THE MATRIX

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FADE IN ON:

COMPUTER SCREEN

So close it has no boundaries.

A blinking cursor pulses in the electric darkness like a

heart coursing with phosphorous light, burning beneath

the derma of black-neon glass.

A PHONE begins to RING, we hear it as though we were

making the call. The cursor continues to throb,

relentlessly patient, until --

MAN (V.O.)

Hello?

Data now slashes across the screen, information flashing

faster than we read.

SCREEN

Call trans opt: received.

2-19-96 13:24:18 REC:Log>

WOMAN (V.O.)

I'm inside. Anything to report?

We listen to the phone conversation as though we were on

a third line. The man's name is CYPHER. The woman,

TRINITY.

CYPHER (V.O.)

Let's see. Target left work at

5:01 PM.

SCREEN

Trace program: running.

The entire screen fills with racing columns of numbers.

Shimmering like green-electric rivets, they rush at a 10-

digit phone number in the top corner.

CYPHER (V.O.)

He caught the northbound Howard

line. Got off at Sheridan.

Stopped at 7-11. Purchased six-

pack of beer and a box of Captain

Crunch. Returned home.

The area code is identified. The first three numbers

suddenly fixed, leaving only seven flowing columns.

We begin MOVING TOWARD the screen, CLOSING IN as each

digit is matched, one by one, snapping into place like

the wheels of a slot machine.

TRINITY (V.O.)

All right, you're relieved. Use

the usual exit.

CYPHER (V.O.)

Do you know when we're going to

make contact?

TRINITY

Soon.

Only two thin digits left.

CYPHER (V.O.)

Just between you and me, you don't

believe it, do you? You don't

believe this guy is the one?

TRINITY (V.O.)

I think Morpheus believes he is.

CYPHER (V.O.)

I know. But what about you?

TRINITY (V.O.)

I think Morpheus knows things that

I don't.

CYPHER (V.O.)

Yeah, but if he's wrong --

The final number pops into place --

TRINITY (V.O.)

Did you hear that?

CYPHER (V.O.)

Hear what?

SCREEN

Trace complete. Call origin:

#312-555-0690

TRINITY (V.O.)

Are you sure this line is clean?

CYPHER (V.O.)

Yeah, course I'm sure.

We MOVE STILL CLOSER, the ELECTRIC HUM of the green

numbers GROWING INTO an OMINOUS ROAR.

TRINITY (V.O.)

I better go.

CYPHER (V.O.)

Yeah. Right. See you on the other side.

She hangs up as we PASS THROUGH the numbers, entering the

netherworld of the computer screen.

Where gradually the sound of a police radio grows around

us.

RADIO (V.O.)

Attention all units. Attention

all units.

Suddenly, a flashlight cuts open the darkness and we find

ourselves in --

INT. CHASE HOTEL - NIGHT

The hotel was abandoned after a fire licked its way

across the polyester carpeting, destroying several rooms

as it spooled soot up the walls and ceiling leaving

patterns of permanent shadow.

We FOLLOW four armed POLICE officers using flashlights as

they creep down the blackened hall and ready themselves

on either side of room 303.

The biggest of them violently kicks in the door --

The other cops pour in behind him, guns thrust before

them.

BIG COP

Police! Freeze!

The room is almost devoid of furniture. There is a fold-

up table and chair with a phone, a modern, and a powerbook

computer. The only light in the room is the glow of the

computer.

Sitting there, her hands still on the keyboard, is

TRINITY; a woman in black leather.

BIG COP

Get your hands behind your head!

Trinity rises.

BIG COP

Hands behind your head! Now! Do

it!

She slowly puts her hands behind her head.

EXT. CHASE HOTEL - NIGHT

A black sedan with tinted windows glides in through the

police cruisers.

AGENT SMITH and AGENT BROWN get out of the car.

They wear dark suits and sunglasses even at night. They

are also always hardwired; small Secret Service earphones

in one ear, its cord coiling back into their shirt

collars.

AGENT SMITH

Lieutenant?

LIEUTENANT

Oh shit.

AGENT SMITH

Lieutenant, you were given

specific orders --

LIEUTENANT

I'm just doing my job. You gimme

that Juris-my dick-tion and you

can cran it up your ass.

AGENT SMITH

The orders were for your protection.

The Lieutenant laughs.

LIEUTENANT

I think we can handle one little

girl.

Agent Smith nods to Agent Brown as they start toward the

hotel.

LIEUTENANT

I sent two units. They're

bringing her down now.

AGENT SMITH

No, Lieutenant, your men are dead.

INT. CHASE HOTEL

The Big Cop flicks out his cuffs, the other cops holding

a bead. They've done this a hundred times, they know

they've got her, until the Big Cop reaches with the cuff

and Trinity moves --

It almost doesn't register, so smooth and fast, inhumanly

fast.

The eye blinks and Trinity's palm. snaps up and the nose

explodes, blood erupting. The cop is dead before he

begins to fall.

And Trinity is moving again --

Seizing a wrist, misdirecting a gun, as a startled cop

FIRES --

A head explodes.

In blind panic, another airs his gun, the barrel, a fixed

black hole --

And FIRES --

Trinity twists out of the way, the bullet missing as she

reverses into a roundhouse kick, knocking the gun away.

The cop begins to scream when a jump kick crushes his

windpipe, killing the scream as he falls to the ground.

She looks at the four bodies.

TRINITY

Shit.

EXT. CHASE HOTEL

Agent Brown enters the hotel, while Agent Smith heads for

the alley.

INT. CHASE HOTEL

Trinity is on the phone, pacing. The other end is

answered.

MAN (V.O.)

Operator.

TRINITY

Morpheus! The link was traced! I

don't know how.

MORPHEUS (V.O.)

I know. Stay calm.

TRINITY

Are there any agents?

MORPHEUS (V.O.)

Yes.

TRINITY

Goddamnit!

MORPHEUS (V.O.)

You have to focus. There is a

phone. Wells and Laxe. You can

make it.

She takes a deep breath, centering herself.

TRINITY

All right --

MORPHEUS (V.O.)

Go.

She drops the phone.

INT. HALL

She bursts out of the room as Agent Brown enters the hall,

leading another unit of police. Trinity races to the

opposite end, exiting through a broken window onto the

fire escape.

EXT. FIRE E5CAPE

In the alley below, Trinity sees Agent Smith staring at

her. She can only go up.

EXT. ROOF

On the roof, Trinity is running as Agent Brown rises over

the parapet, leading the cops in pursuit.

Trinity begins to jump from one roof to the next, her

moverents so clean, gliding in and out of each jump,

contrasted to the wild jumps of the cops.

Agent Brown, however, has the same unnatural grace.

The METAL SCREAM of an EL TRAIN is heard and Trinity

turns to it, racing for the back of the building.

The edge falls away into a wide back alley. The next

building is over 40 feet away, but Trinity's face is

perfectly calm, staring at some point beyond the other

roof.

The cops slow, realizing they are about to see something

ugly as Trinity drives at the edge, launching herself

into the air.

From above, the ground seems to flow beneath her as she

hangs in flight

Then hitting, somersaulting up, still running hard.

COP

Motherfucker -- that's impossible!

They stare, slack-jawed, as Agent Brown duplicates the

move exactly, landing, rolling over a shoulder, up onto

one knee.

Just below the building are the runbling tracks of

riveted steel. The TRAIN SCREECHES beneath her, a

rattling blur of gray metal. Trinity junps, landing

easily.

She looks back just as Agent Brown hurls through the air

barely reaching the last car

Agent Brown stands, yanking out a gun.

Trinity is running hard as BULLETS WHISTLE past her head.

Ahead she sees her only chance, 50 feet beyond the point

where the train has begun to turn, there is --

A window; a yellow glow in the midst of a dark brick

building.

Trinity zeroes in on it, running as hard as she can, her

speed compounded by the train. The SCREAM of the STEEL

rises as she nears the edge where the train rocks into the

turn.

Trinity hurtles into the empty night space, her body

leveling into a dive. She falls, arms covering her head

as --

The whole world seems to spin on its axis --

And she crashes with an EXPLOSION of GLASS and WOOD, then

falls onto a back stairwell, tumbling, bouncing down

stairs bleeding, broken --

But still alive.

Through the smashed window, she glimpses Agent Brown,

still on the train, his tie and coat whipping in the

wind; stone-faced, he touches his ear piece as the train

slides him past the window.

Trinity tries to move. Everything hurts.

TRINITY

Get up, Trinity. You're fine.

Get up -- just get up!

She stands and limps down the rest of the stairs.

EXT. STREET

Trinity emerges from the shadows of an alley and, at the

end of the block, in a pool of white street light, she

sees it.

The telephone booth.

Obviously hurt, she starts down the concrete walk,

focusing in completely, her pace quickening, as the PHONE

begins to RING.

Across the street, a garbage truck suddenly u-turns, its

TIRES SCREAMING as it accelerates.

Trinity sees the headlights on the truck arcing at the

telephone booth as if taking aim.

Gritting through the pain, she races the truck --

Slamming into the booth, the headlights blindingly

bright, bearing down on the box of Plexiglas just as --

She answers the phone.

There is a frozen instant of silence before the hulking

mass of dark metal lurches up onto the sidewalk --

Barreling through the booth, bulldozing it into a brick

wall, smashing it to Plexiglas pulp.

After a moment, a black loafer steps down from the cab of

the garbage truck. Agent Smith inspects the wreckage.

There is no body. Trinity is gone.

His jaw sets as he grinds his molars in frustration.

AGENT JONES walks up behind him.

AGENT SMITH

Did you get anything from the

room?

AGENT JONES

Their next target. The name is

Neo.

The handset of the pay phone lays on the ground,

separated in the crash like a severed limb.

AGENT SMITH

We'll need a search running.

AGENT JONES

It's already begun.

We are SUCKED TOWARDS the mouthpiece of the phone, CLOSER

and CLOSER, UNTIL the smooth gray plastic spreads out

like a horizon and the small HOLES WIDEN until we fall

through one --

Swallowed by the darkness that becomes --

A computer screen.

We are on-line, inside a chat room called "The Matrix."

It is an exklusive web-site where hackers hang out.

SCREEN

JACKON: I heard Morpheus has been

on this board.

SUPERASTIC: Morpheus doesn't even

exist and the Matrix is nothing

but an advertising gimmick 4 a new

game.

TIMAXE: All I want to know is

Trinity really a girl?

LODIII: 87% of all women on line

are really men.

QUARK: The Matrix is a euphemism

for the government.

SUPERASTIC: No, The Matrix is the

system controlling our lives.

TIMAXE: You mean MTV.

SUPERASTIC: I mean Sega.

FOS4: ALL HAIL SEGA!!!

We drift back from the electric conversation entering --

INT. NEO'S APARTMENT

It is a studio apartirent that seems overgrown with

technology.

Weed-like cables coil everywhere, duct-taped into

thickets that wind up and around the legs of several

desks.

Tabletops are filled with cannibalized equipment that lay

open like an autopsied corpse.

We turn towards the center of this rat-nest of

technology, following the slurping and crunching of

cereal. We pass an open box of Capln Crunch as we find --

NEO, a younger man who knows more about living inside a

computer than living outside one.

NEO

Fuckin' idiots don't know shit.

He finishes his cereal and is about to disconnect when an

anonynous message slices onto the screen.

SCREEN

Do you want to know what the

Matrix is, Neo?

Neo is frozen when he reads his name.

SCREEN

SUPERASTIC: Who said that?

JACKON: Who's Neo?

GIBSON: This is a private board.

If you want to know, follow the

white rabbit.

NEO

What the hell...

SCREEN

TIMAXE: Someone is hacking the

hackers!

FOS4: It's Morpheus!!!!!

JACKON: Identify yourself.

Knock, knock, Neo.

A chill runs down his spine and when someone KNOCKS on

his door he almost jumps out of his chair.

He looks at the door, then back at the computer but the

message is gone.

He shakes his head, not completely sure what happened.

Again, someone knocks.

Cautiously, Neo approaches the door.

VOICE (O.S.)

Hey, Tommy-boy! You in there?

Recognizing the voice, he relaxes and opens it. ANTHONY,

who lives down the hall, is standing outside with a group

of friends.

NEO

What do you want, Anthony?

ANTHONY

I need your help, man. Desperate.

They got me, man. The shackles of

fascism.

He holds up the red notice that accompanies the Denver

boot.

NEO

You got the money this time?

He holds up two hundred dollars and Neo opens the door.

Anthony's girlfriend, DUJOUR, stops in front of Neo.

DUJOUR

You can really get that thing off,

right now?

ANTHONY

I told you, honey, he may look

like just another geek but this

here is all we got left standing

between Big Brother and the New

World Order.

EXT. STREET

A police officer unlocks a yellow metal boot from the

wheel of an enormous oldsmobile.

INT. NEO'S APARTMENT

They watch from the window as the cops, silently,

robotically, climb into their van.

ANTHONY

Look at 'em. Automatons. Don't

think about what they're- doing or

why. Computer tells 'em what to

do and they do it.

FRIEND #l

Thc banality of evil.

He slaps the money in Neo's hand.

ANTHONY

Thanks, neighbor.

DUJOUR

Why don't you come to the party

with us?

NEO

I don't know. I have to work

tomorrow.

DUJOUR

Come on. It'll be fun.

He looks up at her and suddenly notices on her black

leather motorcycle jacket dozens of pins: bands,

symbols, slogans, military medals and --

A small white rabbit.

The ROOM TILTS.

NEO

Yeah, yeah. Sure, I'll go.

INT. APARTMENT

An older Chicago apartment; a series of halls connects a

chain of small high-ceilinged rooms lined with heavy

casements.

Smoke hangs like a veil, blurring the few lights there

are.

Dressed predominantly in black, people are everywhere,

gathered in cliques around pieces of furniture like

jungle cats around a tree.

Neo stands against a wall, alone, sipping from a bottle

of beer, feeling completely out of place, he is about to

leave when he notices a woman staring at him.

The woman is Trinity. She walks straight up to him.

In the nearest room, shadow-like figures grind against

each other to the pneumatic beat of INDUSTRIAL MUSIC.

TRINITY

Hello, Neo.

NEO

How did you know that --

TRINITY

I know a lot about you. I've been

wanting to meet you for some time.

NEO

Who are you?

TRINITY

My name is Trinity.

NEO

Trinity? The Trinity? The

Trinity that cracked the I.R.S.

Kansas City D-Base?

TRINITY

That was a long time ago.

NEO

Gee-zus.

TRINITY

What?

NEO

I just thought... you were a guy.

TRINITY

Most guys do.

Neo is a little embarrassed.

NEO

Do you want to go sorewhere and

talk?

TRINITY

No. It's safe here and I don't

have much time.

The MUSIC is so loud they must stand very close, talking

directly into each other's ear.

NEO

That was you on the board tonight.

That was your note, wasn't it?

TRINITY

I had to gamble that you would see

and they wouldn't.

NEO

Who wouldn't?

TRINITY

I can't explain everything to you.

I'm sure that it's all going to

seem very strange, but I brought

you here to warn you, Neo. You

are in a lot of danger.

NEO

What? Why?

TRINITY

They're watching you. Something

happened and they found out about

you. Normally, if our target is

exposed we let it go. But this

time, we can't do that.

NEO

I don't understand --

TRINITY

You came here because you wanted

to know the answer to a hacker's

question.

NEO

The Matrix. What is the Matrix?

TRINITY

Twelve years ago I met a man, a

great man, who said that no one

could be told the answer to that

question. That they had to see

it, to believe it.

Her body is against his; her lips very close to his ear.

TRINITY

He told me that no one should look

for the answer unless they have to

because once you see it,

everything changes. Your life and

the world you live in will never

be the same. It's as if you wake

up one morning and the sky is

falling.

There is a hypnotic quality to her voice and Neo feels

the words like a drug, seeping into him.

TRINITY

The truth is out there, Neo. It's

looking for you and it will find

you, if you want it to.

She takes hold of him with her eyes.

TRINITY

That's all I can tell you right

now. Good-bye, Neo. And good

luck.

NEO

Wait. Who was it? Who was the

man?

She leans close, her lips alrost touching his ear as she

whispers.

TRINITY

You know who.

She turns and he watches her melt into the shifting wall

of bodies.

A SOUND RISES steadily, growing out of the music,

pressing in on Neo until it is all he can hear as we --

CUT TO:

INT. NEO'S APARTMENT

The sound is an ALARM CLOCK, slowly dragging Neo to

consciousness. He strains to read the clock face:

9:15 A.M.

NEO

Shitshitshit.

EXT. SKYSCRAPER

The downtown office of CorTechs, a software development

company.

INT. CORTECHS OFFICE

The main offices are along each wall, the windows

overlooking downtown Chicago.

RHINEHEART, the ultimate company man, lectures Neo

without looking at him, typing at his computer

continuously.

