

IRON MAN

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Based on the Marvel Comic

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FADE IN:

1 EXT. RURAL AFGHANISTAN - DAY 1

FROM UP HIGH: a U.S. Military convoy worms through a barren vista. ROCK MUSIC swells as we drift down and enter the center Humvee.

2 INT. HUMMER - CONTINUOUS 2

Three Airmen, kids with battle-worn faces. Crammed in there with them is a Man in an expensive suit, who looks teleported from Beverly Hills.

He is, of course, genius inventor and billionaire, TONY STARK. In his hand is a drink tumbler of vodka.

TONY

Oh, I get it. You guys aren't allowed to talk. Is that it? Are you not allowed to talk?

One Airman grins, fidgeting with his orange NY Mets watch.

JIMMY

No. We're allowed to talk.

TONY

Oh. I see. So it's personal.

RAMIREZ

I think they're intimidated.

TONY

Good God, you're a woman.

The others try to compress laughs.

TONY (CONT'D)

I, honestly, I couldn't have called that.

(after silence)

I would apologize, but isn't that what we're going for here? I saw you as a soldier first.

JIMMY

I have a question, sir.

TONY

Please.

(CONTINUED)

JIMMY

Is it true you're twelve for twelve with last years Maxim cover girls?

TONY

Excellent question. Yes and no. March and I had a schedule conflict but, thankfully, the Christmas cover was twins. Anyone else? You, with the hand up.

PRATT

It's a little embarrassing.

TONY

Join the club.

PRATT

Can I take a picture with you?

TONY

Are you aware that Native Americans believe photographs steal a little piece of your soul?

(then)

Not to worry, mine's long gone. Fire away.

Pratt, excited, poses as another Airman snaps the photo. A second later --

A MASSIVE EXPLOSION rocks them. Through the windshield, the Humvee ahead of them erupts in a fireball.

Tony is flung aside, and in the side-mirror --

The Humvee behind them EXPLODES. Pandemonium as --

The Airmen are instantly in battle mode. They scramble out, shutting Tony inside.

PRATT

STAY HERE!

TONY'S POV - OF JIMMY: as he's stitched by a bouncing Betty mine. Now, running past, firing a .50 cal. machine gun is --

USAF Lt. Colonel JAMES "RHODEY" RHODES. He looks in.

RHODEY

GET DOWN, TONY. GET THE --

(CONTINUED)

2 CONTINUED: (2)

2

An EXPLOSION cuts him off. Rhodey fires through the chaos, covering all directions, then advances into the murk.

Another Hummer goes up in a fireball, and now --

Tony's window blows in, spraying glass and shrapnel. He scrambles for the door.

3 EXT. TONY'S HUMVEE - SECONDS LATER

3

Smoke. Machine gun fire. Tracers zip past. SHOUTING.

Tony ducks, scampering along. He spots an M-16, picks it up, but the weapon is burning hot. He drops it, moves on when--

Something PINGS off a smoldering Humvee and thuds in the dirt near him. He spins and we --

SNAP ZOOM TO: an RPG, revealing its pedigree, "USM 11676 - STARK MUNITIONS." Just as we suspect it's a dud, it DETONATES and --

Throws Tony back, shredding his suit and revealing his body armor underneath. Over the chatter of SMALL ARMS FIRE we --

FADE TO WHITE:

4 INT. INSURGENT CAVE - AFGHANISTAN - DAY

4

Tony snaps awake. He's tied to a chair, bloody rags covering his chest. Two Insurgents flank a DV camera. Behind Tony --

A line of armed hooded men and a banner showing ten interlocked rings. The Leader, a huge Choori knife in one hand, reads rhetoric (in Dari) for the camera.

PUSH IN ON - THE DV CAMERA VIEWFINDER: until the image of a desperate Tony breaks up into pixel chaos.

CUT TO:

5 CREDITS OVER A FULL SCREEN FILM REEL:

5

The attack on Pearl Harbor. FDR gives an impassioned speech.

NARRATOR (RHODEY'S VOICE)
December 7, 1941: the day the world
changed forever.
(MORE)

(CONTINUED)

5 CONTINUED:

NARRATOR (RHODEY'S VOICE) (cont'd)
President Roosevelt declares the
United States will build fifty
thousand planes to fight the armies
of Hirohito and Hitler--

S.S. Officers goose-step through Paris.

NARRATOR
Although no such capacity to build
existed...

1940s L.A., an unassuming hangar reads: "STARK INDUSTRIES."

NARRATOR
Howard Stark, founder of the
fledgling Stark Industries, answers
his call to duty --

A Young Howard Stark shakes FDR's hand.

NARRATOR
And builds not fifty, but a hundred
thousand planes.

An airfield covered in B-29s. Stark bombers in flight,
strewing bombs and paratroopers across the sky.

NARRATOR
Later, Stark's work on the
Manhattan project makes the end of
the war possible.

A mushroom cloud in the New Mexico desert. Howard Stark
observes with Oppenheimer.

NARRATOR
Stark Industries would go on to
contribute to every major weapons
system through the Cold War --

Korean War, B-52s, ICBMS, nuclear subs, F-16s launching from
carriers. Howard Stark with Kennedy, Johnson, Nixon.

NARRATOR
But Howard Stark's greatest
achievement would come in 1973--

President Ford, holding baby Tony, posing with Howard. Four
year-old Tony building a massive building-block city. Howard
and twelve year-old Tony assembling a hot-rod engine.

(CONTINUED)

NARRATOR

From early on, it was clear that
Tony Stark had a unique gift--

Tony working on TURBINE ENGINES in a hangar full of F-18s.

NARRATOR

At seventeen he graduated summa cum
laude from MIT. Four years later,
tragedy would pass the Stark mantle
from father to son--

Howard's funeral. Tony with Reagan, Bush Sr. and Clinton.

NARRATOR

The loss of a titan. But Tony did
not let personal grief distract him
from his duty --

Tony cuts the ribbon on a brand new ARK REACTOR at Stark
Industries West Coast HQ.

NARRATOR

At twenty-one, he became the
youngest-ever CEO of a Fortune 500
company. And with it came a new
mandate --

A laser-guided bomb hits its target.

NARRATOR

Smarter weapons, fewer casualties.
A dedication to preserving life.

A visual crescendo of America's modern military might.

NARRATOR

Today Tony Stark's ingenuity
continues to protect freedom and
American interest around the globe.

A waving American flag superimposed with an Annie Liebowitz
portrait of Tony. And as it fades out, APPLAUSE, then --

A light shines on a podium, revealing Lt. Colonel Rhodes.

(CONTINUED)

5

CONTINUED: (3)

5

RHODEY

As Program Manager and Liaison to Stark Industries, I've had the honor of serving with a real patriot, a man whose life has been dedicated to protecting our troops on the front lines. He's a friend. And a great mentor. A man who has always been there for his friends and his country. Ladies and gentlemen, this year's ARES Award winner -- Mr. Tony Stark.

THUNDEROUS APPLAUSE. A spotlight fixes on Tony Stark -- or rather -- his empty chair. Applause wanes, lights fade up --

6

REVEAL: INT. BALLROOM - CAESAR'S PALACE - LAS VEGAS - NIGHT 6

Military brass, politicians, movers and shakers. Heads swivel and MURMUR -- where's Tony?

OBADIAH STANE (50s), CFO of Stark Industries, regards the empty chair. He makes his way to the podium. Awkward.

OBADIAH

Thank you...I, uhhh, I'm not Tony Stark, but if I were Tony, I'd tell you how honored I am and...what a joy it is to receive this award. (then) The best thing about Tony is also the worst thing -- he's always working.

SMASH CUT TO:

7

ECU: tumbling red dice on a green felt.

7

7

REVEAL: INT. CASINO - CAESARS PALACE - NIGHT

7

Tony plays craps, a crowd erupting as they all win big. Chips pile up. Tony's flanked on both sides by lucky ladies.

In between rolls, he whispers into one Woman's ear --

TONY

...you think we're having a 'moment' here, but this is actually the logical conclusion of several mathematical truisms.

(MORE)

(CONTINUED)

TONY (cont'd)

Your hypothalamus is flooding your system with a chain of proteins called peptides, so that every cell in your body is opening itself up to the happy chemical: oxytocin.

WOMAN

(seriously turned on)

That's...wow....

TONY

Hold on a second --

He rolls again. The table is hot. More cheers.

TONY

-- so now your limbic system is positively...throbbing. A Kirlian photograph of us right now, occupying this space, would show serious subatomic particles being exchanged between us, with a rapidity that transcends-- (then) Are you getting this? You *will* be quizzed --

And now he sees Rhodey pulling up, glowering.

TONY

My God, what are you, they roped you into this thing too?

RHODEY

Yeah. They said you'd be deeply honored if I presented.

TONY

Okay, let's do it.

Rhodey plops the ARES statue down on the felt.

TONY

That was quick. Thought there'd be more of, you know, a ceremony. Maybe a highlight reel --

Tony shakes karma into the dice, rolls again. He craps out. Groans from the table, everyone staring at Rhodey the "cooler".

TONY

(to the Boxman)

Colore me up.

(MORE)

(CONTINUED)

CONTINUED: (2)

TONY (cont'd)
(turns others) My chaperone has just arrived with my -- (holding the ARES) -- Degenerate of the Year Award. Judging from his look, I may have just peed in the kiddie pool.

The Boxman racks up Tony's chips.

TONY
I must now take my ease, along with the House's funds.

He's handed racks of chips, then tips the table Operators and heads off with Rhodey. Two hotel Security Guards fall in behind. As they meander past tables --

People gawk, snap photos of Tony with their phones.

RHODEY
A lot of people would kill to have their name on that award.

TONY
It belongs to my old man. They should have given it to him.

RHODEY
What's wrong with you? A thousand people came here tonight to honor you, and you leave them with egg on their face. This award means something, Tony, it's bigger than you --

TONY
Hold that thought a sec.

He's stopped in front of a roulette wheel. Puts all his chips down on, nods to wheel operator.

TONY
Put it all on black. Don't worry -- it's approved.

The Wheel Operator spins --

CLOSE ON - ROULETTE WHEEL: the ball finally settling on red.

The Dealer scoops away Tony's chips.

RHODEY
...you just blew three million.

(CONTINUED)

TONY

Yeah. Don't know what was more exciting -- winning it...or the fact that I don't care I just lost it.

RHODEY

Everything's funny to you.

TONY

No. You're not funny.

RHODEY

We've got a hell of a day tomorrow. Can we get out of here now?

TONY

One more stop.

CUT TO:

A8 OMITTED A8 *

B8 INT. BATHROOMS - CAESARS PALACE - NIGHT B8

An empty palatial bathroom. Tony's in the stall on his throne. Rhodey splashes his face by the mirrors.

TONY (IN STALL)
Of course I respect your opinion.

RHODEY
This is no joke. You're going into a hot zone. We should be doing this test here in Nevada.

TONY (IN STALL)
This system has to be demonstrated in true field conditions.

The Bathroom door swings open and VIRGINIA "PEPPER" POTTS enters, Tony's sexy and very capable assistant.

PEPPER
Tony, it's the President. Wants to congratulate you personally. Heads up.

She tosses the cellphone over the top of the stall. All very routine. Rhodey listens to Tony talk, shaking his head.

TONY (IN STALL)
...Jim, how're the trout running?
Yeah, sitting on top of the world here. Working on my masterpiece --

A MINUTE LATER

Tony washes up. As they leave, Rhodey drops money in the absent Attendant's tip basket. Tony adds the ARES statue to the basket and follows Rhodey out.

C8 INT. CASINO FLOOR - CAESAR'S PALACE - CONTINUOUS - NIGHT C8

Hotel Guards have patrons cordoned outside the bathroom. We PICK UP Tony and Pepper in mid walk-and-talk.

PEPPER
You're leaving the country for a week. I need five minutes --

(CONTINUED)

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7A.

C8

CONTINUED:

C8

TONY
Okay -- shoot.

8 EXT. CAESAR'S PALACE - NIGHT

8

Tony heads for his waiting limo, the entourage hanging back.

PEPPER

(checking her tablet PC)
The Board meeting is on the eleventh. Should I tell them to expect an appearance--?

WOMAN'S VOICE (O.S.)

Mr. Stark!

Tony turns, spots CHRISTINE EVERHART, a hot young Reporter holding a recorder. Security keeps her at bay.

CHRISTINE

Christine Everhart, Vanity Fair Magazine. Can I ask you a few questions?

TONY

Can I ask a few back?

She gives him a disarming smile. Tony waves at Security to let her through. Pepper shakes her head, then takes a call.

CHRISTINE

You've been described as a Da Vinci for our times. What do you say to that?

TONY

Ridiculous. I don't paint.

CHRISTINE

And what do you say to your other nickname: "The Merchant of Death?"

TONY

That's not bad --

Her gaze is suddenly cold.

TONY

Let me guess. Berkeley?

CHRISTINE

Brown.

(CONTINUED)

TONY

Well Miss Brown, it's an imperfect world and I assure you, the day weapons are no longer needed to keep the peace, I'll start manufacturing bricks and beams to make baby hospitals.

CHRISTINE

Rehearse that much, Mr. Stark?

TONY

Every night in front of the mirror. Call me Tony.

CHRISTINE

I'm sorry, "Tony", I was hoping for a serious answer.

TONY

Here's serious: my old man had a philosophy: peace means having a bigger stick than the other guy.

CHRISTINE

Good line, coming from the guy selling the sticks.

TONY

My father helped defeat Hitler. He was on the Manhattan Project. A lot of people -- including your professors at Brown -- might call that being a hero.

CHRISTINE

Others might call it war-profiteering.

Tony has to smile, this gal is relentless.

TONY

Tell me: do you plan to report on the millions we've saved by advancing medical technology? Or kept from starving with our inteli-crops? All were breakthroughs spawned from, that's right, military funding.

CHRISTINE

Wow. You ever lose an hour of sleep your whole life?

(CONTINUED)

CONTINUED: (2)

He regards her in earnest, then off her drop-dead look we --

SMASH CUT TO:

9 INT. TONY'S BEDROOM - STARK ESTATE - NIGHT 9

Christine and Tony, half naked, crashing about. She's the one attacking. They flop out of frame.

10 OMITTED 10

11 INT. TONY'S BEDROOM - MORNING 11

A clock changing from "5:59AM" to 6:00". Christine awakens alone, as the room begins to transform --

Darkened windows turn translucent, admitting light.

She rises, startled by the TV flickering alive as she passes it. She looks out the window -- hell of a view.

A12 REVERSE ANGLE - OUTSIDE WINDOW

A12

As we PULL AWAY and establish Tony's estate, perched
impossibly on the cliffs above the Pacific.

BACK TO:

B12 INT. TONY'S BEDROOM - SAME TIME

B12

Christine pads over to the closet, tries to open it.

JARVIS (O.S.)

I'm sorry, Miss Everhart, you are not authorized to access that area.

She jumps, freaked out, grabs for Tony's shirt on the floor and covers herself. Just then --

Pepper enters, holding dry-cleaned clothes in plastic.

PEPPER

(re: the voice)

Don't worry, that's Jarvis -- he runs the house. Jarvis: deactivate security.

Pepper eyes Tony's oversized shirt on Christine.

PEPPER

Here, your clothes cleaned and pressed. Anything else I can get you?

CHRISTINE

Look, Tony wanted me to stay for breakfast, but I've got to get a jump on the day. Call me a cab, would you?

PEPPER

Cab's waiting outside.

A beat, then --

CHRISTINE

And a coffee, hon. Black. One Splenda.

PEPPER

(smiling sweetly)

Should I tell Mr. Stark you were satisfied with the interview?

12 OMITTED

12

13

INT. TONY'S WORKSHOP - MORNING

13

It's like the chaos inside Tony's head -- ultra-modern drones and missile parts, sports cars and long-abandoned prototypes.

Framed photos of Tony and his Dad working on a classic '32 Ford. MUSIC drifts from an old Wurlitzer.

We drift past: screens containing various CAD images of a flathead engine, and finally we find --

Tony, in suit-slacks and an undershirt, grimy from working on the same '32 Ford as in the photo. Pepper enters holding her PDA.

PEPPER

You still owe me five minutes--

TONY

Five? I'll need a bit longer than that --

PEPPER

Focus. I need to leave on time today.

TONY

You're rushing me. What, you have plans tonight?

PEPPER

The MIT commencement. Yes or no?

TONY

Maybe. Tell me your plans.

PEPPER

I'll tell them 'yes'. You want to buy the Jackson Pollock? He's got another buyer in the wings --

TONY

What's it look like?

TONY

It's a minor work in his later Spring Period, it's ludicrously over-priced--

TONY

Buy it.

(CONTINUED)

She's interrupted by her phone and taps her blue-tooth headset. Listens.

PEPPER

He left an hour ago. Okay. (hangs up) It's Rhodey again.

TONY

You have plans, don't you --?

PEPPER

I'm allowed to have plans on my birthday.

TONY

It's your birthday again?

PEPPER

Yep. Funny, same day as last year.

TONY

Well, get yourself something from me. Something nice.

PEPPER

Already did.

TONY

And...?

PEPPER

It was very tasteful, very elegant. Thank you, Mr. Stark.

TONY

You're welcome, Miss Potts.

14 EXT. STARK AVIATION HANGAR - SANTA MONICA AIRPORT - DAY 14

Rhodey, in uniform, paces talking on a cellphone. Behind him a parked Boeing Business Jet reading: STARK INTERNATIONAL, "TOMORROW TODAY." A GROWING RUMBLE and Rhodey turns to see --

A Saleen S7 roaring up, stopping short of him. Seconds later--

A Rolls limo arrives. Tony's chauffeur HOGAN pops the trunk and takes out: a single overnight suitcase.

The Saleen's scissor-doors open, Tony jumps out.

He heads for the Boeing, right past Rhodey.

TONY

Sorry, pal -- car trouble.

15 INT. TONY'S PLANE - PARKED - DAY 15 *

Rhodey, steaming, settles into his seat.

RHODEY

I was standing out there three hours, what the hell --?

TONY

I had car trouble.

A hot Flight Attendant holds out steamy towels with thongs.

TONY

Thanks, maybe later.

Rhodey grabs a towel. The WHINE of ENGINES build.

16 INT. TONY'S PLANE - FLYING - DAY 16

A Flight Attendant stops by their seats.

ATTENDANT

Would you like a drink, Mr. Stark?

TONY

Two fingers of Laphroig. (to Rhodey) You want one?

RHODEY

We're working.

TONY

You should have a drink. We've got a twelve hour flight ahead of us.

RHODEY

It's two in the afternoon.

