

Matriculation

by

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FADE IN:

I/E. MARS - STEEL MILL - DAY

SUPER: "New Pittsburgh, Mars Colony, 2102"

A sprawling industrial city against a red-brown landscape.

Molten steel pours, hisses and sparks.

SCOTT NELL (31) works alone between crucibles of molten metal. Steel pours again, splashing him. He flashes green as liquid metal bounces off the energy shield protecting his body.

One drop pierces the shield and burns a hole in his sleeve. He brushes the glowing metal away.

He reaches to the pack on his back and adjusts, then goes back to work.

INT. MARS - STEEL MILL INFIRMARY - DAY

Scott Nell sits on a bed as a DOCTOR (57) treats the narrow burn on his arm. Scott is unkept, but his eyes radiate fire.

The doctor is a crusty old dog.

DOCTOR  
Fix your suit or stay off the damn  
floor.

SCOTT NELL  
Tonight.

The doctor presses Scott's wound to make his point.

SCOTT NELL  
Damn you!

DOCTOR  
Fix your suit.

INT. MARS - PARKING GARAGE - DAY

End of the day -- people are leaving the mill.

An airtight concrete parking structure.

Scott carries his shield pack as he walks to a large beetle-shaped rover with heavy tires.

Sealed doors of the rover open.

The pack bounces into the passenger seat.

INT. SCOTT'S ROVER - DAY

Scott sits at a steering wheel looking at a row of primitive switches and gauges. Feels more like a WWII submarine than a hi-tech rover.

The vehicle pressurizes -- hiss.

He waits for a single green light, then drives the rover toward an exit.

INT. SCOTT'S ROVER - DAY (LATER)

Scott drives his rover on a two-lane highway. Traffic is heavy.

The sun is setting in the horizon.

Scott reaches to turn the radio on.

RADIO ANNOUNCERS speak.

ANNOUNCER #1  
...doesn't automatically make him  
the frontrunner.

ANNOUNCER #2  
Ray, you've got to admit, we  
haven't seen this much energy since  
his great, great grandfather took  
the nomination.

Changes the station.

Pop music.

Changes the station.

ANNOUNCER #3  
...seventy-eight confirmed deaths  
and as many injuries. The second  
incident in three days.

Scott looks at a car following in the mirror.

ANNOUNCER #4  
There has be a way to prevent this.

ANNOUNCER #3  
Homeland Security claims they're  
ready to propose radical new  
computer laws.

ANNOUNCER #4  
Too little, too late.

The car disappears from the mirror.

Scott shuts the radio off, disgusted, and turns his attention  
back to the road.

EXT. MARS - SCOTT NELL'S CONDO - NIGHT

Scott's rover slows in front of row homes.

A garage airlock opens -- hiss.

INT. MARS - SCOTT NELL'S CONDO - NIGHT

Scott leaves the garage and enters an Earth-style  
condominium.

He grabs a remote sitting in front of a picture of his wife  
and toddler son.

He turns on a bank of ten security cameras showing the street  
in front of his house.

Grabs Chinese leftovers from the refrigerator and pours a  
glass of milk.

He sits to eat in front of the security monitors.

What's this?

Men getting out of a rover at the end of the block.

SCOTT NELL  
Hell, I hate it here anyway.

One last bite of Chinese and then he drinks all the milk.

Another rover in another camera.

He's in motion now.

Fast!

Pulling things from behind pictures!

Passports!

Cash!

Gun behind a drawer -- a substantial gun.

Silver briefcase from the closet.

A secret panel in the floor reveals bottles in a freezer.

He opens the silver briefcase showing neatly spaced inserts.

The frosty bottles fit perfectly.

The suitcase seals -- hiss. A temperature monitor scrolls to minus sixty-nine degrees.

Scott pulls his jacket on and walks calmly to the garage.

He grabs the picture of his wife and son as he passes.

EXT - MARS - SCOTT NELL'S CONDO - NIGHT

Men in space suits on the steps.

An explosive charge set at the door.

The garage door explodes at the same time they blow the front door.

Scott's rover launches from the garage and crashes through their vehicles.

INT. SCOTT'S ROVER - NIGHT

Scott Nell is driving -- fast!

He looks in the mirror -- no one yet.

He scrutinizes the gun on the passenger seat -- scowls.

The shield pack sits there -- he looks twice.

He stops on the side of the road, flips a switch and a red warning light goes on. It reads: Fuel Venting

EXT. MARS ROAD - NIGHT

Scott pulls back out onto the road as the chasing rovers appear.

Fuel leaks from the bottom of his vehicle.

A high-speed chase on a remote mountain road lit by stars and a small Mars' moon.

Chasing rovers shoot at Scott's rover with automatic weapons.

Scott's rover is hit, loses control and plows through a guard rail.

The rover falls forever into the canyon. It explodes when it hits the ground.

EXT. MARS ROAD - NIGHT (LATER)

Men in space suits look down into the canyon lit by the burning rover.

One MAN presses a button on his suit and speaks.

MAN  
It's done.

FADE TO BLACK.

FADE IN:

EXT. PHILADELPHIA - GAIDA'S ROCKET WRECKING - YARD - DAY

SUPER: "Earth, Philadelphia, Eighteen Years later"

Philadelphia is a greasy city.

A cold drizzling rain traces patterns down the shells of spaceships strewn about a wrecking yard.

TIMOTHY ULYSSES NELL (19) removes a black module from a wrecked ship and gives a satisfied grin.

Cleans the part.

Tim walks to the front of the yard past miles of derelict spaceships.

He enters a door marked "Employees Only."

INT. PHILADELPHIA - GAIDA'S ROCKET WRECKING - OFFICE - DAY

Tim appears behind a wooden counter worn smooth by the constant friction of used parts.

ROY GAIDA (35) waits on a customer. Roy looks like the urban version of Blackbeard the Pirate.

ROY GAIDA  
Get the wires?

Tim nods yes, sets the part down and slides it across the counter.

Roy looks to the dirty screen of a dead computer.

Shakes his head in frustration.

ROY GAIDA  
How many more we got?

TIM  
Three. A six-eight-four A, a six-nine-three B, and a six-nine-four.

Tim stops to look at the customer's part.

TIM  
They raised the amplitude to eighty-five volts on everything after six-ninety.

ROY GAIDA  
How do you remember all this?

TIM  
Just do.

Roy slides the part to the customer.

ROY GAIDA  
Your mother called. She wants you at the clinic.

TIM  
After my shift.

ROY GAIDA  
We can do without you for a few hours.

Roy turns back to his customer.

EXT. PHILADELPHIA - GAIDA'S ROCKET WRECKING - YARD - DAY

Tim is with NOVA, a German Shepard, chained under a tin overhang.

Pattering of rain.

He pulls a treat from his pocket, pets and scratches.

TIM  
Stay out of the mud, dummy.

The dog reacts to his voice like he understands.

Tim stands to leave.

INT. PHILADELPHIA - METROPOLITAN HOSPITAL - DAY

Tim's mother, MARY NELL (38) sits on a hospital bed with a tube in her arm.

Tim glances between his mother's face, tubes and wires.

MARY NELL  
How's Nova?

TIM  
I left him at the yard.

Her face shows she misses the dog.

TIM  
He hates being tied up.

MARY NELL  
I told you he'd be a lot to handle.

TIM  
You say that about everything.

MARY NELL  
I just want you to understand the  
commitment.

TIM  
I understand.

MARY NELL  
It's a promise for life.

TIM  
Mom -- I understand.

Silence.

MARY NELL  
I'm going home.

TIM  
Three more days, right?

MARY NELL  
It's not working.

TIM  
Then they can try something else.

MARY NELL  
It's spread too many places.

TIM  
There's gotta be something.

MARY NELL  
Can you pick me up tomorrow, same  
time?

Tim nods yes.

MARY NELL  
You fighting tonight?

Nods again.

MARY NELL  
We didn't spend all this time on  
school to let someone punch your  
brains out every week.

TIM  
We use shields.

MARY NELL  
Sport shields!

TIM  
I pull parts at a wrecking yard.  
How smart do I have to be?

MARY NELL  
Heard from the committee?

TIM  
I don't expect much with the  
shortage of Matrix.

MARY NELL  
They always take the smart ones.  
You know that.

## I/E. CRAIG'S BOXING ACADEMY - NIGHT

A rundown boxing academy from the street, but the inside reveals a vibrant gym.

Three boxing rings are surrounded by fighters at training stations.

People sit at the center ring in folded metal seats watching a fight between Tim and another teen.

The kick boxers are in their corners on short wooden benches.

COACH CRAIG (67) talks to Tim, who breathes heavily. Craig is a thin, Morgan Freeman-style man.

COACH  
You're behind.

TIM  
He's a Neanderthal.

COACH  
You can beat this kid if you give yourself a chance.

TIM  
I'm giving it a chance

COACH  
Let your body do its thing.

TIM  
Let my body do its thing -- got it.

The bell rings.

The fighters activate shields that cover them with a faint glow.

Tim engages the other fighter. The shields light green when they connect.

The other boy lands a cross to Tim's face and sends him to the floor.

The referee calls the fight.

Disappointment from Tim's coach.

## INT. CRAIG'S BOXING ACADEMY - LOCKER ROOM - NIGHT

Coach Craig puts a small bandage on the cut on Tim's eyebrow.

Nova sits in the corner, watching.

COACH  
She's gonna come down here and give  
me another earful.

TIM  
I still feel bad about that.

COACH  
How's she doing?

TIM  
Giving up on the treatment.

COACH  
Seriously?

TIM  
It's not working.

COACH  
Sorry, kid.

Coach Craig hands Tim a small cup of turquoise blue liquid.

COACH  
This should help heal that cut.

Tim turns the cup round in his fingers. It shimmers.

TIM  
Gives me strange dreams.

COACH  
Chinese herbs. They keep your brain  
and your body in shape. I promised  
your mother.

TIM  
When?

COACH  
The last time she was here yelling  
at me.

Tim shrugs and drinks it down.

COACH  
No activity tomorrow -- just rest.

Tim hops off the cot. The dog stands to join him.

TIM  
See you in two.

EXT. PHILADELPHIA - NIGHT

Bird's-eye view of a Philadelphia neighborhood, then moving to street level.

First a row of gloomy homes.

Then a street with small happier homes with yards.

Hover cars whisper by.

INT. PHILADELPHIA - TIM NELL'S HOUSE - NIGHT

Tim enters with the dog, turning lights on. The house is neatly decorated with plenty of room.

Nova drinks water from a bowl.

Tim fills the dog's food.

All is routine.

TIM  
Here you go, buddy.

Tim turns on a TV screen - the colors are wrong.

He pulls the monitor from the wall and uses a screwdriver to improve the colors.

Switches the channel to "NBC News."

He grabs a food container and a milk jug from the refrigerator and sits at a table, eating and watching.

TV SCREEN

A NEWSWOMAN interviews JOHN DOWDEN (56), the US National Security Administration Secretary.

JOHN DOWDEN  
On the contrary, it's been an outstanding success.

NEWSWOMAN  
There are still huge opponents.

JOHN DOWDEN

It's common sense that your average citizen doesn't need such destructive power.

NEWSWOMAN

Many feel Computer Control has come at too great a cost to individual rights.

JOHN DOWDEN

Computers were once used for great malice in this country. Life savings drained away in an instant. Trains shut down! Deaths every day from terrorists!

NEWSWOMAN

What about the claim that Control has restricted progress in the computing field?

JOHN DOWDEN

Nonsense. Legal computers have never been more advanced or more secure.

BACK TO SCENE

Tim focuses on the dust-covered computer monitor in the corner.

He changes the channel to ESPN.

Passing images of baseball and football. Uniforms and stadiums look ultramodern.

Tim goes back to eating and ignores the TV, mostly.

TV SCREEN

A commercial for National Enhancement Inc. A COMMERCIAL ANNOUNCER narrates over music.

SERIES OF SHOTS - ADVERTISEMENT FOR NATIONAL ENHANCEMENT INC.

1. A human sperm and egg coming together.
2. Robots pipetting biological samples in a laboratory.
3. Human DNA being spliced with patches to fix genetic abnormalities.

4. Images of a perfect man and woman.

COMMERCIAL ANNOUNCER

(V.O.)

