RAINBOW SIX

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FADE IN:

EXT. WASHINGTON STATE - SEATAC INTERNATIONAL AIRPORT - DAY

Putrid brown haze chokes an endless horizon of black concrete. Pigeons glide across, distort into smeared fragments as they pass behind the heat waves of a--

-- monstrous airliner. Just one in a long line of bloated widebodies inching along - their wings of aluminum drooping with fuel tanks filled to the caps.

A chorus of turbines WHINE as the parade creeps another foot closer to flight.

Over this a VOICE - whispering a phrase in the mother language of Islam.

INT. AMERICAN AIRLINES 777 - COACH --

Close on the LIPS of a man repeating the phrase.

Passengers in coach take note. Curious. Worried looks.

NANCY, a slender flight attendant, scans down a seat assignment sheet - comes to a blank line. Turns to her PARTNER in the galley.

NANCY
He's a last minute filler.

Now even more concern as they watch the man.

PARTNER
Maybe he's praying.

NANCY
Yeah, but for what?

Nancy takes the initiative, grabs a plastic wrapped headset - walks up the aisle, hesitates behind the seat. Leans down.

NANCY
Excuse me, sir? Sir?

JOHN CLARK lifts his HEADPHONES from his ears. Experienced eyes scan the flight attendant, lock on her nametag.

JOHN
Yes, Nancy?

Nancy hears a tinny voice from the earphones, repeating the same Hindi phrase <u>in English</u> --

TINNY VOICE
"I am very honored to meet you." Now repeat...

She sees the instructional cassette spinning in his Walkman, realizes her mistake. John helps her out.

JOHN
The Saudis want fast food. Guess who gets to explain Jack in the Box to them?

Nancy seems flustered, reveals the headset.

NANCY
I just wanted to know if you'd be needing a headset for the movie.

John sees right through her, smiles.

JOHN
And what is the movie today?

NANCY
That action one with the guy that used to be on that TV show.

JOHN
Oh that one.

NANCY
It's supposed to be very exciting.

JOHN
Isn't flying stressful enough?

NANCY
We edit most of the violence out.

JOHN
So it's a short then?

NANCY
(laughs)
Sorry I interrupted you.

John's seat neighbor - CHARLIE (62) - speaks up.

CHARLIE
Miss, I'll take those. Three dollars, right?

NANCY
Yes, sir.

Charlie hands a five dollar bill across the seat and John sees in a flash- "CHARLIE GILROY" written in ink on the bill.

The headset and two dollars pass back into Charlie's hand.

NANCY
If there's anything you need during the flight, don't hesitate to ask, Mr...

JOHN
-- Clark. John Clark.

She smiles again, walks off. Charlie leans to watch her.

CHARLIE
I think she likes you, John.

JOHN
So does my wife, Charlie.

Charlie looks at him, curiously -- how did he know his name?

JOHN
You autograph all your presidents?

CHARLIE
Oh that... Just a way to amuse myself between airports. I send them out and see if any return to the nest.

John glances towards BUSINESS CLASS ahead.

JOHN
And?

CHARLIE
Not yet. But the average bill passes through four thousand hands before wearing out.

JOHN
Really? Well you'll get one back someday.

CHARLIE
I don't know. This is my last trip out. Won't get many more chances.

JOHN
Kind of young to be retiring.

CHARLIE
Just didn't want to see that brown slick anymore.

That pulls John's attention from business class. Brown slick?

CHARLIE
I work for an oil company, help find new places to drill - been doing it proudly for 38 years. Then one day I'm in one of these, seven miles up and three hours from any land - I look out and see this brown slick and I suddenly realized I helped create that. Then every time I saw it after that, it got worse. I just can't look at it anymore...

Plane comes to an abrupt stop, rocks as turbines WHINE down. Every passenger leans to the windows. Charlie peers out --

CHARLIE
What the hell is that?

John leans over to look. Through the heat waves he sees an army of rippling metal objects. Growing in size.

John is suddenly very tense, looks to business class and now we see the large MAN in the aisle seat.

EXT. TARMAC

is a blur as we race toward the horizon of idle widebodies. Sliding in around us are --

Two SUV's - three unmarked sedans - a stair truck and a hummer with a Swat team hanging off the side.

Match speed with the lead sedan - rifle in on the TEAM LEADER - ALISTAIR STANLEY - walkie to his mouth - commands lost in the din of the chase.

A quick pan locates the American Airlines 777 - right near the front. Only one plane between it and 3 miles of asphalt.

INT. AMERICAN AIRLINES 777

Passengers crowd the left side windows, watching the approaching storm.

But John is locked ahead, on that man in business class. The man's foot now taps to a silent beat. He glances back. Note the tall FOREHEAD.

EXT. TARMAC

The vehicles scatter - head to several of the planes at once. Team leader slides up under an Iberian Airlines DC-10.

Swat members jump out as the stair truck is rolled up.

Team leader moves up behind them, starts climbing --

INT. IBERIAN AIRLINES DC-10

Main door is swung open -- passengers scream as Swat team members charge inside, automatic weapons raised and ready.

INT. AMERICAN AIRLINES 777

Pressed to the window, Charlie gives John updates --

CHARLIE
Whoa, they're boarding all the planes...

John is still watching that FOOT TAPPING. His hands reach into his carry-on.

INT. ANOTHER AIRLINER

As Swat members charge inside --

INT. AMERICAN AIRLINES 777

The FOOT stops tapping. John stays locked on it - his hands busy below - busy assembling an epoxy composite HAND GUN.

John's body tenses to one rigid mass as FOREHEAD stands - glances toward a man with a heavy MOUSTACHE who quickly pushes toward the CURTAINED OFF First Class section. Forehead reaches up to the overhead bin-

John rises - gun against his side -- and walks -- straight-line toward business class as Forehead reaches into a bag in the overhead bin. John's almost there when --

PASSENGER
He's got a gun!

All eyes converge on John. Forehead glances across the aisle to a man with a GOATEE. A second accomplice.

John raises his gun but a LINEBACKER-sized passenger intercepts - grabs John's arm.

LINEBACKER
Not on my flight, asshole!

Passengers urge him on as he tries to wrestle John down.

JOHN
I'm CIA, dammit!

LINEBACKER
You're MIA now, buddy --

Goatee rises behind Linebacker - flash of a weapon -- John acts quick, flips the 300 pound do-gooder to the floor in one incredibly swift move -- raises his gun over him and fires --

SCREAMS ring out as Goatee's skull is aerated - decorating passengers in rows 53 through 58 with red dots.

Total panic and now --

JET TURBINES WHINE UP TO FULL THRUST and the plane JERKS into motion. Everyone grabs on.

JOHN
(under his breath)
Oh great--

Forehead makes his break toward FIRST CLASS. John climbs over the linebacker, snatches a LAPTOP from a man's tray - throws it like a Frisbee - smacking Forehead in the back. He stumbles to the floor, reaches into his bag in desperation --

John rushes him -- fires into his shoulder --

Force propels Forehead's hand from the bag, a hand holding a DETONATOR BUTTON. John makes a mad dash to stop him but Forehead manages to PUSH THE BUTTON. Red LED pops on. Armed.

EXT. AMERICAN AIRLINES 777

is swinging out of formation, barely missing the Southwest 757 in front position as it heads toward the open runway.

Four planes back Alistair Stanley appears at the top of the stair truck -- yells into his walkie, frantically. Swat members make a mad dash to their vehicles.

INT. AMERICAN AIRLINES 777 - ACCELERATING

Everyone in business class is locked on John with the flashing button box. He turns to Forehead - gets in his face --

JOHN
Where is it?! Where's the device?!

Forehead just smiles, taunts him in unsubtitled GERMAN. John reacts - smacks an elbow against his head and Forehead's out. Nancy is standing nearby.

NANCY
It's an East German dialect...
Something about pressure.. distance?

JOHN
-- Altitude.

John grabs the detonator box -- flips it over, sees a READOUT--

JOHN
Not good...

EXT. RUNWAY - MOVING

The American Airlines 777 accelerates as the Swat team races to close the gap.

INT. AMERICAN AIRLINES 777 - NEAR COCKPIT

Someone yells in broken English from inside the cockpit. Nancy's Partner stands over a MAN'S heavyset BODY just outside of the cockpit door, looks up as John and Nancy push through the curtain into first class. They rush to her --

PARTNER
The Air Marshal tried to stop him.
He got inside - with a gun --

John glances to the Air Marshal lying dead with a gash in his side. John slams against the cockpit door - finds out quick-

PARTNER
It's terrorist proof.

JOHN
Wonderful.

John slams it again.

NANCY
John?

John looks back, sees Nancy leaning down to the Air Marshal - hands in his pockets. She comes out with a KEY.

EXT. AMERICAN AIRLINES 777

is losing the army of pursuing vehicles as it nears takeoff velocity - which in this case is nearly 160 miles per hour.

INT. AMERICAN AIRLINES 777

John pushes a fully loaded food cart at the cockpit door. Just before impact Nancy pulls the unlocked door open -- revealing Moustache inside with a gun on the pilot.

Cart smashes into the cockpit. GUN FIRE erupts from inside. Bullets pang off the cart. Soda cans erupt.

John stays low, fires into the shoes of the only man standing inside. Moustache is dropped - lands on the cart as --

-- the plane's NOSE LIFTS off the ground --

Severe tilt causes the cart to roll back against John who finds himself in mortal combat with an enraged terrorist. Plastic knife slashes John across the shoulder. Mistake.

Nancy's eyes widen as John quickly kills this man with his bare hands. Without hesitation. Without remorse.

EXT. AMERICAN AIRLINES 777

is now officially airborne.

INT. AMERICAN AIRLINES 777

John barges into the cockpit, blood drenching his shirt --

JOHN
Don't climb! Don't climb!

PILOT
What?!

JOHN
There's a pressure bomb onboard that will go off at 400 feet!

PILOT and COPILOT see the DETONATOR button in John's hand. Pilot pushes the yoke hard and the nose plunges.

EXT. ABOVE SEATTLE

The metal giant levels out at 200 feet - thunders over an industrial park. Windows rattle.

INT. AMERICAN AIRLINES 777

With flaps and gear down the plane rides very rough.

PILOT
This plane isn't designed to fly this low.

JOHN
Just get us to another runway.

CO-PILOT
That's Spokane - 90 miles over the mountains.

John stares out - mountains.

JOHN
What about turning back and landing?

PILOT
We'll have to do it shallow or we'll snag a wing. Are you sure there's even a bomb onboard?!

John's already ahead of him -- grabs Nancy's hand as he exits--

JOHN
Nancy, take me to the baggage hold.

Pilot takes a breath, grips the yoke - edges it to the right.

EXT. AMERICAN AIRLINES 777

starts a very shallow bank as it begins to turn. But this dips a wing even lower than 200 feet.

INT. AMERICAN AIRLINES 777 - BAGGAGE HOLD

Light pierces the baggage hold as a hatch opens above. John drops down inside. Nancy peers in, points.

NANCY
All the baggage is in those front containers.

John faces ten huge aluminum boxes, the ones they forklift onboard. This will take forever.

John notes the boxes are locked to a rail embedded in the floor. He traces the rail all the way to a huge BAY DOOR.

JOHN
I need you down here, Nancy. Now!

Nancy takes a breath, jumps down.

EXT. BUSINESS COMPLEX

Mirror windows of a 10 story complex are completely filled with the 777's reflection. It roars in over the parking garage - leaving behind a chorus of car alarms.

INT. AMERICAN AIRLINES 777

Digital altimeter says 350 feet. Pilot struggles to keep this monster flying at a constant bank.

COPILOT (INTO MIC)
Yes, clear all the runways - we have no idea which one we'll line up with.

EXT. FREEWAY OVERPASS

Three levels. Shadowed as the 777 nears. Cars swerve on the top roadway, thinking the plane's going to hit. It just clears, turbine exhaust almost flipping a panel truck.

INT. BAGGAGE HOLD

Is flooded with SUNLIGHT as the huge BAY DOOR opens --

John is there in front of it, holds on as the 180 mile per hour wind blasts inside.

Nancy grips a REMOTE box hanging by a cable - CONVEYER CONTROL. John moves behind the metal containers - puts his weight to the back one.

EXT. NEIGHBORHOOD

Mailman looks up as the 777 roars overhead the suburban houses. Dogs bark. Cats scatter.

EXT. BASEBALL PARK

Little leaguers stop playing, stand with jaws agape as the monstrous aircraft fills the sky over them, almost grazing the night lights.

INT. COCKPIT

Pilot grips the yoke as it vibrates hard in his hands.

PILOT
Okay, this isn't good --

Copilot looks out. Shock.

EXT. AMERICAN AIRLINES 777

moves over a less residential area, is heading straight for a RADIO ANTENNA FARM. Twenty towers rise 400 feet into the sky.

INT. BAGGAGE HOLD

Nancy presses the conveyer remote button and the first metal container jolts into motion. John stands behind it - pushes with all his might. Container heads toward the opened door.

EXT. COUNTRY CLUB

Golfer swings, shanks the ball as the 777 roars in over the trees. He curses at it and a six foot silver CUBE suddenly falls from the sky, embeds into the greens fifty feet away.

Plane continues on, containers dropping along the way. One digs into a sand trap, another splashes down in a water pit.

EXT. ANTENNA FARM

is right ahead. The 777 closes in - banks even more. Dipped wingtip is precariously close to snagging powerlines.

And there goes more baggage containers -- free falling into a field - breaking open and scattering luggage everywhere. TOWERS are just ahead --

PILOT
Screw it - either way we're dead.

Pilot pulls back. Plane noses up. Altimeter rises 250 - 300 -

NANCY fights the wind, holds the button down as John pushes the last three containers out. They fall from the plane and the suction in the hold jerks Nancy's grip free. She's about to follow the final container out when --

--John LUNGES - grabs onto her with one hand - the airframe with other -- uses every MUSCLE to pull her back to safety. No way in hell was he going to lose this woman.

Plane clears the towers as the containers float down.

RADIO STATION PARKING LOT

Hip DJ gets out of his Porsche, walks toward the station. He holds his CAR KEY up and hits the LOCK button and right then --

-- the final container falls into frame, right on his car and EXPLODES. DJ is thrown to the pavement in shock, looks back at his obliterated Porsche, then stares at his KEY. Shit.

INT./EXT. AMERICAN AIRLINES 777 - BAGGAGE HOLD

Nancy takes a much needed breath as the bay door closes.

NANCY
You're right, flying's stressful enough.

But John is far from relaxed. Stay on his face as the shadows of the closing bay door darken his features more and more --

LINSON (V.O.)
Yeah, he's a hero today but there's no telling what John Clark is capable of. Sometimes he goes way overboard. Like with this guy --

John is merely a silhouette at this point.

LINSON (V.O.)
Blood vessels in the pupils exploded. Capillaries across the skin ruptured. Liver, kidneys, heart and brain collapsed under intense pressure. All indications were that his victim was rapidly decompressed, his body literally ripped apart at the seams.

CLOSE ON - GRAPHIC PHOTOS of what that looks like. A swollen and brutalized body. It's hard not to turn away.

LINSON (V.O.)
Pretty sick way of killing someone...

INT./EXT. TOWNCAR - MOVING

Presidential advisor FREDRICK LINSON looks up from the CIA branded photos, locks on Five Star GENERAL "MICKEY" MOORE. Capital building blurs past. Yeah, we're in DC.

GENERAL MOORE
John didn't kill him.

LINSON
No, what he did was worse - he tortured him until he got the information he needed, then left the man in a gutter - deaf, dumb and blind.

GENERAL MOORE
His girlfriend was murdered by that fucking little shit--

LINSON
Fine -- put a bullet in his head or better yet, bring him in legally. But this... a man that does this...
(gestures photo)
No telling how far he'll go.

General Moore leans close - makes this crystal clear.

GENERAL MOORE
Insane people are trying to crash jetliners into residential neighborhoods, Linson, how far do you think *they'll* go?

LINSON
The man is a killing machine --

GENERAL MOORE
Well it's time we stopped playing by the rules and started fighting fire with fire.

Linson stares at the photos, shakes his head.

LINSON
Controlling him will be impossible...

GENERAL MOORE
He's a friend -- I know how to handle him. Believe me, John Clark will be the leader of Rainbow Six.

EXT. CLOSE UP -- JOHN CLARK - DAY

He stares, dumbfounded.

JOHN
You know how ridiculous you sound right now, Mickey?

WIDEN TO REVEAL General Moore and Linson with him on the --

ROOFTOP OF A HIGHRISE

All stand in the shadow of a towering six pack of PATRIOT ANTI-AIRCRAFT MISSILES. Positioned to defend the White House below.

GENERAL MOORE
Terrorism is the plague of this century, John, and it's spreading like wild fire. Field operatives alone can't contain it.

JOHN
Oh? And who saved that plane? A team? No, a field operative.

GENERAL MOORE
The best field operative we have. Imagine how effective you'd be with an elite group backing you up.

JOHN
You mean slowing me down.

GENERAL MOORE
You'd train them to move faster.

JOHN
I'd train them to stay home.

GENERAL MOORE
You could make a real difference.

JOHN
Enough of the bullshit, Mickey - I'm not your guy. I'm paid to make people disappear - not bring them together.

GENERAL MOORE
Well technically, you're paid to follow orders.

JOHN
(chuckles)
That's a good one. Say hi to Jill.

John starts toward the exit, brushes past Linson who gives the General a 'told you so' glance.

The General waits until John is right at the door --

GENERAL MOORE
Dmitriy Popov is back.

John pauses in the doorway as the General reveals THREE SURVEILLANCE PHOTOS of a handsome RUSSIAN MAN.

GENERAL MOORE
We've had confirmed sightings from three separate sources. All in the past 9 days.

John turns back. He's resisting being hooked but failing.

GENERAL MOORE
Last one was in Bonn. You remember who was last seen there.

JOHN
Ernst Model.

GENERAL MOORE
Popov is back in the saddle and he's looking up old partners.

Like reeling in a trout - John steps closer, eyes the photos.

GENERAL MOORE
Last time that happened how many agents died?

JOHN
Give me the intel and I'll go after him.

GENERAL MOORE
Not without a team behind you.

JOHN
Goddamit, Mickey!

LINSON
This is bigger than you, Clark - it's an international problem - it demands international cooperation.

John ignores the "suit", keeps his focus on Moore.

JOHN
I can slip through any border--

GENERAL MOORE
Or you can lead an international team that has clearance to move into any country with preemptive strike capability.

JOHN
Preemptive? You mean like shoot first, ask questions later?

GENERAL MOORE
(nods)
The Rainbow team has just been upgraded to version six.

John is pausing.

GENERAL MOORE
Take the team, John, and I guarantee you its first priority will be to eliminate Popov once and for all.

John just stares at the man in the photos, rubs that shoulder wound again. Fresh blood is creeping through the shirt.