Neo stares at two window cleaners on a scaffolding

outside, dragging their rubber squeegees down across the

surface of the glass.

RHINEHEART

You have a problem, Mr. Anderson.

You think that you're special.

You believe that somehow the rules

do not apply to you.

He stops, glancing over his glasses at Neo, who turns in

time.

RHINEHEART

Obviously, you are mistaken.

His long, bony fingers resume clicking the keyboard.

RHINEHEART

This company is one of the top

software companies in the world

because every single employee

understands that they are a part

of a whole. Thus, if an employee

has a problem, the company has a

problem.

He turns again.

RHINEHEART

The time has come to make a

choice, Mr. Anderson. Either you

choose to be at your desk on time

from this day forth, or you choose

to find yourself another job. Do

I make myself clear?

NEO

Yes, Mr. Rhineheart. Perfectly

clear.

INT. NEO'S CUBICLE

The entire floor looks like a human honeycomb, with a

labyrinth of cubicles structured around a core of

elevators.

Neo slumps down into his chair. A TALL EMPLOYEE stands

up in the adjacent cubicle, leaning over the partition.

TALL EMPLOYEE

What did he say?

NEO

If I was late again, I'm going to

be fired.

He smirks.

TALL EMPLOYEE

Well, it was nice working with

you.

Neo glares at him, as he sinks down.

VOICE (O.S.)

Thomas Anderson?

Neo turns and finds a FEDERAL EXPRESS MAN at his cubicle

door.

NEO

Yeah. That's me.

Neo signs the electronic pad and the Fedex guy hands him

the softpak.

FEDEX

Have a nice day.

He opens the bag. Inside is a CELLULAR PHONE. It seems

the instant it is in his hand, it RINGS. Unnerved, he

flips it open.

NEO

Hello?

MORPHEUS (V.O.)

Hello, Neo. This is Morpheus.

Neo's knees give and he falls into his chair.

MORPHEUS (V.O.)

I had hoped for this conversation

to take place under less adverse

conditions, but you can never

count on hope, can you, Neo?

NEO

... no.

MORPHEUS (V.O.)

I've been watching you, Neo, and I

want to meet you. I don't know if

you're ready to see what I want to

show you, but unfortunately, we

have run out of time. They're

coming for you, Neo. And I'm not

sure what they're going to do.

NEO

Who's coming for me?

MORPHEUS (V.O.)

Stand up and see for yourself.

NEO

Right now?

MORPHEUS (V.O.)

Yes. Now.

Neo starts to stand.

MORPHEUS (V.O.)

Do it slowly. Slowly. The elevator.

His head slowly peeks up over the partition.

At the elevator, he sees Agent Brown and Agent Jones

leading a group of cops. A female employee turns and

points out Neo's cubicle.

Neo ducks.

NEO

Holy fuckin' shit!

MORPHEUS (V.O.)

Yes.

One cop stays at the elevator, the others follow the

agents.

NEO

What the fuck do they want with

me?!

MORPHEUS (V.O.)

I'm not sure. But, if you don't

want to find out, you better get

out of there.

NEO

How?!

MORPHEUS (V.O.)

I can guide you out, but you have

to do exactly what I say.

The agents are moving quickly towards the cubicle.

MORPHEUS (V.O.)

The cubicle across from you is

empty.

NEO

But what if...?

MORPHEUS (V.O.)

Go! Now!

Neo lunges across the hall, diving into the other cubicle

just as the agents turn into his row.

Neo crams himself into a dark corner, clutching the phone

tightly to him.

MORPHEUS (V.O.)

Stay here for a moment.

The agents enter Neo's empty cubicle. A cop is sent to

search the bathroom.

Morpheus' voice is a whisper in Neo's ear.

MORPHEUS (V.O.)

A little longer...

Brown is talking to the tall employee.

MORPHEUS (V.O.)

When I tell you, go to the end of

the row to the first office on the

left, stay.as low as you can.

Sweat trickles down his forehead.

MORPHEUS (V.O.)

Now.

Neo rolls out of the cubicle, his eyes popping as he

freezes right behind a cop who has just turned around.

Staying crouched, he sneaks away, down the row, SHOOTING

across the opening to the first office on the left.

The room is empty.

MORPHEUS (V.O.)

Good. Now there is a window.

Open it.

NEO

How do you know all this?

Morpheus laughs quietly.

MORPHEUS (V.O.)

The answer is coming, Neo.

He opens the window. The window howls into the room.

MORPHEUS (V.O.)

Outside, there's a scaffold. You

can use it to get to the roof.

Leaning out the window, he sees that the scaffold is

several offices away.

NEO

No! It's too far away.

MORPHEUS (V.O.)

There's a small ledge. It's a

short climb. You can make it.

Neo looks down; the building's glass wall vertigos into a

concrete chasm.

NEO

No way, no way, this is crazy.

MORPHEUS (V.O.)

Don't be controlled by your fear,

Neo. There are only two ways out

of this building. One is that

scaffold. The other is in their

custody. You take a chance either

way. I leave it to you.

CLICK. He hangs up. Neo looks at the door, then back at

the scaffold.

NEO

This is insane! Why is this

happening to me? What did I do?

I'm nobody. I didn't do anything.

Fuck! Fuck! Fuck!

He climbs up onto the window ledge. Hanging onto the

frame, he steps onto the small ledge.

The scaffold seems even farther away.

NEO

I'm going to die.

The WIND suddenly BLASTS up the face of the building,

knocking Neo off balance. Recoiling, he clings harder to

the frame, and the phone falls out of his hand.

He watches as it is swallowed by the distance beneath him.

NEO

This is insane. I can't do this!

Forget it!

He climbs back into the office just as a cop opens the

door.

NEO

I didn't do anything!

EXT. SKYSCRAPER

The agents lead a handcuffed Neo out of the revolving

doors, forcing his head down as they push him into the

dark sedan.

Trinity watches in the rear view mirror of her

motorcycle.

TRINITY

Shit.

INT. INTERROGATION ROOM - CLOSE ON CAMERA MONITOR

A wide angle view of a white roon, where Neo is sitting at

a table alone.

We MOVE INTO the monitor, ENTERING the room as if the

monitor were a window.

At the same moment, the door opens and the agents enter.

Smith sits down across from Neo. A thick manila envelope

slaps down on the table between them.

Neo glances at the name on the file: "Anderson, Thomas

A."

AGENT SMITH

As you can see, we've had our eye

on you for some time now, Mr.

Anderson.

He opens the file. Paper rattle marks the silence as he

flips several pages. Neo cannot tell if he is looking at

the file or at him.

AGENT SMITH

It seems that you have been living

two lives. In one life, you are

Thomas A. Anderson, program writer

for a respectable software

company. You have a social

security number, you pay your

taxes and you help your land lady

carry out her garbage.

The pages continue to turn.

AGENT SMITH

The other life is lived in

computers where you go by the

hacker alias Neo, and are guilty

of virtually every computer crime

we have a law for, including the

unauthorized use of the D.M.V.

system for the removal of

automobile boots.

Neo feels himself sinking into a pit of shit.

AGENT SMITH

One of these,lives has a future.

One of them does not.

He closes the file.

AGENT SMITH

I'm going to be as forthcoming as

I can be, Mr. Anderson. You are

here because we need your help.

He removes his sunglasses; his eyes are an unnatural ice-

blue.

AGENT SMITH

We know that you have been

contacted by a certain individual.

A man who calls himself Morpheus.

Whatever you think you know about

this man is irrelevant to the fact

that he is wanted for acts of

terrorism in more countries than

any other man in the world. He is

considered by many authorities to

be the most dangerous man alive.

He leans closer.

AGENT SMITH

My colleagues believe that I am

wasting my time with you, but I

believe you want to do the right

thing. It is obvious that you are

an intelligent man, Mr. Anderson,

and that you are interested in the

future. That is why I believe you

are ready to put your past

mistakes behind you and get on

with your life.

Neo tries to match his stare.

AGENT SMITH

We are willing to wipe the slate

clean, to give you a fresh start

and all we are asking in return is

your cooperation in bringing a

known terrorist to justice.

Neo nods to himself.

NEO

Yeah. Wow. That sounds like a

real good deal. But I think I

have a better one. How about I

give you the finger --

He does.

NEO

And you can cram that file up your

Secret Service sphincter.

Agent Smith puts his glasses back on.

AGENT SMITH

You disappoint me, Mr. Anderson.

NEO

You ain't seen nothing yet.

AGENT SMITH

The irony of your situation is

that you have no choice.

NEO

You can't scare me with this

gestapo crap. I know my rights.

I want my phone call.

Agent Smith smiles.

AGENT SMITH

And tell me, Mr. Anderson, what

good is a phone call iy you are

unable to speak?

The question unnerves Neo and strangely, he begins to

feel the muscles in his jaw tighten.

The standing agents snicker, watching Neo's confusion

grow into panic.

Neo feels his lips grow soft and sticky as they slowly

seal shut, melding into each other until all trace of his

mouth is gone.

Wild with fear, he lunges for the door but the agents

restrain him holding him in the chair.

AGENT SMITH

You are going to help us, Mr.

Anderson, whether you want to or

not.

Smith nods and the other two rip open his shirt.

From a case taken out of his suit coat, Smith removes a

long, fiber-optic wire tap.

Neo struggles helplessly as Smith dangles the wire over

his exposed abdomen. Horrified, he watches as the

electronic device animates, become an organic creature

that resembles a hybrid of an insect and a fluke worm.

Thin, whisker-like tendrils reach out and probe into

Neo's navel. He bucks wildly as Smith drops the creature

which looks for a moment like an uncut umbilical cord --

Before it begins to burrow its, tail thrashing as it

worms its way inside.

INT. NEO'S APARTMENT - NIGHT

Screaming, Neo bolts upright in bed.

He realizes that he is home. Was it a dream? His mouth

is normal. His stomach looks fine. He starts to take a

deep, everything-is-okay breath, when --

The PHONE RINGS.

It almost stops his heart. It CONTINUES RINGING,

building pressure in the room, forcing him up out of bed,

sucking him in with an almost gravitational force.

He answers it, saying nothing.

MORPHEUS (V.O.).

This line is tapped, so I must be

brief.

NEO

The agents --

MORPHEUS (V.O.)

They got to you first, but they've

underestimated how important you

are. If they knew what I know,

you would probably be dead.

Neo feels sick.

MORPHEUS (V.O.)

I don't know what you are thinking

right now but I want you to

understand that I will not give up

on you until you give up on me.

Neo's throat cracks, dry as the Sahara.

MORPHEUS (V.O.)

Do you still want to meet?

NEO

... Yes.

MORPHEUS (V.O.)

Take the Howard line south.

CLICK. He closes his eyes, unsure of what he has done.

EXT. EL TRAIN

An EL TRAIN RAGES against its metal rails.

INT. TRAIN

It is three a.m., and the train carries the usual urban

night crawlers. Neo sits alone, eyes shifting, watching

everything nervously.

There is a METAL BANG and TRAIN CLATTER fills the car as

the door is opened.

Neo turns and sees a large man enter. He is wearing

sunglasses and a black leather jacket. His name is APOC

and he walks straight at Neo.

APOC

Come with me.

Neo stands just as the door at the opposite end opens and

two police officers rush in, drawing their guns.

Apoc grabs Neo, muscling him to the nearest exit. There

is no upcoming station.

Apoc yanks the emergency brake and the train buckles

against its own speed. The cops are thrown back. Neo

slams against the metal rail.

The doors open onto nothing and just when Neo regains his

balance, Apoc shoves him backwards --

He flies out from the train, arms windrilling as he falls

from, the raised tracks --

Hurtling towards a busy city street when, out of nowhere,

a truck races under him and --

He crashes into a large dumpster-bed filled with empty

boxes.

INT. TRUCK BED

Still shaking his head, Neo realizes he is not alone. A

man named Cabie is aiming a big gun at him. Trinity is

next to him, talking into a cellular phone.

TRINITY

We got him. Call the chop-shop.

She hangs up.

TRINITY

Listen to me, Neo. You have to,

trust us.

She tears off a long strip of black duct-tape and reaches

for his face.

NEO

What are you doing?

TRINITY

This has to be done for your

protection and ours.

She seals his eyes shut with the tape.

TRINITY

You can't understand right now,

but if you're not one of us,

you're one of them.

EXT. LOWER WACKER

A featureless black van glides up to a staircase that

curls down from the city's surface.

trinity guides the blind Neo down the steps. The back of

the van slaps open, revealing a young, skinny man who

looks to be still in his teens, wearing an outfit that is

a cross between a surgeon and a telephone repair man.

His name is GIZMO and he smiles lewdly at Trinity,

exposing his teeth that are wired with weird-looking

braces.

GIZMO

Va va va voom. Still the hottest

software around.

TRINITY

Hello, Gizmo.

Neo hears the voices around him.

GIZMO

This is really the guy? The guy

that Morpheus thinks --

TRINITY

Yeah.

GIZMO

But he's so old.

TRINITY

Are you going to help us or aren't

you?

GIZMO

Hacksaw. Load up the copper-top

and let's get the hell outta here.

Hacksaw is a huge man in a leather welder's apron. He

shoulders Neo and hauls him into the van.

A moment later the green lights of Lower Wacker curve

over the tinted windshield as the van rushes through the

underworld.

INT. VAN

The chop-shop is filled with electronic gadgets, wired to

meters and monitors. There are shelves lined with

medical supplies and rows of hanging tools, knives,

cleavers, and stainless steel clamps.

Neo is strapped down to an ambulance cart, listening

nervously as Gizmo gets to work.

GIZMO

Okay, first we take a little look

under the hood.

He pulls up the goggles hanging at his neck and they

blink to life with tiny halogen lights and lenses irising

to varying levels of magnification.

GIZMO

You're going to feel a little

prick.

He inserts acupuncture-like needles into Neo's lower

abdomen. The needles are wired to video monitors.

Hacksaw pilots the fiber-optic lens.

NEO

What are you doing?

TRINITY

We think you're bugged. We can't

take you to Morpheus until you're

clean.

GIZMO

There it is.

On a monitor, we see the bug nestled in among Neols large

intestines.

GIZMO

Hit him with 10 ccs of local.

Hacksaw loads a hypodermic needle and pumps an anesthetic

around Neols navel.

Using a device that looks like a miniature speculum,

Gizmo inserts a knuckled dental pick. Typing into a

calculator keypad wired to the pick, he automates the

tip.

On the monitor, we watch it telescope out and the end

separate into a tiny hooked, metal claw.

GIZMO

Here, kitty, kitty, kitty.

The claw snags hold of the bug.

GIZMO

Gotcha!

But the bug reacts violently. Neo screams as it wraps

itself around the soft tissue web of intestine.

GIZMO

Shit.

TRINITY

What's happening?

GIZMO

I don't know. They've never done

that before.

Neo writhes in pain.

GIZMO

Hold him down.

NEO

Jesus! God!

TRINITY

Do something!

GIZMO

I got it! Maybe we can stun it.

TRINITY

Are you crazy? That will kill

him.

We watch Neo, who can't see what they are talking about.

GIZMO

It'll work. Come on, do it or

Hacksaw will.

NEO

Do what?

The instant he hears the word, he knows.

TRINITY

Clear.

NEO

Oh, shit --

The cry is frozen in his mouth as the paddles hit his

chest. Gizmo wrestles with the bug.

GIZMO

Hit him again!

Again, the electricity convulses through him as Gizmo

yanks the speculum out.

GIZMO

Got it!

Trinity touches Neo, who is just beginning to breathe.

She eases the tape off his eyes.

TRINITY

Neo, are you okay?

He nods.

TRINITY

It's over. We got it.

Hanging from the claw pick is the inanimate metal wire-

tap.

GIZMO

Nasty little bugger, ain't it?

INT. HOTEL LAFAYETTE

The van stops in a deserted alley behind a forgotten

hotel. The doors open and Trinity helps Neo get out.

TRINITY

Thanks for your help, Gizmo.

GIZMO

I just hope the man knows what

he's doing.

She nods then climbs out of the van. Gizmo ogles the

tight leather pants.

GIZMO

Goddamn, what I wouldn't give for

a copy of that software.

Trinity turns around.

TRINITY

Gizmo, you don't have the hardware

to handle this software.

He howls with adolescent laughter as the van pulls away.

Trinity turns to Neo.

TRINITY

Let's go. He's waiting.

INT. HOTEL LAFAYETTE

It is a place of putrefying elegance, a rotting host of

urban maggotry.

Trinity leads Neo from the stairwell down the hall of the

thirteenth floor. They stop outside room 1313.

TRINITY

This is it.

Neo can hear his own heart pounding.

TRINITY

Let me give one piece of advice.

Be honest. He knows more than you

can possibly imagine.

