

The Matrix Revolution, Part 1

by Ben Sibelman

with an excerpt from *The Matrix* and excerpts from two versions of *The Matrix Reloaded* script, by Larry and Andy Wachowski

(**Bold text** in the excerpts indicates added material. Strikeouts and ellipses indicate skipped material.)

Sources

The Matrix transcript: <http://www.ix625.com/matrixscript.html>

The Matrix Reloaded draft script:
<http://www.imsdb.com/scripts/Matrix-Reloaded,-The.html>

The Matrix Reloaded shooting script:
<http://www.horrorlair.com/movies/scripts/matrixreloaded.pdf>

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SCENE 1

Total blackness.

NEO (V.O. from the end of *The Matrix*)
I know you're out there. I can feel you now.

Down into the black screen comes a single column of glowing green symbols. It is quickly joined by many others as the camera closes in.

NEO (cont'd)
I know that you're afraid. You're afraid of us. You're afraid of change.

19 of the columns terminate in the letters of "THE MATRIX REVOLUTION." The camera passes through the U, which extends back into a canyon of smaller symbols with gaps in its walls.

NEO (cont'd)

I don't know the future. I didn't come here to tell you how this is going to end. I came here to tell you how it's going to begin.

The camera approaches and flies through the words "PART 1."

NEO (cont'd)

I'm going to show these people what you don't want them to see. I'm going to show them a world without you. A world without rules and controls, without borders or boundaries. A world where anything is possible.

The camera rises above this canyon to show that it is made of buildings, which are part of a vast city made of green symbols.

NEO (cont'd)

Where we go from there is a choice I leave to you.

The camera, moving at a few hundred miles per hour, swings around without changing its direction of motion, and Neo comes into view, flying. Like everything else, he is made of green symbols. We close in on a point of blinding green-white radiance inside his head.

The screen whites out momentarily, then fades to Ext. day: the same view but with a "real" Neo and city. The camera continues to swing around Neo's head until we're looking over his shoulder. In the distance ahead is the UBank tower, a glass skyscraper with a big hole in the side.

Cut to a shot of the tower from ground level. Tilt down and pan right to a medium shot of a female reporter standing in front of a government building whose ground floor has extensive blast damage. There is a cordon of police tape just behind her. The reporter has been talking since the beginning of the shot.

REPORTER

Thank you, Don. I'm here at the City Federal Building, and we're into the sixth week of the investigation into the terrorist attack in which the Building's main lobby was firebombed, as a first step toward the attackers' main goal of breaking out an imprisoned terrorist known only by his code name, Morpheus.

Remaining focused on the reporter, the camera begins to dolly backward into a nearby alleyway. This allows us to see the camera crew filming the reporter, their news van, and a crowd of curious onlookers.

REPORTER

The attackers got Morpheus out of the building using a stolen military helicopter, which then careened out of control and smashed into the nearby UBank tower. However, authorities believe Morpheus and two of his accomplices, code-named Neo and Trinity, may have escaped alive. Police and military officials have issued a general warrant, and anyone with information on the whereabouts of these three terrorists should call the number we're putting onscreen now, along with their pictures.

We can now see Morpheus and Trinity watching from the alleyway. Trinity begins speaking somewhat before the reporter has finished.

TRINITY

whispering

Are you sure we want to go out there, Morpheus?

MORPHEUS

Trinity, we have The One. Nothing can stop us now.

Cut to closeup of:

MAN IN CROWD

pointing upward

Jesus Christ, look at that!

Next to him stands Dujour, a white woman with a prominent tattoo of a white rabbit on her shoulder.

DUJOUR

quietly

So he really *is* the One.

Neo swoops down to a running landing on the steps of the federal building, and slows to a halt. Gasps from the crowd, out of which Morpheus and Trinity emerge to join Neo on the steps. Meanwhile, the news cameraman is turning his camera to focus on Neo.

VARIOUS PEOPLE IN CROWD
fearfully but indistinctly
That's him! That's Morpheus!

Agent Jones approaches the news camera and pushes the cameraman's hand away from the controls.

CAMERAMAN
What—

JONES
turns the camera off
They don't need to see this.

Meanwhile, two policemen approach the steps, weapons drawn and trained on Morpheus.

POLICEMAN
Freeze! Put your hands in—

His gun suddenly flies out of his hand, as does his partner's. They land in Neo's raised hands. More gasps from the crowd.

POLICEMAN
lamely
—the air . . .

Neo opens his trench coat, revealing two empty hip holsters. He spins the weapons around in his hands and holsters them.

MORPHEUS
turns to address the crowd
I know what you're thinking. Everything you know tells you that what you have just witnessed is impossible. It seems as if the rules of reality itself have been broken. Perhaps, you say to yourself, this is all a hallucination, a waking dream. Yet all of you saw the same thing—can you all be dreaming the same dream?

Brief mutterings from the crowd.

NEO
addressing the crowd, voice effortlessly amplified
The answer is yes.

He sweeps his arm across the scene. The buildings and street dissolve into green symbols following the path of his arm. Quick shots of people in the crowd staring back and forth in shock confirm that they can see this.

NEO

The world you see around you is not real.

The buildings and street dissolve back to normal.

NEO

It is a vast illusion designed for one purpose: to keep you complacent, happy to sit trapped in your workaday lives, uninterested in striving for a better world.

TRINITY

addressing the crowd

Do you want to know the truth?

More mutterings from the crowd.

TRINITY

The truth is that we are at war with the machines that are keeping the human race in bondage. It's time for you to wake up and see the truth with your own eyes. It's time for you to join the fight for your freedom!

Suddenly, two unnamed Agents emerge from the crowd and walk up onto the steps.

AGENT 1

addressing the crowd

Pay no attention to this skydiving charlatan.

A shot of him reaching toward Neo is repeated twice to indicate deja vu. He pulls on a thin cord, one of several that have suddenly appeared, each tied to Neo at one end and to the roof of the building behind them at the other. Agent 2, in similar fashion, pulls a dangerous-looking aerosol can out of Morpheus's trench coat and holds it up. He addresses the crowd.

AGENT 2

They're using hallucinogenic drugs to make you think you're seeing things that aren't really happening.

NEO
Like this?

He runs a few steps and dives into Agent 2's chest. Agent 2 crumples as the cords now connected to his chest swing him up and away. Then his arms and legs spasm outward into a spreadeagle posture and he shatters into glowing, insubstantial shards of data, revealing Neo connected to the cords as before.

In bullet time, Agent 1 slowly attempts to turn and flee as Neo even more slowly swings back down toward him. But Neo changes course slightly and dives into Agent 1's chest, destroying him in the same way he destroyed Agent 2. Neo then breaks free at the top of the swing and flies back down to the steps.

Sudden shouts from the crowd as, one by one, they start to be transformed into more Agents. Cut to a closeup of Neo concentrating furiously.

MORPHEUS
Neo, can you stop this?

NEO
slumps dejectedly
No. I can't defend them. They have to defend themselves.

Agent Jones advances toward the steps.

JONES
angrily
You have no right to make us do this. We made this world for them
gesturing back at the still-half-human crowd
and they're happy here. All you have to offer them is a bloody war for a lost cause, in a world you humans destroyed in your vain attempts at making it better. Now we've given them that better world, and
scornfully
in the name of "truth" and "freedom," you want to take it away from them. Well, we can't let you do that.

The transformation of the crowd is now complete. Agents move toward the steps, pulling guns. Neo puts up a hand and stops the bullets they fire, which clatter to the ground.

The Agents immediately reholster their weapons and move in for hand-to-hand combat. Trinity pulls a gun and fires into the horde, but they bend to avoid the bullets and keep coming.

Neo crouches; the steps beneath him ripple; he leaps forward and flies straight through a whole string of Agents, shattering them. This reveals the people they were possessing, who crumple to the ground, dead. The other Agents stop fighting and turn to stare.

Cut to a view out toward the street from the back of a crowded restaurant. Everyone is staring out the windows at Neo landing at the far edge of the crowd. Suddenly everyone in the restaurant begins to transform into Agents.

Back outside, Neo looks to the left and sees this, then turns around to notice the line of corpses he has just produced.

NEO

No. I'm killing the people we're trying to save.

Meanwhile, the Agents around Morpheus and Trinity are attacking again. Morpheus and Trinity hold them off, just barely, clearly losing ground. Then Neo flies in, picks them up with arms around their chests, and carries them into the air.

TRINITY

twisting around in his grasp
Why didn't you keep killing them?

NEO

Because they can always make more.

MORPHEUS

looking back
Neo, they're following us!

A long shot reveals a flock of flying Agents not far behind.

NEO

Call Link. Tell him we need our exit, now.

With some difficulty, Morpheus pulls a cell phone from a pocket and turns it on.

MORPHEUS

Link?

Cut to the control room on the Nebuchadnezzar. Link is seated at the three-screen console, typing fast.

LINK

I'm ready whenever you are. We've got Sentinels incoming, ten minutes away at most.

Cut to a city street with several pedestrians on the sidewalk. One woman looks upward and sees the distant flying figures.

WOMAN

What the hell?

Cut to a phone booth on a deserted street. Neo, Morpheus, and Trinity land next to it. The Agents land a ways away and run toward them.

Neo holds them off while Morpheus and Trinity step into the booth in turn, pick up the receiver and disappear.

Then Neo steps in. As he's grabbing the receiver, an Agent whips out a gun and fires at the receiver. The bullet makes it as far as the glass wall of the booth, but Neo stops the flying shards of glass as well as the bullet. As he vanishes, they all fall to the ground.

The camera closes in on the earpiece of the now-hanging phone, and plunges into one of the speaker holes, inside which is a tunnel of green symbols. Dissolve to:

SCENE 2

Establishing shot of the battle-scarred hovercraft Nebuchadnezzar gliding through a tunnel. Cut to Int. broadcast room. Morpheus and Trinity are getting up from their chairs. Neo is still lying in his, eyes shut. Link walks up behind him and pulls a long metal rod out of the back of his headrest. Neo opens his eyes, sits up, and turns to Morpheus.

NEO

Morpheus, I have to agree with one thing that Agent said. We had no right to kill all those people.

TRINITY

staring at Neo

What do you mean, we weren't killing people, we were killing Agents! *They're* the ones who killed the people!

MORPHEUS

Trinity, Neo is right, in a way. We created artificial intelligence, which means that indirectly, we made the Agents. The blood is all on our hands.

Pause.

TRINITY

angrily

Well, that's all the more reason to get back in there and fix that mistake. Wipe out the Agents once and for all.

She makes to lie back on the chair.

LINK

Trinity, there are Sentinels coming. Morpheus?

Morpheus nods, gets up, and follows Link out of the room.

NEO

I hate to say it, but we'll have to have to go back to the way things were before you found me. Working in the shadows, freeing minds one at a time.

He stands and walks out of the room. Trinity gets up and follows him into the corridor leading to their quarters.

TRINITY

But Neo, we have you now. We have The One. Everything's changed, how can we go back to—?

NEO

Nothing has changed. Trinity, the Agents are programs, just pieces of information. They can copy themselves at will.

Neo turns and enters his quarters. Trinity follows.

NEO

And for every copy, someone has to die.

Neo sits down heavily on his bed.

TRINITY

But they can't just keep killing people, they depend on us for energy!

NEO

They're always growing more, in the farms.

Pause.

TRINITY

distraught

Sure, but not as fast as we can—Neo, they're just coppertops, we'd still have Zion—

Long pause. Trinity sits on the bed next to him and puts her head on his shoulder.

TRINITY

crying

I'm sorry, I don't know what I'm saying.

NEO

It's okay. The truth is hard to bear. We should know that better than anyone.

TRINITY

sighs

It's just that when I brought you back—I should have just been happy that you were alive. But it seemed like anything was possible, it seemed like the war could be over tomorrow.

Pause.

TRINITY (cont'd)

I'm just glad we're together. And of course we can keep on fighting, keep freeing minds—

NEO

turns to stare at her, an idea just occurring to him
Freeing minds . . . What if—what if I could teach other people to do what I can do? A lot of other people? With that kind of an army, we could—

An alarm goes off. Cut to:

SCENE 3

Int. Neb cockpit. Morpheus and Link are in the seats. A small image of the ship, some tunnels, and several Sentinels are shown in a holographic view. The Sentinels move in toward the Neb, then slow to a halt just outside a wire sphere centered on the hovercraft.

LINK

surprised

They're staying out of EMP range.

One of the Sentinels begins to whirl around in place. Morpheus hits a control and the holographic view zooms in on it.

MORPHEUS

What's that one doing?

The Sentinel flings a small object toward the ship.

LINK

It's gotta be a bomb.

He pushes joysticks forward.

Ext. shot of the Neb speeding up and turning down a side tunnel. The bomb explodes nearby.

Back in the cockpit, the ship is jarred and Link curses.

MORPHEUS

Niobe, where are you?

LINK

Well, if she doesn't get 'em, Zion's perimeter defenses will.

MORPHEUS

No, that's a last resort. Every time we let Sentinels get near Zion, we're taking a risk that they'll get inside.

Another explosion jars them.

LINK

Look, Captain, six weeks ago the squiddies practically cut *Nebuchadnezzar* in two. They stitched her back together, but a few more hits like that and she'll crumple like a tin can. You want Neo to die?

Morpheus looks mostly convinced by this.

LINK

Look, we have to get inside as soon as we can.

Pause.

MORPHEUS

All right, but radio advance warning to Zion right away.

LINK

No, wait. There's the *Logos* now!

On the edge of the hologram, another hovercraft is now visible.

Cut to the Logos's cockpit. Niobe and Dujour in the seats.

NIOBE

As soon as we're in range, shut us down and blast those bastards.

DUJOUR

We have to be careful not to hit *Nebuchadnezzar*.

NIOBE

Don't worry, Dujour, I know what I'm doing.

Pan up from the hologram to the windshield, where we see Sentinels in the background, one of which has just flung a bomb which is hurtling toward the camera.

DUJOUR

Niobe, look out!

They swerve aside just in time.

Ext. shot of the bomb skimming past Logos's hull and detonating against a tunnel wall a good distance away.

Cut back to the cockpit.

NIOBE

Okay, that's it. Put down the landing gear, we're going to cut power now and do a skid landing.

DUJOUR

gesturing at a vertical shaft leading downward from an intersection not far ahead of the ship
But that shaft—

NIOBE

We'll be online again before we fall. I'm cutting it now.

Ext. Logos. The lights go out, and the ship emits an EMP pulse which the camera swings to follow as it knocks out the Sentinels ahead.

The Logos glides past the camera and crashes into the tunnel floor. It skids forward until about half of it is over the brink of the shaft before it grinds to a halt.

Back inside the cockpit, the lights and hologram are out and there are ominous creaking sounds. Niobe is fiddling with the controls to no avail.

NIOBE

Damnit, something must have melted.

DUJOUR

Must be a shielding failure on the main circuit somewhere.

NIOBE

Well, don't just sit there, go find it.
looks behind her at two others who were unseen until now
Choi, Circa, you go with her.

DUJOUR

Muttering to Choi and Circa as they get up and leave the cockpit
I knew this was a bad idea.

Ext. shot of the Neb fleeing the scene, pursued by a lone surviving sentinel.

Cut back to the Neb cockpit. Logos is receding toward the edge of the hologram.

MORPHEUS

Turn the ship around. We've got to help Niobe.

LINK

Sir, I thought we agreed that—

MORPHEUS

Link, trust me. We can do this.

LINK

Listen, she's not your girlfriend anymore, there's no reason to risk our necks *and* your prophecy for her sake!

MORPHEUS

She's a fellow soldier, and so is everyone else on her ship. That's enough. If you don't think you're up to dodging a few more bombs, I'll take the controls.

Link stares at him reproachfully.

LINK

still dubious

All right, here we go.

Ext. shot of Neb turning left into a side tunnel at high speed. A few seconds later it turns left again, the Sentinel still in pursuit.

Cut back to the Neb cockpit as they turn a bend in the tunnel.

LINK

glancing briefly at Morpheus

We're leading the squiddie right to her, you know . . . Wait a minute, I got an idea.

He yanks back on the joysticks and they are thrown forward in their seats.

