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ALIAS

#E644

"Page 47"

Written By

J.J. Abrams & Jeff Pinkner

Rev. Pages: 34, 35, 40, 41, 42, 42A, 59.

FIRST DRAFT

	January 19, 2002
Rev. Blue	January 22, 2002
Rev. Pink	January 23, 2002
Rev. Yellow	January 25, 2002
Rev. Green	January 28, 2002

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CAST LIST

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

Jenny
David McNeil
Lavro Kessar (non-speaking)
Mr. Sark (non-speaking)
Agent Grey

Abigail
Black-clad Figure (non-speaking)
CIA Officer Cohen
Courier (non-speaking)
Delivery Man
Emily Sloane
Deck Guard
Muscular Guard
(Stateroom Guard - **OMIT**)
Mask Man (same as Jack Bristow)
Voice

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SET LIST

INTERIORS:

Blown-out Building - Night
 Fifth Floor - Night
Surveillance Van - Night
Warehouse - Night
 Ground Floor - Night
 Second Floor - Night
 Stairway - Night
Will's Apartment - Day
 Bedroom - Day
Van - Night
SD-6 - Day
 Sloane's Office - Day
 Conference Room - Day
 Main Area - Day
 Jack's Office - Day
Sydney's Apartment - Day & Night
 Bedroom - Day & Night
L.A. Newspaper - Day
Delivery Van - Day
Mikro Self-Storage - Storage Unit - Day & Night
Lompoc **Penitentiary** - Meeting Room - Day (formerly **Prison**)
Will's Car - Night
Yacht - Day
 Salon - Day
 Pilot House - Day
 Stateroom - Day
 Hallway - Day
Crumbling Warehouse - Day & Night
 Stairs - Night
Jenny's Car - Day
Sloane's House - Night
 Living Room - Night
 Office - Night
 Dining Room - Night
CIA Office - Day & Night
 Vaughn's Office - Night
-Cadillac - Day

EXTERIORS:

Blown-out Building - Night
 Side of Building - Night
 Ground Level - Night
 Rooftop - Night
Between Buildings - On the Tension Wire - Night
Warehouse - Ground Level - Night
L.A. Newspaper - Day
Credit Dauphine - Day
Los Angeles - Day
Mikro Self-Storage - Day
Empty Road - Night
Golfe de Gabes - Day
Yacht - Day
 By the Rail - Day
 Deck - Day
Marina - Day
Street - Derelict Stretch of Town - Night
Sydney's Apartment - Day
Street - Warehouse District - Day
Abandoned Stretch of Road - Day
Sloane's House - Night
Street - Day
Lompoc **Penitentiary** - Day (formerly **Prison**)
 Parking Lot - Day

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ACT ONE

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

- 1 EXT. BLOWN-OUT BUILDING - SIDE OF BUILDING - NIGHT 1
SYDNEY, terrified and helpless, dangles on a HARNESS
attached to a CABLE -- five stories from the ground, and
five stories from the roof -- AK-47 BULLETS PING all around
her, fired from below by...
- 2 EXT. BLOWN-OUT BUILDING - GROUND LEVEL - CONTINUOUS 2
... the GUARD at the building entrance -- he STRAFES the
sky with gunfire as...
- 3 EXT. BLOWN-OUT BUILDING - SIDE OF BUILDING - NIGHT 3
... Sydney PIVOTS to create a harder target -- her spin
brings her momentarily face-to-face with...
- 4 INT. BLOWN-OUT BUILDING - FIFTH FLOOR - CONTINUOUS 4
SARK -- who REACTS with menacing calm, as, beside him, his
BODYGUARD raises a SILENCED GUN and takes DEAD AIM --
- 5 EXT. BLOWN-OUT BUILDING - SIDE OF BUILDING - CONTINUOUS 5
... panic in her eyes, Sydney HITS a BUTTON on her harness--
- 6 INT. BLOWN-OUT BUILDING - FIFTH FLOOR - CONTINUOUS 6
-- the Bodyguard FIRES -- the WINDOW SHATTERS --
- 7 INT. SURVEILLANCE VAN -- CONTINUOUS 7
DIXON REACTS --
DIXON
-- Sydney!? --
- 8 INT. BLOWN-OUT BUILDING - FIFTH FLOOR - CONTINUOUS 8
-- but Sydney has DISAPPEARED from view! --
- 9 EXT. BLOWN-OUT BUILDING - SIDE OF BUILDING - NIGHT 9
-- Sydney is rapidly ASCENDING -- pulled by her harness
as...

- 10 EXT. BLOWN-OUT BUILDING - ROOFTOP - CONTINUOUS 10
 ... the MOTOR on the top of Sydney's winch-type DEVICE WHIRS and the CABLE retracts into the winch --
- 11 EXT. BLOWN-OUT BUILDING - GROUND LEVEL - CONTINUOUS 11
 -- The Guard on the ground FIRES as she rises away --
- 12 EXT. BLOWN-OUT BUILDING - SIDE OF BUILDING - NIGHT 12
 -- As she nears the rooftop, Sydney GLANCES UP to the TENSION WIRE that stretches from the top of the blown-out building to the WAREHOUSE across the street -- AK-47 BULLETS whir by...
 CLOSE: Sydney, approaching the wire, reaches into her VEST-- removes a HUNTING KNIFE -- and, in an insane move, CUTS the TENSION WIRE at the point where it attaches to the top of the blown-out building!
 WIDE: Attached now only at the top of the warehouse across the street, the tension wire COLLAPSES --
- 13 EXT. BLOWN-OUT BUILDING - GROUND LEVEL - CONTINUOUS 13
 -- The Guard stops firing -- he watches in fear as Sydney SWINGS down toward him -- arcs across the street -- and hurtles toward the WAREHOUSE --
- 14 EXT. BETWEEN BUILDINGS - ON THE TENSION WIRE - CONTINUOUS 14
 -- Face filled with fear, Sydney holds on desperately... the warehouse approaches -- a massive BRICK WALL interrupted by widely-spread windows -- Sydney pivots her body toward a SECOND-STORY WINDOW -- and CRASHES THROUGH! -- *
- 15 INT. WAREHOUSE - SECOND FLOOR - CONTINUOUS 15 *
 -- Sydney hurtles inside -- smashed bits of GLASS rain down as she DROPS to the ground --
- 16 EXT. WAREHOUSE - GROUND LEVEL - CONTINUOUS 16
 -- The Guard with the AK-47 hurries across the street and into the warehouse building -- *
- 17 INT. WAREHOUSE - SECOND FLOOR - CONTINUOUS 17
 -- Sydney painfully climbs to her feet -- scans the room --

(CONTINUED)

17 CONTINUED: 17

NEW ANGLE: seen through moon-cast SHADOWS -- what seems to be an abandoned SEWING FACTORY -- overturned DESKS, SEWING MACHINES, SCATTERED MANNEQUINS, etc... Large COLUMNS hold up the floor above... an OPEN FREIGHT ELEVATOR is in the middle of the far wall and a STAIRWAY at the end of the hall...

Sydney takes off for the STAIRWAY, but, as she reaches it, hears the SOUND of FOOTSTEPS charging up from below...

18 INT. WAREHOUSE - STAIRWAY -- CONTINUOUS 18

The Guard races up, AK-47 raised -- he reaches the landing-- turns cautiously into --

19 INT. WAREHOUSE - SECOND FLOOR - CONTINUOUS 19

He quickly scans the floor -- NO SIGN OF SYDNEY -- she's probably hiding behind one of the COLUMNS -- he advances slowly, slowly... then HEARS, across the room, the ELEVATOR MOTOR WHIR to life --

ON THE GUARD: He turns in time to see...

... Through the WOODEN SLATS of the freight elevator: the top of Sydney's head as it drops below the floor --

The Guard RACES back toward the stairway...

20 INT. WAREHOUSE - GROUND FLOOR -- CONTINUOUS 20 *

... he charges toward the elevator as it slowly drops into place -- aims his RIFLE and FIRES -- BAMBAMBAMBAM --

THE ELEVATOR: the wooden slats SPLINTER as they glide open to reveal a totally blasted-to-shit MANNEQUIN...

ON THE GUARD: stunned... realizing just a moment too late that he's been fucked -- SYDNEY appears behind him (she followed him down the steps) -- three wild moves and he's OUT COLD.

21 EXT. WAREHOUSE - GROUND LEVEL - CONTINUOUS 21

Sydney races out -- turns a corner -- and finds herself five feet away from Sark's Bodyguard -- furious, he raises his WEAPON -- her eyes go WIDE as he cocks the gun --

SYDNEY
(quick, desperate)
-- wait!--

(CONTINUED)

21

CONTINUED:

21

And she WINCES at the LOUD GUNFIRE -- but it wasn't the Bodyguard who fired -- in fact he FALLS TO THE GROUND, DEAD. A BLINDING WASH OF LIGHT illuminates them from the side: HEADLIGHTS --

WIDE ANGLE: DIXON speeds toward Sydney in the van -- he's fired his GUN out the window -- the van skids to a stop in front of Sydney --

SYDNEY (CONT'D)

-- thanks --

DIXON

-- anytime --

-- she hops inside, as Dixon peels the van away...

Over which the words "LOS ANGELES" appear -- PUSH THROUGH the "O" to --

22

INT. WILL'S APARTMENT - BEDROOM - DAY

22

WILL in bed -- JENNY enters, wearing underwear and tanktop, holding a BOWL of CEREAL --

JENNY

Oh -- did you want some?

She puts it down -- Will tries to get up out of bed, but she pins him --

WILL

I gotta go-- I'm meeting David McNeil--
 (as she reaches under the covers, he laughs, but:)
 -- seriously, I can't be late.

Jenny relents, disappointed, as Will, in boxers, climbs from bed, finds a mostly clean SHIRT on a chair --

JENNY

Hey, so what are you gonna wear?

WILL

(re: shirt, confused)
 Uh... I thought this. It's a prison, who cares?

