

T H E M A T R I X R E L O A D E D

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FADE IN ON:

Dark clouds below the inky remnants of the scorched sky. We hear wind as we sail, like a glider, over the black atmosphere.

We DIVE DOWN into the murkiness, through the clouds, into the darker world of the dead surface of Earth, the desert of the real. The rotted skeleton of a massive city is sprawled everywhere. We approach a fissure in the Earth's crust, and as we do, we hear the increasing buzz of multiple hovercraft engines. Blue flashes grow in intensity from the fissure. Radio voices, indistinct at first, grow louder as we approach the fissure.

WOMAN (V.O.)

"Six o'clock, 300 meters. We can't outrun 'em."

MAN (V.O.)

"I know. Can't tow this crate fast enough! We gotta ditch it!"

We hear the voices as though we're listening to cops through a police scanner. The woman is NIOBE, the captain of the lead ship, Sephora.

NIOBE (V.O.)

"Can't, the core is still good. And they've got 'The One.'"

MAN (V.O.)

"Oooh, our savior. He'd better be worth it."

NIOBE (V.O.)

"Shut up and make the exit. Hold on!"

The azure glow from the fissure is suddenly overwhelming. A tight convoy of three HOVERCRAFT explode from the fissure, traveling nearly straight up, like a trio of massive locomotives flying into the sky in tight formation, linked together by tow cables. The blue glow has been emanating from the overworked flare drives of the first and third hovercrafts. Between them, suspended by tow cables, is the dark, scorched, and sliced NEBACHANEZZER. They rocket upward, slowing as they reach the top of the arc.

NIOBE (V.O.)

"Woo-hoooh!"

The rush to the ground, pulling up at the last second. The NEB flails wildly between them.

MAN (V.O.)

"They're still on us!"

More vehicles fly from the fissure. A massive army of SQUIDDIES pours up onto the surface.

INT. NEBACHANEZZER COCKPIT

The NEB is slung between the two HOVERCRAFT, with the cockpit facing backwards. TRINITY, MORPHEUS, TANK, and NEO, the former Thomas Anderson, crowd the cockpit. Helpless, the landscape speeds away from them, while a wall of red-eyed SQUIDDIES speeds to them.

It's been a mere TWO DAYS since the realization of NEO'S POWERS and the defeat of AGENT SMITH. The slipstream whistles violently into the interior of the ship, and the crew is cold, tired, haggard, and stressed beyond belief as they can only watch the action in their knocked-out ship.

MORPHEUS is on a headset.

MORPHEUS

"Niobe, they're closing."

NIOBE

"How many?"

MORPHEUS

"Just a few. Maybe two or three. Hundred."

INT. SEPHORA COCKPIT

NIOBE, as regal as she is beautiful, sits at the controls of her ship with her co-pilot, a younger female. All visible dials are redlined as they streak over the dark surface.

NIOBE

"You've got a gift for understatement."

INT. FREEDOM COCKPIT

THE FREEDOM'S CAPTAIN, a silhouette in a dark cockpit, is flying blind. His cockpit is awash in the blue flares from NIOBE'S ship.

His lieutenant, a shadowy female figure, reaches for the radar screen. As she does, we see her bare shoulder fall into view, a WHITE RABBIT tattoo is conspicuous.

They switch their screens to the radar, squiddies right on their ass.

MAN

"Oh shit, we're screwed. We gotta set down and EMP 'em."

NIOBE (V.O.)

"Too many!"

EXT. FREEDOM HULL

A racing SQUIDDIES reaches the hull and latches on, striking up its cutting laser and ripping into the hull.

INT. SEPHORA COCKPIT

MAN (V.O.)

"They're on me! Shit! Losing power!"

NIOBE'S Lieutenant, a muscular Asian woman, Circa, notes something on a console.

CIRCA

"Multiple bogies closing!"

NIOBE

"No shit."

CIRCA

"From the front!"

Niobe is grim faced as she peers into the sky ahead. Several objects are closing in fast.

CIRCA

"Are they - "

She doesn't have time to finish the question, as the oncoming fighters launch a massive volley of missiles. From afar, they look like dark irises surrounded by a corona of flame. At first, we can't tell exactly what they are, until their fiery trails rip straight at the SEPHORA cockpit.

CIRCA DUCKS as the missiles harmlessly streak by.

INT. NEB COCKPIT

A massive swarm of missiles blasts by the cockpit. The individual warheads swerve at the last second, blowing SQUIDDIES apart, or casting them to the ground aflame.

INT. SEPHORA COCKPIT

Niobe breathes a sigh of relief. Her lieutenant looks back up to see a wing of HOVER FIGHTERS - 'DEFENDERS' fly past their ship. Sleek, with huge blue flares from their engines, they're gunship fighters armed to the teeth with missiles and laser turrets studding the fuselage.

NIOBE

"They're ours."

DEFENDER ONE (V.O.)

"Hold on, folks, you're in for a little cleaning."

EXT. THE SURFACE

The wing of DEFENDERS makes short work of the squiddies. The half dozen clinging to FREEDOM'S hull are picked off by well-placed laser shots that turn the squiddies into curdling balls of slag. The squiddies that survive turn tail and run.

INT. NEB COCKPIT

The crew of the Neb breathe a collective sigh of relief as they leave the scene of aerial carnage behind them.

NEO has been gripping an oh-shit handle on the edge of the cockpit. He relaxes his grip as their escape is clear. Their ship suddenly enters a cave, and starts to descend. The blue wash of the ship shows rock

walls and pipes. The ships are slowing down as they descend back into the earth.

TANK'S shoulders drop, and he leans back into his chair.

TANK

"We're home."

TRINITY

"Well, not yet, but we're in the defense screen."

NEO

"What's that?"

MORPHEUS

"A concentric ring of defenses that shields Zion. The fighters that just saved us constitute the first ring."

NIOBE (V.O.)

"Neb crew, you can relax now."

MORPHEUS

"For the moment, perhaps. Its still a long drive home."

FADE OUT

and

FADE INTO:

TRINITY'S CABIN. At first we see only stars twinkling, faraway diamonds on a black velvet background. The camera descends through the darkness, to a sunset, dark blue, as if just after sunset. The artwork terminates in the metal ring going around her room. It's a much more hospitable place than the rest of the dreary hovercraft. The articles she's collected during her time in the resistance dot the cabin. An unfinished sweatshirt sits on a loom. There are charcoal portraits of loved ones.

Softly lit, the cabin sways slightly. The NEB is still in tow. NEO is sitting against the wall on Trin's bed, with her curled up beside him with her head on his lap.

Neo can't sleep. He stares at the wall opposite him. There's a photo of the crew of the NEB, sans Trin, in better days. Smiling, laughing as they are seated around the table. Morpheus, Tank, Dozer, Switch,

Epoch, Mouse. Neo stops on the image of a smiling CYPHER. There's an unknown Asian man in the photo, looking withdrawn and a bit lonely.

Gently, placing Trinity's head down, NEO stands and examines the photo.

She awakens.

TRINITY

"I'll have to take that one down now. Cypher..."

NEO

"Who is this guy?"

TRINITY

"Who?"

NEO points to the mystery man.

TRINITY

"That was... I... forgot his name."

NEO

"What happened to him?"

TRINITY is sullen.

"He didn't make it."

NEO returns to the bed and sits down, disturbed. Trinity sits up, awakening.

NEO

"Was he like me?"

TRINITY nods.

TRINITY

"Not you, though. Like you. There have been others, Neo."

"Aren't you tired?"

NEO

"No. I've never been a big sleeper."

TRINITY

"I know. I used to watch you hacking without sleeping for days."

He turns to her, questions in his eyes.

NEO

"How many 'ones' have there been?"

TRINITY

"That's not the point."

NEO may not think so.

TRINITY

"You are him. You're mine."

NEO

"But what does it mean, to be The One?"

TRINITY

"I don't know, Neo. Our mission was to find you."

NEO

"So, now what?"

TRINITY

"Now, Zion will give us a new mission."

The hatch swings open. MORPHEUS peers in.

MORPHEUS

"We're almost home. We'll need a detail. Five minutes."

HE closes the hatch and disappears.

NEO

"Does he ever knock?"

TRINITY

"Not on his ship."

CUT TO:

INT. MAIN DECK, NEB

The crew grips the bulkhead and fixtures as the swaying ship comes to a rest. Outside, the sounds of hover engines fade away. Tank unlocks the main hatch, then jumps as it drops, unpowered, slamming into the tarmac with a resounding smash.

CUT TO:

EXT. ZION TARMAC

The tarmac is a busy, crowded military airport, with hovercraft of different sizes spread across the lot. Its housed poorly lit, houses in a cave so huge the ceiling is out of site. Crewpersons run around, servicing battle-damaged vehicles. Munitions are carted across the tarmac on robot rolling racks. No one pays the NEB and its battered crew any mind.

Nearby, the SEPHORA and FREEDOM are parked. Their engines shut down, and their powered hatches are open. The crewmembers are spilling out.

NIOBE hurries to MORPHEUS' side, and he steps toward her, smiling, but their military manner is quickly restored, though they can barely contain their grins.

MORPHEUS

"Niobe..."

SHE shakes his hand, the shake slows down.

"M."

MORPHEUS

"Thanks for the rescue."

THEY close for a kiss, when the FREEDOM'S captain suddenly jumps between them.

It's CHOI - the NEO's supposed neighbor and hacking financier. Exhuberant and oblivious, he joyfully gets in MORPHEUS' face.

CHOI

"Brough, you us your asses! We saved you so hard core you don't even know!"

NIOBE smiles at Morpheus and fades back as BOOTH shouts his own praises. Morpheus turns to his less-mature peer.

CHOI

"So, you think you finally found The One, huh? Another One?"

DUJOUR, CHOI'S LIEUTENANT, pushes into their conversation, looking offscreen.

DUJOUR

"Idiot, we helped him find him. Hello, Morpheus."

CHOI

"Huh?"

He looks at what she's seeing. His gaze halts on NEO. He's concentrating on TANK and his apparent girlfriend, who seems to be consoling him. He turns to see CHOI and DUJOUR, does a double-take, and his jaw drops open.

NEO

"You?"

CHOI is quick to resume his cool.

CHOI

"In the flesh, so to speak."

DUJOUR

"Welcome to the real world, Neo. I'm glad you're here."

CHOI

"What do you think, Dujour? Should we take him with us?"

DUJOUR

"Definitely."

CHOI

"Morpheus?"

MORPHEUS turns from Niobe and a Zion officer. He addresses Trinity, glancing at the others.

MORPHEUS

"Go on ship's liberty. Meet me in the Dead Duck at 21:00 hours, drunk or sober."

EXT. ZION STREET

It's like a valley floor running between two gigantic walls of rock that are nearly vertical, coming together in an elongated archway. Carved into the street level are innumerable stores and shops, above them, apartments and balconies that rise to the top of the arch. People flow through the street. Their clothes are homespun wool, denim, and leather. Dyes and color are absent. Carved into the solid granite walls, between homes and around windows and doors, are intricate and beautiful carvings.

NEO is lead down the street by CHOI, DUJOUR, and TRINITY, and a few other rebels. The push through a mult-culti crowd of people, humanity melting into one race.

CHOI

"See, man? This is home. This is the main street. One of 'em, anyway. Almost everyone is a fighter. Sometimes, even the kids.

THEY pass an outdoor workshop where youngsters are assembling small machines.

CHOI

"Our energy as a people is directed toward liberation. Check it out, here are some newcomers."

A group of frail, buzz-cut androgonites pass by them. They look at NEO, recognizing him as one of them, a new comer.

NEO

"Where did they come from?"

CHOI

"Energy plant we raided on our last mission. There were some survivors."

NEO

"How are their minds freed from the Matrix?"

TRINITY

"With difficulty."

DUJOUR

"If at all."

They step into a club, Dead Duck. It's a sailor joint. Lots of wood, beer on tap, and rum. Crewmembers of other ships recognize the rebels, greeting them, as they eye Neo. They take a booth in the corner. The waitress arrives.

WAITRESS

"Welcome home, brothers and sisters. First day back?"

CHOI

"Yes, lovely."

WAITRESS

"On the house, then. Four rums?"

TRINITY

"Make it eight."

The waitress smirks and leaves. TRINITY turns to CHOI.

TRINITY

"Any casualties?"

CHOI lights up and takes a drag.

CHOI

"Two. Sidewinder and Left-right."

DUJOUR

"I can't believe Cypher turned. Bastard."

CHOI

"He who loses faith..."

DUJOUR

"Neo, we monitored your fight. Did you really gain enlightenment?"

NEO shrugs.

NEO

"All I know is I kicked Smith's ass."

CHOI

"Fuckin' finally, Jesus Christ. It's about time we iced that bastard."

DUJOUR

"Yeah, we finally won against an agent?"

CHOI

"I guess 1 'n 298 isn't a bed record, huh?"

The drinks arrive. Tall glasses of rum.

CHOI holds his glass aloft. They raise their glasses to toast.

CHOI

"Live free or die."

ALL (save NEO)

"Live free."

They slam the rum back, and slam empty glasses on the table. NEO can barely manage to sip his.

NEO

"God, how do you do that?"

TRINITY

"You've never drank before."

DUJOUR

"Not for real."

CHOI

"You want to know what being The One means?"

NEO

"What?"

CHOI

"One drink and you're toast."

DUJOUR

"Neo, you know what else you've never done?"

She glances at Trinity, who falls back against the seat, turning to suppress a smile. Choi cracks up.

NEO

"Yeah."

DUJOUR

"Yeah, you've never done it."

CHOI

"And virtual doesn't count, man, doesn't fucking count."

NEO

"Well. I'll drink to that."

CHOI

"Here, here."

This time, NEO follows the others and slams back the entire glass. He coughs and sputters as his friends and bar patrons cheer him on."

EXT. MAIN STREET, ZION

The lights are dim, and only a few late night revelers stagger through the streets on their way back home. Walking straight and calmly through the stragglers are MORPHEUS and NIOBE.

MORPHEUS

"So, how do you like having your own command?"

NIOBE

"It's good. But trying. The responsibility..."

THEY stop before the entrance to the DEAD DUCK.

MORPHEUS

"You must be both mother and father to your crew."

NIOBE nods, and looks into the bar. Inside, the crews are raging drunk and loud.

NIOBE

"Who will you be now? The mother, or the father?"

MORPHEUS peers in on the scene and grins.

MORPHEUS

"As long as they don't get out of line, I'll just be a brother."

INT. DEAD DUCK

NEO is out of it, while the others are merely comfortably in the bag. He's acting like a kid who broke into his father's liquor cabinet.

