

PAYCHECK

by

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current revisions

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04/11/03 Buff Script
04/08/03 Goldenrod Revisions
04/07/03 Green Revisions
04/03/03 Yellow Script
04/03/03 Pink Revisions
04/03/03 Blue Revisions
03/25/03 White Production Draft/Revisions

BLACK

1

A WOMAN'S VOICE

IT'S TIME TO WAKE UP...

FADE IN:

2

CLOSE-UP OF A WOMAN

2

A knock-out. Smiling at us.

WOMAN

...and Get A-Life.

PULL BACK TO REVEAL:

3

INT. NEW TECHNOLOGY EXPO - DAY

3

Where a group of people watch the demonstration of the latest and greatest from ARC. It's a computer, yes, but it has no monitor, instead A HOLOGRAPHIC IMAGE hovers above and beyond the keyboard. And right now that image is of the WOMAN... *

WOMAN

ARC brings you the future in display technology -- "A-Life" -- the living monitor! *

And now a SALESPERSON starts typing at the keyboard and we see WORD "A-Life" appear in the air in front of her...

WOMAN

With A-Life, the Air you breathe is your computer screen...

The letter "A" becomes the word "AIR" and then dissipates to big "oohs" and "ahhs" from the crowd as we PULL BACK further to reveal: MICHAEL JENNINGS standing there, his arms folded across his chest, bored expression on his face. He wears a leather jacket over jeans and a t-shirt. Doesn't belong.

SALESGIRL

Impressed?

He turns now and looks at a cute SALESGIRL standing there.

JENNINGS

Very.

(then)

Tell you what--

(reads her nametag)

(MORE)

(CONTINUED)

3

CONTINUED:

3

JENNINGS (cont'd)

--Betsy-- why don't you box one up
for me.

SALESGIRL/BETSY

(thrilled)

That was sure easy.

JENNINGS

(smiles)

Well, you're that good.

4

INT. NEW TECHNOLOGY EXPO - ESCALATOR - DAY

4

As Jennings walks towards the exit with a computer box the
Salesgirl moves up quickly behind him.

SALESGIRL

Hey --

Jennings stops and turns to face her.

SALESGIRL

Don't forget --

She hands him a folded slip of paper.

SALESGIRL

Your receipt.

JENNINGS

Thanks.

She looks at him an extra second longer than she has to
before going back to the Expo. He watches her go, then looks
at the receipt. She's written her PHONE NUMBER on the back.
He smiles.

5

INT. WAREHOUSE - DAY

5

A darkly lit room. A door rises vertically. The silhouette
of a man is framed in the opening by the strong backlight
that turns the tone of the room black and white. The only
color is that of the box carried by the man as he moves
forward.

The door closes and the interior lights blink on...revealing
Jennings. A woman approaches from the door at the other end
of the room.

JENNINGS

You the lawyer?

(CONTINUED)

5

CONTINUED:

5

WOMAN

I'm Rita Dunne. Obviously, no one
from Nexim Computers can be here
today.

JENNINGS

Obviously.

6

INT. WAREHOUSE CORRIDOR - DAY

6

As Jennings walks with Dunne and two men down a corridor, the
boxed computer in a handtruck. The name A-LIFE on the carton.

They stop at a door marked: CLEANROOM - AUTHORIZED PERSONNEL
ONLY." Jennings stares at it, nods.

JENNINGS

Home sweet home.

He then turns to the woman and smiles.

JENNINGS

I'd invite you in, but...

DUNNE

Good luck, Mr. Jennings.

She extends her hand.

DUNNE

I'll see you in two months.

As Jennings goes inside and shuts the door, we then...

CUT TO BLACK

And now we start to ROLL TITLES OVER...

7

A SERIES OF SHOTS

7

All inside The Clean Room...

JENNINGS takes the ARC from the carton and sets it on a
table.

He unlatches the cover on the COMPUTER and REMOVES it. He
finds a STUNNINGLY COMPLEX PUZZLE of wires and circuits.

He studies it, lights a cigarette that burns WITHOUT SMOKE.
He takes a few hits, then starts to go to work...

8

A SERIES OF QUICK CUTS, OVER TIME

8

-- JENNINGS, in different clothes, taking the computer apart piece-by-piece. He scribbles NOTES. We see him write words like -- RELAY -- CROSSOVER -- ROUTER.

-- The COMPUTER is reduced to a PILE of a thousand pieces. A NEW COMPUTER is being built alongside the ORIGINAL.

-- We see his HANDS at work. EYES focused...

We see the ORIGINAL ARC COMPUTER, good as new. A holographic series of numbers "float" above it as it runs a DIAGNOSTIC PROGRAM which we see on a monitor. *

And then CAMERA PANS LEFT and we see MORE "FLOATING" NUMBERS hovering above A SECOND COMPUTER: A COPY OF THE ARC. *

Smaller, sleeker. The holographic image is better than the ARC, bigger, more clear. The name 'Nexim Computers' is printed on the side of the unit. *

CREDITS FINISH and we then...

9

WIDEN TO REVEAL:

9

A group of suits now standing in the room. One of them sits in front of the computer. Jennings sits on a table behind him, legs dangling casually. Rita Dunne leans against the wall, arms folded across her chest.

SUIT

This is the exact same technology?

JENNINGS

No...

The suit looks back at him.

JENNINGS

It's better. Go ahead, log on.

The suit logs onto the machine. HIS OWN FACE now appears holographically in front of him.

HOLOGRAPHIC SUIT

Please choose function.

SUIT

Whoa...

(CONTINUED)

CONTINUED:

And now we see that the "operating system" is "managed" by the man's likeness.

SUIT (CONT'D)

That's incredible..

JENNINGS

Yeah. Get up. And now you...

He nods to another suit.

JENNINGS (CONT'D)

Sit down.

And now the other suit sits down. And now HIS image appears holographically.

HOLOGRAPHIC SUIT #2

Please choose function.

JENNINGS

It reads the User and projects their image. You can lock the computer so that it will start up only if it can read your specific image. Or, you want, you can keep it unlocked for the... family to play with.

Dunne watches as the men trade places and the image changes with them. They're all like little kids.

SUIT

How soon can we get this into production?

ANOTHER SUIT

This is gonna kick ARC's ass... *

DUNNE

Mr. Jennings?

She nods to a side office, goes inside. Jennings follows.

INT. OFFICE - SAME

As Dunne now takes off her glasses, opens a bottle of CHAMPAGNE pours some into two paper cups.

(CONTINUED)

DUNNE

You understand, Mr. Jennings,
you've just done in two months what
we've been trying to do for three
years.

JENNINGS

Well, it's faster sometimes when
you go backwards.

DUNNE

Yes. Well... Cheers.

They drink. She plays with a button on her suit, considers
him a moment. Then...

DUNNE

You won't remember me, will you?

JENNINGS

No.

DUNNE

Too bad.

And now she puts the cup aside and wraps her arms around his
neck and starts kissing him. Surprised, he hesitates, then,
what the hell, tears at the other buttons when...

Suddenly, THE FILM FREEZES.

SHORTY (V.O.)

Marker reached.

The COLOR fades to BLACK AND WHITE, and then, the IMAGE IS
ERASED FROM THE SCREEN. We REVERSE. The previous scene is
ERASED. The Credits are ERASED. We then...

11

PULL BACK TO REVEAL: A SCREEN

11

Where all of the previous events we've seen are erased. The
screen sits inside a metal suitcase...

REVEAL FURTHER:

12

INT. BACK ROOM - NEXIM COMPUTERS - DAY

12

*

Shorty stands before the screen. He turns and looks to where
Jennings lies unconscious on a table. Dunne and the suits all
stand around watching in amazement. Several of the guys cut
looks at her. "Jesus, Rita." She shrugs. Whatever.

(CONTINUED)

SHORTY

We're now extracting his memory
from the marker forward to the
present.

SHORTY alternates his gaze between the SCREEN (where he sees
things Jennings will never remember) and a BRAIN TEMPERATURE
GAUGE. The GAUGE says 39 degrees Celsius. It CLICKS to 41. *

SHORTY

(worried)

No, no... come on...

One of the suits moves for a better look, trips over one of
the wires, nearly knocks the suitcase from the table. Shorty
catches it...

SHORTY

You mind? This is dangerous enough.

(indicates the gauge)

The man's brain temp gets one C
above forty-three, forty-four, he's
a veg, total rabbit food-- no brain
function, no life on his feet.

Okay? So let's just all take one
giant step back... *

Everybody does. And now we hear another BEEPING SOUND as the
screen now shows Jennings laying down on the table in this
very room.

SHORTY

Here go...

SHORTY checks the Extractor: "INTERMEDIATE MEMORY ERASED."

SHORTY

All clean.

Shorty now powers down the extractor and smiles at Jennings.

SHORTY

Good morning, Sunshine.

Jennings stirs and rolls over onto his side and coughs out
the chest tube. He WAKES, groggy.

SHORTY

Here...

Shorty hands him a cup of water. JENNINGS sits up, takes a
drink, gets his bearings. SHORTY checks his eyes.

(CONTINUED)

SHORTY

Last date you remember?

JENNINGS

October... 19th.

He glances at a WALL CALENDAR: It's DECEMBER 22ND.

SHORTY

Last thing you remember?

JENNINGS

(brightens)

Mets made the playoffs.

SUIT

Oh, man, that last game was so
awesome. Bottom of the ninth--

Both Jennings and Shorty give him a dirty look.

SUIT

Sorry.

SHORTY

All right, let's get the legal out
of the way...

DUNNE

Mr. Michael Jennings, I'm Rita
Dunne.

He just looks blankly at her.

DUNNE

For the record, do you have any
memory of your work for Nexim
Computers?*
*JENNINGS, still a little foggy, shakes his head: No. Shorty
removes a CD from the machine.

SHORTY

Here's the scan for your files.
Rita nods, takes the disc.

DUNNE

Mr. Jennings, under the terms of
your non-disclosure agreement, you
are considered never to have been
an employee.

JENNINGS

I never was.

DUNNE

You also understand that all work
is the intellectual property of
Nexim Computers--

JENNINGS

Yes, I understand. I've never met
anyone in this room. I've never
worked for Nexim Computers.

(then)

Is the check ready?

Jennings looks at Dunne now as she pulls a long envelope from
her coat, hands it to Jennings who opens it and now examines
his PAYCHECK.

DUNNE

You don't even have the slightest
curiosity about what you've just
built?

JENNINGS

(looks at the check)

No.

He pockets the check, cuts a look at Shorty and nods to the
others...

JENNINGS

Well, if you all don't mind, I've
got two months to make up for...

JENNINGS gets to his feet, a little stiff, Shorty grabs him.

13

INT. ULTRA-MODERN HEALTH CLUB - LATER

13

Under Shorty's watchful eye, JENNINGS works himself out in a
MAKOTO ARENA. It's a small computerized "arena" consisting of
three six-foot pillars of lights and sounds. Jennings attacks
the "opponents" (pillars) with a wooden staff as the lights
indicate. Shorty has a remote that controls the speed of the
lights...

SHORTY

C'mon, pick it up...

Shorty increases the speed, watches Jennings.

(CONTINUED)

SHORTY

In order to zero the full eight
weeks I had to heat your brain to
42.5 c.

JENNINGS

(striking a pillar)

I'm fine.

SHORTY

I'm saying it's getting harder.

JENNINGS

And I'm saying I'm fine.

SHORTY

(checks a timer)

You're slowing down.

JENNINGS

I'd be faster, you shut up.

Jennings spins and attacks, moves fluidly from one pillar to
another. Shorty watches him.

SHORTY

C'mon, almost there. Don't stop
now... go... go... GO!

Jennings gives Shorty a look as he nails the last light.
Shorty smiles, tosses him a towel...

SHORTY

See? How you did that? How you
focused?

JENNINGS

What I did, I focused on your face.

He grabs the towel.

SHORTY

That's it, share the love. Gimme a
hug...

Jennings flips him off.

SHORTY (CONT'D)

Very nice. That's the way you treat
the person, takes care of your
every need...

(CONTINUED)

JENNINGS

You're my agent, Shorty, not my mother.

(throws the towel back)

It's my money you're taking care of, not me.

SHORTY

Speaking of which, I opened an account for you at Shearson.

JENNINGS

What for?

SHORTY

They're gonna manage your money from now on. See about making some good investments.

(then)

After all, you know, I'm not gonna be around forever. Especially you keep treating me so... abysmally.

JENNINGS

You leaving me?

SHORTY

I'm just saying... You gotta think about the future.

JENNINGS

(shrugs)

Okay. Whatever.

Shorty watches Jennings grab some water, drink it down.

SHORTY

You realize that not once have you asked what I see when I erase your memory?

Jennings doesn't say anything.

SHORTY

Basically, the last two months just never happened for you.

JENNINGS

What did you do the last two months, Shorty, besides put on five pounds and buy that snappy outfit?

(CONTINUED)

13

CONTINUED: (3)

Shorty frowns: Ha-Ha.

JENNINGS

You know the last three weeks I remember? Touring Spain in the Aston-Martin, learning to dive in Belize with what's-her-name, and that 'seven stadiums-in-seven-days' trip I took.

(re: a random GYM member)

His are 'picking up dry cleaning, taking out the trash, and two precious hours of free time every Sunday. If you offered to erase the wasted months of his life he'd kiss you!

(with conviction)

Don't you see? Every moment I remember now is a highlight. And the time you erase...

(shrugs)

It doesn't matter.

SHORTY

You'd be surprised what matters and what doesn't. The little things add up.

JENNINGS

Right. Hold that thought.

Jennings heads for the showers, pauses.

SHORTY

Keep working so much, you'll be the greatest reverse engineer who never lived.

14

EXT. JENNINGS APARTMENT - TWILIGHT

14

JENNINGS walks into his building.

15

INT. JENNINGS' APARTMENT - TWILIGHT

15

JENNINGS, clutching a grocery bag, comes in.

His place is austere, not a home so much as somewhere to sleep between jobs.

He looks out his WINDOWS. A view of Seattle. BUILDINGS topped by signs, including ONE for a company named ALLCOM.

16

INT. DEN - CONTINUED

16

JENNINGS turns on the television, flips to a certain channel, watches THE LOTTERY numbers come up. He reaches into one of the grocery bags and pulls out several lottery tickets...

JENNINGS

Not today...

He tosses the tickets into the trash, then empties the CONTENTS OF HIS POCKETS onto his desk. He holds up a CARD: Nexim Computers. He puts it with a STACK OF CARDS. He pulls out a pack of smokeless cigarettes, tosses them. *

Then he pulls out THE RECEIPT FROM THE NEW TECHNOLOGY EXPO. Wonders why he took it... He turns it over, sees Betsy's phone number.

He attaches it to his BOARD: A special place devoted to HUNDREDS OF ITEMS: Hotel keys, ticket stubs, post cards, etc. A map of a past he can't remember. A life never lived.

There's one last thing in his wallet... A SMALL PHOTOGRAPH of a PRETTY WOMAN. It is worn and weathered. Unlike everything else, he knows this one well. He replaces it IN HIS WALLET, then HEARS THE DOORBELL.

17

INT. LIVING ROOM - NIGHT

17

Jennings signs for a PRESENT delivered by MESSENGER. He crosses to his chair, on his TV is a videotape of the aforementioned METS GAME. JENNINGS unwraps the PRESENT before the CARD (he knows who it is from based on the "JR" monogram on the envelope).

The present is a PUZZLE. The side of the box says: '10,000 PIECES'! But when JENNINGS looks at the cover he sees the PICTURE HAS BEEN TORN OFF. Someone has written in ink:

Now what fun would that be? *

JENNINGS LAUGHS. A perfect present for a guy like him.

He opens the CARD. It's a PARTY INVITATION. On the front are the names JAMES and SARA RETHRICK. Inside, besides the printed details of the party (The Rethrick Residence, 9 p.m., address, dress code, etc.) is a PRESS-CLIPPING from the Wall Street Journal (today's).

"NEXIM ANNOUNCES ITS ANSWER TO ARC'S LIVING DISPLAY" *

There is also a NOTE in the same handwriting as on the box.

(CONTINUED)

CONTINUED:

17

Saw this and figured you're back today, so you have no excuse to miss the party.

...It's signed: JIMMY.

P.S. -- The Mets lost.

JENNINGS looks up at the television.

JENNINGS

Asshole.

18 EXT. THE RETHRICK MANSION - NIGHT

18

A TAXI winds its way up the driveway.

19 INT. THE RETHRICK MANSION - GRAND ROOM OF INVENTIONS.

19

JENNINGS and SHORTY arrive. JENNINGS hands a PRESENT HE'S BROUGHT to one of RETHRICK'S SERVANTS. Jennings looks spectacular in his suit. SHORTY's dressed more "eclectic."

SHORTY

Fifty limos out there - we pull up in a taxi. You know what that does for my chances of getting laid?

JENNINGS

About as much as that suit.

SHORTY

This happens to be back in style.

The CROWD is made up of the beautiful and elite. Many smoke SMOKELESS CIGARETTES. They stand amidst Rethrick's collection of HISTORY'S MECHANICAL TRIUMPHS: Cotton-gin, telegraph, etc.

SHORTY

Why is it guys like Rethrick just gotta have everything?

JENNINGS

Say what you want about Jimmy, but he started Allcom in his garage.

SARA RETHRICK (SEES HIM)

Michael! You made it.

SARA RETHRICK comes over, hugs JENNINGS. She looks at Shorty.

(CONTINUED)

JENNINGS

Sara Rethrick, this is my friend,
Shorty Lewis.

SARA

Shorty. Nice to meet you.

SHORTY

Nice to meet you. It's quite a...
(looking more at the guests)
...collection you've got here.

JENNINGS looks around in the crowd... Nameless. Faceless...

He watches a STRING QUARTET PLAY at the center of the room.
He watches the VIOLINIST as his bow-arm moves up and down, so
that we/Jennings get a glimpse of A PAIR OF GREEN EYES just
visible between the violinist's movements.

Intrigued, he angles away from Shorty to get a look at her.

SHORTY

Don't leave me...

JENNINGS

You'll be fine...

We see now that she's talking to some BORING GUY. We will
come to know her as RACHEL PORTER. The guy moves off and
Jennings follows her to the bar.

JENNINGS

(to the bartender)

I'll have a club soda, no ice.

Rachel looks at him. He smiles.

JENNINGS

(re: the other guy)

You escaped.

(then)

I'm Michael.

RACHEL

Rachel Porter.

JENNINGS

Well, Miss Porter-- Or is it Mrs.?

RACHEL

It's Doctor Porter.

(CONTINUED)

JENNINGS

Really. What sort of doctor?

RACHEL

Why don't you guess, show me how smart you think you are.

JENNINGS

I'm not that smart.

She smiles at him.

RACHEL

I'm a biologist.

JENNINGS

You work with Jimmy?

RACHEL

Yes.

JENNINGS

(smiles)

Top secret?

RACHEL

Isn't everything with Jimmy?

JENNINGS

Jimmy always thought it made him more manly or something, have so many secrets.

RACHEL

Don't you?

JENNINGS

Think Jimmy's manly? I don't know. He's got nice hair I guess, but...

RACHEL

(smiles)

I meant, do you have any secrets?

JENNINGS

I don't know, but I'm pretty good at keeping them.

RACHEL

I walked right into that one, didn't I?

(CONTINUED)

He smiles with her, then let's go with:

JENNINGS

You wanna leave?

RACHEL

Excuse me?

JENNINGS

I mean, if you want, I could keep going with my little patter, but I know you're already just a little interested... aren't you?

She considers him a moment, then:

RACHEL

I tell you what. Michael. I'm gonna walk over there, talk to a friend of mine. Later on, you get the urge to have a real conversation, you know where to find me.

JENNINGS

(shrugs)

Okay...

He extends his hand...

JENNINGS

Nice meeting you, Dr. Porter.

RACHEL

Oh come on, giving up so easy? Or don't you believe in second chances?

JENNINGS

Tell you the truth. No. I don't.

And he turns and walks off.

Shorty watches him from across the room. He's uncomfortable here. Is unable to start any kind of conversation with these people.

JENNINGS stands in front of the CASE which houses the original TELEGRAPH. He downs his drink.

RETHRICK

You could reverse engineer that,
but I don't know how much you'd get
for it.

JENNINGS looks up. RETHRICK smiles. They embrace.

RETHRICK

Did you like your present?

JENNINGS

I did. Speaking of that...

ACROSS THE ROOM -- SAME

RACHEL talks in a group. She SEES Jennings and Rethrick. Sara
Rethrick comes up beside her, follows her gaze.

SARA

What do you think?

RACHEL

I think he's got a secret he
doesn't wanna tell me.

Sara doesn't answer. Rachel looks at her.

RACHEL

What? He's married, right?

SARA

He was.

RACHEL

Divorced?

Sara stands there a moment, then...

SARA

She worked for Jimmy. In fact, he
introduced them.

(then)

It's not a good story.

RACHEL

Okay. Never mind--

But Sara has to tell it. She looks at Jennings across the
room.

SARA

She was eight months pregnant when
there was a...complication.

*
*

RACHEL

The baby...died?

*
*

SARA

They both died.

*
*

Sara looks off at Jennings and Rethrick as they disappear now
down the hall.

Shorty gets a drink from the bar, turns and he, too, sees
Rethrick and Jennings walk off. He follows as the two men
disappear into a room, shut the doors on Shorty.

