

"M.A.S.K."

by

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FADE IN:

EXT. CITYSCAPE - DAY

Sun cuts through skyscrapers.

SIRENS echo against broken concrete and crumbling steel; smoke rising into the air.

Pedestrians SCREAM, scattering in different directions.

Glass shatters from the skyscraper above them.

INT. SKYSCRAPER - DAY

MAN #1 wears a red and gray uniform as he darts through broken offices; a strange helmet covering his face. He ducks as a red energy blast strikes the wall behind him. He turns.

MAN #1  
Spectrum fire!

His visor glows; yellow energy spraying from his mask.

The building trembles, throwing him off balance. He stumbles into a nearby table, rolling over the wood surface as another red blast flashes behind him.

He quickly stands, turning to the source of the blast.

MAN #1  
Spectrum...

Red energy strikes his helmet, knocking him to the floor.

He scrambles for the nearby hallway; another red stream striking him in the side as he sprints.

INT. HALLWAY - DAY

The man stumbles around the corner as the building shakes, ripping the mask from his face.

SERGEANT MATT TRAKKER, 34, breathes heavily as a trail of blood snakes down his handsome, chiseled face. He looks like a soldier; someone you would follow without question.

He drops his helmet to the floor; an acidic substance burning through his broken mask.

He winces, clutching his side where he was struck. He pulls

his hand away, revealing a burned hole in his uniform.

Blood stains his glove.

MAN #2 (O.S.)

Trakker!

The words echo through the narrow corridor; Matt slowly glancing around the corner.

A stocky MAN #2 wearing a dark blue uniform steps into the hallway; the visor of his helmet glowing red.

Matt quickly retracts.

MAN #2

Let's finish what we started!

An energy blast suddenly strikes the corner close to Matt; the acid disintegrating the wall.

Matt quickly moves away, ducking into a nearby office.

The man slowly steps down the hallway; glass crunching beneath his feet.

MAN #2

You wanted a war?

He quickly turns the corner, firing his mask. Acid burns the floor where Matt stood.

He steps down the corridor, glancing in all directions.

MAN #2

I gave you one.

Matt lunges from the side office, quickly twisting the man's helmet toward the ceiling.

An energy blast rockets from his mask.

Debris topples onto them as they fight; Matt kicking the man against the wall.

The man quickly fires his mask, striking Matt in the leg. Matt topples to the floor.

He winces, eyes darting to his leg; the acid slowly burning through his suit.

The man stands above him, shoving his foot into Matt's chest; pinning him to the floor.

The visor of his mask glows red.

Matt's eyes widen.

EXT. JUNGLE - NIGHT

Wind rustles through tall trees; rain plummeting into the dense foliage below.

Two Bell UH-1 Iroquois helicopters rocket overhead; wind from the rotor blades pressing against the jungle.

SUPER: "NORTH VIETNAM, 1974."

INT. HELICOPTER - NIGHT

"REBEL REBEL" by David Bowie blares through the cabin, drowning out laughter from several soldiers.

A 24-year-old Matt sits near the front; a small smile pulling at the corner of his mouth as he stares at a small picture of a woman and small boy.

Matt's brother, ANDY TRAKKER, 20, sits next to him. His massive eyes and boyish grin suggest he is instantly friends with everyone.

ANDY

So what do you think, Matt?

Matt quickly tucks the picture into his fatigues.

MATT

I'm sorry, but it's just not my kind of music.

ANDY

(pointing at Matt)

That's right. He prefers Carly Simon.

Everyone laughs.

MATT

What's this guy's name again?

ANDY

David Bowie.

DUSTY HAYES, 22, sits near the back; a large grin stretched across his baby face. There is a certain charm about him; a thick, Southern accent rolling from his tongue.

DUSTY

I could go for some Gordon Lightfoot right about now.

GLORIA BAKER, 22, sits next to him. Despite her short-cropped hair, she is still breathtakingly beautiful. Something about her eyes suggests she doesn't take crap from anyone.

GLORIA

Which song?

Dusty glances to the window briefly.

DUSTY

"Sundown."

GLORIA

(nodding)

Good one.

Matt glances over his shoulder toward the cockpit.

MATT

How much longer?

BRAD TURNER, 23, rolls a piece of gum between his teeth, scanning the horizon. He is handsome, but he is the kind of guy who knows it and wears his confidence on his sleeve. Nothing seems to make him nervous.

BRAD

About five minutes.

DUSTY

Brad, you're the musician. Who's your pick?

Brad smiles.

BRAD

John Lennon. Hands down.

GLORIA

Why are they sending us out here in the middle of the night, Matt? Why not wait until morning?

MATT

It's been more than 36 hours since 20 infantry from the 5th Battalion were captured by Vietcong outside of Kontum.

He retrieves a crinkled map from his uniform.

MATT

Mackinnon has been in contact with Saddler directly and he wants the situation resolved immediately.

ANDY

(smiling)

So why doesn't he come out here and rescue them himself?

Everyone laughs.

Matt hands the crinkled map to Gloria, Dusty glancing over her shoulder.

MATT

Intelligence thinks they've moved them to a military camp 17 miles west of Pleiku.

A quizzical look crosses Gloria's face.

GLORIA

Thinks?

MATT

We're going to touch down two clicks from that area and work our way in.

Gloria hands the map to Dusty.

GLORIA

We're taking a huge risk flying over this area at night.

BRAD

Yeah, the Vietcong have taken down four birds in the last two weeks.

Dusty turns the map in his hands, eyes narrowing.

DUSTY

This isn't the best idea. I don't care

who made the order.

MATT

Just five more weeks people and we're home free. We keep our heads down, we do what we're told, and we'll make it out of here.

Dusty smiles, glancing at Gloria.

DUSTY

What do you say, Gloria? Drinks when we get home?

Brad chuckles into the headset.

BRAD

You've been trying to get her to go out with you ever since we were deployed.

Everyone laughs.

Gloria's face turns red.

GLORIA

If we make it out of this country alive, Dusty...

A small smile crosses her face.

GLORIA

...drinks are on me.

BRAD

It's time!

Matt quickly scans the cabin.

MATT

Suit up, marines!

Everyone grips their assault rifle, turning it over in their hands.

EXT. CLEARING - NIGHT

The helicopters quickly descend; barely hovering over the tall grass. Soldiers pile into the small clearing; rifles raised as they move into the jungle.

Dusty, Gloria, and Andy exit the helicopter; rifles raised as they follow.

INT. HELICOPTER - NIGHT

Matt pulls the mic of his headset close to his mouth.

MATT

Extraction in exactly one hour.

Brad glances over his shoulder, giving Matt a thumbs up.

Matt nods, tossing the headset into the seat before exiting the helicopter into the tall grass.

EXT. CLEARING - NIGHT

Matt sprints for the jungle as the helicopters ascend; disappearing into the rain.

EXT. SMALL VILLAGE - NIGHT

Several Vietcong wander through the area; rifles clenched in their hands as farm animals scatter in different directions.

An eerie silence echoes through the camp.

Matt and the other soldiers sit in the thick foliage on the outskirts of camp, scanning the area.

Matt motions for the group to split. The soldiers nod, moving in opposite directions.

Matt quietly dispatches one Vietcong, pulling him into the jungle.

Dusty sneaks behind another soldier, covering his mouth as he stabs him in the back.

Gloria carefully aims her rifle at a guard standing on a small tower. She nods at another soldier aiming at a different tower.

Gloria counts down with her fingers, both of them firing at the same time.

The guards drop, a small smile pulling at the corner of Gloria's mouth.



One of the guard's rifles tumbles from the tower, crashing to the ground.

Another guard rushes to the base of the tower, glancing above him.

He YELLS as he scans the nearby jungle; eyes widening as he notices Gloria.

Gloria kills him before he can raise his rifle.

Bullets tear through the jungle, soldiers diving for cover.

MATT  
Move! Move!

Matt stands, dropping several Vietcong as the others maneuver through nearby huts; killing soldiers as they move.

INT. SMALL HUT - NIGHT

Dusty kicks the door open, dropping two guards standing across the room.

Radio equipment sits on a small table against the wall; another door standing behind the fallen guards.

He cautiously opens the door, shielding his nose.

INT. STORAGE ROOM - NIGHT

Flies swirl around Dusty as he glances around the small storage. Several bodies covered in tattered American uniforms are spread across the floor. He dry heaves, closing the door.

INT. SMALL HUT - NIGHT

Dusty is moving to the exit when the radio on the table scrambles to life. He snatches the headset, pressing it to his ear as someone YELLS IN VIETNAMESE on the other end.

INT. LARGE HUT - NIGHT

Matt quickly enters, assault rifle cradled in his shoulder as he drops two guards; their bodies crashing to the floor. An elderly man stands from a long table; several scientific instruments scattered across the surface.

MATT  
(pointing the rifle)  
Get on the ground!

The elderly man does not move.

MATT

I said get on the ground!

The man goes to slowly kneel, but suddenly reaches for a handgun resting on the table.

Matt fires, dropping him.

He quickly shoulders his rifle, glancing around the room.

He pulls his backpack from his shoulders, dropping it to the floor as he snatches several papers from the table.

Andy and Gloria enter, rifles raised as they scan the room. A quizzical look crosses their faces as they watch Matt stuff documents into his backpack.

ANDY

Where are the prisoners, Matt?

MATT

(not looking at Andy)

We're not here for the prisoners.

GLORIA

What?

Dusty enters, shouldering his firearm.

DUSTY

They're all dead.

GLORIA

Where are they?!

Dusty shakes his head, pointing over his shoulder.

DUSTY

They're bodies are piled in another shack...and it looks like they've been dead for a while.

Gloria starts to move past Dusty.

GLORIA

I need to...

Dusty catches her arm, shaking his head.

DUSTY

You don't want to see. Trust me.

Gloria rips her arm away, fire burning in her eyes as she glances back at Matt.

GLORIA

Then what the hell are we doing here?!

Matt quickly moves to a small trunk located near the back of the room, tossing it open.

The container is filled with black rocks of varying sizes; their glass-like surface reflecting moonlight penetrating the nearby window.

MATT

We need to take as many of these as we can.

Andy quickly moves to his side, shoving several rocks into Matt's backpack.

GLORIA

We risked our lives to come out here for some stupid rocks?!

Matt's eyes dart over his shoulder to Gloria.

MATT

We came out here because our commanding officer gave us an order!

Dusty steps past Gloria, eyes locked on Matt.

DUSTY

We don't have time to argue about this. They're coming for us.

MATT

How much time do we have?

DUSTY

I'd say we have a 10 minute head start. Maybe.

He points to the stuffed backpack.

DUSTY

And now you'll be carrying a bunch of  
rocks, so we need to move.

Matt nods, closing the backpack. He struggles as he lifts it  
onto his shoulders, turning to the rest of the group.

MATT

Round up everyone. We're leaving.

EXT. JUNGLE - NIGHT

Dusty, Gloria, Andy, Matt, and several soldiers quickly  
maneuver through the thick foliage; Matt struggling as he  
climbs over a broken tree trunk.

ANDY

How much further?!

DUSTY

(not looking at Andy)  
We should be almost...

GUNFIRE suddenly rockets through the trees.

A soldier running next to Dusty drops.

DUSTY

Everyone down!

They hit the ground; dirt kicking into the air from the  
barrage of GUNFIRE.

MATT

Stay down! Stay down!

ANDY

Where is it coming from?!

GLORIA

(pointing)  
Northwest!

Dusty pulls his rifle close to his chest.

DUSTY

Get ready to move!

Gloria's eyes widen.

GLORIA

Dusty...

Dusty quickly stands, firing into the thick jungle; bullets spraying in all directions.

DUSTY

Move! Move! Move!

Gloria, Andy, and Matt stand, sprinting from the attack. Dusty turns, running after them. Two more soldiers are shot in the back as they sprint, tumbling to the ground.

Dusty turns, reaching for one of the fallen soldiers as bullets ricochet off the ground around him.

He backs away, sprinting after the rest of the group.

EXT. CLEARING - NIGHT

Two helicopters quickly descend; grass spraying in different directions.

Matt exits the jungle, turning as he fires his rifle.

MATT

Move!

Bullets slingshot around Gloria, Andy, and a couple soldiers as they sprint for the helicopters.

INT. HELICOPTER - NIGHT

Brad's gaze darts over his shoulder to a soldier sitting near the backdoor.

BRAD

Give 'em some cover!

The soldier pulls back the lever on the gatling gun attached to the side of the helicopter.

EXT. CLEARING - NIGHT

Matt's eyes widen as he notices the gatling gun.

MATT

Everybody down!

Everyone drops as bullets sail overhead; nearby trees splintering into pieces.

EXT. JUNGLE - NIGHT

Dusty quickly takes cover behind a dirt mound as GUNFIRE annihilates the trees around him.

Several Vietcong drop; bullets ripping through them.

EXT. CLEARING - NIGHT

The shooting lasts for several seconds before an eerie silence ripples across the clearing.

MATT

Now!

Everyone leaps to their feet, sprinting for the helicopters.

INT. HELICOPTER - NIGHT

Matt climbs in, pulling Gloria and Andy into the vehicle. He scans the nearby tree line.

MATT

Where's Dusty, Hobbs, and Coplin?!

Gloria quickly points to the trees.

GLORIA

Dusty!

Matt's gaze darts back to the jungle.

Dusty sprints, rifle clenched in his hands; several Vietcong chasing after him.

MATT

Take them down!

Matt, Gloria, and Andy provide cover fire. The soldiers chasing Dusty drop into the thick grass.

INT. HELICOPTER - NIGHT

Dusty leaps onto the railing.

DUSTY

Go, go, go!

Brad quickly pulls back on the throttle, the helicopter lifting in the air.

Dusty smiles.

DUSTY

Let's go...

EXT. CLEARING - NIGHT

The second helicopter suddenly explodes; flaming debris tumbling into the grass below.

Smoke rises from a bazooka clenched in a Vietcong's hands near the edge of the jungle. He reloads.

INT. HELICOPTER - NIGHT

Matt's eyes widen as he notices the bazooka.

MATT

Brad, get us out of here!

EXT. CLEARING - NIGHT

The Vietcong aims at the helicopter.

INT. HELICOPTER - NIGHT

Matt grips the side of the cabin.

MATT

Brad, move!

EXT. CLEARING - NIGHT

The Vietcong fires; the rocket racing toward the helicopter.

INT. HELICOPTER - NIGHT

Brad jerks hard on the stick, the vehicle darting sideways.

Dusty loses his grip on the door as the rocket sails by them, tumbling backward.

Matt and Gloria attempt to grab him, missing.

GLORIA

Dusty!

EXT. CLEARING - NIGHT

Dusty tumbles from the helicopter, falling into the grass below. His head crashes hard against the ground.

His body remains still.

INT. HELICOPTER - NIGHT

Fire burns in Matt's eyes.

MATT

No!

He quickly aims his rifle, dropping the Vietcong.

Matt grabs Brad's shoulder.

MATT

Take us back down there!

INT. MEDICAL TENT - NIGHT

Matt and Andy burst through the entrance carrying an unconscious Dusty. His entire head is covered in blood. Gloria follows behind them.

ANDY

Stay with us, buddy, stay with us.

MATT

We need a doctor!

The tent is filled with injured soldiers.

ANDY

Where do we put him?!

Gloria quickly shoves supplies from a long table.

GLORIA

Here!

Matt and Andy carefully lay Dusty on the table.

MATT

Where the hell is the doctor?!

The DOCTOR quickly moves toward Dusty, shoving his fingers into Dusty's neck; checking for a pulse.



DOCTOR  
What happened?

Tears start to collect in the corners of Gloria's eyes as she stumbles through her words.

GLORIA  
He...fell from the helicopter.

The doctor removes the stethoscope from his neck, quickly listening to Dusty's heartbeat.

GLORIA  
Is he going to be okay?! Please tell me he's going to be okay!

The doctor motions to two other medical personnel attending to soldiers near the back of the tent.

DOCTOR  
I need help over here!

MATT  
Is he going to be okay, doc?!

The doctor motions Matt, Gloria, and Andy toward the exit.

DOCTOR  
I need all of you out immediately!

MATT  
We're not going...

DOCTOR  
(interrupting)  
Out!

EXT. MEDICAL TENT - NIGHT

Matt, Andy, and Gloria exit as the doctor closes the flap behind them.

Andy paces, running his hand through his hair as Gloria hunches over, burying her head in her hands.

Matt kicks a couple supply crates stacked near the tent.

MATT  
Dammit!

GLORIA

You should've told us, Matt.

Matt jabs his finger into his chest.

MATT

I had orders, Gloria! What was I supposed to do?!

ANDY

We still would've followed you. You could've told us.

GLORIA

(pointing at the tent)

If Dusty...dies in there...

Tears start to stream down her face. She quickly wipes her cheeks with the back of her hand.

GLORIA

(to self)

I hate this.

She quickly stands, pointing at Matt.

GLORIA

This is all on you, Matt. All of it. Do you understand me?! I hope you can live with that!

Matt's gaze falls to the ground, shoulders slumping.

MATT

It...what happened back there...

BRAD (O.S.)

Trakker!

All of them turn. Brad quickly marches toward Matt.

MATT

Brad, this isn't the...

Brad punches him across the face. Andy and several soldiers quickly step in, pulling them apart.

ANDY

Hey, hey, hey!

BRAD  
Get off me!

The soldiers release Brad as he steps away from the group.

Matt wipes his mouth with the back of his hand, glancing down at the streak of blood.

BRAD  
(pointing at Matt)  
You lied to us, Matt! You lied about  
the entire mission!

He motions behind him.

BRAD  
And for what?! Some damn rocks?! Good  
men died tonight for some damn rocks!  
Are you the one who's going to tell  
their families?! Huh?!

He points at the medical tent.

BRAD  
And what happened to Dusty?! You have  
to live with that for the rest of your  
life!

MATT  
If I remember, Brad...Dusty fell  
because of you.

Brad rushes toward Matt, soldiers quickly grabbing him. Fire burns in his eyes.

BRAD  
Damn you, Matt. You can go to...

SADDLER (O.S.)  
(interrupting)  
Is there a problem, gentlemen?

Everyone turns.

MASTER SERGEANT SADDLER, 38, paces toward them followed by a couple soldiers. He seems incapable of smiling; intimidating eyes peering through his sun-kissed skin. He has a presence every time he enters.

SADDLER  
I asked...is there a problem?

Matt and Brad lock eyes.

MATT  
(not looking at Saddler)  
No, sir. No problem.

SADDLER  
Good. Now...where is it?

Matt motions to a tent on the other side of camp.

SADDLER  
On behalf of the U.S. government, your  
country thanks you for the sacrifices  
you made tonight.

Saddler moves toward Matt, resting his hand on his shoulder.

