

HENCHMEN

by  
Russell Leigh Sharman  
Owen Egerton  
&  
Chris Mass

Story by  
Russell Leigh Sharman

Draft 4/24/2008

FADE IN:

EXT. BUDDHIST MONASTERY - NIGHT

Snow swirls around a Buddhist monastery clinging to a sheer cliff in the Himalayan mountains. Several HENCHMEN in red jumpsuits patrol the terraces of the monastery.

Title: **Bagmati District, Nepal.**

EXT. MONASTERY ENTRANCE - NIGHT

An old SHERPA approaches the entrance on a yak. Two HENCHMEN, standing guard, seem unconcerned. The Sherpa dismounts, motioning for the guards to approach.

In a flash, the Sherpa KNOCKS the two guards out, and just as smoothly, pulls off his disguise - AGENT SHARP. He is dashing, svelte, vaguely British and all business.

INT. BUDDHIST MONASTERY - NIGHT

The cavernous interior of the monastery is completely modernized. Dozens of HENCHMEN in red jumpsuits SCURRY around industrial catwalks and everywhere hums with hi-tech equipment. The center of the space is dominated by a MASSIVE ROCKET pointed at an opening in the ceiling.

Agent Sharp appears from the shadows, deftly avoiding detection. He crosses to the rocket and begins to unscrew a metal panel at the base of the weapon.

CHAANG (O.S.)  
Agent Aaron Sharp.

Sharp FREEZES. Standing behind him is CHAANG, an elderly villain dressed in the red robe of a Buddhist monk. Sharp turns just as two HENCHMEN take hold of each arm.

SHARP  
Chaang.

CHAANG  
So predictable, really.

SHARP  
I love what you've done with the place. Pity I have to destroy it.

Chaang falls into a laughing fit that lasts a beat too long.

CHAANG

Oh, Agent Sharp. Always the optimist. In a way, I am glad you've come. You, more than anyone here, will appreciate what I'm about to accomplish.

Chaang and Agent Sharp continue to trade barbs, but our attention drifts to a catwalk above them.

SHARP (O.S.)

Destroying the United Nations? What will that give you?

CHAANG (O.S.)

Control, Agent Sharp. World domination. Power.

(beat)

And money.

On the catwalk, two HENCHMEN stand guard in red jumpsuits. One is a bit disheveled, hair longer than regulation, jumpsuit unzipped to his chest. He is not terribly alert, in fact, he's bored. Meet GUY - our hero. Sort of.

GUY

Hey.

The other henchman does not respond.

GUY

Hey. You got any gum? I'm parched.

The other henchman continues to ignore him. Guy studies the monastery architecture.

GUY

You know these retrofit jobs never really get a handle on climate control. No one wants to take the time with the duct work.

(beat)

I'm dying up here. Have you been called for lunch yet? It's been hours. I'd pack an energy bar if this jumpsuit had any pockets.

HENCHMAN #1

Do you mind? I'm trying to concentrate.

GUY

On what?

HENCHMAN #2 (O.S.)

Hey!

Guy turns to see another henchman halfway down the catwalk.

HENCHMAN #2

Would you two keep it down!

GUY

Was I talking to you?

HENCHMAN #2

We've got an agent down there! The place could be crawling with them!

GUY

Take it easy. Besides, when do they ever send more than one?

Guy turns back to Henchman #1, shaking his head.

GUY

Can you believe that guy?

Before he can answer, an EXPLOSION rocks the catwalk. Down below, Agent Sharp has freed himself from his captors and somehow caused the laser cannon to begin to self-destruct.

FEMALE VOICE (O.S.)

Facility self-destruct in five minutes.

HENCHMEN scurry around the facility as the monastery begins to slowly crumble. Guy seems unconcerned.

GUY

I have got to meet the girl who does the voice over for these guys.

Guy turns just as Henchman #1 begins to unload his MAC-10 onto the floor below.

GUY

What are you doing? It's evac time. Look, everybody else is running around in a chaotic manner. It's what we do.

At that moment, Henchman #1 catches a bullet in the chest and FALLS from the catwalk, leaving Guy standing alone.

GUY

(shaking his head)  
Rookie.

EXT. BUDDHIST MONASTERY - NIGHT

Guy LANDS HARD in the snow and begins to slide down the slope as the monastery EXPLODES behind him. He SLAMS into a snow bank as debris rains down around him.

Guy recovers just in time to see Agent Sharp SPEED past on a hi-tech snow mobile - a beautiful Nepalese WOMAN clinging to his waist. Sharp SKIDS to a stop and surveys the destruction.

AGENT SHARP

That's the end of Chaang.

WOMAN

Oh, Aaron.

Sharp and the woman linger over a KISS, then speed off down the mountain. Guy watches them go, then scans the horizon.

GUY

Looks like I'm walking.

INT/EXT. UNKOWN LOCATION - DAY

We're tight on a pair of EYES squinting in focused intensity. As we slowly pull back, instrumental music builds, adding to the sense of impending danger. Behind this mysterious man we see the blurred outlines of a jungle as he straps a headband around his crew cut. Meet MAX - also our hero. Sort of.

We pull back further to see...

INT. MAX'S OFFICE - DAY

We are in a DRAB office. The "jungle" is a poster of a monkey hanging from a branch: **Hang on! Friday's coming!**

Max raises a set of NUMCHUCKS to his face and kisses them as the music abruptly stops.

DJ (O.S.)

Let's keep the jazz flowing. Here's  
Sade with Smooth Operator.

Sade starts singing as Max begins a FURIOUS routine with his weapon. Just as he reaches a fever pitch of low grunts and flying numchucks, there is a knock at the door and PETE, a nervous 15 year-old high school student, pushes in.

PETE

Mr. Simon?

Max loses all concentration and the business end of the numchucks SLAMS into his GROIN.

INT. MAX'S OFFICE - MOMENTS LATER

Max is sitting at his desk across from Pete. A small placard reads "**MAX SIMON - GUIDANCE COUNSELOR**". On Max's desk sits a stack of Agency Entrance Exam review booklets and several self help titles. The most prominent title is **Teaching You to Love You** next to a small bear holding a tiny chalk board that reads, "**Be yourself. Everyone else is taken.**"

PETE

I'm just not sure if I'm really cut out for band...

MAX

Listen Pete, high school, like life, is short. And your dream is like a... ticking time bomb...

PETE

A time bomb?

MAX

...and between you and that time bomb are three highly trained assassins of distraction, despair and doubt.

PETE

Mr. Simon, I don't think...

MAX

(ignoring Pete)

You know you can take the first assassin out using the Swansburg neck break maneuver, and you can floor the second with a solid eye-gouge nose-break combo...

Max freezes. A LOW BEEP sounds. He looks around, suspicious.

MAX

Do you hear that?

PETE

I think it's your watch.

MAX

(looking at his watch)

Oh, crap!

He LEAPS from his chair, an ice pack in one hand and a large WET SPOT on his crotch. Gathering up the exam review booklets, he heads for the door.

MAX

Sorry, Pete. Gotta go.

PETE

Wait. Are you saying I should stay in band?

EXT. AGENCY ENTRANCE - DAY

A large stone sign reads: **The Agency: Department of Worldwide Security**. A smaller, temporary sign planted in the grass reads: **Annual Entrance Exams Today**.

INT. AGENCY CLASSROOM - DAY

Two dozen APPLICANTS, including Max, sit at small school desks pouring over a multiple-choice test.

After a beat, one of the APPLICANTS stands and walks his answer sheet to the PROCTOR at the head of the class. Annoyed and jealous, Max watches him exit.

INT. AGENCY SHOOTING RANGE - DAY

Max and a dozen other APPLICANTS are lined up at a firing range. The others empty their weapons in a ten second span and push a button to bring in their target posters. As the rattle of the shots clears, Max FIRES his first shot.

INT. AGENCY TESTING ROOM - LATER

Max sits at a small table across from two TESTING AGENTS, strapped into a lie detector.

TESTING AGENT #1

All you have to do is lie without setting off the detector.

MAX

Okay. Um. A lie. I can do this.

The detector makes a loud BUZZ. Testing agent #2 marks his sheet. Max starts to sweat.

MAX

Wait, okay. Wait, wait. I can lie.

BUZZ!

MAX

Okay. Here's one. Here's one. I still live with my grandmother.

No buzz.

MAX

And I've never made love to a real woman.

No buzz.

MAX

And I don't flush public toilets. I'm afraid people will hear me.

No buzz.

TESTING AGENT #1

Are these really lies?

MAX

Of course, they are...

BUZZ!

INT. AGENCY FIRING RANGE - DAY

Max takes aim and FIRES his second shot. Other applicants stare, a few are sitting.

MAX

(to himself)

Slow and steady wins the race.

INT. AGENCY CLASSROOM - DAY

The room is half empty now, but Max continues to sweat it out over his test. Two more APPLICANTS turn in their tests.

INT. AGENCY FIRING RANGE - DAY

Max FIRES his final shot. Max smiles arrogantly and presses a button to bring in his target.

MAX

Haste makes waste, my friends.

There is a SINGLE HOLE in the upper right hand corner of the target. Trying to hold his smile, he sends his target back out, hoping no one notices.

INT. AGENCY CLASSROOM - DAY

Max is the only one left in the room. With a satisfied smile he looks over his answer sheet, then rises from the desk. He steps over to the proctor waving the sheet with a big grin.

PROCTOR

Fifth time's the charm, eh?

MAX

So, do you grade on a curve or is it more of a pass/fail?

INT. AGENCY - DAY

We are TIGHT on Max's answer sheet as it is carried by the proctor through several different rooms and into a mechanized grading machine. It pops out the other side where another PROCTOR takes the sheet and clips it to the notes from the testing agents. The papers are put into a folder and we see printed in bold letters: **Easily Influenced; Lacks Leadership; Cracks Under Pressure.**

A red stamp slams down onto the folder's cover: **REJECTED.**

The proctor STACKS Max's folder with the other rejects and seals them all into a cardboard file box. It is wheeled on a hand truck through several more rooms and out through a pair of swinging doors.

EXT. AGENCY LOADING DOCK - DAY

The file box sits on the empty loading dock. A white van rolls up and a GUARD climbs out. Checking that the coast is clear, he grabs the box and TOSSES it into the van.

EXT. ALLEY - NIGHT

The white van sits idle in the darkened alley. A sleek, black van eases into view and parks next to the white one. The guard climbs out of the white van with the file box while two HENCHMEN in gray jumpsuits emerge from the black one. The guard hands it off and gives them a nod. They all quickly return to their vehicles and drive off into the night.

EXT. APARTMENT BUILDING - DAY

Guy, unshaven, dirty and still wearing a tattered red jumpsuit, has just gotten out of a cab that is pulling away.

INT. APARTMENT BUILDING HALLWAY - DAY

Guy KNOCKS at apartment E2. The door opens to the length of the security chain. SUSAN, a striking blonde, peers out.

SUSAN

Guy?

GUY

Hey, Babe. Did you cut your hair?

SUSAN

I haven't heard from you in eighteen months.

GUY

Has it been that long?

SUSAN

Things have changed.

GUY

I know. But I like your hair short.

The blonde shuts the door, rattles the chain and opens the door wide to reveal her rather large PREGNANT belly.

GUY

Wow, you've really let yourself go.

SUSAN

I'm pregnant.

GUY

Pregnant? You mean, I'm gonna be a father?

SUSAN

Do the math, Guy. You've been gone for over a year.

Guy pauses to count on his fingers.

GUY

Okay, we'll get a DNA test just to be sure. We can deal with this. I won't let you raise this baby alone.

SUSAN

I'm married. Happily married.

GUY

Married? What about all my stuff?

SUSAN

You had a pair of jeans, some socks, and a David Lee Roth poster.

GUY

I could use the socks about now.

SUSAN

I'm sorry Guy.

She closes the door. Guy stares in disbelief.

GUY

Man. I did not see that coming.

INT. DINER - DAY

Guy sips coffee sitting opposite FRANK, an overweight union representative wearing a gravy stained T-shirt that reads **H.M. LOCAL 419**.

GUY

Honestly, Frank, you need to get these masterminds to master-their-minds around some sort of contingency plan when things go south. Do you know how hard it is to cross South Asia with no passport? Uzbekistan, Pakistan... I went through more Stans than a hooker at an insurance convention.

Frank, his mouth stuffed with food, shrugs.

FRANK

Hey, the union doesn't run the Ops, we just provide the benefits. Whose got a better dental?

GUY

Yeah, well, you can keep your dental plan. I'm done. No more plots to take over the world. I've got eight years of pension money coming my way and I'm cashing in.

Frank takes a gulp of soda.

FRANK

No can do, buddy.

(off Guy's look)

You didn't read the union by-laws, did you?

GUY

Oh, come on, Frank. I have union rep so I don't have to read.

FRANK

Union rules state that you have to complete ten Ops before you draw. We can't have men jobbing in and out whenever they feel like it.

GUY

How many jobs have I done? It's gotta be more than ten!

Frank wipes ketchup off a file and slides it over to Guy.

FRANK

Nine.

Guy looks through his file.

GUY

Nine?

FRANK

Yeah, you know, I don't think anyone has actually made it that far before. You're like a freak of nature. Guys down at the office thought you should get a plaque.

Frank hands Guy an oversized pen.

FRANK

We got you this instead.

Guy takes the pen from Frank.

GUY

A pen?

FRANK

It's a pocket tazer!

GUY

I don't want a pocket tazer, or a damn plaque. I want my pension.

FRANK

Look, one more job won't kill you.  
Or at least, hopefully it won't.  
And then you'll be sitting pretty.

Frank digs into the stack of files on the seat next to him and comes up with one.

FRANK

I even got you an easy set up. It's a new Op. Guy named Rochefort. He's hiring every yahoo in a jumpsuit. You hang back, stay out of the shit, you'll be over and out in no time. Nice and easy.

Guy leans back, taking it all in.

GUY

Nice and easy, huh?

INT. NANA'S LIVING ROOM - EVENING

Max, holding his REJECTION LETTER, slouches at one end of a plastic covered couch in his grandmother's den. His grandmother, NANA, sits in an easy chair knitting. They are both staring straight ahead at the television - *Matlock*.

NANA

There's always next year.

MAX

(disgusted)  
Next year.

NANA

The most important thing is that you do your very best. Remember, be yourself, everyone else is taken.

While Max petulantly mouths "everyone else is taken," the doorbell RINGS. He HEAVES himself from the couch.

INT/EXT. NANA'S FRONT DOOR - EVENING

Max opens the door to find a SMALL PACKAGE on the doorstep. He looks up and down the quiet New Jersey suburban street and sees no one. He picks up the package, listens to it, sniffs it, shakes it. There is only one word printed on it: **MAX**.

INT. MAX'S ROOM - LATER

Max's room, decked out with POSTERS and BAND TROPHIES, looks the same as when he was fourteen. The contents of the package are spread across his bed: a HARD HAT, a SAFETY VEST with an MTA logo on it, a MAP with some directions, and a DVD.

Max turns the DVD over in his hands, then crosses the room to a TV and DVD player.

As Max settles back onto the bed, the screen blinks and a video fades in: **Henchmen. Saving the world... from itself.** Max raises an eyebrow. The title dissolves into a smiling NARRATOR in a white jumpsuit.

NARRATOR

Hi Max. Sorry about your agency test, we know you're disappointed.

Max looks around a little freaked out.

NARRATOR

But where they see failure, we at the Henchmen World Union see your future.

The Narrator is replaced with scenes of various HENCHMEN guarding various modern facilities smiling at each other and occasionally waving.

NARRATOR

Max, are you ready for adventure? Ready to travel to exotic locations? Ready to change the world? Then maybe you're ready to be a henchmen.

We see henchmen, still smiling and with MACHINE GUNS strapped to their backs, DIGGING a well in central Africa, PLAYING soccer with children in the barrios of Mexico, HELPING a heifer birth a calf on a small Missouri farm.

NARRATOR (O.S.)

In the past, henchmen and the masterminds that employ them have gotten a bad reputation, but the truth is no one is doing more to improve conditions around the globe. Everywhere, henchmen are helpmen.

Max raises the other eyebrow - he's intrigued.

The video cuts to a small, poverty stricken village. A HENCHMAN stands in the middle of an unpaved, litter strewn street. The villagers, slightly annoyed, go about their business. Title: **New Dungbow, Bangladesh.**

HENCHMAN #1

Just 3 years ago, Dungbow was what some would have called a shit hole. But with big machinery and a little ingenuity, we were able to cover that hole up and tap its natural gas reserves while relocating the entire village here.

We pan with HENCHMAN #1 as he takes a few steps to his right, revealing a spotless 7-11 STORE between two shacks.

HENCHMAN #1

Once moved, we contracted convenience stores like this 7-11. Now we get Slurpies 24 hours a day, and we're giving villagers the on-the-job-training they'll need when they sneak into America.

