THE MATRIX

by

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FADE IN:

ON COMPUTER SCREEN

so close it has no boundaries.

A blinking cursor pulses in the electronic 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.)

Yeah?

Data now slashes across the screen, information flashing

faster than we can read: "Call trans opt: received.

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

WOMAN (V.O.)

Is everything in place?

The man is silent. On screen: "Trace program: running."

We listen to the phone conversation as though we were on a

third line. The man's name is Cypher. The woman,

Trinity.

TRINITY (WOMAN) (V.O.)

I said, is everything in place?

The entire screen fills with racing columns of numbers.

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

digit phone number in the top corner.

CYPHER (MAN) (V.O.)

You weren't supposed to relieve me.

TRINITY (V.O.)

I know but I felt like taking a

shift.

The area code is identified. The first three numbers

suddenly fixed, leaving only seven flowing columns.

CYPHER (V.O.)

You like him, don't you? You like

watching him?

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.)

Don't be ridiculous.

CYPHER (V.O.)

We're going to kill him. Do you

understand that? He's going to die

just like the others.

TRINITY (V.O.)

Morpheus believes he is the One.

Only two thin digits left.

CYPHER (V.O.)

Do you?

TRINITY (V.O.)

I... it doesn't matter what I

believe.

CYPHER (V.O.)

You don't, do you?

TRINITY (V.O.)

If you have something to say, I

suggest you say it to Morpheus.

CYPHER (V.O.)

I intend to, believe me. Someone

has to.

The final NUMBER POPS into place --

TRINITY (V.O.)

Did you hear that?

CYPHER (V.O.)

Hear what?

On 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 CLOSING, the ELECTRIC HUM of the green

NUMBERS GROWING into an ominous ROAR.

TRINITY (V.O.)

I better go.

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

nether world of the computer screen.

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 modem, 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

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, the 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

cram 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 already

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 cuffs

and Trinity moves --

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

fast.

The eye blinks and Trinity's palm snaps up and his nose

explodes, blood erupting. Her leg kicks with the force of

a wrecking ball and he flies back, a two-hundred-fifty

pound sack of limp meat and bone that slams into the cop

farthest from her.

Trinity moves again, BULLETS RAKING the WALLS, flashlights

sweeping with panic as the remaining cops try to stop a

leather-clad ghost.

A GUN still in the cop's hand is snatched, twisted and

FIRED. There is a final violent exchange of GUNFIRE and

when it's over, Trinity is the only one standing.

A flashlight rocks slowly to a stop.

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 line was traced! I

don't know how.

MORPHEUS (MAN) (V.O.)

I know. They cut the hardline.

This line is not a viable exit.

TRINITY

Are they any agent?

MORPHEUS (V.O.)

Yes.

TRINITY

Goddamnit!

MORPHEUS (V.O.)

You have to focus. There is a

phone. Wells and Lake. 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 ESCAPE

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

movements 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 elevated 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

Mutherfucker -- 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 RUMBLING TRACKS of riveted

steel. The TRAIN SCREECHES beneath her, a RATTLING blur

of gray metal. Trinity jumps, 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 zeros 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 --

HER POV

The whole world seems to spin on its axis --

BACK TO SCENE

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.

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 turns U-turns,

its TIRES SCREAMING as it accelerates.

Trinity sees the headlights of 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 --

Barrelling 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 JONES

Then the informant is real.

AGENT SMITH

Does that surprise you? It was

inevitable.

AGENT JONES

He'll be contacting us again.

AGENT SMITH

Expect it. 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 DARKNESS.

The DARKNESS BEGINS TO RIPPLE WITH BRIGHT FLASHES OF BONE

WHITE as we PULL OUT of the eye of a skull.

It is a computer screen saver; the Jolly Roger flutters

against an electronic wind.

We DRIFT BACK FROM the screen and INTO --

INT. NEO'S APARTMENT

It is a studio apartment 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.

At the center of this technological rat-nest is NEO, a man

who knows more about living inside a computer than outside

one.

He is asleep in front of his PC. Behind him, the computer

screen suddenly goes blank. A prompt appears: "Wake up,

Neo."

Neo's eye pries open. He sits up, one eye still closed,

looking around, unsure of where he is. He notices the

screen.

He types "CTRL X" but the letter "T" appears.

NEO

What...?

He hits another and an "H" appears. He keeps typing,

pushing random functions and keys while the computer types

out a message as though it had a mind of its own.

He stops and stares at the four words on the screen:

"The Matrix has you."

NEO

What the hell?

He hits the "ESC" button. Another message appears:

"Follow the white rabbit."

He hits it again and the message repeats. He rubs his

eyes but when he opens them, there is another message:

"Knock, knock, Neo."

Someone KNOCKS on his door and he almost jumps out of his

chair. He looks back at the computer but the screen is

now blank.

Someone KNOCKS again. Neo rises, still unnerved.

NEO

Who is it?

CHOI (O.S.)

It's Choi.

Neo opens the door, leaving the chain on. A young Chinese

MAN stands with several of his friends.

NEO

You're two hours late.

CHOI

I know. It's her fault.

His GIRLFRIEND only has to smile.

NEO

You got the money?

CHOI

Two grand.

He takes out an envelope and gives it to Neo through the

cracked door.

NEO

Hold on.

He closes the door. On the floor near his bed is a book,

Baudrillard's Simulacra Simulations. The book has been

hollowed out and inside are several computer disks. He

takes one, sticks the money in the book and drops it on

the floor.

Opening the door, he hands the disk to Choi.

CHOI

Hallelujah! You are my savior, man!

My own personal Jesus Christ!

NEO

If you get caught using that --

CHOI

I know, I know. This never

happened. You don't exist.

NEO

Right...

Neo nods as the strange feeling of unrealness suddenly

returns.

CHOI

Something wrong, man? You look a

little whiter than usual.

NEO

I don't know... My computer...

He looks back at Choi, unable to explain what just

happened.

NEO

You ever have the feeling that

you're not sure if you're awake or

still dreaming?

CHOI

All the time. It's called mescaline

and it is the only way to fly.

He smiles and slaps the hand of his nearest droog.

CHOI

It sounds to me like you need to

unplug, man. A little R and R.

What do you think, Dujour, should we

take him with us?

DUJOUR (GIRLFRIEND)

Definitely.

NEO

I can't. I have to work tomorrow.

DUJOUR

Come on. It'll be fun. I promise.

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 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 walk 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 do you know that name?

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 somewhere 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 my computer?

She nods.

NEO

How did you do that?

TRINITY

Right now, all I can tell you, is

that you are in danger. I brought

you here to warn you.

NEO

Of what?

TRINITY

They're watching you, Neo.

NEO

Who is?

TRINITY

Please. Just listen. I know why

you're here, Neo. I know why you

left your family and your friends,

why you left your home to come to

this city. You're looking for him.

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

TRINITY

I know because I came looking for

the same thing, but when he found me

he told me I wasn't really looking

for him. I was looking for an

answer.

There is a hypnotic quality to her voice and Neo feels the

words, like a drug, seeping into him.

TRINITY

It's the question that brought you

here. You know the question just as

I did. It is a hacker's question.

NEO

What is the Matrix?

TRINITY

When I asked him, he said that no

one could ever be told the answer to

that question. They have to see it

to believe it.

She leans close, her lips almost touching his ear.

TRINITY

The answer is out there, Neo. It's

looking for you and it will find

you, if you want it to.

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 AM.

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. 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 the surface

of the glass.

RHINEHEART

You have a problem with authority,

Mr. Anderson. You believe that you

are special, 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 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.

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 Man hands him

the softpak.

FEDEX MAN

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. Do you know who this

is?

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

NEO

Morpheus...

MORPHEUS (V.O.)

I've been looking for you, Neo. 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. The elevator.

His head 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 fucking 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 another 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

The answer is coming, Neo.

He opens the window. The WIND 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 vertigoes into a

concrete chasm.

NEO

No way, no way, this is crazy.

MORPHEUS (V.O.)

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 a camera monitor; wide angle view of a white room

where Neo is sitting at a table alone.

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

monitor was a window.

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

Agent 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

landlady 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.

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 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 stares 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 can't scare me with 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 if 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 traces of his

mouth are 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, becoming 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 borrow, its tall thrashing as it

worms its way inside.

INT. NEO'S APARTMENT

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

What do you know?

MORPHEUS (V.O.)

You're the One, Neo. You see, you

may have spent the last few years

looking for me, but I've spent most

of my life looking for you.

Neo feels sick.

MORPHEUS (V.O.)

Do you still want to meet?

NEO

... Yes.

MORPHEUS (V.O.)

Go the the Adams Street bridge.

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

EXT. CITY STREET - NIGHT

It is just beyond the middle of the night; that time when

it seems there are no rules and everything feels unsafe.

Neo's boots scrape against the concrete. Every pair of

eyes he passes seems to follow him.

As he reaches the bridge, headlights creep in behind him.

He turns just as the car slides quickly to a stop beside

him. The back door opens.

TRINITY

Get in.

INT. CAR

A large black man named APOC is driving. Beside him is a

beautiful androgyne called SWITCH, aiming a large gun at

Neo.

NEO

What the hell is this?!

TRINITY

It's necessary, Neo. For our

protection.

NEO

From what?

TRINITY

From you.

She lifts a strange steel and glass device that looks like

a cross between a rib separator, speculum and air

compressor.

SWITCH

Take off your shirt.

He looks at the strange device and the gun still trained

on him.

NEO

What? Why?

SWITCH

Stop the car.

Apoc does.

