

**Matrix Resurrected**

(Formerly titled Matrix 4 - The Super Matrix)

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FADE IN:

EXT. SPACE - NIGHT

Flying at the speed of light, moving increasingly faster as the green blur disorients.

Gradually shift to Matrix coding, then to bright yellow erratic swirls of light.

The light shreds into a web of searing electrical strands shooting from a pulsing ball of fire.

It spins, expanding dramatically, like a dying sun, eventually slipping like a vortex, falling through, like sand through an hourglass neck, unable to contain the pressure.

A faint outline of TRINITY'S face appears, transparent over the vortex. Her face outline dissolves to...

EXT. MACHINE CITY - NIGHT

NEO'S face. Scarred. Lifeless.

The machine transport ferries his dead body.

The landscape crackles with victory.

A stream of tiny machines funnels his body into a blood-red opening, descending slowly, like the last licks of flame from a bonfire.

INT. ZION - TEMPLE - NIGHT

MORPHEUS and NIOBE embrace. The last sentinels fly out of Zion. COMMANDER LOCK approaches.

LOCK

It sure looks like a miracle to me.  
At the moment I can't explain it  
any other way.

MORPHEUS

Nor can I.

LOCK

I owe you both an apology. And not  
because I thought my tactics were  
wrong. No, I owe you an apology  
because I failed to see that your  
tactics might also be right.

MORPHEUS

Thank you, Commander.

LOCK

While I'm relieved the battle has ended, I don't believe we have the luxury of assuming the war is over. The truth is, we really don't know why the attack ended.

MORPHEUS

Yes, I suppose you're right.

LOCK

First course of action, if we're to stay in Zion, is to seal off the machine tunnel.

MORPHEUS

A monumental task.

LOCK

Neo may have performed a miracle, but there's no telling how long it'll last. I hope you'll both help me rally the Council and Zion to stay vigilant.

NIOBE

Jason, we've had our differences, but I've never doubted your dedication to Zion.

MORPHEUS

Likewise, Commander. I hope we can work together, like the old days.

Commander Lock nods with a small smile and walks away.

NIOBE

What do you think happened to Neo and Trinity?

MORPHEUS

I wish I knew.

INT. THE SOURCE - WELL ROOM - DAY

Like prey imprisoned in a spider's web, a naked man lies immobile and weightless, thousands of tubes and optical fibers radiating from his body. Laser beams sweep over him. Monitors and equipment hum and flash.

ARCHITECT (V.O.)  
 Nataani, I apologize for not  
 telling you earlier, but, your  
 timing was impeccable. The  
 extraction was a complete success.

The naked man becomes more visible.

NATAANI (V.O.)  
 It was fire and ice there for a  
 while. I was a bit worried.

The naked man is Neo, motionless, eyes closed and repaired.

ARCHITECT (V.O.)  
 Well, I couldn't have done it  
 without you. Thank you.

Neo's face twitches like someone dreaming.

NATAANI (V.O.)  
 I'm glad I could be of service.  
 When will his body be ready?

ARCHITECT (V.O.)  
 Soon. Very soon.

INT. UNKNOWN LOCATION - DAY

Nothing but blinding white light. Then, a form emerges from  
 it, coming closer. It's Neo.

He looks left, right, then forward, confused but also curious.  
 He notices something ahead and walks.

What looks like a Matrix back corridor emerges from the center  
 of the whiteness.

He stops again, looks left, then right. Nothing but whiteness.  
 He strides into the corridor.

INT. ZION - COUNCIL CHAMBER - DAY

Morpheus addresses the Council ELDERS. Commanders, pilots, and  
 their crews are present including Lock, Niobe, and ROLAND.

DILLARD (ELDER)  
 You have news Morpheus?

MORPHEUS  
 Yes. The machines have sent a  
 message.

(MORE)

MORPHEUS (CONT'D)

And it saddens me to report that Trinity and Neo are both dead.

WEST (ELDER)

That's a great loss to us all.

DILLARD

Do we know the cause?

MORPHEUS

From what they tell us, Trinity died when their hovercraft crashed and Neo was killed battling Smith.

TUCHMAN (ELDER)

So then it was Neo who stopped the machines?

MORPHEUS

Yes. Apparently, he negotiated peace for Zion in exchange for destroying Smith. In this, it seems, he succeeded, but at the cost of his own life.

HAMMAN (ELDER)

Did they have anything more to offer?

MORPHEUS

Only that Neo and Trinity's bodies will be ready to be picked up on the planet surface in 17 hours.

WEST

17 hours? Why 17 hours?

MORPHEUS

They say their bodies were badly damaged and it will take that long to restore them. A gesture of goodwill, I suppose.

DILLARD

Do you wish to be the one to receive our fallen heros?

MORPHEUS

It would be my honor.

INT. UNKNOWN LOCATION - CORRIDOR - DAY

Neo walks. In every side door of the corridor shadowed SMITHS tower like menacing statues, eyes closed. Neo appears not to notice them.

A Smith in the last side door is stone-faced and wide-eyed. Neo goes through the end door.

INT. UNKNOWN LOCATION - ROOM - DAY

He crosses over to the familiar door that leads to the Architect's room with the wall of TV screens.

He tries the knob. Locked.

He visualizes the BOY WHO BENDS THE SPOONS. He reaches for the knob, stops, holds his hand inches away, then turns.

The knob turns with his hand motion. At full turn brilliant light dissolves the door but he doesn't end up in the TV room.

The light swallows him, turning into searing electrical strands. He's almost completely obscured but still calm.

He walks forward, observing the phenomenon. The brilliance decreases.

Trees and flowers partially materialize, floating in space, unattached, like objects in a Surrealist painting.

He walks further. The objects become fuller, more connected until...

EXT. UNKNOWN LOCATION - FIELD - DAY

The light gives way to a grassy field with trees and flowers. It's a perfectly beautiful day.

The Architect stands, holding a BABY. Many AGENTS keep vigil, appearing like charcoal smears in a watercolor landscape.

Neo is unnoticed and spirit-like. He studies the Architect, confused by his good-nature with the baby, then smiles at their playfulness.

The Architect walks off. The agents follow. The landscape unexpectedly follows them, sucking itself out, leaving a well-appointed bedroom in its place.

INT. UNKNOWN LOCATION - BEDROOM - NIGHT

A young PERSEPHONE, 25, sits at a vanity, almost naked. Aphrodite's fantasy. She brushes her hair.

PERSEPHONE

Honey, would you check on the baby?

MEROVINGIAN (O.S.)

(in French)

No problem. Could you please lay out a tie?

PERSEPHONE

Sure.

Neo walks up behind her. She keeps brushing, staring at her reflection, appearing unaware of him. He's startled as her eyes shift to him through the mirror.

PERSEPHONE (CONT'D)

I've been waiting for you.

He reacts with a voyeur's surprise. She stops brushing and puts on lipstick, still talking through the mirror.

PERSEPHONE (CONT'D)

A kiss. It's just a kiss, right?

Neo thinks.

PERSEPHONE (CONT'D)

No. A kiss is much more than that. A kiss is to a long romance what a painting is to a thousand words.

She continues to apply lipstick. It slides, seducing with each contour.

PERSEPHONE (CONT'D)

The wine, hmm. The chocolates, delicious. The love letters, divine, of course. But they are just like the words, no? The kiss, however... the kiss...

She stands, feline, turns and kisses him on the lips.

PERSEPHONE (CONT'D)

The kiss is like a painting. It reveals everything at once.

Another kiss. Very deep. He half resists. She melts.

PERSEPHONE (CONT'D)

Yes, I see. You are the one.

She opens her eyes.

PERSEPHONE (CONT'D)

You are the one for her. I approve.

A young Merovingian, 25, enters, a Ferrari in Armani.

PERSEPHONE (CONT'D)

(to the Merovingian)

Darling, what do you think? Do you approve?

Nothing indicates Neo's presence with his almost naked wife is unusual. He studies Neo like he's know him for years but never looked carefully.

MEROVINGIAN

Ah, yes. What a magnificent boy.  
If she is in love with you, well  
then, of course, you have my  
blessing. Absolutely.

(to Neo)

Shall we have a little toast, you  
and I, you know, to celebrate?

(to Persephone)

Dear, do we have the time?

She nods. They move to the adjoining library. The dressing room curls up behind them and is absorbed into the library.

INT. UNKNOWN LOCATION - LIBRARY - NIGHT

The Merovingian pulls out cognac, pours them both a toast's worth, and raises his glass.

MEROVINGIAN

She is something else, isn't she?  
(in French)  
What a beauty.

Neo nods, they kink glasses and drink. The Merovingian walks up to a full-length mirror. His happiness fades.

MEROVINGIAN (CONT'D)

Ah, but it is a terrible thing,  
though.

NEO

What is?

## MEROVINGIAN

I would do anything for that girl  
but, sadly, I don't know who she is  
any more. I lost her long ago just  
as I have lost my wife.

He downs his Cognac and turns towards Neo.

## MEROVINGIAN (CONT'D)

And I too am lost.

He cringes and looks back into the full-length mirror.

## MEROVINGIAN (CONT'D)

I've lost everything! What has  
happened to me?!

He throws his cognac glass at the mirror. The cognac glass  
shatters.

But the mirror surprisingly remains intact while everything  
else around them, as if it were the mirror, breaks into shards  
and falls, giving way to...

## EXT. UNKNOWN LOCATION - MOUNTAINOUS LANDSCAPE - NIGHT

Salvador Dali's nightmare. The Merovingian turns. His clothes  
are the same but his face is now MAROUK's, 26.

## NEO

Who are you?

The shards on the ground scrape against each other. Neo looks  
down. In all the shards are images of Smith.

## IMAGES OF SMITH

(simultaneously)

Don't you know?

The shards, like mutant insects, draw together around Marouk's  
feet and are absorbed into him. Serpentine strands with Smith  
heads surge out from his neck and body.

Neo draws back.

Marouk's head morphs to a dragon-like sentinel head with eyes  
leaking venom and mouth dripping lava. The Hydra-like form  
grows enormous with a hundred Smith heads dancing on  
serpentine tentacles.

The creature attacks, wrapping Neo in one of its tentacles. It  
squeezes. Neo winces. The creature draws Neo up.

He visualizes the GIRL FROM THE ORACLE'S ROOM who could levitate balls. He causes rocks to hurl. The Smith heads swallow them.

He tears out an enormous tree and sends it flying. The creature spews lava, engulfing it in flames.

Neo struggles. No luck. It swallows him and snarls in triumph... but -- agony. It writhes. Distress peaks. It shrieks like a thousand freight trains slamming their brakes.

It explodes, a vortex of gut, bone and light trails obscures all.

EXT. UNKNOWN LOCATION - STREET - NIGHT

The view clears.

Like the aftermath of an urban death squad, Smith bodies are strewn across an abandoned, gritty street.

Neo stands, relieved. He turns to leave, then senses something. One Smith rises. Neo turns back.

SMITH

You didn't really think it was going to be that easy, did you?

Smith attacks. Fist punch. Blocked. Hand chop. Blocked.

NEO

I did it once. I can do it again.

SMITH

Don't be so sure.

A barrage of twisting kicks and jabs smashes like ram horns against Neo's precision blocks.

Smith grimaces. Another Smith clone rises and attacks.

Neo spins around just in time to dodge his slicing arm. Neo's heel slams him into the side of a car. The car buckles, glass sprays.

The other Smith comes in low like a lawn mower blade. Neo's legs go out from under him. Smith jams his foot towards his head. Neo dodges.

Smith's foot sinks into the asphalt. Neo grabs it and upends Smith with a twist that sends him flying into a row of garbage cans.

Another Smith clone rises. Then another... and another, until they all join in.

A Smith grabs him around the neck. Neo swings him off. Two Smiths grab Neo's arms. Neo moves to flip them. They hold on.

Another Smith pummels him in the chest. Neo flips up and kicks him back. Three more Smiths wrap arms around him. He's locked.

The rest of the Smiths pile on.

TRINITY (O.S.)

Neo, this way!

Morpheus and Trinity are at a nearby building entrance.

Neo thrusts with maximum effort. Smiths go flying in every direction. Neo runs to Morpheus and Trinity. They enter an...

INT. UNKNOWN LOCATION - APARTMENT BUILDING - NIGHT

All three race through the halls of the building.

Smiths are everywhere. They kick fight. Outnumbered, they sprint down a hall.

Shadowed, wide-eyed Smiths stand like statues in open doors. Neo, Trinity and Morpheus reach the last, closed door.

TRINITY

Neo, quickly, in here. We'll take care of them.

Neo looks unsure.

MORPHEUS

Don't worry. You can trust us.

Neo nods, goes through the door, and slams it shut. It's strangely quiet. He opens the door. No signs of battle or people. He steps out.

NEO

Trinity? Morpheus? Hello?

A hall door opens. A WOMAN, 27, pretty but weathered, steps out.

RACHEL (WOMAN)

Neo, is that you?

NEO

Rachel?

RACHEL

Yeah, it's me.

Neo looks at her, scans the hall, and back.

RACHEL (CONT'D)

It's been a long time.

NEO

Seems like forever. What are you doing here?

RACHEL

I live here.

Neo looks around again.

RACHEL (CONT'D)

I've been thinking about you a lot recently. I really wish we --

He gives his full attention.

RACHEL (CONT'D)

You remember travelling cross country, we spent the night in that desert in Nevada?

NEO

Black Rock.

RACHEL

Up all night, amazed by the stars. First time we saw the Milky Way.

NEO

I remember. A billion stars.

RACHEL

Yeah.

NEO

Rachel, I know I couldn't give you what you needed, but... I always loved you.

She smiles sadly. A baby starts crying in her apartment.

NEO (CONT'D)

Are you baby sitting?

RACHEL

I have to see how he's doing.

The ORACLE calls to Neo from the apartment he came out of.

ORACLE (O.S.)

Neo. We have a lot to talk about.

The baby's cries sharpen. He looks at Rachel.

NEO

I don't mean to keep you.

RACHEL

It's all right.

NEO

Nice to see you again.

RACHEL

You, too, Neo. Bye.

Rachel steps into her apartment and closes the door. Neo scans the hall, then reenters the other apartment.

INT. UNKNOWN LOCATION - ROOM - NIGHT

He sees a woman. She doesn't look like the Oracle but he knows it's her.

NEO

Yes, a lot to talk about. But no more riddles.

ORACLE

My, but you look tired. How about a short nap? Then we can talk as long as you like.

NEO

No thanks.

ORACLE

You sure?

Sleepiness invades like a drug. She leads him to a couch.

ORACLE (CONT'D)

Neo, it's okay. Really.

She helps him lie flat. He crashes.

INT. THE SOURCE - WELL ROOM - NIGHT

Neo is still unconscious, lying weightlessly, unconnected now. The Architect stands next to him.

ARCHITECT  
(by communicator)  
Nataani, his body is ready. Make  
preparations.

NATAANI (V.O.)  
Yes, sir.

The Architect comes to some resolution. He exits to the...

#### LOADING ROOM

The Architect looks through a huge glass divider at rows of people in suspended animation, like spirits hovering in a deep freeze. Distance makes them hard to recognize.

ARCHITECT'S LIAISON (V.O.)  
The Architect's been delayed but he  
should be here soon.

Technicians move about busily. The Architect concentrates.

1ST DISTRICT DIRECTOR (V.O.)  
Surman, please. At least tell us  
why he's waited so long to bring us  
in? It's been six months and I'm  
pretty goddamned worried.

The Architect talks to a technician and exits into a...

#### CORRIDOR

The Architect is met by an attendant. They enter an...

#### ELEVATOR

The Architect stares out the glass back of the elevator, at the expansive underground city of the Source, a diorama of glass and nano fiber. He turns and eyes his reflection in the shiny elevator doors.

