# THE ART OF THE MATRIX

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# MATRIX

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SCREENPLAY

Larry & Andy Wachowski

PRINCIPAL STORYBOARD ART

Steve Skroce (Black and White)

Tani Kunitake (Color)

CONCEPTUAL ART

Geof Darrow

ADDITIONAL ART

Warren Manser

Collin Grant

Larry and Andy Wachowski

INTRODUCTION

Zach Staenberg

BOOK EDITOR

Spencer Lamm

AFTERWORD

William Gibson

SCENE NOTES

Phil Oosterhouse

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Afterword © 2000 William Gibson
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—Esther Margolis, Publisher & Spencer Lamm, Editor

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THE ART OF THE
# MATRIX

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# INTRODUCTION

## Zach Staenberg • Film Editor

THE MATRIX was a very special experience for me, so I want to say right from the start: I am not objective. I love this movie and it is really gratifying that so many others seem to feel the same way. I first met Larry and Andy in February of 1995, after reading their script for BOUND. It just popped right out and grabbed me. The writing was very visual, and I never had any doubt that these two young guys who had never made a movie could make a great one, so I went in to interview with them for the position of film editor, and I would have been very disappointed if I hadn't been hired. There was just something about that script and those guys...

Looking back over my working experience with the brothers as the film editor on BOUND and then THE MATRIX, it's pretty easy to see what that something was. They are natural collaborators, allowing the people around them to thrive. But on the other hand, their vision of the film is singular. I can't say how many times I've been working with one of them in the editing room and later the other would walk in and his comments would feel like déjà vu. Sometimes it's funny, sometimes it's aggravating, and sometimes it's just plain weird. And they know what they want. Dino DeLaurentis was on the BOUND set while the scene where Ceasar trashes Johnny's apartment was shot. The coverage was unusual, in a way that I now recognize as being consistent with the Wachowskis' unique point of view, but a little unnerving for an experienced producer dealing with first-time directors. Dino finally threw up his hands, saying, "They know what they want!" Deep down, he trusted them. Larry and Andy understand how a film needs to work, and how to elicit their vision from the hundreds of people involved in the production of a film. It's a very clear, strong vision.

This "sense of the movie" was communicated to me on BOUND simply by the script, along with our many conversations. Though BOUND was storyboarded, Larry and Andy's drawings were indecipherable hieroglyphics and stick figures, and were used chiefly as their own personal guide. But THE MATRIX script demanded a far more elaborate production, with a need to communicate more intricate ideas—complicated ideas that were hard to grasp—quickly to a large crew. At its height, the movie employed around 450 people, and to many of those people the storyboards became their bible.

It didn't hurt that Geof Darrow and Steve Skroce are both established and celebrated comic-book artists, and that Larry and Andy were formerly comic-book writers and are major afficionados of the best of comics and graphic novels. From this background they developed an understanding of how images convey meaning and how story can be expressed visually. I think they found some kindred spirits in Geof and Steve. In collaboration with them, and all the other artists who drew storyboards, the brothers were able to see that vision drawn before they made the movie. The results of their collaboration are illustrations with a great deal of detail and the actual visual language of the movie.

Obviously, different directors have their own styles. What we've seen from the Wachowskis, in BOUND and THE MATRIX, is not naturalistic, but stylized and often extremely graphic. They're not simply recording something beautiful, but using the camera and the technology behind the camera to create something beautiful. Much like painters or sculptors, they're combining elements in a controlled environment, making something new, using the camera to create art. In THE MATRIX, the storyboards and the way they were used were an integral part of this inventive process. There are many places in the movie where you can just look at the frames, and you're looking at pages from a graphic novel. The images have tremendous power.

The first thing the storyboards did for me was to get me excited beyond all belief. They are extremely compelling. When you look at them you feel as if you can see an exciting movie. I felt, damn, I want to see this footage—I want to see this movie. I would leaf through them and start pacing around. I couldn't contain myself. I had spent a lot of time sitting around talking about the movie with Andy and Larry. It became clear to me from those conversations that the "spoon boy" scene is a crucial turning point in the story. This is the moment when Neo looks beyond the surface and begins to feel the whole.

From this point the impossible starts to become possible for Neo. The creation of the storyboards was a turning point in the physical development of the movie. Upon their completion, the studio was able to begin to see the whole, and THE MATRIX was green-lit. The impossible became possible.

And then, jumping ahead to when the movie was being shot in Sydney, I was often struck by how many key shots from the storyboards were on film. Certain shots and sequences feel like the storyboards come to life. It must be very thrilling for the artists to see that, to see their illustrations realized so beautifully.

It's not surprising to see this strong correlation between the footage and the storyboards. There was very little wasted filming, and that's because they did so much preliminary planning in the storybords, working out ideas and visual concepts before the filming began. Many times, on set and in visual effects meetings, I heard someone say, "Just look at the boards." On set this allowed them to focus on the details, those things that turn a shot from mere coverage into something special. The boards were of paramount importance for the visual effects people. Nearly 20 percent of this film went through the digital domain. This meant much of the footage had to be aligned with images that would be added later. The number of variables this creates are too numerous to get into here. But again, Larry and Andy proved to have chosen the right players. Everyone involved came through at a higher level than anyone could have hoped for.

Ultimately, film has a peculiar dynamic all its own. When the actual locations are established, when the props are built, when the actors are on set, and all the pieces are finally together for filming, things work in ways that cannot be predetermined. You never know how things are going to go on any given day of filming. So sometimes, the footage is not exact to the storyboards, and there are not storyboards for every scene. But the storyboards provided me with a great point of reference, always allowing me to see what the scene should feel like. I'm sure this was also true for the cinematographer, Bill Pope, the production designer, Owen Paterson, and our visual effects supervisor, John Gaeta, as well as the hundreds of other talented individuals who contributed mightily to this movie. The storyboards provided us with a window into that organic sense and vision held so deeply by Larry and Andy. Even though there was a lot of pressure and innumerable elements to juggle on this production, we were way ahead of the curve compared to people working on other films where there isn't as cohesive a vision.

The careful planning of THE MATRIX resulted in a film which met and exceeded the obstacles. It was a difficult movie to produce. But we followed the Wachowskis' lead, along with their script and storyboards, and had a great time making the movie. What we couldn't have known back then was how THE MATRIX would tap into the collective fears and curiosities of its audience. All you've got to do is go to any of the myriad web sites dedicated to THE MATRIX or the official site, WhatIsTheMatrix.com, to find people talking about it. There's a palpable buzz. Ultimately THE MATRIX was and continues to be about the nature of intellectual freedom, the ability to make things happen because you believe it is possible to do so. It's a thrill and an honor to be part of a film that has so much to say on so many levels.

As to the future, I'm very, very excited about working on THE MATRIX 2 & 3. Larry and Andy envisioned all three of them from the onset, and that is why the backdrop of THE MATRIX is so vast. Unlike most sequels which take the characters and the motivations and simply move them to another environment—setting up the same people in a parallel situation—the new MATRIX films will form a true trilogy with story and character arcs going across all three movies. Ultimately, we'll be able to watch all three as one long movie. It is daunting to make a sequel to a popular movie, but in this case I think it can be done. These are collectively the most talented people I've ever had the pleasure to work with. Larry and Andy are working on the scripts as I type this. Steve and Geof are already preparing to get back to work on the next sets of storyboards. Many of the other principal players, both before and behind the camera, will be back.

I don't know everything that will happen in THE MATRIX 2 & 3. But the corner has been turned, where the impossible becomes possible.

"There is no spoon."
I think that says it all.

Zach Staenberg
April, 2000

# FOREWORD

With a film as visually rich and complex as THE MATRIX, there is a massive amount of preproduction. Details on details, all done before a single frame of film is shot. For THE MATRIX, this included elaborately orchestrated fight sequences, extensive stunts, and a high number of scenes shot against green screen for later computer manipulation. The result was an unusually high amount of preproduction art. So, by design, this is a large book. Our problem: what not to include, because we had to limit the page count to some degree. The average screenplay book is roughly two hundred pages. Sometimes these books show a few of the storyboards. We wanted to show all the storyboards. All the conceptual illustrations. Would 300 pages be enough? 400? We ended up clocking in at almost 500 pages, still wanting to show more. We maxed it out, including far more pages than is normally used for such a project. For the most part, it's all here. The principal storyboards by Steve Skroce, the principal color storyboards by Tani Kunitake, conceptuals by Geof Darrow, and the film's foundation, the script by Larry and Andy Wachowski. Our goal in presenting this material is to express some sense of the massive planning that went into the film, focusing on the initial material, the first leg of MATRIX production work. All told, with art produced by the various visual effects houses, set designers, and props departments, there's more material than can fill a thousand pages. While this book does give insight into the production of THE MATRIX, the focus here is not on the filming, but on what set the stage.

Preproduction started in 1997, with Larry and Andy Wachowski enlisting the talents of two leading illustrators from the world of comics, Steve Skroce (CABLE, SPIDER-MAN, WOLVERINE) and Geof Darrow (HARD BOILED, BIG GUY AND RUSTY THE BOY ROBOT), to prepare storyboards and conceptual drawings in the hopes of showing Warner Bros. what they had in mind. This was before the film was green-lit. THE MATRIX was a larger story than their first film, BOUND, and they needed to express it clearly. In close collaboration with Steve and Geof, Larry and Andy worked hard to visualize the image-rich screenplay, and as work continued, other artists were brought in where needed, to continue zeroing in on the visuals they wanted to realize. Looking back, with the film firmly sitting in over three million homes on DVD, it might seem odd that THE MATRIX was such a hard sell, but back then, the studio was wary. Steve Skroce, the principal storyboard artist, in the end flew to Los Angeles three times over a span of fourteen months, producing over 600 hundred storyboard images.

Combining all this initial art, the brothers were able to walk people, especially the studio, through the script, producing essentially, a 400-page comic book. This book showcases the bulk of that work, presenting what was shown to the studio so many months ago. This art was used both as a tool to sell the picture and then as a detailed map for production. With this in mind, we've done more than just print the boards used in final cut. Over the course of the fourteen months, changes occurred to the script. This book gives insight into the evolution of the film by leaving intact some of the originally conceived moments that didn't make it into the final film. Some of these moments are peppered through the core storyboards and are those that came closest to being filmed, as when Trinity uses a bolo in the Government Lobby scene. Others are in the back of the book, scenes that were cut or changed before filming even began. Taking a heads-up from the DVD medium, we have running commentaries with the artists to help point out some of the differences to the final film, and to add insight into the whole production process.

Without question, what's found here is only the beginning, the starting point for many more months of work. By the time THE MATRIX began filming on March 14, 1998, the list of artists who had worked on the project was massive, including teams working under not one but three visual effects companies (Manex, Animal Logic, and Dfilm), producing everything from the computer-generated DocBot, Sentinels, and Fetus Harvesters, to matte paintings detailing locations as elaborate as the Fetus Fields, to the Matrix code itself. The hope is, of course, with adequate interest, to produce a compendium volume, showing the work produced during this second wave of production. But without getting ahead of ourselves, this book is about the beginning, from the earliest script excerpts to the sketches by Larry and Andy themselves, through the first wave of art produced for THE MATRIX.

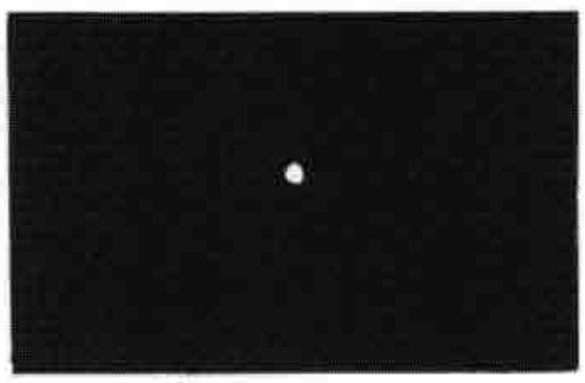
It's been a pleasure putting this book together. Enjoy the details.

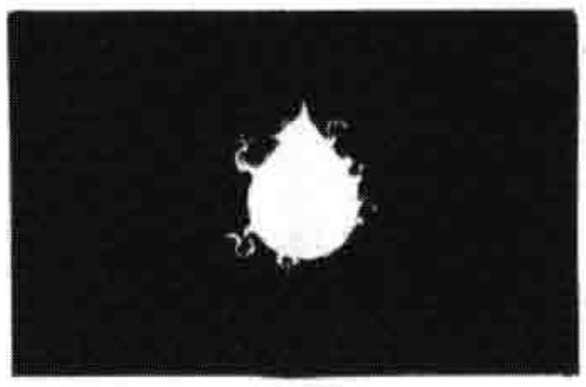
Spencer Lamm
June, 2000

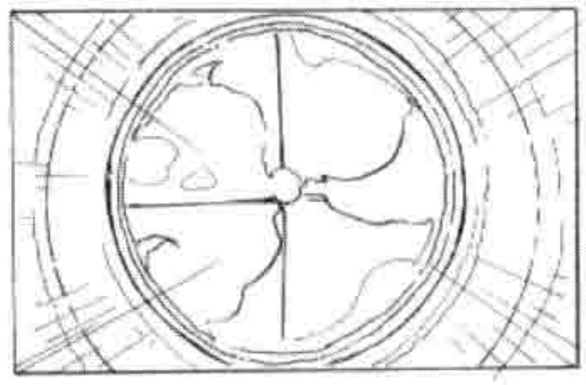
"YOUR MEN ARE ALREADY DEAD."

Trinity Chase

Scenes 2, 4, 7, 8, 9, 10, A10, 11



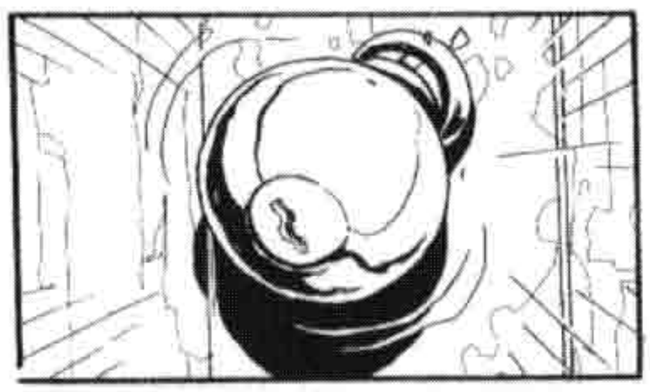




**Steve Skroce:** I met Larry and Andy (Wachowski) way back when they were writing at Marvel comics. Even though Larry got sole writing credit on this book, a title called ECTOKID, this was really both Larry and Andy (though up until now, not even Marvel knew that). We did about nine issues of the book together. From there we got to know each other and kept in touch. That was roughly seven years ago.

About three, three and a half years ago, and before THE MATRIX was green-lit, Larry and Andy convinced some people at Warner Bros. to fly me out to Los Angeles from Vancouver for a couple of weeks to work on a few action sequences. They needed to show the scale of the whole thing—the proportion of it. This helped the studio see what Larry and Andy were talking about and the type of film they were planning to make.

**Skroce:** Back in the beginning, there weren't too many people involved. As to artists, it was me and Geof Darrow (the conceptual design artist). Geof came out to meet Larry and Andy and then went back to France to design the Power Plant and the first few creatures. About five or six months later they got more money and Warner Bros. flew me and Geof back out, hiring more artists, an art director and a line producer. The film wasn't a sure thing at this point, but it was closer. For a couple of months we were essentially drawing the movie into a giant comic book, myself, Geof, Collin Grant, and Tani Kunitake. When that was finished, they showed it to the heads of Warner Bros.—a comic book they could go through showing exactly what the movie was about. There were so many ideas that needed to be digested in this movie, it was very hard for anyone to get how they were going to tell this story until they actually saw it. They needed to be shown how the images and narrative would work together to explain the complicated ideas.



**Skroce:** Early on, Warner Bros. were really excited about the script. They knew it was something cool, but a lot of the ideas—the instantaneous technology and Hollywood actors doing crazy kung fu—had never been heard of before. They were interested in this, but they still had to be really convinced what this movie was going to be before they would throw more money at it. I guess any time you do something new, it's a crapshoot, no matter how good it is, so they wanted to be pretty sure.

**Skroce:** A funny aside: many of the characters took on nicknames, like the cop here getting smashed in the face. He was Officer O'Malley. He didn't do too well against Trinity, as you can see in the drawings.

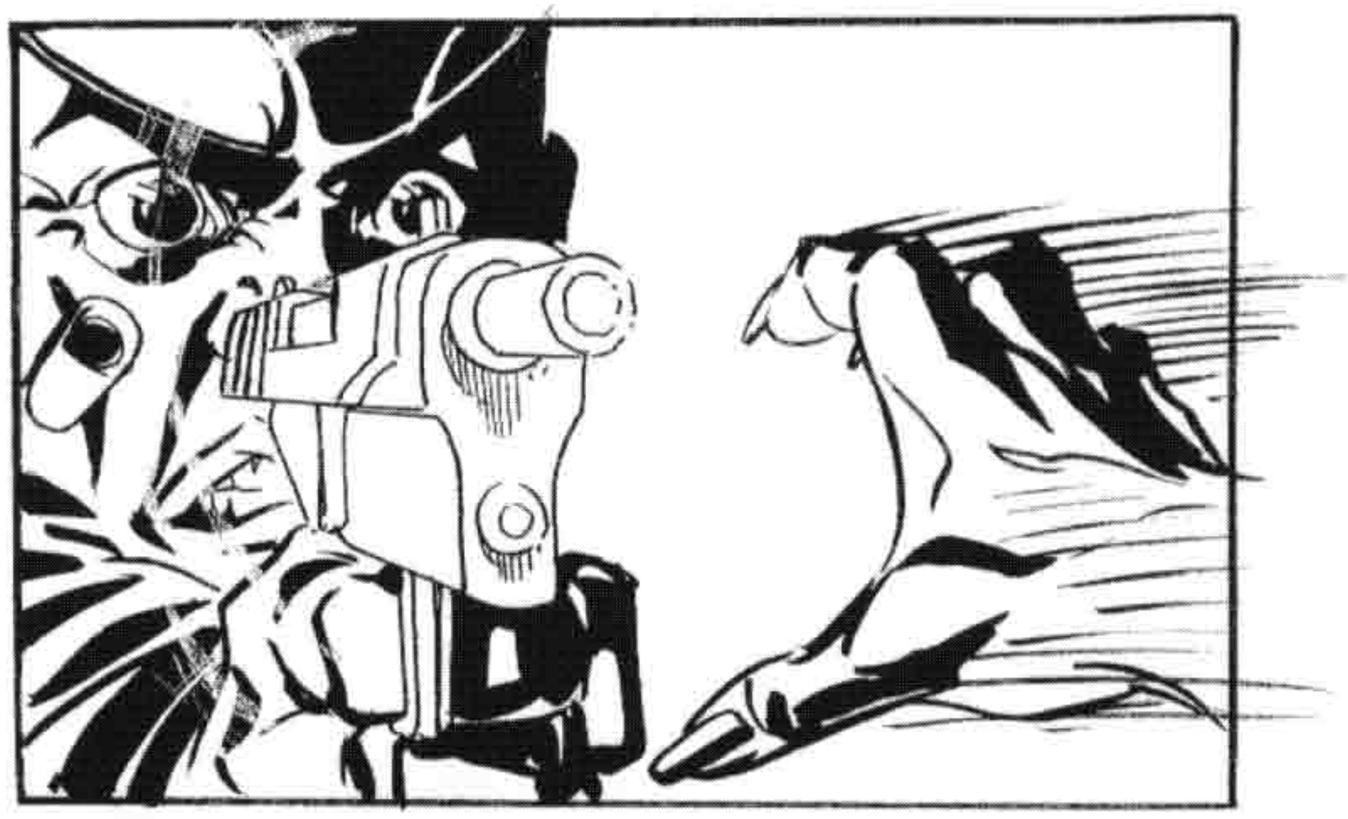
**Skroce:** Everything was in Larry and Andy's heads from the beginning. They had specific ideas about what Trinity would do, like super-kicking the cop across the room, and running on the wall when the cop is trying to put the handcuffs on her. This was all well thought out before I drew a thing.

**Skroce:** It was really easy to work with Larry and Andy. I read all of the script revisions as they were building them, so I knew the story well. Besides that, and often beyond the script, they had very specific ideas for the images they wanted to create, which meant very little wasted effort. Larry and Andy drew thumbnails that they'd show me, and from them I would do quick sketches. They'd say, "Hmmm, maybe frame this one a little more like this." So I tweaked my sketches until the brothers were happy, and from there I drew the actual finished boards. We would do that, keeping me busy for a few days, then start on the next sequence and do it all over again.

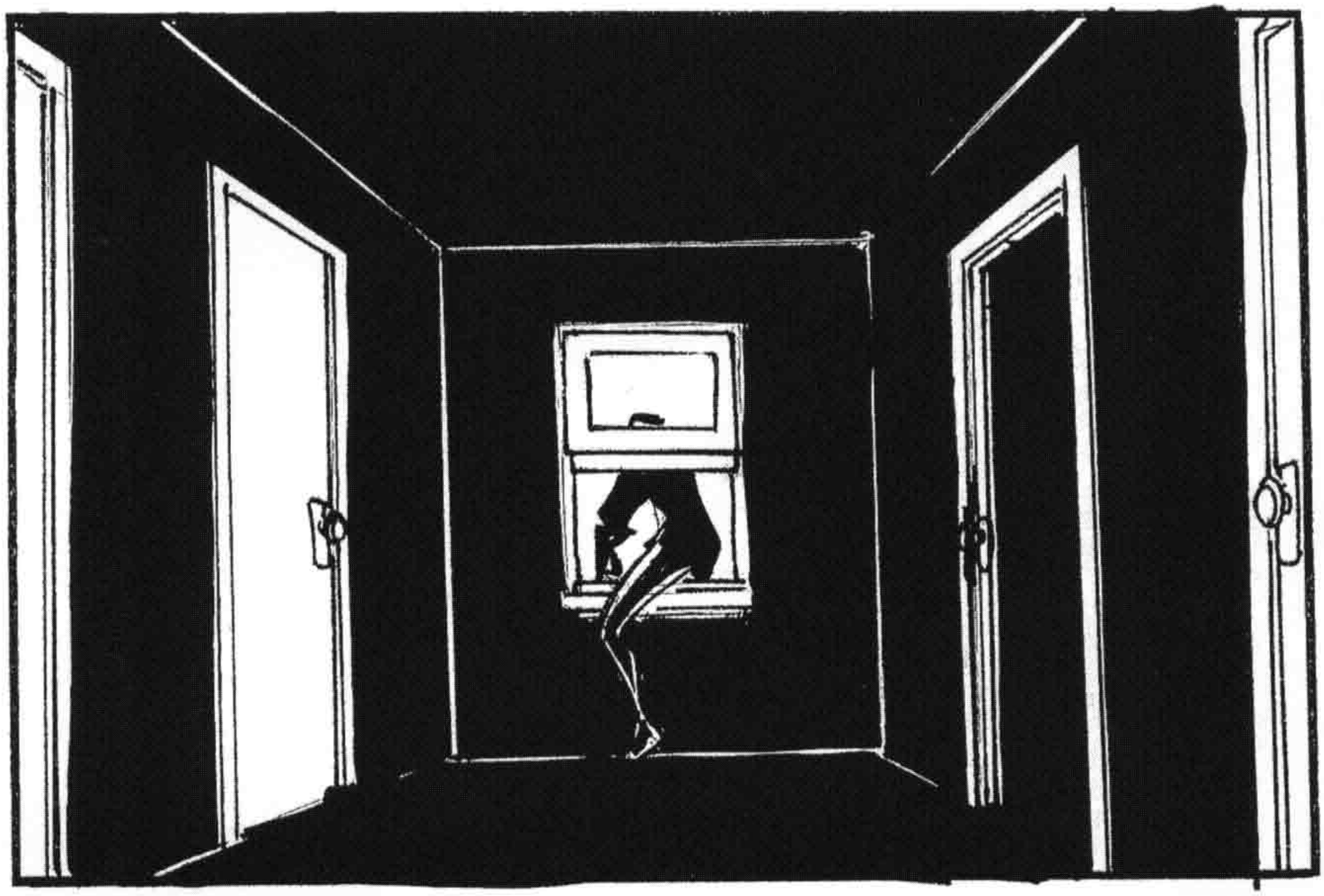
**Skroce:** The first time I went out to Los Angeles, they wanted to show the big money stuff, to really impress Warner Bros. with the level of action they were going for. One of the first things I worked on was Trinity running on the rooftops, the Agents chasing her. The second time, we fleshed out this early material. By then, Larry and Andy knew roughly the kind of budget they were getting, so it was easier to figure out what was actually going to be filmed.

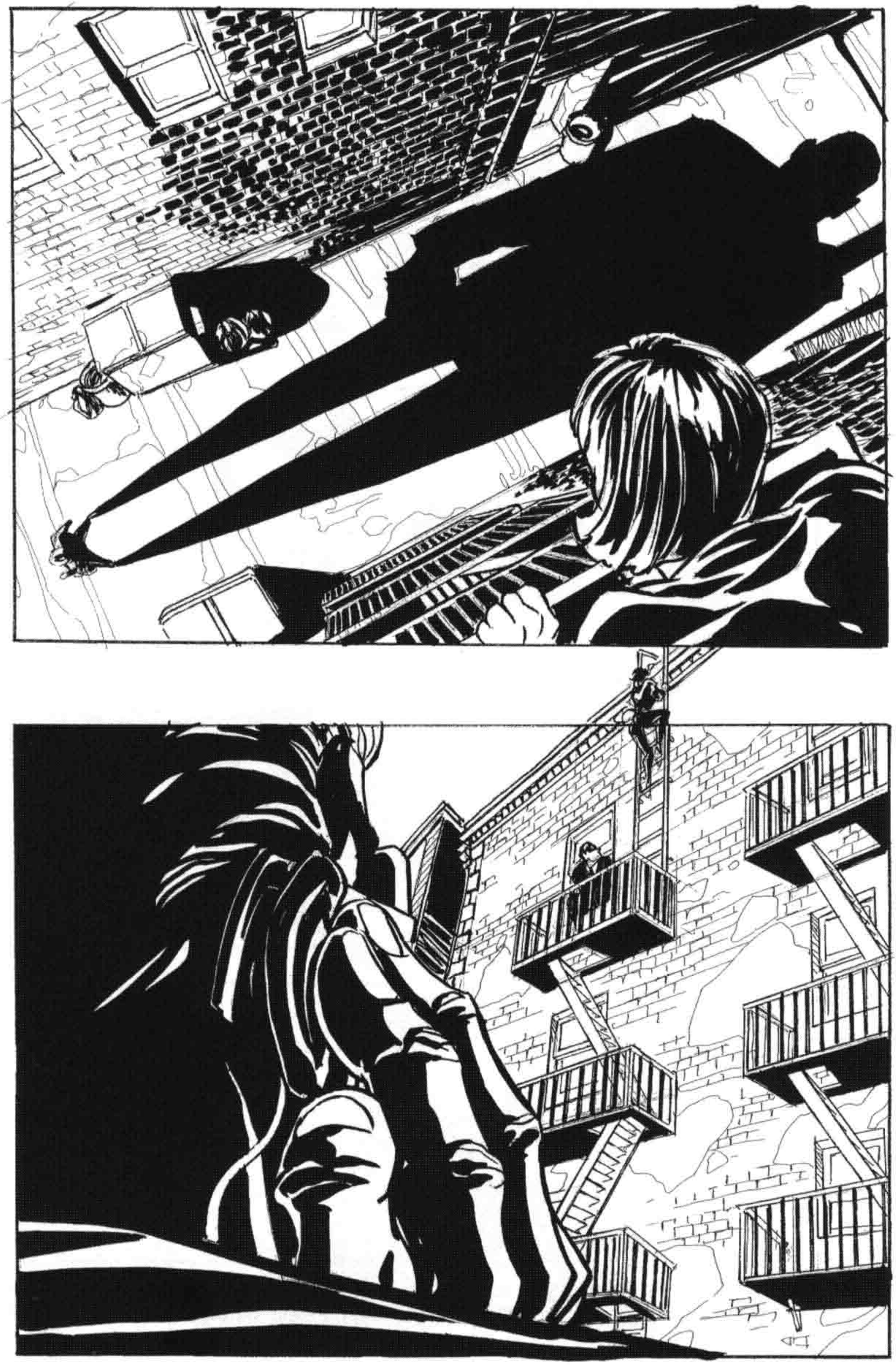
Trinity Chase

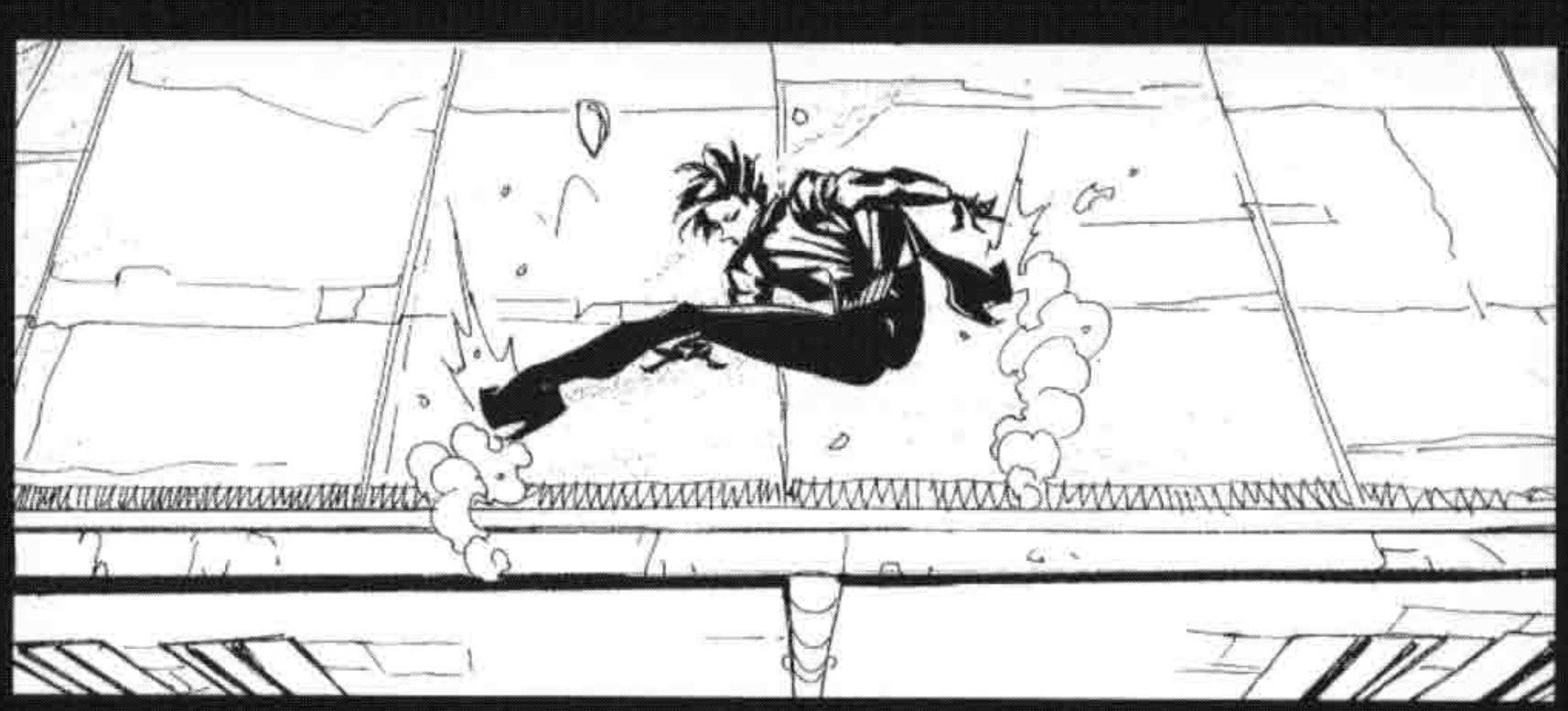
**Skroce:** When I first started drawing the scene with the cops coming to the door and catching Trinity, Larry and Andy said to make it really graphic, filled with stark shadows, a lot of light and dark negative space.

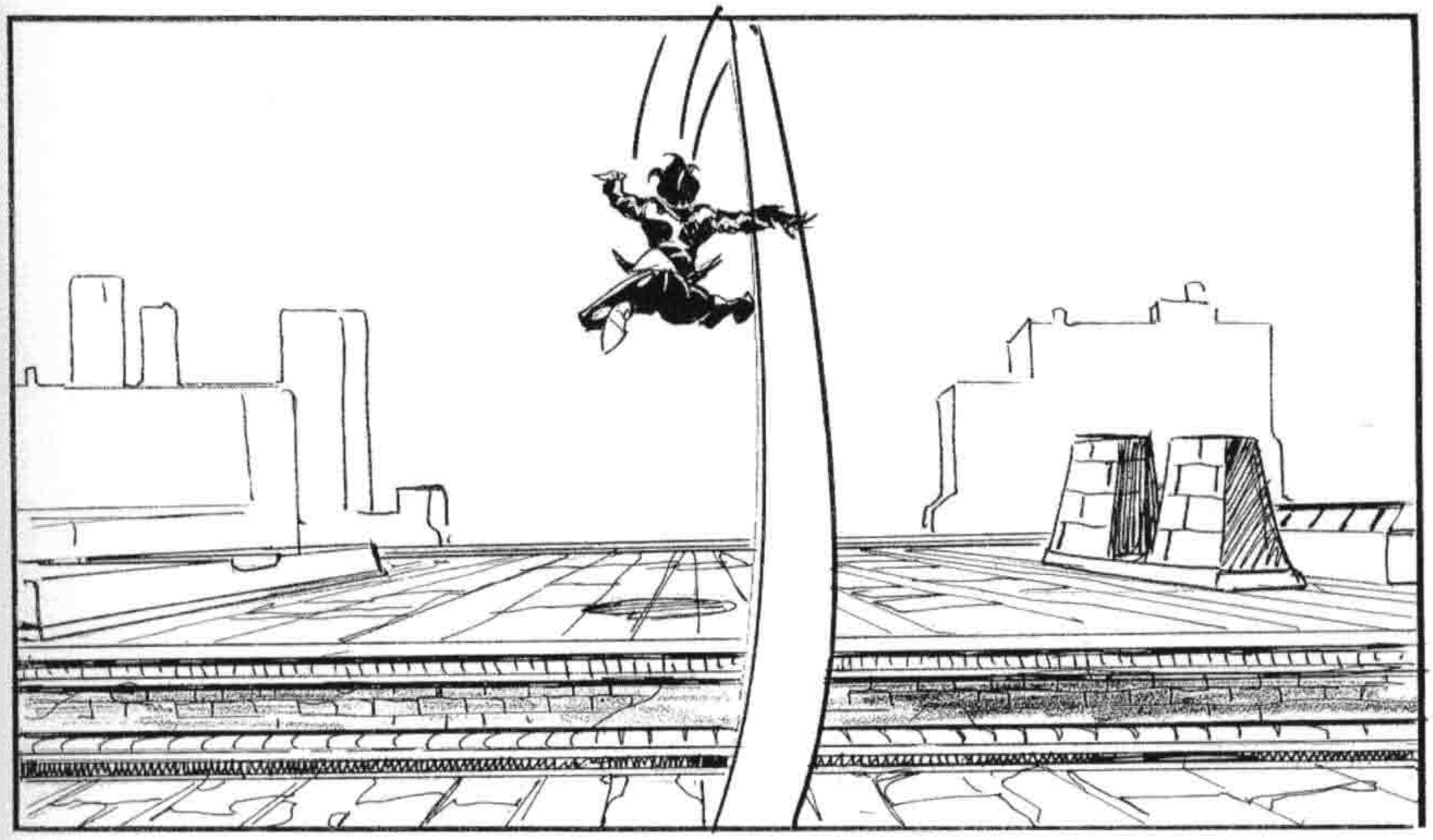


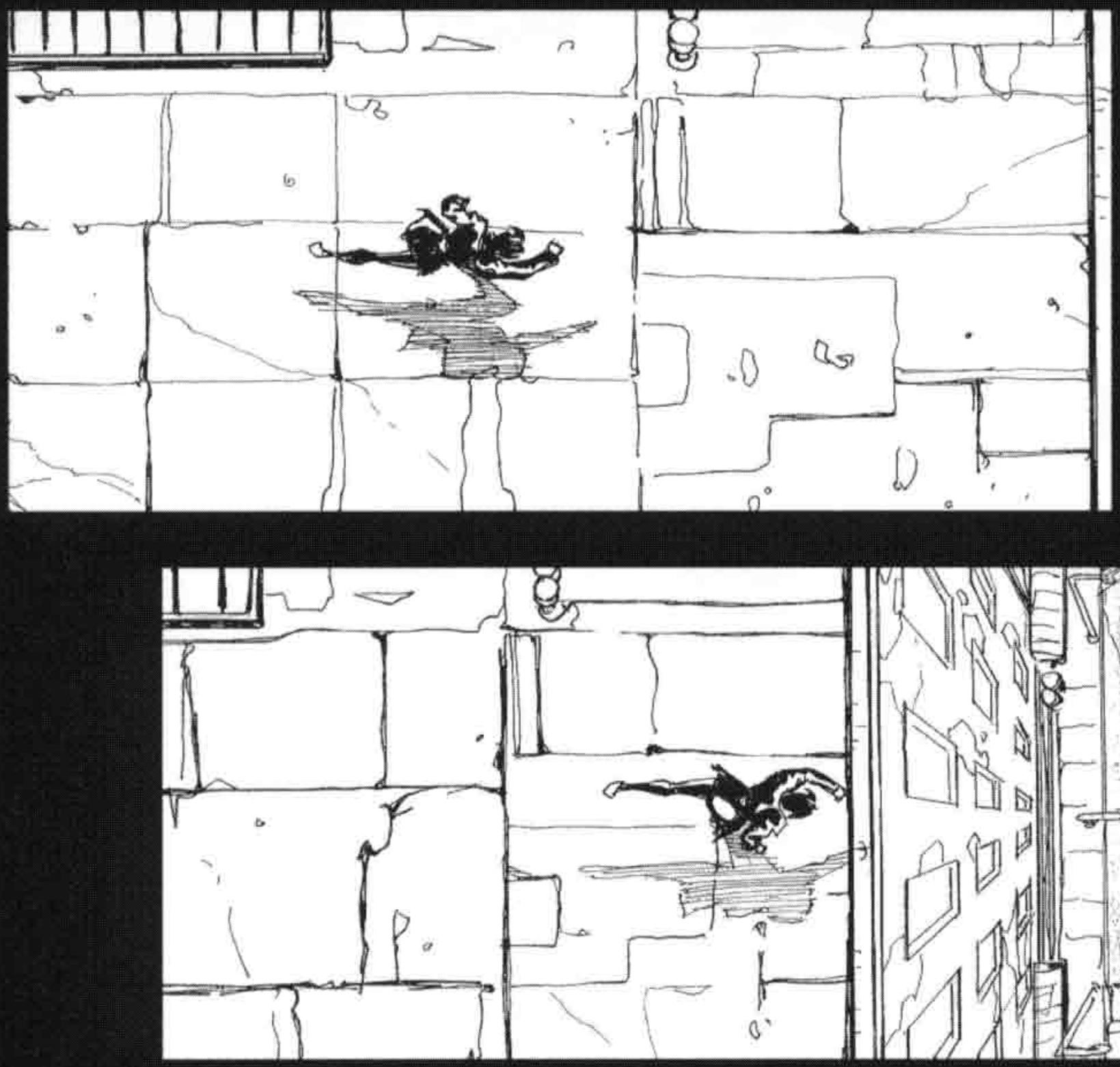
**Skroce:** In the end, I went to Los Angeles three times. After the second trip, the movie was green-lit, so I came out one last time to make adjustments to the boards based on script changes. Originally, the movie had so much impossible big action, they couldn't get a budget that big. Having seen THE MATRIX, you can get an idea—with the epic scope it has, imagine if it had been a $120 million movie.

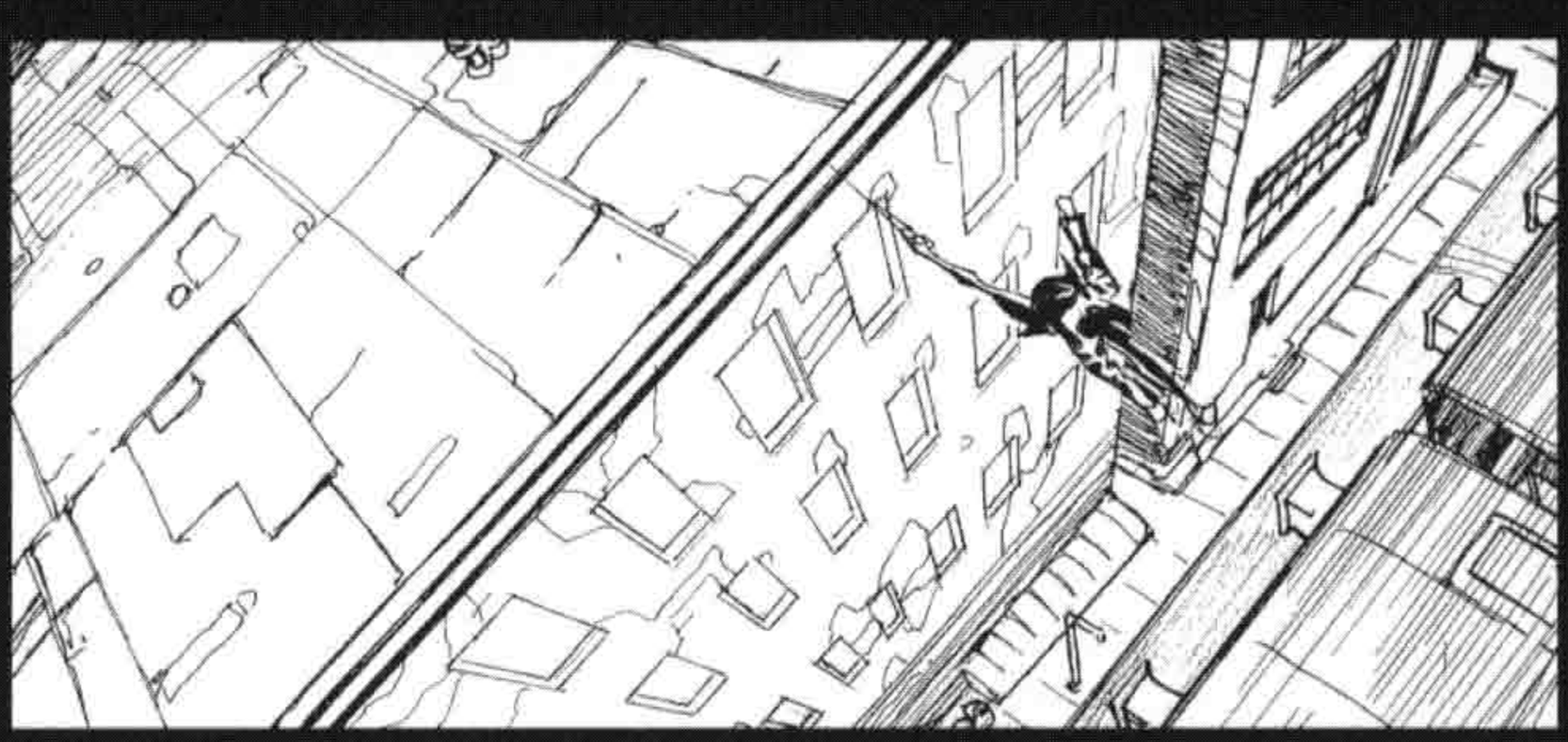


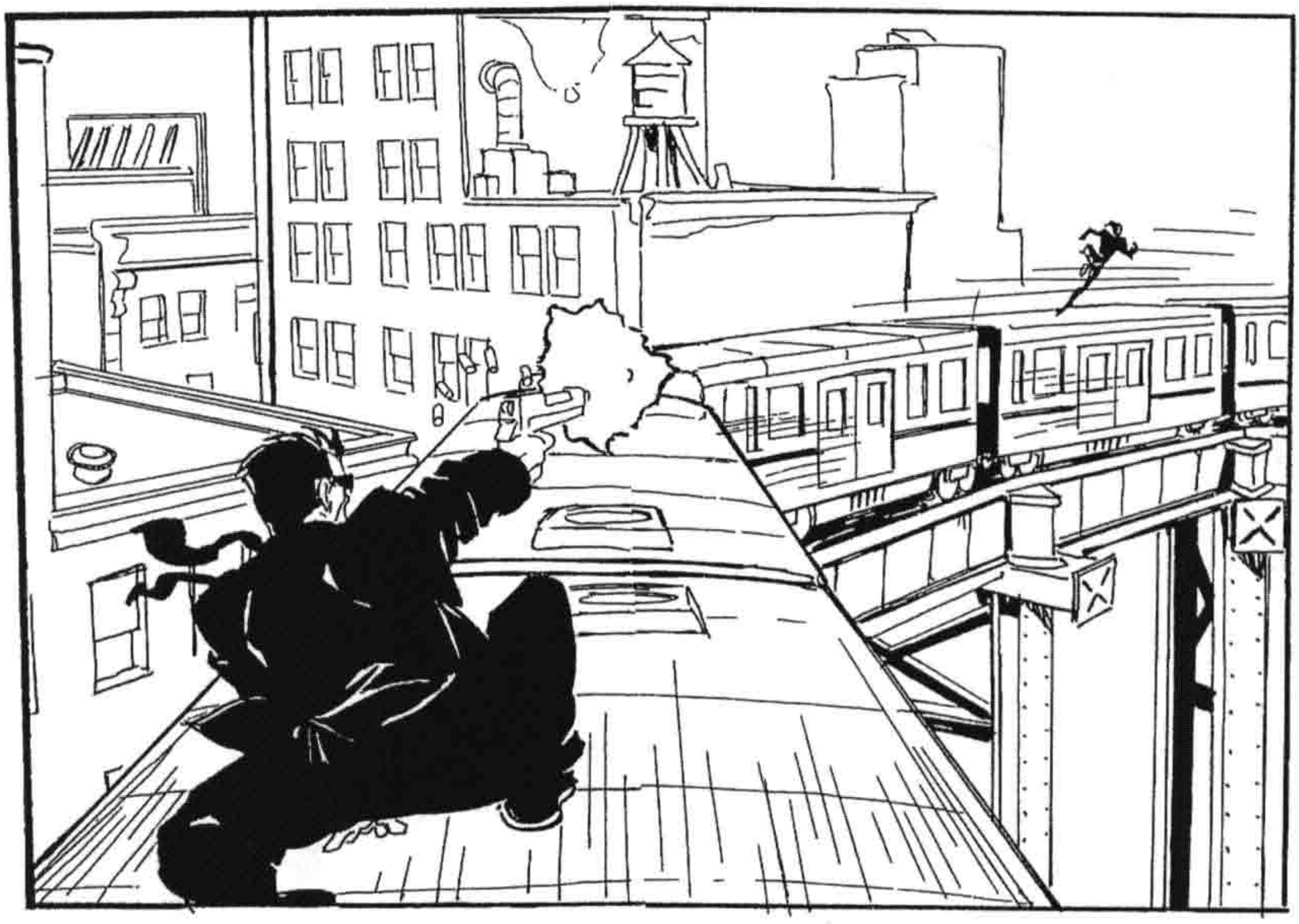


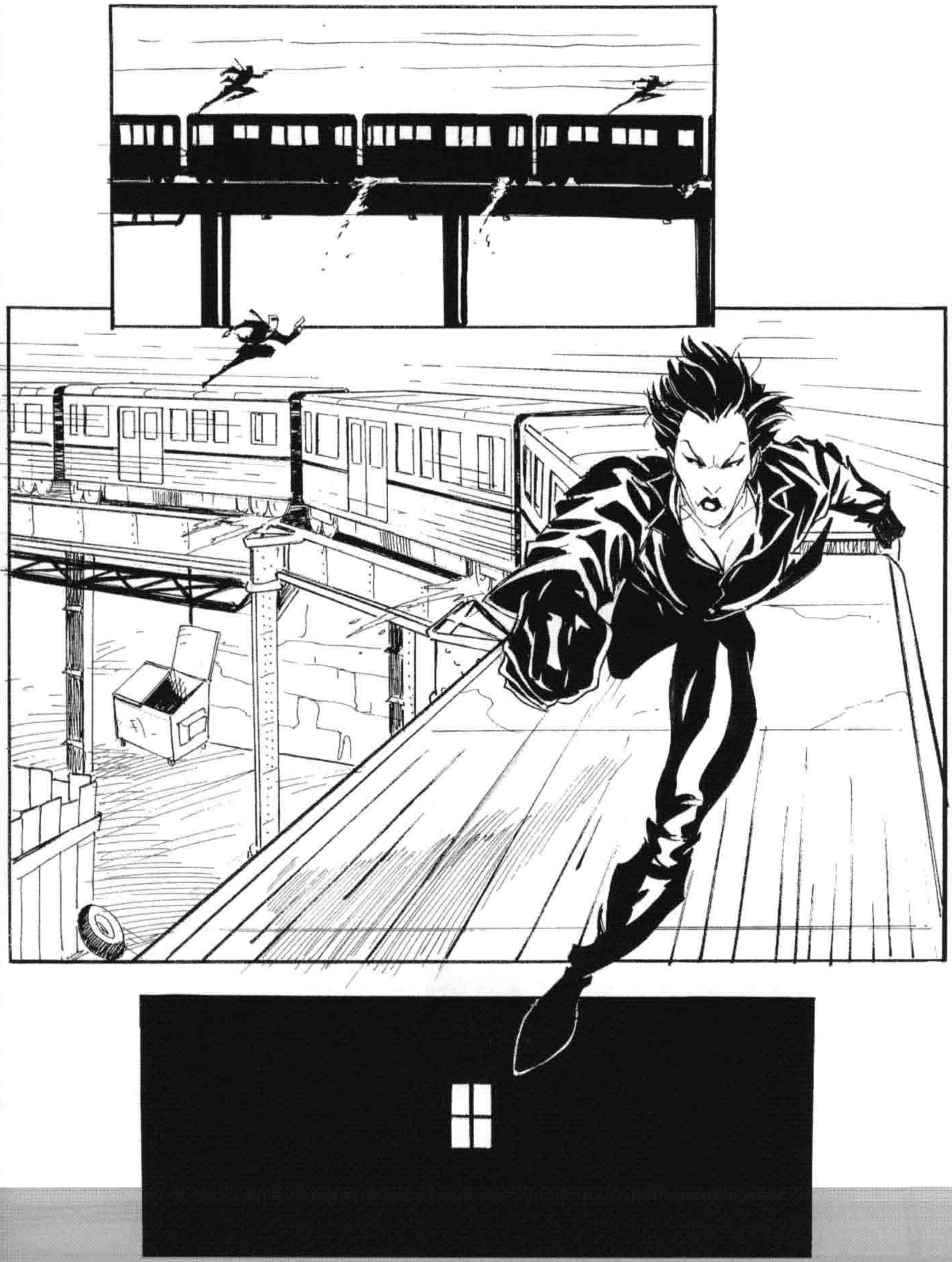






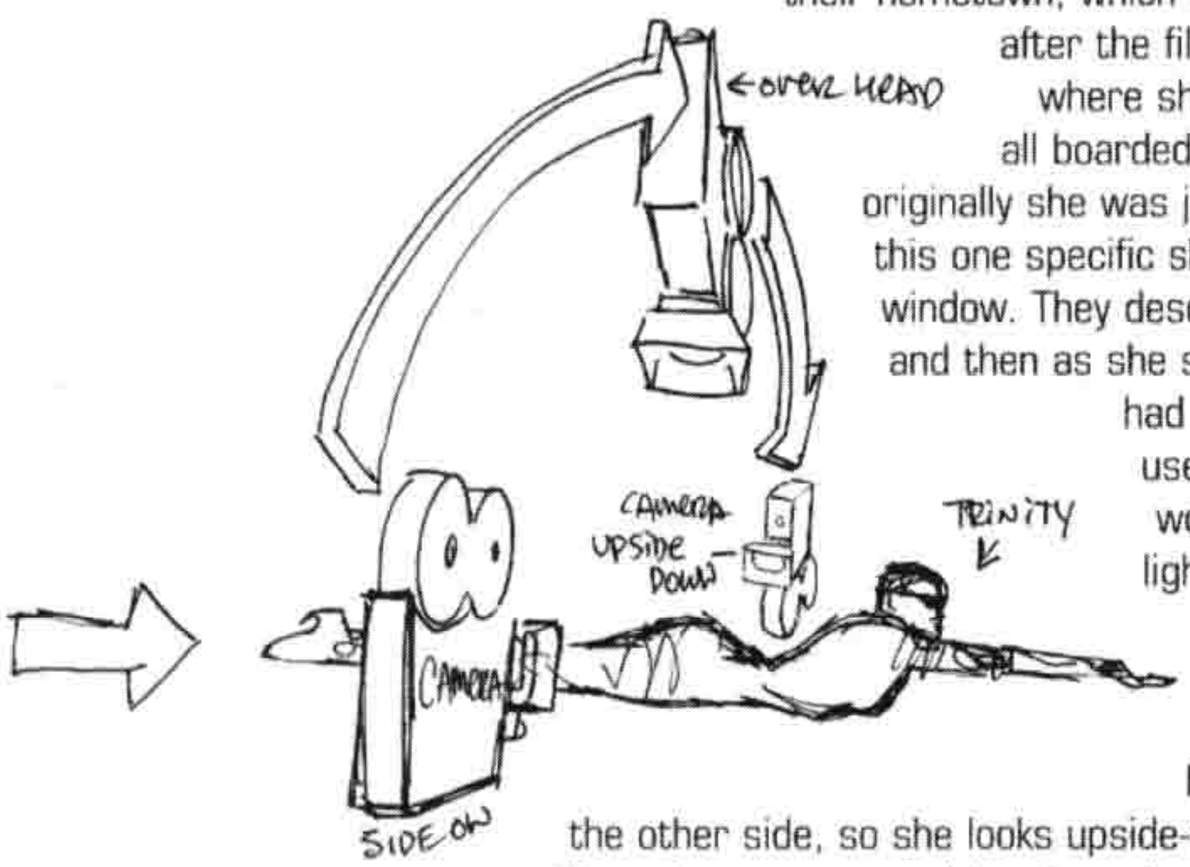


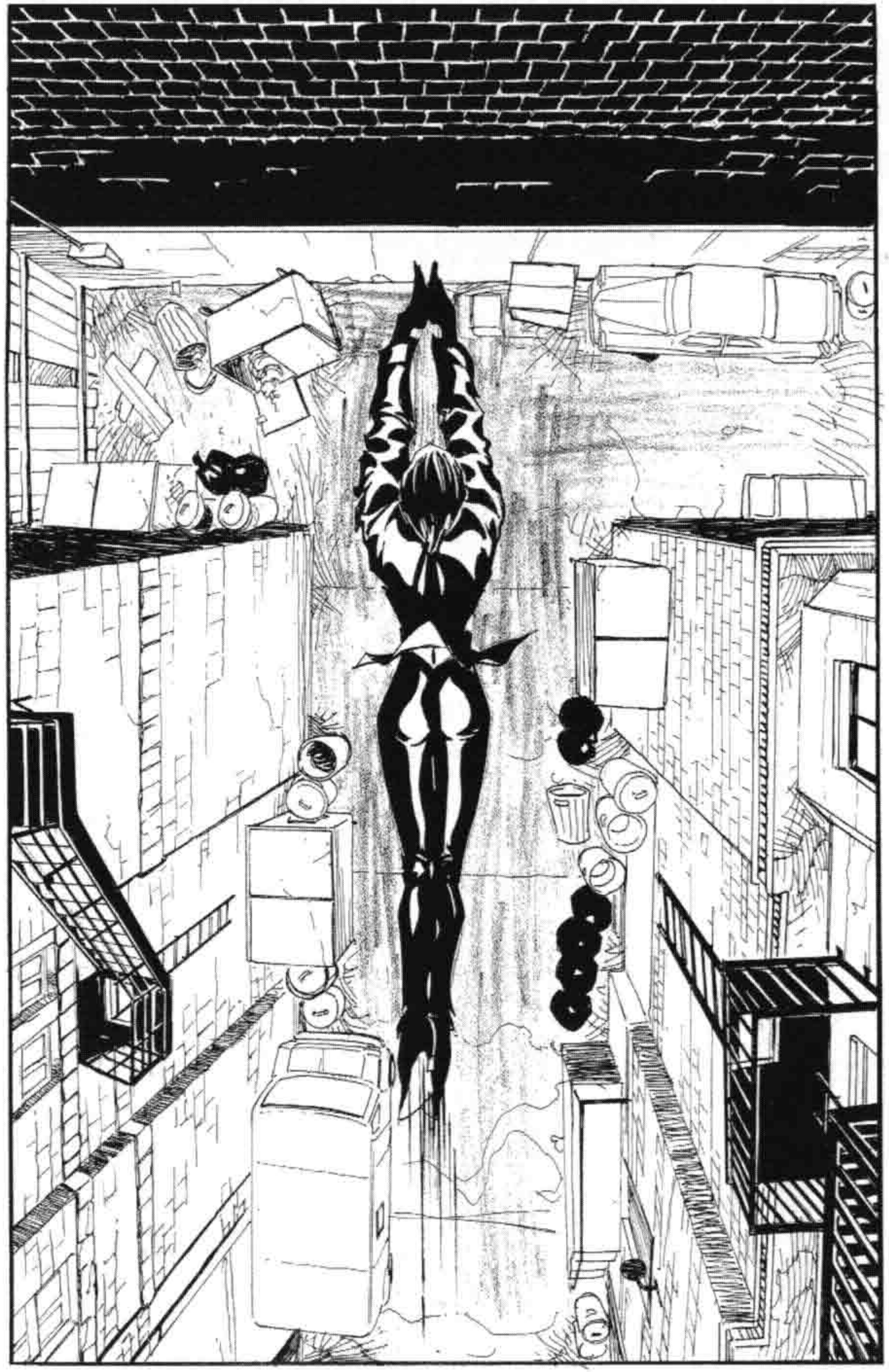


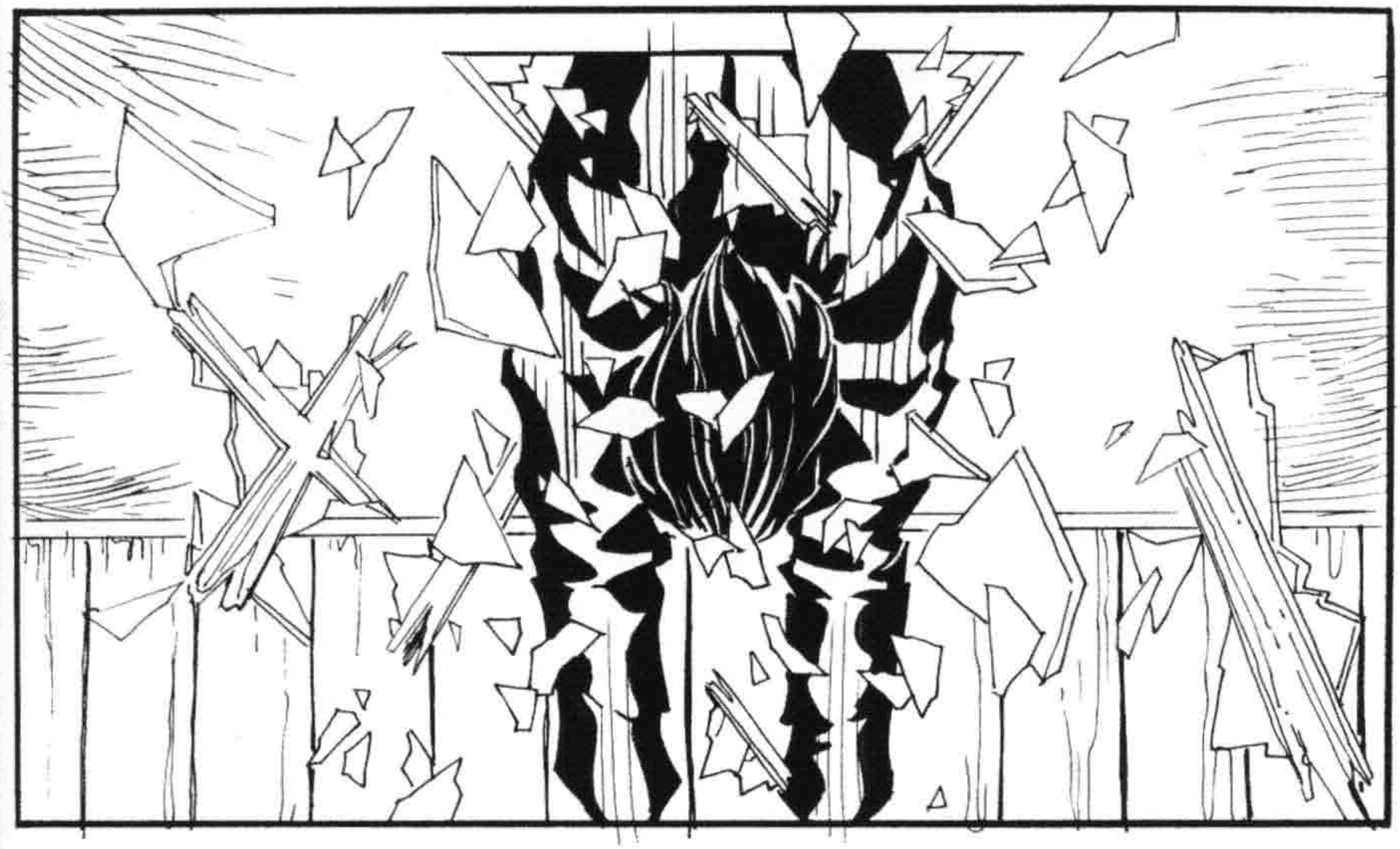


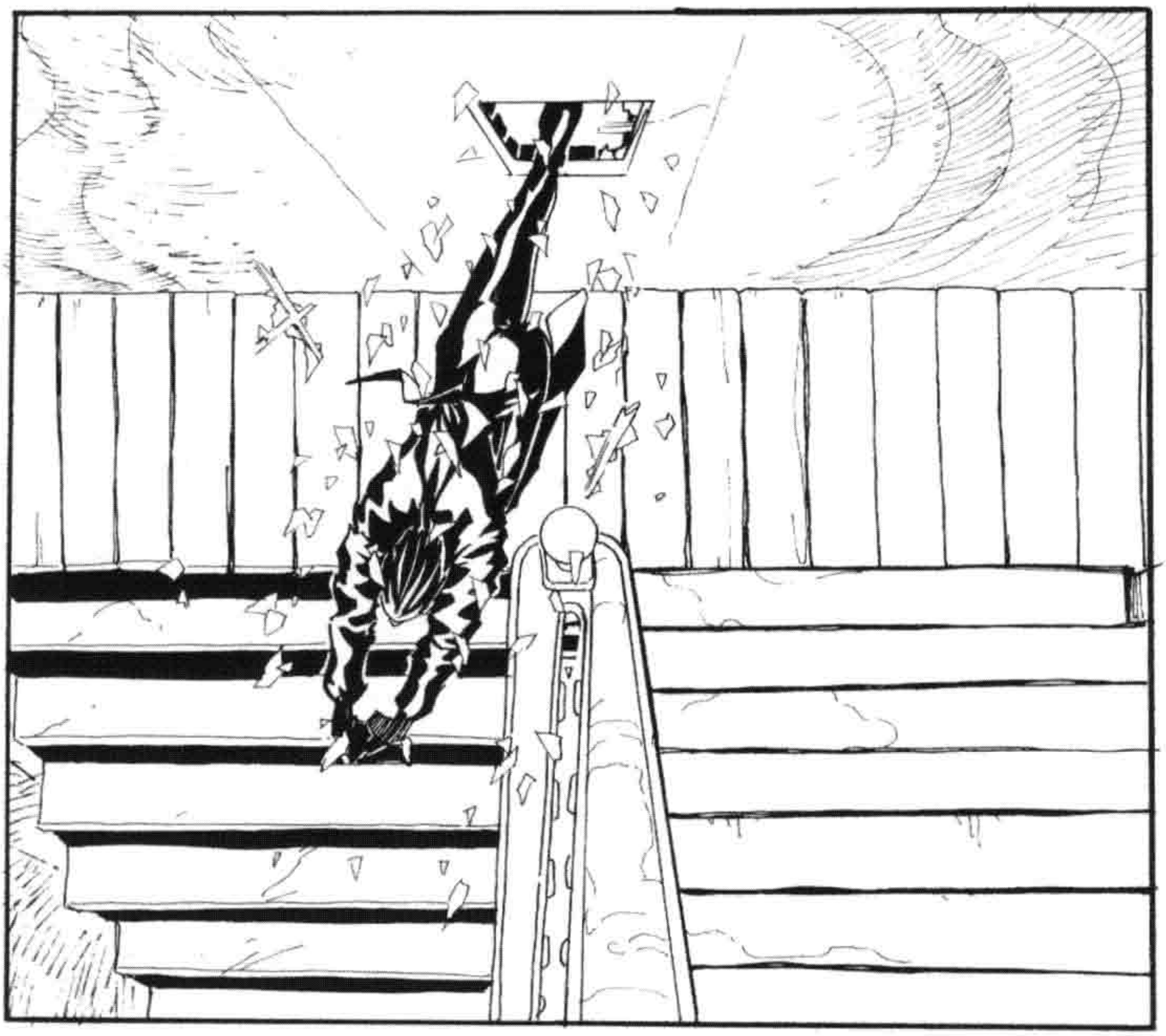
**Skroce:** Some shots were dropped completely or changed, like this one where Trinity is on the train. This whole scene was changed to rooftops. The impossible jump is, however, as it was originally drawn.

**Skroce:** Originally, Larry and Andy wanted to shoot this scene on the El train in Chicago, their hometown, which is why it's drawn with an elevated train, but the scene changed after the film was green-lit and the location moved to Sydney. The leap where she aims herself at the little yellow window in the building was all boarded the first time I went to Los Angeles, and is in the film, but originally she was jumping from a moving train. From the beginning, they wanted this one specific shot, the one where she's flying through the air towards the window. They described where the camera would be, starting on her right side, and then as she spins, so would the camera (see insert, left). To get this, they had to first shoot her in a flying pose against a green screen, then use computer-generated imaging to paint in the background that would also move, following her spin. In the movie it happens lightning-fast, but it took a lot of work to pull this off. In the first shot, the camera is side-on as she dives off the train towards the window, then the camera moves above her, so it is moving around her body from her right to her left. Now we are over the top of her and the camera comes down the other side, so she looks upside-down as her fingers are just about to penetrate the window. Then she comes smashing through and crumbles down those stairs, coming up with her guns.

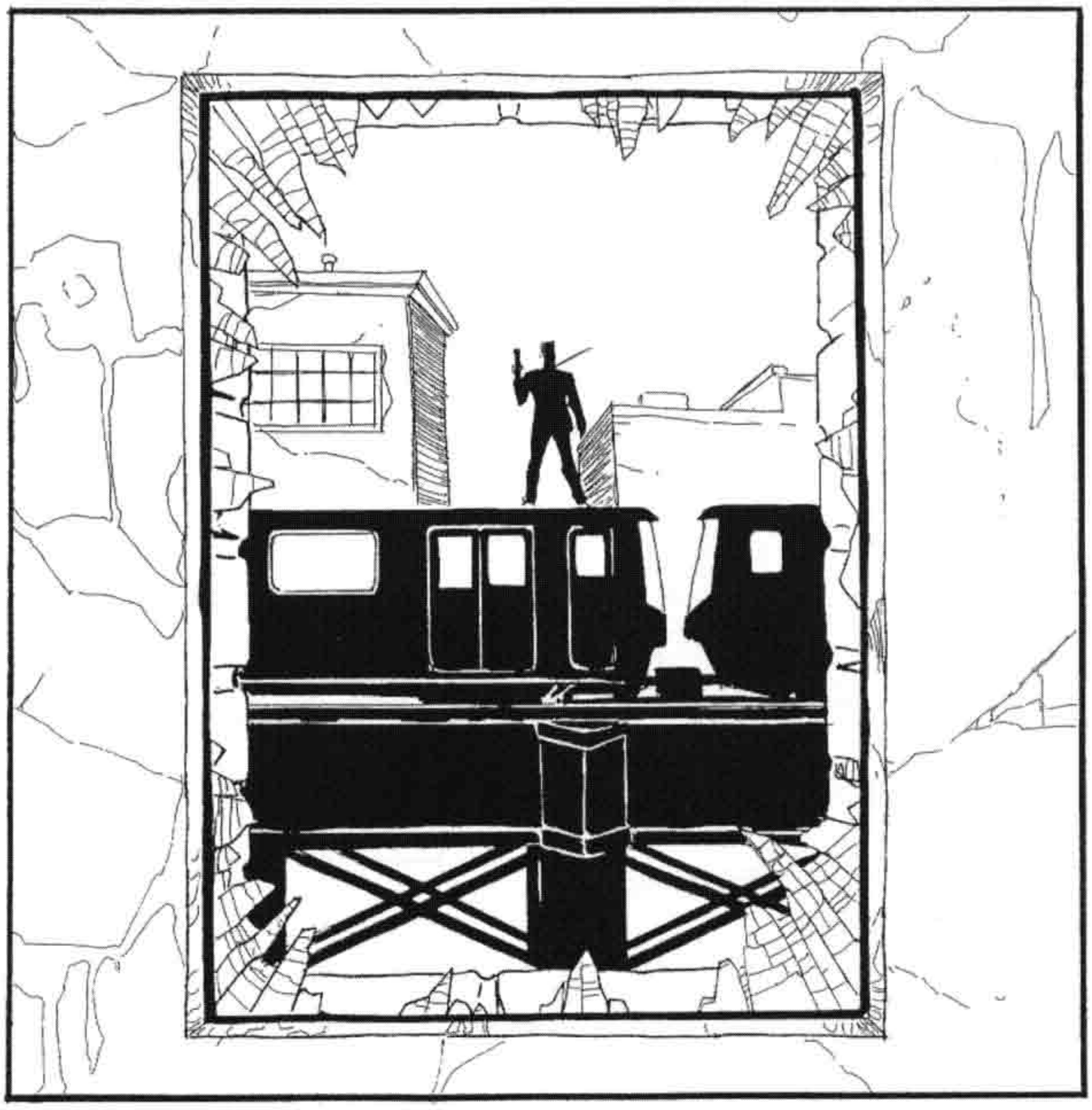




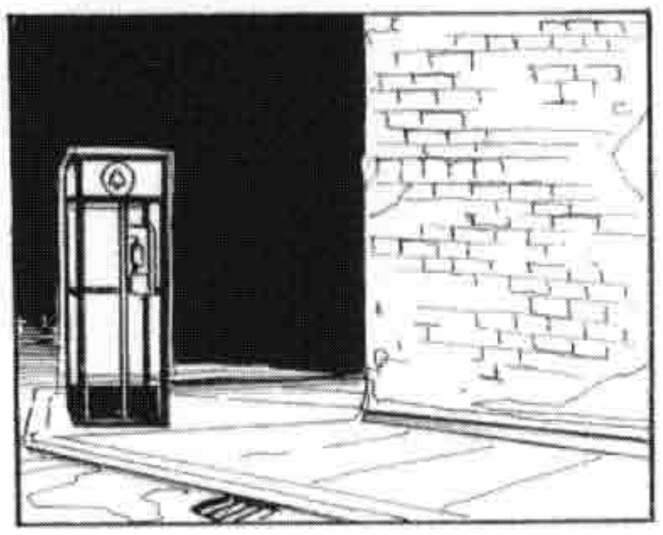


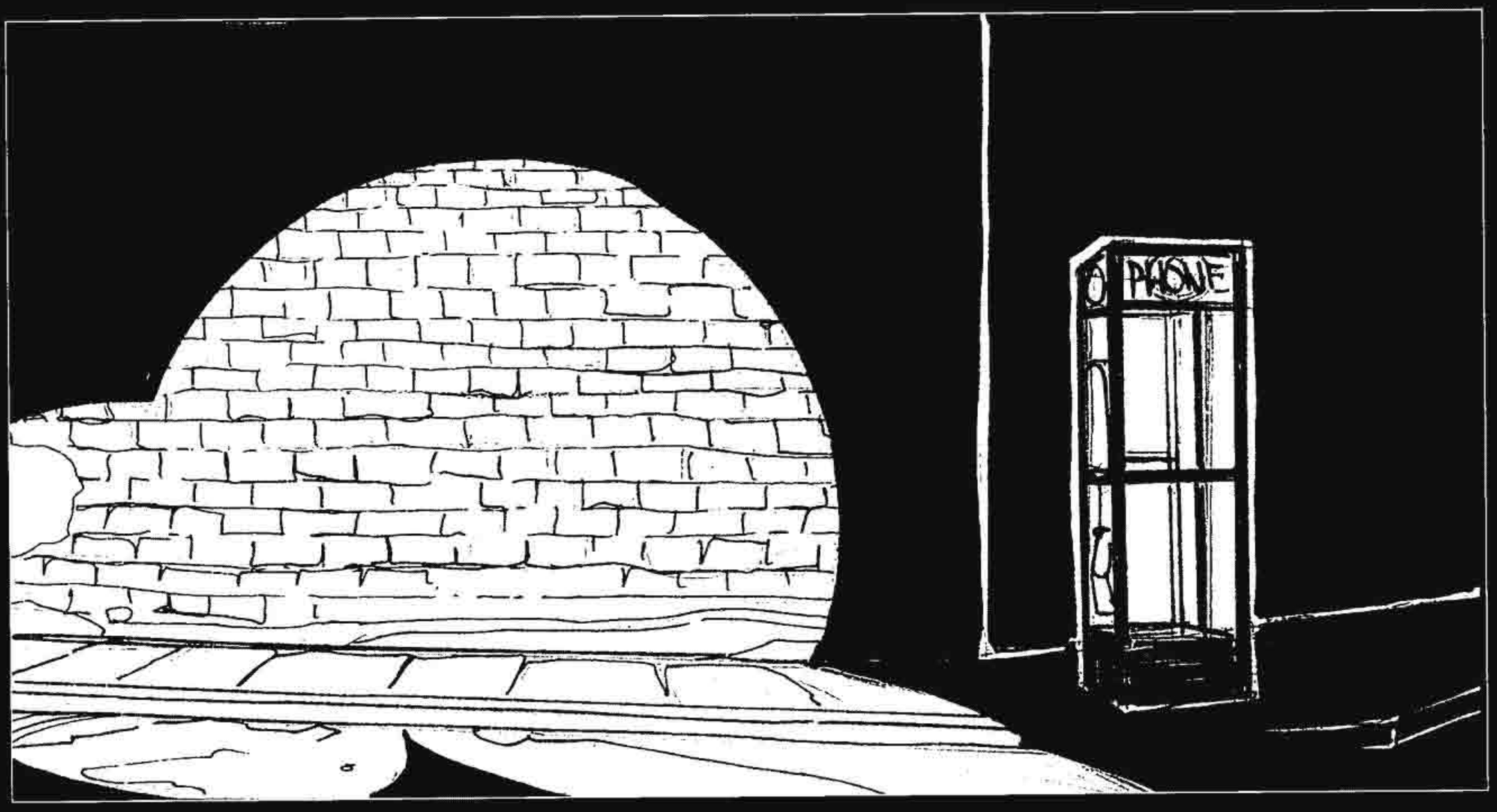


**Skroce:** This illustration (below) was going to be a shot of the Agent on the elevated train zipping past, being taken away. When the scene moved to a rooftop, the Agent wouldn't just stand on the roof looking at Trinity, he would have been in the window right after her. In the movie, the Agents know where she's going—the phone booth—so they go there first.

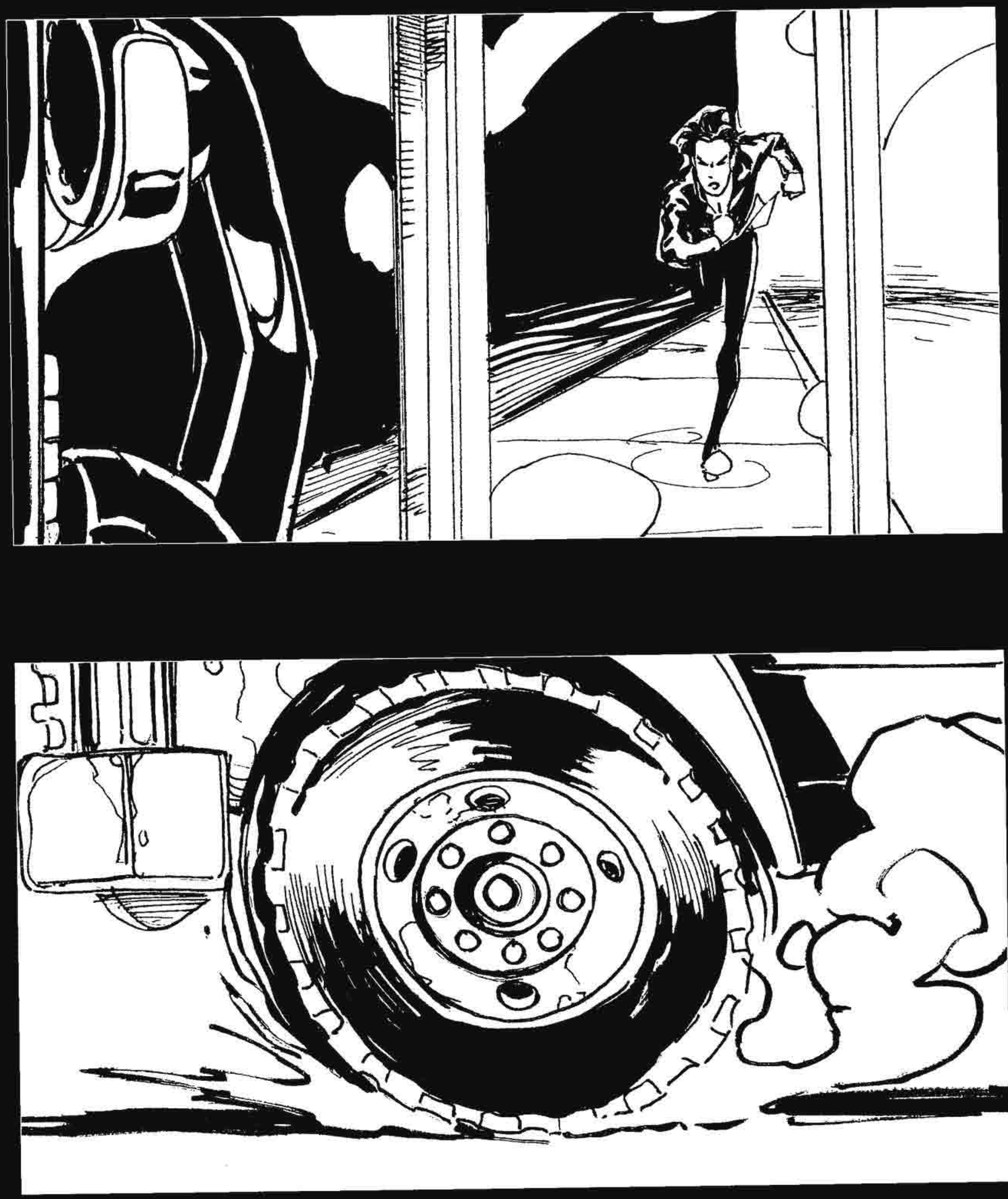


**Skroce:** One thing Larry and Andy were really interested in was to make these boards as dynamic as possible. A lot of storyboards for film have arrows pointing to things, but Larry and Andy are not into that at all, we went for a real comic-book storytelling style. Most of these boards were done on comic-book illustration Bristol board; if you go through it, it reads like a comic. Rather than just having arrows pointing to this speeding truck heading to the phone booth, they wanted me to use speed lines and comic book techniques to indicate things. They wanted the boards themselves to be an entertaining experience to go through, rather than just a basic static visualization of the script. Being from the comic-book world, when I started I felt, now that I am an official movie storyboard artist, I should draw official movie storyboard-type arrows. Larry and Andy didn't like that very much, they were like, "Why'd you draw that arrow?" But they forgave me. Here's my first and just about last experience with storyboard arrows (below).



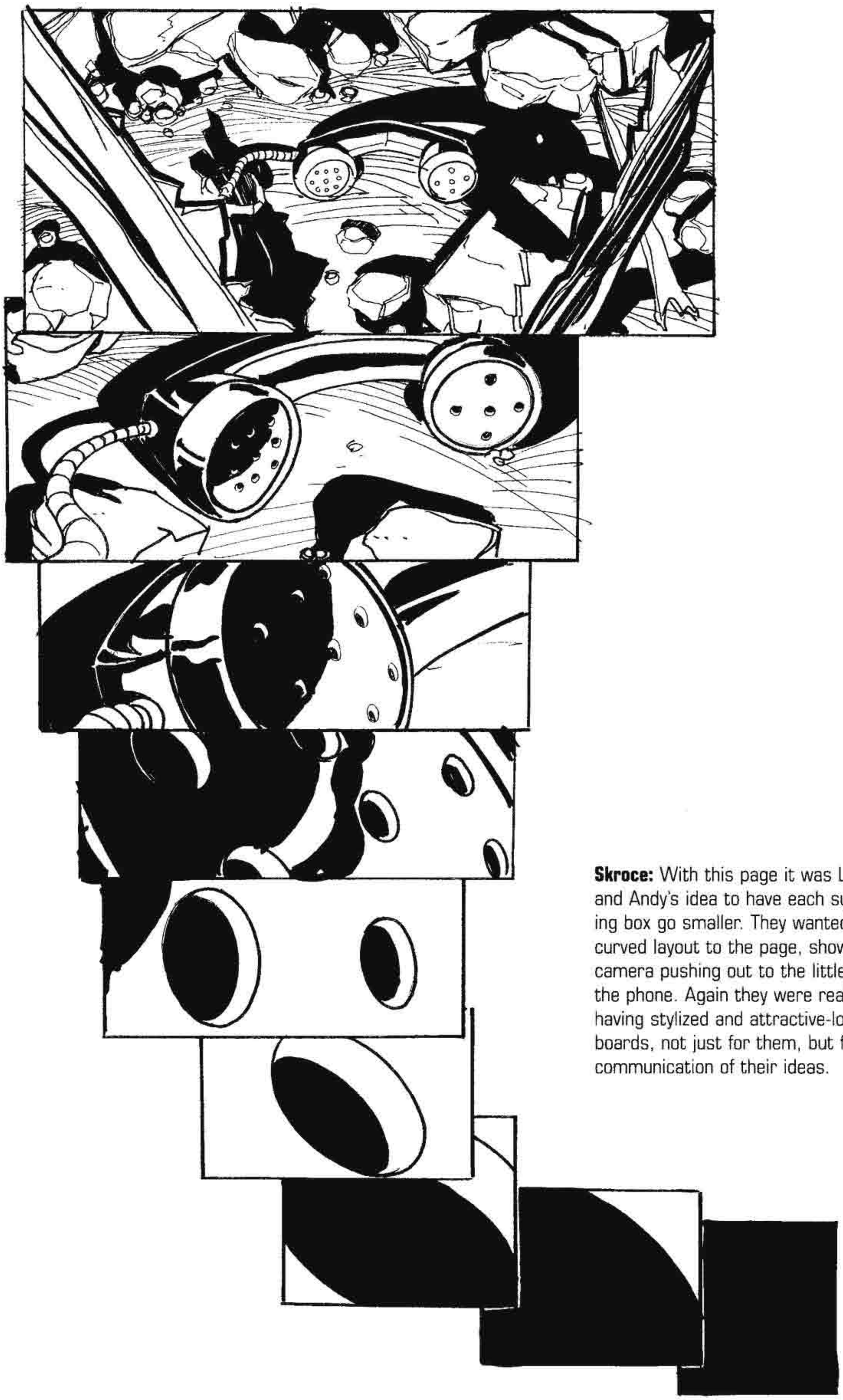



**Skroce:** Often, Larry and Andy had specific ideas about page layout because they needed the boards to read with little explanation. The story itself is hard enough to get a grasp on, so they used the illustrations to get people through the action, allowing them to get closer to the story.



PHONE
PHONE

FRIDAY

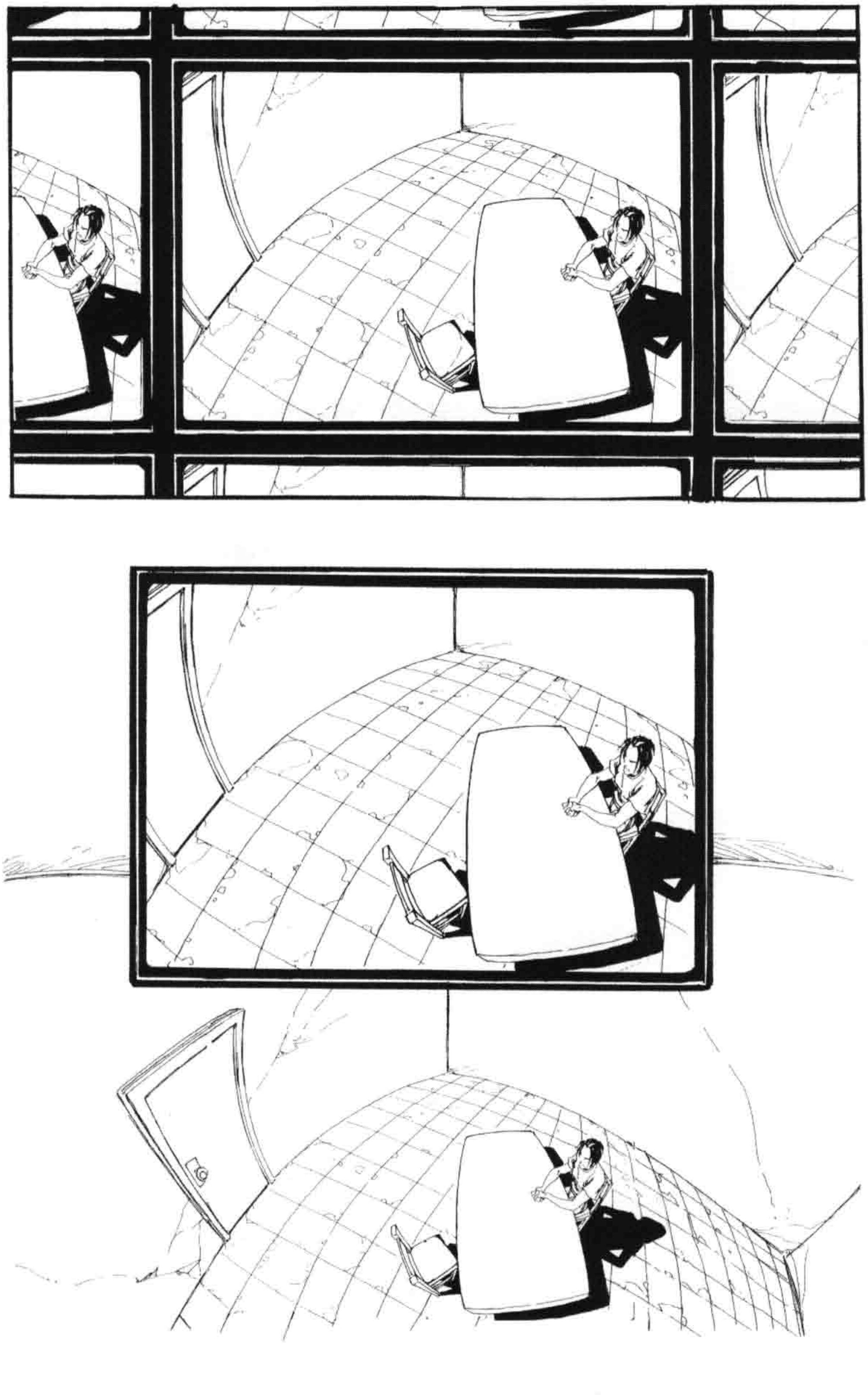


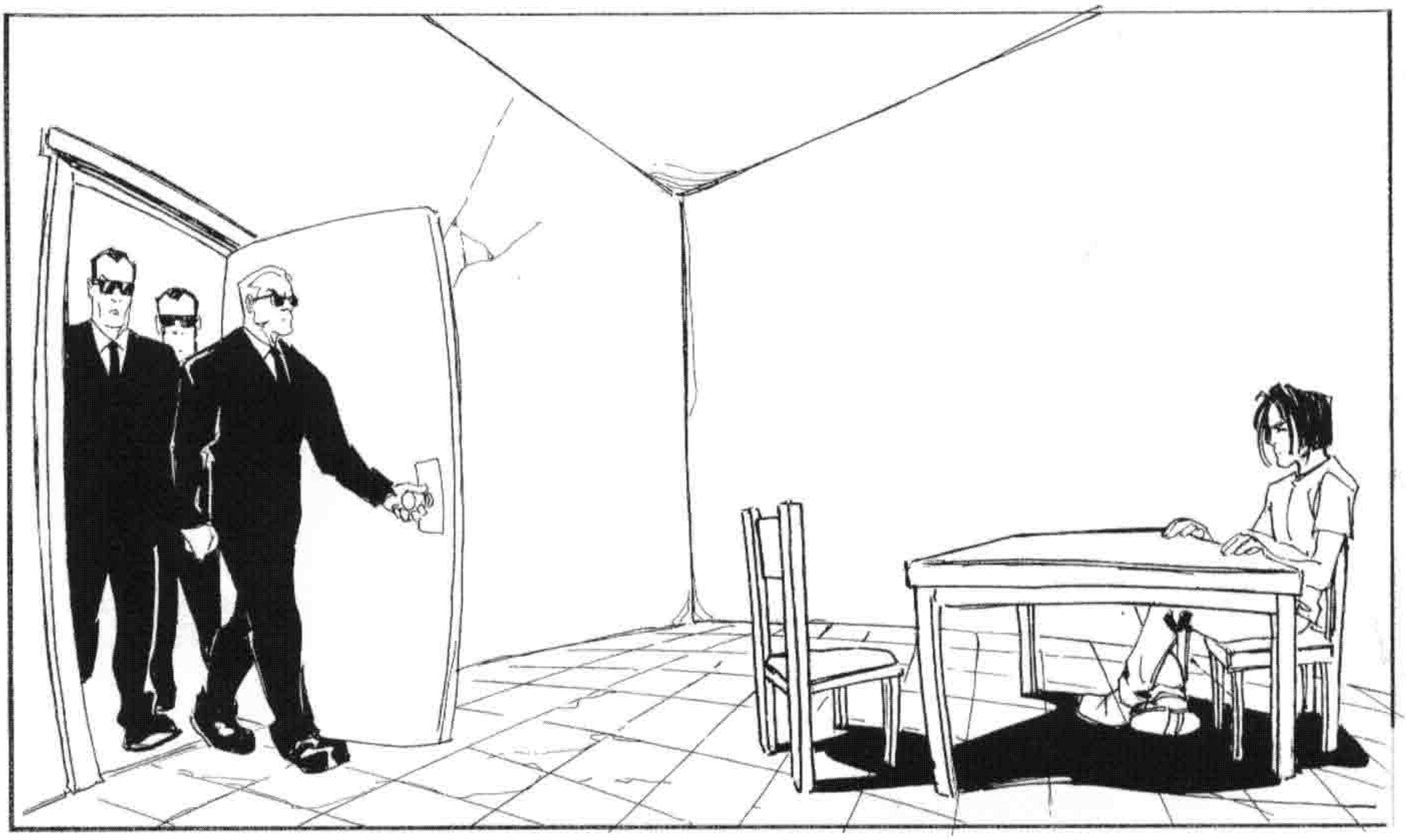
**Skroce:** With this page it was Larry and Andy's idea to have each succeeding box go smaller. They wanted the curved layout to the page, showing the camera pushing out to the little hole on the phone. Again they were really into having stylized and attractive-looking boards, not just for them, but for the communication of their ideas.

"WHAT GOOD IS A PHONE CALL IF
YOU ARE UNABLE TO SPEAK?"