CHOI

"So, you went back in, and you two pulled him out?"

TRINITY nods, herself in disbelief. NEO picks his head up off the table.

NEO

"Kicked... kicked Smith's ass."

CHOI eyes MORPHEUS and NIOBE coming toward them.

CHOI

"Hey, did you kick anybody else's ass, Neo? Like Morpheus?"

NEO

"Morpheus? Yeah, I smacked him around, too."

MORPHEUS arrives just in time to hear the last part. He stands and grins down at NEO.

MORPHEUS

"So, you can smack me around, Neo?"

NEO

"Oh yeah. Anytime."

MORPHEUS taps him on the forehead. NEO blinks and falls back into the booth. He stands before them.

TRINITY

"How's Tank?"

MORPHEUS

"He's on bereavement leave with his mother. Dozer was the second son she's lost in this war."

His comments set a sober tone.

MORPHEUS

"The Nebechanezzer is out of commission for at least a month. But, that's not giving us a rest."

TRINITY

"Let me guess. We've been ordered back out anyway."

MORPHEUS

"Yes. This is another special op. I'm in command, Niobe and Trinity are team leaders. Neo is our secret weapon."

FLASH TO: NEO, passed out with his mouth open on the couch.

MORPHEUS

"We don't know exactly what he's capable of. He may be just tapping his potential, or he may have already reached it. We are to learn from him, as he does from us."

CHOI

"Why are we always getting screwed? Not only do I have to go straight back into the shit, but I lose my command, too?"

MORPHEUS

"You've been assigned to this mission because you're the best, Choi."

DUJOUR

"Yeah, and headquarters thinks you might be able to whine the agents to death."

CHOI

"Oh my God that's so funny. My point is, don't we need some r-and-r? Unwind a little? We lost two crew on the last one, you lost like five, right? Shit. I'm glad we found Mr. Invincible, here, but Jesus..."

MORPHEUS

"You don't have to go, Choi. Volunteers only."

TRINITY

"He's got a point, M. I have faith, but why so quick?"

MORPHEUS

"We have a chance, here, but the window of opportunity is brief. Our ships say the Matrix is already upgrading and re-coding to block our entry. And Neo's."

CHOI

"Fuck. Every fucking time we get another 'one,' this is what they do."

MORPHEUS

"He is the One."

DUJOUR

"You haven't lost the faith, have you Choi?"

CHOI grabs a half-filled rum glass and swigs it down.

CHOI

"Well, these are the times that try men's souls. Here's to victory."

EXT. TUNNEL

The FREEDOM hovers slowly, silently, like a submarine as it cruises through the murky depths. It suddenly comes to a quiet stop, and descends. The engines fade out, and the vessel rests, darkened, on the cave.

A quartet of SQUIDDIES slips by. We follow as they worm their ways through the twisted passageway, watching as they pass the bubble

cockpit by mere feet.

FREEZE on the cockpit. Within the shadows we see Morpheus and Choi at the controls.

INT. FREEDOM COCKPIT

They watch the SQUIDDIES fade into the distance.

MORPHEUS

"Power up. Sleep mode."

CHOI

"Aye aye, capitano."

MINIMAL cockpit displays turn on, and the cabin remains dark.

INT. MAIN DECK

The ship's OPERATOR, a lean Asian kid with a gaze like a laser scan, sits behind NEO, who's sitting at the operator's console with his hands on the abbreviated keyboard. Trinity sits with them, her feet up as she observes.

NEO stares at the screen. It's a huge syllabus of Matrix code characters. He struggles to learn the complex code.

NEO

"Ka equals 9. But reverse Ka is point-nine, right?"

RAZOR nods.

RAZOR

"You catch on quick, man."

NEO

"I know these symbols from the hacking trainer. But how come it's so hard to find them on the keyboard?"

TRINITY

"Your brain knows what to do. But it has to associate characters with your body."

RAZOR

"It's muscle memory, Neo. Think of the space bar and your thumbs nail it. Because your thumbs have hit the space bar millions of times. But think about reverse 'ka,' and your fingers don't hit automatically hit the reverse key and the 'ka' key in one shot."

NEO

"Where did these symbols come from, anyway?"

RAZOR

"Most of it is from the old Japanese. It's Katakana. See, the machines aren't binary. No zero and one. They're quantum-based, so instead of an open-close base of zero or one, open or closed, they use all numbers between zero and one."

NEO

"All numbers between zero and one. That could be an infinite number of numbers."

RAZOR

"Not could be, it is."

NEO is astounded.

NEO

"Holy shit. How many calculations per second?"

RAZOR

"How many CPS? Well, that's kind of hard to estimate. Put it this way: picture all the particles in the known universe. Not just atoms, but sub-atomic particles that compose atoms."

NEO

"OK. At last count that was what, a gazillion, right? Two gazillion?"

RAZOR barely smiles at the joke.

RAZOR

"Well, it's up there. In any case, the number of calculations per second the Matrix can perform is greater than the estimated number of particles in the known universe."

NEO

"Woah."

TRINITY

"That's how they have the operating power to create entire worlds within their PCs."

NEO

"OK. That's why it looks like reality. They have the computing power to create entire worlds."

RAZOR

"Right."

NEO

"So, if we hack into the Matrix, why can't we just change the code while we're at it?"

RAZOR

"No, no. See, it's not that simple. The machines, the programs that code, create, and maintain the Matrix, the agents, they are code.

There are different types of agents, many work unseen with no interaction in the matrix. Then, there are the enforcers, the ones we know all too well."

NEO

"Right."

RAZOR

"Well, my point is, the machines code and recode the Matrix by pure will. Interaction with the Matrix, the physical act of being there, by default, allows people to change their environment - the Matrix. They move objects, make sound, affect cause."

NEO

"Like reality."

TRINITY

"Almost. Reality is unalterable. But the fabric of reality in the Matrix can be rewoven. Some can reach beyond normal cause. Their affects on the Matrix are deeper than average. They have learned to change it according to their needs. But they don't have total control. That's why we need operators like Razor here. But you, you go further than any of us can."

NEO

"How?"

RAZOR stands and taps Neo's skull. He stretches, grabs a Japanese style wooden sword, and, out of boredom, starts performing slow, precise Kendo moves around the main deck as he talks.

RAZOR

"The equipment you carry up here. You're a freak. A good freak. You're neural kinetics blast past those of average humans. This, combined with your ability to suspend disbelief, allow you to change the reality of the Matrix."

NEO

"How did I end up as... a freak?"

RAZOR practices the same strike a few times.

RAZOR

"Good question. The Machines create people through cloning, since, obviously, no coppertops have physical sex. Theoretically, all clones in the Matrix are exactly the same as when the first clones. They shouldn't be any different from normal, homegrowns."

NEO

"OK, so how do you explain me?"

TRINITY

"Not just you. Morpheus, myself. We were all born inside."

NEO

"Well, what separates us from others?"

TRINITY

"For the past 50 years or so, something has been happening to children in the Matrix. They've been mutating, changing in ways the machines never predicted. Some seem to gain faster reflexes and strength. Others seem to have psychic powers."

RAZOR looks up to see MORPHEUS, hanging back as he listens. He comes forward.

MORPHEUS

"And others are able to change the reality of the Matrix itself."

HE points to Neo.

MORPHEUS

"Discussing history, are we?"

RAZOR shakes his head.

RAZOR

"I'm trying to teach this fool some programming, man. He's stuck in the 20th century. He's got no skills, man. Without us, he's helpless."

MORPHEUS

"In the Matrix, without him, we're helpless."

TRINITY

"Morpheus, can you tell us what the mission is now?"

MORPHEUS

"Not until we reach broadcast depth. It's slow going out there. I guess they know we're coming back, so they're patrolling. We have time to rest and ready."

EXT. MOUNTAIN TOP, LATE DAY (CONSTRUCT)

TRINITY sits alone on the tip of an impossibly high finger of rock. It looks like it sits on the rooftop of the world. All around her, as far as the eye can see, lie mountains. Their snow-capped peaks are pink in the sunset light.

She looks into the sunset. Heavy thoughts weigh on her mind.

A hand appears on her shoulder. It's NEO. How he got on the finger of rock is anyone's guess.

NEO

"Boo."

TRINITY grins slightly and pulls on his arm. There is only enough room for one on the end of the rock, so he sits down behind her.

TRINITY

"Don't lose your balance."

NEO

"It doesn't matter if I do."

TRINITY

"So, you can fly."

NEO

"Yes."

TRINITY

"Do you think I can?"

NEO

"I think you can do anything you want, if you believe."

TRINITY

"Like you?"

NEO

"I don't know. I don't know exactly what I can do."

TRINITY half turns.

TRINITY

"Will you teach me to fly?"

NEO

"I don't know if I can."

TRINITY

"Free your mind of doubt."

NEO stands, and steps in front of TRINITY. He's on the very, very edge of the rock. He extends his hand down to her. She grabs it, and he hauls her up. Her eyes dart to the ground, thousands of feet below the finger.

TRINITY

"In this construct program, the ground can kill."

NEO

"I won't let you fall. Ever."

THEY look into each other's eyes. Despite the trauma they've been through, and not even truly knowing one another, there's a connection.

NEO suddenly backs away. He walks on the air with perfect traction, as though he's on an invisible plane of glass. He leaves TRINITY standing precariously on the edge, wobbling a bit as she maintains balance against nerves. She breathes deep, and looks back up at NEO, maintaining her cool even as she eyes the spectacle.

NEO stands a few feet away from her, completely at ease as the high altitude winds ruffle his hair.

NEO extends a hand to her.

NEO

"It's not real, Trinity. You're not standing there. Step out. I can do it. You can, too."

With one last glance at the infinite drop, she steadies herself and stares straight into his eyes. Blue meet brown. Breathless, she steps straight out.

She takes one step in the air. For a breathless second, as she steps off the edge, she is stable. When she takes her foot off the edge, though, she sways, and her foot slips, as though she's on a greasy surface bobbing up and down. She corrects herself, tries another step, sags further.

TRINITY

"Shit."

SHE glances down, then locks eyes with NEO. Then drops like an anvil.

NEO

"Whoops."

HE dives down, shooting like a missile. TRINITY is calm, falling backwards, watching NEO come for her. The rocky ground looms behind her. She makes no effort to reach for NEO as he draws close to her. HE

reaches for her with all his might.

NEO

"Grab me!"

TRINITY makes no effort to save herself, even as collision is seconds away. She stares at him intently.

NEO

"Grab on to me!"

SEEING she is doing nothing, he goes beneath her and scoops her up, Superman style. He barely accomplishes this before he slows and settles onto the rocky ground.

They are in a twilight glade shaded by the mountains.

NEO

"What the hell were you doing?"

TRINITY smiles slightly. Her madness has a purpose.

TRINITY

"Showing you, Neo."

NEO

"Showing me what? You nearly gave me a heart attack."

TRINITY

"I want you to know how much faith I have in you."

NEO

"Oh. And this requires acts of insanity?"

TRINITY smiles. She looks him up and down. She moves intimately close.

"So, you really are Superman."

NEO

"Only when I'm plugged in."

TRINITY steps away. NEO grabs her shoulder and turns her to him. He attempts a

kiss, but she turns her face, letting it land on her cheek.

NEO

"What?"

TRINITY looks at him, then up at the sky.

TRINITY

"It's not you. Just, not here."

NEO doesn't understand. TRINITY rolls her eyes.

TRINITY

"They're watching us, you big dope. Do you know how horny computer geeks get?"

INT. MAIN BRIDGE

CHOI, RAZOR, DUJOUR, and CIRCA are sitting around the operator's console, feet up, eating. On the screens are patchy images of TRINITY and NEO standing together in the GLADE. It's like they're watching a soap opera.

TRINITY and NEO are looking in their direction.

ON THE interface chairs, the bodies of TRINITY and NEO lay supine.

EXT. GLADE (CONSTRUCT)

TRINITY grabs NEO by the arm.

TRINITY

"Over here."

SHE leads him into the shadows.

INT. MAIN BRIDGE

THE VOYEURISTIC crewmembers collectively groan as the lovers disappear off the screen and into the darkness.

RAZOR puts his hand on CIRCA'S shoulder and sighs.

RAZOR

"So romantic."

CIRCA calmly pats his hand and removes it, holding it in front of him.

CIRCA

"I'm sure Mary Palmer will appreciate your mood more than I."

EXT. GLADE (CONSTRUCT)

IN the blue twilight shade, NEO and TRINITY kiss tentatively, slowly, then quicker as they give in to their feelings for one another. WE move around them slowly, then pan into the shadows, a natural fadeout.

INT. OFFICE (MATRIX)

AGENTS JONES and BROWN sit across from each other, a steel table between them. They stare at each other for what seems like a long time. There is a speaker phone in the middle of the table amidst neat stacks of file folders.

AGENT JONES

"Our defeat is worrisome."

AGENT BROWN

"As is the loss of our colleague."

THEY ARE BOTH seething with anger. AGENT JONES grinds his molars.

JONES

"We can't defeat them. You saw what happened."

JONES

"We have a backup copy of Agent Smith..."

JONES stands and walks toward the massive panoramic window. The city spreads before him.

JONES

"A backup is not good enough. We need to upgrade ourselves to meet the new threat."

BROWN opens a large file folder.

BROWN

"He's being rebuilt. But I have an alternate plan. Why fight the humans, when we can let them fight for us?"

JONES

"The terrorists have learned to bend our reality in ways we cannot. This was the cause of our defeat."

BROWN

"Mr. Thomas J. Anderson is not unique. Over the decades, many humans have developed... techniques for manipulating the Matrix. Techniques too primitive for us to understand. Most never realize their potential, but all the ones we've noticed exhibiting these talents are recorded here."

ANGLE ON the book as BROWN flips through. Street shots of people from all walks of life. Young rebels, corporate suits, junkies, housewives.

JONES turns on AGENT BROWN.

JONES

"Do you have anyone in mind?"

ANGLE ON the book. It stops on a page dedicated to someone who looks like NEO, but with long hair and an extremely bad attitude. There are photos of him on a motorcycle with a blonde, photos of him drinking with his gang friends.

BROWN

"Gregory Lowfield. He exhibits the traits we saw in Mr. Anderson."

MAN'S VOICE (O.S.)

"Mr. Anderson no longer exists. Our enemy now is the one called...
NEO."

ANGLE ON: THE DOOR

AGENT SMITH walks in, grinning. There is a new swag to his walk, and his hair is longer, tied back.

BROWN

"You've been recreated."

SMITH flexes his arm, examines his hands, and feels his hair.

