

TRON LEGACY

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1 INT. CYBERSPACE

Electric-neon netherworld. Pulsing chromatics over jet black.

CONSTRUCTION CREW toils to complete a vast SWITCHING NEXUS.
CYPER-TECH CREWMEN and MACHINERY branded "X-NET".

3D lattice of routers, refractors, reassemblers... New,
unused data OPTIK HIGHWAY routes radiate from all sides,
crossing cyberspace.

X-Net Tactical Corps troops (herein X-Takks) patrol every
inch.

2 INT. X-NET NEXUS - UNDER CONSTRUCTION

DATA "TRAIN" enters. Sliver of RED DATA ENERGY shunt off,
shooting into RANDOM MEMORY BUFFER - geometrically perfect
lattice of PLASMA BEAMS and WHITE HOT intersection points.

X-Takks notice, moving to investigate.

DEEP IN THE LATTICE:

Red data "uploads" into solid form. A RED FIGURE. We see
from the back - infrared strobing DISK, etched metallic
detail, lethal EDGES -

Then slowly he - IT - turns. Hardly a face, only data-hungry
eyes, riveted to a TASK -

TRON 2.0.

Seriously upgraded, over-clocked, armed for trouble. The
friendly hero we once knew has been re-programmed into a
ruthless cyber-ninja.

X-Takks search ten story gantries.

TRON springs into the lattice, dodging PLASMA BEAMS, avoiding detection. Slips into:

3 INT. NEXUS MAIN SHAFT

X-Takks on high alert.

TRON slips down main shaft, freezes, confirms data. Darts behind MAIN POWER SUPPLY.

Pulls his DISK. DISK opens, extends oscillating DATA KEY.

(CONTINUED)

2

3 CONTINUED:

TRON inserts key in and ENCRYPTION PANEL. Circuits energize. Shockwave quakes system.

POWER SUPPLY OVERLOADS, SHORTING OUT.

X-Takks spot TRON.

X-TAKKS

Intruder! Fix coordinates!

POLICE POUNCE, FIRING.

Tron pulls hyper-disk off his back and HURLS IT -

DISK strikes cop, fries his circuits. Disk ricochets, brutally accurate, takes out three more Police -

TRON flips into the air - His DISK boomerangs straight for him. Certain death. But his timing is inhumanly accurate. DISK docks on his back midair, lands and bolts.

ALARMS WAIL -

POWER SUPPLY VERGES on MELTDOWN, CIRCUITS FRY, PLASMA SPEWS. X-NET CRISIS TEAM rushes in, inserts MASTER KEY. POWER SUPPLY STABILIZES. Catastrophe averted.

TRON flips away, chased by firing X-Takks -

Arriving on the scene - split-second response:

Elite team of X-NET SECURITY AGENTS, lead by:

RX23 SECURITY LEADER (Cyber-twin of our real-world hero RUSH).

TRON jumps down MAIN SHAFT - a thousand stories. Riding his DISK as a heat shield dodges X-Net fire, swerves into a DATA CHANNEL -

RX23 and a pair of his AGENTS hop on PULSE RIDER vehicles, hotly pursuing TRON.

TRON PLUNGES onto a DATA HIGHWAY - speed out of NEXUS, hurls across cyberspace.

AGENT 1

This is the first time an Intruder
has broken into X-Net!

RX23 LEADER

And it's the last. Follow him!
Shut him down!

They speed onto the OPTIK HIGHWAY.

3

4 INT. X-NET OPTIK HIGHWAY

Broadband, light-speed OPTIK HIGHWAY. Empty, except for:

TRON - accelerating, escaping.

Rx23 and AGENTS catch up fast on Pulse Rider Vehicles.

TRON throws his disk. Blings off Agents - triggers CRASH.
PLASMA BLAST rips open highway wall.

Rx23 emerges unscathed, pursuing.

5 EXT. CYBERSPACE - ANCIENT SYSTEM ZONE

TRON leaps out blast hole, recovers his disk, vanishes into
ANCIENT SYSTEM ZONE.

Rx23 roars after him, riding hard, joined by:

Airborne SEARCH ENGINE vehicle, piloted by a dumpy nerd
program called KROD.

KROD

I got a lock. Coordinate 32937!

RX23

I'm on him!

RX23 chases Tron into a dark canyon. Hairpin turns and blind curves. RX23 arrives a junction. Tron has vanished.

RX23

Which way did he go?!

6 INT. ENCOM CORPORATION BETA TEST LAB - DAY

Rabbit warren of computer programmers in crisis mode.

A head shoots up from a cubicle. It's Rush Nortebi, 23, computer security expert. Real world version of the RX23 program. His cubicle is jammed with racks of vintage and bleeding-edge computer gear.

RUSH

I said WHICH WAY DID HE GO?

Dozens of programmers work feverishly to track the system intruder. Everybody's stumped. Dangling from desk lamps, the company toy: Conical pyramid with a square stuck on top, labeled "X-NET RULES!"

(CONTINUED)

4

6 CONTINUED:

RUSH

Come on guys! Nobody hacks X-Net.
You gonna let him get away?!

MILES

Rush, I think I found him!

In the adjacent cubicle: Overweight ultra-nerd MILES RABBISH - real world version of cyberworld Krod.

MILES

Check the old game grid!

Rush jockeys an old Apple LISA computer. On screen: a crude old vector graphics game grid.

A RED FIGURE steps appears the grid.

RUSH

You get a cookie, Miles!

Programmers gather to watch Rush in action.

7 EXT. CYBERSPACE - THE OLD GAME GRID

Vast, low-rez, uncool, largely forgotten.

TRON pulls a LIGHT WAND from his legging, grips it. A TURBO-CHARGED LIGHT-CYCLE rezzes up beneath him. He fires his LIGHTCYCLE. ZIP, he's gone.

Onto the grid blasts RX23, speeding on his Pulse rider. He skids and swerves, learning the funky surface.

Search Engine flies onto the scene, hovering overhead.

KROD

Coordinate 6532.02! There he goes!

The chase is on.

TRON escapes across the vast grid-plane, head down, eyes hollow. He gains speed, retreating to somewhere...

RX23 surges on his Pulse Rider, closing the gap.

8 INT. REAL WORLD - ENCOM BETA TEST LAB - DAY

Rush gets the hang of this old game.

RUSH

I haven't played this since I was 4.
But I was mighty awesome.

(CONTINUED)

5

8 CONTINUED:

RED LIGHTCYCLE turns hard 90 degrees, Rush maneuvers to counter.

Co-workers lean over the cubicle walls from all sides:

RUSH

Score an ID on this leech?

MILES

Negative. He's nobody.

KELTER

Rush, you've gotta nail him.

PHLEGMAN

Or you know we're all fired.

Rush baits the RED LIGHTCYCLE. It anticipates his every move, goading him, tailing him.

MILES

Whoa, Rush! I groked a pattern in his moves! Fake left, go right!

9 INT. CYBERSPACE - GAME GRID

Search Engine flies overhead - Krod locks on Tron.

RX23's Pulse Rider pulls the move, surges up beside red lightcycle.

Tron pulls away, baiting his opponent.

10 INT. ENCOM CORPORATION BETA TEST LAB - DAY

MILES

You got him on the run, dude!

OTHERS

Crash him! Rush RUSH RUSH.

RUSH hits keys, jockeys mouse. Feeling good. Shifts
drive status to: "TURBOJECT".

11 INT. CYBERSPACE - GAME GRID

RX23's Pulse Rider SCREAMS, gaining on Tron. Neck-and-neck.

But Tron suddenly brakes, quitting the chase.

RX23 is puzzled. Looks forward. Eyes spring wide.

12 INT. REAL WORLD - ENCOM CORPORATION BETA TEST LAB - DAY

Rush's screen: His Pulse Rider speeds straight for the rocks.

RUSH

Yikes!

13 CYBERSPACE - GAME GRID

Pulse Rider smashes into rocks, RX23 pulverizes to neon bits. Electro SHOCKWAVE sears across game grid. Search Engine freezes overhead, glitches and CRASHES like a blimp.

All goes white - snow crash.

14 INT. REAL WORLD - ENCOM BETA TEST LAB - DAY

RUSH

He crashed me!

NERDS

FUBAR! Bad Thing! Flame War!

RUSH

Miles. Did you get a trace on him?!

Miles stares at his blank screen. Blinking. Every screen in the lab is blank.

PHLEGMAN

We are so screwed.

KELTER

Who tells the boss?

All eyes land on Rush.

RUSH

Get the system back up! Now! Move!

15 EXT. LAWN OF ENCOM CORPORATE CAMPUS - DAY

PRESS CREWS camp a block away.

X-Net PR TEAM preps a media extravaganza. Shirt logo: "X-NET = TOTAL DATA SECURITY" Banners, video projections, music.

X-NET PUBLIC RELATIONS VP leads entourage on a preview.

7

15 CONTINUED:

PR VP

Weather is holding. Dress rehearsal on for 6PM. In the morning, we let the press in for a 7AM tech set-up, then you go live worldwide 9 AM sharp.

Staff defers to: GORDON SINCLAIR (45), boyish, ruthless, brilliant CEO of Encom Corporation.

SINCLAIR

Delay the press until 8:30. I'll taking the stage at 8:50. Force a network break-in. Then it's news.

He catches something on a video screen, snaps his fingers.

SINCLAIR

Play that again.

Crew murmurs on headsets. Promo video replays:

VIDEO PLAYBACK

X-Net deploys radical software design, constructs proprietary white-hot firewalls, unleashes virus killer apps. Creating the most secure data network in history. Your data can never again be hacked, corrupted, stolen or destroyed. X-Net is the final solution, totally guaranteed 99.999% secure data transmission -

SINCLAIR

Who changed that? Who put "99.999"?

X-Net executives chill.

PR VP

Um, that would be... Legal.

Eyes land on withering LEGAL VP.

SINCLAIR

Change it back to the way I wrote it. With the launch of X-Net, this company guarantees one hundred percent secure data transmission. If we can't deliver on that promise, we deserve to be out of business.

Rush appears from a building. Signals Sinclair aside.

SINCLAIR

What can't wait, Rush?

(CONTINUED)

8

15 CONTINUED: (2)

RUSH

Um. X-Net was just breached by a hacker.

SINCLAIR goes pale.

RUSH

System's back up, no permanent damage, but... But whoever's behind this, they're good, and they're still out there.

16 INT. SINCLAIR'S OFFICE - DAY

Sprawling, big bucks, basketball hoop.

Sinclair enters, alone. Closes door. Uses a retinal scan ID to access his computer. Secure connection opens. As he speaks, text instantly appears:

SINCLAIR

Identify the intruder.

17 EXT. CYBERSPACE

Flashing circuitry, machine code bit-storm. We follow Sinclair's text message data stream

Min-blowing cyberspace fly-over.

DATA BEAM penetrates a towering shaft, reaching deep inside

the MASSIVELY FORTIFIED X-NET CENTRAL SERVER.

18 INT. CYBERSPACE - X-NET CENTRAL SERVER / INNER SANCTUM

LONE FIGURE stands clothed in flashy cyber-armor: Fluid photons, oozing high-rez circuitry.

It's PLEXOR, cyber-twin of real-world Sinclair.

He crosses into an round inner sanctum. DATA STREAM radiates from above.

PLEXOR stands in the center, pulls his DISK off his back, raises it above his head.

Data stream converges onto disk, becomes a tight RUBY RED **COMMUNICATION BEAM.**

Plexor's eyes decode transmission. Text races across his eyes: IDENTIFY THE INTRUDER.

(CONTINUED)

9

18 CONTINUED:

PLEXOR

Identity not captured.

INTERCUT

WITH:

19 INT. REAL WORLD - SINCLAIR'S OFFICE - DAY

Other side of the link. Real-world Sinclair reads text as it appear on his office screen: IDENTITY NOT CAPTURED.

SINCLAIR

How did he enter X-Net?

His text inputs. Answer comes: "Path untraceable"

SINCLAIR

How could you let this happen?

20 INT. CYBERSPACE - PLEXOR'S INNER SANCTUM

Plexor processes the input - remains emotionless.

PLEXOR

I do what you programmed me to do.
I am constructing X-Net.

21 INT. ENCOM CORPORATION - SINCLAIR'S OFFICE - DAY

SINCLAIR

New instructions - find and destroy
the intruder!

Text reply: "Resource allocation reconfiguration required.
Estimated delay to X-Net construction: 46.4 hours."

SINCLAIR

No. We can't delay the opening of X-
Net. Disregard my last command.
Maintain construction priority.

Sinclair cuts off the contact, pressure mounting.

22 INT. CYBERSPACE - PLEXOR'S INNER SANCTUM

Ruby beam goes dark. Plexor lowers his disk. His eyes are
cold, his confidence supreme.

23 INT. ENCOM CORPORATION CONFERENCE ROOM - DAY

Crisis management team assembles. Nervous X-Net Senior
Staff.

(CONTINUED)

10

23 CONTINUED:

Rush arrives late, out of breath, determined. Joins
Phlegman
and Kelter.

RUSH

System is stable again, keep you
fingers crossed.

PHLEGMAN

Any luck finding the intruder?

RUSH

Don't ask.

RUSH notices across the room: Brilliant, beautiful MEGAN RANDALL, his age. Her security ID: "LEVEL BLACK".

RUSH

What's she doing here? This is an operations meeting.

KELTER

You and Meg still, eh... At it?

RUSH

There was never anything between us.

Kelter and Phlegman trade a look. Sure.

RUSH

She's Advanced Projects. This has nothing to do with her.

Sinclair storms in. Room falls silent.

SINCLAIR

This company's existence depends on the flawless launch of X-Net in twenty-two hours, fifty-one minutes. Now somebody - some hacker, some competitor, somebody - just proved they're smarter than us. Breaking into X-Net is theoretically impossible.

Everybody looks at Rush.

RUSH

This creep's the best I've ever seen. He crosses platforms, cracks 128 bit encryption, cloaks every move, never leaves a trace.

SINCLAIR

When you find him, I'll be sure to hire him.

11

23 CONTINUED: (2)

Chuckles around the room. Mood chills: Sinclair's not laughing.

SINCLAIR

Boys and girls, we cannot sell a secure network that is not secure.

PR VP

We delay the launch.

SINCLAIR

And the world assumes we've got a faulty product. And they'd be right.

KELTER

We ramp up our encryption schemes -

PHLEGMAN

Thicken all firewalls -

RUSH

We can't win playing defense. And it's a bigger job than just swatting an intruder program. Somewhere, there's a human mind behind this thing. We have to get to that User and shut him - or her - down, or the game never ends.

Meg listens quietly. Studies Rush.

SINCLAIR

What do you need, Rush?

RUSH

20 guys for 20 days -

SINCLAIR

We don't have 20 hours. This problem needs to be gone before tomorrow 9AM. Come on people, this company's future is at stake! It's time to think without a box!

Minds ponder grimly. Finally, a lone VP rises. It's RUDY,
the company Archivist.

RUDY

At a time like this, let's seek inspiration in the past. We should ask ourselves: What solution would spring from the inspired mind of our departed leader, Flynn.

(CONTINUED)

12

23 CONTINUED: (3)

He's got an obituary photo of FLYNN, Encom's legendary previous - and deceased - CEO.

Groans around the table. Execs rolls their eyes, disses Rudy's idea. Flynn has become a stale company joke.

Rudy sheepishly sits.

But Sinclair stops behind Rudy, eyes fixed on the photo of Flynn. An idea takes hold. He looks to Meg.

SINCLAIR

Is the QF-401 is operational?

MEG

Um... Midway into phase one testing.

Confusion among execs. Nobody knows what a "QF-401" is. Not even Rush.

SINCLAIR

If we can't fight this intruder from the outside, then maybe we need to fight him from the inside.

Meg's mind races.

MEG

I'm ready to do my part.

SINCLAIR

This company needs a hero. Who among you is the smartest, most resourceful and courageous?

Looks trade around the table. Meg slowly rises, indicating her choice.

MEG

Who else could it be?

She's singled out Rush.

24 INT. ENCOM CORP CORRIDOR - SECURE ELEVATOR - DAY

Meg leads Sinclair and Rush to a SECURE ELEVATOR. Her retinal scan ID opens the door. They step in.

25 INT. ENCOM SECURE ELEVATOR - GOING DOWN - MOMENTS LATER

RUSH

Somebody going to tell me what I've been volunteered for?

(CONTINUED)

13

25 CONTINUED:

SINCLAIR

Rush, you're the only one I can trust to eliminate the intruder. But you won't be doing it the way you thought. Meg's been working on something down here that's, well... Beyond Top Secret.

Rush drills a look at Meg, but she keeps it all business.

26 INT. ENCOM ADVANCED RESEARCH LAB - MOMENTS LATER

Out the elevator, Meg leads them into a maze of ultra-tech gear.