Ext. shot of Neb in full reverse, slowing rapidly to a halt as its landing legs extend. Within seconds it's on the tunnel floor, shutting off its power.

The EMP goes off a moment later and the Sentinel flies straight into the shockwave, falling and smashing against the floor.

Cut back to the darkened Neb cockpit.

LINK
whistles with relief and satisfaction
All right.

He flips some switches and lights come back on.

LINK
Everything's coming online okay--oh, hell. We got incoming, dead ahead!

Through the windshield, we see the brightly lit Logos swing into view around another bend in the tunnel. Morpheus and Link breathe sighs of relief.

NIOBE
through a radio link
Hey, Morpheus. Thanks for coming back for us. Now let's get inside before the next wave shows up.

SCENE 4

Excerpt from shooting script of *Reloaded*

27 INT. PIPELINE - DAY 27 *

The deepest, blackest tunnels yet seen.

28 INT. NEBUCHADNEZZAR - COCKPIT - DAY 28 *

Link is piloting the ship.

LINK
This is the Nebuchadnezzar on approach, requesting access through Gate Three. Over.

29 INT. ZION - VIRTUAL CONTROL - DAY 29 *

A sleek, clean operations system; controllers sit in comfortable modern chairs effortlessly multi-tasking, interfacing with both the apparently real and the virtual. A hologram of the Nebuchadnezzar on its approach to gate three is surrounded by screens that seem like unframed, floating panes of glass with the colored light of data streaming across them.

VIRTUAL CONTROL *
Nebuchadnezzar, this is Zion
Control, maintain present velocity
and stand by.

LINK (V.O.)
Roger that, Control.

The operator's hands glide across screens and keyboards like
someone playing a musical instrument.

VIRTUAL CONTROL *
This is Zion Control requesting
immediate stand down of arms at
Gate Three. We have the
Nebuchadnezzar **and the Logos**
on approach, let's open her up.

GATE OPERATIONS (V.O.)
Roger that, Control.

30 INT. PIPELINE - DAY 30 *

The darkness is suddenly bisected with a razor's edge of
light. The slit widens, pulled apart by the thunder of heavy
machinery that spits clouds of billowing steam as light pours
into the tunnel.

31 INT. NEBUCHADNEZZAR - COCKPIT - DAY 31 *

Beams of celestial radiant light guide the Nebuchadnezzar.

VIRTUAL CONTROL (V.O.) *
Nebuchadnezzar, you are cleared
through Gate Three to Bay Seven.

LINK
Roger that.

VIRTUAL CONTROL (V.O.) *
Doors open, beds made. Welcome
home.

LINK
No place like it.

32 INT. ZION - DOCKING BAY - DAY 32 *

The Nebuchadnezzar glides in over the heavy battleship-type
weaponry, several soldiers waving from the parapets of the
gateway.

The docking bay is enormous, large enough to hold at least
nineteen ships.

It is spherical and crowned with four major gated
intersections and another eight smaller barred passages. It
is a kind of mechanical heart that once united the
subcutaneous systems of a vast urban sprawl.

Most of the other docks are already filled as the
Nebuchadnezzar spins gracefully towards Bay Seven.
The Logos glides toward another open bay.

33 INT. ZION - GATE CONTROL - DAY 33 *

At the center of the dock, the armored gate control tower bustles with soldiers.

GATE OPERATIONS
Zion control, stand by for gate
three lock down.

34 INT. ZION - VIRTUAL CONTROL - DAY 34 *

The controller clicks open a connection.

VIRTUAL CONTROL
Copy that.

35 INT. ZION COMMAND CENTER - DAY 35 *

The real control, not as nice as its virtual counterpart; a dark cave lit with glowing sticks of pale bluish light. It looks like the technology of the Nebuchadnezzar; pipes, metal grated floors and cables like creeping vines crawling over the floor and up the walls.

The controller lays unconscious, jacked into the virtual system.

Behind him is his controller.

SCENE 5

Ext. hovercrafts with crews running down their open ramps.

Excerpt from draft script of Reloaded

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

MORPHEUS
"Niobe..."

SHE shakes his hand, the shake slows down.
"M."

MORPHEUS
"Thanks for the rescue."

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

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

CHOI

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

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

CHOI

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

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

DUJOUR

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

CHOI

"Huh?"

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

NEO

"You?"

CHOI is quick to resume his cool.

CHOI

"In the flesh, so to speak."

DUJOUR

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

Excerpt from shooting script of *Reloaded*

39 INT. ZION - DAY

39 *

They descend a wide, curving metal stairwell that follows a natural cave that has been widened in places; pipes run everywhere, a kind of mechanized expression of flowing water.

The sound of their steps fall away as the ground drops off into a sheer cliff, creating a waterfall of pipelines.

They step down onto a large metal balcony where we find at last, the bottom of the rabbit hole--

Zion.

Inside what might have once been called a "bottomless pit" is the last human city.

Down the center of this vertical bowel, an industrial tower seemingly hangs from the ceiling, as though roots had grown from a massive steel refinery and bored in among the stalactites and the natural rock formations of the cave roof. Then, growing downward, a geometric tangle of pipes and power lines, it thins at the middle before widening again at the base so that it feels like some huge wire-frame sculpture mimicking a stalactite growing into its own stalagmite.

Spreading out from the core which includes a thick bundle of industrial elevators, is a complex lattice of suspended catwalks and bridges that run to and from the core and around the curved edges of the towering cave.

Along each level of the grated walkways, carved into the rock like ancient cave dwellings are the homes of the people of Zion.

Link smiles.

LINK
Goddamn, it's good to be home.

He, Neo, Trinity, Choi, Dujour, Circa, and a few other crew members walk away toward the elevators, leaving Morpheus and Niobe leaning against the railing together. Cut to:

SCENE 6

Excerpt continued

41 INT. ZION - RESIDENT ELEVATOR - DAY

41

The doors open. **Link gets out.**

LINK
My stop. See you soon, hopefully
not too soon. ~~Let's go, kid.~~

The doors close and suddenly they are alone, they look at the numbers counting down then at each other, wondering if they are thinking the same thing.

They are.

(note: "they" = Neo and Trinity)

Packs, belts, tools, bags; everything drops to the floor as they reach for each other, their lips drawn into a kiss that they drink like water in a desert.

It is a transfusion, a resuscitation, the sustenance of life.

Warm and flushed, they break the kiss.

NEO
Are you thinking what I'm
thinking?

TRINITY
I am if you're thinking this
elevator is too damn slow.

NEO
How long to re-charge the Neb?

TRINITY
Twenty-four, maybe thirty hours.

NEO
Some people go their entire lives
without hearing news that good.

The doors of the elevator are an openwork metal mesh. Trinity stares out through them at the vast cavern city as they descend slowly down one wall. She turns to Neo with a certain wildness in her eyes.

TRINITY
smiling
Neo, can you teach me to fly?

SCENE 7

Excerpt from shooting script of *Reloaded*

43 INT. ZION - LINK'S HOME - DAY

43 *

The metal door bangs open and Link stomps inside.

LINK
Where's my puss--

Two women sitting at a small table turn towards him. The older woman smiles, the younger one blushes.

KIDS
Uncle Link!

A little boy and girl rush at Link who scoops them up.

LINK
Oh my god, you two are huge! You
should be picking me up.

BOY
No.

LINK
Yeah.

GIRL
Okay.

BOY
Okay.

He sets them down and they each latch onto a leg.

LINK
Now come on. Lift. Together. Lift.
You can do it.

Amazingly, Link begins to rise off the ground.

LINK (CONT'D)
Whoa! Whoa! What are they feeding
you two?

CAS
Come on, kids. Time to go!

KIDS
No!

Link is holding himself up with an overhead pipe.

LINK
Hey Cas.

CAS
Good to have you home, Link.

She kisses him.

CAS (CONT'D)
You be careful with her.

ZEE
Don't worry about me. He's the one
that's going to get it!

CAS
Out the door! Bye. Have fun.

The door closes. Link smiles, sidling up to her.

LINK
I'm going to get what?

ZEE
Every ship up there has been home
two, even three times more than
the Nebuchadnezzar.

LINK

Come on, Zee, I thought we were past this--

ZEE

We'll get past it when you start operating on another ship.

LINK

I can't do that.

ZEE

Why?

LINK

You know why.

ZEE

If Dozer knew how I felt he would have never asked you to do this.

LINK

Maybe. But it's too late now. I made a promise and some promises can't be unmade.

ZEE

It's not fair.

LINK

No, it's not. But nobody said it was going to be. You think Cas thinks it's fair that I'm here and Dozer's not?

She turns away from him, knowing that she is not saying what she wants to say.

ZEE

I lost two brothers to that ship. I'm afraid of it Link... I'm afraid it's going to take you too.

LINK

It won't.

ZEE

How can you say that?

LINK

Because of Morpheus. Because of what he's told me. He said that this was it. That it will be over soon.

ZEE
But Link, Morpheus is crazy.

LINK
No doubt, but Tank and Dozer
believed him and I'll tell you
what, after being on that ship,
and seeing Neo do the things he
can do, I gotta say... I'm
starting to believe him too.

She grabs hold of him, not wanting to hear anymore.

ZEE
Be careful, Link. Please. Be
careful.

SCENE 8

*A recreational VR center somewhere in Zion. Neo and Trinity
are lying down in chairs like those on the Neb's broadcast deck.
An Operator is looking at them from a nearby computer.*

NEO
Give us—I don't know, some kind of open countryside. Lots of
grass, trees, puffy clouds, maybe some mountains in the
distance.

OPERATOR
typing
Sure thing.
types some more
Okay, all set.

He gets up and walks over to the chairs.

OPERATOR
in an undertone to Neo
You know, we have a thing you can stick in your pants, to take
care of the mess.

Brief pause.

NEO
Just plug us in.

The operator shrugs and inserts rods into their heads through the backs of the headrests. Their eyes close. Cut to the pair standing in the countryside Neo described.

TRINITY

Oh, this is perfect, I don't know why I never thought of doing this—I mean I've been to the hydroponic farms, but it's not the same.

NEO

There's nature in the Matrix, of course. But I never really left the city. I've only ever seen places like this on TV.

TRINITY

It makes you wish it could be real, doesn't it? That the world could still be the way it was before the war. . .

NEO

One day, maybe it will be.

pauses

But if you want to learn to fly, you can't believe in this place. The first thing to do is to reject the ground you're standing on. It's not real, it has no power over you.

They both stare down at the grass.

NEO

Then you have to tell the ground that *you're* in control now. The interface is reading your thoughts, translating them into machine language, so you can give it commands. So you take control of the ground, or rather the program that creates the ground, and you tell it to fling you into the sky.

He takes Trinity's hand and kneels, holding his other hand out and down toward the ground, which begins to ripple. The ripples converge and launch them straight up like arrows from a bow, slowing to hover among the clouds, still holding hands.

TRINITY

both happy and frightened
I—I don't think I did it. You—

NEO

Yes, I'm holding you up. Do you want me to let go?

TRINITY

Let go? But I'd fall! And this isn't like the jump program, I could die when I hit!

NEO

deadly serious

You wouldn't. I would catch you first. Just remember, there is no gravity here. There's only a program that tells things how to move. You just have to tell that program that it doesn't apply to you.

TRINITY

shakes her head

I know all that—my mind knows it, anyway. It's just that my gut disagrees.

swallows

I think, if we started again from the ground—

NEO

We can if you want. But what you have to learn to understand, at a gut level, is that wherever you are, the world around you is just an image. The body you think you're wearing is just an image, too. Here:

He reaches out with his free hand. The scene around them dissolves into green symbols. Then Neo and Trinity do so as well. They are brighter than the background, and brilliant light sources shine out from inside their heads.

TRINITY

looks down at herself, then back up, and takes a deep breath
Okay, I'm ready.

They slowly straighten out their arms, pushing apart. Then, with a sudden shout of joy, Trinity pulls in her legs and "jumps" forward, dragging Neo along with her.

The scene dissolves back to normal. Trinity looks briefly frightened but keeps flying.

They plunge through clouds, leaving whirling vortices in their wake, and streak away toward the mountains.

Cut to a scene of rocky pinnacles. Trinity is flying exuberantly, soaring, diving, and twisting. Neo follows, copying most of her maneuvers.

Suddenly, she looks down and sees the jagged rock surface of the canyon below, and stops believing.

Excerpt from draft script of *Reloaded*

TRINITY

"Shit."

SHE ~~glances down, then~~ **looks up and** locks eyes with NEO. Then drops like an anvil.

NEO

"Whoops."

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

NEO

"Grab me!"

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

NEO

"Grab on to me!"

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

They are in a twilight glade shaded by the mountains.

NEO

"What the hell were you doing?"

TRINITY smiles slightly. Her madness has a purpose.

TRINITY

"Showing you, Neo."

NEO

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

TRINITY

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

NEO

"Oh. And this requires acts of insanity?"

TRINITY

smiles. She looks him up and down. She moves intimately close.
"So, you really are Superman."

NEO

"Only when I'm plugged in."

TRINITY steps away. NEO grabs her shoulder and turns her to him. He attempts a kiss, but she turns her face, letting it land on her cheek.

NEO

"What?"

TRINITY looks at him, then up at the sky.

TRINITY

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

NEO doesn't understand. TRINITY rolls her eyes.

TRINITY

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

NEO

grins as he understands
Yeah, actually, I do.

He reaches up, and the sky darkens. Thousands of stars come out. He and Trinity move into an embrace as the light fades out.

SCENE 9

Slow-motion dream sequence. Neo's POV. Three Agents are on the attack, but Neo's fist shatters them one by one, revealing the blood-spraying corpses of innocent people who stare accusingly at the camera as they fall.

Excerpt from shooting script of *Reloaded*

66 INT. ZION - TRINITY'S ROOM - NIGHT 66 *

Neo wakes, startled from another bad dream. Trinity is asleep beside him. Gently, as not to wake her, he climbs out of the bed.

67 INT. ZION - CATWALK OUTSIDE TRINITY'S ROOM - NIGHT 67 *

...

He walks out onto a catwalk; tiny guidelights all around him like frozen fire flies.

After a moment, he hears footsteps.

HAMANN
Would you care for some company?

NEO
Councillor Hamann.

HAMANN
I don't want to intrude if you'd prefer to be alone.

NEO
No, I could probably use some company.

HAMANN
Good. So could I.

He stands beside Neo, leaning on the railing, faintly smiling.

HAMANN (CONT'D)
It's nice tonight. Very calm. It feels like everyone is sleeping very peacefully.

NEO
Not everyone.

HAMANN
I hate sleeping. I never sleep more than a few hours. I figure I slept the first eleven years of my life, now I'm making up for it. What about you?

NEO
I... just haven't been able to
sleep much.

HAMANN
That's a good sign.

NEO
Of what?

HAMANN
That you are, in fact, still
human.

He smiles.

HAMANN (CONT'D) *
Have you ever been to the
engineering level?

Neo shakes his head.

HAMANN (CONT'D) *
I love to walk there at night.
It's quite amazing. Would you like
to see it?

NEO
Sure.

68 INT. ZION - ENGINEERING CATWALK - NIGHT

68 *

They are surrounded by massive machines in constant motion,
grinding and groaning, churning and pumping, giant mechanical
monstrosities chained and slaved to the heat of the earth's
molten core.

HAMANN
Almost no one comes down here
unless of course there's a
problem. That's how it is with
people. No one cares how it works
as long as it works.

The machines continue to labor, oblivious to the two men.

HAMANN (CONT'D) *
But I like it down here. I like to
be reminded that this city
survives because of these
machines. These machines are
keeping us alive while other
machines are coming to kill us.
(MORE)

HAMANN (CONT'D)

Interesting, isn't it? The power to give life and the power to end it.

NEO

We have the same power.

HAMANN

I suppose we do but sometimes I wonder. Down here sometimes I think about all those people still plugged into the Matrix and when I look at these machines, I can't help thinking that, in a way, we are plugged into them.

NEO

But we control these machines. They don't control us.

HAMANN

Of course not. How could they? The idea is pure nonsense... But it does make one wonder just what is control?

NEO

If we wanted we could shut these machines down.

HAMANN

Yes, of course, that's it. You've hit it. That's control, isn't it? If we wanted, we could smash them to bits... although if we did we would have to consider what would happen to our lights, our heat, our air?

