIGHTING the LINES of the Armor's forearms -- the arrays CRACKLE with CRIMSON ENERGY.

IRON MAN'S HUD: Places a TARGETING RETICLE on the dummy.

RHODEY (cont'd)

Easy, now: We're just working on aim here.

Tony FIRES DUAL BLASTS of CRIMSON ENERGY which singe the air. The blasts BLOW THE DUMMY TO FLYING STRANDS OF MELTED RUBBER, and PUNCH THROUGH INTO THE CLIFF-WALL with a CRASH.

The smoke clears. All that's left of the dummy is the stand. Two PERFECT, SMOKING HOLES have been DRILLED DEEP INTO THE ROCK WALL behind it. Tony RETRACTS his helmet.

TONY

Aim looks good.

INT. INTERROGATION ROOM -- DAY

Howard Stark rises. He regards Bethany with pity.

HOWARD STARK

Your position here is... precarious, Bethany. One of my men will come in to illustrate how important finding Anthony is to me. We'll talk again in an hour.

HAMMER

Have fun.

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

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

EXT. CATSKILLS -- MOUNTAIN ROADS -- DUSK

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

RHODEY

You keeping up, Stark?

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

IRON MAN (O.S.)

Right with you.

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

RHODEY

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

IRON MAN (V.O.)

Then you won't like this much.

Suddenly, the FERRARI LIFTS INTO THE AIR.

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

RHODEY

STAAAAARK!

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

INT. FERRARI -- DUSK

Rhodey hangs on as the car FLIPS. His CELL PHONE falls from his pocket, RINGING. He catches it as it falls.

RHODEY

This is Rhodes!

BETHANY

(whispered, quickly)

Rhodey, it's Beth, just listen. I've been kidnapped. They're holding me at Stark Ironworks. They're going to --

The line CUTS OFF in a CRASH of STATIC.

RHODEY

Bethany! Tony, did you hear that --

The Ferrari suddenly DROPS to the road with a THUMP. Out the windshield, Rhodey sees Iron Man STREAK OFF INTO THE AIR!

RHODEY (cont'd)

Tony, no!

INT. INTERROGATION ROOM -- DUSK

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

BETHANY

Congratulations genius. That was your boss's phone.

DEX

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

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

DEX (cont'd)

Try not to speak.

EXT. LONG ISLAND -- AIRSPACE -- DUSK

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

INT. FERRARI -- DUSK

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

RHODEY

Tony, you are approaching the most advanced Weapons Facility in the world! You are *not ready* for this!

IRON MAN (V.O.)

Sure, but are they ready for me?

RHODEY

I'm betting yes.

INT. INTERROGATION ROOM -- NIGHT

Dex hauls Bethany to her feet, blood running from a busted lip. Bethany SWINGS her FOREARM into Dex's elbow, hard. But not hard enough. He locks her arm, and PUNCHES HER in the stomach. She drops, heaving in breath.

DEX

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

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

INT. WEAPONS BUILDING -- LOADING BAY -- NIGHT

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

SECURITY CAPTAIN

Mr. Hammer! We're under attack!

HAMMER

Attack? By what?

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

Swirling in SMOKE, IRON MAN enters the bay. IRON MAN'S HUD: MARKS each man FIRING upon him; The oncoming BULLETS are digitally LIT UP like a swarm of fireflies.

IRON MAN

Uh, Rhodes... Is this Armor bullet-proof, or bullet-resistant?

RHODEY (V.O.)

We were about to test that when you took off, idiot!

IRON MAN

Looks like I'm testing it now.

Iron Man enters the bay, BULLETS pinging off him. He spots HAMMER. Iron Man BLASTS AFTER HIM, as Hammer turns to RUN.

INT. WEAPONS BUILDING -- HALL -- NIGHT

Hammer barely closes the steel door behind him as Iron Man SLAMS INTO IT, bending it out of shape. Hammer runs, as Iron Man CRUSHES THE DOOR OPEN like it was paper.

IRON MAN

HAMMER!

Shocked to hear his name coming from the metal man, Hammer ducks a RED BEAM which PUNCHES INTO the PLASTER WALL.

Iron Man marches after Hammer, whose slick loafers scabble across the tile floor. He dives through a THICK METAL DOOR marked TESTING PLATFORM A.

IRON MAN (cont'd)

When I get hold of you Hammer, you are truly going to be --

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

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

IRON MAN

... Sorry.

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

RHODEY (V.O.)

Tony, get out of there, before --

HAMMER, safe behind a BLAST SHIELD, hits the ALARM. The WEAPONS suddenly CHARGE UP; A HOWITZER CANNON draws a bead and FIRES. The massive blast EXPLODES off Iron Man's chest, BLOWING HIM INTO THE WALL.

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

RHODEY (V.O.) (cont'd)

Get up! If they pin you --

IRON MAN

I know! I know!

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

Iron Man's BOOTS BLAST him up and out. The MINI-TANKS SWIVEL in unison, tracking him, FIRING BLUE REPULSOR BLASTS -- HITTING Tony's RIGHT BOOT JET, which goes OUT.

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

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

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

INT. SECURITY CENTER -- NIGHT

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

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

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

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

INT. INTERROGATION ROOM -- NIGHT

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

HOWARD STARK
What is this?

BETHANY
I don't know. Your butler?

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

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

BETHANY

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

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

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

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

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

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

RHODEY (V.O.)

Your power line is damaged! Get
down to Security! Find out where
they've got her before there's
nothing left to save her with!

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

IRON MAN

God damn it!

Placing his left foot against the wall, he manages to FLY out into the middle of the room, soaring between two Drones. He grabs one Drone's ANTENNAE and, executing a graceful, flaming ARC around the platform, WHIPS the drone which EXPLODES, BLOWING open the metal EXIT DOOR. He SMASHES THROUGH INTO:

INT. WEAPONS BUILDING -- STAIRWELL -- NIGHT

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

INT. SECURITY CENTER -- NIGHT

The SECURITY MEN watch Iron Man on the MONITOR, baffled.

SECURITY 1

What's he doing?

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

SECURITY 2

He's coming down here.

Security 2 makes it to the door handle when -- WHAM! The door is SLAMMED off its hinges, knocking the man out.

SECURITY 1 rises as a DAMAGED IRON MAN enters. He pulls his pistol as Iron Man raises his palm -- FIRING a low-level REPULSOR BLAST into the man's chest, knocking him out too.

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

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

RHODEY (V.O.)

That's her cell! Go!

IRON MAN

Wait a second...

RHODEY (V.O.)

You don't have a second!

IRON MAN

These are all my programs, Rhodes. Security, files, everything.

RHODEY (V.O.)

So?

IRON MAN

These are my programs. I have a back-door. I can crack them.

RHODEY (V.O.)

Great, except my Security team is about to --

Suddenly, the DOOR is FILLED with body-armor clad SECURITY PERSONNEL, armed with M-16's. They FIRE a HAIL OF BULLETS. Iron Man shields the computer with his back, taking the onslaught. The SCREEN SHATTERS over his head.

IRON MAN

One more second...

The DOWNLOAD FLASHES COMPLETE. IRON MAN turns. Double-palmed, he FIRES, clearing the doorway of FLYING SECURITY!

INT. INTERROGATION ROOM -- NIGHT

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

SECURITY CAPTAIN

Mr. Stark! It's coming -- !

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

DEX

Get behind me, Mr. Stark.

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

Dex OPENS FIRE. Iron Man BACKHANDS the big Security Guard into the wall. Only Howard Stark stands between Iron Man and Bethany now. Howard straightens, showing no fear.

Iron Man raises one PALM. The REPULSOR PORT irises open. RED ENERGY dances across the arrays. His ELECTRONIC VOICE CRACKLES and SHORTS. He does not sound human.

IRON MAN

Give me one reason not to kill you.

Howard takes in the Armor, the brilliance of design.

HOWARD STARK

I made the man who made you.

For a moment, there is SILENCE, but for the crackle of energy. But in the end... he's right. Iron Man extends his other hand to Bethany. She rises and steps into his arm, which enfolds her. Iron Man LOOKS UP.

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

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

IRON MAN

This is not over.

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

HOWARD STARK

No. It's just about to begin.

INT. FERRARI -- NIGHT

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

EXT. LONG ISLAND -- AIRSPACE -- NIGHT

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

BETHANY

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

IRON MAN

Probably.

BETHANY

So, what are you? Like a robot?

IRON MAN

Uh... Yes.

She touches the inhuman face-plate.

BETHANY

Amazing. He's so brilliant, Tony.

IRON MAN

Yes. Amazing.

BETHANY

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

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

BETHANY (cont'd)

Looks like you were a little outmatched here, big fella.

She touches the flapping SHOULDER PLATE, which FLIES OFF.

IRON MAN

-- Thanks.

EXT. CATSKILLS HOUSE -- BACK LAWN -- NIGHT

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

RHODEY

STARK!

IRON MAN

I know, I know --

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

TONY

But I got her, didn't I?

RHODEY

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

Rhodey marches off, as Tony smiles sheepishly at Bethany.

BETHANY

A robot, huh?

TONY

With a soft, chewy center.

BETHANY

So you cared enough to come
yourself.

TONY

No, not really. But I had to test
out the suit.

BETHANY

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

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

BETHANY (cont'd)

The suit works for you.

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

TONY
(to himself)
Diagnostic: Successful.