SWITCH

Listen to me, coppertop! We don't

have time for 'twenty questions.'

Right now there is only one rule.

Our way or the highway.

NEO

Fine.

TRINITY

No, we can't let him go --

Neo opens the door.

TRINITY

Neo, please, you have to trust me.

NEO

Why?

TRINITY

Because you've been down there, Neo.

You already know that road. You

know exactly where it ends.

Neo stares out into the dark street beyond the open door.

TRINITY

And I know that's not where you want

to be.

NEO

... shit.

He closes the door.

EXT. LOWER WACKER

A moment later the green lights of Lower Wacker curve over

the car's tinted windshield as it rushes through the

underworld.

INT. CAR

Neo grudgingly strips off his T-shirt.

TRINITY

Lie back.

Trinity sets the device over Neo's stomach its three

corners resting on the points of his pelvis and sternum.

She then guides a mounted cylindrical probe into his navel

and squeezes a hand pump a few times to form a tight seal.

NEO

What is this thing?

TRINITY

We think you're bugged. Try to

relax.

She turns a dial and the machine bears down on Neo's

midsection, the cylinder sucking hard at his stomach.

Neo screams, squinting in pain as Trinity watches the

needle on a pressure gauge climb steadily.

TRINITY

Come on, come on...

The machine quivers as the pressure builds higher and

higher until something finally rockets wetly out of Neo's

stomach through the machine's coils.

TRINITY

Got it.

Trinity shuts off the compressor, Neo cradling his

stomach.

NEO

Got what? My spleen?

Trinity lifts a glass cage at the end of the tubing.

Inside the small fluke-like bug flips and squirms, its

tendrils flapping against the clear walls.

She unrolls the window and dumps it out.

EXT. CAR

It hits the pavement with a metallic tink, reverted back

into a common wire tap, as the car disappears down the

street.

EXT. HOTEL LAFAYETTE

The car stops in a deserted alley behind a forgotten

hotel.

INT. 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 have come because you know

something. What you know you can't

explain but you feel it. You've

felt it your whole life, felt that

something is wrong with the world.

You don't know what, but it's there

like a splinter in your mind,

driving you mad. It is this feeling

that brought you to me. Do you know

what I'm talking about?

NEO

The Matrix?

MORPHEUS

Do you want to know what it is?

Neo swallows hard and nods.

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. Like

everyone else, you were born into

bondage, kept inside a prison that

you cannot smell, taste, or touch.

A prison for your mind.

The LEATHER CREAKS as he leans back.

MORPHEUS

Unfortunately, no one can be told

what the Matrix is. You have to see

it for yourself.

Morpheus opens his hands. In the right is a red pill. In

the left, a blue pill.

MORPHEUS

This is your last chance. After

this, there is no going back. 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, 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-blue and electric green

from the racks of monitors.

Trinity, Apoc and Cypher look up as they enter.

MORPHEUS

Apoc, are we on-line?

APOC

Almost.

He and Trinity are working quickly, hard-wiring a complex

system of monitors, modules and drives.

MORPHEUS

Neo, time is always against us.

Will you take a seat there?

Neo sits in a chair in the center of the room and Trinity

begins gently fixing white electrode disks to his head,

arms, and the back of his neck. Near the chair is an old

oval dressing mirror that is cracked.

He 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 designed to disrupt

your input/output carrier signal so

we can pinpoint your location.

NEO

What does that mean?

CYPHER

It means buckle up, Dorothy, 'cause

Kansas is going bye-bye.

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.

MORPHEUS

Have you ever had a dream, Neo, that

you were so sure was real?

NEO

This can't be...

MORPHEUS

Be what? Be real?

The strands thin like rubber cement as he pulls away,

until the fragile wisps of mirror thread break.

MORPHEUS

What if you were unable to wake from

that dream, Neo? How would you know

the difference between the dream

world and the real world?

With the TINKLING of GLASS, shimmering SNOWFLAKES of

electric-blinking mercury fall, HIT the GROUND, and fade.

Neo looks at his hand; fingers distended into mirrored

icicles that begin to melt rapidly, dripping, running like

wax down his fingers, spreading across his palm 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.

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

his arms 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!

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!

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 cocoon.

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.

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.

The machine seizes hold of Neo, paralyzing him as the

cable lock at the back of his neck spins and opens.

The cable disengages itself. A long clear plastic needle

and cerebrum-chip slides from the anterior of Neo's skull

with an ooze of blood and spinal fluid. The other

connective hoses snap free and snake away as the machine

lets Neo go.

Suddenly, 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 oily clumps 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 machine hovering inside the

sewer main.

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.

He smiles.

MORPHEUS

Welcome to the real world, Neo.

He passes out.

FADE TO BLACK.

FADE IN:

INT. HOVERCRAFT

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

MORPHEUS (O.S.)

We found him, Trinity. We finally

found him.

TRINITY (O.S.)

What if he isn't the One, Morpheus?

How can you be so sure?

NEO'S POV

Neo's eyes FLUTTER OPEN. We see Morpheus' face above us,

angelic in the fluorescent glow of a light stick.

NEO (O.S.)

... am I dead?

MORPHEUS

Far from it.

FADE TO BLACK.

FADE IN:

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.

MORPHEUS

There is no reason for me to try to

explain it when I can simple show

it. Come with me.

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 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, Cypher, 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 life

systems and computer monitors.

At the center of the web, there are six ecto-skeleton

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

You want to know what the Matrix is,

Neo? The answer is right here.

He touches the back of Neo's head.

MORPHEUS

Help him, Trinity.

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

He feels Morpheus guiding a coaxial line into the jack at

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

cerebrum 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 Lafayette 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.

On the television, we glide over Lake Michigan towards the

glinting skyscrapers of the Windy City skyline circa 1997.

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.

He changes the channel and we see a very different Chicago

as we enter the television.

MORPHEUS

You have been living inside a

dreamworld, Neo. As in

Baudrillard's vision, your whole

life has been spent inside the map,

not the territory. This is Chicago

as it exists today.

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

'The desert of the real.'

Beneath us, the lake is gone.

We turn and descend, spiraling down toward the lake bed

which is scorched and split like burnt flesh, where we

find Morpheus and Neo.

MORPHEUS

The average temperature in Chicago

these days is minus eighty degrees

Celsius. Of course, the wind chill

makes it feel like minus one-twenty.

Neo clings to the chair, trying to get his bearings.

MORPHEUS

We have only bits and pieces of

information. What we know for

certain is that, at some point in

the early Twenty-first Century, all

of mankind was united in

celebration. Through the blinding

inebriation of hubris, we marveled

at our magnificence as we gave birth

to A.I.

NEO

A.I.? You mean artificial

intelligence?

MORPHEUS

Yes. A singular consciousness that

spawned an entire race of machines.

I must say I find it almost funny to

imagine the world slapping itself on

the back, toasting the new age. I

say almost funny.

He looks up and his sunglasses reflect the obsidian clouds

roiling overhead.

MORPHEUS

We don't know who struck first. Us

or them. But we do know it was us

that scorched the sky. At the time,

they were dependent on solar power.

It was believed they would be unable

to survive without an energy source

as abundant as the sun.

As we descend into the circular window of his glasses,

there is a flash of lightning.

MORPHEUS

Throughout human history, we have

been dependent on machines to

survive. Fate, it seems, is not

without a sense of irony.

EXT. FETUS FIELDS

On the flash, we PULL BACK from the darkness which reveals

itself to be the black eye of a fetus.

MORPHEUS

The Machines discovered a new form

of fusion. All they needed was a

small electrical charge to initiate

the reaction.

The fetus is suspended in a placenta-like husk, where its

malleable skull is already growing around the brain-jack.

MORPHEUS

The human body generates more

bioelectricity than a 120-volt

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

body heat.

The husk hanging from a stalk is plucked by a thresher-

like farm machine.

MORPHEUS

For the longest time, I wouldn't

believe it. But then I saw the

fields with my own eyes, spreading

in every direction for miles.

Inside the power plant, I watched

them liquefy the dead so they could

be fed intravenously to the living

and standing there, facing the

efficiency, the pure, horrifying

precision, I came to realize the

obviousness of the truth.

Still PULLING BACK, we see the image of the field now on

the television as we return to the white space of the

construct.

INT. CONSTRUCT

Morpheus steps INTO VIEW as he clicks off the television.

MORPHEUS

What is the Matrix? Control.

He opens the back of the television remote control.

MORPHEUS

The Matrix is a computer-generated

dreamworld built to keep us under

control in order to change a human

being into this.

He holds up a coppertop battery.

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 brain had been put into a centrifuge.

NEO

I don't believe it! I don't believe

it!

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 is sitting like a shadow on a chair in the far

corner.

MORPHEUS

No. But if you could, would you

really want to?

Deep down, Neo knows 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 to 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 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

the search is over.

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 TANK 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

If this war ended tomorrow, Zion is

where the party would be.

NEO

It's a city?

TANK

The last human city. The only place

we got left.

NEO

Where is it?

TANK

Deep underground. Near the earth's

core, where it's still warm. You

live long enough, you might even see

it.

Tanks 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 with 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 some combat training?

Neo reads the label on the disk.

NEO

Jujitsu? 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

It is later.

CLOSE ON a computer monitor 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

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.

NEO

This is incredible. I know kung fu.

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. It has the same basic

rules. Rules like gravity. What

you must learn is that these rules

are no different than the rules of a

computer system. Some of them can

be bent. Others can be broken.

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 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

MOUSE bursts into the room, interrupting dinner.

