

IN SHINING ARMOR

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FADE IN:

EXT. DESERT - NIGHT

The dusty ground is dark and cold. In the background, a small collection of buildings huddles together, surrounded by guards and razor wire.

SUPER: IRAQ - 50 MILES SOUTHWEST OF BAGDAD

In the foreground, a shape moves. It's dark and quick, with the same color and texture of the sand below it. As it slides over a rocky outcropping, we see that it is man-shaped.

A voice speaks, filtered by radio transmission. It is the voice of the shape, MIKE CARLTON, code-named MACH 10.

MIKE (FILTERED)

Mach Ten to base. I'm just outside the perimeter. Request permission to proceed.

A VOICE answers, the transmission broken with static.

VOICE (FILTERED)

You're breaking up. The jamming is getting too intense. Re-establish contact when you're ready for extraction. Permission granted. Good hunting.

Mike nods, the motion calling attention to just how perfectly his armor blends in with the terrain. He is nearly invisible while still.

As he stands and runs, we see that the armor is a full body suit, with plates mimicking human muscle groups. He looks like an armored Greek god, shimmering in and out of sight.

Mike runs very fast, superhumanly fast. His legs and arms are a blur.

AN IRAQI GUARD

stands on the outside of the fence surrounding the complex. He lights a cigarette.

As the flare of the lighter dims the guard's night vision, Mike leaps over the ten-foot high fence. The guard sees nothing.

MIKE,

as he lands on the other side, suddenly motionless. He slowly pans his head around, scanning the small courtyard. His helmet is smooth and featureless, and as effectively camouflaged as the rest of him.

MIKE'S POV - HELMETVISION

Various computer readouts are superimposed on his field of vision, displaying compass heading, radar, ground speed, mission objectives, etc. Mike issues a vocal command to the helmet.

MIKE
Command, view, infrared.

The view changes, the ground a cold black and the buildings very dark blue. The guard is a riot of yellow, red and orange, his cigarette almost white. Closer to Mike, dozens of red laser beams criss-cross around him.

MIKE,

as he carefully steps over the laser beams only he can see. Soon, he's safely in an alley between two buildings.

He walks quickly down the alley,
around a corner
and ducks into a warehouse.

INT. WAREHOUSE - NIGHT

The warehouse is huge, and filled to capacity with large objects covered with tarps. Mike walks to the nearest one and yanks the tarp down.

A SCUD MISSILE,

on it's launcher. There are biohazard signs all over it.

MIKE (FILTERED)
Mach Ten to base, over.

He waits a moment.

MIKE (FILTERED)
Mach Ten to base, do you read? Over.

He taps his helmet. Nothing.

He removes his helmet and looks inside, checking the connections. He's very handsome, mid-twenties. Seeing nothing amiss, he puts the helmet back on.

MIKE (FILTERED)

Mach Ten to base, do you read? Over.

The sound of a rifle bolt being pulled back.

GUARD (O.S.)

Halt.

Mike puts his hands up and slowly turns around.

AN IRAQI GUARD

holds an AK-47 on him. Getting a full look at Mike in armor, the guard's eyes widen.

With blazing speed, Mike rushes forward and tackles the guard. The rifle goes flying, but not before the guard pulls the trigger.

Seconds later, ALARM SIRENS sound all over the complex. Mike runs out of the warehouse and heads back the way he came.

EXT. IRAQI MILITARY BASE - NIGHT

At the end of the alley are several guards, all heavily armed. They open fire.

Dozens of bullets slam into Mike, but they do no damage. They don't even ricochet; they just hit the armor and fall to the ground as if dropped. Mike turns and runs the other way.

At the other end of the alley, there are several soldiers coming from the left. Mike goes right.

A SEARCHLIGHT

sweeps the compound, passing right over Mike, who seems to be part of the corrugated iron wall he's standing in front of. The search light pans across, then directly into the camera and we get a

FLASH OF WHITE

ROLL OPENING CREDITS

EXT. OLYMPIC TRACK - DAY

An Olympic-sized track in the center of a huge stadium. The stands are packed with thousands of cheering fans.

SUPER: EARLIER...

Jogging in place next to the starting blocks is MIKE CARLTON, looking just as handsome as before, but without the weird body armor. He's dressed just as the other runners, and stretches as he waits to take his place.

Next to Mike is NIGEL DONOVAN, a British runner.

DONOVAN

Going for the hat trick, Carlton?

Mike smiles, continues to stretch.

MIKE

I've already got the hat trick, Donovan.
This will be my fourth gold.

On Mike's other side, ENRIQUE MONTOYA, from Spain, pipes up.

MONTOYA

For Christ's sake, Carlton, how many do
you need?

Mike walks over to the starting blocks.

MIKE

Just one more to sweep the 100, 200,
hurdles and long jump. See you guys at
the finish line. I'll wait for you.

The runners take their places.

The starter raises his pistol, fires. They're off.

It's not even close. Mike has a huge lead before they even get to the first turn. He crosses the finish line ten yards in front of the second place Donovan.

The crowd goes wild. Mike is clearly a fan favorite. As he raises his arms in victory,

EXT. WASHINGTON DC - DAY

A limo cruises down Pennsylvania Avenue.

INT. LIMO - DAY

Mike, dressed in a tux, shares the limo with his parents, NATHAN and LOUISE. He's trying to ignore them.

NATHAN

The White House! I finally get to give that sanctimonious SOB a piece of my mind!

LOUISE

Over my dead body, you will. We're here to support Michael, not to give a soapbox to your ridiculous ideas.

NATHAN

Ridiculous ideas!

LOUISE

Yes, ridiculous ideas. Random driver's license retesting is a ridiculous idea.

NATHAN

Have you seen the idiots on the road today? They don't remember the rules!

Louise holds her palm out to Nathan's face.

LOUISE

Not another word. We're doing this for our son. Don't embarrass him.

Nathan settles down. Mike studies the ceiling of the limo.

LOUISE

We're here.

EXT. WHITE HOUSE - DAY

Mike and his parents exit the limo and join the crowd entering the building. There are dozens of people milling about, an even mix of athletes, their guests, and secret service agents.

NATHAN

points to one of the agents before Louise slaps his hand down.

MIKE

leads them to where an agent is checking invitations.

AGENT

Good evening, Mister Carlton. You and your guests may go right in.

They nod to the agent and file through a metal detector. A velvet rope marks the path to the ballroom.

INT. WHITE HOUSE BALLROOM - DAY

LOUISE

gasps as we see the opulence of the ballroom.

MIKE

steps forward, and bumps into a swiftly moving waiter.

THE WAITER

straightens his uniform and looks at Mike. He is tall and athletic. We will later learn that he is no waiter, and that his name is ALEX CROSS.

CROSS

I'm terribly sorry, sir. How clumsy of me.

MIKE

pats Cross on the shoulder as he walks past.

MIKE

Not at all. Pardon me.

MIKE AND HIS PARENTS

walk to their table. As they take their seats, we see a banner on the wall over Mike's shoulder. It reads, "America salutes its Olympic athletes".

INT. WHITE HOUSE - DINING ROOM - NIGHT

Later. Low sounds of conversation late in the meal.

THE UNDERSIDE OF A CHAIR,

and an intricate BOMB silently counting down. The bomb is a carefully shaped charge of plastique, the work of a true professional.

The chair is MIKE'S, and he's clearly unaware and enjoying his meal. Across from him is the ATTORNEY GENERAL, and they are discussing a recent case.

MIKE

So he actually laughed at the subpoena?

ATTORNEY GENERAL

It's almost to be expected with these multibillionaires. They think they own the whole damn country, that they're above the law.

THE BOMB,

only seconds left.

MIKE (O.S.)

Well, I hope--

The BOMB EXPLODES. The blast lifts Mike up and throws him across the room. Fires start all over, everyone's either screaming, injured or dead.

Mike's alive, but losing consciousness. The shaped charge blew mostly outward, and only a fraction of the blast remained to throw him. His legs, however, are shredded, bloody stumps. He begins to faint.

Off the chaotic aftermath of the blast,

FADE TO BLACK

FADE IN

INT. HOSPITAL - MIKE'S POV - NIGHT

The bright, almost blinding lights of a hospital ER. Mike's on a gurney, being rushed into surgery. Running alongside the gurney is a DOCTOR, NURSE and ANESTHESIOLOGIST.

DOCTOR

Condition?

NURSE

Tourniquets on both legs, second degree
burns, lacerations on the arms.

DOCTOR

OR-3.

The gurney turns sharply, and Mike is wheeled into an operation room. The anesthesiologist places a mask over Mike's face and

FADE TO BLACK

INT. HOSPITAL ROOM - DAY

MIKE lies sleeping in a private recovery room. The shades are drawn, filtering the bright sunlight in the room. A NURSE checks Mike's chart and straightens his blankets.

Mike stirs. The nurse walks to the doorway and pokes her head out.

NURSE

Doctor? He's waking.

The ER doctor walks in, DR. JASON HIMMELMANN.

HIMMELMANN

Thank you, Susan.

The nurse exits.

Himmelman sits down next to Mike's bed as Mike finally opens his eyes.

HIMMELMANN

Good morning, Mister Carlton. It's good
to see you awake. I'm Doctor Jason
Himmelman.

Mike is still very groggy, and when he speaks, it's a hoarse croak.

MIKE

Where am I?

Himmelman hands Mike a glass of water. Mike drinks.

HIMMELMANN

This should help with your voice. You're in Walter Reed Army Medical Center. You were in what's believed to be a terrorist bombing.

Mike nearly drops the glass of water, but Himmelmann grabs it and places it on the nightstand.

MIKE

A bombing?

Mike looks around.

MIKE

My parents?

Himmelmann puts his hand on Mike's and shakes his head.

HIMMELMANN

There wasn't anything we could do for them, Mike. I'm sorry.

Mike's eyes tear up as his head falls hard against the pillow.

HIMMELMANN

There's more, I'm afraid.

Mike says nothing.

HIMMELMANN

The bomb was planted directly under your chair. The chair itself shielded you from much of the blast, which is why you're still with us. Unfortunately, your legs weren't so protected.

MIKE

My legs?

HIMMELMANN

We couldn't stop the bleeding. I'm sorry, Mike. They had to come off to save your life.

MIKE

That's impossible! I can still feel them! My right leg itches like crazy!

HIMMELMANN

Those are phantom pains, Mike. Your nervous system doesn't realize your legs are gone. I'm sorry. It had to be done.

Mike stares at Himmelmann a moment. Then, with great effort, he lifts the blankets and looks down at his body. He has only two stumps where his gold medal-winning legs used to be.

MIKE

Oh my God.

HIMMELMANN

It wasn't an easy call to make, Mike. It never is. But it was the only way to save your life. Believe me, I know how you feel.

Mike has reached his limit. He explodes.

MIKE

Do you? Do you really? Have you ever lost your family and your livelihood all in one day? Have you? HAVE YOU!

Himmelmann rises, tries to calm Mike down.

HIMMELMANN

Calm down, Mike--

MIKE

Don't you dare tell me to calm down! You ruined my life, you son of a bitch!

Mike starts thrashing in the bed. Himmelmann tries to restrain him, and yells to the door.

HIMMELMANN

Susan!

MIKE

Why didn't you let me die, you bastard!
Why didn't you let me die?

SUSAN, the nurse, enters with a hypodermic needle. She's done this before. While Himmelmann holds Mike down, she gives Mike the shot.

Mike stops thrashing almost immediately as fatigue, shock and the sedative all gang up on him. Soon he lies motionless on the bed, still muttering under his breath.

MIKE

Why didn't you let me die?

DISSOLVE TO:

EXT. HOUSE - DAY

Mike's house, an unassuming suburban ranch. There's a newly installed wheelchair ramp outside.

INT. HOUSE - DAY

Mike is alone in the house, sitting in his wheelchair with the lights off.

As he broods, the DOORBELL RINGS. Mike looks towards the door, but doesn't move or speak. A few moments later, it rings again. Grudgingly, Mike moves to answer it. He opens the door and standing on his porch is

JON SIMPSON,

mid-forties and the bland sort of handsome you'd expect from the CIA. He wears a very dark gray suit, almost black, and highly polished black oxfords.