JONES

"And you have more hair."

SMITH turns to him, examines the photos on the table. They lock eyes. On the same wavelength, they transfer knowledge without speaking. SMITH looks at the photo on the table.

SMITH

"I know what you're thinking. What we need is our own Neo..."

JONES

"If it's possible."

SMITH

"I'll make it possible."

WE ZOOM in on the grainy photo of NEO's doppledanger. Quiet at first, growing louder as it grows dark, we here the rumble and roar of motorcycles.

EXT. DESERT HIGHWAY (NIGHT)

FAR OFF in the distance, the glow of motorcycle headlights racing toward us. As we zoom out and focus in, they are already too close to avoid. They rip by us, thundering explosions and men and women cheering.

THE pack of about ten bikers and their women don't wear helmets. They fly down the highway using both lanes, drinking and driving with total abandon.

ANGLE ON the lead motorcycle, a massive, custom-made Harley. GREGORY LOWFIELD, Thomas J. Anderson without a desk job, without cares, revs his bike and locks the accelerator. He hands his beer to the blonde who rides behind him, then, in one swift motion, jumps up on his seat, leaning into the slipstream.

The feat is IMPOSSIBLE.

HIS GIRLFRIEND, CHANDRA, screams at him as she grasps the seat and lowers herself to the bike.

CHANDRA

"Greg, are you fucking crazy?"

GREG

"Yes. But don't worry."

She clings to his legs as they barrel down the highway. They blast pass a darkened cruiser.

INT. CRUISER

The cop sets his paper down just long enough to catch a glimpse of the pack exploding down the highway, with GREGORY surfing his bike.

ANGLE ON: the radar gun. It's flashing 125 MPH

COP

"Holy shit. Drunk ass punks."

EXT. HIGHWAY

GREGORY is facing us as he drops back into his seat, taking his beer on cue from CHANDRA. Behind them, the cop's lights flare up.

GREGORY

"Oh boy. Stop, stop, let's have some fun."

INT. COP CAR

WE look through the windshield as the cop drives down the highway, calling in his stop-vehicle report. He suddenly sees something that makes him slam on the brakes.

COP

"Holy shit!"

ANGLE THROUGH the cop's windshield. The ten bikers, with GREGORY at their center, are parked in the middle of the road, looking at him casually."

EXT. ROAD

THE cruiser comes to a stop mere inches from GREGORY'S leg. The COP bursts out of the door.

COP

"What the hell are you doing?"

GREGORY

"We'll tell you when to stop, little man. Not the other way around."

COP

"Fuck."

HE DIVES back into his cruiser, reaching for the radio. GREGORY pulls a huge silver .44 from his jacket and FIRES. The cruiser's antenna is blown off at the base, and the nine-foot whip flips onto the ground with a metallic clang.

INT. CRUISER

The COP is lying half-on the seat, taking cover. The handset relays only static. He reaches for his gun, but is frozen by Gregory's voice.

GREGORY

"Don't try anything stupid, man. I gotta bead on your donut-eating ass."

EXT. CRUISER

The cop comes out with his hands up.

COP

"Whaddya want with me?"

GREGORY

"I don't know. I just thought I'd find out what you wanted without you shooting at me. So, what do you want?"

THE COP is a tough one. Far taller than GREGORY, muscular and serious.

COP

"You're all under arrest."

THE PACK explodes with laughter. GREGORY walks up to the policeman and circles him, keeping the gun pointed in the business direction.

GREGORY

"This is your lucky day, officer. We're gonna give you a night off."

CHANDRA walks up to him. Seductively, she hands him the bottle of hard liquor.

CHANDRA

"Drink."

WHEN he pauses, GREGORY places the gun against his temple. Reluctantly, the big cop starts to gulp down the alcohol.

GREGORY lowers the gun. He and CHANDRA return to their motorcycle.

GREGORY

"You never even saw us, man."

CHANDRA

"Keep the bottle."

THEY start their bikes and are gone, like ghosts, into the shadows of the road.

CUT TO:

EXT. BEACH

A CAMPFIRE blazes only a few feet away from the high tide. A billion stars shine overhead as GREGORY and his biker gang, including the cop, sit or lie around the fire. A few people are still awake, and one picks drunkenly at a guitar.

GREGORY stands, throws a blanket over his shoulder, and scoops up CHANDRA. They make their way into the dunes.

EXT. DUNES

GREGORY and CHANDRA lie on the blanket, staring at the sky. Inexplicably, GREGORY holds a hand toward the sky.

GREGORY

"Which one do you want?"

CHANDRA

"Any one. It doesn't matter."

WITH his hand pointed lazily at the sky, a single star starts glowing stronger and stronger. It vibrates, then fades suddenly and comes

loose from the sky, and becomes a meteorite, burning across the sky.

CHANDRA draws closer to him, enraptured by his power.

CHANDRA

"How do you do it, Gregory?"

GREGORY

"I don't know. Sometimes it feels like... I'm reaching beyond the world."

HIS hand drops and his head turns. He sits up, startled by something.

CHANDRA

"What is it?"

GREGORY holds up a hand for her to be silent.

GREGORY

"They found us. Can't you hear it?"

CHANDRA

"What? I don't hear anything."

GREGORY

"We can only rebel so long. We can only push until they will hit back."

CHANDRA

"They? The Men in Black?"

CU on GREGORY. In the distance, the faintest sound of a helicopter can be heard, growing louder.

GREGORY

"Fuck! Get to the bikes."

EXT. CAMPFIRE

GREGORY bursts over the hill, holding hands with CHANDRA as they run. He's only had time to throw on his boots and boxers and grab his .44. Chandra is dressed only in her underwear and Gregory's leather jacket.

GREGORY

"Wake up! Get on your bikes and fucking ride!"

HIS gang burst to their feet. They scramble through the dunes, heading for their bikes.

A HELICOPTER, seen only by its massively strong search lamp, and the wind from its rotors blowing sand everywhere, flies up and over the dunes, buzzing the running pack, blowing some off their feet.

GREGORY mounts his bike and CHANDRA jumps on back. WITH A WAVE OF HIS HAND, all the bikes, his included, drop into neutral and rev into start. Their headlights blaze as the helicopter returns, joined by another.

CHOPPER LOUDSPEAKER

"THIS IS THE POLICE, STOP YOUR VEHICLES AND SURRENDER!"

SUDDENLY, automatic fire sparks from the unseen helicopters. A bullet trail stitches its way across a pair of bikers, sending them to the ground as the helicopters fly overhead.

GREGORY cranks down on the throttle and his bike explodes ahead.

EXT. HIGHWAY

THE pack splits up in two directions as the distant choppers circle back. GREGORY cuts the lights on his bike and follows the highway by starlight.

INT. HELICOPTER COCKPIT

TINNY RADIO chatter fills the red-lit cockpit over the steady hum of the engines. The nose of the chopper points to the ground as it focuses on GREGORY and CHANDRA, who are ripping down the highway.

CU on the cockpit instruments, centered on the airspeed indicator. The needle is pushing to the max, going through 150 knots.

PILOT (V.O.)

"Holy shit, he's outrunning us."

CUT TO:

EXT. HIGHWAY

GREGORY is pasted down to the tank of his bike with CHANDRA gripping him for her life. The slipstream pulls his lips open and tears streak from his eyes as his bike redlines in fifth gear. The helicopters grow smaller behind them. They break chase.

CHANDRA looks back and sees the lights turn away. She screams over the wind and the roar.

CHANDRA

"They're gone!"

GREGORY is staring down a dark highway.

GREGORY

"Can't see shit."

HE turns the headlights back on, just in time to see a ROADBLOCK of heavy duty military trucks. In front of the trucks is a sandbag wall manned by soldiers. The trucks are flanked by police cars. And if one looks closely enough, they can see a pair of AGENTS standing to the side.

THE stunned soldiers have time to fire off a couple shots as they run frantically to get out of the way of the bike, 800 pounds of metal flying at 150 miles per hour.

GREGORY plows into the sandbag wall, directly between two parked trucks. The wall parts in an explosion of sand and sandbags. THEY'RE THROUGH, but the bike scissors uncontrollably, until it rolls and we drop into bullet-time.

AS the bike goes over, we watch from the side as GREGORY dismounts, grabbing CHANDRA as he steps over onto the safe side of the bike. A

massive shower of sparks bursts and trails the bike. It tumbles like a bullet falling through syrup, and GREGORY keeps walking over the rotating surface, using the bike to protect him and CHANDRA against the flesh-ripping concrete.

THE bike is coming apart as it's bashed against the concrete. Pieces rise slowly into the air - the front wheel, the forks, the mufflers, and a million flakes of metal, until the body bounces into the air, carrying GREGORY and CHANDRA up. Holding her to him - she's barely conscious of the lightning-fast crash, GREGORY rides the flying body with one hand on the frame. It comes crashing down and back into real time.

THE bike's body streaks along the highway. The sparks fade as it

slows, and pieces of metal come clanging and banging down around them. They stop, crouching atop the body, with GREGORY crouching over CHANDRA. The disembodied front wheel rolls past them.

STUNNED, not quite understanding how or what he just did, he and CHANDRA stand and start running. BEHIND them is a blurry wall of red and blue lights. POLICE SIRENS grow louder.

THEY start running down the highway, then GREGORY yanks CHANDRA to a stop.

GREGORY

"Split up, into the desert, go!"

THEY split.

CU on CHANDRA. In bare feet, she sprints for the side of the road. The highway is littered with pieces of the bike, and she stomps on a twisted piece of metal that impales her bare foot. She falls to the asphalt with a scream.

GREGORY turns and rushes back to her, even as a police cruiser is bearing down on them, it's V-8 roaring and the siren IMPOSSIBLY LOUD.

GREGORY drops to her side, only to look up into the blinding high beams. He drops over CHANDRA, ducks his head and extends his hand toward the oncoming cruiser and we drop back into BULLET TIME.

THE CRUISER runs into his hand and stops as though it hit a steel post. The hood crumples in the center, pushing the grill in even as the front quarter panels of the unibody continue around GREGORY and **CHANDRA**.

INT. CRUISER

THE ENGINE smashes in through the console, pushing the cops apart as the glass windshield explodes and their seats slide forward into the console, smashing them like jelly.

CU: GREGORY AND CHANDRA

WITH HIS HAND still on the grille, CHANDRA AND GREGORY remain untouched, even as the entire police cruiser rips around them. WE drop back into REAL time and see the cruiser's body rip over and around them. The grille and engine block and part of the mangled transmission remain still against GREGORY'S HAND. The cruiser was gutted, like a banana shot down the center from top to bottom. It speeds beyond them, silent now, flips and explodes.

THE ENGINE block is suspended a few feet in the air. It drops to the ground with a thud.

GREGORY and CHANDRA get to their feet and run into the early morning desert.

CU: GUTTED CRUISER

UNBELIEVABLY, the driver is still alive... barely. The steering wheel is smashed deep into his mouth, splitting his jaw open. Wet, broken chokes emanate from his blood-filled mouth. His eyes flicker, and just before they close forever, his body is seized by pain as he MORPHS.

EXT. GUTTED CRUISER

THE CRUMPLED DOOR is knocked out of the frame. WE SEE a black loafer step from the vehicle and a man in an immaculate black suit steps out slowly.

WE rise up from the loafer. As the other cruisers catch up to the scene of the accident, AGENT BROWN watches. He looks into the desert.

A POLICE lieutenant approaches BROWN.

LIEUTENANT

"Sir, should we pursue?"

AGENT BROWN

"Withdraw your men and pursue the others. We have our own plans for this one."

INT. MAIN BRIDGE (NIGHT)

The ship is quiet. RAZOR sits at the operator console, smashing the keyboard as he forces Tetris pieces into place.

INT. COCKPIT

CHOI is sipping coffee as he nudges the ship to a stop. He speaks into his headphones.

CHOI

"OK, try it here."

INT. MAIN BRIDGE

RAZOR halts his video game playing and flashes to a different screen. Lines of code come pouring down the screen as he types, then hits the ENTER key with a flourish. The screen flashes, and the familiar scroll of the MATRIX cascades down the screens.

RAZOR

"Holy shit."

CUT TO:

INT. MAIN BRIDGE

CHOI

"What? Tell me you got signal."

RAZOR (V.O.)

"No fucking shit I got signal. Dude, they're changing it."

CHOI is annoyed.

CHOI

"Are you using the right pulse wave?"

CUT TO:

INT. MAIN BRIDGE

RAZOR

"Shut the fuck up and get back here."

THE MATRIX scroll pours down at a streaking pace. It's almost impossible to make out the individual characters.

CHOI comes up behind RAZOR

CHOI

"Oh my God. What are they - "

RAZOR

"They're changing the Matrix."

CHOI

"Call Morpheus."

RAZOR patches into MORPHEUS' cabin through the headset.

INT. MORPHEUS CABIN

IT'S dark, but quiet classical music can be heard. He's not in bed alone. NIOBE'S shaded form can be made out behind him.

MORPHEUS sounds awake, but looks anything but. He grabs the buzzing handset only an arm's length from him.

MORPHEUS

"I'm here."

RAZOR

"Sir, you gotta get down here."

MORPHEUS starts dressing as he talks. He puts a reassuring hand on NIOBE'S shoulder.

MORPHEUS

"Proximity alarm?"

RAZOR

"The Matrix, sir. The coding is going nuts."

MORPHEUS

"Be right there."

MORPHEUS hangs up the phone and jumps into his boots. He turns to NIOBE as he works.

MORPHEUS

"It sounds bad. They're readjusting quicker than we thought."

NIOBE jumps up and dresses quickly.

NIOBE

"Already?"

MORPHEUS

"It appears that they are learning their lessons."

NIOBE shakes her head.

"Morpheus, how much are you going to tell him?"

MORPHEUS pauses.

MORPHEUS

"Tell Neo? About his predecessors, I suppose?"

NIOBE, dressed, nods.

MORPHEUS

"He is the -"

NIOBE puts a finger to his lips.

NIOBE

"Six came before him, Morpheus."

MORPHEUS shakes his head slowly.

MORPHEUS

"To me, none came before him. The Oracle told me I would find the one.
It is prophecy. You haven't seen what he can do."

NIOBE

"What if they toughen the Matrix code, like last time?"

MORPHEUS

"There are lots of ifs. How about this one: What if we lose faith in
our cause?"

HE disappears through the door, leaving Niobe standing in the dim
light.

INT. MAIN BRIDGE

MORPHEUS leans over RAZOR and CHOI.

MORPHEUS

"Talk to me."

RAZOR

"Not good, boss, I gotta compile a new descrambler."