SADDLER  
You've done your country proud, son.

Matt continues to glare at Brad.

MATT  
Thank you, sir.

SADDLER  
As you were.

Saddler quickly moves to the tent that Matt identified.

Matt slowly steps toward Brad.

MATT  
They gave the order, Brad. And I  
followed.

Brad snickers.

BRAD  
Like a dog. Just following orders.

He throws his hands in the air.

BRAD  
Do you even hear yourself, Matt? Has  
the mission...has this war...become  
more important than people? Than your  
friends?

He points to Andy standing a few feet away.

BRAD  
Than your family?

MATT  
(hesitantly)  
Yes.

Brad's bottom lip curls. He points to a row of covered dead bodies lining the ground on the other side of camp.

BRAD  
That's what following orders has gotten us. And the ones we lost tonight? Coplin, Daniels, Anderson, Hobbs...they're all on you, Matt. And you'll never outrun that.

He steps toward Matt, jabbing his finger into his chest.

BRAD  
You can go to Hell for the things you did here today.

Brad turns, pushing through the nearby soldiers.

Matt's eyes fall to the dirt.

EXT. ARLINGTON NATIONAL CEMETERY - DAY

Rain pounds against the perfectly trimmed grass. A tall, slender guard marches next to the Tomb of the Unknown Soldier.

Matt stands just a few feet away; rain dripping down his face as he watches.

SUPER: "VIRGINIA, 1984."

Matt glances at his watch, quickly walking away.

INT. HALLWAY - DAY

Andy quietly sits on a small bench, his foot nervously tapping the tile floor.

He quickly stands as Matt approaches.

ANDY  
Where have you been?!

Matt removes his trench coat, shaking water to the floor.

MATT  
Sorry. Traffic was terrible.

ANDY  
This is a bad day to be late.

Matt smooths the wrinkles of his suit coat.

MATT  
How long have they been in there?

ANDY  
10 minutes.

MATT  
How do I look?

ANDY  
(smiling)  
Like Hell.

INT. CONFERENCE ROOM - DAY

GENERAL AMBROSE, 58, sits in the middle of a long row of government officials sitting along a massive table. He is clean cut, but his muscular frame and deep creases etched across his face give him an intimidating demeanor.

He carefully analyzes a file resting on the table.

GENERAL AMBROSE  
Sargeant Trakker, the committee is extremely grateful for your dedicated service to our country.

He closes the file, glancing at Matt.

GENERAL AMBROSE  
But we cannot continue to pour millions of taxpayers' dollars into a project that has yet to yield results.

He motions to the other government officials around him.

GENERAL AMBROSE  
The Department of Defense, as well as several high-ranking military personnel who have been intimately involved in Project Brimstone...

He motions to Saddler sitting at the end of the table.

GENERAL AMBROSE  
...since byrinium was extracted from  
Vietnam, were expecting a  
demonstration nearly seven months  
ago...

He jabs his finger toward Matt.

GENERAL AMBROSE  
...but you have repeatedly pushed that  
deadline back, requesting time for  
additional research.

MATT  
That is correct, General. Trakker  
Industries has worked tirelessly for  
six years to study byrinium and  
manufacture viable weapons for our  
troops.

GENERAL AMBROSE  
Would you mind explaining what has  
facilitated these delays?

Matt leans forward, eyes scanning the long row of officials.

MATT  
Four prototypes have been completed.  
We've had more than 50 successful  
field tests over the last six months;  
each in varying weather conditions.

General Ambrose nods, tapping the file on the table.

GENERAL AMBROSE  
So says the report, but we requested  
nine.

MATT  
The other five prototypes are nearing  
completion.

Several of the officials whisper to each other. General  
Ambrose raises his hand, silencing the group.

MATT  
The weapon is working, gentlemen. We  
just need a little more time.

GENERAL AMBROSE

Sargeant, the escalating Iranian-Iraqi conflict...the Soviet offensive in Afghanistan...suggest one thing.

He leans forward, locking eyes with Matt.

GENERAL AMBROSE

Eventually, we're going to get involved. How do you expect this committee to continue funding a product that hasn't given us a product?

A small smile pulls at the corner of Matt's mouth.

MATT

With all do respect, General, several members of this committee agreed to continue funding a war that yielded little results.

General Ambrose's jaw tightens, his eyes narrowing.

GENERAL AMBROSE

I would choose your next words carefully, Trakker.

Matt holds his hand in the air.

MATT

My apologies.

He scans the line of officials.

MATT

My point is that, had we utilized the right technology, we would have saved thousands of American lives and our country would not find itself in this position.

One of the General's eyebrows raises.

GENERAL AMBROSE

And what position is that?

Matt locks eyes with the General.



MATT

That the greatest military force in history was pushed back by an inferior enemy.

He scans the long line of officials.

MATT

More than 200 Marines lost their lives to a terrorist attack in Beirut last year. The Soviets have increased the number of nuclear tests in Eastern Kazakh over the last several months.

He glances to the General.

MATT

You're right, we are going to get involved, General. And when we do, we need better weapons.

General Ambrose sighs, folding his arms across his chest.

GENERAL AMBROSE

President Reagan is requesting an update this afternoon. What do you expect me to tell him?

Matt locks eyes with the General.

MATT

Tell the President that if he wants to avoid repeating our mistakes, then we need the perfect weapon. We need to let the world know that America is still the strongest nation.

A small smile pulls at the corner of Ambrose's mouth.

GENERAL AMBROSE

You believe you can do that?

INT. HALLWAY - DAY

Andy quietly paces.

Matt quickly exits the conference room, motioning to Andy. Andy marches next to Matt.

ANDY

What did they say?

MATT  
(not looking at Andy)  
We have until Friday morning.

EXT. TRAKKER INDUSTRIES - DAY

Several people walk along the outside of a massive building; the words "TRAKKER INDUSTRIES" stamped across the side.

INT. LAB - DAY

Equipment outlines the huge, white room.

BRUCE SATO, 31, a Japanese-American sits at a computer against the far wall, analyzing the screen. He is clean cut, his hair neatly combed; not one hair out of place. Something about his look suggests he is the smartest man in the room.

He quickly taps the keyboard, glancing across the lab.

BRUCE  
Are you ready, Miles?

MILES MAYHEM, 44, sits on the other side of the room, stroking his neatly trimmed beard as he analyzes a document clenched in his massive hand. He looks more like a wrestler than a scientist.

MILES  
I think we're ready.

Bruce chuckles.

BRUCE  
You think?

Miles quickly taps a couple keys on his computer, giving Bruce a thumbs up.

BRUCE  
Alright. Here it goes.

He taps a button on the keyboard.

A piece of the mineral they recovered from Vietnam sits on a small platform in an adjacent, glass room; a thin cable running from the platform to a strange helmet resting on a mannequin. A black target is etched into the far wall.

A low HUM echoes through the room.

A thin laser suddenly strikes the rock from the ceiling; the mineral slowly starting to glow.

Bruce carefully watches the computer screen.

BRUCE  
Energy levels rising.

The rock glows brighter.

MILES  
20 million...40 million...70 million  
joules...

A quiet alarm BEEPS on the wall near Miles.

MILES  
You're coming up on the threshold.

BRUCE  
Just give it a second.

Another ALARM echoes through the lab.

MILES  
100 million...120...Bruce, turn it  
off.

BRUCE  
Just a little bit longer.

MILES  
Turn it off!

Bruce taps a button on the keyboard.

The laser ceases; the mineral continuing to glow.

BRUCE  
Charge?

Miles rips a document from a nearby machine as it generates a report.

MILES  
Byrinium charge is stable.

He points at Bruce.

MILES  
You're going to put too much strain on  
the helmet.

BRUCE  
(smiling)  
It can handle it.

He quickly types on his computer.

BRUCE  
Commence energy transfer.

Another HUM echoes through the adjacent room as the visor of  
the helmet glows; draining the energy from the mineral.

BRUCE  
See? I knew it could handle it.

He chuckles to himself, tapping a button on his keyboard.

A massive energy blast rockets from the helmet; annihilating  
the target on the wall before it rips off the mannequin's  
head, crashing against the far wall.

The energy blast also strikes the mineral, a small explosion  
destroying the platform.

Flames spread across the room.

ALARMS sound as extinguishers ignite from the ceiling;  
drowning the flames.

Miles and Bruce stare at the headless mannequin standing in  
the adjacent room.

Bruce's eyes narrow on the destroyed platform.

BRUCE  
Huh. That was interesting.

Miles slowly turns to Bruce.

BRUCE  
Don't say it.

MILES  
(smiling)  
Who's wearing THAT helmet?

Matt and Andy suddenly enter, hanging their jackets near the door. They both pause as they notice the headless mannequin.

ANDY  
I'm not wearing that helmet.

MATT  
What happened?

Bruce waves his hand dismissively.

BRUCE  
Nothing. I'll fix it.

MILES  
How'd it go with the Brass?

Matt sighs, leaning against a nearby desk.

MATT  
They'll be here Friday morning.

A quizzical look crosses Bruce's face.

BRUCE  
What?!

MATT  
They want to see the nine prototypes we have. Completely finished. In action.

Bruce throws his hands in the air.

BRUCE  
Great.

MATT  
This is it, people. We need to finish this thing and give the Department of Defense something they can use.

MILES  
It would've been nice to complete some more field tests at least.

BRUCE  
How do you expect us to complete the last five prototypes in three days?!

MATT

Every technician and engineer is now assigned to this project. No one goes home until we're done.

Matt stands from the desk, pointing around the room.

MATT

I believe in this team right here. If anyone is going to see this to the end, it's us. So let's roll up our sleeves...

He locks eyes with Bruce.

MATT

...and finish this thing.

INT. SHOP - DAY

Overhead, fluorescent lights reflect from vehicles lining the walls of the massive room, including; a red Chevrolet Camaro, maroon Kenworth semi, orange Jeep CJ7, white Porsche 928, green racing motorcycle, navy blue helicopter, black motorcycle with sidecar, black Ford Bronco, and a purple Nissan 300ZX Z31.

Multiple engineers work on each vehicle.

Bruce glances to Matt staring wide-eyed around the room.

BRUCE

It's been a while since you were in here.

Matt rubs his forehead.

MATT

You've been busy.

Bruce motions to the different vehicles.

BRUCE

No VIN numbers or any other form of identification. As you requested, everyone is now assigned to this project for the remainder of the week.

Bruce slowly walks between the vehicles, his arms folded behind his back.

BRUCE

If my calculations are correct...and they are...the charge should last about a week. No gas. No emissions.

MATT

Will we have time to field test the last five?

Bruce shrugs.

BRUCE

Probably not.

Matt points to the massive cannon being installed on the side of the Kenworth semi.

MATT

And the weapons?

BRUCE

(smiling)

They'll be working properly. I hope.

One of Matt's eyebrows raises as he steps in front of the red Camaro; technicians working around the car.

Bruce moves to his side, both of them staring at the car in silence briefly.

MATT

I want this one.

MONTAGE - ENGINEERS WORK ON DIFFERENT EQUIPMENT

--Bruce directs several engineers working around the Porsche.

--Andy and Matt work on the helicopter. Andy playfully throws a tool at Matt.

--Miles watches through the window of the lab as energy ignites from one of the helmets, striking the target.

--Andy uses an extinguisher to douse a small fire under the helicopter as Matt throws his hands in the air.

--Miles sets a cup of coffee down next to Bruce as he analyzes a computer screen, rubbing his eyes.

--Andy finishes polishing one of the helmets, setting into a case with the other helmets and uniforms.

END MONTAGE

INT. SHOP - NIGHT

Matt, Bruce, Andy, and Miles stand at the end of the massive room; nine helmets and uniforms gleaming in the nearby case.

The completed nine vehicles line the walls.

MILES

Boys...I think we have a finished product.

INT. BAR - NIGHT

Patrons move around the dark tavern as "IN THE AIR TONIGHT" by Phil Collins blares in the background.

Matt, Bruce, Andy, and Miles laugh as they clink their glasses together; drinking simultaneously.

MATT

Congratulations, guys. After six years, we finally did it.

ANDY

I can't wait to see the look on their faces when they see those things in action.

Andy takes a drink.

BRUCE

(smiling)

I'll bring the camera. We wouldn't want to...

SADDLER (O.S.)

(interrupting)

Celebrating already, gentlemen?

All of them turn as Saddler approaches.

MATT

Pull up a chair, sir. We'll make...

Saddler raises his hand.



SADDLER

I can't stay. Just wanted to make sure everything is ready to go for tomorrow.

Bruce nods.

BRUCE

Everything is charged. There won't be any surprises.

SADDLER

Perfect. I'll send over some added security shortly and we'll see you first thing in the morning.

He slaps Bruce on the back.

SADDLER

Congratulations.

He waves, Matt and Andy raising their glasses as Saddler departs.

Miles quietly rotates the glass in his hand.

A puzzled expression crosses Matt's face.

MATT

You're quiet, Miles.

Miles rubs his forehead, not looking at Matt.

MILES

I'm just exhausted. It'll be nice to get a good night's sleep.

Andy holds his drink in the air.

ANDY

I'll drink to that.

Everyone cheers as they clink their glasses together, drinking.

Miles glances at his watch.

MILES

This has been fun, fellas, but I think I'm going to turn in.

He stands from his chair, retrieving his jacket. He tosses a couple bills onto the table.

MILES

Old age, I guess. Goodnight.

Miles waves as he moves toward the exit.

MATT

Goodnight, Miles.

Andy takes another swig.

ANDY

By the way, I'm driving the Camaro tomorrow.

MATT

(shaking his head)

Already called it.

Andy throws his hands in the air.

ANDY

Fine. I'll test the Porsche.

Bruce points at Andy.

BRUCE

Quite frankly, I don't know if I trust YOU with any of them. I'm sure I could find a bicycle for you to test.

ANDY

Screw you, Bruce.

All of them laugh.

BRUCE

Well, I think Miles had the right idea.

He stands from the table.

BRUCE

I've had enough for one night. See you all first thing in the morning.

ANDY

See ya, Bruce.

He tosses a couple dollars onto the table.

BRUCE  
(smiling)  
Don't stay out too late.

EXT. PARKING LOT - NIGHT

Matt and Andy laugh as they move along the cars. Andy punches Matt in the chest.

ANDY  
I'm going to be just like you someday,  
Matt.

A quizzical look crosses Matt's face.

MATT  
Why would you want to be like me?

ANDY  
Because you're the best man I've ever  
known. You're always willing to make  
the sacrifice. Make the decisions no  
one else will make.

Matt shakes his head, punching Andy back.

MATT  
I think you've had too much to drink.

They playfully punch each other.

Andy shoves a cigarette in his mouth, patting his pockets.

ANDY  
Damn.

MATT  
What is it?

ANDY  
I left my lighter back in the lab.

Matt rolls his eyes.

MATT  
Just grab it tomorrow.

ANDY  
C'mon, it'll just take us a second.

Matt sighs.

INT. HALLWAY - NIGHT

Matt and Andy quickly approach the lab, a quizzical expression crossing their faces as they notice light spilling into the corridor; shadows moving.

INT. LAB - NIGHT

Matt slowly peers around the corner, eyes narrowing.

Three people quickly move around the room.

SLY RAX, 38, collects computer disks near the far wall, a smug expression etched on his face. He hides behind a thick mustache; something unnerving about his gaze.

CLIFF DAGGER, 35, shoves several files into a duffel bag, his massive arms bulging under his tight shirt. There is something menacing about his ugly face; as though it's impossible to look him in the eye.

VANESSA WARFIELD, 37, stands in the middle of the room, her red hair gently bouncing against her shoulders as she barks orders. She's beautiful, but something about her expression screams she's not the type of woman you cross.

VANESSA

...those pieces need to go. All the information you can get.

DAGGER

What about the equipment in the shop?

VANESSA

We'll grab all of it on the way out.

INT. HALLWAY - NIGHT

Matt slowly retrieves a handgun from the back of his jeans, holding the pistol close to his face.

ANDY

(whispering)

How many?

MATT

Three. Are you carrying?

Andy quietly retrieves his gun, a small smile pulling at the corner of his mouth.

INT. LAB - NIGHT

Sly steps close to the doorway, grabbing several documents from the desk.

Matt and Andy quickly step around the corner; Andy grabbing Sly from behind.

ANDY

Nobody move!

Vanessa and Dagger freeze, their eyes locked on Andy and Matt as they aim their weapons.

MATT

All of you in the middle of the room!  
Now!

Dagger and Vanessa slowly move to the center, hands raised.

Andy shoves Sly in the back, his jaw tightening as he moves close to the others.

ANDY

Get on your knees! Now!

All three of them kneel, their eyes locked on Andy.

Matt slowly moves to a nearby desk phone. He quickly presses it to his ear, punching numbers into the receiver. No dial tone.

He slams the phone down.

MATT

Dammit!

ANDY

Nothing?!

Miles suddenly steps into the room, eyes widening.

MILES

What's going on here?!

ANDY

They were stealing the equipment!

Miles slowly moves toward Andy and Matt.

MILES  
Have they said anything?!

Andy shakes his head.

ANDY  
No.

MILES  
Have you called anyone?

MATT  
Not yet.

A small smile crosses Miles' face.

MILES  
Good.

He suddenly strikes Andy across the back of the head with the telephone receiver.

Matt quickly aims at Miles, but Miles disarms him; knocking Matt to the floor.

Dagger and Sly quickly grab Andy and Matt, pinning them to the floor; guns pressed into the back of their heads.

MATT  
What's going on, Miles?!

MILES  
What does it look like we're doing,  
Matt?

ANDY  
Why are you doing this?

MILES  
You would do the same thing if you  
were in my position.

Matt motions to Andy.

MATT  
Let Andy go. I'm sure we can work this  
out.

MILES

I plan to...as soon as you give us  
access to the byrinium storage.

MATT

I can't do that.

Miles presses the barrel of his gun against Andy's head.

MILES

I think you can.

Matt's gaze darts between Miles and Andy. Andy shakes his  
head.

MILES

3...2...1...

MATT

Alright, alright!

Sly steps off of Matt; guns still locked on him.

Matt raises his hands, slowly stepping across the room.

Miles motions to Andy.

MILES

(to Dagger)  
Watch him.

ANDY

Don't give it to him, Matt!

Dagger strikes Andy in the back of the head.

Matt steps toward Andy.

MATT

Stop!

Miles jabs his gun hard into Matt's chest.

MILES

Open the storage and I promise I'll  
let both of you go.

A quizzical look crosses Vanessa's face.

VANESSA

We can't let them...

Miles quickly glances at Vanessa.

MILES  
(interrupting)  
They walk! We're only here for the  
rock and the weapons!

He locks eyes with Matt.

MILES  
There's no reason for anyone to die  
today.