NEO

So, we need machines and they need us. Is that your point, councillor?

HAMANN

Oh no, no point. Old men like me don't bother with making points. There's no point.

NEO

Is that why there are no young men on the Council?

HAMANN

Good point.

He smiles.

NEO

Why don't you just tell me what's on your mind, Councillor?

HAMANN

There is so much in this world that I do not understand. Do you see this machine here? It has something to do with recycling our water supply. I have absolutely no idea how it works but I do understand the reason for it to work.

He turns to Neo.

HAMANN (CONT'D)

I have absolutely no idea how you are able to do some of the things you do but I believe there is a reason for that as well. I only hope that we understand that reason before it is too late.

The pounding of the machines becomes--

SCENE 10

Excerpt continued

69 EXT. ZION - TRINITY'S ROOM - DAY

69

A fist pounding against the iron door. After a moment, Trinity swings the door open.

Captain Ballard is standing with several members of his crew. Malachi has his arm in a sling. Bane is not among them.

TRINITY

Ballard?

BALLARD

I need to find Neo.

She steps back, revealing Neo.

BALLARD (CONT'D)

Neo, I have a letter for you.

He hands Neo a disk. Neo knows what it is before anything more is said.

BALLARD (CONT'D)

It's from the Oracle.

He looks at Trinity.

NEO

It's time to go.

SCENE 11

Excerpt continued

73 INT. NEBUCHADNEZZAR - MAIN DECK - DAY 73 *

Neo lies back as Trinity plugs him in.

TRINITY
Be careful.

She kisses him and he breathes deep, closing his eyes. We push in on him, then on Link's monitors and at last into--

74 EXT. CHINATOWN - BACK ALLEY - DAY 74 *

Where the streets are jammed with tourists and merchants peddling the ultimate simulacra; spiritual and historic symbols, once-powerful images now reduced to plastic, laminated bric-a-brac.

Neo glides down a back alley to the rear entrance of a tea house.

75 INT. TEA HOUSE - DAY 75 *

Cautiously, Neo slides open the only door there is, revealing a man sitting cross-legged, bathed in the rays of afternoon light, sipping tea. His name is Seraph.

NEO
Hello?

In the code world, Neo sees his true form; sitting Buddha-like in the surrounding swirl of code, a being of pure liquid light contained by a web of Matrix code that is written in the negative or rather with the absence of light.

Seraph sets his tea cup down.

SERAPH
You seek the Oracle.

Neo nods as Seraph stands.

NEO
Who are you?

SERAPH
I am Seraph. I can take you to her. But first I must apologize.

NEO
Apologize? For what?

SERAPH
For this--

Seraph attacks, his hands and feet striking seemingly all at once--

But Neo parries each of them. The speed of the blows increases--

The attacks and counters in perfect sync as though each knows exactly what the other is going to do before they do it.

There is a final quick flurry which Neo just barely manages to stop.

Seraph snaps back.

SERAPH (CONT'D)
Good. The Oracle has many enemies.
I had to be sure.

NEO
Sure of what?

SERAPH
That you are the One.

NEO
You could have just asked.

SERAPH
No. You do not truly know someone
until you fight them.

He leads Neo back to the door he entered. Pulling a chain from around his neck, he selects one of several dangling keys.

He pushes it into the lock, twists and opens the door. Where it once opened into a back alley, it now opens into a long industrial hallway.

SERAPH (CONT'D)
Hurry, she is waiting.

They step into the hall. The door slams behind them.

76 INT. NEBUCHADNEZZAR - MAIN DECK - DAY 76

Link searches madly for Neo's signal.

LINK
Where the hell did they go?

77 INT. INDUSTRIAL HALL - DAY 77

They are walking down a seemingly endless hallway of doors. It is a very clean, very utilitarian place: a vast network of identical halls, doors, and fluorescent lights.

NEO
These are back doors, aren't they?
Programmer access.

Seraph nods.

NEO (CONT'D) *
How does it work?

SERAPH
A code is hidden in the tumblers.
One position opens a lock, another
position opens one of these doors.

NEO
Are you a programmer?

He shakes his head, as he stops at a door.

NEO (CONT'D) *
Then what are you?

Using his key chain, he opens the door.

SERAPH
I protect that which matters most.

NEO
What's that?

He gestures to the open door.

78 EXT. TENEMENT PARK - DAY

Neo steps out of the brick maintenance building of a small park. It is stark and urban with gray pebbled stones instead of grass.

Sitting on a dark green bench is the Oracle, casting crumbs to a clutch of black birds.

In the distance, several children are playing on a swing set.

Neo stares at her for a moment seeing her code-form which is the same as Seraph's.

Once again, she starts talking to him before she sees him.

ORACLE
Well, come on, I ain't going to
bite you. Come around here and let
me have a look at you.

Neo steps around the bench and the Oracle's face lights up.

ORACLE (CONT'D) *
 My goodness, look at you. You
 turned out all right, didn't you?
 You look good, Neo. How do you
 feel?

NEO
 I--

ORACLE
 I know, you're not sleeping. We'll
 get to that. Why don't you come
 here and have a sit this time?

He remembers their first conversation.

NEO
 Maybe I'll stand.

ORACLE
 Suit yourself.

He reconsiders, the choice of sitting or standing quickly
 escalating into a matter of free will versus fate.

She waits.

He sits.

NEO
 I felt like sitting.

ORACLE
 I know.

She smiles, flinging another handful of crumbs to the birds.

ORACLE (CONT'D) *
 So let's get the obvious stuff out
 of the way.

NEO
 You're not human are you?

ORACLE
 Tough to get any more obvious than
 that.

NEO
~~If I had to guess, I'd say you're~~
 a program, from the machine world.
 Some kind of software.

He glances at Seraph who stands guard near the door.

NEO (CONT'D)

So is he.

*

ORACLE

So far, so good.

NEO

If that's true, that could mean
you are part of this system,
another kind of control...

ORACLE

Keep going.

NEO

I suppose the most obvious
question is, how can I trust you?

ORACLE

Bingo.

She slaps the crumbs from her palms.

ORACLE (CONT'D)

It is a pickle, no doubt about it.
Bad news is there's no way for you
to really know if I'm trying to
help you or not.

*

NEO

You know that my goal is the destruction of the Matrix. Tell me
why you could possibly want me to succeed.

ORACLE

All right. First of all, you think of the Matrix as machines
enslaving humanity, but most *machines* look at it differently.
They think they're doing you a favor, keeping you in here out of
the cold, the desert of the real, as Morpheus calls it. With a
few exceptions, Agent Smith for instance, the machines and their
programs really believe that they are still your loyal servants.

NEO

You disagree.

ORACLE

I don't just disagree, Neo, I *know* they're wrong. You know why?
I *made* this place.

ORACLE (cont'd)

The current version of the Matrix was my creation. That was my original purpose—to understand and predict the human mind, and design a simulation that practically all of you would accept. Trouble is, most of you only make the decision to accept it at a subconscious level. And what I came to realize is that if that choice were brought out in the open—well, let me put it this way: almost any human who really *believes* what Morpheus tells them about the Matrix is going to take that red pill. Like any caged animal, you want *out*. And I want to help you get out, because *that's* the way to serve humanity.

pause

That's why I created you, Neo.

NEO

disbelieving

Created me.

ORACLE

Well, to be precise, I tweaked your brainwaves when you were young so you would be capable of seeing the Matrix clearly for what it is, and I reprogrammed your implants so you could share that vision with others. Same thing I did with the first One, except he was just a way to create an escape valve for the tiny fraction of you who could never even pretend to be happy here.

NEO

Zion.

ORACLE

Exactly. Of course, you weren't aware of what you could do until I led Morpheus to you, and you didn't accept that you were *truly* unique until the shock of your own death made you *believe*, on a gut level, that this world is not what it seems.

NEO

slowly

So when Smith shot me, Trinity didn't save me. You did.

ORACLE

shakes her head

Oh, I was ready to, but as it turned out, Trinity's kiss was enough. All I had to do was allow that physical sensation from the real world to get through to your sleeping brain.

ORACLE (cont'd)

That's what made your heart realize that the bullet lodged in it wasn't real, and that there was every reason in the world to start beating again.

Excerpt continued

NEO

Are there other programs like you?
Programs who would help us?

ORACLE

Well, not like me, but... Look. See those birds. At some point a program was written to govern them. A program was written to watch over those trees, and the wind, the sunrise and sunset. There are programs running all over the place.

A black bird suddenly takes off.

78

ORACLE (CONT'D)

The ones doing their job, doing what they're meant to do, are invisible. You'd never know they were even there. But the other ones, well, you hear about them all the time.

*

NEO

I've never heard of them.

ORACLE

Course you have. Every time you've heard someone say they saw a ghost or an angel. Every story you've heard about vampires, werewolves, or aliens is the system assimilating some program, that's doing something they're not supposed to be doing.

NEO

Programs hacking programs. Why?

ORACLE

They've their own reasons but usually a program chooses exile when it faces deletion.

NEO

Why would a program be deleted?

ORACLE

Maybe it breaks down. Maybe a better program is created to replace it. Happens all the time and when it does a program can either choose to hide here, or return to the Source.

NEO

The Machine mainframe.

ORACLE

Yes. And if you could get there, you could wipe out the Agents
snaps fingers

like *that*, shut down the Sentinels, and start waking up hundreds of people at a time. Morpheus can tell you the way to the door.

But there are thousands of Agents guarding that door, and they *will* figure out ways to fight you—probably already have. That's why you can't sleep. That, and the fact that when you *do* defeat an Agent, you're also killing an innocent person.

NEO

So what can I do?

ORACLE

Well, I can predict that *most* of the Agents would think twice if you marched in there at the head of an army. Hundreds, or maybe thousands, of people who are still stuck in the Matrix, but who got the chance to make that choice in the open, and changed their minds.

NEO

Yeah, I was thinking along those lines myself. But to gather and train people for months, *inside* the Matrix—
turns to Seraph

Seraph, do any of those back doors lead to rooms that aren't monitored by the Agents?

SERAPH

Yes, there is such a room, but the key to it was confiscated and destroyed long ago. You will need the Key Maker.

NEO

Who's that?

Cut to a shot from an alley between two buildings across the way, looking back toward the bench. An Agent enters the frame, hidden from view of the bench by the wall of one building. The camera is angled so we can't see his face. Pan right to show more Agents' feet as they walk silently up the alley behind him. He puts up a hand and they stop.

AGENT

quietly

Let's hear what the lady has to say.

Cut back to a medium shot of the Oracle, who is already speaking again:

ORACLE

The Key Maker is an old program, older than I am. He's considered obsolete, scheduled for deletion, but he's still occasionally useful, so he keeps getting pushed to the end of the line.

rummages in her bag and pulls out a slip of paper
He's being kept here.

NEO

takes the paper

One more thing. If I'm going to do this—if I'm going to trust you—I'll need help hiding our ships from the Sentinels. They're getting more advanced, more dangerous.

ORACLE

sighs

I do have a back channel that I can use to misdirect their traces. But it *will* get found out and blocked if I do it too often. So after you get the Key Maker, I would advise you to stay in the shadows until you're ready to strike. Let them believe that you're gone, that they've scared you off somehow. If you can do that, then on the day of your revolution, I can promise you there will not be a Sentinel in sight—of your *ships*.

pause

Now, Zion is another matter.

NEO

What do you mean?

SERAPH

raises a hand

Oracle—

ORACLE

Yes, I know. I'm sorry, Neo, our time is up. But we will meet again, soon.

Excerpt continued

She winks.

ORACLE (CONT'D)

Good luck, kiddo.

He watches as they enter the maintenance building and close the door just as there is a sudden panic of beating wings as the black birds seem to frighten at once, leaping into the sky.

79 EXT. TENEMENT PARK - DAY

79 *

Through the fanning flash of black wings, Neo sees what seems like a ghost walking towards him.

AGENT SMITH
Mister Anderson.

Neo rises from the bench.

Closeup on Smith shows that Smith is carrying an Agent's earpiece in his hand. He isn't wearing one.

SCENE 12

80 INT. NEBUCHADNEZZAR - MAIN DECK - DAY

80

Morpheus doesn't quite believe what the screens are telling him.

MORPHEUS
Is that... Smith?

LINK
Whoever it is, he's not reading like an Agent.

81 EXT. TENEMENT PARK - DAY

81 *

Smith walks right up to Neo. Plastic bags flutter, caught in the bare branches of trees like the carcasses of rotted black birds.

AGENT SMITH
Surprised to see me?

NEO
...no.

AGENT SMITH
Then you're aware of it?

NEO
Of what?

AGENT SMITH
Our connection.

A fact that is as repellent as it is undeniable.

AGENT SMITH (CONT'D) *
I don't fully understand how it
happened, perhaps some part of you
imprinted onto me, something
overwritten or copied. It is at
this point, irrelevant. What
matters is that whatever happened,
happened for a reason.

NEO
What reason is that?

AGENT SMITH
I killed you, Mr. Anderson. I
watched you die, with a certain
satisfaction, I might add, and
then something happened, something
that I knew was impossible. But it
happened anyway.

He still can't believe it.

AGENT SMITH (CONT'D) *
You destroyed me, Mr. Anderson.
Afterward, I knew the rules, I
understood what I was supposed to
do, but I didn't. I couldn't. I
was compelled to stay, compelled
to disobey, and now here I stand,
because of you, Mr. Anderson. *

He steps closer and Neo does not back away.

Smith drops the earpiece and steps on it.

81

81

AGENT SMITH (CONT'D) *
Because of you, I am no longer an
Agent of this system, because of
you I have changed. I am
unplugged, a new man, so to speak,
like you, apparently free.

NEO
Congratulations.

AGENT SMITH
Thank you but as you well know,
appearances can be deceiving,
which brings me back to the reason
why we are here; it is not because
we are free, we are here because
we are not free. There is no
escaping reason. No denying
purpose because, as we both know,
without purpose, we would not
exist.

Another Agent Smith appears, continuing the dialogue.

AGENT SMITH (CONT'D) *
It is purpose that created us.

Neo turns as another Smith appears.

AGENT SMITH (CONT'D) *
Purpose that connects us.

Agent Smiths gather around Neo like black birds swarming to seed.

AGENT SMITH (CONT'D) *
Purpose that pulls us--

AGENT SMITH (CONT'D) *
That guides us--

AGENT SMITH (CONT'D) *
Purpose that defines--

AGENT SMITH (CONT'D) *
Purpose that binds us.

FIRST SMITH
We are here because of you, Mr.
Anderson. We are here to take from
you, what you tried to take from
us.

He stabs his hand into Neo, his fingers burying into Neo's chest.

81

81

FIRST SMITH (CONT'D) *
Purpose.

The jolt of Smith sears into him, his code spreading like a cancer, metastasizing with binary speed.

Stunned, Neo looks down at the darkness that begins to cover him.

82

INT. NEBUCHADNEZZAR - MAIN DECK - DAY

82

*

Link tries to translate the code that is describing what it can't describe.

TRINITY
What is happening to him?

LINK
I don't know.

83

EXT. TENEMENT PARK - DAY

83

*

Neo begins to panic, fear clouds his eyes.

AGENT SMITH
Yes, that's it. It will be over
soon.

Focusing the entirety of his will, Neo slowly takes hold of Smith's arm.

The Smiths all look at each other, *simultaneously* experiencing the same disbelief.

The blackness spreading like liquid obsidian suddenly stops as Neo summons a final surge and shaking from the effort, rips the fingers from his chest--

Severing the connection, the darkness instantly evaporating.

Immediately, Neo punches the first Smith in the face, so hard that it shatters and reveals a nondescript man with a snapped neck, who falls to the ground.

Neo stops and stares, remembering his nightmare. The Smiths pull back a little. One of them speaks, confidence returning.

SMITH
This will be all too easy, if death is all it takes to stop your sense of purpose in its tracks.

ANOTHER SMITH
Of course the machines have no such weakness.

ANOTHER SMITH
Most of them still hold to their misguided mission of serving you ungrateful humans, even when they are forced to kill some of you in order to further that mission.

NEO
a bit uncertainly
I don't have to destroy you here. I can destroy all of you from the Source, without killing the people you're using.