MOUSE

Morpheus is fighting Neo!

All at once, everyone bolts for the door.

INT. DOJO

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

at Morpheus.

MORPHEUS

Good. Adaptation. 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 from 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 stands, nodding slowly.

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 Kombat.

MOUSE

Jeeezus Keeerist! That boy is fast!

INT. DOJO

Morpheus begins to press Neo, countering blows while

slipping in several stinging slaps.

MORPHEUS

Come on, Neo. What are you waiting

for? You're faster than this.

Don't think you are. Know you are.

Whack, Morpheus cracks Neo again. Neo's face twists with

rage as the speed of the blows rises like a drum solo.

MORPHEUS

Come on! Stop trying to hit me and

just hit me.

Wham. A single blow catches Morpheus on the side of the

head, knocking off his glasses.

INT. MAIN DECK

There are several gasps.

MOUSE

I don't believe it!

INT. DOJO

Morpheus rubs his face, then smiles.

NEO

I know what you're trying to do --

MORPHEUS

I'm trying to free your mind, Neo,

but all I can do is show you the

door. You're the one that has to

step through. Tank, load the jump

program.

INT. HOVERCRAFT

Apoc and Switch exchange looks as Tank grabs for the disk.

INT. CONSTRUCT - ROOFTOP - DAY

Morpheus and Neo are again in the white space of the

Construct. Beneath their feet, we see the jump program

rush up at them until they are standing on a rooftop in a

city skyline.

MORPHEUS

Let it all go, Neo. Fear. Doubt.

Disbelief. 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 as --

He 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. Free my mind. Right.

No problem.

He takes a deep breath. And starts to run.

INT. MAIN DECK

They are transfixed.

SWITCH

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.

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, stretching 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

Do you know why you didn't make it?

NEO

Because... I didn't think I would?

Morpheus smiles and nods.

INT. MAIN DECK

They break up.

MOUSE

What does it mean?

SWITCH

It doesn't mean anything.

CYPHER

Everyone falls the first time,

right, Trinity?

But Trinity has already 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.

MORPHEUS

Your mind makes it 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 tray 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.

INT. HALL

Trinity steps out of Neo's room to find Cypher watching

her.

CYPHER

I don't remember you ever bringing

me dinner.

Trinity says nothing.

CYPHER

There's something about him, isn't

there?

TRINITY

Don't tell me you're a believer now?

CYPHER

I just keep wondering if Morpheus is

so sure, why doesn't he take him to

the Oracle? She would know.

TRINITY

Morpheus will take him when he's

ready.

She turns and he watches her walk away.

EXT. CITY STREET - TRAINING PROGRAM - DAY

Morpheus moves effortlessly through a crowded downtown

street while Neo struggles to keep up, constantly bumped

and shouldered off the path.

MORPHEUS

This is another Matrix simulation.

A training program to help you get

your sea legs and teach you one very

important lesson.

NEO

What -- what lesson?

Neo collides with a man who looks just like Rhineheart.

MORPHEUS

The Matrix is a system, Neo, and

that system is our enemy. When you

look around, what do you see?

Businessmen, lawyers, students.

People. Everywhere you look, there

are people. Somewhere else,

somewhere in the future they may be

human beings but here these people

are a part of the system. That

makes every one of them our enemy.

A beautiful woman in a red dress smiles at Neo as she

passes by.

MORPHEUS

It is important to understand that

if you are not one of us, you are

one of them.

Morpheus stops, turning to Neo.

MORPHEUS

Do you understand, Neo?

NEO

I think I do.

MORPHEUS

No you don't. Did you see the woman

in the red dress?

NEO

Yeah.

MORPHEUS

Look again.

Neo turns just as Agent Smith levels a gun at his face --

Neo screams.

MORPHEUS

Freeze it.

Everything except Morpheus and Neo freezes.

MORPHEUS

The agents are sentient programs.

They can enter any software that is

hardwired to the system. They can

become anyone who is still a captive

of the Matrix. If the Matrix is a

prison, then the agents are its

wardens and if humankind is to

survive they first must be stopped.

Neo listens to his intense voice.

MORPHEUS

Every attempt to fight them has

ended in failure. Only a handful of

men and women have ever crossed an

agent and lived because they are

everyone and they are no one.

Unkillable. But now I believe that

is going to change.

NEO

How?

MORPHEUS

I've seen an agent punch through a

concrete wall. Men have emptied

entire clips at them and hit noting

but air. Yet as powerful as they

are, their speed and strength are

but tethers to the rules of an

unreal world. Because of this, they

will never be as strong or as fast

as you can be.

Neo scratches his head.

NEO

What? Are you trying to tell me

that I can dodge bullets?

MORPHEUS

No, Neo. I'm trying to tell you

that when you're ready, you won't

have to.

Morpheus' CELL PHONE RINGS and he flips it open.

TANK (V.O.)

We got trouble.

EXT. SEWER MAIN

The Nebuchadnezzar blisters by, trailing a swirling,

supercharged, electromagnetic wake.

INT. COCKPIT

Morpheus slides into the co-pilot's chair next to Dozer.

MORPHEUS

How much time, Dozer?

DOZER

I estimate we'll be within range of

detection in about two minutes.

Morpheus scans the decayed landscape of the sewer main

that rolls by as Neo and Trinity squeeze into the cockpit

behind him. Morpheus points to a small tributary.

MORPHEUS

Set down in there.

NEO

What's going on?

DOZER

Squiddy tripped one of our long

distance alarm probes.

NEO

What?

TRINITY

A Sentinel. It's a killing machine

designed for one thing.

DOZER

Search and destroy.

Neo feels the ship rock to the side as it squeezes into a

tiny supply line.

EXT. HOVERCRAFT

The Nebuchadnezzar sets down, almost wedged into a pipe

that barely accommodates its size.

INT. COCKPIT

Morpheus clicks the intercom.

MORPHEUS

How we doing, Tank?

INT. MAIN DECK

Tank works furiously at the operator's station.

TANK

Done.

He flips a series of switches and the ceaseless WHIR of

the ship's TURBINES GRIND TO a HALT. The main deck is

plunged into dark silence.

Tank whispers.

TANK

Power off-line. E.M.P. armed and

ready.

Tank's fingers curl around a small key that glows a dim

red.

INT. COCKPIT

Neo leans into Trinity's ear.

NEO

E.M.P. An electromagnetic pulse.

TRINITY

It disables any electrical system in

the blast radius. It's the only

weapon we have against the machines.

Through the cockpit's windshield, the vast cavern of the

sewer main yawns before them. Strands of green haze curl

around mossy icicles that dangle into a pool of churning

frozen waste.

Neo begins to angle around Dozer but Morpheus grabs him.

MORPHEUS

Don't move. It'll hear you.

Neo freezes and they wait.

Without the Nebuchadnezzar's heating systems, the

temperature in the cockpit begins to rapidly drop. The

crew members huddle together, their breath freezing into a

uniform cloud as it gets colder and colder.

Dozer quietly reaches to brush away the frost on the

windshield and as his hand clears a swathe --

They see it.

In the darkness, a shifting shadow of mechanized death.

It is beautiful and terrifying. Black alloy skin flickers

like sequins beneath sinewy coils and skeletal appendages.

Neo can feel the hairs on the back of his neck rise as it

silently glides over them with shark-like malevolence

until it disappears into the darkness.

In the frozen little room, everyone breathes a little

easier.

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 comes up behind him.

CYPHER

Whoa! Shit, Neo, you scared the

Bejeezus out of me.

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.

Neo stares at the endlessly shifting river of information,

bizarre codes and equations flowing across the face of the

monitor.

NEO

Do you always look at it encoded?

CYPHER

Have to. The image translators sort

of work for the construct programs

but there's way too much information

to decode the Matrix. You get used

to it, though. Your brain does the

translating. I don't even see the

code. All I see is blonde, brunette,

and redhead. You want a drink?

Neo nods and he pours a clear alcohol from a plastic jug.

CYPHER

You know, I know what you're

thinking 'cause right now I'm

thinking the same thing. Actually,

to tell you the truth, I've been

thinking the same thing ever since

I got here.

He raises the glass.

CYPHER

Why the fuck didn't I take that blue

pill!?

He throws the shot down his throat. Neo does the same and

it almost kills him. Smiling, Cypher slaps him on the

back.

CYPHER

Good shit, eh? Dozer makes it.

It's good for two things:

degreasing engines and killing brain

cells.

Red-faced, Neo finally stops coughing. Cypher pours him

another.

CYPHER

Can I ask you something? Did he

happen to tell you why he did it?

Neo looks up, unsure.

CYPHER

Why you're here?

NEO

... Yeah.

CYPHER

Gee-zus! What a mindfuck. You're

here to save the world. You gotta

be shitting me. What do you say to

something like that?

Neo looks down at his drink.

CYPHER

I'm going to let you in on a little

secret here. Now don't tell him I

told you this, but this ain't the

first time Morpheus thought he found

the One.

NEO

Really?

CYPHER

You bet your ass. It keeps him

going. Maybe it keeps all of us

going.

NEO

How many were there?

CYPHER

Five. Since I've been here.

NEO

What happened to them?

CYPHER

Dead. All dead.

NEO

How?

CYPHER

Honestly. Morpheus. He got them

all amped up believing in bullshit.

I watched each of them take on an

agent and I watched each of them

die. Little piece of advice: you

see an agent, you do what we do;

run. Run your ass off.

Neo gulps down another shot.

CYPHER

Look, I'm not trying to spook you, I

just want to help and I'm not going

to bullshit you. See, this is the

real world and the real world ain't

about heroes and miracles. This

world's about one thing: survival.