INT. ROOM 1313

Across the room, a dark figure stares out the tall

windows veiled with decaying lace. He turns and his

smile lights up the room.

MORPHEUS

At last.

He wears a long black coat and his eyes are invisible

behind circular mirrored glasses.

He strides to Neo and they shake hands.

MORPHEUS

Welcome, Neo. As you no doubt

have guessed, I am Morpheus.

NEO

It's an honor.

MORPHEUS

Please. Come. Sit.

He nods to Trinity.

MORPHEUS

Thank you, Trinity.

She bows her head sharply and exits through a door to an

adjacent room.

They sit across from one another in cracked, burgundy-

leather chairs.

MORPHEUS

I imagine, right now, you must be

feeling a bit like Alice, tumbling

down the rabbit hole?

NEO

You could say that.

MORPHEUS

I can see it in your eyes. You

have the look of a man who accepts

what he sees because he is

expecting to wake up.

A smile, razor-thin, curls the corner of his lips.

MORPHEUS

Ironically, this is not far from

the truth. But I'm getting ahead

of myself. Can you tell me, Neo,

why are you here?

NEO

You're Morpheus, you're a legend.

Most hackers would die to meet

you.

MORPHEUS

Yes. Thank you. But I think we

both know there's more to it than

that. Do you believe in fate, Neo?

NEO

No.

MORPHEUS

Why not?

NEO

Because I don't like the idea that

I'm not in control of my life.

MORPHEUS

I know exactly what you mean.

Again, that smile that could cut glass.

MORPHEUS

Let me tell you why you are here.

You are here because you have the

gift.

NEO

What gift?

MORPHEUS

I've watched you, Neo. You do not

use a computer like a tool. You

use it like it was part of

yourself. What you can do inside

a computer is not normal. I know.

I've seen it. What you do is

magic.

Neo shrugs.

NEO

It's not magic.

MORPHEUS

But it is, Neo. It is. How else

would you describe what has been

happening to you?

He leans forward.

MORPHEUS

We are trained in this world to

accept only what is rational and

logical. Have you ever wondered

why?

Neo shakes his head.

MORPHEUS

As children, we do not separate

the possible from the impossible

which is why the younger a mind is

the easier it is to free while a

mind like yours can be very

difficult.

NEO

Free from what?

MORPHEUS

From the Matrix.

Neo locks at his eyes but only sees a reflection of

himself.

MORPHEUS

Do you want to know what it is,

Neo?

Neo swallows and nods his head.

MORPHEUS

It's that feeling you have had all

your life. That feeling that

something was wrong with the

world. You don't know what it is

but it's there, like a splinter in

your mind, driving you mad,

driving you to me. But what is

it?

The LEATHER CREAKS as he leans back.

MORPHEUS

The Matrix is everywhere, it's all

around us, here even in this room.

You can see it out your window, or

on your television. You feel it

when you go to work, or go to

church or pay your taxes. It is

the world that has been pulled

over your eyes to blind you from

the truth.

NEO

What truth?

MORPHEUS

That you are a slave, Neo. That

you, like everyone else, was born

into bondage...

... kept inside a prison that you

cannot smell, taste, or touch. A

prison for your mind.

Outside, the WIND BATTERS a loose PANE of glass.

MORPHEUS

Unfortunately, no one can be told

what the Matrix is. You have to

see it for yourself.

NEO

How?

MORPHEUS

Hold out your hands.

In Neo's right hand, Morpheus drops a red pill.

MORPHEUS

This is your last chance. After

this, there is no going back.

In his left, a blue pill.

MORPHEUS

You take the blue pill and the

story ends. You wake in your bed

and you believe whatever you want

to believe.

The pills in his open hands are reflected in the glasses.

MORPHEUS

You take the red pill and you stay

in Wonderland and I show you how

deep the rabbit-hole goes.

Neo feels the smooth skin of the capsules, with the

moisture growing in his palms.

MORPHEUS

Remember that all I am offering is

the truth. Nothing more.

Neo opens his mouth and swallows the red pill. The

Cheshire smile returns.

MORPHEUS

Follow me.

He leads Neo into the other room, which is cramped with

high-tech equipment, glowing ash-bliie and electric green

from the racks of monitors.

Trinity, Apoc and Cypher look up as they enter.

CYPHER

Shit.

TRINITY

I knew he would.

Cypher saddles up to Morpheus, talking in a hushed tone

away from, Neo.

CYPHER

Morpheus, I know what you believe

but I think this is a mistake.

We're rushing him. He's old. I'm

afraid he might pop.

MORPHEUS

Haven't I always told you, Cypher,

not to let fear control your life.

Apoc, are we on-line?

Neo recognizes the large man from the El train.

APOC

Almost.

He and Trinity are working quickly, hardwiring a complex

system of monitors, modules and drives.

NEO

Apoc? You wrote the Four Horsemen

Virus.

APOC

That's right.

MORPHEUS

Neo, time is always against us.

Will you take a seat there?

In the center of the room sits a chair. Near the chair

is an old oval dressing mirror that is cracked.

MORPHEUS

I imagine you know sonething about

virtual reality.

Neo sits and Trinity begins gently fixing white electrode

disks to his head, arns, and the back of his neck.

NEO

A little.

MORPHEUS

Tell me about it.

NEO

Essentially, it's a hardware

system that uses an apparatus;

headgear, gloves and whatever to

make you feel that you are in a

computer program.

MORPHEUS

If the virtual reality apparatus,

as you called it, was wired to all

of your senses and controlled them

completely, would you be able to

tell the difference between the

virtual world and the real world?

NEO

You might not, no.

MORPHEUS

No, you wouldn't.

Neo whispers to Trinity.

NEO

You did all this?

She nods, placing a set of headphones over his ears.

They are wired to an old hotel phone.

MORPHEUS

The pill you took is part of a

trace program. It's going to make

things feel a bit strange.

Distantly, through the ear phones, he hears Apoc POUNDING

on a KEYBOARD. Sweat beads his face. His eyes blink and

twitch when he notices the mirror.

Wide-eyed he stares as it begins to heal itself, a

webwork of cracks that slowly run together as though the

mirror were becoming liquid.

NEO

Shit...

Cypher works with Apoc checking reams of phosphorescent

data. Trinity monitors Neo's electric vital signs.

Neo reaches out to touch the mirror and his fingers

disappear beneath the rippling surface.

Quickly, he tries to pull his fingers out but the mirror

stretches in long rubbery strands like mirrored-taffy

stuck to his fingertips.

NEO

What is this? Mescaline?

MORPHEUS

Just relax, Neo.

The strands thin like rubber cement as he pulls away,

until the fragile wisps of mirror thread break.

With the TINKLING of GLASS, shimmering snowflakes

of electric-blinking mercury fall, hit the ground, and

fade.

He looks at his hand; fingers distended into mirrored

icicles that begin to melt rapidly, dripping, running

like wax down his fingers, spreading across his palms

where he sees his face reflected.

NEO

Uh-oh...

TRINITY

It's going into replication.

MORPHEUS

Apoc?

APOC

Still nothing.

Morpheus takes out a cellular phone and dials a number.

MORPHEUS

Tank, we're going to need the

signal soon. Stay calm, Neo.

The mirror gel seems to come to life, racing, crawling up

his arns like hundreds of insects.

NEO

It's cold.

The mirror creeps up his neck as Neo begins to panic,

tipping his head as though he were sinking into the

mirror, trying to keep his mouth up.

NEO

It's all over me --

Morpheus is right next to him, with the phone.

TRINITY

I got a fibrillation!

CYPHER

I knew it, I knew it...

MORPHEUS

Shit! Apoc?

Streams of mercury run from Neo's nose.

APOC

Targeting... almost there.

An ALARM, on Trinity's monitor ERUPTS.

TRINITY

He's going into arrest!

CYPHER

He's gonna pop!

APOC

Lock! I got him!

MORPHEUS

Now, Tank now!

His eyes tear with mirror, rolling up and closing as a

high-pitched ELECTRIC SCREAM ERUPTS in the headphones --

It is a piercing SHRIEK like a computer calling to

another computer --

Neo's body arches in agony and we are pulled like we were

pulled into the holes of the phone

Sucked into his SCREAM and swallowed by darkness.

INT. POWER PLANT - CLOSE ON MAN'S BODY

Floating in a womb-red amnion.

His body spasms, fighting against the thick gelatin.

Metal tubes, surreal versions of hospital tubes, obscure

his face. Other lines like IVs are connected to limbs

and cover his genitals.

He is struggling desperately now. Air bubbles into the

Jell-O but does not break the surface.

Pressing up, the surface distends, stretching like a red

rubber coccon.

Unable to breathe, he fights wildly to stand, clawing at

the thinning elastic shroud --

Until it ruptures, a hole widening around his mouth as he

sucks for air. Tearing himself free, he emerges from the

cell.

It is Neo.

He is bald and naked, his body slick with gelatin.

Dizzy, nauseous, he waits for his vision to focus.

He is standing in an oval capsule of clear alloy filled

with red gelatin, the surface of which has solidified

like curdled milk.

The IVs in his arms are plugged into outlets that appear

to be grafted to his flesh.

He feels the weight of another cable and reaches to the

back of his head where he finds an enormous coaxial

plugged and locked into the base of his skull.

He tries to pull it out but it would be easier to pull

off a finger.

To either side he sees other tube-shaped pods filled with

red gelatin; beneath the wax-like surface, pale and

motionless, he sees other human beings.

Fanning out in a circle, there are more. All connected

to a center core, each capsule like a red, dimly glowing

petal attached to a black metal stem.

Above him, level after, level, the stem rises seemingly

forever. He moves to the foot of the capsule and looks

out.

The image assaults his mind.

Towers of glowing petals spiral up to incomprehensible

heights, disappearing down into a dim murk like an

underwater abyss.

His sight is blurred and warped, exaggerating the

intensity of the vision. The sound of the PLANT is like

the sound of the ocean heard from inside the belly of

Leviathan.

Below Neo, a petal detaches from the stem, bearing away

the body of an old man like an automated barge even as a

new pod rises up and plugs itself into the empty space.

Inside the new capsule, its surface more translucent and

pinkish in color, Neo sees a small baby.

From above, a machine drops directly in front of Neo.

He swallows his scream as it seems to stare at him.

It is almost insect-like in its design; beautiful

housings of alloyed metal covering organic-like systems

of hard and soft polymers.

A black particle beam washes over Neo, he reacts in pain

as the scanner seems to expose the nervous system wired

to the coaxial cable at his cerebral cortex.

At the back of the neck, the cable lock spins and opens,

disengaging.

The cable pulls itself free, a long clear plastic needle

and cerebrum-chip slides from the anterior of Neols skull

with an ooze of blood and spinal fluid. The other

connective hoses snap free and snake away as --

The back of the unit opens and a tremendous vacuum, like

an airplane door opening, sucks the gelatin and then Neo

into a black hole.

INT. WASTE LINE

The pipe is a waste disposal system and Neo falls,

sliding with the clot of gelatin.

Banking through pipe spirals and elbows, flushing up

through grease traps clogged with cily clunps of

cellulite.

Neo begins to drown when he is suddenly snatched from the

flow of waste.

The metallic cable then lifts, pulling him up into the

belly of the futuristic flying nachine, hovering inside

the sewer main line.

INT. HOVERCRAFT

The metal harness opens and drops the half-conscious Neo

onto the floor.

Human hands and arms help him up as he finds himself

looking straight at Morpheus.

Trinity and Apoc. And others, dressed in bizarre, high-

tech combat gear.

Morpheus smiles.

MORPHEUS

Welcome to the real world, Neo.

Neo passes out.

FADE TO BLACK.

We have no sense of time. We hear VOICES whispering.

MAN (O.S.)

Do you think Morpheus is right?

Do you think he could be the One?

WOMAN (O.S.)

It doesn't matter now. But if

he's wrong...

FADE IN:

NEO'S POV

Neo's eyes flutter open. We see Trinity's face above us,

angelic in the fluorescent glow of a light stick.

ANGLE ON NEO

NEO

... am I dead?

TRINITY

Far from it.

FADE TO BLACK.

FADE IN:

ANGLE ON NEO

He opens his eyes again, something tingling through him.

He focuses and sees his body pierced with dozens of

acupuncture-like needles wired to a strange device.

DOZER

He needs a lot of work.

MORPHEUS

I know.

Dozer and Morpheus are operating on Neo.

NEO

What are you doing?

MORPHEUS

Your muscles have atrophied.

We're rebuilding them.

Fluorescent light sticks burn unnaturally bright.

NEO

Why do my eyes hurt?

MORPHEUS

You've never used them before.

Morpheus takes his sunglasses off and puts them on Neo.

Neo lays back.

MORPHEUS

Rest, Neo. The answers are

coming.

INT. NEO'S ROOM

Neo wakes up from a deep sleep, feeling better. He is

wearing a black tank top and shorts.

He begins to examine himself. There is a futuristic IV

plugged into the jack in his forearm. He pulls it out,

staring at the grafted outlet.

He feels his bald head. His fingers find and explore the

large outlet in the base of his skull.

Just as he starts to come unglued, Morpheus opens the

door.

NEO

Morpheus, what's happened to me?

What is this place?

MORPHEUS

More important than what is when?

NEO

When?

MORPHEUS

You believe the year is 1997 when

in fact it is much closer to 2197.

I can't say for certain what year

it is because we honestly do not

know.

The wind is knocked from Neo's chest.

NEO

That's not possible.

MORPHEUS

I promised you the truth, Neo, and

the truth is that the world you

were living in was a lie.

NEO

How?

MORPHEUS

I'll show you.

INT. HOVERCRAFT

Like a sleepwalker, Neo follows Morpheus through the ship.

MORPHEUS

This is my ship, the

Nebuchadnezzar. It's a

hovercraft. Small like a

submarine. It's dark. It's

cramped and cold. But it's home.

They climb a ladder up to the main deck.

INT. MAIN DECK

Everyone is there.

MORPHEUS

This is the main deck. You know

most of my crew.

Trinity smiles and nods.

MORPHEUS

The ones you don't know. That's

Mouse and Switch. The two big

guys are Tank and Dozer.

The names and faces wash meaninglessly over Neo.

MORPHEUS

And this, this is the Core. This

is where we broadcast our pirate

signal and hack into the Matrix.

It is a swamp of bizarre electronic equipment. Vines of

coaxial hang and snake to and from huge monolithic

battery slabs, a black portable satellite dish and banks

of little systems and computer monitors.

At the center of the web, there are six ectoskeleton

chairs made of a poly-alloy frame and suspension harness.

Near the circle of chairs is the control console and

operator's station where the network is monitored.

MORPHEUS

Help him, Trinity.

Neo allows himself to be helped into one of the chairs.

MORPHEUS

Do you remember when I asked you

about an apparatus that could turn

a virtual reality into reality?

Neo nods.

MORPHEUS

It's right here.

He touches Neo's head.

MORPHEUS

And it's accessed here.

Neo feels Morpheus guiding a coaxial line into the jack

at the back of his neck. The cable has the same kind of

cerebellum chip we saw inside the plant.

MORPHEUS

This will feel a little weird.

There are several disturbing NOISES as he works the

needle in.

We MOVE IN as Neo's shoulders bunch and his face tightens

into a grimace until a loud CLICK fires and his ears pop

like when you equalize them underwater.

He relaxes, opening his eyes as we pull back to a feeling

of weightlessness inside another place --

INT. CONSTRUCT

Neo is standing in an empty, blank-white space.

MORPHEUS

This is the Construct.

Startled, Neo whips around and finds Morpheus now in the

room with him.

MORPHEUS

It is our loading program. We can

load anything from clothes, to

weapons, to training simulations.

Anything we need.

Morpheus walks past Neo and when Neo turns he sees the

two leather chairs from the hotel set up in front of a

large-screen television.

MORPHEUS

Sit down.

Neo stands at the back of the chair as Morpheus sits.

NEO

Right now, we're inside a computer

program?

MORPHEUS

Wild, isn't it?

Neo's hands run over the cracked leather.

NEO

This isn't real?

MORPHEUS

What is real? How do you define

real? If you're talking about

your senses, what you feel, taste,

smell, or see, then all you're

talking about are electrical

signals interpreted by your brain.

He picks up a remote control and clicks ON the

TELEVISION. We drift through the Windy City circa 1996.

MORPHEUS

This is the Chicago you know.

Chicago as it was at the end of

the twentieth century. This

Chicago exists only as part of a

neural-interactive simulation that

we call the Matrix.

We GLIDE AT the television as he changes the channel.

MORPHEUS

You have been living inside

Baulliaurd's vision, inside the

map, not the territory. This is

Chicago as it exists today.

The sky is an endless sea of black and green bile. The

earth, scorched and split like burnt flesh, spreads out

beneath us as we ENTER the television.