EXT. EGYPTIAN DESERT -- NIGHT

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

TITLES: EGYPTIAN DESERT -- THE SIWAH OASIS

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

Picking the lock with ease, he opens the container.

RICHARD
That's not cork.

PAN UP ON: The face of A BATTLE TANK bristling with guns.

Richard withdraws a STARK MINI-CAMERA. On its FLASH, the TANK suddenly ACTIVATES, GUNS SWINGING UP. Richard pales.

He turns to run, but before he gets two steps, he is SHOT THROUGH THE STOMACH, falling dead against another CARGO CONTAINER, as Security personnel come on the run...

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

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

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

HAMMER
Unfortunately, Detective Dougherty, our Government-contracted areas require Top Secret Classification.

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

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

HOWARD STARK
No. No idea at all...

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

The police are gone. Howard examines the Iron Man photo.

HOWARD STARK
Anthony.

Stark hands Hammer the Photo.

HOWARD STARK (cont'd)
Give this to the analysts. Have
them take what they can to
accelerate the War Machine project.

HAMMER
The good news is, we were able to
record his energy signature. The
next time he flies... We can track
him.

INT. WINE CELLAR WORKSHOP -- NIGHT

Tony clanks awkwardly down the stone STAIRS. Bethany laughs.

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

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

TONY
Your baby?

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

TONY
Alright, we'll use the Launch Jet
as a tracking platform. And
Rhodes... Do me a favor and wheel
that appliance dolly over here,
would you?

RHODEY

What for?

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

TONY

Because I can't seem to move.

INT. WINE CELLAR WORKSHOP -- NIGHT

It's late. The MONITORS run STARK IRONWORKS FILES.

TONY

Look at these firepower ratings.
Just one of these mini-tanks would
tear through a U.S. Armored
Division like paper.

BETHANY

Look at this... Here's the Korea
plant; and others: Sudan, Egypt.
Every location close to one of the
empty Terrorist Training Camps.

TONY

Wait, these are the technical specs
for my Everest Tracking Chips. --
But they're not my design.

BETHANY

They're not?

TONY

Not entirely. Their power source
has been altered. They've gone
from a movement-charging function
to Infused Repulsor power.

BETHANY

More efficient, maybe?

TONY

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

PUSH IN ON: Tony, searching the Chip Page, enlarging it.

TONY (cont'd)

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

BETHANY

What? Implanted in the what?

TONY

... The entire Line of Presidential
Succession.

EXT. WHITE HOUSE -- ESTABLISHING -- NIGHT

The seat of Global Power, lit up for night-time viewing.

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

A TELEVISION plays LIVE FOOTAGE of the PRESIDENT, giving a
speech. PETER BENTON, the VICE-PRESIDENT (50's, handsome),
rises from his chair to greet HOWARD STARK.

HOWARD STARK

Good evening, Mr. Vice President.

INT. WINE CELLAR WORKSHOP -- NIGHT

Tony is pacing. Thinking. Computing.

TONY

Say you've developed a line of
hyper-advanced weapons... How do
you get people to buy them?

BETHANY

Mount a publicity campaign?

TONY

What if you can do better than
that? What if you could get the
President to shift American policy?
Convince the people they're in
danger of international attack.

BETHANY

They'd demand better weapons...

TONY

And Stark Ironworks would be there to accommodate them, with contracts worth billions upon billions.

BETHANY

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

TONY

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

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

Howard Stark lights a CIGAR in the VP's office.

HOWARD STARK

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

BENTON

Oh yes? To whom?

HAMMER

Cent-Com. The Joint Chiefs.

BENTON

(careful)

Are you saying...

HOWARD STARK

You know what I'm saying. It's time Peter. Time for what we talked about, all those years ago.

BENTON

Look, I don't have the power...

HOWARD STARK

Power. You run the free world.

BENTON

(pointing to the TV)

No, he runs it. I'm only here in case he dies.

HAMMER

Peter. You agree to what I'm proposing, here and now. And in 12 hours... You will be President.

INT. WINE CELLAR WORKSHOP -- NIGHT

Tony leans back, putting a hand to his forehead.

TONY

My father is going to kill the President.

BETHANY

You don't know that.

TONY

I do know it. Kill the President with the Implant Chip, install the Vice-President as his puppet. It's perfect.

BETHANY

Except for the Treason.

TONY

Men like my father don't get charged with Treason. -- The Chips are controlled by direct Satellite uplink. It's the only way I can stop them.

BETHANY

Stop them how? By taking out a Satellite? What are you going to do, fire a missile at it?

TONY

I -- Sort of.

Looking into his eyes, she understands what he is suggesting.

BETHANY

No... Don't even think about it.

Tony shows her the SATELLITE/CHIP diagrams.

TONY

You see this orbital projection? In 12 hours, the Satellite is going to be in range. From that moment on, the President is good as dead.

INT. WINE CELLAR WORKSHOP -- NIGHT

RHODEY

So you want to modify it for *what*?

Tony enters data into the computers, CG ENHANCEMENTS OVERLAY the Armor. BLUEPRINTS for the IRON MAN MARK II ARMOR.

TONY

For space.

BETHANY

Rhodey, do not let him talk you into this. He'll be killed!

TONY

We always talked about space.

RHODEY

That's true.

BETHANY

Are you insane? You barely survived this flying coffin the last time!

RHODEY

That's also true. -- Hell, you barely survived the test run.

BETHANY

Whatever he offers you Rhodes, ask yourself this: Is it worth our lives? Cause we'll end up in jail for manslaughter, while he's up in rich man's heaven laughing at us! What's worth that?

RHODEY

Yeah. What is worth that?

TONY

If I survive; You take it up next.

RHODEY

That was it.

TONY

Great! We've got twelve hours.

BETHANY

That's it. I'm leaving.

TONY

(teasing)

Okay. Just don't go back to your office, alright? We won't have time to save you twice.

BETHANY

Keep it up, Stark. I'll save you time and kill you myself.

She exits in a huff. Tony looks at Rhodes.

TONY

Too far?

RHODEY

Just a touch.

TONY

Can you track the Chips' command source back to its satellite?

RHODEY

No sweat. That Satellite's got to be one of Stark's. I'm on it.

TONY

I'll be right back.

EXT. CATSKILLS HOUSE -- BACK LAWN -- NIGHT

Bethany is on the phone, she runs her hands over the two BLAST HOLES left over from the Iron Man test run.

CIA OPERATOR (V.O.)

CIA. Operations.

BETHANY

Bethany Cabe, ICE Division,
Homeland Security, 929913. I need
to Patch to one of your Agents.
Richard Rennselaer, 488900-X-ray.

She hears the clicking of keys. And then... silence.

CIA OPERATOR (V.O.)

... What is your relationship?

BETHANY

(closing her eyes)

I'm -- I was his wife.

CIA OPERATOR (V.O.)
Richard Rennselaer was killed in
the line of duty two hours ago. A
Crew discovered his body by the
side of the road in --

Bethany hangs up, tears in her eyes. Tony is sitting behind
her now, on a wide, flat rock. She sits beside him.

BETHANY
Richard's dead. They killed him.

TONY
I'm sorry.

BETHANY
Why did all this have to happen?

TONY
Because my father was born with
power.

BETHANY
But you were born with power too.
And you're not like that.

TONY
That's why I'm the one who has to
stop him. No matter what it costs.

She doesn't like it. But she finds that she loves him, so
she kisses him... He kisses her back, as we FADE TO:

EXT. AIRPORT -- MORNING

Tony and Bethany pull up to Tony's Jet in a 1967 convertible
CORVETTE STINGRAY. They stop before the silver LAUNCH JET.

INT. 747 CONTROL CABIN -- DAY

Bethany and Tony enter the Jet. The interior is LINED in
STEEL. COMPUTERS run the length of the walls. In the REAR:

THE IRON MAN MARK II ARMOR, shining and new, stands propped
in a HOUSING. It is a work of art.

BUILT UP around the shoulders, the ARMOR PLATING is even
stronger. The helmet and face plate are more aggressive.
WEAPONS PORTS dot its skin. In a lesser man's hands, it
would be a perfect killing machine.

INT. HARVARD UNIVERSITY -- LECTURE HALL -- DAY

APPLAUSE as the PRESIDENT takes his place at the PODIUM.

PRESIDENT

Good afternoon. This is an historic day. Today we will hear several Initiatives in the arena of Weapons disarmament...

INT. 747 CONTROL CABIN -- DAY

PULLS OUT FROM: THE IRON MAN MARK II. Bethany touches it.

BETHANY

Everything you need to start a war.

TONY

Or finish one.

BETHANY

(don't do this)

Tony please --

Tony turns, edgy. Nervous as well.

TONY

What? Please what?

Seeing his own nerves, she simply hugs him.

BETHANY

Please come back.

EXT. JET -- DAY

At 42,000 feet, the day is crystal clear.

ANGLE UP ON: THE JET'S UNDERCARRIAGE, where the "BOMBER'S HATCH" SWINGS OPEN. IRON MAN is now held in the HOUSING, which LOWERS HIM clear of the Jet's floor. The Armor now wears a HUGE BOOSTER ROCKET HOUSING about its shoulders.

CLOSE ON: TONY'S EYES through the slits, wide with adrenaline. The slits CLOSE behind mirrored LENSES.

RHODY

We're as high as we can go. Are you set?

