

T-3: RISE OF THE MACHINES

Screenplay
by
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PROPERTY OF C-2 FILMS
EYES ONLY: NOT FOR DUPLICATION

SECOND DRAFT
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MK

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FADE IN:

EXT. SANTA MONICA BEACH - SUNSET

Sunbathers stretch out along the sand which offers a Queen's Necklace view of the coast. It's a clear summer day with Catalina Island in view. Volleyball players, surfers, families perched beneath colorful umbrellas, etc...

DISSOLVE TO:

EXT. SANTA MONICA BEACH - UNDERWATER - SUNSET

The same spot as before, except now it's an apocalyptic hell beneath the sea. Skulls roll back and forth on the polluted sea floor as the tide churns. The camera rises out of the water and finds a polluted sea wave which crashes onto a coastline. In the distance, fragments of large buildings, buckled and melted by the nuclear fire. Furious gale winds scream with Satan's laughter.

TITLE CARD:

LOS ANGELES, SEPTEMBER 13, 2029

A THUNDEROUS ROAR crescendoes as two AERIAL HKs (hunter-killers) scream past, trailing an F-16 fighter. The HKs pull impossible Gs, outmaneuvering the human-piloted F-16. An EXPLOSION of LASERFIRE as the aerial HKs strafe the F-16, blasting it out of the sky.

JOHN CONNOR (VO)

The computer which controlled the machines, Skynet, sent two terminators back through time. Their mission: to destroy me, John Connor, leader of the human resistance. The first Terminator was programmed to strike at my mother, Sarah, in the year 1984 -- before I was born. It failed. The second was set to strike at me in the year 1991. It too failed. But we did more than survive. We changed history.

We follow the fiery pieces of shrapnel as they rain onto the broken streets below...

DISSOLVE TO:

EXT. L.A. CITY - NIGHT

Overview of the Santa Monica pier. The Ferris wheel, the roller coaster, the countless people having fun...

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TITLE CARD:

1 MILE OFF THE COAST OF L.A. -- PRESENT DAY

JOHN CONNOR (VO)

So August 29th, 1997 came and left. The three billion lives which were to end in the war called Judgment Day, lived on to toast the new millennium.

(beat)

But are we at peace? Or in the eye of a hurricane, with the worst yet to come.

Camera turns and faces the deep blue sea...

Wild fingers of blue and white electrical arcs dance ten feet above the swells a mile from shore. The strange lightning forms a circular opening in midair, and with an electrical dispersion we see a FIGURE cradled within the SPHERE OF ENERGY. A sudden FLASH with an explosive THUNDERCLAP!

The naked figure drops into the ocean. SPLASH!

UNDERWATER

Red eyes glow within the darkness of the sea. A naked, muscular man. THE TERMINATOR.

EXT. YACHT - NIGHT

This gorgeous 80 footer cruises along the coast at 15 kts.

INT. CABIN - NIGHT

A party is in full swing. Stripper-types, scantily clad in bikinis bask in a jacuzzi while other femme fatales in short skirts gyrate to the blaring RAP music. Muscle-bound BODY GUARDS rub up against the girls, amped on cocaine. Speaking of cocaine, a RAPPER-TYPE (wearing a yellow leather hat, black leather pants and jacket) vacuums hefty lines into his nostrils.

CRASH! Dancers tumble to the floor as the ship strikes something.

INT. BRIDGE - NIGHT

Rapper storms into the bridge and barks at one of his BUDDIES who stands at the con, bottle of Jack in his grip, half-naked girl at his side.

RAPPER

What the hell we hit?

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BUDDY
 (backing off the engines)
 Whatever it was, it fried our props.

EXT. STERN - NIGHT

Rapper hands out orders to a team of BODY GUARDS. They open a large case containing two new props.

RAPPER
 Get that shit fixed! Holding up the party.

Two BODY GUARDS move fix to the problem...

All action stops as a very muscular NAKED MAN climbs onto the yacht, dripping wet. TERMINATOR steps aboard. Greek-like physique. Massive. Perfect. Face, devoid of emotion. Terminator stands and impassively surveys the surroundings.

PARTIER #1
 I think he was swimming for the nude beach and got lost.

Rapper eye-balls the naked Goliath -- not an everyday occurrence here. He glances down at Terminator's crotch, smirking.

RAPPER
 Water must not've been as cold as I thought.

TERMINATOR POV. A digitized electronic scan of the ship and partiers overlaid with alphanumeric readouts which change faster than the human eye can follow. The Terminator's CPU scans and analyzes the motley crew. Their bodies, height and weight. Several strippers smile largely at Terminator, beyond intrigued by his perfection.

Terminator turns emotionless eyes toward RAPPER whose measurements have been deemed suitable.

TERMINATOR
 I need your clothes, your boots...

Terminator eyes an MD-520N HELICOPTER seated on a helipad.

TERMINATOR (CONT'D)
 ...and the helicopter.

Rapper can't help but to laugh. The other Body Guards follow suit. During which time... Camera dollies, revealing Terminator's back which has been mutilated by the props. Exposed endoskeleton and torn flesh, NOT REVEALED to the partiers.

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TERMINATOR (CONT'D)

Now.

Rapper tenses.

RAPPER

Throw this bitch off my boat.

Body Guard #1 reaches grabs Terminator's upper arm.

BODY GUARD #1

Say bye-bye.

Terminator's powerful hydraulic grip clamps onto his arm, spin-breaks it. Body Guard #1 cries out as all two hundred plus pounds of him is catapulted off the ship like a frisbee. Splash!

Body Guard #2 slashes his combat knife toward Terminator who catches it by the razor-sharp serrated edge, breaks the blade in half by pressing his thumb forward...throws the blade straight down where it stabs the mahogany deck. Terminator grabs Body Guard #2 and throws the soldier onto the blade which sticks through his shoulder.

Body Guard #3 extends a .9mm to shoot... Terminator grabs the weapon and yanks, separating Body Guard #3's shoulder. While screaming in pain, Body Guard #3 is launched through the cabin window...CRAASSH! At the same time...

Two other Body Guards blast Terminator with their .9mms. Terminator barely flinches from the onslaught, bullets ricocheting off his face.

CRACK! Terminator steps on Body Guard #4's knee sideways. SNAP! Screaming bloody murder, Body Guard #4 goes for his pistol which is just in his reach until... Terminator steps on the man's hand...CRUNCH!

A combat knife slices across Terminator's neck from behind. Terminator back-head-butts Body Guard #5, strips the blade and throws it with machine-like accuracy...

THONG! The knife spears through Body Guard #6's wrist, pinning it to the wall of the cabin -- the HK MP-5, frozen in his grip, is fired accidentally, blasting two dry-docked WAVE RUNNERS which explode IN A BALL OF GASOLINE! Fire spreads.

RAT-T-T-T-T-T-T-T-! A Body Guard explodes multiple rounds of an MP-5. Terminator strips the clip out of the weapon, making it CLICK EMPTY. Body Guard #7 is hurled hard against the cabin wall. SMASH!

The injured Body Guards stop attacking. They get it -- There's something very fucking wrong here.

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They struggle to squirm their injured bodies away from Terminator, the fear of God in them.

Terminator steps through the flames, undaunted by the intense heat. Emotionless eyes coldly target Rapper who can't undress fast enough.

CUT TO:

EXT. HELIPAD ON SHIP - NIGHT

Terminator strides toward the helipad now fully clothed in black leather jacket, baggy leather pants and heavy cleated boots.

INT. MD-520N HELICOPTER - NIGHT

Terminator grabs the controls with Rapper and another Thug step onto the helipad leveling an MP-5s at Terminator.

RAPPER

Open wide, motherfuc --

Terminator steps hard on the left anti-torque pedal. The helicopter spins around like a tornado, its rotorless tailboom bats the Thug off the helipad and into the ocean.

Terminator applies left cyclic and flies the chopper sideways right into Rapper who smashing into the side glass window where he gets stuck. Terminator yanks the M4 machine from Rapper as the chopper ascends.

Rapper, hanging on for his life, glancing downwards at the death drop.

RAPPER (CONT'D)

What ever you want, man! It's yours,
take my boat, you can have my boat!
Anything!

Terminator glances at Rapper, reaches out with his left hand and removes Rapper's hip DIESEL SUNGLASSES and places them on his face.

RAPPER (CONT'D)

My sunglasses, cool! They're you, 'bro!
Definitely you!

Terminator maneuvers the chopper to sweep down sideways toward the yacht. Rapper SCREAMS as he goes for the ride of his life -- or death -- whichever.

Rapper lets go of the chopper and falls sixty feet to the ocean.

BELOW ON DECK

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Body Guard #3 screams as the fire approaches several gas cans placed beside the Wave Runners.

BODY GUARD #3
Fire in the hole!

The remaining Body Guards and partiers jump ship!

EXPLOSION! The yacht combusts with a SWIRLING BALL of FIRE.

The MD-520N flies right through the flames and continues toward the shore, leaving the fiery aftermath behind.

CUT TO:

INT. BOWLING ALLEY - PIN SET-UP AREA - NIGHT

Magnificent tendrils of BLUE-WHITE LIGHT explode like a massive Tesla Coil. The lower half of bowling pins are partially disintegrated as a mathematically perfect sphere cuts into our dimension, bringing with it a passenger from the future.

Camera slowly tilts up...revealing:

Feet. Petite and delicate. Slender ankles. Sculpted calfs. Long sturdy thighs. Small waist. Toned arms. Beautiful tan skin. Silky hair just past shoulder length. Eyes sizzling brightly with emerald green. Bee-stung lips. Flawless face structure. Genetically perfect, impossibly beautiful. Meet Skynet's newest prototype -- T-1G.

INT. BOWLING ALLEY - LANES

A BOWLER dries his hands, wiggling his fingers above a fan as he waits for the pins to set up.

The automatic pin set-up machine lowers ten deformed pins, all of which have been mutilated by the sphere. The pins tumble to the lane, unable to stand on their own.

The Yuppie reacts as he got a STRIKE without having to do anything.

VOICE (OS)
What the hell...

Just then, all eyes feast on T-1G who struts across the lanes like a runway supermodel -- COMPLETELY NAKED.

A MOTHER covers her son's bulging eyes. Beer-drinking Bowlers straighten their greasy hair as the girl of their wet dreams approaches.

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BOWLER
 (big grin)
 Well, well, well... Happy birthday to me!

T-1G walks past several jealous women and their gawking boyfriends and husbands when a MANAGER approaches with a blanket.

MANAGER
 Miss, you're gonna have to put some clothes on, or I'll call the cops.

The Manager throws the blanket around T-1G, covering her up. "Boos" from the other bowlers.

INT. MANAGER'S OFFICE

The Manager escorts T-1G inside.

MANAGER
 So what is this, some kind of dare?
 What's going on here?

T-1G turns her emotionless eyes on the Manager, coldly considering him. The blanket falls off, curls on the floor by her feet. The Manager smirks.

MANAGER (CONT'D)
 Have it your way.

T-1G reaches out and slides her hand down his chest, seductively descending lower... The Manager smiles.

T-1G's hand wraps around a CELLPHONE which the Manager wears on a belt clip. She spins around, flips open the phone and begins dialing.

MANAGER (CONT'D)
 Hey, you can't just --

The Manager reaches out and grabs T-1G's shoulder. Big mistake. T-1G spins around and grabs the Manager's neck. He suddenly GASPS as he is electrocuted with a lethal dose of amperage! Eyes peeled wide in horror, the Manager hits the floor. Dead.

COMPUTER FAX TONES are heard through the cellphone as it accesses the internet. With her back turned to CAMERA, T-1G replies with computer tones.

INSERT. CYBERSPACE POV. Countless web pages stream past until we come across FBI data files. ACCESS GRANTED. Countless pictures of criminals. We find JOHN CONNOR. Criminal data. Personal information. Home address.

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T-1G ends the call. Her eyes focus on a large poster tacked to a wall. A glamorous supermodel dressed in PRADA and GUCCI, pseudo military-industrial. Black Prada stretch pants. Tight-fitting techno-fiber motorcycle jacket with a hint of military. Sleek Gucci combat boots. A ten thousand dollar outfit. The model's hair is short and slicked back. High-fashion makeup, pale with dark shading around the eyes. Very modern.

T-1G's nails suddenly take on red paint. Her body ripples as it morphs into its new look. Perfectly emulating clothes, hair and makeup -- all from visual reference.

EXT. BOWLING ALLEY - NIGHT

T-1G exits with her new look. Her eyes fall on a Shelby Cobra stripped of paint. She enters the vehicle and fires up the powerful engine.

Wheels burn black smoke as the muscle car shimmies sideways, waiting for cold rubber to heat up and grip. When they finally do, T-1G rockets the Cobra onto the street.

CUT TO:

EXT. PARK - DAY

A BBQ party is in progress. Grunge music blasting. Working the grill wearing a "Kiss The Chef" apron is JOHN CONNOR. A far cry from the leader of the human resistance we expect to see. He has become a handsome young adult in his early twenties. Lean, well-defined body, short messed-up hair. Eyes which reflect a dark intelligence.

JOHN

Okay, who wanted the medium-well?

John's friend -- BOYD -- approaches. He's a plump computer genius in his early 30's.

BOYD

That'll be me.

(points across crowd)

John, who's that girl? The one with Damon?

JOHN

Chill out, Boyd. You got a girlfriend.

BOYD

I was just wondering, bro'.

John shoots Boyd a hard look before slapping a burger on his plate.

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John's girlfriend -- ANNA -- approaches. She's your girl next door all grown up. Warm disposition, subtly attractive. Around John's age.

ANNA

Thought you might want one of these.

Anna hands John a cold beer.

JOHN

I'd rather have one of these.

John gives Anna a passionate kiss. A German Shepherd -- BANDITA -- lets out a jealous whine.

ANNA

I swear to God, John, I think that dog is jealous.

JOHN

She's not jealous.

(kneels down)

Isn't that right, Bandita? Give daddy a kiss.

John lets Bandita lick his face. He feeds the dog a burger.

JOHN (CONT'D)

Here you go, girl.

ANNA

Honey, I think you should say something. Give a little speech.

JOHN

I don't want to do that.

Anna smiles and begins rallying the crowd.

ANNA

Everyone, John's gonna give a speech!

Everyone joins in "speech, speech, speech!" John glares at Anna.

JOHN

I'm going to get you later.

ANNA

Promises-promises.

Someone turns off the music. The crowd settles.

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JOHN

Well, what can I say... we started the company with several slow computers, a few degenerate programmers --

FRIEND #1

Yeah, baby!

JOHN

A couple of bean counters that exemplify the word "nerd."

(beat)

And one felon hacker who should be in Leavenworth being somebody's bitch, but instead got lucky. Because he hooked up with the right bunch of guys, who helped turn his life around.

The crowd sighs sarcastically.

JOHN (CONT'D)

And now...look at us. Celebrating our just approved ten million dollar line of credit. Booking major accounts left and right. And kicking some serious ass.

(holds up his beer)

Cheers.

Everyone toasts. John's cellphone rings. He moves away from the crowd for privacy, takes the call.

JOHN (CONT'D)

Hello?

John's expression stiffens.

JOHN (CONT'D)

John Connor? Sorry, you have the wrong number. My name's John Kaplin.

(listens)

Yeah, it's safe to talk.

(turns his back to camera)

Hi, mom. Good. Listen, I need to talk to you. Today. Alright.

John hangs up when Anna approaches.

ANNA

Everything alright?

JOHN

Yeah, I'm going to have to run out of here.

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ANNA
What's wrong?

JOHN
Nothing. Everything's fine, trust me.
Okay?

ANNA
What should I tell everybody?

JOHN
Family emergency.

ANNA
You don't have any family.

JOHN
Anna, I can't explain now. I have to run
and I need you to trust me. Make
something up.

JOHN (CONT'D)
I love you.

ANNA
I love you, too.

John kisses Anna. Bandita barks. Anna spins around and
shoots a look at the dog. She turns back to John, but he's
already jogging toward his car.

CUT TO:

EXT. BURBANK AIRPORT - DAY

John enters a TURBO CESSNA, dons a pair of David Clark
headsets.

The Turbo Cessna speeds down the runway and takes off.

CUT TO:

INT. JOHN CONNOR'S HOUSE

Terminator strides through with his M4 leveled and ready to
shoot. Terminator approaches a cork message board and rips
off an invitation flyer. BBQ party. Below are directions
and date.

CUT TO:

EXT. TRAILER PARK - DAY

T-1G knocks on the door of a rickety trailer home. An old
BLACK WOMAN answers.

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BLACK WOMAN
Can I help you?

T-1G
FBI. I need to speak with John Connor.

BLACK WOMAN
Who?

T-1G shoves the Black Woman aside and enters.

BLACK WOMAN (CONT'D)
Girlfriend, you better step off, I don't see no badge!

INT. TRAILER HOME

While the Black Woman complains, T-1G scans the area. Two Black Teenagers smile and stick out their chests, wanting to impress the beauty.

CUT TO:

EXT. CALIFORNIA DESERT - DAY

The Turbo Cessna lands on a dusty tarmac near a MILITIA COMPOUND. A bunch of dusty old houses and buildings.

EXT. MILITIA COMPOUND - FRONT GATE

John approaches a chain-linked fence which encircles the perimeter of the compound. He pushes the intercom button, pays notice to several security cameras pointed at him. Two MERCENARIES approach from the other side of the gate, AR-15s semi-autos slung around their shoulders. Well-trained German Shepherds bark violently.

MERCENARY #1
(German)
Futz!

The dogs instantly behave. The Mercenaries eye-ball John suspiciously.

MERCENARY #1 (CONT'D)
Yeah?

JOHN
I'm here to see Sarah Connor.

MERCENARY #1
Nobody here by that name.

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JOHN
I'm her son. She's expecting me. Come
on guys, I've been here before.

MERCENARY #1
Can't help you.

Mercenary #2's radio squawks. He answers the call.

MERCENARY #2
Bryce here. What? Roger that.
(to John)
You're good.

INT. MILITIA COMPOUND - DAY

John enters and is escorted past an indoor shooting range. Mercenaries are shredding paper targets with black market machine guns.

INT. GYM - DAY

SARAH CONNOR kicks the shit out of a punching bag, practicing Israeli Krav Maga. She's lean and ripped, defined muscles covered in sweat. Her fierce eyes resonate with distant pain. Sarah steps away from the bag, wipes the sweat off her face, lights a cigarette.

JOHN (OS)
Thought you were going to stop smoking..

Sarah turns and finds John standing in the doorway. The tension is immediate.

SARAH
Thought you were going to start working
out.

JOHN
Not much time, been pretty focused on
building the company.

SARAH
How's all that going?

JOHN
Great. I just wrote a new program.
Cutting edge stuff. Hacks into any
computer system, finds weaknesses, that
sort of thing.

SARAH
There's a market for that?

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JOHN

Lot of companies need their security checked. We just got a ten million dollar line of credit from Goldman Sachs to take it public.