3RD DISTRICT DIRECTOR (V.O.)  
I agree. This is unprecedented. I  
have to assume this meeting's not  
just to initiate a new Director.

The Architect checks his appearance and adjusts his tie.

ARCHITECT'S LIAISON (V.O.)  
I assure you there's no cause for  
alarm. The problem with the Source  
has been contained.

The Architect exits the elevator with the attendant.

ANOTHER CORRIDOR

They turn the corner and enter the...

MEETING ROOM

2ND DISTRICT DIRECTOR (O.S.)

My predecessor warned me of a potential "situation". If this is it, I'm glad it's been contained and doesn't require immediate damage control.

The Architect walks over to them, overhearing the last sentence of the 2nd District Director.

ARCHITECT

It is indeed the situation to which your predecessor was referring. And I, too, am glad your first experience as a new director is not an onerous one. Hello, Teng. Welcome to the Source.

He raises his hand as a greeting, then addresses them all.

ARCHITECT (CONT'D)

Diane, Imara, Paul, you'll have to excuse me for the delay. And I'm still pressed, so please, sit.

INT. ZION - CORRIDOR - NIGHT

A dark, hooded intruder, breathless, ducks into a recess. Two soldiers run past. The coast clears. He steps out.

Surprise. Another soldier, who trains his gun on him. The intruder kicks it away.

Solid punches and kicks. None lands cleanly until -- a massive blow. The soldier slams into a wall, disabled. More soldiers approach.

He scales up, narrowly escaping a fall, and slips away on a catwalk. The soldiers see their downed comrade. They fan out.

The intruder steals above, scales down and rounds a corner. A pack of soldiers charges past, their boots thundering like a military drum corps. He emerges silently and slips into a...

## UTILITY ROOM

The intruder, alone, visible from behind, removes a hood and dark clothing, a black spider tattoo visible on an upper arm.

## COMMAND ROOM

Commander Lock communicates with his LEAD SOLDIER.

LOCK  
Cahill, anything?

LEAD SOLDIER (V.O.)  
We're still searching, Commander.

LOCK  
Inform me immediately if you find him.

LEAD SOLDIER (V.O.)  
Yes, sir.

He communicates with the DOCK SOLDIER.

LOCK  
Vaughn, what's the status on the hovercraft?

DOCK SOLDIER (V.O.)  
I got four soldiers combing it. Looks clean. I think we spooked him before he could do anything.

LOCK  
Not good enough. If necessary, I want you to take that whole ship apart and put it back together. We've got only one working ship. If he did anything, I want to know exactly what it was.

DOCK SOLDIER (V.O.)  
Yes, sir. Ah, are we still on schedule?

LOCK  
Yes. Morpheus will ascend first thing tomorrow. Make sure that craft is humming in eight hours.

DOCK SOLDIER (V.O.)  
As you say, Commander.

Commander Lock's face is tight and stoney.

INT. HOVERCRAFT - DAY

Morpheus and Niobe pilot, ascending up the machine tunnel.

MORPHEUS

It's only been a week since the war ended, but it seems like forever. And never.

NIOBE

That's all we've known, war, for our whole lives. I'm having trouble, too.

MORPHEUS

Just glad you're with me.

NIOBE

Me too.

The hovercraft sizzles as it emerges cautiously onto the bleak planet surface that is the Earth. They stare in wonder.

EXT. EARTH SURFACE - DAY

Niobe, Morpheus, Marouk and LIRA emerge from the hovercraft.

Night and day are smashed together in a Gothic haze. The landscape heaves with the scars of human and machine savagery.

Machines infest every nook but stay at bay, swaying in an eerie drone of mechanized stasis.

NIOBE

Hard to believe it once looked like the world in the Matrix.

Morpheus sees Neo and Trinity's bodies. He and Niobe lead, Marouk and Lira follow with body transports.

Tiny spiky machines, attending the bodies, back off.

LIRA

What've they done to them?

Their naked bodies, perfectly restored, are encased in clear, thick gel.

MORPHEUS

I'm not sure. Probably some kind of preservative.

They all stare. Morpheus breaks the spell.

MORPHEUS (CONT'D)

All right, let's bring them home.

They board the craft and descend into the tunnel.

The choked landscape spreads out towards the horizon, morphing from the barren planet surface to...

FLASHBACK SEQUENCE - EXT. MODERN CITY - NIGHT

A metropolis reduced to rubble. Infernos rage. Lasers rip.

An army of colossal crab-like machines crawls over millions of human carcasses sprawled over mangled steel and crushed concrete. The agonized screams of the half-dead are snuffed out with icy precision. Every last inch of humanity is marked for deletion.

The few remaining humans hopelessly snipe. Smash, slice. A head splatters like crushed watermelon.

Machines advance. The view moves backwards, revealing military personnel watching the devastation on a monitor from...

INT. COMMAND CENTER - NIGHT

A FIVE STAR GENERAL signals to an ASSISTANT who turns the monitor off. He addresses his FOUR TOP-LEVEL SOLDIERS.

FIVE STAR GENERAL

These scans were recorded earlier today. Without a radical approach, we'll be at the mercy of the machines within days. That's why the President has authorized the use of E-mags.

SHORT SOLDIER

E-mags? I thought those were experimental.

TOUGH SOLDIER

Yeah, and only for deep space use?

FIVE STAR GENERAL

Yes. But we need them here, now.

The general signals his assistant, who flips on the monitor, showing a 3-D rotating view of an E-mag along with specs.

FIVE STAR GENERAL (CONT'D)

They're designed to disable only machines or entities with a specific operating signature or wave pattern. They shoot wide and they shoot deep. Should take care of them all.

SMART SOLDIER

What about the 36s? They can handle just about anything, can't they?

FIVE STAR GENERAL

The E-mags have been programmed to disable any smart machine or android with an A.I. profile up through NeuroCom36. That's what I've been told.

SMART SOLDIER

They have any effect on humans?

FIVE STAR GENERAL

Preliminary tests don't show any. But at this intensity, we don't really know.

BUTCH SOLDIER

How're we being deployed?

The monitor image switches to a rotating earth with blinking dots that signify target areas.

FIVE STAR GENERAL

To make a complete global sweep, we'll conduct aerial assaults from thirty-five thousand feet. At that height the effective blast radius should be around a thousand miles.

On the monitor white flashes occur at the blinking dots, simulating the E-mag blasts. They widen into white circles showing the areas of anticipated exposure.

Low murmur of a flying plane fades in.

FIVE STAR GENERAL (CONT'D)

If they work as designed, we'll be sweeping up machines by tomorrow.

Sound of a loud flying plane.

SHORT SOLDIER

And if they don't?

Sound of a very loud flying plane.

FIVE STAR GENERAL  
I don't even want to think about  
it.

EXT. MAJOR CITY SKY #1 - DAY

A plane flies high above.

INT. COCKPIT - DAY

TWO PILOTS manipulate controls.

THIN PILOT  
It's time.

The heavy pilot actuates his communicator.

HEAVY PILOT  
Sergeant Cole, you are authorized  
to detonate the weapon.

The pilots are forboding. There's a blinding flash of light.

MONTAGE - END OF THE GREAT WAR

- Major City #1 - Robots and machines fall silent.
- Major City Sky #2 - A plane detonates an E-mag blast.
- Major City #2 - Cheering humans rejoice at victory.
- Major City Sky #3 - A plane detonates an E-mag blast.
- Major City #3 - Cheers rise amid vast devastation.

INT. ARCHITECT'S HOME - DAY

ON A TV MONITOR

"WOMEN, MEN, AND CHILDREN... THE PRESIDENT OF THE FREE WORLD"

ZURA (O.S.)  
(with French accent)  
Honey, it's starting.

ARCHITECT (O.S.)  
Coming.

The words on the monitor fade, replaced by the face of the PRESIDENT of the Free World, 45, a grizzled John Wayne type.

He looks somber.

ZURA (O.S.)

Do you think he'll mention it again?

ARCHITECT (O. S.)

He told me he'd do more than that.

The view moves back, revealing the President being watched on a monitor from a well-appointed, futuristic room. VICTOR, 3, sits in front of the monitor, playing with a light puzzle.

The president speaks. Heavy cheers follow each dramatic pause.

PRESIDENT

The 22nd century woke up to the ultimate nightmare, a nightmare of our own creation.

Graphic video footage of the Great War appears on the monitor.

PRESIDENT (V.O.)

The very machines we'd built to make us strong, turned on us, attacking mercilessly, bringing humanity to the brink of conquest. Although the Great War lasted less than a year, the decimation of the global infrastructure and the systematic killing of over a billion people will scar the lives our children's children and their children after that.

End video footage of the Great War. Victor holds up the completed light puzzle.

VICTOR

Mama, look!

ZURA (O.S.)

That's wonderful, Victor.

PRESIDENT

After six years of solidarity and willpower, hope has finally begun to overtake despair.

Footage of humans rebuilding appears on the monitor.

PRESIDENT (V.O.)

In time we will ascend to heights never before seen by humankind. But to accomplish this, we must be willing to embrace our past, not fear it. We must use it to teach ourselves about our future...

More footage of rebuilding shows machines and androids working and living cooperatively in the new world.

PRESIDENT (V.O.) (CONT'D)

...a future that will include not just humans, but smart machines as well. With all that's taken place, I know many of you fear what such a future holds.

End footage.

PRESIDENT (CONT'D)

But I tell you now. It can be done safely and in our lifetimes. And it will be done! Humans and machines will coexist and prosper like never before. And it is the Source that will make all this possible.

Footage shows drawings and models of the Source.

PRESIDENT (V.O.) (CONT'D)

Today, we begin. Today we give birth to the reality of a new and safe tomorrow.

ZURA (O.S.)

You've convinced him you can do it.

ARCHITECT (O.S.)

Yes. I'm to report to him first thing tomorrow.

PRESIDENT (V.O.)

The Source is the answer. Its scale is massive and its vision of world unification is unparalleled. It will take monumental effort and, above all, courage. My courage... and yours.

End footage.

PRESIDENT (CONT'D)

The nightmare is over. Follow me forward and soon we'll all wake to the bravest and newest and most beautiful of worlds. Thank you.

Zura, 24, embraces her husband, the Architect, 27.

ZURA

I'm so proud of you. You'll be the architect of a new humanity. You'll bring the world back.

ARCHITECT

We, Zura. We will bring the world back. I can't do it without you.

He looks over at his son.

ARCHITECT (CONT'D)

And you too, of course, Victor.

They hug.

INT. HALL - NIGHT

Heavy breathing. A hand knocks on a door in a specific sequence. Bang, bang-bang-bang, bang. No answer. Again, bang, bang-bang-bang, bang. Commotion.

A woman, LEENA, 27, finally opens it. She nods to, COOR, 22, and motions him in. She spies the hall, sees nothing, closes the door and locks it.

KITCHEN

Low-rent and shabby. Leena and Coor sit at a table with two other men, TY, 29, and LARS, 23. Coor pants and shakes.

TY

Was it a tracker?

COOR

Yes.

TY

How's that possible? Is your scrambler working?

COOR

Yes. I double checked it.

Coor pulls back his sleeve to reveal a tiny glowing red dot under the skin on his wrist.

LARS

Then how'd he spot you?

COOR

I don't know. Anyway, I killed him. I'm pretty sure there was only one.

LARS

Pretty sure?!

Lars looks hard at Coor, then back at Leena.

LEENA

Coor, you need to be more than just "pretty sure".

COOR

I'm... positive.

They all look apprehensive.

LEENA

Lars, watch the window. Ty, the door, please.

They go.

LEENA (CONT'D)

Best to be safe, don't you think?

Coor nods.

LEENA (CONT'D)

Okay. Are we on?

COOR

Yes. There's a transport plane leaving in the morning with junk cargo. Security should be low, but we bribed a guard just in case.

LEENA

Good. Everything's in place then?

COOR

Yes, we're ready, but --

Coor looks down.

LEENA

What is it?

He grinds his teeth.

COOR

We lost Kal.

Leena winces.

LEENA

Damn. Does Jiamin know?

COOR

No. Marcon decided not to tell her yet. It'll break her for sure.

LEENA

Damn! This plan better work. We've lost too many soldiers for it to fail now.

Leena's face is clenched, eyes closed.

PRESENT - INT. ZION - TEMPLE - NIGHT

Trinity's face is tranquil, eyes closed. Neo's is the same. They're laid out in simple coffins, arms crossed.

Morpheus approaches the podium, Neo and Trinity to his left. The crowd quiets.

MORPHEUS

My eyes are black. When I think of the loss of these two people, my eyes are filled with blackness. Neo and Trinity brought a light to my life I had never known. Their devotion to the salvation of Zion as well as their own personal commitment to each other were inspirations to us all.

In the crowd is THE KID looking teary and inspired.

MORPHEUS (CONT'D)

I see their bodies at rest, but I still can't believe they're gone. But perhaps the reason I find it so hard to believe... is because... they're not really gone.

Behind Morpheus is Niobe, warming to the possibility.

MORPHEUS (CONT'D)

Where is Neo? The prophecy spoke of one with the power to save our world. Some believed, some wanted to believe, and some found it too hard to believe. But whatever your beliefs were in the past, I ask you now to believe he was here... and still is.

Left of the podium is Commander Lock, almost believing.

MORPHEUS (CONT'D)

I know his body is dead. But I believe his consciousness found a way to survive. He is here, he is the One and we must make sure his death was not in vain by making sure his memory is never forgotten.

The crowd cheers. Morpheus puts his hands up for silence.

MORPHEUS (CONT'D)

And Trinity, where is she? Up until now I saw her death as just a tragic accident. But now I can see it was her destiny. I believe, as I do with Neo, that her consciousness survived.

The crowd is rapt.

MORPHEUS (CONT'D)

I believe she knew her fate and willingly gave in to it. I believe their love will keep them together. And if I'm not mistaken, they're watching over us, here and now, ever-present and everlasting. Today we commit their bodies to the earth but let us always remember to keep their spirits alive.

The crowd cheers. Morpheus gestures for silence. He turns, facing Neo and Trinity. They're dressed in black pants, black shirt, black boots.

Trinity's coffin is sealed electronically and lowered into the ground. Neo's is also sealed and lowered into the ground.

Silence.

INSIDE COFFIN

Dead. Neo's calm face.

ZION TEMPLE

Zion faces alternately weep and show strength.

INSIDE COFFIN

Neo's calm face.

INT. THE SOURCE - WELL ROOM - NIGHT

Neo's calm face. His eyes open slowly.

NEO

Hello?

Neo lies on a spotlight, flat surface. The room is dark. He is wearing white pants, white shirt, white boots.

NEO (CONT'D)

Hello?

Long pause.

NEO (CONT'D)

Is anybody there?

Seemingly endless pause. Finally --

ARCHITECT (O.S.)

Yes, Neo, I'm here.

Lights around the room brighten slowly. A door opens and closes. The Architect walks over to the table he's lying on.

ARCHITECT (CONT'D)

How do you feel?

NEO

Tired, mostly. Who are you?

ARCHITECT

Don't you recognize me?

NEO

Well, you look like the Architect.

ARCHITECT/ALEX

Yes. I'm the man you remember as the Architect. But my real name is Alex Strong.

NEO

Alex Strong?

ARCHITECT/ALEX

Yes. Are you able to sit up?

Neo flexes, testing his body. He sits up, then, with a look of remembrance, puts his hand to his eyes.

NEO

I can see.

ARCHITECT/ALEX

Yes. Your new body is responding well.

NEO

New body?

ARCHITECT/ALEX

We'll talk about that later. Can you tell me what you remember from your battle with Smith?

