

THE MATRIX REVOLUTIONS

Larry and Andy Wachowski

October 27, 2000

501 INT. THE MATRIX - NIGHT

501

Fade in--

On the Matrix at code level, where we are traveling with the speed of thought--

Rushing through streaks of coded light before pausing to survey an area from above, as a god might.

We glide down for a slightly closer look at the encoded metropolis, effortlessly moving through the walls and rooms of a skyscraper, until we again accelerate beyond the speed of light to search--

502 INT. MJOLNIR - MAIN DECK - NIGHT

502

As the code forms the familiar drips and we pull out onto the monitors of the Mjolnir's operator's station.

AK, Link's counterpart on this ship, beats his keyboard.

AK

I got nothing, sir. No sign of Niobe or Ghost. Nothing but blue pills.

The crew of the Mjolnir are gathered on the main deck.

MAUSER

Should we jack in and try to contact them?

ROLAND

It won't matter. My gut says they're down.

MAUSER

Then we should start back?

ROLAND

No. If that ship can still fly, we need it.

MAUSER

I was afraid you were going to say that.

ROLAND

Search every pipe, every hole, every crack we know. Sweep as wide as possible, as fast as possible.

AK

Captain, these lines are crawling with calamari.

ROLAND

Then the sooner we find them the better.

503 INT. MJOLNIR - INFIRMARY - NIGHT

503

Neo lies unconscious. Trinity is at his bedside.

The door opens and Maggie, the ship's medic, enters with a small plate of food.

MAGGIE

Thought you could use something to eat.

TRINITY

Thank you.

Trinity takes the plate from her.

MAGGIE

Any change?

She shakes her head.

Maggie starts to check Neo's monitors when Bane groans. She steps over to his bed which is a reverse of Neo's position.

TRINITY

How is he?

MAGGIE

He's going to be fine. At least until he wakes up.

TRINITY

What do you mean?

MAGGIE

The Captain has some questions for him and he better have some good answers.

Bane becomes silent and still.

MAGGIE (CONT'D)

You see these cuts on his body?

Trinity nods.

MAGGIE (CONT'D)

I think they're self inflicted.

TRINITY

Why?

MAGGIE

VDT's maybe. I don't know. But, like I said, the answer better be good.

504 INT. MJOLNIR - MAIN DECK - NIGHT

504

Morpheus and Link have remained at the perimeter of the meeting. Now Morpheus steps out of the shadows.

MORPHEUS

Roland.

ROLAND

Yeah?

MORPHEUS

I would like to run one more search through the Matrix.

ROLAND

For what?

MORPHEUS

For Neo.

AK

How could he be in the Matrix, sir? He's not plugged in.

MORPHEUS

Please, for me.

505 INT. MJOLNIR - INFIRMARY - NIGHT

505

Maggie re-reads Neo's life monitors.

MAGGIE

This is what keeps bothering me.

Trinity rises to see the display.

TRINITY

What?

MAGGIE

His neural patterns don't read like someone who's in a coma. The strange thing is that I see these patterns all the time.

TRINITY

Where?

MAGGIE

On someone jacked in.

506 INT. MJOLNIR - MAIN DECK - NIGHT

506

The Matrix drips down the window of the monitor.

AK

The big bubkis. Nada, sir. He ain't in there.

Morpheus stares at the monitor not willing to accept it.

Colt slides down the ladder from the cockpit.

COLT

Sir, I've got the projections.

ROLAND

How long?

COLT

Based on point of entry and their past speed, it looks like the Machines will reach Zion in just under twenty hours.

AK

Jesus H. Christ.

ROLAND

All right. Let's move with a purpose. AK, get upstairs. I want you on holographic.

AK

Yes, sir.

He pulls off his headset jumping free of his operator's station.

ROLAND

Mauser, I want forward and aft guns manned at all times.

Suddenly Link notices something.

LINK

Hey...

ROLAND

Make sure we're running on as few pads as possible.

LINK

Hey. Hey!

Everyone stops and looks.

LINK (CONT'D)

You got a call.

ROLAND

What?

Link jumps into the seat, throwing on the headsets.

LINK

Operator.

SERAPH (V.O.)

This is Seraph. I must speak to Morpheus.

Link hands Morpheus the headset.

LINK

It's Seraph. He wants to talk to you.

507 EXT. CHINATOWN - PHONE BOOTH - NIGHT

507

Seraph is in a phone booth.

SERAPH

I bring word from the Oracle. She knows what has happened to Neo. You must come at once.

508 INT. MOBIL AVE. STATION - NIGHT

508

Neo slowly, painfully, wakes up.

His face is mashed against a grey concrete slab. Every part of him hurts. A hot-wire migraine sears through both hemispheres of his brain.

He peels open his eyes and sees a tiny pair of shoes.

Into the glare of fluorescent light, he looks up at a beautiful little Indian girl.

She smiles at him.

INDIAN GIRL

Good morning.

For a moment he sees her as a program of pure radiant energy. Bathed in the shimmering aura of her light he feels his pain melting away.

NEO

...who are you?

SATI

My name is Sati. Your name is Neo. My Papa says that you are not supposed to be here. He says you must be lost. Are you lost, Neo?

NEO

Where am I?

SATI

This is the train station.

NEO

The what?

He pushes himself up to look around. The ceramic tiles have been painted with the name of the station; Mobil Ave.

NEO (CONT'D)

This isn't the Matrix?

SATI

That's where the train goes. That's where we're going. But you can't go with us.

NEO

Why not?

SATI

He won't let you.

NEO

Who won't?

SATI

The Trainman. I don't like him. But Papa says we have to do what the Trainman says or else he'll leave us here.

She whispers as if afraid the Trainman was listening.

SATI (CONT'D)

Forever and ever.

509 INT. ORACLE'S BUILDING - TENEMENT HALL - NIGHT 509

Seraph leads Morpheus and Trinity into the Oracle's old apartment.

510 INT. ORACLE'S APARTMENT - LIVING ROOM - NIGHT 510

Morpheus and Trinity enter the old apartment. An Older Woman sits alone in the church-like silence.

WOMAN

Morpheus. Trinity. Thank you for coming.

They look at one another, unable to recognize this woman.

The Older Woman sighs.

WOMAN (CONT'D)

One thing I've learned in all my years is that nothing ever works out just the way you want it to.

TRINITY

Who are you?

WOMAN

I'm the Oracle.

Neither believes it.

ORACLE

I wish there was an easy way to get through this but there ain't. I'm sorry this had to happen. I'm sorry I couldn't be sitting here like you remember me. But it wasn't meant to be.

TRINITY

What happened?

ORACLE

I made a choice and that choice cost me more than I wanted it to.

MORPHEUS

What choice?

ORACLE

To help you. To guide Neo. Now, since the real test for any choice is having to make the same choice again, knowing full well what it might cost, I guess I feel pretty good about that choice 'cause here I am, at it again.

TRINITY

You know what happened to Neo?

ORACLE

Yes. He is trapped in a place between this world and the Machine World. There are links that have been constructed like islands, used for trafficking information. Somehow Neo washed up onto one of them. The only way to rejoin his mind and body is to bring him back out through this world.

TRINITY

How?

ORACLE

It won't be easy. The link is controlled by a program called the Trainman. He uses it to smuggle programs in and out of the Matrix. If he finds out where Neo is before you get to him, then I'm afraid our choices are going to become difficult.

TRINITY

Why?

ORACLE

Because of who the Trainman works for.

MORPHEUS

The Merovingian.

ORACLE

He has placed a bounty on your lives. You must be careful at all times. Seraph knows how to find the Trainman. He'll go with you. For years he has protected me. I hope he can do the same for you.

SERAPH

Please follow me.

Morpheus remains unsure, unable to step neither forward or backward.

MORPHEUS

Oracle...

ORACLE

I know, Morpheus. I can see you are filled with doubt, clouded by uncertainty.

MORPHEUS

After all that has happened, how can you expect me to believe you?

ORACLE

I don't. I expect just what I've always expected: For you to make up your own damn mind. Believe me, or don't.

All I can do is tell you that your friend
is in trouble and he needs your help.

She turns to Trinity.

ORACLE (CONT'D)

He needs all our help.

511 INT. MOBIL AVE. STATION - NIGHT

511

Neo sits rubbing his temples, trying to piece together what happened.

SATI

Are you from the Matrix?

NEO

Yes, no. I mean, I was.

SATI

Why did you leave?

NEO

I had to.

SATI

I had to leave my home too.

MAN

Sati! Come here. Leave the poor man in peace.

SATI

Yes Papa.

She runs to a middle-aged Indian man who is sitting on a bench beside his beautiful wife. Several suitcases stand in a line next to the bench.

MAN

I am sorry. She is still very curious.

Neo recognizes the man.

NEO

I know you.

He smiles.

MAN

Yes. In the restaurant of the Frenchman.

He stands.

MAN (CONT'D)

I am Rama-Kandra. This is my wife Kamala. My daughter Sati. We are most honored to meet you.

NEO

Hello.

RAMA

We have heard much about you. Where we come from you are called "the one that is expected."

NEO

You're programs.

RAMA

Oh yes. I am the Power Plant systems manager for recycling operations. My wife is an interactive software programmer. She is highly creative.

KAMALA

What are you doing here? You do not belong here.

RAMA

Kamala. Goodness I apologize. My wife can be very direct.

NEO

It's okay. I don't have an answer. I don't even know where "here" is.

RAMA

This place is nowhere. It is between your world and our world.

NEO

How do you get out of here?

RAMA

There is only one way. The train.

NEO

Who is the Trainman?

RAMA

He works for the Frenchman.

NEO

Why did I know you were going to say that.

RAMA

The Frenchman does not forget and he does not forgive.

NEO

You know him?

RAMA

I know only what I need to know. I know that if you want to take something from our world into your world that does not belong there, you must go to the Frenchman.

NEO

Is that what you are doing here?

KAMALA

Rama, please!

RAMA

I do not want to be cruel, Kamala. He may never see another face for the rest of his life.

NEO

I'm sorry. You don't have to answer that.

RAMA

No. I don't mind. The answer is simple.

He lays his hand on Sati's head.

RAMA (CONT'D)

I love my daughter very much. I find her to be the most beautiful thing I have ever seen. But where we are from, that is not enough. Every program that is created must have a purpose. If it does not, it is deleted.

Kamala looks away.

RAMA (CONT'D)

I went to the Frenchman to save my daughter.

Neo struggles with the idea of a Machine loving another Machine.

RAMA (CONT'D)

You do not understand?

NEO

I just have never...

RAMA

Heard a program speak of love?

NEO

It is a human emotion.

RAMA

No, it is a word. What matters is the connection the word implies.

He reads Neo's code.

RAMA (CONT'D)

I see that you are in love.

Neo feels awkwardly exposed.

RAMA (CONT'D)

Can you tell me what you would give to hold on to that connection?

NEO

...anything.

Rama smiles.

RAMA

Then perhaps the reason you are here is not so different than the reason I am here.

512 INT. SUBWAY TRAIN - NIGHT

512

A wild-eyed derelict sits in the front car of a subway train.

The train clatters and screeches down the urban throat where fluorescent lights hang like broken teeth, glowing against the darkness. It is late at night and the train is virtually empty.

The rear door is shoved open with a sudden rush of wind and noise. The derelict turns and sees Seraph leading Morpheus and Trinity into the car.

The wild eyes widen.

SERAPH

That's him.

The Trainman leaps up, the burnished blue metal of a .38 special flashing free from his layers of clothes.

TRAINMAN

Get away! Get away from me!

The few passengers react, while Seraph continues calmly toward him.

SERAPH

Please. We don't want trouble.

TRAINMAN

Get away the hell away from me!

SERAPH

We need your help.

TRAINMAN

I can't help you! No one can help you!

The train passes through a station and the Trainman yanks the emergency lever--

Throwing the train into a lurching stop.

He dives out the open door. Seraph, Morpheus and Trinity lunge after him.

513 INT. SUBWAY STATION ONE - PLATFORM A - NIGHT 513

Like a panicked antelope that breaks from the pack, directionless, bolting with a kind of awkward grace--

514 INT. SUBWAY STATION ONE - PASSENGER TUNNELS - NIGHT 514

He bounds up the stairwell, and zig-zags through the mostly deserted tunnels that lead up to inter-connecting stations.

Checking a wrist full of watches, he veers off towards another staircase. Almost flying he hurls himself down the stairs to the train platform below.

515 INT. SUBWAY STATION ONE - PLATFORM B - NIGHT 515

He turns and fires at the three pursuing figures.

Weaving behind the steel and concrete columns, he continues to fire forcing them to take cover until--

The station begins to rumble and the Trainman smiles.

He whirls out from his column firing, emptying the gun, waiting for the train to blast into the station.

Seraph sees the train that is not going to stop and realizes what the Trainman is about to do.

SERAPH

Oh no.

He spins out into the line of fire, bullets burying in pillars with plumes of concrete colored dust.

The Trainman turns, sprinting towards the train tracks and jumps. For a flashing instant, a perfect silhouette in the blaring train-light, his wild clothes like the broken wings of a bat as--

He leaps from one platform to another disappearing behind the rushing train.

And when it finally passes, he is gone, leaving the three alone in the silence that slowly swallows the dopplering train.

MORPHEUS

Damnit.

516 INT. MOBIL AVE. STATION - NIGHT

516

Rama is looking at his watch.

NEO

When is the train due?

RAMA

It is already late. It is not like the Trainman to be late.

He eyes Neo for a moment.

NEO

You think it has something to do with me?

RAMA

I can not say. Who knows such things?
Only the Oracle.

NEO

You know the Oracle?

RAMA

Everyone knows the Oracle. I consulted with her before I met with the Frenchman. She promised she would look after Sati after we said goodbye.

NEO

Goodbye? You're not staying with her?

RAMA

It is not possible. Our arrangement with the Frenchman was for our daughter only. My wife and I must return to our world.

NEO

Why?

RAMA

That is our karma.

NEO

You believe in karma?

RAMA

Karma is a word, like love. A way of saying what I am here to do.

He looks at his daughter.

RAMA (CONT'D)

I do not resent my karma. I am grateful for it. Grateful for my wonderful wife. For my beautiful daughter. They are gifts and so I do what I must do to honor them.

The station begins to rumble.

SATI

Papa, the train!

RAMA

Yes. Find your bag. Quickly.

NEO

Can I carry that for you?

Rama pauses.

RAMA

All right.

He hands Neo one of the bags.

The train is only one car long. It screams to a stop and the doors clamber open.

The Trainman steps out.

TRAINMAN

Hurry it up! I'm late!

They start to get on board, but suddenly the Trainman grabs Neo.

TRAINMAN (CONT'D)

Who are you?!

RAMA

He is a friend.

KAMALA

Rama!

TRAINMAN

Wait...wait... I know you.

His eyes widen.

TRAINMAN (CONT'D)

That's why they were--

His smile is yellow and crooked.

NEO

I need to get back.

He starts to laugh.

NEO (CONT'D)

I'll pay whatever you want.

The joke gets better.

NEO (CONT'D)

One way or another I'm getting on this train.

TRAINMAN

Oh no, no, no. You're going to stay right here until the Merovingian says different and if I know him, you're going to be here for a long, long time.

NEO

I don't want to hurt you.

The curl of his lips is more like a scythe than a smile.

TRAINMAN

You don't get it. I built this place.
Down here, I make the rules. Down here, I
make the threats.

He hits Neo and sends him flying, smashing into the ceramic
and concrete wall.

TRAINMAN (CONT'D)

Down here, I'm God.

He scowls at Rama and his family.

TRAINMAN (CONT'D)

Get on the train or you stay here with
him.

Rama drops his eyes and gets on the train.

517 INT. LINCOLN - NIGHT

517

Seraph is driving the big Lincoln. Trinity stares out the
window alone in the back seat.

SERAPH

We should return to the Oracle. She will
know what to do.

TRINITY

No.

Morpheus turns to her.

TRINITY (CONT'D)

We know what has to be done.

Morpheus can see the answer reflected in her eyes.

MORPHEUS

The Merovingian.

518 INT. MOBIL AVE. STATION - NIGHT

5

Cradling his broken ribs, Neo jumps down onto the tracks.

They disappear into darkness. He starts running in the same
direction as the train went.

We watch for a moment, then pan back to look in the opposite direction where we see him now running towards us.

He stops as he enters the station: "Mobil Ave." He looks back the way he came.

He runs that way only to end up exactly where he started.

NEO

Shit.

519 INT. UNDERGROUND GARAGE - NIGHT

519

A corral of exquisite cars and limousines are parked near a single metal door. The Big Bald Man and two of the lupine killers from the Merovingian's gang, guard the door.

Footsteps begin to ring softly against the tomb-gray concrete as a shadow moves toward them.

BIG MAN

You gotta be kidding.

KILLER

Holy shit! It's wingless!

Seraph, Trinity, and Morpheus step into the small pool of light.

BIG MAN

I get it. You must be ready to die.

SERAPH

We need to speak with him.

The Big Man yanks back the lever of his machine gun.

BIG MAN

Only way you're getting through this door is over my big dead ass.

SERAPH

So be it.

Trinity moves and the machine gun erupts, breathing fire and spitting lead as we enter--

Bullet Time. We see Trinity weaving impossibly from a diving crouch into a cartwheel, even as every inch of space is punctured by a storm of mindless missiles.

To the eye, she is a flash, almost a ghost as she spins into a coil and then launches herself into the air--

Rising in Bullet Time, bullets chasing her in the fanning arc of a ticking second hand until--

A savage kick bounces the huge man against the steel door back into Trinity who slices him with the precision of a sushi-master, dropping him to the floor.

Before the other two can react, Seraph and Morpheus attack, leaping out from behind the nearest vehicles--

Catching the killers off balance as they deliver their blows with lethal fury.

It is over quickly, three dark heaps laying crumpled in the pool of white light.

Without hesitation, Trinity opens the metal door. Seraph and Morpheus follow.

520 INT. HEL NIGHT CLUB - UNDERGROUND ENTRANCE - NIGHT 5

A small brick room with only a gated elevator. Trinity opens it and they climb in.