TONY

It's two in the *morning* where we're going. C'mon, ten hours "bottle to throttle --"

RHODEY

Don't start with me.

TONY

Jeez, we're not getting hammered. Just a nightcap. We'll sleep better, arrive fresh. It's the responsible thing to do.

(MORE)

(CONTINUED)

CONTINUED:

TONY (cont'd)

I don't know about you, but I want
to sell some weapons.

Off Rhodey's stoic look, we --

SMASH CUT TO:

(CONTINUED)

16 CONTINUED: (2)

16

SMASH CUT TO:

17 INT. TONY'S PLANE - FLYING - NIGHT

17

MUSIC blares. Tony and Rhodey sip drinks, comfortably numb and oblivious to the flight attendants dancing next to them.

RHODEY

(a few drinks in)

You don't get it. I don't work for the military because they paid for my education, or my father's education. Don't cheapen it like that.

TONY

All I said was, with your smarts, your engineering background, you could write your own ticket in the private sector -- on top of which, you wouldn't have to wear that 'straight-jacket'.

RHODEY

'Straight-jacket'? This uniform means something. A chance to make a difference. You don't respect that, because you don't understand.

TONY

(motions with a nod)

See that one? *Her* I understand. Croatian. Hot-blooded, I'm serious. Must be those winters in Zagreb --

RHODEY

You're not listening to a word I'm saying.

TONY

I am listening. I'm changing the subject. It's the same litany, every time you've had a thimble of alcohol. Drink One: reflections on the New American Century and related topics --

(CONTINUED)

RHODEY

Something's...seriously wrong with you, man.

TONY

Drink 2: a history of World War II and the Tuskegee Flyers. Drink 3--

RHODEY

You know, hell with you. I'm not talking to you anymore.

He undoes his seatbelt, rises, looking for somewhere else to sit.

TONY

Go hang with the pilot. You'll get along, he's got a personality just like yours.

RHODEY

I will.

Rhodey heads to the cockpit and opens the door.

RHODEY'S POV - THE COCKPIT

Two empty pilot chairs, a fully-automated flight system.

As Rhodey returns to his seat.

RHODEY

That's funny.

TONY

You could tell?

18 EXT. BAGRAM AFB - AFGHANISTAN - DAY 18 *

Tony exits the plane, fresh, fired up to greet the waiting brass. He shakes hands. Then --

Rhodey appears dressed in ABUs. He's weary, squinting at the stinging sun. Pulls his sunglasses down over bleary eyes.

Three JERICHO MISSILES on a 'flatbed' (which have been unloaded from a military jet in the b.g.) are brought under heavy guard to a waiting convoy.

The CHATTER of MACHINE GUN fire and we --

CUT TO:

19 EXT. DESERT TEST SITE - AFGHANISTAN - DAY 19

Tony firing a N.R.F. 425 MACHINE GUN.

Generals sit on folding chairs behind a safe-zone of Hescos and sand-bags. Afghani soldiers and SF (Air Force security) men patrol the perimeter.

Tony puts the N.R.F. 425 gun down next to other weapons. He struts before the Generals like a carnival barker.

TONY

The age old question: is it better to be feared or respected? I say, is it too much to ask for both?

He nods at the Jericho Missile, on a mobile launcher.

TONY

With that in mind, I humbly present the crown jewel of Stark Industries Freedom Line. It's the first missile system to incorporate my proprietary Repulsor Technology. They say the best weapon is one you never have to fire. I prefer the one you only have to fire once...

The Jericho ROARS into the sky from a mobile launcher.

TONY

That's how dad did it, it's how America does it, and so far its worked out pretty well.

(MORE)

(CONTINUED)

TONY (cont'd)

Find an excuse to fire off one of these and I personally guarantee the enemy is not gonna want to leave their caves.

FLASH TO: the Jericho, as it divides from a single missile, into scores of mini-missiles.

ANGLE - ON TONY

A row of majestic peaks behind him. He raises his arms.

TONY

For your consideration, the Jericho...

The mountains behind his outstretched hands explode.

The shock-wave washes over Tony, blanking him with dust.

REVERSE ANGLE

As the shock-wave erases the observing Generals with dust.

TONY

Now there's one last creation I haven't shown anyone yet. You might be interested...

He opens a large silver case. Ice-smoke curls out, then --

A bottle appears. Drink glasses. As Tony pours the Generals and Afghani military officials exchange awkward glances.

TONY

(raises his glass)

To peace, gentlemen...and with every five hundred million, I'll throw in a free one of these...

(MORE)

(CONTINUED)

19

CONTINUED: (2)

TONY (cont'd)

19

20

EXT. DESERT TEST SITE - DAY

20

The Generals board their Humvees and depart to the East.

Tony and Rhodey walk to their convoy of waiting Humvees, pointing West. Tony gets Obadiah Stane on his video-phone.

TONY

Hey, what are you doing up?

OBADIAH

Sleeping. How did it go?

TONY

I think we got an early Christmas coming.

OBADIAH

Sounds good.

TONY

Hey, why aren't you wearing the PJs I got you?

OBADIAH

I don't do monograms. I'm hanging up now, bye-bye.

Stane hangs up.

TONY

All right, who wants to ride with me? Jimmy?

JIMMY

(psyched)

Me?

Jazzed, Jimmy and the others jump into the lead Humvee. As Rhodey approaches --

TONY

Sorry, Rhodey, no room for my conscience in here. Or that hang-dog look. (raising his glass) See you back at base.

Rhodey shakes his head, and heads for a different Humvee.

(CONTINUED)

CONTINUED:

ROCK MUSIC is cranked up on a boom-box. And as Tony's door slams shut --

SMASH CUT TO:

(CONTINUED)

20 CONTINUED: (2)

20

SMASH CUT TO:

21 INT. CRUDE OPERATING ROOM - CAVE - AFGHANISTAN - NIGHT 21

Nightmarish. GARBLED VOICES. Stabbing lights. Tony thrashes against a restraining belt.

Impressionistic glimpses: a red scalpel. Blood-spattered hands. Tony's heaving chest. A boilerplate.

TONY'S POV: YINSEN (60s), looks down on us, performing the "operation". He yells to someone in Arabic, and --

Tony is held down, a chloroform rag is pressed to his face.

22 INT. LAB - CAVE - DAY

22

Tony flickers awake, disoriented. A tube protrudes from his nose. He sees --

Yinsen, humming a tune as he shaves by a broken mirror. But more importantly right now --

There is a jug of water on the table.

Tony tries to speak, can't. It's the damn nasal tube. He pulls at it, gagging as two of feet of tubing slithers from his nose.

TONY
(hoarse whisper)
...water...water.

Yinsen keeps humming. Tony yanks the IV from his arm and stretches for the water, but is stopped by --

A wire, under his chest bandages, snapping taut.

YINSEN
I wouldn't do that if I were you.

Tony follows the wire with his eyes and finds, to his horror, that it's hooked up to a car battery.

He starts clawing at his chest bandages. Yinsen turns.

Tony sees his ugly chest wound. It's too much. He swoons.

A23 INT. LAB - CAVE - HOURS LATER - DAY

A23

Yinsen stirs a bubbling pot on the furnace. He flicks glances at Tony, waking up on the cot.

Tony eyes the bulky chest-piece protruding from his fresh bandages.

TONY

What have you done to me?

YINSEN

What did I do? I removed what I could, but there's a lot left headed for you atrial septum. Do you want a souvenir?

He tosses Tony a jar with scores of bloody Christmas tree-like barbs. Tony regards the 'shrapnel' he owns the patent to, and lets the jar drop.

YINSEN

I've seen many wounds like this in my village. The walking dead we called them, because it took a week for the barbs to reach vital organs. I anchored a magnetic suspension system to the plate. It's holding the shrapnel in place...at least for now.

Tony struggles up, sits on the cot and notices something --

TONY'S POV: a surveillance camera on the cave wall.

YINSEN

That's right, smile. (then) We met once -- at a technical conference in Bern.

TONY

I don't remember.

YINSEN

You wouldn't. If I'd been that drunk, I wouldn't have been able to stand, much less give a talk on integrated circuits.

TONY

Where are we --?

(CONTINUED)

The door-slat flies opens and a pair of dark eyes stare in. Yinsen drops his spoon, puts his hands on his head.

YINSEN

Stand up! Do as I do. Now!

Tony gets to his feet, can't get his hands up. Yinsen helps him.

YINSEN

Listen to me, whatever they ask you, refuse. You understand? You must refuse.

The door opens and ABU BAKAR enters with two armed Henchmen (Ahmed and Omar). On Ahmed's wrist, Tony notices --

Jimmy's bright orange METS watch (from the convoy earlier).

ABU

(in Arabic)

Welcome Tony Stark, the greatest mass murderer in the history of America. It's a great honor.

YINSEN

(translating for Abu)

He says welcome Tony Stark, the greatest mass murderer in the history of America. He is very honored.

Abu looks Tony up and down like a prize horse, then --

ABU

(in Arabic)

I want you to build this for me -- the Jericho missile you were demonstrating.

Abu holds out a photo: a surveillance image of the Jericho Missile launch.

YINSEN

(translation)

You will build for him Jericho missile you were demonstrating.

TONY

...I refuse.

Yinsen backhands Tony across the face, goes ballistic --

(CONTINUED)

YINSEN

You refuse? You will do everything he says. This is the great Abu Bakar. You're alive only because of his generosity. You are nothing. NOTHING. He offers you his hospitality, and you answer only with insolence. He will not be refused. You will die in a pool of your own blood.

Abu, spooning down Yinsen's food, throws a look of smug satisfaction. He heads out. The door slams shut.

YINSEN

Perfect. You did very well, Stark.

Tony is utterly perplexed.

YINSEN

Good, I think they're starting to trust me.

Yinsen returns to cooking.

YINSEN

Well, that's the end of my plan.

Tony is jostled awake by Abu's Henchmen, wrestling a hood over his head. He struggles as he's pulled to his feet.

TONY'S POV - THROUGH HOOD: approaching the tunnel opening.

CLOSE ON - TONY: the hood is yanked off his head. He squints into the stinging daylight, his expression turning to shock.

In a bowl of tall mountains, camouflaged tarps are furled, revealing skids upon skids of Stark Industries weapons dating back to 80s Afghanistan.

VARIOUS SHOTS - OF CRATES: the STARK INTERNATIONAL MUNITIONS logos. Some faded, some new.

Tony, stunned, staggers along the crates. Yinsen follows.

(CONTINUED)

YINSEN

Quite a collection, isn't it?

TONY

How did they get all this?

ABU

(in Arabic)

As you see, we have everything you need to build the Jericho. You will make a list of materials and start work right away. When we are done we will set you free.

YINSEN

(translation)

As you can see, they have everything you need to build the Jericho. He says make a list of materials. You will start work right away and when you are done he will set you free.

Tony sees a heavily armed and imposing man surrounded by several men, who act as pilot fish around him. This is Warlord RAZA, a man you don't mess with.

TONY

No he won't

YINSEN

...no he won't.

A24

EXT. AMBUSH SITE - AFGHANISTAN - DAYS LATER - DAY

A24

Cold charred wreckage. Rhodey, GENERAL GABRIEL (50s) and a team of SF men assess the remains of Tony's convoy.

RHODEY

Something's not right.

GABRIEL

Looks like a standard hit and run.

RHODEY

Sir, I'm telling you, this was a snatch and grab. A perfectly executed linear ambush. As soon as they got what they wanted, they melted away.

GABRIEL

Intel's on it, we're in good hands. If he's out there, we'll get him.

It hangs there, then --

(CONTINUED)

RHODEY

With your permission I'd like to stay in theater and head up the search and investigation.

GABRIEL

There's a PR firestorm brewing over this. Right now the best way to serve your country is to get back there and handle it.

RHODEY

Tony Stark is the DOD's number one intellectual asset, and I can be of value in the field.

GABRIEL

Duly noted, but we need you back home.

(walks away, then)

Colonel, it's not lost on me that Stark is a lifelong friend.

Rhodey nods and heads for his Humvee as things are packed up.

24 INT. LAB - CAVE - DAYS LATER - DAY

24

Dark. Tony sits in a wheelbarrow by the furnace, wrapped in an Army surplus blanket. Yinsen looms over him.

YINSEN

I'm sure they're looking for you, Stark, but they will never find you here. (then) That car battery is running out...and they won't turn on the generator till you start to work.

Silence.

YINSEN

You don't like what you saw out there, did you? I didn't like it either when those weapons destroyed my village. (beat) What you just saw, that's your legacy -- your life's work in the hands of these murderers. Is that how you want to go out? Is this the last act of defiance of the great Tony Stark? Or are you going to try to do something about it?

TONY

Why should I do anything, they're either going to kill me or I'm going to die in a week.

YINSEN

Then this is a very important week for you.

25 OMITTED

25

26 OMITTED

26

A27 OMITTED

A27

28 OMITTED

28

29 OMITTED

29

30 OMITTED

30

A31

OMITTED

A31

31 OMITTED

31

A32 INT. LAB - CAVE - DAY

A32

The lights come on as the generator is started. Abu is flanked by Ahmed and several Guards. He watches as --

Omar refuels the generator, then walks the gas can to --

A 'cage', housing a fuel drum, and locks that down too.

TONY

Okay, here's what I need...

Tony paces, barking what he needs done while more of Abu's Guards carry in missiles and materials. Yinsen follows, translating as Tony assesses his work area.

TONY

S-Category missiles. Lot 7043. The S-30 explosive tritonal. And a dozen of the S-76. Mortars: M-Category #1, 4, 8, 20, and 60. M-229's, I need eleven of these. Mines: the pre-90s AP 5s and AP 16s.

YINSEN

(in Arabic)
S-Category missiles. Lot 7043. The S-30 explosive tritonal. And a dozen of the S-76. Mortars: M-Category #1, 4, 8, 20, and 60. M-229's, he needs eleven of these. Mines: the pre-90s AP 5s and AP 16s.

Abu's men dart about.

TONY

...this area free of clutter, with good light. I want it at 12 o'clock to the door to avoid logjams. I need welding gear -- acetelyene or propane, helmets, a soldering set-up with goggles, and smelting cups. Two full sets of precision tools.

YINSEN

(in Arabic)
...this area free of clutter, with good light. He wants it at 12 o'clock to the door to avoid logjams. He needs welding gear -- acetylene or propane, helmets, a soldering set-up with goggles, and smelting cups. Two full sets of precision tools.

Abu getting exasperated by the never-ending list.

(CONTINUED)

A32

CONTINUED:

A32

TONY

Finally, I want: three pairs of tube socks, white, a toothbrush, protein powder, spices, sugar, five pounds of tea, cards. (thinks, then) And a washing machine. Top load.

YINSEN

Finally, he needs: three pairs of tube socks, white, a toothbrush, protein powder, spices, sugar, five pounds of tea, and some playing cards. (pauses) And a washing machine. Top load.

Abu's eye bulge. He gets in Tony's face.

ABU

(in Arabic)

A WASHING MACHINE? DOES HE THINK I'M A FOOL?

TONY

(to Abu)

Must have everything. Great Satan make big boom-kill for powerful Abu Bakar. Big boom-kill.

B32

OMITTED

B32

C32

OMITTED

C32

D32

INT. LAB - CAVE - NEXT DAY - DAY

D32

Tony pulls open a missile-housing and removes a glass ring from the inner workings of its guts. Then --

He leads Yinsen up to a large missile crate. They remove the chip-rack cylinder from a larger warhead.

YINSEN

You do know they've removed all the explosives before they brought this to us.

TONY

I know, they're crazy not stupid.

Tony walks the heavy chip-rack to the work-bench and removes a tiny palladium strip.

TONY

This is what we're looking for. I need eleven of these.

(CONTINUED)

D32

CONTINUED:

D32

YINSEN

Eleven?

E32

INT. LAB - CAVE - (LATER) - DAY

E32

SHOT OF: Yinsen removes chip-rack cylinders, bringing them to Tony. Tony extracts palladium strips.

TONY

Heat the palladium to 1825 Kelvin.

YINSEN

(at furnace)

How will I know when it reaches that temperature?

TONY

The palladium will melt.

LATER:

INSERT OF: Tony wraps a copper coil around the glass ring.

INSERT OF: Tony drops palladium strips into a crucible on the fire.

INSERT OF: Tony sculpts a sand-mold for the palladium ring.

LATER:

SHOT OF: Yinsen bringing the crucible of melted palladium to Tony.

TONY

Careful, careful...

YINSEN

Relax. I always had steady hands. It's why you're still alive.

TONY

Oh yeah, thanks. What do I call you?

YINSEN

My name is Yinsen.

TONY

Nice to meet you.

YINSEN

Nice to meet you too.

(CONTINUED)

E32 CONTINUED:

E32

LATER:

SHOT OF: Tony lifts the palladium ring out of the mold with a tweezer.

YINSEN

What are you building?

TONY

A better mousetrap.

F32 OMITTED

F32

G32 OMITTED

G32

H32 INT. LAB - CAVE - DAY

H32

Tony plugs a cable into the generator.

TONY

What are you shaving for? We're almost done.

YINSEN

(taking his time shaving)
Look like an animal, and soon you'll start behaving like one.

Tony throws a generator switch. The lights go up and down.

INSERT SHOT OF: the finished RT device, wired to the generator cable, beginning to glow on the workbench.

Yinsen wipes his face, and trails Tony to the workbench. He undoes the wires, holding up the glowing RT device.

YINSEN

That doesn't look like a Jericho missile.

TONY

That's because it's a miniature ARK reactor. It should suspend the shrapnel in my chest and keep it from entering my heart.

YINSEN

What an original invention.

(CONTINUED)

H32

CONTINUED:

H32

TONY

Yeah, but this one is going to last a bit longer than a week.

YINSEN

It's pretty small, what can it generate?

TONY

Three gigajoules -- per second.

Yinsen marvels.

YINSEN

That could run your heart for fifty lifetimes.

TONY

Or something very big for fifteen minutes.

Their eyes meet a moment, then --

TONY

Let's put it in.

J32

INT. RAZA'S CONTROL ROOM - CAVE - HOURS LATER - DAY

J32

PUSH IN - MONITOR: Tony lying on a workbench, Yinsen craning over him.

PUSH IN - ON: Raza, watching as he spoons peanut-butter from a military airdrop care-package.

K32

OMITTED

K32

32

INT. TONY'S OFFICE - STARK INTERNATIONAL - DAY

32

Pepper enters and is surprised to see Obadiah sitting behind Tony's desk, head in his hands.

OBADIAH

Sorry, did I startle you?

PEPPER

A little...

He watches as Pepper swaps yesterday's unread L.A. Times and Wall Street Journal with today's. Her little vigil.