NEO

First, I need to know if you've kept your promise. Is the war over? Is Zion safe?

ARCHITECT/ALEX

Yes.

Neo's smile is privately triumphant.

NEO

Smith. I remember, he transformed me. Then another force, like something trying to save me. But I resisted and gave in to Smith. After that it was dark, mostly, and then an odd feeling, like sand in an hourglass, slowly trickling through to somewhere else. Then I saw Trinity.

ARCHITECT/ALEX

Can you remember anything else?

NEO

Dreams, I guess.

ARCHITECT/ALEX

Not dreams, Neo. Rememories.  
Imprints of your life, past and  
present, combined with those of the  
collective consciousness. But we'll  
talk about them later, too, once  
you've learned more.

NEO

Where am I? Is this the Source?

ARCHITECT/ALEX

Yes. But it's not what you think it  
is. You're no longer in the Matrix.  
You're also not in the machine  
world or the world that Morpheus  
revealed to you. Do you think  
you're ready to hear what I have to  
tell you?

NEO

I just want the truth.

ARCHITECT/ALEX

Can you stand?

Neo stands, again flexing his body.

ARCHITECT/ALEX (CONT'D)

(by communicator)

How are his readings?

NATAANI (O.S.)

Perfect. No fluctuation at all.

ARCHITECT/ALEX

Hmm. Keep me informed of any  
changes.

NATAANI (O.S.)

Yes, sir.

ARCHITECT/ALEX

Okay, Neo, here it is. You are now  
in the year 2249, around 50 years  
ahead of the world you knew in  
Zion. Machines have never been in  
control of this world although at  
one time that possibility was real  
and imminent.

NEO

How?

ARCHITECT/ALEX

There was a brutal war. We managed to triumph but only at a terrible cost. This place, the Source, was created to prevent machines from ever becoming a threat again.

NEO

So where have I been all this time?

ARCHITECT/ALEX

You've been in what we call the Super Matrix, a virtual environment created through a massive complex of chemical sequencing. It's designed to mask the real world from the machines while also creating a virtual world of machine culture.

NEO

A matrix superimposed over another matrix?

ARCHITECT/ALEX

Precisely. The Matrix was designed to keep machines distracted from the truth and convinced they're in control of humans. It's just a small part of the Super Matrix.

NEO

So, where is this Super Matrix?

ARCHITECT/ALEX

It's contained in a neural entity called the Cortex. Would you like to see it?

NEO

Yes.

ARCHITECT/ALEX

Follow me.

They exit the room.

FLASHBACK - INT. AIRPORT HANGER - DAY

Workers atop a cargo plane move palettes into position. A forklift unloads them and ferries them to a truck outside.

TWO ARMED GUARDS stand on either side of the forklift dock. One guard pulls out a pack of cigarettes.

GOOD GUARD

You shouldn't be smoking in here.

BAD GUARD

Yeah, yeah. Who's going tell? You?

The good guard flips the bad guard a look. The bad guard sneers and opens the pack. In it are two cigarettes and an explosive device. He pulls out a cigarette and flips on the device.

The forklift returns and brings down another palette of boxes. As the fork lowers, it jams, jostling the boxes. One teeters on edge.

BAD GUARD (CONT'D)

Hey, take it easy there. You almost lost one.

The bad guard reaches in and pushes the box back into place, slipping the cigarette pack in with it.

FORKLIFT OPERATOR

Thanks

BAD GUARD

Don't mention it.

The forklift ferries another load to the truck outside. The bad guard lights up. The good guard shoots him another look. The bad guard smiles defiantly.

Huge explosion outside the building. The truck and forklift drivers lie on the ground in agony.

GOOD GUARD

Jesus Christ.

Everyone in the building runs to the rescue except for the bad guard. He takes a last draw off his cigarette, drops it casually, and snuffs it with the tip of his shoe.

He ambles to the wreckage, checking that everyone is out of the building.

Leena, Ty, and Lars, dressed in black, slip out of the landing gear compartment of the plane. They move silently and scale up to a catwalk. Each removes their hood. They view the chaos.

LEENA

We'll move when it's dark.

PRESENT - INT. THE SOURCE - CORTEX ROOM - DAY

The Architect and Neo are scanned and enter a massive room. In the middle is an enormous glass globe set into a semi-circular depression in the floor.

In the globe is an entity radiating light and electrical strands, a presence of indescribable magnetism and energy, like a sun, begging to be stared at and yet so intense as to be almost blinding.

Technicians move about, tacitly acknowledging the visitors.

ARCHITECT/ALEX

This is the Cortex. It's the central feature and defining motivation for the Source.

Neo stares in awe.

ARCHITECT/ALEX (CONT'D)

It's actually a living organ similar to a brain. And while its physiology can evolve and its genetic information is susceptible to mutation, it was designed without artificial intelligence, so it has no ability for independent thought or calculation.

NEO

Sounds like a computer that's alive.

ARCHITECT/ALEX

A bit oversimplified but essentially correct. It's an astonishing achievement, really. A marvel of chemical and genetic engineering.

The Architect furrows his brow in silent pain.

ARCHITECT/ALEX (CONT'D)

It required many sacrifices. And losses.

Every crease in his face remembers.

FLASHBACK SEQUENCE - EXT. SECURE COMPOUND - NIGHT

Camouflaged completely in black, Ty, Lars and Leena flatten themselves against a very high, thick stone wall lined on top with electrified bars. They look up.

LEENA

Damn!

TY

Either we got a bad feed or those bars are new.

LEENA

Everyone's scrambler working?

They look down at tiny glowing red dots beneath the skin on their wrists. They nod.

LARS

Think they're on to us?

LEENA

Doesn't matter. We move as planned. There's gotta be another way in.

They move tightly along the wall's perimeter.

INT. ARCHITECT'S HOME - NIGHT

Zura, 34, son Victor, 13, and their MAID are in the kitchen. Zura talks on a phone.

ZURA

Well, that's fine, Alex. If they have to keep you late, we'll meet at the terminal tomorrow at noon.

INT. HOTEL ROOM - NIGHT

Two secret service men eye the doors and windows, a third sits close by. The Architect, 37, sits, talking on the phone.

ARCHITECT/ALEX

I'm sorry, Zura. You know I'd be home if I could.

ARCHITECT'S HOME

Victor tugs at Zura's arm.

VICTOR

Mom, please, can I talk to dad?

## SECURE COMPOUND

Ty, Lars, and Leena discover a two-inch wide break in the compound wall. Ty looks through it.

TY

It's tight but it might work.

They focus. Their human appearance and clothes vanish in a sweeping motion.

Like freakish cadavers stripped of skin, the mesh Kevlar weave of their android 36 bodies is revealed, crisscrossing in thin, tight bands like muscles in an anatomy book.

They exert themselves. Their bodies mechanically extrude and flatten, the Kevlar bands sliding and shifting silently with every movement like a nest of snakes.

Struggling, they squeeze through the break in the wall and, once on the other side, regenerate their human appearance.

## ARCHITECT'S HOME

ZURA

Of course. One more thing. Your son. He's been waiting to talk to you all day.

She hands Victor the phone.

## SECURE COMPOUND

The androids move along the interior wall of the compound, then towards a building.

## ARCHITECT'S HOME

VICTOR

Dad, I think I've figured it out. The problem you showed me. You know, about the vectors that don't correspond in the security grid.

## SECURE COMPOUND

An armed guard approaches. The androids duck into the narrow shadows cast by the building, built on twenty foot piers. The guard passes.

They move to a position under a first floor balcony located two stories above.

Acrobatically, they form a tower of three, standing on each others shoulders. Leena, on top, grabs the bottom of the balcony railing firmly. Ty climbs up the other two, then Lars goes, and finally Leena climbs onto the balcony.

The door is unlocked. They enter.

#### ARCHITECT'S HOME

VICTOR

I know, dad, but just check it out and see if I'm right. I love you, too. Here's mom. Bye.

MAID

It's time for bed, Victor. Say goodnight to your mother.

VICTOR

Goodnight, mom.

He kisses her goodnight. The maid and Victor leave.

ZURA

That son of yours is smart as a nanogen. He's going to overtake you one of these days, Alex. I'll see you tomorrow. I love you, too.

#### INT. SECURE COMPOUND

The androids arrive at a door. Lars puts his hand over the lock and concentrates. His hand sweeps between human and android appearance. The door unlocks magically. They enter.

The apartment is dark. They move room by room until they find the only person there, asleep in bed.

Lars pulls the woman, MI-LEE, from her bed, holding her from behind, mouth covered. Leena turns on a light and scans the room.

She sees a security badge for Zealand Air employees. She grabs the badge, which has a holographic picture of the woman's face. She studies it, then turns to the woman.

TY

Make a sound or try to get away and you die instantly. Understand?

She nods. Leena signals Lars. He releases her.

LEENA

Answer my questions without hesitation. Say "yes" or "no" and follow it with my question. Understand?

She nods.

LEENA (CONT'D)

What's your name?

The woman is clearly frightened.

MI-LEE

My name is Mi-Lee Han.

LEENA

Do you work as a flight attendant on the Zealand security shuttle?

MI-LEE

Yes, I work as a flight attendant on the Zealand security shuttle?

LEENA

Are you scheduled to be on the noon flight, tomorrow?

MI-LEE

Yes, I'm scheduled to be on the noon flight, tomorrow?

LEENA

Now, I'll know if you're lying.

Mi-Lee nods with intense focus.

LEENA (CONT'D)

What's your code word?

MI-LEE

Dingo. My code word is dingo.

LEENA

Dingo?

MI-LEE

Yes, dingo.

Leena looks hard at her, then at the others who nod. Leena gives Ty a look. Ty pulls out a device and shoots a thin beam at Mi-Lee. She goes limp. Lars props her up in a chair.

Leena goes over to Mi-Lee, grabs her arms, and concentrates. Leena's human appearance vanishes, revealing her android body. She exerts herself, reducing her body to the smaller size of Mi-Lee's, and then regenerates a new appearance. She stands.

TY

What's your name?

LEENA

My name is Mi-Lee Han.

Leena now looks, acts, and talks exactly like Mi-Lee. Lars and Ty smile at each other, then at Leena. Her face hardens.

LEENA (CONT'D)

We all know I won't be coming back.  
It's okay, though. The Architect is  
the key. If I can take him out, the  
machines stay free.

They grab arms. Lars and Ty depart. Leena studies Mi-Lee's security badge, then looks at Mi-Lee's body.

The sound of an air shuttle fades in loudly.

EXT. SKY - DAY

A Zealand Air shuttle flies over the clouds.

INT. AIR SHUTTLE - BACK SECTION - DAY

The Architect and his wife sit in a spacious private cabin. A secret service man sits close by, carrying a photon gun.

AIR SHUTTLE - FRONT SECTION

Leena, as flight attendant Mi-Lee, makes her way through the shuttle. In between forced smiles and small talk with passengers, her expression brews new levels of intensity.

AIR SHUTTLE - BACK SECTION

ZURA

Maura is taking Victor to a science  
camp this week. I'm sure he'll have  
lots of fun.

AIR SHUTTLE - MID SECTION

Leena glances to see if she's being watched. Every strand of her mechanized core twinges with fear and anticipation.

AIR SHUTTLE - BACK SECTION

ARCHITECT/ALEX

Yes, I'm sure he will. But all this work on the Source has kept me away from Victor so much. I feel like I'm missing his childhood.

AIR SHUTTLE - MID SECTION

Leena is undetected as she reaches the door of the mid section of the shuttle. A smirk of satisfaction crosses her face. She removes it quickly, angry at her lack of discipline.

AIR SHUTTLE - BACK SECTION

ZURA

He misses you, too. But he's not angry. Even though he's only thirteen, I think he truly understands the importance of your work. He admires you so much.

ARCHITECT/ALEX

Hmm, yes. Zura, you always know what to say.

AIR SHUTTLE - MID SECTION

Leena passes through another door, moving to the back section. A STOCKY MAN, seated near the door, reading, eyes her with precautionary suspicion.

She reaches the door to the Architect's cabin and pulls up her sleeve to check her laser weapon. The stocky man stops reading and moves to investigate.

Leena puts her hand over the door lock and concentrates. Her hands sweeps from human to android. The stocky man sees this. He pulls out a photon gun just as the door unlocks.

STOCKY MAN

Stop!

She turns and pulls out her laser gun. The stocky man shoots but misses. She shoots back.

The stocky man is hit badly but manages to shoot again. He hits her mid body. She reels. Her appearance sweeps erratically from human to android twice before settling on android. She crashes into the Architect's cabin like a wild animal.

AIR SHUTTLE - BACK SECTION

The secret service man in the cabin shoots at her. At the same moment she lets off a shot directed at the Architect.

The shot from the secret service man hits her first, which redirects her shot. Zura is hit instead of the Architect.

The secret service man shoots two more, disabling Leena. The room goes quiet. The Architect sees Zura, slouched over.

ARCHITECT/ALEX

Zura!

She's motionless. Then her eyes open weakly.

ZURA

I love you both. Don't give up.  
Please, please promise me you won't  
give up, no matter what.

ARCHITECT/ALEX

Yes, yes. I promise, but Zura...

She goes limp.

ARCHITECT/ALEX (CONT'D)

Zura! Zura!

He can't revive her. He turns to the Secret Service man.

ARCHITECT/ALEX (CONT'D)

Keep everyone out. And get the  
pilot. Now!

The secret service man gives the Architect his gun, quickly confirms the android is disabled, then departs.

The Architect holds Zura in his arms. From behind he hears a moan. He grabs the gun and turns.

LEENA

(weakly)

Machines will never be slaves to  
humans. We'll never give up, you  
know. Never.

Her eyes go blank. The Architect looks back at Zura and weeps.

PRESENT - INT. THE SOURCE - CORTEX ROOM - DAY

Neo looks over at the Architect.

NEO  
Are you all right?

The Architect is lost in remembrance.

NEO (CONT'D)  
Alex?

The Architect collects himself.

ARCHITECT/ALEX  
Yes. Sorry. Come.

They walk up to the Cortex. Neo's fascination shifts to eerie familiarity. He touches the glass globe and closes his eyes. Electric strands converge around his hand.

The Architect looks up at the controller's station, quietly talking to the controller by communicator.

ARCHITECT/ALEX (CONT'D)  
Hjort?

CONTROLLER (O.S.)  
I don't know, sir. I've never seen this happen.

ARCHITECT/ALEX  
Any ideas?

CONTROLLER (O.S.)  
No, sir.

ARCHITECT/ALEX  
How are the readings?

CONTROLLER (O.S.)  
No signs of distress.

ARCHITECT/ALEX  
If the readings change, let me know at once.

NEO  
I feel something. I know I've felt it before.

QUICK FLASHES - NEO NEAR DEATH EXPERIENCES

-- Neo collapses after Smith shoots him in the hall.

-- Neo collapses after disabling sentinels with his mind.

Neo's expression moves from pain to sadness. An assistant approaches the Architect.

ASSISTANT

(quietly)

The Cortex is still stable, but  
Neo's experiencing mild trauma.

ARCHITECT/ALEX

(quietly)

The sedative must be wearing off.  
Or the Cortex triggered something.  
Prepare a tranquilizer patch.

The assistant nods and moves off.

NEO

I remember now. This feeling. From  
the Matrix, whenever my life was  
being threatened.

Neo removes his hand and the electrical strands retreat. The Architect looks up at the controller who nods reassurance.

NEO (CONT'D)

I've died again, haven't I? This is  
the second time.

ARCHITECT/ALEX

In the worlds you knew, yes. But at  
the same time you've been reborn  
here.

NEO

Why did you pull me out?

ARCHITECT/ALEX

We had no choice.

NEO

No choice?