Matt nods, moving to the hand scanner near the storage room.

ANDY  
We're expendable, Matt! Remember?! The  
mission is more important than any of  
us!

MILES  
Is the mission more important than  
your own brother, Matt?

Matt's hand hovers over the scanner. He glances over his  
shoulder, locking eyes with Andy.

MATT  
I have to give it to him, Andy.

Tears start to collect in the corners of Andy's eyes.

ANDY  
No. You don't.

He locks eyes with Matt.

ANDY  
I'm sorry.

He suddenly attacks Dagger, the gun flying to the floor.

MATT  
Andy!

He attempts to attack Miles, but Miles counters; knocking  
Matt into the wall.

A GUNSHOT echoes through the room.

Matt winces, glancing to Andy; eyes widening.



Andy slowly slumps to the floor; bloodstains on his hands.

MATT

No!

He attempts to stand, but Miles slams him to the ground; glaring across the room to Dagger.

MILES

I told you we're not...

Matt rockets from the floor, tossing Miles into the wall.

He shoves his hand onto the scanner, bullets ricocheting from the wall as he pushes through the door.

Miles' eyes dart back to the locked storage room.

MILES

Dammit!

INT. BYRINIUM STORAGE - NIGHT

Matt quickly presses a button on the nearby wall.

INT. LAB - NIGHT

An ALARM sounds, red lights flashing.

Miles steps toward the storage room; eyes locked with Matt's through the small window in the door.

Vanessa steps close to Miles, aiming her firearm at Matt.

Miles quickly raises his hand.

MILES

Leave him! That won't do anything.

He turns, pacing across the room.

VANESSA

But he...

MILES

I said leave him! We need to go before we have 50 soldiers on top of us!

Vanessa glances back to Matt, a wry smile etched on her face.

VANESSA

Next time.

She follows after Miles.

INT. SHOP - NIGHT

Miles, Sly, Vanessa, and Dagger snatch different helmets from the nearby case, sprinting for the vehicles.

Multiple soldiers enter through a door across the room, GUNFIRE filling the air.

Miles' group ducks behind the Nissan 300ZX Z31; bullets ricocheting from the car. Miles quickly slips his helmet on, the visor glowing red.

MILES

Move!

He glances around the vehicle; red energy blasts firing from his mask.

Two soldiers are struck in the chest, toppling to the floor. They scream as red acid burns through their uniforms.

Dagger quickly stands.

DAGGER

Torch on!

Fire sprays from his helmet, soldiers ducking for cover as flames spread across the floor.

Vanessa jumps to her feet, a long strand of energy whipping from her mask. The blast knocks a soldier into the wall.

She climbs into the Nissan 300ZX Z31.

Dagger enters the Ford Bronco.

Sly hops onto the motorcycle with the sidecar, quickly turning the ignition.

Miles jumps into the helicopter.

Bullets ricochet from the vehicles; concrete shattering around them.

INT. MILES' HELICOPTER - NIGHT

Miles quickly flips several switches on the control panel.

MILES

You all know where to meet.

He glances to the soldiers firing from across the room.

MILES

Don't let them follow you.

INT. VANESSA'S NISSAN - NIGHT

Vanessa quickly scans the room.

VANESSA

They're covering our exit!

INT. SHOP - NIGHT

Miles gently lifts the helicopter, hovering above the concrete. Missiles suddenly rocket from the vehicle, striking the nearby wall.

Metal and soldiers slingshot in different directions; fire burning around the opening.

Miles' helicopter suddenly shifts into a fighter jet.

INT. MILES' HELICOPTER - NIGHT

He pushes forward on the steering wheel.

MILES

Move!

INT. SHOP - NIGHT

The jet rockets through the opening.

Vanessa, Sly, and Dagger all follow; plowing through the attacking soldiers.

SLY

Stiletto fire!

Metallic shards rocket from Sly's mask, striking a nearby soldier in the chest.

EXT. TRAKKER INDUSTRIES - NIGHT

ALARMS echo across the compound as Miles and his crew plow through the outside fence, disappearing into the darkness.

INT. LAB - NIGHT

Matt rushes to Andy's body, holding him in his arms.

MATT

Andy! Stay with me!

Andy doesn't move.

MATT

Help! Anybody!

Tears stream down his cheeks as he holds Andy close to his chest.

MATT

I'm sorry. I'm so sorry.

He rocks back and forth, holding Andy close as ALARMS continue to echo through the compound.

INT. MORGUE - DAY

Matt sits in a chair close to Andy's body, his head hanging.

Bruce stands against the wall, eyes locked on the floor.

General Ambrose and Saddler quietly enter, moving close to Matt; their eyes fixed on Andy.

GENERAL AMBROSE

Bruce, would you give us a second?

Bruce nods, moving toward the door.

BRUCE

I'll be outside.

He exits.

GENERAL AMBROSE

I'm sorry, Matt. Andy was...a good soldier.

MATT

(not looking at Ambrose)

I promised our parents that I'd look out for him. Protect him.

He locks eyes with Ambrose.

MATT

Two tours in Vietnam and he gets killed on our own soil, General.

SADDLER

Homeland Security and the FBI are now working the case.

MATT

Have they found anything yet?

General Ambrose hands Matt a grainy, black-and-white photograph pulled from a security camera of Sly's motorcycle.

GENERAL AMBROSE

Last sighting was about three hours after the attack. Just outside of Pittsburgh.

Matt chuckles briefly.

MATT

It doesn't matter what they do. They're carrying enough firepower to level whoever comes after them.

GENERAL AMBROSE

(nodding)

That's why I'm here. You still have half the equipment, right?

Matt's eyes narrow.

MATT

Yeah. Why?

The General pulls a chair close to Matt, sitting.

GENERAL AMBROSE

Miles couldn't have done this alone. He needed an additional access code to enter the lab after hours.

MATT

What are you saying?

Saddler glances to the door before crouching next to Matt.

SADDLER

How much do you trust Bruce?

Matt glares at Saddler.

MATT

Completely.

Ambrose clears his throat.

GENERAL AMBROSE

It was Bruce's access code that was also used last night. I'm having a...difficult time trusting anyone, Matt. Except you.

MATT

Bruce isn't a traitor.

SADDLER

We thought the same about Miles.

GENERAL AMBROSE

Either way...I want you to go after Miles.

Matt shakes his head.

MATT

We're not soldiers, Ambrose.

His gaze turns to Andy.

MATT

Not anymore.

GENERAL AMBROSE

It doesn't leave you, Matt. It's ingrained in you. We both know that.

MATT

There are plenty of soldiers you could recruit to...

The General quickly shakes his head.

GENERAL AMBROSE

(interrupting)

I don't trust them. I trust you. This is your shot at apprehending Miles yourself.

SADDLER

Or we just bring Bruce in for further questioning. Detain him until we get some answers.

Matt shakes his head.

MATT

He's not the enemy.

SADDLER

We don't know that.

Matt throws his hand in the air.

MATT

I need him if we're going after Miles, but we can't do this by ourselves.

General Ambrose stands, resting his hand on Matt's shoulder.

GENERAL AMBROSE

You have 48 hours to assemble your team. No one currently working for the government.

Ambrose and Saddler move toward the exit.

GENERAL AMBROSE

(not looking at Matt)

We trust your judgement.

MATT

The people I trust won't follow me anymore.

The General stops, turning.

Matt glances over his shoulder.

MATT

I lost that privilege years ago.

GENERAL AMBROSE

Then who WILL they follow?

EXT. PAULA'S DINER - DAY

Old cars sit out front; "PAULA'S DINER" etched above the entrance. Dust swirls across the parking lot.

SUPER: "BRADY, TEXAS."

INT. PAULA'S DINER - DAY

Dusty stands behind the counter, a huge smile stamped on his face as he wipes the table. A massive scar runs along the side of his head. "WAR IS HELL (ON THE HOMEFRONT TOO)" by T.G. Sheppard plays softly from an old radio behind him.

Matt enters, glancing around the diner before moving to the counter.

Dusty glances up, smiling.

DUSTY  
Howdy, sir. What can I make for you?

Matt sits at the counter.

MATT  
Hey, Dusty. It's me, Matt.

A quizzical look crosses Dusty's face.

DUSTY  
Who?

Matt shifts awkwardly in his chair.

MATT  
Matt. You know...your old  
Sergeant...from NAM.

Dusty's eyes narrow as he scans Matt's face.

MATT  
I'm your friend, Dusty.

Dusty's face suddenly lights up.

DUSTY  
Matt! I sure am glad to see you.

They shake hands.

DUSTY  
Sorry. It's hard remembering things.  
Most things. You know, ever since...

He points to the scar on his head.



DUSTY  
...this happened.

Matt swallows hard.

MATT  
I can't imagine how hard that would  
be.

DUSTY  
How long has it been? Two...three  
years?

MATT  
10 years.

Dusty shakes his head.

DUSTY  
Time sure does fly. What brings you  
clear down here? How's your brother?

Matt's eyes fall to the counter.

MATT  
That's actually why I'm here. There  
was an...incident in Maryland. We were  
working on a project and...someone...  
he...

Matt locks eyes with Dusty.

MATT  
Andy was killed, Dusty.

Dusty takes a few steps back. He slaps himself repeatedly in  
the head, clenching his teeth.

DUSTY  
(to self)  
No, no, no...

Matt stands, his hand extended toward Dusty.

MATT  
Dusty...

A PORTLY WOMAN pokes her head through the small window  
leading to the kitchen behind Dusty, a quizzical look etched  
on her face.

PORTLY WOMAN  
Everything alright up there, Dusty?

Matt nods, waving his hand.

MATT  
Everything's fine. We're fine. We  
just...need a moment.

Dusty grinds his teeth as he slaps the side of his head.

MATT  
Dusty, it's okay. Just breathe.

Dusty slowly calms, taking deep breaths. He rests his hands on the counter.

DUSTY  
(not looking at Matt)  
When did it happen?

MATT  
Yesterday.

Dusty shakes his head, locking eyes with Matt.

DUSTY  
Are you going after them?

MATT  
Yes.

DUSTY  
Please tell me you're here because you  
want me to help.

A small smile pulls at the corner of Matt's mouth, retrieving an airline ticket from his jacket. He slides the ticket across the counter.

MATT  
Your flight leaves at 4:40 this  
afternoon out of Austin. Someone will  
be waiting for you in D.C.. Can you  
make it?

Dusty nods, analyzing the ticket. His face suddenly turns a deep shade of red.

MATT  
What's wrong?

DUSTY  
(not looking at Matt)  
Will...Gloria be there?

MATT  
Hopefully.

Dusty's eyes dart over his shoulder.

DUSTY  
Hey, Ma!

The portly woman pokes her head through the window again.

PORTLY WOMAN  
What?

Dusty starts to remove his apron.

DUSTY  
I'm gonna be gone a few days. There's  
a few people I gotta kill.

A quizzical look crosses her face, glancing to Matt as Dusty leans through the window and kisses her cheek.

DUSTY  
I love you.

Matt glances to the other patrons sitting at the counter, their eyes wide.

He gives a dismissive wave with his hand.

MATT  
I'll keep track of him.

EXT. CITYSCAPE - NIGHT

The lights of Miami reflect from the nearby ocean; CAR HORNS and crowded streets visible from the sky.

SUPER: "MIAMI, FLORIDA."

INT. NIGHTCLUB - NIGHT

A long-haired, sun-kissed Brad plays guitar on a small stage; lights blinking around him.

The CHEER from the crowd is drowned out by the blaring music as Brad sings a ROCK SONG.

Matt sits quietly at a table etched into the corner of the room, a drink cradled in his hand.

INT. NIGHTCLUB - NIGHT

Later, someone sweeps the dirty floor while another patron puts music equipment into a nearby closet.

Brad slowly paces toward Matt still sitting at the table.

BRAD

I'm trying to forget 'old times,'  
Trakker, so let's cut to it. What are  
you doing here?

Matt glances around the club.

MATT

Is there somewhere else we could talk?

INT. BRAD'S APARTMENT - NIGHT

Brad tosses his keys on a small table before retrieving a beer from the refrigerator.

Matt stands in the small kitchen, scanning the disheveled room. Several magazines, empty beer bottles, and old pizza boxes cover the floor.

Music posters cover the walls.

Drug-related instruments lay scattered across a small coffee table in the middle of the living room.

MATT

The place looks...great.

Brad plops onto the old couch nestled against the wall, taking a swig from the bottle. He motions to the room.

BRAD

One of the perks of having your own  
place.

He points directly at Matt.

BRAD

No one tells you what to do.

Matt moves to a dirty armchair on the other side of the room, sitting on the armrest.

MATT

So this is it then? Sing and party all night? Sleep through the day?

He motions to the drug materials resting on the table.

MATT

Your way of coping?

Brad smiles, pointing across the room.

BRAD

The phone is over there if you want to call the police. Not all of us are millionaires, Matt. We have to find other ways of coping. Like normal people.

He shrugs.

BRAD

Besides, it helps me sleep. Takes away the nightmares. When was the last time you slept through the night?

He takes a drink.

BRAD

Look, if I want a lecture, I call my dad. What can I do for you, Trakker? You all still working for the man?

MATT

We have a problem. Do you remember the mineral we found in NAM?

BRAD

How could I forget. It's the reason Dusty is the way he is. The reason we lost some good men just so Uncle Sam could get a rock.

He tosses the empty beer bottle on the couch.

BRAD

Was it worth it?

MATT

We've used that rock to create a weapon. Something that could help protect our men overseas.

Brad tosses his hands in the air.

BRAD

Of course you did. That's all we know how to do. Figure out new ways to kill each other.

Matt leans forward, locking eyes with Brad.

MATT

It's been stolen. I need your help to get it back.

Brad holds his hands up in front of him.

BRAD

I'm done fighting their war, Matt. They thought they could police the world. All of us thought we could make a difference, but we were naive to think that we could change anything.

MATT

We can still make a difference, Brad.

Brad's eyes narrow.

BRAD

Who else have you recruited for this little mission of yours?

MATT

Bruce, one of the lead engineers on the project...and I'm headed to Indianapolis after this...

Brad chuckles.

BRAD

Gloria won't go.

MATT

(hesitantly)  
...and I just came from Texas.

Fire burns in Brad's eyes.

BRAD

Damn you, Matt! Why can't you just leave that man alone?!

MATT

I need him.

BRAD

You haven't changed at all! I'm sorry, but I won't have any part of it. I won't screw that man's life up anymore.

He motions to the door across the room.

BRAD

Say 'hello' to Andy for me.

Matt swallows hard, his head hanging.

MATT

I can't. He was...killed by the group that stole the weapon.

Both of them sit in awkward silence for several seconds.

Brad stands, rubbing his forehead.

BRAD

Look, I'm sorry I just...I just can't get involved.

Matt nods, moving to the door. He pulls an airline ticket from his jacket, tossing it on the table.

MATT

If you change your mind, there's a flight leaving from Miami International to D.C. tomorrow.

He turns to Brad.

MATT

Either way, someone will be there waiting for you.

BRAD

I can't. I can't get involved again.

Matt nods, tossing the door open. He pauses.

MATT

For what it's worth, Brad. I'm sorry.  
What happened to Dusty...it was my  
fault.

He extends his hand toward Brad, but Brad does not reciprocate.

BRAD

Then why are you dragging him into  
this?

MATT

It's his choice. Take care of  
yourself.

Brad slams the door behind Matt, rubbing his forehead.

He returns to the old couch, snatching the dirty bong from the table.

He is about to light it when he pauses, tossing it across the room. He runs his hand through his long hair.

EXT. RACE TRACK - DAY

A Formula One car races around the course; a small group of people waiting near the edge.

SUPER: "INDIANAPOLIS, INDIANA."

The car zooms across the finish line, pulling into the pit.

The driver steps away from the car, removing her helmet.

Gloria rummages her hand through her dark hair; dirt stains etched on her cheeks.

GLORIA

Speed?!

CREW MEMBER #1 glances at a clipboard.

CREW MEMBER #1

233.914 mph!

GLORIA

Good, but tomorrow...I'll be faster.



CREW MEMBER #1  
If you wanted to, I have some thoughts  
on how to increase speed. Maybe we  
could talk about it over drinks  
sometime?

Gloria smiles, handing the helmet to him.

GLORIA  
Thanks, but not today.

CREW MEMBER #2 (O.S.)  
Hey, Gloria!

She peers over her shoulder as CREW MEMBER #2 approaches.

GLORIA  
Yeah?!

He points over his shoulder.

CREW MEMBER #2  
There's some guy here to see you.

EXT. RACE TRACK BLEACHERS - DAY

Matt gazes at the massive race track.

Gloria slowly approaches him from behind.

GLORIA  
Matt Trakker.

Matt turns, a small smile etched on his face.

MATT  
How are you doing, Gloria?

They hug.

GLORIA  
I'm so sorry. I heard about Andy.

Matt swallows hard, his eyes falling to the ground.

MATT  
Thank you.

He points over his shoulder.

MATT

That's impressive what you did out there.

She waves her hand dismissively.

GLORIA

All of us have different coping strategies, Matt. This is mine.

MATT

Does it help?

GLORIA

Most of the time. Almost like I'm trying to outrun the past.

She sits on a nearby bleacher.

GLORIA

But I'm guessing that's not why you came. How's your son doing? What's his name?

MATT

Scott. He's 11. His mother and I...we divorced about five years ago.

GLORIA

I'm sorry to hear that.

Matt shakes his head, sitting on the bleacher next to Gloria.

MATT

(shaking his head)

Don't be. They moved back to Arizona to be closer to her family.

GLORIA

So what brings you out here?

MATT

One of the engineers assigned to the weapon we were working on stole some of the equipment. Andy and I were trying to stop them...and...that's when...

Gloria wraps her arms around Matt.

GLORIA  
I'm so sorry, Matt.

Matt pulls away, looking her in the eye.

MATT  
I need your help, Gloria. I don't know what they intend to do with the weapon, but I'll need your help to stop them.

Gloria rubs her forehead, throwing her hand in the air as she stands.

GLORIA  
I got out of that world, Matt. You give everything to them and it takes part of you away.

She motions to both of them.

GLORIA  
None of us will ever be the same. Not after what we did.

Matt stands, moving close to Gloria.

MATT  
Help me, Gloria. I need a team I can trust. No government agents on this one.

He rests his hand on her shoulder.

MATT  
I need you.

She shakes her head.

GLORIA  
I don't know, Matt.

A quizzical look crosses her face.

GLORIA  
Who else have you asked?

MATT  
Brad...you...and Dusty.

Her bottom lip curls.

GLORIA  
Hasn't he been through enough?!

She paces away, throwing her hands in the air.

GLORIA  
How many years of physical therapy did  
he have to do?!

MATT  
I need him.

Gloria laughs, shaking her head.

