

ALIAS

Written By

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FOR EDUCATIONAL
PURPOSES ONLY

"A L I A S"

Pilot

ACT ONE

OVER BLACK WE HEAR:

A rapid, erratic HEARTBEAT. Instinctively we react to this. The scariest sound in the world. It's the sound of fear.

CLOSE-UP of a WOMAN'S FACE

In SLOW MOTION -- she's scared to death, eyes wide, looking right at us. Her DYED RED HAIR an ethereal aura because she's underwater -- being held underwater.

We study the fear in her eyes -- more than fear, actually, it's shock. Shock at the certainty that she's about to die.

This is SYDNEY BRISTOW, 26, and unless things turn around real soon, the world's about to lose a hero.

Then a MUFFLED SOUND can be HEARD. MEN, YELLING. Not English. Then a RUSH of SOUND -- like an approaching ROAR - - and we go to REGULAR MOTION and the WAVE OF SOUND COMES TO A CRESCENDO as Sydney's head is PULLED out of the water, to find we're in:

INT. JANITORIAL ROOM - NIGHT

A dark room -- this is all shot LONG LENS -- it's hard at first to tell where we are, what's happening -- but one thing's for sure:

Sydney is GASPING FOR AIR, desperate for life -- a GUARD holding her tightly by her hair -- he's one of two men that are here.

They're GUARDS -- Taiwanese -- and they're angry and scary as hell, as the one holding her YANKS HER BACK into a metal chair, her chest heaving, eyes closed tight --

The other Guard YELLS at her in MANDARIN, close to her face. There are NO SUBTITLES.

As he yells the other Guard punctuates the tirade with his own abusive demands -- their yelling OVERLAPPING -- then the Guard holding her THROWS HER TO THE CEMENT FLOOR.

(CONTINUED)

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And we can see where we are now. A janitorial supply room -
- mops, brooms, chemicals -- all labels in Chinese and
Taiwanese -- chipped paint on the walls and a deep metal
SINK, currently being used to torture an American woman.

On the cold floor, Sydney, dressed in tight black clothes,
looking for all the world like a cat burglar, gasps for
air, just trying to recover --

When one of the Guards grabs her hair again -- demands in
Mandarin --

And then Sydney responds -- also in Mandarin. What's most
surprising is not how well she speaks -- as fluent as a
native of the country -- it's that despite her panic, she
gives her non-subtitled explanation with absolute bravery
and confidence.

And they don't buy a word of it. The Guard drags her by
her hair -- we TRACK with her on the floor and she's thrown
back into the chair -- the Guard SLAPS HER FACE HARD --

CLOSE ON Sydney as she winces in pain from the impact, face
red --

-- then the SOUND of KEYS -- at the door -- and she looks
up, the door UNLOCKING -- her eyes trained on the door, her
mind racing -- who could that be?! And then, finally,
something peculiar happens:

A harmless-looking Caucasian OLD MAN enters... and it just
takes a beat to realize that we're now in:

INT. CLASSROOM - DAY

-- a large university classroom. Wood, brick, stone -- a
warm, wonderful place. Sunlight pours into the atmosphere-
thick room through giant windows, tops of palm trees
peeking over the sills.

There are a hundred desk-chairs here, only a dozen still
occupied by GRAD STUDENTS, all final-proofing their blue
book tests.

Is this a flashback? A flash-forward? All answers in
time. But meanwhile...

As the Old Man (PROFESSOR MIZZY) walks past these students,
they finally relinquish their exams to him.

Then Mizzy gets to the last student. A frantically-
writing, cozily-dressed SYDNEY BRISTOW. Her hair is LONGER
now, in its NATURAL DARK COLOR.

(CONTINUED)

CONTINUED:

Mizzy stands there for a minute. Sydney knows he's there... but she needs to get this out...

MIZZY

Sydney.

SYDNEY

(not looking up, writing fast,
completely casual)

Yeah.

MIZZY

Time's up.

SYDNEY

(finishing as she talks,
purposely slowly)

Okay... then... I'll... just...
turn... in... my... little...

(the last words)

... essay, thank you.

Mizzy takes the blue book and walks off. Sydney watches him go, unconsciously biting her lip -- dread washing over her face.

SYDNEY (V.O.) (CONT'D)

So I'm pretty sure I got a "D."

EXT. U.C.L.A. CAMPUS - DAY

SYDNEY and DANNY, 28, walk across the campus lawn, backpacks slung over shoulders. Danny's in scrubs and long white coat, on hospital break. Handsome and low-key, he seems a bit preoccupied. Despite her current concern, Sydney walks with a real bounce in her step.

DANNY

You didn't get a "D."

SYDNEY

I think I got a "D," I think I got,
like, a sixty... four maybe.

DANNY

Syd, you've never gotten a "D."

SYDNEY

Oh, I've gotten a "D."

DANNY

Oh, yeah, Home Ec -- can we talk about
something? For a second?

(CONTINUED)

CONTINUED:

SYDNEY

I told you about Home Ec? Well, that was different, that grade I deserved.

DANNY

What'd you do? Embroider something on a sweatshirt...?

SYDNEY

That was the assignment.

DANNY

But it was obscene, right? About the teacher.

SYDNEY

I said I deserved that grade -- and you know what? I deserve whatever I get in Mizzy's class-- I wasn't prepared.

DANNY

So maybe you should quit this part-time thing. Take a leave of absence from the bank-- can I change the subject for a second?

SYDNEY

Sure, what?

As he goes through his backpack, she watches. Waits. She loves this guy.

DANNY

I can't go through double-shift again holding onto this...

He pulls out something she can't see. He gets on his knees. Then she drops to her knees. Smiles at him, touched.

SYDNEY

Did you get the Dave Matthews tickets?

DANNY

(annoyed)

Will you stand up, please? I'm trying to do something here.

She stands, confused. He looks up at her for a long beat.

(CONTINUED)

CONTINUED: (2)

DANNY (CONT'D)

I was gonna wait... do it this weekend...

SYDNEY

(it slowly dawning on her)
... Danny, what's going on...?

DANNY

Just remember our first date. The bowling alley. The bald guy.

SYDNEY

(shocked)
... no...

Then, embracing the insanity of the moment but committing to the act fully, Danny begins SINGING, "Build Me Up, Buttercup" to Sydney, right there, in the middle of the campus green, at the top of his lungs.

Sydney, tears welling in her eyes, LAUGHS, loving him so much -- and we love him too now, how can we not?

Passing Students can't help but look. Some confused, others getting it and loving it too. Danny finishes the chorus...

DANNY

"... don't break my heart...!"

... and he holds out an open RING BOX. It's a modest, antique ring. Sydney's practically crying, as Danny says, quietly, sweetly:

DANNY (CONT'D)

I can't tell you how much I hope you'll marry me.

(beat)

Despite what I just did.

And she's looking at him, a tear streaks down her cheek -- she's sort of stunned and thrilled and nervous for reasons we couldn't possibly understand yet. He looks up at her, waiting. Finally some concern starts to wash across his face:

DANNY (CONT'D)

Are you... gonna respond...?

And she drops to her knees, takes his face in her hands -- and says, quietly, sweetly:

(CONTINUED)

CONTINUED: (3)

SYDNEY

... yes...

INT. SYDNEY'S APARTMENT - DAY

FRANCIE, Sydney's best friend, 26, stands in the apartment doorway, ogling Sydney's engagement-ringed hand. Sydney is dressed in a sophisticated but understated dark suit.

FRANCIE

No.

SYDNEY

(beaming)

Yes.

FRANCIE

(eyes on ring)

Okay... we love him.

SYDNEY

Isn't it pretty?

FRANCIE

(beat, heartfelt)

... honey.

And Francie gives Sydney a long hug. Francie starts to cry.

SYDNEY

Oh, Fran...

FRANCIE

I know, I cry at everything, I'm such a maudlin freak--

(sniffles, forces tears away)

Willie's never given me anything close to-- is this an antique?

SYDNEY

It was his grandmother's.

FRANCIE

God bless you. Okay, so tell me how he did it, I need all the details, otherwise I'm gonna have to make stuff up and tell people my version.

SYDNEY

He got on one knee-- he sang to me.

(CONTINUED)

CONTINUED:

FRANCIE
(more than touched)
He sang to you.

SYDNEY
You're not gonna believe this -- he
called my dad to ask permission.

Sydney said that last line looking at her shoes as she put them on -- throwing it away as much as she could. Which doesn't work with a friend like Francie:

FRANCIE
He called your dad? Your dad?

SYDNEY
(casual)
Uh-huh.

FRANCIE
(freaked for a moment,
borderline disgusted)
... and... how the hell did that go?

ON SYDNEY for a moment, who is clearly an amazing actress: she looks like she's trying to find the word "Flawlessly." But finally gives in, with:

SYDNEY
Not well.

INT. U.C.L.A. HOSPITAL - DAY

PUSH IN ON Danny, at a pay phone, receiver to his ear, tense. We HEAR a RINGING...

MAN'S VOICE (V.O.)
(on phone, brusque)
Yeah.

DANNY
Mr. Bristow?

INTERCUT WITH:

INT. JACK BRISTOW'S OFFICE - DAY

The sort of plain-wrapper office that denies the visitor any indication as to the personality of its occupant. And there, on the phone, is dark-suited JACK BRISTOW, 50. Physically, one word comes to mind: ordinary. A beat as he tries to place the voice.

(CONTINUED)

CONTINUED:

JACK

... yes?

DANNY

Hi, it's Danny Hecht, Sydney's
boyfriend--

JACK

(with some concern)
Is Sydney all right?

DANNY

Oh, yeah, she's great. Nothing to
worry about. Well, unless-- anyway,
I'm calling because I, uh... I'm
planning on asking Sydney to marry me.
And I was hoping to get your...
approval.

Jack takes a beat. Isn't amused. Isn't anything, it
seems. Even alone, this guy's guarded as hell. Finally:

JACK

Danny, let me ask you a question.

DANNY

... sure.

JACK

How well do you know my daughter?

DANNY

(thrown for a beat)
Uh, we've been dating for two years.

JACK

Because if you feel the need to ask me
about this scenario, I have a sense
you don't know Sydney at all.

DANNY

Sir, I love your daughter and I want
to marry her, that's why I'm calling.

JACK

First of all, Danny, the truth is,
this is just a courtesy call. Like
when you say to your neighbor, "We're
having a loud party on Saturday night,
if that's all right with you." What
you really mean is, "We're having a
loud party on Saturday night."

(CONTINUED)

CONTINUED: (2)

DANNY

Mr. Bristow--

JACK

Sydney doesn't care what my opinion is. What interests me is that you do.

DANNY

It's just... a custom to call the father, that's all this is--

JACK

Well then I'll tell you what. I may become your father-in-law, and that's just fine. But I will not be used as part of a charming little anecdote you tell your friends at cocktail parties so they can see what a quaint, old-fashioned guy Danny really is.

(beat)

Are we clear?

DANNY

(hating him)

... yessir.

JACK

Good. Then welcome to the family.

Jack hangs up. And we're ON DANNY, who's just poleaxed...

INT. SYDNEY'S APARTMENT - KITCHEN - DAY

Sydney drinks Evian as Francie looks in the mostly-empty fridge.

SYDNEY

I'm not gonna put up with it. My dad being a jerk to Danny.

FRANCIE

- Just please don't waste your time talking to him again, he'll just start yapping about importing airplane parts -- could the contents of your fridge be any more pathetic?

SYDNEY

It's exporting airplane parts. And I know, you're right.

(beat)

I haven't even called him yet. And there's cheese in there.

(CONTINUED)

CONTINUED:

FRANCIE

What about Clay?

SYDNEY

I'm meeting him at the track after the bank, if you wanna come.

FRANCIE

I've got three hundred orthopedic surgeons to feed tonight. And also no desire to exercise, ever. Let Clay down gently.

SYDNEY

Francie...

FRANCIE

Don't play dumb, you know what I mean.

SYDNEY

My telling Clay I'm engaged doesn't require anyone letting anyone else "down."

