

Get in
Sit down
Hold on
Shut up

SPEED RACER

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MS

OPEN ON VIDEO DARKNESS

The static-flecked gloom of a high-definition video screen between commercials...SILENT but for the background whisper of digital TRANSMISSION signals. All at once, an ELECTRONIC FANFARE heralds the FADE-UP of the UNITED NATIONS NETWORK LOGO... As the MUSIC reaches it's CRESCENDO... A staid subtitle appears--

"Here Is The News"

-- And with a WILD ROCK GUITAR LICK-- The OPENING MUSIC blasts forth to accompany a QUICK CUT VISUAL CACOPHONY of NEWS FOOTAGE. A tour-de-force time capsule roller coaster ride that slams us back in our seats and blasts us forward in time. Two decades of future world history flashing past BENEATH OUR TITLES... Illuminating a human experience of increasing contrasts. The rich getting richer. The poor getting poorer. The apex of scientific achievement rising ever higher while the social contract spirals inexorably toward oblivion.

SUPERPOWERS balkanize into loose federations. POLICE STATES and CORPORATE GOVERNMENTS rise to power. TECHNO-INDUSTRIAL OVERLOAD leads to ever increasing INSTANCES OF ENVIRONMENTAL DISASTER. Giving rise to a new strain of TERRORISM. Much of it blamed on a group known as OCTOBER 10th, their distinctive 10-10 GRAFFITI glimpsed again and again on the remnants of BOMBED FACTORIES, DISABLED POWER PLANTS, and "DE-ACTIVATED" ROBOT LABORERS.

But through it all, as Rome burns, people still like to fiddle. Newsworthy ENTERTAINMENTS, many of which would cause Jesse Helms to spontaneously combust, flicker past like evil winks from the devil himself. PUBLIC EXECUTIONS, ZERO-G EROTIC DANCING, GLADIATORIAL BATTLES, eating up an ever-increasing share of air-time, while most quaint diversions like FOOTBALL, BASKETBALL, BASEBALL, and HOCKEY die of malnutrition.

Most diversions, that is, except for one--

RACING-- Has somehow been spared. In fact as time rolls on it's popularity increases exponentially. FASTER CARS. FLASHIER DRIVERS. NASTIER CRASHES. The perfect ride for a world of hitchhikers destined for Hell. In the midst of this frenzy, a rising young star named REX KAYTON driving a sleek new prototype called the MACH 4 rockets toward fame... Winning race after race...Until in a FINAL THUNDERCLAP of MUSIC and DESTRUCTIVE NOISE-- WE HOLD ON--

A HAND-HELD NEWS-VIDEO IMAGE

Of death. The aftermath of a horrific racing accident. Emergency vehicles and helicopters swarming around a burning and obliterated race car. It's driver still visible as a stiff
(more)

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black silhouette in the flames...And then WE HEAR a SCREAM-- WHIP-PANNING TO REVEAL-- A TEENAGED BOY, jumping from a descending TEAM KAYTON helicopter, running desperately for the conflagration. Hands outstretched. Mouth gasping, as he FILLS THE FRAME, to form one last long scream--

TEENAGED BOY
R-E-E-E-E-E-E-E-E-E-E-X!!!!

A BLAST OF VIDEO STATIC and DARKNESS RETURNS... FADE UP ON--

EXT. DESERTED HIGHWAY - NIGHT

Silence and stars. An autumn moon hanging heavy over the horizon. And now... something bright and fast rounding a far-off banked turn...

INT. MACH 5 RACER - NIGHT

Landscape BLURS thru a steeply raked windshield. Mega-intensity HEADLAMPS penetrating the oncoming darkness. The road is REFLECTED off the visor of the DRIVER. Both hands gripped on the small, oval wheel.

SPEED'S VOICE OVER
They say if you move fast enough,
time slows down... stops... even
goes backwards.

A small BLACK BOX sits in the passenger seat. Jerry-rigged cables lead from it to an onboard VID-DISC MONITOR. The view on the monitor screen MATCHES the view thru the windshield. But with one NOTICEABLE DIFFERENCE. The view on the monitor is in DAYLIGHT.

SPEED'S VOICE OVER
If you move fast enough.

EXT. THE MACH 5 RACER

gobbles up the countryside. An aggressively sleek teardrop of composite materials. The definitive rolling statement of the early 21st Century...

VID-DISC MONITOR IMAGE

An entirely different vehicle appears in the recorded rear view mirrors.. Gaining fast. The automotive equivalent of a black widow spider-- The X-RACER...

INT. MACH 5

The driver's EYES widen at the image on his monitor... dart instinctively to check his ACTUAL REAR VIEW MIRRORS. But there's nothing behind him but moonlight and dark highway...

VID-DISC MONITOR IMAGE

The X-RACER LOOMS. A big red LETTER X embellishes its hood. Rushing to fill the frame-- until CRASH!!! It hits-- The world SPINS. Then BURSTS INTO FLAMES.

INT. MACH 5 - NIGHT

The Mach 5's driver SLAMS ON THE BRAKES. The car SCREECHING to a tire-smoking halt. ON THE VID-DISC SCREEN-- HISSING video-static. Reflected in the driver's HORRIFIED EYES--

EXT. EMPTY HIGHWAY - NIGHT

K-THUNK-- The cockpit canopy swings up and open. Hi-top sneakers stagger to the pavement. An empty helmet drops to the ground. Bounces twice. Then rolls to a stop. The driver is doubled over outside the car. Hands on his knees. Gasping for breath. He slowly straightens up, eyes glazed in shock and anguish... It's the TEEN-AGED BOY... one year later...

"SPEED" KAYTON has dark hair, a clear complexion and a gaze too intense for a lad just 17... He walks into the path of his headlamps. Like a soul crossing over into the unknown... Stares down at something in the road that WE CAN'T SEE...

SPEED

...Rex...

A breeze picks up. In the distance, a dull, thudding THROB... Grows LOUDER... Becomes DEAFENING... The wind SWIRLS as a strange, insectine HELICOPTER touches down nearby. Bristling with bolted on hardware. A gangling young man in greasy coveralls and reversed baseball cap hops out.

SPARKY

Speed..?

SPARKY walks over and joins the brooding figure in the blinding glare of headlights. A look of horror on his face. Speed just stares down at the pavement. Eyes burning.

SPEED

I fixed his black box, Sparky.
We can't... we can't tell Pops.
Not yet. Not till I know why.

SPARKY

Why... what...? What did you see?

SPEED

Racer X killed my brother.

Sparky's jaw drops.

EXT. HIGHWAY - HIGH ANGLE

They're standing dead center in a wide circle of CHARRED PAVEMENT. The wind HOWLS.

EXT. KAYTON HOUSE - MORNING

Early 21st Century tract. MOVING MEN unload furniture out of a van. Hump it inside.

INT. KAYTON HOUSE - MOVING THRU ROOMS

A TOY RACE CAR burns rubber across carpet, wood and tiles. The miniature driver's head is a CAMERA LENS...

It broadcasts the DRIVER'S P.O.V. into a VIRTUAL REALITY HELMET. 10 year old SPRYTLE KAYTON sits in a chair IN HIS BEDROOM. Steering the toy with his POWER GLOVES. Braking, clutching and accelerating with his POWER BOOTS. Feeling the bumps in the floor thru the seat of his VIRTUAL REALITY PADDED SHORTS.

He cranks the "wheel" and the car takes a hard left INTO THE MASTER BEDROOM. Sprytle TILTS HIS HEAD UP.

WHIRRR. The lens in the toy's cockpit MATCHES HIS ACTION.

MOMS KAYTON helps POPS tie his necktie. He's a huge, shambling bear with a big, black mustache. She makes middle-age something for all women to aspire to.

MOMS

Over the cloverleaf... thru the underpass... then down the straightaway...

(glances at race car)

Hi, Sprytle.

The car emits a tiny BEEP. Backs up and then zooms out of the bedroom. It races THRU THE HOUSE. Slaloms BETWEEN THE LEGS of the oblivious furniture movers.

INT. SPEED'S BEDROOM

Speed sits on the bed, the small, BLACK BOX now patched into a handheld DISCMAN. He punches the button marked HI SPD REC. THE IMAGE OF HIS BROTHER'S CRASH is dubbed from one to the other. With a CLICK the process is complete. Speed stares at
(more)

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the box a moment before dropping it into his top dresser drawer. He stares unhappily at his reflection in the mirror...heads for the door-- HOLD on a framed picture on top of the dresser. It's a HOLOGRAPHIC PORTRAIT of Speed and his brothers-- REX, 8 years older. And SPRYTLE, 8 years younger. Smiling, happy and close in spite of their differences in years.

INT. HALLWAY - SPRYTLE P.O.V. FROM RACE CAR

Pops walks out of his bedroom. The toy racer accelerates. Right UNDER POP'S FOOT. WHUMP! Pops lands on his butt on the hallway carpet.

INT. SPRYTLE'S BEDROOM

Sprytle laughs. Suddenly jerks like a puppet on invisible strings. Pop's FACE LOOMS in the virtual reality viewscreen. DONT
BUY
THIS

POPS

If you thought that was funny,
you're gonna love this.

INT. LAUNDRY ROOM

Pops dumps the race car into the dryer and hits fluff-dry.

INT. SPRYTLE'S ROOM

Sprytle tumbles around the floor like a Mexican jumping bean.

SPRYTLE

Ow ow ow ow!

EXT. KAYTON HOUSE

Moms and Sprytle wave from the house, Sprytle a little dizzy. Speed follows Pops down the front walk. A grey limousine with opaque windows waits at the curb. THUNK. The passenger door opens BY ITSELF as they approach. The men climb in.

INT. LIMO

Deceptively roomy. That's because there's NO DRIVER'S SEAT. Just two leather benches facing each other. Forward and aft. CLUNK. The door CLOSSES by itself. A disembodied WOMAN'S VOICE speaks to them first in JAPANESE. Then in ENGLISH.

VOICE

Welcome. Please secure your
safety harness. Refrain from
smoking. Thank you.

The vehicle pulls smoothly away from the curb.

EXT. "SMART" FREEWAY - DAY

Bumper to bumper traffic UNIFORMLY SPACED just inches apart. Taxicabs, commuter buses and other limousines moving along at 70 MILES AN HOUR. The DRIVERS eat, sleep, shave, read the paper. Hands off their controls.

Speed and Pops' limo speeds up an onramp and merges into the flow without even creating a ripple. Their destination is broadcast in two languages onto the vehicle's HEADS UP DISPLAY:

TOKYO - NUCLEUS HEADQUARTERS DISTRICT - 90 K

The city gleams in the distance.

EXT. 21ST CENTURY TOKYO - DAY

Once the most oppressive and polluted city on Earth. It now looks as if the hand of God swept over and left Utopia in it's wake. The NUCLEUS LOGO adorns everything. And you have to give the company credit. This place is fantastic. Speed and Pops gaze out the windows at the crowded, but spotless streets. Each lost in his own thoughts...

A light over the TV MONITOR flashes and BEEPS. A blond man in a grey on grey tunic appears on the screen. He smiles warmly.

MAN ON TV

Mr. Kayton? Bob Killinger,
Director of the Public Trust.
Welcome to the island of Japan.
And welcome to Nucleus.

KILLINGER has a commanding air of self-assurance. Maybe it's the CHROME EYES.

POPS

Uh... thank you.

KILLINGER

And you must be Speed, am I right?

Speed tosses off a little salute. He doesn't like any of this.

KILLINGER

I was a big fan of your brother's. We're all really sorry about what happened.

In the awkward silence, he turns his attention to Pops.

WALT?
1 THOUGHT
NO CH#
DELUZ.

KILLINGER

It's always a little nerve-wracking meeting the new boss. So I thought you might feel more comfortable seeing another American face before you went in.

POPS

That's kind of you. But we're not uncomfortable. We've raced in Japan for years.

KILLINGER

There's a big difference between staying a week on a racing visa and actually living here. I know you'll find certain differences in accessing goods and services under a Corporate Government than you would back home in the States. Differences for the better, I think.

Speed's attention drifts out the windshield. Up ahead, a wildly dressed YOUTH pauses at a wall, looks over his shoulder, then whips out a can of SPRAYPAINT.

KILLINGER

For example, now that you're officially citizen/employees, you're automatically enrolled in our comprehensive health care program. And it doesn't cost you Yen One...

The youth on the sidewalk quickly defaces the wall. In plain, block numerals he spraypaints: 10 - 10

KILLINGER

All transportation and housing is corporate property, alleviating the burden of ownership from the individual... and insuring that no one is homeless. Or without a ride to work...

Speed's view outside is obstructed for less than a second by a parked bus. But now, TWO FIGURES IN BLACK have appeared on the scene. Seemingly OUT OF NOWHERE. One grabs the youth by the arms. The other flashes a chrome INJECTOR GUN... Speed presses close to the window as his limo passes the scene...

KILLINGER

Simply put. If a person wants to get ahead in this country, all that person has to do is ask.

Killinger's eyes move to Speed. But Speed's still watching as OUTSIDE-- Another vehicle obstructs his view, just for a second. But now- ALL THREE FIGURES HAVE DISAPPEARED. Leaving only the youth's cryptic message: 10 - 10

Why not just show them cleaning 10-10? too much to say.

KILLINGER

We like to think of ourselves as a model for the rest of the world to look up to...

Speed shifts from the side window to the rear. In the amount of time it takes him to do so, even the GRAFFITI HAS VANISHED!

EXT. LIMO

As it rolls down the boulevard. Speed's face gapes out the rear window.

EXT. NUCLEUS TOWERS - DAY

A three-pronged spire that reaches into heaven and scratches God on the back.

INT. HIRATA'S INNER OFFICE, NUCLEUS - DAY

A lush inner sanctum, befitting the stature of one of the most powerful men in all of Japan. Pops sinks into a massive chair. Speed's on his feet, gazing out a window. He turns at the sound of the DOOR. Then does a doubletake. A wild-looking JAPANESE GIRL, dressed in sexy 21st century racing gear stands in the doorway. Her amazing eyes flashing, caught by surprise. Her name is TRIXIE. She's all of 17.

TRIXIE

Oh...! You're here!

Pops has his feet up on a low, expensive looking table.

POPS

Honey, get me some coffee. My heart needs a kickstart in the morning.

TRIXIE

Uh... sure. Cream and sugar?

POPS

Black as freshly poured asphalt. And twice as strong.

TRIXIE

I think I can manage that.

(gazes at Speed)

Your heart need a kickstart too?

Speed is simply agog. Trixie tosses a glance back over her shoulder on her way out the door.

INT. HIRATA'S OUTER OFFICE

The door blows open. TETSUO HIRATA rushes in, trailed by his young assistant NEZU. Hirata's maybe 5'3", 130 lbs. after lunch, black hair going grey, impeccably dressed.

NEZU

Your 3:30 with Engineering has been changed to 3:35. The Aquatic Resources Conference is now Tuesday. And President Fujiwara is waiting for you in auxiliary conference room B.

Hirata nods and goes thru the door. Pops gets to his feet.

HIRATA

Mr. Kayton? It is an honor to finally speak with you face to face.

POPS

Same here, Mr. Hirata. Oh, this is my son, Speed.

HIRATA

An honor. Can I offer you a refreshment?

POPS

No thanks. Your secretary's taking care of it.

Hirata looks at Nezu. Nezu shrugs.

HIRATA

I am happy we were able to come to an equitable arrangement. Sometimes our new employees have a problem dealing with Japanese ownership.

A scowl darkens Speed's handsome features. Pops looks a little taken aback.

POPS

I uh... have nothing against the Japanese at all. It's the concept of ownership that's new to me.

HIRATA

Ah... of course. While obviously you won't have the autonomy you once enjoyed, I am confident you will find racing for Nucleus a rewarding experience.

Trixie re-enters the office with a steaming tray. Hirata's eyebrows warp in obvious surprise.

TRIXIE

Your hot asphalt, Mr. Kayton...

POPS

Thank you, sweetie...

TRIXIE

And here's something for you.

She hands Speed a glass of MILK. His cheeks flush bright red. Hirata seems more embarrassed than anyone-- Trixie's delighted.

HIRATA

Gentlemen... My daughter, Trixie.

Pops spews his coffee-- Turns bright red.

HIRATA

She will be handling your affairs vis`a vis this corporation as my liaison.

Speed's glass of milk CRASHES to the floor.

SPEED

Waitaminnit-- are you kidding? Our future's being decided by... by HER???

Pops looks equally, if less demonstrably stunned. A tiny, robot VACUUM DRONE races out of it's hiding place and attends to the spilled milk and broken glass. Scuttling underfoot, it tries to get at the milk beneath Speed's tennis shoes. Starts bumping into them--

Speed should order milk.

This makes him 2 pick

VACUUM DRONE
(cheerfully)
Sumimasen!... Sumimasen!...

Speed ignores the tiny robot, staring incredulously at Hirata.

HIRATA
(coughs nervously to Speed)
Yes. I look forward to our
future success. A pleasure.

He snaps off a bow, shoots Trixie a thinly-veiled scowl, and blows out, trailing Nezu.

NEZU
Your holistic fitness workout is
at 3:42. Then at 4:00 we're
taking a jumpjet to Oshima--

The door closes behind them. Trixie turns to the Kaytons.
Amused by Speed's difficulty with the cleaning drone.

VACUUM DRONE
(bumping Speed's feet)
... Sumimasen!...

TRIXIE
Well, gentlemen. Let's get to
work, shall we? I understand we
need to hire a new driver.

SPEED
WE?
(annoyed by the robot)
You mean YOU we or US we???

Pops clamps a hand over Speed's mouth. He reaches into his coat and hands Trixie a sheet of paper.

POPS
I've compiled a short list of two
candidates. I'd like to get them
out here and behind the wheel for
a look as soon as possible.

Trixie scrutinizes the list.

TRIXIE
Hmmm... I understand Ian Dart is
available. Why don't I see his
name on this list?

SPEED
 (still dealing with the drone)
 You gotta be kidding! Ian Dart
 is a maniac!

TRIXIE
 He won his last six races!

VACUUM DRONE
 (bump-- bump--)
 ...Sumimasen!...

SPEED
 Sure! After he totaled his last
 ten cars! This is racing!-- Not
 rugby!

TRIXIE
 We all have our little opinions.
 Fortunately, mine is the only one
 that counts.

VACUUM DRONE
 ...Sumimasen!...

SPEED
 What the hell is "Sumimasen"???

TRIXIE
 It means "Excuse me".

She folds the list in half and drops it down her blouse. She
 looks at Pops.

TRIXIE
 Is there anyone else you wish to
 consider?

Speed looks at Pops. Pops pretends not to notice.

POPS
 There's nobody else I'd allow
 behind the wheel.

VACUUM DRONE
 (still bumping Speed's foot)
 Sumimasen!...

SPEED
 Aw sumimasen THIS!

He kicks the robot appliance-- THUMP! It doesn't budge!
 Speed YELPS and grabs his foot in embarrassed pain.

*h h s t e
 every one.*

VACUUM DRONE
Sumimasen!

INT. ELEVATOR ATRIUM, NUCLEUS

Speed angrily stabs the call button. Pops arrives alongside wearing a scowl.

POPS
Well. I think that went well,
don't you?

Speed whirls on him.

SPEED
What are we doing here?? We're
worse off now than we ever were
back home!

POPS
There weren't any sponsors back
home!

SPEED
You didn't give them a chance!
All they wanted was a
demonstration run! And you
refused! Why??

Pops can't look Speed in the eye for this next part.

POPS
The car wasn't ready and I wasn't
about to put another driver in an
unstable prototype!!

SPEED
--Unstable-- You think it's your
fault--? Pops, the Mach 4 was
not unstable!! You build the best
race cars in the world!

POPS
Yeah... Tell that to the sponsors
back home... Nucleus didn't ask
me to prove my competence.

SPEED
No, they just asked you to sit
back and take it while they force
you to hire the wrong driver!

POPS
They're not forcing anything!
It's my list!



SPEED

Well it's got the wrong names on it! And you know it!

POPS

I'M DOING THE BEST I KNOW HOW,
ALRIGHT???

(catches himself stressing)
... Give it a chance, huh?

Speed stares at the ground a moment before lifting his eyes...

SPEED

How about giving me a chance?

Pops says nothing. The elevator arrives. Doors opening--

POPS

Rex took your chance. ---

*That's a horrible thing
for a dad
to say.*

He leaves Speed standing there... While across the atrium, high above and behind, Bob Killinger observes the scene with concern from his seat behind the glass wall of--

INT. AUXILIARY CONFERENCE ROOM B, NUCLEUS

Dominated by an extremely long, triangular table. At the prominent corner is the distinguished chief executive of Nucleus, HIRO FUJIWARA. Hirata and Killinger occupy the final two seats at the table.

FUJIWARA

Bob has some new thoughts
concerning our Level Two program.

Hirata nods at his colleague.

KILLINGER

After five years in operation without a glitch I think it's safe to say we've got the technology wired. Level Two is now a fully operational surveillance system allowing all properly equipped agents to operate anywhere they wish, completely undetected. This country's near-zero crime rate is more than adequate testimony to it's effectiveness. So I say it's time to cash in. Let's throw it out on the open market and laugh all the way to the bank.

FUJIWARA

Thank you, Bob. Your thoughts
Tetsuo?

Hirata thoughtfully considers his choice of words...

HIRATA

I'm not sold on that idea.

KILLINGER

Why not? Level Two is the
biggest thing to hit Japan since
Godzilla! Our windfall would be
staggering!

HIRATA

Yes. But so would the risk...

KILLINGER

We're not going to sell it to
kids. Let the buyer beware.

HIRATA

I am not convinced that we are
utilizing it properly.

FUJIWARA

(surprised)

You disapprove of our
application, Tetsuo?

HIRATA

Police work is one thing. But
I've heard... rumors... of
applications my office knows
nothing of. Ugly rumors. Of a
place called Darkland.

Fujiwara's pupils dilate ever so slightly...

KILLINGER

Sounds like 10 - 10 talking to
me. Don't tell me you've started
buying into their ridiculous
propaganda.

Hirata just stares worriedly at Killinger.

KILLINGER

Oh come on, Tetsuo! They're anti-
technology terrorists! If they
didn't have "evil corporate
villains" to attack they'd have
(more)

*What the
fuck is
this movie
about?*

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KILLINGER (continued)
to get real jobs. I'm the Level
Two project leader and I'm here
to tell you-- If somebody's been
abusing the system it's news to
me.

He shifts his gaze to Fujiwara. Hirata does the same. The old
man's eyes stare back at them... Perfectly neutral...

EXT. RACETRACK - DAY

The Mach 5 racer rips thru a curve so banked it's almost
vertical.

EXT. PIT STATION

A white haired engineer with the INITIALS G.D. on his jumpsuit
clocks the Mach 5 on a bank of video monitors. A small clique
of NUCLEUS JUNIOR EXECS take notes. Speed and Sparky huddle
quietly off to the side. Speed is palming the vid-disc he
transferred from the Mach 4's black box.

SPARKY
How could Racer X even catch him?
Rex had a 90 second lead over the
rest of the cars in the race.

SPEED
I dunno- we're missing something.
Remember we lost radio contact
just before the crash? Anything
could've happened.