(CONTINUED)

22

CONTINUED: (2)

22

WILL
(beat, then:)
I can't Friday. I, uh... I got
something. Sorry.

JENNY
(slightly off-put)
... oh.

And Will pulls on his shirt.

23

INT. VAN - NIGHT

23

Sydney and Dixon are in the back of the parked van,
changing out of their black cat burglar clothing and into
standard banking attire. Sydney is on a CELL PHONE --

(CONTINUED)

23

CONTINUED:

23

SYDNEY

Are you kidding me? "Reader's Choice"? Will, that's so amazing!

INTERCUT WITH:

24

INT. WILL'S APARTMENT - BEDROOM - DAY

24

Will, on the PHONE, pulls on his pants, finds a TIE atop his DRESSER. Beyond him, through the ajar bathroom door, we hear the SHOWER.

WILL

-- Yeah. Thanks, I just wanted to tell you-- and listen, "North By Northwest" is playing Friday night at the Fairfax... I was thinking maybe we could get some dinner. Sort of, you know, celebrate.

SYDNEY

-- Definitely, Friday night-- I'm so proud of you!

WILL

Come on, it's not that big a deal...

Behind Will, the shower STOPS -- meanwhile, Dixon zips the LAPTOP into a padded travel POUCH, glances at Sydney --

SYDNEY

-- okay, so Friday night, it's a date.

WILL

(this resonates)
... it's a date.

And Will hangs up... pleased.

GRAINY BLACK AND WHITE SURVEILLANCE CAMERA FOOTAGE --

... filmed from a corner of the ceiling in the Lompoc Prison visitation room... We see Will waiting at the BOOTH-- a Guard leads DAVID MCNEIL into the room -- McNeil takes a seat across from Will and they each take the TELEPHONE RECEIVERS --

SLOANE (V.O.)

This is two hours ago. Lompoc Prison.

NEW ANGLE reveals we're in:

25

INT. SD-6 - SLOANE'S OFFICE - DAY

25

WE'RE WATCHING a BANK OF MONITORS at the side of Sloane's office. SLOANE and JACK watch the surveillance footage impassively. Jack's gaze is flat, betraying nothing. As the footage continues to play --

*
*
*

SLOANE

The man Tippin is talking to. That's David McNeil. Software designer. Eight years ago he created an encryption system that we wanted to acquire, but McNeil wouldn't sell.

JACK

(recognizing him now)
Of course.

SLOANE

We don't have audio... but we did get a hold of the prison log. This is Tippin's third visit with McNeil in the last two weeks.

ON THE TAPE: Will rises to leave -- showing his FACE to the camera... Sloane FREEZES the image with his REMOTE.

SLOANE (CONT'D)

You and I talked about Tippin some time ago. You convinced me he was just a harmless metro reporter. Far from a credible threat. But now he's found McNeil.

A tense beat... their eyes lock and you can feel that they're about to erupt... Jack doesn't like this -- he knows what Sloane wants...

JACK

What are you suggesting...?

SLOANE

-- you know what I'm suggesting, I told you this first as a courtesy--
-- I don't want him killed, this isn't sport for me--

JACK

-- you want Tippin killed.
-- the decision to eliminate Tippin is premature--
-- he's a friend of Sydney's, who as far as we know, knows nothing--

SLOANE

(tough, deadly)

Jack.

(beat)

(MORE)

(CONTINUED)

25

CONTINUED:

25

SLOANE (cont'd)

I understand your reluctance... what it would mean to Sydney. But McNeil is not a benign element. He knows about SD-6. The division name was mentioned in Koenig's testimony--

JACK

-- just the name, nothing else.

SLOANE

A name is all Tippin needs.

(beat)

What concerns me... is that this doesn't seem to concern you.

JACK

There's a difference. Between concern... and assassination.

SLOANE

Then what are you suggesting?

JACK

That we get audio. That we find out what those conversations are.

Sloane considers... then finally concedes with a nod. Jack is privately relieved to have regained control of the situation -- even if temporarily.

Jack turns to go -- but he's stopped as Sloane says:

SLOANE

Jack. Because Tippin is a friend of Sydney's... we should take care of this immediately.

(beat)

I'm sure you agree... there are some truths she must never learn.

A beat. Jack nods, then leaves. As Sloane watches him go--

CUT TO BLACK.

GO TO MAIN TITLE SEQUENCE.

END ACT ONE

ACT TWO

FADE IN:

26

INT. SYDNEY'S APARTMENT - DAY

26

FRANCIE sits in the living room, a few ENGAGEMENT GIFTS on the coffee TABLE. She's staring at a blank CARD... unsure what to write. Sydney enters from her bedroom, wearing sweatpants and a tanktop, drying her hair.

SYDNEY
(careful)
... how's it going.

FRANCIE
(unable to write, miserable)
Fine.

Sydney sits across from her, just watching her stare sadly at the blank card. Waits for her friend. Finally:

FRANCIE (cont'd)
I went to the stationery store today.
Same one where we got the wedding
invitations.

(beat)
I had to buy some "thank you" cards...
for these engagement gifts I have to
send back to people...

(beat)
The woman who works there asked me if
I wanted the card stock to match... to
be the same as the invitation...

(embarrassed)
... I burst into tears in the middle
of the store.

Francie covers her face, crying quietly as she says:

SYDNEY
Francie--

FRANCIE
Syd, I don't know how to do this...
(beat, holds up her ring
finger, sad)
... I haven't even taken it off yet...

Sydney watches her for a moment... then holds up her hand, too. Francie looks at Sydney, sympathetic... feeling bad.

FRANCIE (cont'd)
... I'm sorry...

(CONTINUED)

26

CONTINUED:

26

SYDNEY

(looking at her hand)
No, don't be...
(beat, plays with it, a
distant smile)
... truth is... I probably should've
taken mine off a long time ago.

Sydney considers... then looks at Francie.

SYDNEY (cont'd)

So here's an idea.

FRANCIE

... what.

Sydney smiles, and it's a smile Francie understands
instantly: the smile says, let's do this together. Francie
nods, a beat, then they simultaneously take off their RINGS
and set them down on the COFFEE TABLE. After a moment,
Sydney touches Francie's hand in support.

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*
*

27

INT. L.A. NEWSPAPER - DAY

27

Will rounds the corner, talking with another REPORTER:

WILL

-- seven o'clock, Wilshire Courts --
I've got my ball in the car -- you
call Mitch.

*
*

The Reporter peels off, and just as Will sits at his DESK,
a small CAKE with a single lit CANDLE is placed before him.
He looks up -- it's ABIGAIL, another local reporter. She
loves him like a big sister -- so she shits on him like a
big sister:

ABIGAIL

Well well, look who it is.

WILL

-- Abby, what's this?

ABIGAIL

Oh, false modesty, how hideous --
doesn't really fit...

(CONTINUED)

27

CONTINUED:

WILL

(smiling)

-- is this for that "Most Inspiring Article" thing--?

ABIGAIL

(mocking him)

-- that "Most Inspiring Article" thing? Pretty dense, the man who wrote the most inspiring article-- you don't deserve any awards, you know that. Congratulations.

WILL

(as she kisses his cheek, he smiles)

Thank you.

ABIGAIL

-- you make me sick, FYI.
-- working ten years at this myself.
-- you know what I've won? Tickets to the Lion King.
On the radio, I called in.
-- yes, imagine that.
-- I expect a piece.

WILL

-- I make myself sick.
-- I know--
(reacts, amused at Lion King)
-- And you didn't invite me.
-- thanks for the cake.
-- I'll get some plates...

As Will heads off, grabbing a MEMO from his IN-BOX, Abigail takes the candle, sucks the ICING off the cake-end, saying to him as he goes:

ABIGAIL

... it's chocolate.

(beat, calls out)

Maybe you can write an article about this cake. Win something else.

After a beat with Abigail, we CUT TO:

WILL

As he moves through the office, reading the memo, a DELIVERY MAN approaches him -- a smallish, unintimidating man. They slow but don't really stop as:

DELIVERY MAN

-- excuse me -- June Litvack's office?

WILL

-- oh, next floor up, southeast corner
-- huge office --

(CONTINUED)

27 CONTINUED: (2)

27

The Delivery Man casually pats Will's shoulder as he says:

DELIVERY MAN

-- thank you--

-- and they head off in their directions...

28 EXT. L.A. NEWSPAPER - DAY

28

PAN OFF the building to a DELIVERY VAN parked at the curb --

29 INT. DELIVERY VAN - CONTINUOUS

29

The DELIVERY MAN takes his seat at the wheel, but rather than keying the engine, he turns on some AUDIO EQUIPMENT that sits on the passenger SEAT. He turns a DIAL, tuning the frequency, and we HEAR, through a static filter --

WILL (V.O.)

... Okay, seriously, if I didn't have to go, I'd eat the whole cake.

ABIGAIL (V.O.)

-- where you going? --

WILL (V.O.)

-- Lompoc. I've got an interview.

30 EXT. CREDIT DAUPHINE - DAY

30

To establish...

SLOANE (V.O.)

Your surveillance footage from Moscow is remarkable.

31 INT. SD-6 - CONFERENCE ROOM - DAY

31

Sydney, Dixon, Sloane, and MARSHALL sit around the conference TABLE.

SLOANE

Of course we won't know for quite some time the full implication of Ivankov's murder. But here's what we do know.

Sloane taps his REMOTE and a VIDEO-CAPTURE IMAGE from Sydney's surveillance footage appears on the MONITOR -- an IMAGE of Ilyich Ivankov, falling to the ground, a moment after he's been shot by his traitorous BODYGUARD.

(CONTINUED)

31

CONTINUED:

31

SLOANE (CONT'D)

Ivankov's body was delivered yesterday to K-Directorate's HQ in St. Petersburg.

DIXON

... delivered how?

SLOANE

Commercial freight carrier. Inside a crate of frozen Icelandic codfish.