INT. THE ROOM OF GAMES - NIGHT

As the doors around the room all shut automatically, drowning
out the noise from the party and leaving RETHRICK and
JENNINGS along in a room with CARNIVAL GAMES and VIDEO
MACHINES.

RETHRICK finishes TEARING OPEN JENNINGS' PRESENT. He smiles.

RETHRICK

Very nice...

It's the JIGSAW PUZZLE he sent Jennings, now completed and
framed. It's of ALBERT EINSTEIN.

RETHRICK

How long did it take you?

JENNINGS

Five hours, give or take

RETHRICK

Took me four and a half.

JENNINGS

But you had the box.

Touche. Rethrick nods, takes a smokeless cigarette from a
bowl on the desk.

RETHRICK

The newest version...

He lights it. But we don't see smoke from the tip. The end
glows red as he inhales, but we see no smoke when he exhales.

(CONTINUED)

RETHRICK

It doesn't actually combust like
the last one, but instead
evaporates a water based gel
infused with nicotine.

JENNINGS

A more intense nicotine, from what
I hear.

RETHRICK

(smiles)

Depends on who you talk to. Either
way...

He takes a hit, then flicks the cigarette into the trash.

RETHRICK

They taste like shit...

RETHRICK opens a humidor and selects two CIGARS...

JENNINGS

Now you're talking.

He hands one to JENNINGS.

JENNINGS

Thank you.

Jennings prepares to light it.

RETHRICK

Wait a sec--

(then, calls)

Isaac, disable fire protection.

ISAAC (THE HOUSE)

Alarms disabled.

Rethrick looks up and watches as a SMOKE DETECTOR now flashes
from red to green.

RETHRICK

Somehow I don't think you'd look so
good covered in foam. Even in that
spiffy suit. Go ahead, light up...

And now Jennings lights the cigar. REAL SMOKE. They both puff
and enjoy a moment, then...

(CONTINUED)

RETHRICK

Who would have thought that in a
world so proficient in replication
and simulation, that...

(looks at the cigar)

...simple reality would be the real
extravagance.

Rethrick pours them each a couple fingers of scotch, hands
his old friend a glass.

JENNINGS

So what's the pitch?

Rethrick looks at him.

JENNINGS

Don't get me wrong, I appreciate
the cigar and the single malt, but
I can tell, you're getting ready to
ask me something.

Rethrick takes a drink, then...

RETHRICK

There was a time, we were in
school, we wanted to change the
world.

JENNINGS

As I recall, we wanted to save it,
not change it.

RETHRICK

(waves him off)

Semantics.

JENNINGS

Just tell me, what's the job?

RETHRICK

I can't tell you. Other than to say
that it involves optics.

JENNINGS

Optics. What are you trying to see?

RETHRICK

(smiles)

Ourselves.

(then)

(MORE)

(CONTINUED)

RETHRICK (cont'd)

You get stock options for this one.
A real piece of the company.

JENNINGS

What if it fails? Then I get a real
piece of nothing.

RETHRICK

I promise you, it won't fail.

JENNINGS

You have a crystal ball?

RETHRICK

I wish. The point is I'll guarantee
that you'll do eight figures on
this one. Minimum.

JENNINGS

What's the catch?

RETHRICK

(beat)

The job will require a bit more
time than you're used to.

JENNINGS

How much more?

RETHRICK

Two years. Maybe three.

JENNINGS

Three years? Are you kidding me?

RETHRICK

I'm dead serious.

JENNINGS

Jimmy, that's impossible. The most
anyone's done is eight weeks. I
know because it was me--

RETHRICK

Assuming it were possible. Would
you do it?

JENNINGS

Give up three years of my life?

RETHRICK

Not give up. Trade. Three years in
return for the rest of your life.

(MORE)

*

(CONTINUED)

RETHRICK (cont'd)

(then)

Do this, Mike, and you can stop
living in reverse and start...
living. One big paycheck. You're
done.

Quite a proposal. Jennings looks off, looks at one of
Rethrick's Carnival games: 'Tell your future for 25 cents'.

JENNINGS

Got a quarter?...

Rethrick hands Jennings a quarter. He inserts it. The machine
prints out a piece of paper. Jennings looks at it.

JENNINGS

Now that's helpful...

He shows it to Rethrick who reads it:

RETHRICK

"You are surrounded by friends and
loved ones."

(then)

Well, there you go.

JENNINGS

(shakes his head)

A lot can happen in three years.

RETHRICK

Not the way you live.

This hits close to home. Rethrick lightens things.

RETHRICK

You'll blink and it'll be over. To
you it'll be two seconds, a
heartbeat then SNAP -- you're rich
beyond your wildest dreams.

JENNINGS

I have to think about it.

RETHRICK

Sure...

Rethrick reaches into the coin return and tosses Jennings
the quarter.

RETHRICK

Flip a coin.

23

INT. RETHRICK'S PRIVATE LIMOUSINE - NIGHT

23

Shorty looks around.

SHORTY

Arrive in a taxi, go home in the stretch. He sure must have liked that present you got him.

He looks at Jennings who stares out the window, pensive.

SHORTY

Hey, amigo?

Jennings looks at him.

SHORTY

Whatever it is he's asking you to do. Don't do it.

Jennings looks at shorty a moment, then smiles.

JENNINGS

Don't worry about me.

24

INT. JENNINGS APARTMENT - LATE NIGHT

24

JENNINGS sits watching television. Nothing on. It's all bad. He sees the GUY WHO WON THE LOTTERY, talk to a group of reporters outside his house. Dozen of relatives and new friends crowd around him. Jennings shakes his head...

JENNINGS

You're surrounded by friends and loved ones...

He shuts off the set, looks at the bulletin board full of "mementos."

He looks around the empty apartment. He gets up, moves to the window and looks down at the street. It's quiet. He feels more alone now than ever.

He then looks off into the distance where we see the ALLCOM building in the distance.

He looks in his right hand. He's been flipping RETHRICK'S QUARTER around for hours now. Jennings TOSSES the coin in the air...

25

EXT. PRIVATE HELICOPTER - FLYING SHOTS - NEXT DAY

25

As the coin TRANSFORMS INTO HELICOPTER BLADES.

JENNINGS is being flown to Allcom. The HELICOPTER flies over the outskirts of Seattle. A CAMPUS comes into view...

26

EXT. ALLCOM CAMPUS - DAY

26

The HELICOPTER lands in a courtyard. JENNINGS steps off the helicopter

MR. WOLFE (O.S.)

Mr. Jennings?

Jennings turns and looks towards the building, but the glare off the glass is so strong he can't see anything but washed-out light. Jennings reaches into his coat and puts on his SUNGLASSES, and now sees MR. WOLFE -- a suit who carries a MUNDANE BRIEFCASE -- standing by the door.

MR. WOLFE

John Wolfe. Welcome...

MR. WOLFE leads JENNINGS into the building.

27

INT. THE "ENTRANCE BUILDING" - DAY

27

MR. WOLFE and JENNINGS are in the lobby. There are SECURITY SCANNERS for everyone who goes past this point.

MR. WOLFE

You understand that you won't be allowed to leave the grounds.

He indicates a row of tiered balconies...

MR. WOLFE

You will be assigned a residence on campus. All of your mail will be screened. No outside phone calls. Of course, anything you receive will have to be inspected.

JENNINGS

I understand.

JENNINGS looks to his right as they pass out of the lobby. A three story row of uniformly built condominiums face the entrance. His new home.

27A INT. ALLCOM - SECURITY SCREENING AREA - DAY

27A

MR. WOLFE leads JENNINGS through a screening machine and directs him over to the security office counter. An ASSISTANT walks over with an EMPTY MANILA ENVELOPE and a FORM for Jennings to sign.

MR. WOLFE

I'm going to need your personal belongings, please. Watch, wallet, whatever you're carrying. I'm afraid nothing is allowed to be brought in.

JENNINGS empties his pockets. WOLFE collects it all.

MR. WOLFE

All these items will be returned to you when you pick up your paycheck.

Jennings is still wearing his Armani sunglasses.

MR. WOLFE (CONT'D)

Sorry, those too.

Jennings hands them over and watches them disappear with the rest of his items into the MANILA ENVELOPE. Mr. WOLFE seals it, then hands JENNINGS the form to sign. JENNINGS signs.

28 INT. RETHRICK'S OFFICE - DAY

28

RETHRICK is in the middle of placing a nickel-plated .45 MATCH PISTOL into a case...

JENNINGS (O.S.)

Don't shoot!

Rethrick looks over as Mr. Wolfe and Jennings come into the cavernous office.

RETHRICK

Mike. Welcome. Everything okay?

JENNINGS

Everything's fine.
(indicates the pistol)
I'm already convinced.

Rethrick smiles, puts the gun away.

(CONTINUED)

RETHRICK

A gift from clients in Venezuela.
We've come up with some interesting
ideas on the deforestation problem
down there.

JENNINGS

It involve "optics" by chance?

RETHRICK

(smiles)

No. It doesn't.

(then)

I assume Mr. Wolfe gave you all the
fine print?

JENNINGS

Yeah. He just took the only pair of
sunglasses I've managed not to
lose.

RETHRICK

I'm so sorry.

Jennings watches now as R. WOLFE opens his MUNDANE BRIEFCASE.
Inside is a large, INSIDIOUS-LOOKING SYRINGE...

JENNINGS

Whoa, hoss...

MR. WOLFE

It's for your memory wipe.

RETHRICK

We inject you with an isotope. It
takes a few minutes to migrate to
your brain, where it will lodge and
serve as a marker. Then, when we're
done, another injection will erase
everything back to it.

MR. WOLFE

No barbaric cooking of the brain.

MR. WOLFE INJECTS it in Jennings' arm before Jennings has
time to even consider it.

JENNINGS

(suddenly nervous)

What have I gotten myself into?

(CONTINUED)

28

CONTINUED: (2)

RETHRICK

Let's find out.

29

EXT. THE ALLCOM CAMPUS - DAY

29

JENNINGS and RETHRICK walk through an INDOOR/OUTDOOR COMPLEX hidden from the world.

RETHRICK

Day workers come in on a tram, but the majority are live-ons. I wanted a place away from the distractions of modern life. I've found privacy gives rise to innovation. Besides--

JENNINGS

It makes it harder for the competition to figure out what you're doing.

RETHRICK

And there's that.

They approach the BIOLAB. Behind it is the SOLAR TOWER.

30

INT. BIOLAB - WALKING

30

RETHRICK and JENNINGS cross a complex of water tanks, soil beds, towering tress; all in CONTROLLABLE ENVIRONMENTS.

RETHRICK

This was once our smallest unit, but it's now our most profitable.

JENNINGS

What do you do in here?

STEVENS (O.S.)

Is this him? Is this our ringer?

An awkward man, STEVENS, approaches.

RETHRICK

Michael Jennings, Gene Stevens.
Fellow engineer.

His expression when he looks at Jennings is one of forced enthusiasm.

STEVENS

We're all so... glad you're here.

(CONTINUED)

CONTINUED:

RETHRICK

Gene's been in charge of getting
your lab ready.

STEVENS

Of course I'm not actually allowed
to know what you're doing. But rest
assured the lab is ready. You'll be
thrilled, I'm sure.

JENNINGS

Great... Thanks... Gene.

STEVENS

Mr. Rethrick, I need a word with
you.

RETHRICK

Be right there.

JENNINGS and RETHRICK walk a few paces away.

JENNINGS

What's his problem?

RETHRICK

Envy. But don't worry...

RETHRICK taps the spot on JENNINGS' arm where he was INJECTED
with the marker.

RETHRICK

You won't remember him.

(then)

Don't go too far.

RETHRICK walks off. In fact, RETHRICK disappears through some
FOG which has SUDDENLY MATERIALIZED in this portion of the
lab.

JENNINGS looks around, moves to a clear portion. Suddenly
STEAM comes up through the floor and surrounds him again.

A few feet over, that section is dry, so JENNINGS moves. This
AREA is hit with rain now from a sprinkler above.

JENNINGS

Hey...

JENNINGS steps into the NEXT AREA. It fills with rain as all
of the sprinklers come on. He looks around.

(CONTINUED)

JENNINGS

Very funny.
(to no one)
I give up...

RACHEL (O.S.)

Don't give up.

Jennings, STARTLED, turns. The fog clears and we see RACHEL standing in a GLASS SHED designed to keep the equipment dry. From here she can control the environments in the lab. She STOPS the rain and smiles.

RACHEL

Sorry. I couldn't help myself.

He watches as she now wades barefoot into the middle a SMALL LILY POND. Barely a foot deep, it looks almost as if she's walking on water. She picks up one of the delicate plants and examines it.

JENNINGS

Must be nice, play God.

RACHEL

It has its moments.

He looks around the lab.

JENNINGS

This is all yours to play with?

RACHEL

Yes.

JENNINGS

Maybe now you can tell me what you're up to in here?

RACHEL

You mean, now that you're a prisoner?

She smiles, turns and gestures to her lab.

RACHEL

Besides creating smokeless cigarettes, we've discovered medicines to control high blood pressure, certain forms of heart disease.

(MORE)

(CONTINUED)

RACHEL (cont'd)

We even figured out a way to use tobacco to grow anti-cancer drugs--

He chuckles.

RACHEL

What's so funny?

JENNINGS

I'll bet anything James started this unit as a bone to his conscience.

RACHEL

It was actually a bone to the environmentalists who kept paint balling his beach house, but then, who cares why he started it? As long as the work gets done.

JENNINGS

You're right.

He studies her a moment.

RACHEL

What is it?

JENNINGS

It looks like I'm getting a second chance after all.

RACHEL

(smiles)

Whether you want it or not.

He can't stop looking at her. Suddenly, starting to feel the barest tinge of regret for what he's about to embark on...

JENNINGS

Say something...

RACHEL

Excuse me?

JENNINGS

Say something nice before I forget this...

She looks at him, confused, but before he can say anything else, Rethrick returns, smiles at Jennings wet condition.

(CONTINUED)

RETHRICK

Dr. Porter, I see you've been
playing with the weather again.

RACHEL

Mr. Jennings looked like he could
use a shower.

RETHRICK

Be nice. Mike's moving into the
neighborhood.

RACHEL

Well, if you ever need a... cup of
sugar...

She extends her hand, he shakes it.

RACHEL

You know where to find me.

A bittersweet moment for Jennings. He won't remember this.

JENNINGS

Right.

He and RETHRICK walk to the glass doors. Rethrick pauses,
considers his old friend a moment.

RETHRICK

You can still back out.

Jennings looks at him.

RETHRICK

No hard feelings.

Jennings looks back at Rachel. She's shrouded in a RISING
FOG.

JENNINGS

No...

The last thing he sees are her GREEN EYES.

JENNINGS

...I wanna stay.

As Jennings is led into the lab.

RETHRICK

Michael Jennings, meet the other
half of your team...

Rethrick nods A MAN who now anxiously rests his hands on a
metal suitcase that sits atop the table.

RETHRICK

Dr. William Dekker--

Rethrick then moves to the metal suitcase and flips open the
latches on either end.

RETHRICK

And, now, Gentlemen, let's have a
look at the next three years...

And now as Rethrick lifts the lid on the suitcase, we see...

--- A BRIEF FLASH OF WHITE ---

INT. RETHRICK'S OFFICE - DAY

As Jennings, his back to us, sits at Rethrick's desk.

RETHRICK

...of your life.

Rethrick sits behind the desk, but our view of his face is
blocked by Jennings's head.

RETHRICK

I can't tell you how grateful I am.

Jennings turns and looks to the couch where MR. WOLFE puts A
SYRINGE back into his briefcase and sits down. He's OLDER.

JENNINGS

What's going on?

RETHRICK

Michael...

And as Rethrick stands up from behind the desk, we can see
that he, too is clearly older.

RETHRICK

You're done.

JENNINGS sees himself in a mirror. He has a SCAR on his chin.
Other changes are subtle, but not to him. He's older too.

33

EXT. THE HELIPAD - DAY

33

As JENNINGS, out of sorts, looks around. It's SUMMER. A
HELICOPTER waits to take him home. WOLFE and RETHRICK escort
him.

MR. WOLFE

Your money's been transferred to
your account at Reddy Grant &
Associates.

*
*

JENNINGS

(dazed)

Reddy Grant & Associates...

*

MR. WOLFE

You have an appointment there today
at one o'clock.

RETHRICK looks at WOLFE -- 'Let me walk him alone from here.'

RETHRICK

Just go home. Do the paperwork.
When you feel up to it, call me.
We've got a lot of catching up to
do.

Jennings looks around.

JENNINGS

How long has it been, Jimmy?

RETHRICK

It's been three years, Mike.

Jennings takes that in. Three years he'll never get back.

JENNINGS

How'd I do?

RETHRICK

You did good. Real good.

RETHRICK closes the Helicopter door. The HELICOPTER spools
up. Jennings looks out on the campus. He feels a vague sense
of LOSS. Not sure why. The HELICOPTER roars into the air...

34

EXT. JENNINGS' APARTMENT - DAY

34

JENNINGS gets out of one of RETHRICK'S COMPANY CARS. He's
bought some GROCERIES on the way home.

35

INT. JENNINGS' APARTMENT - DAY

35

JENNINGS looks around. Everything is dusty.

He walks into his KITCHEN. Puts his GROCERIES down. He PAUSES to run his hand along the OUTSIDE OF THE REFRIGERATOR DOOR -- which is EMPTY. SOMETHING ABOUT AN EMPTY DOOR seems to make Jennings a bit sad. He doesn't know why.

LATER, he finishes unpacking the LAST BAG... He pulls out PLANT. The first such thing we've ever seen in his apartment.

He stares at the WINDOWSILL. That's the perfect place to put the plant. He sets it down, stares at it a moment, touches one of the leaves.

36

INT. JENNINGS' APARTMENT - BACK IN THE LIVING ROOM

36

JENNINGS is crossing the room when SOMETHING catches his eye... He LOOKS OUT THE WINDOW. What he sees STUNS him.

There are now SIX ALLCOM SIGNS atop skyscrapers.

IN QUICK CUTS we see JENNINGS go to his computer... look up ALLCOM STOCK... enters STOCK-SPLITS for THE LAST THREE YEARS... finds the CLOSING PRICE of ALLCOM STOCK... HIS 5 MILLION SHARES are now worth:

JENNINGS

Ninety-two million dollars...

Jennings breaks into LAUGHTER. He looks around - how do you celebrate this? He picks up the phone, dials...

SHORTY'S VOICE

You've reached Abe and Amanda.
Leave us a message!

Jennings smiles. Good for Shorty. Jennings 'acts' formal.

JENNINGS

Yes Abraham, this is Michael
Jennings. Please call me. I've kept
my old phone number, but I have a
whole new life...

He HANGS UP. He LOOKS at the CLOCK -- 12:12PM. Less than an hour 'til his appointment. He runs to take a shower. Our CAMERA REFOCUSES... A slow zoom... Gradually, one of the skyscrapers in the distance looms larger...

We see THE FIGURE OF A MAN who has been watching JENNINGS.

37

INT. JENNINGS' BATHROOM - LATER

37

JENNINGS steps out of the shower. He looks at his STEAM-
COVERED MIRROR. Something about this feels familiar.

38

EXT. REDDY GRANT & ASSOCIATES BUILDING - DAY

38

*

Jennings gets out of the car and walks up the steps.

39

INT. IMPRESSIVE CONFERENCE ROOM - DAY

39

JENNINGS waits for his ESCROW AGENT. As she walks by the
glass interior wall, ALL JENNINGS CAN SEE ARE HER GREEN
EYES... He stares at them...

The moment he sees HER FACE he forgets what he was feeling.

JANE

Okay, all set. Everyone at Reddy
Grant & Associates appreciates your
business, sir.

*

*

JANE hands Jennings a stack of documents. Her name badge
emblazoned with REDDY GRANT & ASSOCIATES. JENNINGS SIGNS his
name.

*

JENNINGS

Not as much as I appreciate my
business.

Jane hands him THE MANILA ENVELOPE with his personals.

JANE

Your personal items...

She indicates the stamps on the front.

JANE (CONT'D)

You only needed five stamps.

JENNINGS

Yeah well...

(opening the envelope)

I think I can afford the extra
forty cents.

He looks inside the envelope, looks at Jane.

JENNINGS (CONT'D)

This isn't my stuff.

(CONTINUED)

CONTINUED:

JANE

It's not?

JENNINGS

Jane, you're killing me if you
think I'd wear...

He indicates a pair of ugly LAB-STYLE EYEGLASSES among the
items. Definitely not his Armani glasses from before.

JANE

I don't know what happened.

JENNINGS

Forget it. Let's get to business.
How do we move my shares? I want to
take some money out now; the rest
I'd like to invest for the future.

JANE

(uncomfortable)

Mr. Jennings. You forfeited those.

JENNINGS

Excuse me?

She flips through the contracts.

JANE

Here - Dated four weeks ago. You
surrendered the shares and stated
to deliver only the envelope of
personals.

(then)

Don't you remember doing that, sir?

JENNINGS

No, I don't remember doing that
because I didn't do that.

(then)

How do we clear this up?

JANE

We can't. I agree it's a strange
thing you did, but legal--

JENNINGS

Strange? Strange implies plausible.
Strange does not include handing
over partial ownership in a fortune
500 company for some knick-knacks!

(CONTINUED)

Jennings empties the MANILA ENVELOPE onto the desk. A cascade of unfamiliar, mundane ITEMS.