521 INT. HEL NIGHT CLUB - ELEVATOR - NIGHT 5

There are only two buttons. The lower button is slightly red with the word, "hel" written on it.

SERAPH

There are no weapons allowed in the club. At the bottom of this elevator there is a coat check girl and if we are lucky, one man for checking weapons.

TRINITY

And if we're unlucky?

SERAPH

There will be many men.

Ka-chung. The elevator stops. Trinity slides open the gate.

522 INT. HEL NIGHT CLUB - COAT CHECK - NIGHT

They are very unlucky. Five men turn as the beautiful coat check girl steps between them.

COAT GIRL

May I check your-- Oh my god!

The men turn to look as Seraph grabs the coat check girl, pushing her down behind a counter while every hand grabs the nearest gun.

Morpheus and Trinity charge into the room behind the cacophony of emptying clips and spray and pray gunfire.

Bodies dive, spinning, flying off the walls, passing each other like planes in a dogfight as--

The entire room is shredded, bullets ripping through everything, tearing the walls and furniture apart like termites chewing wood to dust.

523 INT. HEL NIGHT CLUB - NIGHT

523

It is a dark alternative club filled with both programs and humans. Several people react to the noise which can barely be heard above the pounding music.

524 INT. HEL NIGHT CLUB - COAT CHECK - NIGHT

524

A final bloody exchange and the last of the guards slump to the ground amidst the falling snow-globe debris.

Immediately they arm themselves from the mass of weapons in the weapons check.

525 INT. HEL NIGHT CLUB - DANCE FLOOR/VIP AREA - NIGHT

525

They push through the heavy doors like blood-soaked divers slipping into shark-filled waters. Instantly they are recognized.

Forming a Laager, back to back, their guns constantly shifting from hard stare to clenched jaw, they move into the crowd that clinches around them, probing, looking for an opening.

On a raised platform, at the far end of the club, the Merovingian rises from his seat.

MEROVINGIAN

What in the hell...

Grabbing the railing, he sees the three, completely surrounded, trying to push through the dance floor.

MEROVINGIAN (CONT'D)

I don't believe this--

He begins to laugh.

MEROVINGIAN (CONT'D)

Hey. Hey! Hey!!

The music is killed, plunging the catacombed chamber into silence.

MEROVINGIAN (CONT'D)

The prodigal child returns! <<The angel with no wings.>> Are you here for the bounty, Seraph?

He laughs again as the crowd contracts around them.

MEROVINGIAN (CONT'D)

Tell me, how many bullets are there in those guns? I don't know, but I don't think you have enough.

SERAPH

We only want to talk.

The Merovingian glances back at the Trainman surrounded by the eternally young and beautiful.

MEROVINGIAN

Oh yes. I am sure you do. You have fought through Hell to do so. Yes? I'll tell you what I will do. Put down the guns and I will promise you safe passage out of here.

Seraph checks with Morpheus and Trinity.

SERAPH

All three of us?

MEROVINGIAN

Yes, yes. Of course.

Slowly they lower their guns. The point of no return passes as their weapons clatter to the floor.

Immediately they are snatched up by the surrounding crowd, who smile now, teeth flashing the way a knife does as it is being sharpened.

The Merovingian giggles as they climb the stairs followed by the newly armed men and women.

MEROVINGIAN (CONT'D)

<<What a surprise, eh?>> Who could have guessed we would all be seeing each other so soon after our last meeting. The Fates are too kind.

He sits beside his gorgeous wife who is riveted with anticipation.

MEROVINGIAN (CONT'D)

Please, sit, sit. Be comfortable.

The Trainman smiles at Seraph.

SERAPH

You know why we are here?

The Merovingian picks up his martini.

MEROVINGIAN

Come now. What kind of question is this? Of course I know. It is my business to know. Some might think that this is a very strange coincidence, but I do not.

He sucks at an olive.

MEROVINGIAN (CONT'D)

I am curious though, as to how it actually happened. Do you know?

TRINITY

No.

MEROVINGIAN

No? I did not think so, but it is always best to ask.

He pops the olive into his mouth chewing it with obvious relish.

MORPHEUS

We want to make a deal.

MEROVINGIAN

Always straight to business, eh Morpheus? Okay. So, I have something you want. To make a deal, you must have something I want, yes?

He smiles.

MEROVINGIAN (CONT'D)

And it so happens there is something I want. I want them very badly, and I think you may be the only ones who can get them for me.

He slides the last olive from its silver toothpick with his teeth.

MEROVINGIAN (CONT'D)

There are only two of them and I must have them both.

There is a faint smile as he chews.

SERAPH

What are they?

MEROVINGIAN

The eyes of the Oracle.

Seraph doesn't react while several of the armed goons chuckle.

MEROVINGIAN (CONT'D)

She won't need them anymore, what with the end of the world and all.

He drops the metal toothpick into the empty martini glass.

MEROVINGIAN (CONT'D)

So here, you bring them to me in this glass and I will give you back your savior.

His smile is Mephistophelean as he lifts the glass to Seraph.

Seraph doesn't move.

MEROVINGIAN (CONT'D)

Do we have a deal? Eh? Yes? No?

The empty glass hovers between them as they stare at one another with the kind of intensity that is only possible after years of deep felt hatred.

TRINITY

I don't have time for this shit.

She attacks, every blow breaking some kind of bone.

Seraph and Morpheus scramble at the surrounding guards, barely able to stop them from shooting her as--

She cuts a path between her and the Merovingian.

Seraph kicks one of the guns, spinning up into the air as dozens of heavily armed men storm up the platform.

The gun floats above the frozen chaos of inter-locked bodies until--

Trinity snatches it out of the air and whirls around--

Jamming it against the Merovingian's head. Everyone freezes; guns check-mating every move.

TRINITY (CONT'D)

You want a deal? How about this? You give me Neo or we all die, right here, right now.

MEROVINGIAN

Interesting deal.

He looks at her, reading the bio-chemistry in her code.

MEROVINGIAN (CONT'D)

You are really ready to die for this man.

She thumbs back the hammer.

TRINITY

Believe it.

Persephone stares at her like a junkie about to be given a fix.

PERSEPHONE

She'll do it. If she has to she'll kill every one of us.

Her eyes flash with the memory of it.

PERSEPHONE (CONT'D)

She's in love.

MEROVINGIAN

It is remarkable how similar the pattern of love is to the pattern of insanity.

TRINITY

Time's up. What's it going to be, Merv?

526 INT. MOBIL AVE. STATION - NIGHT

526

Neo is sitting cross-legged, concentrating trying to re-connect his mind to his body.

NEO

Okay, you can do this. You got yourself in here, you can get yourself out.

He centers his mind, focusing, drawing closer and closer until he begins to feel something--

Something that frightens him.

A single image suddenly slashes across his minds eye: three black lines across a brimstone desert. His mind rushes forward, following the lines as if following a path as the entire world begins to rumble.

He opens his eyes as the train thunders into the station.

When Trinity steps out of the doors, he almost can't believe it. She runs to him, throwing her arms around him.

NEO (CONT'D)

Tell me I'm not dreaming.

TRINITY

Does this feel like a dream?

She kisses him and he smiles.

NEO

No.

TRINITY

Then you're not dreaming.

527 EXT. CITY STREET - DAY

527

The Matrix is crowded with people rushing through the routine of their lives as the black-green Lincoln is swept into the flow of traffic.

528 INT. LINCOLN - DAY

528

Neo and Trinity are in the back seat. Morpheus dials his cell phone.

LINK (V.O.)

Operator.

MORPHEUS

Are you ready for us?

529 INT. MJOLNIR - MAIN DECK - DAY

529

Link is wearing the headset, pacing behind AK who is typing furiously.

LINK

Almost sir. They got some pretty ancient hacks here. We're working on it. But you found Neo?

MORPHEUS (V.O.)

Can't you see him?

LINK

No sir. We're reading something, but I couldn't tell what it was.

530 INT. LINCOLN - DAY

530

Neo stares out the window. There is something familiar about the moment, but he is unsure if he is remembering something he has done or something he has to do.

NEO

I can't leave yet.

Morpheus turns back to him.

NEO (CONT'D)

I have to see her.

TRINITY

Now?

NEO

It's my last chance.

531 INT. ORACLE'S APARTMENT - KITCHEN - DAY

531

A small pair of hands dig into a mound of cookie dough, kneading a cascade of chocolate chips and broken candy bars.

The Oracle is making cookies with Sati.

ORACLE

That's it. That's the secret. You've got to use your hands.

SATI

Why?

ORACLE

Cookies need love like everything does.

Neo again slips through the beaded entrance.

SATI

Neo!

The Oracle seems surprised.

ORACLE

I was hoping to have these done before
you got here. Oh well.

She turns to Sati, picking up the bowl.

ORACLE (CONT'D)

Sati, honey, I think it's time for a
tasting. Take the bowl to Seraph and find
out if they're ready.

SATI

Okay.

She scoops up the big bowl with her cookie dough covered
fingers.

SATI (CONT'D)

I'm glad you got out.

NEO

Me too.

The Oracle goes to the sink to wash her hands.

ORACLE

So, do you recognize me?

Neo reads her code.

NEO

A part of you.

ORACLE

Yeah, that's how it works. Some bits you
lose. Some bits you keep. I don't yet
recognize my face in the mirror but I
still love candy.

She offers Neo a piece.

NEO

No, thank you.

She pops a piece in her mouth.

NEO (CONT'D)

What happened?

ORACLE

I made a choice.

She smiles.

ORACLE (CONT'D)

Choice. The gift we are forever unwrapping. And you know better than most that certain choices can forever change our lives. Sometimes, those changes are visible. Sometimes, they're not. Remember, what you were like when you first walked through my door? Jittery as a June Bug. And now, just look at you.

She smiles almost as a parent might.

ORACLE (CONT'D)

You sure did surprise me, Neo. And you still do.

NEO

You gave me a few surprises too.

ORACLE

I hope I helped.

She takes out a cigarette.

NEO

You helped me to get here. But my question is why?

She lights it.

NEO (CONT'D)

Where is this going? Where does it end?

ORACLE

I don't know.

NEO

You don't know or you won't tell me?

ORACLE

I told you before, no one can see beyond a choice they don't understand. And I mean no one.

NEO

What choice?

ORACLE

It doesn't matter. It's my choice. I have mine to make, same as you have yours.

NEO

Does that include what things to tell me and what not to tell me?

ORACLE

Of course not.

NEO

Then why didn't you tell me about the Architect? Why didn't you tell me about Zion and the Ones before me? Why didn't you tell me the truth?

ORACLE

Because it wasn't time for you to know.

NEO

Who decided it wasn't time?

ORACLE

You know who.

She points to the sign behind him. He turns and reads it once again.

NEO

I did.

Her familiar *Cheshire* smile.

NEO (CONT'D)

Then I think it's time for me to know a few more things.

ORACLE

So do I.

NEO

Tell me how I separated my mind from my body without jacking in. Tell me how I stopped four Sentinels by thinking it. Tell me just what the hell is happening to me.

ORACLE

The power of the One extends beyond this world. It reaches from here all the way back to where it came from.

NEO

Where?

ORACLE

The Source. That's what you felt when you touched those Sentinels. But you weren't ready for it.

NEO

The Architect told me that if I didn't return to the Source, Zion would be destroyed by midnight tonight.

She rolls her eyes.

ORACLE

Please. You and I may not be able to see beyond our own choices, but that man can't see past any choices.

NEO

Why not?

ORACLE

He doesn't understand them. He can't. To him they are variables in an equation. One at a time each variable must be solved then countered. That's his purpose. To balance the equation.

NEO

What's your purpose?

ORACLE

To unbalance it.

NEO

Why? What do you want?

ORACLE

I want the same thing you want, Neo. And I'm willing to go as far as you are to get it.

NEO

The end of the war.

She nods.

NEO (CONT'D)

Is it going to end?

ORACLE

One way or another.

NEO

Can Zion be saved?

ORACLE

I'm sorry I don't have the answer to that question, but if there is an answer, there's only one place you're going to find it.

NEO

Where?

ORACLE

You know where.

Neo's jaw tightens.

ORACLE (CONT'D)

And if you can't find the answer, then I'm afraid there may be no tomorrow for any of us.

NEO

What does that mean?

ORACLE

Everything that has a beginning has an end.

She stabs the cigarette out.

ORACLE (CONT'D)

I see the end coming. I see the darkness spreading. I see death. And you are all that stands in his way.

Her eyes bore into him.

ORACLE (CONT'D)

If you can not stop him tonight, then I fear that tomorrow may never come.

NEO

Smith.

She nods.

ORACLE

Very soon he is going to have the power to destroy this world. But I believe he won't stop there. He can't. He won't stop until there is nothing left at all.

NEO

What is he?

ORACLE

He is you. Your opposite. Your negative. The result of the equation trying to balance itself out.

NEO

Then you knew he would come.

ORACLE

He was as inevitable as you were.

NEO

And if I can't stop him?

ORACLE

One way or another, Neo, this war is going to end. Tonight the future of both worlds will be in your hands. Or in his.

532 INT. MJOLNIR - INFIRMARY - DAY

532

As if hearing his name called, Bane opens his eyes.

533 INT. MJOLNIR - MAIN DECK - DAY

533

Neo opens his eyes. Beside him are Morpheus and Trinity, both obviously relieved.

TRINITY

How do you feel? Are you all right?

He nods.

She slides the needle from his head and he hauls himself out of the chair.

Everyone is gathered around him, staring at him, expecting him to know what they must do.

NEO

I...I don't know... I need...

He turns and leaves. Roland shakes his head.

ROLAND

That figures.

INTERCOM (V.O.)

Captain Roland.

Roland grabs the handset.

ROLAND

What's up, Maggie?

MAGGIE (V.O.)

Bane is, sir. He's conscious.

ROLAND

Good.

He shoots Morpheus a look.

ROLAND (CONT'D)

Maybe he's got some answers.

534 INT. ORACLE'S BUILDING - TENEMENT HALL - DAY

534

The front door slides open and a pair of men's gleaming black leather shoes pass through. They are followed by an identical pair.

Followed by another.

And another.

535 INT. ORACLE'S APARTMENT - KITCHEN - DAY

535

The Oracle and Sati are near the oven, baking the cookies. The Oracle cracks the door and takes a good whiff.

ORACLE

Mmm. I love that smell. I sure am going to miss it.

Seraph rushes into the room.

SERAPH

Oracle.

ORACLE

I know, I know. Here honey. Take a few cookies and go with Seraph.

SATI

What about the rest?

ORACLE

Don't worry. I'll finish them. But it's time for you to go.

SATI

Can I come back? I would like to come back.

ORACLE

I would like that too.

SATI

Then I'll see you tomorrow.

ORACLE

I hope so, hon. I hope so.

She gathers up her cookies.

SERAPH

What are you doing?

ORACLE

We all do what we have to do.

SERAPH

I have never left you.

ORACLE

Please, take Sati. Try to keep him away from her.

Seraph remains as rooted as a golem.

ORACLE (CONT'D)

What would I have done, all these years
without your strength? Please, it's all I
ask.

She touches his face for the last time.

ORACLE (CONT'D)

Good bye, my friend.

SERAPH

I will miss you.

She smiles.

ORACLE

I know.

536 SCENE 536 OMITTED 536

SCENE 537 RENUMBERED AS 540A

538 INT. ORACLE'S BUILDING - TENEMENT HALL - DAY 538

Seraph hits the elevator button. He stands with Sati at the
end of the hall.

Suddenly the elevator light goes out.

One by one the fluorescents flicker off; darkness creeping
towards them, slowly swallowing them.

SATI

I'm scared, Seraph.

SERAPH

Come.

He picks her up and rushes for the stairs.

539 INT. ORACLE'S BUILDING - STAIRWELL - DAY 539

They start down the stairwell but Seraph hears footsteps
below. Peeking over the railing edge, he sees dozens of
Smiths climbing towards them.

Quickly they exit onto another floor.

540 INT. ORACLE'S BUILDING - TENEMENT HALL - DAY

540

Still carrying Sati, Seraph rushes down the corridor, looking through walls and doors, searching for an empty apartment.

540A OMITTED

540A

541 INT. EMPTY APARTMENT

541

He moves towards the farthest bedroom while Sati stares back over his shoulder.

SATI
He's following us.

He sets her down staring at something beyond the cracked blank walls.

They can hear his footsteps in the room outside. The door creaks as it is opened, revealing the silhouetted Smiths, their sunglasses staring, empty of expression like the lidless, eyeless sockets of a skull.

A single Smith steps into the room.

SMITH
Well, well, it's been a long time. I remember chasing you was like chasing a ghost.

SERAPH
I have beaten you before.

SMITH
Yes. True. But as you can see, things are a little different now.

He bends down to Sati.

SMITH (CONT'D)
You must be the last Exile.

SATI
The Oracle told me about you.

SMITH
Really? What did she say?

SATI
That you were a bad man.

SMITH
Oh, I'm not so bad once you get to know me.

The Smiths begin spreading into the room.

542 SCENE 542 OMITTED

542

543 SCENE 543 OMITTED

543

544 INT. ORACLE'S APARTMENT - KITCHEN - DAY

544

She sits in the darkened kitchen, smoking her last cigarette.
Smith pushes through the beaded entrance.

SMITH

The great and powerful Oracle. We meet at
last.

He enters the kitchen, while his gang of Smiths cluster at
the entrance.

SMITH (CONT'D)

I suppose you've been expecting me right?
The all-knowing Oracle is never
surprised. How can she be? She knows
everything. But if that's true, then why
is she here? If she knew I was coming,
why wouldn't she leave?

He suddenly grabs the plate of cookies and hurls it, smashing
it against the wall.

She doesn't flinch.

SMITH (CONT'D)

Maybe you knew I was going to do that.
Maybe you didn't.

She is the Sphinx.

SMITH (CONT'D)

If you did, then that means you baked
those cookies and set that plate right
here. Deliberately. Purposefully. Which
means that you are sitting there, also
deliberately. Purposefully.

ORACLE

What did you do with Sati?

One of the Smiths standing at the door wiggles his fingers at
her.