The two friends clam up as they're passed by a pair of ear-
jacked MEN WITH CHROME LENSES for eyes. Their navy-blue
jumpsuits bulge in odd places. Sparky is awed.

SPARKY
Man... Gods walk the planet.
Sansui Telepath wetware systems.
Nikon telescopic/night vision
lenses. Glock 10mm machine
pistols with 250 belt-fed solid
mercury rounds. Shirruken
throwing stars. Balisong
butterfly knives.. Nunchaku
batons. Plus, every one of them
has a Black Belt and a Law
Degree. So if they don't arrest
you, maim you, or kill you, they
can always just sue you. No
(more)

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SPARKY (continued)
wonder this is the baddest
country in the civilized world.
Who'd wanna mess with the
Emissaries of the Public Trust?

SPEED (shrugs)
10 - 10 ...?

SPARKY
You see any of their graffiti
around here?

Speed considers telling Sparky about this morning's event--

SPARKY
10 - 10's hit and run. Nucleus'd
eat them for lunch.

KILLINGER'S VOICE
Gee--

Speed and Sparky whirl around. Bob Killinger is standing
behind them. He WASN'T there a second ago.

KILLINGER
-- You know an awful lot about us
for an orphaned high school
dropout, self-taught, 17 year old
mechanical and electrical genius
from Albuquerque, New Mexico who
once got picked up at age 15 for
hot-wiring a beer truck.

SPARKY
Oh man! Where'd YOU come from???

KILLINGER
California, originally. Car
culture capital of the world. My
first ride was an '87 Ford
Mustang 5.0 liter V-8. Black on
black with Centerline mags,
leather upholstery...

SPARKY
Really??? Mine was a '10
Daihatsu Dwarf with...

Speed spots Trixie not far away. He shuffles in her
direction.

EXT. ALONGSIDE THE TRACK

Trixie stares down the track. Frowns at her laser stopwatch.

TRIXIE

C'mon! Get your foot off the
brake! Show me something!

The Mach 5 ROARS past. The trailing wind WHIPS at her
clothes. Trixie glances at her stopwatch: 1:09.874

TRIXIE

(sighs)

Weak.

Speed leans over her shoulder to take a peek. Almost touching
her cheek. Trixie doesn't look at him.

TRIXIE

What?

When he doesn't respond she looks up to find him nodding at
the stopwatch.

SPEED

Weak.

His eyes meet hers.

SPEED

Of course, that's just my little
opinion...

She flushes red. He smiles flatly and turns to walk off when
someone swaggers past in a dashing silver jumpsuit and spikey
white hair. The English racer IAN DART. Speed turns back,
eyeing Trixie's reaction to--

DART

Fasten your seatbelts. Mothers
hide your children.

He pulls on his roguish silver helmet. Trixie runs after him.

TRIXIE

Ian! Wait!

Speed stares after them, steaming. Then catching something in
the corner of his eye-- Speed turns. And sees--

EXT. ACROSS THE TRACK

What looks like an APPARITION. A figure all in black with a
(more)

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RED X motif. Standing in a shimmering HEATWAVE. The enigma known as RACER X. Speed gapes. Blinks. And Racer X is GONE...! As if he had evaporated in the heat. Speed runs across the track to where he saw the mirage. Turns around in a complete circle. At a loss...

FURTHER DOWN THE TRACK

While Sparky, watching Ian Dart check out the Mach 5, BLABS on about cars, Killinger stares at Speed's weird behavior. Squints around for anything unusual. Thinks a moment... Then speaks to the armed EMISSARIES flanking him.

KILLINGER

Take a look around...

They move off in opposite directions.

EXT. STARTING LINE

Ian Dart wedges into the Mach 5's cockpit, cackling with glee. He flicks the VACUUM DOWNFORCE switch. VRROOOSH! The car hunkers down like a stalking panther. Pops hovers over the British racer.

POPS

Dart, I'm not kidding, watch the over-revving. Those titanium pistons'll pop like champagne corks! And for Pete's sake stay away from the wall! It's just a trial and these composite shells don't forgive--

DART

(looking Pops over with a laugh)
--Oh c'mon mate.
What next? Fashion advice?

He seals the cockpit, locking Pops out. RRRRRRRRRRAAOOWRRR!!!
The engine winds up...

POPS

I said watch that over-revv--

SSSKKRRRRREEEEEEEEEEEECH!!! Dart catapults the racer down the track. Pops choking on blue tire smoke, watches the Mach 5 climb the first turn and SKAA-RAPE!!!-- against the wall.

POPS

Son of a--

BOOM! The Mach 5 rips into turn 2...

EXT. INFIELD

A navy blue-clad Emissary of the Public Trust steps onto the infield. Looking around. He pauses. Spotting a trail of FOOTPRINTS that track across the wet grass. Leading to A DOOR under the grandstands...

EXT. THE DOOR

The Emissary unholsters a nasty looking BELT-FED MACHINE PISTOL.

EMISSARY

Level Two...

The AIR SHIMMERS... and the Emissary VANISHES!! A second later the door PUSHES OPEN, all by itself.

INT. SERVICE CORRIDOR (LEVEL TWO)

Level Two is quite simply, an ADJACENT PLANE OF REALITY. Just as infra-red and ultra-violet are invisible to the naked eye, so too is Level Two. But that doesn't mean it's not there.

IN LEVEL TWO, reality is still visible. But it looks FUZZY, INDISTINCT, like the view thru smoked glass. In contrast, OBJECTS TRANSPORTED INTO LEVEL TWO, like the Emissary now entering the open exit door, are VISIBLE IN SHARP FOCUS.

The Emissary looks further down the hall-- in time to see a side door swinging shut-- The Emissary sprints the corridor and cautiously PUSHES IT BACK OPEN.

EMISSARY'S P.O.V. (LEVEL TWO)

An American JANITOR mops a floor. He turns and looks toward the door.

JANITOR'S P.O.V. (NORMAL REALITY)

The door is held open (seemingly) ALL BY ITSELF. It slowly swings closed. THE JANITOR shrugs and goes back to mopping.

INT. CORRIDOR (LEVEL TWO)

The Emissary lowers his pistol to his side. Turns around-- RACER X IS THERE. Arms at his sides. Visible in SHARP FOCUS.

EMISSARY

Racer X??? How did you get into
Level Two???

Racer X has some kind of HANDLE in one of his hands. A thin, glittery THREAD unspools out of it to the floor. A LASERWIRE.

The Emissary GASPS and brings up his gun. Racer X SNAPS the laserwire like a whip. A glittery blur-- A smoky HISS-- The Emissary SHUDDERS. And then... bloodlessly... his HEAD TOPPLES OFF HIS SHOULDERS to the floor. THUNK. The laserwire retracts...

EXT. RACETRACK, PIT STATION

Trixie, Sparky and G.D. ride shotgun over the monitors.

G.D.

He took down that back stretch in 4.69!

TRIXIE

He's gonna beat the track record!

Sparky watches Pops out of the corner of his eye. The senior Kayton looks like he's about to burst a blood vessel.

SPARKY

Yeah. Too bad he won't live to tell anyone about it...

ON THE MONITORS

The Mach 5 SCRAPES off some more expensive bodywork entering the final banked turn.

INT. MACH 5

Ian Dart bathed in a SHOWER OF SPARKS, loving every second...

DART

Yeeeeeeee-haaah!!!

EXT. TRACK

Coming out of the final turn, the Mach 5 leaves a LONG SCRATCH of white paint and body fibers along the wall. It races for home. Across the finish. Braking rockets FIRE. SCREEEEEEEEEEEEEECH. Dart skids to a fish-tailing halt right at Pops' feet. The ENTIRE RIGHT SIDE of the Mach 5 looks like it was gnawed on by a big, car-eating dog.

Trixie checks her laser stopwatch: 56.917 seconds... She WHISTLES... Dart swings open the cockpit. Yanks off his helmet.

DART

Well! Is everybody as impressed as I am?

POW!!!-- a FIST knocks him from the cockpit. Pops BEATS ON HIM like a drum. A multitude of hands pull the two apart.

DART

Bloody Hell!! Ease off, mate--
I just gave it a little scratch!

POPS

That's a year of my life you just
scratched you little punk!

DART

A wasted year if you ask me! If
this is your idea of improving
race car design, you oughta think
of retiring-- The thing's totally
out of control-- It's no bloody
wonder your son got killed!

Pops makes another lunge for him. Killinger gets between
them-- Pushes Dart back a safe distance--

KILLINGER

Alright I'm afraid that's all the
time we have... Thank you for
playing. Here's your lovely
parting gift--

BAM!!-- He drops Dart with a mean right cross! Killinger
gestures two EMISSARIES over-- Points at Dart.

KILLINGER

Get him out of my sight.

Speed, hanging onto his fuming father, looks at Killinger with
new respect.

KILLINGER

Everybody alright? Pops?

POPS

Yeah...

(pulling loose from Speed and the
others)

Yeah, I'm okay...Speed... load up
the car. Let's get outta here.

Speed glances at Trixie. She's just staring at the bunch of
them like they were all idiots. Speed sets his jaw.

SPEED

Sure, Pops.

He hops in the car. Activates the DOWNFORCE turbine.
VRRROOOOSH! Everyone reacts in surprise as the car hunkers
down. RRRROOOOAAARRRR!!! SCCRRREEEEEEEEEEEEEEEE!!! The Mach 5
takes off like a scared jackrabbit.

POPS
What the hell???

INT./EXT. MACH 5

The track is a blur thru the Mach 5's windshield. Helmetless, Speed aims the car into the first VERTICAL TURN. The shredded right side of the car approaches the wall. 3 inches... 2 inches... HALF AN INCREDIBLE INCH... running alongside at 300 miles an hour. Like it was on rails. Speed comes out of the turn and OPENS UP THE THROTTLE... He upshifts to 10th gear. The needle on the SPEEDOMETER approaching 400. The TACH edges to REDLINE. Speed backs off the thrust. But just barely... The car flies down the straight. Kicking up literal WHIRLWINDS in its wake... It climbs the second turn...

EXT. PITS

Sparky, G.D. and the Nucleus Jr. Execs are all fired up by Speed's blinding pace. But Pops is freaking.

POPS
Stop him! Somebody stop him!

INT. MACH 5

Speed's eyes burn like hot coals. Eating the TWISTS AND STRAIGHTS alive... He double-clutches, downshifts to 9th for the sprint toward the finish.

EXT. FINISH LINE

Pops instinctively CLICKS his stopwatch as the Mach 5 flashes past. The Kayton racing team run onto the track, cheering. The other auditioning drivers just stare at the ground, shaking their heads. Pops forces a glance at his stopwatch. Then curses under his breath.

INT. MACH 5

Circling the track, scrubbing off velocity. Speed, adrenalized and breathless, heaves a deep sigh.

SPEED
Hooo boy. I'm in trouble...

He downshifts to 7th... 6th... 5th... The transport truck is UP AHEAD. Speed starts shutting down turbos and injectors.

EXT. TRANSPORT TRUCK

The car rolls silently up the ramp. Into the back of the truck. Speed climbs out of the car. Walks down the ramp. Pulls the lever that raises it closed. He glances up.

A small but excited crowd has gathered. Speed flashes an infrequent grin. Then the group falls silent as Pops elbows his way to the front.

POPS

What the hell do you think you're doing???

SPEED

Uhh... loading up the car..?

POPS

Are you out of your mind??? You coulda gotten killed!!! That ain't the family Subaru you just took for a joyride!!! It's a multi-million dollar piece of high performance machinery!!! Just what the hell were you trying to prove???

Speed staring at the ground. Then he raises his head. The fire back in his eyes.

SPEED

I was trying to prove that it works.

He backs up a step, turns and marches away.

EXT. FINISH LINE...

Trixie gapes at the time frozen on her laser stopwatch: 48.107... She raises her head and stares after Speed.

EXT. KAYTON HOUSE - NIGHT

A light on in the garage. It BLINKS. And blinks AGAIN.

INT. GARAGE

Pops is slumped in a chair, staring at the wall. Remote control switch in his hand. Illuminated by the frozen IMAGES thrown by his antiquated, late 20th century slide projector. Images of race cars and people. Races and racers.

BLINK-- Here's Pops as a young man. Smiling in the winner's circle. And that babe in the bikini kissing him? That's Moms. BLINK-- Here's Pops a little older. Still a winner. A young boy by his side. His five year old son, Rex. BLINK-- Rex, age 12. With a 4 year old already recognizable as Speed. It's the hair. BLINK-- Pops and Rex, now old enough to drive. Both in racing coveralls. BLINK-- Rex in the winner's circle. A handsome champion. Pops older, now out of the coverall, much like he is now.

BLINK. Rex. BLINK. Rex. BLINK. Rex. BLINK...

The next slide is MISSING. Pops stares at the BLANK WHITE SQUARE. The sound of the door OPENING and CLOSING. A lean SILHOUETTE walks into and FILLS THE WHITE SQUARE. Pops doesn't turn around. He talks to the shadow on the wall...

POPS

How'd you get home?

SPEED'S VOICE

Walked. Hitchhiked. Took the train. Pops... I'm sorry about today...

Pops is silent.

SPEED'S VOICE

So who're we going with? Enzo? I thought he looked the best out there.

POPS

Well, Nucleus thought otherwise.

SPEED'S VOICE

Ian Dart??? After what he did???

Pops shakes his head.

POPS

It's not Ian Dart.

Speed takes a deep breath. It couldn't be. Could it..?

SPEED'S VOICE

Then who- ?

Pops presses his remote control, bringing up a slide. BLINK. But Speed's shadow OBSCURES THE FIGURE standing in the winner's circle... Pops climbs out of his chair. Walks right past Speed without looking at him. Speed turns, squinting into the projector light. Pops fishes something from the bottom of a large tool box. Tosses it to his second born son.

POPS

Catch.

The unseen object SMACKS into Speeds palms. He looks at it.

POPS

I had it made the day you were born. Last year, after what happened to Rex, I almost threw it away.

It's a RACING HELMET. Emblazoned over the visor, in fancy, cursive script: "Speed"

POPS

It's in your blood.

BLINK. Rex's image is PROJECTED RIGHT ONTO SPEED as he stands in front of the projected slide- in the winner's circle. His eyes burn with pride.

SPEED

I'm going to be the best, Pops. You'll see. And when I've won enough money, we're gonna buy back the team and--

POPS

Don't worry about that. Just have fun. In the end, that's all that matters.

EXT. NUCLEUS TOWERS - NIGHT

Lit up like a beacon in the night.

INT. FUJIWARA'S OFFICE - NIGHT

Reeking of money, power and exquisite good taste. In other words, intimidating as all hell. Killinger stands in front of the boss's massive desk. The old man sits in shadow.

FUJIWARA

There was an incident at the speedway today...

KILLINGER

Ah...yes. You heard. A certain...er... "package"...was taken from one of our Emissaries. Along with his life. We're investigating--

FUJIWARA

--The "PACKAGE" as you refer to it, contains the necessary software and components to allow someone access to Level Two! I'm sure you're aware of the consequences if it falls into the hands of one of our competitors.

KILLINGER

Yes sir.

Fujiwara looks at him like an amoeba under a microscope.

KILLINGER

Ahh... it means they could beat us to the market with our own product.

FUJIWARA

Unless of course, we go to market first. Correct?

Killinger knows enough to say as little as possible.

FUJIWARA

Find the "package", Bob. You wouldn't want me to think you orchestrated this incident to influence my decision. Now would you?

KILLINGER

Certainly not.

(bows)

Don't worry. I'll find it.

EXT. RACETRACK - DAY

Smooth asphalt. Five miles of flat straights. Banked turns rising into sheer, vertical walls. Bleachers packed with SCREAMING FANS. Pit helicopters prepping for takeoff in the infield. And FORTY NINE GLEAMING, HIGH POWERED RACE CARS cued up behind the starting line. A flying TELEVISION HOVERCAM takes it all in. The picture exploding worldwide on--

HDTV--

with BOOMING MUSIC, splashy GRAPHICS and mind-blowing ACTION.

VOICE OVER

From Hokkaido, Japan. UNN, the United Nations Network, presents the 2nd annual ONE LAP OF JAPAN. Brought to you by Coke-- Refreshment for a thirsty planet. And by Merrill Lynch Shearson Lehman Hutton. We're bullish on the World. And by STP. The Racer's Edge.

The TV ANNOUNCERS are sexy, upbeat VERONICA NIXON. And hyper, oddly-accented KURT CHRISTY.

VERONICA

Hi, everybody. I'm Veronica Nixon, and with me today is Kurt
(more)

(CONTINUED)

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VERONICA (continued)

Christy, 5 time former World Racing Champion and holder of 3 World speed records. Kurt, this promises to be some kind of race.

Cut to MAP OF JAPAN with the RACE COURSE SUPERED over it...

KURT'S VOICE

Indeed Veronica. The One Lap of Japan is an 8 hour, 2500 mile duel of attrition. Run over terrain that ranges from below sea level to altitudes of over 16,000 feet, the race spans all four islands of Japan, and passes thru 28 major metropolitan areas.

Back to Kurt and Veronica...

VERONICA

And since this is only the second running of this event, even the most experienced racers are sure to encounter some surprises. Right, Kurt?

The TV cuts to spectacular AUTO CRASH footage...

KURT'S VOICE

No kidding. Who can forget this horrible crash at the Fyuku Tunnel that almost claimed the life of veteran Aldo Benzetti.

A racer goes off the road and plows headlong into the side of a mountain at 375 miles an hour. KABOOOOOM!!!

KURT'S VOICE

Or this unfortunate miscalculation by Donny Jimson.

Another racer misses a curve and launches off a steep cliff. In the next cut, a rescue helicopter plucks Jimson out of what seems like the middle of the ocean...

VERONICA

At speeds up to 410 miles an hour in some stretches, those bottlenecks come up awfully fast, don't they?

KURT

They certainly do, Veronica.

VERONICA

Now let's meet some of the favorites in today's race...

INTERCUT with GRAPHICS AND LIVE FOOTAGE of the various racers.

VERONICA'S VOICE

Among the old guard are such perennial favorites as Lars Tjerkholm from Sweden, Ian Dart from Great Britain and Shaka Mobutu from Ouagadougou.

KURT'S VOICE

But coming up fast is the mystery man known only as Racer X. Shunning any and all corporate sponsorship, Racer X is infamous for his habit of not even appearing in public until the virtual start of the event at hand... and then blowing the doors off the competition. After collecting his winnings, Racer X seems to simply vanish off the face of the Earth. Until the next time, of course.

TV shows footage of Racer X in the winner's circle. He reaches out and COVERS THE LENS with a black gloved palm.

VERONICA'S VOICE

Right. And although no one's actually confirmed seeing him as yet, rumor control is abuzz with Racer X sightings. However, one thing is certain. He IS entered in today's race.

INT. CORPORATE LUXURY BOX

One of the perks. A lavishly equipped suite built into the grandstands. Hirata dictates a letter in Japanese to Nezu, who furiously transcribes his words into a computer.

THE 96" HDTV SCREEN built into the wall CUTS TO A STILL PHOTO: REX KAYTON. Meanwhile, Hirata wanders to the big, picture window and searches the crowd outside.

VERONICA'S VOICE

Sadly absent is last year's winner, Rex Kayton. Kayton as you recall was killed last
(more)

(CONTINUED)

CONTINUED:

VERONICA'S VOICE (continued)

September when his car inexplicably pinwheeled out of control during the Tokyo to Taipei Sprint. That tragic accident and its financial repercussions almost led to the dissolution of the Kayton Racing Team. However, Team Kayton is now back on the circuit under the banner of Nucleus, Japan's nascent corporate government.

Hirata glances up at the mention of his company's name. The TV picture cuts to a live remote: Speed behind the wheel of the Mach 5. Last minute activity swirling around him.

VERONICA'S VOICE

And their new driver is none other than Rex Kayton's younger brother, 18 year old Speed Kayton. Racing fans may be pulling for the youngster, but the odds are long on him even finishing this race. Kayton will be starting the race in the next to last position- number forty nine.

Hirata returns his gaze to the view outside. And at last finds what he's looking for... TRIXIE-- far below, waving off Sparky and Pops as they board the team helicopter.

NEZU

Sir..?

Hirata looks. Realizes he's stopped dictating. He continues.

EXT. TRACK

Moms leans into the cockpit and plants lipstick on Speed's helmet. Her eyes burn with pride.

MOMS

It's your turn now. Blow their doors off, Speed.

Speed gives her a thumbs up. Trixie leans in to take her place, appraising Speed with reluctant appreciation...

TRIXIE

Look. It's your first race.
(more)

(CONTINUED)

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TRIXIE (continued)
You're starting at the back.
Don't do anything stupid. Just
make it across in one piece,
alright?

SPEED
Thanks for the vote of
confidence.

VRROOSSHH. Vacuum turbines suck pavement. Trixie backs
away, unable to keep her eyes off the handsome young racer in
the powerful machine. The prep crew gets clear. Then a
menacing black racer with a raised RED LETTER X pulls up
alongside the Mach 5. In the final, fiftieth position. Speed
gapes. RACER X'S dark visor swivels to RETURN SPEED'S STARE.

POPS VOICE
(in Speed's earphone)
We're coming up on the start,
kid. Take a deep breath. Your
heartbeat just doubled.

INT. CORPORATE BOX

Moms and Sprytle glued to the TV. Trixie rushes in, out of
breath. Her eyes widen in surprise to see her father present.
He glances at her uncomfortably. Moms notices.

INT. MACH 5

Speed's heart POUNDING-- Eyes fixed on Racer-X--

POP'S VOICE
--Just relax. You got 25 hundred
miles to catch the leaders.
Okay, Speed? ...Speed?

Speed snaps out of it.

SPEED
Huh?...Oh yeah, Pops. I gotcha.

Speed looks at Racer X again-- But Racer X looks forward.
Then ROCKETS AWAY in the blink of an eye. Speed looks ahead.
Sees all the other cars VANISHING DOWN THE TRACK!

SPEED
Wait!

He POPS THE CLUTCH. Fishtails away in a cloud of smoke.

INT. CORPORATE BOX

Trixie lets her head drop in despair as Moms lets rip at the top of her lungs.

MOMS
GO GET 'EM, SON!!!

SPRYTLE
YEAH!!!

EXT. RACETRACK

FIFTY SUB-SONIC RACECARS soar around the five mile oval. Jockeying for position. An ESPN hovercam flies overhead...

VERONICA'S VOICE
Chernov and Wang maintain their lead positions as the racers complete their mandatory three laps before hitting the open road...

The racers blow out the exit lane onto the open highway-- The Mach 5 still back in the cheap seats.

EXT. COASTAL HIGHWAY - DAY

A steady stream of cars roar down the West coast of Hokkaido. The city of Sapporo a distant landmark. PIT-HELICOPTERS, bristling with equipment, follow overhead.

EXT. MACH 5

Now SLIPPING PAST slower moving racers.

INT. MACH 5, THRU THE WINDSHIELD

Landscape blows past at a frightening pace. At an average velocity of 360 mph, it takes just one second to travel 500 feet. A quarter mile takes just a heartbeat over 2 seconds. So basically, a stationary object in front of you is CLOSER THAN IT APPEARS... A NORMAL CURVE, meaning one that isn't banked completely vertical, is a consciousness-raising experience... A SERIES OF CURVES to the uninitiated can mean a fatal overdose of adrenalin...