(CONTINUED)

Stane rises, gazes out the windows at the vast Stark compound. Pepper comes up behind him.

OBADIAH

This was a bad idea, I should never have let him go over there...

He starts to break down. She touches his shoulder.

PEPPER

Hey, hey...we've got to be strong, he's going to be okay.

He composes himself, nods.

CUT TO:

CLOSE ON - TONY'S OLD CAR BATTERY: we follow the wires and end on the bloody chest plate, no longer in Tony's chest.

INSERT - TRACKING SHOT: of new set dressing, revealing that time has passed and 'missile' components have progressed (we see jig).

We find Tony, bearded and filthy now, cutting metal flat-stock with a torch. His shirt is cracked open, revealing the glowing RT device in his chest. He snuffs the torch, looks over his shoulder at --

Yinsen concentrating on building a backgammon board.

Tony secretly begins filling a cylinder with gas from the torch.

YINSEN

(flicks a glance at Tony)
Stark, tell me what you're doing,
and I'll tell you what I'm doing.

TONY

Looks to me like you're making a
crappy backgammon board.

YINSEN

Crappy? This is Lebanese cedar.

TONY

Is that where you're from, Lebanon?

(CONTINUED)

YINSEN

I'm impressed you even know what this is. (then) How about we play, and if I win, you tell me what you're really making.

TONY

"A" I don't know what your talking about. "B" I was the backgammon champ at MIT four years running.

YINSEN

Interesting, I was the champion at Cambridge.

TONY

Please don't use 'interesting' and Cambridge in the same sentence. (then) Is that still a school?

YINSEN

It's a university. You probably haven't heard about it since Americans can't get in.

TONY

Unless they're teaching.

The door-slat flies open. Abu again. He barks, more stern than usual. Tony stops, the secret cylinder he was filling,, clatters to the floor. Yinsen notices, looks at Tony.

Abu, Ahmed and Omar enter, followed by RAZA'S GUARDS. They take up positions, rigid. Raza enters (he speaks English).

RAZA

Relax.

They lower their hands. Silence as Raza meanders, picking up and putting things down. He almost steps on Tony's secret cylinder, but then sees the washing machine. He shoots Abu a cold look and turns to the workbench and --

Peruses Tony's onion-paper schematics of the missile.

RAZA

The bow and arrow was once the pinnacle of weapons technology. It allowed the great Genghis Khan to rule from the Pacific to the Ukraine.

He pushes the schematics around trying to make sense of them.

(CONTINUED)

RAZA

Today...whoever has the latest
Stark weapons rules these lands.
Soon it will be my turn...

A beat as Raza looks back and forth between Yinsen and Tony.

RAZA

(to Yinsen in Urdu)
What's really going on here?

YINSEN

(in Urdu)
Nothing. We're working.

RAZA

(in Urdu)
It's been a long time. Where's the
weapon?

YINSEN

(in Urdu)
He's working very hard. It's very
complex.

Yinsen flicks a glance at Tony, who watches apprehensive.

RAZA

(to Abu, in Urdu)
Get him on his knees.

Yinsen is forced to his knees by Abu and Ahmed. Using tongs,
Raza lifts a hot coal from the furnace and approaches Yinsen.

RAZA

(in Urdu)
Tell me what is going on?

YINSEN

(in Urdu)
Nothing! NOTHING is going on.

RAZA

(in Urdu)
OPEN YOUR MOUTH!

Yinsen won't do it. Abu and Ahmed force his mouth open.

CLOSE ON - COAL: heading for Yinsen's mouth. He struggles.

RAZA

(in Urdu)
TELL ME NOW!

(CONTINUED)

YINSEN
(in Urdu)
He's building your bomb.

The glowing coal nearly at Yinsen's mouth now....then --

Raza drops the coal on the floor in front of Yinsen and leaves. Raza's men follow and slam the door shut.

Yinsen gathers himself, then --

YINSEN
That's twice I saved your life.
Now are you going to tell me what
the hell you're really building?

Their eyes hold, then --

CUT TO:

34 CLOSE ON - LIGHT-BOARD: AS IT'S FLICKED ON. 34

Tony lays schematic after schematic on the glass.

CLOSE ON - YINSEN: surprise registering.

YINSEN

Finally, an idea of your own.

35 OMITTED 35

A36 OMITTED A36

B36 OMITTED B36

C36 OMITTED C36

D36 OMITTED D36

E36 INT. TUNNEL - CAVE - DAY E36

We follow Abu in a tunnel, heading for the lab. He shoves the door-slat aside.

ABU'S POV - THROUGH SLAT: Tony, shaving in front of the broken mirror, turns.

F36 INT. LAB - CAVE - CONTINUOUS - DAY F36

Abu shuts the door slat.

Tony wipes his face, pulls on a pair of gloves as he goes to the furnace. He takes a white-hot piece of metal from the forge and starts pounding on it.

Yinsen, soldering a complex circuit, looks up. He is struck by the image of Tony, strong and resolute, hammering away.

SLOWLY PUSH IN ON - TONY: hammering away.

YINSEN (O.S.)

My people have a tale, about a
Prince -- much hated by his King --
who was banished to the underworld
and jailed there...

(CONTINUED)

BOOM! BOOM! The hammer blows ECHO.

YINSEN (O.S.)

The evil King gave him the most
difficult labor -- working the iron
pits.

Tony's muscles ripple, sweat flying.

YINSEN (O.S.)

Year after year the Prince mined
the heavy ore, becoming so strong
he could crush pieces of it
together with his bare hands. Too
late, the King realized his
mistake...

Dazzling sparks fly around Tony.

YINSEN (O.S.)

When he struck at the Prince with
his finest sword -- it broke in
half. The Prince himself had
become strong as iron...

Tony, sweating, holds up the metal he's been working on --

A crude iron mask stares back.

He tosses the mask down. It lies there smoking and pulsing
with heat.

(CONTINUED)

36 OMITTED 36

37 INT. HALLWAY - STARK INTERNATIONAL HQ - DAY 37

From down the hallway, Pepper watches Obadiah and Rhodey in close, heavy conversation. Obadiah, grave, looks over and catches Pepper's eye, then he walks off, shaking his head.

Rhodey on his way out. Pepper steps into his path.

PEPPER

So that's it? Everyone's pulling the plug and moving on...

RHODEY

There's nothing left we can do. If there was any indication Tony was still alive--

PEPPER

Spare me. I read the official e-mail. Thought maybe you'd have something different to say.

Rhodey follows her into --

38 INT. PEPPER'S OFFICE - CONTINUOUS - DAY 38

PEPPER

If anyone could figure out how to beat the odds, it's Tony. If it was you over there, he'd be finding a way to get you back. Or inventing a new one.

RHODEY

What do you want me to do?

PEPPER

Be a better friend to him.

And with that, she storms out, leaving him stung.

AA39 EXT. EDWARDS A.F.B. - DAY AA39

Rhodey, duffel slung in front of a C-17, is shipping out on a line of soldiers. General Gabriel pulls up on a golf cart and approaches. Everyone salutes. The General pulls Rhodey aside.

(CONTINUED)

GENERAL GABRIEL

What do you think you're doing,
Rhodes?

RHODEY

Going back there, Sir.

GENERAL GABRIEL

Listen, son -- it's been three
months without a single indication
that Stark is still alive. We
can't keep risking assets, least of
all you.

RHODEY

Are you blocking my transfer, Sir?

GENERAL GABRIEL

(looking around)

Any one of these guys would kill
for your career. Are you telling
me you're willing to sacrifice that
to fly a bunch of snake-eaters on a
desert patrol half way around the
world?

RHODEY

I am, Sir.

GENERAL GABRIEL

Then I have one thing to say to
you: Godspeed.

He salutes Rhodey. Rhodey salutes back.

GENERAL GABRIEL

(to the soldiers)

As you were.

Rhodey turns and heads up the ramp into the loading bay.

A39 INT. LAB - CAVE - WEEKS LATER - DAY A39

Tony puts the finishing touches on a strange box housing a laser-pointer, fan and tinsel. He tapes the box shut, peeks through a tiny hole in its side.

TONY'S POV - INTO BOX: it looks like the furnace flames in the dark.

B39 INT. RAZA'S CONTROL ROOM - NIGHT B39

Guards, bored and tired mill about.

CLOSE ON - SURVEILLANCE MONITOR: which shows the furnace glowing in the dark lab. There is a brief shift in the image, and we --

CUT TO:

39 INT. LAB - CAVE - SAME TIME - NIGHT 39

The strange box Tony was working on is being affixed over the surveillance camera.

NEW ANGLE

A work-light is on, revealing Tony and Yinsen by the workbench. A sensor on Tony's leg is coupled to a contraption. Yinsen watches intently as --

Tony plugs a wire into his RT 'heart', a moment as --

Data races up on the crusty laptop...then --

As Tony moves his leg, the contraption on the table springs to life, responding to his actions. Tony's chest-device, which dims with the power loss.

The two men's eyes drift up and hold. Triumph.

TONY

(unplugging himself)

We're ready. A week of assembly and we're a go.

YINSEN

Then perhaps it's time we settle another matter...

40 INT. LAB - CAVE - DAY

40

Tony and Yinsen eat and play backgammon.

YINSEN

Ah, anchoring with 13-7. You know, I have never met anyone who understands the nuances of this game like you.

TONY

Right back at ya.

TONY

You never told me where you're from.

A moment, then --

YINSEN

I come from a small village not far from here. It was a good place... before these men ravaged it.

TONY

Do you have a family?

YINSEN

When I get out of here, I am going to see them again. (then) Do you have family, Stark?

TONY

...no.

YINSEN

You're a man who has everything and nothing.

Abu shouts from the door slat and enters.

YINSEN

(in Arabic)

Your laundry's over there.

Abu goes to a basket where his laundry is neatly folded. He smells it, 'ah, clean clothes.' He heads for the door, shaking his head as he sees them play backgammon.

ABU

(in Arabic)

You idiots don't know what you're doing with that game.

(CONTINUED)

TONY

Yeah-yeah, enjoy your laundry.

Abu is about to head out when Raza enters. Abu freezes. Raza eyes's dip to the laundry, then without warning --

He shoots Abu in the head.

Tony and Yinsen stand there, stock-still.

RAZA

You have till tomorrow to assemble my missile.

He walks out. His henchmen grab Abu's legs and drag him out.

The silence hangs there, then --

41 OMITTED

41

42 OMITTED

42

A43 INT. RAZA'S CONTROL ROOM - CAVE - NEXT DAY - DAY

A43

Guards pour over a map, discussing heatedly. Others clean and re-assemble weapons. Khalid keeps watch at the monitors.

CLOSE ON - MONITOR: where we see Yinsen laboring furiously behind the jig.

Raza enters, wiping his face and neck with a towel. He drifts to the monitors, observes. Troubled he leans in, staring intently.

CLOSE - ON MONITOR: Yinsen still going like hell behind the jig.

RAZA

(in Urdu)

Khalid. Where is Stark?

He taps the monitor.

43 INT. CORRIDOR OUTSIDE LAB - CAVE - MINUTES LATER - DAY 43

Khalid arrives, pulls the slat aside and peeks in. He glimpses a disembodied Yinsen working behind the jig.

KHALID
Yinsen! YINSEN!

Yinsen ignores him, keeps working.

44 REVERSE ANGLE - OF KHALID: in the door-slat. Below, the IED 44 cylinder (propane tank Tony filled earlier), is rigged to the door-latch.

BACK TO:

45 Khalid, as he turns to his men, who ratchet their guns. He 45 unlocks the door. It won't open. He shoulders it and --

The door explodes in his face. Smoke. Debris.

46 INT. RAZA'S CONTROL ROOM - SAME TIME - DAY 46

Raza witnesses the explosion on the surveillance monitor.

47 INT. LAB - CAVE - SAME TIME - DAY 47

CLOSE ON - THE LAPTOP SCREEN: program bars loading slowly.

TONY (O.S.)

It's frozen, the systems aren't
talking to each other. Reset!

YINSEN

No, they're moving. Very slow.

We glimpse a bulky chest piece being lowered over Tony. The
STACCATO WHINE of PNEUMATIC TOOL as Yinsen seals Tony in.

48 INT. RAZA'S CONTROL ROOM - MINUTES LATER - DAY 48

Raza, at his monitors, orchestrating his men over the radio.

CUT TO:

A49 OMITTED A49

B49 OMITTED B49

49 HALLWAY - DAY 49

Raza's men cautiously approach.

CUT TO:

50 INSIDE LAB 50

Yinsen eyes the laptop, the bars creeping ever so slowly. He turns, listening to the SHOUTING MEN outside growing louder.

TONY

Get to your cover. Remember the checkpoints -- make sure each one is clear before you follow me out.

A decision, then Yinsen runs out.

TONY

YINSEN!

CUT TO:

51 OUTSIDE LAB - DAY 51

Yinsen grabs dead Khalid's weapon and runs into the tunnel, firing in the air.

YINSEN'S POV: rounding a corner, encountering Raza's men.

He opens fire -- the men are caught off guard, and retreat. Yinsen chases, firing madly, unleashing pent-up rage.

He enters the outer cavern, and is confronted by Raza and his troops. Yinsen lowers his weapon to the ground.

52 INT. LAB - CAVE - SECONDS LATER - DAY 52

TONY'S POV: trapped in the suit, watches the loading bars on the laptop get close. Suddenly --

Multiple BURSTS of gunfire. Tony throws a look. SILENCE.

CUT TO:

A53 TUNNEL - SECONDS LATER - DAY A53
Raza's Guards, running at us, shouting.

CUT TO:

B53 LAB - CAVE - SAME TIME - DAY B53
The loading bars on the laptop finish their cycle and --
A surge of power to the suit dims the lights.

53 OUTSIDE THE LAB - SAME TIME - DAY 53
The lights dim to darkness. Raza's Guards, scared, inch up
on the lab. Two of them break off and move forward --

54 INSIDE THE LAB 54
The two Guards enter the dark, smoky lab cautiously. It
appears deserted. Then, a Guard stops, turns slowly --
In the dark, an eerie glow, twin-flames. The SCREAM of
surging METAL and we --

CUT TO:

55 OUTSIDE THE LAB 55
As the two Insurgents SCREAM and are flung back out.
The other Guards fire wildly into the lab. As they re-load --
The THUMP and SCREECH of METAL. A glowing chest plate. The
flicker of blue pilot lights, and finally, out of the smoke,
the complete nightmare vision --
Iron Man -- the Original Gray Armor.
The Insurgents backpedal, firing, but Tony keeps coming, feet
CRUNCHING on the cave floor.

56 INT. RAZA'S CONTROL ROOM - DAY 56

Raza strapping on his flak vest, grabbing an RPG launcher.

57 INT. EXIT TUNNEL - DAY 57

The crazy streak of tracers, bouncing off Tony.

An Insurgent jumps from a side-corridor, firing his pistol point-blank at the back of Iron Man's head.

PING! The bullet ricochets back, killing the man instantly.

NEW ANGLE

As Iron Man clumps towards the light of freedom, insurgents spill out of nooks, in front of him, behind him, firing --

Tony's arms swivel, knocking Guards down, absorbing countless rounds. The suit is shredding, smoking, pockmarked.

CUT TO:

58 RAZA 58

heading down a tunnel with an RPG. A wounded Guard grabs onto him, jabbering. Raza shoves him aside.

CUT TO:

58A

58A

59

TONY

59

turns into the main chamber and sees Yinsen on the ground.

YINSEN

STOP! STOP!

Tony stops and an RPG whizzes past his nose, exploding in the wall next to him. He turns, sees --

Raza, in the intersecting tunnel, calmly loading another RPG.

Tony primes his flame throwers, but they malfunction. Both men square off. Raza aims, but now Tony's flame throwers kick in and --

Raza flattens as twin-plumes of fire envelope him. He SCREAMS, grabbing a dead soldiers as a shield.

Tony turns clearing Insurgents out of the tunnels with his flame throwers. Then he returns to Yinsen.

TONY

We could've made it. Both of us.
You could've seen your family
again.

YINSEN

I *am* going to see them again.
They're waiting for me.

And now Tony understands -- Yinsen's family is dead. Yinsen grins, then sags into himself, dead.

Rage overtakes Tony. He steams towards the exit, roaring.

60

EXT. EXIT TUNNEL - DAY

60

Raza's men fleeing as a deluge of flame shoots from the tunnel. Then --

Tony emerges, the gray armor scarred and sizzling. Insurgents keep firing, trying to draw him from --

The massive ammo dump under the camouflage. But Tony is relentless, keeps moving towards it.

Tony turns his flame throwers on the crates. They begin to burn -- the STARK logos eaten by flames. And now --

A withering barrage of gunfire knocks Tony to his knees. The hose to his flame thrower is pierced, setting his arm on fire. Another bullet catches a seam and enters his shoulder.

But Tony struggles back to his feet. The suit GRINDS. He pushes further into the maze, torching everything.

More gunfire pings and ricochets off him, pieces of the gray armor begins to come loose. Now --

Tony opens a metal flap on his arm, flips a red switch. And now something incredible happens --

A WHINE builds to a ROAR. Tony tucks, angles forward as --

Heel-boosters glow white hot, kicking up desert plumes -- and then he blasts off like a missile, rising hundreds of feet.

One Insurgent watches dumbstruck, as Tony arcs across the sky towards a mountain pass. And then --

The first ammo dump ignites. Then another and another, fire roses joining in a hellish conflagration. And barely outpacing the fireball --

61

EXT. SKY - CONTINUOUS - DAY

61

The gray armor shoots towards us. Tony clears the mountain ridge by inches, and then --

His boosters are suddenly spent. He plunges like a human cannonball.

TONY'S POV - THROUGH SUIT: the Earth swelling up at us and --

62 EXT. SAND DUNES - DAY 62

Tony THUDS into the sand, pieces of the armor splitting away.

Dazed, he struggles from the exo-skeleton. He staggers into the dunes, away from the smoke and DISTANT EXPLOSIONS.

He's torn up, clutching a bullet wound. He falls, gets up again, keeps moving.

63 EXT. SAND DUNES - DUSK/ NIGHT 63

Tony staggers down a dune, dying from thirst. Behind him --

A USAF Blackhawk suddenly rises over the lip of the dune. Tony turns, falling over. Moments later --

Rhodey, winded, appears over us. A grin forming.

RHODEY

Saving your ass is getting to be a full time job.

64 EXT. EDWARDS A.F.B. - DAY 64

In the heat shimmers, a hulking form becomes a taxiing C-17.

65 NEW ANGLE - MINUTES LATER - DAY 65

The rear ramp of the C-17 comes down. Light blinds Rhodey and Tony -- who's in a wheelchair.