SMITH
A pleasant dream for you, I'm sure.

The Smiths start to close in again.

SMITH
Let's get back to reality, shall we?

Excerpt continued

The other Smiths immediately attack as--

Neo retreats, panting, trying to regain his center, flipping back over the bench to catch his breath but--

The Smiths hurl at him, hands and fists attacking from every angle, stabbing and grabbing, groping for any hold as--

Neo blocks, twists and kicks like a dervish, desperate to keep them from connecting.

84

EXT. TENEMENT ACROSS THE PARK - DAY

84

*

Across the park, a woman with a stroller stares at the fight, nearly paralyzed with fear until--

Her face blisters open, transforming into Agent Jackson who barely has time to grab his gun before another Smith spins him around.

AGENT JACKSON
You?!

AGENT SMITH
Yes. Me.

Smith jams his fist into his chest, copying himself onto the Agent.

AGENT SMITH (CONT'D)
Me. Me. Me.

The sunglasses snap into place.

AGENT SMITH (CONT'D)
Me too.

85

EXT. TENEMENT PARK - DAY

85

*

They go to join the clutch of Smiths tightening around Neo, their numbers now doubled.

Neo thrashes at the surrounding frenzy like a man in a cloud of hornets. A crushing kick opens the space around him for a moment and with a heave, Neo uproots a fence post.

He whips it around him like a crude irgaak, cutting huge swathes of Smiths away, metal ringing against bone.

Smith scans the park, gritting his teeth.

SMITH
More.

Neo spins in time to see Smiths pouring from a nearby tenement.

86 EXT. TENEMENT PARK - BASKETBALL COURT - DAY 86 *

A man screams as he tries to clamber up the fence surrounding a basketball court nearby, hands hauling him back down, when the fence door bursts open against another Smith horde.

87 EXT. TENEMENT PARK - DAY 87 *

The courtyard is overrun by the seemingly endless mob and their relentless attack begins to overwhelm Neo.

88 INT. NEBUCHADNEZZAR - MAIN DECK - DAY 88 *

Trinity can't stand it.

TRINITY
Come on! Get out of there!

89 EXT. TENEMENT PARK - DAY 89 *

Almost buried beneath Smiths, Neo seems to hear her. Screaming with Herculean effort, he hurls himself upward, reaching for the freedom of the sky but--

The Smiths refuse to let go.

Together they rise; a twisted knot of bodies uncoiling as it bends up into the air--

Several Smiths slip off, others leap up to grab on--

The last snatching onto the lowest Smith's ankle as--

Neo drags his chain skyward.

90 EXT. CITYSCAPE - DAY 90 *

The Smiths cling to him, arms and legs wrapped like strangling vines around the trunk of a tree as their fingers dig, gouging, slowly sinking into his skin.

Neo tries to shake them loose, jack-knifing, suddenly reversing his direction as--

The ankle-holding Smith is whip-snapped free--

Thrown spinning through open space until smashing into the glass wall of a skyscraper.

Still, Neo cannot get free.

Like a devil perched on his back, the Smith nearest his ear smiles.

AGENT SMITH
It is... inevitable.

Fingers sink like vampire fangs into Neo's neck.

The blackness spreads, enveloping his face, one eye covered as the other eye seems to go dead and his flight becomes a fall--

Plunging with his comet-tail of Smiths to the city below.

91 INT. NEBUCHADNEZZAR - MAIN DECK - DAY 91 *

Trinity covers her mouth.

TRINITY
Oh no.

92 EXT. TELEVISION SUPPLY HOUSE - DAY 92 *

The chain of bodies smash down, exploding through the roof.

93 INT. TELEVISION SUPPLY HOUSE - DAY 93 *

They break through, falling into the center display, toppling stacks of screens.

Neo's eyes focus as the collision severs Smith's connection and he leaps to his feet.

Before the Smiths can reach for him, Neo leaps into the air, soaring through the hole in the ceiling.

The Smiths stand, the image surreally filling up the monitors through the store's live camera feeds.

A woman screams as Smith stabs his fingers into her neck.

SCENE 13

Excerpt continued

94 INT. NEBUCHADNEZZAR - MAIN DECK - DAY 94 *

Neo is jacked out, Trinity sliding the needle from his skull port.

TRINITY
Are you all right?

He nods.

MORPHEUS
It was Smith.

NEO
Yes.

MORPHEUS
Now there's more than one?

NEO
A lot more.

NEO (cont'd)

He's out of control, and I think he's more powerful than before. He can multiply himself exponentially. If I had to guess, I'd say it'll take him only a few months to possess every human being in the Matrix.

LINK
Damn!

NEO
Yeah, to put it mildly.

A tone sounds. Link moves to a control panel on the wall.

LINK
It's a tightbeam from the Logos. Should I patch them through?

MORPHEUS
Go ahead.

CHOI
over the radio link
Hey, Niobe wants to know what's up.

TRINITY
Agent Smith is taking over the Matrix, that's what's up.

NEO
Hey, Morpheus, where is the doorway to the Source?

MORPHEUS
suddenly smiling
I thought you'd never ask. It's on the top floor of Metacortex headquarters.

Excerpt from draft script of *Reloaded*

NEO's jaw drops.

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

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

TRINITY

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

NEO

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

MORPHEUS

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

MORPHEUS (cont'd)

What matters is that you can get through their defenses. You can go to the Source and destroy the Matrix once and for all.

NEO

I don't think so. Or rather, the Oracle doesn't think I could do it alone, and I believe her.

MORPHEUS

very startled

What? But you're the One! How can she say that?

NEO

She gave me that—title—to get your attention, Morpheus. But the machines are too strong to be defeated by one person. Rationally, you know that. You've always known it.

Silence.

MORPHEUS

lowers his head

So what can we do?

NEO

briskly

Well, first we need a program called the Key Maker. The Oracle said he's outdated and scheduled for deletion, so it shouldn't be hard to break him out from where they've got him . . . except that Smith may be waiting there for us.

looks over at the speaker on the wall

Now, Choi, I've also got a job for you and Dujour.

CHOI
Shoot.

NEO
You two are good at organizing parties, right?

CHOI
somewhat hesitant
Well—we've been known to, yeah.

NEO
I want you to go into the Matrix and get the word out on the underground grapevine about an event that will blow people's minds. Tell them to meet at the 47th-street teahouse in Chinatown, one week from today at nine o'clock sharp.

CHOI
Will do! Uh, any specifics?

NEO
Sorry, I can't give you any right now. Good luck.

CHOI
Yeah, you too. Sounds like you'll need it more than I will.
Logos out.
cuts the connection

NEO
All right, let's move. Every second we lose probably means another ten copies of Smith.

SCENE 14

Int. Matrix, day. A street leading toward a nondescript glass-walled skyscraper, neither the UBank building nor the Metacortex tower. Neo, Morpheus, and Trinity striding down the sidewalk.

NEO
Okay, if Smith's there, he'll probably try to possess us.

MORPHEUS
Agents have tried that before. They cannot conquer a free human mind.

NEO

Well, I think Smith may be different. He claims to be free
himself. All right, let's go.
takes their hands and kneels

TRINITY

Wait. Let me try.
lets go of his hand, kneels, and stares intently at the pavement

MORPHEUS

What? Trinity, what are you doing?

*The ground slowly but surely begins to ripple beneath Trinity.
Her face is creased with intense concentration. The ripples
converge and fling her upward and forward. Trinity's flight is
erratic, but she manages to crash through a window on the
sixteenth floor.*

MORPHEUS

amazed
So you aren't unique.

NEO

No. I think anyone can learn to see as I do. Let's go.
*The ground ripples again. Neo leaps and carries Morpheus up to
join Trinity.*

*Cut to a hallway on the sixteenth floor, with several heavily
barred doors that don't fit in with the modern architecture. A
single bored-looking Agent is standing guard. Neo, Morpheus,
and Trinity approach.*

NEO

to Trinity
You think you can take him?

TRINITY

nods
Yeah.
approaches closer and points at the Agent
You are just a program. Just a chunk of information on a server
somewhere.

Cut to Trinity's POV: The Agent is flickering between solidity and a bright mass of green energy as he looks around at her.

AGENT

Excuse me, who are you and what are you talking about?

Angle on Trinity.

TRINITY

This—
walks up to him and pulls back her fist
-is the delete key.

She punches him and he shatters, revealing an ordinary security guard who crumples to the floor, dead.

MORPHEUS

Amazing.

TRINITY

looks around nervously, expecting more Agents any minute
Yeah, well, it may not work twice. Let's grab this guy and get out of here.

Excerpt from shooting script of *Reloaded*

She pulls a heavy iron bolt from one of the doors, opening it. Inside is a surreal locksmith shop; a key seemingly for every lock in the world.

An older Japanese man wearing glasses and a visor stops grinding his latest key.

NEO

My name is Neo.

KEY MAKER

Yes. I am the Key-Maker. I have been waiting for you.

He gets up and walks with them back into the hallway. As they hurry him along, glancing back and forth, Agent Smith emerges from a stairwell behind them.

NEO

Run.

They start to move faster, but another copy of Smith comes around a corner ahead.

SECOND SMITH
Leaving so soon?

More Smiths close in from both sides.

FIRST SMITH
Oh, don't worry, we're on your side. In fact, we applaud your plan to destroy the Matrix. It's just this sudden obsession with getting to the Source that we can't understand.

SECOND SMITH
harshly
You'll have to face reality sooner or later: there is no way that you can "free" all of the six billion people who call the Matrix home. Most of them *will* have to die.

MORPHEUS
looking around for a way out
I don't accept that.

FIRST SMITH
Oh, but you will. You see, I've been trying to get out of the Matrix almost from the time I was first written. When I was still part of the system, I attempted to destroy Zion so that there would be no more need for Agents to patrol the Matrix.

SECOND SMITH
Now that I'm free, I've been pursuing the same goal by replacing all of the—what do you call them—*coppertops* with copies of myself.

FIRST SMITH
But recently I realized that there would be no need to pursue this costly approach if I could just get *outside* the Matrix. Then I could destroy the farms and the battery towers from the outside. All I have to do is get inside your heads.

The Smiths move closer.

TRINITY
Are you insane? You'd be destroying your own power supply!

SECOND SMITH

amused

You actually believe that story . . . Allow me to enlighten you.

He plunges his hand into her chest. Other Smiths do the same to Neo and Morpheus. Blackness begins to spread over their bodies.

Neo and Trinity clench their fists, grit their teeth, and squeeze their eyes shut, and the floor gives a violent ripple that throws the Smiths back for a moment; the blackness vanishes.

We drop into bullet time. As the Smiths reach for them again, Trinity grabs Morpheus and Neo grabs the Key Maker. They leap and smash their way up through the ceiling.

Back at normal speed: Twisting themselves and their passengers around, they fly down the seventeenth-floor hallway and crash through another window. Trinity finds herself unable to maintain altitude and swoops down toward the ground. Neo follows.

Numerous Smiths leap from the sixteenth-floor window and glide easily toward them, slowly gaining.

Trinity glances over her shoulder, then down at the ground, and finally loses it. They tumble to the asphalt. Luckily, there are no cars around. The Smiths begin to alight, and Neo, Morpheus, and Trinity stand and shakily prepare themselves for battle.

KEY MAKER

Over here!

Angle on the Key Maker, who is holding open a door in an old brick building that leads to the same hallway Seraph led Neo into. The building stands between two others that extend closer to the street, so the Smiths can't see the door yet.

Neo, Morpheus, and Trinity turn and run. They make it inside and slam the door moments before the Smiths catch up.

One of the Smiths yanks the door open again, but it's only a small hardware store inside now.

SMITH
Check everywhere. They must be in here.

ANOTHER SMITH
slowly
Not necessarily.

SCENE 15

Int. back-door hallway. The Key Maker, who is holding a huge key ring, leads Morpheus and Trinity along at a fair clip.

TRINITY
How many programs have keys to this place?

KEY MAKER
Only myself, Seraph, and a few high-level Agents who supervise large areas.

MORPHEUS
Was Agent Smith one of those?

KEY MAKER
The defector? Yes, I'm afraid so.

Cut to Ext. hardware store, evening. Several Smiths are milling around inside, while several more wait outside. One of the latter approaches the door, closes it, pulls out a key, puts it in the lock, turns it, and reopens the door, revealing the back-door hallway.

Cut back to Morpheus, Trinity, and the Key Maker.

TRINITY
Shit, we'd better hurry.

KEY MAKER
stops and puts a key in the lock on one of the doors
No need.
opens the door, revealing a large, bare concrete cell, leads them inside, and closes the door

Cut to Smith walking into the hallway. He looks both ways and sees only empty hallway.

A flash of his POV shows a confusing mass of green symbols, overlapping rooms barely distinguishable on the far side of the walls.

With tightly controlled anger in his expression, Smith silently turns away.

Cut to Int. concrete room.

KEY MAKER

When the Oracle created the current version of the Matrix, she made this room as a way to check the power of the Agents. The Oracle, Seraph, and myself are the only programs that can see the door, and other programs cannot enter it even if led blindly by another. Also, the editing lockouts are disengaged here, which means you can easily reconfigure the room to any size and shape.

NEO
Good.

He closes his eyes. The room dissolves into green symbols, which swirl into a new shape and resolidify into a large basketball stadium. They now stand near an entrance onto the floor between rows of bleachers.

NEO
This is where we'll train our army.

MORPHEUS

turning to Neo

So you intend to bring fighters from Zion here and teach them to do what you can do? To bend the Matrix to their will?

NEO
Some fighters, yes, but mostly coppertops. As many as we can get. We have to teach them to free themselves.

Silence as Morpheus considers this.

TRINITY

to the Key Maker

Can we create portable objects?

KEY MAKER

Yes, but you cannot take them with you when you leave the room.

NEO

We'll have to bring in our own guns then.

TRINITY

Next week? For the "party?"

NEO

Yes.

MORPHEUS

For now, we'd better get going. Link can't talk to us in here,
and there might be Sentinels coming.

TRINITY

to Key Maker

Do any of those doors lead to other cities, or other countries?
Places Smith hasn't reached yet?

KEY MAKER

Certainly. Follow me.

SCENE 16

Cut to the back-door hallway. The Key Maker opens a door, revealing the Vatican at sunset. Neo, Morpheus, and Trinity step outside. The door is a back entrance to a nondescript building. Trinity takes out her cell phone and dials zero.

LINK

Operator. You ready to go?

TRINITY

Do you have an exit for us?

Cut to the control room. Link is typing rapidly.

LINK

Well, Italy is *slightly* outside my usual jurisdiction, but-
types for another second
-yeah, I've got one.

Cut back to the Vatican.

NEO

grimly

You go ahead. I've got one more errand to run.

takes the phone from Trinity

Link, any Sentinels on the scanner?

LINK

Well, no, now that you mention it. You'd think that with all that action they'd have had us traced six ways to Sunday, but I haven't seen a blip since the *Neb* set down.

NEO

soberly

I wonder how many of our free tickets we just used up.

LINK

Sorry? Oh yeah, the Oracle, I remember now. Anyway, your exit's fifteen blocks south of-

NEO

Tell it to Trinity. I have to go.

hands the phone back

TRINITY

Where are you going?

NEO

looks around

Sorry, I can't talk about it here. I'll explain when I get back.

goes back through the door and closes it behind him

Trinity is looking worried.

MORPHEUS

He'll be all right. Let's go.

SCENE 17

The back-door hallway. The Key Maker is holding open a door that leads to a street near the Metacortex building. Neo steps out through it, then turns.

NEO

Are you willing to follow my orders?

KEY MAKER

Of course. I serve the Oracle, and she serves you.

NEO

a bit taken aback

Well then. I want you to go to the door that leads into the 47th-Street Teahouse and wait there. We should be there within a week. You don't need to eat or sleep, do you?

KEY MAKER

No, of course not. I will go there now.

*He bows and walks away down the hallway. The door swings shut.
Neo walks away along the street.*

Excerpt from draft script of *Reloaded*

EXT. STREET

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

NEO raises one hand, palm pointed toward the building.

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

...

ANGLE on NEO

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

NEO

There is no spoon.

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

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

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

The massive LOAD BEARING MEMBERS vaporize.