Another HENCHMAN is outside a shanty between two grubby eight-year-old CHILDREN. He has a hand on each of their heads. Title: **Dangret Mountains, Cambodia.**

HENCHMAN #2

Meet Tiffany and Zach. Those are nicknames I gave them. Their real names are really hard to say. When we purchased a textile factory as cover for a cloning laboratory, we learned that these two, along with countless other children, worked long hours in deplorable conditions assembling low quality garments for American consumers.

Another HENCHMAN steps into view with two balloons and hands one to each of the kids. Close-up on their smiling faces.

HENCHMAN #2

Improving the quality of those clothes is something we're committed to.

We see Max on the bed, entranced.

MAX

Aw, balloons.

The video cuts to the interior of a large, modern facility in total chaos - EXPLOSIONS, MACHINE GUN FIRE, SIRENS.

NARRATOR

Of course, there's danger.

A sinister, unattractive man in a suave, secret agent-esq suit is shooting it out. A HENCHMAN with NUMCHUCKS SWINGING, flies through the air and disables the Agent.

NARRATOR

But, there's also romance.

Two HENCHMEN, SHIRTLESS but with machine guns still on their backs, sit in a HOT TUB as six SCANTLY CLAD WOMEN with daiquiris climb in.

NARRATOR

And friendship.

The two henchmen in the hot tub high-five. Freeze-frame.

NARRATOR

Henchmen. Are you ready for the challenge?

The scene dissolves back to the narrator as Max heaves himself from the bed, shaking his head.

MAX

Please, they're the bad guys.

NARRATOR

I know what you're thinking,  
"They're the bad guys."

Max stops, surprised and puzzled.

NARRATOR

But labels just hurt. If we're the  
bad guys, who are the good guys?  
The Agency? Governments?  
(laughing)  
You're not that naive...

Max quickly laughs along, shrugging in agreement.

NARRATOR

World Wars? Taxes? The fake moon  
landing?  
(beat)  
The fact is, without us, there'd be  
no quote-unquote "good guys." We're  
the ying to their yang.

Max is sucked in, forgetting he's talking to a television.

MAX

But you just wreak havoc for piles of money...

NARRATOR

(interrupting)

Sure it seems like we're just wreaking havoc for piles of money, but in fact we only threaten to wreak havoc. Money is beside the point. It's a means to an end. And as Mahatma Gandhi said, "The ends always justify the means."

MAX

He said that?

Max sits on the edge of his bed.

NARRATOR

The world needs a change, Max. As a henchman, you'll be working for proactive men. Men who are actually trying to do something.

(beat)

Besides, as a member of the Henchmen World Union, you'll receive a carry-over pension and be part of one kick-ass dental plan.

Max is nodding but then catches himself.

MAX

Come on Max, snap out of it.

NARRATOR

Think about it, Max. How many times has the Agency rejected you? They think you're too easily influenced, but we know that just means you're open to new ideas.

(manipulative)

Aren't you Max?

Max nods almost imperceptibly.

NARRATOR

We're here to say yes. Yes, to Max Simon. Yes...to your future.

Max can't bring himself to switch off the television. He picks up the hard hat, then looks back at the screen - his moment of truth.

NARRATOR

This DVD will self destruct.

The DVD player starts to HISS and SMOKE. Max scrambles.

MAX

No, no, no...

He frantically presses the eject button but it is too late - the DVD player SPARKS then EXPLODES into a thousand pieces. A chunk SMACKS Max in the forehead and KNOCKS him to the floor.

INT. SUBWAY PLATFORM - NIGHT

Max appears in a hard hat and reflective vest emblazoned with the New York MTA logo. He checks his watch and eyes the handful of PEOPLE that idle on the platform.

Title: **New York, U.S.A.**

At one end of the tracks, a diesel service train chugs into view pulling a flatbed car of MTA SERVICE PERSONNEL. The train clatters to a halt and Max steps on with the other workers. He takes a seat and the train lurches into motion.

INT. SUBWAY TUNNELS - NIGHT

The train winds its way under the city, carrying the dozen or so WORKERS. Max is wedged between two stone-faced MEN.

MAX

So, first time?

The two men sit silently, eyes straight ahead. No response. After a beat, Max shrugs, catches the eye of the MAN across from him and gives him a little wave.

INT. HENCHMAN CONVENTION - NIGHT

The train rolls into a secret, surprisingly large CONVENTION CENTER deep under the city - complete with garish lighting, industrial carpeting and aluminum convention booths. A wide banner proclaims: **HENCHMEN: Saving the World... from itself!**

Max and the rest of the men disembark, leaving their MTA disguises on the train. Max pauses, taking it all in.

Before him are dozens of display booths with banners like "**Henchman Insurance: Your job cost you an arm and a leg, your insurance shouldn't**" and "**The Pocket Grappling Hook: Everyone's a Hero.**" The aisles teem with a motley collection of henchman job seekers, along with an occasional clique of ASIANS in white jumpsuits and bright blue hard hats.

As Max strolls down the aisles, he passes a small group surrounding a gabby SALESMAN.

SALESMAN

Every henchman needs an exit strategy. Sure the boss usually gets the short end of the stick, but what about the handful of you that make it out alive? Are you really living and working to your full potential as a handmaiden to world domination?

The salesman deftly grabs a copy of the book and holds it up for his audience.

SALESMAN

Isn't it time you ask yourselves, "What color is my jumpsuit?"

A few paces further, Max passes a large CROWD of black and Latino henchmen. ARNOLD, a charismatic black spokesman, stands on a small platform regaling his audience. The banner reads: "**The Black and Latino Henchmen Association.**"

ARNOLD

Charlie, you were on that Jamaican job last year, how many brothers were on that job?

CHARLIE

Just me and you.

ARNOLD

Two, in Jamaica! Do you know how conspicuous that was?

INT. INTERVIEW AREA - LATER

The interview area is cordoned off by tall curtains marked by large cardboard numbers. To one side, bulletin boards display job listings. We see a small group of drop-dead gorgeous WOMEN scanning the postings under the heading **Femme Fatales**. Another group of thickset, steroid-enhanced MEN are looking at listings under **Assassins/Operations Managers**.

Max is with the largest group of MEN trying to see all of the jobs listed for **General Henchmen**.

INT. INTERVIEW BOOTH – LATER

Max sits in a cramped interview booth surrounded by thick curtains. Across a flimsy table sits an intimidating INTERVIEWER with a huge scar down the center of his face. He looks over Max's resume.

INTERVIEWER

If you had to describe yourself in one word, what would it be?

MAX

Punctual?

We see a quick series of INTERVIEWERS, each more hideous than the last. Max offers a different one word answer each time:

MAX

Hygenic. Vivacious. Swarthy.  
Flappable, I mean unflappable.  
Enigmatic. Whimsical. Fiducial.

On this last one, Max sits across the table from THE KAISER. He is an ENORMOUS man in full military uniform – a disgraced Eastern European nobleman turned assassin/operations manager. His most notable feature is a FALSE RIGHT EYE made of stainless steel. He squints suspiciously at Max.

THE KAISER

Fiducial?

MAX

Yeah, it means reliable and...

THE KAISER

(interrupting)

I know what it means. I am The Kaiser, operations manager for Rochefort. If you work for Rochefort, you work for me.

(beat)

I see you've never actually done any henchmaning.

MAX

Well, no...

THE KAISER

But it says here you've had some combat experience?

MAX

Yes, sir. Sort of. I went to Chuck Liddell's Warrior Weekend Intensive. Ultimate Fighter stuff. But I'm a very fast learner. I perfected some of the techniques.

Max pushes back from the table and sets himself against an invisible foe. The Kaiser raises an eyebrow.

THE KAISER

That really won't be necessary.

Max straightens up, a bit defeated. The Kaiser stamps Max's resume and places it in a large pile.

THE KAISER

Frankly, we need all the men we can get.

MAX

You mean, I'm hired?

The Kaiser slides a contract across the table.

THE KAISER

Just sign here.

Max looks down at the contract, then up at the Kaiser who is busy with other paperwork.

MAX

So I sign this, and I'm a henchman.

THE KAISER

(without looking up)  
Sign that and you work for Rochefort, quite possibly the most brilliant man who has ever lived.

The Kaiser finally looks up at Max, deadpan.

THE KAISER

Sign that, Max, and you will be part of history.

Max bites his lip, his pen hovering over the contract.

MAX

And you're serious about henchmen saving the world from...

THE KAISER  
(reaching for contract)  
Oh, just forget it.

MAX  
Okay, okay, sorry.

Max dashes off his signature. The Kaiser quickly files away the contract, but Max remembers one last thing.

MAX  
By the way, who do I talk to about getting reimbursed for my DVD player? I don't mind, but my grandmother loves her Netflix...

THE KAISER  
Next!

MAX  
Right, we'll talk later. Thank you.

EXT. JUNGLE LANDING STRIP – DAY

A passenger jet with the Rochefort logo touches down on the muddied landing strip in the middle of a dense jungle.

**Title: Altamira, Northern Brazil.**

The jet rolls to a stop near three waiting buses. We see The Kaiser at attention in front of the lead bus. A ground CREW in khaki jumpsuits moves mobile stairs into place as the cabin door swings open.

Several HENCHMEN emerge from the plane before we see Max squinting into the Brazilian sun. Arnold, spokesman for the Black and Latino Henchmen Association, brushes past him.

MAX  
Man, I'm going to freckle for sure.

Arnold slips on a pair of sunglasses.

ARNOLD  
Welcome to the jungle.

Max joins the flow of henchmen filing onto the buses as PIERRE, a French Canadian in a wheelchair with a buzz cut and a soul patch, emerges from the plane.

PIERRE  
No ramp? Merde.

INT. BUS - DAY

Max climbs aboard a converted school bus full of stern-faced HENCHMEN. As Max walks down the aisle, each henchman moves his bag onto the seat or simply stares him down.

Finally, at the back of the bus, Max spots Guy, wide-mouthed and fast asleep, next to an empty seat. He sits down.

GUY  
(still asleep)  
Too many Triscuits. Can't swallow.

EXT. JUNGLE ROAD - DAY

The buses lumber along the recently cleared jungle road.

INT. BUS - DAY

Guy is still asleep. Beside him, Max is reading from a thick binder. They are jostling with every bump in the road. One particularly big bump wakes Guy. He rubs his eyes and lowers his window, trying to get his bearings.

GUY  
Where are we?

MAX  
We refueled in Mexico. I spotted the ruins of Teotihuacan from the air. And given our flight time, I'd say we couldn't have gotten much further than northern South America...

Max thinks a moment, then leans forward to Arnold.

MAX  
Hey, I don't suppose you know our precise location?

ARNOLD  
Hey Rand McNally, you think they're gonna tell me something you don't know?

Max settles back and looks to Guy.

MAX  
Colombia or Brazil, maybe?

After beat...

GUY  
You're new, aren't you.

MAX  
I'm Max.

GUY  
(looking out the window)  
Name's Guy.

MAX  
So what do you know about this  
Rocheport?

GUY  
He signs my checks. That's all I  
need to know.

MAX  
But, I mean, it must be a big  
operation. Look at all these guys.

Guy takes in the bus around them.

GUY  
More men, less work.  
(off Max's binder)  
What's that?

MAX  
Training manual.

GUY  
Training manual?

MAX  
Yeah. Did you know you have to  
finish ten jobs before...

Guy YANKS the binder out of Max's hands.

GUY  
Let me see that.

Guy thumbs through the binder, feigning interest. Then  
summarily TOSSES it out the window.

MAX  
Hey. They charged me for that!

GUY

Look, Max. Here's the gig: keep your head down, stay out of the shit, and enjoy the fringe benefits. Training complete.

Guy settles back into his seat and shuts his eyes. Max is still in shock. He leans forward to Arnold.

MAX

(whispering)

Can I borrow your manual?

EXT. ROCHEFORT MINING COMPLEX - DAY

RocheFORT's facility consists of several large concrete bunkers in a clearing at the base of a jagged cliff surrounded by razor wire. We can see several tunnels dug into the cliff and dozens of indigenous LABORERS moving in and out of them carrying sacks of debris. The busses roll through the main gates and circle up in the middle of the compound.

INT. BUS - DAY

Guy, still beside Max, is looking uncomfortable and restless. The Kaiser steps onto the bus and addresses the new recruits.

THE KAISER

Gentlemen, welcome to your new home. Before you leave the bus we have a first order of business.

GUY

(quietly to Max)

Is he kidding? I had like eighty Frescas on that flight.

THE KAISER

There has been a union complaint about a lack of contingency plans.

GUY

Um, excuse me. Kaiser? Could we perhaps use the facilities first?

THE KAISER

That's THE Kaiser. I insist on that definite article!

GUY

The Kaiser? I would have thought that was more of a third person kind of thing. You know, like "Don't mess with The Kaiser." One on one it seems pretty awkward.

There are a few suppressed chuckles from the men. The Kaiser glares at Guy and continues his announcement at a low boil.

THE KAISER

We are instigating a buddy system.

The bus ERUPTS in disappointed groans. Guy looks around, a bit embarrassed, and settles back into his seat.

THE KAISER

Before leaving this bus you must choose a buddy. You will be responsible for him and he will be responsible for you.

Max looks to the HENCHMAN across the aisle - he is a hulking mass of hair and body odor. He turns back to Guy.

GUY

Cool. Me and you, Matt.

MAX

Max.

GUY

Whatever you say, buddy. Gotta go hydrate the jungle.

Max tries to argue, but it's too late. Guy has jumped from his seat and is running for the door.

INT. BARRACKS - DAY

HENCHMEN file into the barracks, a large open space with rows of beds. A khaki jumpsuit and sub-machine gun are laid out on each bed, along with a mint on each pillow. We see a fruit basket with a "Welcome" card attached. Max finds a bed and takes up his weapon.

MAX

German parts, French assembly. Top of the line. Nice.

Max begins unpacking a stack of SELF-HELP BOOKS, then looks up to see Guy admiring the khaki jumpsuit.

GUY

I really like this color. I saw it on some of the guys and hoped it was standard issue.

Max looks down at his new gun, then back up at Guy.

MAX

Maybe we rushed into this whole buddy thing. We should take our time, get to know other people.

GUY

What are you, breaking up with me?

Guy unzips the suit and feels the inside.

GUY

Silk lining, wicks away moisture.  
(slipping into the suit)  
Warm in winter and cool in summer.  
And look! Pockets!

Across the room, Pierre squints at his pillow.

PIERRE

Is that a mint?

INT. COMPOUND CLINIC - DAY

Max and Guy, clad in their new jumpsuits, are standing in a long line of HENCHMEN. A large sign reads **Vaccinations**. Max walks backwards, reasoning with Guy as Arnold and Pierre trail behind.

MAX

It's just, if we're going to work as a team, we should be compatible.

GUY

Team? Down boy. Don't be so eager. It's just a job.

MAX

Just a job? But, we're here to make a difference - to be part of something bigger.

Pierre rolls out of line to face Max.

PIERRE

C'est l'esprit!

Guy just shakes his head.

PIERRE

I remember my first Op. Oh, what thrills, what action, le fait d'être concupiscent. Guy told me I wouldn't walk out of there alive. Ha! Well I showed him how a...  
(trails off)  
Well, I'm still alive.

Arnold leans over Guy's shoulder, addressing Max.

ARNOLD

We're security guards with stamps in our passports. Don't get delusions of grandeur.

GUY

He's right, newbie.

Max is surprised to see he's now at the front of the line and a NURSE-HENCHMAN is waiting with prepared syringe. He swallows hard, unzips his suit, and bends over.

MAX

(to Guy)  
Hey, just because I'm new doesn't mean I'm stupid.

NURSE-HENCHMEN

Uh, this goes in your arm.

Embarrassed, Max straightens up and rolls up his sleeve.

GUY

Yeah, you got it all figured out.

INT. COMPOUND AUDITORIUM - LATER

The newly arrived HENCHMEN, including Guy and Max, sit in a large, darkened auditorium in rows of chairs. They are all watching a very low budget video.

VIDEO NARRATOR (O.S.)

Sexual harrassment is no laughing matter.

On the screen we see two male HENCHMEN, machine guns strapped to their backs, working a copier.

VIDEO HENCHMAN #1  
Would you mind bending over for  
some more paper?

VIDEO HENCHMAN #2  
Sure thing.

Henchman #2 bends over as Henchman #1 leers dramatically.

VIDEO NARRATOR  
We want everyone to feel they are  
in a safe working environment.

Our attention drifts back to Guy and Max.

GUY  
Look, Max, I understand your  
enthusiasm. But you can't let these  
guys get in your head or you won't  
last your first Op. They want you  
to think you're special, but we're  
just nameless human targets in  
matching suits.  
(beat)  
See that guy up there?

In the front row sits a HENCHMAN with perfect posture, taking  
notes. Max nods, impressed.

GUY  
I give him a week.

MAX  
Him?

GUY  
Oh yeah, the eager bird bites the  
worm every time.

Max is a bit puzzled by Guy's "proverb".