Tony takes a deep breath. Back in the saddle again.

IRON MAN
Set as I'm going to get.

RHODEY
Releasing you now.

With a huge CLANK, the HOUSING RELEASES. Iron Man DROPS.
His BOOT-JETS FIRE HIM out from under the jet like a bullet.

INT. JET -- COCKPIT -- DAY

Rhodey takes Bethany's hand as, through the windshield, IRON MAN ARCS off and up, giving a little spin as a goodbye.

EXT. THE SKY -- DAY

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

INTERCUT TO: RHODEY AND BETHANY watching Tony's MONITORS.

RHODEY
How you doing, pal?

ANGLE ON: IRON MAN -- ICE builds on his shoulders and forehead, as he SCUDDERS through TURBULENCE.

IRON MAN
Turbulence. Air's getting thin.

RHODEY
Prepare to fire long-range boosters. On my mark --

CLOSE ON: TONY'S EYES -- Now comes the scary part. We hear his BREATHING through the respirators, speeding up.

RHODEY (V.O.) (cont'd)
Three... Two... One.

SIDE ANGLE: As the BOOSTER PACK on Tony's back SLAMS FORWARD in a MASSIVE BURST OF FIRE which obscures his lower half.

EXT. SPACE -- CONTINUOUS

The BLUE SKY FADES to BLACK and an EXPLOSION OF STARS blinks into view. Tony begins to breathe again, in astonishment.

RHODEY (V.O.)

Anthony Stark, while you may not be the first millionaire in space; You are without question the first to get there without a ship.

BETHANY (V.O.)

How do you feel?

ANGLE DOWN ON: IRON MAN, DRIFTING OVER NORTH AMERICA. The view of the Earth and its horizons is staggering.

IRON MAN

Invincible.

RHODEY (V.O.)

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

It is difficult for Tony to pull his gaze from the planet beneath him. But he does -- Just in time to see a MAMMOTH STARK SATELLITE BARRELING TOWARD HIM. He BLASTS FORWARD, barely dodging it as it sails past on its 750 m.p.h. orbit.

IRON MAN

Yeah, I see it.

He CLAMP-LANDS on the satellite with Magnetic BOOT-LOCKS.

RHODEY

Careful, now. Re-route the connections, but *do not* damage the main housing.

IRON MAN

Come on. I could crush this thing bare-handed.

RHODEY

Look, S.I. doesn't want a loaded reactor re-entering the atmosphere. The minute it detects a breach, it will expend its energy. -- Right in your iron mug. So watch yourself.

Iron Man opens a PANEL, revealing a sparkling CONTROL BOARD. The CIRCUITRY looks similar to Tony's silver masterworks, but coarser, less refined. Tony extends a COMPUTER PORT from his metal glove and inserts it.

IRON MAN

I'm in. Are you getting this?

INT. JET -- COCKPIT -- DAY

Rhodey glances to Bethany, who watches the MONITORS. A STREAM of INFORMATION runs down the screen.

BETHANY
Connection's good.

RHODEY
You are clear to reprogram.

EXT. SPACE -- DAY

IRON MAN'S POV: He ALTERS the DATA at a phenomenal rate. Suddenly, the streaming information turns to RED.

IRON MAN
Guys... Something's not right here.

INT. HARVARD UNIVERSITY -- LECTURE HALL -- DAY

The President is on a roll. He thumps the podium.

PRESIDENT
It is time we recognized that
Weapons of Mass Destruction are the
threat, not merely which hands they
rest in. So as of this moment, I --

He pauses, his hands gripping the edge of the Podium. The audience waits, bated. The SECRET SERVICE turn to him. The PRESIDENT suddenly ARCHES BACK in sudden, searing pain. The PRESIDENT PITCHES FORWARD. The AUDIENCE SCREAMS.

INT. JET -- COCKPIT -- DAY

PULL OUT FROM: The small TV in the cockpit, showing the image of the President, and the people running toward him.

BETHANY
Tony, it's started! You've got to
shut that thing down!

EXT. SPACE -- DAY

Tony works feverishly. But he's not going to make it.

IRON MAN
I can't! It's --

Tony's eyes narrow. Hell with it. He raises a METAL FIST...

INT. HARVARD UNIVERSITY -- LECTURE HALL -- DAY

The President's pain abruptly STOPS. In the arms of the Secret Service now, he begins to come out of it.

PRESIDENT
I'm okay. I'm alright...

INT. JET -- COCKPIT -- DAY

The INFORMATION on Rhodey's monitor suddenly BLINKS OUT. Bethany looks up from the small TV.

BETHANY
The President's okay!

RHODEY
Good job, man! What did you do?

EXT. SPACE -- DAY

PULL OUT FROM: IRON MAN, his FIST driven into the crumpled CONTROL PANEL to the forearm.

IRON MAN
Uh... I'll tell you in a second.

Carefully, Iron Man PULLS HIS ARM from the mechanism. For a moment, nothing happens. Tony exhales. THEN -- The Satellite emits a RAPIDLY BUILDING ELECTRICAL WHINE.

Iron Man SPINS and FIRES his JETS, flying just a few feet before: KA-WHAM! -- The Satellite EXPLODES in an EXPANDING BALL of ENERGY. Iron Man is KNOCKED FLYING, SPINNING, at speed, back toward the Earth.

BETHANY (V.O.)
Tony! Tony, are you alright?

IRON MAN
I'm fine. The Armor however --

BETHANY (V.O.)
What? What's wrong with the Armor?

INT. JET -- COCKPIT -- DAY

Rhodey looks up from the monitors. Most have gone FLAT-LINE.

RHODEY
Everything.

EXT. STRATOSPHERE-- DAY

IRON MAN PLUNGES back to Earth. The air around him BURSTS INTO FLAMES as he SCORCHES back into the atmosphere.

IRON MAN
Flight controls off-line, Oxygen's off. I've got a couple of minutes of air trapped in the suit. Maybe.

BETHANY (V.O.)
Is anything working on the damn thing?

IRON MAN
The radio?

INT. JET -- COCKPIT -- DAY

PUSH IN ON: RHODEY, pointing out the forward windows. A FLAMING COMET is dropping from the upper reaches. Rhodey DIVES the plane forward, sweeping down toward the sea, flying at a POWER-TILT toward the BLAZING LINE IN THE SKY.

EXT. ATLANTIC OCEAN -- DAY

ANGLE ON: IRON MAN, ENGULFED in NOISE and FLAME. The endless OCEAN appears through the fire, rushing up to meet him.

IRON MAN
About my Impact Baffles, Rhodes. You double-checked every connection, right?

RHODEY (V.O.)
Of course I did.

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

IRON MAN SLAMS INTO THE OCEAN in an EXPLOSIVE SPLASH-DOWN.

INT. JET -- COCKPIT -- DAY

Rhodey banks the plane into a low circle. Silence.

RHODEY

Tony?

IRON MAN (V.O.)

Still ticking...

EXT. OCEAN DEPTHS -- DAY

IRON MAN DESCENDS into the depths like a stone, the water around him BOILING a thick trail of bubbles...

IRON MAN

For the moment.

INT. JET -- COCKPIT -- DAY

Bethany whips off her seat belt.

BETHANY

We have to help him! Rescue him!

RHODEY

How? We're in a god-damned 747!

EXT. OCEAN DEPTHS -- DAY

The water around Iron Man turns from blue to BLACK as he drops. The Armor CREAKS as the CRUSHING PRESSURE builds.

CLOSE ON: TONY'S FACE, through the mask, sweat beading. He's running out of air, breath coming hard.

IRON MAN

Bethany...

BETHANY (V.O.)

I'm here, Tony.

IRON MAN

If I'd never kissed you... I wouldn't be... so ready for this.

INT. JET -- COCKPIT -- DAY

A HISS of silence.

BETHANY

No! Tony, no! You hang on!

She reaches out to the radio, and Rhodey takes her hand.

EXT. OCEAN DEPTHS -- DAY

IRON MAN hits the ROCKS 200 feet down, and lies like a bug on a pin, his breath a narrow, reedy thread.

CLOSE ON: TONY'S EYES, through the slits, calm and sad, looking up at the far distant SUNLIGHT. THEN -- TWO DIVERS DROP INTO VIEW. They hook the CABLES to the Armor.

EXT. ATLANTIC OCEAN -- DAY

A huge SIKORSKY HELICOPTER hovers over the water. A FLOOR HATCH is open, dangling STEEL CABLES into the water.

INT. SIKORSKY HELICOPTER -- DAY

A TECHNICIAN eyes a MONITOR which TRACKS IRON MAN'S ENERGY.

TECHNICIAN 1

The Divers have him. Bringing him up now.

A WINCH attached to the roof of the large cargo helicopter begins to REEL Iron Man to the surface.

EXT. ATLANTIC OCEAN -- DAY

Rhodey and Bethany gape as IRON MAN RISES FROM THE WATER, ASCENDING INTO THE BELLY OF THE SIKORSKY.

INT. SIKORSKY -- DAY

The WINCH raises a dripping IRON MAN into the helicopter. THE FLOOR HATCH SWINGS SHUT BENEATH HIM.

TECHNICIANS move in. They RELEASE the CABLES. Iron Man COLLAPSES to his knees, his chest hitching for air. A technician aims a PENLIGHT into the back of the Armor's neck.

TECHNICIAN 1
Power's off. We can't open it.