FRANCIE

Syd. My blind, sad friend Syd...

SYDNEY

What has Clay said to you?

FRANCIE

Nothing, he doesn't have to--

SYDNEY

He and I are very dear friends.

FRANCIE

Yes, true -- he, however, lives with a constant, desperate hope, like a person with a terminal disease, that one day things will turn around for him.

SYDNEY

No. It's simple: you're wrong. Which has happened before.

As they head out:

FRANCIE

Fine. By the way, I'm not catering your wedding.)

(CONTINUED)

CONTINUED: (2)

SYDNEY

You can't cater my wedding and be in
it-- oh my God, I didn't even ask you -
- you're my maid of honor. Okay?

FRANCIE

(tearing up)

Oh my God, I'm crying again -- yes!
Yes!

Sydney LAUGHS as Francie hugs her --

EXT. DOWNTOWN LOS ANGELES - DAY

MUSIC PLAYS -- a low-register synth sequence -- dark,
swirling rhythm -- a sampled, trip-hop drum loop -- and we
CIRCLE one of many shimmering office towers -- as we
DESCEND to street level --

-- and find Sydney, heading for the entrance. Before she
gets there, she pulls off her engagement ring and pockets
it. Then she heads in, to:

INT. CREDIT DAUPHINE - DAY

The flagship branch of the French international bank.
Sydney moves across the floor, smiling at one or two
Workers at their desks.

The MUSIC GROOVES as she moves to the main vault, where the
two-foot thick door is open, the metal-barred door closed
and locked. An armed GUARD stands watch. As Sydney
casually enters a series of numbers on a keypad, she smiles
at the Guard:

SYDNEY

Theo feeling better?

GUARD

Much, thanks for asking.

And with a metallic CLANG, the barred door unlocks. Sydney
enters--

INT. VAULT - DAY

Sydney moves through the vault, arrives at the safety
deposit door, also sealed. She enters another series of
numbers, and that door unlocks. Sydney enters--

INT. SAFETY DEPOSIT AREA - DAY

And the MUSIC becomes just a rhythmic SHAKER SOUND as Sydney, unseen and alone, moves through the safety deposit room -- past rows of locked boxes. She moves to a far corner, pulls out TWO KEYS. And in an act she's done countless times, she inserts each into a different box lock -- turns them simultaneously --

Another deposit box opens -- she pulls it out -- it's a retina reader. Sydney's eyeball gets read by a laser scanner, and --

The MUSIC BASS LINE RETURNS as we see the section of the floor she's on BEGIN TO DESCEND FROM VIEW -- she and the surrounding deposit boxes lower, down to a secret floor. The whole section is replaced by an identical corner unit, from above.

Within moments, the vault is empty.

INT. AGENCY ENTRANCE CORRIDOR - DAY

What follows will, and should, raise countless questions: where exactly are we? What is this place? This is intentional.

The only clue: AMERICAN FLAGS constantly visible.

Sydney walks down a wildly long, low-ceilinged corridor dotted with closed, numbered office doors -- at the end of which is the vault section that just descended. Miles of multi-colored CABLE runs along the ceiling; this place is an information hub.

The carpet grey, the walls white, the lighting fluorescent - - giving this whole space a sickly, inhuman glow. A marked contrast to the warmth of the rest of Sydney's life.

She passes a dark-suited male Agent walking the other direction, wearing glasses and reading from a file. They nod to each other in greeting. Then she turns at an intersection and enters:

INT. AGENCY TASKING OFFICE - DAY

Endless cubicles, the walls of which are all below sitting eye-level. Phone headset-wearing AGENTS stare intently at their flat-screens, gathering, retrieving, deciphering, and analyzing data.

Although people personalize what they wear with a colorful shirt or necktie, the dress code here is dark suits.

(CONTINUED)

CONTINUED:

Sydney walks swiftly down the cubicle alleys, arriving at AGENT LARRY HIRSCH's desk. He's 45, currently talking into his headset, ending an endless call in perfect Hebrew:

HIRSCH

(in Hebrew)

-- fine, like I said, call me at this number when you return from Kufrinjah, we'll set up a meeting with Jibril. Goodbye.

(hits "hang up," then, in English to Sydney)

God, I hate this thing.

SYDNEY

(I know what you mean)

I was just saying, if only Ramadan Abadallah Shallah were still teaching in Tampa.

HIRSCH

(rips off headset)

Oh, I'm not talking about my casework -
- these new headsets -- they don't pinch your ear? Like right here?

Sydney swipes his headset, and the scissors off his desk, and as she SNIPS OFF a section of the ear clip wire:

SYDNEY

We're late, ya know.

HIRSCH

We still have thirty seconds...

(examines his adjusted headset)

Hey, cool, thanks...

INT. AGENCY DEBRIEFING ROOM - DAY

MUSIC STOPS AS WE DOLLY AROUND the conference table in the darkened room as Sydney and Hirsch are addressed by 50 year-old branch director ARVIN SLOANE. Another dark suit. He wears glasses, which reflect the images displayed on the wall-mounted flat-screen monitor. Currently, a black and white MUG SHOT of a 40ish, ragged-looking MAN.

The other guy sitting here is MARSHALL. Oddly, he's a mess. Scraggly facial hair and a mullet cut. He wears a vest over an old black Motley Crew T-shirt, rounded by his pot belly. He just sits there, checked out.

(CONTINUED)

CONTINUED:

SLOANE

Oskar Kunther was killed last month. He was riding a moped through Berlin, hit by an ambulance, of all things. We'd had our eyes on this guy for a while, his was recorded as one of the highest IQs on the planet.

HIRSCH

Then again he was riding a moped.

Sloane advances to the next few images: police photos of a ransacked apartment.

SLOANE

As you can imagine, there was a multi-national frenzy to recover Kunther's notebooks and experiments. None were found, not by the West.

The next image: a SATELLITE PHOTO of a Taipei government building.

SLOANE (CONT'D)

Cultural Affairs building in Taipei. Hsincheng North Road, section two. It's also an FTL cover station. We received word two weeks ago that one of Kunther's plans surfaced here.

SYDNEY

Who's the mole?

SLOANE

Antonio Quintero. This was his last transmission.

Next image: it's a black and white low-res photo of a hand-drawn construction plan -- on parchment, in ink. A plan to build a wild-looking, da Vinci-style machine -- if da Vinci had skipped through M.I.T. The writing on the plan is wildly foreign.

SLOANE (CONT'D)

Uplink was on the fifteenth. There was a brush pass scheduled for Tuesday, but Quintero didn't show.

SYDNEY

(re: image)
What is that, hieratic?

(CONTINUED)

CONTINUED: (2)

SLOANE

Demotic. Taking notes in ancient languages was just one of Kunther's quirks, apparently he had a few.

HIRSCH

So Quintero's been burned?

SLOANE

We don't know. The Cultural Ambassador is throwing a reception for Western investors at the building's annex next Tuesday.

Sloane hands Sydney and Hirsch string-tied ENVELOPES. As they open them, pulling out passports and IDs:

Sloane (cont'd)

You fly to Taiwan Monday night.
You're employed by Modira Plastics.

HIRSCH

(reading red-paper document)
... looking for a new manufacturing plant.

SLOANE

Quintero suspected the building's east wing. Your job is to case that area: measurements, lock specs, I/O, the nine yards. You'll locate the lab where Kunther's plans are being held and come home. But that's all, no retrieval, we can't risk it.

Sloane nods to Marshall, who comes to life. Relatively speaking. When he moves, it's slow, and when he speaks, it's without much force. He's sort of an idiot savant. The overall impression is that his brain's fried from years of severe drug use.

Marshall slides over what looks like a shellacked wooden cigar box. Flips it open. Two foam-encased items: a lipstick and a cigarette lighter. Sloane pulls out the lighter, opens it, reveals a TOGGLE SWITCH.

MARSHALL

Okay, so this is pretty cool. It's an RF scrambler, okay? Disables all video signals for, like, a five hundred yard radius.

Marshall hits the switch -- the flat screen goes SCRAMBLED.

(CONTINUED)

CONTINUED: (3)

MARSHALL (CONT'D)

(smiles)

Everyone on the block's freaking out right now.

Sloane reaches over, casually flicks the toggle. The image of the plan returns on the monitor.

MARSHALL (CONT'D)

To keep it this size I had to use a twenty-volt cell, okay? Which means you get, like, four minutes a charge, so don't, like, take your time, okay?

Marshall pulls out the lipstick. Removes the cap, reveals two tiny LENSES. He loves this one:

MARSHALL (CONT'D)

Okay, this is the best lipstick I've ever made, I'm pretty sure: measures space in three axes from one vantage point, okay? This lens projects a grid, this one analyzes the throw. You got three gigs in there, which can hold, like, five thousand snaps.

SYDNEY

That's good work.

MARSHALL

(looks away, blushes)

Thanks... Agent Bristow...

SLOANE

This might seem like a simple reconnaissance op... but keep your eyes peeled. Per usual, your lives are at risk.

And we PUSH IN on Sydney, considering this... thinking suddenly about Danny... and how she can reconcile keeping this world a-secret from him. PUSHING IN on her face, we HEAR BREATHING -- HEAVY BREATHING -- the sound of someone RUNNING -- SMASHCUT TO:

SYDNEY -- RUNNING

We can't tell where we are, but it's daytime and she's SPRINTING HARD -- and finally, when her run is over, we realize we're:

EXT. U.C.L.A. TRACK - DAY

Sydney completes her run with CLAY GIBBONS, her good-looking "guy friend." He almost asked Sydney out years earlier... but didn't. A week later, she met Danny. His lifelong regret. Suffice it to say, Francie was right about this guy.

Both are wildly out of breath. They walk it off near the sprint track, where a couple of Runners practice hurdles.

Clay picks up a bottle of water, offers it to Sydney first.

SYDNEY

Thanks...

And she swigs. Then offers it to him. He drinks.

SYDNEY (CONT'D)

Hey, where were you last night? I called you.

CLAY

Oh, yeah. I don't wanna talk about it.

(just her look draws it out)
My sister set me up. I had a blind date.

SYDNEY

Was it good?

CLAY

Uh, I think for the date. Yes.

SYDNEY

You didn't like her?

CLAY

I didn't like her so much I don't like my sister anymore.

SYDNEY

What was the problem?

CLAY

Besides the fact that I work for a newspaper and she's never seen one?

SYDNEY

Stop it.

(CONTINUED)

CONTINUED:

CLAY

Her favorite movie of all time -- you ready for this? Pretty Woman.

SYDNEY

(smiles)

So? I'm sure that's a lot of peoples' favorite movie.

CLAY

That's probably true. And I'm not dating any of those people. Of all time? That includes... every other movie ever made.

SYDNEY

Hey, d'you see Lawrence of Arabia's playing at the Egyptian?

CLAY

I know, you wanna go tonight? Dan works late, doesn't he?

SYDNEY

(a touch uneasy)

Yeah, I'd love to, but, uh, I can't. I'm gonna bring him dinner at the hospital.

CLAY

How about a late one? It's only playing until Friday.

SYDNEY

We're getting married.

A silence. Clay's stunned. It takes a beat to sink in. Now he's heartsick. But he fights it all the way. Doesn't reveal a thing.

CLAY

Look at that. You're wearing a... ring. God, I didn't even-- Syd, that's amazing, congratulations.

SYDNEY

... thanks...

CLAY

That's-- wow. Did-- so when's the wedding?

(CONTINUED)

CONTINUED: (2)

SYDNEY
(relieved, awkward)
We're thinking the spring.

CLAY
This-- next spring? So... soon.

SYDNEY
Pretty soon.

CLAY
Fantastic. That's so great. When...
two people-- God, I'm so happy for
you.

SYDNEY
Thank you.

An awkward beat. He's fighting, fighting, fighting.

CLAY
You want to, uh...? Couple more laps?

SYDNEY
No, I'm done.

CLAY
Okay, 'cause I'm gonna. Just a couple
more.
(sincere, sweet)
Congratulations.