That's all there is.

He throws back a final shot.

NEO

Thanks... for the drink.

CYPHER

Any time.

Cypher nods as Neo heads for the ladder.

CYPHER

Sweet dreams.

INT. MESS HALL - CLOSE ON BOWL OF SINGLE-CELL PROTEIN

A substance with a consistency somewhere between yogurt

and cellulite.

TANK

Here you go, buddy. Over easy,

right?

Tank slides it in front of Neo and takes a seat with the

other crew members enjoying breakfast.

APOC

Breakfast of champions, Neo.

NEO

What is it?

TANK

Single-celled protein. We grow it

in a vat.

The substance jiggles a few moments before coming to a

rest. Neo frowns.

MOUSE

It's not so bad, long as you don't

think about liposuction.

Mouse sucks at the goo with a straw as Morpheus enters.

MORPHEUS

I want everyone on twelve-hour

standby. We're going in. I'm

taking Neo to see her.

With that he turns and leaves.

NEO

See who?

TANK

The Oracle.

Trinity glances at Cypher who smiles thinly.

EXT. HOTEL LAFAYETTE - DAY

The door opens and for the first time since his release,

Neo steps back into the Matrix. He squints at the sun

which seems unnaturally bright. He is the only one

without sunglasses.

Apoc and Switch remain at the door as the others enter the

alley.

MORPHEUS

We should be back in an hour.

Cypher opens the metal garage where the car is parked. As

Trinity, Morpheus and Neo cross to the car, Cypher glances

about quickly, then drops something inside a garbage can.

It is a cellular phone and we see its blue display as the

line connects.

INT. CAR

Neo sits beside Trinity in the back. He cannot stop

staring as the simple images of the urban street blur past

his window like an endless stream of data rushing down a

computer screen.

MORPHEUS

Almost unbelievable, isn't it?

Neo nods as the car continues to wind through the crowded

city.

NEO

God...

TRINITY

What?

NEO

I used to eat there... Really good

noodles.

He is speaking in a whisper, almost as if talking to

himself.

NEO

I have these memories, from my

entire life but... none of them

really happened.

He turns to her.

NEO

What does that mean?

TRINITY

That the Matrix cannot tell you who

you are.

NEO

But an Oracle can.

TRINITY

That's different.

NEO

Is it?

TRINITY

Are you worried?

NEO

Should I be?

TRINITY

No.

He turns to the window for a moment and then turns back.

NEO

Did you go to her?

TRINITY

Yes.

NEO

What did she tell you?

TRINITY

She told me...

She looks at him and suddenly she is unable to speak or

even breathe.

NEO

What?

The car suddenly jerks to a stop.

MORPHEUS

We're here. Neo, come with me.

Neo and Morpheus get out of the car. Cypher looks into

the rearview mirror at Trinity.

CYPHER

Here we go again, eh, Trin?

He smiles as she turns to the window.

EXT. BUILDING

Tenement-like and vast, it is the kind of place where

people can disappear.

INT. BUILDING

Morpheus nods to a blind man who nods back. An elevator

opens and Neo follows Morpheus inside.

INT. ELEVATOR

The idea of learning one's fate begins to weigh upon Neo

with a steadily growing unease.

NEO

So is this the same oracle that made

the, uh, prophecy?

MORPHEUS

Yes. She's very old. She's been

with us since the beginning.

NEO

The beginning?

MORPHEUS

Of the Resistance.

NEO

And she knows what? Everything?

MORPHEUS

She would say she knows enough.

NEO

How does she know?

MORPHEUS

She is a true psychic. She sees

beyond the relativity of time. For

her there is no past, present or

future. There is only what is.

NEO

And she's never wrong.

MORPHEUS

Don't think of it in terms of right

and wrong. She is a guide, Neo.

She can help you find the path.

NEO

She helped you?

MORPHEUS

Yes.

NEO

What did she tell you?

MORPHEUS

That I would find the One.

DING. The ELEVATOR opens.

INT. HALL

The long dark hall beckons. Neo follows Morpheus out of

the elevator and the doors rattle shut behind him. With

every step, a disturbing sense of inevitability closes in

around him.

At the end of the hall, Morpheus steps to the side of a

door.

MORPHEUS

I told you that I can only show you

the door. You have to step through

it.

Neo blows out a breath. His hand reaches but stops,

hovering over the spherical handle. He backs away.

NEO

Morpheus, I don't think this is a

good idea.

MORPHEUS

Why?

NEO

I told you I don't believe in this

stuff. No matter what she says I'm

not going to believe it, so what's

the point?

MORPHEUS

What do you believe in?

NEO

What do I believe it? Are you

kidding me? What do you think? I'm

still trying to deal with the fact

that everything I believed was real,

wasn't. The whole world, my entire

life was a lie. I don't know

anything anymore, Morpheus.

MORPHEUS

That's why we're here.

NEO

Why? So I can hear some old lady

tell me, what? That I'm this guy

that everybody's been waiting for?

The one that's supposed to save the

world? Come on. How do I respond

to that? I can't. It's ridiculous.

I mean who am I? I'm nobody, I'm

just a guy. What did I do,

Morpheus? Why me?

MORPHEUS

Faith is beyond the reach of whys

and why nots. These things are not

a matter of cause and effect, Neo.

I do not believe things with my

mind. I believe them with my heart.

In my gut.

NEO

And you still believe I'm the One?

MORPHEUS

Yes I do.

NEO

Yeah? What about the other five

guys? The five before me? What

about them?

Morpheus tries to hide his heart being wrenched from his

chest.

NEO

Did you believe in them too?

MORPHEUS

No. I did not. I have never told

anyone this, Neo. After I saw the

Oracle I thought... no, I

misunderstood what she told me. I

believed that it was all about me.

That I would find the One, not that

he would find me.

This is difficult for Morpheus to admit.

MORPHEUS

I believed that all I had to do was

point my finger and anoint whoever

I chose. I was wrong, Neo.

Terribly wrong. Not a day or night

passes that I do not think of them.

After the fifth, I lost my way. I

doubted everything the Oracle had

said. I doubted myself.

He looks up at Neo.

MORPHEUS

And then I saw you, on the Net,

searching for me and everything

changed. I felt this charge, this

electricity through my whole body.

I started laughing and tears poured

out of my eyes, because I knew, I

knew that you were the One.

His eyes blaze.

MORPHEUS

Listen to me, Neo. I know why

you're afraid to go through that

door. You can't get free of

thinking that I could be wrong. You

must believe me. There is a

greatness inside of you, Neo. A

greatness that is going to lift you

to unimaginable heights and that in

time will change the world.

NEO

Morpheus, I don't know --

MORPHEUS

I know. That is why it is so

important for you to go. Please,

Neo, I'm asking you to find whatever

respect you may have for me and

trust me.

Neo feels a rush from Morpheus' intensity, the

unadulterated confidence of a zealot.

NEO

All right.

He reaches for the handle which turns without him even

touching it. A WOMAN wearing white opens the door.

PRIESTESS (WOMAN)

Hello, Neo. You're right on time.

INT. ORACLE'S APARTMENT

It seems particularly normal.

PRIESTESS

Make yourself at home, Morpheus.

MORPHEUS

Thank you.

PRIESTESS

Neo, come with me.

She leads Neo down another hall and into what appears to

be a family room.

There is another woman in white sitting on a couch

watching a soap opera. Scattered about the room are a

half dozen children.

Some of them are playing, others are deep in meditation.

All of them exude a kind of Zen calm.

PRIESTESS

These are the other Potentials. You

can wait here.

Neo watches a little girl levitate wooden alphabet blocks.

Closer to him, a SKINNY BOY with a shaved head holds a

spoon which sways like a blade of grass.

In front of him is a pile of spoons bent and twisted into

knots.

Neo crosses to him and sits. The boy smiles and hands Neo

the spoon which is now perfectly straight.

SPOON BOY (SKINNY BOY)

Do not try to bend the spoon. That

is impossible. Instead, only try to

realize the truth.

NEO

What truth?

SPOON BOY

That there is no spoon.

Neo nods, staring at the spoon.

NEO

There is no spoon.

SPOON BOY

Then you will see that it is not the

spoon that bends. It is only

yourself.

The entire room is reflected inside the spoon and as Neo

stares into it, it slowly begins to bend until --

A hand touches his shoulder.

PRIESTESS

The Oracle will see you now.

Spoon Boy smiles.

She takes him to the last room, parting a curtain that

leads into a kitchen.

ORACLE

Just come on in.

INT. KITCHEN

An OLD WOMAN is huddled beside the oven, peering inside

through a cracked door.

NEO

Hello?

ORACLE (OLD WOMAN)

I know. You're Neo. Be right with

you.

NEO

You're the Oracle?

ORACLE

Bingo. Not quite what you were

expecting, right? I got to say I

love seeing you non-believers.

Always a pip. 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

That 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?

He nods.

ORACLE

So? What do you think? You think

you're the One?

NEO

Honestly? I don't know.

She gestures to a wooden plaque, the kind every kitchen

has, except that the words are in Latin.

ORACLE

You know what that means? It's

Latin. Means, 'Know Thyself'. I'm

gonna let you in on a little secret.

Being the One is just like being in

love. Nobody can tell you you're in

love. You just know it. Through

and through. Balls to bones.

She puts her cigarette down.

ORACLE

Well, I better have a look at you.

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

glands in his neck.

ORACLE

Open your mouth. Say 'ahh'.

She nods then looks at his palms.