A MAN'S VOICE, from OFF-SCREEN.

VOICE (O.S.)
Hook him up.

They move in, searching for the power inputs. TECHNICIAN 2 realizes that the man in the Armor is whispering to him.

TECHNICIAN 2
What's that?

IRON MAN
My hands... In my hands.

The Techie plugs into the CONDUCTIVE PORTS on his hands. He nods to an OPERATOR, standing by a small POWER GENERATOR.

TECHNICIAN 2
Hit him.

The Operator moves a lever forward. LIGHT INFUSES the Armor, as Technician 2 opens the CONTROL HATCH at the back of Iron Man's neck, slapping an OCTOPUS CLAMP CIRCUIT BOX into his nerve center. The Operator works the Device's computer.

COMPUTER OPERATOR
Channeling power to locking systems
and life support.

Tony BREATHES as his RESPIRATORS come on. He starts to STAND.

COMPUTER OPERATOR (cont'd)
Blocking locomotion and weapons
systems.

Iron Man FALLS again, before a pair of expensive SHOES.

HAMMER
Take it off him.

At the Technicians' command, the HELMET RETRACTS into Iron Man's shoulders, revealing a bedraggled Tony. The Armor UNLOCKS around him, spilling him out, clad in the MAST OUTFIT underlayer, the CHEST PLATE still on his chest.

HAMMER (cont'd)
Anthony.

INT. JET -- COCKPIT -- DAY

ANGLE ON: RHODEY and BETHANY, listening in.

HAMMER (V.O.)

*It's amazing, the lengths you'll go
to frustrate your father's will.*

RHODEY

That's Justin Hammer.

BETHANY

What do we do?

Rhodey wings the plane up into the low hanging clouds.

RHODEY

We stay close.

INT. SIKORSKY -- DAY

Hammer examines the Armor, noting the Repulsor ports on the palms, the ROCKET HATCHES around the shoulders.

HAMMER

At least you've finally learned the
value of fine weaponry.

TONY

It's the unfortunate result of
dealing with technology-laden
sociopaths like yourself.

HAMMER

Sociopaths, is it now? Careful,
boy... Pathology is hereditary.

(to TECHNICIAN 1)

How's our feed?

TECHNICIAN 1

Crystal. Downloading it all now.

Tony looks from the Armor to the computers, where the last of
his secrets are stolen away, transmitted to Stark Ironworks.

TONY

Stockpiles of weapons, terrorist
training camps. The President.
All of this, just to sell weapons?

HAMMER

Is that what you think this is about? Sales?

TONY

Isn't it?

HAMMER

So much more. Your father will settle for nothing less than the restoration of order to the world.

TONY

Better weaponry isn't going to restore order anywhere.

HAMMER

How a visionary like Howard Stark fathered someone so incredibly naive is a continual mystery to me. Your father saw the way things were going in the sixties. Civility, order, all of it falling apart in the corrupting face of technology, mass-communication. It takes two things to run the world; Simplicity, and Power. And simplicity takes its leave when the people start thinking in all directions. He knew only he had the power to restore order to the world -- By installing an ally in the highest seat of power and forcing him to do what should have been done decades ago.

TONY

Which is?

HAMMER

Clench the Iron Fist. Embrace the Rising Dawn. Do you realize that the United States has bases strategically placed *around the world*? America is the last remaining superpower. Why do we *negotiate* with antagonistic countries, when we should be conquering them? With just one Presidential order, we could secure the entire world in just days. Don't tell me you've never imagined it;

(MORE)

HAMMER (cont'd)

Everyone speaking one language,
grilling with their kids in the
back yard. One flag for the entire
world. An American flag.

TONY

Impossible. It would be chaos.
People would fight back.

HAMMER

Not against your weapons systems.
No Army on the planet can stop us.

TONY

Where are the weapons Hammer?

HAMMER

Travelling as we speak to the
more... unruly corners of the
globe. To await the order.

TONY

Well, there's no order coming. The
President is safe. It's over.

HAMMER

The President is just an obstacle
to be eliminated. Like you.

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

PUSH IN ON: HOWARD STARK, reading the IRON MAN FILES being
transmitted to his COMPUTER. Detailed analyses of the Armor,
blueprints, etc... But it is a DELIVERY ADDRESS which
catches his eye. He leans in close.

CLOSE ON: THE SCREEN, showing an ADDRESS in the CATSKILLS.

HOWARD STARK

The Catskills house.

Howard sits back, realizing where his son's been hiding.

HOWARD STARK (cont'd)

His mother's house...

INT. SIKORSKY -- DAY

Hammer taps Tony's CHEST PLATE.

HAMMER

What's this? Take it off him.

They UNHOOK the Chest plate and REMOVE IT from its housing. Long, SURGICAL ELECTRODES pull out from his chest. Tony falls forward, in CARDIAC ARREST as the TECHNICIANS HOOK THE PLATE UP TO THE ARMOR. In agony, Tony meets Hammer's eyes.

TONY

Stop this, Hammer... Before it's too late.

HAMMER

Anthony. It's far, far too late.

Hammer releases the FLOOR HATCH, which SWINGS OPEN. Tony DROPS THROUGH THE HATCH.

EXT. NEW YORK AIRSPACE -- DUSK

The silver 747 DIVES THROUGH THE CLOUDS, heading for the falling, tumbling TONY. Rhodey's not giving up yet.

RHODEY

Take the stick!

Bethany takes control of the diving aircraft, as Rhodey grabs the ARMOR REMOTE. THE REMOTE SCREEN FLASHES: ACTIVATE.

INT. HAMMER'S HELICOPTER -- DUSK

A TECHNICIAN removes the OCTOPUS CLAMP, but draws his hand back as the PANEL he's working on SLIDES SHUT ON ITS OWN. He draws back as the IRON MAN ARMOR SUDDENLY RISES TO ITS FEET.

HAMMER

What are you doing? Shut it down!

TECHNICIAN

I can't! We're not controlling it!

Suddenly, the Armor BLASTS forward, the JET FLASH THROWING the Technicians to the side. Hammer DIVES as the Armor PUNCHES THROUGH THE SIKORSKY'S WALL, leaving the helicopter ON FIRE. Hammer hangs on as the Sikorsky DIVES into a SPIN!

HAMMER

ANTHONY!!!

Seconds later, the SIKORSKY EXPLODES.

EXT. NEW YORK AIRSPACE -- DUSK

Tony is dying, his fall dreamlike, the rush of air almost soothing. The GROUND rushes up to meet him.

RHODEY (V.O.)
STARK! Heads up!

Disoriented, Tony turns to the VOICE above him. The IRON MAN ARMOR is FLYING AT HIM, its JETS out-racing gravity. The Armor OPENS FROM HEAD TO TOE, guiding itself over his body.

Tony spreads his arms and smiles, recognizing how lucky he has always been. The Armor CLAMPS ONTO HIM! HIS BOOT JETS FIRE, BLASTING AWAY THE GRASS AND EARTH that very nearly became his grave -- And SOARS BACK INTO THE AIR!

INT. WHITE HOUSE -- OVAL OFFICE -- NIGHT

The PRESIDENT stares out his window as RAIN begins to fall.

SECRET SERVICE CAPTAIN
You're certain you're alright, sir?

PRESIDENT
You heard the doctors. I'm fine.

SECRET SERVICE CAPTAIN
That was quite a scare today.

PRESIDENT
Well I can assure you, I've had no lasting... after effects...

ANGLE THROUGH THE WINDOW ON: IRON MAN, who stands on the lawn, lit by sudden LIGHTNING, rain dripping off him.

PRESIDENT (cont'd)
Holy God.

The Secret Service grabs the President, blocking the windows when, OVER EVERY SINGLE ONE OF THEIR PRIVATE RADIOS, a VOICE:

IRON MAN (V.O.)
Mr. President. I need to speak with you. I am not a threat. I know who tried to kill you.

The President motions for a RADIO. They give it to him.

PRESIDENT

How do I know you won't try to kill me yourself?

IRON MAN

Because you know me.

Iron Man's HELMET RETRACTS. Tony stands in the rain.

PRESIDENT

Anthony...

EXT. WHITE HOUSE -- ROSE GARDEN -- NIGHT

The President walks out, the Secret Service flanking him, marking Tony with laser-sights. He indicates the Armor.

PRESIDENT

What is this, Anthony?

TONY

It's my father, sir. He tried to kill you today -- with the tracking Chip implanted in your neck.

The President puts a hand to the back of his neck.

PRESIDENT

... The Stark Industries Chip.

TONY

It's been deactivated, sir. But I thought you should know the truth.

PRESIDENT

Your father and I have had our differences before. I appreciate how difficult this must be for you.

TONY

I'm just trying to make this right, Mr. President. If there's anything else I can do... Just call.

Tony steps back from the President, his HELMET REFORMING. And in a BLAZE of FIRE, Iron Man FLIES. The President watches him go, deep in thought. He withdraws a CELL PHONE.

PRESIDENT

General, how quickly can you get me a location on Howard Stark? Yes, *that* Howard Stark.

EXT. WASHINGTON AIRSPACE -- NIGHT

ANGLE ON: IRON MAN, LISTENING IN on the President's conversation, tapped into his phone line.

GENERAL (V.O.)
Coast Guard reports his yacht just
left the docks off Annapolis, sir.

PRESIDENT (V.O.)
Take him out.

CLOSE ON: IRON MAN, his eyes widening.