Enhancement is cheaper than you think. Call us today for zero-percent financing.

(music)

Doesn't your child deserve the very best?

BACK TO SCENE

Tim cleans up his plates and shuts the TV off.

An envelope on the counter says, "US Matriculation Academy."

He picks it up - sets it down - can't bear to look.

Rethinks - opens - stands with a blank expression.

Sets the letter down softly.

Scratches the dog - checks the door - walks to bed.

INSERT - MATRICULATION ACADEMY LETTERHEAD, which reads:

"We are sorry to inform you that you have not been selected for Matriculation. While no acceptance decision is final, rejection is based on physical incompatibility of the applicant to the Matriculation Matrix. Use of Matriculation Matrix in incompatible subjects can lead to mental retardation or death."

EXT. PHILADELPHIA - GAIDA'S ROCKET WRECKING - YARD - DAY

Tim walks through the front gate of Gaida's with Nova in tow.

JIMMY (31) works on a spaceship inside the yard. Grease covers his hands and face and mixes with tattoos up his arms.

JIMMY

Finally here?

TIM

Why? We busy?

JIMMY

You almost missed her.

Jimmy nods toward the yard.

JIMMY  
The Rocket Princess.

Tim scans the yard, but there's no one

JIMMY  
In the engine shack. Two-man job if  
you want.

Tim looks anxiously to a discolored metal shed at the back of  
the yard.

He walks Nova to the overhang.

I/E. PHILADELPHIA - GAIDA'S ROCKET WRECKING - SHED - DAY

Tim joins Jimmy at the shed where engines and high-priced  
parts are kept under lock and key.

They pull the door and step inside. This shed is inventoried  
and organized.

ROBERT KINNEY (44), a well-kept man in clean mechanics  
overalls crawls around a rocket engine with his daughter,  
LAUREN (18). She's in mechanic's overalls too, but there is  
something chiseled and clean about her.

Tim stands watching them probe and discuss the engine.

Lauren brightens when she sees Tim.

LAUREN  
Tunnel!

Wink from Jimmy.

TIM  
Didn't see you in school.

LAUREN  
Went to the auction.

TIM  
Anything cool?

LAUREN  
A pre-emissions Siemens -- roared  
like a lion.

TIM  
I had Power Technology.

LAUREN  
You don't even need to go to class.

TIM  
Wish that were true. Any news?

LAUREN  
I thought you'd never ask.

TIM  
Well?

LAUREN  
Accepted!

Lauren looks at him expectantly.

TIM  
No word.

LAUREN  
They always take the top student!

Jimmy elbows Tim.

JIMMY  
Mr. Kinney doesn't want to be here  
all day.

Tim mouths bye to Lauren.

He puts his gloves on and they walk to pull the engine from  
the shelf.

INT. PHILADELPHIA - GAIDA'S ROCKET WRECKING - OFFICE - DAY

Robert Kinney finishes purchasing the engine.

Tim returns to say goodbye.

ROBERT KINNEY  
How's your Mom?

TIM  
Medicine isn't working.

ROBERT KINNEY  
Sorry kid. You okay?

TIM  
The government is taking care of  
everything.

ROBERT KINNEY  
You need anything you call, right?

Lauren peaks in.

LAUREN  
Bye Tunnel.

She follows her father away.

Tim lingers in the office.

ROY GAIDA  
How did a scoundrel like you ever  
get a girl like that?

TIM  
I'm handsome when I'm not covered  
with grease. These days? We have  
limited shelf-life.

ROY GAIDA  
What? She lights up every time she  
sees you.

TIM  
She got her Acceptance.

ROY GAIDA  
Enhancements usually do.

TIM  
She's not Enhanced.

ROY GAIDA  
Twice from the looks of it.

TIM  
Can they even do that?

ROY GAIDA  
It's a joke.

TIM  
What makes you think she's  
Enhanced?

ROY GAIDA  
Her father's face.

TIM  
He's not a bad looking guy.

ROY GAIDA  
About as good looking as me. Who  
cares? She's a sweet girl.

TIM  
I got my Rejection.

ROY GAIDA  
You're the top of your class!

TIM  
That job offer still stand?

Roy still recovers from the news.

ROY GAIDA  
All the guys were rooting for you.  
Finally one of our own.

TIM  
It's out of my hands now.

INT. PHILADELPHIA - MONTGOMERY HIGH SCHOOL - DAY

Tim stands at his locker watching Lauren smiling with another girl. A third, JOANNA KINDER (18) seems like she is trying to look happy.

Tim scrutinizes both smiling girls.

Lauren catches Tim staring and waves him over.

He walks reluctantly and nods hello.

LAUREN  
Did you get it?

TIM  
Rejected.

LAUREN  
You're joking.

TIM  
Incompatible genetics.

The other girls wander away.

LAUREN  
What'll you do?

TIM  
I'll be fine! What's the  
difference?

LAUREN  
It's not my fault some stupid  
committee didn't accept you.

TIM  
Enhancements get priority.

LAUREN  
What does that have to do with me?

TIM  
You're that pretty by accident?

LAUREN  
You weren't accepted because I'm  
pretty?

TIM  
You'll have different friends soon.

LAUREN  
So I'm pretty and shallow.

TIM  
What else would you do?

LAUREN  
I'm not Enhanced. I don't  
appreciate you're assuming it's the  
only reason I got accepted.

TIM  
Forget it.

She walks away.

Tim has a pained look of regret on his face.

EXT. PHILADELPHIA - MONTGOMERY HIGH SCHOOL - DAY

A rare sunny day in Philadelphia.

Students walk in single file across the stage for high school  
diplomas.

EXT. PHILADELPHIA - MONTGOMERY HIGH SCHOOL - DAY (LATER)

Tim stands next to his mother and his mother's sister, AUNT SARAH (35).

Mary looks healthy. She's smiling.

Tim shakes hands with people in mechanic's clothing. Many look connected to Gaida's Rocket Wrecking.

Tim searches around.

He sees Lauren and walks to her.

TIM  
I'm an idiot.

She looks relieved and hugs him.

LAUREN  
You were the one who deserved it --  
more than anyone.

TIM  
You gotta play with the cards they  
give you.

LAUREN  
You're the toughest boy I know.  
Smartest too.

TIM  
When do you leave?

LAUREN  
I have a month.

TIM  
Then you'll spend a lot of time  
with me before you go?

LAUREN  
If you treat me like a princess.

TIM  
What else is new?

LAUREN  
That theatre opened up on Market  
Street.

TIM  
A play?

LAUREN  
I heard they even let rocket people  
in.

TIM  
I'd never go to a place that allows  
rocket people.

She laughs.

LAUREN  
I got money for graduation. I'm  
dying to spend it.

TIM  
Deal.

INT. PHILADELPHIA - TIM NELL'S HOUSE - NIGHT

Tim cleans up the kitchen with the dog watching.

Knocking on the door.

Lauren stands at the porch. She has a small bag on her  
shoulder.

TIM  
Hey. What are you doing here?

The dog scampers to her.

She stoops down and hugs him hardily.

LAUREN  
Nova!

She stands up, now very close to Tim.

LAUREN  
Thought you might be lonely.

TIM  
Lonely?

LAUREN  
Aunt Sarah said she was taking your  
Mom to the coast. Aunt Sarah likes  
me. I don't know if you knew that.

They kiss.

LAUREN  
I couldn't stop thinking about you.

They kiss again.

TIM  
What did you tell your dad?

LAUREN  
I'm spending the night at Carrie's.

Tim acts clueless.

LAUREN  
Don't get any ideas.

They kiss again.

INT. PHILADELPHIA - TIM NELL'S HOUSE - DAY

Saturday morning and Tim has just opened his eyes.

Tim calls out.

TIM  
Lauren.

Tim walks into the kitchen. Nova is at his bowl eating.

Note on the refrigerator.

INSERT - LAUREN'S LETTER, which reads:

"Left early to drop a ship off with Dad. See you at the races. - L. (I fed Nova.)"

BACK TO SCENE

Tim sets it on the counter, smiles, and motions to the dog.

TIM  
Come on, buddy. Let's go.

EXT. DRAG RACING STRIP - DAY

A large open racing stadium.

Lauren Kinney is in the stands with her father watching two rocket sleds at a starting line.

Teams of mechanics move around making adjustments.

A crane loads the final concrete weights into one of the sleds.

Tim is working on the engine of one sled, making its flame go from brown to blue.

He steps away and gives a thumbs up to Jimmy, the driver.

EXT. DRAG RACING STRIP - MOMENTS LATER

The crews stand behind barriers on the sideline as the lights count from red to green.

The engines flash with a roar and the sleds shoot forward down the track.

Tim's sled moves into the lead and Jimmy wins the race by a full length.

Tim and the rest of Jimmy's crew celebrate at the finish line.

Jimmy talks to Tim.

JIMMY

Oxygen mix was perfect. You're an artist.

Lauren applauds from the stands, beaming with pride.

EXT. PHILADELPHIA - GAIDA'S ROCKET WRECKING - YARD - DAY

Tim works on a rocket in the yard.

Jimmy walks up.

JIMMY

Lunchtime.

TIM

It'll take another half hour to pull this regulator.

JIMMY

You have a visitor.

Tim slides himself from under the space ship and washes his hands. He has soot on his face.

INT. RAIDA'S ROCKET WRECKING - OFFICE - DAY

Tim walks in to see Roy talking to Lauren.

LAUREN

Tunnel!

ROY GAIDA

You could have cleaned your face.

LAUREN

Rocket people!

She steps forward with a cloth she pulls from her pocket, wipes and giggles.

A spectacle of young love.

ROY GAIDA

Can you two get out of here? You have an hour for your --

Looks at basket.

ROY GAIDA

Picnic.

She takes Tim's hand and pulls him out of the office.

They walk to a wooded clearing around the corner and sit at a picnic table.

Hovercars are heard passing the yard.

Lauren wraps her arms around Tim.

TIM

I smell like fuel.

She kisses him and breathes in.

LAUREN

I love the smell of rockets.

They sit, eating.

MONTAGE - TIM AND LAUREN IN LOVE

-- INT. RESTAURANT - NIGHT - Tim and Lauren hold hands across the table, eating and laughing.

-- INT. THEATRE - NIGHT - Tim and Lauren watch Romeo and Juliet as he traces his finger over her hand.

-- EXT. GAIDA'S WRECKING - DAY - Tim and Lauren eat lunch in the wooded clearing.

-- EXT. ROCKET AUCTION - DAY - Tim and Lauren run their hands down the shiny blackened metal of a sleek spaceship. Lauren's father scrutinizes his daughter's infatuation.

-- EXT. DOWNTOWN PHILADELPHIA - DAY - Tim and Lauren walk hand in hand near the Delaware River as the sun sets. Nova walks slightly behind them.

END MONTAGE

INT. PHILADELPHIA - TIM NELL'S HOUSE - NIGHT

Tim is getting ready.

A hovercar stops outside the house. Nova barks.

Lauren walks to the door with her picnic basket.

He lets her in and starts to speak. Lauren holds her finger up.

LAUREN  
Something for my friend.

She pulls out a handful of treats and gives them to the dog.

TIM  
We're not meeting for dinner?

LAUREN  
I brought it.

TIM  
The movie is at seven thirty.

LAUREN  
No movie.

Kisses him.

TIM  
Aunt Sarah?

The girl holds her finger to her lips - kisses him again.

FADE OUT.

INT. PHILADELPHIA - TIM NELL'S HOUSE - NIGHT (LATER)

The clock says, "3:00 AM." Lauren and Tim are in bed kissing and talking.

LAUREN  
It's tomorrow already.

TIM  
Your life's about to start.

LAUREN  
What if I don't go?

TIM  
Walk away from the chance of a  
lifetime?

LAUREN  
Other people have done it.

TIM  
No one I know.

LAUREN  
I could be the one you know.

TIM  
Your father would never let you  
pass up the opportunity -- me  
neither.

LAUREN  
You want me to go away?

Tim touches her face.

TIM  
Seriously?

LAUREN  
I'll stay.

TIM  
Our lives can start after.

LAUREN  
No one I know has come back.

TIM  
You could be the one you know.