EXT. ROCHEFORT MINING COMPLEX - DAY

Guy, Max and the rest of the henchmen ride through the  
complex in a long open-air TROLLEY. The Kaiser stands at the  
front, pointing out sites over a microphone.

THE KAISER  
On your right is the ammunition  
bunker and state of the art  
laboratory.  
(MORE)

## THE KAISER (CONT'D)

Up ahead you'll see the newly refurbished torture compound complete with a water-boarding feature and snake pit. In the distance you can just make out the tennis courts and pilates gym. Like the compound and sauna earlier, they are strictly off limits...

GUY

(quietly to Max)

And you see those guys over there?

Guy motions to three muscle-bound HENCHMEN admiring each other's biceps.

GUY

Roid-Heads. They'll die too. And the dweebs three seats up?

Two young HENCHMEN are playing rock, paper, scissors.

GUY

A.D.D., no focus. They'll survive for a while, but I hope they don't have pets waiting at home.

MAX

So who lives?

Guy looks around the trolley, then shrugs.

GUY

Me.

## EXT. ROCHEFORT MINING COMPLEX - LATER

The Kaiser, wearing a GAS MASK, stands before the new recruits. Behind the Kaiser are the tunnels dug into the cliff we saw earlier. Dozens of indigenous LABORERS continue working as a thin red haze emanates from the tunnels.

THE KAISER

Behind me is reason you are here - one of the most advanced mining operations in the world.

ARNOLD

Why are you wearing a gas mask?

THE KAISER

What we are mining is a highly dangerous substance.

(MORE)

THE KAISER (CONT'D)

Just inhaling the fumes once could cost a man ten years of his life.

GUY

Ah, excuse me, Mr. The Kaiser. Shouldn't we have gas masks?

The Kaiser waits a beat.

THE KAISER

Please save all questions until the end of the tour. This way.

The Kaiser walks off and the henchmen follow.

EXT. ROCHEFORT MINING COMPLEX - LATER

The henchmen, including Guy and Max, are in formation. The Kaiser stands at attention facing them.

THE KAISER

And now, may I present your employer, Rochefort.

Music swells as the earth SPLITS OPEN in front of the henchmen and ROCHEFORT emerges on a VERY SLOW-RISING platform. He is a doughy 40-something in a white short-sleeved, button-down shirt, shorts and black socks - Bill Gates as Evil Mastermind.

Standing behind him is ZOE, a classic femme fatale in a nylon jumpsuit and oversized Gucci belt. She is young, beautiful and coolly detached.

The platform moves AGONIZINGLY SLOW and Guy shifts his feet.

GUY

I hate this grandstanding.

MAX

He probably just wants to make an impression.

GUY

He built a small city in the middle of the jungle. I get it already. You want to really impress me, how about a barbeque on our first day? Maybe some door prizes. You know, show us a good time before all the heavy lifting.

(beat)

(MORE)

GUY (CONT'D)

Besides, I saw Van Halen do this  
same thing in like, '85.

Rochefort is almost in full view when the platform CLUNKS to a halt two feet below ground level. Rochefort looks at The Kaiser disappointed. The Kaiser shrugs.

THE KAISER

Must be the humidity.

The Kaiser puts out a hand to help Rochefort CLIMB OUT of the hole just as the platform JERKS back to life, nearly knocking Rochefort off his feet.

ROCHEFORT

Oh, it's working now.

The platform reaches ground level and continues to rise.

ROCHEFORT

Wait, wait. Turn it off.

It rises two feet and stops. Rochefort begins to CLIMB OFF and it JERKS up a little more. Rochefort JUMPS off and tries to restrain his frustration.

Zoe rolls her eyes and gracefully steps from the platform.

Rochefort scans the crowd a moment, trying hard to look authoritative.

ROCHEFORT

You men. I may not know your  
names... to be perfectly honest,  
you all look pretty much the same  
to me.

ARNOLD

(quietly to Pierre)

You think he's talking about us?

ROCHEFORT

But I know who you are. You are the  
privileged few who will help  
unleash the power of the universe  
itself and bring the world to its  
knees. All I demand is your  
loyalty, and for some of you,  
perhaps your life. But for all of  
you, I promise a mark in history.  
Yes, I even promise you the world.

Rochefort walks down the line, inspecting the men.

ROCHEFORT

You don't believe me. I don't blame you.

He stops in front of Pierre, puzzles over the wheelchair, but continues on.

ROCHEFORT

How many of you have heard this speech in your line of work?

Rochefort stops face to face with the HENCHMAN next to Guy.

ROCHEFORT

How many times have you been promised ultimate victory?

The henchman remains silent. Rochefort looks to Guy.

ROCHEFORT

And how many times as it slipped away?

GUY

Honestly?

ROCHEFORT

Yes. Honestly.

GUY

Everyone promises the world, but no one delivers. Ever.

ROCHEFORT

And do those broken promises rot your soul?

GUY

Not really. I've never really felt world domination was the point. It's sort of a "the journey is the destination" kind of vibe. What got me into was the steady paycheck and the three squares a day. And I gotta say, it's been an okay ride.

Rochefort's eyes narrow and he turns from Guy in disgust.

ROCHEFORT

I promise you more. More than just a steady paycheck and..."three squares"?

There is an awkward beat as The Kaiser steps over and whispers in Rochefort's ear.

ROCHEFORT  
(quietly to The Kaiser)  
That's what "three squares" means?  
Huh.  
(to the men)  
So, anyway, I promise you more. The  
world will be ours.

The speech ended, The Kaiser steps forward.

THE KAISER  
That is all. You will now report to  
your barracks.

The men begin to disperse. In the background, Rochefort and Zoe climb back on the platform. It SLOWLY descends.

MAX  
That was pretty good.

GUY  
I give him points for the one on  
one time. That was a nice touch.

They all head for the barracks. We see Pierre, his wheelchair stuck in the mud.

PIERRE  
A little help?

INT. CAFETERIA - DAY

Guy and Max are seated at a long table staring down at trays full of non-descript, barely identifiable food.

MAX  
Maybe you've just had bad luck with  
masterminds. Maybe this guy is for  
real.

Guy takes a sip of his bright red beverage.

GUY  
The fruit punch is good. Have you  
tried the fruit punch? It says it's  
100% juice.

Max shakes his head, disappointed.

MAX

It can't hurt to have a little faith. Don't you get tired of losing all the time?

GUY

Losing? The way I see it, I'm wearing quality threads, got a shiny new gun and am well into my first in a long line of free meals. Granted the food could be better, but you can't cook for this many people and expect to maintain the quality. It's basic chemistry.

MAX

I'm not talking about you. I'm talking about us. The team.

GUY

(dismayed)  
Again with the team?

A HENCHMAN carrying stacks of envelopes passes by their table, laying one down in front of every pair of buddies.

HENCHMAN

Job assignments!

Guy takes up his envelope.

GUY

(chanting)  
Something easy, something easy.

Guy opens the envelope, and as he reads it, his face drops.

GUY

Aww...

EXT. OPEN CESSPOOL - DAY

GUY

...shit.

Max and Guy stand at the edge of a lagoon of raw sewage.

EXT. OPEN CESSPOOL - LATER

Guy relaxes on a chaise lounge sipping a drink while Max floats over the SEWAGE in a small boat DREDGING the surface with a pool skimmer.

GUY

Guidance counselor? Seriously?

MAX

Yeah. But I saw it more as a placeholder until something more exciting came along.

(beat)

What about you?

GUY

Oh, you know, the usual. Small town, wanted out, wanted to see the world. The Agency was a no-go. I mean, there's agent or being some desk monkey, and I didn't have the chops to make agent. So it was this, the Navy, or being a male flight attendant. I'm not gay, so henchman-ing was my only option. And honestly, I thought women would really go for it, you know? Fact is, chicks don't want to hear about what you do for a living. Job talk just isn't sexy anymore.

(beat)

They usually don't believe you anyway. Dating is just hard.

Guy looks over at Max struggling with the pool skimmer.

GUY

You missed a spot.

EXT. ROCHEFORT'S MINING COMPLEX - LATE AFTERNOON

Max and Guy trudge across the grounds, filthy from raw sewage.

GUY

I can't take another day of that.

MAX

Maybe we just need to distinguish ourselves somehow. Get noticed.

GUY

Max. We are, by definition, indistinguishable. Kinda the point, really.

As they walk by a small courtyard next to Rochefort's compound, we hear a woman's SCREAM coming from a second story window. Max stops.

MAX  
What was that?

Another SCREAM. Guy keeps walking.

GUY  
I'd say that was a woman screaming.

MAX  
Guy! She could be in trouble.

GUY  
(turning to Max)  
There is only one woman within 1000 miles of here - and she is off limits. Didn't you read the manual?

MAX  
You threw it away!

Another SCREAM. Max turns to the compound.

MAX  
We've got to do something.

Max JUMPS a garden bench, RACES for a trellis and begins to climb. Guy shakes his head, hands on hips.

GUY  
Max. Don't be a hero. It's not in your job description.

EXT. ROCHEFORT'S COMPOUND - DAY

Max scales the trellis and LEAPS onto a balcony. He can hear a woman struggling in one of the nearby rooms. Desperate, he tries one door - locked.

Leaning over the balcony he can see open shutters and exposed beams above. Quickly, he unzips his jumpsuit and pulls out a POCKET GRAPPLING HOOK. He throws a hook toward the exposed beams and miraculously, it holds.

MAX  
(to himself)  
You can do this.

He LAUNCHES HIMSELF off the balcony, swinging out over open space and into the open shutters.

INT. ZOE'S BATHROOM - DAY

Max CRASHES through the shutters and SPRAWLS onto the floor of the bathroom. Zoe, reclining in a steaming bath, stares at Max as he recovers, setting himself for combat.

MAX  
Are you okay?

ZOE  
What the hell are you doing?

Max glances around then straightens up, confused.

MAX  
You're alone?

ZOE  
Well, I was.

MAX  
I heard screams. I thought...

Max takes in the room, notices a few candles burning, soft music playing, a tube of something near the tub. He puts two and two together, and he blushes.

MAX  
Ohhh. Um, sorry. It's just...

Zoe stands in the tub, completely naked. Max's eyes nearly explode. Then he lamely tries not to look.

MAX  
Oh. This is awkward.

ZOE  
Hand me that.

Zoe motions to a small table. There is a robe, a bottle of chilled champagne and a filled glass. Max grabs the robe.

ZOE  
Not the robe.

MAX  
Oh.

Still holding the robe, Max picks up the glass and hands it to Zoe. A SURPRISED SMILE spreads across her face.

ZOE  
You were coming to rescue me?  
That's... sweet.

Out of instinct, Max covers himself with the robe and backs toward the open window. He looks down, reconsiders and moves toward a door.

MAX

Yes. But, no need, I see.  
Everyone's entitled to a little  
"me" time.  
(babbling, mortified)  
Nothing to be ashamed of.

He slips out the door and Zoe smiles in spite of herself. Max pokes his head back in and hangs the robe on a hook.

MAX

Sorry, this is yours.

Max catches a glimpse of Zoe's body.

MAX

(to himself)  
Oh, sweet Lord.  
(ducking back out)  
Enjoy your evening.

INT. BARRACKS LOUNGE - LATER

Guy and Arnold are battling it out over a foosball table. Max sits on a stool behind them reading a self-help book titled: **The Best Me Possible**. HENCHMEN in various states of relaxation watch a flat panel television or play pool. In one corner, a jukebox plays an old blues tune as two HENCHMEN slow dance together.

Arnold flicks his wrist and sends the foosball to Guy's goal.

ARNOLD

(to Max)  
So the boss's girlfriend was sowing  
a little of her own oats, huh?  
Maybe Rochefort isn't the stand up  
guy you think he is.

MAX

Is that a pun of some sort?

GUY

We're just saying, if he can't keep  
one oversexed femme fatale happy,  
where else is he falling short?

Max finally looks up.

MAX

I don't think that has anything to do with his ability to take over the world.

Arnold CRUSHES another shot, scoring again.

ARNOLD

Tell that to Eva Braun.

Guy steps over to a vending machine that announces **BEER** in generic letters. A flyer, taped to the vending machine, reads: **Auditions for the Henchmen Players *Les Misérables* this Tuesday!**

GUY

There's something you need to understand about this gig. Anyone actually trying to take over the world is already an idiot.

As Guy slips a couple of bills into the machine, a HENCHMAN passes BELTING out a version of "Who Am I?" From *Les Misérables*. Unfazed, Guy retrieves two cans of beer. He tosses one to Arnold and cracks open his own.

GUY

And anyone willing to spend this much cash on a plan that will inevitably fail is certifiable. Some Agent will show up before this Rochefort poisons the earth's water supply or floods the southern hemisphere or whatever. And then you're on to the next job.

PIERRE (O.S.)

Don't listen to him, Max.

Guy turns to see Pierre roll into view.

PIERRE

Guy already has one foot out the door.

GUY

Don't start, Pierre.

PIERRE

(to Max)

I remember a time when being a henchman meant something to our friend here.

GUY

(to Pierre)

Deep down you know I'm right.

(to Max)

Even if this guy did miraculously achieve world domination, you think we get half of Moldova for a job well done? There is no "team." That's just not the way these things work. We're just employees. That's why he's over in the big house and we're skimming the shit pool.

Guy puts an arm around Max and leads him away from Pierre.

GUY

You know what we need, buddy? We need a closer look at how the other half lives.

Guy and Max exit. Pierre and Arnold watch them leave. There is an awkward beat.

ARNOLD

How the hell did you get this job anyway?

PIERRE

Viva la affirmative action.

ARNOLD

Touche.

Arnold holds out a fist. Pierre, not sure what to do, leans over and kisses it.

EXT. ROCHEFORT MINING COMPLEX – NIGHT

Guy leads Max across the clearing toward Rochefort's compound. He takes a last swig of his beer and tosses it.

MAX

This is crazy. We don't pick and choose our assignments. There's a protocol to these things.

GUY

This place is crawling with khaki jumpsuits. You think management knows the difference?

EXT. ROCHEFORT'S COMPOUND - NIGHT

Two HENCHMEN stand guard at the front door of the compound as Guy and Max approach. Guy is all confidence, Max is trying, unsuccessfully, to look nonchalant.

GUY

Thanks for holding our place, Rick.

Guy gives one of the guards a friendly slap on the back. The two guards look at each other, then back at Guy.

GUARD #1

It's Steve, and we're on duty until six.

GUY

So get moving boys, your shift on the eastern perimeter started 10 minutes ago.

The guards share a look. Guy, feigning exasperation, holds out a hand toward Max.

GUY

Max, let me see the shift schedule.

Max stands there awkwardly, not sure of his role in the ruse.

GUY

You didn't bring the schedule? Damn it, Max.

GUARD #1

We don't know anything about shift changes.

GUY

Hey, we don't pick and choose our assignments. There's a protocol to these things.

Max smiles a little self-satisfied smile.

GUY

The Kaiser sent us over here to relieve you guys, take it up with him if you want. But we're suppose to take over here, and that's what we're going to do.

GUARD #2

All right, all right. We'll go sort it out.

GUY  
You do that.

The two guards move away and Guy takes up his post by the front door. Max takes his position next to Guy.

MAX  
What now?

Guy keeps his eyes on the retreating guards until they are well out of sight.

GUY  
Now? We go see what's in the fridge.

Guy slips stealthily into the front door. Max is horrified.

MAX  
What? What are you doing?

Max, alone, tries to look on duty.

INT. ROCHEFORT'S COMPOUND - NIGHT

Max peeks inside the front door.

MAX  
Guy?

Glancing around, he reluctantly steps inside. The interior of the compound is sleek lines and all leather and dark wood. Max steps cautiously through the living room.

MAX  
Guy?

A toilet FLUSHES. Max JUMPS, training his gun on the direction of the sound. A door opens and Guy steps out wiping his hands on his jumpsuit.

MAX  
(an angry whisper)  
What are you doing?

GUY  
Going to the bathroom.

MAX  
In there?

GUY

Where would you have gone?

(beat)

They have these tiny little soaps.  
Hard to get a lather.

MAX

They're probably just decoration!

GUY

How are you supposed to wash your  
hands?

MAX

I don't know. Probably no one uses  
that bathroom. It's one of those  
show bathrooms.

GUY

Show bathroom?

MAX

You know, the extra one just to  
show off. Like a front room no one  
uses.

GUY

That's ridiculous.

Guy strolls through the living room feeling the upholstery.  
Max is creeping behind him, desperate to leave.

MAX

You know what's ridiculous? Us in  
here.

GUY

Would you stop whining? We're in  
here now, let's take a look around.

Guy notices a stairway and begins to ascend.

MAX

No! I'm leaving. Now.

GUY

Does the buddy system mean nothing  
to you? You're the one who wanted  
to be part of a team.

Guy disappears upstairs shaking his head in disappointment.  
Max stands at the bottom, frustrated and angry. Finally, he  
STORMS up the stairs muttering to himself.