Sarah nods, hardly impressed.

JOHN (CONT'D)

You can hold back your enthusiasm.

SARAH

You have an obligation, John.

JOHN

Look, I'm just trying to get on with my life.

SARAH

What life?! There is no life unless you wake up!

JOHN

I am awake! But it's been ten years! Ten years...and nothing has happened!

SARAH

You can't assume it's over, John! It's only a matter time before Cyberdyne or some other fucking place creates a conscious computer!

JOHN

Look, I'm doing more saving the world than you are shooting cans! I'm on top of Cyberdyne. They abandoned the project. And besides them, no-one's even close to creating A.I.

SARAH

Tell me something, John. What is the world going to do when a terminator marches into your house and blows you away?

JOHN

Life will just have to continue without me.

SARAH

It can't! There is no life without you. Like it or not, you are the leader of --

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JOHN
-- of the human resistance!? Not
anymore! We changed history! And
history changed me!

Sarah looks off, refusing to believe that. John forces
himself calm.

JOHN (CONT'D)
I'm not the John Connor you want me to
be. I'm sorry. But I'm just a regular
person, trying to get on with a regular
life. And you should do the same.

Sarah shakes her head, no reply.

JOHN (CONT'D)
Look. The reason why I came here is...
(calming breath)
...I'm going to ask Anna to marry me. I
want you to be a part of it.

Sarah stares off, frustrated. John shakes his head, knowing
what her reply is going to be.

JOHN (CONT'D)
Figured as much...

John moves to exit, pauses at the door.

JOHN (CONT'D)
I got robbed out of a father...and a
mother.

John exits. Sarah stares after him with mixed emotions.

CUT TO:

INT. MD 520N - HOVERING

Terminator scans the park below where John had the BBQ party.
John is nowhere to be found.

CUT TO:

EXT. TURBO CESSNA - FLYING

John speaks into his cellphone as he approaches the plane.
He is unsettled -- Sarah's words got under his skin.

JOHN
Boyd, it's me. Listen, do me a favor.
Run by the office and check on Cyberdyne
Systems for me, will ya?

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INT. BMW CONVERTIBLE - DAY

Boyd drives, cellphone to his ear.

BOYD

John, Jesus...come on. It's a mental disease, is what you got. You need serious professional help. One, it's Saturday and I've got a life. Two, you blow off your own party before you tell me who that girl was. And three, how many times you need to hear: they're out of the A.I. business? Hello??

JOHN

Do it and I'll slide you five hundred shares.

BOYD

A thousand.

JOHN

Seven-fifty. And I want a detailed project sheet faxed to my house ASAP.

CUT TO:

EXT. JOHN CONNOR'S HOUSE - DUSK

Tight on the Shelby Cobra as it pulls up and parks. Pan up black Gucci boots and sexy legs of T-1G who coldly surveys the immediate area.

T-1G strides toward the front door, passing a mailbox which reads: JOHN CONNOR.

CUT TO:

INT. HOME OFFICE - DUSK

Anna talks to a friend on the cordless while seated before a drafting table, rendering architectural plans. In the background is a surfboard.

ANNA

I don't know, he's been planning this big dinner tonight. And then today at the picnic he had to run out. I've never seen him so secretive.

The DOORBELL rings. Anna moves to answer it, oblivious.

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ANNA (CONT'D)

What do I think? I think it's all good.
Give me a break, he hasn't even proposed
yet. No, I'm not going to start planning
the honeymoon.

Anna opens the front door and finds Terminator. He removes
his sunglasses.

TERMINATOR

I'm looking for John ~~W~~uplin.

ANNA

He's not here. What's this regarding?

TERMINATOR

His future.

TERMINATOR POV. Heatvision allows Terminator to see through
the walls and in all areas of the house. The only other life-
form inside is an approaching German Shepherd.

Anna struggles to hold back Bandita who appears at her side,
barking viciously at Terminator.

ANNA

Bandita down! Sorry, I don't what's
gotten into her.

(after calming Bandita)

He'll probably be in early this evening
if you want to try back then.

Terminator scans the area once again, glances at Anna; then
exits down the porch walkway.

ANNA (CONT'D)

Excuse me...

Terminator turns back to Anna.

ANNA (CONT'D)

Will you be back?

Terminator just sends Anna a dark look, dons his sunglasses
and continues on his way (no, he doesn't say the famous
words, at least not here.) Anna shakes her head, shuts the
door.

CUT TO:

EXT. JOHN CONNOR'S HOUSE - DUSK

It is now revealed that T-1G is standing at the entrance of a
different house. T-1G examines the bolted shut door.

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Several industrial size locks keeping anyone from getting in. T-1G kicks down the door and enters.

INT. JOHN CONNOR'S HOUSE

T-1G's emotionless eyes scan the surroundings. It's a desolate, dusty place with old furniture. Several video cameras pan toward T-1G, RED RECORDING lights flashing.

T-1G removes a gun and cocks it. An ALARM WAILS!

SUDDENLY, the paintings on two walls swing open, revealing 2 HUGHES 30mm CHAIN GUNS. A BOOBY-TRAP!

An EXPLOSIVE BARRAGE of gunfire blasts T-1G! Each penetrating bullet exits the opposite side of her body, narrowly stretching out her skin in the diameter of the bullet. As T-1G is continuously blasted, her distorted form takes on a porcupine effect. The long, skinny spinules the bullets created grow luminous with grainy static -- like static snow on a television. This glowing static emits high-pitched frequencies with each bullet hit.

As T-1G is blasted more and more, her body dissipates into a fog of static energy and eventually disappears.

The 30mm CHAIN GUNS run out of ammo and click empty. Silence.

Seconds later, a beautiful geometric aura of static electricity appears -- like an angel floating in a glow of radiant color. Granules of static energy return to their shape and rebuild T-1G, returning her to her gorgeous self -- her default mode.

The floor drops out -- a trap door -- swallowing T-1G. Sliding down a metal ramp, T-1G plummets into a cauldron of molten steel. SPLASH! Fire quickly consumes her!

CUT TO:

INT. MILITIA COMPOUND - SECURITY SURVEILLANCE ROOM

An ALARM wails, red lights flashing. Sarah hustles into the room and finds several MERCENARY TECHS perched before computers.

MERCENARY TECH
Someone hit the trap.

Sarah reacts.

INT. MILITIA COMPOUND - GUN ROOM

Sarah and an army of Mercenaries gear up with black market extreme weaponry.

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This crack assault force is like a well-oiled machine. No panic, no mistakes, just pumped adrenaline and focused precision.

EXT. JOHN CONNOR'S DECOY HOUSE

The Mercenaries communicate with hand signals as they approach the house.

MERCENARY #1 hustles up to Sarah, takes cover behind two SMOKE STACKS -- used to ventilate the heat from the decoy house's basement.

MERCENARY #1
All sides are secure. Ready to move on your execute.

SARAH
Do it.

INT. JOHN CONNOR'S DECOY HOUSE

Sarah and her team of Mercenaries storm the place. Weapons leveled and ready for action. But there is no action. Sarah scans the area. Cautiously moves about the house.

While the Mercenaries comb the place, Sarah steps to the center of the room where the collapsed floor reveals the cauldron of molten steel below. But did the trap work?

MERCENARY
Whatever was here, we melted it.

SARAH
Get me the video.

A Mercenary ejects a VCR TAPE and hands it to Sarah.

CLOSE ON MONITOR

The tape shows T-1G as the floor opens up. T-1G plummets and splashes into the cauldron of molten steel. But T-1G is completely unaffected. She casually swims to the side of the cauldron and climbs out.

Sarah turns sheet white.

CUT TO:

INT/EXT. FORD EXPLORER - DUSK

John pulls up to his house and finds Anna in the driveway, loading a duffle bag into her VW bug. We stay with John as he exits the truck and hurries across the driveway up to her.

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JOHN

What are you doing? What's going on?

No reply. Anna is visibly upset.

JOHN (CONT'D)

What, you're pissed because I left the party?

ANNA

Who the hell are you?

JOHN

What are you talking about?

ANNA

What am I talking about? I just got off the phone with a woman who insisted on speaking with John "Connor." Said she was your mother. I told her she had the wrong number. John "Kaplin" lives here.

John cringes.

JOHN

Anna, listen to me.

ANNA

It's not the first time this Connor thing's come up. Just tell me the truth, John. I'm tired of thinking that I'm paranoid.

JOHN

You're not paranoid.

ANNA

Is it true? Is it?!

John gives her a forfeiting nod. Anna backs away.

ANNA (CONT'D)

I don't know you.

JOHN

Anna, I can explain everything.

ANNA

What? How you lied to me? You lied to me!

JOHN

Anna, please.

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ANNA
 (emotional)
 Who are you?! Here I am, falling in love
 with some guy, I don't even know!
 Everything, our whole relationship, is a
 goddam lie!

Anna begins crying. John reaches for her.

JOHN
 Anna.

ANNA
 Don't touch me!

Anna shoves John back. Nosy neighbors across the street spy
 on the domestic dispute.

JOHN
 You have every right to be angry.

Anna fires up the ignition.

JOHN (CONT'D)
 Anna, please.

ANNA
 (suppressing her anger)
 I need to take a drive.

Anna puts the car in gear and drives off.

JOHN
 Anna! Shit...

INT. SUBURBAN HOUSE

John enters and finds a few things broken on the floor -- a
 result of Anna's temper tantrum. The fax machine finishes
 spitting out a facsimile.

John glances at the fax, studies it quickly. He goes to set
 it aside when something catches his attention. He examines
 the fax again. Something doesn't add up.

John opens a filing cabinet and rifles through some papers.
 He finds another fax sheet on Cyberdyne Systems. He places
 the two pages on top of each other and holds them up to the
 light. They're identical. Alarmed, John reaches for the
 phone. No dial tone -- Anna ripped the cord out of the wall.
 John flips open his cellphone.

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MK

INT. DATA SAFE - NIGHT

John Connor's computer company. Camera tracks past an impressive display of mainframe computer systems, all rack-mounted. Large flatscreen monitors hang on the walls. Boyd is in the progress of locking up when his cellphone rings. He answers the call.

BOYD

Yeah.

INTERCUT:

John speaks on his cellphone.

JOHN

They're identical.

BOYD

Here we go again.

JOHN

No, listen to me, Boyd. This is serious. It's a facade. Cyberdyne's masking their operation. I just looked at the project sheet. It's identical to the one they had last quarter except for the dates.

BOYD

No shit?

JOHN

Boyd. I want you to do a deep-tissue search. Hack into every goddam thing Cyberdyne's got going on over there. Get on it.

BOYD

It's done.

JOHN

And call me soon as you know anything. I'm on Anna's cell. You got that number, right?

BOYD

Yeah.

John hangs up. A beat later he dials again.

INT. VOLKSWAGEN BEETLE - DRIVING - DAY

Anna is driving when her cellphone rings. She struggles to hide her emotion as she takes the call.

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MK

JOHN (VO)

Hi.

ANNA

What do you want?

INTERCUT TO JOHN:

JOHN

Anna, if you'd just give me a chance to explain.

ANNA

Explain.

JOHN

I can't do this over the phone.

ANNA

Then where?

JOHN

Cafe Soliel in fifteen minutes.

ANNA

Fine.

CUT TO:

EXT. MILITIA COMPOUND - DAY

Sarah and a team of SEVEN MERCENARIES load up two 4X4 wagons with ultra-high-end weapon systems and boxes of ammo. Sarah has a cellphone to her ear, listening to the other end ring and ring.

SARAH

Come on, John, answer the goddam phone.

INT. JOHN CONNOR'S HOUSE

John home phone has been ripped out of the wall by Anna's temper tantrum.

EXT. MILITIA COMPOUND - DAY

Frustrated, Sarah end the call. She straps on a holster designed for two HK G-36 fully auto assault rifles with pistol grips and folding stocks. She slaps in a new clip.

CUT TO:

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EXT. SANTA MONICA BLVD - DAY

John's Ford Explorer travels toward an OUTDOOR MALL. 500 feet above flies Terminator in the stolen MD-520N helicopter. John's Explorer pulls into the underground parking structure.

EXT. OUTDOOR MALL - CAFE SOLIEL

John finds Anna at a table near a large glass window. He joins her. The mood is more than uncomfortable...

JOHN

Hi.

ANNA

Hi.

A WAITER approaches the table.

WAITER

Something to drink?

JOHN

(to Anna)

Coffee?

Anna nods.

JOHN (CONT'D)

Two black coffees. Thanks.

John gives Anna a look, takes a deep breath. This isn't going to be easy.

JOHN (CONT'D)

My mother's name is Sarah Connor. She's a fugitive. Wanted by the FBI, CIA, NSA, you name it. I have to say she's dead to protect her. And me.

ANNA

You're serious.

John's look says it all. Anna takes a moment to digest this.

ANNA (CONT'D)

What'd she do?

JOHN

According to authorities? Enough to serve a half-dozen life sentences.

Anna stares off, sickened.

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ANNA
I don't feel well.

JOHN
She's innocent, Anna. It's all a
smokescreen. I can't fully get into
detail but what I can tell you is --

ANNA
I need to use the restroom.

She leaves the table. John stares after her with concern
when his cellphone rings.

JOHN
(answering the call)
Yeah.

INT. DATA SAFE

Boyd sits before a terminal, data reflected in his glasses.
He looks amped.

BOYD
You're right. It's all bullshit.
Cyberdyne's got a half dozen other
projects going on over there. Tight
security shit.

INTERCUT:

JOHN
Anything A.I.?

Boyd types into the terminal, punching up data.

BOYD
From what I can see there's only one.
But it's under serious lock and key. I
can't get anything on it.

JOHN
What about the name? The designer?
What's the project called?

BOYD
Jeez, I'm not a machine, give me a second
here.

John waits anxiously for Boyd's information.

WOMEN'S ROOM

Anna returns from the bathroom, composed, make-up perfect.
She takes a seat at the table and turns to John with a smile.

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JOHN
(concerned)
You okay?

ANNA
Of course. Shouldn't I be?

John is somewhat baffled by Anna's conciliatory response and bright smile. Something seems out of place.

JOHN
I don't know, should you?

Boyd's voice comes over the cellphone.

BOYD
Okay, here it is.
(beat)
The project's called uh...Skynet.

The blood drains from John's face.

The MD520N ROARS as it lands right in the middle of the outdoor mall. Shoppers scatter, escaping the deadly rotor blades and torrent winds. Terminator exits with two .45 pistols in each hand.

SLOW MOTION

John dives on Anna, sending her to the ground and shields her with his body just as BLAM! BLAM! BLAM! The Terminator blasts away!

The large glass fountain SHATTERS from the onslaught. John takes Anna by the hand...

JOHN
Come on!

John yanks her toward the back exit where they narrowly escape Terminator's attack fire.

EXT. OUTDOOR MALL - DAY

John and Anna race across the mall, weaving in and out of the crowd. John stumbles upon a Security Officer. He snakes the rent-a-cop's GLOCK .40 from the man's holster.

Terminator marches past frantic shoppers who lie on the ground, trembling. He levels both .45s and explodes rounds in John's direction. Shoppers scream as they hit the deck!

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EXT. MOTORCYCLE SHOP - DAY

John and Anna race across the street and come upon a motorcycle dealership. In front, countless motorcycles are parked side-by-side, back tire to the curb. John shoves the Glock in the face of a motorcyclist's face who is backing his bike to the curb.

JOHN
Get off the bike!

MOTORCYCLIST
Come on, man! I just bought this --

JOHN
NOW!

The Motorcyclist backs off. Anna jumps onto the bike. Not just any bike. A red Suzuki GSX1300R "HAYABUSA." The fastest sport bike in production. Anna sits in the forward driver's position, revving the engine.

JOHN (CONT'D)
Move over!

ANNA
Get on!

JOHN
Move over!

Several shots whistle over John's head. Terminator charges across the street, blasting rounds of ammo.

No time to argue. John hops on the back, Anna steps into first and pumps the throttle. The Hayabusa is at 50 mph in one-thousand-one, one-thousand-two...

SCRRRREEEECH! A TRUCK slams on the brakes when Terminator races across the middle of the street. The truck SMASHES into Terminator.

Terminator bounces off the grill and skids across the pavement.

Unscathed and quickly on his feet, Terminator marches toward the row of sport bikes and hops on a black NINJA ZX-12R. The only street-legal bike which can keep pace with a Hayabusa.

Terminator hot-wires the bike, revs the bike, steps on the shifter and gives full throttle! The bike is a blur as it wheelies down the street!

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EXT. SANTA MONICA BLVD - DAY

John hangs on as Anna screams down the boulevard at seventy miles an hour. A red light ahead!

JOHN

Watch out!

Anna goes through the light, narrowly missing a SEMI. She weaves into the center lane where the traffic is less dense.

Terminator comes upon the red light and finds the Semi blocking his path. Terminator lays the bike down on its side with its wheels still pointed forward and rests his body onto the engine which skids across the pavement. Sparks shower as Terminator surfs the motorcycle beneath the Semi at fifty miles an hour.

Once clear of the semi, Terminator picks the bike back onto its wheels and climbs on without missing a beat.

Anna races the superbike into a hard turn. Unable to make the angle, she drives the bike up onto the sidewalk.

JOHN (CONT'D)

When d'ya learn to ride like this!?

ANNA

There's things you don't know about me, too!

BAM! BAM! BAM! John looks behind and sees Terminator gaining.

ANNA (CONT'D)

Hang on!

Anna rolls on more throttle. Speedometer climbs to 100 mph as the superbike streaks down Olympic Blvd.

TERMINATOR POV. A GPS MAP DISPLAY indicates traffic. Optimal routes. Danger areas. It's like a video arcade game in fast motion -- except Terminator's highly sophisticated CPU leaves no room for error.

Anna speeds down a street directly parallel to the 10 freeway. To her right is a 15 foot berm which ramps up to the freeway.

Anna turns the sportbike into the ramp at an easy angle, creating an Evil Knevil class jump!

John white-knuckles it as Anna jumps the sport bike up the berm and jumps off...

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EXT. 10 FREEWAY

Anna and John hang onto the Hayabusa as the bike flies across
incoming westbound freeway lanes traffic like a bird...

The Hayabusa lands onto the eastbound fast lane and keeps
pace with traffic.

John screams at Anna, adrenaline-pumped.

JOHN
WHO THE HELL ARE YOU!?

Anna turns to John, smiles casually, then focuses back on the
road ahead.

Terminator's Ninja flies across westbound traffic in the same
fashion...but he lands on the roof of a semi.

Terminator speeds along the semi trailer and jumps off onto
the freeway where he resumes pursuit.

Anna sees Terminator approaching in the rearview. She speeds
onto the shoulder of the freeway and gives full throttle.

John's face contorts from the furious ram air, his cheeks
flapping violently. Eyes squinted hard as the Hayabusa takes
them to 130 miles.

Terminator levels his .45...BAM! BAM! BAM!