Her eyes are soft -- pulls him close.

EXT. PHILADELPHIA - TIM NELL'S HOUSE - NIGHT

A hovercar passes, interrupting the solitude.

EXT. PHILADELPHIA - GAIDA'S ROCKET WRECKING - YARD - DAY

SUPER: One Month Later

Work is over and everyone is leaving for the day.

Tim is walking with NOVA

JIMMY

We need you tomorrow.

TIM

Ask Bill.

JIMMY

He can't tune worth a damn.

TIM

I'm busy this weekend.

JIMMY

Come on kid. It'll get your mind off things.

TIM

What things?

JIMMY

She'll be back.

TIM

I'm not worried.

JIMMY

How long have I known you?

TIM

What's that have to do with anything.

JIMMY

We need you.

TIM

Fine.

JIMMY

Guaranteed?

TIM

Have I ever let you down?

JIMMY

These days? Uncharted waters.

INT. PHILADELPHIA - TIM NELL'S HOUSE - NIGHT

Tim enters with the dog, turning lights on.

INSERT - POST IT NOTE, which reads:

"Feeling better. Went to the coast with Sarah for a few days.  
No parties! Letter from Lauren on the table."

BACK TO SCENE

Nova drinks his water.

Tim fills the dog's bowl with food.

All is routine -- again.

An envelope with a "US Matriculation Academy" logo addressed  
to Tim, sits on the table.

Tim ignores it.

He sits down and turns the TV on.

The colors are off -- again.

EXT. DRAG RACING STRIP - DAY

Tim is working on their sled as Jimmy sits impatiently.

JIMMY  
Come on kid.

TIM  
I got it.

He steps away and gives a thumbs up.

EXT. DRAG RACING STRIP - (CONTINUOUS)

Lights count from red to green.

The engines flash with a roar and the sleds shoot forward  
down the track.

Jimmy's sled moves into the lead, stutters and the opposing  
sled moves ahead and wins.

Jimmy's sled explodes after it crosses the finish line.

Crews rush onto the strip with fire extinguishers.

They pull Jimmy from wrecked ship as the flames are extinguished.

He's okay.

Tim looks on with a blank stare.

Tim watches TODD AUSTIN (20), driver of the winning sled, celebrate with his crew.

Jimmy's sled smolders.

EXT. DRAG RACING STRIP LOUNGE - DAY

Tim is with Jimmy and a few others. They're drinking in front of a large glass window overlooking the drag-racing field.

TIM  
I almost killed you.

JIMMY  
There's nothing you could have done. It's not your fault.

TIM  
You gotta play with the cards you're dealt.

JIMMY  
What the hell's wrong with you?

Todd Austin walks in with his crew.

There are dirty looks between the two crews.

Todd stops to look at them.

JIMMY  
What?

TODD AUSTIN  
Boy genius is having a losing streak.

JIMMY  
You won. Have a drink.

TODD AUSTIN  
Head cheerleader. Teacher's pet. Nice house. Now he's hanging with the common folk?

JIMMY

Todd...

Pensive look on Tim's face.

JIMMY

Go away.

TODD AUSTIN

Why we always gotta be happy with  
the crumbs they throw?

JIMMY

It's not his fault.

TODD AUSTIN

Then who?

JIMMY

It's not--.

TODD AUSTIN

He's one of them and he knows it.

Tim stares at him. His face is blank.

Todd steps closer to lean over Tim.

TODD AUSTIN

They're your people.

TIM

My people?

TODD AUSTIN

Ever since we were kids. It's been  
like you were all pre-destined and  
the rest of us were garbage.

TIM

And yet, here I am.

TODD AUSTIN

You haven't changed.

JIMMY

Go.

TODD AUSTELL

You don't belong here -- with us  
garbage.

TIM

Maybe.

Tim stands up, grabs Todd and punches him multiple times.

Jimmy pulls Tim off.

Todd lays bloody on the floor.

The bartender is on the phone.

INT. PHILADELPHIA - POLICE STATION - DAY

Tim is in a jail cell.

COACH

Your mother asked me to come down.

Coach Craig watches as the police officer unlocks the jail cell.

COACH

They have witnesses saying Jimmy asked him to leave multiple times. You'd be sleeping here if it were up to me.

EXT. PHILADELPHIA - POLICE STATION - DAY

Coach Craig walks with Tim from the jail to his car.

They get in the car.

COACH

What the hell were you thinking?

TIM

I couldn't take one more word.

COACH

Did you expect a fair fight?

TIM

I didn't expect anything.

COACH

You embarrassed me, the Gym, your mother.

TIM

Please, tell me again and again how much of an embarrassment I am.

COACH

Pull yourself together.

TIM  
He was right.

COACH  
You need to get your head on  
straight.

EXT. PHILADELPHIA - TIM NELL'S HOUSE - NIGHT

Tim hosts a fall party in his mother's garden. Some trees  
have already lost their leaves.

Tim is talking to Joanna Kinder, Lauren's friend. She's an  
attractive woman with shoulder-length brown hair.

JOANNA KINDER  
You guys were pretty serious before  
she left.

TIM  
I get letters from her every week.

JOANNA KINDER  
I haven't gotten anything in a  
while.

TIM  
They keep them pretty busy.

JOANNA KINDER  
What do you think she'll be like  
when she comes back?

TIM  
Better. Disciplined.

JOANNA KINDER  
They're always different.

TIM  
I try not to think too much about  
it.

JOANNA KINDER  
I thought you were Enhanced.

TIM  
Why's everyone think you need to be  
Enhanced to be accepted?

JOANNA KINDER  
They want to improve genetics.

TIM

What's wrong with our genetics?

JOANNA KINDER

Healthcare costs are too high. They need to bring the deficit down.

TIM

Just because my parents couldn't afford to fix my DNA, I don't get an education?

JOANNA KINDER

They accept less than one percent.

TIM

Maybe it does have something to do with genetics.

JOANNA KINDER

They like pretty people.

TIM

Lots of nasty looking people have Matriculated.

JOANNA KINDER

(shaking her head)

There's a connection between Enhancement and Matriculation. Everyone knows it.

TIM

Even if there is, so what?

JOANNA KINDER.

We could have it changed. We're supposed to be a democracy

TIM

What would we vote for?

JOANNA KINDER

It should be fair.

TIM

You sure Lauren was Enhanced?

JOANNA KINDER

Her father told her before she left. Good for her. She was always straight with me.

People are laughing and having fun.

Life still looks pretty good even if you aren't at the Academy.

INT. PHILADELPHIA - TIM NELL'S HOUSE - DAY

Tim wakes from the party. People sleep on his couches from the night before.

He quietly cleans.

Joanna wakes and helps. Her manner says she's attracted.

Another boy and girl wake up and start cleaning. These are good people.

Tim says goodbye to people as they leave.

Joanna is the last to go. Tim meets her at the door.

JOANNA KINDER

It was good seeing everyone.

TIM

You never told me what you're doing.

JOANNA KINDER

Inventory at Zain's.

TIM

Gaida's buys stuff there.

She kisses him on the cheek. Tim gives a genuine smile.

JOANNA KINDER

Maybe I'll see you sometime?

TIM

Probably.

Tim watches her walk out the door.

He contemplates the picture of him and Lauren, together at the rocket races, that is on his table.

EXT. PHILADELPHIA - GAIDA'S ROCKET WRECKING - YARD - DAY

Tim sits on a gleaming silver rocket. He's eating his lunch and reading a textbook.

Roy Gaida meanders over.

ROY GAIDA  
You'll buckle that cowling.

TIM  
It's rated for nine-seventy PSI. I  
don't think so.

Roy shakes his head in wonder that he knows this fact.

ROY GAIDA  
You out of trouble yet?

TIM  
I got community service.

ROY GAIDA  
Why aren't you eating lunch with  
the guys?

TIM  
I'm reading a book on  
Matriculation.

ROY GAIDA  
Why?

TIM  
Lauren's back tomorrow.

Roy waves him down.

ROY GAIDA  
Let's talk.

TIM  
About?

ROY GAIDA  
Come down.

TIM  
I told you, nine-seventy PSI.

Tim sets his sandwich down, carefully marks his place in the book and slides down the surface of the silver rocket.

Roy pulls two crates and motions for Tim to sit.

ROY GAIDA  
Ever met someone when they come  
back?

TIM  
Never paid any attention.

ROY GAIDA  
They're different.

TIM  
It used to take nine years to learn  
what they learn in nine months. Of  
course they are.

ROY GAIDA  
No, their personality changes.

Tim nods toward the book on the rocket.

TIM  
It says neurons aren't formed in  
the personality centers.

ROY GAIDA  
How many Matriculated in high  
school over the four years?

TIM  
0.81 percent -- approximately.

Roy acts surprised again by Tim's ability.

ROY GAIDA  
0.81 percent? How many returned,  
approximately?

TIM  
Some come back.

ROY GAIDA  
How many come back to this town to  
work?

TIM  
They get jobs around Washington.

ROY GAIDA  
They don't belong here anymore.

TIM  
Why would they not belong?

ROY GAIDA  
They're intended for more. Bigger  
things. I don't know. Bunch of crap  
I don't understand.

TIM  
She sent me a letter two weeks ago.  
We've made plans.

ROY GAIDA  
 Just watch yourself -- that's all  
 I'm saying.

INT. PHILADELPHIA - TIM NELL'S HOUSE - DAY

SERIES OF SHOTS - TIM WAITS FOR LAUREN

1. Tim whistles as he cleans his house. The dog barks at the vacuum cleaner.
2. Tim uses a hedge-clipper, trimming plants in the garden.
3. Tim tosses a salad and sets the table.
4. Tim looks at the clock in anticipation, 6:00 PM.
5. It is now 7:00 PM and she has not arrived.
6. Tim uses his phone, but gets no answer.
7. The clock reads 8:00 PM. Tim eats dinner by himself.

END SERIES OF SHOTS

EXT. PHILADELPHIA - GAIDA'S ROCKET WRECKING - YARD - DAY

Tim uses a crane to move wrecked spaceship shells into a neat stack.

He sees Roy standing and shuts the crane down.

TIM  
 What's up?

ROY GAIDA  
 You're amazing with that crane.

TIM  
 Learned from the best.

ROY GAIDA  
 How'd it go?

TIM  
 She never showed -- didn't even  
 answer her phone.

Roy shakes his head, knowingly.

TIM  
You mind if I get out of here a  
little early?

ROY GAIDA  
Remember what I said.

TIM  
Wear gloves when you're holding  
sharp parts.

ROY GAIDA  
She's not the only pretty girl in  
the world.

Tim starts up the crane. Mumbles.

TIM  
Feels like it.

I/E. PHILADELPHIA - LAUREN'S HOUSE - DAY

Tim stands outside the Kinney's house, knocking. Robert  
Kinney answers the door. Calls out.

ROBERT KINNEY  
Lauren, Tim's here.

LAUREN  
Send him back, Father.

ROBERT KINNEY  
She'll be glad to see you.

TIM  
When did she get in?

ROBERT KINNEY  
Early yesterday morning. I'm so  
proud of her.

TIM  
Me too, sir.

Tim walks into the living room.

Lauren stands up. Her hair is pulled back in a tight bun, and  
she's dressed in the white and blue military-style uniform of  
Matriculation. She's shiny and pretty.

Lauren puts on a polite smile and shakes his hand. She has a  
subtle formality that wasn't there before.

LAUREN  
Timothy, how are you?

TIM  
I'm fine Lauren, and you?

LAUREN  
Wonderful! I feel...alive.

TIM  
You were supposed to meet me for  
dinner last night.

LAUREN  
We made those plans weeks ago.

TIM  
Two. Two weeks.

LAUREN  
I'm in the program. Two weeks is an  
eternity.

TIM  
I waited for you all night.

LAUREN  
I was with my family.

TIM  
You could have called.

LAUREN  
I shouldn't have assumed.

TIM  
Assumed?

LAUREN  
That you would understand my world.

Her cell phone rings. She answers without excuse.

He stands waiting for her as she talks. It's like he's  
disappeared.

LAUREN  
They're so proud.

Lauren looks at Tim.

LAUREN  
Some don't. I'll send the journal  
entry.

Lauren casually waves goodbye to Tim.