GLORIA  
It's always about the mission, isn't  
it?! People are more important, Matt!

Matt locks eyes with her.

MATT  
Who do you think I'm trying to  
protect?! Our people, Gloria!

GLORIA  
You sound just like them.

Matt takes a deep breath.

MATT  
Look, I don't expect you to do  
anything for me after everything that  
happened. But Dusty is coming. If  
anything...help me protect him.

Gloria's gaze falls to the ground.

MATT  
He was asking about you.

Gloria shakes her head.

GLORIA  
(to self)  
Dammit.

She throws her hand in the air.

GLORIA  
When do we leave?

INT. PHONE BOOTH - NIGHT

Miles shoves a couple quarters into the machine, pressing the phone to his ear as he glances around the abandoned street.

MILES  
(into phone)  
We have the equipment. Requesting  
extraction point 0-1-4.

He listens for a few seconds, his head hanging.

MILES  
(into phone)  
I know we didn't get the mineral, but  
we have all the data and research to  
recreate the experiment.

He rests his hand on top of the receiver, his fingers tapping against the metal.

MILES  
(into phone)  
Listen, we're not going back in there.  
They have the entire facility on  
lockdown. There's no way any of us are  
getting back in.

His jaw tightens.

MILES  
(into phone)  
Understood. I'll call you when we have  
it.

He slams the phone back onto the receiver, his head hanging in silence for several seconds.

He punches the glass of the small booth several times; spiderwebs snaking across the surface.

EXT. TRAKKER INDUSTRIES - DAY

Bruce and Dusty wait outside the main entrance.

DUSTY  
So you're like the brains who built  
the stuff we're trying to get back?

BRUCE  
One of them.

DUSTY  
You must have all kinds of degrees.

Bruce chuckles.

BRUCE  
A few.

DUSTY  
A few?! Geez. I got a gold star once.  
And I can make a mean omelette. You  
hungry?

BRUCE  
No.

DUSTY  
Maybe later.

A black suburban passes through the gate, pulling in front of the entrance.

Gloria and Matt step from the vehicle, moving toward Dusty and Bruce.

Dusty's face turns a deep shade of red.

DUSTY  
Hey, Gloria.

Gloria wraps her arms around him, tears starting to collect in the corners of her eyes.

GLORIA  
How have you been?

DUSTY  
I'm good. I'm good.

GLORIA  
I'm sorry I haven't called in a while.

Dusty waves his hand nonchalantly.

DUSTY  
Na, you're busy. I understand.

Gloria gently rests her hand on Dusty's cheek.

MATT  
(motioning to Bruce)

Gloria, this is Bruce.

Bruce and Gloria shake hands.

GLORIA  
Nice to meet you.

Another black suburban drives through the gate, pulling to the curb.

Brad steps from the vehicle; his hair neatly trimmed, face clean shaven.

Matt smiles, extending his hand.

MATT  
Glad you decided to...

Brad walks past Matt without shaking his hand.

BRAD  
I don't care about your mission,  
Trakker.

He points to Dusty.

BRAD  
I'm just here to protect him.

He locks eyes with Matt.

BRAD  
And if anything happens to him...I'll  
kill you.

He pushes past Bruce, entering the building.

A quizzical look crosses Dusty's face.

DUSTY  
He seems nice. Who is that?

Gloria glares at Matt.

GLORIA  
I'm actually with Brad on this one.

She hooks her arm under Dusty's, leading him into the building.

Matt glances at Bruce, shrugging his shoulders.

BRUCE

Well...this should be fun.

INT. CONFERENCE ROOM - DAY

General Ambrose stands near a portable screen at the front; a slide projector positioned nearby.

Matt, Bruce, Gloria, Brad, and Dusty sit along the first row; the rest of the chairs empty behind them.

GENERAL AMBROSE

As all of you are aware, Miles and three other assailants stole equipment from Project Brimstone over 48 hours ago.

He clicks a small device attached to the projector, a picture of a younger Miles covering the screen.

GENERAL AMBROSE

Our analysts now believe that he is actually this man: Timur Morozov.

Ambrose clicks through several slides depicting a younger Miles in a Soviet military uniform.

GENERAL AMBROSE

He worked through the ranks of the Soviet military in the early '60s. He was promoted to the KGB in '69, but was then disavowed in '72 and exiled from the Union.

The screen goes black.

GENERAL AMBROSE

There's no record of him after 1973.

BRUCE

What about the others?

GENERAL AMBROSE

(nodding)

That's where things get interesting.

He points at Matt.



GENERAL AMBROSE

Based on the descriptions you provided, we believe all of them belong to a Soviet black ops group secretly established under Brezhnev in '71.

A quizzical look crosses Brad's face.

BRAD

Why did they establish a group outside the KGB?

GENERAL AMBROSE

Brezhnev wanted soldiers that could claim zero ties to the Union if they were caught, so they recruited under the guise of a radical group the Soviets called "Yad."

GLORIA

What does that mean?

GENERAL AMBROSE

"Venom."

Matt folds his arms across his chest, sitting up.

MATT

So who are they?

Ambrose clicks the device, the slide projector shifting. A picture of Vanessa populates the screen.

GENERAL AMBROSE

Vanessa Warfield. Her mother was Russian, father was British. He died when she was 16. She was recruited by the KGB shortly after. Supposedly killed in '76 during the Communist insurgency in Malaysia.

He clicks the button again, a picture of Sly projecting against the screen.

GENERAL AMBROSE

Sly Rax. INTERPOL has been looking for this guy for 15 years. 11 counts of trafficking, terrorism, and espionage. Last seen outside of Budapest in '74.

He clicks another button. A picture of Dagger populates the screen.

GENERAL AMBROSE  
Cliff Dagger.

Brad laughs hysterically.

BRAD  
That man NEEDS a mask.

GENERAL AMBROSE  
Wanted on charges of aggravated assault, attempted homicide, and arson. He escaped in transit to Houston from the Federal Correctional Institution in Tucson in '81.

Brad laughs again, glancing to the rest of the group.

BRAD  
Warfield...Rax...Dagger...do you think their parents knew they'd become terrorists?

Dusty laughs, Matt giving Brad a stern look.

Bruce leans forward, glancing at Ambrose.

BRUCE  
They need byrinium to power the helmets, so what are we doing to lock this place down?

GENERAL AMBROSE  
No one is getting back in here without authorization and I've tripled security.

Brad throws his hands in the air.

BRAD  
So we're good? The helmets are out of juice by now, right?

BRUCE  
(shaking his head)  
No. Current duration is around five days, but without byrinium the equipment will be useless by the end of the week.

GENERAL AMBROSE  
About that...

The group glances to the General.

GENERAL AMBROSE  
The files they stole are protected,  
but it's only a matter of time before  
they break the encryption. At that  
point, they will discover this.

Another picture projects onto the screen depicting a handful  
of small buildings.

GLORIA  
What is that?

GENERAL AMBROSE  
Naval Weapons Station Concord...about  
30 miles Northeast of San Francisco.

A quizzical look crosses everyone's face.

GENERAL AMBROSE  
After your initial extraction of the  
mineral in '74, we sent another group  
in during the evacuation of Saigon.

Brad laughs, shaking his head as he glances to Matt.

BRAD  
Of course you did.

GENERAL AMBROSE  
(pointing at the photograph)  
They extracted nearly 400 pounds of  
byrinium and stored it here until your  
experiments proved successful.

Matt locks eyes with the General.

MATT  
Why weren't we told about this? We've  
been working on this project for  
years.

GENERAL AMBROSE  
It was deemed classified...but once  
Miles breaks the encryption, this is  
where he's headed next.

Brad rolls his eyes.

BRAD

So move the rocks.

Ambrose steps close to Brad, his finger jabbing in the air toward him.

GENERAL AMBROSE

This is our chance to get our weapons back.

MATT

Then let's make sure we're waiting for him.

INT. SHOP - DAY

Bruce turns one of the helmets over in his hands as Gloria, Dusty, and Brad watch nearby. Multiple technicians move around the room behind them.

BRUCE

The mask converts kinetic energy channeled from byrinium and stores it on a thin battery running along the inside.

He points to a thin, glowing strip inside the helmet.

BRUCE

We can then program the mask to rearrange that energy into different properties. Go ahead. Take a look.

He hands the helmet to Gloria.

BRUCE

We'll complete the voice recognition protocols before we leave, but you'll have two options to activate the helmet. Voice command or two buttons located on the gloves that must be pressed simultaneously.

He points to uniforms hanging on the other side of the room.

BRUCE

You'll find instructions near your uniforms describing the exact capabilities of your masks.

Brad points to his helmet.

BRAD

Yeah, I'm not yelling 'hocus pocus' in the middle of a firefight. I'd rather take a bullet.

BRUCE

I specifically looked for uncommon phrases that would decrease the likelihood of your mask firing accidentally.

Bruce slaps Brad on the arm.

BRUCE

Wouldn't want anyone to take their own leg off, would we?

BRAD

So what you're telling me is that I'm basically strapping a portable microwave to my face?

Gloria passes the helmet to Brad.

GLORIA

(smiling)

It may actually help you out.

DUSTY

Yeah, if this thing is actually giving off radiation...

BRUCE

(interrupting)

It's not uranium. And the mineral doesn't deplete over time like coal or other fossil fuels. That's what makes it unique.

He waves his hand dismissively.

BRUCE

Besides, we've tested the equipment a hundred times. It's safe.

Something rockets across the room behind them, technicians YELLING at each other.

BRAD

I'm not feeling too good about this plan anymore.

INT. WAREHOUSE - NIGHT

Sly quietly types on a small computer nestled against the wall. Miles stands across the room hunched over a wooden table.

Miles' fingers tap against a crinkled map spread across the surface.

Vanessa quickly moves to his side, a small radio cradled in her hands.

VANESSA

We're clear.

She points to a section of the map.

VANESSA

They've moved their search further south. Near Las Vegas.

Miles sighs.

MILES

We can't stay here, Vanessa.

He motions over the entire map.

MILES

Every FBI field office in this country is looking for us.

VANESSA

Why can't we just get the equipment that we have out of here? Wait for things to die down, then come back for the rest?

MILES

(looking at the map)

They want it all. It would take years for us to plan another job like this.

He locks eyes with Vanessa.

MILES

And I'm sure they've already identified all of us. This is our only chance.

Vanessa nods, glancing at the map.

Miles gently rests his hand on her shoulder.

MILES

Don't worry. We're getting out of here.

SLY

I'm in!

Miles and Vanessa quickly move behind Sly as he types.

SLY

We've got enough data here for Chernenko to sift through for the next five years.

Different data files line the edge of the screen.

MILES

Search for byrinium. See if there's any information that will help us.

Sly scrolls through the files.

RAX

There!

He points at the computer screen.

SLY

Looks like they have a second deposit stored in a military base in California. Not connected with Trakker Industries.

MILES

What do we know about that facility?

Sly continues typing; information populating the screen.

SLY

Multiple access points...including water access. Frequent resupplies.

Minimal military personnel...at least  
on the surface. Removed from the  
general population.

Miles glances to Vanessa, a small smile pulling at the corner  
of his mouth.

MILES

If Trakker has this information, he  
knows we'll move on the second  
deposit...if we haven't already left  
the country.

VANESSA

So what do you want to do?

He glances around the massive room.

MILES

Pack it up. We're going to California.

EXT. AIRPLANE - NIGHT

A military cargo plane sails through the clouds.

INT. CARGO BAY - NIGHT

The plane quietly shakes; the HUM of the massive engines  
echoing through the hold.

Dusty, Brad, and Bruce sleep on narrow benches etched along  
the sides.

Matt sits on the floor, photographs of Miles' group spread in  
front of him.

Gloria quietly sits on the floor.

GLORIA

When did you last sleep?

MATT

Does it matter?

Gloria's eyes narrow.

GLORIA

It matters if I'm counting on you to  
watch my back when the bullets start  
flying.

A small smile pulls at the corner of Matt's mouth.



MATT  
Good sleep? 1969.

Gloria laughs.

GLORIA  
Fair enough.

Her gaze falls to the scattered photographs.

GLORIA  
You should at least try getting a  
couple hours in before we land.

Matt nods.

MATT  
I will.

They both sit in silence for several seconds.

GLORIA  
Please tell me we're not just doing  
this because of Andy?

Matt's gaze falls to the floor.

MATT  
This is bigger than any of us, Gloria.

GLORIA  
Are you sure?

MATT  
Absolutely.

He locks eyes with Gloria.

MATT  
But I'm not going to lie. If I get to  
Miles first? He's a dead man.

GLORIA  
Eventually all the fighting has to  
stop, Matt. Otherwise, what's the  
point?

MATT  
(nodding)

That's what we're fighting for,  
Gloria.

She gently rests her hand on his shoulder.

GLORIA  
I hope you're right. I really do.

She stands.

GLORIA  
Get some sleep.

She starts to walk away.

MATT  
Hey, Gloria?

She glances over her shoulder.

GLORIA  
Yeah?

MATT  
Thank you.

A quizzical look crosses Gloria's face.

GLORIA  
For what?

MATT  
For being here. It really is good to  
see all of you. After everything that  
happened.

Gloria nods, moving to a bench against the far wall. Matt's  
gaze turns back to the photographs.

EXT. NAVAL WEAPONS STATION CONCORD - DAY

Military personnel move around the base; a highly guarded  
fence running along the perimeter.

SUPER: "NAVAL WEAPONS STATION CONCORD."

EXT. FRONT GATE - DAY

A military supply truck slowly approaches. GUARD #1 slowly  
raises his hand.

The truck stops.

GUARD #1  
Identification?

The driver hands him a small badge while the soldier in the passenger seat gazes out the window.

The guard compares the card to the clipboard in his hands before handing it back.

GUARD #1  
Please wait.

The guard slowly moves to the rear of the truck, eyes scanning the vehicle.

He peers through the cargo cover; multiple crates packed tightly, stretching toward the ceiling.

He returns to the booth, pressing a small button.

The gate shifts to the side; the guard motioning the driver to proceed.

EXT. NAVAL WEAPONS STATION CONCORD - DAY

The supply truck pulls in front of a building; several soldiers quickly removing crates from the rear as the driver and passenger exit the cab.

EXT. FRONT GATE - DAY

The guard turns, a quizzical look crossing his face.

A black Ford Bronco quickly approaches, followed by a purple Nissan 300ZX Z31.

He slowly raises his hand.

The Bronco suddenly transforms; a massive turret ascending from the rear.

GUNFIRE fills the air; rockets firing from the front of the Bronco.

The front gate explodes; the guard sailing through the air. Dagger and Vanessa slam their vehicles through the debris, bullets spraying in all directions.

INT. MATT'S CAMARO - DAY

Matt quickly turns the ignition, shifting the car into gear.

MATT  
(into mask)  
Move!

EXT. ROAD - DAY

The Camaro bursts from a small shed, skidding across the road as he speeds toward the military base.

A white Porsche maneuvers onto the road in front of him.

Both of them weave around traffic.

INT. GLORIA'S PORSCHE - DAY

Gloria glances in her rear-view mirror at Matt's Camaro.

GLORIA  
(into mask)  
Stay with me!

INT. NAVAL WEAPONS STATION CONCORD - DAY

Dagger and Vanessa maneuver between buildings, bullets ricocheting from their cars.

GUNFIRE bursts from their vehicles, soldiers dropping.

EXT. DOCK - DAY

A soldier snatches the radio from his belt, pressing it to his ear as GUARD #2 yells on the other end.

GUARD #2 (O.S.)  
...all personnel return to the  
compound! I repeat, return to the  
compound!

The sound of RUSHING WATER races toward the soldier as he turns, eyes widening.

Sly's submersible sidecar breaches the surface; torpedoes sailing toward the dock.

The explosion tosses several soldiers into the water.

Sly turns, running parallel to the shore as he torpedoes military stations along the coast.

INT. MATT'S CAMARO - DAY

Matt's eyes dart to the shore as fire races into the sky from Sly's assault.

MATT

Dusty?!

INT. DUSTY'S JEEP - DAY

Dusty quickly scans the water line with his mask, a radar type PING echoing through his helmet.

DUSTY

Give me a sec!

The PING grows louder as he zeroes in on a specific spot in the water.

DUSTY

I'm on him.

A quizzical look crosses his face as he scans the controls on the dashboard.

DUSTY

Hey, Bruce, uh...how do I...you know...shoot the boat again...

BRUCE (O.S.)

Trigger is on the center console between the seats!

Dusty glances down; a small button nestled between the seats.

DUSTY

Oh. Thank you.

MATT (O.S.)

Dusty!

DUSTY

I'm going.

He taps the button; head slamming against the headrest.

EXT. DUSTY'S JEEP - DAY

The front of the jeep suddenly opens, rocketing the concealed boat into the water.

INT. DUSTY'S BOAT - DAY

Dusty SCREAMS as the boat tears across the bay.

GLORIA (O.S.)  
Dusty! You alright?!

He smiles.

DUSTY  
I love this boat!

EXT. FRONT GATE - DAY

Gloria and Matt launch through the flames and twisted metal, racing toward Dagger and Vanessa.

INT. MATT'S CAMARO - DAY

Matt changes gears, skidding around a building.

MATT  
Bruce! Brad! Where are you?!

EXT. NAVAL WEAPONS STATION CONCORD - DAY

The Kenworth semi suddenly crashes through a wall; exhaust stacks shifting into massive cannons firing at Dagger and Vanessa.

Dagger and Vanessa swerve, dirt rocketing into the air around them.

Vanessa's car transforms into a jet, lifting from the ground.

INT. MATT'S CAMARO - DAY

Matt watches as Vanessa sails over the compound.

MATT  
I'll take the Nissan!

He taps a button located near the steering wheel.

EXT. MATT'S CAMARO - DAY

The Camaro's doors shift into gull-wings; small rocket engines extending from the rear. The car sails into the air, racing after Vanessa.

INT. MATT'S CAMARO - DAY

Matt glances through the windows.

MATT

Brad, where the hell are you?!

EXT. HILL - DAY

Brad sits motionless on his green motorcycle; eyes locked on the military base as GUNFIRE echoes toward him.

BRAD

There's still one more, right? Miles?

INT. NAVAL WEAPONS STATION CONCORD - DAY

Several soldiers maneuver through the narrow hallways, rifles clenched in their hands.

The passenger who helped unload the supply truck quietly glances at the passing soldiers, revealing Miles.

EXT. NAVAL WEAPONS STATION CONCORD - DAY

Dusty maneuvers the boat in different directions, the PING echoing through his helmet as he trails behind Sly.

His weapons lock on Sly's submersible. Dusty clicks a button near his steering wheel.

A torpedo rockets from the front of the boat.

