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# ALIAS

#E641/#E642

"The Box, Part I"

Written By

Jesse Alexander & John Eisendrath

FIRST DRAFT

Rev. Blue	December 19, 2001
Rev. Pink	December 19, 2001
Rev. Yellow	December 20, 2001
Rev. Green	December 21, 2001

ALIAS

"The Box, Part I"

CAST LIST

SYDNEY BRISTOW  
FRANCIE  
JACK BRISTOW  
AGENT SLOANE  
AGENT DIXON  
WILL TIPPIN  
AGENT VAUGHN  
MARSHALL

Agent Weiss  
**Jenny**

Chopper  
McKenas Cole  
Endo  
Gonov  
Ice  
**Judy Barnett**  
**CIA Officer Haladki**  
**Kelly McNeil**  
Sloane's Secretary  
SD-6 Security Agent #1  
SD-6 Security Agent #2  
Tchen  
Toni  
**The Voice (voice-over only)**

ALIAS

"The Box, Part I"

SET LIST

INTERIORS:

CIA Office - Day & Night  
Hallway - Day & Night  
Vaughn's Office - Night  
Barnett's Office - Night  
A.C. Van - Day & Night  
Parking Structure - Night  
Mikro Self Storage - Storage Unit - Night  
Sydney's Apartment - Day  
Living Room - Day  
Kitchen - **Night**  
Credit Dauphine Parking Structure - Night  
Landing - Night  
SD-6 - Night  
Security Room - Night  
Air Duct - Night  
Basement Level - Engineering Room - Night  
Hallway - Night  
Sloane's Office - Night  
Elevator - Night  
Scanning Room - Night  
Main Area - Night  
Elevator Shaft - Night  
Torture Room - Night  
Other Hallway - Night (now in Part II only)  
Basement Level - Storage Room - Night  
Marshall's Workspace - Night  
Vault Room - Night  
Vault - Night (now in Part II only)  
L.A. Newspaper - Night  
Bathroom - Night  
Main Area - Night  
(Parking Garage - Night - **OMIT**)  
Trafalgar's Restaurant - Night

EXTERIORS:

No exterior scenes

ALIAS

"The Box, Part I" \*

ACT ONE

NOTE: The REPRISE ends with the last episode's final scene,  
SEAMLESSLY BECOMING:

1 INT. CIA OFFICE - HALLWAY - DAY 1

A door BURSTS open. SYDNEY -- confused, wounded -- rushes from the room where she has just learned of her mother's betrayal. JACK follows with --

JACK  
-- Sydney --

Faster now -- no looking back -- desperate to get away. Around a corner -- calls for the elevators. Where are they?! She turns for the stairs -- and there's Jack.

JACK (CONT'D)  
Wait.

He has her attention now -- the moment demands comfort and understanding -- instead --

JACK (CONT'D)  
You can't lose control over this--

SYDNEY  
You know what, Dad, this isn't the best time to start lecturing me--

JACK  
-- I know how this feels--

SYDNEY  
-- not exactly, you've had a lot longer than I have to make sense of all this--

JACK  
(firmly)  
There was a time when this was news to me too.

(beat, calms)  
Your mother was sent to the United States... to steal secrets from a ranking officer of the CIA.

(beat)  
How she and I "happened" to meet... how she... supposedly fell in love...

(MORE)

(CONTINUED)

1 CONTINUED:

1

JACK (CONT'D)

(beat...)

I believed it all. But it was just a set-up.

SYDNEY

... even her wanting a family...? Was that... part of the plan, too?

His look says it all -- he clearly believes so. This is the lowest blow yet -- Sydney's mother didn't want her. This emotional well is way too deep for Jack -- he just steps out of her way as she hurries off, needing to be alone --

A2 OMIT (NOW SCENE AB21)

A2 \*

2	OMIT	2	*
3	INT. A.C. VAN - DAY	3	*

A beat-up van from MCTIERNAN AIR CONDITIONING enters a parking GARAGE. A SIGN reads: "CREDIT DAUPHINE." The Driver -- GONOV -- stops at a KEYCARD READER in front of a SECURITY GATE. He pulls out a modified SWIPE CARD -- WIRES connect it to a LAPTOP on the passenger seat.

(CONTINUED)

3 CONTINUED:

3

Gonov shoves the card into the reader. On the MONITOR:  
PROCESSING SECURITY CODE... As the computer hacks the code,  
Gonov glances in his REARVIEW:

Six MEN -- led by MCKENAS COLE -- are unpacking gear. We  
see details: H&K G36 MACHINE PISTOLS, TACTICAL GAS MASKS,  
STUN GRENADES, PLASTIC EXPLOSIVES, BULLETPROOF VESTS, BOLT  
CUTTERS, ACETYLENE TORCH, ETC. --

On the MONITOR: SECURITY CODE ACCESSED. The GATE rises.  
The van pulls in. And no one's the wiser.

4 INT. SYDNEY'S APARTMENT - LIVING ROOM - DAY (FORMERLY INT. 4  
SYDNEY'S APARTMENT - BEDROOM - DAY)

SLOW MOTION -- using a long lens -- as Sydney rips through  
her KEEPSAKE BOX -- PICTURES of her mom -- she looks for  
some kind of hint or sign or tell -- \*

SYDNEY (V.O.)  
... there's something that happens  
when you discover the truth about  
someone. I know a little about this.

5 INT. SYDNEY'S APARTMENT - LIVING ROOM - DAY - LATER 5  
(FORMERLY INT. SYDNEY'S APARTMENT - LIVING ROOM - DAY)

Sydney at the FIRE -- paging through MOM'S BOOKS --

SYDNEY (V.O.)  
... it makes you look at the world...  
everything... differently.

She opens one -- sees the set of CYRILLIC LETTERS in the  
margin -- letters she made appear weeks ago -- codes she  
assumed were intended for her father...

Suddenly -- VIOLENTLY -- Sydney RIPS THE PAGE from the book  
-- balls it up -- throws it in the fire -- as it BURNS --

SYDNEY (CONT'D) (VO) (CONT'D)  
... the truth changes everything.

6 INT. MIKRO SELF-STORAGE - STORAGE UNIT - NIGHT (FORMERLY 6  
INT. CIA OFFICE - DAY)

Sydney stands there, with Vaughn. Two CHAIRS and a TABLE  
are here. She's sad... lost...

SYDNEY  
There's this woman... a personality,  
like a collage, that I've put  
together... from the photographs.

(MORE)

(CONTINUED)



6 CONTINUED:

6

SYDNEY (CONT'D)

The few memories I have... the scraps  
of stories I've heard... the clothes  
of hers that I've got... her books...

(beat, empty, quiet)

And none of it's real.

(with deepening pain)

... she wasn't that woman at all, she  
was... she was a horrible person...  
who killed your father.

Their eyes meet for a long moment -- and Sydney starts to  
cry, quietly.

SYDNEY (CONT'D)

...Vaughn... I wanted to say... that  
I'm so sorry...

-- but looking at him, she's too sad to go on. Vaughn,  
feeling for her, moves to Sydney... and holds her. ON the  
two of them, embracing in the dark storage unit...

7 OMIT

7

8 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT

8

The van is still moving as CHOPPER -- the electronics  
expert -- leaps out with a set of BOLT CUTTERS -- steps  
beneath a SURVEILLANCE CAMERA and CLIPS the camera's  
optical CABLE.

9 INT. SD-6 - SECURITY ROOM - CONTINUOUS

9

Two SD-6 SECURITY AGENTS observe a wall of MONITORS -- one  
of which is filled with STATIC.

SECURITY AGENT #1

We lost coverage on the off-site  
garage.

SECURITY AGENT #2

Any signs of forced entry?

SECURITY AGENT #1

Negative from gate control. I'll  
check it out.

SECURITY AGENT #2

While you're at it, grab me a black  
coffee, all right? Two sugars.

10 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT 10

The A.C. VAN drives slowly -- flush against a wall --  
aligning its sliding SIDE DOOR with a large GRILL -- this  
is the fresh air intake of an air conditioning system --

11 INT. A.C. VAN -- PARKING STRUCTURE - CONTINUOUS 11

The sliding door opens to reveal the GRATE.

TCHEN -- a munitions guy -- fires up a compact ACETYLENE  
TORCH -- begins slicing up the massive grill.

12 INT. MIKRO SELF-STORAGE - STORAGE UNIT - NIGHT (FORMERLY 12  
INT. CIA OFFICE - VAUGHN'S OFFICE - DAY)

Sydney and Vaughn drink COFFEE -- sitting across from each  
other, the table between them.

VAUGHN

After you left the meeting, Davenport  
showed me your dad's missing case  
file.

(holds up a manila file)

Case 332-L.

(beat)

You wanna know about your mother?

Yes -- no -- shit. Sydney gives a terrified nod. He opens  
it, reads:

VAUGHN (CONT'D)

-- Irina Derevko -- 1971 -- graduated  
from Leningrad State University --  
Subsequently joined the KGB --  
achieved rank of Major -- awarded the  
Order of the Red Star by the KGB --

He looks up -- does she want him to continue?

SYDNEY

(steeling herself)

... what else.

VAUGHN

1973-1981 -- undercover operative in  
the United States assigned to the  
first chief directorate of foreign-  
intelligence --

(beat)

Derevko revealed more than 100 covert  
operations... and betrayed at least 30  
agents.

(CONTINUED)

12 CONTINUED:

12

SYDNEY

Including your father.

VAUGHN

You realize your father was a victim here too.