JENNINGS (CONT'D)

Or maybe you think this matchbook is worth a hundred million. No? What about this paperclip? Goddamn if that's not the best 30 million a guy ever spent! Oh, and we can't forget...

He puts on those ugly LAB-STYLE GLASSES.

JENNINGS (CONT'D)

You just can't put a price on looking good, can ya, Jane?!

He whips the LAB-STYLE GLASSES off. He's not happy.

JANE

I'll look into it, but it's going to take some time.

He storms out, slamming the door.

We linger on JANE. Shaken, she gathers up the papers. Then she scoops those ITEMS back into the MANILA ENVELOPE.

THE OFFICE DOOR OPENS. She looks up and is stunned to see TWO MEN IN SUITS. (AGENT #3 AND #4)

40

INT. JENNINGS APARTMENT - DAY

40

We WATCH from that skyscraper where that FIGURE is. JENNINGS STORMS into his apartment. We join JENNINGS as he speaks on the PHONE to Rethrick's Secretary.

SECRETARY (PHONE)

Mr. Rethrick's office.

JENNINGS

It's Michael Jennings and it's important.

SECRETARY (PHONE)

I'm sorry, but Mr. Rethrick stepped away. He won't be back until later this afternoon. If you like I can try and reach him on his cell--

JENNINGS

Yes. Try.

(CONTINUED)

40

CONTINUED:

40

Jennings slams down the phone. He paces back and forth. And now, behind Jennings, THE CLOSET door slowly opens. TWO MEN WITH GUNS are inside.

Jennings senses something turns around just as...

A MAN tackles JENNINGS. JENNINGS backs the man into the WINDOW, which breaks. The MAN slumps, partially hanging out the WINDOW. But JENNINGS has no interest in anything but escaping.

He sprints for the front door, RIPS it open and -- HE'S FACE TO FACE with ANOTHER MAN (AGENT DODGE)!

Before JENNINGS can react, metallic projectiles from Taser guns slam into him from behind. SHOCKS OF ELECTRICITY burst through his body. Jennings falls to the floor.

41

EXT. BUILDING ACROSS THE WAY - DAY

41

Where a man watches the scene through binoculars. He lowers the glasses so that we see it's Mr. Wolfe. He says into his phone:

MR. WOLFE

They just picked him up.

42

INT. RETHRICK'S OFFICE - SAME

42

As Rethrick spins around in his chair, looks out at the city...

RETHRICK

Follow them and don't leave until three minutes past three. Do you understand, Wolfe? You stay until exactly three minutes past. Not a moment sooner.

43

INT. FEDERAL INTERROGATION ROOM - DAY

43

The Clock on the wall says 2:55 PM. CAMERAS monitor Jennings, who comes to, groggy. Two JUNIOR AGENTS (AGENT #3 AND #4) watch him. Two Lead Agents, DODGE and KLEIN, come in. The door AUTOMATICALLY LOCKS BEHIND THEM.

JENNINGS

Who are you people?

DODGE

FBI.

(CONTINUED)

JENNINGS

And I'm here because you think I've done... what?

Dodge takes a drag on a SMOKELESS CIGARETTE.

DODGE

We know that you accepted payment for the exploitation of classified Government technology. And that's called treason. In this country, people get fried for that one.

JENNINGS

In this country, I also get an attorney.

DODGE

No. Not today you don't.

Dodge pulls his gun and puts it at Jennings temple.

JENNINGS

What the hell is this!?

DODGE

This is what happens when the Attorney General pages me during the middle of my birthday dinner and says, "Michael Jennings' cooperation is a matter of National Security."

KLEIN

Hey, happy birthday.

KLEIN empties the MANILA ENVELOPE onto the table. He thumbs through the ITEMS: Among them -- the LAB-STYLE GLASSES and A PACK OF SMOKELESS CIGARETTES. We don't see the rest yet.

JENNINGS

Those aren't mine...

KLEIN selects A DIGITAL WATCH from them. He brings it to Jennings' bare wrist. He fits it on. It matches Jennings' tan line there perfectly.

KLEIN

You were saying.

JENNINGS

You're making a mistake. I'm an engineer...

DODGE

A reverse engineer, right? Let me show you the pieces to the puzzle I'm solving.

A PRESENTATION begins. It's a series of SLIDES showing DOCUMENTS and PHOTOS. Starting with A MAN...

DODGE (CONT'D)

Richard Dekker. Government Physicist. Weapons division. Level 5 Security Clearance. Three years ago, his project was shelved. He didn't like that so...

A series of PHOTOS: DEKKER meeting with different men.

DODGE

He sold his work. Classified work. He offered it to several major corporations; we think Rethrick bought it. Unfortunately, we can't link Rethrick to the sale because...

New slide: DEKKER dead.

DODGE

Dekker died. Natural causes. Natural being gravity after a 140-foot fall out of his apartment building.

JENNINGS

What does this have to do with me?

A series of DESIGN DOCUMENTS are projected.

DODGE

These are patent applications. Over one hundred, filed this month. They show a design based on Dekker's work. Or that's what the boys in the science division tell me, all I care about is whose signature is on every one of these documents...

It's JENNINGS' SIGNATURE - over and over and over.

(CONTINUED)

KLEIN

Rethrick used you, Mike. It's your name on those patents, your design. He can claim he knows nothing about Dekker or where it came from.

DODGE

Your only chance to avoid prison and some serious hiccups in your personal life is to tell us everything you did for Rethrick.

Jennings realizes just how badly he's been played.

DODGE

This offer expires in about thirty seconds.

JENNINGS

I can't...

KLEIN

You don't owe him anything--

JENNINGS

DON'T YOU GET IT!?! I CAN'T TELL YOU ANYTHING BECAUSE I DON'T REMEMBER ANYTHING!! He wiped my memory.

It hangs there.

JENNINGS

Jimmy offered me the job, but didn't tell me what it was. He just said it would take three years.

DODGE

And you just took it? Gave up three years of your life, just like that?

JENNINGS

I stood to make ninety million.

Klein and Dodge look at each other.

KLEIN

Ninety million? To skip what was basically the length of my second marriage? Sign me up.

(CONTINUED)

DODGE

You said you stood to make the ninety. That mean you didn't collect?

JENNINGS

There's been some kind of mistake, but I'm gonna clear that up.

DODGE

Oh, I'm sure you will.

(then)

Jennings, listen to yourself and tell me that you're not so all the way dumb to see that you've been played?

JENNINGS

Look, I'll do whatever you want. I'll help you any way I can. But I swear: I have no idea what I made.

The Agents mull over Jennings' plea.

KLEIN

You know what? I believe him.

DODGE

Me too.

(Jennings is relieved)

Okay load him in.

SUDDENLY, Jennings chair begins to change shape. He's held in place by ELECTROMAGNETIC RESTRAINTS. He is in an EXTRACTOR!

KLEIN

We figured Rethrick might've tried a wipe, so we'll try an extraction.

JENNINGS

All you're going to see is blank...

DODGE

Only if we stop the cook at forty. But as I'm sure you're well aware, even the best wipes break down as the brain approaches 43 degrees. Well, Mr. Jennings, today, that's a red light we're gonna run.

*

*

(CONTINUED)

43

CONTINUED: (5)

JENNINGS

(beat)

You take me to 43, I'm dead. *

DODGE

Maybe not dead. You could be a vegetable, live the rest of your life with a bib and a bedpan.

(then)

Unless there's something you wanna tell me?

JENNINGS

I told you. I don't know anything.

(looks at the machine)

So now you're gonna kill me so you can maybe see a memory or two?

Dodge rubs out his SMOKELESS CIGARETTE.

DODGE

Sorry, Mike. But we kinda need to know what you folks have been up to over there at Allcom.

The extractor is TURNED ON. Without a respirator or other precautions, JENNINGS SCREAMS IN PAIN. Klein indicates the read-out of "CORE BRAIN TEMPERATURE." It says 41 DEGREES. *

The Clock on the wall ticks to 3:01. Dodge reaches for another SMOKELESS CIGARETTE but his pack is EMPTY.

44

EXT. SIDEWALK CAFE ACROSS THE STREET - SAME

44

Mr. Wolfe is enjoying some pie. He dabs at his mouth with a napkin. Everything about his guy is neat and tidy. Every move is slow and deliberate. Like now as Mr. Wolfe shoots his well-tailored cuff and checks his watch.

45

INT. INTERROGATION ROOM - CONTINUED

45

The read-out now says 42 DEGREES. Jennings WRITHES in agony. The extractor's monitor is BLANK. Erased memories. *

A Junior Agent makes a LIST of JENNINGS' ITEMS as he places them back in the manila envelope. All that's left is a **PACK OF SMOKELESS CIGARETTES**.

JUNIOR AGENT

Hey, boss. I'm sure he won't mind.

He tosses the **PACK** to DODGE. *

(CONTINUED)

45

CONTINUED:

KLEIN

Getting something here...

...We see the first IMAGES on the monitor. They are in Black and White and contain no sound. There is a lot of interference. Things are much more VIVID in Jennings' mind...

46

JENNINGS' MEMORY (SOUND AND COLOR AS APPROPRIATE)

46

We hear the SOUND OF WIND. Jennings and Rachel are walking hand and hand along a ridge above the city. The landscape looks solarized; the light, all washed out, overexposed...

JENNINGS

If you knew I was going to leave,
what would you do?

She turns to him as, suddenly, the wind whips up, while the light gets brighter and brighter, waves of heat come off the city as if it's suddenly disintegrating before our eyes.

We now FADE TO WHITE...

KLEIN

He's going!

The READ-OUT is 41 DEGREES. The Extractor's screen isn't getting anything anymore. The Clock is ticking to 3:03.

DODGE

Come on...!

Jennings shakes. The READ-OUT slowly approaches 43 DEGREES. And then Jennings STOPS shaking and is dead-still.

*

DODGE (CONT'D)

Shit... we got nothing.

Dodge jams the SMOKELESS CIGARETTE in his mouth.

47

EXT. SIDEWALK CAFE - SAME

47

Mr. Wolfe neatly folds his paper napkin and places it on his plate. He adjusts his tie, calmly signals the waitress.

MR. WOLFE

Check please.

48

INT. INTERROGATION ROOM - SAME TIME

48

DODGE, disgusted, fires up his LIGHTER...

(CONTINUED)

CONTINUED:

JENNINGS' MIND: An odd ASSORTMENT OF IMAGES: A SMALL RAINBOW inside wherever he is. A Black-tiled FLOOR. A TOWERING GREEN TREE...

RACHEL'S WHISPER (V.O.)

I love you...

And then he sees A BULLET flying towards him in slow motion... NOTHING FOR HIM TO DO BUT TURN AND RUN... EVERYTHING TURNS RED just as...

DODGE'S LIGHTER ignites the tip of the SMOKELESS CIGARETTE. The ash flares RED and emits a SMALL PUFF OF SMOKE.

DODGE

Wait a minute--

THE FIRE ALARMS GO OFF. ALL HELL BREAKS LOOSE.

The room is doused in a moist chemical SMOKE. It clouds the scene, BURNS their eyes, and SHORT-CIRCUITS the EXTRACTOR. The electromagnetic restraints on Jennings are no more!

The Agents are INCAPACITATED. DODGE tries to open his eyes, but shuts them tight because the foam burns them.

JENNINGS comes to - Not dead yet! He tries to see where to run, but can't see at all.

DODGE (CONT'D)

HE'S LOOSE!

JENNINGS is trapped. No way to escape unless he can see. Then he realizes -- There is something that can help him see!

Jennings feels on the desk. He grabs the MANILA ENVELOPE. He pulls out THE LAB-STYLE GLASSES. They wrap around his eyes. Now he can see and no one else can. Advantage: Jennings.

Jennings maneuvers around the Agents, moves to the door which automatically UNLATCHES as the FIRE ALARM SOUNDS.

DODGE (CONT'D)

THE DOOR!

Jennings opens it just as ANOTHER AGENT comes through from the other side. Jennings, without thinking, JAMS THE MAN IN THE THROAT WITH THE HEEL OF HIS HAND, SPINS AND KICKS HIM OUT OF THE WAY. He looks at his hand...

JENNINGS

Whoa...

(CONTINUED)

48

CONTINUED: (2)

Jennings stands there, staring disbelievingly at what he's just done, then gets the hell out of there.

49

EXT. SIDEWALK CAFE - SAME

49

MR. WOLFE calmly looks at his watch. 3:03.

MR WOLFE

G'night, Mikey.

Mr. Wolfe then adjusts his tie and stands up...

He unfolds some cash, sets it down on the table, and freezes as, suddenly, he looks out the window, sees JENNINGS running out of the building.

HE STARTS TO DRAW A GUN, but has to put it away because DODGE AND KLEIN lead some AGENTS after Jennings.

JENNINGS makes a bee-line across the plaza, his only escape is the UNDERGROUND TRANSIT BUS STATION.

50

OMITTED

50

51

INT. BUS STATION - CONTINUED

51

Jennings races in. He's in luck, a TRANSIT BUS is pulling in. There's a TICKET-GATE between Jennings and the platform. He runs to it -- but it's LOCKED.

TRANSIT POLICE hear a report on their earphones. They begin to scan the crowd. Jennings can't afford to stand out, so he backs up into the LINE for the ticket booth. IT'S LONG.

AGENTS are at every exit. DODGE AND KLEIN come in. A CHIME rings on the BUS. It's leaving. People still try to jump on, so the doors can't close.

JENNINGS is desperate. The ticket line is too long. Every escape is blocked. It can't end like this!

He BUMPS into a guy next to him and DROPS THE MANILA ENVELOPE of ITEMS. It hits the ground. And there, hanging slightly out of it is -- A BUS TICKET. Jennings stares in disbelief.

The BUS doors re-open one last time. Jennings looks up and steps inside.

DODGE gets to the platform just as SEVERAL BUSES PULL AWAY at once. Jennings could be on any of them.

(CONTINUED)

51

CONTINUED:

51

KLEIN

(races up)

I'll get men at every stop!

DODGE

He'll be long gone by then.

(watches the buses)

How the hell did he do that?

52

INT. BUS - DAY

52

JENNINGS stares at the MANILA ENVELOPE, wondering the same thing.

He peeks in to look at the ITEMS... Sees A KEY, AN AEROSOL CAN, A DIAMOND ENGAGEMENT RING...

THAT RING catches the attention of A STREET KID close by.

As the BUS APPROACHES ITS next station, the STREET KID BUMPS JENNINGS, knocking the ENVELOPE to the floor. The KID pretends to help JENNINGS pick up the stuff. He calmly pockets the DIAMOND RING. He begins to walk away.

The KID makes it to the door as JENNINGS puts the last item back in the envelope then REALIZES the RING is gone.

JENNINGS

HEY!

The doors OPEN. The KID races out with the RING.

53

EXT. STATION - CONTINUED

53

The KID squeezes through the people trying to get on. Jennings has a harder time.

54

EXT. STREET - CONTINUED

54

THE KID races off. JENNINGS slows, no chance to catch him.

JENNINGS

Damn...

He LOOKS UP. He's at the Reddy Grant & Associates. Back where he first got this ENVELOPE. Coincidence? *

55

INT. REDDY GRANT & ASSOCIATES - JANE'S OFFICE - DAY

55

*

JANE comes in and is STARTLED to see JENNINGS waiting.

(CONTINUED)

55

CONTINUED:

JENNINGS

Relax, Jane. I know you spoke to the Federal Agents. But as you can see, everything is just fine now, so...I need to find out who sent these items.

Jane finds the information in her desk.

JANE

They were sent three years ago--

JENNINGS

No. Remember the mix-up? These aren't the same. These were sent by somebody else. Somebody I'd really like to talk to.

JANE

(checks another page)
You're right. Replacements were sent a few weeks ago...

JENNINGS

Who sent them?

JANE

...You did.

She hands him the document. HIS SIGNATURE.

JANE (CONT'D)

That's you. Right here. See? 19 items...

Now his head is really spinning. Jane sees he's distracted, picks up a PHONE:

JANE (CONT'D)

SECURITY!

But Jennings is gone.

56

EXT. ALLCOM - AFTERNOON

56

The solar tower rises up adjacent the Biolab.

57

INT. RETHRICK'S OFFICE, SOLAR TOWER - SAME

57

As Rethrick stares at the .45 caliber match pistol sitting in the case on the desk. Mr. Wolfe is reflected in the glass, standing there, waiting... Finally:

(CONTINUED)

RETHRICK

Michael Jennings died at exactly three minutes after three. The Government, left with no case, closed its investigation of Allcom.

(turns to Wolfe)

It's impossible that he escaped. Unless you changed something--

MR. WOLFE

I didn't.

RETHRICK

What were you doing exactly?

MR WOLFE

I was eating pie.

Rethrick looks at him. Mr. Wolfe realizes how ludicrous that sounded, continues with...

MR. WOLFE

He left Reddy Grant exactly when It predicted. The Feds took him exactly when It predicted--

RETHRICK

BUT HE DIDN'T DIE LIKE IT
PREDICTED!

(then)

Michael Jennings is not a super-agent, he's an engineer. Yet somehow he managed to escape from a double-locked room! How? Was it fate? No, fate was on our side. That means someone who knew changed something. It wasn't me, and if it wasn't you then who...

Rethrick's voice trails off. He realizes there is one other person who might have done something: Jennings himself.

RETHRICK

Has anyone checked... the machine since Jennings walked out of here?

Mr. Wolfe's expression makes it clear: no.

58

INT. BIOLAB - DAY

58

RETHRICK and MR. WOLFE are heading towards a LAB DOOR. A GUARD steps so one side as Rethrick swipes card along the electronic door lock and the door opens.

59

INT. THE JENNINGS LAB

59

RETHRICK and WOLFE enter a mission-control style space jammed with off-the-shelf equipment which has been cannibalized for a greater purpose. We STAY TIGHT, never see the machine.

They approach a CONTROL DESK. Monitors and keyboards. Moveable FLAT PANEL DISPLAYS hang like banners.

Rethrick powers the machine up. The displays read:

"ERROR -41"

MR. WOLFE

What's that mean, "Error 41?"

Whatever this machine is - it is not operational.

RETHRICK

It means Jennings is one smart motherf-

We don't hear the rest as -- SMASH -- with a wipe of his arm, Rethrick sends the contents of the desktop flying. He PICKS UP THE-INTER OFFICE PHONE, hits a BUTTON. As he waits, he turns to MR. WOLFE.

RETHRICK (CONT'D)

Find him.

Mr. Wolfe heads out as Rethrick's call is answered...

RETHRICK (PHONE) (CONT'D)

You wanted a chance to see if
you're smarter than Jennings...

60

EXT. FEDERAL BUILDING - DAY

60

The place where Jennings flew the coop.

61

INT. FEDERAL BUILDING - INTERROGATION ROOM - CONTINUED

61

Dodge and Klein watch a REPLAY of the interrogation of Jennings. They're at the part where SMOKE comes out of what they THOUGHT was a smokeless CIGARETTE.

(CONTINUED)

KLEIN

Swapped real cigarettes for
smokeless. Fire alarm shorted out
the extractor, and automatically
unlocked the door.

DODGE

(puzzled)

He pins an escape on one of us
being a smoker who bums a smoke?
That's thin.

The REPLAY skips to where Jennings grabs **THE GLASSES**.

DODGE (CONT'D)

(now even more skeptical)

Let's say on the chance he's
captured he has an escape kit. Why
leave the kit at Reddy Grant?

KLEIN

He forgot what it was. They erased
his memory, he had no idea what
those things were for.

DODGE

So basically Michael Jennings is
the luckiest guy on the planet
Earth.

KLEIN

I guess so, yeah.

DODGE

(frowns at him)

Somehow, I think we have to do
better than that.

JUNIOR AGENT (ARRIVING)

(carrying a DVD)

Bus station cameras.

Dodge snaps: LOAD IT. They watch footage of the Bus Station.

DODGE

Where is he? There... FREEZE IT!

They see him reaching for SOMETHING. The JUNIOR AGENT zooms
in to see what it is. AMAZEMENT blooms on all their faces.
It's the **BUS TICKET**.

(CONTINUED)

DODGE (CONT'D)

Call the Attorney General, tell him
I don't care how classified
Dekker's work was, I want to know
what he was up to. And then
somebody get a rundown on
everything in that Goddamn
envelope.

INT. A FLEA-BAG HOTEL ROOM - LATE AFTERNOON

JENNINGS at a desk. He's put all ITEMS on the desk like
pieces to a puzzle. They are random and very mundane.

A KEY WITH 'EDISON' ENGRAVED ON IT. Very nondescript.

A SMALL AEROSOL CAN OF HAIR SPRAY. Jennings tries some out.

A BMW REMOTE. He presses it. The red 'in use' light works.

A FORTUNE FROM A CHINESE RESTAURANT. It reads, "A wise man
believes himself." It also has lucky numbers: 17 44 4 26 37
40. There is no restaurant name.

A MATCHBOOK SAYING 'ALL-STAR BANK'. He opens it. There's
nothing written inside. No matches either.

A BIC LIGHTER. He tries it. Whoa. The flame is dialed way up.

A SWIPE CARD. One side blank, the other has the Allcom Logo.

A SILVER DOLLAR.

A LARGE PAPERCLIP.

A NEW YORK TIMES CROSSWORD PUZZLE, partially finished, a
chain of words filled out in GREEN INK.

AN L-SHAPED HEX KEY, also known as an 'Allen Wrench.'

A MAGNIFYING GLASS LENS. The kind found on someone's desk.