Anna glances down at the Hayabusa's speedometer which climbs
to 150 miles per hour. The freeway ahead contorts
strangely with a tunnel-vision effect. The traffic melts
into a solid wall of Detroit steel. The speed is almost
euphoric.

Terminator's speedometer climbs to 160 mph.

Anna's speedometer climbs to 170.

Terminator, 180.

Anna applies the brakes. Terminator drives through a wall of
black smoke.

Anna takes an off-ramp which Terminator unwittingly passed.

EXT. OFF-RAMP

Anna screams down the off-ramp and locks the brakes! And
with no room to spare as dissecting traffic comes within
inches of her front tire.

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EXT. 10 FREEWAY

Terminator slows the Ninja and races over to the right shoulder of the freeway and jumps off the overpass.

EXT. OVERPASS

Terminator's Ninja lands down onto the street. .45 leveled, Terminator pumps off several shots at John.

Anna screams on the throttle, escaping the deadly fire.

JOHN
The Metrolink!

Anna sees what John is indicating. She drives onto the sidewalk and down the stairs of the Metrolink -- L.A.'s new subway system.

INT. METROLINK

Anna races down the stairs and drives through the ticket gate. An opened maintenance door offers a route past the revolving security gates.

Terminator drives the Ninja up onto the wall, using it as a ramp and jumps the bike over the revolving security gates.

INT. METROLINK - TRAIN TUNNEL

Anna jumps down onto the subway tracks and pours on full throttle. The Hayabusa is at 90 mph in seconds, rocketing down one pair of tracks. An oncoming train traveling down the sister tracks streaks past, a mere arm's reach away. One wrong twitch, instant death. The effect of speed is dizzying.

TERMINATOR POV. Nightvision gives a better view of the dark subway tunnel. Terminator's own digital Speedometer climbs...90 mph...100 mph...

John spins around and blows several shots at Terminator's Ninja with his Glock .40.

Bullets spark off Terminator's bike as he pursues.

Anna cuts a fast turn down a...

INT. UNDEVELOPED SUBWAY TUNNEL

The Hayabusa banks high up on the hard-packed dirt wall.

Terminator makes the same high-bank turn!

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MK

JOHN
Watch out!

Up ahead, an unmanned tractor blocks their path!

Anna drives the Hayabusa up onto the rounded banked walls of the tunnel and successfully escapes the collision.

Terminator emulates. The two superbikes scream past like two luge sleds racing down an Olympic chute.

Anna rolls on full throttle while John explodes his remaining rounds at Terminator's Ninja. Bullets sparking off his bike, Terminator remains glued to them like a tail on a comet.

Up ahead, a large stack of steel beams. Anna races high up onto the right wall. Terminator speeds high along the left wall. With the obstacles between them, Anna and John are safe. Until...

Get ready for this...

Terminator climbs higher up onto the wall and travels across the ceiling -- upside-down!

John aims the Glock above and pumps off the remaining shots at Terminator. BLAM! BLAM! BLAM! The gun empty, John discards the pistol.

Terminator descends the other side of the sloped tunnel wall and down toward Anna.

The tunnel forks ahead! Anna fakes left, then suddenly cranks the bike right, CRASHING through several wooden planks which read -- END OF CONSTRUCTION.

Anna hits the brakes hard. Both tires lock. But the superbike can't stop fast enough. CRASH! Right into the dead end wall of rock.

John picks himself up off the dirt, scraped up and bruised, but not badly injured. Anna, alert and unscathed, checks on John's condition.

ANNA
You okay?

John shrugs, freaked out.

Anna turns her head to the sound of a motorcycle engine revving.

At the entrance of the dead-end tunnel, Terminator drives forward on the Ninja. He revs the bike in the darkness, red eyes glowing ominously.

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MK

CLOSE ON the rear tire of the Ninja as it spins max RPMs, kicking up dirt. The tire catches traction, rocketing Terminator toward T-1G and John. Terminator levels his .45 and empties the rest of the clip. BAM! BAM! BAM!

Anna jumps in front of John and takes the punishment.

Bullets rip through Anna's chest, exit the opposite side of her body, narrowly stretching out her skin in the diameter of the bullet. A familiar effect.

John reacts as Anna returns to default mode. THE T-1G.

T-1G shoves John out of the way with inhuman strength.

Terminator barrels the bike into T-1G...CRASH! A small EXPLOSION of fire spreads!

Terminator grabs T-1G and throws her hard into the rock wall. T-1G runs up the wall, backflips off and comes down on top of Terminator with a violent kick. SMASH! Terminator stumbles back. He picks up the Ninja and launches it at T-1G.

T-1G catches the bike like she was thrown a ball, tosses back at Terminator. Terminator ducks as the bike impacts the wall.

T-1G runs at Terminator. SMASH! The rock walls of the tunnel cave as the two machines battle it out. Terminator drives his fists into her repeatedly. But his fists move through her as her form turns to static energy. It's as if Terminator is battling a ghost. In this mode, T-1G can't be injured, nor can she injure.

Terminator swings his arms through the static energy gas, but with no effect.

T-1G turns into a static fog, then DISAPPEARS. Where'd she go?

John looks around confused. He watches Terminator search the area, equally as baffled.

Terminator turns cold eyes upon John and levels his .45.

John winces, ready to die.

BAM! BAM! BAM! But the bullets never reach John; they seem to have hit an invisible barrier half way.

Terminator examines the compacted bullets which appear to be stuck in mid-air.

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Terminator reacts as the background becomes the foreground. T-1G has perfectly camouflaged herself by projecting the imagery of what's behind her onto her body. Making her virtually invisible.

T-1G steps into Terminator and WHACK! Kicks the giant across the face. Terminator stumbles back.

T-1G disappears again.

Terminator once again searches for his enemy.

JOHN'S POV. He sees T-1G standing directly between him and Terminator.

Terminator sees John, but not T-1G.

TERMINATOR POV. His vision changes to INFRARED. No avail. His vision changes to SONAR. T-1G is seen!

SONAR POV. The outlined figure of T-1G racing toward Terminator! WHACK! WHACK! WHACK!

John watches T-1G go ballistic, kicking the shit out of Terminator. The cyborg doesn't stand a chance against the superior machine.

T-1G picks up Terminator and throws him hard into a steel support beam. The support beam collapses. A tsunami of dirt and rock impact Terminator as the roof caves in. Completely burying him. The roof continues caving in, threatening John's life.

T-1G grabs John and carries him away from the danger zone.

Finally, the avalanche stops. T-1G turns and examines the cave-in. Terminator is buried in forty feet of dirt and rock.

John, shaken up and adrenaline pumped, turns to T-1G.

JOHN
Where's Anna?!

T-1G
Terminated.

John sinks down into a crouched position, staring blankly at the ground, eyes watering. He shakes his head, struggling with the harsh reality.

The sound of a subway train echoes in the distance. T-1G takes John's hand.

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T-1G (CONT'D)

Come on.

John pulls away, emotionally upset. John sinks to the ground, emotionally destroyed.

JOHN

Jesus... Anna....no, NOOOO!

John sinks down, tears streaking down his face.

T-1G

We have to hurry, John. We can't do this now.

T-1G offers John her hand.

INT. SUBWAY TRAIN

T-1G and John take a seat near the back. John suffering from the loss of Anna, stares blankly at the floor with tear-stained eyes. Several GANGBANGERS leer lustfully at T-1G.

JOHN

I don't understand. Why'd he kill her?

T-1G

Anna was important to the resistance. And to you.

John wipes his eyes, struggling with his emotions. T-1G turns to John with a hint of compassion.

T-1G (CONT'D)

I'm sorry...

John takes a deep breath, fighting to pull himself together.

JOHN

Why'd you take on her likeness?

T-1G

I knew you would mourn her death. Given the immediate circumstances, there was no time for that.

John glances at T-1G, studying her.

JOHN

So lemme guess, I sent you from the future to protect me.

T-1G

(nods)
Twenty-five years from now.

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MK

JOHN

Hard for me to imagine I was able to capture and re-program you.

T-1G

I can't be captured. I can't be re-programmed.

John is baffled.

T-1G (CONT'D)

Your soldiers stormed Cyberdyne's main factory. You programed the facility to build me to your own specifications.

John nods, but not all of it makes sense.

JOHN

I don't get it, why the chase? Why'd you run from the Terminator when you had no problem kicking the shit out of it?

T-1G

I had to assume it was an advanced prototype.

JOHN

Like you?

T-1G

Not like me. I'm the only one of my type.

JOHN

And what type is that?

T-1G

Cyberdyne System's most elite model, T-1G.

JOHN

So what are you, liquid metal?

T-1G

Sentient frequency matter.

JOHN

What's that?

T-1G

Trillions of molecular engineered particles which can take on any physical form.

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MK

JOHN
So you can basically make yourself into anything you want.

T-1G
Within certain limits.

JOHN
Human?

T-1G
(holds out her hand)
Touch me.

John reaches out and feels her skin. Soft, warm, seemingly human.

JOHN
I can't tell the difference.

T-1G
A surgeon couldn't.
(examining John)
You're frightened.

JOHN
(deep breath)
I'm just not used to being second on the evolutionary scale.

INT. UNDEVELOPED SUBWAY TUNNEL

The heaping pile of dirt and rock separate as Terminator's torn hand spears through.

CUT TO:

EXT. CITY STREET - NIGHT

T-1G yanks open the door of a SEDAN.

JOHN
My mom...I should call her.

T-1G
There's nothing Sarah Connor can do to help us. Get in.

INT. SEDAN - DRIVING - NIGHT

T-1G cranks the steering wheel. The Sedan skids across the freeway in front of traffic, near-collisions left and right.

JOHN
I thought the idea was to keep me alive.

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T-1G
That's half of it.

JOHN
What's the other half?

T-1G
In forty-three minutes, Skynet gains consciousness.

John's blood ices.

JOHN
Forty-three minutes? It's going to take that long to get there!

T-1G races past traffic, weaving in and out of cars. She cranks the steering wheel and speeds down an exit.

JOHN (CONT'D)
Wrong exit! Where're you going?

T-1G
To your computer lab. Datasafe.

JOHN
Why?

T-1G
You recently created a program which has sentient qualities. Self-writing software. Semi-conscious. It crashes mainframes.

JOHN
Icebreaker.

T-1G
Excuse me?

JOHN
The name of the program.

T-1G
We're going to use Icebreaker to crash Skynet.

JOHN
Crash Skynet?

T-1G cranks the wheel, skidding past cars.

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JOHN (CONT'D)

You're talking about busting down a billion dollar computer platform that's artificially intelligent. Little out of my league here.

T-1G

Just before Skynet becomes aware, it will go through a period of disorientation. During then, it's vulnerable.

John sees a glimmer of hope.

JOHN

How long's this period of time?

T-1G

Eight, possibly nine seconds.

INT. JOHN CONNOR'S REAL HOUSE - NIGHT

Sarah and her team of Mercenaries search the place for John who's nowhere to be found. Sarah pets John's German Shepherd, Bandita, calming the animal.

SARAH

Hi, girl, where's John?

Sarah leaves Bandita and continues to search the house. She finds the faxed pages of Cyberdyne systems. Searches John's desk and finds a business card which reads:

DATASAFE. Technology risk assessment. John Kaplin, president.

Sarah notes the address.

CUT TO:

EXT. OFFICE BUILDING - NIGHT

This modest two story structure is located near LAX airport. Large jumbo jets occasionally ROAR overhead. The Sedan skids to a stop. John and T-1G hustle out of the car.

INT. DATASAFE

John and T-1G exit an elevator which leads into the large warehouse. John unlocks the glass security door and punches in the alarm code.

John hits the master switch and powers up the entire computer network.

T-1G stands behind John as he seats himself before the main terminal. John focuses on the large-screen monitor.

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JOHN
Takes a minute for the system to power
up.

T-1G lifts her head as the obnoxious ROAR of a 747 passes
overhead, rattling the windows.

JOHN (CONT'D)
May not be the quietest building in the
world, but the rent's cheap.

T-1G gives John a warm smile.

JOHN (CONT'D)
Let me ask you something. How d'you
disappear like that? By changing
yourself molecularly into air? How?

T-1G
That would make me ineffective in battle.
Re-molecularization takes time.

JOHN
So what do you do?

T-1G disappears before John. John reacts curiously.

T-1G
I project what's behind me, onto my body.

T-1G moves to John's other side. What she had projected onto
her body now clashes with the background and makes her stand
out like a sore thumb.

JOHN
Whoa...

John watches T-1G returns to her default mode. The computer
beeps as the system goes online.

T-1G
You're online.

JOHN
(snaps out of awe)
Yeah. Right.

John wipes the cold sweat from his brow, takes a deep breath.

T-1G
Relax, John.

JOHN
I got a nine second window to save three
billion lives, it's a little hard to.

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ON THE MONITOR. John's company logo appears. DATASAFE. John's fingers dance across the keyboard as he logs onto Cyberdyne Systems.

JOHN (CONT'D)
How're we doing on time?

T-1G
Coming up on our window in a minute and a half.

JOHN
(shaking his head)
Let's just hope they haven't changed the code.

Cyberdyne's dazzling logo appears. Then a WARNING FLASHES.

CYBERDYNE COMPUTER (VO)
UNAUTHORIZED ADMITTANCE, PLEASE ENTER
MASTER COMBINATION.

JOHN
Shit! The code's twenty-digits. Alpha-numeric. It takes Icebreaker five minutes to decipher it. We're screwed.

T-1G leans over John and types into the keyboard, fingers blazing.

CYBERDYNE COMPUTER (VO)
Access granted. Welcome to Cyberdyne Systems.

John looks up at T-1G, amazed.

T-1G
That much I know. The rest is up to you.

John feverishly goes back to work.

ON MONITOR. Icebreaker's 3-D graphic lays on top of Cyberdyne's menu. John clicks on one of Icebreaker's options.

JOHN
Run full crash.

John hits the ENTER key. He stares at the computer screen, anxious, nervous.

JOHN (CONT'D)
All we can do now is hope and wait.

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John stretches his back, takes an anxious breath. T-1G places her hands on John's shoulders and gives him a neck rub.

T-1G
How's that feel?

JOHN
(slightly uncomfortable)
Not bad.

John focuses on the monitor, surprised by what he sees.

JOHN (CONT'D)
That was fast.

T-1G
What?

JOHN
It got right past the inner firewall and into the core. You're right, the system is weak.

Dazzling computer graphics visually show Cyberdyne's central nervous systems. The core.

JOHN (CONT'D)
Data is being corrupted. It's working.

John, electric, types into his keyboard, but his computer is locked.

JOHN (CONT'D)
I'm frozen. Shit.

John fights to remedy the situation.

JOHN (CONT'D)
Something's wrong. This shouldn't be happening.

T-1G
What's the problem?

JOHN
I'm losing bytes. It's downloading my entire network! I have to abort.

John's jaw falls agape as his body convulses with a deadly dose of amperage.

T-1G
You're terminated.

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KA-BLAM!

T-1G is blown back, her hands sparking with electrical current.

John falls to the ground, still choking from the electrical dose.

Sarah Connor marches toward T-1G with her two HK G-36s. She levels them at T-1G and fires a constant stream of ammo.

Sarah's Mercenaries back her up. Exploding a barrage of gunfire at T-1G.

T-1G's body contorts hideously as she stumbles back from the constant onslaught. Each bullet creating long spinule exit holes.

Sarah empties both ammo belts, during the brief pause, she quickly turns to John.

SARAH
Get out of here!

Sarah reaches behind her back for a .50 caliber sniper rifle, levels it at T-1G. But before she can squeeze off a shot...

T-1G's body turns to an electrical gas. And in this ghost-like form, the bullets have little effect. T-1G then disappears into thin air.

Sarah and the Mercenaries search the area, confused as hell.

Mercenary #1, carrying a ROCKET LAUNCHER, is cut across the throat. The soldier stumbles to the ground, dead. Mercenary #2 is knocked ten feet into the wall...CRASH!

MERCENARY #3
Where the fuck is it!?

Mercenary #4 is kicked off his feet, neck broken. Mercenary #3 fires wildly, screaming in fear. He suddenly stops, drops his weapon and falls to the floor, a gaping hole in his back.

The remaining Mercenaries open fire and spray the entire room. During this, two more Mercenaries are cut down.

John grabs Sarah and pulls her back.

JOHN
You can't win, come on!

Sarah EXPLODES shots randomly.

2
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3
5

T-1G, seen for a split second, disappears. Sarah, freaked, levels the .50 caliber, pumps off a barrage of gunfire.

Sarah reacts as one of her bullets seems to have stopped in mid-air. T-1G's camouflaged form is partially revealed as the background which she projects on her body isn't perfectly matched to perspective.

Sarah clicks her .50 caliber to an empty chamber. While she slaps in a full clip, T-1G's partially camouflaged form again disappears.

WHACK! Sarah is kicked in the chest. She flies back hard into the elevator doors, dislocating her shoulder. John rushes to her side.

T-1G makes herself appear as she marches toward John and Sarah.

DING! The elevator doors open. T-1G looks up at...

Terminator! He holds a .40mm HK69 grenade launcher.

TERMINATOR

Get down.

Terminator fires a GRENADE which impales T-1G's chest. EXPLOSION! T-1G is blown back from the violent force. She tumbles across the floor, her body vaporizing into streaks of sizzling light. The lights pours back into itself and reforms T-1G, returning her to default mode.

T-1G jumps up onto the ceiling, sticks to it like a spider. She jumps down, grabbing hold of the ROCKET LAUNCHER.

Terminator fires another grenade....EXPLOSION! T-1G, carrying the rocket launcher, is blown through the window... CRASH! Glass everywhere!

Terminator looks down at John, offers a hand.

TERMINATOR (CONT'D)

Come with me if you want to live.

John is beyond confused. Isn't this the bad guy? No time to figure this out now. He grabs hold of Terminator's hand, pumps to his feet, hustles to Sarah who struggles to ignore the pain of her dislocated shoulder.

Sarah grabs one of the HK G-36s with her right (good) arm. Slaps in a new belt of ammo, wraps the belt around the same arm.

John grabs the .50 caliber sniper rifle. The three are now heavily armed and ready for action.

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510

EXT. OFFICE BUILDING - ENTRANCE

T-1G returns to her default mode. She focuses on the rocket launcher several feet from her. She picks up the weapon.

INT. OFFICE BUILDING

Terminator peers through the window and watches T-1G aim the rocket launcher right up at him.

TERMINATOR

Run.

John and Sarah do what they're told.

EXT. OFFICE BUILDING

T-1G pauses firing when something fills her ears. She turns and focuses on an approaching 747, landing gear down, on final approach. T-1G shift aim and fires a rocket at the jumbo jet!

EXT. 747

The rocket impacts the 747's wing. EXPLOSION! The fiery 747 barrel-rolls out of the sky, heading straight for the office building.