Vaughn slides the FILE toward Sydney -- she fingers the edges -- there's a truth in here she needs to own --

SYDNEY

It's like I've got this sick... twisted legacy.

(beat)

Spies... double agents, false loyalties... lifetimes of secrets...

(beat, becoming overwhelmed)

... I don't want this job anymore --

VAUGHN

Sydney, that's why you're doing what you do... you're helping bring an end to SD-6--

SYDNEY

-- not anymore--

VAUGHN

-- Sydney--

SYDNEY

-- I need something -- someone -- in my life to be real --

VAUGHN

This... right here... what we do is real.

SYDNEY

(beat)

Look where we are.

(beat)

This isn't real. This isn't what our lives should be.

(beat, slides folder back to him)

I want out.

VAUGHN

Out?

(beat)

So you want to enter the Protection Program.

(CONTINUED)

12 CONTINUED: (2)

12

SYDNEY

No. I'm not going into hiding.

VAUGHN

If you don't, Sloane will kill you.

SYDNEY

I don't think he will.

Vaughn just watches as she stands -- looks to him -- through her sadness, she forces a happiness... a happiness she simply hopes will result in the act she's about to commit. Hopefully:

SYDNEY (CONT'D)

You like the Kings. Right? Hockey?

VAUGHN

(slightly thrown, a touch amused)

... yeah, how'd you...?

SYDNEY

-- that pen you keep in your briefcase. It's a Kings pen--

VAUGHN

(a touch embarrassed)

-- oh... yeah, I got that at the, uh--

SYDNEY

-- they're playing the Islanders next week.

(beat)

We should go.

VAUGHN

... Sydney. You can't do this.

SYDNEY

I'm getting my life back.

(beat)

I'd like you to be a part of it.

Off Vaughn, wanting it too, but knowing it won't come nearly so soon... or so easy...

13 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT (FORMERLY 13  
INT. CREDIT DAUPHINE PARKING STRUCTURE - DAY)

Security Agent #1 checks the area -- notices the van from McTiernan A.C. -- hears the HISS of an ACETYLENE TORCH.

(CONTINUED)

13 CONTINUED:

13

SECURITY AGENT #1  
(into MOUTHPIECE)  
Did you know about any AC repairs?

SECURITY AGENT #2 (V.O.)  
(radio filter)  
Nah, I'll check with building  
management.

The Security Agent -- GUN drawn -- approaches the rear of  
the van. Chopper steps out of the shadows, swings BOLT  
CUTTERS through the air -- SMACK -- the Guard goes down.

Gonov opens the REAR DOOR -- the vent is open and FOUR of  
the MEN are gone -- helps Chopper drag the body into the  
van. TONI -- the female Euro techie -- climbs into the  
hole and slides away. The van door is SHUT --

A14 INT. L.A. NEWSPAPER - MAIN AREA - NIGHT

A14

Will, at his DESK, has been listening to his interview with  
Eloise Kurtz over HEADPHONES... he's glazed over... JENNY  
approaches, drops a FILE on his desk -- he presses "STOP"  
and removes his headphones -- as she talks, his focus  
STRAYS out the WINDOW...

JENNY  
-- okay, here's an appeal filed by  
McNeil's lawyer last year, plus I  
found out SD-6 is also an ingredient  
in artificial sweetener, but that's  
prob'ly not the SD-6 you're looking  
for --  
(notices he isn't paying  
attention)  
-- hello?

WILL JENNY  
-- Lemme ask you something,  
and be honest with me -- -- okay --  
-- does my voice ever annoy you? -- -- Your voi..? --

WILL  
-- my voice --  
(indicates DICTAPHONE)  
-- I was going over my interview with  
Eloise Kurtz... and I started to think  
about McNeil -- that look in his eyes  
when I went to question him -- and his  
lawyer, who just wanted to get away  
from me...

(CONTINUED)

A14 CONTINUED:

A14

Jenny watches him, waits...

WILL (CONT'D)

... I sound obsessed.

(beat)

I don't think I can do this anymore,  
the SD-6 story--

JENNY

Because people are annoyed? You're a  
journalist. You're paid to annoy  
people.

WILL

-- so you're saying I am annoying.

JENNY

Not to Danny or Eloise Kurtz.

WILL

I don't annoy head people. Good to  
know.

JENNY

You're their champion. You're  
fighting for people who can't fight  
for themselves.

WILL

Yeah, but at what cost? It's like the  
oath says: 'first do no harm' --

JENNY

(beat; brow furrows)

-- Wait, that's the Hippocratic oath --

WILL

What am I doing this for if it hurts  
the people I'm writing about? I mean,  
if I could bring back Danny or Eloise  
Kurtz that would be one thing. But I  
can't. And if championing them causes  
people like David McNeil's daughter to  
get killed... because that's what  
we're talking about here... I can't  
live with that.

(resolute)

... so I'm out.

JENNY

(beat)

-- you're not annoying.

(CONTINUED)

A14 CONTINUED: (2)

A14

She says that to be sweet... but he just looks at her,  
 smiles sadly and stands, presses "PLAY" and slides the  
 headphones over her head so she can hear for herself just  
 what he sounds like. He walks off; HOLD on Jenny...

\*  
\*  
\*  
\*

14	OMIT	14
15	OMIT (NOW SCENE C21)	15 *
16	OMIT (NOW SCENE D21)	16 *
17	OMIT (NOW SCENE E21)	17 *
18	OMIT (NOW SCENE F21)	18 *
19	OMIT	19
20	INT. SD-6 - BASEMENT LEVEL - ENGINEERING ROOM - NIGHT (FORMERLY INT. SD-6 - BASEMENT LEVEL - ENGINEERING ROOM - DAY)	20

CLOSE ON: THE GRILL of a large air handling UNIT -- a  
 circular opening is burned from within by an Acetylene  
 TORCH -- the work is finished and the section of grill is  
 kicked out into the room --

-- Cole rolls out -- silenced PISTOL at the ready -- his  
 TEAM follows after him -- they move forward -- past the  
 janitorial SINK -- to the side-entrance of a HALLWAY --

TONI -- holds up a PDA-sized DEVICE. On the LCD: A RADAR  
 SCREEN imposed on a 30-yard grid. The radar sweeps. BLIP.  
 BLIP. BLIP. In text: "HEARTBEAT DETECTED."

TONI  
 Right on time.

Cole's team takes cover --

OUT IN THE HALLWAY

SECURITY AGENT #3 walks the hallway on his rounds --  
 approaches a LASER GRID that bars his path -- he stops at a  
 wall mounted keycard-reader -- slides his ACCESS CARD  
 through it -- the laser grid disappears -- deactivated --

-- SUDDENLY Cole and his team BURST out of the Engineering  
 Room into the hallway -- they swarm the Guard -- break his  
 neck -- toss his dead body back into the Engineering Room --

-- Cole sprints down the hallway in the direction the Guard  
 had been headed -- his team runs after him --

(CONTINUED)

20 CONTINUED:

20

COLE

We've got twenty seconds before the  
grid's back on! Let's go! Move it!  
Go!

-- Cole and his team run as fast as they can with all their  
GEAR -- they reach the end of the hallway just as the laser  
grid reappears behind them -- they stop at an ACCESS DOOR --  
ICE and TCHEN take positions on either side -- GUNS ready --

-- Cole peels off his overalls -- REVEALING an immaculately  
tailored BLACK SUIT. To Toni:

COLE (CONT'D)

(re: himself)

Look all right?

(off her smile, toughguy  
love:)

Yeah? Get his keycard.

A21 INT. L.A. NEWSPAPER - BATHROOM - NIGHT

A21

Will stands at the URINAL -- his CELL PHONE RINGS -- he  
FLUSHES and answers --

WILL

Tippin.

There is THE VOICE -- a deep, PROCESSED voice:

THE VOICE (V.O.)

Go to your desk.

Will recognizes it immediately... and it scares him --

WILL

I'm off the story.

THE VOICE

Leave the bathroom and go to your  
desk.

Will looks around -- shit -- where is this guy?

THE VOICE (V.O.) (CONT'D)

I'll call back in 60 seconds.

CLICK. OFF Will --

END ACT ONE



ACT TWO

AB21 INT. SYDNEY'S APARTMENT - KITCHEN - NIGHT

AB21 \*

START ON Francie, cooking in the kitchen -- rocking out to loud MUSIC we hear BUZZING from her WALKMAN HEADPHONES. She's full of joy -- bopping from OVEN to STOVE and back again. \*

Sydney enters her apartment looking emotionally spent -- still reeling from the news that her mother was a KGB spy -- all Syd wants to do right now is crawl into bed and pull the covers up -- but that's not gonna happen. When Francie spots her -- \*

FRANCIE \*

Perfect timing. Try this -- \*

Francie offers up some kind of SOUP or SAUCE -- \*

FRANCIE (CONT'D) \*

Needs salt, right? \*

(off Sydney's distant reaction) \*

That's a yes. \*

(as she adds some) \*

You're home early. The bank finally letting you keep banker's hours? \*

SYDNEY \*

Not exactly. \*

Sydney sits down at the COUNTER while Francie packs up the FOOD for transport to a catering function -- Syd watches her friend for an envious beat -- wishing her own life could be as normal as Francie's -- \*

SYDNEY (CONT'D) \*

I'm quitting. \*

FRANCIE \*

(shocked) \*

-- what? You? Is this a joke? \*

SYDNEY \*

(heavily) \*

It just got too insane. \*

FRANCIE \*

You don't have to convince me. \*

SYDNEY \*

If you knew what went on there -- \*

(CONTINUED)

AB21 CONTINUED:

AB21

FRANCIE

I know enough. Believe me. That place was sucking the life out of you.