A SINGLE .45 BULLET

A SERIES OF CUTS...

JENNINGS chows down on some Twinkies, studies his ITEMS...

JENNINGS

Fortune cookie: Catch-phrase,
password. The numbers. Combination?
To what?

(CONTINUED)

CONTINUED:

63

Later, JENNINGS PACES his room, on the PHONE...

JENNINGS

So what you're saying is All-Star
Bank doesn't exist?

Later, JENNINGS HOLDS UP the BMW REMOTE...

JENNINGS

Got a nice car somewhere at least.

Finally, JENNINGS at the desk. BULLET in his fingers. It is
very ominous among these household ITEMS. He puts it all back
into the envelope, looks at the front... sees the Reddy Grant *
address...

JENNINGS

It's my handwriting.

He counts the items...

JENNINGS

Sixteen items, the watch makes
seventeen, the ring is eighteen...

He opens the envelope, looks inside. Nothing. He's got
everything.

JENNINGS

She said nineteen... didn't she?
(then)
Christ...

He puts it all back, dials the phone, listens to it ring.

WOMAN (PHONE)

Hello.

JENNINGS

(hesitates)

Can I speak to Abraham, please?

WOMAN

Shorty! It's him...

SHORTY (PHONE)

Mike?!

JENNINGS

Am I glad to hear a familiar voice--

(CONTINUED)

SHORTY

What the hell's going on? I get one message.

JENNINGS

(interrupts)

I need to see you. Somewhere near Fulton. A place that's public.

SHORTY

What for?

JENNINGS

So they don't shoot me.

SHORTY

Shoot you? Jesus, what if they miss? I'll be right next to you.

JENNINGS

Shorty--

SHORTY

How about Union station? It stays open 'til ten. I can be there by eight--

JENNINGS

See you there.

Jennings hangs up. Tries to relax. He looks at the desk -- THE ITEMS are all he's got.

64 EXT. ALLCOM CAMPUS - LATE AFTERNOON

64

As Rachel, carrying a couple of Allcom shopping bags, moves towards her residence.

65 PULL BACK TO REVEAL: RETHRICK

65

Watching from somewhere upstairs.

66 INT. RACHEL & JENNINGS' APARTMENT, ALLCOM - LATE AFTERNOON 66

There is a cage with two birds in it by the window. They merrily chirp.

*
*

RACHEL comes in. The years have been very good to her. She looks happy. She looks towards the living room.

*

RACHEL

Michael?

*

(CONTINUED)

CONTINUED:

She walks into THEIR KITCHEN, sets the bags and keys down on the counter. She takes off her pack, puts it on the table and then her hooded coat. She puts a few items in the fridge. She looks out towards the living room again. *

RACHEL (CONT'D) *

Michael? *

She crosses to the bathroom and looks in, then continues into the living room, looks at desk...FLASHBACK: JENNINGS WORKING AT DESK...She looks up at the stairs. *

RACHEL (CONT'D)

Michael?

She looks at sofa, touches it softly...FLASHBACK: JENNINGS AND HER KISSING ON THE SOFA...Then she sees the Birds and starts to cross to them. *

RACHEL *

Hello, you two. Are you hungry? *

She takes the food and sits next to the cage...FLASHBACK: JENNINGS AND HER FEEDING THE BIRDS TOGETHER...She offers them food in her hand. They nibble at it. *

RACHEL *

Someone remember to feed you, let's see...You're very hungry...Someone forgot to feed you... *

(she looks up towards the stairs) *

Michael? *

She gets up and starts up the stairs. There is a knock at the door. She goes to the door and looks out the blinds and opens the door. RETHRICK is there. He acts the part of loving friend. *

RETHRICK

Rachel. You all right?

RACHEL

Of course. Why?

RETHRICK

(beat)

You don't know?

RACHEL

No... *

(CONTINUED)

RETHRICK

May I come in?

Rachel stands aside and Rethrick pushes past her on his way to the kitchen. Rachel closes the door and turns to him.

RACHEL

What's going on?

Rethrick turns and looks at her then walks past her to the living room, he scans the room. He turns to her.

RETHRICK

When's the last time you saw him?

RACHEL

Yesterday morning. He was pulling an all-nighter in his lab.

Rethrick walks over to her. Rachel looks at him. Rethrick softly touches her shoulder.

RETHRICK

I'm sorry to be the one to have to tell you this. Michael left Allcom yesterday. Permanently.

RACHEL

(stunned)
What?

Rethrick moves around to her other side.

RETHRICK

He finished his work, we erased his memory--

RACHEL

No--

RETHRICK

--and he left.

RACHEL

--he promised me.

She stands there stunned

RACHEL

He said he wasn't going to do it.

(CONTINUED)

RETHRICK

He made a lot of money on this one.

RACHEL

He said he said he didn't care
about the money.

(she starts to walk away)

He wasn't

(she turns back to him)
going to go through with the
wipe...

RETHRICK

Nearly a hundred million. Be hard
for anyone to walk away from that.

She crosses to the sofa. She sits down.

RACHEL

I don't understand--

RETHRICK

Rachel, you should also know that
it looks like Michael smuggled out
some classified information--

RACHEL

No...

RACHEL

He would never do that...

RETHRICK

Rachel, I'm sorry, but as long as
I've known him, Mike Jennings has
always been about one thing. The
paycheck.

Rethrick touches her wrist, his ring has a small prong that
scratches her wrist, drugging her.

RACHEL

Not anymore...

RETHRICK

Are you sure he didn't say anything
about leaving?

But Rachel COLLAPSES in his arms. The moment she does, a
MEDICAL TEAM bursts in. They have a 'PORTABLE' MEMORY
EXTRACTOR.

67

INT. RACHEL AND JENNINGS' APARTMENT - SUNSET

67

In the BACKGROUND, A GUARD is installing small HIDDEN CAMERAS in the apartment. RACHEL lies unconscious. A MEMORY TECH scans through her memories, looking for clues. We see them, zipping by...

RETHRICK

Anything?

The MEMORY TECH shakes his head 'NO'. RETHRICK nods, indicates the GUARD installing the cameras.

RETHRICK (CONT'D)

Once he gets the last camera in place, erase all this and put her back...

Rethrick moves to the door where Mr. Wolfe waits.

MR WOLFE

We put a tap on Shorty's phone.
Jennings called him twice.

Rethrick looks at him.

MR. WOLFE

They're gonna meet at Union Station. (then) Thought I might like to be there.

RETHRICK

Yes. And by all means, bring some of your friends. And Mr. Wolfe?
(Mr Wolfe pauses)
Skip the pie this time.

Mr. Wolfe nods, turns to go. Rethrick looks back into the room as The MEMORY TECH sets the machine and we then see...

- WHITE FLASH -

68

INT. JENNINGS' AND RACHEL'S APARTMENT - NIGHT

68

RACHEL comes to. She's sleeping on her couch. She looks around... Rethrick's gone.

She begins LOOKING everywhere for a note, or a message from Michael. She TEARS through drawers. Looks on the back of every photo on the REFRIGERATOR.

(CONTINUED)

68

CONTINUED:

ANGLE ON -- those CAMERAS watching her every move.

CUT TO:

69

THAT RIDGE ABOVE THE CITY.

69

As Jennings turns to Rachel, the city below them...

JENNINGS

If you knew I was going to leave,
what would you do?

And THIS TIME she kisses him, then backs away, starts to say something when... the city beyond explodes with light as we then...

DISSOLVE TO:

A SMALL RAINBOW. A Black-tiled FLOOR. A TOWERING GREEN TREE... Then the sound of a woman's voice:

RACHEL'S WHISPER (V.O.)

I love you...

And then all he sees is A BULLET flying towards him in impossible slow motion... He turns and RUNS.

70

INT. FLEABAG HOTEL - NIGHT

70

Jennings WAKES UP SWEATING. What the hell is going on? He looks down. He's clutching the BULLET item in his hand. Not a good omen. He THROWS it in the trash.

He gathers his things, grabs the ENVELOPE and ITEMS. He pauses, decides to fish the BULLET out of the trash.

71

EXT. UNION STATION - NIGHT

71

JENNINGS is just a face in the crowd as he walks inside.

72

INT. UNION STATION - A CLOCK...7:55PM

72

As We TILT DOWN from the clock to: JENNINGS who glances around.

Not many TRAINS left of the DEPARTURE/ARRIVALS board, but still a HEALTHY CROWD of people.

JENNINGS looks around for Shorty. We hear SINGING and he turns and sees...

(CONTINUED)

A MAN IN A WHEELCHAIR. He rattles a papercup full of change. Jennings looks at the man, feels in this moment as lonely as he must.

He drops some change into the cup, then freezes as he SEES something:

A JANITOR comes out of a SERVICE ENTRANCE, LOCKS IT behind himself and then walks off down the hall. The back of the JANITOR'S UNIFORM reads "EDISON SERVICE."

JENNINGS fishes in his envelope, pulls out the EDISON KEY.

He CROSSES and tries it on that locked door. It works! It accesses a service entrance/exit. JENNINGS stares at the KEY. What the hell is going on?

SHORTY (BEHIND HIM)

Say one word about this shirt and
I'm out of here.

He turns around and sees Shorty, standing there in his usual loud shirt, but he looks different. He's thinner. His hair is short. There's a calmer sense to him now. The two men embrace...

JENNINGS

Shorty... how you been?

Jennings steps back and considers him for a second.

JENNINGS (CONT'D)

Something's different--

SHORTY

Yeah...

(then)

I was sick.

He smiles at Jennings.

SHORTY (CONT'D)

The big C. I got diagnosed back
while you were on the Nexim
Computers job.

*
*

JENNINGS

Are you still--

SHORTY

Nah, I beat it. I beat it with a
Goddamn club and it's gone. Done.

(MORE)

(CONTINUED)

SHORTY (cont'd)

(then)

There was some good that came from
it, though, I mean, outside of all
the weight I lost...

He pulls a picture from his wallet, shows it to Jennings.

SHORTY (CONT'D)

She was my nurse, of all things.

JENNINGS

Wow...

SHORTY

I know. How's a guy like me...
right? I figure she probably
thought I was gonna die. Felt sorry
for me.

Jennings smiles.

SHORTY (CONT'D)

Anyway, we been married a year and
half. I got a nursery now. I sell
plants. You believe that one?

JENNINGS

No... I don't...

SHORTY

Yeah, but we're gonna branch out --
no pun intended -- do you know,
statues and fountains.

Shorty looks at Jennings and shakes his head.

SHORTY

I told you not to take that job.

ZOOM OUT TO REVEAL Mr. Wolfe standing at the far end of the
station watching the two men. Two of his KILLERS step up
beside him. Mr. Wolfe checks out the crowd...

OMITTED

INT. SOLAR TOWER - RETHRICK'S OFFICE - SAME

Rethrick paces like a caged animal. He gets a call:

MR. WOLFE (ON SPEAKER)

Shorty just walked into Union
Station.

(MORE)

(CONTINUED)

74

CONTINUED:

MR. WOLFE (ON SPEAKER) (cont'd)

But it's fairly crowded, so getting to Jennings is going to be difficult.

RETHRICK

Difficult? What the hell do I pay you so much for? Just pick him up!

75

INT. UNION STATION - NIGHT

75

Jennings and Shorty sit at a table in the food court.

SHORTY

Injections, you'd have to do it that way. But that's a chemical process.

JENNINGS

So?

SHORTY

So you'd have latent memories.

JENNINGS

Is that what I'm seeing?

SHORTY

Most likely. Memories that snuck through the wash, then were stirred up when the Feds went into your head.

ONE OF THE KILLERS walks along with a group of GIRLSCOUTS, a NEWSPAPER over his arm.

JENNINGS

They said I was working with designs by a guy named Dekker. They said he shopped it, I'm hoping you heard about it--

SHORTY

Dekker... Yeah, I remember that job. What I heard, he was doing something level 5 for the feds when one day they came in, shut him down.

*
*
*
*

JENNINGS

What was it?

(CONTINUED)

SHORTY

No one knew. It was only half a design, more a jumping off point. Consensus was a laser.

JENNINGS

Why?

SHORTY

Dekker's drawings called for a mirror and lens. The only things that use that are a laser, or some kind of satellite camera to see things from far away.

JENNINGS

People are going to a hell of a lot of trouble for a laser.

(re: the envelope)

And why do I have these?

SHORTY

I don't know, but that's not the question you wanna be asking.

(then)

The question you wanna ask is why did you of all people give up the money? Ninety million you say?

Shorty whistles. Jennings grows quiet, looks around the FOOD COURT. People are looking at that TV. The LOTTERY DRAWING is on live.

SHORTY

Okay. You want to know what you built? Let's work backwards...

ON TV: We/Jennings see the first number. It's 17...

SHORTY

The lens called for perfect optics. And the mirror was Nutrino-coated.

We see more numbers. 44, 4...

SHORTY

The capital outlay was huge.

We see more numbers. 26, 37, 40

(CONTINUED)

SHORTY

Word was, to build the thing
would've cost 500 billion dollars.

Jennings STARES at the TV. Those numbers are familiar.
Jennings looks through his envelope, pulls out that **FORTUNE**.

SHORTY (CONT'D)

What the hell would anybody spend
500 billion dollars to see!?

Jennings lifts the **FORTUNE** up so it's underneath the TV
LOTTERY NUMBERS after the last NUMBER is drawn. The lottery
numbers are -- 17 44 4 26 37 40. And the numbers on the
FORTUNE are: 17 44 4 26 37 40.

Jennings stares at the **FORTUNE**: "A wise man believes
himself." An incredible IDEA takes shape in his mind:

JENNINGS

(working it through)

That cigarette and glasses were the
only way out of that extractor. And
no way I get on that bus unless I
already had that ticket...

Jennings looks around...

JENNINGS (CONT'D)

And if I don't have that ring, I
never follow the kid to Reddy
Grant...

(looks at the envelope)

I gave up the money so I'd notice
the items!

SHORTY

Why?

JENNINGS

I know what you'd spend 500 billion
dollars to see, Shorty.

Jennings hands him **THE FORTUNE**.

JENNINGS (CONT'D)

The future.

Shorty stares at **THE FORTUNE**, then at the numbers on the TV.

76

INT. JENNINGS LAB - SAME

76

STEVENS looks at RETHRICK, Stevens has been hard at work.

STEVENS

He used a virus, triggered by the internal clock. The machine went down at 3:03 this afternoon.

Rethrick blinks -- 3:03, of course. When he was escaping.

RETHRICK

Can you program around the virus?

STEVENS

It's not a virus like that. Come on, I'll show you.

STEVENS slips down to crawl under the machine...

77

INT. JENNINGS' LAB - UNDER THE MACHINE - SAME

77

Whereas above the machine is spare and simple, below is a veritable maze of circuitry and instrumentation. STEVENS points out the WIRING and SWITCHWORK to Rethrick.

STEVENS

It's not in the software, it's in the hardware. He put a circuit somewhere in here... it's like a poison pill. Out of ten million parts, you've got one bad apple.

RETHRICK

But you can find it, right?

STEVENS

(his chance)

Yes. I can.

Rethrick picks up a phone. A ring on the other end.

MR WOLFE (PHONE)

This is Wolfe.

RETHRICK

Slight change in plans.

(then)

According to Mr. Stevens, we don't need Michael Jennings anymore.

(CONTINUED)

77
CONTINUED:

77

MR WOLFE (PHONE)

I understand.

Mr Wolfe hangs up. Rethrick then turns to Stevens... who clearly feels the weight of what he's just put in motion.

RETHRICK

Go to it.

78 OMITTED

78

79 INT. UNION STATION - SAME

79

AS the station crowd starts to thin. SHORTY and JENNINGS sit at a table talking. Jennings looks off, catches a glimpse of Mr. Wolfe, but he's not so sure... Shorty taps the table...

SHORTY

Look if we know anything, we know that time travel's not possible. Einstein proved it.

JENNINGS

Time travel, no. But Einstein said time-viewing was possible.

SHORTY

Well, maybe you should find Dekker, talk to him about what he...

JENNINGS

I can't talk to Dekker.

Jennings turns to Shorty, gives him a look.

JENNINGS

He had an accident.

SHORTY

(beat)

An accident?

JENNINGS

He fell his out his apartment window.

SHORTY

He fell. Uh-huh...

Now Shorty gets really nervous, starts looking around.

(CONTINUED)

SHORTY (CONT'D)

Sure, it happens... Jesus...

JENNINGS

(indicating the ENVELOPE)

I saw a future and engineered a way
to change it using the only things
I could get out of Allcom

(then)

Without these, I'm already dead.

Shorty looks at the envelope.

SHORTY

Too bad you don't remember what the
rest of them are for, huh?

The crowd in the station is getting smaller as Trains keep
leaving and the exits are being closed off. Jennings watches
a KID CARRYING A BALLOON ACROSS THE STATION.

SHORTY

Now what? Run?

JENNINGS

(looking at the envelope)

I don't think so.

SHORTY

You've got the Federal Government
after you, and your defense is a
buncha shit from Save-On?

JENNINGS

I have this feeling. Ever since I
got back, it's like something is
missing. Like I've lost a piece...

Shorty's face FLICKERS.

JENNINGS

What? Shorty?

SHORTY

Three years ago you disappeared, I
figured you quit, right? Sure
enough a few months ago I get a
postcard from some vacation spot.
No name, but I knew it was from
you. It said was "We're having a
great time. You're fired."

(CONTINUED)

79

CONTINUED: (2)

JENNINGS

We...?

SHORTY

After everything you'd been
through, to read that was -- great.

Jennings stares. We. It's like an emotional body blow. He had
found someone and now she's gone from his mind. He is silent.

SHORTY

You remember her at all?

Nothing. Not a name, not a face, only one thing, maybe.

JENNINGS

She had green eyes.

MORE THAN JUST HIS MEMORY. HE'S LOST SOMEONE HE CARED ABOUT.

JENNINGS

Jesus, if I can't even remember
someone like that?

79A

ON THE MAN IN THE WHEELCHAIR

79A

AS he reaches down between his legs and comes up with a
SILENCED PISTOL.

79B

JENNINGS

79B

tosses the envelope on the table. The **EDISON KEY** pops out.

JENNINGS

What chance have I got with these
things?

79C

ON THE KID WITH THE BALLOON

79C

As he stops in front of one of the KILLERS and pulls a WATER
PISTOL...

KID

Gotcha!

But the kid's smile fades as the KILLER PULLS A REAL GUN,
silenced, and shoots out the balloon...

79D

ON JENNINGS AND SHORTY

79D

As Jennings looks at the heel of his hand a moment.

(CONTINUED)

79D

CONTINUED:

JENNINGS

Listen, Shorty, I don't know
Karate, do I?

SHORTY

Karate? You?

JENNINGS

Because--

Suddenly the GLASS PARTITION between Jennings and Shorty
shatters. Jennings looks off, sees THE KID RUNNING AWAY as...

79E

THE KILLER WITH THE GIRLSCOUTS

79E

Raises the newspaper and fires, then quickly lowers the paper
back down over the gun.

79F

JENNINGS

79F

Throws them both to the floor, the envelope sliding off the
table with them....

JENNINGS sees the EDISON KEY ON THE FLOOR IN FRONT OF HIS
FACE. He reaches for it...

Jennings, using a series of kiosks for cover, leads Shorty
towards the Edison door.

THE KILLER IN THE WHEELCHAIR

Fires away and POSTCARDS GO FLYING...

79G

ACROSS THE STATION - MR WOLFE

79G

Sees Jennings open the door...

79H

ON JENNINGS

79H

As he shoves Shorty through the door.

JENNINGS

Get outside--

SHORTY

What are you gonna--

JENNINGS

NOW!

79J ON MR. WOLFE:

As he raises his gun to fire when, suddenly, A HUGE GUY, IN A SLEEVELESS HARLEY JACKET, COVERED WITH TATTOOS WALKS BY, BLOCKING HIS VIEW.

Mr Wolfe goes right ahead and shoots the man anyway, and as the man falls, Mr Wolfe can now see the DOOR CLOSING on Shorty, Jennings diving out of the way as Mr. Wolfe keeps firing...

79K ON JENNINGS

As bullets explode in the door beside his head and Jennings quickly moves to a KIOSK and pushes it towards a BOOKSTORE, immediately drawing fire from Mr. Wolfe and his men.

Jennings then dives behind a DISPLAY as bullets explode all around him.

He stays low and moves through the bookstore, towards the SUBWAY EXIT when SUDDENLY...

ALL THE LIGHTS GO OUT:

80 EXT. SERVICE EXIT - SAME

Shorty's RIPPED out the wiring in the electrical panel, stares at it...

SHORTY

I hope that was a good thing to do...

81 INT. UNION STATION - SAME

DARKNESS. MR. WOLFE and his KILLERS hear JENNINGS on the move. Their GUNFIRE lights up the darkness. Then after a beat, the DIM EMERGENCY LIGHTS come on.

MR. WOLFE and his KILLERS see JENNINGS running across the station. They fire at him --

JENNINGS looks for a way out -- but finds himself running into the KILLERS now covering the exits.

HE looks around -- sees all the exits are sealed. A NOISE gets his attention. It's a SUBWAY HORN -- two quick short tones as it enters the SUBWAY PLATFORM.

He sees the STAIRS DOWN TO THE SUBWAY are far across the station. No choice. JENNINGS braces, then RUNS...

(CONTINUED)

81

CONTINUED:

81

MR. WOLFE and his KILLERS open fire at the fast moving target. The BULLETS fly -- most of them passing behind the fast moving JENNINGS...