SIMPSON

Good morning, Mister Carlton. My name is Jon Simpson, Assistant Director, Central Intelligence Agency.

Simpson shows Mike his CIA ID.

SIMPSON

May I have a few minutes of your time?

Mike shrugs, and backs up to let Simpson in. He turns and leads Simpson into the living room. He turns on the lights on his way.

MIKE

I don't know what I can tell you that I haven't already told your buddies. I didn't see anything out of the ordinary in the White House, but I don't really know what is ordinary at the White House.

Simpson smiles and gestures to a couch near Mike's wheelchair.

SIMPSON

May I sit?

Mike nods, and Simpson takes a seat.

SIMPSON

No, Mister Carlton, may I call you Mike?

MIKE

Sure.

SIMPSON

No, Mike, that's not why I'm here. I hear you've been very cooperative in the ongoing investigation into the bombing, and your country thanks you for that. I'm here with another favor your country has to ask of you, and perhaps a favor your country can do for you.

Mike is perplexed, but intrigued.

MIKE

Go on.

SIMPSON

As I mentioned, I'm an assistant director of the CIA. In R&D. Sometime back I discovered a way to enhance the performance of human tissue cybernetically. The technique involves a mix of nanotechnology and cloning, but I won't bore you with the details. I don't even understand most of them myself.

Simpson pulls out a pack of cigarettes.

SIMPSON

Mind if I smoke?

Mike is getting a little impatient.

MIKE

Actually, yes.

Simpson puts the pack away.

SIMPSON

Unfortunately, the process can't be done on pre-existing human tissue. The process of inserting the nanotech boosters produces too much scarring.

Mike holds up a hand.

MIKE

Cut to the chase, Mister Simpson. What do you want?

SIMPSON

Put bluntly, I want you to come to work for me. As a field agent.

MIKE

You want me to be a spy? What am I supposed to do, wheel myself under enemy lines?

SIMPSON

Mike, you see--

MIKE

This is in very poor taste, Mister Simpson. I'm afraid I'm going to have to ask you to leave.

Simpson stands, but does not move for the door.

SIMPSON

Mike, I don't think you realize the chance you're passing up here. I'm not asking you to do this for me, or even for the country. I'm asking you to do it for yourself.

MIKE

Please go, Mister Simpson.

SIMPSON

Mike, I'm offering you a chance to walk again.

Mike is silent for a moment.

SIMPSON

Would that be worth a few more minutes of your time, or should I just walk out that door?

Mike doesn't say a word, but he gestures to the couch. Simpson sits.

SIMPSON

As I was saying, the process doesn't work on a fully grown adult. That leaves us with two choices. We could start the process with a very small child, but that just wouldn't be right. It'd be terribly immoral to breed a kid for combat, wouldn't it?

MIKE

Yeah, I guess.

SIMPSON

Of course it would. The only other option was to take an adult and replace his existing body parts with cloned replacements.

Simpson leans forward conspiratorially.

SIMPSON

We've figured out how to do this.

He sits back again.

SIMPSON

Of course, it's hideously expensive, and the cloning process takes a while, even with our accelerated growth techniques, and the grafting on of the new limbs isn't pretty. But the point is, it works.

MIKE

So why me?

SIMPSON

I would have thought that obvious. With any other candidate, we'd have to amputate the existing limbs first.

Mike winces.

SIMPSON

I'm sorry, Mike, that was insensitive. However, as an American politician once pointed out, "it also has the added benefit of being true."

MIKE

So you want me to go through this process, let you grow me new legs, and just sew them on?

SIMPSON

It's a little more complicated than that, but yes, that's the gist of it.

Mike pauses a moment, thinking.

MIKE

Then what?

SIMPSON

You work for us for a period not less than ten years.

MIKE

Doing what, exactly?

SIMPSON

We're not giving you new legs to do paperwork.

MIKE

So you want me to do James Bond type stuff, right? Overthrow governments, defuse nuclear weapons, that kind of thing?

Simpson isn't quite happy with Mike's cavalier attitude.

SIMPSON

Mike, the intelligence business has changed quite a bit since the end of the cold war, and even then we never did "James Bond type stuff." These days we focus more on things like drug-interdiction and antiterrorism.

MIKE

So you want me to fight terrorists and drug lords?

SIMPSON

Mike, if it were easy, I'd do it myself, and we wouldn't need cybernetic field agents. There is a risk. But you'll have the best training and body armor, and I can guarantee you'll always be the fastest person in the fight.

MIKE

I don't know.

SIMPSON

There's something else. How many times have you thought about the people that did this to you? The people that crippled you, stole your career and took the lives of your parents?

Mike is shocked at the question, and doesn't answer at first.

MIKE

Every day.

SIMPSON

You could get them, Mike. Bring them to justice. You were attacked by terrorists. Antiterrorism is what we do. You could be the instrument of justice against the murderers that did this to you. Your parents' souls could finally be at peace.

Simpson stands and pulls out a business card.

SIMPSON

Here's my card. Think it over, and give me a call.

Simpson walks towards the door as Mike stares at the card, making no effort to show Simpson out.

Just before Simpson walks out the door, he turns back for a final comment.

SIMPSON

You could walk again, Mike.

Simpson leaves, shutting the door behind him.

INT. MIKE'S HOUSE - DAY

Mike sits in his wheelchair, staring at Simpson's card. He's been staring at it for a long time. He puts it in his lap and wheels over to a little display case in the corner of the living room, filled with family photos.

He picks one up, a picture of Mike, as a teenager, standing with his dad and holding a trophy.

EXT. TRACK - FLASHBACK

Mike, the teenager in the photo, running down the track as fast as he can.

In the stands, Mike's parents cheer loudly.

Mike crosses the finish line, winning the race. His parents run out onto the track, hugging him and celebrating with him.

Mike is awarded the first place trophy, and steps off to the side with it. His dad puts his arm around Mike, and his mom moves to take a picture.

Mike and his dad, exactly as in the photo.

INT. MIKE'S HOUSE - DAY

Mike puts the picture back where he found it, and reaches for another, his mom sitting on the couch, trying to wave away the camera.

INT. MIKE'S HOUSE - FLASHBACK

In the kitchen, Mike's dad lifts up a fully decorated birthday cake, the icing spelling out "Happy Birthday, Louise" and lit candles in the shape of numbers making "35".

Mike grabs a camera and they walk into the living room, singing "Happy Birthday". Louise smiles in surprise, and waves away the cake and camera. Mike snaps the picture and the flash goes off just as she appeared in the photo.

INT. MIKE'S HOUSE - DAY

Tears rolling down his face, Mike puts the picture back, carefully, and rolls away from the memories. Mike stares at the card for a few seconds, then reaches for the phone and dials the number on the card.

MIKE

Mister Simpson? Mike Carlton. I'm in.

EXT. CIA HEADQUARTERS - DAY

A huge complex of bland office building that just scream "Federal Government."

A black van rolls to a stop in front of one of the smaller buildings. An AGENT gets out and opens the back door, allowing Mike in his wheelchair to lower to the ground on a motorized platform. SIMPSON gets out of the passenger side and waits.

When Mike is on the ground and free of the van, Simpson gestures to the building.

SIMPSON

This is it, Mike. Welcome to the CIA.

They go inside.

INT. CIA BUILDING - DAY

Simpson pushes Mike's wheelchair down a long hallway. The interior of the building is even more drab than the outside, a shining example of 1950's bureaucratic architecture. The hallway is lined with doors, and Simpson stops at one near the end. The name on it simply reads "JON SIMPSON".

INT. SIMPSON'S OFFICE - DAY

Simpson's office is neat and efficient. Everything is in its place, and the desk is organized with such precision that everything on it is at right angles and if someone were to move the stapler so much as an inch it would look out of place.

Simpson parks Mike's wheelchair in front of his desk, the walks around to sit behind it.

SIMPSON

Now, down to business.

He pulls out a sheaf of papers nearly an inch thick from a desk drawer.

SIMPSON

First, a standard contract.

Mike's eyes bulge at the sight of the mammoth document.

MIKE

All that is one contract.

SIMPSON

Lawyers. This is legalese for what would take maybe a page and half of regular English. I'll sum it up for you.

Simpson sits back in his chair and counts the points off on his fingers.

SIMPSON

One, we give you new legs, via the process we've already discussed. These will be natural, human legs, cloned from your own tissue, so the grafting procedure should be relatively simple.

Another finger.

SIMPSON

Two, these legs will also contain nanotech boosters, amplifying their performance. The lab boys tell me they expect a top speed near 60 miles per hour, depending on technique.

MIKE

You're putting me on. No one can run that fast.

SIMPSON

You will, Mike. In about six weeks, because

Another finger.

SIMPSON

Three, you will relearn everything that has to do with your legs. Walking, running, swimming, everything.

MIKE

Why?

SIMPSON

Because everything is going to speed up. Because of the boosters, your new legs are going to react much more quickly and more violently to a neural impulse instructing them to move. You have to retrain those neural impulses.

MIKE

How long with that take?

SIMPSON

Entirely up to you. How disciplined are you? Okay, enough of what we will do for you. Now for what you will do for us.

He ticks off a finger on the other hand.

SIMPSON

Supplied with state-of-the-art body armor, you will infiltrate locations overseas and procure information we cannot acquire via other means. In other words, spy on people.

Another finger.

SIMPSON

Two, you will act in whatever means we deem necessary for the preservation of National Security. In short, if the country needs you to go neutralize someone, you'll do it.

MIKE

You mean kill them.

Simpson leans forward.

SIMPSON

Yes, I mean kill them. Killing is a part of this job. You're going to be as much as soldier as a spy. The unfortunate truth is that certain people threaten the peace and safety of the United States by their very existence. You will have to correct that from time to time.

Simpson leans back again, studying the look on Mike's face.

SIMPSON

But I'll tell you something. If, no, when I tell you to go kill somebody, you can sleep well at night knowing that they deserve it. That the successful completion of your mission will save lives, American lives. That you're working for the greater good, excising a cancer from mankind.

Mike still isn't convinced.

SIMPSON

Besides, if we find the men responsible for the deaths of your parents, what are you going to do, pat them on the head?

Mike still says nothing, but he nods agreement with Simpson's point. The agent continues.

SIMPSON

Believe it or not, that's the gist of it. Amazing how lawyers can use so many words to say so little, isn't it? So, if you'll just sign the last page, we can get started.

As Mike signs,

MIKE

Will I be the only enhanced agent?

SIMPSON

There is one other, but he's not here at the moment. We'll talk about him later.

MIKE

What do we do next?

Simpson stands, and moves to Mike's wheelchair.

SIMPSON

Your surgery is scheduled for tomorrow morning. I'll show you to your room, and you can get some rest.

MIKE

What? I thought you had to clone the legs and stuff.

Simpson wheels Mike out the door and down the hall as he talks.

SIMPSON

Already done. We needed a sample of your DNA, but we managed to acquire that shortly after your accident and our decision to recruit you. Remember the blood sample you gave for Olympic steroid testing? Your legs have already been grown and are ready to graft on. I'm just glad you said yes. They're very expensive.

Simpson stops in front of a door, opens it, and wheels Mike into a small dorm room. He smiles at Mike, but it's the smile of a wolf.

SIMPSON

Everything's going to be all right. Trust me.

INT. CIA MEDICAL CENTER - MIKE'S ROOM - DAY

The room is sparsely furnished, but has everything Mike needs. There is a bed in the corner, and Mike's wheelchair alongside. Mike lies on the bed, hands behind his head and eyes wide open, staring at the ceiling.

As Mike lies thinking, there is a knock on the door.

MIKE

Yeah.

Simpson steps in, smiling that smile of his.

SIMPSON

It's time.

From behind Simpson, two medical techs enter with a gurney. They gingerly left Mike onto it. They then wheel him out of the room and down the hall, Simpson walking alongside.

SIMPSON

You don't look excited.

Mike tries to roll over on his side to face Simpson, but the med-tech pushes him back down.

MIKE

I guess I'm just scared. This is only the second time in my life I've been through major surgery, and I didn't even know about the first time until after it happened. No time to dwell.

SIMPSON

You'll do fine. Our doctors are the very best.

They reach the double doors to the operating room, and Simpson stops.

SIMPSON

See you on the other side.