LAUREN  
Good seeing you again.

She goes back to talking on the phone.

TIM  
(loud whisper)  
Bitch!

LAUREN  
Language!

Tim turns and walks to the door.

LAUREN  
Tunnel! Don't...

Tim turns.

She stands, confused with the phone at her side.

He walks to her, and she looks like she's reaching to embrace him.

She drops her hands and steps back.

She puts the phone up to her ear. The coldness returns, but her eyes are still glassy.

LAUREN  
Hold on.

She reaches her hand out to shake.

LAUREN  
Good seeing you again, Timothy.

He lingers with his hand in hers, wondering at the tears, turns and walks out.

INT. HOVERTRAIN - DAY

Tim sits looking out the window as it moves away.

INT. CRAIG'S BOXING ACADEMY - GYM - NIGHT

Tim is in the corner of the ring. He has his mouth guard on the tip of his mouth. He sucks it in when the bell rings and fires up his shield.

He fights against a large teen that looks impossible to beat.

Tim bounces away the complete first round. His opponent gets irritated and begins to chase.

The bell rings and Tim goes to his corner.

COACH  
Distracted?

TIM  
Angry about some things.

COACH  
Get your mind in it.

TIM  
My mind's in it.

The bell rings and Tim enters the ring.

TIM'S VISION - PUNCHING AWAY HIS TROUBLES

-- Tim sees Lauren before she left for Matriculation.  
Punches.

-- Tim's most recent meeting with Lauren. Punches.

-- Tim is at his mother's hospital bed. Punches.

END TIM'S VISION

The referee holds Tim's arms.

His opponent staggers and falls.

INT. CRAIG'S BOXING ACADEMY - LOCKER ROOM - NIGHT

Tim's boxing coach is checking his face. Pushes his chin.

COACH  
Not a scratch on you.

Tim snarls.

TIM  
Let loose enough for you, coach?

COACH  
You should be happy.

TIM  
I got girl problems.

COACH  
Can't live with 'em, can't live  
without 'em.

TIM  
Thanks.

COACH  
Handsome young man like you --  
probably a million girls you could  
choose from.

TIM  
She's the one in a million.

The coach hands him more turquoise liquid.  
He drinks it without question.

I/E. PHILADELPHIA - TIM NELL'S HOUSE - NIGHT

Tim is walking from the hoverbus stop to his home.

A hovercraft marked "NSA" is parked in front of his door.

Tim stands contemplating the NSA vehicle.

TIM  
Mom, you home?

MARY NELL  
(calls)  
In here.

Tim finds his mother with two men dressed in suits, drinking  
coffee.

The men put their coffee on the table and stand to shake his  
hand. They are AGENT GREEN (35) and SPECIAL INVESTIGATOR  
BRADWAY (48). Agent Green has a bright expression, but  
Bradway is less amiable.

AGENT GREEN  
Mr. Nell, I'm Agent Green of the  
National Security Administration.

Tim looks puzzled.

SPECIAL INVESTIGATOR BRADWAY  
I'm Special Investigator Bradway.

Tim waits patiently for an explanation that never comes.

TIM  
What can I do for you?

SPECIAL INVESTIGATOR BRADWAY  
We're making a routine survey of  
top candidates who were not  
accepted for Matriculation.

TIM  
Top candidates?

SPECIAL INVESTIGATOR BRADWAY  
Could we talk in private? It won't  
take a moment.

TIM  
On the porch.

They thank Mary for her hospitality.

Their jovial demeanor changes once they are outside.

SPECIAL INVESTIGATOR BRADWAY  
Mr. Nell, we're here to investigate  
an inconsistency in your  
application.

TIM  
What do you mean?

SPECIAL INVESTIGATOR BRADWAY  
We suspect incompatible genetic  
matrix was purposely substituted  
for your own.

TIM  
Why would someone do that?

SPECIAL INVESTIGATOR BRADWAY  
We were hoping you could tell us.

TIM  
Does this mean I can reapply?

SPECIAL INVESTIGATOR BRADWAY  
Mr. Nell, we know your family  
history.

TIM  
My family history? Why does that  
have to do with anything?

SPECIAL INVESTIGATOR BRADWAY  
You think we haven't been watching  
you?

The accusations are so ludicrous to Tim that he acts like they're joking.

TIM  
(laughing)  
Who are you guys?

SPECIAL INVESTIGATOR BRADWAY  
Mr. Nell, we request that you do  
not leave town during this  
investigation.

TIM  
(laughing)  
I don't know who you guys are, but  
you have the wrong person.

SPECIAL INVESTIGATOR BRADWAY  
It's come to our attention that you  
have contacted Lauren Kinney.

TIM  
So?

SPECIAL INVESTIGATOR BRADWAY  
You're to have no additional  
contact with Ms. Kinney until this  
investigation has concluded.

TIM  
You can't tell me not to see my  
girlfriend. I don't even know what  
you're investigating.

SPECIAL INVESTIGATOR BRADWAY  
The US Government will not allow  
you to compromise the education of  
a candidate.

TIM  
You've no right--

SPECIAL INVESTIGATOR BRADWAY  
You're not to go within one hundred  
yards of Ms. Kinney.

Special Investigator Bradway steps from the house and looks it over. He speaks in a threatening tone.

SPECIAL INVESTIGATOR BRADWAY  
Your mother owns this house.

TIM  
So?

SPECIAL INVESTIGATOR BRADWAY  
A courtroom stenographer owns a  
house like this?

TIM  
She saved her money. What the hell  
business is it of yours?

Bradway looks doubtful.

SPECIAL INVESTIGATOR BRADWAY  
Good evening Mr. Nell. We'll be in  
touch. Thank your mother for the  
coffee.

Tim goes to talk with his mother, but she's already sleeping.  
She looks frail.

I/E. PHILADELPHIA - LAUREN'S HOUSE - DAY

Tim has his work clothes on. He stands knocking on the porch,  
determined.

Lauren answers.

LAUREN  
This is a surprise.

TIM  
You going to invite me in?

LAUREN  
It's not a good idea.

TIM  
Your mother's home. She'll protect  
you.

LAUREN  
I can't imagine I'll need  
protection from you, Timothy Nell.

Tim points to the inside.

TIM  
Then?

They walk into the house, past family pictures.

Tim sees the same picture of himself and Lauren he owns. He snatches it from the wall as they move into the family room.

They sit on couches across from a coffee table. He holds the picture for her to see.

TIM

Remember when we took this?

Lauren nods.

TIM

You still like the races?

Lauren nods uncommitted.

TIM

You told me you loved me that day.

LAUREN

It wouldn't be fair.

TIM

Fair?

LAUREN

Matriculates marry other  
Matriculates.

TIM

It should be your decision.

LAUREN

You're confusing me.

TIM

How?

Stutters trying to find words.

LAUREN

It won't come out.

TIM

Say it.

LAUREN

I don't love you. Please leave.

Tim stands to go.

They walk together, then face each other in the doorway.

TIM

You don't have to hug me back.

He puts his arms around her gently. She stands not responding, but when he lets go, tears fill her eyes.

She wipes them and continues to cry.

LAUREN

I'm just confused.

TIM

You're still in there.

Tim reaches to hold her chin, pulls it toward him and gently kisses her on the lips.

When he steps away, she looks bewildered.

TIM

I'll do whatever it takes.

LAUREN

Tunnel!

TIM

I promise.

They kiss passionately.

She backs up confused and pushes him away.

LAUREN

You'll ruin everything.

He turns and leaves. Resolve is on his face.

He's walking away from the house and notices a hovercar following.

I/E. PHILADELPHIA - TIM NELL'S HOUSE - DAY

Tim walks up to his home. The lights are off.

He opens the door and calls.

TIM

Mom, you home?

He gets no answer, so goes to his mother's garden.

The garden lights are on and she sits watching the fountain and drinking wine.

Nova scampers up and nudges her arm.

MARY NELL

Nova!

TIM

How you feeling?

MARY NELL

(smiles)

My second glass - I'm a little  
tipsy.

TIM

What'd Dr. Barton say?

MARY NELL

He gave me something for the pain.  
Not much else to do.

TIM

Don't talk that way.

MARY NELL

Sorry about your girl.

TIM

I'll be fine.

MARY NELL

You love her?

TIM

There's nothing I can do.

She smiles again sweetly, drunk.

MARY NELL

Your father tried to convince  
himself, too, but there's always  
something you can do.

TIM

The men yesterday mentioned  
something about our family history.  
What were they talking about?

MARY NELL

That older man had some business  
with your Dad, long ago, when he  
worked for the Academy. I remember  
his face.

TIM  
You never told me Dad worked for  
the Academy.

Mary looks and acts drowsy.

MARY NELL  
He wanted it that way.

TIM  
Wanted what?

MARY NELL  
To keep it -- before he left

TIM  
Keep what? Before he died on Mars?

MARY NELL  
He was smarter than them -- most of  
them. This Bradway...

TIM  
Before he died?

MARY NELL  
Yeah...before he left. Aunt Sarah.

Tim is about to ask another question.

She closes her eyes, relaxes and the pain medication bottle  
drops from her hand.

Tim sees it's empty and he realizes what she's done.

MARY NELL  
Wait and see. Your time will come.

He hugs her, pulls back to see if there is anything he can  
do, but her body is lifeless.

He wipes tears from his eyes and sits on the ground beside  
the dog, devastated.

INT. PHILADELPHIA - FUNERAL HOME - DAY

Tim makes arrangements with a funeral director.

INT. PHILADELPHIA - TIM NELL'S HOUSE - NIGHT

Tim is tearing his house apart, searching.

He's drinks straight from one of his mother's bottles of wine -- it's full.

Items are strewn across his mother's bedroom.

TIM  
Where are you?

Tim continues searching but doesn't find anything.

He stands in the garden as he chugs the last of the wine.

The dog watches him from the corner.

Tim stumbles forward and slurs his words. He's angry.

TIM  
Now what?

He drains the bottle and smashes it against the stone fountain.

The dog runs inside.

TIM  
Nova! Come back. I'm sorry.

He stumbles to get the dog, trips over a garden statue, hits his head and falls to the ground, unconscious.

Nova comes out to the garden, licks his face and lies down beside him.

EXT. PHILADELPHIA - CEMETERY - DAY

People are gathered as a casket is lowered into the ground.

Tim's face is bruised from falling. His eyes are glassy.

Lauren arrives with her father. Tim meets her eyes briefly.

EXT. PHILADELPHIA - CEMETERY - DAY (LATER)

Tim is now in a receiving line shaking hands and accepting condolences.

ROBERT PARKER (57), an older looking man with grey hair in a dark trench coat, pauses briefly to hand him an envelope and to talk.

ROBERT PARKER

This is your mother's last month of pay and a little more besides.

TIM

Thank you Mr. Parker. She -- we appreciated your kindness over the years.

ROBERT PARKER

A wonderful woman.

TIM

The best.

ROBERT PARKER

How's your job?

TIM

It pays and I like those guys.

ROBERT PARKER

Roy's a good man.

There is a lull in mourners.

Tim leans over to talk with his Aunt Sarah.

She wipes tears from her eyes.

TIM

Will you be okay?

AUNT SARAH

I miss her, so much.

TIM

The house feels cold. Every day I wake up, it's so empty.

He hands her a cloth to wipe her face.

TIM

She said something that last night about my father. Do you know anything?

AUNT SARAH

Some. He was a lot of trouble, that guy.

TIM

How'd he die?

AUNT SARAH

On Mars.

TIM

How -- exactly?

AUNT SARAH

Mary said it was an accident.

TIM

Was there a body or a funeral, or something?

AUNT SARAH

They buried him there.

TIM

He has a gravestone?

AUNT SARAH

They cremate on Mars.

TIM

Any news stories about the accident?

AUNT SARAH

I can't remember.

TIM

It's important.

AUNT SARAH

I was a teenager.

They stop to accept more condolences, but speak again at the next opportunity

AUNT SARAH

Why are you asking?

TIM

She said my Dad said some crazy things to her before he left.

AUNT SARAH

Your dad was like some big activist. It was all a lot of trouble.

TIM

Activism? What kind?

AUNT SARAH

Mary wanted him to drop it. They were arguing.

Another rush of people ends their conversation.

