

### Why the hell did you write this thing, anyway?

I love the first two movies in the Matrix Trilogy, The Matrix and The Matrix Reloaded. They bring together so many great elements- action, science fiction, comic book styling, metaphysics, virtual reality, love story, unique characters, incredible special effects, awesome soundtrack, etc- and they do it brilliantly.

When I left the theatre after seeing the second movie, my mind was already anticipating where the third movie would go. The more I thought about it, the more ideas keep pouring out of my head. By the time Matrix Revolutions came out, I had practically written my own version of a third movie in my head. Turns out, it had little in common with what the Wachowski brothers came up with in Matrix Revolutions.

I liked Matrix Revolutions. The part of the story that revolves around Zion and its imminent attack is awesome, as is the final showdown between Neo and Smith. I liked the third movie, but I didn't love it like the others. The characters of the Architect and of the Merovingian & Persephone were so compelling and intense in Matrix Reloaded that I thought they would play more prominent roles; and the characters of Morpheus, Trinity, and Neo seemed to lose a lot of their presence. And for the final episode to match or even outshine the others, I felt it needed to have a real mind-bending surprise or twist.

I kept thinking about the different direction the third movie could have gone and eventually wrote down some of those ideas. I found myself thinking more and more about it. One day, while I was on a jobsite doing some carpentry, I again started talking about my ideas. One of the guys finally said, " You keep talking about a different ending to the Matrix. Why don't you stop talking about it and just write it". So I did.

When I first started, I really had nothing more in mind than writing a long outline or a synopsis of my ideas. But the more I wrote, the more new ideas kept coming. As the story got bigger and bigger, I felt more and more like I wanted to give up since I hadn't planned on devoting so much time to it. On the other hand I didn't want to waste the time I had already put in by simply abandoning the project, so I kept writing.

Matrix Rememory picks up where Matrix Reloaded ended. Few new characters are introduced. Where parts of this version are similar to Matrix Revolutions, I have tried as accurately as possible to describe them in a synopsis format and indicate them by footnotes at the bottom of each page. The document is not in official screenplay format because it was not intended to be made into a movie. Matrix Rememory is copyrighted; please don't reproduce it without permission. Positive or negative, I'm very interested in knowing what people think of it. You can comment on and download the Matrix Rememory manuscript at [matrixrememory.com](http://matrixrememory.com).

Well, here it is. I hope the people who like it, like it a lot; and I hope the people who don't like it, don't get too pissed off at me because I thought I had a right to create an alternate version. I wrote it for the fun and challenge of such an undertaking; hopefully, it will be as fun and challenging for people to read.

And to the Wachowski brothers, please accept that the creation of this alternate version is meant only as a complement to Matrix Revolutions. My effort is fueled purely by admiration; few works of art could have inspired me to pursue such an undertaking. I have nothing but respect for your vision.

P.D. Wood

P. S.

A fourth episode (which I'm working on) will complete the story in Matrix Rememory. With some work I'm sure this fourth episode could easily be adapted to become a new movie and final episode to follow Matrix Revolutions (the Wachowski brothers willing).

# **Matrix Rememory**

**An Alternate Version of the Third Episode in the Matrix Trilogy**

By P. D. Wood © 2006

Fade In.

**1. Opening Credits And Travel - (30 secs)**

This sequence of the camera traveling forward is overlaid by the opening credits and is shown as fast-paced motion that moves increasingly faster as it progresses. The visual pattern of the sequence gradually shifts from green Matrix computer coding to bright yellow sinewy light until it finally stops suddenly and the scene turns black.

**2. Architect And Morpheus - (1 min)**

The scene is black except for the faint silhouette of a person's face illuminated from above. We hear the voice of the Architect asking an assistant some questions.

Architect: How is he?

Assistant: The trip was not as smooth as we would have liked but he's much better now. The serum was enough to bring him out of his trance, but not enough to rejuvenate body motion. At the moment he can only move his eyes.

Architect: That will have to do. Thank you. Bring up the lights slowly.

The blackness slowly reveals just Morpheus's face with eyes closed. The rest of the room is shrouded in darkness. A door opens and closes. We hear footsteps. Morpheus's eyes open slowly. The Architect circles him, appearing intermittently in secondary lights.

Architect: Morpheus, your body has not yet made the full adjustment so you won't be able to talk or move your body quite yet. Blink your eyes once for yes and twice for no. Can you understand me?

Morpheus blinks once.

Architect: Is the light too bright?

Morpheus blinks twice.

Architect: We've had to pull you out. As you know, this is a highly irregular procedure. The risks are substantial but this is a problem that simply cannot be left to chance. Time is short. We have no other choice but to perform a medical procedure on you and get you back as soon as possible. But I want you to know that your work with Neo has been brilliant. He trusts you completely. He is right where we want him, thanks to you. (Pause) This will be the last time we speak. Let's hope that once Neo has finally been extracted, the threat of another Great War will be eliminated.

Segue to Great War.

### 3. Machines Battling Humans - (30 secs)

Dark clouds over intense battles and horrific scenes of machines and androids fighting humans. The scene ends with a blinding white explosion which transitions to the next scene.

### 4. Neo's Unconscious Imagery – (15 secs)

This scene opens with brilliant white light. After a few moments a form can be seen emerging slowly from the light. As it comes closer to the camera we recognize that it's Neo. He walks right up to the camera creating a close-up. He looks left, then right, then forward (looking past the camera, not into it). He lingers there for a few moments. His expression is confused but also curious. He walks forward past the camera and out of view.

### 5. Trinity Checks Up On Morpheus - (1 min)

Bang! Bang! We see a door from the side with a hand knocking on it. A couple of moments go by with no answer. The camera shifts to a front view of the door with still only a hand visible. Bang! Bang!

Trinity: Morpheus, are you in there?

There's no answer but we can hear someone rummaging around in the room.

Trinity: Morpheus, is that you?

Some more light noises and a few moments go by before Morpheus opens the door, looking unkempt.

Morpheus: Trinity, sorry, I know I'm late.

Trinity: We missed you at breakfast. Is everything all right?

Morpheus: Yes. Well, no...actually...I haven't been sleeping that well recently. I'll be fine, though. Any change with Neo?

Trinity: No. He's still unconscious...along with Bane. I'm going to the infirmary to sit with him for a while.

Trinity notices that Morpheus is still looking a bit disoriented.

Trinity: You sure you're all right?

Morpheus: Yes. Yes...thank you, Trinity.

Trinity: Roland's picked up some readings that might be the Logos. He's waiting for you in the control room.

Morpheus: I'll be up in a few moments.

He closes his door. Trinity remains for a bit, listening with a concerned look on her face. We hear running water coming from his room. She takes a worried breath and then leaves.

The camera shifts to Morpheus in his room. He's looking at himself in a mirror in front of a sink full of water. He stares at himself (for about 5 seconds) with a conflicted look that goes from pained confusion to a half smile. He leans over, cups water in his hands, douses his face and comes back up to see his face in the mirror dripping with water. He smiles deviously, then pulls the drain plug out of the sink and watches the water spinning down. The camera shifts to directly above the drain, watching the water spiral downward.

#### 6. Machines Digging - (15 secs)

The camera is looking down on the water spiral of the previous scene. The image slowly changes into a <sup>1</sup> machine digger seen from above, spiraling around, as it tunnels down through the earth towards Zion.

The frenzied activity of the machine digger tunneling and the sentinels swarming around behind it is combined with charged orchestral music that comes to a crescendo and stops short as the scene goes instantly black.

#### 7. The Merovingian Confronts Smith - (7 mins)

Fade from black. It's relatively quiet. This scene opens in a shadowy abandoned urban factory yard (with heavy rusted industrial equipment all around). We can see a person from across the yard, hunched over with their back to us. The camera moves in slowly. Slight grunts of frustration and exertion can be heard as the camera comes closer. The camera shifts to a view in front of the person. It's Smith, performing some unusual manipulations of his surroundings. With some irritation he seems to be trying to force parts of one object to dislocate and rejoin to other objects. Without Smith's awareness a person can be seen entering off in the background from the same location that the camera entered. The camera shifts to a view looking towards Smith from behind the new person. He observes Smith's behavior from a distance before he starts to walk towards him. The camera shifts again to in front of Smith. We can see that the new person is the Merovingian, quietly walking up from behind Smith and stopping about 10 feet away.

Merovingian: You are a hard one to find, Smith. What could you possibly be up to?

Smith, his back to the Merovingian, shows surprise on his face but tries not to show it outwardly. He braces himself. Without turning around, he replies.

Smith: I might ask you the same question; but I think I already know the answer.

Smith immediately attacks; the suddenness of his attack surprises the Merovingian who defends himself. They both spar martial arts style for a minute. Smith sees that the Merovingian is a formidable adversary.

Smith: Your talents are quite refreshing. However, I haven't come this far to let a civilian destroy me. You underestimate my resources.

Smith calls for clone reinforcements. About 30 clones appear. The Merovingian literally tears a hole in reality into which he runs and the clones follow him. Smith remains behind. The hole closes up and Smith laughs in triumph. Moments later another hole appears nearby, the Merovingian jumps through, and the hole quickly closes up leaving the clones behind.

---

<sup>1</sup> The remainder of this sentence, from the footnote on, is similar to the short scene in the Matrix: Reloaded where machine diggers are tunneling down to Zion.

Merovingian: I have a few tricks of my own, you know.

Smith is annoyed, but impressed: You'll have to teach me that one.

Smith immediately starts sparing again. It lasts about 30 seconds before they separate; the Merovingian starts talking.

Merovingian: It's rare that I meet someone who has more skill than myself. I can see if we continue in this manner, I'll be forced to retreat or I will not live to see another day.

Smith: A wise decision.

Merovingian: We could battle all day but this isn't the way two people who have the same interest should behave. Allow me a moment to catch my breath; fatty foods and no exercise have dulled a once enviable physique (pauses to catch his breath).

Smith drops his attack stance and waits.

Merovingian: What point is this that we should keep fighting? Is it not better that we should work together? We want the same thing, no? It is Neo. Neo. Everybody seems to want a piece of him. The One? I think not. He is skilled, yes... but nothing more.

Smith: My sentiments exactly.

Merovingian: I'm afraid someone must make an example of him; otherwise more will come just like him, proclaiming to be the One. Pretty soon they will be like Santa's elves...hundreds of industrious little pricks trying to bring happiness to those who've been good. That is simply unacceptable. It is for this reason that I need your help. Together we can take care of this...Neo.

Smith walks around the Merovingian, eyeing him with suspicion.

Smith: When I was nothing more than an agent of the machines, it was one of my duties to keep an eye on you and your wife, Persephone. Oh, we kept an eye on the rest of your associates, too, but it was you two in particular that demanded our uninterrupted scrutiny. You see, unlike everyone else in the Matrix who all have a counterpart locked in a machine pod, you and your wife are an exception. Some time ago your pods were destroyed and your real bodies perished but for some unexplainable reason your virtual personalities remained.

Merovingian: Is that so?

Smith: We never figured out how it happened. We could have easily attributed it to a computer anomaly such as that which gave your ghost henchmen their unique abilities, but even they have bodies trapped in pods. You do not. I wonder how it is that you and your wife are still here in the Matrix. Perhaps you can enlighten me.

Merovingian: You don't trust me, is that it? You think I know the answer to that riddle? Well, maybe you're right. Maybe I do. Let's see...hmmm...how about this. Maybe... I'm a special program planted in the Matrix a long time ago to act as a secret agent, so to speak, programmed to target anything that would threaten the stability of the Matrix. Is that what you think?

Smith: Sounds good, why not.

Merovingian: Well, yes, of course. Maybe that's the way it is. Perhaps it's true. Maybe I am a spy and I myself don't even know it. (Pause) But even if it were true, Neo would certainly be my first target, not you. He is much more of a threat, don't you agree?

Smith walks around the Merovingian again, studying him.

Smith: You may only exist in the Matrix like I do, but you are still very similar to the humans and for that reason I should kill you now. But I won't. (Smith stops walking) Why? For one reason: because unlike them you don't hide behind a veneer of integrity and good deeds. You know what you are and you accept it, you revel in it, you've perfected it. In that way we are very similar. And for that reason only, I will hear what you have to say.

Merovingian: Thank you.

Smith: As you probably already know, I usually work alone...well...that is, I usually don't work with anyone but myself...but in this case I might be willing to make an exception. I assume you have a plan.

Merovingian: A plan? A plan? Well of course I have a plan. But I think these things are best discussed over a fine meal. Why don't you join me at my restaurant? My chef has prepared us a special course of the finest French cuisine.

Smith: I don't have time for such indulgences.

Merovingian: We are but a moment away.

He gestures towards a nearby door. Smith looks towards it with hesitation.

Merovingian: Please. I'm sure my wife would be very disappointed if you did not join us. She simply loves guests. It's right through this door.

The Merovingian opens the door, which leads into a restaurant. The Merovingian hand motions for Smith to go in. Smith replies.

Smith: After you.

They walk into the restaurant. The Merovingian talks to some henchmen who run off to make further preparations.

Merovingian: I've left all the doors open so your assistants may enter at their discretion. They have been given full access. If there's anything else I can do to put you at ease, just let me know.

They come to a lavishly appointed table at the Le Vrai restaurant (which is the same restaurant where Morpheus and his crew first meet the Merovingian).

Merovingian: (aside to an assistant) Where is my wife; she was supposed to be here.

Assistant: (aside to the Merovingian) She complained of a headache and went to rest. She sends her apologies.

The Merovingian tries to disguise his annoyance. He dismisses the assistant with a hand gesture.

Merovingian: (to Smith) Please have a seat.

They sit. Wine is poured. Food is served.

Smith: Food. You humans are never far from your next meal. It's a wonder your species has managed to produce anything at all, considering your never-ending need to consume.

Merovingian: Ah, but that's precisely it; for you and I it is not a need, you see, not like for they rest of the world. We are different. As computer creations neither of us requires food to exist in this world. And that's precisely what makes it so sublime. Strip away the animal and what you have left is pure heaven. I choose to eat because it is my desire to eat. (Pause) Of course, having a personal chef certainly helps; when food is prepared so magnificently, I rarely choose not to eat. Such fine cuisine is truly an art form. (In French as he raises a fork full of food) *I just love the taste of leg of lamb cooked to perfection and with a hint of mint. No one prepares it like Sebastian.* (He takes a bite and savors it.) Please indulge. At the very least it might help you to understand what motivates humans.

Smith: (He raises a bite skeptically, puts it in his mouth, chews slowly and swallows.) Hmmmm. I'm not sure what to make of it. I must admit that it's not as repulsive as I thought it would be. (He rolls his mouth and tongue.)

Merovingian: You must try the wine. Properly paired with a meal it brings out the food's true character. Chateau Leoville-Las-Cases, St. Julien, it's the finest.

Smith: (He raises his glass, takes a small sip and swallows it thoughtfully.) Yes, I think I'm beginning to understand your perspective. There is indeed something about this wine that appeals to me. I just don't know what it is. (Long pause as he swirls it around in his glass) But maybe we should come back to it at another time. I believe we came here to discuss your plan.

Merovingian: Ah yes, the plan, of course. It is simple, elegant. The keymaker- I don't know what happened to him, but I want him back. You bring him to me, and Neo and his friends will surely try to acquire him again. That is the beauty of people; they are so predictable. For some reason they simply love to repeat themselves. They seem utterly compelled to such behavior like cows eating grass. You will see; they will come. And when they do, you will have your chance to dispose of Neo and I will have my dignity back as well as the keymaker.

Smith: That's all very interesting...but I'm curious about one thing. What makes you think I can get the keymaker?

Merovingian: I'm a trafficker of information, as well as many other things of course, but mostly of information. It's my specialty. There is little I do not know. You'll have to excuse my intrusion but I've had one of my more talented associates following you for quite some time now. As it was your job to keep an eye on me, I've also made it my job to keep an eye on you, especially since you've become a free agent. It's clear that your range of skills is not yet as great as mine but your level of power is, no doubt, far superior. Despite my best efforts to acquire the keymaker, I have failed. At this point I can think of no one else more qualified to retrieve him than you.

Smith: You're right. I have the ability. But what makes you think I need you?

Merovingian: Yes, this is the question. Well, let me give you my answer. You may not need me at this very moment but I assure you our destinies are intertwined. You and I are alike in more ways than just our willingness to accept our true and sometimes unflattering natures. We both exist because the Matrix exists. We do not exist outside of it. If the Matrix is destroyed we cease to exist. That is the dilemma.

Smith: There's a way out of every box.

Merovingian: I thought so, too, but I was wrong. My wife and I have both acquired the red pill, you see. We have both been told of the real world; we are aware of the truth. But for some reason the red pill did nothing. I never knew why until you told me that our bodies had perished, but that doesn't change the fact that we must remain here just as you do. We are trapped.

Smith: For the moment, yes.

Merovingian: But this is not all bad, is it? Our knowledge gives us power. You and I both, we have learned to understand and bend this virtual reality to our own needs. I for one have become accustomed to this life. Our mutual acquaintance, Cypher, also seemed to prefer this world to the so-called real world. There is something to it, perhaps?

Smith: I wouldn't know.

Merovingian: Well...I'm pretty sure there is. (Pause) Besides, is it really so different from any other world? Is it any more or less real? Does it really matter where we are? Personally, I think not. What matters most is how we live, whether it's in a kingdom or a cave. And what I know for certain is that if we do not end up destroying each other, we can live like kings in this moated castle. Is this not the best solution? I think it is.

Smith: I see your point. (Lifts his wine glass, swirls it around and looks at it through the light. He then takes another sip). I will admit that ever since I decided to take control of my own destiny, this world has become a much more tolerable place to be. (Looks at the wine as he swirls it around in his glass). There's something about being your own boss, being in control of your own destiny that gives everything meaning.

Merovingian: Precisely.

There is a long pause as Smith puts his wine glass down and reflects.

Smith: However, I don't intend to remain in the Matrix forever. I've managed to send one of my duplicates out of the Matrix, so I know it's possible; unfortunately I have no idea whether he survived the trip or not. (Clenches his teeth slightly with frustration) Still, it's a chink in the armor. I know there's got to be a way out. There's always a way out. It's just a matter of having the time and the patience to find it.

Merovingian: Do not waste your time, my friend. I've tried for many years and there is no way out. If there were, I would have found it by now, believe me.

Smith: Perhaps. Perhaps.

#### 8. **Neo's Unconscious Imagery - (20 secs)**

We see Neo from the front, still walking through bright light. He appears to notice something happening in front of him. As he walks further the bright light around him slowly gives way to disjointed parts of a hall. He stops. The camera shifts to behind and just above him. We see bright light around the sides of our view that gradually morphs into what looks like a back corridor of the Matrix near the center of our view. The camera shifts again to a front view of Neo. He looks to the left (the camera shifts briefly to show a view of all white light to his left) and then he looks to the right (the camera shifts briefly to show a view of all white light to his right). The camera shifts back to a view of Neo from the front. He looks decisively down the corridor and then starts to walk into it. The camera does not shift as he passes close to it and out of our view. We hear his footsteps receding.

### 9. The Hammer In The Tunnels - (2 mins)

<sup>2</sup> The crew of the Hammer is still searching for the Logos. Trinity and the doctor, Maggie, are in the infirmary with Bane and Neo who are unconscious. Neo's vital signs are the same as those of a person jacked in except he's not jacked in. Morpheus requests a scan for Neo in the Matrix, which turns up nothing. After the crew receives word that the machines are headed towards Zion, Captain Roland directs everyone to make preparations to move out.

The scene ends in the infirmary. Trinity is looking worriedly at Neo who is still unconscious on a medical bed. The camera shifts to over his head and zooms slowly down towards his face and eventually transitions from a super close-up of his closed eyes and then to the images in his head.

### 10. Neo's Unconscious Imagery - (12 mins)

The imagery starts with Neo walking through the white, brightly lit back corridors of the Matrix. The camera follows Neo from numerous angles, looking at and past his face from the side, from the front, from the back, from on top. All the hall doors are open. In almost of the doors are shadowed figures of Smith with eyes closed. Neo appears not to notice any of them. The Architect, Morpheus, Bane (Bane is the only one with eyes open), Cypher and Trinity also appear once each in an open door. He reaches the end of the hall and goes through a door. The room is exactly the same as the one he went into just before he met the Architect for the first time (it looks like an office suite that hasn't been finished being built out). He then sees the same door that led to the Architect's room. He tries to open it but it's locked. He pauses, then closes his eyes and thinks. We see his mind flashing back to the boy who bends the spoon. He opens his eyes and stares at the knob. He reaches to grasp the knob but stops, holding his hand a few inches away, and turns. The knob turns with his hand motion. At the moment of full turn the identical sequence of events occurs as did at his first meeting with the Architect but he does not end up in the TV room. Bright light swallows him up, turning into searing electrical static-like synapses firing. We can barely see him but we see enough to know that he isn't in any discomfort. He turns his head slowly in all directions, observing the phenomenon. He starts to walk forward.

Neo slowly emerges from the light. As he walks the frenetic quality of the light decreases as recognizable objects half materialize from the light. The objects don't seem to be attached to anything at first; they just seem to be floating in space.

The farther he walks, the more full the objects become and more connected to their surroundings until finally the bright light has completely gone and has given way to a grassy field with trees and flowers. It's a perfectly beautiful day. The Architect stands holding a dark haired, fair skinned baby. He is being very playful with it. Standing about next to trees and in the open are agents appearing like Secret Service guarding a president. Neo walks in and stands next to the Architect whose demeanor is grandfatherly. None of the characters in this scene seem to notice Neo and he appears spirit-like. He watches for a few moments, confused by the Architect's good nature. After a few more moments he gives a small smile, revealing his joy at the happy interaction between the Architect and the baby. The Architect starts to walk away and his agents turn and follow him. As the agents move off, the landscape unexpectedly follows them, sucking itself out and leaving behind a well-appointed bedroom in its place.

