

Executive Producer: J.J. Abrams
Executive Producer: John Eisendrath
Co-Executive Producer: Ken Olin
Producer: Sarah Caplan
Supervising Producer: Alex Kurtzman
Supervising Producer: Roberto Orci
Producer: Jesse Alexander
Producer: Jeff Pinkner
Producer: Chad Savage
Co-Producer: Vanessa Taylor
Co-Producer: Daniel Arkin
Co-Producer: Tiffany Rocquémore-Delorme
Staff Writer: Debra J. Fisher
Staff Writer: Erica Messer
Director: Jack Bender

ALIAS

#E641/#E642

"The Box, Part II"

Written By

Jesse Alexander & John Eisendrath

FIRST DRAFT

	December 21, 2001
Rev. Blue	January 7, 2002 - Full Blue
Rev. Pink	January 7, 2002
Rev. Yellow	January 9, 2002

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"The Box, Part II"

CAST LIST

SYDNEY BRISTOW
FRANCIE
JACK BRISTOW
AGENT SLOANE
AGENT DIXON
WILL TIPPIN
AGENT VAUGHN
MARSHALL

Agent Weiss
CIA Director Devlin

(CIA Assistant - OMIT)
CIA Secretary
Chopper
McKenas Cole
Endo
Gonov
Ice
CIA Officer Haladki
Kelly McNeil
Tchen
Toni

ALIAS

"The Box, Part II"

SET LIST

INTERIORS:

CIA Office - Night
Hallway - Night
Vaughn's Office - Night
Devlin's Office - Night
Haladki's Office - Night
A.C. Van - Night
Parking Structure - Night
Sydney's Apartment - Night
Living Room - Night
Credit Dauphine Parking Structure - Night
Keycard Reader - Garage Door - Night
SD-6 - Night
Air Duct - Night
Hallway - Night
Basement Level - Night
Basement Level - Hallway - Night
Detonation Area - Night
Basement Level - Detonation Area #2 - Night
Sloane's Office - Night
Main Area - Night
Torture Room - Night
Basement Level - Storage Room - Night
Vault Room - Night
Vault - Night
Bus Station - Night
(Restaurant - Night - OMIT)

EXTERIORS:

Sydney's Apartment - Night
Diner - Night

ACT ONE

"THE BOX, PART II"

103 INT. SD-6 - HALLWAY - NIGHT (FORMERLY INT. SD-6 - HALLWAY - DAY) 103

ON THE HEARTBEAT MONITOR: Nothing. It reads: ALL CLEAR.

ENDO

Think we got him?

OFF Cole, unconvinced --

104 INT. SD-6 - AIR DUCT - NIGHT (FORMERLY INT. SD-6 - AIR DUCT - DAY) 104

Sydney struggles to stay braced. But it's a wide shaft and there's not much leverage. She begins to slip down.

105 OMIT 105

106 OMIT 106

107 INT. SD-6 - HALLWAY - NIGHT (FORMERLY INT. SD-6 - HALLWAY DAY) 107

Cole and Endo. A long beat, then... BLIP. A heartbeat registers. As they trace after it...

108 INT. SD-6 - AIR DUCT - NIGHT (FORMERLY INT. SD-6 - AIR DUCT - DAY) 108

Sydney -- slipping little by little -- hears something in the duct below her. Thinks -- dammit -- they got her. Looks down -- it's Jack, doing a Marine crawl toward the VENT. He looks up -- sees her -- she wants to SCREAM no! -- but can only implore him with a look.

JACK

(eyes on Sydney, speaking to Cole)

Hold your fire!

-- and Jack continues -- disappears from view -- we STAY ON SYDNEY, her heart dropping -- as she hears the struggle of Cole's men pulling Jack out of the vent --

COLE (O.S.)

Who the hell are you?

-- the horrible SOUND of her father being HIT -- Sydney shudders for a moment, knowing her dad just sacrificed himself for her...

109 INT. SD-6 - MAIN AREA - NIGHT (FORMERLY INT. SD-6 - MAIN 109
AREA - DAY)

Dixon is near Marshall, who's bleeding from the head.
Toni, Ice and Chopper are watching over the Hostages.
Quietly:

DIXON

... you okay...?

MARSHALL

... except for my head injury, yeah.

Just then Cole, Endo, and Tchen return with Jack -- whose
hands are CUFFED -- Cole is annoyed, but not furious:

COLE

Mr. Cool Customer scrambled the vault
combination --

-- Endo viciously THROWS Jack into a CHAIR --

COLE (CONT'D)

What the hell happened to your face,
homeboy? Did Sloane abandon you too?

Before Jack can reply, Cole turns to Toni --

COLE (CONT'D)

-- so how long will it take you to
open the vault.

TONI

(grabbing her GEAR)
The sooner I get started the sooner
I'll know.

Cole kisses her -- quick, familiar. He obviously cares for
her:

COLE

(quietly)
I need like awesome good news.

TONI

I know you do.

And she's off.

COLE

(to Jack)
I totally respect what you did there.
Scrambling the codes, that was cool.
(MORE)

(CONTINUED)

109 CONTINUED:

109

COLE (CONT'D)

Seriously, that's what I would've done. So yeah, part of me is pissed, but part of me is like... empathetic. But you're not stopping anything here -- you'll see that, you'll check it out, you'll dig it.

-- Cole heads off -- and we HOLD ON JACK, and go to SLOW MOTION as with concern he GLANCES to the VENTS ABOVE...

110	OMIT	110
111	OMIT	111
112	OMIT	112
113	OMIT	113
114	OMIT	114
115	OMIT	115
116	OMIT	116
117	OMIT	117
118	INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT (FORMERLY INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - DAY)	118

-- Sydney enters -- still reeling from her father's heroic sacrifice -- she NOTICES a piece of PAPER on the desk near the monitor -- Sydney picks it up to see a hand-drawn map with an X marking her destination:

JACK (V.O.)

Follow this map to the three locations where the C-4 explosives are set. You must deactivate all three C-4 packages before the vault door opens. Good luck.

-- then a QUICK SERIES OF SHOTS: -- Sydney lowers the paper -- rummages for supplies -- WIRE CUTTERS, SCREWDRIVER, MAG-LIGHT. Throws them in a BACKPACK and grabs the MAP -- OFF HER MOVE TO THE VENTS --

AA119INT. SD-6 - MAIN AREA - NIGHT

AA119

Dixon notices a PALM PILOT on a nearby DESK, leans in to Jack for a confab -- the following is hushed and rushed:

DIXON

... I think I can get the palm pilot and e-mail Langley...

(CONTINUED)

AA119CONTINUED:

AA119

JACK

... You know that's not an option --

DIXON

-- Look, I understand the need for plausible deniability here --

JACK

-- the CIA cannot acknowledge its affiliation with SD-6 --

DIXON

-- I know that, but they can't afford to let these people get whatever it is they're here for --

JACK

-- do nothing --

DIXON

The guy running this group claims to be a former SD-6 freelancer-- says Sloane left him for dead in Chechnya. (makes sure no one's looking) He's interrogating Sloane now... maybe killing him... and we're next.

JACK

(beat; indicates with his eyes)
-- Sydney's in the ducts --

DIXON

(a beat)
... what?

JACK

A failsafe's been activated -- if the vault's opened, it'll detonate C-4 charges hidden throughout the building's sub-level --
(Dixon blanches)
-- Sydney has a chance to disarm them but only if there are no surprises --

DIXON

(quietly strong -- perhaps stronger than we've ever seen him)
-- all the more reason we need to call Langley. Mr. Bristow, under normal conditions, you can pull rank. These are not normal conditions.

(CONTINUED)

AA119CONTINUED: (2)

AA119

Just then Chopper TURNS TOWARD THEM -- Jack and Dixon make
it look like they haven't shared a word. Then Chopper
keeps patrolling -- Jack's eyes FLICK back to Dixon with a
look that says: "Do not disobey me." And ON DIXON --
knowing that he's about to contact the real CIA... we...

END ACT ONE

ACT TWO

A119 INT. SD-6 - TORTURE ROOM - NIGHT

A119

-- Sloane lies in the CHAIR of ultimate pain -- the NEEDLE protrudes -- muscles twitch -- it's all he can do to keep from howling like a baboon in a wood-chipper -- Cole leans in for a close inspection of the needles --

COLE

As bad as you feel right now... All of that pain... seeping into your miserable body... that's just the pudding next to the pie..

-- Sloane mines his inner reserves strength TO SAY:

SLOANE

It's so easy to blame me... when you know the truth...

-- for just a moment Cole is genuinely shocked -- he can't believe Sloane still has the courage to spar with him --

SLOANE (CONT'D)

... that you got your own men killed. That helicopter waited for you.

COLE

I had a man down, I was saving Wiley's life, you knew that!

SLOANE

At the expense of all the others. They were counting on you to lead them to safety, they trusted their lives to you... and you led them to slaughter.

-- flickers of self-doubt wash over Cole -- he steels his resolve -- reaches into the BOX -- withdraws ANOTHER NEEDLE -- Sloane watches this -- trying not to beg for mercy --

COLE

The second needle's the worst, I think... it's like turning up the heat from simmer to high flame.

-- Cole skillfully applies the needle. OFF Sloane, unwilling to let Cole break him --

B119 EXT. SYDNEY'S APARTMENT - NIGHT

B119

... To ESTABLISH...