INT. MUNICH - FIVE STAR HOTEL

DMITRIY POPOV is immaculately dressed. Oozing class. He sits in the lobby, sips a glass of wine while he views his opened laptop. A BANK ACCOUNT is on the screen -- BALANCE is $25,500. He sends an encrypted message - DO I HAVE A GO?

As he waits he looks up at the overhead LOBBY TV.

NEWS REPORT shows the 777 landing safely for the 20th time. HOME VIDEO follows a baggage container from the plane to the ground. Bystanders are interviewed.

Several AMERICAN BUSINESSMEN are watching around him.

BUSINESSMAN
It's becoming impossible these days to tell if you're watching CNN or HBO.

BUSINESSMAN 2
They should just relocate everyone in the middle east and nuke the whole damn place. Then none of them can have the "sacred holy ground."

BUSINESSMAN 1
From what they're saying these terrorists were not from the middle east.

BUSINESSMAN 2
Great, now it's going to be impossible to pick them out. They could be anybody.

Popov has been listening and without turning --

POPOV
Even you.

That has Businessman 1 giving the other a once over. The hotel Concierge walks over, leans down to Popov.

CONCIERGE
I'm sorry, sir, but we're completely booked. All I have open tonight is the Presidential suite which I'm afraid is obscenely expensive. Could I arrange a car to take you to another establishment?

Popov just stares at the laptop.

CONCIERGE
Sir?

Popov's account balance suddenly changes from $25,500 to $525,500. Popov grins, looks up at him.

POPOV
The Presidential suite will be fine.

INT. ST. PAUL'S HOSPITAL - DAY

Crayon drawings are taped to the walls. John sits shirtless in a small room off the Nurse's station. Note the roadmap of scars on his back. SANDY CLARK redresses his wound.

SANDY
Other husbands travel, bring home a commemorative shot glass or a snow dome... I get another boo-boo.

JOHN
Boo boo?

SANDY
You want adult talk, go to an adult hospital.

JOHN
You're the only doc that knows my body intimately.

SANDY
Not lately.

JOHN
How about we change that tonight? Say dinner, movie, gymnastic sex?

SANDY
Don't tease me, John, not when I'm ovulating.

JOHN
I thought you had a glow about you.

SANDY
I'm beginning to wonder if it's ever going to happen...

John stares at her as she restitches his wound.

JOHN
Did you know they have some of the best fertility clinics in England?
(off her look)
And the crime rate is half of DC's. And the base houses are huge...

Sandy stops her work, stares at him suspiciously.

JOHN
Mickey's starting a new anti-terrorist team in England -

SANDY
You're not thinking of joining it?

JOHN
I'm leading it.

She gives him an incredulous look.

JOHN
I know, I said the same thing...

SANDY
And yet you took it anyway - Christ, John -

JOHN
It's a different time now, serious people are planning serious shit...

SANDY
I don't want to know.

Sandy busies herself away from him.

JOHN
Good, because I can't tell you. Not this time.

Sandy is surprised by that - now knows how serious this is.

JOHN
Sandy, they want us in England by Monday.

John actually reaches up -- continues stitching his own wound, pulls the thread tight.

SANDY
They want <u>you</u> in England by Monday.

JOHN
And I want <u>you</u> with me. I need you close by...

Sandy gives him a look. There's history here.

SANDY
You know the meeting's next week. I'm the one that got Brightling's attention, I got him to come see our progress first hand --

Sandy grabs the needle from him, like taking away the remote.

JOHN
I didn't think you believed this guy was for real?

She jams the needle in - last stitch --

SANDY
It doesn't matter what I believe - he's David Brightling - I owe it to the hospital and that child to at least hear him out.

She pulls the thread tight, starts to tie it off. Without even looking John sticks his finger into the knot as she pulls the thread tight. They are a well synced team.

JOHN
(leans close)
I just hate leaving you alone even for a day.

She likes him this close.

SANDY
I love that you hate it but I can take of myself. You don't need to protect me all the time. Really.

Another look. More history. And mutual respect.

John wraps his arms around her, protectively. A CHILD'S VOICE calls out --

THOMAS (O.S.)
Get a room, you two!

John and Sandy spin, see a small child being wheeled down the hallway. Except he doesn't look like a child. Face is aged, has the wrinkles of a 90 year old man. This is THOMAS and he has progeria.

SANDY/JOHN
Hi, Thomas.

Thomas holds up a GAMEBOY proudly.

THOMAS
I beat all ten levels in thirty minutes, John.

JOHN
Better watch it, Thomas, the Secret Service will end up drafting you.

THOMAS
(as he's wheeled off)
That would be so cool!

Sandy laces her fingers into John's, squeezes tight.

SANDY
Be careful, John. Please. I put you back together once - I don't want to do it again.

INT. TURTLE INN BAR AND LOUNGE - KENTUCKY - NIGHT

A young woman (21) with SWAN EARRINGS shifts on the tall bar stool. Conservative. Obvious out of towner. She's lip locked to handsome KIRK (28). He finally lets her breathe.

KIRK
You wanna get out of here? Go take a drive?

SWAN
I just met you...

Kirk watches intently as she finishes her drink.

SWAN
What kind of car?

EXT. CITY STREET - NIGHT

BMW convertible roars past, top down. Swan's enjoying the sense of freedom but appears somewhat drunk.

KIRK
Bet you're glad you left Des Moines now, huh?

SWAN
Iowa sucks.

Kirk laughs but keeps an eye on her. She's suddenly looking very pale, very dizzy.

SWAN
I think I'm going to be sick.

EXT. STREET CURB

BMW pulls over. Swan opens the door, leans out but can't puke. Vision is swirling as she tries to stand.

SWAN
I feel so weird... Kirk?

Swan reaches out for him but he steps back. His face becomes a BLUR and the world around her FADES TO BLACK.

INT. BOMBED OUT BUILDING CORRIDOR - DAY

Gutted and fire-blasted. Blackened walls of soot. Dark recesses and a dirt covered floor that screams danger.

Something is moving in from the shadows - along the ceiling.

A SOLDIER in coveralls and goggles grips the exposed sprinkler pipes - uses impressive strength and agility to hold himself snug to the ceiling.

DOMINGO 'DING' CHAVEZ (20's) stops and stares down - spots a METAL TAB sticking out of the dirt. Then another. MINES.

A sly grin spreads across his face and he continues on, hand over hand on the pipe. He's almost to the end of the corridor when the pipe end comes loose. Ding nose dives - JAMS his boots against the walls and just like that he's hanging upside down - his face mere inches from the mine tabs.

VOICE
Nice save.

Ding looks up, sees an upside down face right there in front of him - smiling. It's --

DING
John?!

Ding rips off his goggles and the entire background disappears and becomes a --

INT. VIRTUAL REALITY TRAINING ROOM

Ding is SUSPENDED inside a ZERO G CAGE. JOHN is standing right there in front of him.

JOHN
Aren't you a little old to be playing video games, Ding?

DING
It's modern training.

JOHN
It's high tech bullshit.

DING
Still don't own an 'lectric razor, do you?

JOHN
Why use a hundred blades when one sharp one will do?

DING
You should have that tattooed on your ass.

JOHN
Maybe I do.

Ding finally smiles. The wide grin is his trade mark.

JOHN
What do you know about Ernst Model?

Ding tenses, unconsciously rubs a visible scar on his arm.

DING
Leads an extremist terrorist group. Likes two kinds of Americans - dead and buried. He's the Ace of Spades on the CIA's most wanted list.

JOHN
Well he's been trumped.

DING
The man's the Shaquille O'Neal of terrorists. How do you trump Shaq?

JOHN
You get Jordan to play one more time.

Ding understands all too well.

DING
Popov is back?

John nods. Ding is clearly hooked.

DING
Who's going after him?

JOHN
Well that's the crazy part. Mickey wants me to lead a new strike team. You're going to be my number one.

Ding just stares at him.

JOHN
I need someone around I can trust, Ding.

DING
I'm the only one around you know.

JOHN
Great, it's settled then.

DING
Oh no, no -- I'm flattered, really but, John - I've been around when that thing in you *goes off*. Crossing that line is not something I wanna go through on a daily basis.

John spins - grabs Ding by the shoulders - gets into his face.

JOHN
I've got it under control.

Ding holds his breath - yeah right.

John cracks a GRIN. He was just screwing with Ding. Not funny.

DING
So who's on our team?

JOHN
Who cares. I'll be the one pulling the trigger.

John's grin is a dangerous one.

INT. A KITCHEN - NIGHT

ERNST MODEL is an imposing figure. Intense features - arms of a body builder stretching a black T-shirt to its limits.

He stands with four men and one very shapely woman - DOMINIQUE. All are fixated on set of BLUEPRINTS spread out on the center isle. The plans are of a high tech facility labeled simply - "UPI." There are two distinct SECTIONS to this facility joined by a central HUB.

Model uses a RED MARKER to circle specific structural elements in one section as he speaks in UNSUBTITLED GERMAN.

All nod in agreement to the plan. All except a PRETTY BOY, who seems preoccupied with his chrome GLOCK pistol. Model's had enough - grabs the gun - disassembles it with ONE HAND.

Parts fall away until all that's left is a stock and trigger. He hands it back to Pretty Boy --

MODEL
Focus.

Model walks out into the --

LIVING ROOM

POPOV is waiting patiently, watching a Gourmet Chef show on TV. He sees Model and the others coming in.

POPOV
So can you handle it, Model?

MODEL
Of course. It's going to take a lot of explosives. Expensive explosives.

Popov opens his briefcase, takes out stacks of cash.

POPOV
When it falls I'll wire the rest.

MODEL
No, you'll bring the rest with you on the job.

POPOV
(laughs)
The job? Do I look like someone who gets his hands dirty?

MODEL
Oh you've been plenty dirty, my friend.

POPOV
I've refined my tastes.

MODEL
Understand this, Dmitriy - you're not there, we don't go.

Popov stands his ground against the larger Model --

POPOV
Understand this, Ernst - If I'm there, you won't be leading. <u>I will</u>.

Crew tenses. Model grins which makes Pretty Boy laugh.

PRETTY BOY
Your days of intimidation ended with the cold war, old man.

Popov's eye brow rises.

MODEL
Hemut, show some respect.

PRETTY BOY
Why? We don't need some retired butler tagging along. He'll get us all killed.

POPOV
I am a little rusty...

PRETTY BOY
If you don't trust him we should just take all the money up front.

Pretty Boy reaches for Popov's briefcase --

POPOV
I used to be able to kill a man with one simple move --

As soon as Pretty Boy's hand touches the briefcase Popov whips around - snags him by the face and JAMS the heel of his wrist into his larynx. Pretty Boy drops to his knees, gagging.

Popov raises his shoe over Pretty Boy's neck -

POPOV
Now it takes two --

He's ready to make the fatal second move but Pretty Boy is already down for the count - can't catch his breath. Face is purple, eyes roll up and Pretty Boy slumps to the floor, dead.

POPOV
I guess I'm not as rusty as I thought.

Popov gets respectful looks now. Even from Model, who nods.

MODEL
Why this target, Popov?

POPOV
(shrugs)
I'm simply a man doing a service for a client. Just like you.

EXT. "ENGLAND" - DAY

A cow grazes out front of a PUB in a small English village. Twin Harrier jets ROAR past overhead. Follow them across the sky, watch as they slow to a hover in the distance.

EXT. HEREFORD AIRFORCE BASE

The Harriers descend and disappear behind the hangers of the 22nd SAS - the British Secret Service.

Center on a long brick building and a group of bungalows off from main base operations.

INT. RAINBOW H.Q. - HALLWAY

General Moore walks with John and Ding. John looks a bit out of place here - his well worn khakis contrasting noticeably with the spit and shine techies pushing through the corridors.

GENERAL MOORE
Ding Chavez - I understand Fred Linson once had you dropped in behind Clark as a back-up.

DING
Everyone is entitled to one dumbass decision, sir.

JOHN
What can I say - back-ups offend me.

GENERAL MOORE
(grins)
Well obviously you two made it work.

DING/JOHN
I saved his ass.

A grin from both, the memory still a matter of contention.

They move into an area of plasma screened super computers. Young technocrats man the stations. Grainy PHOTOS are sharpened and garbled VOICES are cleansed.

GENERAL MOORE
This is your central intel hub - communications there, surveillance and documentation there. They've all been upgraded to Rainbow Six's prestrike status.

JOHN
No wonder you have five stars, Mickey.

GENERAL MOORE
We're on the cutting edge here, John, technically and politically.

JOHN
And I really have clearance to move into any country without friction?

GENERAL MOORE
With the right team behind you - yes.

JOHN
And I suppose you have the names of who should be on that team.

GENERAL MOORE
No. That's the job of your operations manager.

General Moore stops in front of an opened office door. John looks in, sees Alistair Stanley. John gives Moore a look.

Stanley sees them, salutes and meets John's eyes for a beat.

STANLEY
I went through the files and put together a team from the best candidates. As blackops go, these are the cream of the crop.

Stanley hands over a thick stack of personnel folders.

JOHN
I thought this was a strike team - not the 54th armored division.

STANLEY
Only superior force will bring terrorism under control.

For a beat John just stares at Stanley. Unsettling.

JOHN
You ever catch the elephant races at Churchill Downs, Stanley?

STANLEY
They don't race elephants.

JOHN
And you know why? Cause elephants don't corner for shit.

John hands back the stack.

JOHN
This is what I need - a few top line shooters, an explosives expert with all his fingers and an electronics man that can change a light bulb. Counting me and Ding here.. say six.

STANLEY
Six?!

Stanley looks to the General for support. Won't get it.

STANLEY
Very well, I'll filter these down for you.

John looks Stanley over - chooses his words for effect.

JOHN
Good and while your at it why don't you fetch my coffee for me too.

John watches for Stanley's reaction. Stanley surprises him by keeping his cool.

JOHN
Now that's the kind of restraint you should've shown at that airport.

Stanley is about to lose it --

GENERAL MOORE
Stanley - assemble all the candidates tomorrow morning for Major Clark's evaluation.

STANLEY
Yes, sir.

Stanley huffs off.

GENERAL MOORE
Always have to do things your way...

JOHN
Sandy calls it ECD - Excessive Control Disorder.

GENERAL MOORE
And I'm sure she doesn't let you practice it at home.

JOHN
Not in the least.

INT. ST PAUL'S HOSPITAL - DAY

Sandy's in front of a mirror, looking very pretty and very undoctor-ly in that form fitting business dress.

BRENDA - hospital administrator - steps inside.

BRENDA
He's here.

Sandy starts to walk out when Brenda stops her -- pulls a small SALES TAG off the dress. Oops.

MAIN ENTRANCE

Sandy and Brenda step out into the corridor as --

-- DAVID BRIGHTLING (58) walks into the children's hospital with a small entourage right at his heels. Smartly dressed.

BRENDA
Now that is one handsome man.

SANDY
Yeah, amazing what a billion dollars can do for a shark's image.

BRENDA
Be nice. Brightling could be this hospital's big break.

SANDY
I wouldn't bet on it, Brenda, these kind of men always promise the moon. They have no idea what's really going on. These visits are a way to stroke their egos - getting us little people to kiss their ass for the eleven o'clock news.

BRENDA
Maybe I should do the talking.

TV Reporter intercepts Brightling.

NEWS REPORTER
Mr. Brightling, it's not everyday CEO's of pharmaceutical companies make house calls. Do you mind explaining why you're here?

BRIGHTLING
Because I'm not getting any younger and judging from the grey your stylist missed - neither are you.

The Reporter unconsciously touches his greying sideburns.

NEWS REPORTER
So this has to do with your company's genetic work on aging.

BRIGHTLING
There's a ten year old child in here with Progeria, a disease that's aged his body eight times faster than normal. But because of some obscure procedure or diet or maybe just a plain good old fashioned miracle - his regression appears to have stopped. What's amazing is that this hospital didn't even have a research department. One of the pediatric doctors decided to take matters into her own hands and start one, just to help one child. Now that's worth a house call.

Brenda nudges SANDY in the background.

NEWS REPORTER
So it's your hope that Thomas Bryan will help in your research?

BRIGHTLING
It's my hope that we can help each other. If we can locate the gene that controls aging we may be able to shut it down. Imagine what that would mean to Thomas. Imagine what it would mean to us all. No more Grecian Formula. Now if you'll excuse me--

Brightling pushes through, is greeted by the outstretched hand of Brenda --

BRENDA
Thank you very much for including us on your list, Mr. Brightling, I'm Brenda --

He looks right past her, centers on the more striking Sandy.

BRIGHTLING
Sandy Clark -- So you're the doctor who's been harassing my staff?

SANDY
I'm not fond of being ignored.

BRIGHTLING
Well you've got my attention, Miss Clark.

SANDY
It's 'Mrs.'

BRIGHTLING
Of course. The bright ones are always married.

Sandy is skeptical of the compliment.

BRIGHTLING
Your reports look very interesting.

SANDY
You actually looked at them?

BRIGHTLING
I was especially intrigued with the progenic cell count on Thomas' last spinal fluid sample. It increased by 20 units from the previous month. Do you have a hypothesis as to why?

Sandy is taken a back by him. Not what she expected.

SANDY
Not yet.

BRIGHTLING
Who do you have working on this now?

SANDY
Two gene researchers, a cell analyst and myself.

BRIGHTLING
Just four? Amazing. It must be a talented group.

BRENDA
Oh they are, Mr. Brightling.

BRIGHTLING
Call me David. Both of you.

SANDY
Look, Mr. Brightling, we don't need compliments, we need money.

BRENDA
Sandy--

SANDY
I'm just trying to save everyone time here.

BRIGHTLING
You think I'm pretty much full of shit, don't you, Sandy?

Sandy reacts, impressed by his frankness.

SANDY
I'd have to know you a little more to make that judgement.

BRIGHTLING
Great - so maybe I should actually meet the child before you write me off as a shark?

Sandy is finally disarmed by him. Cracks a thin grin.

SANDY
Fair enough.

BRENDA
Thomas is right this way, David.

Brightling takes Brenda's hand and she leads him on. Sandy looks back, catches the eyes of a large BALD MAN wearing a TRENCH COAT. He's fixed on her.

He looks away - blends back into the crowd by the entrance. Sandy watches a beat longer until her CELL PHONE RINGS. She doesn't recognize the number - clicks it off. Catches up with the others.

INT. ENGLISH TUDOR HOME

Move through this older high ceiling house. Not much furniture. Paint needs some serious refreshing. Home in on John's voice echoing off the hardwoods.

JOHN (O.S.)
Hey, kid - sorry I missed you. Hear that echo? This living room's as big as our house.

John is sitting in the one chair in a huge living room. He unconsciously disassembles and reassembles a handgun.

JOHN
Hope all goes well today.
(a beat)
Miss you.

John hangs up, sits quiet. He stares at those surveillance photos of Popov, shakes his head --

JOHN
What are you up to, Popov?

His focus shifts to the thick stack of personnel folders. So many choices, so little time...