SYDNEY

(still processing)

There are people there... some of them... I admire so much.

(beat)

If I could stay for them I would.

FRANCIE

But you can't. And they wouldn't want you to. Look, the bank must owe you like three months' worth of vacation days. Take a break. Relax. And don't worry... I've got enough money to cover the rent, that's not a problem...

SYDNEY

(beat, grateful)

You're such a good friend...

FRANCIE

True.

B21 INT. L.A. NEWSPAPER - MAIN AREA - NIGHT

B21

Will nervously approaches his DESK. A manila ENVELOPE -- marked "Will Tippin: URGENT" -- is on his CHAIR. Will stares at it -- doesn't touch it -- when RING. Will doesn't pick up. RING. Will is going to resist... he is... RING... when Jenny hurries up.

JENNY

What are you -- deaf?

(picks up the PHONE)

Will Tippin's office... yeah, he's right here.

(offers the RECEIVER)

Some guy. Totally nasal.

WILL

...thanks.

Will takes the phone. She puts a FILE on his desk.

JENNY

Clips on the housing story. Litvack wants 2,000 words by noon tomorrow.

(CONTINUED)

B21 CONTINUED:

B21

WILL  
(after Jenny goes)  
... hello.

THE VOICE (V.O.)  
Sitting on your desk is something that  
will make McNeil talk.

WILL  
I don't wanna make him talk.

THE VOICE (V.O.)  
You said you didn't scare easily.

WILL  
If you're so brave, how about losing  
the voice box and telling me your  
name.  
(beat)  
Don't call me again.

Will hangs up the PHONE. Picks up the ENVELOPE. Throws it  
in the TRASH.

C21 INT. CREDIT DAUPHINE PARKING STRUCTURE - NIGHT (FORMERLY C21 SCENE 15) \*

SYDNEY drives in, parks. She walks through the garage -- glances at the van, sees Gonov at the wheel -- he smiles at her and waves.

GONOV

Hey beautiful. Why don't you turn that frown upside down?

Sydney shoots Gonov an annoyed smile, then looks away, keeps walking --

D21 INT. A.C. VAN - PARKING STRUCTURE - CONTINUOUS (FORMERLY D21 SCENE 16) \*

Gonov watches Sydney go -- annoyed at her attitude, he levels a SILENCED PISTOL at Sydney -- THE RED LASER SIGHT SQUARE IN THE BACK OF HER HEAD -- he's not about to pull the trigger, not really, but he's just fucking around -- when a late model SEDAN pulls into the structure -- Gonov quickly lowers the pistol --

E21 INT. CREDIT DAUPHINE PARKING STRUCTURE - CONTINUOUS (FORMERLY SCENE 17) E21 \*

Jack gets out of the sedan, hurries up alongside Sydney.

JACK

(quietly)  
This is suicide.

SYDNEY

I don't think it is.

JACK

What exactly is your exit strategy here? Politely asking Sloane to let you out of SD-6?

Unaware of any danger, they go into...

F21 INT. CREDIT DAUPHINE PARKING STRUCTURE - LANDING - NIGHT F21 (FORMERLY SCENE 18) \*

Sydney PRESSES for the elevator.

SYDNEY

Based on Sloane's behavior toward me -- protecting me at Denati Park, assaulting Russek to get me to talk --

(CONTINUED)

F21 CONTINUED:

F21

JACK

Sloane answers to people. People who don't know or care about you. If he let you go... Those people... Would eliminate him... and you.

The elevator opens. They enter --

21 INT. SD-6 - HALLWAY - NIGHT (FORMERLY INT. SD-6 - HALLWAY - DAY) 21

Empty. Cole walks casually -- just another Agent -- suddenly Dixon rounds the corner -- the Men pass...

DIXON

Excuse me --

Cole stops. Shit. Is he caught? His hand slides under his jacket -- we see his silenced PISTOL -- as he turns --

DIXON (CONT'D)

You dropped this.

Dixon's friendly face. He hands Cole a PEN.

COLE

(quiet, calm)

Oh, hey, thanks.

22 INT. SD-6 - SLOANE'S OFFICE - NIGHT (FORMERLY INT. SD-6 - SLOANE'S OFFICE - DAY) 22

Sloane intercoms his SECRETARY.

SLOANE

Will you get Emily's doctor on the phone, please?

Then -- BEEP -- it's Sloane's COMPUTER -- he looks at the MONITOR -- the screen is separated into sections: SD-6 SURVEILLANCE SHOTS and a STILL FRAME, taken from one of the SD-6 cameras. It's a shot of COLE -- but his head is low -- his face hard to see here. Under the frame it READS, "UNIDENTIFIED PERSONNEL. RE-SCANNING FACE RECOGNITION DATABASE..." A RED BAR GRAPH grows... 10 percent... 20 percent...

... and as Sloane watches the screen, a sense of foreboding grows... a sense of increasing alarm...

(CONTINUED)

22 CONTINUED:

22

SECRETARY (V.O.)  
Dr. Mendelson is on line one.  
(beat)  
Sir?

Off Sloane, distracted by what he sees --

23 INT. SD-6 - ELEVATOR - NIGHT (FORMERLY INT. SD-6 -  
ELEVATOR - DAY)

23

Sydney and Jack ride. She's stubborn. He turns his BUG-KILLER PEN on -- its HIGH-PITCH saving them from eavesdroppers:

JACK  
-- those people Sloane works for --  
the Alliance -- if they believe you've  
abandoned them... they will kill  
anyone they think you've talked to.  
Your roommate -- Francie -- that  
reporter friend of yours -- anyone.

Sydney looks at him -- this information lands...

24 INT. SD-6 - SECURITY ROOM - NIGHT (FORMERLY INT. SD-6 -  
SECURITY ROOM - DAY)

24

The door opens -- Security Agent #2 eyes the MONITORS.

SECURITY AGENT #2  
... lemme guess, you forgot the two  
sugars.

COLE  
Me? No no no--

As the Security Agent turns, Cole FIRES TWICE: two SILENCED SHOTS. Agent #2 slumps forward -- as Cole locks the door:

COLE (CONT'D)  
Oh, you said sugars?

-- he takes the PEN Dixon returned to him -- really a POWERED SCREWDRIVER -- and -- DZZZZ -- begins to open the FIRE SAFETY CONTROL PANEL.

25 INT. SD-6 - SLOANE'S OFFICE - NIGHT (FORMERLY INT. SD-6 -  
SLOANE'S OFFICE - DAY)

25

...94 percent... 98 percent -- "ANALYSIS COMPLETE" -- words  
flash: "MCKENAS COLE" --

(CONTINUED)

25 CONTINUED:

25

SLOANE  
(pale, heavy)  
... Cole...

And Sloane grabs the PHONE -- punches two digits -- and then puts his left index finger on a PRINT READER -- the computer BLEEPS and READS OUT: "FAILSAFE ACTIVATED" --

INTERCUT WITH:

26 INT. SD-6 - SECURITY ROOM - NIGHT (FORMERLY INT. SD-6 - SECURITY ROOM - DAY) 26

Cole begins to pull on a TACTICAL GAS MASK as the security phone RINGS -- he answers it:

SLOANE  
We have a physical breach -- activate lockdown procedure.

COLE  
(with sarcastic concern)  
Oh okay, Arvin, whatever you say.

Sloane reacts -- chilled -- as Cole pulls the gas mask FULL ON and YANKS the MANUAL HALON DISCHARGE switch --

27 INT. SD-6 - MAIN AREA - NIGHT (FORMERLY INT. SD-6 - MAIN AREA - DAY) 27

SERIES OF SHOTS: valves BLAST HALON GAS into SD-6 -- the noise is DEAFENING -- it comes out like a colorless, odorless freezing FOG -- momentarily depleting the oxygen from the air -- choking Agents...

28 INT. SD-6 - ELEVATOR - NIGHT (FORMERLY INT. SD-6 - ELEVATOR - DAY) 28

Almost at the SD-6 main floor:

JACK  
-- you feel like you're choking, like everything you do is a lie-- I know what that feels like --

SYDNEY  
I felt this way before I learned about my mother... this life... has to stop.

Just then the elevator STOPS -- concern quickly washes over both of their faces -- Jack tries the CONTROL PANEL buttons, but they don't react. He grabs the ELEVATOR PHONE -- nothing -- something doesn't sit right with him --

(CONTINUED)

28 CONTINUED:

28

JACK

-- dead... but a blackout wouldn't  
shutdown security--

SYDNEY

(with growing concern)  
... a lockdown?

JACK

-- but there was no drill scheduled --  
and even if there was, security would--

-- but something has dawned on Sydney -- a dread -- an  
almost guilty dread:

SYDNEY

-- Dad, did you see that van--?

JACK

-- which--?

SYDNEY

-- in the garage -- air conditioning  
repair--

JACK

-- yes, against the north wall--

SYDNEY

-- the man-- the driver, he spoke to  
me -- he had a Georgian dialect--  
("Dad, do you think...?")  
... K-Directorate recruits in  
Tiblisi...

Their eyes meet for a moment -- then Jack pulls out his  
CELL PHONE, starts to dial --

JACK

Call Dixon -- see if he's downstairs  
already -- warn him -- I'll contact  
the Agency --

Sydney goes for her CELL --

29 INT. SD-6 - NIGHT (FORMERLY INT. SD-6 - DAY)

29

VARIOUS SHOTS: MARSHALL collapses in his workshop -- Sloane  
in his office -- Dixon, in the main area, just as the rest  
of Cole's commando team floods in, wearing their own GAS  
MASKS and brandishing MACHINE GUNS.