LANDSCAPE SHIFTS can be abrupt. Driving thru a CITY is like navigating a path thru a KALEIDOSCOPE. Passing under a tunnel is like BLINKING.

To compensate for the reduced reaction time, the Mach 5 has a BIFOCAL WINDSHIELD. By tilting his head up or down, Speed can
(more)

(CONTINUED)

CONTINUED:

see either the present... Or the IMMEDIATE FUTURE. He's also aided by a HEADS UP DISPLAY. Pertinent information, including ROADSIGN DATA is SUPERIMPOSED in his field of vision.

EXT. SUSPENSION BRIDGE - DAY

25 miles long, it connects the big island of Hokkaido to the even bigger island of Honshu. The 450+ miles already traveled has spaced out the field. They flash across the bridge like electrical impulses...

INT. MACH 5

Speed in a groove. Bobbing and weaving. Faking and juking. Just plain outrunning less nervy competition. To his right, the Team Kayton helicopter DESCENDS, pacing him-- Sparky at the stick. Pops riding shotgun.

POPS' VOICE
(on radio)
Move over to the granny lane,
Speed. Time to take your
medicine.

Speed glances over, flashes thumbs up. He moves to the right.

EXT. HIGHWAY

The helicopter moves in. Flying DIRECTLY OVER the speeding auto, a long, snakelike PROBE extends from its belly...

INT. HELICOPTER

Pops uses a screen and joystick as he guides the probe toward a receptacle in the car below. THUMP-- It locks into place.

INT. MACH 5

POPS' VOICE
Take five, Speed. You're all
dialed in.

Speed takes his hands off the wheel. Pulls off his helmet. Buries his face in a towel. Stretches in the cramped compartment. Takes a hit of Gatorade from a squeeze-bottle. The needle on the GAS GAUGE starts CLIMBING TOWARD FULL.

EXT. HIGHWAY

Car and copter roar along in perfect tandem. Doing a leisurely 285 in the slow lane. Faster moving cars BLOWING PAST on the left. Two LONG, NEON WANDS lower from either side of the helicopter. They pass over the entire length of the car. Bathing in BLUE LIGHT.

INT. HELICOPTER

Pops reads the data feeding back from the diagnostic scan.

POPS

Your right rear tire is wearing unevenly. We'll do a change outside Wakayama. How's the throttle response been?

SPEED'S VOICE

(on radio)

A little laggy on the upshifts.

POPS

Two of your turbos are delaying.

SPEED'S VOICE

I'll correct that down here.

Pops looks at the screen with concern.

POPS

Good. Stomach feel okay?

SPEED'S VOICE

Yeah, why?

POPS

Looks like you had chili dogs for breakfast.

INT. MACH 5

Speed chuckles and pulls on his helmet. He puts his hands back on the steering wheel.

POPS' VOICE

Okay. Reverting to you on One.
Three... Two... One.

Speed takes control of the vehicle. Outside, the helicopter breaks away, peeling off over the ocean. Speed stomps on the gas. Rockets out of the slow lane. Back in the race.

EXT. THE RACE

As SPEED and HIS OPPONENTS rip thru a city like gunfire-- Play high speed bumper tag on the open highway-- Streak across another suspension bridge-- Racing the sun across the sky...

INT. CORPORATE BOX

TV COVERAGE-- puts it all in our lap--

VERONICA'S VOICE

-- at only 3 hours and 20 minutes into the race, the leaders are already rounding the island of Kyushu, the halfway point of the race! That's more than half an hour quicker than last year's pace!

Moms and Sprytle engrossed in the race. Trixie's attention divided the TV and her father. Nezu typing in the computer as Hirata distractedly dictates in English now.

HIRATA

-- our offer pertaining to your continuing involvement-- WHOA!

Working at the computer, Nezu types:

"...involvement is as WHOA!"

He blinks in confusion-- Looks up at Hirata whose eyes are riveted ON THE HDTV SCREEN as the menacing X-RACER, leading the pack, whips through a vertical banked curve.

HIRATA

(distractedly)

...continuing involvement...is as follows...

ON TV-- A BANANA YELLOW RACER, banged up in front and shredded down one side, tears after the leaders. The Mach 5 roars up from behind, hot on it's tail. Moms, Sprytle and Trixie YELL.

VERONICA'S VOICE

Here's Ian Dart! And look! It's Speed Kayton! What's he doing challenging the big boys in his first race?

HIRATA

Speed Kayton? OUR Speed Kayton?

(looks at Trixie)

You mean we could actually win???

Trixie just gapes at the screen--

INT. TEAM KAYTON HELICOPTER

Pops and Sparky watch from above. As below them, Ian Dart's battered machine closes in on the SHINY GREEN car ahead...

INT. BANANA YELLOW RACER

Mad gleam in his eye, Dart drives RIGHT UP THE TAILPIPE of the car in front of him. KRUNCH! A little love-tap to say hello.

INT. SHINY GREEN RACER

The RACER reacts as KRUNCH! Dart gives him another nudge. Slamming him hard against his seat. Dart pulls even as the road starts to narrow. Running side by side, inches apart.

EXT. A BLIND, RIGHT ANGLE CURVE

Just a mile up ahead. The two cars are on it in less than 10 seconds. SCREEEEEEEEEEEEEEEEEEEECH. Both cars get sideways. They skid around the curve, the shiny green lifting up onto its outside wheels. It teeters precariously, then ROLLS like a trashcan going downhill. Spewing parts and fluids before WHANG!- bouncing off a barrier and coming to rest. Smack in the MIDDLE OF THE ROAD.

INT. BANANA YELLOW

Dart leers back in his rear view mirror.

EXT. BLIND CURVE

The next wave of cars come around at 140 miles an hour. They're on top of the wreck in an adrenalin-charged heartbeat. WHAM! The FIRST CAR piles into it. Scattering flaming debris for miles. SCRRREEEEEEEEEE! The SECOND CAR tries to avoid, goes off the road, futilely firing its directional control thrusters-- Spinning in midair-- The THIRD and FOURTH CARS- fire their EJECTION SEATS! POOMF! POOMF! The drivers now out of the picture, the cars CRASH, TUMBLE and break apart.

INT. BANANA YELLOW

Dart giggles--

DART

Now, that's entertainment!

INT. MACH 5

Speed APPROACHES THE BLIND TURN.

POPS' VOICE

Speed- watch out! There's a-

Speed hurtles around the curve. Right into the GATES OF HELL.

POPS' VOICE

- pile up in front of you!

SPEED
Whoa uhh whooaah!

He cranks the wheel. Left-right-left. His tires SQUEAL in protest. ERRK ERRRRK. His eyes bugging. Right-left-right. ERRRRRRK. Left-right-left. ERRRRRRRK. Suddenly-- He's THRU IT! The open road beckons. Speed STOMPS ON THE GAS.

EXT. BANANA YELLOW RACER

Ian Dart settles in for a 400 mph blast up the East coast of Honshu. Happy and singing... Until SPEED flashes a WINNING SMILE as he roars past on the left! Dart practically bites off his tongue. He hunkers down on the throttle...

EXT. CITY OF HONSHU

THE TWO CARS scream across the main, elevated freeway. Deserted for the purposes of the race. Dart closes in fast on the gleaming Mach 5... Speed sees him coming in his REAR VIEW MIRROR. Up ahead of him: the ROAD NARROWS... But Dart has absolutely no intention of slowing down. Speed's EYES POP and he braces for impact...

INT. BANANA YELLOW

Dart thumbs his shift-mounted stabilizer switch and-- WHOOOSH!

EXT. HIGHWAY

--His directional rockets fire at the last possible second. The banana yellow racer LEAPFROGGING the Mach 5! Dart looks back, cackling with glee.

DART
Ha HA! You ain't seen nothin'
yeAAAAAAAAAAAA!!!

He's heading right for A WARNING-STRIPED WOODEN BARRICADE-- SCHLAAKKK!!!

EXT. MID-AIR

His car launches off a HALF COMPLETED OFFRAMP like a one-ton projectile. Heading right for a 50 STORY OFFICE BUILDING...

INT. OFFICE BUILDING - LARGE OFFICE SPACE

SMASH!!! Darts car BLASTS through the windows-- And KEEPS GOING. Past an American CLEANING WOMAN. END OVER END. Taking out chairs, desks, partitions, plants, phones, faxes, copiers, computers and a 50 gallon AQUARIUM. Before--

EXT. OFFICE BUILDING

CRASH! It bursts thru the other side of the building! And KEEPS GOING! Not even starting to fall yet. INSIDE the car, Ian Dart has tropical fish in his lap. He punches his EJECT BUTTON-- POOMPF! Flies clear of the auto.

INT. SPORTS & SUSHI BAR

Aficionados of raw fish and racing watch the proceedings on a HUGE SCREEN TV. BASSHHH!!! Dart's banana yellow racer comes right thru the screen!

EXT. MID-AIR

PWAFF! Dart's parachute deploys and he drifts lazily back to earth. The Team Kayton HELICOPTER PASSES by. Pops looking at him and shaking his head in disgust...

EXT. HIGHWAY

Speed has the road all to himself. Lush green fields to either side. The road rises and falls with the gentle motion of rolling hills...As he crests each rise, Speed can see the horizon open up ahead of him. Then in the distance-- a tiny black speck, glinting in the sunlight. He loses sight of it as he drops down the hill. Sees it again as he tops another.

SPEED

Pops. Pops! How many other cars in front of me?

(silence answers him)

Pops?

POPS' VOICE

(quietly)

... Just one.

Speed's breath catches. His eyes narrow...

SPEED

Who is it, Pops?

Speed gets another glimpse of the vehicle ahead...

POPS' VOICE

It's Racer X. Now listen, son--

CLICK- Speed defeats his earjack. He dials up the boost on his half dozen turbos. The added THRUST SLAMS HIM BACK.

THE BLACK X-RACER bobs up and down on the distant horizon. Speed can't seem to gain any ground. He nudges it to REDLINE.

(more)

(CONTINUED)

CONTINUED:

Hypnotized by the far, ebony object. Suddenly Speed tops another rise- and THE X-RACER IS GONE...! Absolutely nowhere in sight. Speed changes the lenses on his bifocal windshield. MAGNIFY BY 10. MAGNIFY BY 20. MAGNIFY BY 100. He can see ALL THE WAY TO THE ALEUTIAN ISLANDS, but he can't see Racer X. Speed reactivates his earjack.

POPS' VOICE

-- overload the intercoolers!
You'll blow the engine to--

SPEED

Pops! POPS! I lost him! Where is he???

POPS' VOICE

What??? Whaddaya mean? He's right... wait a minute...

(silence...then--)

You passed him! He's 10 miles behind you!

SPEED

Huh???

POPS' VOICE

You're in first place!

Speed gapes--

EXT. RACETRACK

A THUNDEROUS CROWD awaits the finish.

INT. MACH 5

Speed running hard. Eyes widening at the possibility of victory--

VERONICA NIXON'S VOICE

It's gonna be Speed Kayton!
Speed Kayton's all alone in the lead!

INT. CORPORATE BOX

Hirata yells louder than everyone.

HIRATA

YEAAAHHHHH!!!

KURT CHRISTY'S VOICE

But here comes Racer X now,
closing fast!

HIRATA
BOOOOOOCOooooo!!!

INT. MACH 5

Speed checks his REARVIEW MIRROR. Almost as if he had heard them. Yup, there's RACER X now, closing fast. Speed tries to coax another horse or two from his hot running mill.

INT. CORPORATE BOX

A madhouse now. Hirata YELLING INCOHERENTLY as he jumps up and down in front of the TV.

VERONICA'S VOICE
It's gonna be Speed!

KURT'S VOICE
No, it's going to be Racer X!

VERONICA'S VOICE
Speed!

KURT'S VOICE
Racer X!

HIRATA
SPEED!!!

INT. MACH 5

The speedometer on Speed's HEADS UP DISPLAY screaming 415. But Racer X is still coming up like a runaway train. Speed can see the entrance to the racetrack looming up ahead...

SPEED
C'monnnnn--

INT. CORPORATE BOX

TRIXIE
(a whispered prayer)
-- Speed!!! Go Speed!!!

The racers FLASH ACROSS THE FINISH both below, and on the TV. Too close to call. And then--

P.A.
IT'S SPEED KAYTON!!!

The grandstands outside the box EXPLODE in a frenzy. Trixie hugs her father. They break awkwardly. Moms and Sprytle run for the door. The Hiratas follow. ON THE TV SCREEN- Veronica slaps Kurt on the shoulder.

VERONICA

See!

INT. MACH 5

The Mach 5 decelerates as it circles the track. The emotional CACOPHONY of the crowd vibrates the cockpit. Speed stares out in disbelief-- Sees his pit helicopter touch down in the infield as he nears the winner's circle. He slows the racer to an idling stop. Somebody pries open his canopy from outside. The noise is DEAFENING. Speed looks up.

Faces. Faces. So many faces. But they all seem to be MOVING IN SLOW MOTION. Everybody, everything, the entire WORLD IN SLOW MOTION... The crowd floods across the track. Trixie running, pulls up short as Speed is pulled from the racer, carried aloft on Pops' and Sparky's shoulders. There are moments in a person's life that define who they are... and who they will be. Trixie is seeing one now. And she knows it.

Speed riding high, spots Trixie in the crowd, staring at him with pride-masked admiration. Then she's swallowed alive...

And then everything SLOWS DOWN EVEN MORE as-- RACER X RUMBLES PAST in his evil looking machine. Smirking at Speed... He gives a mock salute, and is gone. Suddenly, everything resumes NORMAL SPEED. Moms is hugging him. Sprytle climbing all over him. Hirata is in his face, pumping his hand.

HIRATA

We won! We won! I knew you could do it!

SPEED (dazed)

Why didn't you tell me??? Thank you! Thank you for the chance, Mr. Hirata...!

HIRATA

Thank my daughter! It was her idea!

Speed looks back to where he last saw her... She's LOST IN THE CROWD. CUT TO--

INT. MACH 5, THRU WINDSHIELD - NIGHT

Neon nightlife overflows onto Tokyo's glittering streets. Music PULSATES like a beating heart. Motorcycles and scooters dart thru a sea of buses, taxicabs and corporate limousines. The colorfully garbed riders STARE INTO THE COCKPIT as the Mach 5 racer rumbles by. INSIDE, Speed and Sparky gape right back. Happy to be insulated from this alien environment.

EXT. A PARKING LOT

They quickly draw a crowd. A VALET runs up to the car. Speed opens the window.

SPEED

Uhhh no. I'll park it myself if
you don't mind.

The valet directs him to a spot. Speed and Sparky climb out. The crowd starts pointing at Speed and cheering. Calling out his name.

CROWD

Kay-ton! Kay-ton!

SPARKY

Hey man, we're famous!
(off Speed's look)
Okay, you're famous.

They walk the length of a long cue of nightclub habitues. All CHANTING his name. When they get to the front, they're surprised to see that there's NO BUILDING there. Just a DOORMAN guarding a square, marble PLATFORM beneath a holographic projection of the word-- PURGATORY. BRIGHT, SHIFTING RAYS OF COLORED LIGHT and A THROBBING, PRIMAL BEAT erupt out of a STAIRCASE in the platform's surface that descends into--? Sparky pushes Speed up to the Sumo in a suit.

SPARKY

Greetings, doorman-san! This
handsome guy is Speed Kayton, the
race car driver, winner of the
One Lap of Japan!

The doorman just stares at them.

SPARKY

He's a racer. You know... Speed!
(he mimes a steering wheel)
...Racer!

DOORMAN

Speed... Racer?

Speed and Sparky's frozen smiles start to melt. They seem to shrink several inches in height. But then, a CHANT starts to build from the crowd:

CROWD

Speed RACER! Speed RACER!

The big man realizes he's in the presence of something much bigger than he is. Stands aside. The two friends descend INTO THE LIGHT and SOUND. The CROWD ECHOING behind them.

CROWD

Speed RACER! Speed RACER!

SPARKY

Hmm. I seem to have started something.

SPEED

Sparky?

SPARKY

Yeah?

SPEED'S VOICE

If this sticks, I'll kill you.

INT. PURGATORY DANCE CLUB

Broken up into a multitude of levels, it seems to hold thousands of gyrating, nocturnal denizens. A girl at a booth hands them each a set of HEADSET MICROPHONES. They look at each other, shrug, put them on.

HEADPHONE VOICE

Welcome to Purgatory. Where souls are forgiven their sins...

Speed and Sparky move thru an upper level, looking around self-consciously. People are POINTING and STARING at them.

POINTING

Here he comes!

STARING

Here comes Speed Racer!

Sparky reacts to these words with a sudden flash of inspiration. He looks at his headset mike, glances mischeviously at Speed walking ahead of him, then ditches him in the crowd--

As Speed moves on, unaware-- He reaches a balcony overlooking the main dance floor far below, now being POUNDED by a primal, pulsating, earthy mix of percussion, synthesizers and VOICES. Not exactly singing, there's no WORDS, it's more a blend of HUMAN EMOTION. And it emanates from the PEOPLE IN THE CLUB vocalizing into their headset microphones--

Singularly. In groups. The energetic SOUND MIXER previews
(more)

(CONTINUED)

CONTINUED:

and selects from his gigantic mixing board. A probing spotlight picking out his Warholesque performers- all famous for 15 seconds each. Until finally he settles on...

-- An INCANDESCENT TRIxie. Her voice like a haunting sirens' wail. Her movements fluid and sensual as a cat's. She turns and looks up. RIGHT AT SPEED. As if she knew right where to find him. Speed is transfixed by the magic of it...

And then the SPOTLIGHT MOVES. Breaking the spell... Speed shudders, as if waking from a dream. He's ALL ALONE. Suddenly a pair of sinewy creatures with GLOW IN THE DARK HAIR clamp on to him like he was all four Beatles rolled into one.

GROUPIE 1

Do you do everything fast?

SPEED

What??

GROUPIE 2

I love men who drive hard.
C'mon, let's dance.

SPEED

Sorry. I've got two lead feet.

GROUPIE 1

C'mon... it's easy.

Speed's looking back to where he last saw Trixie. She's nowhere to be seen.

SPEED

I'm not interested in things that
are easy...

He must've said the magic words. Because as he turns from the railing, THERE SHE IS. Not ten feet away... Their GAZES LOCK. The groupies can sense they're outclassed and fade into the crowd. Speed and Trixie are drawn together like magnets. Though they fight it valiantly.

TRIXIE

You look like you want to kiss
me. Or something.

SPEED

It's the last thing on my mind.

TRIXIE

Try it and you'll be sorry
forever.

SPEED

Don't worry about it. It's not gonna happen.

Now there's nothing except the rapidly diminishing space between his lips and hers. Contact in 5 seconds. 4...3...2... WHOOSH!! A bright SPOTLIGHT SHINES on the couple. And ANOTHER ONE across the nightclub on Sparky and a collection of groupies surrounding the DJ.

SPARKY'S VOICE

Ladies and gentlemen, the winner of the One Lap of Japan- Speed Kayton! One! Two! 1-2-3-4!

An UPTEMPO RHYTHM stutter-steps over the awesome sound system. A catchy, vocal LYRIC--

SPARKY AND THE GROUPIES

(improvising)

Here he comes. Here comes Speed Racer. He's a demon on wheels...

Speed blushes an entire spectrum of red.

SPEED

Oh... no...

TRIXIE

Hey, this is catchy!

SPEED

So's the flu. Let's get out of here.

He takes her by the hand. Leads her thru the bacchanal...

EXT. MACH 5 - NIGHT - MUSIC MONTAGE

As Speed and Trixie explore the night. Talking and laughing within the gleaming cockpit. The 21st century passing over them in glittering curved reflections. At last the car pulls up to a stop, FILLING THE FRAME. Speed and Trixie gape up at a towering source of OFF-SCREEN illumination...

EXT. TOKYO STREETS - NIGHT

The Mach 5 sits before a 50 FOOT HDTV SCREEN on the side of a building. SPEED IS ON TV, larger than life. Looking stunned, post-race as he's pulled from his car into the winner's circle at the track...

INT. MACH 5

Speed stares at his GIGANTIC IMAGE. Trixie touches his arm.

TRIXIE

After today, your life will never
be the same...

EXT. STREETS

The Mach 5's taillights are lost in the GLITTER OF THE CITY...

EXT. GINZA - NIGHT

The Mach 5 is parked at a curb in the colorful shopping district. Speed and Trixie lean against the front fender. Speed playing catch with his keys.

TRIXIE

Mother died... didn't see my
father much. Nucleus was busy
buying up Japan. I mean, what's
more important- me or the world?
So I fell in with the wrong
crowd. A motorcycle gang.

(self-mocking)

The Sirens... We were constantly
in trouble... It was great. Then
I wound up in jail. That wasn't
so great. That's when my father
realized he was living with a 17
year old stranger.

The keys smack into Speed's palm. He frowns.

SPEED

So your father bought the team--

TRIXIE

-- to try to buy me back.

She doesn't look at him. Speed tosses the keys.

SPEED

Is it working..?

TRIXIE

(quietly)

... Maybe.

CHLINKK. The keyring hits Speed's palm and comes apart. One of them slips thru a grate on the sidewalk.

SPEED

Oh heck.

He gets down on his hands and knees.

SPEED
I can't get my hand thru!

TRIXIE
(joins him)
Here. Let me.

Miraculously, her hand slips thru one of the tiny spaces. She gropes around, then gets to her feet. She hands him the key.

SPEED (impressed)
How'd you do that?

Trixie holds out her hands and folds them up like origami sculptures.

TRIXIE
Motorcycle crash.

Speed takes her hand in his.

SPEED
Well please be more careful.

Trixie smiles at him. Speed smiles back. They look into each others' eyes. Their lips brush together... they kiss. Chastely at first. Then suddenly with hormones at full throttle. Groping and grappling like the teenagers they are. Suddenly, Speed straightens up and pushes her away.

TRIXIE
What? What's wrong?

SPEED (grimly)
Stay here.

He sprints across the street. Runs beneath an elevated train track. Trixie races after him.

TRIXIE
Speed... what is it...?

He's stopped. Frustrated. Looking around in all directions.

SPEED
Once... chalk it up to jetlag.
Twice... ok, I got a fixation.
But three times...?

She stares at him. Frightened by his intensity.

TRIXIE
What are you talking about?

SPEED
People disappearing!

TRIXIE
(flatly)
You saw someone disappear...

SPEED
Racer X. He was RIGHT HERE!

The alley looks pretty deserted to Trixie. Speed stares into the shadows worriedly.

TRIXIE
Maybe he's checking up on his new competition.

SPEED
I don't think so...

A high speed train RATTLES by overhead. SPARKS rain down from the tracks and fall behind them. CASCADING BRIEFLY OVER THE SHAPE of a MAN WHO ISN'T THERE...

EXT. HIGHWAY OUTSIDE OF TOWN - NIGHT

Headlights move across a vast, darkened landscape.. The Mach 5 slows to a stop.

INT. MACH 5

Trixie looks at the night outside. Speed loads a vid-disc into his onboard MONITOR.