MEG

This is where Flynn worked. And where he died.

Amid sleek new equipment, there's a glass cabinet housing a CHARRED REMNANT of strange machinery.

SINCLAIR

Meg has reconstructed Flynn's last project. This time it works.

Mega signals lab assistant DEWEY. He pokes buttons: A MASSIVE TECHNICAL DEVICE unfolds and boots up.

RUSH

You didn't pick this up at Circuit City. What is it?

MEG

A Quantum Digitizer. Prototype, only one of its kind. Flynn designed

it to break down physical objects into high resolution data. Luckily, we salvaged his key components and back-engineered the system.

She opens a cage, places her LAB RAT (Jo-Jo) on a target stage. Dewey boots controls, presses commands. Beam array scans the rat into the computer, forming a 3D rat-image on screens, dematerializing the physical rat. Device revs down.

Rush runs his hand over the empty target stage.

RUSH

That's... Not possible.

Lab rat has vanished from the physical world. Its digitized image rotates on monitors.

(CONTINUED)

14

26 CONTINUED:

MEG

Flynn was trying to take it one step further. He wanted to transport a human being into cyberspace.

RUSH

You mean the urban legends? A computer sucked Flynn into cyberspace a long time ago.

SINCLAIR

We think it happened.

Meg agrees. Rush gets a chill.

SINCLAIR

It was a fluke. But Flynn worked for years, down here, trying to make it happen again. One day a test went bad. A plasma reaction destroyed this lab. Flynn was reduced to ash.

Rush views the charred remains in the glass case. Photos of the destroyed lab. Spooky evidence of a hellish death scene.

RUSH

I was never told how he died. It was all just weird, you know, because

Flynn's the guy who hired me. But he was strange, kept to himself, I didn't know what job I was supposed to be doing.

(to Sinclair)

Then you came onboard, the company woke up, we had a direction. It was kind of pathetic, because by the time Flynn died, everybody was too busy to care.

SINCLAIR

He was brilliant in his way, but genius without discipline leads to nothing. His reckless habits nearly ruined this company... And for sure got him killed.

A last look at the charred remains of Flynn's machine.

MEG

That kind of accident can't happen again. We've upgraded the system in ways Flynn never could. The chips didn't exist until now.

(CONTINUED)

15

26 **CONTINUED: (2)**

She presses commands. Beams re-materialize the lab rat on the target stage. Jo-jo is as good as new.

MEG

Hey, Jo-Jo. Have good trip?

She puts the rat in on her shoulder, feeds it a tidbit. Then she scrutinizes Rush.

Rush considers Meg, then turns to Sinclair.

RUSH

You want her to send me into cyberspace to catch that jerk who hacked us?

SINCLAIR

The future of this company depends on it.

Rush looks to Meg. She offers a reassuring nod.

RUSH

You can bring me back okay?

MEG

Ask Jo-Jo.

Lab rat is perched happily on her shoulder.

SINCLAIR

Destroy the intruder by 9AM tomorrow, Rush. I know if anyone can, it's you. I've had my eye on you for a long time. Score this hit and I'll make you my full partner in this company.

Rush is awe-struck. Ready, willing, able. He shakes Sinclair's hand, sealing the deal.

RUSH

I won't let you down. Let's do it.

Meg removes target stage, swings a custom TARGET CHAIR in place. Rush lowers in place. Meg buckles him in. Last chance for a private word:

MEG

I promise I'll get you back safely by 9AM tomorrow. But you have to promise me something too -

(CONTINUED)

16

26 CONTINUED: (3)

RUSH

You're a piece of work. You dumped me because you said I was too much about the company's needs and not enough about yours. Well here we are, the company needs their best guy, and you just can't admit how much it hurts to nominate me.

MEG

This bigger than us, Rush. Listen to me. I don't know what you're going to find in there, but whatever it is, promise you'll follow your heart and do the right thing.

Rush stares at here, in shock.

RUSH

Oh. So you think I have a heart?

Meg breaks away, retreating to the controls with Sinclair. Rush's trails her with his eyes - he can't stop looking.

RUSH

(under his breath)
I promise.

Meg initiates Quantum Digitizer sequence.

Rush watches PULSING CHROMATIC LIGHT build down the unit's column, coming toward him.

Plasma strobes CYAN/MAGENTA. Unit HUMS... Then GROANS WILDLY. Flashes randomize. Something's off balance -

Meg worries. Moves for the "abort" button.

DEWEY

It's overloading!

Unit sparks. Ceramic components STRESS and CRACK.

Rush clenches his seat, terrified.

RUSH

What's happening?!

MEG

System is losing stability!

Sinclair sees: Monitor sounds company-wide alert: "X-NET
BREECH! INTRUDER DETECTED!"

(CONTINUED)

17

26 CONTINUED: (4)

SINCLAIR

There's been another breach!

RUSH

It's the Intruder again!

MEG

We have to abort!

SINCLAIR

We might not get another chance!

RUSH

DO IT!

Sinclair pulls Meg's hand from the "abort" button and slams his hand on "DIGITIZE".

BEAM ARRAY scans Rush's body, reducing it to bits -

Meg worries -

Sinclair dives for cover -

PLASMA BALL engulfs Quantum Digitizer.

FINAL BITS of Rush scan away.

Plasma ball FRIES the unit. Breakers trip. Power fades.

Meg and Sinclair come up to find:

Quantum Digitizer: In a smoking heap.

Target chair: Empty.

27 EXT. CYBERSPACE TRANSITION

Light-speed thrill-ride, hurling into digital chaos.

Rush's electrified body hurtles across the void, eyes filled with TERROR and AWE.

TRANSFORMS

TO:

28 EXT. CYBERSPACE - X-NET CENTRAL SERVER

Shimmering bits morph into an awesome cyberscape.

Rush enters this bizarre world - CRASH/FLASH - stranger in a

strange land. Data energy ZAPS off his body, interacting with the landscape circuitry around him. He fights it, tries to control it.

18

28 **CONTINUED:**

Rush stands, beholds the place. Looks at his hands and arms, clad in circuitry. He finds he had landed outside:

Fortress-like X-NET CENTRAL SERVER. ALARMS SOUNDING inside.

He turns, looks up a FIREWALL. Hundreds of X-Takk Troops hurry to look down. FIRING WEAPONS.

A FIGURE comes at him, down the wall, STREAKING RED.

BLAMMO!

TRON lands on a plateau above Rush, gazing down.

They face each other, equally perplexed.

Rush is no longer human, but not quite a program either. Energy zaps off his body, infusing the surrounding circuitry.

Tron stares, unblinking - Cyber-Ninja.

RUSH

It's YOU! The intruder!

Rush's body circuits PULSE with anger - data surges out his feet, across floor circuitry, up to the plateau. Energy interacts with Tron's body circuits, siphoning off bits of code.

Code races across Rush's eyes. Identification data.

RUSH

You are... TRON?!?

X-Takks hustle onto the scene.

Tron leaps off the plateau, cutting the data connection. He whips his disk off his back and THROWS.

Disk SLAMS Rush in the gut, knocks him flat.

RUSH

ARRRGHH!

X-Takks pursue Tron -

Tron recovers his disk - vanishes in an OUTBOUND DATA STREAM,
losing his pursuers.

X-Takks pull Rush to his feet, shocked.

X-TAKK 1

RX23?!

19

28 CONTINUED: (2)

X-TAKK 2

But... You crashed irrecoverably!

RUSH

Uh, well, I'm not exactly -

X-TAKK 3

RX23 has been rebooted!

VOICE

RX23 reboot was not authorized!

Pushing through Police: A sleek, smart cyber-babe MEGA.
(She's Meg's cyber-twin: Twice the edge, half the patience,
all the curves.)

Rush is awed by the sight of her.

RUSH

Yow. I know who programmed you.

MEGA

I am Mega, X-Net Intelligence.

RUSH

Mega. Cool. I am -

MEGA

A spy? Posing as RX23? Under which
register were you rebooted?

RUSH

I'm a User.

Mega and X-Takks look at him like he's crazy.

MEGA

Detain this impostor.

X-Takks move to seize Rush.

RUSH

No wait, look. We're on the same side here. I got an ID on the intruder!

Mega touches Rush, exciting his energy flow. She reads data streaming in his eyes - TRON'S ID info.

MEGA

"Tron"?

X-TAKK 2

How did he get that??

(CONTINUED)

20

28 CONTINUED: (3)

MEGA

Plexor must know of this!

29 EXT. CENTRAL CONTROL SERVER

Mega and X-Takks escort Rush across bridges, in security portals. Firewalls cool and part, allowing them to pass.

Down a grand corridor, past towering energy columns and throbbing green memory banks. They cross a bridge. View includes: Vast square concentric security rings surround a massive cubic POWER SUPPLY CORE.

30 INT. PLEXOR CPU

Plexor toils over the latest security breach, failing to decipher recordings of the Intruder.

Rush is brought in by Mega. He double-takes on Plexor, the cyber-twin of Sinclair.

MEGA

Plexor. This is the one.

Plexor steps closer, scanning Rush.

PLEXOR

You are not RX23.

RUSH

My name is Rush. I'm a - Look, I got an ID on the Intruder. Do you know the program they used to call Tron?

Plexor activates memory banks. Accesses archive files of the original low-rez Tron: So harmless, so many years ago. Bears little resemblance to the upgraded Tron.

PLEXOR

You are in error. Zero match.

RUSH

Exactly. That's how he's getting past you. You don't see him for what he is. He's one of your own, gone bad. Tron was a crude security program from Encom's old days. Strictly low-rez, right? Archived and forgotten. But his source code contains all the architecture of every Encom system, including X-net.

(MORE)

(CONTINUED)

21

30 **CONTINUED:**

RUSH (CONT'D)

That's why some smart User dusted him off and upgraded him -

PLEXOR

"User"?

RUSH

People. Like me. From the outside. People who write all of your instructions.

Plexor and Mega trade a look.

MEGA

He displays random instability.

PLEXOR

Users do not exist.

RUSH

How do we contact Sinclair? He'll explain.

PLEXOR

Define "Sinclair".

RUSH

You don't know? Oh geez. There must be a way to link him into this.

Rush touches Plexor's command console, but his energy OVERLOADS the system -

X-Takks pull Rush away.

MEGA

Zero match for a "Sinclair".

RUSH

He's your boss. Everybody's boss. Outside, in the real world.

PLEXOR

Assuming the existence of a world beyond this, is a fatal error.

MEGA

Plexor issues all commands.

X-TAKKS

Grep grep.

Rush considers his predicament.

(CONTINUED)

22

30 CONTINUED: (2)

RUSH

Okay. Sorry. I'm a program, guess I got a piece of my code corrupted. Whatever it is, it's given me power over Tron.

(to X-Takks and Mega)

They saw me read his circuits. Can

any other program do that?

Plexor looks to Mega.

MEGA

He creates alternative data channels
at will.

PLEXOR

Chaos.

RUSH

Yeah, I'm a little unstable. But I
can find Tron for you.

Plexor processes. His eyes stream barcode data to X-Takks:

PLEXOR

Release him.

X-Takk Troops read Plexor's barcode command with their eyes.

They let go of Rush.

Plexor turns to Mega. Issues more barcode.

PLEXOR

Interface with this one. Exploit
his ability. Locate the program
"Tron" and destroy him on sight.

MEGA

Instructions received, Plexor.

Mega exits with Rush. Plexor's gaze lingers on Rush.

31 EXT. CENTRAL CONTROL SERVER

Security PORTAL opens.

Ultra sleek STRAITHE vehicle glides out, accesses a shiny
new, EMPTY X-NET DATA OPTIK HIGHWAY.

23

32 INT. STRAITHE VEHICLE - RACING DOWN X-NET OPTIK HIGHWAY

Mega at the controls. Rush rides, beholding the lightshow
wonder of Cyberspace.

RUSH

I need to find a program called KROD.
He's a specialist in pattern
recognition. He snagged the last
known position on Tron for me.

Mega scans data, gets a fix on "KROD".

MEGA

This is a waste of X-Net resources.
You're strictly random. We will
never find the intruder this way.

RUSH

Plexor ordered us to work together.
You can't doubt his instructions,
right?

MEGA

Of course not. But I am programmed
to predict all possible errors. You
contain an infinite quantity.

RUSH

Meg for sure programmed you.

MEGA

I have no data on "Meg".

RUSH

Never mind. I'm being random.

Mega speeds along empty X-Net OPTIK HIGHWAY. Wide, secure,
newly constructed. High above the tangle of chaotic, clogged
OLD DATA ARTERIES.

RUSH

X-Net is amazing. It's going to
change everything. Unless one rogue
program called Tron brings it down.
Do you believe he could?

MEGA

I calculated the probability.
(soberly)
He could crash it all.

RUSH

So we're working together on this?

(CONTINUED)

32 CONTINUED:

MEGA

As instructed, I will interface.

Mega pulls STRAITHE into:

33 INT. X-NET SWITCHING NEXUS/HUB CITY

Construction nearly complete. High security.

Mega leads Rush to secured encryption gates. Her eyes
light
with data, the gate opens.

MEGA

The program "KROD" is over there.

Across a bridge: An old-network HUB CITY. Like Hong Kong
in wilder days. Jammed with Programs, colorful data, loud
data transfer screams.

RUSH

What a dump.

He heads across, but Mega hesitates.

RUSH

Hey. Interface.

Mega grudgingly follows. Portal closes.

34 EXT. HUB CITY

Electro-pop overload. Rush and Mega squeeze through crowds,
past screaming data pipes and sizzling circuitry.

City is dominated by mugshots of TRON: "ENEMY OF THE
FUTURE"

Mega locates a gleaming X-NET KIOSK. A PROMOTER (KROD)
extoles the virtues of the X-Net system:

KROD

Three more hub cities have been
attacked by viruses!

(crowd gets scared)

But X-Net opens soon! You will travel

in total security!

Crowd buzzes. They can't wait.

MEGA

This is the one you seek?

Rush approaches Krod. Looks like Miles Rabbish. There's
a bizarre moment of recognition between them.

25

34 CONTINUED:

RUSH

It's gotta be -

KROD

Krod!

RUSH

Krod!

KROD

Yeah, yeah - Heeey!

RUSH

The best pattern recognition program
ever.

(to Mega)

This guy can filter a river of junk
data and pull out the good stuff.

KROD

You know it, dude!

Krod smiles big at Mega, refers to Rush:

KROD

Who is this guy?

Rush pulls Krod aside.

RUSH

Miles - I mean Krod, you flew the
search engine. You ran a trace on a
hotshot lightcycle rider. The red
guy. Remember?

KROD

Well. Eh. I'd like to help you,
but truth is, I just got rebooted
from a big crash. There's nothing
left in my memory from before.

He taps his head.

MEGA

This will yield zero.

RUSH

Hang on.

Rush thinks, touches a surface. Concentrates. Circuitry
zaps from data coming off his hands. Connections illuminate,
data races around walls and floors.

Programs stop what they're doing, amazed by the feat.

(CONTINUED)

26

34 **CONTINUED:** (2)

Mega is astonished - and privately worried.

Rush's data flow illuminates surfaces with images from HIS
memory - the opening light cycle race.

RUSH

Remember, Krod? You were watching
this lightcycle duel, a red guy and
a green guy, head-to-head.

Krod gawks at the image, but he's stumped.

RUSH

The green guy faked out the red guy,
but the red guy double-faked the
green guy.

Bingo.

KROD

Okay! YES! And the green guy
splattered big time! It was awesome!
How could I forget that?!

Splat happens in Rush's memory image. All goes white.

RUSH

Where did the red guy go after that?
You didn't crash right away.

KROD

He escaped out this hidden exit -

Krod's points to another screen. "Wanted" image of Tron.

KROD

THAT GUY! The RED GUY!

RUSH

Did you jack his coordinate?

KROD

Tr165444.018!

They slap high fives. Krod double-takes on Rush.

KROD

And the green guy was YOU! You got
rebooted?! They called you, um -
Don't tell me, I got it, eh -

RUSH

Call me Rush.

27

34 CONTINUED: (3)

KROD

Yeah! Whatever. You're good. How'd
you do that thing with your hands?

RUSH

It's complicated. You're coming
with us to the old game grid. We're
going to find Tron and shut him down.

KROD

Beats working.

They head out. Krod falls in beside Mega, impressed by her.

KROD

Hey babe. Did I ever know you?

35 EXT. ANCIENT COMPUTER SYSTEM I/O PORT

Rush, Krod and Mega head deep into an obsolete, abandoned region of low-rez circuitry.

KROD

The old game grid is this way -

He spins. Rush and Mega aren't behind him. They've climbed inside a defunct I/O Port: Like a retro-tech temple.

RUSH

How do I uplink to the real world?