Clay turns and runs off. We HOLD ON Sydney, watching him go. SLOWLY PUSH IN on her... her concern for this friendship crystal clear. And BETH ORTON starts to SING as we CUT TO:

INSERT - DEMOTIC WRITING

In a textbook on ancient Egyptian languages. And we're in:

INT. SYDNEY'S APARTMENT - DAY

The MUSIC coming from the stereo. Sydney, wearing sweatpants and a t-shirt, sits cross-legged on her bed, surrounded by college books. She just happens to be reading up on Demotic. She looks up, to Danny, who sits on the floor, reading a medical textbook.

She watches him for a beat... so in love... but so concerned. Then, as if he felt it, he looks up at her. He smiles. She smiles back. That's all he needs to move to the bed and start kissing her. Her mouth, her neck...

(CONTINUED)

CONTINUED:

He lifts her shirt, revealing her naked stomach, which he kisses sweetly. Sydney's head is back, eyes closed, relaxing... giving in. Then, his face against her stomach, Danny says:

DANNY

It's impossible, isn't it? That one day... there's gonna be a baby in here.

This triggers an uneasiness in Sydney. She looks down at him... closer than ever to telling him the truth.

DANNY (CONT'D)

My patients wouldn't like that. Knowing their doctor still can't believe that women can actually get pregnant.

He continues kissing her. Finally, quietly:

SYDNEY

We need to talk about something.
(beat, he looks at her)
I don't, uh... I don't know if I can have kids.

Danny stops -- looks up at her. Concerned... confused...

DANNY

... what?

She looks at him, so on the verge of telling him...

DANNY (CONT'D)

You love kids, you said you wanted five.

SYDNEY

No, I said "in theory, I'd love five."

DANNY

(beat, confused but sweet)
What, uh...? Is this... is this a medical thing, or...?
(she shakes her head, looks away, a beat)
... then... Syd, what are you talking about?

She looks at him for a long beat... then makes a decision. She TURNS UP THE MUSIC on her stereo, then extends her hand. He takes her hand and she leads him to:

INT. SYDNEY'S APARTMENT - BATHROOM - DAY

She turns on the LOUD SHOWER, begins undressing. He smiles.

DANNY

You do want kids or don't want kids?

SYDNEY

(simple, earnest)
Get undressed.

Intrigued, Danny does. And Beth Orton continues to SING as they step inside the shower. Sydney puts her arms around his neck. He kisses her, but she stops him. He's confused. And the MUSIC BUILDS, making this a purely emotional, not sexual, moment.

DANNY

What's going on...?

A long beat... then she finally says the words:

SYDNEY

I'm a spy.

A moment as Danny takes this in. The MUSIC continues as he smiles -- then he laughs. But he looks into her eyes... her face remains firm and constant, and he's never seen this expression before.

And his smile vanishes as he realizes she isn't kidding.

And we CUT TO a WIDE SHOT, from outside the shower, looking at them through the shower door. We can't hear what she's saying, but she's talking to him. Trying to explain. And he's stunned. She's desperate. He's horrified. And though we can't hear dialogue... we can see... in this moment, she's losing him.

Finally, reeling, he turns and leaves the shower -- she just stands there, heartsick -- and as the steamed-shower DOOR CLOSES, hiding her face, we SMASHCUT TO:

INT. JANITORIAL ROOM - NIGHT

The DOOR OPENS -- our signature rhythmic SYNTH MUSIC RETURNS -- Sydney's hair -- again, RED HAIR -- is wet.

(CONTINUED)

CONTINUED:

She's handcuffed to the chair -- a Taiwanese MAN in a DARK SUIT and GLASSES enters, with a horrific-looking SYRINGE -- Sydney's eyes WIDEN IN HORROR -- the man preps the needle -- a stream of medication SQUIRTS into the air, and the MUSIC CRESCENDOS and Sydney's about to SCREAM as a Guard SLAMS THE DOOR SHUT ON US and we--

CUT TO BLACK.

END ACT ONE

ACT TWO

FADE IN:

INT. JANITORIAL ROOM - NIGHT

The two Guards hold down a tense, resisting, red-haired Sydney, as the eerie, dark-suited, glasses-wearing Man injects quite a bit of medication into her arm. She's terrified as the PLUNGER forces the liquid from the barrel into her veins --

-- and the Man pulls out the syringe. The Guards let her go. She sits in the chair, slumped from exhaustion... but looking up at the Man with the syringe. Hers is a fierce glare. A devastating stare atypical of an underdog. It says, in a silent, universally understood instant: it might not look like it at the moment... but I swear to God I'm gonna kick your ass.

The Man slowly smiles as Sydney's eyes flutter, the medication taking effect. Her head drops, out of a sudden exhaustion. The Man, and the Guards, leave the room.

Now she's alone... and we're TIGHT on her eyes, as she looks off... in a daze... trying to keep it together... and as her eyes CLOSE, we CUT TO:

EXT. SYDNEY'S APARTMENT - DAY

Danny leaves Sydney's apartment, in a world of confusion, having just received the shock of a lifetime. Sydney (longer, dark hair) follows him, troubled:

SYDNEY

Danny, would you wait please?

He gets into his fifteen year-old Land Cruiser and starts the engine; she opens the passenger door and gets in:

INT. DANNY'S LAND CRUISER - DAY

She looks at him for a desperate beat. He can't meet her gaze. She tells this story, heavy-hearted. As if describing why and how she made her pact with the Devil:

SYDNEY

It was during the fall of my freshman year.

Danny looks up at her. And as she continues, we SEE THE FOLLOWING IMAGERY, CAMERA always floating, MOVING through the scenes:

EXT. ACKERMAN UNION - DAY

Sydney's a freshman here. Dark, even longer hair. She's younger, more insecure. A loner. She sits at a table by herself, highlighting a textbook.

SYDNEY (V.O.)

A man approached me.

A 40-ish MAN in a dark suit sits across from Sydney. Introduces himself. Extends a business card. Sydney is tentative.

SYDNEY (V.O.) (CONT'D)

He knew my name. He told me that the U.S. government might be interested in talking to me. About a job.

INT. CLASSROOM - DAY

We FLOAT DOWN an aisle of Students, taking a test.

SYDNEY (V.O.)

When I asked, "Why me?"... all he said is that I fit a profile.

And we find Sydney... holding the business card. Looking at it. Almost hungrily... we MOVE IN on her...

SYDNEY (V.O.) (CONT'D)

I could start training right away. Stay at U.C.L.A. They'd pay my tuition, send me through graduate school...

INT. U.C.L.A. CAMPUS - DAY

We MOVE AROUND Sydney, at a pay phone, surrounded by the university universe. She's dialing the number on the business card.

SYDNEY (V.O.)

I was lonely. Francie was away, I wasn't dating, I hadn't met anyone at college... my dad and I weren't talking.

(beat, almost guilty)

... but... there's another reason I called them.

(beat)

It was like... like I'd almost been expecting it.

INT. DANNY'S LAND CRUISER - DAY

She's looking off, trying to make sense of it herself...
tears welling in her eyes...

SYDNEY

... since my mother died, since I was
six, I always imagined there was
something else. That there had to be.
Something I could belong to. To make
me feel... necessary.

(beat)

I'd always hoped I'd meet someone
who'd give my life meaning.

(beat)

Danny, that person is you.

(sadly)

I just... I met the Agency first.

Danny looks at her for a beat. Lost. Quiet.

DANNY

Can... you quit?

SYDNEY

No.

The way she looks at him, he somehow gets it: she's in too
deep. Knows too much. Owes them too much.

DANNY

When you say "dangerous," what... what
do you mean, like physical dangerous?
Or...? Theoretical... dangerous...?

She wants so much to say no. But she can't. She looks
off. He can't fucking believe this.

SYDNEY

Do you remember when we met and I,
uh... I'd broken my arm rollerblading?

He looks at her: yes, of course he remembers. She shakes
her head. Looks off.

SYDNEY (CONT'D)

The week before I'd gone on my first
post-training mission.

(beat, half-smiles)

I landed in a tree parachuting into
Peru.

(CONTINUED)

CONTINUED:

DANNY

(beat, just numb)

... you jump out of airplanes.

SYDNEY

(guilty)

I've been trained to do lots of things.

(beat)

At first I loved the danger. It made me feel alive. Like all my life I'd been on a tricycle... and suddenly I was riding a motorcycle, a Ducati, full throttle. The risk... was the point.

(beat)

But then I met you.

(beat)

I love you too much to keep riding that motorcycle. But... I can't get off.

DANNY

... are you at least... you know, wearing a helmet?

SYDNEY

No helmet.

DANNY

No helmet.

SYDNEY

... I'm sorry.

Danny wants this to be okay. He's just not ready.

DANNY

You know I love you too.

(beat)

But this is, uh...

(beat)

I just gotta figure out... what... I'm thinking...

She leans in -- what she says next, she says with such intensity that we can feel the threat of not following this advice:

SYDNEY

You can't tell anyone about this.

About what I do. No one.

(MORE)

(CONTINUED)

CONTINUED: (2)

SYDNEY (CONT'D)

(he nods)

Danny, I'm not kidding.

DANNY

(edgy)

I got it.

She nods. And finally, she leans in to kiss him. After a beat, he subtly pulls back. This makes her want to cry.

DANNY (CONT'D)

I'll call you tonight.

SYDNEY

(God, she's hating this)

I've got my trip.

He looks at her for a solid beat -- knowing now that the story is a cover. This is what their lives will be.

DANNY

... San Diego?

She just looks at him, confirming his suspicions. He nods.

SYDNEY

(quietly)

I'll call you when I get back.

As she gets out of the vehicle:

DANNY

Hey.

(beat, despite it all)

... be careful.

A final look, and she closes the door. Watches him drive off. An increasing ROAR is HEARD, taking us to...

EXT. SKY - NIGHT

A jumbo jet in flight.

INT. JET - NIGHT

We MOVE DOWN first class aisle, finding Sydney at a window seat, Agent Hirsch beside her. He's reading stapled pages printed on red, non-copiable paper. She's got Colette's La Vagabonde open, but propped up against her stomach. She stares off, out the window, at the darkness. Hirsch looks at her. Smiles. Then, quietly:

(CONTINUED)

CONTINUED:

HIRSCH

You know, Sloane doesn't like it.
(beat, off her look)
That you're still in school.

SYDNEY

Yeah, I know...
(looks off again, beat)
He'd rather I not have any interest
outside SD-6.

Hirsch can sense something's wrong.

HIRSCH

... you all right?

Sydney considers... clearly thinking of Danny. Then she asks:

SYDNEY

How long have you and Diane been
married?

HIRSCH

Seventeen yea--no, eighteen years.
Jesus.

SYDNEY

Do you love her?

HIRSCH

Of course I do.

SYDNEY

(beat)
... and you've never said a thing.

HIRSCH

About what?

SYDNEY

(beat)
About what we are.

His eyes meet hers. It's not even within the realm of possibility.

HIRSCH

No, Diane's married to a banker. Who
loves being a banker.

(CONTINUED)

CONTINUED: (2)

SYDNEY

How do you do it?

(beat)

When she looks into your eyes... how do you shut that door? To the person you're spending your life with...? How can that be okay?

Hirsch starts to realize... Sydney might actually be considering telling the man in her life... he's talking to her in a different tone now. Warning her.

HIRSCH

Because it's not an option.

(beat)

Because, Syd, if there's one rule you don't break, that's the rule you don't break. You know how strict they are.

Sydney senses Hirsch's suspicion. She nods, forces a smile.

SYDNEY

It must just get easier. After time.

HIRSCH

Yeah, after time.

She smiles again, then goes back to her book. He watches her for a moment, then returns to his reading. We stay on Sydney. She's not reading. And over this, HAYDEN'S STRING QUARTET OP. 33 can be HEARD... taking us to:

EXT. TAIPEI - NIGHT

VARIOUS SHOTS of the neon light show of downtown Taipei at night.

EXT. TAIPEI CULTURAL AFFAIRS BUILDING - NIGHT

The MUSIC CONTINUES as Gate Guards (in familiar uniform) allow a limousine entrance into the courtyard of the imposing government building.