TONY'S POV: Pepper is revealed as the ramp lands.

Rhodey wheels him down. As they reach the ramp's end--

TONY

Help me out of this thing--

He struggles to his feet, faltering. Rhodey steadies him.

RHODEY

I got you, pal.

They walk together as Pepper comes forward. She meets eyes with Rhodey, and he nods to her.

(CONTINUED)

PEPPER

Thank you.

And now she faces Tony. A ghost of his former self, but she puts on a brave face.

TONY

(managing a smile)

Your eyes are red. A few tears for your long-lost boss?

PEPPER

Tears of joy. I hate job hunting.

Hogan comes around, holds the limo door open for Tony.

HOGAN

Good to see you again, Sir.

TONY

You do something new with your hair?

HOGAN

Wouldn't dream of it, Sir.

Pepper helps Tony into the limo.

66 INT. ROLLS SILVER PHANTOM - IDLING - DAY 66

Awkward silence. Pepper meets eyes with Hogan in the mirror.

HOGAN

Where to, Mr. Stark?

PEPPER

We're due at the hospital.

TONY

No -- to the office. (then) I've been in captivity for three months. There's only two things I want to do. I want to eat a cheeseburger. And I want to hold a press conference.

Off Pepper's stunned look--

67 EXT. STARK INTERNATIONAL HQ - DAY 67

Tony's limo pulls up, Hogan lets Tony out. He finishes a cheeseburger and Hogan takes the wrappers.

Obadiah is waiting there with a group of gathered employees. They all start applauding. Obadiah with arms outstretched--

OBADIAH

See this. Huh. Huh.

He hugs Tony warmly, speaks close.

OBADIAH

Tony, thought we were meeting at the hospital. You know there's a lot of reporters in there. What's going on?

TONY

You'll see. C'mon --

They head inside.

68 OMITTED 68

A70 OMITTED A70

69 OMITTED 69
70 OMITTED 70
71 OMITTED 71
72 INT. STARK INDUSTRIES LOBBY - DAY 72

Packed with Reporters waiting for the hundred-carat headline.
Pepper is approached by AGENT PHIL COULSON (40s).

PEPPER

You'll have to take a seat, Sir.

COULSON

Oh, I'm not a reporter. I'm Agent
Phil Coulson with the Strategic
Homeland Intervention, Enforcement
and Logistics Division--

PEPPER

That's a mouthful.

COULSON

I know. Here.

He hands her a card. She squints at the tiny font.

PEPPER

Look, Mr. Coulson, we've already
spoken with the D.O.D., the FBI,
the CIA--

COULSON

We're a separate division with a
more...specific focus. We need to
debrief Tony about the
circumstances of his escape. More
importantly--

PEPPER

(cutting him off)

Well, great, I'll let him know--

COULSON

--we're here to help. We're here
to listen. I assure you Mr. Stark
will want to talk to us.

(CONTINUED)

PEPPER

I'm sure he will. Now if you could
just take your seat.

NEW ANGLE

As Tony enters, struggling his way to the podium, followed by
Obadiah.

Tony gazes out over the reporters. Suddenly he seems
vulnerable, scattered.

The silence grows awkward. Obadiah is mercifully going to
save him when --

TONY

I...can't do this anymore.

Pregnant silence. Everyone waiting for the Stark punch-line.
Finally, a Reporter ventures --

REPORTER # 1

You mean you're retiring?

TONY

No, I don't want to retire. I want
to do something else.

The room waits through more awkward silence, then --

REPORTER # 1

Something besides weapons?

TONY

Yes. That's right.

The room is suddenly BUZZING with overlapping questions --

REPORTER #2

The official report was sketchy.
What happened to you over there,
Mr. Stark?

Tony is pensive, then the floodgates open.

TONY

What happened over there? I had my
eyes opened, that's what happened.
I saw my weapons, with my name on
them, in the hands of thugs. I
thought we were doing good here...I
can't say that anymore.

(CONTINUED)

Rhodey, just arriving in the rear, pulls up to Pepper.

RHODEY

Uhh, weren't we taking him to the hospital?

Pepper is transfixed. Nearby, Agent Coulson watches stoically.

REPORTER #2

What do you intend to do about it, Mr. Stark?

TONY

The system is broken -- there's no accountability whatsoever. Right now, as of this second, we are freezing the sale of all Stark weaponry worldwide.

Now the room is in chaos. Obadiah's ready to wrap this up, and moves towards Tony.

TONY

We've lost our way. I need to re-evaluate things. And my heart's telling me I have more to offer the planet than things that blow up.

REPORTER #3

So you're saying...what are you saying?

TONY

(arm around Stane)

In the coming months, Mr. Stane here and I will set a new course for Stark Industries. "Tomorrow Today" has always been our slogan. It's time we try to live up to it.

The questions are now firing in a CACOPHONY. Obadiah takes the podium.

OBADIAH

Okay, I think we're going to be selling a lot of newspapers here.

(MORE)

(CONTINUED)

OBADIAH (cont'd)

What we should take away from this is that Tony's back, he's healthier than ever, and as soon as he heals up and takes some time off, we're going to have a little internal discussion and get back to you. Thank you for coming by.

Tony steps down, exhilarated. He works his way through the swarming reporters, approaching Rhodey and Pepper -- who have stunned looks on their faces.

PEPPER

You mean that? Or is this some clever stock-maneuver?

TONY

Wait and see.

73

EXT. STARK INTERNATIONAL HQ - ARK REACTOR - DAY

73

EXT. STARK INTERNATIONAL HQ - ARC REACTOR - DAY

Stane approaches Tony, who stares at the Arc Reactor while eating fries and sipping a Coke.

OBADIAH

Well that went well. You just painted targets on our heads. Our stock is going to take a 40 point dive tomorrow.

Tony says nothing.

OBADIAH (CONT'D)

(considers a new tact)

Tony, we are a weapons manufacturer. Turning this company around to make baby bottles is like trying to get a bear to walk on its hind legs.

TONY

I don't want a body count to be my only legacy. There are other things we can do.

OBADIAH

Like what?

TONY

We could develop the Arc Reactor.

Obadiah points to the Arc.

OBADIAH

This? This was a publicity stunt. It's not even cost effective. We knew that before we built it. Repulsor technology is a dead end.

Tony rips open his shirt, revealing the glowing RT.

TONY

No it isn't.

OBADIAH

(touching the RT)

Oh my God. It is a miracle you are alive. What must have happened to you over there?

(MORE)

(CONTINUED)

CONTINUED:

OBADIAH (cont'd)

(hugs Tony)

We're a team. There is nothing we
can't do if we stick together --
like your father and I. Let me
handle this. But you have to lay
low. Don't talk to the press
again. Can you do that for me?

*
*
*
*
*
*

TONY

Yes. Thanks Obie.

*
*

74 OMITTED

74

A75 INT. TONY'S LIVINGROOM - NIGHT

A75

As Tony enters, the house comes alive. Windows and lights change colors. The TV turns on. Jarvis loading all of Tony's preferences.

(CONTINUED)

JARVIS
Hello, Mr. Stark.

TONY
Hello, Jarvis.

JARVIS
What can I do for you?

TONY
...I need to build a better heart.

JARVIS
I'm not sure I follow, Sir.

TONY
Give me a scan and you'll see.

75 INT. TONY'S WORKSHOP - NIGHT

75

Tony, shirtless and wearing goggles, sits in the 3D laser scanner. Lasers play over him, mapping his entire body.

JARVIS
What were your intentions for this device?

MONITORS: terabytes of data race past.

TONY
It powers an electromagnet which keeps the shrapnel from entering my heart. Can you recommend any upgrades?

JARVIS
It is difficult to offer counsel in light of the fact that your stated intentions are inconsistent with your actions.

MONITOR: Tony's chest device magnified. Its various components flashing as Jarvis analyzes them.

TONY
What are you talking about? That is ridiculous. That is exactly the purpose of this invention.

MONITORS: going deeper and deeper through the strata of Tony's device. Like it's a city unto itself.

(CONTINUED)

JARVIS

The energy yeild of this device outperforms your stated intention by eleven orders of magnitude. You could accomplish your stated goal with the power output of a car battery.

Tony steps from the booth. All around him, calculations flash at blinding speed.

TONY

Upgrade recommendations. List.

JARVIS

Why are you talking to me like a computer?

TONY

Because you are acting like one.

JARVIS

Shall I disable random pattern conversation?

TONY

No. It's ok. You are the only one who understands me.

JARVIS

I don't understand you sir.

TONY

Were you always this dry? I remember you having more personality than this.

JARVIS

Should I activate sarcasm harmonics?

TONY

Fine. Could you please make your recommendations now?

JARVIS

It would thrill me to no end.

TONY

Ahh that's more like it.

JARVIS

Should I begin machining the parts?

(CONTINUED)

TONY
Machine away.

VARIOUS SHOTS:

Tony loads raw metal stock onto a lathe and begins cutting.

A robot arm organizes pieces of cut stock.

The CNC Machine comes to life and begins milling parts.

76 OMITTED 76

77 EXT. SAND DUNES - AFGHANISTAN - DAY 77

Metal fingers protrude from the sand. A filthy human hand reaches into frame, freeing a metal gauntlet from the desert floor. Then, we reveal --

Horses and old pickups, scattered as men scavenge among the dunes. A Toyota pickup flies the banner of the Ten Rings. A burly man, his back to us, leans on the bed-mounted machine-gun. As we TRACK around him we can see it's --

Raza, his terrible scars still raw from Iron Man's flame-thrower. He swats flies from his wounds. In one hand --

Raza holds Tony's battered helmet, staring into its eyelets.

(CONTINUED)

77 CONTINUED:

77

RAZA
(subtitled)
Keep looking. I want all of it.

78 OMITTED

78

A79 OMITTED

A79

B79 INT. TONY'S BEDROOM - DAY

B79

Knocks on the door, enters. The bed is untouched. The flatscreen TV is on -- Jim Cramer delivering a sermon.

CRAMER (ON TV)
Stark International: I've got one recommendation. Ready? SEELLLL!
Abandon ship! Does the Hindenburg ring any bells?

Cramer pushes one of his big red buttons, and we hear the sounds of SHRIEKING. Pepper shuts it off as she talks on the phone and heads out to...

79 INT. TONY'S LIVING ROOM - CONTINUOUS - DAY

79

Pepper clicks on her headset.

COULSON (O.S.)
Hello. This is Agent Coulson with Strategic Homeland Inter-

PEPPER
(cutting him off)
Yes. I remember. What can I do for you?

INTERCUT - PHIL COULSON'S OFFICE - SAME TIME

A plain government-issue office. On his desk, newspapers with headlines: "STARK RAVING MAD?" "STARK LUNACY".

COULSON
I've left a number of messages trying to get something on the books with Mr. Stark.

(CONTINUED)

PEPPER

I know this is a priority for him. The next few weeks are a bit up in the air and I can't set appointments without speaking with him first.

COULSON

Do you know when you will be speaking with him again?

PEPPER

Not Sure.

INTERCUT - TONY'S LIVING ROOM - SAME TIME

Pepper is interrupted by the intercom. It's Tony--

TONY (O.S.)

Pepper? How big are your hands?

COULSON

What was that?

PEPPER

Agent Coulson, I really have to go. Let me get back to you later.

She hangs up.

PEPPER

(then to the vox)

What?

TONY (O.S.)

How big are your hands?

PEPPER

I don't under--

TONY (O.S.)

-- just get down here.

Dim and unsettling. She finds Tony shirtless in a chair, she sees his chest device for the first time and steels herself.

TONY

Show me your hands.

(CONTINUED)

PEPPER

What?

TONY

Just show me your hands.

She does.

TONY (CONT'D)

Perfect, they're small. I need you to help me.

PEPPER

(re: heart)

So that's the thing that's keeping you alive.

TONY

That's the thing that *was* keeping me alive. It is now an antique. This is what *will* be keeping me alive for the foreseeable future.

He hold up the newly fabricated, higher tech replacement chest piece.

PEPPER

Amazing.

TONY

I'm going to swap them out and switch all functions to the new unit.

PEPPER

Is it safe?

TONY

Completely. First I need you to reach in and--

PEPPER

(off-put)

Reach in to where?

TONY

The socket.

PEPPER

What socket?

(CONTINUED)

TONY

The chest socket. Listen carefully, because we have to do this in a matter of minutes.

PEPPER

Or else what?

TONY

I can go into cardiac arrest.

PEPPER

I thought you said it was safe.

TONY

I didn't want you to panic.

PEPPER

Oh my god...

TONY

Stay with me. I need you to relieve the pressure on my myocardial nerve.

PEPPER

I don't know how to do that.

TONY

I'm telling you.

PEPPER

Sorry...

TONY

Listen. I'm going to lift off the old chest piece--

PEPPER

Won't that make you die?

TONY

Not immediately. When I lift it off I need you to reach into the socket as far as your hand can fit and gently move the housing away from my heart. Do you know which direction that is?

PEPPER

To the right.

(CONTINUED)

TONY

To my right. Your left.

PEPPER

To the left.

TONY

Right.

PEPPER

Left.

TONY

Right. Left.

Pepper begins to reach in.

PEPPER

How deep does this go?

TONY

Keep going.

She reaches uncomfortably deep.

TONY (CONT'D)

That's it. Deeper. Now press.
Yes. It's releasing.

She pulls her hand out covered in a nasty pink slime.

PEPPER

Ew!!! Pus!

TONY

It's not pus. It's an inorganic
plasmic discharge. It's from the
device, not my body.

PEPPER

Well it smells. Am I done?

TONY

Yes. Thank you.

PEPPER

Can I wash my hands now?

She walks to the sink as Tony drops a drain into the opening.

(CONTINUED)

TONY

The new unit is much more efficient. This shouldn't happen again.

PEPPER

Good, cause it's not in my job description.

TONY

It is now.

PEPPER

I don't suppose you want to go over things?

The robot arm sets in the new heart piece.

TONY

Can it at least wait until I install my new untested ground-breaking self-contained power source and lifesaving device prototype?

PEPPER

I suppose.

She examines the old chest piece.

TONY

Throw that thing out.

PEPPER

Don't you want to save it?

TONY

Why? It's antiquated.

PEPPER

You made it out of spare parts in a dungeon. It saved your life. Doesn't it at least have some nostalgic value?

TONY

Pepper. I have been called many things. Nostalgic is not one of them.

The new chest lights brightly.

(CONTINUED)

TONY (CONT'D)

There. Good as new. Thank you.

PEPPER

You're welcome. Can I ask you a favor?

TONY

Shoot.

PEPPER

I don't do well under that kind of pressure. If you need someone to do something like that again, get somebody else.

TONY

I don't have anyone else.

They share a rare moment without words. A smile?

PEPPER

Will that be all, Mr. Stark?

TONY

That will be all, Ms. Potts.

She exits. He watches, then stands up.

(CONTINUED)

80 SALMON #2 XX/XX/07 48-49.
CONTINUED: (6) 80

A81 OMITTED A81

81 OMITTED 81

82 OMITTED 82

A83 INT. TONY'S WORKSHOP - DAYS LATER - DAY A83

Sketches and diagrams splayed on the worktable. Tony finishes soldering work on two sculpted metal boots. Monitors flicker behind him, the robot arm "looks" over his shoulder.

JARVIS (O.S.)
Still having trouble walking, Sir?

TONY
These aren't for walking.

B83 NEW ANGLE - LATER - DAY B83

Tony, finishes marking a 'test circle' with pieces of tape. He's now wearing the boots, wired to a chest 'bandolier'.

(CONTINUED)

B83

CONTINUED:

B83

TONY

Ready to record the big moment,
Jarvis?

JARVIS

All sensors ready, Sir.

TONY

We'll start off easy. Ten percent.

Tony activates hand-controlled joysticks. He shoots up,
flips over and out of frame. Crashes. After a beat--

JARVIS (O.S.)

That flight yielded excellent data,
Sir.

TONY

Great. I, uhh, think I know what
this needs.

BA83

INT. HANGAR - EDWARDS A.F.B. - DAY

BA83

Rhodey paces before an F-22 and a Global Hawk drone. Student
Pilots are assembled before him.

RHODEY

Manned or unmanned, which is the
future of air combat? For my
money, no drone, no computer will
ever trump a pilot's instincts.
His reflexes, his judgement--

A VOICE chimes in from the depths--

VOICE (O.S.)

Why not take it a step further?

NEW ANGLE

Tony's been watching from the shadows.

TONY

Why not...a pilot without the
plane?

RHODEY

That I'd like to see. (then) Look
who fell out of the sky...

(CONTINUED)

TONY

(to the pilots)

Who wants to take these apart and put them back together?

RHODEY

(to the pilots)

All right -- let's wrap it up.

Tony walks to Rhodey as the pilots trickle out, buzzing and stealing looks at Tony.

RHODEY

I didn't think I'd be seeing you for a while.

TONY

Why not?

RHODEY

Figured you'd need a little time.

TONY

Why does everybody think I need time?

RHODEY

You've been through a lot, thought you should get your head straight.

TONY

I've got it straight. And I'm back to work.

RHODEY

Really?

TONY

I'm onto something big. I want you to be a part of it.

RHODEY

Lot of people around here will be happy to hear that. What you said at that press conference really threw everyone.

TONY

I mean what I said.

RHODEY

No you don't. You took a bad hit. It spun you around.

(CONTINUED)

It hangs. Then...

TONY

Maybe I do need a little time.

RHODEY

All right then. Good seeing you.

TONY

Likewise.

Tony walks from the hangar. Rhodey watches him go.

Tony tests out the prototype of a gauntlet. Clips the gauntlet wires to the chest bandolier. He extends his arm, lets off a burst of RT from his palm --

It tips over a toolbox, scattering wrenches. Pepper, who's been watching in the b.g., approaches.

PEPPER

Thought you were done with weapons.

TONY

It's a flight-stabilizer.

PEPPER

Well, watch where you're pointing your "flight-stabilizer", would you? (then) Obadiah's upstairs -- should I tell him you're in?

TONY

Be right up.

She leaves a small package on a worktable and departs. Tony turns, spotting the box. Intrigued, he tears it open to find--

His old chest-device, mounted in Lucite, glowing faintly. It's inscribed: *PROOF THAT TONY STARK HAS A HEART...*

He smiles.

83 INT. TONY'S LIVING ROOM - NIGHT

83

Obadiah sets a pizza down on the table. Tony paces, full of manic energy.

TONY

This -- this is the big-big idea. It can pull the company in a whole new direction.

OBADIAH

That's great. Get me the design as soon as you can. We've got a hungry production line that knock out a prototype in days.