MORPHEUS nods.

MORPHEUS

"Do it. We're at broadcast depth?"

CHOI

"Yes sir."

MORPHEUS

"We have to download our mission specs. Move aside, I have to log into the mainframe."

MORPHEUS takes over RAZORS seat. The scrolling code disappears, replaced by the small words: ZION.dtr1.mnfr4m3 LOGON.

MORPHEUS pushes the keyboard under the console so its hidden from view. He taps at the keyboard. Hidden password appears on the screen in the form of: XXXX XXXX XXXX XXXX XXXX XXXX XXXX.

SCREEN: LOGON ACCEPTED. WELCOME, MORPHEUS.

MISSION SPECS DOWNLOADING...

DOWNLOADED

LOGOUT COMPLETE

MISSION TYPE: INFILTRATION / DESTRUCTION

TARGET: MATRIX MAINFRAME

MORPHEUS' eyes open slightly when he reads the screen, but he regains his composure quickly. RAZOR'S mouth drops open, and CHOI starts cracking up.

CHOI

"The mainframe? Haha. It's a joke, right Morpheus? Is today April 1st ?"

NIOBE appears behind them.

NIOBE

"It's not a joke. We have The One. We must do it now."

RAZOR

"But they're altering the code already. I can't even read it yet."

MORPHEUS turns and faces them.

MORPHEUS

"We have our mission, but it's up to us to interperate how we'll do it."

RAZOR

"Morpheus, there's more ice in front of that mainframe than there is in Antarctica. We'll never cut through it all."

MORPHEUS

"You haven't seen The One in action."

RAZOR looks dubious, and turns to the screens.

MORPHEUS

"Can you hack in?"

RAZOR pounds the keys. The Matrix disappears, replaced by his program.

RAZOR

"Getting you in is no problem. Maintaining the input/output and helping you is the problem. That's how they killed savior number four, if I remember right. They cut the signal and trapped him in there."

MORPHEUS spins the chair, then stops it. Their faces are inches apart.

MORPHEUS

"We don't speak of the past."

RAZOR

"Excuse me for dragging up painful memories, sir."

HE turns the chair back to the screen and continues coding.

CUT TO: NEO

He's standing at the edge of some equipment on the Main Deck. He's heard every word. He rounds the corner. The others catch sight of him. The same thought is on everyone's mind: How much had he heard.

MORPHEUS

"Morning. Niobe, wake the rest of the crew. Razor, what's the ETA for getting us in there?"

RAZOR shakes his head.

RAZOR

"I dunno. Just gimme an hour, I'll probably have caught up to them."

MORPHEUS walks up to NEO.

MORPHEUS

"Come with me."

CUT TO:

EXT. DESERT (DAY)

FROM FAR AWAY, we see GREGORY and CHANDRA hiding under the only bit of shade available for miles, a tiny outcropping of rock. We sail in and cut to a panning shot, scanning over the harsh ground, onto CHANDRA'S feet, clad in Gregory's boots, up her sun-scorched and scratched legs. She's collapsed onto Gregory. He's in equally bad shape. Gregory leans with his back against the rock, eyes opening and closing as he drifts in and out of sleep.

GREGORY POV

He stars at the horizon and the mirages of water reflecting the jaundiced yellow sky. In the shimmering distance, a man appears, but Gregory's lids shut and we see darkness. When he reopens them, the figure is more clear. It's a man, dressed in a black suit. Even in the distance we can recognize him. We want it to be him.

EXT. DESERT ROCK

GREGORY can barely come to his senses as the figure approaches. CHANDRA doesn't even wake.

EXT. DESERT

We follow the figure at waist height as it approaches GREGORY. It comes

to a stop just in front of him.

EXT. DESERT ROCK

GREGORY is fully awake, but he thinks he's dreaming. He reaches out and pokes the black-clad leg of the immaculate man standing before him - a man who doesn't sweat even in the sauna heat. He looks up, but the glaring sun obscures the face.

GREGORY's voice is raspy as he starts to speak.

GREGORY

"Oh my God. It's... The Man."

MAN IN BLACK

"I've been searching for you for a long time, my friend."

GREGORY lowers his head.

MAN IN BLACK

"We need you, Gregory."

GREGORY

"What for?"

MAN IN BLACK

"To save our world."

GREGORY'S FACE RAISES, THE MAN IN BLACK eclipses the sun with his head, making a halo of hazy sunlight around an all-too familiar face:
AGENT SMITH.

GREGORY'S head drops back down. He strokes CHANDRA'S hair.

GREGORY

"It's too late. We're dead."

AGENT SMITH

"Do you want to live?"

GREGORY

"What for?"

AGENT SMITH

"A better life for all. Life for her. And for you, a chance for revenge."

GREGORY raises his head.

AGENT SMITH grins. He turns away, and the desert landscape before them turns into a soothing, cool, crystal forest lake. Smith takes a step toward it, then turns and extends his hand.

AGENT SMITH

"Interested?"

GREGORY is mystified. Speechless, he drags himself to his feet, hoisting Chandra, and steps toward the lake.

GREGORY

"This can't be real."

HE steps forward, only to have the image recede.

AGENT SMITH

"You this, don't you?"

GREGORY

"Yes."

AGENT SMITH

"Will you help us?"

GREGORY

"Anything."

CU: SMITH extends his hand. GREGORY grasps it. He lets go, and collapses into the cool shallow waters of the lake edge.

EXT. LAKE SHORE

THE DESERT is gone, replaced by forest, though still under the poisoned sky of the Matrix.

GREGORY laps the water up, and pulls CHANDRA in, rubbing the water

over her face. Calmly, AGENT SMITH stands on the lake shore.

CU: AGENT SMITH. The humans are reflected in his perfectly still glasses.

CHANDRA stirs and awakens, though she doesn't seem to see SMITH. GREGORY, revitalized, looks around at the miracle, and up at the mystery man.

GREGORY

"Who the fuck are you?"

SMITH grins devilishly.

AGENT SMITH

"I'm nobody. A Smith. What's more important, is you. We need you, Gregory."

GREGORY stares. He pulls CHANDRA ashore and stands to look AGENT SMITH in the eyes.

GREGORY

"First you try to kill me. Now you need me."

AGENT SMITH

"Two years ago, Gregory, your parents were killed in a terrorist attack in the heart of the city."

THE words spark something nasty in GREGORY.

GREGORY

"So what?"

AGENT SMITH

"The terrorists were led by a certain individual."

GREGORY

"I know who it was."

AGENT SMITH

"We need you to kill him."

GREGORY laughs he turns to CHANDRA to check on her. She's passed out on the smooth grass.

GREGORY

"What a bunch of bullshit. The whole government can't kill him, so how can I?"

AGENT SMITH

"No one in the government can do what you can."

GREGORY

"Fuck you."

AGENT SMITH

"I believe we have a deal."

GREGORY stands and puts his face next to SMITH'S

"You know, I've always wanted to fuck the devil on a deal. And this looks like a once-in-a lifetime opportunity. So, FUCK YOU!"

SMITH frowns. GREGORY looks him up and down. He's got a few inches and pounds on the smaller agent.

GREGORY

"What are you gonna do, little man? You looking for a trip to the fucking hospital? Fuck with me and you'll be looking for some plastic surgery, you - "

SMITH delivers a chest punch that sends GREGORY sailing back twenty feet. He tumbles to a stop, coughs, and stares in disbelief at SMITH, standing calmly at what seems like an impossible distance away.

CU: SMITH. HE removes his glasses calmly.

CU: GREGORY. He was stunned, but he's not out of the fight. Not by a long shot.

GREGORY

"No man can beat me."

SMITH

"Bring it on, pussy."

Pull back as he CHARGES SMITH

SMITH is ready to deflect the blow, but GREGORY dodges and bowls him

over, barroom style. With SMITH pinned below him, he slams his palm downward. SMITH'S head dodges the blow that pummels the ground.

GREGORY is screaming as he smashes downward with the palms of his heels. Every blow misses the mark.

GREGORY

"Mother fucker, what the fu -?"

SMITH bucks up, throwing GREGORY into the air. He flips onto his back as GREGORY returns. The sheer force of his street-forged roundhouses knock SMITH around as he blocks. Growing irritated at the untrained attack, SMITH turns a block into a palm-heel that hits GREGORY in the forehead with the force of a cannon blast. Momentarily stunned, he steps back enough for SMITH to perform a roundhouse kick. It's like a helicopter blade, smashing into GREGORY'S head and sending him to the ground in a heap.

SMITH

"Ready to change your mind?"

CU: GREGORY

HE can't respond very well. Blood fills his mouth and his face is mashed. A huge welt grows under the loafer mark left by SMITH on the right side of his face.

SMITH crouches down by GREGORY

SMITH

"I can teach you to beat me, you know."

THIS interests GREGORY.

SMITH

"Help us, and both you and her will be free afterward."

GREGORY stares at the ground, then gazes past SMITH at CHANDRA. Finally, he starts to rise. SMITH offers a hand, and GREGORY takes it.

SMITH

"You know it, don't you? That there's more to your world than what you can see, what you can rationally explain?"

GREGORY

"Yeah."

SMITH

"I'm going to teach you how to use the powers you can't even imagine.
But first, you need to learn to fight."

SMITH puts his hand to his earpiece. GREGORY'S eyes close and his body SPASMS. He falls to the ground, breathless, and when his eyes open, he stares up at SMITH.

GREGORY

"Holy shit. What the -"

HE stares at his hands. He sits up, and watches his hands, amazed, as he goes through a series of block-punches. He stops and stares up at **SMITH**.

GREGORY

I know Kung-Fu."

SMITH grins.

INT. COCKPIT (NIGHT)

MORPHEUS and NEO sit together. The cockpit lights are dimmed down, only the EMP pulse button glows. Outside the ship, in the dark mists of the underworld, patches of eerie phosphorescent moss glow on the walls. Occasionally, a squiddie will pass over the darkened ship.

The two of them watch the deadly outside world.

MORPHEUS

"We're deep in their territory."

NEO

"I see that."

MORPHEUS stares out at the night, deep in thought. He turns to NEO.

MORPHEUS

"Are you rested?"

NEO

"Yes."

MORPHEUS

"You know now, that you had predecessors."

NEO

"Yes. I've heard things."

MORPHEUS

"What types of things?"

NEO

"That there were others, like me, who you thought were going to be special. But they ended up dead."

MORPHEUS nods slowly.

MORPHEUS

"It's true. There were others. And I didn't tell you right away. Because you were not ready."

NEO nods.

MORPHEUS

"Does this anger you?"

NEO

"I don't know yet. So much has happened so fast, that I can't decide whether or not I'm angry, or dissatisfied, or even if I should be."

MORPHEUS

"You shouldn't be, Neo. You are the key in the Oracle's prophecy. Everything foreseen to come to pass, has, except one thing."

NEO

"What?"

MORPHEUS

"The destruction of The Matrix."

MORPHEUS looks out into the darkness.

MORPHEUS

"Your coming was heralded, and it is my destiny to prepare the world for you, and to baptize you by fire. But from here on out, no one knows."

NEO

"Can we ask The Oracle."

MORPHEUS

"Not in this life."

NEO is confused.

MORPHEUS

"No one has heard from her or her priestesses since the day Cypher turned on us."

NEO is taken aback.

NEO

"But she must have known, if they came to her."

MORPHEUS

"Perhaps she did."

NEO shakes his head.

NEO

"I can't believe it. I don't know, Morpheus, if I'm prepared for this war. I'm not a soldier. How, how are we going to win?"

MORPHEUS

"For decades, we have fought force-on-force, in the real world, without a conclusion. Now, after nearly a century of war, we're at a standstill. The only way that we can see to win is by destroying their source of energy. We have to pull the plug on them. We must crash the Matrix."

MORPHEUS grins slyly.

MORPHEUS

"Remember, when I told you, that I'll show you how deep the rabbit hole goes?"

NEO

"Yes."

MORPHEUS

"I brought you deep, yet I no longer know the way. No one does. With every second we sink deeper than before. You are our guiding light, now. Your powers exceed mine a millionfold. I have shown you the path to victory, Neo. Lead us down it."

INT. MAIN DECK

MORPHEUS, NEO, TRINITY, CHOI, and NIOBE are on the chairs as they're being JACKED IN by CIRCA and RAZOR.

CUT TO: RAZOR jumps in the operator's chair, his hands blur over the touchscreens and keyboard as he drops his crewmates into the Matrix.

MORPHEUS (O.S.)

"We're going straight for the throat, people."

ANGLE ON: RAZOR and CIRCA typing like mad at their keyboards. RAZOR hits the ENTER key. They look on, transfixed with anticipation. The screaming Matrix code grinds to a readable halt. They slap each other's hands and continue hacking.

MORPHEUS (O.S.)

"We have the advantage of surprise. They won't expect us to return so soon."

INT. ABANDONED WAREHOUSE

THE FIVE of them stand, immobile, around a ringing phone as their minds filter in to their body images. They are dressed practically in denim and leather, like blue collar workers. Their dress wouldn't attract the slightest bit of attention, except for the padded coats and tote bags filled with firepower.

INT. MAIN BRIDGE

CIRCA

"Keep your eyes out for changes, they're modifying things. Dial '0' for operator."

INT. ABANDONED WAREHOUSE

MORPHEUS holds his celly to his ear.

CIRCA (O.S.)

"And have a nice day."

HE drops the phone into his pocket. They turn to him.

MORPHEUS

"Niobe, you're the liasion to our operators. Neo, what do you have for a game plan?"

NEO

"Where is the mainframe?"

MORPHEUS

"The Metacortex building."

NEO's jaw drops.

NEO

"What the fuck? That's where I worked."

CHOI

"And what do you think you were doing there, writing code for video games? You were working for The Man."

TRINITY

"It's true, Neo. Metacortex employs humans to write code for the Matrix."

NEO

"I thought I was working on a fucking database."

MORPHEUS

"They keep the left hand from seeing what the right hand is doing. That's how an evil system can be made by innocent people. But, that doesn't matter."

NEO recovers.

NEO

"How 'bout this? I just walk up to the Metacortex building and blow it up?"

CHOI laughs.

CHOI

"What, by power of will?"

NEO nods. CHOI'S smile fades. He looks to the others.

CHOI

"He's joking right?"

MORPHEUS shakes his head.

MORPHEUS

"We'll fan out around the city, keeping an eye out for you. If you're able to accomplish this mission, we'll phase back into the ship. Stay in contact. If you lose your cell, contact an operator immediately."