EXT. PHILADELPHIA - CEMETERY - DAY (LATER)

Tim talks to Lauren and her father.

LAUREN

What's next?

TIM

I don't know.

They both look around at the crowd.

ROBERT KINNEY

Your mom had a lot of fans.

TIM

Still, means a lot to have you here.

ROBERT KINNEY

I'll be waiting in the car.

Tim shakes hands with Lauren's dad and they both watch him walk away.

They resume a formal conversation.

TIM

When do you go back?

LAUREN

Tomorrow.

TIM

Did you tell the NSA I was visiting you?

LAUREN

Why would I do that?

TIM

Did someone know?

LAUREN

We report everything to the Academy in our journals. It's part of the training.

TIM  
Someone's not too happy with me.  
It's got to be something you wrote.

LAUREN  
I'll keep you out of my reports  
then.

TIM  
You can do that?

LAUREN  
I don't understand why they would  
need to know about you Timothy  
Nell. You don't matter.

Tim stands stunned.

TIM  
Maybe this is a lost cause.

LAUREN  
Father is waiting.

Tim reaches his hand out to shake, but she avoids it.

LAUREN  
Whatever it takes, right?

She moves forward and kisses him slowly on the cheek.

LAUREN  
Don't be a stranger.

She turns and walks, looking back once.

Special Investigator Bradway and Agent Green, unseen at the  
cemetery, have witnessed the exchange.

EXT. PHILADELPHIA - CEMETERY - DAY (LATER)

The last of the mourners are leaving the cemetery as Tim  
stands looking at his mother's coffin.

He throws dirt into the grave.

Aunt Sarah joins.

AUNT SARAH  
You ready?

TIM  
I'm gonna walk home with Nova.

AUNT SARAH

You sure?

TIM

I just need some time alone.

EXT. PHILADELPHIA - TIM NELL'S HOUSE - DAY

Tim has almost reached his home. The dog walks calmly behind.

Solitude is interrupted by flashing lights as vehicles surround.

Inspector Bradway steps from a hovercar.

A police officer grabs Tim and pushes him against the car.

The dog barks, threateningly.

TIM

What's going on?

OFFICER

Timothy Ulysses Nell, you're under arrest for fraud and malicious interference against the US Government.

TIM

I haven't done anything.

Tim struggles, the officer pushes him hard.

The dog jumps to bite the officer. Special Investigator Bradway smacks the dog in the head with a club.

The dog yelps and goes down on the sidewalk.

Tim stops struggling.

TIM

Leave him alone.

The officer cuffs Tim, reads him his rights, and puts him in the car.

Tim only cares about the dog.

The door shuts. Bradway smiles.

TIM

I'll do whatever you want. Just help my dog.

OFFICER  
(O.S.)  
Animal clean-up at the corner of  
Turner and State.

Police cars move away.

The dog breathes hard on the ground.

A black hovercar arrives immediately.

Two men gently collect the dog from the street.

INT. PHILADELPHIA - POLICE STATION - DAY

Tim paces around a holding cell.

He shakes the doors, but they don't make noise.

He sits.

A man in a suit walks in and stares quietly.

TIM  
Well?

LAWYER  
(Irish accent)  
Robert Carpenter, Esquire, at your  
service.

TIM  
Public defender?

LAWYER  
Friends of your family hired me.

TIM  
What friends?

LAWYER  
Friends.

TIM  
Where's my dog?

LAWYER  
In good hands.

TIM  
Whose?

The lawyer is preoccupied with looking around the room.

TIM  
Can you get me out of here?

LAWYER  
You won't get bail.

TIM  
For the crime I didn't commit?

LAWYER  
Lauren Kinney is government  
property.

TIM  
They claim I submitted a faulty  
application.

LAWYER  
Did you?

INT. PHILADELPHIA - POLICE STATION - NIGHT

Tim sleeps in his cot in the jail cell. Two men in black masks stand over him.

Tim opens his eyes, sensing their presence.

They inject him in the neck with a hypo spray and he goes limp.

SERIES OF SHOTS - TIM IS TRANSPORTED WHILE DRUGGED

1. He fades in and out as they carry him to a hovercar.
2. Lights pass as the car moves.
3. He's on a train, then his world goes black.

INT. PHILADELPHIA - POLICE STATION - DAY

Agent Green and Special Investigator Bradway inspect the cell where Tim Nell was held. They talk to an OFFICER (35).

SPECIAL INVESTIGATOR BRADWAY  
Just walked out?

OFFICER  
With help.

SPECIAL INVESTIGATOR BRADWAY  
Who?

OFFICER  
We don't know.

SPECIAL INVESTIGATOR BRADWAY  
What about this lawyer?

OFFICER  
We have no record of his visiting  
at all.

SPECIAL INVESTIGATOR BRADWAY  
There's cameras all around.

OFFICER  
Disabled.

SPECIAL INVESTIGATOR BRADWAY  
No one can do that these days.

INT. NSA HOVERCAR - DAY

AGENT GREEN  
Are you going to tell me what this  
kid is involved in?

SPECIAL INVESTIGATOR BRADWAY  
We need to get you clearance.

INT. NEW YORK - SAFE HOUSE - DAY

Sun streams into the windows. Tim opens his eyes at the  
light.

He shudders and sits up.

Sharp pain in his head.

SCOTT NELL (49) stands there. He has an uncanny resemblance  
to Brad Pitt and looks nothing like the man who crashed on  
Mars.

SCOTT NELL  
The headache will go away.

TIM  
Are you NSA?

Nods no.

SCOTT NELL  
I'm Kevin Brown.

The door opens. Nova limps in, wearing a bandage on his head.

TIM

Nova!

Tim pets the dog, then hugs him.

SCOTT NELL

Took more work to get him here than you.

TIM

Where's here?

SCOTT NELL

A safe house -- New York.

TIM

What, like I'm a spy?

SCOTT NELL

No, like you're a Federal criminal.

TIM

I told you people -- I didn't do anything?

SCOTT NELL

We're not the Federal government.

TIM

I'm innocent.

SCOTT NELL

There's evidence against you.

TIM

How? I didn't do anything.

SCOTT NELL

Special Investigator Bradway is probably combing through the details right now.

TIM

You know Bradway?

Nods.

SCOTT NELL

It's safe to walk around outside. I'll explain more when I get back.

Scott Nell turns before leaving.

SCOTT NELL

I realize you don't believe anything I've said. Give us a chance to explain before you try to escape.

TIM

What makes you think I'll try to escape?

SCOTT NELL

I would.

Tim is left alone with Nova.

Tim walks to the patio door, opens it and shields his eyes.

He steps outside and the dog limps behind.

Tim scans for an escape route -- inspects the dog's bandages.

MRS. GREY (43), a pretty woman with a tray of food comes through the door. She sets it down on the outside wood picnic table.

MRS. GREY

Mr. Brown will be back by late afternoon.

TIM

Why am I being held?

MRS GREY

You can go anytime.

TIM

Just like that? I can walk right out of here.

MRS. GREY

It's a long walk into town. It wouldn't be my choice.

TIM

I'm leaving.

MRS. GREY

Have something to eat before you go.

They both inspect the hurt dog.

MRS GREY

We can bring him to you when he  
heals.

The woman leaves Tim sitting at the table, eating.

Tim reaches down to pet the sleeping dog.

Nova opens one eye, then shuts it. It feels like a strong  
vote to stay for a while.

INT. NSA HEADQUARTERS - DAY

Special Investigator Bradway addresses a conference room  
containing a dozen AGENTS.

Agent Green sits watching.

A picture of Scott Nell is on the screen. He looks nothing  
like the man who now calls himself Mr. Brown.

SPECIAL INVESTIGATOR BRADWAY

Scott Nell worked at the  
Matriculation Academy. He became a  
leader in an anti-Matriculation  
organization called Free Education  
Development. They called themselves  
FRED.

Laughter.

SPECIAL INVESTIGATOR BRADWAY

We thought they were a joke too. We  
wound up underestimating them.

AGENT #1

Does this FRED still exist?

SPECIAL INVESTIGATOR BRADWAY

Scott Nell died on Mars in 2102.  
FRED died with him.

AGENT GREEN

What about the son?

SPECIAL INVESTIGATOR BRADWAY

We have evidence he defrauded the  
application process.

AGENT #2

What's his motivation?

SPECIAL INVESTIGATOR BRADWAY  
We have theories and there are  
whispers of a conspiracy. No one  
really knows. Maybe his father left  
him a treasure map.

INT. NEW YORK - SAFE HOUSE - NIGHT

Tim talks to Scott Nell.

SCOTT NELL  
An incompatible biosample was  
substituted for your own.

TIM  
Then it was a mistake.

SCOTT NELL  
It was done on purpose.

TIM  
Who?

SCOTT NELL  
We can't disclose that.

TIM  
Why would you care?

SCOTT NELL  
We're prepared to offer you a new  
life.

TIM  
You people did it?

No reaction from Scott Nell.

TIM  
What about my girlfriend?

SCOTT NELL  
What about her?

TIM  
Give her a new life too.

SCOTT NELL  
She's gone.

TIM  
I made a promise.

SCOTT NELL  
Every treatment makes it harder to  
get her back.

TIM  
Then there's still time?

INT. MATRICULATION ACADEMY - DORMATORY - NIGHT

Lauren sleeps in her room. She tosses and turns while she  
dreams.

DREAM SEQUENCE

1. Lauren passionately kisses Tim, entwined in bed.
2. He moves on top of her and looks down into her eyes. They  
both have smiles of desire on their faces.
3. She watches as bits of his face begin to disintegrate  
until he's an empty skeleton.
4. The rest of him blows away and she's left lying in a white  
void.

END DREAM SEQUENCE

INT. MATRICULATION ACADEMY - COUNSELOR'S OFFICE - DAY

Lauren sits with an Academy COUNSELOR (40).

LAUREN  
I can't sleep.

COUNSELOR  
One more cycle and the dreams will  
end.

LAUREN  
Give me something -- drugs --  
anything.

COUNSELOR  
They'll interfere with the Matrix.  
There's a chance they could  
permanently prevent it from  
working.

LAUREN

I wake up every night in a cold  
sweat

COUNSELOR

Give the new matrix a chance to  
integrate.

The counselor motions to her that their meeting is over.

She gets up and leaves.

The counselor picks up the phone.

COUNSELOR

The treatments for Cadet Kinney  
need to be accelerated. Her  
personality scaffold is collapsing.

INT. NEW YORK - SAFE HOUSE - NIGHT

Tim and Scott are talking.

TIM

Bring Lauren home.

SCOTT NELL

Kid, she has a new home.

TIM

She's still in there. I just need  
to get her away from those people.

SCOTT NELL

No you don't. Stay away.

TIM

I'm done pretending I'm helpless.

SCOTT NELL

It's not worth it.

TIM

You have a family?

SCOTT NELL

Used to.

TIM

You'd let them take your daughter?

SCOTT NELL  
I made a lot of sacrifices for my  
family.

TIM  
Then you understand?

SCOTT NELL  
I can't help you.

INT. NEW YORK - SAFE HOUSE - DAY

Tim packs a bag with folded clothing while talking to Mrs.  
Grey.

She hands him a packet of money.

MRS. GREY  
It'll get you where you need to go.

TIM  
I'll send my contact information.  
Let me know when I can pick up  
Nova.

MRS. GREY  
It would be better if you stayed.

TIM  
I have to try, at least you know  
that.

MRS. GREY  
Do you even have a plan?

TIM  
I'll figure something out.

MRS. GREY  
That's not a plan.

Scott Nell speaks from the doorway. He's been listening to  
the conversation.

SCOTT NELL  
We won't be able to get you out  
this time.

TIM  
I don't care anymore.

SCOTT NELL  
For God's sake, don't throw your  
life away.

TIM  
I'm tired of being pushed around by  
all you people.

SCOTT NELL  
Even if you manage to get into the  
Academy, and by some miracle you  
find her, she won't go.

Tim ties his shoes and stands.

He reaches his hand out to Scott Nell.

TIM  
Thanks for breaking me out.

Scott Nell shakes Tim's hands.

SCOTT NELL  
Think before you walk away.