(CONTINUED)



29 CONTINUED:

29

The Commandos move quickly through the space -- meeting no resistance -- disarming Agents and binding their arms with plastic ZIP TIES. The HALON stops pouring from the PIPES -- Cole and his Men take off their GAS MASKS --

COLE

(checking his watch)

Damn, five minutes ahead, you guys are so bomb, it's like there's a schedule? And you're on it.

(to his men)

-- round 'em up.

(to Chopper)

Secure the elevator -- did you get the scanning room door code?

Chopper heads off --

CHOPPER

(on his way)

-- Got it, Got it --

-- Cole turns to Toni, busy typing on a LAPTOP with a small ANTENNA --

COLE

-- you jamming?

TONI

-- I'm jamming --

COLE

(amused, a little dance as he heads off)

Jamming on the jammie? Let's get it jammed up, man, we got a busy day!

A30 INT. CIA OFFICE - VAUGHN'S OFFICE - NIGHT

A30

\*

The main office is busy as usual, even tonight. Vaughn sits at his DESK, distant, twirling a COIN with his fingers. Thinking about, as only we know, his father and Sydney's mother.

\*  
\*  
\*  
\*

After a moment, WEISS enters. He looks at Vaughn, feeling bad for his friend:

\*  
\*

WEISS

Wanna order a pizza? That new place?

\*  
\*

VAUGHN

Oh, no thanks.

\*  
\*

(CONTINUED)

A30 CONTINUED:

A30

WEISS

'Kay.  
(long beat, eyes on Vaughn)  
... they have calzones...

VAUGHN

Nah, I'm good.

WEISS

... 'kay.

A beat, and Weiss leaves. We're on Vaughn. A moment later and Weiss returns, stands in front of the desk, sympathetic. Says nothing. Finally, quietly, thoughtfully:

VAUGHN

Sydney wants to quit SD-6. Which...  
she knows she just can't do...  
(beat, the bigger issue)  
And... it's a weird thing.  
(beat)  
... learning how your father died.  
(beat, looks off...)  
... it was always this...  
intellectual... idea I had. Knowing  
he died, just... not having the  
details.  
(beat)  
...kinda... stirs it all up again...

Weiss sits. A good friend.

WEISS

Okay, tell me how you wanna deal with  
this. You really want some space? Or  
are you and I gonna go get drunk?  
(as Vaughn smiles)  
Because there's this bar? That you  
won't remember tomorrow, okay?

Then Weiss notices that Vaughn has spotted something --  
something that doesn't make him happy -- Weiss turns to see  
HALADKI enter -- Weiss sighs -- doesn't love this guy  
either. When Haladki talks, you get a sense this guy's not  
hating seeing Vaughn vulnerable:

HALADKI

(a too sincere "I'm really  
sorry")  
Hey, what a day, huh?

(CONTINUED)

A30 CONTINUED: (2)

A30

VAUGHN

(a beat, tested, trying not to erupt)

Why do you say that.

HALADKI

Come on, Bristow's mom? Your dad? It's not like a secret around here. Vaughn, that really sucks.

WEISS

Well put.

VAUGHN

(trying not to erupt)

I don't know what your problem is with me, Haladki, I don't think I'll ever know--

HALADKI

Hey, I got no problem with you--

WEISS

-- why don't you just go home--

HALADKI

Nah, I got work here tonight -- you know what I think? Barnett's gonna be good for you.

VAUGHN

I'm not seeing Barnett.

HALADKI

Oh, yeah y'are, she wants to see you. I mean come on, you're Bristow's handler, you find out her mom killed your dad, she's a shrink, she lives for crisis management. I think she'll be good for you.

(beat)

And I like thick crust. In case you wanted me to come.

WEISS

(as if it's good news)

Hey, we don't.

With a fake surprised smile, Haladki walks off. Vaughn hates him as he leaves.

(CONTINUED)

A30 CONTINUED: (3)

A30

VAUGHN

(quiet)  
Did you know about Barnett?

Weiss shakes his head, "no." On Vaughn, unsettled...

30 INT. SD-6 - ELEVATOR - NIGHT (FORMERLY INT. SD-6 - ELEVATOR - DAY) 30

Jack and Sydney, trying to use their CELL PHONES -- Sydney suddenly reacts to her phone:

SYDNEY

-- I can't get a signal--

JACK

Whoever's down there could be jamming the frequencies...

Suddenly the elevator STARTS. Jack flips the STOP button back and forth -- no use --

31 INT. SD-6 - SCANNING ROOM - CONTINUOUS 31

Chopper enters the scanning room -- levels his MACHINE GUN at the doors -- waiting for them to open.

A32 INT. SD-6 - ELEVATOR - NIGHT A32

-- Sydney grows more concerned --

SYDNEY

-- Dad, what's happening?

JACK

(mind races)  
-- emergency lockdown procedure: the elevator is returning to SD-6... the doors will automatically open.

SYDNEY

(realizing)  
... and they'll be waiting for us...

Sydney and Jack share a look -- realizing they're caught -- together -- both knowing whatever move they make next is the most important move of their lives --

END ACT TWO

ACT THREE

32 INT. SD-6 - SCANNING ROOM - NIGHT (FORMERLY INT. SD-6 - 32 \*  
SCANNING ROOM - DAY)

We HOLD with Chopper as he waits for the elevator --  
finally the DOORS open -- he aims and we REVERSE to REVEAL:  
the EMPTY ELEVATOR -- Chopper steps inside -- a half-second  
after a ROOF PANEL closes.

33 INT. SD-6 - ELEVATOR SHAFT - NIGHT (FORMERLY INT. SD-6 - 33 \*  
ELEVATOR SHAFT - DAY)

Sydney and Jack -- neither breathing -- stand on the roof  
of the ELEVATOR CAR -- Jack holds his gun, pointing it DOWN  
at the PANEL they just climbed through --

34 INT. SD-6 - SCANNING ROOM - NIGHT (FORMERLY INT. SD-6 - 34 \*  
SCANNING ROOM - DAY)

Chopper exits the elevator, heads back into SD-6.

CHOPPER  
(headset radio)  
Elevator secure.

A35 INT. L.A. NEWSPAPER - MAIN AREA - NIGHT A35 \*

Will types out a STORY -- he's psyched about it -- and when  
Jenny swings by --

WILL  
Check it out.  
(off the MONITOR)  
People victimized by a developer using  
political connections to have their  
homes condemned by the city. We shine  
a light on the problem. Protect the  
little guy. Nobody's hurt.  
(beat)  
I'm on my way to interview the  
developer now.

JENNY  
So no more McNeil.

WILL  
Nope.

JENNY  
(yeah, right)  
...interesting.

(CONTINUED)

A35 CONTINUED:

A35

Jenny moves away. Will eyes the ENVELOPE -- slides the trash CAN further under his desk. \*

35 OMIT

35 \*

36 INT. SD-6 - ELEVATOR SHAFT - NIGHT (FORMERLY INT. SD-6 - ELEVATOR SHAFT - DAY) 36

Sydney and Jack climb down a LADDER on the outside of the elevator -- dropping down to the bottom of the shaft -- there is a small MAINTENANCE DOOR here -- Jack opens it --

37 INT. SD-6 - BASEMENT LEVEL - ENGINEERING ROOM - NIGHT (FORMERLY INT. SD-6 - BASEMENT LEVEL - ENGINEERING ROOM - DAY) 37

Jack leads the way -- silent, on alert -- his GUN still drawn. They pass the air handling UNIT -- see the METAL PANEL Cole kicked in to gain entrance -- as Jack SWIPES his personal ID CARD through the wall mounted KEYCARD-READER -- a happy "BLIP" and the laser grid is DEACTIVATED.

JACK

The advantages of high-level clearance -- come on --

And Sydney follows her father down the hall --

38 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT (FORMERLY 38 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - DAY)

Jack sweeps the room with his GUN -- empty -- an old DESK -- stacks of old COMPUTERS -- MONITORS -- cardboard BOXES wrapped in TWINE. Sydney shuts the DOOR after them. Jack's all business. He grabs an old monitor, points to...

JACK

That cable over there --

She fetches the CABLE as he puts the MONITOR on the DESK -- he takes the cable and begins stripping it --

SYDNEY

-- how could K-Directorate overpower fifty trained agents?

JACK

It wasn't K-Directorate.

SYDNEY

...but the driver was--

(CONTINUED)

38 CONTINUED:

38

JACK

-- he might be from Tbilisi -- and maybe he worked for K-Directorate once, but not now.

SYDNEY

How do you know?

JACK

The locations of most agencies' headquarters are common knowledge -- that ensures a paradigm of mutually assured destruction: if K-Directorate attacks SD-6, they know SD-6 will return the favor.

SYDNEY

So if it's not K-Directorate...?

JACK

(as he works)

This team that's invaded SD-6 isn't with any organization we know. They're working for a group -- clearly unpredictable... and dangerous.

Under this, Jack -- confident, controlled -- has hooked the TV up to the cable. He's found other CABLES -- the main lines -- running along the WALL -- multiple widths and colors -- he's begun stripping them --

JACK (CONT'D)

Turn that on.

She turns on the MONITOR -- STATIC -- and Jack begins touching CABLE TO CABLE -- brief IMAGES FLASH onscreen of SD-6 surveillance cameras, including MARSHALL'S WORKSPACE. Sydney is impressed:

SYDNEY

You've tapped into the surveillance system.