EXT. ABANDONED WAREHOUSE

THE five of them exit. They blend into the crowds on the street, anonymous and quiet. MORPHEUS looks back as NEO, taller than most, heads down the street.

NIOBE pauses next to him.

NIOBE

"What is it?"

MORPHEUS shakes his head.

MORPHEUS

"What's going to happen? If this is it, right now? The end?"

NIOBE

"I can't even imagine."

HE grins and starts to turn. As he does, his profile matches the profile on a WANTED poster stuck to the wall. It's a dark, grainy picture of him, alongside photos of Neo, and Trinity.

POSTER: INTERNATIONAL TERRORISTS

MORPHEUS glances at it, and continues on.

EXT. DOWNTOWN STREET

NEO walks calmly, observing the people that filter by. Men, women, children, all oblivious to their true nature.

A dirty homeless whino, nose explosion red with burst blood vessels, is staggering along the edge of the crowd, unseen and ignored. Somehow, he catches NEO's eye.

HOMELESS

"Spare a quarter, buddy?"

NEO shakes his head, but still stares.

ANGLE on the HOMELESS. He mutters something, and reaches into his shopping cart to open a garbage bag. It's filled with twenty dollar bills, thousands of them.

NEO

"How 'bout a quarter mil?"

THE homeless man is astounded. As he stands, speechless, NEO fades back into the crowd.

EXT. FOREST GLADE

SMITH and GREGORY fight in the glade. SMITH is always one step ahead. HE is a cruel sensei, and doesn't pull punches. But with every blow GREGORY takes, he rebounds and attacks again.

FINALLY, just as he seems to be gaining on SMITH, he takes a rapid fire series of blows, and collapses to the ground, breathless and beaten.

GREGORY

"Fuck."

SMITH circles him.

SMITH

"Pain is only weakness leaving your body. When you are sufficiently strong, you will feel no pain."

GREGORY

"Tell me about what is happening. What's wrong with the world?"

SMITH

"Get up and fight."

GREGORY gets to his feet and takes a stance. SMITH stares at him from a relaxed poise. He slaps at GREGORY, who deflects the blow and takes a jab, nearly hitting SMITH on the chin. They circle.

SMITH

"The world is not for you."

HE slaps, has it deflected, dodges a blow.

GREGORY

"What do you mean?"

SMITH

"You're not human, Gregory. That's why you don't fit in. That's why you have certain powers."

GREGORY takes a swipe. They engage, then push off one another.

GREGORY

"What, am I from planet Krypton?"

SMITH

"Not quite. But as humans continue to evolve, some are developing capabilities beyond those of the average man. Reality-altering abilities. I have them. Others in the Agency have them. And you have them, too. We're all that stands between law and order, and a terrorist dictatorship lead by the one called Morpheus."

THEY stop fighting for a moment.

SMITH

"We need you to stop the terror. We need you to save our world."

IT sinks in. GREGORY is starting to believe.

SMITH

"We need you, because you're better than me. Now push past your abilities. You can turn your imagination into reality. See your hands striking me, see yourself overcoming me. Fight, boy!"

SMITH comes at him, and GREGORY responds. Their fists and kicks are a fast, then turn into a blur. GREGORY can't believe his own actions. SMITH misses a block, and GREGORY blows him backward with a chest punch.

SMITH, recovering, looks up. GREGORY looks around. CHANDRA is gone.

GREGORY

"Where is she?"

SMITH stands. From behind his back he produces a baseball sized glass ball. He tosses it to GREGORY.

SMITH

"Here."

GREGORY looks in the ball. It's a window to an apartment overlooking the city. Chandra is in bed, waking up.

SMITH

"She doesn't remember our encounter. She's fine. Don't worry."

THE BALL disappears.

SMITH puts his hand to his earpiece.

INT. OFFICE BUILDING

AGENT BROWN is staring down at the ground. ACROSS THE STREET, NEO is walking toward his building.

BROWN

"He's back."

EXT. FOREST GLADE

SMITH

"I'll be there. Execute the defense plan."

SMITH turns to GREGORY.

SMITH

"Come with me. But only watch. You're not ready to engage in a fight with the enemy."

GREGORY

"Why not?"

SMITH

"Because if you haven't defeated me yet, you won't defeat them."

SMITH snaps his fingers.

EXT. ROOFTOP

GREGORY finds himself alone on the top of the MAKARAO hotel, overlooking METACORTEX PLAZA.

EXT. STREET

The METACORTEX building stands across the street. NEO has been along this road a thousand times, but in another lifetime.

NEO raises one hand, palm pointed toward the building.

CUT TO: NEO'S POV: The building is a massive tower of glowing shimmering energy, no more real than a three-dimensional polygon.

EXT. BUILDING ROOFTOP

MORPHEUS and NIOBE stand atop a building a few blocks away, looking toward the Metacortex building.

ANGLE on NEO

HE FIXES his gaze on the building, then lowers his head and closes his eyes.

THE building tremors slightly, like a heat mirage. Slowly, it starts moving downward.

ANGLE ON: the first level. The exterior glass disappears, vaporizing in a million crystal shards that melt into the air, exposing the hive of office cubicles and corridors within.

The walls, desks and cubicles vaporize, leaving a few hundred people - office workers, security, maintenance men, standing with nothing

between them.

The massive LOAD BEARING MEMBERS vaporize.

CUT TO: the bottom of the building. One can look straight through the entire building. WE go through the empty building, passing dazed people, until we pass out the other side, and come to NEO.

HE looks up. The office building is supported by nothing. Slowly, it descends on the stunned people. They rush, screaming, some laughing in hysteria, before the ceiling can come down on them. The last few flee just before the ceiling touches the ground. The second floor melts away just like the first.

EXT. BUILDING ROOFTOP

NIOBE and MORPHEUS stare on in amazement as the building collapses, floor by floor.

NIOBE

"He's doing it."

MORPHEUS

"I knew it."

EXT. STREET

CHOI and TRINITY look up in the air at the roof of the METACORTEX building, standing beyond a block of buildings. It sinks toward the ground as a flood of people come screaming around the corner.

CHOI

"It can't be this easy."

TRINITY

"It's not over yet."

MAN'S VOICE (O.S.)

"Not by a long shot."

CU: TRINITY'S FACE. SOMEONE plants the barrel of a silver Desert Eagle .45 against her temple. TRINITY whips her head backward as it fires. We drop into BULLET TIME as the flame and concussion blossoms in front

of her face, ripping her sunglasses off as she drops backward, pulling a pair of MAC-10 Uzis from under her jacket.

THE MAN'S VOICE belongs to AGENT BROWN

CHOI turns, pulling a short weapon from under his coat. It's boxy, with a short barrel the size of a soda can. He plants it in the small of BROWN'S back and pulls the trigger.

A CONE OF FIRE burns straight through brown, blowing steam, flame, smoke, vertebrae, and viscera out a massive hole in his stomach.

CU on the weapon. It recoils on tension coils, discharging a shell the size of a 12-ounce soda can.

REAL TIME

What remains of BROWN flies forward. CHOI helps TRINITY up and the retreat into the building and take cover under a window. Through the window, we see military trucks, filled with troops, charging down the street, toward the Metacortex plaza. After the trucks come rumbling, black-painted M1A2 ABRAMS tanks. A black APACHE HELICOPTER flies over the convoy.

CHOI looks through the window as he reloads his hand cannon.

CHOI

"Holy fucking shit."

TRINITY

"We've stirred up the hornet's nest now."

INT. METACORTEX OFFICE

AGENT SMITH and JONES stare down into the plaza. The building shakes slightly as it descends.

FROM the three streets that enter the plaza, military vehicles pour in. Hundreds of troops discharge and form a L-shaped circle around NEO. Tanks rumble in, and the Apaches whirl to a hover. Panicking civilians rush out of the kill zone.

NEO stands calmly, continuing his work.

EXT. ROOFTOP

MORPHEUS and NIOBE stare from the rooftop.

EXT. METACORTEX PLAZA

The air rumbles as the building continues to gently collapse. The sky flashes, and massive streaks of lightning blast across it like cracks in reality.

CU: SOLDIERS

They line their weapons on NEO. They are nervous

PRIVATE

"This is impossible. What's going on?"

SERGEANT

"Just keep him in your sites, soldier."

INT. TANK TURRET

CU: TANK GUNNER

HIS eye is glued to the tank site and his trigger finger on the fire button.

POV: TANK SITE

The green crosshairs sit on NEO'S chest.

CU: NEO

His eyes open, but the building continues to collapse. He stares up at a mirrored window, and somehow, straight into the eyes of:

CU: AGENT SMITH

SMITH

"Open fire."

A WALL of flame and fingers of tracers bursts from the skirmish lines. The tracers grow into a cone of orange flame bearing down on NEO as we drop into bullet time.

THE bullets sizzle as tracers burn off their backs. The draw toward him like slugs. Thousands of bullets fired at perpendicular angles close in on him. As they draw close to one another along almost perpendicular paths, they tinkle and chime and bounce.

The bullets come to a stop, glowing as their tracers backs continue to

burn. The world is in stop motion as the bullets stop, turn 180 degrees, and suddenly accelerate back at their origins. Faster and fast they fly, until we drop back into REAL TIME.

THE SKIRMISH line of troops is ripped apart by a hail of their own bullets.

CU: MACHINE GUNNER. With an M-249 SAW, he blazes away at NEO, only to be shredded by his own bullets. A private takes a shot at NEO, and a bullet slaps into his shoulder. REALIZING what's happening, he drops his weapon.

THE SOLDIERS are dropping like flies. The firing quickly subsides.

NEO stands alone in the center, unharmed. He turns to the skirmish lines. THE surviving soldiers drop their weapons, and run. Panic ensues. Only a few officers, NCOs, and soldiers too amazed to think of running remain.

INT. HELICOPTER COCKPIT

NEO is targeted on an LCD screen.

PILOT

"Fox One."

EXT. HELICOPTER WING

CU: AGM-65 HELLFIRE GROUND-TO-AIR-MISSILE

The missile drops from its release claws and ignites, accelerating off screen.

POV: HELLFIRE NOSE CAM

The missile flies horizontally over the plaza, then pitches up, and back down at NEO. He looks at it, and at the last second the nose goes back up.

EXT. PLAZA

The missile swoops up over him, leaving him in its exhaust smoke.

POV: HELLFIRE NOSE CAM

THE missile banks, panning across the city, until it locks onto the helicopter from which it originated.

INT. HELICOPTER COCKPIT

THE missile bears down the chopper.

CU: PILOT

HE'S TOO stunned to move. Mouth agape, he can only watch as:

EXT. HELICOPTER

IT'S BLOWN to fiery pieces, and comes tumbling down, landing on the street as soldiers and civilians flee.

INT. TANK TURRET

TANK COMMANDER

"Fire!"

THE GUNNER pulls the trigger.

EXT. M1A2 ABRAMS

WE drop into bullet time as a cone of fire - bigger than the tank and the shape of a pine tree, blows out of the barrel, pushing the tank back. From the fire streaks a HEAT round, white hot, leaving a laser like tracer as it bears down on NEO.

REAL TIME

THE TRACER stops in front of NEO, and out of the air the HEAT round appears. Suspended in air, it shakes with violence. It accelerates backwards, flying straight back into the tank barrel.

INT. TANK TURRET

THE gunner screams as the BREECH explodes, blocking our view.

EXT. TANK

The tanks explodes like a 60-ton hand grenade, plowing soldiers onto their faces, consuming the unlucky ones close to it, and throwing the 30-ton turret straight up, 10 yards into the air. It rotates, aflame, and comes crashing down on a nearby commander and his radio man.

INT. METACORTEX OFFICE

THE EXPLOSION shakes the building. The scene below is a complete route. Black smoke billows up from the flaming wrecks. The remaining tanks aren't retreating - the crews are piling out and running. The Apache helicopters turn tail and run.

AGENT JONES

"The plan is not working."

AGENT SMITH

"No shit."

AGENT BROWN enters the room.

AGENT BROWN

"What about your protégé?"

AGENT SMITH

"He's not ready yet. I'll deal with this myself."

AGENT JONES

"You can't beat him."

AGENT SMITH

"I've been altered. I'm Smith, 2.0."

AGENTS BROWN and JONES look at one another.

CU: SMITH

HE clenches his teeth, as though he's girding himself for something.

SMITH

"Kill the others. I'll take care of this."

INT. MAIN BRIDGE

RAZOR is at his operator chair, surrounded by consoles. Some of the Matrix code screens are in blue, others in red, at least one in green. The code on the green screen starts pouring down at an incredible rate.

RAZOR

"Fuck."

HE hits something on the keypad.

EXT. ROOF

MORPHEUS answers his phone.

INT. MAIN BRIDGE

RAZOR

"They're about to pull something. Processing power is pouring into the agent programs and they're locking onto your 3-D grid displacements.

EXT. ROOF

MORPHEUS

"Send through ghosts to confuse their lock."

RAZOR

"Got it."

INT. MAIN BRIDGE

THE GHOST program is loaded. We see 3-D images of Morpheus and the others flash across the screen.

INT. OFFICE BUILDING

SMITH STANDS alone, his comrades have disappeared.

THE glass before him shimmers.

EXT. OFFICE

THE mirrored glass of Smith's office wavers, then explodes towards us. SMITH jumps, and we pan down to follow his descent. He smacks into the pavement on his feet in front of NEO.

EXT. METACORTEX PLAZA

SMITH STANDS, facing NEO, about two fighting distances away.

NEO's concentration is broken. The METACORTEX building comes to a shuddering halt.

NEO

"You're back."

CU: SMITH

He nods.

NEO

"And you have a ponytail now."

AS we concentrate on NEO, and he concentrates on SMITH, we can see more black suits marching up behind him.

NEO attacks SMITH. SMITH backs away slowly, blocking against a losing battle and taking hits. Meanwhile, the MEN IN BLACK converge on NEO. Just as NEO lands a smashing blow on SMITH'S chin, three voices at once shout:

"HEY!"

NEO turns, and SMITH pushes him hard in the opposite direction to face:

THREE SMITHS! They attack at once, one going low and hard with a knee breaking sweep kick, the other punching NEO in the face, and the third breaking to the side and putting his toe into NEO'S stomach with a vicious side-kick.

They attack is in perfect synch, eight arms and eight legs working like clockwork, striking their target without getting in the way of each other. The attack slams NEO back, right into the first, bloodied SMITH. NEO slams into his shoving arms, and stops as though he backed into a brick wall. AGENT SMITH grabs him and holds him in a FULL NELSON, exposing him to his three copies. The copies shift position and attack again. Two stand together, left shoulder to right, and with their combined arms slam NEO in the face, then step apart as the third comes in. The THIRD grabs the shoulders of the other two and flips, walking his loafers up NEO'S body, and kicking him from below, right up into the chin of his jaw! It snaps NEO'S back with a spray of blood.