C119 INT. SYDNEY'S APARTMENT - LIVING ROOM - NIGHT

C119

MUSIC PLAYS as Francie sits on the SOFA, working on a SEATING ARRANGEMENT for her wedding. She is moving tiny TABLES labeled "1,2,3..." around a LAYOUT of the reception hall. The DOORBELL RINGS. Francie opens it to Will.

WILL

Being a reporter sucks. Can I just establish that?

FRANCIE

Okay...

WILL

Hi.

A wave and he moves past her into the apartment, speaking in a somewhat quick, throw-away, absentminded manner:

FRANCIE

...and what have we been drinking?

WILL

Lots of something with a little horse on it. On the bottle. Or a dog. It was a dog-horse. A mythical creature condemned to live on a bottle for eternity -- yes, the dog-horse. I've been drinking dog-horse -- have I mentioned that my life sucks.

Will sits and puts his feet on the COFFEE TABLE -- knocks over one of the mini-tables.

WILL (CONT'D)

Oops.

FRANCIE

The Rileys forgive you. *

(what she's doing)

Seating arrangements for the wedding. *

WILL

Wow. That is so... normal. You have a normal life. Sydney has a normal life. Semi-normal, anyway. Given her obsession with that bank. My life -- not normal. *

(CONTINUED)

C119 CONTINUED:

C119

WILL (CONT'D)

This story I'm working on. This guy --
nice guy. In jail. Wife killed
herself -- very suspicious.

(MORE)

(CONTINUED)

C119 CONTINUED:

C119

WILL (CONT'D)

Nice Guy has like no criminal record --
two speeding tickets in his life,
that's it. His life. I mean I got
three speeding tickets not driving
over here -- my point is...

He stands up -- paces.

WILL (CONT'D)

...it looks like this guy's been set
up. In jail for eight years already,
eight more to go -- and when I went to
see him -- offering to help the man,
to research and write an article that
might shed some light on the whole
damn thing... bring on some justice.

(beat, recalls...)

... he was scared. He had this look
in his eyes, this, like... horror.

(beat)

So I stop. Figure it's his life,
right? He gets to decide.

(beat)

And then... then his kid comes to see
me.

FRANCIE

...his kid?

WILL

...yeah... and she... she begs me to
help her dad... she's like...
desperate... as desperate as her
father was scared.

(beat)

... And I don't know what to do.

FRANCIE

(considers for a long beat)

You're a reporter. And you're good at
it. And the reason you're good at it,
is because justice matters to you.
Shedding light on things matters to
you.

Will takes a SILVER KEY from his pocket. There's a TAG
attached. With an ADDRESS on it.

WILL

(almost sadly)

I got this key...

(off the tag)

Bus terminal locker. Number 305.

(CONTINUED)

C119 CONTINUED: (2)

C119

FRANCIE

What's there?

WILL

... I don't know...

FRANCIE

...how'd you get it?

WILL

I don't want to tell you... I don't want to put you in danger.

(off Francie's smile)

Francie, I'm not kidding.

FRANCIE

If I were you... and I thought there was a way to do this where people wouldn't get hurt... where it might help people... I'd go see what's in that locker.

OFF Will, trying to decide...

D119 INT. SD-6 - BASEMENT LEVEL - HALLWAY - NIGHT

D119

Sydney climbs out of a VENT -- hurries down the hall -- guided by --

SYDNEY'S POV - THE HAND-DRAWN MAP

The COMPLEX UNDERGROUND MAP with the THREE CIRCLED AREAS, each indicating a location of C-4. Her finger points to an area indicating a corridor -- a left turn -- and, around a last corner, a small SQUARE in the wall that Jack has CIRCLED --

*
*
*

RESUME SYDNEY

-- as she turns the last corner and -- SHIT -- the hallway dead-ends. And there -- in the middle of the wall -- is a METAL PLATE, attached to the wall by eight STEEL BOLTS. On the PLATE: A WARNING STICKER that reads: "CAUTION: WATER UNDER EXTREME PRESSURE -- DO NOT REMOVE..."

Sydney steps closer -- puts her EAR to the steel -- RAPS on the PANEL with her knuckles and we HEAR the sound ECHO through whatever's behind the panel, indicating that it's HOLLOW -- NO WATER -- BINGO --

Sydney looks through her PACK -- nothing here that helps -- whattodowhattodo -- her eyes find a FIRE EXTINGUISHER.

(CONTINUED)

D119 CONTINUED:

D119

She grabs it -- pulls the PIN -- aims at a BOLT and -- WHOOSH -- covers it in FROST. Then -- CRACK -- she hits the bolt with the butt of the FIRE EXTINGUISHER. It CRUMBLES. One down... As she takes aim at BOLT number two...

119 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - VAULT ROOM - DAY) 119

CLOSE ON: A SPINNING DRILL BIT fastens a HACKING DEVICE to the VAULT DOOR -- the sound is ear piercing -- REVEAL:

-- Toni affixes her DEVICE -- lowers the DRILL -- Several WIRES run from the device to a ruggedized LAPTOP. Toni types instructions. ON the SCREEN: 12 NUMBERS appear, SPINNING WILDLY. Toni hits the ENTER KEY -- A beat -- then the first digit LOCKS IN PLACE -- Then a SECOND --

TONI
(over her WALKIE)
Two numbers down. Ten to go.

A120 INT. SD-6 - BASEMENT LEVEL - HALLWAY - NIGHT A120

...CRACK. Sydney knocks off BOLT number two. She checks her back -- no one -- then she goes again. And we now JUMP CUT as she repeats the process -- aimfreezewhackaimfreezewhack -- three BOLTS down. Four. Five. Six. Then -- FSSSSS -- the FIRE EXTINGUISHER runs out.

SYDNEY
Nonononono --

She LOOKS AROUND -- sees two 1-inch METAL PIPES going up the wall, floor-to-ceiling. She KICKS THEM -- one... TWO -- and they break away where they'd been welded -- JUMP CUTS AGAIN as she takes the metal pipes -- RIPS some telecom CABLES from along the ceiling -- what is she doing --?! Whatever it is, yanking those cables has an effect:

B120 INT. SD-6 - MAIN AREA - NIGHT (FORMERLY INT. SD-6 - HALLWAY - NIGHT) B120

Three MONITORS go to STATIC NOISE on the INFORMATION DISPLAY CONSOLE. WHIP PAN to Tchen, who walks nearby, and notices the abnormality. He grabs his WALKIE, with some concern:

TCHEN
Three of the security monitors just lost picture.

(CONTINUED)

B120 CONTINUED:

B120

COLE
Really. Huh. Go to the sub-basement,
check it out.

TCHEN
Yessir.

And Tchen's off --

120 INT. SD-6 - MAIN AREA - NIGHT (FORMERLY INT. SD-6 - 120
OFFICE - DAY)

Dixon quietly scoots to the desk with the PALM PILOT --
avoiding Chopper and Ice, who patrol the area, keeping a
view on things.

Jack watches this, wanting to stop Dixon, but, of course,
unable to do so...

Dixon gets to the desk... and takes the Palm Pilot off the
desk with his teeth... he drops it onto his lap.

Some Agents turn to look... Chopper scans them, then looks
away.

Dixon, taking the Palm Pilot behind his back, pulls out the
STYLUS, turns it on, and aims the Pilot at a COMPUTER,
facing him, three desks away. A few taps and "INFRARED
COMPUTER CONNECTION ACTIVE."

A121 INT. SD-6 - MAIN AREA - NIGHT A121

INSERT: TIGHT ON THE SCREEN OF DIXON'S PALM PILOT --

Dixon holds the PALM PILOT in one hand -- with part of the
HANDCUFF around his other hand, he TAPS a text message (to
match with PREVIOUSLY SHOT ACTION): "I am Marcus Dixon.
Agent of SD-6. Payroll ID: 8736B. We are under attack.
Help us."

-- HE E-MAILS it to: MAIL@CIA.GOV --

121	OMIT	121
122	OMIT	122
123	OMIT	123
124	OMIT	124
125	OMIT	125
126	OMIT	126

127 OMIT 127
128 OMIT 128
129 INT. CIA OFFICE - VAUGHN'S OFFICE - NIGHT (FORMERLY INT. 129
CIA OFFICE - VAUGHN'S OFFICE - DAY)

Vaughn sits at his DESK. Pensive. Did Jack intercept Sydney -- did she tell Sloane she was gonna quit? Weiss BURSTS in carrying a piece of PAPER with a printed version of Dixon's secret TEXT MESSAGE.

WEISS
-- okay, you ready for this?
Langley's general POP server just received an incoming e-mail -- from SD-6.

VAUGHN
From who -- Jack?

WEISS
Not Jack. Dixon.

VAUGHN
Why is Dixon sending me e-mail -- he doesn't know me?

WEISS
He's calling the CIA for help...
Langley's OpTel D-Base ID's you as the contact for all things regarding SD-6.

-- Weiss hands Vaughn the paper --

VAUGHN
(reads aloud)
I am Marcus Dixon. Agent of SD-6.
Payroll ID: 8736B. We are under attack. Help us.

WEISS
So what the hell --?