Sly dodges the torpedo, the explosion throwing his submersible into the sea bottom. He quickly turns, racing for the surface. He taps a small button, torpedoes rocketing toward Dusty.

Dusty's console BEEPS loudly, jerking the boat sideways as the torpedoes breach the surface; exploding in the air.

DUSTY

That was...

Sly's submersible rockets from the water, barely missing Dusty as he sails over the boat.

DUSTY  
Holy sh...!

Sly lands on the other side, skipping across the water.

DUSTY  
Backlash on!

His visor glows blue, energy rocketing toward Sly.

The submersible maneuvers; energy tearing across the surface.

EXT. NAVAL WEAPONS STATION CONCORD - DAY

Brad hits the throttle, racing toward the shore.

BRAD  
I hope this thing works, Bruce!

The motorcycle rockets from the dock, plunging toward the water.

Brad taps a button on the handlebar. The motorcycle transforms into a helicopter, skimming across the surface as it ascends.

He quickly turns, racing after Sly; machine guns firing.

Sly swerves, diving back into the water.

Dusty clicks another button, depth charges rocketing from the back of the boat.

Sly maneuvers underwater; explosions rippling around him.

Vanessa's jet suddenly sails over head, Matt trailing behind. GUNFIRE rockets from the Camaro.

Vanessa maneuvers, the Nissan twisting in all directions.

INT. VANESSA'S NISSAN - DAY

A small smile pulls at the corner of Vanessa's mouth.

VANESSA  
(to self)  
Let's see what you've got.



EXT. NAVAL WEAPONS STATION CONCORD - DAY

Vanessa jerks the jet sideways. Matt quickly follows.

INT. NAVAL WEAPONS STATION CONCORD - DAY

Miles marches down a narrow corridor as armed soldiers run past him, a duffel bag dangling at his side. He turns into a nearby room.

INT. CONTROL ROOM - DAY

A handful of soldiers work at different consoles, monitoring the carnage outside as they yell at each other.

MILES

I need everyone to clear the room.

A quizzical look crosses GUARD #3's face.

GUARD #3

We're in the middle of...

Miles quickly draws his firearm, aiming at Guard #3.

Everyone in the room freezes.

MILES

I won't ask again.

Two soldiers go for their guns.

Miles shoots them without hesitating.

Their bodies crumple to the floor. The other soldiers remain frozen.

MILES

Move!

The soldiers quickly step toward the exit.

Miles taps a button on the console near the door, closing it. He quickly fires his gun, annihilating the console.

He moves to a nearby computer, dropping the duffel bag to the floor before retrieving one of the headsets.

He types, glancing over his shoulder at the sealed door.

MILES  
(into headset)  
Sly, I'm in. Now what do I do?

EXT. NAVAL WEAPONS STATION CONCORD - DAY

Rockets sail past Vanessa's vehicle, striking the hillside.

MATT (O.S.)  
Has anyone seen Miles?!

GLORIA (O.S.)  
No sign of him.

BRAD  
He's already in the building.

MATT  
What?!

BRAD  
This is just a distraction. Bruce,  
what do you see?

Bruce carefully maneuvers the semi through soldiers, racing after Dagger.

BRUCE  
Hang on a second.

INT. BRUCE'S SEMI - DAY

He taps a button on the console; small monitors protruding from the dashboard.

BRAD (O.S.)  
Anything?

BRUCE  
Just wait a minute.

Bruce's eyes lock on one monitor, narrowing.

A small, red dot BEEPS on the screen.

BRUCE  
I'm picking up an energy spike on  
Level B3. He's not that far from the  
byrinium.

EXT. NAVAL WEAPONS STATION CONCORD - DAY

Brad scans the water below him.

BRAD  
Dusty, you got this guy?

GLORIA (O.S.)  
I'll help him.

Gloria's Porsche speeds across the dock, rocketing into the water. She quickly taps a button near her steering wheel.

The Porsche shifts into a submarine, racing after Sly.

INT. DUSTY'S BOAT - DAY

A quizzical look crosses Dusty's face.

DUSTY  
Wait. Gloria got a Porsche...and a submarine?

EXT. NAVAL WEAPONS STATION CONCORD - DAY

A small smile stretches across Brad's face.

BRAD  
I'm going after Miles.

He turns, flying toward the main compound.

Brad quickly switches the helicopter back into a motorcycle, bouncing against the ground as he lands.

He maneuvers through soldiers as they fire at Vanessa's jet over head.

BRUCE (O.S.)  
Southwest entrance. That should give you enough space.

Brad crashes through a steel door, bouncing down the narrow staircase.

INT. VANESSA'S NISSAN - DAY

Vanessa notices Brad crashing through the door.

VANESSA

They're onto you, Miles. One of them  
just entered the building.

INT. SLY'S SUBMERSIBLE - DAY

Sly maneuvers in different directions, explosions rocketing  
around him.

SLY

I'm taking a lot of heat down here.  
Not sure how long I can stay.

INT. CONTROL ROOM - DAY

Miles quickly types, eyes locked on the computer screen.

MILES

You've done enough. Get out of there.

SLY (O.S.)

Good luck.

INT. SLY'S SUBMERSIBLE - DAY

Sly taps a button on the nearby console.

EXT. NAVAL WEAPONS STATION CONCORD - DAY

A thick, black cloud trails behind his submersible.

Gloria quickly slows down.

INT. GLORIA'S PORSCHE - DAY

Her eyes dart in all directions.

GLORIA

I can't see anything!

INT. DUSTY'S BOAT - DAY

The BEEPING in Dusty's mask grows quiet.

DUSTY

He's running.

BRUCE (O.S.)

The Bronco just blew a hole in the  
wall and is taking off.

INT. MATT'S CAMARO - DAY

Matt watches as Vanessa sails away from the military base.

MATT

The Nissan just rocketed out of here,  
too.

DUSTY (O.S.)

Do we go after them?

Matt glances to the military base below.

MATT

No. Everyone converge on the main  
compound. They don't have the byrinium  
and this is our chance to grab Miles.

INT. CONTROL ROOM - DAY

Miles quickly types, eyes locked on the screen as soldiers  
YELL from the nearby hallway.

VANESSA (O.S.)

How close are you?

MILES

Just a few more seconds.

The computer BEEPS.

Miles snatches the floppy disc from the computer, breaking it  
in half. He tosses the fragments into the trash, dropping the  
headset on the desk.

He quickly snatches the duffel bag from the floor.

INT. HALLWAY - DAY

Soldiers cluster around the door, guns raised as one of them  
lights a blowtorch. He slowly presses the torch to the door.

The door suddenly explodes, metal firing in different  
directions.

Smoke fills the corridor; over head sprinklers igniting.

One soldier coughs, eyes widening as he glances to the  
missing door.

Miles steps through, now wearing his mask and uniform. He locks eyes with the fallen soldier.

MILES

Stay down.

The soldier reaches for his pistol as Miles' visor glows red.

The soldier screams.

Brad turns into the corridor, eyes locked on Miles. GUNFIRE sprays from the front of his vehicle.

Miles quickly ducks into a connecting hallway.

BRAD

Found him.

MATT (O.S.)

Which way is he moving?!

BRAD

North.

EXT. NAVAL WEAPONS STATION CONCORD - DAY

Matt's Camaro quickly lands outside the main compound. Dust swirls around the car as he skids to a stop.

He tosses the door open, sprinting for the building.

MATT

On my way!

He kicks the door open, disappearing into darkness.

INT. HALLWAY - DAY

Miles disarms soldiers as he runs, dropping them to the floor.

He uses their firearms to kill another soldier down the corridor, glancing the other direction.

Two more soldiers round the corner, aiming their rifles.

MILES

Viper fire!

The red energy blast cuts across both soldiers; screaming as they tumble to the floor.

Matt sprints into the corridor, eyes locked on Miles.

MATT  
Spectrum fire!

Yellow energy rockets from his mask.

Miles ducks, concrete exploding behind him. He quickly turns, his visor glowing red.

Matt rolls behind cover as red energy strikes the nearby wall.

Miles fires repeatedly at the walls and ceiling as he backs away from Matt.

The ceiling suddenly gives. Matt dives away from crashing debris; the corridor blocked.

Miles turns, sprinting away.

Matt darts down a different hallway.

MATT  
Bruce, I need another route!

EXT. NAVAL WEAPONS STATION CONCORD - DAY

Miles bursts through the exit of the main compound, harsh sun bearing down on him.

He stops as soldiers surround him; rifles raised as he turns in different directions. GUARD #4 steps closer to him.

GUARD #4  
On your knees!

Miles locks eyes with the guard, hands clenching.

The guard raises his rifle closer to his face.

GUARD #4  
I said, on your knees!

Miles slowly kneels.

GUARD #4  
Hands on your head!

Miles raises his hands, resting them on his helmet.

Matt bursts through the compound door behind them. He storms through the soldiers, marching toward Miles.

He rips the mask from Miles, handing it to a nearby soldier.

He grabs Miles by the collar, pulling him close; his visor glowing yellow.

GUARD #4

Sir, our orders are to take him alive!

Matt holds Miles close to his face for several seconds.

GLORIA (O.S.)

Don't do it, Matt! You're better than him!

The light of Matt's visor slowly fades as he drops Miles.

A small smile stretches across Miles' face as Matt removes his own mask; fire burning in his eyes.

MILES

Looks like you found me, Trakker.

Matt punches Miles across the face.

EXT. NAVAL WEAPONS STATION CONCORD - DAY

Later, the sun sets over the base; smoke still rising into the air. Several emergency personnel and news vans gather on the nearby street.

The byrinium container from the compound is loaded onto a military transport vehicle.

Dusty leans against his Jeep as Gloria approaches.

GLORIA

Hey. You okay?

DUSTY

Yeah, I'm fine.

GLORIA

Let me have a look at you.

She scans Dusty's body.



DUSTY  
I'm fine, Gloria. Really.

She gently rests her hand on Dusty's cheek.

GLORIA  
I just worry about you. I've always  
worried about you. Ever since...you  
know...

Dusty places his hand over Gloria's, sliding her hand over  
his scar.

DUSTY  
I have trouble remembering things. A  
lot of things. But I'd never forget  
you.

He brushes Gloria's hair from her face.

DUSTY  
I've thought about you every day.

Gloria smiles.

Two soldiers march a handcuffed Miles onto the military  
transport, Matt and Bruce following close behind.

BRUCE  
I just got confirmation from one of  
the IT specialists. Miles supposedly  
used a military satellite to transmit  
encrypted information to somewhere in  
Kirov.

MATT  
Do they have an exact location?

BRUCE  
Not yet, but they're working on it.

Matt stops, rubbing his forehead as he turns to Bruce.

MATT  
Great. All of our research in the  
hands of the Soviets. What did you  
hear from General Ambrose?

BRUCE  
He's planning on meeting us at  
Vandenberg.

MATT  
Isn't there somewhere closer we could  
meet?

Bruce shakes his head.

BRUCE  
Too much heat. Vandenberg has the  
support we need.

Matt nods, pointing at the Kenworth semi sitting nearby.

MATT  
Have Dusty, Gloria, and Brad follow  
close behind you. Keep your eyes open.

A puzzled expression crosses Bruce's face.

BRUCE  
Where are you going?

MATT  
(motioning to the transport)  
With Miles.

He glances to a nearby soldier, tossing him the keys. He  
points at the Camaro parked across the clearing.

MATT  
Don't scratch it...and don't push ANY  
buttons.

EXT. ROAD - NIGHT

The transport cruises through darkness surrounded by several  
military vehicles. Bruce, Gloria, Dusty, and Brad follow  
closely behind.

INT. MILITARY TRANSPORT - NIGHT

Miles sits handcuffed in a chair in the middle of the  
trailer, fastened to the floor by metal restraints.

A soldier sits against the wall, rifle clenched in his hands.

Matt sits close to Miles, their eyes locked.

MILES

If there's something you'd like to say to me, Matt...now's the time.

Matt's bottom lip curls.

MATT

There are so many things I'd like to say to you, Miles, but what's the point? They're going to send you away for a very long time...and that's all that matters right now.

Miles slowly smiles.

MILES

My country already sent me away for a long time, Matt.

Matt leans forward.

MATT

Was that the deal? Get the weapon... the byrinium...and then they just let you waltz back in?

Miles shakes his head; eyes falling to the floor.

MILES

It's not about the weapon. It's about saving lives.

He locks eyes with Matt.

MILES

How many people are starving... freezing...in my country, Matt? This technology can save them. All of them. Think about it. Unlimited energy for everyone.

He leans forward, his face just inches from Matt's.

MILES

If it was up to me, this pointless war would be over. We could save millions.

MATT

If it was up to me, Miles...you'd be dead already.

Miles nods, his gaze falling to the floor.

MILES

I've seen enough death and war to last a lifetime. We both have. What happened to Andy was...unfortunate.

MATT

So I'm just supposed to forgive you?! What about the families of the other soldiers you killed?!

Miles jabs his finger at Matt.

MILES

I didn't kill unless I had to! And what about the families of the people you've killed, Trakker?! You think that because you kill for your country, that somehow makes it right?!

He shakes his head, shifting in his seat.

MILES

At least I know it's wrong no matter the reason you're doing it. We're all the same. Hired guns. Broken.

MATT

Not all of us are broken.

MILES

(smiling)

When was the last time you spoke to your son?

Matt backhands Miles across the face.

MATT

I'm nothing like you, Miles!

MILES

Keep telling yourself that. We're both willing to do whatever it takes to serve our country.

Miles glances to the guard now watching them.

MILES

Whatever it takes.

MATT

I don't give a damn about your country.

MILES

(nodding)

And that's why...in the end...we're all going to lose.

A small window near the cab slides open, GUARD #5 peeking through.

GUARD #5

Sir, we just received new orders from General Saddler.

MATT

And?

GUARD #5

They're meeting us at a military warehouse outside of Salinas at 1900 hours.

Matt nods, turning back to Miles as the guard closes the window.

MATT

Cheer up, Miles. This will be over soon.

MILES

(smiling)

For all of us.

INT. WAREHOUSE - NIGHT

A black suburban sits quietly, surrounded by several armed guards as the military transport maneuvers into the massive structure.

Bruce, Brad, Dusty, and Gloria pull in behind the transport; soldiers closing the huge doors behind them.

Matt exits the transport as Gloria steps from her Porsche, a quizzical look crossing her face.

GLORIA

What are we doing here? I thought we were taking him to Vandenberg?

Matt shrugs, pointing over his shoulder as Miles is escorted away by two soldiers.

MATT

Saddler's call. I guess Vandenberg didn't want us after what happened in Concord.

Saddler steps from the suburban followed closely by a handful of armed guards. He moves toward Matt, shaking his hand.

SADDLER

Congratulations, Matt. You got him.

Matt motions to the rest of his group.

MATT

Thank you, sir, but WE got him.

SADDLER

General Ambrose should be joining us shortly.

Saddler motions over his shoulder toward the direction where Miles was escorted.

MILES

Shall we?

INT. INTERROGATION ROOM - NIGHT

Miles sits quietly, handcuffed to the table in the middle of the room.

Saddler enters, moving to the chair on the opposite side; dropping hard into the seat.

SADDLER

In just a few hours, you'll be on a plane to D.C. where two gentlemen from the FBI will...question you.

He leans forward, resting his hands on the small table.

SADDLER

Or...you can tell me where the others are and save us some time.

Miles grins.

MILES

American interrogation tactics  
are...disappointing...compared to the  
Soviets. You always talk too much.  
Waste so much time.

Saddler retrieves his firearm, setting it on the table.

SADDLER

You really think I'm wasting my time?

MILES

At some point, Saddler, you'll have to  
get your hands dirty rather than have  
someone else do it for you.

SADDLER

Trust me...I'm not afraid to get my  
hands dirty.

INT. OBSERVATION ROOM - NIGHT

Brad, Matt, Bruce, Gloria, and Dusty stand in the darkened  
room. Two armed guards stand behind them.

BRAD

There's still something I don't  
understand.

He turns, glancing at the rest of the group.

BRAD

With all the security measures the  
government uses to screen employees...  
especially the Department of  
Defense...

He points at Miles through the glass.

BRAD

...how did an ex-KGB terrorist make it  
through?

Matt shrugs.

MATT

All of us had to pass frequent  
background checks. I still don't know  
how Miles got into the lab without a  
second access code.

His eyes narrow, glancing at Bruce.

MATT  
Any ideas, Bruce?

BRUCE  
(shaking his head)  
I'm not sure. My card was with me the whole time. Did Andy have his card with him?

MATT  
Yes. And I had mine.

Bruce shakes his head, sitting on a small table nestled against the wall.

BRUCE  
There are several things that don't make sense.

GLORIA  
Like what?

Bruce points at Miles through the glass.

BRUCE  
If Miles wanted all of the equipment back in Virginia, why did he only bring three people with him? He knew there were nine vehicles.

He throws his hand in the air.

BRUCE  
And how was Miles planning on transporting the byrinium from the base in Concord? He had no vehicle... no escape plan...his team fled...

BRAD  
(smiling)  
He wasn't expecting us.

GLORIA  
Unless he was expecting us, but why would he...

Bruce suddenly leaps from the table, eyes wide.

BRUCE  
Get back to your vehicles. NOW!



MATT  
What's wrong?

INT. INTERROGATION ROOM - NIGHT

Saddler's watch starts BEEPING. He casually turns it off.

MILES  
Is there somewhere else you need to  
be?

SADDLER  
I'm exactly where I want to be.

Miles leans forward, locking eyes with Saddler.

MILES  
(smiling)  
I'm not the only one hiding behind a  
mask, am I?

SADDLER  
(smiling)  
No. No you're not.

INT. OBSERVATION ROOM - NIGHT

Both watches of the two guards standing behind Matt and the others start BEEPING. They immediately reach for their firearms.

Gloria disarms one guard, slamming him against the wall.

Matt grabs the other guard's gun, aiming toward the ground as he discharges several bullets. He headbutts the guard in the face, rendering him unconscious.

Dusty punches the other guard as he lunges toward Gloria, knocking him out.

MATT  
Get back to your vehicles.

INT. INTERROGATION ROOM - NIGHT

Saddler snatches his firearm from the table, turning toward the glass of the observation room. He fires several shots.

INT. OBSERVATION ROOM - NIGHT

Matt, Bruce, Gloria, Dusty, and Brad sprint from the room; ducking as the observation glass shatters behind them.

INT. INTERROGATION ROOM - NIGHT

Saddler sighs, turning back to Miles.

Fire burns in Miles' eyes.

MILES

No one else needs to die today.

SADDLER

(smiling)

I expected a Soviet to have bigger balls.

Miles nonchalantly holds his handcuffed hands in the air.

MILES

Do you mind?

Saddler fires one shot, breaking the handcuffs.

Miles quickly stands from the table.