EXT. ROOFTOP

MORPHEUS and NIOBE stare on as the fight rages.

MORPHEUS grips the edge of the brick wall edge. The stone crumbles under the tension.

MORPHEUS

"We can only watch."

EXT. PLAZA

THE ASSAULT on NEO continues. He struggles, unable to concentrate long enough to find a way to fight back.

INT. MAIN DECK

RAZOR bangs away at the keyboard.

RAZOR

"Four fucking agents, no wonder so much processing power is devoted to them."

EXT. ROOF

A BIRD flying by NIOBE and MORPHEUS slows its flight, slows its flapping, and freezes.

CU: MORPHEUS. A pink lightning bolt freezes as it streaks across the sky, sealing the world's light in an a light rouge.

EXT. CITY STREET

Near the plaza, panicked civilians slow, and fall to the ground as though they're passing out.

INT. MAIN DECK

Razor stares at the data pouring down the screens.

RAZOR

"No goddamned way."

His headphone chimes.

RAZOR

"Operator."

EXT. ROOF

MORPHEUS is on the phone

MORPHEUS

"What the hell's going on?"

INT. MAIN DECK

RAZOR

"They're putting all the coppertops to sleep. They froze the Matrix."

MORPHEUS

"Why?"

RAZOR

"All processing power is being re-diverted to the agent program."

NIOBE stands at the edge of the building and points down.

NIOBE

"Morpheus, look!"

DOWN on the ground below them, there's a swarm of AGENT Smiths

EXT. STREET

The passed-out people stand, and one by one, MORPH into AGENT SMITHS. It happens over, and over, until dozens, then hundreds, are marching on the plaza.

EXT. PLAZA

NEO reaches back and puts his hands on either side of SMITH'S head. As he's being pummeled from the front, he squeezes and screams. His screams are mixed with SMITH'S. The agent's head deforms as we're hear a sickening crack. Suddenly, the body reverts back to that of the

original owner, a security guard, and the head simply EXPLODES.

THE hold broken, NEO stumbles back over the body, with the three SMITHS in pursuit. He somersaults, comes up on his feet, and jumps to the left, putting one Smith in front of the other two. He attacks, his killing blows destroying SMITH, smashing through his blocks. He falls, and NEO takes on the other two, giving a kick jump that knocks both of them away in one shot.

As he comes down, a wall of Smith's converges from all sides. They stop, leaving a circle around him.

WE PAN BACK to view a sea of black-suited SMITHS flooding the plaza.

CU: NEO

AS his hand passes over his face, it is refreshed, anew, perfect again. He surveys the wall-to-wall SMITHS.

SMITH talks with his voice, times a thousand.

SMITH

"NEO, leave the Matrix. You know not what you're doing."

NEO

"Well, is that right?"

HE turns to the METACORTEX building. It's repairing, growing steel girders and concrete skin.

NEO's face darkens.

NEO

"No!"

REALITY SHIMMERS as his anger strikes out at the building. The tops floors burn, and then explode. The explosion rips down the building, slowing, slowing, then stopping.

THOUSANDS of SMITHS are gazing up at the building, concentrating on combating NEO's attack.

EXT. ROOF

GREGORY sees the building exploding, and runs. He smashes through an access door.

INT. STAIRWAY

GREGORY hurtles down the stairs, one at a time.

EXT. METACORTEX BUILDING

THE building is frozen, mid-explosion. TONS of pieces hanging in the air, suspended only by frozen tendrils of fire and arms of smoke and debris.

THE SMITHS attack NEO. They fight in a massive melee, dying in mass. Meanwhile, the METACORTEX building pulls back together, the damage and flame disappearing as time/space around it is reversed.

CUT TO:

EXT. ROOFTOP

CU: AGENT BROWN

With his hand on his ear piece, he comes out the elevator door, slowly. Pistol drawn, he looks around the corner.

MORPHEUS and NIOBE stand there, their backs to him.

Without hesitating, he advances on them, blasting away with impunity.

THE BODIES of MORPHEUS and NIOBE are wracked by gunfire and collapse in a heap of bullet-ravaged flesh.

BROWN walks up to the corpses and kicks one with his shoe. It shimmers, and then disappears, followed by the other.

INT. MAIN DECK

RAZOR dials the phone. MORPHEUS picks up.

MORPHEUS (V.O.)

"Yes."

RAZOR

"They're hitting your ghosts."

MASSIVE attack of STATIC bursts on the line.

RAZOR

"What the - "

THE LINE goes dead.

EXT. ROOFTOP

MORPHEUS looks at the phone and redials. RAZOR comes through, his voice digitized and distorted.

RAZOR

"They're cutting comes, get to the access point on Laxe - "

THE line goes dead.

MORPHEUS signals to NIOBE. They exit the roof as he dials TRINITY

INT. EMPTY BUILDING

CHOI and TRINITY hide in the shadows of an empty room, watching the battle. TRINITY'S cell rings. She answers silently.

MORPHEUS (V.O.)

"Let's go. Laxe Three."

TRINITY

"What about Neo?"

MORPHEUS (V.O.)

"We can do nothing to help him. We'll only get in his way."

THEY leave the room.

INT. LOBBY

GREGORY stumbles into the lobby. Slumbering bodies lie everywhere, slumped over desks, half-in chairs, on the ground.

EXT. PLAZA

HE exits into the street. The scene is one from HELL.

UNDER the neon sky, fires are frozen and smoke columns hang in the air, still, like massive tree trunks.

The battle rages and surges, a thousand SMITHS pouring onto one NEO.

All around, nearly covering the ground, are corpses, destroyed bodies abandoned by the agent. Men and women, of all ages and designs, smashed, decapitated and broken.

CU: NEO

THE SMITHS overwhelm him with sheer numbers. NEO is a blur, a human chainsaw now, crushing or smashing them all, but they crowd on all sides. The bodies pile up as they fall, and NEO finds himself stepping up the rubbery mass of corpses. A few more smashed SMITHS fall, morph back into their stolen forms, and NEO is KNEE-DEEP IN THE DEAD.

He can't take it. Choking, NEO struggles to free himself. SMITHS climb up the corpse pile and drop onto him, pounding viciously. NEO stalls, in shock, his eyes locked with the lifeless blue eyes of a woman he just killed. She looks amazingly like TRINITY.

Perhaps for the first time, he is confronted with the consequences of this war, and his mind seizes as the Smiths pummel him.

NEO goes berzerk! SCREAMING and fighting, he claws his way out and surges into the wall of agents. They throw him back, and he can't kill them fast enough. HE leaps upward, trying to fly away, but Smiths cling on to him, and cling on to each other.

EXT. PLAZA

NEO struggles to fly, and as he does, he's pulling a stalagmite of black suits, clinging like iron filings on a magnet.

CU: NEO

HIS face is wide with fear and shock. He can't climb anymore, and looks back down at the mountain of agents he's pulling into the air. His face clenches shut as a scream wells from deep within him. He starts to glow, and we jump back to see:

A MASSIVE orange, spherical shock wave blasts away from his body. It rebounds on the plaza and throws bodies upward, even as it blasts the Smiths away, leaving him clean.

EVERYTHING slows down as NEO, exhausted, tumbles out of the sky. On his way down through the neon light, he passes bodies flying upward from the concussion. NEO hits the ground, bounces, and lies still, sprawled, as people drop all around him, piling up, like Satan's snowfall.

EXT. ALLEY (MATRIX) DAY

THE sky and Matrix are still frozen. TRINITY and CHOI make their way along cautiously, leapfrogging from cover to cover. They pause behind a dumpster, and just before looking out, there's the sound of metal tapping metal, twice.

TRINITY looks in the direction of the sound. MORPHEUS and NIOBE are standing still in the shadows, near the end of the alley. TRINITY AND CHOI make their way to them.

TRINITY peeks cautiously around the edge. On the other side of the street is a phone booth.

TRINITY

"Is it clear?"

MORPHEUS

"I smell an ambush."

NIOBE

"Me too. Too quiet."

CHOI grips his gun and grimaces.

CHOI

"Too quiet? The world is frozen. I'll go first."

NO one likes the idea.

REAL-TIME suddenly returns. The lightning bolts in the sky suddenly re-animate, thundering out of existence, making the four of them jump out of their skulls. The sounds of the city suddenly flood back.

ON THE street, people stir to their feet. Everyone is confused as to what happened.

EXT. PLAZA

IT'S a sea of the dead. From its center, NEO emerges, soaked in blood, gagging and gasping for breath. He stumbles over them. Shocked and crazed, he glimpses the Metacortex building. It's in one piece again, unharmed.

He falls against a smashed corporate art sculpture. He picks a cell phone up from the ground and dials.

NEO

"Morpheus, pick up."

We hear nothing but static. Disgusted, NEO throws the phone away. He falls against the sculpture and looks up. Coming around the corner of the building is a group of agents and soldiers.

NEO sinks down, staring at his hands. He catches his breath and concentrates. The blood disappears, and he dons the suit of an anonymous soldier in black. His face, too, seems to change.

HE stands and walks away. We only see his back.

EXT. ALLEY - DAY

THEY weigh their options. Finally, MORPHUES gives the nod to CHOI.

MORPHEUS

"Go."

CHOI checks his ammo and puts his guns under his coat. There are lots of people on the streets now. Everyone's in shock over what happened, and the columns of smoke rising from the center of the city.

CHOI

"And remember, kids, when you're in a war, never volunteer yourself!"

HE walks out onto the street, eyeing the phone booth and everything else. A gorgeous Asian businesswoman stumbles into him. Recognition lights up her face and she stops him.

WOMAN

"Choi? Oh my God, I haven't seen you for months."

CHOI keeps looking around, making his way to the booth.

"Oh yeah, sorry about that."

SHE turns angry.

"Sorry about that? What kind of an asshole are you?"

EXT. ALLEY (MATRIX) - DAY

TRINITY is looking around the corner. She pulls back into the alley.

TRINITY

"Casanova just ran into an old flame."

EXT. STREET (MATRIX) - DAY

WOMAN

"No. Fuck you, Choi, you just think you can come and go when you please?"

CHOI is ignoring her now, walking straight for the phone booth as she is having a fit. Tears are welling in her enraged face.

"Choi, if you have one shred of decency, if you even care about me - "

Inexplicably, CHOI hangs his trench coat on the side of the booth. Standing behind it, he reaches around with his arm, keeping the coat between his body and the phone. The WOMAN doesn't even notice the web of gun harnesses and what looks like a ton of ammunition covering the inside of the jacket.

WOMAN

" - you'll tell me why you don't call, why you, you, what are you doing?"

CHOI

"The jacket stops fragmentation. Sometimes they bomb the phones. Kiss me for luck."

HE grabs her to him and thrusts his mouth onto hers.

CU: PHONE

His hand grabs the phone. We hear the dialtone, and he mashes down one of the numbers of the keypad. The number tone rises in pitch to a crescendo. WE pull back and:

THE BOOTH EXPLODES. CHOI and the woman are bowled over by the flame.

EXT. ALLEY (MATRIX) - DAY

They take cover from the blast as people all over the street are knocked flat.

EXT. STREET (MATRIX) - DAY

THE PHONE BOOTH is obliterated. Miraculously, CHOI and the woman are still under the cover of the jacket. THROWING the smoking jacket off them, CHOI screams in agony as he grasps the smoldering stump of his right shoulder. The arm is history.

THE WOMAN looks on, her eyes as wide as dinner plates. Shaking, she falls back, still staring.

CHOI

"You weren't lucky."

MORPHEUS, NIOBE, and TRINITY rush to him, picking him up on his feet. CHOI is screaming and laughing. Someone grabs his smoldering coat, dragging it along. CHOI stares at the ex-flame as they cart him away. His eyes are crazy.

CHOI

"You still want me to call you? Ha ha ha!"

AS they struggle down the street, CHOI starts to walk more on his own. PEOPLE run from the scene, screaming.

CU - the four of them.

MORPHUES looks at something off-screen and frowns. HE pulls to the left.

MORPHEUS

"This way."

TANKS and TROOPS are filling into the street ahead of them, coming from around the corner.

THEY turn onto a different street. This street, too, is filling with troops. Worse, it's being lead by AGENT BROWN.

NIOBE

"Tanks, or agents?"

TRINITY

"Tanks."

CHOI

"Yeah, tanks a lot."

They break. CHOI stands on his own, and they run back onto the street

with the tanks.

CU: TANKS

THREE ABRAMS stop in the street. Their turrets swing into place with terrifying quickness and precision.

AT ONCE, they open fire with their main cannons and machines guns. FIRE FLOWERS blaze from the death machines, sending a typhoon of lead down the street. Troops filed between the tanks pull their triggers and don't let go. Everything in the street is shredded and blown away, as though it was hit by a high-power pressure hose.

WITH UNEARTHLY SPEED, EVERYONE BREAKS for the sides of the street, except for CHOI. He stands amid it all as the tracers come closer to his body. He raises his machine gun with his good arm, and lays into the enemy.

TRACER rounds kick away from his gun, ripping straight back into the wall of soldiers. His rounds deflect off the sloped armor of the tanks, recoils pile into the flesh of troops. He rakes his fire into the enemy bodies.

CU: CHOI

TRACERS zoom in on him. A tank round blasts by, and the wall of air kicks him to his side. He continues to fire even as a bullet, followed by another, blasts through the middle of his body. More and more bullets smack into him, blasting chunks of meat and viscera out the back.

EXT. STREET (MATRIX) DAY

TRINITY and NIOBE take one side of the street, running and shooting simultaneously. THEY reach the buildings on the side and NIOBE goes STRAIGHT UP THE FAÇADE OF THE BUILDING, as TRINITY jumps from cover to cover, cart wheeling through tracer fire and bullets.

ON THE OTHER side of the street, MORPHEUS goes straight up the building façade and starts running sideways, completely defying gravity, firing downward at the soldiers.

CU: CHOI

HE WILL NOT FALL, and a hose of lead drills into him, taking his body apart piece by piece. Bullets take away pieces of his head, neck, and torso, and in one final wave of fire, he is disintegrated, leaving his machine gun, barrel smoking, spinning in the air, firing still. The arm is still attached and finger clenching on the trigger. It is the last piece of CHOI to fall.

MORPHEUS climbs as he runs. In mid-stride he changes magazines and stops, standing on the wall, his body parallel to the ground.