MEGA

The real world doesn't exist. Nobody can uplink. These ports were for simulation only.

RUSH

Right... But how did those poor misguided fools boot up the link?

MEGA

They stood in the center. Held their disk above their head.

Rush pulls his disk off his back, aims it skyward. Concentrates. Energy flows off his feet, interacts with the I/O Port floor.

RUBY COMMUNICATION BEAM shoots skyward.

36 INT. REAL WORLD - SINCLAIR'S OFFICE - DAY

Kelter and Phlegman report to Sinclair:

(CONTINUED)

28

36 CONTINUED:

KELTER & PHLEGMAN

Intruder attempted another break-in. We patched the firewall, but our manpower getting is maxed out.

SINCLAIR

Stay on it! Nobody sleeps!

Guys hustle out. Sinclair wheels, as Meg storms in.

MEG

There's a message on your secure link!

Sinclair enters retinal ID. Text forms:

INTRUDER IDENTIFIED.

SINCLAIR

Where is this coming from - ?

Meg hurries to the screen.

MEG

It's HIM.

Text appears: I AM RUSH.

SINCLAIR

My God, he's there.

MEG

Rush, it's Sinclair and Meg.

Her words transform into text.

37 EXT. CYBERSPACE - ANCIENT I/O PORT

Rush raises his disk, beaming data into the great unknown. Smiles as he downloads the response.

Mega and Krod watch nearby.

RUSH

I identified the intruder.

I/O PORT walls ZAP ENERGY, STRESSING Rush's CONNECTION -

38 INT. REAL WORLD - SINCLAIR'S OFFICE - DAY

Text appears: INTRUDER IS UPGRADED VERSION OF TRON.

SINCLAIR

Tron? Wasn't Tron one of our programs?

Sinclair and Meg trade baffled looks.

39 INT. CYBERSPACE - X-NET NEXUS

Plexor oversees construction. X-Takk Commander points to something in the distance.

Beyond the horizon, the RUBY RED BEAM reaches to the heavens.

Plexor sees it, alarmed.

40 EXT. CYBERSPACE - ANCIENT I/O PORT - MORNING

Text forms in magenta circuitry - GOOD WORK PARTNER.

RUSH

I have a plan to crash Tron.

Mega turns with alarm.

MEGA

ABORT!

Walls THUNDER and CRASH IN -

Rush leaps clear with his disk -

MASSIVE ROMBALL (data reformatting orb) hurtles around the I/O Port, ZAPPING all it touches, de-rezzing data structures into neutral gray "blank matter".

ROMBALL loops skyward.

GIANT D-REZZ PROGRAM crashes down from above, retrieves ROMBALL - He's ENORMOUS, TOUGH, SINGLE-MINDED.

41 INT. ENCOM CORPORATION - SINCLAIR'S OFFICE - DAY

Sinclair and Meg hang on the broken transmission:

MEG

Rush?

Words appear: END OF LINE.

SINCLAIR

He'd better not fail.

30

42 EXT. ANCIENT COMPUTER SYSTEM I/O PORT

D-Rezz screams like a modem, hurls ROMBALL -

Mega and Krod dive clear -

ROMBALL misses them, but BLAZES DOWN two more I/O Ports.

D-

rezz retrieves ROMBALL, bears down on Mega and Krod.

RUSH

Hey! Double points if you nail me!
Bring it on!

D-Rezz turns his ugly sights on Rush, baited away from Mega and Krod.

D-rezz flexes and ROARS, revealing an X-NET LOGO on his chest.

RUSH

Stop! End your routine!

D-rezz corners Rush, hurls his ROMBALL - Ball fires every circuit in its path, bleaching away data energy.

Rush dodges -

RUSH

Cease! Desist! We're on the same team!

Mega throws her disk, plings D-rezz on the skull. D-rezz turns on her -

Rush runs, LEAPS on D-Rezz's back. Like riding a gorilla -

D-Rezz flips Rush to the ground, pins him with one mighty hand, raises his ROMBALL for the kill.

RUSH

I'm X-Net too!

Data flows from Rush's body, up D-Rezz's clamping arm. Radiant energy between predator and prey.

Digits race in D-rezz's eyes. A code unlocks. He looks down, finally registering the X-Net markings on Rush's outfit.

D-Rezz lets go of Rush, slumps back on his haunches. Lowers his head in shame.

RUSH

No, hey, hey big guy, don't take it so hard. We all have bad days.

(CONTINUED)

31

42 CONTINUED:

RUSH rolls the BIG ROMBALL over: A peace offering.

Mega and Krod cautiously approach.

MEGA

He was carrying out his programming.
All I/O Ports are scheduled for de-
rezz.

D-rezz hears this, happy to be understood. (He never talks.)

KROD

Easy, big guy. No harm, no foul.

RUSH

D-Rezz, we can use a guy with your raw power. You ready to be a hero for X-Net?

D-Rezz stands, clutches his ROMBALL. Reporting for duty.

KROD

Cool. Now I've got somebody I can boss around.

D-rezz modem-growls at Krod.

KROD

Or not.

RUSH

Let's get to the game grid.

Rush leads them up an incline.

MEGA

(grudgingly, to Rush)
You have a skill for manipulating
other programs.

RUSH

When do I get a shot at hacking your
code?

MEGA

Never. Our operating systems are
incompatible.

RUSH

You act like I've got a virus.

They come to a spectacular vista of the OLD GAME GRID. Low
resolution, uncool, largely forgotten.

(CONTINUED)

32

42 **CONTINUED:** (2)

KROD

There it is.

RUSH

The place we nail Tron.

43 **EXT. GAME PORTAL OUTPOST**

Obsolete, abandoned computer game entry portal, guarding
entry to the old game grid beyond. An electro-tech carnival
zone gone dark. No life in sight... Then:

Beam of DATA ENERGY sling-shots at ground level, solidifying
to become:

A slender, jumpy Program called I-BEEM. He wears the X-Net
logo and a cracked disk on his back. He's highly unstable
and way unplugged from the system (like one of those Japanese
soldiers still fighting alone in the hills 10 years after
WWII was over).

I-Beem sees something - he PANICS, zapping away in
characteristic streaks of airborne data. He reassembles in
a hiding place, skittish, observing:

Rush, Mega, Krod and D-Rezz arrive. See GIANT PILE of GAME VEHICLE PARTS blocking access to the grid.

Rush picks up an old LIGHT WAND. Krod finds one too.

RUSH

D-rezz. Cut a path.

D-Rezz hurls his Romball, ZAPS into VEHICLE PARTS. A dent.

KROD

That's good. Keep doing it.

D-rezz retrieves Romball for another whack -

ZAP - DATA ENERGY BEAM snaps in front of them, becoming I-Beem. He grips his rickety disk, challenging them.

I-BEEM

Violation! Go away! Access denied!

RUSH

Relax, buddy -

Mega scans I-beem. He freaks, drops his disk, grabs for it.

KROD

Pound him to bits, D-rezz.

33

43 CONTINUED:

D-Rezz raises his Romball to pulverize I-Beem.

I-Beem freaks, ZAPS away in his data beam as Romball crashes down. I-Beem reforms further way, then beside them - He snatches his pancake disk, the zaps away again, emerging then high on the pile of parts.

RUSH

He's wireless.

KROD

Freaky.

MEGA

Searching data bank. "I-Beem".
Security Specialist, damaged in
service, rated unstable.

I-BEEM

(ranting from above)
"Unstable"! Like they aren't?!
They booted me off X-Net! I'll show
them! I'm doing my subroutine out
here! Nobody gets through this
portal!

He kicks parts - avalanche fills the gap D-rezz blasted.

KROD

D-rezz, take out this blip.

D-rezz cocks Romball. I-Beem freaks, sling-shots all over
the place via his data beam, tossing his wobbly disk.

Rush catches I-Beem's disk. Holds off D-Rezz.

RUSH

Hang on. I-Beem. We're from X-Net
CPU. You're doing a great job out
here. Everybody knows it.

Mega throws Rush a look. I-beem comes up, grateful.

I-BEEM

They do?!

RUSH

That's right. Now, have you seen a
rogue Program around here? He's
red. Super fast. Known as "Tron".

Data zags to Rush, forming into: I-Beem. Wide-eyed.

(CONTINUED)

43 CONTINUED: (2)

I-BEEM

The red one! That illegal function!
He blasts through here and JUMPS
OVER THE TOP! I tell him access
denied - he JUMPS RIGHT OVER like I
was never there!

RUSH

When did he come through last?

I-BEEM

Right before you got here.

Rush trades looks with Mega, Krod and D-Rezz. Trail is hot.

RUSH

I-beem, we've got a plan to shut down that red violator. You're going to help us.

I-BEEM

Let me at him!

RUSH

First, you've got to let us onto the game grid.

I-Beem stiffens, reflexively vigilant. He scans the four of them again, finally softening. He zaps to a wall near his giant barrier, then proudly pushes aside a thin panel. Beyond a corridor of game gear, view expands to reveal:

44 EXT. OLD GAME GRID

Rush steps across the vast vector-graphic grid surface.

Eerie. Quiet. Pure.

Mega, I-Beem, Krod and D-rezz follow.

MEGA

This region is obsolete.

Rush kneels, touches grid lines. Circuits energize, as his energy surges in all directions. He draws in data.

RUSH

There's bits of Tron's code all over. Krod, give D-Rezz and I-beem the escape coordinate Tron used on me.

Krod's eyes flash data to I-Beem and D-rezz. "Tr165444.018".

(CONTINUED)

I-BEEM

Coordinate captured.

D-Rezz nods, palming his Romball.

RUSH

That's where Tron will bail out.
We'll make sure he needs to. Go set
up the trap.

(to D-rezz)

You only get one shot at this, big
guy. Stop him but don't destroy
him, right? He's got data I need.

D-rezz grips Romball, grunts affirmation. He and I-beem
head for the perimeter of the grid.

MEGA

If this is Tron's territory, he'll
know we're here. He'll hide.

RUSH

He can't resist a grudge match.
He'll take risks trying to beat me.
That's how we trip him up.

(to Krod)

Whip it out.

Rush unsheathes his LIGHT WAND.

Krod pulls out his own LIGHT WAND.

They both look at Mega.

She's got no light wand.

KROD

You didn't bring one?

MEGA

I don't have one.

KROD

Hey, not a problem -

Krod holds his light wand forward, activates it. LIGHT CYCLE
up-rezzes under him. He revs it, ready to go.

KROD

(to Mega)

- Hop on!

RUSH

Hang on, Krod.

(CONTINUED)

36

44 CONTINUED: (2)

Rush activates his light wand. LIGHT CYCLE up-rezzes under him, with a special two tier seat for a second rider.

RUSH

I upgraded my unit.

KROD

You are awesome, man. I hate you.

Mega considers. There's more on her mind she's not talking about. She smiles at Rush, climbs on back of his light cycle.

MEGA

Mmmm... Hack me.

A nod between Rush and Krod - they TAKE OFF.

LIGHT CYCLES shoot across grid surface.

Mega screams and clutches Rush, throwing her body against his, clamping her arms around him.

Krod and Rush turn 90 degrees, rallying, passing each other, getting warmed up. It's familiar territory.

Light cycles race toward each other on the same line.

Mega holds Rush tight, eyes filling with terror.

MEGA

Resource conflict! Fatal crash
imminent!

But Krod and Rush slow their light cycles with expert skill, rolling safely to a halt, nose-to-nose. Directly over:

A BIG RED DOT. The only dot on the grid.

Grid Center.

Mega, Rush and Krod raise up to scan the horizon. It's all
clear flat grid to the horizon.

RUSH

Any sign of him?

KROD

Everything looks the same to me.
Everything looks the same. The same.
The same.

RUSH

Krod, snap out of it.

37

44 CONTINUED: (3)

MEGA

Tron will never expose himself.

They watch, wait, pivot.

KROD

The same...

45 EXT. EDGE OF GAME GRID

D-rezz and I-beem search grid edge, along the rocky boundary.
I-beem zaps himself further along, finding:

Glowing code numbers mark the end of each grid line.

D-rezz grunts, points. One lights up "Tr165444.018"

They follow the line off the grid, where it leads into a
narrow rocky pass.

I-BEEM

Yes, I see. Perfect trap. This is
going to be good. Climb, climb!

46 EXT. GAME GRID / CENTER SPOT

Rush, Mega and Krod wait on their light cycles.

MEGA

Its futile.

RUSH

Look.

SPECK moves on the horizon, turns a corner, stays on the horizon. Another corner. It's a light cycle, making a huge box around them.

RUSH

Remember the plan, Krod. Don't bail out until the last millisecond.

Lightcycle turns toward them, coming fast.

RUSH

Hang on tight, Mega.

Mega hugs Rush.

KROD

Mmmm.

They SPEED AWAY.

(CONTINUED)

38

46 CONTINUED:

Approaching cycle comes at 90 degree angle, turns hard, closes the distance.

It's TRON. Heartless eyes, ruthless moves.

Rush turns quick, baiting Tron. Tron turns to follow, coming alongside.

Krod runs interference, cuts sharp in front of Tron.

It's a high-stakes speed-chase, narrowly missing side walls and rock outcroppings.

47 EXT. EDGE OF GAME GRID

I-beem zaps onto the grid, tracks horizon dots.

I-BEEM

Here they come!

He zaps back to the edge, signals upward. D-rezz straddles the rock passage above, ready to hurl his Romball.

48 EXT. GAME GRID

Tron takes the lead in a three-way heat. Revs to breath-taking speed.

Rush and Krod gain, coming up on either side of Tron.

Tron looks to each opponent. His eyes lock on Mega.

Mega stares into Tron's cold eyes, almost like she's trying to signal him. But Tron returns his gaze forward, as the ROCKY EDGE looms closer.

RUSH

Wuss! You call that speed!?

Rush kicks in a hyper-burner, surging forward. Krod does the same. Tron responds with more speed.

Rush and Krod have Tron sandwiched, heading for the rock edge. Tron pulls ahead, aiming for the hidden crevasse.

Mega worries. Clings to Rush.

49 EXT. EDGE OF GAME GRID

D-rezz, astride the crevasse, sees light cycles speeding his way. He's got the Rom-ball poised to intercept Tron.

(CONTINUED)

39

49 CONTINUED:

I-beem de-rezzes into the grid, clearing the path.

Rush and Krod taunt Tron into the trap...

But, out of nowhere, Mega reaches to Rush's handlebars and turns 90 degrees too soon.

KROD

Hey, what are you - ??

Tron sees the bail-out, knows something's wrong. He looks ahead, sees D-rezz astride his crevasse escape root, rom-ball poised in the air.

Tron bails out 90 degrees, cutting behind Krod. Krod turns

twice, ending up in Tron's lane.

To the side, Rush's light cycle screams toward solid rock, vibrating out of control.

Rush grabs Mega and JUMPS OFF. They slide on the grid, holding each other.

Krod's lightcycle heads for the rock escape passage.

KROD

No! It's ME!

Rush and Mega slide to a halt, in time to see:

Their light cycle SMASHES rocks, explodes in a million bits.

RUSH

WHY DID YOU DO THAT?!

MEGA

I- I GOT SCARED!

Krod shoots gap. D-rezz is ready to smash him with his Romball.

I-BEEM

No! It's Krod! Tron is OVER THERE!

D-rezz makes mental switch, hurls Romball.

Romball bounces down solid rock, onto game grid, rolls with ferocious speed, DIAGONALLY across the grid.

Romball curves to track Tron - like a great bowling shot.

Romball clips rear wheel of Tron's lightcycle. Lightcycle vaporizes. Tron skids and tumbles.

I-beem zaps beside Rush and Mega. Krod and D-rezz join them.

(CONTINUED)

40

49 CONTINUED: (2)

KROD

There he goes!

Tron climbs over rocks, escaping through a TUNNEL.

RUSH

We've got him now. Let's go!

WHOOSH! Electro-fire Romball careens across grid, bearing down on them.

Group DIVES CLEAR.

D-rezz swings in a foot, stopping the Romball - inches short of mowing down Krod.

KROD

I could have done that.

He strobos, freezes, hits the deck.

50 INT. ANCIENT COMPUTER SYSTEM TUNNEL

Stalking their prey: Rush, Krod, I-beem and D-rezz.

MEGA

We can't go any further.

Ahead, vast old circuitry has been "eaten through" by dull throbbing greenish MEMORY LEAKAGE. Paths of unaffected material are narrow and maze-like.

RUSH

What is it?

KROD

Don't ask, dude.

MEGA

It's a memory leak, once it starts, it infects everything.

I-BEEM

Touch it and you crash forever. We cannot risk it.

MEGA

I agree.

D-rezz grunts.

KROD

Then it's settled.

50 CONTINUED:

Krod turns to head home.