MR. WOLFE calmly adjusts his aim, leads his target more... HIS BULLETS are about to hit JENNINGS' head when...

JENNINGS goes into a BASEBALL SLIDE across the marble floor. MR. WOLFE'S BULLETS sail over his head. JENNINGS slides successfully down into the SUBWAY!

82

INT. SUBWAY STATION ENTRANCE - CONTINUED

82

JENNINGS baseball slides down the stairs turns into a run as he deftly recovers his feet.

He reaches the PLATFORM just as the last few people step onto a train and the doors close. The train pulls out just as JENNINGS makes it onto the platform. He missed it!

He stands alone. An eerie silence surrounds him.

83

A SERIES OF CLOSE SHOTS

83

A hand cycling a bullet into the chamber of a semi-automatic pistol. Feet running down the subway stairs. And so on...

JENNINGS

Looks up and down the subway, now sees shadows moving down the stairs. He looks the other way as...

ANOTHER TRAIN

Approaches the station. He sprints down the platform, but the train blows past him and slows to a stop where Wolfe's men are now advancing.

Jennings sees A DOOR marked UTILITIES and pulls the EDISON KEY from his pocket. He jams it into the lock and opens the door.

A reader board above his head explodes in a shower of sparks as he just makes it into the safety of the doorway.

84

INT. UTILITY TUNNELS

84

Dark. Filled with electrical conduit and leaking pipes. Jennings cautiously moves forward to an intersection.

He looks down the tunnel, sees a flint of metal appear and quickly withdraw. THE MUZZLE OF A GUN.

(CONTINUED)

CONTINUED:

Jennings looks into his ENVELOPE for anything that might help.

JENNINGS

(looks at the Envelope)

Tell me I've got an uzi in here I didn't see...

He sorts through ENVELOPE. It is dark in the ALCOVE, so he fumbles for the LIGHTER and ignites it to get a better look at his items. PAPERCLIP? He's accidentally lit the corner of the Envelope on fire.

JENNINGS

Shit--

He BLOWS it out. He removes a small can of VO-5 HAIRSPRAY and looks at it and frowns. Then-- wait a minute...

ONE OF MR. WOLFE'S KILLERS

Moves slowly around the pipes, his pistol raised. Suddenly A BLOW TORCH OF FLAME erupts directly in front of him as...

JENNINGS

Shoots the hairspray through the lighter. The blinded killer fires randomly as...

ANOTHER KILLER

Approaches behind Jennings through the utility door. The new Killer fires at Jennings as the blinded killer fires in the new Killer's direction and the THE TWO GUNMEN SHOOT EACH OTHER.

JENNINGS

Stands there, stunned by what's just happened, then picks up the blinded killer's gun and runs down the tunnel as...

MR. WOLFE arrives at the TUNNEL FORK, find his one KILLER burning, dead. The other slumped one is STILL ALIVE.

MR WOLFE

Where's your gun!?

The man doesn't know. Mr. Wolfe sees the man needs immediate medical attention.

KILLER

Help me...

(CONTINUED)

Mr. Wolfe shoots him without even thinking.

JENNINGS

Hears the shot, checks the gun... The CLIP is gone, lost somewhere... And there is NO BULLET in the chamber.

But JENNINGS has a BULLET in his ITEMS. He pulls it out quickly and goes to load it, but it won't fit. WRONG CALIBER.

JENNINGS

Son-of-

Suddenly, a figure rams into him from the darkness and he finds himself now face to face with MR. WOLFE.

MR. WOLFE has his gun on Jennings. Jennings has his on MR. WOLFE.

MR. WOLFE

I know you won't shoot me, Mike.

JENNINGS

Maybe not. But you did teach me how to fight, so...

Mr. Wolfe looks at him. What?

JENNINGS

(not so sure now)

Didn't you?

MR. WOLFE

Put the gun down, Mike.

JENNINGS

If you shoot me, the muscles in my hand contract and this gun fires.

MR WOLFE

I'll duck.

Jennings lowers his aim slightly. Mr. Wolfe smiles.

MR. WOLFE

Too bad the safety's on.

JENNINGS

It was, you would've fired already.

(CONTINUED)

They stand there a moment, facing each other, when A BLAST OF STEAM blows from a valve between them and Jennings hits Mr. Wolfe with the butt of his gun, kicks Mr. Wolfe's gun down the tunnel and takes off running once more.

He turns up a NARROW PASSAGE sees A DOOR at the end and he runs through it into...

DARKNESS

Footsteps, breathing, but then growing silence as Jennings runs further down the tunnel. He stops. Where is he?

We hear RUMBLE, then a WHISTLE. Uh-oh. He's in the SUBWAY TUNNEL. A BULLET SPARKS over his head. He looks back to...

THE ACCESS DOORWAY

MR. WOLFE is about to give chase when he looks up. What he sees makes HIM LAUGH -- Now that they are out of the STATION AREA, the TUNNEL GROWS NARROW, and there are WARNING SIGNS:

"Warning: Non-safety tunnel next two miles. Check with maintenance before entering."

MR WOLFE

B'bye, Mike.

Jennings runs past a RED SIGNAL LIGHT box. He can see ACCESS PANELS in the ceiling about 16ft above him. He stops to see if there is anyway to climb the TUNNEL walls... But they are perfectly smooth.

He has to run on to the next station, the lights of which he can see ahead.

But then sees something he doesn't like -- The SIGNAL LIGHTS turn from RED to YELLOW -- and now Jennings realizes what Mr Wolfe knows...

A TRAIN is coming behind him. He looks at the sides of the TUNNEL. Nowhere to hide.

THE TRAIN barrels along. An express.

Jennings races by a SIGNAL LIGHT. We watch it turn to GREEN... Jennings comes to the realization that he is never going to make it to the next station. He's dead...

He looks around, he looks at the SIGNAL LIGHTS. All GREEN. Then he stares at the CABLE which runs along the ceiling connecting the lights... He follows it backwards...

There, about 10 yards behind him, is a SIGNAL BOX.

Jennings RUNS TOWARDS IT; HEADING BACK NOW, DIRECTLY TOWARDS THE LIGHTS OF THE ONCOMING EXPRESS...

He reaches the SIGNAL BOX and pulls it open. He STUDIES the layout -- RIPS out the WIRES! The SIGNAL LIGHTS GO OFF!

Unfortunately, that doesn't stop the train. He needs a red light!

MR. WOLFE watches from the safety of the ACCESS DOOR near the previous station as the EXPRESS blasts by! JENNINGS is running out of time. He pulls out the PAPERCLIP and begins to STRAIGHTEN IT!

He gets it pretty straight and checks it against the inside of the signal box. It is ALMOST long enough to bridge the gap between two terminals. He straightens it a little more...

It is JUST long enough! He bridges the gap between two metal pieces. ELECTRICITY can flow. JENNINGS looks up -- Now the signal lights are YELLOW. The TRAIN almost here.

He tries another gap. The LIGHTS go green! He pulls it out and then fits into the last possible gap.

JENNINGS

This - just - isn't - my - day.

He finishes! All the SIGNAL LIGHTS go to RED. INSTANTLY, the auto brakes ENGAGE and the TRAIN begins an emergency stop, SPARKS flying. JENNINGS sees the train coming.

He GRABS the ENVELOPE and runs. The TRAIN bears down on him, but is now slowing down. Jennings, STUMBLES, gets up...

The NOISE from the brakes is unbelievable loud. The TRAIN is right on top of JENNINGS now... JENNINGS looks back...

He does a double take. He stops. Frozen. He then EXTENDS his hands like superman might, but only because the TRAIN is about to stop. Jennings "stops" the train with his hands.

THE ACCESS DOOR - MR WOLFE

Is pinned down by the train which has stopped right in front of the door. He tries to peer out, down the length of the train, sees...

JENNINGS

(CONTINUED)

85

CONTINUED: (2)

85

Sprinting off down the dark tunnel... disappearing... Mr. Wolfe takes out his walkie...

MR WOLFE

He's coming up... somewhere near the park station...

86

EXT. STREET - NIGHT

86

JENNINGS reaches the surface. He starts heading up the street, then quickly turns down an ALLEY. Just beyond the mouth of the alley is a park. He makes for that when...

A moment later, we see HEADLIGHTS at the other end, behind Jennings, race up the alley towards him... Jennings glances back, takes off running. The car picks up speed, is nearly on him when...

86A

A BACK DOOR TO A BAR

86A

Spills open and a group of GUYS start getting into a brawl with each other. A GIRL comes out, tries to break it up...

The car stops and we see it's a CAR. The back door now opens and SOMEONE GETS OUT... *

86B

JENNINGS

86B

moves for the other end of the alley where he sees a GORGEOUS NEW BMW. He pulls out the BMW REMOTE. He clicks it. NOTHING.

RETHRICK (BEHIND HIM)

Guess that's not yours, is it?

JENNINGS spins. He turns around sees Rethrick emerging from the light, his hand in one pocket. *

RETHRICK

You understand, Mike, Mr. Wolfe has now made you his personal project.

The brawling guys stumble down the alley and For an instant JENNINGS is afraid, but he realizes they are in PUBLIC and RETHRICK is without Mr. Wolfe or his killers.

RETHRICK

That is if the feds don't cook your brain, or shoot you first.

JENNINGS

Talk about an uncertain future.

(CONTINUED)

Jennings starts inching away from Rethrick, towards the crowded park across the street.

JENNINGS

You look desperate, Jimmy. I mean, if I were to reverse engineer the situation, I'd say you had a guilty conscience.

RETHRICK

Not at all.

Rethrick smiles.

RETHRICK

It's beautiful, Mike.

(then)

I'm talking about your machine.

JENNINGS

I know what you're talking about.

RETHRICK

It was the best work you ever did. You said so yourself. But then you gave up everything. The money. Rachel...

He let's that last one hang in the air.

JENNINGS

Clearly I didn't think the machine was as beautiful you do.

RETHRICK

Something changed your mind.

JENNINGS

Something you'd kill me for.

RETHRICK

I'd kill anyone to protect a five hundred billion dollar investment.

JENNINGS

So much for saving the world.

RETHRICK

I'll settle for changing it.

RETHRICK looks at the envelope. Jennings is clutching it protectively. Rethrick makes a mental note of that.

(CONTINUED)

86B

CONTINUED: (2)

JENNINGS

What did it see?

RETHRICK

It doesn't matter.

JENNINGS

Apparently, it does.

RETHRICK

No. Your future, your fate awaits
you no matter what you do.

And now JENNINGS begins to hear the sounds of MR. WOLFE
coming up the way JENNINGS did.

JENNINGS

Yeah, well...

Time for him to split. Before he goes.

JENNINGS

...one thing I'm pretty sure of...
your future isn't what it used to
be.

JENNINGS takes off. Rethrick watches him, then pulls A CIGAR
from his pocket, sticks it in his mouth.

87

EXT. ANOTHER ALLEY - CONTINUED

87

JENNINGS runs through the trash strewn confines of another
alley.

87A

INT. FLEABAG MOTEL - BATHROOM - NIGHT

87A

Hands enter a sink full of water. WE TILT up with them as
they splash water on Jennings face. He looks into the
mirror...tired. Pulling a towel off the counter, he knocks
something on the floor. He picks up THE MATCHBOOK he had
taken out of his pocket earlier...His hand IS COVERED IN
INK?!

It had gotten SOAKED through down in the tunnels. Some of its
ink has bled off...

In doing so, it has CHANGED from the "All-Star Bank" logo to
a restaurant logo for: "Cafe Michel"

As JENNINGS dials the number.

(CONTINUED)

87A

CONTINUED:

JENNINGS

Hi, this is Michael Jennings. I
can't remember if I made a
reservation...

(listens, looks up)

How many people is it for?

88

INT. JENNINGS AND RACHEL'S APARTMENT - NIGHT

88

Rachel paces back and forth. She's angry. Confused.

She looks around the room at the space she and Michael
shared. She stares at the table and chairs. The pictures.
Everything is in its proper place. It's all neat. Too neat.

Suddenly, she stops walking, looks at the floor. Small flecks
of plaster on the dark hardwood.

She looks up at the corner of the room, tries not to stare,
but we see a TINY HOLE near the ceiling. She sees ANOTHER
across the room. CAMERAS.

Pensive now, she then slowly goes into the...

89

INT. BATHROOM - CONTINUED

89

Rachel turns on the shower, hot, so that THE STEAM begins to
fill up the room. She looks around for more cameras, sees
none, but still waits for the steam to fill up the room.

She opens the cupboard under the sink and reaches up and
takes out a SMALL BOX. She opens it. Inside are photos.

Photos of Rachel and Michael, of their life together, taken
over the last three years.

She stares at one of them: a photo taken at a birthday party
inside this very apartment. She looks at the two of them in
the picture. Happy. Clearly in love. But now as the STEAM
obscures everything, she TEARS THE PICTURE IN HALF, drops it
onto the floor.

She stands up and what she now sees makes her GASP. On the
mirror, revealed by the steam from the hot water, is a
handwritten message.

"Cafe Michel. 1 pm. I love you."

She stares at the message a moment, then bends down and picks
up the pieces of the photo she's just torn up.

90 EXT. ALLCOM - DAY

90

The helicopter sits idly on the pad.

91 INT. RETHRICK'S OFFICE - SAME

91

At first WE think WE are in RACHEL'S APARTMENT, but as the CAMERA pulls back it reveals MR. WOLFE and RETHRICK are watching footage of RACHEL from the last 12 hours.

RETHRICK

She's clearly upset.

MR. WOLFE nods as RETHRICK fast forwards through the footage until RACHEL disappears into the BATHROOM. When she COMES BACK OUT Rethrick allows it to play normal speed. Suddenly, she's PACKING a bag, pulling out her passport.

RETHRICK

But not anymore.

MR. WOLFE

He left her a message.

RETHRICK nods, right.

RETHRICK

As soon as she leaves for work,
find out what the message was. And
make sure she can't go anywhere
alone.

92 INT. RACHEL AND JENNINGS' APARTMENT - DAY

92

Rachel has neatened up. She picks up the BAG we saw her pack. She opens her FRONT DOOR. A GUARD, JUDE, startles her.

JUDE

Morning, Dr. Porter.

He smiles at her, clearly sheepish that he has this detail.

JUDE

Going somewhere?

He means in regards to her bag.

RACHEL

Work.

(CONTINUED)

JUDE

I'm sorry, Dr. Porter, but... it's just that, that's kind of a big bag for you know, work. Usually, you just carry this little purse, matches the little clip in your hair--

RACHEL

You obviously don't know my work. Who are you and why are you here?

JUDE

I'm sorry. I've been assigned by Mr. Rethrick to keep an eye on you. For your safety.

RACHEL

How thoughtful of him. And stop apologizing.

JUDE

I'm sorry--
(then)
Yes, ma-am.

93 INT. THE BIOLAB - DAY

93

Rachel and Jude enter. Rachel TOSSES HER BAG down, says 'hello' to various workers. She approaches two of her SCIENTISTS. JUDE watches them talk.

94 INT. JENNINGS' AND RACHEL'S APARTMENT

94

Mr. WOLFE and his KILLERS enter. They head for the bathroom.

95 INT. BIOLAB - SAME

95

JUDE watches as RACHEL and her team finalize their discussions.

SCIENTIST #1 pulls on a WORK BACKPACK and walks off. SCIENTIST #2 hands A WORK BACKPACK to RACHEL, then walks into the GLASS SHED to the ENVIRONMENTAL CONTROLLER.

RACHEL fastens the backpack to herself and HEADS DEEPER into the Lab. Jude FOLLOWS her through a GROWING MIST.

Rachel STOPS at the base of some TREES. She takes a REMOTE from the STAND, hits a button and A ROPE ASCENDER LOWERS DOWN.

(CONTINUED)

She put on a HARNESS and clips herself into the unit which not only can lift her vertically, but can also move horizontally along a guide rail.

She hits another button on the REMOTE and ANOTHER HARNESS AUTOMATICALLY LOWERS DOWN BETWEEN HER AND JUDE. *

RACHEL

Coming?

He swallows.

JUDE

No thanks. I'd rather watch from down here. *

RACHEL

Suit yourself.

Rachel expertly BOUNDS up. She goes FLYING into and AROUND a TREE, disappearing for a moment... re-appearing on the other side of the TREE. She's a SILHOUETTE now, up on the catwalk.

Jude keeps his eye on her... *

EXCEPT IT IS NOT HER. It is actually SCIENTIST #1! RACHEL is HIDING in the tree top.

RACHEL now uses the ascender to swing up and onto another part of the catwalk. She pulls a CAMPUS MAP out of her WORK BACKPACK. She crosses to a SAFETY DOOR. She EXITS...

96 EXT. BIOLAB - UPPER LEVEL

96

RACHEL comes out the safety door, high above the campus. She heads for the Emergency stairs... SHE DISAPPEARS.

97 INT. JENNINGS' AND RACHEL'S APARTMENT - LATER

97

The search for a message from Michael to Rachel has come up empty. MR. WOLFE is standing in the bathroom with his BACK to the mirror. He's on his cell phone with RETHRICK.

MR. WOLFE

I'm telling you, we tossed the rest of the apartment too. Zero. And I checked, Rachel's still at work...

98 INTERCUT / INT. RETHRICK'S OFFICE

98

Rethrick isn't buying this. He WATCHES the replay of RACHEL. She goes into the Bathroom upset and comes out happy.

(CONTINUED)

RETHRICK

We're missing something. It's Michael, he'd be smart. It would be something he knew she would find.

HANG ON -- Rethrick stares at Rachel on screen. She'd taken a shower. He REWINDS the feed He can't see into the BATHROOM much, but he can see some STEAM...

He pauses the image. He can see a tiny bit of Rachel, looking at SOMETHING... He compares this image to the LIVE IMAGE of WOLFE on the adjacent monitor.

RETHRICK

Here's what I want you to do. Back up, a little more, a little more. Okay start turning stop.

Mr. Wolfe is looking at whatever she was looking at.

RETHRICK

Tell me what you see.

99

INTERCUT / JENNINGS' AND RACHEL'S APARTMENT

99

Mr. Wolfe is looking straight at the mirror.

MR. WOLFE

The mirror.

He gets it. He opens the medicine cabinet. Uses some SPAY ON DEODORANT -- puts it on the mirror. The MESSAGE begins to appear again.

MR. WOLFE

We got him...

100

INTERCUT INT. RETHRICK'S OFFICE

100

MR. WOLFE (SPEAKER)

She's supposed to meet him at Cafe Michel, 1 pm.

RETHRICK gets an idea. He crosses to a COMPUTER. He pulls up RACHEL'S file. He uses the computer to 'capture' Rachel's face. It analyzes the way she looks...

RETHRICK

Let's make sure 'she' does.

The COMPUTER begins scanning through thousands of PERSONNEL FILES looking for a similar face.

101 INT. FLEABAG HOTEL ROOM - DAY 101
As Jennings sits on the bed, the contents of the envelope
again spread out before him. It doesn't make sense.
He look out the window. At the city. We PUSH INTO IT...

101A JENNINGS' MEMORY - ONCE MORE 101A
Jennings and Rachel walking on that ridge above the city.

JENNINGS
If I told you I was going to leave,
what would you do.

And again, she turns and looks at him, kisses him. And as,
once more, the wind whips up and the city beyond seems to
explode with light, we then...

FADE TO WHITE

And now we TILT DOWN to a Black-tiled FLOOR. A TOWERING GREEN
TREE... Then the sound of a woman's voice:

RACHEL'S WHISPER (V. O.)
I love you...

And then he sees A BULLET flying towards him in impossible
slow motion... He RUNS.

102 INT. FLEABAG MOTEL ROOM - DAY 102
As Michael sits up with a start. Clutches his chest. He
glances at the clock, starts gathering up the contents of the
envelope. He pauses a moment, considers the items...

JENNINGS
Was it 18 or 19?

Once more, he shoves them all back into the envelope.

103 EXT. MOTEL - DAY 103
As Jennings starts down the street, sees a NICE BMW COUPE
parked right outside. He pulls out his BMW REMOTE. The car
CHIRPS before he pushes his REMOTE. A Happy Couple JUMP IN.

104 EXT. CAFE MICHEL - DAY 104
AS JENNINGS approaches, he scans the area for suspicious
FIGURES. He sees some in the BUILDING across the way.

(CONTINUED)

104

CONTINUED:

104

He looks at his Digital Watch. It is 1 pm. How is he going to get in there?...? THE ANSWER PULLS to a stop right in front of him. A POLICE CAR parks. TWO OFFICERS get out for lunch.

JENNINGS walks; keeping the POLICE between him and the street.

A104

OMITTED

A104

105

INT. FBI OFFICES - DAY

105

DODGE and KLEIN are showing ATTORNEY GENERAL ROBERT BROWN pictures of the items in Jennings' envelope. Also present is a STENOGRAPHER.

ATTORNEY GENERAL

So you're saying he designed his escape.

DODGE

After looking at all the evidence, the logical, albeit hard-to-accept conclusion is that Jennings was able to predict what was going to happen to him.

It hangs there a beat. Looks are exchanged. This is a joke.

ATTORNEY GENERAL

Your explanation is he has a 'Crystal Ball?!'

KLEIN

Mr. Attorney General, we have no explanation.

Klein projects the IMAGES taken from the Extractor.

THAT RIDGE ABOVE THE CITY.

As Jennings turns to Rachel, the city below them...