OFF Vaughn --

A130 INT. SD-6 - BASEMENT LEVEL - HALLWAY - NIGHT A130

Sydney finishes tying the CABLE around two of the PIPES -- she's made a makeshift MONKEY WRENCH -- slides it AROUND a BOLT in the PANEL and using all her strength, she slowly manages to TURN the BOLT -- unscrewing it from the panel -- after a few turns, it comes LOOSE -- one BOLT left -- *

B130 INT. CIA OFFICE - HALLWAY - NIGHT

B130

Vaughn races down the hallway -- Dixon's E-MAIL in hand -- passes Haladki -- raises a don't-fuck-with-me hand.

VAUGHN

Not now.

C130 INT. CIA OFFICE - DEVLIN'S OFFICE - NIGHT

C130

Vaughn enters without knocking, trailed by a hapless Secretary. DEVLIN is at his DESK.

VAUGHN

Sir, we have a situation...

DEVLIN

(impatiently)

-- Mr. Vaughn --

VAUGHN

(offers Dixon's e-mail)

-- I think you should look at this.

Devlin doesn't reach for it. Studies Vaughn.

DEVLIN

You have had a bad day. You better hope this doesn't make it worse.

Devlin waves off the Secretary -- takes the e-mail. As he reads it, Haladki -- nosy bastard -- comes in.

VAUGHN

I understand I've been suspended as Sydney Bristow's handler. But the message was routed to me.

Devlin's mood is darkened by what he's reading.

HALADKI

Sir, if you don't mind, may I see the communication, please? It is my province and Vaughn is off the Bristow case.

Vaughn hates him as Devlin considers, then hands the paper to Haladki. He peruses the e-mail.

HALADKI (CONT'D)

Do we have any independent confirmation?

(CONTINUED)

C130 CONTINUED:

C130

VAUGHN
Like a dead body? No.

DEVLIN
It's a fair question.

Devlin looks to Vaughn -- ugh -- now he has to answer to Haladki.

VAUGHN
...no, Sir.

HALADKI
Local authorities reporting? Fire, police...?

VAUGHN
...no.

HALADKI
Any irregularities at all? Anything?

VAUGHN
You mean other than a desperate message from an officer begging for our help?

HALADKI
Lemme guess -- you want to send in an extraction team.

VAUGHN
(to Devlin)
We have to do something.

HALADKI
Like we had to do something at Denati Park.
(to Devlin)
I think this is Sloane.

VAUGHN
What?

HALADKI
I think he's bluffing again, trying to compromise our operation--

VAUGHN
By sending in CIA to the SD-6 office?
Are you nuts?!

(CONTINUED)

C130 CONTINUED: (2)

C130

HALADKI

Sloane's bold like that -- and you're reactive.

VAUGHN

Sir, I don't even know why he's in this office--

HALADKI

-- because I work here --

DEVLIN

We wait. For now.

VAUGHN

...but Sir--

DEVLIN

We wait. Is that understood?

OFF Vaughn, PRELAP --

WEISS (V.O.)

On the record: This is a horrible idea.

D130 OMIT

D130

E130 INT. CIA OFFICE - HALLWAY - NIGHT

E130

Weiss follows Vaughn, who hurries toward the elevators.

VAUGHN

I called Credit Dauphine, I got voice-mail.

WEISS

-- off the record? This is an historically horrible idea.

(as Vaughn quickens pace)

-- go talk to Devlin again, without Haladki -- convince him on your own--

(CONTINUED)

E130 CONTINUED:

E130

VAUGHN
 -- there's no convincing
 Devlin--
 --I had a cop buddy go by
 the lobby. A guard told him
 the bank closed early.
 -- I would've known about
 that--
 -- exactly.
 -- I just hope I'm not too
 late.
 -- hey, you're acting like
 Haladki.

WEISS
 -- you can't go down there
 by yourself!
 -- maybe it did.
 -- what if there has been a
 takeover?
 -- no, I'm saying what the
 hell are you gonna do?
 -- to do what?
 -- don't ever say that to
 me. I'm acting like a
 friend.

Weiss stops him in the corridor --

WEISS (CONT'D)
 Mike, don't do this.

VAUGHN
 If I'm not back in two hours, I'm
 probably dead.

WEISS
 Good to know.

And as Vaughn heads off --

130	OMIT	130
131	OMIT	131
132	INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - VAULT ROOM - DAY)	132

The numbers on the VAULT SPIN wildly. Then -- CLICK -- a THIRD number LOCKS IN PLACE. Then a FOURTH and a FIFTH.

133	INT. SD-6 - TORTURE ROOM - NIGHT (FORMERLY INT. SD-6 - MAIN AREA - DAY)	133
-----	--	-----

Cole listens to his WALKIE.

TONI (V.O.)
 (radio filter)
 ...that's five.

COLE
 (walkie)
 Copy.

Cole -- self-satisfied -- looks down at Sloane, who, while in agonizing pain, is still, DEFIANT.

(CONTINUED)

133 CONTINUED:

133

COLE (CONT'D)
It's almost over.

-- Sloane tries to speak -- to offer up some smart remark --
but he can't -- he's in too much pain -- OFF SLOANE'S LOOK:

134 OMIT

134

A135 INT. SD-6 - BASEMENT LEVEL - HALLWAY - NIGHT

A135

...a final TWIST and Sydney LOOSENS the last BOLT. She
REMOVES the PANEL from the wall... sets it on the ground...
and whatever she SEES inside makes her eyes WIDEN...

... we PULL BACK from Sydney moving THROUGH the open
panel, INTO...

B135 INT. SD-6 - DETONATION AREA - NIGHT

B135

...an attic-like ROOM... Sydney shines her MAG-LIGHT on the
floor, which is COVERED -- every inch of it -- with C-4
CHARGES --

SYDNEY
... Oh my God...

OFF Sydney, surrounded by EXPLOSIVES --

END ACT TWO

ACT THREE

C135 INT. SD-6 - DETONATION AREA - NIGHT C135

Sydney examines the cellophane-wrapped C4 CHARGES -- carefully, she tears open one piece of cellophane to REVEAL a BRICK of C4. One BRICK. Out of maybe a hundred. Just then Sydney hears a noise in the hallway -- she moves out to investigate --

135 INT. SD-6 - HALLWAY - NIGHT (FORMERLY INT. SD-6 - HALLWAY - DAY) 135

Around the corner TCHEN arrives -- Sydney whips into action -- four wild kicks and he's disarmed and stunned -- he grabs his WALKIE -- but Sydney slams Tchen hard -- he tries to fight back but she floors him super-quick. He's out.

I36 OMIT 136

A137 OMIT A137

B137 OMIT B137

C137 OMIT C137

D137 OMIT D137

E137 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT E137

Vaughn walks through the non-secure parking garage -- looking for Sydney's car -- he wonders if he made the right decision to come down here for a look -- he notices a VIDEO CAMERA -- the one that Chopper disabled -- Vaughn regards the SEVERED WIRES -- and proceeds with caution --

F137 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT F137

Vaughn rounds the corner of the garage ramp -- sees the CREDIT DAUPHINE SIGN -- and that massive GARAGE DOOR --

G137 INT. CREDIT DAUPHINE PARKING STRUCTURE - KEYCARD READER GARAGE DOOR - NIGHT G137

CLOSE ON: KEYCARD READER -- Vaughn slides a self-contained CARD DEVICE into the reader -- it's simple -- not bigger than a CREDIT CARD -- after a beat: THE GARAGE DOOR OPENS --

-- Vaughn withdraws the device -- steels his nerve and starts down the ramp into the bowels of the secure-garage --

H137 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT H137

-- Vaughn is on the SD-6 side of the door -- walking down the ramp -- the DOOR seals behind him with ominous finality -- he spots Sydney's car parked near the McTiernan A.C. van --

J137 INT. A.C. VAN - PARKING STRUCTURE - NIGHT J137

Gonov sits behind the wheel of the A.C. van -- he tracks Vaughn's every move -- trying not to attract attention -- his LASER-SIGHT PISTOL in his lap -- he COCKS it softly --

K137 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT K137

Vaughn inspects Sydney's CAR -- looks normal -- puts his hand on the hood -- feels engine temperature -- cold -- he looks around the garage -- notices the A.C. Van -- Gonov behind the wheel -- Vaughn walks toward Gonov --

L137 INT. A.C. VAN - PARKING STRUCTURE - NIGHT L137

Gonov sees Vaughn approach -- ready with his GUN --

M137 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT M137

-- Vaughn stops several feet away from Gonov --

VAUGHN
Excuse me --

Gonov looks up at him -- smiles broadly -- there is something disconcerting in that smile --

VAUGHN (CONT'D)
Have you seen anyone leave the building since you've been here?

GONOV
I guess so... I haven't been here that long...

Vaughn registers Gonov's Russian accent --

VAUGHN
(beat, nods)
Thanks.

GONOV
No sweating.

(CONTINUED)

M137 CONTINUED:

M137

Vaughn walks back the way he came in -- looks around -- sees nothing -- looks back toward the front of the van -- sees Gonov sitting behind the wheel --

Gonov has his hand on his GUN -- still waiting -- smiling at Vaughn through the front windshield -- ready to shoot --

Vaughn notices something odd at the side of the van -- sees the discarded GRATING and the open VENT -- something doesn't sit right with Vaughn -- he walks toward Gonov --

Gonov shifts nervously as Vaughn approaches --

Vaughn is still walking -- ten feet from the van -- he pulls his IDENTIFICATION and holds it up -- shows Gonov --

VAUGHN

I'm a Federal Officer... Step out of the car please. I'd like to ask you a few questions...

