

A EXT. VAST OCEAN EXPANSE - NIGHT

The MOON and it's vivid glow are seen rising in seamless time lapse photography over the endless undulating body of water.

We hear an excerpt from THE CONGO by Vachel Lindsay.

VOICES

Boomlay, boomlay, boom.
 Beware, walk with care,
 Boomlay, boomlay, boom.
 We are, we are all sinners,
 Yet purer than sin.
 Boomlay, boomlay, BOOM.'

*

*

1 EXT. GULF OF ADEN - NIGHT - (DISSOLVE INTO)

The MOONLIGHT reflects off the calm dark body of water. Way in the distance FAINT LIGHTS on shore indicate a hint of the PIRATE LAIR known as HARARDHERE. The outline of an anchored 25,000 ton CARGO SHIP (THE CHEMSTAR) is barely discernible.

2 EXT. CHEMSTAR - NIGHT

A 25 FOOT POWER BOAT pulls along side the ship and FIFTEEN ARMED PIRATES aggressively scramble up several HANGING ROPE LADDERS.

2A POV PIRATES

All this action is seen through the lens of THERMAL NIGHT VISION GOGGLES. Locked into the PIRATE'S 'body heat signature,' the GOGGLES ramp in tighter on the THIEVES.

3 INT. SHIP - NIGHT

The heavy DOOR to a large unit STORAGE ROOM swings open revealing the kidnapped crew. They are thoroughly exhausted and suffering from dehydration.

In very tight unsteady angles we see glimpses of the SOMALIAN PIRATES charging into the room and yanking hostages to their feet. Some are savagely kicked and jerked upright by KNOTTED ROPES that are wrapped around their necks. They plead for mercy through their GAGS.

4 SHIP'S STAIRCASE

The DARK METAL STAIRCASE reverberates loudly as frenetic SHAFTS OF LIGHT from the PIRATES' FLASHLIGHTS cut through the gloom as the BOUND HOSTAGES are kicked and shoved down toward the bowels of the ship.

5 EXT. - SHIP

The only sound heard is the LAPPING WAVES that strike the ship's side. The TETHERED PIRATES' BOAT is seen in the foreground again, through THERMAL VISION GOGGLES, the 'Thermal Vision POV' moves steadily closer.

6 INT. - SHIP

The BOUND HOSTAGES are being shoved and kicked into the center of the ship's HOLD. High above the HOLD are open CARGO DOORS that reveal the dark night sky. TWO PIRATES stand guard above the 'HOLD' watching the HOSTAGES being abused below. Waiting in the hold are another FIFTEEN PIRATES who are sitting on STACKS OF CARGO drinking and smoking. The whole environment has the feel of a distorted amphitheater whose attendees want blood.

7 SHIP'S HOLD

The HOSTAGES are dragged into the center of the METAL CARGO AREA. The PIRATES mock their pleas for 'help' and burning CIGARETTES and empty BEER BOTTLES are tossed at the FRENCH MEN. The surly PIRATES pass around large joints of MARIJUANA, while gyrating on the STACKED CARGO.

8 SHIPS UPPER DECK

Ultra Extreme CLOSE UP of a THERMAL VISION GOGGLES LENS as it rises into view. The individual wearing them is not seen.

9 THERMAL VISION POV

Panning around we see the DECK is clear. The THERMAL VISION then scans the UPPER DECK of the ship and this area is also clear.

The THERMAL VISION IMAGE now travels forward toward the CARGO HOLD. A PIRATE GUARD seated on the EDGE of the cargo hold is observing below.

10 SHIP'S HOLD

The PIRATE LEADER bellows orders and the PIRATE CREW kick the HOSTAGES to their knees, while dragging them into a straight line. The majority of the surrounding PIRATES hurl insults. The LEADER orders another PIRATE holding a small VIDEO CAMERA to begin filming. Around them are STACKS of the cargo, which is SALT.

The LEADER paces behind the doomed HOSTAGES and begins to speak in English, which is the SOMALI'S second language.

LEADER
(accented English)
We had these men too long! Three months! Too, too long! Now someone here
(eyes the hostages)
has to pay! Your company has had so much time to pay! But you give nothing!! You do not care about your people. Don't want them? Then we do not care!

The LEADER angrily gestures to the PIRATE beside him.

13 The PIRATE disdainfully drags a HOSTAGE forward and yanks his bound hands upward.

The GAGGED HOSTAGE'S muffled cries for mercy fall on deaf ears. The PIRATE GANG clamors for blood.

LEADER
(playing to the camera)
These workers need their hands! But the owners of this ship do not want to pay! That means to me that you do not care for these men anymore.
We do not care too.

14 SHIP'S DECK

The THERMAL VISION POV continues to close in on the edge of the CARGO HOLD.

15 INT. - CARGO HOLD

The PIRATE LEADER has stepped in front of the cowering HOSTAGE.

LEADER
(outraged)
The blood they bleed is for you to
see!

The LEADER raises a huge MACHETE from another PIRATE.

17 SHIP'S HOLD

The MACHETE is about to descend when they are startled by a yell followed by a BLACK NYLON BAG that crashes heavily to the ship's floor.

Full of adrenaline, the PIRATES aim their array of WEAPONS upward and are about to fire when the RED BEAM from a LASER LIGHT appears on the LEADER'S CHEST.

LEADER
(to his men)
No!
(in Somali)
Don't shoot!! Who is there?

The PIRATE with the PORTABLE CAMERA pans upward. It records the barely discernible OUTLINES of SIX DARKLY CLAD MEN. (This camera's footage will be haphazardly recorded and used in a later scene.)

17A EXT. SHIP'S DECK - NIGHT

The SIX MERCENARIES gathered around the ship's HOLD are known as THE EXPENDABLES.

BARNEY ROSS: Group leader and strategist. In his day a record holder for his blinding speed and accuracy with COMBAT PISTOLS.

HALE CAESAR: Long Barrel Weapon Specialist, especially custom, one of a kind, full-auto shotguns. Well-adjusted, pleasant, outspoken, but ruthless in battle, friends with BARNEY for 10 years.

LEE CHRISTMAS: Former SAS and a savant with anything that has a blade.

YING YANG: Thoughtful, deadly and a master at 'close quarter combat.' He's a man who's always meditating on how he should live his life.

TOLL ROAD: His imposing size and battle scarred appearance belie his special DEMOLITION SKILLS and calm intellect.

When all else fails, he simply employs his brutal but brilliant fighting capabilities to shatter every bone in an opponent's body. He wears special GLOVES with protruding STUDS and METAL KNEE PADS.

GUNNAR JENSEN: A big combat veteran who's an expert in PRECISION SNIPING, but the years of stress, isolation and cynicism have spiraled him downwards into an unwinnable war of substance abuse and untamable mood swings.

All of these men possess a matching EXPENDABLES LOGO TATTOO.

YANG

has a LASER DOT from his rifle centered on the LEADER'S CHEST, as BARNEY addresses the THIEF.

BARNEY

There's the money - Free the hostages.

Unimpressed, the PIRATE LEADER looks at the LASER DOT on his chest, then runs his fingers through the BEAM. He motions to another PIRATE who retrieves the BAG. The LEADER looks inside.

LEADER

(hard)
How much in there?

BARNEY

Three million.

LEADER

You wait too long! Now it's five!!

BARNEY

Last time - Free the hostages.

LEADER

Five million!!

Wired to the gills, GUNNAR barges forward roughly shoving YANG aside.

GUNNAR

Move!

CHRISTMAS

What the hell ya doin'?

GUNNAR looks at Barney, eyes glazed. He raises his powerful RIFLE.

LEADER

We want our money! Now!

GUNNAR

- Warnin' shot!!

BARNEY

No!!

GUNNAR pulls the trigger sending a heavy grained bullet into center of the LEADER'S face.

The film goes into SLOW MOTION. The PIRATE LEADER'S head is completely gone. The stunned PIRATES stare in horror as the LEADER'S body still remains upright. The EXPENDABLES exchange anxious looks. They know the scene is milliseconds away from chaos.

GUNNAR

(simply)

...Little low.

*

With that the PIRATE LEADER'S body crumbles to a heap and the battle is on!

CHRISTMAS and HALE CAESAR toss TWO M-18 SMOKE GRENADES from above and the Room is instantly enveloped into a billowing hell as the PIRATE'S gunfire ricochet everywhere.

HOSTAGES duck against the wall seeking safety.

BARNEY

No firing till you're down!

CHRISTMAS and YANG leap over the side and rappel into the billowing SMOKE.

HALE CAESAR

(to Gunnar)

Get the exit.

GUNNAR

Who made you God?

*

GUNNAR takes off as TOLL ROAD and BARNEY quickly rappel over the side into the thickening protective smoke.

TWO PIRATES come charging up the stairs, out of the smoke HALE CAESAR appears at the top of the stairs, his shotgun leveled.

BOOOM!

He blows both pirates into chop meat.

Another PIRATE is fleeing up the steel steps and is blasted back by HALE CAESAR. Through the fading HAZE of the grenade smoke, HALE CAESAR moves into the BOWELS of the SHIP'S HOLD. GUNNAR steps into view, his wild eyes craving the battle.

20 YING YANG

He leaps out from behind a CARGO STACK and catches a PIRATE with a savage kick from his STEEL TIPPED BOOTS, then sprays a SECOND PIRATE with his MACHINE GUN.

20A PIRATES

In the shadowy 'hold,' the PIRATES are panicking and firing wildly. BULLETS ricochet off the SHIP'S STEEL SIDE with deafening reverberations.

20B HALE CAESAR is hit in the PROTECTIVE VEST. He fires his SEGA SHOTGUN and obliterates STACKS of CARGO that the assaulting PIRATE hides behind.

21 CHRISTMAS

leaps from cover and heaves a KNIFE at a PIRATE who is reloading, then fires his WEAPON three times at a PIRATE who dives safely behind a CARGO STACK. The PIRATE now fires at BARNEY. TOLL ROAD suddenly appears behind the PIRATE and snaps his NECK.

22 BARNEY ROSS

BARNEY ducks then spins out and with amazing economy he fires off eight shots with his .45, hitting TWO ARMED PIRATES, then, speed loads and fires off SIX more at another PIRATE sprinting to an ambush location in less than 3 seconds. The PIRATE is blown off his feet.

22A YANG

steps from his concealment and kicks one PIRATE with his STEEL TIPPED BOOTS and blows two more away as he rolls to safety.

22AA CHRISTMAS

cuts down THREE PIRATES who fire from the top of CARGO STACKS.

HALE CAESAR'S

ferocious SHOTGUN blasts TWO MORE PIRATES ten feet back.

22B GUNNAR

Without any regard for his own safety, he walks insanely forward as a pair of PIRATE'S BULLETS tear off the STACKED CARGO near his head. He blasts the PIRATE away with his HUGE PISTOL.

22C CHRISTMAS

is out of AMMO, but sees TWO PIRATES and with insane speed, he whips out a pair of THROWING KNIVES and impales the thieves. A THIRD PIRATE tries to behead him from behind with a MACHETE. CHRISTMAS dodges the blow and crushes the man's THROAT with a lethal blow.

22CC PIRATE

drops his empty WEAPON and whips out his MACHETE and anxiously moves forward.

22CCC TOLL ROAD

A STUDDERED FIST slams into the PIRATE'S CHEST. The man attempts to raise the MACHETE, but TOLL ROAD grabs the man behind his NECK, and crushes the PIRATE'S HEAD against his STUDDERED KNEE, and blows another PIRATE away with his REMINGTON MODEL 870 MCS 'breach weapon.'

22D BARNEY

swings around a CARGO STACK and catches TWO PIRATES broadside with his .45.

22E GUNNAR'S

Drugged eyes are as wide as portholes as he snaps around the corner and catches CHRISTMAS dead in his sights. Though ten feet away, GUNNAR is aiming right between his teammate's eyes.

CHRISTMAS
What're you doing?!

GUNNAR fires missing CHRISTMAS' HEAD by an inch, but catching a PIRATE, who is taking aim twenty feet away. CHRISTMAS glares at GUNNAR and rapidly moves off.

CHRISTMAS

(low)

Crazy bastard!

GUNNAR sees a PIRATE behind BARNEY and blows him away. Turning, he finds himself face to face with a LONG HAired PIRATE who shoots him point blank in the CHEST. GUNNAR recoils, then with incredible rage, fights the pain and with python-like speed, grabs the LONG HAired PIRATE by the throat.

GUNNAR

Got ya!

22F CHRISTMAS

Heaves another KNIFE at a PIRATE who runs between the CARGO STACKS.

22FF HALE CAESAR

sees ANOTHER PIRATE fleeing up the steps and fires twice. The PIRATE tumbles down the stairs.

22G SHIP'S HOLD

From above we see the majority of the smoke has funneled out.

22H PIRATES

THREE PIRATES dash to a new location while shooting wildly at BARNEY.

22HH YANG

suddenly leaps into view, kicking one in the gut, the other across the jaw, and plugs the third with his PISTOL.

25 TOLL ROAD

His thick hand lashes out and seizes a PIRATE by the throat who is firing at CHRISTMAS. He heaves him forward, back hands another PIRATE with his SHOTGUN then fires his weapon at another PIRATE who ducks to safety.

25A HALE CAESAR

approaches from the opposite direction and drives his ELBOW squarely into his FOREHEAD, then pulling out a huge dagger-like KNIFE aptly called 'The Arkansas Toothpick,' parries another PIRATE'S MACHETE and with a stupendous elbow to the forehead, crushes him to the SHIP'S FLOOR.

26 CHRISTMAS

Clearing his way around the CARGO, he sees EIGHT PIRATES snatch up the BOUND HOSTAGES, using them as a shield. A very tall PIRATE has one of the hostages by the hair, a KNIFE at his throat.

TALL PIRATE
(insanely)
We kill them! We kill them!

BARNEY sees what CHRISTMAS sees. HALE CAESAR drifts into view and blocking the steps, likewise TOLL ROAD, YANG joins in from the opposite angle. They are all blocking the stairway EXIT.

TALL PIRATE
Drop the weapons!

The PIRATES have weapons pointed at the HOSTAGES' heads. The MERCENARIES look toward BARNEY, who remains stone faced.

TALL PIRATE
We kill them all! I don't care!

BARNEY lowers his PISTOLS to the ground, likewise the TWO OTHER MEN. While rising, he glances at CHRISTMAS, who has also lowered his COMPACT RIFLE.

CHRISTMAS
Got the four on the left.

BARNEY
(secretly to Christmas)
Take the two on the right, I got
the rest.

CHRISTMAS never removes his eyes from the PIRATE LEADER.

CHRISTMAS
(low)
...You're not that fast anymore.

BARNEY
Only thing faster is light.

PIRATE

Bring the money here now!

The MONEY rests near HALE CAESAR. He eyes BARNEY.

HALE CAESAR

(eyeing the pirate)

...Boomlay, boom.

*
*
*

A fellow pirate starts forward.

TALL PIRATE

(in Somalian)

Kill them -

Like a blur BARNEY quick-draws a custom built SIX SHOOTER from the small of his back as CHRISTMAS' whips out TWO THROWING KNIVES hidden behind his shoulders with blinding speed, then whips out TWO MORE fastened to either side of his leg. It's hard to tell which is faster, BARNEY'S BULLETS or CHRISTMAS' KNIVES, but EIGHT DEAD PIRATES hit the ground. Stone-faced BARNEY moves forward and begins cutting the HOSTAGES loose.

*

CHRISTMAS

(teasingly)

Call it a tie.

*

TOLL ROAD

(to Christmas and Barney)

Call it narcissistic.

YANG

This place smells, let's go!

ONE HOSTAGE begins to profusely thank BARNEY. BARNEY'S unimpressed.

CHRISTMAS' attention is drawn upward.

CHRISTMAS

What the hell is he doin'?!

Overhead is GUNNAR, wrapping the repelling rope around the semi-conscious LONG HAired PIRATE'S neck.

BARNEY

Whatta ya doin'?

*

GUNNAR

I'm killin' killers!

*

BARNEY

Let 'im go!

YANG
(to Gunnar)
This is no good.
(sprints away)

31 EXT. SHIP'S HOLD

GUNNAR continues to wrap the repelling rope around the LONG HAired PIRATE'S neck.

GUNNAR
(tying the knot)
You hang pirates!

GUNNAR yanks the PIRATE upright and turns him face forward, like a man on a gallows.

GUNNAR
They'd do it to us!!

CHRISTMAS
(to Barney)
Put one in his leg.

BARNEY takes aim as GUNNAR prepares to shove the PIRATE over the CARGO HOLD LEDGE when he is blind-sided by a arcing KICK from YANG that staggers him sideways.

31A GUNNAR and YANG

YANG squares off against GUNNAR, who's eyes fill with rage as he charges YANG.

32 BARNEY AND CHRISTMAS

observe what just transpired and rush toward the staircase.

33 GUNNAR

Attacks YANG who lands a crushing KICK to the knee and a KICK to the eye that splits the big man's BROW open.

With startling speed, GUNNAR parries YANG'S next blow, then seizing him by the throat, smashes him to the ground. Instantly there's a HUGE BOWIE KNIFE pressed against YANG'S throat. BLOOD streams along the side of GUNNAR'S face.

GUNNAR
(hard)
You're on my team?

YANG

We don't kill like that.

GUNNAR

I do. *

GUNNAR tips the shiny blade and studies his distorted reflection. A PISTOL is jammed against the back of his head. He sees BARNEY in the reflection.

BARNEY

Back off.