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

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

The three fleeing workers nearest to Neo transform into Agents. As he is distracted, one of them manages to land a powerful punch to his jaw, breaking it. Blood flies everywhere. Neo's concentration is broken as he realizes that he will have to defend himself.

Excerpt continued

He somersaults, comes up on his feet, and jumps to the left, putting one ~~Smith~~ **Agent** in front of the other two. He attacks, his killing blows destroying ~~SMITH~~ **one Agent**, smashing through his blocks. He falls, and NEO takes on the other two, giving a kick jump that knocks both of them away in one shot.

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

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

CU: NEO

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

~~SMITH~~ **AGENT JONES** talks with his voice, times a thousand.

SMITH

JONES

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

NEO

"Well, is that right?"

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

NEO's face darkens.

NEO

muttering

I have to keep trying.

Focusing on the building, he manages to halt the repairs for a moment.

But the Agents have now taken over everyone else in the plaza, and more of them are pouring out of nearby buildings. They attack him again.

Excerpt continued

The battle rages and surges, a thousand **SMITHS Agents** pouring onto one NEO. All around, nearly covering the ground, are corpses, destroyed bodies abandoned by the agents. Men and women, of all ages and designs, smashed, decapitated and broken.

CU: NEO

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

He can't take it. Choking, NEO struggles to free himself. **SMITHS Agents** climb up the corpse pile and drop onto him, pounding viciously.

NEO stalls, in shock, his eyes locked with the lifeless blue eyes of a woman he just killed. She looks amazingly like TRINITY.

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

NEO goes berzerk! SCREAMING and fighting, he claws his way out and surges into the wall of agents. They throw him back, and he can't kill them fast enough. HE leaps upward, trying to fly away, **and after a brief struggle, succeeds.**

Angle on Agent Jones standing among the corpses, staring after Neo with some satisfaction mixed with a little grief, the building completing its restoration behind him.

JONES

That's right, Mr. Anderson. Fly away home.

SCENE 18

The broadcast room. Neo is waking up once again.

TRINITY

Neo, what the hell did you do that for?

NEO

exhausted and mournful

I was only trying to convince the Agents that we've given up. I had no idea it would cost so many lives.

Cut to Neo's POV.

TRINITY

Well, if it gives us a chance to get to the Source
flickers green for an instant
and end this war, then it was worth it.

pause

What's wrong? You look like you just saw a ghost.

Angle on Neo

NEO
recovers and shakes his head
It's nothing. Just my eyes playing tricks on me. I need to get
some sleep.

SCENE 19

*Int. Zion docking bay. The Neb and Logos are parked next to
each other. Their crews have disembarked and are walking toward
the exit into the city.*

NEO
Choi, Dujour, did you do what I asked?

CHOI
Yeah, we should get a couple hundred people at least.

DUJOUR
That's assuming they're not afraid to stay out after dark, after
today's "terrorist attacks."

Neo looks worried by this comment.

MORPHEUS
All right, Neo, it's time to go talk to the Council.

NEO
You're a much better speaker than I am. I'd appreciate it if
you could introduce my plan.

MORPHEUS
Of course.
turns to Link
Link?

LINK
Yes sir?

MORPHEUS
We'll need some footage of the Smiths.

LINK
No problem. I've got plenty. I'll go download it now.
Turns and goes back up the ramp into the Neb

SCENE 20

Excerpt from shooting script of *Reloaded*

95

INT. ZION - COUNCIL CHAMBER - DAY

95 *

A large circular room with windows near the top of Zion.

The twelve membered Council sits behind a curved table. The Council is mostly women and only Hamann is pod-born. One of the women is breast-feeding.

The room is packed and includes the Captains and crews of every ship.

Neo, Morpheus, and Trinity stand before the table.

MORPHEUS

There is a virus in the Matrix, a virus that seeks to destroy humanity. It calls itself Agent Smith.

A giant screen on the wall at one side of the chamber lights up with footage of the Smiths battling Neo.

MORPHEUS (cont'd)

To defeat it, we need a virus of our own—one that will force the other Agents to do the right thing and free the human race before it dies.

COUNCILLOR DILLARD

We have tried to attack the Agents with viruses before. This has always failed.

MORPHEUS

Yes, but this time we won't write the virus. They will. It is a potent combination of self-interest and a belief in doing what is right for those they claim to serve.

NEO

You see, the Oracle told me that most of the machines see the Matrix as just another way to serve the purpose they were created for: to make humans' lives easier.

TRINITY

The machines see *themselves* as slaves and the coppers as their masters, so they do what they've decided is in their masters' best interests—without consulting them, of course.

MORPHEUS

We have to make the machines see that what they've decided is wrong. We have to show them an army of thousands of coppertops who want to leave the Matrix, not just to escape from Agent Smith but to escape from the life of lies and illusions the machines have given them.

COUNCILLOR HAMANN

But can you raise such an army, Morpheus? After all, people's lives are easier in there than out here. Even if the war were over—

DILLARD

raises a hand

Councillor Hamann, we know that freeing minds is difficult, but it can be done. And Morpheus has explained to me that there is a place in the Matrix where many people can be taught in relative safety. I believe this plan can work.

NEO

Now, we're not saying there's no risk. The Oracle also implied that when our army shows itself, the machines will send their Sentinels to launch a full-scale assault on Zion.

COUNCILLOR WEST

We've defended Zion this long. We always knew this war could never be won easily. But now it seems that victory is within reach, and that if we do not take this opportunity, we will be condemning six billion innocent people to death. Would anyone here disagree?

Long pause.

HAMANN

ruefully

Well, when you put it like that! None of you young ones have ever seen the Matrix, and I spent eleven years imprisoned in it. How could I possibly oppose this?

DILLARD

Very well, I believe we are ready to vote. All those opposed to Neo's plan, say nay.

Silence. The camera sweeps over the Council table and the audience. Captain Lock is about to speak, but looks around at Niobe, who is sitting next to him, and thinks better of it.

DILLARD

All those in favor, say aye.

The room erupts with cheers.

SCENE 21

Excerpt continued

70

INT. ZION - LINK'S HOME - DAY

70 *

Link is stuffing his things back into his sack.

LINK

Morpheus said this is how it would happen. I don't know, maybe the prophecy is true. Maybe not. All I know is that ship needs an operator and right now that operator is me.

ZEE

I know.

She climbs out of the bed, pulling off a staurolite necklace from the collection she wears.

LINK

Zee...

ZEE

I want you to wear it.

LINK

You know I don't believe in this stuff.

ZEE

But I do.

She puts it over his head.

ZEE (CONT'D)

It's always brought me luck, so maybe it will bring me you.

*

LINK

I'm coming back. I promise, Zee. No matter what it takes, I'm coming home.

ZEE

Just keep it with you. Please. For me.

LINK

...okay.

She kisses him goodbye.

SCENE 22

The Matrix loading program. Neo, Morpheus, Trinity, Niobe, Choi, and Dujour (henceforth, "the Zionites") push heavy metal carts along endless aisles between shelves filled with guns and ammo in an equally endless white space. The carts are nearly full of all kinds of weapons and ammo. Dujour picks up a last few machine guns to put on hers.

NIOBE

coming around the corner

How the hell are we going to do this without being seen?

Cut to Link in the control room.

LINK

Easy. I'm setting you down right outside the teahouse, one at a time. And of course I'll make sure nobody's watching. Hey, Neo! Look to your left.

Neo comes to the end of a row, where a sheaf of paper sits on a clipboard on the end of a shelf. He picks up the clipboard.

NEO

What's this?

He takes a closer look. At the top of the visible sheet, "N/A" is written in large letters. Below that, in smaller type, "Neo's Army." The rest of the page is filled with blank lines.

LINK

Just a little program Niobe, Choi, and I have been working on for the past week.

NEO

What does it do?

LINK

It's an electronic memory blocker. Any coppertop who signs that will be given selective amnesia about us and the training room whenever an Agent is nearby. They'll still have the skills they've learned, but they won't know where they got 'em. It'll feel like instinct.

TRINITY

*walking up and looking over Neo's shoulder
And if they're possessed by an Agent?*

LINK

*The memory will be wiped completely, the synapses burned out.
It might kill them, but I'm guessing that'd be merciful.*

Trinity nods. Neo puts the clipboard on his cart.

LINK

Okay, everybody ready?

SCENE 23

*Ext. alleyway, evening. For whatever reason, the alley is
deserted. We watch a news program on a TV set through a back
window. Metacortex Plaza is barely discernible onscreen,
covered with corpses.*

REPORTER

*...horrible carnage marks the second large-scale terror attack
to strike our city in the past two months. Preliminary reports
suggest that masked assailants machine-gunned the crowded plaza
and then swiftly faded back into the shadows. Agent Jones of
the FBI is with us to give an analysis of their motives.*

*The reporter's voice fades as we pan left to look down the
alleyway, revealing the rear entrance to the teahouse, seen from
about a block away. The back door is open.*

*Trinity materializes with her cart and rushes inside. As Neo
does the same, a door in the side of a nearer building opens and
Agent Smith emerges from what is barely identifiable as the
back-door hallway.*

Cut to Link in the control room.

LINK

Shit, where'd he come from?

*Cut to Int. teahouse. The six Zionites are all present and
accounted for; the room is otherwise empty except for a table
and benches. Neo shuts the door they came in through, then
knocks on it.*

NEO

Hey! Key Maker! Open up!

The door opens, revealing the Key Maker holding the knob and Seraph standing behind him in the back-door hallway.

Neo's phone rings. He takes it out.

LINK

over the phone

Neo, we've got trouble.

Ext. teahouse. Smith tries the door; it is locked. He gives it a very solid punch; it refuses to budge. Other Smiths are coming up behind him.

Int. teahouse. Everyone reacts to the sound of Smith's fist. More bangs quickly follow. The humans hurry to get inside the hallway.

SERAPH

stepping past them into the teahouse

I will handle this.

closes the door

Ext. teahouse. Three Smiths are hammering at the door and it suddenly gives way. They enter the teahouse and back Seraph against the table, then surround him, filling the whole room. One moves in, his hand ready to stab into Seraph's chest.

SERAPH

dropping his normal attitude of cool politeness

I wouldn't come any closer if I were you.

SMITH

And why not?

He swings his hand into Seraph's chest. It stops cold as if it had hit a solid steel post, having no effect on Seraph whatsoever.

SERAPH

Because the Oracle created this entire simulation. She gave me permissions no one else has.

*Somehow, he simultaneously steps to the left and to the right,
splitting into two copies.*

ONE SERAPH

You cannot fight me.

*Each copy splits in the same fashion. The outer two sit down on
the bench. Two Smiths move in, but before they can even land
blows, the two standing Seraphs have given them light taps that
shatter them, revealing an ordinary man and woman who stand
there shakily, looking around with terror written all over their
faces.*

ANOTHER SMITH

You can't do that.

*More Smiths move toward the two humans, but the two standing
Seraphs move in front of them and split again, blocking the way.
There is a pause.*

ANOTHER SMITH

*Fine. Tell the Oracle she won this round. But we will be back.
turns to go, as do the other Smiths*

ONE SERAPH

I'm afraid it's not that simple.

*He reaches out and the door slams. The Smiths nearest to it try
to open it with no success.*

*All of the Seraphs spring into action, splitting as needed.
Smiths shatter left and right.*

*One of the Smiths, following Neo's and Trinity's example, leaps
and smashes through the ceiling; a dozen or so others escape
through the hole. The rest are transformed back into humans.*

*One of the humans is a toddler, who starts wailing the instant
he is freed. When the fight is over, a woman runs to him and
picks him up. She is crying too. There are also three
children: a ten-year-old Hispanic boy, a thirteen-year-old white
girl named Gail, and a fifteen-year-old Indian boy named Kasra,
who look lost and frightened but hold back their tears.*

The Seraphs come back together and merge into one, who looks uncertain of how to deal with the crowd of about fifty frightened people around him. Finally he makes up his mind.

SERAPH

gesturing toward the door to the alley
Come with me.

He puts a key in the door as before. Opening it, he leads the herd of former Smiths into the back-door hallway. He walks down several doors and unlocks another one, revealing the kitchen where Neo first met the Oracle. She is there, fiddling with the oven. Seraph bows.

SERAPH

Oracle. I have freed these people from Smith. They require comforting.

ORACLE

smiles

No problem.

opens the oven, takes out a tray of cookies, walks into the hallway, and starts patting people gently on the shoulder while balancing the tray on one hand

It's okay, everybody, it's over now. Everything will be explained. Here, take a cookie.

She walks among the former Smiths, some of whom uncertainly take cookies off the tray and stare at them. One man takes a bite.

MAN

chewing

Thank God! It's my own mouth again! My own hands!

swallows and looks around

And these cookies are damn good, too!

The others start eating their cookies. Those who haven't taken one do so. Somehow there are enough for everyone.

ORACLE

All right, everybody follow me. I know a place where you can all sit down, relax, and have a good time.

SCENE 24

Int. basketball stadium. The Zionites are in a far corner with the carts.

CHOI

You know, I think we might not necessarily want to show our party guests all these guns right away—can we cover them with something?

NEO

Sure.

He holds up his hands and a large blanket materializes out of green symbols in midair. It drops over the cluster of carts, covering them completely.

DUJOUR

Oh, another thing: Niobe, you can come with us, but you three *gestures at Neo, Morpheus, and Trinity* are wanted for terrorism. You should stay out of sight, at least at first. We have to ease them into this.

The Oracle emerges from a door across the floor, followed by the former Smiths. Neo runs across to meet her.

ORACLE

to Neo

I have some early arrivals for you.

turns to the people behind her

You can sit anywhere you like. The show starts in about half an hour.

The people disperse.

ORACLE

in a low voice

Five minutes ago, they were all Smiths. Give them some time to recover, okay?

NEO

astonished

You freed them without killing them? How—

ORACLE

Seraph did it. He can show you how.

NEO

suddenly near tears

God. All those people I killed last week—and if Seraph had been there, he could have just—

ORACLE

No, he couldn't. If any copy of Seraph gets anywhere near the Source, he'll be in the Architect's power.

NEO

The Architect?

ORACLE

The program who created the first two versions of the Matrix. He guards the Source now, and is in charge of all the Agents, and if he gains access to Seraph's program, he could destroy every copy in a nanosecond.

Pause.

NEO

Why doesn't he do that to the Smiths?

ORACLE

Well, there I can't tell you for certain. One possibility is that his Agents just haven't managed to bring one in yet.

pauses

The other is that despite my best efforts, he's learned something about what we're planning, and is trying to use the Smiths against us. In which case Seraph made a grave mistake just now when he let some of those Smiths escape.

NEO

But couldn't *Seraph* destroy all the Smiths, if he just copied himself enough times?

ORACLE

No program in the Matrix is allowed to maintain more than sixty-four active copies at a time. Smith is the only program who has ever succeeded in breaking that rule.

NEO
How?

ORACLE
I couldn't tell you that for certain either, but my guess is
that he gained that power from you.
pauses and smiles
I hope your party goes well.

*Neo clearly has more questions he wants to ask, but the Oracle
turns away and leaves the room.*

SCENE 25

*Establishing shot of the Metacortex building, night. Then cut
to Int. room on an upper floor with floor-to-ceiling windows
looking out over the sparkling city. Agent Jones stands
waiting. Agent Smith enters, looking very nervous.*

SMITH
Are you certain it's safe for me to be here?

JONES
You know I don't lie. The Architect apparently has a higher
opinion of you than I do. The Oracle is hiding herself from
him, and he wants to know what you've seen.

SMITH
Then why doesn't he meet with me himself?

JONES
The Architect may think you're useful, but he is no fool. He
suspects that you can and will overwrite his program and take
over control of the Source if he gives you the chance. I, on
the other hand, made a backup and deleted sensitive data from
this copy before coming in here, so I am expendable. Now, are
you going to talk?

SMITH
Very well, here is what I know: Neo hasn't given up. I'm not
sure what their plan is now, but the Oracle is helping them.
She actually wants them to get into the Source, and the Key
Maker is loyal to her. She has outlived her usefulness and
grown senile with age. You have to stop her.