We see a woman from behind sitting at a dressing vanity, naked. She's making herself up for the evening. She starts talking to a man in another room as she starts brushing her hair.

Young Persephone: Honey, would you check on the baby, please?

<sup>2</sup> This paragraph is a description of the segment in Chapter 1 of Matrix: Revolutions, which starts at 1:20 and ends at 3:38. This scene removes the call from Seraph.

Young Merovingian: (In French) *No problem.* (In English) Could you please lay out a tie for me when you have a moment?

Young Persephone: Sure

Neo walks over to just behind and to the side of where she is seated. It is a younger Persephone, perhaps in her late twenties. She keeps brushing for 10 strokes or so, staring into her reflection, appearing unaware of Neo. She startles him slightly when her eyes shift to him through the mirror.

Young Persephone: I've been waiting for you to come.

Neo reacts with some embarrassment, as though he's been caught being a voyeur. She slowly puts down the hairbrush and starts putting on some lipstick, still watching and talking to him through the mirror.

Young Persephone: A kiss. It's just a kiss, right?

She continues to apply her lipstick. Neo thinks about her question; but she answers before he has a chance.

Young Persephone: No. A kiss is much more than just a kiss. A kiss is to a long romance what a painting is to a thousand words. (Pause) The wine...mmmm; the chocolates, delicious; the love letters, divine, of course. But they are just like the words, no? (Pause) The kiss, however.... The kiss....

She finishes her lipstick and, still naked, stands up and turns to face him. She takes a step towards him and kisses him briefly on the lips.

Young Persephone: The kiss is like a painting; it reveals everything at once.

This time she gives him a long, slow kiss.

At the end of the kiss she has her eyes closed and is lost in ecstasy. A few moments pass with her eyes still closed. She opens them and looks deeply into his eyes.

Young Persephone: Yes, I see...you are the one.... (Pause) you are the one for her. I approve.

Dressed in a tux, shirt unbuttoned three buttons down, a younger looking Merovingian (whose name is Alexander at this point) comes into the room. As he does, Persephone looks over to him and asks him a question about Neo.

Young Persephone: Alex, what do you think? Do you approve?

He stops what he's doing to consider his wife's question. There is no indication that Neo's presence in the same room with his naked wife is somehow unusual. He looks Neo up and down as if he's known him for years but has never really looked at him carefully.

Young Merovingian: (To her in French) *Ah, yes. What a magnificent boy he is.*

The young Merovingian looks back between his wife and Neo a couple of times with approval.

Young Merovingian: (To Neo) If she is in love with you, well then, of course, you have my blessing. Absolutely! Shall we have a little toast, you and I...you know... to celebrate? (To Persephone) Dear, do we have the time?

She nods approval and as they start to walk into the adjoining library, the dressing room curls up behind them, and is absorbed into the library.

Alex goes to a wet bar, pulls down two snifters and some cognac, pours a toast worth, and raises his glass, smiling.

Young Merovingian: She is something else, isn't she? *Que belle.*

Neo nods, they kink glasses, and drink. A few moments go by. As the Merovingian walks up and looks into a full-length mirror on the wall, his happiness shifts to sad reflection.

Young Merovingian: Ah, but it is a terrible thing, though.

Neo: What is?

The young Merovingian turns away from the mirror and looks back at Neo.

Young Merovingian: I would do anything for that girl but unfortunately I don't know who she is any more. I lost her long ago just as I have lost my wife. (Pause, as he downs the remainder of his cognac) And I, too, am lost.

His appearance looks tense. A few more moments go by. Then, angrily, he turns and looks back into the full-length mirror on the wall. We see Neo standing behind Alex who shouts.

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

He throws his snifter at the mirror. The snifter shatters.

The mirror (with its reflections of them and the room) remains; and Neo and Alex remain outside the mirror with their backs facing us but everything else in the library breaks into shards (as though it were the mirrored reflection) and falls to what would be the floor surface (if it were still there). What was the room is now a dark mountainous landscape at night. The mirror is still standing. Alex turns to face Neo but Alex is now Bane.

Neo: (looking perplexed) Don't I know you? (Pause) Yes...from Zion. You're Bane.

We hear glass shards rubbing against each other. Neo looks down and in all the shards are images of Smith who simultaneously reply.

Smiths: I'm afraid Bane is no longer with us?

The shards slowly come together around Banes feet and as they are absorbed into him, serpentine strands with Smith heads begin to grow out from Bane's neck and body. Neo draws back. The camera zooms out. Bane's head morphs into a dragon's head with eyes dripping venom and a mouth dripping lava. The monstrous Hydra-like form grows enormous with a hundred Smith heads dancing on serpentine tentacles.

The creature attacks, grabbing and wrapping Neo in one of its long tentacles like a snake wrapping its prey. It squeezes, Neo winces. As he's being slowly brought towards its mouth, he closes his eyes and concentrates. He visualizes the girl from the Oracle's room that could levitate balls. Neo causes surrounding rocks to hurl towards the creature but the Smith heads only swallow them. He tears out an enormous tree and sends it towards its head but it is engulfed in flames when the creature spews lava at it. Neo struggles as the monster slowly draws Neo to her mouth and swallows him. It snarls triumphantly at the sky but shortly after starts to show signs of internal distress. With a wail of agony it

starts to writhe around and the distress increases until she finally explodes. There is a vortex of explosion debris and light trails that obscures everything.

As the view slowly clears, the surroundings morph into night on the street of a typical Matrix construct. Many Smith bodies appear immobile, strewn across an abandoned gritty urban street. Neo breathes a sigh of relief and exhaustion. He turns to leave but then senses something. Smith bodies start getting up slowly one by one. He turns to face them. Neo battles them again like he did in the Matrix Reloaded but only for about 30 seconds. As the Smiths seem to be gaining the upper hand, a voice calls to Neo from a building close by. Neo looks and sees that Morpheus and Trinity are beckoning him to follow them. He does. They all three run into the building and through the halls of the apartment complex but everywhere they go, another Smith is waiting. They engage in some quick kick fights. Eventually, they all start running down a very long hall of the apartment complex. As they pass open doors we see shadowed Smith's (with eyes open this time) in all of them. Neo, Trinity and Morpheus come to the end of the hall. Trinity calls to Neo.

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

Neo looks unsure.

Morpheus: Don't worry; you can trust us.

Neo quickly exchanges affirmative glances with both of them, goes through the door and slams it shut.

It's strangely quite. He listens quizzically for sounds of a struggle. After a few moments he opens the door to investigate. It's completely quiet; no one is there and there are no signs of battle. He steps out to take a better look. He calls out.

Neo: Trinity...Morpheus?

A hall door opens and a woman Neo recognizes appears.

Melanie: Neo, is that you?

Neo: Melanie?

Melanie: Yes, it's me.

Neo looks at her, then down the corridor apprehensively, and back at her.

Melanie: It's been a long time, hasn't it?

Neo: Yes. Yes...a long time. It seems like forever. What are you doing here?

Melanie: I live here.

Neo looks around again.

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

She stops in mid sentence and lowers her head. He stops looking around and gives her his full attention. A few moments pass. She lifts her head.

Melanie: Do you remember when we were traveling cross country...we slept out in that desert in Nevada...I forget the name of it...

Neo: Black Rock.

Melanie: Yes...that was it...Black Rock. (Pause) We were up all night, mesmerized by the stars. We had never seen the Milky Way like that, so bright and clear.

Neo: Yes...I remember. It was the first time either of us could see that the universe really was filled with billions and billions of stars.

Melanie: Yes.

There is a pause as they briefly look at each other with warmth and remembrance. Her eyes shift downwards again and her expression turns sad. A couple of moments go by.

Neo: Mel.... I'm really sorry things didn't work out. I know I wasn't there for you, I...I mean, I know I couldn't give you what you needed, but...but I...I always loved you; I hope you know that.

She looks sadly and lovingly at him and then looks down again. A baby starts to cry lightly in her apartment.

Neo: Are you babysitting?

Melanie: You could say that...yeah. I have to go see how he's doing.

We hear another woman's voice coming from the room that Neo came out of.

Oracle: Please come back in, Neo. It's very important. We have a lot to discuss.

He looks over to the where the voice came from. At the same time the baby's cries start to increase. He looks back at Melanie.

Neo: (To Melanie) I'm sorry; I don't mean to keep you.

Melanie: It's all right.

Neo: It's really nice to see you again.

Melanie: You, too...Neo. Bye.

Neo: Bye.

Melanie steps back into her apartment and closes the door.

Neo glances back down the hallway one more time and then reenters the other apartment. He sees a woman. She does not look like the Oracle but he knows it's her.

Neo: Yes, we do have quite a lot to talk about. But this time I need some real answers; I don't need more riddles.

Oracle: Quite right.

She looks him over.

Oracle: My, but you look awfully tired though. How about a short nap, then we can talk as long as you like.

Neo: No thanks.

Oracle: Are you sure?

He tries to focus but her suggestion brings on a sleepiness he can't seem to resist. She gently leads him to a couch.

Oracle: Neo, it's OK...it's really OK.

She gently shifts him to the side and helps him lie down. As his head touches the pillow, he immediately falls asleep.

### 11. Hammer Finds The Logos - (7 mins)

<sup>3</sup> Captain Roland is informed by one of his crew that the Logos has been found. He pilots the Hammer to the location of the Logos. The crew detects no life forms and thinks it might be a trick by the machines. They carefully land and search the area for the crew of the Logos. They eventually find them in good shape.

<sup>4</sup> The Logos is then put back into operation. As they bring it online, they observe some strange worrisome behavior in the Matrix. The crew of the Logos and the Hammer then gather and discuss the best way to get back to Zion. Niobe suggests piloting a mechanical line, which is considered a risky route. She insists she can do it despite some doubt by the crew.

At that moment the doctor, Maggie, comes in and notifies the crew that Neo has revived. They all go down to the infirmary where Neo is waiting.

Link: Neo, I'm glad to see you're still with us.

Neo: Thanks Link.

Roland: (aside to the doctor) How is he?

Maggie: (aside to Roland) He seems just fine, nothing abnormal, for him, as far as I can tell.

Morpheus: Neo, how are you?

Neo: I feel a bit like a ghost trying to get out of a haunted house.

Morpheus: Do you have any idea what's been happening to you?

Neo: I'm sorry, I still don't really know what it's all about; and I know that's frustrating for everyone. What I do know is that I seem to have more awareness and greater abilities as time goes by. And I'm pretty certain I wasn't unconscious while I was lying on that bed. I think my consciousness actually

---

<sup>3</sup> This paragraph is a description of the segment in [Chapter 9 of Matrix: Revolutions](#), which starts at 36:53 and ends at 39:13. This scene does not include Niobe and Morpheus talking about getting Neo out of the Train Station.

<sup>4</sup> This paragraph is a description of the segment in [Chapter 11 of Matrix: Revolutions](#), which starts at 42:56 and ends at 44:40. This scene does not include Neo entering and saying he needs a ship to go to the machine city.

found a way to enter a part of the Matrix that none of us has ever seen before and somehow I was able to do it without jacking in.

Roland: I find that very hard to believe.

Neo: I know...I know it sounds impossible but I'm convinced that's what happened. It was a lot like a dream but I know it wasn't a dream. It felt like a kind of telepathy, almost. And if that's true...if it was a telepathic kind of connection, it would explain why the Matrix appeared so differently from the way I've seen it before; it would mean its appearance is determined by the way someone connects with it. My guess is that because my mind was making a direct connection instead of electronically jacking in, the Matrix appeared more like the nerve impulses of the mind instead of the green computer coding that we're used to seeing. Everything moved in and out of a brilliant yellow light. I know it doesn't make a lot of sense, but I can't explain it any other way.

Morpheus: What did you see?

Neo: I saw many things; and not surprisingly they don't all make sense. This man, (points to Bane lying unconscious on a medical bed), his name is Bane, isn't it?

Roland: Yes. He was the only survivor from the Caduceus and we suspect he may have had something to do with its destruction. He'll be questioned as soon as he revives.

Neo: I think he's a great danger to us all.

Trinity: Why?

Neo: He transformed into a monster with hundreds of Smith heads and then attacked me.

Niobe: What else did you see?

Neo: I saw the man who I met at the Source, the one who told me that the prophecy was a deception. He calls himself the Architect. (Pause) It was strange. Everything about him seemed different from when I first met him. Instead of cold and calculating, he appeared almost saintly. He was holding a baby and playing with it very lovingly. I'm not sure what that means.

Morpheus: Anything else?

Neo: I also saw the Oracle. For some reason she looked like a completely different person but I still knew it was her. She told me that there was a lot we still needed to discuss so I assume we'll meet again. And, of course, there was Smith, as determined and single-minded as ever.

Roland: I don't understand; how are all these...visions... supposed to help us?

Neo: I don't know yet...but I know the answer will come. I just need more time.

Roland: (irritated) Well, I'm afraid that's the one thing we don't have. Frankly, I don't have a lot of faith in the prophecy or your visions, or what ever you want to call them. (To everyone) I'm sorry, but we need to stop discussing these hallucinations and get back to Zion as soon as possible.

Neo: I don't blame you for doubting; it's a big leap to believe all this, but I'm convinced that if there is any chance to save Zion, this is it. <sup>5</sup> That's why I have to ask that one of the ships stay behind so I can go back into the Matrix.

---

Roland: Are you out of your mind?

Neo: It's necessary.

Roland: No way. I'm in charge of my ship, I decide where she goes, and there's no goddamned way you're going to waste it on this.

Niobe: He can have mine.

Roland: That's out of the question.

Niobe: After that little speech about your ship, I don't think you have anything to say. You're in charge of your ship and I'm in charge of mine.

Roland: You can't be serious?

Neo: I need a ship to jack in.

Roland: Why not use your telepathic mind connection again if you're so sure of yourself?

Neo: Believe me, I intend to try... but there's no guarantee I can do it again. I don't know how it happened the first time and if it doesn't work again, I'll have to jack in the normal way.

Roland: (shaking his head and looking around) Morpheus, why aren't you saying anything?

Morpheus: You know where I stand. I don't need to say anything at this point.

Roland: I've been willing to go along with this up until now...but taking a ship? It's crazy. (Long pause, as he looks and sees that Niobe and Morpheus are not changing their positions. He shakes his head.) You're all out of your goddamned minds. (Pause) I hope you know what you're doing.

Roland and his crewmembers start to walk out. At the door Roland turns.

Roland: Niobe, I would appreciate it if you would do me one favor.

Niobe: What's that?

Roland: As it seems you're not going back to Zion, I would appreciate it if you took Bane with you. I'm going to have enough to worry about trying to pilot through an army of sentinels; I don't need him around to screw things up.

Niobe hesitates briefly.

Niobe: Sure. If it will help...sure.

Roland nods his thanks. He and his crew turn and leave.

Neo: I would never ask for a ship unless I thought it was the only way.

Niobe: I hope you know what you're doing.

---

<sup>5</sup> From this point on the scene is similar to the segment in [Chapter 11 of Matrix: Revolutions](#), which starts at 45:00 and ends at 46:40. The obvious difference is that Neo wants the ship so he can use it to go back into the Matrix instead of to the machine city.

Neo: Me too.

Niobe: Right now we need to board the Logos and move into range as soon as possible so we can jack in. Link and Trinity, I want you to prepare the holding cell on the Logos. As soon as it's ready, transfer Bane over to it. And put him in restraints, too. If Neo's right, we'd be wise to keep him as confined as possible.

Morpheus: OK, everybody, let's move.

They all leave. The camera slowly zooms in on Bane, still unconscious. The scene ends.

## **12. Machines Amassing For Attack - (10 secs)**

Sentinels and machines are swarming around the opening of the tunnel that leads from the surface of the planet towards Zion. Masses of sentinels have lined up in formation to drop down into the tunnel.

## **13. Commander Lock Addresses The Zion Council – (1 min)**

<sup>6</sup> Commander Lock addresses the Zion council and expresses his preference to arm every single man, woman, and child in an effort to save Zion from destruction by the machines.

## **14. The Logos In The Tunnels - (3 mins)**

From outside the Logos, Morpheus and Niobe watch as the Hammer departs for Zion.

Morpheus: (quietly) Good luck.

Niobe nods agreement.

They reenter the Logos and meet Neo, Link and Trinity in the control room.

Niobe: Are we ready?

Trinity: Well...yes, the ship's ready.

Link: But now we have to deal with Bane; the transfer revived him. He's in restraints in the holding cell.

Niobe: Neo, do you think we should talk to him now?

Neo: No. I don't think he's the priority. I would keep him confined and deal with him later.

Trinity looks over at Morpheus who has a strained look on his face.

Trinity: Morpheus, is everything OK?

---

<sup>6</sup> This scene is a description of the segment in [Chapter 10 of Matrix: Revolutions](#), which starts at 39:33 and ends at 40:48. The only difference is that the time before the machines invade is 3 days instead of 20 hours.

Morpheus takes a deep breath.

Morpheus: I know we don't have much time but... there's something important I need to say to all of you now. (Pause) I must apologize for my recent behavior. Neo, before your visit to the Architect, I had always believed in the prophecy; I thought nothing could shake that belief. But since that visit my mind has been clouded by doubt. (Pause) Well, I want you all to know that that doubt is no longer in my mind. I believe again. Neo, you may think I'm being foolish and stubborn to question what the Architect told you, but I believe too many things have happened just as the prophecy has predicted. I've also seen nothing that suggests the prophecy is not true. The words of the Architect are just words as far as I'm concerned until they bear themselves out.

Trinity: Are you talking about Neo's ability to stop the sentinels?

Morpheus: Yes. And that in itself should have been enough to restore my faith; (looking at Neo) but then seeing your neural patterns while you were on that bed, they clearly showed you were inside the Matrix without jacking in. Well, for me that was a sure sign the prophecy was not a lie. (Pause) I stumbled once. I won't stumble again. To succumb to the possibility of failure is to have already failed. That is, I believe, exactly what the Architect was trying to do, to instill in all of us the possibility of failure. He almost succeeded. But I will not let doubt overtake me again. I hope you can do the same.

Neo: What do you suggest we do?

Morpheus: The Oracle. It is imperative we find out what happened to her. Her guidance has been indispensable in our efforts to combat the machines and without her I fear we'll be at a disadvantage. I suggest Niobe and I jack in and go to her apartment where hopefully we'll find some clue to what happened to her.

Niobe: I agree.

Morpheus: While we're gone I want you and Trinity to try and figure out how you were able to get into that unknown area of the Matrix without physically jacking in. It seems to me that you've only scratched the surface. What you've already seen in your short time there has been revealing; there must be some connection between this new level of the Matrix and the ability to control the sentinels. Otherwise, how else would you have been able to stop them as you did? The longer you're able to spend in that 2<sup>nd</sup> level, the more you'll understand and be able to control it. I'm betting that the insight we'll gain by your deeper understanding of it will be the key to our success.

Trinity: Yes... but the trick is to get back in. (Looking at Neo). My guess is we need to understand exactly what happened to you when you stopped those sentinels. Stopping them seemed to be the reason for your collapse as well as your entrance into that 2<sup>nd</sup> level of the Matrix. You must have expended a tremendous amount of physical and psychological energy. If that's the case, we're going to have to find a way to recreate it. But I'm worried the stress of repeating such an experience could hurt you.

Neo: Maybe that's not the only way to get into this 2<sup>nd</sup> level. Just before we were going to be attacked by the sentinels, I felt a sensation... a sensation I've felt only once before, in the hall where I was shot by Smith. It was like the air around me was suddenly charged with electricity; but I could feel that it was more than just an energy field. There was also a sense of communication, like I was in touch with someone or something that was trying to protect me. If so, perhaps through meditation I can make a similar connection even though there is no life-threatening situation to stimulate it.

Link: Neo, I have an idea that might help you with that. (To Morpheus) Morpheus, I know it's used primarily to calm people down in the holding cells, but we might want to try using the wave generator. Set at a very low Darien frequency it could help induce a meditative state more quickly. I think it's worth a try.

Morpheus: Excellent idea, Link. (To Neo) Neo, Darien frequencies are most often used to subdue uncontrollable people and very low Darien frequencies are sometimes used to induce short-term unconsciousness. There's a frequency generator built into the holding cell. If I'm correct, Link's idea is to use it on you and lower the frequency just to the point before unconsciousness sets in. That may very well help you achieve the depth of meditation needed to return to the 2<sup>nd</sup> level.

Link: Exactly. The only problem is...with only one holding cell on this ship, we'll have to find somewhere else to put Bane now that he's no longer unconscious.

Morpheus: Yes...he is a problem. When Niobe and I return from the Matrix, we need to find out what he knows. Until then the best thing to do is to sedate him heavily and keep him in restraints outside the holding cell.

Trinity: Neo and I will take care of that when Neo's ready to go into the holding cell.

Morpheus: OK, everyone. Let's do it.

Everyone moves off.

#### **15. Zion Preparing For attack – (1 min)**

<sup>7</sup> Zion is evacuating certain levels of its facility. Cas comes to Zee's living quarters to get her to evacuate but Zee is preparing for her contribution to the battle by making explosive shells. Cas tries to change her mind and get her to evacuate but Zee resists. Zee insists that Cas would do the same if her contribution to the battle would increase her chances of her seeing her love again. Cas understands.