JOHN (V.O.)
First men I want to see are the best shooters. In the mess hall at six hundred hours <u>sharp</u>. If they're late - they're out.

INT. HEREFORD MESS HALL

A WALL CLOCK says -- <u>6 AM</u>

Ten of the best shooters in the world sit sharp and poised. All sizes, all nationalities. All ready to strut their stuff and stats for the new Boss. When he gets here.

A hefty shooter glances to the mess hall kitchen. Not even a single bagel to munch on. No problem. It's early.

WALL CLOCK now says -- <u>9:22 AM</u>.

More than a few stomachs are growling now. But not everyone is on edge. One shooter actually sleeps in a corner.

A lanky one wearing a STAR OF DAVID around his neck, rolls a pair of DICE against a napkin holder. This is WEBER.

A bald African American sits by himself, headphones pounding his ears from his belt lashed IPOD. This is HOMER.

But for three others, patience is wearing thin. One soldier paces, shaking his head - pissed at the world. Another tries to pry up the fold down door to the kitchen. And the third--

SHOOTER
And they wonder why we're always one step behind the terrorists?! Where the fuck is this John Clark?!

JOHN (O.S.
Right here.

All turn to the shooter asleep in the corner. John pulls his hat off, reveals himself. He was here the entire time.

John centers a disappointed gaze on the three soldiers who revealed their impatience to everyone. He points to the door--

JOHN
Breakfast is in the other room. Go have some.

The dejected shooters drag their bags and egos out. The remaining seven grin, feel vindicated by their calmness.

That is until John pulls his 9mm out and STARTS FIRING. Even as BLANKS, this is ear shattering. BLAM - BLAM -

Soldiers cover their ears. One ducks to the floor, all thinking -- This Clark is fucking crazy! BLAM - BLAM - BLAM --

John stops firing and before the final shot reverberates away -

JOHN
How many rounds did I fire? Anyone?

Who the hell was counting? Only three venture a guess.

WEBER
Eleven?

JACOBS
Fourteen?

HOMER
Twelve.

John centers on the loner with the headphones.

JOHN
Is that a guess or what?

HOMER
It was four four for three measures.
Twelve beats. Twelve rounds.
(off his look)
I'm a stick man.
(feigns drumming)
Being on time is my life.

JOHN
Without a watch?

Homer's wrist is bare.

HOMER
Don't need a watch to be accurate.

JOHN
Then what do you use?

HOMER
Hendrix, 50 cent, Eminem, maybe some old school NWA or LL Cool J, really depends on the mission.

John stares at him - dead serious.

JOHN
Ever use country?

HOMER
(incredulous)
You're jokin', right?

John grins - likes this guy. He turns to the only other two to make a guess -- WEBER and JACOBS.

EXT. SHOOTING RANGE

Alistair Stanley walks with John. He has two folders open.

STANLEY
Your two remaining shooters just happen to be the best and worst percentage wise of the group. I would think this should be fairly easy to sort out.

They stop behind WEBER and JACOBS, lying on their stomachs - firing at side by side targets 100 yards away.

Stanley lifts a pair of binoculars - eyes their respective targets. Jacobs' has holes all around the center. The holes in Weber's target are mostly on the next two circles out.

STANLEY
Statistics don't lie.

John isn't convinced -- steps in behind the two shooters --

JOHN
Ten shots on my mark. Ready --

The two men cram new clips in - get ready.

JOHN
Set -- DING!

They start firing at targets that suddenly RISE INTO THE AIR --

Stanley looks back, sees Ding holding a REMOTE CONTROL UNIT. The targets are strapped to a very expensive unmanned DRONE.

It flies swiftly to the left - to the right --

Weber and Jacobs continue taking shots, Jacobs still the better aim. A wayward bullet hits the drone machinery. Sparks fly and the drone goes <u>out of control</u>.

DING
Reciever's gone -- I've lost it.

Ding jams the joystick with no response. The drone is free-flying erratically - and is now coming right for the men.

Jacobs looks away from his gun sight - spots this half ton contraption coming right at him.

JACOBS
Shit --

Jacobs gets up and runs to the concrete wall near the others. But Weber stays in position - keeps firing -- taking out chunks of the drone as it closes in --

STANLEY
Weber - get out of there!

WEBER
(pushing himself on)
-- come on -- come to Poppa - show me some lovin' -

The drone is almost on him but he continues firing - hits the fuel supply at the last second --

WEBER
YO-- Sweet mama!

Drone EXPLODES in a brillant muliti particle FLASH.

When the dust settles John sees a hundred flaming chunks lying all around Weber. But Weber still lies there, unscratched.

JOHN
Statistics, eh, Stanley?

STANLEY
They don't account for obscene luck.

WEBER
Not luck, sir -- skill. Luck don't get you barred from four casinos.

And yet he kisses that Star of David on his chain. John grins.

EXT. RAINBOW HEADQUARTERS- DAY

Focus on a series of concrete bunkers --

JOHN (V.O.)
I want an electronics expert who can get a crew in and out of any location without relying on the latest techno gizmo bullshit.

INT. BUNKER

Items in a box: Rock. Paper. Scissors.

A BURLY ELECTRONICS EXPERT is in his skivvies - is patted down by Ding. BURLY stares inside the box --

BURLY
Paper, rock, scissors. Is this some kind of joke?

Ding gestures him back into one of the concrete vaults. Door is closed - ELECTRONICALLY LOCKED.

And we see half a dozen of these concrete bunkers -- all now sealed shut.

Ding rejoins Stanley and John

DING
They're all locked in. Including the girl.

JOHN
The girl?

INT. BUNKER

The 'girl' is half Asian LISANNE (20's), standing in her underwear. She takes a quick glance at the rock, scissors and paper. Shakes her head, tosses the box aside and grins.

EXT. BUNKER

John is sitting back, letting the rare sun heat his face. Stanley checks his watch again. Doesn't look good.

STANLEY
You set them up to fail.

JOHN
Sometimes you find out more through failure than success.

LISANNE (O.S.)
That's such a crock of shit.

All spin to see Lisanne sitting behind them, sunbathing. Her box of items lies next to her. The men are clearly vexed.

JOHN
So how did you do it?

Lisanne stands, stretches. A few hearts race.

LISANNE
A lady never reveals her secrets.
(a beat)
And neither do I.

She walks off. John checks the box left behind. All the items are still inside. John's dumbfounded, watches her walk away. Grins.

JOHN
That leaves one more spot to fill.

DING
The kaboom guy.

STANLEY
And what are you going to have them do, juggle firecrackers?

JOHN
Don't be ridiculous, Stanley, they're going to do what kaboom guys always do-

EXT. HEREFORD TRAINING GROUNDS - DAY

A series of EXPLOSIONS rock the base - sending fire filled mushroom clouds into the sky - one after another.

John, Ding, Stanley and newly picked team members Homer, Weber and Lisanne look on.

It's like a July 4th celebration gone mad. BOOOM - BOOOM --

LISANNE
Fuck yeah.

HOMER
(LL Cool J)
Listen to the bass go BOOM --

The last explosion fades and John and Stanley move toward the front line where the EXPLOSIVE EXPERTS stand waiting evaluation.

Five OLD TRUCKS burn to the dirt. But the sixth is still intact - not even a dent.

John walks over to a short man with middle eastern features. This is MOTJABA - "MO" for short. He speaks very quietly.

JOHN
So why didn't your truck blow?

MO
I did not rig the truck.

JOHN
Isn't that what I asked?

MO
No. You asked to destroy the truck.

John looks back at the undamaged truck. Is he missing something here?

STANLEY
Very well, Mo, you can go get some lunch --

JOHN
Hold on -

John walks to the truck. As he gets closer he sees fumes coming off tires that are MELTED and when he opens the hood the entire engine compartment matches the tires - MELTED down.

This truck is beyond repair. John walks back to Mo, sees he's clearly proud of his achievement.

MO
Why shout when a whisper will do?

John grins, nods. Stanley doesn't, leans close.

STANLEY
Be sure, Clark. Mo is a Muslim.

JOHN
I hope you're not suggesting that Muslims can't be trusted.

STANLEY
Do you really need the...distraction?

JOHN
Stanley - look over there.

Both look at the team as it now stands.

JOHN
I've got a point man who doubts my leadership abilities, a shooter with a gambling problem, another with a music fetish and an electronics expert with a body everyone is drooling over, and you think Mo there is going to be a distraction?

STANLEY
Group dynamics are very important.

JOHN
Fuck dynamics - Mickey wanted an international team - that's what he's getting.

There's the Hispanic Ding Chavez - The African American Homer - The Jewish Weber - The Asian Lisanne and the Arabic Mo.

STANLEY
Well, it is a Rainbow with color, I'll give you that.

John rolls his eyes, steps in front of his new team members.

JOHN
Congratulations - you've all just been invited into Hell.
(a beat)
Dmitriy Popov is back in the game.

That gets a reaction from every crew member. They're itching for more but John is done. He heads back toward the building forcing Stanley to fill in the blanks.

STANLEY
Most of you know Popov was the KGB's deadliest agent. He also had a bit of a career in the private sector where he specialized in designer chemicals. As in poisoning his targets instead of shooting them. He wouldn't come out of retirement unless it was for a really big job - meaning a lot of body bags. Which brings me to Rainbow Six's first priority --

John stops in the doorway - cuts him off --

JOHN
-- We find Popov and kill him.

Crew reacts to his bluntness. All finally nod except Mo, who bows. Weber gives him a look, shakes his head.

INT. HOSPITAL ROOM

Swan Earrings, that girl from the bar, regains consciousness. She's lying in a hospital bed, her forehead bandaged. Face is pale, eyes are blood shot. An IV drips a pale pink liquid into her wrist.

DR. BETH ARCHER stands over her, smiles. Swan tries to sit up, bowls over in pain. Stomach cramps.

DR. ARCHER
Easy does it there. You've had quite an accident.

Swan tries to remember.

SWAN
Accident? I was with a man...

DR. ARCHER
Yes. The gentleman was released earlier. But we're gonna hold you a bit longer. We need to make sure that blow to your head wasn't severe.

SWAN
I just moved here, I don't have any health insurance.

DR. ARCHER
It's okay. We're run by the county. Just lie back and let us take care of you, okay?

Swan nods, groggy - lies back. Archer fluffs her pillow - checks her IV - glances to a MIRROR on one wall. The doctor walks out, shuts the door and IT LOCKS.

EXT. BELGIUM - DAY

An ELDERLY MAN stands at the back screen door of his small house, whistles --

ELDERLY MAN
Bobishna?

He looks down, sees a bowl of dog food that hasn't been touched. That worries him. He walks outside.

ELDERLY MAN
Bobi?!

He steps off the porch, heads out into the field behind his house. He whistles again - hears a faint WHIMPER ahead.

He picks up his pace, sees movement in the weeds - cuts inside and is completely aghast when he sees --

-- a German Shepherd lying in the brush, twitching uncontrollably, foaming WHITE at the mouth.

ELDERLY MAN
Bobi!

INT. VET CLINIC

The Elderly Man paces outside the clinic's operating room. Inside the VET and his ASSISTANT try and save the animal. But it's too little too late. The dog dies.

The white foam they scraped off is looked at curiously.

FLASH CUTS TO --

-- Microscopic view of the white foam -- ELEMENTAL READOUT detailing the makeup of this odd poison.

LAB TECH reads off the elements --

LAB TECH
Polyisobutene... plasticiser...

He looks up, a bit stunned.

LAB TECH
The dog ingested C4.

EXT. BELGIUM

Police and bomb squad personnel rush past the Elderly Man, fan out into the field behind his house.

ACROSS THE FIELD

is a small farm house. It becomes the group's focus.

FARM HOUSE DOOR

is cautiously opened. Police and Bomb Squad move inside. Other than two long wood tables, the place is empty. But someone was in here. And judging by the food wrappers, drink bottles and newspapers - it wasn't that long ago.

ACOUSTIC WAVE DEVICE

is scanned over one table - SPIKES a readout. It remains spiked over <u>the entire length</u>. A bad sign.

TECHINICIAN
This table was completely covered with C4.

Techs stare down a table 30 feet long, share a fearful look.

EVIDENCE IS COLLECTED

Bagged. Photographed. Newspapers - food wrappers - drink bottles. Anything and everything.

DIGITAL PHOTOS

of each piece appear in super close-up on a bank of COMPUTER MONITORS. There's a scribbling that resembles a DNA symbol.

And in the corner of a newspaper is a handwritten number -- 34.125.

LISANNE looks up from the computer screen in the intelligence gathering area of Rainbow Headquarters.

LISANNE
Thirty four point one two five. It's not a bullet caliber.

DING
Could be a measurement, a specific size, a weight?

JOHN leans in, a thought in his eyes --

JOHN
Or a price.

DING
Who sells products for thirty four dollars and twelve and a half cents?

JOHN
Wall Street.

FLASH CUT TO --

Closing prices for three thousand international stocks scroll on several monitors --

JOHN
Check on the days just before and after the date on that newspaper.

Several company NAMES freeze as they're collected.

LISANNE
I've got nineteen companies at that price.

DING
Nineteen? That's a lifetime...

JOHN
Check for short sales.

DING
Short sales?

Weber slides his chair over - this is his world.

WEBER
You borrow shares and make money when the stock price goes down.

DING
So if you know the company's going to have problems --

WEBER
-- you make a killing. Sweet, huh?. The stock market is the ultimate casino.

LISANNE
Here we go. Four million shares were shorted on this one - yesterday. Company called UPI.

JOHN
UPI?

LISANNE
United Pharmaceutical Industries.

JOHN
A pharmaceutical company?

She's scrolling through the company's files.

LISANNE
Their clearance is higher than that. Gotta be working with other stuff--

She leans closer as the company's private research listings lock in. All see the same deadly word at once --

LISANNE
Anthrax.

SLAM CUT TO:

EXT. HEREFORD AIR FORCE BASE - DAY

John rushes across the tarmac to a G-5 prepping for takeoff. Stanley and the rest of the Rainbow team try to keep up.

STANLEY (TAPPING HEADSET)
There is no indication of a breach at UPI, Clark --

JOHN
'Preemptive' means we're supposed to get there before Popov starts killing people!

STANLEY
You have no clear evidence that Popov's anywhere near that plant--

JOHN
It's called a calculated hunch.

Ding clues in the perplexed Stanley.

DING
Popov has been known to play the market and gets off on a good chemical leak --

JOHN
Are the dots connecting yet?

STANLEY
But we need clearance from the Swiss.

John spins - makes Stanley flinch big time as he leans close.

JOHN
Clearance?! What fucking clearance - I was told I could move anywhere at anytime--

STANLEY
It's Rainbow's first insertion--

JOHN
We're not virgins here, Stanley -- we land - we move - we kill. If that's going to cause a problem you better fix it quick.
(heads toward the plane)
And make sure the vehicle I requested is at the other end!

John starts to slide the door shut just as Homer runs up, headphones blaring.

JOHN
I thought you were good at timing!

HOMER
Hey, I got here at the very last second didn't I?

Homer slips inside as the door shuts. The plane is immediately in motion.

EXT. "UNIVERSAL PHARMACEUTICAL INDUSTRIES"- UPI - DAY

That same DNA symbol is set into the concrete facade of this high tech, multi level facility. We've seen this facility before - in blueprint form.

Rise up to see the valley below. The residential neighborhood of hundreds of houses. Hundreds of families.

EXT. HIGHWAY - DAY

A large WASTE DISPOSAL TRUCK motors past.

INT. WASTE DISPOSAL TRUCK - MOVING

Popov sits behind Model and Dominique and a DRIVER. The waste container is actually an empty hold area. Right now it's filled with five terrorists and a large cache of weapons.

Crew is pulling on body armor, then hazardous waste COVERALLS.

EXT. BERN SWITZERLAND -- AIRPORT TARMAC - DAY

The G-5 idles in the background. John and the team quickly carry their equipment to a waiting FEDERAL EXPRESS truck.

LISANNE
What, no limo?

WEBER
I'd say three to one, one of us won't make it home in one piece - anyone?

Homer passes by, singing words to a song only he can hear --

HOMER
(50 Cent)
Come off, now watch your chain. Fo' I blow out your brains--

EXT. UPI - DAY

The waste disposal truck slows at the back gate at UPI. Tension builds as the Guards check their pickup papers. It's taking longer than expected.

POPOV
They're onto us.

MODEL
Impossible.

Two more Guards appear inside the station.

POPOV
Back out.

DRIVER
We can't abort.

POPOV
Back out!

All three Guards now approach the truck. The Driver pulls an AK-47 - opens fire and takes down all three guards in a flash.

Popov grits his teeth. Point of no return has just passed.

He raises his gun -- shoots the Driver in the head. Everyone is shocked except Model.

MODEL
Dominique - drive.

She quickly pushes the Driver's body out --

POPOV
We get in - set the charges - get out. Anyone wasting time will die in that building.

Popov chambers another round - CACHICK. He stares out at the three dead guards lying in plain sight.

LISANNE (V.O)
UPI is divided into two sections --

EXT. FED EX TRUCK - FREEWAY BOUND

John and the team crowd Lisanne's titanium housed laptop, study the UPI facility in 3D. Those two sections we saw in Model's blueprint are clearly distinct now.

LISANNE
This lovely wing here is where the traditional pharmaceutical products are made - medicines, vaccines...

JOHN
So it's the south wing that's the problem.

WEBER
Why would a legit company risk rolling dice with anthrax at all?

MO
It's a natural by-product of cow herding in my country.

WEBER
Yeah, well it's not your cows using it on my people.

MO
(almost a whisper)
I excuse your misinformed Zionist beliefs.

WEBER
Why don't you speak up so someone other than Mohammed can hear you?

DING
John --?

JOHN
Let them kill each other. Two less things I have to worry about.

John pulls up Fed Ex coveralls to the surprise of everyone.

DING
You're not actually going in with us?

JOHN
No - I'm going in by myself. You and the team will cover the rear exits.
(pointing at the layout)
Here and here.

DING
But I'm your point man.

JOHN
If this really is Popov - he'll smell us coming. I may get one chance if I move fast. I need you to keep everyone out of my hair.

DING
(realizing)
So that's why you picked me, huh?

JOHN
I didn't ask for a team, Ding.

Ding is pissed. First time we've seen a frown from this guy.

INT. UPI

Door BLOWS OFF its hinges. Popov now leads the way.

POPOV
I want two up front.

MODEL
We can't spare the men.

POPOV
They know we're here. More will come.

Model gestures and two terrorists break off from the main pack. Popov leads the rest onward.

INT. FED EX TRUCK - MOVING

The UPI guard gate is right ahead. The truck slows but the Guard House looks empty - not a single Guard to check them in.

WEBER
Maybe they're on break.

John gives him a very doubtful look.

JOHN
Pull up to the front entrance.

DING
We still don't have clearance from the Swiss.

JOHN
Fine, you wait for clearance. I'll be inside. And stay off the airwaves, they could have sniffers.