39 OMIT

39

40 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT (FORMERLY 40  
INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - DAY)

Jack touches the WIRE to a series of main lines. Each one affords a different view of empty spaces -- we get AUDIO too -- but at the moment -- there isn't any sound to hear --

(CONTINUED)

40 CONTINUED:

40

JACK

There are six-hundred cameras hidden  
throughout SD-6.

And Jack connects to another camera feed -- and we PUSH IN  
ON Sydney as she says:

SYDNEY

... oh my God...

41 INT. SD-6 - MAIN AREA - NIGHT - VIDEO (FORMERLY INT. SD-6 -41  
MAIN AREA - DAY - VIDEO)

Dixon, Sloane, and Marshall are among the still-woozy  
Agents -- arms bound -- being guarded at gunpoint by Cole's  
Men. The Agents are made to SIT ON THE FLOOR here -- in  
the aisles between DESKS, to keep the agents away from  
phones and computers.

INTERCUT with...

42 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT (FORMERLY 2  
INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - DAY)

Jack and Sydney take in the sight -- they hear the  
Commandos talk to each other in various accents --

JACK

I see four.

SYDNEY

There's a fifth. Look at that  
hardware. Extended magazines.  
Compensators, laser sights.

JACK

Latest Military-Spec.

Cole stands before his captives --

COLE

Ladies and Gentlemen... I'm Mckenas  
Cole... And today... I'm the boss of  
the bank...

Cole walks up to Sloane, who is among the hand-tied. Cole  
stares into his eyes. Can't hide his enjoyment at having  
the tables turned.

(CONTINUED)



42 CONTINUED:

42

COLE (CONT'D)

How awesome is this. I mean come on -- I know it's hard for you to admit it, 'cause it's like, you're not really in the best place-- you don't have the perspective that you need -- but honestly, how spectacular a move is this. That I'm here and you're like... that you're there? I mean what's up? I wanna talk to you, that's the sick part. Catch up and stuff, 'cause so much has happened in the last five years. This place hasn't changed very much, but you look a little older. Which is good, your hair's good.

Sloane just stares at him. Not in the least bit amused. We go back to SYDNEY and JACK, watching on their MONITOR... just amazed at everything that's going on here.

Cole's look at Sloane slightly changes now. Some of Cole's bluster starts to fade. There's an odd touch of vulnerability that starts to emerge:

COLE (CONT'D)

You know what the worst part is, being left for dead in Grozny? Arvin?

(beat, quietly, knowingly)

Well... you'll learn the worst part.

(beat)

... but hey, another part that sucks, especially when you're being held captive by Russian MVDs, which was, like, basically my whole Grozny experience, is seeing guys you work with -- guys you thought were tougher than deer jerky -- tortured to death. That's no good.

COLE (CONT'D)

(beat)

The part that was the most ironical for me, is that we'd done the damn job. We blew that pipeline to hell the first night we landed.

Now we go to SYDNEY and JACK --

SYDNEY

(quietly)

-- do you know this guy--?

(CONTINUED)

42 CONTINUED: (2)

42

JACK

(shakes his head)

-- but I know the operation. In '96, Sloane sent a team to Chechnya to destroy the Shali Oil Pipeline. There were complications... the team was captured by the Russians.

Back to Cole and Sloane -- Cole's attitude shifts -- back to a confidence that lets him say:

COLE

You know me, I'm a glass half-full kinda guy: if that chopper had been where the hell you know it SHOULD'VE been... my life would've taken a different direction. I'd be one of you guys right now. And the truth is? Right now? I'd rather be me.

SLOANE

... what... do you want.

COLE

(sits in a chair, backwards)

I got this kickass new job. I'm working for a gentleman called The Man.

(beat)

You'll learn about The Man. There's a lot to learn about The Man -- but here's what The Man wants: a certain something in the SD-6 vault.

(beat)

So when I found out this operation was being planned... understandably, I jumped at the chance to visit my old haunting ground.

SLOANE

You initiated lockdown. Not only is the vault secured... but the vault access room is locked now, too.

COLE

Don't worry about the vault access room, we're taking care of that -- what I need is the combination to the vault. Which only you have.

(CONTINUED)

42 CONTINUED: (3)

42

SLOANE

(long beat)

... there's not a chance... that I'm helping you with anything.

COLE

(calm, totally understanding)

Okay. Cool.

(beat, thinks)

You guys still have that room downstairs, right? The Conversation room? That's what you used to call it, right? "Torture room"'s like, you gotta really admit what you're doing there --

(to his team, as if suggesting they go miniature golfing)

Hey, let's go to the Conversation room.

A43 INT. CIA OFFICE - BARNETT'S OFFICE - NIGHT

A43

BARNETT, a kind, straight-shooter psychiatrist, sits at her DESK. She looks up as Vaughn enters, uneasy.

VAUGHN

Hi. Michael Vaughn, we've met, uh--

BARNETT

(extends her hand)

-- I remember. Judy Barnett, have a seat. You got my voicemail?

As Vaughn sits, he can't hide his awkwardness.

VAUGHN

Yeah. I want you to know something: I have nothing against shrinks.

BARNETT

Well good.

VAUGHN

But I think this might be a waste of time. You wanted to see me because we learned that Sydney Bristow's mother was a KGB operative. Who killed my father. Among others.

BARNETT

Yes...

(CONTINUED)

A43 CONTINUED:

A43

VAUGHN

-- which is not... ideal news,  
obviously, and yes, it's emotional,  
but I already knew he was killed --  
and it was almost twenty years ago.  
You know? So I don't think I really  
require crisis management.

(half-hearted joke)

... more like... bummer management.

BARNETT

Just so you know, everything you say  
to me, I will keep confidential.

VAUGHN

... okay...

BARNETT

I wanted to talk to you about your  
relationship with Ms. Bristow.

Vaughn stops. That's odd. But he's game.

BARNETT (CONT'D)

How often do you meet with Sydney?

VAUGHN

(beat)

Uh... couple times a week. Maybe  
three or four sometimes.

BARNETT

Only for operations?

Barnett just looks at him. Not judgementally, just simply.  
After a beat, Vaughn says, with slight suspicion:

VAUGHN

We have met, on a few occasions, when  
Sydney needed to talk about what was  
happening within SD-6... or regarding  
her father, when she believed he was  
the KGB agent and not her mother.

BARNETT

You and Ms. Bristow have a friendship.

VAUGHN

She needs someone to talk to -- I'd  
think you'd appreciate that -- I'm the  
only person she can confide in about  
these matters--

(CONTINUED)

A43 CONTINUED: (2)

A43

BARNETT

So you believe that your relationship with Ms. Bristow is fully appropriate. That it falls within the guidelines of handler and agent.

VAUGHN

-- what are you asking me?

BARNETT

I've gotten some reports on your behavior recently-- -- after the incident in Tuscany, where you sent in an extraction team to protect Sydney-- -- I've been following your work -- mostly very good --

VAUGHN

Reports? From who--? Hey, SD-6 had issued an order to have Sydney killed. -- thanks, that's very nice -

BARNETT

-- did you purchase a Christmas gift for Agent Bristow?

We HOLD ON Vaughn as he takes this in -- almost getting flushed -- as if he's been caught -- it's like he's about to fucking explode -- though he keeps it mostly under the surface, we can see it happening:

VAUGHN

-- I am not familiar... with any regulation, Dr. Barnett, preventing officers from observing, with their co-workers, a fairly widely-recognized holiday such as Christmas.

BARNETT

... may I ask what the gift was?

VAUGHN

... I'd like you to tell me who's been reporting me.

BARNETT

I can't do that.

VAUGHN

Then I'll just have to guess.

43 INT. SD-6 - HALLWAY - NIGHT (FORMERLY INT. SD-6 - HALLWAY -43 DAY)

Tchen bores a HOLE into a HEAVY SECURITY DOOR using a diamond-tipped DRILL. Endo gently removes FOUR pre-made sticks of PLASTIC EXPLOSIVES from his DUFFEL.

COLE (V.O.)

(radio filter)

--Endo, what's up, where are we? I need status!

ENDO

(into WALKIE)

Almost done drilling, then we'll start packing explosives --

44 OMIT

44

45 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT (FORMERLY INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - DAY)

Sydney and Jack have been listening to this over the security feed --

ENDO

-- we should be in the vault room in ten minutes.

SYDNEY

-- ten minutes... what are they going for in the vault?

JACK

It could be anything --

And Jack hurriedly, urgently touches the CABLE to different main lines. Areas of SD-6 FLASH onscreen -- keeps looking:

JACK (CONT'D)

Sloane was planning on sending you to Taiwan -- do you know about this?

SYDNEY

-- FTL acquired some SCUD launchers, he wants me to scramble their launch codes --

JACK

-- Marshall's been working on a scrambling device for that op, have you seen it?

(CONTINUED)

45 CONTINUED:

45

SYDNEY

Yeah, he showed it to me last week.

-- Jack's found Marshall's workroom feed -- he studies it:

JACK

What does it look like?

SYDNEY

(lost)

-- why?

JACK

(quickly)

Sloane must have activated the emergency failsafe. There are ten pounds of C-4 strategically placed within the substructure of this building -- opening the vault will trigger that C4 -- all underground levels will collapse, burying any evidence that the Los Angeles cell of SD-6 ever existed.

SYDNEY

(she gets it now)

You want to scramble the vault code.

JACK

(eyes on screen)

Can you see the scrambler in Marshall's office?

Sydney studies the screen -- then:

SYDNEY

There. It's that compact -- the one on the desk.