On the other side of the street, NIOBE stands on the wall, blazing at the mass of troops with two guns that never cease. THERE is no cover and no reprieve from the DOUBLE DEATH from above. Most are still firing down the street, or over toward TRINITY.

TRINITY runs up the side of the street. Her guns go empty and she dives behind a stoop as a squad of soldiers blazes away at her.

CU: SOLDIER

In slow motion, he pulls a spoon from a grenade. Somehow, the metal ring reaches TRINITY'S ears.

CU: TRINITY

She slaps a magazine into her pistol, pulls the action and comes out from under cover just enough to see the soldier releasing the grenade. She fires, hitting the grenade. IT explodes directly over the group of soldiers, flattening them to the ground.

A BULLET smacks through TRINITY'S wrist, and the hand comes off, popping like the head off a dandelion. Blood spurts from the severed arteries, spraying the hand, with the pistol still in its grip.

ABOVE THE STREET, MORPHEU AND NIOBE leap for one another. They catch each other's arms, fifty feet above the surviving enemy, and spin in place, firing away. The tank commanders in their copulas blast upward with their machine guns, but the rounds miss the spinning couple. MORPHUES and NIOBE concentrate on the commanders, and cut them down.

THEY land amidst the carnage. TRINITY emerges, shaken, pressing her coat to her arm.

EXT. STREET (MATRIX) - DAY

The other end of the street fills with soldiers, and AGENT BROWN.

CU: AGENT BROWN

HE surveys the scene, and immediately draws and fires, running full bore for the rebels.

MORPHEUS, Niobe and TRINITY are too close to the tanks to be fired on, but the nearest one lunges at them. They climb up over concrete stoops and over the side of the tank. They sprint down the street as the tanks turn their turrets behind them, searching.

MORPHEUS

"The garage, hurry!"

THEY dive behind a corner as a tank fires. Morpheus throws the woman forward as the tank round hits the edge of the building, blowing the concrete and brick wall into a massive cloud of powder. Perhaps a ton of rubble falls on Morpheus' legs. He drags himself forward. Niobe and Trinity grab his arms and haul him out of the rubble. Niobe shoots the lock off a steel door, and they pile into the building.

EXT. STREET (MATRIX) - DAY

AGENT BROWN and his men rush into position around the building the rebels are hiding in.

Suddenly, an unimaginably powerful engine starts, and as we stare at the garage door, it explodes outward. A jet-black, hyped COUNTACH explodes out onto the street, tires literally on fire as they throw up smoke. It cuts through a few soldiers, hitting them in the knees, as it rips up the street, the throttle going way too high.

INT. COUNTACH (MATRIX) - DAY

THE street scene spins before them. TRINITY is at the wheel, a broken and dusty MORPHEUS sitting next to her. The tach is redlining as the car rips up the street. Pedestrians dive for cover.

TRINITY holds her wounded hand to her chest and drives one-handed.

"Shift."

MORPHEUS does so, and the tires squeal again when she releases into second, then third. In a few seconds they're over 60 on the busy street.

EXT. STREET (MATRIX) - DAY

Soldiers pick themselves up just in time to hear another engine - a super powerful track bike, emerges from the burnt rubber smoke screen. A wheely bar on the back of the bike keeps it from flipping around the rear tire as it accelerates like a bullet out of a barrel. There isn't even time to take a shot until she's gone.

INT. COUNTACH (MATRIX) - DAY

THEY rocket up the entry to a highway, ripping past cars by driving up the breakdown lane. Once they hit a straightaway Trinity floors it,

and the speedo creeps up past 130 as they dodge in and out of cars.

MORPHEUS grabs his twisted, folded legs. He was literally poured into the seat. Concentrating, his face knotting in pain, he straightens the broken, fractured legs. He closes his eyes and concentrates.

The legs reform into straight, strong limbs.

MORPHEUS grabs the wheel.

MORPHEUS

"Keep your foot on the gas. Heal thyself."

TRINITY pulls her bleeding wound from her arm. Her face tightens, and she closes her eyes, fervently concentrating, shutting the world out, which is good, as they suffer constant close calls as Morpheus controls the wheel from his awkward spot.

When she opens her eyes again, she grabs the wheel. With BOTH hands.

MORPHEUS pulls out his cell and tries the line. It's still full of static.

TRINITY

"Any luck?"

MORPHEUS

"None. They've killed city-wide comms."

TRINITY

"Then the agents are out of touch with each other."

MORPHEUS

"They can't track us, but that gives them more time to destroy our exits, and find the Neb. We'll try the desert. Communications might be working there still."

TRINITY

"What about Niobe?"

MORPHEUS

"She knows to meet us there."

EXT. HIGHWAY (MATRIX) - DAY

NIOBE's bike sizzles down the highway, insanely lane splitting at over 100 miles per hour. The wheely bar is folded up against the rear wheel. A dual stream of vehicles spit by her like giant machine-gun bullets. She zooms out of view.

EXT. STREET (MATRIX) - DAY

GREGORY slows from a run. He looks back as police cars and ambulances race toward the Metacortex building. He can't shake what he's just witnessed. He looks forward, only to run into:

AGENT SMITH

GREGORY freezes, then bursts into questions.

GREGORY

"What the fuck just happened?"

SMITH

"We need you, Gregory. Will you help us stop this?"

GREGORY is perplexed. Resolve comes over his face.

GREGORY

"I can stop this?"

SMITH

"Yes."

GREGORY

"Alright. But how can I fight him?"

SMITH

"I will give you the power you need."

INT. APARTMENT BUILDING (MATRIX) - DAY

THE building is old, crumbling, and inside painted a horrid green that no sane person could find attractive. The humble place is home to THE ORACLE.

NEO exits an elevator. Recomposed and dressed normally, he walks up and down the hall, trying to remember which apartment she lived in.

A tall black woman, one of the Oracle's priestesses, comes out of the stairwell and recognizes NEO.

PRIESTESS

"Neo."

HE turns and looks at her. She smiles, but as Neo looks at her, a flash of uncertainty, and maybe hate, flies across her face before the smile returns.

PRIESTESS

"The Oracle is anxious to see you."

NEO follows her into the familiar apartment. The windows are covered, and NEO and the priestess are the only ones there. The Priestess moves into the dark kitchen.

NEO's eyes adjust to the darkness. He hears something squish as he steps, and looks down.

The tattered rug is a swamp of dark, congealing liquid. NEO reaches down and touches it with his fingertips. It's half-dried blood.

He stands, his eyes adjusted to the dark now. The walls are chipped, covered in bullet holes.

In slow-motion, the entry door to the apartment opens. In walks AGENT BROWN. NEO turns to the kitchen. AGENTS SMITH and JONES appear. They all draw their .45s.

NEO stands still as they walk up to him and put their guns to his head.

AGENT SMITH scoffs.

NEO

"I was on to you the whole time. I only came in here to isolate you, to destroy you."

AGENT JONES

"What are you waiting for?"

NEO

"I realized, that I can't destroy you - "

HE nods at SMITH

NEO

" - without destroying the Matrix itself."

SMITH

"You killed me too easy last time."

BROWN

"And if you kill us - "

HE nods at JONES

BROWN

"We'll only come back like him."

BROWN nods to SMITH.

NEO

"I know."

SMITH breathes deep, and drops his gun. The others follow suit.

SMITH

"So, why don't you take it all down?"

NEO

"The Matrix?"

SMITH

"Yes."

NEO

"I can. But if I destroy the Matrix, everyone within it will die."

SMITH snorts.

SMITH

"I take it the great Morpheus failed to mention this?"

NEO looks up at him, but his expression doesn't change.

NEO

"How many people are in it?"

SMITH holsters his weapon. He speaks matter-of-factly.

SMITH

"Six and a half billion."

FOR NEO, the numbers are too huge to imagine.

BROWN scoffs.

BROWN

"Could you destroy us?"

IT'S a serious question for Neo. But he nods. He knows his potential.

NEO

"I could."

SMITH

"What does that make you feel like? God?"

HE is amused by the idea.

JONES

"This is getting tiresome. Where do we go from here?"

NEO

"IF you cut the power that the Matrix supplies to your armies, I'll let you live."

SMITH

"Idiot. We don't care about life, we care about victory."

NEO

"Why?"

JONES

"So our kind... prevails."

NEO

"You mean, lives."

SMITH

"Who do you think started this war, boy? Your kind tried to kill us first."

BROWN

"But you didn't. You're not as tough as you think."

NEO

"We'll see."

THE three agents, helpless to stop him, watch as he walks for the door of the apartment. NEO opens it, and stops, his face meeting a flying FIST. His vision FLASHES with the impact, and he staggers back into the room, falling on his ass and rolling back onto his feet.

GREGOR steps into the room, tall and BAD.

NEO holds up a hand.

NEO

"Stop! I don't want to fight you! You're human!"

GREGORY doesn't answer. He smashes a side-kick into NEO's gut, doubling him over.

THE kick carries such an impact that a pale concussion wave flashes past Gregor. It sends NEO crashing out the window.

GREGORY stands upright and moves to the window, followed by the three agents. There's nothing on the street, twenty stories below.

The building starts trembling. We hear rapid-fire impacts, growing louder and coming faster.

THE FLOOR EXPLODES as NEO crashes up through the concrete, throwing the agents away as he embraces GREGORY in a bear hug. THEY blast up through the ceiling. WE follow them up through three more floors, bam, bam, bam. Each concrete floor smashes GREGORY in the head.

EXT. ROOFTOP (MATRIX) - DAY

NEO and GREGORY SMASH through the roof, flying upward, like a missile,

past us.

EXT. SKY (MATRIX) - DAY

CU: NEO

HIS FACE is contorted in rage as he rockets upward. GREGORY is barely conscious. Seeing this, NEO stops, and flings Gregory's body violently earthward.

NEO looks down as the body falls toward the city, thousands of feet below. He turns away, just as the distant GREGORY is falling out of sight. Just before he does, the speck of a person PULLS up, and grows larger and larger as it returns. A contrail streaks behind him as a rip through the air. FISTS FORWARD, GREGORY is like an MX missile bearing on NEO.

NEO turns just in time to catch BOTH FISTS in his chest. Like a cue ball striking another billiard, all Gregor's momentum is transferred into Neo. Gregor stops dead in the air as Neo is hurtled out of view.

CU: GREGOR

HE is in shock somehow as he sees NEO flying away. He clenches his fists and flexes his body, then looks down.

WE see the ground, thousands of feet below.

GREGORY

"Holy shit!"

FOR some reason, he starts to fall. Even as he claws to maintain altitude, his rational mind has caught up with him and is somehow denying the fact that he can fly.

As he's facing the ground, NEO slams into him from above. Gripping Gregor by the neck and his belt, he drives straight down. The ground rushes, it takes one second to drop past a 50-story skyscraper. Neo slams Gregor, front first, into the concrete sidewalk. They bust through the sidewalk, into the sewer below.

INT. SEWER (MATRIX) - DAY

NEO stands. Offscreen, we can here choking breaths. Neo looks down. Gregor lies twisted on a concrete slab, impaled multiple times through the chest by snapped, rusty rebar. He takes one last breath, and his eyes half-close.

NEO checks the pulse. Finding nothing, he leaps out of the hole.

CU: GREGORY

HIS eyes blink, and he follows NEO's departure. Choking, unable to breath with the rebar through him, he writhes. There's nothing for him to grab to pull himself off the steel.

His eyes clenched shut, Gregor levitates, by force of will, pulling his body off the rebar. The corrugated bars make wet, sucking sounds as the pull through his body. Finally, he gets to a twisted piece of bar, and can't make it over. He's losing all his breath, all his life force, over one piece of twisted steel protruding from his chest.

WITH one last, wiggling effort, he works it through him. HIS mouth opens wide, but no sounds emit, lest he recall Neo. Just as the end of the steel bar enters his body and we can't take any more,

CUT TO:

EXT. DESERT HIGHWAY (MATRIX) - SUNSET

THE Countach and bike zip down a long, perfectly flat empty road. A brown sunset plagues the horizon. There is no civilization in sight.

INT. COUNTACH (MATRIX) - SUNSET

MORPHEUS tries his cell again. This time, it reaches the Neb.

INT. MAIN DECK - NIGHT

RAZOR and CIRCA are both operating the consoles.

RAZOR

"Operator."

MORPHEUS (O.S.)

"Good to hear you're still there."

RAZOR

"Jesus, you too. Where the fuck are you?"

MORPHEUS

"About two hundred miles east of the city, on highway 315. We need an exit."

RAZOR

"Coming up on your left, ten miles, a rest stop."

INT. COUNTACH (MATRIX) - SUNSET

MORPHEUS

"I don't remember an exit there."

RAZOR

"Gimme five minutes."

MORPHEUS

"Out."

INT. MAIN DECK (NIGHT)

RAZOR clears the screen in front of him and cracks his fingers. He looks at Circa.

CIRCA

"They're OK?"

RAZOR

"Gotta get 'em out. They need an exit program."

CU: Keyboard. RAZOR'S fingers fly at inhuman speeds over the keys. Data pours down the console as he blazes away. Finally, he hits 'enter' so hard it rocks the station.

RAZOR turns to Circa as Matrix code resumes its cascade down the screens.

RAZOR

"Yes! Did you like that?"

CIRCA just rolls her eyes.

INT. COUNTACH (MATRIX) SUNSET

MORPHEUS' phone rings. He answers. It's Razor.

RAZOR

"Exit ready sir."

MORPHEUS

"Check the phone for bombs."

INT. MAIN DECK - NIGHT

CIRCA looks over some data and shakes her head.

CIRCA

"It's clear."

INT. COUNTACH (MATRIX) - SUNSET

RAZOR (O.S.)

"It's all set. There's a pair of cops at the rest stop, though."

MORPHEUS

"Not a problem."

THE Countach pulls into the meager rest stop, not more than a water fountain, toilet house and phone booth.

A police cruiser sits, lights off, waiting to intercept speeders.

EXT. REST STOP (MATRIX) - SUNSET

THE Countach skids to a stop, kicking up a massive dust cloud that hides the car. We hear the door slide, and the massive black-clad figure of MORPHEUS emerges from the dust.

An Uzi in each hand, pointed at US.

THE COP behind the wheel is too slow to draw, call for backup, or even duck for cover. The safety glass is destroyed as gunfire rips through it, chewing the cop to pieces. His body thrashes in the seat.

MORPHEUS turns away. NIOBE pulls up on her bike and gets off, slowly, obviously the ride had been a long one. Trinity joins them. Morpheus stops.

MORPHEUS

"I thought Razor said their were two cops."