GENERAL (V.O.)
Sir?

PRESIDENT (V.O.)
Code Polo-Griffin.

Iron Man BLASTS through the sky, streaking toward --

EXT. HOWARD STARK'S YACHT -- TOP DECK -- NIGHT

Howard Stark strolls onto the Top-Deck of his ship. He spots a CREW MEMBER, tying down lines around the LANDING PAD.

HOWARD STARK
Has Justin Hammer checked in?

The CREW MEMBER speaks into his radio, listens back.

CREW MEMBER
No word on him yet, sir.

PUSH IN ON: HOWARD, looking off into the night. Listening...

HOWARD STARK
Then why do I hear helicopters?

EXT. CHESAPEAKE BAY -- NIGHT

TWO APACHE HELICOPTER GUNSHIPS knife across the black ocean.

APACHE PILOT (V.O.)
Target acquired. Go Polo-Griffin.

The two Apaches FIRE ONE MISSILE EACH.

APACHE PILOT (cont'd)
Missile lock is -- What the Hell!?

The Apaches are ROCKED BACK as IRON MAN ROCKETS BETWEEN them.

IRON MAN
Come on... Come ON!

Fingertips just reaching the first missile, Iron Man SWATS IT into the water, where it EXPLODES, sending a BURST OF SEA-MIST into the air. Iron Man blasts through it.

IRON MAN'S HUD: TRACKS the SECOND MISSILE. He will never get his hands on it in time. He AIMS carefully and FIRES A REPULSOR BLAST -- MISSING the missile by scant inches, punching a HOLE into the yacht just moments before --

WHAM! IRON MAN and the MISSILE HIT THE BOAT SIMULTANEOUSLY. The YACHT EXPLODES in a BLOOMING FIREBALL. The CONCUSSION BUFFETS IRON MAN INTO THE AIR, blazing with napalm.

Regaining control, Iron Man sails back to the ocean's surface, FLYING BENEATH THE WATER to extinguish the flames; He climbs INTO THE AIR again, HELMET RETRACTING so that he may watch the remains of his father's ship burn away...

FADE TO:

EXT. ATLANTIC OCEAN -- DAY

Morning. The sea is rough. A TROPICAL STORM tosses the MASSIVE OIL TANKER, INTREPID on the roiling waves.

TITLES: ATLANTIC OCEAN, 50 MILES OFF THE VENEZUELAN COAST.

INT. OIL TANKER -- WHEELHOUSE -- DAY

The TANKER CAPTAIN steers through the SHEETING RAIN. He holds a SATELLITE PHONE to his ear, listening hard through a very STACKY CONNECTION.

VOICE (V.O.)
Where are you, Captain?

TANKER CAPTAIN
Just passing Venezuela. We'll reach landfall by morning.

VOICE (V.O.)
Turn the ships around.

TANKER CAPTAIN

Sir? Could you repeat, I'm not sure I understood --

VOICE (V.O.)

Bring them home. -- All of them.

The line CLICKS DEAD. The Captain picks up the RADIO MIC, as he begins to WHEEL the ship around.

TANKER CAPTAIN (V.O.)

Com, patch me through to our sister ships...

INT. WINE CELLAR WORKSHOP -- DAY

Bethany looks as if she has not slept. She makes her way down the stairs to find RHODEY, still at the radio.

RHODEY

This is base. Come in, Tony.

BETHANY

No luck?

RHODEY

He's shut down his tracking systems. There's no way to find him.

Suddenly, the HOUSE SHAKES, as from an EXPLOSION.

EXT. CATSKILLS HOUSE -- BACK LAWN -- DAY

Helmet off, Tony SOARS DOWN and FIRES, SHATTERING a HUGE BOULDER on his lawn, then drunkenly banks for another pass.

TONY

Always hated that boulder...

BETHANY

ANTHONY STARK!

Below, Bethany and Rhodey run out of the house. Tony comes in for a landing, missing his mark, SKIDDING to his knees.

TONY

Hi.

BETHANY

Where the hell have you been?

He looks up at them, drunk and hollow-eyed.

TONY
Killing my father.

INT. WINE CELLAR WORKSHOP -- DAY

Rhodey installs the Armor onto the Dais housing. Tony pours himself a glass of RED WINE from the cask.

BETHANY
You didn't kill your father.

TONY
Yes I did. Sure as if I'd put my hand to his face and -- Zap. And the thing is... I wanted to do it.

BETHANY
No. You wanted to stop him.

TONY
No. My father and I... we were coming to this, for a long time.

Rhodey descends from the Dais, wiping his hands.

RHODEY
Now *that* I agree with. I've been watching this family for a long time. And a lot of people have been waiting for the moment when the unstoppable force met the immovable object. That's just human nature, but that doesn't mean you killed him. Inevitability's one thing. The rest --

Rhodey takes the glass from Tony's hand and SMASHES IT.

RHODEY (cont'd)
Is just self-pitying bullshit.

BETHANY
Rhodes.

TONY
No, he's right.

Tony looks up, out the cellar windows.

TONY (cont'd)

This isn't over. There are still ships full of weapons out there, which need to be found.

EXT. ANNAPOLIS NAVAL ACADEMY -- DUSK

SWEEPING PAN OVER: The ANNAPOLIS NAVAL ACADEMY, bordering the CHESAPEAKE BAY, where FOUR MASSIVE OIL TANKERS are heading for the shore, clearly out of their sea-lane.

COAST GUARD BOATS rush out to confront them.

INT. COAST GUARD SHIP -- WHEELHOUSE -- DUSK

The COAST GUARD CAPTAIN takes the radio.

COAST GUARD CAPTAIN

Tanker Intrepid. Your course is unauthorized. Respond.

EXT. OIL TANKER -- DECK -- DUSK

No crew members can be seen on the wide metal decks. The Coast Guard's TRANSMISSIONS can be heard, echoing, ignored.

COAST GUARD CAPTAIN (V.O.)

*TANKER INTREPID, YOUR SHIPS MUST
TURN BACK NOW.*

A wide HATCH SLIDES OPEN in the top deck, and a MASSIVE GUN TURRET RISES from below. It FIRES a BLUE REPULSOR BLAST which OBLITERATES THE LEAD COAST GUARD SHIP.

ALARMS begin to RING at the ACADEMY, as the first TWO TANKERS GROUND THEMSELVES ON THE BEACH, the other two right behind it, GUNS swivelling to DESTROY TWO MORE COAST GUARD CUTTERS.

INT. WINE CELLAR WORKSHOP -- DAY

Bethany brings Tony a COFFEE as he works on his COMPUTER.

BETHANY

Do you mind if I turn on the news?

TONY

No, go ahead.

On the HUGE MONITORS, CNN shows NEWS-COPTER ANGLES of the TANKERS, FIRING on the COAST GUARD SHIPS.

NEWSCASTER (O.S.)

-- Utter chaos, as four unidentified Oil Tankers have begun to attack the Annapolis Naval base, here in Maryland...

PUSH IN ON: TONY, turning toward the TVs.

EXT. ANNAPOLIS BEACH-HEAD -- NIGHT

ANGLE ON: The LEAD TANKER, whose HULL SPLITS UP THE SEAM, OPENING WIDE as STARK DRONES SWARM OUT IN A CLOUD. An INNER PLATFORM SWINGS DOWN and SLAMS to the beach, creating a ramp.

SLEEK CHOPPERS skim out of the upper reaches of the Tanker-Transports like dragonflies, FLOATING MAG-LEV MINI-TANKS; Fully enclosed GUN-CYCLES. HOWITZERS like FLYING CANNONS.

NAVAL HELICOPTERS buzz in from the Annapolis Naval ACADEMY.

The Drones swarm the Naval choppers, DESTROYING THEM with rapid-gunfire. As they fall from the sky, GROUND ASSAULT TANKS and BODY-ARMORED INFANTRY POUR OUT of the tankers.

One look at this faceless tide of metal men, and you know...

Nothing can stop them.

INT. WHITE HOUSE -- SITUATION ROOM -- NIGHT

ANGLE ON: THE PRESIDENT, entering the SITUATION ROOM -- the monitoring room from which wars are run. GENERAL FORTNEY, Chairman of the Joint chiefs, steps up to salute him.

GENERAL FORTNEY

Mr. President. -- The country is under attack.

PRESIDENT

Scramble the fighters, General.

EXT. ANNAPOLIS STREETS -- NIGHT

A SQUADRON of AMERICAN F-16's DIVE IN FORMATION toward the Insurgent force.

The ONSLAUGHT from the upper ship-deck cannons and the tanks and drones below creates a nightmare WEB of FIREPOWER -- And the fighters are flying into the teeth of it, winging in like the Top Guns they are.

F-16 LEADER

Watch that fire! Mark your paths!

F-16 WINGMAN

There is no path! I can't ---

KA-WHAM! The WINGMAN is DESTROYED. The closer they fly, the hairier it gets. The approach is impossible.

F-16 LEADER

Pull Up! Support fire's too heavy!

The remaining fighters draw off, as TWO MORE JETS EXPLODE!

INT. WHITE HOUSE -- SITUATION ROOM -- NIGHT

The PRESIDENT watches the DIGITAL MAPS in the SITUATION ROOM, listening to the F-16's transmissions.

F-16 LEADER (V.O.)

Abort run! We can't even get close!