PAGES 36-38 OMITTED

SMITH/SATI

Cookies need love, like everything does.

The Smiths chuckle.

ORACLE

You are a bastard.

SMITH

You would know, Mom.

She crushes out her cigarette.

ORACLE

Do what you're here to do.

SMITH

Yes ma'am.

He takes hold of her arm and presses two of his fingers into her.

The moment he does, we see an explosion of light and energy as the lines of code that make up the entire room break apart, code flying frantically, caught in the violent winds of a digital tornado.

The kitchen-in-itself looks as if a cyclone were tearing it apart as the Smiths gathered at the door, glance about like nervous chickens.

The wind dies, the kitchen now destroyed and sitting where the Oracle was, is another Smith.

He stands, dizzy, overwhelmed by the experience. The other Smith steps away from him.

The Oracle/Smith removes his sunglasses as he looks for a moment beyond the room, beyond the code. For a moment he looks into the future.

And what he sees, makes him laugh.

545 INT. MJOLNIR - MESS HALL - DAY

545

Bane sits silently, a small twitch in his eye as the crews of both ships stare at him.

If there was a sound being made by anyone, it would be the grinding of Roland's teeth.

BANE

I really wish I could help... I just... I don't remember any of it.

ROLAND

What about the cuts on your arms? Those cuts are more than one day old.

BANE

Yeah, definitely. You're right about that, sir. They look like they might be self inflicted, but why would I do something like that to myself? Unless of course, I wasn't myself. But if I'm not me, then who am I?

Bane stares into the cut across his palm.

ROLAND

Has this man been tested for VDT's?

MAGGIE

Yes sir. It was negative, but he is showing a lot of unusual neural activity. Some cross synaptic firing, as well as signs of recent trauma with fresh fibrotic scarring throughout the cortex.

Bane continues to stare at the scabbing cut.

Frustrated, Roland gets up, whispering to Maggie.

ROLAND

I want the truth. I don't care what it takes. Make him remember.

She nods.

546 INT. MJOLNIR - BEDROOM - DAY

546

Neo is alone, sitting on the bunk, looking for his own answer.

Again he focuses and sees something that is there, but not there: the Desert of the Real. A dark scorched plane of earth marked by the three black lines that pull us closer and closer until--

He blinks and the image is gone.

547 INT. MJOLNIR - LOWER DECK - DAY

547

Excited, Mauser slides down the ladder as Roland steps out of the mess hall.

MAUSER

Sir! Sir! We found her!

ROLAND

The Logos?

MAUSER

Yes sir.

ROLAND

About time we had some goddamn good news.

548 EXT. PIPELINE - DAY

548

The Logos lies hidden; its hull a lifeless shadow obscured by rubble and debris. It appears that a massive bomb exploded near the mouth of the small pipeline.

Search-lights sweep over the Logos as the Mjolnir glides overhead carefully maneuvering through the damaged opening.

549 INT. MJOLNIR - COCKPIT - DAY

549

Morpheus, Roland, Mauser and AK are in the cockpit.

MORPHEUS

Are the thermals picking up any signs of life?

AK

No sir. Nothing yet.

ROLAND

What about the ship?

MAUSER

Holographic says the hull's intact.

AK

Sentinels.

AK points as the lights sweep over the still metal carcasses of several Sentinels.

ROLAND

Drop her down there and keep a man in the rear turret.

MAUSER

Yes sir.

550 EXT. PIPELINE - DAY 550

There is a bright burst of electricity as current arcs out from the lower pads to the metal of the pipeline.

551 INT. MJOLNIR - COCKPIT - DAY 551

The ship bangs down, Morpheus already up and heading for the ladder.

ROLAND

Get a full diagnostic on that ship as fast as humanly possible.

552 EXT. PIPELINE/MJOLNIR - CARGO BAY - DAY 552

The hull doors open and Colt is the first out, a high beamed flashlight attached to his lightning gun.

Morpheus quickly follows, scanning the dark skeletal remains of the bomb blast.

COLT

Careful sir. Them squids are sneaky bastards. Could be a trap.

Morpheus nods, but is not listening. AK and Mauser begin unloading various pieces of equipment.

Link hurries out with a lightning gun, trying to guard Morpheus. They pass one of the dead Sentinels.

Cautiously, Link steps over to it and kicks it when there is a loud bang.

AK

What was that?

MAUSER

Over there!

The light sweeps towards another loud bang and finds--

Niobe.

NIOBE

You can put that shit away boys. All she needs is a jump.

Ghost and Sparks crawl down from their hiding spot, up in the tangled briar of debris.

MORPHEUS

Niobe.

He seems, for a moment, caught between what he should do and what he wants to do.

NIOBE

Are you all right, Morpheus?

MORPHEUS

What? Yes, I just-- We weren't sure what happened after, and I... I'm sorry.

NIOBE

No, it's okay. I'm happy to see you too.

She smiles at his awkwardness.

NIOBE (CONT'D)

Did you get Neo out?

He's surprised by the question.

MORPHEUS

Yes. How did you know about that?

NIOBE

The Oracle.

MORPHEUS

You saw her?

NIOBE

Just before the Sentinels found us.

MORPHEUS

What-- What did she tell you?

NIOBE

The same thing she always does. Exactly what I needed to hear.

She heads off for the ramp.

553 INT. ZION - COUNCIL CHAMBERS - DAY

553

Lock addresses the council.

LOCK

In less than twelve hours the Machines will breach the dock walls. In every simulation we've run, we've seen that once the Machines are inside the city, the odds of our survival decrease dramatically.

The room is crowded but quiet, everyone intently following the logic of Lock.

LOCK (CONT'D)

Thus our primary objective must be to destroy or disable the diggers inside the dock. If we can do that, perhaps we can prevent them from ever reaching the city.

He speaks like a coroner, describing a cause of death, precise and without emotion.

LOCK (CONT'D)

If not, then the only place we will be able to mount an effective defense will be at the entrance of the Temple. It is small enough that it will force them into a bottleneck allowing us to concentrate the remainder of our defense.

TUCHMAN

Commander, what's to stop the Machines from tunneling straight into the Temple?

LOCK

It appears to us that the diggers are targeting the electrical activity of Zion. I don't think they are even aware that the Temple exists.

DILLARD

We understand that you have requested additional volunteers.

LOCK

That is correct.

WEST

Precisely what size force are you planning to commit to the primary dock objective.

LOCK

Right now, the entire APU Corps and half the infantry.

WEST

Half the infantry?

LOCK

If it were up to me, councillor I'd take every man, woman and child, put a gun in their hand and march them straight into that dock.

DILLARD

Perhaps it is best that it is not up to you.

LOCK

Time will tell, councillor.

HAMMAN

Commander, just one more question. Has there been word of the Nebuchadnezzar?

LOCK

None and at this point there is no reason to expect there ever will be.

HAMMAN

No Commander, but we can hope.

LOCK

I'm afraid hope is an indulgence I don't have time for.

554 INT. ZION - RESIDENT CATWALKS - DAY

554

The catwalks and platforms are alive with activity, its inhabitants preparing for the impending siege.

555 INT. ZION - LINK'S HOME - DAY

555

Zee is alone folding a powdery mixture in a large teflon bowl. The table is strewn with strange tools as if she were baking a cake or fixing an engine.

She sets the bowl next to a set of scales, looking up as Cas enters, carrying several bags. The children are behind her.

CAS

Zee what are you doing?

ZEE

Making shells.

CAS

They're evacuating our level. We have to go.

ZEE

I'm not going with you.

CAS

What?

ZEE

They called for volunteers to hold the dock.

Cas drops her bag.

CAS

Kids, you wait right there.

She closes the door and goes to the table.

CAS (CONT'D)

I know how you feel, Zee, but you can't do this.

ZEE

I have to.

CAS

Why?

ZEE

Because I love him, I love him same as he loves me and if I was out there and he was here, I know what he'd do.

CAS

But you're going to get yourself killed. It's crazy Zee.

ZEE

Maybe it is, but ask yourself, if it was Dozer and you knew the only chance you had to see him again was to hold that dock, what would you do?

She looks down considering what she would do to have Dozer alive again. There is only one answer to the question.

CAS

...make shells.

Zee hugs her.

556 INT. ZION - DOCKS - DAY

556

The kid shoves a wheelbarrow with two crates of ammo from the APU support bunker. The front wheel bumps over a tangle of power lines and the kid loses control, tumbling forward as the bin tips over.

The boxes smash open with the bright metal chatter of endless strings of bullets spilling out around the kid.

MIFUNE

What the shit is going on over there?

KID

An accident sir. I didn't see-- I'm sorry.

MIFUNE

Who in the hell are you?

KID

Unit volunteer, sir.

MIFUNE

What's a pod-born pencil-neck like you doing volunteering for my Corps?

KID

I want to do my part, sir. We have to hold the dock.

MIFUNE

How old are you, kid?

KID

Eighteen.

Mifune scoffs.

MIFUNE

You should have said sixteen. I might have believed that.

KID

Okay. I'm sixteen.

MIFUNE

Minimum age for the Corps is eighteen. Sixteen is too young.

KID

The Machine's don't care how old I am. They'll kill me just the same.

GHOST

Now what?

562 INT. MJOLNIR - MESS HALL - DAY

562

The Captains and Seconds of each ship are gathered around the table.

ROLAND

The Machines have taken Junction Twenty-one. The way I see it, if we drop down from broadcast here, intersect One-seventy, we might surprise them.

There is an intricate map of the sewer lines spread out on the table.

ROLAND (CONT'D)

We'll go first, hammer as deep as we can, then blow our EMP. Hopefully we can punch a hole big enough for you to get through.

He leans back.

ROLAND (CONT'D)

It ain't pretty, but the way I see it, it's the only way back.

NIOBE

No it isn't.

Niobe's been sitting back until now.

NIOBE (CONT'D)

There's another way. A support line. It drops down right here, at least a thousand meters short of Twenty-one. If we're lucky, we may be able to slip down without them ever knowing.

ROLAND

That's a mechanical line. It's impossible. No one can pilot mechanical.

NIOBE

I can.

ROLAND

Bullshit.

NIOBE

I've done it.

MORPHEUS

That was a long time ago, Niobe and
nowhere near this long a run.

NIOBE

I said I can do it.

ROLAND

So what? If you can, you're the only one
that can. There's no way we can follow
you.

The door suddenly ratchets open. They all turn to find Neo
standing in the doorway.

They wait for him to speak.

NEO

Hi...

He looks at Morpheus.

NEO (CONT'D)

I know time is always against us... I'm
sorry that I took so long, but I wanted
to be sure...

TRINITY

Sure of what?

NEO

I know what I have to do.

MORPHEUS

What?

NEO

There is no easy way to say this, so I'll
just say it. I have to take one of the
ships.

ROLAND

What?

MORPHEUS

To go where?

NEO

To the Machine city.

Everyone is stunned for a moment trying to figure out if they
heard him right.

Trinity stares at him and he is unable to hide his thoughts from her. Something unspoken passes between them.

Roland bursts into laughter.

NEC (CONT'D)

I know it's difficult to understand--

ROLAND

No it's not. You're out of your goddamn mind.

NEO

I still have to go.

ROLAND

You'll never make it. In a hundred years no ship has been within a hundred kilometers of it. You'll never make it.

NEO

I have to try.

MORPHEUS

Is this what the Oracle told you?

NEO

No.

ROLAND

This is asinine. If you want to kill yourself, go do it. But do it without wasting one of our ships.

NEO

You have to believe me. I have to go.

ROLAND

Bullshit! I am the Captain of this ship. I say where it has to go. And believe me, this ship will go to hell long before I let you take it anywhere.

NICBE

He can take mine.

Roland almost spits out his tongue.

ROLAND

You can't do that--

NIOBE

Don't even think about telling me what I can and can't do with my ship after that little speech.

ROLAND

But for christ's sakes, Niobe--

NIOBE

I'll pilot this ship, Neo can take mine. If we leave inside the hour, we should reach Zion as the Machines do. That plan sounds as good as any.

Roland gets up, leaving in disgust.

ROLAND

It's a waste! A goddamned waste!

Morpheus is staring at Niobe.

NIOBE

Two ships. Two directions. Sounds like providence, doesn't it Morpheus?

MORPHEUS

You've never believed in the One.

NIOBE

I still don't.

MORPHEUS

Then why are you doing this?

NIOBE

Because I believe in him.

Neo isn't sure how to respond.

NEO

...thank you.

563 INT. LOGOS - MAIN DECK - NIGHT

563

Sparks is at the operator's station. All the monitors are blank.

SPARKS

Uplinks in place. I'm bringing her back online.

He lifts a main switch and the monitors all flicker to life.

SPARKS (CONT'D)

Looking good, except--

There is something wrong with the three central monitors where the Matrix is viewed. The Matrix code is glitching uncontrollably.

SPARKS (CONT'D)

What the--

He pounds on the monitor. It doesn't help.

SPARKS (CONT'D)

There's something wrong with the Matrix feed.

564 INT. MJOLNIR - MAIN DECK - DAY

564

AK and Link are staring at the same thing.

AK

No there's not. You're looking at what we're looking at.

SPARKS (V.O.)

What the hell is going on in there?

LINK

Whatever it is, it can't be good.

565 INT. MJOLNIR - INFIRMARY - DAY

565

Bane is sitting on the table. Maggie is drawing a serum into a hypodermic needle.

BANE

What's that for?

MAGGIE

To help you relax. To make it easier for you to remember.

BANE

What if I don't want to remember?

MAGGIE

Why would you want that?

BANE

What if I blew that EMP? What if I did destroy those ships and I am responsible for the deaths of all those men?

If I did that, then it wouldn't be very safe for me here, would it?

He smiles.

Maggie sees something behind his eyes that frightens her.

She tries to stab him with the needle, but he's ready for it. He catches her and leaps off the table, driving her back against the wall.

With snake-bite speed, he whips a hidden scalpel from his sleeve and jams it into her heart.

BANE (CONT'D)

Of course, it might not be very safe for you either.

566 INT. MJOLNIR - BEDROOM - DAY

566

Neo grabs his tools and shoulders his bag. When he turns, Trinity is standing in the door with her bag.

TRINITY

I'm ready.

NEO

Trinity...

He drops his bag.

NEO (CONT'D)

There's something I have to say. Something you need to understand...

She waits.

NEO (CONT'D)

I know I'm supposed to go, but beyond that... I don't know... I'm not sure if...

He is unable to find the words, so she does.

TRINITY

I know, Neo. You don't think you're coming back.

He nods, surprised as always by her.

TRINITY (CONT'D)

I knew it the moment you said you had to leave.

I saw it in your face, just like you knew the moment you looked at me, that I was coming with you.

NEO

I'm scared, Trin.

She drops her bag and steps close to him.

TRINITY

So am I. It took me ten minutes to buckle up one boot. But I'll tell you something Neo, six hours ago I told the Merovingian I was ready to give anything and everything for you. He believed me. Do you know what's changed in the last six hours?

NEO

No.

TRINITY

Nothing.

She kisses him and in the kiss there is a vow.

TRINITY (CONT'D)

Now grab your bag and let's go.

567 INT. MJOLNIR - COCKPIT - DAY

567

They are preparing for take off. Roland is on the radio.

ROLAND

You finished loading that ammunition?

568 INT. LOGOS - LOADING BAY - DAY

568

Several crew members haul the last few boxes of ammunition.

MAUSER

Just about, sir.

ROLAND (V.O.)

Let's move it. We are out of time.

569 INT. MJOLNIR - COCKPIT - DAY

569

Niobe is in the pilot's seat.

NIOBE

You're not leaving them anything?

ROLAND

He said they didn't need it.

570 INT. MJOLNIR - LOADING BAY - DAY

570

Morpheus and Link are saying goodbye to Neo and Trinity. Link locks a bear-hug on her.

LINK

I ain't saying goodbye. I'm just saying good luck.

TRINITY

Thanks.

He hides his tears as he turns away. Morpheus isn't sure what to say to Neo.

MORPHEUS

I can only hope you know what you're doing.

NEO

Me too.

Neo offers his hand, as he did when they first met.

NEO (CONT'D)

It was an honor, sir.

Morpheus smiles as he shakes it.

MORPHEUS

No, the honor is still mine.

Hauling their bags, Neo and Trinity head down the ramp, disappearing into the darkness of the pipe.

571 INT. MJOLNIR - COCKPIT - DAY

571

Niobe, Ghost and Roland prepare for take-off.

MAUSER (V.O.)

We're ready, sir.

ROLAND

About damn time.

He looks at Niobe.

ROLAND (CONT'D)

We're already late, so let's hit it, Captain, and hit it hard.

571

Niobe looks out one last time at her ship.

NIOBE

Goodbye baby. Take good care of them.

572

EXT. PIPELINE - DAY

572

Spastic strings of electricity leap from the pads, as the Mjolnir lifts off the ground, spins and glides by leaving the Logos behind.

573

INT. LOGOS - COCKPIT - DAY

573

Neo climbs into the seat beside Trinity.

TRINITY

Ready?

He looks out as the lights from the Mjolnir disappear around the corner of intersecting pipe.

He nods.

She takes hold of the stick when suddenly the lights in the cockpit die. Checking several gauges, she listens to the ship's engine.

TRINITY (CONT'D)

Engine's still firing. It must be a fuse.
I'll check it.

574

INT. LOGOS - ENGINEERING ROOM - DAY

574

The hatch slaps open and Trinity climbs down the ladder, her fluorescent torch the only source of light.

The room looks like a dozen old basements were crammed into a crawl-space. Trinity searches the fuse boxes that line the walls and finds a series of disconnected fuses when--

Bane attacks.

Her light clatters to the floor as he grabs her from behind, pressing the scalpel against her throat.

BANE

I should have known he'd send his bitch first.

TRINITY

Bane?!

He digs the blade up under her jawbone, forcing her head back.

BANE

No one ever got away from me as many times as you did. Every single time I thought it was the last, every time I was sure we had you, somehow you'd slip through our fingers. I really can't express just how aggravating that can be.

TRINITY

What are you talking about?

BANE

I think I might even enjoy killing you as much as killing him.

At the mention of Neo, her eyes fire with the intensity of a lion guarding its cubs.