DISSOLVE TO:

INT. HOSPITAL ROOM - DAY

Mike lies in a hospital bed, unconscious. The room looks a lot like the one in DC, even the colors of the blankets are the same. Slowly, Mike wakes up.

He looks around the room, getting his bearings. Then he looks down and sees

HIS NEW LEGS,

long slender forms under the blankets.

Tears well up in Mike's eyes. He smiles, genuinely happy for the first time since the bombing.

His brow furrows in concentration as he tries to move them, then he KICKS out with lightning speed, throwing the blanket to the ceiling and almost knocking himself out of bed.

Simpson runs into the room.

SIMPSON

Mike? Are you all right?

Mike pulls himself back on the bed, being careful not to use his legs.

MIKE

What the hell was that?

SIMPSON

I warned you. Every move you make with those new legs will be greatly amplified. You have to be careful. I've got you scheduled to start your rehab tomorrow. It's time for you to learn to walk.

INT. GYM - DAY

Mike walks very slowly between two handrails. Simpson stands and coaches.

SIMPSON

Slowly, Mike, slowly. That's good.

Mike

struggles along. Beads of sweat dot his forehead.

SIMPSON

Remember, your new legs are three times faster at everything. Don't rush.

Mike is just a few feet away from the end of the handrails.

SIMPSON

Okay. Stop and turn around.

Mike stops, turns and falls to the floor as his leg shoots out from under him with blinding speed.

SIMPSON

helps him up.

SIMPSON

Stand up. All right, again. Walk to the end.

MIKE

stares at Simpson.

SIMPSON

The sooner you can walk, the sooner you can run. Now, walk.

Mike walks.

INT. CIA MEDICAL CENTER - DAY

Mike jogs slowly through the halls. Ahead of him is a T-shaped intersection.

He looks around. He's alone.

With a little smile, he turns on the speed. He's on the intersection in an instant, but can't turn in time.

He smacks into the wall and falls in a heap. As he pulls himself to his feet, he hears Simpson's voice over the intercom.

SIMPSON (O.S.) (FILTERED)

Mike, meet me at the track.

EXT. TRACK - DAY

Mike is jogging lightly around the track, not much faster than a normal jog. Every so often, he turns around and jogs backwards for a few steps.

Simpson walks out to the track, holding a large steel briefcase.

SIMPSON

Mike! Over here.

Mike jogs over, hurdling the short chain link fence surrounding the track. As he leaps,

MIKE

Yes, sir.

Simpson holds out the briefcase.

SIMPSON

Put this on. It's time.

Mike hefts the briefcase. It's not as heavy as it looks.

MIKE

What's in here?

Simpson only nods.

SIMPSON

Put it on.

Mike lays the case on the ground and opens it. Inside are several nondistinct shapes resembling the black foam that lines the case, but not exactly.

MIKE

What is it?

SIMPSON

Your new body armor. Lab boys just finished it, and you're ready to put it into action.

Mike lifts the suit out of the case. As soon as he picks it up, it takes on the color and texture of the grass and track surface behind it. The effect is almost that of invisibility, but not quite. The outline of the suit is still visible, especially in movement, and the shapes and textures are only vague approximations rather than the real thing, but it's still the best camouflage in the world.

MIKE

This is amazing.

Simpson leans against the chain link fence and lights a cigarette.

SIMPSON

Micro-refractive texturing, they tell me. Damned if I know what it means. You'll be nearly invisible if you don't move.

He blows a smoke ring. Mike waves it away.

SIMPSON

Saw the lab boys testing this. The model stood in front of a brick wall and stayed rock still. Someone said something to me and I turned to talk to them for a second. When I looked back, I couldn't see the damn model until he moved. I've been a spook nearly fifteen years, and this beats anything I've ever seen.

Mike runs his hand over the armor.

MIKE

What are these plates?

As Simpson speaks, Mike dons the armor.

SIMPSON

Those plates are what makes you almost indestructible, Mike. Dissipate kinetic energy almost as fast as they absorb it. A bullet won't ricochet, it'll just fall right off as the energy bleeds away and gravity takes over. Damnedest thing.

Mike is fully suited up. He's quite a sight. The plates of the armor correspond to major human muscle groups, giving the wearer a muscular, Greek-god look. The armor takes on the color and texture of whatever's behind him, so he's nearly invisible standing still and an shimmering outline in motion.

SIMPSON

Just take your place on the starting blocks, and we'll get going.

Mike walks over to the track. When he speaks, the sound is filtered through the helmet speakers.

MIKE (FILTERED)

What are all these readouts?

SIMPSON

The interior of your helmet works like the HUD in a fighter jet. Voice commands activate things like radar, ground speed, compass headings, et cetera. Don't worry about them for now. Just say 'command, speed' when you're running as fast as you can.

Mike takes his place on the starting blocks.

Simpson pulls out a starter's pistol and fires it into the air.

Mike takes off, his legs a blur.

He's on the first turn in the blink of an eye. Around and around he goes, faster and faster, looking more at home on an Indy track than an Olympic track.

MIKE'S POV

inside the helmet. Compass readings are superimposed on the top of his vision, and change with every turn. The track is whizzing by, Simpson a brief blur in the periphery before he disappears again.

MIKE (FILTERED, O.S.)
Command, speed.

Just under the compass heading

INSERT - 69.7 MPH

ON MIKE, RUNNING THE TRACK

As he lets out a little whoop of victory and jumps, just a little.

He lands,

Stumbles,

And skids across the track,

finally bouncing to a stop.

Simpson vaults the fence and runs to his side.

Mike removes his helmet, laughing.

MIKE
Did you see that?

Simpson, a bit confused, nods.

MIKE
Almost seventy freaking miles per hour!
I'm a cheetah! A gazelle!

Mike falls back on the turf, laughing and carrying on.

MIKE
Oh! I can't believe it!

Simpson smiles, regaining his composure.

SIMPSON
I'm happy you approve. The armor did well?

Mike sits up, rocking back and forth like a child.

MIKE
Awesome. Never felt the impact. It was kind of like a waterslide, actually.

Simpson nods.

SIMPSON
Great. Well, you're ready.

Mike stands.

MIKE
Ready for what?

Simpson smiles his wolf smile again.

SIMPSON
The hard part.

EXT. SHOOTING RANGE - DAY

Mike and Simpson walk out on to an outdoor shooting range, where a few agents are honing their rifle skills.

AGENT TOM MCCORMICK,
the firearms instructor, approaches.

MCCORMICK
Jon, hi. And you must be Mike.

Mike shakes his hand.

MIKE
Pleased to meet you.

They walk over to an empty station.

MCCORMICK
Jon tells me you've flown through your training so far.

Mike shoots Simpson a look.

MCCORMICK
Ever shot before?

MIKE
A BB gun when I was a kid, but that's about it.

MCCORMICK
Well, let's see if we can't do something about that.

He tosses Mike a submachinegun.

MCCORMICK

That's a Heckler and Koch MP5, the
finest SMG in the world.

He gestures to a target fifty yards down the range.

MCCORMICK

Let's see what you can do with it.

Mike hefts the gun and takes aim.

Click. Nothing happens.

MCCORMICK

You have to disengage the safety first.

He shows Mike how, then shares a knowing look with Simpson.
Amateurs.

MCCORMICK

Try again.

Mike takes careful aim, even checks the wind with his
finger.

MCCORMICK

stands behind Mike and gestures to Simpson. Who is this guy?

SIMPSON

only nods.

THE TARGET

as Mike finally fires, blowing three clean holes dead
center.

INT. CIA BUILDING - DAY

Mike walks down a hallway, dressed in a military black
coverall. He passes ALEX CROSS, the waiter from the White
House bombing. Mike notices Alex, and gives him a second
look, but can't place him.

INT. SIMPSON'S OFFICE - DAY

Simpson looks up from his paperwork as Mike enters, gestures
to a chair.

SIMPSON

Mike. Have a seat.

Simpson continues with his paperwork as Mike sits. After a moment, he puts it aside and looks at Mike.

Mike has changed. He's as lean and fit as his Olympic days, but he's harder. There's a predatory edge to him that wasn't there before he joined the CIA.

SIMPSON

Your instructors tell me you're doing well, progressing faster than they hoped.

Mike smiles, proud, but not cocky, about what he's accomplished.

MIKE

I'm a quick study.

Simpson sits back and his chair and steeples his fingers.

SIMPSON

I'm glad, because it's time for your first mission.

This gets Mike's attention.

MIKE

Already?

EXT. AIRFIELD - NIGHT

A military transport waits on the runway. Mike walks towards it alone.

Simpson's briefing continues in voice over.

SIMPSON (V.O.)

We have a situation developing in Iraq. We've received some intelligence indicating that they are preparing a bioweapons strike, possibly anthrax.

INT. TRANSPORT AIRCRAFT - NIGHT

Mike sits in an uncomfortable looking seat, strapped in and watching the night sky and ocean through a small window. It's a bumpy ride.

SIMPSON (V.O.)

We haven't been able to confirm this via satellite or high-altitude aircraft. We think we know which base, but we can't strike it without confirmation.

EXT. SAUDI ARABIAN AIRBASE - NIGHT

Mike, now in armor and wearing a black parachute, walks towards an American stealth fighter. The pilot is waiting for him.

SIMPSON (V.O.)

We need to insert you inside Iraqi territory so you can confirm or deny the existence of biological agents. We'll take it from there.

EXT. DESERT - NIGHT

Barely visible against the night sky, the stealth fighter flies over the desert and opens its bomb bay.

SIMPSON (V.O.)

You'll be dropped from a modified bomb bay on a stealth fighter.

Mike drops, opening his chute only two hundred feet above ground. He rolls cleanly to his feet, disengages his chute and gives a little wave to the receding stealth.

Using what little cover the desert provides, and the stealth capabilities of his armor, Mike makes his way towards an Iraqi military installation. It's the same one we saw before the credits.

SIMPSON (V.O.)

When you're done, make your way to the extraction point and we'll pick you up. Until then you're on your own.

Mike rises, and prepares to make his run on the complex. As he takes off, we get a

FLASH OF WHITE

and the searchlight pans away.

EXT. IRAQI MILITARY BASE - NIGHT

Where we left off before the credits. Mike is standing against a corrugated iron shack, looking much like corrugated iron himself.

He ducks down and runs around the building, trying to double back the way he came in.

He stops short at an intersection, watches as several Iraqi troops pass by.

Once they're out of sight, he moves forward and is tackled from behind by a large Iraqi soldier. The soldier yells, calling for help.

Mike pries himself loose and pegs the soldier in the jaw with a roundhouse kick. The soldier goes down, but the others are closing fast.

Mike runs straight towards them, dropping at the last second and sliding past. He gets up and vaults the fence, running into the desert.

DISSOLVE TO:

EXT. CIA TRACK - DAY

Mike is running laps in armor, really burning up the track. Simpson walks up the track's edge and waves him down.

SUPER: THREE WEEKS LATER

Mike runs over to Simpson, removes his helmet.

SIMPSON

I thought I'd find you out here.

Mike smiles, but says nothing.

SIMPSON

Thought you'd want to know. Our Nighthawks hit that Iraqi site last night with enough incendiary bombs to burn every germ for miles. We couldn't have done it without you.

MIKE

Thanks. I'm glad it helped.

Simpson jerks his head away from the track.

SIMPSON

Walk with me.

EXT. FIELD - DAY

Behind the track and the CIA compound is a large plot of undeveloped land. It's through this grass that Mike and Simpson walk. They make a strange pair, Simpson in a designer suit and Mike in his translucent-looking armor.

SIMPSON

I have another mission for you.

MIKE

So soon?

SIMPSON

I had hoped to put it off a little longer, give you more time to prepare, but we need to move quickly on this.

MIKE

What's the mission?

SIMPSON

Remember when I told you there was one other cybernetic agent?

MIKE

Yeah. What about him?

SIMPSON

It's time for you to kill him.

Off Mike's startled look,

INT. PRISON - DAY

A modern American prison, cold, gray, sterile. Simpson walks with a guard down the long line of cells.

SIMPSON (V.O.)

I first met Nick Kozlowski in prison, where he was on death row for first degree murder.