JENNINGS

If you knew I was going to leave, what would you do?

(CONTINUED)

And THIS TIME she kisses him, then backs away, starts to say something when... the city beyond explodes with light as we then...

DISSOLVE TO:

A SMALL RAINBOW. A Black-tiled FLOOR. A TOWERING GREEN TREE... Then the sound of a woman's voice:

RACHEL'S WHISPER (V.O.)

I love you...

And then all he sees is A BULLET flying towards him in impossible slow motion... This time he turns and RUNS.

DODGE

These are memories extracted from Jennings before he fled.

The Stenographer is typing Dodge's last sentence when the ATTORNEY GENERAL STOPS HER and takes the AUDIO TAPE out of the machine.

ATTORNEY GENERAL

Gladys, that's all for today.

The Stenographer, frightened, leaves. The Attorney General takes the tape and transcript, pockets them.

ATTORNEY GENERAL

So Dekker did it after all.

DODGE

Did what?

Dodge and Klein look at each other.

ATTORNEY GENERAL BROWN

Saw the future. By looking backwards. As the man used to say.

KLEIN

I don't understand.

ATTORNEY GENERAL BROWN

(gives Klein a look)

Dekker was working at JPL on a laser enhanced lens. He claimed that the lens was powerful enough to see around the curvature of the universe.

(to Klein)

(MORE)

(CONTINUED)

105

CONTINUED: (2)

ATTORNEY GENERAL BROWN (cont'd)

Did you know the universe was
round, Agent Clay?

KLEIN

I was a Business Econ major. And
it's Klein, sir.

ATTORNEY GENERAL

Well Agent Klein, Dekker believed
that if you could see around a
curve that went on forever, you
would end up back where you
started.

(points to Klein)

Looking at yourself.

Klein doesn't get it. Dodge does.

DODGE

Except you're not looking back at
yourself now, in the present...

ATTORNEY GENERAL

No, you're not. You're looking at
the future.

(he pauses)

I was told that the government
scientists looked over his work,
said it was impossible.

DODGE

Well, apparently Jennings made it
possible.

ATTORNEY GENERAL

Do you realize what will happen if
Jennings figures out what he's done
and tries to profit from it? Any
nation in the world would give him
a king's ransom--

DODGE

Jennings won't do that. I was this
close to him. He never lied. When
he heard what he was accused of -
he was scared and hurt.

ATTORNEY GENERAL

Fine, once you bring him in I'll
give him the medal of honor, that's
if Rethrick doesn't find him first.

(CONTINUED)

The Attorney General exits, leaving Dodge and Klein looking at the items from Jennings envelope displayed on the screen behind them.

KLEIN

You really think he saw the future?
That would be something

DODGE

I like reading my books page by page, and I hate it when someone tells me about a show before I've seen it. Put it this way our boy didn't give himself those items because he saw happily ever after.

KLEIN

Well, if he has seen the future, he's bullet-proof from Rethrick and us--

DODGE

Seen it, partner, but doesn't remember it. That means at any moment he could make a mistake...

106 OMITTED

106

107 INT. CAFE MICHEL - SAME

107

*

A DARK-HAIRED WOMAN who looks a lot like Rachel walks into CAFE MICHEL. She's wearing SUNGLASSES.

It is a woman made to look as much like RACHEL as possible.
We'll call her Maya.

*

JENNINGS sees her. Over hears her ASKING the HOSTESS about the table for Jennings. JENNINGS stares -- this must be her. Then she sees him and lights up!

MAYA

*

Michael. Thank God you're alright!
I thought I'd never see you again.

JENNINGS stares at Maya. Hesitant. THOSE POLICE are sitting near their table.

*

MAYA

*

Michael, it's me. Rachel.

(CONTINUED)

107

CONTINUED:

JENNINGS

Not near the window.
(points)
That table.

Maya nods. She and JENNINGS cross to a TABLE away from the window AND near the POLICE. JENNINGS indicates for her to SIT so that the POLICE can't see him. Only then does he breathe a sigh of relief.

JENNINGS

I don't know how to say this, but--

MAYA

You don't remember me.

JENNINGS

No. I don't.

108

INTERCUT: INT. BUILDING ACROSS THE STREET

108

MR. WOLFE watches the action through a sniper-scope, but he doesn't have a clear shot on JENNINGS. MR. WOLFE sees the POLICE in there. He informs his KILLERS on the street:

MR. WOLFE

(mic to RETHRICK)

Cops. We can't go in. I'll have to wait for a clear shot.

109

INTERCUT: INT. RETHRICK'S OFFICE

109

On a screen: Jennings staring at "us" (Maya) There is a camera on her. RETHRICK can INSTRUCT Maya via mic.

RETHRICK (TO MAYA)

Stall for time.

110

INT. CAFE MICHEL - CONTINUED

110

As Maya acts a little crestfallen.

MAYA

I guess I'd hoped you'd remember something.

JENNINGS

(beat)

Your name is Rachel...

(CONTINUED)

110

CONTINUED:

MAYA

Porter. We've been together for
three years.

(then)

We're engaged.

JENNINGS

I don't know what to say... I'm
sorry.

111

111

INTERCUT / INT. RETHRICK'S OFFICE

It's at this moment that RETHRICK gets his second look at the
MANILA ENVELOPE and FINALLY REALIZES:

RETHRICK

(to himself)

That's how he's doing this... *

(mic to Maya)

Listen to me very carefully, here's
what I want you to say.

112

112

INT. CAFE MICHEL - SAME

Maya takes JENNINGS' hand, speaks QUIETLY. *

MAYA

I see you still have the envelope. *

He looks at her. *

MAYA

Then it's working?

Jennings - mind reeling. *

MAYA

I know you switched the personal
items, I helped.

RETHRICK

(In her ear)

You left me a note on a
mirror. I'm supposed to take
something from you. Something
I can use to get to Stevens.
He's a man you worked with,
he's trying to fix the
machine.

MAYA

You left me a note on a
mirror. I'm supposed to take
something. Something I can
use to get to Stevens. He's a
man you worked with, he's
trying to fix the machine.. *

(CONTINUED)

RETHRICK

(to himself)

Work backwards, Michael. What do
you want more than anything else?
Another chance at life. Someone
like this.

Jennings -- reaches into his Envelope and pulls out ITEMS. He
starts with the **MAGNIFYING GLASS LENS**. Still intact.

Rethrick -- gets a look at **ALL THE ITEMS**.

RETHRICK (IN HER EAR)

Get the Swipe Card. It fits with
what you've told him...

MAYA

That's a Swipe Card for the campus.
You're supposed to give that to me.

JENNINGS hesitates. Something about this REALLY DOESN'T FEEL
RIGHT... RETHRICK knows this is a make or break moment.

RETHRICK (IN HER EAR)

Rachel wouldn't be hurt if he
hesitated. She'd be impatient.

Maya looks at Jennings, 'snaps.'

MAYA

Look, Michael, I'm sure this is all
hard for you, but imagine what it's
like for me? If you don't trust me,
right now, we're lost. For good...

RETHRICK (IN HER EAR)

Nice...

JENNINGS

You're right.

He hands her THE SWIPE CARD. She puts it in her purse.

INTERCUT. INT. BUILDING ACROSS THE STREET - SAME

Through his sniperscope, MR. WOLFE sees he can have a clear
shot at Jennings if only:

MR. WOLFE (MIC)

See if she can get him to move two
paces towards the door.

114

INT. CAFE MICHEL - SAME

114

Maya gathers her courage and stands up. Those POLICE OFFICERS
...are leaving too - so much for that protection. *

MAYA

I better get back. They'll get
suspicious soon. *

JENNINGS

What am I supposed to do?

And now we see ANOTHER WOMAN, the real RACHEL enter the cafe
behind her. She sees "Maya" put her hand on the side of
Jennings' face... Rachel starts that way, grabbing a bottle
of wine of a couple's table... *

MAN

Hey--

MAYA

Wait here. I'll be back in half an
hour. *

(he nods, nervous)
Don't worry, we end up together.

She bends to KISS him. Her LIPS brush his. She BACKS UP one
pace of the two she needs to bring him into Wolfe's aim. *

MAYA (CONT'D)

(whispers)

I love you. *

It's then, as he feels the kiss on his lips, and hears the
WHISPER, that his heart knows something is not right. And
JUST AS SHE goes to pull him that SECOND fateful step --

He LOOKS AT HER EYES and sees a COLORED CONTACT LENS! He
takes Maya by her wrist. His head hovering just out of
Wolfe's sight. *

JENNINGS

What's my favorite baseball team? *

MAYA

What? *

JENNINGS

Tell me my favorite baseball team. *

Maya glances -- the POLICE leave the room -- so she pulls
away from him, starts out of there with the swipe card... *

(CONTINUED)

114

CONTINUED:

114

MAYA

(whispers, intimate)

Who cares?

Maya turns to run out, but then-- CRASH! Maya is on the floor, unconscious. A bottle of Merlot BROKEN OVER HER HEAD by Rachel:

RACHEL

It's the Mets.

115

INT. BUILDING ACROSS THE STREET

115

MR. WOLFE nearly has a shot. His KILLERS wait for the POLICE to leave the actual cafe, which is happening any second!

116

INT. CAFE MICHEL - SAME

116

Jennings stares at Rachel. Dark Hair. Green eyes. But he's still not so sure, doesn't know if he can trust her. She looks around, everyone's looking at them...

RACHEL

I think we maybe we should leave--

(sees movement across the street)

Like right this second...

Rachel grabs him to go, but he stops, remembers that he gave THE SWIPE CARD to Maya. He dives towards her purse...

RACHEL

What are you doing?!

Jennings retrieves THE SWIPE CARD from Maya's purse. As he does, MR. WOLFE gets a shot. BLAM! It just misses.

JENNINGS

Now we can go...

117

EXT. CAFE MICHEL, BACK DOOR - DAY

117

Jennings and Rachel come running out. Jennings sees 'Southgate Auto' across the street. World's largest collection of dealerships... He thinks -- The BMW remote! He runs that way.

118

EXT. SOUTHGATE AUTO - CONTINUED

118

A lot of CARS. Jennings PRESSING his BMW REMOTE. Nothing.

(CONTINUED)

RACHEL

You have a car!? Where?!

JENNINGS

Um...

They HEAR the screech of tires. Mr. Wolfe and his Killers coming in there FIVE CARS.

JENNINGS

(pressing the remote)

Come on... Come on...!

A CHIRP. Where? He pushes the REMOTE again. A CHIRP AGAIN.

JENNINGS

Look for a BMW!

RACHEL

You're joking...

Rachel indicates a sign: THEY'RE IN A BMW DEALER LOT. Nothing to do but keep pressing and find where that CHIRP is. They angle by car after car.

RACHEL

Let me see that key?

She looks at it, then looks across the lot...

RACHEL (CONT'D)

We're in the wrong section?

JENNINGS

What?

She hurries off across the lot. She hits the remote. Finally, we see BLINKING LIGHTS that go with the CHIRP.

JENNINGS

Oh shit...

INT. FEDERAL BUILDING - MAIN OFFICE - SAME TIME

DODGE AND KLEIN enter to find AGENT #4 on the PHONE.

AGENT #4

(to them, hand over
receiver)

Jennings bought the BMW from
Southgate Auto over the internet.

(MORE)

*

(CONTINUED)

119

CONTINUED:

AGENT #4 (cont'd)

Had the key mailed to him four weeks ago.

As Dodge and Klein run out:

KLEIN

What's the color of his car!?

AGENT

It isn't a car...

120

EXT. SOUTHGATE AUTO - SAME

120 *

A BMW MOTORCYCLE is what Jennings stares at. It is sitting in a row of other bikes. He watches as Rachel turns the key and fires it up, starts to unhook the HELMETS delivered with the bike. She hands one to JENNINGS.

JENNINGS

I don't know how to drive one.

RACHEL

Are you kidding? I got you an 1100 for your birthday last year. Blue. No fairing because you said they're for wimps.

He looks at the bike.

JENNINGS

What's a fairing?

RACHEL

(points to a different bike)

Windscreen.

JENNINGS

Maybe you should drive...

But then he sees A HELICOPTER IN THE DISTANCE.

JENNINGS

Never mind...

JENNINGS nods, has no choice - he climbs on the bike, Rachel getting on behind him. He hands her the ENVELOPE.

JENNINGS

Don't lose this.

(CONTINUED)

120

CONTINUED:

They put on their HELMETS. JENNINGS fire up the bike. He takes it down the ramp. He jerks the bike, almost stalls it, and comes to an awkward stop on the pavement.

MR. WOLFE in his car and FOUR OTHERS bearing down on them...

JENNINGS (CONT'D)

How good can I ride?

RACHEL

(beat)

You're okay.

JENNINGS has no choice, he circles around the truck using it to shield them from GUNFIRE, and RACES off down the road.

121

EXT. THE ROAD - DAY

121

JENNINGS slaloms by slower traffic. MR. WOLFE is closing in fast. MR. WOLFE'S car slides up to JENNINGS from behind. He begins FORCING Jennings across into ONCOMING TRAFFIC.

JENNINGS swerves to avoid cars. Mr. WOLFE keeps forcing him over into them. One of the oncoming cars SWERVES to avoid JENNINGS... It slides in front of JENNINGS and GETS CLIPPED by Mr. Wolfe... which then sends the poor car spinning BACK the other way right in front of and around JENNINGS' bike!

JENNINGS

WOW!

JENNINGS looks up -- a BIG RIG truck fills the screen - coming right at them! JENNINGS swerves all the way across oncoming traffic lanes, avoiding the truck. MR. WOLFE swerves back into his lanes.

122

EXT. ALLEYS

122

JENNINGS cuts down a PEDESTRIAN WALK WAY in an alley with MR. WOLFE speeding alongside but on the other side of a chainlink fence. There is a GATE in front of WOLFE. He SMASHES through it -- the gate flies - NEARLY HITTING JENNINGS.

JENNINGS races down some very tight ALLEYS with the cars right behind him. They pass through BLIND INTERSECTIONS and just miss getting backed into by a TELEPHONE TRUCK.

The ALLEY opens up enough for MR. WOLFE to come up alongside and try to drive JENNINGS into the brick wall. JENNINGS sees a TELEPHONE POLE up ahead. If he's good he might be able to squeeze through on the narrow side... HE threads the needle as MR. WOLFE has to go wide and is slowed by garbage cans.

(CONTINUED)

122

CONTINUED:

122

JENNINGS

YEAH!

RACHEL

I SAID YOU WERE OKAY!

123

INTERCUT. GOVERNMENT HELICOPTER - FLYING - DAY

123

Dodge and Klein head for Southgate Auto. A PILOT at the stick.

KLEIN

(hearing on the radio)

REPORT OF SHOTS, AUTONATIONS BMW.

124

EXT. CONSTRUCTION SITE - DAY

124

JENNINGS (still with Rachel) rides into a construction site filled with dozens of LARGE SHIPPING CONTAINERS. JENNINGS slaloms through EQUIPMENT and SUPPLIES, and past ROW UPON ROW of CONTAINERS with occasional CONCRETE PIPE.

WOLFE'S CARS rejoin the scene.

JENNINGS goes flying down into a narrow tunnel which goes under a portion of the sight. ONE CAR goes flying in after him. A SECOND CAR gets the approach to the down-ramp wrong and instead of going into the tunnel SMASHES on the entrance.

INSIDE the extremely narrow underground tunnel the lead CAR (no longer Mr. Wolfe's) is right behind them.

JENNINGS can see daylight up ahead, but before that there is a RUSTY PIPE hanging straight down from the ceiling of the tunnel -- it is right at head level.

JENNINGS

LEAN LEFT!

RACHEL leans left. JENNINGS leans right. The PIPE passes IN BETWEEN THEM... and SMASHES the windshield of the car.

BACK UP on the site, JENNINGS rides in between and around some CONTAINERS, then inside and through one of them.

MR. WOLFE comes racing alongside JENNINGS who heads for a SERIES OF OPEN-ENDED CONTAINERS. JENNINGS disappears inside one, MR. WOLFE riddles the container with bullets. JENNINGS comes out of that one. RACHEL feels bullets whiz by her head. She begins fishing in the ENVELOPE.

(CONTINUED)

JENNINGS
WHAT ARE YOU DOING?!

RACHEL
I'M LOOKING FOR SOMETHING TO THROW!

JENNINGS
DON'T -- THROW -- ANYTHING!

They ride into a LONGER CONTAINER. This time MR. WOLFE smashes along the side of the CONTAINER. As a result the CONTAINER'S DOOR swings shut! It nearly KILLS Rachel and Jennings as it slams shut!

Shaken, RACHEL doesn't have time to brace as they enter the longest container yet. As a result, when they do she LOSES the MANILA ENVELOPE hits the pipe and FALLS to the dirt.

The CAR following them loses control and SMASHES INTO a different container.

RACHEL
ALRIGHT!...

But her voice trails off as JENNINGS comes to a STOP!?!

JENNINGS
I need you to get that envelope.

RACHEL
ARE YOU NUTS!?!?

JENNINGS
I CAN'T TURN AROUND IN HERE. GO.
I'LL PICK YOU UP.

RACHEL gets off, runs for the ENVELOPE. JENNINGS looks ahead. MR. WOLFE is beyond the end of the container and is TURNING around. He's heading straight at it on a collision course with JENNINGS.

Jennings opens the throttle all the way. He's got to make it to the end before MR. WOLFE gets in... It's close, but JENNINGS just makes it and continues off into another container as MR. WOLFE swerves.

MR. WOLFE realizes what was not on Jennings' bike anymore.

MR. WOLFE
(radio)
LOOK FOR THE GIRL AND THAT
ENVELOPE!

125 INT. GOVERNMENT HELICOPTER - ABOVE 125

Dodge and Klein arrive dramatically by slaloming through the taller architecture of the site. They see JENNINGS riding, RACHEL running out with the ENVELOPE, and WOLFE'S CARS converging like SHARKS.

DODGE
(to the pilot)
TAKES US DOWN!

126 EXT. CONSTRUCTION SITE - SAME 126

RACHEL gets the envelope. She can HEAR everybody coming.

WOLFE opens fire on her as he closes in. OTHER CARS do the same, coming from other sides...

Here comes JENNINGS. He SCREECHES to a stop and she jumps on. BLAM, Jennings is HIT on his side by a bullet. He looks up...

They are trapped and about to be dead. Only a miracle can save them. Suddenly, A DUST STORM BLOWS UP ALL AROUND EVERYTHING. The HELICOPTER is providing JENNINGS with cover.

MR. WOLFE and his CARS come to a stop. One CRASHES. None of them can see anything in the dust. They HEAR the SIRENS of ONCOMING POLICE CARS. They have no choice but to leave.

Meanwhile, JENNINGS and RACHEL ride slowly through the constant dust cloud. DODGE sees his POLICE CARS closing in below. He needs to keep JENNINGS in place just a bit longer.

DODGE (SPEAKER)
MIKE. WE CAN HELP YOU. WE KNOW
WHAT'S GOING ON.

JENNINGS sees a HOLE in the dust storm. An area where the swirling dust is being sucked in -- a PIPE going underground that just might be big enough.

DODGE (CONT'D)
LET US BRING YOU IN.

JENNINGS
(thinks a beat)
Fuck that.

JENNINGS races towards the pipe... The only thing in his way are TWO CONVERGING POLICE CARS which are coming together directly in front of him to cut him off...

(CONTINUED)

CONTINUED:

126

126

The TWO CARS slide together... JENNINGS aims for the quickly closing gap in between them.

RACHEL

(nervous)

Hey, Evil Knevil...

(then)

WATCH IT!

She ducks as JENNINGS and she BARELY MAKE IT THOUGH just as the two cars collide end to end!

JENNINGS rides into the pipe and disappears underground. No one can follow them now.

127

INT. HELICOPTER - SAME

127

DODGE is steamed. KLEIN catches his breath.

KLEIN

You think Jennings foresaw that?
Maybe next time he'll see something
like a nice quiet stake-out!

128

INT. THE UNDERGROUND PIPE

128

JENNINGS AND RACHEL ride along. No room to maneuver.

RACHEL

Where does this exit?

JENNINGS

I'll tell you in a sec.

HERE comes the exit. Rachel looks up, realizes he doesn't know. They both BRACE for whatever they are about to face...

RACHEL

I should've taken the keys when you
offered...

128A

EXT. PIPE EXIT - CITY AQUEDUCT - DAY

128A

At a DRY CONCRETE RIVER BED, TEENAGE DIRT-BIKERS and SKATE BOARDERS are impressing each other doing TRICKS and JUMPS.

HOT SHOT KID

(to the others)

Let's see you top that--!

(CONTINUED)

128A

CONTINUED:

JENNINGS AND RACHEL fly out of the PIPE right over them. JENNINGS manages to land the bike and they disappear. The kids look at each other. Wow.

129

EXT. DOWN THE ROAD - MOMENTS LATER

129

JENNINGS is losing consciousness.

RACHEL

Michael...? MICHAEL?

She REACHES forward and HELPS him STOP the bike. She switches with him. She'll drive.

RACHEL

Hang on to me. You'll be fine.

She reaches back to hold him with one arm. They drive off.

TO BLACK:

130

EXT. LOCAL HOTEL - NIGHT

130

Quiet. Dark at this hour.

131

INT. LOCAL HOTEL - NIGHT

131

JENNINGS comes to, a little feverish. His WOUND has been patched up. He checks the clock -- 5AM. It's DARK in here.

RACHEL

How do you feel?