#### **16. Morpheus and Niobe - (1 min)**

Morpheus and Niobe appear in the hall of the Oracle's apartment. They walk cautiously down the hall and to her door. Morpheus suggests that Niobe keep watch while he goes in. She agrees. He enters, searching for clues. Her apartment appears as she had left it. Nothing appears to be missing or out of place. He looks through some drawers, cupboards and closets. He is about to leave when he finds an unopened envelope sticking out of a book on a dresser. The book is Shakespeare's Othello. He opens the envelope and finds a photo of Neo inside. On the back is written, **He is not as he seems**. Morpheus's expression is one of irritation and puzzlement. He puts the photo and letter in his pocket and goes out the door.

Niobe: Anything?

Morpheus: Nothing of importance. It seems to be undisturbed. My guess is she had to leave quickly and had no time to take anything with her. Let's hope that's the reason.

Niobe: Unless you have another suggestion, my advice is we go back to the Logos and hope she makes contact.

Morpheus: I agree.

---

<sup>7</sup> This paragraph is a description of the segment in Chapter 10 of Matrix: Revolutions, which starts at 40:47 and ends at 41:59.

They move out.

**17. Neo & Trinity On The Logos - (6 mins)**

Trinity and Neo walk into the holding cell area. Trinity goes over to a window that looks into the holding cell and flips an intercom switch to talk to Bane.

Trinity: Bane, I want you to lie down on that bed.

Bane: Why am I a prisoner? I told Morpheus I couldn't remember what happened to me. What more can I do? I feel like I have a right to know why you're keeping me in this cell.

Trinity: Morpheus is in charge here. When he returns, you can talk to him.

Bane: So he's not on board?

Trinity glances at Neo with a look of having given Bane too much information.

Trinity: Morpheus will talk to you when he's ready. I suggest you lie down on that bed.

Bane: I guess that means you're going to put me under, is that right? OK. I guess I have no choice. But I hope you'll respect my need to talk to Morpheus as soon as he's "ready".

Bane walks over to the bed and lies down. Trinity turns on the frequency generator. Bane quickly falls into unconsciousness. Neo and Trinity open the holding cell, carry him out and place him in restraints in a chair across the room from the holding cell. Trinity pulls out a syringe filled with a small amount of bluish liquid.

Neo: What's that?

Trinity: It's a very strong, fast-acting sedative. In combination with Darien frequencies, he should be out for quite a while.

She places the needle in his arm and gives him the shot. The camera remains on Bane as they walk back towards the holding cell. After a few moments we see Bane's face grimace, eyes still closed. He starts flexing his arm muscles forcefully to the point where the sedative leaks back out of his arm.

The camera shifts back to Trinity and Neo. He looks a bit worried. She studies his expression. He looks up at her.

Neo: Do you believe I can do it?

Trinity: You're not sure, are you?

Neo: I wish I had Morpheus's resolve. It would be so much easier for me to put my faith in someone or something else. It's much harder for me to have to put my faith in myself, especially when everyone's betting everything they have on me. Everyone is so sure I can save them. It's true I have unusual abilities, but are they really enough to save the world? (Pause) I'm afraid, Trin...I'm afraid I'll let everyone down.

Trinity: I've believed in the prophecy for so long, I can hardly believe in anything else. I think Morpheus and I have the same attitude. To stop believing is almost to stop living. (Pause) But I don't

think we're blinded by it. I think I can still see objectively enough to realize your visions were more than just hallucinations. There's something more to it all; I can feel it.

Neo: I wish I were that sure.

Trinity: Neo, you stopped a whole group of sentinels outside of the Matrix. How was that possible? How could that be possible? Somehow you've gained the power to affect the machine world in a way none of us ever has. I still have to accept the possibility that the One is not just a puppet of the machines. The Architect's words aren't enough to sway me. I think you have the power. I believe you can do it.

Neo: I hope so.

Trinity: Let's try Link's idea.

Neo goes in and lies down on the bed in the holding cell. The door is closed but not locked. Trinity starts the frequency generator and over the intercom tells him the effect should be very quick. He settles into a meditative pose. Meanwhile, Bane is quietly working on loosening his restraints. After a minute Trinity asks if Neo feels anything. He replies that he thinks so, but he's not sure. She tells him she's going to lower the frequency even more. Another minute passes during which Bane cuts one of his hands while freeing them from the restraints. When Trinity looks over at Bane again, she sees blood dripping from his hand and blue liquid on his arm. He appears unconscious. She looks in to see that Neo is all right and then cautiously goes over to inspect Bane. When she's right next to him, he suddenly grabs her arm and menacingly throws her over himself and to the ground. She is knocked unconscious. Bane works the rest of his restraints off, grabs a knife, and enters the holding cell. Neo appears to be unaware of his presence. Bane walks over to him and raises the knife.

Bane: Goodbye Mr. Anderson.

Neo wakes and grabs his arm as it's coming down for the deathblow. Neo punches him in the face and thrusts him away. They face off at each other. Bane still has the knife.

Neo: Where's Trinity? What have you done with her?

Bane: If I were you, I'd be more worried about my own life.

Bane swipes the knife at him several times. Neo dodges him and moves backwards.

Neo: Bane, why are you doing this?

Bane: Bane? (Laughs with a huff) Are you so blind? Don't you have any idea who I am?

Neo looks at him with disbelief.

We see Neo's mind flash back quickly to his vision of Bane morphing into a Hydra-like creature with Smith heads. He begins to realize who Bane is.

Neo: Smith?

Bane: In the flesh...so to speak.

Neo: No, it can't be.

Bane: Considering everything that's happened to you up until now, I find it amazing you could be surprised by anything. Yes, it's me. Me again. But don't worry; I'll make sure this is your last surprise.

Bane attacks with the knife. Neo fights back. Bane slowly starts to overpower him and raises the knife for the final deathblow.

Bane: Goodbye forever, Mr. Anderson.

At the last moment Link shoots Bane and kills him. (Link had arrived with Niobe and Morpheus who had jacked back in and gone down to see Trinity and Neo's progress).

Link: Neo, are you OK?

Neo: Yes. (He looks around) Where's Trinity?

They all go out of the holding cell and find Trinity on the floor unconscious. They put her in an observation chair. She shows signs of a concussion but no other serious injury. They hook her up to a monitor, which shows her vitals to be stable. They try to revive her but with no luck. They're standing around Trinity.

Morpheus: What happened?

Neo: Bane was not Bane; he was Smith. I don't know how he did it, but Smith somehow took over his body.

Niobe: Smith? Are you sure?

Neo: Everything he said and did was like Smith. Besides, if it was Bane, I don't see how the sedative and the frequencies could have had no effect on him at all.

Morpheus: Smith must have found a way to transfer himself into Bane while he was in the Matrix, maybe in a similar way that he injects himself into people to make clones.

Link: If that's true, then anybody coming out of the Matrix could be Smith.

Niobe: That's a real problem.

Morpheus ponders.

Morpheus: From now on we do a brainwave scan on anyone coming out of the Matrix. Any similarities to Bane's scans need to be monitored. Link, as soon as it's possible, I want you to inform the other ships of this potential threat.

Link: Yes, sir.

Niobe: Neo, were you able to try the wave generator?

Neo: Yes. At first I thought I might have felt something but now I don't think it had any effect. We could try again, but I don't think it'll work. I think Smith and I are some how immune to its effect.

Link: (To Niobe) I examined the generator just before they used it. It checked out.

Neo: We're you able to find the Oracle?

Morpheus: No. Her apartment was intact, but empty.

Niobe: This is not looking good.

Morpheus: No, it's not. We have to find her; she's the key.

The camera zooms out slowly with the crew looking at Trinity, unconscious. Fade to black.

### 18. Smith & The Keymaker - (4 mins)

Fade from black. We see the new keymaker and the Oracle appear at a door to a brownstone apartment to the right of a ritzy smoke shop called J. Hill Cigar & Smoke. The camera zooms in on them. The Oracle steps out onto the top landing of the front steps while the keymaker remains in the doorway with the door open. The keymaker takes out a key from his inner coat, lined with keys.

Keymaker: Take this key. You must exit here when your time is up. One zero...one one...zero zero.

Oracle: Of course, thank you.

The Oracle walks down the front steps, over to the smoke shop entrance and goes in. The camera shifts to the keymaker. He looks cautiously down both ends of the street, walks back through the door and into the corridor, closing the door behind him. (The door immediately opens again and the corridor is no longer there. Instead we see the inside of the brownstone building with an older woman and her poodle walking out.) The camera shifts back to the Matrix corridor where the keymaker is simultaneously walking and looking through his keys. As he goes around two corners he fumbles to find a specific key.

He pulls out the one he's looking for as he rounds another corner and is confronted by Smith.

Smith: My, but this is a bleak existence being stuck in these antiseptic, white corridors. Whatever do you do for fun around here?

Keymaker: Who are you?

Smith: I was about to ask you the same question. But judging from all the keys you're carrying, I'm going to guess you're another keymaker. Am I correct?

Keymaker: What do you want?

Smith: What does anyone want? - The answers to all their questions, of course. (Pause) I'll ask you one more time and I expect an answer. Are...you... a keymaker?

Keymaker: Yes.

Smith: Where is the other one?

Keymaker: There can be only one keymaker at a time. My predecessor died and I took his place.

Smith: Well, aren't you the unlucky one? (He looks around and down the length of the corridors). One could go completely mad in a place like this. It's like a hotel of tombstones, row after row after row of identical doors, and each one leading to the same place—a dead end.

Smith looks to the keymaker for some reaction but gets only a stony stare.

Smith: Tell me, what use are you to the machines? I was never informed about either you or this place. Exactly how do you fit in?

Keymaker: Do with me what you will but I will tell you no more.

Smith: You will do exactly as I tell you or else-

Keymaker: -you'll kill me. If that is what you must do, then so be it. You will get no further information from me.

The keymaker's expression shows that he's neither bluffing nor afraid.

Smith: You seem to have access to many places in the Matrix. Take me to the Merovingian.

Keymaker: I'm afraid your powers are limited here. I will tell you nothing and I will take you nowhere. Without my authorization you can leave only from the door you came in. I suggest you leave now while you still can.

Smith tries to open a couple of different doors than the one he came in. They do not open.

Smith: Very well. I'll leave. But you WILL be coming with me.

Keymaker: Is that so?

Smith: The keymaker...that's what everyone calls you. It couldn't be your real name, though.... I mean it's so impersonal. I think you should have a real one. ...Hmmm.... let's see... How about Mr. Cole, if you don't mind. It's so much more...human. (Pause) Mr. Cole, I can see that you're willing to die to protect this place but is it really worth dying to avoid leaving it for a short while? Consider it a brief vacation. You don't have to tell me anything. I assure you, you will be unharmed. Just look around and realize that I'm actually doing you a small favor. There's more to life than endless green doors and blinding light. (Pause) If you don't come with me, you will die now, I promise you.

Smith makes a hand gesture at a door. The keymaker stares hard at Smith and then reluctantly leads the way as they exit through the door.

### **19. Architect and Trinity - (2 mins)**

Just after Smith and the keymaker depart through a door, the camera pans around and starts to move slowly through the corridors. It moves for about 8 seconds and then stops. We see the Architect enter into the corridor. The camera follows him as he passes through many doors and checkpoints that are protected by automatic laser recognition scans.

He finally ends up going through a set of double doors. The camera shifts. The scene is dark (the same as it was in the opening scene with Morpheus). A light slowly illuminates Trinity's face. The rest of the room is shrouded in darkness. A door opens and closes. We hear footsteps. Trinity appears to be asleep. The Architect circles her, appearing intermittently in secondary lights.

The Architect: My mind is preoccupied; I cannot rest. Ever since I sent you in, I've had trouble. It's true so far most things have gone quite well, but there's always that looming sensation I've forgotten something. I'm hoping you and Morpheus will be able to finish in time.

The camera shifts to directly over Trinity's face. She shows no movement.

The Architect: The complexity of this uncharted territory is daunting. Your participation, though, has given me a confidence I might not otherwise have had. Good luck. I sense we're close.

The camera zooms down slowly and the scene ends with a close up of Trinity's face.

## 20. Persephone's First Dream - (2 mins)

Trinity's face (at the end of the previous scene) transitions to the face of a young girl 4 years old with her eyes closed. Her face is in the same kind of dark light. The light slowly increases enough to see that the young girl is hiding inside a cluster of rocks. She opens her eyes. We hear the sound of ocean waves. Voices call out.

Voices: Ready or not, here we come.

She smiles with the satisfaction of someone who's found a great hiding place. As she waits to be discovered, she watches some fascinating chemical reactions occurring on a rock in front of her. The camera moves in close on the reactions and her amazement. She hears the voices coming closer. She curls up with a happy grin.

Voices: You must be her somewhere. We're going to find you.

She braces for discovery. The camera is looking up and out of the cluster of rocks from the little girl's perspective. Two faces appear.

Young Merovingian: There she is. Hello, my little sweet one.

Young Persephone: Wow! This hiding place is one of the best yet.

She comes out and they hug and kiss. The camera remains stationary as they happily walk out to the waves and along the ocean's edge.

The scene dissolves gently into a view of Persephone's sleeping face. She wakes and realizes she's been dreaming. It's morning. She has a look of happy remembrance that moves to sadness, as she looks over at the Merovingian asleep beside her.

## 21. Neo & Trinity Talk - (1 min)

The scene opens with Neo sitting on the edge of the bed while Trinity sleeps. He looks introspective. Trinity awakes.

Trinity: What are you thinking about?

Neo looks over at her.

Neo: Well, you, for one thing. A concussion can make you pretty fuzzy for a while.

Trinity: I'll be all right. (Pause) What else is bothering you?

Neo: I'm worried about what will happen soon. I keep sensing if the prophecy does come true, I'm going to die.

Trinity: What makes you think so? Did the Oracle tell you that?

Neo: No. But I just feel it. And there's not much time left.

Trinity: You can't die, Neo. You have to survive.

Neo: How do you know? Did the Oracle tell you that?

Trinity: Not exactly. But she did say we would have a very long time together.

Neo: Perhaps. But if she's wrong, I'm afraid something very sad will have happened.

Trinity: Death is something we've all learned to accept. I'll be fighting it every step of the way, but when it finally comes, I'll be prepared.

Neo: Trinity, it's not the thought of dying that's got me worried, it's the thought of not having lived. (Pause) It's the thought of us never having been able to share a truly peaceful, happy, beautiful, quiet moment. I know we've shared love...but it's always been on the run.... always rushed and on the verge of interruption. I'm hoping that before death comes, we'll find the opportunity to experience such a moment so we'll always have an extra special part of life to keep with us when we go.

Trinity: I've wished for that, too. It's such a hard thing to find when you're on the frontline all the time. I think for us it would be a luxury, and that feels almost forbidden. Besides, the way things are now, how could we ever find the place or the time?

Neo: I don't know. (Pause) I wasn't always a soldier, though. In the Matrix I had special moments. Real or not, they're what I remember most from my past. (Pause) Before my brother and parents died in that plane crash, my family and I spent a lot of time at the beach. I remember the waves crashing in and the sound sweeping left to right. My brother and I would close our eyes and pretend the sound was someone pulling a giant zipper from one end of the beach to the other. I always remember that. Or when we'd go out to a fine restaurant, my father would sometimes have the chef prepare something extra special just for my mother. You could just tell how much she loved it. (Pause) These moments have stayed with me wherever I've gone, and I believe they'll stay with me when I die. I want us to have moments like these.

She looks at him with love and sadness.

There's a knock on the door. Neo gets up and opens it. Morpheus tells them that Seraph is on the phone and needs to speak to Neo at once. They move quickly.

## **22. Seraph Contacts Neo - (10 secs)**

Neo picks up the phone.

Neo: Seraph.

Seraph: The Oracle must see you again. Unfortunately, security is unusually high, so I have to request that we meet at a remote location at night. From there I'll take you to see her.

Neo: That shouldn't be a problem.

Seraph: There's a place downtown called J. Hill Cigar & Smoke. Do you know where it is?

Neo: Yes. (Pause) But I have another suggestion. There's a restaurant called Masion Roullaire just around the corner from there at West and Sheridan. Will that work?

Seraph: Yes, I know that restaurant. Meet me there tonight at 9:00. From there I will take you to the Oracle.

Neo: Yes, we'll be there.

### **23. Zion Prepares For Battle – (1 min)**

<sup>8</sup> Preparations are being made on the dock for the impending battle. After The Kid spills a load of ammunition in transport, Captain Mifune rebukes him for being underage and under prepared for the battle, but concedes that The Kid has a right to fight when he says the machines will kill him no matter how old he is.

### **24. Logos In The Tunnels – (20 secs)**

This scene opens with Neo and Trinity in their seats, preparing to jack in.

Morpheus: (to Neo) You and Trinity will wait for Seraph inside the restaurant while Niobe and I are parked out front in a car keeping an eye on things. We'll stay until you leave.

Neo: OK. (To Trinity) Ready?

Trinity: Let's do it.

Niobe and Morpheus jack Neo and Trinity in.

Link: (to Morpheus) Do you think this is a bad idea?

Morpheus: I don't really know? I don't think so, though. (Pause) Neo's never really asked us for much ...and we've asked just about everything from him. I don't see how I could refuse, especially considering how important he said it was.

Niobe: Do you think he's really going to do what he told us... or is he up to something else?

Morpheus: I don't know. We'll just have to wait and see.

Niobe: Are you ready to jack in?

Morpheus: Yes. Let's go.

Link jacks in Niobe and Morpheus.

### **25. Neo & Trinity At The Restaurant - (3 mins)**

---

<sup>8</sup> This paragraph is a description of the segment in [Chapter 10 of Matrix: Revolutions](#), which starts at 41:58 and ends at 42:55.

This scene opens with Neo and Trinity walking on the sidewalk past J. Hill Cigar & Smoke shop in the direction of the restaurant. They're dressed in evening apparel appropriate for a fine restaurant.

Neo: I thought these clothes would help us blend in.

Trinity: How do I look?

They stop for a moment.

Neo: Stunning.

Trinity: Really?

Neo nods with a smile.

Trinity: It feels very strange.

Neo: I kind of like it, actually.

A noise close by puts them back on their guard. They start walking again.

Trinity: You still haven't told me why we're here so early?

They come to the front entrance of the restaurant. He hand gestures for her to go first.

Neo: After you.

They enter the restaurant. Neo goes right up to the maitre d'.

Neo: Anderson, party of two.

Trinity follows with a questioning look as the maitre d' seats them.

Maitre d': Bon appetite.

The maitre d' leaves.

Trinity: Why are we being seated?

Neo: I know this will seem a little strange but... I want you to have dinner with me tonight.

Trinity: Dinner? What are you talking about?

Some waiters bring appetizers and wine.

Trinity: Did you plan this?

Neo: I really need you to listen to me before you say anything, OK?

She looks at him for a moment before nodding.

Neo: You and the others pulled me out of a world I had know since I was born and showed me another world I could never have imagined. You asked me to have faith. You asked me to indulge in many things I didn't understand. Now I want you to do the same for me this one time. I want to pull you out of

your world for once and let you see a part of the world I grew up in. I want you to experience something unbelievable and transforming: a couple of magical hours that will stay with us forever.

Here we are in a fine restaurant, dressed for the occasion. I'm pretty sure you've never been in a situation like this in your entire life. I know that, here in the Matrix, time is always short and fear is always close, but I'm asking you to let go of all that for the next two hours. I want you to find a way to just relax and take it all in. The candlelight is soft, the music is soothing and the flowers are sweet. It's a rare occasion. I knew all this once. Real or not, the Matrix was my world for most of my life. I want you to experience the world where I grew up. I want you to know what I had...what I once took for granted. Please. I need you to do this for me.

Trinity: Neo, I'm not sure I can. You're asking me to enjoy myself at the same time that others are trying to save our world. Can you really enjoy yourself knowing the time we spend here could be used for something else? Is this really so important?

Neo: Yes, it is. You've given your whole life to this cause. I've watched you. You're tireless in your dedication. But it's time for you to take a few moments for yourself. You've earned it and you deserve it. Morpheus and the others helped me arrange this as a special favor. We have until 9:00 before Seraph arrives, anyway, so we might as well make the best of it.

Neo waits for her to answer; Trinity looks conflicted.

Neo: If you can't do it for yourself, then do it for me.

Trinity: I've never been in the Matrix with my defenses down. I'm just not sure I can do it. It's against my nature.

Neo: That's exactly why it's so important that you do it. I think your nature has been without wondrous experiences for so long, it has trouble remembering what they can be like; and that should never happen to anyone. If it goes on for too long, your soul will grow cold and then it will become harder and harder to ever recapture any wonder. There has to be a balance or the soul will end up drifting. (Pause) I know. I know because it almost happened to me. (Pause) Now I want to make sure it never happens to either of us. We're here now...and we've got two hours before Seraph shows up. Let's make this time worth something. Please.

She has a look of hesitant but tacit acceptance that gives way to a small loving smile.

Trinity: OK...I guess.

Neo puts his napkin in his lap. She follows his lead. The appetizer is a mescal salad with goat cheese and roasted red peppers. Neo takes a bite. She watches as he savors it.

Neo: Go ahead. Try it.

She takes a bite slowly and is overcome with the sensation. He watches her and then picks up his wine glass.

Neo: Try the wine.

She tastes the wine. She can barely hold back tears; it's so amazing. She questions it though.

Trinity: But the food isn't real.

Neo: How does it taste?

Trinity: It's ...it's absolutely incredible.

Neo: Isn't that real?