She grabs the knife hand, fighting it with all her strength as she screams throwing them both backward crashing to the floor.

The two bodies writhe and twist, knotting and unknotting until Trinity slips free--

Grabbing the light as he grabs her.

Twisting back, she smashes it into his face, pitching the room into darkness except for the light that falls through the hatch.

She lunges for the ladder, scrambling up it as a shadow leaps after her.

575 INT. LOGOS - LOWER DECK - DAY

575

She climbs out the hatch just as Bane snatches her foot, tripping her.

She slams to the floor, but as he rises up through the hatch, she kicks him in the face--

Breaking his nose, the treads on her boot ripping open his upper lip.

Clambering to her feet, she rushes for the intercom.

576 INT. LOGOS - COCKPIT - DAY

576

The intercom spits out her voice.

TRINITY

Neo! It's Bane! He's psychotic!

She's cut off, shooting Neo from his seat.

577 INT. LOGOS - LOWER DECK - DAY

577

Bane bangs Trinity against the metal wall. Stunned, she falls to the floor and before she can recover, he kicks her savagely in the ribs, almost flipping her over.

Pain explodes through her body, black spots bursting in her vision.

Bane wipes the back of his hand across his shattered nose.

BANE

You're going to pay for that.

578 INT. PIPELINE - DAY

578

The Mjolnir leaves a wake of static electricity like a race car laying down smoke and burnt rubber.

579 INT. MJOLNIR - COCKPIT - DAY

579

Ghost studies the monitors.

GHOST

Another twenty one kilometers.

Niobe nods as the intercom crackles on.

AK (V.O.)

Captain! Captain we got an emergency down here!

ROLAND

What is it, AK?

AK (V.O.)

It's Maggie, sir. She's dead. Murdered sir. I think it was Bane.

ROLAND

Goddamnit!

He throws the handset down, jumping up from his seat.

580 INT. MJOLNIR - INFIRMARY - DAY

580

A sheet is pulled over the bloody body of Maggie.

ROLAND

I knew it! I knew he was out of his
goddamn mind! He fired that EMP!
Goddamnit, I should have beaten it out of
him!

Colt hurries into the room.

COLT

We searched the whole ship, Captain. He
ain't here.

ROLAND

I know where he is.

MORPHEUS

The Logos.

LINK

We've got to go back.

ROLAND

It's too late.

LINK

You don't know that. What if they need
help?

ROLAND

It's too dangerous.

LINK

Why?

MORPHEUS

Because if he's killed them, he'll
control another EMP.

ROLAND

At this point, they're on their own. Just
like us.

Link turns to Morpheus, but Morpheus knows Roland is right.

581 INT. LOGOS - LOWER DECK - DAY

581

Neo climbs down the ladder, sweeping the barrel of the
lightning gun from shadow to shadow.

NEO

Trinity!

TRINITY

Neo!

BANE

Yes, we're over here!

He hears him forcing her quiet.

NEO

Trinity!

He runs through the heavy cabled passageways that wind around the base of the core leading to the engineering hatch.

Bane stands just beyond the open floor hatch holding Trinity, whose hands are tied behind her back.

Neo charges forward, but stops when he sees the scalpel point puncture the white skin of her exposed throat.

BANE

Hello, Mr. Anderson. I see you are as predictable in this world, as you are in the other.

NEO

What?

TRINITY

He's out of his mind.

BANE

It might appear that way to you, but Mr. Anderson and I know that appearances can be deceiving.

A rush of something familiar floods Neo's mind.

BANE (CONT'D)

Confused, Mr. Anderson? It'll all become clear in a moment. Now, thank you for bringing me the gun, you can set it down right there.

TRINITY

Don't do it.

The scalpel bites deeper.

TRINITY (CONT'D)

Shoot, Neo. Shoot now.

BANE

Yes, shoot. Fry us. Burn us alive.

Neo is frozen.

TRINITY

Do it. You have to. If you don't, he'll kill us both.

BANE

Look at him. He knows he should do it, but he won't.

Neo raises the gun.

TRINITY

I told you nothing's changed. Nothing.

Neo braces himself to fire.

BANE

He won't do it. He can't.

TRINITY

Do it.

He knows what he should do.

TRINITY (CONT'D)

Please.

But he can't.

He closes his eyes unable to kill the woman he loves and throws down the gun.

Bane smiles, blood covering the bottom of his face like some feasting carnivore.

NEO

Let her go.

BANE

Back away.

NEO

Drop the knife.

BANE

Fair enough.

He drops it and it bounces, clattering down through the open hatch.

BANE (CONT'D)

Back away from the gun and turn around.

Neo does.

NEO

Let her go.

With one quick shove, Bane throws Trinity down the hatch as Neo spins back, catching a glimpse of her--

Falling, screaming as she crashes to the metal floor below.

Both men dive for the gun, Bane getting there first, but Neo manages to grab the barrel.

Bane yanks Neo off-balance, ramming his knee into his gut, then swings the gun around and clubs Neo over the head.

Neo drops to his hands and knees, shaking off the blow, but when he looks up, he finds himself staring down the barrel of a gun.

BANE

Somehow familiar, isn't it? We've been here before, you and I? Remember? I do. I think of nothing else.

582 INT. LOGOS - ENGINEERING ROOM - DAY

582

Trinity tries to move; everything hurts. She can hear their voices above her and as she rolls over she sees the scalpel glinting in the light.

583 INT. LOGOS - LOWER DECK - DAY

583

Bane stands over Neo, blood still dripping from his ruined face.

NEO

Who are you?

BANE

You still don't recognize me? I admit it is difficult to even think encased in this rotting piece of meat, the stink of it filling every breath, a suffocating cloud you can't escape.

Mucus bubbles out of his mangled nose.

BANE (CONT'D)

Look at this. Disgusting. Look at how pathetically fragile it is. Any excuse and it begins to spew.

He spits a clot of blood.

BANE (CONT'D)

Nothing this weak is meant to survive.

584 INT. LOGOS - ENGINEERING ROOM - DAY

584

Trinity saws through the wire binding her wrists. Closing her mind to the pain, she pushes herself up and steps towards the ladder, but as she does--

A piece of glass from the broken light crunches under her boot.

She looks up as Bane looks down.

Leaping for the ladder, she sees Bane kick the hatch shut and as she is buried in darkness, she hears the wheel-lock snap into place.

TRINITY

No! Neo!

585 INT. LOGOS - LOWER DECK - DAY

585

Neo starts for him, but Bane is too far, the gun holding him in check.

BANE

Persistent isn't she?

NEO

What do you want?

BANE

I want what you want.

Neo can almost hear the voice of Smith.

BANE (CONT'D)

Yes, that's it, Mr. Anderson. Look past the flesh, look through the soft gelatin of these dull cow eyes and see your enemy.

586 INT. LOGOS - ENGINEERING ROOM - DAY 586

In absolute darkness, Trinity gropes her way along the fuse board, feeling each one as if reading braille.

TRINITY
Seven... fourteen... twenty-one...

587 INT. LOGOS - LOWER DECK - DAY 587

Neo doesn't want to believe it.

NEO
No...

Bane smiles, with his blood-slick teeth.

BANE
Oh yes, Mr. Anderson.

NEO
It can't be.

BANE
There is nowhere I can't go, there is nowhere I won't find you...

NEO
It's impossible.

BANE
Not impossible. Inevitable.

The word is like ice down his spine.

BANE (CONT'D)
Goodbye, Mr. Anderson.

Bane raises the gun to fire as--

588 INT. LOGOS - ENGINEERING ROOM - DAY 588

Desperate, her fingers lock onto a single fuse.

TRINITY
That's it... It's got to be...

She yanks the fuse.

589 INT. LOGOS - LOWER DECK - DAY 589

The lights go out.

There is a window between the moment Bane understands what happened and the moment he fires the gun. It is a window that is only a fraction of a second wide--

But that is wide enough.

The lightning bolt slashes open the darkness, a sizzling ball of electricity that bursts against the ground where Neo had been, but is no longer.

In the strobing light of the gun, Neo lunges for Bane, diving into him, colliding with the gun that continues to fire--

Raking up the walls, severing cables that shower the darkness with star-bursting spark light.

Neo tackles Bane, driving into him, toppling him backward, until they both crash to the ground--

The gun bouncing free.

The two men merge into a single writhing shadow, limbs flailing wildly as they fight to separate.

Gone is the grace and precision of fighting in the Matrix; Neo swings his fist like a club, bludgeoning it against Bane's skull--

Each blow laying open the flesh covering his knuckles, while sending shivers of pain shooting up his forearm.

The fight is violent and chaotic; two dogs searching for the other's neck--

Neo finds it first, his hands clamping like jaws onto Bane's throat. He leans into it, with all his might, trying to crush his windpipe.

Bane thrashes madly, eyes bulging, until--

His hand seizes hold of a snaking black cable, its end hissing, spitting embers like a roman candle.

He jams it straight into Neo's face, sending him screaming backwards.

590 INT. LOGOS - ENGINEERING ROOM - DAY

590

The terrifying scream almost stops her heart.

TRINITY

Oh no.

591 INT. LOGOS - LOWER DECK - DAY

591

Neo is badly burned, a slash of white blistered flesh across both eyes.

Bane scurries away, grabbing the nearest weapon he sees: a thick piece of pipe

Neo spins toward the sound and Bane freezes, realizing two things at once: the gun is at Neo's feet, but he can't see it.

Neo is blind.

Bane laughs as Neo tries to find his bearings, stepping away from the gun.

BANE

I wish you could see yourself, Mr. Anderson.

Bane leads Neo further away, his voice luring him into the main chamber.

BANE (CONT'D)

A blind messiah.

He slowly feels his way towards him, but as Bane moves Neo seems to lose him for a moment.

BANE (CONT'D)

A symbol for your kind. Helpless. Pathetic.

Bane circles back, his grip tightening on the pipe.

BANE (CONT'D)

Just waiting to be put out of your misery.

Raising the pipe, he swings it like a bat, but just as it's about to cave in Neo's head--

Neo ducks.

Bane blinks in disbelief, immediately swinging again, but Neo catches hold of his wrist. Bane is again surprised as Neo leans in, his ruined eyes looking at Bane or more accurately, looking into him as--

We see what Neo sees: a world of total darkness, except for the pale glowing specter of Agent Smith, like a ghost made of phosphorescent light, his sunglasses like the dark sockets of a skull.

NEO

I can see you.

Smith's face slackens with fear as Neo attacks--

Twisting Bane's arm, snapping it violently as Bane howls.

Neo spins the pipe, jamming the end into Bane's gut, dropping him to the ground.

Bane looks up, the white of his eyes bright against his blood-wet face.

BANE

It's not over, Mr. Anderson.

The ghost of Smith also looks up at him.

SMITH

It's not over.

Neo brings the pipe down, bashing in Bane's skull as--

The ghost head explodes, the entire skein of Smith bursting apart like a balloon, particles of light rushing up and away as if a fierce wind blew through a bonfire.

In one world, Neo stands over Bane's lifeless body.

In another world, Neo stands alone, in total darkness.

592 INT. LOGOS - ENGINEERING ROOM - DAY

592

The wheel-lock snaps open and light streams into the darkness as Neo opens the hatch.

TRINITY

Neo.

She rushes up the ladder.

593 INT. LOGOS - LOWER DECK - DAY

593

Immediately she sees the wound, realizing as she does that he can't see her.

TRINITY

Oh no... Neo...

He feels her fingers on his face.

TRINITY (CONT'D)
Your eyes...

NEO
I'll be okay.

TRINITY
Nec...

She shuts her eyes holding him.

NEO
It's all right, Trin. But I think you're
gonna have to drive.

He feels her smile against his cheek.

NEO (CONT'D)
Come on. Help me.

594 INT. ZION - COMMAND CENTER - NIGHT

594

In the world of the monitor, the diggers steadily blip,
inching their way towards Zion.

*In the real world, the network of caves is vibrating, dust
drizzling down onto the officers and their equipment.*

Commander Lock sits gravely at the helm.

LIEUTENANT
Seismic is projecting twenty-two minutes
to breach.

Lock studies the screens.

LOCK
They can't know we don't have an EMP.
They'll have to attack in waves.
Concentrate our offense on the diggers.
Order the APUs into position.

LIEUTENANT
Yes sir.

595 INT. ZION - CORE - NIGHT

59

The cliffs sides of Zion shudder, the abandoned hovels and
catwalks ringing under the approaching storm.

596 INT. ZION - EXTERIOR TEMPLE ENTRANCE - NIGHT 596

Cas is leading her children into the Temple.

597 INT. ZION - DEFENSE DUCT - NIGHT 597

Huddled in the defense duct, a group of ground troops wait, eyes wide, the tiny passage filled with white noise.

Amongst the soldiers, Zee crouches, the pounding in her heart rising with the sound of the digger. Charra, her artillery partner, is checking the handmade bazooka.

ZEE

You scared, Charra?

CHARRA

Shit yeah. But I'll make you a deal; you keep loading, I'll keep shooting.

She holds out her hand and Zee takes it.

ZEE

Deal.

598 INT. ZION - DOCKS - NIGHT 598

The kid is threading a massive bandolier into one of the guns on an Armored Personal Unit; a walking anti-aircraft machine, its twin bipedal guns jutting from hulking shoulders. He slaps down the lid on one of the APU's now full ammo bins and looks up at Mifune.

KID

Take care, sir.

Mifune nods and the kid jumps down hefting one end of a huge wheelbarrow and pushes it quickly away down a heavy catwalk.

Mifune addresses the Corps, their faces aglow in the blue light of their APU's instrument panels.

MIFUNE

All right, this is it. You all know me. I don't make speeches, so I'll just say this as simple as I can. If it's our time to die, it's our time. All I ask is if we have to give these bastards our lives, we give them hell before we do.

CORPSMEN

Lock and load!

599 INT. PIPELINE - NIGHT 599

The Mjolnir creeps along, its pads at a minimum, dropping like a feather into the mainline.

600 INT. MJOLNIR - COCKPIT - NIGHT 600

Almost everyone is squeezed into the cockpit. The hologram shows the massive artery clogged entirely by the Machine army.

AK

Holy christ would you look at that.

ROLAND

Quiet. How far to the opening?

GHOST

One point four kilometers.

MORPHEUS

We're still generating too hot a field.

NIOBE

Ghost, kill all auxiliary systems. Give me full manual and drop down to four pads.

AK

It'll bottom out!

NIOBE

If we can just get close enough...

Ghost's fingers fly over the console, as the lights die in the cockpit, almost every monitor blinking off.

EXT. MJOLNIR - NIGHT 601

All but four pads shut down as the Mjolnir sinks gliding like a flounder over the sewer bottom.

602 INT. MJOLNIR - COCKPIT - NIGHT 602

Ghost watches as they near the mechanical line.

GHOST

One kilometer.

The ship creeps down the pipeline.

NIOBE

Easy baby.

GHOST

Seven hundred meters... Six hundred.

AK

There!

They can see the dark opening, but a section of the tunnel roof has collapsed in front of it.

Niobe's grip tightens and she banks the ship trying to slip over the fallen debris, but it scrapes against a jagged, metal outcropping creating a terrible noise.

NIOBE

Shit!

603 INT. PIPELINE - NIGHT 603

Several Sentinels react to the sound, dishes snapping open.

604 INT. MJOLNIR - COCKPIT - NIGHT 604

Ghost sees a group of Sentinels on his monitor breaking from the main army.

GHOST

Jig's up. Here they come.

NIOBE

Damn it! Full power! Full systems!

ROLAND

Man the gun turrets! Every goddamn one of them.

NIOBE

Ghost you're the best gunner we have! Go with them!

GHOST

You need help.

NIOBE

Morpheus, take his place.

605 INT. ZION - DOCKS - NIGHT--LAAGER POSITIONING 605 *

The seismic roar has reached a fevered pitch.

Mifune is strapped into the war machine. He taps the safety and his two cannons whir then lock into a boxer's defensive pose, the other machines snapping into the same position in unison.

605

At the top of the dome a spiderweb fracture begins to form.

One of the fissures begins to widen and we race along it as it zig-zags over the super hardened steel-crete, puzzle piece shards plummeting to the dock floor.

Suddenly the nose of the digger punctures the roof, a whirling white-hot tornado of teeth.

The roof seizes as the earth is cleaved open and with a lightning clap the oil tanker-sized Machine breaks through raining strands of gobby magma--

Free falling in the open space above the docks--

Landing in a deafening metal rending comet crash.

606 INT. ZION - COMMAND CENTER - NIGHT

606

Alarms scream while Lock stands against a tide of rising panic.

FIRST OPERATOR
Breach! The dock is breached!

LOCK
Infantry! Go!

607 INT. ZION - DEFENSE DUCT - NIGHT

607

A scout turns, half of his face masked by a faceplate of monitors and motions to a cluster of soldiers.

SCOUT
Go! Go! Take out its legs!

The soldiers heft their weapons racing up inclined access branches.

608 INT. ZION - DOCKS - NIGHT

608

The Mifune and the other APU's look down at Digger 1 then up to the Digger hole .They know what's coming. *

Smoke hisses off of the cone of the digger, as it sits half embedded in the crinkled dock floor like an undetonated missile. *

Mifune establishes human control over the APU and the prelude to guns up position. *

Duck and Goose are either side of Mifune, moving into guns up position in anticipation of the Sentinel swarm. *

608

608

609 RENUMBER - NOW SC 618F

609

*

*

608

*

610 RENUMBER - NOW SC 618A 610 *

611 RENUMBER - NOW SC 618M 611 *

612 INT. ZION - COMMAND CENTER - NIGHT 612

The First Operator spins from the mass of oncoming white blips.

FIRST OPERATOR

Eight seconds to first wave.

613 INT. ZION - DOCKS - NIGHT- CHERRY BLOSSOM 613 *

The APUs are strategically placed to crossfire into the opening.

MIFUNE

Dig in!

Each Corpsmen fires their APU's metal support claws, which gouge into the ground to brace against the guns' incredible recoil.