The guard opens a cell door, and as Simpson steps in we get our first look at Nick Kozlowski: a seven-foot wall of muscle with a face that's all angles. Nick is sitting on his bunk, and hardly looks up when Simpson enters.

SIMPSON (V.O.)

He was a former kickboxer, and had killed a man in cold blood, a professional rival, I understand. I came to him with an offer.

EXT. FIELD - DAY

Mike and Simpson, walking as before.

SIMPSON

I offered Nick a full pardon if he agreed to have his legs amputated, go through the process and work for us for 20 years. He accepted, and six months later completed his rehab and training.

EXT. JUNGLE - DAY

Nick in armor, identical in structure to Mike's, but flat black instead of Mike's stealth texturing. He moves through the jungle like a python, coming up on a camp of guerrillas.

SIMPSON (V.O.)

Nick was effective, and his kickboxing training gave him a natural flair for combat.

Nick dives into the guerrilla camp, leaving bodies and carnage in his wake. He's savage, skillful and ruthlessly efficient. The fight is over almost before it's begun.

SIMPSON (V.O.)

He was a very valuable asset to the Company, and it looked like he'd have a long and happy tenure with us.

Nick sets some explosives and leaps away, a bionic leap, just before the explosives immolate what's left of the camp.

EXT. FIELD - DAY

Mike and Simpson. Simpson stops, looks at Mike.

SIMPSON

But you see, Mike, Nick got greedy. He decided that our sparing his life and giving him a new career wasn't enough. He wanted money too.

EXT. JUNGLE - DAY

A group of American commandos creeps through the brush.

SIMPSON (V.O.)

He simply never returned from one mission, and we presumed him dead, even though we never found the body.

From out of nowhere, a hulking shape appears out of the brush. Nick, in his black CIA armor, attacks the commandos. They don't fare any better than the guerrillas.

SIMPSON (V.O.)

We later discovered he'd gone independent, turned mercenary. And to make matters worse, the people willing to pay him the most were the people that had seen his work first hand, the people he'd attacked while working for us.

EXT. FIELD - DAY

Mike and Simpson.

MIKE

Sounds nasty.

SIMPSON

It gets worse. Nick will work for anybody that can meet his price, and he's an expert in hand fighting, weapons and explosives.

Simpson pauses a second to see if Mike gets the hint. He doesn't.

SIMPSON

Mike, Nick was spotted in DC near the White House the night of the bombing that took your legs and killed your parents. We have evidence that the militia group that later claimed responsibility paid a substantial sum of money to one of Nick's Swiss accounts. He killed your parents.

Mike is shocked. He tries to say a number of things, but nothing comes out.

SIMPSON

I promised you you'd get your shot at revenge. This is it.

They start walking again.

SIMPSON

He calls himself Kickback now, and he's made some cosmetic changes to his armor, so be on the lookout. He looks like a big grasshopper or something. He's working for a Colombian drug lord named Enrique Ortiz, ostensibly as a bodyguard. He's really just a very expensive status symbol, and doesn't have much to do. We expect him to be bored, and we're hoping that will make him sloppy. You still with me?

Mike nods, snaps out of his daze.

MIKE

Yes sir. When do I leave?

Simpson smiles.

SIMPSON

Soon enough, Mike, soon enough. Couple more things. Even though Nick has made some cosmetic changes to his armor, it's still the same construction as yours underneath. Bullets won't do much against it.

MIKE

The swords, right?

SIMPSON

Yeah, the swords. You asked me why we taught kendo in our commando training. Nick is why. While a bullet would just fall off his armor, a sword could slice in between the plates and do some real damage. What this means is that when you take him out it's going to have to be up close and personal, face to face.

MIKE

I wouldn't have it any other way.

Simpson smiles again, and leads them back to the track.

SIMPSON

Good.

EXT. BOGOTA AIRPORT - DAY

A commercial airliner touches down.

INT. BOGOTA AIRPORT - DAY

Mike steps off the jetway and into the airport. A short Hispanic man stands off to the side with a sign reading "M. Carlton". He is HENRY CRUZ.

Mike walks over to Cruz and extends his hand.

MIKE

I'm Mike Carlton.

Cruz shakes, then leads Mike away.

CRUZ

Henry Cruz. Simpson asked me to show you around. I'm kinda the Company tour guide around here. I run a tour service, so the locals don't get too suspicious when I show strangers around.

They walk outside into the blistering sun. Mike only has one bag, a large carry-on.

As they walk to Cruz's car,

CRUZ

So, I hear you're gunning for Kozlowski. Pretty tall order. I'm sure Simpson told you what happened to the last guys that tried that.

MIKE

He told me.

CRUZ

You sure you're up to it?

They reach Cruz's car, a battered pickup. Mike throws his bag in the bed, and they get in.

EXT./INT. CRUZ'S PICKUP - DAY

MIKE

I think I can take him.

Cruz laughs, a harsh little sound.

CRUZ

Boy, if you're goin' up against
Kickback, you better not "think" you can
take him. You better know.

Mike looks at the strange little man, but says nothing for
the rest of the trip.

EXT. HILLTOP - DAY

Mike and Cruz stand on a green hilltop, looking at a huge
plantation with binoculars.

MIKE

Big place.

CRUZ

Kickback usually makes the rounds of the
place after dark, then takes off for
town to have a beer. I suggest you go
there.

Mike lowers his binoculars.

MIKE

Why?

CRUZ

Simpson didn't teach you anything, did
he? Take it from me, son. If you're
gonna have a prayer of beating
Kozlowski, you have to meet him first,
get a handle on how he thinks. You
don't, he'll eat you alive.

MIKE

What's the address?

EXT. BAR - NIGHT

Mike, dressed in jeans, a T-shirt and a leather bomber
jacket, stands in front of a crude shack on the edge of
town. The sounds of drunken revelry escape the building and
drift into the night air.

MIKE

shrugs his shoulders, trying to look casual, and walks in.

INT. BAR - NIGHT

Cruz wasn't kidding when he called it "the trashiest dive in town". On the sawdust floor are the remains of several broken glasses, along with their contents. Against the far wall sits an ancient jukebox trying in vain to play a nondescript tune over the collective roar of the bar's inhabitants.

The place is packed. There are loud, screeching arguments and soft, clandestine talks. Every so often a weary drinker collapses on the floor, and his colleagues take it upon themselves to throw him out the door.

Nick sits alone at the end of the bar, silently hunched over his beer. Mike takes the barstool next to him.

MIKE

Beer, por favor.

The bartender looks thirty going on five hundred. He slides a mug full of dirty yellow liquid in Mike's direction. Mike takes a sip and barely suppresses a gag.

Nick speaks without looking at Mike directly. His voice is smooth and cultured.

NICK

Local brew. Takes some getting used to.

Mike nods.

MIKE

Yeah, thanks, I noticed.

NICK

You're new around here.

MIKE

I'm a charter pilot, looking for some cargo.

NICK

Not much pickings here. The drug lords have their own pilots. Security reasons. You ought to know that. Why look for business here?

Nick looks at Mike for the first time, his gaze drilling into Mike.

MIKE

Nothing ventured, nothing gained, I guess. I've never been here before, and if I don't get a cargo soon, I doubt I'll ever be here again.

Nick returns to his beer.

MIKE

So, what do you do for a living?

NICK

Anything I want.

MIKE

Nice work, I hear, if you can get it.

NICK

It doesn't come free.

MIKE

Really? How much does it cost?

Nick looks up again, even more intently this time. His eyes narrow.

NICK

Why do you want to know?

Mike shrugs.

MIKE

Human curiosity, I guess.

NICK

I trusted the wrong people, made the wrong decisions. Stick to flying, kid. There's worse things out there.

Nick pays his tab and walks out.

Mike stares after him a while, then does the same.

EXT. ORTIZ COMPOUND - NIGHT

A green blur against the trees, Mike makes his way to the outer fence of the druglord's property. His sword is in a scabbard strapped to his right thigh.

Checking to make sure he isn't seen, he vaults the fence.

Mike runs through the compound.

MIKE'S POV - HELMETVISION

as he sees Kickback.

In the ethereal light of the cloud-covered moon, Kickback is immense, a giant demonic shape from the collective nightmare of humanity. His armor is made up of two tones of green, the darker shade on his head, arms and torso. His translucent wings look stolen from a giant dragonfly, glittering softly in the moonlight. The helmet incorporates sharp, angular features and the eyes are ebony pits that run the length of the head and taper to long, sinister antennae above his skull. He is a pagan god of locusts, dark, sinister and utterly evil. Where Mike's armor is camouflage, Nick's is for shock value, and it works.

MIKE

moves smoothly, with the confidence of someone used to being the most talented and skilled person present. He expects Nick to be just as easy as his Olympic opponents, or the Iraqi soldiers.

Mike is wrong. Nick parries Mike's first strike effortlessly with his hand and goes on the offensive.

NICK

opens with a backhand strike to Mike's face, sending the smaller man sprawling.

MIKE

rolls to his feet, sword still in hand. He feints, then runs past Nick, slashing him on the arm.

NICK

ignores the injury, spinning to look closer at his foe.

NICK (FILTERED)

Nice move.

MIKE

tries the move again, but finds Nick no longer there.

NICK

lands from his leap behind Mike, and plants a kick that could level a tree into Mike's back. Mike tumbles, losing his sword.

NICK (FILTERED)

So Simpson's done it again, huh? Another uber-agent for his program. I like the stealth armor, by the way. Big improvement over what they gave me.

MIKE

gets up, shaken by Nick's skill, cavalier attitude and knowledge of Mike's mission.

MIKE'S SWORD

only a few meters away.

NICK

sees it too.

NICK (FILTERED)

Make your move, agent-man.

MIKE

moves, but not fast enough. Nick kicks the sword out of his grasp, the hurls Mike into a tree.

Mike pops up, but Nick keeps coming. They trade blows a while, neither doing much damage through the armor of the other.

NICK

pins Mike against a tree, then kicks him hard enough to splinter the trunk. Even through the armor, Mike is hurt. He falls to his knees.

MIKE (FILTERED)

You killed my parents, you son of a bitch.

NICK (FILTERED)

I suppose that's possible. I've killed a lot of people. So this is personal mission of revenge for you?

MIKE

gets to his feet and actually manages to look menacing.

MIKE (FILTERED)

Justice.

NICK

sighs.

NICK (FILTERED)

I'm sure God will find justice for me
one of these days...

He leaps suddenly, a flying kick aimed at Mike's head. Mike barely dodges in time as Nick demolishes what's left of the tree.

NICK (FILTERED)

...but not today.

MIKE

rolls, scooping up his sword. He attacks, hell-bent on Nick's destruction.

It doesn't do any good. Mike is just outclassed. Nick disarms him, then lays into Mike with a series of kicks that leaves Mike battered and wheezing on the ground.

NICK

grabs Mike by the shoulder, pulls him back and lifts him into the air by the neck.

NICK (FILTERED)

Simpson was wrong to send you against me
so soon. You weren't ready. Patience, my
friend, is a virtue.

He throws Mike aside and walks away. Mike stirs a little, but doesn't get up.

NICK (FILTERED)

Go back to Simpson and lick your wounds.
And tell him to leave me alone. I never
want to see either of you again.

With a few bionic leaps, Nick is gone.

MIKE

rolls on his back and stares at the moon.

INT. BOGOTA AIRPORT - DAY

Mike stands in street clothes at the ticket counter, in line behind four other people.

He looks like Hell. He obviously hasn't slept and every time he moves he betrays a wicked pain in his ribs.

The TICKET REP finishes one customer and calls out

TICKET REP

Next!

EXT. ORTIZ COMPOUND - NIGHT - FLASHBACK

Nick savagely kicks Mike in the ribs.

TICKET REP (O.S.)

Next!

INT. BOGOTA AIRPORT - DAY - PRESENT

Mike moves forward a few steps, wincing at the pain in his ribcage.

EXT. TRACK - DAY - FLASHBACK

Mike is in his mid-teens, and crosses the finish line a distant fourth. He walks dejected to the stands, where his father stands waiting.

MIKE

I suck, dad.

NATHAN

No you don't, son, and you know it. You lost a race, but only because you let it happen.

Mike looks at his father, confused and a little hurt.