RUSH

Stop. Listen to me. You might not believe there's a world outside of this one, but let's just say a guy named Sinclair is depending on me. If Tron got through here, then I can too. Who's with me?

D-rezz steps forward, then I-Beem. Shamed, Krod joins them. Finally, Mega makes it unanimous.

RUSH

Good. I-beem, take D-rezz, see what's up ahead. We'll guard this portal until you come back.

I-beem and D-rezz buddy up and depart on a recon mission.

Krod pulls off his disk, nervously practices boomerang throws.

RUSH

Better show me how to use mine.

KROD

No problem. It's all in the velocity-vector ratio.

Rush pulls the disk off his own back. He throws - disk flies wild - he runs to retrieve it.

Mega retreats to a side area, partially eroded by memory leakage. She finds the remnants of COM CIRCUITRY and stares data beams into its transducer.

INTERCUT

WITH:

51 EXT. X-NET NEXUS UNDER CONSTRUCTION - PLEXOR'S VEHICLE

Plexor's vehicle circuitry forms image of Mega.

PLEXOR

Report.

MEGA

We interfaced with Tron. He escaped into a dark zone.

52 INT. ANCIENT COMPUTER SYSTEM TUNNEL

Around a corner, Rush comes to retrieve his disk. He pauses to eavesdrop on Mega's communication:

(CONTINUED)

42

52 CONTINUED:

PLEXOR

The Random One has proven effective?

MEGA

He is all glitches and bad data. He virtually got us de-rezzed. I recommend we terminate this mission.

Rush listens, hurt and angry.

PLEXOR

No. Proceed. If you keep Tron on the run, he cannot attack X-Net.

MEGA

It's a poor allocation of resources.

PLEXOR

You have your instructions.

Circuits go dark. Mega turns, running smack into:

RUSH

"All glitches and bad data." What's up with you? Ever since I got here, you've been working against me.

MEGA

I act as Plexor programs me.

RUSH

Blah blah blah. You've got your own processor. I can feel it working overtime. Did Meg program you to mess with me?

MEGA

I have no match for "Meg" -

RUSH

First, you don't want to come with me, then you're all over me on the light cycle - so you can dump us over and blow the plan. We would have nailed Tron by now if it wasn't for you. What's your malfunction?

MEGA

Don't troubleshoot me!

Angry silence. Eyes locked.

(CONTINUED)

43

52 **CONTINUED:** (2)

MEGA

The most effective alternative is to return to the main CPU and anticipate Tron's next attack.

She moves to exit past him. He snags her arm, pulls her back and KISSES HER.

Energy ZAPS between them, racing through their body circuits.

Rush downloads the spiky sensation. Mega remains cold and bewildered.

Outside, Krod tosses his disk, moving to track as it arcs through the air. He notices Rush and Mega kissing. Digs it vicariously.

KROD

You ram hog!

His disk clunks him on the head.

Mega breaks the kiss, backing off, conflicted. Arcs of energy stretch between them, then snap loose.

RUSH

It's what I'm programmed to do.

Mega tries to ignore the kiss. She exits past the guys.

KROD

What were you doing with her?

RUSH

Nothing. She had a glitch. I was
just pinging her EPROM.

KROD

She let you?

I-BEEM (O.S.)

There's a way through!

Rush, Krod and Mega hurry to see:

I-beem zap-zap-zaps toward them, scared to death -

I-BEEM

Tron attacked us! D-rezz has him
cornered!

Rush stows his disk on his back -

RUSH

We've got him now.

44

53 INT. ANCIENT COMPUTER SYSTEM LABYRINTH

Eaten away by memory leaks, like swiss cheese.

Rush, Mega, Krod follow I-beem along narrow paths of
unaffected material.

Krod trips, his LIGHT WAND tumbles and skates into memory
leakage. It FRIES and de-rezzes, sucked into the molten
silicon swamp.

D-REZZ

Akakakaka - Agggggggg -

Sounds like a modem, but it's a BATTLE-CRY.

Rush comes to a point above - and cut off from - the fight.

D-rezz advances along a narrow gantry, spinning his Romball,
ready to hurl at:

TRON.

Tron flips over memory leakage, gains position and throws his disk -

Disk HITS D-rezz. Plasma-ball GASH, but D-rezz is tough. He takes the damage, cocks his Romball -

RUSH

Guys! Go around - behind Tron!

Rush darts down to help D-rezz. Mega, Rush hurry ahead. I-beem zaps, zags and reforms, scared out of his mind.

D-rezz hurls his Romball -

Romball pings off two walls, comes at Tron from behind.

Tron spins - milliseconds to spare - and flips clear. Retrieves his disk on the way down.

Romball slams off a wall, heads back to D-rezz, but Tron's disk HITS IT, knocking it off course.

D-rezz dives for ROMBALL - but it falls into the memory leak and FRIES TO BITS.

Tron plants for a clear shot at D-rezz.

Rush JUMPS down from above, right in front of D-rezz.

RUSH

Ouch!

(CONTINUED)

45

53 CONTINUED:

His ankle. He straightens, standing in front of D-rezz.

Lays eyes on Tron.

RUSH

Hey! Pick on somebody your own size!

D-rezz is twice as big as either of them.

Tron's eyes are cold, lifeless, calculating. Scanning his new opponent without success.

RUSH

You've got no data on me.

Rush pulls his disk off his back, poised for a duel.

Tron moves with calculation, grips his hyper-etched disk.
Circling his prey.

Throws again -

BRRANGG -

Rush DUCKS -

Tron's disk slams D-rezz. D-rezz tries to catch the disk,
but he's just too slow.

Rush throws his disk. Beginner's luck - it banks off a wall
and nearly smacks Tron. Rush snags it on the way back, before
it tumbles into memory leakage.

Tron jumps up two levels. Retrieves his disk.

RUSH

D-rezz, pull me up!

D-rezz hoists Rush up. Fingers grab upper deck.

Tron jockeys for position. Throws disk -

Disk strikes D-rezz in the ribs. Blast damage.

D-rezz loses footing.

Rush grabs upper level.

D-rezz slips toward memory leakage.

Rush grabs D-rezz's hand - he weighs a ton.

Mega, Krod and I-beem can't get here to help -

46

53 CONTINUED: (2)

RUSH

Hang on, man! HANG ON!

But D-rezz's big hand slips out of Rush's.

D-rezz PLUMMETS into memory leakage, zapping away in a blaze of glory -

RUSH

NOOOO!

He comes to his feet, facing Tron. Determined.

RUSH

I know who you are. Encom security program Tr856 - TRON!

Tron pauses. Processes.

RUSH

Who is your User??

Tron glitches at the question.

RUSH

Who programmed you?? I know your encryption code. Tell me your User or I shut you down.

Tron throws his disk.

Rush dodges. He sends waves of data energy through floor circuits, reaching into Tron's body.

RUSH

I can shut you down with a nine digit code. WHO IS YOUR USER?? 392 -

Tron's body animates painfully, as the first three code digits click into place.

Tron FLIPS away, breaking contact with floor. Data transfer stops. Tron steals away through a tunnel.

Rush pursues.

Krod, Mega and I-beem clamber for a way to follow.

54 INT. OBSOLETE COMPUTER GAME ARENA

Circular, riddled with memory leaks.

Rush hurries to the center. No sign of Tron.

54 CONTINUED:

RUSH

Tell me, Tron! Who programmed you?
Here's your encryption code! 3-6-2-
6-6-8 -

Rush sends data coursing into floor circuits. It radiates up walls, across bridges... And finds TRON in hiding.

Data races into Tron's body. Six code numbers engage; he glitches. He LEAPS to breaks the contact, flinging his disk -

Tron's disk SLAMS Rush. Rush tumbles off a ledge, dangling over a memory leak.

Tron pounces in. Snags his disk.

Tron steps on Rush's hand. Pain energy jolts Rush's circuits.

RUSH

ARRGGHHH! 3-6-2-6-6-8-7 -

Rush slips, grabs a slim protrusion. Feet zapping an inch from the memory leakage.

Tron throws his disk for a final time. It arcs wide, coming around directly at Rush.

Tron leans down, gazing into Rush's eyes.

RUSH

362668766!

Burst of SEARING DATA surges off Rush's hands, radiating up circuitry, loading into Tron's body. All nine code numbers LOCK in.

Tron's body seizes. He fights the data intrusion, but his circuits sequentially SHUT DOWN.

Tron's airborne disk wobbles and darkens.

Tron tumbles off the edge, plummets past Rush.

Disk misses Rush, skates into darkness.

Mega, Krod and I-beem hurry in and see:

Rush, climbing to safety.

And below: Tron's body slips into the memory leakage, zapping away to bits.

KROD

You got him!

48

54 CONTINUED: (2)

But Mega looks dreadfully worried. She slips away...

Krod and I-beem climb down and help Rush to his feet.

KROD

Game over, dude.

I-BEEM

You crashed him!

Rush gazes off the precipice. Remains of Tron is consumed by the swamp of memory leakage.

RUSH

It's more than I wanted. Now I'll never know who his User is.

KROD

We're heroes!

I-BEEM

I will be upgraded!

KROD

They'll give us a slot in the main server!

I-BEEM

I will be upgraded! I will be -

Krod slams him, makes him stop.

KROD

Rush, now you can finish pinging Mega's EPROM!

Rush looks around.

RUSH

Where is Mega?

I-BEEM

She was just here.

KROD

Right behind me.

RUSH

MEGA??

Rush searches. He finds Tron's disk, picks it up. It's dark and lifeless, circuits gray.

RUSH

Mega...

(CONTINUED)

49

54 CONTINUED: (3)

SOUNDS echo around them. Coming fast. Electro-metallic footsteps.

Rush, Krod and I-beem bunch together and pivot.

Black-clad FINITY FIGHTERS appear, blocking all exits.

Disks

ready for attack.

Rush double-takes on faces among them: QUANTZ, tall silent, hardcore (looks like real-world Phlegman) And BOOLE, rotund, seen it all (like real-world Kelter).

KROD

I recognize... Trouble.

I-BEEM

They're scanning us.

RUSH

I-beem, go for help. Zap your butt out of here.

But I-beem freezes, terrified. Fighters tighten perimeter.

A hush. Footsteps. Clunk-zap... Clunk-zap.

DARK FIGURE (O.S.)

It had to happen. But why now of all times?

Rush and Krod turn. Fighters defer to:

A DARK FIGURE, limping forward, one leg badly deformed by data corruption.

DARK FIGURE

A User shows up.

Rush is surprised, then pleased. Somebody finally gets it.

RUSH

Yeah, I'm a User. A superior being. The first to enter this realm. And you are - ?

Figure's circuitry lights. Finally, we see the face...

It is FLYNN.

FLYNN

The first.

RUSH

Flynn. How can you be here?

50

54 CONTINUED: (4)

KROD

You know this dude?

RUSH

Yeah, he's a lunatic!

I-beem panics, zaps away in an energy beam. He reforms further along for a "breath", then zaps further away. Three FINITY FIGHTERS chase him.

Rush is amazed to find him self in the presence of Encom's former leader.

Flynn comes closer, recognizing Rush.

FLYNN

Rush Nortebi. I remember hiring
you.

They are equally dumbfounded.

KROD

Somebody tipped these guys off about
us.

MEGA

Not soon enough.

Fighters step aside, Mega enters, furious at Rush.

MEGA

You weren't supposed to beat Tron.
I thought for sure he'd finish you.

RUSH

Thanks.

MEGA

You destroyed our last hope!

KROD

I detect a pattern in her behavior.

RUSH

She's a spy.

Mega and Rush ooze mutual contempt. Rush turns on Flynn.

RUSH

No wonder I couldn't figure it out.
I assumed Tron User was on the
outside! If I'd known this, I would
blown past him and come straight for
you.

(CONTINUED)

51

54 CONTINUED: (5)

Flynn yanks Tron's disk from Rush, peers over the precipice.
Below, the last of Tron is consumed by memory leakage.

Flynn ponders Tron's lifeless disk. He falters on his bad
leg. Mega throws an arm around to help him stand. Melancholy

energy courses between them.

MEGA

I failed our cause.

FLYNN

You did everything you could.

They know each other well.

Rush registers jealousy, but larger concerns prevail:

RUSH

Flynn never died...

(dawning)

Because your Quantum Digitizer worked.

That's how you got here... I know -

that's how I got here too.

Flynn studies Rush, anger rising.

FLYNN

The day after I hired you, you start sucking up to Sinclair. You thought I didn't know. Bet he offered you a partnership for this, right? You have no idea the damage you've done.

RUSH

I'm only getting started. Man, you were the company joke. Now I see why. You melted down your lab to take this little joyride. You got stuck here so all you can do is wreck other people's hard work.

FLYNN

Open your eyes, geek. My lab was rigged. My "death" was no accident. I pushed the button just in time to escape... Almost in time.

He indicates his deformed leg.
listen with awed bewilderment.
world unknown to them.

Mega, Krod and the others
These two guys speak of a

RUSH

You're paranoid. Who would want you
dead?

(CONTINUED)

54 CONTINUED: (6)

FLYNN

The same guy I programmed Tron to shut down. Same one you've been sucking up to. Sinclair. And his cyber-henchman, Plexor.

Malicious grumbles from Fighters.

RUSH

Too many of your brain cells have gotten zapped in here, old man.

FLYNN

Rush, you lamer! You've been working for the bad guy.

Three Fighters return from the I-beem pursuit. Empty-handed.

FIGHTER ONE

He got away.

Flynn scowls at Rush. Sin number two. Flynn slips Tron's dead disk in a special case.

FLYNN

Let's move. X-Net goons will soon be all over this place.

55 EXT. GAME GRID

Energy zaps across grid, forming into I-beem. He's on the run, de-rezzing, zapping, reforming, bolting for:

56 EXT. ANCIENT COMPUTER SYSTEM - DEMOLISHED I/O PORTS

I-beem de-rezzes, reforms, zaps himself toward the nearest X-Net OPTIK HIGHWAY.

57 EXT. ANCIENT COMPUTER SYSTEM

Fighters thread secret buffers and gates. Flynn carries Tron's disk, helped along by Mega.

Rush and Krod are held prisoner, prodded by Quantz and Boole.

They cross a DATA BRIDGE, drawn to the sounds of SHREIKING
PANIC.

53

58 **EXT. OLD DATA METROPLEX**

Vast, retro, multi-level. Diverse and beautiful energy flows.
Circular architecture.

Flynn, Mega, Rush, Krod and Fighters come to a stunning view:
GLEAMING NEW X-NET DATA OPTIK HIGHWAY is being constructed
right through the heart of the city.

FLYNN

(to Rush...)

I hired Sinclair as Encom's business
guy, so I could do the dreaming.
Right off, he wanted to "capture the
market" on data transmission. Had
this plan called "X-Net", based on
flawless efficiency, hyperlock
security, encryption protocol
uniformity. Blah blah. I was the
boss, I told him to forget it. I
knew it could go bad. But the guy
had trouble taking no for an answer.
He arranged for my lab to melt down.
Sinclair took over my company and
put X-Net on a fast-track. And here's
where it's brought us.

City descends into panic. X-Takk Troops evict Programs,
seize prisoners and mercilessly hunt down resistors.

X-Net Construction Crews build the Optik Highway with
relentless precision, blasting aside the old city's splendid
structures.

RUSH

What are they doing??

FLYNN

Beating the competition.

X-Takk Troops storm closer - by the hundreds.

MEGA

They've got us outnumbered.

FLYNN

We've got to choose our battles
wisely. This way!

He leads them down a secret portal, into:

54

59 INT. DOWNWARD PASSAGE - SECRET X-NET PROCESSOR

Group moves along a catwalk, coming to a view of:

X-Takks herd Captured Resistor Programs, lining them up for
execution.

KROD

Rush, why is X-Net doing this?!

A Kid Program runs to this Captured Father Program.

KID PROGRAM

No! Let my daddy go!

X-Takks haul Kid Program clear, then BLAST the Captives with
de-rezz weapons. Captives glitch, thrash and expire.

RUSH

How long has this been going on?

FLYNN

For years.

60 EXT. REAL WORLD CITY - DUSK

Like any other day. Except a high-rise building's lights
flicker off. A subway escalator stops. A traffic light
turns red on both sides. Cars honk, tempers flare.

A TV store: All TVs in the window flip to one channel, which
happens to be running a commercial for X-Net - theme: Total
Data Security".

61 INT. CYBERSPACE - SECRET X-NET PROCESSOR

X-Takk Troops line up more Captive Programs.

RUSH

Sinclair never told us about this.

X-Net is creating the very terror
that makes people want the security
of X-net!

FLYNN

No more glitches, freeze-ups or shut-
downs. Once X-Net is open, Plexor
will destroy all other systems. All
data flow will be controlled by his
Master User -

(CONTINUED)

55

61 **CONTINUED:**

RUSH

Sinclair.