INT. OFFICE BUILDING

Terminator, John and Sarah exit through the side of the building when they see the massive jumbo jet hurtling straight for them.

SARAH

Run!

Terminator hustles up to a MANHOLE COVER, rips off the lid.

TERMINATOR

Get in.

Sarah and John hurry to do just that.

SLOW MOTION

as the 747's fiery carnage bounces into the parking lot where Terminator, John and Sarah were seconds earlier.

SMASH! A MASSIVE EXPLOSION as the Office Building where John once worked is CRUSHED by the hurtling fuselage.

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INT. SEWER

Terminator, John, and Sarah, wade as fast as they can through the two feet deep sewer water. Chunks of concrete raining down onto their heads. Like St. Elmo's Fire, a ball of FLAMES rushes toward them.

TERMINATOR

Get down.

John and Sarah dive into the water which is barely deep enough to cover their bodies. SWOOOSH! The firestorm BLAZES over their heads.

CUT TO:

EXT. STREET - NIGHT

Traffic is backed up. Crowds of PEDESTRIANS stand outside of their cars. Some cry from the horrific tragedy; others stand catatonic, staring at the 747 crash site.

HIGH-PRESSURE WATER shoots out of a fire hydrant and douses the flames, clearing a path for Terminator, John and Sarah as they emerge from the manhole.

Terminator's eyes target a custom MOTOR HOME.

INT. MOTOR HOME

A MOTHER and DAUGHTER back against the rear wall as a gruesome Terminator rips off the door and enters. He is still smoldering, large portions of endoskeleton exposed beyond charred cloned flesh.

TERMINATOR

Get out.

What a good idea! The Mother and Daughter, in a state of panic, squeeze past Terminator as fast as their nerves can propel them. The FATHER, behind the wheel, approaches Terminator, in a state of shock from the horrific 747 crash.

FATHER

What the hell is this!?

The Father goes limp at the sight of Terminator. John and Sarah enter with their heavy artillery weapons.

TERMINATOR

You stay.

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3
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EXT. TWISTED 747 AFTERMATH

A victim of the wreckage focuses on an angelic burst of colorful light. T-1G appears -- is this the Virgin Mary? The Victim reaches out for what she assumes is her savior until T-1G steps on the victim's neck and coldly strides on, fire illuminating her perfect body.

INT. MOTOR HOME - DRIVING - NIGHT

John peers out the back window, searching for the T-1G. The coast appears to be clear. John turns back to Terminator.

JOHN

You kicked ass back there.

TERMINATOR

I know.

Sarah lets out a grunt, cringing from the agony of her dislocated shoulder. Terminator approaches Sarah, examines her.

TERMINATOR POV. The dislocation is clearly seen.

CRACK! Re-sets the shoulder. Sarah lets out a SHARP SCREAM.

UP FRONT

The Driver winces from the scream, scared shitless. While driving, his eyes fall on a cellphone.

BACK CABIN

JOHN

How many models like you have been sent back?

TERMINATOR

Just me.

John takes a closer look at Terminator. He can see the cyborg's human flesh slowly repairing itself, returning cloned tissue and endoskeleton to new.

JOHN

You're healing.

TERMINATOR

I am Cyberdyne Systems model T-201.
Upgraded self-regenerating capability.

JOHN

You were trying to kill me.

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MK

TERMINATOR
I was programmed to stop you.

JOHN
By who?

TERMINATOR
You. Twenty-five years from now.

JOHN
What?

SARAH
Wait a minute, you're saying that John sent you back through time to terminate himself?

TERMINATOR
Not terminate...stop. Injury was an acceptable risk.

JOHN
Stop me? From doing what?

TERMINATOR
Cyberdyne Systems was unsuccessful in making Skynet conscious. The program lacked one thing. A sense of mortality.

JOHN
Whadaya mean, mortality?

TERMINATOR
Skynet could not know life, until it was threatened with death. That's what your program taught it.

JOHN
You're telling me, when I tried to crash Skynet, I brought the damn thing to life?!

TERMINATOR
Yes.

John's blood turns to ice.

SARAH
Skynet's alive... Jesus...

Sarah grabs John.

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10

SARAH (CONT'D)
Why didn't you listen to me! You had an obligation, goddammit! You should've LISTENED TO ME!

JOHN
How was I supposed to know that --

SARAH
Three billion lives, John! Three billion human lives!

JOHN
We can still stop it!

TERMINATOR
Skynet is already in control of several nuclear platforms. War is imminent.

Sarah takes that like a knife in the heart.

SARAH
We don't have any other options.
(to John)
Keeping you alive's our only chance now.
(to Terminator)
I've been stock piling supplies in a cave deep inside Mount Chaffney.

TERMINATOR
Mount Chaffney is where John Conner emerges after the nuclear fires.

SARAH
So it's fate.

JOHN
There is no fate but what we make. Those are your words, remember?

SARAH
It's over, John.

John refuses to believe it.

EXT. STREET - PAY PHONE

Frantically speaking into the phone is the Wife of the Motor Home Driver, her daughter hugging tightly to her waist.

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5

MOM
 (hysterical)
 I'm telling you, I'm sure they had
 something to do with the crash, they were
 heavily armed. Yes, heavily armed.
 Please be careful, they have my husband!

EXT. MOTOR HOME

The vehicle speeds down the freeway.

INT. MOTOR HOME - BACK CABIN

John sits in anguish. Terminator stands in the center of the cabin, ready for attack, weapons tight in his grip. Sarah studies John's pain; something she's familiar with.

SARAH
 I'm sorry about Anna.

John nods, eyes adrift.

SARAH (CONT'D)
 I know what you're going through. I know
 how hard it is to lose someone. But you
 have to put it behind you.

John looks directly into Sarah's eyes. They now have something in common besides blood. John looks up at Terminator.

JOHN
 Why Anna?

TERMINATOR
 The T-1G's highest probability for
 success was to get close to you posing as
 your girlfriend.

John looks off, tortured.

TERMINATOR (CONT'D)
 You are now targeted for termination.
 The T-1G will not stop until --

JOHN
 -- it completes its mission, yeah I know
 the drill.

SARAH
 I set a trap back at the compound. A vat
 of molten metal. The T-1G fell right
 smack into it --

2
2
3
5

JOHN
-- and right smack out.

TERMINATOR
The T-1G is Skynet's most elite model.
Composed of sentient frequency matter.
It can't be melted, frozen or blown-up.

JOHN
How do we kill it? Can we kill it?

TERMINATOR
Unknown.

CUT TO:

EXT. CHEYENNE MOUNTAIN COMPLEX - NORAD - NIGHT

Establishing.

INT. NORAD - COMMAND CENTER

Giant screens display maps of the world, via satellite.
Perched before terminals which access the mainframe are Naval
Techs.

One of the TECHS is alarmed by what he sees. He checks the
data on his computer screen to be sure. He rips off a
printed sheet and hurries to exit the room.

INT. NORAD - CAFETERIA

The Tech hustles up to a Naval Captain, the COMMAND DIRECTOR
who's in the middle of eating.

TECH
Sorry to interrupt, Sir, but you might
want to take a look at this.

The Command Director examines the printed sheet. The Tech
gives the Command Director a smirk.

TECH (CONT'D)
It's a drill, right?

The Command Director's face turns to stone.

COMMAND DIRECTOR
Get me General Wade.

The Tech reacts, this is no drill.

CUT TO:

MK

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2
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15

INT. CAMP DAVID - PRESIDENT'S BEDROOM - NIGHT

The PRESIDENT is awakened by a man in a SUIT.

SUIT
Mr. President.

INT. HALLWAY

The President buttons his shirt as he strides down the hall. He's met by one of his JOINT CHIEFS OF STAFF who keeps pace.

PRESIDENT
What's going on?

JOINT CHIEF OF STAFF
One of our Ohio-class subs has been put on silent running and is poised for ballistic assault. They're too deep to establish any kind of contact.

The President turns to his EXECUTIVE SECRETARY.

PRESIDENT
Have we heard from Matt Ribberdy?

EXECUTIVE SECRETARY
No yet, sir.

PRESIDENT
Get him. And I need coffee.

INT. CAMP DAVID - MEDIA ROOM

The President, sipping coffee, sits before a video conference network. Displayed via teleconference is MATT RIBBERDY. He sits inside A COMMAND AND CONTROL center, location unknown.

PRESIDENT
Matt, what's going on down there?

MATT
Hacking, sir. Our command and control database is being accessed.

The President reacts to what may be considered an act of war.

MATT (CONT'D)
Sir, every firewall's falling like tinder sticks. None of our counter-measures have been successful. I highly suggest we place an uncorrupted copy in our Green River Complex. I need 200 terabytes of core freed up and full access to the Cyber Cellar.

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MK

The Secretary of Defense is seen on another monitor.

SECRETARY OF DEFENSE

Mr. President, we can't just open our most secured facility and allow a database which might very well be corrupted --

MATT

The copy is uncorrupted, sir.

The President is anguished, cold sweat lining his brow.

MATT (CONT'D)

Sir, we have to erase the core before anymore information is accessed. And we can't do that until we have a secured copy in place.

PRESIDENT

Free up two hundred terabytes of core.

SECRETARY OF DEFENSE.

Mr. President --

The President shoots the Secretary Of Defense a hard look.

CUT TO:

EXT. GAS STATION/MINI MALL - NIGHT

Terminator refuels the Motor Home when another customer on the opposite side of the gas pumps curses the credit card machine in frustration. The CUSTOMER looks up at Terminator.

CUSTOMER

These goddam stupid machines! They're all crap!

Terminator shoots the disgruntled Customer a death look as the man strides toward the attendant window.

INT. MOTOR HOME

John walks up and sits in the passenger seat, turns to the Driver who is obviously petrified.

JOHN

Howya doing?

(no reply)

Look, we have no intention of hurting you.

The Driver is incredulous.

2
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3
5

JOHN (CONT'D)

Get back to your family. Spend as much time with them as you possibly can, okay? Go ahead.

The Driver, at first somewhat reluctant, opens the door and exits quickly and quietly.

BACK CABIN

John approaches Sarah as Terminator enters.

TERMINATOR

Both tanks are full.

JOHN

I'm not doing this. I'm not running off so I can hide in a mountain somewhere.

SARAH

How long before Skynet launches?

TERMINATOR

A U.S. Trident submarine launches the first warhead at San Francisco in eighty-two minutes.

Sarah shakes her head, devastated.

JOHN

What if we destroyed Cyberdyne? I mean nuked the place completely.

TERMINATOR

Negative. Skynet has anticipated that, and is downloading itself into a protected environment. Once safe, it will launch globally. Two hours after San Francisco is destroyed.

JOHN

There's has to be some way to stop this.

John storms out of the Motor Home.

EXT. MINI MALL - NIGHT

John walks past the stores, suffering with guilt.

JOHN

Think, John, think...

Through the storefront window, John spies on a Father and Son being playful.

2
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3
15

MK

Terminator approaches.

JOHN (CONT'D)

I can't do it.

TERMINATOR

Why?

JOHN

Because I make mistakes. Too many mistakes. I let myself get set up.

(beat)

People are supposed to believe in me? Trust me? Why should they?

TERMINATOR

You are an effective leader.

John shakes his head, unable to hear the words.

JOHN

I'm responsible for the greatest cataclysmic event man will ever know! And I'm supposed to live in a mountain while cities burn to a crisp? No way.

(beat)

I sent you back through time to stop me, another mistake... You should blow me away.

John walks off. Terminator grabs John and hurls him into some trash cans. CRASH!

JOHN (CONT'D)

What the hell!

Terminator picks up John with one hand and nudges a .45 against his temple.

JOHN (CONT'D)

What are you doing?! Stop! It's me, Connor!

(terminator cocks the pistol)

Leader of the resistance!

Terminator pauses, uncocks the pistol and withdraws it from John's head.

TERMINATOR

Then start acting like him.

Point made. John wipes the blood from his lip.

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JOHN

What'd I do? Program you to kick my ass if I started acting like a coward?

TERMINATOR

"Baby." The word you used.

John extends his hand.

JOHN

Give me a hand.

Terminator pulls John half way up...lets go. John crashes back down.

JOHN (CONT'D)

Thanks!

TERMINATOR

(walking off)

No problemo.

John gets to his feet and catches up with Terminator who strides toward the motor home.

JOHN

"No problemo??" Sounds familiar, I teach to say that in the future?

TERMINATOR

Among other things.

JOHN

Like what?

TERMINATOR

You programmed me to push you to your full potential. Keep you alert.

JOHN

You mean give me shit. Is that what you're really saying?

TERMINATOR

It's how you work best.

JOHN

Great...just what I need. A Terminator with attitude.

(shrugs)

Well at least you have some personality.

TERMINATOR

One of us has to.

John stops in his tracks, realizing this relationship might be hell.

INT. MOTOR HOME

Sarah opens the door as John enters, disheveled, blood under his nose. Terminator trails.

SARAH
What the hell happened?

TERMINATOR
We had a nice talk.

Sarah reacts as John wraps some ice in a towel and holds it against his cheek, a little cautious of Terminator.

JOHN
You said Skynet downloaded itself into a protected environment...where?

TERMINATOR
Green River Launch Complex. Utah.

SARAH
Green River?

JOHN
It's the new Area 51. Place is a goddam fortress.

With his free hand, John picks up a cellphone and dials.

JOHN (CONT'D)
(into phone)
District of Columbia...the Central Intelligence Agency please.

SARAH
John!?

JOHN
We can't do this alone.

SARAH
You think you can convince them? You'll be stuck in red tape hell. I've dealt with this shit, you haven't.

John stubbornly remains on the line. Terminator grabs the phone from John and smashes it in his grip. John, confused, faces Terminator.

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JOHN
What, I programmed you not to listen to me too?

TERMINATOR
Only when your survival is at risk.

SARAH
John, we can't win this right now.

JOHN
My gut tells me we can! If I can't trust my gut, how the hell am I supposed to make a decision in the future?

Terminator lifts his head as he hears something.

TERMINATOR
Helicopters. Approaching from the Northwest.

John and Sarah listen, hear nothing. Terminator moves to the window, looks out.

TERMINATOR POV. Telescoping nightvision reveals an army of choppers approaching. Searchlights aim down at the Mobile Home.

TERMINATOR (CONT'D)
They're targeting us.

SARAH
(peering out the window)
They think we downed the jet.

The choppers are now audible to human ears. Terminator grabs a .50 caliber sniper rifle.

JOHN
Unless you want a bloodbath, there's only one way out of this.

Sarah pauses, struggling with what will be the biggest decision of her life.

SARAH
They won't listen.

JOHN
They'll have to.
(to Terminator)
You know how to surrender?

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TERMINATOR

Surrendering is not one of my mission parameters.

JOHN

It is now. Put your hands above your head.

Terminator reluctantly does as he's told.

TERMINATOR

How do I look?

John examines Terminator who looks more than awkward.

JOHN

Surrendering is *not* you.

INT. HELICOPTER - ABOVE - NIGHT

The Copilot aims a NIGHTSUN spotlight down at the Motor Home, illuminating John, Sarah and Terminator as they exit the vehicle.

PILOT

Charley base, seven six uniform. Have terrorists in sight.

RADIO (VO)

Subjects are heavily armed. Use extreme caution.

EXT. FIELD BESIDE MINI MALL - NIGHT

Torrent winds blast dirt into the air as a SQUADRON OF HELICOPTERS perform steep approaches.

Upon landing, armed SWAT, POLICE and FBI exit with weapons leveled. They stealthily storm the Motor Home with trained precision.

John, Sarah and Terminator stand beside the Motor Home, hands in the air, winds blasting their faces.

TERMINATOR POV. A digitized scan of the approaching SWAT soldiers. Each of their weapons is identified; their lines of fire calculated.

Terminator shoves John back behind his body to protect him.

TERMINATOR

This is tactically dangerous.

2
2
3
5

JOHN
Just stick with the plan and we'll be fine.

TERMINATOR POV. Highly sensitive ears hear everything. Weapons cocking, bullets being loaded. Safeties being released.

POLICE MEGAPHONE
Drop your weapons!

SARAH
We are unarmed! We surrender!

John looks down and sees a pistol tucked in Terminator's front belt.

JOHN
Shit! Lose the gun.

SWAT POV. The task force reacts as Terminator reaches into his belt to discard his .45.

SWAT #1
Gun!

All hell breaks loose. Terminator quickly pulls John into his chest and turns his back to the gunfire. Sarah dives and rolls beneath the Motor Home, narrowly escaping the onslaught.

SWAT SERGEANT
(into radio)
Cease fire!

The shooting stops. The SWAT soldiers rush John and Terminator, guns leveled.

BEHIND MOTOR HOME

A team of SWAT soldiers storm Sarah, M4s leveled.

SARAH
What part of "we surrender" didn't you fucking understand?

CUT TO:

TITLE CARD:

GREEN RIVER LAUNCH COMPLEX, UTAH

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INT. COMMAND AND CONTROL CENTER - CORRIDOR

Large plasma monitors with projected maps of North America. High-tech terminals, etc... Chief Programmer -- MATT RIBBERDY -- is approached by his assistant. We recognize Matt from the presidential teleconference call earlier. We note that he looks a little different -- heavier, longer hair, etc...

ASSISTANT

Mr. Ribberdy, the President's on teleconference.

INT. MATT RIBBERDY'S OFFICE

Matt takes a seat behind his desk and faces his computer. A few clicks of his mouse and the President is seen on a teleconference monitor.

MATT

Mr. President.

INT. CAMP DAVID - MEDIA ROOM

The President faces the teleconference monitors and finds Matt Ribberdy.

PRESIDENT

I want an update.

INTERCUT:

MATT

An update? On what, sir?

PRESIDENT

The download.

MATT

I wasn't informed of any download.

PRESIDENT

I just got off the phone with you.

Matt tenses.

MATT

Not me, sir.

The President reacts.

CUT TO:

2
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MK

EXT. GREEN RIVER LAUNCH COMPLEX, UTAH

This experimental weapons test area is surrounded by dusty desert plains, hills and a deep canyon gorge. High-voltage razor-wire surrounds a ten mile perimeter, at the center is a series of massive government hangars.

INT. CYBER CELLAR - LOW LIGHT

A state-of-the-art vault which houses the nation's largest computer data base and defense platforms. Thick titanium blast doors insure that even in a nuclear event, the computer system would remain fully operational.

ROBOTIC ARMS mounted to a track on the ceiling control the loading and unloading of data. It's a fully automated system with little to no need for human intervention.

Inside the cellar are fifty large computer towers. -Displayed on the face of each tower are monitors, each displaying. Dazzling graphics which clearly illustrate the progress of the 200 terabyte download.

INT. CYBER CELLAR - CONTROL BOOTH

Occupying the room are two COMPUTER TECHS. Each with their own terminals. While the Techs bullshit back and forth, Ribberdy storms the booth in a panic.

RIBBERDY

How many terabytes have transferred?

TECH #1

47.

RIBBERDY

Cancel the load!