LISANNE
My radios don't give off scents--

John shoots her a look - <u>no radios</u>. Got it.

The truck pulls away and a slow move to the windows reveals the THREE DEAD GUARDS -- slumped on the floor inside.

INT. UPI - CORRIDORS

Model and his crew follow Popov past lab rooms seen through double paned glass. Heavy refrigeration containers are everywhere.

MODEL
Generator should be another 100 meters ahead.

LAB TECH turns the corner, sees the terrorists -- tries to run but is nailed by terrorist bullets.

Model and his crew step over the Lab Tech, spot several more, are set to fire --

POPOV
STOP!!

Lab Techs stop - so do the terrorists.

POPOV
We're not here for them.

The techs take that as their cue to run. And they do.

MODEL
And what if they come back with weapons?

POPOV
They just cheated death - they won't be coming back. But others will. We have to work fast --

EXT./INT. UPI

John walks right into the front lobby, whistling and smiling. He's surprised to see the RECEPTIONIST still at his post.

RECEPTIONIST (IN SWEDISH)
I don't believe we called for a pickup this early.

John has his hand in the Fed Ex BOX he's carrying.

JOHN (IN SWEDISH)
What do you mean? I come at this time every day.

John watches for the look in the Receptionist's eyes. And there's the tell --

Receptionist doesn't even get to move. John squeezes his finger and bullets rip from the box - riddle the Receptionist and blow him back against the wall.

A hidden Uzi hits the floor before the fake Receptionist does.

INTERCUT WITH

The Fed Ex truck. Rainbow team hears the GUNSHOTS, knows the threat is real--

WEBER
Well it's official, the Boss man's gut is bankable.

DING
Get us around back!

Truck accelerates away.

RESUME LOBBY

John starts toward the labs, pauses when he spots a SCALE MODEL of the UPI facility under Plexiglass.

He shoves the top off, UPROOTS the SOUTH WING section -- balsa and plastic flying. He moves into the facility using the south wing model as a 3D map.

EXT. UPI - BACK AREA OF UPI

Fed Ex truck pulls up behind a retaining wall near the back entrance. The remaining team members pile out - get their gear aimed on the back exit doors.

All are crouched low together.

WEBER
Never a good bet when the coach plays.

DING
Cap it, Weber. The Major knows what he's doing.

WEBER
Then why aren't you smiling?

Ding ignores him - gets his MP-10 aimed, safety off. Lisanne slides in next to them, has her LAPTOP with her.

WEBER
What, you gonna email the terrorists to death?

LISANNE
I thought I'd tap into the building's security system if that's all right with you.

WEBER
And how you gonna do that?

She points toward a PHONE BOX near the back exit doors.

LISANNE
(to Ding)
Major said to stay out here, he didn't say we had to be dumb and blond.

WEBER
You mean blind.

LISANNE
Same difference.

She's waiting for Ding to break protocol. Finally --

DING
Make it quick.

Lisanne's off. Even Mo watches her run. Weber catches him --

WEBER
Must be something seeing a woman like that running around without her burlap tent on.

MO
(very annoyed)
It's called a Burkah.
(a beat)
And yes, it is something.

Mo actually smiles. Weber is surprised.

INT. UPI

John makes his way through the corridors, still using the uprooted south wing model as his guide. He's suspicious of the empty hallways. No resistance at all.

EXT. UPI - BACK ENTRANCE

Lisanne's COMPUTER SCREEN is a garbled mess - finally locks in on an image. An empty corridor from a high angle.

The team crowds around, is amazed.

DING
It's a view from a security camera.

Lisanne punches keys and the images change from camera to camera. Homer moves up closer and the HEAVY BEAT of Led Zeppelin is hard to ignore. Imagine how loud it is to Homer.

GUNMEN suddenly appear on the computer screen.

WEBER
Jackpot.

Ding leans closer, watches the pixelated terrorists walk by underneath. He squints as Popov moves past.

DING
It's him - it's Popov. Shit. Where is this? The camera! Where is --

LISANNE
I'm working on it!

Lisanne punches more buttons and image switches to the 3D blueprint - a blinking cursor left behind from the last camera position. Graphic zooms out, showing more and more of the facility until all see that --

WEBER
The terrorists are in the north wing?

DING
I though the anthrax was in the south.

WEBER
Techie chick here must have gotten her cards mixed up.

LISANNE
Bullshit. The anthrax is in the south wing - these guys are not.

Another camera view shows the terrorists entering a lab environment - passing the research stations completely.

Ding watches it nervously, has to make a decision --

DING (INTO MIC)
Major -- John?

INT. UPI - SOUTH WING

John is at a stop - staring straight ahead.

DING (OVER JOHN'S RADIO)
I believe you're in the wrong wing.

Pull out to reveal the doors to the HAZARDOUS RESEARCH AREA. Locked and sealed. John is pissed at himself.

JOHN
Move, Ding --

INT. UPI - SOUTH WING

Popov, Model and the terrorists push into the expansive GENERATOR ROOM. Slick floors. Polished concrete walls. And at the center is a twenty foot high turbine generator.

MODEL
They could power an entire neighborhood in Prague with this.

POPOV
We're not here to admire it - just rig it and set the timers.

Stacks and stacks of C4 bricks are removed from backpacks, slapped onto the walls - the beams - the generator itself.

INT. UPI - VARIOUS

Ding moves his crew quickly toward the south wing from the rear entrance while --

-- JOHN is doing double time coming the opposite way - gun against his chest, pride in his throat.

JOHN
Why aren't you after the anthrax, Popov - why?

INT. GENERATOR ROOM

A quick scan shows RED BLINKING LIGHTS everywhere. C4 bricks are affixed to every structural element including the loudly HUMMING two story generator.

POPOV
That's enough -- let's go.

Popov, Model and the crew gather their gear - head back out the way they came. Model checks the detonator box.

They move out of the generator room into the connecting corridor and here comes DING and his crew--

The two teams spot each other and bullets fly.

Two terrorists are picked off quick, slump to the floor. Model is hit in the leg, spun around where Dominique catches him, drags him backwards.

Popov glares at him --

POPOV
Next time when I say back out - back out!

All retreat back into the Generator room - firing as they go.

INT. ANOTHER CORRIDOR

John overhears the gunfire, sprints toward the sound.

INT. GENERATOR ROOM

Model's men quickly slap primer cord on a large set of thick steel doors on the opposite end - get set to blow it when a FLASH BOMB rolls in from the corridor --

Popov covers up as a BRILLIANT FLASH blinds Model's men - causes one to connect the primer cord detonator wires and BOOOM - door blows at point blank range - sends a steel door and a blinded terrorist clear across the room.

Smoke fills the room and Ding's crew enter, guns blazing --

Dominique returns fire - backs toward the now opened doorway until BULLETS RIP INTO HER.

Model screams and rushes to her but is hit in his other leg and goes down for the count.

Popov backs into a corner, spots the detonator box now lying on the floor. Out of reach. He puts the machinery between he and Ding's men - fires at the open area, holding them at bay.

JOHN steps in from the new entrance way - makes eye contact with Ding on the opposite side.

DING (INTO THROAT MIC)
He's at your two o'clock, John -- see him?

John moves around a post - spots Popov who seems to sense his presence - spins and --

--John and Popov lock on each other.

DING'S view of Popov is blocked by the dividing structures.

DING (INTO THROAT MIC)
I don't have a shot --take him.

John raises his weapon - aim is true. Popov raises his gun over his head - surrendering.

DING (INTO THROAT MIC)
Take him out, John.

But John pauses -- with Popov in his sights.

JOHN (INTO HIS THROAT MIC)
Why didn't he go for the anthrax..?

DING (INTO THROAT MIC)
Who cares - take him out!!

JOHN (INTO THROAT MIC)
No.

John lowers his aim from Popov's HEAD to his LEG - from KILL to WOUND -- but Popov gets the bead on him -- quickly fires ahead at the GENERATOR.

Before John can react, the C4 brick EXPLODES -- ripping the end bearing of the generator away in a fragmented EXPLOSION.

Bodies hit the deck as shrapnel radiates like wild fire - peppers the room with hot fragments --

METAL WAILS and the GENERATOR vibrates madly -- shaking the foundation under everything. Feed pipes rupture -- STEAM BLASTS -- covers blow -- expose the huge TURBINE ROTOR spinning at five thousand RPMs ---

Popov stays low as the AXLE SNAPS and the whole damn thing is set free ---

A sixteen foot roaring disc of titanium -- Spinning wildly, skating across the floor like a gonzo saw blade.

Homer times it perfectly and dives out of the way but the final terrorist guesses wrong and it slices him completely in half --

Disc continues, RAMS full force into the wall behind Popov -- shredding through concrete and drywall - severing power cables - creating a massive fireworks display of sparks before plunging the room into stroboscopic emergency lighting.

By the time John finally gets a clear look into the disaster zone -

-- Popov is gone.

DING
Goddamit, John - why didn't you kill him?!

JOHN
Because the answer would die with him.

DING
And what's the question?!

JOHN
Who hired him NOT to take the anthrax.

Ding is pissed beyond understanding.

DING
We didn't need Popov for that - we've got this fucker.

Ding grabs the collar of a still breathing MODEL. Ding glares at John until John breaks free, walks off.

Ding shakes his head - jerks Model to his feet.

Lisanne touches her ear piece as a transmission comes in.

LISANNE
Well it's official. We just got clearance from the Swiss to go in.

That gets a look.

INT. PENTAGON HALLWAY - DAY

Fredrick Linson - that Presidential Advisor - walks with General Moore and his always eager aide - PETER.

PETER
Vaccines. General medicine. That's all that was lost by the generator's destruction.
(MORE)

PETER (cont'd)
UPI's hazardous research area has a completely separate refrigeration system.

GENERAL MOORE
They may have hit the wrong wing by accident.

LINSON
Right -- Dmitriy Popov and Ersnt Model both hitting the wrong target - that would be a first.

The General does not like being badgered by this civilian.

PETER
But, sir, that'd be like passing up a nuke for a match. It doesn't make sense.

LINSON
No - what doesn't make sense is why Clark didn't take out Popov when he had the chance.

GENERAL MOORE
Clark had his reasons - we have to trust him.

LINSON
Like he trusted his team?! He left them outside - he was in the wrong wing!

GENERAL MOORE
They wouldn't have even been there if he hadn't put the pieces together!

LINSON
Fine - put him on intelligence 'cause he's not a leader -

GENERAL MOORE
Neither was I the first time out.

Linson stops General Moore --

LINSON
You've had a great career, General - don't let a stray bullet ruin it.

GENERAL MOORE
I didn't get these stars from letting some piss ass little punk tell me how to do my job. I'm certainly not starting today.

Linson finally turns, walks off - yells back.

LINSON
What he did was irresponsible and you know it.

General Moore does know it. Can't deny it.

He stops at the doorway to his office - opens it.

JOHN paces alone inside, dressed in a ill fitting suit and a very uncomfortable tie.

General Moore and he share a look.

GENERAL MOORE
So you finally got to see my office.

INT. JOHN AND SANDY'S HOUSE IN DC - NIGHT

Furniture is scarce. Packing boxes are everywhere. All are marker labeled - kitchen - bathroom - etc.

John and Sandy sit on the floor, wine glasses between them. Sandy sifts through a junk drawer. Screws, gum, string--

She discovers several SILVER NECKLACE CHARMS. Baby shoes - baby crib - baby rattle. Sandy holds them, wistfully.

SANDY
My mother... who'd actually think wearing stuff like this would help?

She looks up at John for a response but he's lost in thought.

JOHN
I let him get away.

SANDY
(heard it before)
Not again...

JOHN
I didn't want to kill him.

SANDY
Maybe you respect him too much.

JOHN
Hell no. But killing Popov isn't the answer. He's not acting alone, I know it. Someone's pulling his strings.

SANDY
(matter of factly)
And if you cut them now you'll never find Gepetto - yeah, I got it.

John is silenced by her bluntness.

SANDY
Your instincts have always been right, John. You can't start second guessing them now or you're useless --

She grabs his hands.

SANDY
To <u>everyone</u>. Understand?

Sandy gets up and John opens his calloused, scarred hands, finds the delicate BABY CHARMS. The definition of contrast.

John watches her dump the rest of the junk drawer in the trash.

JOHN
Maybe I should try and stay for this banquet, help you with Brightling.

SANDY
(sarcastic)
Oh yeah, that's a good idea.

JOHN
Sandy... I need you over there.

SANDY
And you'll have me over there as soon as Brightling makes his decision. Right now you need to go and patch things up.

JOHN
I just did that with Mickey.

SANDY
I'm talking about with the people that really count.

John understands.

INT. HEREFORD - RAINBOW H.Q. - DAY

Stanley, Lisanne, Weber, Mo and finally DING watch as -- John gets up the nerve to admit --

JOHN
I fucked up.

That gets a reaction. Especially from Ding and Stanley.

JOHN
I didn't want a team. I thought I could do this on my own.
(a beat)
I was wrong. It won't happen again.

DING
Fucking up or admitting it?

That gets a laugh, breaks the tension. Crew has just gained a lot of respect for their leader.

JOHN
I need everyone to work with intel - put out Popov's face in every country, on every list, dig up any connection to UPI that we can use. There's a reason that Popov hit this place. There has to be an ultimate goal.

INT. MOTEL 6 ROOM DAY

DERRICK - balding - obese. He's on his haunches.

DERRICK
The trick to killing as many as you can is to quietly infect just a few. Then let them go back to their homes where they infect their families and their friends and before you know it - BAM -- you've wiped out the whole lot of them.

Derrick's grin is as twisted as the tale. The husky HENRIKSEN leans in --

HENRIKSEN
Look, I don't care how you do it, just get rid of them. I hate those fucking roaches.

DERRICK
Don't we all, but it's Florida, they pretty much run this place.

The exterminator pulls his insecticide nozzle from the bathtub drain, stands.

DERRICK
That should do it.

Henriksen walks Derrick from the bathroom into the living room where--

-- Popov is standing, waiting.

Derrick pauses at the door. Henriksen understands, pulls out several BILLS, hands them over.

DERRICK
Enjoy your stay.

Derrick leaves. Popov brushes dust from a very worn chair.

POPOV
I'm not sure about this next job.

HENRIKSEN
You just lived through a very harrowing experience, doubts about your ability are to be expected.

POPOV
I have no doubts about my ability -

HENRIKSEN
Then it's the loss of your team-- Model being captured.

POPOV
I could give a shit for Model.

HENRIKSEN
Then what's the problem, Dmitriy?

POPOV
John Clark.

HENRIKSEN
John who?

POPOV
The man running this new team. He knew we were going to be at UPI almost before we were.

HENRIKSEN
That's impossible.

POPOV
Not for John Clark. He's their best.

HENRIKSEN
Better than you, Dmitriy?

POPOV
Not yet.

Henriksen jots a note on a pad.

HENRIKSEN
Then do what the great Popov has always done - deal with it - and him.

POPOV
That will take some thinking...

Henriksen throws a yellow legal folder over. Popov looks inside at stacks of hundreds.

HENRIKSEN
That'll clear you mind, huh?

Popov is not so much surprised as suspicious.

POPOV
So why is this job so important?

HENRIKSEN
(shrugs)
Hey, I'm a guy doing a job for a client. Just like you.

Popov is unsettled by the line. Henriksen glances at the pad where he jotted down the name JOHN CLARK.

INT. MOTEL 6 ROOM - LATER -- CLOSE ON COMPUTER SCREEN

On the name JOHN CLARK. HENRIKSEN scrolls down these CLASSIFIED PERSONNEL DOCUMENTS - see flashes of John's previous life as a spook.

"-- destroyed Albanian trawler, 22 dead --"

" -- assassinated five al-Qaeda operatives during raid..."

" -- assassinated Chief Taliban leader..."

HENRIKSEN
A one man death squad...

But then the details get more personal.

-- ..."truck's brakes failed...."

-- ..."wife and unborn child killed on impact..."

HENRIKSEN
Not too lucky with the women, are you, John?

"...met Sandra O'Toole in recovery... attending physician..."

There's a file photo of John and SANDY on their wedding day.

Henriksen studies the photo long and hard. Hits PRINT.

DING (V.O.)
I know you mistrust technology, John, but you need to get up to speed.

INT. WAREHOUSE - DAY

Ding walks with John and Stanley past a table covered with advanced weaponry. He points at each --

DING
A hand gun that fires armor piercing shells with hardly any kick... goggles that can detect movement from a football field away -- a cell jammer that scrambles phone signals a full mile away...

JOHN
So where's the Aston Martin with the underwater option?

DING
(stopping)
No, man - these aren't ours. They're devices we took off the terrorists in the past 6 months.

John examines the high tech phone jammer with disdain. He may see the need for it but he clearly doesn't want to rely on it.

STANLEY
This isn't about men who live in caves and carry box cutters anymore. These groups are well funded with their hands on some of the most sophisticated hardware out there.

JOHN
And I'm sure we probably built most of this shit, right?

STANLEY
(nodding)
Unfortunately. But... those are last year's models.

ANOTHER AREA

Another table. More devices. The Rainbow team is standing nearby. Ding picks up a rifle with VENTS.

DING
This gun fires high velocity shells underwater.

JOHN
Should be a big hit with the field and stream boys in a few years.

John looks at an odd box with a small video screen.

DING
It can see a person's heat signature through 2 foot thick concrete.

John is drawn to a body suit of lattice webbing.

JOHN
Don't tell me, nuclear powered long johns.

STANLEY
Close.

WAREHOUSE - LATER

Stanley hands John a pair of infrared goggles.

STANLEY
Lights!

The lights pop off leaving everyone in pitch darkness. John slips the goggles on - immediately sees the heat signature of Stanley and Lisanne.

STANLEY
What do you see?

JOHN
You and Lisanne of course.

Lisanne's multicolor heat signature suddenly rises off the floor. Nothing seems to be supporting her. John pulls off the goggles.

STANLEY
Lights!

Lights pop on, reveal Homer holding Lisanne off the ground. He's wearing the skin tight lattice body suit.

LISANNE
Okay, down, boy.

Homer puts her down. John studies the suit closer.

DING
Stealth technology shields heat and vital signs from any glasses.

John notes the suit tightness leaves little to the imagination - pinches Homer's nipple.

HOMER
Ouch --

JOHN
Doesn't offer much protection.

DING
If they can't see you, who needs protection?

JOHN
(shaking his head)
And we wonder where our tax dollars are going...

STANLEY
It's a new battlefield, Clark - we need every advantage if we're going to be winners on it.

JOHN
These are all real nice toys but they mean jack shit if you can't find the target to begin with. Find Popov. Then we'll talk about being winners.

INT. HOSPITAL ROOM - DAY

Swan sits on the bed, her face in her hands. She's obviously in pain. She stands, makes her way to the small bathroom, stops when she sees herself in the mirror.

The swan earrings still shimmer but that once pretty young girl is no longer staring back. Her face is gaunt, eyes sunken. And the skin seems looser, with more wrinkles. She is hit with pain again, grabs her stomach.