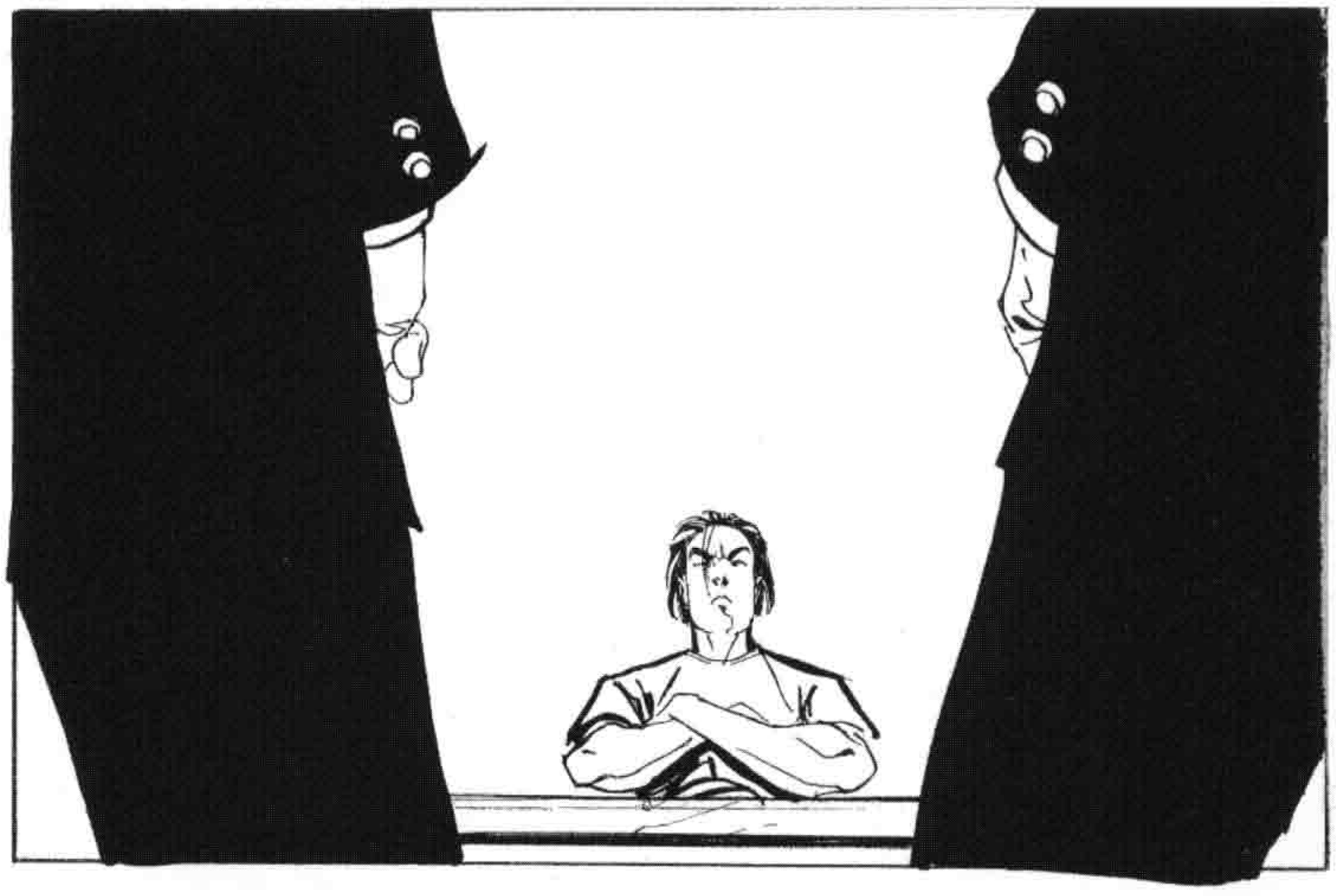
Interrogation Room

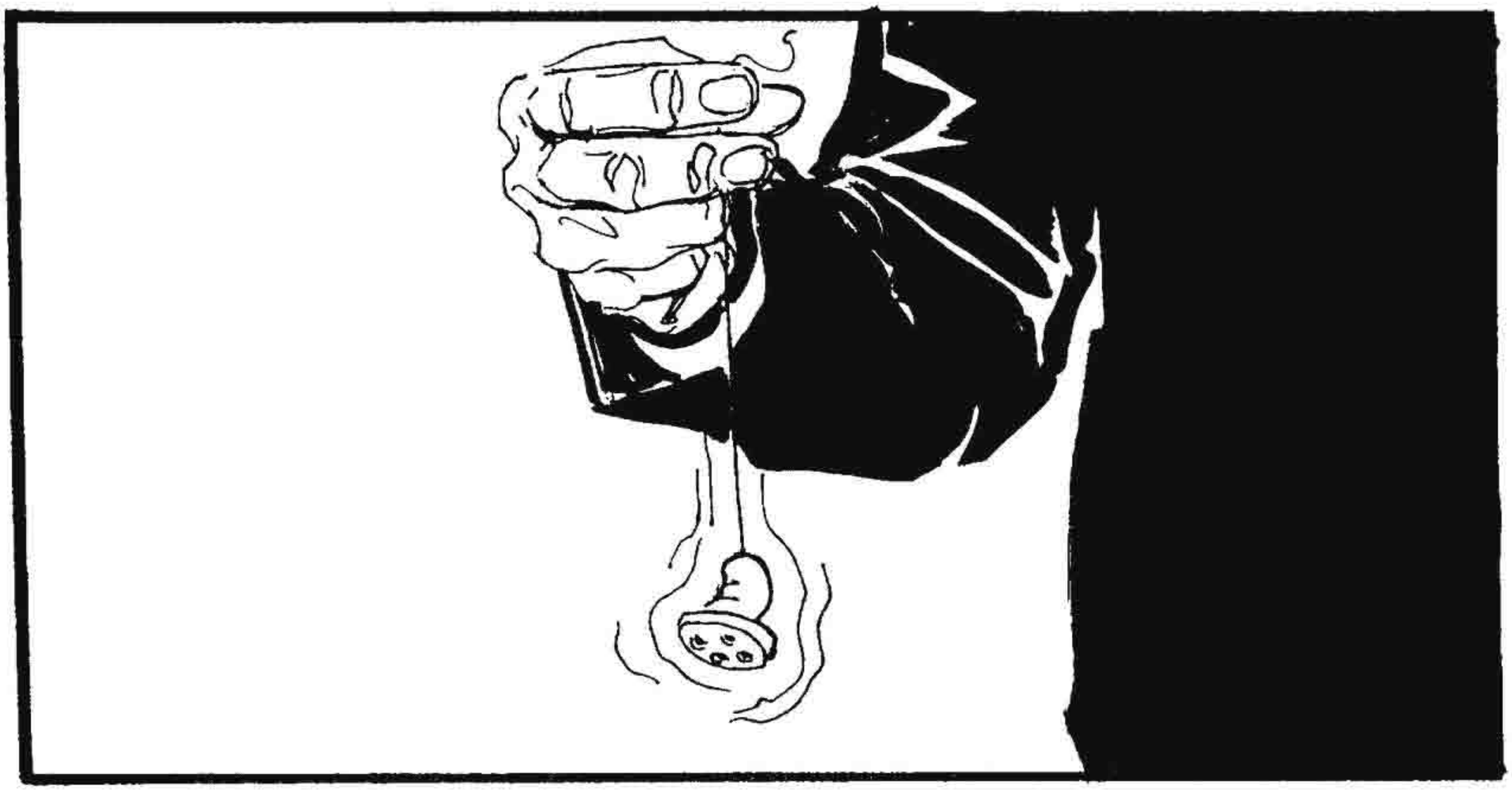
Scene 20



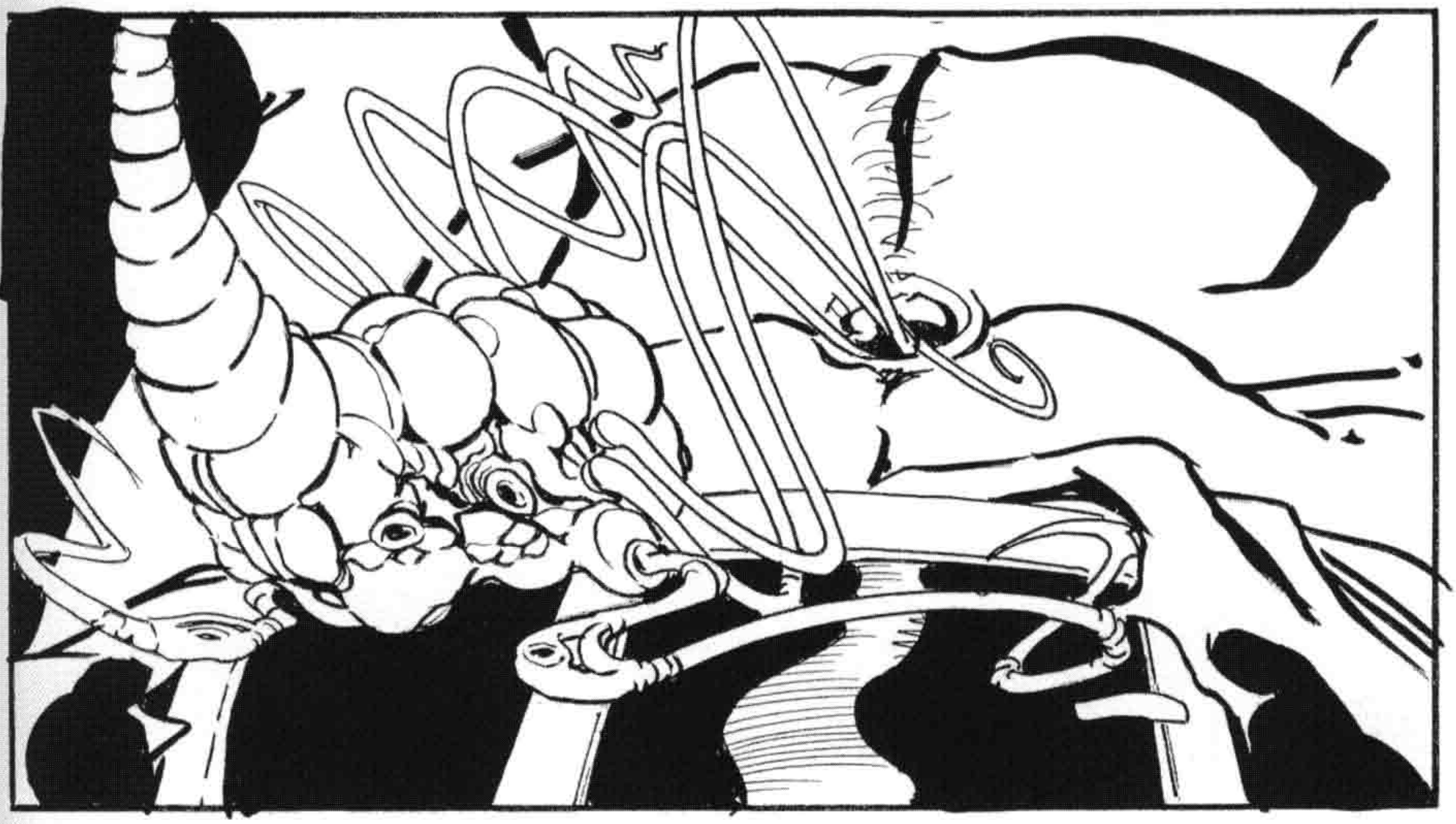


**Steve Skroce:** As you go through the storyboards, you'll notice stylistic changes in the artwork. Some art is older than other pages, not necessarily in sequence. This was among the first I drew, made obvious by Neo's long hair.





**Skroce:** One thing Larry and Andy were really worried about was how scary this scene was going to be and whether Warner Bros. would go for it. And the scene only gets creepier as it goes on. Again, they had really specific thoughts on this. By the time I got my hands on it, the bug was already designed by Geof, so I was looking at his drawings. They wanted the bug to start out as a conventional wire-and-metal bugging device, and then grow into this very techno-organic thing. It needed a life-like look, to be some sort of biomechanical creature.

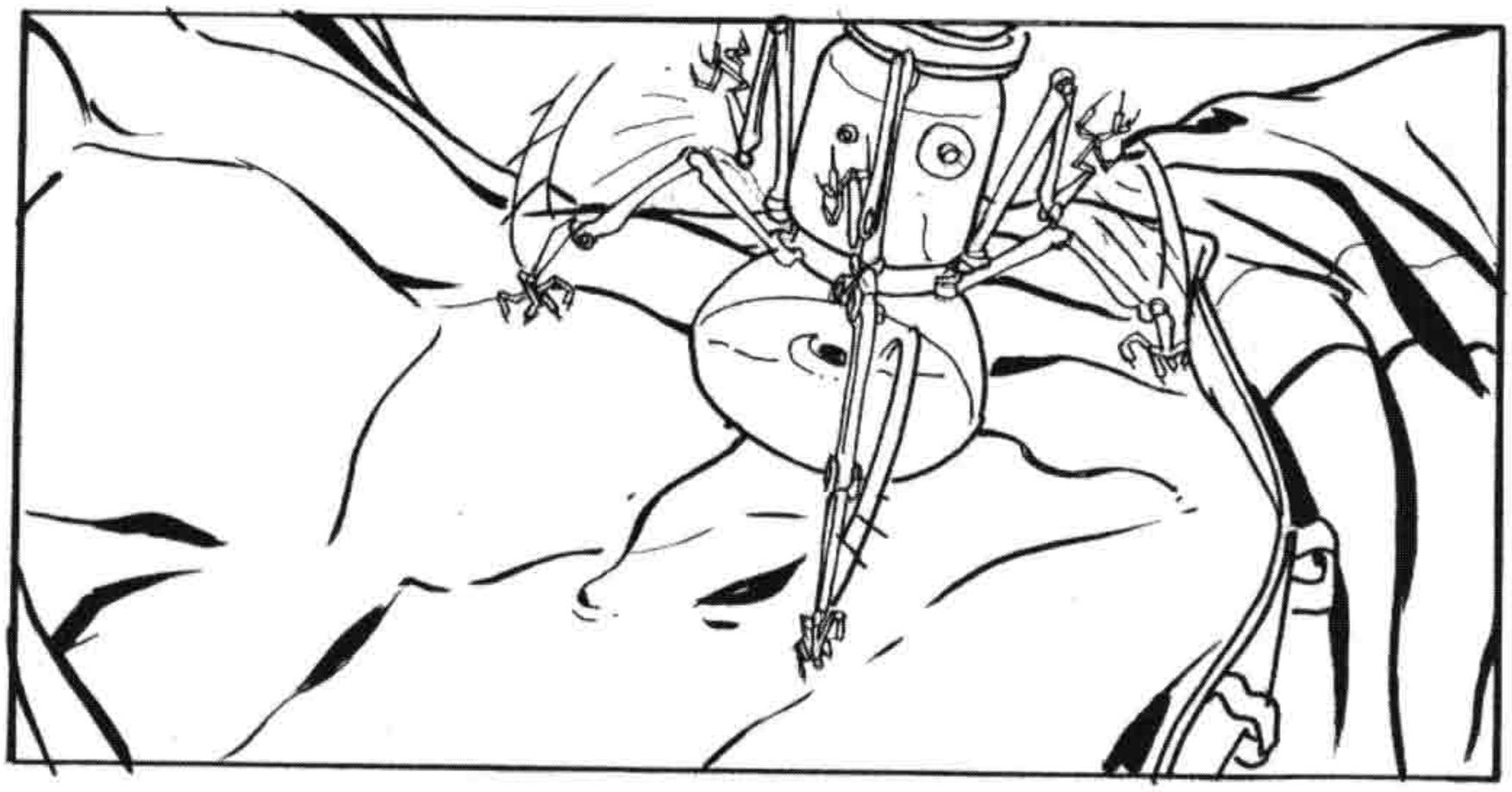


**Skroce:** Larry and Andy wanted this creature going into Neo's body, with tentacles moving around underneath the skin, to be as nightmarish as possible.

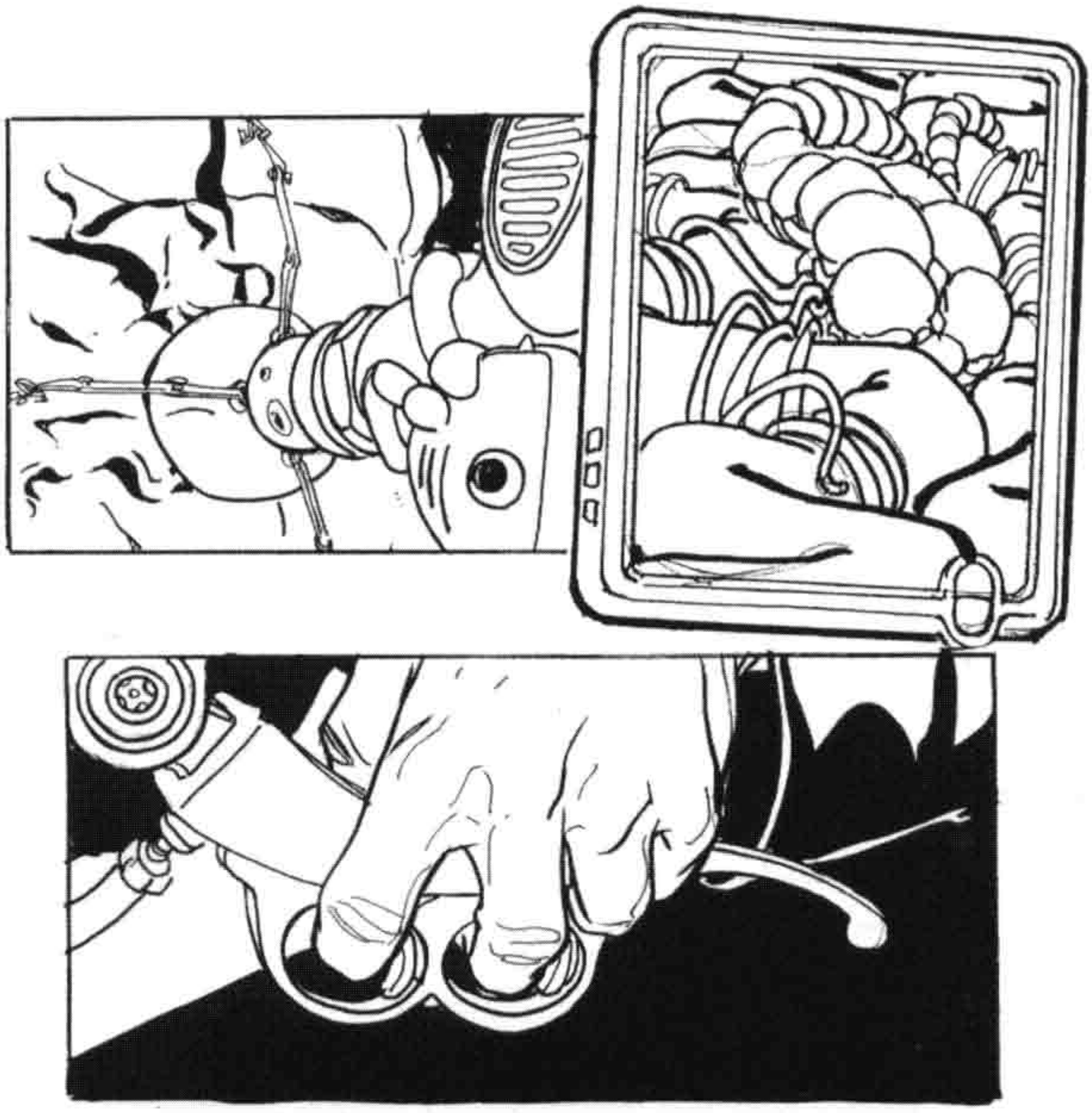
"WE THINK YOU'RE BUGGED."

Bug Extraction

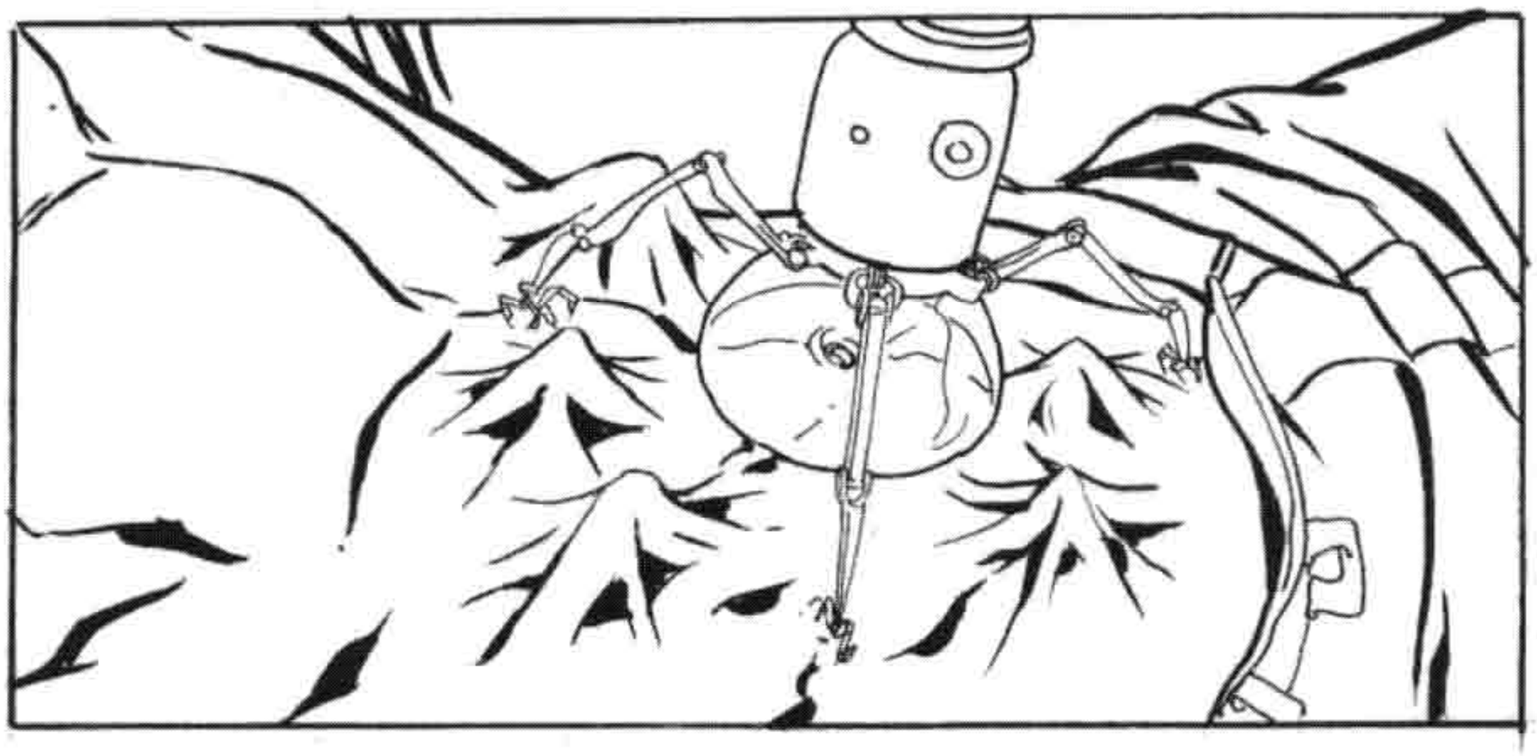
Scene 24, 25

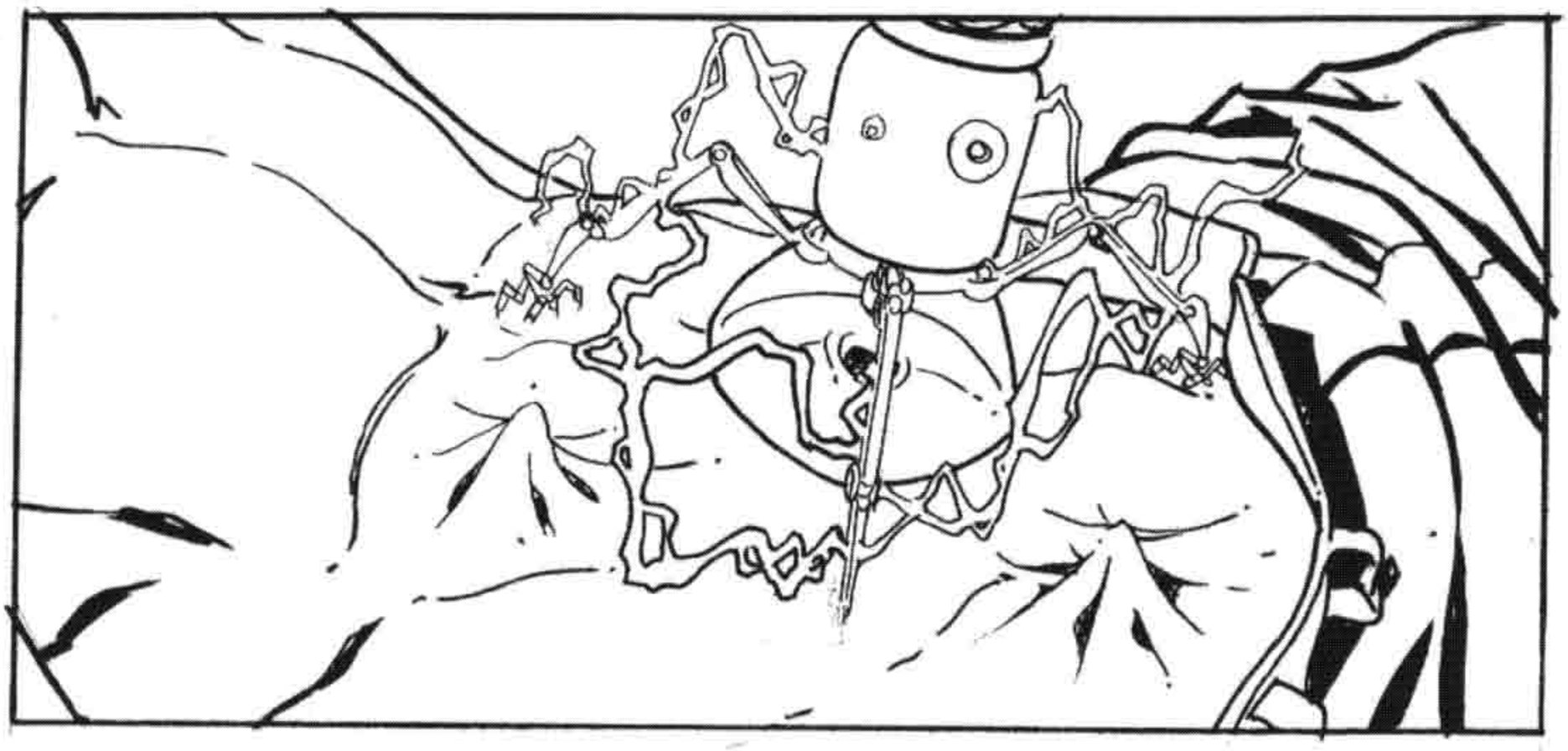


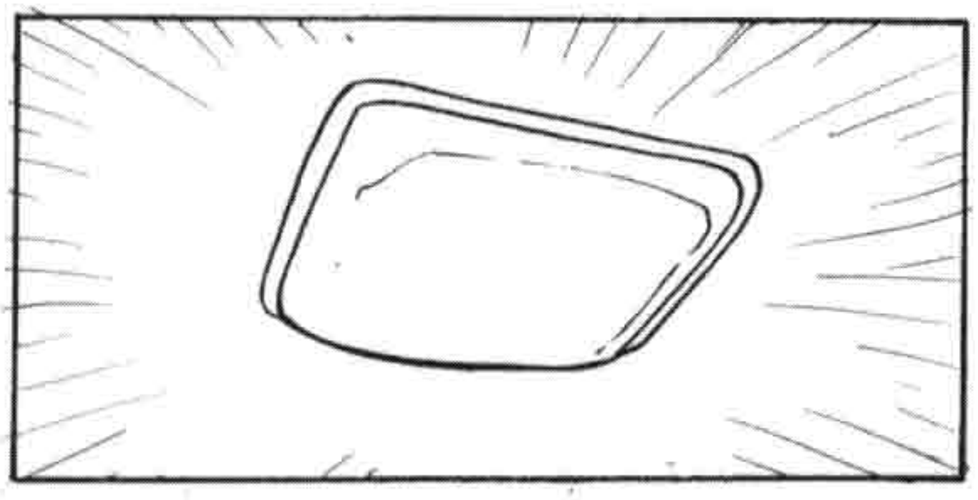
**Steve Skroce:** Here's a rack focus panel [second down] starting on Neo's abdomen and then pulling back to the monitor showing what this writhing creature looks like under his skin. We're pulling focus to see the bug wrapped around his intestines on the screen. They wanted to have a close-up of the bug as it starts to get anxious about being caught.



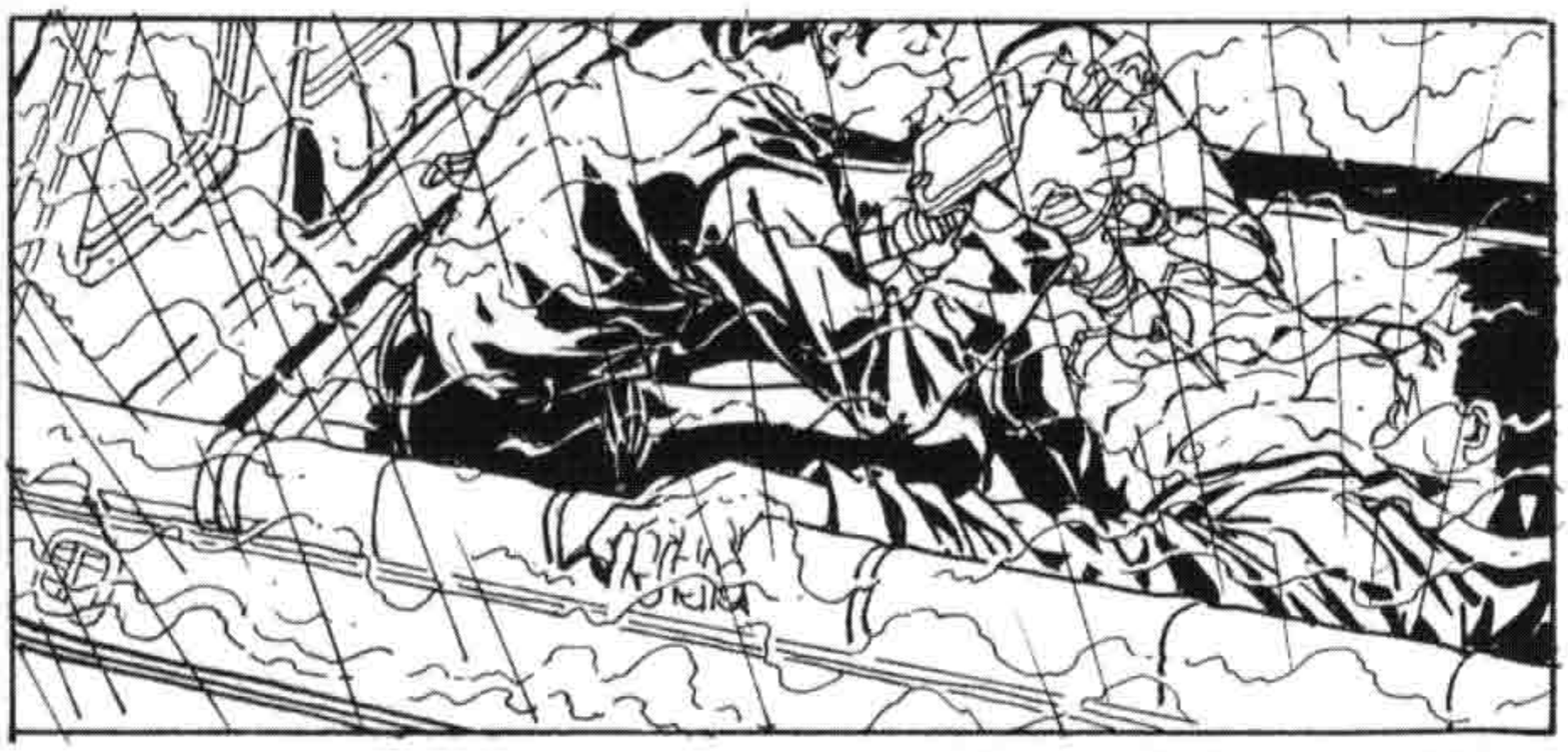
[At the bottom] is a close-up of his abdomen with the front of the bug extractor, showing the little tentacles coming out and the bug going crazy under the skin. Then the electricity hits, which was cut from the film. Originally there was a big flash when Trinity shorts out the bug and then it was to go black. In the film, this was turned into one shot where the cup from the extractor shows the bug starting to get sucked up into it, then we see the receptacle where the bug goes. You can see a little bit of bloody gore around the belly button. Most of this sequence is in the film, but cut up because it wasn't convenient to have the camera where it would have had to be to show it this way. The scene ends very accurately, where the bug is dropped out of the car and turns back into the ordinary wire-and-metal listening device.

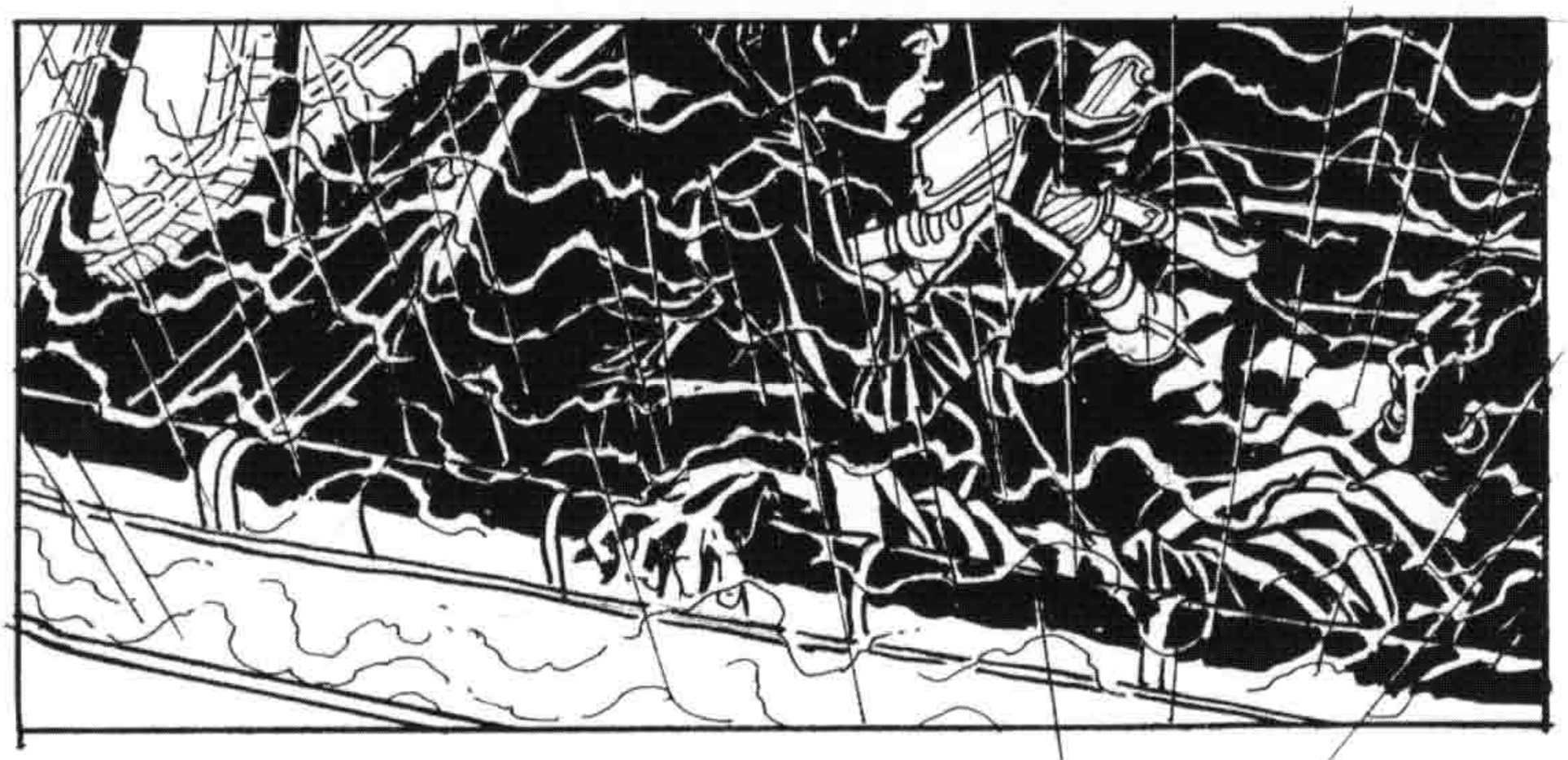






**Skroce:** The Bug Extraction scene was, incidentally, the last thing I drew. Geof had already designed the bug extractor with Larry and Andy when I got to it. They tried to think through in pseudoscience how the bug extractor works, what it is doing to Neo and his body, and how it is supposed to get the bug out. One hand steers the camera to where the bug is and the electrical field shorts out the bug. Trinity's right hand is the trigger hand where, once the bug is in her sight, she hits the trigger and sucks it up.



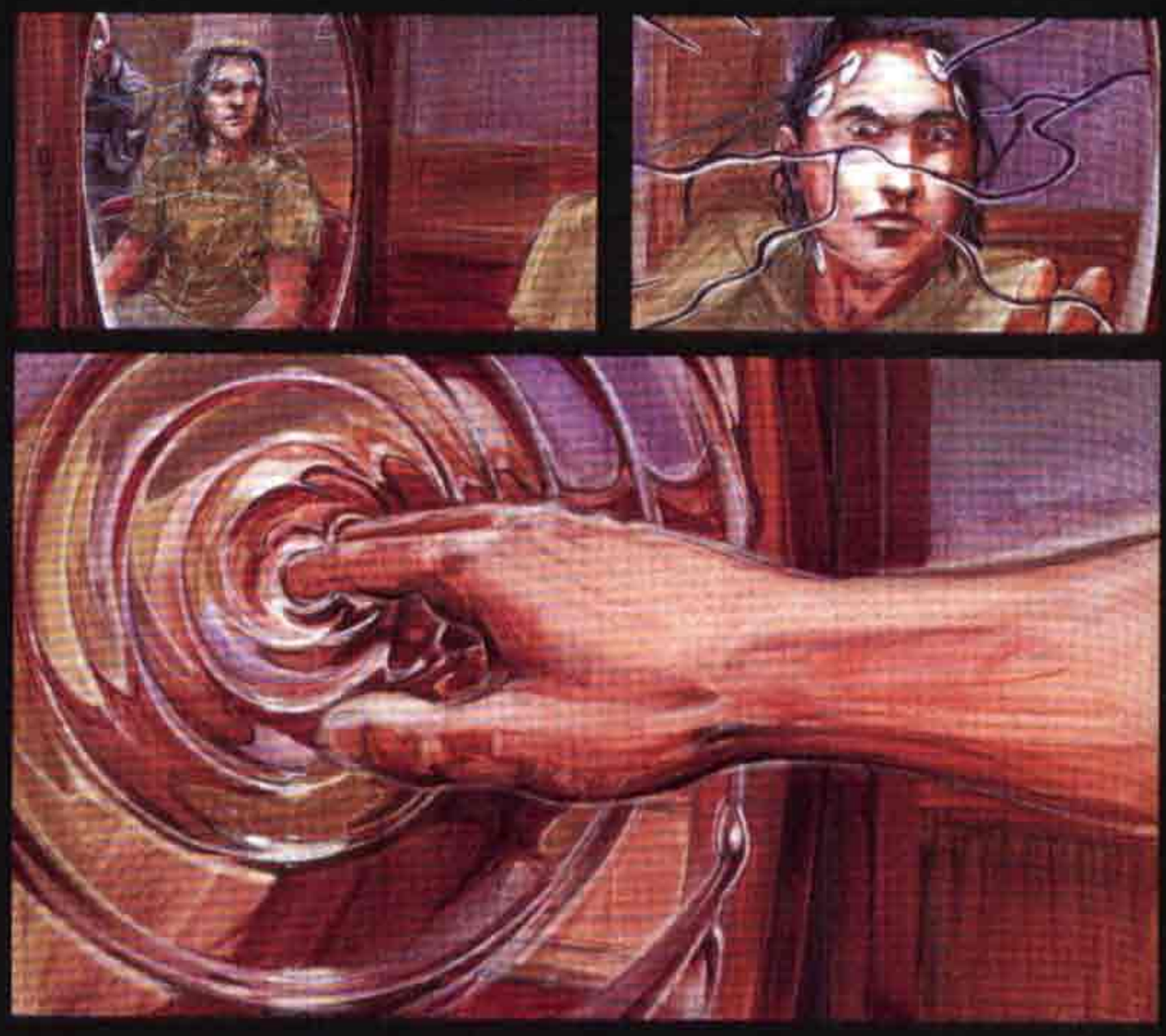


"...ALL I AM OFFERING IS THE TRUTH."

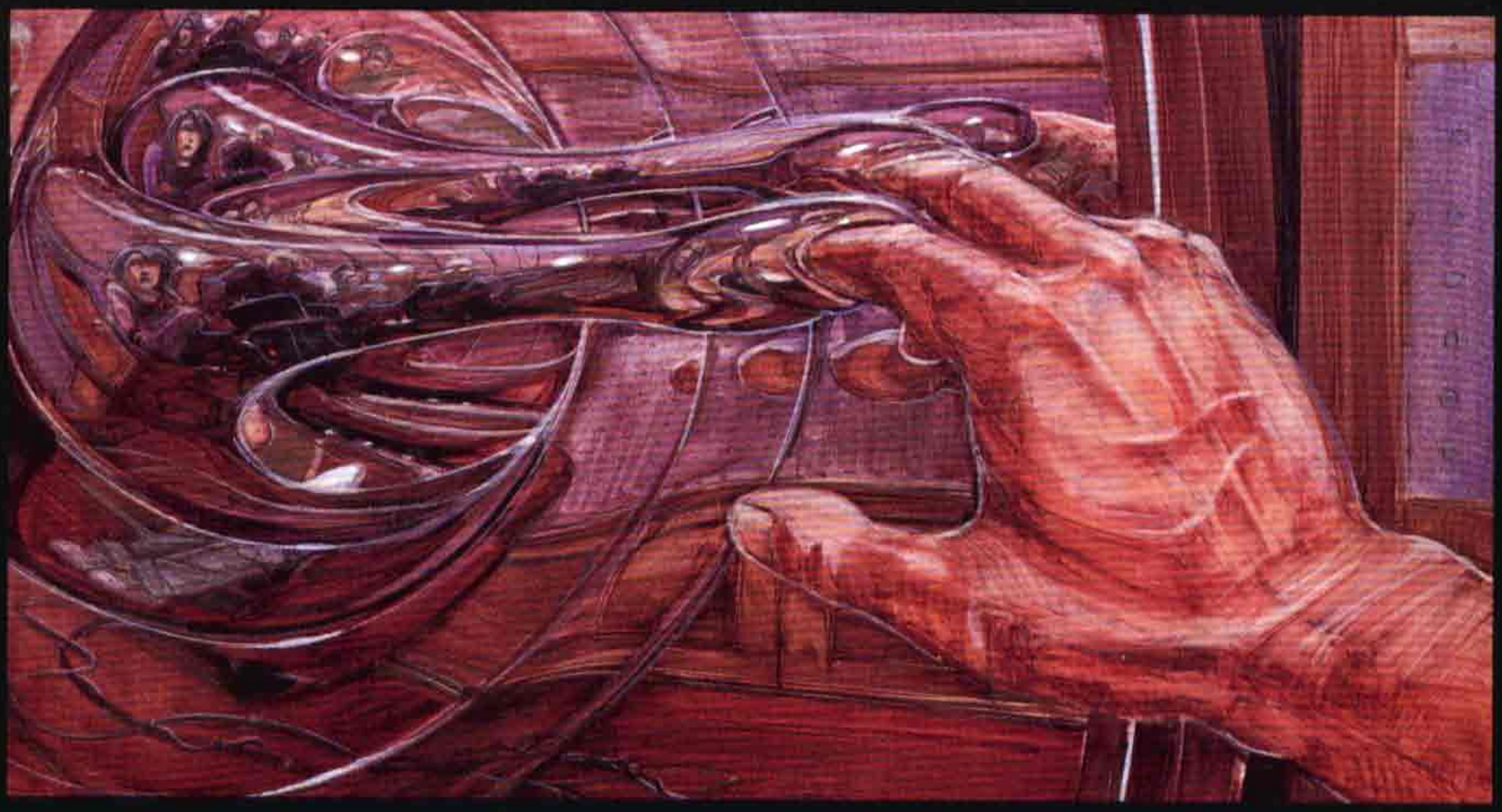
Lafayette Pills

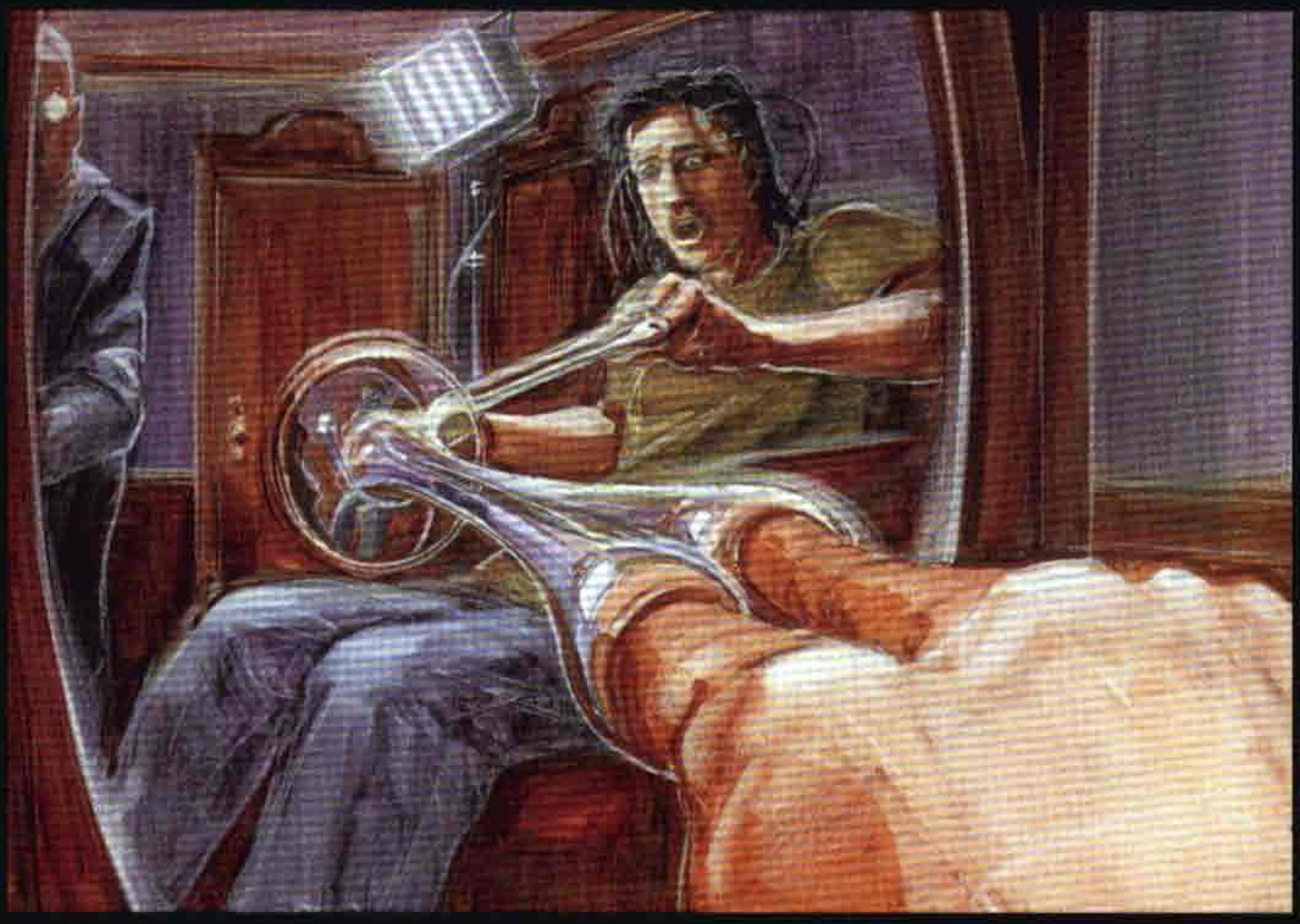
**Editor:** Any scene that included an optical effect needed to be boarded. Collin Grant illustrated this shot because the reflection of Neo in Morpheus's glasses was digitally added in postproduction. The glasses Laurence Fishburne wore during filming were masked with green to allow the needed shots to be dropped in.

"HAVE YOU EVER HAD A DREAM, NEO,
THAT YOU WERE SO SURE WAS REAL?"



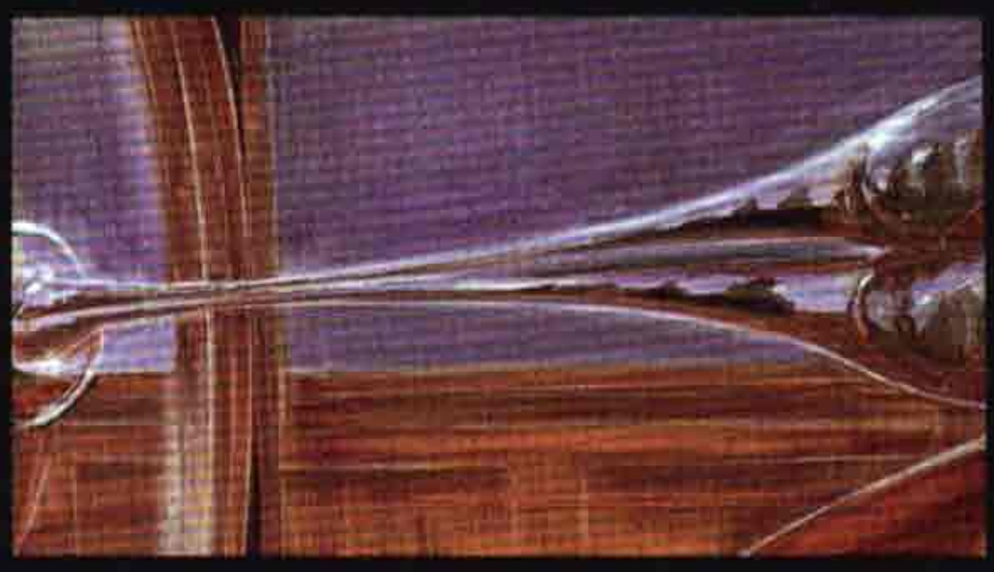
**Tani Kunitake:** I was contacted initially by one of the film's producers and right away went to have an interview with Larry and Andy. First off, they asked a bit about my film history and the projects I'd worked on. At that point, I'd done some conceptual illustrations for ARMAGEDDON and some other films, including the conceptual designs on BATMAN AND ROBIN for Warner Bros., so I guess that's where the contact was made. They looked over my portfolio and seemed to like it, asking what I felt about THE MATRIX, the story. I was very interested in the project, it was a really well-written script. Being fresh off BATMAN AND ROBIN I also liked the idea of getting into something a little more serious. THE MATRIX was the kind of science fiction story I always wanted to work on, having been polluted in my youth by seeing ALIEN. I left hoping I'd said the right things and, it seems I did, they hired me. I was shown the previous artwork by Steve Skroce and Geof Darrow and really liked the work they'd been doing. I knew Geof's work from comics like HARD BOILED, so it was really exciting to be working from his conceptuals. Back then, it was a really small crew—there were only the producers, Larry, Andy, and the other artists. Larry and Andy have a very non-Hollywood style and approach. As an artist, I'm usually screened by a production designer who deals with the director. Unless there is a special case during production, I usually have very little interaction with the director. With THE MATRIX, we were working with Larry and Andy directly. They would come into the room after meetings with the studio and update us—even on casting choices they were looking into. It felt like we were a large part of the production, at least in the conceptual stages.

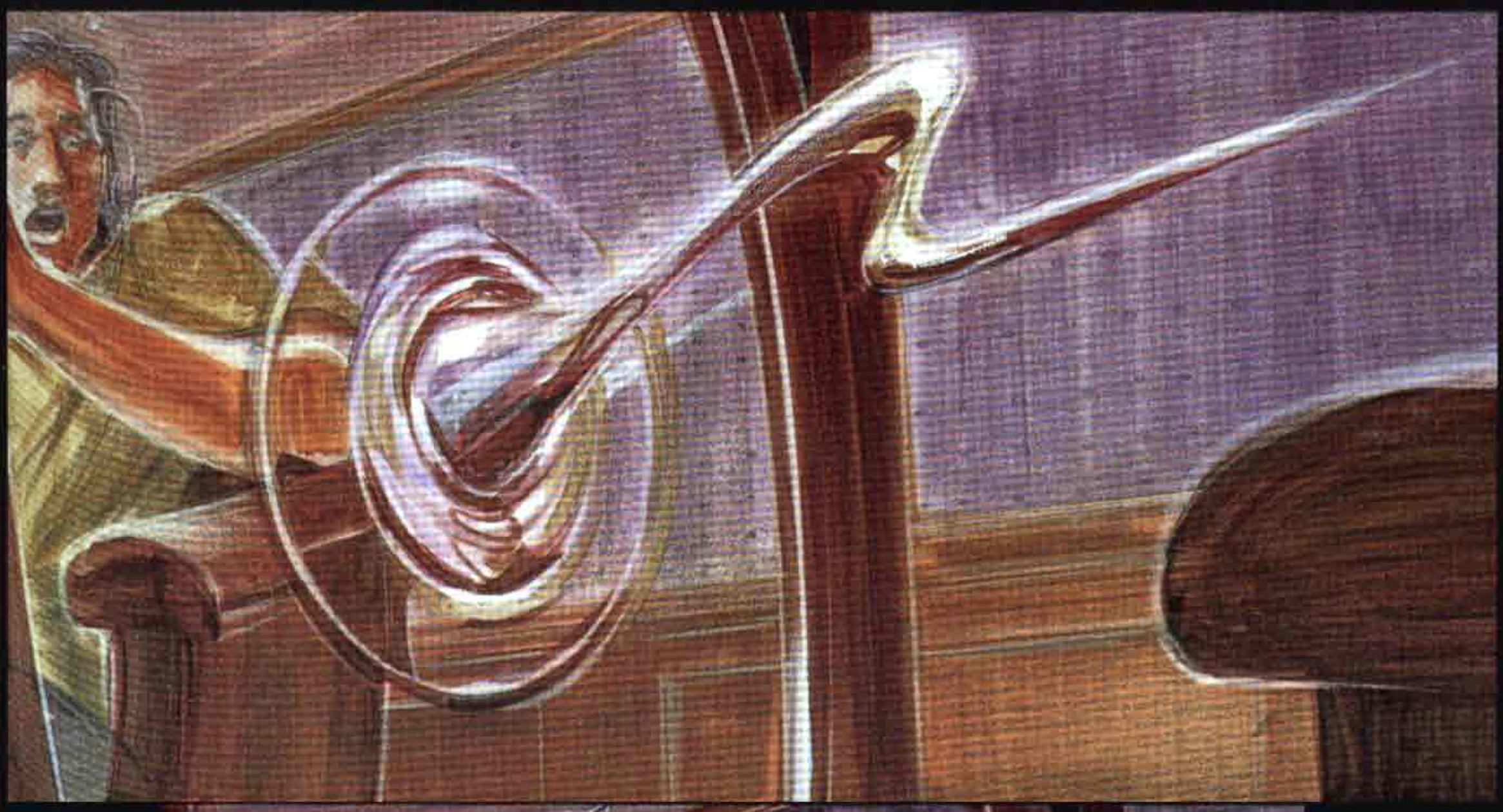




Lafayette Mirror

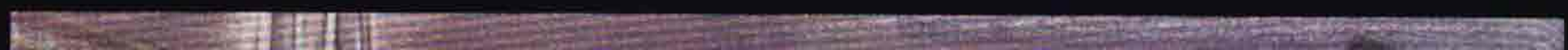
**Kunitake:** Before we got into the Lafayette Mirror scene, Larry and Andy showed me a great deal of M. C. Escher's work. What they wanted was a lot of reflection, pathways, doorways through the reflections, which is all in the script. I really enjoyed this scene because I particularly enjoyed this part of the script, it's one of my favorite scenes. The large withdraw from the mirror after Neo has touched it is a scene where they especially wanted to have hyper-real reflections. They wanted to see reflections grow for the principal characters. It happens very fast in the film and I guess it can only be seen in still frame, but it is there.

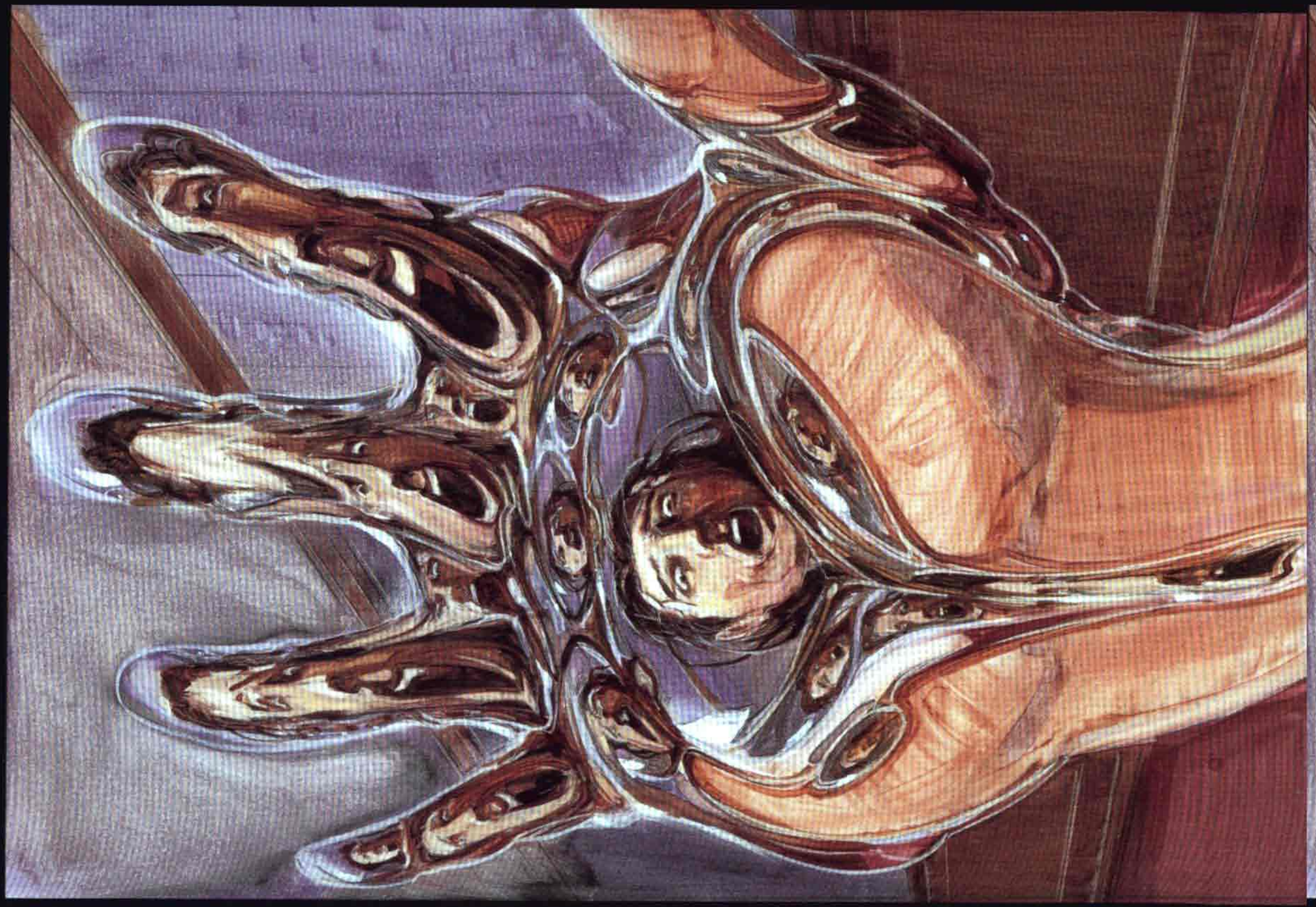




Lafayette Mirror

**Kunitake**: For reflections, there were five or six pieces of reflective material I used as reference; they were like mirrored balls. Larry and Andy wanted to distinctly get away from the "Terminator look," and that would be to have the reflection evolve with all the shapes/forms. They wanted mirrors within mirrors, reality and reflections compounding into infinity. With the open hand, we have more of a madhouse, everything has been distorted in Mr. Anderson's life. He sees himself as mad and distorted, and then it totally overtakes him.





**Kunitake:** I would work with Larry and Andy doing thumbnails, blocking out the scenes with them. They would move about the room acting it out or use action figures to show the framing through a little viewfinder. After the thumbnails were done, I'd go ahead and execute the illustrations.

The medium I used was ink marker and color pencils on vellum, which is like a tracing paper. This allowed me to scrub it off at any time with alcohol. If Larry and Andy didn't like part of the frame, wanted part of it altered, even a color change, I was able to rapidly make the modification.

"WELCOME TO THE REAL WORLD."

Power Plant

Scenes 30, 31, 32

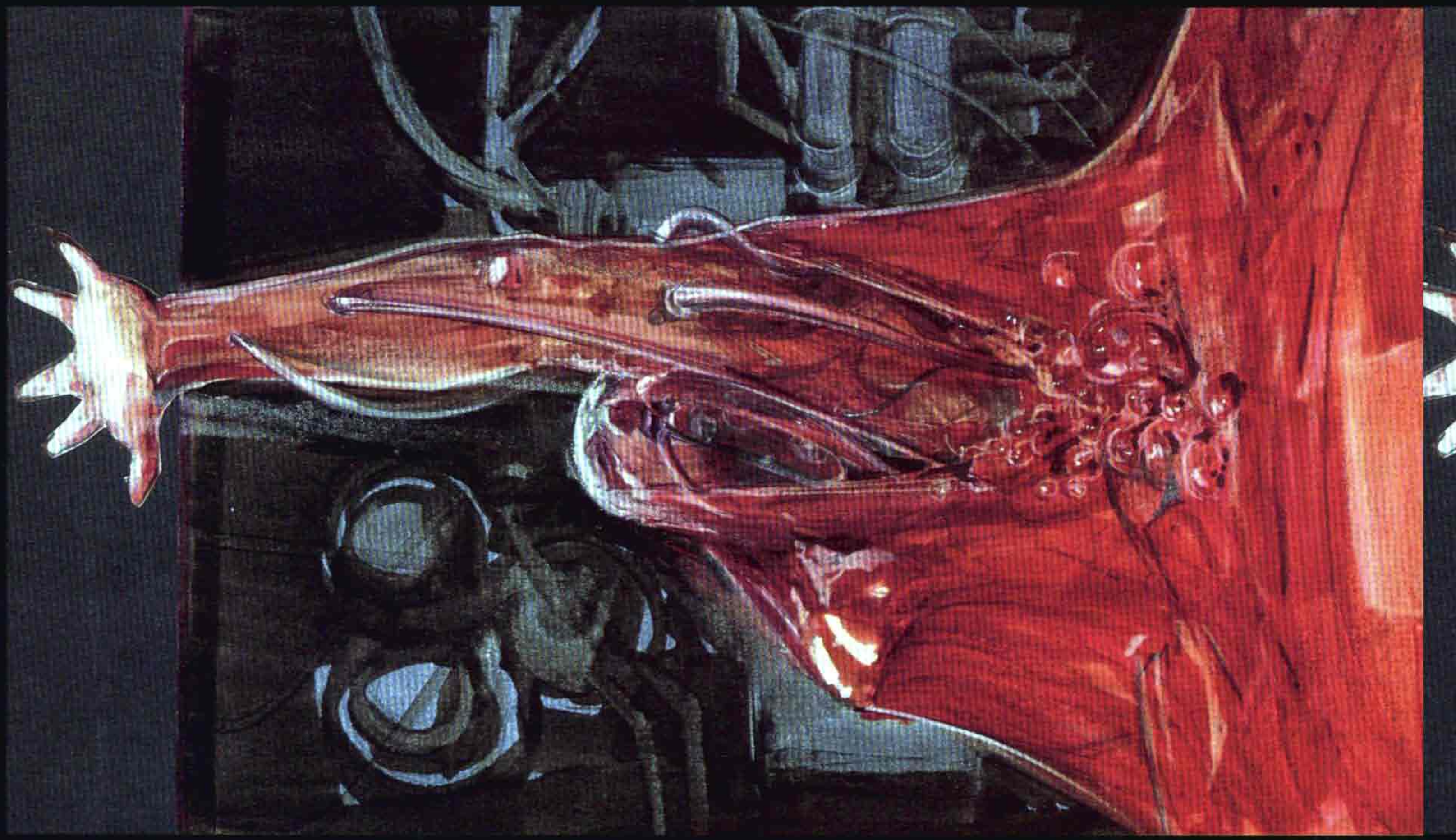
**Tani Kunitake:** The Power Plant was a fun one, the awakening scene. Again, Larry and Andy were pretty specific with the action blocking, but it was fun illustrating what they wanted.

Here, they wanted Neo to awaken in the pod and have the audience see what it was like through his eyes. So we went from inside his body, when the mirror flushes down through his throat, to him awakening in the pod, giving a really nice transition to the next scene, looking out through Neo's eyes. You've gone inside him in the previous scene and now come bursting out into the real world.

This is before I got the orders about not using arrows. On seeing them, the brothers immediately said, "No arrows!"

Here we have Neo stretching through the membrane (right); birth is always painful. We've got him attached to breathing tubes and the like to stop him from suffocating. All of this is straight from Geof's conceptual designs. Getting handed Geof's designs, complex beautiful pieces, and having to replicate them, you end up silhouetting a lot; he puts an amazing amount of detail in his drawings. Basically, what I was doing, besides blocking out action, was emphasizing the environment, the way the environment would feel, what color and light it was going to have. Each of the boards have a dramatic color palette. The Power Plant is very red throughout, compared to the sickly artificial green of the Matrix.

**Tani Kunitake:** The Power Plant was a fun one, the awakening scene. Again, Larry and Andy



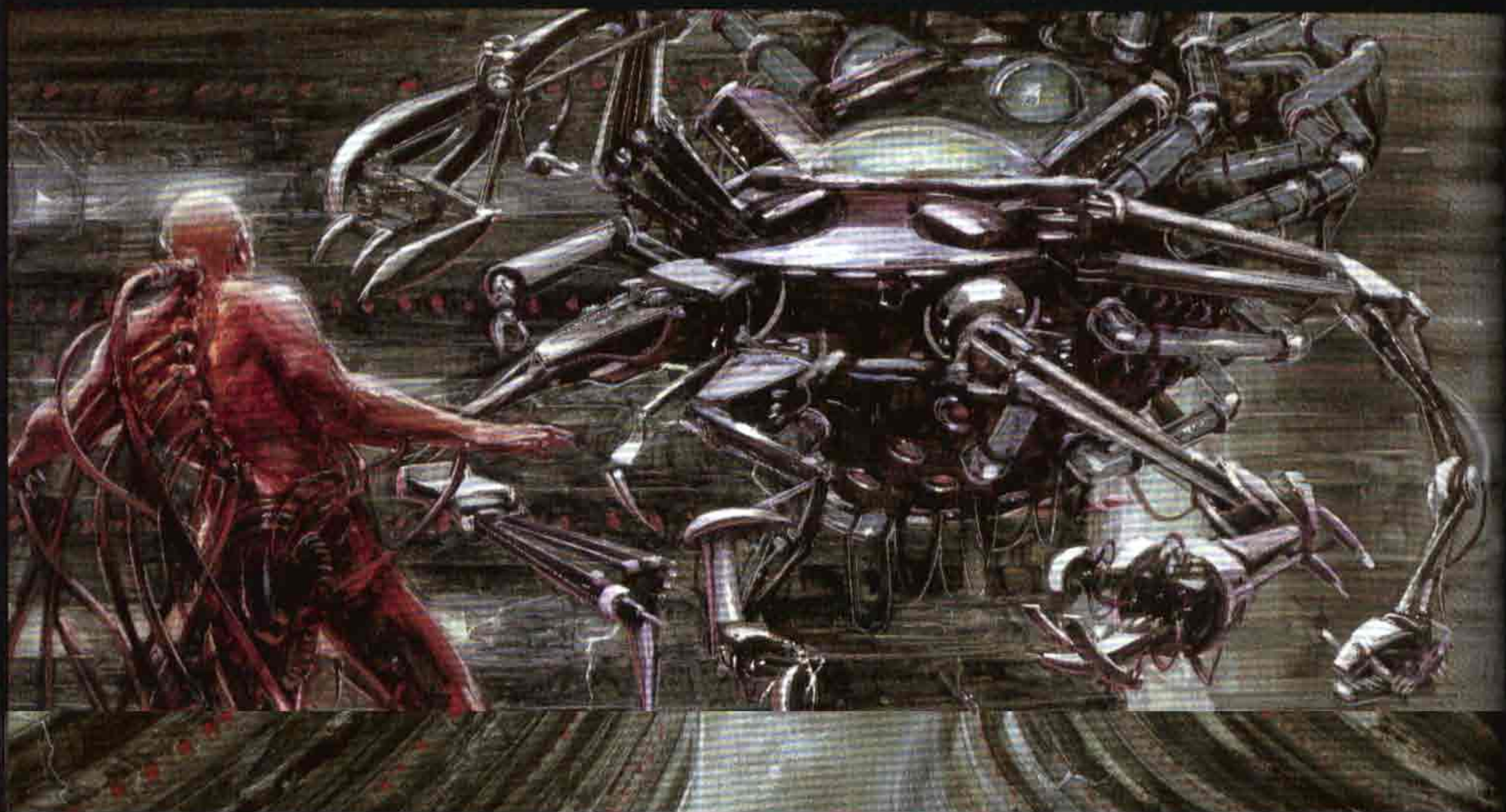
**Kunitake:** Here's Neo suffocating. He's just yanked the tubes out of his mouth, discovering he's plugged in everywhere, not really believing anything that is happening around him. There were going to be little machines running around, little RepairBots, like spiders, which would scurry and scamper around the pods; they can be seen in Geof's conceptuals (see page 257).

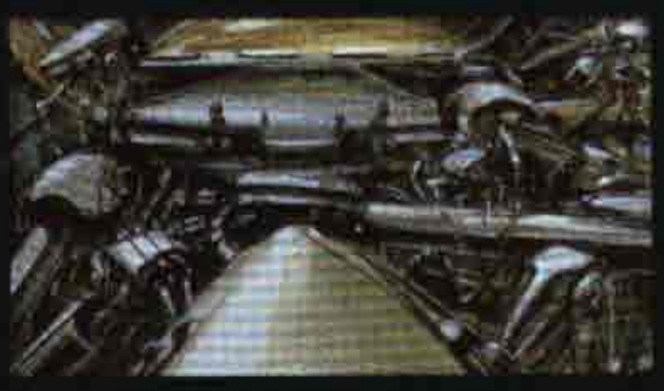
**Kunitake:** Inside the pods, Larry and Andy wanted a thick red gel. For the initial boards in this sequence, it's pretty much black and white, adding red. Then, when he breaks out of the pod, we add more of the other colors, getting to an establishing shot of the total environment. It was basically a transition from black, white, and red to a full-color environment.

**Kunitake:** This (below) is one of the very first I did. It's interesting because it started off as an environmental conceptual mainly to find the color palette, the scale of the towers Geof had drawn, and to try to get everything from the light flashes to the mounting smoke to the feel of infinity. Initially, I was hired as a conceptual illustrator for the environments, to create illustrations based on Geof's designs, adding lighting and the sweeping camera movements. It was after this illustration that Larry and Andy asked me to continue in a more storyboard/storytelling direction. We started with this shot and got the environment set with the color palette and then went through the sequence shot by shot. They were very specific what moments they wanted to see in color.

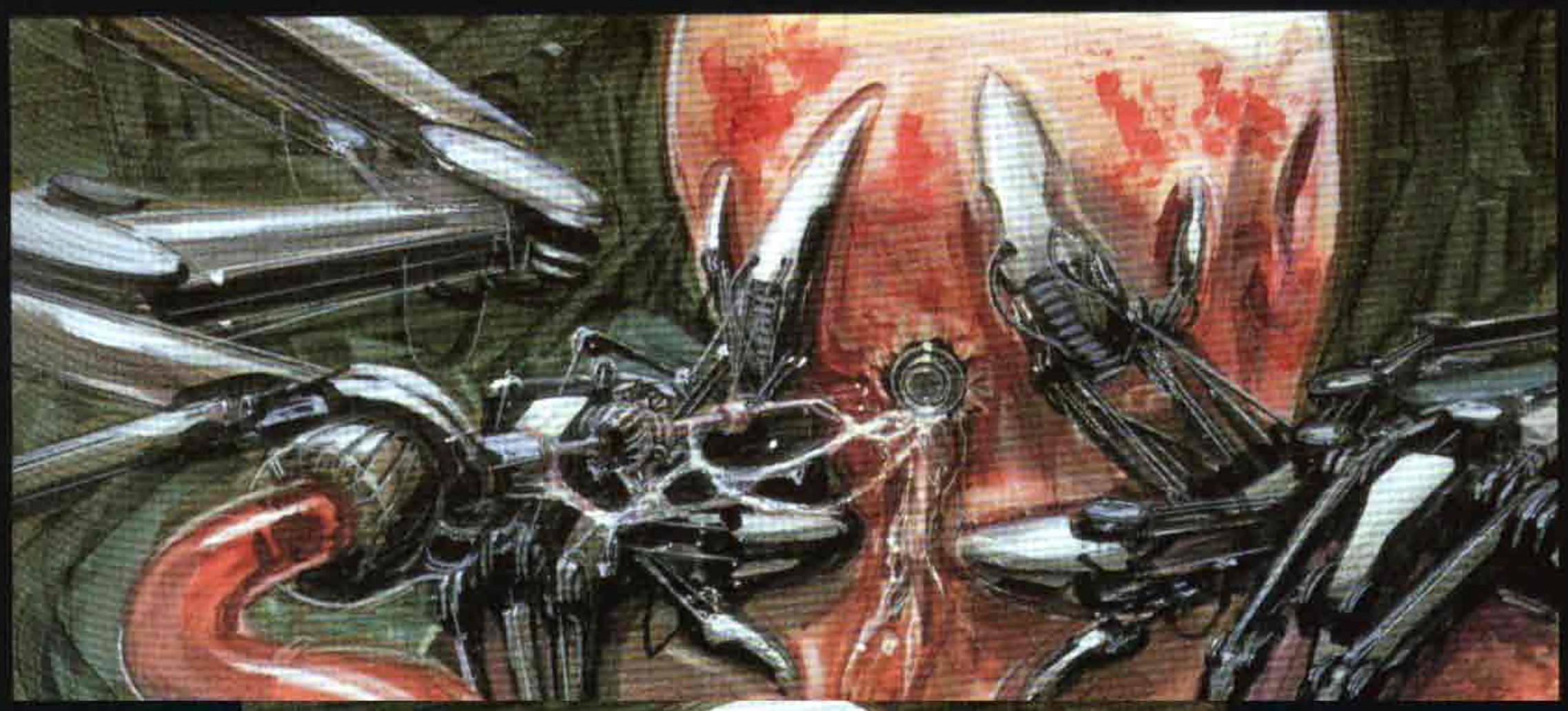
**Kunitake:** This (below) is one of the very first I did. It's interesting because it started off as an environmental conceptual mainly to find the color palette, the scale of the towers Geof

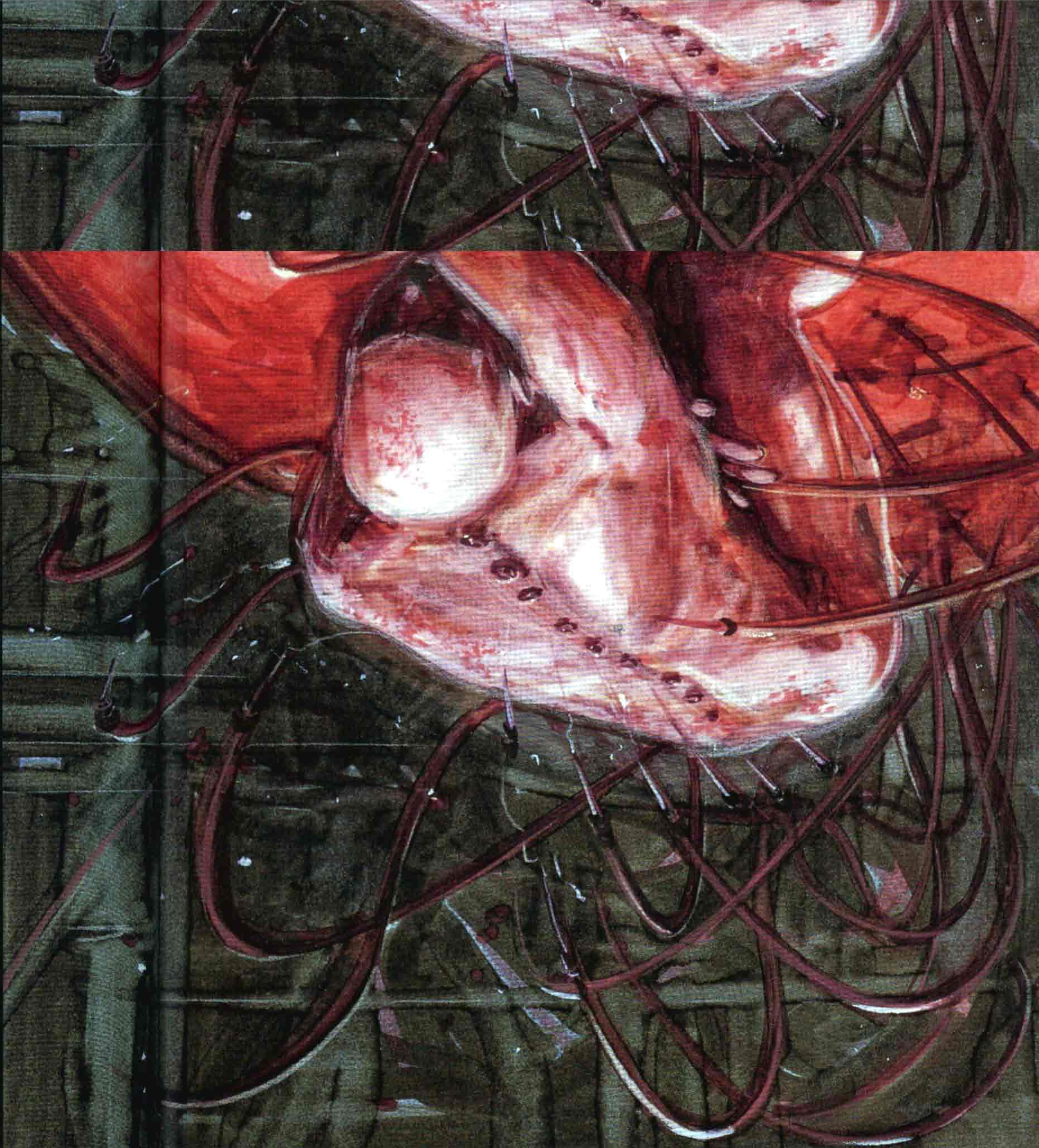
**Kunitake:** One thing that was really nice in the film, something that wasn't in the storyboards, was the reflection Neo sees of himself on the face of the DocBot. I thought that was a really cool evolution from the boards, tying in to his whole path. When this robot comes down, very threatening, Larry and Andy wanted a bit of a shock, so it reaches out and grabs his throat. As an audience, you're thinking it's going to twist his head off, but it actually disengages. They'd talk about how the DocBot is reading Neo as a dead body, a dead battery, and disengages him so it can flush him from the pod. Even in the script, they wanted it to be very graphic, very shocking. I was trying hard to get that sensibility.



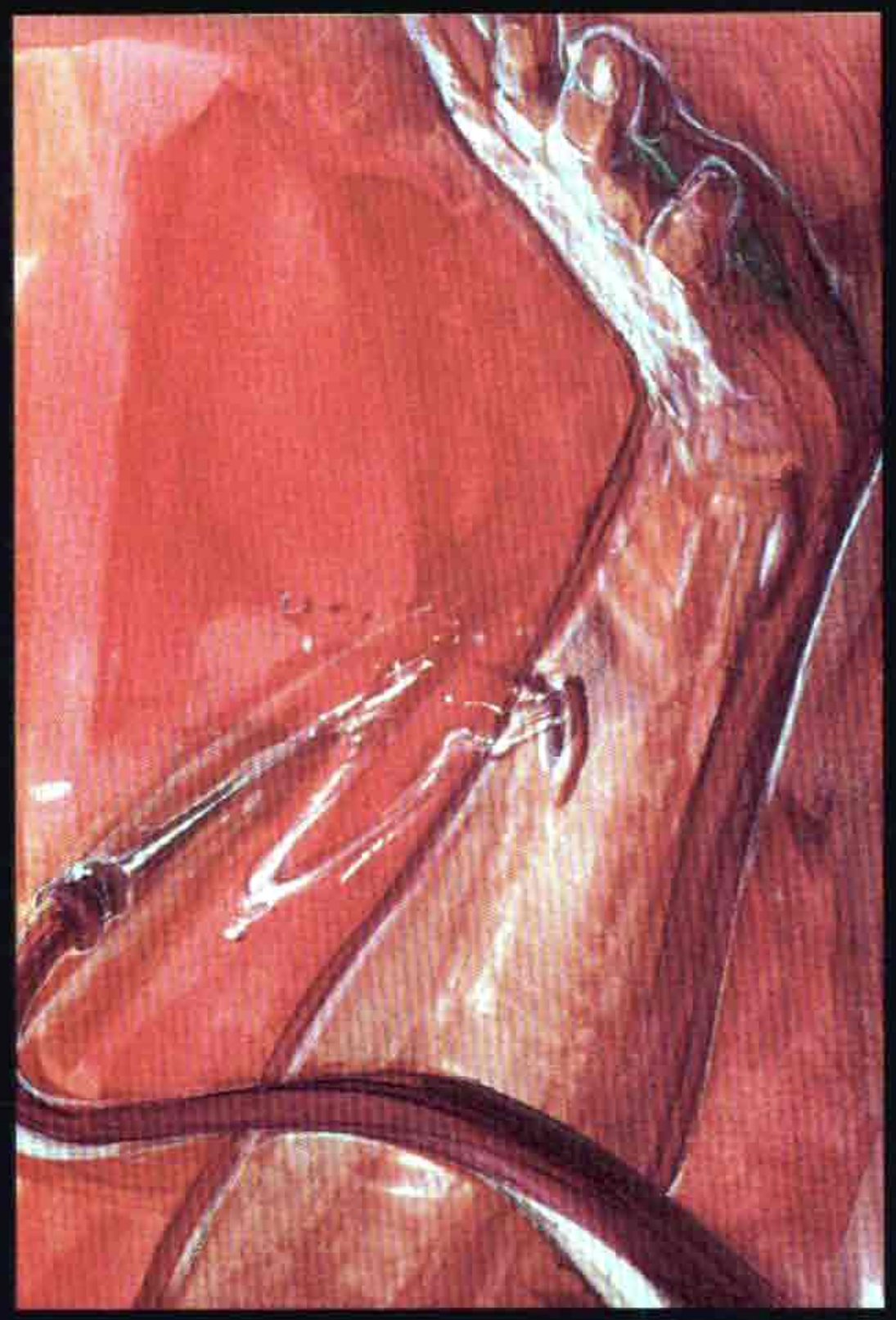


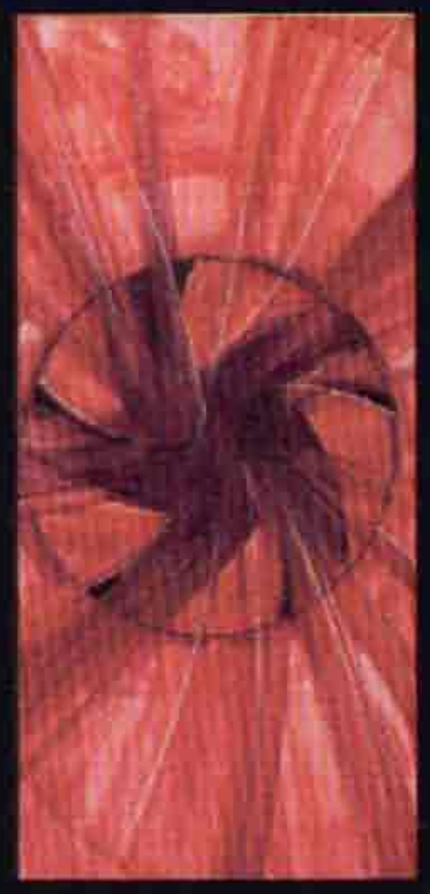
**Kunitake:** The direction and feedback Larry and Andy gave was better than good. It was like they had this psychic link. I'd ask if I was going in the right direction, and they'd turn to each other and one would start a sentence and the other would finish it. We'd be back and forth, I'd sketch a bit, then they'd sketch a bit. The sound effects were particularly fun. Larry and Andy made sound effects as they described things, making what they wanted even clearer.