GONOV

My pleasure...

-- Gonov opens the door and starts to get out of the Van -- Vaughn is shocked as Gonov suddenly sticks his pistol through the OPEN WINDOW -- pointing it at Vaughn --

-- before Gonov can fire -- Vaughn rushes forward -- slamming into the van door -- pinning Gonov -- then Vaughn yanks open the door and drags Gonov out -- grappling with him against the side of the van -- they fight over the gun -- we're tight on their faces as -- BANG! -- Gonov collapses to the ground -- Vaughn catches his breath -- in shock -- he's just killed a man --

N137 INT. A.C. VAN - PARKING STRUCTURE - NIGHT

N137

FROM INSIDE THE VAN: CLOSE ON the rear doors -- Vaughn yanks them open -- dumps Gonov's body inside -- Vaughn notes the OPEN air conditioning GRATING --

Vaughn pulls out his CELL PHONE and DIALS -- notices his hands are shaking -- nerves -- adrenaline -- fear -- it's all there -- Vaughn takes a beat -- and then redials --

P137 INT. CIA OFFICE - HALADKI'S OFFICE - NIGHT

P137

Haladki at his DESK -- a CIA SECRETARY approaches --

CIA SECRETARY

Have you seen Mr. Weiss? I have Mr. Vaughn calling for him.

(CONTINUED)

P137 CONTINUED:

P137

HALADKI
I'll take that call...
(into phone, doing a phone
greeting)
Extraction Teams 'R Us!

INTERCUT with:

Q137 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT

Q137

Vaughn is on his CELL PHONE at the back of the A.C. van --

VAUGHN
Haladki? Where's Weiss?

HALADKI
Probably out getting another pizza--
look, I just wanted to say, no hard
feelings, okay?

VAUGHN
The confirmation you wanted -- I got
it.

HALADKI
-- you're at SD-6?
--That is a massive breach
of protocol.
--Devlin specifically told
you to wait.

VAUGHN
...did you hear what I said.
--Screw protocol.
--A man is dead, the break-
in is confirmed.

VAUGHN (CONT'D)
Go check with the duty officer, it's
probably Bendis... tell him we need to
send a team in... they can get into
the garage using a standard Card
Splice.

HALADKI
You're finished, you know that.

VAUGHN
Just do it!

Vaughn hangs up -- wonders for a beat if Haladki will
really help him -- he looks at the massive HOLE in the VENT
-- wonders what is going on down there -- he steels his
nerve and climbs into the VENT. As he SLIDES into hell --

R137 INT. BUS STATION - NIGHT

R137

Will enters, looks around and finds a bank of LOCKERS. He
moves to them...

(CONTINUED)

R137 CONTINUED:

R137

He looks for and finds number 305... he looks around... he hesitates, still unsure. *

But then he inserts the KEY... opens it. INSIDE: A MANILA ENVELOPE. He looks around again, then opens the envelope... and slides out a sheaf of DOCUMENTS, forty pages long. He looks past the first page, and we see... *

It's an autopsy. *

INSERT -- THE DOCUMENTS -- CLOSE UP

AUTOPSY PHOTOS -- a series of shots of McNeil's wife -- and TWO MEDICAL REPORTS. One titled: "TOXICOLOGICAL ANALYSIS OF KAREN McNEIL." The other: "AUTOPSY REPORT ON KAREN McNEIL."

RESUME - WILL *

As he studies the documents, filling up with fear and a powerful realization... *

S137 INT. SD-6 - DETONATION AREA - NIGHT

S137

Sydney has been studying the BOMB for some time -- she's at the actual CHARGE. She examines it -- it's a tense moment -- and then she's STARTLED by a burst of RADIO NOISE: *

COLE (V.O.)

(radio filter)

Tchen... what'up with the power surge?

It's Tchen's WALKIE, which she's taken with her. Her heart races -- she can't have more company down here -- so...She hustles away -- *

T137 INT. SD-6 - BASEMENT LEVEL - HALLWAY - NIGHT

T137

...she runs like wildfire back to Tchen, who lies in an alcove, unconscious and tied up with CABLES, DUCT TAPE COVERING his mouth. She RIPS OFF THE TAPE and SLAPS TCHEN -- over which: *

COLE (V.O.)

Serious, Tchen... where the hell are you? *

-- the SLAP has awakened him -- he looks up at her with half-mast eyes -- just as Sydney GRABS HIM BY THE NUTS -- he grunts in pain: *

(CONTINUED)

T137 CONTINUED:

T137

SYDNEY

(a deadly threat)

-- tell him everything's cool, you're still checking it out.

She holds the WALKIE up to him, but Tchen just stares her down, refusing to cooperate. Frustrated, Sydney SQUEEZES HARDER -- this kills him, but she's not fucking around:

SYDNEY (CONT'D)

Do it, or your voice is gonna get even higher.

Then, with a high-ish pitched, strained voice:

TCHEN

... screw you.

SYDNEY

(beat)

I'm disappointed.

She lets go of his nuts and ELBOWS HIM POWER-HARD in the face -- probably knocking out teeth as she renders him unconscious again. Concerned and frustrated, Sydney's mind races -- what the hell is she gonna do?

U137 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY SCENE A133) U137

Toni works on the vault. Cole enters.

COLE

Have you seen Tchen?

TONI

Not lately.

COLE

I feel like a mom at the mall -- he said he was going to the sub-basement, I don't know if his walkie's out of range, if he's on a coffee break --

TONI

(stands, with her gun, tough, no nonsense)

We got five numbers, seven to go -- the code program's running, I'll go get him.

As she heads off, Cole playfully slaps her behind, calling out, even after she's gone:

(CONTINUED)

U137 CONTINUED:

U137

COLE

Who is more toughass than you? I'll
tell you who. Me. You're the bomb!

AV137INT. SD-6 - BASEMENT LEVEL - HALLWAY - NIGHT

AV137

Sydney walks at a brisk pace down the hallway -- when she
sees the DOORWAY OPENING TWENTY FEET IN FRONT OF HER -- she
charges the doorway -- and as the person walks through she
SLAMS THE DOOR, grabs the person and throws them onto the
floor, whipping out her GUN as VAUGHN whips out his GUN --
their aiming them at each other -- both out of breath and
in horror-shock -- she lowers her weapon --

SYDNEY

(a quiet adrenaline rush)

... what the hell are you doing here?!

VAUGHN

Dixon -- he contacted us -- what the
hell's going on?

SYDNEY

(kneels to him)

...Dixon contacted you?!

VAUGHN

Not directly, through Langley, he said
SD-6 is under attack -- are you okay?

Sydney has so much to process -- Dixon contacting the CIA --
Vaughn being at SD-6 -- still...

SYDNEY

It's true: there's a team of six --
maybe seven, they've got the latest
military spec -- they're after
something in the vault...

VAUGHN

I took out one in the garage.

SYDNEY

Russian accent?

VAUGHN

Yeah, I was thinking K-Directorate.

SYDNEY

I don't think so, they wouldn't do
something as wild as this.

(CONTINUED)

AV137CONTINUED:

AV137

VAUGHN

Then who?

SYDNEY

I don't know. And right now...

(the task at hand)

...what do you know about deactivating
C-4?

VAUGHN

(beat, processing this...)

... that's not a good question...

V137 INT. SD-6 - DETONATION AREA - NIGHT

V137

Sydney and Vaughn -- with the MAG-LIGHT focused on the
DETONATOR. The following exchange is delivered FAST:

VAUGHN

There must be fifty pounds in there...
damn, that's enough to level the
building...

SYDNEY

It's part of a failsafe...
Sloane has three of them
rigged to the vault... If
the vault door opens... they
all blow...

VAUGHN

... three!?

VAUGHN (CONT'D)

Then maybe they shouldn't open the
vault...

SYDNEY

"They" being the six guys with machine
guns...

VAUGHN

How long until they hack the code?

SYDNEY

Soon. D'you study bomb-diffusion at
Langley? --

VAUGHN

-- Kind of --

SYDNEY

-- Kind of? --

(CONTINUED)

V137 CONTINUED:

V137

VAUGHN

-- seminar style, nothing field-specific --

SYDNEY

-- does anyone ever learn anything in seminars?

VAUGHN

-- let's just take it one step at a time -- this is a C-4 charge, right?

SYDNEY

-- the blasting cap's in the middle there, that's what we have to disable--

They notice the four CORNER MIRRORS affixed to the charge itself that seem to serve no purpose at all:

VAUGHN

-- what're those mirrors?

SYDNEY

-- I don't know --
(leans closer to study the sides of the charge)
-- but I think there's more than one lead spliced to the firing wire --

VAUGHN

-- probably in case one of the leads has a break in it --

-- She notices a small RECEIVER on the side --

SYDNEY

-- Look at this, it's a radio receiver --
-- must be how opening the vault triggers the C-4 --
(beat; realizing)
-- wait --

VAUGHN

-- what? --

SYDNEY

-- this thing's here to protect SD-6 --
the last thing Sloane would want is for it to go off accidentally --

VAUGHN

-- what're you saying, it's like a standard demolition bomb?

(MORE)

(CONTINUED)

V137 CONTINUED: (2)

V137

VAUGHN (CONT'D)

(off her nod)

So all we have to do is pull out the
blasting cap?