INT. HALLWAY IN ROCHEFORT'S COMPOUND - DAY

Photographs of Rochefort and various important world leaders cover the walls of the hallway. Guy and Max walk quietly past each one, taking a closer look at some of them.

GUY

Rochefort won a Nobel Prize?

On the opposite wall, Max is squinting at another photograph.

MAX

Is that Ann Coulter?

At the end of the hallway, a door FLIES open. Guy and Max JUMP to attention on either wall, trying to blend in. Rochefort appears tucking in his shirt. He looks both furious and deeply embarrassed. He passes Guy and Max, hesitates and eyes both of them a moment.

ROCHEFORT

We need towels in the master bedroom.

He then pushes through a nearby door, SLAMMING it behind him.

GUY

Do I look like house keeping?

Max exhales. The first door FLIES open again and the two of them JUMP to attention. Zoe emerges, wrapping a bathrobe around her. She STORMS down the hall, her eyes a squint of anger in the direction Rochefort just passed.

Zoe stops between Max and Guy, still fuming, eyes straight ahead. She glances at Max, a brief moment of recognition.

ZOE

You. I need a sparing partner.

Zoe grabs Max and PULLS him through a nearby door. The door SLAMS behind them, leaving Guy alone in the hallway.

INT. EXERCISE ROOM - DAY

MAX

...but Chuck Liddell didn't show up all weekend. So that was a jip...

He finds himself standing in a room filled with various, rather intimidating, sparing weapons.

MAX

Wow.

Zoe begins to untie her robe as she moves toward a screen to change. Max averts his eyes by focusing on a rather nasty looking weapon hanging on the wall.

MAX

My Dojo was nothing like this.

INT. KITCHEN AT ROCHEFORT'S COMPOUND - DAY

Guy wanders into the well-appointed kitchen. He picks at some fruit on a counter, and turns, admiring the refrigerator.

GUY

Viking built-ins. Nice.

INT. EXERCISE ROOM - DAY

Zoe has Max in a scissor hold, his head in a socially awkward position.

ZOE

What are you saying, he's  
intimidated?

Max can barely breathe, much less talk.

MAX

Who wouldn't be?

ZOE

What?

Max SLAPS the mat and Zoe releases him.

MAX

I said, who wouldn't be?

Zoe JUMPS to her feet as Max massages his neck and slowly rises from the mat. She pulls two QUARTERSTAFFS from the wall and tosses one to Max. He fumbles it but quickly gets into position more out of fear than skill.

ZOE

Rochefort's a very successful man,  
why would he be intimidated by me?

Max relaxes, pondering her question.

MAX

You know, success is a funny thing...

Before he can finish his thought, Zoe is on the ATTACK. Max successfully parries the BLOWS, mostly by accident. Zoe gets in close, locking Max's staff in hers.

ZOE

What's so funny about it?

MAX

We are all seeking something, filling voids. Some men seek success because they feel inadequate in other areas.

ZOE

You mean like a penis replacement?

MAX

I've never really been a big fan of Freud.

In a fluid movement, Zoe spins away from Max and THRUSTS a heel into his chest, sending him SPRAWLING onto the mat.

INT. KITCHEN AT ROCHEFORT'S COMPOUND - DAY

Seated regally at the kitchen table, Guy presides over a mountain of leftovers culled from the refrigerator. He snaps open a beer and pours it ceremoniously into a tall glass. Guy takes a sip of the beer.

GUY

Mmm. What is that? Belgian?

INT. EXERCISE ROOM - DAY

Zoe and Max square off with BROAD SWORDS. Max is terrified.

ZOE

Are all men like that?

MAX

What, intimidated by powerful women?

Zoe LUNGES toward Max with a series of blows. Max continues to defend himself.

ZOE  
Are you?

MAX  
Me?

ZOE  
Yes, you.

In a practiced move, Zoe disarms Max and holds him in place with the tip of her sword. Max raises his hands in the air, staring down at her sword.

ZOE  
Is Max looking for a penis replacement?

A wicked smile appears on Zoe's lips.

MAX  
No, no. I'm fine, thanks.

Zoe lowers her sword, hovering it just below Max's waist.

ZOE  
Maybe I am.

MAX  
You have a penis?

Without taking her eyes off of Max, Zoe HURLS the sword across the room where it lodges in the wall.

ZOE  
I still need a sparing partner.

In a flash Zoe unzips Max's jumpsuit to the waist and pulls it down around his arms. Grabbing his undershirt, she pulls him close and kisses him violently.

Max manages to pull away and retreat to a far wall, just below the sword Zoe threw earlier. Max is in a panic, but Zoe walks slowly, deliberately after him.

ZOE  
You work for me, Max. You'll do as I say.

Max unsuccessfully tries to pull the sword from the wall,

MAX  
Look, I'd love to help out, really.  
You're beautiful. Really beautiful.  
But we hardly know each other.

(MORE)

MAX (CONT'D)

And sex, which is what I think you mean when you say "sparring," well, I want it to be something more than a meaningless physical encounter with no emotional grounding.

Max still struggles with the sword as Zoe reaches him.

ZOE

Really...

Zoe studies Max for a moment, intrigued. Then she pushes in and kisses Max again. He struggles a moment, his hands still on the sword above his head. Finally, he relaxes into the kiss just as the sword comes loose and the metal handle CRASHES onto Zoe's head. She collapses unconscious at his feet, the sword now in his hand.

MAX

Zoe?

EXT. ROCHEFORT'S COMPOUND - DAY

The Kaiser, exasperated, appears at the front door of the compound, the two guards in tow.

GUARD #1

They were right here when we left.

The Kaiser stops before entering.

THE KAISER

This time, stay at your posts!

INT. ROCHEFORT'S COMPOUND - DAY

The Kaiser enters the living room cautiously. Still scanning the room, he reaches for his FALSE EYE. Plucking it from its socket, The Kaiser gives the metal orb a squeeze and three blades snap into place. He begins to move through the room, his deadly eyeball/throwing knife at the ready.

INT. KITCHEN AT ROCHEFORT'S COMPOUND - DAY

Guy has eaten most of the food piled high on the table. He is bloated and sleepy, a deeply satisfied look on his face. He lifts his plate to lick some gravy.

The Kaiser bursts into the kitchen and FLINGS his false eye. The razor sharp blades EMBED themselves in Guy's plate.

For a moment the plate is intact, then it falls into two pieces. Guy's face, tongue in mid-lick, is revealed.

GUY  
Hey, Kaiser.

THE KAISER  
(fuming)  
That's The Kaiser.

Guy fishes The Kaiser's weapon out of some mashed potatoes.

GUY  
(disgusted and fascinated)  
Is this your eyeball?

INT. EXERCISE ROOM - DAY

Max is still standing over Zoe's limp body. He is panicked and close to hyperventilating. Finally he drops to his knees and ineptly tries to check her vital signs. He lightly slaps her a few times on the cheek.

MAX  
Hello? Zoe? Can you stand?

Standing behind her, he struggles to lift her to her feet. She is completely limp. Max uses his feet and legs to move her feet and legs. Zoe starts to fall forward.

MAX  
Oh no. Oh no.

Max tries to stop Zoe's fall by grabbing her hips. She bends at the waist, her top half landing on a cushioned chair. Max presses closer against her backside, desperately trying to raise her up. Zoe, her eyes still closed, smiles devilishly.

Rochefort BREEZES through the door, his expression turns from conciliatory to outraged.

MAX  
Rochefort!

Max JUMPS back. Zoe slowly stands upright.

ZOE  
Rochefort. We were just talking about you. Have you met Max, my martial arts instructor?

Max offers a weak smile.

ROCHEFORT

Instructor? And what aspect of the martial arts was he instructing you in just now?

MAX

Um. That's, um,...I can show you...

ZOE

Rochefort please, jealousy does not become you.

The Kaiser enters, pushing Guy before him.

THE KAISER

I found this one raiding your fridge.

The Kaiser SHOVES Guy over to Max. Rochefort is furious.

THE KAISER

Do you want that I should kill them?

GUY

(quietly to Max)  
Who talks like that?

Zoe moves to Rochefort's side, using her femme fatale charms.

ZOE

Kill them if you wish, but you know what would really turn me on?

Zoe whispers in Rochefort's ear. A smile spreads across his face. Unseen by Rochefort, Zoe gives Max a seductive wink.

ROCHEFORT

Send them to the mines.

INT. ROCHEFORT MINE - DAY

We are deep inside one of the many mine shafts that cut through the cliff above Rochefort's mining complex. Guy, Max and Arnold are standing guard over a dozen BRAZILIANS working with pick and shovel in the dim lamp light and thin red mist.

GUY

Blaming me is unproductive.

MAX

It certainly makes me feel better.

GUY

It was your girlfriend who sent us to the mines.

MAX

She's not my girlfriend. And it sure beats immediate death, which is standard issue when you take a self-guided tour of the boss's private residence.

GUY

Or jump his girl toy.

MAX

She jumped me.

GUY

Oh, sure. That makes sense. She's shackled up with a billionaire evil mastermind, but she really wants to settle down with the help.

MAX

Hey, it was your big idea to sneak in there and raid the fridge. I could have been killed. My God, Guy, do you ever think of anyone but yourself?

During the above, Guy begins to let out a long, moist belch.

GUY

My bad, say that last part again.

Max falls into a smoldering silence. Guy shrugs and makes a face at Arnold that says, "What's up with him?"

GUY

(to Arnold)

What are they punishing you for?

ARNOLD

Are you for real? They gave me this post fresh off the bus. Shit, I'm lucky I'm not holding a damn shovel.

GUY

Where's Pierre?

ARNOLD

Getting his chair tricked-out with  
off-road tires. This jungle  
terrain's a bitch.

A BRAZILIAN INDIAN spills a shovel of dirt on Arnold's shoe.

ARNOLD

Hey, hey, watch what you're doing.

The Brazilian looks at him blankly.

ARNOLD

Cuidado, hombre. Nuevo shoes.

Arnold gives up.

ARNOLD

Must have some Indian dialect.

BRAZILIAN

Portuguese.

ARNOLD

What?

BRAZILIAN

You're in Brazil, asshole. We speak  
Portuguese.

MAX

I told you Brazil or Colombia.

GUY

What are you guys digging for?

BRAZILIAN

A need to know basis, cock lump.

GUY

Whoa, easy.

The Brazilian digs out a pack of cigarettes.

BRAZILIAN

I'm just messin' with you. The boss  
is a dick anyway. Smoke?

The three henchmen wave him off.

GUY

Is that healthy, as a miner?

BRAZILIAN  
(to Arnold)  
Are you a proctologist?

ARNOLD  
Uh, no.

BRAZILIAN  
(motioning toward Guy)  
I was hoping you could get rid of  
this pain in my ass.

The Brazilian laughs at his own joke, slapping Arnold on the back. Getting no response, he shrugs and lights up.

BRAZILIAN  
Actually these are nothing. This  
new element the boss found is crazy  
radioactive and we've been pulling  
a crap load of it out of this  
mountain.  
(beat)  
My pubes are falling out. Look.

The Brazilian starts to undo his pants.

ARNOLD  
Whoa hold on, no need, why would we  
doubt you?

The Brazilian stops and takes another drag off the cigarette. Guy looks around and then covers his crotch with his hands.

MAX  
A new element?

BRAZILIAN  
Some new transition metal, heavier  
than Uranium but very stable. If  
this guy knows what he's doing, it  
could end all life as we know it.

GUY  
You mean, he could actually destroy  
the world?

BRAZILIAN  
The world my ass. A fusion reaction  
with the right energy could  
duplicate the Big Bang and rip  
apart the galaxy.

ARNOLD  
Impressive.

GUY

Makes me miss the shit pool.

MAX

So, that's his plan. It's fresh, creative. It's expanding the knowledge of science.

GUY

He'll screw it up. Besides, there's no such thing as a new element.

BRAZILIAN

What are you, Stephen-fricken-Hawking? What do you know about physics?

GUY

More than a Portuguese miner.

BRAZILIAN

Brazilian. I speak Portuguese, dickweed. And where do you think I learned English?

The Brazilian stamps out his cigarette and grabs his shovel.

BRAZILIAN

I was an analyst at Los Alamos for 15 years.

ARNOLD

What the hell are you doing here?

BRAZILIAN

World domination, ultimate power, the usual. Thought the women would dig it but...

The Brazilian disappears into the darkness of the mine.

BRAZILIAN (O.S.)

Job talk just isn't sexy anymore...

ARNOLD

That guy is over qualified.

GUY

I'm telling you, Rochefort's gonna screw it up.

MAX

Come on, guys. This could really work.

GUY

Yeah, and if it does, he destroys the whole freak'n galaxy. Were you listening?

MAX

He only has to threaten to destroy the galaxy. No one would be crazy enough to actually do it. As Gandhi says, "The ends justify the means."

GUY

Gandhi did not say that!

ARNOLD

That doesn't sound like Gandhi.

MAX

Oh, and I suppose he never said "Might makes right" either. Geez, read a book every once in a while.  
(beat)  
I gotta take a leak.

Max sulks into the darkness.

INT. MINE SHAFT - DAY

In the dark we hear him unzip and begin to relieve himself. Looking down and squinting in the low light, he realizes he is peeing on a shoe. Confused, he looks up to come face to face with Agent Aaron Sharp.

Sharp brings a finger to his lips. SHHH!

Max GASPS, but before he can move Sharp lays a LIGHTNING QUICK BLOW between his eyes.

INT. ROCHEFORT MINE - DAY

Guy and Arnold are playing rock, paper, scissors as Max comes stumbling out of the darkness. It appears that in the confusion, Max has peed on himself.

GUY

Where've you been...and why have you pissed on yourself?

MAX

A secret agent...

GUY  
...peed on you? What?

MAX  
We've been compromised!

Max grabs his automatic and heads for the exit.

GUY  
Wait a minute! Max?

EXT. ROCHEFORT MINE - DAY

Max CAREENS out of the mine, pulling up short at the edge of the cliff. Guy jogs up to his side.

GUY  
What's going on?

Max is staring hard at the facility below. Arnold saunters up next to them. Max points.

MAX  
There!

We see Agent Sharp DASHING across the open space of the complex, HENCHMEN in pursuit. Sharp LEAPS into a nearby BUS and the vehicle LURCHES into action.

ARNOLD  
Where's he gonna go with that?

Max watches the bus head for the main entrance, then breaks into a SPRINT down the steep trail from the mine shaft.

GUY  
Where are you going?

Guy watches him go for a moment, then takes a tighter hold on his gun. He is torn - fight or flight?

GUY  
I've got to go after him, don't I.

Guy DASHES after Max. Arnold shrugs as he pulls an energy bar from his pocket.

ARNOLD  
Gotta love the buddy system.

EXT. CLIFF - DAY

Max is keeping pace with the bus below as it powers through the main gate sending HENCHMEN FLYING. Guy is not far behind.

GUY

Would you wait a minute? Let's talk about this, you have no plan!

Below them, we see two jeeps loaded with HENCHMEN speed through the now open gate in PURSUIT of the bus.

Max RACES down the steep trail until he is right above the bus. Guy is on his heels. In another second, the trail will end and the bus will be gone. Max LAUNCHES from the trail and miraculously lands on the top of the bus. Guy, moving too fast to think, FLINGS HIMSELF into the air.

GUY

What am I doing?!?

Guy HITS the back of the bus, BARELY GRABBING a railing.

EXT. JUNGLE ROAD - DAY

The bus is ROARING through the jungle, throwing mud in all directions. Max slowly makes his way toward forward on the roof. Guy is still CLINGING onto the back, his legs SWINGING wide with every bend in the road.

Behind them, the two jeeps are CLOSING in. HENCHMEN in the lead jeep OPEN FIRE on the bus, BARELY MISSING Guy as he tries to clamber onto the roof.

Max is getting closer to the front of the bus. Through the muddied windshield, we see Agent Sharp eyeing his mirrors. SLIPPING one hand into his tailored utility jacket, he pulls out a SMALL BLACK BOX. In one fluid motion Sharp FLIPS a switch and casually drops the device out of the window.

The device plunges into the mud near the road, a small RED LIGHT FLASHING quicker and quicker. The lead jeep passes unscathed, but as the second jeep reaches the same point, the device DETONATES, sending the jeep HURTLING bumper over bumper. HENCHMEN fly in all directions.

As Guy SCRAMBLES onto the roof, his gun accidentally FIRES a spray of bullets, BLOWING the two back tires on the bus. The bus SQUEALS and CAREENS off the road and into the jungle.

The remaining jeep nearly FLIPS as it RIPS into the jungle.

EXT. JUNGLE UNDERGROWTH - DAY

The bus is BOUNCING and AIMLESSLY LURCHING through the jungle. It is clearly OUT OF CONTROL. Max is trying to regain his balance as Guy crawls toward him.

Guy is halfway to the front. Max GRABS HOLD of the railing.

GUY

Max!

Max SWINGS down to eye level with Agent Sharp. Agent Sharp, still calm and suave, is trying to regain control of the bus.