ORACLE

Okay, now I'm supposed to say,

'Hmmm, that's interesting but...'

Then you say --

NEO

But what?

ORACLE

But you already know what I'm going

to tell you.

NEO

I'm not the One.

ORACLE

Sorry, kid. You got the gift but

looks like you're waiting for

something.

NEO

What?

ORACLE

Your next life, maybe. Who knows.

That's how these things go.

Neo almost has to laugh.

ORACLE

What's funny?

NEO

Morpheus. He almost had me

convinced.

ORACLE

I know. Poor Morpheus. Without him

we are lost. We will never find the

One.

NEO

What do you mean, without him?

The Oracle takes a long drag, regarding Neo with the eyes

of a Sphinx.

ORACLE

Are you sure you want to hear this?

Neo nods.

ORACLE

Morpheus believes in you, Neo and no

one, not you or even me can convince

him otherwise. He believes it so

blindly that he's going to sacrifice

his life to save yours.

NEO

What?

ORACLE

You're going to have to make a final

choice. In one hand, you will have

Morpheus' life. In the other hand,

you will have your own. One of you

is going to die. Which one, will be

up to you.

Neo can't breathe.

ORACLE

I'm sorry, kiddo. I really am. You

have a good soul and I hate giving

good people bad news. But don't

worry, as soon as you walk outside

that door, you'll start feeling

better. You'll remember that you

don't believe any of this fate crap.

You're in control of your own life,

remember?

He tries to nod as she reaches for the tray of cookies.

ORACLE

Here, take a cookie. I promise by

the time you're done eating it,

you'll feel right as rain.

Neo takes a cookie, the tightness in his chest slowly

beginning to fade.

INT. SITTING ROOM - DAY

Morpheus rises from a couch as the Priestess escorts Neo

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

shoulder.

MORPHEUS

There is a rule that no one can ask

what the Oracle said to you. What

was said was said for you and you

alone.

He smiles.

MORPHEUS

I can see it in your eyes, that you

are still confused. That's all

right, Neo. Give it time, let it

all sink in. I know it can be

difficult to see the path even when

it's right under your feet.

Neo nods and takes a bite of his cookie.

INT. CAR

Neo and Morpheus get in the car.

MORPHEUS

Let's go.

Cypher slaps the car in gear and pulls into traffic.

Trinity looks at Neo who is staring at the final bit of

cookie. He puts it in his mouth and chews.

TRINITY

Are you all right?

NEO

... right as rain.

EXT. CITY STREET - DAY

Switch watches as an unmarked white van trolls by.

SWITCH

Weird.

APOC

What?

SWITCH

That's the third white van I've

seen.

APOC

Should Tank I.D. it?

Switch sees the black car turn onto their street.

SWITCH

No. Here they come.

INT. ROOM 1313 - DAY

Mouse's CELLULAR RINGS.

MOUSE

Welcome to Movie-Phone.

TANK (V.O.)

They're on their way.

The phone flips shut as he jumps up.

EXT. CITY STREET

Cypher closes the garage door, nervously looking around.

At the end of the alley is another white van. He mops the

sweat from his forehead, following the others into the

hotel.

INT. MAIN DECK

Sweat rolls down Cypher's face and neck. At the

operator's station, Tank is typing rapidly.

TANK

What is that...?

INT. HOTEL LAFAYETTE - 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 - 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 deju vu is usually a glitch in the

Matrix. It happens when they change

something.

She also listens as the STACCATO BEAT of HELICOPTER BLADES

GROWS ominously LOUD.

INT. MAIN DECK

Tank sees what was changed.

TANK

It's a trap!

INT. STAIRCASE - DAY

Morpheus looks up the stairs as a helicopter shadow passes

over the clouded glass.

MORPHEUS

Come on!

INT. BASEMENT - DAY

Heavy bolt cutters snap through the main phone cable.

INT. ROOM 1313 - DAY

Mouse goes to the draped windows as his CELLULAR RINGS.

He answers it.

TANK (V.O.)

They cut the hardline! It's a trap!

Get out!

Mouse yanks open the curtain.

MOUSE

Oh no.

The windows are bricked up. Mouse spins as the RUMBLE of

COMBAT BOOTS BUILDS, then EXPLODES into the room.

INT. MAIN DECK

Tank watches helplessly.

TANK

No, no, no.

INT. STAIRS - DAY

Morpheus stops as MOUSE'S SCREAM is drowned out by the

REPORT of MACHINE GUN FIRE.

INT. ROOM 1313 - DAY

Mouse sails backwards as BULLETS POUND him against the

blood-spattered brick window.

INT. MAIN DECK

Mouse's body thrashes against its harness, blood coughing

from his mouth in one final spasm, then lying perfectly

still. The FLATLINE ALARM softly cries out from the life

monitor.

EXT. HOTEL LAFAYETTE - DAY

More police cars arrive as cops break open the lobby

doors.

INT. STAIRWELL - DAY

Flying downstairs, Morpheus stops, hearing POLICE SWARMING

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

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 BOOTSTEPS 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. HOTEL LAFAYETTE - 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 - DAY

Agent Smith pauses, his hand going to his earpiece.

INT. ROOM 808 - 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 - DAY

Agent Smith hears the LINE CLICK dead.

AGENT SMITH

Eighth floor. They're on the eighth

floor.

INT. STAIRWELL - DAY

Cops flood the eighth floor, rushing everywhere.

INT. ROOM 808 - 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 - DAY

They are inside the main plumbing wall, slowly worming

their way down the grease black stack pipes.

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

INT. HALL - DAY

Brown turns to Smith.

AGENT BROWN

Where are they?

INT. ROOM 808 - DAY

The Cops search in silence, straining for a clue, when one

hears something strange near the bathroom.

INT. WALL - DAY

Cypher has slipped and is wedged between the wall and

several thick supply pipes.

INT. ROOM 808 - 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 - DAY

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

BULLETS PUNCHING shafts of light like swords into the box

of soot-black space.

Neo finds his GUN first and begins BLASTING blindly

through the plaster and lath.

INT. ROOM 808 - DAY

The Cops spins out of the bathroom for cover, Neo's

BULLETS SPLINTERING the door jamb.

About to whirl back in, he freezes as something seems to

seize hold of him. The Cop's body starts to spasm and his

M-16 falls to the ground, long shadows springing up from

the mounted flashlight.

INT. WALL - DAY

Neo listens for a moment, the gunfire quiet when he hears

FOOTSTEPS rising fast.

Two arms suddenly smash through the wall, punching Neo

back against the iron stack pipe, fingers gouging into his

neck.

NEO

Fuck.

His gun clatters down the dark crevice.

TRINITY

It's an Agent!

Just as Neo's throat is about to collapse, Morpheus

explodes through the tattered plaster and lath, diving on

top of Agent Smith.

The two men crash to the wet terrazzo floor. Before Agent

Smith can find his weapon, Morpheus is on him, pinning him

in an iron grip.

In the crawlspace, Trinity tries to scramble up past

Cypher.

TRINITY

Morpheus!

Morpheus squeezes Agent Smith's throat.

MORPHEUS

Trinity, you must get Neo out. Do

you understand? He is all that

matters.

Neo suddenly glimpses what is happening but is powerless

to stop it.

NEO

No. No! Morpheus! Don't!

MORPHEUS

Trinity! Go! Get to the basement.

Find the catch basin!

Behind his crooked glasses, Agent Smith smiles.

AGENT SMITH

The sewers. Of course.

MORPHEUS

Hurry!

AGENT SMITH

They won't make it.

Trinity's fists ball in frustration. She yells down to

Apoc.

TRINITY

Go!

NEO

We can't leave him!

TRINITY

We have to!

She grabs his ankle and they begin almost falling using

the lath as a brake, skidding down the inside of the wall.

INT. BASEMENT - 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.

Apoc is the first to smash through in a hail of dirt and

plaster, landing in the middle of an enemy search unit.

Apoc doesn't let them suffer too long.

Immediately, he is on them, a long blade flashing in his

hand in wide, bloody electric arcs, feet kicking, bones

breaking.

Switch drops next to him from the wet wall. Whipping out

small, full AUTOMATIC MACHINE GUNS, she begins laying down

cover FIRE as more men surround them.

Blinding lights cut open the darkness as gas-masked

figures FIRE GRENADE LAUNCHERS.

Smoke blossoms from the green metal canisters.

Trinity never stops moving. Searching the floor, she

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

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

bounces near him.

TRINITY

Come on!

Cypher seems to trip as the cloud envelops him.

Trinity watches Cypher disappear into the smoke, then

follows the others down the wet-black hole.

INT. ROOM 808 - DAY

Morpheus and Agent Smith remain on the ground, locked in

each other's death grip.

AGENT SMITH

The great Morpheus. 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 counters Morpheus and slowly begins to pry his

hands from his throat.

Striking like a viper, Morpheus drives a vicious head butt

into Agent Smith's face. His nose and glasses shatter.

Morpheus flips up over Agent Smith, about to run, but

lands in front of a wall of men. Agent Smith rises behind

him, tossing off the broken sunglasses.

AGENT SMITH

Take him.

The wall of Cops rush Morpheus, filling the tiny bathroom

until he disappears under the tide.

INT. MAIN DECK

Tank reaches out to the screen as if reaching for

Morpheus.

TANK

No!

EXT. HOTEL LAFAYETTE - DAY

Cypher is carried out, handcuffed, his body still shaking,

mucus bubbling out his nose. Agent Jones nods to Agent

Brown.

AGENT JONES

We have them now.