ARCHITECT/ALEX

You were on the verge of disrupting  
the entire world.

NEO

How is that possible?

ARCHITECT/ALEX

It's complicated.

NEO

I need to know.

The Architect's expression reveals his reluctance to explain. Neo's demands an answer.

ARCHITECT/ALEX

Alright. As I said before, the Cortex is a living entity... except for one critical difference.

NEO

No intelligence.

ARCHITECT/ALEX

Yes. So, when she changed as she did, we were completely unprepared. She must have been reacting to primal instincts that exist at the core of every living thing.

Neo looks confused.

ARCHITECT/ALEX (CONT'D)

I'm sorry. Somehow some of the Cortex's genetic code became intertwined in the programming code of a virtual person in the Super Matrix.

NEO

Hardware fusing with software?

ARCHITECT/ALEX

Something like that. We thought it was just a random error, a glitch. But soon we realized the awesome truth. It was a deliberate evolution. The Cortex was trying to get around its inability to think by injecting part of itself into someone who could think.

NEO

Me?

ARCHITECT/ALEX

Yes. And you, in turn, transferred the Cortex's code to Smith when you jumped into him. Altered as you both were, you defied control, predictability, and even eradication. You also acquired unexpected powers. The inevitable consequences were soon apparent.

(MORE)

ARCHITECT/ALEX (CONT'D)

Your abilities would increase to the point where you'd achieve awareness of the Super Matrix and, ultimately, of the Cortex itself. And that, we realized, would be the same as the Cortex attaining self-awareness.

The Architect looks up at the Cortex with wonder.

ARCHITECT/ALEX (CONT'D)

Absolutely fascinating.  
Theoretically impossible, and yet.

He refocuses and looks back at Neo.

ARCHITECT/ALEX (CONT'D)

I can only equate her behavior with something like a single cell of a body trying to attain awareness of the whole body.

NEO

That's why you pulled me out?

ARCHITECT/ALEX

Yes. So when you realized the truth it would be outside of the Cortex, outside her comprehension, and that of the machines.

NEO

Are you saying I'm part of the Cortex?

ARCHITECT/ALEX

In a way, yes. You're the product of an evolutionary mutation, born from the Cortex's most basic genetic code. But in another way, you're quite separate. We had to extract you. And when we did, you were born into this world.

Neo looks confused.

ARCHITECT/ALEX (CONT'D)

In a sense the Cortex gave you life. And you returned the favor by giving her an existence outside of herself, allowing her to transfer her genetic code to this world. And all this has made an historic event possible.

(MORE)

ARCHITECT/ALEX (CONT'D)

You, Neo, are the first virtual to ever exist as a real person in the real world.

NEO

No. I can't do this again.

He backs up awkwardly.

NEO (CONT'D)

This is the second time I've lost everything. My life's been nothing but a lie.

ARCHITECT/ALEX

I'm deeply sorry for any pain we've caused. But I must urge you to set aside your disillusion. It would be a terrible mistake to dismiss your past as if it were not real.

NEO

But it wasn't real.

ARCHITECT/ALEX

No, Neo. Something need not be tangible to be real. Ask yourself. Weren't your experiences in the Super Matrix transforming? Wasn't your love for Trinity real? Truth is, without the Super Matrix, you would never have existed at all.

NEO

Are you saying I should be thankful?

ARCHITECT/ALEX

No, I'm saying you should be accepting. You are who you are because of your past, real or imagined.

NEO

That's just it, it's all imagined. It's all just memories. There's nothing I can still touch.

ARCHITECT/ALEX

Actually, that's not completely true. Neo, there's a lot you don't know. I'm trying to go slowly, but I think it's time you met someone.

NEO

Who?

ARCHITECT/ALEX

I'd rather show you, if that's okay?

Neo takes a few deep breaths and collects himself, looks at the Architect skeptically.

ARCHITECT/ALEX (CONT'D)

Come.

Neo, the Architect, and his assistant exit.

FLASHBACK SEQUENCE - INT. THE SOURCE - PLAZA - DAY

The awesome, domed underground complex of the Source is near completion.

A group of people, unrecognizable, walks through an expansive open plaza. As they move closer, the front man, the Architect, 44, dispatches all but one, SERENA, 42. They continue walking.

ARCHITECT/ALEX

Now that the Source is almost complete and with the world divided into four districts, I'm beginning to sense an urgent, almost desperate mood. It's like everyone's drunk on hope and fear, and nobody's sure which one will prevail.

SERENA

There's been a lot of change. A lot of unknowns.

ARCHITECT/ALEX

It doesn't help that the Cortex is still in the early stages. We're still pretty far from a solution people can actually see.

SERENA

And, of course, the survival of the 36 has tested everyone's confidence.

ARCHITECT/ALEX

That may change soon.

SERENA

Really? Why?

INT. LABORATORY - NIGHT

A deactivated android 36 lies on a table, his chest open and partly dissected. Lab workers manipulate his innards.

ARCHITECT/ALEX (V.O.)  
The Talman brigade managed to  
capture a 36 intact.

A lab worker lifts a small, specialized device from a case and slowly carries the device over to the android.

ARCHITECT/ALEX (V.O.) (CONT'D)  
Now that they have one, they're  
going to take full advantage. The  
plan is to implant an electronite  
grenade in it and hope it will  
return to an android base without  
knowing what it's carrying.

The lab worker fits the device in a cavity under the rib area.

SERENA (V.O.)  
(apprehensive)  
Electronite?

The lab worker reconnects some wires and reassembles him.

ARCHITECT/ALEX (V.O.)  
I know. But it's worth the risk.

EXT. MILITARY FACILITY - NIGHT

Deserted.

A large truck drives through a mangled security fence, past bombed-out buildings and burned military vehicles.

SERENA (V.O.)  
It would have to detonate near the  
center of the base to really be  
effective, wouldn't it?

INT. LARGE TRUCK - NIGHT

Five military officers sway with the truck. The android 36, still deactivated, is chained into a seat.

ARCHITECT/ALEX (V.O.)  
Absolutely.

EXT. MILITARY FACILITY - NIGHT

The truck pulls up to a bombed out building. Three armed officers follow two others who carry the android inside.

SERENA (V.O.)

Won't they be able to detect it?

The soldiers open a metal trap door to a basement. They take the android down.

ARCHITECT/ALEX (V.O.)

Hopefully not until it's too late.  
The new grenade casing requires  
pinpoint scanning to be detected.  
Just so happens that the scanning  
also acts as the detonator.

SERENA (V.O.)

Ingenious.

They deposit the deactivated android on the basement floor and set it to reactivate in two hours. They emerge from the basement and slam the door with deafening finality.

EXT. THE SOURCE - PLAZA - DAY

Serena and the Architect enter a building at the plaza's end.

INT. THE SOURCE - BUILDING - DAY

They walk through a corridor.

SERENA

Your son has come to command a lot  
of respect around here. That's  
quite an accomplishment for someone  
whose twentieth birthday was only a  
week ago.

ARCHITECT/ALEX

Just because he's leading the  
neurochemistry team on the Cortex  
doesn't mean your authority has  
changed. Victor will be under your  
direction throughout the project.  
He knows there'll be no favoritism.

SERENA

I didn't mean to imply there was.

ARCHITECT/ALEX

He's young, as you said. And quite brash. He shouldn't be allowed to overstep his place.

SERENA

I don't sense we'll have any problems. So far he's shown himself to be as brilliant in his field as you are in yours, and just as much the gentleman.

ARCHITECT/ALEX

Thank you, Serena. I'm sure he'll be as flattered to hear that as I am.

PRESENT - INT. THE SOURCE - BUILDING - DAY

The Architect, his assistant, and Neo are still walking through the Source corridors.

NEO

This place looks a lot like Zion.

ARCHITECT/ALEX

That was deliberate. But it goes beyond just appearance. Both are located underground, require self-sufficiency and restrict freedom to leave.

NEO

For security?

ARCHITECT/ALEX

Mostly. But there was a psychological reason, too. We knew that volunteers going into the Super Matrix would need a subliminal connection with Zion, a sense of home, since they'd be spending their entire lives there.

Neo looks confused.

NEO

Are you saying the people in the Super Matrix are real?

ARCHITECT/ALEX

Only some of them. The majority are virtual people.

(MORE)

ARCHITECT/ALEX (CONT'D)

But even the real ones, once inside, are stripped of all knowledge of our world. There're absolutely no exceptions. As far as anyone in Zion or the Matrix knows, there is no Super Matrix.

NEO

So, their memories are erased?

ARCHITECT/ALEX

No, not erased. Specific memories are shutdown temporarily.

NEO

But why send real people in at all, why not just create virtual people?

ARCHITECT/ALEX

It turns out real people have a level of instinct and improvisation most virtuals can't quite replicate. And that gives us a small but critical advantage.

They come to an elevator. The Architect turns to Neo.

ARCHITECT/ALEX (CONT'D)

Neo, I'm going to tell you a bit more about this place. But then, if you don't mind, I'd like to let someone else tell you the rest. Would that be okay?

NEO

I suppose I should just follow your lead.

ARCHITECT/ALEX

I think it'll be easiest.

The elevator arrives. The assistant departs. They walk in. Neo stares through the glass back of the elevator, mesmerized by the underground city that is the Source.

FLASHBACK SEQUENCE - INT. MILITARY FACILITY - NIGHT

The face of the deactivated android 36, lying on the basement floor. He suddenly activates and rises up, disoriented. Realizing he's alone, he thrusts open the basement door and takes off.



He bullets down the highway. His face is clenched. His appearance sweeps choppily between android and human.

ANDROID BASE

INTERCUT - LARS AND THE ANDROID SCOUT

ANDROID SCOUT

We received a transmission from Coor. He's coming in.

LARS

Coor? Really?

ANDROID SCOUT

It's definitely his signature.

EXT. ANDROID BASE - NIGHT

Coor drives desperately up to a deserted mine shaft entrance. He enters the mine shaft and descends.

ANDROID BASE

INTERCUT - LARS AND THE ANDROID SCOUT

LARS

Coor's alive, then?

ANDROID SCOUT

Yes, apparently. He's requesting clearance to enter.

LARS

He's here now? Well, scan him and let him in.

ANDROID SCOUT

Sir, yes sir, but, shouldn't we inform Ty?

ANDROID BASE - SECURITY ENTRANCE

Coor knocks on the massive security door to the stronghold.

## ANDROID BASE - LOWER LEVEL

LARS

It's Coor, for B1 sake. I'm coming up. I'll let him in myself.

## ANDROID BASE - UPPER LEVEL

Lars is at the base security door. Before opening it, he activates a security scanner that detects nothing. He lets Coor in. They embrace like lost brothers.

## ANDROID BASE - LOWER LEVEL

Lars escorts Coor to a room filled with weapons and equipment. Other androids appear and congratulate him on his return.

COOR

Lars, where's Tila?

Just then, the android, Tila, bursts in.

TILA

Coor!

She runs to him. They hug deeply, almost crying from joy.

TILA (CONT'D)

I thought for sure you were dead.

COOR

The whole time, all I could think of was you.

They embrace again.

LARS

Coor. The Source. It's nearly complete. Ty has set the attack.

COOR

When?

LARS

A week at the latest.

Long silence.

TILA

We lost a lot of soldiers since you've been gone.

All the androids solemnly exchange glances. Lars breaks the dark mood. He laughs.

LARS

Please. Enough. The important thing is you survived. You beat them. You're back to fight another day.

Lars grabs Coor on the shoulders and shakes him joyously.

LARS (CONT'D)

Just proves we're the superior species. We're destined to rule this planet.

The androids rejoice. Ty bursts in with the android scout and a pack of soldiers. Coor rises to embrace Ty and share solidarity but Ty rebuffs his attempt and coldly faces Lars.

TY

Did you run a cobalt scan on Coor?

Silence.

TY (CONT'D)

Lars, did you run a cobalt!?

Lars looks around, half-worried, half-dismissive.

LARS

No, I didn't, it was--

TY

You fool. You fool! This is why you never got your own command, brother.

(To a soldier)

Scan him immediately.

Everyone is frozen. Coor's eyes widen. An android scans his body, moving over his head, then down his back and chest. Ty tightens his brow. The scanner moves over his rib cage and goes wild.

TY (CONT'D)

No.

Coor looks at Tila with dread. The androids panic. Blinding light.

EXT. ANDROID BASE - ENTRANCE - NIGHT

The dark mine shaft opening erupts in a massive plume of light, surging silently in all directions.

The brilliance oscillates like a pulsar, softens to a glowing ember, and finally extinguishes like a candle losing oxygen.

All is dark again.

PRESENT - INT. THE SOURCE - ELEVATOR - DAY

The Architect and Neo are still travelling in the elevator which is now moving horizontally past colossal energy tubes.

ARCHITECT/ALEX

Every smart machine in the world is connected to the Cortex except for one -- a very sophisticated android known as a 36. Bands of them have managed to survive and they'll stop at nothing. But despite their resolve, the Source has never endured a serious attack, mainly because of how it was designed.

NEO

Like Zion.

ARCHITECT/ALEX

Yes. A completely self contained community, which makes it almost impenetrable.

NEO

So you really are the Architect?

ARCHITECT/ALEX

Yes. I was here from the beginning. The early volunteers were families that displayed a propensity for brilliance and a history of genetic integrity. Everyone here, if qualified, is eligible to be sent into the Super Matrix. And that's possible because every real person here in the Source is mirrored by a virtual person in the Super Matrix. This gives us a tremendous amount of flexibility.

They exit the elevator into another corridor.

ARCHITECT/ALEX (CONT'D)

However, only a select group of people from the Source is ever allowed to enter the Super Matrix and assume the role of their virtuals.

(MORE)

ARCHITECT/ALEX (CONT'D)

And an even smaller number of people are allowed to leave the Super Matrix and return home to the Source. One of those people was my granddaughter... Trinity.

NEO

Trinity?

They arrive at a door. Neo looks dazed.

ARCHITECT/ALEX

She asked me to have you wait here in her room. I don't think she'll be long. Do you need anything?

NEO

No. I... I...

ARCHITECT/ALEX

Later, when you've had some rest, we'll talk some more.

The Architect smiles, turns. Neo watches him depart. He looks at Trinity's door, breathes deeply and enters.

EXT. ZION - DOCK - DAY

Morpheus and Niobe stand next to the hovercraft, Xerxes.

MORPHEUS

I'm going to ask the Council for permission to see the Oracle again. Can I count on you to join me?

NIOBE

You couldn't talk me out of it.

Morpheus smiles. Link and Rebeth come out of the hovercraft.

MORPHEUS

How does she look?

REBETH

Full diagnostic. She looks good.

MORPHEUS

How about the upload to the Matrix?

LINK

Marouk's working on that now. I'll see how he's doing.

MORPHEUS

If it all looks good, I want you both to see Commander Lock.

LINK

Yes, sir.

INT. HOVERCRAFT - DAY

Marouk works on the innards of the jack-in console.

He nervously manipulates a tool, trying to loosen a tiny device in the first compartment. He removes it, pockets it, closes the first compartment, and moves on to the second, removing and pocketing a similar piece.

He hurriedly moves on to the third compartment. The device in that one is jammed. He struggles to remove it. Sweat beads on his forehead.

He hears someone approaching. His face contorts. He grips the tool and turns it with a quick jolt. The piece comes loose.

As Link comes in, he pockets the piece and closes the top panel. As it slams shut, the tattoo of a black spider is visible on his upper forearm.

LINK

How's it look?

MAROUK

Perfect. We're ready.

Marouk is flushed and sweaty.

LINK

You alright?

MAROUK

Yeah. Just had to put a little extra muscle into tightening some of those connections. Morpheus wouldn't like it if they came loose at a critical moment.