GUNNAR holds fast, never taking his eyes off YANG.

GUNNAR

Bastard kicked me.

CHRISTMAS

You deserved it.

GUNNAR

Think I'll need stitches.

BARNEY

Yeah - Let 'im go.

GUNNAR

(low)

Sure, after I pull out his throat.

Suddenly YANG slams a knee into GUNNAR'S GROIN and sweeps the razor sharp BLADE away from his throat, then leaps to his feet.

GUNNAR prepares to likewise leap up, only to find BARNEY jamming a PISTOL BARREL against his forehead. YANG moves to attack, but is stopped by HALE CAESAR.

YANG

We don't kill people who can't fight back!

GUNNAR

(out of it)

Bad karma is it?

CHRISTMAS reaches into GUNNAR'S pocket and pulls out a SMALL PLASTIC CELLOPHANE POUCH of METH and smells it.

CHRISTMAS

Meth.(to Barney) Tenth time.

BARNEY takes the METH BAG from CHRISTMAS as GUNNAR rises.

GUNNAR
Bad habit.

HALE CAESAR
Very bad, Brother.

GUNNAR
(to Barney)
Who's perfect?

*

*

He looks over to Barney, whose face registers the pain of compassion stretched too far for too long.

BARNEY

Give Christmas the knife - Do it.

GUNNAR stiffens.

CHRISTMAS
...Just for a while.

*

Reluctantly GUNNAR hangs over the massive weapon.

GUNNAR
...One of a kind.

*

BARNEY
Gunnar, you're done with us.

GUNNAR looks defeated, confused. He looks at the other EXPENDABLES for support.

GUNNAR
Done?

BARNEY
You're no good to us anymore.

GUNNAR
(hard)
That right?

CHRISTMAS
You got skills. There's always gonna be somethin' out there.

GUNNAR
(to Barney)
No more chances?

*

YANG

You've had many chances.

Gunnar turns to Barney, rage and hurt mingling in his tweaked out face.

GUNNAR

Fifteen years.

(to Toll Road)

Cuff me before I kill somebody. I mean it - Do it -

*

Barney nods. TOLL ROAD fastens a PAIR of PLASTIC CUFFS around GUNNAR'S wrists.

TOLL ROAD

Sorry, Brother.

At this moment the LONG HAIRE PIRATE begins to regain consciousness and weakly removes the ROPE from around his neck.

GUNNAR kicks out his LEG catching the degenerate PIRATE flush, thus sending him over the edge of the CARGO HOLD.

CHRISTMAS moves with unbelievable speed, and taking GUNNAR'S BOWIE KNIFE, slashes the rope around the falling PIRATE'S neck in half before it snaps taunt. The PIRATE crashes unconsciously on a STACK OF CARGO.

GUNNAR

...They would've done it to us.

OVER CREDITS

34 EXT. NIGHT TIME SKY

Barney's sea plane cruises through the starlit sky.

35 INT. BARNEY'S SEA PLANE - NIGHT (CREDIT SEQUENCE)

The EXPENDABLES are all in their own space. Barney is at the controls, stares straight ahead. CHRISTMAS sits in the co-pilot seat. YANG sits deep in meditation. HALE CAESAR reads a book. TOLL ROAD, wearing GLASSES, reads a self help BOOK. GUNNAR sits in the rear with his hands bound. CHRISTMAS rises and gives GUNNAR water, then cuts him loose. CHRISTMAS then hands him his huge KNIFE and SHEATH.

GUNNAR

Keep it - You appreciate a good blade.

CHRISTMAS nods and moves away. GUNNAR'S head slumps into his hands.

36 EXT. LACY'S HOME - NIGHT

CHRISTMAS arrives on a DUCATI MOTORCYCLE. He removes a bottle of CHAMPAGNE from inside his jacket, but pauses when he sees a tricked out RANGE ROVER in the driveway and starts up the stairs.

36A EXT. LACY'S HOME - NIGHT

CHRISTMAS moves up the steps to the porch, flicks a familiar WIND CHIME, then tries to open the SCREEN DOOR. It's locked. He rings the bell, and the outline of a woman appears on the other side of a frosted glass door.

LACY

Who is it?

CHRISTMAS

'...Someday you'll find a man who will be happy just to watch you sleep.'

There's an unsettling pause on the other side of the door.

LACY

Lee?

CHRISTMAS

Yeah. Who else? *

The frosted door opens a crack and LACY appears. She's in her early 30's. She's a good soul, attractive in a very natural way. She unlocks the SCREEN DOOR.

LACY

(low)

I didn't know you were back.

CHRISTMAS

Just arrived - Who's truck's that? *

LACY

(awkwardly)

...A neighbor's. They asked if they could park there. *

He goes to gently kiss her, and she slightly averts her lips.

LACY
(anxiously)
I wish you would've called.

CHRISTMAS
(smiles)
Yeah, I've never been a good
caller.

LACY
I haven't heard from you in over a
month.

CHRISTMAS
(awkward)
Really? Won't happen again.

LACY nods 'yes.'

CHRISTMAS
Look what I found.

He holds up the CHAMPAGNE.

CHRISTMAS
(jokingly) *
Rose flavored - *
(smiles) *
It's a nice porch, but I'd rather *
be inside.

VOICE (O.S.)
Lace?

CHRISTMAS stiffens and leans into the doorway.

In the background, PAUL, a physically strong, mid 30's, clean-cut MAN steps into view wearing long pants and a white T-shirt. Aggressive jock written all over him.

PAUL
...Everything alright? Who're you?

LACY
(low)
He's a friend.

The word 'friend' sinks Lee's heart.

PAUL
What's up?

He locks eyes with CHRISTMAS. For a man who is a natural fighting machine, the fight seems to drain from his body.

Leaning against the railing, he gently places the BOTTLE OF CHAMPAGNE on the ground...

PAUL
Kinda late - Your name is what? *

CHRISTMAS
(cutting him off)
What's it matter - *

PAUL tenses and starts to drift forward.

PAUL
Got a problem?

LACY
Please, give me a minute.

PAUL
(reluctantly)
Yeah, a minute. *

PAUL reluctantly backs away. LACY steps outside and stands directly behind the crestfallen man.

CHRISTMAS
(to himself)
Friend...

LACY
I'm sorry.

CHRISTMAS
(deflated)
I thought things were good between us. *

LACY
Maybe for you, but not for me - You never really cared about getting into my life or really letting me into yours.

CHRISTMAS
- Sure I did.

LACY
No, not the way people who are serious about each other do - I've known you for over a year - I don't even know what you do for a living.

CHRISTMAS

When I'm here, I'm with you, when
I'm not, I'm thinking about you -
What more do you need?

LACY

When you're here, you're not
really. You don't open up - Tell me
what you're feeling - You're a good
person, you are, but I need to make
a life for myself.

*
*
*
*

PAUL (O.S.)

Lace.

*

He brings a RING BOX from behind his back. LACY deflates. She
feels she's being pulled between emotional force fields.

CHRISTMAS

For you, a ruby from Burma - It's a
good color, but it's hard to see
that in this light.

*
*
*

He drifts toward the open door and the light that streams
out. PAUL is standing way in the background.

PAUL

How 'bout it?

CHRISTMAS

I hate his voice -
(the ring)
Take it - Show it to him.

*
*

PAUL

How 'bout it, Lace?

*

LACY

I should go -

*
*

CHRISTMAS' jaws clench as he struggles to maintain his
composure.

LACY

Go - I don't wanna see you get hurt
- Anybody hurt.

PAUL starts to move forward. CHRISTMAS sees PAUL starting to
approach.

CHRISTMAS

Don't let him come out here.
Really. Do not.

LACY
 (facing PAUL)
 Please, just...a second.

She gestures to PAUL with her hands. He reluctantly pauses.

LACY
 ...Lee, I'm sorry.

CHRISTMAS
 Tell him to go - He's no good. *

PAUL
 (still in the background)
 ...You say something?

LACY
 (sadly)
 Why couldn't you be like this
 before?

She meekly retreats and closes the door. With his gut in knots, CHRISTMAS closes the RING BOX and walks from view.

37 CLOSE ON

A TATTOO NEEDLE APPLYING INK TO A SHOULDER. The retro music leaks from a small CD machine.

PULL BACK TO

37A INT. TOOL'S TATTOO PARLOR - NIGHT

BARNEY sits in a CLASSIC OLD SCHOOL TATTOO PARLOR. There are TWO OTHER VACANT STATIONS. He studies the OLD TATTOO PRINTS on the wall and eyes several PHOTOGRAPHS of himself taken a year earlier in Special Forces combat fatigues, standing next to TOOL in some exotic hellhole.

The cavernous sound of an approaching MOTORCYCLE intensifies. As BARNEY turns toward the rumbling, we see the glowing HEADLIGHTS of a HARLEY MOTORCYCLE. The PLAIN LOOKING CHOPPER enters through a METAL DOOR, gliding through dim light. It travels towards BARNEY, finally pausing near a small FREIGHT ELEVATOR. Stepping off the bike is TOOL and an attractive FEMALE COMPANION. The room is full of BEAUTIFULLY DESIGNED MOTORCYCLES. *

TOOL'S

body is completely covered in INK IMAGES. He is dressed in LEATHER PANTS, LEATHER VEST while an abundance of SILVER JEWELRY hangs from his wrists. A EXPENDABLE TATTOO is on his FOREARM.

TOOL

'Mr. Machine;' what's shakin'?
Givin' up sleepin'? Say hello to
Apache.

GIRL

Cheyenne -

TOOL

Sorry Darlin,' knew it sounded like
some Reservation.

TOOL gives BARNEY a respectful hug.

TOOL

Welcome back, Brother.

He slips on a pair of RUBBER GLOVES. The GIRL heads towards the FREIGHT ELEVATOR.

TOOL

Cheyenne, fix me up with a martini,
six olives and one of them skinny
Tennessee cigars, if you would -
(to Barney)
Says she loves me.

BARNEY

An' you believe it.

TOOL

Hey, I believed the last fifty.

BARNEY

Ya build all these beautiful bikes
and ride that beast?

*
*
*

TOOL

I'm a confused artist.

*
*

BARNEY

(gesturing to the bikes)
Been too long since we've taken a
run up the coast on 'em. That was
good.

*
*
*
*
*

BARNEY nods and removes his shirt showing extensive TATTOOS especially a RAVEN sitting on a SKULL located in the center of his BACK. TOOL stares down at the TATTOO. The word 'EXPENDABLE' only goes to the letter 'D.'

TOOL
We gonna finally finish this thing? *
Hell, it's taken over ten *
girlfriends.

BARNEY
What?

TOOL
Some chumps use a calendar, I use *
emotional breakups. *

TOOL prepares the INK in a small CUP.

BARNEY
We dropped Gunnar. *

TOOL *
When a dude goes Crankenstein, *
gotta cut 'im loose. *

BARNEY *
He had my back fifty times, we been *
through it, then when he's hurting, *
and when I cut 'im loose, didn't *
feel anythin.' *

TOOL *
Lifestyle gettin' to ya. *

BARNEY *
Yeah, how 'bout fillin' in? *

TOOL *
Man, I've got no 'fillin' in' *
desire since we were layin' in that *
Nigerian mud, you holdin' a shot up *
hand and me leakin' from two holes *
in my lovely chest - Swore right *
then if I'm gonna die, it's gonna *
be for a woman or over a woman or *
by a woman. *

TOOL lowers the TATTOO NEEDLE onto the incomplete *
'EXPENDABLE' name. Just then ANOTHER MOTORCYCLE is heard and *
CHRISTMAS enters through the same door as TOOL guides his *
BIKE near the TATTOO BOOTH. CHRISTMAS enters. *

TOOL

The 'Christmas' man - How ya doin,'
Friend?

CHRISTMAS cuts the ENGINE, but remains strattling his BIKE. *

CHRISTMAS

Good, Tool, very good.

TOOL

How's the Misses?

CHRISTMAS

Yeah, good - Emotional - It's how
they get, isn't it. But, yeah, it's
all good. *

BARNEY senses something's amiss. He gestures to CHRISTMAS,
who just wearily shrugs.

TOOL

(to Barney)

All done, Darkness. *

TOOL rises and gestures toward the RAVEN TATTOO lettering. *

BARNEY *

Whatta ya think?

CHRISTMAS

Still looks like a dark chicken.

TOOL

'The letterin', Sad Eyes. How 'bout
some new ink for you? *

CHRISTMAS

What's 'sad eyes' mean? *

TOOL continues to tattoo BARNEY while adjusting MAGNIFYING
GLASSES he pulls down from his FOREHEAD.

TOOL

So, Knifeman, how 'bout somethin' cheerful across that muscular forehead, like a drawing of Charlotte's Web and then perhaps a shy Charlotte peering out of your ear, capturing all them doubt bugs floatin' around in your mind, preventin' anything obtrusive or abusive coming out of that head of yours - That's what you need, Christmas. More MYSTERY, and a little less CHARACTER, then afterward, we'll go down to the river and have a mint julep, and look at the chickies, or if you prefer, a Frappucino. Make sense?

*

*

CHRISTMAS

(cooly)

If you're retarded, yeah.

*

TOOL rises and removes a LARGE KNIFE and snaps it open.

TOOL

Y'know, I'm feelin' very accurate this evenin,' Knifeman - Ten bucks.

*

*

CHRISTMAS

Nah, maybe later.

TOOL

No big disgrace to lose.

BARNEY

You've lost the last twenty times.

*

*

TOOL

Been settin' him up - Ten bucks, Sadness.

*

*

CHRISTMAS

What's with this 'Sadness' shit?

*

*

BARNEY

(to Christmas)

I'll pay, it's worth it to shut him out.

*

*

Without any enthusiasm, CHRISTMAS snaps open his FOLDING KNIFE. He throws first and hits a target that is HITLER'S FACE. His KNIFE lands just off the side of the EAR.

*

*

*

TOOL
 (mockingly)
 Inspirin', inspirational,
 intimidatin'.

*
 *
 *
 *

With unexpected speed, TOOL heaves his KNIFE that buries
 itself in the center of HITLER'S face.

*
 *

TOOL
 Expect to win, ya win, Brother.

*
 *

CHRISTMAS puts on a brave face, but he is embarrassed.

*

The PHONE rings. TOOL answers as CHRISTMAS hands over a TEN
 DOLLAR BILL.

BARNEY
 Who died?

CHRISTMAS
 Later.

TOOL
 (into phone)
 I'm listening - Alright, later.

He hangs up.

BARNEY
 What?

TOOL
 Three bits - Two on the east coast,
 decent bread - The other, 'To Hell
 and Back,' shit.

CHRISTMAS
 I need some down time.

*

BARNEY
 Make a meeting.

37B EXT. CHURCH - DAY

We see the modest exterior of a non-denominational CHURCH in
 the center of the city. BARNEY'S TRUCK is parked on the side
 of the structure.

CHURCH (V.O.)
 You can call me Mr. Church - It's
 not my real name.

38 INT. - CHURCH - DAY

Sitting in the PEW is a man known only as CHURCH. He is all business. Hard in mind and soul. Fear and subtly is alien to this individual. His eyes belong in the skull of a predator.

CHURCH

But you don't need to know my real name, just like I don't need or want to know your real name.

BARNEY

Then what do you want to know?

CHURCH

That you can deliver. Have you ever heard of Vilena?

BARNEY

No.

CHURCH

A dirt patch of an island in the Gulf. There are certain resources on Vilena - The interests I represent want to invest a large sum of money on this island. Following this?

BARNEY

...Yeah.

CHURCH

(tense)
You look bored.

BARNEY

It's my bone structure.

CHURCH

(removes his sunglasses)
Let's take off our glasses.

BARNEY

Why?

CHURCH

It's more honest - You know what I mean.

CHURCH'S eyes bore into BARNEY'S trying to get a read on where he's coming from.

CHURCH

Much better - The President of the country, General Ruben Garza, overthrew the government and for the past year or so, his death squads have decimated the population - He even had two of our company's soil researchers killed, we're told he was in on the execution.

He hands a PICTURE over from a FOLDER.

BARNEY studies the PHOTO. This one of a tin pot despot of a man, in an over medaled uniform, his eyes hold the hint of madness.

CHURCH

(pushing the drama)

That's Garza. His so-called 'Red Guards' kill unarmed woman and children without thinking twice.

BARNEY

(unaffected)

...Yeah.

CHURCH

You have any children? Mr. Ross?

CHURCH

I relate. *

BARNEY

I got a truck and a seaplane. *

CHURCH

Right - Anyway, the majority of the people go hungry while -

BARNEY

Wait -

CHURCH

Yes?

BARNEY

Let me stop you, what people eat isn't my concern, what they pay is.

CHURCH

No foreplay here.

(tensing)

(MORE)

CHURCH (cont'd)

The people I represent won't do business with a government that could collapse in a few years or one that could become more radical.

CHURCH stares straight into BARNEY'S eyes. He hands over a FOLDER.

*
*

CHURCH

More details - And we have arranged a contact - A well financed mercenary operation could succeed.

*
*
*

BARNEY

You're wasting my time. What d'you want?

CHURCH

(barely holding it together)

I don't like your attitude.

BARNEY

Makes two of us. What do you want?

CHURCH

Garza permanently removed.

BARNEY

Furniture's removed - Be specific.

CHURCH

(hardens)

We want him gone -

BARNEY

- Dead?

CHURCH

Yes, dead. His soldiers dead. His half-assed government, dead. Specific enough?

BARNEY

Yeah.