FLYNN

All data flow - Sinclair's to control
and abuse. Bank accounts, medical
histories, your Blockbuster account,
your buying patterns, your e-mail.
And to think, Rush - all this time,
you've been working 24/7, trying to
impress a him.

X-Takk troops blast Captive Programs.

62 **EXT. REAL WORLD - BANK - DUSK**

ATM machine goes berserk.

63 **EXT. REAL WORLD - STREET - DUSK**

Block full of Pedestrians suddenly - and simultaneously -
can't get their cell phones to work.

64 **INT. /EXT. REAL WORLD - SUV MOVING - DUSK**

GPS navigation system map flips around.

GPS VOICE

Turn left now. Turn right now.
Left. Right. NOW!

SUV Driver panics, pulls a hard turn and SMASHES a BUS.

65 CYBERSPACE - SECRET X-NET PROCESSOR

RUSH

Sinclair betrayed me.

FLYNN

Finally you get it.

MEGA

Tron was our late hope.

RUSH

We've got to stop this!

X-Takks hear Rush's shouts. An overwhelming force.

Flynn and Mega shove Rush into a tunnel, closing the portal -

56

66 INT. SECRET PASSAGE - CONTINUOUS

Flynn hastens their journey.

MEGA

Rush was trying to expose us!

FLYNN

They didn't see us. Keep moving!

Mega, Boole and Quantz move along, shoving Krod and Rush.

RUSH

We've got to tell people on the
outside -

FLYNN

Plexor shut down all the I/O ports.
Only HE communicates with the outside.
Sinclair holds all the cards.

Flynn turns on Rush - one of Sinclair's cards.

FLYNN

How did you get here?!

RUSH

Megan Randall sent me.
(points out Mega)
Her User. She fixed your lab and
sent me here to take out Tron.

FLYNN

Megan Randall? I remember her.
Smart, wise beyond her years. I
can't believe she'd fall for
Sinclair's lies.

He glances at Mega, then shoves Rush along.

67 INT. FIGHTER HIDE-OUT

Flynn, Mega, Fighters bring Rush and Krod into the clandestine
Fighter base. Like a wartime casualty center, with corrupted
Fighter Programs lining corridors.

RUSH

What happened to them?

MEGA

Try to attack Plexor head-on, this
is what happens. Because of you,
there will be millions more.

(CONTINUED)

57

67 CONTINUED:

They arrive at a laser-barred JAIL BLOCK, where a dozen BIG
X-Takk Troops are held prisoner.

FLYNN

Lock up these two. We'll hold them
for ransom. Or use them for target
practice.

Flynn and Mega turn to go. Boole and Quantz use PROD LANCES
to herd Rush and Krod.

RUSH

Flynn. You think I'm Sinclair's
flunky, but I'm not.

Flynn pauses. Rush speaks low, so X-Net Captives can't hear.

RUSH

I'm sorry about Tron.

KROD

Yeah, we're - Sorry?

RUSH

We were just doing a job, we had no way of knowing the truth.

KROD

No way at all.

RUSH

Flynn, I was wrong about you. You've been doing the right thing in here. Plexor has to be shut down. Sinclair has to be exposed.

KROD

Like he said.

RUSH

Krod and I are ready to help.

KROD

We are?

Flynn puzzles over Rush.

FLYNN

Mega, what do you read in him?

Mega circles Rush, scanning his circuits.

MEGA

Independent operating instructions.

(MORE)

(CONTINUED)

58

67 CONTINUED: (2)

MEGA (CONT'D)

He will act as necessary to increase probability of his own survival.

RUSH

You don't know me.

MEGA

He cannot to be trusted.

RUSH

Trust?! You're the one who's been
lying to me the whole time!

Rush points a finger at Mega - BOLT of ATTRACTION ENERGY
shoots off his finger, ZAPS her on the nose.

Mega's circuits OVERLOAD, she flies back -

Rush, startled, looks at his finger.

Fighters muscle Rush and Krod away.

Flynn holds Mega, anger re-ignited.

FLYNN

Mega's been risking her existence
for our cause, lamer. That's more
than you'll ever do.

(to Fighters)

Lock them away!

Fighters toss Rush and Krod in the JAIL BLOCK with the BIG X-
TAKK soldiers. Does finger-signs, body circuit language.

KROD

Yo, s'up? Eh... X-Net rules, man.

RUSH

Hey Krod... Shut down.

Rush peers out of his cage, watching Mega go. She turns
for a final scowl, then exits.

68 EXT. X-NET CENTRAL SERVER - EVENING

X-Takk Troops sound alert.

Outside the main portal, energy zaps and splinters above
ground circuits, collecting to become:

I-beem, reforming, running, stumbling. Some body parts out
of sync, catching up.

(CONTINUED)

59

68 CONTINUED:

X-TAKK

Halt! State encryption code!

I-BEEM

027591748594303 -

Breathless, he loses count. Zaps beside himself. Again:

I-BEEM

027591748594303071852!

Portal opens.

69 INT. PLEXOR'S CPU

PLEXOR

You are positive Tron was destroyed?

I-BEEM

I observed it directly! Rush turned
Tron into vaporware!

X-Takk Troops trade looks, impressed.

I-BEEM

Rush claims to be a User! He must
be! He is awesomely skilled!

Plexor hardens.

X-TAKK COMMANDER

Users do not exist.

PLEXOR

He is but a randomized Program, he
got lucky. To our benefit.

I-BEEM

Rush and Krod were surrounded by
stealth fighters! They were led by
another User called Flynn!

PLEXOR

Flynn??

Plexor's circuitry strobos in dark troubled hues. An
image appears on his archive screen: Flynn.

I-BEEM

Yeah, that's the one!

PLEXOR

Flynn... is here? He is the one
behind this scheme to crash X-Net?

60

69 **CONTINUED:**

I-BEEM

I know where they are! Rush and
Krod need our help!

PLEXOR

And what of Mega?

I-BEEM

We couldn't find her. I'm certain
they captured her too!

Plexor processes - his cranial circuits burn deep amber.

PLEXOR

Tron is gone, but his User lives?

Plexor turns to I-beem, grateful. Removes I-beem's flimsy
broken disk, studies it gently.

PLEXOR

Good work does not go unrewarded at
X-Net. Would you like to be upgraded?

I-BEEM

Yes, Plexor, very much so.

Plexor energizes a REWARD PORTAL. Shimmering golden light
beckons I-beem. He eagerly enters - and gets ZAPPED. I-
beem emerges out the other side, a zombie-like X-Net Drone,
joining a security crew.

70 **INT. PLEXOR'S INNER SANCTUM**

Plexor enters, raises his disk. RUBY RED BEAM connects.

71 **INT. REAL WORLD - SINCLAIR'S OFFICE - NIGHT**

Sinclair paces amid a buzz of manic activity. TVs show news
of escalating global data crashes. In comes a MARKETING VP.

MARKETING VP

You're not going to believe this!

SINCLAIR

Convince me.

MARKETING VP

Sales office has been flooded with calls. Major banks, airlines, city governments, the presidents of 26 nations - They all want to sign up for X-Net now. We're not even on-line yet and we're a hit!

61

71 CONTINUED:

Sinclair absorbs his good fortune. Smirks.

SINCLAIR

We're the only port in the storm.

Execs cheer, trade high-fives.

Sinclair notices a blip on his private data screen.

The office clears, doors shut. Sinclair, alone now,
interacts
with his screen.

Text: INTRUDER HAS BEEN ELIMINATED.

SINCLAIR

Brilliant.

But: THERE REMAINS AN AREA OF UNCERTAINTY.

SINCLAIR

What uncertainty?

INTERCUTS

WITH:

72 INT. CYBERSPACE - PLEXOR'S INNER SANCTUM

PLEXOR

The User called Flynn is here.

Sinclair reads the text, blind-sided.
Flynn.

Sees a photo of

SINCLAIR

That's impossible.

PLEXOR

Flynn commanded the intruder Tron.

SINCLAIR

You've got to be wrong about this.

PLEXOR

I was programmed error-free. By
you.

Sinclair ponders the unimaginable.

SINCLAIR

Flynn... escaped?!

PLEXOR

He leads a group who seek to prevent
the opening of X-Net. The one called
Rush has joined them.

62

72 CONTINUED:

SINCLAIR

Rush? My guy? What lies has Flynn
filled him with?

PLEXOR

Or what truths?

Sinclair peers at the screen text, agitation growing. A
news article pops up, recounting the lab accident and Flynn's
"death". X-Net launch countdown ticks.

SINCLAIR

This world can never know all I have
done. You have a plan to contain
Flynn?

PLEXOR

Of course.

SINCLAIR

Don't just contain him. Destroy
him.

PLEXOR

Instructions received. And the one
called Rush?

Sinclair mulls for two seconds, then:

SINCLAIR

He knows too much. Get rid of him.

PLEXOR

Instructions received.

73 INT. JAIL BLOCK

Rush and Krod get chummy with cell-mate X-Takks. They mock-
fight together, getting insider tips.

X-TAKK 1

And whatever you do, don't let them
hit you here...

Indicates a CIRCUIT NEXUS on his lower SPINE.

X-TAKK 1

All X-Net Programs have a weak spot
there.

RUSH

Hear that, Krod? Never let them get
to your weak spot.

(CONTINUED)

63

73 CONTINUED:

Krod twists around, playing with his spinal nexus.

KROD

Gurfle! I never knew that.

Pull back to see:

Flynn secretly observes Rush. Pondering. Boole arrives
behind him.

BOOLE

We're ready for you now.

They head upstairs.

74 INT. FIGHTER HIDE-OUT

Flynn reviews Fighter training. Troops throw disks, battle in pairs, repair weapons, tweak armor circuitry.

Flynn carries Tron's dark disk, contemplating it. He moves past a line-up of his finest Fighters.

FLYNN

If X-Net is allowed to open it's the beginning of the end of a free and open cyberspace. We can't let Plexor get away with this. Our game plan has not changed. Tron was specially programmed to break into X-Net and shut down power supplies. We would then exploit these weak points and cripple the system. Tron's role was essential One of you must take his place.

He holds up Tron's disk.

FLYNN

Who among you can power Tron's disk and carry out his mission?

All Fighters take a step forward.

FLYNN

It's the most dangerous job. If you're not up for it, nobody's going to blame you.

All stand firm.

Flynn lays Tron's disk in the first Fighter's hands. Fighter summons his will, causing the disk to glow faintly. But it soon goes dark again.

64

74 CONTINUED:

Next Fighter holds the disk, bearing down, animating the circuits... But he buckles and the disk falls dims.

Mega worries: One-by-one, Fighters fail to power Tron's disk. Flynn reaches the end of the line.

Mega puts her hands out to receive the disk.

Flynn hesitates, then hands her Tron's disk.

Mega clenches it, concentrating deeply. Her energy infuses the disk, animating its circuits stronger than anyone.

But soon, her eyes strobe, her body circuits overload.

She lets go. Tron's disk thunks the floor, goes dark.

Mega hardens her resolve.

MEGA

There are other ways to crash Plexor.
I will return to him, he still trusts
me. I will get close and crash him
with direct contact -

FLYNN

It's futile. Plexor's personal
defense measures are massive.

Other Fighters chime in, but they don't know what to do.

A FIGHTER SENTRY dashes in.

FIGHTER SENTRY

Enemy scouts, headed this way!

75 INT. JAIL BLOCK

Rush, Krod and X-Tekk Prisoners heard COMMOTION in the main hideout area above.

76 EXT. ANCIENT COMPUTER SYSTEM

Phalanx of X-NET SECURITY CRUISERS moves in, mashing circuitry - X-TEKK TROOPS rowst Civilian Programs.

Plexor commands LEAD CRUISER.

PLEXOR

Disperse to all sectors!

CRUISERS with X-Takks split in several directions.

76 **CONTINUED:**

X-Takk Squads crash fleeing programs.

77 **EXT. ANCIENT COMPUTER SYSTEM / OLD GAME GRID**

CRUISERS with X-Takk Troops ravage grid, moving into:

78 **EXT. MEMORY LEAK TUNNELS**

X-Net CRUISERS crash through. ASSEMBLER UNITS spew freshly programmed BRIDGES over memory leak swamps. X-Takk troops hustle deeper.

79 **INT. ANCIENT COMPUTER SYSTEM LABYRINTH**

X-Takks storm in. Specialized units scan memory leaks, detect code fragments - schematic images of Tron.

X-TAKK SPECIALIST

The invader Tron crashed here.

Plexor surveys the place.

PLEXOR

This was a preferred gaming arena for the User called Flynn. His moves are predictable, recursive, easily traced.

Plexor activates a Q-MINATOR. Device emits a PLANE of coherent pulsing energy, which scans the area, illuminates the RACING DATA BIT PATTERNS within all circuits, programs and surfaces. (An x-ray-like device that reveals all computer machine code underlying every cyberspace object.)

A trail of code BURNS HOT NEON GREEN.

PLEXOR

That way!

80 **EXT. CLASSIC DATA HUB CITY**

X-Net Cruisers crash the city. Programs scatter.

Plexor commands Lead Cruiser, sweeps Q-MINATOR. Running
Civilian Programs are rendered "naked" by the beam, bodies
revealed as volumes of buzzing data bits "1010011101010110..."

PLEXOR

Down there.

Cruisers deploy DE-REZZ BEAMS, slicing open structures.

(CONTINUED)

66

80 **CONTINUED:**

Flashing bitstorm, screaming Civilian Programs - The wrath
of X-Net is unleashed upon the city.

81 **INT. FIGHTER HIDE-OUT**

CRASH!

Walls slice and crumble -

X-NET CRUISERS blast their way in, coming to a stop in precise
formation.

Plexor emerges from Lead Cruiser.

Stops. Looks.

The place is empty.

Not a fighter in sight.

PLEXOR

Fan out! Search every buffer and
cache!

RUSH (O.S.)

Hey! Down here!

KROD (O.S.)

Get us out of here!

82 **INT. JAIL BLOCK AREA**

Plexor and X-Takks hustle down, finding:

Rush, Krod and the X-Takk Prisoners, behind bars.

X-Takk Specialists hack the system, power down jail bars.
Prisoners step forth and retrieve their impounded disks.

KROD

Dude, are we glad to see you!

PLEXOR

You destroyed Tron.

RUSH

Yes... Where is Mega?

PLEXOR

She's not with you?

(CONTINUED)

67

82 CONTINUED:

KROD

She's with Flynn! I mean, totally
WITH Flynn -!

RUSH

(cuts off Krod, covers)
Flynn was smart enough to interrogate
her first.

KROD

Right.

PLEXOR

(duped)
She contains sensitive data. Flynn
cannot be allowed to hack her.

Rush and Krod notice: Behind Plexor and his Soldiers, BOOLE,
QUANTZ and FINITY FIGHTERS move into position. They signal
Rush and Krod not to blow their cover. Rush makes Krod
comply. An ambush is ready to spring.

RUSH

Yeah, only - We kicked Flynn's butt,
too.

KROD

You should have seen it. Flynn won't
be a problem.

X-Takk Prisoners are confused.

PLEXOR

Then... Why were you imprisoned?

X-TAKK

Ambush!

Fighters POUNCE, throwing disks -

Rush grabs a PROD LANCE, nails two X-Takks on their spinal
nexus. They go down hard.

PLEXOR

Delete them all!

Plexor hurls an ENERGY BALL - Rush DUCKS, grazed by its
FRACTAL comet trail.

Fighters beat back Plexor. His concerns shift. He
ducks
into an ascension shaft -

Rush and Krod are left fighting back-to-back, out-manned
three-to-one.

68

83 INT. FIGHTER HIDE-OUT ASCENSION SHAFT

Plexor races upward, but is blocked by a unit of Fighters.

Plexor pulls off his special TRIANGULAR DEATH DISK - FLINGS
it. Disk ricochets off three Fighters, knocking them out.
Another lethal fling and the remains Fighters fall.

Plexor retrieves his death-disk with heart-stopping accuracy,
darts into:

84 INT. FIGHTER HIDE-OUT MAIN ARENA

PLEXOR

It's a TRAP!

X-Takk Troops react, bolting for their Cruisers.

Floor circuits ACTIVATE - X-Takks ZAP and FREEZE.

Fighters appear from all directions.

Disks fly -

X-Takks wield stout MAZER weapons -

Even the corrupted Fighter Programs pitch in, working in clever teams, chipping away at Plexor's forces.

But X-Takks have tougher armor and more awesome weapons.

X-Takk Mazer cuts down Fighters by the dozen, leaving them corrupted or shut down.

UPPER LEVEL:

Flynn struggles to help wounded Fighters - He captures a Mazer and uses it against X-Takks... But Flynn can't move well on his bad leg. He watches his troops getting trounced.