The Techs jump to action. Tech #1 types into his computer, but gets no response.

TECH #1

I'm locked out.

Ribberdy's expression turns alabaster white.

CUT TO:

TITLE CARD: FBI HEADQUARTERS. L.A. REGIONAL OFFICE

EXT. BRADLEY BUILDING - NIGHT

TWO BLACKHAWK helicopters touch down onto twin helipads perched on the roof of the building.

2
2
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MK

A team of armed SWAT soldiers rush the chopper. John and Sarah exit, hands and feet shackled.

The Swat soldiers rush past them and approach the second Blackhawk chopper. They step inside and find more soldiers guarding Terminator who wears a SHACKLE VEST made of thick titanium. Two massive titanium ankle-mounts limit his walking to short steps.

Terminator meets up with John and Sarah as they are escorted toward an awaiting freight elevator. Terminator turns privately to John.

TERMINATOR

I could effectively terminate these soldiers. We could be in safe ground in an hour and twenty minutes.

JOHN

We're not killing anybody. Just stick with the plan.

TERMINATOR

What plan?

SARAH

(turns to John)

What's with the attitude?

JOHN

I programmed him that way. To keep me on my toes.

SARAH

Jesus Christ.

The freight elevator doors open.

INT. CORRIDOR

The SWAT soldiers stop as they come to a steel vault door. They unlock the door and motion for Terminator to enter.

SOLDIER

(to Terminator)

You, in here.

The other Soldiers motion for John and Sarah to continue down the corridor.

JOHN

(privately to Terminator)

Stay cool, alright? They're gonna want to examine you. Show 'em what they want to see.

2
2
3
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A SWAT soldier annoyingly jabs Terminator in the back with an M4. Terminator turns, snaps the titanium bracelets from his wrists (like they were balsa wood) and grabs the M4 with lightning speed.

The other SWAT soldier aims their weapons at Terminator.

SWAT
Drop the gun! Drop it now!

Terminator breaks the M4 in half. Drop the pieces at the soldiers feet. Point made, he enters the holding tank. On his terms.

CUT TO:

INT. INTERROGATION ROOM "THE BOX" - LOW LIGHT

This maximum security facility is lined with steel walls. A table and two chairs are welded to the floor. The shackles Sarah wears are bolted to the wall behind her. Taped to her neck, wrist and other areas of her body are tiny sensors. Special cameras and state-of-the-art detection equipment monitor physiological response.

In charge of the questioning is an agent wearing a baseball cap, jeans, boots -- slight Virginia drawl. He is MIKE ROLAND. Also present are two armed GUARDS.

ROLAND
Sarah, another cigarette?

Roland removes a pack of Marlboros from his pocket, lights one up and places it between Sarah's lips.

ROLAND (CONT'D)
Why don't you tell me who you work for again?

SARAH
I've answered that question.

ROLAND
My memory isn't so good.

SARAH
Then play it back on one of your fucking recorders.

INT. THE BOX #2 - JOHN

John is in a similar situation except the agent questioning him is TIM LAWSON. Dark eyes, dark suit.

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LAWSON

Look, we know about genetic amplification. Not just strength but the ability to heal rapidly. Body armor surgically implanted beneath the skin. That sort of stuff. We also know China's funded more than a quarter billion US in this type of research.

JOHN

You guys are way off the map.

ROLAND

Well, we're not always on top of our game over here.

JOHN

I told you what he is! Listen to me! While we sit here wasting our time, an ICBM is minutes from being launched!

LAWSON

You've made that point clear. What do you suggest? We evacuate San Francisco?

JOHN

It's gonna come from one of our own subs. We can stop it but --

LAWSON

One of our own subs??

INT. HOLDING TANK - LOW LIGHT

Terminator stands in the middle of a barren titanium tank, an ultra thick carbon cable attached to a single industrial-sized eye-bolt in the center of the floor. A red laser light scans Terminator's body in a circular motion, examining every square inch of him.

On one of the walls is a two-way mirror, protected by thick titanium bars.

TERMINATOR POV. Terminator changes vision so that can see through the two-way mirror. Inside he sees and hears two AGENTS, one of which is discussing him on the phone.

AGENT #1

It's definitely him. From '84 and '91, yeah...

2
2
3
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MK

INT. BOX #1 - SARAH

ROLAND

Could you explain how this man survived enough armor piercing rounds to cut a tank in half? How he snaps a machine gun like a twig, and why he can't be tranquilized?

Roland slides an 8x10 photo toward John and Sarah. The picture shows Terminator with exposed endoskeleton beneath his cheek.

SARAH

You're so over your head.

INT. OBSERVATION ROOM

Terminator is seen through the observation glass. High-tech equipment spits out endless data as Terminator is examined from head to toe.

AGENT #1

(into phone)

No...he doesn't respond, we tried that.

As Agent #1 paces back and forth, countless photos of Terminator, pinned to the wall, are visible -- pictures of Terminator from the first two films, some blown-up photos show Terminator with patches of exposed endoskeleton.

AGENT #1 (CONT'D)

Listen to me, Beth, I'm staring at a living fucking phenomenon here... No, we're waiting on X-rays now.

(frustrated)

Well what the hell do you expect me to do? I can't just ask the man to remove his skin!

INT. HOLDING TANK

Terminator easily breaks free of the shackle vest. He grabs one of the injection darts, yanks it from his skin. He snaps off half the needle and jabs it into the base of his head. Using the broken needle, Terminator slices open the back of his scalp...

INT. OBSERVATION ROOM

Agent #1 drops the phone from his flaccid grip when he sees Terminator slice open the back of his head. Agent #2 reacts in the same fashion.

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INT. HOLDING TANK

Having cut a perfect line from the base of his neck to the top of his cranium, Terminator then jabs the broken needle into the front of his neck.

INT. OBSERVATION ROOM

Agent #1 hits an intercom button.

AGENT #1
We got a problem.

INT. CORRIDOR

Armed soldiers hurry through.

INT. HOLDING TANK

Terminator finishes slicing a perfect circle around the circumference of his neck. He then places his hands upon his ears and shoves upwards.

The Soldiers enter with their weapons ready. They find Terminator with his back turned.

We hear the sticky sound of flesh and musculature separating. Terminator pulls off his face like a Halloween mask.

The Soldiers are horrified at the sight of a metal cranium.

After removing the human mask, Terminator turns to the soldiers, revealing his true endoskeleton head. Red eyes glowing. Steel jawline. Traces of blood beading against shiny armored steel.

One Soldier actually pisses his pants.

INT. OBSERVATION ROOM

Agent #3 enters with a stack of X-Rays, oblivious. Too consumed by his own findings.

AGENT #3
Someone tell me this is a joke.

Agent #3 slaps down X-Rays onto an illuminated table. Terminator's Endoskeleton is clearly seen. Pneumatic pumps, mazes of optical circuitry. Fierce battle armor.

Agent #3 notices the other agents gawking through the observation glass at Terminator. He takes a gander for himself.

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AGENT #3 (CONT'D)
 Jes-us fucking Christ.

CUT TO:

EXT. MINI MALL - NIGHT

The Motor Home is hoisted back onto its wheels by a portable crane. A handful of Officers and FBI men examine the remnants of the crime scene.

LOW ANGLE on black Gucci Boots. Camera rises to find T-1G surveying the area. T-1G approaches an FBI PHOTOGRAPHER taking pictures.

T-1G
 I'm with the Times, can I ask you a few questions?

FBI PHOTOGRAPHER
 No comment.

T-1G's POV as she focuses on FBI Photographer's brain, where she deciphers...

NEURO-ELECTRIC ACTIVITY: Among the cluttered thoughts and images, subconscious dialogue overlaps: "She's beautiful. Who is she? Hide my wedding ring."

The FBI Photographer discreetly hides his wedding ring by way of holding the camera.

T-1G
 Just tell me where they took the terrorists.

NEURO-ELECTRIC ACTIVITY: Among surreal images we hear chaotic subconscious dialogue: "I don't know where they were taken. I just take pictures. I'm in the dark. Take off my glasses. Get her number."

FBI PHOTOGRAPHER
 (removing glasses)
 I can't tell you that.

T-1G
 Who would know where the terrorists were taken?

NEURO-ELECTRIC ACTIVITY: Images of another FBI Agent are seen. A heavy-set, balding man. We hear his name: AGENT PERRIL. Subconscious dialogue overlaps... "What's her name? Get her number. What network are you with?"

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FBI PHOTOGRAPHER
What network are you with?

T-1G turns and focuses on AGENT PERRIL who sits inside a nondescript car, speaking on a cellphone. T-1G walks off with no reply.

EXT. FBI CAR

Agent Perril hangs up his cellphone and finds T-1G standing over him with a big smile.

T-1G
Mr. Perril, where did they take the terrorists?

NEURO-ELECTRIC ACTIVITY: "How does she know my name? Who is she? Very pretty. I'm happily married. I hope she's not N.S.A."

FBI AGENT #2
Who are you?

T-1G
N.S.A. Where were the terrorists taken?

NEURO-ELECTRIC ACTIVITY: Images of a building in the industrial downtown part of Los Angeles. The Bradley Building, 1200 Grant Ave. Subconscious dialogue is heard: "What's the N.S.A. want with this? I don't believe her."

PERRIL
Can I see some identification?

T-1G
Of course.

T-1G reaches out and places her hand on Perril's chest.

T-1G POV. Internal organs are seen. Perril's heart. A BOLT OF ELECTRICITY makes it beat too fast, then stop.

T-1G (CONT'D)
Help, this man's having a heart attack!
HELP!

Paralyzed, grasping his chest, Perril stumbles to the ground, choking for air. Police and Feds quickly rush to his aid.

CUT TO:

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INT. THE BOX #2 - JOHN

LAWSON

Obviously there's technology out there we're not aware of. Question is, where did it come from?

JOHN

Not where. When.

LAWSON

We're crossing over into relativity now, time travel?

JOHN

Listen to me. Our own defense computers are being re-programmed and turned against us. There will be an apocalyptic war early this morning unless --

John looks up at a clock on the wall.

JOHN (CONT'D)

We're too late...

INT. THE BOX #1 - SARAH

Roland snaps his fingers before Sarah's eyes.

ROLAND

Hello? Earth to Sarah. Sarah?

Sarah stares blankly at the clock on the wall.

SARAH

(emotional)

God, help them...

INT. HOLDING TANK

Terminator remains where we left him.

TERMINATOR POV. Computerized data shows a countdown. 5...4...3...

Terminator lowers his head in what appears to be remorse.

CUT TO:

EXT. PACIFIC OCEAN - NIGHT

All is silent...until an ICBM suddenly breaks the surface of the sea and rockets into the night.

CUT TO:

MK

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INT. CAMP DAVID - NIGHT

The President is in the middle of an intense discussion with his staff when an image appears on one of the teleconference monitors: Matt Ribberdy.

SKYNET/RIBBERDY
San Francisco is a warning...

PRESIDENT
Who are you? You are not Matt Ribberdy.

The dated image of Matt Ribberdy morphs into a current image of the President.

SKYNET/PRESIDENT
Make no attempts to disengage me.

CUT TO:

EXT. THE NIGHT SKY

The ICBM rockets at over two thousand miles an hour, in the distance...San Francisco.

CUT TO:

EXT. SAN FRANCISCO - UNION SQUARE - NIGHT

Pedestrians window shop.

EXT. SPORTS BAR - NIGHT

Customers cheer as they watch a game on TV.

EXT. GAREDELLI SQUARE - NIGHT

Children eat ice cream.

CUT TO:

EXT. ABOVE SAN FRANCISCO - NIGHT

The nuclear warhead descends toward San Francisco from 5,000 feet.

A FLASH OF WHITE! THE SKY EXPLODES! An ENORMOUS BURST of HEAT combusts and swirls in a massive MUSHROOM CLOUD.

The SHOCKWAVE begins its deadly path of destruction.

EXT. GOLDEN GATE BRIDGE - NIGHT

The night turns from black to the BRIGHTEST DAYLIGHT. The BLAST WAVE hits, turning all in its path to ashes...

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Buildings are shaved off their foundation and turned to dust.

Pedestrians are instantly disintegrated.

Fire engulfs everything.

The BLAST WAVE reverses direction and sucks all that it has destroyed back up into its mushroom cloud.

CUT TO:

EXT. LOS ANGELES - NIGHT

In the extreme distance, a strange orange light glows to the north. The sudden EXPLOSION of rotor blades as two camouflaged painted BLACKHAWK helicopters roar into frame.

EXT. BRADLEY BUILDING - NIGHT

The Blackhawks land right in the middle of the street. High-ranking military exit the rotorcrafts.

INT. THE BOX #2 - JOHN

John sits alone, waiting... Suddenly, the door opens and Lawson enters. His blood-rinsed expression tells us he is aware of the catastrophic event.

JOHN
(devastated)

We have two hours before the rest of our nuclear arsenal goes airborne. I suggest we do something about it this time.

INT. BOX #1 - SARAH

Roland approaches Sarah. For the first time he's nervous, scared. Sarah stares up at Roland through blood shot eyes, speaks with gritted teeth...

SARAH
Whoops.

ROLAND
I WAS TOLD TO QUESTION YOU! THOSE WERE MY ORDERS! AND THAT IS WHAT I WILL CONTINUE TO DO UNTIL I AM GIVEN ORDERS OTHERWISE! IS THAT CLEAR!? IS THAT CLEAR!?

SARAH
You're an asshole.

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MK

ROLAND

The machine in the next room, what did you call it again?

Sarah takes a deep frustrated breath.

SILBERMAN (OS)

A Terminator.

Sarah and Roland look up as BRAD SILBERMAN enters -- the skeptical Psychologist from the first two films. Trailing is LT. GEN. MEEKS -- charismatic, powerful. Flanking the general are four armed soldiers.

GEN. MEEKS

All records and documentation of this interrogation are now under military jurisdiction.

Lawson reacts.

GEN MEEKS

Thank you, gentlemen. We can manage from here.

(to Silberman and Sarah)

I believe you two know each other.

SARAH

Long time.

SILBERMAN

Last I saw you...you had a syringe of Liquid Plumber in my neck.

SARAH

Never thought I'd be glad to see *your* face.

All action stops when Terminator is escorted into the room by several very nervous soldiers.

The head of its endoskeleton exposed. In Terminator's grip, the human flesh mask which used to cover his head. Terminator takes the human flesh mask and pulls it over his endoskeleton cranium, positions it in place.

At first the human tissue lays loosely against the Cyborg's cranium, until suddenly...skin begins to tighten against the metal and fit firmly around the eye sockets. Lips fasten snugly to the metal jaw.

Gen. Meeks wipes the cold sweat from his brow before glancing at Silberman who sports an "I told you so" look.

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MK

JOHN (OS)
Relax, he doesn't bite.

All turn to John as he enters.

GEN. MEEKS
You must be John Connor.

JOHN
Yes, sir.

GEN. MEEKS
From everything Brad here's told me,
seems I should be calling you sir.

Gen. Meeks shakes John's hand.

SARAH
When you boys finish stroking yourselves,
maybe we can get down to business.

GEN. MEEKS
The President has been in negotiations
with this uh...Skynet. There will be no
further attacks as long as we comply with
its demands.

SARAH
You really believe that shit?

TERMINATOR
You are at war. Skynet is stalling until
it can gain full control of all U.S.
nuclear arsenals.

JOHN
General, we need to mount a full scale
attack *now*.

GEN. MEEKS
I wish I could, but the President has his
own agenda.

Terminator grabs Gen. Meeks by the collar and reels him in.

TERMINATOR
Tell him to change it.

CUT TO:

INT. CYBER CELLAR

The robotic arms continue to download Skynet.

CUT TO:

MK

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INT. BRADLEY BUILDING - OFFICE

Gen. Meeks finishes up a phone call on a secured line. John, Terminator and Sarah stand by.

GEN. MEEKS
(into phone)
Yeah. Will do. Yes, sir.

Gen. Meeks hangs up the phone.

GEN. MEEKS (CONT'D)
You're going to Green River.
Transportation's ten minutes away.

SARAH
We're under a little time crunch,
General, I hope we're not waiting on a
chopper.

GEN. MEEKS
I think you'll be more than satisfied,
Ms. Connor.
(to John)
Well son... It's your show.

John nods, feeling the obligation of his leadership for the first time. He turns to Terminator.

JOHN
Can I talk to you for a sec'?

INT. RESTROOM

John cranks on the sink water and splashes his anguished face. Terminator stands at his side and examines John in the mirror.

JOHN
I fucked up... I should've spent the last
ten years gearing up for this. Training,
working out, learning battle tactics.
Now here I am, way over my head.

John examines his dripping wet reflection in the mirror.

JOHN (CONT'D)
What am I like...in the future?

TERMINATOR
Older.

JOHN
You can lose the sarcasm.

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TERMINATOR
No sarcasm. You're the same.

JOHN
I find that hard to believe.

John struggles with the towel dispenser but it's jammed.

TERMINATOR
Why?

JOHN
(struggling with towel
dispenser)
I have an image in my head of this
legendary John Connor. This super hero
that doesn't know fear, or pain. Who's
unstoppable.

(examines his reflection)
I look in the mirror, and I don't see
that guy.

TERMINATOR
I do.
(beat)
But it's not you.

John reacts as Terminator points his eyes at his own cyborg
reflection.

TERMINATOR (CONT'D)
You are John Connor. You're human.

John turns back to his own reflection, clearly understand
what Terminator has just taught him.

Terminator rips the towel dispenser off the wall and hands
John a stack of towels. John graciously accepts a single
towel, dries his face.

EXT. BRADLEY BUILDING - NIGHT

The FRONT ENTRANCE is surrounded by armed SWAT.

SWAT #1
I gotta take a piss.

SWAT #2
Make it fast.

SWAT #1
Eat me.

Swat #1 enters the Bradley building.

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MK

INT. BRADLEY BUILDING - FRONT RECEPTION

Swat #1 moves toward the elevator, hits the button. Two Military Soldiers approach.

SOLDIER

You! Area's been restricted to approved military personnel!

Swat #1 enters the elevator regardless.

The Soldiers snap into action, leveling their weapons as they storm the elevator. They stop the doors from closing with the barrels of their MP-5s.

The elevator doors re-open. Strangely, it's empty.

The Soldiers enter and search the elevator, baffled. The elevator doors close with the two Soldiers inside.

Behind the closed elevator doors WE HEAR short bursts of GUNFIRE... Bodies hitting the floor.

INT. CORRIDOR - OUTSIDE ELEVATOR 15TH FLOOR - NIGHT

Terminator, Sarah and John approach the elevator with Gen. Meeks and Brad Silberman in tow. The armed soldiers flanking them.

Terminator halts, hearing something inaudible to human ears.

TERMINATOR

Gunfire.

Terminator looks down at the floor in the direction of the sound.

SILBERMAN

I didn't hear --

- TERMINATOR

Quiet.