Sloane taps the remote: an IMAGE of LAVRO KESSAR -- newly ordained head of K-Directorate -- appears on the MONITOR.

SLOANE (CONT'D)

Lavro Kessar was K-Directorate's second in command. He has not been seen since that night.

(taps remote, image of Mr.

Sark appears on monitor)

We believe that "Mr. Sark" is holding Kessar captive. That unless K-Directorate hands over Rambaldi's manuscript to Sark's employer, "The Man"... they should be expecting some more fish in St. Petersburg.

DIXON

Have we learned anything more about "The Man"?

SYDNEY

We have to get a name for this guy already.

SLOANE

We have nothing concrete, not yet. But we have learned something about Sark. Marshall?

MARSHALL

Hi -- I'm sure we've all seen the movie classic, My Fair Lady.

(Cockney accent)

Professor 'enry 'iggins educatin' Eliza Doolittle to talk proper?

(normal voice, excited)

Of course my favorite Rex Harrison film was Doctor Dolittle, which really threw me. Doolittle/Dolittle-- was that on purpose? So confusing.

(CONTINUED)

31

CONTINUED: (2)

31

SLOANE

(get on with it)
Marshall.

MARSHALL

(suddenly down to business)
I've analyzed Sark's speech pattern --
lilt, stress, rhythm, what have you --
he's clever -- his grammar and syntax
give away nothing -- but his
lengthened vowels indicate he spends
considerable time in Ireland -- most
likely, Galway.

*
*

SLOANE

Our assets in Tunis spotted a K-
Directorate boat passing through the
Golfe de Gabes, and report that it is
now moored off Es-Sekhira. Tomorrow,
at ten AM local time, a plane is due
to leave nearby Gafsa Airport... And
fly to Galway, Ireland.

*
*
*
*

SYDNEY

So they're handing over Rambaldi's
Manuscript in Tunisia.

*

Sloane passes Sydney and Dixon FOLDERS.

SLOANE

Your mission is to intercept the book.
And bring it back home.
(beat, stands)
Review the mission details then go
over Op Tech with Marshall. You leave
tonight. Excuse me, I have some
business at home.

And Sydney watches as Sloane heads off...

32

EXT. LOS ANGELES - DAY (FORMERLY EXT. LOS ANGELES - NIGHT) 32

*

Helicopter shot of the city...

33

EXT. MIKRO SELF-STORAGE - DAY (FORMERLY EXT. MIKRO SELF-STORAGE - NIGHT) 33

*
*

Sydney's car pulls up.

INSERT - EXTREME CLOSEUP - SPY CAMERA

Vaughn holds out an OPEN CASE -- a foam-packed SPY CAMERA
revealed inside.

(CONTINUED)

33 CONTINUED:

33

VAUGHN (O.S.)
Look familiar?

34 INT. MIKRO SELF-STORAGE - STORAGE UNIT - DAY (INT. MIKRO 34 *
SELF-STORAGE - STORAGE UNIT - NIGHT) *

Sydney with Vaughn -- she's looking at the CAMERA. A touch of disappointment in herself.

SYDNEY
... same kind of camera I left behind in Argentina.

VAUGHN
It is that camera.
(off her look)
The CIA sent in a team, we recovered it last week. You only took a few shots of the Rambaldi book...

SYDNEY
-- I know --

VAUGHN
-- but we've learned a lot from those pictures.

SYDNEY
Like what.

It's somehow difficult for Vaughn to say this -- the struggle of a rational man talking about the paranormal:

VAUGHN
I have this aunt. Aunt Trish. She's the insane one in the family. Talks to the dead, goes to "readings"... she's a crop circle fanatic.

SYDNEY
(smiles)
Aunt Trish.

VAUGHN
This whole Rambaldi story, it just reminds me of something she would tell me about.

(beat)
Anyway... we know Rambaldi was a sixteenth-century inventor... that he seems to have had an almost... psychic vision of technology. Now this book...

(MORE)

(CONTINUED)

34

CONTINUED:

34

VAUGHN (cont'd)

Based on those images you took, it seems as if it's some kind of instruction manual. To what, we don't know.

(hands her a FILE)

-- this was written in Italian on the second page.

SYDNEY

(looks at the page, reads)

"... so the question is not, 'Will these pages be indicated'... indeed, the True Path has been taken if ever these words are spoken... aloud..."

Not quite sure why, this moment gives Sydney the chills.

VAUGHN

There, at the bottom, Rambaldi refers to the "One Hundred Segments."

SYDNEY

(intrigued)

... meaning what?

VAUGHN

It continues on a page we don't have yet. Your countermission's the same as Argentina -- when you get the book, photograph the pages, deliver the original to SD-6 and the photos to us.

SYDNEY

(at herself)

-- just don't screw up this time. Got it.

She's going to go, but first:

VAUGHN

There's one more thing. Your father's reported that Sloane has been spending a lot of time at home.

SYDNEY

(a touch meaningfully)

Yeah, his wife, Emily... she's sick. *

VAUGHN

You two used to be close...

(CONTINUED)

34

CONTINUED: (2)

34

SYDNEY

We still are --

(beat)

Less so since she

(MORE)

*
*
*

(CONTINUED)

34

CONTINUED: (3)

34

SYDNEY (cont'd)
was diagnosed... she's been a little
more reclusive. Actually, I haven't
seen her since before I learned the
truth about her husband.

*
*
*

VAUGHN
I've talked with Devlin: I think this
is a real opportunity.
(beat)
We'd like you to call Emily. Tell her
you'd like to see her again. Get
invited to their house.

SYDNEY
(she looks at him for a
moment)
... you want me to plant a bug.

Vaughn's look confirms it. Sydney just looks at him --
uneasy about not only the suggestion, but the fact that
Vaughn is making it.

SYDNEY (CONT'D)
... Vaughn, she's dying of cancer.

VAUGHN
(truly regretful)
... yes, I know.

SYDNEY
You're asking me to use this woman.

VAUGHN
She'll never know it.

SYDNEY
But I will.

This gets heated -- the beginnings and ends OVERLAPPING:

VAUGHN
We've tried planting listening devices
inside SD-6, it's pointless. That
office employs every possible counter-
surveillance technique -- Sloane's
house might be more vulnerable--

SYDNEY
This isn't a logistical question, it's
a moral one.

(CONTINUED)

34

CONTINUED: (3)

34

VAUGHN

A moral one? Sydney, you're a spy, this is hardly the darkest decision you've had to make.

SYDNEY

What you're not hearing is that Emily is my friend. Despite her husband, she is my friend-- who is dying -- does this not seem at all wrong to you?

VAUGHN

Why does it seem wrong to you?

SYDNEY

Because she's innocent. Because she's a good person.

VAUGHN

Then what she doesn't know -- what she'll never know... is that this is one of her last opportunities to do a good thing.

And ON SYDNEY, the weight of this on her shoulders...

35

INT. SYDNEY'S APARTMENT - DAY (FORMERLY INT. SYDNEY'S APARTMENT - NIGHT)

35

*
*

CLOSE ON a PHONE. Then Sydney picks up the receiver. Now we PULL BACK TO REVEAL Sydney, sitting on her SOFA, contemplating this. She then glances at her personal phone BOOK and dials a number.

After a moment, she says:

SYDNEY

... Emily? Hi, it's Sydney. Bristow.
(smiles)

Hi, I know. I know, it has -- are you busy, or sleeping...? ... good, okay.

(beat)

Yeah, I'm doing fine -- how are you, that's why I called, I just...

(beat, a slight burden)

... I miss you.

(beat, news not great)

Uh-huh... oh, honey...

(beat, guilty)

Well you sound great. Really. And, um... I don't know, if you feel up to it, but... I'd love to see you.

36

INT. LOMPOC PENITENTIARY - MEETING ROOM - DAY

36

Will waits at the visitor BOOTH. He has with him a "REBOOT" MAGAZINE. After a moment, a GUARD leads in DAVID MCNEIL. McNeil sits down. He and Will both pick up the PHONE RECEIVERS and hold them to their ears.

MCNEIL

(indicates the magazine)
Thank you. You can give that to the guard... Not many people in here keep up with I.T. issues... Kelly would bring it for me.

WILL

Have you heard from her? Your daughter?

See McNeil's heart break a little as he says:

MCNEIL

No.

(beat)

My lawyer says she's somewhere safe.
That's all I really want to know.

(then, eager)

So, what've you got?

Will, who can dimly imagine the pain McNeil's life must entail, reaches into his pocket and unfolds a piece of PAPER that contains HANDWRITTEN NOTES. They lean in toward each other, talking quietly, each feeding off the other's hunger --

WILL

Based on the file from O.T.
Technologies, forty-two companies
currently use your encryption software.
Both in the U.S. and abroad --

MCNEIL

-- Forty-two --

WILL

(nods)

... several banks, some privately held
R & D firms, a university in France,
an aerospace company --

MCNEIL

-- a university? --

(CONTINUED)

36

CONTINUED:

36

WILL

-- Yeah... Is that important?

MCNEIL

(I don't know)

Go on.

WILL

So far, I've had time to look into eighteen of the companies -- listen to this: six of them have a common board member -- guy named Alain Christophe. And here's the best part: Twelve years ago Christophe retired. From the CIA. (off McNeil's quiet reaction) Before that, from '82 to '89, he ran counter-intelligence at Langley.

*

*

McNeil plays devil's advocate -- not wanting to get his hopes up.

MCNEIL

Ex-government official -- they could just want him for his lobbying ability.

(considering...)

Where does he live?

WILL

La Jolla.

McNeil's eyes have been locked on Will's. Slowly McNeil lowers his head, a private smile...

WILL (CONT'D)

Why are you smiling?

When McNeil looks up, his eyes are welling. There's a desperate kind of relief in his expression:

MCNEIL

For the first time in eight years... SD-6 should be afraid of me.

37

EXT. EMPTY ROAD - NIGHT

37

An empty stretch of road. Will's car WHIPS past us...