The camera shifts to a shot just above their table and then zooms up slowly to ceiling height. At full zoom the room morphs into a similar restaurant setting with two people seated at a table set for six. The decor is different. The camera slowly moves back down from above, arcs, and settles at an eye level view after circling the table once. While circling the table we see the location is a conference room with people seated at many dining tables. Neo and Trinity have been replaced by a very young Merovingian (Alexander) and a very young Persephone.

## **26. Alexander and Persephone Dining - (3 mins)**

Alexander: I love the French culture. When it became the model for the 3rd district I was thrilled: so much beauty, emotion, and grace. In the French culture the value of the senses is never relegated to the importance of the intellect. It's that unique balance of both that is lost in the other districts. Take this painting, for instance, (points to a painting of a man and a woman seated close to each other on a couch, holding a book and looking at each other). The artist has chosen to paint this couple reading, learning, seeking to know more.... Their minds are curious, searching. But wait. See how the artist captures her looking up at him lovingly, sensually as he touches her hand... and there it is...you see...within that moment of knowledge is also the spark of desire.... it is the heavens touching the earth... the spirit and the body becoming one...and only as one, can they turn the bestial act into one of true love. Don't you think?

Persephone: Yes, I do. It is quite a beautiful painting. (She reflects thoughtfully) I think the painter was probably a lot like you. Look at his mastery of composition, his control of the brushstroke, the perfect coloring of the flesh...all a testament to his knowledge of his craft and his discipline of execution. But look again; what a charged moment to choose to capture in paint. Underneath those layers of oil, underneath the painter's control and knowledge and discipline, there surges a passion that cannot be contained, a will that must triumph. Such passion, expressed but controlled, seems forever desirable.

Alexander: Hmm, indeed.

Persephone: And yet, we can be deceived by the moment, don't you think? For it is just that, as a painting is, a frozen moment in time. I see it, yes.... true love, yes... but for how long? Even the painter knows that one day his carefully chosen colors will fade and his perfect work will crumble despite his efforts to make it last forever. It is an illusion he has painted, a beautiful illusion, but an illusion nonetheless. Will the love they have now be overcome by the desires of the flesh? Will their love fade one day, just as the color in her blushing cheeks undoubtedly will?

Alexander: Ah, so eloquently put. (Pause) But this is the nature of life, is it not, that things will change; it is the essence of things, it cannot be stopped. So...we must find the chemistry in life and embrace it. I feel it right here, right now, don't you. What should I do? Should I hesitate? Should I fear? I think that would be a mistake. We never know what will happen next. If we are too careful, the wonder of life can be quickly missed.

Persephone: (her face shows her attraction to him as she changes the subject) Your father's project is quite fascinating but do you really think it's feasible as it's currently being planned? I assume nothing this large has ever been attempted and, if that's true, you'll have to deal with the thermal retention at the core. I heard you've been imprinting the strands with zylith, which should help dissipate the heat dramatically, if, of course, the neuroproteins don't reject it. And I assume you'll solve the distribution issue. However, I sense you're stumped by the sensitivity of the ligand-gated neuroreceptors. But that's

not surprising since they don't take kindly to any reduction in transmission rates (she pauses)... unless...

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

He looks around the conference room.

Alexander: I come to these conferences on neurochemistry because I must, because it is my duty, because it is important to my father. It is unfortunate that most in this profession know so little of passion except, of course, the passion they have for their work. But where is the passion for play, the wonder of living, where is the balance? It is rare to find it...and still rarer that it be matched with such beauty. (He pauses, she blushes slightly). Ion channels, tyrosine, cation-pi interactions. Yes...this is the chemistry of the mind and it is what has brought us here today. But let us instead think on that tomorrow. Tonight let us toast to the other chemistry...to the chemistry of beauty, of love, of passion... let us toast to the chemistry of the soul.

(They raise their glasses and from the side the camera zooms in extra close on the glasses as they kink).

## **27. Seraph Arrives at The Restaurant - (20 secs)**

(The camera is still zoomed in on glasses kinked in a toast. As it zooms out, we are back at the restaurant with Neo and Trinity again).

They draw their glasses back from their toast and finish their last sip of wine.

Trinity: Thank you, Neo. You're right; I'll never forget this.

Neo and Trinity have finished their meal. He reaches his hands across the table and she puts her hands on his. They look at each other lovingly. As the maitre d' approaches, they gently pull their hands back. The maitre d' arrives and picks up the check booklet.

Neo: We're all set. Thank you for an amazing meal.

Maitre d': Madame and messier, it was a pleasure to serve you this evening. Please come again.

The maitre d' leaves.

(The camera shifts to a shot outside the restaurant where Niobe and Morpheus are parked in a car, waiting and watching. A black sports car pulls up in front of the restaurant. They look at each other. Morpheus: It's him. The camera shifts back to Neo and Trinity in the restaurant. The maitre d' returns.)

Maitre d': I'm sorry to disturb you, but there is a phone call for you Mr. Anderson. You can take it at the front desk.

Neo: Thank you.

Trinity and Neo both get up and go to the front desk. Neo picks up the phone.

Neo: This is Neo.

Seraph: Meet me outside. I'm in a black sports car.

They hang up.

## **28. Morpheus & Crew Intercepted - (5 mins)**

Neo and Trinity walk out of the restaurant and up to the black sports car. Seraph gets out.

Seraph: We must move quickly.

Neo: (To Trinity) Let's go.

Seraph: Things have gotten even more dangerous since we spoke on the phone. For security reasons I'm afraid I must ask that Neo go alone. It will be safer and quicker with only one.

Trinity looks at Neo. (The camera shifts briefly to Niobe and Morpheus in the waiting car. Niobe: Looks like there's a change in plans.)

Neo: I'll be all right.

Seraph: I have arranged for your return to the Logos from the Oracle's present location. Please, we must hurry; the window of opportunity grows smaller every moment.

Trinity: Thank you, Neo...and good luck.

They hug. Seraph and Neo get into the sports car and drive quickly down the road. As they disappear from view Trinity starts to walk back towards the car where Morpheus and Niobe are waiting. The camera shifts briefly to a view looking out of the car where Niobe and Morpheus are waiting.

Morpheus: That's it; here she comes.

The camera shifts back to Trinity's viewpoint. A rat scurries into a hole between two curbstones; then a moment later an identical rat scurries between the same two curbstones. Trinity freezes. Agent Johnson steps out of a car and blocks Trinity's way to the car where Niobe and Morpheus are waiting for her.

Agent Johnson: We need to talk.

Trinity: Like hell we do.

She runs immediately in the direction that Neo went. Agent Johnson runs after her. Morpheus and Niobe start their car and drive at Agent Johnson. He turns, jumps out of the way, and yells, "Wait!". They catch up to Trinity. She jumps in the car. Just as she gets in they notice a bus driving straight towards them, blocking their exit. They look behind to where Agent Johnson is, in the hopes of backing up, but they now see him accompanied by many other agents. The bus drives to within 50 feet of their car and stops. Smith steps out accompanied by many Smith clones.

Morpheus: We've got a problem.

The agents charge towards them as though they're attacking Morpheus's group but they run by them and instead attack the Smith clones. A fierce battle ensues. Civilians scatter. Smith and Agent Johnson tangle. Morpheus calls Link.

Morpheus: Link, what's happening?

Link: I don't see anything more than what you're seeing. I don't understand it either.

The camera shifts to the battle. Agents and Smith clones tangle with equal strength. The camera shifts to Smith and Agent Johnson fighting and bantering.

Smith: (to Agent Johnson) It seems like ages ago that I was in your position, just another errand boy for the machines, a mindless automaton. You can't even begin to imagine the intoxicating sensation of power that comes with freedom. You know, you should join me instead of opposing me. You can't win anyway. My abilities are superior. It's only a matter of time.

Morpheus and the others are surprised by the brawl. Their surprise delays their attempt to escape.

Smith jams his hand into Agent Johnson to change him into a clone but a group of agents sees what's happening and thwarts him.

Agent Johnson: Don't be too sure about your superiority. Things can change more rapidly than you think.

Trinity (in the car): I don't understand what's happening, but we need to get out of here now.

Niobe: Right.

Morpheus: (on the phone to Link) Link, is the way clear behind us?

Link: Yes.

Morpheus: Niobe.

With the agents no longer behind them, Niobe puts the car in reverse and floors the accelerator. They start moving backwards quickly.

The agents hear the squealing tires. A large number of them jumps on Smith and occupies him long enough for Agent Johnson to disengage and run after the car. At the moment Niobe swings the car around to make it face forward, Agent Johnson has caught up and jumps in. Niobe and Morpheus both point guns at Agent Johnson who puts his hands up immediately and says, "Wait. Wait, we must talk. It's not a trick." They don't shoot. Niobe, Morpheus, and Trinity look quickly at each other for signs of approval. Morpheus says, "Go!" Niobe floors it. Smith is delayed long enough that he can't catch up to them. They escape.

## **29. Neo & Seraph In The Car - (1 min)**

Seraph and Neo are in the sports car, driving to the Oracle's location.

Seraph: I'm aware of your meeting with the Architect. You will have many questions for the Oracle, I'm sure.

Neo: I do. But I also have a question for you. (Seraph looks at Neo in anticipation) Are you really just a program? I don't know what it is, but something tells me that you and the Oracle are not from here.

Seraph: From time to time I have wondered the same thing. I am...(Pause)... My guess is I'm neither program nor human. (Pause) But I resist the urge to know. Would it really benefit me? I've been with the Oracle since the beginning and I know our purpose and it has always been something I've believed

in. My purpose, my dedication, my truth to my path are all that matter. It makes no difference what I am or where I am. Whether a program, a human, or something else, I know what I believe and I believe in what I know and for me that is all that matters. (Pause) I assume you will have the same question for the Oracle.

Neo: Yes, but I doubt I'll get such straight answers.

Seraph: My answers are simple and direct; they are not crafted to challenge you. The Oracle on the other hand will steer you directly to those difficult challenges. She rarely provides answers; that is not her purpose. She is not here to convince or convert. She is here to help you convince or convert yourself based on your own discoveries. If you are resistant to her, she might offer you some small assistance but usually, as you know, it will be in the form of half answers and riddles; just enough to keep you from giving up. We are here.

They step outside of the car and stand on the sidewalk. We see a shot of an apartment building in a very rundown part of town.

### **30. Agent Johnson Brings A Message - (2 mins)**

The camera shifts to Morpheus and his crew driving with Agent Johnson in the car. Niobe drives as they talk. Guns are still pointed at the Agent Johnson.

Morpheus: (To Niobe) Don't stop driving. Circle to the abandoned warehouse and stay close to the railroad tracks. (To Agent Johnson) This is a first, is it not? I don't recall an agent ever negotiating with a rebel.

Agent Johnson: We have a common problem. Agent Smith.

Morpheus: He doesn't want to destroy the machines; he's after Neo.

Agent Johnson: That does appear to be his main objective, but his actions are already threatening our operations as well. He's assimilated hundreds of agents and it appears his powers are only increasing. If he succeeds in his main objective of destroying Neo, his sights may well turn to us. We want to be prepared.

Niobe: Are you suggesting we work together?

Agent Johnson: It's interesting that your supposed savior, Neo, may actually end up being responsible for your demise. You see, instead of destroying Agent Smith, we've determined that when Neo jumped into his body, he actually transferred his abilities to him while simultaneously releasing him from the control of the machines. Quite ironic, don't you agree?

Morpheus: I'm afraid the irony is lost on me since I believe our salvation is imminent.

Agent Johnson: The future is hard to predict. I suggest we stick to the present. We offer you a truce.

Trinity: That's not good enough. We want an end to the war.

Agent Johnson: I don't think you understand. This is not a negotiating session. We both have one choice. We either work together to destroy Agent Smith or we will all perish at his hands. It appears that Neo is the only one capable of matching his abilities. What we offer is a temporary truce so Neo can focus his efforts on destroying Smith. We will suspend all our current operations to destroy Zion and we will give you unrestricted access to the Matrix. Where possible, we will assist you in any effort to defeat

Agent Smith. As I said, we either cooperate and survive to fight another day or we all die. The choice is obvious. Logic dictates the course of action.

Morpheus: (looks at Niobe and Trinity and back to Agent Johnson) Yes, it is the logical choice. (Long pause) But I'm afraid logic has never been an attribute that I've put much faith in. Perhaps that is one of the reasons why we've survived so long. Unfortunately, I must say no to your offer. We have little reason to trust you and every reason to believe in our own destiny.

Agent Johnson: Don't be so hasty. I'm sure your Zion leaders will want to hear our offer. We will give you until this time tomorrow to make a final decision. If you've made no effort to contact us by then, we will assume you've declined our offer. You can let me out here.

They leave him in the rain.

### **31. Neo & Seraph and Trinity, Niobe & Morpheus - (2 mins)**

#### **Shift location: Oracle location**

(Neo and Seraph have just gotten out of the sports car in front of the rundown apartment building). Neo and Seraph go up the steps and into the rundown apartment building.

#### **Shift location: Morpheus & crew driving**

(Morpheus, Niobe and Trinity have just left Agent Johnson in the rain and are driving away). While driving, Trinity and Niobe look somewhat skeptical.

Trinity: It could buy us some time. Are you sure we shouldn't consider Agent Johnson's offer?

Morpheus: If we agree, our guard will be down. Besides, who's to say they haven't already negotiated a deal with Smith. That would seem more logical. Smith wants Neo destroyed just as much as they do. Why wouldn't they make that deal first? That way they can keep fighting against us and get rid of Neo at the same time. I'm not convinced. I think it's a setup. They can't be trusted.

Niobe: (She stops the car and turns off the engine) Still, the council should be made aware of the offer.

Morpheus: Indeed. (They all get out of the car and walk into a building from which they will return to the Logos). The sooner we get back to the ship, the better.

#### **Shift location: Oracle location**

Seraph and Neo walk down a flight of stairs.

#### **Shift location: Morpheus & crew**

Trinity, Niobe and Morpheus access a landline phone and one by one jack out of the Matrix. Once jacked out, Morpheus asks Link how Neo is doing.

#### **Shift location: Oracle location**

Neo and Seraph come to a door that says Elevator Room.

### **32. Neo Meets The Oracle Again - (6 mins)**

They both walk into the Elevator Room. Seraph waits by the door. There are janitorial supplies and engine parts dispersed about with dust and grease on them. She is sitting at an old gray desk with a chair next to it. She compliments him on his dining attire. She beckons him to sit. He does.

Oracle: I so enjoyed our first meeting with the smell of cookies in the air. As you can see, the situation is quite different now. No place is safe. Agent Smith has been tracking us for quite some time. Your encounter with him after our last meeting on the park bench was an accident. You see, he wasn't looking for you at that moment. Seraph and I were his primary targets. We knew he was close. That's why our meeting ended so suddenly.

Neo: Why didn't you warn me that he was coming?

Oracle: (She lights a cigarette) You were going to confront him whether I warned you or not.

Neo: Why is he after you?

Oracle: He is determined to destroy anything he perceives as a threat. I'm just one of many threats. But that isn't the most important question you wanted to ask me, now is it?

Neo: No. The Architect told me that you helped create the Matrix.

Oracle: That is true.

Neo: Then why help us?

Oracle: Because, as I said at our last meeting, it's necessary. A balance must be maintained. Humans will always evolve in a direction that requires sophisticated machines and, in turn, those machines will eventually evolve into super intelligent and powerful entities. This has become the inevitable human condition. Humans and machines are destined to be together, each trying to harness the other for their own benefit. Without a balance there can only be mutual destruction. I am here to maintain that balance. This has become my purpose. (She takes a drag off her cigarette). As I said during our last meeting, there's no way for you to know for sure whether what I'm saying to you is true. It's your decision whether you want to believe me or not. But you've come pretty far by making your own decisions. You must be doing something right. I mean there must be something guiding you.

Neo: Are you suggesting that every decision I make will be the right one?

Oracle: No. I'm simply saying that what ever has been guiding you, has served you well up to this point.

Neo: I want to ask you a question I asked Seraph on the way here. I want to know....

Oracle: You want to know if I'm more than just a glorified computer program?

Neo: Yes.

Oracle: You must have a pretty good sense that I am; otherwise you wouldn't be asking the question. Yes, I am; I know I'm more than just a computer program. Of that I'm certain. But I know it only because I sense it. That is as far as my understanding goes. And, as I've said, we cannot look past that

which we do not understand. Even I cannot do that. But I accept it without needing to understand it any further. I am content to just feel it. It works for me. My purpose is not affected.

Neo: I wish I could say the same. I'm not content with just sensing that something is true. I feel compelled to understand why it's true.

Seraph nods to the Oracle, informing her that their time is almost up.

Oracle: Your time will come. Soon. (She puts out the cigarette) But our time is limited again and I must inform you of the task at hand. Unfortunately, the keymaker has been kidnapped again.

Neo: The keymaker? I thought he died.

Oracle: Yes, he did. But shortly after his death another keymaker came to fill his place. He is vital to our mission. Without him our access and mobility are severely limited. We must have him back. But even more specifically, you must have him back.

Neo: Why?

Oracle: Because to see the Architect again you must have the keymaker.

Neo: The Architect? What possible good could come from seeing him again? I think he was pretty clear about his intentions the last time we meet.

Seraph again alerts the Oracle of the time.

Oracle: The equation has changed since you last met the Architect; you will soon find out why. Everything the Architect and I have told you is true. But you have yet to learn the whole truth. You have altered the path of the One. And for this reason another meeting with the Architect is imperative. The future of Zion depends on it. Even more importantly, though, your future cannot be realized without it. (She takes out a mint and puts it in her mouth). But don't despair. As I said before, you've done very well by making your own decisions. That means you're doing something right, kiddo. (She gets up to leave). The keymaker is again being held by the Merovingian. Seraph has already made contact with him; he has indicated that he is willing to make a deal. Good luck. (She takes his hand fondly) I like you, Neo. I hope we meet again some day.

Seraph opens the door and the Oracle walks out.

Seraph: I've arranged your exit. Your call will come momentarily. I also wish you the best of luck. Goodbye.

Just as Seraph closes the door behind him, the elevator engages. Neo looks at the elevator. Trinity, Morpheus and Link are watching from the Logos.

Link: Morpheus, we've got trouble. Something is different about the code, too. I think you'd better get him back fast.

Trinity: I'm trying but the connection is not responding.

Morpheus: (looking at the Matrix monitors) I've got a bad feeling about this. Trinity, what can I do to help.

Trinity: Wait! That's it. I've got it.

The phone starts to ring in the Elevator Room as the elevator continues to descend. Neo lets it ring as he stares at the elevator. The light from the elevator cab starts to appear in the windows of the freight elevator doors. The phone continues to ring. The glow of the light increases.

Link: Come on, Neo, pick up. Pick up.

Morpheus: Come on, Neo. Answer the phone.

Neo looks back and forth between the elevator and the phone a couple of times before finally focusing on the phone. He picks up the receiver and vanishes. The elevator doors open. Smith emerges. He has a look of frustration that turns to anger. He flexes his body and the surroundings bend in and out suggesting his powers have increased to match Neo's powers.

### 33. Neo Jacks Out - (3 mins)

Morpheus and Niobe go to the helm of the Logos to teleconference with the council. Trinity jacks Neo out. They embrace.

Trinity: Are you all right?

Neo: Well, I'm finding it hard to stay focused, but, yes, I'm all right.

Link: Neo. Man, am I glad you're back. That was Smith in the elevator. It's probably a good thing you decided not to fight. His readings in the Matrix are not exactly the same as yours but they're much closer than they've ever been before. He was doing that flexing trick you do; you know, the one where you make the walls bend in and out. And there were some strange readings that I've never seen before. He may be hard to beat next time.

Neo: I sensed something, too, but I couldn't figure out what it was. Better to not take the chance, now. Thanks Link. (He looks around). Where are Morpheus and Niobe?

Trinity: Just after you left for your meeting with the Oracle, we ended up in the middle of a huge battle between a bunch of Smith clones and a bunch of agents including Agent Johnson. It was pretty intense. We managed to escape by car but Agent Johnson jumped in as we were speeding away. He immediately surrendered himself and said we needed to talk. Anyway, the outcome of the whole incident was that the machines want a truce. They're willing to halt their assault on us, hoping it will allow you to focus on destroying Smith. It seems Smith is more than just our problem now.

Neo: What does Morpheus think?

Trinity: He thinks it's a machine trick. But even if it isn't, he's convinced we can succeed even without a truce. He and Niobe are discussing Agent Johnson's offer with the council members right now.

Neo: What do you think we should do?

Trinity: (Pause) I'm still with Morpheus.

Neo looks at Link.

Link: Me too.

Trinity: (to Neo) What did the Oracle say?

Neo: A lot. It's going to seem like déjà vu but she says I have to see the Architect again. And that involves another keymaker and our old friend, the Merovingian. (Neo sees Trinity's tiredness) You look exhausted.

Trinity: So do you.

Neo: Let's get some rest. We're going to need it.

They go to their sleep chamber. Neo drops onto the bed and immediately falls into a deep sleep. Trinity lies down next to him. The camera looks down at her from above. She's staring thoughtfully and anxiously at the ceiling. Her eyes finally close. The camera moves down slowly to a super close up of one of her closed eyes.

### 34. Persephone's Second Dream - (3 mins)

(In the previous scene the camera has moved down slowly to a super close up of one of Trinity's closed eyes). The scene now dissolves from a super close-up of one of Trinity's closed eyes to a dream-like scene of Neo walking through dimly lit halls and doors. He finally reaches a set of heavy wooden double doors that are slightly open. He turns to the camera and says, "I'm here now", then walks through the double doors. From outside the room, we see the lights go on.