He sees RACHEL sitting by the window, looking out. She's calm. Still. He sits up.

JENNINGS

I'm okay--

(then)

How did you know to find me?

RACHEL

You left me a note on the bathroom mirror--

JENNINGS

That's what the other, uh...

"Rachel" said.

(beat)

Did this note say anything about leaving? Did it have instructions for me--

(CONTINUED)

RACHEL

Instructions?

(shakes her head)

How about instead you tell me why
you left in the first place?

He looks at her. Did what?

RACHEL

After you promised you wouldn't.

(then)

Was it the money? Was it just too
much to pass up?

JENNINGS

I didn't take the money.

She takes this in. Then...

RACHEL

Then why? Why did you leave? And
what am I doing here?

JENNINGS

Hell if I know?

(then)

Look. Rachel. Thanks for saving my
life. But, no offense, I don't even
know who the hell you are.

RACHEL

(hurt)

No, I guess you don't. I guess...
right now, I'm just someone you met
at a party.

He sits there a moment, looks at her in the dark. Knows he
just hurt her.

JENNINGS

So... we're engaged?

RACHEL

No-- that was the other "Rachel."

JENNINGS

Oh.

*

RACHEL

I mean, you almost asked me. Once.

*

(CONTINUED)

JENNINGS

Almost?

RACHEL

You said you were getting ready,
you just hadn't been able to
find...the right ring. If you can
believe that.

She half-smiles at that one. He nods.

JENNINGS

Getting ready. I see.

(then)

So how long have we been...

RACHEL

We've been together the last two
and a half years.

She looks at him a moment.

RACHEL (CONT'D)

Do you at least feel it, somewhere?

JENNINGS

(beat)

Yes. I just don't...remember it.

RACHEL

Whether you remember it or not, we
did love each other. Or at least I
thought we did.

She gets up, walks over to him.

RACHEL (CONT'D)

Somehow I'd like to believe that
love doesn't just live in our
memory. That it's a part of us.

He looks up at her. She kisses him on the top of the head,
then TURNS ON THE LAMP. He looks around the room, sees that
she's strewn PHOTOGRAPHS from the album all around the room.

He slowly gets to his feet and picks up one of them. It's the
one she tore in half. NOW TAPED TOGETHER. He looks up from
the photo of the two of them, to Rachel standing in the
middle of the room. Waiting anxiously for his reaction.

(CONTINUED)

131

CONTINUED: (3)

131

He looks around at everything she's placed about the room. He then turns and looks once more at Rachel and her face falls. She can see that he still doesn't remember.

She looks back at him, finally nods, starts for the door.

RACHEL (CONT'D)

Maybe it wasn't real.

JENNINGS

Rachel--

RACHEL

I need some air.

And with that, she steps outside.

132

EXT. SEATTLE - JUST BEFORE DAWN

132

The concrete basketball courts are empty at this hour. Across the street, is the little hotel. Rachel leans on the balcony.

133

INT. HOTEL ROOM - SAME

133

Jennings sits down at the desk, looking once more over the contents of the envelope.

CROSSWORD, SWIPE CARD, HEX KEY, BULLET, and MAGNIFYING GLASS.
Jennings marvels that it hasn't broken. He bangs it gently --
solid as a rock this thing.

He sets it down ON TOP of the envelope.

He looks at the PHOTO ALBUM Rachel had brought. He picks it up, starts to go through it when a DVD falls out of it.

He considers it a moment, then quietly goes through Rachel's WORK BACKPACK, finds her laptop and pulls it out.

JUMP CUT TO:

As Jennings inserts the DVD into the laptop and waits. We see an image of RACHEL SLEEPING IN BED. And now Jennings comes over and sits down beside her, glances at the camera, grins, then starts to SING...

JENNINGS (ON THE LAPTOP)

Happy birthday to you... Happy
birthday to you... Happy birthday
dear...

(he leans down and kisses
her, then whispers...)

(MORE)

(CONTINUED)

133

CONTINUED:

JENNINGS (ON THE LAPTOP) (cont'd)

Ra-chel...

(runs his hand through her
hair)

Happy birthday to you.

She stirs. Jennings looks at her a moment, then turns to the camera, whispers...

JENNINGS

Don't let this one go.

And now Rachel wakes up, sees the CAMERA, covers her sleepy face...

RACHEL (ON THE LAPTOP)

(embarrassed)

MICHAEL!

And he climbs into bed and grabs her, starts tickling her as the DVD ENDS. The LAPTOP SCREEN GOES BLACK and we see RACHEL REFLECTED IN IT, standing behind him.

JENNINGS

I'm sorry...

Jennings turns around, sees her cheeks are streaked with tears and immediately takes her in his arms.

JENNINGS

I'm so sorry.

He holds her another minute, looks over her shoulder at the ENVELOPE sitting on the desk. THE MAGNIFYING GLASS sits on top of it, making one of the STAMPS LOOK HUGE.

JENNINGS

Wait...

Michael stares at it a moment, suddenly moves away from her to the envelope. He looks at one of the stamps...

JENNINGS

At Reddy Grant. They told me I
signed for nineteen items in the
envelope. But there were only
eighteen--

*
*
*

RACHEL

I don't understand?

(CONTINUED)

JENNINGS

The stamps.

(then)

That makes nineteen.

We hear SOMEONE SHOUT and Jennings looks out the window. The BASKETBALL COURTS are alive with kids PLAYING before SCHOOL. Jennings stares at the school a moment, then...

JENNINGS

Come on.

134 EXT. HIGH SCHOOL - MORNING 134

As Jennings leads Rachel into the building.

135 INT. HIGH SCHOOL - SAME 135

As Jennings and Rachel move down the corridor.

JENNINGS

(points)

There...

136 INT. SCIENCE LAB - SAME 136

A plastic SKELETON hangs by the doorway, swaying back and forth as Jennings and Rachel come inside. He looks around the room, sees what he's looking for up front.

An OVERHEAD MICROSCOPE. A microscope built onto an overhead PROJECTOR. Jennings moves to it...

JENNINGS

Pull down the screen...

Rachel moves to the chalkboard and pulls down the white screen as she's bathed in LIGHT from the projector.

Jennings takes the corner of the envelope with the stamps and puts it under the microscope...

Rachel, Einstein's face projected over her now, steps away from the screen and looks at it as Jennings now adjusts the power of the microscope.

He moves each stamp under the microscope until we finally see a LARGE BLACK BLUR in the corner of one of them.

JENNINGS (CONT'D)

Here we go..

(CONTINUED)

RACHEL

What is it--

JENNINGS

Microdot.

He adjusts the power stronger and now we see that the black blur is actually A PHOTOGRAPH.

He ups the power some more and we see that it's SIX PHOTOGRAPHS -- all arrayed like a Warhol painting.

He goes stronger and we see that the photographs are all of the same thing. A NEWSTAND. Parked near it, A BLURRY IMAGE: an automobile. Strange-looking. Because this is--

JENNINGS

--the future.

He turns the power higher and now see SIX IMAGES OF THE NEWSTAND.

JENNINGS

Turn out the lights.

She does and now we see it even clearer. A young guy with piercings up the wazoo, orange hair, sits at the table reading a zine in all five of the photos.

RACHEL

They're all the same...

JENNINGS

Not quite... the dates are the same: fifty years from now.

(then)

But look at the headlines...

Jennings walks up to the screen. In each image, we see the headline on the newspaper. As he points to each of the images, words from the headlines jump out at us...

FAMINE! WAR! MARKET CRASHES! GENOCIDE! THOUSANDS DEAD! OIL SHORTAGES!

One after another. And so on...

JENNINGS

These are all images from the machine.

(CONTINUED)

He stops, looks at the last image. There are no newspapers on the stand at all. The street's empty, we see what looks a lot like dead bodies lying in the street beyond.

JENNINGS

I don't understand. I built it so that we could see the future. And so... if we saw something... horrible, we could do something about it, right?

(then)

I mean, if we know the future, we should be able to change it, right?

RACHEL

No... maybe not...

He looks at her.

RACHEL

A few weeks ago you asked me if I knew you were going to leave, what would I do?

JENNINGS

And what did you say?

RACHEL

I said it was a stupid question.

(then)

I said I wouldn't want to know.

Because--

Jennings stares at the headlines. Starts to understand.

JENNINGS

--life is about living in the present, the right now.

RACHEL

Yes. That's right.

He turns to her, it all coming to him at once...

JENNINGS

There's only one thing worse than not knowing the future, and that's knowing it.

(then)

The only reason we move forward at all, is because we don't know where we're going.

(MORE)

(CONTINUED)

JENNINGS (cont'd)

But show someone their future --
they have no future. If you take
away hope, you take away life.

*

*

The MORNING SCHOOL BELL RINGS. He looks at the headlines...

JENNINGS

You can't reverse engineer the
future. If you predict a stock
market crash, what do people do?
Everyone pulls out of the market
and what happens? It crashes
anyway. If you predict famine,
people hoard food and what happens?
There's a food shortage. People
starve anyway.

(then)

If you know the person you love is
going to leave, you don't wanna be
left holding the bag...

He turns to Rachel now.

JENNINGS

So you leave first. And it ends
anyway.

Rachel stares at the images on the screen, the horrible
headlines.

JENNINGS

If we identify our future, we're
doomed to follow it.

He looks at the HEADLINES, worked up now.

JENNINGS (CONT'D)

So... knowing the future will
actually destroy us.

He turns back to Rachel and stops cold: A GROUP OF STUDENTS
STAND IN THE DOORWAY having just heard every word.

JENNINGS (CONT'D)

Uh-- hypothetically speaking.

EXT. SCHOOL - MORNING

As Jennings and Rachel hurry away from the building...

JENNINGS

I have to destroy the machine.
(looks at the envelope)
(MORE)

(CONTINUED)

137

CONTINUED:

JENNINGS (cont'd)

That's why I sent myself all this
crap... so that I could get back
in...

RACHEL

Which begs the question: what am I
doing here?

138

INT. HOTEL ROOM - MORNING

138

As Jennings goes through her WORK BACKPACK.

RACHEL

There's nothing but junk in there--

JENNINGS

Trust me: there's no such thing.

He FINDS THE CAMPUS MAP. Stares at it.

JENNINGS

I don't remember any of this.

RACHEL

And that just shows you where the
buildings are, that's not going to
help you get around inside...

JENNINGS

Maybe you could fill it in?

RACHEL

I could try.

He looks up at her. She stands BY THE WINDOW -- in the
sunlight. Her arms and legs can be seen THROUGH the
material of her clothes. He stares at her now...

RACHEL

What?

JENNINGS

You're beautiful.

But then something else occurs to him...

RACHEL

What?

And that gives him an idea about what that CROSSWORD. He
pulls it out and HOLD it up to the LIGHT.

(CONTINUED)

138

CONTINUED:

The words he's filled in are in pencil, but the ORIGINAL WORDS were in GREEN INK. They show through... We might RECOGNIZE certain words like -- RELAY -- ROUTER -- CROSSOVER.

RACHEL

(joins him, looks)

That's my handwriting. That's the puzzle you gave me just last week. I never got to finish it.

JENNINGS seems to know what it is for.

JENNINGS

You did just enough...

(beat)

This must be the map to get into the lab...

139

INT. FEDERAL BUILDING - DAY

139

As the Attorney General turns to AN IMAGE of the RUSH-HOUR crowd on a monitor. Then another image on another monitor, then another. DOZENS of monitors show VIDEO FEEDS from the Subway.

KLEIN

We've got the feeds from mass transit.

ATTORNEY GENERAL

He could be anywhere now...

Dodge is studying blow-ups of the items in the envelope. He stares at one under a magnifier...

DODGE

Except that he's not running away. He could have given himself a way to disappear, but look what he gave himself instead.

He shows them the image of the SWIPE CARD.

DODGE

He's going back.

They all look at the card. The letters ALLC- visible in the blowup.

ATTORNEY GENERAL BROWN

Let's get a warrant to tap the phone and data lines coming out of Allcom.

(MORE)

(CONTINUED)

139

CONTINUED:

ATTORNEY GENERAL BROWN (cont'd)

Put some bodies on the ground
around that Allcom campus.

(then)

I want that machine.

140

INT. HOTEL ROOM - MORNING

140

Jennings is gathering his things.

RACHEL

You'll never get inside. And even
if you do--

JENNINGS

I have a map. I'll be fine.

RACHEL

They're gonna kill you, Michael.
Please, let me help you.

JENNINGS

You already have.

Jennings looks at her.

JENNINGS

Rachel, the guy you met at the
party. He built this machine. It's
what he thought life was about. I'm
not that guy anymore. I wouldn't
have sacrificed our three years
unless I knew I'd get fifty more.

RACHEL

And you know that?

JENNINGS

Yes.

(beat)

Or don't you believe in second
chances?

She kisses him.

RACHEL

Try not to forget that kiss.

He leaves.

141

INT. JENNINGS' LAB - SAME

141

RETHRICK and WOLFE come in to get the report from STEVENS.

(CONTINUED)

141

CONTINUED:

RETHRICK

Where are we?

STEVENS

Another day at the most. I don't
have many places left to look.

RETHRICK

Another day is too late.

(starts out)

I guess you weren't as smart you
thought.

STEVENS

(rebutts)

Jennings wouldn't find it any
faster unless he knew where to
look.

RETHRICK stops. What did Stevens just say?

142

OMITTED

142

143

INT. TUNNEL FROM THE SUBWAY - SAME

143

We watch JENNINGS walking through a pedestrian tunnel. He is
totally alone. He follows his map.

JENNINGS sees a crowd of people walking in a tunnel ahead.
Many are dressed for work at ALLCOM. He'll follow them.

144

OMITTED

144

145

OMITTED

145

146

INT. TUNNEL, APPROACHING THE METAL DETECTORS

146

JENNINGS passes A PLAIN CLOTHES FEDERAL AGENT going the other
way. The PLAIN CLOTHES AGENT speaks into his collar as behind
him Jennings consults the crossword "map."

147

INT. FEDERAL BUILDING - SAME

147

DODGE and KLEIN race forward to look at a screen. On SCREEN --
A video feed coming from that PLAIN CLOTHES AGENT.

DODGE

There. That's him. Heading straight
for the campus, just like I said...

(MORE)

(CONTINUED)

147

CONTINUED:

DODGE (cont'd)

(turns)

Tell them to pick him up quietly so
we don't tip Rethrick off. Then
we'll go in--

ATTORNEY GENERAL BROWN

No. Cancel that order. Let him go
in.

DODGE and KLEIN are stunned.

KLEIN

There's no reason. When the warrant
clears we can go in ourselves...

KLEIN trails off as A MEMORY EXTRACTOR is brought in. DODGE
looks at it and knows instantly. KLEIN doesn't get it yet.

KLEIN

We tried an extraction already.

DODGE

(bitter)

On a wiped memory. If Jennings
manages to get to his machine and
out, he'll have fresh ones of the
entire design.

ATTORNEY GENERAL

It's our best chance at preserving
his work.

DODGE shakes his head - disgusted.

ATTORNEY GENERAL

You have any idea how important
this machine is to law enforcement?
Can you imagine what we could do
with it?

DODGE

I can. Yes.

ATTORNEY GENERAL

But you still have a problem?

DODGE

Yes. I called that man a traitor to
his face, and I'd like the chance
to apologize. Instead, we fry his
brain to get your machine.

(CONTINUED)

ATTORNEY GENERAL

You have an alternative?

DODGE

How about something where the guy
ends up with a future?

ATTORNEY GENERAL

Jennings has no future no matter
what happens.

148 OMITTED

148

149 INT. UNDERGROUND ENTRANCE - ALLCOM

149

JENNINGS approaches security, watches the metal detectors and
the conveyor belt where people put their packages and purses
to be screened. *

PLACES his ENVELOPE on the Conveyor belt and STRIDES through
the METAL DETECTOR without anyone seeing him.

His ENVELOPE however, is about to be scanned, and he is
unknowingly about to be busted when... A HAND YANKS them back
out of the machine. It's RACHEL. They talk quietly out of
view of the GUARDS.

JENNINGS

What are you doing!--

RACHEL

Let me see the crossword...

JENNINGS

Rachel--

RACHEL

Just show it to me...

He shows it to her.

RACHEL

It's not a map...

JENNINGS

What is it?

RACHEL

I don't know. But I think you need
me for something inside.

(MORE)

(CONTINUED)

149

CONTINUED:

RACHEL (cont'd)

Why else would you have brought me
to the cafe yesterday?

She watches people moving through Security, then looks off at
...SOMETHING OS...

RACHEL

Let me see that swipe card...

He takes it out of the envelope. She looks at it. Turns it
over. There is a CODE on the back. She looks up from the card
to...

149A

A DOOR

149A

Marked "MAINTENANCE."

RACHEL

You're going in that way.

(then)

Give me the envelope...

He hands it to her.

RACHEL

I'll take it down the ramp...

She takes out a pen, hastily draws a map on it...

RACHEL

You take the maintenance tunnel to
a fork, go left until you come to a
ladder... that'll take you up into
my lab. I'll meet you there...

JENNINGS

Rachel--

RACHEL

Michael, I'm not leaving you. No
matter what. Now go.

150

INT. RAMP - NEAR THE LABS

150

The ramp we saw Rethrick lead Jennings down when he first got
to Allcom. Rachel now hurries down it with the envelope.

RACHEL passes through the ID SCAN and FACE check. Among her
things is a/the MANILA ENVELOPE.

151

INT. SERIES OF TUNNELS

151

Full of pipe and electrical conduit. JENNINGS follows the map through the various tunnels. He comes to a fork, consults her drawing.

JENNINGS

Did she say right or left?

He starts to go... then backs up... turns the drawing RIGHT SIDE UP and goes the OTHER WAY...

152

INT. ANOTHER TUNNEL - SAME

152

As Jennings stops beside A METAL LADDER. He checks the map once more, then starts up the ladder towards the Biolab...

153

INT. RETHRICK'S OFFICE - SOLAR TOWER

153

MR. WOLFE hangs up the phone. He looks at RETHRICK.

RETHRICK

Jennings?

MR. WOLFE

Rachel. She entered 1 minute ago.
What do you want me to do?

RETHRICK

Nothing.

(then)

They're right on time.

154

INT. FEDERAL BUILDING - SAME

154

Klein listens to his headset, turns.

KLEIN

That's confirmed. He's in.

ATTORNEY GENERAL BROWN

(makes a decision)

Once we confirm he's at the machine, let's go in after him.

Klein and Dodge exchange a look.

KLEIN

I thought we were going to wait for him to come out.

(CONTINUED)

154

CONTINUED:

ATTORNEY GENERAL

I can't wait. Whether it's Jennings
or the machine, I don't care. As
long as I get one of them. Let's
go.

All the agents move towards the door with Attorney General
Brown. Agent Dodge opens the door for Attorney General Brown.

DODGE

When we get there, would you like
to be first through the door--

The Attorney General gives Dodge a look.

DODGE

Sir.

ATTORNEY GENERAL BROWN

Careful, Dodge.

155

INT. BIOLAB - CONTINUED

155

RACHEL crosses the lab, eyes looking everywhere for danger...
She spies JENNINGS coming up from the UNDERGROUND RAMP.

She HOLDS out the ENVELOPE as SHE AND JENNINGS meet. THEIR
HANDS brush as she hands him the ENVELOPE and watches him
HEAD TOWARDS the doors into his Lab Building.

Just as he's about to enter, she takes his arm...

RACHEL

Wait.

She looks around a moment.

RACHEL

They're gonna know we're here.

JENNINGS

Probably.

RACHEL

How are we going to get out?

JENNINGS

The machine's going to tell me.
(then)
I hope...

And with that she watches as he disappears through the DOOR.

156 OMITTED

156

157 INT. JENNINGS' LAB - DAY

157

JENNINGS is now inside the LAB. He grabs a chair and tries to wedge it under the doorknob, but it doesn't fit.

He tries to drag a CABINET over, but it's too heavy. He looks at the envelope, peers inside at the contents...

He looks at the **HEX KEY**, then puts it back. He pulls out the **SILVER DOLLAR** and stares at it a moment, then turns to the electronic lock on the door. Thinks a moment... He quickly pulls off the cover and examines the wiring. He pulls out one of the wires, then wedges the coin into the circuitry. Sparks fly as...

The box shorts out permanently locking the door. And now he finally turns around to see what all of this has been about:

JENNINGS

Good Christ--

157A INT. BIOLAB - SAME

157A

As Rachel moves to the control panel and starts the FOG...

157B INT. JENNINGS' LAB - SAME

157B

He sees the control panel and the hanging flat panel displays which look like mirrors when they are off like now...

Then he and WE see the heart of all of this. A GIANT PANE OF GLASS hanging before him. JENNINGS stares. He built this.

He moves to a piece of spherical glass, puts his hand on it, Lasers fire from INSIDE THE "CRYSTAL BALL" and map the lines on Jennings' Palm. But then we hear A BEEPING SOUND.

JENNINGS looks at the control panel, sees that: 'Error -41'

He looks up and notices the LENS. Green LASERS FOCUS ON IT FROM A DOZEN DIFFERENT ANGLES. Making it look like a giant EYE.

In front of him, there is a FOCUS DIAL. Only this doesn't focus in feet or inches... This focuses in minutes, days, years.

JENNINGS is transfixed by his creation...

158 INT. RETHRICK'S OFFICE - SOLAR TOWER - SAME 158

Where RETHRICK watches JENNINGS on a monitor. He's hidden a camera in the lab, high on the wall.