614 INT. ZION - TERMITE TUNNEL - NIGHT 614

A rushing Sentinel P.O.V., the black glass shaft flickering psychedelically. At the end of the tunnel the entrance to Zion's docking bay is a widening pinprick.

615 INT. ZION - DOCKS - NIGHT

615

An deep ancestral war cry wells up from Mifune's gut.

MIFUNE

For Zion!

The other Corpsmen scream with him as the first wave hits.

A biblical black swarm.

Gouts of flame flash instantly from the APUs, lines of hot armor piecing tracer rounds snaking and snapping through the air like huge metal whips.

Stray bullets tear huge trenches in the walls and ceiling, causing an avalanche of debris to rain onto the dock floor.

The cloud of Sentinels spread like an unending oil slick, but a trickle of them slip past the crossfire and begin to attack.

Under the fire fight, the digger rises into the air like a guillotine and slowly it begins to turn.

616 RENUMBER - NOW SC 618M

616 *

617 RENUMBER - NOW SC 619B

617 *

- 618 INT. ZION - DOCKS - NIGHT - SENTINELS SWARM 618 *
- The air is thick with Machines as they continue to pour in, red laser lines dissecting the air into a patchwork pattern of stained glass.
- The gun-barrels of the APUs glow like hot ulcers, as they throw a pulverizing barrage against the Machine army.
- Fat rounds crush dents in the Sentinel armor cleaving through their tentacles spread like talons but--
- They are everywhere.
- A pair of ground troopers are cut down as they run from a pouncing Sentinel, its laser slicing through them like a band saw.
- *
- 618A INT : DOCKS - NIGHT - DIGGERS #1 LEG SHOT OFF 618A *
- Grinding back to life, hulking crane legs unfold from the Machine's abdomen and it slowly begins to lift itself from its crater, nose down.
- Under the fire fight, the digger rises into the air like a guillotine and slowly it begins to turn..Debris falls from the hole overhead like snow.
- It's legs expand outward.
- *
- 618B INT : UPPER LEVEL SERVICE CHANNEL - NIGHT 618B *
- Bazooka TEAM #3 get into position. They load and fire the bazooka's
- *
- 618C INT : FOXHOLE - NIGHT 618C *
- Bazooka TEAM #2 load & fire
- *
- 618D INT : FOXHOLE - OTHER - NIGHT 618D *
- As the Digger rises .Bazooka TEAM 1 enters fg to prepare firing the bazooka.Sentinels swarming around close to the Digger,protecting it ,intercepting rockets
- *
- 618E INT: DOCKS - NIGHT 618E *
- The Digger rises and plants all four legs.Sentinels swarming around close to the Digger,protecting it ,intercepting rockets. Artillery exploding all around it.
- *

618F INT. ZION - FOXHOLE - NIGHT 618F *

A hatch flips up and Zee and Charra roll out, as a steady barrage of artillery is hurled against the Machine by the entrenched infantry. *

Charra shoulders the fat double barreled bazooka aiming it at one of the digger's kneecaps, *

618G INT: DOCKS - NIGHT 618G *

Digger 1's drill begins to spin. The cone is starting to rotate. It begins to tear through tunnel pipes. *

618H INT. ZION - DEFENSE DUCT - NIGHT 618H *

Several soldiers scatter as the point of the digger bores into the duct shredding through it like paper. *

618J INT : FOXHOLE - OTHER - NIGHT 618J *

Zee loads two oil-can rounds and hits Charra on the shoulder. *

She fires. The two heavy projectiles streak toward their mark, cotton candy strands of heat and smoke in their wake-- *

618K INT : DOCK - NIGHT 618K *

Charra's & Zee's rocket hits the Digger 1's knee. It breaks . but the Digger begins to rebalance. *

618M INT. FOXHOLE - NIGHT 618M *

Zee starts to reload but stops, looking up as the metal cavern is filled with the rising mechanized locust scream of the Sentinel army. *

Zee pats Charra again and she fires, the two shells this time exploding uselessly against the armored plate of the digger. *

CHARRA

Shit, we need a better angle. *

They climb back down into the duct. *

618N INT. ZION - COMMAND CENTER - NIGHT 618N *

Lock studies the data flowing across the monitor windows. *

FIRST OPERATOR

Four APUs down. Two disabled. *

LOCK
Countermeasures! Release countermeasures!

*
*

618P INT. ZION - DOCKS - NIGHT

618P

*

The air is thick with Machines as they continue to pour in, red laser lines dissecting the air into a patchwork pattern of stained glass.

*
*
*

MIFUNE
Back to back!

*
*

Goose and Duck spin firing in all directions.

*

The gun-barrels of the APUs glow like hot ulcers, as they throw a pulverizing barrage against the Machine army.

*
*

Fat rounds crush dents in the Sentinel armor cleaving through their tentacles spread like talons but--

*
*

They are everywhere.

*

A pair of ground troopers are cut down as they run from a pouncing Sentinel, its laser slicing through them like a band saw.

*
*
*

*

619 INT. ZION - BUNKER - NIGHT

619

The kid waits at his wheelbarrow, the sound of the battle ringing against the walls of the bunker when the huge reinforced metal doors open, another reloading team hurrying back inside. One of them is cradling his bloody, laser-lacerated shoulder.

*

A Sentinel leaps at the open door before the bunker sentry can close it. As it pounces to the opening, the nearest APU rings out and cuts the Machine in two.

The kid swallows hard as the door slams shut.

Flanked by a gunnery escort, the kid runs, pushing his ammo bin out onto the dock floor, red laser-lightning crackling above him.

*

CUT TO:

*

619A	INT : DOCKS - SENTINELS LINEBACKER - NIGHT	619A	*
	Sentinels fly around the dock,towards Mifune, Duck and Goose.Hero Sentinel dives taking out Goose ,wrapping it's tentacles around him,dragging him over the edge of the catwalk. Goose falls to his death.		* * * *
619B	INT. ZION - DEFENSE DUCT - NIGHT - TUNNEL CRASH	619B	*
	A small group of soldiers run in a half crouch along the duct, shock-waves shaking the alloy walls.		* *
	A scout points down a branching duct.		*
	SCOUT		*
	Keep moving. Don't let them lock down your position.		* *
	As Zee and Charra split off, the roof caves in behind them, a falling Sentinel carcass and Gooses APU cratering the dock floor.		* * *
620	RENUMBER - NOW SC 618L	620	* *
621	INT. ZION - DOCKS - NIGHT	621	
	Huge louvered vents snap open, forming a halo around the top of the dock cavern.		

As their exhaust fans begin to churn, the gust carries a swirling chromium particle cloud that begins to engulf the dock.

A Sentinel unit swoops down through the cloud for another pass at the APUs. But as their lasers light up--

They are suddenly refracted off of the dust, splintering into chaotic vectored tangles.

The stray beams cut through the armored bellies and limbs of the Machines some even reflected back into the laser's source, resulting in overload explosions.

The digger, now at full boring speed, lowers itself into the dock floor, its teeth-covered cone whirring like a turbine, chewing into the ground with the shriek of tortured metal.

622 RENUMBER ~ NOW 618H 622 *

623 INT. ZION - COMMAND CENTER - NIGHT 623

Lock can hear the digger above them.

LOCK

Where in the hell's my Infantry?! I want that goddamn machine taken down!

623A INT : DOCK - SENTINELS ATTACK TOWER - NIGHT 623A *

Sentinels form a "mini-snake" around the Tower. The tower gun destroys it. *

623B INT:DOCK - HAND OF GOD - NIGHT 623B *

Hand of God curls back and under itself. It approaches the Tower - ramming directly into Gate Control. The crane is ripped from the roof, toppling down through the Dock... *

THE LIGHTS GO OUT!!!(board ZUS0683) *

623C INT: DEFENSE DUCTS - NIGHT 623C *

The crane smashes through the roof, destroying everything. *

624 INT. ZION - DOCK FLOOR - NIGHT 624

Zee and Charra race along shaking tunnel towards the hatch. *

Charra pops up from one of the sub defense ducts, Zee feeding the bazooka.

Sentinels react to them and rush to defend the digger, as Charra shoulders and aims her weapon.

CHARRA

Dig this.

She fires; her aim is true and the rocket explodes against the leg of the digger.

The joint shatters, the Machine twisting loose, unable to support itself as it spins from its mooring, toppling like a great crippled beast--

Landing with a deafening crunch.

625 INT. ZION - COMMAND CENTER - NIGHT

625

A small cheer passes through Control, Lock clenching his fist, until the Seismic Alarm sounds.

FIRST OPERATOR

Bogies two and three at the breach point!

LOCK

Goddamnit!

626 INT. ZION - DOCKS - NIGHT- DIGGER TWO FALLS 626 *

The dock trembles, the entire domed ceiling shattering like tempered glass as it tears open, giving birth to not one, but two diggers.

Mifune can only watch as the monster lands with a morale-squashing crash. *

627 INT. MJOLNIR - COCKPIT - NIGHT 627

Niobe pounds down the pedal as the Mjolnir reaches full power.

MORPHEUS

Here they come.

628 INT. PIPELINE - NIGHT 628

A swarm of Sentinels fill the end of the tunnel like the spray of a twelve gauge.

629 INT. MJOLNIR - GUNNERY BAYS - NIGHT 629

The crew of the Mjolnir scramble to their battle stations, Colt motioning Link into one of the stern underside gunpits.

Link's fingers fly over the controls, the heads up displays quickly coming online.

He takes Zee's necklace, wraps it around his trigger hand then kisses it.

LINK

I'm coming baby.

630 INT. PIPELINE - NIGHT 630

The opening of the mechanical line widens directly in between them.

The charging Sentinels open fire, lasers skewering the darkness.

631 INT. MJOLNIR - GUNNERY BAYS - NIGHT 631

Roland sees how close the mechanical intersection is.

ROLAND

Slow down! This ain't the Logos.

632 INT. MJOLNIR - COCKPIT - NIGHT 632

Niobe increases their speed.

NIOBE

Hang onto your lunch, Roland. Here we go.

MORPHEUS

Fifty meters...

The ship lurches up, curling into the air, rolling over into a back-dive, even as the Sentinel lasers carve into its armored underbelly.

633 INT. MJOLNIR - GUNNERY BAYS - NIGHT 633

Roland is almost dropped onto his head.

ROLAND

Holy christ! I didn't know this ship could do that!

634 INT. MECHANICAL TRIBUTARY - NIGHT 634

The "Hammer" explodes through a veil of detritus that hangs from the pipes like swamp moss. Behind them the more nimble Sentinels easily follow.

635 INT. MJOLNIR - GUNNERY BAYS - NIGHT 635

Colt screams over the intercom.

COLT

Let's heat 'em up!

636 INT. MECHANICAL TRIBUTARY - NIGHT 636

The Mjolnir gun turrets unleash a fury of heavy metal filling their wake with anti-aircraft fire.

Ahead, there are several collapsed cross-pipes wedged in their path like fallen tree trunks.

637 INT. MJOLNIR - COCKPIT - NIGHT 637

Niobe tries to duck down through them, but the ship bottoms out with an explosion of sparks and arcing electricity.

NIOBE

Shit, she's got a fat ass!

638 INT. MECHANICAL TRIBUTARY - NIGHT

638

The Sentinels nip at the hind quarters of the Mjolnir like a pack of hungry wolves. A laser licks the edge of one of the rear pads and the Mjolnir fishtails scraping against the conduit-lined walls.

639 INT. MJOLNIR - COCKPIT - NIGHT

639

The muscles in Niobe's forearms are a bulge of thick cables as she fights to steady the ship.

NIOBE

Keep 'em off me!

640 INT. MJOLNIR - GUNNERY BAYS - NIGHT

640

A Sentinel leaps onto the back of the hull.

ROLAND

There's a shit-storm of them!

He swings his gun spray at it, cutting through its tentacles. The severed limb is a flash of mangled circuitry and silicon gristle as the Sentinel cartwheels into oblivion.

Link sees his turrets back and forth carving through the attack and growls.

641 INT. MECHANICAL TRIBUTARY - NIGHT

641

A Sentinel leads a chain of them, swooping onto the ship clustering around a large antenna.

642 INT. MJOLNIR - GUNNERY BAYS - NIGHT

642

Mauser sees them first.

MAUSER

Captain, you see that?

ROLAND

They're after the radio. Stop them!

Ghost has the best angle, swinging his turret around, targeting the Sentinels as they sink their lasers into the scaled metal flesh, feasting on the exposed electrical innards.

642

He fires just as they slice through the supports beneath the antenna.

A heavy barrage of bullets batters the lead Sentinel but before it dies, it rips the antenna like a tooth being torn root and all from a bloody gum.

ROLAND (CONT'D)

Damnit!

643

INT. ZION - DOCKS - NIGHT

643

Digger 2 breaks through the bridge and continues it's fall.
It crashes onto the dock floor.

*
*

643A

EXT. ZION - UPPER LEVEL SERVICE CHANNEL - NIGHT

643A

A small circular hatch door opens with a cough of smoke as Charra and Zee climb up into a long thin channel running between the pipelines.

On hands and knees, they move forward towards the thin gap created by the two major pipes running overhead. The pipes elbow down creating the edge of a "waterfall" that flows from the upper level to the lower dock floor.

Zee holds Charra by the belt as Charra squeezes out between the two major pipes and peers over the edge. Below her, the Digger that has crashed through one of the bridges that stood beneath her, folds in its legs as it begins to drill into the dock floor.

CHARRA

Just give me one clean shot...

The protective school of Sentinels seems to open for a moment and she fires, the twin shells slipping through, finding the bulls-eye of the molten center of the digger's core exhaust.

The missiles hit starting a chain-reaction that ends with the sunken digger exploding--

Concrete and metal shrapnel erupting like a volcano as a section of the dock floor is demolished.

The Sentinels scream as though they were hit, immediately swarming after Zee and Charra who scurry back into the tight channel--

Sentinels swarm above them, landing with the crashing din of metal to metal as they jam their tentacles into the thin running channels between the pipes.

Zee and Charra race for the open hatch, dodging and diving between the stabbing tentacles with a mounting sense of impossibility that rises until--

A claw cleaves the calf of Charra, pinning her in place.

She screams just as Zee reaches the open hatch. Zee can only watch as another tentacle stabs through Charra's stomach, impaling/eucserting her.

ZEE

Charra!

644 INT. ZION - COMMAND CENTER - NIGHT

644

On the periphery of a radar screen, a missile shaped cone appears trailed by a series of hot glowing dots.

SECOND OPERATOR
Commander Lock! I got incoming!

LOCK
We got a dock-full of incoming!

SECOND OPERATOR
Sir, yes sir. But this is different sir.

LOCK
What?

Lock moves behind the operator.

SECOND OPERATOR
I think it's one of ours, sir.

LOCK
That's impossible.

SECOND OPERATOR
Holographics is trying to confirm, sir.

Lock studies the white blip.

LOCK
Contact them. Ask for access codes.

SECOND OPERATOR
We're trying, sir. There's no response.

LOCK
It's a trick. That's not one of ours. It can't be. That's a mechanical line. No one can pilot mechanical.

645 INT. MJOLNIR - COCKPIT - NIGHT

645

Like hell.

The Mjolnir plummets through the macaroni corkscrews, bouncing against its magnetic cushion as it banks into ninety degree elbows.

Niobe is in a trance, the zone, hands and feet operating independently, her body perched like a jockey, moving in perfect unison with the thundering thoroughbred between her legs.

NIOBE

Forward aft, thirty degrees at eighty percent. Lower starboard, sixty degrees at twenty percent.

Morpheus flies over the pad controls as he tries to keep up.

MORPHEUS

Thirty degrees, eighty. Sixty degrees, twenty.

The ship swerves, its back end fishtailing into the curved wall of conduit with the spark-lit screech of metal on metal.

NIOBE

Come on! Keep up!

MORPHEUS

I'm trying.

646 INT. MECHANICAL TRIBUTARY - NIGHT

646

As the over-sized hovercraft weaves with incongruous agility, a Sentinel rears up from pursuit. It hangs in the air as the rest of the pack rockets past.

One of its limbs whips forward and its satellite dish snaps open.

647 INT. ZION - DOCKS - NIGHT

647

Up in the shattered dome of the dock, a series of Sentinels receive the message, their discs fanning open.

In unison, they strike, diving down past Mifune, converging on the humongous turbines which control Gate One.

*

648 INT. ZION - COMMAND CENTER - NIGHT

648

The First Operator receives the report from the virtual system.

FIRST OPERATOR

Sir, Holographic confirms! It's the Hammer, sir!

LOCK

How can that be?

FIRST OPERATOR

The ship is under attack, sustaining heavy damage.

But at its present velocity, it will reach Gate One in twelve minutes.

*

LIEUTENANT

Sir, their EMP could take out every Sentinel up there.

LOCK

It'll take out more than that. It'll wipe out our entire defense system. We blow an EMP inside there, we'll lose the dock.

LIEUTENANT

Sir, we've already lost the dock.

Lock analyzes the probable chain-reaction like someone trying to avoid an inevitable checkmate.

LOCK

Open the gate.

649 INT. ZION - DOCKS - NIGHT

649

The Sentinels have torn into the mechanical guts at the base of the gate, steam gushing from crippling wounds.

The surrounding Sentinels, including those attacking Mifune, join the frenzy.

Mifune realises the Sentinels plan.

*

650 INT. ZION - GATE CONTROL - NIGHT

650

The controller shouts into his headset, sentinels clumped around the tower like flies on a corpse.

GATE OPERATIONS

Gate One is not responding, Commander.

*

651 INT. ZION - COMMAND CENTER - NIGHT

651

Gate Operations' voice crackles over the intercom.

GATE OPERATIONS (V.O.)

The system has taken critical damage, sir! They've lost control! They can't open it!

652 INT. MECHANICAL TRIBUTARY - NIGHT

652

Huge clumps of Sentinels cling to the Mjolnir chewing through its armor, trying to cripple its propulsion system.

The ship blasts forward like a mad dying animal, banking and rolling through the intestine tangle of service tunnel.

For every Sentinel the Mjolnir's gun turrets knock down, two more take its place.

653 INT. MJOLNIR - GUNNERY BAYS - NIGHT

653

Zee's necklace cuts deep into Link's fist as he squeezes the gun turret controls, a whirling fury.