NATHAN

Don't give me that look, Mike. You have the talent and skill to beat every one of those boys. You didn't give it your all. You let your guard down, expecting an easy victory and gave up when it didn't happen.

Mike stares at his shoes. His dad is right.

NATHAN

Mike, I want you to remember this. Nobody can beat you, unless you first allow yourself to be beaten. Nobody. Understand?

Mike looks up at his dad, the first hint of a smile on his face, and nods.

TICKET REP (O.S.)

Next!

INT. BOGOTA AIRPORT - DAY - PRESENT

Mike moves forward. He doesn't look as beaten as he did a few minutes ago.

EXT. ORTIZ COMPOUND - NIGHT - FLASHBACK

Nick nearly kicks Mike through the tree. Mike doesn't fight back.

NATHAN (V.O.)

Nobody can beat you, unless you first allow yourself to be beaten. Nobody. Understand?

TICKET REP (O.S.)

Next!

INT. BOGOTA AIRPORT - DAY - PRESENT

Mike has reached the ticket counter. He looks at the rep, squares his shoulders and walks away.

EXT. ORTIZ COMPOUND - NIGHT

Clad in full armor, Mike moves stealthily through the compound. He has a black satchel slung around his neck. He sneaks into the motorpool, a huge building filled with jeeps and farm equipment. Mike creeps into the corner, reaches into the satchel and pulls out

AN EXPLOSIVE DEVICE

and sets it up behind a workbench.

The satchel is empty. Mike creeps out of the compound.

INT. NICK'S BEDROOM - DAY

Nick sleeps, sprawled on his bed. His armor is crumpled in the corner of the room, right next to a shiny new sword, a huge claymore.

EXT. ORTIZ COMPOUND - DAY

Early morning. The still peace is broken by multiple explosions going off throughout the compound, each throwing a huge fireball into the sky.

INT. NICK'S BEDROOM - DAY

Nick leaps out of bed, nearly trips on an empty liquor bottle and suits up. He grabs his new sword and runs outside. The sky is black with smoke.

EXT. ORTIZ COMPOUND - DAY

The compound looks like a war zone. Random craters pock the ground and fires burn indiscriminately.

MIKE (O.S.) (FILTERED)
Morning, Nick.

Only Nick's honed combat reflexes keep his head attached to his neck as Mike's sword whizzes past.

Nick draws his sword, and faces his attacker.

NICK (FILTERED)
I thought this might be you. Did I not
make myself clear a few days ago?

Nick lunges at Mike, a thrust Mike deftly parries.

MIKE (FILTERED)

Oh you sent a clear signal, all right.
Now I know what to expect from you.

Another strike and parry.

MIKE (FILTERED)

Nice sword.

NICK (FILTERED)

Thanks. I had a feeling it would come in
handy.

NICK STRIKES AGAIN,

faster this time.

MIKE TAKES THE OFFENSIVE

in a lightning series of strikes, pushing Nick back across
the road and towards the motorpool, and succeeding in
drawing blood from a small slash on Nick's leg.

THE OPPONENTS CIRCLE.

Nick brings his claymore crashing down, only to have it
slide off Mike's sword in a shower of sparks. Mike lowers
his sword and runs headlong into Nick, his shoulder pounding
Nick's armored abdomen and tumbling both men into the
motorpool.

INT. MOTORPOOL - DAY

MIKE

springs to his feet, sword at the ready.

NICK

is slower in rising. Without warning, he swings out
sideways, and Mike only narrowly avoids losing his head.

MIKE

strikes again, is blocked, spins and buries his sword in
Nick's thigh.

NICK

hunches over in pain. Though his eyes are concealed by the helmet, it's clear that his manner has changed. He finally sees Mike as a legitimate threat. Playtime is over.

Nick strikes out like what he has become, a cornered animal. Mike blocks and parries every strike, but Nick's frenzied attack leaves him no time or opening for a counterstrike.

The two combatants push each other across the motorpool and back again, pushing off jeeps and hurling tires for breathing space. Mike tries to drive Nick back, but it is no use.

MIKE

runs to the back corner of the motorpool. In the few seconds it takes for Nick to follow, Mike arms the explosive charge he had left there the night before.

Mike slumps against the wall, trying to look as tired as he feels. Sensing blood, Nick moves in for the kill.

Mike glances at the

DIGITAL TIMER

on the detonator. 5... 4... 3...

MIKE

raises his sword and bolts past Nick for the exit, running for all he's worth. Nick just turns around when the bomb goes off.

EXT. ORTIZ COMPOUND - DAY

The force of the explosion grabs Mike on the way out the door and lifts him high into the air. He crashes to earth a good dozen yards from the motorpool, now a flattened wreck of a building.

Mike rolls on the ground quickly to extinguish the lingering flames on his armor and then looks back to the building.

HELL

has erupted from the ground. The flames shoot high into the air and the heat distorts the air all around the shattered remains of the structure. There are no signs of life. Mike's mission is completed. He can go home. His parents can rest in peace.

MIKE

runs off into the woods beyond the compound.

A FEW MINUTES LATER

The fire burns on. Something stirs in the blaze. A dark, charred shape rises up and shakes the ashes and auto parts from its shoulders. Flexing its massive legs, it leaps up into the sky, trailing fire and smoke, like a phoenix rising from the ashes.

Kickback lands a few feet from where Mike was moments before. Still smoldering, he kneels down and visually follows Mike's tracks into the jungle.

Nick rises and jogs off the other way, bits of fire trailing behind him.

EXT. WASHINGTON DC - NIGHT

Mike gets out of a cab and trots up to a middle-class apartment building.

INT. HALLWAY - NIGHT

Mike gets out his keys and unlocks his apartment door. As he steps into the darkened apartment, the voice of Alex Cross

CROSS (O.S.)

Leave the light off, Mister Carlton.

Mike drops his hand from the light switch. The apartment is very dimly lit by moonlight.

CROSS (O.S.)

Please, come in. It is your apartment.

Mike enters, shutting the door.

MIKE

Who the hell are you and what--

Cross, a silhouette on the couch, waves an arm.

CROSS

I have much to tell you, and time is short. Please, sit.

Mike takes a seat in a recliner, keeping Cross in sight, but distant.

MIKE

Do you work with Jon?

CROSS

I used to, yes. My name is Alex Cross. First I'd like to commend you on your return from Colombia. Not many cross Nick Kozlowski and live to tell about it.

MIKE

Well, no one will ever need to tell about it again. The bastard's dead.

Cross laughs.

CROSS

Dead? No, I'm afraid not.

Mike half rises out of his seat.

MIKE

What are you--

Cross waves Mike down.

CROSS

Please, Mister Carlton, relax. I meant no offense. Nick Kozlowski is far from dead. Your little battle did throw his value as a bodyguard into question and get him fired, but he's still very much alive.

MIKE

But I saw--

CROSS

You saw nothing, Mister Carlton. A burning building. From the point of view of your mission objectives, the mission was an abject failure.

MIKE

But you said--

CROSS

My congratulations were for returning alive, nothing more. It's Simpson's fault, really. You weren't ready.

Mike is puzzled and a bit petulant.

MIKE

How would you know?

Cross reaches over and turns on a lamp.

CROSS

Do I look familiar to you?

Mike studies him carefully.

MIKE

I think so.

CROSS

Do you know why?

Mike shakes his head, as much negation as trying to shake of the confusion that has settled in on him.

MIKE

Why are you here?

CROSS

Penance.

Off Mike's puzzled look,

CROSS

I remember a night, almost a year ago. A banquet at the White House, cut short by tragedy. A shame, really. The dessert truffles were exquisite.

MIKE

This isn't funny, Mister--

CROSS

Simpson misled you, Michael. Nick Kozlowski was nowhere near the White House that night. I would have seen him.

INT. WHITE HOUSE - FLASHBACK

Mike bumps into Cross, posing as a waiter.

INT. MIKE'S APARTMENT - NIGHT

MIKE
You?

CROSS
I set the bomb, but--

Before Cross can finish the sentence, Mike is on him and has him in a headlock.

MIKE
Give me one good reason not to break
your neck right now, you son of a bitch.

Cross is completely calm and unruffled.

CROSS
I'll give you a very good one. The name
of the man that ordered me to do it. Jon
Simpson.

Stunned, Mike lets go.

CROSS
You've been played for a sucker from day
one, Michael. Simpson saw you as the
perfect patsy the day you won the
Olympics.

Mike plops down in the chair.

MIKE
But that would mean--

CROSS
--that he orchestrated everything. The
bombing, the deaths of your parents.
Everything. Your mother, by the way,
might have survived despite her
injuries. Simpson decided you'd be
easier to control without an emotional
anchor.

Mike rises, runs to the kitchen sink and throws up. Cross
waits patiently for him to return.

Mike comes back into the room and falls into the chair. He's pale, sweaty, probably in the early stages of shock.

CROSS

Better now?

MIKE

Why?

CROSS

Simpson needed a...No, let me begin at the beginning.

INT. CIA RESEARCH LAB - DAY

Simpson, in a lab coat, peering over the shoulders of technicians, butting into materials experiments, and generally making a nuisance of himself. He's much younger than the Simpson we know, and nowhere near as smooth.

CROSS (V.O.)

Jon Simpson used to be a nobody, a middle manager lost in the bureaucracy. He worked for CIA R&D, and he stumbled quite by accident on a technology that enhanced the performance of muscle tissue.

INT. CONFERENCE ROOM - DAY

Simpson in a very expensive suit, giving a presentation to other men in very expensive suits.

CROSS (V.O.)

He ran with the idea, pleading with his superiors to let him develop a cybernetic agent program. Simpson was very charismatic and persuasive, and he eventually succeeded.

EXT. OBSTACLE COURSE - DAY

Simpson stand watching as Nick runs the course flawlessly. Simpson looks very pleased with himself.

CROSS (V.O.)

This is where the truth differs from what Simpson has told you. Yes, Kozlowski was the first cybernetic agent. No, he did not betray Simpson by becoming a mercenary. He betrayed Simpson by becoming a mercenary on his own, before Simpson was ready.

INT. MIKE'S APARTMENT - NIGHT

Cross and Mike, as they were.

CROSS

It was Simpson's plan from the beginning to build this strike force of unstoppable cybernetic soldiers, then leave the CIA and take them with him. He wanted money, power, all the things a mid-level government bureaucrat never has. The project was his ticket out.

INT. SIMPSON'S OFFICE - DAY

Simpson in the midst of a tirade, Cross sitting and watching.

CROSS (V.O.)

Simpson was furious when Nick went independent. Nick was the test case, and it looked as if the higher ups were going to pull the plug.

EXT. DESERT - NIGHT

Several commandos advance on a small encampment.

CROSS (V.O.)

To make matters worse, the clients that were most willing to pay for Nick's services were the ones that he had attacked while working for us.

The commandos spread out, obviously looking for someone they considered extremely dangerous.

CROSS (V.O.)

Simpson sent a group of Army green berets to neutralize Kickback. What he didn't tell them, or his superiors, is that he also managed to leak that information to Kickback.

Nick, in his locust armor, appears out of nowhere and attacks the commandos. Their bullets fall harmlessly off his armor, and they never stand a chance.

The battle is short, bloody, and very one-sided. It ends with Kickback standing over the corpses, blood spattered on his armor.

CROSS (V.O.)

None of the soldiers returned.

INT. CONFERENCE ROOM - DAY

The same room Simpson used to pitch the cybernetics program to begin with, and the same men in expensive suits.

CROSS (V.O.)

Simpson used the green beret failure to justify the continuation of the program. The logic was that Nick was a threat to National Security, and that only another cybernetic agent could bring him down.

INT. HOTEL ROOM - NIGHT

Simpson sits in a chair, watching the Olympics on TV. Coverage is of Mike winning his fourth medal, the scene after the credits.

CROSS (V.O.)

That's when Simpson discovered you, watching you on the Olympics. He knew you'd be perfect, and contacted me about facilitating your recruitment soon after.

INT. MIKE'S APARTMENT - NIGHT

Cross and Mike, as before.

CROSS

Simpson needed someone easier to control this time, someone who wouldn't bolt on him the way Nick did. In you he saw the idealistic patriotism he needed, and once I completed my part of the mission, the need for revenge, which he could easily manipulate.

Mike gets up.

MIKE

I'll kill him.