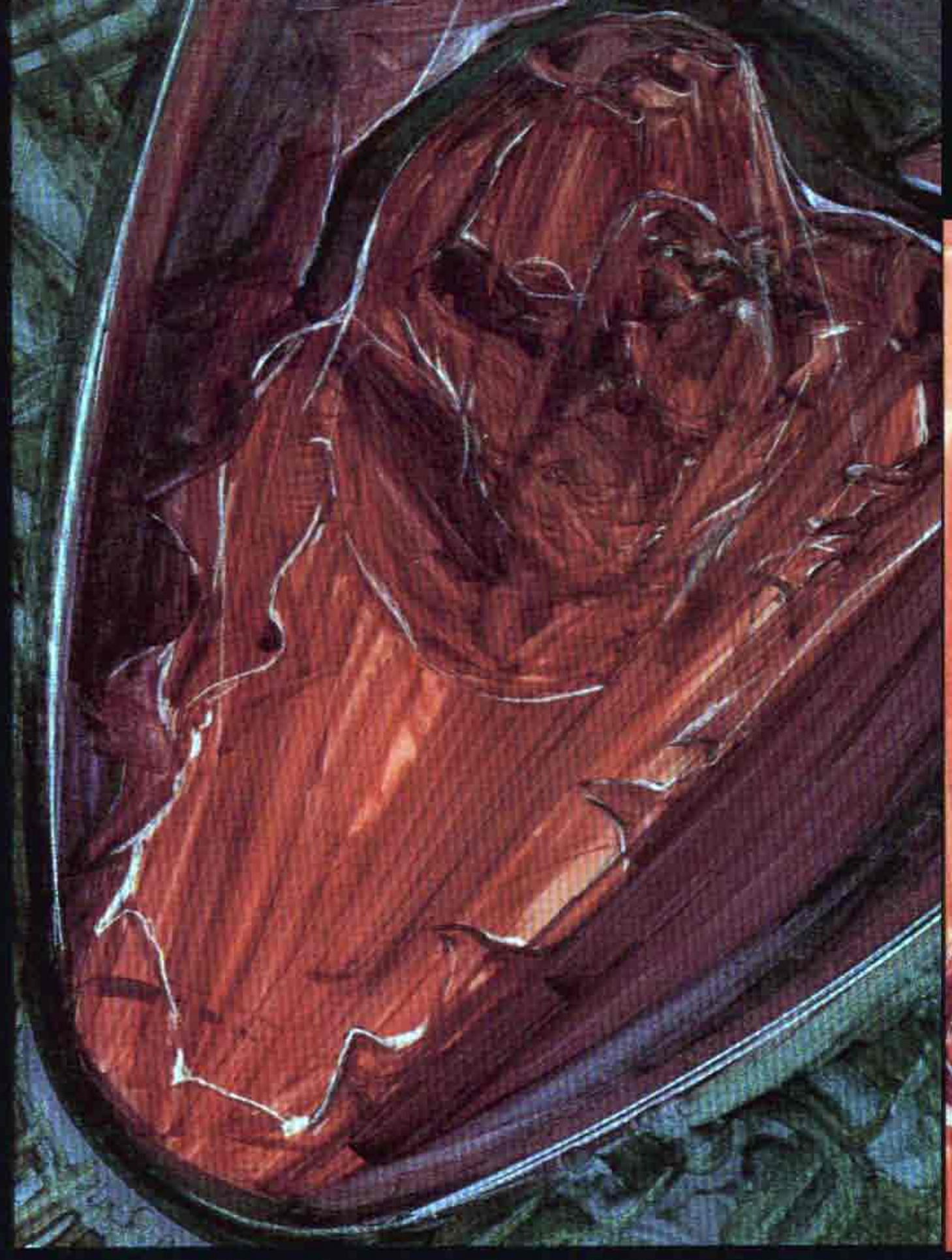


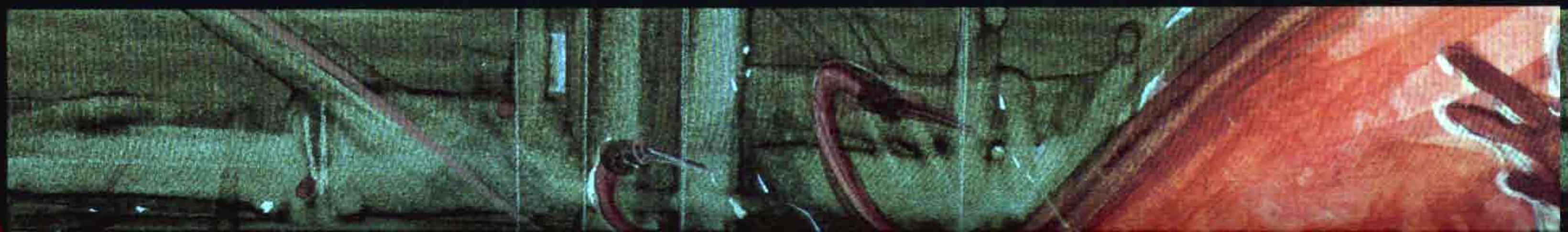


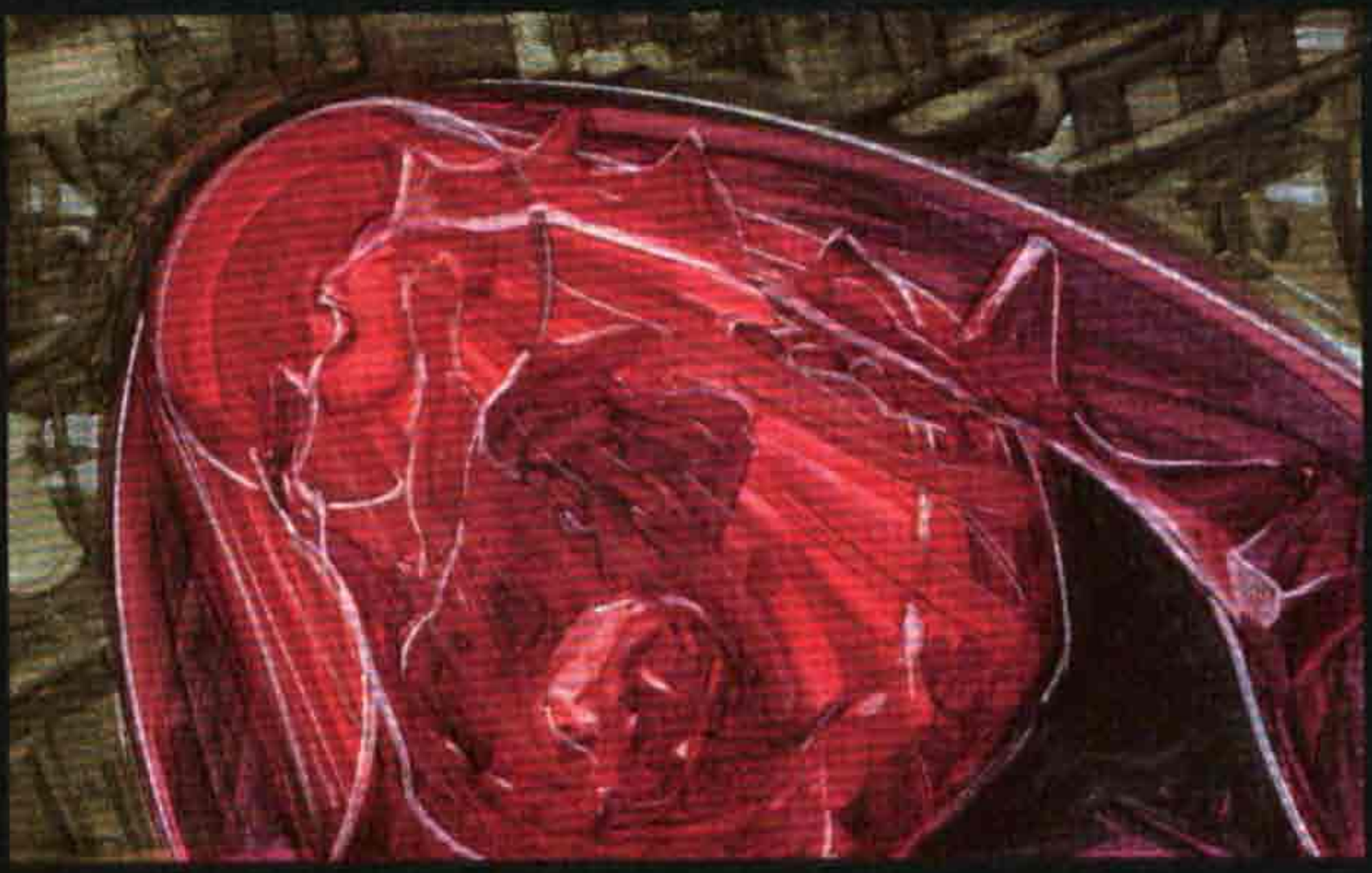
ROBOT CHECK

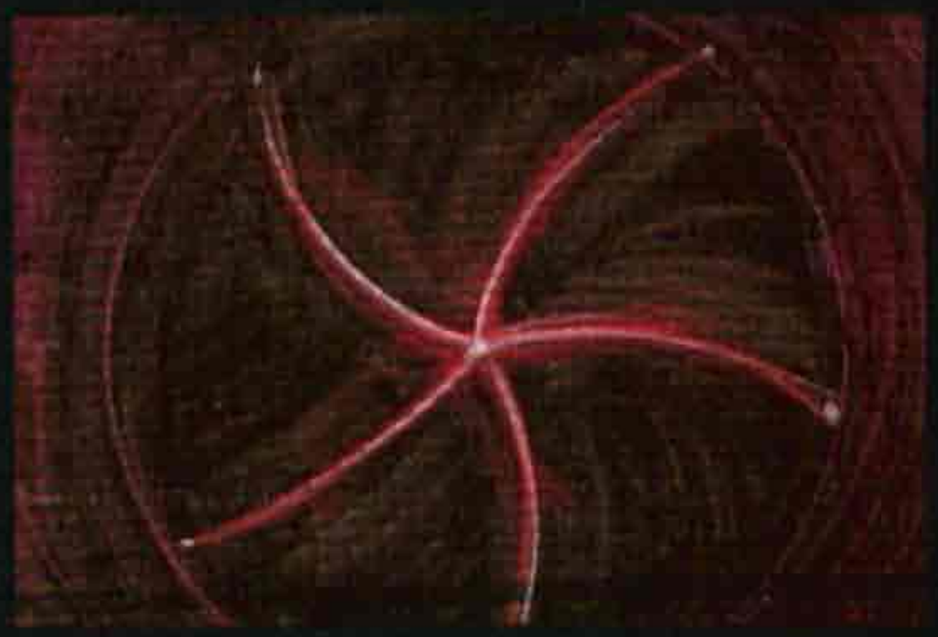




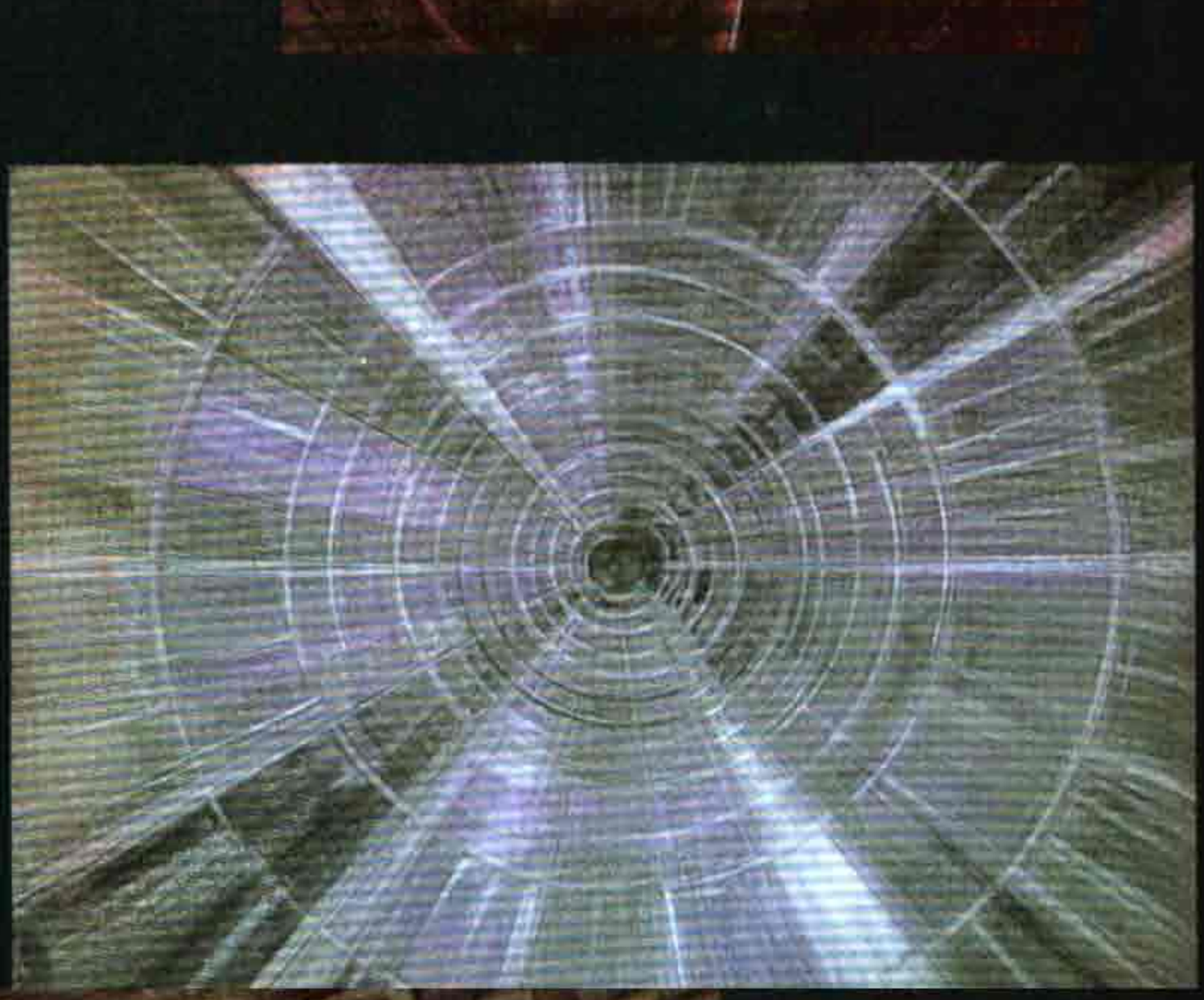


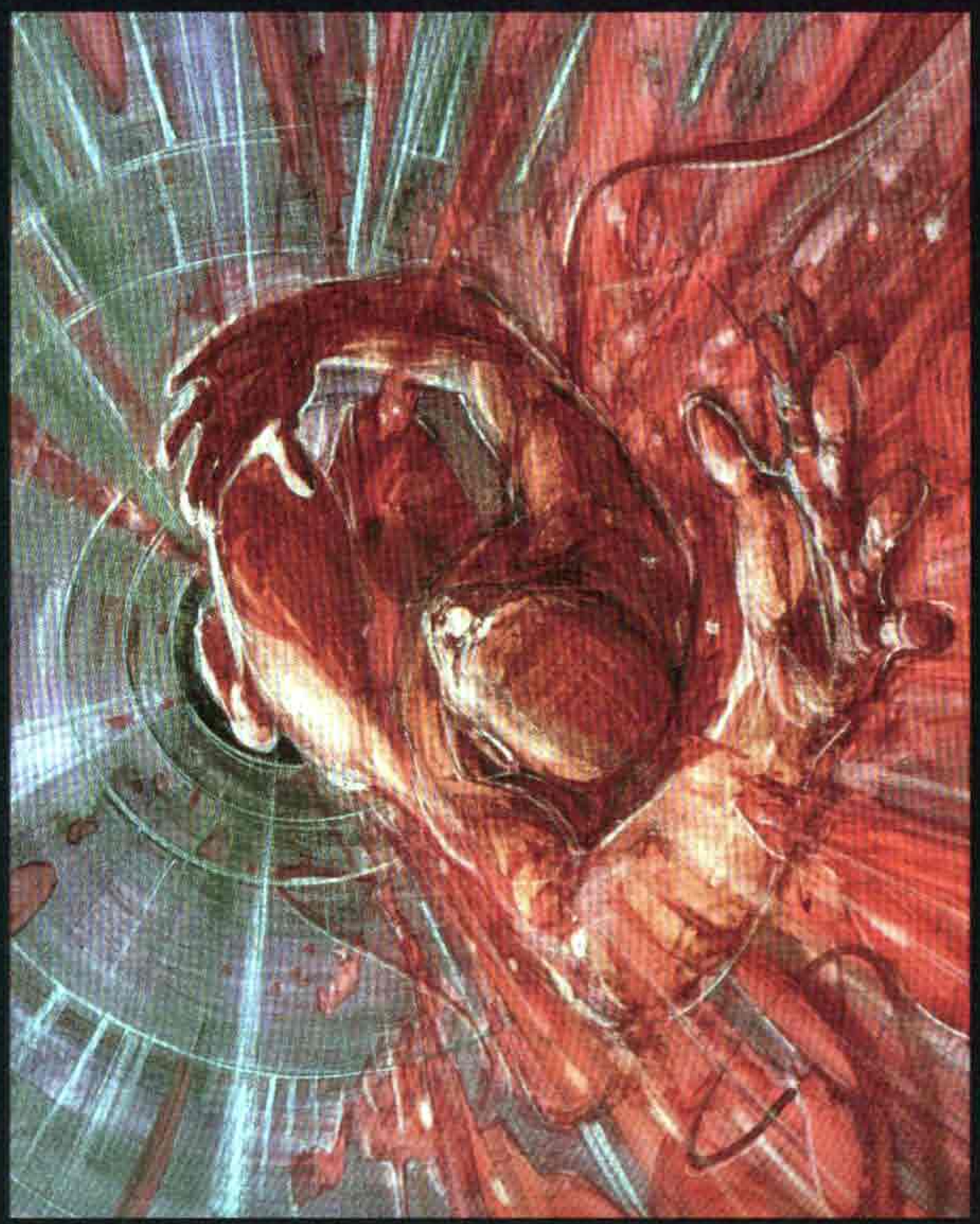


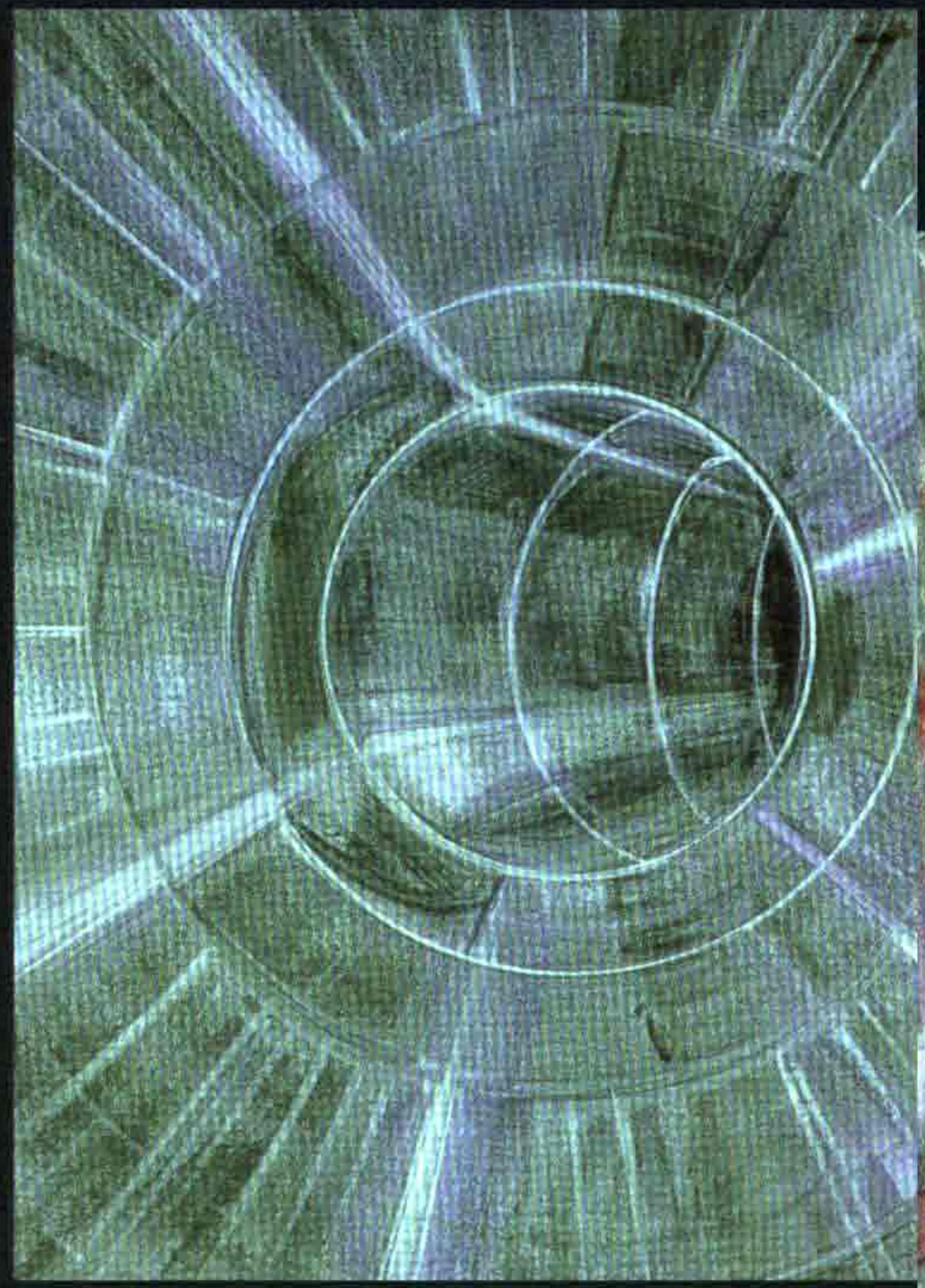


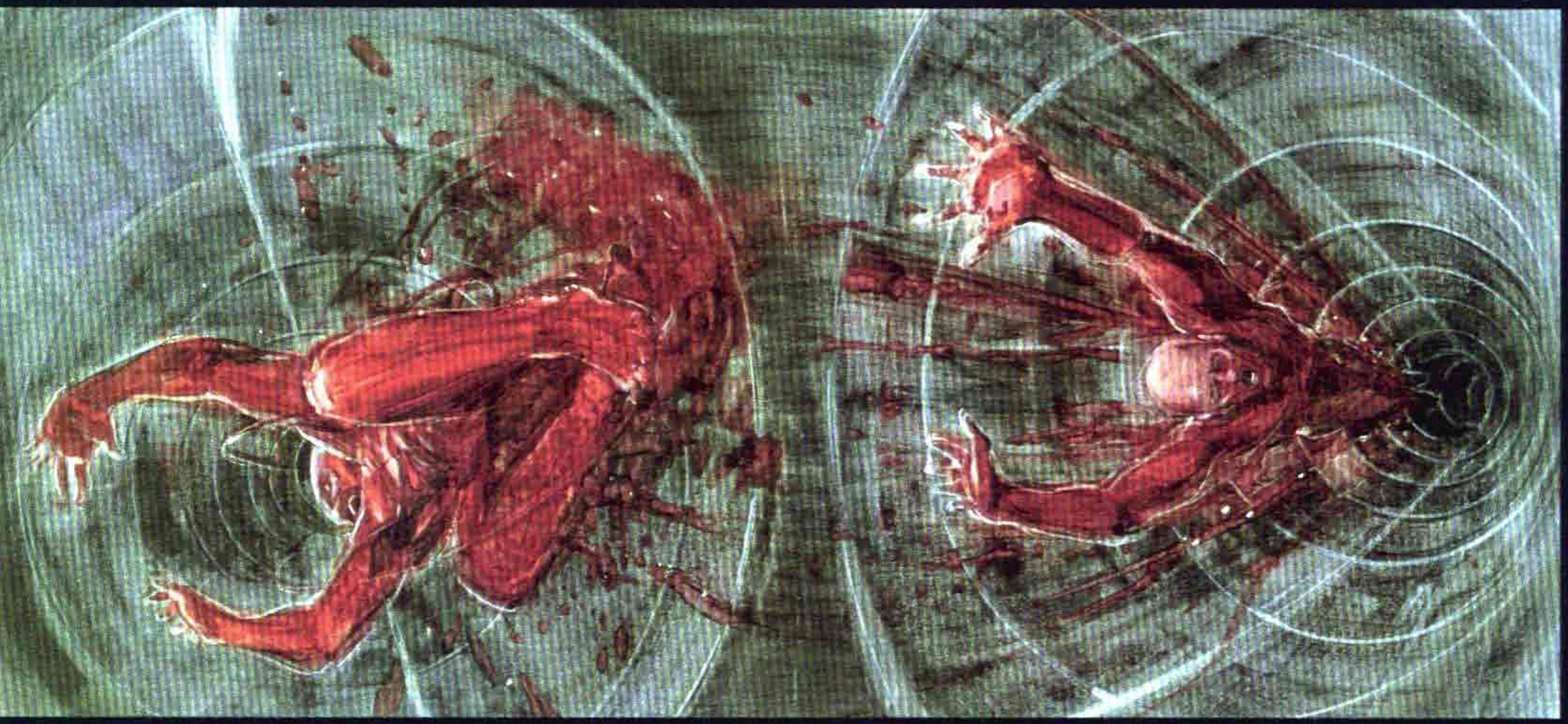


**Kunitake**: Here we see Neo being aborted, flushed down the toilet. I like the way they handled it in the film a lot better. The main difference is the color. Here Neo seems to hold onto the crimson until he gets immersed in the sewage. The way they filmed it feels a lot more visceral in comparison. They went into high contrast with the nightmarish flashes as he shot down the tube.

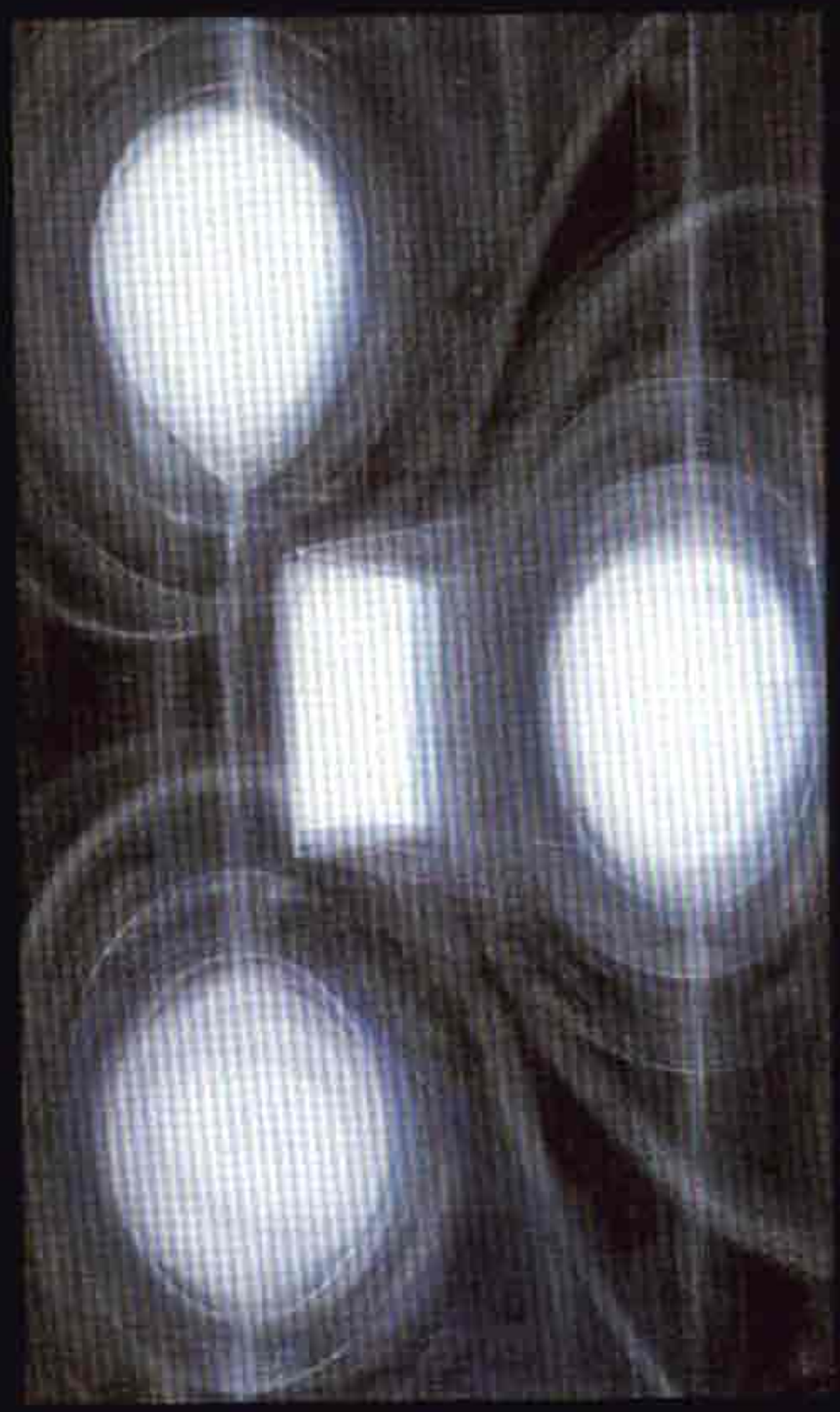


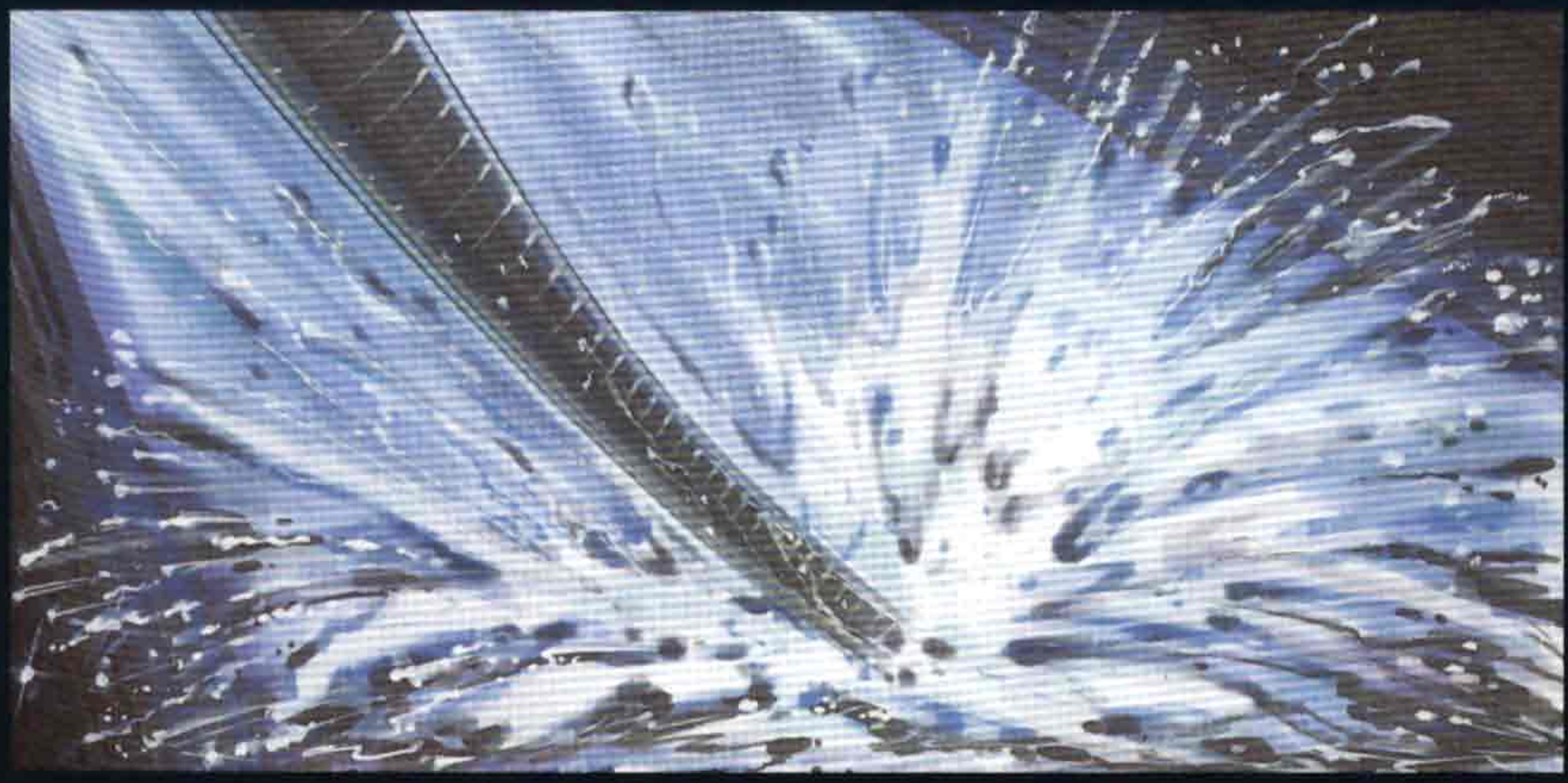






**Kunitake:** One of the earlier concepts we talked about was a membrane wrapped around Neo, a kind of birthing sac, which would have traveled down the pipes with him, breaking away. That's why the scene in the boards seems a little longer—and he is so full of crimson—because there was a shedding process going on.





Power Plant

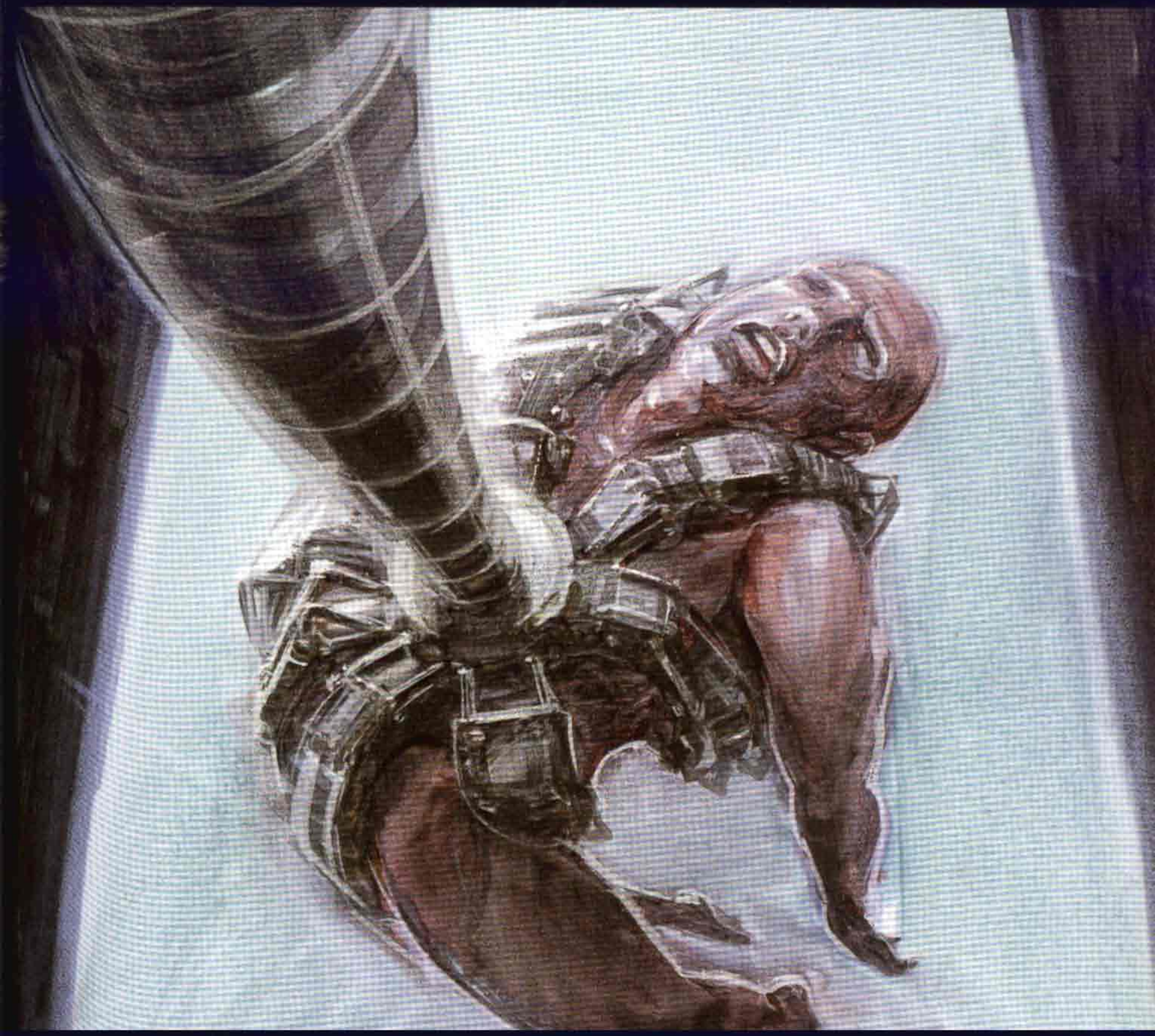
**Kunitake:** It was great working with Larry and Andy. For one thing, the script was strong, you could get a visual understanding just by reading it. What's more, they were able to describe the shots with a specific graphic request for each image, even telling me what they wanted to feel in the scene, making my job all the easier.

**Kunitake:** The first time I saw this sequence on film, I was surprised at how close it was to what we boarded. It felt good. I'm glad the studio approved all of the images we conceptualized. Usually, that's not the fact in film. Often, things get dumped out because of budgetary constraints and time. These shots are a really nice thing to see on film because in the earlier stages of conceptualizing, your expectations are very high. When you see the translation to film, it doesn't usually meet your expectations; with this film it did, and in fact actually improved—the shots went to a higher level.

THE MATRIX was not just another job for me, it's the best thing I've ever worked on. It was disheartening when they killed THE MATRIX for a little bit during preproduction, but I felt strongly about this project and was hoping it would get turned around, which it thankfully did. THE MATRIX was a difficult concept to sell, but what Larry and Andy did was excellent, holding the studio's hand with these very visual storyboards and conceptuals, walking execs through the understanding of the film.

**Kunitake:** Unlike a lot of films where we are restricted in our illustrations to the limitations of an aspect ratio, Larry and Andy wanted these boards to tell a story and not be typical framing. It was very interesting that they did not want action arrows or blocking directions with each frame. They wanted a solid piece of art, like a snapshot of what they wanted to see on film. This is from their comic background, no doubt. It was nice working with people from this industry, a rewarding experience. I think with this approach, having a loose frame, Larry and Andy were able to take the image and develop it even further. They weren't boxed in by a predetermined camera setup. With the boards, they wanted to capture the feelings of the shots as well as illustrate the images.



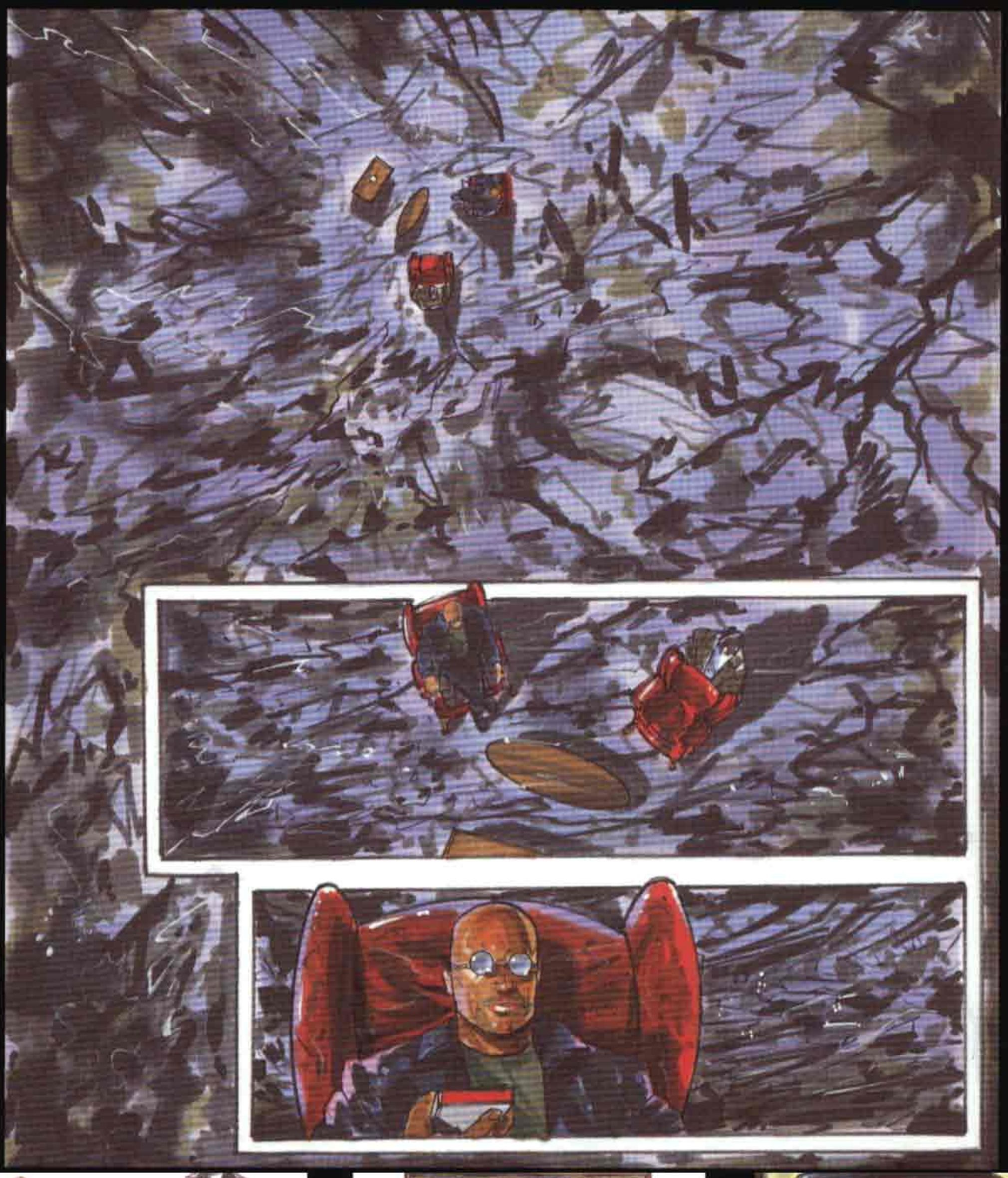


"THE DESERT OF THE REAL."

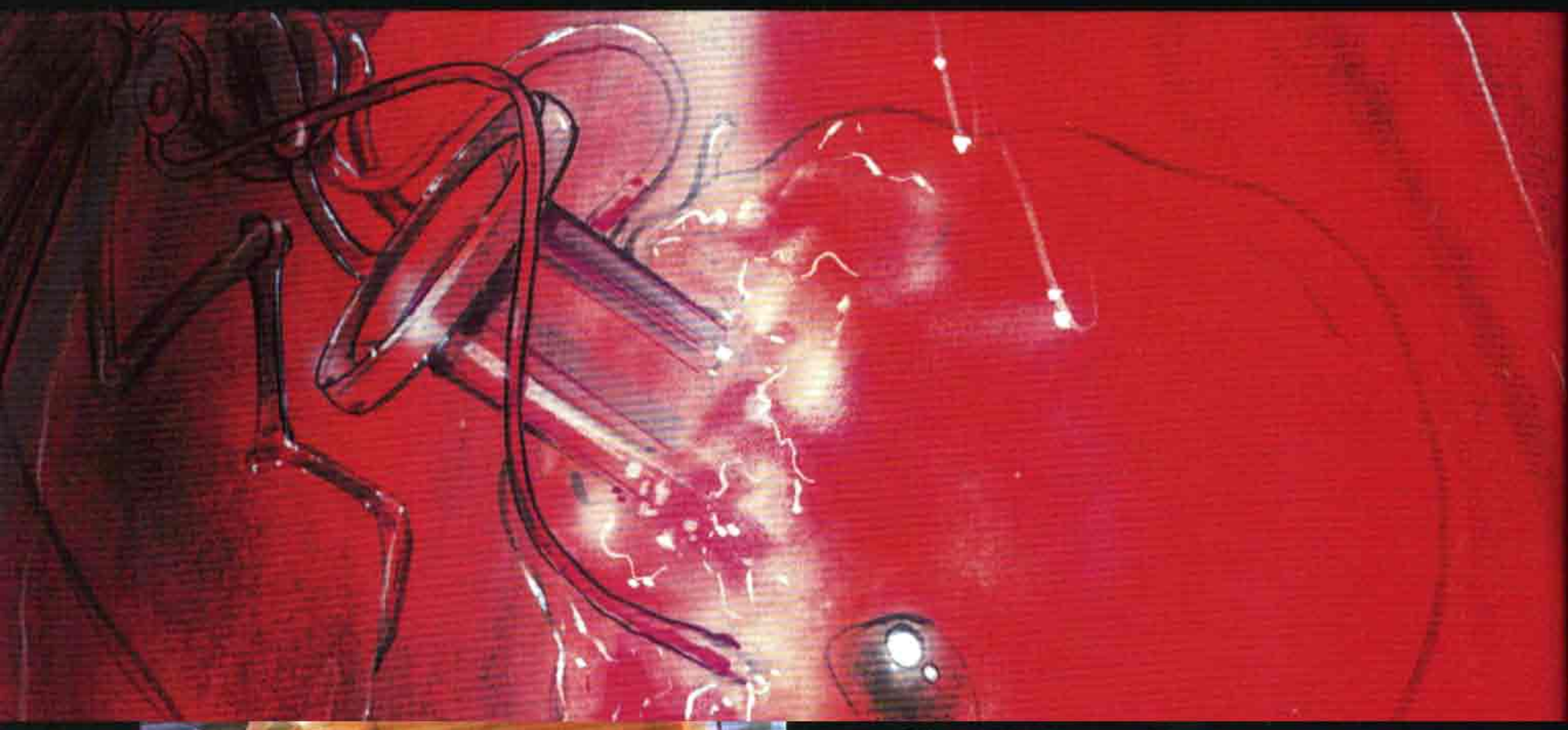
History Program

Scenes 39, 40, A40, 41

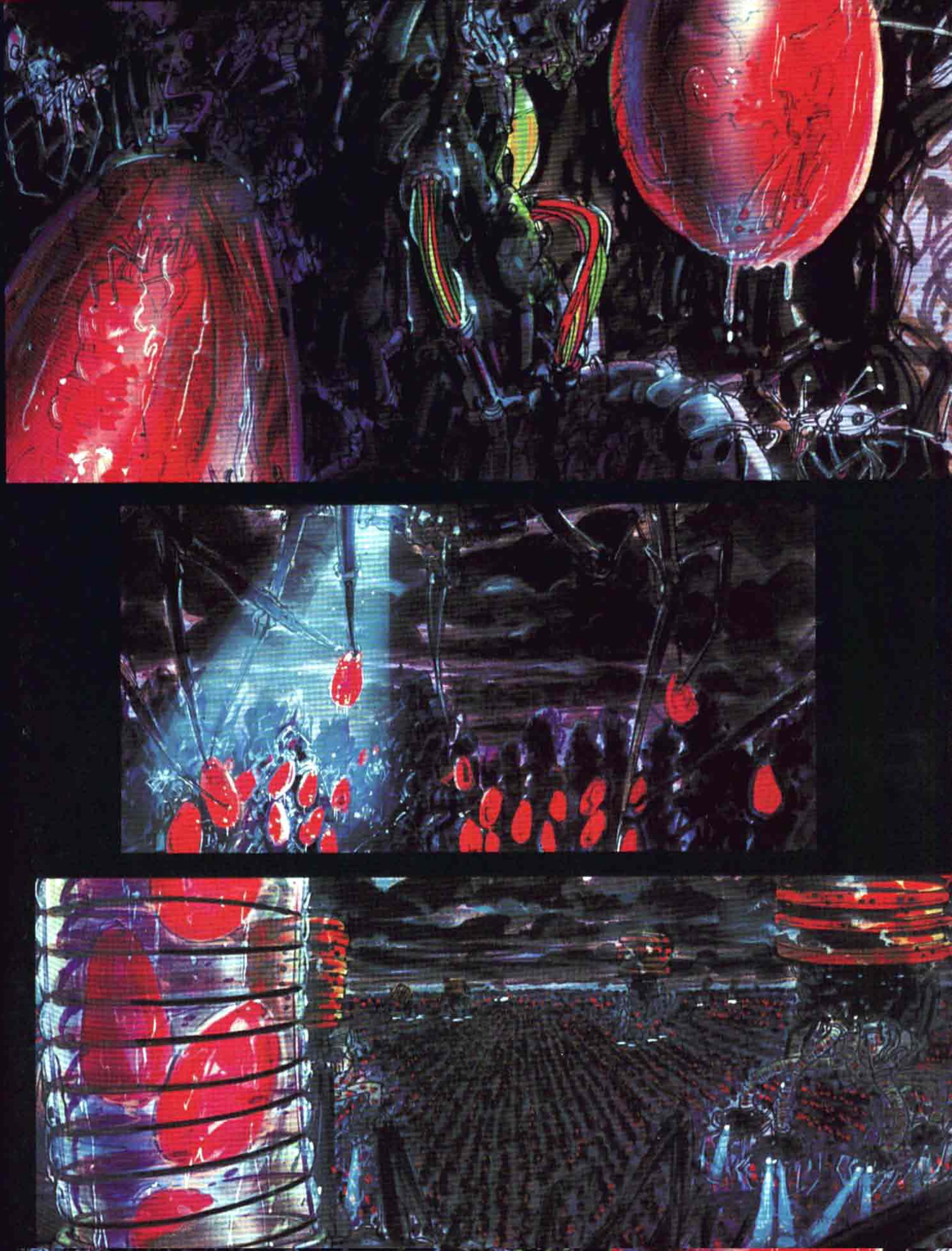
**Editor:** The History Program was split between two of the artists, Collin Grant and Steve Skroce. Collin starts the sequence with Morpheus filling Neo in on the "Real World." Steve enters with the feeding of the jacked-in baby.



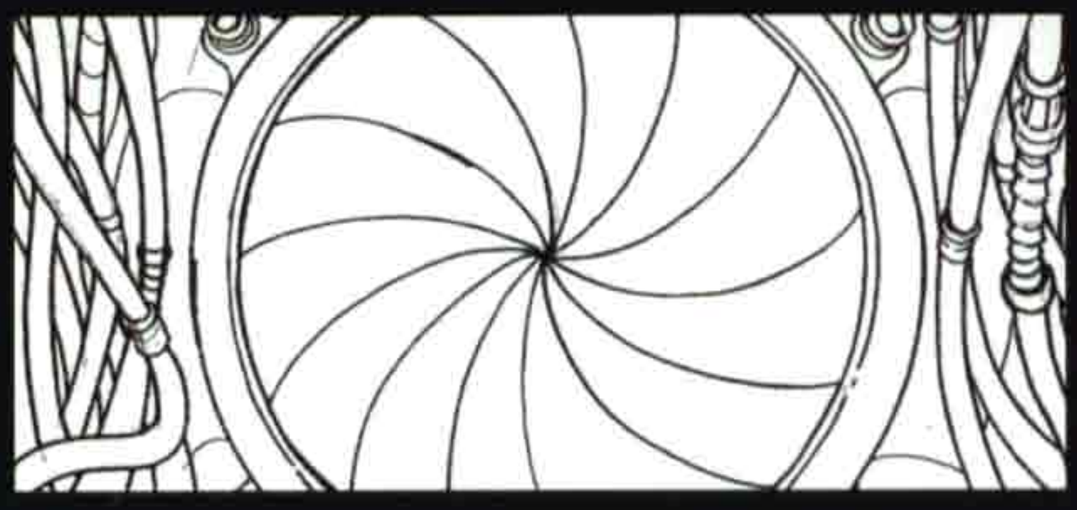
**Editor:** Virtually none of the shots in this scene were traditionally realized. The entire sequence, including the transition shown here moving through Morpheus's glasses and into the Fetus Fields, needed to be meticulously planned to allow for the months of production ahead for visual effects.



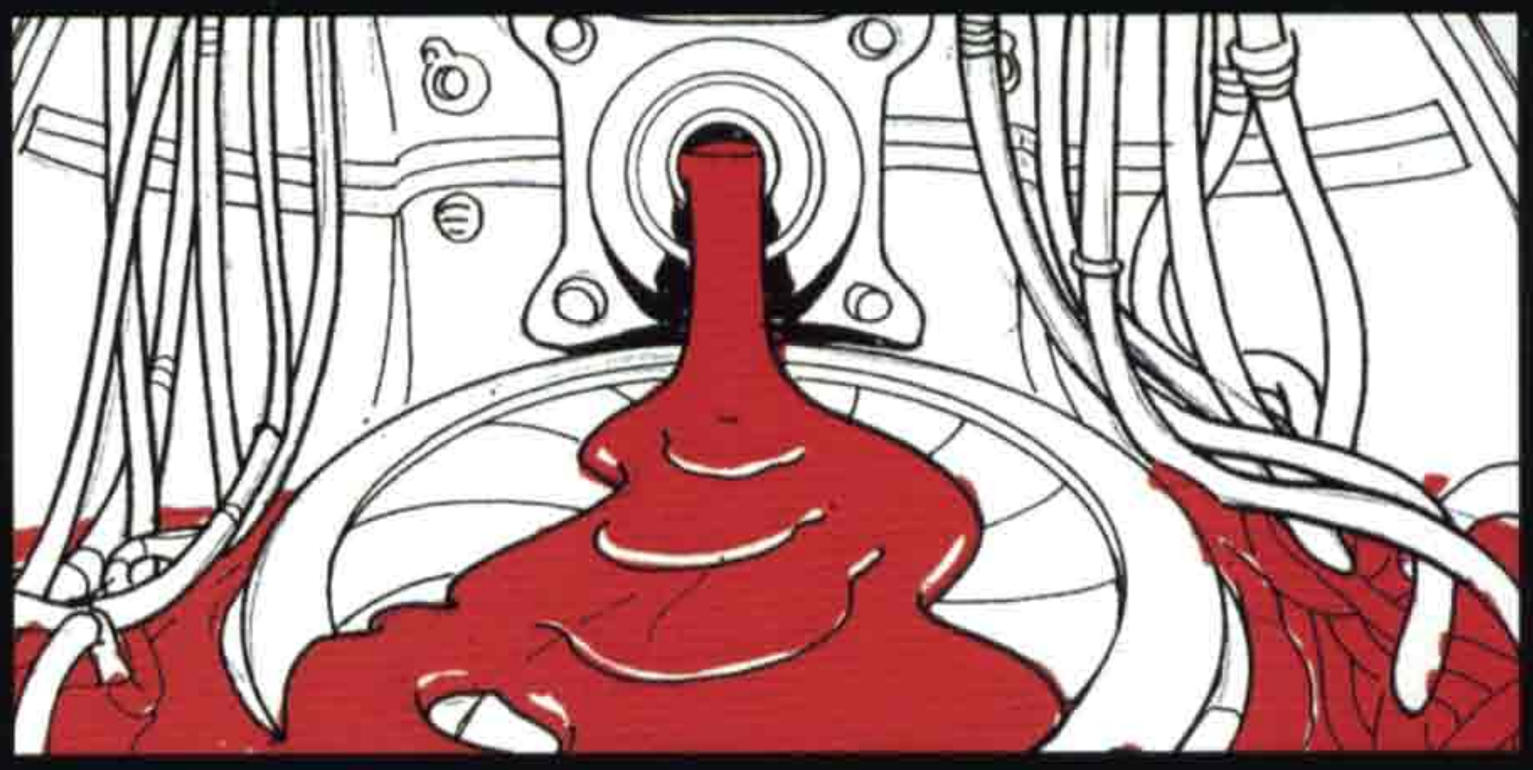
**Editor:** Virtually none of the shots in this scene were traditionally realized. The entire sequence, including the transition shown here moving through Morpheus's glasses

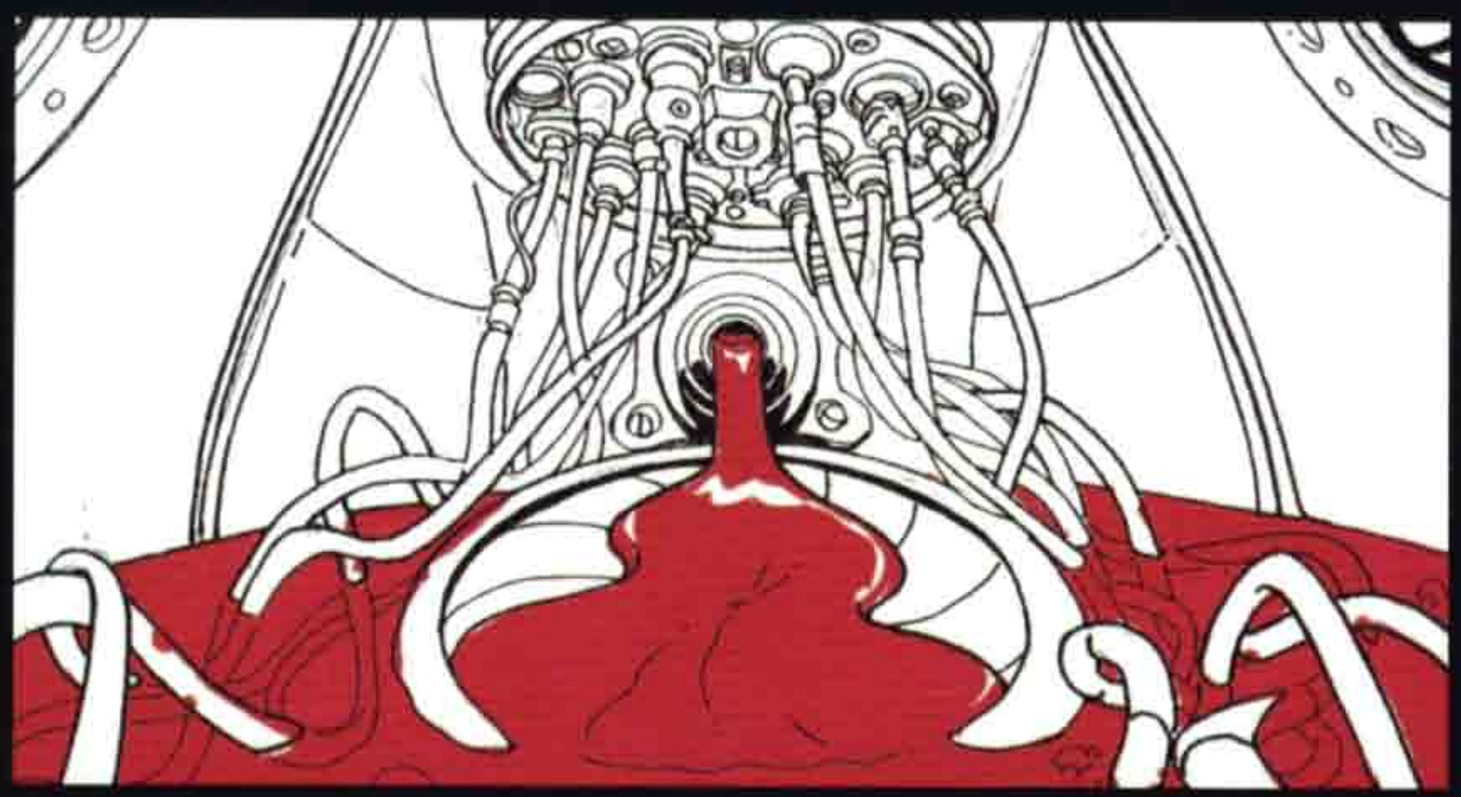


**Steve Skroce:** Here [below] we pull back from the hole pouring out the pureed people. I know Larry and Andy were a little fingers-crossed with the baby because they were afraid people would be freaked out by the image. I didn't work from Collin's boards, as I just did the one camera move pulling back from the hole to the reveal of the baby and the people in the pod, which is a different place from what he drew. I worked from Geof's drawings and, of course, Larry and Andy's input.

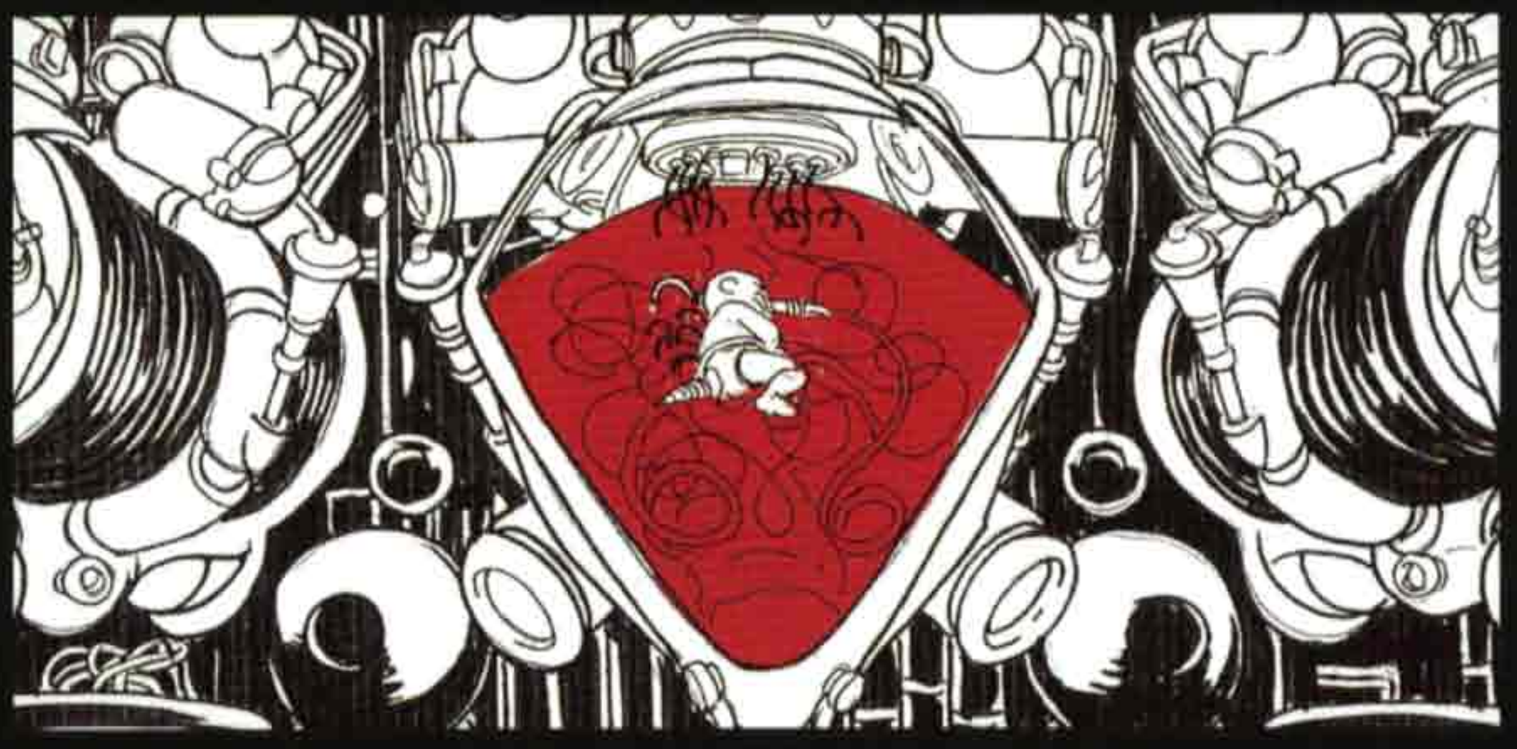


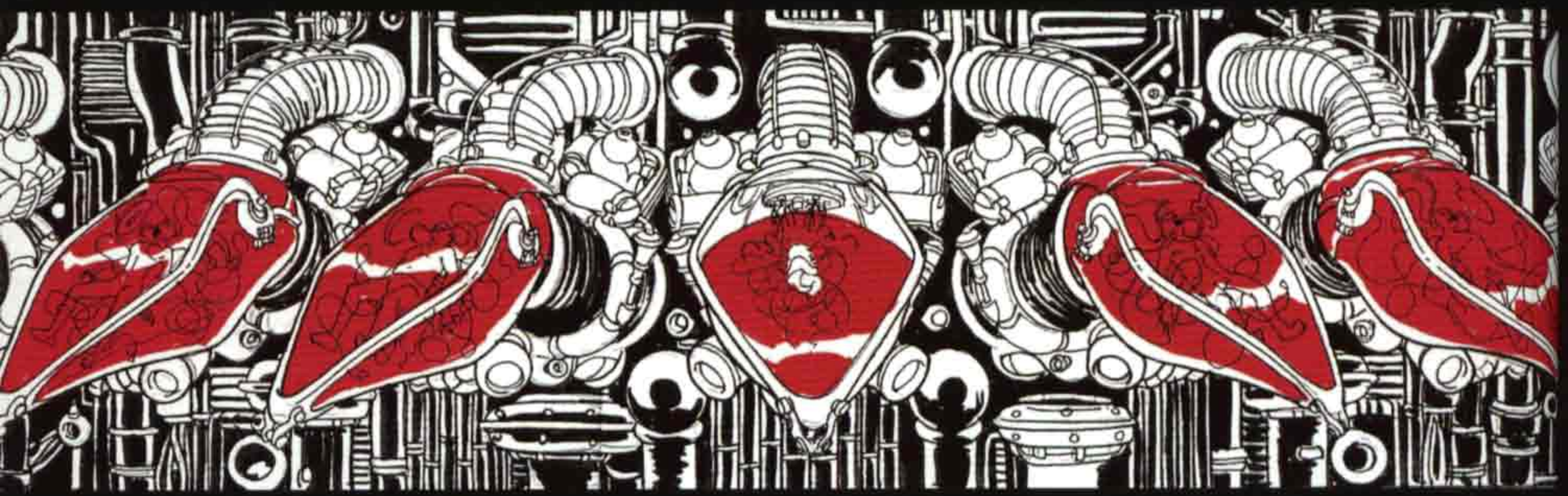
Even though I was working in black and white, they wanted red to be the focal point, a high contrast point to the dark slime and metal. That was my experience with the colored boards—a red Sharpie.

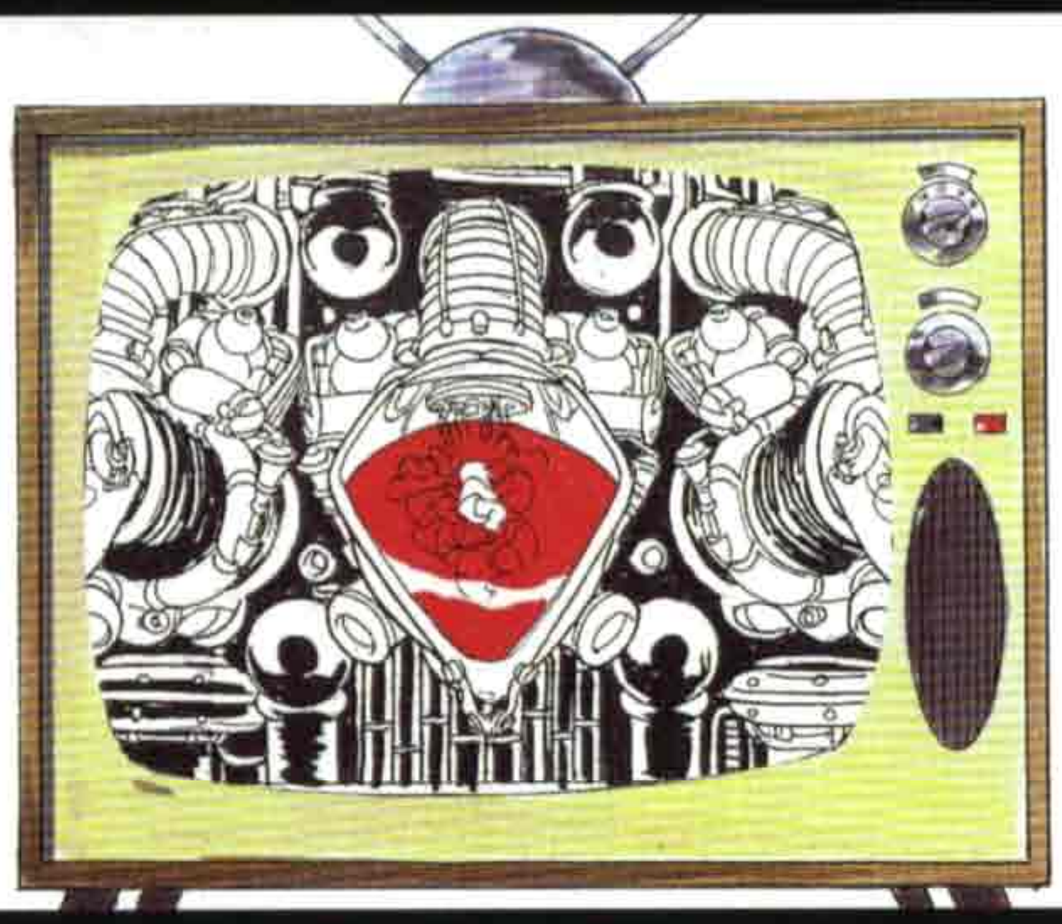




**Skroce:** For the baby, Larry and Andy said to take the image of Neo, Geof's image with all the cables coming out of his spinal cord and every other orifice (see gatefolds—page 257), and make it a baby instead. It was clear what to draw there because I was working from Geof's drawing. I will say that doing boards in the real world are a serious pain in the butt because Geof would spend a week or so on one of those impossibly detailed drawings and I had to bust these out in a few hours.





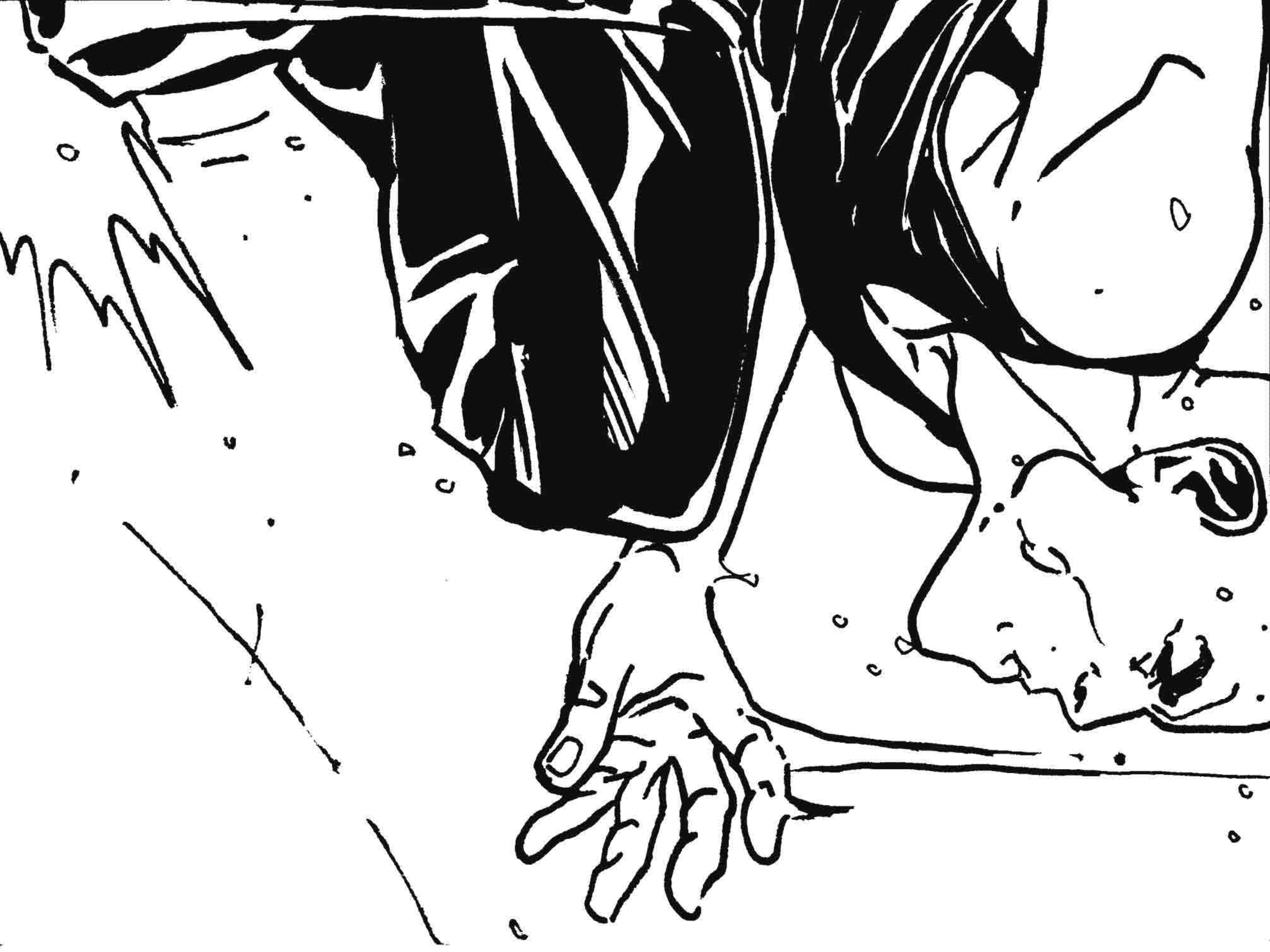


**Editor:** This sequence ends with a combination of two illustrations, the only time in the storyboards where boards by two of the artists are combined. The interior of the TV to the left is by Steve, while the exterior is by Collin.

"DO YOU BELIEVE THAT'S AIR
YOU ARE BREATHING NOW?"

Construct Kung Fu

Scenes 48, 51, 53, 55

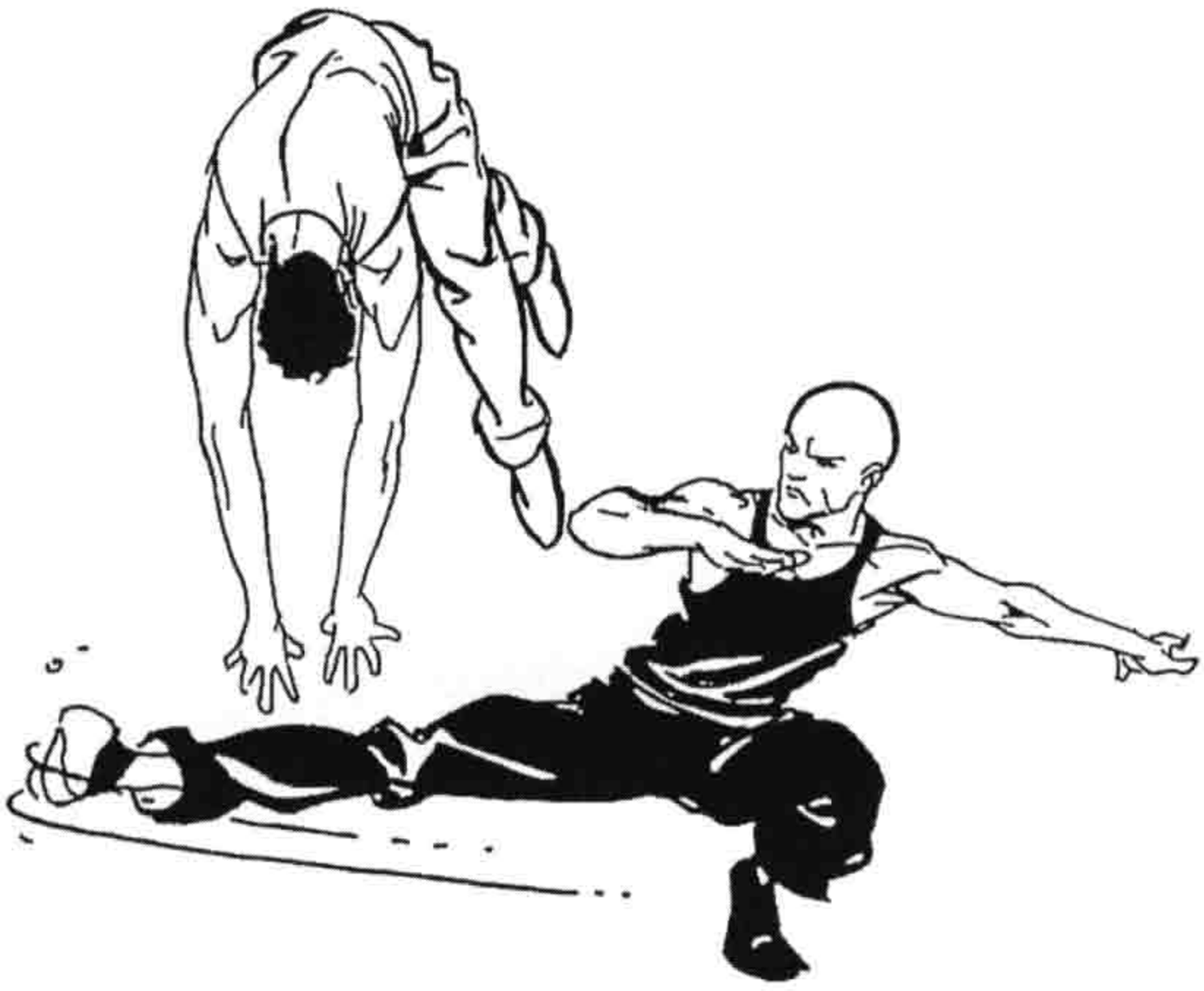


**Steve Skroce:** To get the Dojo scene exactly as Larry and Andy saw it in their heads, we choreographed it all. They'd get up and act their ideas out, or we would do it with action figures. I was like the camera, and they put me where they wanted me. I'd look through the director's viewfinder at the action figures and they'd set the shot. The image framed in the viewfinder was the one I used. From there I did a sketch, a thumbnail, and they'd look at it and go, "Yes, that's the one," or tell me how they wanted it tweaked.

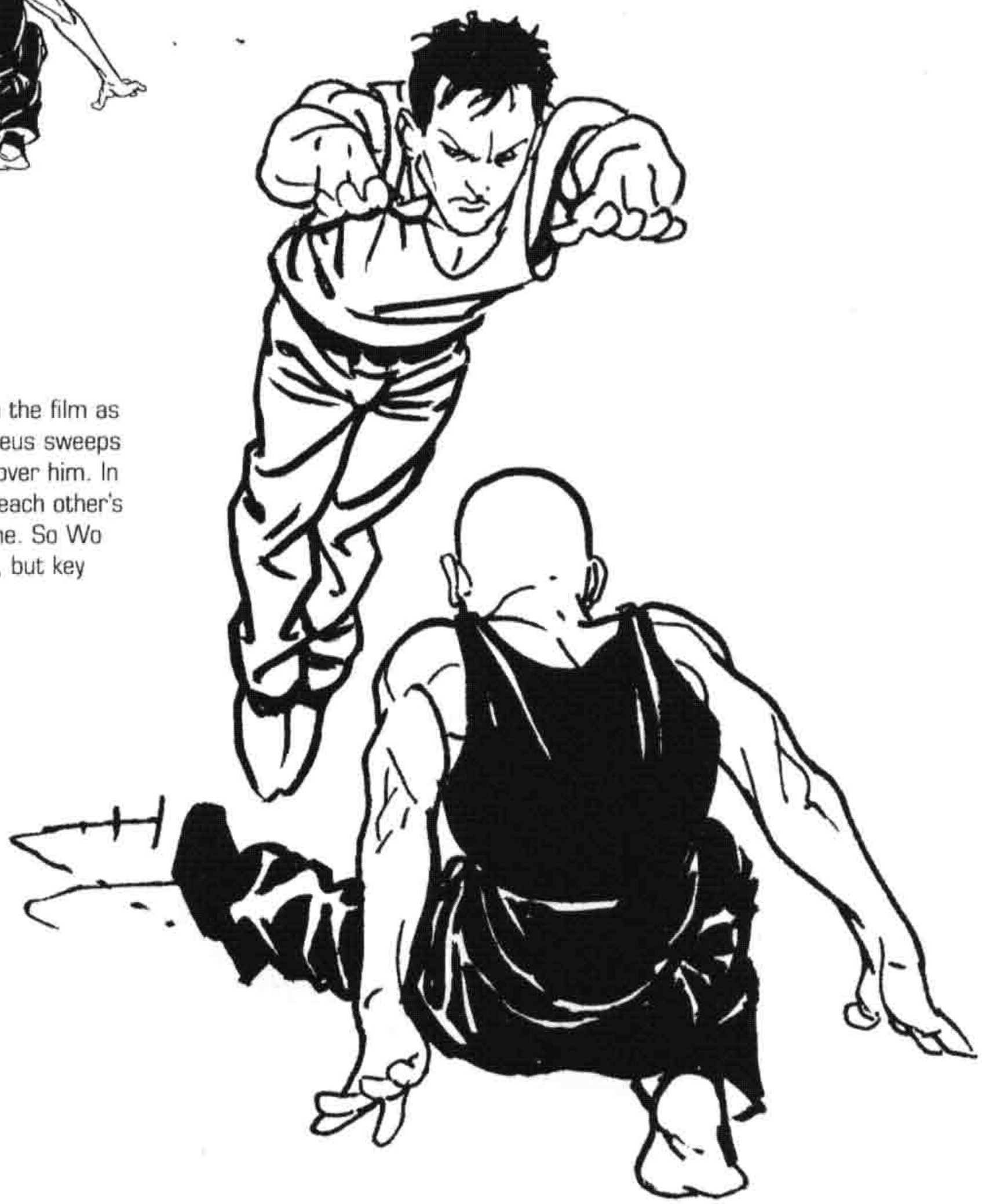
However, we started working on the Dojo sequence before Wo Ping [stunt choreographer] got involved, using a pretty simplistic room to illustrate. Wo Ping kept some of the key frames, some of the basic ideas, but with his experience working fights, he changed much of it. The details created by him are far more than what we originally drew in these boards.

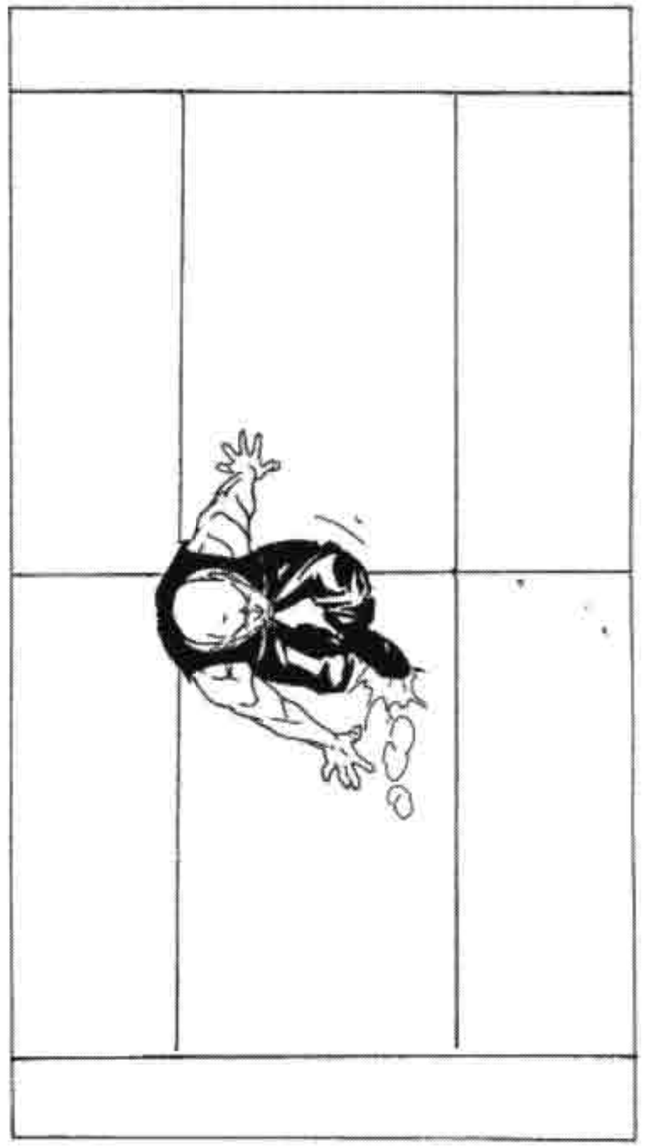
**Skroce:** While working on the Dojo sequence, we rented Hong Kong kung fu movies and watched them endlessly.

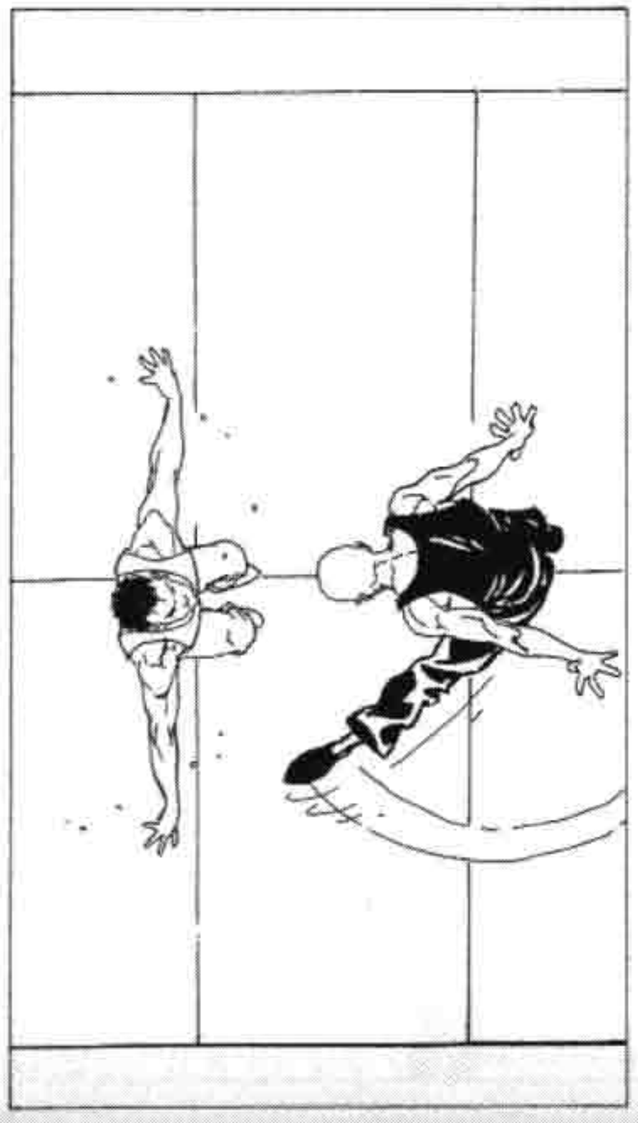
**Skroce:** We watched everything, MEALS ON WHEELS, IRON MONKEY, THE TAI CHI MASTER, FIST OF LEGEND—all the classics. Larry and Andy are big fans of these movies. They introduced me to them around four years ago.



**Skroce:** This shot [right] was in the film as an overhead shot where Morpheus sweeps Neo's feet and Neo does a flip over him. In the movie, they both right-kick each other's head and block at the same time. So Wo Ping moved the players around, but key frames are there.

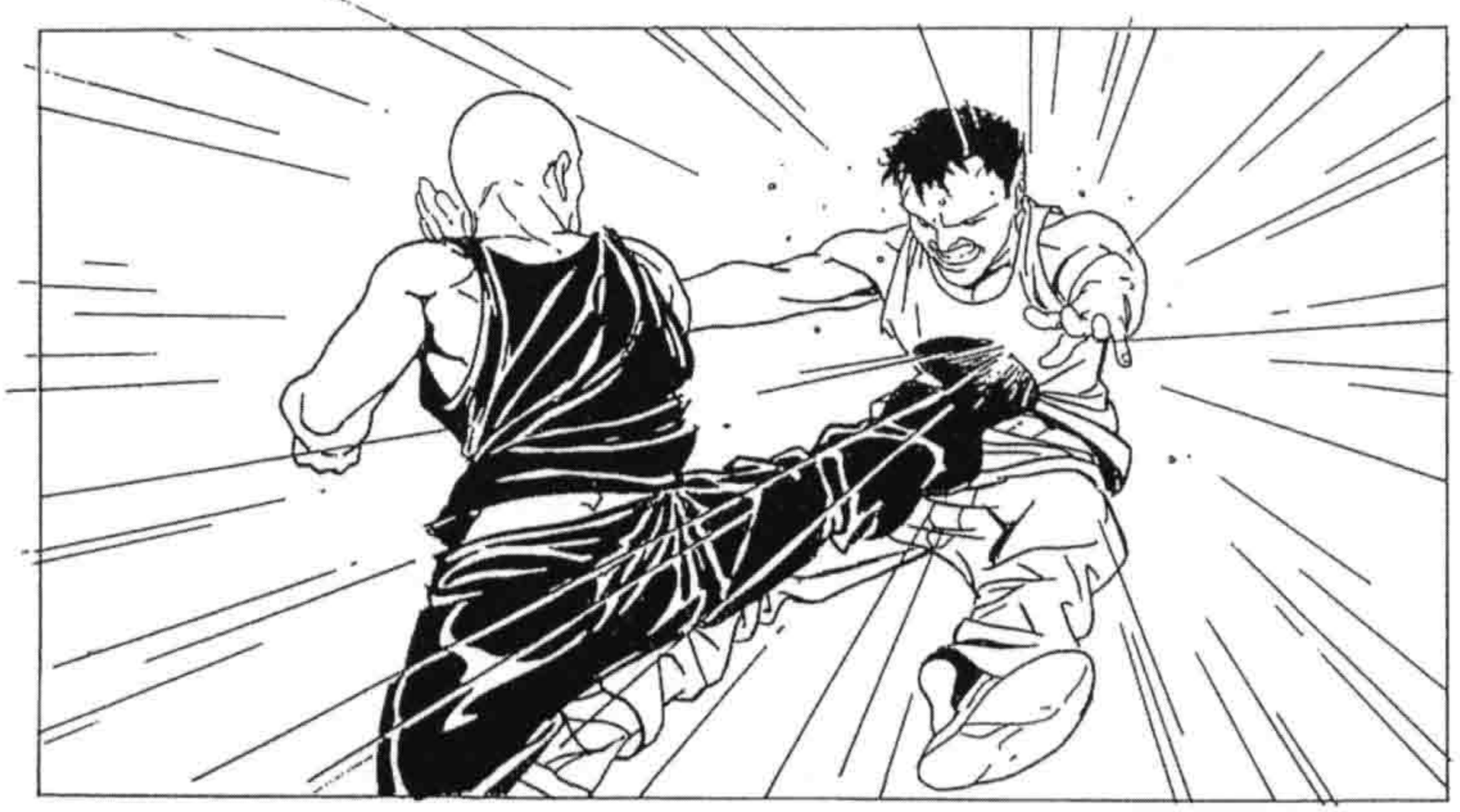




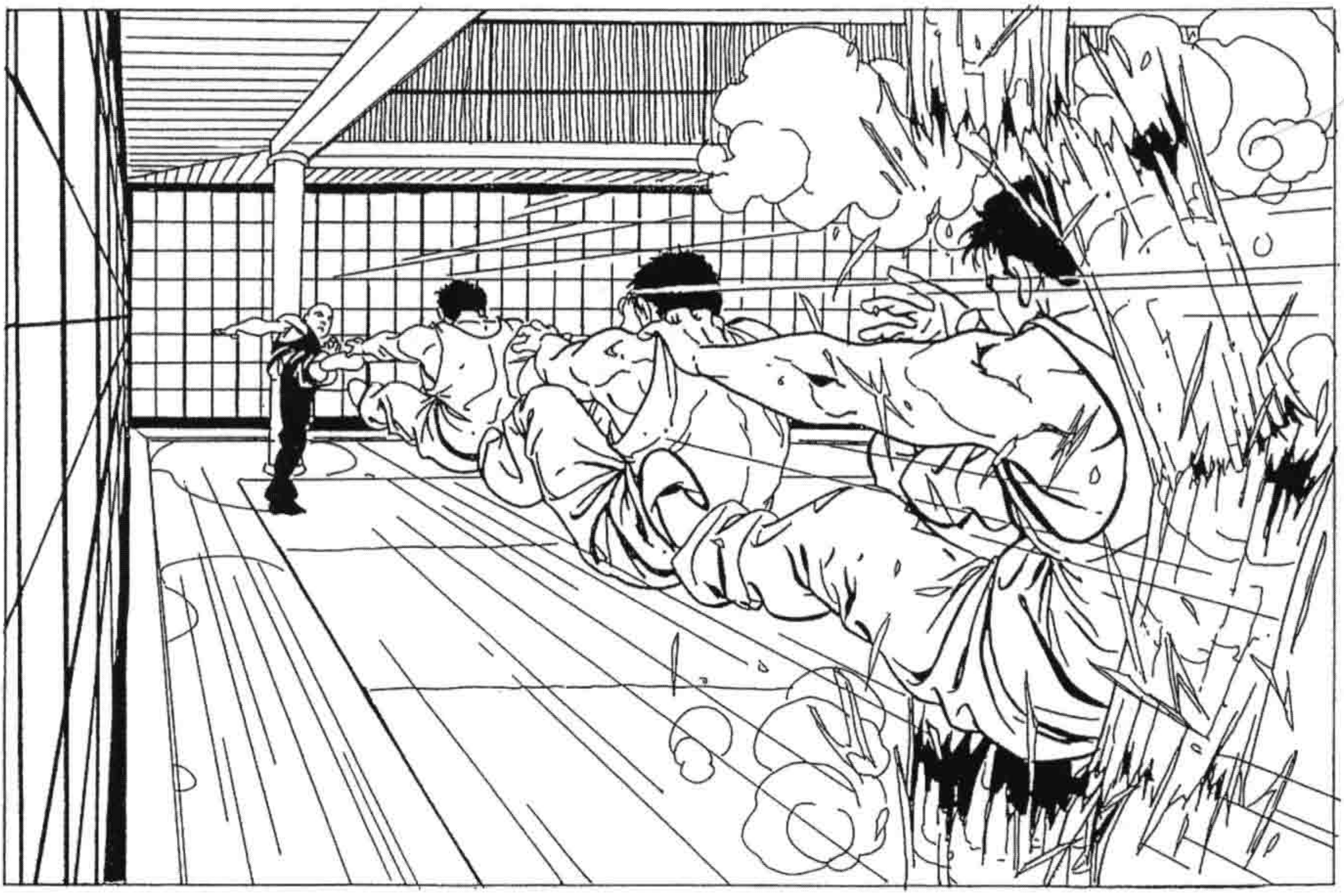


**Skroce:** While Wo Ping changed a lot of this, we do have the big knee smash after Morpheus does the giant leap across the room.

**Skroce:** Here's where Neo runs away from Morpheus and heads up one of the poles. Neo jumps off and does the big backflip [opposite, bottom]. In the movie he leaps over Morpheus and lands beside him rather than in front of him.



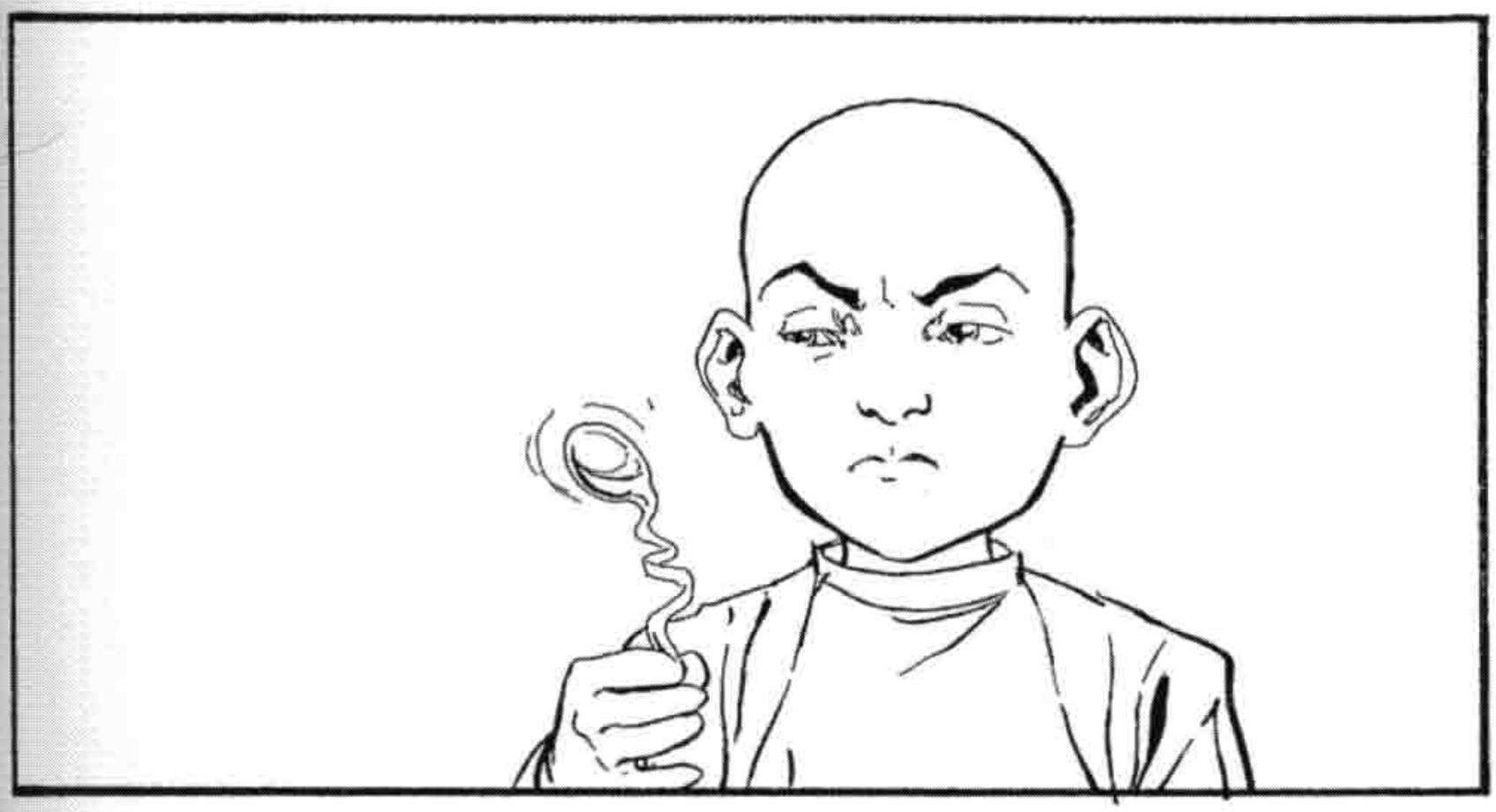
**Skroce:** Essentially, this [below] is the same shot in the film where Morpheus does the cool move of a side-kick into the guts, sending Neo smashing into the wooden pillar. Again, they wanted a stylish comic-book feel and gave me a bit more time to add the extra polish they needed.