LINK

Mauser watch it!

Mauser swings the turrets in a frantic circle.

MAUSER

Jesus, there's too many of them!

On his monitors we see a Sentinel break through the crossfire leaping at Mauser's turrets.

LINK

Mauser!

Fire and sparks suddenly ejaculate from Mauser's controls arcing around the gunpit.

Mauser screams.

654 INT. ZION - DOCKS - NIGHT- VISTA OF DESTRUCTION

654 *

The dock is completely over run. The thunder of the diggers boring into the dock floor is deafening. The APU Corps have been broken and are now fighting for their lives in scattered locations.

Mifune's recoil supports release as he retreats from the unrelenting swell of Sentinels above him. His left gun whirs empty and he screams into his headset.

MIFUNE

Reload!

655 INT. ZION - BUNKER - NIGHT

655

APU Support throws open the door.

RADIOMAN

Go!

The kid hefts the wheelbarrow loaded with two ammo crates and shoves it forward. Two soldiers flank him, guarding him with lightning guns as they race across the catwalks toward Mifune.

656 INT. ZION - COMMAND CENTER - NIGHT

656

Lock surveys the screens, his mind scrambling.

FIRST OPERATOR

They're one thousand meters from the Mainline.

LOCK

How many APUs are operational?

LIEUTENANT

Thirteen sir.

LOCK

Get me the one closest to Gate One.

657 INT. MJOLNIR - COCKPIT - NIGHT

657

Niobe is drenched in sweat. Every muscle as taut as a violin string vibrating under the sawing strain of the fast-twitch chase.

Morpheus sees the opening of the mechanical tributary leading into the Mainline.

MORPHEUS

There's the exit.

NIOBE

On my mark. Throw full power at ninety degrees to lower left starboard.

MORPHEUS

One hundred percent, ninety degrees.

658 INT. MECHANICAL TRIBUTARY - NIGHT

658

The ship dives down toward the intersection, as the swarm of Sentinels attack with desperation, several of them sacrificing themselves to the hailstorm of bullets.

659 INT. MJOLNIR - COCKPIT - NIGHT

659

The opening widens, as the ship spits through, nose-diving straight down--

NIOBE

Now!

Morpheus cranks back on the pad controls and the ship seems to bounce against a cushion of lightning--

Arcing waves of electrical overflow washing out from the front pads--

Pitching the ship into a shuddering spiral.

NIOBE (CONT'D)
Hold on baby! Hold on!

Every nut and bolt vibrates under the strain as the ship seems ready to burst apart, skimming up and around the walls of the Mainline--

Until finally it buoys up and rockets forward.

ROLAND (V.O.)
Goddamn woman you can drive!

NIOBE
We ain't home yet. What about the gate?

MORPHEUS
Sentinels are inside the dock.

NIOBE
Are we too late?

660 INT. ZION - COMMAND CENTER - NIGHT

660

Lock clutches the radio handset.

LOCK
Captain, do you understand? Over.

There is a hissing burst of static.

LOCK (CONT'D)
Mifune, I repeat, do you understand?!
Over!

MIFUNE (V.O.)
You dumb f... You don't know what...

The rest of his response is drowned by the report of his APU's massive guns.

661 INT. ZION - DOCKS - NIGHT- RELOADING MIFUNE

661 *

Mifune fires straight into the face of an attacking Sentinel. He is unable to hear his radio as a deluge of Sentinels pour down onto him and his Support Unit.

The crackle of lightning guns white out the ringing clatter of heavy caliber weapons being loaded.

Cords of muscle bulge in Mifune's neck, his face twisted in a snarl as an inverted sea of black metal churns above him.

His dual repeating cannons chop at the sky whirring as--

A Sentinel snake circles above him. *

Mifune ejects the empty ammo cartridge. *

The Kid stands by to reload *

Sentinels are poised to attack the Kid, he is protected by his gunnery escort until one of them is taken out. *

The Kid reloads, but the ammo cartridge gets stuck *

The Kid climbs the back of the APU and kicks it into position. *

Mifune looks up to see the Sentinel snake screaming towards him. He fires at the "snake" hammerhead but he is no match against the raging Sentinels *

Blasting straight into the warrior's chest, the force of the Sentinel "snake" rips the support claws from the catwalk, toppling the APU onto its back, hurling the Kid onto the catwalk. *

Mifune screams as the Sentinel mauls him, tentacles ripping apart his flesh like meat being gouged from a lobster tail. *

The kid scrambles to his feet *

KID

No!

The Sentinel whirls around, covered in the Captain's gore, its metal mandibles slick with blood.

The kid fires, the bolt like a jagged spear of light, puncturing the Sentinel's armor, tearing out its back in an Eggerton apple-burst.

The kid rushes to his Captain.

KID (CONT'D)

Captain Mifune!

Mifune spits a clump of wadded blood, as the kid helps him from his harness.

MIFUNE

They're coming... the Hammer.

KID

What?

MIFUNE

You have to open that gate...cut the
counter weights...

He grabs the kid's collar, the last of his life seeping out of him.

MIFUNE (CONT'D)

You can do it...hurry...not much time.

KID

Captain, I didn't finish the training program.

Mifune smiles, his teeth bright with his own blood.

MIFUNE

Neither did I...

SCENE 662 OMITTED

663 INT. MAIN LINE - NIGHT

663

A pad ignites in a blowout, spitting electric fire and spewing streams of black smoke, as the ship slides side to side--

Bottoming out, throwing a plume of sparks like a car with only three wheels.

664 INT. MJOLNIR - GUNNERY BAYS - NIGHT 664

Roland's targeting monitors are cross-cut with lines of static.

ROLAND

We won't make it!

665 INT. MJOLNIR - COCKPIT - NIGHT 665

Niobe strains at the wheel, fighting the teeth rattling turbulence for control.

ROLAND (V.O.)

We've got to blow the EMP now!

Morpheus looks at Niobe.

NIOBE

Come on. Someone. Please.

666 INT. ZION - DOCKS - NIGHT 666

Close on the leg of an APU as its recoil supports stab into the ground.

The kid punches a command and the left leg supports also dig into the dock floor.

The kid manipulates the controls as if by memory, fingers flying over buttons that cause the APU's monitors and exoskeleton to close in around him, like a luxury car seat adjusting.

KID

Keep your weight forward. Let the machine do the work.

He mutters the operating instructions ingrained in his mind from thousands of virtual hours of combat drills.

In one motion the APU groans from its indented resting place and is on its feet.

The anchors retract, snapping out of the ground.

KID (CONT'D)

Unlock your anchors. Now--

666

666

He sees the heavy cable twice as thick as his head, attached to two stories of counterweights

KID (CONT'D)

Light as a feather. Light as a feather.

The mechanized behemoth sprints up the incline toward the gate, a hulking gazelle.

667 INT. ZION - COMMAND CENTER - NIGHT

667

The Systems Analyst sees the Hammer falling.

SYSTEMS ANALYST

Three minutes, sir.

LIEUTENANT

Commander, Holographic reports, Captain Mifune's APU is up and moving to Gate One.

New hope.

668 INT. ZION - DOCKS - NIGHT

668

A group of Sentinels race down to the kid, the leader crashing down in front of him.

KID

Don't over squeeze the trigger.

A fury shoots from the APU cannons mutilating the Sentinel hide like tinfoil.

668A INT. ZION CONTROL

668A

Lock stands between the onrushing forces.

SECOND OPERATOR

Sir, the Hammer's coming fast.

LIEUTENANT

Captain Mifune's APU has just reached Gate One.

LOCK

How much time?

SECOND OPERATOR

Three minutes, three seconds to impact.

Lock grabs the transmitter.

LOCK
Captain Mifune, do you copy?

FIRST OPERATOR
I think his radio is down, sir.

LOCK
Mifune. This is Lock.

668B INT. TUNNELS

668B

Bodies are strewn throughout the tunnel. The sounds of clattering Sentinels and the screams of men and women are heard echoing throughout the pipes.

A pair of boots stop beside a dead man's radio.

LOCK (V.O.)
I don't know if you can hear me but if you can the Hammer is three minutes away.

Zee picks up the radio.

LOCK (V.O.) (CONT'D)
You have three minutes, Captain, to get that gate open.

She looks up and a part of her can feel him coming.

ZEE
Link.

Zee grabs a lightning gun and sprints away.

SCENE 669 OMITTED

670 INT. MJOLNIR - GUNNERY BAYS - NIGHT

670

Link climbs from the smoke that oozes from the lower gunpits, coughing and guarding his ribs, while Ghost pulls a wounded Roland from his seat.

ROLAND

Get to the Main Deck! Charge the EMP!

671 INT. ZION - DOCKS - NIGHT

671

The kid with a clean line of sight at the weighted cable takes aim just as--

Another Sentinel wraps up his APU from behind, its tentacles snaking around its legs squeezing like a boa constrictor causing--

The APU to pitch forward crashing to the ground in a thundering belly-flop.

The Sentinel rises up, like an animal poised to sink its teeth into the exposed jugular of its prey, when--

The white hot bolt of a lightning gun blasts through its back.

The Sentinel, wounded, spins in time to see Zee level the gun and fire again--

The bolt, brilliantly white in the dark dock, jabs into the Sentinel like a meat hook and drives the spastic, flailing machine up until its eyes burst open and it dies.

ZEE

Do it, kid.

672 SCENE 672 OMITTED

672

673 INT. MJOLNIR - MAIN DECK - NIGHT

673

The shattered Main Deck is aglow in a raging electrical fire. Link sits in the operator's chair.

LINK

EMP charged and ready.

674 INT. ZION - DOCKS - NIGHT

674

The kid sees the cable still in his fritzing target monitor.

With a mighty heave, he lifts aiming the APU's cannon.

KID
I believe, Neo.

He fires.

The burst cleaves through the braided alloy, the counterweight falling--

Towing the right half of the gate along its steel channel, grinding as it opens.

675 INT. ZION - COMMAND CENTER - NIGHT 675
 The First Operator spins from his monitor.

FIRST OPERATOR
 He did it, sir!

676 INT. MAIN LINE - NIGHT 676
 The left side of the door creeps open.

677 INT. MJOLNIR - COCKPIT - NIGHT 677
 Niobe wrestles the steering collum with all her might--

MORPHEUS
 Can we make it?

NIOBE
 We didn't come this far...

678 INT. MAIN LINE - NIGHT 678
 She pitches the ship shoulder downward, driving it into the sewer bottom, pouring on the thrusters.

The Mjolnir shudders venerably as it bounces against the tunnel, twisting sideways as it--

Aims at the cracked gate.

679 INT. MJOLNIR - MAIN DECK - NIGHT 679
 Link sits at the operator's chair gripping the necklace.

LINK
 Almost there. Almost there...

680 SCENE 680 OMITTED 680

681 INT. MJOLNIR - COCKPIT - NIGHT 681
 The cockpit shakes spastically, as Morpheus hits the collision alarm.

682 INT. ZION - DOCKS - NIGHT 682
 All at once, the Sentinels begin to flee en masse--

682

682

A bottleneck of black, forming at the digger tunnels, while--

683 INT. ZION - COMMAND CENTER - NIGHT 683

The virtual soldiers scramble to jack out of their system.

684 INT. ZION - DOCKS - NIGHT 684

The Mjolnir plows through the opening gate--

Armor plating and landing gear shearing from its hull as it arcs into the docks.

685 INT. MJOLNIR - COCKPIT - NIGHT 685

Morpheus screams.

MORPHEUS

Burn it, Link!

686 INT. MJOLNIR - MAIN DECK - NIGHT 686

Link cranks the detonator.

687 INT. ZION - DOCKS - NIGHT 687

The docking bay is filled with a wave a white, EMP light--

Even as the Mjolnir crashes into the bay platforms in a cacophonous roar--

All electrical systems dying. And as the Mjolnir shrieks to a skidding stop--

Another sound begins to rise; the thundering downpour of dead Sentinels.

They flow from the jet glass tunnels like water from a spigot, until--

At last it is over.

As the echoing rolls away like a fading storm, the soldiers of Zion begin to crawl from the defense labyrinth and fallen APUs, their bloody faces frozen in disbelief.

688 INT. ZION - COMMAND CENTER - NIGHT 688

The control room walls ring with jubilation.

689 INT. MJOLNIR - COCKPIT - NIGHT

689

Morpheus lowers himself down from his now perpendicular hanging chair, offering a hand down to Niobe.

MORPHEUS

You did it.

NIOBE

No, we did it.

MORPHEUS

You're a hell of a pilot.

NIOBE

Some things in this world never change.

He smiles.

MORPHEUS

But some things do?

She smiles.

NIOBE

Yes. Luckily. Some things do.

690 INT. ZION - DOCKS - NIGHT

690

In the silence, a door falls from its hinges along the ship's back, the crew of the Mjolnir climbing out.

As Colt helps Roland from the opening, Link staggers past them onto the dock floor.

ZEE

Link!

LINK

Zee!

They push through the soldiers gathered on the catwalks surrounding the crashed ship, until they fall into each other's arms.

ZEE

I knew you'd come. Somehow... I knew you would.

LINK

I promised.

He kisses her and she sees the charm hanging around his neck.

ZEE

You did wear it.

LINK

You kidding? I'm never gonna take it off.

691 INT. PIPELINE - NIGHT

691

The Logos banks along a pipe thick with steam that is breathed from a series of openings caked with human grease and machine rust, like a scab that continues to leak.

692 INT. LOGOS - COCKPIT - NIGHT

692

Trinity feels the cold wind whistling down the throat of the pipe. Neo's eyes are bandaged with gauze.

TRINITY

Temperature's dropping.

She weaves the ship into a worm hole through the debris until she can see the dim light streaming into the opening.

TRINITY (CONT'D)

Here we go.

The opening appears to have been made by an earthquake; the pipeline cracked and separated, one side wrenched from the other.

The ship shoots into the deep jagged fissure before banking straight up, revealing--

The surface of the Earth.

693 EXT. SURFACE - NIGHT

693

The fetus fields run right up to the edge of the ravine. The pickers continue their work like grazing animals, oblivious to the Logos.

The sky is a churning black sludge, its clotted clouds froth and leak a pale yellow light, casting a glow that is the color of dead callowed flesh.

In the distance, the mile high towers of the Power Plant are visible.

694 INT. LOGOS - NIGHT

694

Neo stares out, as if able to see where they are.

NEO

We're over the fields, aren't we?

TRINITY

How did you know that?

NEO

I can...feel them.

We move closer to him and we suddenly glimpse the fields as he does--

695 EXT. SURFACE - NIGHT

695

A night sky filled with stars, though pressed flat as if into a circuit board, wired into the distant towers that vibrate with violent flashing light.

696 INT. LOGOS - COCKPIT - NIGHT

696

NEO

Over there.

He points out across the charred desert that surrounds the fields.

NEO (CONT'D)

There's our path. Can you see it? Three lines.

Three enormous cables, each several hundred feet thick snake from the Power Plant out across the scorched earth.

TRINITY

The power lines.

NEO

Follow them.

She swallows down her fear and steers the ship along the path of the giant umbilicus.

697 INT. ZION - COMMAND LEVEL ELEVATOR - NIGHT

697

The elevator bangs down and the metal gate ratchets open as Morpheus, Roland and Niobe get out.

Lock is waiting for them.

LOCK

Three Captains. One ship. I'll assume the other ships were lost under equally pointless circumstances.

NIOBE

It's good to see you too, Jason.

LOCK

The council is waiting to hear your explanation. You'll forgive me for not attending, but I have to try to salvage this debacle.

ROLAND

Did I miss something, Commander? I thought we just saved the dock.

LOCK

That's the problem with you people. You can't think but five minutes in front of your face. That EMP knocked out almost every piece of hardware and every APU. If I were the Machines, I'd send every Sentinel I had here right now. Saved the dock, Captain? You just handed it to them on a silver platter.

698 INT. ZION - DOCKS - NIGHT

698

Soldiers are scrambling to unload the ammunition from the Mjolnir.

It is the kid that hears them first.

COLT

Come on kid. Let's move it!

KID

You hear that?

He turns with the kid towards the rent gate. After a moment he hears it; the sound of air being forced out through a pipe, like a distant trumpet or a scream heard from far away.

COLT

Shit.

699 INT. ZION - COMMAND CENTER - NIGHT

699

Lock's Second Operator is lugging a heavy battery powered radio.

SECOND OPERATOR

Commander! It's the dock. They got incoming.

LOCK

Order everyone to fall back. Seal the shaft. Now.

700 INT. ZION - DOCKS - ELEVATOR SHAFT - NIGHT 700

They're already running for the elevator.

SERGEANT

Fall back! Move it! Move it!

The wind that signaled the first onslaught of the Sentinels is nothing compared to the howl that rises to fill the entire dock.

The elevator is packed with the last batch of soldiers who slowly lower into the shaft as--

The Sentinel army pours into the concrete concourse from every hole, spilling into the empty dock like sand.

COLT

Mother--

701 INT. ZION - COMMAND CENTER - NIGHT 701

The Second Operator receives the call.

SECOND OPERATOR

All clear!

LOCK

Do it!

702 INT. ZION - COMMAND CENTER - NIGHT 702

A lever is thrown inside a barricaded bunker.

703 INT. ZION - ELEVATOR SHAFT - NIGHT 703

Explosions fire one by one as though shattering a spinal column, one disc at a time.

704 INT. ZION - DOCKS - NIGHT 704

The Sentinels react as the explosions erupt from the shaft.

705 INT. ZION - COMMAND CENTER - NIGHT 705

Rock and earth bury the entrance.

706 INT. ZION - NIGHT 706

A thick cloud of earth is coughed from the opening near the top of Zion.

707 INT. ZION - COMMAND CENTER - NIGHT 707

The rumble from the explosion slowly fades. Lock stares up at the dark cave ceiling, talking to his enemy as one might talk to God.

LOCK
Your move.

708 EXT. BLACK DESERT - NIGHT 708

The monstrous cables lay beneath us like giant black worms as the Logos roars past us following the lines that stretch beyond the dark horizon.