GENERAL FORTNEY

With these weapons sir, I don't know what we can do, short of Nuclear recourse. -- And they're heading into Civilian territory.

EXT. ANNAPOLIS BEACH-HEAD -- NIGHT

TWO of the TANKERS have BEACHED now, disgorging their weapons and soldiers. The OTHER TWO jockey around, about to ride up on the beach as well, UNTIL --

IRON MAN, DESCENDING toward the TANKERS so rapidly that the air BLAZES RED with heat-friction. FIRING REPULSOR BLASTS ahead of him, HE SLAMS THROUGH the SIDES of BOTH TANKERS! Both injured tankers begin to SHIP WATER, HEELING OVER ON THEIR SIDES, SINKING. In one move, Iron Man has cut their forces in half. He arcs back to the streets.

EXT. ANNAPOLIS STREETS -- NIGHT

INSURGENT SOLDIERS in MASKED HELMETS and BODY-ARMOR MARCH in waves. They chant in foreign tongues. They have breached the American Homeland and *nothing* can stand in their way...

SLOW PUSH IN ON: A LEAD SOLDIER, CHANTING with the rest, until his eyes come to rest on SOMETHING that LANDS in the STREET ahead with a WHAM!

PAN UP ON: The STREET -- and in the distance, the WASHINGTON MONUMENT. But between the INSURGENTS and WASHINGTON D.C. --

IRON MAN stands in the tree-lined road. Alone.

IRON MAN'S POV: ANALYZING the THOUSANDS of pieces of technology before him, his H.U.D. Displaying Troop Strength, Armor Tensility, Weaponry, Power Sources, everything.

The LEAD SOLDIER steps forward and SHOUTS a foreign epithet. He raises his bulked-up REPULSOR RIFLE and FIRES. Powerful as the blast is, it is easily DEFLECTED off Iron Man's chest.

Iron Man RAISES HIS HANDS, and UNLEASHES a DOUBLE REPULSOR BLAST unlike any we have seen yet -- FULL FORCE. The TWIN BLASTS PLOW INTO THE INFANTRY TOSSING HUNDREDS OF ARMORED MEN ASIDE LIKE STRAW.

Iron Man LAUNCHES into the air as the HEAVY WEAPONRY targets him. Throwing blasts from each hand, he DESTROYS tanks, drones and guns. Whatever crosses his targeting reticles.

INT. WHITE HOUSE -- SITUATION ROOM -- DAY

PUSH IN ON: The PRESIDENT, watching a NEWS-COPTER SHOT of IRON MAN, flying into battle.

GENERAL FORTNEY

What the hell is that?

GENERAL 2

Whatever it is, its on our side.

PRESIDENT

(to himself)

Anthony...

GENERAL FORTNEY

We need to ID him.

PRESIDENT

Give him the designation... Iron Man, General. Give him all the support you can.

INT. WINE CELLAR WORKSHOP -- NIGHT

RHODEY and BETHANY sit before the huge MONITORS, following the battle on both the NEWS and through IRON MAN'S POV.

RHODEY

How are you hanging in, Tony?

EXT. ANNAPOLIS STREETS -- NIGHT

IRON MAN'S POV: Using his CAT-SCAN VISION, he looks THROUGH the thronging metal TANKS to REVEAL: They are EMPTY.

IRON MAN (V.O.)

There's no-one inside the heavy Armaments! Someone must be guiding them by remote! Find out where they're being controlled, and we might just turn this thing around!

BETHANY

(to Rhodey)

Any idea where to find a staging platform for a remote-control Army?

RHODEY

Just one --

WHAM -- The HOUSE suddenly SHAKES, as if struck by a METEOR.

RHODEY (cont'd)

What the hell was that?

BETHANY

Stay with Tony. I'll check it out.

Bethany draws her PISTOL, approaching the metal set of CELLAR DOORS -- which are suddenly TORN OPEN by a MAMMOTH FIGURE, NINE FEET TALL in BLACK ARMOR. This... is WAR MACHINE.

Bethany FIRES at it, nearly emptying her clip before the FIGURE raises its hands -- its PALM PORTS IRISING OPEN. It FIRES DUAL BLASTS of BLUE REPULSOR LIGHT, one SMASHING the computers before Rhodey, the other SMASHING INTO BETHANY. She crashes into the stone wall, bleeding and broken.

EXT. ANNAPOLIS STREETS -- NIGHT

SWEEPING SPACE-CAM SHOT OVER ANNAPOLIS: The INSURGENT ARMY, much of which is dotted with SMOKING, TWISTED METAL from Iron Man's onslaught, is still pressing forward, making its way toward WASHINGTON D.C. The CAPITOL glitters in the distance.

THE BATTLE: Is CATASTROPHIC. Iron Man slices through the forests of metal weaponry with balletic grace, the FLAME-TRAILS of his boots tracing his swath of destruction. The Insurgent Army FIRES BACK with everything they've got. But Iron Man is too fast, too agile, too deft at flying now.

WHAM! Iron Man is HIT FROM BEHIND by a MISSILE fired by an unmanned MINI-CHOPPER. His Armor DENTED and SMOKING now, Iron Man TEARS IT APART with his hands.

A SQUADRON of ATTACK CHOPPERS flies at him in FORMATION, firing a BARRAGE, which TEARS into the street and trees behind him. Tony's eyes narrow. Time to get serious.

MOUNTED ROCKET LAUNCHERS UNFOLD from his SHOULDERS, and FIRE ROCKET CLUSTERS into the SQUADRON, which is OBLITERATED.

IRON MAN'S H.U.D.: Shows that his POWER LEVEL is LOW.

IRON MAN

Rhodes, I am on Low Power! I don't think I can turn them back!

But the only thing to come back to him, is a HISS of SILENCE.

IRON MAN (cont'd)

Rhodes! Bethany!

Nothing. And the FIRE is INCREASING. Iron Man SOARS DOWN:

EXT. WASHINGTON STREETS -- NIGHT

-- Into the SMALLER STREETS, the attacking force chasing him.

INT. WHITE HOUSE -- SITUATION ROOM -- NIGHT

The President watches his progress on the screens.

PRESIDENT

What's he doing?

GENERAL FORTNEY

He's drawing them down the smaller streets, sir. He's boxing them in.

EXT. BROWNSTONE STREET -- NIGHT

Last Stand. Iron Man SWEEPS DOWN, SNIPING enemy forces, who are BOXED IN by the narrow street, knocking into each other.

IRON MAN'S HUD: Is FLASHING VERY LOW POWER now.

WHAM! Momentarily distracted, Iron Man takes a DIRECT HIT to the chest! He is BLOWN THROUGH THE WALL of a BROWNSTONE.

INT. BROWNSTONE -- LIVING ROOM -- NIGHT

The NEWS is on. The COUPLE in the house gape at the battered metal man who SMASHES INTO their living room. He gets roughly to his feet, his Armor loose in places, smoking.

IRON MAN

You folks want to head out back.

They run. A TANK moves into the GAPING HOLE behind him. Iron Man DESTROYS IT, but his blasts are flagging badly.

EXT. BROWNSTONE STREET -- NIGHT

Iron Man FLIES out of the house, but his BOOT-JETS abruptly FAIL, sending him NOSE-DIVING into the pavement. Just seconds of power left. He looks around, desperate.

PUSH IN ON: A POWER BOX on the sidewalk.

IRON MAN is practically CRAWLING now, the asphalt around him spattering with fire, trying to get to the POWER BOX. Seeing this, the battered Insurgent INFANTRY gives a BATTLE CRY and closes in on the hero, valiantly trying to reach the STREETLIGHT. A couple of POT-SHOTS drive him to his knees.

IRON MAN

Just a few.... more... inches...

His GLOVE brushes against the LIGHT POLE, but a DIRECT HIT to his back drives him down. The Armor's power is GONE. The SERVOS in his limbs are winding down. His breath comes hard.

With great difficulty, he turns his head to face -- The ENTIRE INSURGENT INFANTRY, BEARING DOWN ON HIM IN FORCE. Tanks DRAW UP alongside, drones fall into place.

Iron Man falls back against the pole. No escape now.

IRON MAN (cont'd)

Okay, then... Do it.

AS ONE, they RAISE THEIR WEAPONS. The LEAD INFANTRY CRIES OUT to his troops. Ready, aim --

KA-WHAAMMM! -- The INSURGENT ARMY EXPLODES as a STREAM of SIDEWINDER MISSILES SLAMS INTO THEM! Iron Man hears the VOICE OF THE F-16 CAPTAIN OVER THE RADIO!

F-16 LEADER (V.O.)

General, their troops are locked in the trench! Iron Man has taken out enough heavy Armaments that we are now clear to approach!

GENERAL (V.O.)

Begin your run, Captain. Tear them apart.

FOUR F-16's DIVE INTO THE NARROW STREET, FIRING. The JETS ROAR OVER IRON MAN, the F-16 CAPTAIN saluting the red and gold Avenger on his pass.

IRON MAN

Rhodey! Bethany! Are you there?

INT. WINE CELLAR WORKSHOP -- NIGHT

The Workshop is in smoking SHAMBLES. RHODEY, battered and bleeding, crawls back to the shattered CONTROL PANELS, very few of the devices are still working.

RHODEY

Tony, Bethany's -- Bethany's gone!
We were attacked!

IRON MAN (V.O.)

Attacked? By what?

RHODEY

Someone in Armor. He took Bethany.