INT. TAIPEI CULTURAL AFFAIRS BUILDING - BALLROOM - NIGHT

The source of the music: an earnest, Taiwanese STRING QUARTET plays Hayden, note-perfect. It looks like any black-tie embassy function: champagne, pearls, tuxedos. From the music to the food to the dress, everything is exquisitely appointed.

(CONTINUED)

CONTINUED:

We MOVE THROUGH the crowd, past polite conversation -- hearing bits here and there in various languages and accents. Business talk: investments, mergers, acquisitions.

And there, near the grand, red-draped windows, is Sydney. And the transformation is extraordinary: the girl we have previously known as a graduate school sweetheart and dark-suited agent now wears a devastating Michael Kors dress. She's stunning. Far and away the most glanced-at woman at this gathering, she's in conversation with a tuxedoed Taiwanese BUSINESSMAN. Both speaking Taiwanese.

And during the conversation, Sydney glimpses across the room, at Hirsch. He, too, is talking with some Partygoers.

Hirsch gives her a look: the time is now.

Sydney swallows the last of her champagne and excuses herself from the Businessman, who quickly pulls out a business card. She takes it, bows graciously, and excuses herself.

As she heads across the party, she passes a suit- and glasses-wearing SECURITY OFFICER. He stoically stands guard, earwire visible. What Sydney can't possibly know is that this is the man who will later whip out a horrific-looking syringe and plunge it into her arm. From here on we'll call him SUIT AND GLASSES.

Hirsch glances at his watch: it reads 9:36. Then, unbeknownst to anyone but us, he pulls out his cigarette lighter -- we're CLOSE ON IT as he FLIPS it open and FLICKS THE TOGGLE SWITCH --

INT. TAIWANESE SECURITY ROOM - NIGHT

A Security Officer observing the monitors reacts as all the screens SCRAMBLE -- he immediately begins adjusting the monitor controls --

EXT. TAIPEI CULTURAL AFFAIRS BUILDING - BALLROOM - NIGHT

As Sydney heads across the party, Hirsch is suddenly gripped by what appears to be a HEART ATTACK -- the people he's talking to react, shocked, as Hirsch drops his wine glass, which SHATTERS in SLOW MOTION --

People turn to look as Hirsch falls to the floor, in wincing pain. The STRING QUARTET stutters to a stop -- Hirsch pulls out a bottle of pills, but the cap comes off and the pills SCATTER -- people rush to Hirsch's aid, as Sydney hurries out of the room --

INT. TAIPEI CULTURAL AFFAIRS BUILDING - FOYER - NIGHT

Just outside the ballroom, Sydney moves to a uniformed Guard, stationed at the entrance to a secure area of the building. She speaks to him in urgent Taiwanese. The Guard moves quickly into the ballroom, where a commotion can be heard.

As Hirsch struggles on the floor, a Man loosening Hirsch's tie, another placing a folded jacket under his head... Sydney heads into the east wing of the building.

INT. TAIPEI CULTURAL AFFAIRS BUILDING - EAST WING - NIGHT

Sydney moves quickly down an empty hall, her customized LIPSTICK in hand. She notices the SECURITY CAMERAS on the ceiling as she aims the device, hits the button: the hall is momentarily hit with a RED LASER GRID -- a grid which is gone as fast as it appeared.

She tries a door -- it opens. She enters --

INT. TAIPEI CULTURAL AFFAIRS BUILDING - OFFICE - NIGHT

-- a generic, darkened office. She takes another "lipstick measurement," illuminating the unlit room for an instant in only a warped RED LASER GRID --

INT. BAR - EARLY MORNING

We're at a pay phone at a bar, just after dawn in Los Angeles. Danny's here, dialing. He looks like he's spent all night soul-searching with Johnnie Walker. We HEAR a RING, then:

SYDNEY (V.O.)
Hey, it's Sydney--

DANNY (V.O.)
-- and this is Danny, I don't live here!

SYDNEY (V.O.)
(laughs)
Leave me a message and I'll call you back.

DANNY (V.O.)
Thank you! She meant "thank you."

A BEEP. And then, drunk but trying:

(CONTINUED)

CONTINUED:

DANNY (CONT'D)

You're not there. I know you're not there.

(beat)

I know you're not there... or in San Diego.

(beat)

You could be anywhere. Doing anything.

(beat)

Which... is at the, uh... the crux of the thing I've been asking myself all night.

(beat)

Can I live like this? Not knowing? Where... what, why...?

(beat)

Can I live in the dark. That's the question.

(beat, difficultly)

... and the answer... the only answer I could come up with... was yes.

(beat)

Syd, I don't care, the world's a goddamn nightmare anyway, it's all dangerous, no matter what we do. I couldn't live with myself, saying goodbye to you. Because of risk. It's all a risk.

He continues as we see...

INT. SYDNEY'S APARTMENT - DAY

The empty apartment... we're SLOWLY MOVING IN on her answering machine, HEARING:

DANNY (V.O.)

The kids thing? I dunno, we gotta talk about that. I love kids, I want kids... but maybe there is a way out, you know? People aren't... spies forever.

And then to...

INT. AGENCY MONITORING STATION - DAY

An American security station -- undoubtedly a room within the Agency, beneath the Credit Dauphine Bank. We PUSH IN on an Agent, monitoring the call with headphones. Begins typing -- matching Danny's VOICEPRINT.

(CONTINUED)

CONTINUED:

DANNY (V.O.)

At some point you gotta be able to say
"I used to be a spy..." Right? So...

(beat)

Hey, can you tell I've been drinking a
little?

And Danny LAUGHS. The Agent doesn't.

INT. TAIPEI CULTURAL AFFAIRS BUILDING - BALLROOM - NIGHT

Hirsch is now sitting up on the floor, slowly recovering.
The Guard Sydney alerted gives Hirsch a sip of water.
Hirsch glances at his watch. 9:37 and 50 seconds...

INT. TAIPEI CULTURAL AFFAIRS BUILDING - EAST WING - NIGHT

Sydney grid-measures another dark office. Then she heads
down the hall again, when she HEARS approaching VOICES.
She retreats -- taking cover in the office she just gauged.
She peeks through the ajar door, watching a MAN and WOMAN
pass by in conversation. They're wearing lab coats. Once
they're gone, Sydney heads out, continues.

INT. TAIPEI CULTURAL AFFAIRS BUILDING - LAB CORRIDOR -
NIGHT

Sydney turns the corner -- moves to a door which has a
Taiwanese "AUTHORIZED PERSONNEL ONLY" sign on it. Sydney
listens to the door. Hears nothing. Tries the handle. No
go.

She hikes up her dress, lifts her right foot and pulls from
the heel of her shoe an ultra-thin LOCK PICK and an equally
miniature TENSION WRENCH. She goes to work on the lock.
We're TIGHT ON Sydney as she plies her trade -- she glances
up for a flash, then back at the lock --

INT. SLOANE'S OFFICE - DAY

Arvin Sloane sits at his desk, reviewing documents. His
phone RINGS, he answers it:

SLOANE

Yeah.

(beat, concerned)

Who?

(beat, concern growing)

Uh-huh. What else did he say?

(beat, it's the worst news)

I see. Get me a transcript.

Sloane hangs up, weighing the gravity of the news...

INT. TAIPEI CULTURAL AFFAIRS BUILDING - LAB CORRIDOR - NIGHT

Sydney still works on the lock -- finally, there's a satisfying CLACK and the door opens --

INT. TAIPEI CULTURAL AFFAIRS BUILDING - LAB - NIGHT

A darkened research laboratory. Sydney enters, aims her lipstick and takes a GRID snapshot. Then she notices something across the room. Hidden behind other pieces of lab equipment, something is glowing.

She moves toward the bluish light... something drawing her to it... and as she approaches, we see it with her... sealed in a LOCKED GLASS CASE: remember the plan for that odd machine designed by Oskar Kunther?

They've built one.

And whatever it is, it's a miraculous construction -- far smaller than you would have imagined: on an 8x6-inch wooden board, it's an amalgam of old technology and new. Resistors and tubes, soldered wires and computer chips. It's attached to a simple 9-volt battery, but here's what's amazing: at the center of the board are two copper connections -- little cones, pointing at each other, a three-inch span between them. Floating between the two copper points is an UNDULATING BALL OF BLUE LIGHT. Whipping around the ball are LIGHT RINGS, alternating their rotation.

It's like a miniature, spinning holographic representation of Saturn.

And whatever this machine is, Sydney is compelled to look closer... closer... what the hell is this?

INT. TAIPEI CULTURAL AFFAIRS BUILDING - BALLROOM - NIGHT

Hirsch sits in a chair now, being examined by a Guest who appears to be a doctor.- After having his eyes checked, Hirsch casually glances at his watch: 9:39 and 50 seconds...

INT. TAIWANESE SECURITY ROOM - NIGHT

The Security Officer is on the phone, describing his "crashed system," when the monitors FLUTTER back to life --

INT. TAIPEI CULTURAL AFFAIRS BUILDING - LAB CORRIDOR - NIGHT

Sydney exits the lab, walks quickly, back toward the party.

INT. TAIWANESE SECURITY ROOM - NIGHT

The Security Officer spots Sydney on a monitor. He grabs a walkie-talkie, makes a call --

INT. TAIPEI CULTURAL AFFAIRS BUILDING - BALLROOM - NIGHT

The quartet PLAYS again. SUIT AND GLASSES touches his ear, receiving the transmission. He responds quietly in Taiwanese: I'm on my way.

He walks right past Hirsch, who watches him go, nervously. Another glance at his watch: 9:40 and 20 seconds. Hirsch looks around, nervous --

INT. TAIPEI CULTURAL AFFAIRS BUILDING - EAST WING - NIGHT

As Sydney heads back to the party, SUIT AND GLASSES rounds a corner, confronting her. She stops for a moment, afraid - - but then launches into a perfect, charming, drunk and flirtatious routine:

SYDNEY

I am so lost. Oh, my God--
(in Taiwanese)
-- do you... even speak English?

SUIT AND GLASSES

(eerie, tough, not softening)
Yes.

SYDNEY

(so embarrassed)
I was looking for the bathroom--

She stumbles -- he moves to her, helps her up. She puts a hand on his shoulder as he assists her back to her feet. She kindly, subtly, touches his face. Says quietly:

SYDNEY (cont'd)

Can you not say anything about this, please?

(quietly, drunk)
My boss would not like this. You don't know Ron, but... trust me.

But Suit and Glasses is steely. Not trusting. Not giving an inch. She's in trouble.

(CONTINUED)

CONTINUED:

SUIT AND GLASSES

This area is restricted.

She knows what she's gotta do next, and she does it: Sydney starts to cry. Beyond convincing.

SYDNEY

Please, you don't understand, I had to fight for this trip-- Susan wanted it, Susan gets everything, I hate her, and if Ron finds out that I've had too much to drink...

She sobs. Finally, Suit and Glasses relents..

SUIT AND GLASSES

Restroom is this way.

SYDNEY

(sniffles)

Thank you. I like your tie. It's nice.

And they head back together...

INT. SLOANE'S OFFICE - DAY

Sloane, grim, looks over documents as he talks to someone OFF-CAMERA.

SLOANE

We have a breach.

(beat)

It appears that Daniel Hecht has been made aware of Sydney's association with the Agency.

Sloane takes the file, closes it. Then he hands it to the man he's talking to as he says:

SLOANE (cont'd)

You understand what this means. We'll need to... take action.

We then PAN to see whom he's talking to.

Sitting across from Sloane is Sydney's father, Jack Bristow.

Jack scans the documents with his eyes. A deep disappointment plays on his face... laced with absolute lack of surprise.

(CONTINUED)

CONTINUED:

JACK
Yes. I understand.

SLOANE
Sydney will need to be re-evaluated.

Jack, eyes on the report, nods. Then he sets the paperwork down.

JACK
I appreciate your telling me yourself.

SLOANE
Jack, I'm sorry.