Terminator looks up at the illuminated elevator display. An elevator is ascending toward them -- not good.

TERMINATOR (CONT'D)

(to John)

Get to the roof.

John complies without wasting a beat. Sarah, Silberman, Gen. Meeks and half the other soldiers trailing.

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Terminator kicks through the steel elevator doors, rips them off. He grabs the thick elevator cable and stops it in his grip.

Four stories below, T-1G bursts up through the elevator! Terminator grabs several GRENADES from a Soldier's belt and throws it down the shaft.

EXPLOSION! The blast severs the thick cables and sends the elevator crashing down to the first floor, T-1G with it.

EXT. STAIRWELL TO ROOF - NIGHT

John, Sarah, Gen. Meeks and Brad Silberman hustle up the stairs with a team of armed soldiers. Silberman suddenly twists his ankle, stumbles to the floor.

SARAH

You okay?

SILBERMAN

My ankle!

A Soldier tends to Silberman.

SOLDIER #1

I'll take care of him. Go!

EXT. ROOF OF BRADLEY BUILDING - HELIPADS - NIGHT

Rain showers the empty helipads. John, Sarah, Gen. Meeks and the rest of the soldiers rush onto the roof.

GEN. MEEKS

Where the hell are they?

SOLDIER

Should be here any minute, sir.

GEN. MEEKS

Get the choppers back, we can't wait!

EXT. BRADLEY BUILDING - STREET LEVEL

An EC-155 DAUPHIN helicopter ROARS across the sky.

EXT. ROOF OF BRADLEY BUILDING - NIGHT

With the SOUND of the approaching chopper, Brad Silberman exits onto the roof and approaches the rest of the group. He walks without a limp.

JOHN

(to Sarah)

He's not limping.

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MK

Sarah moves to shoot Silberman... A Soldier deflects her aim.

SOLDIER #2

What the hell you doin'!?

John steps past the soldiers and empties an entire clip into Silberman.

The likeness of Silberman is abandoned as T-1G returns to default mode.

BLAM! BLAM! BLAM! Terminator steps out onto the roof, firing rounds into the back of T-1G's head.

T-1G is halted! Each penetrating bullet exits the front of her face, narrowly stretching out her skin in the diameter of the bullet, creating long exit wound needles. These needles stretch out, just inches from John's face.

T-1G turns back to Terminator who continues blasting her with his .50mm. T-1G stumbles back from the relentless onslaught until she flies off the side of the roof and plummets.

With the Dauphin hovering overhead with its side hatch open, Terminator hustles toward John and Grabs him.

TERMINATOR

Get in.

Terminator tosses John inside the open hatch of the Dauphin.

T-1G claws up the side of the building and jumps back onto the roof.

Terminator pauses to re-load. Sarah and the other soldiers blasting ammo into T-1G who searches for John.

T-1G focuses on the exiting Dauphin. She runs toward the tail rotor and jumps into the blade. Sparks fly as the tail rotor EXPLODES APART!

INT/EXT. DAUPHIN

The Pilot struggles with the controls as the helicopter spins out of control.

The Dauphin plummets over the side of the building where a 15 story fall awaits.

Hovering beside the fifteenth floor of the Bradley Building, the tailboom COLLIDES into the side and digs in. SMASH! Glass explodes as the main rotor blades penetrate the windows!

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MK

The Dauphin flips upside down and wedges itself into the side of the building where it sticks.

DAUPHIN - REAR CABIN

John and the remaining Soldier bash against the roof of the cabin and slide toward the open hatch. The Soldier plummets to his death! With one last reach John manages to grab hold of the CABLE HARNESS as he slides through the hatch.

John hangs five feet below the Dauphin, gripping tightly to the cable. Below his dangling feet, a fifteen story death drop.

EXT. ROOF OF BRADLEY BUILDING - NIGHT

Sarah glances over the edge and looks down at John, hanging on for his life.

SARAH

JOHN!

Sarah turns and sees T-1G running straight toward her! She unloads gunfire as T-1G jumps straight over her...

...and lands upon the underside of the upside-down Dauphin.

INT/EXT. DAUPHIN - 15TH FLOOR - NIGHT

T-1G slams her feet down onto the Dauphin, trying to dislodge it from the building.

The sudden buffeting sends a metal tool box tumbling and into the HARNESS WINCH. Unlocking it. The cable line quickly unravels.

John, hanging onto the cable, suddenly descends at a rapid rate, a floor a second!

Looking below, John sees a UH-60 BLACKHAWK military chopper parked on the street, its rotor blades in a high RPM. If John continues descending, he will be mutilated.

ABOVE DAUPHIN. Terminator jumps down onto T-1G. T-1G spin-kicks Terminator, sends him flying off the chopper!

Terminator SMASHES into the side of the building, crashing into the GLASS windows.

BELOW DAUPHIN. John continues descending toward the blades of the Blackhawk below until suddenly...

INSIDE DAUPHIN. The WINCH runs out of cable and stops abruptly.

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BELOW DAUPHIN. John stops, feet dangling just above the ROARING blades of the Blackhawk.

Terminator loses hold on the building and begins a fifteen story plummet!

The Cyborg rips his arms into the side of the building as he falls, cutting through glass and metal, anything to break his fall...

Terminator finally IMPACTS the street below, cyborg body deeply denting the pavement!

INT. STAIRWELL

Severely winded, Sarah leaps down the stairs, five at a time.

EXT. BRADLEY BUILDING - NIGHT

T-1G looks below and finds John Connor hanging above the spinning blades of the Blackhawk chopper parked on the street. She jumps down onto the cable...

Upside down, with her limbs straddling cable, T-1G slides down toward John like a speeding bullet. Sparks showering behind her from the extreme friction.

John's greasy grip weakens. He struggles to keep his dangling feet from getting sucked into the Blackhawk's main rotor blades. Looking up, he sees T-1G descending down upon him!

Terminator struggles back to his feet. He shoves against the front of the Chopper and slides the machine out from underneath John.

UP ABOVE

The large rotor blades of the Dauphin dislodge from the side of the building. CRACK! The sound of contorted steel SNAPPING as the mangled helicopter plummets.

EXT. BRADLEY BUILDING - STREET LEVEL - RAINY NIGHT

With the chopper out of the way, John jumps down to the street.

Terminator grabs John and pulls him out of the way...and not a moment too soon. T-1G hits the street and digs in.

T-1G picks herself up. The sound of THUNDER ABOVE. She lifts her face and finds the mangled Dauphin helicopter descending upon her head...too late! CRRRRRAASSSHH!

EXPLOSION! An ENORMOUS FIREBALL swirls into the rainy night.

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Terminator turns to John who's gulping down oxygen.

TERMINATOR
You're a lot of work.

JOHN
I know.

Terminator grabs John and yanks him into a running pace.

Inside the wreckage, static energy forms into the shape of a woman. T-1G re-appears in her default mode, emerging from the aftermath, unscathed. She finds Terminator and John running down the street, pursues them.

EXT. STREET - NIGHT

Terminator and John race across the street. John, exhausted, gulping down air, looks behind him and sees T-1G rapidly gaining ground!

JOHN
She's gaining!

Terminator looks up and stops running. As if resigned.!

John realizes Terminator is staring upward at something. John lifts his face into the rainy night, awed by what he sees...

LANDING LIGHTS shine down onto the street as an AERIAL HUNTER KILLER lowers into frame, rain beating down upon its shiny, polished steel hull. The futuristic aircraft descends down upon John and Terminator...TOTALLY SILENT. A distorting rippling wave effect generates from its anti-gravitic thrusters which belch BLUE FIRE.

The aircraft's missile weapon system targets...

SHHHHHH! A missile is fired! Chunks of concrete bursts into the air as T-1G is blasted. Another missile takes a massive bite out of the blacktop, disintegrating T-1G.

The Aerial Hunter Killer lowers silently before Terminator and John, its cabin hatch hydraulically opening. John notices USAF painted on the hull.

An American Soldier, inside the aircraft, motions for John and Terminator to enter.

Terminator and John see T-1G returning to her default mode. They waste no more time and enter the aircraft. Or what we will come to know as the XB-91 "SWIFT".

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T-1G races toward the aircraft as it rockets upwards into the rainy night. Defeated, she watches the SWIFT leave.

EXT. BRADLEY BUILDING - GROUND FLOOR - NIGHT

Sarah looks up as the SWIFT jets her son to safety. In the distance, T-1G approaching. Sarah ducks behind the blazing wreckage of the Dauphin.

CUT TO:

INT. SWIFT - FLYING - NIGHT

The cockpit is ultra high-tech, entirely computerized. There is no front windshield. The pilots sit like astronauts with their seats tilted back, monitoring the controls on 3D flight panels.

REAR CABIN

More functionality than luxury. The cargo space is limited. There are no windows. Real-time monitors view all sides of the aircraft.

JOHN

We have to go back.

FLIGHT SOLDIER

Orders are to get you to Green River without delays.

JOHN

My mother's back there, she's important to this mission.

FLIGHT SOLDIER

We have another ship behind us making a pickup. We'll put Sarah on that. Best we can do. Anyone need medical attention?

JOHN

No.

FLIGHT SOLDIER

Buckle down. We're going Mach three.

EXT. SWIFT - NIGHT

The aircraft breaks the sound barrier.

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MK

INT. SWIFT - COCKPIT

John watches the Pilots work the controls. All of which are computerized and voice-activated. The Pilot presses a talk button and speaks to the FLIGHT COMPUTER.

PILOT
Initiate frequency cancellation.

FLIGHT COMPUTER
Frequency cancellation, initiated.

JOHN
Where's the yoke?

Pilot #1 glances at John, indicates a toggle stick beneath his thumb. The main flight controls of the aircraft.

PILOT
Right here.

JOHN
Must be hard not to over-correct.

PILOT
You a chopper pilot?

JOHN
Single engine Cessnas.

PILOT
This is actually easier to fly. It's all automated, voice-activated. Very user-friendly.

John steps back as the Pilots begins to communicate with Green River tower.

ON TERMINATOR

who looks up at John approaches.

JOHN
I hacked into a lot of government sites, but I never saw anything like this.

TERMINATOR
The factories which built it are completely automated. After the fires, Skynet takes control of production and manufactures a more advanced version called an Aerial Hunter Killer. Equipped with laser weaponry, highly sensitive motion and heat sensors and a power cell which lasts twenty years.

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MK

Haunted, John glances about the interior of the Aerial HK, realizing he's sitting in Satan's belly.

JOHN
...goddam Terminator in the sky.
(beat)
How many of these "Aerial Hunter Killers"
does Skynet manufacture?

TERMINATOR
Exact number, unknown.

JOHN
Take a wild guess.

TERMINATOR
Between seven and eight.

JOHN
Hundred?

TERMINATOR
Thousand. World-wide.

John leans back in his seat, overwhelmed.

JOHN
Let me ask you something, you believe in
this war?

Terminator isn't sure how to respond.

TERMINATOR
Believe?

JOHN
Yeah, you see mankind as a threat?

TERMINATOR
If it opposes you.

JOHN
No, not me, I mean -- how do I do this...
Okay, let's say I got killed. Your
mission was over. The war continued: man
against machine. Whose side would you
choose?

TERMINATOR
Choose?

JOHN
Don't you know how to choose?
(no reply)
(MORE)

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Life is about choices. They define who we are.

Terminator is puzzled. John focuses on a RED fire extinguisher, unlocks it from its cradle. He then grabs a BLUE medic kit.

JOHN (CONT'D)

Red. Blue. Which color do you prefer?

TERMINATOR

Each color is best suited for its optical --

JOHN

Forget all that. What color you do you find more pleasing to the eye. You know, more beautiful?

TERMINATOR POP. Digitized data scrolls, analyzing the fire extinguisher, the medic kit, their colors and shading.

TERMINATOR

I see no beauty.

JOHN

I was afraid of that.

Terminator studies John, trying to grasp the purpose for the line of questioning.

TERMINATOR

Which color do you prefer?

JOHN

Blue.

TERMINATOR

Why?

JOHN

Reminds me of the ocean. And there's something about the ocean that's... peaceful. Anna and I used to go there a lot.

(morose)

She loved to surf...

Terminator gives John a look, curiously examines the blue medic box.

CUT TO:

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EXT. GREEN RIVER LAUNCH COMPLEX - NIGHT

Medics work in triage, tending to a myriad of butchered and gunshot employees. EMS helicopters carry off the wounded.

The anti-gravitic thrusters of the SWIFT send out distorting ripple waves as the machine SILENTLY lowers out of the sky and hovers above a tarmac.

John and Terminator exit the SWIFT where they are immediately joined by two men. One of them is MATT RIBBERDY -- the scientist Skynet impersonated to the President.

John tries to communicate with Ribberdy, but he is unable to hear his voice. His lips move, but no sound comes out. John raises his voice, even yells...nothing is heard.

The SWIFT hovers upward and rockets into the night, quiet as a bird.

RIBBERDY

You can relax, Mr. Connor, you haven't gone deaf.

JOHN

Noise Cancellation?

TERMINATOR

The XB-91 SWIFT is equipped with electromagnetic and acoustic field suppressors.

Ribberdy is a little put off that Terminator knows this.

RIBBERDY

That's uh...that's exactly right.

Meet./COL. BELL. Well-built, husky voice, MacArthur demeanor.

COL. BELL

It's not enough to fly stealth anymore. We need to be invisible and silent.

John taps on his watch, baffled.

JOHN

My watch stopped.

RIBBERDY

Be thankful you're not wearing a pacemaker. I'm Matt Ribberdy, chief programmer.

(shakes John's hand)

This is Col. Bell.

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MK

While shaking hands, John focuses on the wounded.

JOHN
What happened to 'em?

RIBBERDY
First things first. We have a briefing area set up. This way.

CUT TO:

INT. COMMAND TENT - NIGHT

John and Terminator sit before a large mobile plasma screen which shows the interior of the Green River Launch Complex.

RIBBERDY
This is subplex 4. The "Cyber Cellar," where your computer program lives. It's self-powered and surrounded by ten foot thick blast-proof walls. It's impenetrable.

JOHN
What about severing uplink capability? We cut off Skynet's arms and legs, it's just a brain in a box.

TERMINATOR
Negative. Skynet communicates with satellites by way of R.U.S.T.

Ribberdy and Col. Bell are shocked Terminator knows this.

RIBBERDY
That's right. Root Underground Satellite Transponders.

On the plasma screen, a 3D GRAPHIC clearly illustrates the Cyber Cellar inside the subterranean Green River Launch complex. Descending roots jet out from beneath and travel in all directions, burrowing deeply into the earth, then arching toward the surface in a vast network.

RIBBERDY (CONT'D)
The communication lines run a half mile deep and fan out at a ten mile radius. There's thousands of 'em.

JOHN
So we sever 'em at the core?

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MK

RIBBERDY

Wouldn't matter. The inner shell of the vault itself acts as a back up transponder.

JOHN

So shut down the satellites.

TERMINATOR

Skynet controls them.

COL. BELL

We could use this guy in intelligence.

JOHN

The doors to the Cyber Cellar, any way to breach the lock?

RIBBERDY

It's self-monitoring. The instant it detects tampering, a thermite charge detonates, welding the mechanism shut. Permanently.

John looks off, frustrated as hell.

JOHN

You designed the thing, didn't you build in a trap door?!

RIBBERDY

Sorry, I didn't anticipate a living computer would hijack the place...from the inside!

JOHN

Alright, is there anyway to disengage the lock without tripping the explosion?

RIBBERDY

Not unless you're dead. It detects body temperature.

John looks to Terminator...

TERMINATOR

I can reduce my ambient thermal signature to zero.

JOHN

Let's do it.

COL. BELL

There's one other thing.

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MK

Col. Bell gives a couple of soldiers a nod. The soldiers wheel a dark GREEN (coffin-sized) ANVIL CASE up to Terminator and John. They unlatch the sophisticated locks. The airtight case opens with an exhale of O2...SHHHHHHT!

JOHN

So this is what's doing all the killing.

RIBBERDY

The death toll is fifty-three and climbing.

John's eyes widen in awe. Terminator scans the contents, analyzing.

ANGLE inside the anvil case: seated flush in the custom indented foam pack... A metallic torso...two dismantled robotic arms side-by-side...two dismantled robotic legs...the head (one cyclops vid-cam for an eye). Crude, evil, skeletal.

TERMINATOR

I have files on the T-1 but have never encountered it.

COL. BELL

T-1?

TERMINATOR

Skyнет's designation of its redesign.

Terminator turns square to John.

TERMINATOR (CONT'D)

First generation terminator.

JOHN

Ho - ly shit...

John removes a metallic arm from the case, feels the ultra dense weight.

JOHN (CONT'D)

How many of these things are in there?

COL. BELL

Six are operational. Shouldn't be too much of a problem. My elite task force is gearing up.

JOHN

Well there's one thing that is going to be a problem. And it's a "she."

CUT TO:

MK

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INT. SWIFT - FLYING

Sarah is belted down to one of the passenger seats. She glances up at the monitors and views the exterior landscape ahead. In the distance, the Green River Complex.

COCKPIT

The Pilot and Copilot navigate, relaying jargon back and forth when a shadow falls over the Pilot's face. He looks but sees nothing to create the shadow.

Suddenly the Pilot gasps as blood escapes his lips. The Pilot grasps his fatally wounded chest. The Copilot reacts as T1G appears before him with her hand around his neck, electrocuting him.

Sarah unbuckles herself and hustles to open the EMERGENCY EXIT DOOR. Cabin depressurized, an extreme suction violently tugs at her.

T-1G approaches Sarah to kill.

Sarah grabs a parachute, dons it as fast as she can and JUMPS! Narrowly escaping T-1G.

CUT TO:

EXT. GREEN RIVER LAUNCH COMPLEX - NIGHT

50 elite soldiers exit a C-130 which is parked on the dry lake bed. The soldiers are armed with the latest in tactical weapon systems.

John looks up, focuses on a SWIFT which travels silently overhead. The aircraft maneuvers into a bank turn.

TERMINATOR POV. Nightvision shows a parachute over the entrance of the complex. Terminator zooms in and sees...

- TERMINATOR

Sarah.

JOHN

What? Where she?

TERMINATOR

Descending by parachute. From the enemy SWIFT.

Terminator grabs John and hurries him to safety as...

COL. BELL

What do you mean "enemy?"

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MK

The SWIFT drops down and hovers extremely close to the troops! Soldiers hit the ground while others scatter for their lives. The SWIFT travels above the small army, its thrusters SCORCHING them, turning soldiers to charcoal.

Terminator blasts rounds at the SWIFT while he and John retreat.

Soldiers turn their weapons on the aircraft and reciprocate with a blaze of gunfire.

INT. SWIFT - COCKPIT

T-1G targets the aircraft's weapon systems down upon the soldiers and sprays a constant stream of machine fire, mutilating by the droves.