SPEED
This is the starting line for the Tokyo/Taipei Sprint.

He turns on the MONITOR. The vid-disc recording from the cockpit of the Mach 4-- Rex's car. Lined up behind a group of other racers. In broad daylight. Engines throbbing.

SPEED
Rex's last race.

The cars ON THE MONITOR blast off down the road. Speed does the same. Accelerating to racing velocity.

SPEED
I'm matching every move he makes.
Mile for mile, second for second.
Rex broke out fast and never
looked back.

EXT. DARK HIGHWAY - NIGHT

The Mach 5 ROARS PAST in a heartbeat.

INT. MACH 5

They cruise at an effortless 375. Trixie's eyes drift outside. KILOMETER MARKERS flash by. 721... 722... 723...

SPEED

Okay, here's where it gets weird.
At this point he'd worked up a 90
second advantage over the next
closest competitor. Then--

Speed points at the vid-disc MONITOR. It FILLS WITH STATIC.

SPEED

--something happens to the
picture for a second-- And
suddenly--

ON THE VID-DISC MONITOR

The STATIC CLEARS-- A lethal looking black racer appears on
the recording in the Mach 4's rear view mirrors...

SPEED'S VOICE

-- Racer X appears right behind
him! Which is impossible with a
90 second lead!

SPEED AND TRIXIE

stare at the monitor. Their attention focused on Rex's final
moments. Neither of them noticing the approaching HEADLIGHTS
that appear on the horizon FAR BEHIND THEM...

SPEED

He comes up fast.

ON THE MONITOR: Racer X roars up on Rex, one year ago.
Simultaneously-- The HEADLIGHTS GAIN on Speed and Trixie...

SPEED

Too fast.

Trixie squints at the screen. Noticing something strange.
Opens her mouth to speak. When suddenly-- HIGH BEAMS laser
thru their rear window! Trixie whips around--

TRIXIE

Speed!!!

The vehicle behind them suddenly jukes and PULLS ALONGSIDE--

SPEED
IT'S RACER X!!!

Racer X POINTS SOMETHING out his passenger window--

TRIXIE
HE'S GOT A GUN!!!

No, it's HIS FINGER. The X-Racer suddenly SURGES 10 LENGTHS AHEAD. Speed gapes. Then MASHES THE PEDAL to give chase.

TRIXIE
What're you doing???

SPEED
I have no idea!

His speedometer climbs. Tach races to REDLINE. To little avail. The X-Racer rockets down the road like a UFO. And VANISHES... A dull SONIC BOOM rumbles over them. Speed and Trixie are like... no way. Nothing on Earth can go that fast. His foot comes off the pedal. The Mach 5 decelerating when-- ONCOMING HEADLIGHTS suddenly appear in their windshield!!!

SPEED
Uhaawuhaah!

He slams on the brakes. But at that speed the headlights are right ON TOP OF THEM. And in front of them, right in the middle of the road stands Racer X! Staring them down! Speed CRANKS THE WHEEL-- The Mach 5 SWERVES at the last possible instant-- Goes OFF THE ROAD-- The rear end breaks loose-- SPINNING OUT OF CONTROL in the dust-- It comes to a halt and STALLS. Inside the cockpit, the two teenagers' hearts race... because-- The X-Racer is ROLLING TOWARDS THEM. Headlights dark. Like a great big shark in a cold, inky sea. Speed cranks the starter. RR RR RR RR RR. RR RR RR RR RR.

TRIXIE
My... look at the time.

The X-Racer PULLS LEVEL with the Mach 5. The window opens... Speed sits up straight and opens his window to look his nemesis in the eye. Well, visor...

RACER X
Stick to racing, kid.

VAA-RRROOOOOOOOOOOOmmm!!! He roars off into the night. Leaving a shaken Speed and Trixie behind... Suddenly Trixie's eyes narrow. She stabs the Vid-disc's REWIND button.

SPEED
What are you doing?

TRIXIE

He's fast alright. But not fast enough to make up those 90 seconds...

SPEED

He made it up somehow.

Trixie watches the rewinding video with keen anticipation...

TRIXIE

Sure he did. Because Rex...
...stopped.

She presses the STOP button.

INT. HIRATA HOUSE - NIGHT

Landscape rushes past the Mach 4's windshield on a WALL SIZED MONITOR SCREEN. Speed and Trixie stand before it in the darkened living room.

TRIXIE

FREEZE FRAME.

The image FREEZES.

TRIXIE

What do you see?

Speed stares at the screen.

SPEED (frustrated)

I don't see anything...!

TRIXIE

Exactly. There's nothing behind him. And nothing ahead but empty highway. But look at this.

She walks up to the screen and points to one of the Mach 4's REAR VIEW MIRRORS. A FAINT RED GLOW illuminates the pavement just behind the car...

SPEED

Brake lights!

TRIXIE

Right. He's in the lead, on a straightaway, with nothing in his path, and he hits his brakes? Now look at these kilometer markers. PROCEED AT 1/16th...

The image ROLLS FORWARD IN SLOW MOTION. The mile markers alongside the road flash by. 723... 724... The SCREEN FILLS WITH STATIC. Then CLEARS. The X-Racer now in Rex's rear view mirrors. Trixie points at the next approaching MILE MARKER.

TRIXIE

Look. 726! There are 2 missing kilometers!

SPEED

So?

TRIXIE

At 375 mph it would take him 3/4's of a kilometer to come to a full stop. It would take him another kilometer and 1/4 to get back to the same speed. TWO KILOMETERS. Rex STOPPED for somewhere between a minute and a minute and a half. Enough time for Racer X to catch up.

Speed tenses as-- ON THE SCREEN-- the X-Racer rushes up to kill his brother. REX'S EYES are visible in one of the rear view mirrors.

TRIXIE

FREEZE FRAME.

The IMAGE FREEZES as Rex catches a glimpse of impending doom. Speed stares painfully into the his brother's giant eyes...

SPEED

But why would he stop..?

EXT. NUCLEUS TOWERS - NIGHT

Dominating the landscape...

INT. COMMAND CENTER

A satellite map of Japan on a large MONITOR SCREEN. A broad area is delineated in a PULSING RED CIRCLE. Fujiwara and Killinger stare at the map.

FUJIWARA

So what can you tell me?

KILLINGER

Well, obviously the package is still in its "container". But whoever has it is jamming the signal. We can only tell that it's within this area.

Fujiwara gives Killinger a stupefied look.

FUJIWARA

That "area" has a diameter of
over 300 miles..!

KILLINGER

Well, heh heh... at least it's
still in Japan.

FUJIWARA

Who are your suspects?

KILLINGER

Our best assumption, but
certainly not our only one is...
we have an internal problem.

FUJIWARA

Another Emissary with a personal
grievance, perhaps?

KILLINGER

It's possible.

FUJIWARA

Compared to the alternatives,
that certainly would be a best
case scenario. Any witnesses?

Killinger considers his response.

KILLINGER

The Kayton youth might have seen
something.

FUJIWARA

Our young Racer? Do you think
he's involved in this?

KILLINGER

He's just a kid...

FUJIWARA

As was his brother.

Killinger seems to consider this.

KILLINGER

I'll look into it personally.

INT. KAYTON HOUSE - SPEED'S BEDROOM - MORNING

Speed's desk is covered with computer printouts. WE PAN ACROSS photos of crashes, lists of drivers, and stories of competitors banned from competition... WE FIND-- Speed, fast asleep, who now begins to stir. Mainly because someone's jumping on his bed. BOUNCE-BOUNCE-BOUNCE-BOUNCE!!

SPEED
(irritably, eyes closed)
Sprytle...
(BOUNCE-BOUNCE-BOUNCE)
Sprytle!

SPRYTLE'S VOICE
(giggling)
What?

SPEED
(punctuated by BOUNCES)
Stop...jumping...on...my...bed!

SPRYTLE'S VOICE
(giggling more)
I'm not jumping on your bed!!

BOUNCE-BOUNCE-BOUNCE-BOUNCE-- Speed tries to cocoon beneath his pillow--

SPEED
Sprytle. I was an excellent bed-jumping pain-in-the-butt little brother once myself-- I know this routine. And I can assure you, it usually ends with the little brother being tortured mercilessly.

SPRYTLE'S VOICE
Speed.

SPEED
What.

SPRYTLE'S VOICE
Look over at your desk and open your eyes.

Speed does. He blinks.

SPRYTLE'S VOICE
What do you see?

SPEED'S POV-- Despite the continued BOUNCING, Sprytle is lounging in Speed's desk chair, grinning.

SPEED

You.

SPRYTLE

So I guess that can't be me
jumping on the bed, right?

Sprytple's eyebrows go up. Speed stares at him a moment longer. Suddenly turns onto his back-- looks up-- and SCREEEEEEAAAAMS!!! The CHIMPANZEE bouncing on his bed SHRIEKS in delight and does a double backflip before bouncing back up to hang goofily from the light fixture on the ceiling!

SPEED

WHAT?? IS THAT????

SPRYTLE

Looks like a Chimpanzee to me..

SPEED

I KNOW WHAT IT IS!!! WHAT'S IT
DOING HERE???

SPRYTLE

It's a present.

(he holds up a card and reads--)
To the Kaytons-- Congratulations
on your first win! Your friends
at...Nuckley-us.

The chimp grins stupidly at Speed.

SPEED

That's our bonus?? A chimpanzee??

SPRYTLE

Yeah! Is this a great country or
what?

MOMS'S VOICE

We can't keep it, Sprytple.

Moms stands in the open door, clutching the top handle of a plastic animal crate festooned with overdone Japanese-style ribbons and bows. Sprytple and the chimp stare at her with big liquid eyes.

SPRYTLE

He's not an it. He's a him.
Besides in Japan it's bad manners
to give back a gift. You don't
want to get us all fired do you?

She knows this is futile, but it's her job, dammit.

MOMS

(sighs)

I'm not cleaning up after him.

The chimpanzee, who's been following this exchange with great interest, suddenly leaps to the floor and starts gathering up Speed's dirty laundry. Moms can't help but crack a smile.

MOMS

You think he vacuums too?

SPRYTLE

Why don't you ask him?

MOMS

I don't know his name.

SPRYTLE

(obviously)

It's Chim-Chim.

Moms looks at her youngest and nods. Chim Chim, realizing he's in, EEEKS in delight and rushes to hug Moms-- She SCREAMS and runs out the door! Sprytle gives chase EEEKING like Chim Chim. Speed just gapes at the space where they stood.

SPEED

I'm adopted. I've gotta be...

EXT. KAYTON GARAGE - DAY

Pops stares at the Mach 5 resting on an elevated platform outside the garage. Sparky reaches into the car and activates the VACUUM DOWNFORCE TURBINE. VRRROOOOOSHRR... The car hugs the platform. G.D. activates a portable control unit and the platform starts to TILT sideways... Suddenly everyone reacts as MOMS WALKS UP to Pops with Chim Chim wrapped around her head like a turban, kissing her repeatedly.

MOMS

Dear. I have a problem with Japanese ownership.

INT. KAYTON HOUSE - DAY

UNN Sports Coverage ON THE TELEVISION goes ignored as the Kayton family rushes about, readying for a trip.

UNN SPORTSCASTER

With less than 36 hours remaining before the start of the Sidewinder 6000, racing enthusiasts from all over the
(more)

(CONTINUED)

CONTINUED:

UNN SPORTSCASTER (continued)
American Territories have
descended on Dallas for what
promises to be...

Speed, pacing through the house to avoid eavesdroppers, chin-
cradles a cordless phone to which he's jacked a palm-top
computer. ON THE COMPUTER'S SCREEN-- Trixie is seen standing
before her living room VIDEO-WALL, listening--

SPEED
(whispering)
--I mean... this guy didn't just
come out of the womb in a crash
helmet. He used to be somebody
else before, right? So the key
to knowing who he is, you have to
figure out who he was.

He passes Sprytly's room. Sprytly holds a shorts/t-shirt
ensemble in front of his underwear-clad body.

SPRYTLY
What about this?

Chim Chim sits crosslegged on the bed, eating a candy bar. He
looks at Sprytly, makes a face. Gives a THUMBS DOWN.

SPEED'S VOICE
And why the weird gimmick? Why
all the mystery? He's not trying
to cash in on it. He doesn't do
endorsements, he doesn't even
accept sponsorship. So why hide
his identity? Unless maybe...
they wouldn't let him race..?

Chim Chim glances up and looks at Speed. Something in his
primate eyes. Something that almost looks like... awareness.

SPEED
Racer X has been around five
years. So... Figuring it'd take
at least a year to get his act
together, I deleted everybody
banned within the last six.

Speed presses a button on his palm-top computer.

INT. TRIxie'S LIVING ROOM

Trixie watches as ON THE VIDEO WALL a displayed computer list
(more)

(CONTINUED)

CONTINUED:

of racers complete with photo-images and scrollable biographies is instantly cut down to TWO faces. GRAY DONALDSON and VHING YATES. Donaldson looks somehow familiar. But innocuous enough. Yates on the other hand looks downright evil.

SPEED

Vhing Yates...!

TRIXIE

Why him? I mean I kinda remember Gray Donaldson... But I've never even heard of Vhing Yates?

SPEED

That's because he never won anything. He was this rich kid who bought his way in. No skill. No training. He made a lot of mistakes and he was a real sore loser. When he started getting involved in too many wrecks, some of the other racers figured they weren't all accidents. Enough of them got together to get him barred from the circuit. It's him. It has to be...

Trixie watches the bio scroll up her screen.

TRIXIE

Speed... There's just one little problem.

SPEED

What.

TRIXIE

It says here that Vhing Yates is dead. I'd say that's a pretty good alibi.

SPEED

If he's really dead.

TRIXIE

He fell 10,000 feet in a skydiving accident. I'd say that gives a whole new meaning to really dead.

SPEED

Trixie. If he's willing to go to
(more)

(CONTINUED)

CONTINUED:

SPEED (continued)
all this trouble to keep his
identity a secret, he wouldn't
blink twice at faking his own
death.

TRIXIE
But what about Donaldson? Banned
6 years ago for gambling
violations. He was betting on
racing.

Speed shakes his head. A little sadly.

SPEED
No way. It's not Gray Donaldson.

TRIXIE
What- how can you be so sure?

Speed looks out the door to the concrete drive. The car
platform is now COMPLETELY PERPENDICULAR to the ground. The
Mach 5 CLINGS TO IT like a spider. G.D. works the controls...

SPEED
Hey G.D.! Are you secretly Racer
X in your off-hours?

G.D. looks up from his task.

G.D.
What off-hours?

Trixie frowns. That's why Gray Donaldson looks so familiar...

TRIXIE
G.D... Gray Donaldson... Great.
So...where does that leave us?

Speed stares at the pile of NUCLEUS AIRLINES tickets on the
kitchen counter. Computer stamped: DFW

SPEED
Texas. Home of the Sidewinder
6000... And alleged final resting
place--

Speed presses a button... VHING YATES fills Trixie's screen.

SPEED
--of Vhing Yates.

INT. NUCLEUS, KILLINGER'S OFFICE - DAY

Killinger stares at at his computer screen desk ledger. Taps his light pen near glowing handwritten notes that read: Internal. 10-10 spy. Hirata? Killinger suddenly looks up as an Emissary MATERIALIZES out of LEVEL TWO right in front of his desk and stands at attention--

EMISSARY

Sir...The "package" is moving.

Killinger stabs a call button--

INTERCOM VOICE

Level Two Operations.

KILLINGER

Where's Hirata?

INTERCOM VOICE

On his way to the airport.

Killinger bolts from behind his desk. Runs out the door.

EXT. TOKYO INTERNATIONAL AIRPORT - DAY

Beyond clean. Beyond modern. Beyond futuristic. Overhead, a Space Shuttle comes in for a landing...

INT. NUCLEUS TERMINAL - DAY

The Kayton racing entourage relax in the private, corporate boarding area. Sprytle and Chim Chim watch from the window as a Nucleus corporate jet rolls up to the gate. Trixie lowers her magazine, a look of surprise on her face as Hirata enters the boarding area. Trailed by his luggage on a robot cart. Pops, sharing Trixie's surprise, stands up to shake his hand.

POPS

Mr. Hirata! What are you doing here?

HIRATA

I'm going to watch us win another race! And please- call me Tetsuo!

Trixie follows them, shaking her head in amazement. As they pass thru the boarding gate together, WE DISSOLVE INTO:

INT. TERMINAL (LEVEL TWO) - SAME ANGLE

A PREVIOUSLY INVISIBLE latticework is revealed to exist above
(more)

(CONTINUED)

CONTINUED:

the spacious waiting area. Armed Emissaries of the Public Trust walk the overhead catwalks, watching the oblivious travelers below them. Banks of X-ray machines and magnetic resonance scanners display in graphic detail everything hidden on their persons and in their luggage. (Sprytles's suitcase is filled with candy bars.) An emissary OFFICER watches the procession. Shakes his head "negative"... for the benefit of--

KILLINGER-- standing behind him. Looking worried.

INT. NUCLEUS CORPORATE JET - DAY

Speed gazes out his window. Lost in his thoughts. A figure in a tailored grey tunic slides into the adjacent seat. Speed turns and looks into Killinger's mirrored eyeballs.

KILLINGER

This seat taken?

EXT. RUNWAY - LATE AFTERNOON

The Nucleus jet touches down at Dallas/Fort Worth International Airport.

EXT. AIRPORT TERMINAL - LATE AFTERNOON

Hot, crowded, and chaotic. Somebody picked up the Casbah, moved it a hundred years into the future, then dumped it into the American Southwest. A melting pot of rich and poor; men and machines; hybrid ethnicities. Everything from fresh vegetables to additional RAM chips for sale off the back of hover-carts.

NEAR THE TAXI STAND

The Kayton group waits for their ride. A BLIND MAN WITH NO LEGS is propped against a wall nearby. Rattling a cup of change. People step right over him without giving him a second glance. Like he was invisible... Swarms of insects BUZZ all around them. One lands on Trixie's shoulder. It's not really an insect at all. It's an ELECTRONIC ADFLY.

ADFLY

Lone Star Beer! Drink Lone Star Beer!

Trixie FLICKS it away with her finger. Two 21st Century TEXAS RANGERS, male and female, both in MIRRORRED SUNGLASSES approach them from behind. The man taps Killinger on the shoulder.

TEXAS RANGER

Mr. Killinger?

Killinger turns. Fluorescent light glints off his MIRRORED EYEBALLS. The Ranger swallows nervously. Killinger waves adieu to the group.

KILLINGER

Well thanks for the ride. See ya'll at the races.

With a last appraising look at Hirata he walks off. As they stare after him, their ride arrives. It gives new meaning to the term "STRETCH LIMO." 50 feet of wheels, tinted glass, white lacquer paint and longhorned hood ornaments. Five or six BUMS run up and start cleaning the windshield.

POPS

Welcome to Texas.

EXT. TEXAS RANGER HUMVEE CRUISER

Black & white. Satellite-dished. Machine gun mounted. Idling at the curb outside the terminal. One of the Rangers opens the back door for Killinger. A sweaty TECHNICIAN looks up from his TRACKING EQUIPMENT inside. Nods to Killinger--

TECHNICIAN

Galveston.

Killinger stares back at the departing Kayton/Hirata limo... Puzzled. He jumps in the cruiser. It RUMBLES away.

INT. LIMO - LATE AFTERNOON

If Speed and Trixie sat any closer they'd be the same person. They stare out the tinted glass at the exotic world outside.

THEIR P.O.V. - 21ST CENTURY DALLAS - LATE AFTERNOON

Reeking the kind of danger and excitement of any Third World city. Chaotic traffic kamakazis over dark, potholed streets. People congregate around trash fires with nowhere to go. Small business facades either boarded up, burned down, or blown to pieces. The rusting skeletons of abandoned cars. Ubiquitous graffiti, prominently featuring the strange, cryptic 10 - 10 ...

Electronic billboards screaming: MOVE! The Southern Collective Corporate District invites you to Arkansas! Clean! Safe! Moral!

Machine gun toting, flak jacketed police wave them past a huge, fortified gate marked: CLUB TEX RESORT DISTRICT Things improve dramatically. Wide, landscaped boulevards. Sprawling estates surrounded by high razor-wired walls. Towering glass skyscrapers.

INT. LIMO - LATE AFTERNOON

Speed and Trixie make eyes at each other. Sitting across from them, Sprytle and Chim Chim make ewwww faces.

EXT. TEXAS ROADSIDE - DUSK

A COWBOY hangs on for dear life as his bull bucks and whirls, turning to REVEAL that the cowboy is actually HIRATA! Astride one of those ridiculous bucking-bronco machines they have in shit-kicker joints all over Texas. This one, as it happens, is in the jammed parking lot of a tiny roadside Mexican joint called DANG PHUONG'S TACO PALACE.

Hirata, in a 10 gallon hat, is having the time of his life. G.D. and Sparky, clutching their food, laugh at his antics. Trixie just stares in disbelief. And perhaps a little distrust. Too good to be true... She looks for Speed-- Spots him at the picnic table, where Moms is attempting to feed Sprytle and Chim Chim. He's poring over a map of Texas. She frowns at his obsession... Suddenly-- Hirata loses his balance-- Goes flying-- Trixie leaps for him--

TRIXIE

Dad!!--

Speed looks up in time to see Hirata land on his back. Trixie and the others rush to his aid-- He sits up, bewildered, and suddenly breaks into a huge grin!

HIRATA

YA-HOOO!!!

As he's helped to his feet--

TRIXIE

It's a good thing Mom wasn't around to see that little stunt.

HIRATA

Am I being foolish?

TRIXIE

(dusting him off)

No.

She stops. Knows he's really trying. And it breaks her heart.

TRIXIE

You're being great.

HIRATA

I...have a lot of foolishness... to make up for.

A moment of understanding passes between them. Trixie hugs her father hard. This time when they break, it isn't awkward. Speed watches their moment. Turns to leave them alone with it.

SPEED

Okay, your turn Pops--

But the Kayton patriarch isn't there... Speed and Moms glance at each other knowingly. She smiles sadly and nods towards--

POPS...leaning against a telephone pole. Silhouetted against the evening sky above... Staring wistfully at a brightly lit and NOISY phenomenon below-- In the distance, MIDGET RACE CARS circle a dusty track. A throwback to an earlier age. Parked around the track are trailers and pickup trucks emblazoned with colorful signs like: Dupree Midget Racing or MacElroy Racing Team or Big Bubba Jones.

Speed watches as Moms moves to take Pops' arm and stand beside him. Hirata, seeing this, takes note of the sadness on Pops' face. He thinks a moment, then reaches into a pocket and produces a tiny VOICE RECORDER. Starts dictating softly in JAPANESE.

The SUN SETS over the midget racetrack. Pops sighs. Then a big, leathery HAND claps him on the shoulder.

VOICE

A word with you, Senor.

Pops turns, breaks into a big grin.

POPS

What the-? Dole Fernandez! How long's it been? You here to see the race?

FERNANDEZ is tanned, square jawed, silver haired.

FERNANDEZ

Nope. I'm here to win it!

POPS

You're in the race???

FERNANDEZ

Best seat in the house! Pole position!

POPS

(surprised)

No kidding! I thought you left this all behind you when you married Countess What's-Her-Name.