MAX

Sorry to spoil your...

Max is SIDESWIPE by a thick branch and TUMBLES into the undergrowth. Guy tries to see where Max lands.

In a flash, the bus ROARS into a small clearing. Guy turns his attention forward, and his eyes go wide. He FRANTICLY gets to his feet and LEAPS from the roof of the bus.

As he LANDS HARD and rolls to one side we see the bus PLUNGE off the edge of a precipice with the jeep HURTLING after it.

Guy hurries to the edge and peers over. We see the ground drop away hundreds of feet below. The bus, jeep, and a few HENCHMEN are still FALLING through the air.

The emergency exit on the bus open and Agent Sharp BASE-JUMPS from the back. His chute UNFURLS and he DRIFTS through the air, as the vehicles EXPLODE on the rocks below.

GUY

(impressed)

Now that is a contingency plan.

Guy saunters away from the edge.

GUY

Max?

EXT. ROCHEFORT'S COMPOUND BALCONY - DAY

Rochefort, Zoe close behind him, is watching the mayhem created in the compound below by Agent Sharp. One lone HENCHMAN runs in terror across the open courtyard.

HENCHMAN

Where's my buddy? Where's my buddy?

The Kaiser appears behind Rochefort.

THE KAISER

He escaped, sir. And he made it out with a sample from the mines.

ROCHEFORT

No matter, we have extracted enough material. Assemble the men and prepare to return to headquarters. Then, destroy the compound.

The Kaiser exits. Rochefort has a slight smile.

ROCHEFORT

Nothing can stop us now.

Zoe rolls her eyes.

EXT. ROCHEFORT CORPORATE HEADQUARTERS – DAY

We are hovering over a vast European city. A towering glass building dominates the skyline. At its roof line, a large sign displays: **Rochefort**.

Title: **Berlin, Germany**.

INT. HALLWAY AT ROCHEFORT HEADQUARTERS – DAY

Dressed in jet black jumpsuits, Max and Guy STAND GUARD at the double doors of a corporate boardroom. The cold marble decor is slightly warmed by the soft muzak version of *The Girl from Ipanema* playing and the sounds of a gurgling fountain. We also hear occasional sounds from the boardroom where Rochefort is hosting his investors.

MAX

Your toothbrush? I haven't seen it.

GUY

I remember packing it, but I can't find it anywhere.

The doors open. A HENCH-WAITER with a water pitcher walks out. We see inside the vast boardroom. BUSINESSMEN of various nationalities sit around an enormous half-circle table. Rochefort is pacing. He is dressed for the occasion: a blue suit just a tad too small, brown belt, black shoes. A HOLOGRAM earth spins in the center of the table.

While the door is open, we can hear...

ROCHEFORT

...with this laser we will jam all of the communication devices in the world. We will then activate our own communications satellite already orbiting the planet...

The door closes. Max and Guy were not listening.

MAX

It's a toothbrush. Buy a new one.

GUY

Well...

A BUSINESSMAN, late, RUSHES up to the doors and enters.

ROCHEFORT

...I call this new element Rochefordium. It has the potential to crack the earth's core or even destroy the galaxy. In a particle collider hidden in the Sahara desert...

As the doors shut we see Zoe, seated inside, catch Max's eye. She gives him a SLIGHT SMILE.

GUY

...we've got this thing today, the gig tonight, I'll just use yours.

MAX

What?

The pair goes quiet as the volume rises in the room.

ROCHEFORT (O.S.)

That's why it's called mutually assured destruction! Have any of you read the emails I've been sending out?

Max and Guy look at each other and shrug. Suddenly, Rochefort BURSTS through the doors. Behind him we see the core of the hologram earth glowing bright red. Max and Guy are frozen. Before the doors close we see The Kaiser.

THE KAISER

What about his blog posts?

In the hall Rochefort is fuming, pacing back and forth.

ROCHEFORT

(to himself)

Is it required that investors are  
idiots? This is not rocket  
science... It's particle physics!

Rochefort stops, closes his eyes and begins counting to ten. Unable to hold back, he attempts to muffle a frustrated SCREAM that causes Max and Guy to jump. Rochefort opens his eyes, looks around, sees a pen in the breast pocket of Max's jumpsuit. He grabs it and opens the doors to the board room.

ROCHEFORT

(to investors)

Okay, sorry about that, but I  
needed this pen.

The doors close and again Max and Guy are alone.

GUY

He really needs to get control of  
his anger. You know he fired half  
the guys in Brazil?

MAX

We're lucky we still have our jobs.

GUY

Lucky? You saved our asses with  
your little bus-capades. The boss  
thinks we're loyal, we're in like  
Flynn.

MAX

You jumped on the bus too.

GUY

Well...you are my buddy.

They both smile, while staring straight ahead, as the hench-waiter returns with more water. The doors open. The hologram earth is now split into BURNING FRAGMENTS.

ROCHEFORT

...And the world will be ours!

He and all the investors BURST into maniacal laughter. The doors close. Guy looks at Max.

GUY

Can you buy floss in Germany?

EXT. ROCHEFORT MANSION — NIGHT

Tuxedoed high rollers and their luxury cars roll through the main gates of Rochefort's walled mansion. HENCHMEN in black jumpsuits patrol the ramparts with sub-machine guns.

A BLACK MAYBACH glides into the grounds and around to the front door. Arnold opens the driver side door. Agent Sharp steps out of the vehicle. Sharp hands Arnold the keys and a Euro bill without even looking at him.

SHARP

Keep it up front, I don't want it buried behind a ton of cars out back. And don't mess with the radio or seat settings.

Arnold looks at the single bill in his hand and calls out to Sharp who is already at the front door.

ARNOLD

How about I check the fluids and top it off?  
(to himself)  
Shit, I could do this work at home, and see my kids more.

INT. ROCHERFORT MANSION — NIGHT

The elegant home is wall to wall tuxedos and floor-length gowns. HENCHMEN in black jumpsuits move among the crowd with trays of hors d'oeuvres and cocktails. Sharp appears on the landing of the foyer, surveying the party.

Among the partygoers is Guy, holding a tray of cocktails, one of which is in his other hand. Sharp passes Guy and takes a martini. Guy finishes his drink, grabs a fresh one and hands the tray off to a passing HENCHMAN. Max appears at his side holding a tray of tiny sausages.

GUY

Are those cocktail wieners?

Guy reaches for one but Max pulls the tray out of reach.

MAX

They're for the guests.

GUY

Come on. I need something to go with my drink.

MAX  
You're drinking?

GUY  
It's a party.

MAX  
It's not our party.

GUY  
Thank God. Look at these people.  
They're more bored than I am.

Max scans the crowd and Guy SWIPES a sausage unnoticed.

MAX  
Remember. Any one of these guests  
could be a saboteur or secret  
agent. Stay alert.

Guy smacks his sausage and casually takes in the room.

GUY  
Yeah. I'll do that.

INT. KITCHEN - NIGHT

The kitchen is bustling with black jumpsuits. Max cheerily pushes through a swinging door with an empty tray.

MAX  
Need more of those little smokies!

A HENCHMAN hands Max another tray full of sausages.

MAX  
Man, these things are a hit!

INT. HALLWAY - NIGHT

Max backs out of the kitchen right into Zoe.

ZOE  
Have you been avoiding me?

He clumsily tries to keep his sausages from spilling.

MAX  
Yes, of course I have. Are you  
trying to get me killed?

Zoe moves in closer, making Max's job that much harder.

ZOE

I'd say I saved your life.

Zoe grabs Max by the jumpsuit and pushes him into the wall.

INT. ROCHEFORT MANSION - NIGHT

Agent Sharp glides through the room, finding Rochefort talking to a group of GUESTS all laughing nervously at his last joke. Sharp taps Rochefort on the shoulder.

SHARP

Herr Rochefort?

Rochefort turns, his tuxedo one size too small, and sizes up Agent Sharp. He has a flash of recognition.

SHARP

Smith. Aaron Smith, with Smith Global Investments. I was hoping we could have a word.

ROCHEFORT

Smith is it? Shall we retire to my study? We can speak more privately there, yes?

Rochefort turns and steps through the crowd. Sharp follows with The Kaiser bringing up the rear. They pass Guy, holding another cocktail.

GUY

(to himself)

Man, he looks familiar.

The Kaiser catches Guy's eye.

THE KAISER

You there, come with me.

Guy drains his drink and hands the glass to a nearby GUEST. He wipes his mouth with a sleeve and follows The Kaiser.

INT. HALLWAY - CONTINUOUS

Max, back against the wall and his platter above his head, is locked in a deep kiss with Zoe. Sausages roll off the tray and land on Zoe. Max breaks the kiss.

MAX

Sorry about my wieners.

(beat)

(MORE)

MAX (CONT'D)

Listen, Zoe, you have some unhealthy boundaries... Well actually, no boundaries at all.

ZOE

I see your mouth moving, but I don't know what you're saying.

MAX

See, that right there. You have this idea, that it's okay to want what you want when you want it. No means no. I have food to get out before it gets cold and you should be mingling.

Zoe, impressed by his resolve, lets go of his jumpsuit. Max, impressed with himself as well, heads back into the party.

INT. ROCHEFORT'S STUDY - NIGHT

Rochefort hovers over a small LIQUOR CABINET as Sharp stands in the middle of the study.

The room is filled with plush leather chairs, mahogany paneling, and an impressive collection of hunter's trophies including a GRIZZLY BEAR, a BOBCAT, a MONKEY in mid-screech, and a BALD EAGLE with wings extended. The Kaiser stands by the door. Guy looks on a bit bleary-eyed and a little tipsy.

ROCHEFORT

Have a seat, Mr. Smith.

Sharp settles into one of two leather armchairs next to a small table. Rochefort selects a bottle and eases into the other chair. He places the bottle on the table, the liquid is clear and there is no label. Rochefort SNAPS his fingers in the direction of Guy and The Kaiser.

ROCHEFORT

I think you will find this both unusual and, I hope, enjoyable.

The Kaiser nudges Guy, who stumbles over to the table with two glasses and begins to pour the two a drink. The Kaiser glares at Agent Sharp and then SLIPS out the door.

SHARP

The drink or the conversation?

ROCHEFORT

Perhaps both.

Rochefort and Sharp take up their glasses. Rochefort DOWNS his with a slight grimace. Sharp SNIFFS suspiciously, then swallows the liquid with a taught smile.

SHARP

Delicious.

Rochefort motions for Guy to pour them another.

ROCHEFORT

It is my own recipe. A distillation process that yields a particularly high alcohol content without actually incinerating the palate. No one has ever lasted 3 glasses.

Guy holds the bottle up to the light, curious. The two men down another glass, eyeing each other competitively. Guy takes a swig from the bottle at the same time, unnoticed. His eyes go wide and his leg involuntarily KICKS the small table.

SHARP

(an octave higher)

Fascinating. Now tell me about your little discovery. Rochefordium?

Rochefort motions for Guy to refill their glasses.

ROCHEFORT

If such a thing existed, how would it interest you?

SHARP

I represent certain wealthy individuals, venture capitalists, that may be inclined to invest. They have a taste for investing in things that are, shall we say, unorthodox.

ROCHEFORT

(smiling)

Have another drink, won't you?

Sharp and Rochefort bring their third glass to their lips.

SHARP

So, a stable, transition metal, heavier than Uranium, eh? An element like that in a particle accelerator the right size...

Sharp eyes Rochefort as they drain their glasses, and Guy swipes another mouthful from the bottle.

Rochefort's lips tremble slightly, and Sharp twitches into a satisfied smile. Guy SLAMS the bottle back down onto the table and spins around, COLLIDING into a set of French doors.

ROCHEFORT

...would yield an awesome power not seen since the birth of the universe. A power that unleashed could...

SHARP

...destroy the very fabric of space and end all life as we know it?

Guy BUMPS into a bookshelf, a few books fall, he tries to catch them. A large volume SLAMS into his head.

ROCHEFORT

...or reveal the origins of the universe itself.

Guy STUMBLES back from the bookshelf and turns to face the stuffed grizzly bear. The bear teeters. Guy SILENTLY screams and stumbles back into the stuffed monkey.

SHARP

Sounds dangerous.

ROCHEFORT

(smiling)

Great science requires great risk.

The monkey's claws are snagged on Guy's jumpsuit. As he moves the monkey follows. Guy tries to turn around and see what is on his back, the monkey SLAMS into a tall standing lamp.

ROCHEFORT

Besides, you're not averse to a bit of danger. Are you...

(beat)

Mr. Sharp.

Guy turns towards the lamp as it SLAMS into his head. He FALLS to the floor and out of sight.

SHARP

That's Smith. Aaron Smith.

Rochefort rises to his feet as the grizzly bear falls on Guy.

ROCHEFORT

My mistake, Mr. Smith. You'll forgive me, but I must return to my other guests.

Sharp remains in his seat, grinning. Rochefort turns and LIMPS for the door as Guy struggles to his feet.

INT. ROCHEFORT MANSION - NIGHT

Rochefort steps out of the study and back into the party. The Kaiser is waiting at attention by the door. Rochefort smiles at a few of the GUESTS and leans toward The Kaiser.

ROCHEFORT  
Eliminate him.

THE KAISER  
It shall be so.

INT. ROCHEFORT'S STUDY - NIGHT

Sharp is still seated, the same grin on his face. Guy struggles to his feet.

GUY  
(slurred)  
So, can I fix you anything else?

Sharp slowly TEETERS over in his chair and SPRAWL onto the floor. Guy stares for a beat, then shrugs.

GUY  
Light weight.

EXT. ROCHEFORT'S GARDEN - NIGHT

Sharp has one arm around Guy as they STUMBLE through the garden. Guy is drunk, but Sharp is barely conscious. Sharp is wiping his mouth with his sleeve.

SHARP  
What was in that stuff? I never puke. Was it poison? He drank it too, right?

GUY  
For a little guy he can put it away, I'll give him that.

SHARP  
I've been poisoned. And this is not poison.

GUY  
I had it and I'm okay.  
(beat)  
I never puke...everyone says that.

INT. ROCHEFORT'S KITCHEN - NIGHT

Max is prepping a platter with mini-cheesecakes when Pierre pokes his head into the kitchen.

PIERRE  
Ah Max, tout petit cochonnet. The Kaiser wants you to bring champagne to the master bedroom.

MAX  
The Kaiser?

PIERRE  
It's a party, what can I say?

INT. ROCHEFORT'S MANSION - LATER

Max is walking down the hallway carrying a bottle of champagne and two glasses on a tray. He gets to the master bedroom, musters courage, and slowly enters.

MAX  
Hello? The Kaiser?

Max is suddenly KICKED from behind. The bottle flies in the air. He flails forward and ends up on a massive bed. Hands CATCH the bottle and both glasses. It's Zoe, stripped down to slinky LINGERIE and high heels.

ZOE  
Nice vintage.

MAX  
Dear God Zoe! You scared the...and you kicked me!

ZOE  
I'm sorry but I have been patient.  
Do you want me or not?

MAX  
The Kaiser's not even here is he?

She SLAMS the door and they are alone.

EXT. ROCHEFORT MANSION – NIGHT

RocheFORT is on the front steps seeing off the last guests.

ROCHEFORT

Good evening. See you in Africa,  
yes? You okay to drive? Okay. I'll  
e-mail you the recipe, bye-bye.

The smile vanishes. He checks his watch and turns inside.

INT. ROCHEFORT'S BEDROOM – NIGHT

Zoe and Max are SITTING on edge of the bed talking. Zoe is swinging her legs like a child, still in lingerie and heels.

ZOE

Oh, there were others. Always evil  
mastermind types. I guess I've  
always been afraid to be on my own.

MAX

It's not so surprising. Insecurity  
brings out all sorts of self-  
destructive behavior. It's a nasty  
cycle. But you're more than just a  
pretty, deadly, plaything. You're  
smart and talented. You show great  
leadership qualities.

(tapping her forehead)

Maybe there's an assassin of doubt  
sneaking into your head and  
sabotaging your confidence.

ZOE

You feel I'm afraid to step out  
and...

MAX

(interrupting)

It doesn't matter what I feel. What  
do you feel? You know, there's a  
book that I think you should read.

Max reaches into his jumpsuit and pulls out a thick BOOK  
titled, "**Teaching You to Love You.**"

MAX

Have you ever gone on a you-date?  
Just you and you?

Zoe blushes.

MAX  
(pointing to his heart)  
No, I mean in here.

Zoe takes the book, staring at its cover.

ZOE  
What about you?

MAX  
What about me?

ZOE  
You're smart, talen...  
(awkward beat)  
...sensitive. Why are you wasting  
your time as a henchman?

MAX  
Wasting my time? But I'm part of  
something bigger. Rochefort's plan  
is blazing an exciting new trail...

Zoe smiles, puts a hand on his.

ZOE  
You really believe that, don't you?  
It's just a job. Sooner or later  
some agent will...

MAX  
You too? Doesn't anyone believe in  
this guy?