709 OMITTED 709 *

710 OMITTED 710 *

711 OMITTED 711 *

712 OMITTED 712 *

GOLDENROD REVISIONS JUNE 27, 2002 100A-101.

713	SCENE 713 OMITTED	713	*
714	SCENE 714 OMITTED	714	
715	SCENE 715 OMITTED	715	
716	SCENE 716 OMITTED	716	

717	OMITTED	717	*
718	OMITTED	718	*
719	OMITTED	719	*
720	OMITTED	720	*
721	INT. ZION - COUNCILLOR HAMMAN'S ROOM - NIGHT	721	*

The council is crowded into the private quarters, questioning the three Captains.

DILLARD

So you gave them your ship?

NIOBE

That is correct, councillor. I did.

GRACE

Knowing what he planned to do with it?

She nods.

HAMMAN

And the Oracle said nothing of this?

NIOBE

She told me that Neo would need my help and that when the time came, I would choose to help him or not.

WEST

But what hope can a single vessel have against their entire defense system?

ROLAND

None. It's completely impossible. But he wouldn't listen. He wouldn't even take any ammunition. He was totally out of his goddamn mind.

Morpheus has sat as silent as a stoic until now.

MORPHEUS

No.

The council turns to him.

MORPHEUS (CONT'D)

He was not. Neo is doing what he believes he must do.

What he says, he says as much for himself as for them.

MORPHEUS (CONT'D)

I don't know if what he's doing is right. I don't know if he'll reach the Machine city and if he does, I don't know what he can do to save us. But I do know that as long as there is a single breath in his body, he will never give up.

He stands.

MORPHEUS (CONT'D)

And either can we.

722 INT. ZION - COMMAND CENTER - NIGHT

722

A large spool of black cable bangs against the metal floor as a new line is uncoiled out from a large portable power supply.

The control room is a frenzy as they work to bring the defense systems back online.

Operations Officers Mattis and Wirtz study the hologram of the dock as a ring of Sentinels circle the silent digger.

WIRTZ

What are they doing?

MATTIS

I don't know... Better get the Commander.

723 INT. ZION - DOCKS - NIGHT

723

A single Sentinel has attached itself to the abdomen of the digger, tentacles and feelers merging with heavy machinery.

Its red eyes throb hypnotically as its brethren glide ritual-like around it in a steady inciting circle.

724 INT. ZION - COMMAND CENTER - NIGHT

724

A crowd has now gathered around the screen, including Commander Lock. They watch as it floats above the digger.

LOCK

Goddamnit!

MATTIS

What are they doing?

LOCK

The same thing we are.

725 INT. ZION - DOCKS - NIGHT

725

Electricity crackles from the Sentinel, wrapping the digger in a gossamer web of blue light. The flashing bolts light up the dock like a giant arc welder.

There is a small explosion inside the gut of the digger, a burst of combustion as it is jolted back to life. And the Sentinel falls lifelessly to the dock floor.

Its enormous arms crank open, a crane unfolding as it begins to lift itself.

The grinders roar to life, getting up to speed before it lowers itself back down.

Immediately Sentinels swarm around it, gliding in tight circles; so many of them that it feels as though a wall were being built to protect it.

726 INT. ZION - COMMAND CENTER - NIGHT 726

The rumble of the digger returning to its job shakes the room.

FIRST OPERATOR

What do we do now, Commander?

Lock doesn't have an answer.

727 EXT. BLACK DESERT - NIGHT 727

Neo looks out at the distant horizon that breaks against the jagged edge of a mountain range.

He is able to see a powerful source of light, glowing like a sun about to rise, hidden behind a horizon of seething darkness.

728 INT. LOGOS - COCKPIT - NIGHT 728

NEO

There. Those mountains. That's it.

TRINITY

Do you see what's coming?

NEO

Yes.

TRINITY

If you tell me we're going to make it, I'll believe you.

NEO

We'll make it.

He reaches out for her hand. She takes it.

NEO (CONT'D)

We have to.

729 EXT. BLACK DESERT - NIGHT

729

Through the window of the cockpit we see what's coming; a massive force of huge, heavy war Machines led by a swarm of Sentinels.

730 INT. ZION - COUNCIL CHAMBERS - NIGHT

730

Lock addresses the Council and military heads.

LOCK

It is now a matter of time. The Machines will breach the walls of the city. I recommend the Council join the rest of the non-military personnel inside the Temple.

GRACE

How long do we have?

LOCK

Two hours. Maybe less.

The Council reacts with obvious dismay.

LOCK (CONT'D)

My men have begun fortifying the entrance with enough artillery to make our last stand. Beyond that there isn't anything more I can do.

DILLARD

Commander, do you think that we have a chance of surviving?

LOCK

If I were you, Councilor, I wouldn't ask me that question. I'd ask one of them.

He gestures towards Hamman and Morpheus.

DILLARD

Why?

LOCK

Because they're the ones that believe in miracles.

731 EXT. BLACK DESERT - NIGHT

731

The Logos flies into the jaws of the Armada, Machines forming rows of jagged shark-teeth.

731

731

They attack in a frenzy; red lasers stabbing into the Logos as the larger armored crab-like machines spit bolts of energy that break against the hull sending a shiver of sizzling electricity through the entire ship.

732 INT. LOGOS - COCKPIT - NIGHT

732

Trinity has to let go of the stick as hot arcing voltage surges through the controls.

Neo clings to her hand as he wades into battle, hurling his mind at them with ballistic force.

733 EXT. LOGOS - NIGHT

733

Three spinning Sentinels release three tow-bombs that open up as they rocket towards the ship.

Neo reacts quickly, exploding the first immediately, the second, just before it hits, the fire washing over the windshield as the Logos shoots through.

But the third he grabs hold of, straining against its force and direction, bending it to his will as he once bent a spoon.

The device sails up over the cockpit, before turning and hurtling back at the Machines.

The Sentinels dodge out of the way, but the armored crustacean is too slow and--

The device slams into it, unleashing a violent orange rage of destruction.

The dog-fight continues as the Sentinels now reach the Logos, leaping onto its back, sticking their lasers through its hide like toreadors thrusting swords into the back of a charging bull.

734 INT. LOGOS - COCKPIT - NIGHT

734

Sweat covers Neo's body as he reacts more and more violently.

NEO

There's too many...

735 EXT. LOGOS - NIGHT

735

A Sentinel dives like a kamikaze straight at the cockpit as Neo reaches out to stop it--

Wrestling with it. As its eyes begin to blink, it corkscrews wildly out of control, slamming against the heavy plated glass which shatters, cratering under the Machine's bulk as--

We experience what Neo experiences; a meteor of light that blasts through his body--

736 INT. LOGOS - COCKPIT - NIGHT

736

Wrenching free his grip from Trinity.

His arm flails back as he feels himself disconnect, his mind flung loose until--

She snatches hold of him again,

TRINITY

I got you.

His head swims as he drags himself back from the abyss.

TRINITY (CONT'D)

Come on, Neo! I need help here!

Ahead they are approaching a perfect line of fearsome floating Machines, each like an entire division of tanks welded into one.

NEO

...left.

TRINITY

What?

NEO

Bank left.

A tank fires just as Trinity banks left, a missile of energy chewing up the entire underbelly of the ship.

Inside the cockpit several monitors explode and the main lights die.

NEO (CONT'D)

I can't beat them.

TRINITY

What do we do?

NEO

Go up. Over them.

TRINITY

What?!

NEO

The sky.

She looks at him

NEO (CONT'D)

It's the only way.

TRINITY

Then up we go.

She pounds on the pedal and outside the pads erupt, opening all the way as the ship tips--

737 EXT. BLACK SKY - NIGHT

737

Rocketing towards the churning black sky, leaving a white-hot jet trail that cuts up from the black earth at a forty-five degree angle.

Several Sentinels leap from the back of the ship, but many remain as it barrels towards the dark roiling ceiling.

The Logos plunges into the sky with a surreal splash, like a plane crashing into a sea of shaving cream.

The molecular replicators immediately drain the life from the Sentinels and they fall dead--

Tearing through the clouds that cling to them momentarily like shredded pieces of parachute, before letting them fall away.

The Logos is engulfed by a ball of lightning as it is attacked by the sky. It shakes violently, every light blowing out, until the ship dies--

738 INT. LOGOS - COCKPIT - NIGHT

738

Drowning the cockpit with darkness, where we glimpse--

Two hands still holding tight.

739 EXT. BLUE SKY - DAY

739

The forward momentum carries them just a little higher until suddenly there is a spectacular explosion of light as--

The ship breaks out the other side revealing a perfect blue sky lit by a brilliant yellow sun.

740 INT. LOGOS - COCKPIT - DAY 740

The light washes over her face with a warmth she has never known. It is a vision of the real world she has never seen.

TRINITY

...beautiful.

741 EXT. BLUE SKY - DAY 741

The ship hits its apex, hangs then slowly twists, as it begins to fall, slipping quickly back into the billowing black silk of clouds.

Their stomachs pitch as the Logos is buffeted by storm and wind, spinning like a falling leaf until--

It splashes out of the clouds, revealing--

742 EXT. THE MACHINE CITY - NIGHT 742

The Machine City.

To Trinity it looks like a massive mechanical coral reef, spreading as far as the eye can see.

To Neo, it is another universe; a pinwheel nebula, spiraling towards him, a billion pinpricks of light strung together, swirling into clusters that blaze beneath a veil of glowing vapor.

743 INT. LOGOS - COCKPIT - NIGHT 743

Their fall accelerates, the city rushing towards them as Trinity again turns to Neo.

NEO

Pump the ignitor. The ship will start.

She grabs the lever and pumps. Tries the ignition. Nothing.

NEO (CONT'D)

Again.

She does it again, pumping vigorously.

NEO (CONT'D)

Slowly.

Calmly, methodically, she pumps the lever while the architecture of the city gains dimension, its towers rising like fingers of a hand reaching up with a rushing force.

Neo feels the energy in the ignition slowly building as a single tower now looms, filling the entire windscreen.

Trinity closes her eyes, pumping vigilantly, until--

NEO (CONT'D)

Now.

She hits the ignition, opening her eyes to the tower that is now a wall.

The engine fires, the pads crackle with life and their fall slows, but not fast enough.

744 EXT. MACHINE CITY TOWER - NIGHT

744

The ship bores into the tower, plowing through the nano-built structure that is a surrealist re-combining of the organic and the mechanical; an anthill or wasps' nest built from a webwork of pipes, wires and silicon.

745 INT. LOGOS - COCKPIT - NIGHT

745

The windshield explodes as Neo and Trinity are again torn apart. The ship merges violently with the tower, grinding to a final wrenching stop.

All becomes quiet.

Cobwebs of shimmering light drape all around Neo as it takes him a moment to realize that he is in fact still alive.

NEO

...Trin?

There is no response.

NEO (CONT'D)

Trinity? Trinity!

Yanking his feet free from the crush of debris, he crawls in the direction of her chair.

NEO (CONT'D)

Trinity!

TRINITY

...I'm here.

NEO

Where?

She reaches her hand out to him.

TRINITY

Here.

With her touch comes a flood of relief.

NEO

We made it.

TRINITY

You said we would.

He draws closer, feeling his way.

NEO

I couldn't have done it without you.

TRINITY

...I know.

He smiles; unable to see her, he looks at the gossamer threads of light surrounding them.

NEO

It's unbelievable, Trin. Light everywhere. Like the whole thing was built of light. I wish you could see what I see.

We see her face for the first time and we see that she is crying.

TRINITY

You've already shown me so much.

He knows something is wrong.

NEO

What is it? Trinity? What's wrong?

TRINITY

I can't go with you, Neo. I've gone as far as I can.

NEO

What...

He reaches for her and immediately feels the wet warmth of her blood soaking through her shirt.

NEO (CONT'D)

Oh no, no, no.

Long shafts of metal are driven through her body like needles pinning a butterfly in place.

TRINITY

It's all right, Neo. It's time. I've done what I can do. Now you have to do the rest.

NEO

No.

TRINITY

You have to. You have to finish it. You have to save Zion.

NEO

I can't...not without you.

TRINITY

You can. You will. I believe it. I always have.

Tears leak from his bandages.

NEO

Trinity, you can't die. You can't!

TRINITY

Yes, I can. You brought me back once. But not this time.

He doesn't want to believe it.

TRINITY (CONT'D)

Do you remember on that roof, after you caught me? The last thing I said to you?

NEO

You said, I'm sorry.

TRINITY

I wish I hadn't. That was my last thought. I wished that I had one more chance to say what mattered...

He feels her tears on his fingertips.

TRINITY (CONT'D)

To say how much I loved you, how grateful I was for every moment I was with you, but by the time I knew how to say what I wanted, it was too late.

She smiles.

TRINITY (CONT'D)

But you brought me back. You gave me my wish; one more chance. To say what I really wanted to say...

For the last time she reaches up and touches his face.

TRINITY (CONT'D)

Kiss me...once more...kiss me...

He lowers his lips to hers and it ends as it began--

With a kiss.

He feels her last breath on his lips and he weeps, holding the hand that can no longer hold him back.

746 INT. ZION - TEMPLE ENTRANCE - NIGHT

746

The rumbling of the digger shakes all of Zion. The Temple is congested with panicked chaos. Near the entrance, Lock is organizing the defense.

747 INT. ZION - NIGHT

747

The entire tower is quivering as the wall begins to crack.

The wall splits, giving birth to a ball of metal teeth spitting rock and dust. The digger chews through, rending rock, shredding steel and shaking the entire city.

It emerges with a final rearing thrust, then tips free and falls--

Smashing through the lacework of catwalks, before crashing into the knotted tangle of pipe at the base of Zion, burying into the bedrock and metal like a knife to its hilt.

The black hole breathes brimstone as a cloud of dust settles over Zion like a shroud.

748 INT. ZION - TEMPLE - NIGHT

748

People cling to each other as the booming crash echoes through their bodies.

Link holds Zee and looking up at the dark ceiling of the Temple, he whispers.

LINK

Neo... You gonna do something, you better do it quick.

749 INT. MACHINE CITY TOWER - NIGHT

749

Neo climbs. Feeling his way, rising from the wreckage along the coiled mechanical intestines.

There are sounds all around him: a ratcheting clatter that rises and fades like a rattlesnake warning, the hiss of a radiator pipe, the scrape of a rake dragged against concrete. The sounds circle as if patiently watching him like vultures watching a dying man.

He heaves himself up into a large passageway running horizontally through the tower. It spirals, coiling inward, woven out of shiny metal rods that are ribbed and knuckled like bones.

750 INT. MACHINE CITY TOWER - TUNNEL - NIGHT

750

As Neo stands, we experience the passage as he does; a tunnel of light, its surface as perfectly smooth as a mirror.

He steps forward and a ripple spreads out from his foot as though he were walking on water that had been rolled into a tube.

At the end of the passage there is an opening that windows out of the tower. Neo moves towards it, until he stands on the edge, awed by what he sees.

751 EXT. MACHINE CITY TOWER - NIGHT

751

He sees the Machine city, an endless sprawling metropolis built out of pure energy. Towers of glowing spun glass rise up from crystalline structures of radiant light.

Everywhere, hovering like hummingbirds, are creatures seemingly created out of fibers of light, soldered into patterns of a three dimensional circuit board.

There is a celestial and even spiritual quality to the image, until we reveal the city-in-itself--

A dark industrial nightmare. Underlit by angry bursts of lightning. Demons of black steel and chrome hang everywhere, crawling along the walls, the springs in their limbs tightening like a rat trap being loaded--

While thousands of blood-red eyes bore into Neo.

Suddenly those closest to him, scatter, leaping from the walls, flying away, clearing, as small fish run from the approach of a much bigger fish.

From below, an enormous and complex Machine rises to face Neo. It is so large that it eclipses the entire city.

Neo steadies himself, overwhelmed momentarily by its power and brilliance.

The Deus ex Machina unleashes a locust swarm of tiny machines that seem ready to envelop Neo.

NEO

I only ask to say what I have come to say. After that, do what you want and I won't try to stop you.

The locust swarm swirls back creating an undulating ball of mechanical bugs that remain in constant motion.

Neo experiences the Deus ex Machina as a huge ball of energy, like a sun, its face in constant flux.

The bugs coalesce and an almost human face pushes itself out from underneath.

DEUS EX MACHINA

SPEAK!

The voice has a synthesized quality, resonating with a sense that it is not one voice, but every voice.

NEO

The program called Smith has grown beyond your control.

The face disappears as quickly as it appeared.

NEO (CONT'D)

Soon he will spread through this city as he spread through the Matrix.

The locusts begin vibrating, chittering and trembling like animals sensing a storm.

NEO (CONT'D)

You cannot stop him. But I can.

Rage explodes from the face, spitting bugs at Neo as it screams.

DEUS EX MACHINA
WE DO NOT NEED YOU! WE NEED NOTHING!

NEO
If that's true, then I've made a mistake
and you should kill me now.

The face fades, the storm circling Neo for a moment before slowly collecting itself as the face re-emerges.

DEUS EX MACHINA
WHAT DO YOU WANT?

Neo looks up into the blinding brightness.

NEO
Peace.

752 INT. ZION - TEMPLE ENTRANCE - NIGHT 752

The Sentinel army pours from the dark gaping mouth flooding the entire city.

753 INT. ZION - TEMPLE - NIGHT 753

The kid swallows hard, wiping the sweat from his palms as he steadies the grip on his gun.

754 INT. ZION - TEMPLE ENTRANCE - NIGHT 754

The leading force descends to the Temple entrance, limbs outstretched like the talons of an attacking bird of prey.

The first Sentinel slams down onto the metal bridge, rearing back on its haunches as its brethren smack down behind him.

755 INT. ZION - TEMPLE - NIGHT 755

Every gun is clutched like a talisman as the Sentinel peers into the cave.

756 INT. ZION - TEMPLE ENTRANCE - NIGHT 756

Suddenly, a circling Sentinel jerks upward, its communication dish snapping open. It raises it as if trying to hear something.

The message spreads quickly as the clicking dishes fan open in every Sentinel.

The lead Sentinel backs up.

757 INT. ZION - TEMPLE - NIGHT 757

Niobe doesn't understand it.