MORPHEUS

'The desert of the real.'

In the distance, we see the ruins of a future Chicago

protruding from the wasteland like the blackened ribs of

a long-dead corpse.

MORPHEUS

We are, right now, miles below the

earth's surface. The only place

humans can survive outside the

Matrix is underground.

Still MOVING, we TURN and find Neo and Morpheus; the

chairs now sitting in the middle of the black desert.

Dizzy, Neo holds onto the chair.

NEO

What happened?

MORPHEUS

It started early in the twenty-

first century, with the birth of

artificial intelligence, a

singular consciousness that

spawned an entire race of

machines.

In his sunglasses, we see storm clouds gather.

MORPHEUS

At first all they wanted was to be

treated as equals, entitled to the

same human inalienable rights.

Whatever they were given, it was

not enough.

In the circular window of the glasses, EXPLOSIONS light

up a bloody battle field.

MORPHEUS

We don't know who struck first.

Us or them. But sometime at the

end of the twenty-first century

the battle was joined.

We MOVE INTO his glasses and the war surrounds us.

MORPHEUS

The war raged for generations and

turned the face of our planet from

green and blue to black and red.

At last we see the Sentinels; killing machines that are

at once terrifying and beautiful. They have an organic

architecture like a microbiotic organism, that is

perpetually in motion.

The Sentinel cracks the body armor of a soldier,

splitting open the soft, stearing meat inside.

MORPHEUS

It scorched and burned the sky.

Without the sun, the machines

sought out a new energy source to

survive.

The Sentinel locks up, as heat lightning of black ink

bursts against the sky, spreading into a permanent cloud

of stain.

MORPHEUS

They discovered a new form of

fusion. All that was required to

initiate the reaction was a small

electric charge. Throughout human

history we have been dependent on

machines to survive. Fate, it

seems, is not without a sense of

irony.

We return to the power plant that Neo escaped from where

we see human beings looking almost blissful in their

gelatin cocoons.

MORPHEUS

The human body generates more bio-

electricity than a 120-volt

battery and over 25,000 B.T.U.'s

of body heat.

Outside, spreading all around the power plant, beneath a

breathing greenhouse, are the growing fields.

MORPHEUS

We are, as an energy source,

easily renewable and completely

recyclable, the dead liquified and

fed intravenously to the living.

Huge farm-like reapers are harvesting the crop.

MORPHEUS

All they needed to control this

new battery was something to

occupy our mind.

We see inside a clear tubular husk. Floating in viscous

fluid, there is a human fetus; its soft skull already

growing around the brain-jack.

MORPHEUS

And so they built a prison out of

our past, wired it to our brains

and turned us into slaves.

We PULL BACK to find the image is now on the television

and we are again inside the white space of the Construct.

NEO

No! I don't believe it! It's not

possible!

MORPHEUS

I didn't say that it would be

easy, Neo. I just said that it

would be the truth.

The room without walls begins to spin.

NEO

Stop! Let me out! I want out!

INT. MAIN DECK

His eyes snap open and he thrashes against the chair,

trying to rip the cable from the back of his neck.

NEO

Get this thing out of me!

TRINITY

Easy, Neo. Easy.

Dozer holds him while Trinity unlocks it. Once it's out,

he tears away from them, falling as he trips free of the

harness.

NEO

Don't touch me! Get away from me!

On his hands and knees, he reels as the world spins.

Sweat pours off him as a pressure builds inside his skull

as if his brian had been put into a centrifuge.

CYPHER

He's going to pop!

Vomiting violently, Neo pitches forward and blacks out.

INT. NEO'S ROOM

He blinks, regaining consciousness. The room is dark.

Neo is stretched out on his bed.

NEO

I can't go back, can I?

Morpheus sitting like a shadow on a chair in the far

corner.

MORPHEUS

No. But if you could, would you

really want to?

Neo isn't sure of that answer.

MORPHEUS

I feel that I owe you an apology.

There is a rule that we do not

free a mind once it reaches a

certain age. It is dangerous.

They have trouble letting go..

Their mind turns against them.

I've seen it happen. I broke the

rule because I had to.

He stares into the darkness, confessing as much to

himself as Neo.

MORPHEUS

When the Matrix was first built

there was a man born inside that

had the ability to change what he

wanted, to remake the Matrix as he

saw fit. It was this man that

freed the first of us and taught

us the secret of the war; control

the Matrix and you control the

future.

He pauses.

MORPHEUS

When he died, the Oracle at the

temple of Zion prophesied his

return and envisioned an end to

the war and freedom for our

people. That is why there are

those of us that have spent our

entire lives searching the Matrix,

looking for him.

Neo can feel his eyes on him.

MORPHEUS

I did what I did, because I

believe we have been brought here

for a reason, Neo. You are here

to serve a purpose, just as I am

here to serve mine.

NEO

I told you I don't believe in

fate.

Morpheus smiles, leaning towards hin.

MORPHEUS

But I do, Neo. I do.

He stands up.

MORPHEUS

Get some rest. You're going to

need it.

NEO

For what?

MORPHEUS

Your training.

INT. HOVERCRAFT

There is no morning; there is only darkness and then the

fluorescent light sticks flicker on.

INT. NEO'S ROOM

Neo is awake in his bed, staring up at the lights. The

door opens and TA.NK steps inside.

TANK

Morning. Did you sleep?

NEO

No.

TANK

You will tonight. I guarantee it.

I'm Tank. I'll be your operator.

He offers his hand and Neo shakes it. He notices that

Tank doesn't have any jacks.

NEO

You don't have...

TANK

Any holes? Nope. Me and my

brother Dozer, we are 100 percent

pure, old fashioned, home-grown

human. Born free. Right here in

the real world. Genuine child of

Zion.

NEO

Zion?

TANK

Zion is the place, man. You'll

see it one day. Last human city.

All we got left.

Tank smiles.

TANK

Goddamn, I got to tell you I'm

fairly excited to see what you are

capable of. I mean if Morpheus is

right and all. We're not supposed

to talk.about any of that, but if

you are, well then this is an

exciting time. We got a lot to do

so let's get to it.

INT. MAIN DECK

Neo is plugged in, hanging in one of the suspension

chairs.

TANK

We're supposed to load all these

operations programs first, but

this is some major boring shit.

Why don't we start something a

little fun?

Tank smiles as he plops into his operator's chair. He

begins flipping through a tall carousel loaded with micro

discs.

TANK

How about sore combat training?

Neo reads the label on the disk.

NEO

Jiujitsu? I'm going to learn

jujitsu?

Tank slides the disk into Neo's supplement drive.

NEO

No way.

Smiling, Tank punches the "load" code.

His body jumps against the harness as his eyes clamp

shut. The monitors kick wildly as his heart pounds,

adrenaline surges, and his brain sizzles.

An instant later his eyes snap open.

NEO

Holy shit!

TANK

Hey, Mikey, he likes it! Ready

for more?

NEO

Hell yes!

INT. MAIN DECK - CLOSE ON COMPUTER MONITOR - LATER

as grey pixels slowly fill a small, half-empty box. It

is a meter displaying how much download time is left.

The title bar reads: "Combat Series 10 of 12," file

categories flashing beneath it: Savate, Jujitsu, Ken Po,

Drunken Boxing...

Morpheus walks in.

MORPHEUS

How is he?

Tank looks at his watch, rubs his eyes.

TANK

Ten hours straight. He's a

machine.

Neo's body spasms and relaxes as his eyes open, breath

hissing from his lips. He looks like he just orgasmed.

He locks at Morpheus.

NEO

This is incredible. I know Kung

Fu.

Morpheus sits in the drive chair next to hin. He nods to

Tank.

MORPHEUS

Show me.

INT. DOJO

They are standing in a very sparse japanese-style dojo.

MORPHEUS

This is a sparring program,

similar to the programmed reality

of the Matrix. Consider this your

first lesson.

He assumes a fighting stance.

MORPHEUS

Attack me.

Neo assumes a similar stance, cautiously circling until

he gives a short cry and launches a furious attack.

It is like a Jackie Chan movie at high speed, fists and

feet striking from every angle as Neo presses his attack

--

But each and every blow is blocked by effortless speed.

INT. MAIN DECK

While their minds battle in the programmed reality, the

two bodies appear quite serene, suspended in the drive

chairs.

Tank monitors their life systems noticing that Neo is

wildly and chaotically lit up as opposed to the slow and

steady rhythm of Morpheus.

INT. MESS HALL

Dinner is up. Everyone is eating bowls of single-cell

protein. It has a cottage cheese consistency.

MOUSE bursts in the room.

MOUSE

Morpheus is fighting Neo!

All at once they bolt for the door.

INT. DOJO

Neo's face is knotted, teeth clenched, as he hurls

himself at Morpheus.

MORPHEUS

Good. Adaption. Improvisation.

But your weakness isn't your

technique.

Morpheus attacks him and it is like nothing we have seen.

His feet and fists are everywhere taking Neo apart. For

every blow Neo blocks, five more hit their marks until --

Neo falls.

Panting, on his hands and knees, blood spits fror, his

mouth speckling the white floor of the Dojo.

MORPHEUS

How did I beat you?

NEO

You -- You're too fast.

MORPHEUS

Do you think my being faster,

stronger has anything to do with

my muscles in this place?

Neo is frustrated, still unable to catch his breath.

MORPHEUS

Do you believe that's air you are

breathing now?

Neo squints at him.

MORPHEUS

If you can free your mind, the

body will follow.

Neo stands, nodding.

MORPHEUS

Again.

Their fists fly with pneumatic speed.

INT. MAIN DECK

Everyone is gathered behind Tank, watching the fight,

like watching a game of Mortal Combat.

CABLE

Jeezus Keerist! That boy is fast!

MOUSE

You ever seen anyone that fast

that soon, Tank?

TANK

Never.

APOC

Morpheus is right. He's got to be

the one.

INT. DOJO

The speed of the blows rises like a drum solo that seems

impossible to sustain. Neo's face sheds its mask of calm

with a scream.

He wants to beat Morpheus bad.

Finally a single blow catches Morpheus on the side of the

head, knocking his glasses off.

INT. MAIN DECK

There are several gasps.

MOUSE

I don't believe it!

INT. DOJO

Morpheus rubs his face.

MORPHEUS

You are angry with me.

Neo pants.

NEO

I, uh... maybe.

MORPHEUS

It's all right. It's natural.

NEO

I feel better.

MORPHEUS

Good, good. Anger is a gift, Neo,

but it's a heavy one.

Morpheus smiles.

MORPHEUS

Tank, load the jump program.

Neo straightens as the dojo DISSOLVES away like a curtain

lifting, leaving the two men now standing on a building

rooftop in a city skyline.

MORPHEUS

You have to learn to let go of

that anger. You must let go of

everything.

A WIND HOWLS, whipping Morpheus' long coat to the side.

MORPHEUS

You must empty yourself to free

your mind.

Morpheus spins, running hard at the edge of the rooftop.

And jumps. He sails through the air, his coat billowing

out behind him like a cape --

Somersaults once and lands on the rooftop across the

street.

NEO

Shit.

Neo looks down at the street twenty floors below, then at

Morpheus an impossible fifty feet away.

NEO

Okie dokie.

He takes a deep breath.

NEO

Yeah. Free my mind. Right. No

problem.

He concentrates. Runs.

INT. MAIN DECK

They are transfixed.

CABLE

He's gonna make it.

APOC

No way. Not possible.

MOUSE

No one's ever made their first

jump.

SWITCH

What if he does?

APOC

He won't.

TANK

It's never been done.

Trinity stares at the screen, her fists clenching as she

whispers.

TRINITY

Come on.

EXT. ROOFTOP

Summoning every ounce of strength in his legs, Neo

launches himself into the air in a single maniacal shriek

--

But comes up drastically short.

His eyes widen as he plummets. Stories fly by, the

ground rushing up at him, but as he hits --

The ground gives way, stretchinp like a trapeze net.

He bounces and flips, slowly coming to a rest, flat on

his back.

He laughs, a bit unsure, wiping the wind-blown tears from

his face.

Morpheus exits the building and helps him to his feet.

MORPHEUS

Everyone falls the first time.

Neo nods quietly.

MORPHEUS

If you never know failure, how can

you know success?

INT. MAIN DECK

They break up.

MOUSE

What does it mean?

CABLE

It doesn't mean anything.

CYPHER

Everyone falls, right, Trinity?

But Trinity has left.

Neo's eyes open as Tank eases the plug out. He tries to

move and groans, cradling his ribs.

While Tank helps Morpheus, Neo spits blood into his hand.

NEO

I thought it wasn't real.

Neo stares at the blood.

NEO

If you are killed in the Matrix,

you die here?

MORPHEUS

The body cannot live without the

mind.

INT. NEO'S ROOM

Trinity enters from the hall, carrying a try of food.

TRINITY

Neo, I saved you some dinner --

She sees him passed out on the bed. She sets the tray

down and pulls the blanket over him.

She pauses, her face close to his, then inhales lightly,

breathing in the scent of him, before slowly pulling away.

It seems the moment she closes the door, he wakes with a

start, unsure of where he is. After a moment, he gets

out of bed.

INT. HALL

The ship is quiet and dark. Everyone is asleep.

INT. MAIN DECK

The core glows with monitor light. Cypher is in the

operator's chair as Neo cones up behind him.

CYPHER

Whoa! Shit, Neo, you scared the

bejeezus out of ne.

NEO

Sorry.

CYPHER

No, it's all right.

NEO

What are you doing?

CYPHER

Midnight watch.

Neo's eyes light up as he steps closer to the screens

that seem alive with a constant flow of data.

NEO

Is that... ?

CYPHER

The Matrix? Yeah.

The monitors are packed with bizarre codes and equations.

CYPHER

You want a drink?

He pours Neo a drink from a large plastic jug.

CYPHER

I'll tell you, I feel for you,

man. I really do. Most of us

were still young, just punks, when

Morpheus jacked us. But you, you

had a real life.

Neo takes a sip and it almost kills him. Cypher pounds

on his back.

CYPHER

Good shit, huh? Dozer makes it.

It's good for two things:

degreasing engines and killing

brain cells.

Red-faced, Neo finally stops coughing.

CYPHER

Did he tell you why he did it?

Neo nods.

CYPHER,

I'll be the didn't tell you that

this wasn't the first time he

thought he found the One.

Neo shakes his head as Cypher fills his cup and laughs.

CYPHER

Let me give you a piece of advice.

Between you and me, if Morpheus

says you can fly, I wouldn't go

jumping out any windows to find

out if he's right. Understand?

Cypher raises his drink. Neo swallows another throat-

scorching mouthful.

CYPHER

Welcome to the real world!

INT. RESTAURANT (MATRIX) - NIGHT

CHAMBER MUSIC and the ambiance of wealth soak the room as

we watch a serrated knife saw through a thick, gorgeous

steak.

CYPHER

That's what he said to me nine

years ago.

The meat is so perfect, charred on the outside, oozing

red juice from the inside, that it could be a dream.

CYPHER

The real world. Ha, what a joke.

We recognize the grating voice, the insidious laugh.

CYPHER

You know what real is? I'll tell

you what real is.

A fork stabs the cube of meat and we FOLLOW it UP TO the

face of Cypher.

CYPHER

Real is just another four-letter

word.

He laughs, shoving the steak into his mouth.

The restaurant is located on the top floor of a Chicago

skyscraper where the view is breathtaking and the menu

has no prices.

Sitting across from Cypher is Agent Smith.

AGENT SMITH

Do we have a deal, Mr. Reagan?

Cypher chews the steak loudly, smacking it between his

teeth.

CYPHER

Mmm, so, so fucking good.

Smith watches him shovel another hunk of meat into his

mouth.

CYPHER

You know, I know that this steak

doesn't exist. I know when I put

it in my mouth, the Matrix is

telling my brain that it is juicy

and delicious. After nine years,

do you know what I've realized?

Pausing, he examines the meat skewered on his fork. He

pops it in, eyes rolling up, savoring the tender beef

melting in his mouth.

CYPHER

Ignorance is bliss.

AGENT SMITH

Then we have a deal?

CYPHER

I don't want to remember nothing.

Nothing! You understand? And I

want to be rich. Someone

important. Like an actor. You

can do that, right?

AGENT SMITH

Whatever you want, Mr. Reagan.

Cypher takes a deep drink of wine.

CYPHER

All right. You get my body back

in a power plant, reinsert me into

the Matrix and I'll get you what

you want.

AGENT SMITH

Access codes to Zion.

CYPHER

I told you, I don't know them.

But I can give you the man who

does.

AGENT SMITH

Morpheus.

INT. MAIN DECK

Sweat dapples his lip as Neo snaps out of the construct

coma.

NEO

Jeez, I was wondering about that.

TANK

What?

NEO

Why I was bald here but not in the

Matrix.