A CHIME sounds.

MAX  
What was that?

Zoe leans back and grabs a REMOTE CONTROL on the center of  
the bed. She presses a button and a video monitor on the far  
wall blinks on showing Rochefort trudging up a stairwell.

MAX  
Rochefort?! He's coming here?

ZOE  
This is his bedroom.

Max jumps up, frantic. Zoe lies back on the bed, unconcerned.

ZOE  
Let him come. It's for the best.

MAX

No, no. It's not for the best. I'll get fired. What am I saying? I'm gonna get fed to feral badgers or something.

Max is FRANTICALLY searching for an exit. The video monitor switches to a camera in the hallway outside the bedroom.

ZOE

It's like you said. I should be my own woman. This could break the cycle, Max.

MAX

For crissakes, I saw that on Oprah. What the hell do I know? I haven't even finished the book.

Max finds one window unlocked and manages to wriggle through.

ZOE

Max, I want to finish this conversation!

Max disappears just as Rochefort steps into the room. Rochefort stops, sees Zoe in bed and the open window.

ZOE

Rochefort. How was the party?

Rochefort crosses the room to the window.

EXT. ROOF OF ROCHEFORT MANSION – NIGHT

Rochefort peers out of the open window. We see Max clinging to a ledge just out of sight.

ROCHEFORT

You left early, Zoe. That was disappointing. And we ran out of ice.

(beat) )

The little smokies were a hit!

Rochefort closes the window and Max exhales. He begins to shimmy along the ledge, looking for a way down.

EXT. ROCHEFORT'S GARDEN – NIGHT

Guy and Agent Sharp are sitting on a thin patch of grass in the garden, still sodden with Rochefort's homemade liquor.

SHARP

Hey, I'm not complaining. I get to see the world, an excellent per diem – and at my pay scale, I don't even have to turn in receipts – but sometimes I'd like to be the guy behind the guy, you know? Support staff don't have to second guess villainous billionaires bent on global destruction.

GUY

I hear you.

SHARP

Some asshole actually succeeds in redirecting the sun's energy or unleashing some super virus, who takes the heat from upstairs?

GUY

You do.

The Kaiser SLINKS in the shadows behind them.

SHARP

Me do, that's right. They don't care how many times you've saved mankind – let a few million die and suddenly you're the bad guy.

GUY

I can't argue.

SHARP

At least I'm not you, right? I mean, you actually are the bad guy.

GUY

Now why do you have to be like that? It's just a job.

The Kaiser plucks out his false eye and TRIGGERS the blades with a sadistic smile.

SHARP

Just a job?

(shaking his head)

Sounds like someone's substituted a paycheck for personal responsibility.

GUY

I punch a clock like everybody else. I'm not the one trying to take over the world.

SHARP

Huh. I always wondered how you guys slept at night.

Guy starts to speak, but stops. Sharp has touched a nerve.

In the background The Kaiser raises his arm, about to fling the eye-blade. Just before he throws, we hear a muffled YELL. A body FALLS from the sky and KNOCKS him to the ground.

Sharp and Guy casually glance behind them, see Max and The Kaiser both unconscious on the ground, and just as casually turn forward again.

SHARP

Did that just happen?

INT. MAX'S ROOM - DAY

Max is sleeping soundly, nestled in a comforter. He stirs, rolls over and opens his eyes to see Agent Sharp passed out next to him. Max BOLTS upright.

We see that Max's single bed in the small cell-like room has been pushed to one side, and that he, Agent Sharp and Guy have all slept together on the floor.

MAX

(panicked whisper)

Guy!

Guy does not stir.

MAX

Guy!

Max HURLS a pillow at Guy. Guy wakes up, disoriented.

MAX

What is he doing here?

GUY

Who?

MAX

Him!

GUY

Oh, met him last night at the party. Nice guy. Had a few too many so I told him he could crash here.

Max is on his feet.

MAX

You what!? That's the secret agent!

GUY

Hmmm, he was droning on about something like that last night. I tuned him out after a while.

Agent Sharp finally comes to and sits up between Max and Guy. He looks from one to the other.

SHARP

Where am I?

MAX

You're in Rochefort's mansion.

SHARP

Still?

Max scrambles around the room and comes up with his sub-machine gun. He aims it at Sharp.

MAX

Let's see you get out of this one!

SHARP

I don't think that's a good idea.

MAX

Shut your talk-hole!

GUY

Talk-hole?

SHARP

If you turn me in I'll have to explain to Rochefort some startling information about his girlfriend.

Max glares at Guy.

GUY

What? So maybe I filled him in a little, but I didn't know he was an agent.

MAX

We just talked. That's it.

They both give Max a "Yeah, right" look. Sharp begins to get to his feet. Max points the gun recklessly in his direction.

MAX

What are you doing?

SHARP

A laser cannon is about to shut down the world's communications. I'm going to stop it.

MAX

You're just going to walk out of here?

SHARP

Or you could show me out.

MAX

Help you escape? Are you crazy?

SHARP

You would be avoiding a very embarrassing and deadly situation. You don't think Rochefort is going to believe you sat in his bedroom and chatted with his seductress?

Max thinks for a moment, then drops the gun to his side.

MAX

I suck at this job.

INT. ROCHEFORT'S MANSION - DAY

Max, his gun at the ready, PEERS around the corner of one of the many rooms in the mansion. The coast is clear and he moves into the open. Agent Sharp appears behind him in a wrinkled tuxedo. Guy brings up the rear, his GUN dangling over one shoulder.

Max stops at the edge of a large living room, motioning Sharp and Guy to do the same. He peers cautiously around a corner and comes face to face with Zoe.

ZOE

Max. There you are.

MAX

Zoe.

Max tries to smile as he WAVES frantically behind him. Guy SHOVES Sharp through a small doorway and out of sight. Zoe smiles and moves in close.

ZOE  
Rochefort will be gone all morning.  
I'm hoping we can continue our  
conversation from last night.

INT. ROCHEFORT'S MANSION

We hear footsteps approaching from the next room.

ROCHEFORT (O.S.)  
Zoe?

Zoe shoves Max through the same small door Sharp and Guy used. Rochefort appears from the next room.

ZOE  
Yes, darling?

INT. ROCHEFORT'S SHOW BATHROOM - DAY

Max, Guy and Sharp are crammed into a very small bathroom.

GUY  
It just doesn't make sense.

SHARP  
It's an extra bathroom just to show  
off. Like a living room no one  
uses.

MAX  
I've tried to explain the concept.

GUY  
So you're not suppose to actually  
use it?  
(beat)  
Then why does the plumbing work?

Guy FLUSHES the toilet. Max and Agent Sharp panic, trying to keep Guy quiet.

INT. ROCHEFORT'S MANSION - DAY

Zoe hooks arms with Rochefort and leads him down the hall.

ROCHEFORT  
Did you hear flushing?

ZOE  
Oh, tell me more about your laser  
cannon.

ROCHEFORT  
But that's the show bathroom.

Max slowly emerges from the bathroom, making sure it is safe.

EXT. ROCHEFORT'S MANSION - DAY

Max leads Agent Sharp and Guy out the front door and around to a small parking lot. Sharp's black Maybach sits alone in the empty lot.

Sharp lays a hand on the door and looks at both Max and Guy.

SHARP  
It doesn't have to be this way, you  
know. You could join me and fight  
the good fight.

MAX  
The Agency had it's chance.

GUY  
Yeah. And I'm this close to a fat  
pension.

Sharp slips behind the wheel and looks back to Guy and Max.

SHARP  
All the same, when I foil his plans  
and you're both out of a job, you  
should look me up.

Sharp pulls out driving gloves with a gallant smile.

ROCHEFORT (O.S.)  
Extreme measures just to avoid  
tipping the valet.

Guy and Max turn to see Rochefort standing behind Sharp's car, his arms folded and a self-satisfied smirk on his face. He is flanked by two HENCHMEN.

Guy and Max QUICKLY grip their machine guns, playing it off like they have Sharp cornered. With a sigh, Sharp gets out of his car and slams the door behind him.

ROCHEFORT

I enjoyed our little talk, Agent Sharp.

The Kaiser arrives with an ice pack on his head. Glaring at Sharp, he steps between Max and Guy.

ROCHEFORT

But now it's time we said adieu.

The Kaiser tosses his ice pack and, with an eager grin, removes his false eyeball and triggers the blades.

MAX

(disgusted)

Is that your eyeball?

GUY

I know, right?

THE KAISER

Shut up.

Rochefort scowls at The Kaiser.

ROCHEFORT

Do you think you can finish the job now?

Rochefort turns away and heads for the mansion. There is a SCUFFLE off screen. Rochefort turns back to see The Kaiser HOWLING in pain, clutching his bad eye, and Agent Sharp FORCING Guy and Max into his car with their own guns.

Rochefort turns back to the two henchmen. Hands on hips, he lets out a low sigh.

ROCHEFORT

(half-hearted)

After them.

EXT. ROCHEFORT'S MANSION - DAY

Agent Sharp's Maybach SQUEALS from the parking lot under a shower of machine gun fire. BULLETS bounce off the Maybach's windows. Three white Volvos SPEED after him.

INT. SHARP'S CAR - DAY

Sharp, with the most subtle glance in his rear view mirror, calmly presses one of a hundred buttons on his console.

EXT. BERLIN STREET - DAY

A small machine gun sprouts from the back of Agent Sharp's Maybach and begins to fire into the front grill of one of the pursuing Volvos.

The Volvo loses control and SLAMS into a line of parked cars. The two other cars continue close behind.

INT. SHARP'S CAR - DAY

Guy, riding shotgun, looks back at the destruction then at the console.

GUY

Does all this come standard?

SHARP

Sorry about the kidnapping, but I need to know the location of that laser cannon.

GUY

Laser cannon?

SHARP

Rochefort plans to knock out all communication frequencies... Don't they tell you all this?

GUY

Are you kidding?

MAX

They really don't tell us anything.

EXT. BERLIN STREET - DAY

Bullets BOUNCE off the rear window of Sharp's Maybach as the cars SPEED through the streets of Berlin.

INT. SHARP'S CAR - DAY

Sharp JERKS the wheel to avoid some PEDESTRIANS.

SHARP

That is unfortunate.

Sharp, still cool, presses another button. A small monitor on the dash comes to life and Sharp begins to enter data as he speeds through the streets.

SHARP

But there aren't too many places a  
weapon requiring that kind of power  
could be hidden.

EXT. BERLIN STREET - DAY

A fourth white Volvo speeds into an intersection, COLLIDING  
into the side of Sharp's car. The two cars SPIN OUT, leaving  
the Maybach speeding down the street in REVERSE.

INT. SHARP'S CAR - DAY

Sharp continues to tap information into the console. Max,  
clutching the interior of the car, stares wildly at Sharp.

MAX

Could you please watch the road!  
(miming hands on a wheel)  
10 and 2! 10 and 2!

EXT. BERLIN STREET - DAY

We see Sharp's car SLIDE into an intersection, correcting  
itself while forcing one of the Volvos off the road.

INT. SHARP'S CAR - DAY

On the monitor, we see Rochefort corporate headquarters with  
a flashing red beacon.

SHARP

Rochefort's corporate headquarters.  
Of course.

GUY

That's so cool! What's this one do?

SHARP

Not that...

Guy presses a button. Sharp SHOOTs like a rocket up from the  
car leaving the seat empty. Guy and Max SCREAM.

GUY

We're going to die!

Suddenly, the car SCREECHES to a stop and the engine shuts  
off. Guy and Max are left mid-scream feeling rather foolish.

MAX

What happened?

GUY

I guess it's like a tread-mill or a jet ski, where if you fall off... or get shot out the roof... it just stops. Like a kill switch.

Arnold, driving one of the white Volvos, pulls along side. Pierre rolls down the passenger side window.

PIERRE

Bonjour, hommes très petits. Need a ride?

INT. WHITE VOLVO - DAY

Arnold is driving while Pierre plays with the radio, settling on Sade's *Smooth Operator*. Guy and Max are in the back.

ARNOLD AND PIERRE

(singing)

*Coast to coast, LA to Chicago,  
western male. Across the north and  
south, to Key Largo, love for sale.*

GUY

That car was bad ass. You think every agent gets one? Maybe we should take Sharp up on the job offer.

MAX

You just shot him out of a speeding car. I'd say the offer is retracted.

EXT. ROCHEFORT CORPORATE HEADQUARTERS - DAY

Arnold pulls the white Volvo up to the building's entrance as Rochefort exits with a dozen henchmen. The Kaiser steps out last, a bandage over his bad eye.

Arnold, Max and Guy step out of the car as Agent Sharp gently FLOATS to the ground in front of them strapped to a parachute. Throughout the following, in the background, we see Arnold STRUGGLING with a wheelchair for Pierre.

ROCHEFORT

Ah, Agent Sharp. Late as usual.

SHARP

Don't be too sure.

Sharp unhooks the chute and sets himself to take on all of them at once. Suddenly, there is a LOW HUM, the henchmen cower, preparing for a BLAST. Then a TINY BEAM of light emits from the top of the skyscraper.

ROCHEFORT

Oh, I'm sure.

There is an AWKWARD pause as they all, except for a grinning Rochefort, expected more. Sharp relaxes.

THE KAISER

(quietly to Rochefort)

Is that it?

ROCHEFORT

Yes. What?

THE KAISER

I don't know, feels a little anti-climatic.

ROCHEFORT

I just jammed every communications system on the planet. What do you want, fireworks?

The Kaiser shrugs.

ROCHEFORT

(to the henchmen)

Seize him.

Henchmen surround Sharp as Guy leans in closer.

GUY

(to Sharp)

Are you always wearing a parachute?

Sharp is lead away.

EXT. EARTH'S ORBIT - EVENING

We see several satellites floating in orbit. A flash of light beams from below. The satellites sputter and go dark.

INT. MAX'S HOUSE - EVENING

Nana stoops over her television in the kitchen turning the channels. All are filled with static.

NANA  
Matlock, where are you?

INT. SUBURBAN HOME - EVENING

A FAMILY cuddle up on a sofa watching their favorite sitcom. Suddenly, the screen fills with static. Everyone groans.

INT. WHITE HOUSE OVAL OFFICE - EVENING

The PRESIDENT OF THE UNITED STATES stands, hands on hips, in front of the Oval Office television as several SECRET SERVICE AGENTS try to find a working channel.

PRESIDENT  
Try fiddling with the rabbit ears.

SECRET SERVICE AGENT  
There are no rabbit ears, Mr. President. It's cable.

PRESIDENT  
Did you try wrapping tin foil around it?

EXT. OUTER SPACE - EVENING

A hulking, dead satellite drifts through space. With a small, metallic CLICK, the satellite begins to separate, revealing another smaller satellite inside. The smaller satellite springs to life, BEEPING and FLASHING in it's orbit.

INT. SUBURBAN HOME - EVENING

The family, still on the couch, is groaning in disappointment as the father tries to find a channel. In frustration, the father smacks the top of the set and the static changes to a rotating image of the Rochefort corporate logo while a muzak version of *The Girl from Ipanema* plays in the background. The family stares at it, wondering if it's some new show.

INT. MAX'S HOUSE - EVENING

Nana reads a book entitled **The Pole Dance Workout** while, unnoticed by her, the Rochefort corporate logo spins on her TV screen.

INT. WHITE HOUSE OVAL OFFICE - EVENING

The secret service agents are turning the channels. The Rochefort logo stares back at them on every one. The President turns to an agent.

PRESIDENT

Get me the Joint Chiefs of Staff.

The President sits down uneasily, watching the rotating logo on the screen as the agent exits.

PRESIDENT

(calling after the agent)

And some pretzels if we have 'em.

He settles back to watch the logo, bobbing his head slightly to the muzak tune.

EXT. SAHARA DESERT - DAY

We are high above a low-slung concrete encampment hidden among the dunes of the Sahara desert. We can see several long rectangular buildings, as well as one large concrete oval extending several miles out into the desert.

Title: **Sahara Desert: Southern Egypt.**

EXT. ROCHEFORT'S SAHARA FACILITY - DAY

Down among the concrete bunkers we see dozens of HENCHMEN in white jumpsuits SCURRY from building to building, several of them riding SEGWAYS. Jeeps ZIP here and there, the occasional shuttle bus lumbers past. One of the henchmen on a Segway loses control and CRASHES into a dumpster.

On the outskirts of the facility, a couple dozen HENCHMEN are stripped to the waist in their white jumpsuits sunbathing and playing beach VOLLEYBALL. Their bodies are oiled and rippling with muscles as they LUNGE in SLOW MOTION for the ball. We hear KENNY LOGGINS', "Playing with the Boys," the volleyball theme song from *Top Gun*, BLARING over the beach party.

Off to the side, Guy and Max are SITTING in lawn chairs enjoying the sun.

Guy has a reflective board angled up at his face and Max is busy reading **My Hero, Myself**. A HIBACHI GRILL is SIZZLING with hot dogs. Just behind them, Arnold is begrudgingly RUBBING sun-block on Pierre.