CHURCH

Well?

BARNEY

How many outfits did you ask before you got around to us?

CHURCH

Why?

BARNEY

Ten? Twenty?

CHURCH

What's it matter?

BARNEY

Must be gettin' desperate.

*

CHURCH

This your way of starting negotiations?

Barney heads back to his truck. Once inside, he takes out a MINIATURE VIDEO CAMERA and withdrawing the MEMORY CHIP, puts it into the PC on the seat beside him. Hitting the play button, he studies the CLOSE-UP FOOTAGE of CHURCH requesting he attack the island of VILENA. Having seen enough, he closes the LAPTOP and the scene goes black.

41 EXT. PRESIDENTIAL PALACE (VILENA) - NIGHT

The PALACE is old and solid, and has a forboding aura. Large LIGHTS shine down from the BARBED WIRED walls that surround this horrible structure.

41A EXT. PRESIDENTIAL POOL BALCONY - NIGHT

GENERAL GARZA, a hefty paranoid, with a volatile personality, stares at a beautiful POOL that lies below him.

RED BERET

General!

41B INT. TUNNELS - NIGHT

GARZA, still in his bathrobe, comes striding through the dimly lit, EERIE TUNNELS, followed by his ELITE GUARDS. On either side in small cave like cells, peasant workers are engaged in unloading WHITE POWDER bricks and placing them in stacks on wooden pallets.

GARZA comes upon more of his guards surrounding a trembling PEASANT WORKER and his exhausted, small, mid-thirties WIFE and 15 YR OLD SON. One of the guards holds a SMALL PLASTIC BAG of the white powder, which he hands to GARZA, who regards it calmly.

The PHOTOGRAPHER snaps off a steady stream of STILL SHOTS. Garza comes face to face with the terror stricken peasant. All dialogue is in SPANISH.

GENERAL GARZA
(calmly in Spanish)
Did you steal from me?

PRISONER
No. Please Excellency. I would never steal from you! Never!

GENERAL GARZA
(in Spanish)
Everything that comes out of the ground is not yours, it's mine. You know that, yes?

PRISONER
I swear on the lives of my children!

GENERAL GARZA
(in Spanish)
I understand, but if I can't see inside of you - How do I know if you're telling the truth?

And then, suddenly....

BOOM!

From out of the darkness comes a bone jarring explosion that causes ALL present to jump out of their skins.

From the shadows emerges an American, JAMES MONROE, a rouge CIA Officer in his 40's. His hair is slicked back, his demeanor calm, but in his eyes the blackness that inspires fear. Backing him up are three lethal looking Americans, Blackwater types. PAINE, and his TWO EX-AMERICAN OPERATIVES. In Monroe's hand, a Desert Eagle, smoke still curling from the barrel.

MONROE
Now you can see 'inside him,' and I see lies.

Garza, looks from the dead man to Monroe, annoyed. MONROE moves off followed by PAINE and the TWO AMERICAN OPERATIVES. The loyal RED BERET GUARDS stare hard at the departing AMERICAN.

MONROE
 (dismissive)
 ...And he wasn't stealing from you,
 he was stealing from us both.

Garza looks after them, rattled, frustrated, has a hard time meeting his own private guard's dour expression.

GUARD
 (in Spanish)
 When you want them gone, General?

GARZA
 (eyeing the body)
 Take care of this.

He moves off.

42 EXT./INT. BARNEY'S 1956 F-100 PICK UP TRUCK - EARLY EVENING
 BARNEY and CHRISTMAS drive through the city.

BARNEY
 What's wrong?

CHRISTMAS
 (low)
 I dunno - I don't like washing my
 laundry in front of people.

BARNEY
 I understand. What happened?

CHRISTMAS
 I had this good thing going.
 (shrugs)
 A good thing, and it turned bad.
 Why do I always mess things up? *

BARNEY
 People change.

CHRISTMAS
 No, it's not her, it's me, I'm
 never there when I should be.

BARNEY
 You're never there because you're
 insecure. *

CHRISTMAS
 Be serious. *

BARNEY
You can't take being rejected.

*

CHRISTMAS
You don't know that.

BARNEY
No, you do.

CHRISTMAS
You know, what I should do - Just
dial back, y'know, be on my own
awhile.

*

*

(lost in thought)
I think a guy who probably gets
along best with women, is a guy who
can get along without 'em.

BARNEY glances at him, feels his angst.

BARNEY
If it makes you feel any better,
I'm insecure too.

*

CHRISTMAS
Really?

BARNEY
No.

CHRISTMAS
(smiles)
You've got a black heart.

BARNEY
Hey, it's her loss.

CHRISTMAS looks out the window thoughtfully.

CHRISTMAS
This new job - It sounds bad.

BARNEY
But the money could be good.

*

CHRISTMAS
Whatever happened to the code we
started out with -

*

*

BARNEY
Which code?

*

*

CHRISTMAS

C'mon, you know, no matter what the money, the target has to deserve it.

*
*
*
*

42A EXT TOOL'S - EARLY EVENING

*

BARNEY pulls the TRUCK to the curb in front of TOOL'S.

BARNEY

Forget code. For cash we remove those hard to get at stains, and the more I see, the more I think both sides usually deserve it.

*
*
*
*
*

CHRISTMAS

(exiting)

I'm not buyin' into that.

*

BARNEY

Stick around.

*

CHRISTMAS closes the door and enters TOOL'S SOCIAL CLUB.

BARNEY picks up the FOLDER that CHURCH gave him, begins to look through the pictures. He comes to a GOOGLE MAP OF AN ISLAND, and it's SEAPORT. He is so deeply in thought he does not hear anything behind him, until...

*

VOICE

Vilena?

*

Barney shuts the folder quickly, turns to...

GUNNAR

Next job?

BARNEY exits the truck.

GUNNAR

(distantly)

They got work there?

*

BARNEY

Shouldn't be here, Gunnar.

GUNNAR

Don't replace me - I'm good.

*

BARNEY

You're sick, can't trust a man like that.

*
*

GUNNAR
 (hard)
 We were friends.

BARNEY
 I was the 'other' guy's friend.

And with a final look of hurt, GUNNAR heads away.

GUNNAR
 (low)
 Be careful.

BARNEY
 Threatenin' me?

GUNNAR
 (shrugs)
 ...No, the 'other' guy.

BARNEY watches as he disappears around the corner.

43 OMITTED

44 INT. TOOL'S METAL SHOP - DUSK

The camera pans down from a large EXPENDABLE LOGO painted on the shop wall.

The large space is crammed with an array of MACHINERY. SECTIONS of SEAPLANE, such as half of it's FUSELAGE, are suspended from the ceiling while several METAL PROPELLERS are fastened to the wall. The area is a perfect blending of the Dark Age meets the Industrial Age. BARNEY is tooling with a large AIRPLANE ENGINE as the other EXPENDABLES CHRISTMAS, HALE CAESAR, YANG and TOLL ROAD lounge around the HEAVY DUTY MACHINERY.

BARNEY
 He said something like the population of this island is around five or six thousand, no more.

YANG
 (to Christmas)
 How many soldiers?

CHRISTMAS
 How would I know?!

BARNEY

Maybe couple a hundred.

*

TOLL ROAD

Wouldn't take much more to control
a place like that and they're most
likely not well trained.

YANG

You don't know that.

TOLL ROAD

(offended)
No, I don't, I surmise.

HALE CAESAR

Sounds on the crazy side.

*

*

HALE CAESAR dips his SPOON into a take out CUP of GUMBO.

*

CHRISTMAS

Maybe it's not as crazy as it
looks.

*

*

HALE CAESAR

No, to a crazy person it wouldn't -
Man, they got a small army, we only
got three and a half men.

*

*

*

(indicating Yang)

*

YANG

(offended)
Go dance some place.

*

*

*

BARNEY

Caesar, don't wind him up.

*

*

YANG

Your food smells bad - Disgusting.

*

HALE CAESAR

Fresh chicken gumbo's disgustin',
but chowin' down rats an' the brain
of a monkey isn't?

*

*

*

CHRISTMAS

He swore off monkey - Too
expensive.

*

(to Yang)

*

*

Hey, if the smell's botherin' you,
then throw it under the table -
somethin' down there will eat it.

YANG
(ignores them)
Not so funny - *
(to Barney) *
I would like a raise.

BARNEY
Why?

YANG
I need more money for my son - I
want to send him to a better school
and buy my wife a new home.

CHRISTMAS
Wait up! When did Ying Yang get a *
'family?' *

YANG
You don't ask before, I don't tell. *
(to Barney) *
I've meditated on this, I want my *
family to be secure. I want to be a *
giver, not a taker. I want a raise *
before we die. *

CHRISTMAS
Nobody's dying.

YANG
It will happen. *

CHRISTMAS
I hate when he takes that crap out *
of his demented brain and tries to *
put it into ours! - Yang, you're *
the 'kick the guy in the head' guy,
not the 'bad karma' guy.

BARNEY
(to Yang)
Family or not, everybody gets equal *
shares. The target in Vilena is a
General Garza, who's regime is
presenting problems. *

CHRISTMAS
What's the problem?

TOLL ROAD *
What's it matter?

CHRISTMAS

(dryly)

I can't ask?

TOLL ROAD

Their problems shouldn't matter *
 'cause we have our own set of *
 problems and either you get rid of *
 them first, or they get rid of you.

BARNEY

See your shrink lately? *

TOLL ROAD

(nods)

This mornin.' *

BARNEY

What you talk about? *

TOLL ROAD

Ah, A.P.D. - Avoidant Personality
 Disorder.

(they all stare) *

TOLL ROAD

Social inhibitions, low self worth, *
 sensitivity to criticism and so on.

YANG

You think too much. *

TOLL ROAD

That's how you get better.

BARNEY

Everybody's got problems, Toll *
 Road. You're an unusual guy, with *
 an unusual job. Problems never go *
 away. *

TOLL ROAD

When you say unusual? Meaning my *
 ear?

CHRISTMAS

Let's focus on the job. *

TOLL ROAD

Just a minute - We all know I wrestled in college, and certain injuries related to that sport, can cause trauma to the ear, such as a clot and if left unattended, the cartilage contracts forming what is known as a 'Cauliflower ear.'

*
*
*
*

HALE CAESAR

Movin' on, Toll Road.

*

TOLL ROAD

Not yet - I had this good friend, my roommate, who would bring up my 'ear configuration' all the time at parties, special events, name it. But I didn't mind 'cause my friend and roommate would brag about my unusual ear calling it a 'badge of courage,' so I felt less self conscious hearing these compliments and that pleased me, but that pleasure was short lived -

*
*
*
*
*
*
*
*
*
*

BARNEY

- Where's this goin', Toll Road?

*

CHRISTMAS

- Into a pit of madness -

*

TOLL ROAD

I listen to you birds - You listen to me - One mornin,' before spring break, I overheard my roommate on the phone, makin' comments about my quote 'queer ear, 'meat biscuit,' 'face bubble,' an' so on, meanin' I'd become a gag piece simply because I looked 'different.' So to educate my roommate on common decency that should be afforded to anyone who appears 'different,' I smashed the right side of his head several times until he had a permanent cluster of cauliflower of his own.

*
*
*
*
*
*
*
*
*
*
*

EVERYONE stares in stunned silence as they all look at TOLL ROAD.

BARNEY

(sighs)

Nie bit of history - Anyway, me an'
Christmas will be headin' to Vilena
to see what's what an' if a
workable strategy is possible.

*
*
*
*

All the men nod.

YANG

How much it pay?

BARNEY flips open his phone.

CHRISTMAS

He's gonna find that out right now.

44A OMITTED

*

44B INT. DARK SEDAN

*

We see CHURCH in the rear. TWO OTHER AGENTS ride up front.

*

CHURCH

Speak.

*

BARNEY

We're going to Vilena - Let's
settle on a price up front.

*
*

CHURCH

Shoot.

*
*

BARNEY

Five million.

*
*

The OTHER EXPENDABLES almost swallow their tongues.
They exchange surprised expressions.

CHURCH

Get serious.

*

BARNEY

Get five.

*

CHURCH

Math isn't your strong suit,
Barney.

*
*

BARNEY

No.

*

CHURCH

Two.

44C TOOL'S MACHINE SHOP

Cut back to BARNEY and company.

BARNEY

Transfer half into an offshore
account, I'll give you the number
later.

CHURCH

You got square balls.

BARNEY

Haven't checked lately.

CHURCH hangs up.

BARNEY faces his MEN who smile broadly.

HALE CAESAR

Damn.

BARNEY

(to Christmas)

...Let's travel.

45 OMITTED

49 VARIETY OF SHOTS SHOWING THE POLITICAL AND ECONOMIC CLIMATE
OF THE ISLAND OF VILENA.

50 In the background are Vilena's formative mountains that are
lush with dense foliage.

A large GRUMMAN UF-26 ALBATROSS SEAPLANE swoops into view.
OCEAN SPRAY arcs beside the plane's large PONTOONS as it
powers down.

BARNEY (O.S.)

I hate this hat.

CHRISTMAS (O.S.)

...Then take it off.

51 EXT. CUSTOMS OFFICE

A near dilapidated CUSTOM'S OFFICE comes into view as
BARNEY'S SEAPLANE rumbles into view. He cuts the engines.

52 INT. SEAPLANE

BARNEY adjusts the controls, as CHRISTMAS eyes the bleak surroundings.

CHRISTMAS

...Now I know where to retire.

53 INT. CUSTOMS OFFICE - DAY

BARNEY and CHRISTMAS stand in front of a sunken-eyed CUSTOMS AGENT. On the wall is a LARGE PHOTO of GENERAL GARZA. Nearby, TWO RAWBONED SOLDIERS lounge in a pair of worn CHAIRS. A CEILING FAN overhead is barely spinning at two revolutions per minute.

An UNSHAVEN CUSTOMS AGENT eyes the CLOSE-UP of the men's PASSPORTS.

CHRISTMAS

How are you? You speak English?

The AGENT nods smugly and looks at the SOLDIERS then looks out the window.

AGENT

Big plane.

BARNEY

We transport a lot of injured animals.

AGENT

(heavy accent)

Why you here?

BARNEY hands over a BUSINESS CARD.

CHRISTMAS

We're on assignment. We're photographing exotic birds and such.

BARNEY

We're Ornithologists.

The agent doesn't quite understand.

CHRISTMAS holds up a NATURE MAGAZINE with EXOTIC BIRDS on the cover. BARNEY hands over his credentials.

AGENT

Birdmen?

CHRISTMAS
You could call it that.

AGENT
(tauntingly)
...Are you nervous?

CHRISTMAS
(smiles)
Nervous? Why?

AGENT
You just look nervous.

CHRISTMAS
(to Barney)
Do I look nervous?

BARNEY
(smiles)
No, just a little stressed.

CHRISTMAS
Long flight.

BARNEY
Yeah.

The AGENT finishes toying with them, then stamps their passports.

BARNEY
Thanks.

AGENT
(handing back the
passports)
Good luck Birdman, there's not many
birds here.

CHRISTMAS
No?

AGENT
No, we eat most of them.

The AGENT winks at the GUARDS as if he's proud of taunting the Americans.

BARNEY and CHRISTMAS move off. THE ACTION TURNS TO SKIP FRAME as a security camera hidden in the clock overhead takes their pictures.

53A OMITTED

53B OMITTED

53C-53J OMITTED

54 EXT. CITY - DAY

BARNEY and CHRISTMAS wander the streets of the main city.

Loud HONKING draws their attention. TWO MILITARY JEEPS followed by an open back MILITARY TRUCK crammed with 20 HARD-CORE SOLDIERS rumble along the narrow main street. These SOLDIERS wear the DARK RED BERETS signifying that they are part of GARZA'S BRUTAL ELITE TROOPS.

The country's new FLAG (an image of GENERAL GARZA) flies from the corners of the hoods of all the vehicles. Though slightly obscured, we see BARNEY and CHRISTMAS pass into view.

The depressed, intimidated LOCALS listlessly move aside as the CONVOY approaches.

THE TWO ARMY JEEPS begin blasting their horns. People move aside.

BARNEY and CHRISTMAS observe FOUR AMERICAN OPERATIVES, dressed in khaki as they pass into view in the LEAD JEEP.

They then observe the SECOND JEEP in which PAINE is driving, and riding shotgun is MONROE with his slicked back hair and a pair of aviator glasses, who exudes power, and menace.

BARNEY and CHRISTMAS eye the men as they pass directly in front of their observation point. Christmas starts filming them with a converted still camera.

BARNEY

Got 'em?

CHRISTMAS

No, I'm on vacation.

64A EXT. STREET - DAY

An OLD MAN struggles to push a RICKETY CART full of junk out of the way. He passes in front of the TROOP TRUCK. HORNS blare. The OLD MAN stands petrified. This disrespect is not tolerated.

The TROOPS leap from the LEAD JEEP and berate the OLD MAN.

PAINE steps from the jeep. He is wearing a conspicuous SHOULDER HOLSTER. In his thick hand is an equally thick, short, BLACK CLUB attached to a LEATHER STRAP.

PAINE motions to the SOLDIERS who commence to shoving people aside, then SMASHING the OLD MAN'S cart. MONROE coolly looks on.

SOLDIERS RE-BOARD the TRANSPORT TRUCK. The LOCALS share in the man's pain, but are terrified to show any outward emotion. PAINE starts to climb back in his JEEP.