TANK

R.S.I.

NEO

Residual self image.

TANK

Good. Now what's this?

He points to one of Neo's monitors.

NEO

Life systems monitor, glucose

levels.

TANK

What's that?

NEO

Main power supply to the core.

He follows Tank to the operator's station where he points

to a red key-switch.

TANK

How about this?

NEO

Mainframe self-destruct. Uses all

remaining power to generate an...

E.M.P?

TANK

Electromagnetic pulse. Our best

weapon against the machines. The

problem is if someone is still in

the Matrix when that thing goes

off, they're not coming back.

Neo nods as Morpheus comes up behind them.

MORPHEUS

How's he doing?

TANK

We just finished the operation

programs and he's showing great

retention.

MORPHEUS

Good. I want everyone alerted to

12-hour stand-by. We're going in.

Neo, it's time for you to know why

you're here.

Morpheus walks away.

NEO

What's he talking about?

TANK

He's taking you into the Matrix to

see her.

NEO

See who?

TANK

The Oracle.

Neo looks down at the monitor teeming with Matrix data

that seems to coalesce, equations giving way to images as

a METAL SCREAM RISES BECOMING --

EXT. CHICAGO (MATRIX) - DAY

An El train.

INT. HOTEL LAFAYETTE (MATRIX) - DAY

The room is empty, heavy curtains covering windows. It

looks as if it hasn't been touched in years. In the

bedroom with the cracked oval mirror an old black PHONE

begins to RING.

In the mirror, we first glimpse them and as we keep

TURNING, the room fills with equipment and the team.

Morpheus answers the phone.

MORPHEUS

We're in.

He hangs up.

MORPHEUS

Mouse and Cable hold the exit.

Let's go.

INT. STAIRWELL (MATRIX) - DAY

Neo follows the others down the stairwell that winds

around an antique elevator shaft.

NEO

Did you have to do this?

TRINITY

Yeah.

NEO

What did she tell you?

TRINITY

Lots of things.

NEO

Any of them true?

Trinity looks at him, then looks away.

TRINITY

Some of them.

GIZMO

Were they good or bad?

TRINITY

There's no point in worrylng.

Whatever is going to happen is

going to happen.

They cross the old lobby. Switch and Apoc stop at the

doors.

MORPHEUS

We should be back in an hour.

EXT. HOTEL LAFAYETTE (MATRIX) - DAY

Neo squints into the sun that seems unnaturally bright.

He is the only one without sunglasses.

MORPHEUS

Do you now understand what it

means when we say, if you're not

one of us, you're one of them?

NEO

The agents. They're sentient

programs. They can commandeer any

software hardwired to the

mainframe.

MORPHEUS

Anyone that is still in a power

plant. That is why we try to be

invisible in the Matrix.

NEO

The best hacking is always

traceless.

Cypher and Trinity move away from them, securing the

perimeter. As Cypher passes a garbage can, he

surreptitiously drops something inside.

It is a cellular phone and we watch the blue display as

the LINE CONNECTS.

An early 1970s, black Lincoln Continental emerges from a

corrugated roll-up garage. Morpheus and Neo get in.

INT. LINCOLN CONTINENTAL (MATRIX) - DAY

An enormous man is waiting for them. A wad of chewing

tobacco bulges his cheek. He spits into a Coke can.

MOJO

Morpheus, been a long time coming.

MORPHEUS

You're looking well, Mojo.

Mojo coughs a brown, cankerous laugh, juice speckling his

chin and shirt. He stares at Neo.

MOJO

You bringing us geriatrics now.

Morpheus?

He spits and laughs again.

MOJO

Guess you are locking for a

miracle.

EXT. BAR (MATRIX) - DAY

The Continental pulls up to a bar in the kind of

neighborhood where every corner has a pair of eyes.

INT. BAR (MATRIX) - DAY

A lightless, lower-class bar. No one enters that is not

expected.

The front doors open in a brilliant burst of sunlight as

Mojo leads Morpheus and Neo inside. Neo looks around,

his eyes adjusting to the darkness.

Mojo talks to the bartender, then looks over.

MOJO

All right, it's cool. Go on back.

They weave their way to the back of the bar, the STICKY

FLOOR SNAPPING under their FEET.

A monolith of a man rises from his stool as they walk up.

REX

You're late.

He moves to the side, opening the heavy iron door behind

him. They descend the basement staircase toward the

single bare bulb at the bottom, hanging above the only

door.

INT. BASEMENT (MATRIX) - DAY

A high-tech laptop and modem are set up on a stack of

milk crates. Neo waits as Morpheus types in a series of

access codes. After a moment the screen blinks, "Welcome

Morpheus."

Morpheus walks back to the same door they entered, but it

now leads into --

INT. TEMPLE OF ZION (MATRIX) - DAY

The walls and floors are polished marble. Neo follows,

his mouth agape.

NEO

What -- what happened?

MORPHEUS

This is the temple. It is a part

of Zion's mainframe. It's hidden

inside the Matrix so that we can

access it.

Two PRIESTESSES are waiting in the antechamber.

PRIESTESS

Hello, Morpheus. We've been

expecting you.

MORPHEUS

Okay, you're on your own. Go with

them.

They take Neo by the arm, leading him down a hall into

another room.

PRIESTESS

Wait here. Among the other

Potentials.

INT. ROOM OF POTENTIALS (MATRIX) - DAY

Neo enters and finally understands the attention given to

his age. The Potentials are all little children.

The room feels at once like a Buddhist temple and a

kindergarten class. The children's heads are either

shaved or thick with dreadlocks. Some are playing,

others meditating or practicing their gift.

Neo watches a little girl levitate wooden alphabet

blocks. A skinny BOY holds a SPOON which sways like a

blade of grass as he bends it with his rnind.

Neo crosses to him, sits.

The Boy smiles as Neo picks up a spoon and tries to

imitate him. Despite his best efforts, Neo cannot make

it bend.

SPOON BOY

Your spoon does not bend because

it is just that, a spoon. Mine

bends because there is no spoon,

just my mind.

Neo watches as it curls into a knot.

SPOON BOY

Link yourself to the spoon.

Become the spoon and bend

yourself.

Neo nods, again holding up his spoon.

NEO

There is no spoon. Right.

He concentrates. The spoon begins to bend just as the

Priestess touches his shoulder.

PRIESTESS

The Oracle will see you now.

Spoon Boy smiles.

INT. SHRINE (MATRIX) - DAY

Neo enters nervously. Beneath his feet is a path of the

zodiac leading to marbled stairs that rise to a dais and

a three-legged throne.

The throne is empty.

NEO

Hello?

A DISTANT FEMALE VOICE calls to him and he follows it up

the stairs. At the top of the dais, he smells something

cooking.

Following the scent, he moves behind the pillars where he

finds an open door.

VOICE (O.S.)

Just come on in.

He walks through a vestibule where he sees a fabulous

moonstone headdress and velvet robes. A second door

leads into --

INT. ORACLE'S CHAMBERS (MATRIX) - DAY

It looks like a suburban tract house.

There is a lot of cozy furniture, a dining roon hutch

filled with china, shelves and tables crowded with

doilies, knick-knacks and ceramic brick-a-brack.

Neo follows the plastic carpet runner to the kitchen.

A WOMAN is huddled beside the oven, peering inside

through the cracked door.

NEO

Hello?

ORACLE (WOMAN)

I know. You're Neo. Be right

with you.

NEO

You're the Oracle?

ORACLE

Bingo. I got to say I love seeing

you non-believers. It's really a

relief. All that pomp and

circumstances just plain tucker me

out. Almost done. Smell good,

don't they?

NEO

Yeah.

ORACLE

I'd ask you to sit down, but

you're not going to anyway. And

don't worry about the vase.

NEO

What vase?

He turns to look around and his elbow knocks a VASE from

the table. It BREAKS against the linoleum floor.

ORACLE

The vase.

NEO

Shit, I'm sorry.

She pulls out a tray of chocolate chip cookies and turns.

She is an older woman, wearing big oven mitts,

comfortable slacks and a print blouse. She looks like

someone's grandma.

ORACLE

I said don't worry about it. I'll

get one of my kids to fix it.

NEO

How did you know...?

She sets the cookie tray on a wooden hot-pad.

ORACLE

What's really going to bake your

noodle later on is, would you

still have broken it if I hadn't

said anything.

Smiling, she lights a cigarette.

ORACLE

You're cuter than I thought. I

see why she likes you.

NEO

Who?

ORACLE

Not too bright, though.

She winks.

ORACLE

You know why Morpheus brought you

to see me?

NEO

I think so.

ORACLE

So? What do you think? You think

you're the one?

NEO

I don't know.

She gestures to a wooden plaque, the kind every grandma

has, except that the words are in Latin.

ORACLE

You know what that means? It's

Latin. Means, 'Know thyself.'

She puts her cigarette down.

ORACLE

Well, let's have a look at you.

She widens his eyes, checks his ears, then feels the

glands in his neck.

ORACLE

Open your mouth. Say, 'ahhh.'

She nods then looks at his palms.

ORACLE

Hmmm. You sure got the gift, but

it's tricky. I'd say the bad news

is, you're not the one. Still got

a lot to learn. Maybe next life.

NEO

What's the good news?

ORACLE

Same as the bad news, you're not

the one.

NEO

Is that it, then?

ORACLE

No. Here.

She picks up the tray of cooling cookies.

ORACLE

You better take a cookie. Got a

big day ahead of you.

He eyes her, then takes a cookie.

ORACLE

Make a believer out of you yet.

INT. ANTECHAMBER (MATRIX) - DAY

Morpheus rises from a bench as the Priestess escorts Neo

out. When they are alone, Morpheus puts his hand on

Neo's shoulder.

MORPHEUS

You don't have to tell me

anything, Neo, because I already

know what she said.

NEO

You do?

MORPHEUS

I brought you so that you could

hear it for yourself. I knew it

would help.

Neo finishes his cookie.

MORPHEUS

No one will ever ask you because

it is a gift from her. It is for

you and you alone.

EXT. CITY STREET (MATRIX) - DAY

Storm clouds shroud the streets as the sky turns

jaundice.

Cypher nervously glances down the surrounding streets.

He notices several unmarked white vans.

He mops the sweat from his forehead, when Trinity sees

the black Lincoln.

TRINITY

Here they come.

INT. MAIN DECK

In the hovercraft, we see the sweat rolling down Cypher's

face and neck.

Tank is typing rapidly at the keyboard.

TANK

Weird. This area never has this

much activity.

EXT. HOTEL LAFAYETTE (MATRIX) - DAY

Apoc opens the side door and they enter the hotel.

INT. ROOM 1313 (MATRIX) - DAY

Mouse's CELLULAR RINGS.

MOUSE

Welcome to Movie-Phone.

TANK (V.O.)

They're on their way.

MOUSE

Right.

The phone flips shut as he jumps up.

MOUSE

Let's get to work.

INT. HOTEL LAFAYETTE (MATRIX) - DAY

Light filters down the throat of the building through a

caged skylight at the top of the open elevator shaft.

Four figures glide up the dark stairs that wind around

the antique elevator.

Neo notices a black cat, a yellow-green-eyed shadow that

slinks past them and pads quickly down the stairs.

A moment later, Neo sees another black cat that looks and

moves identically to the first one.

NEO

Whoa. Deja vu.

Those words stop the others dead in their tracks.

INT. MAIN DECK

The monitors suddenly glitch as though the Matrix had an

electronic seizure.

TANK

Oh, shit! Oh, shit!

INT. HOTEL LAFAYETTE (MATRIX) - DAY

Trinity turns around, her face tight.

TRINITY

What did you just say?

NEO

Nothing. Just had a little deja

vu.

TRINITY

What happened? What did you see?

NEO

A black cat went past us and then

I saw another that looked just

like it.

TRINITY

How much like it? Was it the same

cat?

NEO

It might have been. I'm not sure.

Trinity looks at Morpheus, who listens quietly to the

rasping breath of the old building.

NEO

What is it?

TRINITY

A deja vu is usually a glitch in

the Matrix. It happens when they

change something.

She also listens as the staccato BEAT of HELICOPTER

BLADES GROW ominously LOUDER.

INT. MAIN DECK

Tank sees what was changed.

TANK

It's a trap!

INT. STAIRCASE (MATRIX) - DAY

Morpheus looks up the stairs as a helicopter shadow

passes over the clouded glass.

MORPHEUS

Come on!

INT. ROOM 1313 (MATRIX) - DAY

Cable goes to the draped windows.

CABLE

Did you just feel something weird?

MOUSE

Yeah...

The CELLULAR RINGS.

INT. BASEMENT (MATRIX) - DAY

Heavy bolt-cutters snap through the main phone cable.

INT. ROOM 1313 (MATRIX) - DAY

Mouse answers the phone.

MOUSE

What's going on?

TANK (V.O.)

They cut the hard-line! It's a

trap! Get out!

Cable yanks open the curtain.

CABLE

Oh, no.

The windows are bricked up.

INT. HALL (MATRIX) - DAY

The door to the roof explodes open as heavily-armed rnen

rush towards room 1313.

INT. MAIN DECK

Tank watches helplessly.

TANK

No, no, no.

INT. ROOM 1313 (MATRIX) - DAY

The door slams open and the police force pours in, dozens

of assault rifles surrounding Mouse and Cable who are

armed with only handguns.

CABLE

Morpheus! It's a trap --

INT. STAIRS (MATRIX) - DAY

Morpheus stops as the scream is drowned by the REPORT of

MACHINE GUNS filling the building with a terrible fury.

TRINITY

Oh, God.

INT. MAIN DECK

Mouse's body thrashes against its harness as --

INT. ROOM 1313 (MATRIX) - DAY

BULLETS POUND him against the blood-splattered brick

window. Gun smoke thickens the room, Cable blasting and

moving until --

The HAMMER CLICKS empty. He screams as a DOZEN GUNS OPEN

FIRE, ripping him apart.

INT. MAIN DECK

Blood spits from Cable's mouth, his body spasming, then

lying perfectly still.

The flat-line ALARM softly cries out from the life

MONITORS of the two dead men.

EXT. HOTEL LAFAYETTE (MATRIX) - DAY

More police cars arrive as cops break open the lobby

doors.

INT. STAIRWELL (MATRIX) - DAY

Flying downstairs, Morpheus stops, hearing the police

swarming below. He turns and rushes down the hall of the

eighth floor. At the end of it, he finds the bricked-up

windows.

CYPHER

That's what they changed. We're

trapped. There's no way out.

The sound of heavy BOOT-STEPS close around them with the

mechanical sureness of a vice.

MORPHEUS

Give me your phone.

TRINITY

They'll be able to track it.

MORPHEUS

We have no choice.

INT. MAIN DECK

Tank answers the call.

MORPHEUS (V.O.)

Tank, find a structural drawing of

this building and find it fast.

His fingers pound the keyboard.

INT. LAFAYETTE (MATRIX) - DAY

Flashlights probe the rotting darkness as the police

search every floor.

INT. MAIN DECK

The diagram windows onto the screen.

TANK

Got it.

MORPHEUS (V.O.)

I need the main wet-wall.

INT. HALL (MATRIX) - DAY

Agent Smith pauses, his hand going to his earpiece.

INT. ROOM 808 (MATRIX) - DAY

Morpheus is guided by Tank.

TANK (V.O.)

Now left and that's it in front of

you.

MORPHEUS

Good.

He cuts off the phone.

INT. HALL (MATRIX) - DAY

Agent Smith hears the LINE CLICK dead.

AGENT SMITH

Eighth floor. They're on the

eighth floor.

INT. HALL (MATRIX) - DAY

Agent Brown hears Smith on his earphone.

AGENT BROWTJ

Eighth floor! Move!

INT. STAIRWELL (MATRIX) - DAY

Cops flood the eighth floor, rushing everywhere.

INT. ROOM 808 (MATRIX) - DAY

Several cops sweep through the room. It is empty. As

they pass the bathroom, we see a man-sized hole smashed

through the plaster and lathe.

INT. WALL (MATRIX) - DAY

They are inside the main plumbing wall, slowly worming

their way down the greasy, black stack pipes.

Above them, light fills the hole they made to get inside.

INT. HALL (MATRIX) - DAY

Brown turns to Smith.

AGENT BROWN

Where are they?

INT. ROOM 608 (MATRIX) - DAY

The cops search in silence, straining for a clue, when

one hears SOMETHING STRANGE near the bathroom.

INT. WALL (MATRIX) - DAY

Cypher has slipped and is wedged between the wall and

several thick supply pipes.

INT. ROOM 608 (MATRIX) - DAY

The Cop leans in, his ear almost against the thin

membrane of plaster separating them. He can hear

WHISPERS, HISSES and a GRUNT when --

The WALL suddenly bulges, SHATTER-CRACKING as the Cop

realizes --

COP

They're in the walls!