JACK

(seeing on the monitor)

It's not far from an air vent... but getting into his office is too much of a risk.

But Sydney's eyes have flicked to the REFRIGERATOR: there are MAGNETS on it. She moves to the fridge, pulls them off.

SYDNEY

So we'll fish for it.

TIME CUT TO:

46 OMIT 46

47 INT. SD-6 - BASEMENT LEVEL - ENGINEERING ROOM - NIGHT 47  
(FORMERLY INT. SD-6 - BASEMENT LEVEL - ENGINEERING ROOM - DAY)

MOMENTS LATER and Jack is pulling off a VENT COVER -- this remains an urgent situation:

JACK

-- watch the security feeds -- if I'm caught, get out of the building through the elevator shaft as fast as you--

SYDNEY

-- Dad, wait, you're not doing this--  
-- no you're not--

JACK

-- yes, of course I am. \*  
-- Sydney--

SYDNEY

You're going to have to crawl through a maze of airshafts, get to Marshall's office, get the scrambler, get to the vault room and scramble the codes, all in under ten minutes? Dad... I mean no offense, but... I'm doing this.

Her look -- imploring but sweet -- and her point -- a good one -- he can't deny. In an almost funny moment, Jack hands her the MAGNETS, tied with TWINE from the boxes.

As she starts up:

SYDNEY (CONT'D)

... I can't believe, of all things, we're saving SD-6.

JACK

-- you'll have to find your way to the vault room--  
-- and you'll use the scrambler in standard mode--

SYDNEY

-- I know-- \*  
-- Dad, I know how to use a scrambler.

SYDNEY (CONT'D)

(then, honestly, sweetly)  
Hey, if I'm caught... you get out of the building.

Off his look, she starts up, into the VENTS...



A48 INT. SD-6 - TORTURE ROOM - DAY (FORMERLY SCENE A49)

A48

-- Sloane is HANDCUFFED into the TORTURE CHAIR by Toni --  
each cuff is TIGHT on his wrists. Cole lectures Sloane:

COLE

-- they took us to their base in Khankala. After thirty-eight days of beatings they finally got around to interrogating me. Took me into a room... Very simple... Purpose-built... I was tied to a chair... similar to the one you're in right now... And they asked me questions about the Islamic Rebels... Wanted to know where they were keeping Russian POW's... I told 'em I had no freakin' idea... I was just a kid from Redondo Beach runnin' black-ops for Uncle Sam... An American Citizen... And if they didn't get their cabbage-swilling mugs out of mine, they were begging for an international incident. The senior Russian Officer didn't want a piece of that action... so he had KGB contact Langley through front and back channels...

(a beat, quiet, growing rage)

The CIA claimed they'd never heard of me. They denied all knowledge of any operative named Mckenas Cole.... So when that Russian hung up the phone... he was so pissed off... so... insane with rage... that he showed me this.

From a DUFFEL, Cole pulls out THE BOX. It doesn't look very special -- could be a cigar box -- a fuckin' sardine can. Well-worn -- been around -- Cole places it on a small table beside Sloane --

COLE (CONT'D)

Looks like nothing, right? Like any other box of cheap Azeris. You're wondering what's inside aren't you. You want to see... I know you do...

Cole looks at Sloane... Cole smiles, feeling the good burn...

COLE (CONT'D)

... you give me the combination to the SD-6 vault...

(taps The Box)

(MORE)

(CONTINUED)

A48 CONTINUED:

A48

COLE (CONT'D)

... or I'm going to open this. And I  
promise you, Arvin... you don't want  
me to open this box.

-- Cole turns and leaves the room without another word --  
leaving Sloane alone in the SD-6 torture chamber --  
strapped into a chair -- staring at a weird box --  
wondering -- contemplating -- WHAT THE HELL IS INSIDE?!

END ACT THREE

\*

ACT FOUR

48 OMIT 48 \*

A49 OMIT (NOW SCENE A48) A49 \*

49 OMIT 49 \*

A50 OMIT A50

B50 OMIT B50

C50 INT. TRAFALGAR'S RESTAURANT - NIGHT C50 \*

Will enters -- scans the room -- it's after dinner -- the place is almost empty -- he sees no one he's looking for -- takes a SEAT at the BAR. \*

KELLY MCNEIL (V.O.) \*

Will Tippin? \*

It's KELLY MCNEIL. 19. Someone who has every right to be jaded and angry and hate the world. But who -- amazingly -- has a lightness that reflects her hope and optimism. \*

WILL \*

...yeah. \*

KELLY MCNEIL \*

Thank God. You're the third guy I've introduced myself to. The bartender's starting to give me an evil look. \*

Will sizes her up. This is no big-city developer. \*

WILL \*

I'm sorry. Are you with Carla D'Angelo's office? \*

KELLY MCNEIL \*

...who? \*

WILL \*

The developer. The woman I came here to meet. \*

KELLY MCNEIL \*

Wow. I'm confused. On my voicemail you said you were working on a story about my dad. \*

And suddenly -- shockingly -- Will gets it. \*

(CONTINUED)

C50 CONTINUED:

C50

WILL  
...your dad...

KELLY MCNEIL  
Yeah. David McNeil.

Will takes a beat -- processes -- then, low-voiced --

WILL  
I never called you.  
(beat)  
Now, I don't know what you know --

KELLY MCNEIL  
-- about what happened to my  
father...? I know everything. \*  
\*

Will figures she knows some -- is bluffing the rest. \*

WILL  
We never talked.

KELLY MCNEIL  
-- okay, maybe -- but we're talking  
now.

WILL  
(over)  
No we're not. This -- right here --  
this never happened.

Will throws a FIVE onto the bar -- eyes the Bartender  
suspiciously -- gets up.

KELLY MCNEIL  
-- wait --

Will wants to run -- knows he should -- for her sake more  
than his -- but she's a kid who deserves more. So --

WILL  
Your dad... I don't know him,  
really... but he seems like a good  
man.

KELLY MCNEIL  
He is. He's the best.

WILL  
...and I think he knows what's best,  
too. Believe me when I tell you, he  
does not want us talking to each  
other.

(CONTINUED)

C50 CONTINUED: (2)

C50

KELLY MCNEIL

Then who does?

That's the question, isn't it? Will looks at her -- this is so fucked up -- can only muster...

WILL

G'night.

D50 INT. CIA OFFICE - HALLWAY - NIGHT

D50

Haladki leaves an office, heads down the hall -- when Vaughn walks right up to him -- up on him, actually pushing Haladki against the wall, surprisingly aggressive:

VAUGHN

-- what the hell's your problem, Haladki? Reporting me to Barnett? \*

HALADKI

-- I told you, I don't have a problem-- you have the problem.

VAUGHN

This might shock you, what I'm about to say, but my business? Is not your business.

HALADKI

I'm looking out for the good of the agency.

VAUGHN

Then you should quit.

HALADKI

-- get out of my way --

(CONTINUED)

D50 CONTINUED:

D50

VAUGHN

I feel deeply sorry for  
anyone who's jealous of me--  
-- but I feel especially  
sorry for you.  
-- did it make you feel  
better about yourself?  
Telling Barnett I got Sydney  
a Christmas gift?  
-- as if you'd know what it  
is to be emotionally  
attached to a woman--  
-- I think I'm gonna kick  
your ass--  
-- no, you know who's out of  
line?! You.

HALADKI

-- jealous--  
-- I'm nowhere near jealous  
of you--  
-- you're too emotionally  
attached to that woman--  
-- I think your judgement's  
impaired.  
-- you are out of line--

-- and with that Vaughn GRABS Haladki by the JACKET and  
SHOVES him against the wall -- Haladki's startled --

VAUGHN

-- you stay the hell out of my  
operations.

Suddenly Weiss is there, thank God:

WEISS

Whoa, whoa, okay, let's not have a  
Smackdown in the office...

HALADKI

Who's out of control, Vaughn? Me?!

Weiss ushers Vaughn away, down the hall. Haladki calling  
out, shaken:

HALADKI (cont'd)

D'you see that? Everyone see that?  
That's what I'm talking about!

50 INT. SD-6 - AIR DUCT - NIGHT (FORMERLY INT. SD-6 - AIR 50  
DUCT - DAY)

Sydney crawls along. She comes to a VENT -- peers into  
Marshall's Workspace. Looks around -- spots the COMPACT  
container -- slips the MAGNET between the slats of the VENT  
-- and starts lowering it by the TWINE. \*

51 OMIT

51

52 OMIT 52  
53 OMIT 53  
54 OMIT 54  
55 OMIT 55  
A56 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - DAY A56

Jack attaches a piece of masking TAPE labelled "Main Area" to one of the main lines. WIDEN to REVEAL that many of the main lines are similarly LABELED. Jack touches the main line labeled "Marshall's Workspace". On the MONITOR he sees the TWINE -- knows Sydney is fishing for the COMPACT.

JACK  
(under his breath)  
...hurry...

56 INT. SD-6 - MARSHALL'S WORKSPACE - NIGHT (FORMERLY INT. SD-6 - MARSHALL'S WORKSPACE - DAY) 56

The MAGNET hovers -- inches above the COMPACT -- Sydney lowers it... lowers it... SHIT -- it goes into the wrong container and attaches to the wrong device -- an EARRING.

AA57 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT AA57

Jack watches Sydney reel in the EARRING.

JACK  
... No -- come on...

BA57 INT. SD-6 - AIR DUCT - NIGHT BA57

Sydney reaches through the slat, pulls the EARRING off the magnet, POKETS IT, and then lowers the string again...