IRON MAN

Took her where?

On the one remaining MONITOR, Rhodey sees Tony's POWER LEVEL.

RHODEY

I don't know! Tony, you are right
out of power!

IRON MAN (V.O.)

Yeah, I know --

EXT. BROWNSTONE STREET -- NIGHT

IRON MAN

But the Eastern Seaboard's got
plenty.

With a monumental effort, Iron Man TEARS OFF the POWER BOX'S facing. He takes hold of the WIRING. The CHARGING PORTS in his gloves EXTEND CLAMPS which hold and SLICE the WIRING IN A SHOWER OF SPARKS. Iron Man STIFFENS as the POWER of the WASHINGTON D.C. GRID SLAMS INTO HIM!

EXT. WASHINGTON D.C. -- NIGHT

OVERHEAD ANGLE: ON WASHINGTON D.C. The STREETS are FILLED with INSURGENTS, closer to the WHITE HOUSE now. The Insurgent Forces have been drawn into the RESIDENTIAL STREETS. And though they continue to press forward, our MILITARY FORCES are able to fight back now. U.S. TANKS and JETS and SOLDIERS move in to blockade Pennsylvania Avenue.

The LIGHTS of D.C. BLINK OUT GRID BY GRID, a GLOWING RED FIGURE lit up with surging power in the center of it all.

EXT. WASHINGTON STREETS -- NIGHT

Powered up again, Iron Man LAUNCHES high into the air.

IRON MAN

Rhodes, can you get into the
Ironworks Weapons system?

INT. WINE CELLAR WORKSHOP -- NIGHT

Rhodey clears shrapnel from the computers, finds a usable keyboard. He begins to search.

RHODEY

I think so, yeah.

IRON MAN (V.O.)

Good, go to FILES.

ON SCREEN: RHODEY finds the CODE FILES.

RHODEY

Got it.

IRON MAN (V.O.)

Find a file marked "Inverse Access Route".

RHODEY

What's that?

IRON MAN

My back door.

The ROUTING APPEARS. The word PASSWORD flashes.

RHODEY

I need your Password.

IRON MAN (V.O.)

STARK RULES.

Wiping blood from his eyes, Rhodey enters STARK RULES. The MONITOR suddenly LOADS PAGE AFTER PAGE in a STREAMING FLOOD.

IRON MAN (V.O.) (cont'd)

Drop down to Ionic Phase Engines,
back-slash Directional Current.
Tell me what it reads.

RHODEY

6500 Positive.

EXT. WASHINGTON STREETS -- NIGHT

Iron Man FLIES over the carnage in the streets.

IRON MAN

Change that to 10,000 *negative*.

CUT WIDE AND OVERHEAD: INSURGENTS POUR into the wide avenues, closer and closer to the WHITE HOUSE. The Army OPENS FIRE.

IRON MAN (cont'd)

Quickly, please.

INT. WINE CELLAR WORKSHOP -- NIGHT

Rhodey enters -10,000. The SCREEN begins to FLASH URGENTLY.

RHODEY

It's giving a warning: "This will result in Severe Engine Damage."

IRON MAN

Exactly, that should --

Suddenly the LINE is broken into by a DEEP, ELECTRONIC VOICE.

HOWARD STARK (V.O.)

Son...

EXT. WASHINGTON STREETS -- NIGHT

Iron Man pulls up in the air over the raging battle.

IRON MAN

Dad? Dad?

HOWARD STARK (V.O.)

Don't do it, son. You'll destroy everything I've worked for.

IRON MAN

Yes. If I can.

In the air, Iron Man looks to the White House, and the surge of forces about to attack it.

IRON MAN (cont'd)

General Fortney!

GENERAL (V.O.)

Go for General Fortney, Iron Man.

IRON MAN

Iron Man?

GENERAL FORTNEY (V.O.)

The President has given you the designation Iron Man. Go ahead.

IRON MAN

General, tell your forces to back away from the Insurgent troops!

GENERAL FORTNEY (V.O.)

If we fall back, we'll lose our position, weaken our advantage.

IRON MAN

I don't think you will.

INT. WHITE HOUSE -- SITUATION ROOM -- NIGHT

General Fortney looks to the President, who nods.

PRESIDENT

Do what he says.

GENERAL FORTNEY

All forces, pull back. I repeat,
pull back.

EXT. WASHINGTON STREETS -- NIGHT

The U.S. FIGHTERS draw off, as do the TANKS. The INSURGENT ARMY SURGES forward, convinced of victory, UNTIL --

IRON MAN

Okay Rhodes, do it.

INT. WINE CELLAR WORKSHOP -- NIGHT

The screen flashes its warning. Rhodey hits ENTER.

EXT. WASHINGTON STREETS -- NIGHT

The Insurgent ARMY is approaching the WHITE HOUSE LAWN, WHEN EVERY TANK, DRONE, AND MINI CHOPPER SUDDENLY STOP DEAD.

The INSURGENT INFANTRY stops as well, in confusion as a high, MECHANICAL WHINE BUILDS. Then, the HEAVY ARMAMENTS EXPLODE IN A SPECTACULAR CHAIN REACTION -- Leaving only scattered INFANTRY FORCES, now FAR OUTNUMBERED by U.S. FORCES.

The INSURGENT INFANTRY DROP THEIR WEAPONS in surrender. The U.S. Military CHEERS as Iron Man FLIES BY! He salutes them.

IRON MAN

General Fortney... The battle for
Washington is over.

INT. STARK INDUSTRIES -- WEAPONS BUILDING -- NIGHT

CLOSE ON: HOWARD STARK, watching on his own MONITORS. He shuts his eyes to the destruction of all his work.

IRON MAN (V.O.)

U.S. Forces are victorious.

Still ARMORED to the neck, Howard Rises, the WAR MACHINE HELMET EXTENDING over his head in preparation.

INT. WHITE HOUSE -- SITUATION ROOM -- NIGHT

The Generals and Staff CHEER.

IRON MAN (V.O.)
*I have a friend in trouble,
General. Can you handle things on
the ground from here?*

EXT. WASHINGTON AIRSPACE -- NIGHT

But it is another VOICE which comes back to Iron Man.

PRESIDENT (V.O.)
*Permission to leave the field, Iron
Man. And thanks.*

IRON MAN
Thank you, Mr. President.

With a BLAST of his JETS, Iron Man FLIES into the night at MACH SPEED, a SONIC BOOM rolling in his wake.

EXT. LONG ISLAND -- AIRSPACE -- NIGHT

Iron Man BLASTS through the air.

RHODEY (V.O.)
*Tony, I've traced your father's
signal! I know where he is!*

IRON MAN
That's okay, Rhodes... So do I.

WIDE ANGLE: As IRON MAN SOARS toward the towering industrial buildings of the glittering STARK IRONWORKS facility.

EXT. STARK INDUSTRIES -- NIGHT

After the crush of BATTLE, Stark Ironworks is eerily SILENT. Like a FALLING STAR, Iron Man DESCENDS over the STARK IRONWORKS tarmac. SPOTLIGHTS bathe the asphalt, PAINTED with the word STARK in huge letters.

BETHANY is laid out across the word, unmoving. Tony lands to his knees, his HELMET RETRACTING. Tony takes Bethany's cold hand. She is dead.

Tony's features crack; Fatigue, regret and sorrow welling up.

Then, a HUGE VOICE, AMPLIFIED by the PA SYSTEMS of the PLANT.

HOWARD STARK (V.O.)
WELCOME HOME, SON.

Tony gets to his feet, searching. But no-one can be seen.

TONY
Come out where I can see you, Dad.

From the SHADOWS of the plant... One SHADOW separates. WAR MACHINE'S Armored LINES glow a menacing BLUE. War Machine's HELMET RETRACTS, revealing HOWARD STARK.

HOWARD STARK
I knew you'd find me again, boy.
You've always been brilliant.

Howard Stark walks into the light, exposing the lines and power and menace of the War Machine. Iron Man faces him.

TONY
But that wasn't enough, was it,
Dad? Once Mom was dead.

HOWARD STARK
I loved that woman. And your
recklessness killed her. Now we're
even.

TONY
Even. You've attacked your own
country. Put countless lives in
jeopardy. For what? For what?

HOWARD STARK
The President turned on me, boy.
Tried to take my life, despite my
life-long efforts to properly arm
this country. Well, after tonight,
the masses will understand what
kind of world they're living in.

TONY
And people's lives mean nothing in
comparison to this insane ideology.

HOWARD STARK

Ours do, Anthony. That's what you've never understood. People like us have to run it all, in the end.

TONY

The end. Tell me Dad, when does it end?

HOWARD STARK

For you, son... It ends now.

Howard raises a hand, and fires a powerful BLUE REPULSOR BLAST, SLAMMING Tony ACROSS THE TARMAC into the WEAPONS BUILDING. The ENTIRE GLASS FACE OF THE WEAPONS LAB SHATTERS. Tony's HELMET REFORMS to protect him.

War Machine LAUNCHES a VOLLEY of ROCKETS as Iron Man ATTACKS. For all of its size, War Machine is remarkably QUICK. Howard GRABS Iron Man by the neck, CRUNCHING his metal COLLAR.

HOWARD STARK (cont'd)

Don't you see boy? In all your childish ranting about the "sanctity of human life", together we've developed a method of warfare with a zero percent injury rate.