TIM  
Good-bye Mr. Brown, Mrs. Grey.  
(smiles)  
Ridiculous names, by the way.

Tim stoops and pets the dog.

TIM  
I'll be back, boy.

He picks up the pack and heads to the door.

SCOTT NELL  
(calls)  
I can get you in.

Tim looks relieved before he turns around.

TIM  
How?

SCOTT NELL  
We have a window in a few days.  
I'll get you access. You can take  
your best shot.

INT. BULLET TRAIN - NIGHT

A young man dressed in a black government uniform sits with an older man, dressed similarly.

They're being served dinner in their cabin by Mrs. Grey dressed in a train porter uniform.

She leaves.

The older man stands, and then collapses to the ground. The younger man falls off his chair.

Mrs. Grey returns and waves Tim and Scott Nell into the cabin.

TIM

Did you kill them?

SCOTT NELL

Having second thoughts?

Scott Nell waits for a moment to let it sink in.

SCOTT NELL

We don't kill people. Help me get their clothes off.

I/E. BULLET TRAIN - DAY

Tim and Scott Nell step off the train. They look official in their uniforms. Both have picture ID cards and briefcases.

A "Do Not Disturb" sign is on the door of the private cabin.

Inside the room, two tied government employees struggle against their bonds and gags.

EXT. ARLINGTON VA - DAY

Tim and Scott Nell walk and talk.

SCOTT NELL

You got the story straight?

TIM

Memorized.

SCOTT NELL

One mistake, I'm pulling us both out.

TIM  
 Won't be any.

SCOTT NELL  
 You understand the shield?

He looks down at his belt.

TIM  
 I've used them for kick boxing.

SCOTT NELL  
 This is a police shield - tuned to  
 bullets. A punch or a knife will go  
 through, right?

TIM  
 When do I use it?

SCOTT NELL  
 When the shooting starts -- not  
 until. Keep it a secret until then.

TIM  
 You expect shooting?

SCOTT NELL  
 The charge is good for five or six  
 shots. I suggest you don't wait to  
 get an exact count.

INT. MATRICULATION ACADEMY - DOCTOR'S OFFICE - DAY

A doctor examines Lauren.

DOCTOR WILSON  
 We're going to change you to bi-  
 weekly.

LAUREN  
 Will it stop the dreams?

He hands her a cup of grey liquid. Lauren examines it  
 briefly, then drinks.

I/E. MATRICULATION ACADEMY CAMPUS - DAY

Tim and Scott Nell step off the city shuttle and walk to the  
 main building of the Matriculation Academy.

The beauty of the campus hypnotizes Tim.

Many happy young people walk around dressed in Academy uniforms.

Tim and Scott walk together to the main building.

SCOTT NELL  
Our badges should be active for any building on campus.

Tim nods, overwhelmed.

SCOTT NELL  
Let me do the talking.

TIM  
How do you know all this?

SCOTT NELL  
I worked here.

They walk into the main building and to the visitor desk.

SCOTT NELL  
I'm Douglas Crawford, and this is Charles Klein. We're here from the NSA for the audit.

Scott Nell hands the receptionist his badge.

She checks it and fills out paperwork.

She stares at Tim, who is looking around. It's a beautiful building.

SCOTT NELL  
Charles!

Tim still looks around not responding to his new alias.

RECEPTIONIST  
(calls)  
Mr. Klein?

Tim finally looks.

RECEPTIONIST  
First time back?

TIM  
Ah, yeah.

RECEPTIONIST  
We see this a lot from recent graduates.

SCOTT NELL

First audit too. I hope you're more focused when we're inspecting matrix inventories, Mr. Klein.

The receptionist gives Tim a sympathetic look.

Tim hands his badge to the receptionist and she fills out his paperwork.

RECEPTIONIST

There is a note here that Dr. Bentley has asked us to call him when you arrive.

She goes to pick up the phone.

Scott Nell gently touches her phone hand and pushes it downward. He smiles softly.

SCOTT NELL

Greg and I are old classmates. I'd love to surprise him.

She puts the phone down.

SCOTT NELL

Let's go, Mr. Klein.

TIM

Yes, Director.

They walk out of the building and onto the campus.

SCOTT NELL

What the hell's wrong with you? The hard part hasn't even started yet.

TIM

This place is beautiful. Everyone looks happy.

SCOTT NELL

They're programmed to be happy. Don't you remember your girlfriend?

They walk to a large silver building that says "Matriculation Biocenter."

They pause before they walk up the steps.

SCOTT NELL

It won't take long for Greg to start wondering where we are.

INT. MATRICULATION BIOCENTER - DAY

A receptionist sits behind a desk

SCOTT NELL  
I'm NSA Director Crawford, and this  
is Mr. Klein. We're here to audit  
Matrix inventories.

The receptionist looks nervous to meet an auditor.

RECEPTIONIST  
Yes sir. Of course.

SCOTT NELL  
Can you show us to the computer  
systems? We'll need unrestricted  
access.

RECEPTIONIST  
Yes sir. I'm required to ask for  
identification from both you and  
Mr. Klein.

SCOTT NELL  
Of course.

Tim and Scott hand their ID cards to the receptionist.

She looks at the cards and then at their faces.

She logs something in her computer terminal, hands Scott  
Nell's ID back, but then looks twice at Tim.

SCOTT NELL  
Is there a problem?

RECEPTIONIST  
They're looking younger and  
younger.

She hands the ID back to Tim.

RECEPTIONIST  
It says you're 25 years old.

TIM  
So?

RECEPTIONIST  
Everyone under 30 looks like a  
teenager these days.

SCOTT NELL  
 Ma'am, we have very little time and  
 much to do.

INT. MATRICULATION BIOCENTER - COMPUTER LAB - DAY

Both men sit at a computer terminal. Tim's terminal shows  
 class schedules and dormitory lists.

Cameras follow their every movement.

INSERT - SCOTT NELL'S TERMINAL, which reads:

"Personality Subtypes"

Scrolling through a list of names then,

"Lauren Kinney"

Highlight and return then,

"Personality Subtype 23, Freezer C, Drawer 4"

BACK TO SCENE

Scott Nell writes the information on a pad.

SCOTT NELL  
 How are you progressing Mr. Klein?

TIM  
 Having trouble locating the  
 supplies.

SCOTT NELL  
 Let me see.

He comes over, presses some keys, scrolls through a list,  
 then points.

SCOTT NELL  
 This is the list. The freezers that  
 should be inspected are here.

Tim writes Lauren's schedule from the screen.

Security cameras watch then closely.

TIM  
 Got it. Thanks.

SCOTT NELL  
 Ready to inspect the freezers?

TIM

All set.

Both walk out of the room and quickly down the hall.

They stop at a fire alarm.

Scott Nell pulls out a replica alarm that looks like the one on the wall. He presses a button and fits it on top of the real one.

Scott Nell stops at a garbage chute, opens his case, takes out a bright orange biohazard bag, puts the case in the bag, and then throws it down the chute.

Tim watches him in silence - puzzled.

INT. MATRICULATION BIOCENTER - FREEZER ROOM - DAY

They enter a room with transparent glass refrigerators and large walk-in freezers. Giant compressors make it loud.

Cameras blink to record their movements.

Tim stops to inspect one of the glass refrigerators containing rows of clear polypropylene cups filled with turquoise blue liquid. Each is labeled with the name of a Matriculation cadet.

The blue liquid looks suspiciously like the 'Chinese herb mixture' that Tim's boxing coach gives him after fights.

They pull thick laboratory coats from the wall and put them on.

Scott Nell leads Tim to Freezer F, opens the door and they both walk in. It is frosty and white inside and stacked to the ceiling with boxes labeled "Matriculation Matrix"

Tim stops to count the rows of boxes.

SCOTT NELL

Let me see.

Tim hands him the clipboard.

Scott Nell works hidden within one divided freezer compartment.

He pulls two vials from the freezer and slips them into a compartment in the clipboard.

He writes a note for Tim, pulls his head from the freezer and returns the clipboard.

SCOTT NELL  
This one is complete.

Tim reads the note.

INSERT - SCOTT NELL'S NOTE, which reads:

"Inject both vials. Meet in two hours at the entrance. Good luck."

BACK TO SCENE

Tim talks for the security cameras.

TIM  
Director Crawford. I'm afraid I  
need to rush to the bathroom

SCOTT NELL  
Stomach bothering you again?

Tim picks up the clipboard and his bag, and leaves Scott Nell in the freezer.

Tim removes his coat, hangs it, and walks hurriedly to the bathroom, holding his stomach.

He gets inside and looks around and finds no cameras.

He moves into a stall and pulls the two frozen vials from the clipboard.

He defrosts them by rolling in his hands.

He pulls two stainless steel hypo spray devices from the bag and pushes the vials into the devices. He turns their switches and waits for their lights to turn green.

He puts them back in the case, opens the door and walks out with the bag on his shoulder.

I/E. MATRICULATON ACADEMY - DORMITORY - DAY

Tim scans his badge, and the dormitory door opens.

He looks around trying to find his way.

A pretty girl notices and walks to him.

PRETTY GIRL  
You're in trouble if they catch  
you.

TIM  
What?

PRETTY GIRL  
The RA here is a real bitch.

TIM  
I'm lost.

PRETTY GIRL  
Who you looking for?

TIM  
Lauren Kinney.

PRETTY GIRL  
Second floor. Room 31.

TIM  
I really appreciate it.

PRETTY GIRL  
I'm Tyra. Stop by 26 if things  
don't work out.

TIM  
Thanks!

INT. MATRICULATON ACADEMY - DORMITORY - DAY (LATER)

Tim steps from the elevator. He pulls out another fire alarm replica, turns it on, and puts it over the alarm in the hall.

Tim walks quickly to Dorm Room 31, swipes a white ID card. The light turns red a couple of times, but then on the third try, turns green.

He enters, closes the door. A loud alarm goes off.

Tim panics, looks out the window. The yard fills with students.

A widescreen video panel in the room flashes red with instructions. Reads: "Lockdown Protocols in Effect"

There are steps in the hall and random conversations that Tim hears through the door.

Lauren talks to a GIRL.

GIRL

(O.S.)

Another suspicious person on campus. It's gonna be nothing again.

LAUREN

(O.S.)

It can take all day for all I care. I'm tired.

GIRL

(O.S)

I was supposed to go to the Union.

Tim hears fumbling with the door.

He moves into the shadows.

LAUREN

(O.S.)

Why can't they fix this?

She finally gets the door to open, walks in and closes it behind.

He steps in behind her and puts his hand gently over her mouth.

TIM

(whispers)

It's Tim.

She turns to the side to see his face.

He pulls his hand from her mouth and motions for her to sit on the bed.

LAUREN

What're you doing here?

He pulls a desk chair.

TIM

I need ten minutes.

LAUREN

You're the reason for the alarm?

TIM

I hope not.

LAUREN

You're going to get into trouble

TIM  
I'm already in trouble.

LAUREN  
You're going to get me in trouble.

TIM  
Ten minutes.

INT. MATRICULATION BIOCENTER - COMPUTER LAB - DAY

An audio alarm is sounding and lights flash.

Scott Nell faces a computer terminal. A SECURITY MAN points a gun at his back.

SECURITY MAN  
Back away from the terminal!

Scott Nell presses return. The terminal goes blank.

Scott glances over though a vent at the inside of another computer to see a reflection of red go to green.

SECURITY MAN  
Back away from the terminal!

Scott Nell eases his chair back with his hands up.

SCOTT NELL  
I surrender.

INT. MATRICULATION ACADEMY - DORMITORY - DAY

Tim sits with Lauren in her dorm room.

TIM  
There are thirty-eight different personality subtypes.

LAUREN  
I don't feel different.

Tim lifts his bag to his lap and pulls out the hypo spray.

Lauren reaches back unseen and presses a button. A light begins to flash.

LAUREN  
I don't want an antidote.

TIM  
They're changing your personality.  
Programming you like a computer.

LAUREN  
They wouldn't do that.

TIM  
Of course they would.

LAUREN  
Why?

TIM  
They don't want to worry about  
people taking all their expensive  
government information out of the  
country. They can just wipe those  
thoughts from your heads.

LAUREN  
No one is wiping my thoughts!

TIM  
Leave with me.