38

INT. WILL'S CAR - CONTINUOUS

38

Will drives while talking into a DICTAPHONE:

(CONTINUED)

38

CONTINUED:

38

WILL

-- Check Lexis-Nexis for everything on
Alain Christophe -- call the IRS --
see if the Freedom of Information Act
covers access to his private holdings.

(beat, about to put away the
dictaphone)

Oh... "North by Northwest" tickets for
tomorrow night, and call Merkato for
dinner reser --

-- Suddenly, from out of NOWHERE, an N.D. VAN CAREENS
across the road ahead -- SCREECHES TO A STOP in front of
Will's car -- Will SLAMS on his brakes -- swerves onto the
shoulder to avoid a collision --

WILL (CONT'D)

-- Sonofab --

THROUGH THE WINDSHIELD: the van doors SWING OPEN and two
BLACK-CLAD FIGURES leap out wearing ski-masks, levelling
their MP-5 SUB-MACHINE GUNS at Will, who GASPS in terror as
--

-- the first Figure FLINGS Will's door open and RIPS him
out of the car -- the second Figure slings a CANVAS BAG
over Will's head -- he's THROWN into the back of the van --
the Men JUMP IN after him -- doors SLAM shut -- the van
SCREECHES OFF laying rubber with its rear tires --

We HOLD on the ROAD as the van recedes into the distance...

CUT TO BLACK.

END ACT TWO

ACT THREE

FADE IN:

THE WORD "TUNISIA" SCROLLS across the screen -- and we PUSH
THROUGH THE "T" TO REVEAL:

39 EXT. GOLFE DE GABES - DAY (FORMERLY EXT. SEA OF MARMARA - 39
DAY)

The SUN rises over the horizon. A luxury YACHT, anchored
offshore, bobs peacefully...

40 INT. YACHT - SALON - DAY 40

CLOSE ON a LARGE TITANIUM BRIEFCASE resting on a TABLE --
where you'd expect a latch, instead there is a DIGITAL
READOUT -- three RED LIGHTS blink repeatedly in sequence.
PAN UP to see the briefcase is cuffed to the fleshy wrist
of a MASSIVE COURIER. This Guy is ENORMOUS -- maybe three
hundred pounds -- sweating and breathing heavily as he dips
CRACKERS into a BOWL of TOMATO SOUP. A holstered FIREARM
can be seen beneath his jacket. A VOICE, in Russian, comes
over the cabin LOUDSPEAKER (NOTE: the Russian voices are
SUBTITLED)--

DECK GUARD
(Russian, excited)
Hey, come up here.

The Courier looks from his soup to his WATCH, then takes a
WALKIE-TALKIE from the table.

COURIER
(into walkie-talkie, Russian)
Sark? Already?

DECK GUARD
(Russian)
No. Definitely not Sark.

COURIER
(can't be bothered)
... I'm busy.

The Courier sets down his WALKIE and returns to his soup.

41 EXT. YACHT - BY THE RAIL - DAY 41

The DECK GUARD, also wearing a holstered FIREARM, stands at
the RAIL looking out over the water through a pair of
BINOCULARS --

HIS POV - THROUGH THE BINOCULARS

(CONTINUED)

41 CONTINUED:

41

A distance away, a beautiful woman approaches aboard a small DINGHY -- it's Sydney, in a blond WIG, wearing a bikini top and a pair of mini-denim cut-offs. A small, surfer-type BACKPACK is slung across her shoulders.

BACK TO THE DECK GUARD -- peering out toward Sydney.

*

DECK GUARD
(beat, to himself, Russian)
... Please come here.

*

42 EXT. MARINA - CONTINUOUS

42

At the edge of the marina -- also gazing over the water through BINOCULARS is Dixon. Sydney's VOICE comes over his earpiece.

SYDNEY (V.O.)
(radio filter)
So tell me the truth, who did you like: Ginger or Maryann?

DIXON'S POV - THROUGH THE BINOCULARS

Far across the water, Sydney nears the yacht.

BACK TO DIXON -- HE SMILES --

DIXON
Listen, while you're grabbing Rambaldi's manuscript, if you happen to see a sandwich...

SYDNEY
(radio filter)
You got it.
(beat)
Going radio silent.

Dixon lowers the binoculars -- looks over to the ROAD approaching the marina.

DIXON
Okay -- I'll radio if Sark arrives.
Good luck.

43

EXT. YACHT - BY THE RAIL - CONTINUOUS

43

As Sydney approaches --

ANGLE: the Deck Guard removes his GUN from the HOLSTER, and holds it down by his side. *

Sydney speaks in Swedish; no subtitles. *

SYDNEY

Excuse me -- Can you help me, please?
(she gestures off into the distance)

My boat -- I ran out of gas. Can you spare a few gallons?

The Deck Guard just looks at her, uncomprehending -- though enraptured by her, he is still edgy, alert -- Sydney reaches into her dinghy and holds up a five-gallon GAS TANK. *

DECK GUARD *

(Gets it; English, thick Russian accent)
Gasoline.

SYDNEY

(nodding)
Gasoline.

DECK GUARD *

(Russian)
Come. *

He relaxes, and slips his gun back into its holster, then reaches a hand down to help Sydney up the BOARDING LADDER -- Sydney boards the boat -- smiles sweetly as the Deck Guard takes the gas tank from her -- *

SYDNEY *

(Swedish)
Thank you. *

ANGLE: she removes from the waistband of her pants a small SPRAY BOTTLE --

She SPRAYS it into the Deck Guard's face, who instantly drops to the deck, unconscious. Sydney looks both ways, then drags the Deck Guard behind a bulwark, and starts purposefully back toward the stern. (Perhaps we notice a HARPOON GUN strapped to the wall). *

44 INT. YACHT - PILOT HOUSE - DAY

44

The Ship's CAPTAIN stands by the hull MONITOR, consulting some LOGS.

(CONTINUED)

44 CONTINUED:

44

Sydney appears in the doorway behind him -- hearing her, he turns -- she strides toward him, sprays her "perfume" and he slumps senseless back into the helm SEAT.

45 INT. YACHT - SALON - DAY

45

The Courier continues to eat his soup -- he wipes his tomato-stained mouth with a NAPKIN as Sydney appears in the doorway -- she steps into the room, SPRAYS him in the face -- he winces from the sting in his eyes, but he doesn't go down --

-- In fact, surprisingly agile, he leaps to his feet -- SOUP SPLATTERS -- Sydney's eyes WIDEN in fear, "Oh, shit" -- as he lurches violently toward her -- She sprays again -- nothing -- he swings the BRIEFCASE into her head, knocking her into the BULKHEAD -- She recovers, deflects his next blow, and fights back -- a series of WILDLY QUICK BLOWS and she gets the upper-hand -- she grabs the briefcase and SLAMS it into his face -- his eyes roll up in his head and he falls to the floor, out cold --

Panting, Sydney kneels by his side and unslings her BACKPACK --

SYDNEY

Dixon -- the boat's secure -- I'm going after the lock -- looks like it's Electromagnetic.

DIXON (V.O.)

(radio filter)

Okay.

(beat)

Still no sign of Sark.

Sydney UNZIPS her pack revealing a wide array of TECH DEVICES. As she examines the digital readout on the briefcase...

46 EXT. STREET - DERELICT STRETCH OF TOWN - NIGHT

46

CLOSE ON THE REAR DOOR HANDLE OF THE N.D. VAN -- a BLACK-GLOVED HAND reaches into frame and pulls open the door to REVEAL:

Will sitting in the back of the van -- the CANVAS SACK covers Will's head and shoulders, undulating in and out to the pattern of his heavy breathing. The black-clad Figure seated beside him grabs Will roughly:

WILL

(terrified)

-- Look, this is --

(CONTINUED)

46 CONTINUED: 46

As the Figure SHOVES Will through the van door and into the hands of the second black-clad Figure, we see the ZIP-TIE that binds his hands behind his back --

The two Figures hustle Will into a crumbling building -- as they disappear inside...

47 INT. YACHT - SALON - DAY 47

PAN OFF THE BRIEFCASE'S DIGITAL READOUT to Sydney as she removes a MINIATURE AEROSOL CAN -- she sticks a tiny straw-like TUBE into the nozzle to direct the flow, and SPRAYS the digital readout -- the titanium GLAZES -- Sydney then selects a small VIAL of LIQUID from her pack -- removes a DROPPER and applies a single DROP to the digital readout -- instantly, the readout turns a frosty WHITE -- Sydney removes a small HAMMER and CHISEL -- a single TAP and the entire mechanism SHATTERS into tiny pieces --

48 INT. YACHT - STATEROOM - CONTINUOUS 48

A MUSCULAR GUARD steps out of the bathroom, a Russian NEWSPAPER tucked under his arm, zipping his fly. We SEE the GUN strapped across his shoulder as he EXITS the room --

49 INT. YACHT - SALON - CONTINUOUS 49

Sydney opens the briefcase revealing a thick leather-bound BOOK -- RAMBALDI'S MANUSCRIPT. She removes from her pack the SPY CAMERA that Vaughn gave her, and begins to quickly photograph each of the individual pages of the book -- setting them carefully aside as she proceeds --

50 INT. YACHT - HALLWAY - CONTINUOUS 50

The Muscular Guard moves through the boat. Ahead we see the door to the Salon --

51 INT. YACHT - SALON - CONTINUOUS 51

As Sydney works, from outside the door she hears a SOUND -- she looks up, SCARED --

52 INT. YACHT - HALLWAY - CONTINUOUS 52

The Muscular Guard enters the Salon --

MUSCULAR GUARD

(Russian)

Yuri, I've been thinking --

MUSCULAR GUARD'S POV -

(CONTINUED)

52

CONTINUED:

52

The Massive Courier sits on the floor, facing away from us, his back against the edge of the COUCH. Sydney is on his lap, her face inches from his. All we see are her legs, a bit of her face, and her blonde hair. She GIGGLES coquettishly, then kisses the Courier.

