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