CONTROL ROOM ON OTHER SIDE OF MIRROR.

Dr. WOLFE and Dr. ARCHER sit in this narrow observation room.

DR. WOLFE
She's really progressing now.

Kirk, the man that picked up Swan, leans in.

KIRK
Too bad, this one was a real looker. Great kisser too.

Dr. Archer rolls her eyes.

DR. WOLFE
Yeah, nice to look at when she came in but now... The bums were easier to watch at this stage. Hopefully she goes quick from here.

KIRK
I'm getting some coffee, want some?

DR. WOLFE
Sure. Thanks.

Kirk starts walking through the narrow corridor and as he does we see ROOM AFTER ROOM through one way windows. And in each is another dying patient. He leans to the side to let a covered body be wheeled out.

Kirk stops at the coffee machine. In a window behind him an 85 year old man stares at himself in his mirror - touching his face - looking drugged and dazed.

BRIGHTLING (V.O.)
Many here in this room talk of a defense shield that will ride high in the sky and offer protection against the dangers from above.

INT. "EARTH DAY" BANQUET - NIGHT

Brightling stands at a lit podium.

BRIGHTLING
Well we already had one of those - it was called the ionosphere. May it rest in peace.

A crowd of 700 environmentalists laugh. The lobbyists and invited DC heavy hitters roll their eyes.

BRIGHTLING
And it didn't just protect one country or one species - it protected every living thing. Equally. And it was cheap. All we had to do was respect it.

Sandy and Brenda sit at a table near the front. Young Thomas sits in his wheelchair, nods.

BRIGHTLING
The Earth was an ingeniously designed habitat. It was well protected, self cleaning and came with its own built in defense system -- Tornadoes, earthquakes, floods, volcanos... All guaranteed to humble any species who got too cocky and threatened a monopoly. But then here we came, and we're pretty damn ingenious ourselves. And with our big brains we created early warning systems, better building materials, cloud seeding techniques - and we're now coming close to rendering mother nature completely impotent.

Environmentalists nod. Skeptics don't.

BRIGHTLING
What that means is the Earth can no longer protect itself from the one thing that can truly kill it. Us. And people, if it dies - we die.
(MORE)

BRIGHTLING (cont'd)
It's as simple as this -- if we want mankind to survive we have to take action to save the Earth - now.

Big applause from the supporters.

BANQUET HALL - LATER

Brightling shakes hands through the throng of delighted environmentalists. He sees Sandy in the crowd, steps over.

BRENDA
What an inspiring speech, David.

BRIGHTLING
What did you think, Sandy?

SANDY
Truthfully? You're a contradiction. You essentially say humankind is a disease killing the planet and in the next breath advocate research for extending the life of that same disease.

Brightling smiles at her - likes the challenge.

BRIGHTLING
It's all about balance, Sandy.

SANDY
Well we're certainly far from that.

BRIGHTLING
I like a woman who speaks her mind.

SANDY
Great - so are you funding us or not?

Brenda shoots her a look - too blunt.

BRIGHTLING
Well, I think Thomas is a very interesting case and St. Paul's has done a remarkable job...

SANDY
But--?

BRIGHTLING
<u>But</u> -- I think that the initial amount I was considering is not enough...

Brenda's eyes just bulged.

BRIGHTLING
... and Thomas holds such promise that I'd like to move him to my private facility in Kentucky where we can monitor him on a closer basis.

Sandy tries to hold back her joy. Can't.

SANDY
That's wonderful. Thank you.

BRIGHTLING
And, Sandy, I want you there with him.

SANDY
What?

BRIGHTLING
You've been by his side the entire way. That makes you a primary key in the mystery. I don't want to break up that dynamic.

SANDY
It's just that...

Several well-wishers barge in, want Brightling's attention. Brenda stays right on his arm, flashes Sandy a huge grin.

Sandy steps back, head swirling. How will she tell John? She catches a face in the crowd. That BALD MAN from the hospital.

He sees her, backs into the crowd.

This time Sandy follows. She pushes through mingling bodies, sees him heading outside.

EXT. BANQUET HALL

Sandy rushes outside, adrenaline surging, spins and there's OLSEN, the Bald Man. Not a man you confront alone.

SANDY
(back stepping)
I've seen you... why are you following me?
(whips out cellphone)
Do I have to hit 9-1-1?

OLSEN
You husband asked me to watch out for you.

Sandy suddenly holds her ground, lowers the phone.

SANDY
What - John hired you to protect me?!

OLSEN
No. I'm doing it as a favor.

SANDY
I don't believe this. That man-- four thousand miles away and he still can't let go --

OLSEN
It's a dangerous time, ma'am. He doesn't want to lose you too.

SANDY
So... you know about the others?

Olsen nods. Sandy eyes sadden.

SANDY
I'm going back inside now. Please try and be a little less obvious.

Sandy starts back inside. She glances back at Olsen standing vigil. Sandy just shakes her head.

INT. JOHN'S HOUSE IN ENGLAND - DAY

Lisanne stands in the kitchen, watches John cut up carrots.

LISANNE
UPI is not the only lab that's had productivity problems this year.

John tosses the carrots into a pot of stew.

JOHN
A terrorist hit can't be considered a productivity problem.

The rest of the team is there, making their own special dish for a crew diner.

LISANNE
No - but it had the same effect. The company is now off line, it can't deliver its products - it can't even research new ones until major repairs are made.

DING
Sounds like a real stretch to me.

Ding has his hands in a bowl of refried beans. Weber makes a potato dish, keeps looking at Mo's odd concoction.

LISANNE
Lyden Industries, a small company that specialized in hormone growth serums burned to the ground in what was believed to be arson... Solarus Research's main research scientist was killed in a hit and run accident... Brendor Pharmaceutical went into chapter eleven after a run of its flu remedy was intentionally contaminated...

John stops chopping.

DING
Looks like a plague has hit the drug companies.

Weber is disgusted as Mo wraps a small bird in a brown paste.

WEBER
What is that?

MO
Mouhammar Musakhan - Pigeon in a Loaf.

WEBER/DING
<u>Pigeon</u>?

HOMER
Not very kosher, eh, Weber?

WEBER
And I don't think it's Halaal either.

Mo gives him a look - he knows what Halaal is?

DING
(to Lisanne)
Well it certainly doesn't sound like a typical terrorist plot.

LISANNE
More like corporate espionage.

JOHN
Or Bio terrorism.

That gets a look -- quite a leap.

JOHN
All of these companies produced vaccines and antidotes --
(no one's getting it)
-- so if someone starts a new virus there'd be no company prepared to produce a cure.

LISANNE
Cute.

HOMER
(Eminem)
I'm goin' to Hell, who's comin' with me-?

DING
I don't buy it. Popov's a killer, yeah, but he's never been a mass murderer.

John thinks about it, finally --

JOHN
People can change.

Mo presents his dish. Everyone turns away, disgusted.

INT. CASINO - SPAIN - DAY

Popov sits alone at a private blackjack table, has a stack of CASH and no chips. Someone else walks up, slaps several BILLS on the table --

ANDRE (O.S.)
One hand.

Popov turns toward ANDRE, a handsome Basque in his early 40's.

DEALER
(to pit boss)
Money plays!

She positions the bills over his player station.

DEALER
Good luck, sir.

Cards are dealt and as luck would have it, she blackjacks.

POPOV
You're too hot for me, Lyn.

Popov stands, tosses the Dealer a few BILLS.

DEALER
Thank you, Bob.

Popov and Andre both walk away from the table.

ANDRE
So.."Bob", have you contacted Model?

POPOV
(sarcastic)
I'm really not comfortable emailing the CIA's maximum security ward.

ANDRE
And yet you meet in a casino with a thousand eyes.

Andre glances up at the black domes on the ceiling.

POPOV
Sometimes the best place to hide is right out in the open.

They stop near the CASHIERS. Note all the chips being exchanged for CASH - of all nationalities.

ANDRE
Ernst Model knows a lot about my group. We can't have him talking.

POPOV
Then you better hope this goes off as planned.

ANDRE
Two missions at once.. this will be a first.

Popov spots a young Frenchman - RENE - watching them.

POPOV
And you're confident in Rene?

ANDRE
Of course. I trained him myself. He's already specced out the location, has the plan timed down to the second.

POPOV
Good, now the real fun begins.

And with that Popov stares right up at one of the domes.

EXT. RAINBOW HEADQUARTERS- DAY

Lisanne runs through the hallways - bursts into John's office.

LISANNE
Spain has come through.

INTEL ROOM

John and the crew watch as images scan across several monitors. High angle video views of gaming tables.

LISANNE
It's Lipson - a Casino near Madrid.

Video views step past baccarat, roulette, blackjack --

WEBER
Jesus, my hands are sweating...

View zeros in on two men at a blackjack table. The men rise, start walking. Camera view switches - better angle of faces -- no mistaking Popov.

DING
That is Popov.

JOHN
And Pierre Andre.

DING
Man, first Model, then Andre...

JOHN
(pointing)
And Rene Oleve.

DING
The man does have his contacts.

JOHN
When was this?

LISANNE
Early this morning.

JOHN
That means he may still be in Madrid.

Popov's FINAL IMAGE - looking up at the camera. John moves closer to the monitor - suspicious.

JOHN
Why would he meet in such a public place? He knows we're on to him.

STANLEY
The ego of these men sometimes gets the best of them.

JOHN
Not Popov.
(thinks)
Rainbow should get a step ahead, get to Spain and wait for a break.

STANLEY
Another calculated hunch?

JOHN
You're catchin' on.
(to everyone)
Let's get all the airports locked down. Popov got in - he's not getting out.

Everyone is in motion. Including Stanley. Off John's look--

STANLEY
I'm coming with you. General Moore's orders.

JOHN
I wondered when that shoe was gonna drop.

EXT. SPAIN - WORLDPARK - DAY

Overview of the huge theme park. Three wide thoroughfares lead to a giant CASTLE in the middle of the park.

Tickets are bought - CASH exchanged.

Every single aspect of this park is designed to exceed its American role model. But unlike Disney - there are some traditional big rides - A huge classic WOODEN ROLLER COASTER and a giant yellow FERRIS WHEEL.

Several costumed park employees play their roles. A stout ROMAN LEGIONNAIRE holds up his sword as guests pass, smiles as 15 school children - one in a WHEELCHAIR - follow their CHAPERONES to the Magic Castle.

QUICK CUTS - VARIOUS ANGLES

RENE, Andre's right hand man, zips up his janitor coveralls - pulls a WEAPON from a Happy Faced TRASHCAN. He looks across the grounds to another janitor --

BERNARDO removes another weapon from another trashcan. He checks his WATCH.

So does Rene.

So does a CLEANING MAN, a BOOTH VENDER, a BALLOON MAN and THREE TOURISTS. All check their watches. Wait - wait.... now.

Bernardo moves into the clear, his weapon first seen by that costumed Roman Legionnaire. The actor attempts to be a hero - charges with his sword in full swing --

ROMAN LEGIONNAIRE
Suelte esa puta espada!

Bernardo is struck hard by the safety blade - swings around and quickly GUNS the Legionnaire down.

Sound of GUNFIRE ignites pandemonium in the entire area, people SCREAMING and running in every direction.

All the terrorists are on the move now - center on the 15 school children. They corral them into the castle.

INT. MAGIC CASTLE

RENE steers the screaming CHILDREN through the corridors. Another MAN plants a charge of primacord on a locked door. He BLOWS the door wide open --

RENE
(over screaming kids)
Vamos! Todos, adento!

INT. CASTLE COMMAND CENTER

The terrorists herd the kids inside the evacuated center. Rene grins when he sees the state-of-the-art SURVEILLANCE CENTER SYSTEM. Every part of the park can be seen from in here.

Rene picks up the phone at the main desk - pauses, then makes the call.

INT. MC-130 HERCULES TRANSPORT

Crew gets prepped in the midsection. Ding glances to Lisanne who loads clips into her belt. She's as calm as can be.

DING
So how did you get out of that vault?

Lisanne knows she shouldn't tell, but --

LISANNE
Next time you need to body search a woman - use a woman. They'll know.

And with that she winks - drops a spare clip in her bra.

FORWARD CABIN

John and Stanley are in the communications compartment, insulated headphones clamped over their heads.

COM OPERATOR
We're intercepting a feed from the Guardia Civil. There's a situation at World Park.

JOHN
World Park?

STANLEY
Spain's answer to Disneyland.

JOHN
Any specifics?

COM OPERATOR (LISTENING)
Several gunmen -

JOHN
Is it a robbery? What --

COM OPERATOR
Still coming in... they've got 15 kids.... they want Ernst Model released...

Stanley locks onto John. Good call. Both move quickly through the bulkhead into the midsection crew area.

JOHN
Listen up. This is the real deal now. I want precision - no unnecessary heroics. There are children involved.

Serious faces stare back.

INT. CASTLE COMMAND CENTER - DAY

The children have been lined up on one side of the room, their screams reduced to quiet sobs.

Rene is glued to the surveillance monitors, watching park security herd the remaining visitors out of the park. His CELLPHONE RINGS. Rene answers it.

RENE
We're inside. They vacated it just like you said. No resistance yet. No - that's next on the list.

Rene checks a plastic covered crib sheet on his forearm.

INT. WORLD PARK EMERGENCY COMMAND CENTER

GASSMAN is the chief negotiator for the Spanish police. Rene's voice booms over the phone intercom.

RENE (OVER COM)
We will kill the first child in 30 minutes and then one every half hour until Ersnt Model is released or there are no more children. Whichever comes first.

Rene clicks off as COLONEL NUNCIO, the head of the Guardia Civil, leads John and Stanley into the room.

JOHN
That's Rene Oleve, Pierre Andre's right hand man. I know his voice.

Gassman turns --

NUNCIO
Captain Gassman, this is Major Clark and --

JOHN
Where exactly are they holding the children?

GASSMAN
On the castle's second floor. It's the park's command center.

Gassman shows them a huge map of the park. He points to an "X" on the castle at the map's center.

JOHN
Then where are we now?

GASSMAN
The emergency command center.

STANLEY
So the terrorists have access to your surveillance system?

GASSMAN
The monitors are sitting right in front of them.

JOHN
Great.

STANLEY
I should contact the CIA - get someone next to Model.

John does a slow burn --

JOHN
You're not suggesting they actually release him?

STANLEY
They start killing kids, what do you think?

JOHN
Model can kill a lot more than 15 people if he's freed.

STANLEY
Then don't let it come to that.

John understands, moves with purpose.

INT. CIA PRISON - DAY

Ernst Model lies on his bunk, both legs bandaged. He hears footsteps approaching, sits up.

Two Guards appear outside of his cell - wheelchair in tow.

But they don't open the doors. They wait.

Model is more than intrigued.

EXT. WORLDPARK EMPLOYEE PARKING LOT - DAY

Outside the emergency command center. John unravels a park map as the rest of the Rainbow team looks on.

JOHN
The castle is here. They have access to the park's surveillance system so we have to assume they're using it.

DING
That means they can pretty much see whatever we do.

JOHN
Right.

DING
(pointing at map)
What's this?

GASSMAN
That's the park's biggest roller coaster. It's over a hundred meters high.

DING
(to John)
It'd be good to get some guys up there.

WEBER
Sniper perch - wild. I could cover half the spread from there.

DING
And Homer could cover the rest from over here.

He points at the second highest point - the Ferris wheel.

HOMER
(Hendrix)
'Scuse me why I kiss the sky....

JOHN
I don't know...

DING
What's wrong?

JOHN
Just seems a little obvious to me.

STANLEY
It's a basic cover two, Clark.

John finally nods, turns to Gassman.

JOHN
Get maintenance uniforms for our shooters. And start up some of the rides. It's too damn quiet.

EXT. WORLDPARK - DAY

Several of the rides start moving. A carnival of NOISE in a ghost town.

HOMER slips into one of the seats in the FERRIS WHEEL. Moment later it starts to turn - taking him higher and higher while --

-- WEBER climbs the wooden struts of the monstrous wooden ROLLER COASTER.

WEBER
What sick sonovabitch designed this?

INT. EMERGENCY COMMAND CENTER

John and the others hustle in.

DING
Weber and Homer are close to position.

GASSMAN
They better hurry. In ten minutes they're going to kill the first child.

DING
They're not that stupid - killing a kid puts them in a hole right off the bat.

GASSMAN
Unless they're not afraid to kill them all.

JOHN
At least that would elevate them to today's playing field. Otherwise this is so by the book it reeks of nostalgia.

DING
Yeah, the good ol' days when hijacking meant wanting to get somewhere without spending the bucks.

INT. PENTAGON - DAY

General Moore stands in his office with another man. Note the photos of RACE HORSES on his walls.

Peter, the General's aide, barges in - gets the General's attention.

GENERAL MOORE
If you'll excuse me, Bill, we'll have to talk thoroughbreds and triple crowns later.

His guest turns to leave. It's Bill Henriksen - the man we saw hire Popov. He offers his hand to Peter to shake.

HENRIKSEN
Bill Henriksen, Global Security.

PETER
Oh yeah, we've talked on the phone.

GENERAL MOORE
Bill's a friend of the Pentagon, Peter. He's handling security at this year's Kentucky Derby.

Peter nods, doesn't have time for this. Henriksen knows his cue, leaves.

PETER
It's getting to the wire at WorldPark - Stanley's asking what you plan to do with Model.

GENERAL MOORE
I plan to fry his ass first chance I get -- we don't negotiate with terrorists!

PETER
I know that's the policy, sir, but children being shot on national TV - how many months will they play those images before we regret policy?

General hates to - picks up the phone.

INT. CIA PRISON

Corridor of jail cells. And here comes Model in a wheelchair, being escorted out by the two Guards.

He can't believe his luck.

EXT. WORLDPARK - DAY

The FERRIS WHEEL is stopped with Homer at the very top. He peers over the metal mesh bucket, starts to position his M-81 - then spots something odd.

Brand new wires running along the aging metal beams.

Homer leans out further, follows the wires down.. down.. leading his gaze until they end at two white plastic bricks.

HOMER
(Run DMC)
Hard times spreadin' just like the flu...

Homer taps his headset gently.

HOMER
Ah... Weber?

EXT. DIVE BOMBER ROLLER COASTER

Weber is lying prone - rifle aimed and ready.

WEBER
Keep this channel clear, tune boy.

HOMER (OVER HEADSET)
You need to check your perimeter.

WEBER
I need for you to clear my headset.

HOMER (OVER HEADSET)
You could be sitting on 20 pounds of high impact explosives.

WEBER
Right - and why would you say that?

HOMER
Because I am.

Weber suddenly takes his eye off the scope.

EXT. EMERGENCY CONTROL CENTER

John and the rest of the crew are overhearing this.

HOMER (OVER COM)
You see any new wires on the beams?

WEBER (OVER COM)
No. They're under the tracks. Shit. Major - we're crapping out up here.