ON THE MUSCULAR GUARD -- thrown by the scene before him --

MUSCULAR GUARD (CONT'D)

(Russian)

-- Who are you?

Sydney REACTS as she "notices" the Muscular Guard. Then she laughs, as if surprised, but pleased -- she extends a finger with a "come here" gesture -- a beat, then a slow SMILE spreads across his face. He takes a step forward -- and, as he does, two things happen at once:

1) he notices the Rambaldi PAGES spread on the floor, and --

2) Sydney leans out from behind the Courier and SPRAYS her PERFUME. The Muscular Guard WILTS to the ground, out cold.

Sydney stands up off the lap of the Courier, who falls heavily to the floor, still unconscious --

Suddenly, Dixon's voice comes over Sydney's EARPIECE --

DIXON (V.O.)

(radio filter)

Sydney! Sark's here!

53

EXT. MARINA - CONTINUOUS

53

From his vantage point, Dixon watches a dark, green MERCEDES roll up to the dock and stop. From the front emerge a DRIVER, and a BODYGUARD. The Driver opens the door for Sark, while the Bodyguard escorts KESSAR from the back seat. Together they all start down the dock --

54

INT. YACHT - SALON - CONTINUOUS

54

Sydney quickly gathers together the PAGES --

SYDNEY

-- Okay -- I've got the book --

55

EXT. MARINA - CONTINUOUS

55

FROM DIXON'S POV -

Sark and company reach a BOAT tethered to the dock. The Bodyguard indicates for Kessar to board first --

(CONTINUED)

55 CONTINUED: 55

PAN OFF the boat across the water to the Yacht, maybe a quarter-mile out.

56 INT. YACHT - HALLWAY - CONTINUOUS 56

Sydney carries the book under her arm as she hurries through -- she rounds a corner to a small flight of STAIRS-- takes them two at a time and reaches the...

57 EXT. YACHT - DECK - CONTINUOUS 57

... where she rounds a corner to SEE --

the Deck Guard who has just regained consciousness -- eight feet in front of her, he's on his knees, just getting to his feet -- their eyes meet -- they both look to his GUN a short distance ahead of him, just out of his reach -- then their eyes FLICK to the HARPOON strapped to wall, just out of her reach -- a frozen moment -- and they both SPRING to action --

Sydney is a split-second faster -- as he takes his gun, rises and aims it at her -- she snatches the HARPOON GUN sweeps it downward, and FIRES --

The harpoon shoots out, stabbing THROUGH the Guard's FOOT and into the deck -- he SCREAMS in pain, fires a wild shot as Sydney SWEEP-KICKS him in the head -- he falls backward, his foot pinned, and slams to the deck --

58 EXT. MARINA - CONTINUOUS 58

FROM DIXON'S POV -

Sark's Driver is untying the boat from the dock -- Sark has moved to the bow and is looking out toward the Yacht. From this distance there's no way Sark can see the activity on the deck, but if Sydney were to leave in the dinghy, he would surely see her.

DIXON
(into radio)
Syd -- it's too late --

59 EXT. YACHT - BY THE RAIL - CONTINUOUS 59

Sydney has just started down the boarding LADDER, carrying the book --

DIXON (V.O.)
(radio filter)
-- Sark'll see you --

(CONTINUED)

59 CONTINUED: 59

She stops, her mind races --

SYDNEY

-- I'm taking the boat --

60 EXT. MARINA -- CONTINUOUS 60

ON DIXON --

DIXON

Okay -- head East. There's another dock six kilometers down --

61 INT. YACHT - PILOT HOUSE - CONTINUOUS 61

Sydney stands at the helm -- one hand on the WHEEL, the other pushes the throttle forward to FULL --

62 EXT. MARINA -- CONTINUOUS 62

Sark looks out toward the yacht...

SARK'S POV -- as the boat SPEEDS away --

TIGHT ON SARK'S EYES - as they set with an icy fury, knowing he's just lost the book...

63 INT. CRUMBLING WAREHOUSE - NIGHT 63

Will, his head and shoulders still covered by the canvas sack, is seated on the ground at the edge of the room -- One of the black-clad Figures finishes tying him to a SHELVING UNIT, then leaves --

-- and we HOLD a beat on Will, alone, his breath faster now, hyperventilating with fear -- and then -- FOOTSTEPS -- someone new entering -- moving closer -- taking their time to cross the length of the room -- they STOP in front of Will --

WILL

(a terrified whisper)

... please, I'm --

-- He's interrupted as the canvas sack is RIPPED off his head -- Will LURCHES -- blinks -- looks up in fear at a HALLOWEEN MASK -- a small black VOICE-BOX protrudes from a hole where the mouth should be -- the Man behind the mask holds up a small TAPE RECORDER and presses the button:

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

"... six of them have a common board member -- guy named Alain Christophe.

(MORE)

(CONTINUED)

63

CONTINUED:

63

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

And here's the best part: Twelve years ago Christophe retired. From the CIA."

Mask Man CLICKS off the tape. Will swallows, knowing he's royally fucked. As Mask Man speaks, his VOICE is ELECTRONICALLY ALTERED by the device in his mouth:

MASK MAN

Do you value your life, Mr. Tippin?

WILL

(trying to remain strong)
... of course I value my life...

MASK MAN

... Do you?... Your actions indicate otherwise.

(beat)

So, I'm going to tell you what it is you are apparently dying to know...

(beat)

Your friend Daniel Hecht... Susan McNeil, Eloise Kurtz -- they were all innocent victims. Their deaths were unfortunate, a matter of circumstance.

(beat)

Now... the only remaining question... is whether the story ends there... or whether it includes other innocent victims.

Mask Man removes several PHOTOGRAPHS from his pocket, and displays them one-by-one:

MASK MAN (CONT'D)

... Amy Tippin: 3723 East Conestoga Way... Robert and Patsy Tippin: 63064 Schulman Way... Sydney Bristow: 4250 Cochran Street --

WILL

Stop. I understand...

Will looks at him, totally sobered by the threat. A beat, then Mask Man slips the photos back into his pocket... then just stands there staring... staring...

MASK MAN

This will be your only warning.

He STRIKES Will knocking him out COLD.

64

INT. CRUMBLING WAREHOUSE - STAIRS - NIGHT

64

Mask Man climbs the dimly lit stairs toward us. He REMOVES the mask -- it's JACK -- PAN WITH him as he passes us and reaches the door to the outside -- as he opens the door and EXITS --

CUT TO BLACK.

END ACT THREE

ACT FOUR

BLACKNESS.. THE WORDS "LOS ANGELES" APPEAR -- WE MOVE THROUGH THE "E" TO REVEAL...

65 EXT. LOS ANGELES - DAY 65

... to ESTABLISH...

66 INT. SD-6 - SLOANE'S OFFICE - DAY 66

We're CLOSE ON Sloane, who sits, facing us, reading from a FILE. Behind him is his office door. After a moment, AGENT GREY enters, wearing a suit.

GREY

Mr. Sloane.

Without turning back or looking away from his documents, Sloane says:

SLOANE

Yes.

GREY

I'm still questioning the K-Directorate agents from the boat. But the captain's a civilian -- he's never heard of K-Directorate.

A beat as Sloane reads... it's as if he hasn't even heard Grey. But then -- again, without looking up -- without, it seems much thought at all:

SLOANE

Kill him.

And, of course, this doesn't faze Grey at all:

GREY

Yessir.

Grey walks off.

67 EXT. SYDNEY'S APARTMENT - DAY 67

... to ESTABLISH...

68 INT. SYDNEY'S APARTMENT - BEDROOM - DAY 68

We're in Sydney's bedroom, looking at her bathroom door, which is ajar. Then the PHONE RINGS -- Sydney enters, wearing only a long T-shirt, drying her wet hair, and moves to the BED, answers the PHONE:

(CONTINUED)

68

CONTINUED:

68

SYDNEY

Hello?

EMILY (V.O.)

Sydney... it's Emily.

SYDNEY

... hi...

EMILY (V.O.)

Listen, I wanted to thank you. For calling -- you have no idea how much that meant--

SYDNEY

-- you don't have to thank me--

EMILY (V.O.)

I do, I woke up this morning feeling... strong. And I was curious if you were free for dinner.

SYDNEY

... tonight?

EMILY (V.O.)

Bring a friend. Please, I'd just... I'd really love to see you.

And ON Sydney... contemplating...

69

INT. MIKRO SELF-STORAGE - STORAGE UNIT - DAY

69

We START WIDE -- through the GATES... Sydney and Vaughn are together...

VAUGHN

And you accepted.

SYDNEY

Not at first.

(beat)

... but Emily's sick.

(beat)

I couldn't say no... and I knew you wanted me to say yes anyway, so...

VAUGHN

Good.

Vaughn opens his CASE -- pulls out a small BOX, opens it. Inside is what looks like a small PIECE OF LINT. He hands her the box. She's sort of impressed.

(CONTINUED)

69

CONTINUED:

69

SYDNEY

... lint. This is a bug?

VAUGHN

Good, huh? You gotta see the guys who made it. It's like they've never seen sunlight.

SYDNEY

Well... you should meet Marshall -- where do you want this?

VAUGHN

Sloane's got an office in his home.

SYDNEY

I know.

VAUGHN

That's where we want it. Especially now that SD-6 has the Rambaldi book -- the CIA's been studying the photos you took--

SYDNEY

Then they turned out all right --

VAUGHN

There's one blank page.

SYDNEY

Yeah, I saw that... invisible ink -- it's Rambaldi's pattern.

VAUGHN

So, you've seen this before.

SYDNEY

(nods)
Marshall's tried blacklight and chemical. Along with several plant extracts... He's not entirely convinced they aren't just blank pages.