INT. WALL (MATRIX) - DAY

Neo pulls Cypher free just as the Cop OPENS FIRE --

BULLETS PUNCHING shafts of light like swords into the box

of soot-black space.

INT. ROOM 608 (MATRIX) - DAY

The Cop keeps FIRING, his flashlight strapped to his gun

barrel, lighting up the wall until --

A BULLET spits out his forehead. Agent Smith watches the

BODY fall with a THUD.

AGENT SMITH

Are orders that hard to follow?

I'll say it again. Morpheus must

be taken alive. Understand?

INT. WALL (MATRIX) - DAY

They're almost falling, they're climbing so fast.

Above them, plaster is smashed open as crunbling bits

shower down on them, filling the crawlway with dust.

INT. ROOM 608 (MATRIX) - DAY

Agent Smith looks into the open wall, at the exposed

intestines of the building, and realizes where they are

going.

AGENT SMITH

How like a rodent.

INT. WALL (MATRIX) - DAY

Just below, a RIFLE-BUTT SMASHES open the WALL, light

raking across the lathe.

COP

I got him! I got him!

Trinity finds her gun first. BULLET-HOLES POP out the

WALL as she STRAFES the room, sending cops diving for

cover.

They continue, Trinity exposed for a roment, when a

creeping cop smashes a fist through and grabs a fistful

of her hair.

He starts to yank her out when Neo kicks, his boot

bursting through plaster and splintering lathe, knocking

the Cop out.

They then quickly sink out of sight.

INT. BASEMENT (MATRIX) - DAY

This part of the basement, a dark concrete cavern, was

the main mechanical room. There are four enormous

boilers, dinosaur-like technology that once pumped hot

water like arteries.

Black and bloody, they squeeze out from the ceiling into

the tangled web of pipes.

Their enemies are waiting for them.

Blinding lights cut open the darkness as gas-masked

figures FIRE GRENADE LAUNCHERS.

Smoke blossoms from the green-metal canisters.

Morpheus never stops moving. Searching the floor, he

finds what.he needs; the cover of the catch basin.

Cypher watches him pry open the grate, when a gas can

bounces near him.

MORPHEUS

Come on!

Cypher seems to trip as the cloud envelops him.

INT. MAIN DECK

Cypher's body begins to shiver uncontrollably.

TANK

Nerve gas.

INT. BASEMENT (MATRIX) - DAY

Morpheus watches Cypher disappear into the smoke then

follows the others down the wet-black hole.

INT. CATCH BASIN (MATRIX) - DAY

They crawl through greasy black water in a three foot

diameter pipe that feeds into the sewer main.

INT. BASEMENT (MATRIX) - DAY

Gas-masked apparitions find the open hole.

EXT. HOTEL LAFAYETTE (MATRIX) - DAY

Cypher is carried out, hand-cuffed, his body still

shaking, mucus bubbling out his nose. As he is led past

Agent Smith, it almost seems that both men smile.

AGENT SMITH

We have them now.

INT. SEWER MAIN (MATRIX) - DAY

Neo punches out the screen and then spills down into the

main water trough.

Oily water forms around them as they wade across the man-

made underground river, towards the service catwalk.

Neo is about to pull himself out when he sees them coming.

Flashlights and laser sites sweep at them as cops in

helmets and heavy armor, looking more nachine than human,

fill both ends of the tunnel.

There is a single manhole cover above them.

Morpheus whispers to Trinity.

MORPHEUS

You have to get Neo out.

Understand? That's all that

matters now.

TRINITY

Morpheus, don't --

MORPHEUS

He must get out. Do you

understand me?

She nods.

A font of water erupts as Morpheus leaps for the manhole

ladder, his coat flying open like the wings of a manta

ray.

COPS

There he is! That's him!

Pools of light wash over him as he hauls himself to the

surface.

COP

He's heading for the street!

Trinity urges the others to follow her. Grabbing Neo,

they wade quietly away from the chaos.

EXT. STREET (MATRIX) - DAY

Morpheus shoots out of the sewer but the police are

waiting for him. The closest cop is armed with a

tranquilized gun. He fires --

But Morpheus' is too fast, using the manhole cover as a

shield, blocking the darts, then --

Frisbee-ing it into the cop's armored chest, knocking him

off his feet.

The cops lunge at him but every part of his body is a

deadly weapon moving with impossible speed.

It seems he might fight his way out when he throws a

spinning back fist that is caught by --

Agent Smith.

AGENT SMITH

So, we meet at last.

MORPHEUS

And you are?

AGENT SMITH

Smith. I am Agent Smith.

MORPHEUS

You all look the same to me.

AGENT SMITH

I've been waiting for this noment.

Faster than a snake spits, Morpheus cracks Smith with a

jaw-breaking right.

MORPHEUS

Oh, so have I.

Agent Smith smiles.

INT. SEWER MAIN (MATRIX) - DAY

Trinity leads the others, fading into the darkness of the

tunnel, lit only with shafts of lights streaming through

the street drains as we RISE TOWARDS them --

THROUGH a grate INTO the fight.

EXT. STREET (MATRIX) - DAY

Smith and Morpheus exchange a furious serious of blows

that is witnessed but not believed by the surrounding

police.

Agent Smith delivers a punishing kick that staggers

Morpheus.

AGENT SMITH

You can't win.

Morpheus smiles.

MORPHEUS

I already have.

He stands up and drops his fists; a steely resolve in his

eyes.

AGENT SMITH

Take him.

Cops swarm over Morpheus.

INT. MAIN DECK

Tank reaches out to the screen as if reaching for

Morpheus.

TANK

No!

EXT. HOTEL LAFAYETTE (MATRIX) - DAY

Cuff ed and beaten, Morpheus is thrown into a caged

transport vehicle. The DOOR CLANGS shut.

Agent Jones finds Agent Smith.

AGENT JONES

The others were lost.

AGENT SMITH

You've taken care of Reagan?

Agent Jones nods.

AGENT SMITH

Then the others do not matter.

EXT. STREET (MATRIX) - DAY

A manhole cover cracks open. Two eyes peek out just as a

TRUCK RATTLES over it. The THUNDER DOPPLERS AWAY and the

cover opens.

Neo, Trinity, Switch and Apoc climb out. Trinity pulls a

water-logged phone from her pocket.

TRINITY

We need a phone.

INT. MAIN DECK

Tank is again at the monitors, searching the Matrix.

TANK

We gotta find the others. They're

still alive.

The PHONE RINGS.

TANK

Operator.

CYPHER (V.O.)

I need an exit! Fast!

TANK

Cypher? I thought they had you?

EXT. STREET (MATRIX) - DAY

Cypher is standing at a public phone. Across the street

is the burning paddy wagon that appears to have collided

witli an oncoming car.

CYPHER

There was an accident. A fucking

car accident. All of a sudden.

Boom. They're all dead. I still

got the shakes but, Jesus,

someone's going to make a believer

out of me.

INT. MAIN DECK

Dozer spots the wreck.

DOZER

There he is.

TANK

I got you.

CYPHER (V.O.)

Just get me outta here.

EXT. STREET (MATRIX) - DAY

TANK (V.O.)

Nearest exit is Franklin and Erie.

An old appliance store.

Cypher hangs up and smiles as the fire trucks arrive.

CYPHER

An actor. Definitely.

INT. MAIN DECK

The PHONE RINGS. Tank answers.

TANK

Operator.

TRINITY (V.O.)

Tank, it's me.

EXT. STREET (MATRIX) - DAY

They are outside a pawn shop. Trinity has a new cellular.

TRINITY

We need an exit!

TANK (V.O.)

Gotcha. You're not far from

Cypher.

TRINITY

Cypher, I thought --

TANK (V.O.)

So did we. That boy's got nine

lives. I sent him to Franklin and

Erie.

TRINITY

Got it.

She hangs up.

EXT. STREET (MATRIX) - DAY

Running, Cypher turns onto Erie.

INT. APPLIANCE STORE (MATRIX) - DAY

Dead machines, eviscerated and shrouded with dust lay on

metal shelves like bodies in a morgue.

Plywood covering a small window is ripped off and Cypher

crawls inside.

Deep in the back room, a PHONE that has not rung in years

begins to RING.

INT. MAIN DECK

Tank punches the emit command.

TANK

Got him.

Cypher's body twitches in its harness, jerking itself

awake. His eyes blink open. Dozer unplugs him.

DOZER

System check looks fine.

Cypher stands, a raspy cough spewing from his lungs.

EXT. STREET (MATRIX) - DAY

Trinity sees the appliance shop.

INT. MAIN DECK

Cypher holds his chest.

DOZER

You okay?

CYPHER

Goddamn gas. My lungs are killing

me.

He crosses to an overhead bin.

CYPHER

We got any pain killers?

DOZER

The first aid kit's over here.

As Dozer stoops for a cabinet, Cypher pulls back a heavy

blanket exposing a plasma rifle.

INT. APPLIANCE STORE (MATRIX) - DAY

Neo crawls through the window that Cypher opened.

INT. MAIN DECK

Tank finishes loading the exit programs as Cypher rises

behind him, swinging the weapon at his back.

He looks over as Dozer turns with the first aid kit, a

look of frozen disbelief crossing his face --

DOZER

No!

Tank spins as red hot wads of PLASMA EXPLODE through his

chair and into his back. Diving, a second BURST tears up

his side --

As Dozer shoots a look at the monitor where Tank was

working. He stabs the enter command activating the exit

sequence and ducks under a BARRAGE of PLASMA FIRE-

INT. APPLIANCE STORE (MATRIX) - DAY

The PHONE begins to RING as the others crawl in.

SWITCH

God, I love that sound.

INT. MAIN DECK

Dozer rolls up, grabbing a heavy crowbar from a box of

tools.

Cypher circles the drive chairs as the sights of the

plasma rifle find Dozer's face.

Dozer charges, screaming, and the PLASMA RIFLE SCREAMS

back.

INT. APPLIANCE STORE (MATRIX) - DAY

The PHONE is still RINGING.

TRINITY

You first,.Neo.

Neo answers the phone when there is a CLICK. There is no

signal. Nothing but silence.

TRINITY

What happened?

NEO

I don't know. It just went dead.

Trinity listens to the dead line and takes out the

cellular.

INT. MAIN DECK

The operator PHONE begins to RING- Cypher steps over the

body of Tank and looks at the monitor.

INT. APPLIANCE STORE (MATRIX) - DAY

Trinity can almost feel him watching them. Every

unanswered RING wrings her gut a little tighter, until --

CYPHER (V.O.)

Hello, Trinity.

TRINITY

Cypher? Where's Tank?

CYPHER (V.O.)

He had an accident.

TRINITY

An accident? What about Dozer?

Is Dozer there?

INT. MAIN DECK

He walks over to Trinity's body, staring down at it

hanging in its coma-like stillness.

CYPHER

You know, for a long time, I

thought I was in love with you,

Trinity. I used to dream about

you...

He nuzzles his face against hers, feeling the softness of

it.

CYPHER

You are a beautiful woman. Too

bad things had to work out like

this.

We INTERCUT BETWEEN the appliance store and the main

deck.

TRINITY

You killed them.

APOC

What?!

SWITCH

Oh God.

Wearing Tank's operator headgear, Cypher moves among the

silent bodies.

CYPHER

In a way you're very lucky. Most

people never know why they die.

One minute they're alive, the next

they're dead. No warning.

Nothing. That's why I thought

maybe I should tell you. It

seemed the least I could do.

He stands over the body of Morpheus, as his anger boils

up out of him.

CYPHER

You see, the truth, the real,truth

is that the war is over. It's

been over for a long time. And

guess what? We lost! Did you

hear that? We lost the war!

TRINITY

What about Zion?

CYPHER

Zion? Zion is a part of this

delusion. More of this madness.

That's why this has to be done.

It has to end. Now and forever.

She suddenly sees the entire dark plan.

TRINITY

Oh rny God. This is abzut Zion.

You gave them Morpheus for the

access codes to Zion.

Cypher walks away from Morpheus and bends down next to

Apoc's body.

CYPHER

You see, Trinity, we humans have a

place in the future. But it's not

here. It's in the Matrix.

TRINITY

The Matrix isn't real!

CYPHER

Oh, I disagree, Trinity. I

disagree. I think the Matrix is

more real than this world. I

mean, all I do is pull a plug

here. But there, you watch a man

die.

He grabs hold of the cable in Apoc's neck, twists it and

yanks it out.

CYPHER

You tell me which is more real.

Apoc seems to go blind for an instant, a scream caught in

his throat, his hands reaching for nothing, and then

falls dead. Switch screams.

CYPHER

Welcome to the real world, right?

He laughs.

TRINITY

Somehow, some way, you're going to

pay for this.

CYPHER

Pay for it? I'm not even going to

remember it. It'll be like it

never happened. The tree falling

in the forest. It doesn't make a

sound.

His hand slides around the neck of Switch as he takes

hold of her plug.

She suddenly feels her body severed from her mind as she

is murdered.

TRINITY

Goddamn you, Cypher!

CYPHER

Don't hate me, Trinity. I'm just

the messenger. And right now I'm

going to prove that the message is

true.

He stands over Neo.

CYPHER

If Morpheus was right, then

there's no way I can pull this

plug, is there?

She turns to Neo, eyes wide with fear, and he knows he is

next.

CYPHER

If he is the One, then in the next

few seconds there has to be some

kind of miracle to stop me.

Because if he dies like the others

that means Morpheus was wrong.

How can he be the One if he's

dead?

He takes hold of the cord when --

She hears an EXPLOSION and a scream.

Cypher is on the ground, his left leg blown off at the

knee. He rolls over and finds Tank on the ground, and

the sights of the plasma rifle.

TANK

How's it feel, Cypher? Knowing

you're about to die?

NEO

It's Tank! He's alive.

Cypher lunges for Neo's plug just as Tank BLOWS his head

off.

INT. APPLIANCE STORE (MATRIX) - DAY

They're both listening, trying to figure out what is

happening when the store PHONE starts to RING.

Trinity smiles, tears moistening her eyes as Neo throws

his arms around her. For a moment, it looks as if they

might kiss before Trinity lets go.

TRINITY

We should, we should hurry.

NEO

Yeah. Right.

INT. MAIN DECK

Trinity's eyes open, a sense of relief surging through

her at the sight of the ship. As Tank unplugs her, she

sees his charred wounds.

TRINITY

Tank, you're hurt.

TANK

I'll be all right.

TRINITY

Dozer?

Tank's face tightens.

TRINITY

I'm sorry, Tank.

EXT. NIKO HOTEL (MATRIX) - DAY

A Japanese luxury hotel in downtown Chicago.

A military helicopter sets down on the roof. Heavily

armed Marines begin to deploy.

Agent Jones gets out of the helicopter, flanked by

columns of Marines. They open the roof access door

and enter the top-floor maintenance level of the hotel.

INT. TOP FLOOR (MATRIX) - DAY

They get in the elevator. At every door, at least two

Marines stop and post guard.

INT. HALL (MATRIX) - DAY

They exit the elevator and walk to the Presidential

suite; the final two Marines post guard.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Inside, he finds Agent Smith.

AGENT JONES

There is a problem. Reagan has

failed to secure the hardware.

Agent Smith stares out the window.

AGENT SMITH

Never send a human to do a

machine's job.

AGENT JONES

But if Reagan has failed, why

haven't they pulled the plug?

AGENT SMITH

Haven't you learned by now, that

it is impossible to understand why

they do the things they do?

He turns.

AGENT SMITH

Continue as planned. Trace his

signal to locate their position

and deploy an extermination unit.

Morpheus is handcuffed to a chair, stripped to the waist.

He is bleeding from numerous wounds and is pumped full of

serum, alternately shivering and sweating. He is hooked

up to various monitors with white disk electrodes.

Agent Brown begins running a trace program.

INT. MAIN DECK

Neo looks at Morpheus whose body is covered with a cold

sweat.

NEO

What are they doing to him?

TANK

They're cracking his mind.

NEO

How?

TANK

They inject virus-like serums to

break down the system. It's like

cracking a computer. All it takes

is time.

NEO

How much time?

TANK

Depends on the mind. But

eventually, it will crack and his

alpha pattern will change from

this to this.

Tank punches several commands on Morpheus' personal unit.

The monitor waves change from a chaotic pattern to an

orderly symmetrical one.

TANK

When it does, Morpheus will tell

them anything they want to know.

NEO

The access codes to Zion.

TANK

If an agent got inside Zion's

mainframe he could do anything.

Disable the defense system. It

would be the end of us.

He looks up at Trinity who is pacing relentlessly.

TANK

We can't let that happen. We have

to do it, Trinity. Zion has to be

protected.

Trinity sees Cypher's dead body. Rage overtakes her and

she starts kicking hin.

TRINITY

Goddamnit! Goddamnit!