JOHN (INTO MIC)
I heard.

John gives a look to Stanley - by the book. Fuck.

JOHN
Can you see the triggers?

HOMER
Sure - looks like it'll hit the high note when the wheel turns another 5 degrees.

JOHN
Try and climb out. Weber?

WEBER
Well...

EXT. ROLLER COASTER

Weber stares at blocks of C4 down the beams - then at a micro switch under the track. His body's weight is holding it down.

WEBER
It's pressure activated. Meanin' I'm still in the game as long as I never get up.

INT. EMERGENCY CONTROL CENTER

John is stewing.

JOHN
Popov. Right into his hands...

John turns to a park TECHNICIAN.

JOHN
There's gotta be a service cart for that coaster --

TECHINICIAN
Yes but it's manually operated.

JOHN
Mo --

Mo hesitates. Just a beat.

JOHN
He's a team mate, Mo -- nothing more, nothing less.

Mo nods, sets off to do his job. PA rattles.

RENE (OVER COM)
The first child will die in five minutes.

John looks to the security monitors, then Ding --

JOHN
Follow me. And bring your hi tech bullshit.

INT. CASTLE COMMAND CENTER

BERNARDO approaches ANNA, the girl in the wheelchair.

BERNARDO
What's your name, princess?

ANNA
(trembling)
A-Anna.

BERNARDO
That's a beautiful name. How would you like to get some fresh air?

Anna nods her head, tears streaming.

BERNARDO
Oh don't cry, it'll all be over soon.

He looks back, catches Rene's nod. He grabs the chair arms.

BERNARDO
Let's go outside, *mon petit chou*.

EXT. WORLDPARK

One of Rene's crew can be seen perched on the roof of the castle - rifle set and ready.

Below him, out of sight, are John and Ding - scaling the castle.

INT. CASTLE CORRIDOR - CONTINUOUS

Bernardo pressing the elevator button --

ANNA
(gently sobbing)
I wanna see my mamma.

BERNARDO
I'm gonna take you to your mamma.

He wheels her into the elevator, doors CLOSING behind them.

INT. EMERGENCY COMMAND CENTER

Security monitors show the castle but John and Ding are just outside of frame.

EXT. MAGIC CASTLE - GROUND LEVEL

Bernardo wheels Anna through the castle's first floor front entrance, down the curving entrance ramp --

INT. CASTLE COMMAND CENTER

Rene sees something on the monitors -- the shadow of two men climbing onto the castle roof.

RENE
Jose - on the roof!!

ON THE ROOF

Jose quickly scans the area - John is right in the open. Jose swings his rifle around and a knife comes in - SLICES across his throat.

DING lowers the body -

JOHN drops down, sees Bernardo wheeling Anna out.

JOHN (THROAT MIC)
-- Rifles -- Can you still fire?

HOMER
Negative, I'm blocked.

WEBER
-- I think I can --

EXT. ROLLER COASTER

Lying on a timebomb - Weber keeps Bernardo in his crosshairs.

WEBER
Yeah, I can take him.

JOHN
Weapons tight --

WEBER
-- say again?

JOHN
Weapons tight until I give the word. There are fourteen other children inside that castle.

ROLLER COASTER

Mo sweats buckets as he cranks the manual drive of this small service cart. He's halfway up the big hill, can see the wires running to the C4 bricks way under the track.

MO
(counting)
Four wires...
(into throat mic)
Sir, this looks like a double pole double throw circuit. I clip it and it could go off.

JOHN
Figure it out, Mo --

Mo spots Weber lying on the track at the peak. He cranks harder - faster. Weber spots him --

WEBER
Aw shit.. not him...
(yelling out)
Hey - stay back - it's pressure triggered - you'll set it off!

But Mo knows what he's doing, keeps going. The cart picks up speed as the peak shallows out.

EXT. FRONT OF THE CASTLE - DAY

Bernardo pulls out a gun, behind Anna's wheelchair --

BERNARDO
Goodbye, princess.

INTERCUT - WEBER'S POV

Weber ignores Mo, shifts his focus on the target.

WEBER
(ramping himself up)
-- okay, let's see the aces - come on - Come to Poppa -- come on -

JOHN (OVER RADIO)
Hold -- Hold --

JOHN AND DING

are right outside the Castle Command center. Ding pulls from his pack the HEAT SEEKING SCANNER, places it against the wall--

Fluid-like IMAGES of 14 children and 5 adults ripple across the device's screen. Ding and John make the mental image, slip on goggles with OPAQUE glass --

JOHN (INTO MIC)
Take him out.

BERNARDO

in SLO MO as Anna struggles to turn towards him in her wheelchair, as he starts to pull the trigger --

ANNA
-- where's my momma?

BLAAAAAMMMMMMMM!

Bernardo is BLOWN off his feet by a 50 caliber shell - the impact propelling him right over little Anna --

RENE

seeing the same on the monitors - turns enraged---

RENE (IN FRENCH)
-- kill the bitches --

And as Bernardo's body hits the colorful asphalt --

BOOOOM -- the door blows open -- John and Ding charge in with the smoke -- rolling flash-grenades --

The FLASH is intense - blinds the terrorists and the kids as --

-- MO picks up speed as he approaches Weber --

-- John and Ding mow through the first three terrorists as --

-- Weber sees Mo's outstretched hand --

-- RENE scurries behind a fourth terrorist a split second before John guns the man down. Rene lunges - grabs a 12 year old boy, thrusts his gun to his head as --

DING rushes at him --

DING
Hey!

Rene lifts his gun to take out Ding --

-- MO reaches down and grabs Weber's outstretched hand as --

-- JOHN FIRES TWO CLEAN SHOTS --

Putting bullets right between Rene's eyes as --

-- WEBER is pulled into the service cart - his body lifting off the board - closing the micro switch --

C4 detonates, blowing wooden beams away underneath the tracks. Service cart plunges over the BIG DROP while behind it C4 charges go off one after another - taking out more and more supports until the wooden structure gives way and the entire roller coaster starts to collapse.

Service cart stays a few beats in front of the collapsing structure until it reaches the bottom of the drop. Mo and Ding stand on the service brakes - jump out and run.

In seconds the roller coaster is reduced to a cloud of dust.

EXT. CIA PRISON

Model is outside of the main gate. Two Guards watch from inside the fence. One has a radio to his ear.

GUARDS (INTO RADIO)
Yes, sir, intercept is in position. No, we'll wait for his people to pick him up, then make our move. Don't worry, General, he won't get away.

Model spots an SUV slowing on its approach. Several of his comrades are inside. Model waves for them.

The SUV slows, pulls up alongside Model - just long enough for three GUN BARRELS to appear and RIDDLE Model to the asphalt.

SUV races away, leaving a stunned set of Guards.

INT. WORLDPARK COMMAND CENTER

Ding buttons things up as John checks the dead terrorists.

DING
Crew check? Homer?

HOMER (OVER COM)
Innagaddadaveeda, baby...

DING
Weber? Mo?
(beat)
Weber? Weber?

PA suddenly crackles to life with an excited VOICE --

WEBER (OVER COM)
That Coaster is one hell of a ride, sir! Mo and I might ride it again!

Ding chuckles. John kicks the last dead terrorist over. Disappointed. Confused.

JOHN
Where the fuck is Popov...?

LISANNE (OVER COM)
I just just got word that Model didn't get away.

DING
Great.

LISANNE (OVER COM)
He was gunned down outside of the gate. Looks like by his own people.

That stops John in his tracks - turns back to Ding. What?

JOHN
(grabbing mic)
Lisanne - was there any police activity in the last hour?

LISANNE
Police activity?

JOHN
In the area - anything at all? Come on!

Lisanne talks with the Guardia Civil - comes back on.

LISANNE
There was a false alarm 20 miles away.

JOHN
What do you mean false alarm?

LISANNE
The alarm went off at a holding station and then was called off.

JOHN
A holding station for what?

LISANNE
Foreign currency.

John's gut just twisted big time --

JOHN
Shit... This was all a diversion...

INT. SPANISH FEDERAL RESERVE BANK - RIGHT THEN

Security Guards lie bound and gagged. Several gunmen roam the premises. Andre moves past on a fork lift carrying a pallet loaded down with a huge five foot tall brick of CASH.

It moves onto the loading dock - right into a truck that is already three quarters full of solid blocks of money.

Popov appears on the side - radio in his hand. Waves --

POPOV
That's it! They're on their way --

Terrorists scatter to the dock. Andre jumps off the forklift as the truck doors are shut. Popov climbs aboard and the truck pulls out - revealing it to be a HEINEKEN BEER truck.

Andre and crew jump in a BMW, look over at Popov.

ANDRE
Don't spend it all in one place!

Vehicles are away.

INT./EXT. FREEWAY - MOVING

In a loaded down SUV - John and crew watch the landscape rip by at 120 miles an hour. John is pissed as hell, bites his lip hard.

They go right by a Heineken Beer truck. Popov watches the SUV recede in his rear view mirror - grins.

INT. SPANISH FEDERAL RESERVE BANK - LATER

John and crew stand in silence - stare into an empty vault while 6 Guards squirm to be set free behind them.

DING
Fuck.

EXT. PRIVATE AIRPORT - SPAIN

The beer truck is parked in a hanger.

Popov is out front on his cellphone.

POPOV
One hundred and fifty million in eight different currencies. Just like you ordered.

INTERCUT WITH HENRIKSEN

In his office at Global Security.

POPOV
We could have gotten more if we had taken larger denominations.

HENRIKSEN
No, you did exactly the right thing.

Popov is clearly curious about this.

POPOV
How is less money ever the right thing?

HENRIKSEN
A capitalist at heart, that's what we love about you, Dmitriy.

POPOV
Well this capitalist needs a way out of Spain. Every airport will have my picture pasted up by now.

HENRIKSEN
Your ego is getting the best of you.

POPOV
You don't know Clark. You burn him, you embarrass him - you might as well adopt him because you'll never be rid of him. Believe me, when he gets the chance, he'll take us down. Even you.

HENRIKSEN
I wouldn't be too sure.

Henriksen is staring at that photo of John and SANDY.

INT. RAINBOW HEADQUARTERS - NIGHT

John paces while Ding and the others go through the intel on the last jobs. Weber brings Mo coffee.

DING
They hit the labs that make vaccines, take 'em off line - then rob a bank? Talk about unfocused.

STANLEY
Every terrorist organization needs cash to run its operations.

LISANNE
Then why take only the smaller denominations? They could have carted away ten times as much.

STANLEY
It's obvious they didn't know which vault contained what.

JOHN
Obvious? The only thing that is fucking obvious is that Popov used our own fucking tactics against us! Goddamit - I knew there was something wrong and I didn't go with it -- fuck!

INT./EXT. ST. PAUL'S HOSPITAL - LOBBY

Thomas sits in his wheelchair, his severely aged face framed by a brand new suit and tie. He smiles as --

-- Sandy walks up. Face is flushed. Nerves a bit shot.

THOMAS
This is going to be great, isn't it? Have you ever flown on a private jet?

SANDY
No I haven't, Thomas.

She looks over at THREE MEN waiting by the entrance. Brightling's people. One checks his watch, impatiently.

Sandy wheels Thomas toward the main exit. The men open the door for her. A black LIMO is waiting right outside.

The Chauffeur opens its rear door. Sandy stares at it - the three men - pauses. She leans down to Thomas. Her eyes say it all. Thomas' smile fades.

THOMAS
You're not coming.

SANDY
Not right now, Thomas. You'll be fine with your father. I've got some other duties to attend to.

THOMAS
As a wife, right?

Sandy grins, grips his wrinkled arm.

SANDY
You are one special kid, I ever tell you that?

Thomas' smile returns. Sandy leans up and helps Thomas into the car. She steps back. One of Brightling's HANDLERS approaches.

HANDLER
We're supposed to bring you with us, Mrs. Clark.

SANDY
Not today.

HANDLER
But Mr. Brightling made it very clear-

SANDY
Not today. Sorry.

No sense arguing with her. The Handler sighs, gestures to the others - let's go. Sandy waves at Thomas as they close the doors. Limo is started and is away.

Sandy watches it, then settles on an old IMPALA parked across the street. She sighs, huffs back inside.

EXT. GULFSTREAM 5 JET - CRUISING - EVENING

Corporate jet with a blue stripe on its tail.

INT. GULFSTREAM 5

Popov sits alone in the comfort of 10 million dollar surroundings. This is more like it. He scans through the reading material. Lots of magazines with ENVIRONMENTAL themes - a leaflet with EARTH FIRST across the top. Boring.

Flight Attendant steps out from the cockpit area - carries a silver tray with a glass of wine and a SYRINGE on it.

Popov takes the glass, notes the syringe.

FLIGHT ATTENDANT
Everyone that enters the compound must be inoculated. Mr. Henriksen's orders.

POPOV
(not stupid)
He should know I have a sealed confession locked in a private P.O. box.

FLIGHT ATTENDANT
(chuckles)
That won't be necessary, Mr. Popov. We appreciate what you've done for us. All of us.

Us? Popov stares at her, curiously. What does she know?

FLIGHT ATTENDANT
Please, it's for your own good.

Her eyes are trusting and that smile seems sincere. Popov finally rolls up his sleeve.

INT. JOHN AND SANDY'S HOME IN DC - NIGHT

Most of the boxes are gone now leaving a house almost as empty as John's in England.

Sandy lugs two large suitcases to the front door, glances out and spots that same older IMPALA parked on her street.

EXT. NEIGHBORHOOD - NEAR IMPALA

Olsen sits inside, suddenly slumps as Sandy walks up. He sits up when he sees she's brought him a CUP of coffee.

OLSEN
Uh.. thank you, ma'am.

SANDY
What the hell do you owe my husband anyway? He clean you out with that poker face of his?

OLSEN
It was my kid's first year in, first tour of duty. Got himself in a tight spot. John got him out. Got him home.

Sandy nods, understands now. Olsen sips the coffee.

OLSEN
Good brew.

SANDY
Thanks.

Sandy heads back to the house.

OLSEN
What about your cup?

Sandy just waves him off - keep it. Olsen sips more.

INT. SANDY AND JOHN'S HOUSE

Sandy heads into the kitchen, packs the coffee pot.

There's a KNOCK On the door. Sandy wipes her hands, maneuvers around the boxes, opens the door --

SANDY
I said you could keep the cup--

But it's not Olsen. It's those same men from the hospital. Brightling's handlers.

HANDLER
Mr. Brightling would really like you there with Thomas.

SANDY
Well I already told you I'm not --

He grabs her arm firmly.

HANDLER
Please, ma'am, Thomas needs you.

Sandy stares in his eyes - it's a lie and she knows it. They grab her suitcases, proceed to the Town Car in the driveway.

EXT. NEIGHBORHOOD

Sandy glances down the street - at Olsen's Impala.

SANDY
Someone's going to catch hell for this.

He edges her into the back of the Town car.

INT. OLSEN'S IMPALA

Olsen seems to be watching all this go down.

INT. TOWN CAR

Sandy glances back again at the Impala - almost willing Olsen to come rescue her. Come on!!

Town car pulls away. Sandy turns back toward the men in the front just as one SPRAYS her in the face --

EXT. NEIGHBORHOOD

Olsen still watches as the Town Car drives away. SLOW MOVE around to his face to reveal - DEAD EYES. SLIT THROAT.

EXT. KENTUCKY - DAY

A sky of perfect white clouds that reach right to Heaven. We're MOVING - car level -- Past wheat fields. Past grazing antelope, cows -- horses. Pack of Appaloosas run freely across a hill.

POPOV, in the back seat of an SUV, strains to watch this spectacle of nature.

Ahead - seen through the cover of trees - is the hint of a man-made structure. As they get closer it quickly becomes apparent how huge this facility is.

THE COMPOUND

Security Vehicles and armed personnel seem oddly out of place in such a peaceful environment.

Even odder is the small fleet of cargo planes sitting off from a freshly paved runway.

The SUV is allowed to pass to the main building which looks brand new. No traditional windows or doors. Like a huge sealed box.

Popov notes the massive generator. It's fed by a rushing concrete STREAM - a man made tributary branched off from a RIVER running alongside the main building.

As they pull in to the building, Popov spots a woman standing with a small old man in a wheelchair. It's Thomas.

He's feeding ducks. The woman turns. <u>It's not Sandy</u>.

INT. THE COMPOUND

Popov enters through an airlock of double pane plexiglass. It HISSSES as it seals. The atrium lobby is filled with plants of all kinds. Henriksen steps out, offers a hand.

HENRIKSEN
Welcome to the Project, Dmitriy.

The ex-KGB agent is obviously feeling rather out of place.

INT. HEATHROW AIRPORT - NIGHT

John stands outside the ARRIVALS security checkpoint, holds a single flower. He watches as the departing crowds dwindle to nothing. He scans the area. Concern.

JOHN
Where are you, Sandy?

INT. LARGE BEDROOM - DAY

Sandy's in a hospital gown, comes to on a bed, sits up slowly. The room is 5 star quality. One entire wall is a double paned window. Horses graze in an expansive field outside.

BRIGHTLING (O.S.)
Incredible, aren't they?

Sandy centers on the voice, sees Brightling walking in. He has a set of clothes wrapped in plastic.

BRIGHTLING
One of God's most perfect creatures. Graceful, fast, elegant and yet extremely loyal - even to us. Only a woman can stir more emotion in a man.

Sandy shakes off the grogginess. Doesn't feel so great.

SANDY
What did you do to me?

BRIGHTLING
Nothing a few more hours of sleep won't cure.

SANDY
Do you realize you just kidnapped me?

BRIGHTLING
(laughs)
Don't be silly. It's just my way of showing you how much I value your involvement here.

Sandy's not buying this - looks around.

SANDY
Where are my clothes?

BRIGHTLING
They've been burned.
(off her look)
Disease is something we can't afford to have in the compound. Here.

He hands her new clothes.

SANDY
You run a genetic research lab about to cure old age and you're afraid of a few germs?

BRIGHTLING
This is a sealed environment, Sandy - we may have to keep it that way for a long time.

SANDY
Why?

Brightling's gaze shifts to the huge windows.

BRIGHTLING
Because the world out there is about to change.

EXT. THE COMPOUND

Popov stands outside on a concrete overlook. Nothing man made as far as the eye can see. Henriksen stands with him. They watch the horses.

HENRIKSEN
Ever ridden one?

POPOV
Me? Oh no. Never had the opportunity.

HENRIKSEN
How 'bout tomorrow morning?

Popov likes the idea. Henriksen studies Popov --

HENRIKSEN
So Dmitriy... as a KGB agent, how did it feel when you had to kill someone?

Popov reacts slowly to such a blunt question.

POPOV
When the crime to country was great enough, there was no feeling.

HENRIKSEN
See - that's why you're here. You're not afraid to do what it takes to get something done when it matters.
(a beat)
(MORE)

HENRIKSEN (cont'd)
So what do you think about crimes against nature?

POPOV
What do you mean?