A57 OMIT A57

57 OMIT 57

58 INT. SD-6 - HALLWAY - NIGHT (FORMERLY INT. SD-6 - HALLWAY - DAY) 58

The last EXPLOSIVE is packed.

ENDO  
(into WALKIE)  
Explosives in place. Activating  
detonator.

(CONTINUED)

58 CONTINUED:

58

Tchen pulls a remote DETONATOR from the duffel. He and Endo back down the hallway.

59 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT 59  
(FORMERLY INT. SD-6 - MARSHALL'S WORKSPACE - CONTINUOUS)

On the MONITOR: Marshall's Workspace. Jack watches the MAGNET. It's close again, but -- hurried -- Sydney wasn't as steady. So it sways. No way for a clean pick-up.

JACK  
...that's it...

60 INT. SD-6 - AIR DUCT - NIGHT (FORMERLY INT. SD-6 - AIR 60  
DUCT - DAY)

Sydney steadies her hands -- but she's nervous, her heart POUNDING. She HOLDS her breath, times the arc, lowers the string... gets it. She exhales. What a RELIEF. Then...

61 INT. SD-6 - HALLWAY - NIGHT (FORMERLY INT. SD-6 - HALLWAY 61  
DAY)

Endo and Tchen turn a corner. Tchen keys the DETONATOR and an EXPLOSION rips through SD-6 with such FORCE that...

62 INT. SD-6 - MARSHALL'S WORKSPACE - NIGHT (FORMERLY INT. 62  
SD-6 - MARSHALL'S WORKSPACE - DAY)

Everything on Marshall's neat and tidy DESK falls, tumbles, or is knocked over -- including a BOX of nail polish which SMACKS into the MAGNET -- knocking the COMPACT to the ground.

63 INT. SD-6 - AIR DUCT - NIGHT (FORMERLY INT. SD-6 - AIR 63  
DUCT - DAY)

Sydney holds the TWINE by the last centimeter. No use -- the COMPACT is out of reach. As she removes the VENT, INTERCUT with...

A64 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT A64

Jack watches -- shocked -- as Sydney sticks her head out of the duct -- looks directly into the surveillance camera across the room -- and uses SIGN LANGUAGE.

SYDNEY  
(whispers to herself)  
Going in...

(CONTINUED)



A64 CONTINUED:

A64

JACK  
(to himself)  
-- no. No, Sydney, don't--

-- As she begins to CLIMB OUT of the duct, Jack switches to the MAIN AREA. From this POV he can see the Hostages' faces. He finds one of the camera feed cables and starts TOUCHING IT against the main line --

64 OMIT 64

65 OMIT 65

66 OMIT 66

67 OMIT 67

68 INT. SD-6 - MAIN AREA - NIGHT (FORMERLY INT. SD-6 - MAIN AREA - DAY - VIDEO) 68

CLOSE ON: SURVEILLANCE CAMERA: The tiny red LED above the lens is BLINKING on and off in a MORSE CODE sequence. WIDEN to REVEAL the Hostages -- Dixon and Marshall among them -- oblivious to Jack's signal.

-- Ice is in casual search mode -- he walks back toward Marshall's Workspace --

69 OMIT 69

A70 INT. SD-6 - MARSHALL'S WORKSPACE - NIGHT A70

Sydney is oblivious to Ice's approach -- She gets out of the DUCT and hangs from it -- just as she is about to drop to the floor -- she notices through the TRANSLUCENT WINDOW that Ice is about to discover her --

B70 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT (FORMERLY SCENE 74) B70

ON THE MONITOR: A staccato image of the main area. It BLINKS on and off -- in sync with the message Jack is desperately trying to get across.

JACK  
Come on. Come on.

C70 INT. SD-6 - MAIN AREA - NIGHT (FORMERLY SCENE 75) C70

Marshall -- finally -- spies the BLINKING LIGHT. He CLEARS his throat -- gets Dixon's attention -- nods toward the CAMERA.

D70 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT D70

Jack sees Marshall and Dixon read his signal.

E70 INT. SD-6 - MAIN AREA - NIGHT E70

-- Ice pauses at the translucent WINDOW -- glances inside --  
because Sydney is hanging MOTIONLESS -- Ice can't see her --

F70 INT. SD-6 - MARSHALL'S WORKSPACE - NIGHT F70

-- Sydney hangs from the duct in FROZEN TERROR -- watching  
Ice in the window -- waiting for him to turn away --

G70 INT. SD-6 - MAIN AREA - NIGHT - VIDEO (FORMERLY SCENE 77) G70

-- Ice thinks he might see something through the window --  
he's not sure -- but better go take a look -- he starts  
moving TOWARD the door -- and then Dixon suddenly keels  
over -- SLAMS to the ground -- quivering uncontrollably.

MARSHALL

Hey! Hey, we need some help over  
here! We got a seizure!

-- Ice abandons the Workspace and moves to help his  
comrades handle Dixon --

70 INT. SD-6 - MARSHALL'S WORKSPACE - NIGHT (FORMERLY INT. 70  
SD-6 - MARSHALL'S WORKSPACE - DAY)

Sydney watches Ice move away and then DROPS to the floor --  
she searches for the COMPACT.

71 OMIT 71

72 OMIT (NOW SCENE 68) 72

73 OMIT 73

74 OMIT (NOW SCENE B70) 74

75 OMIT (NOW SCENE C70) 75

76 OMIT 76

A77 OMIT A77

B77 OMIT B77

77 OMIT (NOW SCENE G70) 77

78 OMIT 78

79 INT. SD-6 - MAIN AREA - NIGHT - VIDEO (FORMERLY INT. SD-6 - HALLWAY - DAY) 79

Ice and Chopper converge on Dixon.

CHOPPER

(to Ice)

You heard him, the man needs help.

And Ice KICKS Dixon painfully in the gut --

A80 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT A80

Jack INTERCUTS between the Main Area -- where he sees Chopper CUFF Dixon to a CHAIR -- and Marshall's Workspace -- where he sees Sydney, not out of the room yet.

JACK

... Sydney, dammit, move...

AB80 INT. SD-6 - MARSHALL'S WORKSPACE - NIGHT AB80

Sydney finds the COMPACT and starts back toward the VENT...

BB80 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT BB80

Jack watches the Main Area: Ice has finished with Dixon and is headed back toward Marshall's Workspace --

When Ice starts off, Marshall -- brave and smart and shitting in his pants -- stands in his way.

MARSHALL

Excuse me. Hi.

Ice draws his GUN.

ICE

Give me one reason I shouldn't end you now.

MARSHALL

...uh, okay-- well, as luck would have it, I'm just feeling a kind of Stockholm Syndrome thing. Happening here. You know what I'm saying? No...?

A beat -- and Ice SLAMS Marshall in the face with the butt of his GUN. Marshall falls to the ground. It was a fierce hit -- his lip is BLEEDING -- and he wonders: Did the distraction work? Jack watches -- FUCK -- as Ice's perimeter search begins at...

B80 INT. SD-6 - MARSHALL'S WORKSPACE - NIGHT

B80

Just as Sydney replaces the vent, ICE enters -- looks  
around...

END ACT FOUR

\*

ACT FIVE

80	OMIT	80	*
81	OMIT	81	
82	INT. SD-6 - TORTURE ROOM - NIGHT (FORMERLY INT. SD-6 - SLOANE'S OFFICE - DAY)	82	

Endo and Tchen come in.

ENDO

We're in.

COLE

Excellent.

(turns to Sloane)

All right, Arvin, here's the deal: we got the vault room open. Very nice -- I'm proud of my team, I put them together myself, they rock, there's no other way to say it-- okay. So now, two things: one, if you don't give me the vault codes, we have the tech to get in anyway, it'll just take a while. Right? It's like a crock pot. But I need a microwave and that's you. And two, you give me the codes... I won't have to open The Box. Which would be really excellent for you.

Sloane looks at Cole... then says:

SLOANE

I can't be the first person... who has difficulty taking you seriously.

Cole looks at him for a moment. We can see for a flash that this actually annoys Cole.

COLE

While that... is a moderately clever retort...

(long beat, considering)

... I'm holding The Box. So...

They share a look... and then Cole opens the cover of The Box. Looks inside. Takes pleasure in looking at what's inside. At seeing what Sloane doesn't. And Sloane can't help it. He does glance toward it... naturally curious.

After milking it for a moment, Cole pulls from the box a string of NEEDLES -- all connected by a red-threaded "BELT". There are twenty or so of these needles.

(CONTINUED)

82 CONTINUED:

82

They're big -- like the thickest syringe needles you can find. And they all have small red "bulb" HANDLES at one end, a razor sharp POINT at the other.

COLE (cont'd)

I don't know if you've ever regretted being born. I mean that's a real heavy thing to experience: the regret of having emerged from your mother's womb. I had some dark days, but nothing close to regretting the day I was born.

(beat)

Until I met Ahgneh-niyeh Eeg-li. That's Russian. Means "Needles of Fire."

(he pulls a single NEEDLE out)

There's this cajun food place in Abita Springs, Louisiana -- little shotgun house called Rocquemore's. Middle of nowhere, dirt road -- but they're famous... for making people cry. You know what makes 'em cry? The hot sauce. Seriously, you go to the doctor's after that place. No one even knows how they make that crap so hot -- the lore goes that the Devil drops by once a month to spit in their frying pan. I tried a touch of it on my tongue once... I've been knifed in the gut and kept my act together -- this hot sauce had me in tears for three days.

(beat)

My point is... Rocquemore's hot sauce -- extra-hot variety? Is a fluffy vanilla ice cream cone compared to what's in these needles. Each one feels like you took a bag of red jalapenos, threw 'em in a blender and used it for an enema. These needles... are a whole lot of no fun.