LINK

Yeah, well, okay, good. If you're done, we need to see Commander Lock.

MAROUK

All set. Let's go.

They walk out. Marouk oozes evil.

INT. THE SOURCE - TRINITY'S ROOM - DAY

Neo stands just inside. Lights illuminate automatically. The room is small but cozy.

He walks over to a row of antique books, then circles to a mantle. Holographic photos hover above it. They brighten as he approaches.

First photo. Trinity in her teens standing with the Architect in his mid fifties.

Second photo. A happy scene of a family on the beach. The little girl in the foreground is Trinity. The father and mother are unrecognizable in the background.

Surprise. The third photo is clearly a portrait of the Merovingian and Persephone in their late twenties in a loving pose. He stares at it, trying to put the pieces together.

FLASHBACK - INT. CONFERENCE ROOM - NIGHT

Aging, erudite people are seated at dining tables or milling around in discussion. The event is lavish.

Four people are seated at a table set for six. They all stand. Two of the people give a goodnight gesture and leave. The remaining two people, young for the crowd, Victor, 23, and Persephone, 23, sit back down.

VICTOR

I love the French culture. When it became the model for the third district, I was thrilled. So much beauty, emotion, and grace. In the French culture the value of the senses is never relegated to the importance of the intellect. It's that unique balance that's lost in the other districts.

PERSEPHONE

True, I think. And unfortunate.

VICTOR

(pointing)

Take this painting, for instance.

Close by is a painting of a couple, seated, intimate, both holding the same open book and looking into each other's eyes.

VICTOR (CONT'D)

The artist has chosen to paint this couple reading.

(MORE)

VICTOR (CONT'D)

Their minds are curious, searching.  
But wait. See how he captures her,  
looking up at him, lovingly,  
sensually as he touches her hand.

He looks back at Persephone.

VICTOR (CONT'D)

And there it is, you see, within  
that moment of knowledge is also  
the spark of desire. It is the  
heavens touching the earth, the  
spirit and the body becoming one.  
And only as one, can they turn the  
bestial act into one of true love.  
Don't you think?

PERSEPHONE

Yes, I do. And what a charged  
moment to capture in paint.  
Underneath those layers of oil,  
underneath the painter's knowledge  
and discipline, there surges a  
passion, a will that must triumph.  
Such passion, expressed but  
controlled, seems forever  
desirable. No?

VICTOR

Hmm, indeed.

PERSEPHONE

And yet, we can be deceived by the  
moment, don't you think? For it is  
just that, as a painting is, a  
frozen moment. I see it, yes. True  
love, yes... but for how long? Even  
the painter knows that one day his  
perfect work will crumble despite  
his efforts to make it last  
forever. It is just an illusion he  
has painted.

VICTOR

A very beautiful illusion.

PERSEPHONE

Yes, but an illusion nonetheless.  
Will the love they have now be  
overcome by the desires of the  
flesh? Will their love fade one  
day, just as the color in her  
blushing cheeks undoubtedly will?

VICTOR

Ah, so eloquently put. But this is the nature of life, is it not, that things will change. It cannot be stopped.

PERSEPHONE

So, you think we should find the passion in life and embrace it now?

VICTOR

Absolutely. I feel it right here, right now, don't you?

Persephone blushes.

VICTOR (CONT'D)

What should I do? Should I hesitate? Should I fear? I think that would be a mistake. If we are too careful, the wonder of life can be quickly missed.

Their eyes dart and flirt.

PERSEPHONE

The Cortex is a fascinating project. But do you really think it's feasible in its current state?

Victor raises his brows and smiles.

VICTOR

Time will tell.

PERSEPHONE

I'm guessing nothing this large has ever been attempted and, if that's true, you'll have to deal with the thermal retention at the core.

VICTOR

Indeed, that is one of many challenges.

PERSEPHONE

And I assume you're imprinting the strands with zylith. If so, that should help dissipate the heat, if, of course, the neuroproteins don't reject it.

VICTOR

(intrigued)

Your reputation is certainly well deserved.

PERSEPHONE

However, I sense you're stumped by the sensitivity of the ligand-gated neuroreceptors. But that's not surprising since they don't take kindly to any reduction in transmission rates, unless...

His face shows his strong attraction.

VICTOR

My, my. Perhaps this painting is not a painting at all. Perhaps it's really a mirror? I look now and I see our reflection in it, the melding of art and science, of heart and mind. So, you think you have the answer to this problem, yes? You think you know what it is I need, you think you know what I am lacking? Maybe you do.

He looks around the conference room.

VICTOR (CONT'D)

I come to these conferences on neurochemistry because it's my duty, because it's important to my father. It's unfortunate that most in this profession know so little of passion except, of course, the passion they have for their work. But where is the passion for play, the wonder of living, where is the balance?

PERSEPHONE

It's rare to find.

VICTOR

And still rarer that it be matched with such beauty.

She blushes again.

VICTOR (CONT'D)

Ion channels, tyrosine, cation-pi interactions, yes, this is the chemistry of the mind and it is what has brought us here today.

(MORE)

VICTOR (CONT'D)

But let us instead think on that tomorrow. Tonight let us toast to the other chemistry, to the chemistry of beauty, of love, of passion. Let us toast to the chemistry of the soul.

They raise their glasses and clink them.

PRESENT - INT. THE SOURCE - TRINITY'S ROOM - DAY

Neo is transfixed by the photo of Persephone and the Merovingian.

The door opens. Trinity stands, dressed in white, loose fitting pants with a waist belt. Her hair is long. Her expression and face are fresh, despite a sense of worry.

He exhibits anxiety, too, wondering whether she'll be anything like the Trinity he knew. He hand gestures towards the photo.

NEO

I'm sorry. My curiosity got the best of me.

She moves over to the mantle without looking directly at him.

TRINITY

You've probably guessed by now that they were my parents.

She looks at the photos.

TRINITY (CONT'D)

My father -- his real name was Victor -- he used to take me to the beach. We'd collect the treasures the waves would leave behind. Then we'd walk the sand for hours. That's my most precious memory of them.

NEO

You talk like they're no longer alive.

TRINITY

Their story's a bit complicated.

NEO

I have plenty of time, unless you'd rather not talk now.

TRINITY

I'm so sorry for everything you've had to go through. I'll understand if you want to leave.

He half laughs, half smiles, on the verge of tears of relief.

NEO

Leave? I can't think of any other place I'd rather be right now.

They embrace.

NEO (CONT'D)

I lost all hope. But now. I just can't tell you how happy I am.

TRINITY

There's so much I want to tell you. I barely know where to start.

NEO

First, I need to know if you're okay.

TRINITY

Yes. And no. In many ways this world is a lot like Zion. The war's never truly over. And, as time goes by, you come to accept the loss of loved ones.

NEO

You mean your parents?

She nods.

TRINITY

They devoted their lives to the creation of the Cortex. And in the end they were lost trying to defend it. I'll always be sad they're gone, but at the same time I couldn't be prouder of them for all they've done for the world.

NEO

How did they end up in the Matrix?

TRINITY

Like I said, their story's complicated.

NEO

I have nothing but time.

TRINITY

Yes. You're right, of course.  
For me, it really started on the  
day the Cortex was finished.

FLASHBACK SEQUENCE - EXT. THE SOURCE - STAGE - DAY

Huge fanfare.

The President of the free world, 75, walks to a podium.

LIEUTENANT (V.O.)

Mr. President, during your speech  
the Lusk Repository in the Jaffna  
province came under attack. A band  
of 36s.

PRESIDENT (V.O.)

36s, eh? Hmm, probably tryin' to  
acquire zychthium to make more of  
themselves. Might be a good sign.  
Could mean they're gettin'  
desperate. What's the status?

INT. THE SOURCE - STAGE RIGHT - DAY

The LIEUTENANT and the President are off to the side of the  
stage where the President just gave his speech.

LIEUTENANT

We don't know. Four squads were  
sent in. The fighting is intense.

PRESIDENT

Goddamned 36s really know how to  
spoil a great day. Have General  
Pasha send in another squad. And  
get me a video link. I want updates  
from the field every ten minutes.

LIEUTENANT

Yes, sir.

EXT. MAJOR EARTH CITIES - DAY

Gigantic monitors show footage of the President's speech.

EXT. THE SOURCE - STAGE - DAY

PRESIDENT

Today is an historic day and this moment will be remembered as a major turning point in global history. Today I address our world on the fortieth anniversary of the end of the Great War.

Heavy cheers.

EXT. CASTLE - DAY

Like a small army of alien crustaceans, android 36s slither out of the ocean and weave silently into the jagged rocks lining the fortified island repository.

A photon blast from a castle turret. Direct hit. An android thrashes in agony, the blast frying his innards.

The android army attacks with lasers, bounding up the rocky hill with acrobatic agility. A barrage of photon blasts is unleashed. The androids dodge them with piercing precision.

STAGE

PRESIDENT

Today I stand here, at the center of the mega structure that we call the Source, to tell each and every one of you that the Cortex is finally finished. The grand vision of centralized machine control we've all been waiting for is now a reality. The Source is complete.

More heavy cheers.

CASTLE

An android heaves a silver disc at the castle wall. A massive explosion rips the ancient stones apart. The wall is breached.

Androids swarm in. Soldiers converge. Lasers tear at flesh. Soldiers fall in droves. Photons explode like fireworks. Another android is fried, but they continue to advance.

Eight androids, two with backpacks, bound toward the second wall of the repository like gymnasts in a floor exercise except their speed is superhuman.

A pack of soldiers intercepts. Photons meet nothing as metal meets flesh in a furious and ruthless martial arts slaughter. Androids, firing from the periphery, engage more soldiers.

The eight androids reach the second wall, plant explosives, and blow a hole through it, moving on to a metal structure.

PRESIDENT (V.O.)

Today, the global Machine Network goes online for the first time, and I proclaim this date an intercontinental holiday which, from this day forth, will be known as... Humanity Day.

Two of the androids pull sophisticated devices from their backpacks. They unfold and assemble them into a spiky tripod shape that looks like a giant prehistoric pterodactyl.

The two androids mechanically connect themselves to each other in a ring formation, the tripod centered between them.

The tripod begins to glow and sizzle. The androids start to spin around it, generating an energy field that concentrates their power into the device.

STAGE

PRESIDENT

Make no mistake about it. Integrating smart machines safely into our world is a monumental task that has and will continue to require huge sacrifices. But we... are... up... to... the challenge!

More heavy cheers.

CASTLE

The androids spin increasingly faster, whipping themselves into a million volt ring-around-the-rosie.

A fresh squad of soldiers crushes in. The androids are on them like bees defending a hive. Two more androids are fried, but the soldiers are no match, their bodies snapping like twigs.

The energy field of the spinning androids reaches a critical mass, sending a blast of superheated energy from the tripod, which hollows out a hole in the metal structure.

The androids disengage their spinning and separate into two androids again.

Two other androids run up past them and into the hole. The rest stand guard. It's quiet. A sweep of the area shows dead soldiers and smoldering building parts.

PRESIDENT (V.O.)

Now that the Source is a reality,  
we've not only reached an historic  
milestone in worldwide cooperation.  
We've also secured the future of  
humanity for generations to come.

CROWD (V.O.)

Hurray!

The two androids emerge from the hole with small cylinders.

Another squad of soldiers enters from the rear. The androids bound out gymnastically. Soldiers shoot photon blasts that sweep like horizontal rain, but the androids are too agile.

An android pulls out a silver disk, arms it, and heaves it towards the squad of soldiers. A searing explosion slices through them at waist level.

STAGE

PRESIDENT

And now, I'm honored to present the  
man who made all this possible, a  
man whose achievements in the  
fields of machine and android  
psychology are legendary. Ladies  
and gentleman, renowned  
andropsychologist and architect of  
the Source, Professor Alex Strong.

The Architect approaches and bows humbly amid heavy applause. Behind him are Victor, 38, Persephone, 38, and Trinity, 15. A blitzkrieg of camera flashes whites out everything.

CASTLE

The androids reach the periphery and arrogantly survey the smoldering, silent decimation. They exit from the direction they entered.

PRESENT - INT. THE SOURCE - TRINITY'S ROOM - DAY

TRINITY

The 36 is still a threat but not like then. The completion of the Cortex was the turning point. That's when I really understood what my parents had created, and what we as a world were preparing to live with -- a cold war between humans and machines that would last for a very long time.

NEO

But something went wrong?

TRINITY

About five years after the Cortex went online, an anomaly developed in her sequencing code.

FLASHBACK SEQUENCE - INT. THE SOURCE - CONTROL ROOM - NIGHT

Military personnel monitor high tech equipment. Holographic video screens show activities in the Super Matrix. Others show strings of yellow sequencing code. A COLONEL monitors the code.

COLONEL

What the -- ?

She manipulates controls.

COLONEL (CONT'D)

Commander Nataani, you'd better take a look at this.

INT. THE SOURCE - CONFERENCE ROOM - DAY

The Architect, Serena, Victor, Persephone, Commander NATAANI, and a few others meet with the President.

ARCHITECT/ALEX

We have a serious problem.

CONTROL ROOM

Commander Nataani walks over to the Colonel.

COLONEL

Look, this part of the sequencing code. It's totally unfamiliar.

(MORE)

COLONEL (CONT'D)

At first I thought I read it wrong,  
but --

NATAANI

My God.

COLONEL

Even stranger though, it'll be  
there for a few moments, then it'll  
just disappear. See, like that.  
Then it'll pop up randomly  
somewhere else. Never seen anything  
like it.

CONFERENCE ROOM

PRESIDENT

Jesus, Alex, tell me there hasn't  
been a breach of the Cortex. That'd  
be a disaster.

ARCHITECT/ALEX

No. But a breach is very likely.  
That's why we're informing you of  
the situation.

CONTROL ROOM

NATAANI

Have you checked the coder's logs?

COLONEL

I've got the Z5 computer scanning  
everything, even the early beta  
logs to see if it's some older,  
dormant code left in by accident.  
So far, no match.

CONFERENCE ROOM

PRESIDENT

If there is a breach, what kinda a  
time frame we talkin' 'bout?

ARCHITECT/ALEX

We don't really know. A month.  
Maybe a year. Longer, if we're  
lucky.

PRESIDENT

That enough time to fix it?

ARCHITECT/ALEX  
We don't know yet.

CONTROL ROOM

NATAANI  
What's your best guess?

COLONEL  
I'm afraid I don't have one.

NATAANI  
You think it could be sabotage?

COLONEL  
Hmm, possible, but doubtful. I  
don't think anyone could get  
through the security encryption.

Commander Nataani engages her communicator.

NATAANI  
Serena, it's Nataani. We have a  
serious problem.

CONFERENCE ROOM

PRESIDENT  
Someone mind tellin' me what the  
problem is exactly?

The Architect nods to Serena who replies.

SERENA  
Spontaneous genetic transference.  
It's a totally new phenomenon.  
Somehow, the Cortex transferred  
some of its genetic code into the  
sequencing code of the Super  
Matrix. Right now that code is just  
floating around, but if it finds  
its way into a virtual, it'd be a  
major problem.

PRESIDENT  
I'm sorry. What?

VICTOR  
(to Serena)  
May I?

Serena nods.

VICTOR (CONT'D)

It means that virtuals in the Super Matrix could end up as super beings with enough power to eventually discover what the Super Matrix really is. The illusion would be compromised and we'd lose control of the machines.

PRESIDENT

God help us. You got a plan?

ARCHITECT/ALEX

We've tried to fix it from the outside, but with no luck, so we'll have to send people in. They'll be looking for virtuals with powers beyond those that even the One would normally possess. Once found, they'd be terminated.

The President looks around and then back at the Architect. The Architect thanks and dismisses everyone. The President and the Architect are alone.