CROSS

Probably, but not today.

Cross reaches into his suit jacket and pulls out a gun, a high-caliber automatic with silencer.

CROSS

Please sit down, Michael. You aren't wearing your armor now, and not even you can outrun a bullet.

Mike hesitates, glares at Cross, but sits.

Cross SHOOTS him in the shoulder.

As Mike screams in pain and surprise,

CROSS

You aren't going after Simpson, for several reasons.

He puts the gun away.

CROSS

Most obviously, you're injured, and in no shape to fight. Admittedly, Simpson isn't that formidable an opponent himself, but--

Cross stands, and walks into the kitchen as he talks. Mike holds his hand to his wound and tries, painfully, to keep Cross in view.

CROSS (O.S.)

--he isn't alone, and he'll be expecting you. Simpson has this entire apartment bugged. He'd heard or has transcripts of every word said here tonight. He knows what you know.

Cross returns with first aid supplies, and begins treating Mike's wound.

CROSS

If you go after him now, he'll kill you. He knows how. Despite what Simpson has sold to his superiors, it isn't hard to kill a cybernetic agent. I could have killed you just now. You could have pulled a gun and killed Nick in that bar. I could have pulled a gun and killed Nick in that bar.

Mike hisses in pain as Cross works.

CROSS

If you return now and try to kill him, you'll lose, he'll say Nick killed you, that you weren't ready, and he'll just turn right around and do to someone else what he did to you. Is that what you want?

MIKE

No. But how do I--

CROSS

Simple.

Cross finishes up and returns to his seat on the couch.

CROSS

You disappear. Tonight, before he reads the transcript of this conversation and comes here himself. Fall off the face of the earth for a while. Simpson will tap dance a bit to explain your disappearance, but without a body he'll have a tough time proving your death. I'll help with that a bit, too.

He pulls out an envelope.

CROSS

Take these tickets and use them. I don't think Simpson can trace them.

MIKE

I just let him go?

CROSS

If you really want to take him down, then yes, at first you let him go. In a month or so, make your presence known as a mercenary. Be visible. Let Simpson's superiors know they have another rogue on the loose. Simpson's good at manipulating the system, but he's not that good. Two rogues, very expensive rogues, will kill his funding beyond even his ability to revive it.

Cross stands, takes his coat from the couch.

CROSS

Only then, with his funding cut and his CIA resources removed, will Simpson be vulnerable. When the agency cuts him loose, then you can strike.

He heads for the door.

CROSS

Take my advice, Michael. Anything less will just get you killed. I am truly sorry that I followed my orders to ruin your life. I only hope that what I do now will help atone for it. You will not see me again.

Cross exits.

Mikes sits, holding his bandages for a beat, then gets up and walks into the bedroom. He throws a suitcase on the bed and starts packing.

EXT. SAN FRANCISCO - DAY

It's a beautiful day, with no fog on the bay.

EXT. DOCK - DAY

Mike stands facing a giant cruise ship, and consults the ticket given to him by Cross one more time. He nods, and walks up the gangplank.

EXT. CRUISE SHIP - DECK - DAY

Mike stands at the railing as the ship pulls out of the dock. There are dozens of people on the deck, but Mike has managed to stand alone, staring out over the bay.

A young woman approaches him. She's pretty, if a bit plain, but walks with a joyous bounce in her step that makes her much more attractive than her looks. She is AMANDA JONES.

AMANDA

First time?

Mike starts at her comment.

MIKE

Excuse me?

AMANDA

I asked if this was your first time. On a cruise.

Mike says nothing, staring at this dynamo who can't read his body language saying "LEAVE ME ALONE".

AMANDA

You know. Boat. Water...

She mimes a boat floating on the sea.

Mike smiles, breaking out of his funk long enough to talk to this energetic creature.

MIKE

Yeah, this is my first time on a cruise. You?

She waves her hand dismissively.

AMANDA

Me? Oh, hell no. I go on one of these every year, like clockwork. Have to.

MIKE

Why?

AMANDA

I'm a cartoonist, and if I spend too much time locked up in my house...

She mimes the look of a crazy person. Mike laughs.

MIKE

Cartoonist. Sounds like a great job.

AMANDA

It's not a bad gig, but it gets lonely. These cruises are about the only social interaction I get, not counting my agent. And he doesn't really count as human. Did you know most agents are actually lawyers?

Mike laughs again.

MIKE

Depends on what kind of agent you're talking about.

Amanda furrows her brow and stares at him, not getting the joke.

AMANDA

So, what do you do?

MIKE

I used to work for the government.

She pauses again, thinking.

AMANDA

But not anymore.

MIKE

Not anymore.

AMANDA

Can you talk about it?

MIKE

No.

She thrusts out her hand.

AMANDA

I'm Amanda Jones.

He takes her hand and shakes.

MIKE

Mike Carlton.

She looks closer at him. The name's familiar, but she can't place it.

Mike looks around. The shoreline has receded into the distance by this point, and the other passengers on deck are moving off to do other things.

MIKE

So, since you're the cruise veteran,
you'll have to help me out here. What do
you do on these things?

She looks him up and down suggestively.

AMANDA

I know just the thing.

EXT. DECK - DAY

Mike and Amanda stand next to a skeet thrower, wearing goggles and holding small caliber rifles.

AMANDA

This is the perfect activity to blow off
a little steam.

As an exclamation, she launches a clay target and blows it out of the sky.

MIKE

This isn't quite what I thought you had
in mind.

She launches another, but misses.

AMANDA

What did you expect, hmm?

Mike starts to answer, then shrugs.

She steps back and lets him take the shooter's position.

AMANDA

Here. You try. You have shot before,
right?

Mike grins.

MIKE

Once or twice.

He launches a target, but doesn't aim right away. When the target is only meters above the water, he raises his rifle and fires, destroying the target.

Amanda stands gaping at his marksmanship.

AMANDA

Let me guess. This has something to do with that government job you can't talk about, right?

Mike laughs and steps back.

MIKE

No comment.

She playfully elbows him out of the way.

AMANDA

Back off, Mysterio. Gimme room to work.

Mike backs away further.

MIKE

Yes, ma'am.

She triggers the launcher, lets the target drop to about thirty feet over the water, and wings it.

MIKE

You didn't destroy it.

AMANDA

Yes, but that target will never have sex again.

Mike busts out laughing. It's real, gut-felt laughter, and it's been a LONG time coming.

AMANDA

You hungry, Mike?

Mike looks at

AMANDA

framed against the open sea and setting sun behind her. She's happy, energetic and very beautiful.

MIKE

smiles, a full toothy grin that he really feels.

MIKE

Yeah, I think I am.

INT. DINING ROOM - NIGHT

Mike and Amanda sit at a small table for two, whacking at crab parts with wooden mallets.

AMANDA

So I've told you everything there is to know about my boring little life, and you have nothing to share?

MIKE

There's not much to tell you. I worked for the government, and now I don't. I didn't do anything really exciting. Nothing you'd want to hear.

AMANDA

You'd be amazed what I'd want to hear. What did you do before you worked for the government?

Mike gets a little uncomfortable with her inquisition.

MIKE

Nothing of consequence.

AMANDA

Mmm hmmm. Sure. Fine, don't tell me. I don't want to know.

She starts nibbling on some crab, thinking out loud.

AMANDA

It's just that I'm sure I've heard that name before. Mike Carlton.

Mike squirms in his chair, and starts looking at the exits.

Suddenly, it dawns on Amanda where she's heard the name. It's all over her face, and Mike almost bolts right then and there.

AMANDA

Mike Carlton! As in Olympic Gold Medallist Mike Carlton? I knew I knew your name!

MIKE

Could you keep it down? I'm not sure the guys in the engine room heard you.

Amanda immediately lowers her voice, speaking conspiratorially.

AMANDA

Right. You're trying to keep a low profile, elude the autograph hounds.

Something occurs to her.

AMANDA

Wait a minute. You were in a bombing, something at the White House. I thought you were crippled by it.

Mike gives up, rubbing his forehead with his fingertips.

MIKE

I was.

AMANDA

Well, you don't look crippled to me.

MIKE

I got better.

Amanda is silent for a long moment. Mike finally looks up at her.

HER FACE

is the picture of compassion and understanding.

AMANDA

You want to talk about it?

EXT. DECK - NIGHT

Nearly full moon, sea breezes. Very romantic.

Mike and Amanda walk along the railing.

AMANDA

He set you up? Killed your parents and crippled you just so you'd be easier to use?

MIKE

That's about the size of it.

AMANDA

What are you going to do about it?

Mike leans on the railing, staring out to sea.

MIKE

Like Cross pointed out, there's not much I can do at this point. I have to wait until he's vulnerable, and for his funding to be cut so he can't do this again.

AMANDA

It must be awful. The loss, the waiting.

Mike gives a little laugh, a harsh sound in the night air.

MIKE

Yeah. Yeah it is.

Amanda puts her arm around Mike and snuggles in close to him. The contact has a dramatic effect on his attitude. He hadn't realized just how badly he'd needed this, needed her. He returns her embrace, and kisses her.

INT. CRUISE SHIP - AMANDA'S CABIN - DAY

Morning. The first rays of sunlight pour through the porthole.

Mike lies in bed with Amanda. Quietly he gets up and puts on his clothes. She smiles and sighs, but doesn't wake up.

EXT. CRUISE SHIP - DAY

Mike walks out onto the deck as the ship pulls into port again.

THE SKYLINE OF SEATTLE,

with the distinctive shape of the Space Needle, can be seen in the distance.

MIKE

stands at the railing, watching as the pier edges ever closer. He's actually content.

He freezes, and the color drains from his face. Standing on the pier, waiting to board, he sees

JON SIMPSON

accompanied by several CIA agents.

MIKE

races back to his room.

INT. MIKE'S CABIN - DAY

Mike packs, quickly, making sure his armor is still in his suitcase. Baggage in hand, he dashes out the door...

EXT. CRUISE SHIP - DAY

...and runs smack dab into Amanda, who's carrying two breakfast shakes.

AMANDA

You wandered off, you naughty boy.

She notices the luggage.

AMANDA

What are you doing with those?

Over her shoulder, Mike can see

SIMPSON AND THE AGENTS

boarding the ship, looking around.

AMANDA

wants an answer.

AMANDA

Well? Are you leaving? Is that it?

MIKE

keeps looking back and forth from her to Simpson. Simpson hasn't noticed them yet, but he's talking to a porter, no doubt getting Mike's cabin number, and if she doesn't shut up...

AMANDA

You're leaving. You bastard! One quick night of sex, and off you go! You men are all ali--

Mike grabs her and ducks into a side passage. Simpson is getting closer.

MIKE

Let's talk about this in your cabin.

AMANDA

What, you want to get in another quickie before you leave, you son of a--

MIKE

Simpson is here.

Her manner changes, but she's still too loud.

AMANDA

Simpson?

Mike grabs her by the wrist and drags her away, heading for her cabin.

INT. AMANDA'S CABIN - DAY

Mike watches out the porthole. Amanda sits on the bed, looking confused.

AMANDA

How'd he find you?

Mike doesn't look at her as he answers; he never takes his eyes away from the porthole.

MIKE

The bastard's resourceful, I'll give him that. I'd bet he got the information out of Cross.

The implications of Mike's comment sinks in on Amanda. She's in trouble now, and she knows it. These guys don't play games.

AMANDA

What do we do now?

Mike finally turns away from the porthole, opening his suitcase and exposing the armor inside.

MIKE

You don't do anything. You mind your own business and pretend you never met me.

He dons the armor, and Amanda is hurt and fascinated at the same time.

MIKE

I try to get the hell out of here before they kill anybody.

MIKE'S ARMORED FORM

stands in front of Amanda. Even in the confines of the cabin, he's an intimidating sight.

MIKE (FILTERED)

I'm going to just dive off the side and swim to shore. I've got a little oxygen in here, so I should be able to stay underwater until I'm out of sight.

He kneels in front of her and takes her hands in his. Tears already stream down her face.

MIKE (FILTERED)

For what it's worth, I'm sorry. I should never have let you into this life.

She lays one palm on the side of his helmet.

AMANDA

I'm glad you did. Take care of yourself, Mike Carlton.