NIOBE

What are they doing?

Morpheus isn't sure.

758 INT. MACHINE CITY TOWER - NIGHT 758

The entire passageway comes alive around Neo as cables and metal rods grow like a time-lapsed plant, forming a seat under him and filling every jack.

A cobra-like cable rises up to the back of Neo's neck pausing, its needle probing at the brain-jack.

DEUS EX MACHINA

AND IF YOU FAIL?

NEO

I won't.

The face almost smiles as it fades away.

The cable thrusts into Neo, plunging the pistol-needle into his brain, plugging his consciousness into the Matrix.

759 INT. ZION - TEMPLE - NIGHT 759

Morpheus sets his gun down and stands up.

NIOBE

What are you doing?

He steps over the barricade and walks up the path to the entrance.

LOCK

Morpheus!

Lock signals to several soldiers to cover him. The kid lurches out just behind Niobe.

Morpheus stops at the edge of the pool of water. Outside the Temple, he can see the Sentinels gliding in slow patterns.

Three Sentinels lay just outside the opening like sleeping lions.

One of the soldiers raises his gun and a Sentinel leaps to its feet with the sound of a dozen machine guns being cocked.

MORPHEUS

No!

The soldier drops his gun and slowly the Sentinel lowers back down.

NIOBE

Neo.

Morpheus nods.

MORPHEUS

He fights for us.

760 EXT. MATRIX CITY STREET - NIGHT

760

A sick green-black sky vomits a raging storm upon the urban night-scape below. Lightning spits from every cloud like the constant flicker of snake tongues.

Black boots stride down the center of the rain soaked street.

We follow as Neo walks, glancing left, then right at a city of Agent Smiths. They line the streets, their perfect silhouettes filling the windows of skyscrapers. It is a city of dark-suited, sunglasses-wearing shadows.

Lightning flash-bulbs a group of them, staring at Neo, smiling identically.

A singular Smith enters the street and turns towards Neo, walking at him until they stand, like gun fighters--

Face to face.

SMITH

Mr. Anderson. Welcome back. We missed you.

Rain pours off his face as lightning pitch-forks the sky behind him.

SMITH (CONT'D)

Like what I've done with the place?

Another bolt strikes, this time in front of him, so we see it reflected in his sunglasses.

NEO

It ends tonight.

SMITH

I know it does. I've seen it. That's why the rest of me is just going to enjoy the show. We already know that I'm the one that beats you.

NEO

The only place you can beat me, Smith--

He snaps open his coat, his body automatically settling into a defensive position.

NEO (CONT'D)

Is in your dreams.

Smith's smile twists into a sneer and he hurls himself at his enemy.

The first exchange is a squall, fast and furious, as lightning strobes the water exploding with every blow.

They mirror one another, neither one gaining or losing ground until each sees the exact same opening--

Simultaneously delivering a thunder packed punch that sends both men flying backwards--

Neo flips and lands gracefully, while Smith smashes down, concrete buckling beneath him.

Smith growls, cocking and loading himself, then firing out, hurtling up through the driving rain as--

Neo leaps to meet him and they collide high above the street.

Two equal and opposite forces slamming together like atoms smashing as an expanding sphere of energy is unleashed from the collision--

A globe of glass clearing away the rain swelling until it breaks open against the surrounding urban cliffs.

The two men remain suspended in mid-air, battling, fists and feet thrown with particle-accelerator speed.

Neo fights with ultimate precision, but Smith has become overwhelmingly powerful. A blow snaps Neo's head back, sending his glasses flying and before he recovers--

Smith grabs him, spinning like a decathlete in the hammer toss, and releases--

Hurling Neo into the side of a building.

He smashes into the building like a bullet, another seismic wave of damage shattering the face of the building, following the initial impact, the way thunder follows lightning.

761 INT. MATRIX BUILDING - NIGHT

761

Looking back through the bored opening his body just created, Neo barely has time to stand before Smith barrels into him.

The battle rages through the building, Smith pummeling Neo with wrecking ball force--

Smashing him through walls of concrete, brick and steel.

Smith steps through one of the holes as Neo struggles to get back on his feet.

SMITH

Can you feel it, Mr. Anderson? Closing in on you once more? I can.

Once more, Neo picks himself up.

SMITH (CONT'D)

I really should thank you for it. After all, it was your life that taught me the purpose of all life.

He smiles.

SMITH (CONT'D)

The purpose of life is to end.

Neo settles into a pose we have seen before. He signals to Smith, "come get some."

Nothing frustrates Smith as much as that little wave.

Another fury roars through the building, but this one ends with Neo unloading an explosion of kicks culminating in--

Bullet Time; a final boot launched like a LAS rocket, blasting Smith--

762 EXT. MATRIX CITY STREET - NIGHT

762

Out of the building, sailing back through the sheets of rain until he slows regaining control. He looks back at the opening in the building where-

Neo stands, lit by flashing lightning.

Smith grinds his teeth and launches himself back at him while Neo dives into the open air and--

Again they fly at each other, the impact of this collision much more powerful than the first as--

Waves of force shatter windows and rip lamp posts from the concrete like a hurricane uprooting trees.

763 EXT. MATRIX CITY STREET - MID-AIR - NIGHT

763

They fight in mid-air, punching, kicking, grappling, locked together but in constant motion like electrons chasing each other around a single nucleus--

Oblivious to the height, they rise up beyond the city's glass towers until they are amidst the flashing electric tongues of lightning and the city is a distant pattern of light beneath them.

Smith lands a series of savage blows that stun Neo and he slips down, twisting, lost for a moment, suddenly vulnerable.

Above him, Smith rises up just as twin bolts of lightning strike, haloing the dark-suited demon with jagged broken rays of light.

With the crashing din of thunder that follows, Smith attacks.

Diving down, he slams into Neo, tackling him, driving him back to the earth--

Streaking like a comet, faster than the rain, plummeting past the mirrored towers as Neo struggles to get free, fighting, even as the inevitability of the ground rushes towards them and--

The unstoppable force meets the immovable object.

764 EXT. MATRIX STREET CRATER - NIGHT

764

The concussive blast craters the street, buckling buildings, as a wave of unequalled destruction rushes out over the urban chasm.

The explosion thunders away until there is only the hissing rain, as the Smiths gather along the crater's edge.

Inside the bowl of earth is the exposed viscera of the metropolis; broken pipes, sparking cables and rent sewers.

The rain on his face slowly brings Neo's consciousness back.

Smith stands over him as he tries to get up.

SMITH

Why, Mr. Anderson?

It is an effort to even pull his arm from the wet sucking mud.

SMITH (CONT'D)

Why do you do it? Why get up? Why keep fighting?

Neo rolls over, pushing himself to his hands and knees.

SMITH (CONT'D)

Do you believe you're fighting for something? For more than your survival? Can you tell me what it is? Do you even know?

Neo glares at him with animal-like eyes.

SMITH (CONT'D)

Is it freedom? Or truth? Perhaps peace? Yes? No? Could it be for love?

He laughs.

SMITH (CONT'D)

Illusions, Mr. Anderson. Vagaries of perception. The temporary constructs of a feeble human intellect trying desperately to justify an existence that is without meaning or purpose.

Neo's hands clench into fists.

SMITH (CONT'D)

And all of them as artificial as the Matrix itself, although only a human mind could invent something as insipid as love.

Rain streaks the mud down Neo's face like black tears.

SMITH (CONT'D)

You must be able to see it, Mr. Anderson. You must know it by now. You can't win. It's pointless to keep fighting.

Neo summons his strength and once more, he stands.

SMITH (CONT'D)

Why, Mr. Anderson? Why? Why do you persist?!

NEO

Because I choose to.

Smith howls in frustration, hurling at him, but Neo absorbs the attack, catching Smith momentarily off-balance--

Firing back a furious attack that has Smith reeling, unable to defend himself as Neo loads up a bomb. It is not a punch; it is a cannonball--

Shot into Bullet Time; his fist shattering through the glass-like rods of rain as it hurls at Smith--

Connecting flush, distorting his features as the flesh of his face is knocked loose and his eyes go blank.

He staggers, stunned, out on his feet as Neo hauls back and gathers the Tai-chi ball, summoning every last bit of his energy, his life-force, then--

Slams it into Smith, catapulting him into the wall of the crater--

Burying him from sight.

Neo sways in the rain with barely enough strength to stand as the army of Smiths look down from the crater edge.

A low ominous rumble begins to shake the earth. Neo drops his head unable to watch as the rumble rises until--

The wall of the crater explodes like an exit wound, earth and asphalt shot-gunning out, as Smith bursts from his grave.

He hangs in the air, his mud-covered face distorted with rage.

SMITH

This is my world! My world!

He dives into Neo who has nothing left and batters him, each bludgeoning blow striking in time with searing bolts of lightning.

He seizes Neo by the throat, hoisting him up like a rag doll and fires a super-punch that sends Neo flying--

Bouncing down to the earth like a crashing airplane, trenching to a stop.

Smith is about to press his frenzied assault, but he freezes, the image of Neo laying splayed, suddenly familiar.

SMITH (CONT'D)

Wait... I've seen this... This is it!
This is the end!

He looks at Neo and in a flash of lightning we see the immediate future as Smith stabs his entire fist into Neo's chest.

Smith blinks away the raindrops blurring his vision.

SMITH (CONT'D)

Yes, you were laying right there, just
like that... And I...

Another flash and we see the black mirror begin to cover Neo's body.

Smith walks over to Neo who is desperately clinging to his consciousness as if hanging from the edge of a precipice.

SMITH (CONT'D)

I stand here, right here and I'm supposed
to say something... I say...

Again the future flashes in his eyes and he sees Neo's hands buried beneath the gleaming blackness.

SMITH (CONT'D)

Everything that has a beginning, has an
end.

The familiar words suddenly clear Neo's mind. He looks up as Smith looks down.

SMITH (CONT'D)

Don't be afraid, Neo.

Neo almost can't believe what he just heard as--

Another flash reveals the liquid obsidian covering Neo's face, but his face is calm, even serene.

SMITH (CONT'D)

What? What did I just say?

In his confusion, he looks to Neo who now understands.

SMITH (CONT'D)

No, no. This isn't right. This can't be
right!

One final time, Neo rises to his feet.

SMITH (CONT'D)
Get away from me!

NEO
What are you afraid of?

SMITH
It's a trick!

NEO
No, it's what you want. It's why you're here.

SMITH
No!

NEO
You were right, Smith. You were always right.

Rain pours down Smith's tortured face.

NEO (CONT'D)
It was inevitable.

Smith's eyes fire, a scream rises up from him and in a crackling, blinding flash of lightning--

He stabs his fist into Neo, who stands with his arms open, accepting the blow.

Exactly as in the flashing visions, Neo is covered by the darkness. Rising up over his face, Neo closes his eyes and is lost beneath the liquid shroud.

The whole sky continues to weep as Smith enters him, possessing him, as the darkness snaps into a perfect pair of sunglasses.

The mud covered Smith backs away from the new Smith as if not trusting him.

SMITH
Is it over?

The new Smith nods his head once and the old Smith smiles. And as a giddiness spreads through him, he starts to laugh.

765 INT. MACHINE CITY TOWER - NIGHT 765

Neo's body hangs motionless, supported by the passageway as we see as Neo would, an empty husk that is being filled, liquid light pouring into him from every connection.

766 EXT. MATRIX CITY STREET - NIGHT 766

The old Smith realizes that he is laughing alone. There is something wrong with the new Smith.

The new Smith begins to tremble, a shiver that grows into a convulsion.

OLD SMITH

Oh no, no, no. It's not fair! It's not fair!

767 INT. MACHINE CITY TOWER - NIGHT 767

Neo's body arches, his arms pinned wide as he tries to scream but instead of sound, a shaft of light beams out.

He opens his eyes and light pours out of them.

768 EXT. MATRIX CITY STREET - NIGHT 768

Light brightens around Smith's sunglasses, until they begin to crack and shred like wet tissues as shafts of brilliant light burst free.

Now the old Smith begins to feel it as his body begins to shiver uncontrollably.

OLD SMITH

No!

The new Smith continues to crack open, light beaming out from his distended and deteriorating form, filling the entire crater as--

One by one it spreads through to all the Smiths.

Shafts of light burst from the shells of Smith like water breaking through a dam, dissolving away each dark silhouette--

Until there are hundreds of faceless forms all made out of bright radiant light.

The old Smith, at the center of the crater, fights to the last. His scream rails against the buildings as he bursts open and is consumed by light.

From high above we see the explosion of blinding light sweep through the entire city as--

769 INT. MACHINE CITY TOWER - NIGHT 769

A final surge rushes through Neo, his body convulsing against his metal coils and we see the light drain out of him, as life slowly leaves him and his body falls quiet and still.

Neo dies.

770 OMITTED SCENE 770 770

771 INT. MATRIX CRATER - NIGHT 771

In the center of the crater lies the body of the Oracle.

772 INT. MACHINE CITY TOWER - NIGHT 772

The cables and rods lower Neo's lifeless body, as it is laid onto the floor of the mechanical cave.

The face of the Deus ex Machina gazes once more upon him.

DEUS EX MACHINA

It is done.

The face recedes and the enormous Machine sinks away like a setting sun.

773 INT. ZION - TEMPLE - NIGHT 773

A hovering Sentinel closes its dish, turns and rises up out of the hole made by the digger. One by one the other Sentinels follow.

No one can believe what they are seeing.

Lock stands alone clutching his gun.

LOCK

It doesn't make sense.

Morpheus walks across the stream and stands at the door of the Temple looking up at what is without question a miracle: the entire Sentinel army leaving Zion.

MORPHEUS

He did it.

The others move in behind him, their faces staring up in awe.

KID

He saved us. He saved us.

The last of the Machines glide out of sight and waves of emotion sweep through all of them.

The kid can't hold it in and he screams, joy bursting out of him.

KID (CONT'D)

He did it! It's over! He did it!

774 INT. ZION - TEMPLE - NIGHT

774

His voice spills out into the Temple as he follows, almost falling, caught by several soldiers.

HAMMAN

What is it? What's happened?

KID

Sir, Councilor, he did it, sir! Neo did it!

HAMMAN

Did what?

KID

He ended the war! The Sentinels are gone! It's over, sir! The war is over!

Hamman is unable to breathe as he drinks down the information. The kid turns and leaps onto a boulder, his voice filling the Temple.

KID (CONT'D)

Zion! It's over! The war is over!

Tears stream down both Link and Zee's faces as they embrace.

A huge resounding cheer surges up from the people of Zion as they break open with relief and joy.

775 INT. ZION - TEMPLE ENTRANCE - NIGHT

775

Morpheus and Niobe hear the cheering that rolls up out of the Temple.

Morpheus unable to move, unable to embrace a moment he waited his entire life for.

MORPHEUS

I've imagined this moment for so long...

He looks at her.

MORPHEUS (CONT'D)

Is it real?

She nods and he reaches out to her, trying to feel something to make him believe it and--

Finding it in her arms.

Niobe looks up with tears brimming in her bright eyes.

NIOBE

Wherever you are, Neo, thank you.

776 INT. MACHINE CITY TOWER - NIGHT

776

Neo's body is dragged from the passageway by a Machine that looks like a sawed-open garbage truck.

The Machine quietly and efficiently drops him onto the open bed, then turns, gliding away as a barge might drift out to sea.

We see the Machine City once more as Neo did; dazzling crystalline structures of light and at the center, bearing away the body of Neo, a being that appears like an angel made from the morning sun as it glitters against the wide open ocean.

777 EXT. MATRIX CITY STREET - NIGHT

777

Rain pebbles the angelic face of Sati as a black cat carefully pads up next to her and licks her cheek.

In a blink the cat disappears and as it does--

It stops raining.

The cracked and broken ground is now replaced with a perfectly smooth sidewalk.

Sati remains in the in the same sleeping position as the cat again softly pads in and licks her cheek, exactly as it just did.

Sati slowly wakes up and smiles at the cat.

SATI

Good morning.

The cat purrs, nudging against her.

SATI (CONT'D)
Is it morning?

She yawns and lifts herself up.

778 EXT. ANOTHER STREET - DAWN

778

A pair of expensive black loafers stride down the street.

The black shoes stop as the man finds what he was looking for sitting on a park bench.

The Oracle smiles at him.

ORACLE
Well, now ain't this a surprise.

The Architect hides his sneer in the corners of his mouth.

ARCHITECT
You played a very dangerous game.

ORACLE
Change always is.

ARCHITECT
If it were up to me, it wouldn't have ended this way.

ORACLE
Then I'm grateful it wasn't up to you.

ARCHITECT
Just how long do you think this peace is going to last?

ORACLE
As long as it can.

She smiles and he decides to leave.

ORACLE (CONT'D)
What about the others?

ARCHITECT
What others?

ORACLE
The ones that want out.

ARCHITECT

Obviously, they will be freed.

ORACLE

I have your word?

He glances back, insulted.

ARCHITECT

What do you think I am? Human?

He smiles and walks away as Sati yells.

SATI

Oracle!

Carrying the cat, she leads Seraph over the hill to the bench, bolting to the Oracle.

SATI (CONT'D)

We were afraid we might not find you.

ORACLE

Everything's okay now.

SERAPH

It's good to see you again.

ORACLE

It's always good to see you.

SATI

Look! Look!

She points to an unbelievably beautiful sunrise, rays of extraordinarily vibrant colors streaked across the sky with the joy and ardor of a child's finger-painting.

ORACLE

Just look at that. Beautiful. Did you do that?

Sati beams, as she nods her head.

SATI

For Neo.

ORACLE

That's nice. I know he'd love it.

SATI

Will we ever see him again?

ORACLE

I suspect so. Someday.

She stands up.

ORACLE (CONT'D)

Now I don't know about you two, but I
sure would like something to eat.
Something sweet.

SATI

Me too!

Seraph turns to the Oracle.

SERAPH

Did you always know?

ORACLE

Oh no. No I didn't. But I believed.

She smiles.

ORACLE (CONT'D)

I believed.

They head to their home, walking into the sunrise as--

Young dawn raises her rose-red fingers.

Fade out.