FLYNN

Retreat! Over that way! Move around
their flank!

ZAP! A Mazer blast strikes Flynn's bad leg.

FLYNN

Arrrgghhh!

Mega appears, throws her disk with deadly accuracy. The offending X-Takk Soldier crashes. Millions of bits spray over main arena - fractal fireworks.

(CONTINUED)

69

84 CONTINUED:

Mega grabs Flynn from falling. They make for a bridge.

Flynn slaps a wall panel. Trigger circuit activates,
surging
down into...

85 INT. FIGHTER HIDE-OUT MAIN ARENA

...Circuit energizes a sector of floor circuits, which overload and BLAZE - frying twenty X-Takks.

86 INT. JAIL BLOCK AREA

Rush and Krod use puny PROD LANCES against fearsome X-Takks...

Rush charges an X-Takk dude, Krod gets cornered by another. Rush dodges his death blow, spine-zapping his foe... Krod prepares to die, as X-Takk Bully pins him with a Mazer and squeezes the trigger.

X-Takk Bully seizes, freezes, crashes. Mazer barrel falls away from Krod - he's lucky to be alive. Rush stows Zap Wand, grabs Mazer and yanks Krod to his feet.

KROD

Thanks.

RUSH

I'll never let you forget it.

KROD

Rush, we're screwed! Now everybody's after us!

RUSH

Nah, we're cool. We're with them!

Boole and Quantz sweep past, gathering Rush and Krod into their unit. They charge up the ascension shaft.

87 INT. FIGHTER HIDE-OUT / MAIN HALL

Plexor hurls DEATH DISK, takes out Fighters.

He spins, looks up: Glimpses Flynn and Mega running along a ledge. He heads after them, working his way upward.

88 INT. FIGHTER HIDE-OUT / MAIN HALL

Rush and Krod emerge behind an X-Takk Cruiser. They knock out two X-Takk Soldiers, steal their MAZER WEAPONS.

(CONTINUED)

70

88 CONTINUED:

Fighter Specialists hustle in, attach ENCRYPTION PODS to the

Cruiser. Data meltdown radiates from the key, "burning" through the Cruiser like paper.

Cruiser implodes.

KROD

Awesome! Can I do one?

Rush spots Plexor heading to upper levels.

He pursues.

89 INT. FIGHTER HIDE-OUT / UPPER LEDGE

Flynn and Mega help corrupted Fighters toward the bridge.

MEGA

Quick. This way.

WHAM!

A wounded Fighter is struck down. Triangular DEATH DISK swings wide, takes out another, then the last...

Mega and Flynn spin to see:

Plexor steps forward, retrieving his Death Disk. Blocking their exit.

Blocking

PLEXOR

Mega, move aside! I will finish him!

Instead, she shields Flynn's body.

MEGA

Strike us down. There will always be more to oppose you.

Sinclair's circuits snap with rage.

PLEXOR

What programming has he installed in you??

MEGA

Flynn! Go with the others! Run!

FLYNN

I'm not leaving you with this phreak.

Plexor brings back his DEATH DISK.

In the shadows: Rush, creeping along the periphery, gaining position on Plexor.

(CONTINUED)

71

89 CONTINUED:

FLYNN

Plexor, get over the control thing.

Plexor readies his disk to FIRE -

RUSH

Drop the disk!

He pivots, hurls Death Disk at Rush.

Rush dives clear, sends his data energy into surrounding circuits. Circuits activate around Plexor, surging PAIN DATA into his body.

FLYNN

I'll be damned.

MEGA

Rush?!

But Plexor resists Rush's data infusion, freezing the circuits around his feet. Cutting off the flow.

Death Disk slices walls, arcing back toward Plexor -

Rush LEAPS at Plexor.

BLANG!

Plexor is solid-state, like a cast iron statue. Rush flips airborne, goes down hard.

RUSH

ARRGH!

Plexor considers Rush, astonished by his audacity.

RUSH

(sucks air)

Is that all you've got?

It's a millisecond's distraction - Death Disk returns to Plexor's hand, but swings wide and GRAZES his ARM, leaving a swath of painful CORRUPTION.

PLEXOR

Raagghh!

X-Takks hustle in with hefty NEGABYTE BLASTERS.

FLYNN

Rush! This way!

Flynn, Mega and Flynn dash across the bridge.

(CONTINUED)

72

89 CONTINUED: (2)

PLEXOR

Delete them!

NEGABYTE BEAMS slice walls, erasing all data in their path.
Rush, Flynn and Mega dive into a tunnel, escaping by inches.

90 EXT. FIGHTER HIDE-OUT / DATA PIPE

Rush, Mega and Flynn, pursued, rendezvous with Krod, Boole and Quantz.

BOOLE

This way! Down the pipe!

Rush helps Krod, Quantz and Boole into a data pipe. One by one, they WHIRL away in the flow of chromatic data.

Flynn and Mega have a breathless moment to consider Rush.

MEGA

He's better than I thought.

FLYNN

He's been sent for a reason.

MEGA

What reason?

FLYNN

Don't know yet. Sometimes we have to trust the bigger plan.

Mega struggles to compute.

Rush turns to help Flynn down the pipe. Mega assists. Flynn's wounded leg gives out, he slips. Rush holds him, but loses his balance, slides down.

RUSH

Mega! Quick! Jump!

But she hesitates -

VELCRONIC BEAMS snag her from behind - pulling her back onto the ledge.

Rush tumbles down the flume, glancing back to see:

Mega, hauled away by X-Takk Troops.

RUSH

MEGA!!!

(CONTINUED)

73

90 **CONTINUED:**

Fighters, Krod, Rush and Flynn surf down the data WHIRL, accelerating away from the hot zone.

X-Takks jump in after them, but are all swallowed by the flow - gone.

91 **INT. FIGHTER HIDE-OUT / MAIN HALL**

Bashed and ruined, littered with fallen Fighters.

Plexor nurses his injured arm, commanding the mop-up.

X-Takks bring Mega to their leader.

X-TAKK 1

We got her!

Mega stands defiant.

Plexor regards her sternly. Extends his hand to her shoulder, cupping the back of her neck.

PLEXOR

You committed a fatal error.

DATA ENERGY SURGES from his eyes, flushing her body circuits. She fights intensifying input, but soon weakens. She glitches and shuts down, falling into the arms of X-Takks.

PLEXOR

Their strategies and tactics lie encrypted in her memory. Bring her!
I will hack from her what I need.

92 INT. DATA PIPE NETWORK

Flynn leads the way, surfing the chromatic hyper-speed flow with Quantz and Boole.

Rush and KroD struggle to master the technique, rolling, slipping, recovering, grabbing each other.

RUSH

I got it, I got it, I got it.

Boole surfs around them, heading into a squirrely curve.

KROD

AWWWWWWW!

Krod swings high, out of control. Dumps in front of Rush, who flips him upright.

(CONTINUED)

74

92 CONTINUED:

RUSH

Shove it! Go!

Rush and KroD swerve and gathers speed, shooting past Quantz, Boole and Flynn - pivoting to surf BACKWARDS!

KROD

I remember now! Nothing to it!

RUSH

Check it out!

Rush flips up and surfs on his hands. KroD attempts to match the move.

BOOLE

Look out!

RUSH

What?

FLYNN

TURN AROUND!

Rush and Krod crane around to see:

DATA PIPE spills into a massive DATA FLUME.

RUSH & KROD

AHHHHHHHH!

93 EXT. DATA FLUME

Rush and Krod plummet into surging hot data, out of control.

Flynn and Fighters expertly surf huge waves.

94 EXT. DATA BUFFER SHORE

Flynn, Boole and Quantz drag Rush and Krod from data shallows. Everyone's circuits are hot and overloaded.

KROD

I'm cool. Not a problem.

They let him go him go. Krod glitches, collapses.

Rush gets to his feet, head spinning.

RUSH

They took Mega.

(CONTINUED)

75

94 CONTINUED:

FLYNN

She can handle herself for a while.

RUSH

How do we attack Plexor next?

Flynn sizes up his new convert.

QUANTZ

You're with us now?

BOOLE

Do you know hard it is? Opposing
the power of Plexor?

RUSH

It's like the forty-sixth level of
ConquerDome 6.1, while winning a
side game of Tetras Ultra, doing six
Instant messages and debugging a
demo.

Boole, Quantz and Krod are confused, but Flynn gets it.

FLYNN

All at the same time.

RUSH

I'm there. Krod too.

KROD

Say what?

Flynn accepts a handshake from Rush.

FLYNN

We're going to need all the help we
can get. Boole, can we make it to
the dark zone from here?

BOOLE

There is one possible route.

FLYNN

We'll meet up with the code monkeys
and combine forces.

95 EXT. TRANSITION INTO DARK ZONE

Group sets out across a vast region of unpowered circuitry.

76

96 EXT. SECRET X-NET PROCESSOR

Hordes of Captured Programs are lined up for termination.

Among them: Wounded Fighters from the hide-out raid.

FIGHTER 1

We gave it everything.

FIGHTER 2

Interface. We can resist.

FIGHTER 3

Interface.

They move close, holding each other. X-Takks FIRE. De-
rezz
beams zap them to bits.

97 INT. REAL WORLD - NIGHT

Computer Users react with frustration, as their programs crash (Users correspond in appearance to the Programs who just got zapped.)

Web ads sell the virtues of X-Net.

98 INT. REAL WORLD - FACTORY FLOOR - NIGHT

Fire sprinklers fire off for no reason. Workers rush away, sprayed from above. Assembly line full of partially-assembled video recorders get dowsed with water.

99 INT. REAL WORLD - AIRLINER COCKPIT - NIGHT

Pilots react: Navigational instruments glitch and fail.

100 INT. REAL WORLD - SINCLAIR'S OFFICE - NIGHT

X-Net sales rise higher, as TV news grows bleaker.

Sinclair is distracted by a data file: News stories about the death of Flynn. The laboratory "accident".

101 EXT. CYBERSPACE X-NET MAIN HIGHWAY - UNDER CONSTRUCTION

Plexor. Lording over the grand-scale construction.
Sterile
design, sleek lines, enormous capacity.

X-Net Drone Workers assemble beams, girders, circuitry.

101 CONTINUED:

X-Net OPTIK HIGHWAY NETWORK blasts through old systems and extends across cyberspace with alarming speed.

PLEXOR

Is completion on schedule?

X-NET BUILDER BOSS

On schedule.

Plexor boards his Cruiser, which SPEEDS onto a completed stretch of X-Net OPTIK HIGHWAY. He's the only vehicle in sight, hogging a thousand brand-new lanes of data expressway.

Plexor accelerates, relishing the thrill of unchecked power -

102 EXT. X-NET ARTERIES - VARIOUS

Plexor's Cruiser speeds through a new, as-yet unused X-Net switching station. It's heavily secured. X-Takk troops defer to their supreme leader.

Plexor veers onto a proprietary side-route, bound for:

103 EXT. X-NET CENTRAL SERVER

Firewall apertures cool, anticipating Plexor's arrival.

Encryption portal opens.

Plexor's Cruiser glides in.

Portal closes.

Firewalls reactivate, blazing red-hot, sealing the fortress.

104 INT. X-NET CENTRAL SERVER

Towering corridors. Powerful armored X-Takk Guards stand in pairs at every portal, corner and column.

Plexor strides past, steps into a special GATE. Data beams react with his circuitry. Encryption key resolves.

Gate opens.

105 INT. PROGRAMMING CHAMBER

Plexor strides across the spare, sleek space.

On a slab lies Mega, radiated from above by READER BEAMS.

78

105 CONTINUED:

Plexor considers her glowing body circuits. Studies
emerging data patterns.

Satisfied, he halts the process. Beams go dark.

PLEXOR

Boot up.

Mega awakens, sits up. She sees the device, then Plexor.

MEGA

You treat me like I've been corrupted.

PLEXOR

I cannot predict the random effects
Flynn might have caused in you.

MEGA

You programmed me to gather
intelligence. That's all I've ever
done.

PLEXOR

How long have you known Flynn?

MEGA

Enough time to gain his trust.

PLEXOR

Your behavior was highly authentic.

MEGA

To him. It had to be.

PLEXOR

Have you allowed Flynn to complete a full interface with you?

MEGA

I am programmed to allow such access only to you, Plexor.

Her eyes lock on him. He is satisfied.

PLEXOR

Flynn claims to be a User. As did the one called Rush.

MEGA

Users do not exist.

PLEXOR

You have seen nothing to make you doubt this?

79

105 CONTINUED: (2)

MEGA

Nothing.

PLEXOR

They possess no powers beyond those of routine Programs?

MEGA

I have no knowledge of such powers.

She steps down. They walk out of the chamber.

PLEXOR

Still, there is something about them I cannot compute. Flynn plans to attack me, doesn't he?

MEGA

Yes. And Rush will fight by his side.

PLEXOR

Where will they strike?

MEGA

Flynn does not decide until the hour

of his attack. But he trusts me completely. When he knows the place, I will know it as well.

PLEXOR

Perfect. They will be met with a final thrashing. Yes, let them come.

They pass through the gate, arrive in the corridor.

MEGA

Have you further instructions for me?

PLEXOR

None for now. But stay close.

They lock gazes. Barcode data surges between them.

PLEXOR

You came to me full of glitches and random routines. Look at you now. What an extraordinary piece of programming I have made of you. I created X-Net to the same standard of flawless beauty. Soon, its perfection will become all that is, and all that ever will be.

(CONTINUED)

80

105 CONTINUED: (3)

MEGA

All events remain under your control.

With a smirk and a final jolt of data, Plexor leaves her.

106 INT. PLEXOR'S CPU

Plexor crosses into his inner sanctum. Raises his disk, initiates RUBY BEAM link with Sinclair.

Mega appears on a balcony above, in the shadows, secretly observing Plexor.

107 EXT. DARK ZONE

Howling, barren, dim. Circuitry left unpowered for eons.

Rush and Krod follow Flynn and Fighters, into treacherous
canyons, across vast planes.

Rush hears something and pulls the group behind cover.

RUSH

Over there!

Three massive X-NET X-PORTER VEHICLES rumble by. Imprisoned
in the rear are hundreds of Programs. Cruisers blast a path
through mountains and speed away.

KROD

Those Programs think they're just
being transferred!

RUSH

Can we take out those X-Net guys?

FLYNN

Our forces are too thin. We can't
risk a battle that would reveal this
position.

From another direction appear two Code Monkey Programs.

CODE MONK B3T

Flynn! Down here!

FLYNN

BT! JR!

CODE MONK J2R

Flynn! Enter. We configured a base.

(CONTINUED)

81

107 **CONTINUED:**

FLYNN

Good to see you guys. When did the
X-Net goons start patrolling all the
way out here?

CODE MONK B3T

They're everywhere now. Taking all
Programs by force.

CODE MONK J2R

Come. There is much to report!

They head down into:

108 INT. LAST FIGHTER CACHE

Deteriorating silicon lattice. Flynn, Rush, Krod and
Fighters arrive to a meager encampment.

CODE MONK N1J

Greetings.

FLYNN

Hey guys. This is Rush and his main
man Krod. They defected from Plexor's
forces to fight with us.

A buzz of hope penetrates gloom. Nobody has defected from
Plexor before.

CODE MONK N1J

We made progress decoding X-Net's
power supply encryption.

FLYNN

Excellent. Let's see.

In a make-shift lab, CODE MONKEYS demonstrate, working at
mind-boggling speed, assembling a small intricate HOLOGON
DEVICE (conical pyramid-shaped encryption key).

KROD

I've seen that somewhere.

RUSH

It's the encryption pattern on
Plexor's disk.

FLYNN

Good eyes. We've got Mole Programs
who score chunks of Plexor's personal
code anywhere they can find it.
These guys fit the pieces together.

(MORE)

FLYNN (CONT'D)

It can take a quadrillion combinations.

CODE MONK J2R

We just snagged the last piece, but the battle cost us big time.

FLYNN

How many of you crashed?

Heads shake somberly.

FLYNN

The Teraflop Boys? Algebrat?

CODE MONK J2R

All that survive, you see standing here.

FLYNN

Oh Geez.

Flynn falters on his bad leg. Quantz and Boole support him.

FLYNN

Time is running out!

Rush approaches Code monkeys as they toil blur-speed, trying to fit the final code piece - a flat square. Pyramidal HOLOGON looks exactly like the X-Net desk toy we saw in Rush's cubicle.

KROD

Yow. I get tired just watching these dudes.

Rush sees: Compilers try to fit the square inside the pyramid.

RUSH

Just for laughs, try putting the circle on top of the pyramid.

CODE MONKS

(unison)
That's incongruous.

RUSH

If I'm wrong, ding me.