JACK
Don't be.
(beat)
You know me well enough. You know
where my loyalty lies.

SLOANE
(nods, beat)
Thank you.

And Jack, looking off, nods in service.

FADE OUT.

END ACT TWO

ACT THREE

INT. LAX - NIGHT

Near baggage claim, Hirsch, newly arrived from Taiwan, heads through the terminal, bag over his shoulder. He's surprised to see implacable AGENT FELIPE GONZALEZ and two other substantially-sized, dark-suited Agents heading toward him.

GONZALEZ

Mr. Hirsch.

HIRSCH

Mr. Gonzalez, this is a pleasant surprise...

GONZALEZ

Where's Bristow?

HIRSCH

She left me at the gate--

GONZALEZ

-- left you at the gate?

HIRSCH

-- said she was grabbing a taxi.

Gonzalez looks off, down the terminal, concerned. Hirsch reads this.

HIRSCH (cont'd)

Why? Is everything all right?

INT. DANNY'S APARTMENT - NIGHT

The door opens, Sydney enters. She looks sweet and hopeful as she puts her bag down, unzips it. The SHOWER can be heard running in the bathroom.

SYDNEY

Hey, I'm back!

No reply. She goes through her bag, pulls out a 6-inch porcelain Maneki-Neko LUCKY CAT.

SYDNEY (cont'd)

I brought you something! Danny?

She moves through the apartment, heads for the bathroom.

(CONTINUED)

CONTINUED:

SYDNEY (cont'd)

Remember that lucky cat? That Kevin had? I think you're gonna love this.

And she pushes the door open -- and what she sees horrifies her -- she DROPS the cat, which BREAKS into pieces --

We're looking past the bathtub -- but there's enough of a glimpse of the FOREGROUND to see the BLOOD splattered on the white tile.

Sydney, unable to breathe, moves to her fiancé's dead body... she looks at the horrible sight for a long moment before finally breaking down, sobbing. She reaches for him. Cradles him.

And we CUT BACK to a WIDE SHOT of Sydney, on her knees at the bathtub, her cries reverberating on the bathroom walls.

EXT. DANNY'S APARTMENT - NIGHT

Sydney bursts from Danny's apartment, an emotional wreck. She stumbles -- falls hard -- as she runs across the grass to Danny's Land Cruiser. Once in the truck she jams the keys, yanks it into gear -- the engine BLASTS TO LIFE --

EXT. STREET - NIGHT

PULSING MUSIC PLAYS -- RHYTHMIC TRIBAL DRUMS as Sydney RACES the Land Cruiser through nighttime Los Angeles -- it's a whiplash ride -- turns a top-heavy truck couldn't make in untrained hands.

She's crying as she drives -- the ROARING truck blurs through intersections --

EXT. DOWNTOWN LOS ANGELES - NIGHT

The Land Cruiser comes to a SCREAMING, furious halt in front of the closed-for-the-day bank --

INT. CREDIT DAUPHINE - NIGHT

Sydney RUNS now -- gets to the keypad -- enters numbers -- the barred door unlocks --

INT. AGENCY TASKING OFFICE - NIGHT

Some Agents take note of Sydney as she quickly moves through the office, struggling to keep it together --

INT. SLOANE'S OFFICE - NIGHT

Sydney BURSTS IN. Sloane, calm as can be, sits behind his desk. And the MUSIC STOPS -- it's all quiet now. He looks up at her. Her eyes like a demon's -- she's quaking with emotion. We know she can kill with her hands... in this moment we wonder if she's about to.

SYDNEY

What did you do?

A beat. Sloane just looks at her. Doesn't give. He hits a button on his desk remote. The door closes behind her. Locks.

SLOANE

I might ask you the same question.

Of course she knew. But this is confirmation. She works to maintain her composure. A losing battle.

SLOANE (CONT'D)

Security Section became aware of the breach. And they performed their function.

Sydney covers her mouth... numb... shaking...

SLOANE (cont'd)

You're familiar with the codes of conduct, Agent Bristow. And you knew those codes applied to you. Even as you put this entire Agency at risk.

Sydney drops to her knees now, crying. Sloane watches her for a beat -- stern but with a trace of sympathy. He moves to her. Holds out his handkerchief. But she's too gone to even notice.

SYDNEY

... Danny wasn't... he wasn't a risk... he was just a man... a doctor, he...

But her cries overtake her words. Sloane drops the handkerchief beside her.

SLOANE

Information about the Agency must be treated like a virus. There is only one response, and that is containment.

(MORE)

(CONTINUED)

CONTINUED:

SLOANE (CONT'D)

You put us in a compromised situation,
and while I despise the
countermeasure, we had no--

LIGHTNING FAST, she's up -- grabs Sloane by the collar and
shoves him against the desk, fast as a cougar-strike:

SYDNEY

(sinister but hushed)
Stop saying "we." Stop talking about
"the Agency" like you're a goddamn
machine. You killed the man I love.

Forced back, Sloane remains calm.

SLOANE

No, Agent Bristow.
(beat)
You did.

Sydney looks at him for a long moment. She then lets go of
him and moves to the door -- tries the handle. It's
locked. She turns to him, eyes ferocious.

SYDNEY

Let me out.

SLOANE

I can't imagine how difficult this is
for you.

SYDNEY

Let me... out.

SLOANE

However, before you can go anywhere,
McColloch needs to see you.
(off her dismay and fear)
You're a risk now too.

Sydney, realizing what she's up against, just stands there,
stunned. Disgusted. On the verge of sobbing again.

INT. INTERROGATION ROOM - NIGHT

HAUNTING MUSIC is the only sound as we PAN OUT OF DARKNESS
to reveal Sydney, sitting in a darkened, acoustic foam-
tiled room. She's got a dozen SENSORS attached to her skin
-- her forehead, her chest, her hands... all running into a
next-gen LIE DETECTOR.

She sits there, staring off, numb from the horror of the
night, as AGENT MCCOLLOCH, a 63 year-old agent, intensely
questions her.

(CONTINUED)

CONTINUED:

She responds to all the questions without looking up. Staring at nothing. Most answers mono-syllabic. She doesn't even realize the tear that runs down her cheek.

As McColloch questions her, he scribbles notes on the detector printout.

We DISSOLVE from image to image, question to question... Sydney is being subjected to hours of this. As if they keep drawing blood... and bravely, unmovingly, Sydney keeps giving.

Finally, McColloch stands. Taking some paperwork with him, he leaves the room. The SOUND of DOORLOCKS.

We HOLD on Sydney for a moment. Her expression lost and constant, she simply reaches for the snake of cables connected to all the wires attached to her, and she absentmindedly pulls...

POP, POP, POPOPOP... the sensors pull from her face... her chest, her hands. She looks over at the small window in the door.

Sydney moves to the door and peers out.

SYDNEY'S POV

Framed by the door window, we see into the Agency corridor, where McColloch is talking to Sloane.

McColloch's expression is dispassionate, impossible to read, as he reviews the printout results of Sydney's evaluation with Sloane. Sloane nods, taking it all in.

We're on Sydney, watching carefully. Somewhere, in her expression of heartwrenching sorrow, is a glimmer of hope. A CLOSE-UP of McColloch's MOUTH as he speaks. Then Sydney's EYES. She's reading his lips. Her eyes are welling with tears as Sloane nods again. He understands. Thanks McColloch.

McColloch walks off, as Sloane, alone, looks over the file. Then he looks up. His eyes meet Sydney's.

There's a moment where we can't tell what the outcome is -- life or death?

EXT. CREDIT DAUPHINE - DAWN

Downtown L.A., just as the sun peaks over the horizon. A desolate place. A piece or two of garbage billows across the sidewalk.

(CONTINUED)

CONTINUED:

And a bleary Sydney Bristow exits the bank building. Depleted. Alone. With nothing left, she looks up at Danny's Land Cruiser... which is being TOWED by a city tow truck. She watches it go, too exhausted to react at all.

And over this we HEAR the oddest thing. Laughter. The SOUND of SYDNEY LAUGHING...

INT. JANITORIAL ROOM - NIGHT

Back to the torture: Sydney, hair red, still tightly handcuffed to the chair, is looking up at the frightening Suit and Glasses man, laughing at him.

Whatever he's injected into her has made her punchy. The two Taiwanese Guards watch, impassively. Suit and Glasses leans close to Sydney, whose laughter has waned.

SUIT AND GLASSES

Let me guess. You're looking... for the bathroom.

SYDNEY

... oh... I get it. 'Cause that's what I... good one.

SUIT AND GLASSES

Who are you working for?

SYDNEY

If I tell you... you promise you won't tell anyone?

This cracks her up a bit; she giggles as if she were drunk.

SUIT AND GLASSES

Who are you working for?

SYDNEY

Who are you working for?

(beat)

'Cause if you're looking for a job, I know some people. What do you need, after taxes?

Suit and Glasses leans even closer. An intimidating move.

SYDNEY (cont'd)

Hey, seriously, if you're gonna kiss me, I'd at least like to know your first name. Can I guess it?

(CONTINUED)

CONTINUED:

SUIT AND GLASSES

I'd rather not make this too painful.

SYDNEY

Oh, me too. Thanks. I'm glad we're on the same page, I wasn't sure.

SUIT AND GLASSES

Who are you working for?

SYDNEY

(finally relenting)
Okay... fine. Get a pen.

Suit and Glasses pulls out a pen and a small pad.

SYDNEY (cont'd)

Write this down. E. M. E. T...
(COUGHS, painful)
I... B. You got that?

SUIT AND GLASSES

Yes.

SYDNEY

Okay. Now... reverse it.

Suit and Glasses writes down the reverse. "BITE ME." He looks up at her, livid. She's laughing again. Then, her laughter, her smile, fade. This is no joke:

SYDNEY (cont'd)

I've got bad news for you, man. I'm your worst enemy. The kind with nothing to lose.

Suit and Glasses turns to the Guards. One of them hands him a small leather case. Suit and Glasses goes about unzipping it. Sydney watching... curious... and yes, a little scared.

Suit and Glasses opens the case. It's a set of scary-looking stainless steel dental instruments.

SUIT AND GLASSES

That's not exactly true.

(beat)

You have teeth.

And on Sydney, in a profound "Uh-oh" moment, we CUT TO:

A METAL CRANK

(CONTINUED)

CONTINUED: (2)

At first we think this is part of the torture. But:

EXT. CEMETERY - DAY

The crank is turned, lowering Danny's coffin into the ground. Family and Friends are here, observing, crying. Sydney sits, Francie on one side, Clay on the other. They all listen to the RABBI speak:

RABBI

... when we lose someone we love...
when a life is cut short... we often
find ourselves asking, "Why?"

(beat)

Why him? Why Daniel Hecht, why now?

Sydney heaves a deep, agonizing SIGH. Francie rubs her back in support.

RABBI (cont'd)

It's painful enough when the cause is
old age, or disease. But when we lose
someone to a random, senseless act of
violence... those questions resonate
that much louder. Echoing in our
minds. Why...?

In the far distance, a dark American-made SEDAN is parked.

INT. SEDAN - DAY

Jack Bristow sits in the idling car. He watches the funeral from a far distance. The way he watches -- grim and pensive -- gives the impression of a hitman.

INT. SYDNEY'S APARTMENT - DAY

The post-funeral reception. Forty people. Framed photos of Danny on a table. Food and quiet conversation. VARIOUS ANGLES of people comforting each other. Francie's at the buffet, putting a plate together.

ANGLE - SYDNEY AND CLAY

They're on a sofa. Also here is AMY, Clay's red-haired sister. Hair, actually, similar to Sydney's other look.

Sydney and Amy watch Clay, smiling sweetly as he quietly does a magic trick for five year-old JOE, Danny's nephew. He seems to place a crumpled paper napkin into his right hand, which is now a fist.

(CONTINUED)

CONTINUED:

CLAY

-- you have to watch very carefully,
or you'll miss it. I need you to
blow. Right here.

(Joe blows on Clay's right
fist)

Okay, are you watching? Check this
out.