FERNANDEZ

The Countess has taken up tennis. Specifically, a certain Italian tennis player. I suddenly find myself with a generous cash settlement, idle hands and an itchy lead foot.

POPS

That's great, Dole. Racing has missed you.

FERNANDEZ

It's missed Rex too.

Pops nods. A brief moment of silence in honor of the fallen sportsman.

POPS

Dole, you remember my boy Speed.

FERNANDEZ

Of course.

(shakes Speed's hand)

Looking forward to blowing your doors off, junior.

Speed is giving the senior racer a strange look. Like- what's wrong with this picture?

SPEED

Uh, yeah. Likewise, old timer.

FERNANDEZ

Well, see ya'll at the finish line. As they say in these parts.

Speed stares after him. Trixie edges close.

TRIXIE

Who was that?

SPEED

Huh? Oh, uh... nobody.

He continues to stare as over by the picnic tables, Fernandez buys girl scout cookies from a shapely den mother...

EXT. GALVESTON, WATERFRONT - MOVING POV - NIGHT

As Noir as it gets. Rundown buildings flanking a defunct waterfront. Chinese junks moored in the inky water. Darkened offshore oil platforms on the horizon under the moonlight.

Broken glass CRUNCHES underfoot. Ferocious STREET PUNKS beat the shit out of each other outside a seedy dive saloon. They look up as WE APPROACH and suddenly scramble out of the way. WE PUSH THRU swinging, saloon-style doors...

INT. DIVE SALOON - NIGHT

The rough trade crowd inside FALL SILENT. A DARK FIGURE in a duster and cowboy hat is framed in the doorway. Carrying something black, shiny and round under his arm. He strolls into the saloon. The activity and noise level picks up as he passes by. The figure strides purposefully toward a GROUP SEATED in a dark booth at the back. They are:

GIBBS, a skeletal man with translucent skin. AKIRA, a wall of muscle with a half metal face. JANA, a drop-dead blonde, even dressed down. And SPOT, a ROBOT ROTTWEILER with a GUN TURRET mounted in its left eye socket.

The figure stops at their table. His face REVEALED in the light. It's a black MASK. With a prominent RED X.

GIBBS

Did you get it?

RACER X

Of course.

He sets his helmet down on the table...

JANA

How'd you get it thru Customs?

Racer X looks down at his helmet. Slowly LIFTS THE VISOR. Revealing inside: CHROME EYEBALLS staring sightlessly from a DISEMBODIED HEAD! Akira starts to LAUGH.

Suddenly the joint FALLS SILENT again. Everyone looks up. Except Racer X. The two Texas Rangers have entered the saloon. Standing warily on either side of the swinging doors as Killinger pushes thru. He strides inside, scanning the room.

KILLINGER'S P.O.V.

Jana's table. The seated group glaring at him. A tall man in a duster with his back turned. Not moving. Killinger eyes them a long moment. Then sweeps the rest of the room. When he looks back at Jana's table, the man in the duster is no longer there. Killinger approaches the BARTENDER. A BIKER CHICK spilling out of a skimpy halter top sizes him up favorably. Her BIKER BOYFRIEND growls. Killinger ignores them, leans on the bar.

KILLINGER

Maybe you can help me. I'm
looking for something--

Something INVISIBLE picks up Killinger's hands and mashes them against the biker chick's breasts. She smiles at him.

BIKER CHICK

Looks like you found it.

Stunned, Killinger tries to pull away but can't. The biker boyfriend ROARS and picks up a barstool. He SMASHES it down on Killinger's head. CRASH! Somebody decks the biker with a BEER BOTTLE. Cowabunga! BAR FIGHT!!!

OVER BY THE BOOTH-- The AIR SHIMMERS. Racer X materializes, walking back to his friends' table. Wiping off his hands. The group grins at him.

RACER X

Let's go see Moody.

EXT. OFFSHORE OIL PLATFORM, WATER LEVEL - NIGHT

A speedboat is tied to the ladder. The water ripples. Suddenly something BREAKS THE SURFACE. A pair of SENTRY DOLPHINS wearing NIGHT VISION CAMERA GOGGLES. They scan the area for trouble...

INT. PLATFORM, SURVEILLANCE ROOM - NIGHT

A rusting, graffiti sprayed room, retrofitted with hi-tech communication and surveillance gear. An armed, bored TECHNICIAN monitors the DOLPHINS' P.O.V. on his screens. VOICES and LIGHT drift in from the lab down the hall.

INT. LAB

Once the rig's infirmary. The numbers 10 - 10 spray-painted in huge letters on the back wall. A triple-chinned guy in coke bottle glasses sets the severed head down on a ROTATING DISC. His name is MOODY.

MOODY

(to the head)

Comfy? Good... Now! What's...
on... your... mind...

He swings a SCANNING LAMP into place. Starts punching buttons on a laptop CONTROL PANEL. An adjacent PROJECTION TABLE lights up. A HOLOGRAPHIC IMAGE forms in mid-air, 5 times larger than life. Moody punches a button and the skin and hair DISAPPEAR from the holographic head.

MOODY

Let's take this one layer at a time, shall we? We don't want any nasty surprises like the last time we tried this...

Behind him, the human half of Akira's reconstructed face sneers at his comment. Racer X and Jana study the HOLOGRAM as the bone layer fades away. Leaving just the brain and severed nervous system floating in mid-air. Moody WHISTLES.

MOODY

Wetware City!

An ELECTRONIC TUMOR spreads out from the dead Emissary's brainstem. Moody HIGHLIGHTS it, a section at a time.

MOODY

This bristly section is the dangerous part. One false move and we depart this veil of tears. Okay... this part here is the communications network. Remind me to pull its plug. We don't want any unwanted guests... Now way under here is where I think they keep the component we're looking for...

RACER X

And with it you can build what I need?

MOODY

If I can get it out.

Moody maneuvers some delicate toggle switches.

MOODY

That's a big if. I suggest y'all find someplace safer to stand. Like Amarillo...

Robotic arms sporting nasty SAWS and DRILLS close in on the severed head...

EXT. CLUB TEX HOTEL - NIGHT

The marble driveway curves up in a graceful arc, becoming one with 35 stories of mirrored glass and steel. Several HOTEL GUESTS stand at the base. Looking up in awe at something we can't see...

INT. TRIXIE'S HOTEL ROOM - NIGHT

As the TV drones in the BACKGROUND, Trixie lies on her stomach on the bed, staring at the cover of a magazine with an unusually dreamy look-- ON THE COVER-- SPEED in the lap of Japan winner's circle. Trixie sighs...

TRIXIE

I feel the need...
The need...for...Speed.

She looks up as-- ON THE TV SCREEN-- A splashy news graphic depicting 10 - 10 GRAFFITI goes up in flames.

NEWS VOICE

The international band of terrorists known as "October 10th" voiced their opinion again today with the destruction of a robotics plant in Dusseldorf.

The picture cuts to LASERTAPE: The entire factory has collapsed into a giant sinkhole.

NEWS VOICE

The group, who take their name from the catastrophic toxic gas leak that destroyed Lisbon on October 10, 2007, have avowed nothing less than all out war on the entire industrialized world. The U.N. World Task Force is investigating the incident. When we return, UNN Headline Sports.

Trixie hears a TAPPING sound.

TRIXIE

Come in.

Nobody enters. Then... TAP TAP TAP... Trixie sighs, gets up and pulls open her door. There's nobody in the hall. Trixie frowns--

TRIXIE

(calls out down the hall)
Very funny, Sprytle!

She closes the door...TAP TAP TAP. That didn't come from the door... It sounded like it came from-- No way... The window?? Trixie pulls open the drapes. Speed waves to her FROM THE OTHER SIDE OF THE GLASS! Trixie's EYES POP. She opens the window and is greeted by the ROAR of VACUUM DOWNFORCE TURBINES.

TRIXIE

What are you--

SPEED

(yells over the din)

COME ON! I'M IN A HURRY!

TRIXIE

Come on??? What're you doing out there? We're 20 stories up!

She leans out to take a closer look.

EXT. HOTEL, 20TH FLOOR - NIGHT

The Mach 5 clings to the side of the building, facing down. TIRE TRACKS lead up the side of the wall and hang a U over Trixie's window. Speed leans out of the opened cockpit.

SPEED

ARE YOU COMING WITH ME OR NOT?

TRIXIE

What - am I supposed to be impressed or something?

Speed sees the magazine with his face on it in her hands. He grins. She scowls and tosses it inside--

EXT. BASE OF HOTEL - NIGHT

The hotel guests looking up suddenly scatter for cover. VRRROOOOM! The Mach 5 roars down the side of the building and onto the pavement like a roller coaster.

INT. MACH 5 - NIGHT

Speed and Trixie race thru the night. She takes note of his serious expression. She sighs.

TRIXIE

I take it this isn't some romantic getaway...

SPEED

That guy at the rodéo you asked me about, Dole Fernandez, was one of the men who got Vhing Yates banned from racing.

TRIXIE

So?

SPEED

The others were Antonio Renza,
Miguel Pinuelas, Lee Bedard,
Kirin Sidhu and Rex.

Trixie's blood runs cold.

TRIXIE

They're all dead...!

SPEED

Right. Every one of them killed
while racing. And all of them
within the last three years. And
Racer X has been on the circuit-

TRIXIE

-- three years! So... so where
are we going..?

EXT. CEMETERY - NIGHT

Scary isn't the word. Eerie shadows play across cracked, aged
headstones. The wind turns the dust into a dance of ghosts...

INT. MACH 5 - NIGHT

Rumbling to a stop. Speed stares into the gloom. GULP.

SPEED

Okay... now don't be scared.

Trixie pops open the cockpit and hops out.

TRIXIE

Wow!

She disappears into the darkness.

SPEED

Hey- hey, wait up! TRIXIE!

EXT. CEMETERY - A FLASHLIGHT BEAM

illuminates the faded grave markers. Speed stops in his
tracks and stares at the headstone caught in the beam of his
lamp. Trixie follows his gaze. It's simply marked:

VHING YATES 1986 - 2011

SPEED

If Vhing Yates is in this grave,
it's a pretty good bet he's not
Racer X.

Trixie winces.

TRIXIE

... So?

Speed's eyes go down to the grave.

TRIXIE

(groans)

Oh come on! You can't be
serious! You're gonna dig him
up???

Speed gives her a weird look as he pulls on a radio headset.

SPEED

(speaks into headset)

I found it, Sparky. Come on in.

Trixie starts looking all around. A dull THROBBING sound grows gradually LOUDER. The wind kicks up, swirling dust all around them, whipping at their clothes. The teenagers back off as the Team Kayton helicopter descends out of the dark. It hovers over the grave. The diagnostic neon WANDS starts to glow. They PASS OVER THE GRAVE.

INT. CHOPPER

Sparky stares intently at the diagnostic X-ray monitor.

SPARKY

Zero! Zilch! Zippo! Nada!

EXT. CEMETERY

Speed puts his hand to his headset, listening.

SPEED

I knew it! It's empty! It's
just an empty coffin!!!

TRIXIE

Then that means--

SPEED

Vhing Yates is Racer' X! And Dole
Fernandez is his next target!

INT. DOLE FERNANDEZ' HOTEL SUITE - NIGHT

Fernandez frolics in a jacuzzi with a trio of Texas BLONDES.

FERNANDEZ

Ahhhhhhh. It's good to be back
in action again.

There is a COMMOTION in the next room.

SPEED'S VOICE

Lemme in! I have to speak to
Dole!

Speed and Trixie burst in, trailed by YET ANOTHER BLONDE.

YET ANOTHER BLONDE

I tried to stop--

FERNANDEZ

Young racer Kayton and friend!
Pull up a towel and have a seat!

SPEED

Dole, listen to me. You have to
drop out of the race!

FERNANDEZ

I do? Hmmm. How 'bout if I just
let you pass me at the finish?
Then can I race?

He laughs uproariously. The blondes giggle.

SPEED

This isn't a joke. If you race
tomorrow, you're going to be
killed.

Fernandez narrows his eyes.

FERNANDEZ

Oh really? By whom?

SPEED

By Racer X! He's really Vhing
Yates! And he's spent the last
three years settling the score
with the people who had him
banned!

FERNANDEZ

(arches a brow)

This is a serious allegation. I
assume you have proof?

SPEED

I just came from Yates' grave!
It's empty! There's nothing
there but a headstone!

FERNANDEZ

Well hell... tell me something I don't know. Who do you think put it there in the first place?

Speed is shocked.

FERNANDEZ

I mean, I felt bad. I get the guy tossed from the game and he goes off and does a triple gainer from 10,000 feet. It's the least I could do.

He playfully inserts a finger into one of his jacuzzi-mate's ears. She SQUEALS.

FERNANDEZ

So that's it? That's your proof?

SPEED

But- Pinuelas, Renza, Bedard--

FERNANDEZ

-- Sidhu, yeah yeah. I know all about 'em. What about Hovarth, Shell, Kazuki, etc. etc.? All killed in the past three years. All in races that Racer X was nowhere near. Listen. We play a dangerous game. People die all the time. Boo hoo. It sells detergent. You can't take it so seriously. Rex started to and look what happened to him...

SPEED

What are you talking about..?

Fernandez waves a dismissive hand.

FERNANDEZ

Forget it. And kid, about tomorrow..? Lemme give you a little advice.

Speed just looks at him.

FERNANDEZ

Slower traffic keep right.

His MOCKING LAUGHTER burns in Speed's ears as the teenager stalks from the hotel room.

EXT. DESERTED HIGHWAY - DAY

Two lanes stretch into the distance. A tumbleweed blows across the road. With a startling THUNDERCLAP of NOISE, a FLAMING BALL OF WRECKAGE that was once a race car or two cartwheels past us, spewing geysers of burning fuel and showers of smoldering debris. A tangle of cars coming up from behind negotiate the conflagration with varying degrees of success. Welcome to THE SIDEWINDER 6000!

INT. MACH 5

Speed slips through the nightmare with lightning reflexes. Punches the pedal. Then surprisingly, lets off a bit. Pops' voice CRACKLES in his headphones.

POPS' VOICE

What're you hanging back for?
Make your move, Speed! You're
only 200 miles from the finish!

Speed says nothing. Just stares straight ahead. An ELECTRIC BLUE RACER dancing from side to side in his windshield.

INT. ELECTRIC BLUE RACER

Dole Fernandez keeps checking his REARVIEW MIRROR. Frustrated. His CREW CHIEF SQUAWKS on his headphones.

FERNANDEZ CREW CHIEF'S VOICE

Stop toying with the kid, Dole!
Shake him loose!

FERNANDEZ

I'm trying! He's been glued to
my ass for 800 miles! Alright.
Let's see him do... THIS!

He busts a move! Shakes and bakes! Bobs and weaves! Then rechecks his MIRROR. The Mach 5 is still RIGHT THERE.

FERNANDEZ

Mierda!

He bangs his head on the wheel in frustration.

EXT. RACECOURSE

The two racers eat up the highway in tandem. Knifing thru slower moving traffic.

INT. TEAM KAYTON HELICOPTER

Pops observes the race with his usual detached objectivity.

POPS
 WHAT'S HE DOING??? WHAT'S HE
 DOING??? C'MON, SPEED STOP
 HORSING AROUND!!!
 (he spikes his headset)
 Dammit! He's doing this on
 purpose! He has to be! No fruit
 of my loom could drive that bad!

Sparky at the stick remains stoic. Pops looks at him.

POPS
 WHAT?

Sparky tenses, but doesn't say a word. Pops grabs the
 pilot/mechanic by the coveralls and pulls him from his seat.

POPS
 He IS doing it on purpose! And
 YOU KNOW WHY! What's going on
 here? Tell me now or I'll throw
 you out of this helicopter!!!

Stick unattended, the aircraft lurches across the sky. Out of
 control. LANDSCAPE SWIRLS on the other side of the windows.

SPARKY
 Alright alright I'll tell you!!!
 Just lemme go!!! Lemme go!!!

Pops relinquishes his viselike grip. Sparky grabs for the
 stick. Corrects the errant flight.

SPARKY
 Racer X is Vhing Yates! He's
 going to kill Dole Fernandez!
 Speed's trying to protect him
 whether Dole likes it or not!

Pops drags his hand over his face.

POPS
 Oh brother...

EXT. RACECOURSE

The Mach 5 and Fernandez's Electric Blue rip hellbent for
 leather down the highway. Followed by the rest of the pack.

THE X-RACER

discreetly improves its position. Stealing thru the tightly
 packed clusters of cars like a ghost.

RACER X'S POV

HEADS UP TELEMETRY flash across his windshield faster than the human eye can follow. But two TARGETING ICONS continuously float in front of his field of vision. Tracking a pair of unseen vehicles... The sea of cars in front of him parts like a biblical miracle. Until finally, just TWO RACERS REMAIN in the lead. Fernandez's Electric Blue. Speed's Mach 5. The TARGETING ICONS LOCKED on their tailpipes... Racer X DROPS BACK into the pack. Letting a few other racers slip in front of him. Obscuring both his vehicle and intentions from the leaders.

INT. FERNANDEZ'S ELECTRIC BLUE RACER

In the lead. Flashes past an overhead sign that indicates PITTING LANES AHEAD. He checks his gauges.

FERNANDEZ

I need the chopper.

CREW CHIEF'S VOICE

What- you're in the lead! You got enough gas to finish, Dole!

FERNANDEZ

I know that. But he doesn't.

EXT. ELECTRIC BLUE RACER

Blinking its PITTING LAMPS as it enters the stretch of widened highway. It moves over to the right.

INT. MACH 5

Speed inventories his systems. He moves to the right as well.

POPS' VOICE

I know what you're up to! Dammit Speed, just win the race!

SPEED

Taking on fuel, Pops.

POPS' VOICE

You don't need fuel!!!

SPEED

Taking on fuel.

EXT. RACERS IN THE PITTING LANE

Fernandez's flying pit-stop already in place. The Kayton
(more)

(CONTINU'D)

CONTINUED:

helicopter moving in. Fuel arm lowering. BUT-- SPEED CAN'T SEE that Fernandez ISN'T REALLY LINKED UP to his chopper. His refueling arm merely poised in position, but NOT LOCKED IN...

INT. FERNANDEZ'S ELECTRIC BLUE RACER

The wiley hispanic watches the Kayton fuel-on-the-fly link up in his MIRRORS.

FERNANDEZ

Ha HA! Sucker!

He puts the pedal to the floor.

INT. MACH 5

Speed's eyes pop as the Electric Blue racer vamooses out of the pitting lane.

SPEED

Son of a--

VRRROOOOOOOOomm!!! He jumps on his throttle too.

EXT. MACH 5

roars out of the pitting lane, STILL ATTACHED to the Team Kayton helicopter. The chopper bucks in mid-air as the fueling arm SNAPS in two. High octane racing fuel spews from the severed arm.

POPS' VOICE

What the hell--???

INT. X-RACER, RACER X POV

The two TARGETING ICONS light out for daybreak. VOOOOOOM!!! Racer X hits the gas. The chase begins--

INT./EXT. MACH 5

Speed pursues the Electric Blue. The broken fuel arm dangling from the back of the Mach 5. Clattering on the highway. TRAILING FUEL... In Speed's MIRRORS: the X-Racer coming up like a heat seeking missile.

SPEED

No! Oh no!!!

He starts cranking his wheel. Zigging back and forth. Trying to block the highway. The broken fuel arm whipping like a giant scorpion's tail.

EXT. X-RACER

Hanging back. The friction from its tires IGNITES the spilling fuel. The highway behind them becomes a ROARING WALL OF FLAME. Up ahead, the Mach 5 starts to slow...

INT. MACH 5

Speed reacts in horror as his gas gauge relays his rapidly diminishing fuel levels. SPUT SPUTT SPUTTT. Empty.

SPEED

No! No!!!

The Mach 5 rolls to the side of the road. VVRRRAAAAAAMMM!!!
The X-Racer blows right by. Literally burning up the asphalt.

SPEED

NOOOOOOOOOO!!!

EXT. HIGHWAY

Speed blasts open his cockpit. Scrambles from the still moving vehicle. Runs along the shoulder of the road as the racers ahead shrink in the distance. WHIZZ. WHIZZ. Other cars whoosh by, on fire. The wind snuffing out the flames before they do much more damage than charred and blistered paint. Speed sheds his helmet, drops it behind him. Running hard, his lungs exploding. He staggers and falls to his knees. Unable to go any farther. The PAVEMENT BEHIND HIM AFLAME. The EMPTY HIGHWAY ahead. Stretching to the horizon. Speed falls to his knees...

SPEED

...no...

INT. ELECTRIC BLUE RACER

Fernandez isn't enjoying his lead. His eyes glued to the menacing X-Racer coming up in his VID-MIRRORS.

FERNANDEZ

Is that who I think it is?

Fernandez looks hard at the CAR IN HIS MIRRORS.

FERNANDEZ

Sonuvagun. The kid was right.
Fortunately...

(he reaches under his seat)
I carry--

--He comes up with a SAWED-OFF SHOTGUN--

FERNANDEZ
-- The Racer's Edge.

He edges the twin barrels out the tiny slot window on his left side. Creeps over to the right hand lane. Keeps his eyes glued to his LEFT SIDE MIRROR. Racer X draws nigh... Fernandez cocks back both hammers. CLICK. CLICK... Suddenly the car in Fernandez's mirror simply EVAPORATES from the left lane!

FERNANDEZ
Huh?

He pulls the shotgun out of his port window. Just then: Racer X PULLS EVEN ON HIS RIGHT and taps his horn. BEEP BEEP.

FERNANDEZ
HUH???

His finger SQUEEZES THE TRIGGER-- KA-BLAAMMM!!! Blowing a hole clean thru the top of his canopy. The wind HOWLS. The car buffets from the turbulence. He looks WIDE-EYED to his right-- Racer X just WAVES. Fernandez recovers and points the shotgun at Racer X. KABLAAMMM!!! CRASSH! Blowing out his right side window. A clean miss-- The X-Racer suddenly IN FRONT OF HIM on the open highway! A black gloved hand EXTENDS OUT the driver's window... and gives Fernandez the finger! WHOOOOM! The awesome, black machine vanishes in the distance.

EXT. LONESOME HIGHWAY - LATER - DUSK

Speed trudges along the side of the road. A flatbed truck carrying the damaged Mach 5 passes and HONKS. It pulls over just ahead of him and waits. Speed walks up to the cab. Trixie's at the passenger window, Sparky at the wheel. They look as if they don't quite know what to say. Speed opens the door and slides Trixie over. The truck pulls away.

INT. TRUCK

A country tune on the radio. Defeat on the young faces.

SPARKY
Your old man's at the finish with
the helicopter. He's... well,
you know how he gets.

Speed nods miserably.

SPARKY
You could have killed us, Speed.

SPEED (whispers)
I'm sorry, Sparky...

Sparky nods. The radio TWANGS...

SPEED

What about Dole...?

TRIXIE

Worst case scenario.

SPEED

You mean he's...?

TRIXIE

-- Alive. He came in ninth. He developed some kind of aerodynamic problem and seven cars managed to pass him in the last hundred miles. He's very upset with you.

SPEED

(stunned)

He's alive??? B- but... what about Racer X?