An OLDER WOMAN suddenly starts to yell curses at the TROOP TRUCK. The SOLDIERS rush forward and commence to roughing her up. SERGEANT OF THE GUARD grabs her and flings her against the wall, curses her nose to nose. MONROE gestures to PAINE.

PAINE
(in Spanish)
Let's go!

The SOLDIERS load up and they are gone. BARNEY and CHRISTMAS also move out.

64AA EXT. STEEP ALLEYWAY - DAY

BARNEY and CHRISTMAS ascend the inclined cobblestone alley and pause before a RUNDOWN CANTINA. BARNEY checks the address, then proceeds to enter.

64B INT. CANTINA - DAY

The impoverished establishment is furnished solely with two small hand hewn tables and a makeshift 'bar' fashioned crudely from bits of LUMBER and recycled corrugated STEEL PANELS. An OLD WOMAN BARTENDER sits idly on a stool.

CHRISTMAS and BARNEY enter the dismal CANTINA, and scan the empty room. BARNEY checks his WATCH as they move to the bar.

CHRISTMAS
They're late.

The OLD LADY asks if they want a drink.

CHRISTMAS
No, gracias -

CHRISTMAS looks down at a half full BOWL of NUTS. A ROACH scampers out.

CHRISTMAS

One of the nuts just walked away -
Where's the contact?

BARNEY

I hate hats -

CHRISTMAS

Take it off -

BARNEY irritably tosses his HAT to the table.

At this very moment we see a SINGLE INDIVIDUAL enter the cantina. Because of the near non-existent interior light, coupled by the glare from outside, it is hard to make out the stranger's features.

CHRISTMAS

(removing the hat)
That's the contact?

BARNEY

Could be.

CHRISTMAS

Too bad she's so homely.

BARNEY

Stay focused.

Stepping forward is SANDRA (20's.) She's very attractive in a natural way. Her dark intense eyes fix on the TWO AMERICANS. BARNEY is taken by her profound physical presence.

SANDRA warily approaches, visibly nervous.

SANDRA

(latin accent)
I am Sandra - What are your names?

CHRISTMAS

...Buddha and Pest.

SANDRA

Follow me, please.

And without another word, she heads for the rear door of the cantina.

BARNEY

'Buddha and Pest...'

CHRISTMAS

Relax.

Barney says nothing, gives Christmas a look like what the hell.

64C EXT. GARZA'S PALACE

WIDE SHOT of the COMPOUND.

64D INT. GARZA'S CHAMBERS

Extreme CLOSE UP of a smear of COLOR being spread across WHITE CANVAS. GARZA sits at an EASEL near the balcony painting a PORTRAIT OF HIMSELF. The image is disturbing and the majority of his face is a void as if to indicate his soul is hollow.

The DOOR opens and MONROE enters followed by PAINE. THREE loyal RED BERET GUARDS glare at them.

MONROE
Morning, General.
(dryly)
Let's take a ride.

GARZA
When I finish.

MONROE
That'd be now.

MONROE exits.

PAINE
(to staring guards)
...See something.

With thinly concealed disdain, the GUARDS turn away as PAINE also exits. GARZA can not match the gaze of his frustrated SOLDIERS as he passes.

65 EXT. SANDRA'S PICK UP TRUCK - DAY

Dust kicks up from the partially paved road as SANDRA drives her terribly rundown mini PICKUP TRUCK towards the outskirts of town.

On the visor are SIX SMALL SKILLFULLY SKETCHED PORTRAITS of local women. One in particular stands out. A WOMAN'S WINGED PORTRAIT.

SANDRA
How long you stay?

BARNEY
One day.

SANDRA
Come and go, just like all the rest.

*
*

SANDRA sees BARNEY eyeing her ARTWORK.

BARNEY
...You do these?

SANDRA
Yes - Take one - a gift.

BARNEY
I don't take free gifts - How much do you want?

*
*

SANDRA
Nothin'. Takin' money for somethin's not a gift.

*
*

SANDRA pulls it down and hands it to him.

SANDRA
Takin' nothin' for somethin' is -

*

Reluctantly, Barney takes the WINGED WOMAN'S HEAD from SANDRA and puts it in his pocket.

66 INT. SANDRA'S PICK UP TRUCK - DAY

SANDRA drives while BARNEY sits in the middle and CHRISTMAS rides shotgun.

SANDRA
So what're you doing here?

*

CHRISTMAS
Studying birds.

SANDRA
Really?

CHRISTMAS

Yeah, studying birds that know how to survive, they sense when things are gonna change and just fly away.

*
*
*

BARNEY glances at him like he's lost his mind.

*

BARNEY

So how close can you get to the palace?

*

SANDRA

Why?

BARNEY

To see the view.

SANDRA

There's no view.

BARNEY

Like to see it anyway.

66A EXT. EMPTY FIELD - DAY

Monroe stares at an unplanted field, with peasants lazily turning the soil. His mood is black. He turns to Garza. Who is uncomfortable. Paine, and OPERATIVE #2 AND #3 stand off to the side, eyeing several of Garza's Red Berets.

MONROE

Where's the growth? Where's the manpower?

GARZA

People are getting weak.

MONROE

Do you know how long it takes a coca plant to produce? Two months "ago!" We're eight weeks behind schedule. Kick your peasants' asses, I need my product!

GARZA

When you talk this way to me in front of my men - It's not good.

MONROE closes to within inches of GARZA'S face.

MONROE

(quietly)

You're right, it's embarrassing -
Listen closely - I am the life
line. I am the coordinator of all
this confusion. I'm making you
rich. Through my network, my
contacts, and being wealthy is very
good because it allows people to be
the real 'ass wipes' nature
intended them to be - No more
faking it, but if you want me gone,
shoot me, if you want ongoing
wealth, grow thicker skin and get
me my product.

The fire in Monroe's eyes burns into Garza.

GARZA

(hard)

This is not worth the money.

MONROE smiles, backs off.

MONROE

Sure it is.

He stalks off, with his men following. Garza takes a deep
breath, tries to regain his composure.

67

OUTSKIRTS OF TOWN - DAY

BARNEY, CHRISTMAS and SANDRA ride in SANDRA'S MINI-PICKUP
TRUCK. They rock uncomfortably down a pot-holed road. The
extreme poverty affects BARNEY.

A group of SOLDIERS in RED BERETS have pinned several YOUNG
MEN against a wall. They are being roughly interrogated, then
shoved into MILITARY TRUCKS.

CHRISTMAS

It like this all the time?

BARNEY looks out the window as their VEHICLE passes filthy,
bare footed CHILDREN carrying BUCKETS of brackish water and
joyless adults clad in near thread bare RAGS slump against
crumbling HOUSE/SHACKS.

SANDRA

(dryly)

Yes, all the time. This place, this
place you see now - was a beautiful
place.

*

(MORE)

SANDRA (cont'd)

Then one day, they came with money
and General Garza sells his soul,
now you have a dying place.

CHRISTMAS

You said 'came with money.' Who?

SANDRA

Some Americans - That's all I know -
But all this will change back.

BARNEY

You believe that? *

SANDRA

Yes, and the best day of our lives
will be the one when we can say our
lives are going to be our own
again. *

CHRISTMAS *

Nice thought. *

BARNEY studies her committed expression.

BARNEY

You have family?

SANDRA

My mother died long ago - My father
- He died too - You have family?

CHRISTMAS

He has a truck an' a seaplane.

BARNEY

If I were you I'd think about
leavin'.

SANDRA

Why? It's my country.

BARNEY

Look around.

SANDRA

I don't understand.

BARNEY

You said it was dyin'. *

SANDRA

But it's not dead!

SANDRA'S mood darkens.

CHRISTMAS

(to Barney)

Gettin' kinda bleak.

(to Sandra)

Sometimes trying to be helpful,
comes out wrong. Sandra, I was
wonderin' about somethin' from,
say, a female point of view.

*

*

SANDRA does not understand.

BARNEY

What're you doing?

CHRISTMAS

Conversing - Look it up.

BARNEY

Be focused.

*

CHRISTMAS

Be flexible.

*

(to Sandra)

Outta curiosity, ever have a person
you, ah, say liked, or more, ask
you to like get lost?

*

*

*

SANDRA

Get lost?

*

CHRISTMAS

Y'know, go away, leave, not be with
'em anymore.

*

*

BARNEY

Focus.

CHRISTMAS

Chill -

(to Sandra)

Did it make you feel bad about
yourself?

*

*

SANDRA

Bad...Yes.

*

BARNEY shakes his head.

CHRISTMAS

But we're not bad people -

BARNEY
A little dignity. *

CHRISTMAS
Please - *
(to Sandra)
Makes you wonder, is it us or them *
who's messed up? I mean could a bad *
person ever say something like: *
'Tienes que encontrar un hombre que
siempre se quedara despierto solo
para verte dormir.'

SANDRA
(touched) *
That's nice.

BARNEY
What'd Little Boy Blue say? *

SANDRA
'Someday I will find a man who will
be happy just to watch me sleep.'

BARNEY
Hopeless.

CHRISTMAS
Hopeless? 'Cause I'm trying to *
connect with people' - Try it *
sometime - I mean, why the hell are *
we in this world anyway! Look who *
I'm talkin' to. *
(to Sandra)
We close? *

SANDRA
It's just over there.

CHRISTMAS
Pull over, please.

SANDRA pulls over and CHRISTMAS steps out.

SANDRA
Anything wrong?

CHRISTMAS
Nothin', we just like to look at
the view from different angles.
(he leans in to Barney)
You have a black heart.

He moves off.

BARNEY

Cry baby.

*

CHRISTMAS turns and angrily throws his hat then moves off.

BARNEY

Let's keep going.

68 OMITTED

69 EXT. OUTSKIRTS - DUSK

BARNEY and SANDRA stand beside a BERM along the barely discernible dirt road.

SANDRA

Why're you looking here?

BARNEY walks off the road and looks at the PALACE in the distance.

SANDRA is extremely uncomfortable.

SANDRA

Who're you really?

BARNEY

Birdwatcher.

SANDRA

I know you're not what you say you are.

BARNEY

And who're you?

SANDRA

I told you my name.

BARNEY

You settin' us up?

SANDRA

What does 'settin' up' mean?

BARNEY

You don't look like you belong in this.

SANDRA

A man came here - He asked a friend to show you what you want. He was afraid so he asked me too.

BARNEY
You're not afraid.

SANDRA
Yes...But he said you may help - We
should go.

Suddenly they're alerted by the GROANING ENGINE of a large
MILITARY TRUCK that quickly pulls into view. TEN ANGRY
SOLDIERS wearing RED BERETS pile out.

SANDRA
Oh, God, please don't say anything -
Let me talk.

LEADER
(in Spanish)
What're you doing here? Stay where
you are!

The TEN SOLDIERS surround BARNEY and SANDRA, WEAPONS held
waist high.

LEADER
(in Spanish)
You were told never to come close.

SANDRA
(in Spanish)
Why? You don't own this place.
Should we never leave our house?

The SERGEANT LEADER steps uncomfortably close to SANDRA.

LEADER
(in Spanish)
You know better - You've been
warned. The General's daughter can
be shot.

BARNEY reacts to this.

SANDRA
(in Spanish to the
soldier)
Then do what you want - We are
leaving - We did nothing wrong.

LEADER
And him - Who is he?

She violently shoves a SOLDIER.

Suddenly the LEADER grabs SANDRA by the throat!

LEADER
(in Spanish)
Puta! Traitor!

A RIFLE BUTT is buried into BARNEY'S KIDNEY. The LEADER jams a PISTOL against BARNEY'S TEMPLE.

LEADER
(in Spanish)
Take her to her father!

The LEADER goes to strike SANDRA with his PISTOL, but a KNIFE suddenly buries itself into his CHEST. CHRISTMAS steps from his concealment.

BARNEY
Run!

BARNEY snatches the REVOLVER from the DEAD LEADER.

SANDRA takes off as CHRISTMAS throws another KNIFE through the NECK of SOLDIER #2.

Dropping low, BARNEY blows a hole through SOLDIER #3 and #4.

BARNEY then wheels around hitting SOLDIER #5 directly under the chin then SOLDIER #6 under his chin.

Christmas nails soldier #7.

SANDRA is running for her life as SOLDIER #8 races after her.

Rushing forward, CHRISTMAS whips another KNIFE that buries itself into SOLDIER #9's chest.

The throaty engine of the TRANSPORT TRUCK roars to life as CHRISTMAS races into view.

Without breaking stride CHRISTMAS tears into view and yanks the THROWING KNIFE out of DEAD SOLDIER #9's body, then races through the foliage attempting to intercept the truck.

70

MILITARY TRUCK

The truck's frantic DRIVER yells into a WALKIE TALKIE as SOLDIER #8 attempts to shove Sandra onto the TRUCK, when a KNIFE buries itself into his back.

The DRIVER is still yelling into his WALKIE TALKIE when THREE SHOTS coming from behind CHRISTMAS blows the DRIVER #10 face first into the WINDSHIELD - The SHOOTER is BARNEY.

71 EXT. CITY STREET - DUSK

A bearded LIEUTENANT monitors the truck driver's panicked transmission on his WALKIE-TALKIE, then the shots. Around him are SIX SOLDIERS.

72 EXT./INT. MONROE'S JEEP

PAINE drives, MONROE is riding shotgun, in a foul mood. When his phone rings.

MONROE

What?

75 EXT. SANDRA'S TRUCK - DAY

BARNEY drives the small TRUCK at breakneck speed down the treacherous road.

75A INT. SANDRA'S TRUCK

CHRISTMAS

(to Barney)

We get outta here it's a miracle -
She's going with us?

BARNEY

She better.

*

SANDRA

(frightened)

Going where? How can we leave?

BARNEY

We have a plane.

SANDRA says nothing.

76 EXT. ROAD

PAINE and MONROE speed toward the village.

76A INT. SANDRA'S TRUCK - DAY

SANDRA

Can't leave!

CHRISTMAS

You've don't have a choice.

SANDRA
(loudly)
Yes I do - I won't run ever!

BARNEY
They'll find you in an hour!

SANDRA
Maybe, but I am staying!

BARNEY
There's nothin' here!

SANDRA
Not to you!

BARNEY
(hard)
Stay and you're dead!! - You're
leavin'!

77 EXT. SEAPORT - DAY

The TRUCK speeds towards the SEAPLANE MOORING.

As they approach, the island's CUSTOMS SHACK comes into view.

BARNEY skids the TRUCK nearly into a TREE and cuts the engine.

BARNEY
Fire it up -
(gestures to the customs
shack)
I'll take them.

CHRISTMAS
Give me a thirty second lead!

Pointing to the customs shack. CHRISTMAS grabs a startled SANDRA'S hand.

CHRISTMAS
It'll be alright.

As Barney sprints toward the plane, Christmas anxiously checks the sweeping SECONDS HAND of his watch.

78 STREET

In a JEEP a contingent of Garza's troops barrel wildly down the narrow street nearly slamming into the many poor VENDORS and PEDESTRIANS, who leap from the thundering vehicle's path. One of the soldiers is yelling into a hand held RADIO as the jeep's HORN blares at an oncoming TRUCK that veers violently onto the sidewalk, and crashes into a STOREFRONT.

79 EXT. STREET

Monroe and PAINE and the other men race their JEEP at breakneck speed through the city.

80 EXT. SEAPLANE - DUSK

CHRISTMAS jumps onto the PONTOON and whips open the huge planes' SIDE DOOR. He turns to find Sandra standing still on the dock.

CHRISTMAS

C'mon!

SANDRA balks. CHRISTMAS heaves the MOORING LINES free.

CHRISTMAS

Jump! Get in!!

Hesitantly, SANDRA takes a step forward grabbing his hand, then suddenly she stops.

SANDRA

No - I can't!

CHRISTMAS

Let's go!! What are you doin'?

She starts to pull away.

CHRISTMAS

C'mon, there's no time!

SANDRA

Go! You go! You don't belong here!
I do!! Go! Go!

SANDRA tears her hand from his. Having no choice, CHRISTMAS leaps inside.

81 EXT. LARGE MILITARY JEEP - DUSK

Garza's men continue to dangerously wheel their vehicle wildly through the narrow streets. The PORT now comes into view.

One of the men snatches up the HAND MIC of the Jeep's CB RADIO.

82 INT. CUSTOMS SHACK - DUSK

The TWO SOLDIERS, who had been playing cards, are momentarily startled as the Seaplane's ENGINES roar to life. They don't hear BARNEY entering through the REAR DOOR.

83 EXT. SEAPLANE - DUSK

The sound of the huge ENGINES and thundering PROPS resound throughout the port area.

84 INT. CUSTOMS SHACK - DUSK

The startled SOLDIERS leap to their feet.

In that split second, BARNEY smashes the first SOLDIER with a CHAIR as the SECOND SOLDIER is knocked unconscious by a .45 PISTOL that BARNEY pulls from the small of his back. The CUSTOMS OFFICIAL attempts to flee, but BARNEY fires a SHOT into the back of his leg, dropping the man instantly.

85 INT. SEAPLANE

Wiping the sweat from his eyes, CHRISTMAS anxiously looks for BARNEY.

CHRISTMAS
C'mon, c'mon!

86 EXT. DOCK - DUSK

As the rumbling SEAPLANE powers along the SHORT DOCK, it's whirling PROPS kick up a MASSIVE wall of SPRAY.

87 BARNEY

bursts out of the SHACK, dashes along to the PIER and leaps through the blinding spray landing on the plane's HUGE PONTOONS at the last possible second.