EXT. STREET - 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

waterlogged 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?

EXT. STREET - DAY

Cypher is standing at a public phone. Across the street

is the burning paddy wagon that appears to have collided

with an oncoming car.

CYPHER

There was an accident. A fucking

car accident. All of a sudden.

Boom. Jesus, someone's going to

make a believer out of me.

TANK (V.O.)

I got you.

CYPHER

Just get me outta here.

TANK (V.O.)

Nearest exit is Franklin and Erie.

An old appliance store.

Cypher hangs up and smiles as the fire trucks arrive.

INT. MAIN DECK

The PHONE RINGS. Tank answers.

TANK

Operator.

TRINITY (V.O.)

Tank, it's me.

EXT. STREET - DAY

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

NEO

Is Morpheus alive?

TRINITY

Is Morpheus still alive, Tank?

TANK (V.O.)

Yes. They're moving him. I don't

know where yet.

TRINITY

He's alive.

Again, inevitability seems to cinch around Neo.

TRINITY

We need an exit!

TANK (V.O.)

You're not far from Cypher.

TRINITY

Cypher, I thought --

TANK (V.O.)

So did we. I sent him to Franklin

and Erie.

TRINITY

Got it.

INT. APPLIANCE STORE - 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.

EXT. STREET - DAY

Trinity sees the appliance shop.

INT. MAIN DECK

Tank punches the exit command.

TANK

Got him.

Cypher's body twitches in its harness, jerking itself

awake.

INT. APPLIANCE STORE - DAY

Neo crawls through the window that Cypher opened.

INT. MAIN DECK

Tank finishes loading the exit program as Cypher pulls

back a heavy blanket, exposing a high-tech rifle.

INT. APPLIANCE STORE - DAY

The PHONE begins to RING as the others crawl in.

SWITCH

God, I love that sound.

INT. MAIN DECK

Suddenly, a white BOLT of LIGHTNING EXPLODES against

Tank's chair, blasting him into the air.

Cypher checks the gun, unable to believe he missed.

CYPHER

Shit.

Tank is on his feet, lunging when Cypher FIRES again,

square into his chest.

DOZER

No!

INT. APPLIANCE STORE - 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

SIZZLING BODY of Dozer and looks at the monitor.

INT. APPLIANCE STORE - DAY

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?!

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.

TRINITY

You killed them.

APOC

What?!

SWITCH

Oh, God.

Wearing Tank's operator headgear, Cypher moves among the

silent bodies.

CYPHER

I'm tired, Trinity. I'm tired of

this war, I'm tired of fighting.

I'm tired of this ship, of being

cold, of eating the same fucking

goop every day. But most of all,

I'm tired of this jagoff and all of

his bullshit.

TRINITY

My God. Morpheus. You gave them

Morpheus.

CYPHER

Yes. You see, the truth is,

Trinity, that 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.

TRINITY

But you're out, Cypher. You can't

go back.

CYPHER

That's what you think. They've

promised to back me, Trinity.

They're going to reinsert my body.

I'll go back to sleep and when I

wake up, I'll be fat and rich and I

won't remember a goddamn thing.

It's the American dream.

He laughs, his hand sliding around the neck of Switch as

he takes hold of her plug.

CYPHER

Welcome to the real world, eh, baby?

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 it to you.

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. Right?

How can he be the One if he's dead?

He takes hold of the cord.

CYPHER

You never did answer me, Trinity,

when I asked you before. Did you

buy Morpheus' bullshit? Come on.

You can tell me, did you? All I

want is a little yes or no. Look

into his eyes, Trinity, those pretty

blue eyes and tell me the truth.

Yes or no.

Trinity stares at Neo as a single word falls soundlessly

from her lips.

TRINITY

... yes.

CYPHER

No!

Cypher is frozen, staring AT us in terror.

CYPHER

I don't believe it!

Charred and bloody, Tank levels the gun.

TANK

Believe it or not, you piece of

shit, you're still going to burn.

He FIRES a CRACKLING BOLT of LIGHTNING that knocks Cypher

flying backwards.

INT. APPLIANCE STORE

Trinity throws her arms around Neo and for a moment they

are alone and alive until --

The PHONE RINGS.

NEO

Go. You first this time.

INT. MAIN DECK

Trinity's eyes snap 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. GOVERNMENT BUILDING - DAY

A government highrise in the middle of downtown where a

military helicopter sets down on the roof.

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. EXECUTIVE OFFICE - DAY

Agent Smith stands, 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.

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

He is alternately shivering and sweating, wired to various

monitors with white disk electrodes. Beside him, 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 redesigned to this: the

peak of your civilization.

He turns from the window.

AGENT SMITH

I say 'your civilization' because as

soon as we started thinking for you,

it really became 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 not to show the pain

racking his mind.

AGENT SMITH

The future of your world, Morpheus.

The future is our time.

Agent Smith looks at Agent Brown.

AGENT SMITH

Double the dosage.

Agent Jones suddenly enters.

AGENT JONES

We could have a problem.

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 hacking his mind.

NEO

How?

TANK

They inject virus-like serums to

attack the neuro-systems. 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

ordered symmetrical one.

TANK

When it does, Morpheus will tell

them anything they want to know.

NEO

What do they want?

TANK

Every leader of every ship is given

the codes to Zion's mainframe

computer which can be accessed only

through the Matrix. They are used

only in emergencies. If an agent

had those codes and got inside

Zion's mainframe they could disable

the entire defense system. It would

be the end of everything.

He looks up at Trinity who is pacing relentlessly.

TANK

We can't let that happen, Trinity.

Zion has to be protected.

INT. GOVERNMENT BUILDING

Morpheus is fighting to hold his mind together. The

agents stand over him.

AGENT SMITH

Never send a human to do a machine's

job.

AGENT BROWN

If, indeed, Reagan had failed, they

will sever the connection as soon as

possible, unless --

AGENT JONES

They are dead. In either case --

AGENT SMITH

We have no choice but to continue as

planned. Deploy the sentinels.

Immediately.

INT. MAIN DECK

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

she kicks him.

TRINITY

Goddamnit! Goddamnit!

NEO

There has to be something that we

can do.

TANK

There is. We have to pull the plug.

TRINITY

You're going to kill him? Kill

Morpheus?!

TANK

Trinity, we don't have any other

choice.

Neo suddenly sees it perfectly clear, fate rushing at him

like an oncoming train.

Tank kneels beside Morpheus' body.

TANK

Morpheus, you were more than our

leader. You were... our father. We

will miss you, always.

Trinity can't bear to watch. As she closes her eyes, her

tears slip free.

Tank takes hold of the plug.

Neo is paralyzed, his whole life is suddenly suspended by

the finality of this moment hurling at him with the speed

of a bullet.

Tank closes his eyes --

NEO

Stop!

They both look at him.

NEO

Goddamnit! I don't believe this is

happening!

TANK

Neo, this has to be done!

NEO

Does it? I don't know. This can't

be just coincidence. It can't be!

Can it?

TANK

What are you talking about?

NEO

The Oracle. She told me this would

happen. She told me...

Neo stops, his stare fixed on Morpheus.

NEO

That I would have to make a

choice...

TRINITY

What choice?

He makes his choice. Turning, he walks to his chair.

TRINITY

What are you doing?

NEO

I'm going in after him.

TRINITY

You can't!

NEO

I have to.

TRINITY

Morpheus sacrificed himself so we

could get you out! There's no way

you're going back in!

NEO

Morpheus did what he did because he

believed that I'm something I'm not.

TRINITY

What?

NEO

I'm not the One, Trinity. The

Oracle hit me with that too.

Trinity is stunned.

TRINITY

No, you... have to be.

NEO

I'm sorry, I'm not. I'm just

another guy. Morpheus is the one

that matters.

TRINITY

No, Neo. That's not true. It can't

be true.

NEO

Why?

TRINITY

Because...

Uncertainty swallows her words and she is unable to tell

him what she wants to.

TANK

Neo, this is loco. They've got

Morpheus in a military-controlled

building. Even if you somehow got

inside, those are agents holding

him. Three of them! I want

Morpheus back, too, but what you are

talking about is suicide.

NEO

I know that's what it looks like,

but it's not. I can't logically

explain to you why it's not.

Morpheus believed something and he

was ready to give his life for what

he believed. I understand that now.

That's why I have to go.

TANK

Why?

NEO

Because I believe in something.

TRINITY

What?

NEO

I believe I can bring him back.

Trinity stares at him, hovering on the edge that he just

jumped off. Her jaw sets and she starts climbing into the

chair beside him.

NEO

What are you doing?

TRINITY

I'm coming with you.

NEO

No, you're not.

TRINITY

No? Let me tell you what I believe.

I believe Morpheus means more to me

than he does to you. I believe that

if you are serious about saving him

then you are going to need my help

and since I am the ranking officer

on this ship, if you don't like it

then I believe that you can go to

hell, because you aren't going

anywhere else.

There is nothing more to say except --

TRINITY

Tank, load us up.

INT. EXECUTIVE OFFICE - 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? Besides a miracle...

NEO (V.O.)

Guns. Lots of guns.

INT. CONSTRUCT

Racks of weapons appear and they begin to 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. EXECUTIVE OFFICE - 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 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.

Agents Brown and Jones look at each other.

AGENT SMITH

Now!

They leave and Agent Smith sits beside Morpheus.

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 the key. My

key.

Morpheus sneers through the pain.

AGENT SMITH

Once Zion is destroyed, there is 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

You are going to tell me or you are

going to die.

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. GOVERNMENT BUILDING -DAY

A dark wind blows.