HENRIKSEN
Things that hurt the entire planet. Killing off whole living species, polluting the land and the sea. What about that?

POPOV
It's a barbaric act and should be punished severely.

Henriksen smiles behind him.

POPOV
But how do you identify the criminals? Is it the industrialist who gives the order and makes the profit or the worker who takes his wages and does what he is told?

HENRIKSEN
Well, at the Nuremberg trials, it was determined that following orders is not a defense.

POPOV
(off the cuff)
So then you'd have to say that everyone involved in polluting the planet would essentially be guilty.

HENRIKSEN
Exactly.

Popov steals a look. What?

RESUME BRIGHTLING AND SANDY

BRIGHTLING
Do you know what happens to biological populations that devour and over-populate their environments?

SANDY
When it's really severe - they die. Lack of oxygen, lack of food...

BRIGHTLING
It's called a "die back." Endangered species *die back* to manageable numbers in order to survive.
(pause)
It's a variation of natural selection.

RESUME POPOV AND HENRIKSEN

HENRIKSEN
You see, we either allow man to continue killing the planet slowly - which he is already doing - or take a stand - rip the Band-aid off in one quick pull.

POPOV
What does that mean?

BRIGHTLING (V.O.)
It means the virus of this planet must be brought under control...

RESUME BRIGHTLING AND SANDY

BRIGHTLING
... then the rightful owners can rebuild while a select few humans sit back and watch in complete harmony. In the long run, it actually saves both - the planet and humanity.

SANDY
The select few meaning you and --

She gestures the compound.

BRIGHTLING
We can comfortably house 3000.

SANDY
And the other 5 billion or so? What are they going to do?

RESUME POPOV AND HENRIKSEN

HENRIKSEN
What they always do - grow old and die.

POPOV
Then this is an 80 year project.

HENRIKSEN
(laughing)
Try two months.

POPOV
How?

HENRIKSEN
Genetics. Specifically the gene that controls aging...

RESUME BRIGHTLING AND SANDY

SANDY
I thought your goal was to extend life?

BRIGHTLING
An impossible dream, I'm afraid. Too many years of evolution to unravel.
(still wistful)
But -- there are always by-products of any research. We found that we couldn't turn off the aging gene - but we could *turn it up*.

RESUME POPOV AND HENRIKSEN

HENRIKSEN
The process is irreversible unless a certain vaccine is administered within the first 12 hours. Thanks in most part to you, Dmitriy, we are the only company that can produce that vaccine now.

Popov can barely contain his disgust - for them and himself.

RESUME BRIGHTLING AND SANDY

BRIGHTLING
Which is why when I heard of your miraculous results treating little Thomas, I had to check it out --

SANDY
In case we discovered the same vaccine.

BRIGHTLING
Which you hadn't so it didn't matter.

SANDY
So then what am I doing here?

BRIGHTLING
You're my insurance.

Sandy stares at him - insurance?

INT. HEREFORD - RAINBOW HEADQUARTERS

JOHN sits at his desk - stares at the phone. Behind him an entire room of intel geeks go about their never ending search for trouble. Stanley oversees them.

Ding sits three desks away, glances to John. Lisanne, Weber, Mo and Homer come in, step up to Ding. He shakes his head.

John knows what they're whispering - SCREEEEECH - he shoves his chair back, grabs his things from the desk.

DING
John?

JOHN
I can't sit here any longer. Not with her missing --

DING
You don't know if she's miss-

JOHN
It's been fourteen hours!
(keeping control)
I gotta be there.

First time we've ever seen fear in John's eyes. He gets his gear together. Ding gestures to the others --

DING
Saddle up.

JOHN
What're you doing?

DING
We're going with you to DC.

JOHN
No - this is Sandy, this is my problem.

DING
Your problem is our problem.

Every crewman nods - right. Stanley steps into the mix.

STANLEY
No -- Clark's right - this is outside of the team. Rainbow wasn't set up for domestic squabbles.

DING/JOHN
Domestic squabbles?

JOHN
She's not hiding from me, Stanley. Jesus --

John storms out. Ding starts to follow --

STANLEY
Chavez -- the team needs to be here in case of a call.

DING
The team needs to be where its leader is.

Stanley grabs Dings arm at the door --

STANLEY
We're not budgeted for this kind of operation.

Ding twists Stanley's hand backwards, slams him to the wall.

DING
So bill me.

He lets him loose and the team moves to catch up with John.

EXT. THE COMPOUND - STABLES

Popov struggles onto a horse. Henriksen watches, laughing.

HENRIKSEN
You're a natural, Dmitriy.

Popov forces a smile, can barely keep his balance.

POPOV
You get up on one --

HENRIKSEN
Oh no, I'm outta here in an hour. Got to finish a final job in Louisville. But Kirk here will ride with you--

Kirk - the guy who abducted Swan - rides a horse out of the stables. He's wearing a cowboy hat and a classic six shooter.

KIRK
(John Wayne)
Let's hit the trail, pardner!

As he passes Popov, he taps his horse on the ass. It whinnies - tears into a gallop. Popov hangs on for dear life.

Henriksen watches a beat, then heads to the AIRFIELD.

EXT. PASTURE - DAY

Popov has finally gotten the colt under control. He seems to be scanning the horizon for something. Kirk rides alongside.

KIRK
Gonna miss this for a while. But when the virus dies down they'll be a lot more places to ride a horse. Imagine trotting down 42nd in Manhattan with no assholes around. And they say the buffalo might be grazing in Central Park again.

POPOV
Where is the nearest town from here?

KIRK
Right over those hills. Brightling tried to buy the property but even he can't afford an entire town.

Popov locks his sights on the hills.

KIRK
That's where we got the first test subjects.

POPOV
Test subjects?

KIRK
They had to see how the virus affected certain people - how to get it into the body...
(MORE)

KIRK (cont'd)
how contagious it could be. You know, they infect one and that one goes back home and infects others...

POPOV
(remembering)
Like killing cockroaches.

KIRK
Exactly.

POPOV
So how do they get it into the body?

KIRK
They were using some kind of mister system in the lab. I don't really understand all that. I was just the pimp.

He laughs. Popov hates that laugh.

KIRK
Got some nice ass while it lasted.

Kirk turns and Popov simply grabs him by the neck -- that same grip lock he used on Pretty Boy.

Kirk struggles to get free - goes for his six shooter - but it's over in seconds.

Kirk slumps and falls from the horse, dead.

POPOV
One less cockroach.

He looks toward those hills - spurs his horse and rides off.

INT. JOHN AND SANDY'S HOUSE IN DC

Vehicles out front. BOOTS on pavement. Door flings open, bangs the stop.

John enters. Followed by team Rainbow.

JOHN
The police always miss something.

The five fan out into the vacant house.

Bedrooms, bathrooms, closets. Nothing. Not even a scrap of paper.

All converge back into the living room. John is the last to join them.

DING
It was worth a shot.

John finally walks out. All follow and on the door CLOSE --

The phone RINGS.

Weber leans back in, spots the phone on the floor.

It RINGS again. Now the rest of the team reenters. John pushes past - picks it up.

JOHN
Hello.
(beat)
Yeah, this is John Clark. Who's this?

VOICE
Dmitriy Popov.

EXT. DAY - SUPER -- "LEXINGTON KENTUCKY"

Homer is lying on a building ROOFTOP, rifle trained toward a BAR below. Weber lies on a rooftop across the street.

HOMER (INOT HEADSET)
We have a subject approaching.

HOMER'S SCOPE CROSSHAIRS lock on POPOV. He knows he's being watched. Makes sure his hands are in full view.

SCOPE VIEW follows Popov all the way to JOHN.

GROUND LEVEL

John and Popov stand a mere ten feet apart. It took years to get to this place, this moment. John barely contains himself.

POPOV
Would you like to do this out here?

JOHN
What I'd like to do is put a bullet through your skull.

POPOV
And yet you didn't when you had the chance.

JOHN
A decision I hope I don't regret.

POPOV
You won't after what I tell you.

JOHN
Nothing you say can bring back the men you've killed.

POPOV
Nor you.

John can't deny their similarities.

POPOV
But maybe saving the lives of five billion might get us a reprieve from Hell.

JOHN
If you've done anything to my wife I will take you there myself.

POPOV
I may be amoral but I'm not stupid.

Popov's face is completely sincere.

ON ROOF - HOMER

loses sight of John and Popov as they step inside the bar.

HOMER
They're comin' your way, Ding.

INT. BAR

DING sits in the corner of the bar, glances to Lisanne and Mo across the room.

John and Popov sit down at a booth.

POPOV
You see me as a killer as I see you as the same. But the men I just left make you and I look like God's favorite saints. This will not be easy to believe...

ON DING

as he watches Popov lay it out. At first John feigns ambivalence, then sits up. Is eventually leaning forward --

ON JOHN AND POPOV

JOHN
Where will it start?

POPOV
They didn't tell me. But when I was getting on one of their horses, this Henriksen said he was off to do a final security job --

JOHN
Horses?

POPOV
Yes, they seem to have a lot of them. It's how I got away--

JOHN
Where was the job Henriksen was doing?

POPOV
I believe... Louisville?

EXT. LOUISVILLE KENTUCKY - DAY

Ariel view coming in over rolling green hills to reveal first the famous TWIN SPIRES, the expansive GRANDSTANDS and then the full spectacle of CHURCHILL DOWNS on this, the first Saturday in May.

Part Woodstock, part family reunion - this is the 130th running of what is unanimously referred to as "The greatest two minutes in sports."

A simple 1 1/4 mile horse race that has now grown to 170,000 spectators -- 85,000 alone in the infield.

This is today's Kentucky Derby.

VARIOUS

Spectators and gamblers alike crowd through the gates. Tickets are sold -- CASH is exchanged. Bizarre HATS and mint juleps are everywhere. Kids move through the tunnel under the track to the infield.

Three hundred BOY SCOUT tents are pitched in the grass.

Club Boxes overlook the grounds. Parties inside are already in full swing. Scan the many famous faces -- actors, sports figures, politicians, dignitaries - foreign and domestic.

Find General Moore and Peter. Along with several Senators.

Keeping it all under control are the friendly employees of GLOBAL SECURITY. They're everywhere.

JOHN (V.O.)
No - do not alert their security!
Repeat, do not alert their security!

EXT./INT. LOUISVILLE STREETS - MOVING

John and the Rainbow team in a custom NAVIGATOR SUV cruising at a very high rate of speed. Checking gear - rounds of ammo - body armor. Homer sits in the back, headphones blaring.

JOHN (ON CELL)
We tip our hand and they could trigger this whole thing early. Restraint is the operative word, Stanley. Yeah, we're only 15 minutes away.
(a beat)
He is? Dammit --

DING
What is it?

JOHN
Mickey's there.

Not good.

JOHN
(turns to the back)
You sure you don't know how they're distributing the virus?

POPOV is in the back seat. Feels rather helpless.

POPOV
Like I said - he mentioned a mister.. something.

WEBER
Maybe you shouldn't have killed the guy so quick.

POPOV
Maybe I should have kept this all to myself.

WEBER
Maybe we should dump your ass out -

John quickly unlatches the side door - KICKS it open and yells into the 110 mile an hour wind --

JOHN
Who's going first?!

Weber and Popov get the idea, shut up. Satisfied, John slides the door shut. A moment of rare silence which is filled by --

HOMER
You know... the word "mister" is not only a salutation preceding a name but can also be used as a noun describing a specific object.

Huh? Homer actually has his headphones off.

WEBER
Energizer Bunny finally peeter out in that thing?

HOMER
I worked for an air conditioning company one summer and we used to install these pipes at restaurants that would cool everyone off by spraying a mist of atomized air...

Now everyone is listening, realizing --

LISANNE
Oh shit...

JOHN
Misters. The mister system.

EXT. CHURCHILL DOWNS

Spectators are crowding into the stands. Rise up to see thin PIPES running along all the walls. Pipes with thousands of holes in them. The "misters."

One runs right over the General's area. Peter's CELL PHONE RINGS. He flips it open -

PETER
General Moore. No, this is his assistant, Peter.

Peter listens, looks up and locates the pipes running right overhead.

PETER
Yes, I see several of those pipes. No, they're not misting anything out right now. Why?

INTERCUT WITH JOHN

JOHN
Get the General out of there.

PETER
Why?

JOHN
Peter - just do it.

PETER
He's waited all year for this race.

JOHN
Goddamit you little snot nose shit - get your ass in gear and get him the fuck out of that stadium!!

PETER
Yes, sir-- sorry, sir--

Peter hangs up, runs toward the General.

John hangs up, looks toward Lisanne on her radio SCANNER.

JOHN
Anything yet on Sandy?

Lisanne shakes her head. John grinds his teeth.

INT. THE COMPOUND - BEDROOM

Sandy tries to find another way out but like every room here, it's hermetically sealed. She stares at the large paned window, spots THOMAS below in his wheelchair. He's sitting by that concrete river that feeds the huge generator.

SANDY
(banging window)
Thomas!!

The river's noise must be drowning her out.

Sandy grabs a chair - swings it against the window. THUD -- Double pane plexiglass just flutters from the impact.

She tries it again -- THUD --

INTERCUT WITH THOMAS

He hears a faint tapping noise behind him. He starts to turn--

-- SANDY is YELLING, waving her arms but when --

-- THOMAS stares up at the building we now see it's MIRRORED GLASS. Only that incredible sky is seen in the windows. And a faint voice in the wind.

He turns back and wheels further along the river and --

-- SANDY slumps onto the floor - shit.

THOMAS looks back at the building - makes a mental note.

EXT. CHURCHILL DOWNS

Towering TOTE BOARD has two large digital readouts. One shows the TIME TO POST and is at 11:25.

The other one shows - TOTAL WAGED - 97 MILLION and climbing.

20 THOROUGHBREDS are brought out of their stalls to stretch.

CROWD has grown to a full 170,000 strong.

Center on the MISTER PIPES. They snake absolutely everywhere.

Follow one branch that leads right over the --

BETTING WINDOWS

where thousands of BILLS are pouring in. Wagering tickets are handed back. Behind those windows is more PAPER MONEY then we've ever seen in one place.

A man walks away, hands CASH to his kids and they run under a MISTER PIPE, up stairs to a HOT DOG stand, pass the CASH to the vendor. He hands them back SMALLER BILLS.

They run outside, pass under another MISTER PIPE, stop to get a BALLOON. The small BILLS are exchanged for three balloons. One gets away, floats up past a higher row of MISTER PIPES.

There's no escaping them.

EXT. NAVIGATOR SUV

Roars past at 110 mph, heads toward those Twin Spires jutting up over the next hill.

EXT. CHURCHILL DOWNS - CONTINUOUS

HORSES are being led around the track as "My Old Kentucky Home" blares over the loud speakers.

TIME TO POST is down to 9:23. TOTAL WAGED is at 101 million and still rising.

CROWD is settling into their race positions under the misters.

PETER leads General Moore and several Senators down toward the main gate.

Global Security patrol the area - take note of the high ranking officials heading out.

GLOBAL GUARD
Race is just about to start, men.

Peter turns - is a terrible liar.

PETER
The General isn't feeling well.

GLOBAL GUARD
And the Senators too? What is it, some kind of virus?

PETER
Actually, now that you mention it - there might be something in the mister pipes.

The Guard perks up - stares at them with concern.

GLOBAL GUARD
Well maybe I should notify someone about that...

He lifts his walkie when -- WHOOOFFFFT --

Bullet rips through the walkie - flings it from his hand. The Guard spins - pulls his weapon and Ding comes out of the shadows - puts a choke hold on the Guard until he passes out.

John steps out, then the others.

GENERAL MOORE
What the hell is going on?

JOHN
A lethal virus is being released here today, Mickey.

GENERAL MOORE
By who?

Popov is the last to arrive.

POPOV
David Brightling.

GENERAL MOORE
Dmitriy Popov-- John?!

JOHN
He's the one who tipped us. Look, General, I need you to contact the local police - get as many officers over here as you can ASAP. We've got to get to the water pumps.

John looks up at the pipes running overhead.

JOHN
Let's break into pairs - call in when you find the source.

The crew splits off leaving Popov behind with a very perplexed General Moore. Peter hands him his cell phone. Awkward silence as he waits for the police to pick up.

POPOV
So who's your money on?

The double meaning comes through loud and clear.

TIME TO POST is at 5:23... 5:22... 5:21...

HORSES are walking around the home stretch --

DING AND HOMER follow one line of mister pipe.

WEBER AND MO follow another, working together at last.

JOHN AND LISANNE race along under their pipe as it bends around behind the grandstands.

TIME TO POST is now at 4:46.. 4:35... 4:34...

BETTING WINDOWS are crammed as last minute bets are made. More CASH changing hands.

EXT. BEHIND GRANDSTANDS

JOHN and LISANNE follow their mister pipeline up stairs and along a second level. It leads along the back.

Global Security men are guarding a line of BRINKS TRUCKS at the rear of the building.

John and Lisanne go stealth, crouch low as they continue unseen behind the walkway's waist high guard rail. John peers over and we spot HENRIKSEN down in the mix - standing near the only Brinks Truck that has "GLOBAL SECURITY" stenciled on it.

John and Lisanne make it past the Guards - head back down stairs to ground level. They spot WEBER and MO coming from the opposite direction. The pipeline they were following is converging at the same place -

-- A small BRICK PUMP HOUSE with a locked steal door.

Lisanne aims her gun at the lock but John stops her.

JOHN
That's two inch steel. You'll just shoot yourself in the crotch.
(turns)
Mo?

Mo rushes up with his bag -

JOHN
A whisper.

MO
Always.

Mo slaps a small plastic charge on. Everyone backs off -- thud -- lock is blown quietly but the door is still lodged.

Homer and Ding catch up to the action now and all put their weight on the pump house door - push it open. They rush inside where they're stunned to find--

-- a pump that is dismantled. The pipes aren't even attached anymore.

DING
It's not even hooked up. John, the misters aren't even --

JOHN
I'm standing right here, Ding.

They step out of the building, totally confused now.

LISANNE
Maybe Popov is making this shit up.

JOHN
He wouldn't turn himself in --

John is walking fast now - heading back toward the track.

JOHN
They're using another way.

DING
But how... what?

TIME TO POST is at 3:03...3:02... 3:01... 3:00...

EXT. NEAR FRONT OF GRANDSTANDS

John runs out, stops -- looks out over the massive crowd.

LISANNE
Maybe they're going to use a plane?
Dropping it out?

A BOY and his DAD walk past, stop at a nearby CORN DOG Vendor.

WEBER
They'd have to fly pretty damn low to
be effective in this wind.

DING
What other way besides breathing can
you get a virus into the bloodstream?

The Dad gestures his son to give the Vendor the MONEY.

LISANNE
Through the skin. Injection.
Contact.

Vender hands back the change to the Boy - one WORN DOLLAR.

DING
Yeah, but they'd need something that
everyone would come in contact with.

All try and think as the Boy looks at the dollar.