88 INT. SEAPLANE - DUSK

Seeing this, CHRISTMAS jams the throttles and the unbridled horsepower violently shakes the plane's entire structure. Struggling against the hurricane force of the PROP WASH, BARNEY manages to pull himself inside.

89 SANDRA

who is partially hidden behind the corner of a nearby structure, observes this then rushes toward her TRUCK.

90 INT. SEAPLANE

Completely drenched, Christmas swings into the copilot's seat.

BARNEY
Where's the girl?!

CHRISTMAS
Gone! She wouldn't leave! *

Glancing out of the side COCKPIT WINDOW, BARNEY sees the JEEP TRANSPORT with Garza's soldiers roar into view.

BARNEY
Get the memory card?

CHRISTMAS
Yeah -

BARNEY
Why the hell would she wanna stay? *

CHRISTMAS jams the throttle to max power and the ENGINES ROAR like unchained beasts.

BARNEY
...Hell with it.

91 SANDRA

reaches her truck just as the SOLDIERS' JEEP rolls past.

92 JEEP

Skidding to a stop the SOLDIERS pile out and fire wildly.

93 INT. SEAPLANE - DUSK

BARNEY and CHRISTMAS are at the controls.

CHRISTMAS
(to plane)
Come on, baby! Climb!

Still at the controls, Barney manages a glimpse of SANDRA speeding away.

94 DOCK - DUSK

Monroe and his men speed towards the soldiers and slide to a shattering stop. Monroe leaps out then viciously rips a SOLDIER'S RIFLE out of the startled man's hands, and begins FIRING at the rising PLANE.

94A MONROE

Out of AMMO and enraged, he snatches another SOLDIER'S RIFLE and FIRES until the CLIP is empty.

MONROE
Son of a bitch!

95 INT. SEA PLANE

Just when it appears they're out of harm's way, Monroe's bullets rip through the rear of the plane's fuselage.

MORE BULLETS tear into the plane as BARNEY suddenly SNAPS the STEERING WHEEL hard. The old SEA PLANE tilts drastically on it's side.

CHRISTMAS
What the hell you doin'?

*
*

BARNEY
I wanna rip 'em apart.

*

CHRISTMAS
Why?

*
*

BARNEY
'Cause they 'deserve' it.

*
*

CHRISTMAS gets out of his seat.

CHRISTMAS
(automatically)
Fry an' die?

*

BARNEY
Yeah.

CHRISTMAS opens a HATCH under the console leading to the NOSE of the AIRCRAFT.

99 EXT. CLIFFSIDE - DUSK

The MASSIVE SEAPLANE suddenly bursts into view over the towering cliffs.

99A CHRISTMAS

Enters the HATCH. A hundred and twenty mile an hour wind pours in. He flips open a PAIR of GUN PORTS and jacks back the bolts on a pair of AIRCRAFT MACHINE GUNS. His head rises into view and seen through the windshield, gives BARNEY the thumbs up.

100 EXT. DOCK SIDE

The sound of THUNDERING ENGINES startles the SOLDIERS and Monroe and his men, who were in the process of departing.

101 INT. SEAPLANE - DAY

Through the COCKPIT WINDSHIELD, BARNEY sees the SOLDIERS are frozen in confusion. BARNEY gives CHRISTMAS the thumbs up and goes into a steep dive.

CHRISTMAS appears to be riding the most lethal roller coaster ever created as he prepares to open fire with powerful MACHINE GUNS.

101A EXT. DOCK

The stunned SOLDIERS begin to fire at the SEAPLANE when CHRISTMAS cuts loose with a rain of hellfire that literally shreds everything in it's path. Huge shreds of concrete are blasted from the pier and the JEEPS and TROOP TRUCK are torn to pieces.

MONROE and PAINE stare in horror as they realize death is near.

101B INT. SEAPLANE

BARNEY and CHRISTMAS observe the destruction below and still two hundred yards away, BARNEY looks at CHRISTMAS, who gives him a thumbs up through the windshield. BARNEY returns the gesture. BARNEY then turns the HANDLE on the floor beside his seat.

102 EXT. SEAPLANE - DUSK

Having reached it's maximum speed, the SHUTTERING plane swoops towards the damaged dock. A shower of GAS begins to pour from the WING PODS.

103 OMITTED

104 INT. SEAPLANE - DUSK

CHRISTMAS removes a FLARE PISTOL attached to the hatch wall.

105 OMITTED

106 EXT. SEAPLANE - DUSK

The fleeing SOLDIERS freeze when they see a thick whirling YELLOW CLOUD of mist about to descend on them.

107 INT. SEAPLANE - DUSK

Only twenty feet above the dock, CHRISTMAS leans from the HATCH and fires the FLARE GUN at the drenched dock.

108 EXT. DOCK - DUSK

The RED HOT FLARE collides against the OLD CONCRETE STRUCTURE and a mammoth curling FIREBALL erupts with colossal force.

109 SOLDIERS

who have remained on the PIER now leap into the water as the curling wave of destruction envelops everything in it's path. The curling FLAMES sweep over the JEEPS, blowing them sky high. The burning wreckage crashes into the water, nearly crushing SEVERAL SOLDIERS.

110 EXT. SEAPLANE

The PLANE is barely avoiding a catastrophe as the swirling GAS WAVE threatens to reach up to the plane itself.

111 INT. SEAPLANE

Still leaning from the plane's NOSE HATCH, CHRISTMAS' eyes show mounting pain as the FLAMES are curling up to the WINGS and GAS PODS.

Christmas turns and through the windshield, BARNEY sees him urgently gesturing to 'CUT THE GAS,' and 'BANK RIGHT.'

111A INT. SEAPLANE

BARNEY instantly snaps the GAS VALVE shut and, with all his strength, twists the WHEEL to the right.

112 EXT. SEAPLANE - DUSK

The TIDAL GAS WAVE ceases inches from the PLANE, which now ARCS gracefully out to sea.

113 EXT. DESTROYED DOCK - DUSK

With the dock engulfed in FLAMES, Monroe and his men, along with traumatized SOLDIERS, swim wearily to shore.

113A EXT. DOCK

GARZA, in a special MERCEDES followed by a TROOP TRUCK filled with RED BERETS, stares in stunned silence at the SCORCHED DOCK. Rage wells in GARZA'S eyes as he searches for MONROE.

114 INT. SEAPLANE - DUSK

CHRISTMAS returns to the COCKPIT.

CHRISTMAS

That's a rush.

(no response)

Ya alright?

*
*
*

BARNEY barely nods and stares stoically straight ahead.

BARNEY

(low)

Yeah - Good job.

*

115 EXT. SEAPLANE - DUSK

The DRONING ENGINES now slowly fade into a TRANQUIL HUM as the AIRCRAFT glides gracefully into the SUNSET.

CLOSE ON

A skip frame piece of security camera film of Barney and Christmas exiting Vilena customs.

PULL BACK TO

116 INT. MONROE'S OFFICE - NIGHT

In the shadowy office, with only the light of the computer screen and the images of Barney and Christmas playing over and over, Monroe is barely able to contain his rage. The AMERICAN OPERATIVES are present plus TWO NEW RECRUITS that stand in the shadows.

MONROE

Two obvious professionals just arrive, pass through your pathetic security personnel, wreak havoc and get away? I'm so annoyed I can't feel my hands.

116A-B OMITTED

PAINE faces MONROE. GARZA paces in the background.

GARZA

My men that were killed - Do you even think about this?

*
*

MONROE

(low and dry)

What I think about is how your god damn child brought this on! She should've been taken out a long time ago.

*

GARZA

I will never do that.

*

MONROE

You won't have to.

GARZA storms out followed by THREE RED BERETS.

MONROE

I need to know who these men are -
Run through the photo recognition
program.

VOICE

I know 'em. *

MONROE turns to the shadows in the back of the room. Where
GUNNAR steps into the light.

MONROE

Who's he?

PAINÉ

One of the new hires.

MONROE

You know where to find 'em? *

GUNNAR remains silent. MONROE stares unwaveringly into his
eyes.

MONROE

I didn't get that.

GUNNAR remains silent. *

MONROE

You toying with me? Do you or don't
you know where they are? *

GUNNAR

Why? *

MONROE

(Gunnar stares straight
ahead)
Truthfully? To remove them - Where
are they? *

GUNNAR locks eyes with MONROE, registering nothing. MONROE
tempers his emotions and glances at PAINÉ, who steps forward.

PAINÉ

(to Gunnar)
Step over here. *

PAINÉ and GUNNAR move several yards away. PAINÉ turns and
faces GUNNAR, but can still see MONROE clearly in the
background.

PAINÉ

You know why I wanted to hire you?
 'Cause I know you, I've been
 through the shit you've been
 through an' I'm not blind. Your
 eyes tell me you're hurtin,' like
 has your whole life been a waste?
 You want a future that won't be as
 worthless as your past. We all do.

(calmly)

Look at me -

(Gunnar raises his eyes)

You're here 'cause they didn't want
 you - This is your 'family' now,
 this is where you put your loyalty
 now.

*
 *

*
 *

GUNNAR lowers his eyes to the ground pondering the statement
 as PAINÉ nods to MONROE, 'We got him.'

120 INT. TOOL'S - PRE-SUNRISE

CLOSE ON

the COMPUTER SCREEN are a HALF DOZEN assorted PICTURES of
 MONROE and his MEN moving through town, which were taken by
 CHRISTMAS' hidden VIDEO CAMERA.

Barney, Christmas, Hale Caesar, and Toll Road watch Yang
 expertly manipulate fast moving images on all four of his
 computer screens simultaneously. He points from screen to
 screen.

YANG

Taking the footage you shot, I was
 able to isolate this man -

(the footage freezes on
 Monroe riding in the
 jeep)

I ran it through data bases. CIA.
 FBI. Interpol. Old KGB, and got
 this.

The screens light with matching pictures of Monroe.

YANG

His name is James Monroe. CIA
 counter-intel. Field officer. These
 others...

Pictures of PAINE, and the TWO OTHER OPERATIVES come up.

YANG

More of the same - All ex-CIA.

CHRISTMAS sees an IMAGE of one of the other OPERATIVES (Gary Daniels.)

CHRISTMAS

Wait! I know him! Toby Lewis. We
were stationed at Royal Marine
Training Camp in Scotland - He was
always a demented bastard.

*
*
*
*

More pictures come flashing on the screens.

BARNEY

Stop.

Yang hits a key. One screen freezes. A group picture, with Monroe standing next to a man we recognize as...

BARNEY

That's the guy who contacted us -
Calls himself Mr. Church.

YANG

No. His name is...

He hits some keys...

YANG

George Compson. CounterIntel
Operations Manager.

TOLL ROAD

Christ, we're working for the
agency.

*
*
*

HALE CAESAR

Man, I've seen this show before.

*

He points to the MAP on one of the screens showing VILENA.

HALE CAESAR

'Asia,' 'Panama,' 'Afganastan' -
It's about drugs, Brothers, with
big time cash flowin' down the
covert pipeline, financin' all
kinds of punk ass puppets and death
squads like we got goin' on right
here!

*
*
*
*

He angrily slaps the table.

HALE CAESAR

An' sooner or later them good ol'
boys take what's left of that
poison north an' Boom, it's flowin'
through the hood like a God damn
nose bleed. An' don't be lookin' at
me like I'm talkin' "crazy man
conspiracy theory," 'cause I need a
calculator to add up people I've
known who now reside on the wrong
side of the dirt.

*
*
*
*
*
*

CHRISTMAS faces BARNEY. BARNEY is becoming more distant.

CHRISTMAS

This Monroe creep must've went
rogue and took it all after the
agency set it all up - Washington
can't just send in the Army to kill
one of their own - makes for bad
press. So they drop a ton of money
on our motley asses to do their
'wet work.'

*
*
*
*
*
*

TOLL ROAD

Then we're taken out.

*
*

YANG

What do you wanna do?

BARNEY

Let 'em eat each other.

*

HALE CAESAR

Man, when we gonna see money like
that? Never.

*
*

CHRISTMAS

Let's kick it around.

YANG

We vote?

*
*

BARNEY

We don't have the manpower, the
firepower or know the layout. We're
out.

*
*
*

BARNEY heads for the door.

123 INT. SANDRA'S HOUSE - NIGHT

A HALF DOZEN SOLDIERS holding powerful HALOGEN FLASHLIGHTS tear through the house.

124 EXT. SANDRA'S HOUSE - NIGHT

As the SOLDIERS pour out of the dwelling, we see that SANDRA'S NEIGHBORS have been pulled from their homes and are being brutally interrogated by Paine and his men. MONROE and GARZA look on.

GARZA
(in Spanish)
Where is she? Where is the girl?

MONROE
Enjoy the breeze.

GARZA steps forward and stands in front of PAINE and slaps the PEASANT hard. It is more of a show for MONROE'S benefit.

MONROE
(to Paine)
Let it go.

134 EXT. VILENA - DAY

In a WOODED AREA down a slight BERM, a PAIR of SOLDIERS come across SANDRA'S TRUCK, which has been covered in BRANCHES and PALMS.

The TEN WHEEL TROOP TRUCK pulls SANDRA'S TRUCK into clear view as the SQUAD LEADER speaks into the ARMY TRUCK'S CB MICROPHONE.

134A EXT. LACY'S HOUSE (PARKING LOT) - NIGHT

CHRISTMAS pulls up to the CURB. He emotionally eyes LACY'S house.

153B EXT. LACY'S HOUSE - NIGHT

CHRISTMAS knocks on her door.

LACY
...Yes?

No answer.

CHRISTMAS

I wanna talk.

(no reaction)

One more time - C'mon, open the door.

*

She opens the door. Her head held low.

CHRISTMAS

Look, I'm not ready to let this go.

*

CHRISTMAS sense something's wrong. He gently lifts her chin. His expression darkens when he sees her teary eyes and bruised face.

LACY

I'm so sorry.

CHRISTMAS

(hard)

Where is he?

153C EXT. BASKETBALL COURT - NIGHT

The well-lit court is presently occupied by 'Lacy's boyfriend' PAUL, playing three on three with five other big strong men.

Christmas roars up on his motorcycle and LACY gets off the back.

LACY

Please, Lee, it's over - It's not worth it.

CHRISTMAS

Sure it is.

CHRISTMAS drives the BIKE onto the COURT and very slowly drives in a wide circle around the whole dumbfounded team.

PLAYER #1

What the hell's that?

PAUL

Some punk, don't worry about it.

CHRISTMAS continues to circle the MEN.

PAUL

Whatta you want?

*

CHRISTMAS

(calmly)
...Your life.

*
*

The TEAM eyes PAUL, who is beginning to tense up.

CHRISTMAS

...I'm thinkin' about takin' it.

*

PAUL

(putting on a brave face)
Yeah?

*
*

CHRISTMAS

Yeah - But I don't do well in tight spaces, so goin' to prison worries me.

*
*
*

PLAYER #2

Watch it. Maybe he's carryin' something.

PAUL

He's just runnin' his mouth.

*

About thirty feet away, CHRISTMAS parks the BIKE and dismounts.

CHRISTMAS

(unnervingly calm)
You shouldn't have bruised her face.

*
*

PAUL

That's not your business.

*
*

CHRISTMAS

Sure it is - I kinda loved it the way it was.

*
*

PAUL

Then keep the bitch. I'm done with her.

*
*

Without a nanosecond of hesitation, CHRISTMAS charges up to PAUL and starts pounding on him. Instantly he is jumped by the TEAMMATES. Now it's really on. CHRISTMAS switches into full destruct mode and in the matter of a few heartbeats, SIX MEN lay agonizing on the court.

PAUL gets up, faces CHRISTMAS. CHRISTMAS leaps up in the air, executes a perfect reverse spinning wheel kick, which connects with Paul's jaw.

He comes down, places the ball on the prostrated Paul's chest.

And with that he whips out one of his BLADES, buries it in the ball. The ball flattens.

CHRISTMAS

Next time I deflate all of 'em.

153D LACY

Passes nervously along the fence as CHRISTMAS pulls up on his MOTORCYCLE.

CHRISTMAS

Let's go.

*
*

He hands over a SMALL HELMUT and she almost timidly gets on.

CHRISTMAS

Now you know what I do for a livin.'

He roars off into the night.

155 INT. MACHINE SHOP - NIGHT

The door slides open. Barney flips on a light. Suspended from the ceiling by chain pulleys is a plane engine. Barney begins to lower it.

156 EXT. VILENA - COUNTRY SIDE - NIGHT

TEN SOLDIERS have assaulted a FARMER who lies beaten to the ground. Begging for mercy, PAINE has the FARMER'S WIFE by the throat. The GENERAL stands nearby wanting to impose his will.

PAINE

(in Spanish)

Where is this girl 'Sandra?' Again, where?

PAINE puts his GUN to the woman's head. GARZA blurts out.

GARZA

(in English)

I will find her!

(MORE)

GARZA (cont'd)
(in Spanish)
If I ask again, you die!!

The Farmer frantically points up the road.

FARMER
(in Spanish)
She's up there, up there!

PAINÉ lets her go and nods to a SOLDIER who heaves a Molotov cocktail at the FARMHOUSE. GARZA bristles that PAINÉ is giving his TROOPS orders. He storms off into his MERCEDES LIMO.

156A INT. MACHINE SHOP - NIGHT

Various angles of BARNEY toiling away on the plane engine.

156B OMITTED

157 EXT. GARZA'S PALACE - DUSK

An ARMY TRUCK occupied with EIGHT SOLDIERS rumbles through the gates. Monroe, Paine and his men wait. The truck grinds to halt. The rear of the truck opens and a terrified Sandra is tossed out. Paine grabs her by the hair.