SPARKY

Checkered flag. He stuck around just long enough to collect his dough, then lit out for daybreak.

SPEED

But he's Vhing Yates!

TRIXIE

He's NOT Vhing Yates! Vhing Yates is dead! Your brother is dead! Let it go, Speed! We were wrong! Get on with your life!!!

SPEED

I'll get on with it when I'm good and ready!!!

TRIXIE

What about when WE'RE ready???

SPEED

You mean EVERYBODY we, or US we???

SPARKY

There's an US we...?

TRIXIE

I'm talking about everyone but YOU we!!!

Speed looks at Sparky.

SPEED

What's she talking about???

SPARKY

I dunno. I think it's a girl thing.

TRIXIE

A WHAT???

SPEED

Stay out of this, Sparky!

SPARKY

You asked me!

Trixie yanks on the parking brake. Speed bounces off the dash as the towtruck skids to a stop. Trixie throws open the door and pushes Speed out. He lands on his butt in the dirt.

EXT. HIGHWAY

Trixie drops to the ground next to him and starts to run.

SPEED

Trixie! Come back here!

(glares at Sparky)

Nice one, Sparky!

His helmet BOUNCES next to him. Gravel SPITS in his face as the truck takes off. Speed coughs, looks around flatly, then calls after Trixie.

SPEED

You're going the wrong way!

EXT. FINISH LINE - DUSK

Pops face is purple as he rips into Speed.

POPS

WHAT WERE YOU THINKING??? YOU'RE PAID TO RACE, NOT BODYGUARD!!!

DAMMIT, I KNEW YOU WERE TOO YOUNG TO HANDLE THIS RESPONSIBILITY!!!

Speed miserably shuffles his feet in the dirt. Post-race activity swirls all around them at the finish line...

SPEED

I'm sorry, Pops...

POPS
SORRY DOESN'T CUT IT OUT HERE!
IMPORTANT PEOPLE SPEND MILLIONS
OF DOLLARS SO YOU CAN SIT BEHIND
THAT WHEEL! YOU CAN'T JUST SAY
YOU'RE SORRY!!!

SPEED
I'm sorry...

Somebody grabs Speed by the shoulder and spins him around.

FERNANDEZ
YOU COST ME THE RACE, YOU PUNK!

He launches a BIG, RIGHT HAND at Speed's face. Speed instinctively deflects it and sends Fernandez flying. WHUMP. Right on his wallet. But Fernandez isn't thru. He's back on his feet, swinging the LEFT.

FERNANDEZ
Nobody makes a fool out of me!

WHUMP. Back on his butt. He rises again. A little wobbly.

FERNANDEZ
You'll pay! I'll get you!

WHUMP. Fernandez GROANS. Rolls over and crawls across the dirt. Starts slapping at Speed's sneakers.

FERNANDEZ
Take that! And that!

Speed takes an embarrassed step back, leaving Fernandez to slap dirt.

SPEED
I'm sorry.

FERNANDEZ
Very well... You may go.

Exhausted, he collapses. Speed turns and walks away.

FERNANDEZ
(into the ground)
Let that be a lesson to you...

INT. NUCLEUS CORPORATE JET - NIGHT

The defeated Kayton/Hirata entourage asleep in their seats. But not Killinger. He confers quietly with a VID-SCREEN.

KILLINGER

You're making a billion dollar mistake.

FUJIWARA

(on screen)

I'll review the decision in six months. If I feel differently, we can go to market then.

KILLINGER

Six months from now will be too late. Whoever stole that Emissary's head is gonna unscramble his wetware and then Level Two will line their pockets instead of ours.

FUJIWARA

Well, Bob... You should've caught them. Now, if you arrive at any new thoughts on the matter, take them up with me upon your return.

His image FADES from the monitor screen.

KILLINGER

Count on it.

Speed leans in from the aisle.

SPEED

Mr. Killinger, you got a minute?

Killinger gestures at the vacant seat next to him.

KILLINGER

Anytime for you, Speed Racer.

SPEED

(grimacing at the name)
You said all the police and intelligence gathering agencies in Japan answer to you, right?

KILLINGER

Correctamundo.

SPEED

So basically, if there's something you want to find out--

KILLINGER

What do you want to know, kid?

SPEED
(hesitates, then blurts)
I want to know who Racer X is.

KILLINGER
He's Vhing Yates.

SPEED
What??? You knew???

Trixie stirs out of her sleep and gives Speed a dirty look from up the aisle. Speed lowers his voice.

SPEED
You've known all along???

KILLINGER
Well, since he first tried entering Japan a few years back wearing that silly mask, yeah. It's my job to know.

SPEED
Then why didn't he kill Dole Fernandez in Texas???

KILLINGER
Why would he want to do that?

SPEED
He's settling the score with the racers who had him banned! He killed Rex!

Killinger raises an eyebrow.

KILLINGER
That's a serious allegation.

Speed reaches into his pocket.

SPEED
It's more than an allegation. I have proof. It's all on this disc--

He pulls out the VID-DISC he made from Rex's black box. Loads it into the multi-purpose monitor in front of him.

SPEED
724 kilometers into the Tokyo to Taipei Sprint, Rex stopped. I don't know why, but it gave Yates time to catch up and ram him.

Killinger takes this news with more interest than one would expect... His eyes move to--

THE MONITOR SCREEN

Just in time to see-- CARTOONS! The ROAD RUNNER sticks out his tongue. MEEP MEEP. WILE E. COYOTE plummets hundreds of feet into a canyon. PWAFF. Killinger isn't amused.

KILLINGER

I'm afraid I'll need something a little more incriminating.

SPEED

It was here...It was on this disc!!!

Sprytle and Chim Chim are asleep in the two seats directly behind him. Chim Chim opens one eye. Then closes it.

INT. TOKYO INTERNATIONAL AIRPORT, CUSTOMS HANGAR - NIGHT

The DESK OFFICIAL glances up.

DESK OFFICIAL

Welcome back to Japan, sir.

Racer X still wears his Stetson and duster. His helmet tucked under his arm. He sets his travel bag down on the conveyor belt. Hands over his passport and documents--

RACER X

Good to be back.

DESK OFFICIAL

You going to win The Sprint?

Racer X's eyes stare into the future...

RACER X

If I can.

He gathers his paperwork and moves on to collect his belongings. The SEARCH OFFICIAL has the bag open and is examining a strange looking INSTRUMENT with suspicion.

SEARCH OFFICIAL

What is this? A camera?

RACER X

Yes.

SEARCH OFFICIAL

Never seen one like this before.

Racer X shoulders his bag and holds out his black gloved palm.

RACER X

It's ahead of its time.

The search official looks him in the eye. It's a STAREDOWN. Then... the official blinks. He hands over the camera. Racer X walks toward the waiting X-Racer.

INT. X-RACER

Gnarly 3-inch ELECTRONIC SPIKES protrude from the driver's swiveling headrest. Racer X settles the back of his helmet against the tip of the spikes. Then shoves. THUNK. His lip twitches. His gloved hands, their undersides glistening with fiber optic bio-jack circuitry, settle into form-fitting arm-rest interfaces. He's not using the steering wheel today...

He looks out the hangar at the beckoning highway. Like a soul about to cross over into the unknown...

RACER X

Go.

WHOOM!!! The X-RACER launches into the scenery like a bullet.

EXT. KAYTON HOUSE - NIGHT

A single light burns in the kitchen. A figure moves inside.

INT. KAYTONS' HOUSE, SPRYTLE'S ROOM - NIGHT

Sprytle and Chim Chim snuggled together. BOO!! Chim Chim's eyes snap open! He listens to the night. Gently unfolds Sprytle's embrace. Stares briefly at the boy with dark simian eyes. Then turns his gaze on the open window across the room. He grunts softly. HIS SHADOW leaves Sprytle behind...

INT. KAYTON HOUSE, KITCHEN

Speed sits at the kitchen table. Rex's BLACK BOX patched into his portable WATCHMAN.

ON THE WATCHMAN SCREEN

The irrepressible TWEEDY BIRD...

TWEEDY

I tawt I taw a puddy tat!

Speed puts his face in his hand. Shakes his head. Then stares out the window.

SPEED'S P.O.V.

Chim Chim scampers away across the front lawn. Wearing a raincoat. Speed gapes--

TWEEDY'S VOICE

I did! I did tee a puddy tat!

INT. TAXI CAB, THRU WINDSHIELD - NIGHT

A short, hunched-over figure in a raincoat waves from the curb. The CABBIE pulls over. The back door OPENS and CLOSES. The cabbie's American. He glances in his REAR VIEW MIRROR. All he can see in the backseat is the FUZZY TOP of a head.

CABBIE

Where to, commuter-san?

The sound of SCRIBBLING from the backseat. Paper RIPS. A long, furry hand passes a note forward. Written in perfect grade school penmanship: TRAIN STATION. The taxi pulls away. Speed can be seen trying to catch up thru the REAR WINDOW.

SPEED

Heyyyyy! Waaaaait!!!

He's left in the dust...

EXT. KAYTON GARAGE - NIGHT

Speed yanks up the big door. Pops, Sparky and G.D. look up. Each of them wearing welding GOGGLES. They've got the Mach 5 completely DISASSEMBLED...

POPS

What're you doing up? Get to bed! You got a race tomorrow!

He's already gone--

EXT. KAYTON HOUSE - NIGHT

Speed sprints across the lawn to the curb. Turns around and holds up his hand. A cab instantly pulls over. Speed yanks open the driver's door.

SPEED

Move over!

He takes over the wheel. Slams the car door. Fastens the seatbelt.

SPEED

Don't worry.

(adjusts the mirrors)

I'm a professional.

SCREEEEEEEECH! Lays down a long rubber scratch on the pavement.

EXT. BUSY STREET - NIGHT

Speed hauling ass, slowing as he passes each cab. He eyeballs the passengers within before blowing by. THERE'S CHIM CHIM NOW, in a cab two lanes over. It merges onto a sweeping diversion lane. Heading away. Speed cranks a U in the middle of the street.

INT. CHIM CHIM'S CAB

pulls up in front of the commuter train station.

CABBIE

That'll be 2,000,000 yen.

A hairy hand passes over some crisp, colorful bills with Fujiwara's picture on them.

EXT. COMMUTER TRAIN STATION - NIGHT

A train starts to roll away from the platform. Speed pulls up in his cab. Hops out. Is about to throw money at the cabbie when HE SEES-- CHIM CHIM in a window ON THE TRAIN.

SPEED

(jumping back in)

I hope you take credit cards!

SCREEEECH!!!!

EXT. TRAIN TRACKS - NIGHT

The train rushes along on magnetic levitation tracks. Speed's TAXI pulls even with it on a parallel street. His eyes BUG OUT OF THEIR SOCKETS. Because...CHIM CHIM is walking ON TOP OF THE TRAIN! Speed leans out of his window--

SPEED

Chim Chim! Hold on! What're you-- NO!!!

Chim Chim LEAPS from the top of the train. He grabs a dangling HYDRAULIC HOSE attached to an enormous metal crane. Swings thru the air. Flying over a chainlink fence. Into--

EXT. AUTO JUNKYARD - NIGHT

Looming in the darkness. Automotive carcasses piled into huge PYRAMIDS. A veritable mountain range of junked vehicles. Chim Chim heads toward the largest pyramid.

EXT. CAB

Speed stands on the brake. SCREEEECH. GRINDS it into REVERSE.

EXT. JUNKYARD, ALONGSIDE FENCE

Speed drops to the ground inside the junkyard. He straightens up, looking around. Behind him-- A giant ELECTRO- MAGNET lowers onto a metal pyramid. Picks up an auto carcass. Drops it into a METAL COMPACTOR. BANG, the safety gate slams shut. The machinery GRUMBLES into motion. SQUAAAAASSSHH. The gate opens. The wreck is reduced to a tiny, little cube. The magnet takes it away. Speed turns around. Just as--

IN THE DISTANCE-- Chim Chim ambles into another metal compactor. The gate SLAMS shut. It GRUMBLES into motion...

SPEED
NOOOOOOOOOO!!!

He runs up. The gate GROANS open and Speed grimaces, expecting the worst. But the compactor is EMPTY. Speed is relieved, but puzzled. He peers deeper. Notices a tiny SURVEILLANCE CAMERA inside the compactor. He takes a step back. Looks up. The tallest pyramid in the junkyard looms over him. Butting up against the compactor...

EXT. THE TALLEST PYRAMID IN THE JUNKYARD

Speed climbing. Looking for a way in. He reaches down and pulls open a car door. Climbs into the wreck.

INT. WRECKAGE

A twisted mass of metal and upholstery. Speed listens. FAINT STRAINS OF CLASSICAL MUSIC can be heard. A sad ADAGIO. He looks around. Then DOWN. There is a gaping HOLE in the floorpan of the car. Speed squeezes down into ANOTHER WRECK. The MUSIC is LOUDER... Drawing him deeper into the tangle of automotive obsolescence. BLUE LIGHT seeps up thru the crevices and bathes his features. At last he peers down INTO--

INT. RACER X'S SECRET LAIR

A cavernous chamber formed by junked cars stacked like blocks in an igloo. Illuminated by BLUE LAMPS mounted in headlight sockets. The MUSIC WAFTING from dangling car speakers.

FAR BELOW-- Racer X leads Chim Chim toward a gigantic computer bank that dominates the center of the chamber. Sits the chimp down in a Recarro seat. Hands him a candy bar. As Chim Chim unwraps and eats his treat, Racer X plugs an umbilical into the computer bank. Then starts fingering thru the hair on the back of Chim Chim's neck. The ape has a JACK SOCKET at the base of his skull. Racer X PLUGS the other end of the umbilical into it. Chim Chim calmly munches his candy bar.

RACER X

Let's see what you've got for me,
little friend...

HIGH ABOVE THEM: Speed's eyes bug out seeing Racer X hold his X-mask in place as he lifts off his black helmet. The back of his scar-crossed skull bristles with jack sockets! He settles into another carseat to watch his MONITOR.

ON THE MONITOR SCREEN

IMAGES OF THE KAYTON FAMILY. As seen and recorded thru the eyes of the computer wetwared Chim Chim...

- Pops, Speed, Sparky and G.D. working on the Mach 5...
- Moms and Sprytle shopping for groceries...
- Members of the family, asleep in their beds...

INT. CEILING

Speed, spying from his perch inside a former Hyundai Sonata, freaks out!

SPEED

NOOOOOOOO!!!

He grabs the Hyundai's STEERING WHEEL and starts yanking on it violently. SNAP! It comes off in his hands.

INT. CHAMBER

Racer X whirls in his seat and looks up-- The Hyundai's STEERING WHEEL falls from the ceiling. It crashes to the floor and-- PWAAFF! An AIRBAG inflates! Speed drops from the ceiling and lands on it butt-first. Bounces to his feet.

SPEED

What do you want from us???

He charges across the floor and launches a flying kick. CRASH! Racer X's chair spins across the floor. But the masked man isn't in it. Chim Chim grins at Speed. Racer X MATERIALIZES behind him.

RACER X

You're making a big mistake.

SPEED

You made the mistake! You killed
my brother!

WHAP! THAP! He rocks Racer X with a left/right combo.
Throws a circle kick- THUMP! Racer X catches it in his hands.
He shoves Speed away.

RACER X

I didn't kill him! And I don't
want to hurt you!

WHOOOMP! Speed tackles him. They tumble across the floor.

SPEED

I... know... who... you... are!

Racer X BANGS the back of his head against a chrome bumper
guard jutting from the wall. Stunning him. Speed reaches out
and grabs the X-MASK.

RACER X (weakly)

- no..!

SPEED

You're Vhing Yates!

He tears off the mask just as--

RACER X

(hisses)

Level Two--!!

-- and VANISHES!!! Speed gapes at empty space--

SPEED

Wha--

CHUD! The imprint of an INVISIBLE FIST mashes his face. He
drops like a sack of potatoes. Out cold.

EXT. JAPANESE GARDEN - PRE-DAWN

Enshrouded in fog. Fujiwara in work clothes, kneels over a
flower bed. Out of his office and imperious wardrobe, he
appears small. A frail old man.

An Emissary of the Public Trust, in FULL DRESS regalia, eyes
him from across the garden. He's joined by a SECOND Full
Dress Emissary. They nod at each other, look around
nervously. They march across the manicured grass, hands on
their HOLSTERED MACHINE PISTOLS. They grab Fujiwara by the
armpits and pull him to his feet.

FULL DRESS
Fujiwara-san. Come with us,
please. Immediately.

FUJIWARA
(startled)
What? Why?

FULL DRESS
Quickly please.

They practically drag him across the lawn. Suddenly--
BRRRIIIIP!!! BRRRIIIIP!!! TWIN MUZZLEFLASHES EXPLODE OUT OF
THIN AIR IN FRONT OF THEM. Cutting down the two Emissaries
with MACHINEGUN FIRE. Fujiwara cries out-- Diving to the
ground. The AIR SHIMMERS as Killinger and a THIRD EMISSARY
materialize out of Level Two, machine pistols smoking in their
hands. They stand over the bodies.

KILLINGER
Are you alright?

He helps the shaken older man to his feet.

FUJIWARA
What- what's going on?

KILLINGER
There's a plot to overthrow you!

He suddenly whirls and fires a LOUD BURST into the third
Emissary. The man falls dead.

KILLINGER
He was in on it.

FUJIWARA
My God!

Killinger leads Fujiwara away from the bodies.

KILLINGER
Don't worry. It's almost over.

They pause at the edge of the garden. The RISING SUN
penetrates the fog as DAWN BREAKS over the city of Tokyo--
Hundreds of stories BENEATH THEIR FEET! The garden is on the
roof of Nucleus Towers! Fujiwara looks very pale. Killinger
puts his hand on his boss's back.

KILLINGER
You're alright. Just catch your
breath.

FUJIWARA

What do you mean... almost over?

He doesn't see the CHROME INJECTOR GUN in Killinger's hand.

KILLINGER

Well you know how I said there
was a plot to overthrow you?
(looks his boss in the eye)
Actually it was a plot to throw
you over!

He puts the gun to Fujiwara's neck-- PIFF! Gives him a SHOVE.

FUJIWARA

AAIIIIIIIEEEEEEEEEEEEEEE.....

Killinger holsters the injector gun and peers over the side.

KILLINGER

DID I MENTION WHO THE MASTERMIND
WAS?

EXT. MID-AIR, FALLING

Fujiwara plummets earthward. The air around him SHIMMERS. He
VANISHES INTO LEVEL TWO. But KEEPS FALLING...

EXT. PARK - DAWN

A man-made LAKE at the base of the tower suddenly erupts with
a SPLASH!!!

EXT. UNDERWATER

A BUBBLE IN THE SHAPE OF A MAN sinks to the bottom...

EXT. TOWER ROOFTOP

Killinger takes out a portable cellular and hits speed-dial.

KILLINGER

Dieter? Bob! Listen-- that
product I demonstrated for you
has just become available..!

INT. KAYTON HOUSE, SPEED'S BEDROOM - MORNING

Speed suddenly WAKES UP with a start.

SPEED

Uhhhh...!

He's in his own bed. Drenched with sweat. Moms leans in from
the hallway.

MOMS
Breakfast is on the table, dear.

Speed just stares at her. He rubs his jaw.

SPEED
Ow...

INT. KITCHEN

Speed comes to the table in his racing jumpsuit. Sprytle is chowing down on Wheaties.

SPEED
Where's Chim Chim?

INT. SPRYTLE'S ROOM - HOLOGRAPHIC NINTENDO

The future of entertainment. Navigated expertly at its most difficult level. Chim Chim at the controls. Wracking up a mega-score. FOOTSTEPS approach from down the hall.

SPEED'S VOICE
Chim Chim!

Chim Chim drops the controls, looks around frantically, then grabs an egg beater. Speed enters Sprytle's room and puts his hands on his hips.

SPEED
I'd like a word with you.

The ape gives him an innocent look and mindlessly twirls the egg beater. Speed steps forward and reaches for the back of Chim Chim's neck. SWACK! Chim Chim bats Speed's hand away.

SPEED
What the- ?

He reaches again. SWACK! Same result. Speed looks miffed and reaches with both hands.

SPEED
Okay. No more Mr. Nice Guy. Wha-

Chim Chim grabs Speed's arm, twists it behind his back, then boots him in the ass. Speed CRASHES into the furniture on the other side of the room... He rolls over, stunned. Chim Chim tosses the egg beater aside and assumes a martial arts stance.

SPEED
You gotta be kidding...!

Chim Chim gestures with his hands: bring it, homeboy.

INT. MASTER BEDROOM

Moms hears BANGING and CRASHING...

MOMS

Boys...!

More BANGING and CRASHING...

MOMS

If I have to come in there...!

INT. SPRYTLE'S ROOM

is now a lot messier than usual. Chim Chim pummels Speed.

SPEED

Come in! Please come in!

Chim Chim performs a flying BODY SLAM. Speed bounces, then groans from the floor. Satisfied, Chim Chim dusts off his hands and picks up the Nintendo control. Resumes his assault on the All-Time High.

SPEED'S VOICE

Oh, Chim Chim...

Chim Chim looks over his shoulder, annoyed... Speed waves an Almond Joy candy bar in his face.

INT. GARAGE - DAY

Chim Chim seated in front of the computer, contentedly munching on his treat. Speed feels the back of the ape's neck. Finds the jack socket at the base of his skull. Grimacing, he plugs in an umbilical. Activates the computer. Stares into Chim Chim's eyes--

SPEED

Playback last night.

ON THE MONITOR SCREEN

CHIM CHIM'S P.O.V. of the fight in Racer X's lair: Speed scrambles to his feet. Racer X MATERIALIZES behind him.

RACER X

You're making a big mistake.

SPEED

You made the mistake! You killed my brother!!!

WHAP. THAP. He rocks Racer X with a left/right combo. Speed throws a kick. THUMP! Racer X catches it and pushes him off.

RACER X
I didn't kill him! And I don't
want to hurt you!

WHOOOMP! Speed tackles him. They tumble across the floor.

SPEED
I... know... who... you... are!

Racer X BANGS the back of his head against the metal wall.
Speed grabs the X-MASK.

RACER X (weakly)
- no..!

SPEED
You're Vhing Yates!

He tears off the mask! Racer X VANISHES!!!

SPEED
Wha--

CHUD! Speed doesn't see the punch that drops him. Racer X RE-MATERIALIZES over his body. But he's too far away to get a good look at his unmasked face. But then-- Racer X walks INTO CLOSE UP on the monitor. His face, his features moving into the light. Racer X is REX KAYTON.

INT. GARAGE

Speed reacts as if punched.

SPEED
Rex...!

REX
(on the monitor)
Let me get that plug outta your
skull, little guy.

He reaches PAST CAMERA. A burst of STATIC-- And the monitor GOES BLACK. On Speed's awestruck REACTION, CUT TO--

EXT. HIGHWAY OUTSIDE OF TOKYO - DAY

The starting line for the Tokyo/Taipei Sprint. A circus of activity. 49 high speed race cars are lined up, four abreast. Drivers and crews doing last minute preparations.

EXT. GRANDSTANDS

line the side of the road. Expensive box seats in the front.
(more)

(CONTINUED)

CONTINUED:

Trixie walks up to an empty box marked: NUCLEUS. Her father is nowhere in sight. She sags visibly. Moms, Sprytle and Chim Chim walk up behind her.