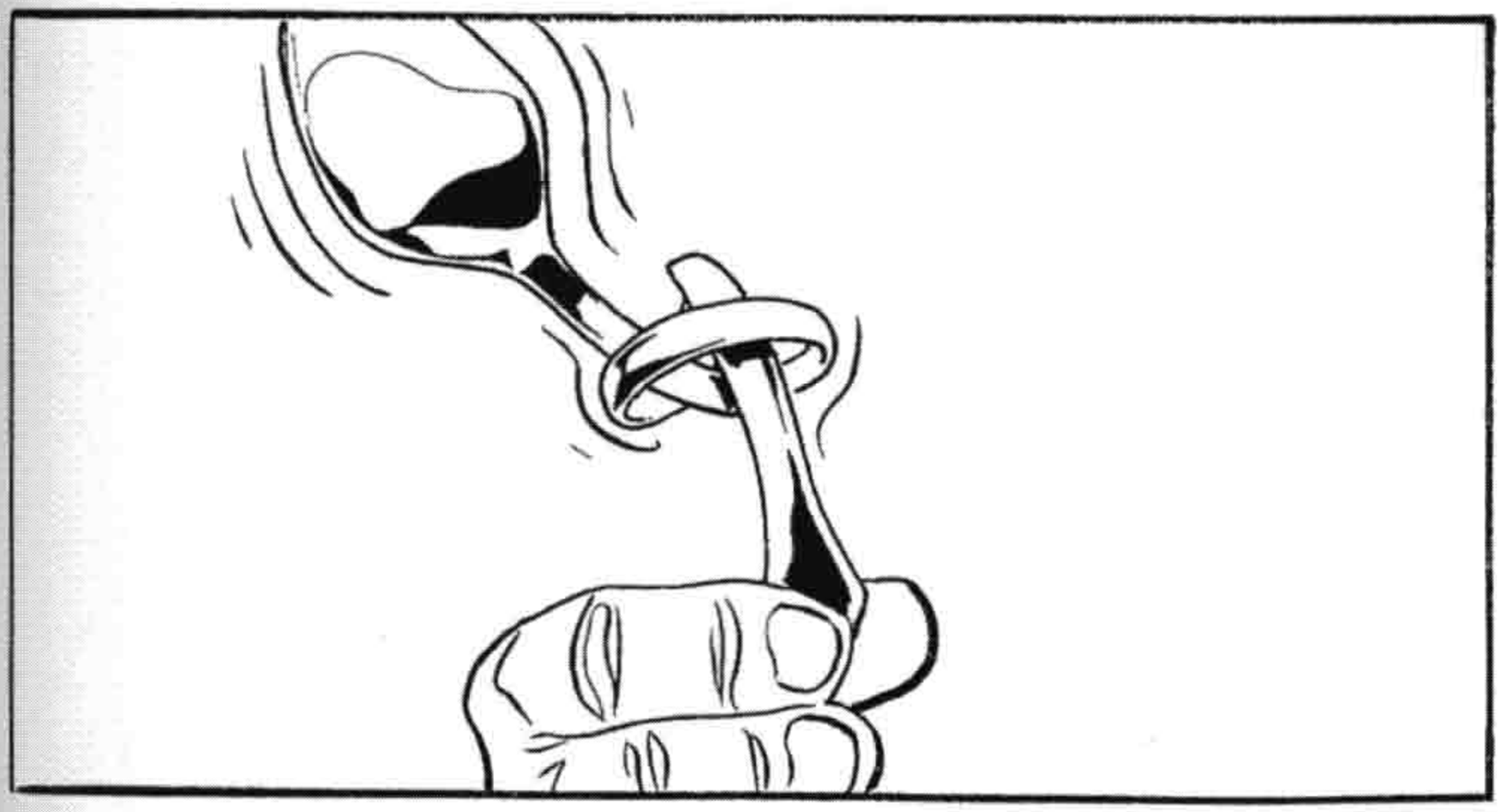


"THERE IS NO SPOON."

Spoon Boy

Scene 79





**Steve Skroce:** As with the rest of the locations, Larry and Andy had specific ideas about what the Oracle's place would look like. They wanted a regular apartment, but to have in the drawing what looked like little Shaolin monk kids. In the end, Spoon Boy looks the same in the film as he does in the boards. I had redrawn him a couple of times because initially I made him look a little bit more angry than he was supposed to look, which didn't convey the tone they wanted [see title page—opposite].

**Skroce:** For this scene, we got spoons out and looked at them to see what your reflection would do if you twisted them around, looking at the ways they warp the reflection. Discussion was given to the shot of a concave spoon and what it does to a reflection. The fear was it might confuse people, the way it reverses the image out [below], but it does do this, and is the way it's done in the film.

"IT'S A TRAP."

Lafayette Trap

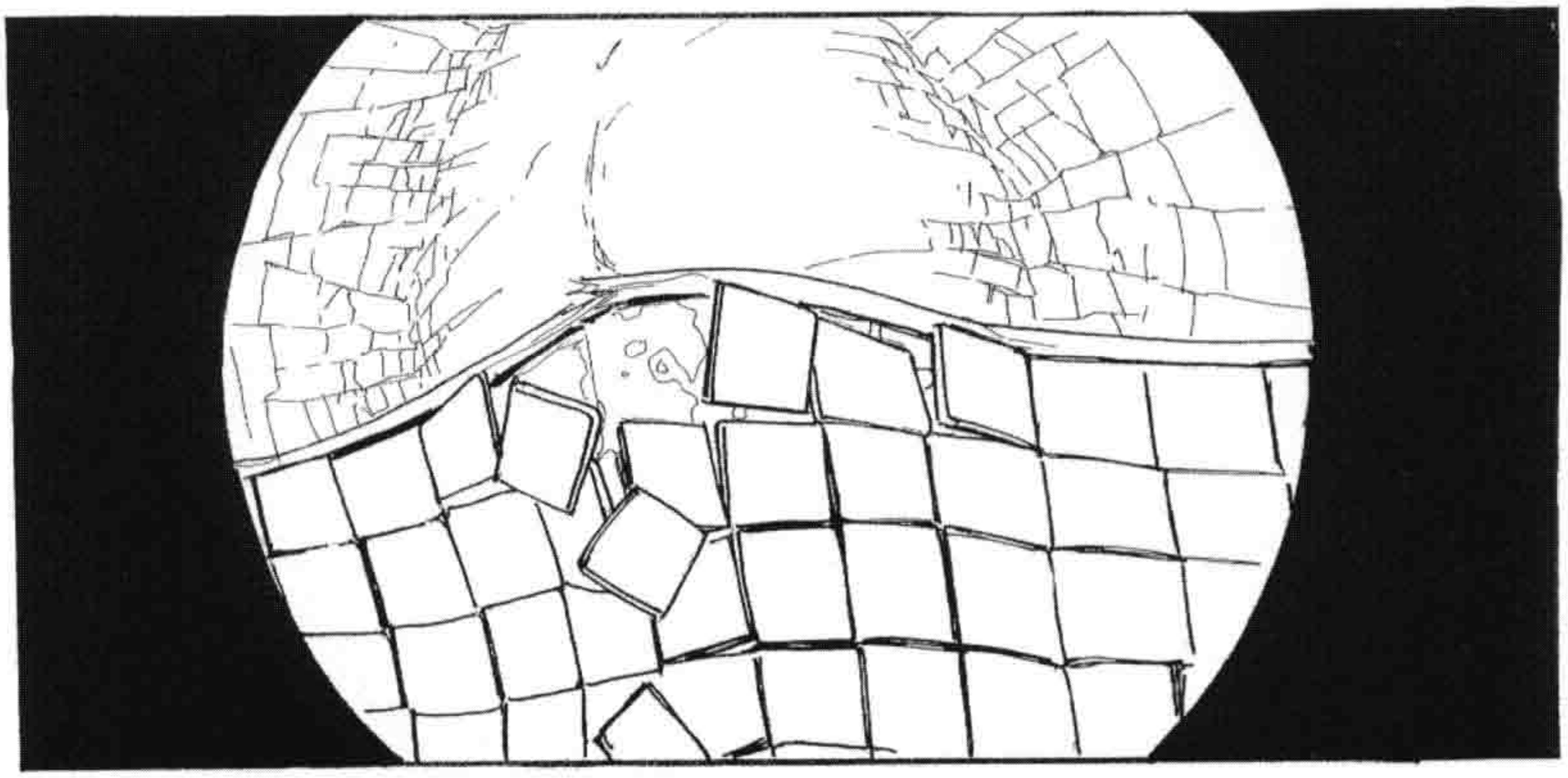
Scenes 91, 96, 97, 99, 101, 107, 108, 110, 115, 117

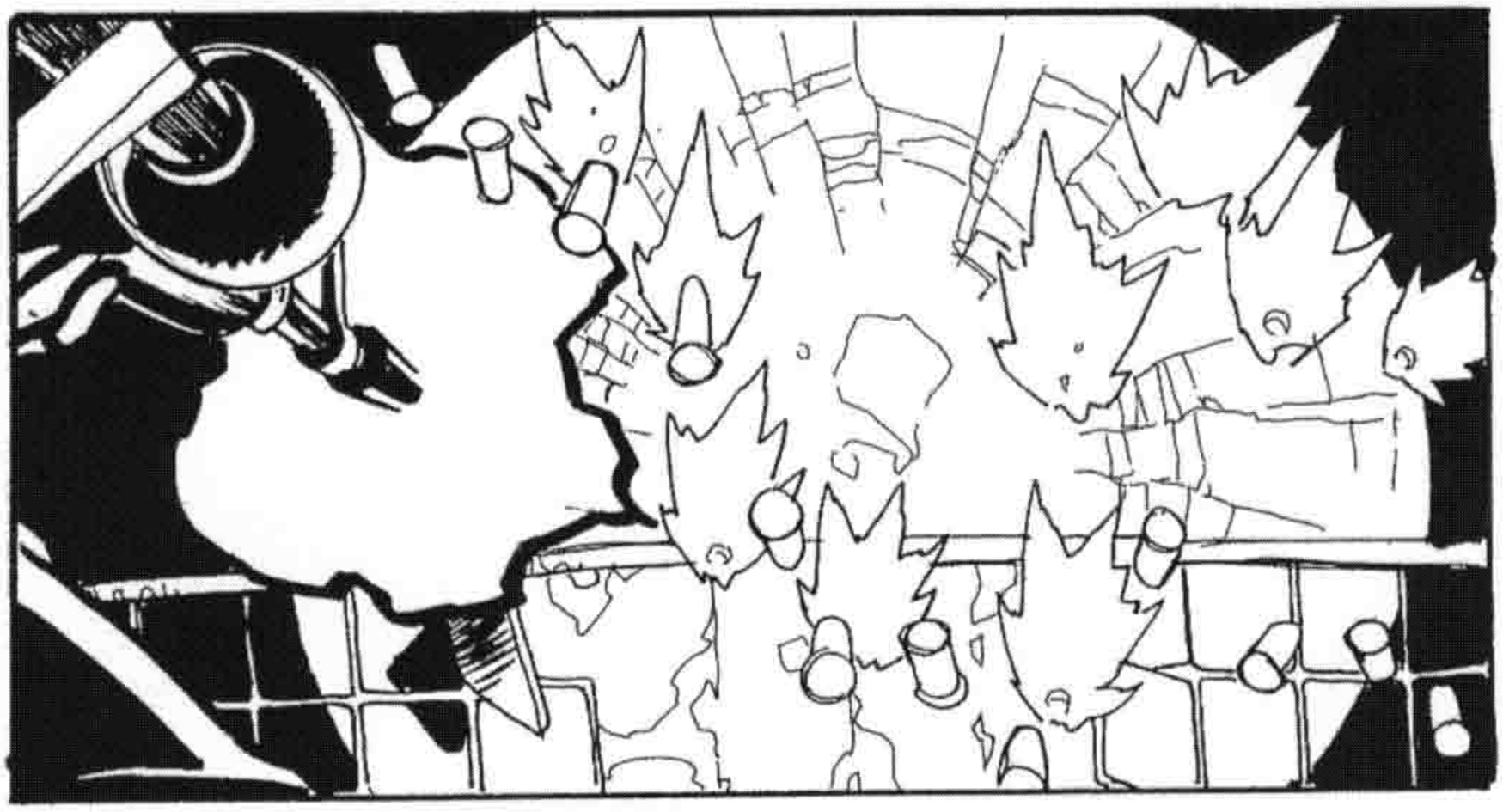
**Steve Skroce:** For the Lafayette Trap scene Larry and Andy wanted a building that had a big central atrium, one with overlooking balconies. They sent a scout out to find a location like this and take photos for reference, which is what I worked from. This first illustration (left) was cut; there's no helicopter in that scene. The next drawing (center) is basically the same as in the film, except it doesn't look like Mouse. A lot of the characters in the boards don't look like they do in the movie because at that point they weren't designed, and had not yet even been cast.

**Skroce:** Larry and Andy didn't limit their imaginations whatsoever at this early stage for fear of budget limitations. They crammed the script full of whatever they could think of on the first run-through, no matter if it seemed impossible. This illustration shows the shadows of the cops coming up and Morpheus looking down. Because they didn't use the original location, which was in Chicago, this shot is slightly different in the film; there isn't a spiral staircase, it's just a regular stairway. But the composition is basically the same, with Morpheus in the foreground and the shadows of the cops. One thing the brothers don't like to do is board any of the talking heads, only the specific shots they need extra time to set up for, which is why we cut from here to the crew in the wet wall.

**Skroce:** This is not in the movie, their climbing into the wet wall. But the idea of them going into the wet wall was retained.

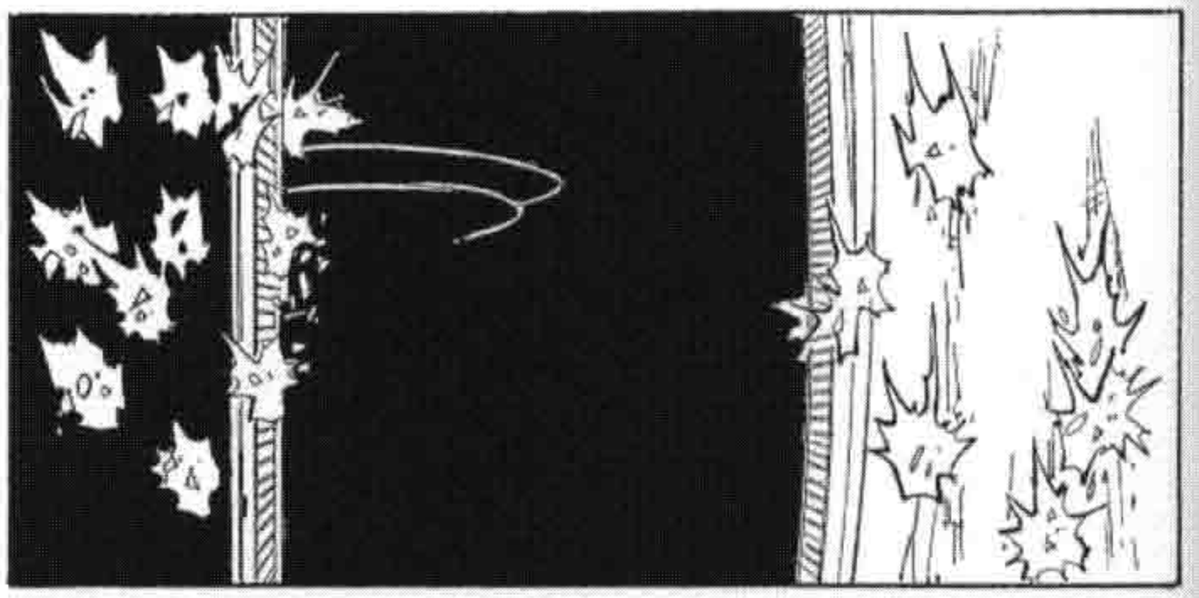
**Skroce:** Originally, Cypher got stuck in the wall and made a bulge, knocking tiles off the wall. In the film, they just had him sneeze. This saved setting up this wall where they would have to rig tiles to fall off. It was easier to shoot with the sneeze and it did the same thing.



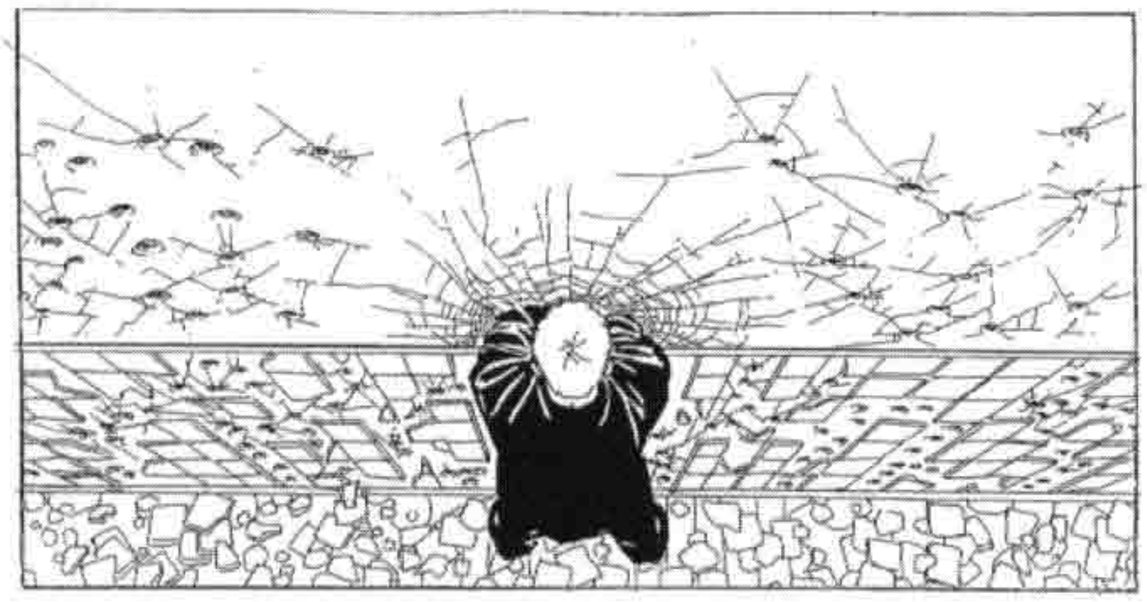


**Skroce:** This was changed [right]. A main sewer pipe running up through all the toilets was going to be shot up and spew sewage onto Cypher.

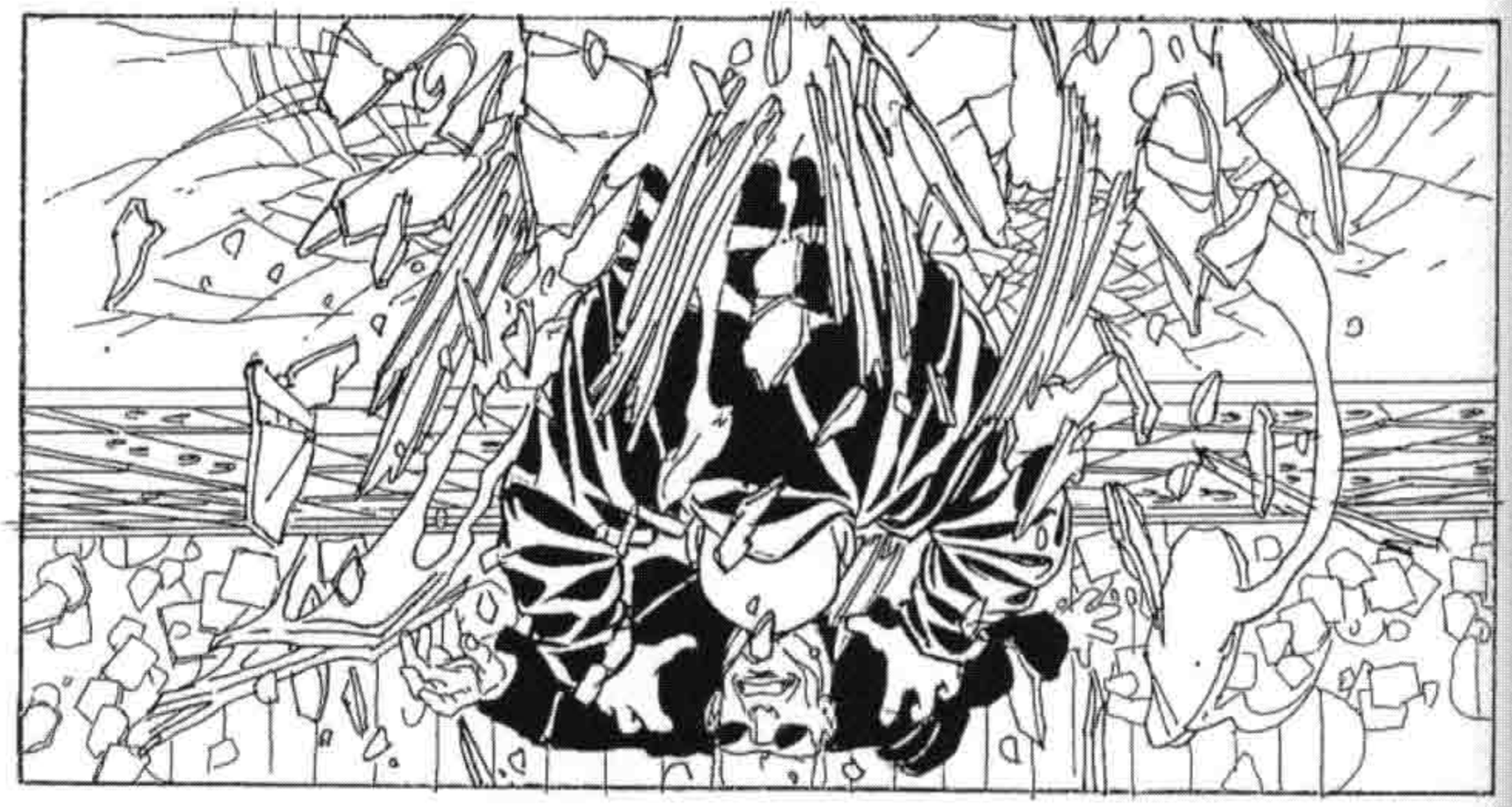
In this illustration [above], Neo has his back facing us, which isn't the way it happens in the film. On screen, he's turned around the other way because they wanted Neo to shoot back straight away, as he does in this [bottom] shot, but without having to turn.

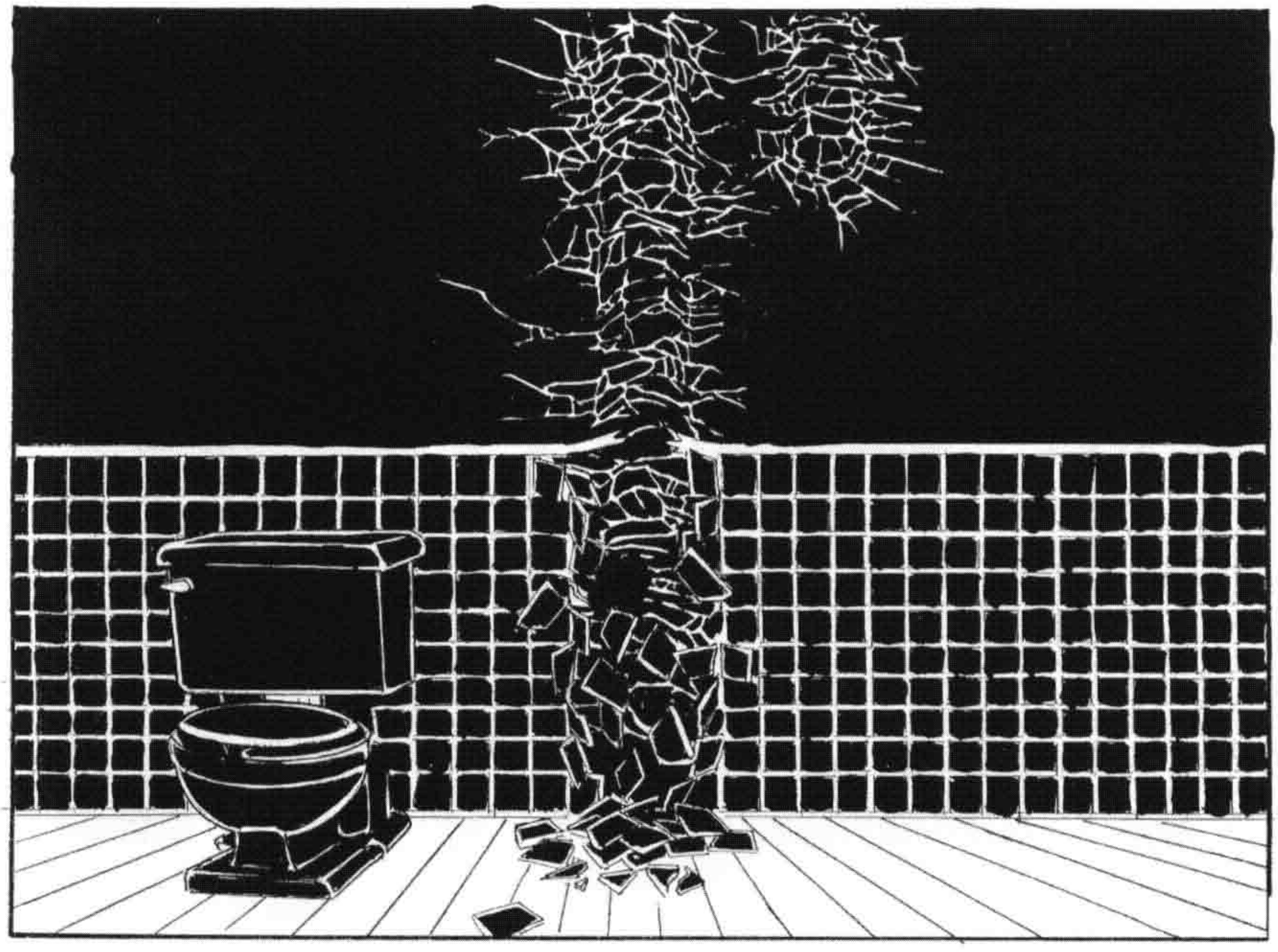


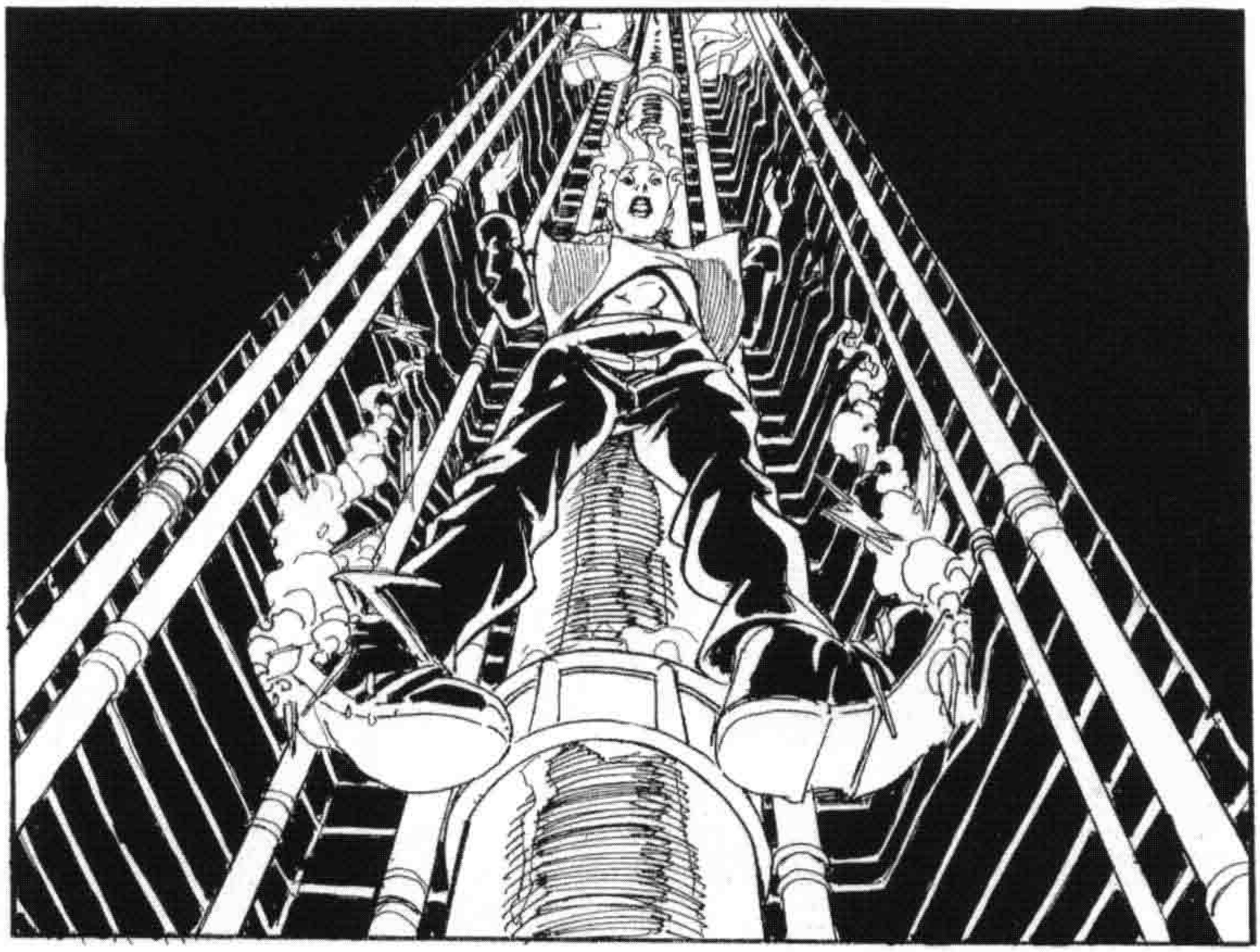
**Skroce:** These bottom two shots aren't in the movie. They were replaced with close-ups where you don't actually see Morpheus looking down. To get the inside of the wet wall, which I'd never seen, Larry and Andy described it as slats of wood with plaster in between each piece, drawing on their carpentry skill, no doubt.

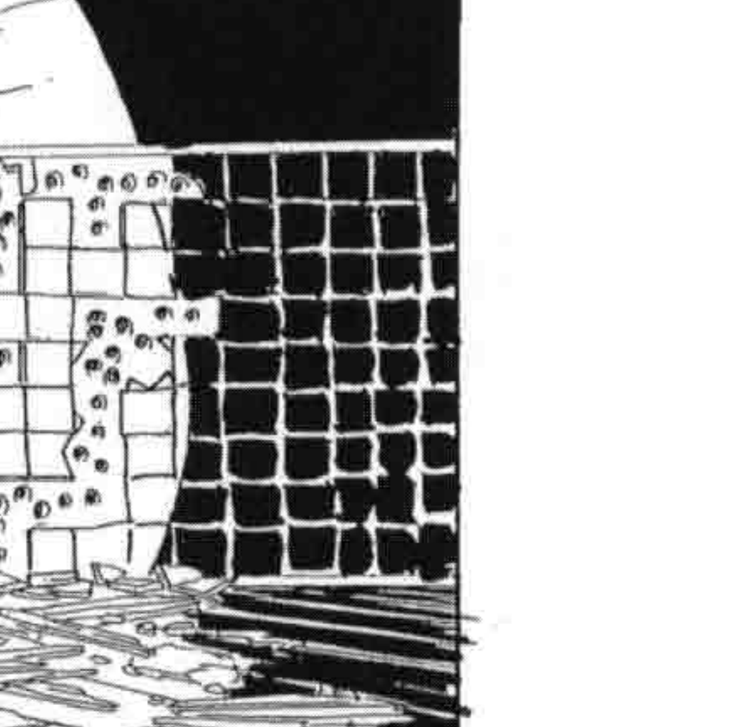


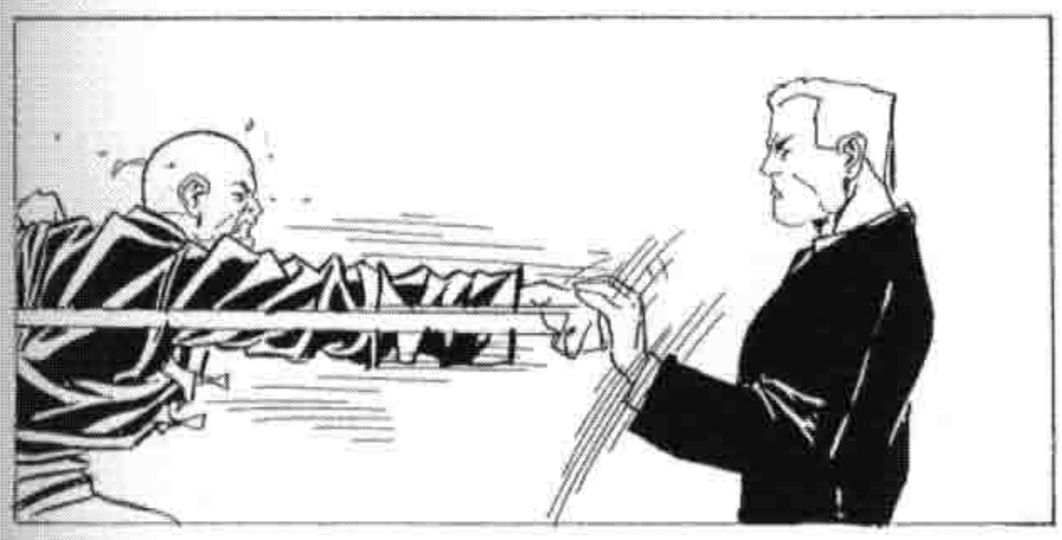
**Skroce:** This sequence is the same as in the film, right up to where the fight between Morpheus and Agent Smith cuts in. As far as the choreography in the bathroom, the fight itself, that's all Wo Ping. There was no point storyboarding all of it. I showed the head-butts, which are in the film, but most of it got worked through with Larry, Andy, and Wo Ping's stunt crew. They decided later how they wanted to cover it.



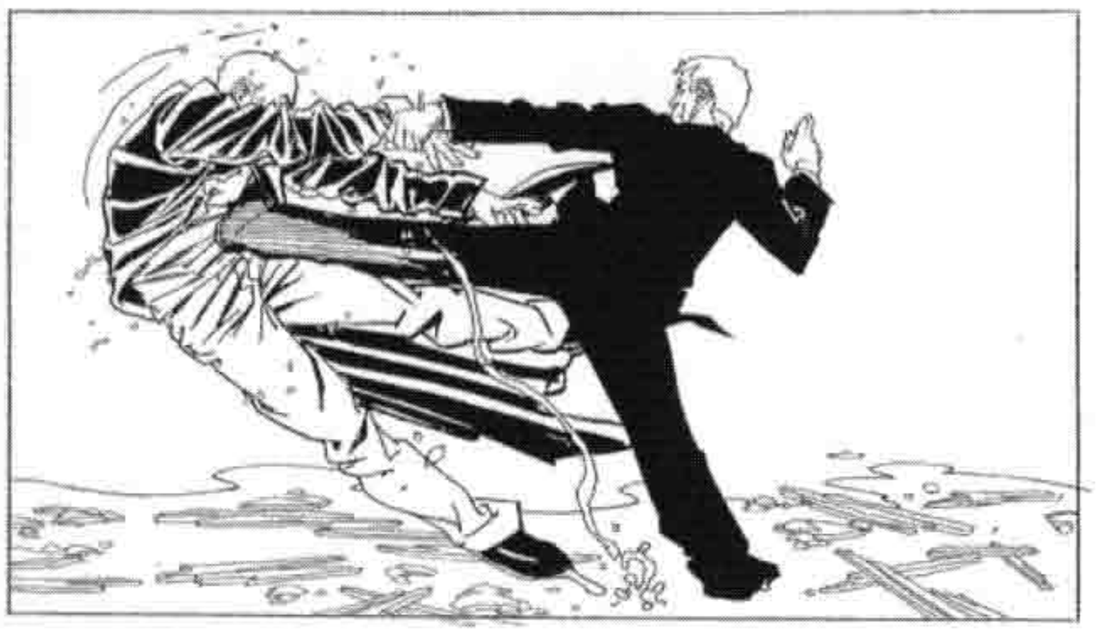


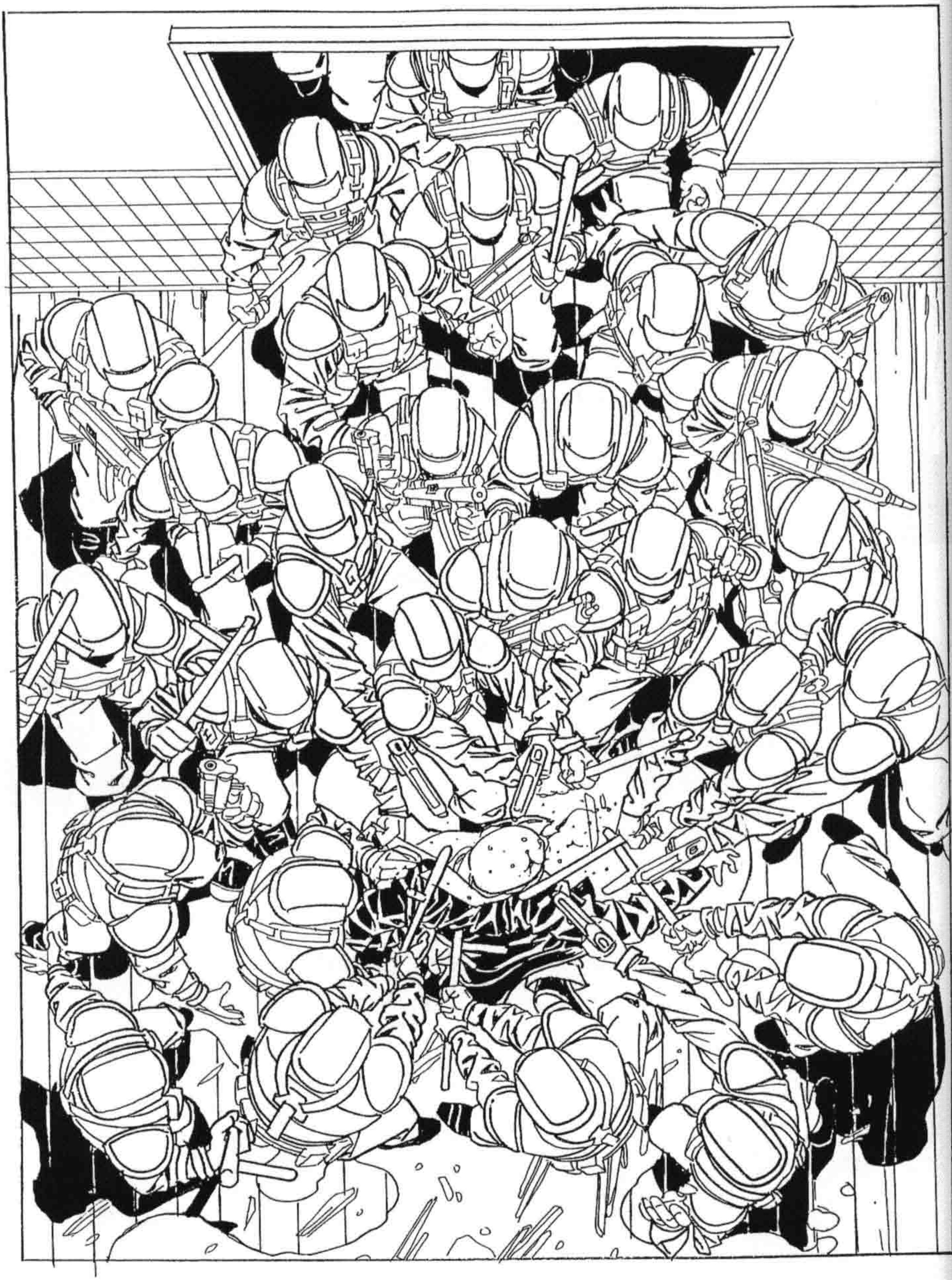






**Skroce:** This was cut. The hand was going to be a rack focus and there were going to be fist catches throughout the movie, beats that had a bit of a story to each one. Neo was going to catch Agent Smith's fist in the end during the El Fight scene, and Morpheus was going to catch Neo's fist in the original Dojo sequence. This was changed for the sort of Bruce Lee move, the "come here" motion that's in the film.





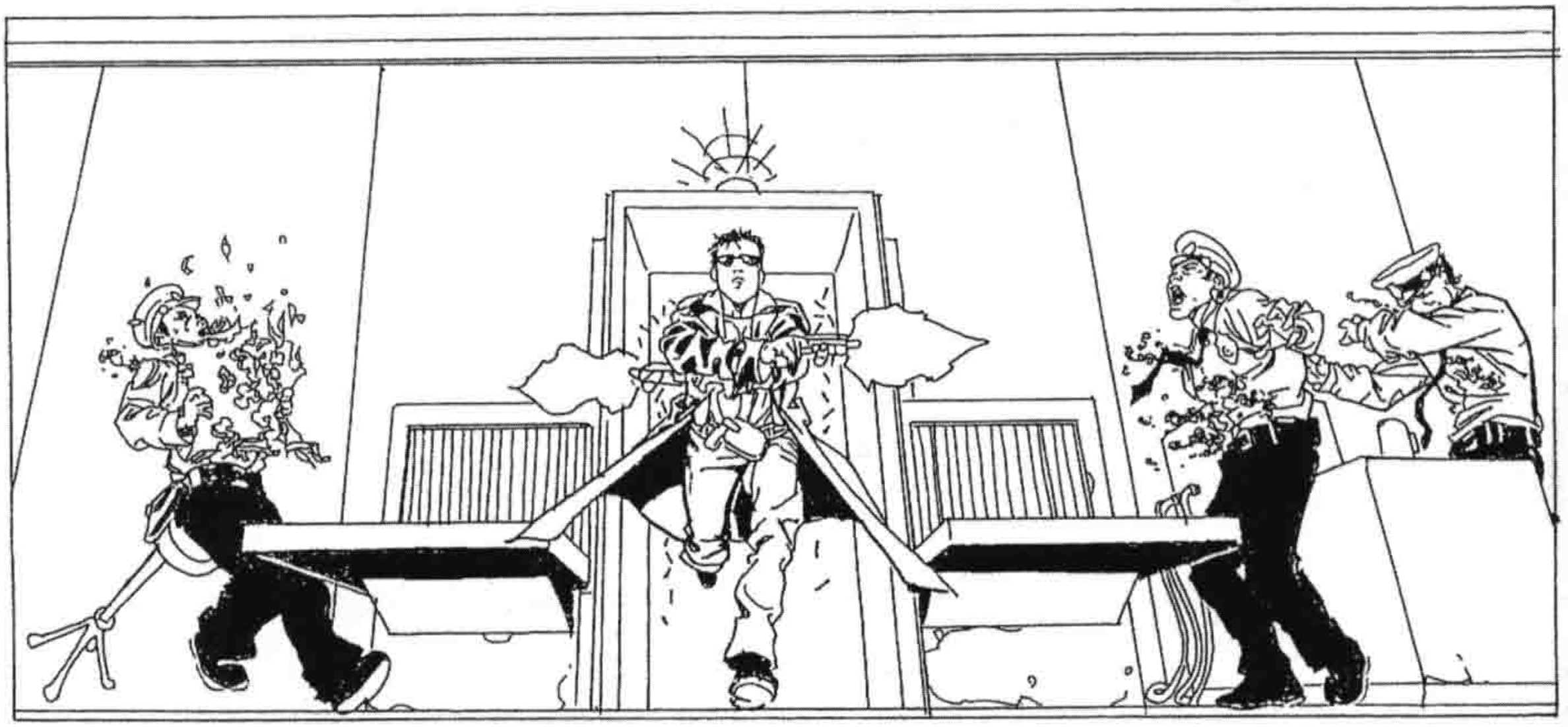
DARK GLASSES, GAME FACES.

Government Lobby

Scene 150

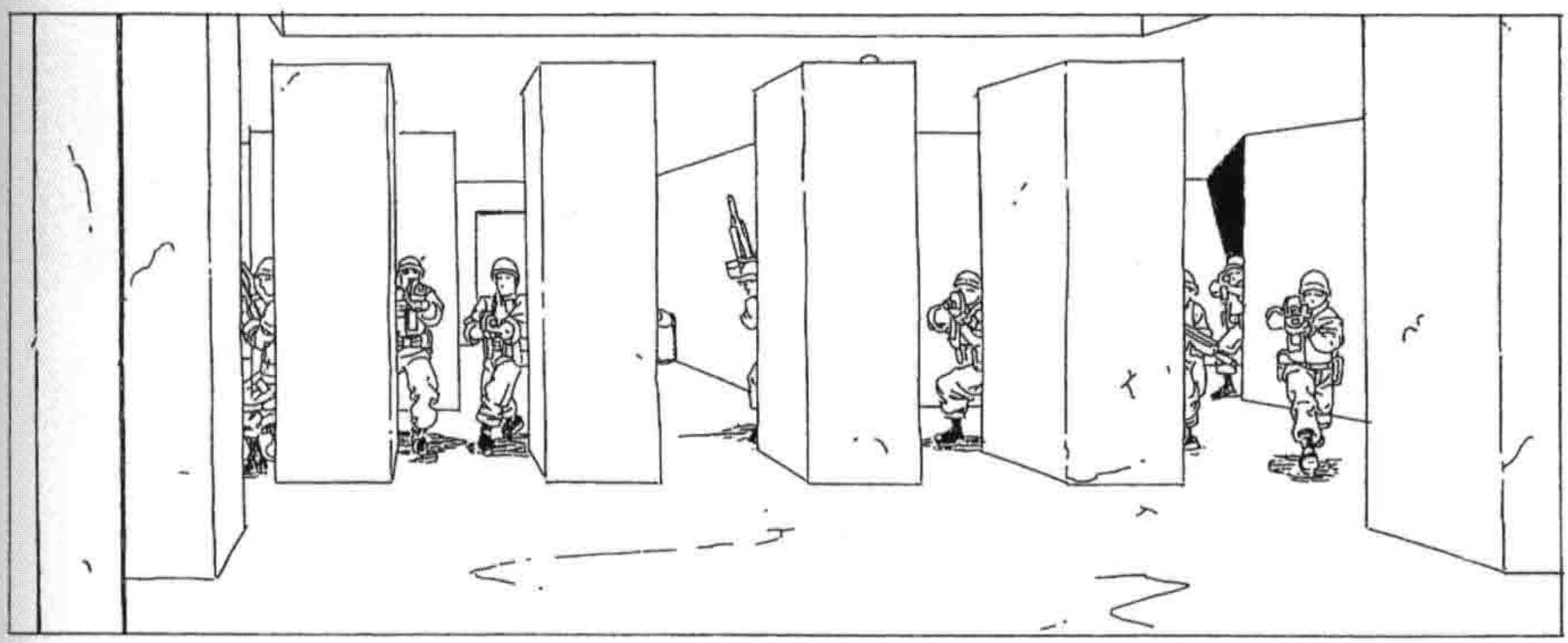
**Steve Skroce**: These first illustrations are pretty much the way it is in the movie, Neo walking in and giving the guy a punch to the chest, sending him flying. Originally, I wanted to have the little change cup go shooting out of the guy's hand (top left), like when you go through a metal detector and have to take your change out of your pocket and give it to the guy. But they didn't put that in the movie. I heard Wo Ping thought it was funny, though.

This sequence was changed pretty dramatically from when it was first storyboarded (see page 429). Originally, the Government Lobby was going to be a hotel. Morpheus was still being held, so the story was the same, but he was being held in a hotel room. When Neo and Trinity walk into the hotel lobby, they do have a shoot-out, but not before sending the people screaming out of the hotel. I think it was going to be less of a shoot 'em up. Then Larry and Andy came up with the Government Lobby idea and you get the biggest shoot-up in the movie.

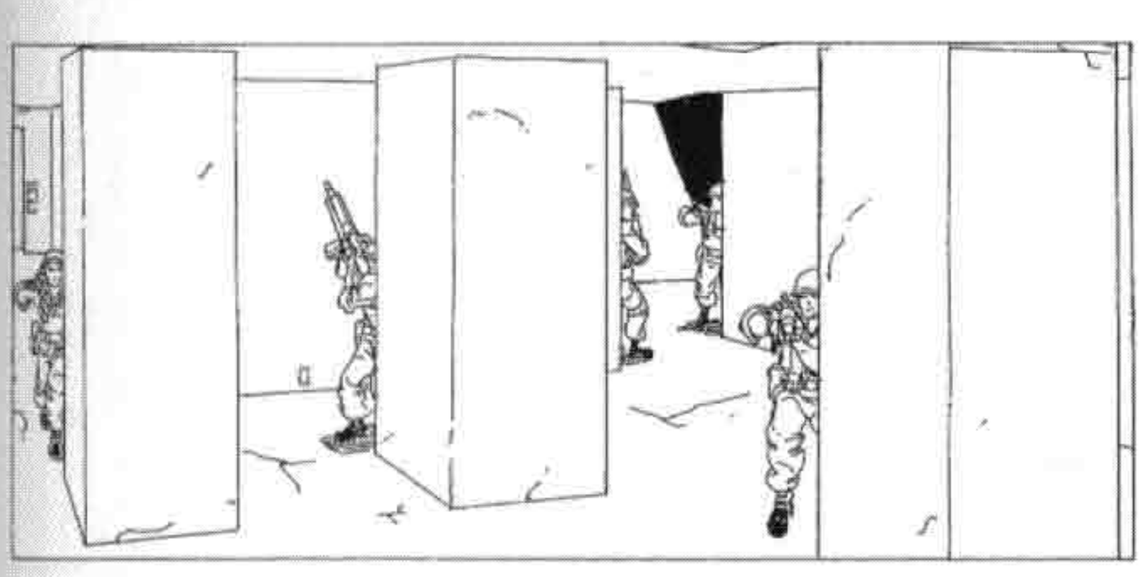


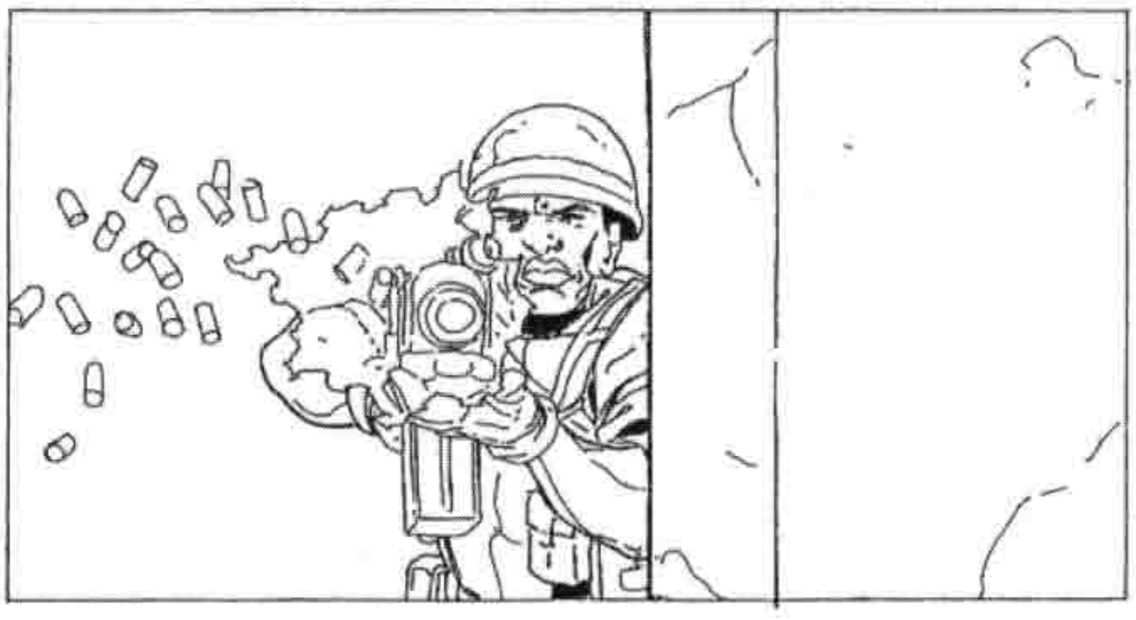
**Skroce:** The Government Lobby is a fairly accurate sequence of shots to the storyboards, but this one (below) is not in the film, no one gets a shot off.

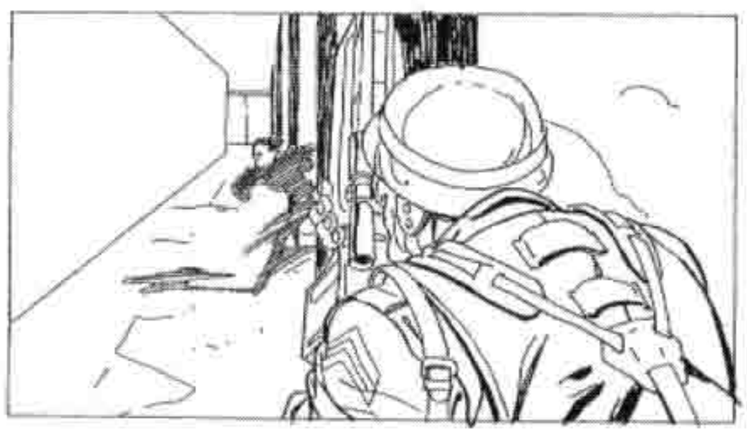
**Skroce:** Here we have Trinity throwing a couple of knives at the guard. In the film, she just shoots him.

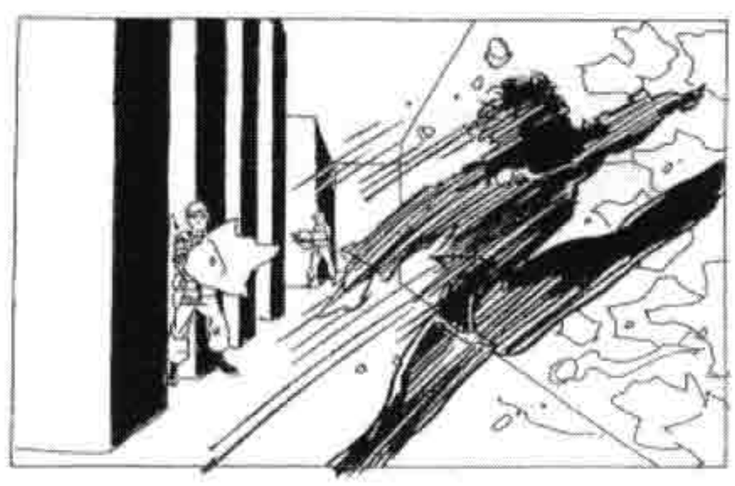


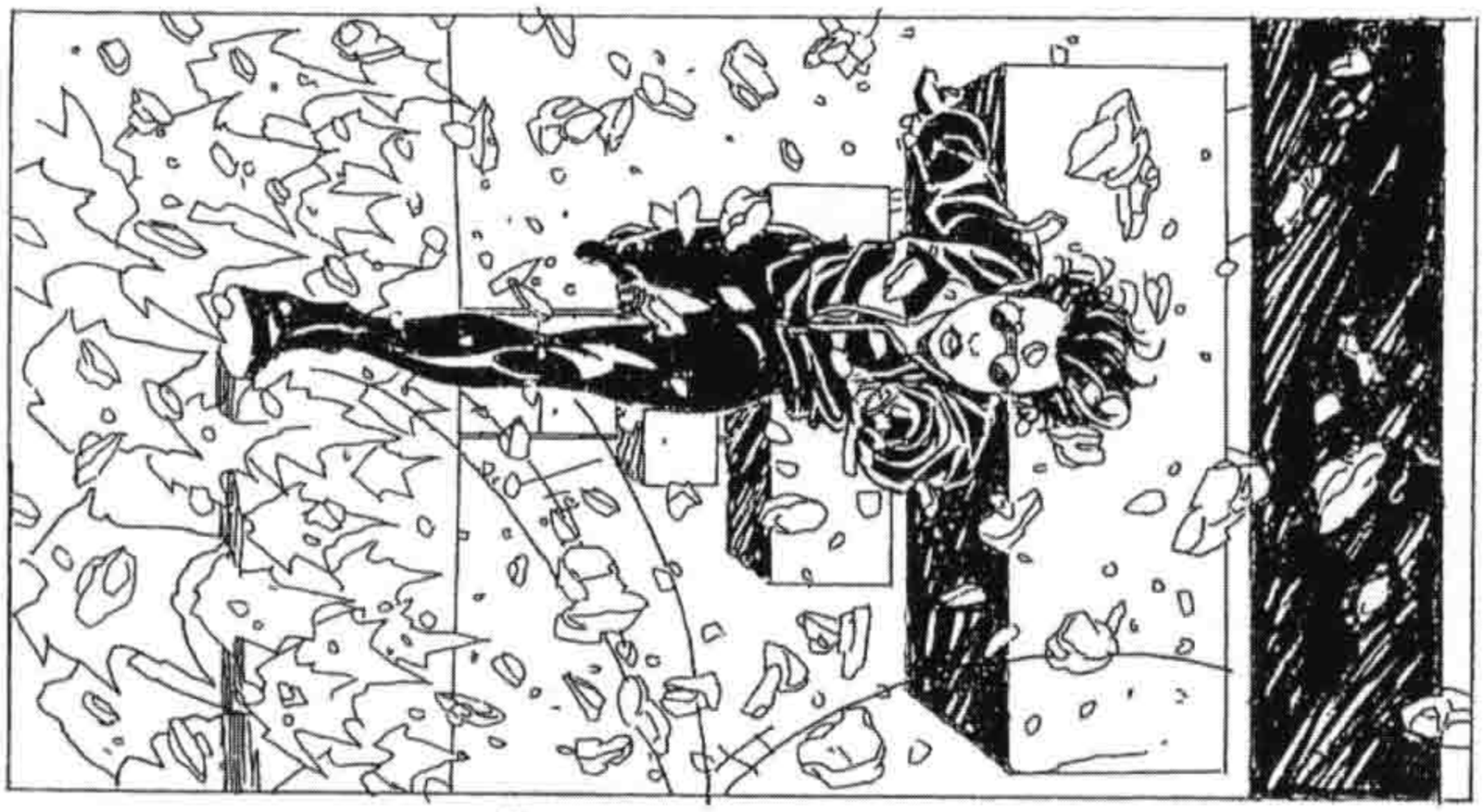
Initially, Larry and Andy were going to have super guns made for this scene, but it didn't work out. They used regular M16s, which did the job. In the first version, they also had Trinity doing more hand-to-hand combat, rather than using guns, but by the time they got down to filming, it just didn't flow right.

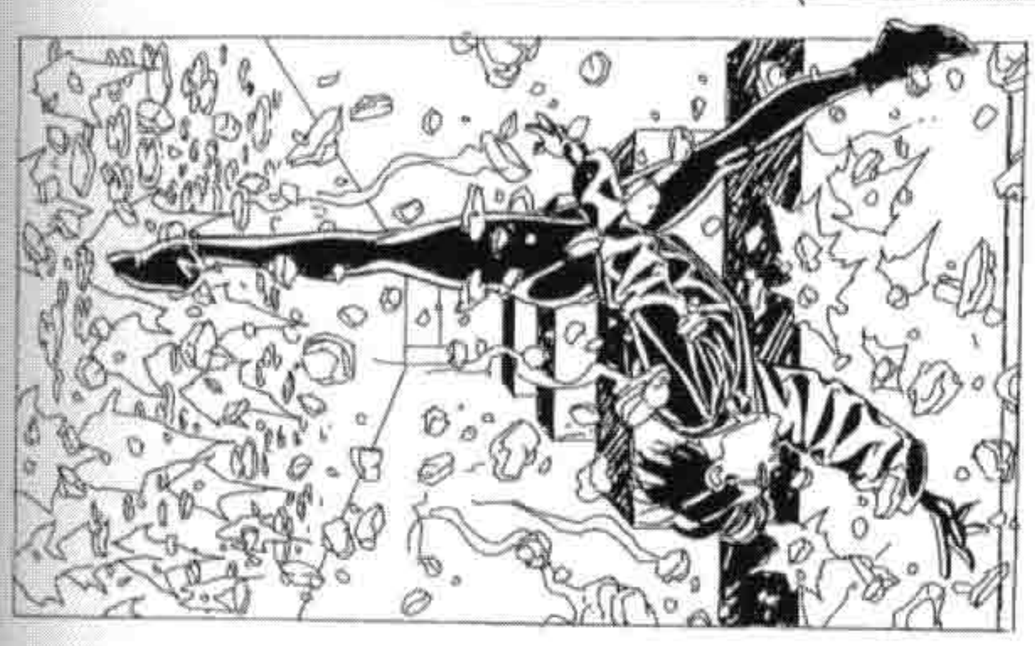










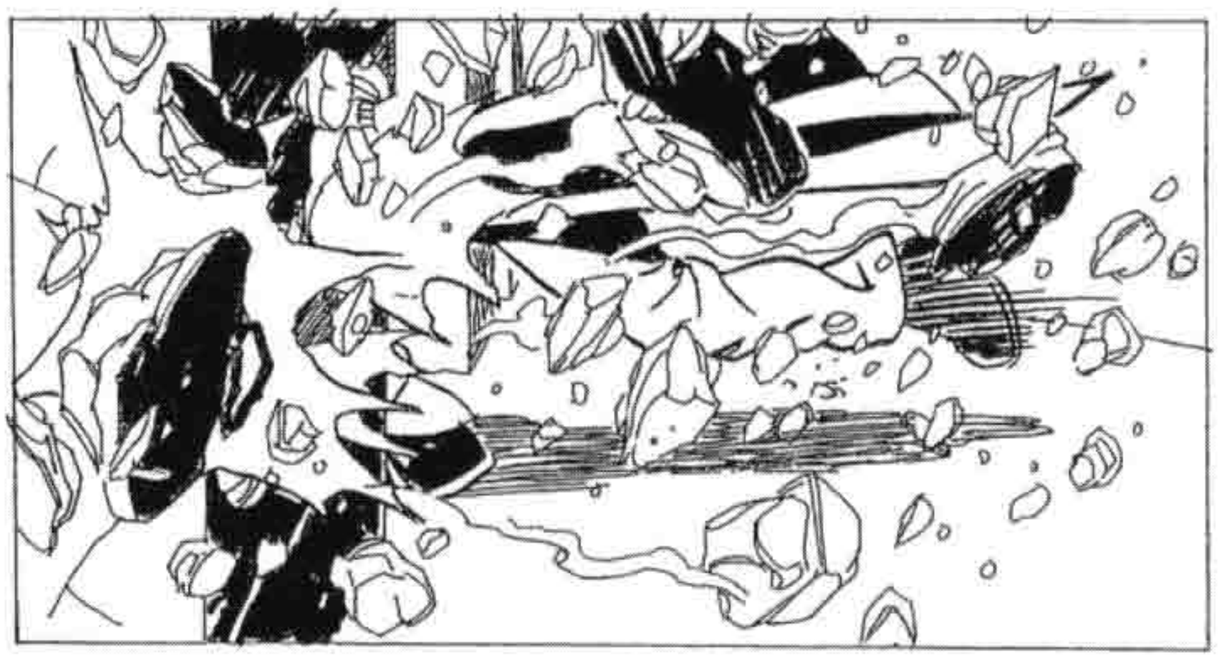


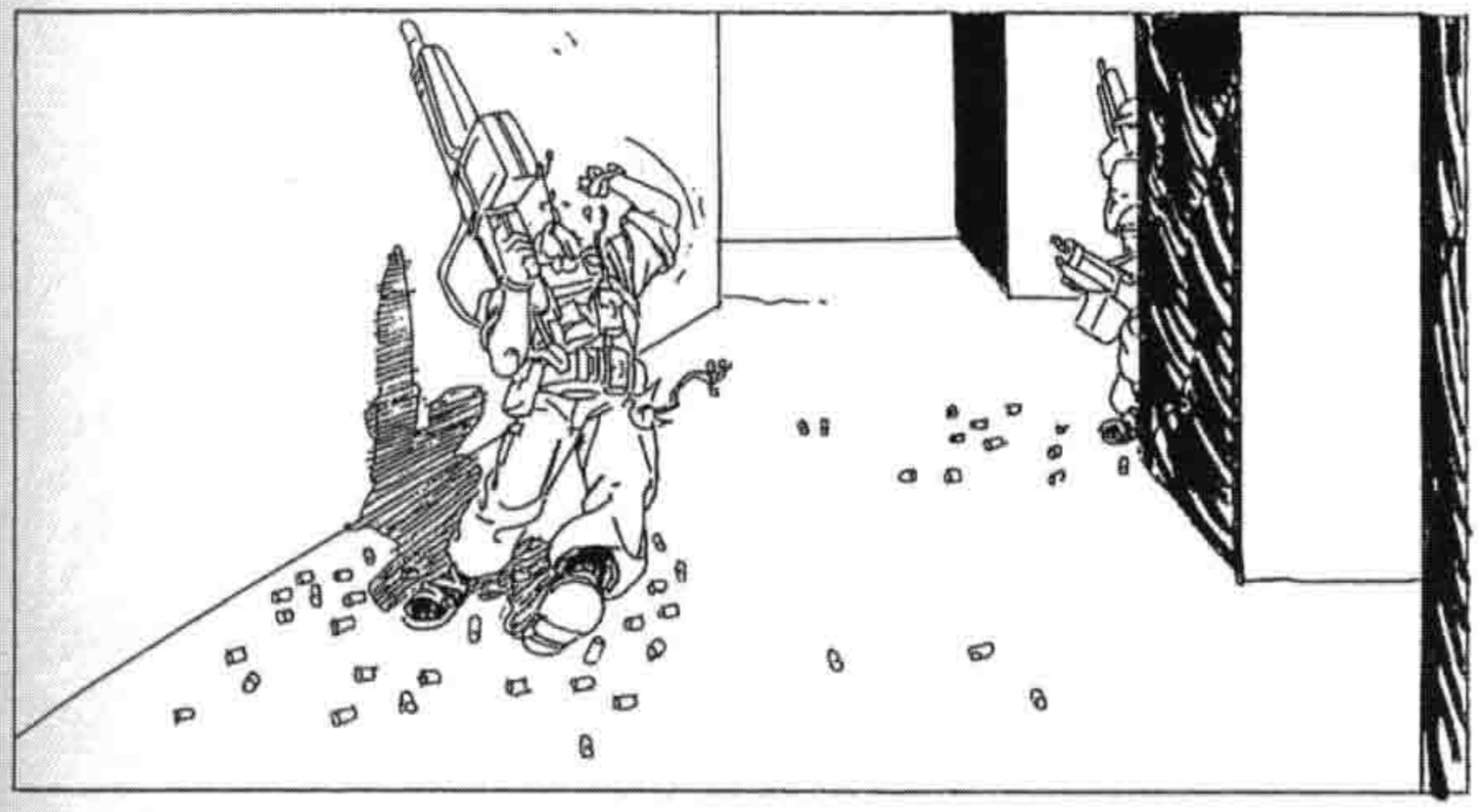
**Skroce:** Originally, where Trinity runs on the wall and flips off, the camera was going to be one fluid shot. Here in the boards, as soon as she starts running on the wall, until she jumps off behind a pillar, it's pretty much the camera following her and then just panning a little bit as she lands. In the movie that's not how it's cut. She's running on the wall and as she jumps off, it cuts to a shot of her upside down and you see her head and shoulders turning in slow motion as she's landing.

Government

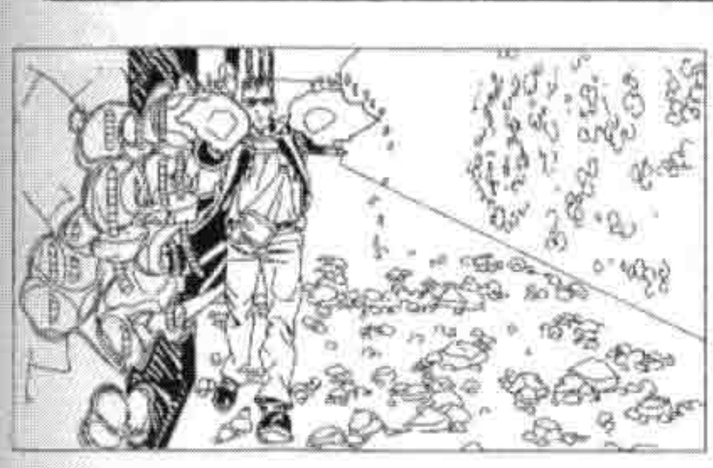
Lobby

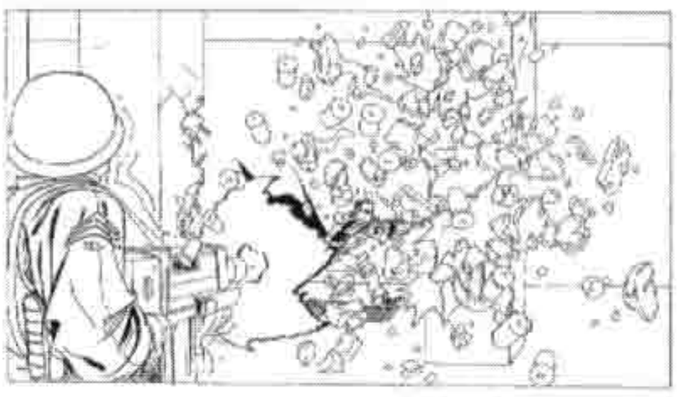
**Skroce:** Trinity was always a PVC chick. In the storyboards, Neo was a bit more army fatigues; he's definitely got more fashion sense in the film, looks cooler. The trench coats and sunglasses were always Larry and Andy's idea. Especially in this scene, the glasses were there to look cool, but also as a safety consideration for the actors in the midst of all this debris.

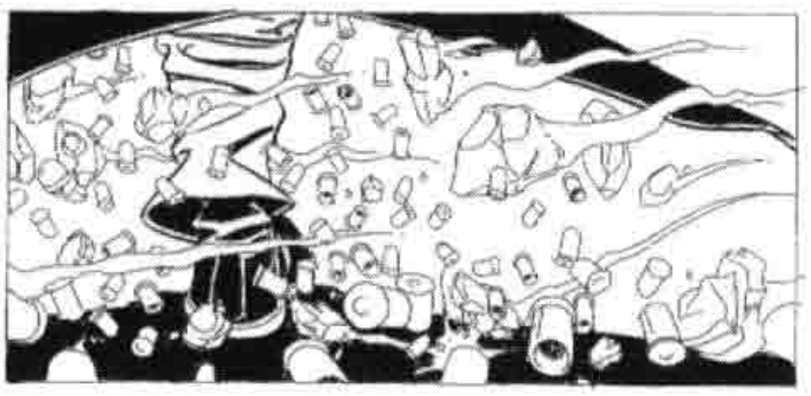


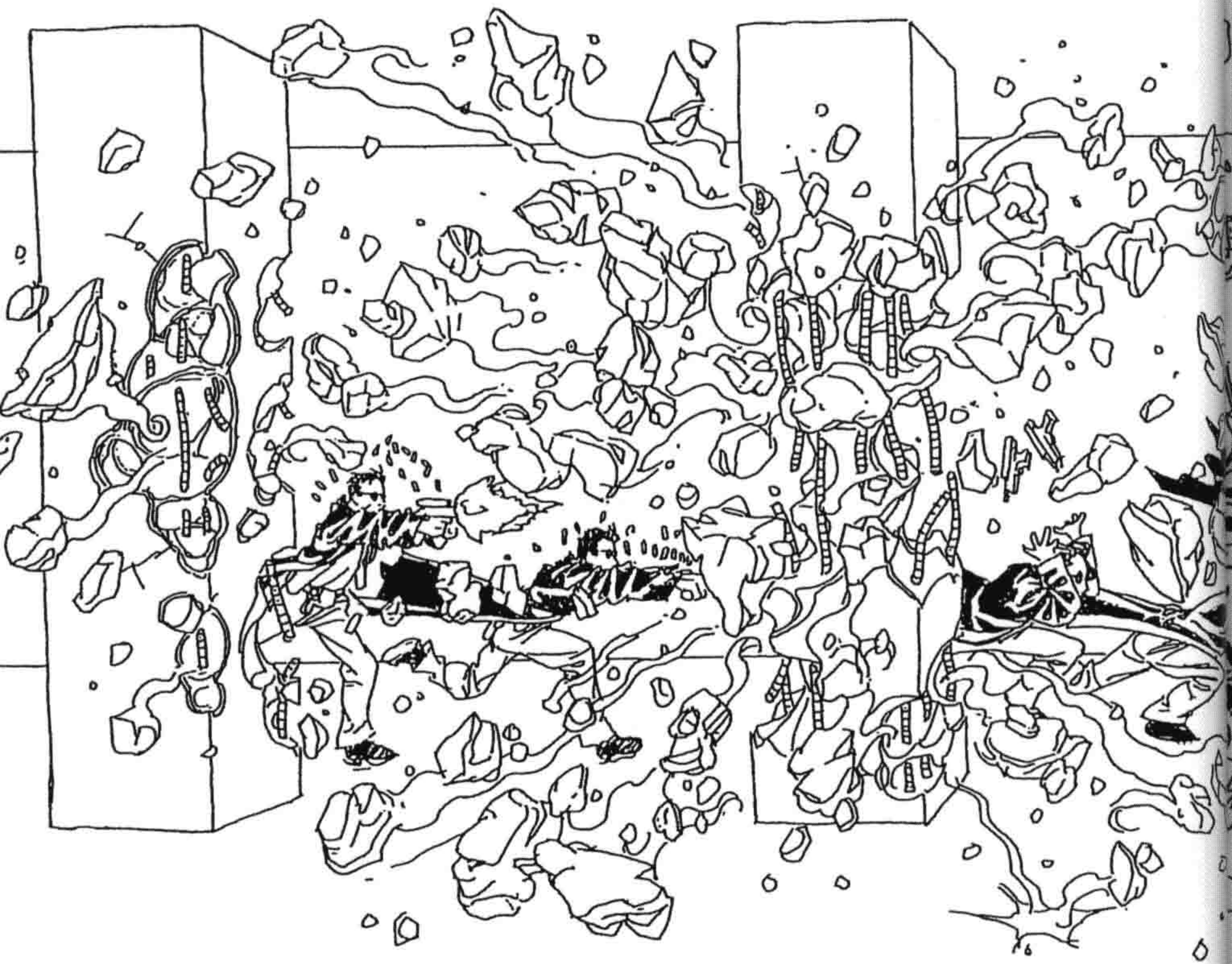


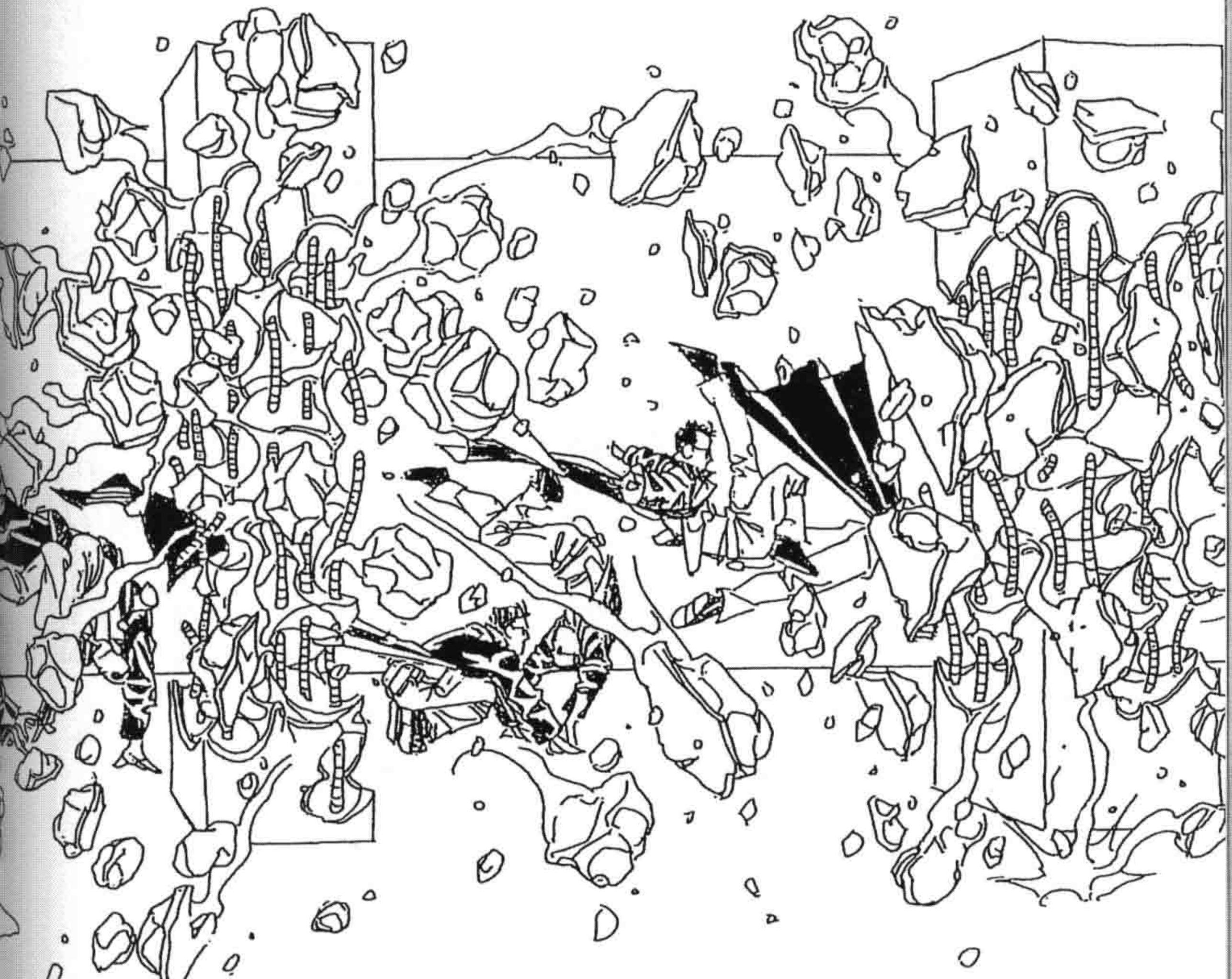
**Skroce:** The Government Lobby scene is where Neo first starts to discover his powers as The One, what he can actually do. That's the reason he starts doing all this nutty stuff. It's the most fantastic thing we've seen him do up to this point, and then, to top it off, he does a flip while firing upside down, doing a handstand.

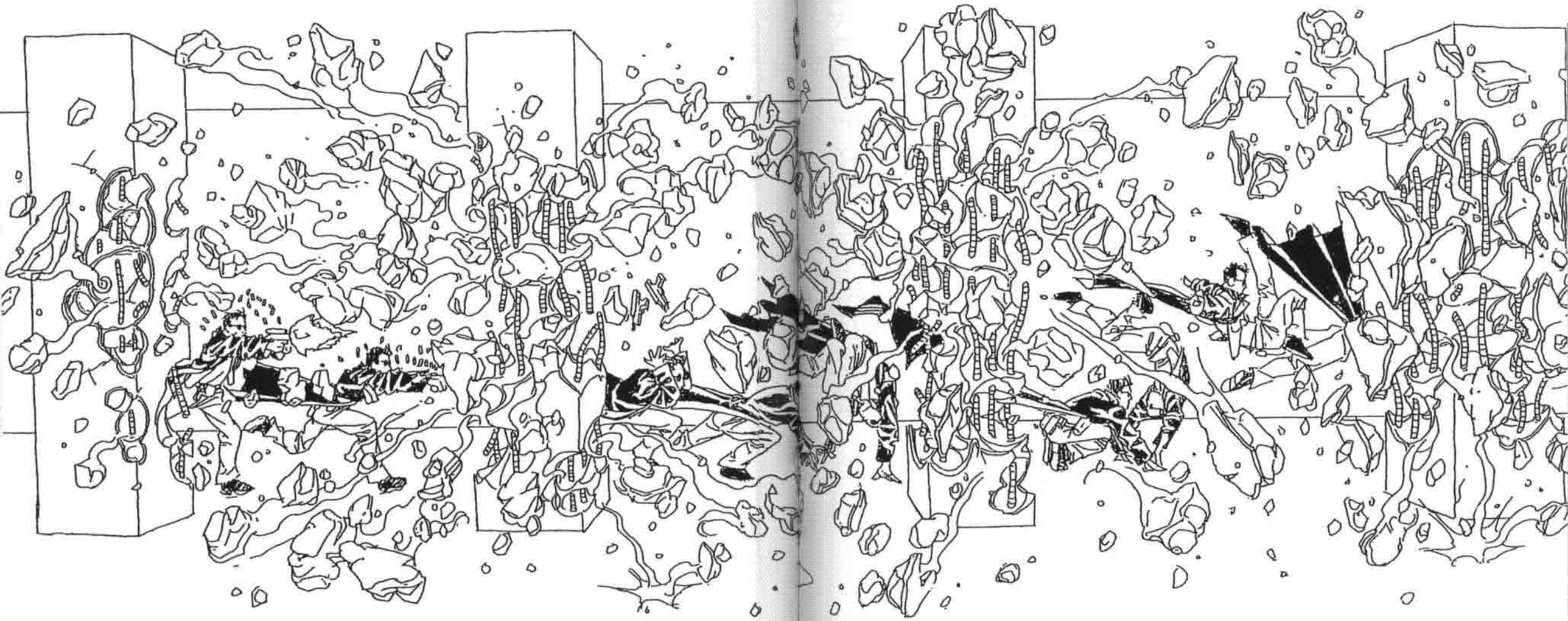




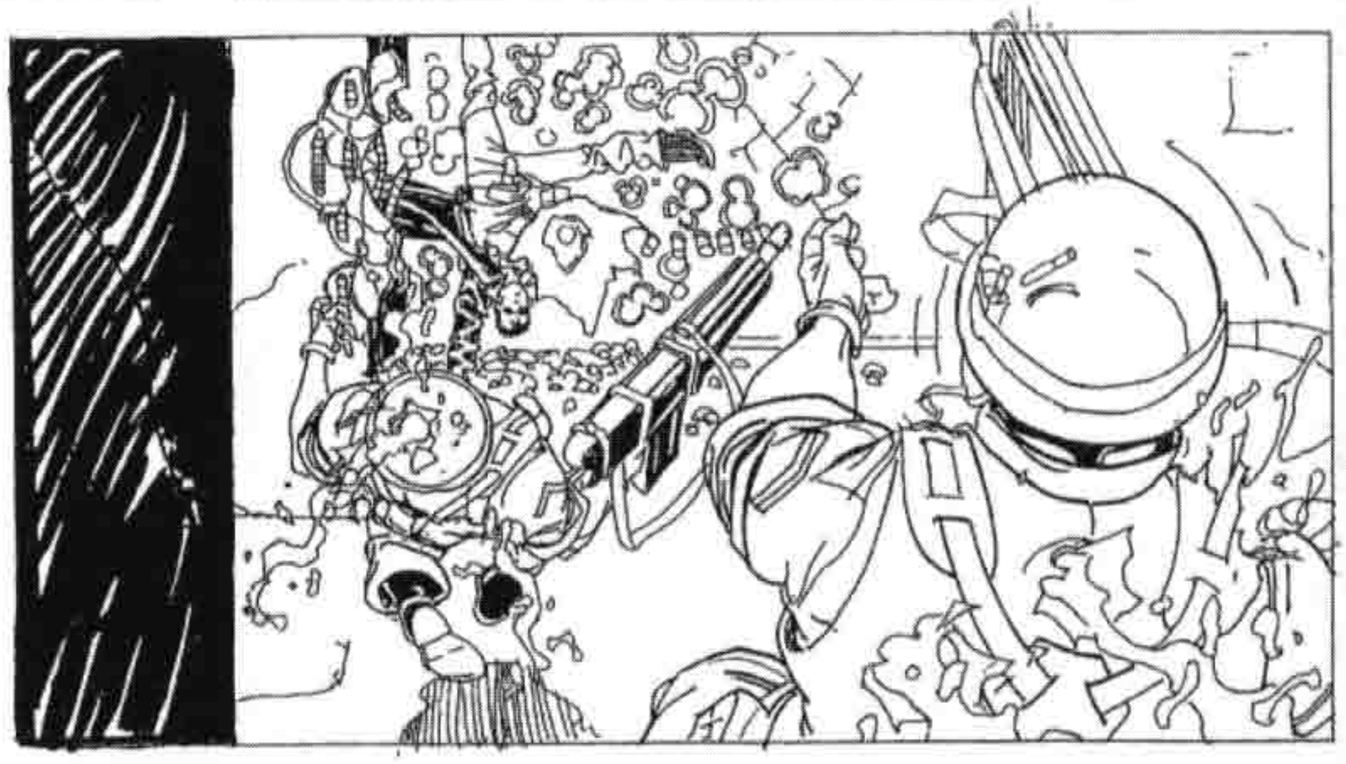


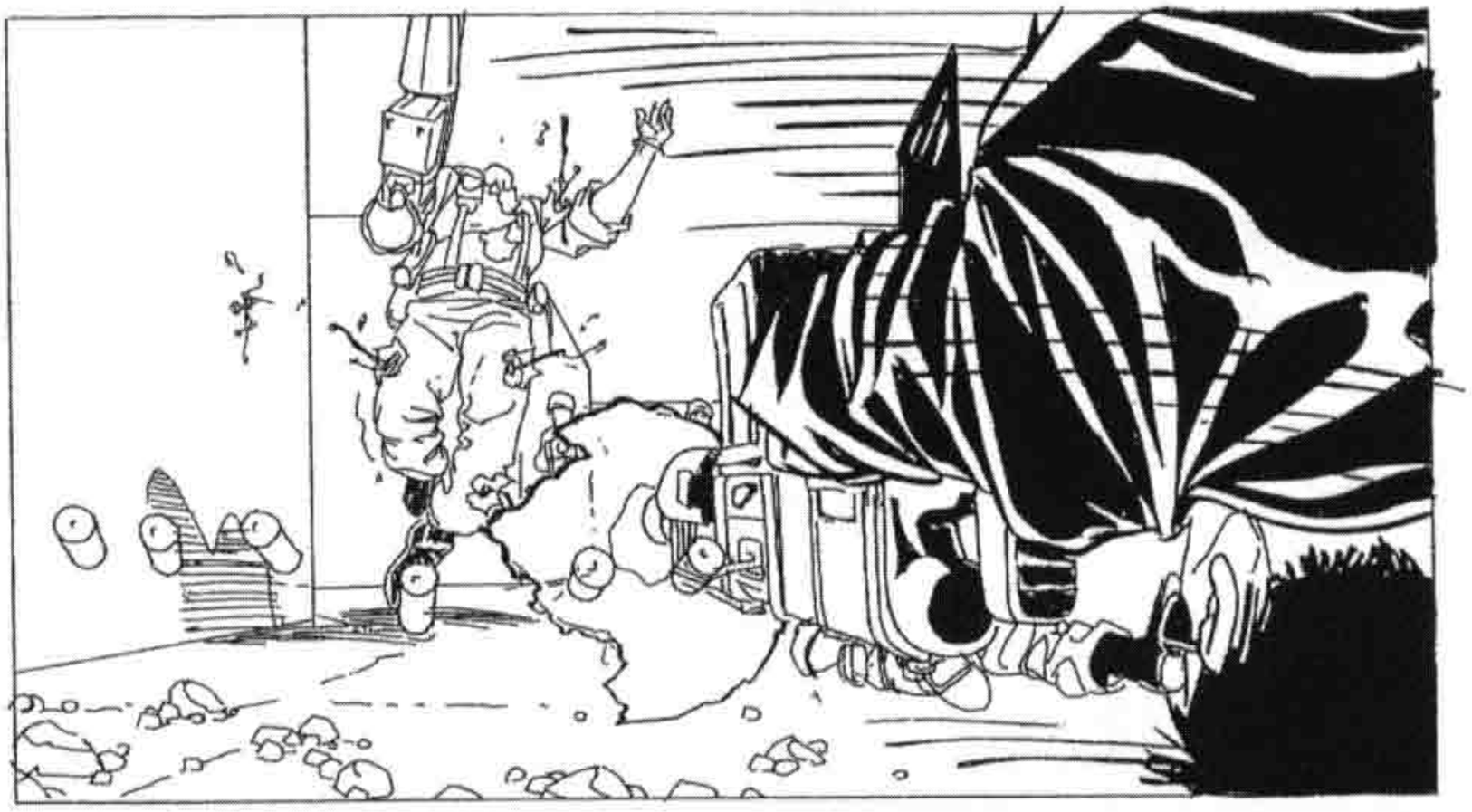




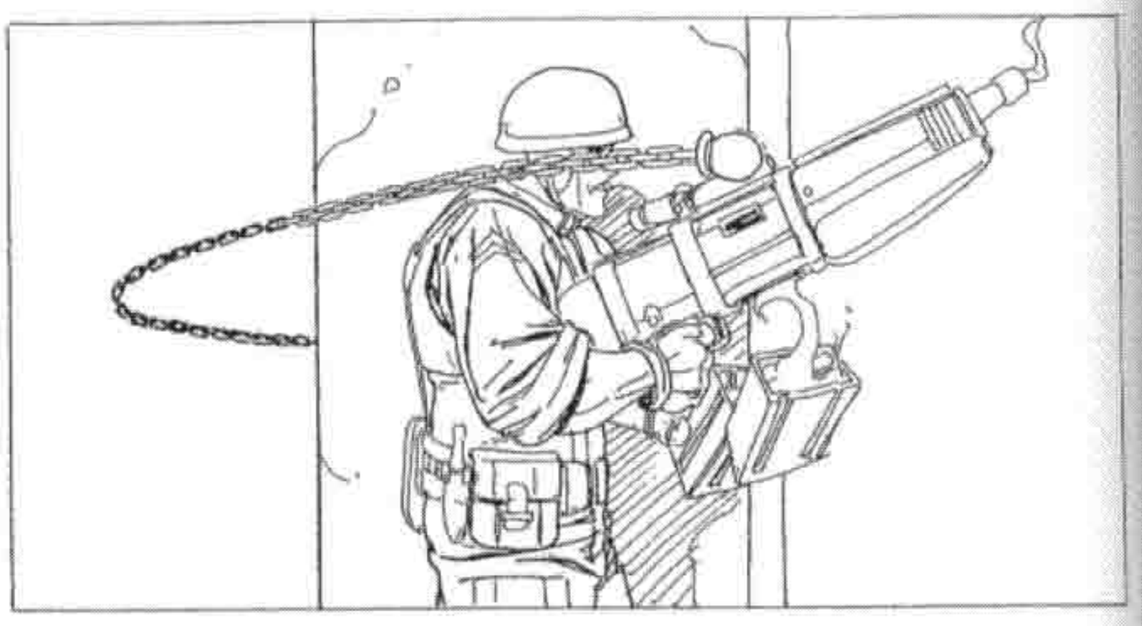


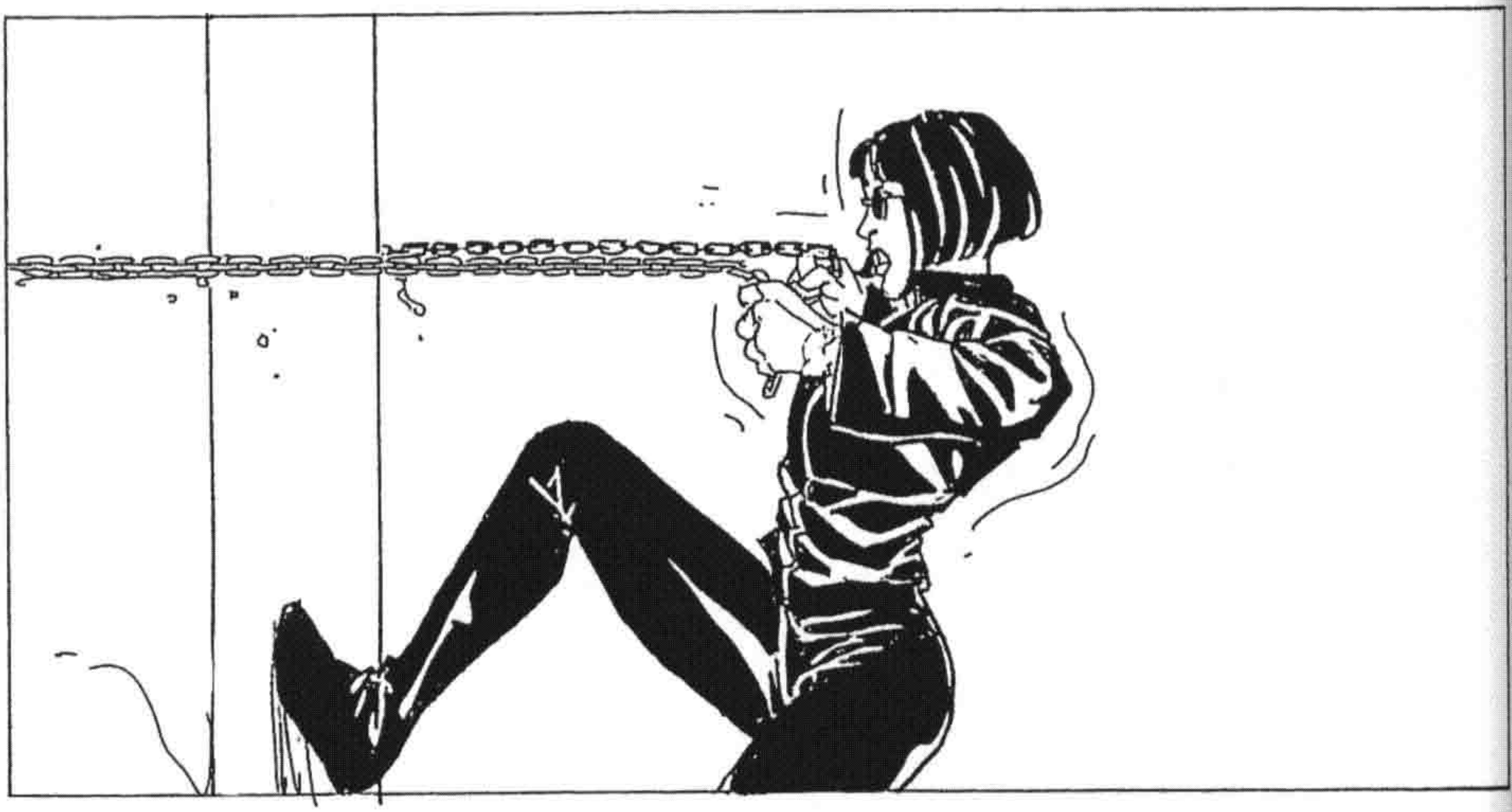
**Skroce:** The last panel (bottom), where Neo lands, doesn't really indicate he has landed behind the far wall (after he does the one-handed handstand and comes upright). I drew this crazy thing—which is kind of ridiculous now that I think about it—where he's moving so fast that by the time he lands, the shells that were ejecting out of frame left in the previous panel are still mid-air, whizzing past him. He's moving faster than the shells can land.