FLYNN

What have we got to lose? Try it.

Code Monkeys place the square on top of the pyramid.

83

108 **CONTINUED:** (2)

Bingo.

Square spins into a circle, latches and LIGHTS the entire Hologon lattice. Intricate 3D code patterns ANIMATES.

FLYNN

Not bad.

KROD

Good thing you didn't terminate us.

RUSH

How do we use this thing to shut down Plexor?

FLYNN

(picks up hologon)

It's a copy of Plexor's master key. We can break into any X-Net facility and fry the power supply.

RUSH

But once Plexor knows we have it, he'll change the code.

FLYNN

Yep. We've got one shot.

RUSH

Then we should take out the power supply to Plexor's main server.

GROUP

Yes! Take out Plexor's central server!

FLYNN

Hang on, guys, that's not as easy as it sounds -

RUSH

I was inside the main server, I saw
how it's laid out.

KROD

I used to work there! I'll recognize
where everything is!

CODE MONK N1J

We can take it!

CODE MONK J2R

Hit Plexor where he lives!

(CONTINUED)

84

108 CONTINUED: (3)

FLYNN

Even with this key, it won't -

QUANTZ

We can pull it off, can't we Flynn?
One final assault on Plexor's central
server?

BOOLE

Shut him down forever?

All eyes on Flynn. Rush's naivete has ignited false hope in
the Fighters.

RUSH

Of course we can.

Flynn forces a smile.

FLYNN

Hey, the future depends on us. How
could we fail?

109 INT. ENCOM ADVANCED RESEARCH LAB - MOMENTS LATER

Sinclair comes off the secured elevator, finds Meg and Dewey
at work on Quantum Digitizer.

MEG

It's almost fixed. I'll be able to

bring back Rush soon -

SINCLAIR

Excellent work. Unfortunately, I'm shutting down this project.

MEG

What?

SINCLAIR

Something came up. The company is at stake. I can't go into details.

MEG

But Rush would have no way to return!

SINCLAIR

Meg. I will never hold you responsible. This is a tough call, but it's mine. Dismantle and destroy all of this equipment and software. Immediately.

85

109 **CONTINUED:**

MEG

Well -

SINCLAIR

Meg... I'm not asking.

MEG

I understand.

He shoots a look and exits.

110 **EXT. CYBERSPACE - X-NET OPTIK HIGHWAY OVER DARK ZONE**

Compiler Crews work at megahertz speed. OPTIK HIGHWAYS extend and converge. Switching stations assemble. Crews shift to new assignments.

Pull wide to see dismal ground below. Dark zone, emitting woeful blips of random energy.

Pillars descend from X-Net crews above and SMASH into the

old silicon, planting themselves deep and impervious.

Rush stands on a vista point, aghast as X-Net construction dominates the landscape.

FLYNN

It's a bummer being on the losing team, huh Rush?

Flynn sits nearby, trying to patch his corrupted leg.

RUSH

We'll trash X-Net. Then we'll go back to the our world and expose what Sinclair's done.

He looks at Krod, Boole, Quantz and Code Monkeys in the distance, preparing for battle.

RUSH

Do they have any idea our world exists? Do they understand what a User is?

FLYNN

Programs once connected freely with their Users. But Plexor shut down the I/O ports, severing all links. He controls all contact with the world we once knew. Programs operate on his instructions or none at all.

(CONTINUED)

86

110 CONTINUED:

RUSH

Or yours.

FLYNN

It's nothing to brag about. We're getting our butts kicked.

RUSH

It there a way to contact Meg? She can transport us back to our world. Maybe it's better if we fight Sinclair on his own turf.

Flynn lays a somber gaze on his eager Fighters.

FLYNN

I gave up the idea of going back a long time ago... You should too.

RUSH

What do you mean?

FLYNN

Sinclair didn't get where he is by being dumb. Even if we survive Plexor's forces in here, Sinclair will make sure we never get back home.

RUSH

But... Meg said -

FLYNN

I'm sure she'll do everything she can. It might not be enough.

Flynn removes a cover-plate from his leg, trying to hide the damage from Rush. Suspicious, Rush pulls the plate aside.

RUSH

Oh, man.

Flynn's data corruption has worsened. His leg throbs with the drab glow of irreversible MEMORY DRAIN.

RUSH

Why didn't you tell anyone it was this bad?

Flynn looks at his leg. Then at Rush.

FLYNN

Rush. I think Meg suspects the truth about Sinclair.

(MORE)

(CONTINUED)

87

110 CONTINUED: (2)

FLYNN (CONT'D)

That's why she sent you here. She knew you're the one guy who could find out.

RUSH

I thought she hated me.

FLYNN

She believed in you more than you believed in yourself.

It sinks in. Wow.

RUSH

Do we really have a shot at winning against Plexor?

FLYNN

We have his master key. And we have Mega working on the inside.

RUSH

Mega... Are you sure about her? I get the feeling she plays both sides.

FLYNN

Plexor programmed her to perform his will. He's a control freak. I'm not. I programmed her to have a will of her own. Whatever she decides, it's up to her.

RUSH

Sounds dangerous.

FLYNN

Sometimes you've got to trust the bigger plan.

Krod and Fighters approach.

CODE MONK J2R

Ready to rock and roll.

FLYNN

Guys... Rush is right about our final attack. If we've only got one shot, we should go for Plexor's central server. If we insert the hologon key in the main power supply, we can trigger a meltdown. Plexor will be have his best troops standing in our way.

(MORE)

110 CONTINUED: (3)

FLYNN (CONT'D)

Getting past them was the ultimate task I programmed Tron to carry out.

He takes up Tron's dark disk.

FLYNN

I turbo-charged him to burn hot and burn fast. Who else could handle the operating code in this disk?

He extends the disk to Rush.

FLYNN

You.

RUSH

Uhhh, I don't think so.

BOOLE

It could mean the difference between winning and losing.

KROD

Hey, I'll try.

Rush holds off Krod, takes the disk.

RUSH

What do I do - ?

Waves of Rush's DATA ENERGY surge into disk circuitry.

RUSH

Yow!

He buckles and shakes. Hands zapping. Knees trembling.

FLYNN

Steady. It's all about giving as much as you get. Let it become a part of you.

Rush clenches teeth, concentrates. Grips the disk.

Energy surges back and forth, up Rush's arms, around the disk. He holds tight, ready to scream -

KROD

Awesome, dude! Don't let go!

Fighters are amazed, as TRON'S DISK POWERS UP -

And RUSH'S body circuits DAZZLE in the ruby circuitry patterns of TRON.

(CONTINUED)

89

110 CONTINUED: (4)

KROD

HE DID IT!

FLYNN

Damn, look at that... He did it.

Rush looks at his arms, astounded. His circuitry strobes in hues of brilliant red. Disk animates and unfolds, revealing infinite surface variations.

Rush feels new power surging inside his body. His eyes harden, keen like Tron's. Rush LEAPS BACKWARD, goes airborne, lands on a ledge high above. Amazing balance.

KROD & FIGHTERS

YES! Excellent move, dude!

RUSH

It feels... Awesome.

Rush's voice is a little deeper, with a digital edge. It surprises him.

He cocks his disk and THROWS.

Disk rockets across the landscape, a mile away and STRIKES an X-NET SURVEY POST, blasting it to bits. Disk arcs high, shoots back toward Rush.

Rush looks worried for a second, ready to duck -

FLYNN

Don't flinch, Rush! It's your disk now.

Disk snaps back into Rush's hand, painlessly. Throbbing with energy.

RUSH

Oh man, this is good.

Rush pulls a new LIGHT WAND from a thigh bracket. It extends into a hundred-foot vaulting pole. Rush VAULTS across the canyon, lands with precision. Light pole retracts into the wand in a nanosecond.

KROD

Awwwww! Where can I get one of those?

Another two vaults and a leap - Rush tosses his disk into a spiral, steps off it mid-air (like stairs), and lands perfectly - rejoining the group.

Cheers from Krod, Quantz, Boole and Code Monkeys. Flynn shakes Rush's hand - energy surges between them.

90

110 CONTINUED: (5)

BOOLE

It's for real, Quantz.

QUANTZ

We've got a chance to take down Plexor.

111 INT. X-NET CENTRAL SERVER - MAIN HALL

Plexor reviews a line of elite X-Takks. All are decked in thick battle gear, gripping an array of menacing ultra-tech weapons.

PLEXOR

Perfect. Any three of you could crash an army of Flynn's best. But I've prepare for his random acts by designing massive redundancy.

Widen to reveal:

BATTALION of X-Takks, lined in precise rows, filling the vast hall. Since Adolf Hitler, no one has displayed such an awesome military machine.

112 INT. PLEXOR'S INNER SANCTUM

Mega sneaks in, alone. She pulls her disk off her back and raises it above her head. Data energizes around her. She clenches hard, trying to make the connection.

A RUBY BEAM converges off her disk, reaching skyward.

113 INT. REAL WORLD - ENCOM ADVANCED RESEARCH LAB - NIGHT

Meg and Dewey work to dismantle the lab.

Meg walks past, stops. Comes back. Reads fresh text on a computer screen: DOES MEG EXIST?

MEG

Dewey. This your idea of a joke?

114 INT. CYBERSPACE - X-NET CENTRAL SERVER - MAIN HALL

PLEXOR

Cybavor programming complete?

X-NET SPECIALIST

Yes.

(CONTINUED)

91

114 CONTINUED:

PLEXOR

Demonstrate.

X-Net Specialists drops the sides on a cubic cage.

A frozen dog-like CYBAVOR CREATURE stands like a statue.

Plexor nods. X-Net Specialist activates.

Cybavor comes alive. Circuits RAGING. Eyes pulsing.

Plexor summons an X-Net Worker Drone.

PLEXOR

Install yourself over there.

Worker Drone does as he's told. He freezes in place.

PLEXOR

Attack!

Cybavor leaps like a hyena, bounds the length of the hall.
DIVES at the Worker Drone...

And DEVOURS HIM mercilessly.

Energy sparks fly, circuits zap, as the Cybavor digest the
energy, GROWS LARGER, then SPLITS DOWN THE MIDDLE (like DNA),
then regrows the missing halves.

Now the Cybavor is a PAIR of nasty, snarling Cybavors.

PLEXOR

End routine.

Cybavors sit.

PLEXOR

Elegant.

Surveying his perfect defenses, he notices one thing missing.

PLEXOR

Where is Mega?

X-NET SECURITY LEADER

Only you are authorized to monitor
her coordinates.

PLEXOR

Download forces. Await my command.

X-NET SECURITY LEADER

Download!

92

114 CONTINUED: (2)

X-Takks file out in perfect lines, turn perfect corners,
dispersing into the compound. Each one moves in exactly the
same way.

Plexor turns sharply to exit, encountering... Mega.
Standing
there obediently.

115 EXT. X-NET CENTRAL SERVER

On the fortress perimeter, X-Takks stand watch at the base of a deep security moat.

They turn, eyes scanning. Behind them, a LIGHT POLE extends into the canyon, then swings across.

It's "tronified" Rush, using his vaulting pole to ferry Fighters across the moat edges.

He returns to the far side, landing momentarily on a lone central pinnacle to make the distance.

Rush vaults back to gather Krod, who's the last to cross.

RUSH

Don't take this the wrong way.

KROD

Don't drop me.

He hugs Krod and vaults them across. Krod clings and struggles, then YELPS -

X-Takks hear and scan the pinnacle and moat edges.

On top of the pinnacle, Rush and Krod hunker. Flynn signals from the far side "stay down!"

X-Takks patrol below, pausing to gaze up.

Atop the pinnacle, Krod's circuits energy-zap with fear. Rush holds him down.

At last, X-Takks move on.

Rush extends his light pole to the moat floor - vaults to the far side with Krod.

Krod stabilizes, looks around.

KROD

Yeah, I recognize this place. I know where everything is!

He heads off, encounters a dead end. Quantz pulls him the

right way.

116 EXT. DATA NEXUS / CENTRAL SERVER PERIPHERY

Boole and Code Monk B3t help Flynn to a secluded data buffer.

FLYNN

Rush, up there. See it?

Rush leaps to a high circuitry nexus.

RUSH

I hope you're right about Mega.

Rush touches circuitry, energizing it with data.

Mega's image appears in circuitry energy patterns.

MEGA

You. Where is Flynn?

RUSH

We're all here.

MEGA

I arranged for your entry. An encryption portal has been left unlocked. Path 4786324BXY. Do you know the way?

Rush looks down to Code Monk J2r. He gives a high sign.

117 INT. X-NET CENTRAL SERVER / CIRCUITRY

Mega watches glowing circuitry image of Rush.

RUSH

We got it.

MEGA

Hurry.

She deactivates. Rush's image vanishes.

Mega thinks for a moment - we're not sure what - then walks around a corner.

Bumps smack into:

Plexor.

Flanked by his two snarling Cybavors.

94

117 CONTINUED:

PLEXOR

You contacted them.

MEGA

Yes.

PLEXOR

And?

MEGA

I gave them the portal address.
They will attempt entry soon.

PLEXOR

Perfect. We will be waiting.

118 EXT. X-NET CENTRAL SERVER

Patrols of X-Takks pass.

Rush leaps to a vantage point them. Scouts a route, signals Flynn, Krod, Boole, Quantz and the Code Monkeys.

Fighter team scales a narrow ledge near the BLAZING FIREWALL. It's like a sheet of molten lead, pouring endlessly before them. A lethal barrier.

FLYNN

This is all yours, Rush.

Rush pulls his disk, holds it over his head and steps under the molten data flow. He struggles against raw power, disk HEATS UP WHITE, splashing aside the molten data.

FLYNN

Go! Quick!

Code Monkeys, Flynn and Krod, Quantz and Boole dive between Rush's legs, emerging on the other side. Barrier overcome.

Rush leaps out of the firewall, clutching his white-hot disk.

RUSH

No sweat.
(to himself)
OUCH.

CODE MONK N1J
That way to the portal!

RUSH
Let's do it.

95

118 CONTINUED:

They head for the fortress along a surreptitious route,
avoiding X-Takk patrols.

119 INT. X-NET CENTRAL SERVER

Plexor - with Mega and the Cybavors two paces behind - leads
an army of X-Takks.

A Cybavor growls at Mega. She growls back.

MEGA
There it is. That's the portal.

Plexor masses his forces around a closed ENCRYPTION PORTAL.
It is a dark semispheric aperture, left unlocked (but closed).

PLEXOR
Converge on all levels! Outside
patrols close in behind these
coordinates!

X-Takks come from all directions, all levels.

120 EXT. X-NET CENTRAL SERVER

Flynn pauses to see X-Net Patrols in motion, across bridges,
through tunnels. All around.

FLYNN
Something's up.

RUSH
Keep moving.

They come to a dark encryption portal, seen from their exterior view.

BOOLE

Portal 4786324BXY. This is it.

Flynn withdraws the HOLOGON.

FLYNN

The sooner Rush gets this into the main power supply, the sooner X-Net shuts down. And the more of us come out of here to tell about it.

Rush takes the hologon, stows it.

Pumped looks between Code Monkeys, Boole and Quantz.

Krod

trembles.

96

120 CONTINUED:

KROD

Oh man, I think I'm leaking.

RUSH

Krod. You'll do great.

KROD

Think so?

RUSH

Your recognize patterns better than any of us. You'll know Plexor's moves before he does.

KROD

I hope you're right... Rush?

RUSH

Yeah man?

KROD

Are you really a "User"? Is there such a thing? Is that what makes you so good?

All Programs hang on Rush's answer.

Flynn too.

RUSH

Flynn and I come from a realm no better or worse than here... One thing I know, neither place works unless you're looking out for the other guy. And we've got a word for what all of you are.

BOOLE

Obsolete?

RUSH

Heroes.

KROD

Cool.

CODE MONK B3T

I'm ready.

QUANTZ

Let's do it.

Fighters hustle under the shadow of the portal...
Approaching
the closed semispheric aperture.

97

121 INT. X-NET CENTRAL SERVER

X-Takks stand thick, weapons pointed at the closed aperture.

Plexor marks time. Cybavors poise to attack.

Mega, emotions rising, takes a step back.

122 EXT. DARK PORTAL

Flynn falters on his wounded leg. Fighters steady him.

Rush steps forward, places a hand on the semispheric aperture.
Mechanism activates.

123 INT. PORTAL

Plexor tenses, eager for the slaughter.

X-Takks cock weapons, take careful aim.

124 INT. DARK PORTAL

Flynn, Code Monkeys, Quantz, Boole, Krod... Gathering near
Rush -

PORTAL OPENS AROUND THEM, revealing a stunning view of:

The inside of the fortress...

Not an X-Takk in sight.

KROD

Nothing to it.

Rush leads group inside.