MOMS

I'm sure he has a good reason...

TRIXIE

Yeah. I guess it couldn't last forever...

Sparky runs by.

SPARKY

Hey! Anybody seen Speed?

INT. KAYTON PIT HELICOPTER

Pops at his console... Talking into his headset--

POPS

Speed, listen. Everybody's entitled to one tiny mistake. Texas is behind us...

EXT. / INT. MACH 5

Idling in its starting position in the middle of the pack. Speed's empty helmet sits on the driver's seat.

POPS' VOICE

(over abandoned headset)

-- just race this time, you got that? Forget all that Racer X junk. Just keep your hands on the wheel and your foot to the floor. Okay? Speed? SPEED...?

EXT. HIGHWAY

Speed runs down the length of cars. When he gets to the end, there is an EMPTY SLOT in the final, 50th position. Speed stares at it. Dole Fernandez walks by, trailing entourage.

SPEED

Dole! Have you seen Racer X--?

--WHAP! Fernandez decks him. Speed goes to the pavement.

FERNANDEZ

(walking away)

Fool me once, shame on you. Fool me twice, shame on me.

A familiar figure in neon spandex helps Speed up.

TRIXIE

What was that all about?

Her presence barely registers with Speed.

SPEED

Oh, hi. What're you doing here..?

TRIXIE

I figured one of us had to be the mature one and apologize for their behavior.

SPEED

Apology accepted...

TRIXIE

I was talking about you.

Speed's eyes search the crowd.

SPEED

I need to find Racer X..!

TRIXIE

(blows up)

Speed! NO! He's NOT VHING YATES!

SPEED

I know. He's my brother..!

Trixie blinks. Not sure she heard correctly.

TRIXIE

Speed... look at me. LOOK AT ME.

Finally, Speed looks at her.

TRIXIE

Ready..?

(at the top of her lungs)

WHAAAAAAT???

SPEED

It's Rex, Trixie. I saw him.

P.A. VOICE

Attention please. All support personnel must now clear the starting area...

Speed starts looking around again.

TRIXIE
You saw him where???

SPEED
In Chim Chim's brain...

TRIXIE
Oh.

SPEED
(backing up)
If he's gone this far, he's got
to have a reason! I have to find
out! Don't say anything to
anybody!

He turns and runs.

TRIXIE
Oh don't worry. I won't tell a
soul...

EXT. MACH 5

Speed jumps in and pulls on his helmet.

POPS' VOICE
(on headset)
- Just race, you got me? Just
race!

Speed kills the volume. Activates the DOWNFORCE TURBINE.
VRRROOOOOOOSH! The car hunkers down. He looks ahead to the
FLAGMAN. Then steals a glance at his mirrors.

IN HIS MIRRORS

The X-Racer rolls into the final starting position. Speed
keys his headset. Starts flipping thru channels.

SPEED
Rex! Rex- can you hear me? Rex!

EXT. HIGHWAY

The flagman drops the FLAG. RRRROOOAAARRR!!! The racers
rocket past the starting line. Quickly getting up to
velocity. There goes Speed in the Mach 5!

INT. TEAM KAYTON PIT HELICOPTER

Making ready for take-off. Trixie climbs thru the door.

SPARKY
Fasten your seatbelt. This is
gonna be one helluva race.

Trixie straps in.

TRIXIE
You have no idea!

EXT. STAGING AREA

The helicopter lifts off the ground...

INT. HELICOPTER

Trixie looks out her window. FAR BELOW-- FIFTY HIGH SPEED
RACERS streak down the endless highway. Trailing the pack,
THE X-RACER weaves its way up. Blowing past the competition.

INT. MACH 5

Speed sees the X-Racer moving up fast in his rear view mirror.
He continues flipping thru radio channels...

SPEED
Rex! Rex!

WHOOOOOOOOOOOOOOOOOOSH! The X-Racer flashes past.

SPEED
Rex, wait! REX!!!

The X-Racer is already a distant speck on the horizon.

EXT. NUCLEUS TOWERS - DAY

Traffic in and out much heavier than usual...

INT. COMMAND CENTER, NUCLEUS - DAY

Like the War Room in the Pentagon combined with the Trading
Floor on Wall Street. KILLINGER is seated on a central
pedestal, surrounded by people both live and on monitor. All
clamoring for his attention. He whips back and forth,
addressing them all in turn.

KILLINGER
(to a liaison)
Tell them that we haven't ruled
out foul play, but there's been
no ransom demand!
(to an Emissary)
Turn up the heat on all local
(more)

(CONTINUED)

CONTINUED:

KILLINGER (continued)
crime factions and subversive
groups. No one can make a splash
this big without creating a
ripple. I want our man found!

(to Hirata on a monitor,
en route via limo)

The Corporate Board will be
meeting in one hour to discuss
all contingencies. But until
then The Public Trust will be
assuming all administrative
functions of Nucleus!

He disconnects Hirata. Then whips out his pocket cellular.

KILLINGER
Dieter? Bob! You have 45
minutes to give me your best
offer on Level 2! 46 minutes and
your train's outta the station!
Ciao!

He poses for a picture- FLASH! Signs 6 different documents
for 4 different MESSENGERS. A BORDER CONTROL OFFICER sidles
up as he initials the papers.

BORDER CONTROL OFFICER
The Tokyo/Taipei Sprint is
underway. Clearance approved for
50 racers to exit the country
thru the Mao Tse Tunnel.

KILLINGER
(distracted)
Fine, fine...

YOUNG EMISSARY
(rushing up)
Sir, Sector 7 reports another
unauthorized Level Two trespass
early this morning.

Killinger swivels to face this guy.

KILLINGER
Go on.

EMISSARY
Unidentified ground vehicle
traveling at extreme velocities.

KILLINGER
What do you mean by extreme?

EMISSARY
800 kilometers an hour.

Killinger chews on this info. Suddenly his eyes widen.

KILLINGER
The only vehicles capable of that
kind of speed...are...
(a chilling thought)
No... it can't be.
(he jumps up, barking his order)
Show me a map of Sector 12!

A topographical MAP comes up on a LARGE MONITOR on the far wall. An area in the center of the map is marked off in RED. Killinger stares at it.

KILLINGER
Superimpose the route of the
Tokyo/Taipei Sprint!

The RACE COURSE appears over the map. Part of it runs perpendicular to the Southern perimeter of the RED SECTION.

KILLINGER
(to himself)
And Rex Kayton stopped at...
(thinking, then-)
Highlight Kilometer 724!

Kilometer 724 is DEAD CENTER in the red area's Southern perimeter. Killinger's eyes bulge in amazement--

KILLINGER
Get me Tach Ops! Now!
(under his breath)
Rex, my friend... if you're not
dead... you're going to wish you
were.

EXT. HIGHWAY - DAY

The X-Racer scorches the pavement. Far ahead of the field.

INT. X-RACER

Information flashing on the HEADS UP DISPLAY. Too fast for the human mind to process. On the passenger seat: the STRANGE LOOKING CAMERA Racer X brought thru Customs...

EXT. STRETCH OF HIGHWAY

Nothing resembling civilization around for miles. The X-Racer
(more)

'CONTINUED)

CONTINUED:

skids to a SCREECHING HALT. The canopy springs open. Racer X leaps out, camera in hand. The AIR SHIMMERS. He VANISHES INTO LEVEL TWO... Nearby, a sign reads KILOMETER 724...

INT. X-RACER

The DIGITAL TIMER flashes the PASSING SECONDS on the HEADS UP DISPLAY... Then... the canopy closes. Sealing the cockpit. The gearshift, pedals and steering wheel MOVE, all by themselves. The X-Racer launches itself down the road. Racer X REMATERIALIZES behind the wheel. Floors the gas.

INT. MACH 5

Speed running flat out. THE 'X-RACER appears in his BI-FOCAL WINDSHIELD. Way ahead of him. Pulling off the shoulder back onto the highway.

SPEED

He stopped! He stopped again!!
Rex! Wait!!! Wait, Goddammit!!!

INT. X-RACER

Racer X watches his speedometer climb... And feels his HEARTBEAT begin to race-- Growing LOUDER-- DEAFENING-- He glances at his REAR VIEW MIRRORS. Sees a car come out of the horizon. He watches it approach. It's black with a big, red X on the hood. What the hell-- ? It's the X-RACER..!

INT. MACH 4 RACER - DAY (FLASHBACK)

Suddenly he's REX KAYTON. On the same stretch of pavement. Running the same race. ONE YEAR AGO. He looks at his REAR VIEW MIRRORS again. The X-Racer is RIGHT ON TOP OF HIM--

REX

Oh god--NOOOOO!!!

WHAMM!!! The impact shuts his eyes-- He's ready to die-- THUMP!! Another impact-- But no crash-- The FLASHBACK ends as RACER-X looks in his mirror again. THUMP!!! He's hit again-- By the MACH 5!!

RACER X

Speed...

Damn straight! And boy does he looked pissed. Cranking the wheel, Speed swoops the Mach 5 around to run alongside--

INT. MACH 5

Speed YELLS at the top of his lungs--

SPEED
PULL OVER!!!

Racer X just stares at him in shock...

SPEED
I SAID PULL OVER!!!

He steers over-- SLAMMING into the X-RACER!!

INT. X-RACER

Rex is frozen with indecision. SLAMM!! Speed rams him again--

INT. MACH 5

SPEED
You bastard!! I want the truth!!!
You owe me the truth!!!

He steers over even harder and-- BOOM!!--

EXT. HIGHWAY

The Mach 5 knocks the X-Racer sideways-- throwing both cars into horrific tire-smoking spins-- Lifting the Mach-5 skyward on a shockwave of turbulence-- The car tumbles through the air--!

INT. MACH 5

-- The world spinning outside-- Speed fights the G-forces to thumb his shift-mounted stabilizer control--

EXT. HIGHWAY

--The Mach 5's rocket-stabilizers FIRE staccato bursts-- Re-orienting the vehicle for optimum crash-landing attitude-- SLAMM!!

INT. MACH 5

Speed suffers the impact of his "optimum" crash-landing-- Then quick-release his harness, throwing his canopy open. He jumps from the vehicle--

EXT. HIGHWAY

Speed marches up the pavement toward-- THE X-RACER, which has come to a stop smack in the middle of the road, facing the wrong way--

SPEED
Rex!!!

INT. X-RACER

Racer X, his hands vice-gripping the wheel, eyes blinkiing quickly, listens as Speed approaches.

SPEED'S VOICE

REX!!!

EXT. HIGHWAY

Speed is still marching up the middle of the road when--
BOOM!!! BOOM!!! Two RACE CARS blast by on either side--
missing him by inches!!! He doesn't even blink! BOOM-BOOM-
BOOM!!! There go three more!!!

SPEED

R-E-E-E-E-E-X!!!

He reaches the X-Racer and yanks open it's canopy--

RACER X

Speed, don't--

SPEED

Get up!!

BOOM-BOOM!!! BOOM-BOOM-BOOM!! More racers streak past-- Racer
X just stares at nothing...

RACER X

Let it go, Speed.

Speed grabs him up by his jumpsuit--

SPEED

Let what go??? I don't even know
what I'm hanging onto anymore!!

He spins his brother around-- SLAMMING him against the car--

SPEED

What are you doing?? Huh??
What the hell are you doing??
What the hell happened to you???

Racer X looks into Speed's eyes. Sees the pain. The anger.
Knows he must finally give some answers. He raises his gloved
hands, their undersides glistening with fiber optic bio-jack
circuitry. Takes Speed's head in them.

SPEED

(a shaky whisper)
What happened, Rex?...

Racer X finally looks into Speed's glistening eyes...

RACER X

...This...

And with that he shuts his own eyes... and remembers-- And suddenly---WHOOSH!!! Speed's eyes dilate in shock and WE DIVE THROUGH ONE OF THEM INTO--

SPEED'S MIND

Where Rex's memory unfolds in a single CONTINUOUS ultra-wide lens POV shot-- STARTING ON-- his view from the Mach 4 cockpit one year ago-- The road rushing by on all sides-- WE glance up at the mirror-- See the X-RACER coming up fast-- Too fast-- It hits US--

SPEED

still held in Racer X's cybernetic grip, CRIES OUT-- His sightless eyes widening in terror as--

IN HIS MIND

The world spins as the Mach 4 meets it's doom-- Tumbling and CRASHING and bursting into FLAMES! Finally SMASHING to the pavement, UPSIDE DOWN--

SPEED

twitches... His breath coming in short ragged bursts as--

IN HIS MIND

WE crawl, on Rex's hands and knees, out of the wreck-- Stagger upright-- Shredded fingers reach up for our helmet-- We glance down as blood drips on blacktop. The cracked, EMPTY HELMET hits the ground at our feet. The name REX emblazoned in cursive script across the front. Blood and scalp fragments pool in its lining.

SPEED

holds his head-- wipes at his face, feeling the imaginary blood in very real horror.

IN HIS MIND

WE turn to find the MACH 4 lying in the middle of the road, upside down. FLAMES spreading. WE rush towards the shattered canopy-- Spot A CAMERA inside, catching fire.

REX'S VOICE

NO!!!

SPEED'S EYES

widen--

SPEED

NO!!!

His hand shoots out-- reaching-- as--

IN HIS MIND

Rex's hands reach through the flames to grab the camera-- Pull it out and smother it's burning plastic shell. WE LOOK around in a panic-- SEE-- That THE X-RACER has plowed a furrow in the tall grass that grows alongside the road. WE lurch toward it. Find RACER X slumped against the steering wheel. His head twisted at an extreme angle. Rex's hands lift Racer X's head. It falls, lifeless. A dull THROBBING SOUND rises--

SPEED

gasps... His dilated eyes look around in panic-- Seem to fix on something far away--

IN HIS MIND

CARS AND HELICOPTERS approach on the horizon-- WE look quickly back to the dead mystery driver. Rex's hands enter again. Remove the sinister black helmet. The DEAD RACER X is VHING YATES.

SPEED'S MENTAL VOICE

Vhing Yates...!

WE-- pull Racer X's body from the vehicle. Shoulder the corpse and carry him back toward the highway. Look down the road at the ROAR of approaching racers. Then continue toward the flaming wreckage of the Mach 4...We stuff Vhing Yates' body into the seat, the flames searing our/Rex's arms-- We HEAR Rex SCREAMING in agony--

SPEED

SCREAMS, feeling it too-- REX's face screws up in anguish.

IN SPEED'S MIND--

The wreckage of the Mach 4 suddenly explodes-- KA-BOOOOOM!!!

SPEED

reacts to the detonation with a shudder--

IN HIS MIND

WE jump into Vhing Yates' X-Racer. SEE A FLASH OF REX'S BRUTALIZED HEAD IN THE REAR-VIEW MIRROR before his hands adjust the view to show the burning Mach 4 behind him. The engine ROARS to life and the we launch down the road-- Glancing up to the mirror in time to watch as the Team Kayton helicopter touches down. A YOUNGER SPEED jumps out and runs toward the flaming Mach 4.

SPEED

REX! REX!!!

SPEED-- HERE AND NOW--

still clutched in Rex's cybernetic hands, reaches out for his dead brother--

SPEED

R-E-E-E-E-E-E-E-E-E-X!!!

Rex releases Speed's head-- Setting his mind free. Places his hands on the boy's shoulders to steady him. Speed blinks in shock. Focuses on Rex...

REX

Right here, Speed...

SPEED

Why?... Why did you stop? What the hell were you doing out here??

Rex takes Speed by the shoulders and turns him around.

REX

Look closely. What's wrong with this picture?

SPEED

What. I don't see anything...

The tall grass ends at a barbed wire fence. Prominent signs read: ENDANGERED SPECIES PRESERVE. KEEP OUT! But beyond that is just a vast, dusty field...

REX

That's because you've never seen Level Two.

Reality SHIMMERS. In the distance, a dark, towering PRISON CITY BECOMES VISIBLE IN SHARP FOCUS. Speed GASPS.

REX

Your tax dollars at work.
Welcome to Darkland, Speed.
The homeless, the sick, the
people who fall thru the
cracks... Back home we act like
they're invisible. Here, they
ARE invisible.
Thanks to Level Two.

SPEED

Nucleus...did this?...

REX

This is their Utopia...They
promised to eliminate poverty and
unemployment...but all they did
was sweep their problems under a
quantum physics rug! With all
the free labor they even make a
profit on it. And now they want
to export their "perfect
solution" to the world...

The AIR SHIMMERS. And the prison city VANISHES. The "real"
world comes back INTO SHARP FOCUS.

REX

Last year I tried to take
pictures... To show the U.N...
It didn't work. See-- you can't
take pictures in Level Two.
Unless you have a very special
camera...

He grabs the camera that's slung around his neck.

SPEED

(a stunned realization)
You're 10 - 10...!

REX

(enigmatically)
I'm Racer X.

A dull, THROBBING builds in the distance. The pit helicopters
appear on the horizon.

REX

C'mon. I'll race ya.

Speed takes a look back at the nightmare that isn't there.

SPEED

But... what about...

REX

The faster we get there, the
sooner I can do something about
it. Besides...

(a smirk)

I let you win the One Lap of
Japan, Speed Racer.

Speed's eyes widen. They run hard for their cars. Unaware of
the jet contrail slicing this way across the sky behind them.

EXT. X-RACER

Racer X's discarded helmet lies on the pavement nearby. Rex
scoops it up and jumps into his sinister machine. He straps
down. His engine ROARS. Composite tires SQUEAL.

INT. MACH 5

Speed seals his cockpit as the X-Racer blows by.
VVVRRRRRAAAAAA!!! He launches the Mach 5 in pursuit.
Dials up his helmet radio...

POPS' VOICE

-- when I get my hands on that
kid I'm gonna-

SPEED

(grins)

Pops! How far ahead is the
leader?

POPS' VOICE

What the- ? Speed! What did I
tell you??? Stick to the race!
You're in last place!

SPEED

It's where I am at the finish
that counts! How far is the
leader???

EXT. 12,000 FEET IN THE AIR - DAY

The cars look like fast moving ants. A sleek TRANSPORT PLANE
knives thru the clouds...

INT. TRANSPORT PLANE, COCKPIT

The PILOTS have CHROME EYEBALLS. They look out their window.

PILOT

Standby to deploy.

INT. PLANE, CARGO BAY

The big loading ramp at the back of the plane LOWERS. The sound of ENGINES REVVING.

PILOT'S VOICE

Go! Go!

The hold of the plane is filled with a DOZEN men on ASSAULT MOTORCYCLES. One by one, they drop backwards out of the plane INTO THE SKY!!!

EXT. THE WILD BLUE YONDER

The bikes scream earthward in freefall formation. Steering with the winged fairings that cover their front wheels.

EXT. HIGHWAY

The Mach 5 rapidly approaches the back of the pack. Speed blows past cars. Weaving his way back into contention.

EXT. 5,000 FEET AND FALLING

WHAP! WHAP! WHAP! WHAP! WHAP! Huge, wing-shaped canopies erupt from bike-mounted parachute packs. The assault bikers PARAGLIDE over the landscape.

INT. TEAM KAYTON HELICOPTER

Sparky at the control stick, double, triple, QUADRUPLE-TAKES at the unnerving sight outside his windows.

SPARKY

What the hey???

Pops and Trixie gape out their windows as the para-bikes swoop past like gigantic birds of prey.

EXT. HIGHWAY

The motorcycles descend over the racers. PWAMPF! They jettison their chutes 10 feet above pavement and literally hit the ground running. Racers react as the powerful bikes flash past them like they're standing still. These things are FAST!

MOVING WITH CYCLES

The highway blocked by 4 racers running abreast. BRRRIIIIIIPP!!! Fairing mounted MACHINE GUNS stitch the rolling obstacles. Smoke, flames pour from the racers. They veer off the road, out of control. The bikers blow by.

INT. MACH 5

Speed pulls even with the X-Racer. Running neck and neck.

POPS' VOICE

Speed! What the hell's going on down there??? There's men on motorcycles shooting at everybody!

SPEED

What???

He checks his MIRRORS: That must be them now. Speed SWERVES at Racer X to get his attention, then jerks his thumb backwards. Racer X peeks at his mirrors. Then flashes 3 fingers, 2 fingers and 5 fingers at Speed. Speed switches his radio to CHANNEL 325. Cutting Pops off in mid-babble.

RACER X'S VOICE

Emissaries! They're on to me!
Pull over and you'll be alright!

SPEED

Not on your life!

BRRRAAAKKK!!! Machine guns CHATTER behind them. Hot lead SCREAMS over their heads.

RACER X'S VOICE

Speed! I'm not kidding! Get off the road--

Speed has his hands over his ears.

SPEED

BLA BLA BLA BLA BLA BLA BLA!

RACER X'S VOICE

God! I hate it when you do that!

SPEED

Run for it, Rex! I'll run interference!

Speed SLAMS ON HIS BRAKES and cranks his wheel.

EXT. HIGHWAY

The lead motorcycle BEHIND THE MACH 5 rear ends Speed and goes flying like a human cannonball.

EXT. TEAM KAYTON HELICOPTER

trails after the race.

INT. HELICOPTER

Pops frantically punches buttons on his console.

POPS
I'm calling the cops!

SPARKY
Those are the cops!

POPS
Then I'm calling the U.N.!

TRIXIE
You can't! Killinger will jam
you! The Public Trust monitors
all frequencies! You can only
reach the U.N. from Nucleus
towers!

A light goes on behind her eyes.

TRIXIE
Sparky! Get this thing over the
highway!

POPS
What??? Why? I'm in charge
here! I don't know what you have
in mind, but whatever it is you
can just forget it!

TRIXIE
Pops?

He looks. SPLAT! Trixie decks him with a straight right
cross. Pops spins in his chair unconscious. Trixie looks at
Sparky.

SPARKY
Hey, anything you say!

EXT. X-RACER AND THE MACH 5

blow by. Closely pursued by the motorcycle pack. The Team
Kayton helicopter swoops down after them.

EXT. HELICOPTER

Trixie opens the sliding side door.

SPARKY
What're you doing??? Are you
nuts???

TRIXIE
 (climbing down to the landing skid)
 Move to the left!

EXT. HIGHWAY

The biker trailing the pack reacts as the helicopter comes veering toward him. Trixie JUMPS from the skid onto the fairing of his bike. Startled, he reaches for his machine pistol. Trixie lunges for the RIPCORDER on his emergency backpack. She pulls. WHAP! His parachute opens, tearing him off the bike. Trixie somersaults onto the motorcycle seat and grabs hold of the handlebars. BRAAAAAAAKKK! BRRAAAAAAAAK!!! She spits machine-gun fire at a pair of bikes directly ahead of her. BLOWING out their rear tires. The riders spill.

INT. NUCLEUS COMMAND CENTER - MONITOR SCREENS

showing the POV of the fallen bikers go STATIC. Killinger turns to an Emissary.

KILLINGER
 Secure the towers. If Trixie
 Hirata shows up, arrest her.

EXT. HIGHWAY

Trixie slams on the brakes. Slides into a 180 skid. Pops a wheelie and roars back the opposite way. Combined with her speed, the oncoming racers approach at over 700 miles an hour. They BLOW BY in dramatic fashion.