Her look: I think -- he raises his hand to reach for the
bomb and she suddenly GRABS it--

SYDNEY

-- but -- Sloane would want to know if
someone's trying to deactivate the
charge--

VAUGHN

-- so there's gotta be some kind of
tamper alarm --

SYDNEY

-- like what? --

Beat... he reaches into his coat, pulls out a BINACA spray
canister... looks to Sydney... she nods: "g'head..." he
SPRAYS the Binaca revealing a LASER GRID emanating from a
CEILING SOURCE -- the laser is REFLECTING from corner
MIRROR to corner MIRROR around the blasting cap -- a
formidable deterrent --

VAUGHN

... look at that... *

-- as the grid starts to DISAPPEAR --

SYDNEY

... Now we know what the mirrors are
for... spray it again...

-- he SPRAYS again and the LASER GRID reappears --

VAUGHN

(eyes narrow)

... I think I can pull out the
blasting cap without touching the
lasers...

SYDNEY

... my hands are smaller...

-- he stares back: she's right --

VAUGHN

... make sure your hand stays equi-
distant from the two side-mirrors...

SYDNEY

-- one more spray, on three --

(CONTINUED)

V137 CONTINUED: (3)

V137

VAUGHN
(nods; exhales)
-- one --

SYDNEY
-- two --

VAUGHN
-- three --

-- and he SPRAYS again -- as steadily and quickly as possible, she REACHES through the lasers and PLUCKS the blasting cap from the C-4 charge -- she carefully -- carefully -- retracts her hand as the spray dissipates and the grid DISAPPEARS -- they both EXHALE relief --

VAUGHN (CONT'D)
One down.

SYDNEY
Let's hurry--

But just as they turn to leave, TONI is there, brandishing her MACHINE GUN. They freeze, terrified.

TONI
You're not going anywhere.

Off their reactions, we...

W137 OMIT (NOW SCENE Y137)

W137

END ACT THREE

ACT FOUR

X137 INT. SD-6 - HALLWAY - NIGHT

X137

Sydney and Vaughn walk into the hallway, their hands raised
-- Toni walks behind them, her MACHINE GUN trained on them.
She gestures with the barrel --

TONI

Get against the wall.

Toni grabs a nearby CABLE -- tosses it to Sydney.

TONI (CONT'D)

Tie his hands.

Sydney coils the CABLE -- turns to Vaughn -- then WHIPS the
CABLE at Toni.. CRACKS it across her FACE -- as she reacts,
Sydney KICKS the machine gun from her hands -- before she
can retrieve it, Vaughn takes aim --

VAUGHN

Don't.

Now Toni freezes.

VAUGHN (CONT'D)

How about tying her hands.

SYDNEY

Happily -- nice work--

VAUGHN

-- you too --

As Sydney complies --

TONI

-- wait --

SYDNEY

Shut up.

-- and now we realize Toni's talking with a British accent:

TONI

I'm British SIS --

SYDNEY

Good to know, I'm with Baskin-Robbins,
would you like a cup or sugar cone?

(CONTINUED)

X137 CONTINUED:

X137

TONI

(quiet; urgent)

-- listen to me carefully: I've spent
the last year on covert duty trying to
penetrate Cole's intelligence network--

*
*

VAUGHN

Cole?

SYDNEY

McKenas Cole, former SD-6. Now works
for a third party -- a new player on
the scene. Somebody he calls "The
Man."

*
*

TONI

SIS has been trying to identify "The
Man" for three years, and if this
mission's a success, Cole will trust
me enough to tell me who that Man is --

*

Sydney has tied Toni's hands and wrapped the cable around a
PILLAR --

*

SYDNEY

(to Vaughn)

Gimme your jacket.

VAUGHN

-- my jacket?

SYDNEY

-- hurry up.

He does. Under the following, Sydney tears out the LINING
and RIPS off a SLEEVE.

VAUGHN

-- if you're SIS then tell me, why
does your Director General sign all
his internal memos with a red letter
"C" --

*

TONI

-- tradition, after Sir Mansfield
Cumming, the first SIS chief -- and
the "C" isn't red, it's green --

SYDNEY

-- that true? --

(CONTINUED)

X137 CONTINUED: (2)

X137

VAUGHN

(yes, but)
-- why didn't SIS notify the CIA about
this op? --

TONI

-- SIS doesn't know, I didn't have
enough lead time to make contact --

-- Sydney turns that over, it sounds questionable --

SYDNEY

-- what's in the vault Cole wants so
badly? --

TONI

-- I don't know. None of us do. But
it has to do with someone named
Rambaldi.

Sydney and Vaughn share a look... oh my God, Rambaldi...
then back to work: Sydney balls up the LINING, brings it
toward Toni's face -- she's gonna gag her -- but Toni turns
away.

TONI (CONT'D)

-- if you don't let me go, Cole will
send someone looking for me... he'll
know there's someone else here and
they'll find you --

VAUGHN

And if we let you go and you're lying,
you'll make sure that happens.

-- Toni exhales a breath, nodding in acquiescence --

TONI

I don't blame you, I wouldn't trust me
either. Here's what: when they find
me, I'll tell them there's only one of
you. Give you a fighting chance.

Sydney and Vaughn hesitate -- maybe she's on the level --
still...

TONI (CONT'D)

You should move: the vault code will
be cracked in less than ten minutes.

Sydney and Vaughn look at each other -- TEN MINUTES! Sydney
places the GAG on Toni's mouth, lashes the SLEEVE of
Vaughn's suit jacket around it. As she pulls it tight --

Y137 INT. SD-6 - BASEMENT LEVEL - HALLWAY - CONTINUOUS

Y137

Sydney and Vaughn race around a corner -- Sydney showing him the MAP that Jack drew.

SYDNEY

...the other C-4 packages are here and here.

VAUGHN

We'll split up, each take one.

SYDNEY

The explosives are located behind steel plates that are bolted to the wall.

VAUGHN

(impressed)

...which you opened by yourself.

As she RIPS the map in half -- handing half to Vaughn:

SYDNEY

There are fire extinguishers at regulation points -- find one -- use the CO2 to freeze the bolts, but go easy or you'll run out.

VAUGHN

(offers the Binaca)

Here.

SYDNEY

(not taking it)

I memorized the laser grid.

(off Vaughn's part of the MAP)

-- your set of C-4 is along this corridor. You cross through the engineering sub-level -- over to electrical -- it's far, so run.

VAUGHN

The storage room near where I came in, we'll meet there.

SYDNEY

Then maybe we can go to that hockey game.

VAUGHN

... maybe.

(CONTINUED)

Y137 CONTINUED:

Y137

A shared look. Finally:

VAUGHN (CONT'D)

Be careful.

SYDNEY

You too.

AZ137EXT. DINER - NIGHT

AZ137

A low-rent, all-night DINER, somewhere in Hollywood.

Z137 EXT. DINER - NIGHT (FORMERLY INT. RESTAURANT - NIGHT) Z137

We're at the back of the DINER, where some CARS and DUMPSTERS are parked. The back DOOR opens. Kelly, dressed as a waitress, comes out, holding two large and heavy GARBAGE BAGS. She moves to the dumpster, opens it. We MOVE IN as she puts the bags in -- we get a feeling like something bad's about to happen -- just then:

WILL (O.S.)

-- hey--

She jump-gasps and spins to see Will standing there -- holding a PAPER BAG.

WILL (CONT'D)

Hi.
-- sorry.

KELLY MCNEIL

-- God, you scared the hell
out of me...

KELLY MCNEIL

... I didn't think you'd come.

WILL

Me neither.

(beat)

I made sure I wasn't followed here.
You should've seen me, I took two cabs
and a bus -- which is good because,
truth be told, I've been drinking.

(pulls a dark WIG from a bag)

And I was wearing this. I looked like
Gabe Kaplan.

KELLY MCNEIL

(beat, smiles, likes him)
Who's that.

(CONTINUED)

Z137 CONTINUED:

Z137

WILL

Oh. Doesn't matt-- listen, I need to know something. Do you still want to do this?

KELLY MCNEIL

You know I do.

WILL

... okay.
(pulls out a SEALED manila envelope)
Then you need to get this to your father.

KELLY MCNEIL

What is it.

WILL

(beat)
I don't want you looking at that.

KELLY MCNEIL

At least tell me what it is.

WILL

... it's an autopsy.
(beat)
Your mother's autopsy. There are photographs you're not gonna wanna see, do you understand me?

KELLY MCNEIL

... yeah...

WILL

What it says is that after she was declared dead, she was transferred to a different hospital for the autopsy -- the report listed cause of death as suicide -- overdose of Seco-Barbitol, four-point-five grams.

KELLY MCNEIL

(eyes drop; it still hurts)
-- I know --

(CONTINUED)

Z137 CONTINUED: (2)

Z137

WILL

-- well you're holding the results of
a blood test taken at the ER before
your mother was transferred -- these
results never made it to the final
coroner's report, but it lists her
Second level at ten grams --
(off her look)
Don't ask me how I got this. Just get
it to your father.

Kelly looks at him, tears coming to her eyes, she's so
grateful.

KELLY MCNEIL

... um... thank you.

WILL

What you said, about going away... if
your dad wants to pursue this, then
you're gonna have to do that.

KELLY MCNEIL

(tears still in her eyes, she
smiles re: her current job)
... oh gosh, leave all this?
(her smile fades)
... seriously, thank you.