MONROE comes forward...GARZA watches from his BALCONY. His hatred for MONROE is mounting.

MONROE
(calmly)
'Sandra', short for Alexandra,
which is Greek for 'defender of
mankind.' Bingo, here you are.
Synergy. If you're not following
that, and you're probably not,
follow this -

Just then a BOTTLE OF WHISKEY smashes to the ground near PAINÉ. Stunned, they glance up at GARZA, who glares at them and his daughter.

GARZA
You should have left!!!

MONROE
I was going to say I've never
believed in hitting women, true,
heavy Christian upbringing, but
hitting men of course.
(MORE)

MONROE (cont'd)

But (points to Paine) this man does not have that moral dilemma, so now here's the question - Why were the Americans here?

SANDRA

(to Garza in Spanish)

Have my father kill me!!

(she angrily pulls free)

If you want me gone, you do it! You kill me! You kill who they want you to! Why not me?!!

GARZA looks at her with dead eyes and backs from view.

Without warning PAINE hauls off and back slaps SANDRA so hard across the face, her knees buckle. She then springs off the ground and attacks PAINE, digging her nails into his unprotected face. PAINE heaves her to the ground.

He drags her off by the hair, into Garza's Palace. As the doors slam shut...

157A INT. MACHINE SHOP - NIGHT

BARNEY cannot concentrate any longer, setting down a WRENCH, he starts to travel through the machinery until he reaches a SLIDING DOOR, and entering continues towards a FAINT LIGHT. He hears the faint sounds of music. Stepping forward, he comes upon TOOL, who is painting on the front of a GUITAR. TOOL sees him in the reflection of a MIRROR.

TOOL

Don't you ever sleep? *

BARNEY

Where's your friend?

TOOL

(pained) *

Another one bites the dust - I was paintin' this for her, which I'm gonna finish, let dry, then smash. *

BARNEY

Wanna be alone? *

TOOL

Not really, no. So what's up?

BARNEY steps forward into the faint light.

BARNEY

There was a woman on that island.

TOOL

(still painting)

Usually are.

*

BARNEY (CONT'D)

She took us around - She was the target's daughter. She had this chance to leave an' didn't.

TOOL

...Got guts.

*

BARNEY

Why can't I get this out of my head?

*

*

TOOL

She stands for somethin,' Darkness. We don't stand for shit, used to, but all that dried up like this paint's gonna.

*

*

*

*

BARNEY

What dried up?

TOOL

The human parts, Bro. Remember that op in Bosnia when we took down them Serb bad boys. After that day of bloodlettin', I'm feeling kinda dead too - my head's in a very black place, Dracula black, so I get this bottle of local fire water, 'Slivowitz' I think it was called an' I'm feelin' no pain when I come to this old wood bridge an' see this woman standing on the rail. I look at her, she looks at me, an' I know she's gonna jump, but I just keep walking till I hear the splash. She's gone. After taking all them lives, here was one I coulda saved, but didn't. And what I realized later was, if I had saved that woman, I might've saved what was left of my soul...

*

*

*

*

*

*

*

*

*

*

*

*

*

BARNEY takes it all in then drifts away.

157B OMITTED

158 EXT. TOOL'S SOCIAL CLUB

We see BARNEY'S BLACK TRUCK pull up.

158B INT. TOOL'S MACHINE SHOP - DAY

BARNEY enters to the others.

CHRISTMAS

What's up?

The doors at the far end open, BARNEY enters, just starts in as he approaches everyone.

BARNEY

I'm going back.

The MEN just stare at him.

BARNEY

Who's in? Who's out?

YANG

What's the plan?

BARNEY

We'll figure a 'plan' out on the way. *

CHRISTMAS

So we'll just 'feel' our way through? *

BARNEY

Trust me or not.

CHRISTMAS

It's not about trust, it's about being smart. *
*

HALE CAESAR

An' about dyin.' Man, we need a 'plan' made with the lights on. *
*

CHRISTMAS

You said it - We don't know the 'layout' - How to get in, how to get out - *
*
*

TOLL ROAD

Dead on arrival. *

BARNEY

I understand, but I gotta go. *

The MEN are dumbfounded as BARNEY starts out. CHRISTMAS rushes up to him and grabs his shoulder.

CHRISTMAS

You're a stupid bastard. If it's about that woman, you don't owe her anything - If you wanna kill yourself, do it here, I'll help you. But don't lay this guilt crap on us, we don't deserve it. *

BARNEY exits.

159 INT. CELL HALLWAY - DAY

SANDRA, fighting it all the way, is dragged down the hallway by PAINE until they come to a cell door. PAINE kicks the cell door open to reveal...

TWO OPERATIVES standing beside a long WOOD TABLE.

SANDRA knows what is about to happen, real terror fills her face. She struggles to get away. PAINE drags her into the room, slams the door.

160 EXT. TOOL'S - DAY

BARNEY enters the cab and fires it up. Suddenly the PASSENGER door swings open and YANG jumps in.

BARNEY

Where're you going?

YANG

With you. *

BARNEY

I don't want you to. *

YANG

No, I do. *

BARNEY throws the TRUCK into gear.

168 EXT. CITY - DAY

A high angle shot of BARNEY'S TRUCK driving along the fringes of the city.

YANG
It's difficult you know.

*

BARNEY
What?

*

YANG
Being me is difficult.

*

BARNEY
Who's that?

*

168A INT. BARNEY'S TRUCK - DAY

BARNEY sits with YANG.

169 EXT. BARNEY'S TRUCK - DAY

As BARNEY'S TRUCK passes through an intersection, we see GUNNAR'S late model BRONCO swing into view.

169A INT. BARNEY'S TRUCK - DAY

YANG
Difficult because I have to work
harder than the rest of them.

*

169B EXT. BARNEY'S TRUCK - DAY

We see GUNNAR'S VEHICLE closing in.

BARNEY
I'm not following.

*

YANG
Difficult because they're taller -
So everything is harder for me -
When I get hurt, the wound is
bigger, why? 'cause I'm smaller.

*

*

169C INT. BARNEY'S TRUCK - DAY

BARNEY and YANG approach an intersection. A nondescript SEDAN casually drifts in front of BARNEY and pauses as the light turns RED.

YANG

When I travel everything is
farther because I'm smaller - My
life is harder than you think.

*

BARNEY

I can't follow this.

*

YANG

(nods)

I would like more money - a raise.

*

BARNEY

To take care of your family, I
know.

YANG

I don't have a family.

BARNEY

What?

YANG

Don't have a family.

*

BARNEY

So why'd you say you did?

*

YANG

Because someday maybe I will. So I
say I do now. Who am I hurting?
The raise is for me.

*

*

169D EXT. BARNEY'S TRUCK - DAY

As they wait for the light to change, GUNNAR slowly cruises
up to within 15 feet.

GUNNAR reaches for a large AUTOMATIC PISTOL that rests on the
passenger seat.

*

YANG

Just think it over.

*

*

170 TRACTOR TRAILER TRUCK

Pulls into the intersection and blocks BARNEY'S TRUCK.

170A BARNEY AND YANG

instantly realize they are boxed in. The NONDESCRIPT SEDAN is
part of the set up.

171 SUV #1

A KILLER rolls down the REAR WINDOW and opens fire when BARNEY cranks the wheel of his TRUCK and slams BROADSIDE into SUV #1. The KILLER'S BULLETS are impaled in the passenger side and driver's side BULLET PROOF WINDOWS.

172 BARNEY

jams his truck into reverse and wheels around into a 180 degree turn. With tires SMOKING like a bat out of hell, BARNEY floors the machine and the chase is on.

172A The SIDE WINDOW of SUV #2 rolls down and an AUTOMATIC RIFLE is fired, splintering the passenger's side window even more.

172B BARNEY and YANG whip around and see SUV #2 and GUNNAR'S BRONCO charging after them.

172C Gunnar whips his BRONCO around traffic, closing in on BARNEY.

172C BARNEY swings his truck beneath an UNDERPASS - They crash through barriers, as BULLETS bounce off of CEMENT PILLARS.

173 After a half dozen near misses, BARNEY and GUNNAR and the other KILLERS then exit the UNDERPASS.

173A BARNEY tears into oncoming traffic. They all weave through a DOZEN oncoming cars.

174 The trailing NONDESCRIPT SEDAN is set up and t-boned into a LARGE DUMP TRUCK. Then YANG removes a MACHINE PISTOL from behind the seat and kicks out the near shredded passenger side window and fires at GUNNAR as BARNEY whips the TRUCK into 180 degree turn. BARNEY straightens out the TRUCK and the chase continues.

175 In the near distance he spots an industrial area. Smoke rises from TONS of smoldering refuse being burned. BARNEY races towards a massive dilapidated FACTORY.

175A BARNEY plows the TRUCK through one of the factory's old large WINDOWS. GUNNAR follows. GLASS SPLINTERS everywhere. BARNEY speeds ahead and whips into 180 degree turn and races toward GUNNAR.

176 BRONCO

GUNNAR floors the BRONCO and charges head on into BARNEY'S path. It looks as if BARNEY is the 'chicken' as he swerves aside.

177 STEEL STRUCTURE

BARNEY'S succeeded luring GUNNAR into the trap by clipping the STEEL SUPPORT BEAM, allowing machinery to crash down in front of GUNNAR, but BARNEY is knocked into semi-consciousness.

GUNNAR'S eyes widen in horror as his BRONCO catapults several feet into the air and lands upside down.

182 BRONCO

The badly damaged vehicle lays on it's side, STEAM pouring from under the hood.

182A BARNEY'S TRUCK

As YANG leans over to BARNEY to pull him upright, GUNSHOTS rip through the silence and BULLETS tear into the TRUCK'S SIDE.

182B GUNNAR

YANG leaves BARNEY and rolls from the TRUCK. BLOODY and badly shaken up, he puts his pain aside and moves forward. *

Suddenly the high caliber PISTOL is KICKED from GUNNAR'S hand by YANG.

YANG commences to ferociously attack GUNNAR. GUNNAR is dazed and staggers against a clump of TREES. YANG goes in for the kill, but GUNNAR rises and strikes YANG with an arching back fist delivered by his MASSIVE ARM. Now it's GUNNAR'S turn to attack.

GUNNAR

kicks YANG with such brute force, YANG is sent flying, and collides in a semi-conscious state. GUNNAR charges after him.

YANG attacks GUNNAR who again dominates with his incredible strength and grabs YANG by the throat in a similar fashion as the first scene.

BARNEY is coming to and reaches under the dash and touches a LATCH and a .45 CALIBER PISTOL drops into view.

YANG cracks GUNNAR across his EYES which frees him up. YANG then zeroes in on his stunned opponent and proceeds to rally back.

Badly weakened by the barrage, GUNNAR'S knees are repeatedly assaulted, but though he tries to ignore the pain, his legs are finally weakened by a ferocious kick that shatters his right knee. YANG, exhausted and bloody studies the man for a moment then moves off. GUNNAR'S hand finds his PISTOL close by and raises the PISTOL.

BARNEY fires and GUNNAR collapses to the ground. YANG stares at his foe.

YANG moves off and passes BARNEY in silence. BARNEY goes to GUNNAR and kneels beside the mortally wounded man.

GUNNAR
Why'd you shoot me? *

BARNEY
You were gonna kill 'im.

GUNNAR
(softly)
No...myself...
(soft revelation)
Am I dyin'?

GUNNAR'S breathing becomes increasingly labored.

BARNEY
Who sent you?

GUNNAR
(barely audible)
What a waste. *

BARNEY
Gunnar, who hired you?

GUNNAR'S eyes slowly shut. He's moments from death.

BARNEY
Tell me - Who? - I'll make it
right. *

GUNNAR
Promise you'll bury me right. *

BARNEY
Yeah. *

GUNNAR'S eyes slightly open and his BLOODY HAND weakly rises and cups BARNEY'S neck and almost gently pulls him forward until his mouth is next to his ear.

183 YANG

Leaning against the DAMAGED SUV watching the final moment between BARNEY and GUNNAR play out.

184 INT. SANDRA'S CELL (WATER BOARDING TORTURE)

SANDRA is pinned to a low WOODEN TABLE by PAINE and another AMERICAN OPERATIVE. SANDRA'S FACE is covered with a RAG as the THIRD OPERATIVE pours water from a DENTED PITCHER down SANDRA'S throat. She gags and struggles like she's being drowned, which she is. Suddenly, GARZA'S THREE SPECIAL RED BERETS charge into the room and violently shove one OPERATIVE aside while the OTHER smashes the WATER PITCHER to the floor. PAINE attempts to draw his PISTOL, but is facing down one of the other RED BERETS' AUTOMATIC RIFLE.

GARZA

You said you would question her -
Not treat her like an animal!

MONROE

You want answers?

GARZA

Not this way -
(to guards)
Take her to a cell.

The GUARDS guide her semi-conscious body forward. She eyes her father, who can't match her gaze.

GARZA

I will question her - You and them
stay away. Do you understand?

*
*

MONROE

Whatever you say.

GARZA exits.

192A EXT. OLD HANGER - DUSK

BARNEY'S TRUCK approaches the dilapidated structure. The nose of the OLD SEAPLANE extends beyond the opening of the HANGER.

INT. SEAPLANE - DUSK

The plane's DOOR swings open and stepping inside, BARNEY sees a sight that stops him cold. TOLL ROAD, HALE CAESAR and CHRISTMAS are waiting inside. YANG drifts in behind BARNEY.

CHRISTMAS

...It's not easy being your friend. *

BARNEY is truly touched. *

HALE CAESAR

Man, we'll die with ya, that's cool, just don't ask us to do it twice. *

BARNEY

Fair enough, I know the layout. *

CHRISTMAS

What? *

BARNEY

(getting behind the wheel)
Tell ya on the way. *

193 EXT. SEAPLANE - NIGHT

The PLANE'S REAR ROARING ENGINES reverberate through the nighttime sky.

194 INT. SEAPLANE - NIGHT

BARNEY is seated in the COCKPIT. He is presently on the PHONE. In the rear of the fuselage are CHRISTMAS, YANG, TOLL ROAD and HALE CAESAR under an ADJUSTABLE LIGHT. They are seen checking their WEAPONS.

BARNEY

...I want the rest of the money wired into the account number I gave you.

195 INT. OFFICIAL DARK SEDAN - NIGHT

CHURCH is seated in the rear. TWO other CIA types are in the FRONT SEAT.

CHURCH

You'll be 'whole' when it's done.

BARNEY
We're turning around.

CHURCH
Why should I trust you? *

BARNEY
Yes or no? *

CHURCH
Alright, it's done, but Barney -
Listen close. *

196 INT. SEAPLANE - NIGHT

BARNEY is seated in the COCKPIT. CHRISTMAS drifts up and enters the CO-PILOT SEAT.

BARNEY
Yeah? *

CHURCH
You embarass me, I'll have the skin
pulled off you losers - Believe
that. *

199 EXT. SEAPLANE - NIGHT

In the moonlight the commanding SEAPLANE glides gracefully above the open sea.

200 INT. SEAPLANE

In the rear compartment, TOLL ROAD and HALE CAESAR sit among the CARGO.

HALE CAESAR has his AA-12 AUTOMATIC SHOTGUN leaned against the wall as he loads the weapon's AMMO DRUM.

HALE CAESAR
The enemy's terrified of noise,
especially shotguns, an' when this
big boy's spittin' out 250 rounds a
minute, you tell me what's
toleratin' that? Zero - Meet my
girlfriend - *

HALE CAESAR pulls out what appears to be a MINIATURE WARHEAD that fits into a SHOTGUN SHELL, which he pridefully displays.

HALE CAESAR
'Omay a Kaboom.'

*

TOLL ROAD
Ya lost me.

HALE CAESAR
When Omay a's primer's struck, she
really gets off an' a miniature
warhead that does arm itself an'
when that event happens, anything
standin' in my lady's way will
become instant red sauce and Jello.

*
*
*
*
*
*

TOLL ROAD
You should meet my doctor.

*

BARNEY and CHRISTMAS are in the COCKPIT, YANG sits behind them.

CHRISTMAS
Gunnar tries to kill you, you shoot
him an' at death's door he gives
you a whole layout.

*
*

BARNEY
As best he could.

CHRISTMAS
I guess we owe the big bastard a
send off.

*
*

YANG
I would've won.

*
*

CHRISTMAS pulls out a BOTTLE OF WHISKEY and takes a slug. He passes it to BARNEY who does likewise. This is a standard chanting ritual before going to battle. He passes it to YANG who drinks. HALE CAESAR begins.

They all chime in.

EVERYONE
Beware, beware, walk with care,
Boomlay, boomlay, boomlay, boom.
We are sinners, yet purer than sin.
We see heaven, we'll never get in.
Boomlay, BOOM.

201A INT. PRESIDENTIAL CHAMBERS - NIGHT

GARZA flips through a stack of PAINTINGS of himself, each one more disturbing. His body blocks the final one from view.

As he steps away, we see the most disturbing painting yet, which has GARZA appearing with blackened features and a violent slash of YELLOW across his face.

202 THERMAL IMAGING POV:

Several hundred yards off shore the island comes into view. Several SOLDIERS' 'heat signatures' are seen via the THERMAL IMAGING SCREEN patrolling around the pier area.

206 OMITTED

207 OMITTED

211 EXT. PRESIDENTIAL PALACE - SAME

MONROE, PAINE and TWO other EX-AMERICAN OPERATIVES step outside. They behold a HUNDRED AND FIFTY SOLDIERS spread out before them.