INT. MATRICULATION BIOCENTER - HOLDING ROOM - DAY

Scott Nell sits in a chair, hands tied, in what looks like a psychiatric treatment room. An armed security guard points a gun.

GREG BENTLEY (48) comes into the room.

GREG BENTLEY  
Wait outside.

SECURITY MAN 1  
I was told to watch him until the  
NSA arrives.

GREG BENTLEY  
He's not going anywhere.

The guard leaves after some hesitation.

Greg Bentley waits until the door closes.

GREG BENTLEY  
I thought you were dead. The new  
face suits you.

SCOTT NELL  
Hollywood's Platinum Age.

GREG BENTLEY  
You agreed not to come back.

SCOTT NELL  
You agreed not to try to kill me.

GREG BENTLEY  
Then we both lied.

SCOTT NELL  
You started it.

GREG BENTLEY  
Lauren Kinney just pulled her  
alarm.

SCOTT NELL  
Another mindless Matriculation  
zombie.

Someone knocks on the door. Greg Bentley leaves to talk.

He returns.

GREG BENTLEY  
We have your son.  
(thinks)  
Tim, I believe.

INT. MATRICULATON ACADEMY - DORMITORY - DAY

Tim and Lauren inspect one of the hypo sprays on the unmade bed.

Knocking on the door.

Tim looks suspicious.

LAUREN  
I'll have them go away.

Lauren gets up and answers the door.

Tim can now see the flashing red light.

Lauren has the door open by the time he sorts out that he's been played.

Tim moves the blankets on the bed to cover the hypo spray.

Two men with guns step in.

Tim puts his hands up while looking at Lauren. She returns his stare without emotion.

She stands quietly as they tie his hands with polymer bands.

Tim looks defeated as they take him out of the room.

He calls out as they shut the door.

TIM

Do you still like the smell of  
rockets?

Lauren goes to make the bed and finds the hypo spray.

She contemplates it longer than seems consistent and then places it in her night stand.

INT. MATRICULATION BIOCENTER - HOLDING ROOM - DAY

Tim is brought into the room.

GREG BENTLEY

Young Mr. Nell.

Tim looks first at Bentley and then at Scott Nell.

GREG BENTLEY

Your father isn't surprised your  
girlfriend turned you in.

TIM

My father?

GREG BENTLEY

That's priceless. You didn't tell  
him? Tim Nell, meet Scott Nell,  
your father.

Tim's expression gives mixed emotions.

TIM

You're Scott Nell?

Scott nods.

TIM

What the hell?

SCOTT NELL

Not here.

Tim turns his attention to Bentley.

TIM  
What kind of people are you? It's  
like her soul has been wiped away.

SCOTT NELL  
Just another day at the Academy.

GREG BENTLEY  
Lauren Kinney is smarter than  
you'll be in a lifetime. Happier  
too.

TIM  
She doesn't seem that happy.

Bentley motions to Scott Nell and speaks to Tim.

GREG BENTLEY  
You're just a pawn in this man's  
game. I'm prepared to make you an  
offer that you can't refuse.

TIM  
I'm listening.

GREG BENTLEY  
Go through Matriculation and we'll  
forget all of this.

TIM  
Matriculation?

GREG BENTLEY  
Do you want your girlfriend back,  
or not?

INT. MATRICULATION BIOCENTER - HOLDING ROOM - DAY (LATER)

Tim talks with his father. They're alone in the locked room;  
hands in cuffs.

SCOTT NELL  
Better make your decision before  
the fireworks start.

TIM  
Why didn't you tell me?

SCOTT NELL  
Would it have mattered?

The lights flicker. Emergency lights go on.

INT. MATRICULATION BIOCENTER - FREEZER ROOM - DAY

SERIES OF SHOTS - THE FREEZERS SHUT DOWN

1. Compressors that cool the giant freezer facility quiet to a low-pitched hum.
2. A red "Locked" indicator appears under the freezer latch.
3. Lights go on inside the freezers. They increase in brightness and make a searing sound.
4. The shelf metal nearest to the overpowered light, previously covered with white frost, is already starting to sweat

INT. MATRICULATION BIOCENTER - HOLDING ROOM - DAY

Tim remains with his father, sitting under the red emergency lights.

The door opens, and Greg Bentley steps in with two guards.

GREG BENTLEY

You have something to do with this?

SCOTT NELL

Why would you think that?

GREG BENTLEY

Don't waste my time.

SCOTT NELL

Power to the freezers has been cut.  
Let us go. As soon as we're clear,  
I'll give you the encryption codes.  
You can turn everything back on.

GREG BENTLEY

Just like that?

SCOTT NELL

I have no desire to bring down  
Western Society.

GREG BENTLEY

The Matrix will be fine. We can  
break the codes.

SCOTT NELL  
I've ramped the voltage to the  
lights. You have four hours before  
the freezers reach body  
temperature.

GREG BENTLEY  
We have Matrix stockpiled all over  
the country.

SCOTT NELL  
Then losing the treasure chest here  
shouldn't be a problem.

Bentley waves him off.

GREG BENTLEY  
The doors will be open before the  
temperature reaches zero.

SCOTT NELL  
Top people tell me it'll take you  
twelve hours.

GREG BENTLEY  
You need better top people.

SCOTT NELL  
I'll give you the codes when my son  
and I are safely away.

Greg Bentley walks out.

INT. MATRICULATION BIOCENTER - RANDOM OFFICE - DAY

Greg Bentley picks up the phone.

GREG BENTLEY  
I need a squad of biologicals down  
here. They have less than four  
hours to get the freezers on-line.

INT. MATRICULATION BIOCENTER - COMPUTER LAB - DAY

Two attractive female BC ASSOCIATES (#'s 1,2) and two  
attractive male BC ASSOCIATES (#'s 3,4) enter the Computer  
Lab where Scott Nell was arrested. They smile at their new  
challenge.

They roll their sleeves up and connect wires to data ports in  
their arms.

BC Associate #1 wears a racer-back shirt. She connects and a look of ecstasy fills her face. Faint red flashes move up the center of her back to her head.

BC ASSOCIATE #1  
Eight levels of encryption, four  
Trojan horses and three alarms.

BC ASSOCIATE #2  
Encryption Level One has been  
cleared. Estimated time for total  
encryption solution is one hour and  
37 minutes.

INT. MATRICULATION BIOCENTER - HOLDING ROOM - DAY

Tim talks with his father.

TIM  
Was it true what he said? Is Matrix  
stockpiled all over the country?

SCOTT NELL  
Probably.

TIM  
They're lying about the shortage.

SCOTT NELL  
They probably don't think of it as  
lying.

TIM  
It doesn't make any sense.

SCOTT NELL  
You still have a chance to join  
them. It's a pretty good option,  
actually.

TIM  
You really believe that?

SCOTT NELL  
Once you take that first dose,  
they've nothing to worry about.  
You'll wonder why you ever came  
here.

The lights go on.

Scott Nell looks down at his watch and nods his head with satisfaction.

SCOTT NELL  
They broke the encryption in less  
than two hours.

TIM  
So.

SCOTT NELL  
They have one hell of a computer  
somewhere.

INT. MATRICULATION BIOCENTER - COMPUTER LAB - DAY

BC Associate #3 puts his hand to his head and grimaces.

BC ASSOCIATE #3  
What was that?

BC ASSOCIATE #4  
Imaging.

BC ASSOCIATE #2  
A transmission.

He closes his eyes and "computes."

BC ASSOCIATE #2  
From this room.

BC ASSOCIATE #4  
I've located the source.

BC Associate # 4 pulls a panel off the back of the terminal.  
The transmitter light switches from green to red while they  
watch.

BC Associate #2 reaches down and removes the device. The red  
light goes dim, then out.

INT. MATRICULATION BIOCENTER - HOLDING ROOM - DAY

Greg Bentley talks with Scott Nell while Tim looks on.

GREG BENTLEY  
Our systems are clear, and we've  
removed your transmitter.

SCOTT NELL  
You hiding a new toy somewhere?

GREG BENTLEY  
Tell me what you stole.

Blank expression from Scott Nell.

GREG BENTLEY  
NSA uses enhanced interrogation --  
we'll find out.

SCOTT NELL  
(laughs)  
You've turned into a heartless old  
bastard. You'd waterboard me just  
like that?

Greg Bentley faces Tim.

GREG BENTLEY  
I'd make my decision soon. Once  
they arrive, it's out of my hands.

Greg Bentley turns to Scott Nell.

GREG BENTLEY  
Good to see you again, Scott.

SCOTT NELL  
Like old times, Greg.

Greg Bentley walks out of the room.

TIM  
Why did we really come here?

SCOTT NELL  
To give you your best shot.

TIM  
Matriculation is looking pretty  
attractive right now.

Scott Nell looks up at the ceiling.

SCOTT NELL  
Well?

TIM  
I'm not interested in the crumbs  
anymore.

SCOTT NELL  
Good.

Scott Nell turns to show Tim that he has a small xenon knife  
in his bound hands.

He squeezes the handle and the blade glows blue.

The blade cuts through Tim's polymer handcuffs like butter.

Tim returns the favor.

Scott Nell motions to the ceiling.

SCOTT NELL  
We'll need your boxing skills when  
that alarm goes off.

TIM  
How do you--?

SCOTT NELL  
Craig Gibson.

TIM  
Coach Craig?

A fire alarm sounds.

Tim stands on the bed and punches out a ceiling panel.

INT. MATRICULATION BIOCENTER - DAY

They're both crawling through the space above the ceiling.

SCOTT NELL  
Here.

Scott Nell reaches down and yanks hard on a roof panel. It comes up but makes noise.

He looks to see if the hallway is clear and then drops down on the floor.

He lands hard and hurts his wrist, grimacing in pain.

Tim jumps after him.

TIM  
You okay?

SCOTT NELL  
We gotta move.

Tim follows him quickly to the computer lab hall.

TIM  
Now what?

Scott Nell reaches down and opens the door to the garbage chute.

SCOTT NELL  
Get in.

TIM  
This is your plan?

SCOTT NELL  
It's garbage night.

TIM  
Smells.

SCOTT NELL  
Get in.

TIM  
I have a bad feeling about this.

Scott Nell leads the way into the chute and is gone.

Tim looks around, then follows. They're both sitting in a pile of garbage.

TIM  
Now what?

SCOTT NELL  
It's bright orange biohazard bag.  
It won't take them long to figure  
out where we went.

It's a sea of biohazard bags.

TIM  
Take your pick.

SCOTT NELL  
It has, "Mr. Brown, Highly  
Infectious" written on the side

TIM  
Great.

They dive, searching frantically.

TIM  
Found it.

They climb from the trash bin, and Scott Nell starts unwrapping the bag. Tim brushes himself off.

SCOTT NELL  
We'll just have to accept the fact  
that we smell -- bad.

TIM  
And are infected.

SCOTT NELL  
It's only incubation media -- and a  
few random human samples.  
(reconsidering)  
We'll need to wash our hands at  
some point.

He pulls out a transmitter and presses a button.

SCOTT NELL  
Ten minutes.

Scott hands Tim clothes and they both dress in garbage worker jumpsuits.

SCOTT NELL  
Keep on your toes.

They stand in the doorway as a hover truck passes by. It slows enough for them to hop on the back.

They drive through campus hanging off the back of the waste truck.

INT. MATRICULATION ACADEMY - CAMPUS - DAY

Inspector Bradway is in a car with flashing lights driving through the campus. He reads a dossier marked "Scott Ulysses Nell."

He looks up to see the waste truck drive by. Two men ride on the back - one seems to be struggling to hold on.

Bradway looks back down at his dossier, then at Green.

SPECIAL INVESTIGATOR BRADWAY  
Turn around and follow that truck.  
I just saw Tim Nell.

Bradway picks up the radio.

SPECIAL INVESTIGATOR BRADWAY  
We need backup.

Other NSA cars in the area turn their lights to intercept.

EXT. ARLINGTON VA - DAY

The truck pulls to the side of the road.

Both men step off.

They remove their jumpsuits. Scott Nell holds his wrist.

SCOTT NELL  
Swelling like a softball.

They walk around to the cab of the truck.

SCOTT NELL  
Tony, meet Tim Nell.