SADDLER

Are you ready to finish this?

INT. WAREHOUSE - NIGHT

Matt, Gloria, Dusty, Bruce, and Brad sprint for their vehicles.

The soldiers that accompanied them on the transport earlier stand ready, rifles raised.

MATT

(to soldiers)

We need to lock this place down! We'll set up a per...

Saddler's guards standing next to the suburban open fire, dropping nearby soldiers.

The doors of the warehouse suddenly ignite; metal spraying in different directions.

The group hits the floor; GUNFIRE rocketing through the structure.

Lifeless soldiers tumble to the ground.

MATT  
Vehicles are compromised!

BRAD  
We need to find cover!

Matt quickly snatches one of their rifles, glancing to Brad, Gloria, Dusty, and Bruce.

MATT  
Go! I'll cover you!

He fires at the opening, moving to the side of the structure as Dagger, Sly, and Vanessa speed into the warehouse; their vehicles firing in all directions.

More soldiers from the military transport are struck by the barrage of bullets; dropping to the floor.

Brad, Gloria, Dusty, and Bruce sprint in different directions, taking cover.

Matt ducks behind crates stacked along metal shelving as bullets strike the nearby wall.

Sly speeds toward a soldier.

SLY  
Stiletto fire!

Small harpoons rocket from his mask, striking the soldier in the chest.

Fire sprays from Dagger's mask as he leans from his window, engulfing nearby soldiers.

Matt fires from cover, dropping a couple guards.

SADDLER (O.S.)  
Hold your fire!

An eerie silence echoes through the massive structure as the sound of GUNFIRE fades.

Vanessa, Sly, and Dagger step from their vehicles, light reflecting from the visors of their masks.

SADDLER (O.S.)  
You still breathing, Trakker?!

MATT  
Still breathing!

SADDLER (O.S.)  
I got something for you!

Saddler and Miles step close to Vanessa, Sly, and Dagger.  
Saddler shoves Brad to the ground, aiming his pistol.

SADDLER  
How do you want this to end, Matt?!

Matt slowly peeks around the corner of the crate, eyes widening.

SADDLER  
I'll give you three seconds!

A small smile stretches across Brad's face, locking eyes with Saddler.

BRAD  
Can you even count to three?

Saddler strikes him across the face with his gun.

SADDLER  
3...2...!

Blood trickles down Brad's forehead.

BRAD  
You always were a dick.

Saddler smiles.

SADDLER  
I never liked you, Turner.

He presses the barrel against Brad's head.

MATT (O.S.)  
Wait!

Matt slowly steps from cover, tossing his firearm aside. He raises his hands as he moves toward Saddler.

SADDLER  
Good boy.

Matt pauses a few feet from Saddler.

SADDLER

On your knees.

Saddler smiles as Matt slowly kneels.

SADDLER

It's ironic really. Coming full circle. Finishing what we started all those years ago. Now...where are the others?

Matt's and Brad's eyes fall to the floor.

Saddler glances over his shoulder.

SADDLER

Ms. Baker, Mr. Hayes, and Mr. Sato!  
Would you please be kind enough to  
join us?!

Gloria, Dusty, and Bruce step from cover, moving toward the group.

SADDLER

This was supposed to be easy. No one was going to get hurt, but I guess we can't always have our way.

Gloria, Dusty, and Bruce slowly kneel on the hard floor near the group. Bruce locks eyes with Saddler.

BRUCE

You took my keycard when you came by the bar that night, didn't you? And returned it to my apartment before I realized it was gone?

Saddler's eyes narrow.

SADDLER

Yes.

BRUCE

And the extra security you were going to send. They were going to help move the other vehicles, weren't they?

Saddler chuckles.

SADDLER

You always were the smart one, Bruce,  
I'll give you that. Not that it  
matters now.

MATT

You're a coward and a traitor.

SADDLER

Countries are all the same, Matt.  
Everyone thinks they're the center of  
the universe...but the Soviets?  
Well...

A small smile crosses his face.

SADDLER

...they were willing to pay for it.

Matt's group glares at Saddler.

SLY

This is the part where one of you says  
'you won't get away with this.'

Brad fights back a smile, motioning to Dagger.

BRAD

Actually, I'm just hoping I don't ever  
have to see HIS ugly face again.

Dagger slowly glances at Brad.

BRAD

I'd definitely keep the mask on if I  
were you.

Brad motions to Sly.

BRAD

And your whole 'kidnapper' look you've  
got going on...too 1963.

He glances to Vanessa, smiling.

BRAD

You on the other hand...I would've  
asked you out...under different  
circumstances.

Vanessa steps toward him.

BRAD

Maybe a candlelight dinner...some music...

Vanessa punches him across the face.

Saddler laughs.

SADDLER

America's finest. Broken.

Miles grips Saddler's arm; a stern look etched on his face.

MILES

We have all the equipment...and the byrinium. There's no reason for anyone else to die today.

Saddler rips his arm from Miles.

SADDLER

I don't take orders from you, Miles. I don't have to take orders from anyone anymore. Now...

He points his gun at Matt's group kneeling on the floor.

SADDLER

...which one of you wants to die first?

Matt locks eyes with Saddler. He slowly stands; head held high.

MATT

Miles is right. No one else has to die, but if you need to kill someone ...shoot me.

GLORIA

Matt, what are you...

MATT

(interrupting)

I'm the one who asked all of you to come. I'm sorry...for everything. It was my fault.

Matt glances to Bruce, Brad, Gloria, and Dusty.

MATT

You are all more important than any mission.

He turns back to Saddler.

MATT

Let the rest of them go, Saddler.

SADDLER

Fine.

Saddler quickly raises his gun toward Matt.

BRAD

Wait!

Brad slowly stands, his head held high.

MATT

Brad, stay on the...

BRAD

Brad Turner, reporting for duty, sir.

He glances at Matt, a small smile etched on his face.

BRAD

No one on this team stands alone.

Gloria stands, followed quickly by Bruce.

Dusty glances around, a confused expression on his face as he also stands.

DUSTY

I guess we're all standing now. Like a regular old firing squad.

Saddler chuckles.

SADDLER

Exactly.

The wall suddenly ignites; metal and fire rocketing in different directions as soldiers pour into the room.

Everyone drops to the floor.

Saddler points to his guards laying down.



SADDLER

Don't just sit there! Get the  
equipment out of here!

They leap from the floor, quickly moving to Gloria's, Brad's, Bruce's, Dusty's, and Matt's vehicles lining the wall.

Saddler glances over his shoulder.

SADDLER

Miles, you need to...

Miles is already snapping his helmet into place, the visor glowing red.

MILES

Time to leave.

He turns, red energy blasting toward the soldiers.

Dagger, Vanessa, and Sly all fire their masks toward the opening as they sprint for their vehicles.

Matt suddenly strikes Saddler, his gun sliding across the floor. Matt dives for the gun as Saddler sprints for the Camaro.

Matt quickly fires, striking Saddler in the leg before he closes the gull-wing door.

Matt continues firing as he steps toward the Camaro, but the glass does not shatter.

Saddler smiles, waving at Matt as the driver tosses the Camaro into gear, racing for the entrance.

All vehicles crash through what remains of the doors; GUNFIRE still echoing through the air.

Matt glances down at the empty gun, tossing it to the floor.

INT. WAREHOUSE - NIGHT

Later, Matt, Gloria, Dusty, Bruce, and Brad all sit on the concrete, heads hanging.

General Ambrose paces in front of them, rubbing his forehead.

GENERAL AMBROSE

So you mean to tell me that Venom has  
all the equipment?! Every damn piece?!

Matt slowly nods, avoiding eye contact.

Ambrose sighs.

GENERAL AMBROSE

Well this is a mess.

MATT

We can get it back.

Ambrose whips his head toward Matt, fire burning in his eyes.

GENERAL AMBROSE

What was that?!

Matt locks eyes with Ambrose.

MATT

I said...we can get it back.

Ambrose chuckles, shaking his head. He motions to Matt's  
group sitting on the concrete.

GENERAL AMBROSE

Your team had their chance, Trakker.  
Now, a covert Soviet group has the  
most advanced military weapon that  
America has to offer.

He throws his hands in the air.

GENERAL AMBROSE

And they're going to take it straight  
to Chernenko.

Matt stands, locking eyes with Ambrose.

MATT

And what about Saddler?!

GENERAL AMBROSE

What about him?

Matt jabs his finger at Ambrose.

MATT

You used us as bait, Ambrose!

GENERAL AMBROSE  
I needed to know who was working with  
the Soviets!

He smiles.

GENERAL AMBROSE  
And it worked, didn't it?

MATT  
We're not expendable!

GENERAL AMBROSE  
You knew the risks when you accepted  
this mission. And...you failed.

Ambrose steps close to Matt, jabbing his finger into his  
chest.

GENERAL AMBROSE  
You're out, Matt.

He motions to the rest of the group.

GENERAL AMBROSE  
All of you.

He turns to leave, Matt seizing his arm.

MATT  
We're not done yet!

Ambrose yanks his arm from Matt.

GENERAL AMBROSE  
Careful, Trakker. Or I'll have you  
arrested.

He adjusts his uniform.

GENERAL AMBROSE  
Now if you'll excuse me, I have some  
Soviets to catch.

He turns, walking away from Matt.

Matt turns back to the group, head hanging.

MATT

I'm sorry. I'm sorry I pulled all of you into this.

He sighs, rubbing his forehead.

MATT

The truth is, I thought I could take down Miles, but I was wrong.

BRUCE

'Our greatest glory is not in never falling, but in rising every time we fall.'

BRAD

Washington?

A quizzical look crosses Bruce's face.

BRUCE

Confucius.

He glances around the massive room, standing.

BRUCE

We can still get them.

BRAD

How?

A small smile pulls at the corner of Bruce's mouth.

INT. WAREHOUSE - NIGHT

Bruce quickly logs into a small computer, glancing over his shoulder as soldiers move in different directions.

Matt, Dusty, Gloria, and Brad gather around him.

MATT

What are you doing, Bruce?

BRUCE

(not looking at Matt)

I equipped our vehicles with an additional transmitter after the attack in Virginia. Let's just hope Miles didn't find them.

He continues typing.

BRUCE

All I need to do is configure the  
satellite feed to the units...

He locks eyes with Matt.

BRUCE

...and then we'll know exactly where  
they are.

Gloria throws her hands in the air.

GLORIA

So what? What are we supposed to do?  
They have every weapon you designed!

Matt locks eyes with each group member.

MATT

Who cares if they have the weapon?  
We're soldiers. No matter what  
happens...we get the job done.

Bruce continues typing.

BRUCE

It's narrowing the search area.

MATT

Look, I'm not asking all of you to  
come with me, but I'm going after  
them.

GLORIA

It's suicide, Matt.

Matt hesitantly nods.

MATT

You're probably right. But I have to  
try. For Andy.

Dusty steps forward.

DUSTY

I'm coming with you.

Matt shakes his head.

MATT

I can't ask you to do that, Dusty.

A quizzical look crosses Dusty's face.

DUSTY

You're not asking me. I'm telling you.

MATT

It's not worth asking all of you to die for a mission.

Brad steps forward.

BRAD

We're doing this for ourselves, Matt. It's not about the mission...it's not about Andy...it's about proving something to ourselves.

MATT

What?

Brad locks eyes with Matt.

BRAD

That we can be more.

BRUCE

I got 'em.

All of them gather around the computer.

MATT

Where are they?

Bruce points at the screen.

BRUCE

Moving north...close to the I-5.

BRAD

Why are they headed north?

Matt rubs his forehead as he paces.

MATT

They need to get the byrinium and the equipment out of the country fast. Airports are out, so what else is there?

Gloria's eyes widen, pointing at Bruce's computer.

GLORIA

Bruce, can you access company itineraries on that thing?

BRUCE

Probably. It's a government computer. Why?

GLORIA

Pull up any information about companies along the west coast scheduled for deliveries to the U.S.S.R..

She glances at Matt.

GLORIA

Specifically from any shipping yards big enough to accommodate freighters.

BRUCE

Got it.

He types frantically.

Matt anxiously taps his foot.

MATT

C'mon, c'mon...

BRUCE

There's two freighters scheduled to leave at 9:15 tomorrow morning bound for Vladivostok.

GLORIA

From where?

EXT. CITYSCAPE - DAY

Skyscrapers stretch into the sky as the sun slowly rises; the Space Needle protruding from the horizon.

SUPER: "SEATTLE, WASHINGTON."

EXT. FREIGHTER DECK - DAY

Several men load containers onto the massive transports, yelling at each other.

Miles stands on the deck, arms folded behind his back.

Vanessa approaches, standing next to Miles.

VANESSA  
We're going home.

Miles nods.

MILES  
It's been too long. Where are we at  
with the equipment?

VANESSA  
The masks and byrinium are all loaded.  
Just a few more vehicles to go.

She motions to the men moving containers onto the deck.

VANESSA  
And a few last supplies.

SADDLER (O.S.)  
We just about ready, Miles?

Miles glances over his shoulder, eyes narrowing as Saddler approaches, limping; a wry smile etched on his face.

SADDLER  
We don't want to hang around here any  
longer than we need to.

MILES  
They're almost done.

SADDLER  
Good. Cheer up, Miles.

He slaps Miles on the shoulder. Miles quizzically glances to the place he slapped.

SADDLER  
You're finally headed home.

EXT. DOCK - DAY

Matt glances around the edge of a container, scanning the massive freighters.

Several soldiers move supplies around the ship. Miles speaks with Vanessa on the deck.

Matt glances over his shoulder to the rest of the group.



MATT

Nice work. We found them.

Gloria glances around Matt, scanning the deck.

GLORIA

Now what?

Matt turns, hunching down; all eyes locked on him.

MATT

Did you get a message to Ambrose?

BRUCE

Done.

MATT

I count at least 20 soldiers around the freighters. Probably 10 more on the deck.

Brad glances down at his handgun.

BRAD

I don't think we have enough bullets.

BRUCE

We'll be dead before we even reach the deck.

MATT

We need a different way in.

Gloria slowly stands, inching her way toward the edge of the container as the rest of the group converses.

A soldier passes by the container, Gloria quickly pulling him into the narrow space.

MATT

Gloria, what are you...

She quickly renders the soldier unconscious.

The rest of the group stares at her wide-eyed.

GLORIA

(smiling)

He looked about my size.

BRAD  
(pointing at Bruce)  
I'd expect something like that from  
Bruce.

BRUCE  
That's racist.

She starts to pull the uniform from the soldier.

GLORIA  
C'mon. We're running out of time.

EXT. DOCK - DAY

Dagger marches between a few soldiers as they move supplies near a crane situated above the freighter.

DAGGER  
Get this stuff loaded! We need to  
leave!

A small group of soldiers march past him, entering the freighter.

Brad glances over his shoulder at Dagger, a small smile pulling at the corner of his mouth.

INT. FREIGHTER HALLWAY - DAY

Matt nods as they pass other soldiers. He quickly glances to Bruce.

MATT  
Which way?

Bruce points to an approaching door.

BRUCE  
We need to get down to the hull.  
That's where the equipment should be.

Matt nods, maneuvering to the door.

Gloria nervously glances in all directions.

Dusty quietly takes her hand, smiling.

DUSTY  
Don't worry. We'll be alright.

Gloria smiles back as everyone passes through the door.

INT. FREIGHTER CORRIDOR - DAY

The group paces down a steep stairwell, deeper into the ship.

BRUCE

We should be almost there. Just another...

They turn a corner.

Sly and two soldiers stand in front of them, a quizzical look etched on his face.

Everyone freezes briefly.

Sly and the soldiers suddenly reach for their sidearms.

Matt quickly lunges, grabbing Sly's arm as he fires.

The bullet ricochets in the corridor as Brad quickly draws his pistol, killing the two soldiers.

Matt disarms Sly as they tumble to the grated floor.

BRAD

Matt, get out of the...!

Sly ducks into a nearby hallway, bullets ricocheting from the metal door as it slams closed. Matt slams his fists against the metal.

MATT

Dammit!

BRUCE

Forget him! We need to move!

INT. FREIGHTER HALLWAY - DAY

Sly quickly moves to a nearby box protruding from the wall, pulling hard on the lever. An ALARM echoes through the massive ship.

INT. FREIGHTER BRIDGE - DAY

Miles and Vanessa enter, glaring at the CAPTAIN.

MILES

What is that?!

The Captain scans the controls, pointing.

CAPTAIN

It's coming from the starboard side.

Miles slams his fist into the intercom.

MILES

What's going on down there?!

INT. FREIGHTER HALLWAY - DAY

Sly pulls a phone from the panel, shoving it to his mouth.

SLY

It's Trakker! They're on the ship!

INT. FREIGHTER BRIDGE - DAY

Miles turns, motioning to two soldiers.

MILES

Get down there!

INT. FREIGHTER CORRIDOR - DAY

Matt maneuvers through the narrow passageways as the ALARM continues to sound. His eyes dart over his shoulder.

MATT

Hurry!

Bruce moves past him.

BRUCE

We're almost there!

INT. CARGO BAY - DAY

They step into the massive storage, slamming the door closed behind them.

Their vehicles line the walls; the byrinium container secured to the floor.

Matt points to the other side of the room.

MATT

Brad, secure that door!

Brad nods, moving to the other door as Matt shoves a pipe through the handle.

EXT. FREIGHTER DECK - DAY

Saddler anxiously rubs his forehead as Miles clicks his helmet into place.

SADDLER

What the hell is going on, Miles?!

MILES

It's Trakker.

Saddler throws his hands in the air.

SADDLER

Great. That's just great.

He jabs his finger in the air toward Miles.

SADDLER

You should've killed him back in California!

Miles slowly glances over his shoulder at Saddler.

MILES

Do you know what Trakker has that you don't, Saddler?

SADDLER

What is that, Miles?

Miles suddenly assaults Saddler, slamming him against the edge of the ship. He punches Saddler across the face, grabbing his head with both hands.

A small trail of blood trickles from Saddler's nose as he struggles against Miles' grip.

MILES

Honor. And like I said.

His visor glows red.

MILES

You talk too much.

Saddler's eyes widen.

Miles fires. Saddler SCREAMS.

INT. CARGO HOLD - DAY

The entire group hooks their helmets into place, glancing around the massive room.

GLORIA

Now what?

Bruce points to the byrinium container, moving toward it.

BRUCE

We have to get the byrinium away from here.

He gently rests his hands on the container.

BRUCE

Once the firefight starts, we don't want this anywhere near it.

MATT

What do you mean?

BRUCE

Converted energy causes the mineral to become unstable. A small piece about this size...

He motions with his fingers.

BRUCE

...destroyed the platform at the lab. If enough energy strikes this...

He runs his hand along the byrinium container.

BRUCE

...there's no telling how big the explosion will be.