(CONTINUED)

69

CONTINUED: (2)

69

VAUGHN

Maybe... But CIA Sci-Tech says of the few documents of Rambaldi's they've recovered, the forty-seventh page is always particularly significant. This blank page was number forty-seven.

(beat)

Your father's strategizing how to get it out of SD-6 Analysis -- replace it with a counterfeit. In the meantime, we're hoping to learn something with this bug.

SYDNEY

... okay.

VAUGHN

You said Emily invited you and a friend.

SYDNEY

Yeah.

VAUGHN

(trying not to seem too personally curious)

... so are you taking anyone?

70

INT. CRUMBLING WAREHOUSE - MORNING

70

PAN across the vast, dingy room... dust mites hang in the thick, unmoving air... HEAR a cell phone RINGING from somewhere OS... we come to a stop on WILL, lying unconscious at the far end of the room... he's roused by the RINGING cell... lifts his aching head, realizes where he is -- Jesus -- fumbles for the PHONE in his jacket pocket, answers...

WILL

... hu... hullo...

SYDNEY (V.O.)

... are you sleeping?

WILL

(beat; disoriented)
-- Syd? --

71

INT. SD-6 - MAIN AREA - MORNING

71

Sydney is at her DESK -- still bearing the burden of plans with Emily.

(CONTINUED)

71

CONTINUED:

71

SYDNEY

-- are you sleeping?

Will rises, dusts himself off, trying hard to sound normal...

WILL

... no, I'm... sort of working...

SYDNEY

... everything okay? You sound like--

WILL

(acclimating)

... no, I'm terrific -- how are you?

SYDNEY

(very hard to say)

You're gonna kill me: I know we talked about going to "North by Northwest," but there's this dinner at my boss's house, and I can't get out of it...

Will is only half hearing what she's saying. From across the room comes a SCURRYING SOUND...

SYDNEY (CONT'D)

(listens for a beat)

You're mad.

*
*

WILL

No-- no, I'm not mad... I'm late for a meeting.

*
*

SYDNEY

Will you come with me? They said I could bring a guest -- will you be my guest? Please?

WILL

(beat... still lost)

... uh... sure.

72

EXT. STREET - WAREHOUSE DISTRICT - DAY

72

Will stands in front of the crumbling building -- his head still throbbing -- he glances up and down the empty stretch of block, as if expecting a car to arrive and hoping it does soon...

(CONTINUED)

72

CONTINUED:

72

After a few moments a CAR appears -- Will moves to the curb as it pulls up -- Jenny is at the wheel -- Will looks in the open passenger window --

WILL

... thank God.

TIME CUT TO:

73

INT. JENNY'S CAR - DAY

73

A few minutes later. Jenny drives. Will, in the passenger seat, distracted, stares out at the passing city. She's concerned for Will -- tries for lightness:

JENNY

When the people who live out here go somewhere that doesn't smell like rotting fish -- d'you think they notice?

If Will even heard her, he doesn't show it.

WILL

... thanks again... for coming all the way out here...

JENNY

(asking again)

... will you please tell me what happened?

WILL

-- I told you, I don't wanna talk about it.

Jenny decides not to press it -- glances over to his cheek--

JENNY

That cut looks pretty bad --

She glances back to the road -- then back at Will -- still staring out the window --

JENNY (CONT'D)

Well, you can spend the night at my place -- I'll make you a big bowl of ash-e reshteh. It's noodle soup, my grandmother's recipe.

(beat)

You have to meet my grandmother. You'll love her.

(CONTINUED)

73

CONTINUED:

73

Will looks over at her, she's watching the road. He just wants to settle this:

WILL

... Jenny, listen, I think you're great.

(she looks at him)

Smart, and beautiful, and we've had... you know, lots of fun. Okay? But you and I... I don't think that--

It's dawned on her what's going on -- she SLAMS on the brakes -- the car SKIDS to a STOP -- Will LURCHES hitting his head on the DASH --

WILL (CONT'D)

-- OW, God...!

JENNY

Are you breaking up with me?

WILL

(more to himself)

Am I bleeding more now...?

JENNY

-- I drove two-hundred and six miles--

-- without a radio, and you break up with me?!

-- why didn't you call Sydney?

-- not anymore!

WILL

-- Jenny...

-- I know, I'm sorry--

-- Hey, that's not fair--

-- Sydney is not my assistant! You work for me!

JENNY

... get out!

WILL

-- Get out? Where the hell are we, we're nowhere!

JENNY

I am not kidding! No, you're nowhere! Get out!

She eyes daggers at him. He realizes: she's not fucking around. And he can't blame her. Though he can't believe it, he opens the DOOR and climbs out --

74

EXT. ABANDONED STRETCH OF ROAD - DAY

74

Will reluctantly closes the door and she PEELS OFF, tires SCREAMING, leaving Will once again abandoned. He looks around: Shit. Finally, he turns toward the road -- sticks his THUMB out, hitching for a lift.

*
*

75

INT. SYDNEY'S APARTMENT - BEDROOM - NIGHT

75

Sydney dressing for dinner, puts on her top as Francie stands behind her, reading a CARD she's written. Francie's got a toughness to her -- she's definitely going through the anger phase:

FRANCIE

(reads, simply)

"Dear Aunt Stephanie. Unfortunately, as my mom has informed you, the wedding is off. So I am returning your kind gift of a coffee maker, because, as it turns out, the man to whom I was engaged is a deceitful, two-faced, sex-crazed jackass. All my love, Francie."

SYDNEY

No, that's not too harsh. *

PHONE RINGS -- Francie moves for it:

FRANCIE

I want to read you one more, that was the restrained one-- *

(answers PHONE) *

-- hello? *

VOICE (V.O.)

Joey's Pizza?

A beat, sort of fed up with these calls:

FRANCIE

Yeah, you know what? This is Joey's Pizza, what do you want? You wanna hear our specials? *

(beat)

Hello?

Sydney watches her for a beat -- then we HEAR a CLICK. As Francie hangs up:

FRANCIE (cont'd)

Seriously, we have to change this number.

SYDNEY

I know...

As Francie heads back to the living room, she indicates her CARDS:

(CONTINUED)

75

CONTINUED:

75

FRANCIE

Thank you.

SYDNEY

I'm gonna go get a bottle of wine for tonight. D'you need anything while I'm out?

FRANCIE (O.S.)

No thanks...

And on Sydney, concerned about why she's being called, now...

76

INT. MIKRO SELF-STORAGE - STORAGE UNIT - NIGHT

76

Sydney -- dressed for dinner, looking great -- heads down the corridor of storage "cages" and arrives at her normal meeting place -- and is surprised to see Jack here, with Vaughn --

SYDNEY

... hey...

VAUGHN

Sloane's taken the Rambaldi book home.

JACK

I met with him earlier -- he showed me the book. He was so... taken by what he'd seen he wanted to show it to you himself.

SYDNEY

So he brought it to his house?

JACK

Yes, it'll be there tonight.

SYDNEY

Why didn't he just wait until I was at SD-6 on Monday?

JACK

An Alliance courier is en route to Los Angeles -- they're taking the book to Germany. They have a cluster of labs in Munich-- advanced analysis they can't perform here.

*

(CONTINUED)

76

CONTINUED:

76

SYDNEY

(it dawns)

Wait a minute-- That blank page. You want me to make the switch--

*
*
*
*

VAUGHN

If we don't do it tonight, the courier will arrive in the morning and we'll lose our shot to get that page anytime soon.

SYDNEY

(almost amused at the notion)

This doesn't sound a little risky to you? Making a move like this, at Sloane's house -- while he's there -- without back-up?

*

VAUGHN

-- you do have back-up: your father's going too.

*

Sydney looks at Jack, surprised.

*

JACK

I can help you tonight -- Emily believes that her husband is COO of the bank -- if he wants to show you the book, he'll have to do that in private -- most likely in his office.

SYDNEY

(to Vaughn)

-- where you want me to plant the bug--

VAUGHN

That's right.

JACK

-- if we assume that's where the book is being kept, it could be an ideal scenario: during dinner Vaughn will call your cell phone, posing as a friend in need -- you'll excuse yourself, go to Sloane's office, get into his safe and make the switch.

As Vaughn goes to his BAG:

(CONTINUED)

76

CONTINUED: (2)

76

VAUGHN

Sloane's vault is an advanced Cushing model -- the same guys who made that lint bug came up with this--

He's pulled out a LIPSTICK. He opens it -- there's a small black SUCTION CUP where the make-up should be -- and the base screws off, revealing a small DIGITAL READOUT.

VAUGHN (cont'd)

-- overrides the circuitry and tricks the safe into thinking you've entered the correct combination.

(holds it out)

They say it's "bitchin'." So I'm assuming it's bitchin'.

-- and she's taken it... looks at it, unsure...

SYDNEY

I don't know about this plan... it doesn't just put me in danger -- and you -- but I'm taking Will tonight...

JACK

(reacts to the name)
You're doing what?

SYDNEY

(senses his odd reaction)
-- yeah, Emily told me to bring someone -- why?

JACK

(hiding the truth)
-- nothing... but you should tell him
I work at Credit Dauphine now, too.
To explain why I'll be at this dinner.

*
*
*

SYDNEY

(burdened)
... right...

JACK

I should leave. I'll see you there.

A nod to Vaughn as Jack leaves. Now they're alone:

(CONTINUED)

VAUGHN

Look... if you feel like you can make
the switch, do it. Use your
discretion.

She nods, considering this... then:

VAUGHN (cont'd)

So you're taking Will.

SYDNEY

(looks up)

... yeah.

VAUGHN

(nods, beat)

You look very pretty.

SYDNEY

(slightly blushes)

Thanks.

All Vaughn wants to do is kiss her.

SYDNEY (CONT'D)

Wish me luck.

VAUGHN

Good luck.

Another beat, and she heads off. And Vaughn watches her
go.

CUT TO BLACK.