TONY  
Sorry boys, no time for small talk.

Tony wrinkles his nose.

TONY  
You contagious?

SCOTT NELL  
You'll be the first to know.

TONY  
Don't touch anything.

They all get back into the truck and pull out onto the road.

TONY  
Can we trust him?

SCOTT NELL  
(to Tim)  
There's no turning back once we  
leave this campus

TIM  
I got nowhere else to go.

Menacing look from Scott Nell.

SCOTT NELL  
Too many people count on us.

TIM  
I got it.

Tony looks in the mirror and see's flashing lights.

TONY  
We have company.

Scott Nell opens the case on the floor and pulls out a computer pad.

TIM  
Where'd you get that?

SCOTT NELL  
Later.

He looks down at his computer and then at Tony.

SCOTT NELL  
Three solutions...checking.  
Jefferson Underpass looks best.

TONY  
Then we just bought a garbage  
truck.

Tony veers off the road, crosses the median and drives the other direction.

They look back and see the NSA cars follow. A helicopter is now chasing from above.

They drive, weaving in and out of traffic.

TONY  
Steers like an ocean liner.

They're coming up on the entrance to the Jefferson Underpass.

SCOTT NELL  
We have to be quick if we want to  
pull this off.

He reaches down and moves a lever that empties the garbage.

The rear bucket begins to tilt and slowly dumps bright orange bags of infectious waste on the street. Blood and gore are everywhere.

Hover cars slow and swerve.

TIM  
That's disgusting.

SCOTT NELL  
Just hamburger. It'll take them a  
week to figure it out though.

They continue dumping waste until they reach the maintenance alcove midway through the underpass.

The truck screeches to a stop.

EXT. JEFFERSON UNDERPASS - DAY

Special Investigator Bradway and Agent Green are stuck in traffic before they reach the underpass.

The other NSA vehicles are jammed inside.

SPECIAL INVESTIGATOR BRADWAY  
Find another way around. They won't  
be in a garbage truck when they  
come out the other end.

AGENT GREEN  
They have another vehicle in the  
underpass?

SPECIAL INVESTIGATOR BRADWAY  
I would. Meet them on the other  
side.

INT. JEFFERSON UNDERPASS - DAY

Tim, Scott Nell and Tony drive in a grey hovercar in a tunnel. Scott Nell holds the tablet computer.

SCOTT NELL  
I'll shut'em down when we can see  
daylight.

The tunnel opening is ahead. Scott Nell presses a button on the tablet computer.

I/E. HELICOPTER - DAY

A helicopter floats above the Jefferson Underpass.

A PILOT watches the video screen in the helicopter go blank.

PILOT  
We have to set down. Camera and  
navigation are out.  
(in microphone)  
We have a visual on the garbage  
truck, stopped in the underpass.

INT. NSA HOVERCAR - DAY

Bradway and Green wait in their car at the exit to the underpass. They have turned the flashing lights off.

AGENT GREEN  
 Computer's been hacked. Screen's  
 black.

SPECIAL INVESTIGATOR BRADWAY  
 Doesn't matter. Look for a car with  
 three men. Probably some dull color  
 -- grey maybe.

The grey hovercar carrying Tim, Scott Nell and Tony exits the  
 underpass.

SPECIAL INVESTIGATOR BRADWAY  
 There.

Their car pulls forward.

Agent Green presses the button for the radio and goes to  
 speak. Bradway reaches up and shuts it off.

SPECIAL INVESTIGATOR BRADWAY  
 We can handle this.

They follow the grey hovercar.

I/E. GREY HOVERCAR - DAY

Tony drives and looks back in the mirror and through the  
 glass roof.

TONY  
 I think we're clear. Helo's gone

SCOTT NELL  
 I can't be that easy.

They move into the tunnel, with Bradway and Green following  
 far behind.

As soon as they reach the end of the tunnel, Tony drives the  
 hovercar over the median, reversing direction.

Tim looks surprised.

INT. NSA HOVERCAR - DAY

Bradway and Green drive out into the daylight.

AGENT GREEN  
 We've lost them.

Green reaches to press the microphone button, but Bradway pushes his arm away.

SPECIAL INVESTIGATOR BRADWAY  
I still have the bio link -- let me  
see what they can do.

Bradway types on a computer and picks up his phone.

INT. MATRICULATON ACADEMY - BIOMETRIC COMPUTING - DAY

Four beautiful young people with data port connections, all sit up in different poses of attention. They have a new challenge, and it makes them smile.

INT. NSA HOVERCAR - DAY

Bradway speaks into his phone.

SPECIAL INVESTIGATOR BRADWAY  
5-S-N-5-6-3-W  
(waits)  
Use all available data. Calculate  
solutions to the fugitive situation  
at Jefferson Underpass.  
(waits)  
Option two?  
(waits)  
That's the one.

He sets the phone on the console

AGENT GREEN  
Well?

SPECIAL INVESTIGATOR BRADWAY  
Head to the Potomac River.  
Probability solution of eighty-  
seven percent.

AGENT GREEN  
Where would they go from there?

SPECIAL INVESTIGATOR BRADWAY  
The Regatta. Two likely entry  
points.

AGENT GREEN  
Ten minutes.

SPECIAL INVESTIGATOR BRADWAY  
 If they get to the river first,  
 we've lost them. We'll have to  
 split up.

Bradway reaches into the back and puts on a shield belt.

This must be a heavy-duty one because the activation  
 mechanism is much bigger than the one Tim wears.

EXT. POTOMAC RIVER - DAY

Boats fill the river, bands play and people drink.

Special Investigator Bradway gets out of the NSA hovercar at  
 a dock and Green speeds off.

Hundreds of boats bob up and down on their moorings.

Bradway steps between two boats and waits.

INT. GREY HOVERCAR - DAY

Tim, Scott Nell and Tony drive within view of the Potomac  
 River.

TIM  
 What's the plan?

SCOTT NELL  
 Get on the boat, float out, and  
 lose ourselves in the Regatta.

They park the hovercar and get out.

Tony reaches down and activates his personal shield.

Tim notices for the first time that he has a gun.

TIM  
 I thought we were clear.

TONY  
 Turn your shield on.

Both Tim and Scott Nell activate their shields.

Tim claps his hands together softly, making a green shimmer,  
 but no resistance.

SCOTT NELL

Tuned to about half the speed of sound. Someone could still punch you.

TIM

I got it.

They walk purposely to the dock with heightened movements and searching motions.

Now they're walking through docked boats.

Tony points.

TONY

The green and white one.

Inspector Bradway steps out calmly and points a gun. His shield shimmers green.

SPECIAL INVESTIGATOR BRADWAY

Tim Nell, you're under arrest.

Tony points his gun at Bradway.

The stand-off is deadly quiet.

SPECIAL INVESTIGATOR BRADWAY

I'm NSA. Drop the weapon.

SCOTT NELL

Dick, we can't do that.

Bradway takes a moment to recognize.

SPECIAL INVESTIGATOR BRADWAY

Nice face.

SCOTT NELL

Get out of our way.

Bradway repeatedly shoots at Tony. Tony shoots back. It's gunfire mayhem.

Scott Nell runs forward.

Tony's shield sputters and goes out. A bullet hits him in the chest, and he goes down.

Bradway fires at Scott Nell.

Scott Nell is hit multiple times. His shield shimmers and collapses. The seventh bullet rips him around by the shoulder.

Tim is on Bradway. Bradway gets one shot off before Tim kicks the gun from his hand. The man holds his wrist.

Tim kicks Bradway in the face and he goes down.

Tim reaches in and yanks the shield from Bradway's body and smashes it on the ground.

Bradway dives for the gun.

Tim reaches first, grabs the gun and points it at Bradway.

TIM

You son of a bitch. What right do you have to screw around with my life?

SPECIAL INVESTIGATOR BRADWAY

You screwed yourself when you got involved with these people.

Scott Nell watches from the ground.

SCOTT NELL

We don't kill people.

Bradway charges, taking advantage of the distraction.

Tim kicks him in the head, dropping him to the ground.

Bradway tries to get up, but Tim kicks him again.

TIM

That's for my dog.

Scott Nell regains his feet.

SCOTT NELL

Throw the gun in the river.

(gasp)

Gag him and pull him behind the boathouse. We gotta go.

Scott Nell stumbles over to Tony. Tony bleeds bright red through his chest.

SCOTT NELL

My friend.

TONY  
Tell Tracey --.

He dies.

Tim drags Bradway behind the boathouse.

SCOTT NELL  
Bastard.

TIM  
We gotta go.

Tim helps his father to his feet and they move hurriedly to the boat.

Tim helps his father onboard and lays him on the deck. He's rapidly losing consciousness.

SCOTT NELL  
Get us out of here, kid.

TIM  
Where?

SCOTT NELL  
Other side of the river.

Tim's father loses consciousness.

Tim starts the boat.

He thinks to untie it from the dock.

He returns to the wheel, engages the propeller, and they move slowly away.

Tim pilots the boat out to join the others.

EXT. POTOMAC RIVER - DAY

Agent Green drives up in the NSA hovercar.

He parks the car and gets out with a gun in his hand.

He sees Tony's dead body and finds Bradway tied in the alley.

AGENT GREEN  
Where?

Green looks out into the river - boats as far as you can see.

SPECIAL INVESTIGATOR BRADWAY  
Gone.

AGENT GREEN  
How long?

SPECIAL INVESTIGATOR BRADWAY  
That was Scott Nell. You believe  
that?

AGENT GREEN  
With his son?

SPECIAL INVESTIGATOR BRADWAY  
Seems.

AGENT GREEN  
There's going to be a national  
manhunt.

SPECIAL INVESTIGATOR BRADWAY  
When our computers come back  
online.

AGENT GREEN  
Yeah.

INT. MARS - COMPUTER FACTORY - OFFICE - DAY

Scott Nell has a large bandage around his shoulder.

SCOTT NELL  
We need to find you something to  
do.

TIM  
What do you do?

SCOTT NELL  
I.T.

TIM  
Illegal computers?

SCOTT NELL  
No other kind, these days.

Scott Nell lifts his arm up to point at a terminal screen. He grimaces from the pain in his shoulder.

Tim helps pull the monitor and keyboard close.

TIM  
What specifically?

SCOTT NELL  
Black market.

TIM  
Computers?

SCOTT NELL  
We trade in Matrix -- when we can  
get it.

TIM  
I thought you were fighting against  
the Academy.

SCOTT NELL  
I helped develop the Matrix.

TIM  
You're responsible for this mess?

SCOTT NELL  
The personality nonsense came  
after.

TIM  
All of it's poison.

SCOTT NELL  
Then you've been poisoned.

TIM  
What?

SCOTT NELL  
Did you really think being at the  
top of your class was all natural  
ability?

TIM  
I was hoping.

SCOTT NELL  
Coach Craig has been my friend  
since I was your age.

TIM  
Is my mind being controlled?

SCOTT NELL

It's the original version. You remember what you learn. It won't change your personality.

Thinking...

SCOTT NELL

Some people claim it makes you reckless.

TIM

Yeah, there's that.

SCOTT NELL

You need to continue with the treatments to lock in the ability. Your choice.

TIM

Where do we go from here?

SCOTT NELL

You start learning computers.

He shows Tim the computer screen.

INSERT - SCOTT'S COMPUTER SCREEN

It's a human body and nervous system. The body is ported with electrical channels. Red signals run through the torso and into the head

SCOTT NELL

(O.S)

We need to figure out how to hack the most complex computer the world has ever seen.

INT. MARS - COMPUTER FACTORY - FLOOR - DAY

Workers build electronic components in a manufacturing facility.

INT. MATRICULATION ACADEMY - DORMITORY - NIGHT

Lauren is having a nightmare in her room. She tosses and turns.

LAUREN

Tunnel!

She sits up and turns on a small light.

Her roommate wakes and scolds her.

ROOMMATE

It's the middle of the night.

The roommate closes her eyes and falls back to sleep. Lauren looks undecided.

She opens the drawer to her nightstand. The stainless steel hypo spray rolls forward.

She picks it up. The light reflects off the surface.

She sets it down, contemplates it, and closes the drawer. She sits motionless.

She opens the drawer again and picks up the hypo spray.

FADE OUT.