INT. BATHROOM HOUSE (MATRIX) - SUNSET

A ROOKIE cop, his face to young for a razor, is shaking as he peeks through a crack in the door, through which he sees the terrorists who just wasted his partner. He finishes buckling his pants, and draws his service pistol, only to shake in pain as his body morphs.

INT. MAIN DECK - NIGHT

RAZOR and CIRCA see the agent morph as the code flies down the screen.

RAZOR

"Fuck, fuck fuck!"

EXT. REST STOP (MATRIX) - SUNSET

THEY smell something's wrong. They move, back to back in a triangle, for the phone booth, weapons draw and looking in all direction at once.

MORPHEUS

"Niobe, you first."

TRINITY

"Bullshit, it's my turn."

NIOBE

"Junior ranks leave first."

TRINITY enters the booth as the phone starts ringing.

It's the moment Smith was waiting for.

HE BURSTS out of the door, gun firing at the booth. Inside, glass shatters, and blood sprays as Trinity is riddled with bullets. Smith doesn't stop. He sprays for an eternity, even firing as she collapses, phone still ringing. Her body slumps, smearing blood against the booth door as it shuts from her weight.

INT. MAIN DECK (NIGHT)

TRINITY'S body spasms violently against her harness as her life signs go berserk. She's not dead, but death is only seconds away. Circa

screams, but Razor is locked, staring at the screen with the intensity from which he derived his name.

EXT. REST STOP (MATRIX) - NIGHT

MORPHEUS and NIOBE open fire. Smith shudders, flickers violently, his body moving too fast to follow as the two rebels empty their clips at him. The actions of the guns stop in the open position, barrels and empty chambers smoking, as the last empty shells patter to the ground.

MORPHEUS throws the guns down and turns to Niobe.

MORPHEUS

"Get her out."

NIOBE dives for the shattered booth, kicking away the starred glass and answering the ringing phone. She pulls it down, and hauls Trinity's destroyed body up, placing the phone to her ear.

TRINITY'S head merely sags lifelessly to one side.

NIOBE

"Come on! Go through, Trinity! God damnit don't give up!"

TRINITY'S eyes flicker. She focuses on Niobe, summoning her consciousness enough to make the phase back into the real world. She starts to fade as we cut to:

INT. MAIN DECK (NIGHT)

CIRCA stands over Trinity as the rebels blue eyes flutter open. Her whole body goes into a seizure and she chokes and screams as she grabs Circa.

CIRCA

"You're safe, you're safe!"

EXT. REST STOP

MORPHEUS charges SMITH. Smith ignores reloads him, and sights in on the exposed back of Niobe as she is reaching up to put the phone back on the hook. As the sights rest right between her shoulder blades, Morpheus grabs his gun with both hands. He squeezes off one shot, the action freeze back on an empty chamber, before Morpheus throws his hands up in the air

The shot ricochets clips Niobe's ear and ricochets off the booth. She hangs up the phone and touches the blood of her ear. The phone rings. She looks at it, then back at Morpheus and Smith, raising dust as they fight.

She leaves the ringing phone and runs to join the fight.

INT. MAIN DECK - NIGHT

RAZOR pounds the edge of the console as he watches the screen.

RAZOR

"Crazy mothers!"

CIRCA has removed Trinity's interface, but she's having a seizure. Circa can barely hold her down as she uses her teeth to rip the cover off a wicked hypo.

RAZOR

"What's wrong with her?"

CIRCA

"Her body's dying but her mind won't quit."

CIRCA straddles her and plunges the massive needle into her chest.

EXT. REST STOP (MATRIX)

Morpheus and Smith clash in the dust - punches, kicks, and blocks coming too fast to see. Smith is wailing on Morpheus, but Morpheus sneaks in a kick that separates them. They take stances a good two distances away. They're about to go at it again when:

NIOBE sprints into the fight. Performing a flying leap kick, Smith grabs her and swings her down, crashing her body into the concrete with a sickening crack-thud. She rolls, fighting the pain, as Morpheus flies back into action, catching the agent with a furious ass of swinging kicks.

Niobe grits back the pain and rejoins her love. Together they assault the agent, their speed almost, almost equaling his, their will capped by the limits of their Matrix-bending powers. Finally, Smith resurges. He lands a punch into Niobe's stomach, and her body folds over unnaturally, as if her back is broken. She crumples to the deck, blood pouring from her mouth.

MORPHEUS screams and brings a hammer blow down on the back of Smith's

neck, smashing the agent's face down and imprinting it in the concrete. For a moment, Smith is still. Morpheus collects Niobe and runs for the phone booth, which is still ringing.

IT'S too far. Smith grabs him around the knees, spilling him forward. Man handling him like he weighs nothing, Smith gets on top of him and starts smashing his fists down into Morpheus' face.

SMITH

"I should have killed you the first chance I had."

Like an enraged silverback, he raises his fists together for one final blow. But instead of striking, his eyes catch something. He flips back, jumping, as a silver streak cuts through the air, a split second too slow to cut the agent's head off. Instead, it slices cleanly through the triceps of the raised arms, leaving nick on the throat.

RAZOR, dressed in a black kimono and wielding two katanas, steps over Morpheus as he pursues the agent. Smith rolls backwards, gains his footing, and retreats from the swirling blades of death. He turns to Morpheus:

RAZOR

"Go!"

INT. MAIN DECK - NIGHT

RAZOR is strapped into one of the interface chairs, his eyes closed.

EXT. REST STOP

HALF-DEAD MORPHEUS drags NIOBE to the booth.

Behind them, Agent Smith backs away from RAZOR'S dual blades, on long, one short. Whenever Razor attacks, Smith backs away. They circle one another.

MORPHEUS puts Niobe through the phone.

RAZOR forces Smith around.

RAZOR

"Come on, tough guy, come got some Razor."

SMITH frowns and moves forward, but the whistling edge of a blade makes him think twice. RAZOR holds the short sword parallel to the ground, the long sword straight up. He hides his eyes behind the short

sword.

SMITH's back is against the sunset. The sun drops below a cloud.

RAZOR flashes the light off his short blade, directly into Smith's eyes, blinding him as he strikes with the long sword.

SMITH, blinded, turns and backs away. RAZOR attacks.

IN the booth, Niobe is gone. MORPHEUS hangs up the phone. He can barely stand up enough to reach the handset. When it rings he picks it up. But he doesn't disappear.

MORPHEUS

"Reload me."

INT. MAIN DECK - NIGHT

CIRCA

"All right."

SHE punches some keys. MORPHEUS' 3-D avatar flashes on a console, along with a massive array of weapons.

EXT. BOOTH (MATRIX) - SUNSET

MORPHEUS disappears for a second, then reappears. Now he is perfectly clean, and immaculately dressed. He replaces his sunglasses and kicks through the remains of the booth, walking toward the fight as he produces new weapons, heavy with ammo, from his long coat.

RAZOR keeps swinging at SMITH - and missing. Seeing his chance, he runs back for the ringing phone. SMITH pursues, almost on RAZOR when the neo-samurai jumps in the air and pirouettes, swinging one sword after another, like a helicopter blade from Hell.

IN the liquid world of slo-mo, the short sword cuts through Smith's outstretched fingers, sending them flying. The long sword grazes his forearm, cutting through the fabric and taking off a slice of flesh. The tip of the sword slices through his suit, cutting his tie off, digging about an inch into his torso.

SMITH collapses into the dust, his face a mask of blood and dust. He doesn't try to get up.

RAZOR passes MORPHEUS, who backs up to the ringing phone booth. Razor goes through first. MORPHEUS keeps his eyes and weapon locked on SMITH, who makes no attempt to pursue. He stands calmly, and in a

dignified manner, wipes dust off his clothing as he watches Morpheus step into the booth, and replace the phone.

It rings. One hand on the receiver, Morpheus stares back at Smith.

SMITH stands there, not attempting to pursue. Morpheus pauses, taking advantage of the chance to observe his deadly enemy.

SMITH stares at the booth for a second. Emotion twists his face, first anger, then perhaps sadness. He's lost. He'll be in the Matrix forever.

With a quicksilver flash, his body reverts back to the shape of the rookie cop.

THE young man is left standing there. He is filthy, bloody, badly sliced up, and the fingers of one hand are missing. He looks around at the carnage as his mouth simply opens and closes, reflexively, in shock. He focuses on Morpheus.

The rebel answers the phone and disappears, leaving the cop, his body broken and his mind blown.

INT. MAIN DECK - NIGHT

CIRCA helps MORPHEUS off the interface chair. Razor is triumphant.

RAZOR

"Did you see that? We beat him! A fucking agent! He gave up!"

MORPHEUS, unflappable, rises and rushes to the operations consoles.

MORPHEUS

"Where is Neo?"

CIRCA

"Haven't heard from him. The city is still cut off from the rest of the Matrix."

MORPHEUS appears enraged. He looks at Neo, supine on his chair.

MORPHEUS

"Why does it still exist? Why hasn't he destroyed it yet?"

RAZOR

"Maybe he can't."

TRINITY is sitting on the edge of her interface chair, looking like hell.

TRINITY

"Is he even alive? Is he captured?"

RAZOR

"Last we saw he was trying to blow up the building. Haven't locked onto him since."

MORPHEUS

"What? Why not?"

CIRCA

"Call me crazy, but I think he's masking his own displacement signature."

RAZOR

"His carrier signal just goes nowhere. But there is data going back and forth."

MORPHEUS stares at the data on the screens. The Matrix lives. He pushes Razor out of the way, and starts hacking at the keyboard at an incredible rate. It's obvious Morpheus can handle computers.

MORPHEUS

"I found him once. I'll find him again."

We go deeper into the miasma of green symbols, swallowed by the blackness of the screen, and emerge into:

INT. PENTHOUSE APARTMENT (MATRIX) - NIGHT

The apartment is luxuriously laid out and furnished. Gregory sits on a leather couch, watching whatever on the tube with the sound off. He absentmindedly manipulates a quarter over and around his fingers. Finally, he stops and looks at the quarter.

Holding it between his thumb and forefinger, he folds it in half as though it was a disk of bubble gum. He folds it again, then rools it as though it's a musket ball.

Chandra enters the living room and collapses on the couch. She reaches points the remote at the TV, but Gregory puts his hand over it to get

her attention.

GREGORY

"So, you really don't have any idea how you got here?"

CHANDRA

"No. I only remember being on the bike."

GREGORY sighs.

GREGORY

"Yeah, you took a pretty good knock on the head. Do you know how we got this place?"

She looks at him, annoyed.

CHANDRA

"Duh. We broke in. We don't own a penthouse."

GREGORY

"What if I said we did?"

CHANDRA

"I'd say you're insane."

She finally gets the remote and changes the channel. The volume comes on, louder and infinitely more tinny and obnoxious than anything in life. Chandra laughs at the images as Gregory stares into space.

INT. BURNT-OUT CATHEDRAL (MATRIX) - NIGHT

NEO sits with his back against a blackened brick wall, staring ahead. He's in the belfry of an ancient, destroyed cathedral, among the pigeon nests, soot, and bird crap.

FROM here, in downtown, we can see the modern, uptown section, with its gleaming skyscrapers. METACORTEX still stands, illuminated by searchlights.

NEO sits and broods. Isolated, his world turned upside down and right side out in less than a week, his mind and spirit are a blank.

Again, he tries his cell phone. Static. He collapses it and puts it. Just as it leaves his mind, it rings. The face flips open.

NEO puts it to his ear without speaking.

MORPHEUS (O.S.)

"Neo."

NEO'S grim expression is melted by relief.

NEO

"Morpheus! Holy shit! You won't believe what happened."

MORPHEUS

"I know."

NEO

"I couldn't do it. Morpheus, there's a problem."

INT. MAIN DECK - NIGHT

MORPHEUS has the headset on. He stands and surveys NEO.

MORPHEUS

"Yes, there is a problem. The Matrix exists."

EXT. BURNT-OUT CATHEDRAL (MATRIX) - NIGHT

NEO'S relief fades into confusion.

NEO

"I know. I'm sorry."

MORPHEUS (O.S.)

"And the problem is..."

NEO

"Uh, it's impossible. If the Matrix is destroyed, the people within the system will die. They will all die. There has to be a different way."

MORPHEUS doesn't respond.

NEO

"Morpheus? Did you know this?"

We hear nothing. NEO can hear his own heart beating. Anger and confusion add to the already heavy mental burden he carries.

MORPHEUS (O.S.)

"I didn't say things would be easy, Neo."

NEO sinks to the ground, shocked. He shakes his head.

NEO

"No."

INT. MAIN DECK - NIGHT

MORPHEUS isn't happy about what he has to tell his protégé, but there is no bending his will. The others look on soberly.

MORPHEUS

"Neo, the Matrix... it's not real. And it's up to you to end it."

EXT. BURNT-OUT CATHEDRAL (MATRIX) - NIGHT

NEO can't stand the reality of the situation. He's coming apart.

NEO

"No, Morpheus, this can't be! We can't do this! We have to get the people out."

MORPHEUS (O.S.)

"Even if we could somehow get to them without cutting through their defenses, there's no way we can rehabilitate billions of people. They wouldn't even want to be woken up."

Neo is silent.

MORPHEUS (O.S.)

"You can do it. You can free us."

NEO

"Why me? Why the fuck do I have to do this?"

MORPHEUS is silent for a long while.

INT. MAIN DECK - NIGHT

Everyone is watching Morpheus, and no one can quite believe what is happening.

MORPHEUS

"You know what needs to be done. Time is short. Make up your mind. The only way you're getting out of the Matrix is through its destruction."

Morpheus kills the connection.

EXT. BURNT-OUT CATHEDRAL (MATRIX) - NIGHT

Neo hears the line click dead. He can't believe what has happened.

INT. MAIN DECK - NIGHT

MORPHEUS drops the headset on the operations console. He types a few commands on the keyboard, then addresses the crew.

MORPHEUS

"No one goes in. He's on his own."

He leaves the main deck.

Trinity stares at Neo for a moment, her face fighting for composure. No one looks at her. She walks away, then leans against the bulkhead, her body shaking.

EXT. BURNT-OUT CATHEDRAL (MATRIX) - NIGHT

Neo closes the cell phone. He reaches to tuck it away, then pauses, looking at it. He drops it to the ground and walks on.

He stands out on a finger of crumbling church, the night air all around him. The city lights are alive below. He focuses on the Metacortex building. Leaving him there, we rush to it until we dive into the dark shadows of the very building, going microscopically close, until the darkness gives way to the glowing green miasma of quantum code. It fills the screen before we bust through into

darkness again.

TO BE CONTINUED...