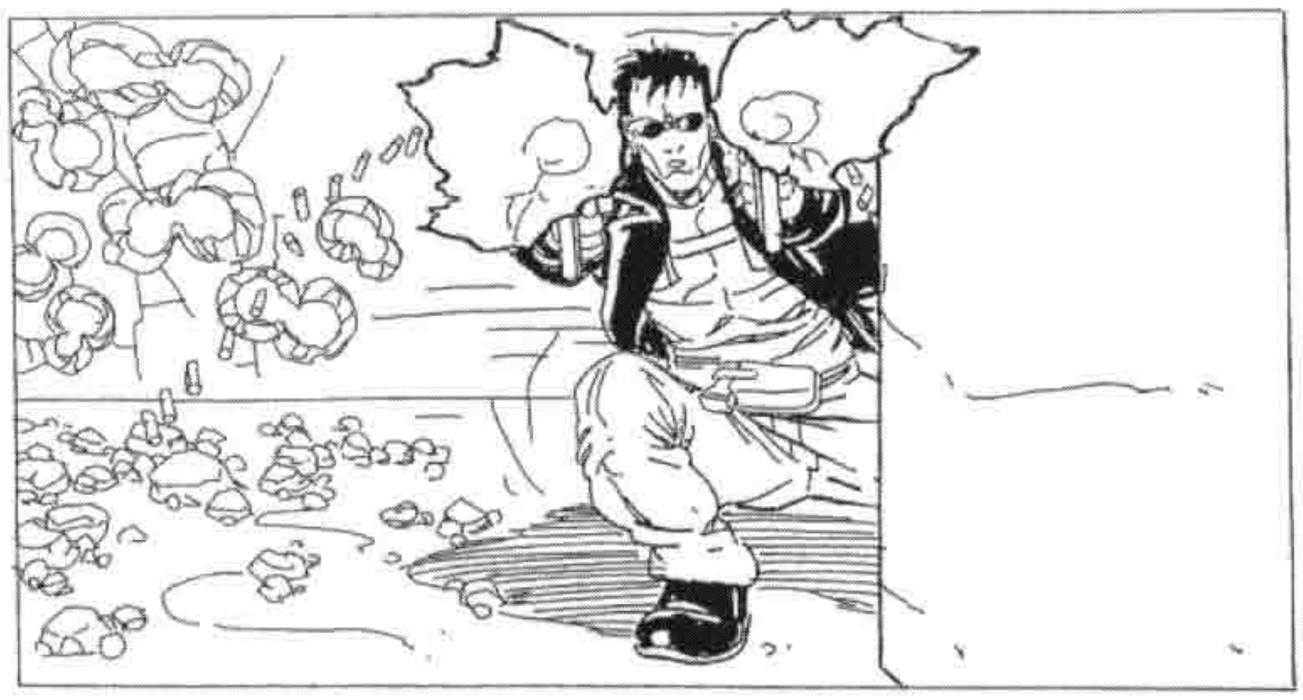


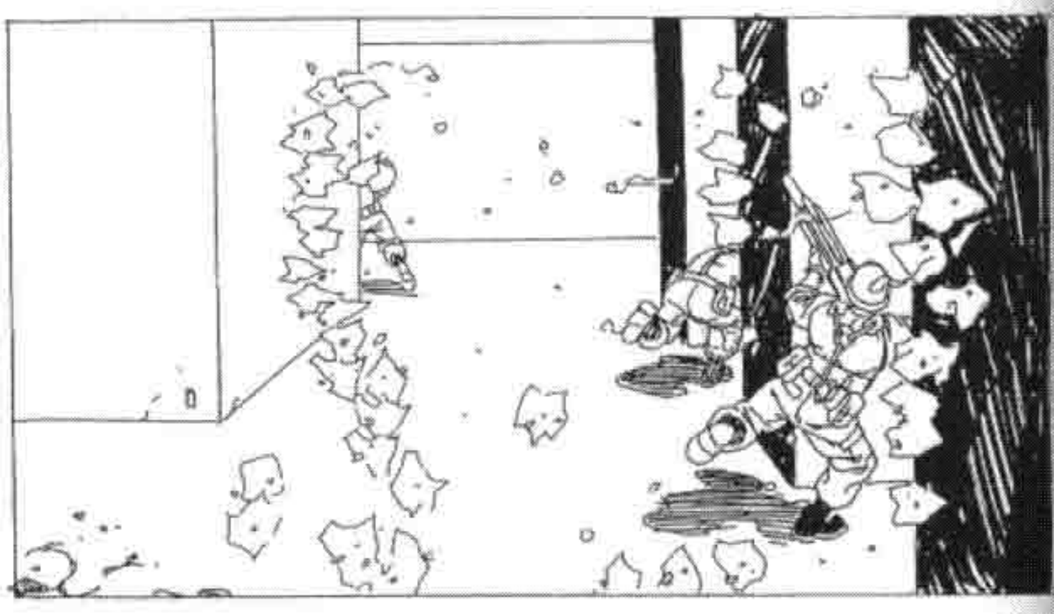
**Skroce:** Here's Trinity sneaking up on a soldier, out of sight on one side of a pillar. She's about to do a little bolo trick, but it got cut. I guess it slowed things down a bit.



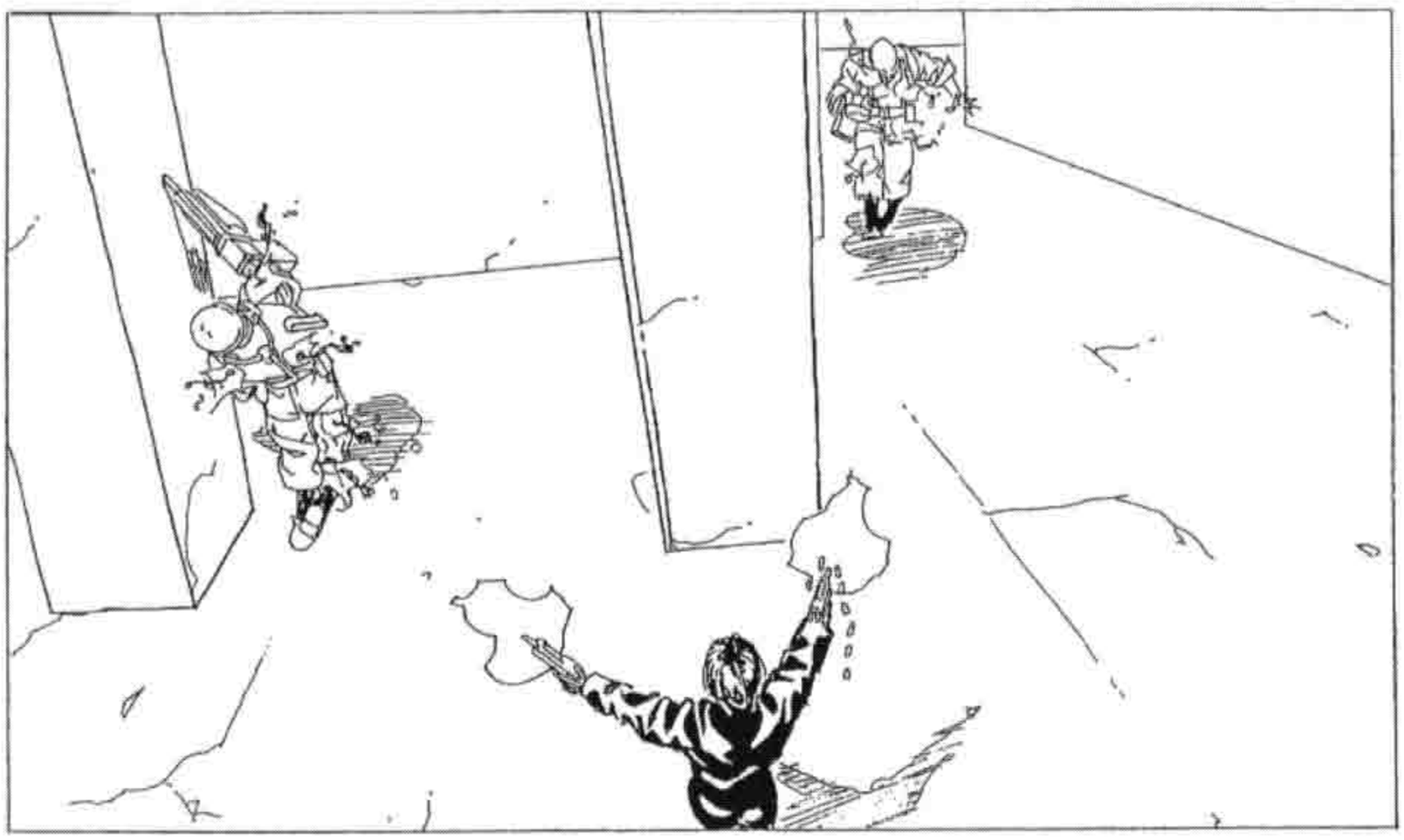


**Skroce:** In the boards, while the bolo trick is happening, on the opposite side of the room a soldier is shooting at Neo. While the bolo got cut, this does happen, just not in the order shown here.



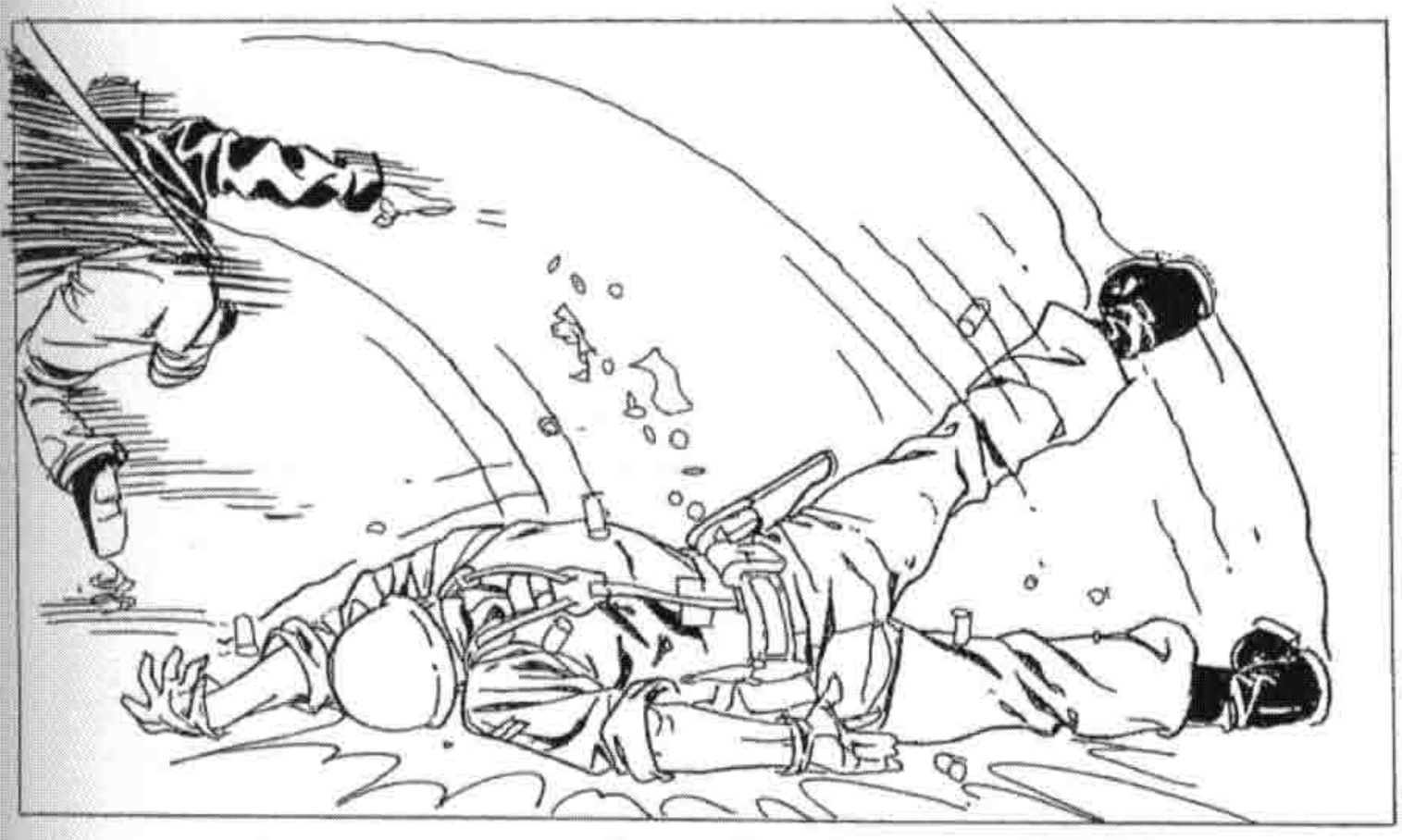


**Skroce:** These shots didn't happen [top to bottom], although they lead to a sequence that does [over].



**Skroce:** Here's Prince Charles, as we called him. Andy took one look, said the name, and it stuck.

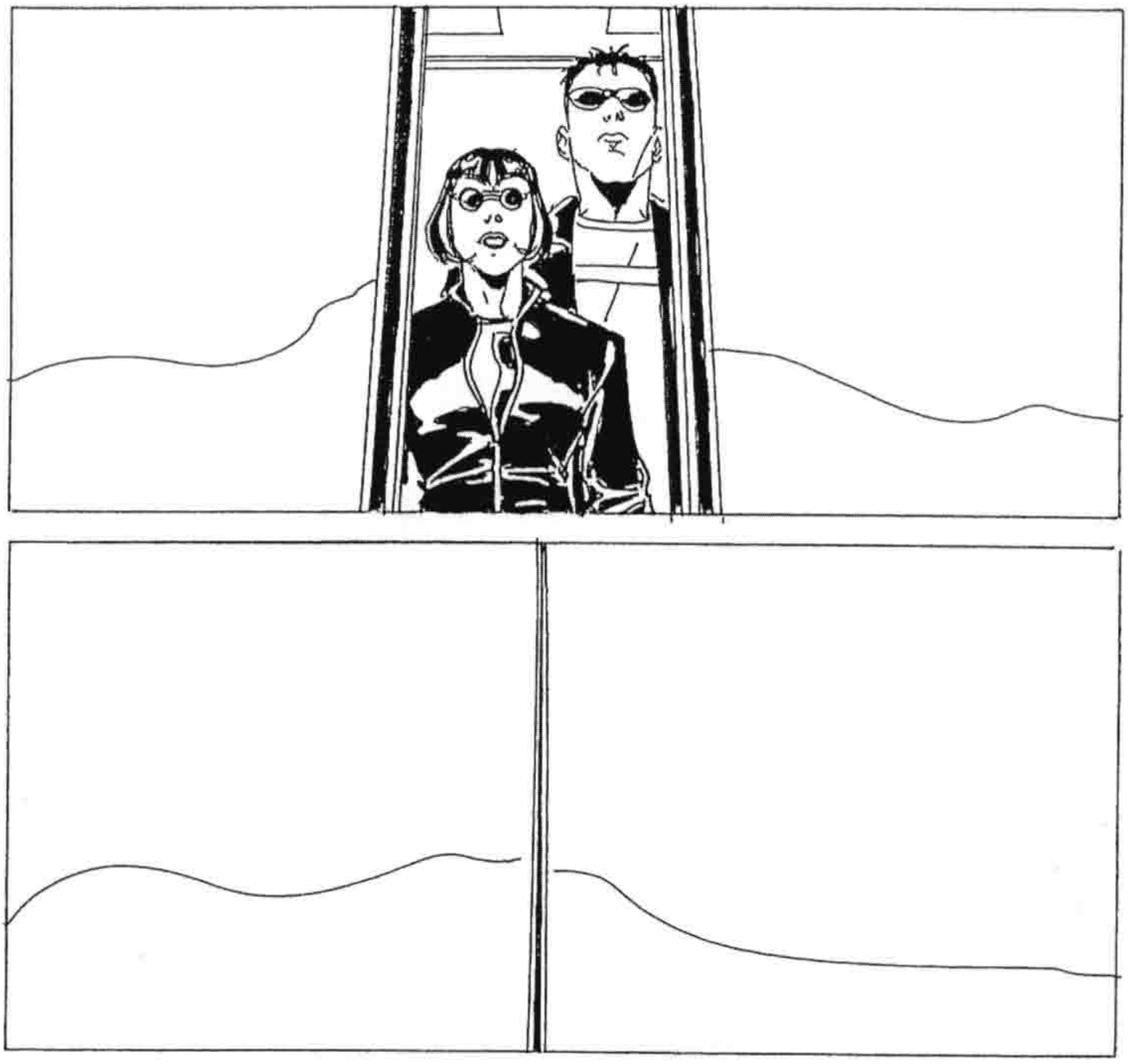
**Skroce:** Here, Neo comes up and kicks Prince Charles hard with his right leg, swinging him around fast. When Neo finally lands and stops, the coat sort of wraps around him like a cape. Unfortunately, this was not worth going to the lengths needed to shoot, all the mumbo jumbo you'd have to go through to do it—physics played into that.



It would have been cool though, and in keeping with the hero Neo is becoming. In the movie, he does have somewhat super human strength, which we were underscoring with the coat.

Government Lobby

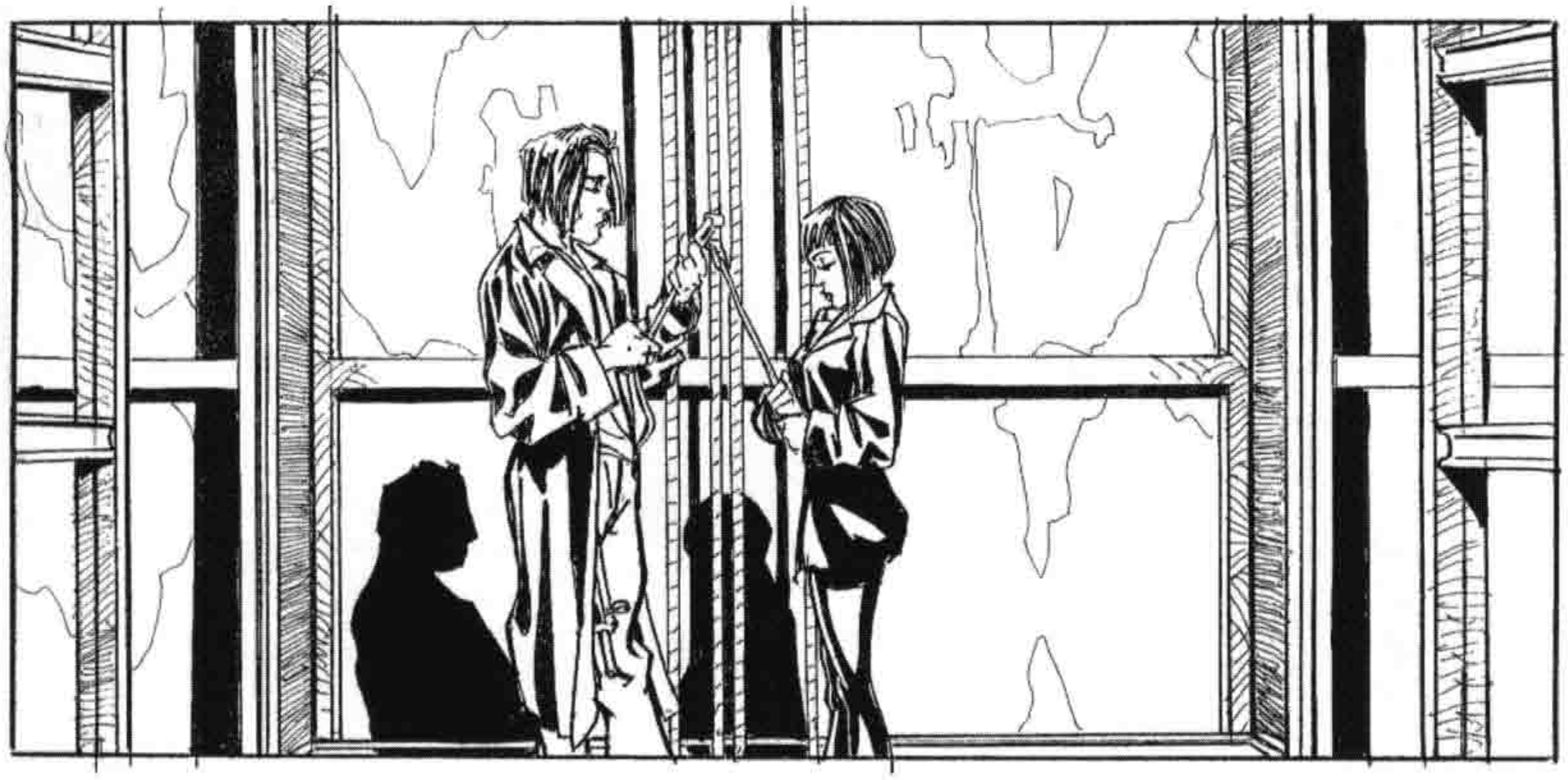
**Skroce:** For the end of the Government Lobby scene, Larry and Andy kept saying they wanted this to be a living animation—an impossible amount of debris coming off the pillars—and, as I was drawing, they kept saying, "More." The pillars were supposed to look like chewed-up apple cores by the end of it.

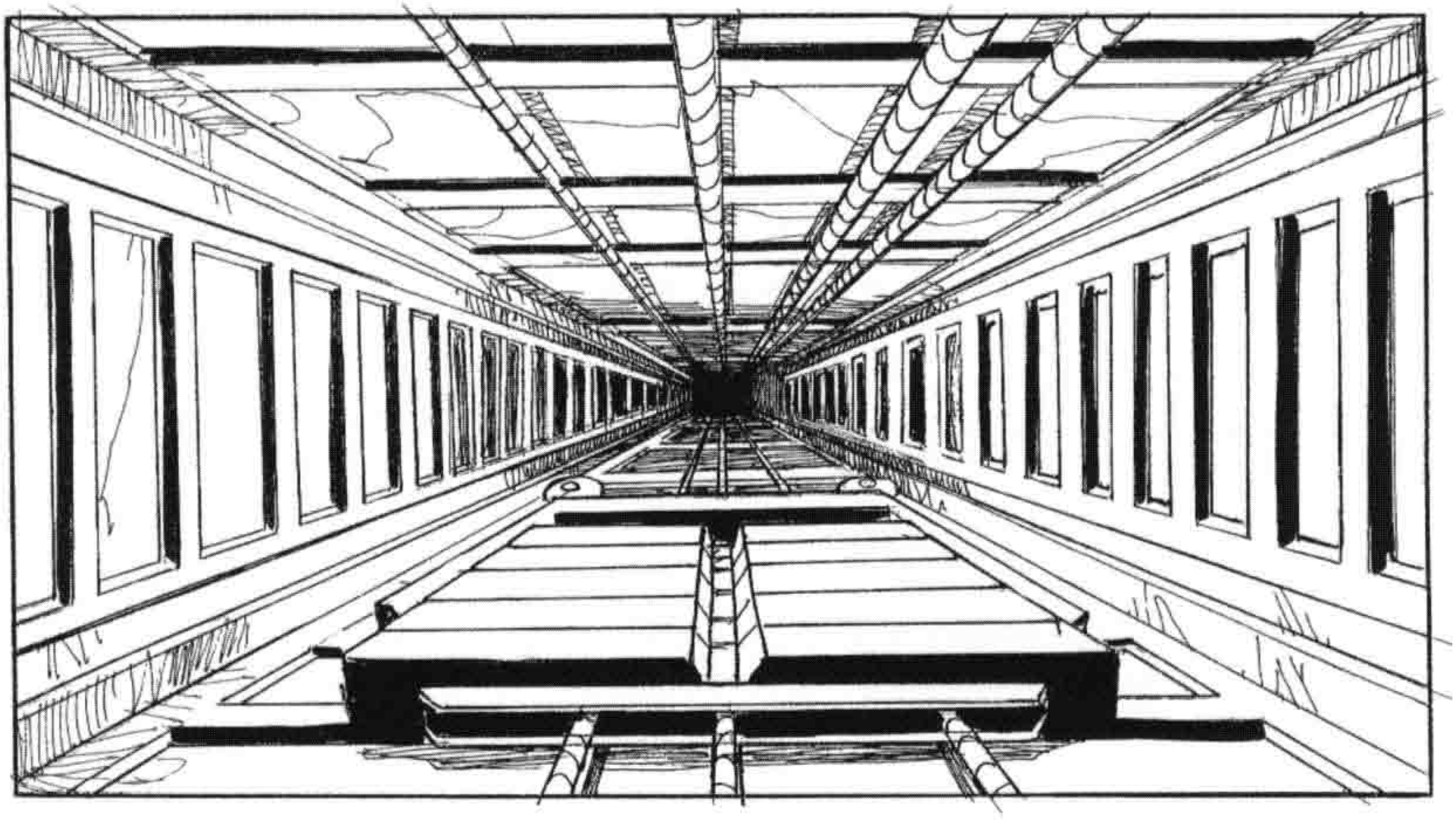


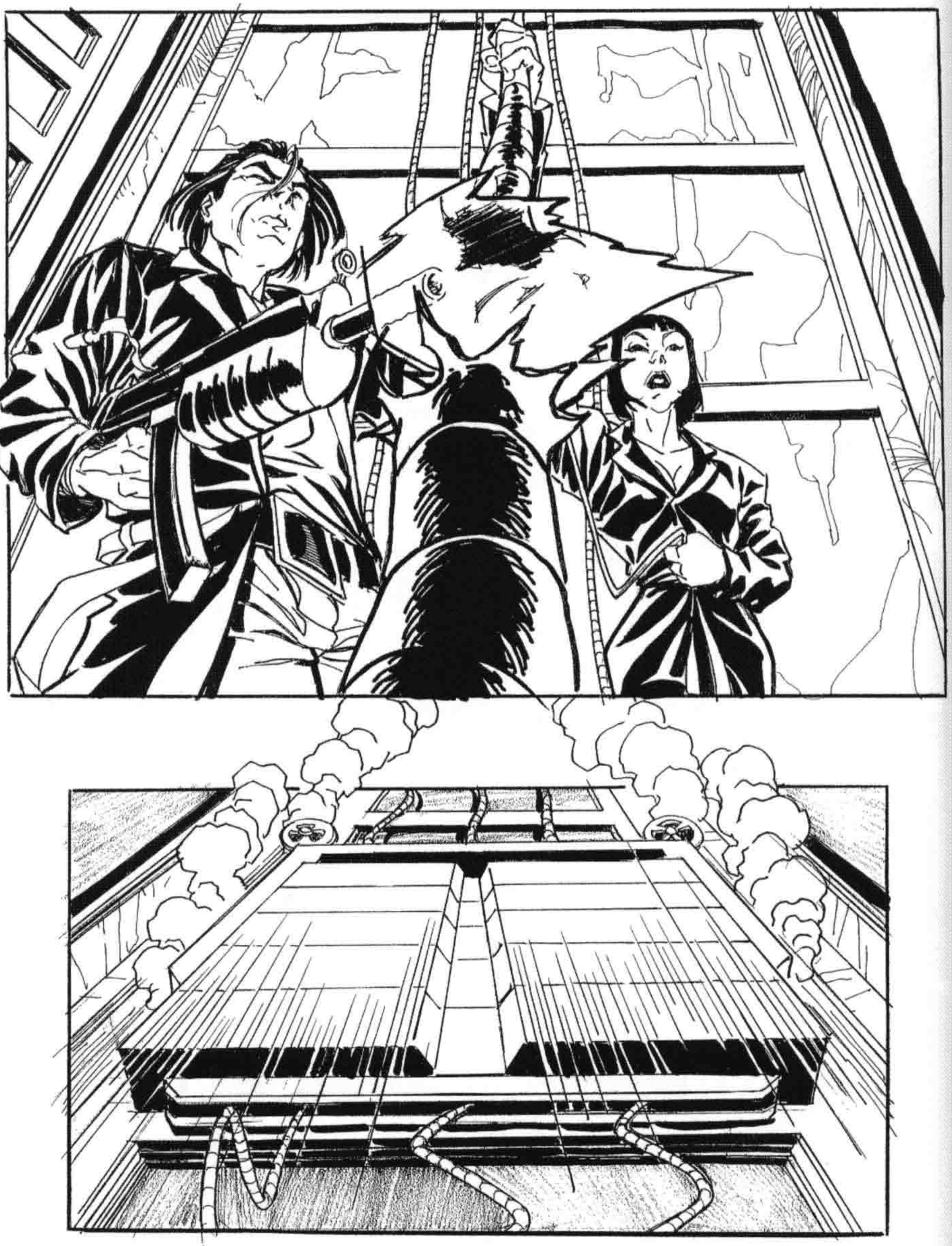
"I THINK THEY'RE TRYING TO SAVE HIM."

Elevator Shaft

Scenes 154, 155

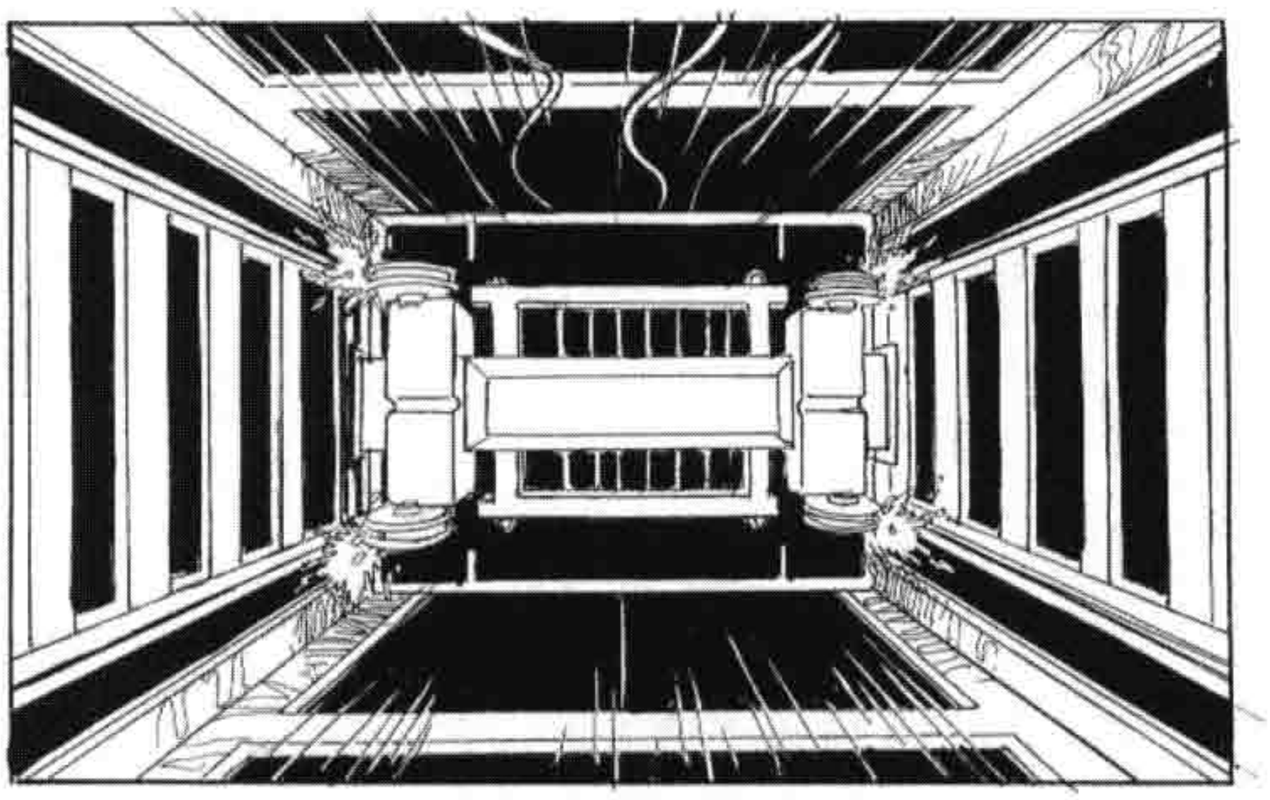




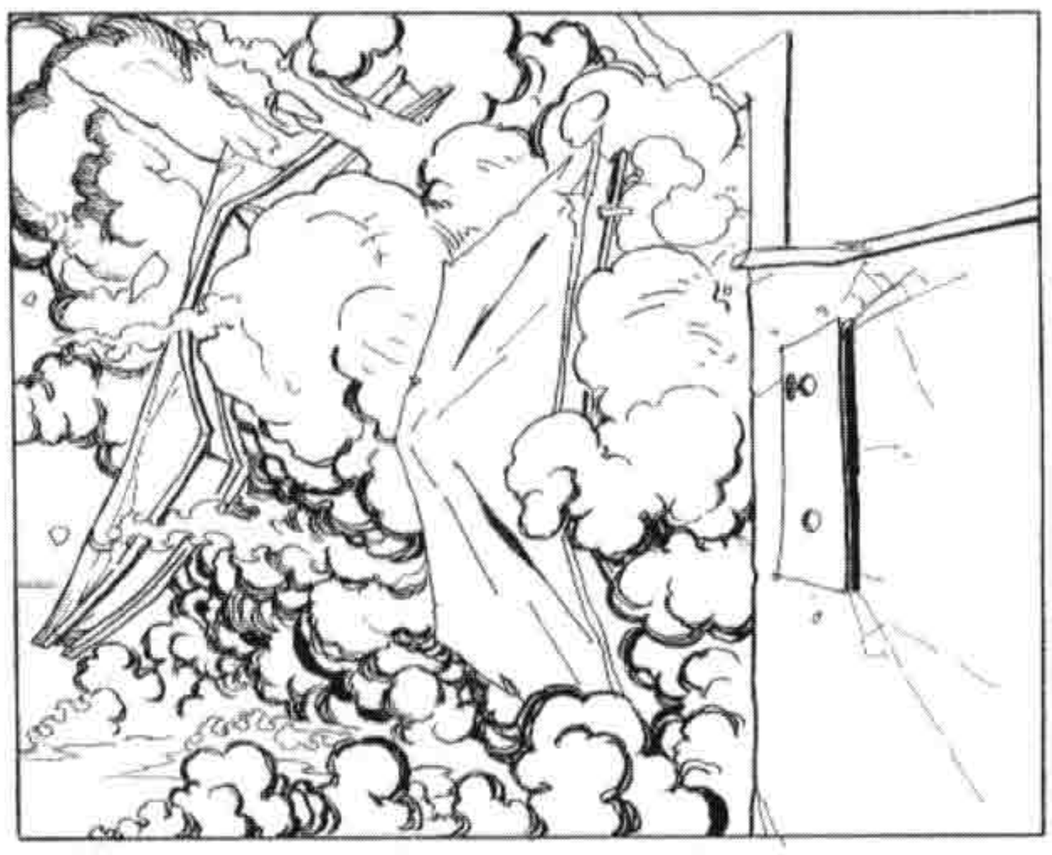


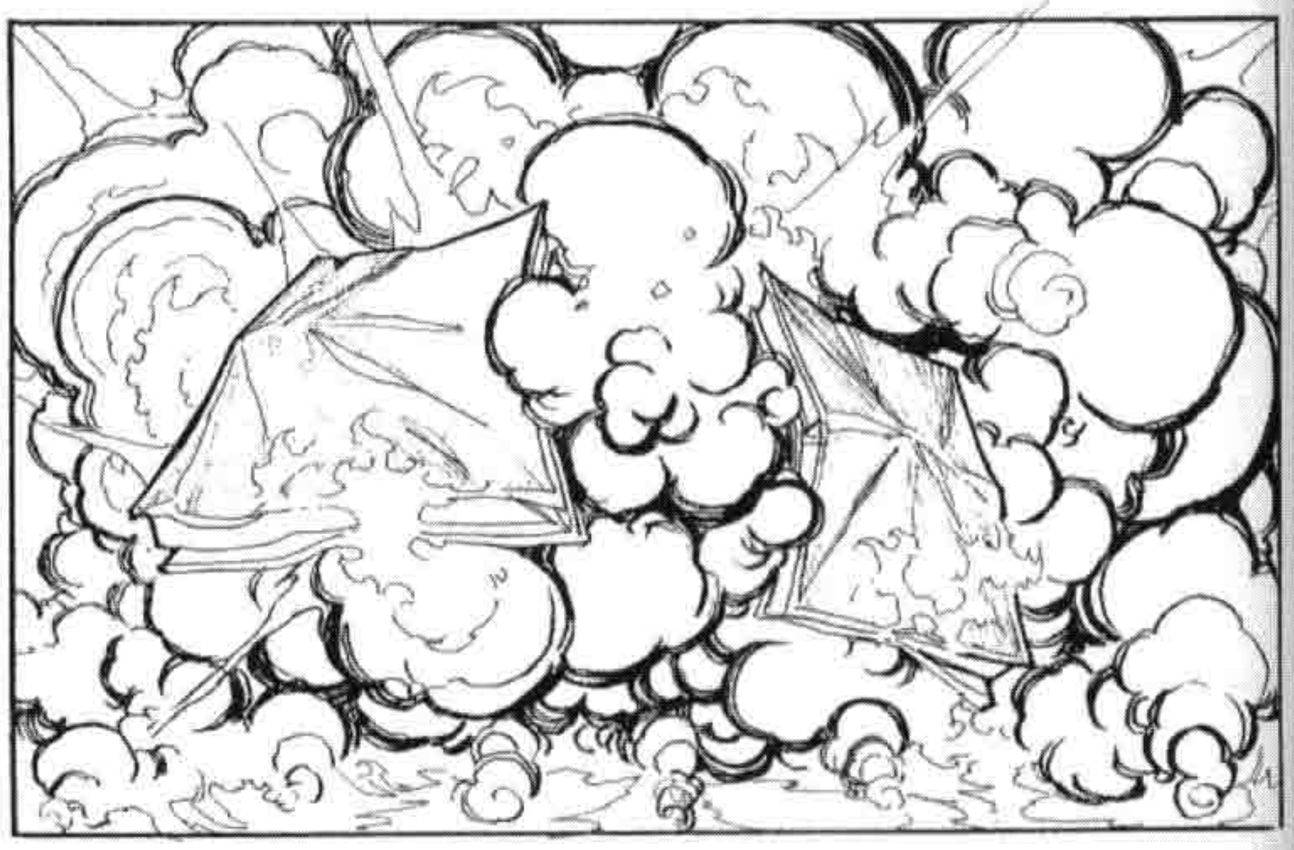
**Steve Skroce:** Here's where "There is no spoon" is said. It's one of the earlier sequences I worked on. I drew it before I drew the revised Government Lobby scene. They have more guns in the boards and Neo's hair is different, although Trinity looks the same. In the film, the big gun Neo is holding turns into a handgun.

Elevator Shaft



**Skroce:** I can't wait to draw boards for the sequels because I'll have costume references and a better idea of what the movie looks like. The film is now a thing you can reference. The Matrix exists.





"DODGE THIS!"

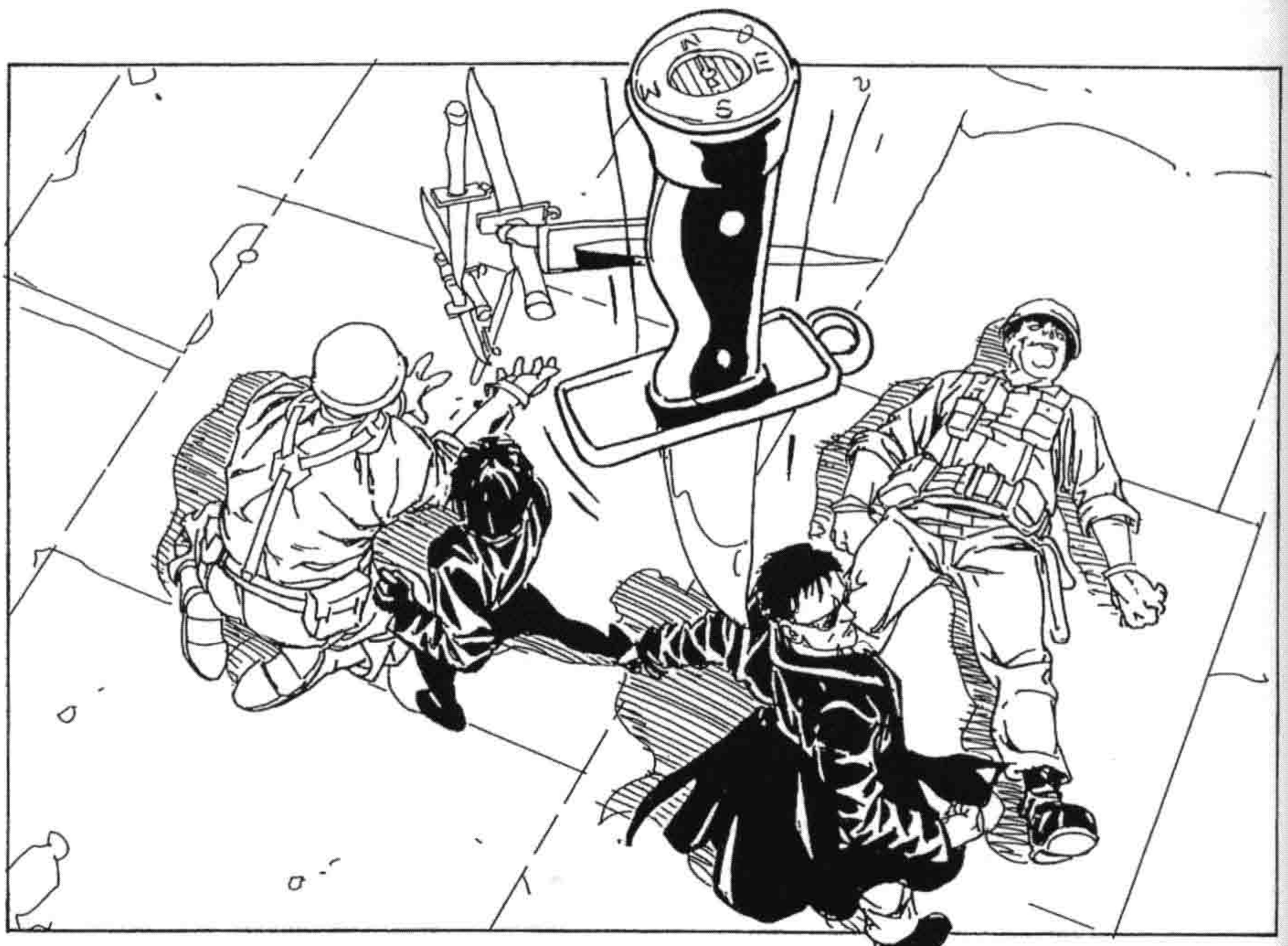
Government Roof

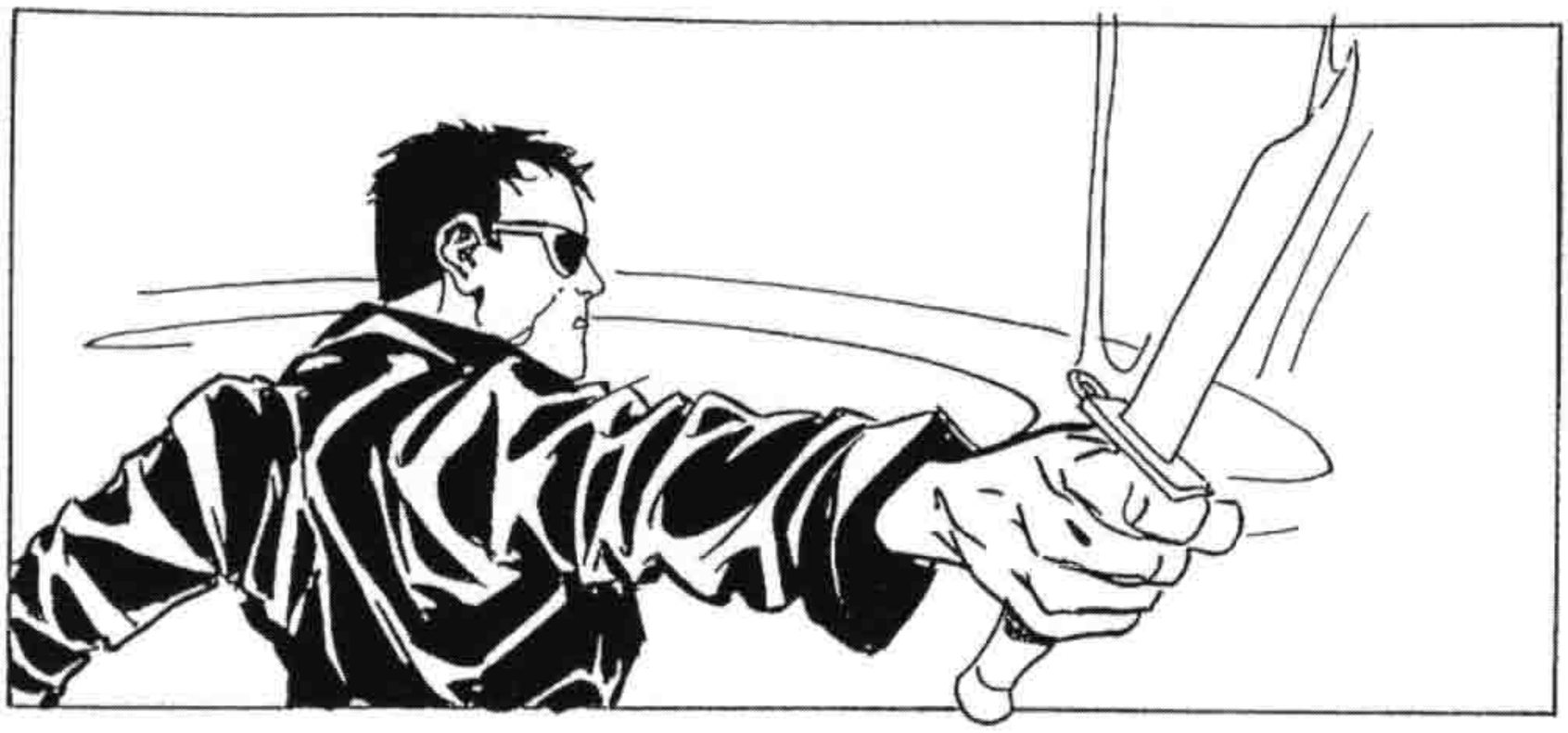
Scene 157

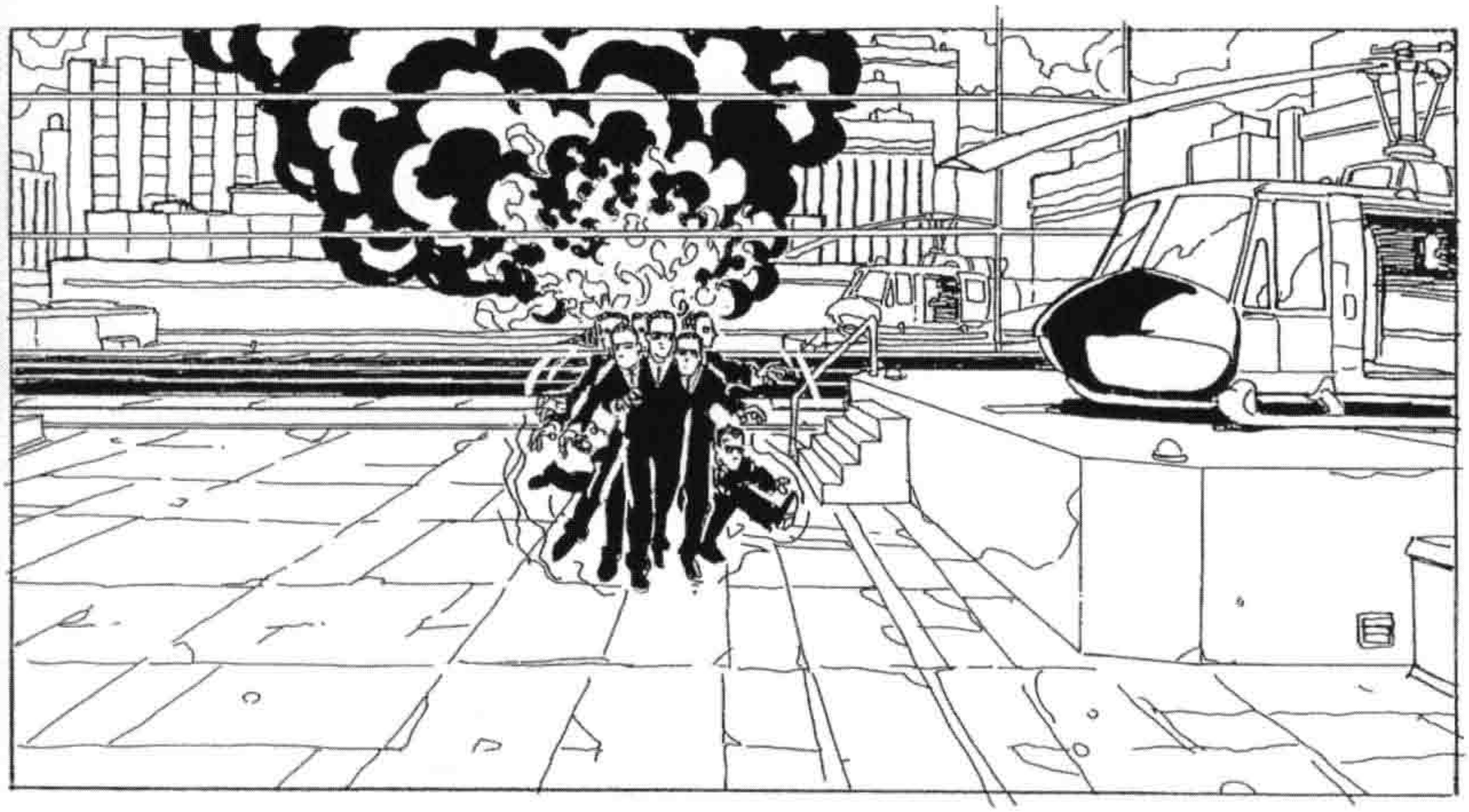
**Steve Skroce:** The Government Roof scene is interesting because it takes illustrations from my original two weeks, my second period of working and my last time out. So some of these drawings were done months apart, but they appear right next to each other.

**Skroce:** Here's a series that doesn't make it in the film [center through next three pages]. There was a lot more time spent killing these guys on the boards.

**Skroce:** These shots would have been cool if the sequence had been in the film. What Larry and Andy wanted to do was have Trinity break the guy's arm and send the knife flying up into the air. We would see the compass at the end of the knife by a rack focus, and see the needle point north; it would then fall with Neo catching it and, in one motion, take out the guy with the gun, who was seen earlier about to shoot Trinity.





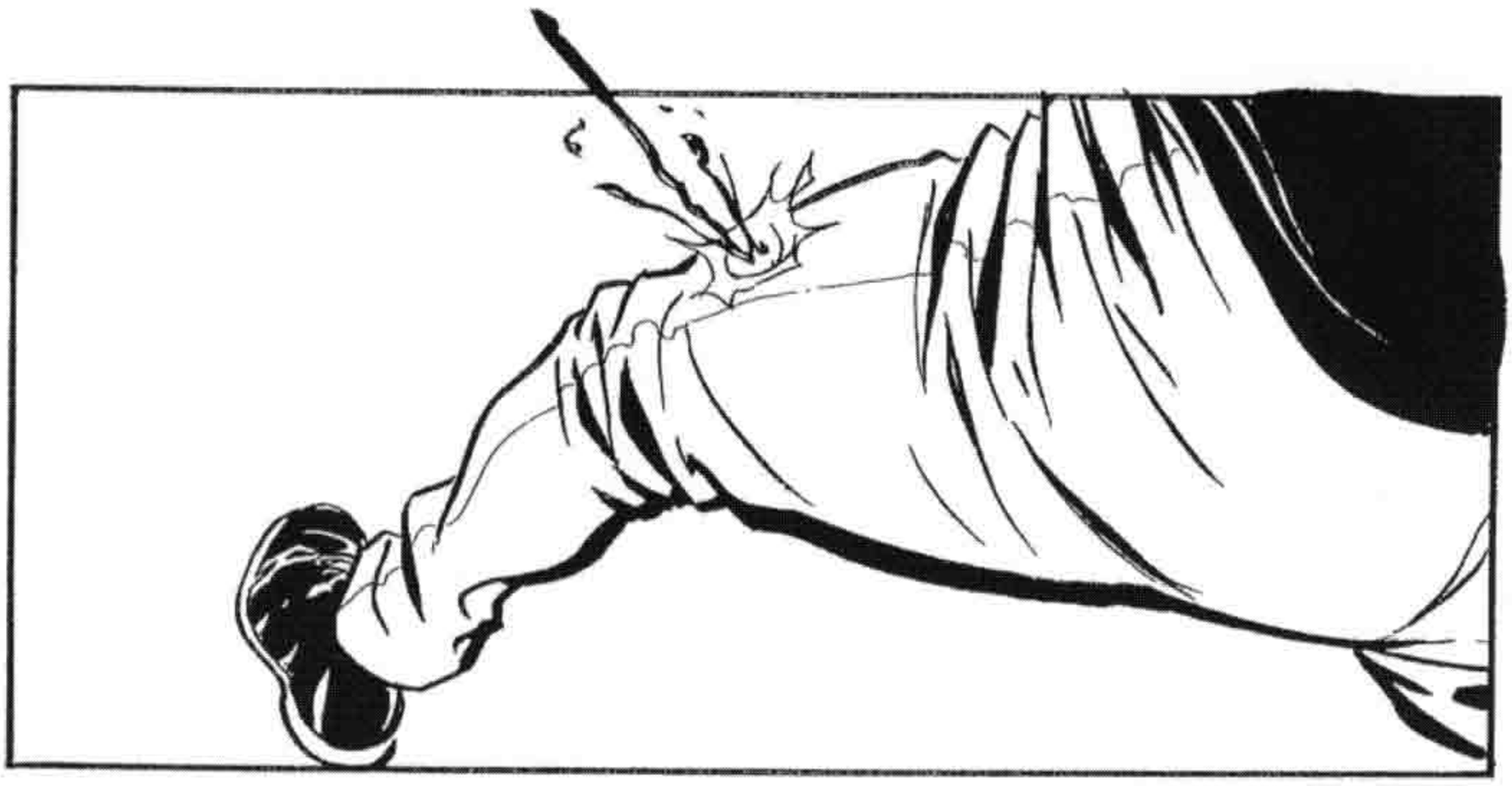


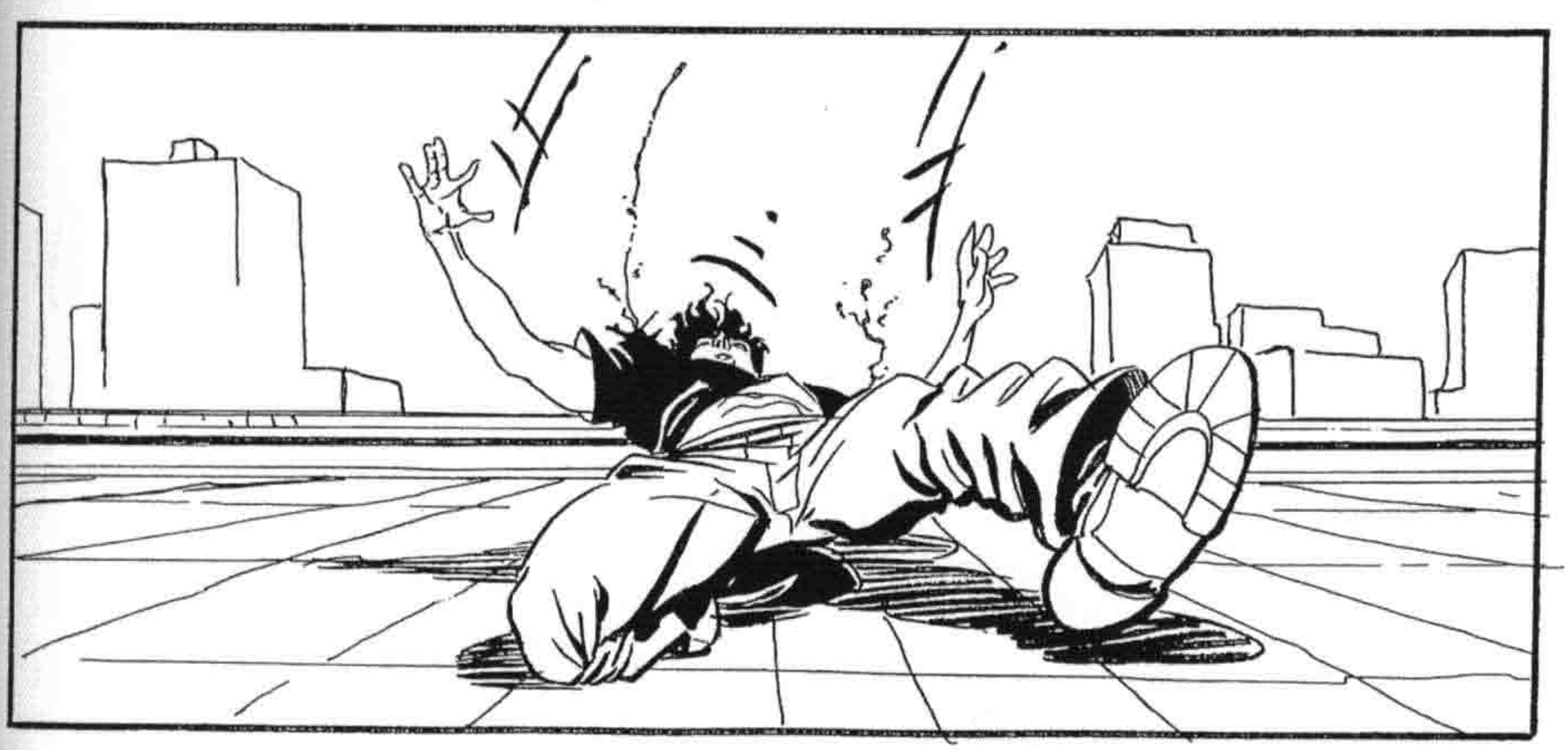
**Skroce:** This is Neo's Bullet Time sequence which is completely accurate. Larry and Andy showed me the moves they wanted with the director's viewfinder and we used the action figures again. Larry actually got up and did the motions of Neo as he was dodging the bullets and Andy would catch him as he fell back. We moved the coffee table in my hotel room, and Larry got up and closed his eyes imagining what it would be like in his mind. He'd do the motions so I could get an idea of what his body was doing, then I'd sketch him while he did that a couple of times. From there we would move to the action figures and decide on the angles we wanted.

**Skroce:** Getting these ripples took a long time to figure out. The ripples of the bullets were described to me as being like dropping a pebble into a pond, so I just imagined that effect, but over and over again, dropping through layer after layer.

Keanu Reeves was on wires during this scene, with a fan blowing on him to make his jacket move like a cape. In the boards, we show him as just fast enough to get out of the way of those bullets, just dodging them. This is Larry and Andy thinking the action out, making it look more realistic, trying to figure out exactly what movement you would make when you're moving this fast. You'd see one bullet coming and you'd fling your arm up this way, if you could move that fast, trying to twist your body out of the way of all these things coming at you super fast.

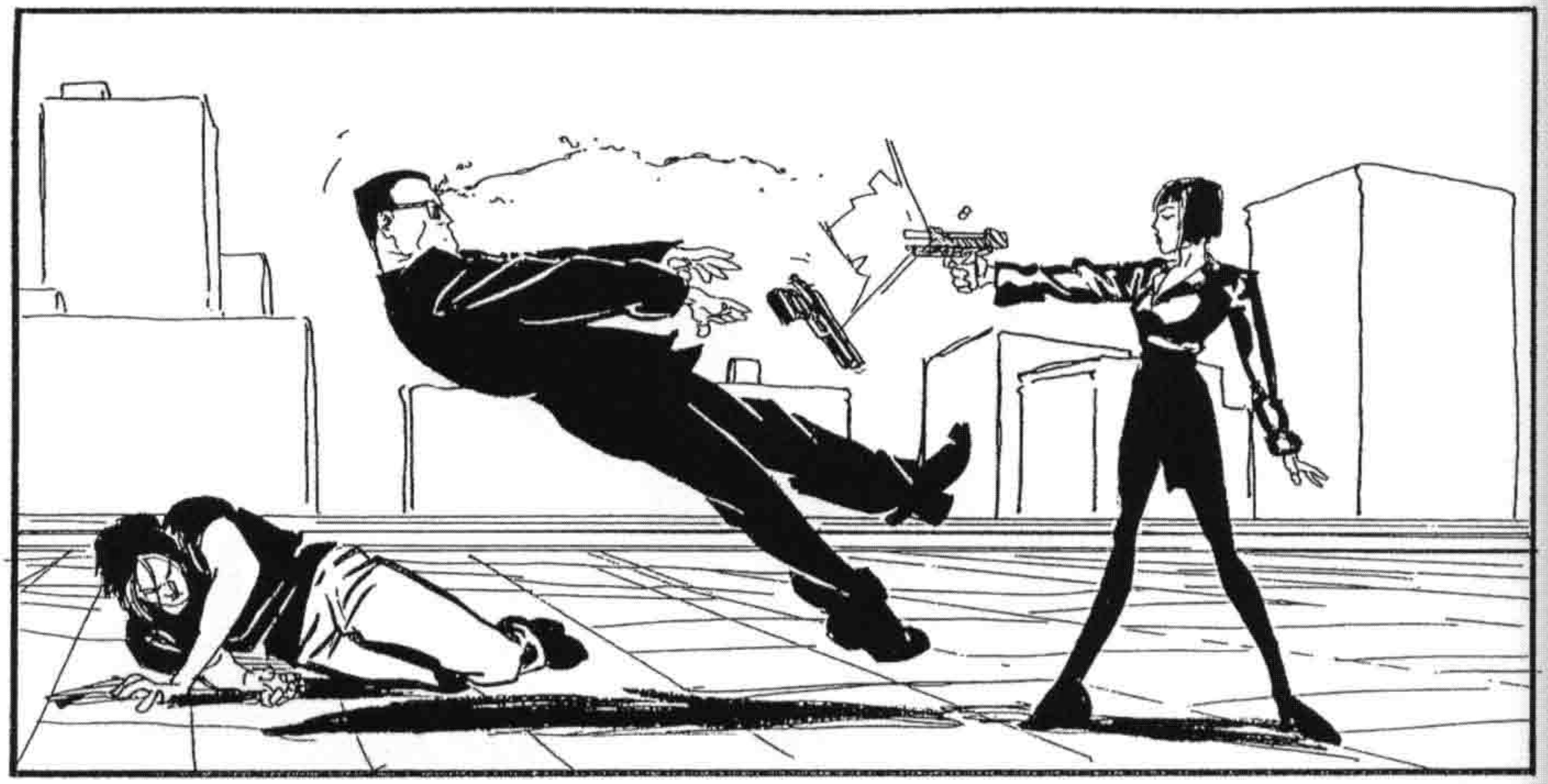
**Skroce:** And then, we're out of Bullet Time with Neo taking a bullet.





**Skroce:**
"Dodge this" is in the film pretty much as I drew it.

When we were doing the sketches, Larry and Andy said, "The gun is as big as she is, with a wide angle lens."



"HE IS THE ONE."

Helicopter Rescue

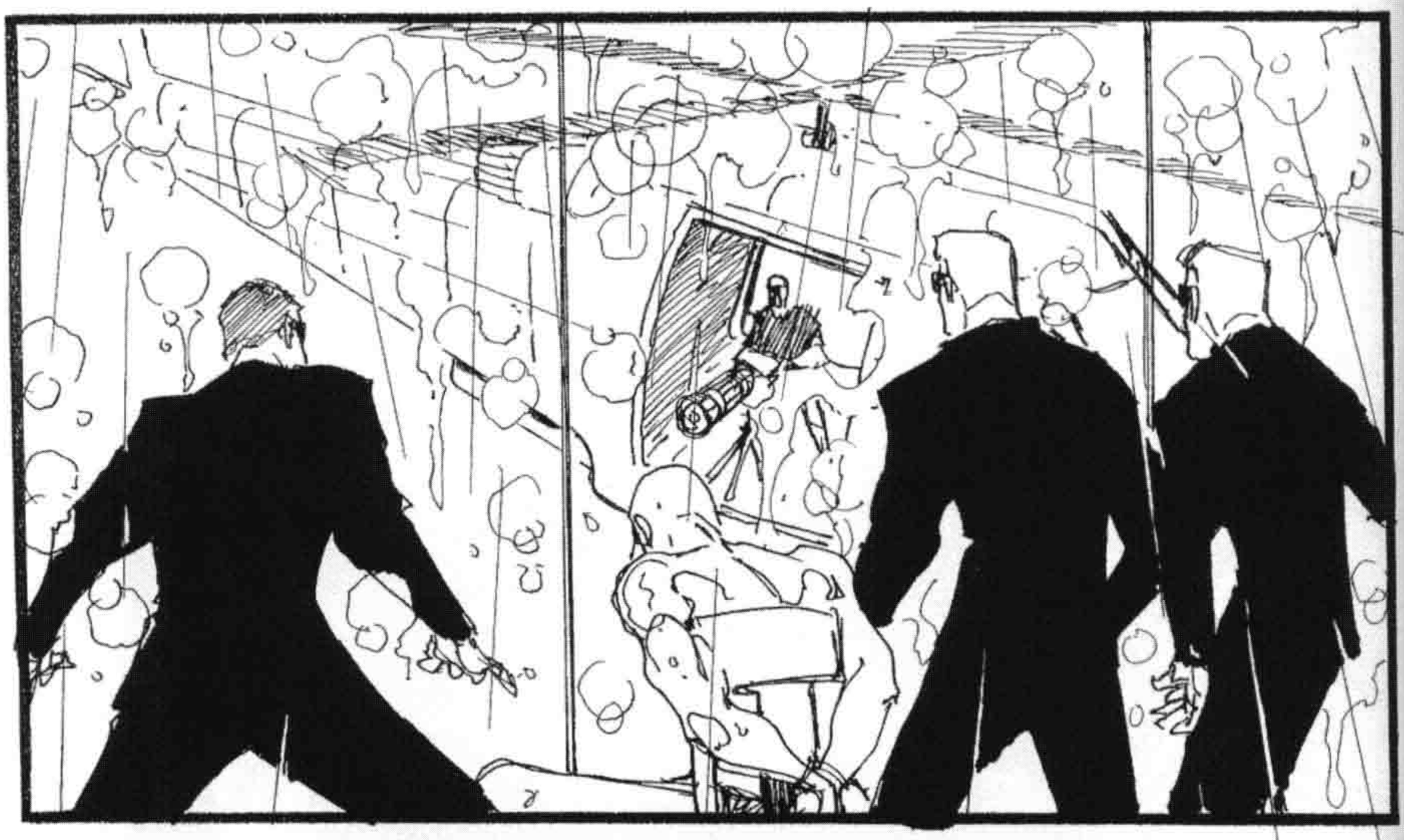
Scenes 161, 163, 164

**Steve Skroce:** You can tell most of this sequence was drawn in the first two weeks by the way I'm drawing and the notes, which are by Larry and Andy. In these early days they put notes on the boards.

This one [below] is kind of special, as it's actually the first drawing I ever did for THE MATRIX. It was a tough drawing to do, one which didn't make it into the movie. It would have been impossible to put a camera where it needed to be to get this reflection so it would've been a special effects shot, which wasn't worth it.

Pull Jones into room; reflection in puddling water.

Agents react to sound of descending helicopter.



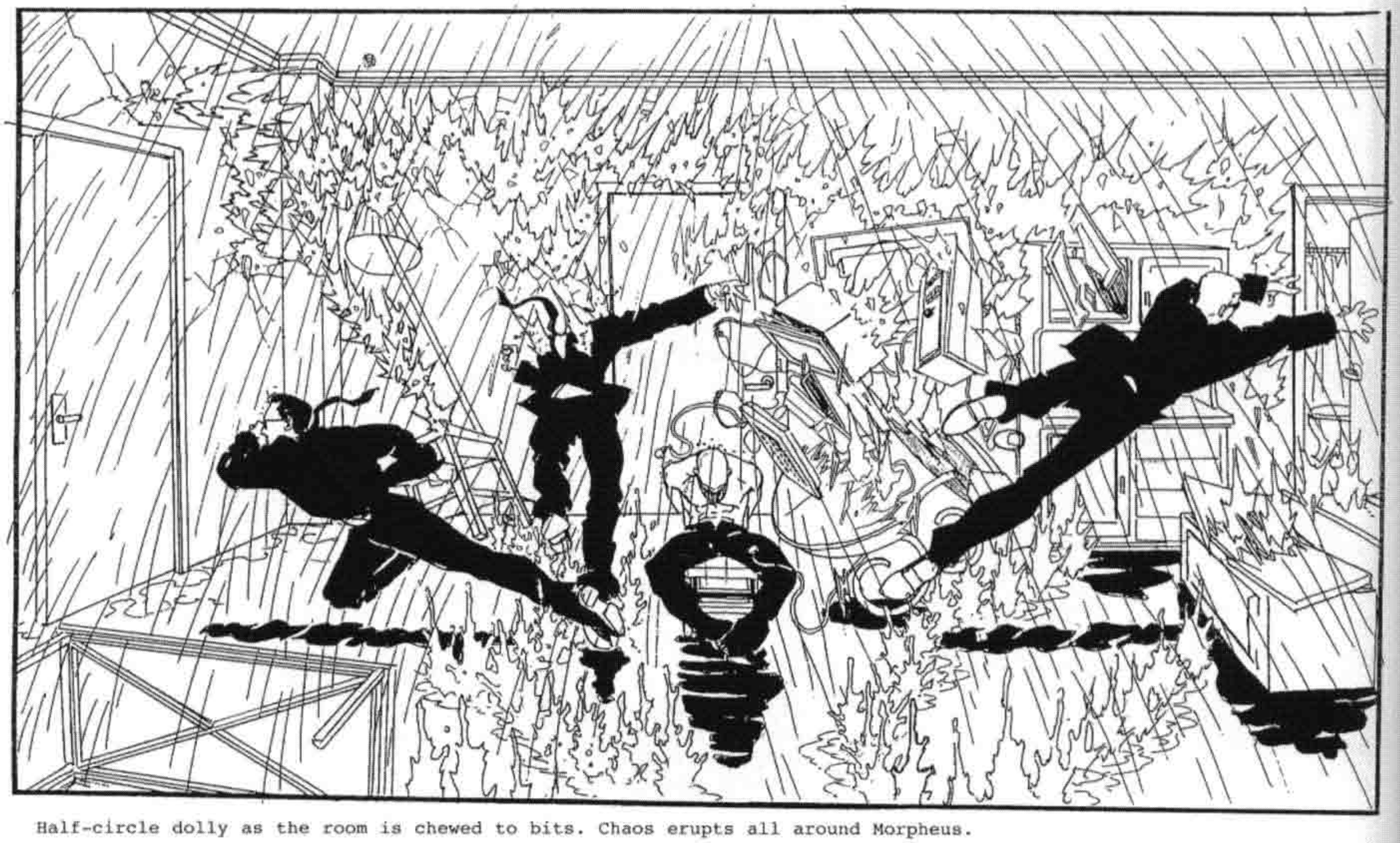
Boom up as helicopter drops down, Neo seen through curtain of water rippling down window.

Outside as Neo arms.

KA-CHIK

The window is shiny black, opaque. As bullets shatter it we see more of the room inside, like an eggshell cracking open. Hundreds of casings spin in slo-motion.

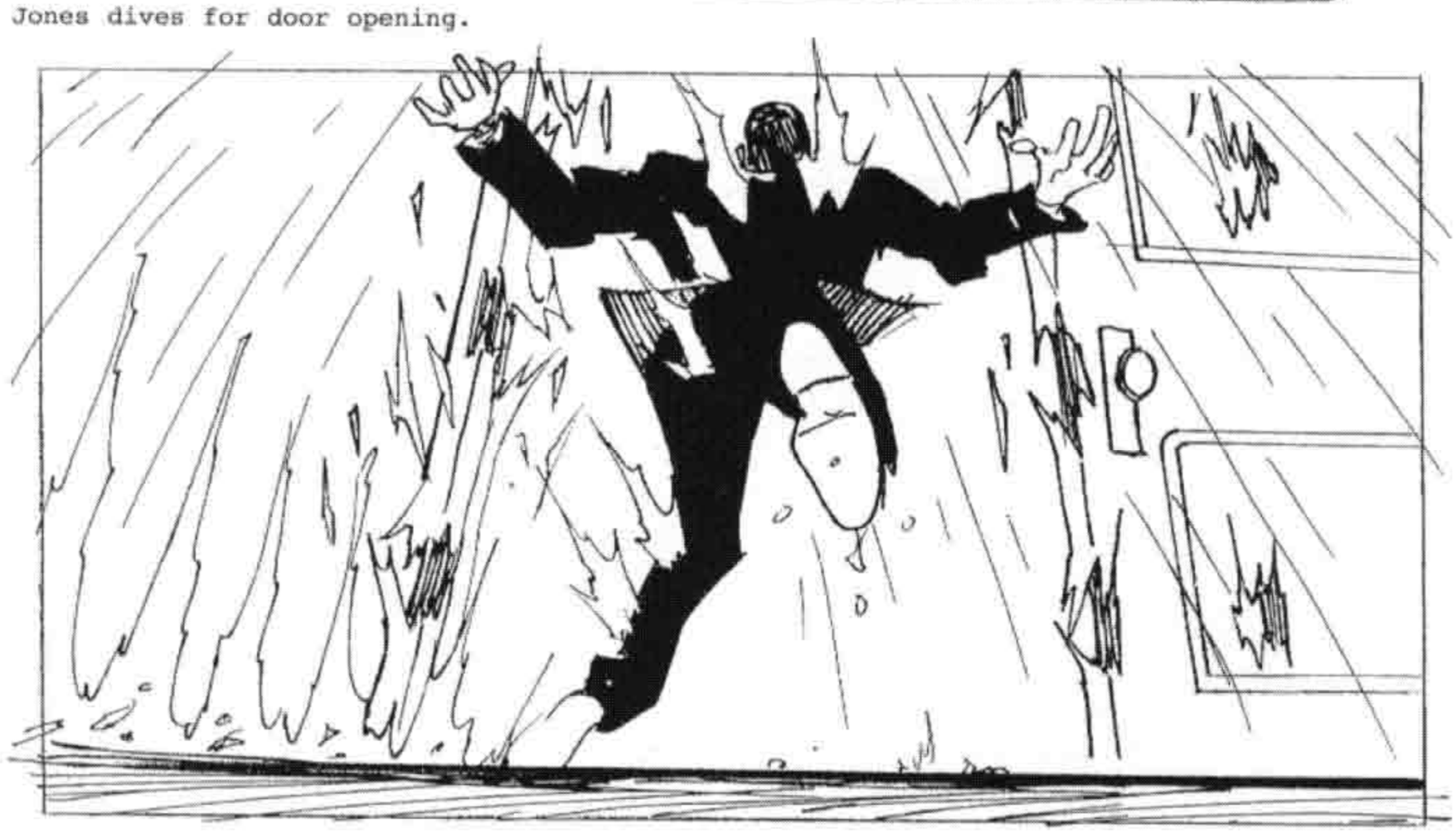
**Skroce:** This shot [above] is in the film, but Neo's foot is on the landing bar of the helicopter instead of in the copter as I drew it. [Below] is the room getting chewed up; the idea is retained but it's not the way Larry and Andy actually shot it.



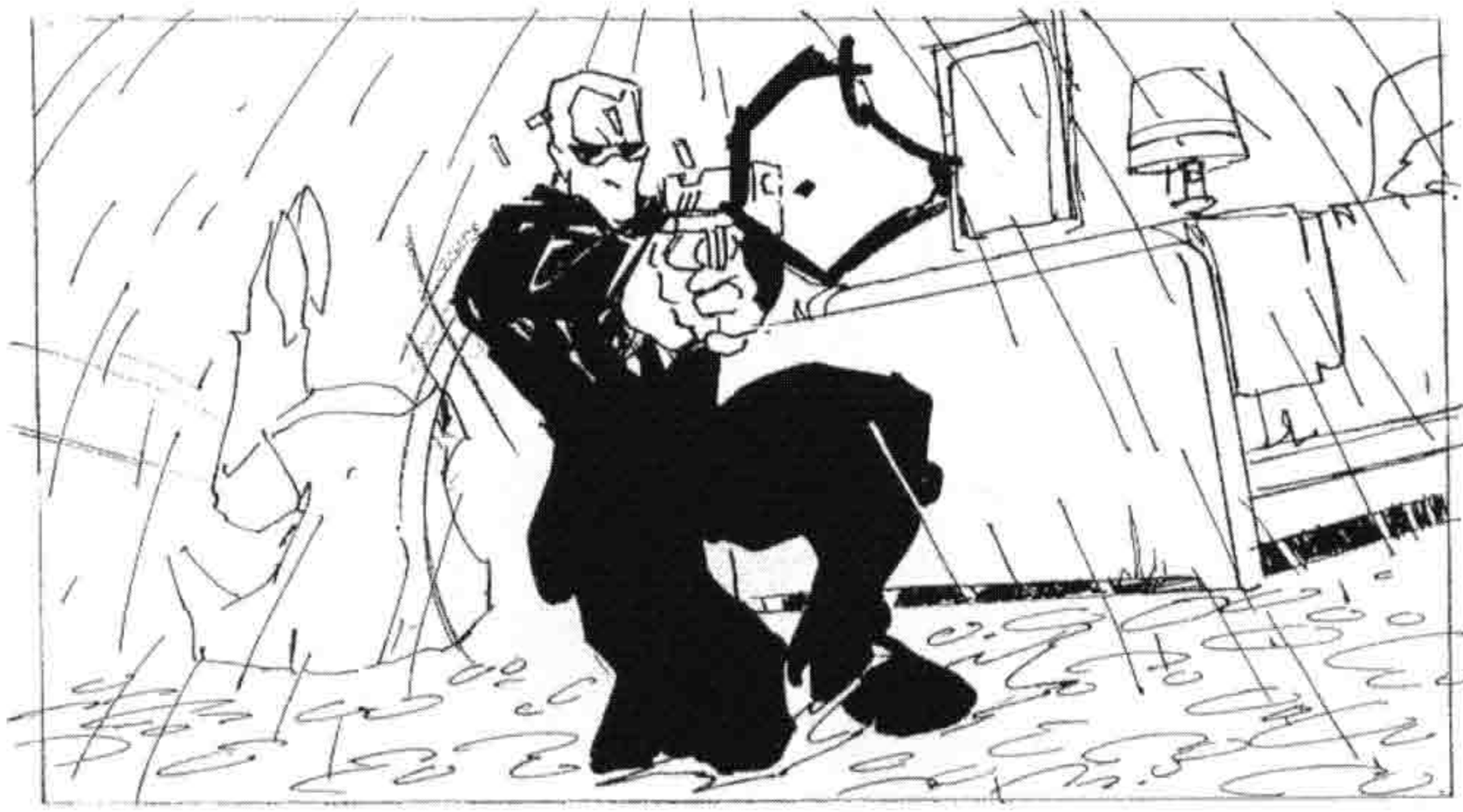
Half-circle dolly as the room is chewed to bits. Chaos erupts all around Morpheus.

**Skroce:** Here it's just chaos, the Agents running from Neo as he fires. The Agents all get hit, but in the film you can't really see any of the squibs (blood packs) going off like you see them here in the boards.

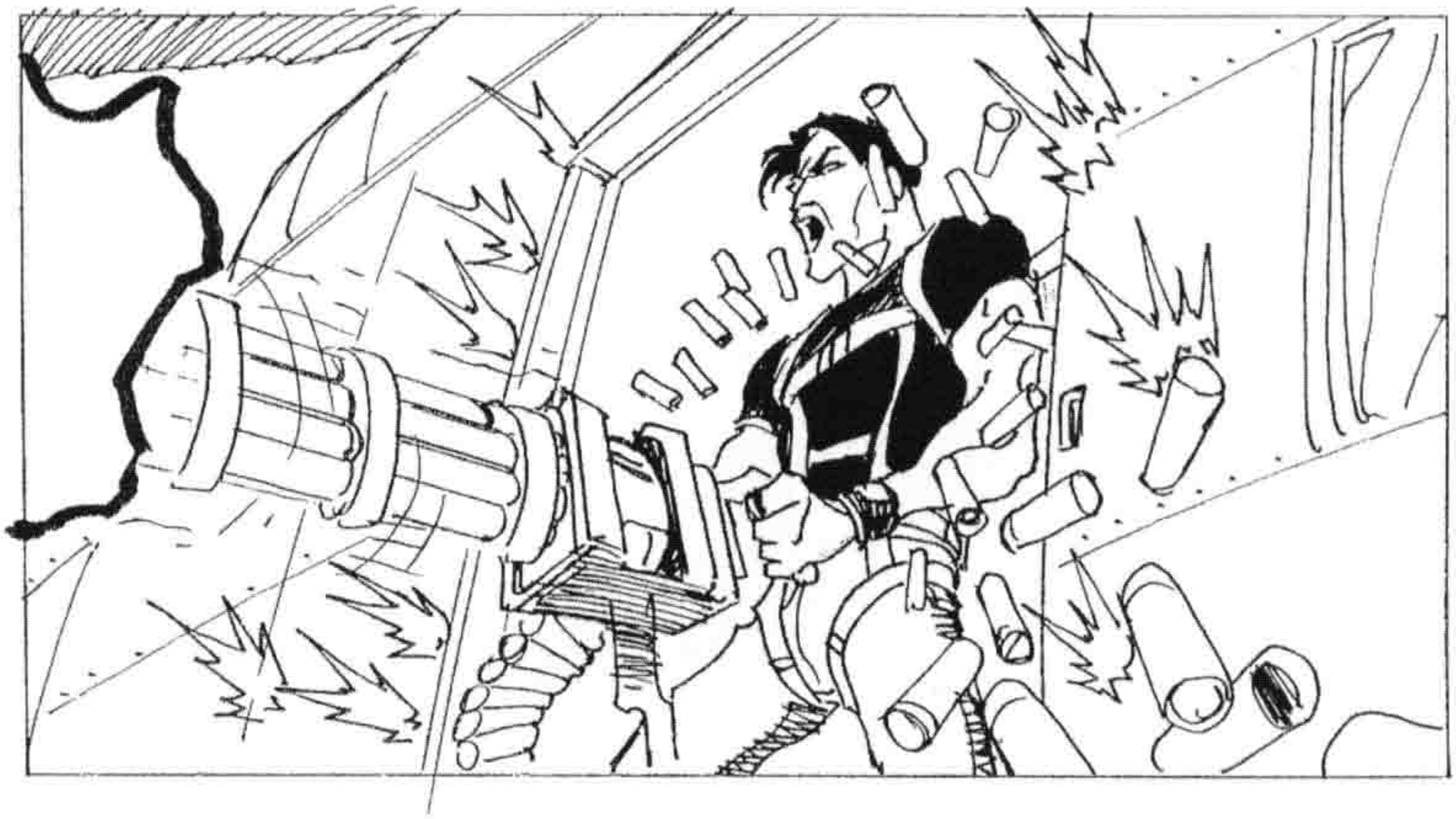
Jones dives for door opening.



Track with bullet trail as Jones is hit, door reduced to toothpicks.



Smith rolls up firing.



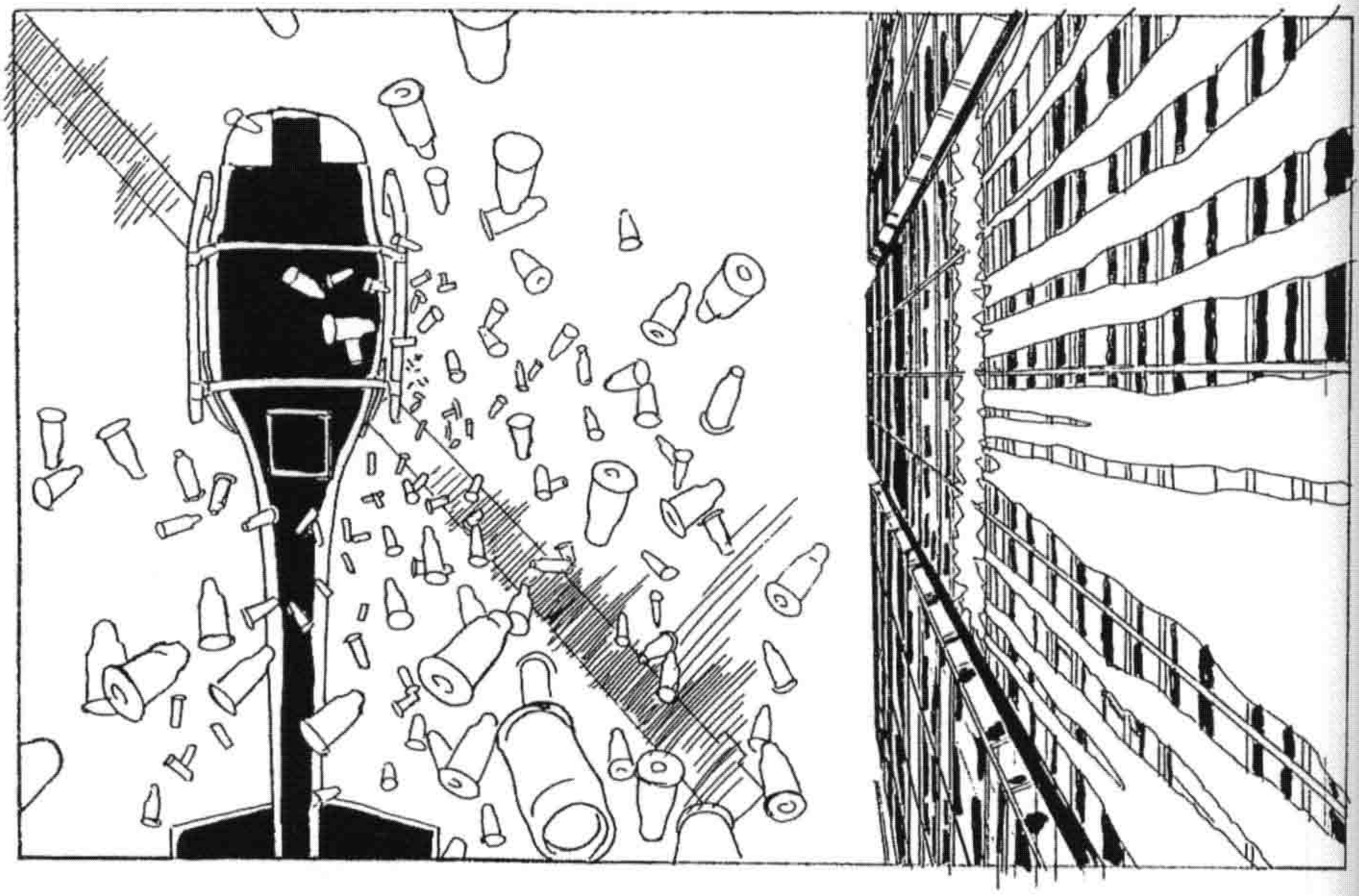
Smith floats backwards amidst an eruption of soft cottony bed guts.

Dolly in as...