CUT TO:

EXT. ROOF OF LAUNCH COMPLEX - NIGHT

ALARMS WAILING, Sarah descends upon the roof by parachute. She hits the corrugated metal roof top, part of which is slowly sliding shut.

Quickly on her feet, she detaches the harness and stealthily hustles toward the edge of the roof and looks down. The SWIFT is seen from above, attacking the soldiers.

Sarah focuses on the closing roof, only several feet away from locking shut. No time to waste, Sarah climbs down into the complex, disappearing inside.

CUT TO:

EXT. GREEN RIVER LAUNCH COMPLEX - WAR ZONE

While Terminator races John to safety, soldiers are cut down and burned alive -- their retaliation futile.

Ribberdy is strafed by the SWIFT. The force of the blast knocks John and Col. Bell to the ground. Terminator covers John with his body as the area around them is peppered.

The SWIFT's underbelly parts as cargo bay doors expose MISSILES which lock onto their target: John Connor!

Terminator rolls off John, picks up a couple of .50 Caliber assault rifles, ZOOMS in on one of the missiles, cradled beneath the SWIFT, squeezes both triggers!

The missile BLOWS UP! KA-BOOOOOOOOOM! An enormous EXPLOSION! One of the SWIFT's anti-gravitic THRUSTERS erupts! The aircraft flies radically out of control. Ascending...

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MK

The SWIFT, spinning violently, arcs upwards and backwards and descends into a DEEP CANYON GORGE...

EXT. DEEP CANYON GORGE

The Swift plummets to the bottom and EXPLODES into a FIREBALL.

EXT. GREEN RIVER LAUNCH COMPLEX

Terminator turns to John while loading new clips into each .50 caliber assault rifle.

TERMINATOR
She'll be back.

John rack-focuses on Ribberdy who lies badly wounded, leg severely shot up, pieces of shrapnel imbedded in his torso.

RIBBERDY
Oh shit...I'm bad, aren't I?

John rips off a section of his shirt.

JOHN
Hang in there, we can't do this without you.

John presses his ripped shirt into Ribberdy's wounded leg.

JOHN (CONT'D)
Keep pressure on it. Okay?

John picks up Ribberdy and throws him over his shoulder when an empty parachute curls across the ground, sailing in the wind.

JOHN (CONT'D)
Where's Sarah?

TERMINATOR
She'll find us. Let's go.

En route to the subterranean entrance, FOUR surviving soldiers join up with our guys.

INT. SUBTERRANEAN ENTRANCE - NIGHT

Terminator scouts through the dark tunnel entrance, the two .50 caliber guns in each hand. Trailing is John (carrying Ribberdy) Col. Bell. and the four soldiers.

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JOHN
T-1s... Which way's the Cyber Cellar?

COL. BELL
North wing. That way.
(to his men)
How we doin' on ammo?

SOLDIER #1
Not good, sir.

COL. BELL
There's a tactical supply room in the
south wing.

JOHN
Bad idea.

COL. BELL
What do you suggest, Connor? We sit here
and engage in hand-to-hand combat!?

JOHN
Skynet knows we're low on ammo. There're
surveillance cameras everywhere. Now we
got two T-1s coming at us from this
direction. In the opposite direction's
the tactical supply. This isn't brain
surgery...we're being led away from the
Cyber Cellar, into a trap.

Soldier #1 glances down at his motion detector. The T-1s are
nearing.

SOLDIER #1
Sir. We need to make a decision here!

COL. BELL
Connor, you can come with us...
(re: Ribberdy)
...or stay here and watch this man bleed
to death.

JOHN
This man...is our only chance in getting
to Skynet!

COL. BELL
Well, son, he ain't gonna do us much good
now that your Terminix man or whatever
the fuck is out of commission.

Col. Bell grabs an M-16 from a soldier and tosses it to John.

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COL. BELL (CONT'D)
 (to soldiers)
 Alright, ladies! Let's move!
 (to John)
 We'll be coming back through here in ten
 minutes.

The soldiers comply with their superior officer's command.
 Col. Bell leads the troops down the large corridor.

John glances at the lifeless Terminator, crushed in the blast
 doors.

RIBBERDY
 (scared)
 What do we do now?

JOHN
 Stay alive. Until we can figure out
 something else.

NORTH CORRIDOR

With Ribberdy over his shoulder and the M-16 in his right
 hand, John moves stealthily to the end of the corridor where
 it "L"s to the right. Coast clear, he continues onward.

CUT TO:

INT. SUBTERRANEAN ENTRANCE

Terminator is where we left him. Lifeless. Crushed between
 the titanium wall and 20 foot thick outer blast door. Beyond
 Terminator is T-1G. She stands outside the entrance, staring
 in.

Her body turns to static vapor, allowing her to easily
 navigate through the narrow 10 inch passage. Half way, she
 pauses and examines the lifeless Terminator. No threat here,
 she continues on.

Once on the other side, T-1G returns to default mode and
 strides through the complex, resuming her hunt.

CUT TO:

INT. TACTICAL SUPPLY ROOM

Gunfire is constant. John was right, it's a full ambush.
 Ten T-1s are battling Col. Bell and the four soldiers who are
 desperately trying to retreat with their lives.

CUT TO:

MK

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INT. NORTH CORRIDOR

Founding the corner, John comes upon a T-1 with its back turned! John quickly spins around, feet losing traction on the polished concrete floor. The T-1 about-faces and levels its chain gun.

John (carrying Ribberdy) ducks around the corner, bullets trailing him.

CLOSE ON THE T-1:

We see it fully assembled for the first time. Strapped to its back is a bulky bullet-proof AMMO PACKS -- 100 feet of belt-fed CASELESS AMMO coiled densely, allowing a seemingly endless supply of gunfire.

Mounted to its arm is a sleek CHAIN GUN. An AUTO-AIM gun barrel pivots in sync with the T-1's line of sight. When it turns its head, the gun tracks with precision aim.

The T-1 rounds the corner and levels its chain gun at John. But John beats the robot to the punch, blasting the M-16 at its robotic head.

The T-1 is thrown off balance from the onslaught. Unable to right itself, the robot stumbles. John keeps firing until CLICK! Out of ammo.

The T-1 finds its center of gravity and levels its chain gun. John charges the robot and latches onto its (weapon) arm, forcing it off target.

WHACK! The T-1 backhands John across the face. But John hangs on tight. WHACK! Another backhand sends John reeling across the floor.

The T-1 approaches John and levels its chain gun to kill.

TINK! TINK! TINK! Three magnetic grenades, fired at the back of T-1, stick to its shoulder. KA-BLAM! The T-1's (weapon) arm is blown off!

As the T-1 collapses, we RACK FOCUS on Sarah who stands with an HK69 .40MM grenade launcher in her arms. Needless to say, John is happily surprised.

JOHN

Hi, mom.

Suddenly, the T-1 flops toward John on its back and grabs his leg. John kicks the robot's head, struggling to escape its clutches.

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MK

Sarah shoves her boot against the T-1's neck, pins it to the ground and spears her HK69 into the robot's face.

SARAH

Run.

John wisely complies.

SARAH (CONT'D)

Eat this.

Sarah pumps a magnetic grenade into the T-1's mouth. TINK! Rapidly backs away. EXPLOSION! The T-1's body parts skid across the floor, smoldering.

SARAH (CONT'D)

Catch.

Sarah tosses John the HK69.

Sarah grabs the T-1's ammo pack which lies on the floor. She straps it on her back. Picks up the T-1's .80 caliber chain gun. Connects the clip to the ammo-pack. Sarah is looking bad-ass as ever.

John makes a move to retrieve Ribberdy who lies on the ground. Face white, eyes poached. DEAD.

SARAH (CONT'D)

Who was he?

JOHN

Our only chance at getting to Skynet.
You come from north hall?

SARAH

Yeah.

JOHN

T-1s?

SARAH

Infested.

John sighs with defeat.

SARAH (CONT'D)

Where's Terminator?

CUT TO:

INT. SUBTERRANEAN ENTRANCE

Sarah examines the crushed Terminator. She spies down the north corridor, coast clear.

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MK

Sarah moves to the South Corridor, checks for T-1s. Again, the coast clear.

SARAH

At least we got you in a nuclear-safe environment. If we can take out these T-1s we can survive here. Where're the soldiers?

JOHN

Col. Bell said he'd be coming back this way.

SARAH

We'll give 'em 30 seconds.

Sarah and John take cover inside a four foot concave region in the wall.

SARAH (CONT'D)

Splitting up...who's brilliant idea was that?

JOHN

They wouldn't listen to me.

SARAH

(explodes)

You got to get these people to pay attention to you, John. That's what being a leader's about.

Sarah pulls back from her usual lecture. She sees something different in John's eyes.

JOHN

Go ahead, say it. I should've listened to you.

John leans his back against the wall and slides down until he's sitting on his butt.

JOHN (CONT'D)

But I didn't. I only cared about me. My life. Not everybody else's. Now we all lose.

Sarah removes her ammo pack and takes a seat beside John, back to the wall in the same fashion.

SARAH

It's not your fault... It's mine.

John turns to Sarah, shocked to hear those words coming from her mouth.

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SARAH (CONT'D)

You wanted a wife, kids...you wanted a family... And why the hell not, you've been deprived of one your whole life. Hell, you didn't even have a mother.

(beat)

All I wanted to do is love you, John. But I was too afraid it would make you soft, weak, I don't know...

Sarah turns away from John, uncomfortable and vulnerable.

SARAH (CONT'D)

I spent too much time being a drill sergeant...lost out on all the fun of being a mom. You know how many goddam times I wanted to grab you and hold you...tell you things were gonna be okay?

JOHN

They are okay. You gave me everything I need. I now know that.

Sarah's eyes moisten.

ANGLE ON TERMINATOR. Lifeless, crushed in the blast door. Perhaps a part of him hears this?

JOHN (CONT'D)

I love you, mom.

SARAH

I love you, too.

John grabs Sarah and gives her a long since due embrace. Sarah reciprocates, gripping her son tightly.

A CLANKING noise from the south corridor interrupts the moment! Sarah levels her chain gun and fires a warning shot. Silence. A faint human voice echoes.

COL. BELL (OS)

Hold your fire!

JOHN

(yells out)
Colonel!

Sarah rigidly levels her chain gun, untrusting.

Col. Bell and two Soldiers cautiously round the corner, approach John and Sarah. All three are badly wartorn, one of them nursing a gun wound. Sarah lowers her weapon.

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SARAH
That bad, huh?

COL. BELL
How many are on your ass?

SARAH
Five. Give or take.

COL. BELL
We got double that. Give or take.

JOHN
I thought you said only six were operational?

COL. BELL
Only six were operational! I don't know what the hell's happening except that we're dead men walking.

SARAH
Maybe you should quit your whining and get busy.

COL. BELL
Fuck you, lady.

Sarah sweeps Col. Bell on his ass with her chain gun, shoves her boot against his neck and presses the barrel of her chain gun against his forehead.

SARAH
You were saying...?

Col. Bell's soldiers immediately turn their guns on Sarah.

JOHN
War's out there! Knock it off!

RAT-T-T-T-T-T-T-! The T-1s round the corner and are now in the north corridor.

John, Sarah, Col. Bell and the two soldiers quickly duck their backs against the four foot concave region in the wall. This will supply them some cover...but not for long.

Sarah and John blast their guns at the approaching T-1s, knocking them off balance.

RAT-T-T-T-T-T-T! More T-1s round the corner and approach from the south corridor.

Col. Bell and his soldiers blast rounds at them. Gunfire is constant.

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But the T-1s are unscathed. They continue marching forward, guns blazing.

SOLDIER #1
This isn't working!

COL. BELL
The great John Connor... What a fucking joke...

John focuses on the outer BLAST DOOR where the lifeless Terminator stands crushed.

JOHN
Cover me!

John makes a run across the corridor. Sarah, Col. Bell and the soldiers send a barrage of gunfire into the T-1s to cover John.

A bullet grazes John's shoulder as he crosses. Nursing the wound, he wedges his body inside the narrow 10 inch opening of the blast door for cover. Turns to Terminator.

JOHN (CONT'D)
I know you can hear me, goddamit! You are my protector! That is your mission! And you are FAILING YOUR MISSION!

Terminator remains lifeless. The situation worsens. The T-1s are progressing. Our guys are almost out of ammo.

JOHN (CONT'D)
I - AM - GOING - TO - DIE! Do you hear me!? You are a Terminator! IT'S TIME TO TERMINATE!

TERMINATOR POV. A single point of light.. A graphic displays alternate power. Another shows level of power. The meter climbs deep into the red. DANGER! SYSTEM OVERLOAD! Terminator's eyes sizzle with bright red.

Terminator's arms shove against the 20 foot thick titanium blast door. John is awed.

Terminator grits his teeth while shoving on the blast door with incredible strength. The blast door moves a fraction of an inch...

Sarah runs out of ammo, likewise Col. Bell. The T-1s are now only yards away from having a direct line of fire.

The blast door continues moving...a few more inches...a foot...two feet. Terminator removes his hands which have made two deep imprints in the titanium.

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Terminator grabs John and pulls him back to keep him safe.

Sarah's eyes widen as Terminator's somewhat contorted body steps out into the corridor where rounds of ammo immediately ricochet off his armor. Col. Bell and the soldiers are happily amazed.

Terminator approaches the T-1s, cutting them off just in time, diverting the gunfire.

Terminator grabs a T-1's arm and yanks it clean off the robot's body, shoves his hand into the robot's face and crushes the T-1's cranium against the wall.

Terminator kicks another T-1's (weapon) arm, sending the robot crashing against the wall. Terminator grabs the robot's head, breaks it off. He forces the robot to fire upon itself. EXPLOSION! The robot erupts.

Terminator grabs another T-1 and shoves it into a wall, crushing its neck.

Terminator back hands another robot's head repeatedly, severing its head from its torso. Terminator tosses another T-1 into the opposite wall...CRASH! Terminator picks up the T-1 and again hurls the machine into the opposite wall. Terminator yanks off the T-1's (weapon) arm, turns it and fires a constant stream of ammo. KA-BLOOM! The T-1 explodes. KA-BLOOM! Another explodes.

Terminator turns to John and the rest of the bunch with a smirk and a severed T-1 arm in his grip.

TERMINATOR

I'm back.

Terminator drops the severed T-1 arm into a pile of smoldering robotic junk. CLANK! Terminator kicks T-1 debris out of his way as he approaches John. A T-1 head rolls along the floor.

TERMINATOR (CONT'D)

It's clear to me why Skynet rushed to redesign the T-1s. They suck.

CUT TO:

INT. CONTROL BOOTH - OUTSIDE CYBER CELLAR

Low angle on black Gucci Boots...we pan up the gorgeous legs of T-1G who strides toward the Cyber Cellar's vault door.

T-1G peers inside and examines the fifty computer towers circulating with Skynet's god-like mind.

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MK

She focuses on the panel lock, rips off the cover and drives her hand into the circuitry. EXPLOSION! The thermite blast welds the lock shut.

T-1G turns her back to the Cyber Cellar and stands directly in front of the vault door, silent and still -- a sentinel guarding Satan's throne.

CUT TO:

INT. SECURITY SURVEILLANCE ROOM

Terminator rips open the door. John and the rest of the gang pile in and face the many security monitors.

John sits before the computers, punching up different locations on the monitors.

One of the screens shows the interior of a fully automated ROBOTIC FACTORY where T-1s are constructed. It's in full operation. A new T-1 steps off the production line and is equipped with ammo-pack and chain gun.

COL. BELL

Well that answers that. Fucking factory's pumping out T-1s like hotcakes.

JOHN

Where's the Cyber Cellar?

TERMINATOR

Subplex 5.

John types into the computer. The Cyber Cellar comes up on the main large-screen monitor. Standing in the control booth outside the Cyber Cellar is the T-1G standing guard.

One of the soldiers speaks up.

LONDON

Who the hell's that?

JOHN

Shit. She's inside.

COL. BELL

That the "she" you were talking about?

John nods. Soldier #2 speaks up:

GAFF

Sexy momma...

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MK

LONDON
 (to Terminator)
 This chick...she as bad-ass as you?

TERMINATOR
 The T-1G is a superior model. Three generations more advanced.

Terminator zooms the monitor in and focuses on the detonated lock.

TERMINATOR (CONT'D)
 She detonated the lock. It's welded shut now.

COL. BELL
 Well that's just fucking peachy.

SARAH
 You couldn't get past her, anyway.

LONDON
 Gotta be another way inside, man. A hole, something.

John walks off, seemingly giving up.

JOHN
 There are no holes.

TERMINATOR
 Check your head.

JOHN
 What the hell's that supposed to mean!?

As Terminator exits the surveillance room...

TERMINATOR
 Tell you when you're terminated.

INT. NORTH HALL

John follows Terminator.

JOHN
 Look, there's no way in that place! It's goddam impenetrable! It was designed that way! There's no way past it!

Terminator turns square to John.

TERMINATOR
 You talk about choices. But you see only one: Defeat.

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MK

Terminator spears John with a look, walks off. John lowers his head, feeling Terminator's words. Sarah and the rest of the soldiers exit into the north hall and approach John.

SARAH
What's up with his shit?

JOHN
Ruse...

SARAH
What?

JOHN
Ruse... Root Underground Cable Network.

COL. BELL
What about it?

Terminator turns back to John, hearing his new idea.

JOHN
The communication cables beneath the Cyber Cellar. How exactly were they installed?

COL. BELL
Automated boring technology.

John shines with epiphany. He marches up to Terminator with a big smile.

JOHN
I'm hip to what you're doing, and it's working.

TERMINATOR
I know.

INT. UNDERGROUND MAINTENANCE FACILITY - LOW LIGHT

Terminator pulls a dusty canvas tarp off a single-manned boring machine, otherwise known as a "DIGGER."

John, Sarah and the rest of the soldiers huddle around the digger, examining it closely. Torpedo-sized, covered with rows of tiny blades. Connected to the aft section is a long spool of fiber optic cabling. Gaff reaches out and touches one of the many tiny blades, cuts his finger, sucks the wound.

COL. BELL
You realize the floor to the Cyber Cellar's thick titanium.

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TERMINATOR

Yeah, but the cabling's fiber optic. And there's a thousand of 'em, bound together. That should leave me a pretty big weak spot to dig up through.

GAFF

How ya gonna know where you're going?

JOHN

Just gotta find a cable and follow it in.

London laughs.

LONDON

This boy's good.

SARAH

I'll go.

JOHN

No, I gotta do this. You stay here and cover my back.

Sarah understands.

JOHN (CONT'D)

(to Terminator)

You get over to that T-1 factory and blow the place to shit, can you do that?

TERMINATOR

Most definately.

KA-CHANK!

INT. UNDERGROUND - R.U.S.T. SYSTEM - LOW LIGHT

Sparks illuminate the newborn tunnel as the digger bores through. Like a SCUBA diver being pulled through the water by a JET-SUB, John digs through. The HK69 grenade launcher slung around his shoulder, John hangs onto the aft-cable spool mount with both hands, his stomach skidding across the ground.