Clay slowly opens his hand to the boy. The napkin is gone.
Joe looks at Clay, too amazed to open his mouth. Sydney
and Amy share a smiling look.

CLAY (cont'd)

Wow, you did a great job.

JOE

Do it again.

CLAY

(gives Joe his plate)
Get me some more of that pasta.
Whatever that was.

JOE

Okay.

And with a smile, Joe heads off. She watches him go.

SYDNEY

Danny loved his nephews.

Sensing a private moment, Amy gets up and heads off:

AMY

Excuse me...

Sydney looks at Clay. The look he returns is so caring, so
sweet that Sydney touches Clay's shoulder in thanks. Then
Francie arrives with the plate of food:

FRANCIE

This is for you, if and when. You
can't go three days without eating.

SYDNEY

Thank you.

Francie leans in, kisses Sydney, who's clearly in pain.
During the hug:

FRANCIE

You want me to stay over tonight?

(CONTINUED)

CONTINUED: (2)

SYDNEY

I'll be okay... but thank you...

INT. SYDNEY'S APARTMENT - NIGHT

We DOLLY PAST photos of Sydney and Danny together, arriving at Sydney, who sits on the floor at a bedside table. An open bottle of wine sits there, a glass in her hand. We don't know quite what she's doing at first. Then, finally, she hits the button on the answering machine. And we HEAR:

SYDNEY (V.O.)

Hey, it's Sydney--

DANNY (V.O.)

-- and this is Danny, I don't live here!

SYDNEY (V.O.)

(laughs)

Leave me a message and I'll call you back.

DANNY (V.O.)

Thank you! She meant "thank you."

BEEP. Hearing his voice -- the two of them having fun -- breaks her heart. She takes another gulp of wine, then leans into the machine and does something painful for her: she hits RECORD. Trying to sound as normal as possible, she says...

SYDNEY

Hi, it's Sydney. Leave me a message, please.

(beat)

Thank you.

She releases the button. She'd cry again if she had any tears left. And we...

FADE OUT.

AND OVER BLACKNESS, WE HEAR:

MIZZY (V.O.)

... she loved a man... and she lost him.

INT. CLASSROOM - DAY

We're TIGHT ON Mizzy's face as he lectures:

(CONTINUED)

CONTINUED:

MIZZY

This isn't a new theme in literature.
But it seems to be one of the
favorites.

We PULL BACK TO REVEAL the classroom. And we find Sydney, who sits in the class, taking notes as Mizzy continues. Sydney looks surprisingly good. And she should look better than the last time we saw her. Three months have passed.

Then her BEEPER VIBRATES -- she pulls it off her backpack, checks the readout: "SLOANE - 911." She considers it, then shuts it off and returns to the classwork.

EXT. U.C.L.A. CAMPUS - DAY

Sydney walks across campus, past Frisbee-playing Students, others listening to a BOOM BOX. She crosses a street... when a dark American-made sedan pulls up behind her. The driver's window is down. Good-natured Hirsch is driving.

HIRSCH

Syd!
(she turns, surprised)
Need a lift?

Sydney moves to the car.

SYDNEY

No thanks. Just going to the library.
(beat)
How've you been?

HIRSCH

Okay. You?

SYDNEY

Good. Better.
(beat)
Thanks for the, uh, the flowers.

An awkward beat.

HIRSCH

Sloane's getting impatient. I think he figured after a few months you'd at least come in--

SYDNEY

I've talked to Sloane.

HIRSCH

Apparently not to his satisfaction.

(CONTINUED)

CONTINUED:

Hirsch puts the car in park, gets out, moves to her.

HIRSCH (cont'd)

He told you. About the Kunther device. They want it.

SYDNEY

They don't need me for that op.

HIRSCH

They say they do.

SYDNEY

I'm not ready.

HIRSCH

I'm supposed to bring you back.

SYDNEY

I'm not going. I told Sloane I'm not ready.

HIRSCH

You were ready to go back to school.

SYDNEY

That's... that's not the same--

HIRSCH

Syd, I'm sorry about everything that's happened. But I can tell you, this is for real. They need you active. I'm saying this as a friend: you're in a precarious situation here, this is the time to prove your loyalty. Not test it.

SYDNEY

I can't prove my loyalty to anyone. Not yet.

(beat, sadly)

I'm just... it was my fault. What happened. Being so naive.

HIRSCH

You understand... this isn't your choice to make.

Her look hardens.

SYDNEY

Tell Sloane you couldn't find me.

(CONTINUED)

CONTINUED: (2)

HIRSCH

They already know I have.

She looks at him for a beat. Nods. She turns and walks off.

HIRSCH (cont'd)

Are they going to hear from you?

But she keeps walking. On Hirsch's unrest, we...

EXT. WESTWOOD - NIGHT

We're outside, looking into a restaurant where Sydney sits alone at a table. She's at the end of a solitary meal. She sips her coffee, glances at a Couple at a nearby table. Obviously on a fun date. She smiles, watching them.

INT. PARKING GARAGE - NIGHT

Sydney walks across the dark U.C.L.A. garage. Not a person in sight. She arrives at her car -- a full-size Ford pick-up -- and pulls out her keys. She unlocks the door and gets in:

INT. FORD PICK-UP - NIGHT

It's so quiet in here... there's so little happening that you can sense an approaching storm.

Sydney, too. She goes still... then glances to her left -- RACK FOCUS: inside the car parked beside her, a MAN -- FACE OBSCURED BY A DARK FACEMASK -- SITS UP AND AIMS AN HKMP5-SD SILENCED SUBMACHINE GUN AT SYDNEY --

SHE HITS THE PASSENGER SEAT AS THE MAN FIRES -- HER WINDOW SHATTERS -- Sydney scampers for the passenger door --

INT. PARKING GARAGE - NIGHT

Sydney rolls out of her car -- reaches in, grabs her PURSE as the SHOOTER'S CAR, a SILVER SEDAN, SCREECHES out of its parking space. Sydney RUNS, FULL-BORE down the aisle of cars -- she SPRINTS, CUTTING ACROSS THE LOT as the silver SEDAN SCREAMS AFTER HER -- the Shooter FIRES, BULLETS POCK-MARKING CONCRETE.

She bolts into the stairwell -- the Shooter JUMPS out of the sedan and follows on foot -- the sedan SCREECHES away --

Sydney RACES down the stairs, the Shooter in hot pursuit -- KLAKLAKLAK!

(CONTINUED)

CONTINUED:

and she's shot at again and again -- RICOCHET SPARKS and CONCRETE SPRAY -- and she runs out to the next level -- RUNNING AS HARD AS SHE CAN -- turning into a row of cars, disappearing from sight.

The Shooter moves through the aisles, searching hard.

We find Sydney, hiding behind an SUV, breathing heavily but silently. She pulls out a compact from her purse, opens it and slowly lifts it, uses the mirror as a makeshift PERISCOPE. Sees the Shooter approaching in the reflection, combing the area.

Sydney looks for a way out. Nothing. Her mind races. She pulls out her cell phone. She uses the compact to check again -- there he is... and at a moment when the Shooter is looking away, she THROWS HER CELL PHONE across the lot, to another aisle of cars, and takes cover again.

The CRASHING SOUND makes the Shooter turn. He runs in that direction --

The Shooter arrives at another aisle of cars. He searches for Sydney, gun at the ready... it's a tense moment... when suddenly Sydney's behind him -- in a wicked display of KRAV MAGA, Sydney DISARMS the guy, BREAKS his nose, WHIP-KICKS him in the head, SLAMS him into one parked car, then back into another -- he fights back, but she's too damn good and after her third KNEE to his FACE, he crumples onto the pavement, a bloody mess, and she grabs the weapon, aiming it at him, out of breath but tougher than ever --

That's when a DARK SEDAN SCREECHES TO A STOP BEHIND HER -- Sydney whips around, aims the gun and is shocked to see --

Jack Bristow driving. No man has ever seemed more urgent:

JACK

GET IN!

And suddenly nothing makes sense to her.

SYDNEY

... Daddy?

Another ECHOED SCREECH as the SILVER SEDAN PEELS AROUND A CORNER, ROARING toward them --

JACK

NOW!

Mind tumbling, Sydney jumps into her father's car, which TEARS AWAY, pursued by the silver sedan --

INT. SEDAN - NIGHT

Sydney looks at her father, eyes wide, her face wracked in confusion -- confusion that only deepens as Jack pulls a GUN from a hidden shoulder holster -- he checks the clip -- for Sydney, this image is equally ridiculous and terrifying:

SYDNEY

... Dad, you have a gun.

Jack YANKS the steering wheel, JAMS the brakes --

INT. PARKING GARAGE - NIGHT

Jack's car pulls a sudden 180 -- he's now FACING THE ONCOMING SILVER CAR -- out his window, Jack FIRES AGAIN AND AGAIN -- SHATTERING THE SILVER CAR'S WINDSHIELD --

The MASKED DRIVER IS HIT -- HE SLUMPS AGAINST THE STEERING WHEEL -- its HORN now BLARING --

Jack wrenches his car into REVERSE -- PUNCHES the accelerator and DRIVES BACKWARDS as the silver kamikaze car speeds toward them -- another well-trained maneuver and Jack quickly turns the car at an intersection -- the silver car continues straight and SLAMS into a concrete wall -- CHASE OVER.

EXT. WESTWOOD - PARKING GARAGE - NIGHT

Jack's sedan pulls quickly out of the lot and drives away.

INT. SEDAN - NIGHT

Jack drives fast. Professionally. He checks the rearview. Sydney's absolutely speechless. He looks at her. Then the road.

JACK

You okay?

A beat. He looks at her again. She just nods, truly unable to speak. His eyes flick back to the road.

JACK (cont'd)

There might be others. Put your seatbelt on.

EXT. WESTWOOD - NIGHT

Jack's car makes a sharp turn onto Wilshire Boulevard. Now they're heading east, fast.

INT. SEDAN - NIGHT

As Jack speeds, Sydney can't take her eyes off of him.

JACK

What I'm going to say will be confusing to you, so listen carefully, we don't have a lot of time.

(beat)

I work for SD-6. Just like you. Operations Director of Cell 0-14.

She is so stunned she doesn't even realize that tears are coming to her eyes -- his eyes go from her to the road.

JACK (cont'd)

You all right? You in shock? Because you've got problems, Sydney, you obviously can tell.

SYDNEY

(overwhelmed)

... how long... I... I thought you sold airplane parts...?

JACK

I don't sell airplane parts, I never sold airplane parts. I've been on government payroll since before I met your mother. You're going to have to accept that there are many things you won't understand tonight. The one thing you must understand is that the Agency doesn't trust you anymore, and they're going to kill you unless you do as I say.

Jack pulls a hard turn --

EXT. CENTURY CITY - NIGHT

The dark sedan CHIRP-TURNS onto Beverly Glen, heading south.

INT. SEDAN - NIGHT

JACK

You leave tonight. I've arranged a flight to France with a connection to Switzerland. You'll be red-flagged at customs, so I've given you new papers.

(CONTINUED)

CONTINUED:

Jack hands her a manila envelope. Sydney, still dumbfounded, pulls out AIRLINE TICKETS, a PASSPORT, FOREIGN CURRENCY.

JACK (cont'd)

In Geneva there will be a man at baggage claim. He'll ask you if you have a sister named Mimi. Go with him, he'll take you to a safehouse in Verbier -- you getting this?

SYDNEY

... why didn't you ever tell me what you do?

JACK

(beat)

I was instructed not to. An order which I followed.

This burns Sydney. She looks away -- all this hurts --

JACK (cont'd)

I know. These circumstances aren't ideal. But it's where we are.

EXT. INDUSTRIAL PARK - NIGHT

Jack's car pulls into an after-hours industrial park south of Century City. It's dark and empty here. The dark sedan parks. We see just one other car parked in the lot.

INT. SEDAN - NIGHT

JACK

That car's taking you to the airport -- I have to get back if they're not gonna know.

But she just looks at him, deeply suspicious.

SYDNEY

Who are you?

JACK

Sydney, get in that car. They're only waiting sixty seconds, then they leave, with or without you.