TANK

We have to pull the plug.

TRINITY

No!

TANK

We don't have any other choice.

Those words are like using gasoline to put out a fire and

we watch the pain in her eyes burn into a blaze. She

walks past him and gets into her chair.

TANK

Trinity, what are you doing?

TRINITY

I'm going in after him.

TANK

Morpheus could conform at any

minute --

TRINITY

If he does I'm sure you'll do what

has to be done.

TANK

You saw that place. It's suicide.

She glares at him.

TANK

I know what Morpheus means to

you --

TRINITY

No. No, I don't think you do. If

you did, then you would know that

I'm not letting him go. Not

without a fight, Tank.

She yanks her harness tight.

TRINITY

Not without a fight.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Smith stands in the bedroon of the enormous suite,

staring out the windows at the city, below, shimmering

with brilliant sunlight.

AGENT SMITH

Have you ever stood and stared at

it, Morpheus? Marveled at its

beauty. Its genius. Billions of

people just living out their

lives... oblivious.

Agent Brown sucks a serum from a glass vial, filling a

hypodermic needle.

AGENT SMITH

Did you know that the first Matrix

was designed to be a perfect human

world? Where none suffered, where

everyone would be happy. It was a

disaster. No one would accept the

program. Entire crops were lost.

Agent Brown jams the needle into Morpheus' shoulder, and

plunges down.

AGENT SMITH

Some believed we lacked the

programming language to describe

your perfect world. But I believe

that, as a species, human beings

define their reality through

suffering and misery.

Agent Brown studies the screens as the life signs react

violently to the injection.

AGENT SMITH

The perfect world was a dream that

your primitive cerebrum kept

trying to wake up from. Which is

why the Matrix was re-designed to

this: the peak of your

civilization.

He turns from the window.

AGENT SMITH

I say 'your civilization' because

as soon as we start thinking for

you, it really becomes our

civilization, which is, of course,

what this is all about.

He sits down directly in front of Morpheus.

AGENT SMITH

Evolution, Morpheus. Evolution.

He lifts Morpheus' head.

AGENT SMITH

Like the dinosaur. Look out that

window. You had your time.

Morpheus stares hard at him, trying hard not to show the

pain racking his mind.

AGENT SMITH

The future is our world, Morpheus.

The future is our time.

INT. MAIN DECK

Neo goes to his chair and begins strapping in.

TRINITY

What do you think you're doing?

NEO

You need help. I'm coming with

you.

TRINITY

No. No way. Morpheus sacrificed

himself so you could escape.

There's no way you're going back

in.

NEO

Morpheus did what he did because

he believed that I'm something

that I'm not.

TRINITY

What?

NEO

I'm not the One, Trinity. The

Oracle told me.

Trinity is stunned.

NEO

She said I had a gift but I still

had a lot to learn. She told me

maybe next life.

TRINITY

Did you tell Morpheus?

NEO

Why? It wouldn't mean anything.

He'd still believe what he wanted

to believe. But Morpheus is the

one that matters. He's more

important than me and we both know

it.

He straps in.

NEO

I may not be what Morpheus thinks

I am, but if I don't try to help

him, then I'm not even what I

think I am.

TRINITY

What are you?

NEO

His friend.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Smith sits casually across from Morpheus who is

hunched over, his body leaking and twitching.

AGENT SMITH

I'd like to share a revelation

that I've had during my time here.

It came to me when I tried to

classify your species. I've

realized that you are not actually

mammals.

The life signs continue their chaotic patterns.

AGENT SMITH

Every mammal on this planet

instinctively develops a natural

equilibrium with the surrounding

environment. But you humans do

not. You move to an area and you

multiply and multiply until every

natural resource is consumed and

the only way you can survive is to

spread to another area.

He leans forward.

AGENT SMITH

There is another organism on this

planet that follows the same

pattern. Do you know what it is?

A virus.

He smiles.

AGENT SMITH

Human beings are a disease, a

cancer of this planet. You are a

plague. And we are... the cure.

INT. MAIN DECK

Trinity and Neo hang motionless in the suspension unit.

Tank is at the operations station.

TANK

Okay. Store's open. What do you

need?

TRINITY (V.O.)

Guns. Lots of guns.

TANK

Coming right up.

He loads the weapons disk.

INT. CONSTRUCT

Racks of weapons appear and Neo and Trinity arm

themselves.

TRINITY

No one has ever done anything like

this.

NEO

Yeah?

He snap cocks an Uzi.

NEO

That's why it's going to work.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Smith is again at the window.

AGENT SMITH

Why isn't the serum working?

AGENT BROWN

Perhaps we are asking the wrong

questions.

AGENT JONES

Or he doesn't know.

AGENT SMITH

Of course he knows. He's

resisting.

AGENT BROWN

How?

AGENT SMITH

I don't know. If I knew...

Agent Smith hides his knotting fist. He is becoming

angry. It is something that isn't supposed to happen to

agents.

AGENT SMITH

Leave me with him.

Agent Brown and Jones look at each other.

AGENT SMITH

Now!

INT. MAIN DECK

Tank sits down beside Morpheus whose face is ashen like

someone near death. He takes hold of his hand.

TANK

Hold on, Morpheus. They're coming

for you. They're coming.

EXT. NIKO HOTEL (MATRIX) - DAY

A dark wind blows.

INT. NIKO HOTEL (MATRIX) - DAY

In long, black coats, Trinity and Neo push through the

revolving doors.

Neo is carrying a duffel bag. Trinity has a large metal

suitcase. They cut across the lobby drawing nervous

glances.

Dark glasses, game faces.

Several plainclothes cops try to stop them. They are met

by the MUTED SPIT of a SILENCED GUN and the RAZORED

WHISTLE of THROWING STARS.

The cops slump down to the marbled floor while Neo and

Trinity do not even break stride.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Smith leans close to Morpheus, whispering to him.

AGENT SMITH

Can you hear me, Morpheus? I'm

going to be honest with you.

He removes his earphone, letting it dangle over his

shoulder.

AGENT SMITH

I hate this place. This zoo.

This prison. This reality,

whatever you want to call it, I

can't stand it any longer. It's

the smell, if there is such a

thing. I feel saturated by it. I

can taste your stink and every

time I do, I fear that I've

somehow been infected by it.

He wipes sweat from Morpheus' forehead, coating the tips

of his fingers, holding them to Morpheus' nose.

AGENT SMITH

Repulsive, isn't it?

He lifts Morpheus' head, holding it tightly with both

hands.

AGENT SMITH

I must get out of here, I must get

free. In this mind is tlie key.

My key.

Morpheus sneers through his pain.

AGENT SMITH

Once Zion is gone, there's no

need for me to be here. Do you

understand? I need the codes. I

have to get inside Zion. You have

to tell me how.

He begins squeezing, his fingers gouging into his flesh.

AGENT SMITH

Tell me! Tell me!

The skull is about to shatter when Agents Jones and Brown

burst into the room. Agent Smith releases Morpheus.

AGENT BROWN

What were you doing?

Agent Smith recovers, replacing his ear piece.

AGENT JONES

You don't know.

AGENT SMITH

Know what?

Agent Smith listens to his earphone, not believing what

he is hearing.

INT. ELEVATORS (MATRIX) - DAY

They get in. Trinity immediately drops and opens the

suitcase, wiring a plastique and napalm bomb.

Beneath their trench coats is an arsenal of weapons slung

from climbing harnesses.

Neo hits the emergency stop. He pulls down part of the

false ceiling and finds the elevator shaft access panel.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Jones looks at Morpheus.

AGENT JONES

I think they're trying to save

him.

INT. ELEVATOR SHAFT (MATRIX) - DAY

Neo ratchets down a clamp onto the elevator cable. Both

of them lock on. He looks up the long, dark throat of

the building and takes a deep breath.

NEO

There is no spoon.

Neo whips out his gun and presses it to the cable, lower

than where they attached themselves.

BOOM! The CABLE SNAPS.

The counter-weights plummet, yanking Trinity and Neo up

through the shaft as --

The elevator falls away beneath them, distending space,

filling it with the sound of WHISTLING METAL as they soar

to the top.

INT. LOBBY (MATRIX) - DAY

The ELEVATOR hits the botton.

BA-BOOM!

The massive EXPLOSION blows open the doors, fire clouds

engulfing the elevator section of the lobby.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

The Agents hear the BLAST AND FIRE ALARMS.

AGENT JONES

Lower level --

AGENT BROWN

They are actually attacking.

INT. ELEVATOR SHAFT (MATRIX) - DAY

Hanging by a rope, Trinity hot-wires the panel for the

door.

INT. TOP FLOOR (MATRIX) - DAY

Nervous, the Marines watch as the ELEVATOR "DINGS" softly

and slides open.

Black smoke rises out of the exposed shaft.

The nearest Marine eases to the edge, peering down at the

churning blaze engulfing the lower levels.

He does not see Trinity and Neo above him until it is too

late.

Krack! Neo kicks, knocking the Marine flying down into

the shaft.

Before the others can react, Trinity flips out into the

hall, decking the nearest Marine. Neo cracks another.

The fight is over before it begins.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

An enormous EXPLOSION THUNDERS above them, shaking the

building. The ALARM SOUNDS, emergency sprinklers begin

showering the room.

Agent Smith smashes a table.

AGENT SMITH

Find them and destroy them!

Agent Jones nods and touches his ear piece.

EXT. ROOF (MATRIX) - DAY

The roof-access tower is now engulfed in flames as Neo

and Trinity lay waste to a dozen more Marines.

Guns and knives, like extensions of their bodies used

with the same deadly precision as their feet and their

fists.

Across the roof, the pilot inside the army helicopter

watches the ferocious onslaught.

PILOT

I repeat, we are under attack!

Suddenly his face, his whole body dissolves, consumed by

spreading locust-like swarm, of STATIC as --

Agent Jones emerges.

Just as she drops the last Marine, Trinity sees what's

coming.

Neo sees her, the fear in her face, and he knows what is

behind him.

Screaming, he whirls, GUNS filling his hands with

thought-speed.

Fingers PUMPING, SHELLS ejecting, dancing up and away, we

look through the sights and gun smoke at --

The Agent blurred with motion --

Until the HAMMERS CLICK against empty metal.

NEO

Trinity!

Agent Jones charges.

NEO

... help.

His GUN BOOMS as we enter the liquid space of --

Bullet-time.

The AIR SIZZLES with wads of lead-like angry flies as Neo

twists, bends, ducks just between them.

Agent Jones still running, narrows the gap, the BULLETS

coming faster until --

Neo bent impossibly back, one hand on the ground as a

spiraling gray ball shears open his shoulder.

He starts to scream as another digs a red groove across

his thigh.

He has only time to look up, to see the barrel when Agent

Jones, standing over him, pulls the TRIGGER the final

time.

CLICK. Empty.

Neo rolls, reaching for another gun when around-house

kick snaps his jaw. Agent Jones grabs the gun and levels

it at Neo.

AGENT JONES

Only human...

Suddenly Agent Jones stops. Something is wrong. He

scans the roof. Trinity is gone.

Immediately, he whirls around and turns straight into the

muzzle of her .45 --

Jammed right into his head.

TRINITY

Dodge this, motherfucker!

BOOM! BOOM! BOOM! The body flies back with a flash of

mercurial light and when it hits the ground --

It is the pilot.

Trinity helps Neo up.

NEO

Thanks.

TRINITY

You're hit --

NEO

I'm fine.

Neo is already looking at the helicopter.

NEO

Can you fly that thing?

TRINITY

Not yet.

She pulls out a cellular phone.

INT. HOVERCRAFT

Tank is back at the controls.

TANK

Operator.

TRINITY (V.O.)

Tank, I need a pilot program for a

military M-109 helicopter.

Tank is immediately searching the disk drawers.

TRINITY (V.O.)

Hurry!

His fingers flash over the gleaming laser disks, finding

one that he feeds into Trinityls supplement drive,

punching the "load" cormands on her keyboard.

EXT. ROOF (MATRIX) - DAY

Trinity's eyes flutter as information surges into her

brain, all the essentials of flying a helicopter absorbed

at light-speed.

TRINITY

Let's go.

INT. HALL (MATRIX) - DAY

Marines, trying to communicate with the men on the roof,

are beginning to panic when Agent Jones comes around the

corner.

SERGEANT

Sir! Sir! There was gunfire --

we've lost communication with the

roof!

AGENT JONES

Remain at your posts.

SERGEANT

But, sir -- the fire -- we should

evacuate!

AGENT JONES

You will do as you are ordered!

SERGEANT

Yes, sir.

Agent Jones marches into the Presidential Suite.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Agent Jones throws open the bedroom door and enters,

walking through the puddles pooling in the carpet.

Over the RUSHING WATER and the ALARMS, Agent Smith hears

a SOUND and understands the seriousness of the attack.

He turns to the wall of windows as the helicopter drops

INTO VIEW --

Neo is in the back bay, aiming the mounted .50 machine

gun.

AGENT SMITH

No.

The GUN jumps and BULLETS EXPLODE through the WINDOW in a

cacophony of CRASHING GLASS --

As the Agents go for their weapons.

But Neo is too close, the .50 CALIBER too fast and

BULLETS are everywhere, perforating the room.

Agent Smith is hit first, his body jack-knifing back,

blood arcing out with a sudden flash of light --

Then Agent Brown, his GUN still FIRING as his body falls.

And finally Agent Jones.

Neo stares at Morpheus, trying to will him into action.

NEO

Get up, Morpheus! Get up!

Morpheus sits unmoving, his head still down.

Neo grabs the climbing rope just as marines burst into

the adjoining room.

He attaches only one end to his harness when they OPEN

FIRE.

Quickly he swings the GUN, SPRAYING the other room,

WINDOWS SHATTERING, FURNITURE EXPLODING, marines diving

for cover.

INT. HALL (MATRIX) - DAY

Just outside the Presidential Suite, three marines

blister with snow-static.

INT. PRESIDENTIAL SUITE (MATRIX) - DAY

Morpheus lifts his face into the room's rain. His eyes,

still white, begin to blink, twitch, then close.

And when he opens them, they are again dark and flashing

with fire.

The Agents knife into the room, FIRING even as Neo's

BULLET TRAILS chase them.

Morpheus strains at his handcuffs.

The Agents and the marines turn the tide, BLASTING LEAD,

RICOCHETING, POCK-MARKING the COPTER.

FIRING wildly, Neo turns to see Morpheus rising, snapping

the handcuffs, starting for the window.

Agent Smith stops and sees Morpheus run past the open

bedroom door.

AGENT SMITH

Nooo!

He FIRES, sweeping across the sheetrocked wall in a

perfect line.

For an instant, we see the BULLETS SHRED, PUNCTURING the

WALL, searing through the wet air with jet trails of

chalk.

And as Morpheus starts to dive for the window, a bullet

buries itself in his leg --

Knocking him off balance.

NEO

He won't make it.

Morpheus lunges, out of control --

As Neo spins, every move a whip crack --

Snapping the other rope-end onto a bolted bar.

Morpheus begins to fall when Neo hurls himself into the

wide blue empty space --

Flying for a moment.

The rope snaking out behind him; an umbilical cord

attached to a machine.

As their two bodies, set in motion, rushing at each other

on a seemingly magnetic course until --

They collide.

Almost bouncing free of each other, arms, legs,

scrambling, hands searching in furious desperation,

finding hold and clinging.

Until the line ends, snapping taut, cracking their

fragile embrace. Morpheus tumbles, legs flipping over,

falling down --

The ground deliriously distant --

As Neo snatches hold of his mentor's still handcuffed

wrist.

NEO

Gotcha!

Trinity is already pulling the copter up and away.

As Agent Smith grabs the M-16 from the nearest marine.

He'll bring them all down. Targeting the helicopter, he

aims at something only he can see: the oil line.

PONK. PONK. PONK. The rear HULL is PUNCHED full of

holes and smoke and oil pours out like black blood.

TRINITY

Shit-shit-no!

Neo is pulling Morpheus up to him when he hears the

HELICOPTER BEGIN TO DIE.

NEO

Oh fuck.

Trinity throws the helicopter towards the roof of the

nearest building.

Morpheus and Neo cling to one another as they and the

machine above them begin to fall.

The ENGINE GRINDS, the CHOPPING BLADES start to slow

while --

The Agents stand in the open shattered window, watching

the helicopter disappear behind taller buildings.

Carried by its nomentum, Trinity guides the parabolic

fall over the nearest roof where --

Neo and Morpheus drop safely, rolling free as the rope

goes slack. Neo gets to his feet, trying to detach

himself but --

The helicopter is falling too fast, arcing over the roof

like a setting sun --

The coils of slack snap taught --

Yanking Neo off his feet, dragging him with ferocious

speed towards the edge even as --

Trinity lunges for the back door, her gun in one hand,

grabbing for the rope with the other --

Neo flies like a skipping stone, hurtling straight AT us,

when his feet hit the rain gutter --

A fulcrum that levers him up just as --

Trinity FIRES, severing the cord from the HELICOPTER,

falling free of it as it SMASHES, blades first into a

glass skyscraper.