TONY

(choking)

Great. Nobody gets hurt.

HOWARD STARK

Only those who deserve it.

War Machine raises his PALM to Tony's FACE, the large-bore REPULSOR PORT IRISES OPEN, CRACKLING with BLUE ENERGY.

HOWARD STARK (cont'd)

I'm going to do what your mother refused to do thirty years ago.

Before he can fire, Tony's shoulder-ROCKET LAUNCHERS UNFOLD and FIRE a VOLLEY DIRECTLY INTO WAR MACHINE'S FACE-PLATE. War Machine takes the punishment, screaming, but holding his grip. He LAUNCHES THEM BOTH into the sky in a BURST OF FIRE.

EXT. LONG ISLAND -- AIRSPACE -- NIGHT

WIDE ANGLE: On a blazing BLUE STAR, rising HUNDREDS OF FEET INTO THE AIR above the LONG ISLAND WOODS.

Iron Man struggles to get free, FIRING DOUBLE REPULSOR BLASTS into War Machine's gut. With a grunt of rage, War Machine FLINGS IRON MAN INTO THE WOODS.

ANGLE ON: IRON MAN CRASHING THROUGH THE TREES, much like the Test Run; Except this time, his Armor is battered beyond survival. METAL PLATING begins to SNAP OFF of him. Tony is BASHED again and again, STRIPPING HIM OF HIS ARMOR. One ARM is EXPOSED and promptly SNAPS against a tree.

EXT. WOODS -- NIGHT

Tony SLAMS into the dirt floor, his HELMET RETRACTS INVOLUNTARILY. He looks up at the stars, not sure if he is getting up again. But an AMPLIFIED VOICE echoes to him.

HOWARD STARK

ANTHONY!!!

Tony's jaw sets. Using his one good, armored arm, he rises to his feet. Slow and purposeful, he RISES INTO THE SKY.

EXT. LONG ISLAND -- AIRSPACE -- NIGHT

VERY WIDE: RISING above the trees, Tony sees WAR MACHINE, HOVERING in the air above the Stark Complex, his SPOTLIGHTS searching for Tony like an angry god. For a moment, the two Armored combatants face each other over the treetops. THEN --

Tony FIRES AT HIM LIKE A BULLET. Iron Man's APPROACH is harrowing. War Machine UNLEASHES EVERYTHING HE'S GOT; ROCKETS, REPULSOR BLASTS, a rippling THUNDERCLAP OF ENERGY.

Tony puts his good forearm up, shielding himself from much of the barrage, taking the rest. He doesn't care anymore.

HAMMER

*THAT'S IT, BOY! SHOW ME WHAT
YOU'RE MADE OF!*

TONY

My name is Stark, Dad...

Tony pours on that last bit of speed, extending his palm forward, BURSTING with ENERGY. Tony speaks, quiet and firm.

TONY (cont'd)

I'm made of Iron.

IRON MAN PLOWS INTO WAR-MACHINE. Tony ROCKETS downward, RELEASING War Machine back into the IRONWORKS COMPLEX.

WAR MACHINE SLAMS INTO a CONCRETE BUILDING, as Tony executes a 90 degree turn STRAIGHT UP THE BUCKLING CONCRETE WALL.

He loops back and LANDS perfectly. He approaches his father.

TONY (cont'd)
This is it, Dad. It's over.

HOWARD STARK
It's over, when I say its over.

Howard Stark FIRES a VOLLEY of MISSILES over Tony's head. They overshoot him, so drastically that it takes a second to realize War Machine was *not aiming at him*. Tony looks up --

As the MAMMOTH LETTERS reading STARK come CRASHING DOWN ON TOP OF HIM. Tony raises his arm to shield his head as he DISAPPEARS under the COLLAPSING WRECKAGE OF HIS FAMILY NAME.

Silence. Howard rises and stands over the twisted, sparking metal and glass. Suddenly, TONY BURSTS from the wreckage! His eyes are wild and mad. His FIST clenches.

War Machine tries to fight him off, but Tony comes in swinging like a fist-fight, and the bigger Armor cannot maneuver enough to fire its heavy weapons at him. Howard raises a huge arm to CRUSH Tony. But Tony GRABS IT, and dropping it over one knee, he SNAPS IT BACK! SPARKS FLY.

Howard Stark CRIES OUT, ENRAGED. But this fight is over...

Tony HAMMERS him, DESTROYING pieces of vital technology. Until finally... Howard Stark holds up a TREMBLING HAND.

HOWARD STARK (cont'd)
Enough, please... Stop.

Tony steps back, truly shaken by this fight.

HOWARD STARK (cont'd)
All my life... All my work... It isn't fair.

TONY
It's not about fairness, dad. It's about Physics.

Through bloody teeth, Howard Stark smiles.

HOWARD STARK
I suppose you're right.

With that, War Machine shows his final trick: A HUGE MISSILE UNFOLDS FROM HIS BACK. The final weapon.

TONY

No, Dad NO! You'll kill us both!

Howard surveys the damage. The RUINS of the STARK NAME.

HOWARD STARK

It's time, Anthony. It's time.
Look what happens in our footsteps.

TONY

Don't do it, Dad. -- I love you.

HOWARD STARK

And I love you, son. With all my
heart.

Howard CLENCHES his FIST. FIRE BLASTS from the MISSILE on his back, BUT THE HOUSING IS CRIMPED. The MISSILE is LOCKED INTO PLACE! Howard tries to turn his head.

HOWARD STARK (cont'd)

What -- ?

TONY

DAD!

KA-WHAAMMMMMMM!!! War Machine EXPLODES in BURST of LIGHT and FORCE which BLOWS TONY ACROSS THE COMPLEX. The WEAPONS BUILDING EXPLODES, CRUMBLING DOWN ON TOP OF HOWARD STARK.

After the rubble has fallen... silence. Caught in the Plant's FENCING, TONY raises his head...

RISING ANGLE ON: TONY, battered and beaten, getting shakily to his feet. Armor smoking badly now, he walks, footfalls clanking on the tarmac. Bethany's body lies to one side, the crumbled, concrete grave of Howard Stark on the other.

He doesn't feel like a hero. He feels destroyed.

From the SHADOWS, something MOVES. Tony turns, raising his good arm at the gathered SECURITY GUARDS who, now that the fighting is over, begin to emerge at a distance, staring.

Before see him clearly through the smoke, Tony lifts BETHANY'S BODY, and TAKES OFF, just a dwindling red star in the night sky...

FADE TO:

EXT. STARK INDUSTRIES -- DAY

Bright sunshine, as if a fog has been lifted from the place. The STARK SIGN is NEW, updated to the *Stark Realities Font*.

TITLES: STARK INDUSTRIES WORLD H.Q. LONG ISLAND, NEW YORK --

TITLES: SIX MONTHS LATER

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

CLOSE ON: BETHANY. A photo anyway, on the big Oaken DESK.

MRS. ARBOGAST

So, here you are. King at last.
Was it worth it?

Tony turns from the window of his PENTHOUSE OFFICE -- His father's former office, but redecorated to Tony's taste. Modern, though not quite so party-oriented as the old jet. He wears an expensive charcoal SUIT. He looks grown up.

TONY

No.

MRS. ARBOGAST

Would you have done anything differently?

Tony really thinks about this.

TONY

No. I did what had to be done.

MRS. ARBOGAST

Then you should be proud of yourself. Like I am.

She rises, notebook in hand. Professional again.

MRS. ARBOGAST (cont'd)

You're meeting with the Board in ten minutes.

TONY

Good. I've got some things to say to them.

On her way out, the door BANGS OPEN as RHODEY enters.

MRS. ARBOGAST

Oh, and your new V.P. of Development has something that was obviously too important to make an appointment for.

RHODEY

Sorry, Mrs. A. But you're right.

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

ANGLE ON: A COMPUTER CHART, showing a BOX labelled STARK IRONWORKS in the center. LINES EXTEND to FOUR OTHER BOXES.

RHODEY

You asked me to trace the route of your patents. The ones that went into your father's weapons programs.

TONY

Right. Those are the factories he built them in -- North Korea, Sudan, Egypt, the Philippines. So?

RHODEY

Tony, these are just the weapons your father built.

Tony's stomach drops. He leans in closer.

TONY

... What does that mean?

RHODEY

Over the past seven years, Stark Industries has licenced your patents to a whole network of Black Market weapons designers, they made billions. Tony...

ON THE MONITOR: MULTIPLE LINES spread out to over 100 BOXES, in areas around the world. Ominous MUSIC begins to BUILD...

RHODEY (cont'd)

There's no telling what's out there.

Tony pushes back the DESK BLOTTER, revealing a NUMBERED KEYPAD. He enters a CODE. BEHIND HIM: The OFFICE WALL RISES UP, revealing the IRON MAN ARMOR in a METAL HOUSING ROOM.

Tony hits the INTERCOM, as the ARMOR SNAPS OPEN for him.

TONY

Mrs. Arbogast, tell the Board I'll
have to meet with them another
time.

MRS. ARBOGAST

Yes Mr. Stark. Is there a problem?

Tony steps into the open Armor. He meets Rhodey's eyes.

TONY

Yes Mrs. Arbogast...

CLOSE ON: Tony's face, set and grim.

TONY (cont'd)

I believe there is.

The IRON MAN FACE-PLATE SNAPS SHUT.

SMASH CUT TO:

BLACK

IRON MAN