She reaches for his face and PULLS ON HIS SKIN. He allows her. His face is real. She can't believe this.

(CONTINUED)

CONTINUED:

JACK (CONT'D)

There's no time for you not to trust me. In the eyes of the Agency you've committed treason and now you're AWOL.

SYDNEY

I'm supposed to trust you...

JACK

I just saved your life, you'd think that's money in the bank.

SYDNEY

I could've handled myself in the parking garage. Is that why they recruited me? Because of you?

JACK

I had nothing to do with it.

SYDNEY

I don't believe you.

JACK

I don't care. Sydney, I've been in this business longer than you've been alive, and I promise you will not survive this without my help. I know who you're dealing with, you don't.

SYDNEY

... what does that mean?
(beat, suspicion grows)
I'm not moving until you tell me what that means.

This is the big reveal that Jack was hoping not to get into. But now, clearly, he must.

JACK

About a decade ago a pool of agents went freelance. Russian, Libyan, Chinese, Ethiopian, Sudanese--

SYDNEY

The Alliance of Twelve.

JACK

(nods, beat)
SD-6 is not a covert division of the C.I.A. You don't work for the U.S. government. You work for the Alliance.

(CONTINUED)

CONTINUED: (2)

SYDNEY

... what...?

JACK

We pose as domestic agencies. That way we can recruit the best.

SYDNEY

(she stares at him, horrified)
... "we"? You...? You're... you're one of them? You've worked with the Alliance all these years?

JACK

... not at first. I started with the N.S.A.

(beat, guiltily)

But... the Alliance made me an offer.

SYDNEY

How could you do that? How could you work for the enemy?

The other car's LIGHTS turn on -- Jack looks over --

JACK

Sydney, this is your last chance. You have to go.

But she doesn't move, her horrified eyes on him. The other car pulls away, drives off. This seems to break Jack's heart. Sydney's is already broken.

SYDNEY

... who are you to come to me...? And act like a father...?

Jack looks off, feeling the deep pain of a parent, trying to save a child. And failing.

SYDNEY (CONT'D)

You make me sick. If you want to help me... stay away from me.

She gets out of the car and runs off. Jack watches her go, shattered.

EXT. INDUSTRIAL PARK - NIGHT

Sydney RUNS in the darkness -- breathing heavily -- overwhelmed -- wanting to run herself off the planet -- and she RUNS OUT OF FRAME, leaving it PITCH BLACK...

(CONTINUED)

CONTINUED:

And over this DARKNESS, what seems like a GIANT HAND enters frame -- we FOLLOW IT -- and it picks up one of those horrifying DENTAL TOOLS in its black casing. We're in:

INT. JANITORIAL ROOM - NIGHT

Where red-haired Sydney is being held back now, her mouth HELD OPEN by the two Guards. Suit and Glasses moves toward her. She's held tight as he leans in, placing the scary pliers into her mouth. She can't really hide her fear now.

SUIT AND GLASSES

Okay, so let's try one more time.

(beat)

Who... do you work for?

And with her mouth plied open, she seems to say, "Wait, wait." Suit and Glasses nods, the Guards let her mouth go. What she wanted to say -- with real trepidation -- is:

SYDNEY

Start with the teeth in the back. If you don't mind.

Suit and Glasses looks at the Guards -- they pull her back, forcing her mouth open --

-- and we now TRACK BACK, farther and father away from the scene... as Suit and Glasses clearly reaches in... and over Sydney's SCREAMS... extracts a tooth...

FADE OUT.

END ACT THREE

ACT FOUR

FADE IN:

INT. L.A. TIMES CITY ROOM - DAY

Clay's at his desk, typing on his computer. An 18 year-old INTERN moves to him, drops mail on his desk.

INTERN

I'm doin' a Pantry run, you want anything?

CLAY

No thanks -- is Farrell in her office?

INTERN

What do you think?

CLAY

(looking at his mail)
Does she even work here anymore?

INTERN

I hope not.

As the Intern walks off, Clay opens a hand-delivered envelope. We MOVE IN ON HIM as he reads it... this is strange...

On a blank piece of paper, it READS: "I'M ON THE ROOF. S."

EXT. L.A. TIMES ROOF - DAY

The expansive building roof, dotted with satellite dishes and antennae. The access door opens and Clay steps out. He looks around. Sydney stands beside one of the dishes. He's completely perplexed.

CLAY

Hey...

SYDNEY

I need your help.

He moves toward her.

CLAY

Are you okay?

SYDNEY

I can't explain what's going on,
please don't ask me to. I need you to
trust me, please.

(CONTINUED)

CONTINUED:

CLAY

... of course...

SYDNEY

I need some cash. Two thousand dollars. I'll pay you back, soon as I can.

CLAY

Syd, what is this, you owe someone money--?

SYDNEY

I need something else.

(beat)

Can you get me your sister's passport?

And on Clay's confusion and concern, OUR MUSIC RETURNS, and we CUT TO:

INT. GAS STATION BATHROOM - NIGHT

We TRACK OVER the dirty, tiled floor, littered with pieces of Sydney's hair, some paper bags and some quick purchases: scissors, some rope, a small screwdriver kit and two ripped-open HAIR DYE KITS -- one a BLEACHING KIT, the other for RED HAIR. Sydney bends down, entering frame -- she grabs a paper bag and stands up -- we FOLLOW HER UP to the mirror, where she's wearing a PLASTIC BAG on her wet, red-dyed hair.

She pulls from the bag a PASSPORT. It's Clay's sister's (Amy, the red-haired girl from the funeral reception). Sydney looks closely at the picture. She pulls a black PEN from the bag. Looks closely at the passport photo. Using the pen, she carefully adds a BEAUTY MARK to the photo, just above Amy's lip.

Then, looking in the mirror, she draws a small beauty mark on her own face in the same place. She pulls off the plastic bag, staring at her reflection... a moment of truth. The MUSIC BUILDS as we CUT TO:

INT. AIRPORT - DAY

Sydney struts through the terminal -- although now she's Amy Gibbons. Her new hair, funky outfit and sunglasses have truly transformed Sydney.

INT. AIRPORT COUNTER - LATER - DAY

Sydney buys the ticket, chewing gum, purposely acting busy, looking through her backpack as the female WORKER asks her:

(CONTINUED)

CONTINUED:

WORKER

Checking any bags through to Taipei?

SYDNEY

No, thanks -- what lipstick do you use, I love that.

WORKER

Allex Jane Lux, Concord Grape.

SYDNEY

Fantastic.

WORKER

Can I see your ID?

SYDNEY

Y'ever try this one?

Sydney hands her the passport -- and a lipstick.

SYDNEY (CONT'D)

It's Clarins, I think it's too dark for me.

WORKER

(looks at passport, then the lipstick)

No, I never tried the Clarins-- it's pretty on you. Window or aisle?

The MUSIC is RHYTHMIC and, like Sydney, full of anticipation -- it CONTINUES as we CUT TO:

INT. JET - DAY

TRACK DOWN THE AISLE to find Sydney sitting on the plane. A Flight Attendant offers her a drink. Sydney kindly declines.

INT. CHIANG KAI-SHEK AIRPORT - NIGHT

As People disembark, Sydney walks swiftly. She turns into the first WOMEN'S ROOM she finds.

INT. CHIANG KAI-SHEK AIRPORT - WOMEN'S ROOM - NIGHT

LOOKING DOWN on Sydney inside a stall -- Sydney hangs the backpack on the door and begins REMOVING HER CLOTHES...

EXT. CHIANG KAI-SHEK AIRPORT - NIGHT

Sydney walks speedily through the airport parking structure, dressed now ENTIRELY IN BLACK (the outfit she's been wearing throughout the Suit and Glasses scenes). Her eyes scan every vehicle here -- then she spots a parked 2000 Aprilia Falco SL1000V motorcycle --

She makes sure she's alone here as she approaches the bike, opening her backpack and pulling out the screwdriver set. As she arrives at the bike our MUSIC SWELLS and our DOLLY CONTINUES INTO BLACK, SEAMLESSLY TAKING US TO:

EXT. HIGHWAY - NIGHT

Sydney BLASTS the Aprilia Falco through night traffic on the highway. The cars she's slaloming a BLUR as she heads to --

EXT. TAIPEI CULTURAL AFFAIRS BUILDING - STREET - NIGHT

We CRANE DOWN to find Sydney, across the street, parking the motorcycle. It's late -- the sidewalks are empty of people.

The MUSIC CONTINUES throughout this sequence: dark and throbbing and intoxicating as Sydney, crouching behind a parked car, pulls the rope from her backpack. She quickly ties a BOWLINE KNOT, pulls the rest of the rope through the loop. She pulls out the two smallest screwdrivers, then ZIPS the backpack, throws it into a nearby GARBAGE CAN and heads across the street.

She walks quickly along a length of the ten-foot-tall stone wall which surrounds the building. She heaves the rope, secures it. She climbs.

EXT. TAIPEI CULTURAL AFFAIRS BUILDING - NIGHT

Sydney lands within the lawn-and-tree perimeter of the building. She moves like a cat -- stealthy and fearless as she remains in the shadows. She spots two Guards at a distant corner of the building, talking, smoking. SECURITY CAMERAS dot the property.

She scrutinizes the building, weighs her options. Giant windows on the ground floor, all closed. Then she sees, on the second floor: beyond a balcony is a darkened room window that is ajar. She looks back at the Guards -- the building -- the tree.

(CONTINUED)

CONTINUED:

And in a flash, Sydney crosses the grounds, low and swift. More feline than human, she scales the tree with mind-splitting confidence and speed -- higher than you'd think necessary --

And then, grabbing tight hold of a branch, she jumps -- AND THE BRANCH BENDS WITH HER -- PLACING HER WITHIN REACH OF THE BALCONY. She grabs the balcony railing, lets go of the branch, which WHIPS BACK --

The Guards turn toward the RUSTLE of leaves --

INT. TAIPEI CULTURAL AFFAIRS BUILDING - NIGHT

Sydney silently enters the building through the window. Looks around. An executive office. Three doors. She moves to one -- looks into the well-lit hall -- sees the stairwell she needs -- and the SECURITY CAMERAS preventing her from getting there. Then, back in the office, she sees the AIR VENT.

INT. TAIPEI CULTURAL AFFAIRS BUILDING - AIR SHAFT - NIGHT

We're MOVING with Sydney as she SLITHERS THROUGH the air shaft. She arrives at an air shaft "intersection" -- contemplates -- then takes the turn. She continues, snaking her way through...

INT. TAIPEI CULTURAL AFFAIRS BUILDING - SERVICE STAIRWELL - NIGHT

An empty, rear stairwell. The vent of the air shaft comes off with a CLANG. Sydney pulls it into the shaft, then gymnastically lowers herself into the stairwell. Looks around, then heads down, fast.

INT. TAIPEI CULTURAL AFFAIRS BUILDING - LAB CORRIDOR - NIGHT

The stairwell door opens slightly -- Sydney peers out. The corridor is dark. She quickly heads down the hall -- arrives at the LAB DOOR -- it's locked -- she pulls out the two smallest screwdrivers -- starts work on the lock -- we're MOVING IN ON HER as she frantically tries to open the door -- and after a beat, the screwdriver she's using SNAPS IN HALF --

SYDNEY

-- no --

She's stunned -- scared for a flash -- her mind races: what next?

(CONTINUED)

CONTINUED:

She looks around -- quickly heads down the hall, turns a corner -- WHERE A GUARD STANDS. GUN AIMED. READY FOR HER!

Sydney GASPS -- turns -- ANOTHER GUARD IS BEHIND HER -- he COLDCOCKS HER, and as she falls, unconscious, we:

CUT TO BLACK.

FADE IN:

A FUZZY CIRCLE OF LIGHT begins to come into focus. And we realize we're in:

INT. JANITORIAL ROOM - NIGHT

Sydney, cuffed to the chair, slowly awakens. Her head is back, and she's squinting at the hanging light. Her face is smudged with dirt and some dried blood. As she lets her head fall forward, she groggily feels the agony of her mouth. With her tongue, she feels the place a tooth used to be.