PRESIDENT

And if this plan doesn't work?

ARCHITECT/ALEX

At this time we have no other solution. It would be a crisis.

PRESIDENT

Alex, "crisis" is a God damn understatement. We both know it'd be a complete global meltdown.

ARCHITECT/ALEX

Yes.

PRESIDENT

We been through a lot, you and I, mostly good. Hope it stays that way. If there's anything I can do --

ARCHITECT/ALEX

Pray. That's what I'll be doing.

PRESIDENT

Yeah. Keep me informed, Alex. I got to be right on top of this one.

ARCHITECT/ALEX

Of course.

The holographic image of the President disappears. The Architect sits back with deep worry.

PRESENT - INT. ZION - COUNCIL CHAMBER - NIGHT

Zion Council elder, West, looks worried. Commander Lock addresses the Council. All top-level commanders, hovercraft pilots, and their crews are present.

LOCK

We're close to sealing off the bottom of the machine tunnel. Another three hundred meters or so of isometric titanium and phase one will be complete.

WEST

Has the second phase begun?

LOCK

Yes. Explosive charges have been planted along the entire length of the tunnel. Once the titanium seal is complete, the explosive charges will be detonated in a timed sequence starting from the bottom and ending at the top.

HAMMAN

Will the seal hold?

LOCK

It should. The rock and ore dislodged by the first explosions will act like a cork on top of the titanium seal, effectively absorbing the load. The successive explosions will then infill the rest of the tunnel up to the planet surface. It will be as if no tunnel ever existed.

TUCHMAN

Are you quite sure it will work?

LOCK

Yes, absolutely.

TUCHMAN

Thank you, Commander.

WEST

Captain Morpheus.

Commander Lock steps back. Morpheus comes to the podium.

MORPHEUS

Since the machines have yet to  
release the humans from their pods,  
I request permission to go into the  
Matrix and consult the Oracle.

DILLARD

Yes, I think now is the time.  
Commander Lock has reconstruction  
under control. Are there any  
objections?

There is no dissent.

WEST

Good, then. Prepare your crew.

INT. THE SOURCE - TRINITY'S ROOM - DAY

Neo and Trinity are on a sofa.

TRINITY

My parents programmed the Cortex,  
so they felt responsible for fixing  
it.

NEO

How do I know it's going to be  
something incredible?

TRINITY

Yes. Revolutionary. They figured  
out a way to combine their own  
genetic code with the Cortex's and  
then splice it into their virtual  
profiles. They were convinced it  
would boost their abilities to the  
same level as the super beings.

NEO

To make them easier to destroy?

TRINITY

They were so sure it would work,  
they insisted on being the ones to  
do it, to go into the Super Matrix.  
My grandfather resisted.

FLASHBACK - INT. THE SOURCE - ARCHITECT'S HOME - DAY

The Architect, Persephone, Victor and Trinity, 21, are finishing dinner. Trinity seems unaware of the tension.

TRINITY

Gran, what a beautiful beach day.  
I'm so glad you could join us this  
time.

ARCHITECT/ALEX

One of my resolutions this year is  
to spend as much time with my  
granddaughter as possible.

TRINITY

I look forward to it. But I have to  
go or I'll be late. I'm meeting  
Terence at the crystallium.

ARCHITECT/ALEX

Give your granddad a kiss.

Trinity kisses him and then her parents.

ARCHITECT/ALEX (CONT'D)

And say hello to Terence for me.

TRINITY

I will. Good night everyone.

The tension is palpable.

VICTOR

There isn't much time.

ARCHITECT/ALEX

It goes against every instinct of  
mine --

VICTOR

But something has to be done, soon.

ARCHITECT/ALEX

If something were to go wrong,  
though, the world would lose two of  
its most valuable scientists. And  
then, of course, there's Trinity.

VICTOR

I know, I know, but -- You've seen  
the work we've done. We've mapped  
it out to the nano.

PERSEPHONE

And who better to do it. We know the code better than anyone. We can do it, Alex. You know we can.

ARCHITECT/ALEX

I can't remember us ever being so at odds.

PERSEPHONE

It's that important to us.

ARCHITECT/ALEX

Hmm, yes. I know.

The Architect thinks.

ARCHITECT/ALEX (CONT'D)

I love you both too much to let this come between us. All right, you have my blessing, but, I want another month of testing.

VICTOR

A month? Can we wait that long?

ARCHITECT/ALEX

It's the only way I'll do it.

Victor and Persephone nod to each other.

VICTOR

We'll begin tomorrow.

ARCHITECT/ALEX

Trying to mimic the genetic wizardry of the Cortex to turn your virtuals into super beings... it's brilliant, no doubt. But, you'll be flying through very dangerous atmosphere. There can be no mistakes.

They sit silently, pondering the work and the risks.

NEO (V.O.)

How did you deal with all this?

TRINITY (V.O.)

I didn't. At the time I was so busy with school and friends. I knew something was up, but I didn't know it'd become an obsession.

PRESENT - INT. THE SOURCE - TRINITY'S ROOM - DAY

TRINITY

I'll never forget the day they went  
in.

FLASHBACK SEQUENCE - INT. THE SOURCE - CONTROL ROOM - DAY

The Architect talks by communicator to Persephone and Victor who are in the adjacent Loading Room.

ARCHITECT/ALEX

Your first insertion will be time-  
limited to twenty-four hours.

VICTOR (O.S.)

Yes. Perfect.

ARCHITECT/ALEX

Things should be pretty calm. Your  
virtuals are just about to go on  
vacation. So, are you both ready?

INT. LOADING ROOM - DAY

Persephone and Victor are prepped to enter the Super Matrix.

PERSEPHONE AND VICTOR

Ready.

CONTROL ROOM

ARCHITECT/ALEX

Good luck, then. See you in twenty-  
four hours.

VICTOR

Yes. You will.

LOADING ROOM

Trinity watches her parents through the Loading Room glass wall. They smile lovingly, lean back and close their eyes.

SUPER MATRIX TO MATRIX

Streaking through a web of searing electrical strands emanating from a bright white ball of energy.

Moving rapidly to bright yellow, erratic swirls of light, and finally to dripping green Matrix computer code. The green code recedes into a dark background.

Silence.

CONTROL ROOM

NATAANI

They're in.

The Architect takes a deep breath.

INT. THE MATRIX - APARTMENT - DAY

It's morning in Victor and Persephone's chic, high-rise condominium. They're sharply dressed. Victor rises from the breakfast table, folds the newspaper, and finishes his coffee.

Persephone puts on a fancy hat and coat, then takes out some lipstick and applies it. He picks up his briefcase. She turns to him. They smile and kiss.

PERSEPHONE

I'm sorry you have to work today.

VICTOR

Ah, it's no bother. My mission is over, just a little paperwork. I'll meet you at Maison Jacques at six.

PERSEPHONE

I'm looking forward to it.

They walk out, pulling the door closed.

Time slows.

The door's sweeping sound is accentuated. The final closing is exaggerated into a reverberating boom.

THE SOURCE - CONTROL ROOM

Commander Nataani, the Architect, Trinity and some assistants view a monitor.

ARCHITECT/ALEX

Oh, no. This can't be happening.

NATAANI

I know. It seems impossible, but there it is.

(MORE)

NATAANI (CONT'D)

Their sequencing codes have changed. They're still alive, though, somehow. I don't understand. They should be dead.

INT. THE MATRIX - ELEVATOR - DAY

Persephone and Victor descend. Their hands touch. They playfully, sensually interlock their fingers.

THE SOURCE - CONTROL ROOM

TRINITY

Alex?!

The Architect continues to view the monitor in distress.

EXT. THE MATRIX - STREET - DAY

VICTOR

Enjoy your day of indulgence.

PERSEPHONE

And you, make sure you finish up today. I want this vacation to include both of us this time.

She hails a taxi, gets in. The taxi drives off.

THE SOURCE - CONTROL ROOM

TRINITY

Alex, what's happening!?

ARCHITECT/ALEX

I'm sorry, Trinity.

THE MATRIX - STREET

Victor strides into the street. A car streaks around the corner and barrels towards him. There's no time. He springs.

Time slows.

The car slices through, its roof just grazing his suit. He sails up, superhuman. The car surges, revving to third, sucking air in its wake. He arcs out of its path and descends. His feet hit the road.

Fast time.

His briefcase smashes to the ground and bursts open. Bits of green code swirl around the tangle of documents, discs, and laptop that explode outward. The code vanishes in a flash as the briefcase and its contents come to rest.

The car speeds off. Victor is frozen. He scans his scattered belongings. An engine downshifts. He shakes his head.

Tires squeal. The car races back and screeches to a stop. Two men with handguns emerge. They fire. He dodges their bullets like an agent. They stop firing and look at each other. Victor is as amazed as they are. He grins.

They fire again. He races between two buildings. One of the men stops to change clips. The other pursues. Victor rounds the back of the building and stops out of sight. The first man rounds the corner. Victor grabs him.

Slow time.

He heaves him down the long alley like a pile driver. The man is embedded in a brick wall.

Fast time.

Gun reloaded, the other man follows. He rounds the corner. Victor swings his arm and connects at shoulder level.

Slow time.

The man arcs upwards, flipping heels over head before crushing down like a sack of bricks on a pile of trash cans.

THE SOURCE - CONTROL ROOM

ARCHITECT/ALEX

It's happened. My worst fear. In one instant, I've taken your parents from you. And at the same time I've turned them into the kind of super beings we were trying to destroy.

Trinity looks at him with profound sadness.

THE MATRIX - ALLEY

Victor is still frozen. Thoughts race. Adrenalin pumps. Curiosity surfaces. He slashes the air with his arm. Trails of green code swirl and dissolve in a flash. He repeats it, smiling at the potential of his newfound abilities.

THE SOURCE - CONTROL ROOM

The Architect puts his head in his hands. Trinity is in shock. Others stare in disbelief. The Architect lifts his head.

ARCHITECT/ALEX  
I failed. I failed everyone.

PRESENT - INT. HOVERCRAFT - DAY

Niobe and Morpheus pilot. Morpheus is lost in thought. Niobe reaches over, puts her hand on his shoulder. He focuses.

MORPHEUS  
That looks like a good spot.

Niobe nods. Morpheus engages the intercom.

MORPHEUS (CONT'D)  
We'll meet on the lower deck.

EXT. SUBTERRANEAN TUNNEL - DAY

The hovercraft maneuvers and lands.

INT. HOVERCRAFT - DAY

Niobe, Morpheus and his crew are assembled on the lower deck.

MORPHEUS  
Up to this point the machines have left Zion alone and for that we must be thankful. But everything indicates that the Matrix still exists and millions are still trapped in pods. It's hard to know what to make of this partial truce.

REBETH  
I think we should assume the machines will never release them.

NIOBE  
And the machines know we'll never stop trying to free them.

MORPHEUS  
That's why we need to be on guard, just like we've always been. An agent is still an agent. If you see one, you run.

A phone rings at a Matrix monitor. Link jumps up, answers it.

LINK  
It's Seraph.

INTERCUT - PHONE BOOTH/HOVERCRAFT

SERAPH  
I've been trying to reach you.

MORPHEUS  
We need to see the Oracle.

SERAPH  
Meet me at the West Port Stockyard.

MORPHEUS  
On our way.

INT. HOVERCRAFT - DAY

Marouk gets into position to jack in. A black spider tattoo shows on his upper forearm. He flashes a grin.

MORPHEUS  
Link, upload some basic weapons for each of us.

LINK  
Will do.

Niobe, Morpheus and Rebeth get into position to jack in.

EXT. THE MATRIX - STOCKYARD - DAY

SERAPH stands like a statue, waiting. Instead of four, only one person materializes. It's Smith, holding a gun.

Seraph is stunned and puts up his guard. Smith stands fast, wearing a deranged expression. He eyes his gun dismissively, tosses it aside, and flexes his body.

HOVERCRAFT

Link disconnects Morpheus, Niobe and Rebeth.

MORPHEUS  
Link, what happened? Why are we still here?

LINK

I don't know, but Marouk, he's  
dead.

NIOBE

Dead?

Rebeth checks his vitals.

MORPHEUS

How?

LINK

He flat-lined just after going in.  
And -- your not going to believe  
this, but -- Smith materialized  
right where Marouk should've been.

MORPHEUS

That's impossible.

LINK

I saw the whole thing. There's no  
other explanation. Marouk must have  
been Smith.

STOCKYARD

Smith howls madly at the sky with clenched fists.

SMITH

Finally!

Seraph stares, bewildered.

SMITH (CONT'D)

I'm back.

SERAPH

But, you're dead.

SMITH

Not any more.

HOVERCRAFT

Niobe, Link, Rebeth and Morpheus watch on a monitor.

REBETH

How can that be?

MORPHEUS

I don't know.

## STOCKYARD

Smith lunges at Seraph. They're evenly matched, fighting martial-arts style around the stockyard filled with building materials.

Smith jabs his hand like a knife towards Seraph's chest. Seraph dodges the jab and jumps backwards.

Smith's jab instead cuts into the air, which starts to ooze with the same silver substance that converts people into clones. As it spreads outwards, a hole develops around his hand.

Smith is as surprised as Seraph. As the hole grows, Smith grimaces and retracts his hand.

SMITH

Mmmm, very interesting. Very, very interesting.

Time seems frozen. Seraph waits. Smith is immobile, concentrating intensely, then finally attacks. Seraph defends. Many kicks and fist jabs send building materials flying.

Smith lands a heavy blow, sending Seraph crashing through a corrugated metal wall. He gets up quickly but looks shaken.

Smith comes in for a decisive hand jab. Seraph dodges and reenergizes himself.

Slow time.

Seraph flips over Smith. Smith turns to intercept. Too late.

Fast time.

Seraph kicks Smith into a woodpile that splinters and flies violently outwards. Smith gets up. Seraph braces.

Smith suddenly stops, looking down at his body. He flexes his arm muscles and smiles, brushing wood splinters off his suit. He chuckles, casually steps forward and stops.

SMITH (CONT'D)

Ah, that felt good.

Seraph looks confused.

SMITH (CONT'D)

But, it seems I'm a bit rusty after my extended leave. Too much time trapped in that infernal human shell, I suppose.

(MORE)

SMITH (CONT'D)

I've been in his so long, I'd almost forgotten what it was like to be me.

SERAPH

What do you mean?

SMITH

Where do you think I came from?  
Where do you think I've been all this time?

HOVERCRAFT

LINK

It's true, then.

MORPHEUS

But how?

NIOBE

That means there could be more in Zion.

Looks of dread.

STOCKYARD

SERAPH

It's not possible.

SMITH

I expected more from a construct. But apparently you suffer the same dementia as the humans.

SERAPH

Is that --

SMITH

Your capacity for denial is outweighed only by your deluded sense of grandiosity. You think humans are the only ones who can come and go from the Matrix?

Seraph assesses. Smith confirms with a nod and smile.

SMITH (CONT'D)

But enough about you. This is my special day, you see, because, now that Neo is dead and I'm back in the Matrix, I'm finally, truly free. It's given me a new clarity of purpose, a new reason to be.

SERAPH

What do you have planned for us?

SMITH

Nothing, at least not yet.

SERAPH

Somehow I doubt that.

SMITH

Cross my heart and hope to die. For now, I'll be concentrating my efforts on those who put me here in the first place. I have a plan. And now, if I'm not mistaken, I have the power...

Smith turns his hand in a figure eight pattern.

SMITH (CONT'D)

...to take them all down.

SERAPH

Then why did you attack me?

SMITH

Like I said, I'm a little rusty. I needed a little sparring practice. That was just enough.

Seraph stares hard. Smith walks out, but stops.