END ACT FOUR

ACT FIVE

FADE IN:

77

EXT. SLOANE'S HOUSE - NIGHT

A SLOW DOLLY MOVE on the exterior of Sloane's house... modern, stark, tasteful. Will's CAR pulls up. And we TIME CUT TO:

Sydney and Will -- who looks sharper than we've ever seen him -- stand there as the front door opens -- EMILY SLOANE greets us. She's beautiful -- looks remarkably healthy -- and is thrilled to see Sydney. And Sydney is genuinely happy to see Emily. They embrace, AD LIB hellos, including:

SYDNEY

You look so good...

EMILY

... thank you...

(tucks a lock of Sydney's hair behind her ear)

... so do you.

SYDNEY

-- this is my friend, Will Tippin.
This is Emily.

Will and Emily shake hands, AD LIB kind greetings.

EMILY

Come on in...

... and they do...

78

INT. SLOANE'S HOUSE - LIVING ROOM - NIGHT

78

The living room. It makes sense seeing Sloane's home. Everything in order. Everything in its place. Jack stands as Emily enters with Sydney and Will --

EMILY

(to Will and Jack)

You two know each other, right?

As the two men shake hands:

JACK

Sure, we've met.

WILL

Hi, good to see you--

(CONTINUED)

78

CONTINUED:

78

JACK

You too.

WILL

(recalling)

Yeah, Sydney said you're doing analysis at the bank now...?

JACK

Strategy. Investment strategy.

(smiles, to Emily)

Arvin made me an offer I couldn't refuse.

EMILY

(smiles)

That sounds like my husband.

And just then Arvin happens to enter, with a DRINK. He's cordial -- but still rather cool.

SLOANE

Sydney, I'm glad you came.

SYDNEY

(performing well)

Me too.

And Sloane gives her a kiss on the cheek -- something Sydney braces herself for. Then, as if for the first time, Sloane spots Will. Sloane does an admirable job hiding his disquietude.

SYDNEY (cont'd)

This is Arvin Sloane. This is my friend Will Tippin.

WILL

Hey.

Sloane approaches, sizing Will up like he's about to play poker against an unworthy opponent... a lifeless smile as he shakes Will's hand...

SLOANE

... nice to meet you.

WILL

(somehow gets the willies, then smiles anyway)

... yeah, you too...

(CONTINUED)

78

CONTINUED: (2)

78

SLOANE
(then, to Sydney)
Sydney... I'd like to show you
something.
(MORE)

(CONTINUED)

78

CONTINUED: (2)

78

SLOANE (cont'd)

(to Emily)

It's the only work we'll do all night.

As Sydney follows Sloane away, Emily turns to Will:

EMILY

Can I get you anything to drink?

WILL

Yes. Anything... would be perfect.

79

INT. SLOANE'S HOUSE - OFFICE - NIGHT

79

Sloane's immaculate office. He works at the WALL SAFE, Sydney standing on the other side of the DESK, taking in the room.

SLOANE

I didn't get a chance to tell you how proud I am... of the work you did in Tunisia...

As Sloane finishes the combination, Sydney pulls out the small piece of LINT and DROPS IT, inconspicuous. Her foot gently nudges it under the CHAIR.

SYDNEY

I just did my job.

And Sloane opens the safe. Pulls out the RAMBALDI BOOK. Brings it to the desk.

SLOANE

You'll find, the older you get, how difficult it is to find people who can "just do their job."

And Sloane opens the book. He treats it gently as he turns through the pages:

SLOANE (cont'd)

A courier is taking this tomorrow morning for analysis.

SYDNEY

(just as a test)
... taking it where?

SLOANE

(looks up at her, lying)
England.

She reacts casually -- but knowingly -- as he continues:

(CONTINUED)

79

CONTINUED:

SLOANE (cont'd)

I just wanted you to see it...

We see the PAGES as he flips through it... Rambaldi TEXT and many DESIGNS. Sloane is almost mesmerized by it.

SLOANE (cont'd)

... I didn't know if you had a chance to look at it... to really examine it.

SYDNEY

No... I didn't open it.

SLOANE

(slowly turning pages,
quietly)

... some of the text is Italian... but most of it's written in code. A code we haven't been able to break.

(beat)

Who was this man...? What did he see...? What did Rambaldi see...? Those who know about him -- various agencies... a few in the private sector... they're spending millions... millions... to answer those questions. Men would die for this book -- men have died.

(beat)

I wanted you to see it.

(beat, an admission)

... this work we're doing, Sydney... to figure out who Rambaldi was... what he was working on... it's becoming an obsession for me.

SYDNEY

I'm still not sure I'm a believer.

SLOANE

(beat, almost smiles)

... I wasn't either.

Their eyes meet for long enough that it disturbs Sydney enough that she looks away -- back to the book -- she turns the page herself -- and there's the BLANK ONE -- she stops for a moment, uncomfortable -- then turns to the next page...

80

INT. SLOANE'S HOUSE - DINING ROOM - NIGHT

80

We COME OFF THE DINNER, which is underway. Sydney, Will, Jack, Sloane, and Emily, eating:

(CONTINUED)

80

CONTINUED:

80

EMILY

-- wait a minute, you wrote the story about the fruit picker from La Venta?

WILL

(amused)

Yes, that was me-- I can't believe you read that--

EMILY

This is so funny --

(to Sloane)

-- I told you about this--

(to Will)

-- there was a poll in the newspaper-- I voted for you!

WILL

You're kidding me -- I just won that!

EMILY

-- you did.. Well you deserve it, that story made me cry, it just stayed with me.

WILL

Oh my God-- well that guy was amazing.

EMILY

(mostly to Sloane and Jack)

The story was about this man, Luis Maroma -- he was a fruit picker from Mexico. An immigrant -- illegal immigrant living in Los Angeles. He worked for this man --

(to Will)

-- who was basically a slave driver.

WILL

He was a slave driver.

EMILY

The conditions these poor people lived in -- eighteen of them sleeping in every room -- one bathroom, all of them undernourished, of course when they got sick there was no health care -- anyway, Maroma was one of these workers, smuggled in from Mexico. Their boss was a monster.

*
*

(CONTINUED)

80

CONTINUED: (2)

80

WILL

He was the devil -- like, literally
the devil!

*
*
*

SLOANE

How so.

(CONTINUED)

80

CONTINUED: (3)

80

EMILY

If you spoke against him... if you tried to leave... he'd have you killed. And these workers, they didn't know what they could do -- but Luis Maroma could read. And he started teaching the other workers to read -- and he'd find articles in the newspaper they were using to wrap the fruit -- articles that were about these people's rights. And he started teaching the other workers to read... And about what's right and wrong-- and he basically led a revolt against this guy--

(small laugh)

--I'm going to start to cry again just talking about it.

WILL

What was amazing was that this one guy had no future. He was caught in this horrible position, working for the worst person on the planet. But he was resourceful and he was smart and today he's going to college.

EMILY

And that monster he worked for is in prison, rotting where he belongs.

For Sydney, Jack, and Sloane it's a somewhat uncomfortable moment. Broken by:

SLOANE

... what an incredible story.

(realizes)

-- are you okay?

Emily's having a pain in her stomach -- everyone watches for a moment as she tries to deal with this without making a scene. Sloane moves to her -- to comfort her -- it's by far the most humane moment we've seen from him. Finally Emily regains her composure.

(CONTINUED)

80 CONTINUED: (4)

80

EMILY
I'm fine... sorry...

Just then Sydney's PHONE RINGS --

SYDNEY
-- sorry --
(answers)
Hello?

INTERCUT WITH:

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

81

Vaughn at his DESK, on the PHONE.

VAUGHN
Hi, it's Francie.

SYDNEY
(to Will first)
Francie...
(looks up, quietly)
It's my friend, she's, uh-- going
through sort of a crisis, could you
excuse me for a minute?

*
*

EMILY
Of course...

Sydney gets up and walks off.

82 INT. SLOANE'S HOUSE - OFFICE - NIGHT

82

Sydney quickly moves inside, closes the door -- and moves
to the VAULT, pulling out the safe-cracking LIPSTICK.
She's also on the PHONE --

SYDNEY
I'm in -- I'll see you at the dead
drop.

She hangs up -- keeps working --

83 INT. SLOANE'S HOUSE - DINING ROOM - NIGHT

83

As the meal continues:

SLOANE
So. Will.
(beat)
What stories are you working on now?

(CONTINUED)

83

CONTINUED:

83

Jack tenses. Will's not sure what to say, considering the recent events...

(CONTINUED)

83

CONTINUED:

83

WILL

I have some irons in the fire.

SLOANE

What kind of irons?

On Will, not sure what to say... and Jack, on the edge of his seat... after a beat:

EMILY

Jack, would you care for any more wine?

Sloane lifts the BOTTLE -- it's empty -- he stands --

SLOANE

I'll get some more--

-- but Jack stands quickly --

JACK

You stay there -- I'll get it, I know where the wine cellar is.

And Jack heads off --

84

INT. SLOANE'S HOUSE - OFFICE - NIGHT

84

-- the lipstick's worked -- the SAFE DOOR opens. Sydney quickly pulls out the BOOK -- she puts it on the desk, pulls back her skirt -- flush against her leg, held there by what is, essentially a GARTER BELT -- she pulls out the bogus BLANK PAGE -- she's making the switch when THE DOOR OPENS -- she gasps --

-- but it's Jack -- holding a BOTTLE of wine. Their eyes meet for a moment -- Jack silently checking that she's okay -- Sydney nodding quickly then getting back to work. Jack exits.

85

INT. SLOANE'S HOUSE - DINING ROOM - NIGHT

85

Jack returns with the bottle -- Sloane sees it --

SLOANE

-- this is good, but we have a better year --

JACK

-- which one, I can--

SLOANE

No, this time you sit. I'll get it.

(CONTINUED)

85 CONTINUED: 85

And now Sloane heads off --

86 INT. SLOANE'S HOUSE - OFFICE - NIGHT 86

Sydney replaces the Rambaldi BOOK and quickly closes the safe. She then picks up her CELL PHONE, grabs her PURSE -- puts the phone and lipstick inside, then turns for the door -- to find Sloane standing there.