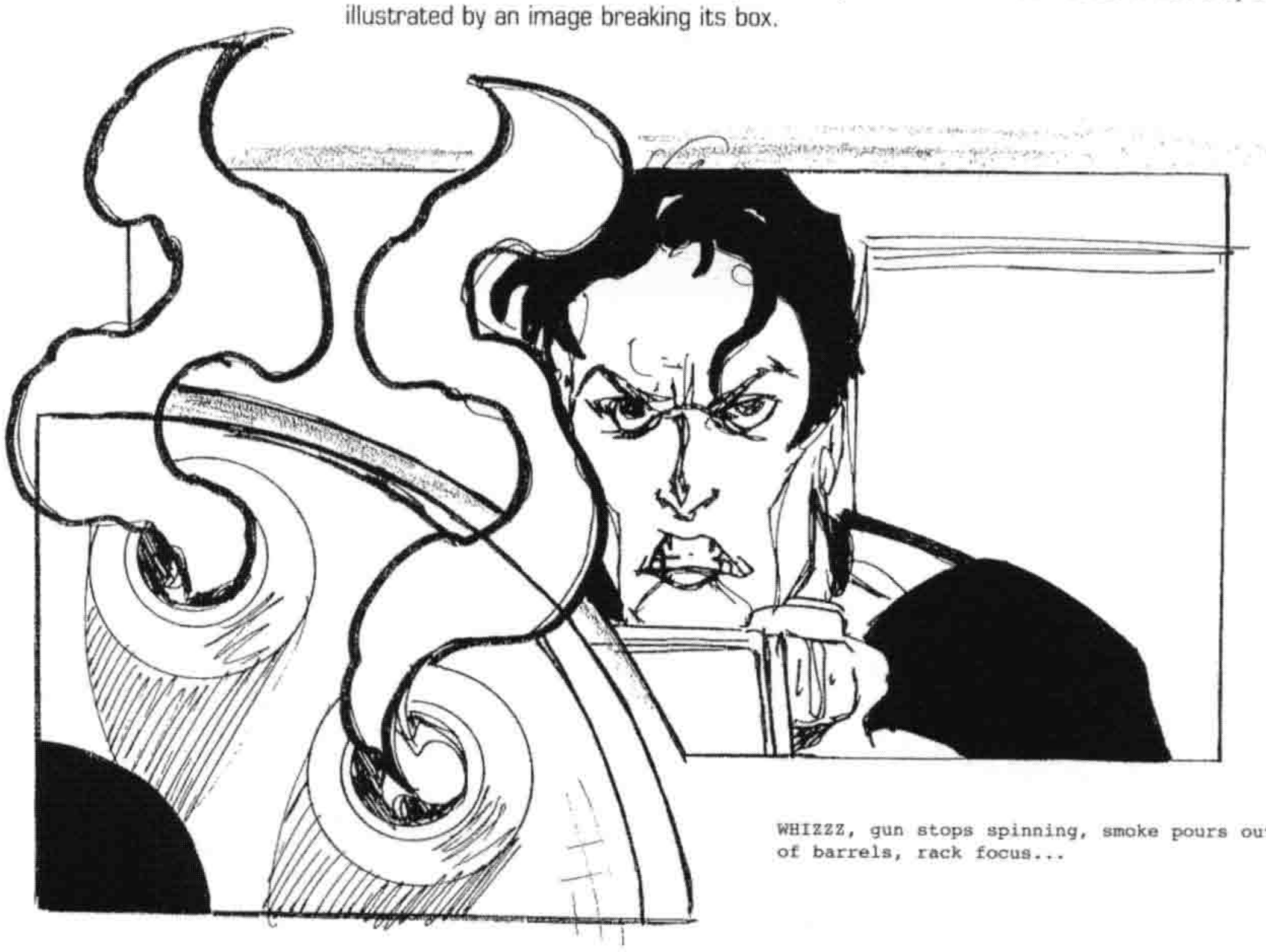
**Skroce:** Because this scene was originally set in a hotel room, there's a bed getting all chewed up and, as Smith lands on the bed, he turns back into the cop. This was drawn when we were still working out the idea of how the transformation would look. The idea was, as the cop dissolves, the Agent would come up and out of him like coming up through water.

...white flash, electric static, Smith sinks...

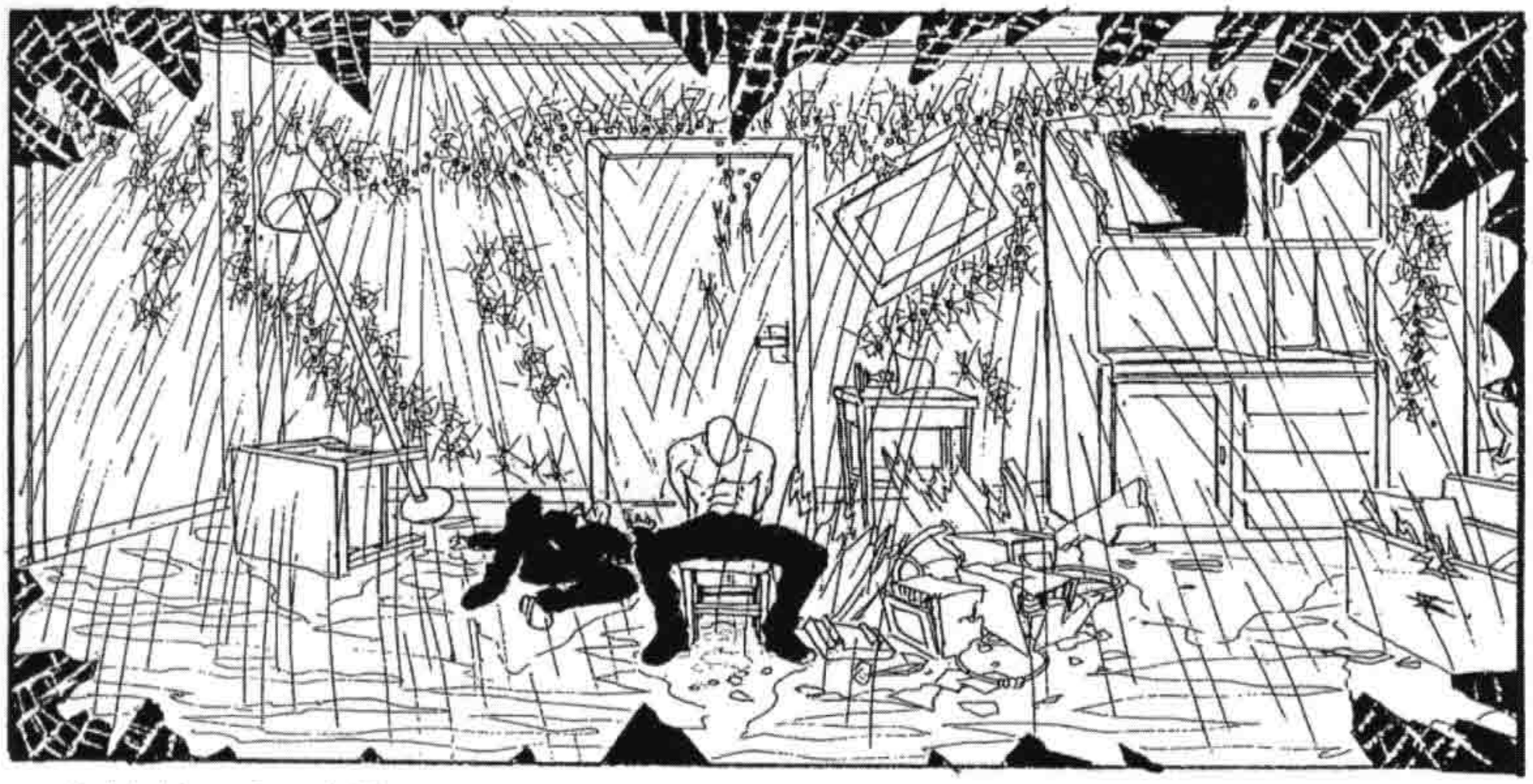
...disappearing into a cop.



**Skroce:** This shot [above] is dead-on, an impossible amount of shells coming down. This [below] is the first time I drew Larry and Andy's version of a rack focus, which they wanted illustrated by an image breaking its box.

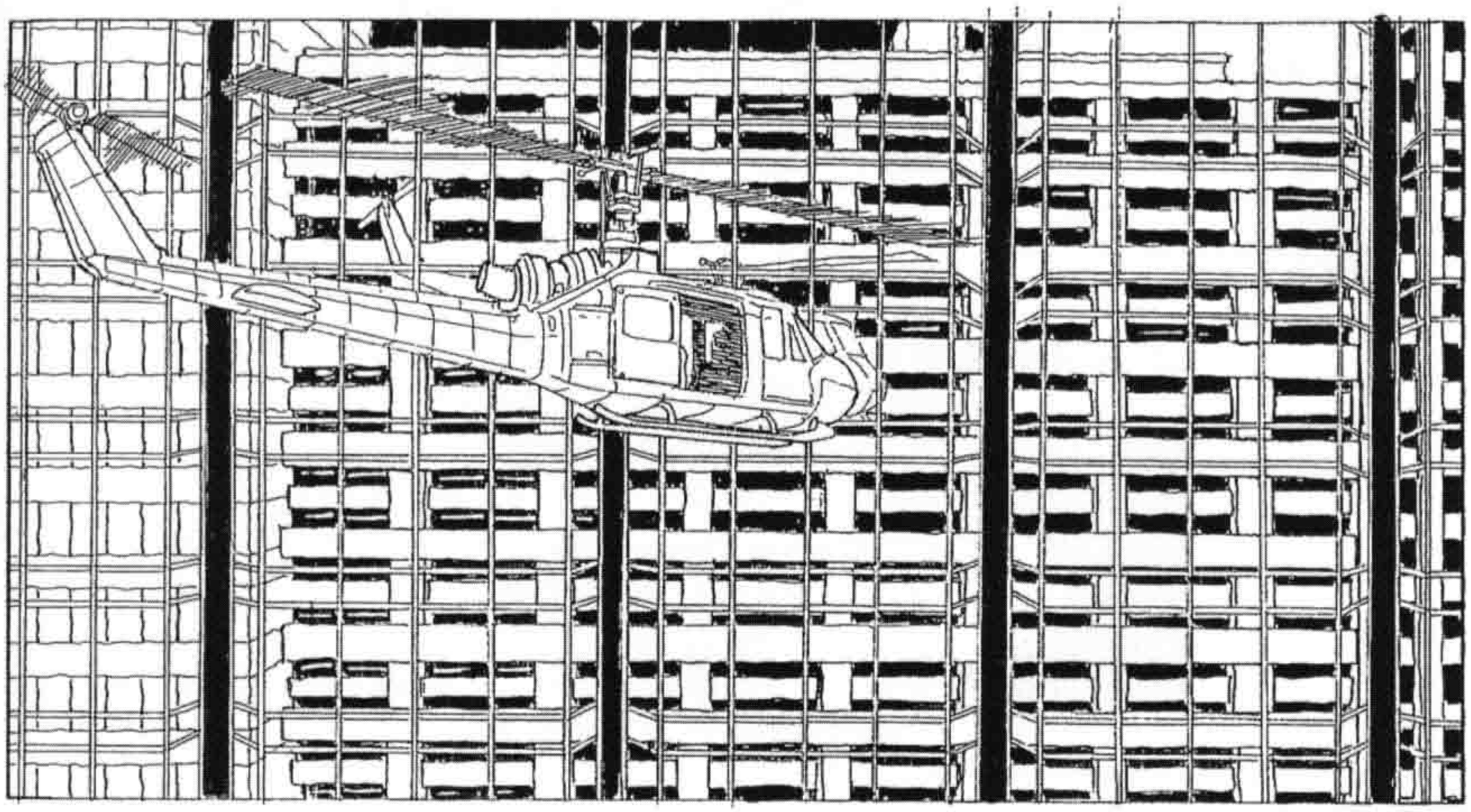


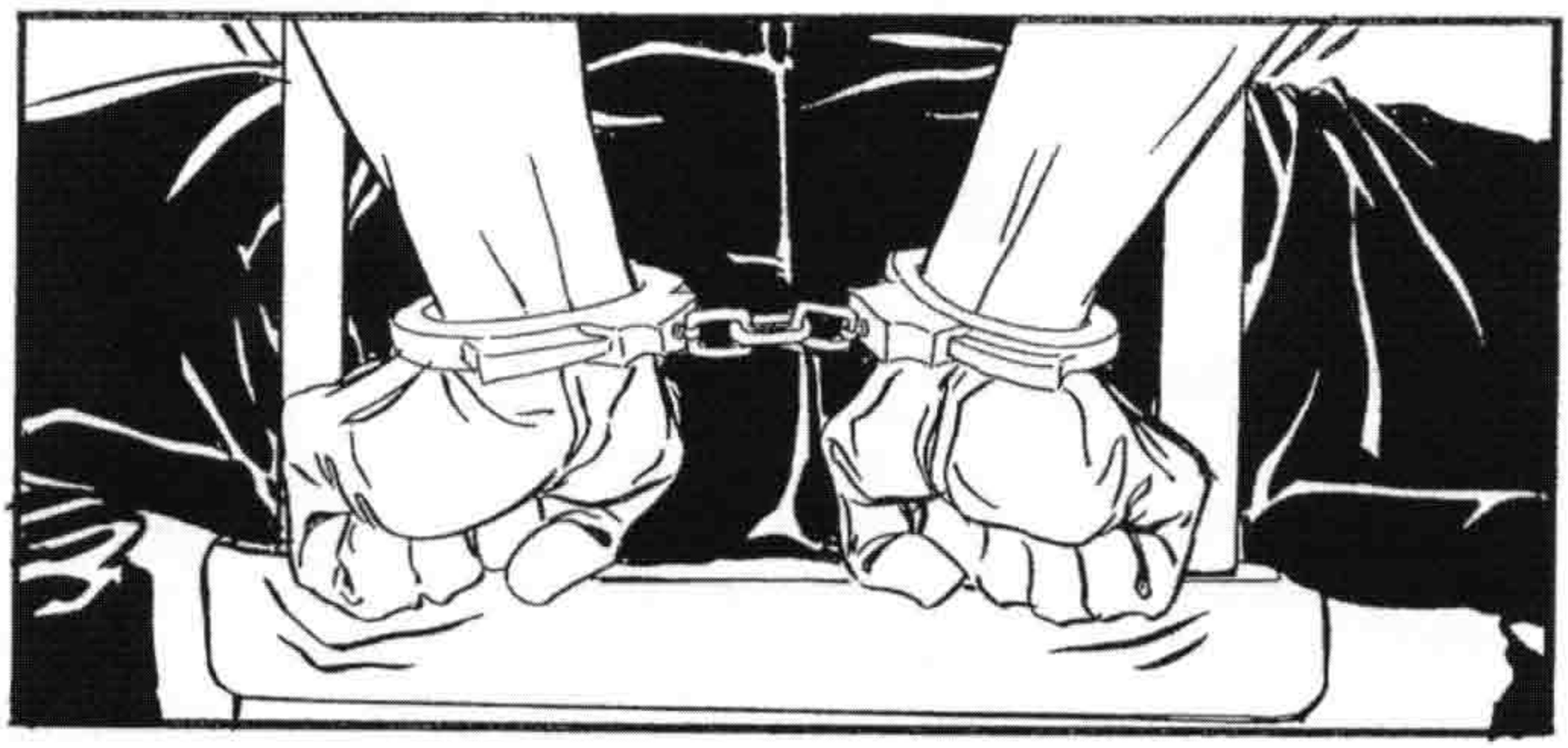
WHIZZZ, gun stops spinning, smoke pours out of barrels, rack focus...

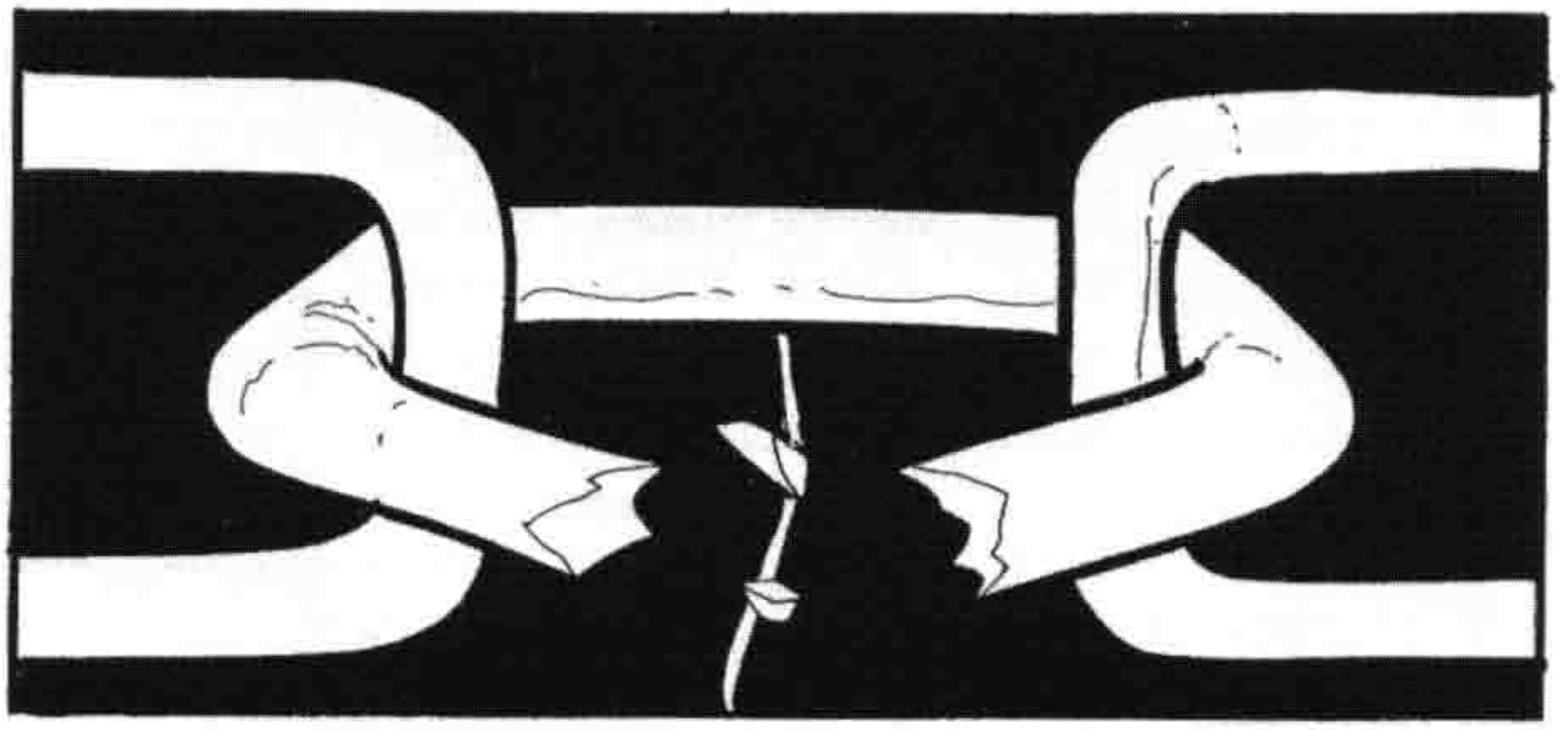


Quiet hiss of sprinklers.

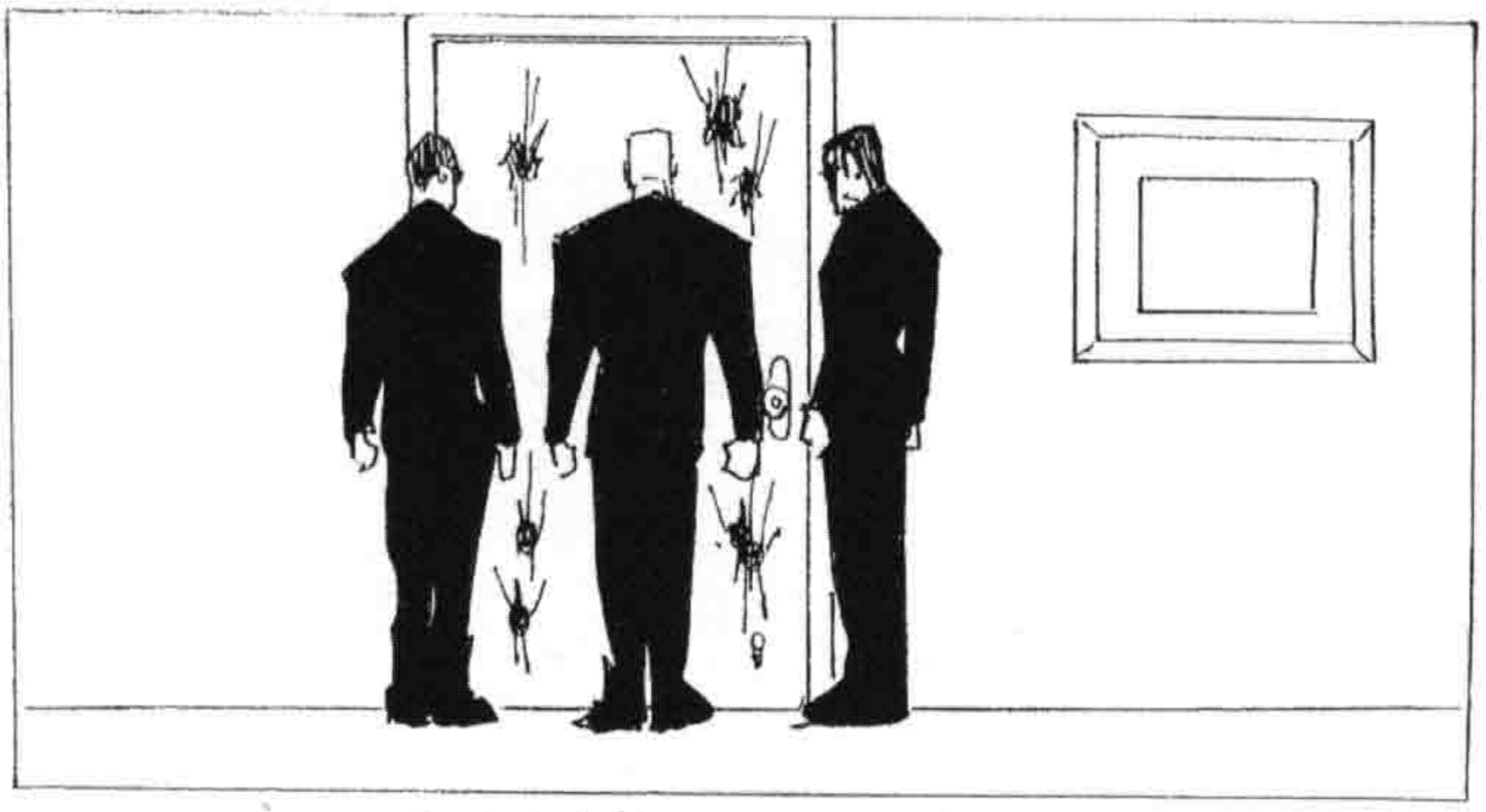
**Skroce:** [Below and over top] are from later drawings. By my third time in Los Angeles, we had reference for the buildings in Australia, so most of the helicopter shots needed to be redone.



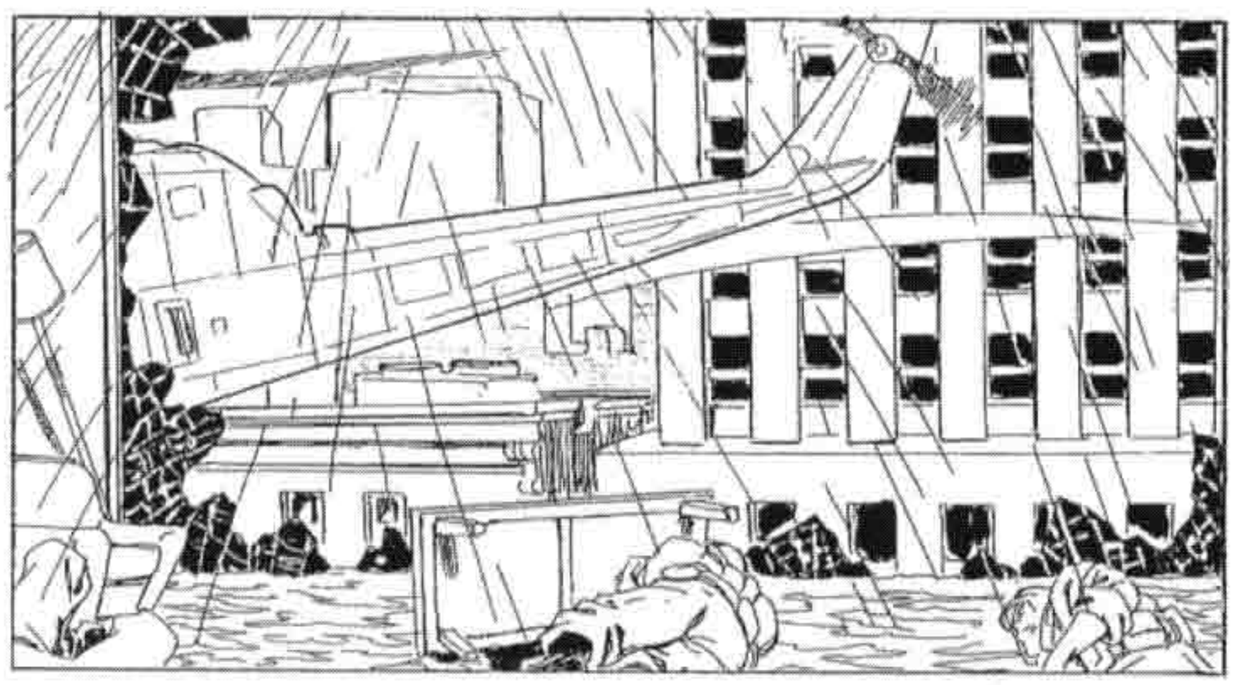




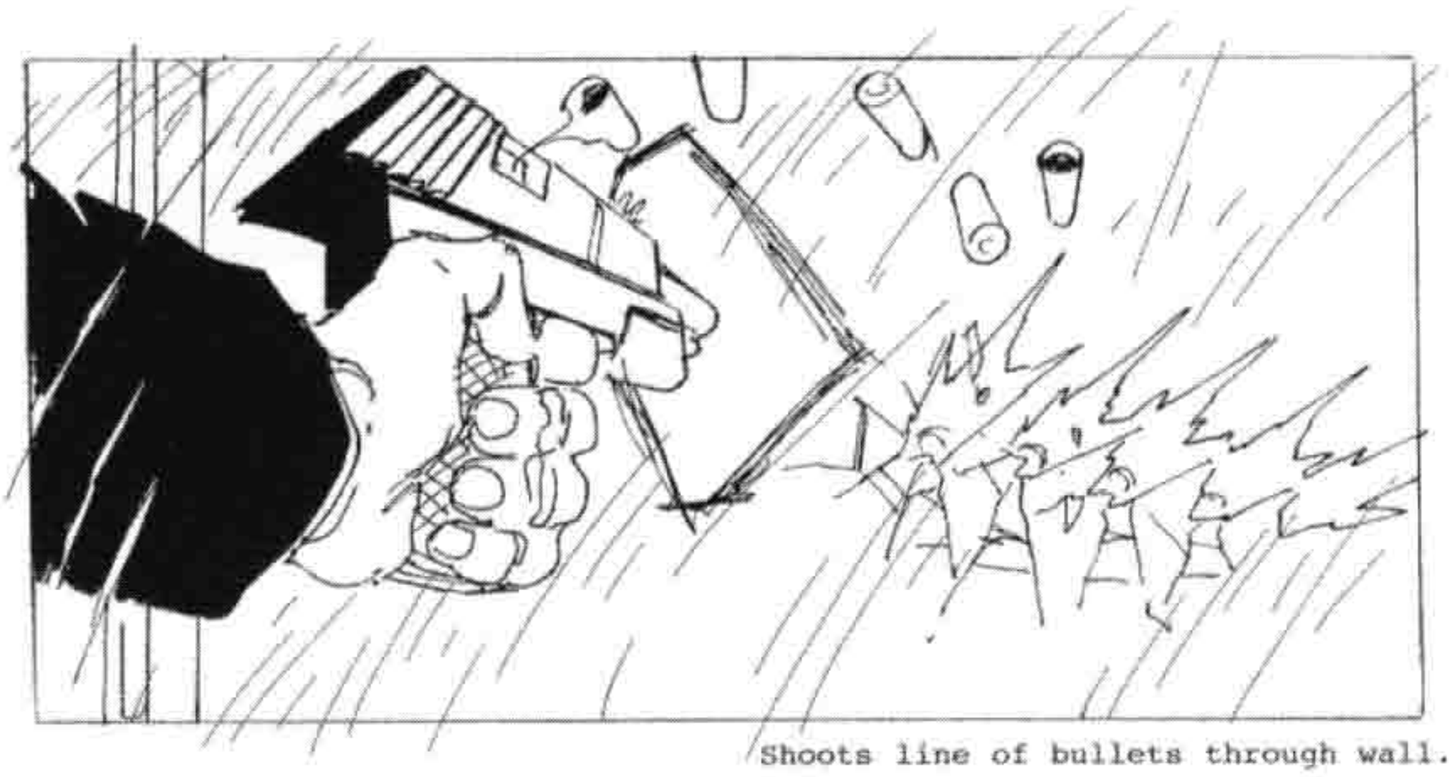
In hallway, marines become agents. Sunglasses push through face, eyes flat on glasses.



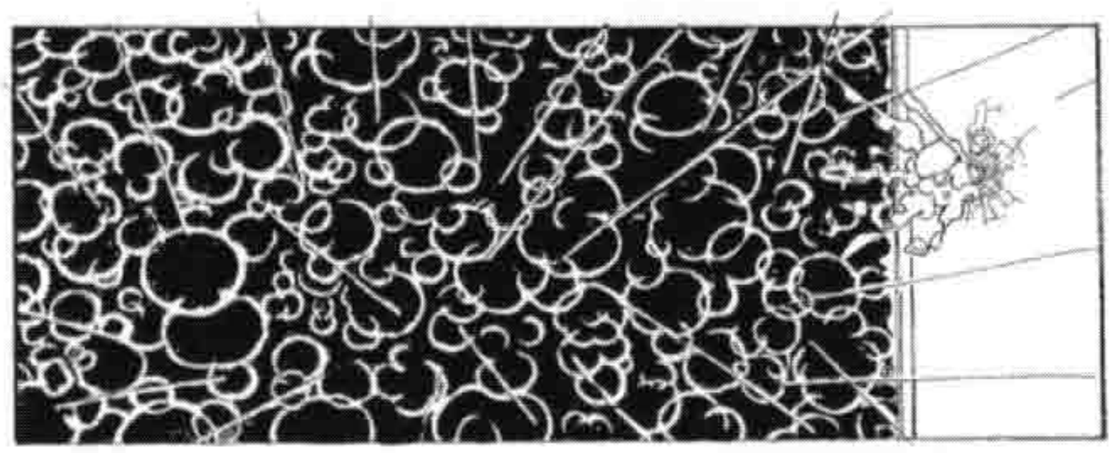
Agents in hall.

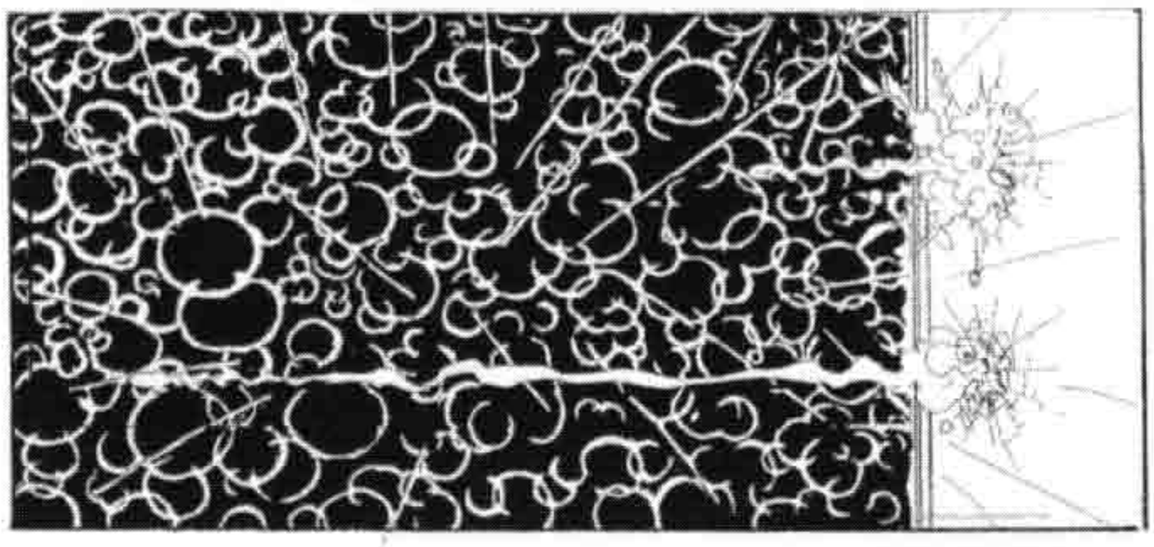


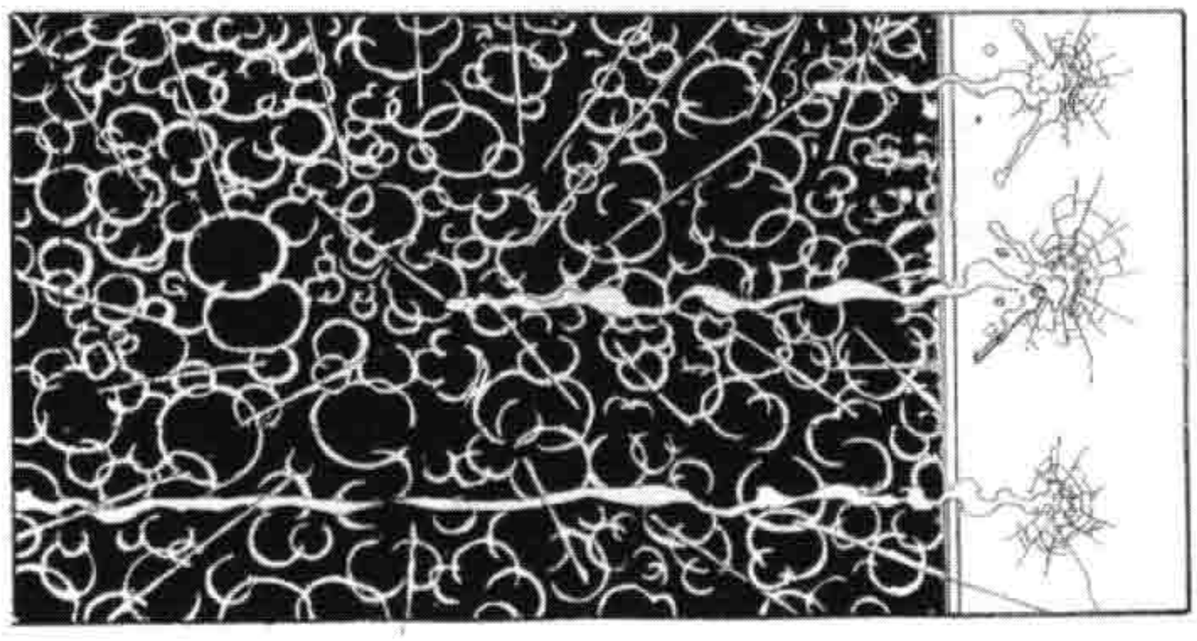
Smith sees Morpheus running for the window.



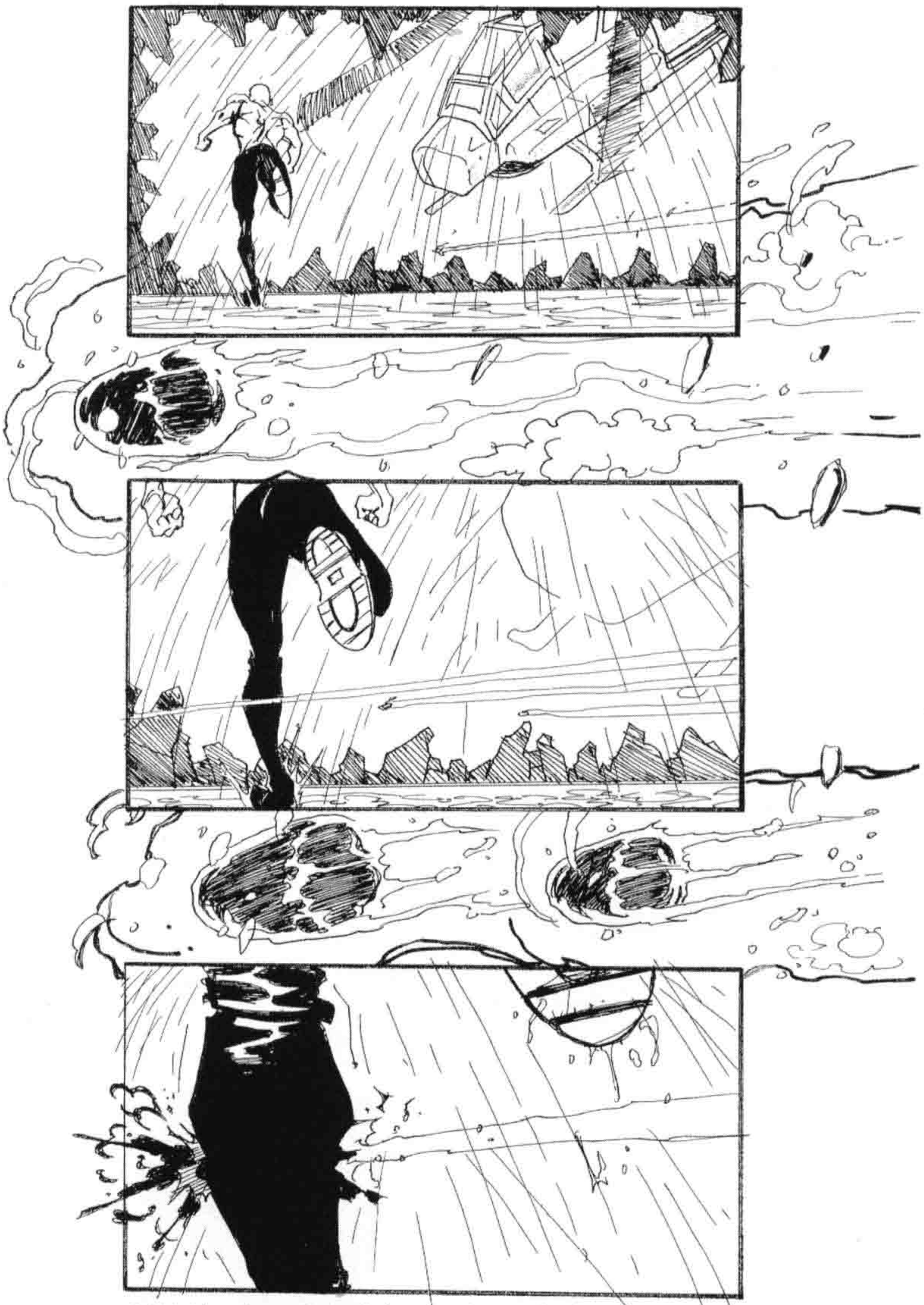
Shoots line of bullets through wall.



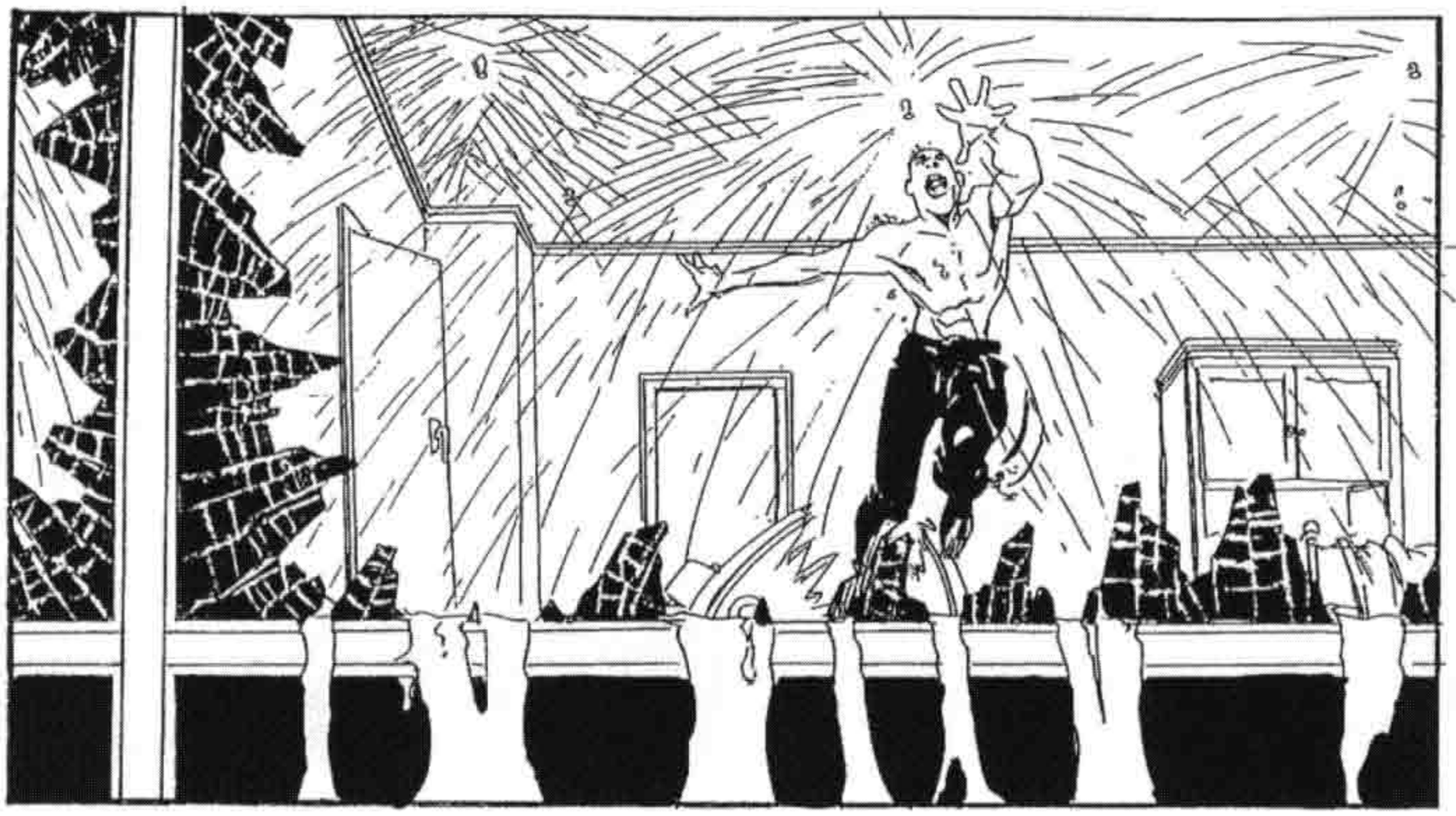


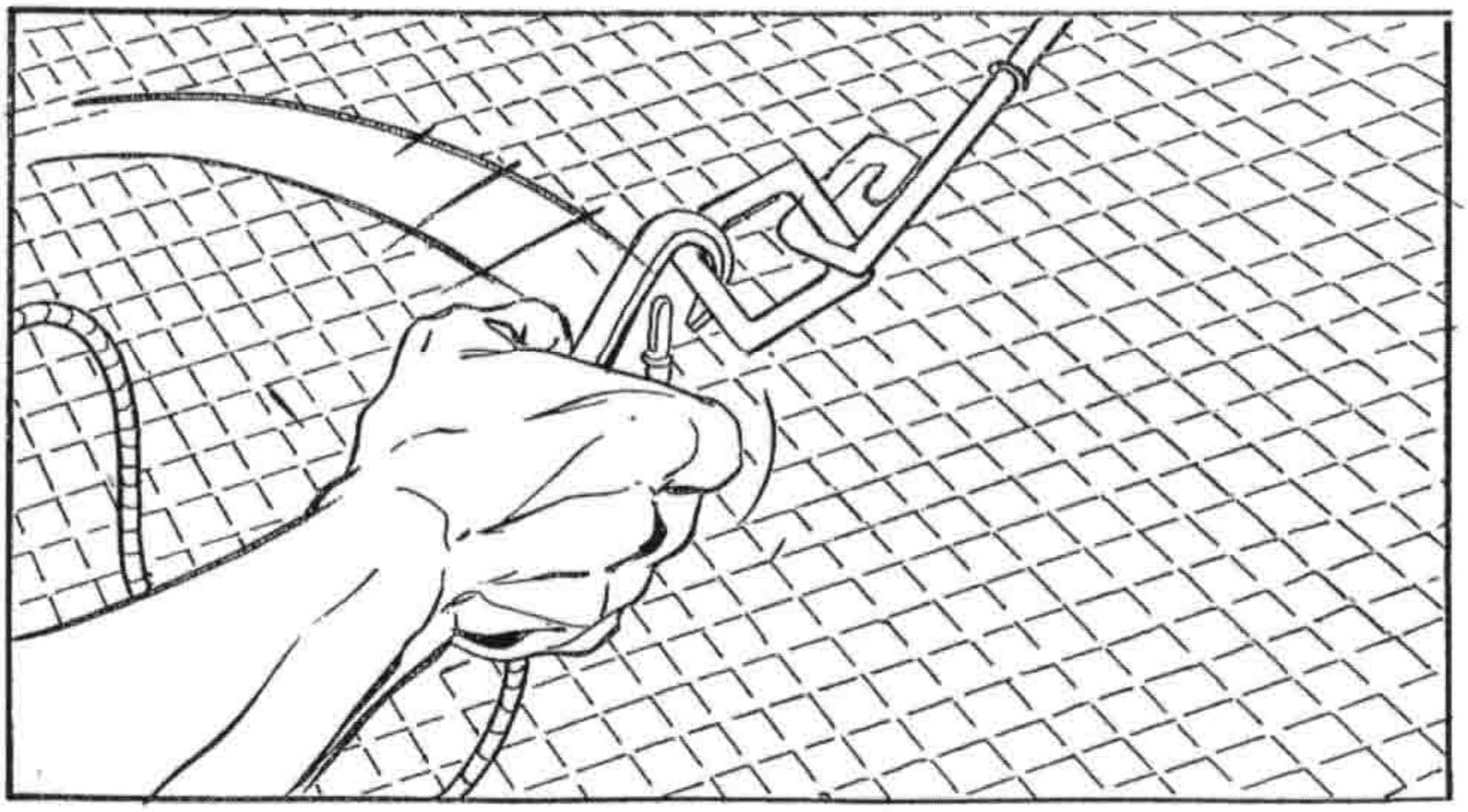


**Skroce:** This is the Bullet Time sequence with Morpheus. Larry and Andy described the bullet as a burning-hot ember coming at Morpheus and hitting his leg, then sizzling past.




Bullet time; low angle track in at Morpheus moving in the super slo-mo, bullets sizzling past us, as we pass through the chalky jet trails.

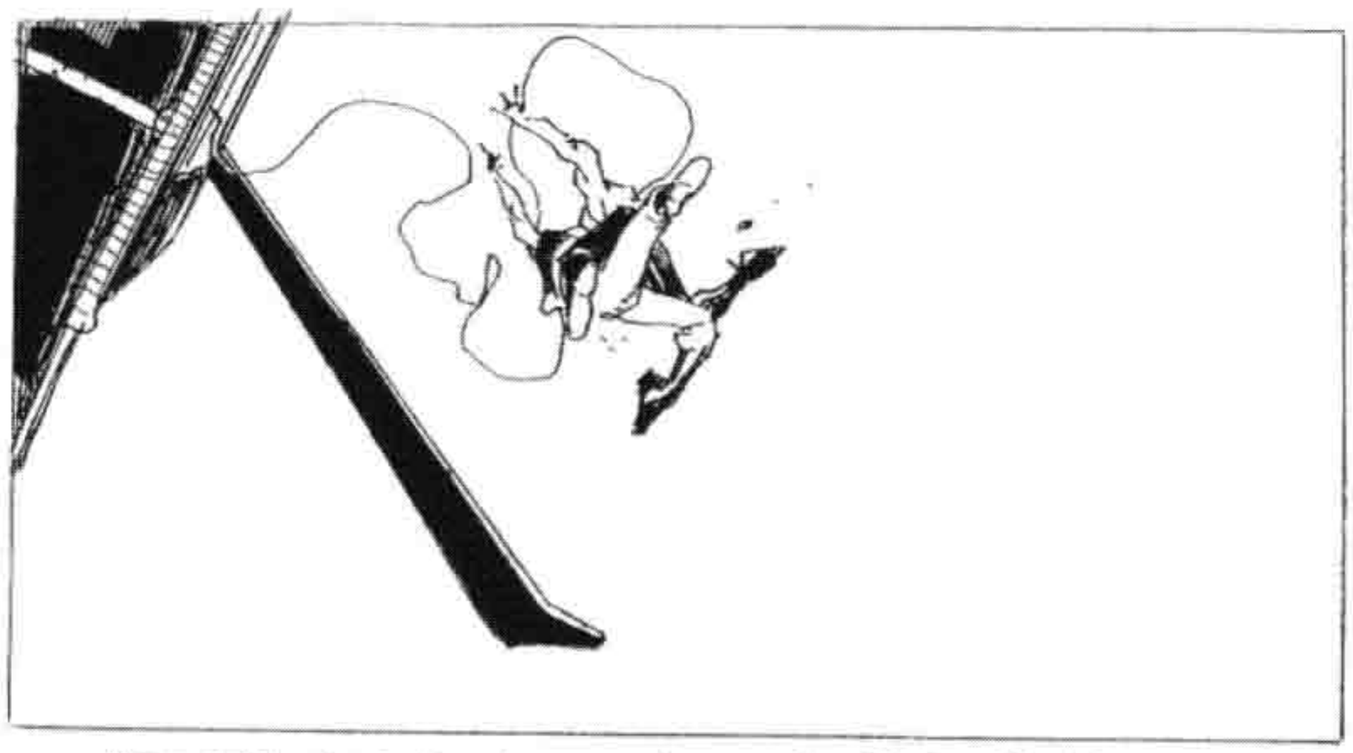




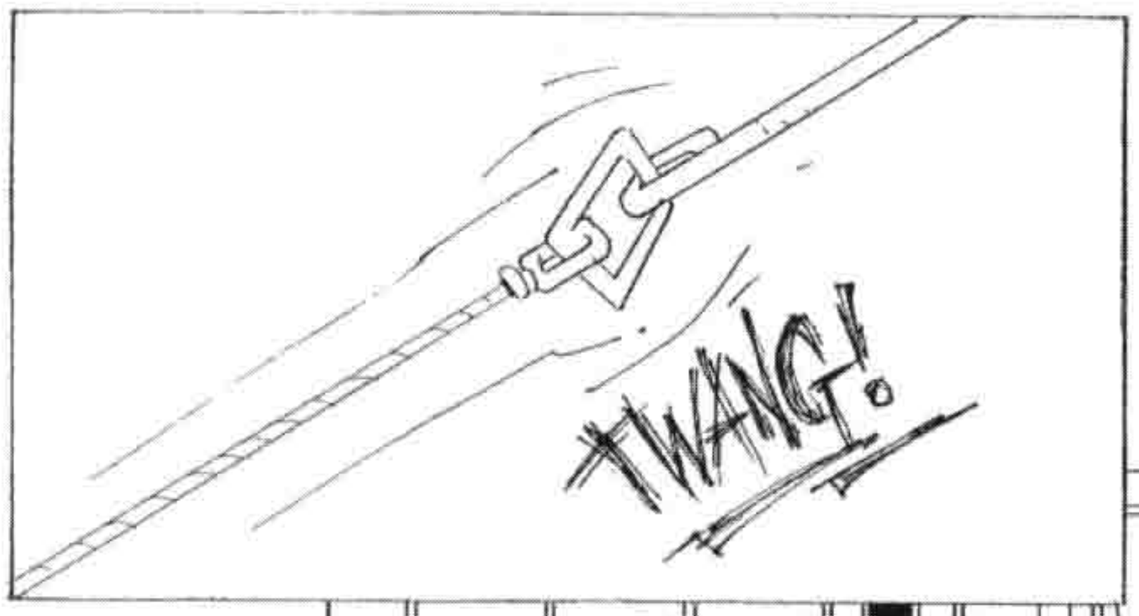
**Skroce:** The shot of Neo fastening the safety line [right] is cut in the film; when we get there, it's already attached. They didn't need a shot of him doing this, it slowed everything down.

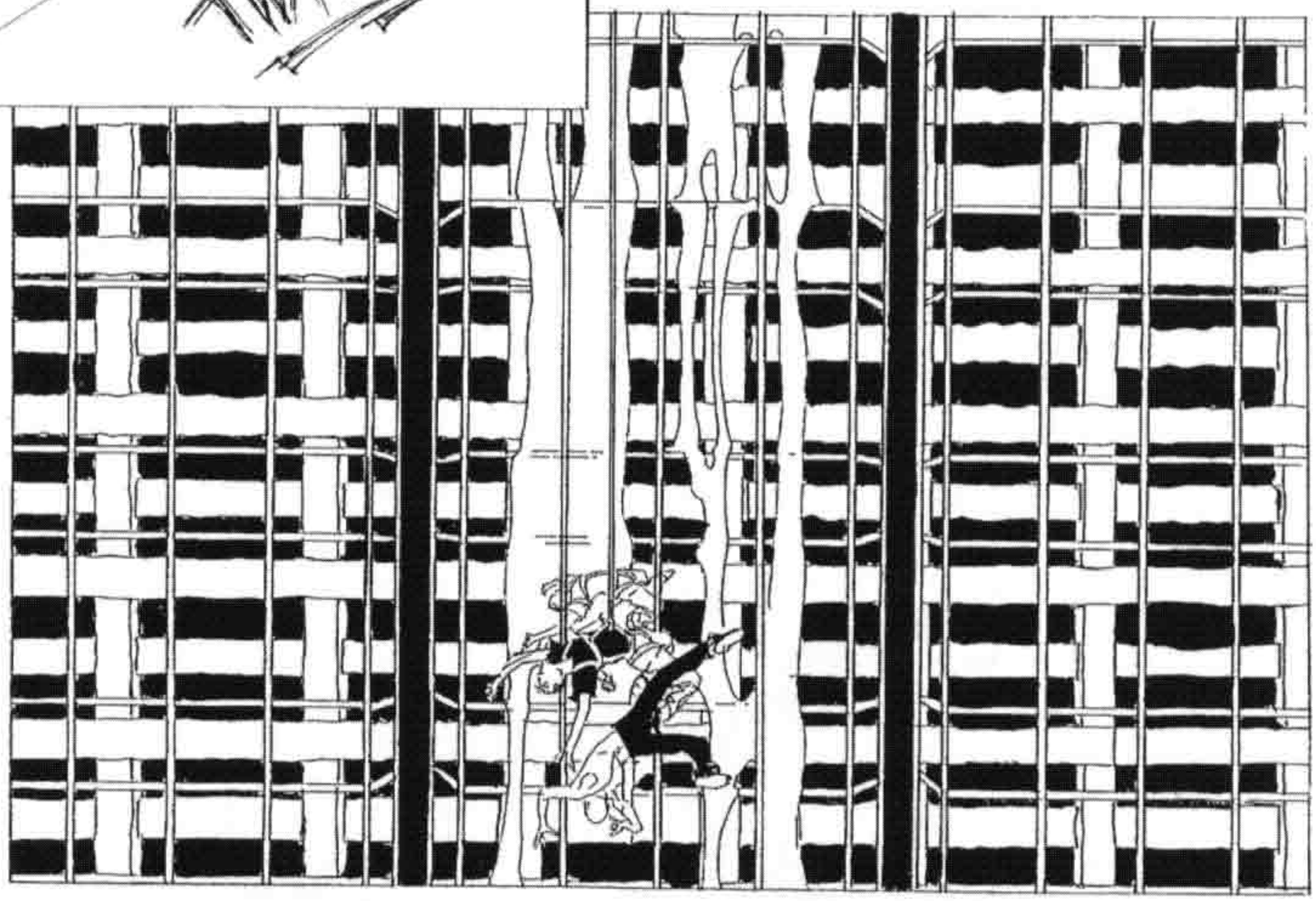
Helicopter Rescue

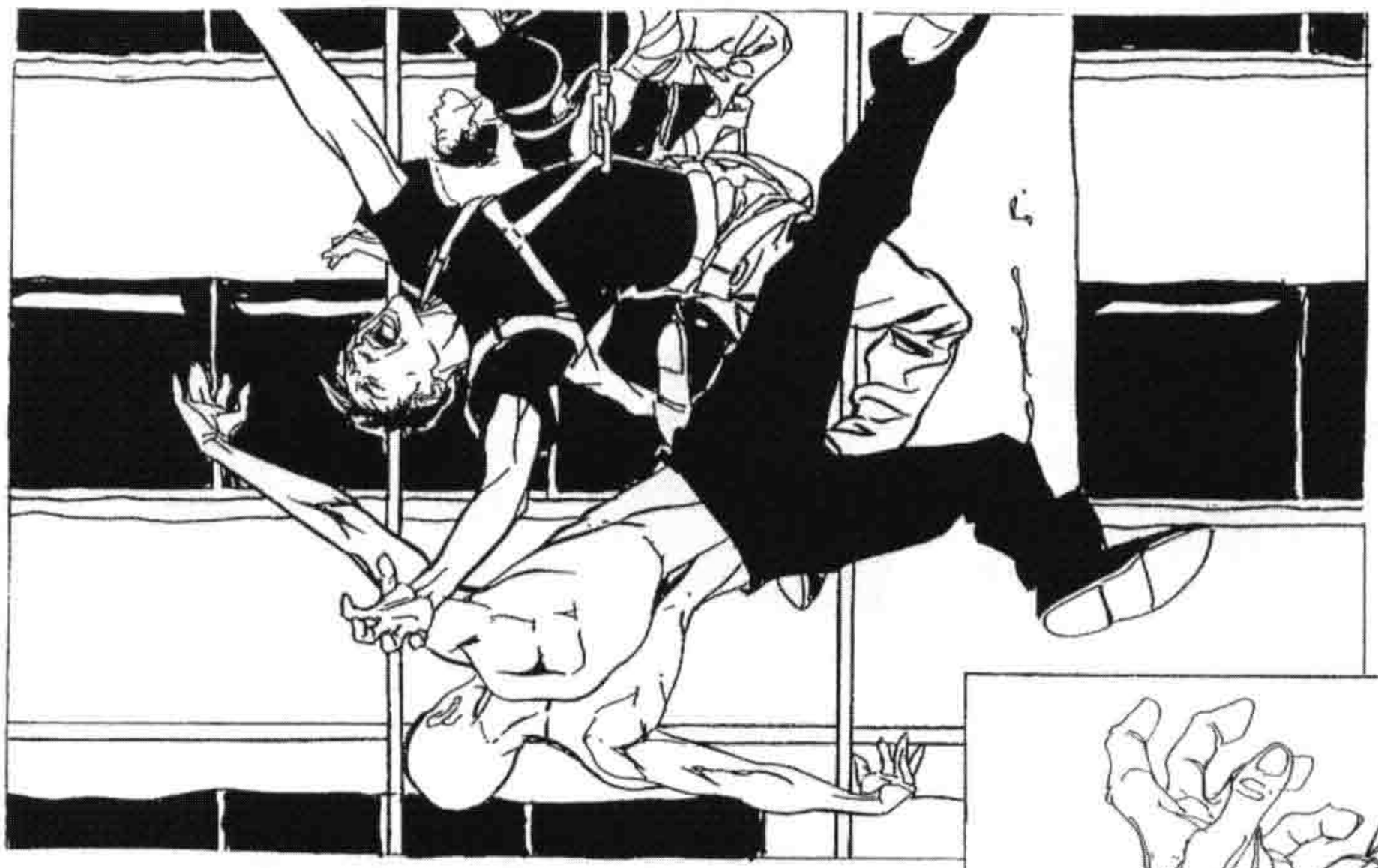
**Skroce:** This illustration (facing page, bottom) was the "I love you, man" drawing, as we called it. It's pretty much how it appears in the film.



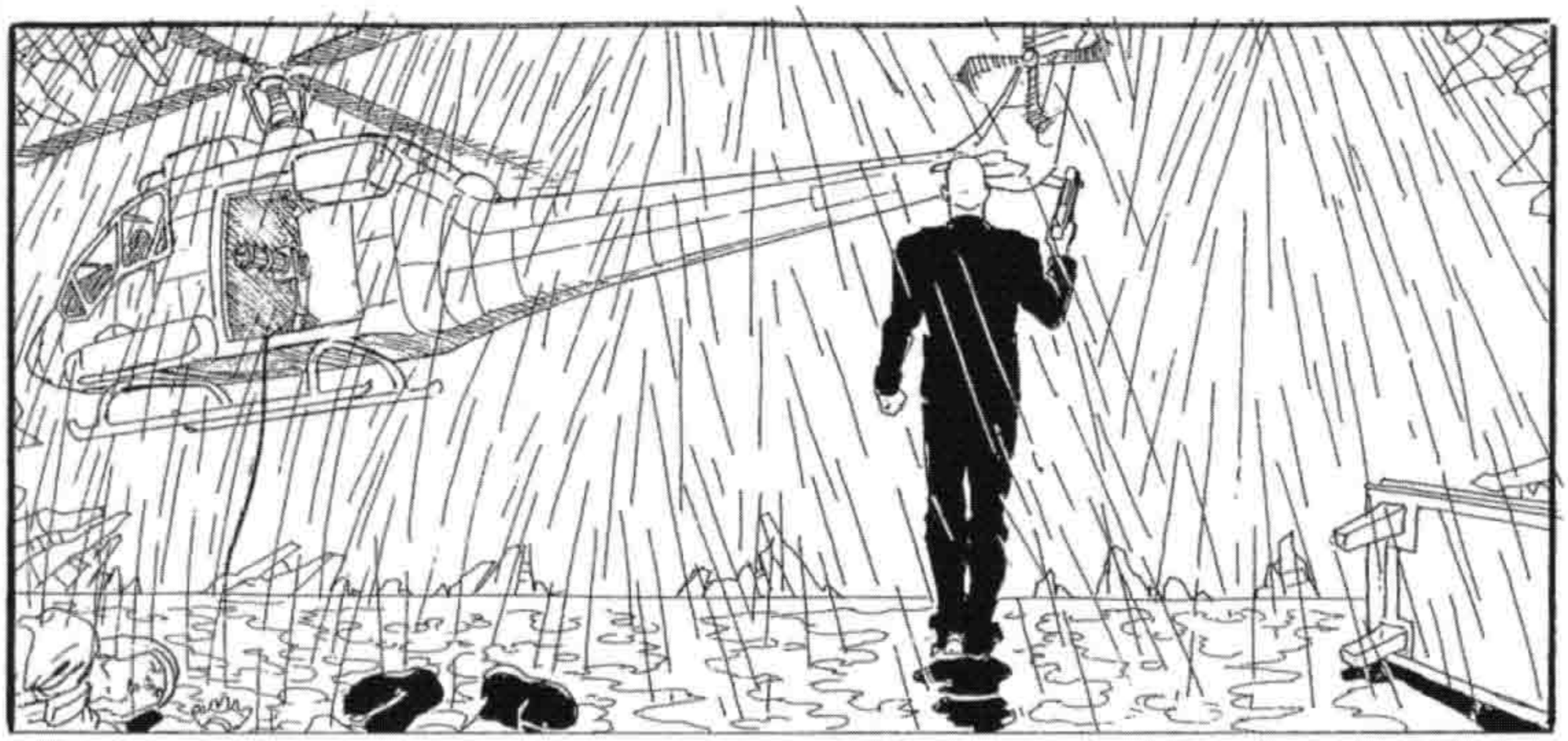
They fall straight at us, under-crank, blades flashing black above them.

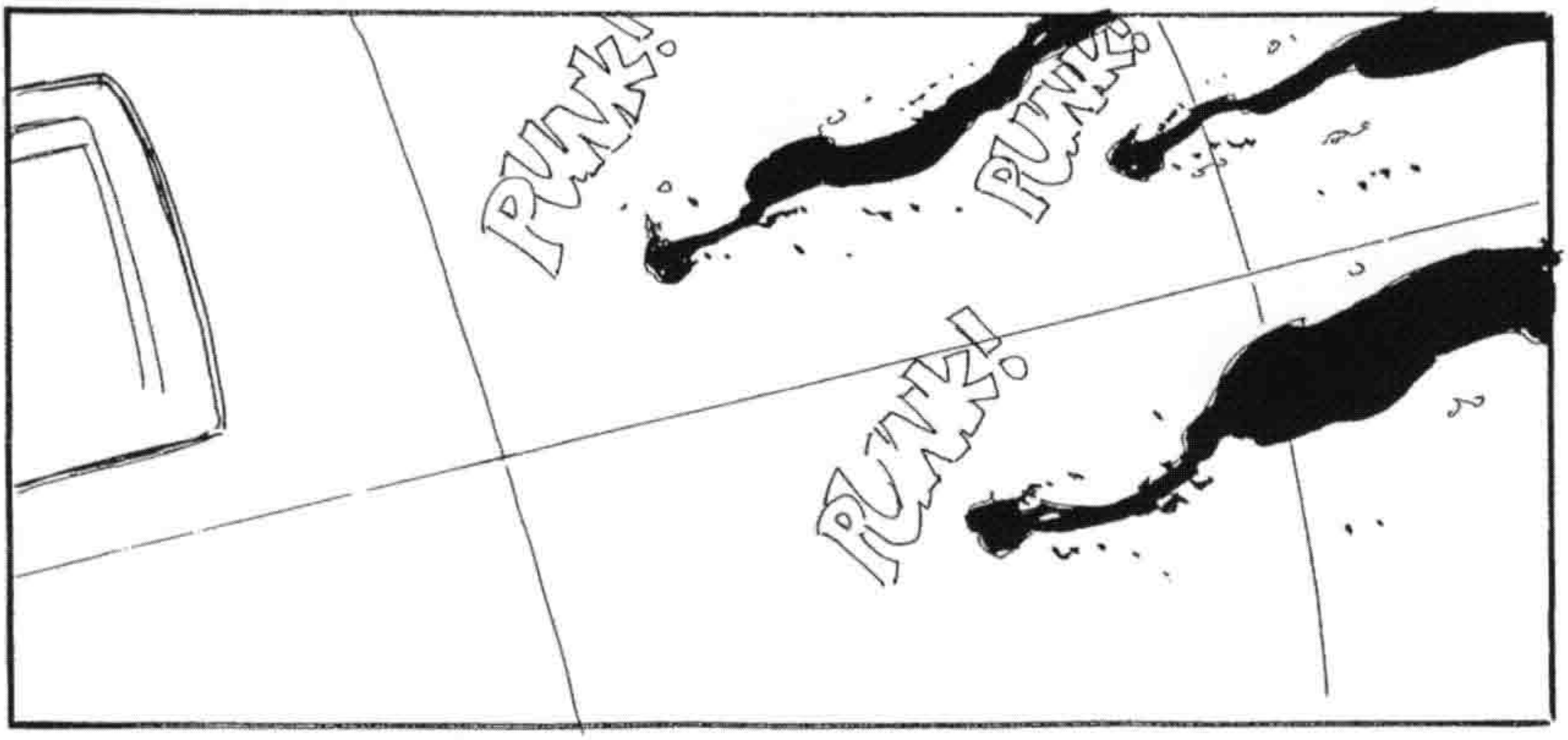




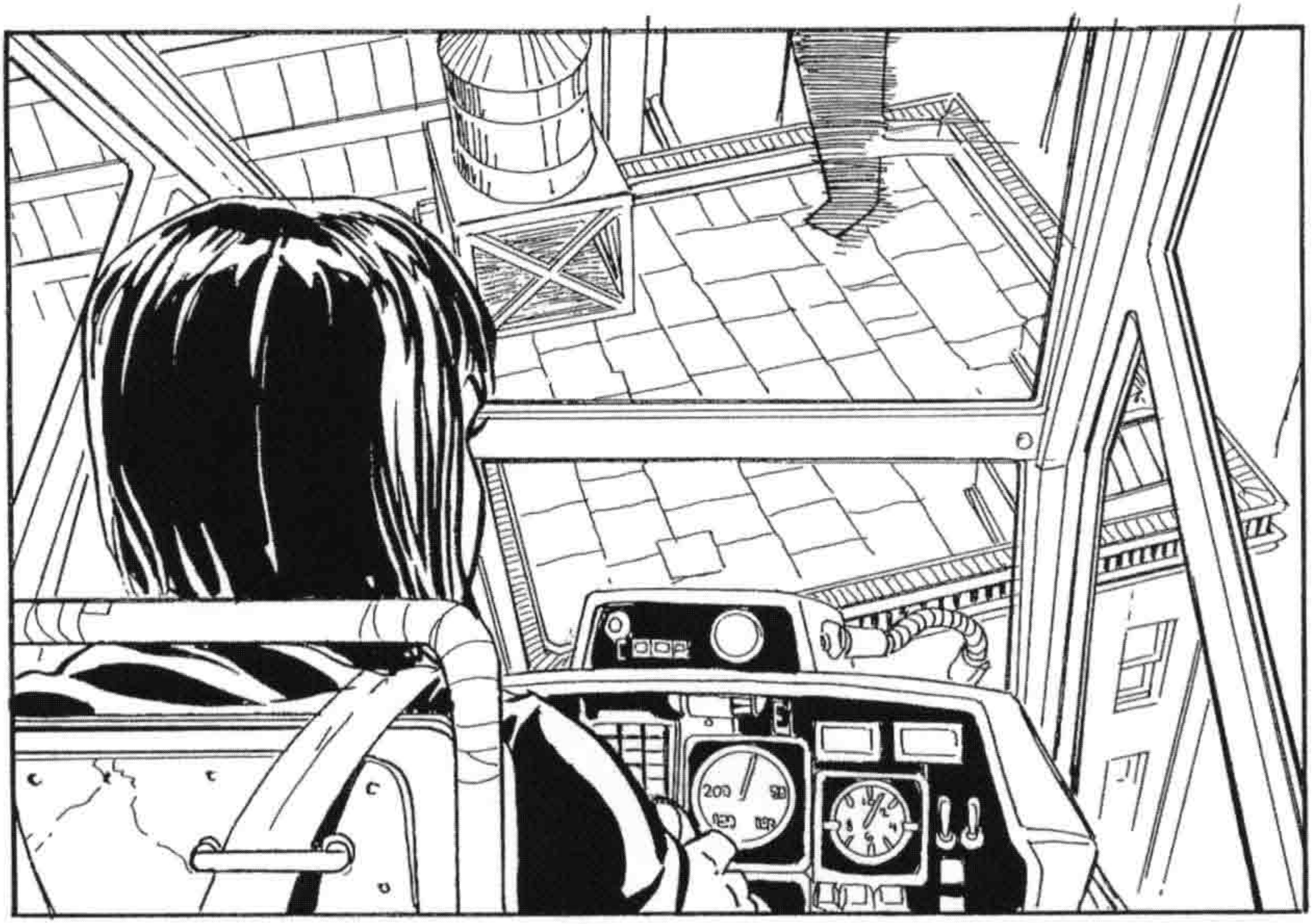
Neo snatches hold at last second.






Black oil blood begins pouring out of the helicopter.

The helicopter dies.

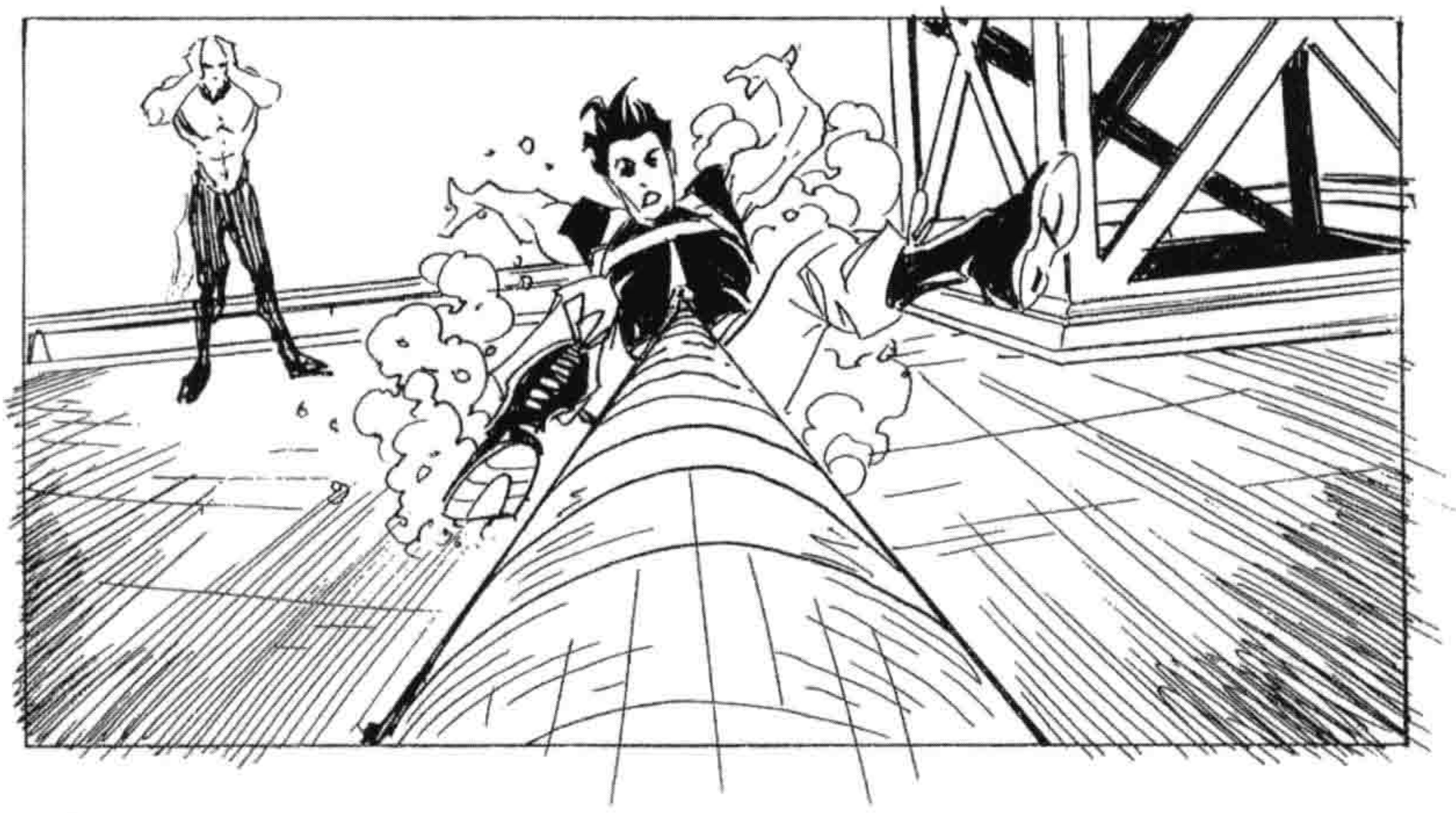


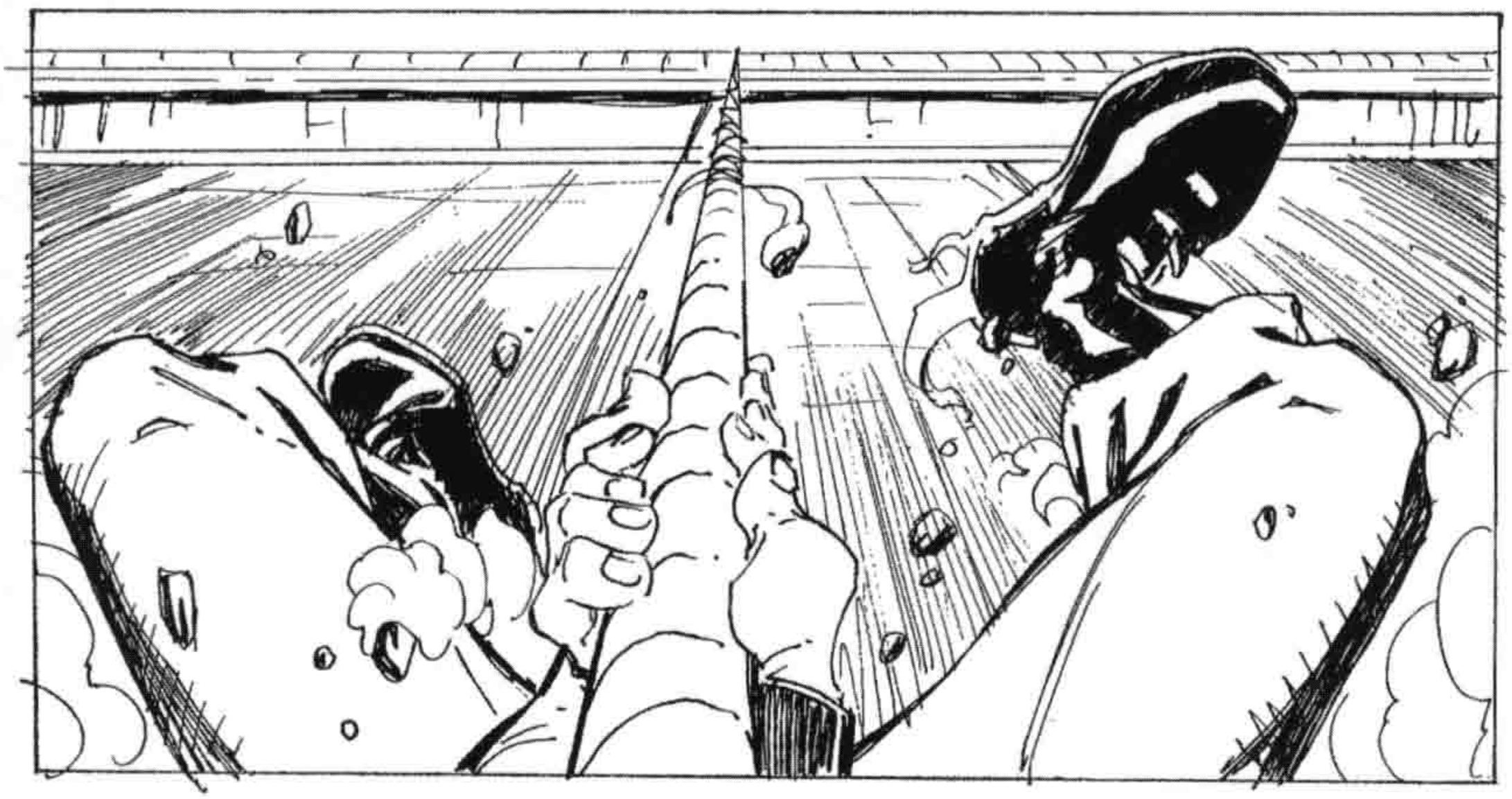
**Skroce:** There was a time where Larry and Andy thought the helicopter shot wasn't going to happen. Warner Bros. wanted to have it cut because they thought it would be too expensive, but the brothers convinced them otherwise, with help from these boards.

**Skroce:** This was another place we used action figures and a director's viewfinder to set up what Larry and Andy wanted to have happen. They had very specific ideas of where they wanted characters to land and move. For the Helicopter Rescue scene we actually bought a model helicopter and built a scale four-story building out of a cardboard box, adding a little Agent Smith. This was just Larry and Andy with a couple of rulers and some scissors. We would use the director's viewfinder to see how big the helicopter would be in relation to the building, and how big a distance it would be with the spinning helicopter blades.

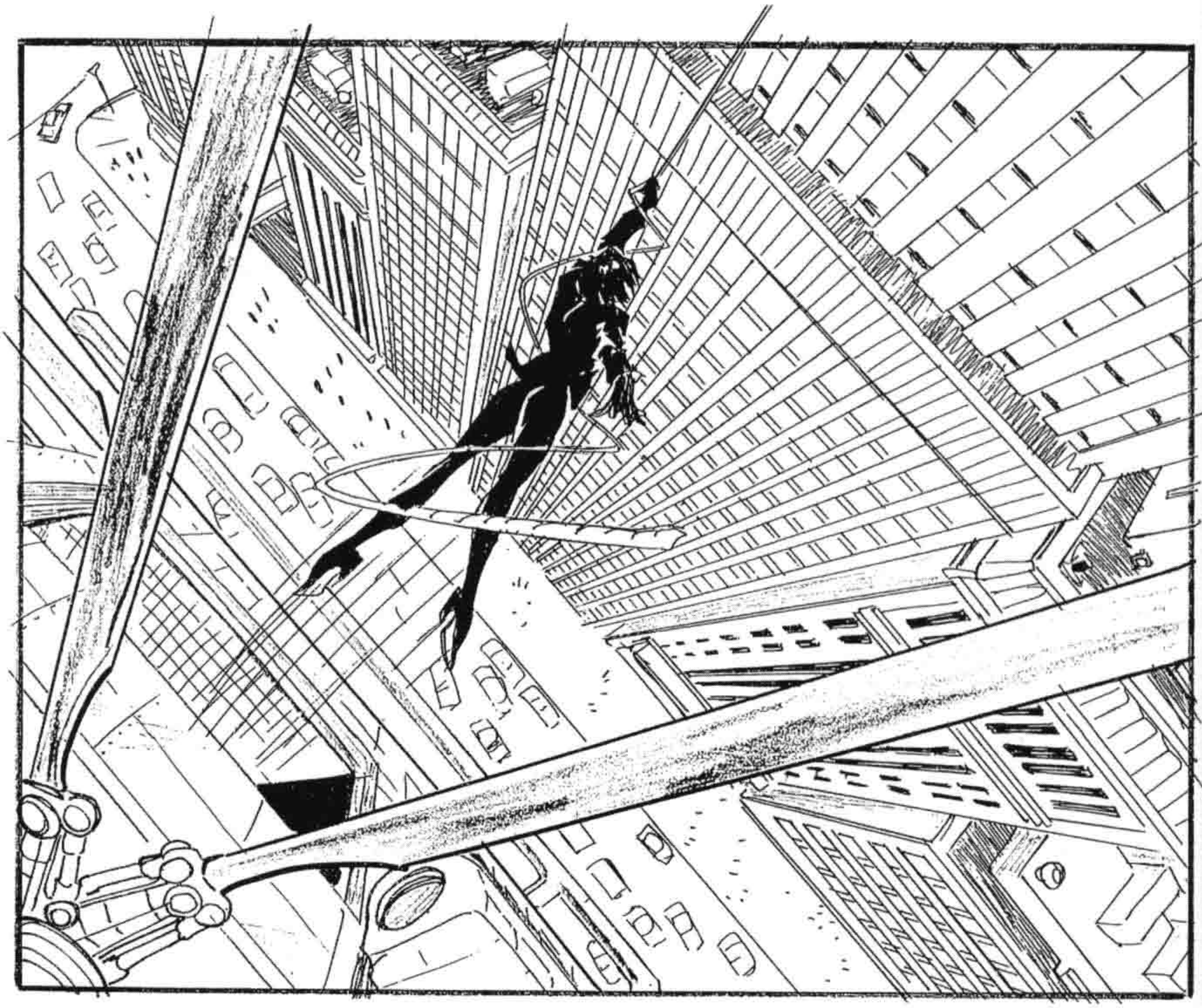
Neo struggles to unhook the rope.

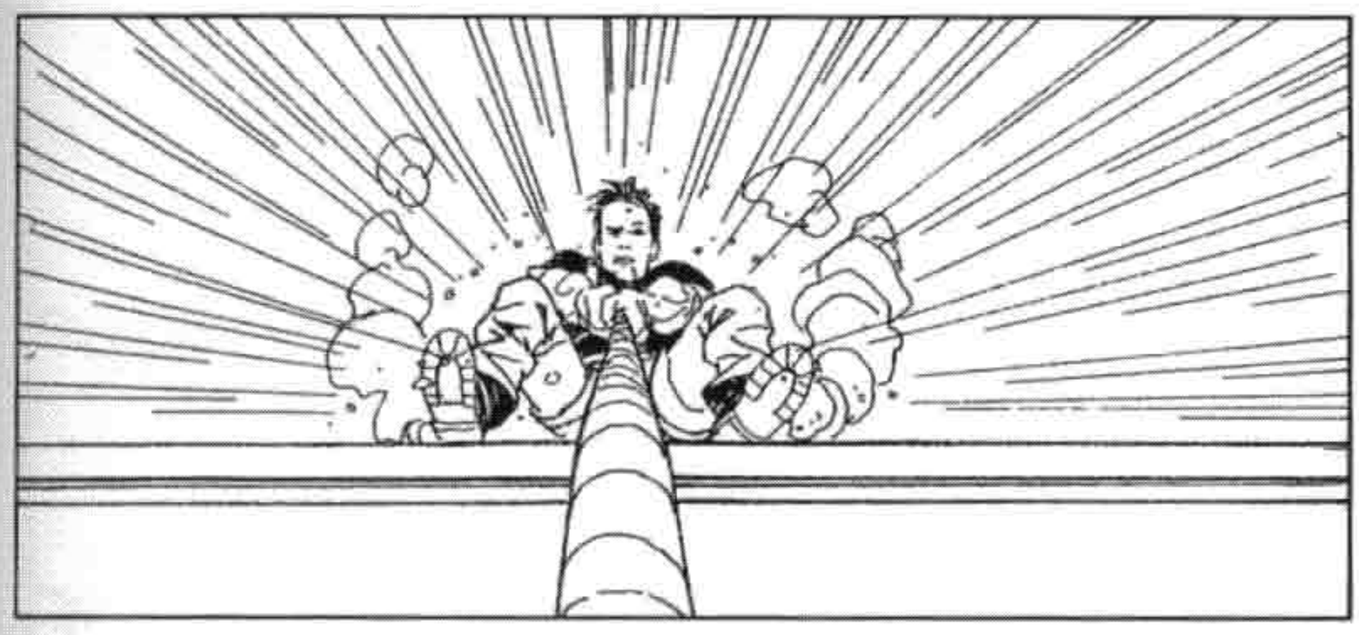
**Skroce:** With all the illustrations, there was extensive communication on every image. I never second-guessed what Larry and Andy had spoken to me about. We had completely agreed on what each image was going to look like before I did a finish for any sequence. They are truly amazing to work with.



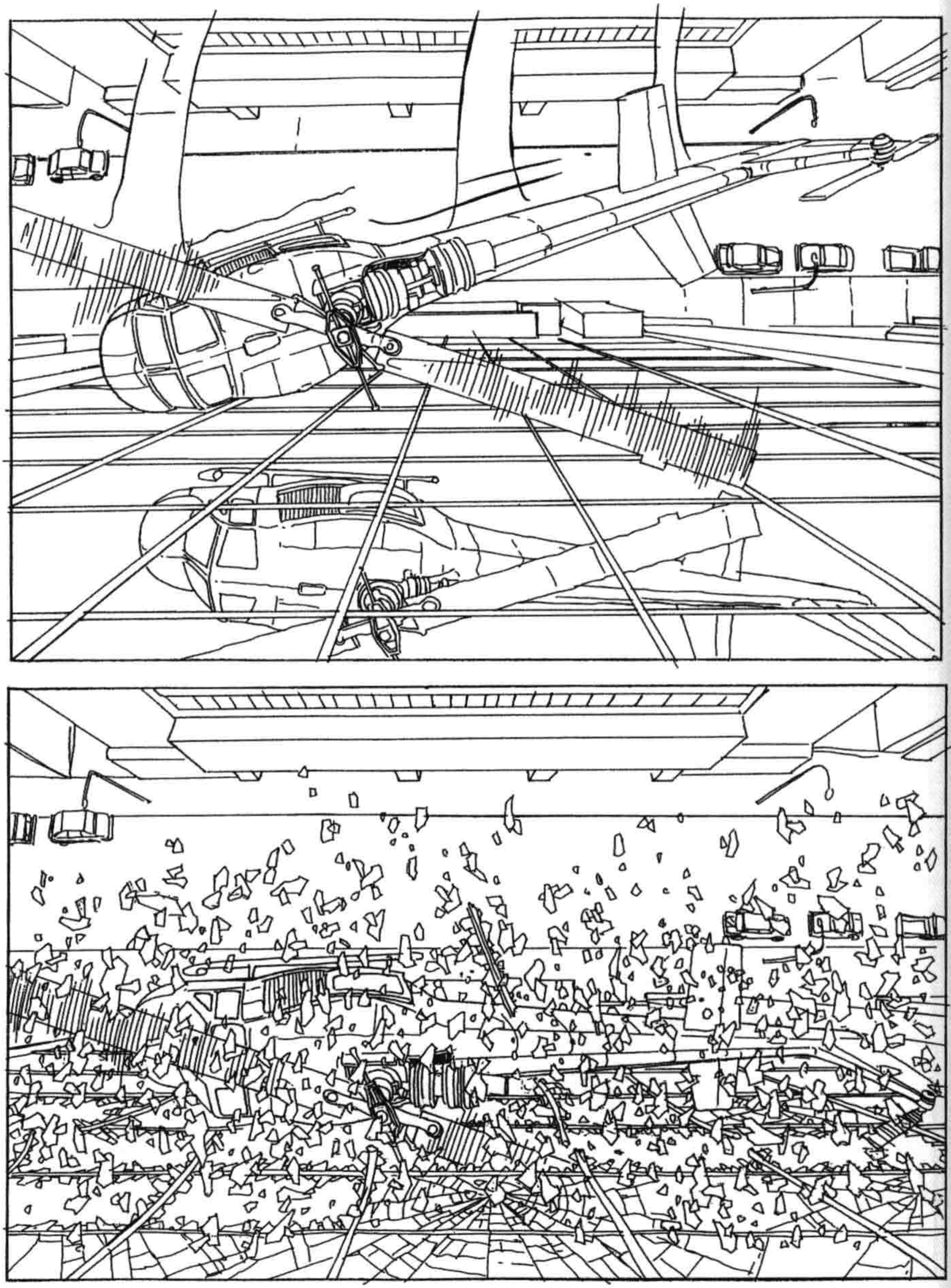


**Skroce:** Here's where Trinity shoots the cable and uses it to swing out of the helicopter.



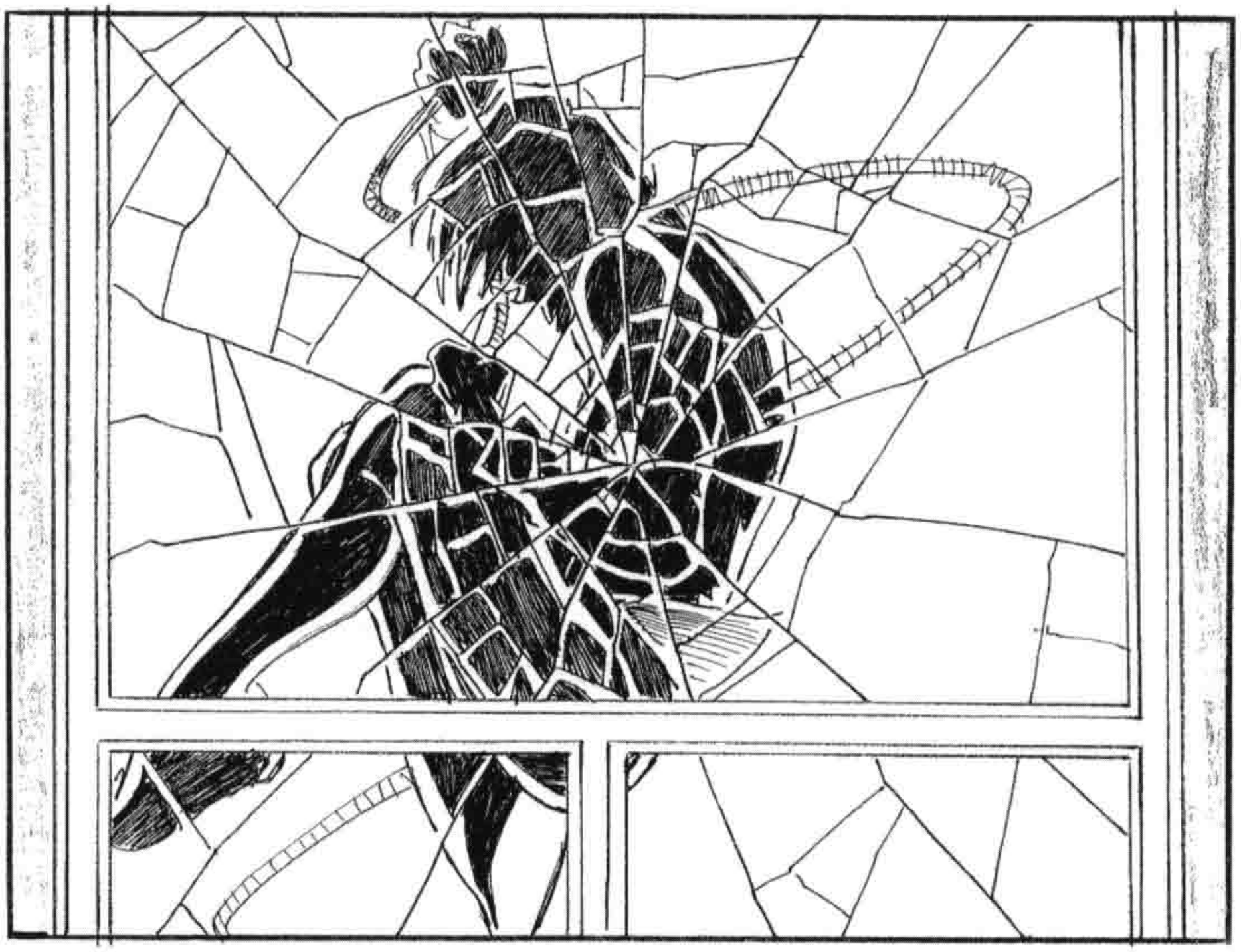


**Skroce:** The idea of Neo at the edge of a building holding onto Trinity while the helicopter crashes does happen in the film, and would seem an impossible shot. To get this, they used models, real people, and CGI, all working together seamlessly.