She looks around the room. A small, pointless window. Mops. Spray bottles of cleaning liquid. Then the door opens -- a Guard has unlocked the door. Suit and Glasses enters again. Door closes. He looks at her. Smiles.

SUIT AND GLASSES

You hurt my ears before. Screaming so loud.

(beat)

But the pill helped the pain. Didn't it?

Sydney doesn't even look at him.

SUIT AND GLASSES (CONT'D)

The problem is... that medicine only lasts for two hours. If you don't take it again... more pain. And it's been...

(checks watch)

Two hours. Almost.

He holds up the dental pliers in one hand... then holds up a small prescription bottle in the other.

SUIT AND GLASSES (CONT'D)

So you have a choice. Which way we go next?

She looks up at him. He SHAKES the bottle... then KLAK-KLAKS the pliers.

(CONTINUED)

CONTINUED:

She looks up at him, sad, empty, out of gas. She starts to quietly cry. His face barely changes, but we can tell Suit and Glasses enjoys this.

Then she speaks -- her voice is so raw, so thrashed from screaming, she can barely speak.

SYDNEY

(at a painful whisper)

I've been working... for six...

But speaking is agony -- she COUGHS. Suit and Glasses moves closer.

SUIT AND GLASSES

Tell me...

(holds up pill bottle)

... and you get one more.

Sydney then whisper-says something else, but we can't tell what it is, her voice is so gone. Suit and Glasses didn't hear.

SUIT AND GLASSES (CONT'D)

Louder.

SYDNEY

(crying)

... I can't...

Suit and Glasses moves closer than ever -- grabbing her face, which is the sharpest pain for Sydney --

SUIT AND GLASSES

Who do you work for, you little bitch.

SYDNEY

(whisper-thrashed)

I'm... an agent...

(Suit and Glasses moves closer)

... with... the--

Suddenly, Sydney VIOLENTLY HEAD-BUTTS him -- with such force that Suit and Glasses falls back, semi-conscious before he can hit the ground. Sydney springs to life, swooping the chair UNDER HER and down upon Suit and Glasses -- the support bar of the chair shoved into his neck --

He's stunned -- tries to wrestle the chair away -- but Sydney, with vicious fury, only drives the chair down harder -- Suit and Glasses struggles, but quickly loses consciousness.

(CONTINUED)

CONTINUED: (2)

He's out.

Sydney maneuvers onto her back, using her cuffed hands to fish the keys out of Suit and Glasses' jacket pocket -- her face only inches from his. Then he begins to wake up again -- she quickly HEAD-BUTTS him again, and he's out.

Bingo: keys. She unlocks the cuffs, and she's up. She grabs the fallen bottle of pills, downs two without water. Then she sets the chair upright -- grabs Suit and Glasses, heaves him into the chair and she cuffs him onto it.

Then she grabs a mop -- SNAPS IT IN HALF over her knee. She grabs one of the industrial cleaner spray bottles and SQUIRTS HIM multiple times in the face. Suit and Glasses wakes up -- squinting through the pain of ammonia in his eyes.

Despite that, he looks up, at his captor. And she's holding the dental pliers.

SUIT AND GLASSES

... no...

She SHOVES them into his groin and we CUT TO:

INT. TAIPEI CULTURAL AFFAIRS BUILDING - CORRIDOR - NIGHT

The hall outside, two Guards keep lookout. Suddenly, they HEAR Suit and Glasses SCREAMING BLOODY MURDER -- they quickly enter:

INT. JANITORIAL ROOM - NIGHT

The Guards are met by a brute and unstoppable force -- Sydney, using the broken mop stick as a weapon, renders the Guards unconscious piles before they can even pull their firearms from their holsters.

Suit and Glasses keeps SCREAMING -- Sydney SPIN-KICKS him in the head -- he's unconscious again. Within seconds, of the four people in the room, she's the only one standing.

She snatches the fallen Guards' two guns -- checks the clips. She's on. Our MUSIC has never been more HYPED UP as we CUT TO:

INT. TAIPEI CULTURAL AFFAIRS BUILDING - LAB CORRIDOR - NIGHT

Sydney runs like a cheetah down the corridors of Taiwanese power -- arriving at the lab -- she FIRES at the door handle --

INT. TAIWANESE SECURITY ROOM - NIGHT

The Security Officer catches Sydney on the security cameras -- grabs his radio --

INT. TAIPEI CULTURAL AFFAIRS BUILDING - LAB - NIGHT

Sydney races across the lab -- searches quickly for the Kunther device -- and there it is -- she SHOOTs the top of the glass case -- it SHATTERS. She grabs a nearby lab coat -- takes the device, unplugs the 9-volt, the glowing VANISHES. She wraps up the device as a GUARD APPEARS at the door -- aims his weapon -- with her free hand she FIRES AT HIM --

It's a VIOLENT, SLOW-MOTION SHOOT-OUT as Sydney and the Guard exchange GUNFIRE -- in the midst of it, Sydney sees the FLAMMABLE OXYGEN TANKS against one wall -- she FIRES AT THOSE -- and they EXPLODE -- Guards go FLYING --

EXT. TAIPEI CULTURAL AFFAIRS BUILDING - NIGHT

Sydney bursts out of a rear door -- ALARMS BLARING NOW -- shoving the Kunther device under her shirt, she SCALES ANOTHER TREE --

EXT. TAIPEI CULTURAL AFFAIRS BUILDING - STREET - NIGHT

Using her branch technique, Sydney lands back on the sidewalk -- races across the street --

In an instant the MOTORCYCLE ROARS TO LIFE -- she snags her backpack from the garbage can and PEELS AWAY, speeding into the night --

INT. AGENCY'S TASKING OFFICE - DAY

Hirsch, among the other Agents, doing their daily grind. But Hirsch looks up -- shocked to see SYDNEY -- walking defiantly, still in the same clothes, hair, unwashed, eyes ablaze. She's carrying the wrapped-up lab coat...

INT. SLOANE'S OFFICE - DAY

Sloane at work -- on the phone --

SLOANE

... no, it's okay, let her in, just tell Clancy she's here.

At that moment he looks up -- Sydney strides into his office. Stops before him. He looks at her for a moment...

(CONTINUED)

CONTINUED:

what the hell is happening here? He hangs up the phone, hits the remote and his door closes.

SLOANE (CONT'D)
... hello, Sydney.

Sydney puts the bulky lab-coat-wrapped prize on his desk.

SYDNEY
Free delivery.

He's confused. A little nervous. He slowly unwraps the coat... and is amazed to find the Kunther device. He connects the 9-volt battery... the small GLOWING Saturn appears. Paydirt.

SYDNEY (CONT'D)
If you still don't trust me, then kill me now.
(beat)
Otherwise, I'm back.

Their eyes meet for a long beat.

SYDNEY (CONT'D)
I'm taking the week off.
(beat)
I've got midterms.

Sydney turns and moves for the closed door. Tries the handle. It's locked. She looks back at Sloane. Their eyes connect: what'll it be? He hits another button. The door unlocks. She opens the door and leaves.

EXT. STREET - DAY

Sydney walks down the sidewalk. Intense. And just as we feel increasingly uneasy with the idea that she works for the enemy, a pedestrian CROSSES CAMERA and Sydney VANISHES.

INT. RECEPTION AREA - DAY

American flags and a 20 year-old RECEPTIONIST. Almost robotically, Sydney moves to the Receptionist.

RECEPTIONIST
May I help you?

SYDNEY
I need to speak to your deputy director.

(CONTINUED)

CONTINUED:

RECEPTIONIST

Mr. Hulbard's in a meeting, can I
leave a message?

But what she says next is so intense --

SYDNEY

No. I need to see him. Right now.

-- that the Receptionist doesn't question her.

RECEPTIONIST

I'll... excuse me...

As the Receptionist walks off, we CRANE UP, to reveal the
CENTRAL INTELLIGENCE AGENCY SEAL set-in to the tile floor.

INT. C.I.A. INTERROGATION ROOM - DAY

Sydney writes long-hand -- fast and furious. She's on her
second legal pad. Two C.I.A. AGENTS watch her as she
writes.

C.I.A. AGENT

Would you like some water?

SYDNEY

No. But I could use another pen, this
one's dying.

One of the Agents removes a pen from his pocket, hands it
to her. She takes it and continues writing. The Agents
glance at each other.

INT. C.I.A. INTERROGATION ROOM - LATER - DAY

Hours later, Sydney sits there, waiting, drained. Finally
the door opens and the C.I.A. Agent enters, sits across
from her. By the way, he's a very handsome guy, 33 years
old, and his name's AGENT VAUGHN.

AGENT VAUGHN

Well. This could be very interesting.
We could use another double-agent in
SD-6.

She looks up... "another"...? Then:

SYDNEY

So am I in?

(CONTINUED)

CONTINUED:

AGENT VAUGHN

No. Not yet. You wrote... quite a bit. I mean, it's like... Tolstoy-long.

SYDNEY

(beat, exhausted)
... you like Tolstoy?

AGENT VAUGHN

(beat, smiles)
I'm gonna get you a ride out of here. Keep you concealed, we don't want anyone to see you leave. I'm hoping no one saw you come in.

SYDNEY

No one did.

Beat. Agent Vaughn nods. We can tell: he likes her.

AGENT VAUGHN

We'll be in contact.

Sydney nods. Agent Vaughn leaves. On Sydney, we...

DISSOLVE TO:

EXT. CEMETERY - DAY

Sydney stands at Danny's grave. Her hair is dark again. She looks pretty. She sets a bouquet of flowers down upon the now-grass-covered grave. She looks at the tombstone, and while she isn't crying, she is clearly overwhelmed by this loss... and the guilt...

And after a long moment, Sydney senses something. She turns around. Standing six yards away is Jack. Her look says it all: what the hell are you doing here?

JACK

I wanted to say I was sorry.

SYDNEY

You don't have to.

(beat)

I'm back at work again, I guess you know that.

JACK

I meant... sorry about Danny.

(CONTINUED)

CONTINUED:

She looks at her father... hating him now, more than ever... but revealing the depths of her repulsion might give her away...

SYDNEY

Thanks. But I'd really like to be alone. If you don't mind.

JACK

(trying... it isn't easy)
I know... what it's like.
(beat)
To lose someone that you, uh--

SYDNEY

(cuts him off, controlling herself)
Listen, I don't know what you expect. Just because we're working for the same people, just because I know the truth about you now. That doesn't change a thing between us.
(beat)
I accept what I'm doing now because I have to. That doesn't mean I have to accept you.

A beat. Then Jack walks toward her -- she tenses -- he reaches into his coat -- she takes a step back -- and he pulls out a small, SILVER CELL PHONE. He offers it to her. Unsure, she looks up at him. He speaks quietly:

JACK

I asked the Chief Director if I could come tell you myself. Chief Director of the C.I.A.
(beat)
You're in.

She looks at him, bewildered. Finally, at a whisper:

SYDNEY

... you're C.I.A....?

JACK

I appreciate you not naming me. In what you wrote.

She averts his look -- at this small sign that somewhere deep down, she cares about him, too.

(CONTINUED)

CONTINUED: (2)

JACK (CONT'D)

You don't know how dangerous it is,
Sydney. Doing what I do.

(beat)

I wish you'd taken me up on
Switzerland.

She's still reeling, realizing that she and her father are
doing the same thing. Then, a flash of doubt:

SYDNEY

How do you I know what you're telling
me is the truth?

He just looks at his daughter... regretful that after
twenty-six years, this is the condition of their
relationship.

JACK

I guess we'll just have to learn to
trust each other.

Jack holds out the phone. After a beat, she takes it. He
tries to smile, but it's a failure. He just turns and
walks off. She watches him go, overwhelmed.

And just as we expect to CUT TO BLACK, her CELL PHONE RINGS
-- she looks down at it -- her first call as a double
agent. She answers the phone with trepidation... knowing
that this is just the beginning:

SYDNEY

... hello?

CUT TO BLACK.

THE END