BOY
Look, Daddy, someone wrote on this. They wrote their name on President Washington.

John's ear perk up. The Dad starts to look at the bill when--

-- JOHN snatches it from his hand.

DAD
Hey!

John stares at the dollar - sees " MAYA RICHARDS" written in ink across Washington's face - and he remembers --

JOHN
Charlie Gilroy...

DAD
That's my son's dollar!

Ding stuffs a twenty into the Dad's hand.

DING
John?

JOHN
(repeating Charlie)
The average bill passes through 4000 hands before wearing out...

John stares out, sees what was right there - CASH changing hands. Food vendors. Kids. Gamblers. <u>It's everywhere</u>.

JOHN
It's the money. It's the fucking money.

DING
What?

JOHN
Something that everyone comes in contact with-- That's why they stole the smaller bills --they're distributing the virus with CASH!

LISANNE
Oh God - that would work --

JOHN
Especially here.

All stare up at the TOTAL WAGED amount - it's now at 110,348,028 dollars.

DING
We've got to stop the payout.

Come in on John - to those eyes as he remembers the image --

JOHN
The trucks.

EXT. BACK OF GRANDSTANDS

There they are - the Brinks Trucks parked at the back entrance - the Global Security one at the center of the pack.

Henriksen stands nearby, watches as the truck's bulletproof doors are swung open, revealing a five foot high column of PLASTIC WRAPPED CASH. One, fives, tens --

EXT. GRANDSTANDS - FRONT AREA

John rushes through the thickening crowd, his team close on his heels. TIME TO POST -- 1:20.. 1:19.. 1:18..

DING
Out of the way!

EXT. CLOSE ON -- PALLET OF CASH

as it's lowered onto the tailgate of the truck, shoved onto a rolling cart. The plastic wrap glows YELLOW in the waning sunlight.

HENRIKSEN
This one is for windows 1 to 40.

The track personnel push the cart into motion, and under maximum guard, FIVE MILLION DOLLARS OF LETHAL CURRENCY heads toward the grandstand back entrance.

TIME TO POST -- 1:02.. 1:01.. 1:00...

HORSES led into the starting gates --

INT. GRANDSTAND - VAULT AREA

The pallet of diseased cash slowly rolls into the heavily guarded VAULT AREA as --

JOHN and the TEAM race past the crowd, move quickly alongside the back of the Grandstands --

JOHN
It'll be the truck in the center -- chamber your rounds now -- this has to go down with precision --

Everyone is loading clips - getting prepped for battle -- Homer punches buttons on his IPOD to the perfect song --

HORSES in the gates - one slamming and bucking violently --

TIME TO POST -- .. 20.. 19.. 18...

EXT. BACK OF GRANDSTANDS - CONTINUOUS

JOHN and the team pull up, peer around a corner at the Brinks Trucks. John seems confused.

The Global Security Brinks Truck is gone.

JOHN
Goddamit -- it's already unloaded.

WEBER
Money is in play.

JOHN
We've got to stop the cash from getting to the windows --

Homer's blasted by the start of a hip hop modified version of one of Zeppelin's biggest hits --

... 3.. 2.. 1... --BETTING WINDOWS SLAM SHUT --

BELL RINGS --

ANNOUNCER (OVER PA)
AND THEY'RE OFF!!!

JOHN
Now!

What's termed "The Most Exciting Two minutes in Sports" has officially began. HORSES break from the gates as--

-- John breaks for the rear entrance. It's a ballsy move that the others must now follow --

Homer grabs Ding's arm - not yet. A beat later and BULLETS from the Guards' weapons RIP CHUNKS in the wall -- right where Ding and crew would have been -- close.

HOMER
(feeling the beat)
Now --

Ding, Lisanne and Mo break for the doors as Homer and Weber lift their M-81's - start picking off Guards right in time with *Zeppelin.*

HORSES ROUND THE FIRST TURN

INT. GRANDSTAND -- VAULT AREA

John takes out two Guards in his way - blows through the corridor of Guarded checkpoints. He spots a rolling pallet of CASH way ahead. BULLETS whiz past him -- spins to see a Guard being taken out by Ding and Lisanne coming up on the rear --

DING
Go - we got you covered!

Guards attack from behind -- Ding, Lisanne and Mo exchange major gunfire as --

-- John charges for the pallet. He breaks from the corridor into a larger room and spots TEN pallets of CASH all making their way to a BANK OF ELEVATORS at the front of the building.

Which one is it? Before he can find out - BLAM - BULLET rips through his arm, slams him against the nearest pallet of cash.

HORSES GOING INTO THE BACK STRETCH

JOHN centers on Henriksen with a gun. John's is out of reach.

HENRIKSEN
Popov was wrong - you're not that smart.

JOHN
Smart enough to know that money will never make it to the windows--

HENRIKSEN
Even your bluffs have no bite.

Henriksen unconsciously glances to the front as the doors of an elevator close on that yellow tinted pallet of cash.

John now knows where it is -- uses the moment and rips his hands into the pallet of cash behind him -- THROWS a wad of cash in Henriksen's face. Henriksen fires - misses -

INTERCUT - PALLET OF DISEASED CASH

As it rides in the elevator with a nice Musak accompaniment --

-- JOHN runs a beat faster then Henriksen's aim. BULLETS rip into column after column of cash -- money is everywhere --

-- ELEVATOR DOORS open and the pallet of diseased cash is pushed out, heads toward the BETTING WINDOWS --

-- HENRIKSEN squints through the rain of cash - loses sight of John for a beat - fires and wounds one of his own men. John comes up over a column - tackles Henriksen to the floor.

Gun goes flying -- Henriksen PUNCHES John's arm wound -- pain rocks him back and Henriksen breaks free, starts running toward an opened elevator --

John takes chase, DIVES just as the DOORS CLOSE --

-- HORSES HEADING TOWARD THE FINAL TURN --

-- GENERAL MOORE leading an army of UNIFORMED COPS.

INT. ELEVATOR

Henriksen is trapped with John Clark. Intense.

JOHN
Which floor?

HENRIKSEN
Fuck you.

John smashes his elbow against Henriksen's jaw - grabs him by the neck and pile drives his face against the door. John positions Henriksen in front of the floor BUTTONS.

JOHN
Which floor?

HENRIKSEN
You kill me and she's as good as dead!

John pauses - his line has just been crossed.

INTERCUT WITH --

-- TELLERS at windows 1 - 40 stand aside as the diseased money is rolled past. Individually wrapped bricks of cash are distributed to each station--

JOHN's muscles tense in stark relief. Hands shake with surging adrenaline. John has shifted into darkness.

JOHN
... Brightling has Sandy....

Henriksen doesn't get the full nod off when John loses it -- slams the security man against the door - the walls - the floor - but John's rage is just starting.

John flings off the PHONE PANEL - rips cables out - SPARKS fly - elevator CHUGS -- lights STROBE and Henriksen's neck is looped by a noose of phone cable - pulled TIGHT. No man has regretted a threat more than Henriksen at this moment. He is seconds from death and John couldn't care less.

HENRIKSEN
(choking)
... six... six..

Somewhere inside humanity creeps in and John lets loose the cable, giving Henriksen slack - air - letting him live. Henriksen collapses to the floor, months of rehab await.

HORSES BREAKING FOR THE FINISH LINE --

TELLERS turn back to their stations. One picks up an Exacto Blade, centers on the yellow plastic wrapped brick of 5's. --

HORSES CROSS THE FINISH LINE - we have a winner --

KNIFE BLADE edges against the plastic --

CROWD CONVERGING on the betting windows.

GUN JUTS IN - inches from the Teller's head and like a set of dominos falling in unison - all tellers at windows one to 40 are quickly frozen by the sight of 40 UNIFORMED COPS.

Last man in line is John - his gun held firmly.

JOHN
Sorry - no payout today.

He glances to General Moore - good job.

EXT. BACK OF GRANDSTAND - LATER

Mass chaos as the Rainbow team rushes out toward a jet military TROOP CHOPPER hovering to land. General Moore does his best to keep up with Rainbow Six. John leads the way, now on autopilot.

DING
Popov stole eight different currencies for Brightling. This was only the first strike --

GENERAL MOORE
The compound's forty minutes from here. I can send in an interccept unit from Langley--

JOHN
(spinning around)
No! Someone screws that up and Sandy dies. That's not going to happen --

GENERAL MOORE
I can't put the world in one man's hands, John--

JOHN
You're not, Mickey - there are <u>six</u> of us. Remember?

John gestures his team and for the first time - he means it.

GENERAL MOORE
I hope my goddamn instincts were right --

Chopperlands and the door's slide open. All climb aboard. John suddenly stops, turns and locks on--

-- Popov, standing in the crowd. No one is watching him.

Popov locks on John and the two share a look. John could yell - Popov could run. But they just stand there a beat. Mutual respect. Maybe even a nod. John finally turns without a word and climbs aboard the chopper.

He looks out as Popov disappears into a crowd of 170,000.

INT. BRIGHTLING COMPOUND - EVENING

Those same stacks of cash that Popov stole from Spain are now reloaded onto another truck. Doors are shut and the truck pulls out from the parking garage, heads for --

-- the CARGO PLANES on Brightling's private runway.

INT. BRIGHTLING'S OFFICE - EVENING

The derby wrap up is on his large screen monitor. Dr. Archer and Dr. Wolf are in the doorway.

DR. WOLF
Still no word from Henriksen?

BRIGHTLING
Doesn't matter. We're proceeding on all fronts.

DR. ARCHER
So we should dispose of all remaining test subjects?

BRIGHTLING
Yes.

DR. ARCHER
And the Clark woman?

Brightling thinks about it. Gut twitches.

EXT. KENTUCKY LANDSCAPE - DUSK

A jet troop chopper rips across the darkening sky.

INT. TROOP CHOPPER

General Moore barks into a two way mic.

GENERAL MOORE (INTO MIC)
I want the Sac 41st in the air -- All of them, goddamit! On my signal engagement will be mandatory. But Captain - if you have to take one of his cargo planes down - make sure you do it with a napalm SAM - nothing can survive, not even a fingernail, understood?

General clips the mic up, centers on John.

GENERAL MOORE
It's a good thing you didn't kill Popov.

John sits off alone, patches his own BULLET WOUND. He nods but his mind is obviously somewhere else.

INT. THE COMPOUND - SANDY'S ROOM - NIGHT

Sandy paper clips the door lock but is getting nowhere fast. She tries again and the clips fall out.

She reaches down and the door UNLATCHES. What?

Sandy pulls it open - sees THOMAS right outside the door.

THOMAS
I knew I heard your voice.

INT. JET TROOP CHOPPER - MOVING

Ding and the others look up, see John standing over the high tech gear. They know what that pain is in his eyes --

JOHN
So this stuff is the best, huh?

DING
This year's models.

John examines the pieces - The rifle with underwater vents - the form fitting suit...

JOHN
Show me how to use it. All of it.

EXT. COMPOUND

Several of Brightling's fleet of jet Cargo Planes are now loaded. One taxies into position.

INT. THE COMPOUND

Elevator door opens and a beat later Sandy looks out. So slow the door closes against the chair- BAM -- reopens.

A Tech looks her way - just misses them. He moves on. Sandy turns back to Thomas.

SANDY
Stay in here - keep the elevator door on MANUAL CLOSE -- okay?

THOMAS
But Sandy --

She pushes CLOSE and rushes out. The doors seal him in.

Dr. Archer comes around a corner. Sandy backsteps into -

ANOTHER ROOM

Sandy turns and we see she's in the NARROW CONTROL ROOM.

She walks through the long room, notes the WINDOWS on the walls - those windows that look into the hospital rooms.

Empty room after empty room -- clipboards affixed below each. NAMES and AGES blur past her. Someone's at the far door.

Sandy stops, holds -- holds her breath. In the window right behind her a FIGURE RISES - BANGS the glass --

Sandy jumps, spins - almost screams when she comes face to face with a woman who looks to be close to 100. Features are lost in a mess of tangled skin but there's no mistaking those SWAN EARRINGS.

It's sad and pathetic, the fate of the world seen in one face.

BRIGHTLING
Someone had to take the initiative, Sandy.

Sandy centers on Brightling at the end of the narrow room.

BRIGHTLING
Someone with enough guts to do the right thing. For the world.

Sandy steps back.

BRIGHTLING
I'm not a monster. I'm just trying to even the scale - give mother nature a fighting chance again.

Sandy sees him look past her - spins and spots Dr. Wolf and Dr. Archer stepping in from the opposite end door.

BRIGHTLING
There's still a chance for you, Sandy-

Sandy is like a trapped tiger - smack in the middle of two converging threats.

BRIGHTLING
If you think you could be part of a new society. All you have to do is see the light.

SANDY
Fuck off.

Brightling's demeanor turns sour when the POWER PULSES - several times -- Emergency lights flicker on, then off.

The Doctors exchange a worried look.

Sandy takes the cue - grabs a medic table and SMASHES it through one of the one way mirror windows.

The Doctors rush her as Sandy pulls herself through the opening, cutting herself in the process.

She races to the opened hospital room door -- rushes out.

EXT. THE COMPOUND

Spots light are dark. Patrolling Guards now don infrared goggles, scan the grounds.

Something ripples across their field of view -- comes out of nowhere - GUTS a Guard in one swift move. It's JOHN in the stealth suit. He pulls the knife out with no emotion.

Ding appears behind him. Like a super hero tag team.

INT. THE COMPOUND

Sandy is running, turns a corner and is grabbed by Brightling.

BRIGHTLING
It's time to earn your keep.

She struggles as he drags her out toward a back exit.

A SECOND JET CARGO PLANE

accelerates down the runway as Brightling exits the compound with Sandy in tow.

A beat later and something RIPS past from above - hits the runway and blows a TON of pavement skyward. Cargo plane lifts off just before plunging into the new crater.

Seconds later several F-18's ROAR past -- dip in low, rattle the windows of the compound. One goes after the plane that just went airborne.

Sandy smiles - but it only pisses Brightling off. He jerks her back toward the entrance and there's JOHN standing in the door - blocking the way.

SANDY
John!

Brightling pulls Sandy backwards across a concrete platform, using her as a shield --

Ding, Homer, Lisanne and Weber are now trained on Brightling.

Brightling backs onto the platform - the one right next to the man made river that feeds the huge generator.

He knows he's not going anywhere. But he's right on the edge.

BRIGHTLING
Congratulations - you just condemned mankind. You look at yourselves as heroes but you're really executioners. You took away the one chance our species had to survive - by saving the planet and living in harmony with nature. This Project was our last hope.

He edges closer to the drop off. John is pained by his wound - pull his gun behind his back.

JOHN
Let her go, Brightling.

BRIGHTLING
Why? She's going to die anyway.

That doesn't sound promising.

JOHN
We're all gonna die sometime.

BRIGHTLING
Unfortunately not quick enough.

A cargo plane EXPLODES a mile away in the sky -- causes Brightling to flinch.

John makes his move -- whips out his gun - fires. Bullet slams into Brightling's shoulder. Brightling spins around - letting go of Sandy but knocking her back -- she loses her balance - goes over the side.

JOHN
Sandy!

John rushes to the edge - looks over and sees Sandy has dropped into the rushing stream - is quickly being pulled right toward the steaming VENTS of the generator.

John turns - locks on that rifle in Homer's hands - the one with the vents --

He grabs it - runs breakneck and LEAPS into the RIVER --

WEBER
What the fuck --

UNDERWATER

John slams into view - immediately rights himself and points the rifle the other way and HOLDS THE TRIGGER DOWN --

High velocity shells SPEW from the nozzle - start PROPELLING JOHN faster and faster toward --

-- Sandy - fighting helplessly against the torrential current.

LISANNE
Oh my god...

The team rushes down the platform, barely able to keep pace with John in the water --

The VENTS are right there -- ready to swallow the life out of Sandy --

JOHN is almost there and the CLIP RUNS OUT --

But his momentum keeps him going and he GRABS Sandy right at the mouth of the generator. Both are pulled in now and John swings the machine gun sideways and it slams against the vent edges - stops them from going in.

The Rainbow team makes a chain - grabs the two and pulls them onto the concrete facing.

John hugs his wife hard, looks back at his team. Everyone of them gets a nod from John. He's grateful and very proud of his men.

JOHN
Thanks...

Rainbow Six is a single unit now.

DING
So what do we do about him?

Brightling is secure in the clutches of Homer. Wounded but very much alive.

BRIGHTLING
You can't do anything to me. I'm just a figurehead - I had no idea what was going on. After my very well paid lawyers get done, you'll be the ones that need defending.

JOHN
You know, as sick as it sounds - he may be right.

DING
Well we can't just let him go free.

JOHN
Yes we can.

Ding is confused until he sees that thin smile on John.

EXT. A DENSE UNRESTRAINED JUNGLE - DAY

Everything is alive here. Crawling, burrowing, slithering. Mother nature at her best.

Over the sounds of life comes a THUMPING louder then any bird. Trees and brush sway in the wake of an unseen wind--

THUMPING gets louder and a BLACK HAWK chopper fills the frame as it lowers to the jungle floor.

Rotors never slow as a door opens and someone is pushed out.

CLOSE ON DOOR

John and Ding stare out --

JOHN
You wanted to live in harmony with nature?

David Brightling has just been pushed outside - stark naked.

JOHN
Now's your chance.

Ding gives him his patented grin. Throttle is gunned and the chopper starts to rise.

Brightling stands there, no protection - no supplies - nothing. He watches the only piece of civilization float away. The sounds of the JUNGLE fade in louder and louder as the machine rises higher. Life is everywhere and judging by the DEEP GROWLS, Brightling is about to meet some of it. He spins and we lock on his PETRIFIED FACE.

POV - FROM THE BLACK HAWK

We rise higher, revealing more and more the endless jungle that is already swallowing David Brightling.

INT. BRITISH AIRLINES 777 - DAY

Rainbow team flying home commercially. See Homer with headphones on, tapping to a silent beat. Weber and Mo sitting together, arguing what's kosher and halaal. Two seats up Lisanne has her laptop open - playing Miss Pac Man.

Come to rest on John and Sandy, John by the window. Both are naturally quiet after all they've been through.

John reaches over, rests a hand on her lap. When he moves it aside - he's left one of those silver BABY CHARMS on her flat belly. Sandy gives him a look.

SANDY
Are you sure?

She takes his large hand in hers, turns it and we see the callouses, the scars of a sorted history.

JOHN
We'll start as soon as we get home.

SANDY
Why wait?

She gestures the VACANT restroom. John chuckles.

SANDY
It is kinda scary, though, bringing a child into a world where Brightlings exist.

JOHN
Well that's where we come in, ma'am.

She grins, leans her head against his shoulder - feels safe for the moment. John stares out the window. 7 miles up - 3 hours from any land --

SANDY
But, John, you can't protect us from everything.

And he sees it - stretched out below like a smothering blanket -- The BROWN SLICK.

JOHN
You're right... not everything.

FADE OUT: