

TRON LEGACY

Written by

Richard Jefferies

INT. CYBERSPACE

Electric-neon netherworld. Pulsing chromatics over jet black.

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

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

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

2 INT. X-NET NEXUS - UNDER CONSTRUCTION

2

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

X-Takks notice, moving to investigate.

DEEP IN THE
LATTICE:

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

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

TRON 2.0.

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

X-Takks search ten story gantries.

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

3 INT. NEXUS MAIN SHAFT

3

X-Takks on high alert.

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

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

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

POWER SUPPLY OVERLOADS, SHORTING OUT.

X-Takks spot TRON.

X-TAKKS
Intruder! Fix coordinates!

POLICE POUNCE, FIRING.

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

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

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

ALARMS WAIL -

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

TRON flips away, chased by firing X-Takks -

Arriving on the scene - split-second response:

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

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

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

CHANNEL -

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

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

AGENT 1
This is the first time an Intruder has broken into X-Net!

RX23 LEADER
And it's the last. Follow him! Shut him down!

They speed onto the OPTIK HIGHWAY.

4 INT. X-NET OPTIK HIGHWAY

4

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

TRON - accelerating, escaping.

RX23 and AGENTS catch up fast on Pulse Rider Vehicles.

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

RX23 emerges unscathed, pursuing.

5 EXT. CYBERSPACE - ANCIENT SYSTEM ZONE

5

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

RX23 roars after him, riding hard, joined by:

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

KROD
I got a lock. Coordinate 32937!

RX23
I'm on him!

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

RX23 (CONT'D)
Which way did he go?!

6 INT. ENCOM CORPORATION BETA TEST LAB - DAY

6

Rabbit warren of computer programmers in crisis mode.

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

RUSH
I said WHICH WAY DID HE GO?

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

RUSH (CONT'D)
 Come on guys! Nobody hacks X-Net.
 You gonna let him get away?!

MILES
 Rush, I think I found him!

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

MILES (CONT'D)
 Check the old game grid!

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

A RED FIGURE steps appears the grid.

RUSH
 You get a cookie, Miles!

Programmers gather to watch Rush in action.

7 EXT. CYBERSPACE - THE OLD GAME GRID

7

Vast, low-rez, uncool, largely forgotten.

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

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

Search Engine flies onto the scene, hovering overhead.

KROD
 Coordinate 6532.02! There he goes!

The chase is on.

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

RX23 surges on his Pulse Rider, closing the gap.

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

8

Rush gets the hang of this old game.

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

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

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

RUSH (CONT'D)
Score an ID on this leech?

MILES
Negative. He's nobody.

KELTER
Rush, you've gotta nail him.

PHLEGMAN
Or you know we're all fired.

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

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

9 INT. CYBERSPACE - GAME GRID

9

Search Engine flies overhead - Krod locks on Tron.

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

Tron pulls away, baiting his opponent.

10 INT. ENCOM CORPORATION BETA TEST LAB - DAY

10

MILES
You got him on the run, dude!

OTHERS
Crash him! Rush RUSH RUSH.

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

11 INT. CYBERSPACE - GAME GRID

11

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

But Tron suddenly brakes, quitting the chase.

RX23 is puzzled. Looks forward. Eyes spring wide.

12 INT. REAL WORLD - ENCOM CORPORATION BETA TEST LAB - DAY12

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

RUSH

Yikes!

13 CYBERSPACE - GAME GRID

13

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

All goes white - snow crash.

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

14

RUSH

He crashed me!

NERDS

FUBAR! Bad Thing! Flame War!

RUSH

Miles. Did you get a trace on him?!

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

PHLEGMAN

We are so screwed.

KELTER

Who tells the boss?

All eyes land on Rush.

RUSH

Get the system back up! Now!
Move!

15 EXT. LAWN OF ENCOM CORPORATE CAMPUS - DAY

15

PRESS CREWS camp a block away.

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

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

CONTINUED:

PR VP

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

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

SINCLAIR

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

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

SINCLAIR (CONT'D)

Play that again.

Crew murmurs on headsets. Promo video replays:

VIDEO PLAYBACK

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

SINCLAIR

Who changed that? Who put "99.999"?

X-Net executives chill.

PR VP

Um, that would be... Legal.

Eyes land on withering LEGAL VP.

SINCLAIR

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

Rush appears from a building. Signals Sinclair aside.

SINCLAIR (CONT'D)
What can't wait, Rush?

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

SINCLAIR goes pale.

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

16 INT. SINCLAIR'S OFFICE - DAY

16

Sprawling, big bucks, basketball hoop.

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

SINCLAIR
Identify the intruder.

17 EXT. CYBERSPACE

17

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

Min-blowing cyberspace fly-over.

DATA BEAM penetrates a towering shaft, reaching deep inside the MASSIVELY FORTIFIED X-NET CENTRAL SERVER.

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

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

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

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

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

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

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

PLEXOR
Identity not captured.

INTERCUT WITH:

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

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

SINCLAIR
How did he enter X-Net?

His text inputs. Answer comes: "Path untraceable"

SINCLAIR (CONT'D)
How could you let this happen?

20 INT. CYBERSPACE - PLEXOR'S INNER SANCTUM 20

Plexor processes the input - remains emotionless.

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

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

SINCLAIR
New instructions - find and destroy
the intruder!

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

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

Sinclair cuts off the contact, pressure mounting.

22 INT. CYBERSPACE - PLEXOR'S INNER SANCTUM 22

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

23 INT. ENCOM CORPORATION CONFERENCE ROOM - DAY 23

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

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

RUSH
System is stable again, keep you
fingers crossed.

PHLEGMAN
Any luck finding the intruder?

RUSH
Don't ask.

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

RUSH (CONT'D)
What's she doing here? This is
an operations meeting.

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

RUSH
There was never anything between
us.

Kelter and Phlegman trade a look. Sure.

RUSH (CONT'D)
She's Advanced Projects. This
has nothing to do with her.

Sinclair storms in. Room falls silent.

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

Everybody looks at Rush.

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

SINCLAIR

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

CONTINUED: (2)

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

SINCLAIR

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

PR VP

We delay the launch.

SINCLAIR

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

KELTER

We ramp up our encryption schemes -

PHLEGMAN

Thicken all firewalls -

RUSH

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

Meg listens quietly. Studies Rush.

SINCLAIR

What do you need, Rush?

RUSH

guys for 20 days -

SINCLAIR

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

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

RUDY

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

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

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

Rudy sheepishly sits.

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

SINCLAIR

Is the QF-401 is operational?

MEG

Um... Midway into phase one
testing.

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

SINCLAIR

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

Meg's mind races.

MEG

I'm ready to do my part.

SINCLAIR

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

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

MEG

Who else could it be?

She's singled out Rush.

24 INT. ENCOM CORP CORRIDOR - SECURE ELEVATOR - DAY 24

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

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

RUSH

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

SINCLAIR

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

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

26 INT. ENCOM ADVANCED RESEARCH LAB - MOMENTS LATER 26

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

MEG

This is where Flynn worked. And where he died.

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

SINCLAIR

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

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

RUSH

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

MEG

A Quantum Digitizer. Prototype, only one of its kind. Flynn designed it to break down physical objects into high resolution data. Luckily, we salvaged his key components and back-engineered the system.

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

Rush runs his hand over the empty target stage.

RUSH
That's... Not possible.

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

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

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

SINCLAIR
We think it happened.

Meg agrees. Rush gets a chill.

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

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

RUSH
I was never told how he died. It was all just weird, you know, because Flynn's the guy who hired me. But he was strange, kept to himself, I didn't know what job I was supposed to be doing.

(to Sinclair)

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

SINCLAIR

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

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

MEG

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

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

MEG (CONT'D)

Hey, Jo-Jo. Have good trip?

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

Rush considers Meg, then turns to Sinclair.

RUSH

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

SINCLAIR

The future of this company depends on it.

Rush looks to Meg. She offers a reassuring nod.

RUSH

You can bring me back okay?

MEG

Ask Jo-Jo.

Lab rat is perched happily on her shoulder.

SINCLAIR

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

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

He shakes

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

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

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

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

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

Rush stares at here, in shock.

RUSH
Oh. So you think I have a heart?

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

RUSH (CONT'D)
(under his breath)
I promise.

Meg initiates Quantum Digitizer sequence.

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

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

Meg worries. Moves for the "abort" button.

DEWEY
It's overloading!

Unit sparks. Ceramic components STRESS and CRACK.

Rush clenches his seat, terrified.

RUSH
What's happening?!

MEG
System is losing stability!

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

SINCLAIR
There's been another breech!

RUSH
It's the Intruder again!

MEG
We have to abort!

SINCLAIR
We might not get another chance!

RUSH
DO IT!

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

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

Meg worries -

Sinclair dives for cover -

PLASMA BALL engulfs Quantum Digitizer.

FINAL BITS of Rush scan away.

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

Meg and Sinclair come up to find:

Quantum Digitizer: In a smoking heap.

Target chair: Empty.

27 EXT. CYBERSPACE TRANSITION 27

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

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

TRANSFORMS TO:

28 EXT. CYBERSPACE - X-NET CENTRAL SERVER 28

Shimmering bits morph into an awesome cyberscape.

Rush enters this bizarre world - CRASH/FLASH - stranger in a strange land. Data energy ZAPS off his body, interacting with the landscape circuitry around him. He fights it, tries to control it.

28 CONTINUED: 28

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

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

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

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

BLAMMO!

TRON lands on a plateau above Rush, gazing down.

They face each other, equally perplexed.

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

Tron stares, unblinking - Cyber-Ninja.

RUSH
It's YOU! The intruder!

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

Code races across Rush's eyes. Identification data.

RUSH (CONT'D)
You are... TRON?!?

X-Takks hustle onto the scene.

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

Disk SLAMS Rush in the gut, knocks him flat.

RUSH (CONT'D)
ARRRGHH!

X-Takks pursue Tron -

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

X-Takks pull Rush to his feet, shocked.

X-TAKK 1

RX23?!

28 CONTINUED: (2)

28

X-TAKK 2
But... You crashed
irrecoverably!

RUSH
Uh, well, I'm not exactly -

X-TAKK 3
RX23 has been rebooted!

VOICE
RX23 reboot was not authorized!

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

Rush is awed by the sight of her.

RUSH
Yow. I know who programmed you.

MEGA
I am Mega, X-Net Intelligence.

RUSH
Mega. Cool. I am -

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

RUSH
 I'm a User.

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

MEGA
 Detain this impostor.

X-Takks move to seize Rush.

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

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

MEGA
 "Tron"?

X-TAKK 2
 How did he get that??

MEGA
 Plexor must know of this!

29 EXT. CENTRAL CONTROL SERVER

29

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

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

30 INT. PLEXOR CPU

30

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

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

MEGA
 Plexor. This is the one.

Plexor steps closer, scanning Rush.

PLEXOR
You are not RX23.

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

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

PLEXOR
You are in error. Zero match.

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

PLEXOR
"User"?

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

Plexor and Mega trade a look.

MEGA
He displays random instability.

PLEXOR
Users do not exist.

RUSH
How do we contact Sinclair?
He'll explain.

PLEXOR
Define "Sinclair".

RUSH

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

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

X-Takks pull Rush away.

MEGA

Zero match for a "Sinclair".

RUSH

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

PLEXOR

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

MEGA

Plexor issues all commands.

X-TAKKS

Grep grep.

Rush considers his predicament.

RUSH

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

(to X-Takks and Mega)

They saw me read his circuits. Can
any other program do that?

Plexor looks to Mega.

MEGA

He creates alternative data
channels at will.

PLEXOR

Chaos.

RUSH

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

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

PLEXOR
Release him.

X-Takk Troops read Plexor's barcode command with their eyes.
They let go of Rush.

Plexor turns to Mega. Issues more barcode.

PLEXOR (CONT'D)
Interface with this one. Exploit
his ability. Locate the program
"Tron" and destroy him on sight.

MEGA
Instructions received, Plexor.

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

31 EXT. CENTRAL CONTROL SERVER

31

Security PORTAL opens.

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

32 INT. STRAITHE VEHICLE - RACING DOWN X-NET OPTIK HIGHWAY32

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

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

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

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

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

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

RUSH
Meg for sure programmed you.

MEGA
I have no data on "Meg".

RUSH
Never mind. I'm being random.

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

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

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

RUSH
So we're working together on this?

MEGA
As instructed, I will interface.

Mega pulls STRAITHE into:

33 INT. X-NET SWITCHING NEXUS/HUB CITY 33

Construction nearly complete. High security.

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

MEGA
The program "KROD" is over there.

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

RUSH
What a dump.

He heads across, but Mega hesitates.

RUSH (CONT'D)
Hey. Interface.

Mega grudgingly follows. Portal closes.

34 EXT. HUB CITY 34

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

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

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

KROD
Three more hub cities have been
attacked by viruses!
(crowd gets scared)
But X-Net opens soon! You will
travel in total security!

Crowd buzzes. They can't wait.

MEGA
This is the one you seek?

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

34 CONTINUED: 34

RUSH
It's gotta be -

KROD
Krod!

RUSH
Krod!

KROD
Yeah, yeah - Heeey!

RUSH
The best pattern recognition
program ever.
(to Mega)
This guy can filter a river of junk
data and pull out the good stuff.

KROD
You know it, dude!

Krod smiles big at Mega, refers to Rush:

KROD (CONT'D)
Who is this guy?

Rush pulls Krod aside.

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

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

He taps his head.

MEGA
This will yield zero.

RUSH
Hang on.

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

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

Mega is astonished - and privately worried.

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

RUSH (CONT'D)
Remember, Krod? You were watching this lightcycle duel, a red guy and a green guy, head-to-head.

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

RUSH (CONT'D)
The green guy faked out the red guy, but the red guy double-faked the green guy.

Bingo.

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

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

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

KROD
He escaped out this hidden exit -

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

KROD (CONT'D)
THAT GUY! The RED GUY!

RUSH
Did you jack his coordinate?

KROD
Tr165444.018!

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

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

RUSH
Call me Rush.

34

CONTINUED: (3)

34

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

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

KROD
Beats working.

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

KROD (CONT'D)
Hey babe. Did I ever know you?

35

EXT. ANCIENT COMPUTER SYSTEM I/O PORT

35

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

KROD

The old game grid is this way -

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

RUSH

How do I uplink to the real world?

MEGA

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

RUSH

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

MEGA

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

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

RUBY COMMUNICATION BEAM shoots skyward.

36

INT. REAL WORLD - SINCLAIR'S OFFICE - DAY

36

Kelter and Phlegman report to Sinclair:

KELTER & PHLEGMAN

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

SINCLAIR

Stay on it! Nobody sleeps!

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

MEG

There's a message on your secure
link!

Sinclair enters retinal ID. Text forms:

INTRUDER IDENTIFIED.

SINCLAIR
Where is this coming from - ?

Meg hurries to the screen.

MEG
It's HIM.

Text appears: I AM RUSH.

SINCLAIR
My God, he's there.

MEG
Rush, it's Sinclair and Meg.

Her words transform into text.

37 EXT. CYBERSPACE - ANCIENT I/O PORT 37

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

Mega and Krod watch nearby.

RUSH
I identified the intruder.

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

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

Text appears: INTRUDER IS UPGRADED VERSION OF TRON.

38 CONTINUED: 38

SINCLAIR
Tron? Wasn't Tron one of our
programs?

Sinclair and Meg trade baffled looks.

39 INT. CYBERSPACE - X-NET NEXUS 39

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

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

Plexor sees it, alarmed.

30.

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

Text forms in magenta circuitry - GOOD WORK PARTNER.

RUSH
I have a plan to crash Tron.

Mega turns with alarm.

MEGA
ABORT!

Walls THUNDER and CRASH IN -

Rush leaps clear with his disk -

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

ROMBALL loops skyward.

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

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

Sinclair and Meg hang on the broken transmission:

MEG
Rush?

Words appear: END OF LINE.

SINCLAIR
He'd better not fail.

42 EXT. ANCIENT COMPUTER SYSTEM I/O PORT 42

D-Rezz screams like a modem, hurls ROMBALL -

Mega and Krod dive clear -

ROMBALL misses them, but BLAZES DOWN two more I/O Ports.
D-rezz retrieves ROMBALL, bears down on Mega and Krod.

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

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

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

RUSH (CONT'D)
Stop! End your routine!

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

Rush dodges -

RUSH (CONT'D)
Cease! Desist! We're on the same team!

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

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

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

RUSH (CONT'D)
I'm X-Net too!

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

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

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

RUSH (CONT'D)
No, hey, hey big guy, don't take it so hard. We all have bad days.

RUSH rolls the BIG ROMBALL over: A peace offering.

Mega and Krod cautiously approach.

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

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

KROD
Easy, big guy. No harm, no foul.

RUSH

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

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

KROD

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

D-rezz modem-growls at Krod.

KROD (CONT'D)

Or not.

RUSH

Let's get to the game grid.

Rush leads them up an incline.

MEGA

(grudgingly, to Rush)

You have a skill for manipulating other programs.

RUSH

When do I get a shot at hacking your code?

MEGA

Never. Our operating systems are incompatible.

RUSH

You act like I've got a virus.

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

KROD

There it is.

RUSH

The place we nail Tron.

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

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

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

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

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

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

RUSH
D-rezz. Cut a path.

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

KROD
That's good. Keep doing it.

D-rezz retrieves Romball for another whack -

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

I-BEEM
Violation! Go away! Access denied!

RUSH
Relax, buddy -

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

KROD
Pound him to bits, D-rezz.

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

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

RUSH
He's wireless.

KROD
Freaky.

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

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

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

KROD
D-rezz, take out this blip.

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

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

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

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

I-BEEM
They do?!

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

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

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

RUSH
When did he come through last?

I-BEEM
Right before you got here.

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

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

I-BEEM
Let me at him!

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

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

44 EXT. OLD GAME GRID

44

Rush steps across the vast vector-graphic grid surface.

Eerie. Quiet. Pure.

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

MEGA
This region is obsolete.

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

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

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

I-BEEM
Coordinate captured.

D-Rezz nods, palming his Romball.

RUSH
That's where Tron will bail out.
We'll make sure he needs to.
(MORE)

RUSH (CONT'D)
Go set up the trap.
(to D-rezz)
You only get one shot at this, big
guy. Stop him but don't destroy
him, right? He's got data I need.

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

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

RUSH
He can't resist a grudge match.
He'll take risks trying to beat me.
That's how we trip him up.
(to Krod)
Whip it out.

Rush unsheathes his LIGHT WAND.

Krod pulls out his own LIGHT WAND.

They both look at Mega.

She's got no light wand.

KROD
You didn't bring one?

MEGA
I don't have one.

KROD
Hey, not a problem -

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

KROD (CONT'D)
(to Mega)
- Hop on!

RUSH
Hang on, Krod.

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

RUSH (CONT'D)
I upgraded my unit.

KROD
 You are awesome, man. I hate
 you.

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

MEGA
 Mmm... Hack me.

A nod between Rush and Rush - they TAKE OFF.

LIGHT CYCLES shoot across grid surface.

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

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

Light cycles race toward each other on the same line.

Mega holds Rush tight, eyes filling with terror.

MEGA (CONT'D)
 Resource conflict! Fatal crash
 imminent!

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

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

Grid Center.

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

RUSH
 Any sign of him?

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

RUSH
 Krod, snap out of it.

MEGA
 Tron will never expose himself.

They watch, wait, pivot.

KROD
The same...

45 EXT. EDGE OF GAME GRID

45

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

Glowing code numbers mark the end of each grid line.

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

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

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

46 EXT. GAME GRID / CENTER SPOT

46

Rush, Mega and Krod wait on their light cycles.

MEGA
Its futile.

RUSH
Look.

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

RUSH (CONT'D)
Remember the plan, Krod. Don't bail out until the last millisecond.

Lightcycle turns toward them, coming fast.

RUSH (CONT'D)
Hang on tight, Mega.

Mega hugs Rush.

KROD
Mmmmm.

They SPEED AWAY.

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

It's TRON. Heartless eyes, ruthless moves.

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

Krod runs interference, cuts sharp in front of Tron.

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

47 EXT. EDGE OF GAME GRID

47

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

I-BEEM
Here they come!

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

48 EXT. GAME GRID

48

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

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

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

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

RUSH
Wuss! You call that speed!?

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

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

Mega worries. Clings to Rush.

49 EXT. EDGE OF GAME GRID

49

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

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

Rush and Krod taunt Tron into the trap...

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

KROD
Hey, what are you - ??

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

Tron bails out 90 degrees, cutting behind Krod. Krod turns twice, ending up in Tron's lane.

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

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

Krod's lightcycle heads for the rock escape passage.

KROD (CONT'D)
No! It's ME!

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

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

RUSH
WHY DID YOU DO THAT?!

MEGA
I- I GOT SCARED!

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

I-BEEM
No! It's Krod! Tron is OVER THERE!

D-rezz makes mental switch, hurls Romball.

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

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

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

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

KROD
There he goes!

Tron climbs over rocks, escaping through a TUNNEL.

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

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

Group DIVES CLEAR.

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

KROD
I could have done that.

He strobos, freezes, hits the deck.

50 INT. ANCIENT COMPUTER SYSTEM TUNNEL 50

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

MEGA
We can't go any further.

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

RUSH
What is it?

KROD
Don't ask, dude.

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

I-BEEM
Touch it and you crash forever.
We cannot risk it.

MEGA
I agree.

D-rezz grunts.

KROD
Then it's settled.

50

CONTINUED:

50

Krod turns to head home.

RUSH

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

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

RUSH (CONT'D)

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

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

Krod pulls off his disk, nervously practices boomerang throws.

RUSH (CONT'D)

Better show me how to use mine.

KROD

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

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

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

INTERCUT WITH:

51

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

Plexor's vehicle circuitry forms image of Mega.

PLEXOR

Report.

MEGA

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

52 INT. ANCIENT COMPUTER SYSTEM TUNNEL

52

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

He

PLEXOR
The Random One has proven
effective?

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

Rush listens, hurt and angry.

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

MEGA
It's a poor allocation of
resources.

PLEXOR
You have your instructions.

Circuits go dark. Mega turns, running smack into:

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

MEGA
I act as Plexor programs me.

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

MEGA
I have no match for "Meg" -

RUSH
First, you don't want to come with
me, then you're all over me on the
light cycle - so you can dump us
over and blow the plan.

(MORE)

RUSH (CONT'D)
We would have nailed Tron by now if
it wasn't for you. What's your
malfunction?

MEGA
Don't troubleshoot me!

Angry silence. Eyes locked.

MEGA (CONT'D)
The most effective alternative is
to return to the main CPU and
anticipate Tron's next attack.

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

Energy ZAPS between them, racing through their body
circuits.

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

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

KROD
You ram hog!

His disk clunks him on the head.

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

RUSH
It's what I'm programmed to do.

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

KROD
What were you doing with her?

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

KROD
She let you?

I-BEEM (O.S.)
There's a way through!

Rush, Krod and Mega hurry to see:

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

I-BEEM (CONT'D)
Tron attacked us! D-rezz has him
cornered!

Rush stows his disk on his back -

RUSH
We've got him now.

53 INT. ANCIENT COMPUTER SYSTEM LABYRINTH

53

Eaten away by memory leaks, like swiss cheese.

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

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

D-REZZ
Akakakaka - Agggggggg -

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

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

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

TRON.

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

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

RUSH
Guys! Go around - behind Tron!

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

D-rezz hurls his Romball -

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

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

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

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

Tron plants for a clear shot at D-rezz.

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

RUSH (CONT'D)

Ouch!

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

Lays eyes on Tron.

RUSH (CONT'D)

Hey! Pick on somebody your own size!

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

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

RUSH (CONT'D)

You've got no data on me.

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

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

Throws again -

BRRANGG -

Rush DUCKS -

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

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

Tron jumps up two levels. Retrieves his disk.

RUSH

D-rezz, pull me up!

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

Tron jockeys for position. Throws disk -
 Disk strikes D-rezz in the ribs. Blast damage.
 D-rezz loses footing.
 Rush grabs upper level.
 D-rezz slips toward memory leakage.
 Rush grabs D-rezz's hand - he weighs a ton.
 Mega, Krod and I-beem can't get here to help -

53 CONTINUED: (2)

53

RUSH
 Hang on, man! HANG ON!

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

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

RUSH (CONT'D)
 NOOOO!

He comes to his feet, facing Tron. Determined.

RUSH (CONT'D)
 I know who you are. Encom security program Tr856 - TRON!

Tron pauses. Processes.

RUSH (CONT'D)
 Who is your User??

Tron glitches at the question.

RUSH (CONT'D)
 Who programmed you?? I know your encryption code. Tell me your User or I shut you down.

Tron throws his disk.

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

RUSH (CONT'D)
 I can shut you down with a nine digit code. WHO IS YOUR USER?? 392 -

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

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

Rush pursues.

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

54 INT. OBSOLETE COMPUTER GAME ARENA 54

Circular, riddled with memory leaks.

Rush hurries to the center. No sign of Tron.

RUSH

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

-

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

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

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

Tron pounces in. Snags his disk.

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

RUSH

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

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

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

Tron leans down, gazing into Rush's eyes.

RUSH (CONT'D)

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

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

Tron's airborne disk wobbles and darkens.

Tron tumbles off the edge, plummets past Rush.

Disk misses Rush, skates into darkness.

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

Rush, climbing to safety.

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

KROD
You got him!

54 CONTINUED: (2)

54

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

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

KROD
Game over, dude.

I-BEEM
You crashed him!

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

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

KROD
We're heroes!

I-BEEM
I will be upgraded!

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

I-BEEM
I will be upgraded! I will be -

Krod slams him, makes him stop.

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

Rush looks around.

RUSH
Where is Mega?

I-BEEM
She was just here.

KROD
Right behind me.

RUSH
MEGA??

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

RUSH (CONT'D)
Mega...

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

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

Black-clad FINITY FIGHTERS appear, blocking all exits.
Disks ready for attack.

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

KROD
I recognize... Trouble.

I-BEEM
They're scanning us.

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

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

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

DARK FIGURE (O.S.)
It had to happen. But why now of
all times?

Rush and Krod turn. Fighters defer to:

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

 DARK FIGURE (CONT'D)
A User shows up.

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

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

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

It is FLYNN.

 FLYNN
The first.

 RUSH
Flynn. How can you be here?

54

CONTINUED: (4)

54

 KROD
You know this dude?

 RUSH
Yeah, he's a lunatic!

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

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

Flynn comes closer, recognizing Rush.

 FLYNN
Rush Nortebi. I remember hiring you.

They are equally dumbfounded.

 KROD
Somebody tipped these guys off about us.

MEGA
Not soon enough.

Fighters step aside, Mega enters, furious at Rush.

MEGA (CONT'D)
You weren't supposed to beat Tron.
I thought for sure he'd finish you.

RUSH
Thanks.

MEGA
You destroyed our last hope!

KROD
I detect a pattern in her behavior.

RUSH
She's a spy.

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

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

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

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

MEGA
I failed our cause.

FLYNN
You did everything you could.

They know each other well.

Rush registers jealousy, but larger concerns prevail:

RUSH
Flynn never died...
(dawning)
Because your Quantum Digitizer
worked. That's how you got here...
I know - that's how I got here too.

Flynn studies Rush, anger rising.

FLYNN

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

RUSH

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

FLYNN

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

He indicates his deformed leg. Mega, Krod and the others listen with awed bewilderment. These two guys speak of a world unknown to them.

RUSH

You're paranoid. Who would want you dead?

FLYNN

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

Malicious grumbles from Fighters.

RUSH

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

FLYNN

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

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

FIGHTER ONE

He got away.

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

Flynn slips

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

55 EXT. GAME GRID

55

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

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

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

57 EXT. ANCIENT COMPUTER SYSTEM 57

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

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

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

58 EXT. OLD DATA METROPLEX 58

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

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

FLYNN
(to Rush...)
I hired Sinclair as Encom's business guy, so I could do the dreaming. Right off, he wanted to "capture the market" on data transmission. Had this plan called "X-Net", based on flawless efficiency, hyperlock security, encryption protocol uniformity. Blah blah. I was the boss, I told him to forget it. I knew it could go bad. But the guy had trouble taking no for an answer. He arranged for my lab to melt down.
(MORE)

FLYNN (CONT'D)
Sinclair took over my company and
put X-Net on a fast-track. And
here's where it's brought us.

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

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

RUSH
What are they doing??

FLYNN
Beating the competition.

X-Takk Troops storm closer - by the hundreds.

MEGA
They've got us outnumbered.

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

He leads them down a secret portal, into:

59 INT. DOWNWARD PASSAGE - SECRET X-NET PROCESSOR 59

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

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

KROD
Rush, why is X-Net doing this?!

A Kid Program runs to this Captured Father Program.

KID PROGRAM
No! Let my daddy go!

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

RUSH
How long has this been going on?

FLYNN
For years.

60 EXT. REAL WORLD CITY - DUSK 60

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

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

61 INT. CYBERSPACE - SECRET X-NET PROCESSOR 61

X-Takk Troops line up more Captive Programs.

RUSH

Sinclair never told us about this.
X-Net is creating the very terror
that makes people want the security
of X-net!

FLYNN

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

RUSH

Sinclair.

FLYNN

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

X-Takk troops blast Captive Programs.

62 EXT. REAL WORLD - BANK - DUSK 62

ATM machine goes berserk.

63 EXT. REAL WORLD - STREET - DUSK 63

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

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

GPS navigation system map flips around.

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

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

65 CYBERSPACE - SECRET X-NET PROCESSOR 65

RUSH
Sinclair betrayed me.

FLYNN
Finally you get it.

MEGA
Tron was our late hope.

RUSH
We've got to stop this!

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

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

66 INT. SECRET PASSAGE - CONTINUOUS 66

Flynn hastens their journey.

MEGA
Rush was trying to expose us!

FLYNN
They didn't see us. Keep moving!

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

RUSH
We've got to tell people on the outside -

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

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

FLYNN (CONT'D)
How did you get here?!

RUSH
Megan Randall sent me.
(points out Mega)
(MORE)

RUSH (CONT'D)

Her User. She fixed your lab and
sent me here to take out Tron.

FLYNN

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

He glances at Mega, then shoves Rush along.

67

INT. FIGHTER HIDE-OUT

67

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

RUSH

What happened to them?

MEGA

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

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

FLYNN

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

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

RUSH

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

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

RUSH (CONT'D)

I'm sorry about Tron.

KROD

Yeah, we're - Sorry?

RUSH

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

KROD
No way at all.

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

KROD
Like he said.

RUSH
Krod and I are ready to help.

KROD
We are?

Flynn puzzles over Rush.

FLYNN
Mega, what do you read in him?

Mega circles Rush, scanning his circuits.

MEGA
Independent operating instructions.
He will act as necessary to
increase probability of his own
survival.

RUSH
You don't know me.

MEGA
He cannot to be trusted.

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

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

Mega's circuits OVERLOAD, she flies back -

Rush, startled, looks at his finger.

Fighters muscle Rush and Krod away.

Flynn holds Mega, anger re-ignited.

FLYNN

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

(to Fighters)

Lock them away!

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

KROD

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

RUSH

Hey Krod... Shut down.

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

EXT. X-NET CENTRAL SERVER - EVENING

X-Takk Troops sound alert.

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

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

X-TAKK

Halt! State encryption code!

I-BEEM

-

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

I-BEEM

Portal opens.

PLEXOR

You are positive Tron was destroyed?

I-BEEM

I observed it directly! Rush turned Tron into vaporware!

X-Takk Troops trade looks, impressed.

I-BEEM (CONT'D)
 Rush claims to be a User! He must
 be! He is awesomely skilled!

Plexor hardens.

X-TAKK COMMANDER
 Users do not exist.

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

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

PLEXOR
 Flynn??

Plexor's circuitry strobes in dark troubled hues.

An

image appears on his archive screen: Flynn.

I-BEEM
 Yeah, that's the one!

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

69

CONTINUED:

69

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

PLEXOR
 And what of Mega?

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

Plexor processes - his cranial circuits burn deep amber.

PLEXOR
 Tron is gone, but his User lives?

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

PLEXOR (CONT'D)
Good work does not go unrewarded at
X-Net. Would you like to be
upgraded?

I-BEEM
Yes, Plexor, very much so.

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

70 INT. PLEXOR'S INNER SANCTUM 70

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

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

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

MARKETING VP
You're not going to believe this!

SINCLAIR
Convince me.

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

71 CONTINUED: 71

Sinclair absorbs his good fortune. Smirks.

SINCLAIR
We're the only port in the storm.

Execs cheer, trade high-fives.

Sinclair notices a blip on his private data screen.

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

Text: INTRUDER HAS BEEN ELIMINATED.

SINCLAIR (CONT'D)
Brilliant.

But: THERE REMAINS AN AREA OF UNCERTAINTY.

SINCLAIR (CONT'D)
What uncertainty?

INTERCUTS WITH:

72 INT. CYBERSPACE - PLEXOR'S INNER SANCTUM

72

PLEXOR
The User called Flynn is here.

Sinclair reads the text, blind-sided. Sees a photo of Flynn.

SINCLAIR
That's impossible.

PLEXOR
Flynn commanded the intruder Tron.

SINCLAIR
You've got to be wrong about this.

PLEXOR
I was programmed error-free.
By you.

Sinclair ponders the unimaginable.

SINCLAIR
Flynn... escaped?!

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

72 CONTINUED:

72

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

PLEXOR
Or what truths?

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

SINCLAIR

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

PLEXOR

Of course.

SINCLAIR

Don't just contain him. Destroy
him.

PLEXOR

Instructions received. And the
one called Rush?

Sinclair mulls for two seconds, then:

SINCLAIR

He knows too much. Get rid of him.

PLEXOR

Instructions received.

73

INT. JAIL BLOCK

73

Rush and Krod get chummy with cell-mate X-Takks.

They

mock-fight together, getting insider tips.

X-TAKK 1

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

Indicates a CIRCUIT NEXUS on his lower SPINE.

X-TAKK 1 (CONT'D)

All X-Net Programs have a weak spot
there.

RUSH

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

Krod twists around, playing with his spinal nexus.

KROD

Gurgle! I never knew that.

Pull back to see:

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

BOOLE
We're ready for you now.

They head upstairs.

74 INT. FIGHTER HIDE-OUT

74

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

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

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

He holds up Tron's disk.

FLYNN (CONT'D)
Who among you can power Tron's disk and carry out his mission?

All Fighters take a step forward.

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

All stand firm.

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

74 CONTINUED:

74

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

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

Mega puts her hands out to receive the disk.

Flynn hesitates, then hands her Tron's disk.

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

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

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

Mega hardens her resolve.

MEGA

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

FLYNN

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

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

A FIGHTER SENTRY dashes in.

FIGHTER SENTRY

Enemy scouts, headed this way!

75 INT. JAIL BLOCK

75

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

76 EXT. ANCIENT COMPUTER SYSTEM

76

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

Plexor commands LEAD CRUISER.

PLEXOR

Disperse to all sectors!

CRUISERS with X-Takks split in several directions.

X-Takk Squads crash fleeing programs.

77 EXT. ANCIENT COMPUTER SYSTEM / OLD GAME GRID

77

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

78 EXT. MEMORY LEAK TUNNELS 78

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

79 INT. ANCIENT COMPUTER SYSTEM LABYRINTH 79

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

X-TAKK SPECIALIST
The invader Tron crashed here.

Plexor surveys the place.

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

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

A trail of code BURNS HOT NEON GREEN.

PLEXOR (CONT'D)
That way!

80 EXT. CLASSIC DATA HUB CITY 80

X-Net Cruisers crash the city. Programs scatter.

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

PLEXOR
Down there.

Cruisers deploy DE-REZZ BEAMS, slicing open structures.

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

81 INT. FIGHTER HIDE-OUT 81

CRASH!

Walls slice and crumble -

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

Plexor emerges from Lead Cruiser.

Stops. Looks.

The place is empty.

Not a fighter in sight.

PLEXOR

Fan out! Search every buffer and cache!

RUSH (O.S.)

Hey! Down here!

KROD (O.S.)

Get us out of here!

82

INT. JAIL BLOCK AREA

82

Plexor and X-Takks hustle down, finding:

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

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

KROD

Dude, are we glad to see you!

PLEXOR

You destroyed Tron.

RUSH

Yes... Where is Mega?

PLEXOR

She's not with you?

KROD

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

RUSH

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

KROD

Right.

PLEXOR

(duped)

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

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

RUSH

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

KROD

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

X-Takk Prisoners are confused.

PLEXOR

Then... Why were you imprisoned?

X-TAKK

Ambush!

Fighters POUNCE, throwing disks -

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

PLEXOR

Delete them all!

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

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

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

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

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

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

84 INT. FIGHTER HIDE-OUT MAIN ARENA

84

PLEXOR
It's a TRAP!

X-Takk Troops react, bolting for their Cruisers.

Floor circuits ACTIVATE - X-Takks ZAP and FREEZE.

Fighters appear from all directions.

Disks fly -

X-Takks wield stout MAZER weapons -

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

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

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

UPPER LEVEL:

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

FLYNN
Retreat! Over that way! Move around their flank!

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

FLYNN (CONT'D)
Arrrgghhh!

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

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

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

85 INT. FIGHTER HIDE-OUT MAIN ARENA

85

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

86

INT. JAIL BLOCK AREA

86

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

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

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

KROD

Thanks.

RUSH

I'll never let you forget it.

KROD

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

RUSH

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

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

87

INT. FIGHTER HIDE-OUT / MAIN HALL

87

Plexor hurls DEATH DISK, takes out Fighters.

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

88

INT. FIGHTER HIDE-OUT / MAIN HALL

88

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

Fighter Specialists hustle in, attach ENCRYPTION PODS to the Cruiser. Data meltdown radiates from the key, "burning" through the Cruiser like paper.

Cruiser implodes.

KROD

Awesome! Can I do one?

Rush spots Plexor heading to upper levels.

He

pursues.

89 INT. FIGHTER HIDE-OUT / UPPER LEDGE 89

Flynn and Mega help corrupted Fighters toward the bridge.

MEGA
Quick. This way.

WHAM!

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

Mega and Flynn spin to see:

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

PLEXOR
Mega, move aside! I will finish
him!

Instead, she shields Flynn's body.

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

Sinclair's circuits snap with rage.

PLEXOR
What programming has he installed
in you??

MEGA
Flynn! Go with the others! Run!

FLYNN
I'm not leaving you with this
phreak.

Plexor brings back his DEATH DISK.

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

FLYNN (CONT'D)
Plexor, get over the control thing.

Plexor readies his disk to FIRE -

RUSH
Drop the disk!

He pivots, hurls Death Disk at Rush.

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

FLYNN
I'll be damned.

MEGA
Rush?!

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

Death Disk slices walls, arcing back toward Plexor -
Rush LEAPS at Plexor.

BLANG!

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

RUSH
ARRGH!

Plexor considers Rush, astonished by his audacity.

RUSH (CONT'D)
(sucks air)
Is that all you've got?

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

PLEXOR
Raagghh!

X-Takks hustle in with hefty NEGABYTE BLASTERS.

FLYNN
Rush! This way!

Flynn, Mega and Flynn dash across the bridge.

PLEXOR
Delete them!

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

90

EXT. FIGHTER HIDE-OUT / DATA PIPE

90

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

BOOLE

This way! Down the pipe!

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

Flynn and Mega have a breathless moment to consider Rush.

MEGA

He's better than I thought.

FLYNN

He's been sent for a reason.

MEGA

What reason?

FLYNN

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

Mega struggles to compute.

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

RUSH

Mega! Quick! Jump!

But she hesitates -

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

Rush tumbles down the flume, glancing back to see:

Mega, hauled away by X-Takk Troops.

RUSH (CONT'D)

MEGA!!!

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

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

91 INT. FIGHTER HIDE-OUT / MAIN HALL 91

Bashed and ruined, littered with fallen Fighters.

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

X-Takks bring Mega to their leader.

X-TAKK 1
We got her!

Mega stands defiant.

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

PLEXOR
You committed a fatal error.

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

PLEXOR (CONT'D)
Their strategies and tactics lie encrypted in her memory. Bring her! I will hack from her what I need.

92 INT. DATA PIPE NETWORK 92

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

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

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

Boole surfs around them, heading into a squirrely curve.

KROD
AWWWWWWW!

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

RUSH
Shove it! Go!

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

KROD
I remember now! Nothing to it!

RUSH
Check it out!

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

BOOLE
Look out!

RUSH
What?

FLYNN
TURN AROUND!

Rush and Krod crane around to see:

DATA PIPE spills into a massive DATA FLUME.

RUSH & KROD

AHHHHHHHHH!

93 EXT. DATA FLUME

93

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

Flynn and Fighters expertly surf huge waves.

94 EXT. DATA BUFFER SHORE

94

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

KROD
I'm cool. Not a problem.

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

Rush gets to his feet, head spinning.

RUSH
They took Mega.

FLYNN
She can handle herself for a while.

RUSH
How do we attack Plexor next?

Flynn sizes up his new convert.

QUANTZ

You're with us now?

BOOLE

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

RUSH

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

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

FLYNN

All at the same time.

RUSH

I'm there. Krod too.

KROD

Say what?

Flynn accepts a handshake from Rush.

FLYNN

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

BOOLE

There is one possible route.

FLYNN

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

95	EXT. TRANSITION INTO DARK ZONE	95
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Group sets out across a vast region of unpowered circuitry.

96	EXT. SECRET X-NET PROCESSOR	96
----	-----------------------------	----

Hordes of Captured Programs are lined up for termination.
Among them: Wounded Fighters from the hide-out raid.

FIGHTER 1

We gave it everything.

FIGHTER 2

Interface. We can resist.

FIGHTER 3
Interface.

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

97 INT. REAL WORLD - NIGHT 97

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

Web ads sell the virtues of X-Net.

98 INT. REAL WORLD - FACTORY FLOOR - NIGHT 98

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

99 INT. REAL WORLD - AIRLINER COCKPIT - NIGHT 99

Pilots react: Navigational instruments glitch and fail.

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

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

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

101 EXT. CYBERSPACE X-NET MAIN HIGHWAY - UNDER CONSTRUCTION01

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

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

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

PLEXOR
Is completion on schedule?

X-NET BUILDER BOSS

On schedule.

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

Plexor accelerates, relishing the thrill of unchecked power -

102 EXT. X-NET ARTERIES - VARIOUS 102
Plexor's Cruiser speeds through a new, as-yet unused X-Net switching station. It's heavily secured. X-Takk troops defer to their supreme leader.
Plexor veers onto a proprietary side-route, bound for:
103 EXT. X-NET CENTRAL SERVER 103
Firewall apertures cool, anticipating Plexor's arrival.
Encryption portal opens.
Plexor's Cruiser glides in.
Portal closes.
Firewalls reactivate, blazing red-hot, sealing the fortress.
104 INT. X-NET CENTRAL SERVER 104
Towering corridors. Powerful armored X-Takk Guards stand in pairs at every portal, corner and column.
Plexor strides past, steps into a special GATE. Data beams react with his circuitry. Encryption key resolves.
Gate opens.
105 INT. PROGRAMMING CHAMBER 105
Plexor strides across the spare, sleek space.
On a slab lies Mega, radiated from above by READER BEAMS.
105 CONTINUED: 105
Plexor considers her glowing body circuits. Studies emerging data patterns.
Satisfied, he halts the process. Beams go dark.
PLEXOR
Boot up.
Mega awakens, sits up. She sees the device, then Plexor.
MEGA
You treat me like I've been corrupted.

PLEXOR

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

MEGA

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

PLEXOR

How long have you known Flynn?

MEGA

Enough time to gain his trust.

PLEXOR

Your behavior was highly authentic.

MEGA

To him. It had to be.

PLEXOR

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

MEGA

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

Her eyes lock on him. He is satisfied.

PLEXOR

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

MEGA

Users do not exist.

PLEXOR

You have seen nothing to make you
doubt this?

105

CONTINUED: (2)

105

MEGA

Nothing.

PLEXOR

They possess no powers beyond those
of routine Programs?

MEGA

I have no knowledge of such powers.

She steps down. They walk out of the chamber.

PLEXOR

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

MEGA

Yes. And Rush will fight by his
side.

PLEXOR

Where will they strike?

MEGA

Flynn does not decide until the
hour of his attack. But he trusts
me completely. When he knows the
place, I will know it as well.

PLEXOR

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

They pass through the gate, arrive in the corridor.

MEGA

Have you further instructions for
me?

PLEXOR

None for now. But stay close.

They lock gazes. Barcode data surges between them.

PLEXOR (CONT'D)

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

MEGA

All events remain under your
control.

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

106 INT. PLEXOR'S CPU

106

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

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

107 EXT. DARK ZONE

107

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

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

Rush hears something and pulls the group behind cover.

RUSH
Over there!

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

KROD
Those Programs think they're just being transferred!

RUSH
Can we take out those X-Net guys?

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

From another direction appear two Code Monkey Programs.

CODE MONK B3T
Flynn! Down here!

FLYNN
BT! JR!

CODE MONK J2R
Flynn! Enter. We configured a base.

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

CODE MONK B3T
They're everywhere now. Taking all
Programs by force.

CODE MONK J2R
Come. There is much to report!

They head down into:

108 INT. LAST FIGHTER CACHE 108

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

CODE MONK N1J
Greetings.

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

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

CODE MONK N1J
We made progress decoding X-Net's
power supply encryption.

FLYNN
Excellent. Let's see.

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

KROD
I've seen that somewhere.

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

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

CODE MONK J2R
We just snagged the last piece, but
the battle cost us big time.

FLYNN
How many of you crashed?

Heads shake somberly.

FLYNN (CONT'D)
The Teraflop Boys? Algebrat?

CODE MONK J2R
All that survive, you see standing
here.

FLYNN
Oh Geez.

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

FLYNN (CONT'D)
Time is running out!

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

KROD
Yow. I get tired just watching
these dudes.

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

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

CODE MONKS
(unison)
That's incongruous.

RUSH
If I'm wrong, ding me.

FLYNN
What have we got to lose? Try
it.

Code Monkeys place the square on top of the pyramid.

Bingo.

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

FLYNN (CONT'D)

Not bad.

KROD

Good thing you didn't terminate us.

RUSH

How do we use this thing to shut down Plexor?

FLYNN

(picks up hologon)

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

RUSH

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

FLYNN

Yep. We've got one shot.

RUSH

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

GROUP

Yes! Take out Plexor's central server!

FLYNN

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

RUSH

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

KROD

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

CODE MONK N1J

We can take it!

CODE MONK J2R

Hit Plexor where he lives!

FLYNN

Even with this key, it won't -

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

BOOLE
Shut him down forever?

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

RUSH
Of course we can.

Flynn forces a smile.

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

109 INT. ENCOM ADVANCED RESEARCH LAB - MOMENTS LATER 109

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

MEG
It's almost fixed. I'll be able to
bring back Rush soon -

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

MEG
What?

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

MEG
But Rush would have no way to
return!

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

109

CONTINUED:

109

MEG
Well -

SINCLAIR
Meg... I'm not asking.

MEG
I understand.

He shoots a look and exits.

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

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

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

Pillars descend from X-Net crews above and SMASH into the old silicon, planting themselves deep and impervious.

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

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

Flynn sits nearby, trying to patch his corrupted leg.

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

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

RUSH (CONT'D)
Do they have any idea our world exists? Do they understand what a User is?

FLYNN
Programs once connected freely with their Users. But Plexor shut down the I/O ports, severing all links. He controls all contact with the world we once knew.

(MORE)

FLYNN (CONT'D)
Programs operate on his
instructions or none at all.

RUSH
Or yours.

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

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

Flynn lays a somber gaze on his eager Fighters.

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

RUSH
What do you mean?

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

RUSH
But... Meg said -

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

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

RUSH
Oh, man.

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

RUSH (CONT'D)
Why didn't you tell anyone it was
this bad?

Flynn looks at his leg. Then at Rush.

FLYNN

Rush. I think Meg suspects the truth about Sinclair. That's why she sent you here. She knew you're the one guy who could find out.

RUSH

I thought she hated me.

FLYNN

She believed in you more than you believed in yourself.

It sinks in. Wow.

RUSH

Do we really have a shot at winning against Plexor?

FLYNN

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

RUSH

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

FLYNN

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

RUSH

Sounds dangerous.

FLYNN

Sometimes you've got to trust the bigger plan.

Krod and Fighters approach.

CODE MONK J2R

Ready to rock and roll.

FLYNN

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

(MORE)

FLYNN (CONT'D)
Plexor will be have his best troops
standing in our way.

FLYNN (CONT'D)
Getting past them was the ultimate
task I programmed Tron to carry
out.

He takes up Tron's dark disk.

FLYNN (CONT'D)
I turbo-charged him to burn hot and
burn fast. Who else could handle
the operating code in this disk?

He extends the disk to Rush.

FLYNN (CONT'D)
You.

RUSH
Uhhh, I don't think so.

BOOLE
It could mean the difference
between winning and losing.

KROD
Hey, I'll try.

Rush holds off Krod, takes the disk.

RUSH
What do I do - ?

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

RUSH (CONT'D)
Yow!

He buckles and shakes. Hands zapping. Knees trembling.

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

Rush clenches teeth, concentrates. Grips the disk.

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

KROD
Awesome, dude! Don't let go!

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

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

KROD (CONT'D)
HE DID IT!

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

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

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

KROD & FIGHTERS
YES! Excellent move, dude!

RUSH
It feels... Awesome.

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

He cocks his disk and THROWS.

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

Rush looks worried for a second, ready to duck -

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

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

RUSH
Oh man, this is good.

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

KROD
 Awwwww! Where can I get one of
 those?

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

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

110 CONTINUED: (5)

110

BOOLE
 It's for real, Quantz.

QUANTZ
 We've got a chance to take down
 Plexor.

111 INT. X-NET CENTRAL SERVER - MAIN HALL

111

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

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

Widen to reveal:

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

112 INT. PLEXOR'S INNER SANCTUM

112

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

A RUBY BEAM converges off her disk, reaching skyward.

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

Meg and Dewey work to dismantle the lab.

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

MEG
Dewey. This your idea of a joke?

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

PLEXOR
Cybavor programming complete?

X-NET SPECIALIST
Yes.

PLEXOR
Demonstrate.

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

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

Plexor nods. X-Net Specialist activates.

Cybavor comes alive. Circuits RAGING. Eyes pulsing.

Plexor summons an X-Net Worker Drone.

PLEXOR (CONT'D)
Install yourself over there.

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

PLEXOR (CONT'D)
Attack!

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

And DEVOURS HIM mercilessly.

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

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

PLEXOR (CONT'D)
End routine.

Cybavors sit.

PLEXOR (CONT'D)
Elegant.

Surveying his perfect defenses, he notices one thing missing.

PLEXOR (CONT'D)
Where is Mega?

X-NET SECURITY LEADER
Only you are authorized to monitor
her coordinates.

PLEXOR
Download forces. Await my command.

X-NET SECURITY LEADER
Download!

114 CONTINUED: (2) 114

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

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

115 EXT. X-NET CENTRAL SERVER 115

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

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

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

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

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

RUSH
Don't take this the wrong way.

KROD
Don't drop me.

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

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

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

X-Takks patrol below, pausing to gaze up.

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

At last, X-Takks move on.

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

Krod stabilizes, looks around.

KROD (CONT'D)
Yeah, I recognize this place. I
know where everything is!

115 CONTINUED: 115

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

116 EXT. DATA NEXUS / CENTRAL SERVER PERIPHERY 116

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

FLYNN
Rush, up there. See it?

Rush leaps to a high circuitry nexus.

RUSH
I hope you're right about Mega.

Rush touches circuitry, energizing it with data.

Mega's image appears in circuitry energy patterns.

MEGA
You. Where is Flynn?

RUSH
We're all here.

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

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

117 INT. X-NET CENTRAL SERVER / CIRCUITRY 117

Mega watches glowing circuitry image of Rush.

RUSH
We got it.

MEGA
Hurry.

She deactivates. Rush's image vanishes.

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

Bumps smack into:

Plexor.

Flanked by his two snarling Cybavors.

117 CONTINUED:

117

PLEXOR
You contacted them.

MEGA
Yes.

PLEXOR
And?

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

PLEXOR
Perfect. We will be waiting.

118 EXT. X-NET CENTRAL SERVER

118

Patrols of X-Takks pass.

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

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

FLYNN
This is all yours, Rush.

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

FLYNN (CONT'D)
Go! Quick!

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

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

RUSH
No sweat.
(to himself)

OUCH.

CODE MONK N1J
That way to the portal!

RUSH
Let's do it.

118 CONTINUED:

118

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

119 INT. X-NET CENTRAL SERVER

119

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

A Cybavor growls at Mega.

She growls back.

MEGA
There it is. That's the portal.

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

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

X-Takks come from all directions, all levels.

120 EXT. X-NET CENTRAL SERVER

120

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

FLYNN
Something's up.

RUSH
Keep moving.

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

BOOLE
Portal 4786324BXY. This is it.

Flynn withdraws the HOLOGON.

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

Rush takes the hologon, stows it.

Pumped looks between Code Monkeys, Boole and Quantz. Krod trembles.

120 CONTINUED:

120

KROD
Oh man, I think I'm leaking.

RUSH
Krod. You'll do great.

KROD
Think so?

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

KROD
I hope you're right... Rush?

RUSH
Yeah man?

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

All Programs hang on Rush's answer. Flynn too.

RUSH

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

BOOLE

Obsolete?

RUSH

Heroes.

KROD

Cool.

CODE MONK B3T

I'm ready.

QUANTZ

Let's do it.

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

- | | | |
|-----|---|-----|
| 121 | INT. X-NET CENTRAL SERVER | 121 |
| | X-Takks stand thick, weapons pointed at the closed aperture. | |
| | Plexor marks time. Cybavors poise to attack. | |
| | Mega, emotions rising, takes a step back. | |
| 122 | EXT. DARK PORTAL | 122 |
| | Flynn falters on his wounded leg. Fighters steady him. | |
| | Rush steps forward, places a hand on the semispheric aperture. Mechanism activates. | |
| 123 | INT. PORTAL | 123 |
| | Plexor tenses, eager for the slaughter. | |
| | X-Takks cock weapons, take careful aim. | |
| 124 | INT. DARK PORTAL | 124 |
| | Flynn, Code Monkeys, Quantz, Boole, Krod... Gathering near Rush - | |
| | PORAL OPENS AROUND THEM, revealing a stunning view of: | |

The inside of the fortress...

Not an X-Takk in sight.

KROD
Nothing to it.

Rush leads group inside.

125 INT. "EXECUTION PORTAL"

125

Plexor grows impatient. Senses trouble.

PLEXOR
OPEN IT! OPEN FIRE!

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

X-Takk Patrol. Charging in from outside.

No fighters in sight.

125 CONTINUED:

125

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

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

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

PLEXOR
CEASE FIRE!

They do so, instantly.

Plexor fumes.

PLEXOR (CONT'D)
You've been tricked!

He spins to find Mega gone.

PLEXOR (CONT'D)
Mega has betrayed me for the last
time! She is with the fighters!
Find them! CRASH THEM ALL!

126 INT. X-NET CENTRAL SERVER

126

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

MEGA
 Flynn! Keep moving! This way!

FLYNN
 I'm proud of you, Mega.

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

RUSH
 Go, Meg!

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

RUSH
 Which way to the power supply?!

KROD
 (scanning)
 Ummmm... That way!

126 CONTINUED:

126

Rush leaps to a high ledge to confirm: Massive throbbing power supply CORE CUBE lies at the center of the fortress's concentric squares. High sign to Krod.

TRON
 You're right! There it is!

KROD
 And here they come!

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

CODE MONK J2R
 Break out the toys!

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

X-Net disks fly by the hundreds.

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

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

X-Takks charge.

Rush flips down from above, throws tron-disk -

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

Rush retrieves his disk, lands near Krod and Fighters.

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

QUANTZ
Not a problem.

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

Rush hurries away with Mega and Flynn.

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

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

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

127 INT. X-NET GANTRY / MAIN POWER SUPPLY 127

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

MAIN POWER SUPPLY. Massive reactive CORE CONTAINMENT CUBE.

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

RUSH
We have to get across.

RAAAA!!!

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

Flynn Takes a hit in the chest.

FLYNN
ARRGGHH!

Rush and Mega dodge, fling their disks with lethal accuracy - X-Takks crash and fall, tumbling into the moat abyss, flashing as they hit the molten bottom.

128

INT. X-NET CENTRAL SERVER CORRIDORS

128

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

High fives among Krod and Fighters.

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

Fighters turn to blast him.

But Krod recognizes the pattern:

KROD
Wait! I know that dude!

Quantz stuns an X-Takk Soldier - Code Monkeys hack his X-Net Armor. Armor powers down, revealing:

KROD (CONT'D)
I-beem!

I-beem shakes off his brainwashing.

I-BEEM
Krod my friend! Who are these guys?!

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

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

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

I-BEEM
With you!

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

129

INT. X-NET POWER SUPPLY OUTER GANTRY - CONTINUOUS

129

Rush and Mega haul Flynn along a narrow ledge.

FLYNN
There. You can make it across!

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

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

FLYNN (CONT'D)

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

RUSH

You haven't got a chance by yourself.

FLYNN

Ah, these guys are wimps.

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

MEGA

We're not leaving you.

FLYNN

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

He's fading fast.

MEGA

But Flynn -

X-Takks attack along the ledge.

FLYNN

GO! NOW!

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

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

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

PLEXOR. Flanked by his four snarling Cybavor beasts.

PLEXOR

Flynn. Your moment of obsolescence
is upon you.

Across the moat, Rush and Mega climb to the entry point.

Flynn plays for time, stalling Plexor so he doesn't catch sight of them.

FLYNN

Freedom, Plexor. It's the better idea. That's why Mega chose my side.

PLEXOR

If an idea is erased from all memory banks, it can be neither good nor bad. When each alternative has been removed, X-Net will simply BE.

With a hand signal, he commands his Cybavors. They raise up, poised to attack Flynn.

FLYNN

Crash me. Hack me. Do what you want. The yearning for freedom will last forever.

PLEXOR

Nice speech... USER!

He flicks a finger. Cybavors gallop at Flynn.

130 EXT. MAIN POWER SUPPLY CORE - LEDGE 130

Rush and Mega gain footing at the entry point. They turn at the sound of DIGITAL SNARLING.

Across the moat, a gut-wrenching sight:

All four Cybavors pounce on Flynn, hurling him off the ledge, mauling him as they go down, dividing into eight - Plummeting toward the MOLTEN DATA far below.

Plexor steps out of his corridor, relishing the view: Remains of fallen bodies FLASH into the inferno.

MEGA

Noooooooo!!!

Plexor sees Mega and Rush on the other side.

PLEXOR
Over there! Surround them!

Bridges instantly extend from outer square to CORE CUBE.

X-Takks stream across, firing -

131 INT. POWER SUPPLY CORE CUBE

131

Rush and Mega duck inside entry point, pelted by disks.

Before them: A vast, brilliant, energized LATTICE. Power surges in rings, drawing down huge columns. Every piece of geometry is based on perfect squares, made of mirror-finished rare earth elements.

Rush pulls the HOLOGON KEY into view. Facets resonate with energy patterns like those in the core.

RUSH
We plug this into the control cell,
X-Net is history.

MEGA
Let's do it for Flynn.

They share a heartbeat of solidarity. Rivalry gone.

X-Takks stream in, firing.

Rush and Mega charge the center, throwing disks, fighting back-to-back.

Problem is, ENERGY RINGS move continuously down the columns - and the columns are spaced close - leaving just enough time between ring-passes to jump through.

RUSH
NOW!

He and Mega JUMP, nearly raked by down-flowing ENERGY RINGS.

X-Takks fire NEGABYTE BLASTERS - but many of the beams are caught in the energy flow and sucked away. That's how intense this place is.

X-Takk Soldier is grazed, stumbles into ENERGY COLUMN. RING rakes down and ZAPS him nasty - reducing him to bits, sucking his energy to the levels below.

Rush and Mega encounter oncoming X-Takks - they must split up. They fling disks, taking out X-Takks, dodging fire - working their way deeper.

Meg and Rush throw their disks simultaneously. Both disks score hits, then arc to return.

Rush and Mega catch each other's disk. They each look at the strange disks - it's just not the same. They do a quick swap and keep fighting.

MEGA
Over there!

The CONTROL CELL. Dead center.

132 INT. CONTROL CELL CHAMBER 132

Rush and Mega battle off three X-Takks - the way is clear.

Rush leaps, crashes planes of silicon. Stows his disk, pulls out the HOLOGON.