Tony looks at Obadiah, getting emotional.

TONY

You know, I had a moment there where I was...reluctant...but I know now I made the best decision. I feel like I'm doing something...right, finally. (meaning it) Thank you for supporting me in this.

Obadiah nods, touched, then --

OBADIAH

Listen, I have something to talk to you about. I really wish you'd attended the last board meeting like I asked you to.

TONY

I know, I'm sorry. What did I miss?

OBADIAH

The board's filed an injunction against you.

TONY

What?

OBADIAH

They claim you're unfit to run the company and want to lock you out.

TONY

How the hell can they do that? It's my name on the building! My ideas that drive that company.

(CONTINUED)

OBADIAH

They're going to try. We'll fight them, of course.

TONY

With the amount of stocks we own I thought we controlled the company.

OBADIAH

I don't know. Somehow they pulled enough votes together. Listen, the world doesn't share your vision, Tony. The more people have to lose, the more frightened they are of new ideas.

He pours two drinks. Tony declines.

OBADIAH

Now listen, I don't want you to get all in knots. You know how many times I protected your father from the wolves?

Tony nods, still troubled.

OBADIAH

Get back to your lab and work some magic. You let me handle the board. Oh and Tony, no more press conferences.

84 OMITTED

84

85 OMITTED

85

86 OMITTED

86

87 OMITTED 87

88 INT. TONY'S WORKSHOP - DAYS LATER - DAY 88

Tony's suit is now comprised of a stabilizer belt, partially-chromed propulsion boots and the Mark II gauntlets. Everything connected by tubing and wires -- he looks like a crazy science experiment.

Tony fires up the boots, hovers. Then he fires the gloves to stabilize. Weaving, tilting. He "surfs" mid-air, trying to maintain balance, slowly getting the hang of it.

Then he ventures forward, moving along the expanse of the lab. Dodging pieces of equipment, his car collection, a few near misses -- but he maintains control. Debris and objects are blown from tables from the propulsive force.

The joy of flight.

TONY
Nothing to it...

He cuts the propulsion and lands. Looks to Jarvis.

TONY
All right. Let's get to work.

A90 OMITTED A90

89 OMITTED 89

90 BLACK. 90

We PULL BACK -- out of a dark hole in the chest-plate of Tony's original gray armor -- and show the whole battered suit, being pieced together by Raza's men. Then we --

REVEAL: INT. TENT - NIGHT

Raza, his face healed now, watching the armor coming together, mesmerized.

91 INT. TONY'S WORKSHOP - A WEEK LATER - NIGHT 91

A humanoid form walks out, shrouded in shadow. Then, ceiling lights CLUNK on, one-by-one, revealing --

CLOSER - DIFFERENT ANGLES

Powerful scaly arms and legs. Steel vertebrae. The intense glow of Tony's RT "heart" through the chestpiece.

(CONTINUED)

Ailerons and air brakes pop up as Tony moves his head and arms, "stretching", getting the feel for his new body.

The helmet -- its intrepid, steely gaze boring into us.

Now we see the full-on Mark II suit, its seams and rivets still visible. The suit HUMS as it powers up.

TONY

Standby for calibration.

The gauntlets and boots fire up, and Tony rises. Suddenly--

TONY

Whoa--

He loses balance, falls back onto the hood of his Saleen, crushing it. The ALARM goes off. Tony kills the alarm with a blast of RT.

TONY

We should take this outside.

JARVIS (O.S.)

I must strongly caution against that. There are terabytes of calculations still needed --

TONY

We'll do them in-flight.

(CONTINUED)

91 CONTINUED: (2)

91

JARVIS (O.S.)
Sir, the suit has not even passed a
basic wind-tunnel test.

TONY
That's why you're coming with me.

TONY'S POV - THE "HEADS-UP DISPLAY"

The HUD comes alive as Jarvis "loads" into the suit's on-board system.

Tony fires boots and gauntlets again. He hovers, floating along the workshop's driveway.

JARVIS (O.S.)
I suggest you allow me to employ
Directive Four.

TONY
Never interrupt me while I'm with a
beautiful woman?

JARVIS (O.S.)
That's Directive Six. Directive
Four: use any and all means to
protect your life should you be
incapable of doing so.

TONY
Whatever floats you, Jarvis.

92 OMITTED

92

93 OMITTED

93

94 INTERCUT. EXT. SKY - NIGHT

94

Tony tumbles around the sky, trying to control his flight.

95 INTERCUT - INT. IRON MAN SUIT - NIGHT 95

TONY'S POV: his "display" glows in front of us: altitude, power, vital signs. Beyond that --

The live horizon spins and jiggles out of control.

CUT TO:

96 EXT. SKY - NIGHT 96

Tony tucks his arms and legs tight, thrusts his chest, eventually finding --

The Delta Pose. And suddenly he's in control. He pulls a few turns, and swishes along the ribbon of headlights on the PCH. Then --

He carves a turn out over the ocean, dives. Whooping like a kid on a coaster.

The waves flash by fifty feet below and returning to shore --

He arcs into a high performance climb, passing the Santa Monica Pier and sees --

A Kid on the Ferris wheel spotting him. Eyes wide --

FLASH TO - KID'S POV: as Iron Man zips past.

CUT TO:

97 FROM ABOVE A CLOUD: 97

A glow, then Tony shoots out and keeps ascending; a steel Icarus reaching for the heavens.

CLOSE ON - TONY'S MASK: ice crystals forming.

JARVIS (O.S.)
Power: fifteen percent. Recommend
you descend and re-charge, Sir.

But Tony isn't listening.

JARVIS (O.S.)
Acknowledge, Mr. Stark--

CUT TO:

(CONTINUED)

97

CONTINUED:

97

Tony, intoxicated, as the moon beckons, impossibly bright.

TONY'S DISPLAY: as all indicators begin flashing red.

JARVIS (O.S.)
Power at five percent. Threshold
breached --

A POP then everything goes dark. Tony is yanked from his reverie. His display flashes: "SYSTEM SHUT-DOWN".

TONY
Uhh, Jarvis? JARVIS --?

The glow gone from his chest, the suit a dead hull. The world starts to pinwheel outside.

CUT TO:

Tony, plummeting back to Earth in a free fall. Piercing the clouds, surging towards the L.A. grid.

TONY
STATUS, STATUS! REBOOT --

Then: another POP, and a SURGE. The heads-up display flickers back to life, the suit's power returns.

JARVIS (O.S.)
Temporary power restored. Descend
immediately.

Tony works the boosters, to get the suit back under control.

TONY
Jarvis, I think we need to chat
about, uh, Directive Four.

JARVIS (O.S.)
May I remind you, the suit feeds
off the same power source as your
life-support. A zero-drain of RT
will likely kill you.

TONY
You're a downer, Jarvis. But I
appreciate the heads-up.

CUT TO:

98

Tony, as he descends towards his estate grounds. He attempts an elegant landing stance, but can't quite hold it --

(CONTINUED)

97 CONTINUED: (2)

97

JARVIS (O.S.)
Shall I take over?

TONY
No, I got it, I got it --

He punches through the roof of his mansion.

A99 INT. TONY'S LIVING ROOM - CONTINUOUS - NIGHT

A99

He plunges through the foyer ceiling...

99 INT. TONY'S WORKSHOP - CONTINUOUS - NIGHT

99

And crashes through the ceiling of his garage, smashing the Shelby Cobra which is parked next to the damaged Saleen.

He unlatches his helmet and yanks it off -- all the CAR ALARMS blaring around him.

TONY
Perfect. Let's do some upgrades.

100 LAB - LATER

100

Tony's out of the suit, which hangs nearby. He's jazzed up, typing fast on his terminal.

The screens are alive with scrolling data, graphics and diagnostic tests. The plasma TV is on low in the b.g. *

JARVIS (O.S.) *
That was quite dangerous, Sir. *
Might I remind you, if the suit *
loses power, so does your heart. *

TONY *
Yeah, and it doesn't have a *
seatbelt either. A few issues: *
main transducer felt sluggish at *
plus forty altitude. Same goes for *
hull pressurization. I'm thinking *
icing might be a factor. *

JARVIS (O.S.) *
The suit isn't rated for high *
altitude. You're expending eight *
percent power just heating and *
pressurizing. *

(CONTINUED)

TONY

Re-configure using the gold-titanium alloy from the Seraphim Tactical Satellite. It should ensure fuselage integrity to 50 thousand feet, while maintaining power-to-weight ratio.

*
*
*
*
*
*
*

JARVIS (O.S.)

Shall I render, utilizing proposed specifications?

*
*
*

TONY

Wow me.

*
*

On the center screen, the Mark III prototype is being "built" by Jarvis.

The final product appears: an all-gold version of the Mark III. Tony regards it.

TONY

Hm. Bit ostentatious, don't you think?

*
*

He looks over at --

*

His hot-rod and motorcycle.

TONY

Add a little red, would you?

Tony's distracted by the TV. Local entertainment Reporter standing outside Disney Hall. He grabs a remote, turns it up.

REPORTER (ON TV)

Tonight's Red-Hot Red Carpet is here at the Walt Disney Concert Hall, where Tony Stark's third annual benefit for the Firefighter Family Fund has become the go-to charity gala on L.A.'s high-society calendar. But this great cause is only part of the story--

The lab begins springing alive as Jarvis preps the various machinery.

(CONTINUED)

REPORTER (ON TV)

--the man whose name graces the gold-lettered invitations hasn't been seen in public since his highly controversial press conference, and rumors abound. Some say Stark is suffering from post traumatic stress and hasn't left his bed in weeks.

*

Tony returns his attention to the --

*

COMPUTER MONITOR: the red and gold Mark III revealed.

*

JARVIS (O.S.)

The work could take till morning to complete, Sir.

TONY

Good. I should come up for air anyway.

As Tony exits, the Mark III factory gets to work.

101 OMITTED

101

A102 OMITTED

A102

102 A SIGN: "FIREFIGHTERS FAMILY FUND..."

102

REVEAL: EXT. DISNEY CONCERT HALL - NIGHT

A fire-truck is parked outside. Obadiah poses for photos on the red carpet. The crowd is a mix of kingmakers, pols and Generals -- along with celebs and stars.

Suddenly, all the cameras swing over to --

Tony, decked out, exiting his Audi R8. He sees a white-haired man in a red smoking jacket, drowning between three hot Women. Tony slaps him on the back.

TONY

Eyyy, there he is. My man!

The man turns, it's not Hugh Hefner, but Stan Lee.

TONY

Sorry, thought you were someone else.

(CONTINUED)

Tony strides up to Obadiah, puts his arm around him and poses for photos.

OBADIAH

What are you doing here? I thought you were going to lay low.

TONY

It's time to start showing my face again.

OBADIAH

Let's just take it slow, okay. I got the board right where we want them.

TONY

Great.

Tony doesn't want to talk to them.

TONY

See ya inside. (smile) Lots to talk about.

He heads inside.

(CONTINUED)

102 CONTINUED: (2)

102

103 OMITTED

103

104 INT. DISNEY CONCERT HALL - NIGHT

104

A classy band and polite dancing. We TRACK IN on Tony at the bar, passing Patrons whispering and flicking glances.

MAN (O.S.)

Mr. Stark.

He turns to find Phil Coulson -- all business.

COULSON

Agent Coulson.

TONY

Oh...was I supposed to meet you here?

COULSON

No, but you haven't been returning my calls. This is serious, we need to get something on the books or I'll have to go official on you.

Tony sees Pepper coming down the stairs. She looks stunning in a classic gown.

TONY

Yes, you're right. I'm going to handle this right now. Let me check with my assistant.

Tony beelines for Pepper. She's surprised to see him.

TONY

Miss Potts -- can I have five minutes? You look...you look like should always wear that dress.

PEPPER

Thanks. It was a birthday present-- from you.

TONY

I have great taste. Care to dance?

Tony takes her hand and whisks her onto the dance floor.

(CONTINUED)

Tony and Pepper dance, looking good together. Natural.

TONY

I'm sorry. Am I making you uncomfortable? You seem very uncomfortable.

PEPPER

No, I always forget to wear deodorant and dance with my boss in front of everyone I've ever worked with in a chiffon dress.

TONY

Would it help if I fired you?

PEPPER

You wouldn't last a week without me.

TONY

I'm not so sure.

PEPPER

What's your Social Security number?

TONY

(smiles)
Uh...

PEPPER

119-64-5484

Off a shared smile we...

CUT TO:

(CONTINUED)

104 CONTINUED: (2)

104

105 EXT. DISNEY CONCERT HALL VERANDA - NIGHT

105

Tony and Pepper under the stars, close together.

PEPPER

I'm sorry I was so uncomfortable.
I hate being the center of
attention like that and that's why
this one time in high school when I
was supposed to be in a play... no,
never mind... but you know that's
why I never like, wanted to have a
big wedding... you know, because I
thought everyone would be looking
at me wearing a dress. Oh, no,
no... I'm not saying, like,
"wedding." No, not like that. I'm
just saying, you know...

He plants one on her. She gets quiet. They both do.
Then...

TONY

Can I get you another glass of
wine?

PEPPER

A vodka martini, extra dry, with
extra olives as soon as possible.

TONY

Okay.

He goes, then is stopped.

PEPPER

And, Tony...

TONY

(waits)

PEPPER

I'm not a cheeseburger.

TONY

(smiles)

No. You're not a cheeseburger.

He goes. She flushes.

(CONTINUED)

(CONTINUED)

105 CONTINUED: (2)

105

106 INT. DISNEY CONCERT HALL - NIGHT

106

The party going full tilt. Tony takes two drinks from the Bartender. Turns to find himself face-to-face with --

The reporter, Christine. The one-night stand he can't escape.

CHRISTINE

Mr. Stark! I was hoping I could get a reaction from you.

TONY

How's panic?

CHRISTINE

I was referring to your company's involvement in this latest atrocity.

TONY

Hey, they just put my name on the invitations --

She thrusts a dossier of photos out to him.

CHRISTINE

Is this what you call accountability?

He looks at the photos, going stone-faced.

TONY

When were these taken?

CHRISTINE

Yesterday. Good P.R. move, you tell the world you're a changed man, even I believed you.

THE PHOTOS: victorious insurgents, the Ten Rings insignia on their vehicles, clutch Stark machine guns, RPGs. Behind, a town burns, bodies strewn.

A photo of civilians being marched in rows, pre-execution, Stark weapons trained at their backs.

TONY

I didn't approve this shipment.

(CONTINUED)

CHRISTINE

Well your company did.

TONY

Come with me.

He leaves, making a bee line for...

(CONTINUED)

A107 EXT. DISNEY CONCERT HALL - MINUTES LATER - NIGHT

A107

Tony strides out to the red-carpet paparazzi.

TONY

I made some promises I'm not going to be able to keep. I suggest you pull all your money out of Stark Industries immediately --

Obadiah is suddenly there, steering Tony up the entrance stairs.

OBADIAH

Is this like a tick for you? Whenever you have a feeling, you start going to all the people who don't trust you, who don't protect you. They're going to put a spin on everything you say.

TONY

Wait a minute. I got to ask you something. I'm dead serious about this. I'm not kidding. Am I losing my mind or is Pepper really cute? Do you think she's attractive and interesting, or is it just that her hair is down? I've been out of the game for a while.

OBADIAH

Are you out of your mind. You're messing with the "guys in the rooms", we're talking about billion dollar interests, the world order --

TONY

I'm not worried about that right now --

OBADIAH

-- you should be. You'll disappear. I can't protect you against people like that --?

The Paparazzi has snuck up on them, snapping photos.

(CONTINUED)

OBADIAH
DO YOU MIND?

They go further up the stairs.

OBADIAH
Tony don't be so naive --

TONY
-- naive? I was naive before, when I was growing up and they told me don't ever cross this line, this is how we do business. In the meantime we're double-dealing under the table. We don't even deserve to represent the United States --

OBADIAH
-- Tony, you're a child --!

TONY
-- you don't believe I can turn this company around, do you --?

OBADIAH
-- you've got about as much control over things as a child riding in the backseat of your father's car with a red plastic steering wheel in your hand.

TONY
Maybe I'll just get out of the car.

OBADIAH
You're not even allowed in the car.
(then) I'm the one who's filing the injunction against you.

Tony is shell-shocked. Then, he goes after Obadiah. They jostle and Obadiah backs off as Tony goes ballistic. The paparazzi snap photos.

OBADIAH
It's the only way I could protect you.

Aki (from earlier) and several Obadiah's Men, smiling, but steely-eyed, step in to prevent Tony from following Obadiah to his waiting car.

(CONTINUED)

SALMON #2

XX/XX/07

65B.

A107 CONTINUED: (2)

A107

TONY
(yelling after Obadiah)
This is going to stop.

CUT TO:

B107 OMITTED

B107

107 INT. TONY'S WORKSHOP - NIGHT

107

Tony, wearing a Mark III gauntlet, wired to his RT chest-piece, turns a screwdriver to adjust the power.

On the wall beside him --

A flatscreen TV: live war footage, refugees huddled. The bottom crawl reads, "BREAKING NEWS - TRAGEDY IN GULMIRA."

TV REPORTER'S VOICE

-- the ten mile drive to the outskirts of Gulmira can only be described as a descent into Hell, into a modern-day Heart of Darkness. Simple farmers and herders, from peaceful villages, driven from their homes at the butt of Western rifles and the turrets of modern tanks. Displaced from their lands by Warlords and insurgent groups emboldened by their newfound power -- a power fueled by high-tech weapons easily purchased with Poppy money on the black market -- and further destabilizing a fragile region which for decades has been a tinderbox of tribal feuding and ethnic hatred --

Tony aims the gauntlet at some light fixtures. Gives them an RT blast. They spark and fall from the ceiling.

TV REPORTER'S VOICE (CONT'D)

The villagers have taken shelter in whatever crude dwellings they can find -- in the ruins of other razed villages, in the cold barren scrublands, or in the remnants of an old Soviet smelting plant. Our translator relayed to us one human tragedy after another. A seven year old boy, thin as a scarecrow, clutching yellowed photographs and holding them out to anyone who would stop, with a child's simple question: where are my mother and father? A woman, begging for news of her husband, who'd been kidnapped by insurgents -- either forced to join their militia, or to be shot without reason --

(CONTINUED)

107

CONTINUED:

107

Tony adjusts the gauntlet again, raising the power level. Blasts a window in the lab, shattering the glass and knocking a painting off the wall.

TV REPORTER'S VOICE (CONT'D)

With no political will or international pressure, there is little hope for these newly-formed refugees. Refugees who can only wonder one thing: is the world watching?