He nods and stands up. He opens the door and sees

ONE OF SIMPSON'S AGENTS

about to knock on the door.

Mike and the agent stare at each other in surprise for a split second, then the agent goes into to his jacket for his pistol.

Mike never gives him the chance. In a flash, he grabs the guy, flings him into the cabin and snaps the agent's neck.

He shuts the door. It's over in less than five seconds. Amanda is on the verge of shock.

AMANDA

You... you killed him.

Mike is at the porthole again. His voice is cold, professional. Like he's done this a million times. It is NOT comforting.

MIKE (FILTERED)

It was him or us. I'm just ticked it wasn't Simpson himself.

He turns back to Amanda, who's cringing on her bed in fear. He removes his helmet, lets her see his face.

MIKE

Hey, hey...

She won't take her eyes off the corpse.

MIKE

Amanda.

She looks at him, starts to cry, rivers of tears.

MIKE

They know I'm with you. We're in this together now, okay?

She nods.

MIKE

I need you to be strong.

AMANDA

I can't...

Mike smiles, as warmly as he can.

MIKE

You were strong enough to pull me out of my shell yesterday.

AMANDA

No one was trying to kill us then!

MIKE

I know these people. I can beat them. I just need you to trust me, okay?

Amanda collects herself, trying not to look at the corpse.

AMANDA

Okay. I trust you. What do we do now?

Mike goes back to his suitcase, starts putting on clothes over his armor. He also puts his helmet back on.

MIKE (FILTERED)

First off, I have to look a little less conspicuous if I'm gonna be hanging around. Then we have to get out of here. They know where you live, so to speak.

He finishes dressing. He wears jeans, a button down denim shirt, a trenchcoat, a scarf and a knit hat.

Amanda giggles, in spite of herself.

MIKE (FILTERED)

What's so funny?

AMANDA

You look like the invisible man.

He takes her hand.

MIKE (FILTERED)

I should be so lucky. Come on.

EXT. CRUISE SHIP - DAY

Seattle recedes into the distance as the ship moves back out to sea.

Mike and Amanda carefully walk along the deck of the ship, trying to avoid being spotted.

Mike removes his helmet and secures it under his coat.

Ahead, Mike sees

ONE OF SIMPSON'S AGENTS

headed their way.

MIKE

Turn around. Quick.

MIKE AND AMANDA

turn, and walk back the way they came. They've gone maybe ten meters when Mike sees

ANOTHER AGENT

walking from the other direction.

MIKE

hesitates, trapped.

MIKE

Stay behind me, and try to keep up. When you see him go down, run like hell.

AMANDA

nods. She's scared out of her mind, but she's keeping it together.

MIKE

stops, puts his arm protectively in front of Amanda. The agent smiles and reaches into his jacket. Mike takes off in a run, rocketing straight at the agent. At the last second, Mike ducks into a feet-first slide.

THE AGENT

goes down like a sack of bricks, his legs knocked out from under him.

MIKE

springs to his feet, waving Amanda on.

MIKE

Come on!

AMANDA

runs for her life, passing the agent and following Mike across the deck.

MIKE

grabs Amanda by the hand, and bolts for a crowd of passengers watching the shoreline recede.

THE AGENTS

follow.

MIKE AND AMANDA

plunge into the crowd, plowing through people. Ahead, Mike sees

A DOORWAY TO A STAIRWELL

and drags Amanda to it.

MIKE

slams into the door, plunging down the stairs, Amanda in tow.

THE AGENTS

plunge into the crowd, but they can't find Mike and Amanda.

INT. CRUISE SHIP - STAIRWELL - DAY

Mike and Amanda run down the stairs, looking over their shoulders for their pursuers.

INT. CRUISE SHIP - BELOW DECKS - DAY

Mike and Amanda jog deep within the bowels of the ship, far below the passenger quarters. The approach

A DOOR MARKED "MAINTENANCE PERSONNEL ONLY"

and push their way inside.

INT. CRUISE SHIP - ENGINE ROOM - DAY

Mike and Amanda stare at the huge engines that power the liner. The room is grimy and poorly-lit.

AMANDA

How long do we stay down here?

Mike looks around, straining to see the approaching agents he couldn't hear over the noise of the engines.

MIKE

I have no idea. Until we reach another port, or until they figure out where we've gone.

Amanda grabs his hand and squeezes.

AMANDA

Is that likely?

MIKE

looks at her and smiles.

MIKE

Hey, it's a big ship. It could take them days to--

AGENT 1 (O.S.)

Don't move.

Mike raises his eyebrows at Amanda, and keeps smiling.

AMANDA

is barely holding back her panic.

THE AGENT

walks into the engine room, holding a gun on Mike and Amanda.

AGENT 1

Turn around, slowly, so I can see you.

MIKE

turns, raising his hands. Amanda raises hers as well.

THE AGENT

stops about five feet from them.

AGENT 1

You're in a lot of trouble, Carlton. Simpson is not a happy man.

MIKE

keeps smiling, trying to keep Amanda at ease.

MIKE

Maybe if he got out more, got a girlfriend...

THE AGENT

isn't amused.

AGENT 1

Joke all you want, Carlton. It won't change anything. I see you found a girlfriend. How much did you tell her?

MIKE

turns serious.

MIKE

This has nothing to do with her. Your business is with me.

THE AGENT

takes out and lights a cigarette with his free hand, the gun never moving an inch.

AGENT 1

Our business with anyone that might know about Simpson's little science project. If she knows about you, and I'm betting she does, she's a security risk.

MIKE

sidesteps to stand in front of Amanda, shielding her from the gun.

THE AGENT

blows a cloud of smoke.

AGENT 1

Chivalrous, Carlton, but we're prepared for you.

He fires the gun, and to

MIKE'S SURPRISE,

it goes through the armor, into the same shoulder that Cross shot.

MIKE

shouts in pain, and winces

MIKE

Not again.

He lunges at the agent, tackling him before he can get off another shot.

MIKE

Run!

AMANDA

runs for the door they came in, only to face four more agents pouring through it.

She turns and runs the other way.

ONE OF THE NEW AGENTS

draws his gun and fires on her.

AMANDA

screams as the bullet imbeds itself in a pipe two feet from her head, but she keeps running. She runs through a door at the other end of the room.

THE AGENTS

move to give chase, but

THE FIRST AGENT

throws Mike off of himself and shouts at them.

AGENT 1

We can get her later! Gimme a hand with this prick!

MIKE

rolls to his feet. He throws off the coat and dons his helmet.

MIKE (FILTERED)

You assholes just don't give up, do you?

THE AGENTS

spread out, forming a semi-circle around Mike.

AGENT 1

Brave, Carlton, but stupid. You know we have ammo that cuts through your armor.

MIKE

stands motionless and ready, his expression unreadable through the helmet.

MIKE

And if you kill me with it, Simpson's program dies with me. Wasn't that the point of ruining my life to send me after Kozlowski?

THE AGENT

takes careful aim and smiles.

AGENT 1

We don't have to kill you.

As the agent fires,

MIKE

leaps at least seven feet into the air, landing behind the agents.

He sweeps the leg of the nearest agent, and it gives with a sickening snap.

THE AGENTS

turn as one to fire at

MIKE,

but he is no longer there. He rolls across the fallen agent and picks up his gun, rising to his feet and firing without ever halting his smooth motion.

TWO AGENTS

nearest Mike go down, dying. With their broken-legged companion, that leaves only two.

The two remaining agents,

AGENT 1 AND AGENT 2,

open fire on Mike. Neither hits as he dodges with incredible speed and runs behind the machinery.

INT. CRUISE SHIP - BELOW DECKS CORRIDORS - DAY

Amanda runs through the narrow and dingy hallways, glancing over her shoulder. Not looking where she's going, she runs right into

JON SIMPSON,

who's standing with his gun drawn. Amanda bounces off of him and falls on her butt.

SIMPSON
Amanda Jones, I presume?

They both hear the muffled sound of gunfire in the distance.

SIMPSON
Tsk. I told them to use silencers.

AMANDA

realizes who he is.

AMANDA
Simpson.

SIMPSON

smiles in response.

SIMPSON
At your service.

He pulls a silencer out of his coat pocket, and screws it onto the barrel of the gun as he appraises Amanda.

SIMPSON
I see what Mike sees in you. Up.

AMANDA

doesn't budge.

SIMPSON

points the gun at her.

SIMPSON

If Mike has told you anything about me,
you know I'm not above using this. Up.

AMANDA

pulls herself to her feet.

AMANDA

Why don't you just leave him alone, you
bastard? Haven't you done enough?

SIMPSON

smiles.

SIMPSON

My dear young woman, you misunderstand.
I own him. He belongs to me. Do you have
any idea how much time and money went
into building him into the weapon he is
today?

AMANDA

I know you ruined his life.

SIMPSON

And gave him a brand new one.

He gestures with the pistol.

SIMPSON

Move. Back the way you came.

Reluctantly, she complies.

AMANDA

You'll never get him back, you know.

SIMPSON

Let's hope I do, for your sake. It'd be
a shame if your fans were denied your
wonderful little comic strip.

They enter into

INT. ENGINE ROOM

to find two agents dead and one writhing and crippled. Mike
and the other two agents are nowhere to be seen.

Simpson's rage is palpable.

SIMPSON

God dammit! Can't you people do anything right?

Amanda smiles, even chuckles a little.

AMANDA

You are SO going to lose, you son of a bitch.

In an instant, Simpson's gun is at her temple.

SIMPSON

Don't press me, young lady.

AMANDA

shuts up, staring at the gun.

SIMPSON'S FINGER

tightens on the trigger. Tighter... tighter...

SIMPSON

flings his arm around and shoots the broken-legged agent.

SIMPSON

Don't ever fail me again.

AMANDA

stares, wide-eyed. She knew Simpson was ruthless, evil, even, but this is nuts...

SIMPSON

whirls on her.

SIMPSON

That goes double for you. You live as long as you're useful to me.

INT. ENGINE ROOM - DAY

Across the room from Amanda and Simpson, Mike crouches behind a massive piece of equipment. He's heard the entire exchange. One dead agent lies at his feet. The other is somewhere else.

Mike grabs the agent, searches him. He picks up the dead man's gun, takes aim at Simpson.

No good. Simpson's too close to Amanda. If Mike missed, or if Simpson wasn't killed instantly and decided to retaliate...

Mike slips the gun into the waistband of his pants, and grabs the agent by the shoulders.

SIMPSON

stands over Amanda, making faces as he considers his options.

He whirls at the sound of a primal scream to see

MIKE

running full tilt straight for him, holding the dead agent in front of him as a shield.

SIMPSON

has time to get off exactly two shots, both of which hit the corpse, before

MIKE

slams into him, the two men and the corpse going down in a tangle of arms and legs. Mike pops up immediately.

MIKE

RUN!

He grabs Amanda by the wrist and drags her out of the room before Simpson can bring his gun to bear. The haul ass down the corridor.

INT. CRUISE SHIP - MAINTENANCE CLOSET - DAY

Mike and Amanda huddle together. Mike has his helmet off. Amanda is still very shaken from her encounter with Simpson.

AMANDA

He's insane.

Mike hugs her closer, comforting her.

MIKE

Yeah, I noticed.

She slaps his arm, cracking a reluctant smile.

MIKE
I've been thinking.

She looks into his eyes. That sentence never leads to anything good.

MIKE
I should turn myself in.

AMANDA
What? Are you out of your--

MIKE
Let me finish.

She settles down, but she's not going to like whatever he has to say.

MIKE
You know now the kind of man Simpson is. Even if we escape and get off this boat without getting killed, he knows where you live, what you do. He'll use you to get to me if you go home. We could never have a normal life.

AMANDA
Mike...

MIKE
It's better this way.

He stands, and she throws her arms around him, almost tackling him.

AMANDA
Don't go.

He takes her arms from his shoulders. Amanda is crying freely, and Mike's eyes are pretty moist too.

MIKE
I have to. Amanda, I love you. I know it's crazy, I mean we just met--

AMANDA
I love you too.

MIKE

--but I never should have let you in.
Not while Simpson was after me. If you
stay with me, he'll kill you.

She's not buying it.

AMANDA

And if I leave, he'll kill me. You heard
that agent in the engine room. I'm a
security risk. You're stuck with me.