PIERRE

Be thorough. I burn easily.

ARNOLD

I know the feeling.

Max puts down his book, something is bothering him.

MAX

Guy?

GUY

Yeah?

MAX

What exactly is mutually assured destruction?

GUY

Basically, when both parties will be destroyed if engaged such that neither party is willing to initiate. It's political checkmate that insures against unprovoked aggression.

ARNOLD

How are the wieners?

Max CRANES his neck to see the grill.

MAX

Another few minutes.

(to Guy)

So mutually assured destruction only works if everyone has the same capability.

GUY

Something like that.

MAX

But if Rochefort is the only one with the new element, then destruction is not mutual. Making any demands would be like putting a gun to your own head and demanding a ransom.

GUY  
Hey, man, I just work here.

MAX  
I don't get the angle.

ARNOLD  
(butting in)  
Max, there is no angle. He's a moron.

Max turns to Arnold, prepared to defend Rochefort, but thinks better of it. He returns to soaking up the sun.

MAX  
You know, I'm a little surprised we didn't get a "job well done" back in Berlin.

GUY  
We were helping the secret agent escape.

MAX  
He didn't know that.  
(beat)  
Maybe you're right. I should just keep my head down, stay out of the shit and enjoy the fringe benefits.

Guy sits up, troubled. He tries to find the words...

GUY  
Look, Max, there's no shame in taking a job seriously.

Max looks over at Guy and smiles.

MAX  
Thanks.

A volleyball FLIES into view, BOUNCING violently off of Pierre's head. Arnold turns.

ARNOLD  
Hey, watch it!

Pierre, infuriated, STRUGGLES to turn his wheelchair.

PIERRE  
Wheel me over.  
(pointing off screen)  
You there! Prepare to have your able-bodied ass kicked.

Arnold scrambles to push Pierre off screen.

INT. PARTICLE ACCELERATOR CONTROL ROOM - DAY

Hundreds of HENCHMEN busy themselves among towering generators and an imposing array of heavy industrial equipment.

On a large metal platform, a dozen more HENCHMEN operate several consoles. Plate glass windows look down upon the large CONCRETE OVAL. Above the windows, jumbotron screens display information on the impending particle collision and various shots from around the facility.

A CAMERA stands on a tripod pointing at one of the consoles as Rochefort and The Kaiser, his bad eye still wounded, prepare for their broadcast to the world. The Kaiser hovers over Rochefort, who is looking over his NOTES.

The Kaiser's false eye FALLS out. He catches it clumsily and tries to suavely replace it in its socket.

ROCHEFORT

Seriously, that eye thing is disturbing.

Rochefort shakes his head while The Kaiser gives him a sheepish look.

ROCHEFORT

(looking at his notes)  
Shouldn't it sound more menacing?

THE KAISER

It's all in the delivery.

ROCHEFORT

Yes, but, I'm just not sure "almost certain annihilation" really communicates the truth of the piece.

A CAMERAMAN looks up.

CAMERAMAN

We're ready to uplink.

Rochefort TOSSES his notes on he floor and then, with his foot, tries to PUSH them out of the camera shot.

THE KAISER

Remember, r-r-round tones.

ROCHEFORT

Yes, yes. Oh, grab me a water.

CAMERAMAN

We're on in five, four...

ROCHEFORT

Wait, wait, I'm going to swivel!

Rochefort quickly SHUFFLES his feet to spin the chair away from the camera. The Kaiser gives him a thumbs up.

CAMERAMAN

...two, one. And go.

INT. SUBURBAN HOME - DAY

The family is still in front of the television, it has obviously been a couple of days. The father is unshaven, and food wrappers litter the floor.

The ROTATING logo fades into an image of the back of Rochefort's chair. The youngest SON nudges his father on the couch.

SON

Hey, dad.

The father rouses, and the family sits up to pay attention. On the screen, Rochefort slowly spins into view.

ROCHEFORT

Greetings. You'll forgive the chaos of the last couple of days, but I wanted your undivided attention. Please get anyone who is out of the room. I'll wait.

INT. MAX'S HOUSE - DAY

Nana, working out with dumbbells, ignores the television.

ROCHEFORT

Right. Now, I am Rochefort, and I am in complete control of all global communications. But even that is prelude to my greatest conquest...

EXT. TOKYO STREET - DAY

Hundreds of PEOPLE stand in the street watching a jumbotron.

ROCHEFORT

After months of experimentation, I have developed a heavy ion particle accelerator deep in the desert.

EXT. TIMES SQUARE - DAY

CROWDS watch another billboard filled with Rochefort's image.

ROCHEFORT

With this device, I can guarantee the total annihilation of the planet. I will not hesitate to use it, unless...

INT. PARTICLE ACCELERATOR CONTROL ROOM - DAY

The Kaiser gives Rochefort a reassuring nod. Rochefort barely acknowledges it with a slight smile.

INT. WHITE HOUSE OVAL OFFICE - DAY

The President, surrounded by several JOINT CHIEFS OF STAFF, sits on the couch, a bowl of pretzels by his side. They are all watching Rochefort on the screen.

ROCHEFORT

Unless the world's leaders pay tribute to my cause. One dollar for every living human on the planet to stave off destruction. You have 12 hours to comply.

The President looks up to one of his staff.

PRESIDENT

One dollar? That doesn't seem too steep a price.

STAFF MEMBER

Mr. President, there are more than six billion people on the planet.

PRESIDENT

Oh. How many in just our part of it?

INT. PARTICLE ACCELERATOR CONTROL ROOM – DAY

Zoe enters the cavernous room leading the somber businessmen from Rochefort's boardroom. As they enter, a HENCHMAN on a Segway attempts to exit, but SLAMS into the door.

As the businessmen make their way toward the stairs of the metal platform, Rochefort LEAPS from his chair to greet them.

ROCHEFORT

Ah, gentlemen, welcome to our control room.

Zoe and the businessmen climb the stairs and join Rochefort on the platform. He points to the screens overhead.

ROCHEFORT

As you can all see, from here we can monitor every subtle reaction in the fusion process, down to the molecular level.

BUSINESSMAN #1

Is it safe?

ROCHEFORT

Safe?

Rochefort steps to one of the control panels and points to a large red button.

ROCHEFORT

With the touch of this button I will unleash the world's most destructive element, capable of destroying everything - everything - in the known world. Is it safe?

(beat)

Sure.

The men all smile and nod approvingly.

ROCHEFORT

And you will be pleased to know that I have a little entertainment set up for you during the experiment.

Rochefort motions to one of the screens and we see Agent Sharp CHAINED inside a concrete tunnel surrounded by mechanical equipment.

ROCHEFORT

The agent you were all so worried about is at this moment locked inside the particle accelerator. We have no idea of the effects of molecular fusion on the human body, but I bet it leaves a mark.

The Kaiser, standing near Rochefort, adjusts his false eye. Rochefort notices and GLARES at The Kaiser, who quickly drops his hand.

BUSINESSMAN #1

So, now we broadcast a test run to show the world what kind of destructive power we have?

ROCHEFORT

Gentlemen, really. What good is a test run?

BUSINESSMAN #1

To show the world what kind of destructive...

ROCHEFORT

Then what? Billions of dollars?

BUSINESSMAN #2

Well, yes.

ROCHEFORT

But with the press of a button we can re-create the universe itself!

BUSINESSMAN #1

(raising his hand)

I vote for the billions of dollars.

ROCHEFORT

Come now, no one will really believe we'll use this device unless we actually use it.

There is a long pause.

BUSINESSMAN #3

What?

INT. WHITE HOUSE OVAL OFFICE - DAY

The President BOLTS upright. On the television we see Rochefort addressing the businessmen in the control room. The camera is still rolling.

PRESIDENT

What?

EXT. TIMES SQUARE - DAY

The crowds are still watching Rochefort on the big screen. He steps over to the large red button.

ROCHEFORT

We must call our own bluff.

BUSINESSMAN #3

But you said...

BUSINESSMAN #1

Call our own bluff? That doesn't even make sense!

INT. SUBURBAN HOME - DAY

The family is still GLUED to the set, watching Rochefort's tantrum as he stamps around the room.

ROCHEFORT

It's my particle accelerator and I'll do with it what I want! If I want to recreate the universe, that is exactly WHAT I WILL DO!

On the screen, we see Rochefort SLAM his fist down on the large red button. A deafening warning BUZZER sounds, the lights in the control room dim to a frightening orange.

The family RECOILS from the set.

EXT. TIMES SQUARE - DAY

The crowd is staring WIDE-EYED.

INT. SUBURBAN HOME - DAY

SON

This show sucks.

INT. PARTICLE ACCELERATOR CONTROL ROOM - DAY

Orange safety lights FLASH around the room as the generators roar to life. The loud warning BUZZER continues to sound, counting down the ignition of the particle accelerator.

MALE VOICE (O.S.)  
Particle acceleration sequence  
initiated.

The Kaiser steps to Rocheford's side as the businessmen COWER at his lunacy. Rocheford attempts to REGAIN his composure by trying different "stress reducers." But he GIVES UP.

ROCHEFORT  
(to The Kaiser)  
Ah fuck it. Kill 'em.

Zoe slowly backs away.

ROCHEFORT  
Kill them all.

The Kaiser smiles deviously. His false eye FALLS out, and he quickly replaces it.

THE KAISER  
As you wish.

The Kaiser turns and pulls out a gun as Rocheford wanders off in thought. The cameraman removes his headphones.

CAMERAMAN  
Did you say cut?

ROCHEFORT  
What?

Rocheford LOOKS at the camera.

EXT. TOKYO STREET - DAY

The crowd looks up at Rocheford as he stares into the camera.

ROCHEFORT  
Are we still rolling?

He moves in close, trying to turn it off.

ROCHEFORT  
Turn it off! Turn the damn thing  
off!

The billboard goes blank. The Rochefort corporate logo BLINKS onto the screen, accompanied by the same soothing muzak version of *The Girl from Ipanema*.

The BYSTANDERS stare at each other for a moment, then SCREAM in collective TERROR.

EXT. TIMES SQUARE - DAY

The crowds have gone MAD and are RUNNING for their lives to the tune of *The Girl from Ipanema*.

INT. WHITE HOUSE OVAL OFFICE - DAY

Everyone is trying to use their phones.

STAFF MEMBER

The phones are all dead, Mr. President.

The President grimaces, staring off into the distance.

PRESIDENT

Let's hope there's someone out there who can stop this thing.

EXT. ROCHEFORT'S SAHARA FACILITY - DAY

Max and Guy are still sunning themselves. A shadow appears over Guy and Max and they both look up to see Zoe.

ZOE

Enjoying yourselves?

MAX

Zoe?

GUY

We were just going to have lunch. You hungry?

Max is on his feet as Guy pokes at the wieners. Zoe is NERVOUS and moves in close.

ZOE

Listen, don't make a scene, but Rochefort is not running a test today. He really is going to destroy the planet.

MAX

What?

ZOE

I know, it's crazy. He's a disgrace to the industry, totally against protocol.

MAX

Protocol?

ZOE

You're only meant to threaten mass destruction. I'm beginning to think he never intended to collect the money.

MAX

So Rochefort really is insane.  
(shaking his head)  
I am such an idiot.

ZOE

I never thought I'd hear myself say this, but we've got to free agent Sharp and figure out how to stop that particle accelerator.

Max tears himself away from his own self-pity long enough to look at Zoe.

MAX

Why? Sharp doesn't need our help.  
We're background.

ZOE

What about all your talk about being part of real change, making a difference...

Max moves in close, puts a hand on Zoe's arm.

MAX

(condescending)  
Zoe, it's like you said, it's just a job.

Zoe shakes her head in disgust.

ZOE

I thought you were different.

She STORMS off, back to the particle accelerator.

MAX

Zoe. Don't be like that, come on.

Zoe is already gone. Max turns back to Guy.

GUY

What was that all about?

MAX

(distracted)

She thinks Rochefort's actually going to destroy the planet.

GUY

Seriously?

Max turns back to the particle accelerator, unsure what to do. Guy looks down at the hibachi.

GUY

Hey, the dogs are ready.

But Max has already wandered off.

EXT. SAHARA DESERT - DAY

Max is walking along a towering sand dune gazing out into a limitless ocean of desert. "Who Am I?" from *Les Misérables* is gently playing over the scene. As each CHARACTER speaks, we see their face FLOAT in the desert sky.

SHARP

Join me and fight the good fight.

ZOE

What about all your talk about being part of real change, making a difference?

NANA

Be yourself, everyone else is taken.

GHANDI

Might makes right...

MATLOCK

I rest my case, jackass.

He SNAPS to attention mid verse, looking around, confused.

MAX

Where the hell am I?

He HURRIES off, stumbling down a sand dune.

MAX

I've got a world to save!

EXT. ROCHEFORT'S SAHARA FACILITY - DAY

Max SPRINTS through the empty facility. Overhead BLARES...

LOUD SPEAKER

Tonight's Henchmen Karoke contest  
is canceled due to unforeseen  
potential world destruction.

EXT. ROCHEFORT'S SAHARA FACILITY - DAY

Hundreds of HENCHMEN stand in front of the largest building  
in the facility holding SIGNS emblazoned with slogans like:  
**Henchmen on Strike!, Save the World and Save our Pension!,  
More Pay for Mass Destruction!**

Arnold STANDS on a crate, while next to him is Pierre, who  
holds a sign that reads: **I'll Walk before I'll Work!**

ARNOLD

Rochefort is in clear violation of  
the Moonraker Clause, Union Rule  
3.1. Evil masterminds may threaten  
but never actually attempt to  
destroy the world. He's gone too  
far, and we aren't going to take  
it. Are you with me?

HENCHMEN

Yeah!

ARNOLD

Save the world!

HENCHMEN

Save our Pension!

Arnold leads the men in a CHANT as Max HUSTLES up to the  
crowd, trying to peer over shoulders. Spying Guy, he GRABS  
him by the shoulder and PULLS him away from the crowd.

MAX

Guy!

GUY  
Hey, where you been?  
(brushing off Max's suit)  
You're sandy.

MAX  
We've got to help Zoe free Sharp.

GUY  
What?

MAX  
I know it's not in our job  
description, but this is bigger  
than us.

GUY  
Max, don't do this to me. Not now.  
Maybe this isn't the most  
defensible profession in the world,  
but I'm this close to getting out,  
for good.

MAX  
Just walking away from the job  
won't make up for years of fighting  
for the wrong side.

GUY  
(getting angry)  
You want to save the world, be my  
guest. But leave me out of it.

MAX  
I know you're better than this.

GUY  
Hey, I've got nothing to prove. I'm  
not the one who failed the Agency  
test five years running!

The words sting, and Max walks away, leaving Guy there alone.

GUY  
Wait, I didn't mean it like that.  
(to himself)  
Way to go, Guy. What kind of buddy  
is that?

INT. PARTICLE ACCELERATOR CONTROL ROOM - DAY

The loud warning BUZZER continues to echo through a  
noticeably empty control room.

Rochefort, alone on the metal platform, slowly paces. The Kaiser steps to his side, breathing hard and obviously exhausted from just executing the businessmen.

ROCHEFORT  
Well done, The Kaiser.

THE KAISER  
Thank you, sir. Though that last fella gave me some trouble. A real scrapper. I...

ROCHEFORT  
(interrupting)  
Notice anything?

THE KAISER  
Hmmm?

Rochefort surveys the empty room.

ROCHEFORT  
Where are all my henchmen!?

The Kaiser SPINS around, shocked, and has to quickly hold his false eye to keep it from falling out.

ROCHEFORT  
Dear god, man! Can't you do something about that eyeball?

THE KAISER  
Sorry, it hasn't fit right since Berlin.

ROCHEFORT  
Well...put some tape over it.

The Kaiser has a look that says, "I hadn't thought of that."

ROCHEFORT  
Oh, I know. Get an eye patch.  
(off The Kaiser's frown)  
What?

THE KAISER  
Everyone has an eye patch these days. They're so...cliche.

Rochefort grimaces then takes in the empty room again.

ROCHEFORT  
And where is Zoe?

The Kaiser looks around the room perplexed. Noticing one of the large overhead screens, he points up.

THE KAISER

There.

On the screen, we see Zoe working to unshackle Agent Sharp.

ROCHEFORT

Just great. Is no one loyal to me?!

EXT. PARTICLE ACCELERATOR - DAY

Max is strapping on a helmet and CLIMBING onto a Segway by the entrance to the massive particle accelerator. Guy appears, out of breath, but ready for action. Max smiles.

GUY

Any extra room on that Segway?

INT. PARTICLE ACCELERATOR - DAY

The inside of the particle accelerator is a low concrete tunnel with miles of conduit overhead and hatches in the wall every few hundred yards.

Max and Guy "race" through the concrete tunnel on one Segway, SWERVING erratically and nearly crashing.

MAX

Stop leaning.

GUY

I'm not.

MAX

You are too. Stop it.