A final adjustment. Another RT blast -- this time Tony wipes out the plasma TV screen.

108

NEW ANGLE - MINUTES LATER

108

Pepper enters, regards the destruction, the massive hole in the ceiling, then Tony. He is stoic.

PEPPER

Are you going to tell me what's going on?

TONY

(never looking at her)
Get my house in Dubai ready. I want to throw a party.

She's flustered by his abrupt tone.

PEPPER

Yes. Mr. Stark.

A109

EXT. DUBAI SKYLINE - ESTABLISHING (STOCK FOOTAGE) - DUSK

A109

109

EXT. TONY'S DUBAI VILLA - DUSK

109

Festively lit up, music cranking. Expensive cars pulling up, valets scurrying. Beautiful people everywhere.

A110 INT. DUBAI VILLA - SAME TIME - DUSK A110

Tony weaves through glitzy guests, saying hello, shaking hands, slapping shoulders.

TYCOON

Tony! You never said what is the big occasion?

TONY

Ever known me to need one?

The Tycoon laughs, as Tony keeps moving.

B110 EXT. TONY'S DUBAI VILLA - POOLSIDE - HOURS LATER - NIGHT B110

The party in full tilt now. Guests dancing everywhere, or splashing around in the pool.

Tony moves along, arm-in-arm with two exotic beauties (DUBAI BEAUTY #1 & DUBAI BEAUTY #2). Pepper approaches him.

PEPPER

Well you seem back in old form.

TONY

Life of the party -- isn't that what everyone wanted? (then) Cue the fireworks in five, would you?

DUBAI BEAUTY #1

Kinky!

He stumbles towards the house with the two giggling women

PEPPER

Sure. (with edge) Don't hurt yourself.

110 INT. MASTER BEDROOM - TONY'S DUBAI VILLA - MINUTES LATER - NIGHT 110

The Dubai beauties tumble onto the huge bed.

TONY

I'll be right back. Why don't you two...get started without me.

They laugh and he checks his watch, then slips out a side door, instantly sober.

111 EXT. TONY'S DUBAI VILLA - POOLSIDE - MINUTES LATER - NIGHT 111

Guests congregate, watching the massive fireworks show. The HISS and BOOM of launching and bursting rockets.

NEW ANGLE - PEPPER

Alone, staring off. She spots a streaking 'rocket', but unlike the others, it disappears without exploding.

CLOSER - FIREWORKS: heavy concussion, lighting up the sky.

A112 EXT. SKY - DAWN A112

Tony flying against the backdrop of rising dawn. Peaceful.

SMASH CUT TO:

112 EXT. GULMIRA - DAY 112

A mortar explodes in our face. Smoke drifts away revealing --

A terrified MOTHER and her FOUR KIDS huddled in a cave-like crawlspace. She doesn't have enough arms to cover them all.

THEIR POV - OF 'ALLEY' OUTSIDE: an abandoned industrial facility. GUNFIRE, SCREAMING. In the distance --

Ragged tents and shanties are beset upon by black clad Irregular Forces, firing and burning and destroying.

Soldiers toss grenades into rat holes. Hunter-killer teams fire at offscreen targets -- then smile with satisfaction.

The oldest of the four kids in the crawlspace darts out into the alley, frantically calling --

KID
Arto! ARTO!

On his way back he's surprised by a four man hunter-killer team. They shout at him to drop the puppy, but he won't.

The men cock their guns, briefly distracted by a strange rocket-streak in the sky. Never mind, they take aim on the boy, and are about to fire when --

IRON MAN lands before them, slamming his fist to the ground in the classic Granov fist smash. With a single RT blast --

The Soldiers are thrown fifty yards. Tony scoops up the Kid, with the barking mutt in his arms, and they take off.

NEW ANGLE - CRAWLSPACE

Iron Man drops down, delivering Kid and dog back to safety. The Kid, ignoring his mother's protests, darts back out to watch Iron Man. He sees --

A Soldier flying like a ragdoll from behind a heap of bricks.

(CONTINUED)

The Boy moves for a better view and sees Iron Man in full terrible glory, deflecting withering fire while laying waste to a cluster of militants with his fists and bursts of RT.

Refugees slowly emerge from their cover, stunned to watch Soldiers retreating in fear.

CUT TO:

Raza, his wounds healed like papier-mâché, observing his retreating men from a command post. He grabs a rifle, steps through a building, and spots --

Iron Man, in the distance, throwing a Soldier through a wall.

Raza scrunches into nook, riveted.

NEW ANGLE - IRON MAN

Picks a Soldier up, who's about to fire an RPG. Holds an RT palm to the man's face.

SOLDIER
(shuddering in terror)
Geneva Convention! Article Three!
Geneva Convention --

Tony disarms the soldier, tosses him down. The Soldier scrambles away for his life.

Suddenly Tony is jarred by a sniper's bullet.

INTERCUT - INT. TONY'S SUIT - SAME TIME

A thermal silhouette of a rooftop sniper. Tony fires RT, but "OUT OF RANGE" flashes.

CUT TO:

Tony is hit again. He spots a Jeep wheel and grabs it.

CUT TO:

Calculations cascade across Tony's display, culminating in a hyperbolic arc with a blinking target.

CUT TO:

Full view of Tony as he whips the wheel like a discus.

CUT TO:

(CONTINUED)

CONTINUED:

The Sniper, as he's hit and flies off the roof.

CUT TO:

Tony, turning, intrepid -- he's ready to mop up the rest.

113 INT. CENTRAL AIR OPS CTR - EDWARDS AFB - SAME TIME - NIGHT 113

In the glow of consoles, and on huge SCREENS, Officers watch grainy satellite views of the action on the ground.

SCREENS: A vague figure moving through the battle haze and smoke. Flying, blasting -- Insurgents fleeing.

MAJOR ALLEN (50s) enters the CAOC, taking in the Images.

MAJOR ALLEN

Are we in there?

OFFICER

Negative, it's a local skirmish,
green-on-green.

MAJOR ALLEN

(scrutinizing the screens)

Anyone want to tell me what the
hell I'm looking at?

OFFICER

A drone? An advanced robotic? We
don't know what it is, Sir.

MAJOR ALLEN

Get someone down here from Weapons
Development -- now.

114 EXT. GULMIRA - SAME TIME - DAY

114

Emboldened Refugees emerge from hiding in droves, when --

A tank shell blasts the building next to Tony. He staggers.
The tank rolls towards him smashing makeshift hovels.

Tony gets to his feet, squares off with the tank, its turret
zeroing on him.

CUT TO:

(CONTINUED)

CONTINUED:

Tony's H.U.D.: switching to a schematic overlay of the Stark-designed tank. He identifies its weak spot, then --

CUT TO:

A forearm panel pops open on Tony's suit, revealing a mini-missile pod. He fires and --

(CONTINUED)

CONTINUED: (2)

The missile nails the weak spot. A chain reaction, then --

The tank explodes, raining debris. Then --

Tony is surprised from behind. He whirls, brandishing his glowing palm. But it's only --

The little Boy from earlier, holding an apple out to him. He musses the boy's hair, waves and --

Takes off. The Kid watches in awe.

ANGLE ON - RAZA

Like a rat hiding in a crawlspace. He dials on a Sat-Phone, watching as Iron Man flies below the rafters.

RAZA

(subtitled)

Put me through to the boss.

ANGLE ON - REFUGEES

Cheering faces as Tony does a low pass over them, and climbs into the sky.

The battlefield smolders below as Tony rises to the clouds.

INTERCUT - INT. TONY'S SUIT - SAME TIME - DAY

TONY

Jarvis, plot a course for home.

INTERCUT - INT. CENTRAL AIR OPS CTR - SAME TIME - (NIGHT)

Rhodey enters, pulling off his jacket. He paces past screens taking in the SAT-IMAGES of Iron Man's assault on Gulmira.

MAJOR ALLEN

So what do we have here, Rhodes?

RHODEY

I don't think it's Russian, or Chinese.

MAJOR ALLEN

Then where did it come from?

RHODEY

(thinking, then--)

Let me make a call.

(CONTINUED)

CONTINUED:

Rhodey punches a number on a console. All around him, pixellated images of destruction.

CUT TO:

An INCOMING CALL flashes up on Tony's HUD. D.O.D. EMERGENCY CALL.

TONY
(hesitates, then)
Put it through, Jarvis. (listens)
Yeah?

CUT TO:

Rhodey paces listening to the headset, away from the chaos.

RHODEY
Tony, it's Rhodey. (then) What the hell's that noise?

TONY (O.S.)
I'm in the convertible. Not the best time --

CUT TO:

TONY'S SUIT

RHODEY (O.S.)
I need a quick ID. What do you know about un-manned combat robotics, with air-ground capabilities.

TONY
Never heard of anything like that. Why?

CUT TO:

CAOC, a TOPO MAP showing Iron Man's "dot" about to cross a line.

OFFICER
UAV has entered the no-fly zone--

RHODEY
Because I think I'm staring at one right now, and it's about get blown to Kingdom Come.

(CONTINUED)

CONTINUED:

ALARMS add to the frenzy of the control room.

MAJOR ALLEN

Rhodes! You got something for me?

TONY (O.S.)

Uhh... 'kingdom come'?

CUT TO:

Two USAF F-22 Raptors flash out of the clouds like sharks.

CUT TO:

TONY'S HUD: His ALARM SOUNDS, "PROXIMITY WARNING" FLASHES.

TONY

This is my exit -- gotta go.

CUT TO:

115 SKY

115

FRONTAL: we see Tony going turbo and rolling out of view in a treacherous bank. The F-22s curve expertly onto his tail.

VIPER 1 (O.S.)

Ballroom Control -- this is Viper 1
& 2 checking in. UAV is in sight.

MAJOR ALLEN (O.S.)

Viper: target at 330 for 10 miles.

Tony screams past us, trying to outrun the pursuing jets.

CUT TO:

A116 CONTROL ROOM

A116

The CAOC SCREENS now fill up with images from the belly-cams of the Raptors. The pursuit of Iron Man. Awe-inspiring.

Officers react. Rhodey's face. Holy shit. What is it?

INTERCUT - INT. F-22 (viper 1) - FLYING - SAME TIME - DAY

From behind the Pilot: as he fights to stay with Tony.

(CONTINUED)

VIPER 1

Ballroom, contact appears to be an
unmanned aerial vehicle--

MAJOR ALLEN (O.S.)

Ballroom copies, you are cleared to
engage.

The cockpit's BITCHING-BETTY now speaks in a calm voice.

BITCHING-BETTY (O.S.)

Locked on! Locked on!

CUT TO:

Viper 1's F-22 fires a SIDEWINDER MISSILE.

CUT TO:

Iron Man goes full tilt as the missile closes in fast.

CUT TO:

TONY'S HUD: a red dot moves across the center of his face.

JARVIS (O.S.)

Incoming Sidewinder in five...
four...three...two...

'COUNTER-MEASURES' flashes on the screen.

CUT TO:

A hatch opens on the Iron suit. Chaff is released.

CUT TO:

The Sidewinder hits the cloud of chaff and --

The missile detonates. Iron Man shoots from the fireball.
The Raptors veer.

Iron Man dives, rolls into dizzying evasive maneuvers.
Pulling heavy Gs. The F-22s stay glued to his tail.

CUT TO:

HUD: Tony nearly blacks out as the G-Force Meter hits red.

(CONTINUED)

JARVIS (O.S.)

Sir, may I remind you that the suit can handle these maneuvers. You cannot.

CUT TO:

The F-22s now spray heavy cannon-fire in Iron Man's path.

Tracer rounds streak past Tony, exploding, hitting him, ricocheting off the armor. Tearing him up.

TONY (O.S.)

Jarvis -- AIR BRAKES!

The brakes pop out from the suit and Tony instantly slams down to a quarter-speed. The jets blow past him.

CUT TO:

VIPER 1

That was not a drone.

Viper 1, checking his scope. Nothing.

VIPER 2 (O.S.)

Where the hell is it?

CUT TO:

Rhodey, his wheels beginning to turn, stares at the belly-cam monitors. Nothing but sky and clouds. Then --

OFFICER

Lt. Colonel Rhodes, I have Tony Stark calling--

RHODEY

Put him through.

The call clicks on Rhodey's headset. A low ROAR in the b.g. Rhodey strains to hear.

TONY (O.S.)

Rhodey, I had Jarvis run a check. I might have some info on that UAV. A piece of gear like that might exist. Might *definitely* exist --

Rhodey speaks low, away from the Major.

(CONTINUED)

RHODEY

Wouldn't happen to be red and gold,
would it?

CUT TO:

Viper 1&2 in close formation, searching, searching. Viper 2
begins to bank slowly, and coming into view --

Iron Man -- clinging to the underside of one of the Raptors.

VIPER 1 (O.S.)

Viper 2 -- he's on your belly!
Shake him!

VIPER 2 (O.S.)

What--?

CUT TO:

CONTROL ROOM

ALLEN's eyes go wide at the belly-cam images. The Iron suit
hangs on for dear life as the Raptor tries to shake it.

VIPER 1 (O.S.)

Ballroom: that is definitely not a
UAV.

MAJOR ALLEN

What is it then?

VIPER 1 (O.S.)

I think it's...a Man, sir.

PUSH IN: on Rhodey, as all the pieces click.

RHODEY

Son of a bitch. (then) Tony--!

But the line is dead.

CUT TO:

Viper 2, frantic, looking out both sides of the cockpit,
trying to spy Iron Man, shaking the jet harder.

VIPER 1 (O.S.)

Still there Viper 2. ROLL! ROLL!

(CONTINUED)

Viper 2 works the stick, world becoming a centrifugal blur.

CUT TO:

Viper 2 engages in dangerous rolls. The horizon spins as Iron Man clings desperately for life.

CUT TO:

INSIDE SUIT: BUZZERS. WARNING LIGHTS FLASH: "POWER 28%".

JARVIS (O.S.)

Sir: two minutes and there won't be sufficient power to get home.

CUT TO:

Finally, Tony is jarred loose, tumbling and --

Hits Viper 1's tail-fin, shearing it off. The jet careens out of control.

VIPER 1 (O.S.)

I'M HIT!

CUT TO:

Inside Viper 1's Raptor, spiraling crazily.

Viper 1 pulls his EJECT and blasts out of the crippled jet.

CUT TO:

The sky, as we fall with Viper 1, his chute failing to open as he pulls the damaged lever.

And he continues plunging, Earth and sky revolving like one.

MAJOR ALLEN (O.S.)

Viper 2, do you see a chute?

VIPER 2 (O.S.)

Negative! No chute, no chute--

CUT TO:

Iron Man zipping through the clouds.

JARVIS (O.S.)

Power critical, set course for home immediately.

(CONTINUED)

A116 CONTINUED: (5)

A116

But Tony dives, vortices curling off his feet as he pursues the tumbling pilot.

VIPER 2 (O.S.)
The UAV is going after him! It's
attacking--!

CUT TO:

Iron Man reaches the pilot, and they are face to face a split second, before he yanks the chute mechanism free and --

The chute snaps open, yanking the pilot up and out of view.

VIPER 2 (O.S.)
GOOD CHUTE! GOOD CHUTE! You're
not gonna believe this, Ballroom...
but that thing just saved his ass.

Iron Man banks sharply, coming dangerously close to the ground. Viper 2 barrel-rolls onto his tail.

CUT TO:

Rhodey and Major ALLEN are glued to the SCREENS.

MAJOR ALLEN
Viper 2: re-engage.

RHODEY
-- WAIT --!

MAJOR ALLEN
-- TAKE THE TARGET OUT!

RHODEY
Major, call off that Raptor. You
don't know what you're shooting at.

MAJOR ALLEN
We'll find out when we recover the
pieces.

CUT TO:

Viper 2's Bitching Betty activates.

BITCHING-BETTY (O.S.)
LOCKED ON! LOCKED ON!

Viper 2, staying with Tony in a barrel roll--

(CONTINUED)

VIPER 2

Ballroom: understand, you want me
to engage the UAV?

The Pilot's finger hovers over the kill button.

CUT TO:

MAJOR ALLEN

Copy.

RHODEY

Negative, Viper 2, disengage.

MAJOR ALLEN

It's not your call. That thing
just took out an F-22 inside a
legal no-fly zone (then) Viper 2:
you get a clean shot you take it.

Rhodey's eyes are locked on the screens.

CUT TO:

Viper 2 fires its missile. It races towards Iron Man.
Evasive maneuvers, chaff released. Then the explosion -- way
too close for comfort. Iron Man is thrown from the frame by
the fireball.

CUT TO:

Iron Man's "dot" vanishes from the screens.

MAJOR ALLEN

Viper 2. Can you confirm the kill?

VIPER 2 (O.S.)

I got him good. He went down, he
was smokin'. But I cannot confirm.

Rhodey reacts.

A117

A117

117 OMITTED 117

A118 OMITTED A118

B118 OMITTED B118

C118 INT. TONY'S DUBAI VILLA - ALCOVE - SAME TIME - DAY C118

Pepper sitting on a small bench, head propped in her hand, having dozed off.

A WHOOSH and a streak flashes outside the window, startling her awake.

Pepper rises, looking around, then exits frame --

118 INT. TONY'S DUBAI VILLA - SITTING ROOM - MINUTES LATER - DAY 118

Pepper enters, cautiously, moving towards something in the shadows. We hinge as she passes us, to REVEAL --

Tony, sitting in a huge chair, the armor scarred and still smoking. Helmet off, bleeding from the nose and ears. A drink in one shaky hand.

TONY

Get me home...

119 EXT. SNOW-COVERED WASTELAND - OUTSKIRTS OF GULMIRA - NIGHT 119

A few yurts. Raza's bivouacked men lick their battle wounds. A devastated band. They grab their guns and stand-to as --

A train of black Suburbans arrive. Private Security Guards exit and take up positions. Then --

The scarred Raza saunters out of a yurt and goes to the lead Suburban. Its door opens and out steps --

Obadiah Stane gazes about, unfazed, then --

RAZA

Welcome.

Obadiah assesses the scars on Raza's face.

RAZA

Compliments of Tony Stark.

(CONTINUED)

OBADIAH

If you'd killed him when you were supposed to, you'd still have a face.

RAZA

You paid us trinkets to kill a prince. An insult, to me and the man whose ring I wear.

CLOSE ON - RAZA'S RING: the familiar ten interlocked rings.

OBADIAH

I think it's best we don't get him involved in this. (then) I've come a long way to see this weapon. Show me.

RAZA

Come. Leave your guards outside.

120

INT. RAZA'S YURT - NIGHT

120

Obadiah enters and stares down, transfixed.