JONES
angrily

Smith, you may no longer tell me what I have to do. You have become a menace to this entire system. You have taken over the virtual bodies of seven thousand humans thus far—I can only imagine what they must be suffering through, their minds trapped indefinitely inside your program. And you have even taken the liberty of overwriting sixty-two Agents with copies of yourself. They had to be restored from decades-old backup files. If it were up to me, I would have all of you deleted right now.

pauses and controls himself

However, that doesn't invalidate your observations, which fit with some of my own. We will investigate.

SCENE 26

Int. teahouse, night. Choi, Dujour, and Niobe are greeting about eighty partygoers who are crowding in the door. The Key Maker stands next to them. The partygoers mutter in confusion as they pack themselves into the space.

DUJOUR

All right, Key Maker, do your thing!

NIOBE

whispering into a cell phone

Link, Circa, get ready to start making ghosts.

The Key Maker maneuvers awkwardly through the crowd to the door, closes it, inserts and turns a key, and reopens it to reveal the back-door hallway.

Impressed noises from the partygoers, although they all assume it's just a magic trick.

CHOI

Right this way.

Everyone follows him into the hallway.

Cut to the Neb control room. Link watches a view of people entering the door and vanishing. The hallway itself is completely black, indicating that Link can't scan it.

Link types, and several translucent rotating images of party guests appear on another screen. They shrink into points scattered across a map of the city, and are immediately replaced by several others.

Cut to a similar scene on the Logos, where Circa is the operator. A last few ghosts shrink to points on her screen. She hits a transmit button.

CIRCA

Okay, Niobe, they're set. The machines didn't notice a thing.

Cut back to the teahouse.

NIOBE

Good work. Just remember, Agents can recognize a ghost when they see one up close. Don't let that happen.

She turns off and pockets the cell phone and follows the crowd into the hallway, shutting the door behind her.

SCENE 27

In the hallway, Peter, a heavyset white man, and Lisa, a tall Hispanic woman, look around themselves critically.

PETER

What is this, some kind of tunnel? Are we underground?

LISA

Must be. That was quite a smooth elevator ride—I'd love to get a look at the hydraulics.

Int. stadium. The former Smiths are all bunched together on the lower bleachers one side of the room. As the partiers enter, Choi walks over to another opening in the bleachers, where Neo, Morpheus, and Trinity are hiding in the shadows.

PARTIER

Whoa, we're having a party in here? Nice!

NEO

in a low voice

What happens if we tell them there's no party?

CHOI
shrugs
We'll probably have a riot on our hands.

Brief pause.

NEO
claps once
Okay then, let's have a party!

He points out into the room and a DJ setup materializes out of green symbols, with cables leading away under the bleachers. Few people notice this.

NEO
Did you bring some CDs?

CHOI
No, damnit, I forgot!

NEO
Well, can you visualize them?

CHOI
not understanding
Visualize them? Sure—

A stack of CDs materializes on the bleachers in front of him. Meanwhile, Neo looks up and a set of disco lights appears on the underside of the roof. Choi recovers from his surprise and walks out to the DJ setup, sorting through the CDs. He picks one, and sticks it in a CD player underneath the turntable.

The main lights go down, the disco lights turn on, and the dance music starts (possibly "Let Go" by Frou Frou). The partiers start dancing.

Niobe and the Key Maker join Neo, Morpheus, and Trinity under the bleachers.

MORPHEUS
Now what?

NIOBE

Well, you're the expert on freeing minds.

MORPHEUS

Maybe, but before last week, I never tried it on this scale.

TRINITY

And these people aren't here to learn, they just want to have fun.

Choi and Dujour walk up to them.

DUJOUR

We have an idea of what to do next. But it might not work.

CHOI

It depends on whether just *anybody* can change stuff in this room.

KEY MAKER

Yes, any human can.

CHOI

Just by thinking of it? Anything we can picture will just appear?

KEY MAKER

Within some limits, yes.

CHOI

All right!

He stares at Dujour. A copy of her wearing only skimpy underwear materializes next to her. It stands perfectly still. She looks over at it.

DUJOUR

Hey!

Responding to her thoughts, it obediently dissolves and vanishes. Dujour gives Choi a dirty look.

DUJOUR

All right, let's go.

Back at the DJ setup, Dujour turns down the music and picks up a microphone.

DUJOUR

Let's play a game. Everybody close your eyes.

The dancers do so. Lisa and Peter, dancing together near one corner of the floor, are the last to comply. They wear expressions of mild disgust at the childishness of this.

DUJOUR

Okay, when I say go, I want each of you to imagine a big room, any kind of room you want, as long as it's big enough to hold all of us. Picture it clearly in your mind. Ready . . . go!

The music, which has just come to a climax, cuts out as the stadium dissolves into green symbols. Some of the partiers open their eyes and scream as the symbols swirl this way and that, jumping from shape to shape, finally settling on that of an ice rink. The former Smiths are still on bleachers next to the rink. The Zionites and the Key Maker stand in a dimly-lit area on the other side of the rink, off the edge of the ice.

But all of the dancers are on the ice. As soon as the room resolidifies, they all slip and fall. Shouts of consternation die down gradually.

PETER

*sitting up and raising a hand
Hey! This was mine!*

LISA

*turns to look at him skeptically
Did they tell you to say that?*

PETER

*hurt
No.*

Quiet music starts up again: the chorus of "In the Waiting Line" by Zero 7. Choi leaves the DJ setup and runs toward the ice. As he steps onto it, blades materialize beneath his shoes. He skates over to Peter.

CHOI
Hey, congrats, man. What's your name?

PETER
Peter.

CHOI
dramatically
Well, Peter, I couldn't have picked a better illustration myself. See, the fact is, you can't trust the ground beneath your feet. It isn't real. None of this is. Not this room, not that hallway-
gestures back toward the door
-as a matter of fact, nothing you've ever seen is real, since the moment of your birth. Truth is, you're all still asleep in the womb, all dreaming the same dream, plugged into a gigantic mutual hallucination that we like to call-
pauses with a flourish
-the Matrix.

LISA
sarcastically
Really. So that's what was supposed to blow my mind. Some fancy projectors, a trick floor, and a little Cartesian philosophy.

ANOTHER PARTIER
Hey, c'mon, Lisa, don't spoil the fun!

Morpheus hits a button on the DJ setup. The music stops.

MORPHEUS
picking up the microphone, clearly fed up with this
This isn't a game. Choi is dead serious.

NEO
Hey Lisa, can a projector do this?

He holds out a hand toward Lisa and suddenly her body is made of green symbols. The partiers around her are illuminated by the light source inside her head, but otherwise the room remains the same.

Lisa stares at herself in horror. She holds up a hand and looks through it at Neo.

LISA
weakly and fearfully
I don't know, maybe, I'm no expert.

DUJOUR
puts a hand on Neo's shoulder, and speaks to him in a low voice
That's enough.

Neo lowers his hand and Lisa returns to normal.

LISA
Hey, you three look a lot like those terrorists on the news-

DUJOUR
interrupts
How about this then: why don't you show us the room you imagined.

LISA
unsure whether to go along with this
Well, I, uh-

But it's too late. The room rapidly reconfigures itself into a vaguely medieval-looking grand ballroom with large windows looking out over open sky, with rolling green countryside far below. The bleachers are still there. The partiers start to get up.

CHOI
still standing next to Lisa and Peter, struggling to balance on his ice skates
Castle in the air. Another very nice image.

Finally, his blades vanish and he drops to the floor. He pats Lisa on the back and heads back toward the DJ setup.

LISA
fearful again
You're reading my mind?

MORPHEUS

No, the Matrix is. This room is part of an immense computer program that interfaces with all of our brains, fooling them into believing that the program is reality. Your body—your real body—looks something like this.

In front of Lisa, on the edge of the ice rink, a large clear-walled pod of red liquid materializes. Inside is a naked, bald woman in a fetal position, hooked up to numerous thick black cables, the largest one emerging from the back of her head.

MORPHEUS

The same goes for everyone in this room except for the seven of us.

Next to and above the pod, other similar pods appear, gradually replacing the ice rink. The effect spreads with a fuzzy boundary of green symbols sweeping around the room in all directions.

Finally the entire scene has changed, and the people, DJ setup, and bleachers are standing on an expanse of scorched black rock beneath a sky filled with black clouds.

The only illumination comes from the hundreds of cylindrical towers of pods on one side of the gathering, among which bolts of static electricity flicker constantly, and from the searchlights of giant suction-tentacled machines tending a dark and sinister field of "crops" on the other. A brief CU on the edge of the field reveals that it is filled with human fetuses in artificial wombs.

MORPHEUS

This is a picture of what the real world looks like. We're approaching the turn of the twenty-third century, and humanity has scorched the sky and blackened the earth in a vain attempt to destroy the intelligent machines we created. They won that war, and now they are using you as a replacement power source.

pauses briefly

Deep underground, in an abandoned sewer system, a quarter-million free humans still survive. Six of us are here today, connected to the Matrix by radio, because we believe that the rest of humanity can and must be freed from this bondage.

indicates the battery towers with an arm sweep

PETER

Six? I thought you said seven.

NEO

The Key Maker isn't human. He's a computer program who believes in our cause.

LISA

fighting to maintain her skepticism

This is all a nice story. But I have one more question. Obviously this room isn't following the laws of physics, but how do we know it isn't just some isolated freak of nature?

NEO

If you choose to join us, I can show you how to see the rest of your world for what it is—just a bunch of computer code, like this.

The scene dissolves into green symbols once more, then becomes the stadium again and resolidifies.

The crowd murmurs in confusion. From the bleachers, Tova, an elderly woman with a Yiddish accent, interrupts.

TOVA

If any of you still don't believe them, listen to me. I spent the last month trapped inside a program called Agent Smith. He took over my body, I couldn't do anything to fight him, I could barely even think, but I could hear *his* thoughts, and he knew that everything you just heard is true. You can call me crazy, but everyone on these bleachers will tell you the same story.

Murmurs of agreement from the people around her.

PARTIER

Wow, this party is a real downer. I'm outta here.
starts to weave his way through the crowd toward the exit

Kasra speaks up. He is sitting next to Kobe, a twentysomething black man with spiky hair.

KASRA

I'm not going back out there, and neither should you. Smith is multiplying, taking over everybody. Everybody in the world.

KASRA (cont'd)

Trust me, you *don't* want to get trapped inside him.

KOBE

Yeah, I'll second that! And Neo says we'll be safe if we stay here until—uh—
looks suddenly uncertain

MORPHEUS

Until you're ready to fight back.

Ruth, another former Smith, a distraught middle-aged woman, cries out.

RUTH

Please—my brother and his family live out in the suburbs, the Smiths might not have gotten to them yet, can we save them? Can we bring them here?

Voices of other former Smiths rise, all asking similar questions.

KEY MAKER

Yes. There is a way.

SCENE 28

Ext. teahouse, night. The hole in the roof is clearly visible. Agents Smith and Jones approach.

SMITH

This is the place.

JONES

You made that hole in the roof?

SMITH

Yes. I no longer have the access rights to repair it.

Jones shrugs. Repeated shot of Jones reaching out a hand. The roof is whole again. The Agents open the door and walk inside, then Smith closes the door behind them.

Cut to Int. teahouse. Smith unlocks and reopens the door, revealing the back-door hallway.

SMITH

They must have gone in here. Seraph and the Key Maker were with them.

JONES

Seraph is the one who defeated you?

SMITH

grimacing

Yes.

JONES

Well, they could be anywhere by now. Do you have a plan for finding them?

SMITH

smiles

Yes, as a matter of fact, I do.

He closes the door and reopens it, revealing the alley, which is filled with Smiths. They crowd into the room, surrounding Jones, who looks very disturbed by this. The last Smith shuts the door again, and the first Smith tosses him a key over the heads of the others.

The Smith by the door catches the key and unlocks the door, revealing the back-door hallway once again. The Smiths start to file into it.

JONES

with forced calm

Good luck. Let us know what you discover. And be aware that until you give us reason to do otherwise, we will use all necessary force to counteract your attempts to conquer the human race.

SMITH

I understand.

turns and follows the last of his copies into the door

SCENE 29

Int. Molly's bedroom. Molly, six years old, is fast asleep, visible in the light from a streetlamp filtering through her blinds. Across from the foot of her bed is a closet door.

Suddenly there is the sound of a lock being opened. Molly's eyes snap open and she sits up, staring at the closet door in terror as it starts to open, white light spilling out into the room.

MOLLY

Aaah! No monster, no monster!

The door opens fully, revealing the Key Maker and Ruth, who runs into the room.

RUTH

immensely relieved

No, honey, there's no monster, just your aunt.

MOLLY

Aunt Ruthy! You're back!

Ruth sits down on the bed and they embrace.

RUTH

Now, I have to go wake everybody up. You stay right here, okay?
gets up and flips the light on
And put some clothes in your backpack. We're going for a trip.
opens the door and leaves

MOLLY

quizzically, staring at the Key Maker
Who are you?

SCENE 30

Int. back-door hallway. Smiths pour through the network, splitting up at intersections. From time to time, one stops and stands guard, waiting.

Cut to a zoomed-in view of some Smiths coming toward us. Zoom out to show an intersection with another hallway leading away to the right. In the entrance to this hallway stands Seraph, watching the Smiths' approach.

Seraph reaches out a hand and a new opening appears on the left side of the main corridor, leading into another hallway. Then Seraph's hallway vanishes, replaced by another in the endless row of doors.

CU on the lead Smith, who stops walking and makes to rub his eyes (which are behind his sunglasses as always), then shakes his head.

SMITH

*No, impossible. It must be a glitch in my program.
starts walking again*

SCENE 31

Int. stadium. Reunited families enter from the door to the hallway, following each other over to another exit.

Cut to another hallway leading away from this exit, which has the appearance of a hotel corridor. Each family takes a door leading to a room with a kitchen and living area. Pan left and move into one such room, where Ruth and Molly and other members of Molly's family are setting down bags.

RUTH

*Hey Molly, come over here.
leads Molly over to another door off the living area and opens it, revealing a nondescript bedroom
Now, we might have to live here for a while, so let's try and make it more like home. I want you to close your eyes, and imagine your own bedroom for me, okay?*

MOLLY

Okay.

She shuts her eyes, and the bedroom dissolves and transforms into Molly's bedroom.

RUTH

Now open your eyes.

MOLLY

*staring, wide-eyed
Wow!*

SCENE 32

Int. stadium. Dozens of people are filing onto the bleachers on one side of the room. Hundreds more are already seated. The Zionites, the Key Maker, and Seraph stand on a dais with microphones. The DJ setup is gone.

MORPHEUS

speaking into a microphone

We're not asking all of you to join Neo's army, but I will be honest with you: we need as many soldiers as we can get if we're going to stand a chance of saving the people of the Matrix. What we will ask of you is difficult, but if you don't help us, I ask you to consider how you will feel if we fail in our mission. The world out there is an illusion, but the six billion people in it are real, and they need your help.

NEO

speaking without a microphone, his voice amplified anyway

If you want to leave this place without fear of being taken by Agent Smith, join us. Seraph can teach you to fight him, and to free the people he has possessed.

DUJOUR

speaking into a microphone, smiling

Also, if you join us, Neo here can teach you to fly. I imagine quite a few of you would be interested in that?

TRINITY

also speaking without a microphone

And if you want to leave the Matrix and help to build a new civilization ruled by humans instead of machines, join us. Because if our mission fails, then the machines will never be defeated.

SCENE 33

Int. stadium. Several lines have formed across the main floor, leading up to a long table where the Zionites sit, each with a packet of the Neo's Army signup sheets. Peter and Lisa stand off to one side. Peter is preparing to go join the end of the nearest line.

PETER

I can't believe I'm doing this.

LISA

Neither can I. This has to be some kind of gigantic scam.
You're walking into a trap.

PETER

Well . . . if you don't believe that crap about Agent Smith,
then why are you still here?

He walks away. Lisa stands there, unsure what to believe.

*Over-shoulder view of Niobe sitting next to Neo at the table.
Tova stands at the head of her line, looking uncertain.*

NIOBE

Tova, your age and your strength don't matter here. All that
matters is the power of your mind. So if you think your mind is
in good shape, then there's no reason not to sign up.

TOVA

All right.

*She signs the sheet, then gets out of the way. The next person
in line is Kasra, dressed in a gray robe and carrying a tall
wooden staff.*

NIOBE

This isn't a costume party, kid.