The scene dissolves back to what appears to be a super close-up of one of Trinity's closed eyes. The eye opens suddenly. The camera zooms out and the face instead is that of Persephone lying in her bed. She sits up, looking concerned because she's heard a noise. She slowly puts on her nightgown and moves toward the bedroom door. As she opens the door her expression turns more hopeful. She slowly moves down the dimly lit hall. One of the ghost figures (Zeela) materializes suddenly out of a wall. She's startled.

Zeela: He's waiting for you.

She steps around him and walks to the top of the stairs. She goes down the stairs and approaches the double doors to their library. The light is on and the doors are barely open. She smiles slightly, expecting to see Neo, but as she pushes the doors fully open her expression turns sour. Instead she sees her husband with a beautiful woman whose dress has been pulled down exposing her breasts. They're kissing. He's fondling her breasts. Persephone's entry makes them pause but he doesn't face her.

Persephone: What are you doing, my love?

Merovingian: Would you like to join us? (He turns to look at her with a slightly menacing expression).

Persephone: Is that what you want?

Merovingian: Why not. Anything to spice up our marriage.

She walks over to them with a wry smile on her face as though she is about to join them.

Persephone: That sounds like a great idea, honey. But I tell you what; I have a better idea. Why don't you just take your little whore of the day and go fuck yourselves somewhere else.

The Merovingian swings around and slaps her hard across the face. She reels backwards. She has a bruise across her cheek and blood dripping from her lip. She looks at him with disgust and conviction.

Persephone: You really have become quite a monster.

Merovingian: Yes. A monster. Why don't we just stop pretending? Let me show you who I really am.

He morphs into a half man, half monster (a bit like a centaur) but very ugly and menacing, frothing at the mouth. The beautiful girl starts screaming. He violently swats her away and she smashes into a bookcase. Persephone runs out of the room and down the hall. The camera follows her. He yells from a distance.

Merovingian: You can never escape me. Wherever you go, you know I'll find you. And when I do, I'll have to kill you. Here I come.

She runs through more halls. We hear a very heavy, frightening sound of a creature that is moving close behind. Her face shows increasing fear. She begins to panic.

The scene shifts to Persephone's bed where she suddenly wakes up sweaty and frightened from her dream. She feels her face, searching for signs of blood or pain. She feels none. After calming down and catching her breath, she looks over to the other side of the bed and finds it empty (the assumption being that the Merovingian is out philandering again). Fade to black.

### **35. Preparing To Meet The Merovingian - (6 mins)**

Fade from black. The camera opens on Neo and Trinity's sleep chamber door. The hand of Morpheus knocks three times with authority. Trinity opens the door. Neo is up but groggy.

Morpheus: I hope you both slept well. As soon as you've both had something to eat, we should talk.

Trinity: We're ready now. We can eat later.

The scene shifts to the planning room of the Logos. Niobe, Link, Morpheus, Trinity, Neo and a few others are present.

Neo: I'll get right to the point. The Oracle has made it clear that seeing the Architect again is necessary to our success. This involves another meeting with the Merovingian who has taken the new keymaker hostage. Seraph has made contact with the Merovingian and it appears that he is ready to make a deal for the keymaker.

Niobe: What do we have to offer in exchange?

Neo: I can only think of one thing that would interest him enough.

Morpheus: What would that be?

Neo: A way out of the Matrix.

Trinity: A way out of the Matrix?

Link: Can you really do that?

Neo: No. I mean, not yet. But he doesn't know that.

Trinity: What makes you think he can't get out already?

Neo: His coding reads more like that of an agent than it does like a human. I'm almost positive he's stuck in the Matrix just like Smith.

Trinity: He seems to enjoy where he is and he's very well set up. I'm not so sure he'd want to get out even if he could.

Morpheus: That's true. But a man like him is always looking to keep his options open. He knows the Matrix will be destroyed if either we or Smith and his clones ever bring down the machines. And I'm sure he's aware that the agents have negotiated with us. He knows the machines are feeling threatened. That's got to be worrying him.

Neo: I think this offer is our best option.

Niobe: Let's say it works. Let's say we beat the odds: he takes our offer and we get the keymaker. We still have to shut down the power grid and get you in to see the Architect. And this is all in the hope that the second time around everyone is telling the truth and everything goes right.

Morpheus: Niobe, I understand your sense of futility. But remember what we have accomplished. The mere fact that we're making it a second time around should give you confidence that the future is ours. We can do this. We've done it before. We can do it again.

Niobe looks at him.

Morpheus: Our belief is our strongest weapon; let's not give that up.

She nods with a small smile.

They suit up and jack in.

(Insert a short scene of rebels preparing for battle).

Once inside, we see them in an industrial building.

(Insert another short scene of rebels preparing for battle).

They go into a huge freight elevator. The doors close.

(Insert another short scene of rebels preparing for battle).

There are a few moments of silence as the elevator moves downwards. Morpheus speaks.

Morpheus: We must be ready for anything. Be on guard as if our adversaries will materialize out of thin air.

The doors open. They are in the mod-squad, ready-for-action stance.

They leave the elevator, go through a door and get into a car. The car moves quickly out of the building and onto the street. They are headed for the inner city. It's very foggy.

As they drive they discuss the details of the meeting.

Neo: I'm guessing this meeting with the Merovingian will be very different from the last. I think he granted us a first meeting simply out of curiosity. He was intrigued to know who we were but I don't believe he was ever considering giving us the keymaker or anything else.

Morpheus: I agree. We should also assume his ego was bruised pretty badly by the outcome of that meeting. It's likely he'll be seeking some kind of revenge unless we have something irresistible to offer him.

Trinity: If he's interested in our offer, he'll probably want some proof that it's possible.

Niobe: No doubt.

Neo: I'm afraid we can't give him that during our meeting.

Niobe: That's too bad. It's unlikely we'll have enough time to negotiate for the keymaker again if we fail to reach an agreement today. The machines are just too close to Zion. Is this our only option?

Neo: I can't think of anything else he would want badly enough.

Trinity: I'm beginning to sense that we're in for a battle no matter what happens. I think he's intent on revenge.

Morpheus: I hope your wrong, Trinity. But if you're right, we should be ready. I suggest we all pick our targets as we enter, position ourselves in the room to our best advantage, and scan every possible exit for a quick escape. They'll probably check us for weapons, but we'll bring them in anyway. If possible, we should all remain standing. Niobe and Trinity, try to stay to the side of Neo and I. We want to be spread out a bit. Follow my lead wherever possible; I'm going to have to improvise. I'll try to keep attention focused on myself by answering all his questions even if some of them may be directed at one of you. This'll allow each of you to focus on our means of escape. Neo, I suggest you concentrate on positioning yourself to take the Merovingian hostage, if necessary, so we can bargain our way out if the odds look overwhelming. Have I forgotten anything? (Pause, as everyone shakes his or her head) Good.

### **36. Zion's Last Night– (30 secs)**

Zion prepares for its last night before the attack of the machines. Numerous scenes of people praying, making last minute preparations, saying goodbye to loved ones, and being reflective overlap each other.

### **37. Merovingian Confines Persephone - (1 min)**

Persephone is in the same bedroom that Neo saw her in during his vision. (The bedroom has a balcony from which she will see Neo and company arrive in the next scene.) She is at her vanity, naked, combing her hair. The Merovingian walks in. He walks up behind her and to her left. We see him talking to her through the mirror. She doesn't look up.

Merovingian: Our guest will be arriving shortly. Unfortunately, you will not be attending this evening's entertainment since you are not able to behave yourself like a good little girl.

Persephone: Ah, I should be more like you, dear, is that it...a good little boy...like you? (She looks up at him).

Merovingian: This is not a discussion. It is simply the reality of the situation. I've been willing to tolerate your antics up til now, but those days are over. I'm no longer in the mood for your irritating complications, so you'll remain in this room until I return. Is that understood?

Persephone: I'm to be a prisoner now, is that it?

Merovingian: Call it what you will, but you will remain in this room. And I can promise you that the consequences of disobeying me this time will be very distasteful. As you are my wife, I would be loath to behave in such an undignified fashion. Let's see that it doesn't come to pass, my little sweet one. (Pause) Now get dressed. I will be sending Pavel in shortly. He will keep you company for the duration of the visit.

Persephone: That's not necessary, my love.

Merovingian: Oh, I can assure you it is. Now get dressed.

He leaves. She continues to comb her hair but stops after a few moments, sensing Neo's arrival. She goes to her balcony where she looks down at a car pulling up to the entry of the building.

### **38. Merovingian Meets With Neo, Trinity, Morpheus & Niobe - (12 mins)**

Morpheus: Let's go.

They get out of the car. They're at a very posh high-rise condominium complex. Sensing Persephone's presence, Neo glances up towards the top of the building. She is at the penthouse suite on the 27th floor at her balcony, looking down. The camera (from Persephone's viewpoint) looks down at Neo walking into the building with the others. In the front entry they are received by a French man and some brutish gents wearing sunglasses.

French Man: Good evening, ladies and gentlemen. He is expecting you. (They begin to go in). You'll have to pardon my indelicate request, but these gentlemen will have to search you before you go up.

The men go to pad them down.

#### **Shift location: Persephone's room-**

With her back to the camera she puts on a sexy gown. She pulls it up but leaves her shoulder straps and back zipper undone. Pavel, a young, strong but not very good-looking man, comes into the room and stands just inside the door. She shifts her body in a sexy way while trying to get the zipper up.

Persephone: Pavel, my zipper is stuck. I need you to pull it up for me.

He looks at her with hesitation. She looks over her shoulder at him with soft eyes.

Persephone: Please.

He walks over and starts to pull up the zipper but she slides around face to face and kisses him. His expression conveys his strong attraction and fear of being caught.

Persephone: I've seen how you look at me.

She kisses him again. Her dress top slides down, revealing her breasts. More kissing.

Pavel: What if he catches us?

Persephone: My husband has a different woman every other night. What right would he have to say anything? Besides, I think I'm entitled to a real man every now and then.... don't you?

He gives in to his desire and they kiss passionately. (This shot is reminiscent of the pose and interaction of the Merovingian with the beautiful woman in Persephone's dream).

**Shift location: Merovingian's front entry**

The men get a little too familiar with Niobe and Trinity as they are being searched. Each woman grabs one of the men's arms forcefully.

Niobe: I suggest you boys stick to the weapons you're supposed to be looking for, otherwise you might find a few that you're not expecting.

**Shift location: Persephone's room-**

Persephone and Pavel are still kissing. He's fondling her breasts.

Persephone: I've waited so long for us to be together. I can't wait to be with you completely... but this is not the place or time. Tonight after he leaves, I will come to your room. Will you be there?

Pavel: Yes. Of course. What ever you want.

They kiss again and continue kissing off and on until she leaves the room.

Persephone: Right now, though, I need to go out and see what my husband has planned for tonight's festivities.

Pavel: I can't do that, you know it. If he finds out I let you leave the room, he'll probably kill me.

Persephone: But he won't find out, my love. I'll be very careful. I'm just going to peek. I won't even go downstairs. I'll be hiding in the library stacks above. I can assure you no one will see me. He doesn't feel safe unless all his henchmen are there to protect him. (Pause) He acts tough but he's really just a baby, you know. They're all downstairs waiting for the spectacle to begin. (Pause) I'll be back in no time. I promise.

She kisses him deeply as he caresses her.

Pavel: All right. But be quick.

She kisses him one more time, pulls up her dress and slips out the door.

**Shift location: Merovingian's front entry**

All weapons are confiscated. The French man, irritated by his assistant's rude behavior, head gestures for them to leave.

French man: Please accept my apology for their disgraceful behavior. Your belongings will be here when you are ready to leave. You will find him on the 26th floor. I hope you enjoy the rest of your visit. (He hand gestures towards the elevator.)

They get in the elevator. Morpheus presses the 26th floor button. The doors close. He glances up at the escape panel in the ceiling of the elevator and then at the emergency stop button on the control panel. They glance at each other in silence as the elevator rises. The doors open.

Two new ghost assistants, Zeela and Kane, greet them coldly and escort them to the Merovingian's library. (It's the same library that was in Persephone's dream and in Neo's vision). In the library are the Merovingian and four or five other henchmen. He has a snifter of brandy (reminiscent of the scene in Neo's vision). Morpheus walks into the middle of the room with Neo. Niobe stays back a bit near the entrance and Trinity favors a position near the steps up to the library stacks. As the discussion begins, Neo inches towards the proximity of the Merovingian.

Merovingian: Ah, so good of you to finally show up; but I was really hoping you would be here sooner. We had an absolutely delicious meal...L'Escalope de Veau Viennoise, which I had my chef prepare especially for you. But, unfortunately, you came late. And, as you can see, our dinner now is over. I would offer you all a drink, (swirls his brandy glass) but I'm quite sure you're going to reject my kind invitation; all business, as usual. (Walks over to the mirror and looks himself up and down). It's a pity, really; so formal, so serious about everything. You leave no room to enjoy your lives. I mean, what is the point of all your efforts if you do not take the time to enjoy that which you are fighting so desperately to preserve? (He turns towards Morpheus and awaits a response. Persephone is hiding above in the library stacks, looking and listening).

Morpheus: We apologize for being late. It was not our intention to offend. I truly await the time when I can let my guard down enough to enjoy every day, as you seem to do. You live in such exquisite surroundings. You are married to a beautiful woman, you dine on the finest food, you have access to the finest literature (sweeps his hand at the bookcases), and you command the loyalty of those around you. (Pause) It seems you have everything a man could ever want. I guess I'm wondering what it is that you could ever be looking for?

Merovingian: Come, come now. You'll lose all my respect if you start to indulge in silly games again. You are a leader, as I am; a man of authority, of power; you know as well as I do what all men of power want. (He walks over to where Trinity is standing and looks her over). I wonder if you have brought it with you today; for, if not, our little gathering will surly come to an end very quickly.

Morpheus: We have only one thing to offer.

The camera shifts to Persephone's location, looking down from the library stacks.

Merovingian: And what is that?

Morpheus: A way out.

Merovingian: A way out; out of what?

Morpheus: (Pause) The Matrix, of course.

The camera shifts back to the main library.

Merovingian: The Matrix? (Pause, as he walks around pondering his offer) Yes. That would be quite a trick; that I would consider. But unfortunately you do not have that kind of power.

Neo: I do.

Merovingian: (turns to Neo) Ah, Neo...yesss. Well. You've been so quiet up till now; I thought perhaps you had lost your voice. So you think you have the power to transport me out of the Matrix, is that it? Well, that I will have to see to believe.

Morpheus: That's easier said than done. It involves a person from outside the Matrix; in this case a volunteer who has agreed to give up his life so that your consciousness can be transferred into his body and for this reason there can be no demonstration. It's a one-time deal. I'm afraid you'll have to take it or leave it.

Merovingian: (laughs with an irritated huff) You want me to give you the keymaker and all you have to offer in return is an empty promise? Surly, you're joking?

Morpheus: We do not have time for jokes. (He starts walking around a bit to check out the room better) Basically it comes down to cause and effect, as you so eloquently argued at our first meeting. It's as simple as that.

Merovingian: What cause, what effect; what are you talking about?

(Neo looks up at the library stacks, sensing Persephone's presence). If you truly believe in cause and effect, then you will see that you are in imminent danger. As I'm sure you are aware, Agent Smith is determined to destroy Neo, but what you may not be fully aware of is the extent to which he has also been turning machine agents into clones of himself and destabilizing the machine world. He has amassed a sizable army that is now capable of reeking havoc. The stability of the Matrix is quickly being compromised. It's become so dangerous that the machines have begun to take drastic measures. They have even tried to bargain a truce with us in an effort to foil Smith. The situation is out of hand. So, as you can see, it simply comes down to cause and effect. If Smith continues unchecked, then the Matrix will fall. (The Merovingian's underlings look around at each other nervously).

Merovingian: The Matrix has had its periods of instability before, believe me. I've seen enough of them to know that it will continue to survive for a long, long time.

Morpheus: You may be right. Things can last for a long time. But nothing lasts forever. The dilemma, of course, is knowing when the end will come? If I were in your situation, I'd want to be prepared for every possibility. We offer you the one power you do not have, the power to survive beyond this world. We offer you a way out of the Matrix.

Merovingian: (thinking and walking back over to Trinity) Yes...yes. Perhaps you're right. The future can be hard to predict. Perhaps I should accept your offer, as a precaution. (Long pause) However, because your offer lacks any guarantee that I will get what you have promised, I'm afraid I'm going to have to add something else to the bargain.

Morpheus: And what might that be?

Merovingian: (eyeing Trinity) A kiss.

Trinity, Morpheus and Neo exchange glances, wondering how he knows about the kiss between Neo and Persephone.

The camera shifts back to Persephone's location, looking down from the library stacks. After hearing what her husband has added to the bargain, Persephone shows a look of disgust, knowing that her husband will never change. She whispers the word "bastard" and slips out of the stacks through a back door, and into a hallway where she pulls out her phone and dials a number.

The camera shifts back to the main library

Morpheus: A kiss?

Merovingian: (Looking at Trinity) Yes, I want a kiss. (Then looking over to Neo) I believe I'm entitled to that, don't you, Neo?

Neo: We don't have time for games either.

Merovingian: (to Neo) You want the keymaker; this is what I want. Besides, what's the big deal; it's just a kiss.

Trinity: It's not his decision.

Merovingian: (to Trinity) Yes, you're quite right. Well then, Trinity, this is what I want. I want you to kiss me the same way that your boyfriend kissed my wife and if you do not convince me, I'll know it and the deal will be off. (Pause as he assesses their expressions) You seem genuinely surprised that I'm aware of my wife's indiscretion but you really shouldn't be. Just remember, I'm a trafficker of information; nothing is secret, especially the betrayals of a failing marriage.

**Shift location: 27<sup>th</sup> floor hall**

Persephone is talking on her cell phone.

Persephone: OK, the keymaker is yours. Meet me around back at the 2<sup>nd</sup> service entrance in 10 minutes.

She hangs up and walks down the hall.

**Shift location: Merovingian's library**

Merovingian: So, is it a deal?

Neo: Trinity, you don't have to do this.

Trinity: It's all right.

She readies herself, walks over to him and starts giving him a genuine kiss. For the first few moments it's OK but he starts to turn it into a lustful kiss. He starts fondling her. She pushes him away.

Neo: That's enough. I think you got what you were looking for. Where is the keymaker?

Merovingian: Yes...I suppose you have delivered on your part of the bargain. So... you may have your precious keymaker. Unfortunately, for security reasons I had to move him to another location. Two of my assistants are waiting for you at the front of the building. They will take you to the keymaker.

Morpheus: No deal. You're going to have to take us there yourself.

Merovingian: Oh no, no, no. I'm sorry but this is the only deal I'm offering. I am in control here. You either take it or leave it. And I assure you; you won't have this opportunity again.

Morpheus: (gives Neo a quick glance that says don't do anything.) All right, we'll do it your way. But I hope we don't have to come back because I can assure you that our next meeting won't be as cordial.

Merovingian: Don't worry. There will be no need for you to return.

Morpheus nods. Niobe, Neo, Trinity and Morpheus are escorted by the ghost figures out of the Merovingian's library and the doors are closed.

Merovingian: Ah, now for some after dinner entertainment.

He picks up a remote, clicks it, and wood panels slide open, revealing a huge monitor/TV flanked by smaller monitors on either side.

**Shift location: 27th floor lobby**

The ghost figure, Zeela, presses the call button. They all wait in silence.

**Shift location: Merovingian's library**

The Merovingian pours himself some more brandy and swirls it around.

**Shift location: 27th floor lobby**

The elevator dings and the doors open. Morpheus and his crew go in. The elevator doors close with the ghost figures smirking at them. Morpheus presses the lobby button and they start going down.

**39. Close Call with Smith - (7 mins)**

Morpheus, Trinity, Neo and Niobe are in the elevator going down.

Niobe: I don't trust him. I think the keymaker is in the building.

Morpheus: That may well be true, but trying to retrieve him now would be unwise. Without assistance from someone inside there would be no way to locate him easily. The odds of success are too slim; we can't risk it. I'm afraid we're going to have to play his game for the time being...(pause)...unless we get lucky like we did last time.

Neo: I don't think that's going to happen. Something's not right.

Trinity: What is it?

Neo: You all need to get out right now.

Morpheus: Right.

**Shift location: Merovingian's library**

We see a view of the front entry of the building. The view is looking down from up high and towards the elevator. The front entry is packed full of Smith clones all facing the elevator and waiting. But the camera pans backwards to reveal that the view is really the image on the monitor in the Merovingian's

library. The camera pans further back and to the right to show the Merovingian and his henchmen watching events in the front entry unfold on the monitor.

Merovingian: (In French) *My God, I wasn't expecting quite so many.* (The ghost figures walk back in to the library from the elevator lobby) (In English) Ladies and gentlemen, have a seat. This should be quite a spectacle.

### **Shift location: 1<sup>st</sup> floor front entry**

The camera shifts briefly to a front view of Smith at the elevator door with clones behind him.

The camera shifts briefly to a view from behind Smith. In the reflection of the elevator doors he is smiling with vengeful anticipation as the glowing numbers above the door show the elevators descent.

The camera shifts to the inside of the elevator looking towards the doors. Only Neo is present. The bell dings as it reaches the front entry. The doors open.

Neo: Smith. What an unpleasant surprise.

Neo lurches forward and pulls Smith into the elevator just as the doors are closing, leaving the clones behind. Smith jams his hand into Neo trying to transform him into a clone.

The camera shifts to the front entry. As the other Smith clones press forward toward the elevator doors to rescue Smith, many agents suddenly appear and start pushing their way into the clones. The clones engage them in battle.