(beat)

And you're gonna get to know 'em.

Cole moves the NEEDLE close to Sloane's neck. Endo and Tchen -- tough guys -- look squeamish. Closer...

SLOANE

Wait.

(beat)

You're gonna need a pen.

A83 INT. L.A. NEWSPAPER - MAIN AREA - NIGHT

A83

Will returns to the paper. Sits at his desk. Turns to his MONITOR. Half-heartedly starts to focus on the development story, when --

KELLY MCNEIL

...hey.

Will looks up. Kelly is standing there.

KELLY MCNEIL (CONT'D)

I know you said you don't want to talk...

WILL

...I want to. But I don't think we should.

KELLY MCNEIL

...fine, whatever. Then just listen. Please.

(beat)

What I said before -- about knowing everything -- that's not true. I don't know what SD-6 is. And I don't understand why the people who... are part of it destroyed my life.

(beat)

All I do know is that they killed my mother and framed my father.

(beat)

Every time I say that...

(beat)

It's like... do people really exist who do things like that? And if they do... isn't it, like... our obligation to do something about it?

WILL

Not if by doing it more innocent people get hurt.

KELLY MCNEIL

...which is why I'm here, really. See, I know my dad won't talk because he's worried something will happen to me if he does. And for years, there was nothing I could do about that. But now I can.

(beat)

Robert Stoller -- my godfather -- I've talked to him about this. He knows some people who can send me away.

(MORE)

(CONTINUED)

A83 CONTINUED:

A83

KELLY MCNEIL (CONT'D)

Somewhere they'll never find me. I'll  
be safe... so my dad won't have to be  
afraid anymore. I'm gonna go away...

(MORE)

\*  
\*  
\*

(CONTINUED)



A83 CONTINUED: (2)

A83

KELLY MCNEIL (CONT'D)

Now, tomorrow, whenever I know someone  
is fighting for my dad.

(beat)

Please. If you can... help my father. \*

Will stares at Kelly for a long beat. Then, with some  
reluctance, eyes on her as long as he can keep them there,  
he leans for his trash can -- pulls it toward him. There's  
the ENVELOPE. After a long moment, he picks it out of the  
TRASH. Kelly watches, confused... intrigued... Will rips  
the envelope open and empties the contents onto his DESK.  
One SHINY SILVER KEY -- the kind that opens a locker -- a  
plastic TAG is attached, with an ADDRESS and LOCKER number  
written on it. OFF Will, wondering what the hell it opens -- \*

AB83 OMIT

AB83

B83 INT. CIA OFFICE - VAUGHN'S OFFICE - NIGHT

B83

Vaughn sits at his DESK, Weiss across from him. They're  
sharing a PIZZA. Mouths full, having fun:

WEISS

-- what did I tell you?

VAUGHN

-- it's good --

WEISS

The thin crust? The real mozzarella?

VAUGHN

(laughs)

It's good, it's good!

WEISS

You're no way nearly appreciating this  
pizza.

VAUGHN

You are insane.

WEISS

When are we playing hockey again?

VAUGHN

Next week, I told you, I got the rink--  
(his PHONE rings, he answers  
it)  
-- hello?

A beat. Whatever news Vaughn is hearing isn't good...  
Weiss notices...

(CONTINUED)

B83 CONTINUED:

B83

VAUGHN (cont'd)  
... yessir... uh-huh...

(CONTINUED)

B83 CONTINUED:

B83

Weiss silently asks him, "What?" Vaughn shakes his head, looking away... \*

VAUGHN (cont'd) \*

I understand, but can I give you my point of view on this, please? \*

(beat) \*

Sir, I really think I deserve to-- \*

(beat) \*

Yes. Yessir. \*

(beat) \*

I understand. \*

A beat, and Vaughn hangs up. Weiss can't take his eyes off him. Finally: \*

VAUGHN (cont'd) \*

I've been suspended as Sydney Bristow's handler. \*

Weiss reacts. On Vaughn, we... \*

83 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT 83  
(FORMERLY INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - DAY)

Jack -- watching Sloane and Cole. He touches different main lines -- searches for Sydney. \*

JACK

...Sydney, where are you...?

A84 INT. SD-6 - TORTURE ROOM - NIGHT A84

Sloane finishes giving Cole the combination.

SLOANE

--8-5-9 and 3.

COLE

...and 3. Great. Outstanding.

In one motion Cole drops his PEN, picks up the NEEDLE and PUSHES IT into Sloane's neck. Sloane's body JERKS against the restraints. He doesn't SCREAM -- but there's a look of TERROR on his face we've never seen before.

COLE (CONT'D)

The powder takes a few minutes to kick in.

(beat)

(MORE)

(CONTINUED)

A84 CONTINUED:

A84

COLE (CONT'D)

I can always pull it out. Now give me the real combination.

CUT TO:

B84 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT

B84

On a MONITOR: Cole marches down the hallway with Endo and Tchen -- combination in hand.

JACK

...they're almost there... less than a minute...

84 OMIT

84

85 OMIT

85

A86 INT. SD-6 - HALLWAY - NIGHT

A86

A VENT is PUSHED in. Sydney hurries out. Goes into...

86 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - VAULT ROOM - DAY)

86

The room is a DISASTER AREA -- the explosion has torn out WALLS and WINDOWS -- but the VAULT is intact. Sydney goes to the vault -- ATTACHES the COMPACT -- remember, it's magnetic -- slides a six-inch LCD SCREEN from inside the container. There's a toggle SWITCH on the end. She takes hold of it -- switches the device ON. On the SCREEN: IDENTIFYING COMBINATION...

87 INT. SD-6 - HALLWAY - NIGHT (FORMERLY INT. SD-6 - HALLWAY - DAY)

The Commandos approach an intersection littered with DEBRIS from the EXPLOSION. They're getting closer --

A88 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT

A88

Jack switches between the hallway and the vault.

JACK

...30 seconds...

88 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - VAULT ROOM - DAY)

On the LCD SCREEN: COMBINATION IDENTIFIED. There's a sound -- CLICK -- like maybe the vault door might open and -- shit -- BLOW UP the building. A beat, then Sydney presses the ACTIVATION SWITCH. The numbers rotate wildly. The screen reads: SCRAMBLING IN PROGRESS...

89 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT 89  
(FORMERLY INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - DAY)

ON THE MONITOR: The Commandos, with the intersection just ahead...

JACK  
...15 seconds...

90 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - VAULT 90  
ROOM - DAY)

Still the LCD reads: SCRAMBLING IN PROGRESS...

91 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT (FORMERLY 91  
INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - DAY)

ON THE MONITOR: Cole is ten feet from the intersection...  
nine... eight...

JACK  
...get out NOW...

92 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - VAULT 92  
ROOM - DAY)

Sydney hangs in until the LCD reads: SCRAMBLING COMPLETE.  
As she RIPS the DEVICE from the SAFE...

93 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT 93  
(FORMERLY INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - DAY)

ON THE MONITOR: Cole and his Men turn the corner -- pass  
the VENT Sydney came through -- did she make it back in --  
and enter...

94 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - VAULT 94  
ROOM - DAY)

Cole and his Men -- no Sydney -- stand in front of the  
SAFE. As Cole tries the combination...

95 INT. SD-6 - AIR DUCT - NIGHT (FORMERLY INT. SD-6 - AIR 95  
DUCT - DAY)

Sydney sits -- heart POUNDING -- about ten feet from the  
VENT. She needs breaths -- huge, heaving ones -- but has  
to hold perfectly still.

96 OMIT

96

97 INT. SD-6 - VAULT ROOM -- NIGHT (FORMERLY INT. SD-6 - VAULT 97 ROOM - DAY)

The combination FAILS.

COLE

Sloane.

98 INT. SD-6 - AIR DUCT - NIGHT (FORMERLY INT. SD-6 - AIR DUCT - DAY) 98

Maybe she's startled -- maybe she's too breathless to stay absolutely still -- but Sydney shifts, the smallest amount, and the SCRAMBLER CLATTERS from her pocket.

99 INT. SD-6 - VAULT ROOM - NIGHT (FORMERLY INT. SD-6 - VAULT 99 ROOM - DAY)

Cole holds up a hand -- shut the fuck up -- points a HEARTBEAT MONITOR toward the VENT. The RADAR sweeps. BLIP. Cole tracks the BLIP through the wall -- OPENS FIRE.

100 INT. SD-6 - AIR DUCT - NIGHT (FORMERLY INT. SD-6 - AIR DUCT - DAY) 100

Bullets PING all around Sydney as she makes a desperate escape -- crawling madly along as --

101 INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - NIGHT (FORMERLY INT. SD-6 - BASEMENT LEVEL - STORAGE ROOM - DAY) 101

ON THE MONITOR: Cole, Tchen and Endo stalk the hallway, the HEARTBEAT MONITOR trained along the wall.

ENDO

Target out of range, looking to reacquire.

BLIP. They FIRE into the WALL. ON JACK... watching these Men shooting at his daughter.

JACK

-- Sydney --

102 INT. SD-6 - AIR DUCT - NIGHT (FORMERLY INT. SD-6 - AIR DUCT - DAY) 102

Sydney -- BULLETS shredding the duct -- sees the SHAFT ahead. She climbs into it... SHIMMIES HER WAY UP... only to find -- above her -- a fast-moving FAN. No way she can get past. So she stops -- weak and tired and scared and bracing herself in mid-air.

THE END

\*