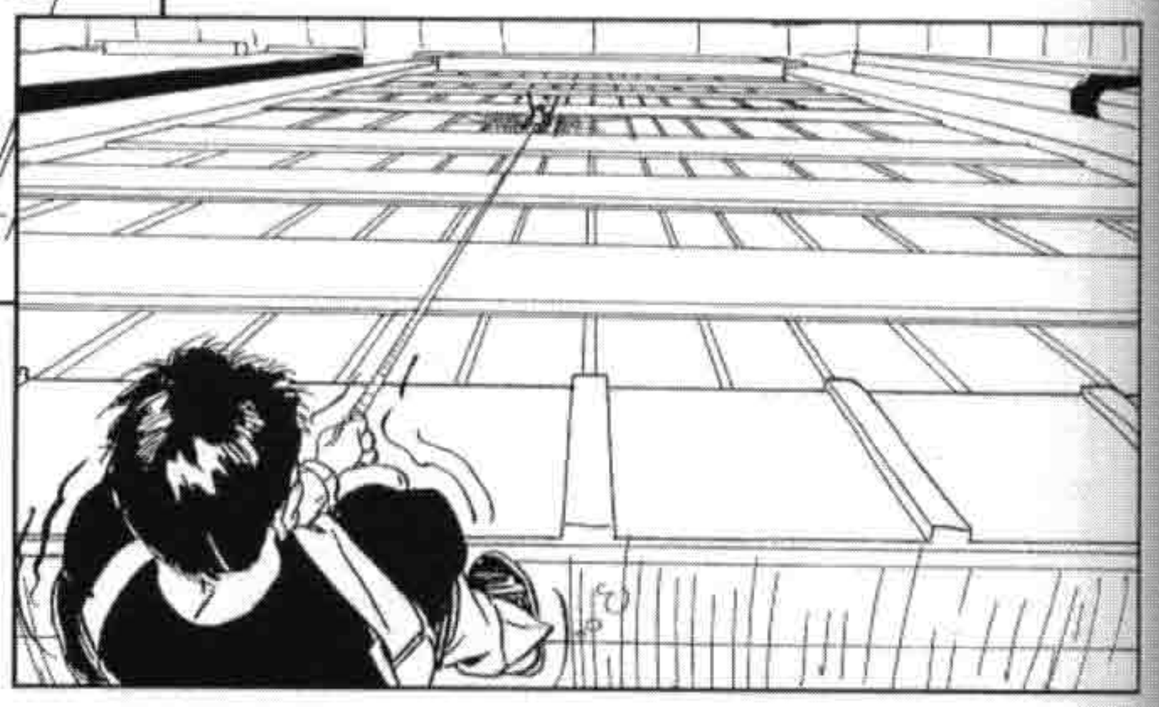


**Skroce:** This shot of the helicopter exploding [above] is not in the film. There were no close-ups of this. We cut from the helicopter as it starts to go off. I worked 24 hours straight on this sequence.

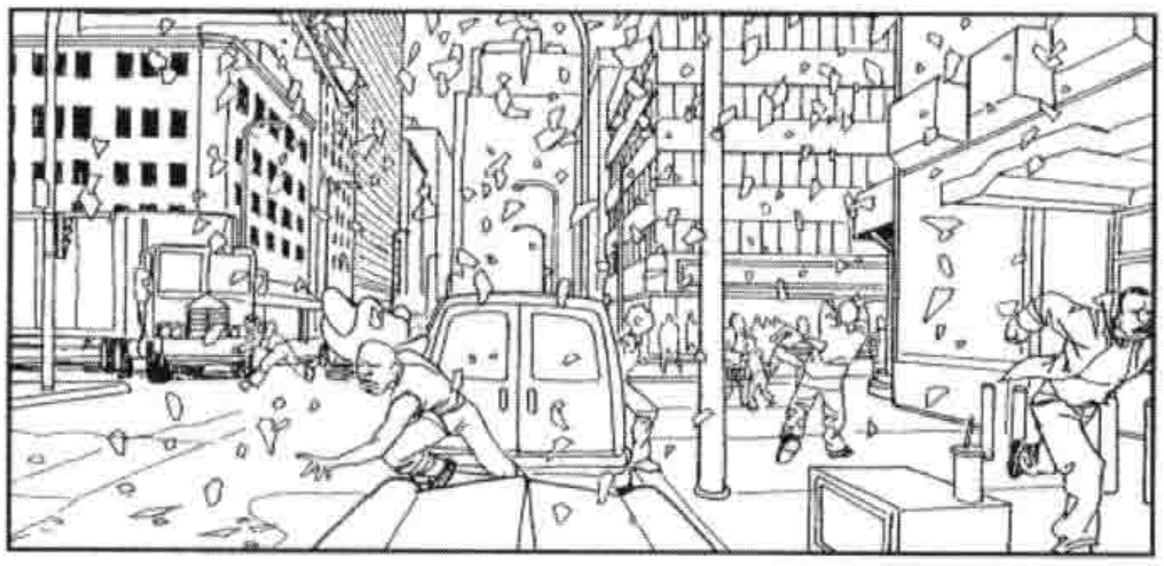
The explosion hurls her at the building across street, the building that Neo is standing on.



More explosions behind her as window shatter-cracks.



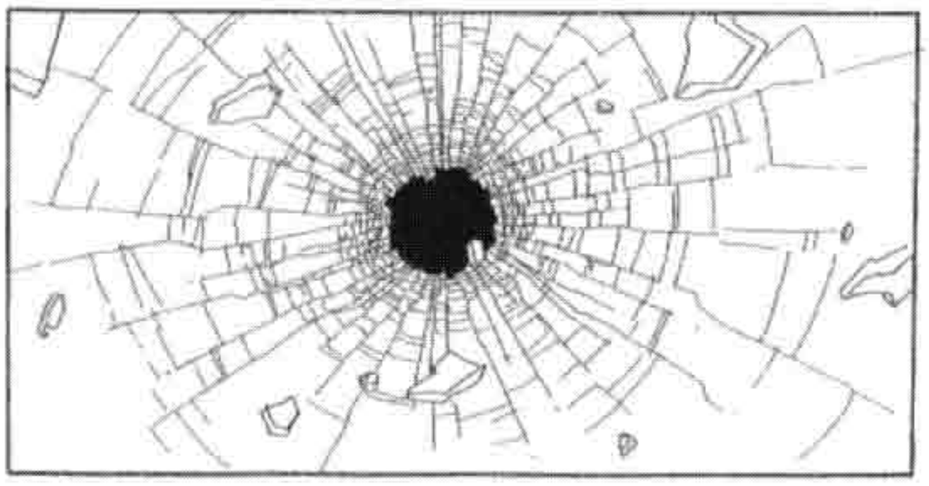
**Skroce:** This whole bit of the helicopter hitting the street [below] was cut.

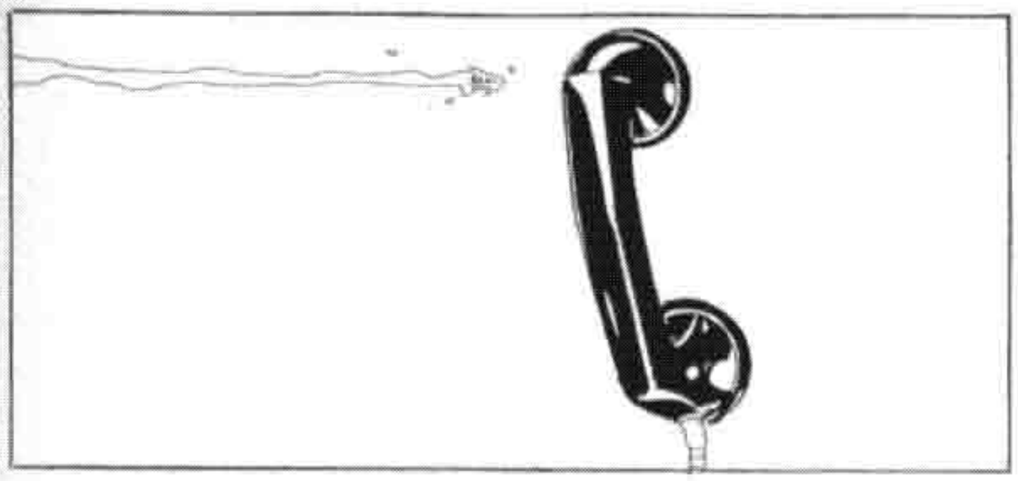


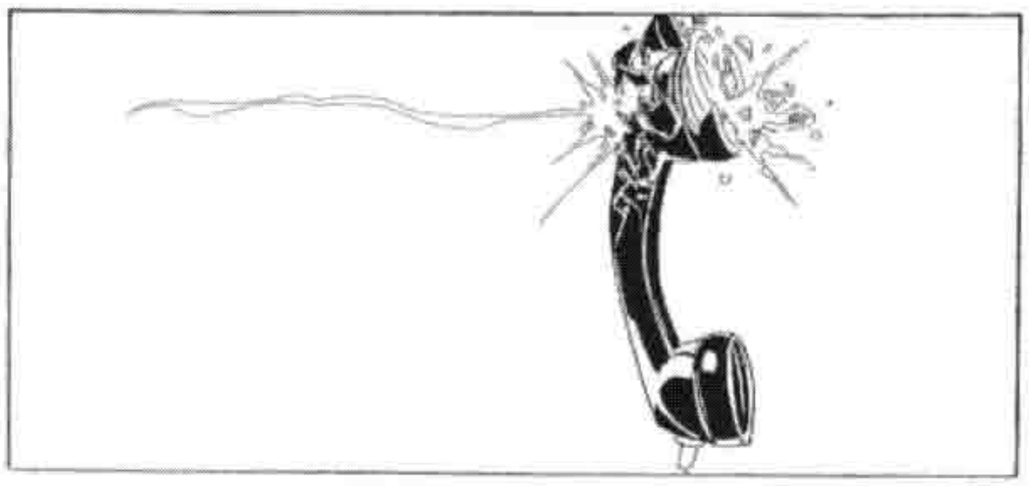
"MY NAME IS NEO."

El Fight

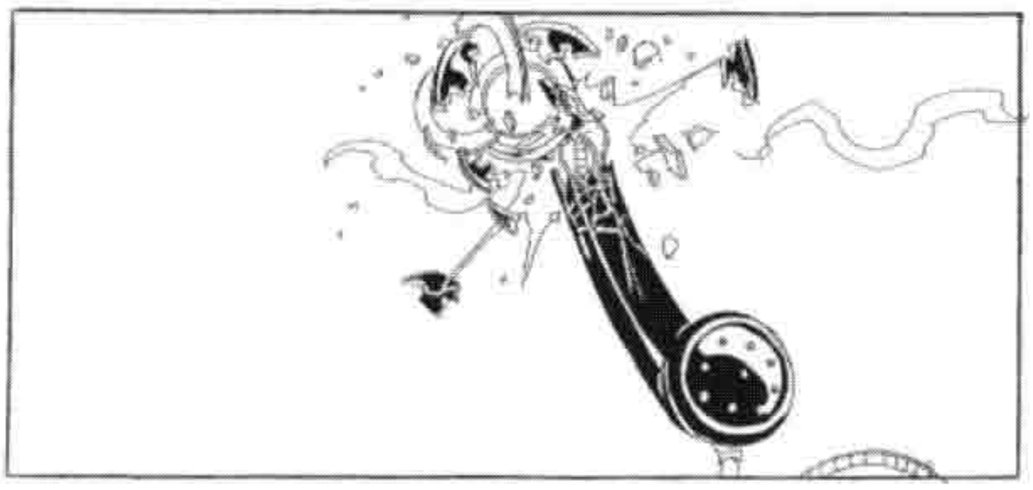
Scenes 172, 174, 176, 178, 180

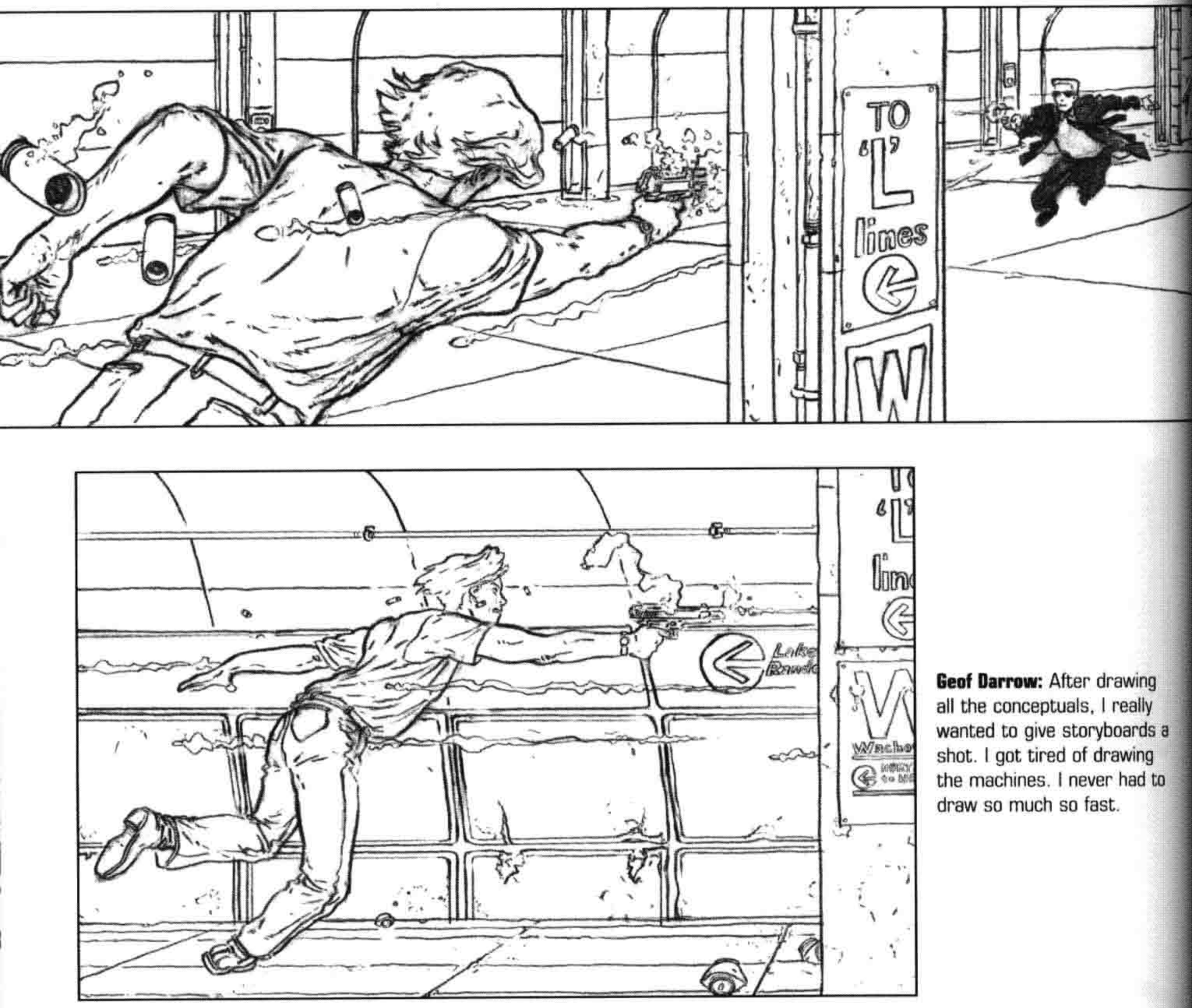




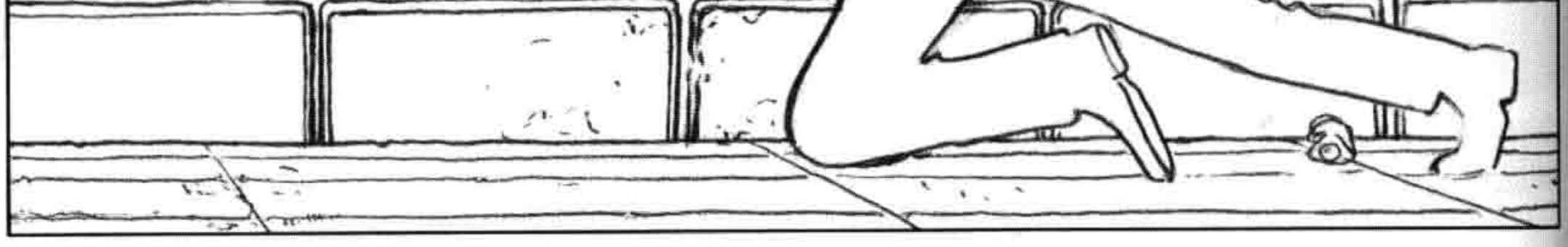


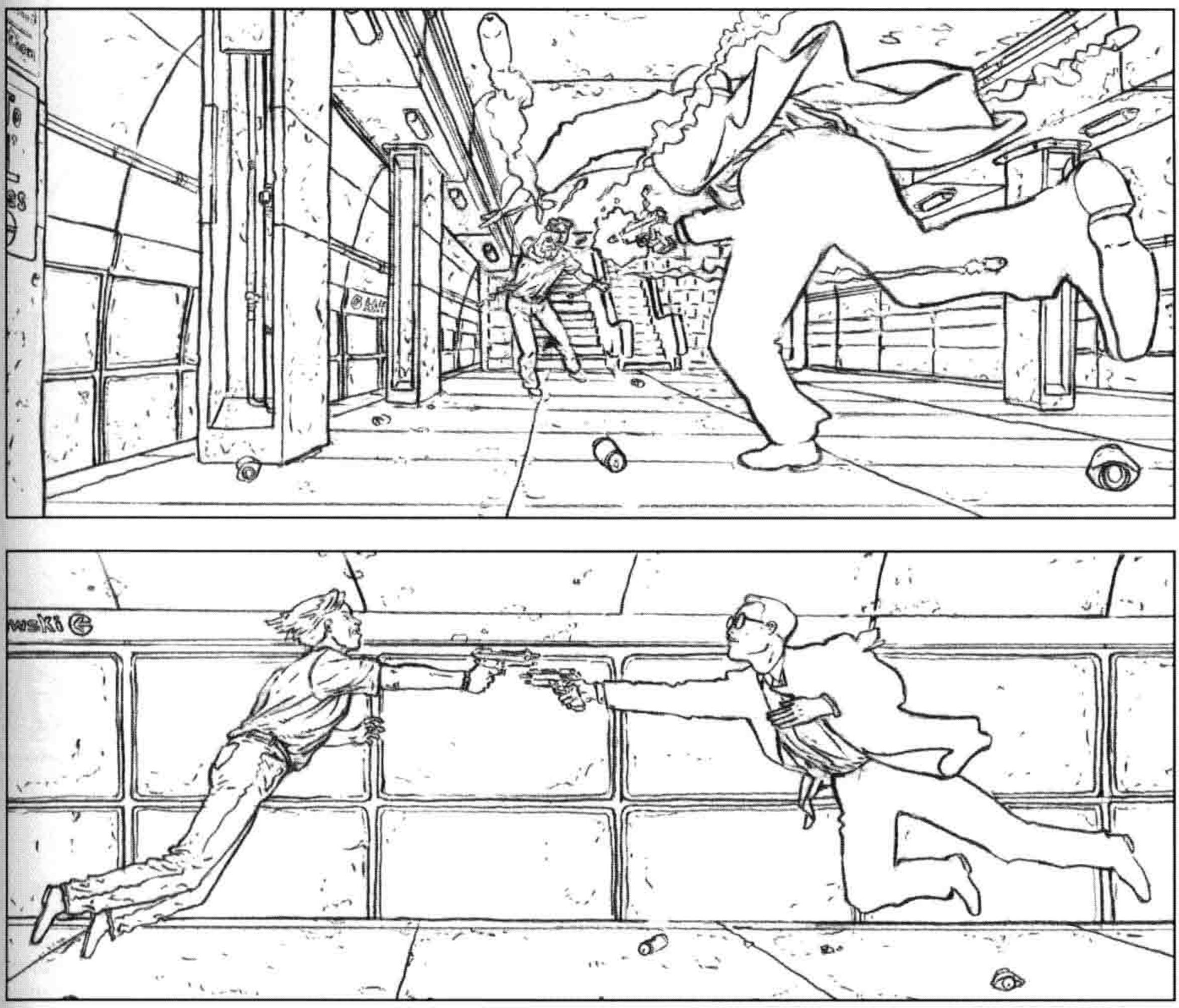
**Steve Skroce:** Here's a scene where Geof Darrow [see Conceptual Designs—page 257] drew a series of storyboards. Mine go up to the phone exploding, with a few illustrations towards the middle.





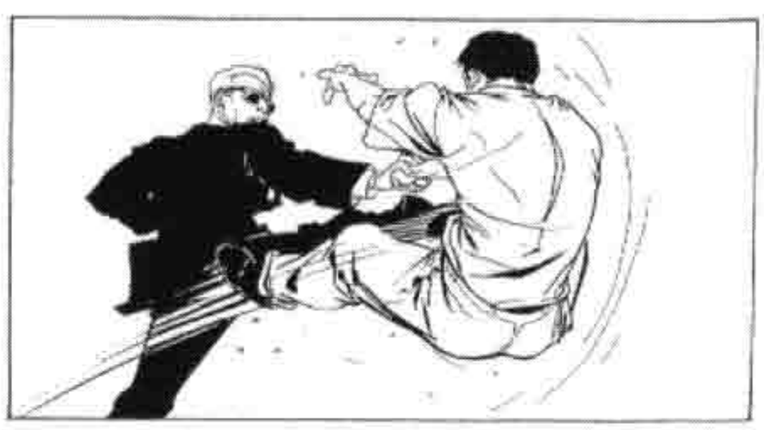
**Geof Darrow:** After drawing all the conceptuals, I really wanted to give storyboards a shot. I got tired of drawing the machines. I never had to draw so much so fast.





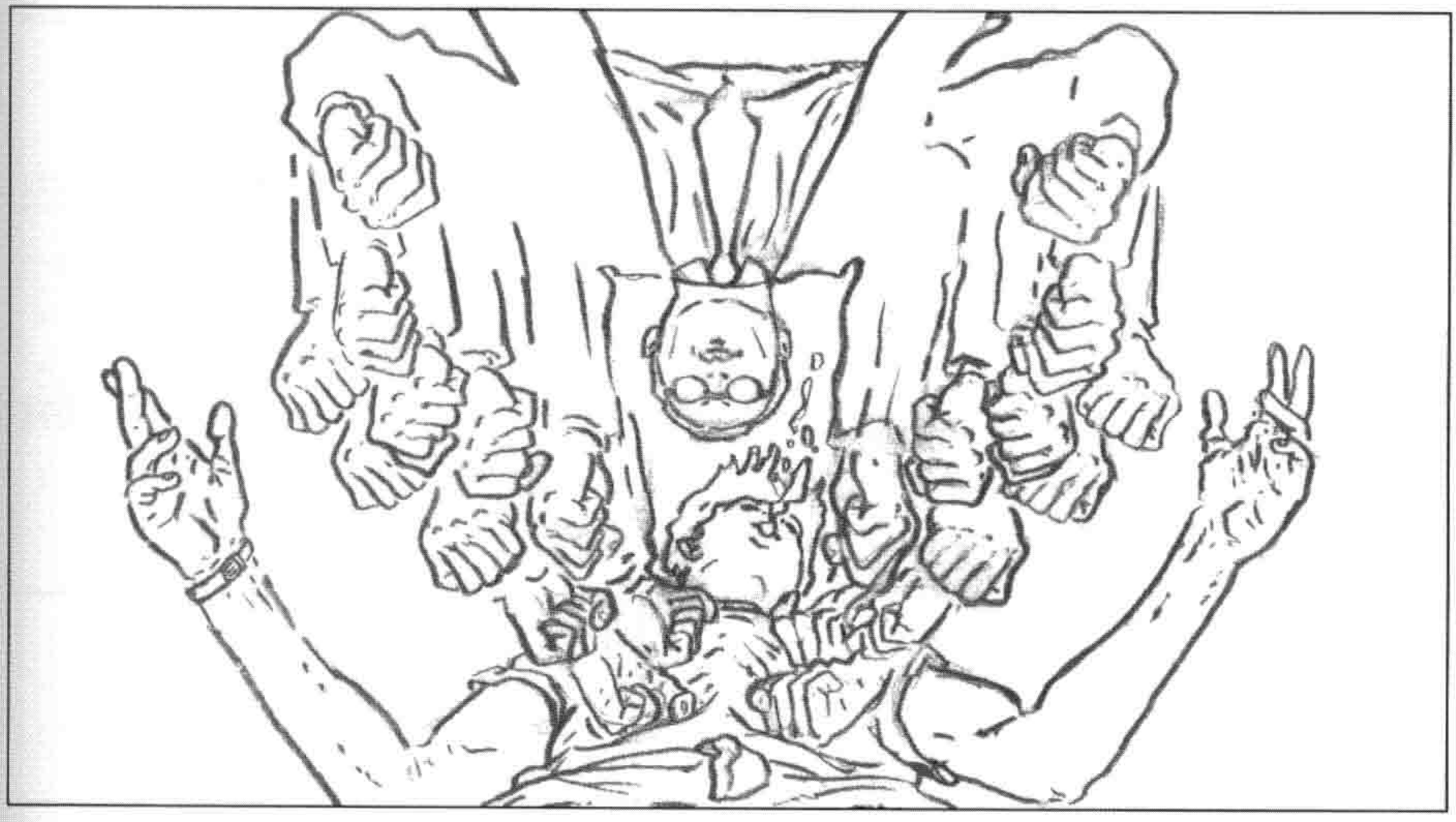
**Darrow:** For reference on some of this scene I took pictures of Steve (Skroce). For the fist, I drew my own hand, using a mirror. Larry and Andy were laughing because I've the classic stars dancing around Neo's head, getting across the fact he's hurting.

In this scene, Larry and Andy wanted there to be girders because, originally, it was the Chicago subway. To have Neo hit metal and concrete looks better because you have all that shit flying off. But these were all drawn before Australia was the location, or even before Wo Ping got involved. After we did these illustrations, it looked like the film was going to be made, but it was up and down. All through the time we were working on these storyboards, it was never a sure thing.



**Skroce:** The big idea with these four illustrations (above and right), which were dropped, was to have this recurring fist catch action running through the film. It was replaced with the "come here" hand motion first used in the Dojo sequence. Neo does get thrown back by Agent Smith in this scene, but is thrown into a derelict newsagent, not a wall.

**Darrow:** We (the illustrators) worked very closely with Larry and Andy on each shot. Tani Kunitake, who worked on a bunch of movies before THE MATRIX, would even say he had never had that much access to a director; usually the drawings are just dropped off and the art director picks them up. But with Larry and Andy we would show the work to the directors ourselves and have feedback directly from them.

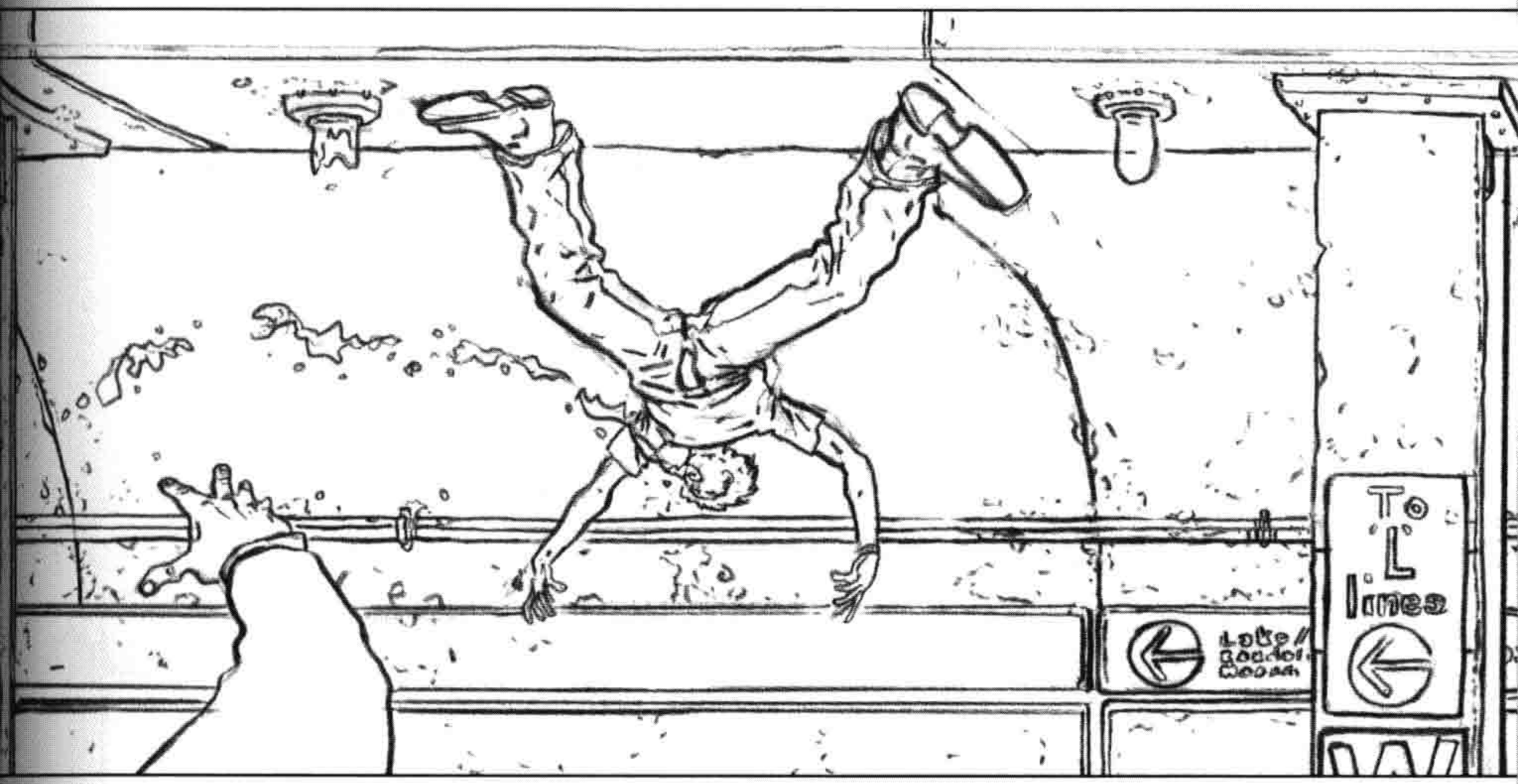


**Darrow:** Typical storyboards aren't nearly as complex as what's been done for THE MATRIX, but at the same time, they don't have to be. In Larry and Andy's case, it helped a lot, because the studio wouldn't have gotten the scope of it if they'd been normal storyboards.

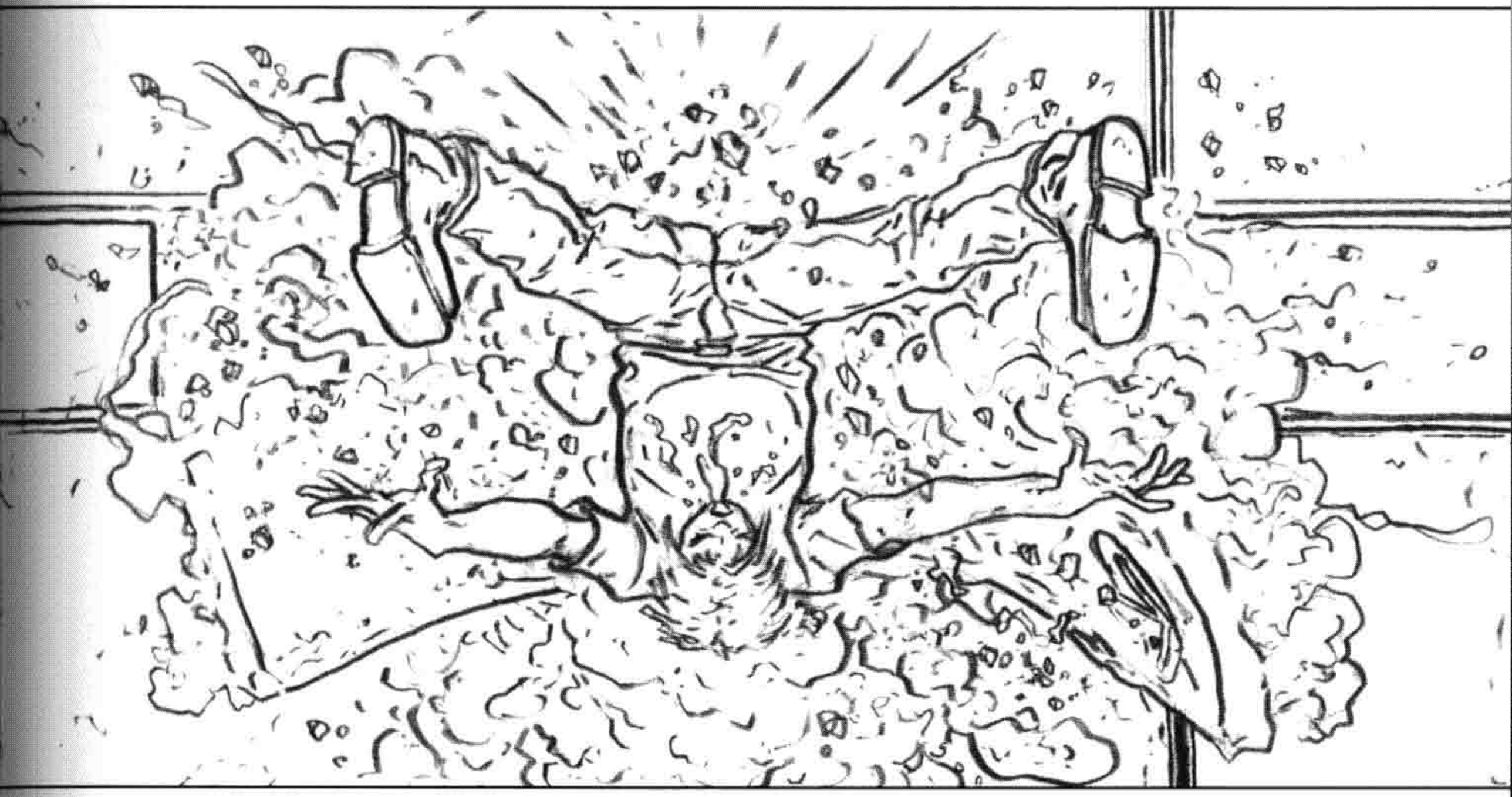
**Editor:** The below image is not upside down. The board is exploring a unique camera angle which did not get used in the final film.

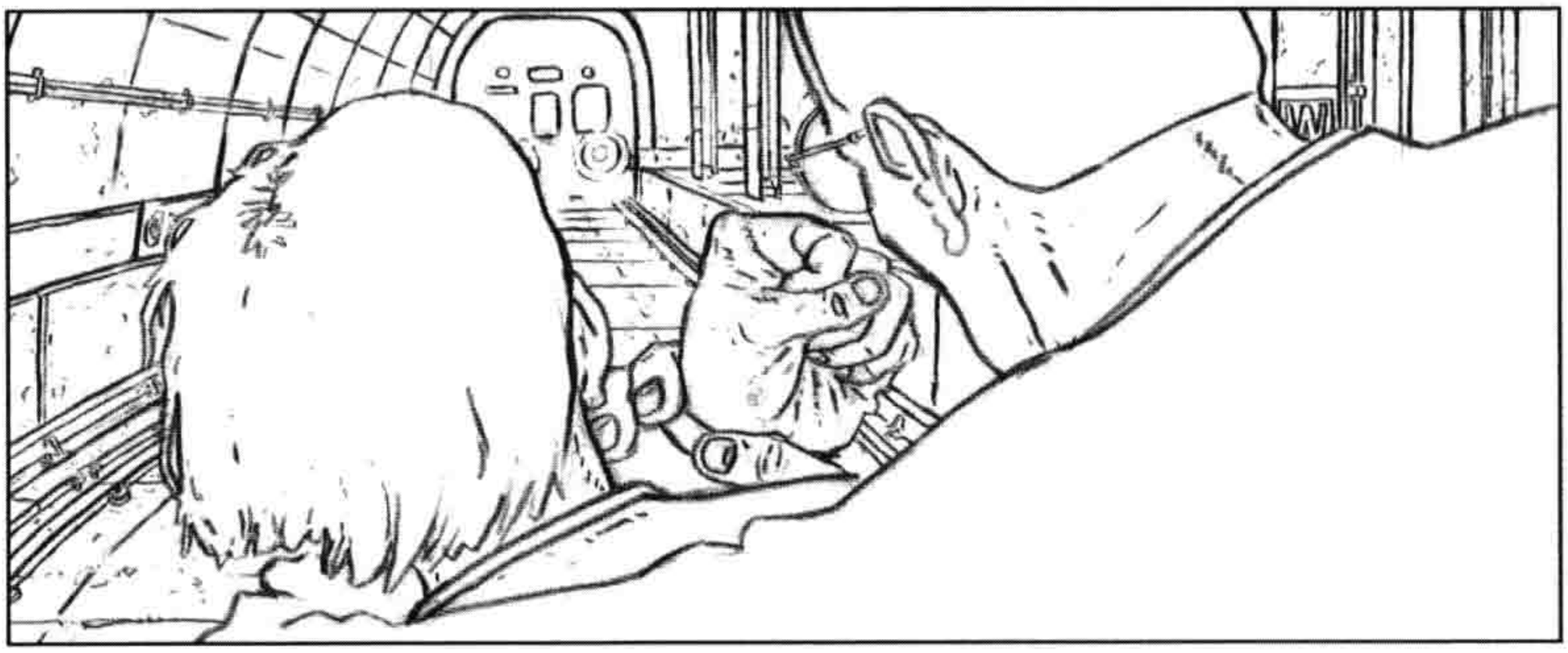
E1 Fight

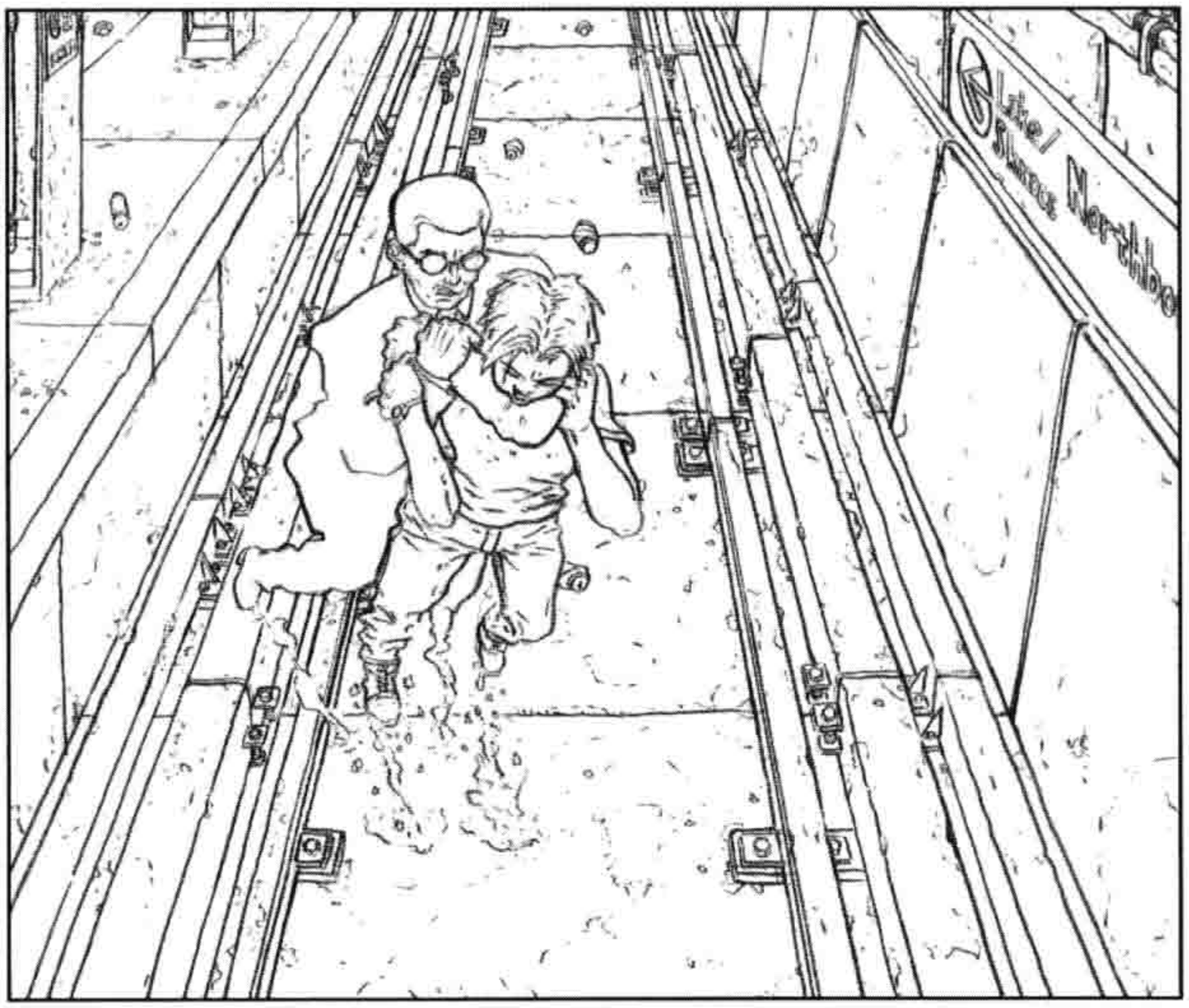
**Darrow:** Most movies are so straightforward, they just need the camera placement, it doesn't matter if the drawings are finished or not—you've arrows pointing things out. But if it's drawn right you don't need them, you know the guy is running in that particular direction. I did a couple of storyboards that were nothing but arrows, just for a laugh; there were arrows going in all sorts of directions, from different perspectives.

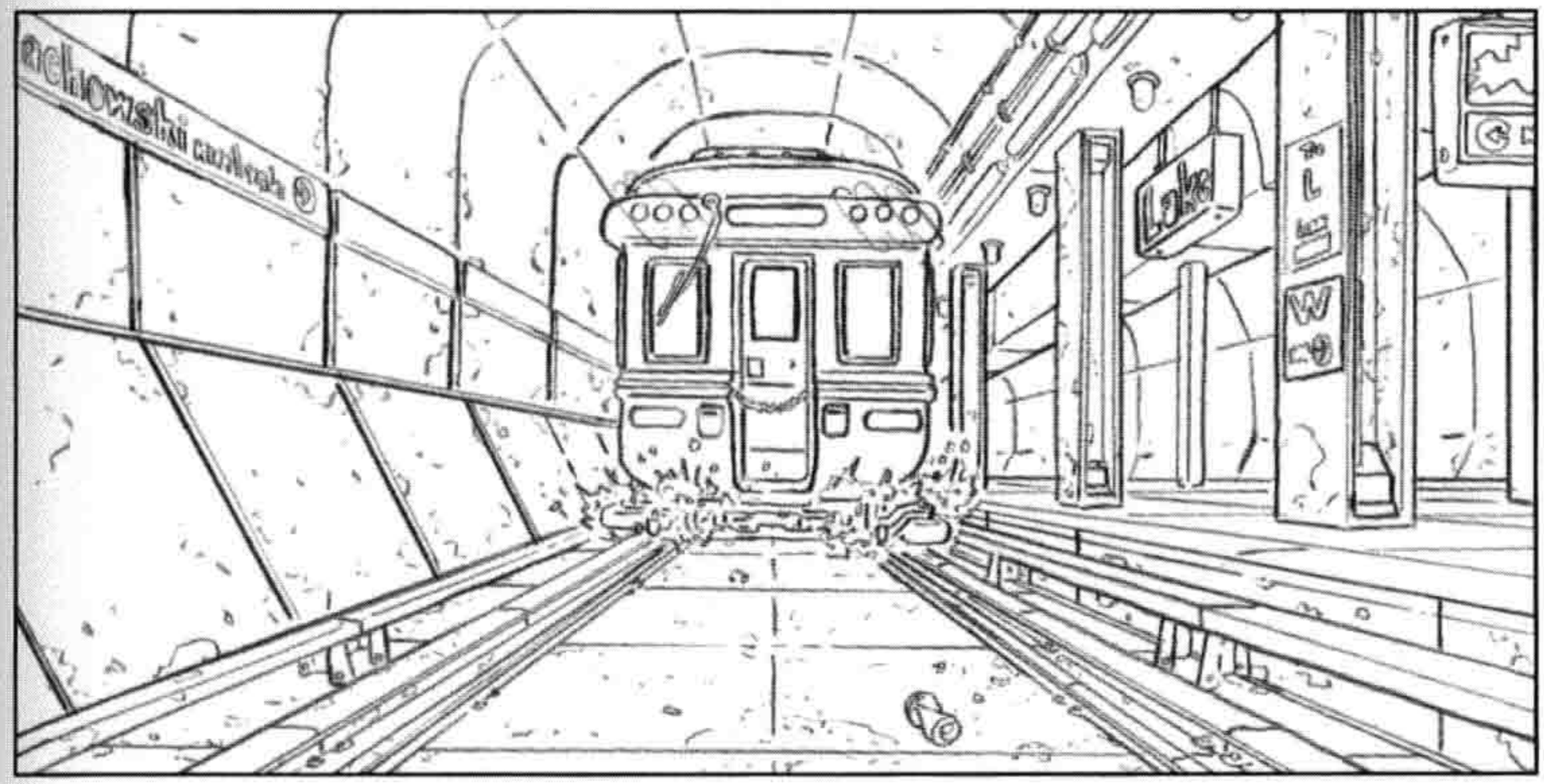


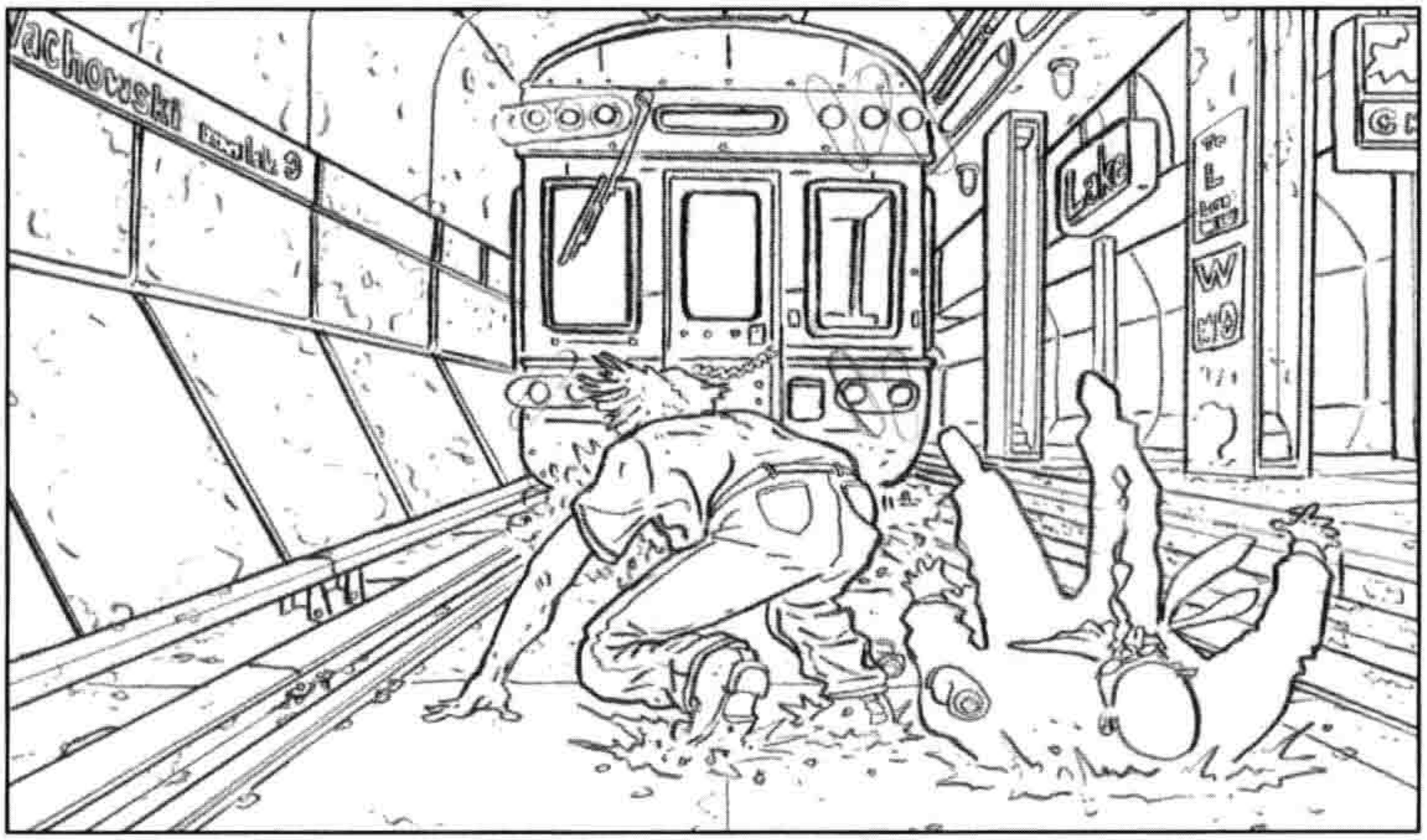

**Darrow:** Larry and Andy were there, telling me shot-for-shot what they wanted for these boards, so there wasn't too much guesswork on things. They would use action figures to show the scene, or sketch it. For instance, they did a rough drawing for the chair in the Neb. Their drawings are basic, but as long as you get somebody who can understand what they're driving at, it works [see Preliminary Thumbnails—page 407].







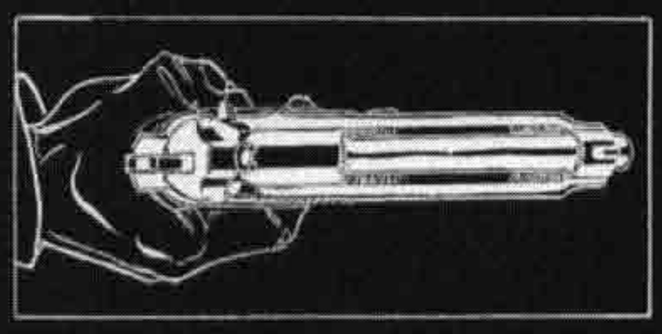

Lake

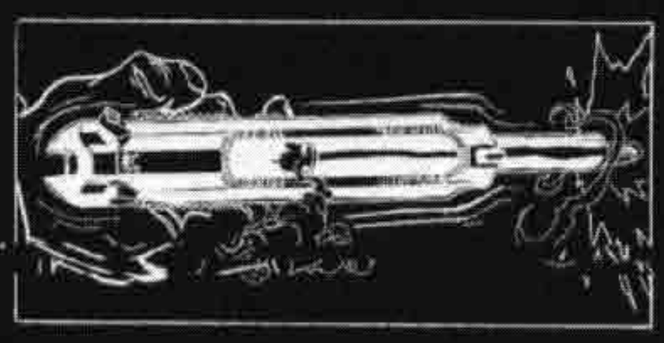

Lake

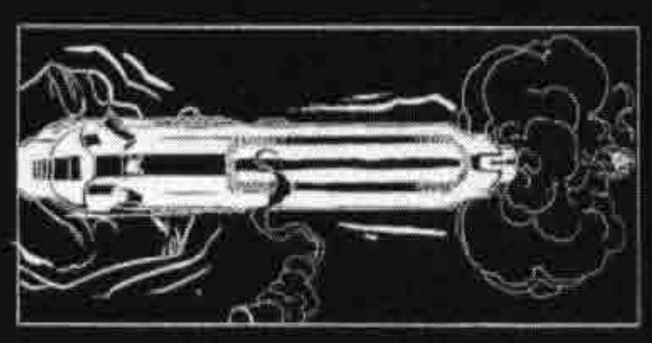
"GOOD-BYE, MR. ANDERSON."

Chase Finale

Scenes 203, 205, 211, 212, 213



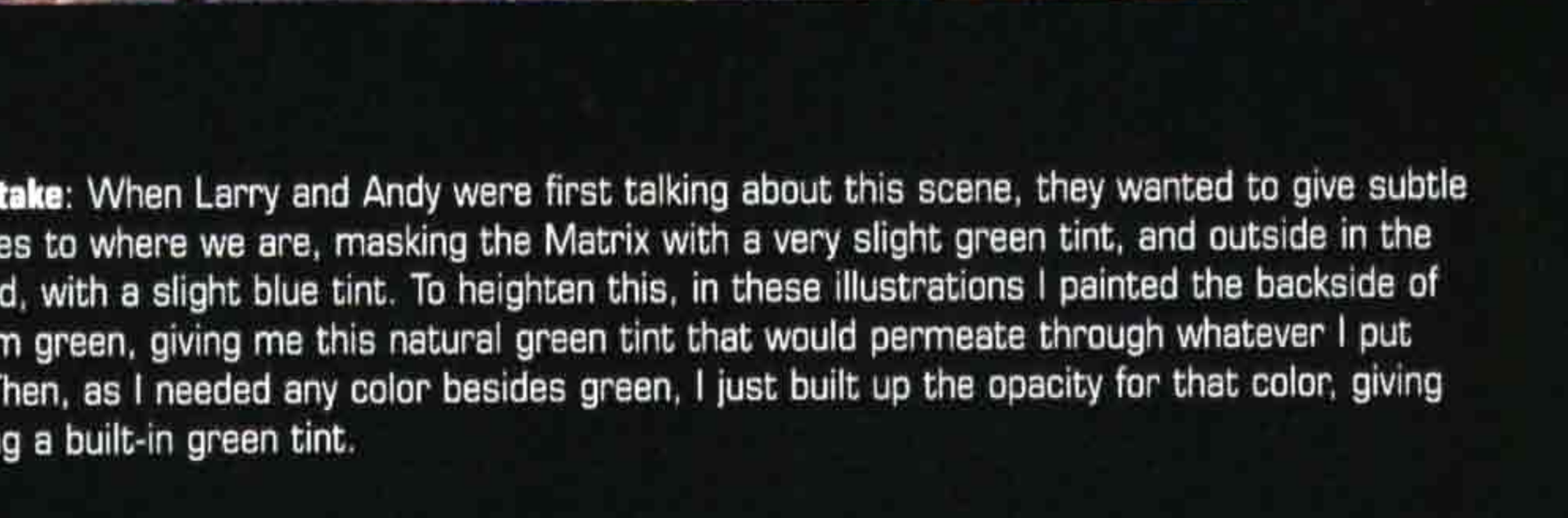


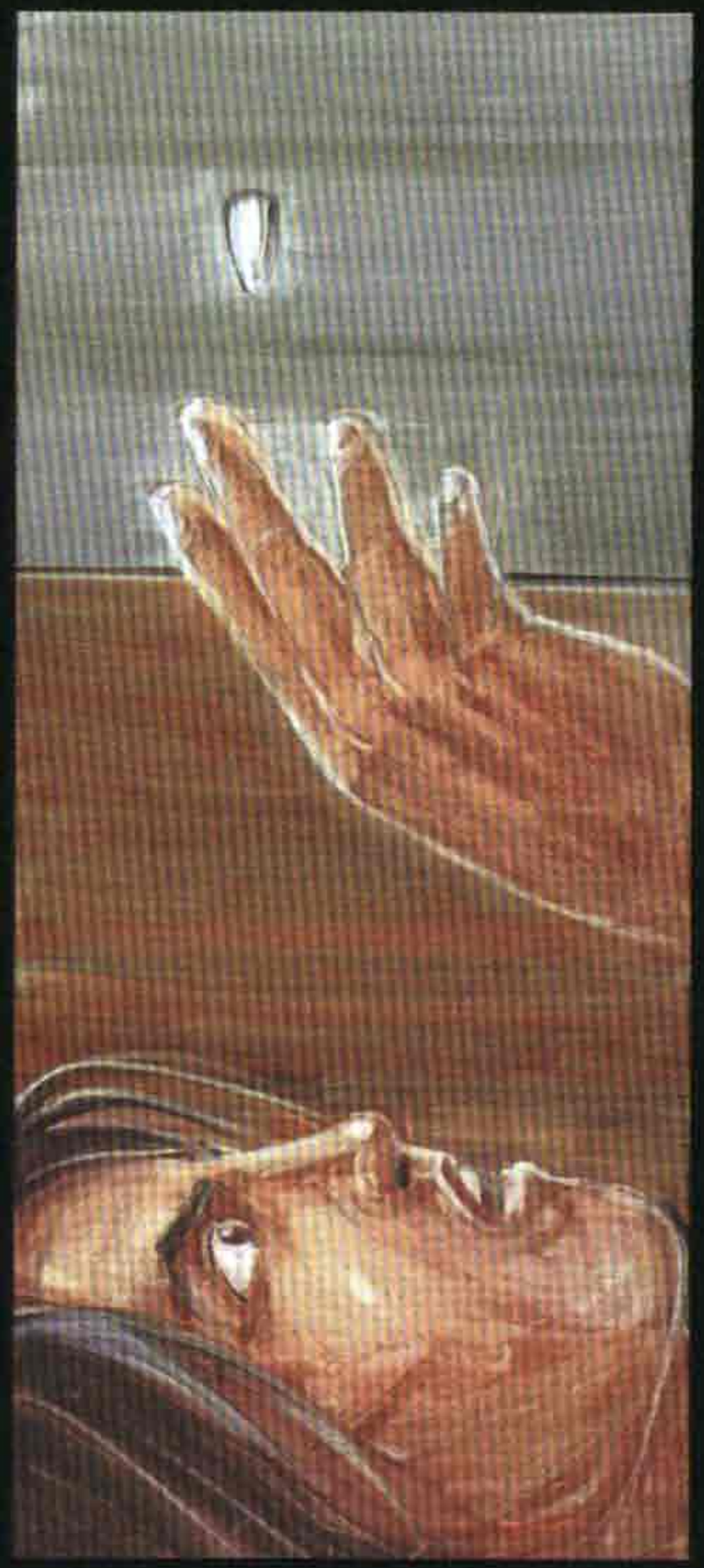


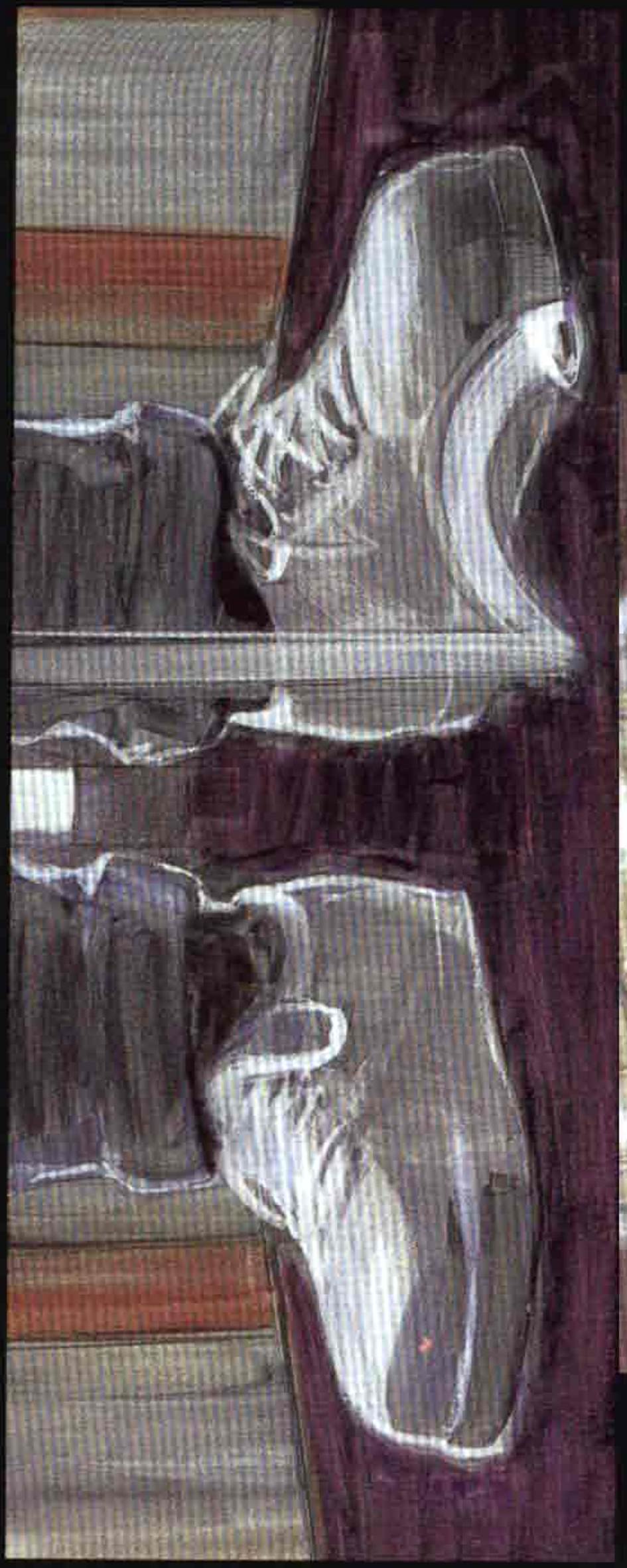
**Steve Skroce**: Originally, in these boards [above and right], the gun fires and the camera moves around Neo, but we don't see he's been hit, can't see the splatter of blood yet.

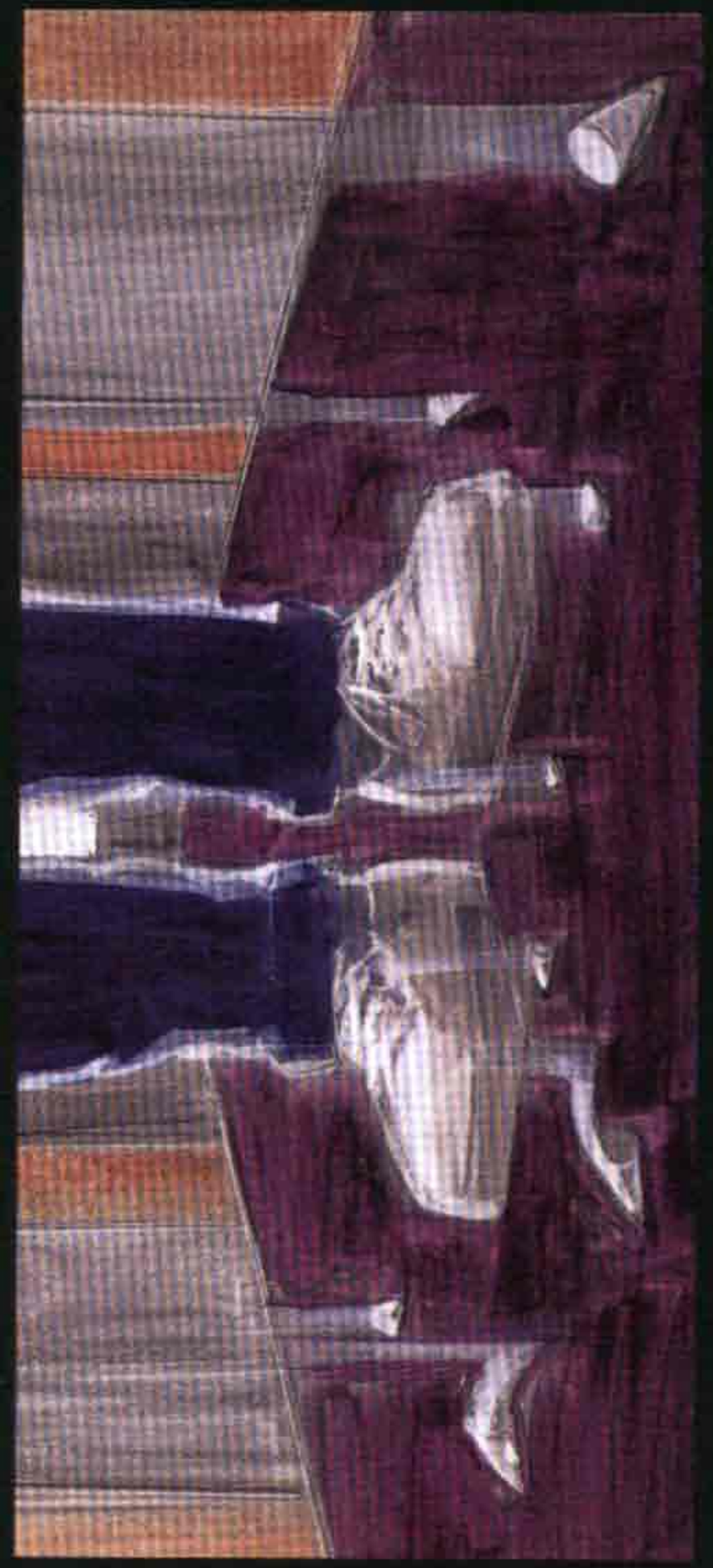
The camera moves from right to left, frame-right to frame-left, around him, and you see the big blood splatter, which was changed to his chest, and him looking down.

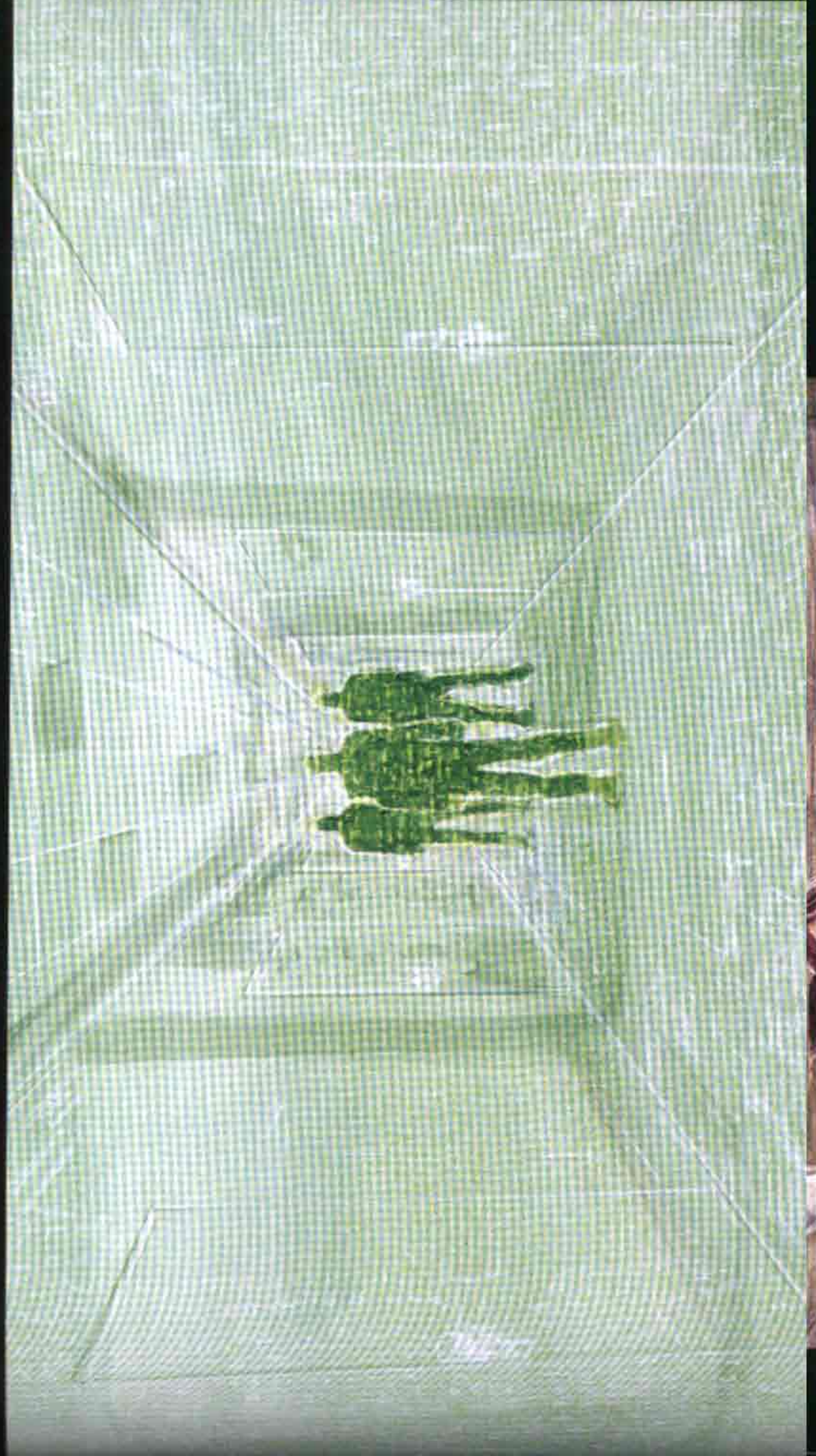
**Tani Kunitake**: When Larry and Andy were first talking about this scene, they wanted to give subtle visual cues to where we are, masking the Matrix with a very slight green tint, and outside in the real world, with a slight blue tint. To heighten this, in these illustrations I painted the backside of the vellum green, giving me this natural green tint that would permeate through whatever I put on top. Then, as I needed any color besides green, I just built up the opacity for that color, giving everything a built-in green tint.



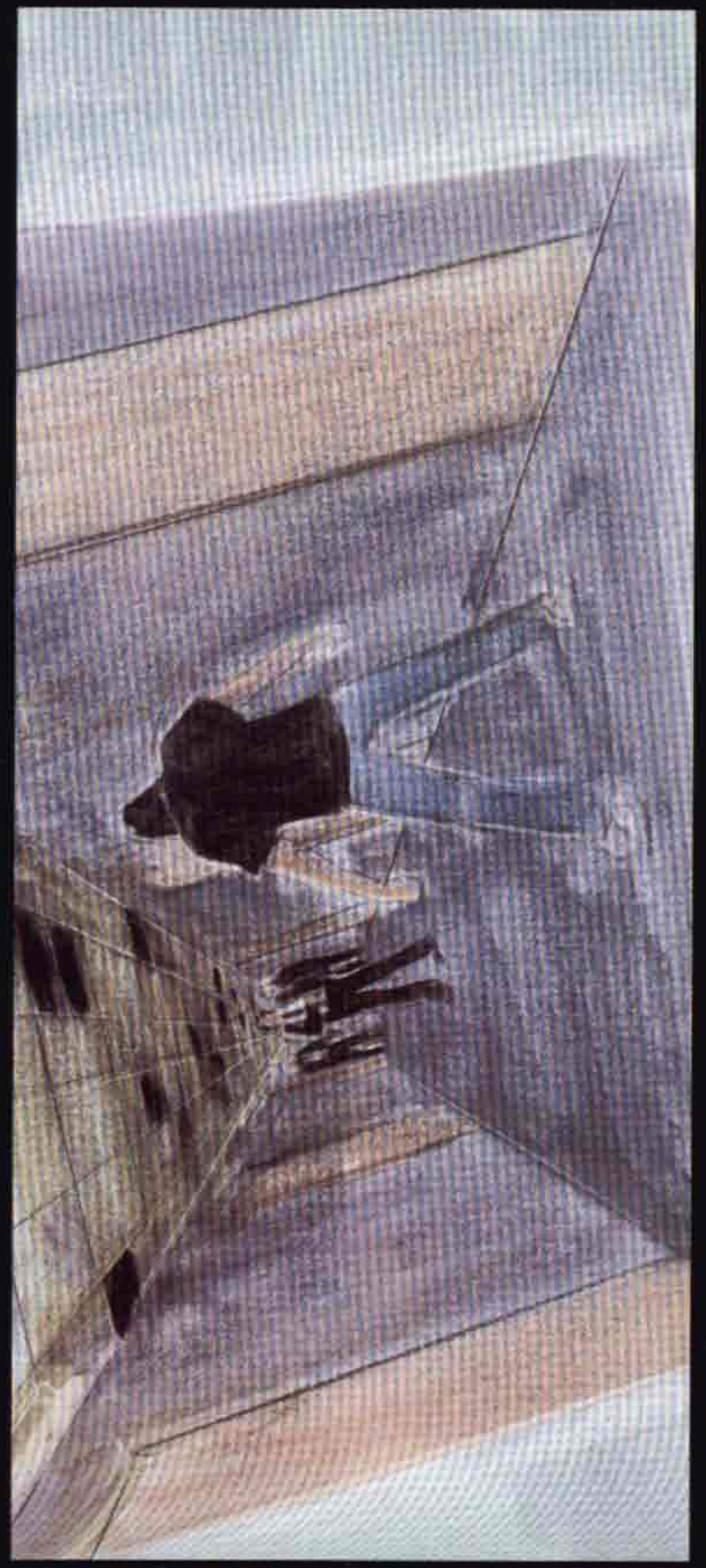


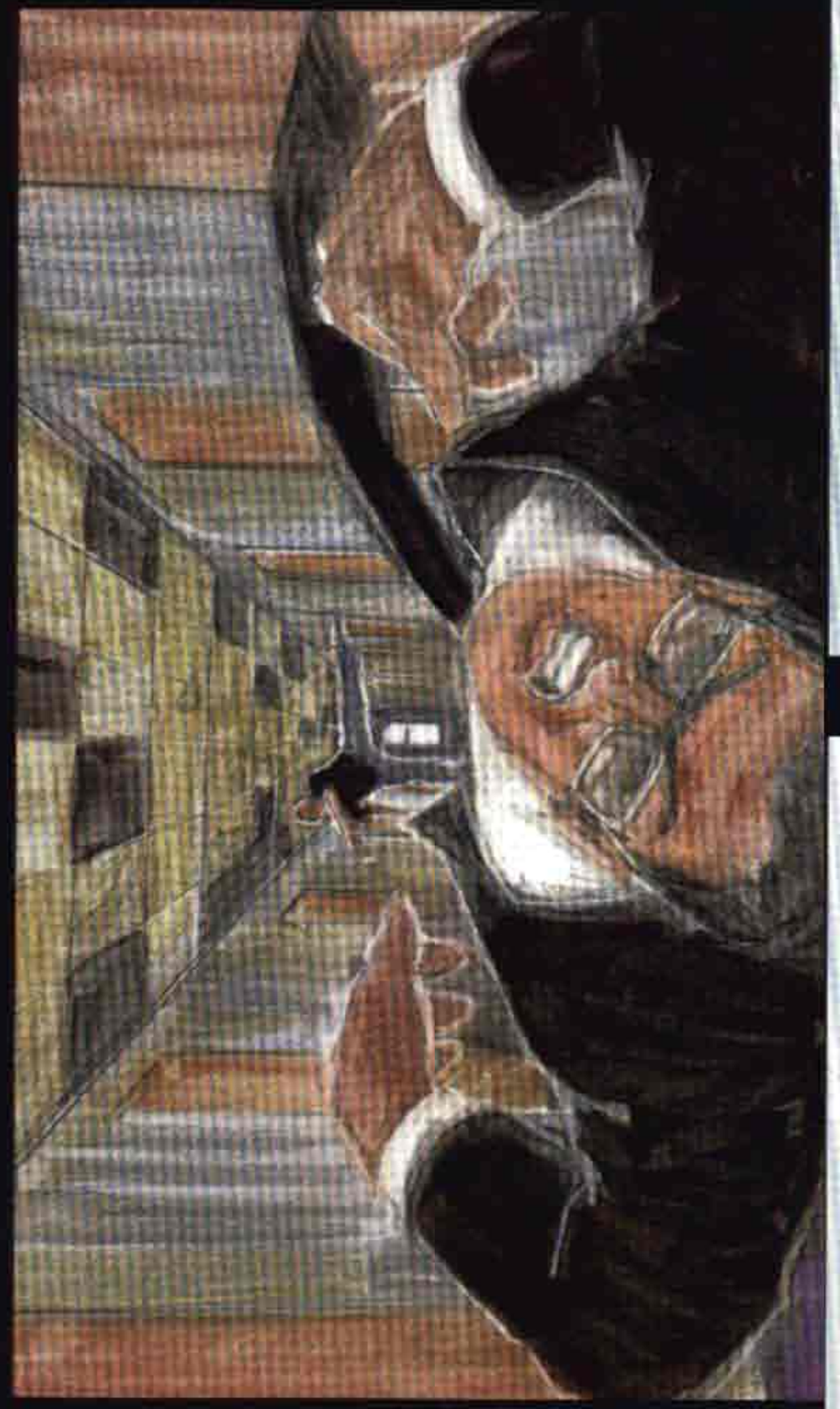


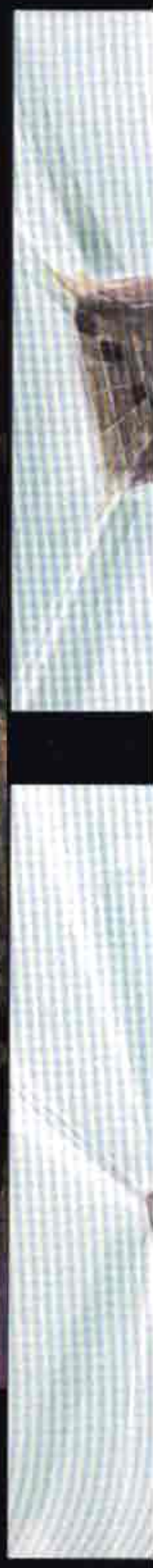


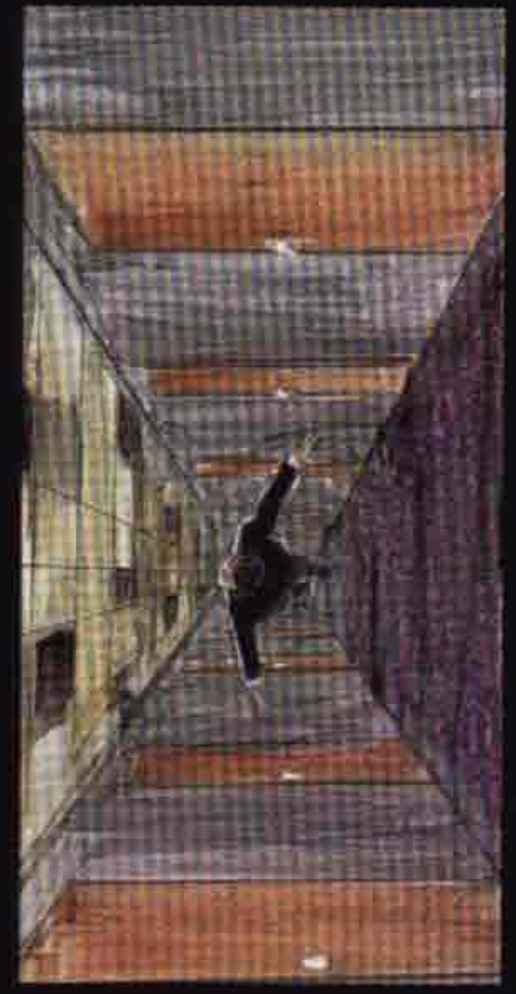


**Kunitake:** The code wasn't fully developed when I did these boards, but the ideas are the same. The reason for going in and out of the Matrix was to show the crew reacting to the code going nuts. It wasn't that the code was moving progressively in any way, it's bulleting, speeding, spinning, rushing, impossible for anyone to read. That's the moment when Neo sees in code.









**Kunitake**: Larry and Andy wanted Neo's dive into Agent Smith to be pretty clean, like a big disappearing act.

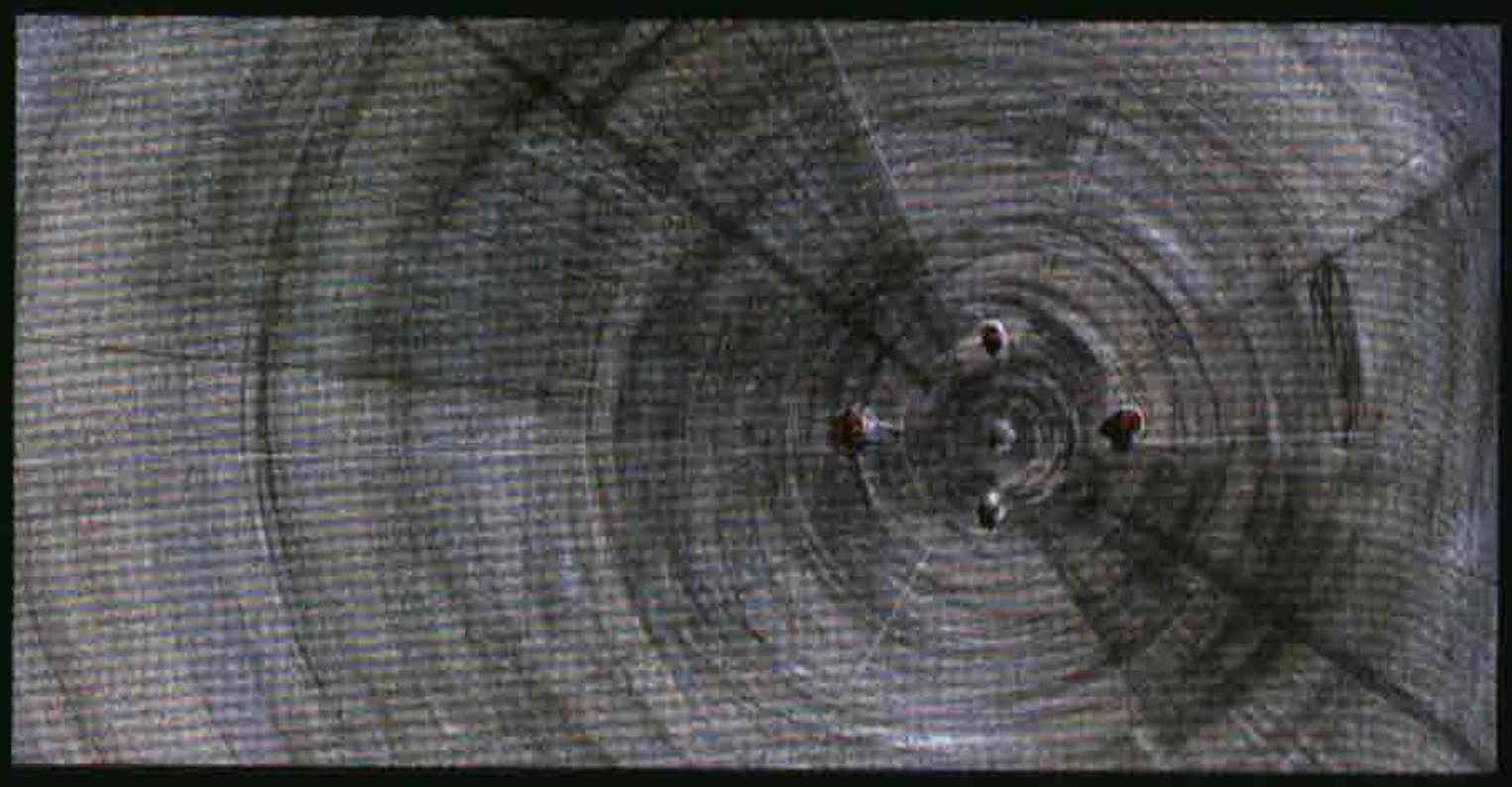
**Kunitake**: For this sequence, with the Agent Smith explosion, we did quite a few passes. We were looking at a lot of anime, wanting to capture the feeling of this in the exploding body. The first pass on this scene was really fleshy, but didn't feel right, it felt more comical. The Agent didn't explode like a shell, as he does in these boards, it was more like he was all flesh. This one I drew on the second pass. They wanted more of a slow build-up, where he would kind of boil up and percolate, reaching the threshold, cracking some, and finally shattering, revealing Neo underneath.

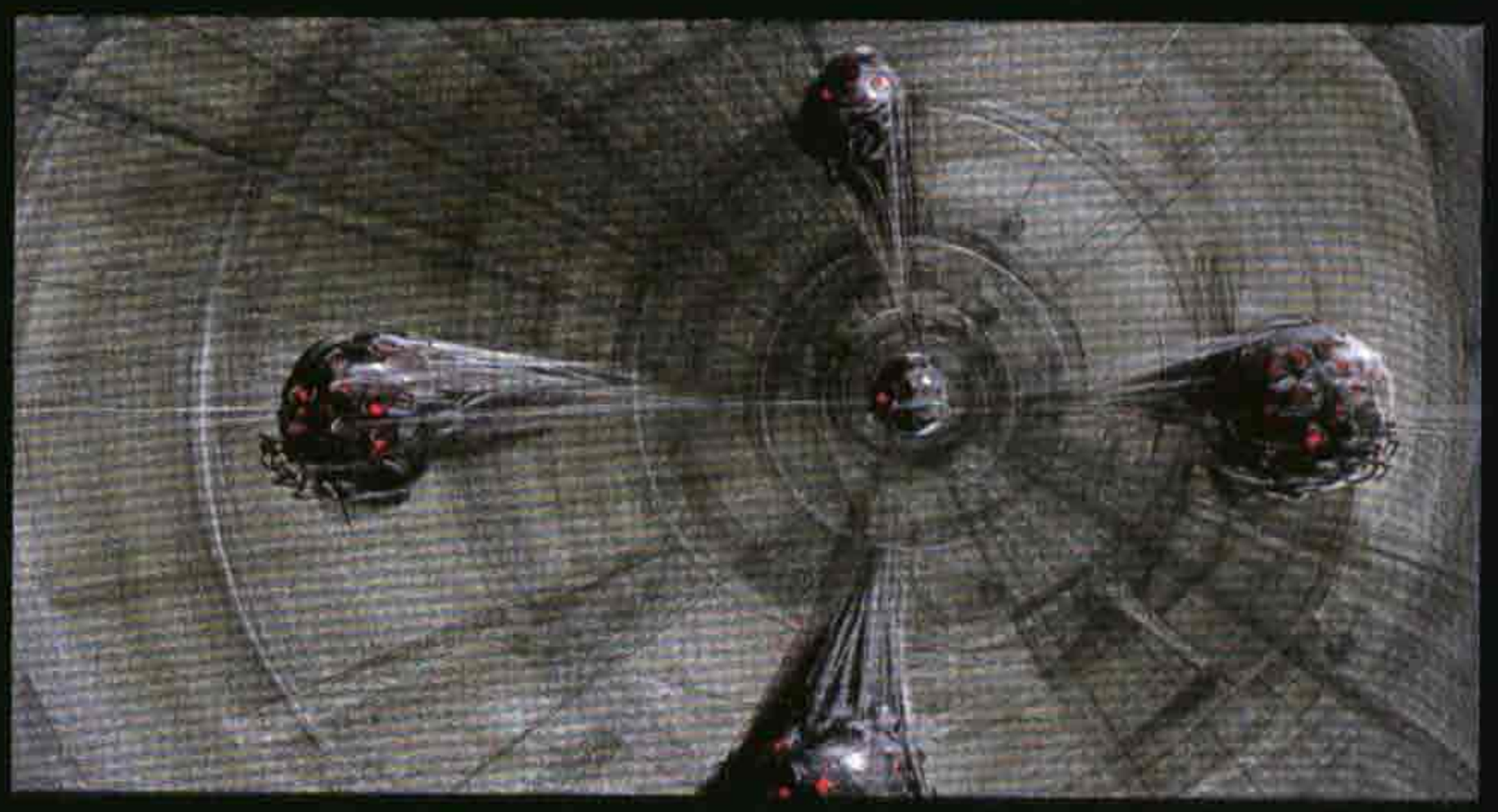
"SENTINELS."