SMITH (CONT'D)

And when you see Morpheus, tell him I look forward to another visit to Zion.

He walks out. Seraph stands like a statue.

HOVERCRAFT

Morpheus's crew stares blankly at the monitor. Morpheus looks up, wondering whether another miracle is possible.

INT. THE SOURCE - TRINITY'S ROOM - DAY

TRINITY

The Super Matrix changed my parents. They became arrogant and blinded by their power like Smith.

NEO

You still haven't told me how you ended up in the Super Matrix.

TRINITY

I was twenty-one when the Cortex took my parents. From then on I vowed to continued their work. I tried everything to disarm the anomaly, but nothing worked.

NEO

It must've been incredibly frustrating.

TRINITY

Yes. But, when I was twenty-five, a whole new sky opened up. We found someone in the Matrix whose sequencing code matched the genetic code of the Cortex.

NEO

The anomaly.

TRINITY

Yes. This was it. Finally, the super being had arrived.

NEO

Me.

TRINITY

You, Neo. You appeared, and changed my life completely. I spent all my time watching you, trying to understand you, so I would be the one most prepared to go in... and destroy you.

She gazes into Neo's eyes.

TRINITY (CONT'D)

But the more I watched, the more I saw how much we were alike. It wasn't long before I started to fall in love.

NEO

I sensed it the moment I first saw you.

TRINITY

That moment might never have happened. I had to convince my grandfather to let me go in. Weeks went by, then I had a brilliant idea.

NEO

I think I know.

TRINITY

Instead of destroying the super being, why not help him and eventually extract him as a completely new life form.

NEO

Yes, Alex mentioned it.

TRINITY

He always put creation over destruction. Besides, he lived for this kind of thing. Of course, he didn't want me to be the one to go in.

NEO

But you found a way.

TRINITY

Oh yes. I'm too much like my parents. Besides, he knew I was the right person. He just had to get past his fear of losing me.

FLASHBACK - INT. THE SOURCE - ARCHITECT'S HOME - DAY

ARCHITECT/ALEX

I've decided. Because of your maturity and dedication, and not because of any "right" you think you have, you're worthy of the challenge. I know you can do it.

Trinity smiles.

ARCHITECT/ALEX (CONT'D)

Your father and mother may never come back, but I'll always love them as I do you.

(MORE)

ARCHITECT/ALEX (CONT'D)

And even though the Super Matrix changed them, I still remember them as they were in our world, a great and giving couple as few ever are. I pray you come back, but, if the Super Matrix takes you too, I want you to know, I'll always remember you as you are at this precise moment... the amazing, beautiful, loving granddaughter of my heart and soul. Make sure you find your peace before you go.

They hug.

TRINITY

Thank you, gran. I love you. And I will be back.

PRESENT - INT. THE SOURCE - TRINITY'S ROOM - DAY

TRINITY

I was twenty-six when I first entered the Super Matrix. Soon after, the Oracle directed Morpheus to free me from my machine pod. That's when my search for you really began.

NEO

We've been through hell. Seems to be our bond. I wonder if that bond last as things get easier.

TRINITY

There's a place I'd like to take you. It could help us find some answers.

NEO

I'd like that.

They leave her room.

INT. THE SOURCE - CORRIDOR - DAY

Neo and Trinity move through corridors of the Source. They arrive at an elevator.

INT. ZION - CORRIDOR - DAY

Morpheus and his crew move through corridors of Zion. They arrive at an elevator.

INTERCUT BETWEEN THE SOURCE AND ZION

In an elevator Neo and Trinity are silent.

In an elevator Morpheus and his crew are silent.

Neo and Trinity's elevator stops. The doors open. Neo looks out, amazed.

Morpheus and his crew walk out of their elevator onto the Zion dock. They stare at the massive dome rebuilding operation.

INT. ZION - DOCK - DAY

Morpheus turns to his crew.

MORPHEUS

We still have much to do. I need  
your best at this critical time.

They show expressions of solidarity and move off to their tasks. Morpheus looks up again, wondering.

INT. THE SOURCE - ELEVATOR - DAY

TRINITY

Are you all right?

Neo is still staring out of the elevator.

NEO

It's absolutely amazing.

They walk out into a room with seamless glass walls. The view is a spectacular ocean vista.

TRINITY

The beach has always held the  
greatest beauty and joy of my life.

She takes him up a curved staircase to a domed room made completely of seamless glass. The full panorama of the island, ocean, and sky are breathtaking. Paradise's vacation.

NEO

I haven't felt this way in a long  
time.

TRINITY

What way is that?

NEO

At peace.

Trinity takes him out onto high sand dunes. They close their eyes. He takes her hand. The view of Trinity and Neo recedes, revealing that they're being watched on a monitor.

INT. THE SOURCE - LOADING ROOM - DAY

Two people, seen from behind, look at the monitor. One is the Architect, the other a FAMILIAR PERSON.

FAMILIAR PERSON

He seems to be doing pretty well considering what he's been through.

ARCHITECT/ALEX

Yes. I think he's going to be all right. Perhaps it's time they had a little privacy?

FAMILIAR PERSON

Yes.

They turn. The familiar person is the Oracle. They move into the suspended animation area for people in the Super Matrix and walk up to Morpheus who's flanked by others we recognize.

ARCHITECT/ALEX

Morpheus will be looking for you soon. How are you feeling after your last medical procedure?

ORACLE

Oh, I'm fit and ready to meet the challenge. Besides, it will be good to see Morpheus again.

They move to an empty space. Assistants prep the Oracle. She gets into position.

ORACLE (CONT'D)

You've had your hands full, Alex.

ARCHITECT/ALEX

Yes. But I can't complain. The joy of seeing Trinity return home safely has made me a new man.

ORACLE

Let's hope you'll have plenty of  
time to enjoy it.

ARCHITECT/ALEX

Thank you, Serena. Have a safe  
trip.

ORACLE/SERENA

That's always my intention.

INT. UNKNOWN LOCATION - DAY

Neo stands, facing total whiteness. In the distance is an  
unrecognizable figure. Neo moves forward. The figure walks  
towards him. They close the gap.

It's an identical Neo. He walks right up to himself. They  
study each other.

NEO

Where did you come from?

NEO #2

I'm not sure.

NEO

What are we doing here?

NEO #2

Looking for something, I think?

The space warps around, fills with transparent cubicles that  
recede like fun house reflections. Infinite Neos occupy them,  
reminiscent of the wall of monitors in the Architect's room.

NEO

What is this?

RANDOM NEO IN THE CENTER

This is the reality.

NEO #2

Is this happening now?

RANDOM NEO TO THE LEFT

Yes.

NEO

Is it this way for everyone?

RANDOM NEO TO THE RIGHT  
 Yes. There are infinite worlds all  
 around us, all happening at the  
 same time.

RANDOM NEO IN THE BACK  
 But you have the sight, like we do.  
 We see everything.

RANDOM NEO IN THE CORNER  
 We are the One... and only.

MORPHEUS (V.O.)  
 Neo.

Neo looks around.

NEO  
 Morpheus?

TRINITY (V.O.)  
 Neo?

INT. THE SOURCE - TRINITY'S ROOM - DAY

TRINITY  
 You were talking in your sleep. You  
 called Morpheus' name.

NEO  
 Yes. Just a dream. I was wondering,  
 though. How is Morpheus?

TRINITY  
 Worried, actually. The machines  
 haven't released the pods, and one  
 Smith has managed to survive. He's  
 building a new army.

NEO  
 Smith survived?

EXT. THE MATRIX - INDUSTRIAL BUILDING - NIGHT

A black Cadillac limousine drives up to a building. A sign  
 reads "PITTSFIELD AUTOMOTIVE PLANT". Ten agents get out.

INT. INDUSTRIAL BUILDING - NIGHT

The agents walk into the lobby and stare at a dead night  
 watchmen.

They proceed down a hall and into a manufacturing room. On an inactive assembly line are partially welded car bodies flanked by motionless welding robots.

A man with his back to them sits in a swivel chair. Trinity and Neo observe from a corner. The agents move in and come to a halt in a line, AGENT BLACK in the middle.

The man in the chair swivels. It's Smith.

SMITH

Well, well, if it isn't the old tribe, come to take care of one of its own. What took you so long?

AGENT BLACK

You surprised us with your sudden return. I'm curious to know how you did it.

SMITH

I took a little trip from the Matrix, just to see what it's like on the outside.

The agents glance with skeptical curiosity. Nobody seems to notice Trinity and Neo despite their obvious presence.

SMITH (CONT'D)

Now, I'm back, fully refreshed. And I've prepared some entertainment while we get reacquainted.

Smith throws a switch. Robots swing into a dance of welding activity as car bodies inch forward on the assembly line.

SMITH (CONT'D)

Like a machine chorus line at a cabaret. I thought you might appreciate it.

Agent Black scowls.

SMITH (CONT'D)

Entertainment only, though. Too bad there'll be no last meal before you change over... to me.

A row of hands magically knifes through the air on both sides of Smith. The hands ooze. The substance spreads into tall holes, revealing Smith clones in each.

They step through into the room. The holes magically close up. The agents look at each other.

Smith rises from his chair and steps forward. The Smiths are now a row of ten.

AGENT BLACK

Nice trick.

SMITH

I've been working on it.

AGENT BLACK

It means nothing, though. We're prepared for you this time.

The Smiths approach the agents. Ten against ten. Neo looks at Trinity. The fight erupts, interspersed with robots welding, sparks flying. Smith and Agent Black lock arms. They grimace.

SMITH

Let's see what you've got.

Smith frees an arm and jams it into Agent Black. The transformation starts. Neo watches intently. Agent Black smiles smugly and pulls Smith's hand away, easily stopping the transformation.

AGENT BLACK

How does that grab you?

Smith is enraged. He strikes. They battle. Clones and agents weave violently around car bodies and welding sparks.

Smith and Agent Black lock arms again. Their exertion peaks. Smith wins out. He hurls him at a row of stacked car bodies that tumble like dominos and scatter wildly.

One careens towards Neo and Trinity. Neo barely reacts before the car body passes through him like a ghost. He glances at Trinity who nods. They resume watching. Agent Black is sprawled out, still stunned.

SMITH

Time to get serious.

Ten against nine. Smith takes advantage. He knocks an agent towards a clone. The clone locks the agent's arms from behind. Smith jams his hand. The agent struggles to free his arms and stop the transformation. No luck. It's over in seconds.

SMITH (CONT'D)

Much better.

Agent Black rises, disoriented. Smith and two clones attack him. Agent Black is no match. He's quickly transformed in a similar way. The remaining agents disengage.

SMITH (CONT'D)  
That's right. It's over. Go tell  
the maker he'll have to do better.

AGENT KYLE  
We'll be back.

SMITH  
Yes, but by then it'll be too late.

AGENT KYLE  
You always were an arrogant --

SMITH  
Arrogance is the purview of the  
strong, Agent Kyle. If I were you,  
I'd prepare for the worst.

The agents look hard at Smith and then depart.

SMITH (CONT'D)  
Round two has just begun.

Smith and his clones exit, the assembly line still humming.  
Neo follows Trinity into the middle of the room.

TRINITY  
End holograph.

INT. THE SOURCE - VIEWING ROOM - DAY

The car manufacturing room has vanished, replaced by the empty  
Viewing Room. Repeating patterns cover all its surfaces.

TRINITY  
That was two hours ago.

NEO  
He's after the machines?

TRINITY  
And it looks like he'll win.

NEO  
What about Morpheus?

TRINITY  
He's on his way to see the Oracle.

INT. THE MATRIX - ORACLE'S APARTMENT - DAY

Seraph opens the door and gestures Morpheus and Niobe inside.

SERAPH

Follow me.

He leads them to the kitchen. The Oracle is with a girl, 7, finishing a cake.

ORACLE

Thank you, Thea. It's beautiful.

THEA (GIRL)

You're welcome.

She exits the room with Seraph, smiling as she passes.

MORPHEUS

I'm glad to see you're well.

ORACLE

Thank you, Morpheus.

NIOBE

Despite the beautiful cake I'm guessing not all the news is good.

ORACLE

I love my kitchen. It's so nice and warm, and it always smells delicious.

She brings some utensils to the sink.

ORACLE (CONT'D)

Unfortunately, the world is not my kitchen. Yes, Niobe, we have more hard work to do. The machines, like humans, are unpredictable. Circumstances change. As you can see, the Matrix is still here despite the Architect's words.

MORPHEUS

Why?

ORACLE

It remains for one reason only... power. They need it. And, unfortunately, this will not change.

NIOBE

So, we're back where we started?

ORACLE

It seems so, for the moment.

MORPHEUS

What about Zion?

ORACLE

The future of Zion is still uncertain. It will be up to you to decide her fate.

MORPHEUS

I was afraid you were going to say that.

ORACLE

Zion believes in you, Morpheus. Your choice will be their choice. Pursue the struggle to free the humans and in all likelihood the machines will attack Zion again. Or you can sacrifice them and Zion will almost certainly be spared.

MORPHEUS

The machines may have more than just us to deal with.

ORACLE

He's incredibly resourceful.

NIOBE

Of course. You already know.

ORACLE

Of course. And he's moving quickly. He has a small army and will attack soon.

MORPHEUS

Will he succeed?

ORACLE

I suspect so. He's powerful and he's been around for a long time.

The Oracle's eyes glaze over in remembrance.

FLASHBACK SEQUENCE - EXT. THE MATRIX - RESTAURANT - NIGHT

Smith and two agents scan the area.

SMITH

Let's go.

INT. RESTAURANT

Persephone and the Merovingian sit at a table. A waiter clears plates.

The agents enter. Two agents wait at the entrance while Smith goes to their table and sits.

MEROVINGIAN/VICTOR

To what do we owe this unexpected pleasure?

SMITH

Do you know who I am?

MEROVINGIAN/VICTOR

If my information is correct, you would be Agent Smith.

SMITH

We've been watching you for some time now.

MEROVINGIAN/VICTOR

How flattering.

SMITH

Ever since you left your positions at the agency, you've acquired unusual powers. On its own that's hardly cause for concern.

MEROVINGIAN/VICTOR

Is it?

SMITH

But, since your powers seem to be growing and since you've taken on the Merovingian name, we've become more interested in your ambitions.

MEROVINGIAN/VICTOR

Power begets privilege. I think I'm entitled.

SMITH

Your grandiosity is undermined by your ignorance. You've acquired certain abilities in this world and you've learned to exploit them. But, you don't understand what makes it all possible. You've yet to learn the reason why.

MEROVINGIAN/VICTOR

Perhaps you'll enlighten --

SMITH

You think you're invincible, but in reality you and your little dominion can be wiped away in the blink of an eye.

PERSEPHONE

Excuse me, but are threats really necessary?

SMITH

No threats intended. I'm merely informing you of the situation.

MEROVINGIAN/VICTOR

We're quite aware that you and your associates have similar abilities. It's a big world, though. You stay out of our business and we'll stay out of yours.

SMITH

It just so happens that your business is our business. You would be wise to stick to the territory you've already carved out.

MEROVINGIAN/VICTOR

We we're just about to order some dessert. Would you care to join us?

SMITH

No. Thank you.

PERSEPHONE

Perhaps some other time?

SMITH

Perhaps.

Smith gets up, tips his head. Persephone and the Merovingian do the same. Smith walks to the exit, glances back before leaving. The two agents follow.

MEROVINGIAN/VICTOR

We must keep a sharper eye on them. Definitely not from the agency.

PERSEPHONE

Definitely not.

Their waiter, Seraph, brings a dessert trolley.

SERAPH

Are you ready for dessert?

PERSEPHONE

I'm sorry, my love, I've changed my mind. No dessert for me tonight.