RETHRICK

I told you it was beautiful.

159 INT. SOLAR TOWER - MAIN FLOOR - SAME 159

MR. WOLFE followed his KILLERS slowly emerge from the rapidly SPREADING FOG. They join other GUARDS and now take positions outside Jennings' lab door.

160 INT. JENNINGS' LAB - DAY 160

JENNINGS takes his MANILA ENVELOPE and climbs down INTO the guts of the machine.

161 INT. JENNINGS' LAB - UNDER THE MACHINE 161

Jennings is studying every wire, every circuit. He pulls out his CROSSWORD. He places against an array of FIBER-OPTIC wire so he can see it in silhouette.

Suddenly it becomes clear -- The WORDS in GREEN are a reproduction of a CIRCUIT. Jennings scans for that circuit.

JENNINGS

What was your big plan, Mike?

He finds it. And there buried within the circuitry is the TINY CHIP Stevens had been looking for -- the thing Jennings' used to sabotage the machine. He REMOVES it.

162 INT. JENNINGS' LAB 162

JENNINGS comes out from the machine. Hurries to the CONTROL PANEL. He powers things on. Those SMALLER DISPLAYS move.

163 INTERCUT. RETHRICK'S OFFICE - SAME 163

As RETHRICK and STEVENS watch on the monitors, one of the DISPLAYS blocks their CAMERA VIEW. They get a look at JENNINGS -- but not at the machine's screen.

RETHRICK

(to Wolfe)

Stand by...

164

INT. JENNINGS' LAB - SAME

164

As JENNINGS POWERS the machine up. All the SMALL SCREENS around him fill with IMAGERY... Gradually, the MAIN SCREEN begins to fill with tiny pieces of those many images

It is a FEAST FOR THE EYES as the MAIN SCREEN is now filled with images. SUDDENLY the many images COALESCE into ONE.

THE IMAGE ON SCREEN: It is an image of himself, standing in the lab. It is the PRESENT.

JENNINGS turns to his ITEMS.

JENNINGS

What did I have in mind?

JENNINGS turns his eye towards... The LASER reads his eye is on **MAGNIFYING LENS**... JENNINGS DIALS the 'focus' forward into the FUTURE...

165

INT. RETHRICK'S OFFICE - SAME

165

RETHRICK watches a moment.

RETHRICK

He's got it working.

(then)

Go in now!

166

INT. SOLAR LAB - MAIN FLOOR - SAME

166

MR. WOLFE swipes a card to unlock the door, but the circuit's blown and the door stays locked. Mr. Wolfe steps aside...

MR WOLFE

Break it down.

167

INT. JENNINGS' LAB - SAME

167

As Jennings looks at a wash of images from events we've already seen. Stored images of the future that he used to "stock" the envelope. Right up until now...

SMASHING SOUNDS FROM THE DOOR grab Jennings' attention. He JENNINGS dials the focus further *FORWARDS INTO THE FUTURE*...

THE IMAGE ON THE MACHINE: A thousand small images become one as Jennings zooms ahead...

We are seeing a few more minutes into the future. We see an image of the CROSSWORD PUZZLE floating to the floor.

*
*

(CONTINUED)

167

CONTINUED:

A PEN is grasped in one hand. We see an image of something like steam HISSING from it. *

...An then images of JENNINGS with RACHEL. They run through the Biolab and start up a ladder for the ROOF. But then we see, Rachel standing ALONE at a door. *

But then the image jumps to another image, and now we see the bullet in tight close-up...

BUT BEFORE JENNINGS can see how it's used -- the Lab Door bursts open!

JENNINGS ducks as the first shot from the GUARDS whizzes by. He grabs his items and hits a button which MOVES the SMALLER DISPLAYS AROUND THE ROOM, hoping they'll help give him cover as he races to get under the machine...

He sees BULLETS coming at him... The BULLETS SHATTER the various flat panel displays, it turns out due to the reflections the bullets weren't going where it seemed.

JENNINGS dives under the machine as the GUARDS aim:

MR. WOLFE

(usual calm)

please, do not fire at the machine.

168

INT. JENNINGS' LAB - UNDER THE MACHINE - SAME

168

As Jennings hears Mr. Wolfe admonishing his team to protect the machine. He looks at all of the wiring... then at the crossword puzzle/diagram, moves to a circuit now, rewires it, then moves to another and quickly does the same...

He sees a CANNISTER of some sort amidst the wiring. He sees A PEN TAPED TO THE UNDERSIDE of the machine. Jennings moves to it. Looks at the pen. At the cannister. *

He then JAMS THE PEN INTO THE CANNISTER. A gas of some kind begins to hiss forth. *

JENNINGS

Hope you're nearby when someone turns this on, Jimmy.

He goes to escape by following the cooling pipes. He HEARS Mr. Wolfe coming and SLIPS away through the cooling vent... just as MR. WOLFE peeks in. *

169

INT. JENNINGS' LAB - CONTINUED

169

MR. WOLFE comes back up as RETHRICK and STEVENS enter.

MR. WOLFE

He went out through a vent. It goes
back into the Biolab.

RETHRICK

Go.

As WOLFE runs out, RETHRICK turns to STEVENS, who can see the
MACHINE is not functional. Rethrick bends down, sees THE
CROSSWORD PUZZLE on the floor. As he picks it up, the light
from one of the screens illuminates the circuit...

RETHRICK

Clever.

(hands it to Stevens)

It should be easier for you this
time.

(then)

Fire it up.

*
*
*

STEVENS heads to fix the damage JENNINGS did. Leaving
RETHRICK alone for a beat. He looks up at one of the few
intact Flat Panel Displays that Jennings moved.

Wait, Jennings moved the displays... Rethrick turns and looks
high in the corner. HIS CAMERA ISN'T BLOCKED NOW.

170

INT. FEDERAL BUILDING - SAME

170

Agent #3 is watching FEEDS from inside the ALLCOM campus.

AGENT #3

(mic)

We've got a lot of activity. Guards
everywhere.

171

INT. FEDERAL CAR - SPEEDING

171

DODGE and KLEIN hear the report. The ATTORNEY GENERAL is with
them.

ATTORNEY GENERAL BROWN

Feel free, Mr. Clay, to drive
faster.

(CONTINUED)

171

CONTINUED:

171

KLEIN

It's not Cl--

(then)

Yes, sir.

172

INT. THE BIOLAB - DAY

172

GUARDS begin pouring into the structure. RACHEL watches from the glass shed. She looks at the control panel and turns up the fog...

She sees Jennings coming up through an access panel near the large cooling pipes. She crosses to the panel and helps Jennings exit. She motions for him to stay quiet.

All of the EXITS are all being covered by GUARDS. All of them except one right behind them:

RACHEL

This way--

JENNINGS stops her.

JENNINGS

No.

GOOD THING they didn't go up there -- because TWO GUARDS come through the door.

JENNINGS

We have to get to the roof...

173

INT. JENNINGS' LAB - UNDER THE MACHINE - SAME

173

STEVENS, consulting the crossword "diagram", is fixing the damage JENNINGS just did.

STEVENS

He's not that smart...

174

INT. RETHRICK'S OFFICE - SAME

174

As RETHRICK stands at his monitor, anxiously FAST-FORWARDING through the footage from the camera in the JENNINGS' LAB...

ON THE MONITOR - fast motion. We see JENNINGS use the machine, the PANELS move and block our view...

But then we get to what RETHRICK is waiting for...

When Jennings re-deployed the displays in order to protect himself, the VIEW for this camera cleared...

(CONTINUED)

174

AND ON THE MONITOR: Rethrick can now see what Jennings did -- Jennings and Rachel moving UP A LADDER TO THE ROOF.

...Rethrick is now ahead of Jennings. He says into his walkie:

RETHRICK

I need people at the roof access!

He then lifts his head above his monitor, thoughtful as he now sees THE .45 MATCH PISTOL IN ITS DISPLAY CASE.

175

INT. BIOLAB - DAY

175

JENNINGS and RACHEL try to make their way through the FOGGY lab. Suddenly, we see they are surrounded by Wolfe's men.

The KILLERS seem to appear and disappear in the fog. Jennings bends down and pulls a SHOVEL from one of the planters...

JENNINGS

Stay close--

And now they're ATTACKED. But Jennings moves with the stick just like he did in the Makoto Arena, striking each man as they emerge from the fog...

Rachel grabs the ASCENDER REMOTE, moves close to Jennings.

He's about to be attacked from behind when Rachel reaches out and PALMS THE KILLER HARD IN THE THROAT -- the same move Jennings did at the FBI offices. Jennings stares at her...

JENNINGS

Hey, did you show me--

RACHEL

Take the rope!

JENNINGS tucks the ENVELOPE into his waistband and grabs on to the rope as RACHEL NOW HITS A SWITCH ON THE REMOTE and the ROPE ASCENDS pulling JENNINGS up off the floor.

AS he goes UP he passes a KILLER NOW COMING DOWN with A PIPE IN HIS HAND... the two strike at each other as they pass...

Rachel, attacked now by two other killers, fumbles with the remote, as she kicks one of them through the glass wall of the shed and ducks a punch from the other one and slams the remote into his face, which unfortunately causes...

Jennings to now rapidly DESCEND back down as the other Killer now rapidly ASCENDS back up...

(CONTINUED)

RACHEL

Sorry! Hang on!

And once more they pass each other in a sort of vertical joust as they pass -- Michael blocking the blow from the pipe with the shovel as he drops down beside Rachel now...

JENNINGS

You okay?

And now out of the fog comes another Killer, Jennings strikes him with the shovel/stick. Rachel finishes him with a kick.

JENNINGS

We have to get to the roof--

Rachel puts on a harness now and they both rise up into the fog, but as they get to the TOP CATWALK, we see TWO GUARDS coming right at them, cutting them off from the ROOF DOOR.

Rethrick has seen this, sent them...

JENNINGS

Go back down...

But now one of the Killers fires at them and Rachel DROPS THE REMOTE INTO THE TREES...

Several others fire on them from below. And now the JOUSTING KILLER is on his way back up firing at them... Nowhere to go except TWO WATER TANKS 40 feet below.

JENNINGS

We'll jump--

He starts to hit his quick release. She stops him...

RACHEL

Not that one...
(pulls him over)
This one...

RACHEL AND JENNINGS dive... Fall through one canopy of trees... And LAND IN A WATER TANK! They surface.

RACHEL

Come on!

The JOUSTING KILLER above dives after them... He lands in the adjacent tank... SMASH. Too bad that one was for lilypads. It only had 3 inches of water.

(CONTINUED)

175

CONTINUED: (2)

175

JENNINGS and RACHEL run past his body... JENNINGS grabs the now dead man's GUN. It's empty (he shot it out up top) No matter, JENNINGS has THE BULLET. Doesn't fit again.

RACHEL

MICHAEL!

RACHEL and JENNINGS race off into the maze of fog and fauna.

176

INT. JENNINGS' LAB - UNDER THE MACHINE - SAME

176

STEVENS is just about finished rewiring the circuit...

176A

INT. LAB - THE MACHINE - SAME

176A

As the SCREENS FLICKER. We catch a glimpse of Stevens below the machine working on it. The Present.

177

EXT. ALLCOM - SAME

177

Rethrick walks calmly, the .45 pistol held at his side.

178

INT. BIOLAB

178

JENNINGS and RACHEL in full-flight through the BIOLAB...

JENNINGS

We have to get to the roof!

RACHEL

There's another rig on the other side!

They race across the lab...

179

OMITTED

179

179A

MR. WOLFE

179A

Sees them, moves after them. And now..

179B

RETHRICK

179B *

Comes into the Biolab. Raises the match pistol, follows them in the sight... *

179C

JENNINGS AND RACHEL

179C

Stop running as they now see more figures moving around the perimeter. They're trapped. Not sure which way to go.

(CONTINUED)

179C

CONTINUED:

RACHEL

Now what?!

But JENNINGS is distracted by something he sees: A RAINBOW caused by the now clearing fog and the sunlight.

He recognizes this. This is from his visions. This is the moment of his death. Sure enough, MR. WOLFE is closing in on them, unseen. And RETHRICK almost has his shot... *

RACHEL

Michael?

JENNINGS sees the images from his vision. Exactly. He looks up at the TOWERING GREEN TREE. Then at the BLACK-TILED FLOOR. Then at RAINBOW.

JENNINGS

Rachel. Listen to me.

He looks up at the DOOR, the one he saw Rachel go through ALONE. *

JENNINGS (CONT'D)

I don't make it. *

RACHEL

What? *

JENNINGS

I've seen my future. And I don't make it. *

(then) *

But you do... *

179D RETHRICK

179D *

Now fires from a distance.

179E ON RACHEL

179E

As she turns to Jennings...

RACHEL

I don't wanna know.

179F

179F OMITTED

179G INT. BIO LAB - SAME

179G

JENNINGS sees the bullet coming at him in impossible slow motion. He could run left... He could run right... He could try diving. Jennings chooses to use his last breath to say.. to RACHEL:

JENNINGS

I love you.

The BULLET, its aim true, is about to hit JENNINGS when MR. WOLFE steps out from the fog. Gun at Jennings' head.

MR. WOLFE

I love you, too.

POW! Mr. Wolfe takes the bullet meant for JENNINGS! Jennings watches in amazement, as WOLFE drops to the floor. Jennings realizes it's not over yet. Rachel looks at Jennings...

RACHEL

That's why I was here...

JENNINGS

Yeah, yeah... COME ON!

He takes the Mr. Wolfe's pistol. He tries to put in his BULLET, but realizes the GUN is ALREADY LOADED.

RACHEL

Michael! Look out!

She points to TWO KILLERS who now run at them. JENNINGS fires the gun driving them back against a tank which he then SHOTS OUT. The tank BREAKS from being hit so many times. The GUARDS are washed away in a mini-flood.

He tosses the gun aside, then leads her across the lab...

RACHEL and JENNINGS hurry to THE LADDER, see it RISING FROM THE FOG. Are right there when... RETHRICK steps in front of them. Levels his GUN at the two of them...

RETHRICK

No playing God this time, Dr. Porter.

180 EXT. ALLCOM - SAME

180

DODGE and KLEIN lead a TEAM of AGENTS inside, flashing their badges.

(CONTINUED)

180

CONTINUED:

ATTORNEY GENERAL
Secure the machine!

181

INT. BIOLAB - SAME

181

As Rethrick and Jennings consider each other a moment.

RETHRICK

You understand, none of this had to
happen. You could've just taken
your money and walked away.

JENNINGS minds spins like crazy. He looks around. They are
backed up against a tree with another ASCENDER.

182

INT. JENNINGS' LAB - UNDER THE MACHINE -SAME

182

STEVENS finishes the fix, says into his radio.

STEVENS

One more second, sir...

182A

INT. BIOLAB - SAME

182A

Rethrick's eyes are wild. His hand is shaking...

RETHRICK

This machine--

JENNINGS

--will ruin everything.

RETHRICK

If this technology was in place
five years ago, you'd be a husband
and a father right now, instead of
a dead man...

He raises the pistol a little higher...

RETHRICK

Look at it that way.

183

INT. JENNINGS' LAB

183

STEVENS moves to the console and begins once more powering up
the machine. It is going to work!

184 INT. BIOLAB - SAME 184

RETHRICK and Jennings consider each other as they wait.
Finally...

STEVENS (RADIO)
It's working.

RETHRICK
Goodbye, Mike.

And then, there is A BEEPING SOUND. An ALARM. What? Where? No one can tell at first...

184A INT. JENNINGS' LAB - SAME 184A

We now see STEVENS' OWN IMAGE ON THE SCREENS. He stares at them, wondering what it means...

STEVENS
When is this?

184B INT. BIOLAB - SAME 184B

Jennings looks at his wrist. It's coming from THE DIGITAL WATCH! It's beeping like crazy and flashing "109 109 109

But to RACHEL THE WATCH FACE is UPSIDE DOWN. It reads.

"GO! GO! GO! GO!"

RACHEL
Michael...

185 OMITTED 185

186 OMITTED 186

186A INT. JENNINGS' LAB - BENEATH THE MACHINE - SAME 186A

As the machine begins to short circuit. Stevens scratches his head, looks around...

STEVENS
Now what?

186B INT. BIOLAB - SAME 186B

As Rachel grabs onto Jennings--

RACHEL

GO!

IT ALL HAPPENS IN AN INSTANT. RACHEL hits the RELEASE on the ascender rig -- catapulting herself and JENNINGS UPWARD in the rig... Rethrick firing wildly at them as they go... *

187 INT. JENNINGS' LAB - SAME 187

As Stevens turns, looks at the screens, sees himself blown away IN A WIND like the city from Jennings' images.

STEVENS

When the hell is --

The screen EXPLODES.

188 INT. BIOLAB - SAME 188

And a MASSIVE EXPLOSION BLOWS through the lab, knocking Rethrick off his feet as JENNINGS and RACHEL continue to ascend upward...

189 INT. SOLAR TOWER - SAME 189

DODGE, Klein and the rest dive for cover from the blast.

189A INT. BIOLAB - SAME 189A

As Jennings and Rachel suddenly stop ascending.

RACHEL

It's jammed...

(then)

There's a manual release...

JENNINGS

It's all jammed!

RACHEL

(points)

The bolt--

Jennings looks at it and sees that it has a **HEX-KEY** RELEASE. He pulls the ENVELOPE from his waistband. Opens it up. The problem is, the envelope's now SOAKED THROUGH, TORN TO SHIT from all of his "adventures."

So the minute Jennings reaches into it, it breaks apart. He sees the HEX KEY fall away from him. Fumbles for it as now EVERYTHING falls from the envelope. Including...

(CONTINUED)

189A CONTINUED:

The Bullet. Which Rachel and Jennings now watch as it falls in SLOW MOTION down to where...

189B...RETHRICK

189B

Lies face down, the .45 Match Pistol in his outstretched hand, the breech locked open and EMPTY.

He slowly opens his eyes, blood roaring from his forehead to the floor, as the BULLET ROLLS IN FRONT OF HIS FACE.

He stares at it a moment, then sits up and inserts it into the gun. IT FITS.

He now SLOWLY LOOKS UP AT WHERE JENNINGS AND RACHEL HANG IN THE AIR ABOVE HIM. Sitting ducks.

He points the gun at Jennings... his hand shaking, blood running down his arm in stripes.

We hear HISSING, POPPING and...

Rethrick cuts his eyes towards Jennings lab, the machine still shorting out, is about to explode once more.

We hear VOICES, the sounds of the FEDS ENTERING THE LAB, SIRENS NOW OUTSIDE THE BUILDING...

*
*

And Rethrick cuts his eyes across the lab where we now see the feds cautiously making their way into the room...

He then looks once more up at Rachel and Jennings, cocks the hammer on the pistol--

JENNINGS

Jimmy...

--And then quickly puts the gun to his own head--

JENNINGS

Jimmy!

The report of the pistol is drowned out as the machine EXPLODES once more as...

190 OMITTED

190

190A JENNINGS AND RACHEL

190A

Now swing over to a CATWALK and pull themselves onto it.

191 EXT. BIOLAB ROOF - DAY

191

Rachel and Jennings move to the edge of the roof, see SHORTY
STANDING ANXIOUSLY BY HIS CAR below...

SHORTY

This way...

192 INT. BIOLAB - SAME

192

DODGE and KLEIN move into the lab with the ATTORNEY GENERAL.
Nothing is left.

KLEIN

(to the Attorney General,
dry)

Guess we don't get the machine, do
we?

DODGE moves to a blasted hole in the wall by the machine,
looks OUTSIDE.

192A DODGE'S POV - JENNINGS

192A

Helping Rachel into Shorty's car, the three of them driving
away.

ATTORNEY GENERAL

Any sign of Jennings!?

DODGE

No...

DODGE turns away, looks at the rubble of the machine.

DODGE

He didn't make it.

Dodge moves into the biolab, takes in the destruction. He
moves to A SINGLE PLANT, the only thing that survived. We
PUSH IN ON IT...

And now see GREEN EYES PEERING THROUGH on the other side.

DISSOLVE TO:

193 OMITTED

193

194 OMITTED

194

194A INT. SHORTY'S CAR - DAY

194A *

As Shorty drives them away from the building...

*

SHORTY

Guess you'll have to find a new
line of work, right?

JENNINGS

One day at time, Shorty.

194B EXT. STREET - SAME

194B *

As the car disappears into traffic, we then...

*

DISSOLVE TO:

*

195 EXT. SEATTLE - DAY

195

An average day. Jennings and Rachel walking.

JENNINGS

So how did I get this scar?

RACHEL

You got out of line one day, so I
had to kick your ass.

JENNINGS

What?

RACHEL

Maybe this "fill in the blanks"
thing isn't so bad after all.

(wonders)

You think you planned everything
that happened? Are you that smart?

JENNINGS

I don't remember.

A STREET KID comes out of a store in front of them with a wad
of cash. He walks by Jennings. He/WE might remember him.

JENNINGS

He looked familiar...

(CONTINUED)

RACHEL

Oh, really? How's that?

JENNINGS

It's just... I was on this bus...

But then Jennings turns and looks in THE PAWN SHOP WINDOW.
And he sees something that makes him smile.

JENNINGS

Rachel, do you believe in fate?

RACHEL

Why?

In the STORE WINDOW - THE DIAMOND ENGAGEMENT RING is for
sale.

JENNINGS

Because there's something that I
forgot to ask you...

FADE OUT-THE END