BRAD

So what do we do?

Matt steps toward the group.

MATT

We have to get it away from the city...away from civilians.

Dusty motions toward the door.

DUSTY

They're waiting for us. It's going to be a fight just getting it out of here.

Bruce motions to the container.

BRUCE

This thing is heavy. Only one of our vehicles can transport it. And it's not the fastest ride if we're trying to get it away from here.

Matt glances to the different vehicles.

MATT

It'll take all of us.

GLORIA

What are you thinking?

EXT. FREIGHTER - DAY

Several men with assault rifles line along the outside of the massive ship.

Miles stands behind them.

Vanessa, Sly, and Dagger slide into their vehicles, switching on several instruments.

MILES

Is everyone in place?

VANESSA, SLY, AND DAGGER (O.S.)  
(simultaneously)

Yes.

MILES

Not a single vehicle escapes this dock. Do you understand me?

Miles glances to the soldiers outlining the freighter.

MILES

If any of us want to go home! If anyone wants to see their family...we stop them right...

The back of the freighter suddenly ignites; steel rocketing across the concrete.

Soldiers cover their faces as debris sails through the air.

Matt suddenly launches from the freighter; weapons protruding from the Camaro.

MILES

Stop him!

The soldiers fire, bullets ricocheting from Matt's windshield.

INT. MATT'S CAMARO - DAY

A small smile pulls at the corner of Matt's mouth as he slams his thumbs on two buttons etched into the steering wheel.

EXT. FREIGHTER - DAY

GUNFIRE rockets from Matt's car as he drifts around the dock; soldiers dropping.

INT. MATT'S CAMARO - DAY

Matt's eyes dart to the freighter.

MATT

Now, Bruce!

EXT. FREIGHTER - DAY

Bruce's semi rockets through the flaming debris of the ship, quickly pushing through the blockade; shoving cargo crates from its path. The byrinium container is secured against the back of the cab.

Miles fires his mask at the escaping semi; the beam striking the back of the cab just above the byrinium.

Bruce maneuvers, ducking around several containers.

MILES

Dagger! Sly!

INT. DAGGER'S BRONCO - DAY

Dagger quickly shoves the vehicle into gear.



DAGGER  
We're on him.

EXT. DOCK - DAY

Dagger and Sly race after Bruce.

Matt continues to fire at Miles' men, several soldiers dropping.

INT. MATT'S CAMARO - DAY

Matt maneuvers around the dock, soldiers tumbling over the hood.

MATT  
Dusty, two of them are going after  
Bruce!

DUSTY (O.S.)  
Got it!

EXT. FREIGHTER - DAY

Dusty bursts through the back of the ship, guns firing as he slams through a group of soldiers.

He disappears around the corner of the dock, racing after Dagger and Sly.

Brad also launches from the freighter, immediately shifting the motorcycle into a helicopter.

BRAD  
I'll cover him from the air.

Miles fires energy blasts at Brad's vehicle, missing.

Brad quickly flies away from the dock, disappearing over the containers.

Miles whips his head over his shoulder.

MILES  
Vanessa!

Vanessa quickly throws her car into gear, peeling out as she speeds away from the dock.

INT. MATT'S CAMARO - DAY

Matt continues maneuvering around soldiers; bullets ricocheting from his windshield. He glances to the freighter.

MATT

Gloria, everyone's clear!

INT. CARGO BAY - DAY

Gloria sits in the parked Porsche, hands resting on the steering wheel. She quickly presses buttons.

EXT. FREIGHTER - DAY

A massive explosion annihilates the side of the ship.

Miles covers his head as some debris spills onto the concrete dock. His eyes dart to the ship.

MILES

(to self)

No.

INT. FREIGHTER - DAY

Gloria hits the button again, more missiles rocketing from her vehicle.

EXT. FREIGHTER - DAY

The missiles launch through the opening, striking the other freighter.

Several soldiers leap into the water as the other freighter tilts; a loud CREAK echoing across the dock.

MILES

No!

INT. MATT'S CAMARO - DAY

Matt scans the freighter.

MATT

It's done! Gloria, get out of there!

INT. CARGO BAY - DAY

Gloria quickly throws the Porsche into gear, peeling out

before racing for the opening in the hull as water rushes into the container.

EXT. FREIGHTER - DAY

Gloria bursts through the opening, crashing into the water.

Her vehicle immediately shifts into a submarine; disappearing beneath the surface.

VANESSA (O.S.)

Miles, what's going on at the dock?

Miles remains silent as he watches the two freighters slowly take on water; starting to sink.

VANESSA (O.S.)

Does anyone copy?! What's going on back there?!

Miles sprints for a container still resting on the dock.

MILES

Both ships are down.

He throws the doors of the container open.

VANESSA (O.S.)

We're not going home, are we?

MILES

Not today.

VANESSA (O.S.)

What do we do?

Miles glances over his shoulder, eyes locking on Matt's Camaro as it skids to a stop at the end of the dock.

INT. MATT'S CAMARO - DAY

Matt's grip tightens on the steering wheel.

MATT

(to self)

Your move, Miles.

EXT. FREIGHTER - DAY

Miles clenches his fist.

MILES  
Kill them all.

He ducks into the container as the walls fold onto the concrete, revealing his helicopter.

INT. MATT'S CAMARO - DAY

Matt quickly shoves the Camaro into gear, racing toward Miles. He slams the buttons on the console.

EXT. MATT'S CAMARO - DAY

GUNFIRE rockets from his vehicle.

EXT. FREIGHTER - DAY

The propellers of Miles' helicopter start to turn. Miles quickly slams buttons on his dashboard.

GUNFIRE destroys the concrete dock as Matt races toward him.

Matt quickly maneuvers the Camaro; bullets ricocheting from the hood.

He grinds his teeth as he races toward Miles; bullets destroying different sections of the dock.

Miles quickly lifts into the air, rising above the sinking freighters.

Matt narrowly misses him, skidding to a stop beneath Miles.

He tosses the Camaro back into gear.

He races toward the end of the dock as Miles swings behind him, GUNFIRE scattering around Matt's vehicle.

Matt's Camaro shifts into a jet, firing into the air.

INT. MILES' HELICOPTER - DAY

A small smile pulls at the corner of Miles' mouth.

MILES  
Let's finish what we started, Matt.

He slams a button on the console.

EXT. DOCK - DAY

The helicopter shifts into a jet; racing after Matt toward the city.

EXT. STREET - DAY

Bruce maneuvers through traffic, cars HONKING as he passes. Dagger and Sly pursue from behind; bullets sailing through the air.

Dusty weaves through traffic, gaining on Dagger and Sly.

INT. BRUCE'S SEMI - DAY

Bruce glances at the console near the steering wheel, scanning the small map.

EXT. STREET - DAY

He jerks the massive semi to the right, speeding toward a bridge stretching over the river.

INT. DAGGER'S BRONCO - DAY

Dagger glances toward the bridge.

DAGGER

Sly, he's going for the bridge!

EXT. STREET - DAY

Sly turns, narrowly missing traffic as he races through a narrow alleyway.

EXT. RIVER - DAY

Sly maneuvers his motorcycle near the river, coming to an abrupt stop.

He quickly moves to the sidecar, the visor sliding over the compartment before rocketing into the river.

The submersible rockets underwater toward the bridge.

Two missiles fly from the front, slingshotting out of the water.

EXT. BRIDGE - DAY

The bridge explodes, cars sailing through the air.

INT. BRUCE'S SEMI - DAY

Bruce quickly brakes, the massive semi skidding to a stop.

BRUCE  
That way is out!

DUSTY (O.S.)  
You've got company! You need to move!

EXT. BRIDGE - DAY

Bruce quickly turns the semi, speeding back the way he came.

Dagger races toward him, the gun turret rising from the back of his vehicle.

Bruce taps a small button on the dashboard, guns extending from the grill.

GUNFIRE rockets across the pavement as the two vehicles race toward each other; swerving as they fire.

Bruce's windshield starts to crack.

DUSTY (O.S.)  
Bruce, get out of there!

Bruce leans from the window, the visor of his mask glowing.

BRUCE  
Lift up...on!

An energy blast rockets from his helmet, striking Dagger's vehicle.

His vehicle rises above the semi as it passes, crashing onto the pavement behind Bruce.

INT. BRUCE'S SEMI - DAY

Bruce laughs to himself as he speeds away.

EXT. BRIDGE - DAY

Dusty ebrakes around Bruce, following behind.

INT. DAGGER'S BRONCO - DAY

Dagger slowly sits up, glancing around the cab. His eyes lock

on Bruce and Dusty as they speed away. He quickly throws the vehicle into gear, racing after them.

EXT. STREET - DAY

Matt and Miles maneuver through buildings, GUNFIRE rocketing across the glass panels.

INT. MATT'S CAMARO - DAY

Matt glances toward the river, eyes scanning the crumbling bridge. His eyes narrow.

EXT. RIVER - DAY

A small vehicle glides through the water, following the road near the shoreline.

MATT (O.S.)  
Gloria, Sly is in the river!

GLORIA (O.S.)  
I'm on it!

She swerves her Porsche toward the river, crashing through the barrier.

The car bounces into the water, changing into a submarine.

Gloria races after Sly.

EXT. STREET - DAY

Bruce and Dusty maneuver around traffic, HONKING as they attempt to outrun Dagger.

Bullets spray from Dagger's vehicle as he smashes cars from his path; quickly gaining on Bruce and Dusty.

Concrete shatters around Dusty's Jeep as he swerves.

BRUCE  
How's it going back there?!

DUSTY  
Hang on a second!

Dusty suddenly ebrakes, spinning his Jeep toward Dagger. Machine guns extend from the front of his vehicle, firing.

Dagger swerves, turning down a side road.

DUSTY

Bruce, I'm going after him! You good?!

Bruce turns onto a different street, racing toward the freeway.

BRUCE

I can see the freeway!

DUSTY

I'm going after Dagger.

He tosses the Jeep into gear, racing after Dagger.

EXT. SKYSCRAPER - DAY

Brad twists his helicopter in different directions, scanning the streets below.

BRAD

Bruce, which way is the...

MATT (O.S.)

Brad, she's on your six!

Brad's eyes dart over his shoulder.

Vanessa rockets toward him, guns protruding from her jet.

Brad maneuvers back and forth; gunfire ricocheting across the nearby glass buildings.

MATT (O.S.)

You've got to get out of there!

BRAD

I know!

He weaves around skyscrapers as Vanessa follows close behind; gunfire still shattering around him.

BRAD

Hocus pocus missiles!

Strange light suddenly emits from his mask, creating two holographic missiles. The holograms sail toward Vanessa.

Vanessa quickly dodges them, staying behind Brad.

BRAD

Hocus pocus...decoy!



A holographic version of Brad appears, darting down a different street.

Vanessa stays locked on the real Brad.

He shakes his head.

BRAD

Bruce, I want a different mask! This one sucks!

They maneuver through buildings.

BRAD

(to self)

C'mon, c'mon.

Bullets strike the back rotor, Brad quickly adjusting the motorcycle.

He glances ahead, a massive skyscraper rising above him. He puts the motorcycle into a dive, Vanessa following.

INT. VANESSA'S NISSAN - DAY

Vanessa puts her vehicle into a dive, racing behind Brad.

VANESSA

(to self)

I've got you.

A BEEPING sound echoes through the car, her weapons locking on Brad.

EXT. SKYSCRAPER - DAY

Brad suddenly presses a button on the handlebar, folding the helicopter back into a motorcycle.

The motorcycle plummets toward the glass skyscraper; Brad screaming as he attempts to maneuver the vehicle.

INT. SKYSCRAPER - DAY

The motorcycle crashes through the glass, several office workers SCREAMING as the vehicle races across the room.

BRAD

Move, move, move!

MATT (O.S.)  
Brad, where'd you go?!

Brad dodges the scattering workers, bouncing off cubicles.

BRAD  
You don't want to know.

He glances to the side as Vanessa's vehicle sails past the building.

Brad quickly turns, punching the gas as he races toward the glass on the opposite side of the room.

INT. VANESSA'S NISSAN - DAY

Vanessa maneuvers around the skyscraper.

VANESSA  
(to self)  
One down.

Brad suddenly bursts through the side of the building, shifting the motorcycle back into a helicopter.

EXT. SKYSCRAPER - DAY

His weapons lock on Vanessa's vehicle.

BRAD  
My turn.

He punches the trigger; two missiles bursting from the vehicle.

INT. VANESSA'S NISSAN - DAY

Vanessa's head jerks over her shoulder; eyes widening as the missiles race toward her.

EXT. SKYSCRAPER - DAY

She quickly maneuvers her vehicle around a nearby building.

One missile collides with the building; shrapnel spraying in different directions. The other missile clears the shrapnel.

It collides into the back of her car; smoke billowing into the air.

INT. VANESSA'S NISSAN - DAY

Vanessa attempts to hold onto the controls; BEEPING echoing through the vehicle.

The car starts to descend toward the street below.

VANESSA

No, no, no!

She jerks the vehicle up as much as she can, smashing a button on the console.

EXT. STREET - DAY

Vanessa's jet shifts back into a car, crashing onto the pavement. She quickly weaves through traffic away from Brad.

He follows close behind her, his helicopter quickly shifting into a motorcycle as he races after Vanessa.

EXT. RIVER - DAY

Sly dodges a torpedo as he dives; the explosion rippling back toward Gloria.

A black mist sprays from the back of Sly's submersible, darkening the river.

GLORIA

(to self)

Where are you going?

Gloria shifts, pushing through the mist. She glances to the side.

Sly races toward her; torpedoes rocketing from his vehicle.

Gloria maneuvers as the torpedoes collide with the river bottom, tossing her submarine off course.

Sly's eyes widen as she glides toward him.

SLY

What are you...!

Gloria crashes into Sly's submersible, slamming into the soft dirt.

Gloria glances to the side, the lights of Sly's submersible flickering. Small cracks snake across the glass of his vehicle.

MATT (O.S.)

Gloria, what's going on down there?!

Gloria slowly restarts her engine, glancing to Sly as he glances around his submersible; water filling the compartment.

MATT (O.S.)

Gloria?

GLORIA

I'm fine.

MATT (O.S.)

And Sly?

Gloria glances to Sly one last time, their eyes locked.

GLORIA

He's done.

INT. SLY'S SUBMERSIBLE - DAY

Sly watches as Gloria's submarine speeds away, disappearing in the darkness.

Water slowly seeps through the seams running along the glass case. Sly desperately punches the glass covering; the enclosure filling around him.

SLY

C'mon, c'mon!

The submersible continues to fill.

SLY

Stiletto fire!

The small harpoons rocket from his mask, striking the glass.

The covering does not shatter.

Water continues to rise.

SLY

Stiletto fire! Stiletto fire!

More harpoons strike the glass, but it does not break.

Sly bangs against the covering, water starting to cover his head.

SLY  
Dammit! Stiletto fire!

The last set of harpoons strike the covering, but it does not shatter.

Water washes over Sly's head, filling the compartment. He continues banging against the covering for several seconds.

After a while, he stops; his lifeless body trapped in the submersible.

EXT. STREET - DAY

Gloria's Porsche rockets from the river, crashing onto the nearby street. Cars HONK as she regains control of her vehicle, weaving through traffic.

EXT. STREET - DAY

Dusty races behind Dagger, GUNFIRE rocketing across the back of Dagger's Bronco. Dagger's vehicle shifts, a turret rising from the back.

The turret slowly turns toward Dusty racing behind him.

DUSTY  
Bruce?

BRUCE (O.S.)  
Yeah?

DUSTY  
I want a bigger gun on the next car.

The turret opens fire.

Dusty swerves; the blast annihilating the street.

DUSTY  
Son-of-a...

He weaves as another blast destroys the road next to him.

MATT (O.S.)  
Get them away from civilians!

Dusty fires his weapons toward Dagger as they both maneuver across the street.

DUSTY  
I'm working on it!

EXT. CITYSCAPE - DAY

Miles soars between buildings, Matt on his tail. GUNFIRE rockets from Matt's Camaro, striking Miles' jet.

Miles quickly turns, weaving through skyscrapers.

His jet shifts into a helicopter, lifting into the air as Matt rockets underneath him.

Matt quickly glances over his shoulder.

MATT  
Dammit!

Miles quickly shifts his helicopter back into a jet, racing after Matt. Rockets slingshot from Miles' vehicle.

Matt jerks his Camaro sideways, going into a barrel roll. One missile collides with a nearby building.

He races straight into the air, the other missile racing toward him. He quickly shifts the jet back into a car; his vehicle spinning through the air.

The missile barely misses him. He quickly shifts the Camaro back into a jet, attempting to gain control as he plummets toward the ground.

MATT  
C'mon!

Miles races behind him, machine guns firing.

Matt pulls the jet out of the dive, bullets striking traffic as he races into the sky, disappearing around a nearby building.

INT. MILES' HELICOPTER - DAY

Miles glances in all directions as he weaves through skyscrapers.

MILES  
Where are you, Trakker?

He glances to the side, eyes widening.

Matt sails toward him, missiles rocketing from the Camaro.

BEEPING echoes through Miles' cockpit as he jerks the jet away.

One strikes the back, spinning him out of control.

MILES

No!

He quickly pulls a lever near his seat. The window suddenly launches from the cockpit. Miles rockets into the air as the jet continues to spin out of control.

EXT. SKYSCRAPER - DAY

The unmanned jet crashes into the base of the building.

Several support beams crack from the impact.

Miles lands hard on the roof, rolling as he slides against the wall. He tears the parachute from his shoulders, tossing it to the ground. His gaze darts to the sky.

Matt's Camaro suddenly lands on the roof; gull-wings retracting as he slams on the brakes; the car skidding toward Miles.

Miles jumps from its path; Matt ebraking as he slides past.

Miles quickly turns, a red energy blast firing from his mask.

The blast strikes the back of Matt's Camaro.

Miles fires another blast at the roof; the acid burning through the structure.

The Camaro halts; driver-side door swinging open as Matt steps from the vehicle.

Matt fires his mask as Miles slides into the hole in the roof.

Matt carefully peers into the hole, visor still glowing yellow.

Nothing.

He leaps into darkness.

EXT. FREEWAY - DAY

Bruce quickly maneuvers around cars, weaving across multiples lanes; the byrinium still fastened to the bed.

BRAD (O.S.)

Bruce, she's coming up fast!

INT. BRUCE'S SEMI - DAY

Bruce glances in the rear-view mirror to find Vanessa's vehicle quickly approaching.

BRUCE

Got it!

He taps a button on the dashboard.

EXT. FREEWAY - DAY

The exhaust stacks shift, pointing toward Vanessa. Massive blasts rocket toward her.

She swerves, concrete shattering around her. Machine guns protrude from the front of her car, GUNFIRE echoing across the road.