WILL

... you're welcome.

AA137INT. CIA OFFICE - HALADKI'S OFFICE - NIGHT

AA137

Haladki at his DESK, reading the SPORTS SECTION. Weiss
comes in.

WEISS

'Understand you took a call from
Vaughn.

HALADKI

...uh, yeah... now that you mention
it.

WEISS

...a call he made to me.
(off Haladki's shrug)
What'd he say?

HALADKI

I don't know. We had a bad
connection.

(CONTINUED)

AA137CONTINUED:

AA137

WEISS

Did he confirm the attack?

HALADKI

He was hysterical -- per usual. I wouldn't read much into it.

CUT TO:

CRACK -- the butt of a FIRE EXTINGUISHER knocks loose a BOLT. WIDEN to REVEAL --

BB137INT. SD-6 - BASEMENT LEVEL - NIGHT

BB137

Vaughn FREEZES another BOLT. CRACK. As he chips away at the steel PLATE --

CC137INT. SD-6 - SLOANE'S OFFICE - NIGHT

CC137

Cole -- agitated -- barking into his WALKIE.

COLE

Every time I send one of you guys down there, you disappear.

No reply. Cole turns to Endo.

ENDO

You want me to go down there?

COLE

Are you gonna disappear?

ENDO

(cocks his weapon)

No.

Cole nods. Endo takes off.

DD137INT. SD-6 - HALLWAY - NIGHT

DD137

CRACK. Another BOLT down. This time it's Sydney's handiwork. INTERCUT between her and...

EE137INT. SD-6 - HALLWAY - CONTINUOUS

EE137

...Vaughn. He's ahead of her. Almost has the PLATE off.... almost... she's got half the BOLTS off... there: Vaughn's in.

FF137INT. SD-6 - BASEMENT LEVEL - HALLWAY - NIGHT

FF137

Endo finds Toni, removes the GAG from her mouth. Starts loosening the CABLES. Her English accent is gone: *

ENDO

What happened?

TONI

(dazed)

...I barely saw anything-- *

ENDO

...how many were there? *

TONI

...one. Only one.

Confirmation: Toni is SIS. The CABLE is removed, she stands. *

ENDO

(off his heartbeat MONITOR)

He can't be far.

COLE (V.O.)

(radio filter)

Endo... you disappear on me, too?

ENDO

(into his WALKIE)

Toni's good. She says there's one still out here. *

COLE (V.O.)

(radio filter)

Search and destroy.

ENDO

Roger that. *

TONI

(worried about Syd/Vaughn)

I'm coming with you. *

ENDO

Negative. Cole wants you in the vault room. I'll take care of this one myself.

A beat -- finally Toni nods and heads off. Endo goes in the other direction... *

GG137INT. SD-6 - BASEMENT LEVEL - DETONATION AREA #2 - NIGHT GG137

Vaughn bends over the second DETONATOR -- it's exactly the same as the bomb he already deactivated. He sprays the Binaca, revealing the same laser GRID as before. He moves his hand toward it -- then takes a beat -- steadies himself -- and -- wildly carefully -- he reaches for the BLASTING CAP. Steady... steady... GOT IT. Off his SIGH of relief...

HH137INT. SD-6 - BASEMENT LEVEL - HALLWAY - NIGHT HH137

Sydney has one BOLT left. CRACK. It's off. But a SOUND makes her turn -- alert and afraid --

JJ137INT. SD-6 - BASEMENT LEVEL - HALLWAY - CONTINUOUS JJ137

...Endo, who looks at his HEARTBEAT MONITOR. Nothing. He moves in the direction of the sound. BLIP. He follows the signal around a corner, where he finds... NOTHING. Just a hole in the wall where the PLATE was moments before. He looks in it -- amazed at the sea of EXPLOSIVES -- then hears FOOTSTEPS -- Sydney sprinting down an adjacent corridor.

TRACK with Sydney -- Endo giving chase -- BULLETS PING around her -- he's getting closer. He takes aim... the RED LASER LIGHT square in her back... then she turns a corner into...

137 INT. SD-6 - HALLWAY - NIGHT (FORMERLY INT. SD-6 - HALLWAY - DAY) 137

Endo enters the hall where Sydney kicked Tchen's ass. No one is here. Endo approaches a series of LOCKERS. Endo pulls out his HEARTBEAT MONITOR... and it picks up a reading: BLIP. BLIP.

Endo follows the signal to the lockers... there's someone inside.

ENDO

Gotcha.

... and Endo opens FIRE.

138 INT. SD-6 - MAIN AREA - NIGHT (FORMERLY INT. SD-6 - MAIN AREA - DAY) 138

-- The SOUND of gunfire echoes through the room -- Jack thinks: Sydney? --

AA139 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT AA139

Vaughn enters -- this is where he and Sydney are supposed to meet up -- hears the GUNFIRE... wonders what's happening... is it Sydney... the extraction team...

A139 INT. SD-6 - TORTURE ROOM - NIGHT A139

Cole grabs his WALKIE.

COLE

Who... the hell... is shooting?!

139 INT. SD-6 - HALLWAY - NIGHT (FORMERLY INT. SD-6 - HALLWAY 139 DAY)

Endo proudly opens the LOCKER to find Tchen -- zip-tied, mouth gagged and now very much dead, fall to the floor.

COLE (V.O.)

(radio filter)

Endo... Tchen... does anyone copy? I need status!

ENDO

Cole... Tchen's dead...

COLE (V.O.)

(radio filter)

What? How?! Who the hell killed him?!

ENDO

... I did...

-- what Endo doesn't see is Sydney moving in behind him -- stalking like a predatory cat -- and just as she attacks, we CUT TO:

A140 INT. SD-6 - TORTURE ROOM - NIGHT A140

-- Cole listens to the SOUNDS of the fight -- hearing KICKS and PUNCHES as Sydney beats the tomatoes out of Endo -- finally a loud THUD --

COLE

Endo...? Oh, come on!

-- He gets no answer -- turns to Sloane -- one NEEDLE in his neck, another jabbed into his forearm -- through the waves of pain -- Sloane stares back with just the slightest hint of that infamous smirk -- Cole hurries from the room --

B140 OMIT

B140

AC140INT. SD-6 - BASEMENT LEVEL - HALLWAY - NIGHT

AC140

Sydney races back to the last set of EXPLOSIVES -- gets to the opening -- is about to climb into the detonation area -- when --

INTERCUT:

C140 INT. SD-6 - MAIN AREA - NIGHT

C140

-- CLOSE ON a TELEPHONE -- INTERCOM selected -- handset lifted -- Cole talks over the SD-6 public address system --

COLE

Dear person beating up my men. I assume that you are an employee here.

While Chopper holds up Jack, and Ice covers them, Cole pulls Jack's WALLET from his jacket pocket.

COLE (CONT'D)

Now I'm currently standing in the main area of this fine office. And I want you here, in front of me, in ten seconds... or I'll start executing your friends.

Sydney FREEZES --

COLE (CONT'D)

-- starting with the man I assume is your partner.

(flips open the wallet, reads)
... Mr. Jack Bristow.

-- ON SYDNEY, frozen in this horrible moment --

END ACT FOUR

ACT FIVE

FADE IN:

140 OMIT 140

141 INT. SD-6 - MAIN AREA - NIGHT (FORMERLY INT. SD-6 - MAIN AREA - DAY) 141

CLOSE ON a GUN. Against Jack's NECK. SEE the HAMMER cocked. A beat... then RACK FOCUS to REVEAL: Sydney, entering the room, hands open, at her side.

SYDNEY

Here I am.

Cole releases the HAMMER. Lowers the GUN.

COLE

Wow, I thought you'd be, like... an ugly... guy or something.

A142 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT A142

Vaughn waits on Sydney -- notices the MONITOR and the spliced cables with the LABELS Jack made. He touches the CABLE to various MAIN LINES -- sees empty offices and then the MAIN AREA -- where he sees Sydney give herself up.

VAUGHN

Dammit.

As he drops the CABLE...

B142 INT. SD-6 - BASEMENT LEVEL - HALLWAY - NIGHT B142

Vaughn SPRINTS toward the VENT he entered through, desperately hoping help is on the way.

C142 INT. SD-6 - MAIN AREA - NIGHT C142

COLE

(to Chopper)

Take her pack, search her.

Ice covers as Chopper takes her BACKPACK -- pours the CONTENTS onto a table -- MAG-LIGHT, WIRE CUTTERS, TOOLS.

The Hostages didn't know Sydney was here -- but seeing her handcuffed, realizing this last hope is gone -- is devastating. She looks to Jack -- he silently asks her: "Did you get it?" She silent responds with a disappointed head shake: "No." Jack's heart sinks.

(CONTINUED)

C142 CONTINUED:

C142

TONI (V.O.)
(radio filter)
Seven numbers locked. Six to go.

Then -- from her pockets -- Chopper pulls the COMPACT, the MAGNET -- and the EARRING she fished out of Marshall's Workspace. Sydney thinks NOTHING of the earring -- but Marshall STARES at it. OFF his nervous glimmer of hope -- trying to catch Sydney's attention with his eyes -- and failing --

D142 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT

D142

Vaughn emerges from the VENT, whips out his CELL PHONE, dials...

VAUGHN
(into phone)
...yeah, hello... this is Vaughn. I
need Weiss. Now... then find him.