Standing beneath GARZA'S quarters are THIRTY FIVE RED BERETS with their faces painted in a fearsome design. They are in a SEMI-CIRCLE.

MONROE and PAINE eye one another, as they try to mentally compute the surreal and unnerving sight.

GENERAL GARZA'S outline standing on the balcony. Cigar smoke drifts like a ghost in the dead night air.

211A EXT. PRESIDENTIAL COMPOUND - NIGHT

CLOSE UP of HEAVY WIRE CUTTERS clipping a section of the SECURITY FENCE.

211B OMITTED

211C PALACE SECURITY FENCE - NIGHT

We see FOUR DARK FIGURES dash among the shadow. In the foreground, SOLDIERS are seen milling around the COURTYARD.

212 INT. PALACE (GARZA'S CHAMBERS) - NIGHT

Sipping whiskey, GENERAL GARZA sits behind his desk. He idly touches the BARREL of a MINIATURE CANNON that is a DESK ORNAMENT, as MONROE, PAINE and OPERATIVE #2 and #3 enter. His room is only lit by EXTENSIVE CANDLE LIGHT. Some of the CANDLES are immense, OVER SIX FEET TALL.

PAINE

Downstairs I saw soldiers with painted faces. So is there a reason you've taken men I've broke my ass to train to be serious combat personnel and painted them?

GARZA

They look like warriors!

PAINE

They look like fools!

GARZA

Warriors loyal to me - When does the battle begin?

MONROE

(smiles)

Battle? Everything's under control.

GARZA

From that side of the room, maybe. From this side nothing is under control. I can see you thinkin' 'the General's not thinkin' straight.' Yes, that could be, but it is also you that is not thinkin' right and I can see you want to go and not see me again until the morning. No, stay! I want company - You will watch me paint.

THREE RED BERETS block the exit, they're ready to fight. MONROE glares at GARZA, who stares blankly into his eyes.

213 EXT. PALACE COMPOUND - NIGHT

A RED BERET GUARD carrying an AUTOMATIC WEAPON is patrolling beside the palace.

A BLUR passes in front of the SOLDIER'S face as YANG kicks him in the jaw. The man collapses in an inglorious heap.

Immediately BARNEY and TOLL ROAD drag him away to a dark corner against the palace wall as CHRISTMAS and HALE CAESAR alertly scan the area. Just off to the side is FAINT LIGHT emanating from a GRATE.

HALE CAESAR
...Nice view.

BARNEY
Alright, it's 3:36. We've got 20 minutes to bring this place down - I'll take the cellar.

214 EXT./INT. COURTYARD - NIGHT

The majority of the regular SOLDIERS are in their makeshift TENT BARRACKS located in the FRONT COURTYARD. The painted face RED BERETS still stand guard over the PALACE ENTRANCE.

215 INT. PALACE - NIGHT

A pair of GUARDS are stationed at the end of a long corridor. TOLL ROAD comes into view. His SILHOUETTE is seen dashing across the hallway past the slumping guards...He places another RADIO ACTIVATED CHARGE against a SUPPORT COLUMN, then gracefully disappears.

216 BASEMENT TUNNELS

BARNEY exits a staircase and moves down the dim corridor. Flipping on a MINI LIGHT attached to his assault RIFLE, he eyes the cross section of a bearing wall overhead.

217 GENERAL GARZA'S CHAMBER

With his eyes fixated on the CANVAS, GARZA stares dully straight ahead as MONROE is seated behind GARZA'S desk. As MONROE eyes the PHOTOS of SANDRA, his mind races.

219 CHRISTMAS

On the second floor, he places an EXPLOSIVE in another strategic locale.

220 HALE CAESAR

A pair of GUARDS move down the dim hallway on the third floor.

A FOOT flies out of the doorway knocking one guard cold. HALE CAESAR sweeps the second GUARD off his feet and puts him to sleep with an elbow to the forehead. He places an EXPLOSIVE and splits.

220A EXT. - SECURITY FENCE

With the GUARDS idly pacing overhead, YANG plants a rigged charge against a POST, then moves on to the next post.

221 BARNEY

Moving along the basement tunnels, BARNEY moves further down the corridor. By the glow of his MINI-FLASHLIGHT, he finds another SUPPORT BEAM overhead. His attention is drawn to tightly wrapped WHITE BRICKS. Drawing a knife, he cuts one open and PURE COCAINE pours out.

222 HALL GUARD (HALE CAESAR)

A SOLDIER minds his post. His eyes become alert when he hears movement off to his side. Turning his head in that direction, he peers into the dimly lit distance. Nothing there. Slowly turning his head back, we see HALE CAESAR'S bone chilling presence behind the GUARD. In a flash a python-like FOREARM whips around his throat and they wipe from frame.

222A YANG

plants another charge against the SECURITY FENCE. He reaches in and opens the release TAPS to large GASOLINE STORAGE CONTAINERS. The FLUID begins to flow along the fence.

223 TOLL ROAD

A SOLDIER passes an alcove. TOLL ROAD leaps from view and in a highly original maneuver, breaks him in half.

224 CHRISTMAS

slips down the hallway, approaching GENERAL GARZA'S Chambers as he takes out a SENTRY.

CHRISTMAS drags the body into an ADJOINING ROOM as the LARGE MAN passes. Without hesitation, he places a CHARGE at the base of the wall.

225A YANG

plants a CHARGE near the ENTRY GATES.

226 BARNEY

plants a charge against another portion of the palace's FOUNDATION. Again he sees more massive packaged STACKS of COCAINE. Checking his WATCH, he bolts off with a heightened sense of purpose.

228 HALE CAESAR

is placing a CHARGE just as a GUARD holding a FLASHLIGHT opens the door.

Without so much as a second of hesitation, HALE CAESAR steps out of the darkness and skull butts the GUARD. He crumbles.

228A TOLL ROAD

Climbs onto the PALACE ROOF. It is an eerie sight. Up ahead are TWO SOLDIERS.

228B CHRISTMAS

Climbs onto the PALACE ROOF. From his vantage point he can see TOLL ROAD. He gestures to move ahead.

228C ROOF GUARDS

Are at opposite ends of the wide roof. One turns and is slammed squarely in the center of his face with a STUDDER MUAY THAI knee kick. CHRISTMAS at nearly the same instant renders his man unconscious. He stares over the edge at the SOLDIERS mulling around in the COURTYARD, then places his CHARGE. Likewise TOLL ROAD.

229 BARNEY

glides down the dark stone corridor. He pauses. In the distance, he sees the glow of a CIGARETTE belonging to one of the TWO GUARDS standing in front of SANDRA'S dank cell. They passe from view mumbling in Spanish.

229A SANDRA'S CELL

The GUARDS enter. The LARGER GUARD'S CIGARETTE is glowing in the dim light. They stare down at SANDRA, who is bound to a CHAIR and BLINDFOLDED.

230 GENERAL GARZA'S CHAMBERS - BALCONY

The GENERAL'S eyes are clouded over. PAINE and the TWO OPERATIVES just stare at the unpredictable dictator. He makes the final stroke.

GARZA

...This clears the mind.

GARZA stares at MONROE with a long unnerving pause.

MONROE

...What?

We see the PAINTING as GARZA'S eyes bore into the CANVAS. It is a painting of his daughter rushing past a burning landscape.

GARZA

Do you have puppets at home?

MONROE

What?

GARZA

No - But you think you have one here in front of you - Do you think I'm your puppet?

MONROE

No, that's just in your mind.

GARZA

(rising)

Is it?

MONROE

(loudly)

I want you to calm down!

GARZA

You want!

(to Red Beret in Spanish)

He wants!

MONROE

I'm trying real hard to figure out what's going on in your head.

GARZA

You! - You're in there! I thought maybe the people of Vilena paid these mercenaries to kill me - I thought that! But then I think maybe this is your plan because you can't control me. Then I think that torturing my daughter works for you. I feel it. But she is now loyal to me and you want to kill her to make me suffer. A man can never kill a child, but you can.

MONROE

You're losing your mind!

GARZA

You do not control me anymore!

MONROE

(losing it)

Control you? I own you!

The RED BERETS step forward, holding their WEAPONS at the 'ready.' In the DIM CANDLELIGHT, they present a terrifying vision.

GARZA

(forcefully)

Nobody owns me! No more!! Bring my daughter here! Bring her! She knows who is doing this! Bring her now! Bring her in front of me and I will ask her if she is loyal to you or me! Bring her or I'll kill all of you!!

PAINE looks to MONROE, who's thoroughly exasperated.

MONROE

Get her!!

231 OMITTED

232 CELL GUARDS

One of the sleazy CELL GUARDS touches SANDRA'S hair, sampling the texture. Blindfolded, she recoils and curses.

The OTHER ONE touches her neck then her breasts. She curses and spits in rage. The GUARD enjoys this and kicks her CHAIR over.

GUARD
Too good for us.

The SECOND GUARD draws hard on a CIGARETTE until the ember glows firey RED.

As the GUARD goes to burn SANDRA, we see a bright STEEL BLADE slash through the darkness and the hand holding the red hot CIGARETTE is severed. Still blindfolded, SANDRA'S body convulses when she hears the man's anguished scream. BARNEY then plunges the huge dagger's blade into the other SOLDIER'S chest, then silences the first SOLDIER'S SCREAMS with a neck thrust. Their heavy bodies collapse beside SANDRA, who's screaming hysterically. BARNEY covers her mouth as he whips off her BLINDFOLD.

SANDRA
(hysterical in Spanish)
No! No! Don't hurt me! No more!
Please! No more!

*
*
*

BARNEY
Sandra, it's me! It's me! Nobody
will hurt you.

*
*

SANDRA
(calming)
How are you here?

*
*

BARNEY
(cutting her loose)
Can you move?

BARNEY helps her stand.

SANDRA
Yes.

BARNEY
Let's go.

232A EXT. PALACE COURTYARD

After placing his final CHARGE, YANG checks his WATCH and quickly moves off.

232B OMITTED

232C OMITTED

236 PALACE TUNNELS

BARNEY and SANDRA move down a large tunnel, which is dully lit by several LOW WATT hanging bulbs.

PAINE suddenly explodes from his concealment and slams BARNEY with a forearm across the face. SANDRA screams, BARNEY crumbles. PAINE drops a knee to BARNEY'S midsection. The other TWO OPERATIVES and a huge RED BERET SOLDIER step into view.

OPERATIVE #2 grabs BARNEY in a lethal choke hold, yanking him upright. OPERATIVE #1 strips BARNEY of his WEAPONS including the LONG DAGGER KNIFE, PAINE strikes BARNEY. *

OPERATIVE #1
(gesturing towards Barney
weapons) *
I'm claimin' these weapons when *
we're done. *

SANDRA
(in Spanish)
Please, don't hit him! Please! Take
me, this is not his fight!!

With blood boiling, PAINE grabs SANDRA by the throat and tosses her to the RED BERET.

PAINE
Get her the hell upstairs! Seal the
building!
(to Barney)
I'm breakin' you apart. *

237 RENDEZVOUS POINT (OUTSIDE THE PALACE)

TOLL ROAD, HALE CAESAR, YANG and CHRISTMAS have dropped to one knee. Their anxiety mounting.

YANG
Times up - Where's Barney?

HALE CAESAR
What's the call?

CHRISTMAS

Give it 10 minutes - We can't find
'em, we're going out the same way
we came in.

TOLL ROAD

No way!!

HALE CAESAR

That's what he'd want!!

CHRISTMAS

- Ten minutes!

The MEN bolt off.

238 PAINE

glares into BARNEY'S defiant eyes.

PAINE

Why're you here?

BARNEY

Bird watchin.'

*

PAINE throws an elbow shot that lands with colossal force on
BARNEY'S chest. BARNEY sags.

OPERATIVE #1

That'll leave a mark.

PAINE

Who hired you?

BARNEY

Your boyfriend.

PAINE slams him again. As BARNEY buckles, PAINE motions to
OPERATIVE #1. The BRITISH OPERATIVE steps around PAINE.

OPERATIVE #1

Glad you came back.

*

OPERATIVE #1 unleashes an incredible barrage of kicks that
have BARNEY barely grasping onto consciousness.

OPERATIVE #1

You know without the Kevlar vest,
you're insides are gone.

*

OPERATIVE #1 releases the VELCRO holding on BARNEY'S
PROTECTIVE VEST.

OPERATIVE #1

He wanted you to be conscious.

PAINE

Last time - Give me the right
answer, I'll give you a break.

(holds up his fist)

Don't, I will crush your heart
against your spine and death's a
given. Last time, who sent you?

*
*
*
*

BARNEY

Your hairdresser.

Enraged, PAINE draws back for the killshot, just as YANG drops through the overhead GRATE and brutally sidekicks PAINE to the mid-section. He then kicks the American Operative releasing BARNEY as YANG attacks Operative #1.

CHRISTMAS drops down next, slamming a potent ELBOW into OPERATIVE #3's JAW. TOLL ROAD comes charging out of the darkness and tears into the RED BERET SOLDIERS, who themselves are great fighters. PAINE moves out of the fray.

PAINE turns and is hit by BARNEY, which drives him back slightly and they end up in a dismal, barely lit room. PAINE uses his superior strength to dominate. BARNEY is slammed hard to the brick floor. He goes to pull his short barrelled PISTOL from behind his back. PAINE goes to stomp BARNEY, he rolls and hooks PAINE'S leg. They roll around punches at close quarters. BARNEY is on his feet and rains down a torrent of punches that has PAINE on his heels.

238A TUNNELS

Just as YANG, CHRISTMAS, and TOLL ROAD have subdued their opponents, a SQUAD of TEN BERETS come pouring into the tunnels and open fire, pinning our guys against the wall. Lethal CHUNKS of MORTAR and STONE are ripped from the damp walls.

238B PAINE

In a brutal choke hold, the escalated gunfire draws his attention. Sensing that the battle is getting out of hand, he moves off into the darkness. BARNEY gasps for air, then rises to one knee.

238C CHRISTMAS

is now tucked in a RECESS in the cement wall, firing his NINE MILLIMETER and takes a SLUG in the forearm.

Flushed with confidence, the SOLDIERS move boldly toward their pinned victims.

TOLL ROAD, CHRISTMAS and YANG attempt to return fire, but are being overwhelmed.

Suddenly a thunderous volley rattles every stone in the tunnel as the TEN RED BERETS are blown off their feet from behind. Through the haze we see HALE CAESAR and his smoking AA-12 SUPER SHOTGUN.

HALE CAESAR
Remember this shit at Christmas!

BARNEY steps out of the tunnel looking battered. He goes to retrieve his weapons.

BARNEY
Let's move.

238D OMITTED

238E OMITTED

238F OMITTED

238G TUNNELS

The EXPENDABLES are running through the long, dark CORRIDORS.

238H GARZA'S CHAMBERS

A GUARD enters with SANDRA. She locks eyes with her father, who looks quite ashamed. *

A RED BERET drops a BAG of MONEY in front of MONROE. *

MONROE
(to an operative)
What the hell is he doing?

GARZA
Everything bad that has happened, you bring. Take your money - I see only death with you. Take it all! *

MONROE
I'm not going anywhere.

GARZA
 (brandishing a sword)
 Take it! We are done here!!

*

MONROE
 You can't succeed without me -

GARZA
 Succeed? I am president!!

MONROE
 President!? You're a greaser in a
 hat!

*

Enraged, GARZA raises a SWORD to kill MONROE.

*

SANDRA
 No!!

*

GARZA lowers the SWORD and goes to his daughter. They
 exchange looks that reveal their emotional turmoil.

*

*

GARZA
 (in Spanish)
 You are who I should've been.

241 EXT. COURTYARD - NIGHT

The heavy OAK DOOR swings open onto the PALACE COURTYARD and
 the men pour out into the darkness.

Suddenly they are hit flush with FOUR intense SPOTLIGHTS. TWO
 straight ahead and TWO from above on the PALACE ROOF.

241A GARZA'S CHAMBERS

The glare from the powerful FLOOD LIGHT streams into the
 office. GARZA steps forward and stares out from the BALCONY.
 PAINE enters.

PAINE
 The chopper's ready in five
 minutes.

MONROE
 (to Paine)
 ...We're not the ones leaving!

MONROE snatches up SANDRA.

241B EXT. PALACE COURTYARD - NIGHT

The EXPENDABLES remain immobile as a hundred plus SOLDIERS step out from the darkness behind the huge spotlights. They catch a glimpse of the foreboding painted RED BERET.

242 PALACE BALCONY

GENERAL GARZA savors the visual of his enemies captured below.

GARZA

Drop the weapons or you will be
killed now!!

MONROE steps into view, he grips the back of SANDRA'S NECK. BARNEY and CHRISTMAS see this.

BARNEY

...Shit.

243 BARNEY AND GROUP

scan the area looking for survival options. There are none.

244 GARZA'S BALCONY

GARZA

(ignoring Monroe)

The American invader is out there.

(points to the
mercenaries)

And in here - They come here to
kill this country, to take all this
for themselves!! Forgive me - I am
guilty of being human, of greed -
(looks at Monroe)

For poisonin' our land with drugs,
with death.

MONROE

Stupid bastard -

GARZA

From tonight, fresh air, fresh
water, clean, healthy land, no more
corruption, no more suffering.

(in English)

We will kill this American disease
and start new.

Suddenly GARZA pitches forward from a BULLET in his back. He turns and is hit twice more. GARZA staggers backwards and falls over the railing. The GUARDS go to shoot back, but MONROE and PAINE blow them away in a flash.