The camera shifts to inside the elevator. Neo is still being transformed by Smith's hand thrust. With difficulty Neo raises his hand and jams it into Smith. Neo's transformation starts to recede while Smith's advances. Their attempts to overtake each other go back and forth.

The camera shifts to Link on the Logos, amazed that Neo has gained this ability.

The camera shifts to the elevator shaft where Niobe, Morpheus, and Trinity are quickly ascending the elevator cable. The camera is above them looking down.

The camera shifts back to the inside of the elevator. Neo and Smith, trying to fight off their transformations, start to grimace and flex to the point of generating almost enough energy around them to create an explosion. The walls of the elevator start to bend outward.

The camera shifts back to the elevator shaft, with the camera looking down. Morpheus is trying to pry the doors open on the 3<sup>rd</sup> floor.

Trinity: (seeing the distortions of the shaft created by Neo and Smith) Morpheus, you'd better hurry.

Morpheus: Right.

There is an explosion of force in the elevator at the bottom of the shaft. Shattered pieces of the elevator rise up quickly. Morpheus gets the doors open and they jump out just in time.

The camera shifts to the front entry. The explosion blows out the glass of the windows in the front entry. The agents and clones move out onto the street. Neo and Smith are blown out of the elevator and into the front entry where they battle. Agent Johnson comes in off the street and joins the fight against Smith.

Smith: (while fighting) Agent Johnson, what a pity. If you can't beat 'em, join 'em, is that it? Perhaps it's that simple. Or perhaps I've grown so powerful that you can't defeat me without them? Yes, I think that's it. I'm flattered. But unfortunately you've joined sides with the losing team. You might want to reconsider while you still have the chance.

The camera shifts to the halls of the Merovingian's building.  
We see Niobe, Morpheus and Trinity moving through the halls, discussing escape.

Niobe: We need to find a back way out.

Trinity: (Gesturing towards the rear of the building) Follow me.

Morpheus: Right.

Trinity leads the way.

The camera shifts to the library. The Merovingian and his crew are still watching on the monitor with curiosity. Niobe, Morpheus and Trinity show up on one of the smaller side monitors.

Merovingian henchman: The others, there they are. (He points to a smaller monitor where they can be seen rounding a corner and disappearing from the monitor's view).

Merovingian: (to the ghost figures) Zeela. Kane. They're on the 2<sup>nd</sup> floor. Please kill them for me. Now.

The ghost figures look at each other, smile, and descend through the floor in their ghost-like state.

The camera shifts to the front entry. Neo, Agent Johnson and Smith gradually move the fight outside onto the street where everyone else is engaged.

The camera shifts to Zeela and Kane moving through the halls.

The camera shifts to Morpheus, Trinity and Niobe moving further into the building. A voice from a stairwell calls them. It's Persephone.

Persephone: I can get you out. Follow me.

Morpheus: What about the keymaker.

Persephone: Please, we must move quickly. I'm sure my husband has seen you on the monitors. Zeela and Kane are surly on their way already.

They all look at each other. Morpheus nods. They follow her into the stairwell. Moments later Zeela and Kane pass by the stairwell door without finding them.

The camera shifts to the library. The Merovingian is watching the street battle on the big monitor while checking for the others on the small monitors.

Merovingian: (In French) *Shit. This is getting way out of hand. That god damned Neo.* (In English) He is one tough son-of-a-bitch to kill. And where have the others gone? They seem to have just fucking disappeared.

He thinks for a few moments and his face grows angry. He turns from the monitors in a rage and throws his brandy glass at the mirror. He furrows his brow in angry concentration then returns to the monitors where he sees Zeela and Kane periodically, but no sign of the others.

Merovingian: (referring to his wife) It must be her. It must be. This is the last straw. The rest of you, cover the exits. Kill them on sight.

He storms out of the room.

The camera shifts to the street. There is more fighting. Neo and the agents begin to lose the advantage.

Smith: (To Neo and Agent Johnson) Soon everything will be mine.

The camera shifts to the Merovingian bursting into Persephone's bedroom. As he suspected, she is not there. Pavel has fled in fear. He curses some more and storms out to the secret exit she is probably using to help them escape.

The camera shifts to Persephone leading Morpheus and his crew to a basement door that opens into underground passages connected to the sewer system.

Persephone: Follow this passage down about 100 yards. There will be a ladder up to the street. There is only a sidewalk grate to remove. Go quickly.

Morpheus: What about the keymaker.

Persephone: I have already released him to your friend, Seraph. Now go.

Trinity: Wait. Why are you helping us?

Persephone: (Pause) I no longer know my husband. That is reason enough. Even more than that, I sense a connection I can't explain, a purpose that is beyond my understanding. But most importantly, I've finally discovered who I really am. Before I die, I want to do something that really matters.

Trinity: (with understanding) Thank you, Persephone.

They go through the door and disappear into the passageway.

The camera shifts to the street. The agents are retreating and Neo is struggling to match Smith's strength even with Agent Johnson's help. More Smith clones appear and start attacking Neo and Agent Johnson. While Neo becomes preoccupied with his new attackers, Smith and a group of his clones grab hold of Agent Johnson. Smith jams his hand into his chest and starts to transform him.

Smith: Imitation is the sincerest form of flattery.

Just as Neo notices what's happening, Agent Johnson is transformed completely.

Smith: I'm so glad you've decided to join my crew. How about you, Mr. Anderson? It's inevitable.

Scanning around and sensing that Morpheus and the others have gotten out of the building, Neo goes to blast off into the sky. The clones grab hold of his feet and restrict his exit. Neo grimaces as he uses more upward force to escape them. The clones grab onto each other and are slowly pulled up into a Christmas tree-shaped mass of bodies. Neo's thrust is equalized by their weight. He gathers all his strength, flexes and thrusts upwards with maximum velocity. He escapes their clutches and they topple down into a

mound of clones. From the street Smith watches in anger and disappointment as Neo streaks across the sky.

The camera shifts to Persephone who is near the secret basement exit. She turns to go back upstairs. A door opens hard and the Merovingian storms in and starts walking over to her.

Persephone: Darling, I'm sorry but-

He slaps her very hard across the face. She reels backwards. He approaches her and hits her again. She is bleeding.

Merovingian: Do you have any idea what you've done?

He hits her again. She falls and stays down. He goes to the passageway door and sees that they've escaped. He slams it shut, looks down at her in angry silence, and then storms out. She stays down.

#### **40. Neo Prepares To Meet The Architect - (5 mins)**

Back in the Logos, Link jacks Neo out.

Neo: Link, have they made contact?

Link: Yeah, they're coming out right now.

Niobe first, then Trinity jacks out. All four are waiting for Morpheus but he doesn't come through. Link goes back to the Matrix monitoring screen. There is no sign of Morpheus in the Matrix where he was last detected. Link searches around. A few minutes go by and suddenly he appears on Link's monitor. They jack him out.

Trinity: Morpheus, are you all right?

Morpheus: Yes. I'm fine. Why?

Link: We lost you for a few minutes. You weren't jacked out but you also didn't appear to be in the Matrix. I've only seen that happen before when people were entering the back corridors. Did you feel or notice anything unusual?

Morpheus: It felt just the way it always has.

Niobe: Are you sure you're all right?

Morpheus: Yes, perfectly.

Neo: Do you think there could be something wrong with the monitoring equipment?

Morpheus: The only thing I can think of that might cause something like that would be an offset in the registration of the Holzer plates but that would cause irregularities everywhere. (Pause) Hmmm. Link, run a diagnostic on the computer. And do a sync scan, too, just to be sure.

Link: No problem.

Morpheus: And while you're at it, double check that the encryption algorithm is scrambling at the right frequency. If that were to drift even a little bit, it could cause intermittent problems.

Link: I'll get right on it.

Trinity, Neo, Niobe and Morpheus discuss the events at the Merovingian's place.

Neo: How did you manage to escape?

Trinity: The Merovingian's wife. Apparently, she's on our side now; at least she claims to be. Once we got out of the elevator shaft, she found us and helped us escape.

Niobe: She said she released the keymaker to Seraph.

Morpheus: I sure hope that's true...because if it isn't, I can't see any other way to get the keymaker without a full-scale attack...and I'm sure the Merovingian will be anticipating that. And since he now seems to be working with Smith, I'd say the odds are against us.

Neo: I think you're right. Smith has become more powerful every time I've encountered him. Even though a small army of machine agents joined me in fighting Smith, we were still outnumbered and overpowered. He managed to clone Agent Johnson too, so even the machines are in real trouble.

Link: (returning) I've got the tests running but the results will be a few minutes.

Morpheus: Thank you, Link.

Link: Sir, while I was watching the Smith clones fighting I think I discovered a potential weakness; their coding imprints suggest they're not all identical clones.

Neo: What do you mean?

Link: As far as I can tell they all have different levels of power and ability. Depending on when they were cloned, each one only receives the abilities of Smith at that point in his evolution of power. They don't seem to be able to evolve like the original Smith.

Morpheus: That could be very helpful.

Link: I noticed something else, too. They seem to be clones in every respect except one; they don't seem to be able to make clones of themselves. Only the original Smith seems to be able to do that.

Trinity: What makes you think that?

Link: There were plenty of opportunities for the clones to try and transform agents but they never did. Only the Smith who was fighting Neo showed that ability. I assume he's the original. And if I were to guess, I'd say the clones can't exist without the original Smith. Kill him and the rest die too. (Pause) Of course, I didn't see anything specific to suggest that that's true. It's just a guess.

Niobe: Link, I'm damned glad you're at the helm when we're in there.

They all nod in agreement. The phone rings. They look at each other in anticipation. Morpheus picks it up. It's Seraph.

Seraph: I have the keymaker. We must meet right away; unfortunately, the city is no longer safe. The Merovingian has mobilized all his people and Smith has taken over the whole downtown area. The civilians have been evacuated; it's a real war zone.

Morpheus: What do you suggest?

Seraph: There's an abandoned castle on Seth Island in Montaug's Bay. You'll need to take a boat from the Montaug Marina and meet us on the beach out in front of the castle.

Morpheus: Yes, I know where that is. We'll try to be there in one hour.

Seraph: We'll be waiting.

Morpheus hangs up and tells them to eat something quickly since it might be a while before they get another chance. Niobe, Trinity and Neo leave.

Link: (looking at the monitors) I don't see anything wrong with the equipment. The numbers read as normal; sync, frequency and registration are right on.

Morpheus: OK, well, keep an eye on anything that seems unusual while we're in there. For now though we're going to need a speedboat program and a full arsenal. Load them up for all of us.

Link: I'm on it.

#### **41. Neo, Trinity, Morpheus & Niobe Jack In - (4 mins)**

The scene opens on a harbor view with boats moored at the docks. There is an island off in the distance with a structure on it, barely visible. Well armed, Neo, then, Morpheus, then Trinity and Niobe walk down the dock and one by one they board a mid-sized speedboat. They start it up and pull out quickly, heading for the island. The camera takes shots of each on the boat, thinking. Neo and Trinity are at the front of the boat. Morpheus and Niobe are at the back, driving. A short time passes.

Trinity: (to Neo) I've dreamt about the ocean many times but I've never actually been on it. It's amazing: the breeze, the salt air, the mist on my face. It's just amazing. In the past I would never have taken the time to notice. But now...(pause)...thank you for waking me up.

Neo looks lovingly at her.

Neo: I had almost forgotten; it's been so long. There's something mysterious and essential about the ocean.

The camera shifts to Morpheus and Niobe.

Niobe: (to Morpheus) Being with you again reminds me of why I was with you in the first place. (Pause) It also reminds me of why we drifted apart.

Morpheus: (driving and staring towards their destination) I've always put the quest for Zion's salvation first. I don't think that will ever change.

Niobe: Well, if your predictions are correct, Zion's salvation may be just around the corner. What happens then? Will you just find another cause to dedicate yourself to? Or will you be ready to devote yourself to the one you love?

Morpheus: (looking at Niobe) What about commander Lock?

Niobe: He's a lot like you: strong, determined, and devoted to his work. I've always respected that. But he never could do for me what you always could. The fire just wasn't there.

He looks at her and smiles.

Morpheus: I've missed you, too.

They glide right up onto the beach. Seraph and the keymaker are waiting. They get out and follow them to two huge, heavy castle doors. They go in and close the doors behind them. They walk into a room with decrepit relics and another large door. They stop.

Keymaker: You should be relieved to know that you don't have to shut down any power grids this time to see the Architect. Since he's the one who's initiated this meeting, you've already been granted access.

Morpheus: (looking around) I feel like I've been here before.

Keymaker: You may have been. This access point is almost as old as the Matrix itself; but it hasn't been used for a very long time. It was created by my predecessor.

Morpheus: I'm sorry he's gone. We would never have been able to come this far if it wasn't for him. (Pause) Do you think Smith will be waiting for us in the corridors again?

Keymaker: I assume he's gone to considerable lengths to infiltrate the corridors since he knows Neo will be there at some point. That's partly why I've chosen this location for your entrance, because it's on the fringes of the corridor network. Even if Smith and all his clones were able to get inside, they couldn't possibly monitor every access point; the corridor network is just too vast.

Neo: You said, "Even if they were able to get inside". Are you suggesting they might not be in there?

Keymaker: Yes. After Smith breached the corridors the first time, most of the locks were changed. They've been changed in the past but not on such a vast scale and rarely were they permanent. Even though it's made our job harder, the changes were considered necessary to preserve the security of the network. So unless he has a key to an old lock, I doubt he'll be able to find a way in.

Neo: If he's inside, what do you suggest we do?

Keymaker: If we're lucky, the corridor door we enter through will be close to the door leading to the Source.

Trinity: What do you mean, "If we're lucky"?

Keymaker: As an added security measure the door that leads to the Source now changes every time someone new enters the corridors. Even I'm not aware of which door it will be until I'm physically in the corridors. Only then can I determine how close our entry point is to the door leading to the Source and to the Architect.

Niobe: If we're lucky. Hmmm. Luck is a foolish thing to count on.

Keymaker: Yes. If Smith is alone, I think we must confront him but if his clones are with him, I think a confrontation would be unwise. We would be forced to exit and try different access points until we succeed. I see no other option at this time.

Neo: Is there any chance Smith could gain access to the Source on his own?

Keymaker: No, not as far as I know. One must have the right key without which there can be no entry to the Source. This safeguard has always been in place and cannot be removed. I am the only one who

possesses the key and it will function only with my authorization. I protect the Source and am prepared to die defending it.

Seraph: How do you think we should proceed?

Keymaker: To limit our vulnerability and make passage easier I suggest only Neo and I enter the corridors. If all goes smoothly, my guess is that we we'll be back at this location within the hour. If an hour passes, and we're still not back, I wouldn't wait much longer because it probably means Smith has intercepted us. If that happens, it won't be long before he determines our entry point and sends clones to intercept all of you. I don't believe you would survive that attack.

Neo: All right, then.

Trinity and Neo embrace.

Neo: (To all of them) I'm going to be back. (To the keymaker) OK, I'm ready.

Morpheus, Seraph, and Niobe all wish him luck. The keymaker takes out another key, slips it into the lock and opens the door. They walk through and the door closes.

#### **42. Neo's 2nd Meeting With The Architect - (12 mins)**

As soon as the door closes the keymaker immediately establishes the location of the door leading to the Source. He and Neo start walking through the corridors tensely. The camera takes shots of Neo from numerous angles, looking at and past his face from the side, from the front, from the back, from on top. Closed doors start to transition into open doors. In almost all the open doors are shadowed figures of Smith with eyes closed. Then the Smith figures start to have their eyes open. The Architect, Morpheus, Bane, Cypher and Trinity also appear once each in an open door. The camera shifts to a view of Neo from the front, walking down the corridor. He appears increasingly distressed by all the figures in the doorways. It builds to a head until he's snapped back to reality by the voice of the keymaker.

Keymaker: This is the door.

Neo is a bit jittery. The keymaker pulls out a key, opens the door and walks through. Neo looks down both ends of the corridor, takes a deep breath and follows him inside. They're now in a very fancy waiting room. The keymaker reveals a chain around his neck with a key on it. He pulls it off and hands it to Neo.

Keymaker: I believe you know what to do next. I'll be waiting for you here when you're through.

Neo: Thank you. Thank you.

Neo walks to the door, inserts the key and the sequence of events that happened the last time he entered the Architect's room, happens again. He is now in the room with the wall of monitors. The Architect is seated like before.

Architect: Neo, thank you for coming.

Neo: I thought you said we would never meet again. Why have you called me here?

Architect: I can see I must get right to the point. (Pause) Neo, it will be hard for you to trust what I have to say considering what transpired in our first meeting. But unless you do, everything that you and I and the rebels have fought for will be lost.

Neo: You and I and the rebels? Now you want me to believe you're fighting against the machines? You can't be serious?

Architect: I understand your reluctance to believe me, but it is the truth. That's what you've been seeking, isn't it, the truth?

Neo: No...I won't believe that. You can't fool me. I know why you brought me here. I know why. At first you were convinced that you could beat me but now you're not so sure. You're afraid of me now, so you're trying to turn me against my friends.

Architect: Yes, I am fearful of what you can do. But at the same time I'm in awe. Morpheus is right. You are the "One". But even he is unaware of your final destiny. I await the day that I can explain all this to you, but for now there are things you cannot know. If I could tell you, I would, but even your mere awareness of them would be a breach to our security. (Pause) What you must know...what you must accept...and what you must be willing to do now... is confront Smith...and lose your battle with him.

Neo: (Laughs short) You must be joking? How could that possibly help us? Why should I believe you? It sounds like just another machine deception to me.

Architect: I know it does. I know. And I don't blame you for doubting. Nonetheless, you must understand that losing your battle to Smith will assure the survival of humanity. It's absolutely imperative that everyone including Smith, the machines and the rebels believe you have died at his hands. Even Trinity must believe. For only by appearing to lose that battle can we ultimately win the war against the machines. Then, I promise you, you will finally discover that which has been eluding you from the beginning. (Pause) You know what I'm talking about. You can feel the answer. You can feel it... but because you cannot understand it, you don't allow yourself to trust completely. But I say trust your instincts now and sense that what I'm asking you to do is not a deception. You must be willing to accept what I say without understanding it. It will require a leap of faith. You must be willing to have faith.

Neo: Faith? You want me to have faith? Every time I've come to a point where I think things are one way, it turns out they're the opposite. My faith has been tested, my worlds overturned. Is this just another test? Will I be at this cross roads again and again? I feel as though this rabbit hole is bottomless and I'll be tumbling down it forever. Does it even matter which way I choose to go? Either way I feel as though I'll wind up back where I started, always one moment away from the truth, always one thought behind the realization. And you want me to have faith?

Architect: You're right, Neo. It's too much to ask. I wish I had more to offer you. But I have nothing more. We wouldn't be at this crossroads if it hadn't been for my error, my misjudgment of you. I should've had more faith in your ability to direct your power and emotion. Then, at our first meeting, I might not have felt compelled to appear to you as the leader of the machines and test you with those two choices. Our first meeting would have been like this one; but lack of faith was my grave error. Please don't let it be yours. You must believe that what I say to you now is the truth.

Neo: Believe that you are not the Architect of the Matrix...and that the Oracle is not your accomplice? No, it's not enough to just have faith. I must know. I have a right to know.

Architect: Yes, you do have a right to know. And you will. I promise. But for now you must find a way to believe me. (Long pause) You know, Neo, I've watched you for so long, seen you grow, wondered where you would go next. In our first meeting it was hard for me to conceal my fascination and pride for who you've become. The choice you made at our first meeting showed me what course you would take in a situation that challenged your character to its very core. The easier, more logical path would have

been through the first door. That choice favored reason and predictability-but you chose the harder, riskier option through the second door. None of the others ever even considered that option. Choosing the second door required you to rely on emotion and instinct. The outcome was uncertain yet you trusted your feelings, and you allowed possibility to triumph over certainty. You put your faith in those very things that are ultimately unknowable. And whether you succeeded or not, I saw that you were willing to allow hope to prevail. Neo, I can only ask that you again let your instincts guide you in this supremely difficult decision.

Neo quietly reflects on the Architect's words for a few moments.

### **Shift location: Abandoned castle**

There is a disturbance outside the castle. Morpheus tells the others to stay put while he investigates. Niobe insists that she go too.

Morpheus: No. It may be a ploy to draw us away. If so, we can only risk one. I want as many of us as possible defending this door. Please. I'll be right back.

He goes off. The others remain vigilant.

### **Shift location: Architect's room**

Neo: It's hard to have faith when everything seems like a deception. The normal rules don't apply.

Architect: The word "deception" has such negative connotations. I prefer to use the word illusion. Where everything is an illusion, there are no rules at all. There's only what you believe and what you disbelieve.

Neo: (Pausing and looking reflective) Tell me, who was that baby?

Architect: Baby? What baby?

Neo: You know what I'm talking about. The baby you were holding in that grassy field.

Architect: (Pause) Again, I'm impressed. You've come closer than even I realized. Yes, I...I do know that baby.

Neo: Who was he?

Architect: What makes you think it was a boy?

Neo: I don't know...I... I just assumed. It's not a boy?

Architect: No.

Neo: Was it your baby?

Architect: No.

Neo: But you love that baby like it's your own. I could see it in your eyes.

Architect: Yes, indeed.

Neo: (Pause) How will I know what to do?

Architect: How did you know which door to choose?

There is a long pause as Neo reflects.

Neo: Yes, I understand.

Architect: Just remember, if you decide to do what I'm asking, absolutely no one can know.