Mike smiles, and a tear rolls down his cheek. Amanda kisses
it away.

MIKE

I don't think so. If I go back, I can
cut a deal, let him think I'm playing
along, then kill him. Once he has me
back, he'll forget all about you.

Even as Mike talks, his face says that he doesn't really
believe it.

Amanda puts her hand along the side of his face.

AMANDA

You and I both know we're in this
together. I love you, Michael Carlton.

They kiss, and Mike holds her tight.

INT. CRUISE SHIP - MAINTENANCE CLOSET - DAY

Later. Mike and Amanda sit in each other's arms.

The sound of the engines changes. They're moving into port
again.

MIKE

This is it. You ready?

She nods.

Mike rises, helps Amanda to her feet. He opens the door just
a crack, then peers into the corridor beyond.

MIKE

All clear.

He takes her hand, and they walk out into the corridor. Mike holds Amanda's hand with one hand, his helmet in the other.

MIKE

All we have to do is make it to the deck and off the ship. There's going to be a lot of people up there, so there's an excellent chance Simpson will never even see us.

Amanda nods again. She's acting a lot braver than she feels, and it shows.

AMANDA

But he will be looking for us.

Mike shrugs.

MIKE

Well, you can't have everything.

Amanda laughs in spite of herself.

They find a stairwell, and wind up to

EXT. DECK - NIGHT

where hundreds of people have gathered to watch the giant ship dock.

THE SHORELINE OF ALASKA

is tantalizingly close.

MIKE

gives Amanda a little kiss, never letting go of her hand.

MIKE

You see that? We're almost there.

SIMPSON (O.S.)

Touching.

Mike and Amanda spin around to see

SIMPSON

standing right behind them, holding his silenced pistol on them discretely.

SIMPSON

Really, Mike. Did you think I was just going to let you walk off the boat?

MIKE'S FACE,

the picture of cold fury.

MIKE

Did you think I'd let you?

THE THREE OF THEM

stand there in a silent face off, oblivious to the cheers of the passengers as the ship pulls into port.

The moment holds, frozen, then

MIKE

lets fly a lightning snap kick just as Simpson fires his pistol. The bullet misses Mike and Simpson falls back into the crowd.

MIKE

Come on!

He drags Amanda behind him, pushing brutally through the throng of passengers. They make it to the gangway just as it's attached and scramble down.

Mike looks over his shoulder to see

SIMPSON

scowling from the railing.

MIKE

flips him the bird and keeps running, never letting go of Amanda's hand.

MIKE AND AMANDA

turn a corner at the boathouse, and Mike stops to take a breath.

AMANDA

slumps against the wall, gasping. She slides down to sit on the ground.

MIKE

glances around the corner.

MIKE

Don't take too long to catch your
breath, honey. He'll be off that boat
any minute.

She doesn't reply.

Mike looks down to see

AMANDA

smiling at him, holding her hand to her chest. She looks
very happy, very peaceful.

MIKE

kneels down beside her.

MIKE

Honey?

He grabs her hand and pulls it away. Simpson's shot didn't
miss; her hand is drenched in blood.

AMANDA'S EYES

still stare at where Mike stood a few seconds before. She
died watching him.

MIKE

collapses, sobbing in grief. Simpson has stolen everything
and everybody Mike ever loved.

He sits, sobbing for a few more seconds, then stands.

HIS EYES

are murder. A rage few men ever have the misfortune to feel.

He puts on his helmet, and the eyes disappear.

MIKE

removes the rest of the clothing over his armor, blending
seamlessly into the night.

He moves out into the crowd, a ghost among men. No one sees him.

Frantically, he moves through the dock, hunting his prey.

Simpson is nowhere to be seen.

A scream in the distance. In the direction of Amanda's body.

Mike's voice rings out softly, alarming some passersby, who can't see him in the dark night.

MIKE (FILTERED)

I didn't even get to tell her goodbye,
you bastard.

EXT. DOWNTOWN DC STREET - DAY

CARD: ONE WEEK LATER

MIKE

stands near a pay phone, dressed like and looking as lost as any other tourist.

THE CROWDING STREET HOARD

moves around him. No one looks like one of Simpson's goons, but there's no way to be sure.

MIKE

wanders to the nearest payphone, picks it up, and dials.

INT. CIA FIRING RANGE - DAY

Simpson stands at the bench, levels a very large pistol at the offscreen target.

SIMPSON'S EYES

narrow. He fires quickly. Fifteen shots, emptying the clip.

AN AGENT

walks up and taps him, carefully, on the shoulder.

AGENT

You've got a call.

He holds out a cell phone, which Simpson just stares at.

AGENT

You want to take this. It's him.

SIMPSON

You tracing?

AGENT

Of course.

Simpson takes the phone and pulls in the target as he talks. We only see the back of the target. The agent leaves Simpson alone.

SIMPSON

Michael. How are you?

INTERCUT AS NEEDED

MIKE

You can dispense with the pleasantries, you son of a bitch.

SIMPSON

Mike, I'm hurt. I didn't kill her. You were the one that deflected my shot. I was aiming for you.

MIKE

It's time to finish this.

SIMPSON

Really. What did you have in mind?

MIKE

There's a warehouse on the waterfront, just north of M street. Be there tonight.

SIMPSON

My, that's awfully dramatic, don't you think?

Mike hangs up.

Simpson stares at the phone before folding it. The agent reappears.

SIMPSON

Where is he?

AGENT

A payphone in Southeast. We should have agents in the area in a minute or so.

SIMPSON

Don't bother. He won't be there.

Simpson takes down the target and admires it. We finally see it from the front; it's a silhouette with Mike's face taped over the head and fifteen bullet holes clustered very neatly through the heart.

AGENT

Sir, what should we do?

SIMPSON

I'll take care of this. I need to make a call first.

EXT. STREET - DAY

Mike stares at the phone, then walks away without looking back. The sky is dark, and thunder rumbles in the distance.

It's going to be quite a storm.

EXT. WAREHOUSE - NIGHT

Mike stands in the shadows, rain beating down and revealing the outlines of his armor. He's directly across from the warehouse entrance, light from inside spilling out onto the wet pavement.

Mike draws his sword and walks inside.

INT. WAREHOUSE - NIGHT

Mike steps into the warehouse. Simpson stands alone in front of several huge wooden crates.

SIMPSON

My, aren't we the impressive sight? Come to take me down?

MIKE (FILTERED)

I came to stop you.

SIMPSON

Don't be foolish, Mike.

Simpson steps away from the crate and takes a few steps towards Mike. He pulls a pistol from his suit jacket.

SIMPSON

You know, by now, my real reasons for recruiting you. The man you spoke to in your apartment was very specific about what he told you before he died. I realize that the very things that made you so attractive a recruit to me probably poison you to me now. You probably want to kill me.

Mike stands in silence. Simpson begins pacing.

SIMPSON

Obviously, I can't let you kill me. Also, you're far too valuable a commodity to just dispose of out of hand.

He waves the gun at Mike, the intention clear. It's filled with his armor-piercing bullets.

SIMPSON

Therefore I offer you a deal.

MIKE (FILTERED)

I've had enough of your deals, Jon.

SIMPSON

Come back to the CIA and work for me, with me. You know what I'm planning now, so you can better help in the training of new agents. We both stand to make a lot of money.

Mike raises his sword.

MIKE (FILTERED)

Or I could kill you right now.

SIMPSON

I was afraid you'd say that.

Simpson whistles.

From behind a crate, a hulking green form appears, leaping to stand in front of Simpson.

KICKBACK, IN THE LOCUST ARMOR,
has his sword drawn and ready.

SIMPSON

I told you before that Nick will work
for anybody that can meet his price.
He's very expensive insurance, but I
don't play to lose.

MIKE

doesn't lower his sword.

MIKE (FILTERED)

Move aside, Kozlowski. This isn't your
fight.

NICK

takes a step towards Mike.

NICK (FILTERED)

It is now. Do yourself a favor, kid. Go
home.

MIKE (FILTERED)

I can't really do that, can I, Jon? Did
you tell him about Amanda? About my
parents?

SIMPSON

smiles and leans against a crate.

SIMPSON

It wouldn't matter. Nick is a
professional.

MIKE

assumes a combat stance, ready for Kickback to make a move.

SIMPSON

So you see, you have no real choice in
the matter. You come back to Washington,
or I have Nick kill you where you stand.

Mike is silent.

SIMPSON

Come on, Mike. Put down the sword, come with us, everyone goes home happy.

MIKE (FILTERED)

It's too late for that, Jon. Too late by far.

Simpson addresses Nick.

SIMPSON

Kill him.

THE STORM

outside picks up in intensity as

THE TWO SWORDSMEN CIRCLE EACH OTHER,

waiting for the other to make the first move. Simpson backs away towards a large crate to watch the action.

MIKE

strikes first, a sudden thrust to Nick's chest. Nick deftly parries upwards, and the men locked swords over their heads. Nick used the leverage to throw Mike against one of the gargantuan crates.

NICK

lunges, but Mike is no longer there. The advantage lost, the men circle again.

OUTSIDE

the storm rages, wind and rain blowing in through the open door.

LIGHTNING GLINTS OFF SWORD BLADES

and the men attack again. This time Mike gets the better of the exchange, landing a cut on Nick's leg.

MIKE

charges, attacking Kickback with unrestrained ferocity. Blow by blow, Nick is driven back, until he is backed against a crate. With nowhere else to go, he kicks Mike in the stomach, forcing his attacker to break off.

NICK

leaps off the crate, bellowing as he brings his sword crashing down to Mike's head, only to have Mike deflect it with his own as he rolls out of the way and gets to his feet.

Spinning his sword, Mike falls upon Nick like a demon, hatred and determination driving Nick back once more.

MIKE

fights like a man possessed. Slashing Nick's arms and chest, he gives no ground and no quarter as he pushes the larger man across the warehouse.

SIMPSON,

caught up in the excitement of the battle, doesn't notice how close it's getting to him until he becomes trapped behind Nick as Mike backs him into a corner. He fumbles with his gun, but doesn't have room to aim.

MIKE

strikes like lightning, Nick barely able to parry the strikes, much less counterstrike. He pushes Mike back to get some breathing room, and Mike thrusts straight for Nick's heart.

NICK

barely gets his sword up in time. Mike's blade is deflected away from Nick's chest and around him, burying itself in Simpson.

Taking advantage of Mike's momentary surprise, Nick pushes past him and makes for the open area in the center of the room.

MIKE

pulls his sword from Simpson's chest and follows.

It is now down to the two of them. Both men are tired, barely able to lift their swords.

MIKE (FILTERED)

Simpson's dead, Kozlowski. This isn't your fight anymore.

NICK (FILTERED)
I'm afraid it is.

NICK

holds his sword like a baseball batter preparing to swing,
and crouches down to leap.

MIKE

holds his sword to the side, facing his opponent.

BOTH MEN

leave the ground at the same time, clashing in midair. A
THUNDERCLAP announces their strike.

MIKE

lands badly, tumbling. Quickly he rises to face his foe.

There is no need. Nick's body lies on the floor, a large
pool of blood spreading from its opened neck.

Mike's shoulders droop sharply. It's over.

Almost.

We hear a coughing sound from the corner. Mike walks over to
investigate.

SIMPSON

is mortally wounded, and fading fast. He spits blood as he
speaks.

SIMPSON
Please, get me to a hospital.

MIKE

stares down at him, his featureless helmet holding no
expression.

SIMPSON
Mike, I'm begging. Is that what you
want?

Mike removes the helmet and drops it down at the man at his
feet. Without saying a word, he coldly stares as Jon Simpson
dies.

Once Simpson is dead, Mike spits on the corpse.

He turns and tries to walk out of the warehouse. He gets about ten feet when he staggers and falls, barely catching himself on the edge of a crate. He holds his hand to his side, then pulls it away and looks at it.

MIKE'S HAND

covered in blood.

MIKE

as he slides gently down the side of the crate to sit on the floor. He looks across the warehouse and smiles.

MIKE'S POV

the ghostly forms of Amanda and his parents. They're standing together, smiling and waving at him.

MIKE

as he tries to wave back. His hand drops to the floor, his eyes close, and Mike Carlton dies.

FADE OUT