Bruce swerves, bullets ricocheting off the back of the cabin.

They exchange fire; both weaving around traffic. Several cars crash into each other; some flipping over.

BRAD (O.S.)

Draw her away from civilians!

BRUCE

If I don't get the byrinium out of here, there won't be any civilians to worry about!

Brad maneuvers around cars.

BRAD

Hang on!

He punches the throttle; racing behind Vanessa. A small machine gun protrudes from the front of the motorcycle.

Bullets sail through the air; ricocheting off the back of Vanessa's car.



Vanessa swerves, tapping a button on her steering wheel.

Black liquid spills from the back of her car. Several cars spin out of control as they cross the spill; crashing into each other.

Brad's eyes widen, leaning as he pulls the motorcycle toward the median. He passes through a small opening in the barrier; weaving through oncoming traffic. Cars HONK as he swerves between them.

BRUCE (O.S.)

Brad, where are you?!

BRAD

On your left!

BRUCE (O.S.)

I need your help!

BRAD

Give me a sec!

He glances to the side briefly; Vanessa racing next to him on the other side of the median.

INT. SKYSCRAPER - DAY

Matt slowly steps between large mechanical equipment, steam swirling around him.

A CLINK echoes from somewhere in the room.

MILES (O.S.)

Is this how it ends, Matt?

Matt's eyes dart in different directions, his visor glowing yellow.

Miles slowly steps behind one of the massive cooling units.

An EXPLOSION suddenly echoes in the distance.

Miles eyes dart toward the sound briefly.

MATT

Is this what you wanted, Miles?! These people didn't ask for this!

MILES (O.S.)

We just wanted to go home, but you

couldn't let us go.

The building trembles beneath them, both stumbling slightly.

MATT

Looks like neither of us is going home today.

Miles steps along another machine, moving behind Matt.

MILES

It didn't have to be this way, Matt. But I'll do anything for my family...and my country.

MATT

So will I.

MILES

You wanted to be a hero, Matt? Now you can die like one.

Matt quickly turns, firing his mask as Miles fires his.

The energy blasts collide; the shockwave destroying nearby machines. Matt and Miles are knocked to the floor.

Miles quickly leaps to his feet, firing his mask again.

Matt fires back; energy blasts ricocheting around both of them as they maneuver through the different units.

The building underneath them trembles; a low RUMBLE rising from the ground below.

Matt blasts a nearby door, disappearing as a red energy blast strikes the wall.

EXT. STREET - DAY

Dusty and Dagger exchange fire as they weave through traffic; cars spinning out around them.

Dagger suddenly brakes.

Dusty's eyes widen as he races toward Dagger, slamming into the back of his vehicle.

Both of them spin out, crashing into parked cars.

Dusty glances through the smoke.

Dagger's damaged turret slowly turns toward him.

Dusty turns the ignition, but his Jeep has stalled. He attempts multiple times, eyes locked on the turret.

DUSTY  
C'mon, C'mon!

GLORIA (O.S.)  
Dusty, get out of there!

Dagger's vehicle aims at Dusty's stalled Jeep, weapons locking.

INT. DAGGER'S BRONCO - DAY

A small smile pulls at the corner of Dagger's mouth, thumbs hovering over the controls.

EXT. STREET - DAY

Gloria's Porsche suddenly collides with Dagger's car, both of them spinning.

Missiles rocket from Dagger's turret, striking the building in front of him.

Civilians SCREAM, scattering in different directions.

A loud CREAK echoes from the building, Dagger glancing above him as the structure starts to sway. The bottom starts to collapse, concrete shattering into pieces.

Gloria quickly glances to Dusty.

GLORIA  
Dusty!

Dusty glances to the crumbling building above them.

DUSTY  
Stay in your car!

The building sways slightly before it crashes down, tilting into the building across the street.

GLORIA  
Aura on!

Energy blasts from Gloria's mask, deflecting some debris away from Dusty as it falls.

Dusty coughs as dust swirls around him. He waves the dust away, glancing in all directions.

DUSTY

Gloria!

Civilians scatter in different directions.

DUSTY

Gloria!

No response.

He turns as the dust settles to find Gloria's Porsche mostly crushed by debris.

Dusty rips his mask off, quickly crawling from the Jeep.

DUSTY

Gloria!

He reaches the shattered driver-side window.

Gloria lays motionless in the seat; the interior of the car almost completely crushed.

Dusty quickly reaches in, his arms wrapping around Gloria.

DUSTY

(to self)

No, no, no...

He carefully pulls her through the broken window, cradling her as he sits on the fallen debris.

He pulls Gloria's mask off, tossing it to the ground. He presses his fingers into her neck.

DUSTY

Stay with me. I'm going to get you out of here.

A low RUMBLE echoes from the building towering above them. Dusty's eyes dart to the sky; eyes widening as the remaining structure starts to slide down the other building.

He hears another cough nearby.

His eyes dart to where Dagger crashed; the entire vehicle crushed by debris.

He is pinned in the car, but attempts to kick the broken windshield away.

Dusty quickly glances down at Gloria, back to Dagger.

The windshield begins to give way.

Dusty glances back to his Jeep trapped by fallen debris. He quickly stands, pulling Gloria toward the vehicle.

Another RUMBLE echoes from the tilting structure above them.

DUSTY

Hang on, Gloria. We're almost there.

The walls at the base of the building start to crack.

INT. DUSTY'S JEEP - DAY

Dusty slides back into the Jeep; his eyes locked on Dagger as he continues to kick his windshield.

Dusty fumbles with the seatbelt, attempting to fasten it around an unconscious Gloria.

DUSTY

(to self)

C'mon, c'mon...

Dagger's windshield suddenly breaks free. He climbs through the small opening.

Dusty quickly fastens the seatbelt into place.

EXT. STREET - DAY

Dagger tumbles from the Bronco, blood dripping from his arm as he quickly stands; eyes locked on Dusty and Gloria.

He aims his mask, visor glowing.

DAGGER

Torch...

Dusty slams a button on the console; the shell quickly lifting as the small boat launches from the case.

Dagger's flame engulfs the shell of the Jeep.

The boat skids across the pavement, crashing into several abandoned cars stuck at an intersection.

The walls of the structure finish breaking; the building above Dagger tumbling toward him.

Dagger's gaze shoots to the descending building, covering his head as the debris crushes him.

INT. DUSTY'S BOAT - DAY

Dust races toward Dusty and Gloria as he lets out a brief sigh, slumping into the driver seat.

DUSTY  
(to self)  
I'm going back to the diner.

Gloria suddenly comes to, rocketing forward.

Dusty gently rests his hand on her shoulder.

DUSTY  
It's okay. We're safe.

She throws her arms around Dusty, pulling him in close.

GLORIA  
I think I'm ready for that drink now.

MATT (O.S.)  
Dusty, you copy?!

Dusty quickly taps a button on the dashboard.

DUSTY  
Yeah, I copy.

INT. SKYSCRAPER - DAY

Matt sprints through offices; workers scattering in different directions.

MATT  
Zero in on my position! Get these people out of the building!

INT. DUSTY'S BOAT - DAY

Dusty quickly presses buttons, a small map populating the monitor. A dot BEEPS from a few blocks away.

DUSTY  
We're on our way!

EXT. FREEWAY - DAY

GUNFIRE rockets from Vanessa's car as she chases after Bruce; bullets ricocheting off the back of the cab.

Bruce maneuvers.

BRUCE  
I can't take much more of this!

BRAD  
Hang on! I'm almost to her!

Two police cruisers quickly approach Vanessa from behind, SIRENS blazing.

One pulls beside her. Vanessa peers out her window.

VANESSA  
Whip on!

Energy rockets from her mask, striking the cruiser. The car crashes into the median, flipping into oncoming traffic.

Brad dodges crashing vehicles, quickly switching between helicopter and motorcycle.

Bullets ricochet from Vanessa's windshield, coming from the other cruiser.

She jerks the Nissan to the side; smashing the police cruiser into another car.

INT. BRUCE'S SEMI - DAY

Bruce glances in the side mirror, eyes locking on Vanessa.

He glances down at the console. A small smile suddenly crosses his face.

BRUCE  
I have an idea.

EXT. FREEWAY - DAY

Bruce slows down slightly, Vanessa gaining on him.

BRAD  
Bruce, what are you doing?!

Vanessa quickly closes the gap between them.

BRAD  
She's almost on you!

INT. BRUCE'S SEMI - DAY

Bruce watches Vanessa as she approaches.

BRUCE  
(to self)  
Just a little closer.

EXT. FREEWAY - DAY

Vanessa closes in.

100 feet.

80 feet.

BRAD  
Bruce, get out of there!

BRUCE  
Not yet!

Vanessa maneuvers around traffic.

60 feet.

40 feet.

20 feet.

INT. BRUCE'S SEMI - DAY

Bruce suddenly taps a button on the console.

EXT. FREEWAY - DAY

The back portion of the semi suddenly detaches from the cab, tumbling toward Vanessa.

INT. VANESSA'S NISSAN - DAY

Vanessa's eyes widen, covering her face.



EXT. FREEWAY - DAY

Her Nissan collides with the detached section, flipping into the air.

She crashes onto the freeway; glass and metal spilling across the concrete.

INT. BRUCE'S SEMI - DAY

Bruce laughs to himself, speeding away with the byrinium.

EXT. FREEWAY - DAY

Brad races into the lane, following Bruce.

BRAD  
Confucius say...that's how you deal  
with the crazy Soviet chick!

BRUCE  
I think I'm in the clear.

BRAD  
How's everyone else doing?

DUSTY (O.S.)  
Gloria and I are safe. Dagger is out.

Brad glances to his mirror back at Vanessa's totaled car.

BRAD  
So is Vanessa.

BRUCE  
Has anyone heard from Matt?

INT. SKYSCRAPER - DAY

Matt suddenly lunges from the side office, quickly twisting Miles's helmet toward the ceiling.

An energy blast rockets from his mask.

Debris topples onto them as they fight; Matt kicking Miles against the wall.

Miles quickly fires his mask, striking Matt in the leg. Matt topples to the floor.

He winces, eyes darting to his leg; the acid slowly burning

through his suit.

Miles stands above him, shoving his foot into Matt's chest; pinning him to the floor.

The visor of his mask glows red.

Matt's eyes widen.

The building suddenly shifts, throwing Miles off balance as the blast rockets from his helmet.

The acid strikes his leg. Miles winces.

Matt quickly snatches a small pipe from the debris around him, hoisting himself from the floor.

Miles turns just as Matt strikes him across the head with the pipe. Matt yells as he hits Miles over and over again.

Miles topples to the floor; eyes visible through his broken visor.

Matt raises the pipe again, fire burning in his eyes. He hesitates.

Miles slowly reaches toward his mask, removing it.

He drops the broken mask to the floor.

Blood trickles from Miles' forehead and mouth. He locks eyes with Matt.

MILES

What are you waiting for? Do it.

Matt grips the pipe tighter, still hesitating.

MILES

Do it!

Matt slowly lowers the pipe.

EXT. STREET - DAY

Dusty and Gloria motion people away from the base of the skyscraper.

DUSTY

Move, move, move!

GLORIA

This way!

A loud CREAK echoes from the building above them.

INT. SKYSCRAPER - DAY

The structure shifts again, tossing Matt and Miles off balance.

Miles slides uncontrollably toward the window; glass shattering as a desk tumbles into the street below.

Miles closes his eyes as he tumbles through the window.

Something catches him.

He glances above. Matt's face burns red as he holds the support beam; his other hand holding onto Miles.

A small smile pulls at the corner of Miles' mouth.

MILES

I'll see you in Hell, Trakker.

Miles pulls his arm free, plummeting to the street below.

Matt looks away as Miles crashes onto the cement; blood pooling around him.

MATT

I'm sorry, Miles. For everything.

Several support beams at the base of the building finish cracking; cement and steel firing in different directions.

The entire building shifts again.

Matt limps through broken offices.

EXT. SKYSCRAPER - DAY

Matt limps to the Camaro as it starts to slide toward the edge.

He lunges into the driver seat as the building tilts; the sound of BREAKING METAL echoing from below.

INT. MATT'S CAMARO - DAY

He quickly straps his seatbelt across his chest; gunning the

car toward the edge of the building.

The building tilts as the car races toward the edge.

MATT  
(to self)  
C'mon. C'mon.

He taps a button on the steering wheel; rockets igniting from the back briefly.

EXT. SKYSCRAPER - DAY

The car sails over the edge of the collapsing building; gullwings extending as the Camaro races down the side of the structure.

Glass and metal spray in different directions as Matt steers the Camaro across the crumbling surface.

The rockets sporadically ignite as he attempts to take off.

MATT  
(to self)  
C'mon, damn you!

He is almost to the base of the structure when the rockets fully ignite.

INT. MATT'S CAMARO - DAY

Matt pulls back hard on the steering wheel; his teeth grinding as the car lifts from the collapsing structure.

He swerves away from another building, lifting into the air.

He glances back at the collapsing building, tapping a small button on the dashboard.

MATT  
Please tell me you got everyone out of there.

DUSTY (O.S.)  
Everyone is clear.

Matt rests his head back against the seat, sighing.

BRUCE (O.S.)  
What happened to Miles?

Matt glances back to the destroyed building; smoke billowing into the streets as SIRENS quickly approach.

MATT

He's gone. Where are you?

BRUCE (O.S.)

Brad and I are about three miles east of the city. Still moving.

Matt glances to the streets below as the SIRENS grow closer.

MATT

We did it.

EXT. CEMETERY - DAY

Soldiers engage in a military rifle salute as another soldier yells orders; their SHOTS echoing across the sea of tombstones.

Matt, Brad, Dusty, Gloria, and Bruce stand around the flag-covered coffin. A picture of Andy Trakker sits at the base, the words "IN MEMORY OF ANDREW MICHAEL TRAKKER" etched underneath.

Soldiers carefully fold the American flag.

One of them turns, slowly stepping toward Matt.

He presents the folded flag; Matt cradling it in his hands.

A soldier plays TAPS.

EXT. CEMETERY - DAY

Later, Matt shakes someone's hand before they leave. He turns, limping back to Brad, Bruce, Gloria, and Dusty still standing near the coffin.

Brad takes a swig from a small flask, passing it around.

Dusty holds the flask toward the grave.

DUSTY

You'll be missed, Andy.

He takes a drink, handing the flask back to Brad.

MATT

Thanks, Dusty.

He shakes Dusty's hand, turning to Gloria.

MATT

Gloria.

They wrap their arms around each other.

GLORIA

Take care of yourself, Matt.

DUSTY

You know where to find us if you need anything.

Matt nods.

Gloria quietly takes Dusty's hand as they walk toward a nearby car; resting her head on his shoulder as he wraps his arm around her.

Matt watches them from behind, smiling.

Brad turns, extending his hand toward Matt.

Matt shakes his hand.

MATT

Thanks again, Brad.

BRAD

Anytime.

He slips his sunglasses on, walking away from Matt. He turns.

BRAD

If you ever need help again...I'll be there.

MATT

You just want to use the bike again.

Brad shouts over his shoulder.

BRAD

Yep.

Matt shakes his head, turning back to Andy's coffin.

He rests his hand softly on the shiny wood.

INT. MILITARY BASE - DAY

Several overhead lights flicker, a low HUM echoing through the massive room. Matt and General Ambrose stand near the entrance.

Matt's eyes scan the room. Dust and several cobwebs cling to desks scattered throughout.

A massive, circular table sits in the center.

GENERAL AMBROSE  
Impressive, isn't it?

MATT  
(glancing around the room)  
What is this place?

The General steps toward the center of the room.

GENERAL AMBROSE  
(not looking at Matt)  
Boulder Hill Military Base.  
Decommissioned in 1958 shortly after  
Vietnam began.

He turns to face Matt.

GENERAL AMBROSE  
No one has been here in over 15 years.

MATT  
So why are we here?

General Ambrose steps close to Matt.

GENERAL AMBROSE  
Miles may not have been the only one  
to infiltrate our government, Matt.  
I'm not sure who we can trust.

He rests his hand on Matt's shoulder.

GENERAL AMBROSE  
I was wrong about what I said back in  
California. I trust you and your team.

He waves his hand nonchalantly.

GENERAL AMBROSE

I've wiped Project Brimstone from the books. According to the Department of Defense...the weapon, the equipment ...never existed.

A quizzical look crosses Matt's face.

MATT

What do you want us to do with it?

GENERAL AMBROSE

Protect it for one thing. This country owes you a great deal of gratitude, Matt.

He turns, moving across the room.

GENERAL AMBROSE

(not looking at Matt)

We can't possibly repay you for what you did. But as far as the equipment goes?

He flicks another switch etched into the far wall.

A light suddenly illuminates the wall, revealing the "M.A.S.K. SYMBOL;" the words "MOBILE ARMORED STRIKE KOMMAND" etched underneath.

GENERAL AMBROSE

We want you to use it.

Matt steps to the wall; his hand running across the symbol above him. He glances below.

"ANDREW TRAKKER" is etched underneath.

GENERAL AMBROSE

This place is yours now.

Matt stands in silence as he stares at Andy's name. The General steps close to him, resting his hand on his shoulder.

GENERAL AMBROSE

I'll be in touch.

He moves toward the entrance.

A small smile pulls at the corner of Matt's mouth.



MATT  
(not looking at Ambrose)  
You realize you misspelled 'command,'  
right?

The General yells over his shoulder.

GENERAL AMBROSE  
We're the U.S. government. We can do  
whatever we want.

General Ambrose exits. Matt turns, his gaze still scanning  
the room. He moves to the massive table sitting in the  
center; his hand gently resting on the metallic surface.

BRUCE (O.S.)  
What do you think?

Matt glances over his shoulder.

Bruce stands against the wall near a door.

MATT  
(smiling)  
We have a lot of work to do. How long  
have you been here?

BRUCE  
A week.

Bruce points to the table.

BRUCE  
Have a seat.

Matt slides into the nearest chair, resting his hands on the  
table.

Bruce moves to the other end.

BRUCE  
When they need us, we'll be ready. See  
that button in front of you?

Matt's eyes rest on a flat button etched into the table.

MATT  
Yeah?

BRUCE  
(smiling)

Press it.

Matt taps the button.

The ceiling above them slowly opens; a massive machine descending toward them. Metallic arms stretch from the apparatus as it spins; masks attached to the end of the arms.

The machine continues to spin, a low HUM echoing through the room until it hovers directly above the table.

Matt's repaired helmet sits in front of him, attached to one of the arms.

He slowly reaches up, pulling his mask from the apparatus. He holds it in his hands in silence.

He locks eyes with Bruce.

MATT

Let's begin.

BLACK SCREEN

SUPER: "M.A.S.K."

THE END