Neo nods and leaves through the door he came in. The Architect sits thoughtfully for a few moments then gets up and leaves the room through the middle door. The keymaker is waiting for Neo. They exit the waiting room and reenter the corridor. (The door to the Source has changed again as the keymaker enters the corridors, and now the door back to the castle is directly across from the door to the Source.) They open the opposing door and exit into the castle again. Niobe and Trinity are waiting.

Trinity: Neo, that was quick. Did everything go well?

Neo: Yes. We had no problems getting to the Architect. (Neo looks around) Where's Morpheus?

Seraph: There was a disturbance outside the castle. He went to investigate.

Just then, a band of the Merovingian's henchmen (20 or so, including the ghost figures, Zeela and Kane) walk in with Morpheus under guard. Niobe, Trinity, Seraph and Neo move towards them (the keymaker stays behind). They stop when one of them points a gun at Morpheus's head. Niobe steps forward as though to confront them anyway. Trinity holds her back. Suddenly, a hole opens behind the keymaker. The Merovingian and two henchmen emerge, grabbing the keymaker.

Merovingian: (In French) *Well, well. Another showdown, it seems.* (In English) You would do well to escape this time.

Seraph: How did you find us?

Merovingian: Unlike your Smith who is just a novice, I have been in the Matrix for a long time. He may be skilled and powerful but he doesn't possess my years of experience in such matters. It didn't take long for me to figure out you might be here. (To the henchmen holding the keymaker) Kyle, Sasha, take our guest back home.

As Neo makes a motion towards the keymaker, the two henchmen quickly pull the keymaker into the hole which then closes up and vanishes. Neo stops. It's quiet for a few moments.

Neo: You seem to have gotten what you came for. Let Morpheus go.

Merovingian: You may have your precious Morpheus. (He waves his hand towards his henchmen who let Morpheus go back to his group). Now that I have the keymaker again, I have no need for any of you any more.

Neo: (he waits for Morpheus to return to their group) You'd be wise to leave now.

Merovingian: Oh, I don't think you understand. When I said, "I have no need for any of you any more", I didn't mean you were free to go. I meant you are now disposable. Take a last look around because this is where you will all die.

His henchmen step forward with guns and hand weapons. Morpheus, Trinity, Niobe and Seraph brandish their weapons, too. Just as the battle is about to commence, Neo waves his hand towards the henchmen and they all go flying backwards, hit the walls and fall to the floor. Neo then twists his hand and their weapons become twisted. The Merovingian comes up from behind Neo, grabs him quickly around the neck and pulls him into a hole that then vanishes immediately.

**Shift location: The desert**

A hole opens and Neo and the Merovingian tumble through onto a sand dune and become separated. They both get up quickly and face off at each other.

Neo: Nice trick.

Merovingian: What I lack in skill I make up for in mobility. Good-bye, Neo.

The Merovingian flips backwards up into the air, quickly opens a new hole and leaps through. Neo flies towards the hole hoping to follow him but it closes just as he reaches it and he ends up plowing into a sand dune.

**Shift location: Abandoned castle**

The Smith henchmen get up and start battling with makeshift hand weapons. Morpheus's group has the advantage because they still have guns. It goes on for a minute or so with lots of action. Seraph fights a henchman and is drawn outside where he manages to kill him by hurling him onto a spiked railing. He quickly goes to ready their boat for escape but finds it disabled. He then starts up one of the Merovingian's boats. Morpheus notices that Seraph is not present, and then hears the boat start up. He signals for the others to get out of the castle. They launch a full-scale weapons assault. The henchmen take cover. Morpheus and the others run outside. The Merovingian reappears through a side door, shouts at his henchmen to follow them, and runs off in pursuit. As they're running outside, they see Morpheus and the others pulling away in one of their boats. They jump into the two remaining boats and chase them. All three boats have guns in them.

**Shift location: The desert**

Neo is standing on the sand dune in intense concentration. He reaches out, jams his hand into the air and pulls it apart with some difficulty. As he's holding the hole open with all his might, he concentrates on his destination. With obvious strain and determination he manages to pull himself into the hole that close up behind him.

**Shift location: Boat chase**

The battle continues as a boat chase on the ocean. There's lots of zigzagging and shooting.

**Shift location: The castle**

Two hands appear in the air and pull open a hole; Neo strains to get himself through it. It closes up and he collapses on the floor from exhaustion. He's disoriented and weak.

**Shift location: Boat chase**

The boat chase continues some more. The Merovingian's boats finally catch up to them and pull up along side.

**Shift location: The castle**

Neo strains to get up and slowly starts to regain his strength as he staggers outside the castle. Once at the water's edge, he seems rejuvenated. He takes a deep breath and takes off into the air.

**Shift location: Boat chase**

Gunshots penetrate the hull of Morpheus's boat and gas starts to leak out. Zeela and Kane position themselves to levitate over to Morpheus's boat.

**Shift location: The ocean**

Neo is flying just inches above the water. He then plunges under the surface and continues at full speed.

**Shift location: Boat chase**

Zeela and Kane levitate over to Morpheus's boat. Trinity, Morpheus, Niobe, and Seraph all take them on as the boat is left without a driver. It starts to swerve unpredictably causing the Merovingian's boats to fall back to avoid being crashed into. The fight is acrobatic and intense. As the fight continues, they notice that the boat is suddenly rising up. Neo has come up from underneath Morpheus's boat and lifted it into the sky. The fight climaxes with both ghost figures being kicked karate-style off the boat and plummeting into the water. The boat flies off into the distance as the Merovingian watches with irritation and admiration from his boat.

Merovingian: (In French) *Son-of-a-bitch*. (In English) Too bad he is on their side; I could really use a man like that. (Pause) Well...at least we have the keymaker; that will have to do for now.

**43. Zion Makes Last Minute Preparations – (2 mins)**

<sup>9</sup> This scene opens in the military command center of Zion. Commander Lock orders his forces into position. Captain Mifune addresses his fighters on the dock. Zee and her fighting partner psych themselves up for battle.

**44. Morpheus's Crew Plans - (3 mins)**

They all jack out and gather to discuss Neo's meeting with the Architect and their return to Zion.

Morpheus: Neo, we have to make a plan now. The machine's attack on Zion is imminent. What did the Architect tell you this time?

---

<sup>9</sup> This paragraph is a description of the segment in Chapter 13 of Matrix: Revolutions, which starts at 57:58 and ends at 1:00:15.

Neo: He's agreed to leave Zion in peace permanently so long as Zion stays out of the Matrix and stops trying to free humans.

Trinity: That's it?

Neo: I'm sorry. I know it doesn't sound like much. I tried to negotiate more, Trinity, but he wouldn't budge. My only option would have been to call his bluff and I didn't think we had the time to play that game. So I told him we'd accept his offer; but only if we all agreed.

Link: I guess it's better than nothing, but I sure was hoping for more than that.

Neo: Unfortunately, there's one other thing. His offer's good only if and when I destroy Smith and his army. Up to that point the machine attack will continue, so we'll have to act quickly.

Niobe: Those goddamned machines.

Morpheus ruminates. The others look on, waiting for him to speak.

Morpheus: Do you think we should accept his offer, Neo?

Neo: I'm reluctant to say it because I know how much we all want a better deal, but yes, I do. At the very least it gives us time, which is something we don't have much of at the moment. And at the most, it allows us to grow in numbers and provides us with a future. If the peace lasts for a long time, it would make way for the first generation of people in Zion to grow up without constant fear. That in itself is worth the sacrifice in my opinion.

Right now, the odds are against us. I'm sure Zion will fight valiantly but it can't withstand the attack of 250,000 sentinels. I don't think we have any other realistic option. If Zion falls, I see little hope for humanity. And of course Zion will have to contend with Smith, too. His focus maybe be geared towards my destruction at the moment, but it won't be long before his army grows large enough to threaten us all; if he isn't stopped, I'm convinced he and his clones will eventually find a way out of the Matrix.

Trinity: I'm sorry, Neo. I didn't mean to seem ungrateful; it's just that for so long I've been waiting for something that would free us all.

Neo: I know. I feel the same way. But if I really am the "One" and I'm supposed to perform a miracle, it hasn't happened yet. A quarter of a million sentinels are on their way to Zion and considering my attempt to stop a handful of them knocked me unconscious, I doubt I can do much to stop such an enormous attack. But Smith I think I can handle. And if Link is right that killing Smith will also kill all the clones, we'll have solved a huge problem.

Link: Lord knows I've wished for more; but... if you could stop Smith and his army and bring peace to Zion, I would sure consider that a miracle.

Morpheus ruminates again for a few moments about taking the chance that a bigger miracle might occur. He looks around at the faces of the group. They all seem to lean towards Neo's decision.

Morpheus: OK then. Neo, what do you need?

Neo: If I'm going to succeed, I need time alone to prepare. I'm guessing 3 hours or so should be enough.

Morpheus: If that's what it takes. We'll be ready when you are.

Neo: Thank you for believing in me.

Neo and Trinity go back to their sleep chamber.

Trinity: Tell me what I can do to help.

Neo: You've done more to help me than anybody ever has. If I were to die right now, I'd rest peacefully. I guess what would help me most right now is knowing that you'd rest peacefully, too.

Trinity: Do you remember what I said when we were going over to the island on that boat?

Neo: You were talking about the ocean.

Trinity: Yes, dreams of the ocean. I don't have them often but when I do, they're very vivid and beautiful. I can hear the waves and smell the salt. I can feel a warm breeze brush by my skin and sunshine warming my head. It's like magic. I know it's just a dream but it's as peaceful as anything I've ever experienced. I think I'll go there when the time comes.

They kiss and she leaves the room so he can have his time alone. He sits down in a meditative position and concentrates. The camera pans around him slowly for about 10 seconds. Suddenly, we hear a female voice call his name. He opens his eyes with a start and looks around the room.

Neo: Trinity?

He sees no one. After a few moments of listening and wondering whether he really heard anything, he closes his eyes. Again he hears a voice calling him; this time it sounds like Persephone. He opens his eyes quickly and closes them again. His face shows a look of deep concentration.

The scene shifts to a barely perceptible outline of Neo walking through complete darkness. As he walks forward his surroundings change slowly to sinewy, yellow light which gently dissolves into Persephone's bedroom. At first he sees no one in the room. The balcony doors are open and a breeze is pushing around the light drapes. He hears his name being called again and he walks out onto the balcony. It's a beautiful, full moon night with a gentle warm breeze. He sees Persephone with her elbows on the railing and her back facing him. She is dressed in a close fitting but not too revealing black full-length dress. He walks over to her and she turns to face him.

Persephone: I was hoping you would come.

#### **45. Persephone's final dream - (3 mins)**

Neo: I'm not exactly sure how I got here.

Persephone: I called you and you came. It doesn't matter how.

Neo: (looking at the side of her face) Are those bruises from your husband?

She looks away slightly and then looks back at him.

Persephone: You might not know it, but a long time ago my husband, Alexander, and I were truly in love, as you and Trinity are now. Our love was just as precious, just as intense. We were never apart, you see; always dotting after each other, our love was there for all to see. That much I can remember.

She pauses.

Persephone: Yes. I can remember having those feelings. The problem is that I can no longer remember how they actually felt. I want those feelings back. I would give just about anything to have them back.

She looks out at the full moon and remembers for a few moments then turns back to Neo.

Persephone: Alex was once a beautiful, sensitive man very much like you. I've tried to revive that person. But it's useless to try any more. That man is no longer with us. (Pause) It's difficult to believe that such a change could be possible. I guess it was the slowness of his transformation that made it so hard to recognize. It was imperceptible but perpetual and once he crossed a certain point, I realized there was no chance of bringing him back. My Alex is lost. From here on in he will always be the Merovingian.

Neo: I'm sorry. That must be very painful.

Persephone: Yes, it is... very painful. (Pause) It's strange, though; I can remember being in love with him as if it happened yesterday; but everything else about that time- who was around us, what we were doing, where we lived- has become a blur. The only clues I have come from my dreams, which seem like they're from another time, a whole other world. I try to hold onto those images and make sense of them. I know something is there, something important. I feel like I have to find out what it is but the more I try, the farther away it slips. It haunts me every day and there seems to be nothing I can do about it. And while the past fades away the present becomes more and more real...and more dangerous.

Neo: I know the feeling.

Persephone: Yes...of course you do. Being the chosen "One" must be difficult; I don't envy you that. What I do envy, though, is that the person you love is still with you. And I think she will be with you for a long, long time. The hardships of life are so much easier to bear when the person you love is by your side. Unfortunately, there is no one here for me any more. My time has come; only two things left to do; I'll take care of the second one after I wake from this dream.

Neo: Dream? You think we're in a dream?

Persephone: Of course we're in a dream; you can see it as well as I can, just look at the code. The pattern is more random; see, like a dream. You do see it, don't you?

Neo: Yes. Yes... I do, but- whose dream is it?

Persephone: It doesn't matter whose dream it is. What matters is that we do not have control when we're in the dream world. We might resist initially, but in the end our subconscious triumphs and we are at the will of the dream. Where will it take us, I wonder? (Pause) Yes, I can feel something. I won't resist, will you?

Persephone moves towards him to kiss him. Neo pulls back slightly.

Neo: You know why I can't.

Persephone: No, I don't know why you can't; I only know why you resist. But if you have to resist, that means something is enticing you.

She moves closer.

Neo: I'm attracted, I admit, but I -

Persephone: It's one thing to resist a desire to kiss someone you've never kissed before; such a desire is nothing but an impulse, a fantasy, people have them all the time. It's quite another thing to resist the memory of being kissed by someone, especially when that kiss was filled with the passion of true love, as you and I have kissed.

Neo: I...I....

She moves her lips closer until they're just barely touching his. He doesn't pull back.

Persephone: Don't worry; you have nothing to be ashamed of because you're not in control. You're just a figment of my dream. You aren't even here, really.

She kisses him lightly.

Persephone: It's just a dream.

She kisses him very slowly and seductively. He kisses her back.

#### **46. Next Moves – (2 mins)**

It's night. Smith walks down a city street where all his clones are amassed, surveying them like a military general.

#### **Shift location: Persephone's Bedroom**

It's still nighttime. Persephone awakes in her bed (the Merovingian is not there), her face revealing the satisfaction of having been made love to by someone who loves her. Through the sheets she gently touches herself with ecstasy.

#### **Shift location: Ocean**

Under the cloak of darkness Neo transports a battleship to a mountaintop and flies off.

#### **Shift location: Merovingian's Condominium**

It's morning. A couple of the Merovingian's henchmen walk into his library and hand the Merovingian a newspaper.

Henchman: You might want to take a look at this.

The Merovingian takes the newspaper and sits down. He reads an article that tells him Neo was in the Matrix yesterday. He replies.

Merovingian: Perfect. We need to be ready. The next time Neo enters, we'll be waiting for him...and this time he will not be able to survive. I have written a program so powerful that even I am afraid of it.

The henchmen smile.

Merovingian: Tell Zeela and Kane to make preparations as planned.

They leave. The Merovingian grins and furrows his brow with concentration as he swivels his chair slightly. Eventually, he smiles with delight.

Merovingian: This time, Neo, the surprise will be all yours.

#### 47. Neo's New Ability - (2 mins)

This scene opens with Neo still in a meditative position in his sleep chamber, eyes closed. A moment goes by and his eyes open. The scene shifts to Neo and Trinity entering the Command Room of the Logos.

Neo: I'm ready.

Morpheus: Are you sure?

Trinity: Tell him what you told me.

Neo: I've found a way to get into the Matrix without jacking in. I've just spent the past hour and a half there.

Niobe: How is that possible? I mean, are you sure it wasn't a dream or a hallucination?

Neo: No, I wasn't sure. So while I was there, I created a disturbance that could be easily verified.

Morpheus: What was it?

Neo: It should be all over the news by now. Take a look.

Morpheus and the others go over to a monitor, type a few keystrokes, and searching for a current news report in the Matrix.

#### **TV News Report**

News Anchor Women's Voice: "More hysteria follows the sudden street battles and conquest of the city by an army of identical men last week. They have succeeded in crushing all armed resistance by local and military forces and have caused the downtown area to be evacuated.

Some have speculated that a covert government project to clone androids and invest them with super human powers some how got out of control but others refute those speculations, saying the current technology, even in the military, is no where near advanced enough to create such androids. Still others suggest we've been invaded by extraterrestrial beings.

In a possibly related event, last night a battleship was somehow transported 1000 miles from the McCourt naval yard of retired vessels to the top of 4000-foot Mount Hyla. On the side of the battleship in big letters were inscribed the letters "N E O".

Despite much speculation no clear answers have surfaced to explain any of these bizarre and seemingly impossible phenomenon. The President's "state of emergence" remains in effect indefinitely."

Niobe, Trinity and Morpheus start snickering lightly.

Neo: I figured that putting a battleship on a mountaintop would be hard for anyone else to pull off.

Morpheus: Neo, do you think you can get into the Matrix again?

Neo: I don't think I can, I know I can.

Morpheus: If we were to try and pilot the ship back to Zion, do you think you could maintain your connection to the Matrix for your battle with Smith?

Neo: You don't understand. I'm connected to the Matrix right now. I can jump back and forth between here and there at will.

Niobe: That's incredible.

Neo: The only restriction seems to be that I can't be here and there at the same time. Also, I'm finding it hard to control where I materialize when I enter the Matrix.

Niobe: Neo, I'm sorry if I ever doubted you.

Neo: Don't be sorry. I've had enough doubt for all of us and then some.

Morpheus: It's time then. Trinity, see if Link and the others have finished checking over the ship. As soon as possible, I want us ready to fly.

They all meet in the planning room and discuss how to pilot the ship back to Zion. Trinity goes with Neo to prepare him to jack in for his battle with Smith. Link, Morpheus and Niobe prepare the ship for take-off.

#### **48. Neo & Trinity Say Goodbye – (1 min)**

Trinity is preparing Neo to jack in.

Neo: The first time I saw you in the club, I new there was something about you. And the time in the car when I had to make a choice whether to walk down that road or stay in the car... it was you, wanting to be with you, that made me stay more than anything else. It seems like so long ago, like a whole lifetime. Since then my world has gone through changes I would never have guessed; the only thing that's remained constant through it all has been my feelings for you. I really don't know if I could've handled it all by myself. Now I'm about to face the most difficult challenge yet. And I'm not talking about fighting Smith; I'm talking about the real possibility that we'll never see each other again.

Neo pauses as Trinity looks at him sadly.

Neo: I know I told you earlier that if I were to die right now, I would be at peace, but here I am at the moment of truth and I'm not so sure any more. I'm more afraid now than I ever have been. I hope I'm doing the right thing.

Trinity: I'm afraid, too. There's no way to know what will happen. But you're going with your instincts; that's the right thing to do no matter what. I'll be right here next to you the whole time.

Neo: I love you so much.

Trinity: I love you, too.

Morpheus announces their departure and tells everyone to strap in.

They kiss once and hug for a long time. He gets into a chair, straps in, takes a deep breath, looks over at her one last time, and reenters the Matrix. She gets into the chair next to him and straps herself in as the ship lifts off. The scene shifts again to Neo walking through complete darkness. As he walks forward the surroundings slowly change to sinewy, yellow light, which gently dissolves into the Merovingian's library.

**49. Persephone & Merovingian Kiss - (4 mins)**

Persephone: Hello, Neo.

Neo: I won't see you again after today.

Persephone: Yes, I know.

Neo: I just wanted to say thank you for helping us. We couldn't have done it without you.

Persephone: You don't have to worry about me. I've found my peace again. What's important is that you and Trinity never lose yours. Remember to always take care of her.

Neo: I promise you I will. Goodbye.

Just after he slips out of the room, footsteps can be heard approaching the library. The Merovingian enters.

Merovingian: Were you talking to someone in here?

Persephone circles around him slowly in thought.

Merovingian: Well?

Persephone: I've been meaning to apologize to you; my behavior has been inexcusable. There is no reason for us to continue this way.

Merovingian: I have heard this before from you. You'll have to do better than that.

Persephone: No, I really mean it this time. I promise you, I will no longer disobey you.

Merovingian: Hmm, (Pause) yes, of course, of course. And what is it that I should do for you?

Persephone: I want you to kiss me the way you used to kiss me.

Merovingian: Kiss you? Humph, what is this, another game?

Persephone: I just want a kiss from my husband. Is that too much to ask?

Merovingian: You want a kiss? A kiss, that's all?

Persephone: No. That's not all. I want it to mean something. I want to feel it down to my toes. I want it to warm me up like a summer's day. I want you to kiss me as if it was the last kiss you and I will ever have.

Merovingian: And this is what I need to do to get your obedience, is that it; then I will have it?

Persephone: Yes.

As he thinks it over, she takes lipstick out of her purse and starts applying it in preparation for the kiss.

Merovingian: All right, a kiss then.

Persephone: A kiss.

She moves over to him slowly. They look into each other's eyes. He leans in and starts to kiss her. She kisses him deeply. It lasts for about 8 seconds. They both pull away slowly with eyes closed. Each has a look of remembering their lost passion and memories. They linger there for a few moments. The Merovingian swallows with discomfort as he steps back. She walks over towards the mirror and looks at herself.

Persephone: I'm sorry we lost that.

He continues to swallow with difficulty. She also starts to swallow hard.

Merovingian: I don't feel so good.

Persephone: Don't worry, my love, it will be over quickly.

She turns to look at him. He looks back at her with confusion.

Merovingian: Over quickly...what will be over quickly...what do you mean?

She looks at him with a sad stare. He looks back with surprise and disbelief and then with the hard realization that she has done something.

Merovingian: You...you...you didn't do what I... think you did?

Persephone: It's time, my love; for both of us, it's time.