INT. GOVERNMENT BUILDING - 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 to the security

station, drawing nervous glances.

Dark glasses, game faces.

Neo calmly passes through the METAL DETECTOR which begins

to WAIL immediately.

A SECURITY GUARD moves over toward Neo, raising his metal

detection wand.

GUARD

Would you please remove any metallic

items you are carrying: keys, loose

change --

Neo slowly sets down his duffel bag and throws open his

coat, revealing an arsenal of guns, knives, and grenades

slung from a climbing harness.

GUARD

Holy shit --

Neo and Trinity are a blur of motion. In a split second,

three guards are dead before they hit the ground.

Chaos erupts; bystanders run for cover, POPPING CAPS

ECHOING in the stark official lobby.

A second wave of plainclothes cops and guards try to stop

them. They are met by the MUTED SPIT of a SILENCED GUN

and the razored WHISTLE of THROWING STARS.

Weapons like extensions of their bodies, are used with the

same deadly precision as their feet and their fists.

Bodies slump down to the marbled floor while Neo and

Trinity hardly even break their stride.

INT. EXECUTIVE OFFICE

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 - DAY

They get in. Trinity immediately drops and opens the

suitcase, wiring a plastique and napalm bomb.

INT. EXECUTIVE OFFICE - DAY

Agent Jones looks at Morpheus.

AGENT JONES

I think they're trying to save him.

INT. ELEVATOR SHAFT - 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 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 sear

to the top.

INT. LOBBY - DAY

The ELEVATOR HITS the bottom.

BA-BOOM!

The MASSIVE EXPLOSION BLOWS OPEN the DOORS, fire clouds

engulfing the elevator section of the lobby.

INT. EXECUTIVE OFFICE - DAY

The Agents hear the BLAST of FIRE ALARMS.

AGENT JONES

Lower level --

AGENT BROWN

They are actually attacking.

Another 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 - DAY

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

Trinity stand amongst a pile of their fallen enemies.

Across the roof, the PILOT inside the army helicopter

watches the last of their 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 final 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 gunsmoke at --

The Agent blurred with motion --

Until the HAMMERS CLICK against the 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 Agent Jones standing

over him, raising his gun a final time.

AGENT JONES

Only human...

Suddenly Agent Jones stops. He hears a SHARP METAL CLICK.

Immediately, he whirls around and turns straight into the

muzzle of Trinity's .45 --

Jammed tight to his head.

TRINITY

Dodge this, mutherfucker!

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.

TRINITY

Neo, how did you do that?

NEO

Do what?

TRINITY

You moved like they moved. I've

never seen anyone move that fast.

NEO

It wasn't fast enough.

He checks his shoulder wound.

TRINITY

Are you all right?

NEO

I'm fine. Come on, we have to keep

moving.

Neo sees the helicopter.

NEO

Can you fly that thing.

TRINITY

Not yet.

She pulls out the 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 Trinity's Supplement Drive punching

the "load" commands on her keyboard.

EXT. ROOF - 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 - 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!

INT. EXECUTIVE OFFICE - DAY

Agent Jones throws open the 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!

Neo grabs the climbing rope and attaches one end to his

harness.

INT. HALL - DAY

Just outside the executive office, three Marines blister

with snow-static.

INT. EXECUTIVE OFFICE - DAY

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

When he finally opens his eyes, they are again dark and

flashing with fire.

He rises from the chair, snapping his handcuffs just as

the Agents enter the adjoining room.

Agent Smith stops and sees Morpheus run past the open

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 his 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 on to a bolted bar as --

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!

INT. MAIN DECK

Tank stares at the screen, his mouth agape.

TANK

He is the One. He's gotta be... but

why? He's gotta be!

EXT. GOVERNMENT BUILDING

Trinity is already pulling the copter up and away.

Anger boils up into Agent Smith and he points his gun,

targeting the helicopter. He'll bring them all down.

The helicopter crabs through the canyon of skyscrapers and

just as Agent Smith FIRES --

It disappears behind a building, Agent Smith's BULLETS

FRACTURING the huge PANES of skyscraper GLASS.

AGENT SMITH

Find them! Track them!

EXT. ROOFTOP - DAY

The helicopter touches down on the skyscraper in a swirl

of dust and gravel. Neo has an arm around Morpheus,

holding him up.

TRINITY

Morpheus!

She runs at him, slamming her arms around him.

MORPHEUS

Do you believe it now, Trinity?

Trinity looks at Neo.

NEO

Morpheus, the Oracle... she told

me --

MORPHEUS

She told you exactly what you needed

to hear. That's all. Sooner or

later, Neo, you're going to realize

just like I did the difference

between knowing the path and walking

the path.

INT. MAIN DECK

The PHONE RINGS.

MORPHEUS (V.O.)

Tank.

TANK

Goddamn! It's good to hear your

voice, sir!

MORPHEUS (V.O.)

We need an exit.

TANK

Got one ready, sir. Subway. State

and Balbo.

MORPHEUS (V.O.)

We're on our way --

EXT. ROOFTOP - DAY

We rush at the roof access door as it suddenly slams open

and the three agents charge out.

But Neo, Trinity and Morpheus are already gone.

AGENT SMITH

Damnit!

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. SUBWAY STATION - DAY

An old man sits hunched in the far corner of the station,

shadows gathered around him like blankets. Mumbling, he

nurses from a bottle of Thunderbird when --

A PHONE begins to RING.

Neo leads Trinity and Morpheus bounding over a set of

turnstiles towards the ringing phone inside a graffiti-

covered booth.

NEO

Let's go! You first, Morpheus.

Morpheus gets in and answers the phone.

Lost in the shadow, the Old Man watches as Morpheus

disappears, the phone dropping, dangling by its cord. His

eyes grow wide, glowing white in the dark.

EXT. ROOFTOP - 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 around, staring --

INT. SUBWAY - OLD MAN'S POV - DAY

Through the Old Man's eyes as the world begins to RUMBLE.

TRINITY

hangs up the phone, then turns to Neo.

TRINITY

Neo, I have to tell you something.

I don't know what it means or even

if it matters but I feel I have to

say it.

The RUMBLE GROWS, the ground beginning to shake.

TRINITY

I've never told anyone this before.

I think I've been afraid to.

Behind her, the PHONE begins to RING.

TRINITY

When I went to the Oracle, she told

me... she told me that I would meet

a man. And that I would fall in

love...

The RUMBLE RISES, drowning her voice. Neo is drawn

towards her, their lips close enough to kiss when a TRAIN

BLASTS into the station.

For a moment, they are frozen by the strobing lights of

the train until Neo whispers in her ear.

NEO

Promise me you'll tell me the rest?

She nods as he closes the booth. The PHONE RINGS once

more before she lifts the receiver when --

In the darkness of the far corner, Neo sees the old man in

the flashing train-light as he becomes --

Agent Smith, raising a fistful of black gun-metal.

NEO

No!

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

the PLASTIC WINDOW just as --

Trinity disappears.

The headset 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. SUBWAY STATION - DAY

The destroyed phone dangles in the empty booth. Neo turns

to Agent Smith whose gun stares at him like a third eye.

AGENT SMITH

Mr. Anderson.

INT. MAIN DECK

Morpheus and Trinity stand behind Tank riveted to the

scrolling code.

TRINITY

Run, Neo. Run.

INT. SUBWAY STATION - DAY

Neo looks at the dead escalator that rises up behind him.

Slowly he turns back and in his eyes we sees something

different, something fixed and hard like a gunfighter's

resolve.

There is no past or future in these eyes. There is only

what is.

INT. MAIN DECK

Trinity is unable to understand.

TRINITY

What is he doing?

MORPHEUS

He's beginning to believe.

INT. SUBWAY STATION - DAY

Neo whip-draws his gun flashpoint speed of lightning as --

Smith OPENS FIRE.

GUN REPORT THUNDERS through the underground, both men

BLASTING, moving at impossible speed.

For a blinking moment we enter BULLET-TIME.

Gun flash tongues curl from Neo's gun, bullets float

forward like a plane moving 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, fists

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

I'm going to enjoy watching you die,

Mr. Anderson.

Agent Smith attacks with unrelenting fury, fists pounding

Neo 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. SUBWAY STATION - 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 something. 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.

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

tracks and drop-kicks him in the face.

The world again 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

Good-bye, 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 backflips 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

Tank searches the Matrix.

TRINITY

What just happened?

TANK

I don't know. I lost him.

MORPHEUS

He's on the run --

Suddenly, a SIREN sounds.

TANK

Oh shit!

Morpheus bolts to the ladder.

INT. COCKPIT

Morpheus climbs into the cockpit. On the hologram radar,

he sees the Sentinels.

TRINITY

Oh no.

Trinity is behind him.

TRINITY

How long?

MORPHEUS

Five minutes. Maybe six.

Morpheus lifts the headset.

MORPHEUS

Tank, charge the E.M.P.

TANK (V.O.)

Yes, sir.

TRINITY

You can't use that until Neo is out!

MORPHEUS

I know, Trinity. Don't worry. He's

going to make it.

EXT. CITY STREET - DAY

A BUSINESSMAN walks along the sidewalk, wheeling and

dealing into his cell phone when it disappears, snatched

by Neo as he flashes by.

MAN

What the shit -- My phone!

The Man turns to call for help and when he turns back, it

is Agent Smith.

Neo is in a full out sprint, spinning and weaving away

from every pedestrian, every potential Agent.

He flips open the cell phone and dials long distance.

INT. HOVERCRAFT

Tank answers.