SANDRA
No, God! No!

MONROE
(to Paine)
Get the money!

245 EXT. COURTYARD

The SOLDIERS remain frozen at the sight.

245A OMITTED

245B OMITTED

245C EXT. COURTYARD - NIGHT

The RED BERET CONTINGENT now comes to their senses and all open fire on the EXPENDABLES, who are hopelessly pinned down.

HALE CAESAR
Blow the place!!

249 BARNEY'S

fingers unfold. A REMOTE SWITCH is revealed in his palm. He flicks a secondary SWITCH and a TINY RED LIGHT appears.

BARNEY
She's still in there!

CHRISTMAS
We're dyin' here - Blow it!!

EXTREME CLOSE-UP

Barney's thumb is about to press the IGNITION BUTTON.

BARNEY
Cover me!

He then jumps out into the open and ROLLS under a TRUCK as bullets rain down on him.

The EXPENDABLES lay down ground cover. HALE CAESAR'S remarkable WEAPON has the enemy temporarily in retreat. TOLL ROAD takes a shot in the FOREARM.

TOLL ROAD

Shit!

249A BARNEY

In the distance, he sees SANDRA, MONROE and PAINE fleeing. As he prepares to blow the building, MACHINE GUN FIRE kicks up a wall of dirt and gravel that knocks the DETONATOR from his hand temporarily blinding him. A RED BERET has BARNEY in his sights.

249B CHRISTMAS

Seeing this, he jumps from his concealment, blowing the BERET away.

249C BARNEY

Claws his way to the DETONATOR and presses.

250 EXT. PALACE ENTRY

MONROE, SANDRA, PAINE are cleared of the building when the EXPLOSIONS nearly knock them off their feet.

251 PALACE EXPLOSIONS

The PALACE is being blown up in sections. Tons of MORTAR crumble straight down into smoking piles of RUBBLE.

252 PALACE ENTRY

Still dragging SANDRA, MONROE and PAINE move cautiously towards the HELICOPTER.

253 THE EXPENDABLES

rush to a better vantage point and commence to unleash all of their fire power on the ENEMY.

254 EXPLOSIONS

Behind the attacking 'EXPENDABLES,' we see the PALACE being literally dissected by surgical-like detonations. The powerful SEARCHLIGHTS that sit atop the ornate building buckle then pitch forward.

254A YANG

shoots out one of the LIGHTS and the TWO SOLDIERS beside it. The COURTYARD is nearly enveloped in darkness.

255 BARNEY

With his .45 CAL PISTOL he cuts down TWO SOLDIERS as he sprints for cover behind arches along the COURTYARD WALL. TWO OTHER SOLDIERS flank him, but are blasted away by YANG.

255A HELICOPTER

With BLADES whirling, MONROE makes his way toward the machine.

256 TOLL ROAD

aims high along the COURTYARD and picks off a PAIR of SOLDIERS, that are manning a MACHINE GUN. A GRANADE lands at his feet. With cat-like grace, he scoops it up and heaves it at the CHOPPER.

257 CHRISTMAS

Rolls beneath the TROOP TRUCK and fires at a GROUP of SOLDIERS who are using the vehicle for cover. FOUR TROOPS drop to the ground in agony. CHRISTMAS pulls the PIN on a GRENADE and rolls away from the TRUCK, which explodes sky high, landing on TWO fleeing SOLDIERS.

258 OMITTED

259 OMITTED

259A CHOPPER

The GRANADE blows the CHOPPER to pieces.

260 PALACE

The structure continues to implode as the lethal charges continue to erupt, sending tons of DEBRIS straight down into piles of RUBBLE.

261 MONROE

drags SANDRA behind a PILE of SMOLDERING DEBRIS that was once a MILITARY VEHICLE. His eyes search wildly for an escape route.

261A BARNEY

sees SANDRA being pulled away and fights his way in that direction.

262 HALE CAESAR

Starts rythmically blasting the MILITARY VEHICLES, which explode in a fiery ball.

263 YANG

throws a GRENADE at the GAS that flows along the FENCE. It erupts into a wall of hell as he rolls and takes out TWO RED BERETS with his AUTOMATIC RIFLE.

264 MONROE

SANDRA and PAINE recoil from the flames and the EXPLOSIONS continue from OPPOSITE ENDS of the doomed PALACE.

265 SECURITY FENCE

explodes in sections. SEVERAL SOLDIERS drop their WEAPONS and flee.

266 FIVE RED BERETS

are caught in a CROSSFIRE set up by HALE CAESAR and BARNEY, who continues to aggressively pursue SANDRA.

267 GUARD TOWER

C-4 CHARGES blow and the TOWERS crumble.

268 TOLL ROAD

TWO RED BERETS try to flee from the WALL OF FIRE. TOLL ROAD catches them flush, blasting them back into the inferno.

269 SANDRA, MONROE AND PAINE

remain huddled behind SMOLDERING DEBRIS.

PAINE
Keep moving!

270 HALE CAESAR

blasts TWO SOLDIERS, one of which crashes headlong into the FOUNTAIN, then blows up the FOUNTAIN with another blast.

271 RED BERET

catches a perfect angle of HALE CAESAR and shoots. TWO SLUGS bury themselves into the big man's VEST, spilling him to the ground.

HALE CAESAR
God Damn!!!

271A MONROE flees with SANDRA, trying to get one of the few remaining MILITARY VEHICLES.

272 TOLL ROAD

Out of AMMO, he lunges at a fleeing SOLDIER, smashing him to the ground.

273 CHRISTMAS

ducking behind a corner in the COURTYARD WALL, he spins around and catches TWO SOLDIERS by surprise and plugs them both with his .45.

274 GATES

A GROUP of beaten, terrified and cowardly SOLDIERS flee through the damaged GATES.

276 HALE CAESAR

Still down he targets the fuel dump and fires. The dump erupts into a hellacious fireball.

277 CHRISTMAS

THREE SOLDIERS are heading toward the GATE when he jumps out with a .45 in each hand.

277A YANG

Using his amazing kicking ability, coupled with the .45's, in what seems no more than a split second, FOUR SOLDIERS are gone.

278 OMITTED

279 OMITTED

280 BARNEY

A GRENADE explodes nearby. Dropping to one knee, he sees MONROE, PAINE and SANDRA dashing to another location.

281 GARZA'S TOWER

The explosions have run their course, but the TOWER is damaged though still standing. SEVERAL SOLDIERS are pinning down CAESAR. His WOUND is hampering his ability to move quickly.

A SUPER WEAPON commences to blast away at the weakened structure. If it topples properly, it will bury the RED BERETS who have him pinned down.

283 PALACE

The explosive rounds are tearing the base of the building apart.

The PALACE TOWER is beginning to tilt when the AMMO runs out. The dug in SOLDIERS now zero in for the kill. TOLL ROAD dives into view as HALE CAESAR tosses the WEAPON to him and slams in a fresh drum of explosive AMMO.

HALE CAESAR
Finish it.

TOLL ROAD blasts away and the PALACE TOWER collapses in a fury DEBRIS directly on top of the enemy SOLDIERS.

The battle is over. The LAST REMAINING SOLDIERS flee into the night, leaving the remains of the BURNING PALACE far behind.

291 EXT. PALACE - NIGHT

MONROE frantically looks around for an escape route.

MONROE

This way!

MONROE starts to move into the DARK AREA of the surrounding JUNGLE. Flames are at their backs.

292 BARNEY

is in hot pursuit.

293 PALACE WOODS

MONROE, SANDRA and PAINE are looking for an escape route.

BARNEY

Monroe!

They all freeze and turn towards BARNEY who stands twenty yards in front of them. Paine immediately shoots and Barney manages to find safety behind a tree.

294 CHRISTMAS

hears the shots and heads off in that direction.

PAINE fires several more times.

MONROE

(to Paine)

Stop firing!

(to Barney)

Step out or a bullet's goes in her head.

*

MONROE jams a GUN in SANDRA'S temple.

*

MONROE

Don't test me - Step out - Now!

*

BARNEY drops his WEAPON and steps out into the open. Without a moment's hesitation, MONROE open fires, putting a BULLET into BARNEY'S LEFT SHOULDER crumbling him to the ground. SANDRA screams and tries to instinctively go to his aid, but is yanked back by PAINE.

MONROE

You dumb bastard, I woulda paid
double what the agency parasites
paid you to stay away!

*
*
*

BARNEY struggles up to one knee and manages to square off against his adversary.

MONROE

You'd have to be very dumb if you
thought I was gonna surrender to
those parasites. I made all this
work. My brains, my sweat and then
they wanted me out. Why? Because I
saw the big picture? While the
parasites and her father saw life
through a keyhole because they let
emotions cloud judgement - Emotions
are the fucking cancer of
intelligence!

*
*
*
*
*
*
*
*
*
*

BARNEY eyes SANDRA whose eyes glow with anticipation.

MONROE

(losing it)

But we're both mercenaries, we have
no emotions, so why the hell'd you
come after me?!

*
*

BARNEY

I didn't come after you, sick bitch
- I came after her!

*
*

As MONROE jams his PISTOL against SANDRA'S HEAD, a HISSING SOUND is heard. Paine stiffens and wheeling around, shows a regular THROWING KNIFE buried in his back. PAINE fires wildly into the smoke and darkness as CHRISTMAS rushes forward and heaves GUNNAR'S MASSIVE BOWIE KNIFE, which buries itself up to the HILT in PAINE'S thick chest. As MONROE looks on in horror, Sandra swings her elbow into Monroe's side, freeing herself as Barney draws his hidden six shooter from the small of his back, and empties it in Monroe's chest. YANG, TOLL ROAD and HALE CAESAR wearily approach from behind...SANDRA approaches.

CHRISTMAS

We done here?

BARNEY looks at his MEN and nods.

BARNEY
...Looks that way.

SANDRA embraces him and the scene DISSOLVES to sunrise.

294A EXT. PIER - SUNRISE

The SEAPLANE'S PROPS spin to life.

SANDRA stands with BARNEY at the top of the stairs.

BARNEY
(handing over a folded
piece of paper)
The second account number's mine -
Maybe it'll help get things goin.'

SANDRA
No, I can't. You've done so much.

BARNEY
So have you - Gift for a gift -
Take it. *

SANDRA
(very emotional)
Will you come back ever?

BARNEY *
Can't say, but I promise you'll *
always be near me. *

BARNEY smiles and hugs her. She gently kisses his face and he prepares to move away.

SANDRA
(softly)
'Tienes que encontrar un mujer que
siempre se quedara despierto solo
para verte dormir' - Someday you
will find a woman who'll be happy
just to watch you sleep.

He smiles and jogs towards the idling plane. SANDRA starts to turn, but is drawn back as the plane's ENGINES roar to full power. She wipes a tear away as the PLANE glides towards a glorious sunrise that is ascending over the majestic horizon.

295 OMITTED

295A OMITTED

295B EXT. TOOL'S - NIGHT

TOOL is completing tattooing the image of the drawing taken from SANDRA'S TRUCK on the inside of BARNEY'S RIGHT ARM. Music is playing. *

TOOL *

Man, you're stuck with her whether
you like it or not - You cruisin'
that way again? *

BARNEY *

Nah, I went there for the wrong
reason, left for the right ones -
And how can I live without you. *

TOOL *

Sick, but nice. *

TOOL'S GIRLFRIEND, CHEYENNE sits on one of the CHOPPERS strumming her newly painted GUITAR. HALE CAESAR is sitting in the incredible SHOW CAR, smoking a CIGAR while moving to the rhythm of the MUSIC rising from the car's stereo. *

CHRISTMAS and LACY are shooting POOL against TOLL ROAD and YANG, who are not very good. YANG shoots. *

CHRISTMAS *

Why're you guys embarrassin'
yourselves in front of this lady?
It's sad. *

LACY *

Stop pickin' on them. They're
trying. *

YANG strains to reach for a difficult shot causing both his feet to lift off the floor as he stretches across the POOL TABLE. *

CHRISTMAS *

Yang, it's not a bed, one foot on
the floor. *

YANG *

(aiming)
Please close his mouth. *

CHRISTMAS *

Next time bring a ladder, Yang. *

TOLL ROAD
You're windin' up his complex.

CHRISTMAS
(to Yang)
Want me to get you a parachute?

LACY
Please, just ignore him.

YANG
(to Lacy)
Maybe he's mad 'cause you're having
my child.

CHRISTMAS
That hurts.

YANG sinks the ball.

The FRONT DOOR opens and GUNNAR enters. HALE CAESAR sees him first.

CAESAR
(rising)
There's a damn zombie in the house!
Welcome, Brother.

He goes towards him. CHRISTMAS, LACY, YANG and TOLL ROAD cease playing. GUNNAR almost appears shy as he stands near BARNEY and TOOL, who's completed tattooing.

TOOL
Welcome back from the dead, Big
man.

GUNNAR
Yeah, feels good.

CHRISTMAS removes GUNNAR'S LARGE KNIFE from resting on a STOOL near the POOL TABLE and heads towards BARNEY and GUNNAR. TOLL ROAD, que still in hand, steps up. Only YANG hangs back and continues to shoot pool alone.

LACY
Who's that?

CHRISTMAS
Long story.

TOLL ROAD
(to Gunnar)
How ya feelin'?

GUNNAR

Considerin' he coulda killed me,
lucky.

*
*

HALE CAESAR

Luck, hell, his ego's bigger then a
gumbo chef's ass, but he hits what
he wants to hit.

*
*
*

GUNNAR

(to Barney)

Thanks for bringing me back.

BARNEY

Promise is a promise.

TOOL'S GIRLFRIEND drifts next to him.

TOOL

Hey, Darlin,' what's new?

*

CHRISTMAS steps over to GUNNAR. LACY'S at his side.

CHRISTMAS

(handing over Gunnar's
knife)

You might want it back -

GUNNAR

Thanks. Get a chance to use it?

*

CHRISTMAS

Yeah, came in handy, but the
balance is a little off.

(gesturing)

Gunnar, this is my very nice but
very homely girlfriend.

*
*
*
*

LACY

That's sweet.

(to Gunnar)

Nice to meet you.

GUNNAR notices YANG at the POOL TABLE. GUNNAR heads towards
him. TOOL gestures to CHRISTMAS then pulls out his knife.

TOOL

(to Cheyenne)

Y'know Darlin' I'm feelin' terribly
accurate at this moment. Hundred
bucks.

*
*
*
*

CHRISTMAS

(to Cheyenne)

If you want to impress her, buy her
some nice earrings instead.

*
*

TOOL

(opens his knife)

Fear's a terrible thing.

*
*
*

GUNNAR goes to YANG.

*

GUNNAR

...Hey, what can I say?

*

YANG

You weren't yourself.

*

GUNNAR

Yeah, that wasn't me - Sorry.

*

GUNNAR extends his HAND. YANG takes it.

*

YANG

But I would've won.

*

GUNNAR

(smiles)

...Never.

*
*

TOOL and CHRISTMAS square off.

TOOL is still baiting CHRISTMAS.

*

TOOL

(to the group)

Yo, Outcasts, gather 'round 'cause
ya gonna see a grown man cry.

(to Christmas)

A hundred bucks and Kleenex to weep
into.

*
*
*
*
*
*

CHRISTMAS

Talk's cheap.

*

TOOL

(taking aim)

Like my cologne - Darlin', you
never give up, never give in, a boy
versin' a man can never win.

*
*
*
*

TOOL snaps forward and whips his knife with startling speed
and it buries itself near HITLER'S CHEEK.

*
*

CHRISTMAS shrugs as the onlookers emit a variety of 'oohs'
and 'ahs.'

*
*

CHRISTMAS

(to Barney)

That's inspiring.

(to Lacy)

Inspirational.

(to the boys)

Even intimidatin...'

*

CHRISTMAS turns his back away from the target and starts to pace away ever so slowly.

*

CHRISTMAS

(recites)

"There's a dude known only as TOOL,
Crazy, but the epitome of COOL."

*

*

*

295C EXT. STREET

*

CHRISTMAS opens the parlor's door and steps onto the sidewalk.

*

*

CHRISTMAS

(still walking)

"Good with a KNIFE, very bad with a
WIFE,
But braggin' he'll beat me, wow,
Cool Tool has to be a world class
FOOL."

*

*

*

*

*

*

*

Now standing in the middle of the street, CHRISTMAS rapidly whips around, and with incredible accuracy, whips his KNIFE directly into the center of HITLER'S face.

*

*

*

TOOL

(laughs)

Man, losing to a bad poet, that
does hurt.

*

*

*

*

TOOL gives him a hug.

*

The room explodes with a cheer. CHRISTMAS and BARNEY exchange smiles of mutual admiration.

*

Suddenly a very loud hissing sound is heard and a massive BOWIE KNIFE soars across the room, hitting HITLER in the chest with such force, it splits the target completely in half. Stunned, everyone turns and faces GUNNAR, who looks terribly embarrassed.

*

*

GUNNAR

Checkin' the balance.

*

BARNEY

Don't worry about it. We'll take it
out of your pay.

*

At that moment, HALE CAESAR turns up the music and the festive mood kicks in as we dissolve out of TOOL'S and into the street where the camera soars high above TOOL'S building and beyond.

THE END.

296

OMITTED

ALTERNATE ENDING may be:

*

The EXPENDABLES leaving TOOL'S SOCIAL CLUB astride the incredible looking CHOPPERS and fading into the hot night air.

*

*

*