She takes in a quick breath -- unclear what Sloane has seen -- if anything. But he looks at her for a scary moment.

SLOANE
... you look pale.

SYDNEY
(beat)
... my friend's having a really hard time.

SLOANE
I see.
(beat)
Anything I can do?

SYDNEY
... no. But thanks.

Uncomfortable, Sydney walks past Sloane, back to the dining room. Sloane holds there for a moment, considers, then follows her.

87 EXT. LOS ANGELES - DAY 87

... to ESTABLISH...

88 EXT. STREET - DAY 88

Sydney, dressed for SD-6, walks down the street. As she passes a GARBAGE CAN, she pulls a small CARDBOARD TUBE from her PURSE and tosses it.

She keeps walking. A few moments later, a SANITATION WORKER moves to the garbage and plucks the tube from the TRASH and walks off...

89 EXT. CREDIT DAUPHINE - DAY 89

... to ESTABLISH...

JACK (V.O.)
You were right to be concerned about Tippin.

90 INT. SD-6 - SLOANE'S OFFICE - DAY 90

Jack at the desk, where Sloane is sitting.

JACK

He and McNeil traced the use of McNeil's program to some of the Alliance's shell companies. But I've dealt with Tippin. He won't be a problem for us anymore.

SLOANE

Security Section told me what you did. *

Jack tenses microscopically...

JACK

... You had me followed by Security Section.

SLOANE

They intercepted a call Tippin made to McNeil this morning.

(beat)

The two have scheduled a meeting for this afternoon.

Sloane watches Jack for a reaction, but Jack covers his surprise.

91 EXT. LOMPOC PENITENTIARY - DAY 91 *

... to ESTABLISH...

JACK (V.O.)

I'm sure he's just going there to tell McNeil in person that he's off the story.

92 EXT. LOMPOC PENITENTIARY - PARKING LOT - DAY 92 *

Will's CAR pulls in, parks. He gets out of his car and heads for the main building.

SLOANE (V.O.)

I'm not convinced... So, I sent someone...

A PUBLIC-DEFENDER TYPE heads past him, between CARS -- he bumps Will accidentally --

(CONTINUED)

92 CONTINUED: 92

WILL
 -- sorry, man...

And Will keeps walking.

93 INT. CADILLAC - DAY 93

The Public Defender gets into a Cadillac -- and begins tuning in AUDIO EQUIPMENT, putting on HEADPHONES.

94 INT. SD-6 - SLOANE'S OFFICE - DAY 94

Jack and Sloane:

SLOANE
 If, from their conversation, it's clear that Tippin has given up his investigation... yes, I think we should let him live.
 (beat)

But if you haven't done the job this time... no one can. And I'm sure you'll agree, he'll need to be taken care of.

Sloane gazes steadily at Jack... who finally nods.

95 INT. LOMPOC PENITENTIARY - MEETING ROOM - MORNING 95 *

Will and McNeil lift PHONES from their respective cradles.

MCNEIL
 ... Hey.

96 INT. CADILLAC - DAY 96

The Public Defender twists a DIAL, tuning the frequency, and we HEAR, through a static filter:

WILL (V.O.)
 (radio filter)
 ... Hi.

97 INT. LOMPOC PENITENTIARY - MEETING ROOM - CONTINUOUS 97 *

McNeil leans in toward Will --

MCNEIL
 I talked to Stoller. He's looking into those companies --
 (then, noticing Will's cheek)
 -- what happened to your face?

(CONTINUED)

97

CONTINUED:

97

WILL
 (long beat)
 We have to talk.

McNeil looks at Will, can tell he's deeply troubled --

WILL (CONT'D)
 The first time I came here to ask you
 questions... about SD-6... you told me
 not to pursue it.
 (beat)
 That it was too dangerous.
 (beat, quietly)
 David, I think you were right.

MCNEIL
 ... why are you saying this now?
 (beat)
 Did you talk to Christophe? What'd he
 say? *

WILL
 -- I didn't talk to Christophe. *

MCNEIL
 -- Then what the hell's going on?

WILL
 I was kidnapped. Yesterday.

98 INT. SD-6 - JACK'S OFFICE - DAY

98

PAN OUT of darkness to find Jack sitting at his DESK --
 listening to the conversation via an EARPHONE that is
 connected to his COMPUTER...

WILL (V.O.)
 ... by someone -- I don't know who...
 but I'm guessing someone from SD-6.
 He told me to drop the story.

99 INT. LOMPOC PENITENTIARY - MEETING ROOM - CONTINUOUS

99 *

McNeil just sits there a moment, staring at Will.
 Realizing in this moment that all the hope he has developed
 in the last few weeks may be about to disappear.

MCNEIL
 ... What makes you think if you do
 they won't kill you anyway?

WILL
 ... then what choice do I have.

(CONTINUED)

99 CONTINUED:

99

MCNEIL

You see this through. Understand something -- the only way you can truly be safe is to publish the story. Expose them in print -- that's your life insurance policy.

Will sits there a moment, considering the truth of that...

MCNEIL (CONT'D)

We're close here. Just give it a week and we'll have something you can write about.

100 INT. SD-6 - JACK'S OFFICE - CONTINUOUS 100

Jack listens via his earphone... tense...

MCNEIL (V.O.)

... one more week... then they can't touch you.

101 INT. CADILLAC - DAY 101

Still listening, the Public Defender begins assembling a SILENCED RIFLE...

102 INT. LOMPOC PENITENTIARY - MEETING ROOM - CONTINUOUS 102 *

A tense beat... Will is truly on the fence here... then he makes his choice:

WILL

I can't.
(beat)
I'm sorry.

McNeil's anger is like nothing Will's ever seen -- a quiet SEETHING RAGE that comes from having your life ripped away.

MCNEIL

Kelly went away because of you -- because you convinced her you were gonna help me get out of here -- so you don't have the choice to back out on me!

WILL

(beat, the deepest truth)
David... I hate myself for letting you down... but right now... I'm you. I'm exactly where you were... before they killed your wife.

(MORE)

(CONTINUED)

102

CONTINUED:

102

WILL (cont'd)

(beat)

If I do what you're suggesting...
David, they're gonna kill my family...
my friend.

(beat)

If you could go back... whatever the
cost... you wouldn't hesitate. Would
you.

We're CLOSE ON MCNEIL as he stares at Will... his
expression shifts, he seems to settle inside himself...

WILL (CONT'D)

(heartbroken, quiet)

... I am sorry.

103

INT. CADILLAC - DAY

103

The Public Defender reaches over and TURNS OFF his audio
equipment. Begins to disassemble the GUN. Puts it away.
Slides the KEY in the ignition and starts up the car.

104

INT. SD-6 - JACK'S OFFICE - DAY

104

Jack removes the earphone, a giant burden removed from his
shoulders. In silent victory, he looks out -- across the
SD-6 main area. And he sees Sydney, at her desk, at work.
And he just watches her...

105

INT. CIA OFFICE - DAY

105

Vaughn walks through the office, late for a meeting,
talking to an ASSISTANT, who trails him:

VAUGHN

-- and call Driscoll -- tell him I got
his email and he's a sick man and I
got the rink for tomorrow night --

-- just then a CIA TECHIE (OFFICER COHEN) arrives -- tie
and short-sleeve shirt type -- with a DOCUMENT --

COHEN

Mr. Vaughn?

VAUGHN

-- yeah, I'm late for a meeting.

COHEN

You're gonna wanna cancel that
meeting.

Vaughn looks at him, confused --

(CONTINUED)

105 CONTINUED:

105

COHEN (cont'd)
I'm Officer Cohen with Sci/Tech. We,
uh... we figured out how to read the
Rambaldi document.

VAUGHN
... yeah...?

COHEN
... yeah.

And Cohen hands Vaughn a FILE -- which he looks at. We
SLOWLY MOVE IN on Vaughn as he looks at the image. He's
sort of in shock... a little throw, unable to take his eyes
off the image. Then, quietly:

VAUGHN
... cancel my meeting.

106 INT. MIKRO SELF-STORAGE - STORAGE UNIT - DAY

106

Sydney enters their "CAGE." Vaughn is there. He looks
somewhat drawn -- like he's still reeling a little.

SYDNEY
-- I left as soon as I could...
(beat)
... Vaughn, what's up?

Vaughn doesn't know how to start. So he says:

VAUGHN
Remember that little... vial of
liquid?
(beat)
That Cole was going after in the SD-6
vault?

SYDNEY
... yeah, of course.

VAUGHN
(beat)
That's what we used. On the blank
page. To get the ink to show up.

SYDNEY
... so it worked.

VAUGHN
(beat)
Yeah.

(CONTINUED)

106

CONTINUED:

106

SYDNEY

So what is it?

VAUGHN

We're not sure. We don't know what it means. That's... sort of the problem.

SYDNEY

(... begins to smile
nervously)

... okay, you're acting really freaky. *

VAUGHN

I have a copy of the page. With me.
(beat)

And I want you to see it.

SYDNEY

... okay...

A beat. This is hard for Vaughn.

VAUGHN

When I said before that I was starting to believe in Rambaldi... I was still on the fence.

(beat)

I'm not on the fence anymore.

A beat -- and then he pulls out a copy from his FILE. Another beat -- and he hands it to her. And she holds it, looking at him... then at the page. We SLOWLY MOVE IN ON SYDNEY as she stares at it...

... and tears fill up her eyes as she sees it. We KEEP PUSHING IN as she just stares, her mind clearly spinning.

Only then do we SLOWLY MOVE AROUND TO REVEAL what it is she's looking at.

It's a PICTURE of her. A PORTRAIT. It's Sydney... by the hand of Rambaldi.

Vaughn watches her, clearly chilled himself... and Sydney... is speechless...

CUT TO BLACK.

THE END