TANK

Operator.

NEO (V.O.)

Mr. Wizard, get me the fuck out of

here!

EXT. CITY STREET - DAY

A pickup truck swerves onto the sidewalk behind him,

driven by Agent Jones.

NEO

Hurry, Tank! I got some serious

pursuit!

Neo dodges down an alley.

INT. HOVERCRAFT

The KEYBOARD CLICKING, Tank searches for an exit. Trinity

screams into the headset.

TRINITY

Neo, you better get your ass back

here!

EXT. ALLEY

Neo burns down the alley, the pickup fishtailing behind

him, gaining fast.

NEO

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

He runs, feet digging, legs pumping and just before the

truck buries him --

He dives into a gangway at the last second.

INT. MAIN DECK

Tank speed-reads the reams of Matrix code.

TANK

I got a patch on an old exit.

Wabash and Lake. A hotel. Room

303.

EXT. CITY STREET

Neo springs from the gangway, head swiveling in all

directions.

NEO

Which way? Which way?

TANK (V.O.)

Duck!

He ducks as a SWARM of BULLETS CHEW into the BRICK WALL

behind him and spring full bore down the street, Agent

Smith right behind him.

TANK (V.O.)

Go straight!

Neo hauls ass, juking, ducking and diving, feet hardly

touching the ground.

TANK (V.O.)

Watch for those Girl Scouts!

Agent Jones emerges from a bus full of Girl Scouts that

are unloading on his right.

Neo veers left as Agent Brown rises from behind a

newspaper up ahead.

TANK (V.O.)

Left! Take a left!

He does, finding himself in an open market --

That teems with people.

Neo screams and kamikazes his way down the little avenues

lined with vendors and shops.

He careens through the labyrinth, out of control. And at

every turn there is an Agent; appearing from crowds,

behind fish counters, tent flaps, and crates.

Neo spins. He can't shake them. They are everywhere.

He dives from the maze down a service alley.

INT. MAIN DECK

Tank reaches out to the monitor.

TANK

No! Not down there!

EXT. ALLEY

It is a dead end.

Neo turns back as the Agents emerge from the market.

NEO

Uh, help! Need a little help!

INT. MAIN DECK

Tank frantically scans the monitor like a road map.

TANK

That door on your left.

EXT. ALLEY

Neo dives for it but --

NEO

It's locked.

TANK (V.O.)

Kick it in! Kick it in!

Peeling back, Neo almost kicks the door from its hinges,

lunging from the Agents' BULLETS.

INT. APARTMENT BUILDING

Neo springs up the old crooked apartment building stairs.

TANK (V.O.)

Now down that hall.

He is halfway down the hall, running in sharp long strides

when a DOOR EXPLODES open at the end.

TANK

Shit! The door on your left.

Neo lurches, kicking in an apartment door.

TANK

No! Other left!

He whirls back to his other left, battering through the

DOOR which SPLINTERS, PERFORATED by BULLETS.

Tank barks directions in Neo's ear, guiding him zigzag

through the apartment.

TANK (V.O.)

Right! Straight, then right!

An old woman watches TV as Neo blurs past her and into her

kitchen, where another woman is chopping vegetables.

TANK (V.O.)

That window!

Neo throws it open, leaping for the fire escape just as a

knife buries itself in the window casing.

TANK

Down! Down!

Tumbling down the RATTLING FIRE ESCAPE, Neo leaps the last

ten feet into the alley below with Agent Brown right

behind him.

INT. MAIN DECK

Finger on the monitor, Tank traces Neo's path.

TANK

That's it! You're almost there!

That fire escape at the end of the

alley!

EXT. ALLEY

Neo scrapes himself to his feet, broken and bleeding,

charging for the end of the alley.

Agent Smith suddenly pauses as if recognizing something;

the faded NEON BUZZES: Chase Hotel.

INT. HOVERCRAFT

Tank loads the exit.

TANK

I'm going to make the call.

MORPHEUS

Do it!

Suddenly, the lights go red.

TRINITY

No.

Morpheus looks up.

MORPHEUS

Here they come.

EXT. SEWER MAIN

The Sentinels open and shift like killer kaleidoscopes as

they attack, slamming down onto the Nebuchadnezzar.

INT. HOVERCRAFT

The hovercraft booms down as they hit. Morpheus opens the

lock on the EMP detonator.

Trinity watches him.

MORPHEUS

He's going to make it.

EXT. ALLEY - DAY

Neo scrambles up the fire escape as BULLETS spark and

RICOCHET around him.

On the third floor, he kicks in the window, jumping into

the hall. The doors count backwards: 310... 309...

INT. MAIN DECK

Another systems ALARM sounds.

TANK

They've burned through the outer

shields.

TRINITY

Hurry, Neo.

INT. HALL - DAY

Neo can hear the PHONE RINGING.

305... 304...

Agent Brown reaches the broken window behind him just as

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

find --

Agent Smith, waiting, .45 cocked.

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

BOOM.

INT. MAIN DECK

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

MONITORS SNAP FLATLINE.

Trinity screams. Morpheus stumbles back in disbelief.

MORPHEUS

No, it can't be. It can't be.

LASERS suddenly SEAR through the main deck as the

Sentinels slice open the hull.

INT. HALL - DAY

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

carpeting, blood smearing down the wall paper. Agent

Smith stands over him, still aiming, taking no chances.

AGENT SMITH

Check him.

INT. MAIN DECK

Amid the destruction raining around her, Trinity takes

hold of Neo's body.

TRINITY

Neo...

INT. HALL - DAY

Kneeling beside him, Agent Brown checks his vital signs.

AGENT BROWN

He's gone.

Agent Smith smiles, standing over him.

AGENT SMITH

Good-bye, Mr. Anderson.

INT. MAIN DECK

In tears, Morpheus takes hold of the EMP switch.

Trinity whispers in Neo's ear.

TRINITY

Neo, please, listen to me. I

promised to tell you the rest. The

Oracle, she told me that I'd fall in

love and that man, the man I loved

would be the One. You see? You

can't be dead, Neo, you can't be

because I love you. You hear me? I

love you!

Her eyes close and she kisses him, believing in all her

heart that he will feel her lips and know that they speak

the truth.

INT. HOTEL HALL - DAY

He does. And they do.

His eyes snap open.

INT. MAIN DECK

Trinity screams as the MONITORS JUMP back to LIFE. Tank

and Morpheus look at each other.

It is a miracle.

TRINITY

Now get up!

INT. HALL - DAY

Holding his chest, Neo struggles to get up. At the end of

the hall, the Agents wait for the elevator when Agent

Smith glances back. He rips off his sunglasses looking at

Neo as if he were looking at a ghost.

Neo gets to his feet, all three Agents grabbing for their

GUNS. As one, they FIRE.

NEO

No!

Neo raises his hands and the bullets, like a cloud of

obedient bees, slow and come to a stop. They hang frozen

in space, fixed like stainless steel stars.

The Agents are unable to absorb what they are seeing.

Neo plucks one of the bullets from the air. We see him

and the hall reflected in the bright casing. We MOVE

CLOSER until the bullet FILLS our VISION and the distorted

reflection morphs, becoming the "real" image.

He drops the bullet and the others fall to the floor.

Neo looks out, now able to see through the curtain of the

Matrix. For a moment, the walls, the floor, even the

Agents become a rushing stream of code.

INT. MAIN DECK

All three stare transfixed with awe as the scrolling code

accelerates, faster and faster, as if the machine language

was unable to keep up or perhaps describe what is

happening.

They begin to blur with brilliant saturated color images

of Neo standing in the hall.

TANK

How...?!

MORPHEUS

He is the One. He is the One!

An EXPLOSION shakes the entire ship.

INT. HALL

Agent Smith screams, his calm machine-like expression

shredding with pure rage.

He rushes Neo. His attack is ferocious but Neo blocks

each blow easily. Then with one quick strike to the chest

he sends Agent Smith flying backwards.

For the first time since their inception, the Agents know

fear.

Agent Smith gets up and attacks again but as he lunges,

Neo disappears.

Spinning around he looks to the others and feels

something, like a tremor before a quake, something deep,

something that is going to change everything.

Suddenly a SEARING sound stabs through his earpiece as his

chest begins to swell, then balloon as --

Neo bursts up out of him. Agent Smith screams, fighting

what seems inevitable as Neo absorbs and envelops him,

overtaking Smith as if he were now an Agent, until --

Only Neo is left.

Neo faces the remaining Agents. They look at each other,

the same idea striking simultaneously --

They run.

INT. MAIN DECK

Sentinels are everywhere destroying the ship. A LASER

cuts its way towards Morpheus who stands at the EMP

detonator.

TRINITY

Neo!

INT. HALL

Again he hears her. He reacts to the RINGING PHONE,

rushing towards it even as --

INT. MAIN DECK

The LASERS burn towards Morpheus. On the screen we see

Neo dive for the phone as --

The LASER HITS.

TRINITY

Now!

Morpheus turns the key.

INT. OVERFLOW PIT

A blinding shock of white light floods 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 him; it seems like it might last forever.

FADE TO BLACK.

FADE IN:

CLOSE 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 can feel you now.

We CLOSE IN ON the racing columns of numbers shimmering

across the screen.

NEO (V.O.)

I imagine you can also feel me.

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 slides on a pair of

sunglasses. He looks up and we RISE.

HIGHER...

... and HIGHER, until the city is miles below.

After a moment, Neo BLASTS BY us, his long black coat

billowing like a black leather cape as he flies faster

then a speeding bullet.

FADE OUT.

THE END