E142 INT. CIA OFFICE - HALLWAY - NIGHT

E142

Weiss hurries down the hall -- steady, in charge -- the head of a growing Posse. He tells an Agent...

WEISS
...I want LAPD notified. Roadblocks
at appropriate intersections... and an
ambulance standing by.

A SECRETARY approaches --

SECRETARY
You've got a call.

WEISS
...not now...

SECRETARY
It's Vaughn.
(indicates a PHONE)
Line three.

Weiss stops, quickly picks up.

WEISS
Talk to me.

INTERCUT with...

G142 INT. SD-6 - MAIN AREA - NIGHT

G142

Cole walks into a CLOSEUP, stopped by a sudden thought -- we're on him for a moment at he ponders it -- remembering something -- something kinda hopeful -- it's gelling in his head -- holy shit!

COLE
(to himself)
... oh my God...

And he quickly turns and leaves frame from the direction he entered--

H142 INT. SD-6 - SLOANE'S OFFICE - NIGHT

H142

Sydney is shoved into one of Sloane's CHAIRS by Cole, who sits down in the chair opposite her, opening a BOTTLE OF CHAMPAGNE. She remains defiant.

COLE
For some guys it's a special pair of socks. Other guys, it's the piece -- the gun -- or bullets, custom tip -- for me, I suck my luck from a bottle of champagne. I bring one for every job.

Aims it away from Sydney and pops the CORK.

COLE (CONT'D)
I usually wait until we're on getaway, but this time, I'm feeling so good about our progress that I'm suckin' premature.

And he drinks. She watches. He drinks more... and some more. Then he lowers the bottle... and moves to her... putting the bottle on her lips. She doesn't accept it -- she won't drink.

COLE (CONT'D)
... I'd like you to join me.
(off her dead, hateful stare)
Confucius say, "What looks offer... may be demand."

Their eyes lock for a long beat. He'll kill her if she doesn't drink. EXTREME CLOSEUP on her mouth as she parts her lips and drinks from the bottle. He keeps tipping it -- until she chokes a bit on it. Cole smiles, holding the bottle as he walks:

(CONTINUED)

H142 CONTINUED:

H142

COLE (CONT'D)

You don't remember, do you? 'Cause I didn't at first either: it was like five years ago -- here at SD-6 -- which was rare for me, I was always a freelancer. But I was here and I saw you and I like... fell for you, like hard, like, serious. And we were in the coffee room and I asked you out. Now granted, I'm not the most subtle guy when it comes to women -- I probably said something insanely inappropriate, 'cause you said, "Talk to me again, I'll break your kneecaps."

(beat, amused)

Which only made me love you, right? So I've thought about that! About you -- whatever happened to that girl?

(beat)

What I took away from that exchange we had in the coffee room is that you didn't wanna date me. That you didn't wanna go see some mediocre, one-thumb-up romantic comedy, then sit in my Pontiac in the parking lot, talkin' for an hour before I made my move.

(beat, simply)

You didn't wanna kiss me. That's what I took away from that meeting.

(beat)

Do you remember me?

SYDNEY

(beat)

No, I do not.

(beat)

But I can see not wanting to kiss you.

COLE

(loving her)

Damn, you know how to work me!

(beat)

Anyway: I just wanted to say two things. One, it's good to see you in the office again. And two, when I took a sip just now, I backwashed. Like big time.

(beat, claps his hands, satisfied with the closure)

I got a meeting with the guy whose office this is.

(CONTINUED)

H142 CONTINUED: (2)

H142

Cole leaves. On Sydney, trying to hide her disgust...

142 OMIT

142

143 OMIT

143

A144 INT. SD-6 - TORTURE ROOM - NIGHT

A144

CLOSE ON Sloane. His face -- teeth clenched, eyes squeezed shut -- betrays the horrible pain he is suffering from. WIDEN to REVEAL Cole, returning from the Main Area.

COLE

Hey, remember Griff? That big guy? MVD's worked him so hard. Straps with blades on them... these tricky glass syringes... acid... they were creative. But he didn't go down. Until they opened The Box. Guy took three needles before his heart finally gave it up.

SLOANE

How many did you take?

Something in Cole's face -- a flicker of tension -- and Sloane knows he's struck a nerve. As Cole takes out NEEDLE number three.

TONI (V.O.)

Nine numbers down, three to go. Make it ten, we're cooking in here...

Cole is so absorbed by his mental duel with Sloane that he doesn't even hear Toni's update. As he takes out NEEDLE number three --

COLE

I want to hear you scream the way my men did.

He STICKS the third NEEDLE into Sloane -- waits for the anguished response. Instead -- somehow -- Sloane's features soften -- as if the pain is actually lessened.

SLOANE

They broke you, didn't they.

Nothing for a beat. And yet everything changes. Sloane is suddenly -- somehow -- in control.

(CONTINUED)

A144 CONTINUED:

A144

SLOANE (CONT'D)

-- they made you beg.

As Toni enters --

COLE

Don't you wish.

TONI

Only one number left.

SLOANE

(mocking)

-- "Oh please, I can't take it anymore..." ... is that what you said to them?

COLE

-- you know how many more needles I've got here--?

SLOANE

-- I know what you did--

TONI

-- let's go.

SLOANE

-- you cried for mercy --

COLE

-- that is not what happened --

TONI

-- the vault's almost open --

SLOANE

-- you wept like a baby --

COLE

That is not what happened.

Three needles in him -- FLUID fully injected -- and Sloane does the impossible -- he laughs.

TONI

-- come on --

SLOANE

-- like a little baby--

COLE

-- shut up --

(CONTINUED)

A144 CONTINUED: (2)

A144

TONI
-- we have to go!

Then, insanely, Cole turns to Toni and FIRES HIS GUN AT HER, YELLING:

COLE
SHUT UP!

-- and as fast as he turned, she's fallen, dead -- and Cole is instantly shocked -- even Sloane is shocked --

COLE (CONT'D)
(realizing)
No... nononononononono...

And he moves to Toni -- cradles her body, in shock --

SLOANE
... I suppose you think that's my fault too.

Cole looks at Sloane with disgust... then he grabs his WALKIE:

COLE
I'm going to the vault...

144	OMIT	144
A145	OMIT	A145
B145	OMIT	B145
145	INT. SD-6 - MAIN AREA - NIGHT (FORMERLY INT. SD-6 - MAIN AREA - DAY)	145

Chopper stands fifteen feet from the area where Sydney, Dixon and Marshall sit as he HEARS:

COLE (V.O.)
(over walkie)
... I want you to kill 'em all.

CHOPPER
Done deal.

As Chopper readies his WEAPON and turns toward the group --

MARSHALL
Lisbon! Last July!

(CONTINUED)

145 CONTINUED:

145

SYDNEY

-- what?!

Marshall's eyes indicate the EARRING on the table -- Sydney suddenly understands -- she grabs the earring -- QUICKLY PULLS THE GEM AND THROWS THE SETTING --

Sydney AVERTS her eyes -- Dixon also understands and looks away just as the earring POPS IN MIDAIR -- EMITTING A BRILLIANT FLASH OF WHITE LIGHT!

Chopper is blinded -- he lowers his gun -- buying just enough time for -- Sydney to EXECUTE a blindingly FAST spin-kick -- knocking Chopper's gun to the ground -- Chopper manages to BLOCK her next follow-up punch --

Just then Ice starts SHOOTING -- all the Agents take cover--

Dixon springs to ACTION, hands still secured behind his back -- he GRABS Chopper's discarded weapon and, with his hands behind his back, Dixon FIRES it at Ice -- taking him down -- what a KILLER shot!

Sydney puts Chopper to SLEEP with a final PUNISHING move --

-- Sydney and Dixon exchange a QUICK look of mutual appreciation --

146 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - VAULT ROOM - DAY) 146

Cole arrives.

147 INT. SD-6 - MAIN AREA - NIGHT (FORMERLY INT. SD-6 - MAIN AREA - DAY) 147

Sydney has already FREED Jack and Dixon from their HANDCUFFS.

SYDNEY

Can you shut-off the failsafe?

JACK

Only Sloane can do that --

DIXON

-- what failsafe--?

SYDNEY

-- I'm going to the vault --

JACK

-- be careful--

(CONTINUED)

147 CONTINUED:

147

SYDNEY

Come with me, I'll explain --

And they split up -- Jack in one direction, Sydney and Dixon in the other --

148 OMIT

148

149 OMIT

149

A150 INT. SD-6 - TORTURE ROOM - NIGHT

A150

-- Jack enters -- thank God nobody else is here to see Sloane lying in the chair -- in a state of excruciating pain -- As Jack removes the NEEDLES from Sloane --

JACK

-- did you execute the failsafe?
-- we need to deactivate it!
-- there's only one left--
-- Sydney's going to stop them
-- how do I shut off the failsafe?!

SLOANE

-- yes --
-- are they still in the building?
-- I'm not letting them get into that vault --
-- Sydney's here?

Their eyes meet for a moment -- Sloane gives in:

SLOANE

The only way to override is from the keypad in my office -- but it's biometric: it won't deactivate without my fingerprint.

-- Jack tries the locked straps on the chair --

JACK

I can't get these off --

-- Jack turns for the TOOLS of the torture room -- all good for cutting flesh, but steel? No go. As Jack searches, Sloane realizes the further suffering he must endure.