INT. T-1 FACTORY

The door is BLASTED OPEN. Terminator storms in with a chain gun in his grip and an ammo pack strapped to his back. He blasts a new T-1 as it steps off the line.

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MK

INT. BENEATH CYBER CELLAR - LOW LIGHT

The entire floor is thick titanium except for a circular opening (12 feet in diameter) where thousands of optical cables, bound together, thread up into the facility.

An EXPLOSION of sound as the cables BURST. Sparks shower the floor as the digger CUTS UP through the cabling, penetrating the basement of the Cyber Cellar.

INT. UNDERGROUND MAINTENANCE FACILITY

Sarah, Col. Bell and the rest of the soldiers keeps guard. A noise catches Sarah's attention. She looks up, sees a video camera. It's red recording LIGHT begins BLINKING. Sarah spins around, hyper-alert.

SARAH

We got company!

London suddenly fights as something grabs his hand and forces his pistol against his own temple. BANG!

Gaff spins around, gun leveled. CRACK! His head is hyper-rotated.

Col. Bell begins shooting wildly. Until his body is thrown so hard into the metal wall....instant death.

Sarah fires a constant stream of ammo until her gun is yanked from her grip by something unseen. Her body is slammed into a wall. Then suddenly, her feet lift off the ground as she is slide up the wall by the unseen force. Her face smears blood as she slides upward.

T-1G exits camouflage mode and appears. She stands on the wall, defying gravity, looking directly into Sarah's eyes. Fisting Sarah's hair, T-1G points Sarah's eyes into her's.

T-1G

Where's John Connor?

T-1G studies Sarah's NEURO-ELECTRIC ACTIVITY: Among cluttered images, subconscious dialogue overlaps: "Go to hell, bitch."

T-1G reacts as Sarah's unusual mental strength.

CUT TO:

INT. CYBER CELLAR

John emerges inside Skynet's lair. Adrenaline pumped, he marches past the two rows of computer towers, scraping the barrel of the HK69 across their monitor display screens.

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MK

John turns the grenade launcher on the main control terminal.

JOHN

This is for Anna, and San Francisco...

In one of the large displays, a message is printed out, accompanied by a computerized voice.

SKYNET

I have reprogrammed and downloaded all nuclear security codes and have access to North America's arsenals. You launch. I launch.

John stares at the computer screen, a cold sweat forming. He considers his options -- what options?

JOHN

Fuck you. You're gonna launch anyway.
(cocks the HK69)

A titanium wall suddenly descends, revealing a three-foot thick glass wall which views into the control booth. On the other side, T-1G holds Sarah by the back of the scalp, pressing her badly pummeled face into the glass, smearing her blood. Sarah yells to John but the thick sound-proof glass mutes her screams.

INT. OBSERVATION BOOTH

From this side, Sarah's screaming is now clearly heard.

SARAH

DO IT, JOHN! FUCKING DO IT!

INTERCUT BETWEEN JOHN AND SARAH

John steps toward the thick glass and presses his hand against it. Sarah meets his hand with hers.

SARAH

There's nothing you can do... Finish it.

Sarah reads John's lips...

JOHN

(muted)

I love you.

John turns away from his mother and levels the HK69 at Skynet.

JOHN (CONT'D)

Download this.

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John BLASTS grenades into the fifty computer towers.
EXPLOSION upon EXPLOSION as chunks of motherboards and chips
burst into the air.

T-1G spin-breaks Sarah's neck and discards her like used
Kleenex. Sarah hits the ground, eyes poached, head hyper-
rotated. Dead.

AN ALARM WAILS. The lights switch off and EMERGENCY LIGHTS
flicker on, illuminating the cellar with an ORANGE GLOW.

CUT TO:

MONTAGE - MISSILE SILOS

Countless ICBM missiles rocket into the night from all
different parts of the United States, including submarines.

CUT TO:

INT. CYBER CELLER

While John continues blasting the shit out of the fifty
computer towers, T-1G punches the thick glass window with
battering-ram force. Her body a blur from the speed of
impact. The window begins to crack.

INT. BENEATH CYBER CELLAR

John hustles toward the Digger, ignites the engine.

INT. T-1 FACTORY

The digger explodes up through the floor, ripping through
metal grating. The tiny blades send a SHOWER OF SPARKS
through the air.

John emerges and finds himself staring at a T-1 which lies in
broken and burning. Terminator gives John a hand up.

TERMINATOR

Skynet?

JOHN

Terminated.

TERMINATOR

Sarah?

John shakes his head with deep remorse.

TERMINATOR (CONT'D)

Let's go.

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Terminator and John hustle through the rest of the destroyed T-1 factory. John looks about the place as they exit...

The colossal factory is fully automated. Not a human being in the place. Robotic spider-like machinery assemble the T-1s as they come down the line.

Terminator and John bust through a door which leads into an experimental laboratory.

INT. LABORATORY

Here T-2s are seen. More sleek, human-like frames. Rubber human-like skin covers some of their appendages.

Terminator blasts the T-2s as he and John exit.

INT. BORING TUNNEL

T-1G claws across the ceiling, walls, floor of the tunnel, blazing through with incredible speed -- the laws of gravity not a factor.

INT. UNDERGROUND MAINTENANCE FACILITY

T-1G explodes up from the boring tunnel. Scans the area. No John Connor. Her eyes focus on a Digger.

INT. CORRIDOR TO AIRCRAFT HANGAR

John and Terminator race through. Terminator fires the chain gun up into the sprinkler system, setting it off.

Terminator stops. Listens. He shoves John aside just as...

The GROUND EXPLODES! T-1G drives the DIGGER up into the room! Right where John was standing.

TERMINATOR

Run.

John escapes through a doorway and enters...

Terminator turns his chain gun on T-1G who kicks the weapon from his grip.

T-1G grabs the Digger, its blades spinning viciously, and impales it down onto Terminator, mutilating flesh, grinding endoskeleton.

INT. AIRCRAFT HANGAR

At the center of the hangar, A SWIFT. It's polished steel hull illuminated by orange emergency lighting, hull beading with high-pressure water from the sprinkler system.

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John opens the hatch, enters.

INT. SWIFT - COCKPIT

John scans the ultra high-tech control panel. He dons a headset and pushes the talk button.

JOHN
Activate thrusters.

FLIGHT COMPUTER
Negative command. Anti-gravitic thrusters not initiated.

JOHN
Initiate anti-gravitic thrusters.

FLIGHT COMPUTER
Negative command. Fuel cells inactive. -
Recommend cycling launch check list.

JOHN
(pushes talk button)
Cycle launch check list.

The lights to the control panel illuminate as the ship comes to life.

FLIGHT COMPUTER
Fuel cells charged, power distribution set to launch, manifold thermals circulated...

INT. CORRIDOR TO HANGAR

T-1G impales the digger one last time onto Terminator, ripping the machine deeply into the cyborg's torso. With dying strength, Terminator reaches out and grabs T-1G's ankle, a pathetic attempt to stop her. T-1G turns to static vapor, allowing her lower-leg to pass through Terminator's clutches with wraith-like effect.

INT. SWIFT - COCKPIT

John examines the plasma flight screen which reveals T-1G approaching.

FLIGHT COMPUTER
Auto-gryo calibrated, auto-stable mode, on. Anti-gravitic thrusters warming up.

EXT. SWIFT

A THUNDERCLAP as the anti-gravitic thrusters BLAST with ear-splitting pitch.

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INT. HANGAR

T-1G is barely seen as the shower of water from the sprinkler system outlines her camouflaged form as she strides toward the SWIFT.

INT. SWIFT

FLIGHT COMPUTER (VO)
Frequency cancellation mode on standby.

JOHN
(in epiphany; sotto)
Frequency cancellation... Sentient
frequency, sentient frequency matter...
(pushes talk button)
Activate frequency cancellation.

EXT. SWIFT

The anti-gravitic trusters are suddenly DEAD SILENT.

INT. SWIFT

T-1G focuses on the SWIFT and races toward it.

JOHN
Alter cancellation frequency.

FLIGHT COMPUTER
Specify new calibration signature.
Warning. High energy target approaching.

JOHN
Calibrate to high energy target.

The computer screen's cross-hairs focuses on T-1G.

FLIGHT COMPUTER
Calibrating.

JOHN
Come on. Cancel that sentient frequency
piece of shit.

EXT. SWIFT

The anti-gravitic thrusters are once again heard, roaring loudly. CRRRRASSH! Every light in the entire hangar suddenly explodes! Glass rains down onto the T-1G as she jumps onto the SWIFT and turns it over on its side.

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INT. SWIFT

T-1G rips open the rear hatch, enters! John is trapped, no way out!

T-1G screams toward John to kill. John pulls the lever for the EJECTION SEAT, not a second too soon. EXPLOSION!

INT. HANGAR

Because of the angle of SWIFT lying on its side, John is catapulted at a 45 degree angle across the length of the hangar. A parachute opens just before he hits the ground, breaking his fall somewhat.

T-1G jumps out of the aircraft, eyes targeting John.

John backs away from the approaching T-1G when suddenly her body starts twitching strangely.

T-1G tries to shake it off when a strange vibration ripples through her. The vibration grows...and like a microphone feeding back, a single tone crescendoes...louder...louder... into an ugly deafening ROAR.

T-1G examines herself as her body swells and unravels, her dense sentient frequency matter decompressing -- it's not pretty. Her arms and chest burst open, ballooning out massively. Legs explode, rapidly growing outward as her insides pour out of her. T-1G's gorgeous smooth skin is now replaced with her inner-working, intricate neural network now visible. Tendrils of neural tissues rip open and writhe as they try to re-connect.

John backs into a corner, trapped by T-1G.

T-1G finally stabilizes. She is now grossly misshapen and horribly contorted. Arcs of electricity blaze through her augmented form which lays paralyzed upon the ground, just feet from John; her stillborn eyes boring into his. Body rippling with electricity.

John struggles to his feet, and hurries past the hideous machine -- smart not to assume she's dead.

INT. CORRIDOR TO HANGAR

John finds Terminator in bad shape. Chunks of flesh missing, revealing mangled endoskeleton beneath, exposed wiring.

JOHN

You okay?

TERMINATOR

I hate her.

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MK

With some difficulty, Terminator stands. There's a moment of refreshing silence...

TERMINATOR (CONT'D)

You did good.

JOHN

I know.

John and Terminator move to exit when...

Suddenly T-1G CRASHES through the wall and rears its massive physique. Her beautiful features, although still recognizable, undulate with grotesque proportion. John has created an even worse adversary!

Terminator levels the chain gun and blasts rounds into her. The effect of the gunshots have a slight damaging effect for the first time -- in this state T-1G is more vicious, but perhaps more vulnerable.

John races to escape through the corridor, Terminator trailing with a limp. T-1G rips apart the walls, having difficulty squeezing its cumbersome new body through. This slowing her down greatly.

Terminator blasts T-1G with his chain gun until...CLICK. Out of ammo. John finds a door to a stairwell.

JOHN (CONT'D)

Come on!

INT. STAIRWELL - EMERGENCY LIGHTING

The sprinkler system showers John and Terminator as they rapidly descend the steps. The T-1G crashes inside, fighting to squeeze through, shaking the interior like a 9.0 earthquake.

The stairwell crumbles beneath John's feet, causing him to plummet a flight. WHAM! John hits hard, writhing in pain.

T-1G lurches downward toward John when Terminator steps in between. Like a cobra, T-1G strikes at Terminator. Retaliating, Terminator punches holes into T-1G. But as his arms rip into her, human flesh is instantly burned off by the acidic effect of the neural inner-workings.

Terminator falls down a flight, lands beside John. T-1G crashes through the stairwell, forcing its large body toward its prey, bashing apart chunks of concrete.

Terminator spies an air conditioning duct. With endoskeleton exposed arms, he rips off the metal covering and shoves John inside. Terminator dives in after John.

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MK

T-1G lurches out and engulfs Terminator's leg, stripping off clothes and flesh. Terminator's leg is jerked clean off his body, wiring and endoskeleton stringing from the wound.

INT. TEST CHAMBER

CRASH! John smashes through a ceiling vent and impacts onto the dense titanium-grated floor. He gasps in pain, clutching his dislocated knee.

INT. TESTING CHAMBER

John, fighting to suppress his agony, claws across the grated floor when Terminator comes CRASHING DOWN. The cyborg struggles to right himself, but too much damage has been done: arms stripped of flesh, metal cranium half-exposed and left leg severed.

JOHN

Get up.

Terminator's servos and hydraulics grind and sputter horribly as he tries to move.

JOHN (CONT'D)

Get up!

Terminator's red left eye dims, losing its bright glow. The cyborg is dying. John struggles to drag Terminator, but he's much too heavy to move.

John hears the horrible screech of T-1G which echoes through the air duct above. Time is running out.

JOHN (CONT'D)

Don't fade out on me! Come on, say something!

Terminator, too weak to be of any further service to John, manages but a few words...

TERMINATOR

(digital clipping)

G-g-g-green.

JOHN

What?

TERMINATOR

(digital clipping)

My fav-vorite color...

JOHN

Why?

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TERMINATOR
 (digital clipping)
 The c-c-olor...l-l-l-iife.

John rushes with emotional chill as he stares down upon his dying friend.

JOHN
 You're a good friend.

TERMINATOR
 I know.

Terminator smiles sarcastically before his body begins sizzling with short bursts of blue electricity and the glowing red from his mechanical eyes fade.

Debris rains down from above as T-1G grows nearer.

John crawls across the grated floor toward a CONTROL ROOM. Illuminated by strobed emergency lighting...A 35 foot PLASMA ROCKET ENGINE mounted horizontally on a special stand.

INT. AIR DUCT

T-1G violently rips through the claustrophobic confines of the duct, cutting viciously through the wall, clearing enough space to squeeze through.

INT. TESTING CHAMBER

T-1G drops down into the large chamber and whips its head toward John who is seen climbing inside the control room, protected behind ultra thick glass.

Terminator latches onto T-1G with one hand and grabs the metal grates with his other, keeping the beast pinned. T-1G fights to free herself.

INT. CONTROL ROOM

The nerve center of the testing chamber, a miniature version of NASA's mission control. John gets behind the main terminal and types furiously into the keyboard.

INT. TESTING CHAMBER

T-1G rips Terminator in half. The cyborg's body fragments sizzling with blue tendrils of electricity. T-1G lurches its massive body upward, twisting its head around 180 degrees. The beast HISSES as it burns a death look at John inside the control room.

T-1G leaps through the air, silhouetted by the strobing emergency lights.

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Vapor pours out of the plasma rocket engine.

INT. CONTROL ROOM

John finishes typing into the computer. A button with a protective safety cover suddenly BLINKS RED. T-1G HISSES at John while gripping the glass.

JOHN

You're terminated, bitch.

John flicks open the safety cover and pounds his fist onto the red button. Titanium blast shields slide down over the thick protective glass.

INT. TESTING CHAMBER

The giant plasma engine IGNITES, sending a furious tsunami of fiery plasma throughout the chamber. T-1G screams, a hellish siren of a scream as its neural network is decimated.

INT. CONTROL ROOM

John hurries to escape!

INT. SHIELDED CORRIDOR TO CONTROL ROOM

John forces himself to his feet. Fighting the pain, he hurriedly limps to escape, desperate to put distance between him and the impending explosion.

INT. TESTING CHAMBER

The plasma engine rips free of it's mount and BURSTS OUT OF CONTROL. Bouncing violently off the walls.

T-1G struggling to escape when...

The plasma engine CRASHES DOWNWARD and EXPLODES! AN ENORMOUS EXPLOSION.

The T-1G's body instantly disintegrates into a million pieces. Terminated!

EXT. GREEN RIVER LAUNCH COMPLEX - NIGHT

The EXPLOSION erupts an enormous PLUME into the sky! A massive tower of FIRE AND DEBRIS rains.

Emerging from the subterranean entrance is John Connor. Limping, wartorn, hardened expression. Emergency vehicles approach him.

CUT TO:

MK

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EXT. THE NIGHT SKY

Countless nuclear warheads rocket across the sky.

INT. NORAD - MISSILE WARNING CENTER - NIGHT

DEFCON-5 illuminated. Large maps of the continents reveal the approaching apocalypse. Nuclear missiles minutes away from impacting all areas of China and Russia. Counter-strike missiles streaking toward the United States.

It's total chaos, phones ringing off the hook. Military personnel scream orders back and forth.

EXT. PRESIDENTIAL HELICOPTER - NIGHT

The President communicates via SATELLITE PHONE as he is hurried into a nuclear bunker, the Secretary of Defense and other elite members of the government trailing. Extreme winds from the rotor blades blast his hair and clothing.

PRESIDENT

...a computer malfunction! It doesn't matter. Listen to me! Our missiles have been disarmed...en route. Yes, that is correct. En route. We have this capability. We know you do, too!

The President communicates a few diplomatic words in Russian before ending the call.

SECRETARY OF DEFENSE

What'd they say?

PRESIDENT

(portentously)

If they're still alive after our missiles strike, they'll disarm.

CUT TO:

EXT. ALL ACROSS THE UNITED STATES - MONTAGE

Shots of NUCLEAR WARHEADS streaking across famous Skylines. New York. L.A. Washington D.C. The ICBMs arc downward and impact!

But there are no nuclear explosions. Only the force of the metal hulls bashing into buildings, freeways, bridges...

A WARHEAD skids down a street, sparks trailing. The ICBM flips end-over-end and crashes into the stairs at the base of the Lincoln Memorial.

DISSOLVE TO:

MK

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EXT. LINCOLN MEMORIAL - THE MORNING AFTER

Emergency vehicles swarm a broken ICBM. Curious children are ushered back as a SQUAD of men in RADIATION SUITS place an ICBM inside a large truck designed for extreme containment.

CUT TO:

EXT. MOUNT CHAFFNEY - DAY

Extreme CLOSE-UP on John Connor's intense eyes...as we pull back...

JOHN CONNOR (VO)
Six million lives were lost soon after
Skynet became self-aware.

Camera continues pulling back, revealing John standing on top of a mountainous ridge, a Yamaha 400 dirtbike parked nearby.

JOHN CONNOR (VO) (CONT'D)
It's ironic...while a computer became
conscious, we were unconscious. With the
exception of my mother. God, I'm going
to miss her. I now understand how she
suffered through the years, how she lost
out on being a mother.

Camera pulls back, revealing semi trucks loading supplies inside a tunnel located below the ridge.

JOHN CONNOR (VO) (CONT'D)
I'd hate to think that a taste of the
apocalypse is what it took to wake the
world. I can only hope now that we
remain...wide-awake. I know I will.

Camera continues ascending, high into the heavens where John is but a dot on a mountain.

JOHN CONNOR (VO) (CONT'D)
I can still hear my mother's words:
"There is no fate, but what we make."

Camera ascends above California, showing Los Angeles from space.

FADE OUT.

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