125 INT. "EXECUTION PORTAL"

Plexor grows impatient. Senses trouble.

PLEXOR

OPEN IT! OPEN FIRE!

X-Net Specialist activates portal. Semispheric aperture
irises open to reveal:

X-Takk Patrol. Charging in from outside.

No fighters in sight.

98

125 CONTINUED:

Inside-X-Takks and outside-X-Takks take orders literally:

They FIRE at EACH OTHER. Many crash, zap and fizzle.

Cybavors leap in, devouring corrupted X-Takks. The two
Cybavors use energy "food" to bifurcate into FOUR.

PLEXOR

CEASE FIRE!

They do so, instantly.

Plexor fumes.

PLEXOR

You've been tricked!

He spins to find Mega gone.

PLEXOR

Mega has betrayed me for the last time! She is with the fighters! Find them! CRASH THEM ALL!

126 INT. X-NET CENTRAL SERVER

Mega RUNS from the scene. Around a corner, she collides with Rush, Flynn, KroD & Fighters. Breathless:

MEGA

Flynn! Keep moving! This way!

FLYNN

I'm proud of you, Mega.

MEGA

I linked with MEG. Users exist.
She instructed me.

RUSH

Go, Meg!

She glances over the new "tronified" Rush. Despite herself, she's impressed. But there's no time for talk.

RUSH

Which way to the power supply?!

KROD

(scanning)
Ummmm... That way!

126 CONTINUED:

Rush leaps to a high ledge to confirm: Massive throbbing power supply CORE CUBE lies at the center of the fortress's

concentric squares. High sign to Krod.

TRON

You're right! There it is!

KROD

And here they come!

Rumble precedes: ARMY of X-Takks, coming to get them.

CODE MONK J2R

Break out the toys!

X-Takks are upon them, and the battle is joined.

X-Net disks fly by the hundreds.

Krod and Code Monkeys fire a SQRAM projectile, which opens mid-air into a super-wide circular magnetic field "net".

SQRAM field sucks in X-Net disk and zaps them to ash.

X-Takks charge.

Rush flips down from above, throws tron-disk -

Disk ricochets of ten X-Takks, mows them down.

Rush retrieves his disk, lands near Krod and Fighters.

RUSH

Block this choke point, slow them down. Can you guys do it?

QUANTZ

Not a problem.

He throws his disk behind his back, takes out an approaching X-Net goon.

Rush hurries away with Mega and Flynn.

Krod, Quantz, Boole and Code Monkeys are besieged by a hundred X-Takks.

KROD

Whoa! Retreat! That way! Keep firing! RUN! AHHH!

Plexor enters the battle arena with his four CYBAVORS. He scans keenly, then heads off another direction.

127 INT. X-NET GANTRY / MAIN POWER SUPPLY

Flynn hobbles, helped by Mega. Rush leads them around a corner, in sight of:

MAIN POWER SUPPLY. Massive reactive CORE CONTAINMENT CUBE.

Rush comes to the edge of a deep, narrow moat. Bottom is a channel of ROILING, MOLTEN CHROMATIC DATA. No bridges.

RUSH

We have to get across.

RAAAA!!!

Six X-Takks are upon them, disks flying, NegaByte eraser beams swinging.

Flynn Takes a hit in the chest.

FLYNN

ARRGGHH!

Rush and Mega dodge, fling their disks with lethal accuracy -

X-Takks crash and fall, tumbling into the moat abyss, flashing as they hit the molten bottom.

128 INT. X-NET CENTRAL SERVER CORRIDORS

Krod, Boole and Quantz bait a phalanx of X-Takks, Code Monkeys spring a DEGAUSSING CHARGE, which cuts off a column at the base. Column tumbles, crashing X-Takks, blocking the way.

High fives among Krod and Fighters.

One Small X-Takk breaks through, ZAPPING through the air, reforming, ZAPPING CLOSER.

Fighters turn to blast him.

But Krod recognizes the pattern:

KROD

Wait! I know that dude!

Quantz stuns an X-Takk Soldier - Code Monkeys hack his X-Net

Armor. Armor powers down, revealing:

KROD

I-beem!

I-beem shakes off his brainwashing.

(CONTINUED)

101

128 **CONTINUED:**

I-BEEM

Krod my friend! Who are these guys?!

KROD

We're taking out Plexor. You with us or them?

X-Takks attack the group, including I-beem.

I-beem zaps away, reappearing next to an X-Takk. He steals the X-Takk's NEGABYTE BLASTER and mows down three X-Takks, saving trapped Boole.

I-BEEM

With you!

I-beem joins Fighters as they press deeper, engaging the next X-Takk onslaught.

129 **INT. X-NET POWER SUPPLY OUTER GANTRY - CONTINUOUS**

Rush and Mega haul Flynn along a narrow ledge.

FLYNN

There. You can make it across!

He points to a thin ledge on the other side, far below.

Rush extends his Light Pole to the ledge, moves to gather Flynn for a vault-crossing.

FLYNN

No, take Mega! I'll stay here and run interference.

RUSH

You haven't got a chance by yourself.

FLYNN

Ah, these guys are wimps.

It's bravado: They know his odds are dismal. Flynn slumps into an alcove, which is only big enough for him. He pulls a supply of SPIKED MINI-DISKS, ready to defend himself.

MEGA

We're not leaving you.

FLYNN

My body is weak, but my will is strong. I promise, no matter what they do to me, I'll survive this. Trust the bigger plan.

(CONTINUED)

102

129 **CONTINUED:**

He's fading fast.

MEGA

But Flynn -

X-Takks attack along the ledge.

FLYNN

GO! NOW!

Rush throws his arm around Mega and VAULTS across the moat, landing on the far side - gaining a slim foot-hold below a core ENTRY POINT.

Flynn chooses his moment, leans out and throws. His mini disks take out X-Takks on the ledge. Their bodies tumble into the moat, flashing as they hit.

Flynn spins, the wall behind him opens. At the end of a square corridor stands:

PLEXOR. Flanked by his four snarling Cybavor beasts.

PLEXOR

Flynn. Your moment of obsolescence is upon you.

Across the moat, Rush and Mega climb to the entry point.

Flynn plays for time, stalling Plexor so he doesn't catch sight of them.

FLYNN

Freedom, Plexor. It's the better idea. That's why Mega chose my side.

PLEXOR

If an idea is erased from all memory banks, it can be neither good nor bad. When each alternative has been removed, X-Net will simply BE.

With a hand signal, he commands his Cybavors. They raise up, poised to attack Flynn.

FLYNN

Crash me. Hack me. Do what you want. The yearning for freedom will last forever.

PLEXOR

Nice speech... USER!

He flicks a finger. Cybavors gallop at Flynn.

103

130 EXT. MAIN POWER SUPPLY CORE - LEDGE

Rush and Mega gain footing at the entry point. They turn at the sound of DIGITAL SNARLING.

Across the moat, a gut-wrenching sight:

All four Cybavors pounce on Flynn, hurling him off the ledge, mauling him as they go down, dividing into eight - Plummeting toward the MOLTEN DATA far below.

Plexor steps out of his corridor, relishing the view:
Remains
of fallen bodies FLASH into the inferno.

MEGA

Noooooo!!!

Plexor sees Mega and Rush on the other side.

PLEXOR

Over there! Surround them!

Bridges instantly extend from outer square to CORE CUBE.

X-Takks stream across, firing -

131 INT. POWER SUPPLY CORE CUBE

Rush and Mega duck inside entry point, pelted by disks.

Before them: A vast, brilliant, energized LATTICE. Power surges in rings, drawing down huge columns. Every piece of geometry is based on perfect squares, made of mirror-finished rare earth elements.

Rush pulls the HOLOGON KEY into view. Facets resonate with energy patterns like those in the core.

RUSH

We plug this into the control cell,
X-Net is history.

MEGA

Let's do it for Flynn.

They share a heartbeat of solidarity. Rivalry gone.

X-Takks stream in, firing.

Rush and Mega charge the center, throwing disks, fighting back-to-back.

(CONTINUED)

104

131 CONTINUED:

Problem is, ENERGY RINGS move continuously down the columns - and the columns are spaced close - leaving just enough time between ring-passes to jump through.

RUSH

NOW!

He and Mega JUMP, nearly raked by down-flowing ENERGY RINGS.

X-Takks fire NEGABYTE BLASTERS - but many of the beams are caught in the energy flow and sucked away. That's how intense this place is.

X-Takk Soldier is grazed, stumbles into ENERGY COLUMN. RING rakes down and ZAPS him nasty - reducing him to bits, sucking

his energy to the levels below.

Rush and Mega encounter oncoming X-Takks - they must split up. They fling disks, taking out X-Takks, dodging fire - working their way deeper.

Meg and Rush throw their disks simultaneously. Both disks score hits, then arc to return.

Rush and Mega catch each other's disk. They each look at the strange disks - it's just not the same. They do a quick swap and keep fighting.

MEGA

Over there!

The CONTROL CELL. Dead center.

132 INT. CONTROL CELL CHAMBER

Rush and Mega battle off three X-Takks - the way is clear.

Rush leaps, crashes planes of silicon. Stows his disk, pulls out the HOLOGON.

Spots the control cell's key receptacle - SHAPES MATCH.

Rush moves to insert the hologon.

A DISK STRIKES his arm - HOLOGON flies wild.

RUSH

AAARRGGGHHH!

PLEXOR drops from above, riding an OPTIK SHAFT.

PLEXOR

Where did you get that?! No one knows this code but me!

(CONTINUED)

105

132 CONTINUED:

RUSH

Your software has the biggest flaw there is, Plexor. You can't see your own mistakes.

Plexor snatches his Death-disk, corners Rush for the kill.

Mega's disk crashes silicon, comes at Plexor - But his defense field repels it. He slams it aside and it's raked away by downward flowing energy rings.

Rush DIVES at PLEXOR. He's like a statue. But this time RUSH holds him and infuses tron-energy, breaking down Plexor's defense field, eating into his body circuits. It's fractal zapping fireworks - evenly matched foes battling face-to-face.

RUSH

Do it Mega!

Mega scoops HOLOGON off floor, makes for CONTROL CELL -

Plexor's hand shoots out, GRABS HER, stops her like iron.

Plexor exerts his power, holds Rush and Mega by the throats with his two hands, backing them toward a surface ripping with HOT ENERGY RINGS.

Rush and Mega struggle, an inch from death -

ZAAAAAA -

Plexor stops, annoyed. Turns and sees:

Krod, Fighters and I-beem have arrived, firing blasters at Plexor's SPINAL NEXUS. It hardly makes a dent, but it creates a fleeting opportunity for Rush -

Rush ducks forward, SHOOTS his disk off his back, smacking Plexor in the throat. Mega falls clear -

Rush hurls Plexor against energy rings - Energy rakes down his body, but he fights the effects and DOES NOT MELT DOWN. He step away, shakes off the damage, retrieves his disk into a hand.

Mega snags the hologon -

MEGA

RUSH!

She tosses it to Rush, who's already airborne -

Rush catches hologon, sails to the control unit -

132 CONTINUED: (2)

Jams hologon into its receptacle.

Plexor cocks his death disk, EYES FLASH ELECTRO-PSYCHOSIS -

Hologon REACTS with CENTRAL CELL -

Shockwaves RADIATE -

Energy rings go dim, then dark -

Silicon shatters to ash -

X-Takks power down. X-Net armor de-rezzes, leaving innocent civilian Programs. They shake off the mind-control and rise unshackled.

And Plexor, like all things X-Net, chatters and glitches. His code erodes, his bits darken, the fiber of his being erodes from inside.

MEGA

Now who's obsolete?

Rush executes a final leap, extending his feet for the final blow, straight at Plexor - CRASH - shattering him to bits.

Rush finally breathes. Sees I-beem, Krod, Quantz, Boole, Code Monkeys.

RUSH

Thanks guys.

KROD

I'll never let you forget it.

Boole tosses Rush his tron-disk.

133 EXT. CYBERSPACE VISTA POINT

Rush, Mega, Krod, I-beem, Fighters and liberated Programs stow disks and step to a high vantage point.

Before them expands a vista of cyberspace.

Power-down of X-Net radiates in all directions, leaving everything else intact. Beautiful, exotic old data networks instantly begin to regenerate into the open space.

I can't see from here.

But out of triumph, a sudden concern -

Rush's body shoots DATA ENERGY into Mega, into ground circuits... Lightshow overload intensifies and spreads. Mega backs away in pain.

108

135 CONTINUED:

RUSH

Whoa, ouch, what? Ahhhhh!

MEGA

Rush, what is it?

Rush's body DRAINS AWAY into the energized circuitry.

RUSH

Guys! Mega! NOOO!

He reaches a hand to Mega. PAIN ENERGY ZAPS her, but she clasps his hand anyway...

KROD

Help him!

Code Monkeys attempt desperate measures, but soon it's over.

Bits of Rush dissipate into surrounding circuitry, then BEAM SKYWARD in blazing curtain, like a quantum aurora borealis.

Mega is left with a handful of nothing.

QUANTZ

It's the way it should be.

BOOLE

He's going back to the place he belongs.

136 EXT. CYBERSPACE TRANSITION

Rush's energy body hurls across cyberspace.

Bits streak, light bends -

137 INT. ENCOM ADVANCED RESEARCH LAB - NIGHT

Rush materializes in the target chair. Human flesh,
real clothes. Same as the moment he left.

He bolts up, realizes where he is. Looks at his hands.
Sees Jo-jo the rat staring at him.

Meg and Dewey hurry over to unstrap Rush. Meg holds his
hands, checks the integrity of his body.

MEG

Rush. You made it!

109

137 CONTINUED:

RUSH

Like a bad cold, I'm always coming
back.

VOICES

He made it! Rush! You okay?!

Rush looks around. Miles ("Krod") and a group of oddly-
familiar Co-WORKERS. People who look just like I-beem,
Quantz, Boole and the Code Monkeys.

RUSH

(double-takes on Meg)
I met a program you wrote. She's
just as incredibly beautiful and
confusing as you.

MEG

I know. Mega told me all about what
you did in there.

RUSH

She gave you my coordinates. That's
how you uploaded me?

MEG

Yes. Your coordinates... and his.

They look across the room.

At the control console stands a MAN with his back to us.
He's curiously examining Meg's equipment.

THE GUY

She's done an amazing job here, Rush.

He turns. It's FLYNN. In the flesh. Leg healed.

RUSH

Flynn!

FLYNN

I told you to trust the bigger plan.

MEG

I'd come to suspect Flynn was alive,
inside. But I had no way to know
for sure.

FLYNN

You picked the right guy to send in.

110

137 CONTINUED: (2)

MEG

Working down here, I became convinced
someone tried to murder Flynn. But
the only person I could confide in
was the guy I suspected most.

Elevator opens.

Sinclair charges in, furious. Trailed by SECURITY MEN.

SINCLAIR

What are you people doing down here!?!
Get back to work! X-Net has CRASHED!
We'll all be ruined!

FLYNN

Speak for yourself, Sinclair.

Sinclair wheels to see Flynn: Alive, standing in front of him. Trapped by the ugly truth, Sinclair turns rage on Meg.

SINCLAIR

I ordered you to destroy this equipment!

Rush gets in Sinclair's face.

RUSH

Hey, jerk, she doesn't do your dirty work. Neither do I. Not anymore. You lied to me, to all of us. You want to deal with somebody? I'm the guy who crashed X-Net.

Sinclair goes for Rush. Rush delivers a solid punch. Sinclair grabs his bloody nose.

SINCLAIR

You're fired, everybody get out.

FLYNN

No, Sinclair. I'm back. And I'm the boss again. You're fired. Not only are you fired, you're going to have a lot of explaining to do to the SEC, the Justice Department and the FBI.

(to SECURITY MEN)

Hold him until the police get here.

SECURITY MAN 1

Yes Sir, Mr. Flynn.

SECURITY MEN haul out Sinclair.

(CONTINUED)

111

137 CONTINUED: (3)

Flynn addresses the group.

FLYNN

X-Net is dead. But Encom lives. We're going to bring this company back to its place as the leader in finding the next big thing. I'll need to be free to do the dreaming. So, effective immediately, I'm

appointing two bold, bright,
courageous people to head worldwide
operations.

He presents Rush and Meg. They're stunned.

FLYNN

You both earned it.

RUSH

Cool.

MEG

I love it.

RUSH

We'll take it.

(to Miles - "Krod")

You get a division to run.

MILES

Yes.

(to Phlegman)

Does that mean a bigger cubicle?

Cheers all around. Flynn approaches Rush and Meg.

FLYNN

Put on some coffee. You two are
going to be putting in a lot of
overtime together.

Meg turns to Rush.

MEG

Do you remember how, along time ago,
you used to give me a professional
congratulatory peck on the cheek?

Rush goes for the lips.

THE END