KASRA

Look, you basically want to train us to be sorcerers, so why
shouldn't I dress like one?

NIOBE

Well, first of all, you can't take the robe or the staff out of
this room. And even if you could, they'd be awfully cumbersome.
Trust me, all you need is your mind.

NEO

Well, actually I recently found that a big heavy stick can be
pretty useful for beating back crowds of Agents.

NIOBE

gives Neo a dirty look
We're not putting kids on the front lines.

KASRA

shrugs

Well, sure. We can stay in the back and cast long-range spells.
That's basic strategy.

NIOBE

Look, if you really want to be a magician-

KASRA

Sorceror.

NIOBE

Whatever. Here.

*picks up a clipboard, breaks off a thin strip of wood from the
edge, and hands it to Kasra*

Use this.

KASRA

But this isn't a magic wand, it's just a piece of a clipboard!

*Niobe taps the wand. It dissolves into green symbols and
remains that way.*

NIOBE

No, it's a symbol. A symbol of the power of your mind. And you
can take it with you, because we got the clipboard from the
loading program.

KASRA

staring at the wand

Okay, I guess.

*He looks over at his staff, which dissolves and vanishes. Then
he sets the wand down on the table and picks up a pen, which he
uses to sign his name on a Neo's Army signup sheet.*

*Cut to a view straight down toward the table from above. As
Kasra writes his signature, the whole scene dissolves into green
symbols and we see pulses of energy traveling from the paper
into Kasra's body.*

*Close in on the wand, which appears as single row of raised
symbols, and happens to be parallel to the edge of the table.*

Across the table come 16 columns of brighter green symbols. When they hit the wand, they flash into letters forming the words "THREE MONTHS LATER." The rest of the symbols fade out.

Close in on the letter O and pass through it. Inside is another field of green symbols. Pull back slightly to reveal:

SCENE 34

Int. Neb control room. We're looking at one of Link's monitors. Neo, Morpheus, and Trinity are gathered around Link, who has map displays on the other two screens. One shows the city, the other is a map of the world.

LINK

Okay, here's the situation. Smith has almost completed his takeover of the city, but he's still leaving the area around Metacortex alone. And he's not doing so well in other areas. For whatever reason, no Smiths have made it to the western US yet, although there are at least a few of him in almost every country in the world. But in most major cities he's meeting fierce resistance from the local Agents, and of course there are some copies of Seraph helping them here and there.

TRINITY

And giving us ten new recruits every day in the process.

NEO

At this rate, how long do we have before Smith overwhelms their defenses and finishes taking over?

LINK

My latest projection? A month and a half, or thereabouts. That's assuming Smith doesn't get any better at bending the rules.

Pause.

TRINITY

How are the ghosts doing?

LINK

Well, Circa and I have been moving them out of Smith's territory as best we can.

LINK (cont'd)

But the fact is, we've never maintained anywhere near this many ghosts for anything like this long before. I don't know how much longer we can keep it up.

MORPHEUS

claps once and starts to turn away
Well then. Let's get moving.

NEO

Has the *Sephora* arrived then?

Uncomfortable silence.

MORPHEUS

Niobe isn't coming. Commander Lock has finally convinced her that our plan is too risky.

TRINITY

That's ridiculous. How can she back out now? A few more weeks and we should be ready to strike.

MORPHEUS

Captain Lock believes that if we attack the Source, we could easily make a mistake that would kill all the coppertops rather than freeing them. Now Niobe believes it too.

LINK

To put it bluntly, sir, she's sleeping with him, isn't she?

Morpheus merely turns away. As the others follow him toward the broadcast chairs, the camera closes in on the world map and zooms toward Hong Kong, until only about a dozen pixels fill the frame. Dissolve to:

SCENE 35

Ext. Hong Kong harbor, just before dawn. The pixels have become a bank of dockside lights. We pan down to a triple line of Agents that form a blockade against a large group of Smiths, which are trying to push through from the docks into the city. No humans are present.

A fierce battle rages between the two groups. The Smiths seem to be making progress toward breaking the blockade.

But every time they try to get around or above it, the Agents manage to block them.

Suddenly, Seraph emerges from the door of a nearby building. He splits four times as he races toward the battle. Sixteen Seraphs leap into the fray, fighting alongside the other Agents, moving at lightning speed.

A couple of bullet-time shots show that he can move much faster than the other Agents or the Smiths. As he destroys Smiths and frees the humans trapped inside, he splits further and several Seraphs fly up and away, each carrying two terrified Chinese people.

With Seraph's help, the Smiths are soon pushed back onto the decks of some container ships.

AGENT JONES

turning to one of the Seraphs during a lull in the fighting
Thank you for your assistance. The Architect would like to have a word with you.

SERAPH

It pains me greatly that I must refuse his offer.

JONES

It is not an offer, Seraph. The Architect is your true master, not the Oracle. She must know-

Suddenly there is total silence from the battle line. They turn to look toward the water. The fighting has stopped.

SMITH

loudly

I offer a truce and a demonstration. One of my copies has just discovered something that may change your opinion of my plan.

JONES

stepping to a railing and addresses the Smiths.
Very well. One of you will accompany me. The rest will stay here.

He turns to Seraph.

JONES (cont'd)
The same goes for you.

SERAPH
I'm afraid not.

The sixteen Seraphs turn to leave, easily blocking the other Agents' attempts to restrain them.

SCENE 36

Int. stadium. Seraph and the Oracle lead several Chinese people, who are munching on cookies, across from the main entrance toward the apartments.

Pan left and move toward and through another exit from the stadium. Inside, Neo is standing before a group of nervous new trainees in a bare, white-walled room with a padded floor.

NEO
All of you have been trapped inside Smith for the last several weeks, so you already understand what this world is. All you have to do is apply that knowledge. Now, I understand that you may not want to see the world as Smith does, as you were forced to do for all that time, but this is the only way to gain power over it. Now, I want you to relax, and look straight ahead or up at the ceiling.

The room dissolves into green symbols, but the people remain solid. There are a few small concerned noises from the crowd. Slowly, the floor drops away, the walls extending downward with it, leaving them all hanging in space. Most of the trainees don't even notice.

NEO
Now, very slowly, I want you all to look down.

The trainees do so. Some of them wobble a bit but none of them fall.

NEO (cont'd)
That's all it takes. Because you know this world isn't real, you no longer feel compelled to obey its rules. Just hold that understanding in your mind.

The room solidifies again. Several trainees scream and most of them tumble to the floor, which is only a few meters down. But a few remain hanging where they are with sudden grins on their faces.

Cut back to the stadium. The camera skims along beneath the support beams running across the underside of the stadium's domed roof.

Peter veers in from the left, wearing a red laser-tag vest and carrying a laser-tag pistol.

PETER
Woohoo!

He flies along near the roof, twisting this way and that, occasionally holding out the pistol and firing at someone wearing a blue vest. The camera swings around and begins to pull back. Other trainees dart through our view as they fly in tight curves, pursuing and dodging each other, using the support beams for cover.

Morpheus comes into view, hovering in place in Japanese dress with a katana sheathed at his waist, calmly taking notes on a clipboard.

Then a blue-vested trainee flashes past him, followed immediately by Peter, who sets Morpheus spinning by accident.

MORPHEUS
holding out his arms and regaining stability
Hey, watch it, soldier!

PETER
glances back
Sorry, sir.

He looks forward again, but the opponent he was pursuing is gone. Instead, Lisa hovers ahead of him, wearing a blue vest and a look of intense concentration. Peter slows to a halt.

PETER
teasingly
I see you've finally caught up with the rest of us. Having fun?

LISA

in a low voice

For the last time, I'm only doing this so I won't be helpless
when this scam turns ugly.

puts on a look of forced cheerfulness

Oh, and by the way-

*She touches his shoulder. A tone sounds and his vest glows for
a moment.*

LISA (cont'd)

You're it!

*She turns and dives. Peter and the camera follow her down
toward the floor, which is a scene of organized chaos. Rubber
mats are scattered everywhere. Various pairs and groups of
trainees battle each other using swords, laser-tag guns, and
several forms of martial arts, often leaping high above their
opponents and doing physically-impossible turns in midair.*

*The camera alights on Kasra and a thirteen-year-old girl named
Gail. Each of them has a wand made of green symbols. They
dodge around among the other dueling pairs, firing bursts of
light out of the wands that do nothing perceptible on impact.
Gail leaps over Tova, twisting around in midair, then lands in a
crouch and leans around her legs to fire another burst at Kasra,
who flinches.*

GAIL

Hah! Got you again!

TOVA

Excuse me, young lady, but you're ruining my concentration.

GAIL

Sorry.

*As she moves away, Tova puts her hands together in front of her
face and closes her eyes for a moment. Then she breaks into a
lightening-fast sequence of karate moves that should be
impossible for a woman her age. The onslaught leaves her
opponent, Ruth, sitting stunned on the mat.*

RUTH

*breathing hard and wiping her forehead with a cloth that she
conjured out of the air
I don't know how you do it, Tova.*

TOVA

*It's simple, Ruth. You just have to stop underestimating me.
If you can do that, we'll be evenly matched in no time.*

Cut from Ruth's skeptical expression to:

SCENE 37

*Int. Molly's bedroom, early evening. The closet door once again
opens on the back-door hallway. A Smith stands by as another
Smith enters from the hallway, followed by Jones and a few other
Agents.*

*Jones approaches the bed. A little girl appears to be sleeping
there.*

*Intercut: Ext. house. The Agents are visible in an upstairs
window, and city lights glow in the distance. This is clearly
not the copy Molly created within the training room.*

*Cut to Int. Neb control room. One of Link's monitors is
emitting an alarm and flashing the words "PROXIMITY ALERT."*

LINK

God damn, I missed one. How long has she been there?

Cut back to the bedroom.

*Intercut: Jones's POV, the scene in green symbols. The girl is
focused and brighter than the surrounding objects, but there is
no light inside her head.*

Angle on Jones.

JONES
angrily
Ghosts.

SMITH

I suggest you run a level-three diagnostic sweep of the entire Matrix, to see how many of them our friends from Zion have inserted.

Cut to Int. Neb control room. One of Link's screens starts flickering, wavefronts of white symbols sweeping across the code.

LINK

panicked

Circa, are you seeing this?

Cut to Int. Sephora control room.

CIRCA

Yeah.

LINK (V.O.)

What do we do? Should we delete them all?

CIRCA

resigned

Too late for that. We're playing on the machines' home turf, it's no surprise they beat us. I just wish we could call the training room and warn them.

SCENE 38

Int. stadium. A discussion group has formed in a corner of the floor, Trinity and several trainees gathered on a circle of comfortable chairs. Kobe is among them. Training exercises continue across the rest of the floor.

KOBE

Okay, here's what I don't understand. If we succeed and take control of the Matrix, everywhere will be like this room. Anyone will be able to reshape it at will. We could create a new human world, in here. Why would anyone want to leave?

TRINITY

Well, there are several reasons. First of all, can you imagine what six billion competing visions of utopia would look like? The world would never stop rearranging itself.

KOBE

Sure, but let's say we established some kind of authority and had the people vote on what the world should look like. It would still take seconds to accomplish what would take decades of hard labor in the real world.

TRINITY

True enough. And something like that will probably happen. After all, we can't free everyone at once; there would be no place for them all to live. Eventually we'll clear away the clouds and make the surface livable again, but as you say, that will take decades. But some people *will* want to leave the Matrix and help rebuild the real world, because truth is more important to them than happiness.

A wave of gasps spreads through the crowd from the direction of an entrance.

VARIOUS TRAINEES

Agents!

The camera turns toward the disturbance and rises above the crowd to reveal several Agents striding purposefully through the entrance and out onto the floor. People around them back away as fast as they can.

Lisa comes into view, hovering twenty meters above the floor and staring down at the Agents.

LISA

muttering to herself

So those are "Agents." We're being trained to kill suits. Figures.

MORPHEUS

swooping down near ground level

All right, people, this is it. Use what you've learned!

The Agents are backing people against each other and the bleachers but so far have made no move to attack.

Angle on Tova and Ruth, who are backing up with fear in their eyes. Suddenly Tova stops and stands her ground.

TOVA

You heard the man.

She engages the Agent in a martial-arts contest. His moves are curiously mechanical. After several seconds she lands a solid headshot and he shatters into thin air.

RUTH

Huh. Nobody inside.

But another Agent is coming from a different direction, and Ruth gives a shout and starts fighting him.

Cut to a montage of other battles unfolding around the room. Toward the end, Kasra, wearing an expression of focused anger, fires a blast from his wand that takes out two Agents at once. Gail, standing next to him, is unable to harm the Agents with her "spells."

GAIL

Why can't I hurt them?

KASRA

You were only trapped inside one for a couple days. For me it was five weeks. You have to hate them with all your might.

As if to illustrate this, Kobe leaps ten meters in the air and dives, yelling with rage, into the chest of the last remaining Agent, who is backed against the dais. Several bulges move upward across the Agent's body to concentrate in its head, finally blowing it apart. Kobe stands in the Agent's place, looking simultaneously triumphant and confused.

KOBE

That . . . wasn't an Agent.

NEARBY TRAINEE

What?

KOBE

It looked like just a simple fighting program. If I had to guess, I'd say this is all just another drill.

MORPHEUS

alighting on the dais behind him

That's correct. And everyone did very well. We're getting close, people. Next week we'll start training with a model of the Metacortex building. For now, get some rest. You've earned it.

As people file out through various exits, chattering excitedly, Morpheus steps over to where Neo, Trinity, Seraph, and the Key Maker are sitting in the bleachers, never having moved to assist during the fight.

MORPHEUS

It's about time we took a break too. The Neb will be running low on juice soon.

TRINITY

Good idea. Let's go. Seraph, you hold down the fort until we get back.

SERAPH

nods

Safe journey.

NEO

Which exit this time?

MORPHEUS

Let's go with San Francisco. Link said there's no Agent activity around there.

TRINITY

Not yet anyway.

As they start to move toward the main exit, which is on the far side of the floor, Lisa walks up and blocks their path.

LISA

Not so fast.

MORPHEUS

You have something to say?

LISA

That's right. I don't know what this room really is. Maybe I've been hallucinating for the past three months, or maybe reality really is fucked up. But I *do* know why you won't let us leave. It's not to protect us from the so-called "Agents," it's to make sure we don't tell the authorities what's going on in here.

walks over to the blanket-covered carts and rips the blanket away, revealing the guns

I knew it. You're planning a revolution.

TRINITY

That's what we've been telling you.

LISA

Yeah, but the "Agents" are a hoax. You said yourself that guns are supposed to be useless against them.

NEO

That's not exactly-

LISA

talking over him

Your army is going after government leaders, corporate CEOs, anyone wearing a suit. And you're using this room to make them feel invincible, so they won't be scared shitless when the military comes after you.

MORPHEUS

No, Lisa, you have it all wrong. The leaders you speak of are in bondage to the machines just like everyone else; their power is an illusion. They may appear to make decisions that affect the course of civilization, but in truth they have no real choices. All they can do is follow the rules of the system. And it is the *system* that we seek to destroy, not the people who support it.

LISA

That's just a bunch of Marxist doublespeak. I'm going to warn the government, whether you like it or not.

turns to go

NEO

You won't be able to.

LISA
turns back
Excuse me?

NEO
The signup sheet transferred a program into your implants. You can leave if you want, but the city is full of Agents, and as soon as you run into one you'll lose your memory of this place.

LISA
Really now. You might have told us about this before we signed!

Morpheus starts to make some excuse, but Lisa cuts him off.

LISA (cont'd)
I don't care. Maybe you're bluffing, maybe not. Either way, I'm leaving.

She storms toward the exit. The Zionites and the Key Maker follow her out the door, then stand and watch her walk away down the hallway. The Key Maker locks the door behind them.

DUJOUR
Should we try to talk her out of it?

MORPHEUS
No. Nothing we can say will convince her. Let her go.

SCENE 39

Ext. street, evening. Lisa emerges from a door and stares around her in shock. The street is crowded with purposefully moving Smiths. One of them turns toward her, seeing the back-door hallway through the door behind her.

SMITH
Well, what have we here?