SLOANE

Jack.

Jack turns.

SLOANE (CONT'D)

It'll take you hours to get these off... Marshall has a device that can duplicate fingerprints... There isn't time for that...

(MORE)

(CONTINUED)

A150 CONTINUED:

A150

SLOANE (CONT'D)

(beat)

... but you could... take my
fingerprint.

Jack realizes what he means. If these men hadn't seen such horror before, they'd probably be more repelled at the thought. Jack knows Sloane is right. There is no other way.

Jack quickly finds the medical CUTTING SHEARS -- he looks at Sloane.

SLOANE (CONT'D)

Left index.

Jack puts the shears to Sloane's hand -- Sloane looks away, like a fucking rock.

And... SNAP.

150 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - 150
VAULT ROOM - DAY)

Cole stands at the laptop CLICK: the last number LOCKS IN. He goes to the vault door... finally... when suddenly Dixon attacks him from behind -- Cole is a surprising fighter -- with each punch he throws he reveals his military training - - he takes Dixon down wildly-fast --

-- and now he faces off with Sydney, who's shocked at his battling skills. Cole's been through a shitload today -- the loss of Toni doesn't help:

COLE

You looking for me?

And Sydney and Cole SPAR -- and Cole realizes:

COLE (CONT'D)

Oh, interesting. Kickboxer.
Excellent!

And Sydney throws a few more kicks --

COLE (CONT'D)

Hey, guess what?! Now I got your
moves -- now I've done all my
homework, bring it on!

And they FIGHT -- and Sydney does her thing, but Cole is QUICK and he's STRONG and suddenly Sydney realizes she's screwed -- he punches like a piledriver and Sydney's thrown back against the wall, onto the floor, unconscious.

(CONTINUED)

150 CONTINUED:

150

COLE (CONT'D)

Gotta learn how to take a real punch,
that's the problem.

-- and the VAULT DOOR UNLOCKS.

151 INT. SD-6 - SLOANE'S OFFICE - NIGHT (FORMERLY INT. SD-6 - 151
SLOANE'S OFFICE - DAY)

Jack -- carrying a bloody towel with you-know-what inside
it -- runs into Sloane's office --

-- he moves to Sloane's desk -- hits numbers on the keypad -
- then looks down at the towel -- opens it -- and we see
the finger --

152 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - 152
VAULT ROOM - DAY)

Cole reaches for the vault HANDLE -- is about to open it --

153 INT. SD-6 - SLOANE'S OFFICE - NIGHT (FORMERLY INT. SD-6 - 153
SLOANE'S OFFICE - DAY)

Jack puts Sloane's finger on the PRINT READER -- the
computer BLEEPS and READS: "FAILSAFE DEACTIVATED" just as:

154 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - 154
VAULT ROOM - DAY)

-- Cole OPENS the vault door -- he smiles, enters...

155 INT. SD-6 - VAULT - NIGHT (FORMERLY INT. SD-6 - VAULT - 155
DAY)

A wall of SAFE DEPOSIT BOXES -- he goes to one in
particular -- starts to hack it open with a JIMMY.

He YANKS it open -- finds a small metal BOX inside. Cole
takes the box and runs off --

156 OMIT 156

157 OMIT 157

158 OMIT 158

159 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - 159
VAULT ROOM - DAY)

-- Cole runs off -- and while Dixon's still out cold,
Sydney's coming to -- and sees Cole run... and she fights
the pain -- stands -- and hurries after him --

160 OMIT 160

161 INT. A.C. VAN - PARKING STRUCTURE - NIGHT (FORMERLY INT. 161
A.C. VAN - PARKING STRUCTURE - DAY)

Cole tumbles out of the open GRATING and lands in back of the van -- Gonov is lying here, dead. Cole doesn't miss a beat -- he jumps behind the wheel, turns the KEY, GUNS the ignition and PEELS AWAY --

162 OMIT 162

163 OMIT 163

164 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT (FORMERLY 164
INT. CREDIT DAUPHINE PARKING STRUCTURE - DAY)

-- the van speeds toward a closed, sliding FIRE DOOR -- and as it opens, we reveal a black CIA SUBURBAN -- standing around the truck are Vaughn, Weiss and an EXTRACTION TEAM, all have GUNS DRAWN --

Just then Sydney runs out of the VENT that Cole came from -- she looks up to see the van headed toward the fire door --

-- just as the CIA OPENS FIRE -- all of them -- the van windshield SHATTERS -- Cole SLAMS on the brakes, stopping the van and JUMPING OUT THE BACK of the van --

-- Cole just manages to get to his feet as Sydney meets him with a WILD SERIES OF PUNCHES -- so fast and furious Cole doesn't have time to inhale straight --

And then Cole hits the cement, long and hard.

SYDNEY

(out of breath)

I think you're right... Taking a punch... that's something I gotta learn how to do...

And Vaughn runs up -- Sydney's shocked to see him.

VAUGHN

(somewhat clandestine)

-- what's happening downstairs?

SYDNEY

...I think everything's taken care of... we got lucky.

(CONTINUED)

164 CONTINUED:

164

VAUGHN

If I get my guys out of here, SD-6'll never know we were here.

SYDNEY

Then you should go.

VAUGHN

-- are you okay?

SYDNEY

(beat, happy to see him,
catching her breath)
... yeah... thanks for coming.

VAUGHN

... that's... it's my job.

By now, Weiss and the other CIA officers are picking up Cole, cuffing him, and throwing him into the Suburban. Weiss then hands Vaughn the metal BOX that Cole took from the vault.

WEISS

-- he had this.

Vaughn takes it. On the top is the unmistakable RAMBALDI EYE-SYMBOL. Sydney and Vaughn share a look. Vaughn opens it: inside is a simple AMPOULE of CLEAR LIQUID. Though we're unsure at the moment, we all KNOW we'll learn one day what amazing secrets and powers it contains.

VAUGHN

I don't know what this means...

SYDNEY

(still exhausted)
...seems ridiculous, doesn't it? All that... for something like this. For anything...

VAUGHN

My point is... whatever this is... we have it now and they don't. Because of you.

SYDNEY

Not just me.

VAUGHN

Because of you.

(CONTINUED)

164 CONTINUED: (2)

164

SYDNEY

Better be good perfume.

VAUGHN

I'm not kidding. Think about it.
What you do.

(beat)

Hockey can wait.

(beat)

I don't think what you're doing here
can.

She looks up at him... realizing the importance of what
he's just said... then:

WEISS

... we should get out of here.

VAUGHN

(beat, to Sydney)

You sure you're okay?

And OFF Sydney's look to him, we...

165 OMIT 165

166 OMIT 166

167 INT. SD-6 - MAIN AREA - NIGHT (FORMERLY INT. SD-6 - MAIN AREA - DAY) 167

SLOW MOTION -- Sloane, bloodied, his hand bandaged, enters from the hall... leans against the wall, looking out at the office. For once this is an emotional, even joyous place. Agents hug. Tears of joy are shed. But Sloane's a man changed... he was willing to destroy everything to prevent someone from accessing the vault... but someone did -- someone he despises -- and he got away with it.

And then he sees Sydney, entering. Still in pain from her battle with Cole. She receives many thanks from the Agents there.

She moves to Dixon, who's helping other Agents. They talk for a moment: all will be okay with him.

Then she looks up and sees Sloane. We go back to NORMAL SPEED as Sydney moves to Sloane -- and she sees how deeply disturbed he is.

SYDNEY

... are you alright?

(CONTINUED)

167 CONTINUED:

167

Through his emotional -- and physical -- pain:

SLOANE

... none of us are.

(quiet, smoldering rage)

... what happened here tonight...

this... is unacceptable.

(less controlled)

The people who did this-- we're going to find them. Retrieve what they have taken...

(beat)

... even then... this has changed everything.

She looks at him... just watching his simmering rage... as Marshall arrives with a THERMOS. -- and a BANDAGE on his head.

MARSHALL

Sir, I've got the digit right here -- the medics are on their way--

SLOANE

-- thank you, Marshall.

MARSHALL

(to Sydney)

Hey, Sloane gave me the finger.

SLOANE

Marshall.

MARSHALL

(heads off)

-- Sorry--

They're alone again.

THEN WE CUT TO:

JACK

Across the office, noticing Sydney and Sloane, talking. He watches them carefully... Dixon steps up beside him...

DIXON

Thanks for the distraction... I tried to send Langley an e-mail... But I guess it didn't get through...

JACK

That's okay. You did a good job.

(CONTINUED)

167 CONTINUED: (2)

167

Dixon moves off to help others... Jack watches Sloane walk away from Sydney...

SYDNEY

Stands there, taking it all in, as Jack approaches her from behind.

JACK (CONT'D)

This morning... before all this... you wanted to talk to Sloane.

(beat)

What'd you tell him?

A beat... as she still looks off... resigned...

SYDNEY

... I told him... that I'd see him tomorrow...

Jack is pleased. She looks at her father.

SYDNEY (CONT'D)

... thank you.

Jack -- almost not realizing he's doing it -- touches Sydney's shoulder. It's the smallest gesture that is so wildly unusual for him that neither knows what to do about it.

After a moment, Jack takes his hand away. Offers a slight smile, then just walks off. And we go to a WIDE SHOT as Jack crosses SD-6... Sydney standing there... alone...

168 OMIT

168

169 OMIT

169

THE END