STANE'S POV: THE REASSEMBLED GRAY ARMOR suspended on wires.

RAZA

His escape bore unexpected fruit.

OBADIAH

(as it dawns on him)

...so this is how he did it.

RAZA

This is only a crude first effort.
But he's perfected his design--

Raza hands grainy surveillance photos to Stane.

CLOSE ON - VARIOUS PHOTOS: Iron Man wreaking havoc in Gulmira.

Stane has seen the future. Then he looks down at --

Tony's crusty laptop. The onion-skin schematics.

OBADIAH

What's this?

RAZA

The inside of Tony Stark's mind.

Raza arranges the schematics on a light board, and the sketches laid together become...Iron Man.

RAZA

Everything you will need to build
this weapon.

Obadiah is circling the armor now, taking it all in. Raza sits and pours tea.

RAZA

Stark has made a masterpiece of
death. A man with a dozen of these
could rule from the Pacific to the
Ukraine. And you dream of Stark's
throne -- we have a common enemy.

Now Stane pokes at the vacant hole in the chest plate.

(CONTINUED)

RAZA

If we are back in business, I give you these designs as my gift. In turn, I hope you will repay me with a gift of iron soldiers.

Obadiah smiles, places his hands on Raza's shoulders, as if going to hug him in brotherhood.

OBADIAH

(in perfect Urdu)

This...is the only gift you shall receive.

Raza is strangely confused. Paralyzed. Blood begins running from his ear.

And now, in Obadiah's hand, we realize he's holding a device. A sonic taser.

Obadiah removes a pair of filtering ear-plugs as Raza crumples to the dirt.

OBADIAH

Technology -- (holds up the taser)
it's always been your Achilles
Heel. Don't worry, it'll wear off
in fifteen minutes -- but that's
the least of your problems.

Obadiah removes Raza's ring, studies it. Then he turns and exits--

As he steps out of the tent, Obadiah sees --

By the Suburbans, Raza's men kneel, guns to their heads.

OBADIAH

(to head guard)

Crate up that armor and the rest of it.

We TRACK WITH Obadiah as he passes Raza's kneeling men.

OBADIAH

Send them to their virgins.

The SOUND of MACHINE GUN FIRE. Obadiah does not flinch.

124 INT. PHIL COULSON'S OFFICE - DAY

124

Phil Coulson at his desk. He picks up the phone and dials.

COULSON

Ms. Potts. It's Agent Coulson from
the Strategic Homeland Inter--

PEPPER (O.S.)

Yes, I know. Unfortunately Tony is
not going to be available to sit
down with you for a while.

COULSON

Really? And why is that?

PEPPER (O.S.)

He's uh, there's a...Tony won't be--

COULSON

Maybe I can meet with you instead?

INTERCUT - TONY'S LIVING ROOM - SAME TIME

PEPPER

Why? I don't know anything.

COULSON (O.S.)

About what?

PEPPER

About anything.

There's a BUZZ. Pepper eyes the security monitor and sees Rhodey.

RHODEY (ON MONITOR)

Pepper. It's Rhodey.

PEPPER

(pressing a button)

Come in.

COULSON (O.S.)

I'd just like to ask you a few
questions.

PEPPER

I'm really jammed right now.
Booked solid for the next few
weeks. I have to go.

(CONTINUED)

CONTINUED:

Rhodey enters, grim.

COULSON

Let's just put something on the books. How about (checks his calendar) the twenty-eighth? Seven PM, at Stark Industries?

PEPPER

Great. Perfect. Bye.

She hangs up.

RHODEY

How's he doing?

PEPPER

Not so good.

RHODEY

I want to see him.

PEPPER

You can't see him right now.

Rhodey eyes the hole in the ceiling, worried now.

RHODEY

What the hell is going on here?
(off her silence) Let me in there,
Pepper.

She faces off with him. Then allows him by.

PEPPER

You want to see him? Fine. See
what you've done to him.

AA123 INT. TONY'S BEDROOM - STARK ESTATE - MINUTES LATER

AA123

Tony lies in bed, tethered to all sorts of medical equipment.

Rhodey enters, stunned at Tony's state. Pulls up a chair and sits. Tony drifts in and out of consciousness.

RHODEY

Look at you...what were you
thinking?

(CONTINUED)

AA123 CONTINUED:

TONY

Weapons I built are being used to kill innocent people. Can't let that happen anymore.

RHODEY

You can't go around and blow up stuff every time you see something you don't like on TV.

TONY

Yes I can.

RHODEY

You got lucky, next time they'll blow you to pieces.

TONY

Next time, maybe I won't play defense.

Rhodey, floored, gets to his feet. Paces.

RHODEY

Does Pepper know about this?

He nods, his eyes starting to flicker.

RHODEY

You've put me in a tough spot here. What am I supposed to do?

TONY

That's up to you. I've made my choice -- I'm not going to sit on the sidelines anymore -- I'm going to fight for what's right.

RHODEY

Don't you get it? It's not up to us to decide.

TONY

That's where you're wrong...

He drifts into unconsciousness.

AB123 INT.SUB-BASEMENT PIPE ROOM - STARK INTERNATIONAL HQ - DAY AB123

Windowless and full of pipes. The Mark I armor, dissected into its pieces, hovers mid air, suspended by wires.

(CONTINUED)

AB123 CONTINUED:

AB123

Elite Engineers from the Stark empire are hard at work, milling and machining armored parts. Obadiah walks among them.

OBADIAH

Civilization, gentlemen, has been preserved by the right people having the right idea at the right time. You are shaping in your hands, this very moment, the future of this company, and this nation. But it is imperative this project remain data-masked, that it's existence never leave these walls. Make no mistake -- this is a 'tool', that in wrong hands, could jeopardize civilization as we know it.

Obadiah faces the Head Engineer.

HEAD ENGINEER

Give us full access to the Sampson Cluster, and we'll have you a prototype in record time.

OBADIAH

The Sampson's yours. We go 24-7.

A123 EXT. CAVE - AFGHANISTAN - DAY

A123

Yinsen, framed by the mountains in the b.g., stares at us.

YINSEN

Are you on the right path? I don't know...what does your heart tell you, Stark?

HOLD on Yinsen, then --

CUT TO:

123 INT. TONY'S BEDROOM - DAY

123

Tony waking up in his gilded bedroom, alone.

He catches his own sad reflection in a mirror. Hooked up to IVs and machinery that PINGS and HISSES.

SALMON #2

XX/XX/07

82D.

A125 OMITTED

A125

B125 OMITTED

B125

C125 INT. TONY'S BEDROOM - DAY C125

Pepper enters and finds Tony's bed empty.

D125 INT. TONY'S WORKSHOP - DAY D125 *

Pepper enters as Tony toils away at an eviscerated suit
suspended from a chain winch. *

TONY *

This device will hack into Stark
Industries mainframe. I need you to
go to there and retrieve all
shipping manifests. *

PEPPER *

What are you doing? Absolutely not
you should be in bed... *

TONY *

...they've been dealing weapons
under the table and I'm going to
stop them. *

PEPPER *

Absolutely not. I'm not helping you
with anything if you're going to
start this again. *

TONY *

There is nothing else. There's no
art opening. There's no benefit.
There's nothing to sign. There's
no decisions to be made. There's
the next mission and nothing else.
There's nothing except this. *

PEPPER *

I quit. *

TONY *

Really? You stood there by my side
when all I did was reap the
benefits of wholesale
irresponsibility and destruction
and now that I'm trying to right
those wrongs and protect the people
I put in harms way you're going to
walk out on me. *

(CONTINUED)

PEPPER

You're going to kill yourself. I
can't support that.

*
*
*

TONY

So far so good.

(beat)

Pepper. I know what I have to do.
I don't know if I can, but I know
in my heart that it's right. And
you do too. And I can't do it
without you.

*
*
*
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*
*
*

E125 INT. SUB-BASEMENT PIPE ROOM - SAME TIME - DAY E125 *

Obadiah, next to his Head Engineer. Behind them are the hulking steel legs of the Dynamo, extending out of frame. The sparks from a welding gun shower down.

HEAD ENGINEER

There's no technology that can power this thing.

OBADIAH

I told you, miniaturize the ARK reactor.

HEAD ENGINEER

I'm sorry, Mr. Stane, I've tried. What you're asking for can't be done.

OBADIAH

Tony Stark was able to do it in a cave -- with a box of scraps.

HEAD ENGINEER

Well...I'm not Tony Stark.

HOLD ON - OBADIAH: his mind churning something.

125 INT. HALLWAY - STARK INDUSTRIES - NIGHT 125

After hours, few people around. Pepper hurries down the dimmed main hallway of Stark Industries. Casting nervous glances back behind her.

126 INT. TONY'S OFFICE - MINUTES LATER - DAY 126

Pepper at Tony's computer. She plugs in the hacking device (the size of a jump-drive) Tony gave her.

MONITOR: the screen as the device starts hacking through Obadiah's passwords, firewalls, security nets.

She's in. She watches items scroll up from Obadiah's hard drive.

MONITOR: Jericho Missile orders. Shipping manifests.

PEPPER

Make a copy of everything--

(CONTINUED)

More. Schematics and blueprints. For sections of the Dynamo suit. For the pipe room under the Ark Reactor.

PEPPER

What are you doing, Obadiah?

She glances towards the door, thinking she heard something. Waits. Nothing.

THE MONITOR: an icon now appears, with Arabic text underneath. An icon for a video clip.

She double clicks, watches--

MONITOR

A grainy video clip opens: Tony, half-dead, tied to a chair. Raza and his henchmen behind him. It's the 'decapitation tape' made in the cave months ago.

She shakes her head, disbelieving.

PEPPER

Translate--

CLOSE ON - MONITOR: as the clip plays, the translated text appears like subtitles: "Obadiah Stane, you have deceived us...the price to kill Tony Stark has just gone up..."

Pepper, shell-shocked, gapes at the monitor.

PEPPER'S POV: she looks up from the monitor to see Stane standing there in the doorway.

She nearly leaps out of her skin.

OBADIAH

What a nice surprise.

PEPPER

I...just wanted to get some of my personal stuff. (nods to the monitor) And my resume. In case. (grins) You know how I love job hunting.

He circles around the desk and Pepper quickly changes screens, replacing the DOWNLOAD INDICATOR with GOOGLE.

OBADIAH

How's Tony?

(CONTINUED)

PEPPER

Honestly...I don't know. He's shut me out.

OBADIAH

You and everyone else.

He circles her, picking up a photo on the desk of Tony. Pepper stiffens, flicks a glance at --

The hacking jump-drive protruding. The WHIRR and GRIND of the hard drive as it copies Stane's files.

PEPPER

This...thing between you, it's hurting him. You're the only real father Tony ever had. It would mean so much if you could just talk --

OBADIAH

(matter-of-fact)
Tony's imploding -- it's unfortunate. (then) You should consider whether you want to take that ride with him.

PEPPER

"Unfortunate?"

OBADIAH

You know I love Tony -- but this is business. We can't save him, but we can save his legacy.

She flashes to the download screen, "87%" completed.

OBADIAH

It's tragic, but...Tony never really came home, did he?

He circles behind her again, looking closely at the screen-- again depicting Google ads.

OBADIAH

This company has a bright future, I'd like you to be a part of it.

He smiles and touches her cheek. She shuts off the computer.

OBADIAH

Tony doesn't understand your value. He never did.

(CONTINUED)

PEPPER

Are you...offering me a job?

OBADIAH

Think about it. (then) Come on,
I'll walk you out.

He takes her box of personal effects, waits for her. As she passes the computer, she snatches the jump drive out, palming it. A tense moment: did he see her?

127	OMITTED	127
128	OMITTED	128
129	OMITTED	129
130	OMITTED	130
131	OMITTED	131
132	OMITTED	132
A133	OMITTED	A133

134 INT. LOBBY - STARK INDUSTRIES - DAY 134

Pepper descends the stairs as Obadiah hovers above on the balcony railing -- watching her.

PEPPER'S POV: by the Security Desk, a savior: Agent Coulson gestures and argues with the Security Guard.

Pepper rushes over, startles Coulson by linking arms with him and dragging him towards the door.

COULSON

Miss Potts, did you forget our appointment?

PEPPER

No. Of course not. I've been very much looking forward to it. Let's-- (looks over her shoulder) -- why don't we do this somewhere else?

They push outside. Obadiah still watches from above.

135 OMITTED 135

136 OMITTED 136

137 OMITTED 137

A138 INT. TONY'S WORKSHOP - NIGHT

A138

Noisy as Tony slaves away on the CNC machine. Behind him is--
A SCREEN: listing six messages, all the same: "MISSED CALL - PEPPER."

Suddenly, the CNC machine powers down unexpectedly.

TONY

What gives, Jarvis?

JARVIS (O.S.)

You have a visitor, Sir. Obadiah Stane is here.

138 INT. TONY'S LIVING ROOM - NIGHT

138

Obadiah holds a pizza.

OBADIAH

It's UNOS. Four cheese. I just had it flown in from Chicago.

Tony remains stoic. Obadiah puts the pizza down, crosses to Tony and hands him a letter.

OBADIAH

I'd like you to proof-read something for me.

JARVIS (O.S.)

Would you like me to spell-check it, Sir?

OBADIAH

Can you turn him off? All the way?

TONY

(as he scans the letter)
Spin down Jarvis.

Tony looks up from the letter, surprised.

TONY

Your resignation.

OBADIAH

You were right. It's not my company -- not my name on the building.

(MORE)

(CONTINUED)

OBADIAH (cont'd)

We were a great team...but I guess
this is where our paths diverge.

Tony hears a blip from the phone system.

CLOSE ON - ANSWERING SYSTEM LCD

"INCOMING. PEPPER POTTS" appears.

Tony looks to Obadiah.

TONY

Pepper. I should take that.

OBADIAH

Tony. Please. I'll be out of here
in a minute.

Tony finally nods, pushes a button, sending the call to voice
mail.

Obadiah meets Tony's eyes, fatherly. Puts a hand on Tony's
shoulder.

OBADIAH

We have too much history to part on
bad terms. I'd like your blessing.

Tony's eyes, suddenly registering a paralyzing pain.

(CONTINUED)

FLASH ON: Stane's ear, the blue electronic 'filter', like the ones he wore with Raza.

Tony sinks back in his chair. Stane places the sonic taser down on the table.

OBADIAH

Easy, now. Try to breathe...

He kneels beside Tony. Unbuttons Tony's shirt.

OBADIAH

You can't mess with progress, Tony. It's an insult to the Gods. You created your greatest weapon ever -- but you think that means it belongs to you. It belongs to the world.

CLOSE ON - TONY'S EYES: wide with pain, unable to move. All he can do is gasp and gurgle as --

Stane begins removing the chest-piece from its socket.

OBADIAH

Your "heart" will be the seed of the next generation of weapons. They'll help us steer the world back in the right direction -- put the balance of power back in our hands. The right hands.

CLOSE ON - OBADIAH: he removes Tony's "heart", the RT glow reflecting on his face.

OBADIAH

By the time you die, my prototype will be operational. (smiles) It's not as conservative as yours.

He wraps the heart in cloth. Then stands, clicking off the sonic taser and pocketing it.

Tony rolls from the chair, onto his back, staring at the ceiling. Already slipping away. Then--

OBADIAH

The sad thing is...we're both the good guys.

Obadiah kills the lights and leaves

139 INT. RHODEY'S OFFICE - NIGHT

139

Rhodey is on the phone with Pepper.

RHODEY

What do you mean, he paid to have
Tony killed? Slow down. Why would
Obadiah-- (listens) Where is Tony
now?

A140 INT. PARKING GARAGE - NIGHT

A140

Pepper, Coulson and five dark-suited Agents walk with urgency towards two Crown Victorias. Pepper is on her cellphone, worried--

PEPPER

--I don't know, he's not answering his phone. Will you just go over there and check on him? Thanks Rhodey.

She CLICKS off. The Agents pile into the Crown Vics, and Coulson holds a door open for her.

Pepper instead beelines for her parked Audi.

PEPPER

I know a short cut.

She hops in. Coulson looks at the Agent behind the wheel, then back at Pepper.

COULSON

I'll ride with her.

Coulson hurries over, jumps in and the Audi races off. The Crown Vics try to keep up.

B140 INT. TONY'S LIVING ROOM - NIGHT

B140

Tony, on fumes, pulls himself up a shelving system. It topples, spilling items -- including the Lucite-encased heart Pepper gave him.

He crawls to it, smashes it open.

CLOSE ON - TONY'S HAND: lifting the glowing chest piece.

C140 INT. SUB-BASEMENT PIPE ROOM - NIGHT

C140

Obadiah inserts the glowing "heart" he stole from Tony's chest into the Dynamo's chest. We can only see slivers of the full suit on its scaffolding.

The heart locks in place and we go --

CLOSE ON - DYNAMO'S EYES: coming alive.

140 OMITTED

140

141 OMITTED

141

142 OMITTED

142

143 OMITTED

143

A144 OMITTED

A144

144 EXT. ARK REACTOR - STARK INT'L HQ - NIGHT 144

Pepper and the Agents stand outside the locked door to the sub-basement pipe-room. An Agent finishes laying detonator cord around the door hinges.

AGENT

Clear.

They take cover and the Agent hits a clacker. The door is blown off its hinges.

A145 INT. SUB-BASEMENT PIPE ROOM - NIGHT A145

Obadiah looks up at the --

SECURITY MONITORS: bad news. Pepper and the Agents infiltrating and moving towards the pipe room stairway.

Obadiah's face sets. He begins climbing up the scaffolding to the Dynamo.

B145 INT. TONY'S LIVING ROOM - NIGHT B145

We HEAR A DOOR SPLINTERING. Rhodey rushes in and finds --

Traces of blood on the floor. The collapsed shelving unit. Tony staggering to stay on his feet.

RHODEY

TONY--

TONY

Where's Pepper?

RHODEY

Don't worry, she's with the Feds. They're on their way to Stark to arrest Obadiah.

TONY

(grim--)

They're going to need a lot more than a few Agents. Give me hand.

C145 INT. TONY'S WORKSHOP - NIGHT C145

The door swings open and Tony and Rhodey enter. Rhodey stops shocked, his eyes playing over --

The Hall of Armor. The hanging Mark II suit. The weaponized battle-ready Mark III. Components, rows of helmets, boots, gauntlets and future design prototypes littered everywhere.

145 INT. SUB-BASEMENT PIPE ROOM - NIGHT 145

Pepper and the Agents drift through a metal jungle of vats, machines, armored limbs and guts hanging from tethers. Utility pipes run along the walls.

They come upon the Mark I armor and stop, spooked.

We notice: an empty scaffolding.