Holding onto the rope she swings, connected to Neo, who

stands on the building's edge watching her arc beneath

him as the HELICOPTER EXPLODES --

She bounces against a shatterproof window that spider-

cracks out while FLAMES ERUPT behind her.

INT. MAIN DECK

Tank stares at the screen, his mouth agape.

TANK

He's the One. He's got to be...

EXT. ROOFTOP (MATRIX) - DAY

Neo pulls Trinity up into his arms. Both shaking, they

hold each other again.

MORPHEUS

I knew it! I goddamn knew it!

TRINITY

Morpheus!

She runs at him, throwing her arms around him.

MORPHEUS

Do you believe me now? He's the

One! Who else could have done

this?

NEO

Morpheus, I know you won't believe

me but the Oracle told ne I'm not

the One.

MORPHEUS

It doesn't matter if I don't

believe you --

His eyes light up.

MORPHEUS

What matters is that you don't

believe her.

INT. MAIN DECK

The PHONE RINGS.

TRINITY (V.O.)

Tank, get us out of here.

TANK

Got one ready. An underground El

station. State and Balbo.

TRINITY (V.O.)

See ya soon.

LINE GOES DEAD. Tank looks at the bodies and smiles.

TANK

See ya soon.

EXT. ROOFTOP (MATRIX) - DAY

The rope is all that remains. Agent Smith can barely

control his anger.

AGENT BROWN

The trace was completed.

AGENT JONES

We have their position.

AGENT BROWN

The extermination unit is in

place.

AGENT JONES

Order the strike.

Agent Smith can't stand listening to them. He moves to

the edge of the building, looking out at the surrounding

city.

AGENT SMITH

They're not out yet.

INT. "EL" STATION (MATRIX) - DAY

A metal gate is locked, the sign reading, "Station

Closed." Neo looks around, takes out a GUN and BLOWS OFF

the LOCK.

In the moist underground distance they hear the MUTED

RING of a TELEPHONE.

The PHONE is RINGING inside a graffiti-covered booth.

Across from it, sitting hunched against the red concrete

wall, is an OLD MAN. He stares at the RINGING PHONE,

taking a final pull off his T-bird. No one is around.

It continues to RING.

Determined, he stands and walks to the booth. He is

about to answer the phone, when Neo sees him.

NEO

Don't!

The Old Man stops, Neo rushes at hin, gliding smoothly

over the turnstiles.

OLD MAN

I'm sorry -- I didn't mean!

The Old Man is shaking, terrified. Neo looks at his gun.

He glances over his shoulder, then eases back the hammer.

NEO

Get outta here. Okay? Run! Go!

The Old Man nods, turns and hurries deeper into the urban

cave, disappearing into the shadows as Trinity and

Morpheus arrive.

TRINITY

What happened? Was that --

NEO

It was nobody.

Neo turns to the RINGING BOOTH.

NEO

Let's go! You first, Morpheus.

Morpheus gets in and answers the phone.

Lost in the shadow, the Old Man turns back and watches as

Morpheus disappears, the phone dropping, dangling by its

cord.

His eyes grow wide, glowing white in the dark.

EXT. ROOFTOP (MATRIX) - DAY

Agent Smith stares, his face twisted with hate. He will

never be free of the Matrix.

He starts to turn from the edge of the building when he

suddenly hears it, his head whipping back around,

staring --

INT. "EL" STATION (MATRIX) - DAY

As the Old Man stares.

Trinity hangs up the phone. She turns to Neo, standing

close enough to kiss him.

TRINITY

Morpheus is right, you know. It

doesn't matter what he believes or

even what the Oracle believes.

What matters is what you believe.

NEO

I believe...

He stares at the fullness of her lips.

NEO

I want to kiss you.

She smiles.

TRINITY

I want to kiss you too...

The PHONE begins to RING.

TRINITY

But I want it to be real.

She pulls herself away and gets into the booth when

something catches Neo's eye and he looks to where the Old

Man had been.

She hears him SCREAM and sees Agent Smith emerge as if

formed by congealing darkness, charging with a fistful of

metal.

The GUN FIRES, the BULLET flying at her, BURSTING through

the plastic WINDOW just as --

Trinity disappears.

The handset hanging in the air as the BULLET HITS,

SHATTERING the EAR-PIECE.

INT. HOVERCRAFT

Trinity blinks, shivering as her conscious exits the

Construct.

TRINITY

Neo!

TANK

What the hell just happened?

TRINITY

An Agent! You have to send me

back!

TANK

I can't!

INT. "EL" STATION (MATRIX) - DAY

GUN REPORT THUNDERS through the underground, both men

BLASTING, moving at impossible speed.

For a blinking noment we enter BULLET-TIME.

Gun flash tongues curl from Neols gun, bullets float

forward like a plane noving across the sky, cartridges

cartwheel into space.

An instant later they are nearly on top of each other,

rolling up out of a move that is almost a mirrored

reflection of the other --

Each jamming their gun tight to the other's head.

They freeze in a kind of embrace; Neo sweating, panting,

Agent Smith machine-calm.

Agent Smith smiles.

AGENT SMITH

You're empty.

Neo pulls the TRIGGER. CLICK.

NEO

So are you.

The smile falls. Agent Smith yanks his TRIGGER.

CLICK.

Agent Smith's face warps with rage and he attacks, fist

flying at furious speed, blows and counters, Neo

retreating as --

A knife-hand opens his forearm, and a kick sends him

slamming back against a steel column.

Stunned, he ducks just under a punch that crunches into

the beam, STEEL CHUNKS EXPLODING like shrapnel.

Behind him, Neo leaps into the air, delivering a neck-

snapping reverse round-house. Agent Smith's glasses fly

off and he glares at Neo; his eyes, ice blue.

AGENT SMITH

You can't win.

NEO

I already have.

He attacks with a vicious series of blows but the Agent

seems to absorb them, waiting for his opening.

And this time Agent Smith's attack is too much, an

unrelenting fury, fists pounding like jackhammers.

INT. HOVERCRAFT

Trinity watches Neo as his body jerks, mouth coughing

blood, his life signs going wild.

TRINITY

Jesus, he's killing him!

INT. "EL" STATION (MATRIX) - DAY

Agent Smith grabs hold of him, lifting him into the air,

hurling him against the curved wall of the train tunnel,

where he falls inches from the electrified third-rail.

The Agent is about to jump down, and press his attack

when he hears sonething. From deep in the tunnel, like

an animal cry; a burst of high-speed METAL GRINDING

against METAL.

The sound of an ON-COMING TRAIN.

INT. HOVERCRAFT

Tank is trying to find another entrance.

TRINITY

Send me back, Tank! Anywhere!

TANK

I'm looking, Trinity! I'm

looking!

From the cockpit, an ALARM sounds. Morpheus hurries to

the front console, typing, bringing up the radar.

Trinity follows him.

TRINITY

What is it... oh no.

In every pipe surrounding them, they see the

Extermination Unit.

TRINITY

Sentinels.

INT. SEWER MAIN

The killing machine we saw in the History Program blister

by us like tracer bullets shot down the throat of the

abyss.

INT. "EL" STATION (MATRIX) - DAY

Neo tries to get up. Agent Smith jumps down onto the

tracks and drop-kicks him in the face.

The world begins to shake, RUMBLING as the TRAIN NEARS.

AGENT SMITH

Do you hear that, Mr. Anderson?

Agent Smith grabs Neo in a choke-hold, forcing him to

look down the tracks, the train's headlight burning a

hole in the darkness.

AGENT SMITH

That is the sound of

inevitability.

Neo sees it coming and he starts to fight.

AGENT SMITH

It is the sound of your death.

There is another METAL SCREECH, MUCH LOUDER, closer, as

Agent Smith tightens his hold. Neo is unable to breathe.

AGENT SMITH

Goodbye, Mr. Anderson.

The TRAIN ROARS at them, swallowing Agent Smith's words.

The veins bulge in Neo's head, as he grits through the

pain.

He is not ready to die.

NEO

My name is Neo.

Impossibly, he hurls himself straight up, smashing Smith

against the concrete ceiling of the tunnel.

They fall as the sound and fury of the TRAIN EXPLODES

INTO the station.

Neo back-flips up off the tracks just as --

The train barrels over Agent Smith.

Neo stands, knees shaking, when the train slams on its

emergency brake. With an ear-splitting SHRIEK of

TORTURED RAILS, the train slows, part of it still in the

station.

Neo turns, limping, starting to run, racing for the

escalator --

As the train comes to a stop and the doors of the last

car open; Agent Smith bursts out in furious pursuit, his

glasses again intact.

INT. HOVERCRAFT

Morpheus checks the ship's self destruct key.

TRINITY

You can't use that until Neo is

out!

MORPHEUS

I know. Don't worry, he'll make

it.

EXT. CITY STREET (MATRIX) - DAY

A man sits in his Mercedes, talking on his car phone when

his door is thrown open. Neo yanks him out and jumps in.

Further down the street, Agent Smith slows, calmly

touching his ear-piece.

Neo throws the car across traffic, rocketing down a side-

street.

INT. CAR (MATRIX) - DAY

Driving like a demon with one hand, he grabs the car

phone and dials long distance.

INT. HOVERCRAFT

Tank answers.

TANK

Operator.

NEO (V.O.)

Mr. Wizard, Get me the fuck out

of here!

INT. CAR (MATRIX) - DAY

Looking over his shoulder, watching the mirrors, Neo

drives almost unconsciously.

NEO

Hurry, Tank! I got some serious

pursuit!

INT. HOVERCRAFT

The keyboard clicking, Tank searches for an exit.

Trinity screams into the headset.

TRINITY

Neo, you better get your ass back

here!

INT. CAR

NEO

I'm trying, Trinity. I'm trying.

TANK (V.O.)

I got one!

Neo glances to his right and sees Agent Brown, now

driving the car beside his. Agent Brown swerves,

slamming into him.

TANK (V.O.)

Wabash and Lake. A hotel.

Neo fights the steering wheel as Agent Brown pushes the

car up over the median.

TANK (V.O.)

Room 303.

Neo drops the phone as his car bucks into the opposing

lane --

Directly into the charging path of an enormous truck

driven by Agent Smith.

Neo dives from the Mercedes as the truck plows into it,

rending metal and GLASS, crushing through, totaling other

cars, as it EXPLODES.

Neo is up and running even as orange and black clouds

billow up behind hin.

EXT. CITY STREET (MATRIX) - DAY

Three figures silhouette by the burning wreckage become

the three agents.

Further down the street, Neo hauls his broken, bleeding

ass.

Agents Brown and Smith slow, touching their ear-pieces as

Agent Jones continues chasing full-bore.

Neo spins around a corner, racing toward a hotel called:

the Heart of Chicago Hotel.

Only Agent Jones is behind him now.

Neo dives into the alley. At the far end he sees Agent

Brown charging. Neo leaps for the fire escape and begins

to climb.

INT. SEWER MAIN

Sentinels open and shift like killer kaleidoscopes as

they ready their weapons, swarming around the

Nebuchadnezzar.

INT. HOVERCRAFT

The hovercraft booms as machines drop onto it.

TANK

I'm going to make the call.

MORPHEUS

Do it!

INT. "HEART OF CHICAGO" HOTEL (MATRIX) - DAY

Agent Snith is in the elevator when he hears the DISTANT

RING of a PHONE.

EXT. ALLEY (MATRIX) - DAY

The agents chase him, FIRING, BULLETS SPARKING and

RICOCHETING even as Neo jumps for the third-floor

platform.

Neo kicks in the window, jumping into the hall. The

doors count backwards: 310... 309...

INT. HOVERCRAFT

Morpheus grabs the biggest gun he can find. The lasers

begin to slice through the hull.

TRINITY

Where is he?

TANK

Almost there.

MORPHEUS

He's going to make it.

TRINITY

Hurry, Neo.

INT. HALL (MATRIX) - DAY

Neo can hear the PHONE RINGING.

305... 304...

Agent Brown reaches the broken window behind him just as

Neo grabs the handle of 303, throwing open the door to

find --

Agent Sniith, waiting, .45 cocked.

Neo can't move -- can't think --

BOOM.

INT. HOVERCRAFT

Neo's body jerks, and everyone hears it as the life

monitors snap flat-line.

Trinity screams. Morpheus is frozen in disbelief.

INT. HALL (MATRIX) - DAY

Three holes in his chest, Neo falls to the blue shag

carpeting, blood smearing down the wallpaper.

Agent Smith stands over him, still aiming, taking no

chances.

AGENT SMITH

Check him.

INT. HOVERCRAFT

Through the lasered opening, Morpheus screams, blasting

away at the machines; comet-wads of plasma burning holes

in their armored housings.

Trinity collapses onto Neo's body.

TRINITY

No-no-no! Neo, you're not dead!

You can't be dead!

INT. HALL (MATRIX) - DAY

Kneeling beside him, Agent Brown checks his vital signs.

AGENT BROWN

He's gone.

Agent Smith smiles, standing over him.

AGENT SMITH

I told you, you couldn't win.

INT. HOVERCRAFT

Tank is hit, a laser bolt knocking him to the ground.

They can't hold them off any longer. Morpheus lunges for

the self destruct --

As Trinity whispers in Neo's ear.

TRINITY

You're right here. I'm holding

you, Neo. I'm not letting you go.

Do you hear me? I won't let you

go.

INT. HALL (MATRIX) - DAY

The agents walk to the elevator, leaving Neo's body

behind.

INT. HOVERCRAFT

Morpheus flicks the Plexiglas shield of the self-

destruct.

TRINITY

Goddamnit, Neo! Don't give it up!

Not now!

She pounds on his chest.

TRINITY

Not now!

INT. HOTEL HALL (MATRIX) - DAY

The BLOW ECHOES deep in his mind.

His eyes snap open.

INT. HOVERCRAFT

Trinity screams as the monitors jump back to life. Tank

and Morpheus stare, unbelieving.

It is a miracle.

TRINITY

Now get up!

INT. HALL (MATRIX) - DAY

Neo struggles, holding his chest, sitting up. Down the

hall, he sees the elevator closing and --

Agent Smith staring at him as if he were looking at a

Cypher.

Neo gives him the finger.

AGENT SMITH

Nooooo!

Agent Smith pounds on the elevator door.

INT. HOVERCRAFT

A sentinel BLOWS a hole in Morpheus' right arm and he

screams, refusing to let go of the detonator.

INT. ROOM 303 (MATRIX) - DAY

Neo dives for the RINGING PHONE.

INT. HOVERCRAFT

Machines split open the craft, pouring in, lasers

targeting everywhere.

A beat finds the center of Morpheus' forehead and he

screams, ready to die.

TRINITY

Now!

He turns the key.

INT. OVERFLOW PIT

A blinding shock of white lights flood the chamber;

sentinels blink and fall instantly dead, filling the pit

with their cold, metal carcasses.

INT. HOVERCRAFT

In the still darkness, only the humans are alive.

TRINITY

Neo?

His eyes open. Tears pour from her smiling eyes as he

reaches up to touch her.

And she kisses hin; it seems like it might last forever.

FADE TO BLACK.

FADE IN:

ON COMPUTER SCREEN

as in the opening. The cursor beating steadily, waiting.

A PHONE begins to RING.

It is answered and the screen fills instantly with the

trace program. After a long beat, we recognize Neo's

voice.

NEO (V.O.)

Hi. It's me. I know you're out

there. I know you're working as

fast as you can to catch me.

We CLOSE IN ON the racing columns of numbers shimmering

across the screen.

NEO (V.O.)

I thought I should call and let

you know how things stand.

We DIVE THROUGH the numbers, surging UP THROUGH the

darkness, sucked TOWARDS a tight constellation of stars.

NEO (V.O.)

I know you're real proud of this

world you've built, the way it

works, all the nice little rules

and such, but I've got some bad

news.

We realize that the constellation is actually the holes

in the mouthpiece of a phone. Seen from inside.

NEO (V.O.)

I've decided to make a few

changes.

We SHOOT THROUGH the holes as Neo hangs up the phone.

He steps out of the phone booth and starts walking,

wearing a long black coat and dark glasses. He passes a

mother dragging her little BOY, who cranes his neck as --

Neo takes off, flying up into the air.

BOY

Mommy! Mommy!

MOMMY

What?

BOY

That man! That man flies!

MOMMY

Don't be silly, honey. Men don't

fly.

There is a RUSH of AIR as the Boy stares up as Neo shoots

overhead. His coat billowing like a black leather cape

as he soars up, up, and away.

FADE OUT.

THE END