EXT. UP AHEAD

the highway disappears into a round tunnel entrance. Three racers, lead by Dole Fernandez's Electric Blue disappear into its gaping maw. Meanwhile-

EXT. LEADING ASSAULT BIKE RIDER

BRRRIIP! BRRRIIP! Squeezing off short bursts from his machine gun as he eats up the highway. A battered, Banana Yellow Racer sneaks up alongside. The rider glances over. SCHLACK! The Banana Yellow swats him off the highway like a bug.

INT. BANANA YELLOW RACER

Ian Dart cackles with manic glee. Then BRRRRRIIPP! SHATTER! His canopy dissolves under a fusillade of bullets. Dart looks behind him in a panic and flattens his pedal. His tach needle sweeps into the RED.

EXT. THE X-RACER AND THE MACH 5

Rapidly approaching the distant tunnel entrance. The Banana Yellow gaining fast.

INT. X-RACER

Racer X fires a glance at his REAR VIEW MIRROR. Sees the pursuing bikers suddenly FALL BACK. Way back. He looks ahead at the darkened entrance to the tunnel...

RACER X

Speed! Hit the brakes!

INT. MACH 5

Speed stands on his brake pedal.

EXT. TUNNEL ENTRANCE

The Banana Yellow streaks past the fishtailing X-Racer and Mach 5. An instant later-- FWHAMM!!! It crumples like an accordion against... nothing???

EXT. TUNNEL ENTRANCE - (LEVEL TWO)

Dart has plowed head-on into a BULLDOZER road-block. Emissaries scramble out of the way as the Mach 5 and X-Racer squeeze by on either side. Assault bikes in hot pursuit.

INT. BANANA YELLOW RACER - (NORMAL REALITY)

Dart is pinned inside the wreck by a gigantic, translucent AIRBAG. Uninjured. But pissed. He struggles in vain...

EXT. TUNNEL ENTRANCE

is at LAND'S END. The vast Pacific Ocean stretching beyond.

EXT. OCEAN - 100 FEET BELOW THE SURFACE

the tunnel snakes underwater like a 300 mile long garden hose. Naturally buoyant, it's anchored to the bottom by cables that stretch down into the murky depths. The diffuse glow of HEADLIGHTS now appears thru the tube's translucent skin.

EXT. TEAM KAYTON HELICOPTER

soars out over the ocean.

INT. HELICOPTER

Pops slowly comes to. Sparky shoots him a nervous glance.

POPS

Wha... wha' happen..?

SPARKY

Uh... well, Speed's helping Racer
X get away from some bad guys...

POPS

WHAT???

SPARKY

-- and Trixie's racing a
motorcycle back to Tokyo to call
the U.N. World Task Force...

He smiles innocently. Pops BANGS his head against the floor.
Again and again.

POPS

No no no no!!!

EXT. A HILLY STREET IN TOKYO - DAY

Trixie roars up to the crest, REVEALING: Nucleus Towers on the
other side. Armed Emissaries assemble barricades around the
perimeter. Trixie frowns. Turns and speeds back down the hill.
At the bottom she turns back around and ROARS BACK UP!!!

INT. NUCLEUS TOWERS, 10TH FLOOR

Office workers obliviously go about their business. THRU THE
WINDOWS: Trixie's motorcycle soars thru the air. HEADING
RIGHT FOR THEM. KKKRAAAAAASH!!! The assault bike lands in
their midst.

INT. COMMAND CENTER

Alarms BLARING. Killinger gets to his feet. Watches his
Emissaries scramble. Realizes something-- And smiles...

INT. 10TH FLOOR

Workers run about in panic. Emissaries flood the area. They
surround the discarded motorcycle. A BESPECTACLED SECRETARY
raises her head over her desk and points down the hall.

SECRETARY

She went that way!

The Emissaries hustle off. The secretary watches them go,
takes off her glasses. It's Trixie. She leaps from behind
the desk and races out--

INT. HIRATA'S EMPTY OFFICE

Trixie dashes in, knocking over a potted plant on her way to her father's desk. The office's pesky little VACUUM DRONE races out across the floor to clean up her mess, excusing itself NOISILY--

VACUUM DRONE
Sumimasen!-- Sumimasen!--

Trixie looks around in a panic-- SHUSHING the thing-- She snatches up a FRAMED PORTRAIT of HER MOTHER, frantically sliding it out of it's frame with one hand, while simultaneously dialing her father's VID-PHONE with the other. CLICK--

PHONE VOICE
Nucleus Sattelite Uplink. Your code-word please.

Trixie flips the portrait over in her hand-- The back is covered with ACCOUNT NUMBERS, BANK-CARD CODES, SAFE COMBINATIONS and under the title UPLINK CODE-- A single word: TRIXIE. Trixie stares at it emotionally.

TRIXIE
It's... Trixie.
(back to business)
I need a secure outside link to--

A HAND squeezes her shoulder. She whirls around and GASPS.

KILLINGER
I hope that isn't a personal call you're making.

EXT. ROOFTOP HELIPAD - DAY

As a V.T.O.L. (Vertical Take Off and Landing) jumpjet lifts off the pad.

INT. JUMPJET

Trixie in the co-pilot's seat with her hands manacled behind her back. Killinger at the stick, barks at a monitor.

KILLINGER
Status report.

EMISSARY ON MONITOR
Five riders down. Subject just entered the Mao Tse Tunnel. There's another car running with him.

KILLINGER

Get me Okinawa.

EXT. WATERFRONT, OKINAWA - DAY

A TEAM OF EMISSARIES scramble down a long pier. Jump into a menacing, ground effect boat. It ROARS out to open sea.

INT. TUNNEL

Perfectly cylindrical. The three leading racers run along the walls like marbles going down the drain. BBBBBRRRAAKK! Speed appears, a motorcycle on his tail SPITTING BULLETS.

INT. MACH 5

Speed can see two racers ahead of him, criss crossing like a counter-swinging pendulums. He STOMPS on his accelerator.

INT. TUNNEL

The Mach 5 flashes in between the two cars and continues on its way. The biker hesitates, then lunges thru the gauntlet. But his timing's off and BANG! He's a MOTORCYCLE SANDWICH.

EXT. OCEAN'S SURFACE

The ground effect boat cuts speed and swings around in a circle. The luminescent tunnel is visible 100 feet below the surface. A trio of divers go over the side. SPLASH.

EXT. UNDERWATER

The divers quickly descend into the depths via pack-mounted propulsion systems. Dragging an aquadynamic crate behind them. They arrive at the GLOWING OUTER SHELL of the tunnel. Break open the crate. Inside is a BOMB.

EXT. UP IN THE SKY

The V.T.O.L. jumpjet streaks thru the sky. Then suddenly comes to a dead stop in mid-air.

INT. JUMPJET

Killinger looks down. He's got a bird's eye view of the underwater tunnel. He speaks into his radio.

KILLINGER

Are you in place yet?

VOICE

Give us fifteen minutes.

Killinger spots distant headlights moving thru the tunnel.

KILLINGER
I'll give you three.

Behind her back: Trixie squirms against her handcuffs. She FOLDS ONE HAND LIKE AN ORIGAMI SCULPTURE...

INT. TUNNEL, ELECTRIC BLUE RACER

Dole Fernandez comfortably in the lead. WHOOOOSH! The X-Racer blows by. Fernandez's eyes widen. He gooses his throttle. ZING ZING ZING ZING ZING! Bullets ricochet all around him. Fernandez checks his MIRRORS-- The Mach 5 zigzags in front of a pair of pursuing motorcycles. BBRRRRAAAP! BBRRRRAAAP!

FERNANDEZ
What is it with this kid?

He reaches under his seat...

INT. MACH 5

Speed sees the electric blue racer move over to the right. An arm extends out the window. Waving for him to pass.

INT. TUNNEL

Speed roars past the electric blue. Fernandez moves back to the left. Straddling the center. The bikes try to pass on either side-- BLAM! BLAM! They're blasted out of their saddles.

INT. ELECTRIC BLUE RACER

Fernandez blows the smoke off his shotgun barrels.

FERNANDEZ
This sport gets tougher every
year.

EXT. UNDERWATER

The three divers affix the bomb to the outside of the tunnel. Suddenly, the red light comes on and starts to BLINK. The divers jump back.

DIVER'S VOICE
Wait! We're not clear yet!

INT. JUMPJET

Killinger has a REMOTE CONTROL in his hand. Watching the headlights streak thru the tunnel below.

KILLINGER

Take your time. I'll wait.

He pushes the button.

KILLINGER

Not.

INT. TUNNEL

The X-Racer, the Mach 5 and the Electric Blue thunder past. Here come the four remaining motorcycles...WAA-BOOOOOOOMM!!! The tunnel explodes above their heads. The trailing biker disappears under a torrent of water. Another rider is blown off his bike by the shockwave. He's quickly inundated.

FAR BEHIND

The tidal wave RUSHES BACK THRU THE TUNNEL toward the oncoming racers. They slam on the brakes. KRANG! Flood control BARRIERS SLAM SHUT in front of them. However...

INT. TUNNEL, BARRIER JUNCTION

Water still rushes forward after the leaders. The X-Racer, the Mach 5 and the Electric Blue rush past. The barrier starts to close. VROOOOOOOM! One of the chasing bikes manage to jump thru the shrinking aperture. Here comes the last bike. It's not going to make it!!! BWAAAAM!!! It slams into the barrier, damaging it. The tidal wave CRASHES thru behind it.

INT. TUNNEL, AHEAD

The sole surviving biker sees the fast moving torrent coming up behind him. He hunkers down and twists his throttle. His bike rockets past the three racers. Speed, Racer X and Fernandez doubletake, then check their MIRRORS. Water ROARS down the pipe after them. They MASH their accelerator pedals.

INT. JUMPJET

Killinger and Trixie can see their headlights racing thru the tunnel toward Taiwan.

TRIXIE

Ha! Go Speed!

Killinger SLAPS her.

TRIXIE

That didn't hurt.

BIFF! Killinger socks her in the jaw.

KILLINGER
Bet that did.

Trixie glares at him and spits blood... BEHIND HER BACK: she slips her folded hand out of the cuffs...

EXT. SKY

The plane rockets across the sky.

EXT. TUNNEL EXIT BASIN - DAY

Grandstands line the top of the subsurface concrete basin where the tunnel exits onto Taiwan. Thousands CHEER in anticipation.

INT. TUNNEL

The racers roar thru the tunnel. Mere seconds ahead of the onrushing water. On Speed's HEAD'S UP DISPLAY: TAIWAN - 12 K

EXT. SKY, DESCENDING

The island of Taiwan LOOMS...

INT. TUNNEL

The assault bike in the lead. It rounds the final curve in the tunnel and can see daylight ahead. Suddenly: the V.T.O.L. drops from the sky and BLOCKS THE EXIT! The biker STRAIGHTENS UP in his seat in surprise at the sight of the ONCOMING WING OF THE PLANE-- !!! He SCREAMS!!! SPLOOMF!!!

EXT. CONCRETE BASIN

THE BIKER'S HELMET BOUNCES down the cement. Spewing gore. The motorcycle continues into the distance, it's headless rider still aboard. It starts to WOBBLE. Then falls over-- KLUNK. The fans in the grandstands ROAR.

INT. JUMPJET

Trixie winces. Behind her back: she folds her other hand...

INT. ELECTRIC BLUE RACER

Fernandez sees the plane blocking the the exit and starts to slow down. Just ahead of him, Racer X and Speed do likewise. THE WATER closes in from far behind-- Suddenly THE X-RACER starts to ACCELERATE.

SPEED'S VOICE
(on radio)
Rex! What're you doing???

RACER X'S VOICE
Shut up and follow me.

FERNANDEZ
Rex..? REX??? Racer X is REX
KAYTON???

He slaps his forehead.

INT. MACH 5

as up ahead The X-Racer starts to zigzag up and down the
curved walls of the tunnel. Speed realizes Rex's plan--

SPEED
You're crazy! We'll never make
it!

RACER X'S VOICE
When death is inevitable, all
that remains is style.

Speed stays on Rex's tail--

SPEED
When death is inevitable all that
remains is-- AAAAAAAAAAAAAH!!!

INT. ELECTRIC BLUE

FERNANDEZ
(listening)
What a weird family...!

He mashes his throttle. The water behind still gaining.

INT. JUMPJET

Trixie GASPS as the three high speed RACERS BEAR DOWN on her
position. At the last instant they SPIRAL UP THE SIDES-- and
FLY OUT THE TOP OF THE TUNNEL-- UPSIDE DOWN! Passing DIRECTLY
OVER the plane, FIRING their directional thrusters. They turn
in mid-air, land on their wheels and continue across the
basin. The fans ROAR in approval.

Killinger's head swivels, following the racers. Something
goes KLIKK-KLAKK. He looks. He's handcuffed to the stick.
He looks at Trixie like... you must be kidding. Trixie smirks
at him and points into the tunnel. THE WATER IS RIGHT ON TOP
OF THEM.

KILLINGER
AAAAAAAAAAAAAH!!!

Trixie waves bye-bye and yanks the lever on her EJECTION SEAT-BLAMM! She blasts from the cockpit. The water CRASHES INTO THE PLANE.

EXT. SKY

Trixie reaches the apex of her escape and PWAFF! Her parachute deploys. The plane far below breaking up in the water.

INT. JUMPJET

Killinger tumbles like a sneaker in a laundromat washer.

EXT. TOP OF THE EXIT BASIN

The racers pull to a stop. Get out of their cars. They watch as the basin below fills with water. The wrecked plane slips beneath the surface. Bubble bubble...

RACER X

It's over.

SPEED

What makes you so sure?

RACER X

They wouldn't've chased me if they'd had Emissaries waiting at the finish.

SPEED

So... that means...

FERNANDEZ

(sudden glee)

Last one there's a huevo podrido!

Racer X and Speed look at each other. They run for their cars.

INT. MACH 5

Speed jumps in and seals his cockpit. His HEADS UP DISPLAY is flashing: FINISH LINE - 100 K. He roars ONTO THE HIGHWAY.

The racers tear up the road at superhuman speed. The Mach 5 and the X-Racer are neck and neck. Their HEADS UP DISPLAYS count down the kilometers to the finish.

EXT. FINISH LINE - DAY

The grandstands come alive as the racers appear in the distance.

INT. MACH 5

Speed looks at Racer X. Racer X looks at Speed. The finish line LOOMS JUST AHEAD. Suddenly-- Dole Fernandez's Electric Blue racer FLASHES BETWEEN THEM!!! He crosses the finish to the ROAR OF THE CROWD.

EXT. HIGHWAY

The vehicles decelerate. Passing a mile of grandstands. The Electric Blue pulls into the winner's circle and is instantly MOBBED. The Mach 5 and the X-Racer pull off the road past the grandstands. They release their cockpits. Climb out of their cars. Watch from afar as Fernandez basks in his moment.

RACER X

Well... at least I took second.

SPEED

You took second??? I took second!

RACER X

In your dreams! I blew you away by a full millimeter and a half!

SPEED

Right! Like you could tell!

RACER X

Hey, I'm the one with the cybernetic brain. Do you have a cybernetic brain? No, I don't think so!

They laugh. A helicopter THUDS in the distance. Drawing closer. Breaking the spell. The brothers look. It's the Team Kayton aircraft.

SPEED (quietly)

You're not coming back with me, are you?

Racer X shakes his head.

RACER X

I have enemies. I don't want them to be yours. Rex Kayton is dead. And the family's had a year to get over it. It's better this way. It's your turn, Speed. You go back for me.

Speed looks at the ground.

SPEED

There's just one thing wrong with your logic.

RACER X

What's that?

SPEED

We haven't gotten over it. And we never will.

Racer X's BLACK VISOR obscures whatever his expression might be. Then suddenly Speed's eyes bulge in fear-- His head moving as if something had pressed against his neck-- He SHIMMERS-- and DISAPPEARS!!! Into--

RACER X

--Level Two!!--

WHOOSH-- WE FOLLOW RACER X INTO--

LEVEL TWO

Where KILLINGER stands behind Speed. Dripping wet. The severed control stick from the plane still handcuffed to his wrist. An injector gun to Speed's neck.

KILLINGER

Oh you'll get over it. I did.

SPEED

How did you get here?

KILLINGER

(nods at the Mach 5)

You didn't see me? I was sitting right next to you!

(he blows dripping water off his nose)

Sorry about the upholstery.

(Finally acknowledges Racer X)

Oh. Excuse me. Have we met? I'm Bob Killinger. And you're--?

He pulls off Racer X's helmet. Exposing Rex's unmasked face.

KILLINGER

A dead man! Or so I thought.

With his free hand, he pulls a 9mm PISTOL and aims it at Rex.

KILLINGER

I hate being wrong.

REX

You're mad, aren't you?

BLAMM!! Killinger shoots him!

KILLINGER

Yep!

SPEED

Rex!! You shot him!!

KILLINGER

Well sure! My star Agent lights out with company secrets and he doesn't even give me 2 weeks notice. How would you feel?

Speed can't believe what he's hearing-- He looks at his fallen brother. Rex struggles to his feet, bleeding profusely.

SPEED

You... You worked for Nucleus?

Killinger drags Speed closer, his weapon still trained on Rex.

KILLINGER

Sure he did! He was an Emissary! We trained him. Stuffed his head full of wetware. Gave him lots of neat toys to play with. And look how he repays us! So let me guess, Rex... You fell in with those 10-10 tofu-heads and decided to change the world. That about right?

REX

Something like that.

KILLINGER

Jeez... You hero types... So predictable. You make it so easy for us evil villains. For example... I know you'd trade the world for this little brother of yours. Right?

Rex stares ice... Speed shakes his head--"Don't"...

KILLINGER

Sure you would. So here's the deal. You climb back in the old X-RACER over there, I put a bullet in the gas tank, killing you and destroying any incriminating evidence you may be trying to get
(more)

(CONTINUED)

CONTINUED:

KILLINGER (continued)
away with. And in exchange for
this little favor, I promise not
to punch Speed here a permanent
ticket to Level Two with this
nasty little injector gun. Okey-
dokey?

Rex realizes it's over... Looks at the ground.

REX
Can I say a few words to my
brother first?

Speed trembles... So close to losing his brother a second time.

KILLINGER
Sure...

REX
Speed...

SPEED
Rex, no... Don't do it...

REX
Speed, listen to me...

Speed swallows back tears. Looks into his brother's eyes.
They seem brave and full of purpose.

REX
You're still my kid brother. And
you have to do what I tell you. I
know this is hard, but I want you
to promise you'll do something
for me. Will you promise?

SPEED
(the tears coming)
I promise.

REX
Alright.
(his eyes lower briefly, then find
Speed's once more)
Duck.

SPEED AND KILLINGER
What??

REX
DUCK!!!

And in a flash of understanding-- Several things happen at once-- SPEED dives for the ground--instantly FLASHING back out of LEVEL TWO. KILLINGER realizes he's been had-- starts to squeeze the pistol trigger-- REX'S ARM arcs down in an overhand motion-- THE LASERWIRE IN HIS HAND slicing straight down in a HISSING neon blur-- Until KILLINGER'S EYES bulge-- As though he could see the faint smoking dark line running down the middle of his body from the top of his head to the bottom of his BVDs...

KILLINGER

Ooo...

His pistol separates into two distinct halves. So, much to his chagrin, does he.

REX grimaces as WE HEAR-- Twin. Wet. THUDS.

BACK IN REALITY

Speed stares in dreadful expectation at the empty space before him. The air SHIMMERS... Racer X appears before him.

SPEED

Where's Killinger.

REX

He split.

Speed moves toward Rex.

REX

I wouldn't step there.

Speed avoids the unseen horror he can only imagine.

SPEED

We gotta get you to a doctor.

REX

Relax, junior. I've been hurt a lot worse than this before.

A distant THUDDING HELICOPTER sound draws near. The Team Kayton chopper approaching.

SPEED

Rex, take me with you. I want to help.

Rex takes a long look at his younger brother.

REX

You already have.

SPEED

But I want to do more.

REX

You will. There'll always be something worth fighting for. Be young for awhile. You only get one chance.

SPEED

But I'm afraid I'll never see you again.

Rex looks at his shoes. Then flashes a big grin.

REX

Aw hell, Speed. The 24 Hours of Siberia is in 3 weeks.

Speed grins back. Brothers forever...

REX

(softly)

Level Two...

Rex FADES AWAY like a pleasant dream... Behind Speed, the helicopter touches down. Pops jumps out, followed by Sparky.

POPS

There you are!! What'd I tell you about keeping your focus?

Speed, for the first time in the picture, really smiles...

POPS

Maybe third place is good enough for some people, but not for us! Hell! Only three cars made it out of the tunnel! You could've walked and come in third!

SPEED

Aw, Pops...

A limo pulls up. Moms, Sprytle and Chim Chim come running. Hirata trails behind them.

POPS

(pointing at Hirata)

And you!!

Hirata freezes. A deer in the headlights.

POPS

Where have you been??

HIRATA

Uh... Well...Fujiwara, the President of Nucleus was found assassinated. The Corporate Board convened to elect a new head. I was chosen.

POPS

Oh... Well... Um...Why, that's great! I mean that's terrible about the other guy, but-- uh...
(notices Hirata isn't smiling)
Congratulations?

HIRATA

(shakes his head)
I declined. I do not wish to be President.

POPS

Why not???

HIRATA

Because if I am President, I cannot sell my stock in Nucleus, move to Texas and eat burritos at Dang Phuong's Taco Palace, while watching a Kayton/Hirata race car burn some rubber around the old oval!

Hirata breaks into a HUGE GRIN-- Pops picks him up and kisses him on the lips. Sprytle looks at Chim Chim. Chim Chim kisses HIM on the lips!

SPRYTLE

Yuck!

The group turns at the GROWL of a high-powered engine. Trixie RUMBLES up astride a trashed assault motorcycle. Dismounts and lets it just fall to the ground. CRASH.

SPEED

Where were you? You missed everything..!

TRIXIE

I most certainly did not.

Speed and Trixie walk toward the Mach 5.

SPEED

We were worried about you!

TRIXIE

Is that EVERYBODY we, or more
like YOU we?

MOMS'S VOICE

It was HE we.

He catches his mother beaming at him. He blushes. She thumbs
a smudge off his cheek.

MOMS

Rex would've been proud, Speed.

Speed looks, hoping to catch Rex just beyond the corner of his
eye. Sees nothing but empty landscape...He smiles anyway.

SPEED

I know, Moms...

INT. X-RACER - LEVEL TWO

Racer X watches as Speed hugs Moms. He sets his jaw. Turns
and looks down the road. From his past. To his future. His
head leans back-- THUNK. His hands slide into form-fitting
rests... The engine ROARS to life.

RACER X

Go.

The X-Racer streaks away-- Racer X almost looks back... But
doesn't.

RACER X

Faster.

EXT. HIGHWAY

Speed and Trixie climb into the Mach 5. He backs it off the
shoulder onto the highway.

SPEED'S V.O.

They say if you move fast enough,
time slows down... stops... even
goes backwards...

The two teenage lovers ride off in the opposite direction.
Toward the grandstands and the cheering fans.

SPEED'S V.O.

Heck. What do they know?