GUY

Hey look, I'm sorry about that failing-the-test jab.

MAX

Forget about it.

GUY

I mean, you're the closest thing I've ever had to a friend in this business.

MAX

Can we have this conversation when we're standing a little further apart?

GUY

Yeah, sure.

MAX

And stop leaning.

GUY

You're not meant to use your hands. Steer with your mind or your feelings or something.

MAX

What are you talking about?

GUY

It's like the Force. You have to feel it. Look let me.

Guy reaches and takes Max's hands off the handle bars.

MAX

Stop it, Guy. I'm driving.

GUY

Let go, Max. Feel the Segway.

Max and Guy's Segway SLAMS into the side of the tunnel. Max gets to his feet to see the terminus of the accelerator. SHACKLES hang empty and a hatch stands open to one side.

MAX

This is it!

GUY

Where is Sharp?

A distant EXPLOSION rocks the tunnel and Max and Guy STAGGER to the open hatch.

EXT. PARTICLE ACCELERATOR – DAY

Max and Guy emerge from the hatch to find two HENCHMEN left as guards laid out cold in the sand.

MAX

What the hell happened here?

Another EXPLOSION rocks the facility. A BALL OF FIRE rises up over the concrete buildings and a SIREN begins to sound.

MAX

It has to be Sharp!

GUY

What?

(beat)

How the hell? We're suppose to be saving him.

Max is already climbing into a nearby jeep.

INT. PARTICLE ACCELERATOR CONTROL ROOM - DAY

The control room, still empty, is alive with FLASHING LIGHTS and the GROAN of the generators. Sharp and Zoe have Rochefort at GUN POINT on the metal platform. The Kaiser is missing.

MALE VOICE (O.S.)

Particle acceleration in fifteen minutes.

SHARP

You must shut down the sequence.

ROCHEFORT

Why would I want to do that?

ZOE

Rochefort, this is insane.

Emboldened, Rochefort laughs, then glares menacingly.

ROCHEFORT

All my life I have...

A garbled YELP from off screen interrupts his speech.

ROCHEFORT

(looking up)

What the?

From the shadows we see Max SWINGING in from the rafters on his pocket grappling hook - Guy CLINGS to his waist like a frightened lemur.

They COLLIDE into Rochefort, sending him SPRAWLING. Max gets to his feet, triumphant. Guy looks on sheepishly as Zoe and Sharp SHAKE their heads, their guns still aimed at Rochefort.

SHARP

That really wasn't necessary.

ZOE

Max, we had him at gun point.

Max, suddenly mortified, tries to help Rochefort to his feet.

ROCHEFORT

What the hell is going on?

MAX

(to Sharp and Zoe)

Sorry guys. Just trying to help.

GUY

This was all his idea.

Rochefort, completely flustered, is nursing a hurt elbow.

ROCHEFORT

These are my men, aren't they?

Max turns discreetly to Guy.

MAX

(surprised)

Hey, he knows us.

GUY

(quietly to Max)

Like the jumpsuits aren't a dead give-away.

SHARP

Can we please focus on the impending destruction of the en galaxy?

ROCHEFORT

(glaring at Max)

What I was going to say, before I was so rudely interrupted, was that I've already begun the acceleration sequence and it cannot be stopped once it is started.

(to Sharp)

You've already lost, Agent Sharp.

THE KAISER (O.S.)

Yes, Agent Sharp. You have lost.

The Kaiser appears behind Sharp, an automatic pistol aimed at his head. Sharp lowers his gun to his side.

Rochefort LUNGES for Zoe's gun, wrenching it from her hands, then pointing it at her head.

ROCHEFORT  
Well, it's about time.

The Kaiser takes Sharp's gun then steps back, keeping Sharp, Max and Guy in his sights.

THE KAISER  
My apologies, but I was negotiating with striking henchmen.

ROCHEFORT  
Negotiating? Why don't you just shoot them?

THE KAISER  
Well, that's actually what I meant by "negotiating." I was trying to be oblique and menacing.

Rochefort backs toward an exit, still holding Zoe hostage.

ROCHEFORT  
Well, I'll leave you to negotiate with these three.

The Kaiser grins maniacally as Rochefort backs out the door.

THE KAISER  
With pleasure.

ROCHEFORT  
Farewell, Agent Sharp.  
(awkward beat)  
And you...two anonymous henchmen.

Max desperate to go after them, is held in check by The Kaiser. Sharp, hands raised, does nothing.

THE KAISER  
I will take great pleasure in taking your lives. One of the perks of the job, really.

Guy looks from Max to Sharp to The Kaiser.

GUY  
(to The Kaiser)  
Look, I just want you to know, this is nothing personal.

The Kaiser begins to laugh. In a FLASH, Guy UNLEASHES an amazing flurry of MARTIAL ARTS moves catching The Kaiser completely off guard. Soon, The Kaiser is LAID OUT cold and Guy stands in a JOHN WOO pose as a white dove flies past him.

GUY

Maybe it was a little personal.

SHARP

Nice moves.

MAX

I didn't know...when did you...the dove...the leg over your....

Guy turns to face Max.

GUY

You, go get Rochefort. We'll see if we can stop this thing.

Max is speechless, FROZEN.

GUY

Go!

Max nods, picks up a gun, and RUNS off.

EXT. ROCHEFORT'S SAHARA FACILITY - DAY

Rochefort CRASHES through an exit door pulling Zoe behind him. They PLOW right into a picket line of striking HENCHMEN. Several are NURSING wounds inflicted by The Kaiser's "negotiating" technique.

ARNOLD

Hey, man, watch where you're going.

Rochefort spins around, waving the gun.

ROCHEFORT

Stand back, all of you.

The henchmen keep their distance. Rochefort moves to his hi-tech SAND JEEP, outfitted with tank tracks, mounted guns, and XM radio. He FORCES Zoe in and climbs behind the wheel.

Max APPEARS in the crowd as Rochefort SPEEDS away.

MAX

Was that Rochefort?

ARNOLD

Yeah. What the hell is going on?

MAX

Let's get him! Who's with me?

The henchmen stand there, SILENT and a little CONFUSED.

ARNOLD

Wanna go kick some management ass?

The men SHRUG, nodding as if there's nothing better to do, then Max, Arnold and the other henchmen DASH after Rochefort. Except Pierre - his wheelchair is STUCK in the sand.

PIERRE

A little help?

EXT. ROCHEFORDIUM STORAGE FACILITY - DAY

Rochefort SLAMS on the brakes of the jeep in front of a large metal gate. He LEAPS from the sand jeep to open the gate, but it is LOCKED tight. Rochefort, about to climb in and ram the gates, sees Max and the other henchmen RUNNING after them.

He sees a door to a large concrete building with a SIGN that reads: **Rochefordium Storage Facility - Contamination Danger - Keep Out.** He GRABS Zoe and RUSHES into the building.

INT. ROCHEFORDIUM STORAGE FACILITY - DAY

Rochefort PULLS Zoe down a metal catwalk. It dead-ends overlooking a large glass enclosure filled with glowing green fragments of Rochefordium. Generators on all sides send SPARKS into the enclosure, agitating the fragments, and casting an eerie LIGHT around the facility.

Rochefort looks down, not happy.

ROCHEFORT

Shit.

ZOE

Give it up, Rochefort.

ROCHEFORT

Shut up!

Max APPEARS enters the catwalk, the other henchmen close behind. As Rochefort SPINS to face them, Zoe PULLS AWAY.

MAX

This is it, Rochefort. You've got nowhere else to go.

ROCHEFORT

No, you've got nowhere else to go.

Zoe joins Max at his side, as he and Rochefort keep their guns trained on each other. Arnold and the other henchmen move in behind Max as he turns and looks into Zoe's eyes.

MAX

Zoe, I know who I am now. It's time I made some decisions for myself.

Zoe smiles tenderly, and touches his cheek. Just when it teeters on sappy...

ROCHEFORT

You have to be freak'n kidding me?

MAX

What?

ROCHEFORT

(to Zoe)

You slept with him didn't you? A henchmen?

ZOE

No, actually.

MAX

But we are in love.

ROCHEFORT

Love? Zoe?

ZOE

Is that so hard to believe?

ROCHEFORT

You're an emasculating she-devil! Of course, it's hard to believe. Sheesh. How about a little self-awareness?

ARNOLD

That's cold.

Zoe smiles and STEPS toward Rochefort.

MAX

Zoe, wait.

ZOE

Don't worry. Rochefort doesn't have the balls to shoot anyone.

(beat)

I should know.

MAX

What does that mean?

ZOE

You know, he can't...perform. He's not "up" for the job.

MAX

I don't get it.

ZOE

He's not all there, down there...

ARNOLD

Mr. Happy is kind of flappy.

HENCHMAN #1 (O.S.)

His scrotum can't build a totem.

HENCHMAN #2

His fellow is made of jello.

Pierre finally WHEELS UP to the front of the crowd.

PIERRE

Son pénis ne peut pas accomplir  
l'érection

MAX

Ohhh. I get it. His special guy is -  
out of - Easter egg dye - or  
something. Wait, give me a second,  
what rhymes with flaccid?

ROCHEFORT

Enough! Zoe, you think I can't fire  
a bullet, well, permit me to prove  
you wrong.

Rochefort smiles and PULLS the trigger. Everyone RECOILS. ZOE  
IS SHOT. She COLLAPSES to the floor of the catwalk.

ARNOLD

(to Pierre)

Didn't see that coming.

Max TURNS from Zoe to Rochefort. He AIMS his gun and PULLS the trigger, but there is only a SOFT CLICK. Max STARES at the empty gun as Rochefort laughs. RAGE washes over Max.

Max THROWS the gun at Rochefort, distracting him long enough to ATTACK.

In a series of precise moves, Max DISARMS Rochefort and PUMMELS him back onto the railing of the catwalk.

MAX

I don't care what Gandhi says, the ends do not justify the means!

ROCHEFORT

What?

MAX

You're finished, Rochefort.

ROCHEFORT

You can't stop me. You're just a henchman. I define you. A henchman without an evil mastermind is like a... a donut without a hole.

MAX

I'm my own hole now, you son-of-a-

With a frenzy of blows, Max CATAPULTS Rochefort over the railing. His body FALLS into the enclosure below, SHATTERING the glass and IMPALING on the jagged shards of Rocheforidium.

PIERRE

(to Arnold)

A donut without a hole? What is that? A jelly-filled?

INT. PARTICLE ACCELERATOR CONTROL ROOM - DAY

Sharp moves quickly to the control panel.

MALE VOICE (O.S.)

Particle acceleration in five minutes.

SHARP

There's got to be a way to shut down the system.

Guy joins Sharp at the controls.

GUY

He said you can't once it starts.

SHARP

They always say that.

GUY

Wait!

Guy digs into a pocket and finds his POCKET TAZER.

SHARP

Cool tazer.

Sharp moves back. Guy prepares to tazer the panel. He looks back, unsure this is a good idea, then pulls the trigger.

The ELECTRODES fly into the control panel sending SPARKS and FLAMES up into Guy's face. He DROPS the tazer and retreats back to Sharp. There are a few seconds of silence.

GUY

Do you think it worked?

FEMALE VOICE (O.S.)

Facility self-destruct in five minutes.

SHARP

Shit.

GUY

That voice!

SHARP

Well, shall we go?

INT. POWER PLANT - DAY

Max holds the LIMP BODY of Zoe. Arnold and the rest of the Henchmen gather around them.

MAX

I'm so sorry, Zoe. I'm so sorry.

Zoe COUGHS and sucks in air.

MAX

You're... you're alive?

Zoe slowly reaches into her shirt and PULLS OUT Max's book, **"Teaching You to Love You."** There is a heart on the cover where the bullet lodged, still SMOKING.

ZOE

It's a wonderful book.

FEMALE VOICE (O.S.)

Facility self-destruct in four minutes.

ARNOLD

It's evac time.

EXT. ROCHEFORT'S SAHARA FACILITY - DAY

HENCHMEN are running around CHAOTICALLY, some on Segways. Guy, Max, Zoe, Sharp and Arnold BOLT from two different buildings. Pierre brings up the rear, LABORING over the sand in his wheelchair. Explosions ERUPT around the facility.

As they reach the main gates a sleek black HELICOPTER flies in and hovers above. A ROPE LADDER drops down. As the others run on, Max turns to see Zoe GRABBING HOLD of the ladder.

MAX

Zoe! What are you doing?

ZOE

I finally defeated that assassin of doubt, Max. You were right, I can be more than some pretty, deadly, plaything. I can be much more.

MAX

What? Zoe, what are you...

ZOE

It would never work between us, Max. We're on different sides now. Maybe we always were.

MAX

Zoe! Wait!

ZOE

All my life I've followed men who wanted to take over the world. Well, I'm my own man now.

MAX

I think you're a little confused...

The helicopter begins to LIFT Zoe from the ground.

ZOE

Soon the world will be mine. All mine! Thanks to you!

MAX

You're wel... What? Hold on, you misunderstood...

She TOSSES something that Max catches. It's the book, **"Teaching You to Love You."**

The helicopter ZOOMS away, Zoe gracefully HANGING from the ladder. Max can only watch her leave. His face shows it all - the realization of who Zoe has become.

MAX

I am the worst guidance counselor ever.

GUY

Max, the place is going to blow!

Max and Guy RACE past the main gates as a brilliant WHITE LIGHT fills the sky.

EXT. THE AGENCY - DAY

We are high above the sprawling campus of the Agency.

Title: **The Agency: Department of Worldwide Security, USA.**

INT. COMMANDER'S OFFICE - DAY

Agent Sharp is sitting comfortably before the COMMANDER, a stately older woman, and her two VICE COMMANDERS.

COMMANDER

And what of this new element?

SHARP

Well, madam, Rochefort's understanding of his own discovery was lacking. Our preliminary findings suggest the new element is stranger than he ever guessed.

Sharp continues. Our focus DRIFTS to the back of the room.

SHARP (O.S.)

Rochefordium's fusion reaction did not crack the planet's core, in fact, it actually repaired the hole in the ozone layer. It seems also to have reversed ocean pollution and cured Diabetes...

We see Guy and Max standing at the back of the room. They are wearing stylish BLACK SUITS with pinned ID badges. Max is GRINNING, while Guy pulls at his collar.

GUY

Hey, is it hot in here to you?

MAX

Quiet, I'm trying to listen.

GUY

I just can't get used to the jacket. Jumpsuits, you know where you stand, don't have to think about it.

MAX

Would you please just shut up. I'm missing it!

GUY

Missing what? You were there.

MAX

I was a little distracted at the time! You know, things exploding, nuclear reactions, I may have missed some of the details!

Both Guy and Max notice a SILENCE in the room. They TURN to see the Commanders and Agent Sharp STARING at them.

COMMANDER

Do you mind?

GUY

Oh, sorry about that.

MAX

Sorry. Go ahead. So sorry.

COMMANDER

Excellent work, Agent Sharp.

INT. THE AGENCY HALLWAY – DAY

Max and Guy are walking down a long hallway crowded with various EMPLOYEES of The Agency. Max nods at passing colleagues, a jaunty smile on his face.

MAX

(to Guy)

Hey, did that pension come through?

GUY

Man, I don't want to talk about it. Some loophole about aiding and abetting an agent. Go figure.

SHARP (O.S.)

Max!

Max and Guy turn to see Agent Sharp hurrying after them.

SHARP

I just wanted to thank you again,  
both of you.

(turning to Max)

I always knew you were one of us.

Sharps pulls out a set of keys - the Maybach.

SHARP

A little thank you from the team.

Sharp smiles as he drops the keys into Max's hand. Guy frowns, Max is overwhelmed. Sharp turns and leaves.

GUY

Why do you get a car?

They continue down the hall.

MAX

We can share it. We're all on the  
same team now!

They stop at a security checkpoint.

FEMALE GUARD

ID cards, please.

Max FLASHES his ID, flipping his wallet, "Agent" style.

FEMALE GUARD

Could you pull it out, please?

Max, a little deflated, pulls out his ID. Guy is frozen.

GUY  
(to guard)  
That voice. Say, "This facility  
will self-destruct."

FEMALE GUARD  
(blushing)  
Oh my God, that is so sweet. No one  
has ever noticed.

GUY  
That's you?

FEMALE GUARD  
I do some freelance voice over  
work, but please don't tell anyone.

GUY  
Max, it's the self-destruct girl!

But Max is already through the front doors. Guy rushes to  
catch up.

GUY  
I love this job!

EXT. THE AGENCY – DAY

Guy and Max exit the glass doors of The Agency and take their  
positions on either side as guards. In perfect unison, they  
slip on a pair of dark sunglasses and grin into the sun.

After a beat...

GUY  
You got any gum?

FADE TO BLACK...

Then, the screen FLICKERS into STATIC and the image slowly  
resolves into ZOE staring straight into the camera. Behind  
her we see ARNOLD and PIERRE wearing purple jumpsuits.

ZOE  
Greetings. My name is Zoe and I  
have a few demands.