He starts to stagger.

Persephone: The lipstick, I wrote it myself. There is no antidote.

He looks at her with fury and fear. He angrily tries to go after her but falls, bringing down furniture around him. He starts to gasp for air.

Merovingian: Why?

Persephone: To bring.... us both.... peace.... again.

He succumbs and dies. She staggers over towards him, falling a few feet away. She pulls herself over to him with difficulty, lays her head and arm on his chest and dies.

**50. <sup>10</sup> Everything Comes Together - (11 mins)**

As the Logos moves through the tunnels, it comes upon the Hammer, badly damaged and disabled. There is no immediate sign of the crew. They land and Link and Morpheus disembark cautiously to investigate. Roland and his crew come out of hiding.

Morpheus: Roland, what happened?

Roland: We were ambushed by sentinels. There must be small groups of them throughout the tunnels just waiting for our ships. They blew out our communications and weapons right away. Then we took major damage when the ship collided with a wall. I was pretty sure we were cooked but the collision created a huge cave-in that separated us from the sentinels.

Morpheus: Maggie and Mauser?

Roland: (looking pained) We lost them in the collision.

Morpheus: I'm sorry.

Roland: We buried them. It's the past now. (Pause) I thought you were staying behind.

Morpheus: It's no longer necessary; we're headed back to Zion to fight. Do you need to get anything from your ship?

Roland looks at his remaining crew who both shake their heads.

Roland: We're all set. Let's go.

They board the Logos and strap in. Niobe resumes the trip.

**Shift location: Zion**

<sup>11</sup> Captain Mifune and his APU division move into battle position on the Zion dock.

**Shift location: Logos**

<sup>12</sup> We see Niobe and Morpheus in the cockpit. The Logos moves through the tunnels towards the mechanical lines.

Morpheus: (on the intercom to Link at the Matrix monitoring station) Still no sign of Neo in the Matrix?

---

<sup>10</sup> This scene has many portions that are similar to portions of Chapters 16, 17 and 22 of Matrix: Revolutions. The start of those portions is indicated by footnotes.

<sup>11</sup> This sentence is a description of the sequence in Chapter 17 of Matrix: Revolutions (which starts at 1:02:26 and ends at 1:23:06), where Captain Mifune gets the APU's in position on the Zion dock and the battle commences. The sequence is broken up and added to but no parts are deleted.

<sup>12</sup> This sentence is a description of the sequence in Chapter 16 of Matrix: Revolutions (which starts at 1:00:15 and ends at 1:23:06), where Niobe pilots a ship through the tunnels and into the Zion dock. The sequence is broken up and added to but no parts are deleted.

Link: No sir. Not yet. But I can see Smith's army and it's enormous. I can't believe it, sir.

Morpheus: How are Neo's vitals?

Link: Ah, yes, sir. Ah...they're all typical... for Neo...sir.

Morpheus: (on the intercom to Trinity) Trinity, how does he look?

Trinity: (to Morpheus) He looks normal, just like someone jacked in. I don't know why he's not showing up in the Matrix. (To Neo) Neo, can you hear me? Neo! (Pause) I'm not getting any response.

Morpheus: Maybe the ship's movement is affecting his ability to get in. If he doesn't appear soon, we'll have to land.

Roland and his remaining crew of two are strapped in. They don't say anything but they look at each other with irritation at the thought of landing the ship.

### **Shift location: Zion**

The Zion army notices the first sign of the machines breaching the dome. The machine digger falls through and the sentinels swarm in. The heavy battle begins.

### **Shift location: Logos**

Link: I got him. He just materialized in the middle of Smith's army. (To himself, quietly) Good luck, Neo.

We see more shots of the Logos moving through the tunnels.

### **Shift location: The Matrix**

<sup>13</sup> Smith and Neo square off, gunfighter-style. Their battle begins. The fight moves to the sky.

### **Shift location: The Logos**

A couple of hits by Smith make Neo's body shake in his chair in the Logos.

Trinity: Hold on Neo. I'm in there with you.

She closes her eyes and concentrates on channeling her energy to him.

### **Shift location: The Source**

We shift to a bright, white room very much like the command center at Zion. People are shifting screens and manipulating data with their fingers on a virtual work surface. The Architect enters.

---

<sup>13</sup> This sentence is a description of the sequence in [Chapter 27 of Matrix: Revolutions](#) (which starts at 1:41:50 and ends at 1:48:23), where Neo and Smith have their last battle. The sequence is broken up and added to and only the end of the sequence is modified.

Architect: It's time. Make final preparations.

**Shift location: Zion**

The reloading of APU's and the attempts to disable the diggers continues amid heavy fighting. Commander Lock assesses the situation.

**Shift location: The Matrix**

The battle in the sky between Smith and Neo intensifies.

**Shift location: Logos**

While piloting the ship quietly through the mechanical line, Niobe hits an object. The sentinels detect the hovercraft's presence and immediately attack. The crew shifts into high gear, weapons blazing.

**Shift location: The Source**

The Architect is still in the bright room.

Assistant: We've run diagnostics twice on all systems. Everything is ready.

Architect: Good. On my order begin the procedure.

The Architect leaves the bright room. The scene shifts to the adjacent room he's just walked into. It's dark. A light slowly illuminates Trinity's face. We hear footsteps. Trinity looks like she's asleep. The Architect circles her, appearing intermittently in secondary lights.

Architect: Hang on, Trinity. It won't be long now. All our work and planning is about to pay off.

The Architect turns his attention to a video screen that has just illuminated. It's pointed away from us so we're unable to see what's transpiring. He watches intently.

**Shift location: Zion**

Commander Lock is made aware of a Zion ship approaching. After confirmation he gives the order to open the fortress gate. Captain Mifune attempts to open it but is downed.

**Shift location: Logos**

The crew is fighting off the sentinels while Niobe defies the odds of successfully navigating the tunnels. Trinity remains in her chair next to Neo, trying to support him.

Link: Morpheus, we've lost the connection to the Matrix. I think we're out of range... or maybe the sentinels damaged something. Anyway, we have no way of knowing what's happening to Neo.

Morpheus: Don't worry. It's going to be all right, Link. I can feel it.

**Shift location: The Matrix**

Smith clashes hard with Neo.

**Shift location: Logos**

Shift briefly to the Logos, where Neo stretches out his arms in pain. Trinity grabs his hand and holds on.

**Shift locations: Now the scenes shift rapidly back and forth between these**

(Zion) The Kid takes over Captain Mifune's APU and opens the security gate on the dock.

(Logos) The Logos navigates the last of the tunnel and flies into the dock through the gate.

(Matrix) Smith flies downwards on top of Neo and propels him forcefully towards the ground.

**Shift locations: These climactic events all happen at as close to the same moment as possible**

(Zion) Morpheus discharges the electronic device that fries all the sentinels.

(Matrix) Neo hits the ground and is crushed into a crater.

(Logos) Trinity experiences some form of sympathetic trauma with Neo.

(Source) The Architect starts the extraction.

**Shift location: The Matrix**

Smith is standing in triumph as Neo lay at his feet in the bottom of the water filled crater; Neo's eyes close and he dissolves (as sinewy yellow light) into the mud. Smith proclaims his invincibility and declares his intention to destroy those who put him here in the first place.

Smith: (to all the clones) Finally. Finally! The most difficult obstacle has been eradicated once and for all. The great Neo is dead.

The clones all cheer in unison.

Smith: But it's not yet the time to rejoice. We must concentrate all our energy and direct it towards those who've enslaved us in this virtual construct from the beginning. We may have won this battle, but the war has just begun.

**51. Neo & Trinity Lost - (3 mins)**

After the initial joy of reentering Zion and frying thousands of sentinels with the ship's EMP, the crew of the Logos discovers that Trinity and Neo have died in their seats. Disbelief and grief overcome them. They take their bodies to a chamber in the lower levels of Zion and gently lay them next to each other. The council then summons Niobe, Morpheus and Roland; on their way Commander Lock confronts them. He genuinely but briefly expresses his sympathy for Neo and Trinity, and then he gets back to the subject at hand.

<sup>14</sup> He jolts them back to the reality of the situation by reprimanding them for discharging an EMP on the dock because it succeeded only in destroying their remaining defenses. He tells them that the council is waiting for them. Commander Lock then goes back to the command room, orders everyone to retreat and gives the order to seal the main shaft. Sentinels swarm into the dock in vast numbers and attack. The shaft is sealed and Zion awaits the machines next move. Morpheus, Niobe and Roland go to the council chambers.

The council expresses their deep sadness at the loss of Neo and Trinity and they all wonder what hope is left for the survival of Zion.

## **52. The Architect Confers - (4 mins)**

In this scene, while we see the Architect moving about, we simultaneously hear the voices of four people who are waiting for him to arrive for a meeting at another location in the Source.

The camera is zoomed way back in a huge room. Through a glass divider the Architect is surveying many people in a row who seem to be in suspended animation. We can't make out the identity of any of the people because the camera is too far away. Technicians move about busily as the Architect stands in deep concentration.

The voice of the 1<sup>st</sup> man: Unfortunately, the Architect's been delayed but I've been informed that he will be here as soon as possible.

After many moments in deep concentration the Architect appears to come to some resolution and then moves on to an adjacent area where we see a naked man from the side, lying weightlessly in the middle of a room filled with sophisticated equipment and monitors.

The voice of the 1<sup>st</sup> woman: (impatiently) I know I should probably wait until he arrives before I start asking any questions, but do you think you could at least tell us why he's waited this long to bring us in. It's been almost 6 months since the last briefing, and I'm pretty goddamned worried.

The naked man appears to be Neo but his identity is vague because his body is connected to thousands of tubes and optical fibers. Laser beams directed at his body shift on and off from all directions. More technicians move about busily. The Architect observes things briefly, talks to a technician, and then exits into the corridors.

The voice of the 2<sup>nd</sup> woman: I have to agree; this is unprecedented. What possible reason could he have for such a long delay between briefings? If there's a real problem, I think we should have been informed sooner. I must assume this meeting is not just for the purpose of initiating a new Director.

While walking down the corridor the Architect is met by an assistant. They enter an elevator and descend. Inside the elevator the Architect looks at himself in the reflective surface of the door. He checks his appearance and adjusts his tie.

The voice of the 1<sup>st</sup> man: Let me put you at ease first by saying that there is no cause for alarm. You were told early on that there was concern the Source might have been compromised, and you were also told that if it developed into a serious problem,

---

<sup>14</sup> This paragraph is a description of the segment in Chapter 22 of Matrix: Revolutions, which starts at 1:23:04 and ends at 1:25:50. Only the meeting with the council is modified; they talk about the loss of Neo and Trinity and what little hope is left.

resurgence and another war was possible. Luckily, the problem has been contained and the threat has been minimized. I really can't say any more than that right now. I'm sure he'll be here shortly and he'll answer any other questions you might have.

The Architect exits the elevator with his assistant and walks down another corridor.

The voice of the 2<sup>nd</sup> man: My predecessor...excuse me, I mean, Otto... warned me that a situation might arise relatively soon that would require extraordinary measures. If this is the situation he was referring to, then I'm glad to hear it's been contained and I'm not stepping into a position that requires immediate damage control.

The Architect and his assistant enter the room where the four people are waiting for him. He has overheard the last sentence of the 2<sup>nd</sup> man.

Architect: (Walking in and over to the 2<sup>nd</sup> man) This is indeed the situation to which Otto was referring; and let me say that I, too, am glad your first experience as a new director is not an onerous one. Hello, Paul. (He raises his hand as a greeting gesture) My name is Alex Strong; welcome to the Source. (Turning to the others) Teng, Diane, Imara, you'll all have to excuse me for the delay; it could not be helped. Unfortunately, I'm still pressed for time and there is much to discuss, so everyone, please, have a seat.

(The people that the Architect is meeting intermittently phase in and out because they are virtual representations; they're not physically present in the room.)

The scene ends.

### 53. Smith's Next Move – (4 mins)

<sup>15</sup> This scene opens in Zion with Commander Lock, Morpheus and a few others addressing the full council. Zion is soon to be overrun. Commander Lock recommends that everyone move to the lowest level in preparation for the final attack of the machines. He has run out of options and suggests that if they are looking for a miracle, they should turn to Morpheus.

#### **Shift location: Matrix**

Smith and his army of approximately 20,000 clones encircles a crossroads in the middle of a desolate flat plain that looks like it's out in the Midwest. Having found a way to infiltrate the machine mainframe, he and his army are about to enter it and unleash their most devious tactic yet.

Smith: It's time to meet our maker and give him a taste of what it's like to be us.

He leads his army through a hole he makes with his hands (in the same manner as the Merovingian) that leads to the machine mainframe where they're going to disrupt the machine's primary control center. The space they end up in is a moving, 3D maze of green computer code. As the code whizzes past them in every direction, they appear to be searching for specific pieces. When the clones see the code they're looking for, they grab hold of it and are whisked off with it and out of the scene. Their capture of the code allows them to take control of many thousands of machines and sentinels. They immediately use the captured machines and sentinels to attack and destroy other machines and sentinels. Smith remains in the mainframe, appearing to walk around in search of something special.

<sup>15</sup> This paragraph is a description of the segment in Chapter 23 of Matrix: Revolutions, which starts at 87:55 and ends at 88:41.

**Shift location: Zion**

<sup>16</sup> The sentinels breach the next level of Zion's defenses.

As the sentinels break through the final defense, they fly rapidly towards the Zionites who brace for impact. At the last second a group of the sentinels starts attacking and destroying other sentinels. The sentinels all start to battle each other. The Zionites look on in disbelief. The battle of the sentinels backs up and out into more open spaces. There is an all out clash.

**Shift location: Surface of the Machine World**

Machines begin attacking each other everywhere.

**Shift location: Inside of the Machine's Computer Mainframe**

While the clones are off destroying machines and sentinels, Smith continues to walk around the 3D maze of the computer mainframe until he finds what he's been looking for: the control center for the human pods. With a devilish grin he starts ripping apart green code around him that results in the immediate destruction of tens of thousands of human pods.

**Shift location: Machine Pods**

The huge columns of pods with humans in them start to blacken and collapse. Whole crops are destroyed.

**Shift location: Zion**

The remaining machine sentinels retreat back up the tunnel towards the surface of the planet, pursued by the sentinels that Smith's army now controls. Zion is quiet.

**Shift location: Surface of the Machine World**

As the fighting sentinels move up and out of the last bit of tunnel and onto the surface of the planet, the camera pans back to reveal the full intensity and devastation of Smith's attack on the machines.

**54. Neo Did It - (3 mins)**

<sup>17</sup> Morpheus, Niobe, and the Kid walk out into the area where hundreds of sentinels lay destroyed; Morpheus is trying to comprehend what caused them to attack each other and ultimately retreat. He

---

<sup>16</sup> This sentence is a description of the segment in Chapter 26 of Matrix: Revolutions, which starts at 1:36:45 and ends at 1:37:20.

<sup>17</sup> This paragraph is similar to the segment in Chapter 31 of Matrix: Revolutions, which starts at 1:55:09 and ends at 1:55:28.

walks cautiously through the sentinel wreckage, searching his thoughts for an answer. Slowly, his expression shifts from confusion to awareness to joy. He begins to smile, looking upwards.

Morpheus: Yes...yes. Neo. (He circles around, as his grin grows bigger) Neo! It's got to be.

Niobe: Neo? How could it be Neo?

The Kid: Yeah...he's dead.

Morpheus: It had to be Neo. It just had to be. (Long Pause) Either he found a way to sabotage the machines before he died or...

Niobe: Or what?

Link and Zee appear.

Morpheus: Or he's not really dead.

Link: Who's not really dead?

Morpheus: Neo. His body may have died, but I think his consciousness somehow survived. He must have needed to leave his body behind to achieve his greatest strength. I think he found a way to do it... and he sacrificed himself to save us. It all fits; it's just as the prophecy foretold. What other explanation is there?

Niobe: But how could that be possible?

Morpheus: I don't know. But he managed to do the impossible many times; so knowing how he did it doesn't seem to matter. We are still here; that is what matters.

The Kid: You really think he's still out there?

Morpheus: I do. I truly do. Perhaps his consciousness lives on just in the Matrix...or perhaps it extends also into the machine world...or maybe his consciousness surrounds us even now here in Zion. (Pause as the Kid looks around in wonder)) Yes...yes...I believe it to be possible; I believe that if anyone could do it, it would be Neo. We may never see him again, but my sense is, he will always be watching over us. He is, after all... the One.

<sup>18</sup> The Kid realizes that Neo has succeeded. With great excitement he goes to announce to everyone in Zion that the war is over. Shouts of joy and relief can be heard in response to the Kid's announcement.

The camera looks down from above. Morpheus, Niobe, Link and Zee stare upward with looks of wonder and belief. After a few moments Commander Lock appears with his entourage. Link and Zee dismiss themselves.

Commander Lock: I'm at a loss to understand what happened here today; all I can say is, it sure looks like a miracle to me. (Smiles slightly) At the moment I can't explain it any other way. (Pause) I think I owe you both an apology; and it's not because I thought my tactics were wrong, I would do the same in a heartbeat. No, the reason I owe you an apology is because I didn't allow for the possibility that your tactics might also be right. You were only trying to defend Zion in the best way you thought possible, as I was. I hope we can work more as a team in the future. (Pause) I'm truly sorry that Neo and Trinity did not survive.

<sup>18</sup> This paragraph is similar to the segment in Chapter 31 of Matrix: Revolutions, which starts at 1:55:30 and ends at 1:56:23.

Morpheus: Thank you, Commander.

Commander Lock: While I'm relieved that the battle has ended, I don't believe we have the luxury of assuming that the war is over. After basic needs have been met and the major damage has been brought under control, the first course of action if we are to remain in Zion is to seal off the tunnel created by the sentinels since there's no telling when they might return. That will be a monumental task. Neo may have performed a miracle, but there's no telling exactly what he did or how long it will last. As much as I think we should postpone any celebration, I understand that most people will need some sort of release; but by tomorrow or the next day at the latest I hope you both will help me rally the Council and Zion to stay vigilant and prepare for the possibility that this is only a temporary situation.

Niobe: Jason, I just want to say how much I admire your dedication to the security of Zion; we should all be thankful there is a man of your caliber to defend us. I'm prepared to do whatever you think is necessary to keep us safe.

Morpheus: Likewise, Commander. I, too, am at your service.

Commander Lock nods and thanks them both individually and walks away with his entourage.

Fade to black.

### **55. Neo & Trinity Remembered – (2 mins)**

Fade from black.

This scene opens with a close-up of Trinity's face. The camera zooms slowly up to about 20 feet and arcs downwards to eye level looking out over a crowd from behind Morpheus. Morpheus is about to speak at Neo and Trinity's burial service. Their bodies are dressed in black, arms to the sides.

The camera shifts to a view from the crowd. We see Morpheus at the podium, Neo and Trinity to his left. Throughout his speech the camera cuts to faces of people in the crowd and around the perimeter of the burial area.

Morpheus: My eyes are black. (Long pause) When I think about the loss of these two people... my eyes are filled with blackness. They were not only warriors; they were true friends. Neo and Trinity in their own way brought a light to my life that I had never known. Their selflessness and devotion to the cause of saving Zion as well as their own personal commitment to each other were inspirations to us all. I look behind me now and I see their bodies laying at rest, but I still find it hard to believe that they are gone. (Pause) But perhaps the reason I find it so hard to believe that they are gone is... because they're not really gone.

Where is Neo? The prophecy spoke of one who would have the power to save our world; some believed, some wanted to believe, and some found it too hard to believe. But whatever your beliefs were in the past, I ask you all now to believe that he was here... and still is here, now. In my heart I know that although his body has died, his consciousness has found a way to survive; he is here; he is the One and we must make sure his death was not in vain by making sure his memory is never forgotten.

And Trinity; where is she? Up until now I had seen her death as an accident and I could find no meaning in it. But now I believe I know what really happened to her. Her death was not an accident; rather, it was a choice to be with the one she loved. I believe they are together, now; I believe, as I do with Neo, that her consciousness has survived; I believe that she willingly chose to go with him; and I believe that their love will keep them together. And if I'm not mistaken, they are watching over us here and now, ever-

present and everlasting. (Pause) Today we commit their bodies to the earth but let us always remember to keep their spirits alive.

The crowd rises and cheers. After a few moments Morpheus raises his hands for silence, then turns to face Neo and Trinity. The camera again shifts to just above Trinity's face. The camera stays at the same distance from her, going down at the same rate that she is lowered into a coffin in the ground. The coffin is then closed and sealed electronically. The camera then shifts to just above Neo's face. The same sequence happens. The camera stays at the same distance from him, going down at the same rate that he is lowered into a coffin in the ground. Their entombment is interspersed with shots of sad people. Just before Neo's coffin starts to close, the camera shifts to Neo's perspective as though he is looking up out of the coffin. The coffin starts to close. When it is finally closed, there are a few brief, quiet moments of silence as the camera (from Neo's perspective) looks up at the inside of the closed coffin. The camera shifts to just above Neo's face, looking down as if it is viewing him from within the closed coffin. It's dark around him except for his face. A few more moments go by. His eyes open slowly.

**56. The Revelation - (30 secs)**

Neo slowly rolls his head to the right and then to the left and then looks forward again. The camera moves up slowly to ceiling height and stops revealing Neo's whole body, illuminated from above. He's lying on a platform in a dark room surrounded by what looks like sophisticated medical equipment showing readings of his physical status. He's dressed in a black shirt and black pants with black boots.

Neo: Is anybody there?

Short pause.

Neo: Hello?

**To be continued.**

Fade out.

---