Spots the control cell's key receptacle - SHAPES MATCH.

Rush moves to insert the hologon.

A DISK STRIKES his arm - HOLOGON flies wild.

RUSH
AAARRGGGHHH!

PLEXOR drops from above, riding an OPTIK SHAFT.

PLEXOR
Where did you get that?! No one
knows this code but me!

RUSH
Your software has the biggest flaw
there is, Plexor. You can't see your
own mistakes.

Plexor snatches his Death-disk, corners Rush for the kill.

Mega's disk crashes silicon, comes at Plexor - But his defense field repels it. He slams it aside and it's raked away by downward flowing energy rings.

Rush DIVES at PLEXOR. He's like a statue. But this time RUSH holds him and infuses tron-energy, breaking down Plexor's defense field, eating into his body circuits. It's fractal zapping fireworks - evenly matched foes battling face-to-face.

RUSH (CONT'D)
Do it Mega!

Mega scoops HOLOGON off floor, makes for CONTROL CELL -
Plexor's hand shoots out, GRABS HER, stops her like iron.
Plexor exerts his power, holds Rush and Mega by the throats
with his two hands, backing them toward a surface ripping
with HOT ENERGY RINGS.
Rush and Mega struggle, an inch from death -
ZAAAAAA -
Plexor stops, annoyed. Turns and sees:
Krod, Fighters and I-beem have arrived, firing blasters at
Plexor's SPINAL NEXUS. It hardly makes a dent, but it
creates a fleeting opportunity for Rush -
Rush ducks forward, SHOOTS his disk off his back, smacking
Plexor in the throat. Mega falls clear -
Rush hurls Plexor against energy rings - Energy rakes down
his body, but he fights the effects and DOES NOT MELT DOWN.
He steps away, shakes off the damage, retrieves his disk into
a hand.
Mega snags the hologon -
MEGA
RUSH!
She tosses it to Rush, who's already airborne -
Rush catches hologon, sails to the control unit -
132 CONTINUED: (2) 132
Jams hologon into its receptacle.
Plexor cocks his death disk, EYES FLASH ELECTRO-PSYCHOSIS -
Hologon REACTS with CENTRAL CELL -
Shockwaves RADIATE -
Energy rings go dim, then dark -
Silicon shatters to ash -
X-Takks power down. X-Net armor de-rezzes, leaving innocent
civilian Programs. They shake off the mind-control and rise
unshackled.

And Plexor, like all things X-Net, chatters and glitches.
His code erodes, his bits darken, the fiber of his being
erodes from inside.

MEGA
Now who's obsolete?

Rush executes a final leap, extending his feet for the final blow, straight at Plexor - CRASH - shattering him to bits.

Rush finally breathes. Sees I-beem, Krod, Quantz,
Boole, Code Monkeys.

RUSH
Thanks guys.

KROD
I'll never let you forget it.

Boole tosses Rush his tron-disk.

133 EXT. CYBERSPACE VISTA POINT

133

Rush, Mega, Krod, I-beem, Fighters and liberated Programs stow disks and step to a high vantage point.

Before them expands a vista of cyberspace.

Power-down of X-Net radiates in all directions, leaving everything else intact. Beautiful, exotic old data networks instantly begin to regenerate into the open space.

MEGA
We're free. At last we're free.

EXT. X-NET GRAND OPENING CEREMONY - MORNING

Sinclair commands the podium:

SINCLAIR
In a world exposed to increasing data corruption, I hereby switch on the first global network offering guaranteed data security. Flawless performance, zero downtime. The world works hard, the world deserves...

He throws a switch. HUGE monitors blaze with X-Net logos and graphic portals. Countdown 3,2,1...

X-NET!
SINCLAIR (CONT'D)

CROWD CHEERS. MEDIA BUZZES...

X-Net instantly CRASHES. All screens jam, glitch and DIE.

Crowd is stunned. Sinclair is mortified.

135 EXT. CYBERSPACE VISTA POINT

135

Krod, I-beem, Boole, Quantz and Code Monkeys CHEER.

Mega embraces Rush. Energy sizzles between them.

MEGA

I underestimated you. Thanks.

She presses her lips to his. It's electric.

KROD

(to I-beem)

You knew she always liked him.

CODE MONK B3T

Is she pinging his EPROM?

CODE MONK J2R

I can't see from here.

But out of triumph, a sudden concern -

Rush's body shoots DATA ENERGY into Mega, into ground circuits... Lightshow overload intensifies and spreads. Mega backs away in pain.

135 CONTINUED:

135

RUSH

Whoa, ouch, what? Ahhhhh!

MEGA

Rush, what is it?

Rush's body DRAINS AWAY into the energized circuitry.

RUSH

Guys! Mega! NOOO!

He reaches a hand to Mega. but she clasps his hand anyway...

PAIN ENERGY ZAPS her,

KROD

Help him!

Code Monkeys attempt desperate measures, but soon it's over.

Bits of Rush dissipate into surrounding circuitry, then BEAM SKYWARD in blazing curtain, like a quantum aurora borealis.

Mega is left with a handful of nothing.

QUANTZ
It's the way it should be.

BOOLE
He's going back to the place he belongs.

136 EXT. CYBERSPACE TRANSITION

136

Rush's energy body hurls across cyberspace.

Bits streak, light bends -

137 INT. ENCOM ADVANCED RESEARCH LAB - NIGHT

137

Rush materializes in the target chair.
real clothes. Same as the moment he left. Human flesh,

He bolts up, realizes where he is.
hands. Sees Jo-jo the rat staring at him. Looks at his

Meg and Dewey hurry over to unstrap Rush.
his hands, checks the integrity of his body. Meg holds

MEG
Rush. You made it!

137 CONTINUED:

137

RUSH
Like a bad cold, I'm always coming back.

VOICES
He made it! Rush! You okay?!

Rush looks around. Miles ("Krod") and a group of oddly-familiar Co-WORKERS. People who look just like I-beem, Quantz, Boole and the Code Monkeys.

RUSH
(double-takes on Meg)
I met a program you wrote. She's just as incredibly beautiful and confusing as you.

MEG
I know. Mega told me all about what you did in there.

RUSH

She gave you my coordinates.
That's how you uploaded me?

MEG

Yes. Your coordinates... and
his.

They look across the room.

At the control console stands a MAN with his back to us.
He's curiously examining Meg's equipment.

THE GUY

She's done an amazing job here,
Rush.

He turns. It's FLYNN. In the flesh. Leg healed.

RUSH

Flynn!

FLYNN

I told you to trust the bigger
plan.

MEG

I'd come to suspect Flynn was
alive, inside. But I had no way to
know for sure.

FLYNN

You picked the right guy to send
in.

137

CONTINUED: (2)

137

MEG

Working down here, I became
convinced someone tried to murder
Flynn. But the only person I could
confide in was the guy I suspected
most.

Elevator opens.

Sinclair charges in, furious. Tailed by SECURITY MEN.

SINCLAIR

What are you people doing down
here!?! Get back to work! X-Net has
CRASHED! We'll all be ruined!

FLYNN
Speak for yourself, Sinclair.

Sinclair wheels to see Flynn: Alive, standing in front of him. Trapped by the ugly truth, Sinclair turns rage on Meg.

SINCLAIR
I ordered you to destroy this equipment!

Rush gets in Sinclair's face.

RUSH
Hey, jerk, she doesn't do your dirty work. Neither do I. Not anymore. You lied to me, to all of us. You want to deal with somebody? I'm the guy who crashed X-Net.

Sinclair goes for Rush. Rush delivers a solid punch. Sinclair grabs his bloody nose.

SINCLAIR
You're fired, everybody get out.

FLYNN
No, Sinclair. I'm back. And I'm the boss again. You're fired. Not only are you fired, you're going to have a lot of explaining to do to the SEC, the Justice Department and the FBI.

(to SECURITY MEN)
Hold him until the police get here.

SECURITY MAN 1
Yes Sir, Mr. Flynn.

SECURITY MEN haul out Sinclair.

Flynn addresses the group.

FLYNN
X-Net is dead. But Encom lives. We're going to bring this company back to its place as the leader in finding the next big thing. I'll need to be free to do the dreaming. So, effective immediately, I'm appointing two bold, bright, courageous people to head worldwide operations.

He presents Rush and Meg. They're stunned.

FLYNN (CONT'D)
You both earned it.

RUSH
Cool.

MEG
I love it.

RUSH
We'll take it.
(to Miles - "Krod")
You get a division to run.

MILES
Yes.
(to Phlegman)
Does that mean a bigger cubicle?

Cheers all around. Flynn approaches Rush and Meg.

FLYNN
Put on some coffee. You two are
going to be putting in a lot of
overtime together.

Meg turns to Rush.

MEG
Do you remember how, along time
ago, you used to give me a
professional congratulatory peck on
the cheek?

Rush goes for the lips.

THE END