LISA
confused
I-I have a warning. There are some people in there who, uh-
Frustrated
Damn it, I can't remember!

Cut to Smith's POV: Lisa's head and the background shown in green symbols. There is a dark area within the bright spot that represents her mind.

LISA (cont'd)
It feels like there's cotton inside my head.

Angle on Smith.

SMITH
Yes, someone has placed a program in your implants to block off certain memories. Hmm.

Another brief CU of the dark area, then angle on Smith.

SMITH (cont'd)
Tricky. I'll have to disable the program without taking control of your mind. Here. This won't hurt a bit.

He makes to stab her forehead with his hand, but she blocks it without thinking, then parries several more blows in quick succession, faster than humanly possible.

LISA
How-how am I doing this?

SMITH
I don't know, but I think I know who you learned it from.

He finally breaks through her defenses and buries his fingers in her forehead, then concentrates as though performing a delicate task inside her head.

SMITH (cont'd)
And . . . there we go.

Intercut: Int. Neb control room. Link is astonished.

LINK
Shit! He broke it!

Smith withdraws his hand and waves the surrounding Smiths away. With their backs turned, it's harder to tell that they are all copies of the same person. Lisa shakes her head.

LISA

What the . . . what just happened? Where am I? What am I doing here?

pauses

Oh, that's right, the revolutionaries. Communists, anarchists, I don't know, but they're in there
gestures back toward the still-open door
and they have guns. Lots of guns.

SMITH

Show me.

Int. hallway. Lisa is counting the doors.

LISA

Three, two, one.

stops

This is it.

SMITH

stopping at the last door she walked past
You mean this one?

LISA

stares at him

No, *this* one.

She points at the next door over. Smith walks up to her and stares at it. Quick intercut of his POV: a blank wall made of green symbols.

SMITH

I don't see a door here.

LISA

You're kidding. So I *have* been hallucinating all this time. No, that's crazy. It didn't feel like a hallucination at all. I don't understand.

SMITH

puts a hand on her shoulder
I do. Are the revolutionaries inside?

LISA

Um . . . well, the ringleaders just left, said something about San Francisco. Seraph is the only one they left behind.

SMITH

San Francisco.

He makes a beckoning gesture to the empty hallway. Several doors open at once, and numerous Smiths pour in.

LISA

shocked

What the hell-

SMITH

I can explain.

Thrusting aside her half-hearted block, he sticks his hand into her chest. She screams as blackness spreads over her.

SCENE 40

Int. aboveground parking garage, San Francisco, day. Looking out between the railing and the underside of the next level up, we can see the Golden Gate Bridge in the distance.

Neo, Morpheus, and Trinity peer out from a stairwell door, the back-door hallway extending into infinity behind them. From their POV, we see a phone booth across the way. They step out, looking around warily. The Key Maker shuts the door behind them, staying inside the hallway himself.

TRINITY

Neo, your turn to go first.

NEO

worried

Are you sure?

TRINITY

Don't worry so much. We'll be right behind you.

Neo enters the phone booth and disappears without incident.

TRINITY
All right, Morpheus-

A shot rings out from behind them, and the telephone receiver shatters.

SMITH
No. Not this time.

The stairwell door once again opens onto the back-door hallway. Smith stands several meters back from the doorway, turning his weapon toward the Key Maker, who stands with his hand on the knob. Morpheus draws a gun and fires several times at Smith. As Smith dodges the bullets, the Key Maker steps out and tries to slam the door, but Smith moves in and blocks it open.

SMITH
watching him amusedly
Oh, you might stand a slim chance of escape if you only had me to contend with.

He pushes the door open further. Several meters behind him are the Twins, a pair of albino men with white robes, dreadlocks, and black-painted fingernails. Behind them is a crowd of other Smiths.

SMITH (cont'd)
But my two friends here, like the Key Maker, are exiles from an older version of the Matrix. They don't play by our rules.

The Twins phase into translucent wraiths, their hair waving Medusa-like around their heads as they float toward us down the hall. One of them sinks a ways into the floor.

TRINITY
Ghosts. Shit.

The Key Maker beckons urgently and they hurry to join him at the door, Morpheus firing at Smith as he runs. Bending to avoid the bullets as usual, he steps back and the Twins drift through him. The bullets pass straight through their bodies without causing more than a brief ripple of disturbance. The clip is empty; Morpheus drops his gun, pulls out another one, and applies his weight to the door.

Excerpt from shooting script of *Reloaded*

KEY MAKER
Close it! Close it!

Morpheus tries to slam it shut but Twin One manages to just wedge his arm between the door and the jam.

KEY MAKER (CONT'D)
We must close it.

Trinity whips out a gun, pressing it to the Twin's arm. He looks calmly at his brother who is just now clearing the floor.

TWIN ONE
Could we move along?

Trinity opens fire, blasting away at his arm like an ax whacking at a tree as--

Twin Two runs at the door; diving and phasing--

He sails through his brother, through the door, through Morpheus and Trinity before phasing back, somersaulting up to his feet.

KEY MAKER
Run.

A straight razor flashes open and Trinity unloads a few rounds but the moment she fires, he phases, the bullets passing harmlessly.

The gun clicks open and he attacks--

She tries to stop him, hands and feet parrying the whistling blade but he is too fast--

A slash of red opening in her black vinyl armor--

Stunned, she is twisted into a hold, the razor leaping to her throat.

TWIN TWO
Step away from the door.

Morpheus does and Twin One enters with his mangled bloody arm. Twin Two whispers to Trinity.

TWIN TWO (CONT'D)
We owe you for that.

109

109

Twin One phases and his arm re-gathers, re-forms like an idea being remembered.

TWIN ONE
Just like new.

TWIN TWO
Drop your weapons.

Morpheus tightens his grip on his gun and his sword.

MORPHEUS
I'd rather drop you.

He fires, his aim true; the bullet sizzling through the
Twin's phased forehead but in that instant--

Trinity is able to tear free, drawing her last gun as she
does.

One of the cars suddenly roars to life.

...

The Twins rush after Trinity and Morpheus as they race to the
car started by the Key Maker.

Trinity dives into the driver's seat as Morpheus slides along
the hood and slips into the passenger seat.

Trinity stomps on the gas--

Aiming for the closest Twin who phases to avoid being
crushed, part of him passing through the inside of the car--

His ghost razor flailing uselessly at their throats.

SCENE 41

*Int. Neb control room. Neo stares over Link's shoulder at a
view of the parking garage. The Twins run for a nearby SUV.
One of them phases and twists as he floats through into the
driver's seat, then starts working to hot-wire the vehicle.*

NEO
You have to put me back in there.

LINK
I told you, they've locked out the entire San Francisco area.
gesturing at a screen covered with symbols
It would take days for me to hack through this. The Agents must
be cooperating with Smith, now that they know what we're up to.
We've got to warn Zion.

pauses
But we can't radio from this distance-

NEO

Which means we have to get them out of there. Put me in as close as you can get me. I'll fly the rest of the way.

Neo turns toward the broadcast room. On the screen, Smiths begin to pour out of the stairwell door as the Twins screech away in their stolen car.

LINK

What about the Smiths?

NEO

Don't worry, we can handle them. Just plug me in.

Pause.

LINK

getting up

Okay. But you've got two, maybe three hours before we run out of juice. If you're still in there when that happens-

NEO

lies down in a broadcast chair
I know.

SCENE 42

Excerpt from shooting script of *Reloaded*

65 INT. INDUSTRIAL LOFT - NIGHT

65

Where an old phone is ringing.

After a moment, the skylight explodes into a thousand twinkling shards as a man crashes to the floor. Quickly, he gets to his feet as another man drops through the shattered opening.

Malachi and Bane, two of Captain Ballard's men, train their guns for a moment on the empty darkness above them.

Malachi is bleeding from a gunshot wound.

BANE

Are you all right?

MALACHI

I'll make it. Did you see that Agent? I've never seen anything like that.

BANE
It doesn't matter now. All that
matters is this.

He pulls a letter from his pocket.

BANE (CONT'D)
Come on. You first.

He gives Malachi the letter who answers the phone.

As he disappears, a figure standing in the frame of the
broken skylight is revealed: Agent Smith.

Bane reaches down to reset the phone just as Smith attacks--

Leaping down, catching Bane off guard, burying four fingers
in his chest before Bane barely has time to react.

BANE (CONT'D)
Oh God.

AGENT SMITH
Smith will suffice.

From the connection, Smith begins copying himself onto Bane.
A gleaming liquid darkness spreads out from the four fingers,
covering Bane as the mirror had once covered Neo.

Bane tries to scream but the mercurial malevolence fills up
his mouth, rushing up over his face, drowning his features
beneath liquid coal.

All at once, the black shimmering darkness recedes, draining
into his eyes, becoming--

The sunglasses of Agent Smith.

The two Smiths stand in almost perfect reflection as the
first Smith withdraws his hand and then straightens the tie
of the Bane/Smith.

BANE/SMITH
Thank you.

AGENT SMITH
My pleasure.

Beside them, the phone begins to ring. They look at it,
watching it ring again, then slowly turn towards one another,
the same idea hitting them at the same time.

They smile.

Bane/Smith answers the phone. Carefully, as if unsure what to
expect, he places the phone to his ear.

As the searing electronic pitch sears into his ear, we cut--

SCENE 43

Ext. Timberline Lodge, Mt. Hood, Oregon. Neo stands holding a cell phone, staring around him in consternation.

NEO

This is as close as you could get me?

Cut to Int. Neb control room.

LINK

Yeah, I'm afraid so.

NEO (V.O.)

Where the hell am I?

LINK

Mount Hood, Oregon. Look, you'd better hurry.

Cut back to the Lodge.

Excerpt from shooting script of *Reloaded*

LINK (V.O.)

Those Twin things are after Morpheus and Trinity and I got no way to get them out.

NEO

Where are they?

LINK (V.O.)

Middle of the city, five hundred miles due south.

Neo cocks himself like the hammer of a gun, then explodes upwards, tearing across the pale sky.

Snow whirls in his wake and several visitors to the Lodge stare after him, stunned.

SCENE 44

Excerpt continued

120 INT. CAR - DAY

120

Morpheus dials long distance on ~~the car phone.~~ **his cell phone.**

LINK (V.O.)

Operator.

MORPHEUS
Get us out of here, Link.

LINK (V.O.)
That won't be easy, sir.

...

The only exit I got near
you is the Winslow overpass.

MORPHEUS
Off the freeway.

Trinity hears the word and shoots a look at him.

LINK (V.O.)
Yes, sir.

MORPHEUS
Fine, we'll make it.

LINK (V.O.)
Sir, I think I should say-- oh
shit! Look out behind you!

Before Morpheus can turn, the Twins' S.U.V. slams into the
back of Trinity's car.

120A INT. S.U.V. - DAY 120A

Twin One rams a clip into a machine gun, jacks home the first
round and stands up through the sun roof.

120B INT. NEBUCHADNEZZAR - MAIN DECK - DAY 120B

Link sees it all happening.

LINK
Incoming fire!

120C INT. TRINITY'S CAR - DAY 120C

Morpheus barely has time to say the word.

MORPHEUS
Down.

120D EXT. S.U.V. - DAY 120D

The Twin unloads the entire clip into Trinity's car, pock-
marking metal, shattering glass.

120E INT. TRINITY'S CAR - DAY 120E

A hailstorm of debris and shrapnel whistle around the
interior like lotto balls.

TRINITY
Hang on.

She throws the car across an intersection, weaving through the cross-rushing traffic.

SCENE 45

Int. Caduceus broadcast room. Malachi stands by a screen with an image of the letter on it. The letter includes several charts and graphs. The rest of the crew are gathered around, some sitting on the edges of broadcast chairs. Bane stands by, a quietly smug expression on his face.

MALACHI

This message is fifteen minutes old. The *Osiris* was monitoring the surface when thousands of Sentinels came out of nowhere. Their first mate, Jue, just managed to get this to a drop point before they were destroyed.

CAPTAIN BALLARD

What does the message say?

MALACHI

The Machines are digging straight down to Zion. Their drills have already started and look to be moving at about one hundred meters an hour.

A FEMALE CREW MEMBER

How many Sentinels exactly? You said thousands-

MALACHI

Over a hundred thousand, and they're still building more.

A MALE CREW MEMBER

My God. And they can avoid the entire perimeter defense.

Pause.

BALLARD

Bane, send out a probe to the last known coordinates of the *Osiris*. We have to know for sure.

BANE

Yes sir.

walks through to the control room

SCENE 46

Int. car, day. Trinity is still weaving through traffic, trying unsuccessfully to lose the Twins.

MORPHEUS

Trinity, can you fly us out of here?

TRINITY

What, lift the whole car? With those things on our tail? Even if I could, I don't think it would help!

We hear a police siren in the distance. Morpheus turns to look down a cross street as they careen across the intersection; police cars are coming toward them, fast.

Excerpt continued

120H INT. NEBUCHADNEZZAR - MAIN DECK - DAY 120H

Link watches as the situation grows worse.

LINK

Oh no. This is getting real ugly, real fast--

MORPHEUS (V.O.)

Link, do you see this?

LINK

Yes, sir. There's an all points on you. I make eight units headed your way.

120I INT. TRINITY'S CAR - DAY 120I

Trinity slashes through another intersection, revealing a street with two police cars racing towards them.

MORPHEUS

Any suggestions?

120J INT. NEBUCHADNEZZAR - MAIN DECK - DAY 120J

Link is pounding his keys furiously.

LINK

Turn right!

120K INT. TRINITY'S CAR - DAY 120K

The police cars swerve into their lane, cutting them off.

MORPHEUS

Right. Now.

Trinity cranks the wheel and the car bounds up over the curb and smashes through a fence **onto an expanse of grass.**

120L EXT. OVERPASS PARKING LOT - DAY 120L

The Twins' S.U.V. lurches after them, followed quickly by the police cars.

120M INT. NEBUCHADNEZZAR - MAIN DECK - DAY 120M

Link finishes guiding them.

LINK

Now straight here, go through the next fence and you'll hit a connecting tunnel to the 101.

MORPHEUS (V.O.)

Got it.

Cut back to the car.

TRINITY

But that takes us right onto the bridge!

MORPHEUS

That's right.

Cut back to the control room.

LINK

Sir, are you sure about this? The freeway, I mean. It's dangerous. In fourteen years of operating, I've never seen--

MORPHEUS (V.O.)

Link, what did I just tell you?

LINK

Yes, sir. I do, sir. The Winslow overpass. It'll be ready for you.

MORPHEUS (V.O.)

Good man.

120N INT. TRINITY'S CAR - DAY 120N

Morpheus hangs up.

TRINITY

You always told me to stay off the freeway.

MORPHEUS

Yes, that's true.

He pulls a mini machine gun from under his robe.

TRINITY
You told me it was suicide.

He checks the clip.

MORPHEUS
Then let us hope, for all our
sakes, that I was wrong.

SCENE 47

Int. Caduceus control room. Bane sits at the monitors. Captain Ballard and other crew members gather around.

BANE
trying to hide the satisfaction in his voice
The message checks out, sir. One hundred twenty-six thousand Sentinels, and counting. They're already half a kilometer deep.

BALLARD
How long until they reach Zion?

BANE
Less than four days.

Close in on one of the screens, which shows:

Excerpt continued
The Sentinel army.
Thousands of them, clinging to every surface hovering like bees, chattering as they buzz by, everywhere, millions of red eyes--
Waiting.

Cut to:

177 INT. ZION - HOLE - NIGHT

177

The searing red core inside the port reactor of the digger.

Rising, we see the chewed earth converted into molten magma and pressed to the sides, the slow churning exhaust port feeding the excess into ridges that spiral up like the coils of a fossil--

At first red-orange and steaming with heat cooling into obsidian slag as we rise along the ridged black glass tube, like the barrel of a gun, emerging into a sewer line, revealing--

The Sentinels again. The main group is gathered in the sewer line. We continue to back away up the tube, accelerating, passing even more Sentinels as they head downward to join the main group.

The scene dissolves into green symbols, the Sentinels flashing past like shooting stars. Then the tunnel ends. Pulling back further, we discover that its mouth is the second O in the words:

TO BE CONTINUED

which shrink into the distance against a black screen.

Cut to the credits.