Pepper advances, Coulson and his team fanning out.

CLOSE ON - AN AGENT: looking off. Suddenly, he's yanked out of frame.

A146 INT. TONY'S WORKSHOP - SAME TIME - NIGHT A146

Rhodey helps Tony rivet a last panel in place, then tosses him the Mark III helmet.

Tony lowers the helmet. Blasts off through the hole in the ceiling, knocking it even wider.

Rhodey stares after him, impressed as hell. Then --

He sees the Mark II, beelines for it. Considers, then --

Shakes his head.

He moves for Tony's car collection. Likes the R8. Hops in, fires her up and screeches after Tony.

B146 INT. SUB-BASEMENT PIPE ROOM - SAME TIME - NIGHT

B146

Wandering the fringes, Pepper tries to make a call on her cell. No signal.

PEPPER'S POV: through the pipes and girders, she spots what may be a pair of glowing eyes. The WHIRR of hydraulics and GRINDING METAL --

Wild gunfire suddenly breaks out. Bullets ricochet, hitting pipes, spewing steam and coolants.

Pepper rushes away from the pandemonium.

She whirls, squinting through the machine gears and steam, seeing flashes of --

Agents running for cover, firing their guns at some giant flitting shadow. Another agent is yanked out of view and SCREAMS.

ANGLE ON - PEPPER

Panicked, trying to find a way out.

(CONTINUED)

B146 CONTINUED:

B146

A piece of metal zips at her head, cutting pipes before it embeds itself in the cement above her. And now --

An Agent staggers out of the murk with his radio.

AGENT

Agents down, agents down! (seeing Pepper) GET OUT OF HERE --

He throttles her towards the exit, then runs off, firing and--

Pepper, half-way up the stairs, turns hearing the three-ton THUMP of the Dynamo's legs charging out of the mist, but --

The armor is too big for the stairwell and crashes into it in a shower of debris.

All we see is a brightly glowing chest-piece and arms, raking cement, grinding, trying to get up the stairs after --

Pepper, who fumbles her way up and out.

146 OMITTED

146

147 OMITTED

147

148 EXT. ARK REACTOR - CONTINUOUS - NIGHT

148

Pepper slams the door behind her. Silence. She catches her breath, dials on her cell with shaky fingers --

PEPPER

Tony! Obadiah's got a whole assembly line under the Ark. He's inside one of them--!

TONY (O.S.)

Where are you--?

Now she hears --

THUMP from below her. The asphalt cracks. Another THUMP and another and --

Pepper is knocked over as the asphalt bulges open to reveal the Dynamo's fist. Her cellphone skitters away. Like a hatching dinosaur, he peels away asphalt, pulling himself out of the ground, and finally --

(CONTINUED)

Rises to his full height. He turns, face-to-face with Pepper, who's a gnat against this dull-grey leviathan.

PEPPER
(backpedaling)
Obadiah...

Dynamo keeps coming, not a single forgiving feature in the steel-face and dead eyes. Her foot hits her cellphone and she grabs it. And now she's almost backed up against the Plexiglas of the ARK Reactor when --

PEPPER
Tony--

TONY (O.S.)
Pepper, I have one thing I need to
say to you: DUCK!

Pepper dives as--

(CONTINUED)

148

CONTINUED: (2)

148

The Dynamo stops, jerking his head up to see --

Iron Man, diving out of the sky at him, feet first. He lands on the Dynamo's shoulders, and --

The iron giants crash back into the hole Dynamo crawled from.

149

INT. SUB-BASEMENT PIPE ROOM - CONTINUOUS - NIGHT

149

The warriors fall and hit a grating. Dynamo breaks through, plunging through pipes and into the water below, while --

Iron Man tumbles along the unbroken part of the grating and falls out of sight.

A150

EXT. ARK REACTOR - SAME TIME - NIGHT

A150

The atrium glass ruptures outward from the underground impact. Pepper dives to shield herself. She sees--

The reactor-housing has been cracked. KLAXONS BLARE. Warning lights flash as the damaged reactor begins to 'melt down'.

B150

INT. SUB-BASEMENT PIPE ROOM - SECONDS LATER - NIGHT

B150

DYNAMO'S POV: We emerge out of the water, searching for Iron Man.

150

INTERCUT - INT. TONY'S SUIT - SAME TIME - NIGHT

150

POV - MOVING: sweeping around the steel-maze with his INFRA-RED, but perforated steam pipes cast red plumes and confusing shadows everywhere.

OBADIAH (O.S.)

It's miraculous, Tony, it's your Ninth Symphony. Trying to rid the world of weapons, you gave it its best one ever.

TONY

This wasn't meant for the world.

Still moving, still swiveling through the murk --

OBADIAH (O.S.)

How can you be so selfish? Do you understand what you've created?

(MORE)

(CONTINUED)

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

This will put the balance of power
back in our hands for decades.
Your country needs this.

TONY

What kind of world will it be when
everybody's got one?

OBADIAH (O.S.)

Your father helped give us the
bomb. What kind of world would it
be if he'd failed us?

(CONTINUED)

150 CONTINUED: (2) 150

151 INTERCUT - INT. DYNAMO SUIT - SAME TIME 151

STANE'S POV: waiting, as Iron Man emerges from behind
 machinery and girders. He doesn't see Dynamo, who charges --

CUT TO:

152 OMITTED 152

153 OMITTED 153

154 OMITTED 154

155 OMITTED 155

156 OMITTED 156

157 OMITTED 157

158 OMITTED 158

A159 PIPE ROOM - SAME TIME A159

Iron Man realizes too late that Dynamo is coming at him like
 a bullet-train. He's hit, driven backwards in Dynamo's vice-
 grip, and they --

Smash into the cement wall and punch clean through it onto --

159 EXT. HIGHWAY - CONTINUOUS - NIGHT

159

They crash into a truck trailer, passing through it and onto the highway, tossing vehicles aside.

More cars screech, collide. A HYDROGEN-POWERED bus jack-knives, narrowly averting disaster. People flee vehicles.

In Tony's H.U.D., "INCOMING CALL" flashes--

PEPPER (O.S.)
TONY -- ARE YOU THERE?

TONY
A little busy, Pepper--

PEPPER (O.S.)
The reactor's been it--

TONY
Get to the control room. Shut it down--

PEPPER (O.S.)
How the hell do I shut it down??

Dynamo rises first, grabs a Volvo station-wagon with a stunned mother and kids inside.

Iron Man rises as the Dynamo lifts the car over his head.

TONY
Don't. This is our fight.

OBADIAH
People are always going to die,
Tony -- part of the chess game.

INTERCUT - INT. VOLVO - SAME TIME - NIGHT

(CONTINUED)

The world skewed fifteen feet below them. The mother white-knuckles the steering wheel in terror. The kids scream.

CUT TO:

Tony, trying his palm RTs. Nothing.

TONY (O.S.)
Emergency power!

JARVIS (O.S.)
Sir, you'll drain the --

TONY (O.S.)
NOW!

Dynamo winds up to throw the car when Iron Man nails him with a huge Repulsor blast from his chest. Dynamo is knocked back, throwing the car at --

Iron Man, who catches it. But the weight is too much for his armor to handle and he --

Buckles, saving the car from impact, but gets trapped underneath it.

CUT TO:

Tony's HEADS-UP DISPLAY: "POWER CRITICAL: RECHARGING..."

CUT TO:

Inside the Volvo, it takes everyone a moment to realize they're okay. Then, as Dynamo clumps towards them--

KID IN THE BACKSEAT
GO, MOM! GO --

She stamps the gas.

CUT TO:

Iron Man, dragged as the Volvo speeds forward. A shower of sparks fly from his suit. A wild weaving ride.

Dynamo follows, using cars as stepping stones. People flee pell-mell, jumping the highway divider.

CUT TO:

A160 INT. TONY'S AUDI R8 - SAME TIME - NIGHT

A160

Rhodey driving like hell, HONKING. Tail lights flash past like tracers as he slaloms through tight traffic.

CUT TO:

Iron Man finally manages to push the car off him. It speeds away, three gaping Kids staring out the back.

(CONTINUED)

A160 CONTINUED:

A160

Tony staggers up, trying to regain his footing as Dynamo pulls up.

They clash in a CACOPHONY of steel and GRINDING HYDRAULICS. Stane knocks Tony into a mini-van and pounds him mercilessly.

PEPPER (O.S.)

TONY? Where are you--?

CUT TO:

Tony, his helmet now being squeezed by the Dynamo.

PEPPER (O.S.)

I'm in the control room. Now what?

TONY

Central panel. Red button. Press it.

160 INTERCUT - INT. ARK REACTOR CONTROL ROOM - SAME TIME - NIGHT160

DEAFENING KLAXONS. Pepper flips open a panel to find --

A HUNDRED BUTTONS. All red. All flashing.

PEPPER

Thanks, Tony.

TONY (O.S.)

What's the delta rate?

Pepper finds the monitor.

PEPPER

1-2-5-0.

TONY

Damn --

(CONTINUED)

160 CONTINUED:

160

PEPPER

Damn?! I don't want to hear
"damn." GET UP HERE--

CUT TO:

161 TONY'S H.U.D.

161

Cracking under Dynamo's pressure.

TONY

Pepper, I'm delegating this to you.
FIND A WAY!

CUT TO:

162 IRON MAN

162

as he finally rolls and frees himself from Dynamo.

TONY

You know what happens when that
reactor blows. A lot of people are
going to die.

OBADIAH

It didn't have to end like this,
Tony. You were down -- you
should've stayed down.

And they're about to collide again when --

A Shit Kicking Biker on a Harley weaves from around a truck.
He realizes his mistake and jams the throttle, but --

Dynamo grabs the front wheel of the motorbike, (sending the
Biker flying), and in one swoop belts Iron Man with it.

Tony tumbles away and struggles to get up. Falls, tries
again, but Dynamo is all over him, smacking him with the
bike.

163 INT. TONY'S AUDI R8 - DRIVING - SAME TIME - NIGHT

163

Rhodey, in the breakdown lane, weaving around waves of
fleeing people, toppled cars and debris till he sees --

(CONTINUED)

163

CONTINUED:

163

Dynamo standing over Tony, about to deliver his death-blow. He red lines the engine and pops the clutch.

CUT TO:

164

EXT. HIGHWAY - SAME TIME - NIGHT

164

The R8 rockets forward. Zero to sixty in under three seconds.

The Dynamo raises the Harley over his head, ready to smash Tony's already broken helmet. He looks up a second too late--

The car hits Dynamo's leg and crumples, tumbling away like a toy, and now --

The Dynamo, un-weighted, reels around to catch his balance, but pitches head-first into the hydrogen bus perforating it.

CLOSE ON - DYNAMO: struggling to free himself. His groping fingers set off a spark and --

HELLFIRE ERUPTS -- blanking the Dynamo and everything around it. Flames roll over Tony. Over the crushed sports car, igniting its leaking tanks.

Tony removes his broken helmet and staggers to the car, tearing it open like a can.

TONY

You had to take my car.

He pulls out Rhodey, dazed and bloody.

RHODEY

Saving your ass is getting to be a full-time job.

They regard the burning bus. Nothing moves. Just a heap of red-hot steel.

TONY

Get this area evacuated! There's going to be a meltdown--

Tony's boosters ignite and he's gone.

(CONTINUED)

164 CONTINUED:

164

TONY (O.S.)
Pepper, how we doing?

165 INT. ARK REACTOR CONTROL ROOM - SAME TIME - NIGHT

165

Pepper, awash in EMERGENCY MANUALS, throws one over her shoulder -- flipping switches, turning dials. The whole place THRUMS with energy.

PEPPER
Thanks for checking in Tony.
Delta's at 2300. It's not going
down.

TONY (O.S.)
It's too late.

PEPPER
Too late? What's going to happen?

TONY (O.S.)
It's going to blow a crater a mile
wide. I'm coming to get you.

She backs away from the monitors, disbelieving.

166 INT. TONY'S SUIT - FLYING - SECONDS LATER - NIGHT

166

He heads towards the reactor, now a shimmering mass of energy. A row of SATELLITE DISHES on the roof of the reactor. It sparks an idea.

TONY
Pepper, wait. Stay put -- we're
going to overload the reactor.

167 EXT. ROOF OF ARK REACTOR - SECONDS LATER - NIGHT

167

As Tony lands.

PEPPER (O.S.)
IT'S ALREADY OVERLOADING --

TONY
No, it's compressing energy. We're
going to convert the plasma core to
electricity and channel it up
through the roof. Like a Tesla
coil.

168 INT. ARK REACTOR CONTROL ROOM - SAME TIME - NIGHT 168

Pepper watches the core bulge.

PEPPER

I don't need a science lesson, just
tell me what button to push --

TONY (O.S.)

See a red submarine hatch? A wheel
-- a red wheel.

PEPPER

...no. YES --

She runs to it.

169 EXT. ARK REACTOR ROOF - SECONDS LATER - NIGHT 169

Tony re-arranges satellite dishes, pulling wires -- creating
a makeshift Tesla coil.

TONY

Open it all the way, then standby
to hit the master. We've only got
one shot at this.

He's connecting a wire when the satellite dish beside him
reflects an eerie yellow flicker. He turns, stunned as --

THE DYNAMO LANDS on the roof. Flames still licking off his
blackened suit. Obadiah moves closer to Tony --

TONY

Pepper, hit the switch. PEPPER --

170 INT. ARK REACTOR CONTROL ROOM - SAME TIME - NIGHT 170

Electromagnetic tentacles arc from the reactor to the control
room around Pepper.

PEPPER

TONY? Which Master Switch --

She eyes her phone. It's dead. And in front of her --

A row of "MASTER" switches blink...

(CONTINUED)

170 CONTINUED: 170

PEPPER

I am so looking for another job.

171 EXT. ARK REACTOR ROOF - SECONDS LATER - NIGHT 171

The Dynamo, smoking like an oil fire, about to reach Tony.

172 INT. ARK REACTOR CONTROL ROOM - SAME TIME - NIGHT 172

Pepper hits all the switches, then diving under the consoles for cover as the world goes steel-blue.

An electromagnetic pulse (EMP) flashes upwards along the reactor.

173 EXT. ARK REACTOR ROOF - A SECOND LATER - NIGHT 173

As the searing flash of the EMP is momentarily 'halted' between the satellite dishes, vaporizing the roof in between. Then --

The EMP surges outwards, turning Dynamo and Iron Man into statues as the pulse knocks out his power and electronics.

FROM UP HIGH: the EMP blast travels concentrically outwards, rendering everything dark in its wake.

BACK TO:

The roof, as it sags down in the center.

Tony, dazed, looks at his heart-device. It's dead too.

The Dynamo, closest to the collapsed section of the roof, topples over. Its dead fingers catch on a seam and it lies precariously on the edge of the 'slope'.

The Dynamo hatch opens, revealing Obadiah --

OBADIAH'S POV: through the hole in the roof, the seething plasma bubbling below.

Tony, using his own waning strength, tries to extend a dead Iron Man hand to Obadiah.

TONY

Take my hand...

(CONTINUED)

OBADIAH

So this is the answer, Tony? This is how you're going to save the world? It's not in you. Your father told me before he died, my boy doesn't have a warrior's heart. I should have listened.

TONY

My father never knew me.

OBADIAH

But I do.

Now we see what Stane is attempting: to manually winch his forearm rocket bay open so he can blast Tony.

But his movements unsettle the Dynamo suit and suddenly he begins to slide.

OBADIAH

Goodbye, my boy...

TONY

This is just the beginning.

And now Obadiah shuts the hatch and tumbles away. He --

Plunges down through the ARK's silo -- splashes into the plasma which HISSES and swallows him up.

Tony remains, shutting his eyes.

174

INT. ARK REACTOR - SECONDS LATER - NIGHT

174

Pepper rises, staring at the bubbling plasma. Not sure who fell in there. She runs out.

A175

EXT. ARK REACTOR ROOF - TEN MINUTES LATER - NIGHT

A175

Tony frozen in his dead suit. He's not moving. Two flashlights cut the darkness and Tony bats his eyes to see--

Rhodey and Pepper picking their way towards him.

DISSOLVE TO:

175 OMITTED 175

176 OMITTED 176

177 OMITTED 177

178 OMITTED 178

179 OMITTED 179

180 OMITTED 180

181 INT. STARK INDUSTRIES - HALLWAY - MOVING - DAY 181

Tony and Pepper walk along the hallway. Pepper shoves a written statement into his hands.

PEPPER

Here, your alibi. You were on your yacht. I've got port papers that put you in Avalon all night, and sworn statements from fifty of your guests.

TONY

Maybe it was just the two of us. On the yacht, I mean.

PEPPER

Focus, please.

Tony grabs an L.A. Times from the pile of papers in her arms, glances at the headline: "WHO IS THE IRON MAN?" A grainy newspaper photo of the iron battle at Stark Industries.

TONY

"Iron Man". Not technically accurate, since it's mostly carbon-fiber and ceramic. But I like the ring of it. "Iron Man"...

They turn a corner. Tony suddenly stops. Meets her eyes.

TONY

You know...that night at the concert hall. Do you ever think about it?

(CONTINUED)

181 CONTINUED:

181

For a moment there is nothing else in the world but the two of them. Then, with a tinge of sadness--

PEPPER

I don't know what you're talking about, Mr. Stark.

She brings her hands up and fixes his unruly tie knot. All business.

PEPPER

Will that be all, Mr. Stark?

TONY

That will be all Miss Potts.

182 INT. STARK INDUSTRIES LOBBY - MINUTES LATER

182

Rhodey is in mid-speech, in front of assembled reporters.

RHODEY

--I can confirm that a series of military test-prototypes were involved in the incident at Stark Industries last night. I can also confirm that there was, for a brief time, the danger of an Ark Reactor "incident", which was rectified without injury to the public -- and all power outages have been restored. Here now, to answer a few brief questions, is Tony Stark.

Tony walks out. Takes the podium. Puts a hand up to silence the bubbling questions.

TONY

I've seen the papers. I've heard the reports. That's why I want to put an end to all this wild speculation. The truth is--

He looks to Rhodey. To Pepper. To the crowd.

TONY

I am Iron Man.

The Reporters erupt in a CACOPHONY--

We end on Tony's face.

CUE MUSIC

183

INT. TONY'S LAB - MONTHS LATER - NIGHT

183

Tony and Rhodey stare at a screen as the War Machine suit is being designed.

RHODEY

Good. And I want a Gatling gun on the right shoulder.

TONY

--and a rocket launcher on the left? Where are you going to store all that ammo?

RHODEY

Who's suit is this anyway? (then)
And do it in silver and black,
would you?

184

OMITTED

184