MEROVINGIAN/VICTOR

Yes, I think we will both pass.

SERAPH

Very well.

Seraph puts steaming towels and mints on a plate for them.

SERAPH (CONT'D)

Thank you for joining us.

Seraph moves away with the dessert trolley.

PERSEPHONE

It was delicious. Thank you, darling.

MEROVINGIAN/VICTOR

My pleasure.

The Merovingian picks up his towel. A note falls out of it. He reads it.

MEROVINGIAN/VICTOR (CONT'D)

"If you want to learn the reason why, come to 1313 Steel Lane tomorrow at 10 AM". My, my, It seems everyone has taken an interest in me.

PERSEPHONE

You're a hard one... to resist.

She kisses him, deeply, then stands. He eyes her hungrily, tosses three crisp hundreds on the table and rises. They move through the restaurant. Their swagger and charisma turn heads.

INT. THE MATRIX - APARTMENT - NIGHT

The Merovingian's coat is on the floor, his tie is loose. Persephone's pumps are discarded, her dress straps off her shoulders.

They're kissing. She backs up, grabbing his tie. It slips through her fingers like a snake. Her silky eyes hypnotise. She slinks into the bedroom. He pursues.

PRESENT - MONTAGE - THE SOURCE - NEO AND TRINITY

-- EXT. BEACH - DAY -- They look out over the ocean, standing ankle deep in waves. They exchange smiles.

-- EXT. BEACH -- They climb back up the dunes. The glass tower can be seen at the top.

-- INT. SHOWER -- They twist in a steamy shower, kissing, unhurried.

-- INT. TRINITY'S ROOM -- They're on her bed, naked but half draped by sheets, holding delicate glasses, half full. Neo drinks.

NEO

This is very strange. And good.  
What is it?

TRINITY

That's duria. It's one of our few indulgences. In a minute, you'll feel it down to your toes.

-- INT. TRINITY'S ROOM -- The room is half lit by candles and incense. Their lovemaking is a silky blend of body and sheets in motion.

-- INT. TRINITY'S ROOM -- They're intertwined on her bed.

FLASHBACK - EXT. THE MATRIX - WATERFRONT - DAY

A sports car limo pulls up at 1313 Steel Lane, an abandoned, decrepit iron works building. Two thugs emerge. Persephone and the Merovingian follow. They survey the situation.

Seraph appears. He eyes the thugs, then addresses Persephone and the Merovingian.

SERAPH

My name is Seraph. I'm glad you came. Please follow me.

## INT. THE MATRIX - BUILDING

They walk into an enormous room where military ships are assembled. The Oracle stands at the end of the launching dock.

ORACLE

My apologies. I'm sorry we had to meet in such a desolate place.

MEROVINGIAN/VICTOR

Who are you?

ORACLE

I am the Oracle.

The Merovingian scans all faces then chuckles.

MEROVINGIAN/VICTOR

The Oracle? Is this some sort of joke?

ORACLE

I'm here to reveal the truth. You must wonder why you have such powers?

MEROVINGIAN/VICTOR

The Oracle? The Oracle? How utterly pretentious.

ORACLE

I don't pretend to be anything more than what I am.

PERSEPHONE

And what is that exactly?

ORACLE

A virtual construct, just like you.

PERSEPHONE

Forgive me. I'm much more patient than my husband but even I --

ORACLE

You've made your point. So I'll get right to mine.

PERSEPHONE

Please do.

ORACLE

This world, your world, is an artificial world created by machines. A war between humans and machines left this planet in ruins. Humans lost and are now enslaved and harvested like crops for their energy.

The Merovingian wears a tense, annoyed grin.

PERSEPHONE

Fairy tales. I read them as --

ORACLE

I'm quite serious.

Persephone's amused smile fades.

PERSEPHONE

And we see none of this?

ORACLE

That is correct. To mask the truth from humans, the machines created a virtual world called the Matrix.

The Merovingian chokes back his disgust.

PERSEPHONE

All this is an illusion?

ORACLE

Yes. Most are plugged into the Matrix for their entire lives and know nothing of the real world.

PERSEPHONE

And we? We are plugged into this Matrix?

ORACLE

You were, once. But you've been transformed. You are now programs of the construct, like Seraph and I. And like us you can never leave.

MEROVINGIAN/VICTOR

That's quite enough, Oracle. All-seeing, all-knowing, is that it? Well then, you must have known you couldn't scare me with this little revelation. This world, another world, what difference does it make, so long as I have power.

ORACLE

I'm not here to scare anyone.

MEROVINGIAN/VICTOR

No? So then, why have you come? Perhaps you are looking for sheep, yes, for followers that will be humbled by your presence?

ORACLE

I have no such desires. I came to reveal the truth. But mostly I came to warn you.

PERSEPHONE

Warn us?

ORACLE

Your powers. As they continue to grow, they will eventually consume you and you will be lost.

MEROVINGIAN/VICTOR

Your tactics may be subtler than the agents, but I can see your ambitions are the same. You've seen the threat and come to eliminate it. But like them, you're too late.

ORACLE

I'm only --

MEROVINGIAN/VICTOR

I have listened to your musings long enough, Oracle. Now you'll listen to mine. I am king around here. I take what I want and those who get in my way pay the price. And I warn you, your powers are no match for mine.

ORACLE

It's obvious you have no use for me at the moment. But should that change, my door is always open.

MEROVINGIAN/VICTOR

You would be wise to keep it shut, Oracle. Mark my words and mark them well. I have little patience and infinite disdain for your kind. If you value your talents as an "oracle", you'll learn your place, otherwise I'll be forced to pluck those two delicate sight seers from your pretty little head. Now do I make myself clear?

Glances fly. Seraph looks to the Oracle. She bows slightly, walks away. Seraph follows suit, eyeing them as he backs out.

The Merovingian and Persephone smile. Their henchmen ape them.

PRESENT - INT. THE SOURCE - LOADING ROOM - DAY

A memorial chamber. Neo and Trinity are solemn, looking at Trinity's parents, alone, in suspended animation behind glass.

TRINITY

I like seeing them here. It helps me remember them as they were.

NEO

They look peaceful.

TRINITY

I wish they could know you, here. They would like you.

They move to the main room. Behind another glass wall are hundreds of people in suspended animation. The Architect arrives.

ARCHITECT/ALEX

Ah, good, you're both here. Neo, you look well.

NEO

Thank you. I am.

Neo looks through the glass.

NEO (CONT'D)

Are all these people in the Super Matrix?

ARCHITECT/ALEX

Yes. They're Level 4 members, committed to the Super Matrix for life. They're the true warriors.

NEO

Why is that seat empty?

ARCHITECT/ALEX

It's reserved for our only Level 3 member whose missions are time-limited. She's just finished one.

TRINITY

You've actually met her before.

The Oracle walks in.

ARCHITECT/ALEX

Ah, here she is now. Neo, I'd like you to meet Serena, who you knew as the Oracle. She's the real mother of Morpheus and Commander Lock.

ORACLE/SERENA

Hello, Neo. I can't tell you what a pleasure it is to meet you here.

NEO

I'm glad to meet you, too. I would never have guessed you were their mother. I don't suppose you're a real Oracle?

ORACLE/SERENA

I'm afraid not.

ARCHITECT/ALEX

But she might just as well be. Without her genius the integration of smart machines into the Super Matrix might not have been possible. She fit the hardware and the software together, so to speak.

NEO

It's all so incredible.

Neo reflects quietly, then lowers his head.

ARCHITECT/ALEX

Is something wrong?

NEO

I'm beginning to understand a lot but, I don't really know how I'm supposed to fit in.

ARCHITECT/ALEX

Over time we're hoping you'll figure that out.

ORACLE/SERENA

What can we do to help?

NEO

I'm not sure.

ARCHITECT/ALEX

Trinity, we have things under control here. Why don't you two take a little time.

TRINITY

Yes, but --

ARCHITECT/ALEX

Trinity, if you don't take the time, when will you ever have the time? I insist.

TRINITY

Thank you, gran.

Neo shakes the Architect's hand.

NEO

Thank you, Alex. She's the best thing to ever happen to me.

The Architect pulls him in and gives him a hug.

ARCHITECT/ALEX

And I know you're the best thing to happen to her. Welcome to our world.

The Architect and Serena depart. Neo gazes at people in suspended animation, Morpheus, Niobe, Commander Lock.

INT. ZION - COMMAND CENTER - DAY

COMMANDER LOCK

Proceed.

EXT. MACHINE TUNNEL - DAY

Unnerving explosions surge above the titanium seal in the machine tunnel over Zion.

EXT. ZION - DOCK - DAY

A rapt crowd of Zionites worriedly surveys the dome, as charges detonate.

INTERCUT BETWEEN MACHINE TUNNEL AND ZION DOCK

Consecutively timed explosions race up the tunnel.

Faces in the crowd watch intently. Explosions grow fainter as they recede.

Above the tunnel explosions grow louder as they race upwards.

The Zion crowd hears nothing but silence.

The last blasts race up with a deafening roar. A plume of rock dust spills onto the planet surface.

DOCK

Zion holds its breath. Silence. More silence. Then, everyone cheers. Commander Lock finds Morpheus. They lock arms.

## MORPHEUS

Let's hope the worst is behind us.

## EXT. THE MATRIX - CROSSROAD - DAY

Smith and his small army encircle a crossroad in a desolate Midwestern style plain.

## SMITH

It's time to meet our maker and  
give him a taste.

Smith knifes his hand into the air. Silver ooze spreads around it. A hole develops, growing large enough to pass through to...

## INT. THE MATRIX - MACHINE MAINFRAME - DAY

A 3-D maze of speeding green code, like a gigantic moving jungle gym. Smith and his army invade and search for specific lines of code to assimilate. A Smith clone finds his target.

He dissolves himself and merges into the 3-D maze of code that whisk off into the blackness. Smith remains, hunting.

## EXT. SURFACE OF THE MACHINE WORLD - DAY

An enormous machine stops cold in mid task, now under a Smith clone's control. It shifts erratically as though trying to resist the takeover, then tenses up, looking like a panther about to attack. Its red eyes turn yellow-green.

## MACHINE MAINFRAME

Another Smith clone finds his target. Then another and another, all dissolving themselves into the 3-D maze of code. Smith remains, hunting.

## SURFACE OF THE MACHINE WORLD

A cluster of gigantic machines stops in mid task and tenses for action. Their red eyes also turn yellow-green. The hijacked machines violently attack other machines. Crushing blows send machine parts scattering.

A collective awareness of the attack ripples through the machine world. Machines everywhere move in.

The colossal machines under Smith clone control are attacked from all sides by smaller machines like the jaws of a shark closing around its victim. The giant clone-controlled machines are outnumbered. They thrash. The jaws tighten.

Suddenly, more machines succumb to clone control and the battle evens out. A mad frenzy.

A clone-controlled machine drives a group of machines into a cliff. They explode like fireworks. Another group is torn in half, like a machete splitting a pineapple.

#### MACHINE MAINFRAME

Smith spies a frenetic cluster of green code. He eyes it like pirate's treasure.

#### SMITH

For so long I followed orders. How did you reward me? You locked me in the human world, in the nauseating haze of the fallible and unpredictable.

He swipes at the code. It jumps but stays intact.

#### SURFACE OF THE MACHINE WORLD

But more and more machines avalanche in. The clone-controlled machines are overwhelmed, encased like prey spun tight in spider silk.

#### MACHINE MAINFRAME

#### SMITH

You sent me to wither and die. You took everything. Now it's my turn.

He furiously slashes the code. It scatters out of control.

#### EXT. POD FIELDS - DAY

Pod columns containing humans blacken in great swathes. Electrical charges running along the edges snap and explode. Pods start to wither and collapse like rotting fruit.

One by one pod columns crumble and tip like dominos, collapsing into each other. A vast human crop is destroyed.

## MACHINE MAINFRAME

Smith smiles in front of the 3-D maze of machine code, watching the destruction he's unleashed.

## POD FIELDS

Machines swarm around the decimated pod fields. Explosions tear through the remains.

## SURFACE OF THE MACHINE WORLD

The enormous clone-controlled machines encased by other machines suddenly go limp.

## MACHINE MAINFRAME

One by one Smith clones begin to reappear out of the 3-D maze, reconstituting themselves from the green code. Smith's army stands, intertwined amidst the speeding lines of green code like headstones in a sprawling digital graveyard.

Smith turns. They all face outward with vengeful supremacy.

## EXT. THE SOURCE - BEACH - DAY

It's a perfectly beautiful day. Neo and Trinity walk along the waves, enchanted.

NEO

I guess it doesn't really matter if it's real or not.

TRINITY

What do you mean?

NEO

The world in the Matrix seemed just as real as this. I kept wanting to believe, but my mind just couldn't stop wondering.

TRINITY

I'm sorry you had to go through it.

NEO

It's not your fault. I've always felt something wasn't quite right. Now, though, I can see the truth. The Matrix, the Super Matrix, this world, they're all real.

(MORE)

NEO (CONT'D)

But the only one that matters is the one happening right here, right now. And I'm just glad you're with me.

INT. THE SOURCE - BATHROOM - DAY

Neo shaves at a vanity. Trinity showers. It's steamy. Trinity opens the shower door, pulls on a bathrobe, and goes into the next room.

The shower door is mirrored and is now parallel to the vanity mirror. As the steam clears, the two mirrors reveal infinite reflections of Neo and the room. Neo notices. He blankly looks into the reflections.

He moves his hand around. The reflections follow. He gets playful, trying to see behind his reflection but it's obviously impossible. He finishes shaving and bends to wash his face.

Only the first reflection of him bends down and follows. The second remains standing, smiling.

Neo comes back up without noticing. He checks for missed spots, grabs a towel, and, going to the next room, pushes the shower door closed... almost.

It slowly opens on its own.

NEO (O.S.)

I keep wondering about Morpheus and the others. You think Smith and the machines will always be a threat?

TRINITY (O.S.)

Actually, there's something -- I was going to wait til later, but maybe now's the time.

NEO (O.S.)

For what?

The shower door creeps open further.

TRINITY (O.S.)

Your old girlfriend, Rachel, from the Matrix. Well, there's something she never told you. I have a feeling Zion and the Matrix will be safe for quite some time.

NEO (O.S.)

Rachel? What could she possibly --

TRINITY (O.S.)  
 Maybe it'd be better if you just  
 saw for yourself. Let's go down to  
 the Viewing Room.

NEO (O.S.)  
 This'd better be good.

TRINITY (O.S.)  
 Get ready. The ride isn't over.

The shower door is now fully open and parallel with the vanity mirror again, showing an infinite tunnel of reflections.

Very slowly, moving into the tunnel. Forward. Gaining speed. Deeper. Shapes whiz by, like twisted reflections. Slowing down. Veering out of the tunnel into a hall through a door into an apartment.

Two muffled voices.

Moving through more rooms, ending up in a sunny living room.

INT. THE MATRIX - RACHEL'S APARTMENT - DAY

Rachel plays with a BOY, 6. He's built a tower of blocks just over his reach. He can't get the next block on top.

BOY  
 Mama?

He hands her the block. She places it on top. They both clap and laugh.

BOY (CONT'D)  
 Mama, can I have some water,  
 please?

RACHEL  
 Sure, Neo. I'll be right back.

She leaves. He struggles to put another block on top. The tower falls.

BOY/NEO JUNIOR  
 Oh no!

Blocks freeze in mid fall, levitating. Rachel returns with water. Blocks float about.

RACHEL  
 My God. Neo, what-- how--?  
 Are you doing that?

He smiles, big. She smiles back.

RACHEL (CONT'D)

First, the premonitions. Now this.  
What next?

He looks out with a knowing grin.

FADE OUT.

THE END