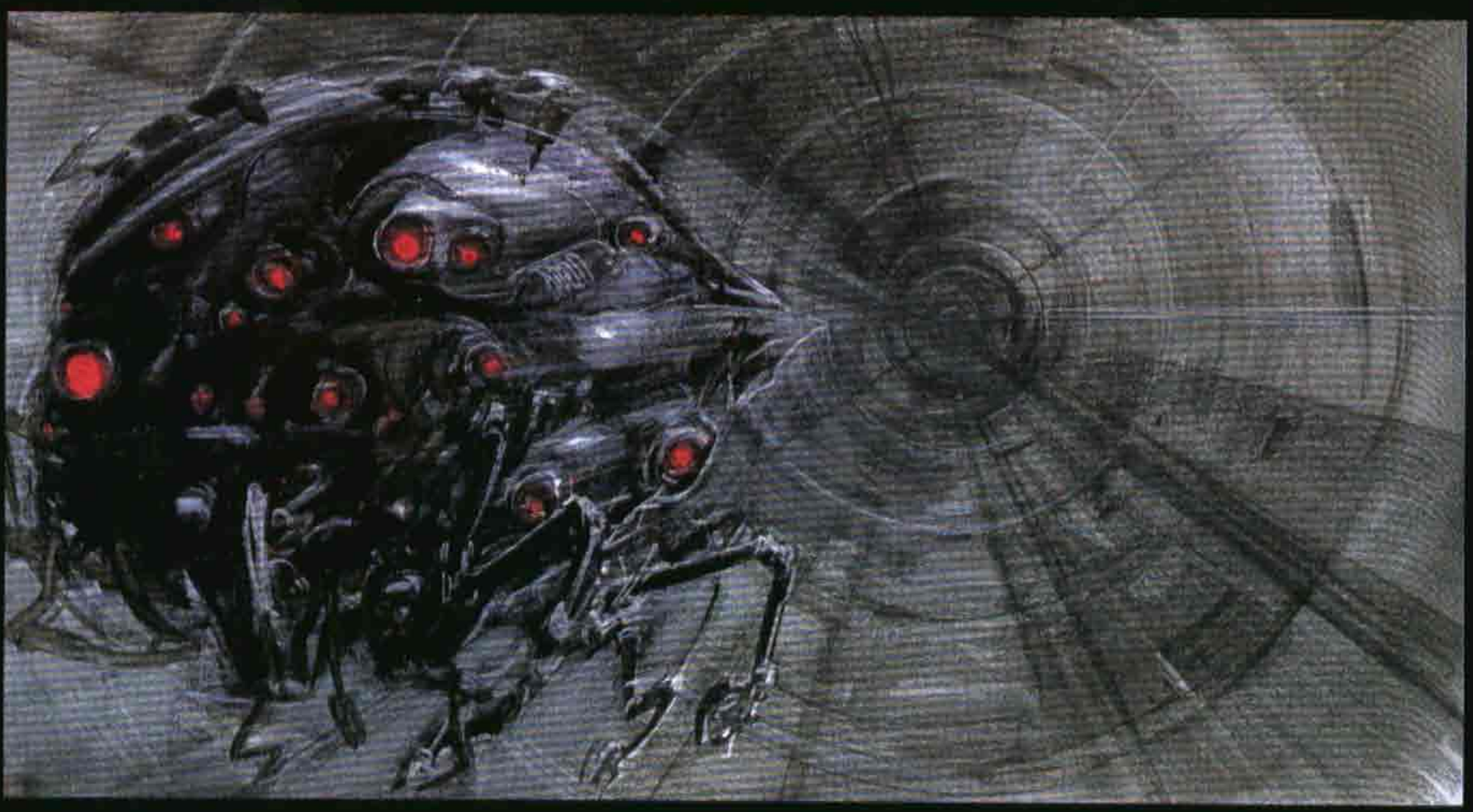
Sentinel Attack

Scenes 199, 200, 202, 204, 206, 208, 210, 214, 216, 218

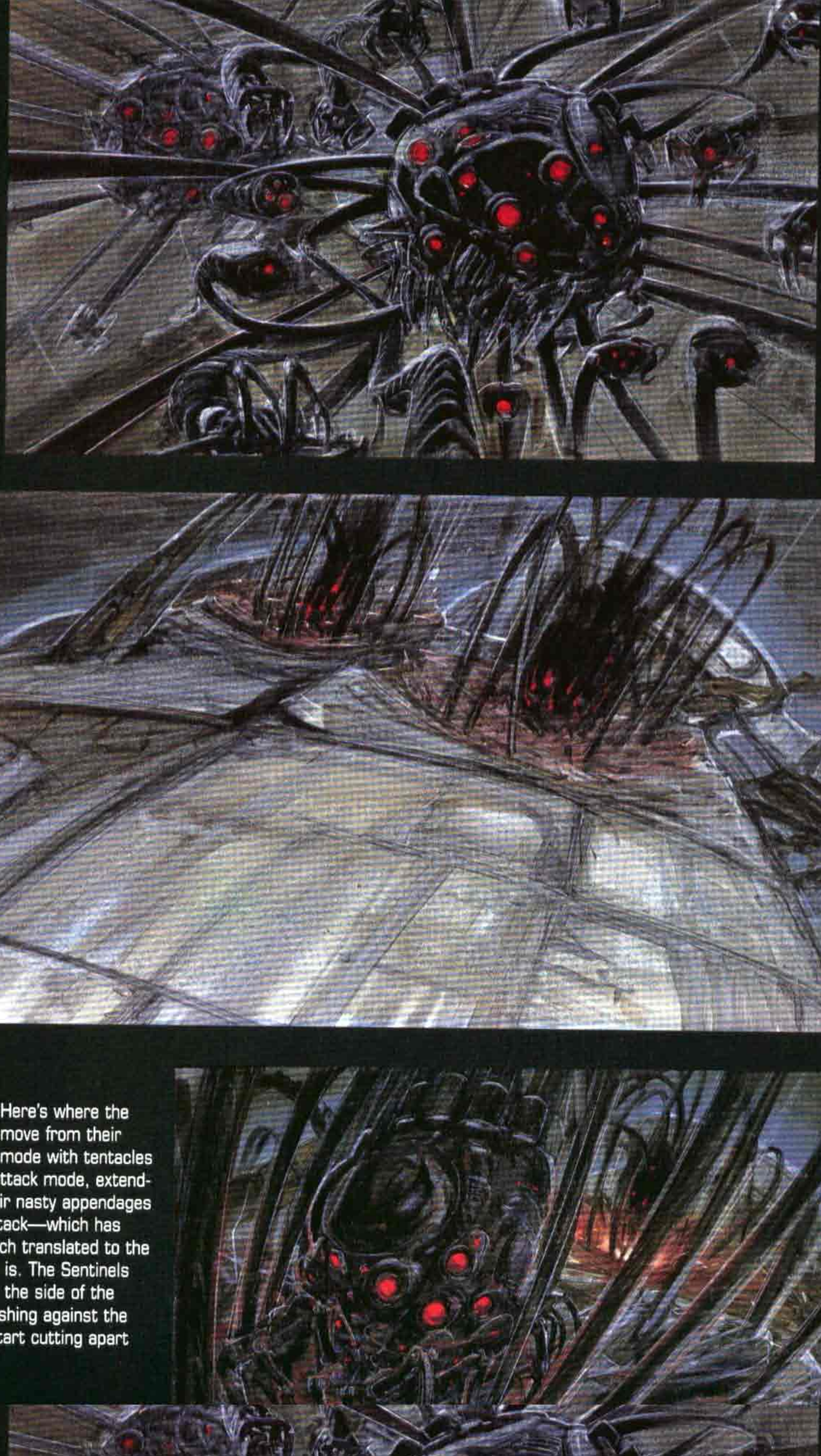
**Tani Kunitake:** At this point, Geof had already done his conceptual designs (see page 257), so we knew how the Sentinels looked, but we didn't know exactly how these things were going to move. Working with Larry and Andy, I made the Sentinels look like they move fast, like speed-bikes, down this circular corridor. The tentacles were a problem, it felt as if they were moving in water. Larry and Andy wanted their movement to be very direct, very precise, so we folded back the tentacles, sending them on their path as efficiently as possible, more menacing. What we did in the boards was to try and convey the feeling and emotion of a fast and menacing Sentinel, getting the way Larry and Andy wanted it to feel, but not necessarily the way it would look in the film.



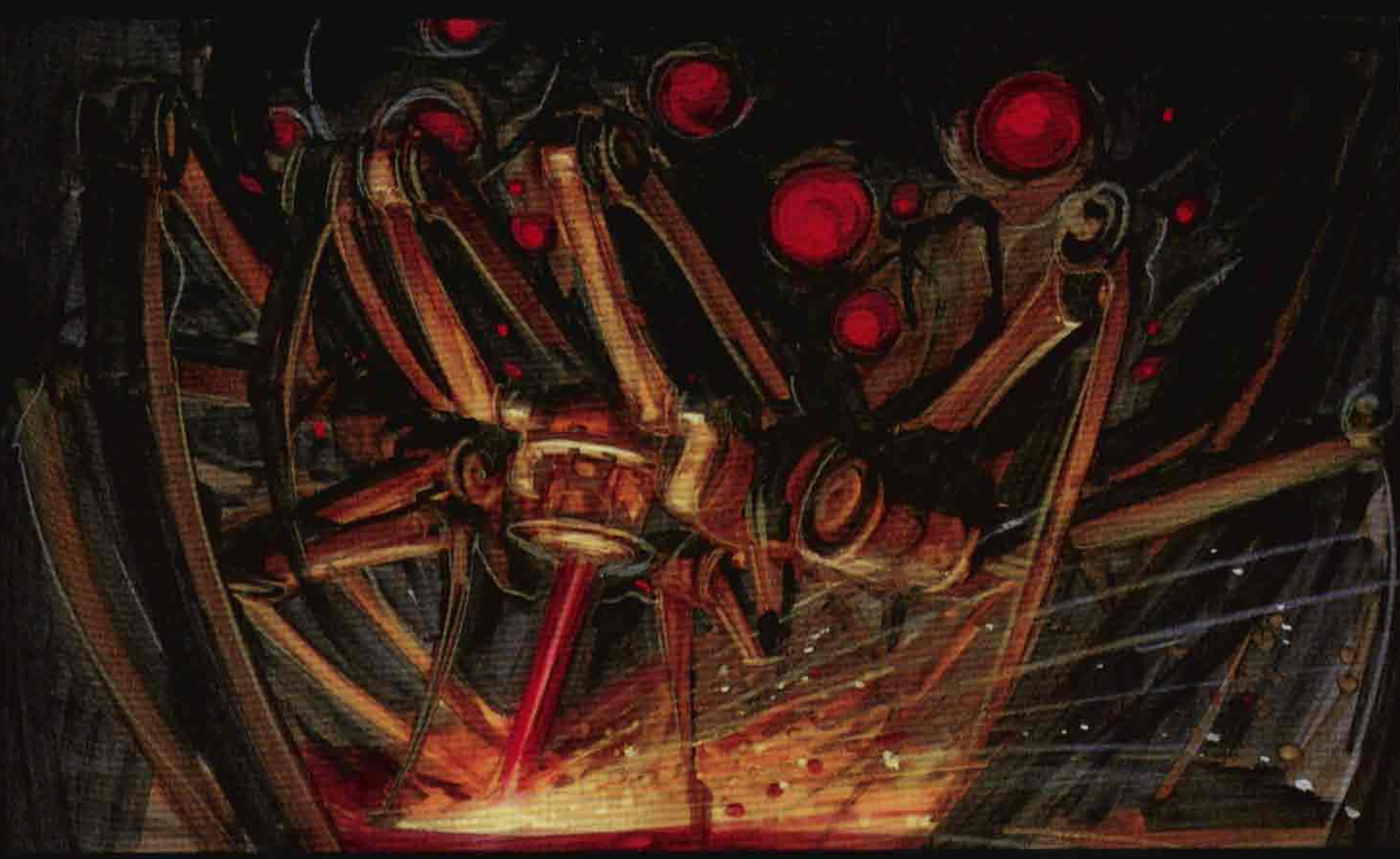




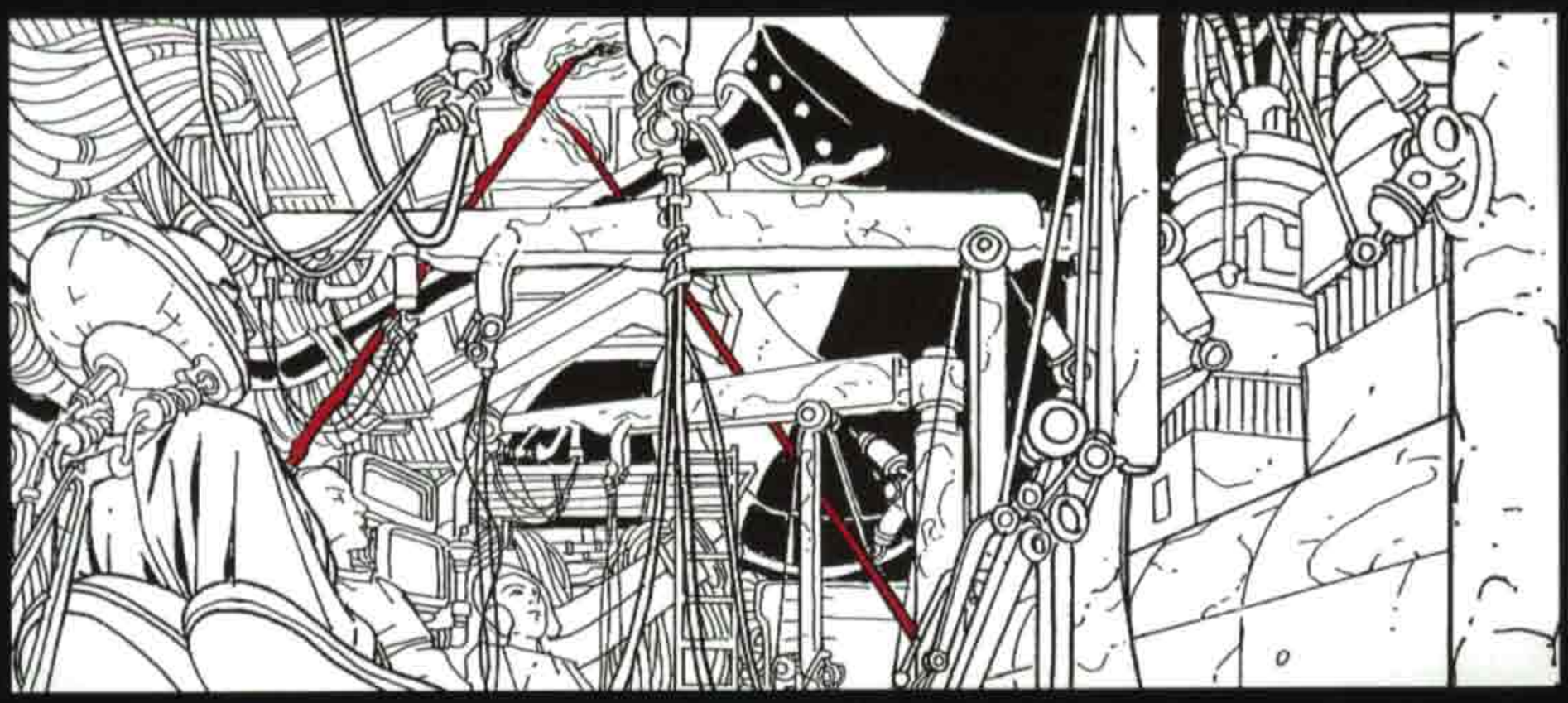
Sentinel Attack

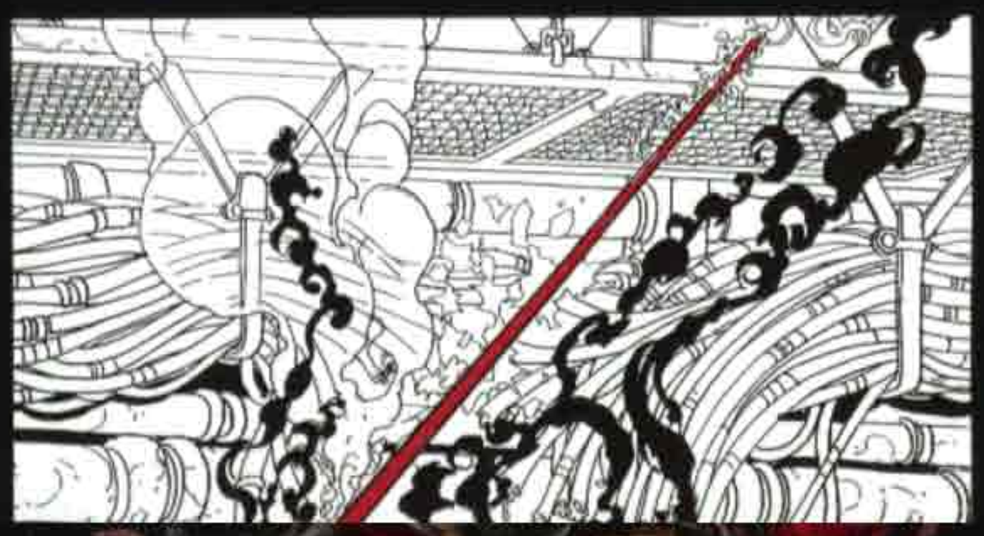


**Kunitake:** Here's where the Sentinels move from their efficiency mode with tentacles back, to attack mode, extending all their nasty appendages out for attack—which has pretty much translated to the screen as is. The Sentinels impact on the side of the ship, smashing against the hull and start cutting apart the ship.



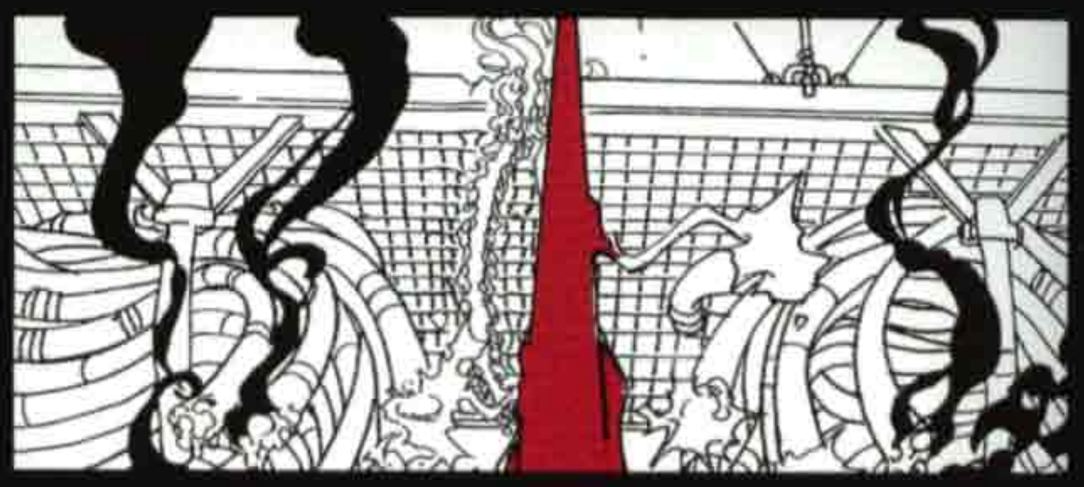
**Steve Skroce:** Drawing inside the Nebuchadnezzar was one of the more difficult things for me to do, just because it is such a small area and there's so much detail to everything, especially with all the chairs attached to the core.

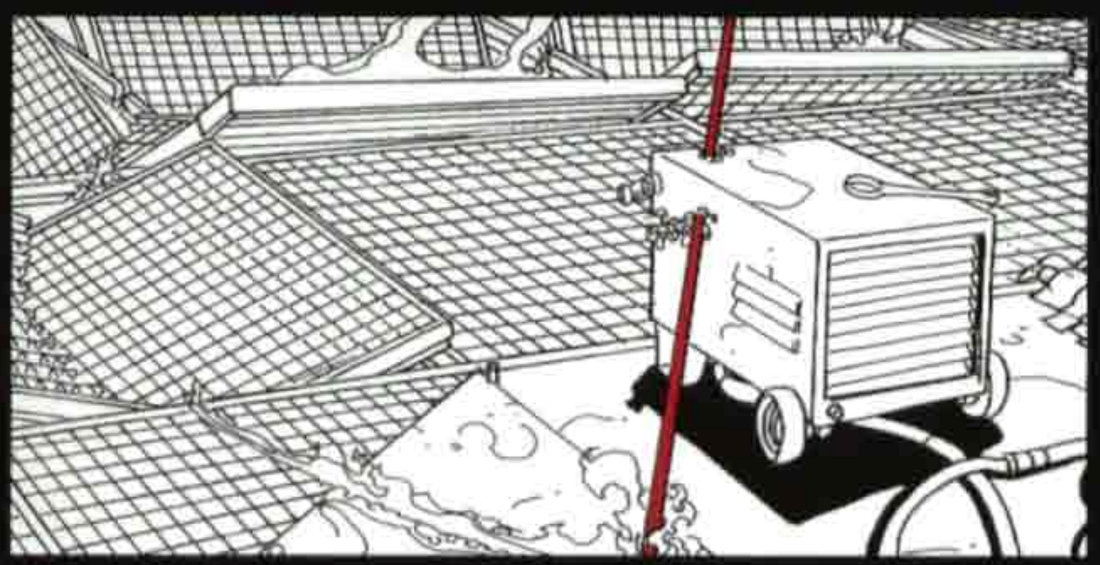


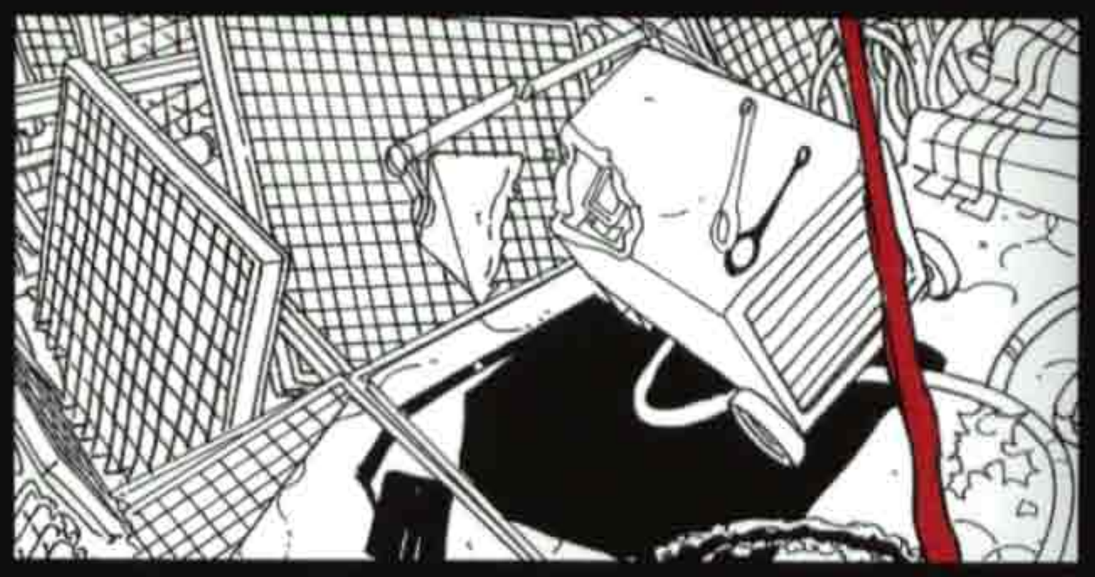


Trying to work out the perspectives and vanishing points, I sometimes found them going a million miles off the page, so it was a bit of a challenge.

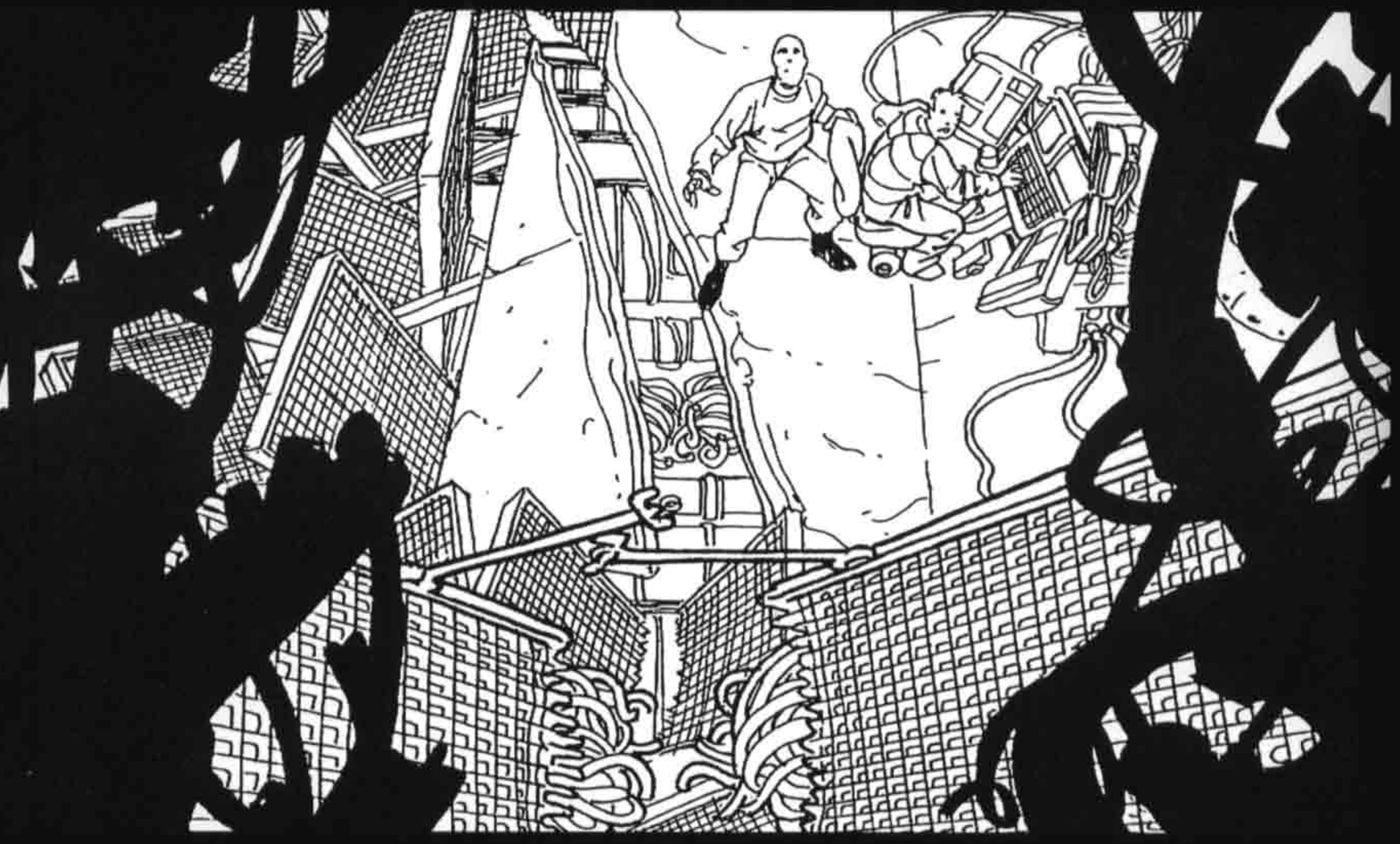
**Skroce:** In this sequence, Tani did the exterior shots—what was happening outside the ship—and I did the interior.



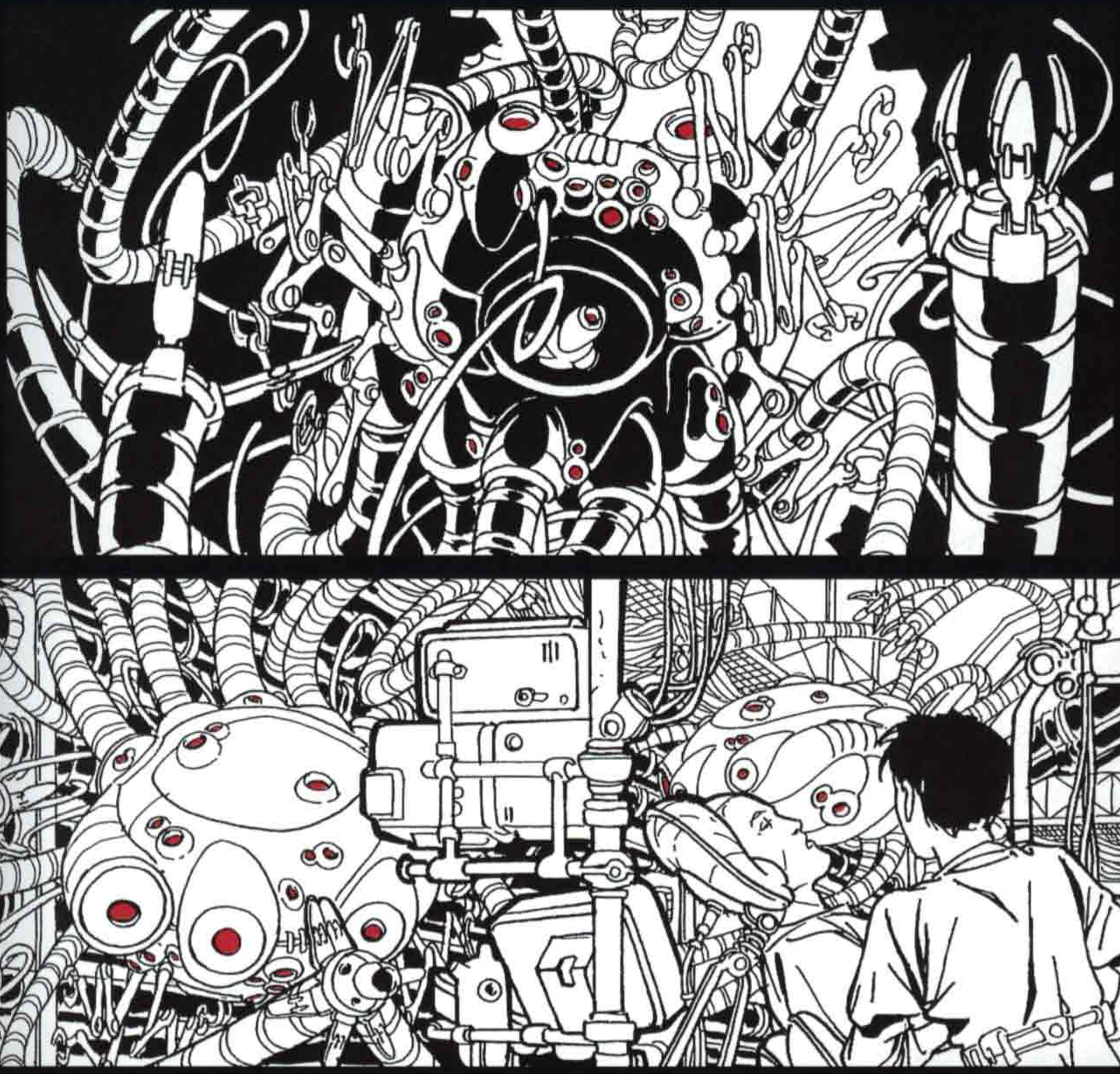




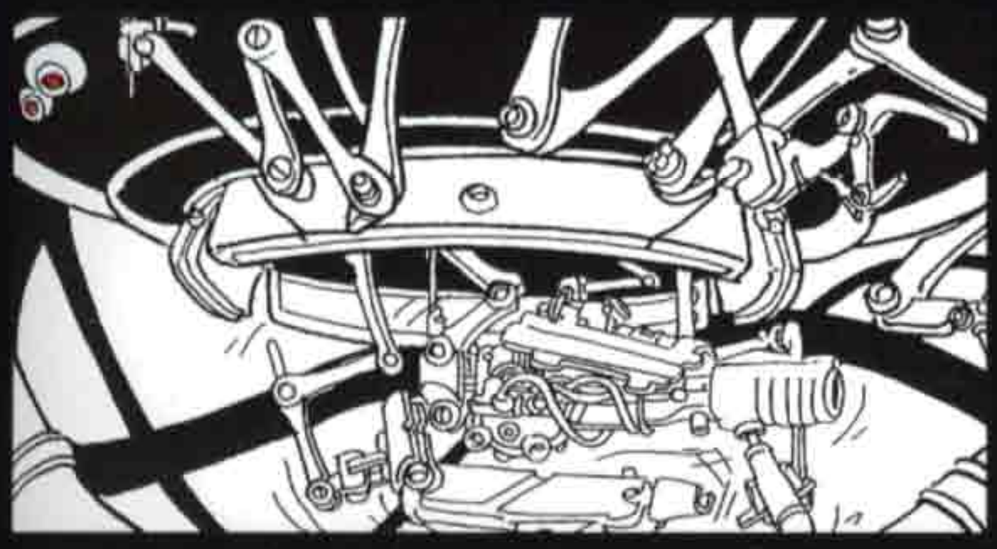
The kiss [below], the all-important kiss, happens in the film as it does in the boards.

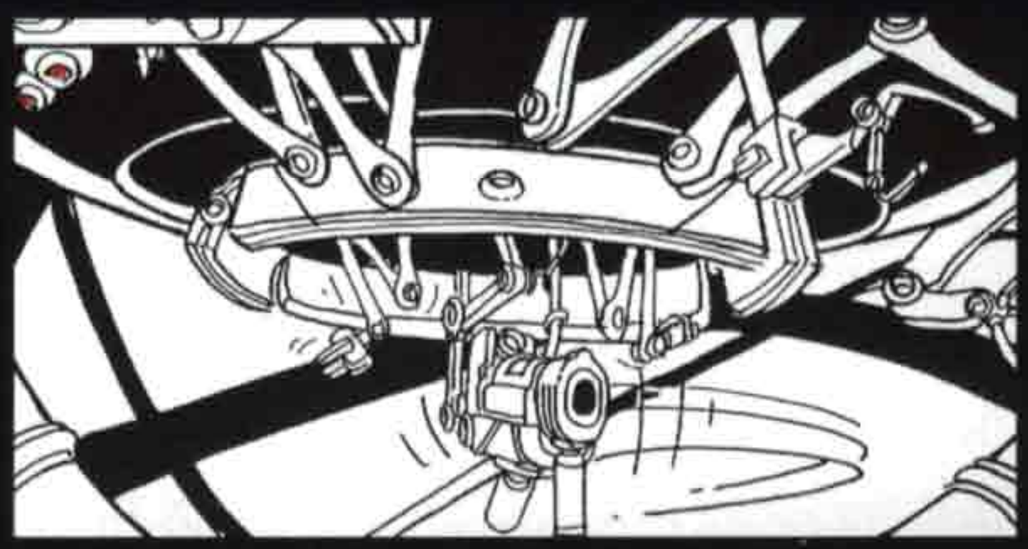


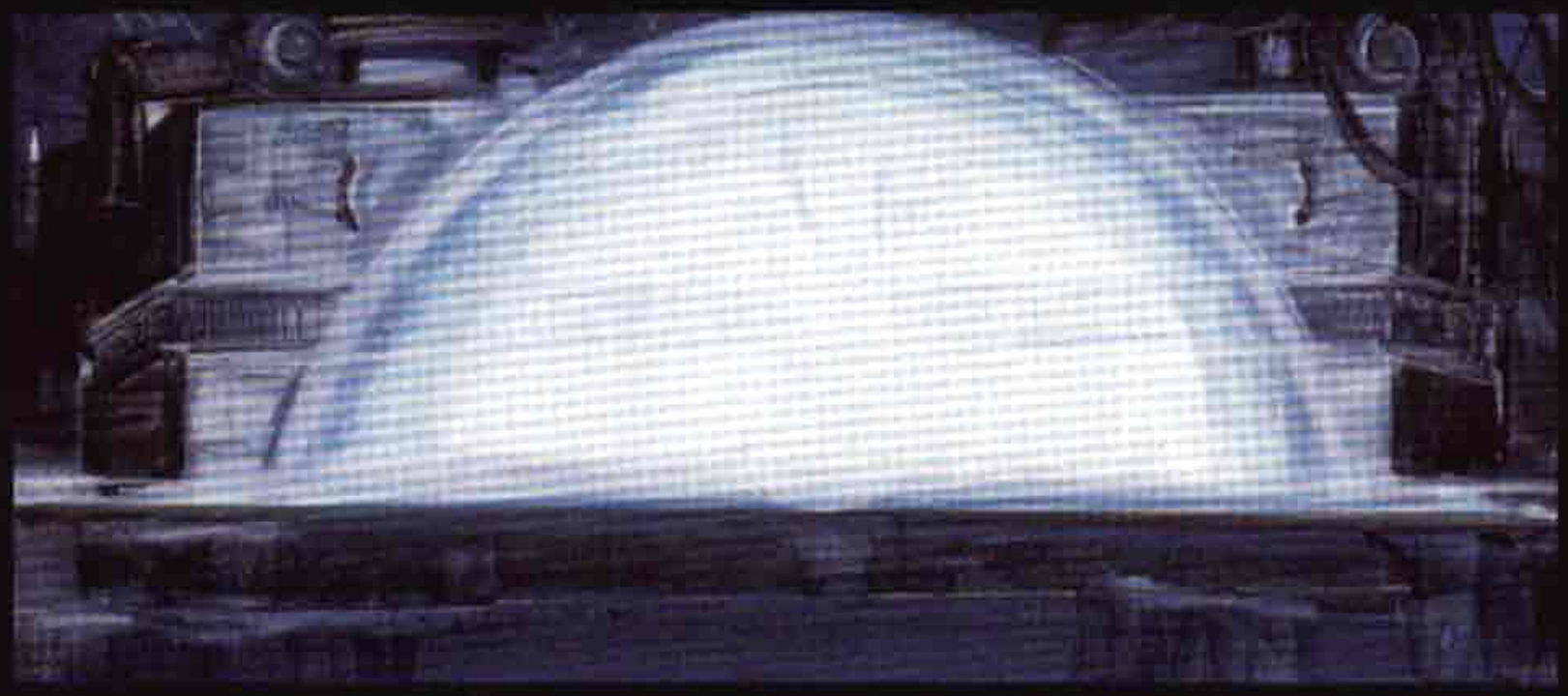

**Skroce:** These are the Sentinels breaking into the hull of the ship. Even with all the difficulties in drawing the interior of the Neb, at least there was great reference with the material that Geof had done; there's a lot of information in his illustrations.



**Skroce:** Here's something that got cut from the movie [below], the belly of the Sentinel opening up. It was originally going to have mechanical arms with little components coming out and assembling something. You wouldn't be able to see what it was building, until it turned, allowing you to see it had just built a gun, a gun that was about to fire. It would've been cool, but an unnecessary beat.

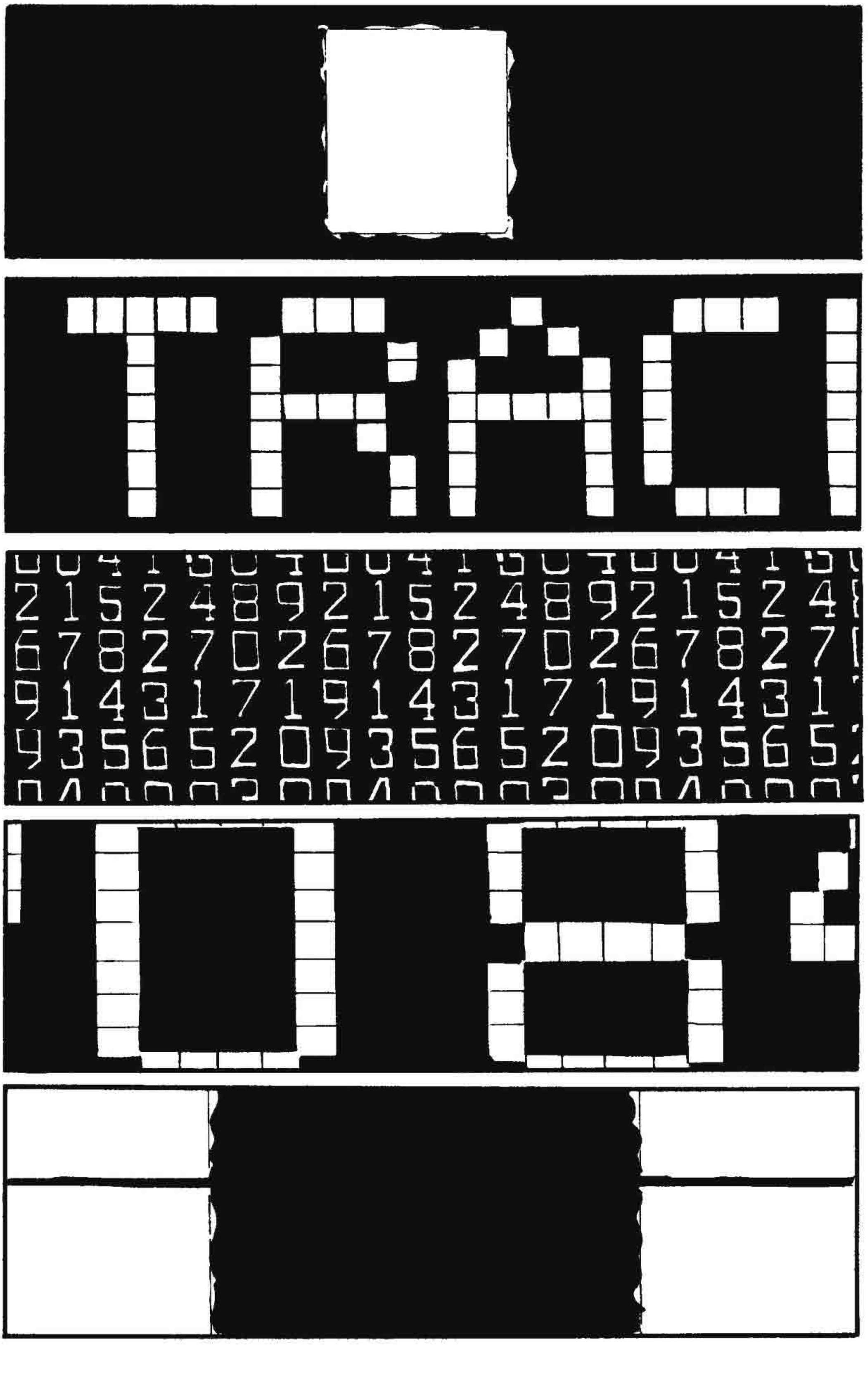


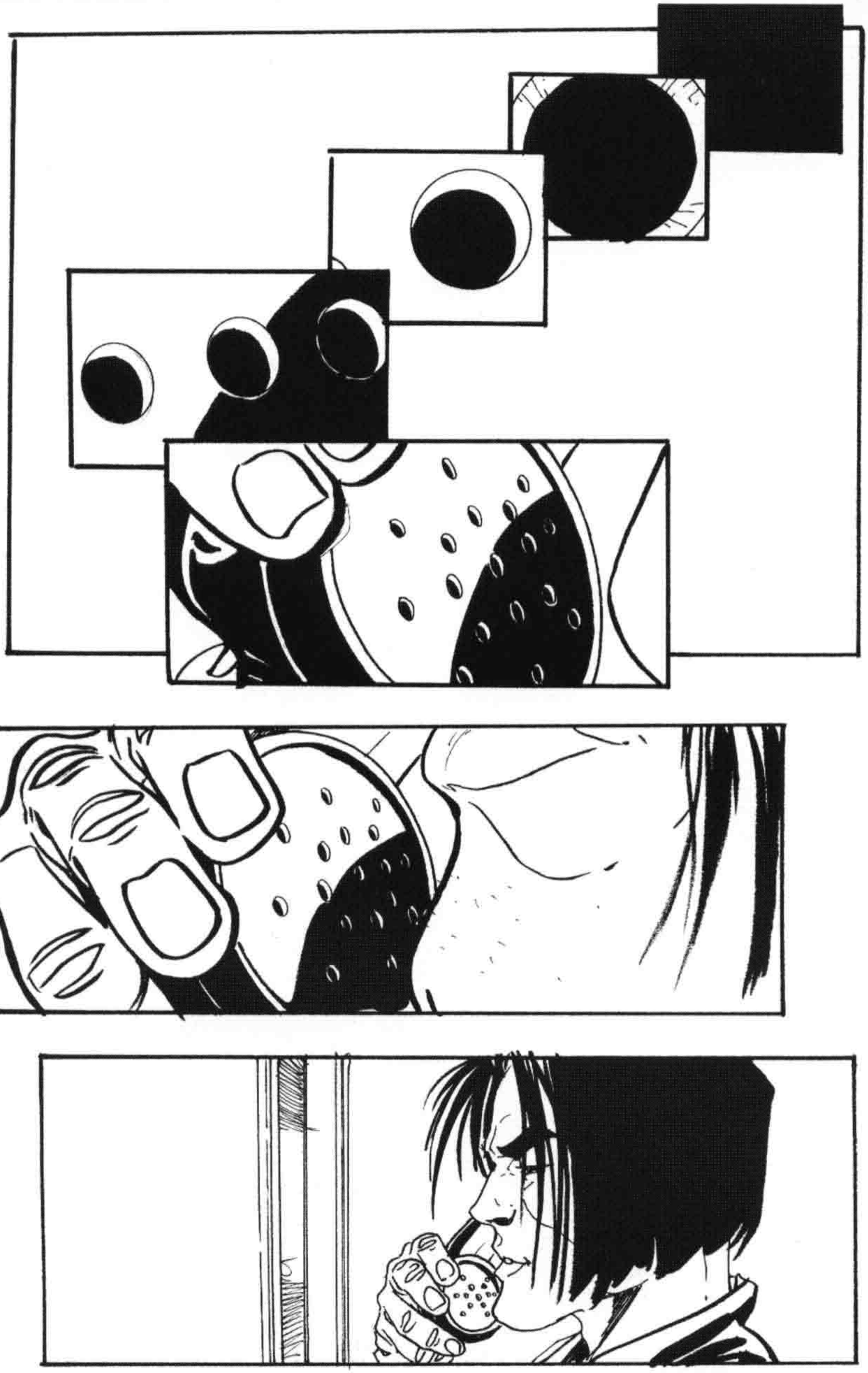


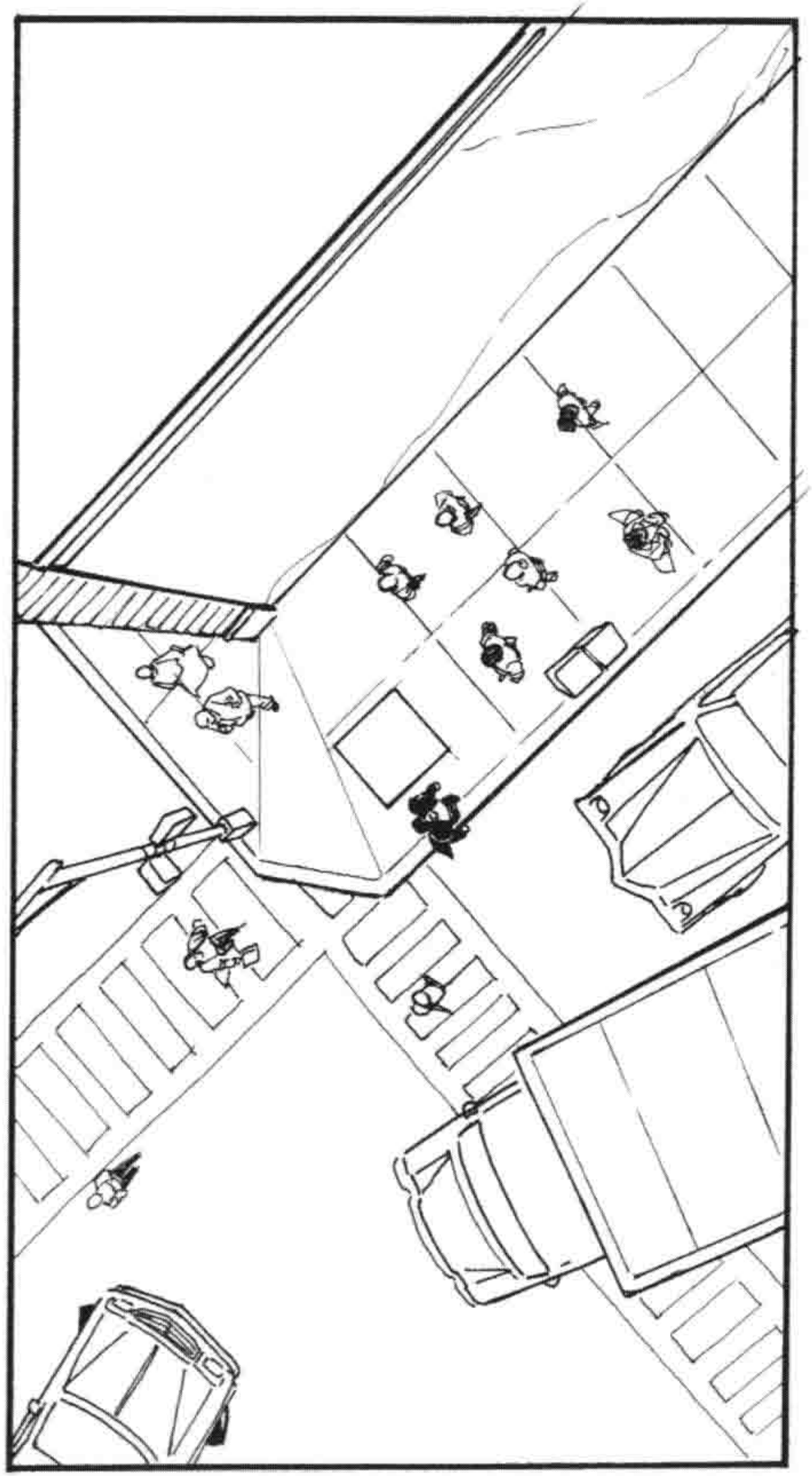


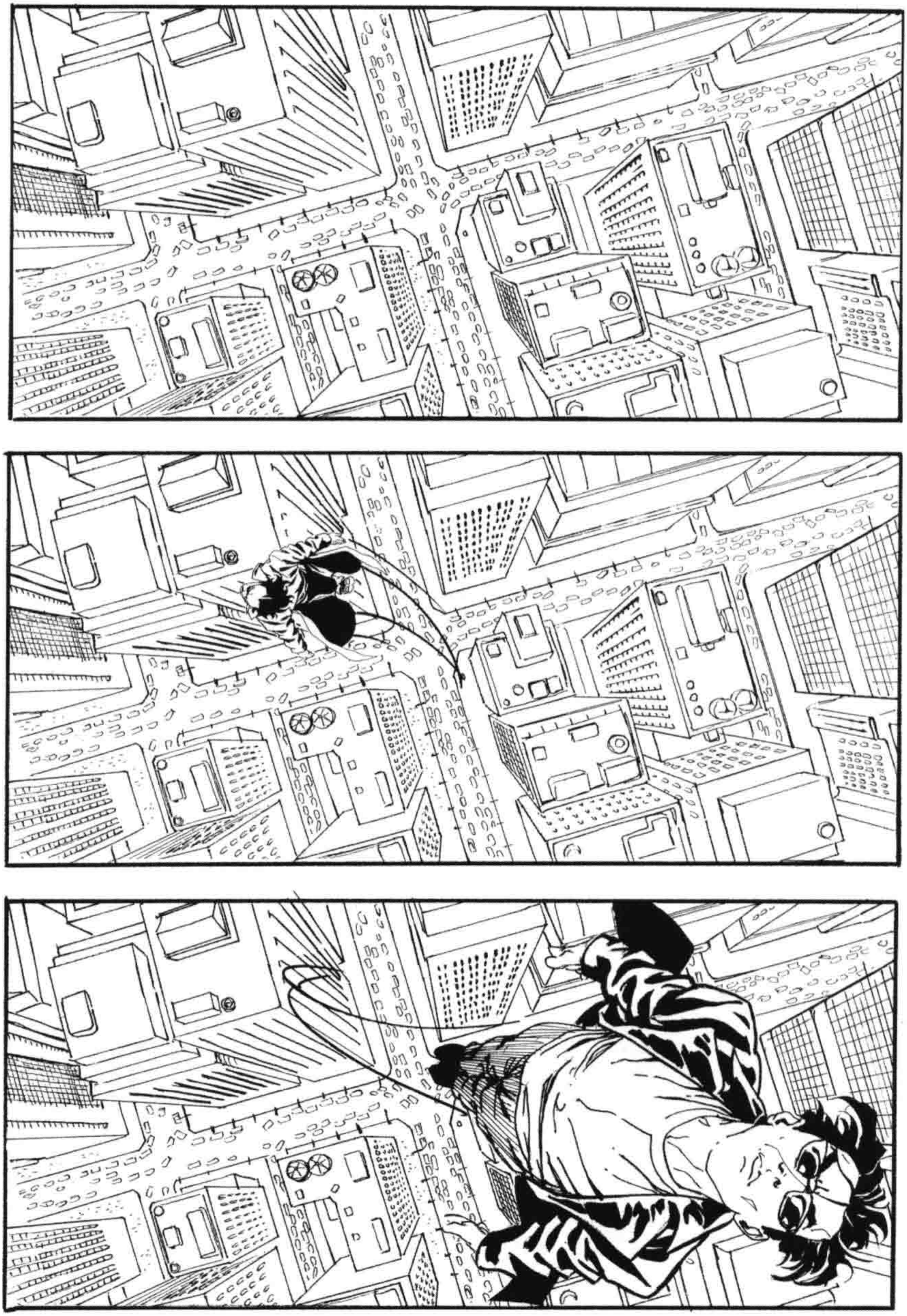
**Kunitake**: Here's the electromagnetic pulse destroying the Sentinels outside the Neb. Larry and Andy asked me to do this last shot to capture the essence of a great release of energy, stopping the attack.

"I'VE DECIDED TO MAKE A FEW CHANGES."



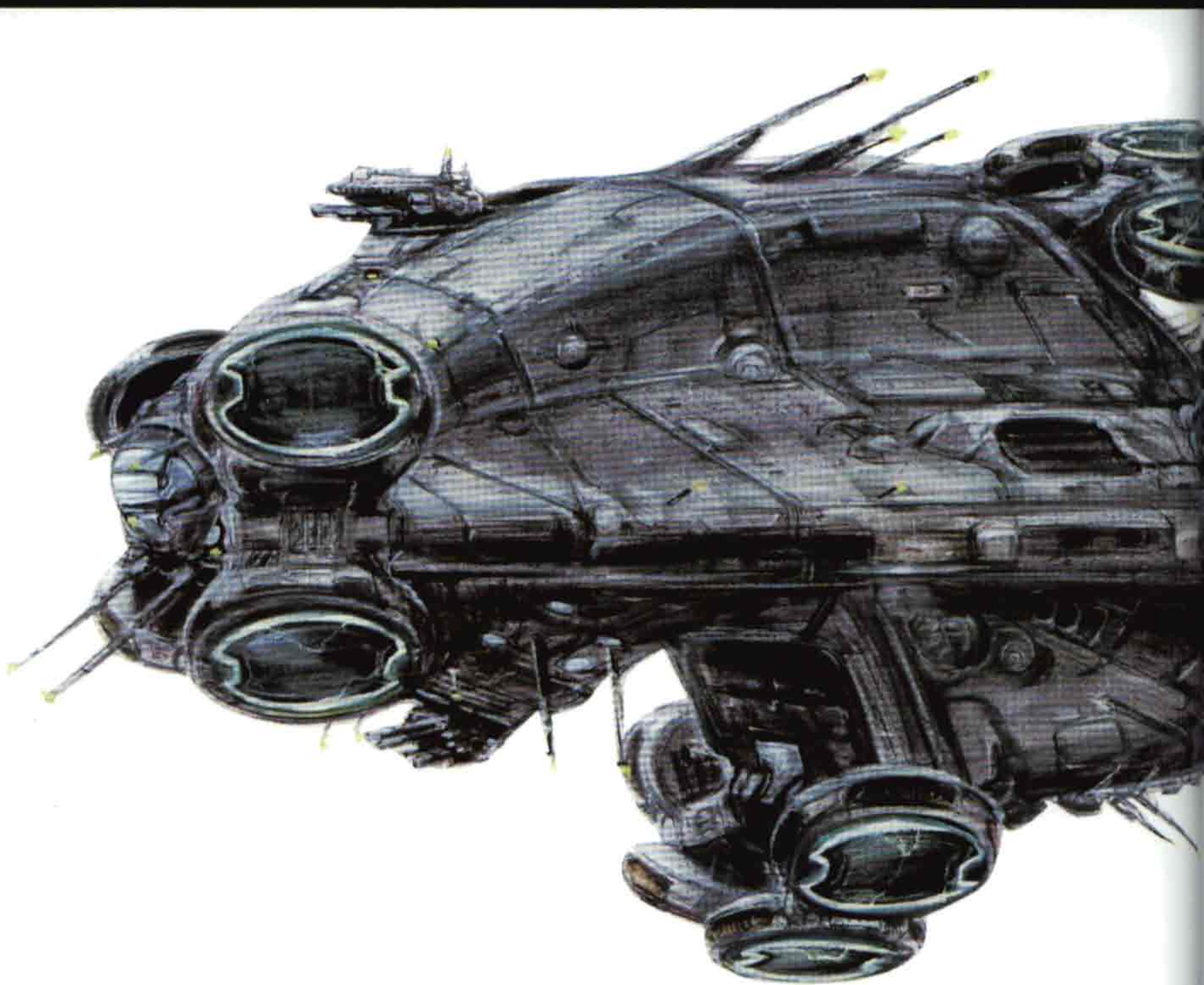






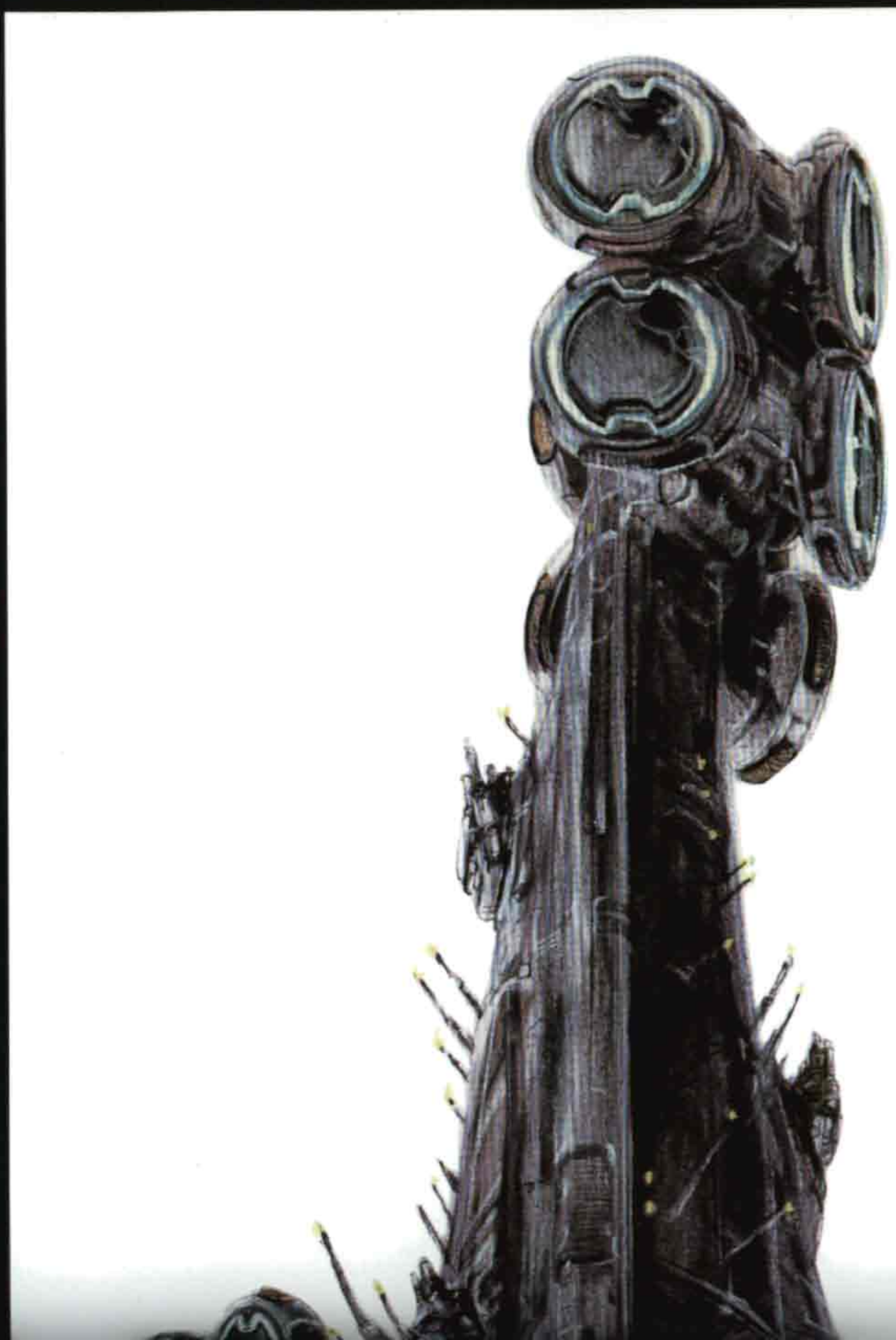
EXTERIOR NEB
CONCEPTUAL DESIGNS
+
COLOR RENDERINGS
OF GEOF DARROW DESIGNS

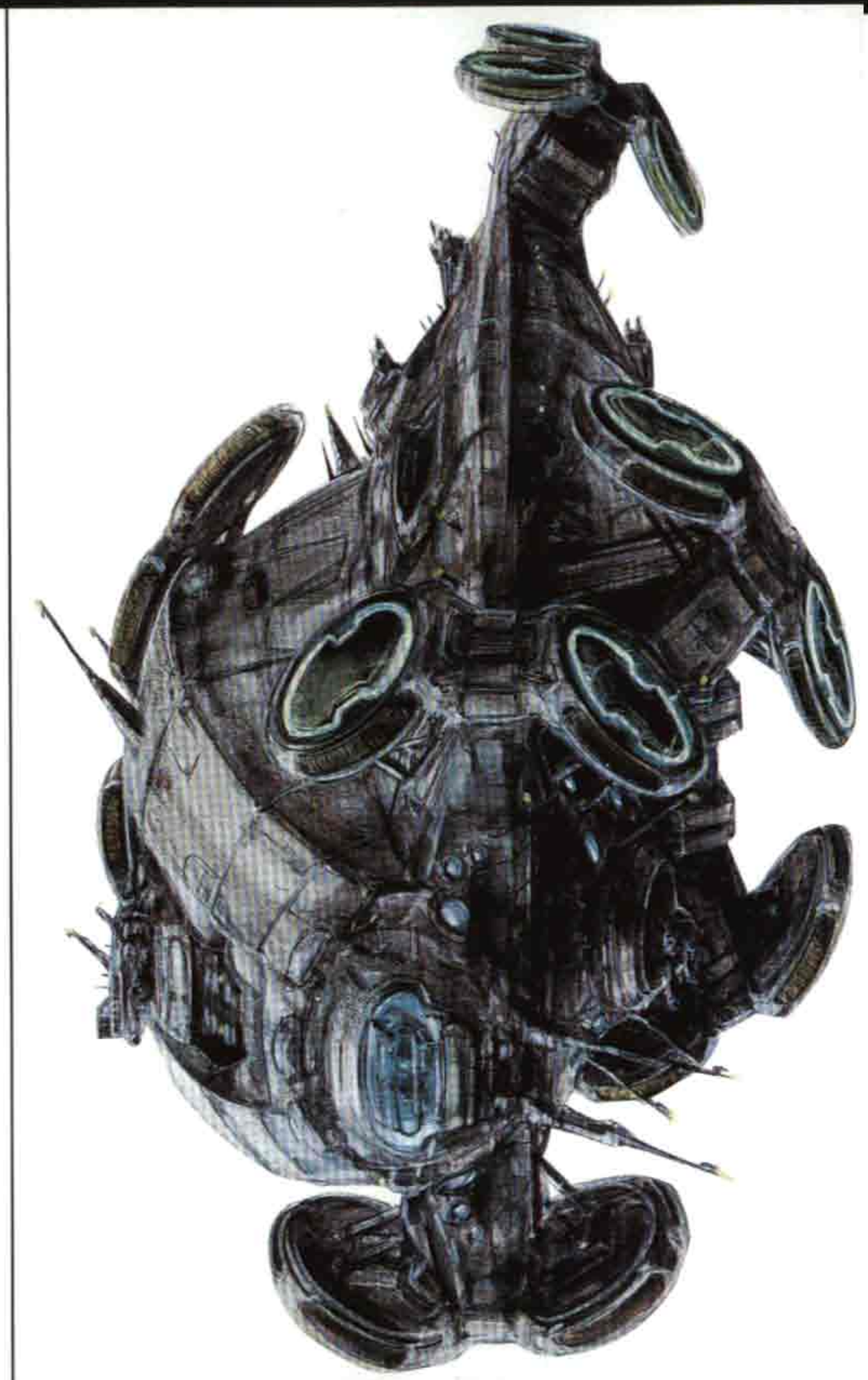
Tani Kunitake
Warren Hanser

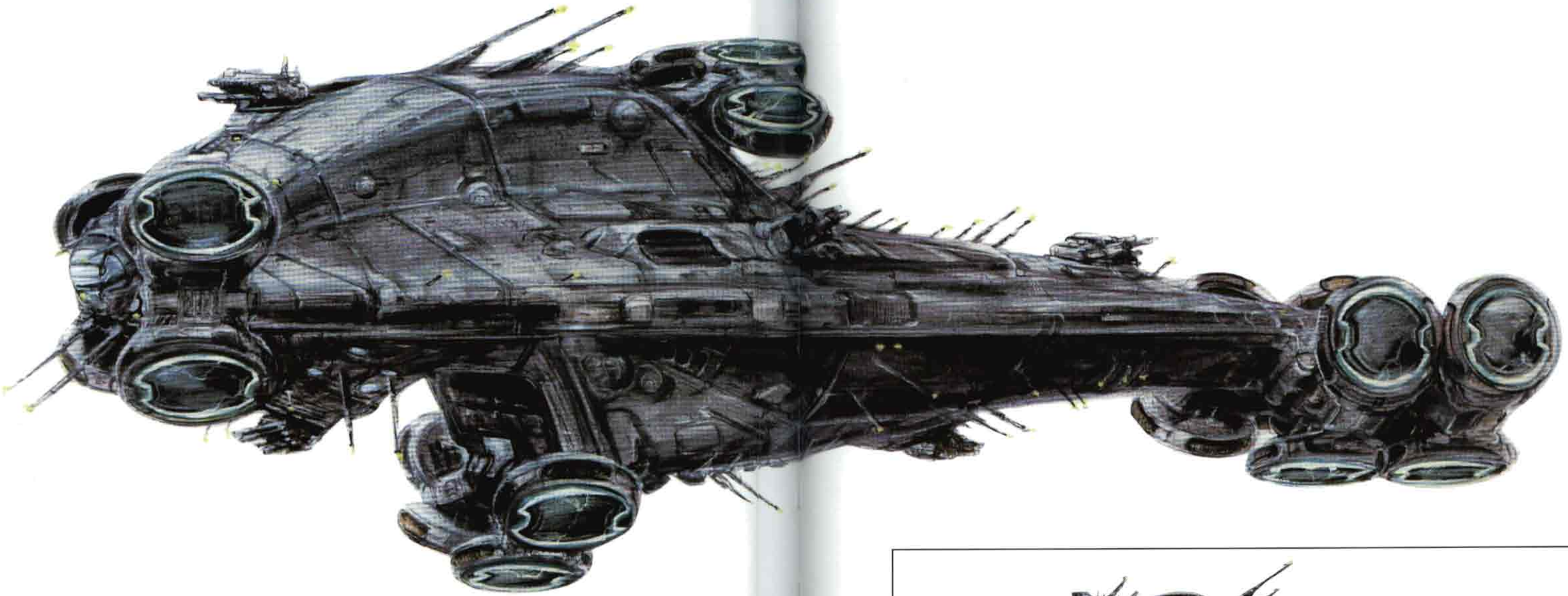


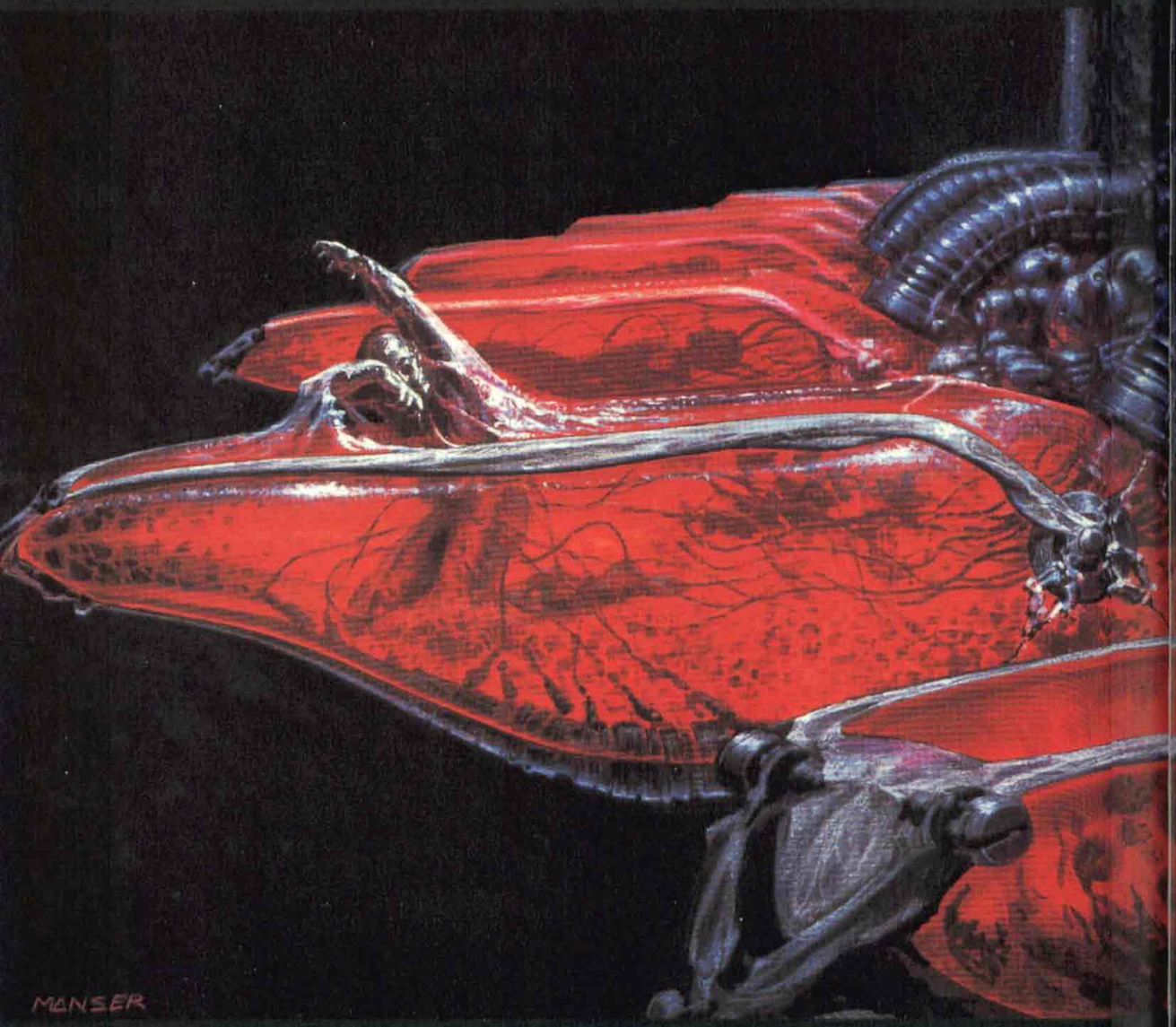
**Tani Kunitake:** I did the conceptual for the outside of the Neb, the ship, which was a big challenge. For one thing, I can't draw like Geof [Darrow]. I went into it more as a painting, rather than a drawing, working closely with Larry and Andy. Geof would have done it, but was tied up with other drawings at the time. I had his interior boards to work with and, of course, I was back and forth with Larry and Andy with sketches, two dozen ideas in all. They would zero in on a portion they liked and tell me to continue in this or that direction, talking about concepts for the equipment, like the mechanics of the hovering pods on the outside of the ship.

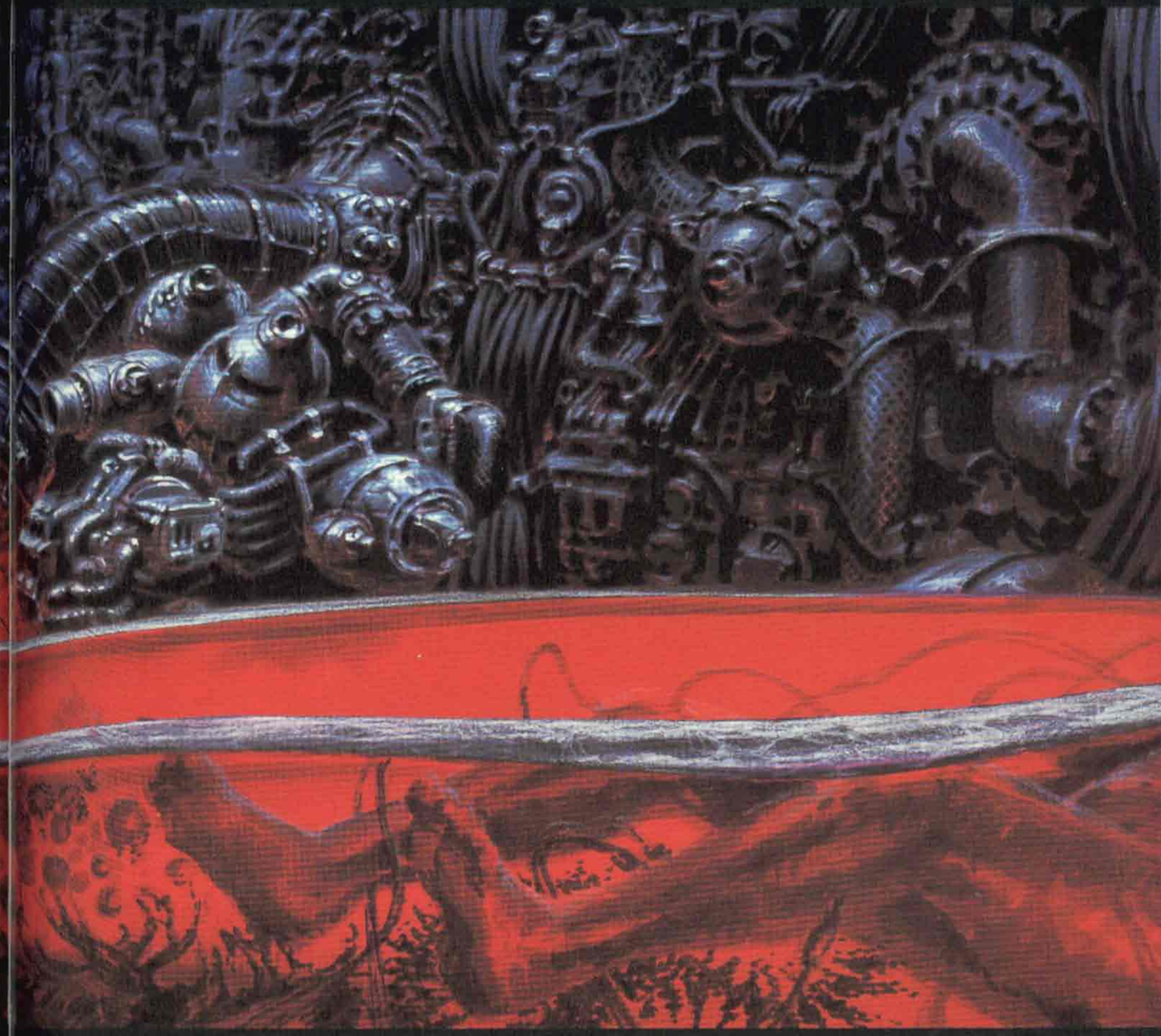
As they described it, these pods are electromagnetic displacement engines repelling the vehicle from surfaces all around. They'd ask, "How do we know it's a hover vehicle, other than it's hovering?" Just floating around is very boring, so we tried to figure out ways to put engines about the ship where they wouldn't normally be. The ship is not an assault vehicle, but they didn't want it to feel weak, so it had to look defensive. After going through a dozen sketches, they decided on a pattern, which is pretty much the way it's been rendered. The initial problem was seeing the outline, the perimeter of the Nebuchadnezzar in the dark, with it always shuttling around and hiding, or bolting down very dark tunnels. So we gave it all these spiny projections, giving it a kind of deep-sea angler-fish feel.





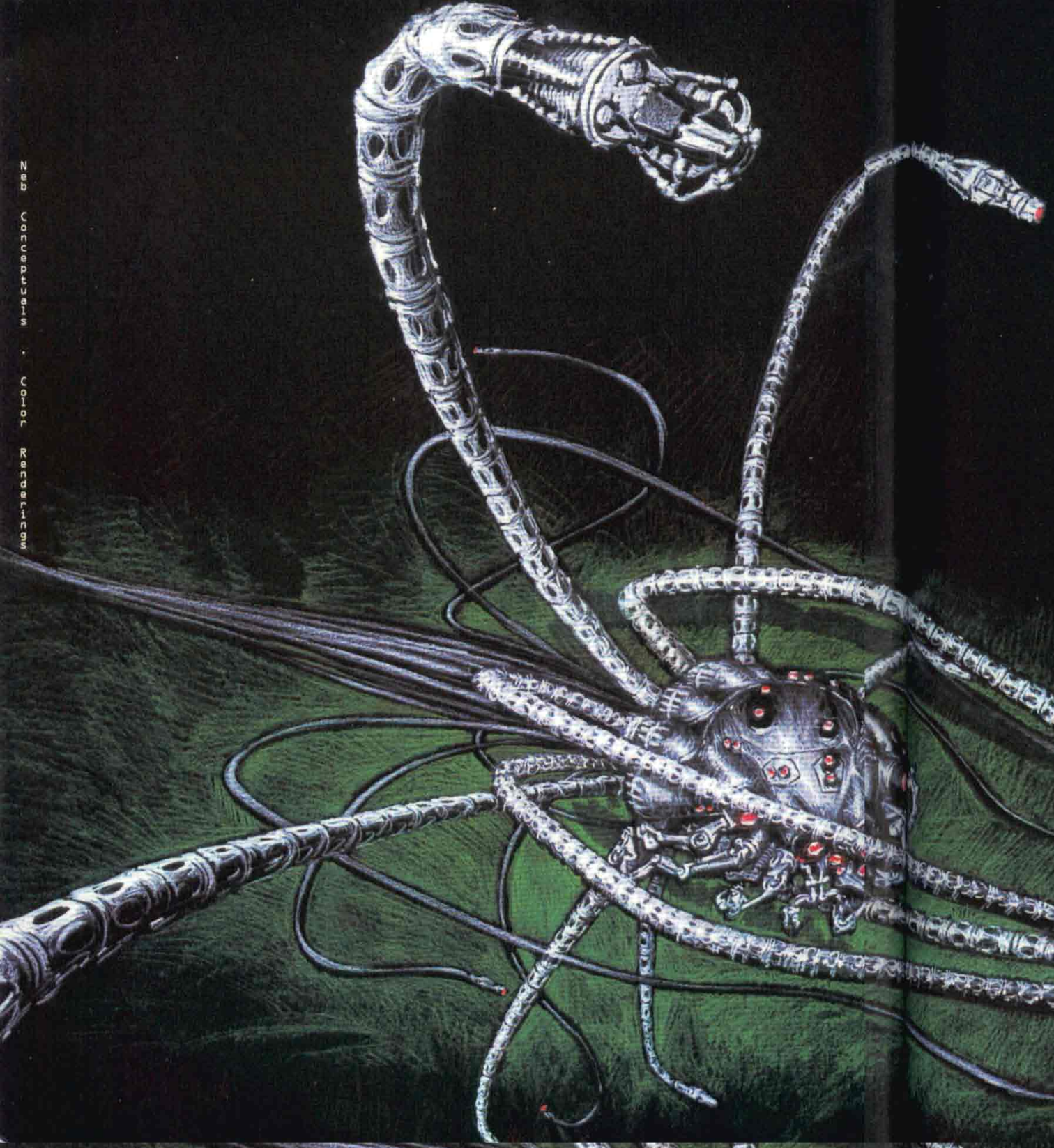




**Warren Manser:** The initial conceptual for this was done by Geof Darrow with a really cool drawing of the pod. Conceptually, Geof had nailed it (see Conceptual Designs—page 257). It's a fluid filled encasement with all

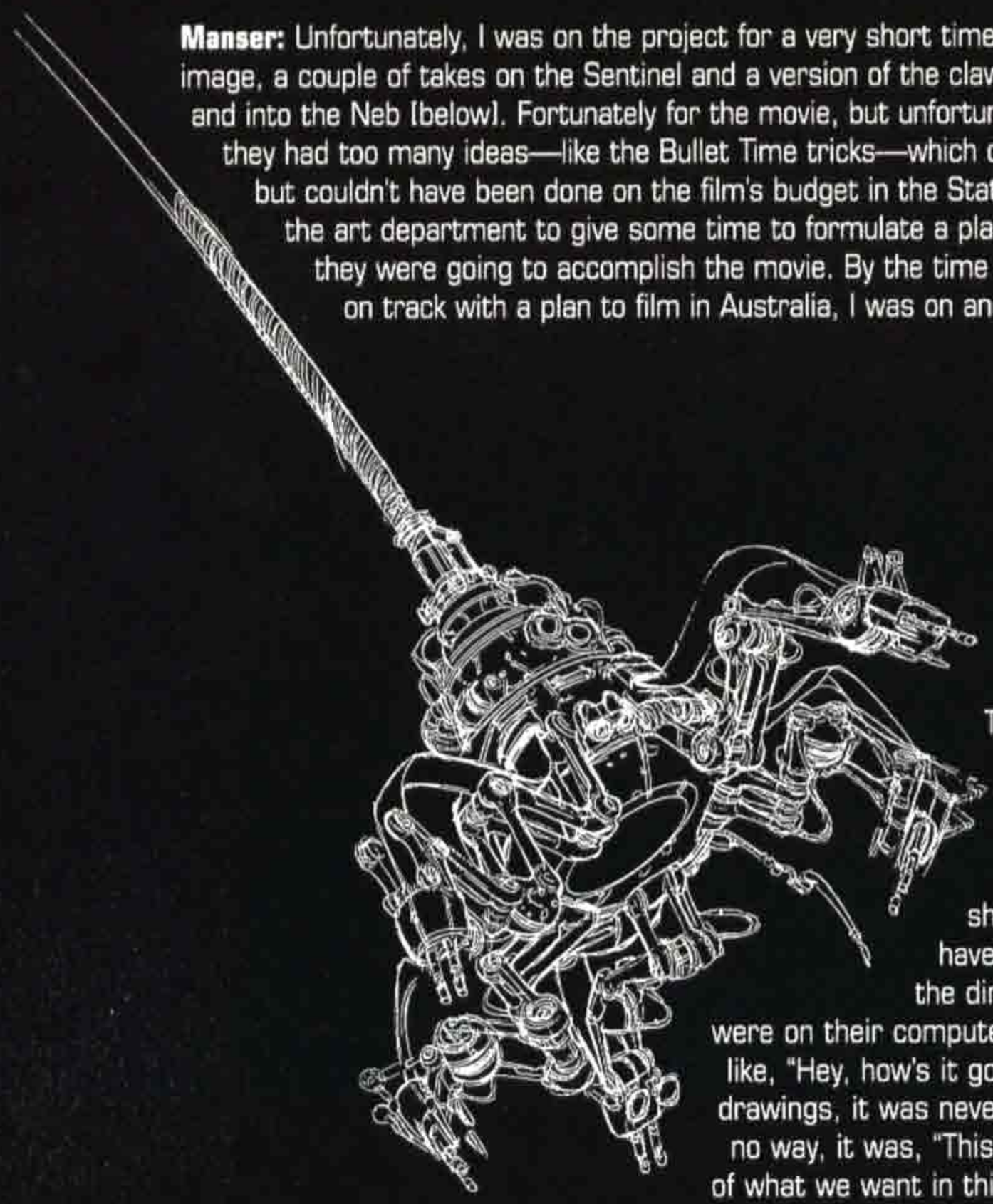
My take on this job was to try and keep as much of what we could from the original concept and modify only as needed to conform to the reality of building the set. My background is in industrial design, so I drew on



**Manser:** For the Sentinels Geof had done a really scary, kind of freakish-looking creature. He raised some wonderful questions—is it an octopus, a spider, or a completely mechanical device? By talking to Larry and Andy, I tried to mold these thoughts into a property that somebody could then sculpt and build and add to. Trying to juggle these things, we've got it looking like an octopus in one drawing (this page) with loose arms going everywhere, seemingly inescapable; then we've got the creature with its tentacles pinned back (page 256), transforming it into something that looks capable of moving at 200 miles per hour. The insect look and its glowing eyes were other major points to stress with my rendering of Geof's drawing. Some people are put off by somebody like Geof who has created such a foundation of strong material and say, "No, I want to make it my own." From the start, I realized I was hired to expand on what Geof had done, not change it.

Neb Conceptuals . Color Renderings

**Manser:** Unfortunately, I was on the project for a very short time. I did the one pod image, a couple of takes on the Sentinel and a version of the claw, which picks Neo up and into the Neb (below). Fortunately for the movie, but unfortunately for the directors, they had too many ideas—like the Bullet Time tricks—which came off spectacularly, but couldn't have been done on the film's budget in the States. So they shut down the art department to give some time to formulate a plan, to figure out how they were going to accomplish the movie. By the time THE MATRIX was back on track with a plan to film in Australia, I was on another project.



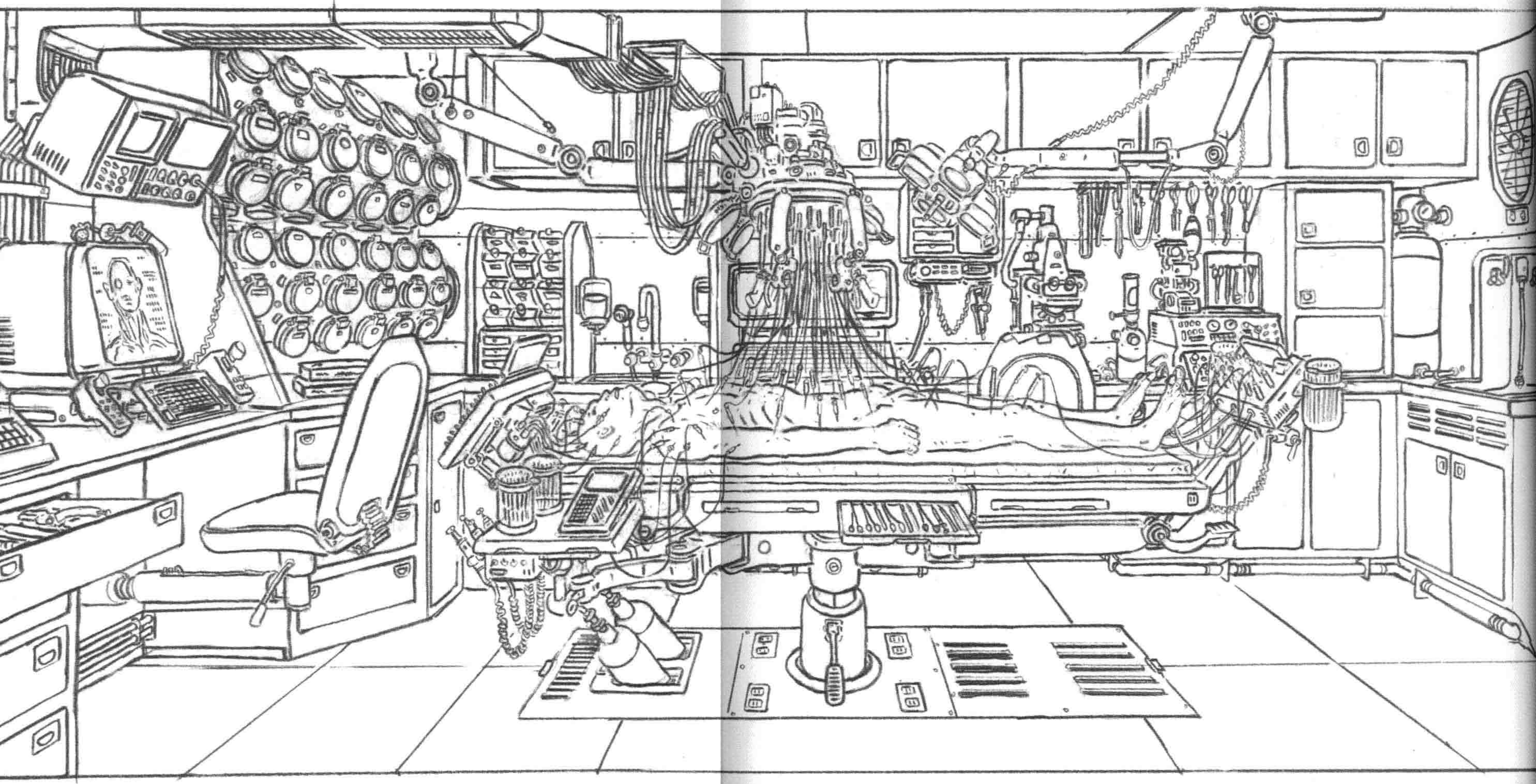
This was one movie I really wanted more time on, too. Larry and Andy are really talented guys. There is no pretense, they know their stuff and they know what they want to do. When I first met them, I was kind of shocked because, generally, in Hollywood you have giant egos, and everybody sort of caters to the director. I think the first time I met them, they were on their computers playing video games, and they were just, like, "Hey, how's it going?" Any time they came in to check out the drawings, it was never with an ego, and it was never their way or no way, it was, "This is what we're trying to do, and I see some of what we want in this and that, so let's go the first way." I really like that about them and can't stress enough how extremely different this is. These guys, Larry and Andy, are completely in tune with what they are trying to accomplish, making it really easy to be directed by them.

# CONCEPTUAL DESIGNS

Geof Darrow

**Geof Darrow:** I got involved with THE MATRIX when someone from Silver Pictures, I think it was Dan Cracchiolo [co-producer], called me up and started talking about Larry and Andy. I was asked if I would be interested in working on THE MATRIX, and said I'd like to read the script. I needed to make sure I was interested, as I couldn't draw anything for the film if I had no interest in the material. For me, it boils down to whether the material is something I think I can do. I've been asked to do other film work and have read the scripts and been like... ummm, ahh... why'd they think of me for this? But I read THE MATRIX and thought it was brilliant, so I said, "Yes." Warner Bros. flew me out to Los Angeles to meet Larry and Andy some time in May '97. I think Warner Bros. thought I was going to get right to work, but I told them before coming, I can't just sit down and do this, I have to have a stable place. I was in the same hotel as those guys [Larry, Andy, and Steve] and they showed me BOUND, which I hadn't seen. That cemented it even more, and we all really hit it off.

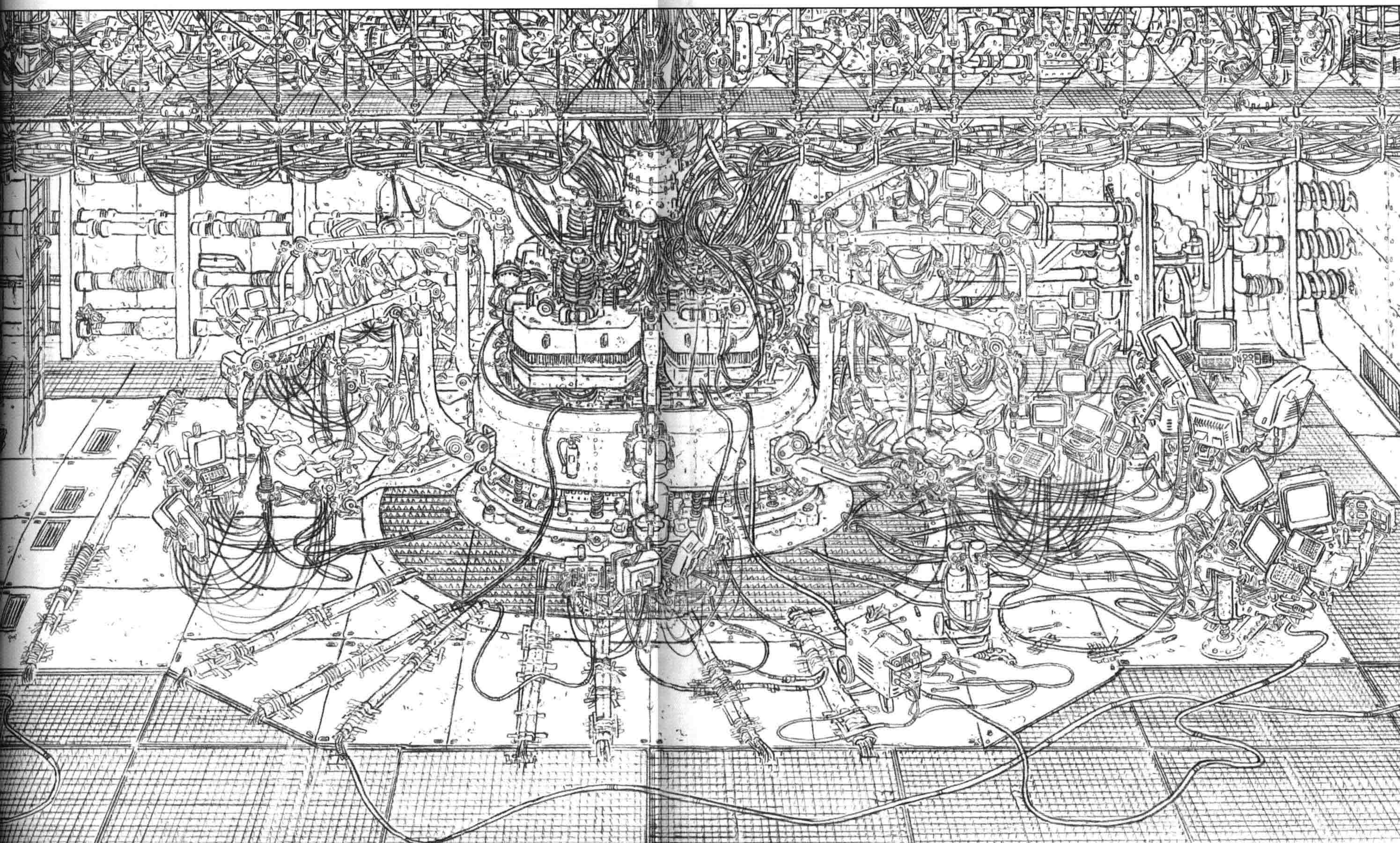
# INFIRMARY



They had talked about this shot [The Infirmary] being loaded with acupuncture, and homeopathic medicine, so I drew canisters filled with herbs. I liked that because it was sort of a Tibetan thing where you could spin the canisters like a drum—kind of a mesh between Eastern and Western medicine and technology. And it is scary, too, because people see all those needles sticking out. Though acupuncture doesn't hurt—I go quite often.

# MAIN DECK

**Darrow:** As I remember it, after a complicated drawing like this, Larry and Andy would let me draw something a little easier and go back and forth to avoid being too flabbergasted by it all. The Deck took a very long time, and I wouldn't let them see it until I finished it. There's a catwalk that goes up above, and I told Larry and Andy there should be three or four of these catwalks, but if I draw them all in, you won't be able to see all of the chairs because of the perspective. It bothered me, because it looks odd that there is only one of these catwalks, and should be more. But they did it—it was built with all of the catwalks.

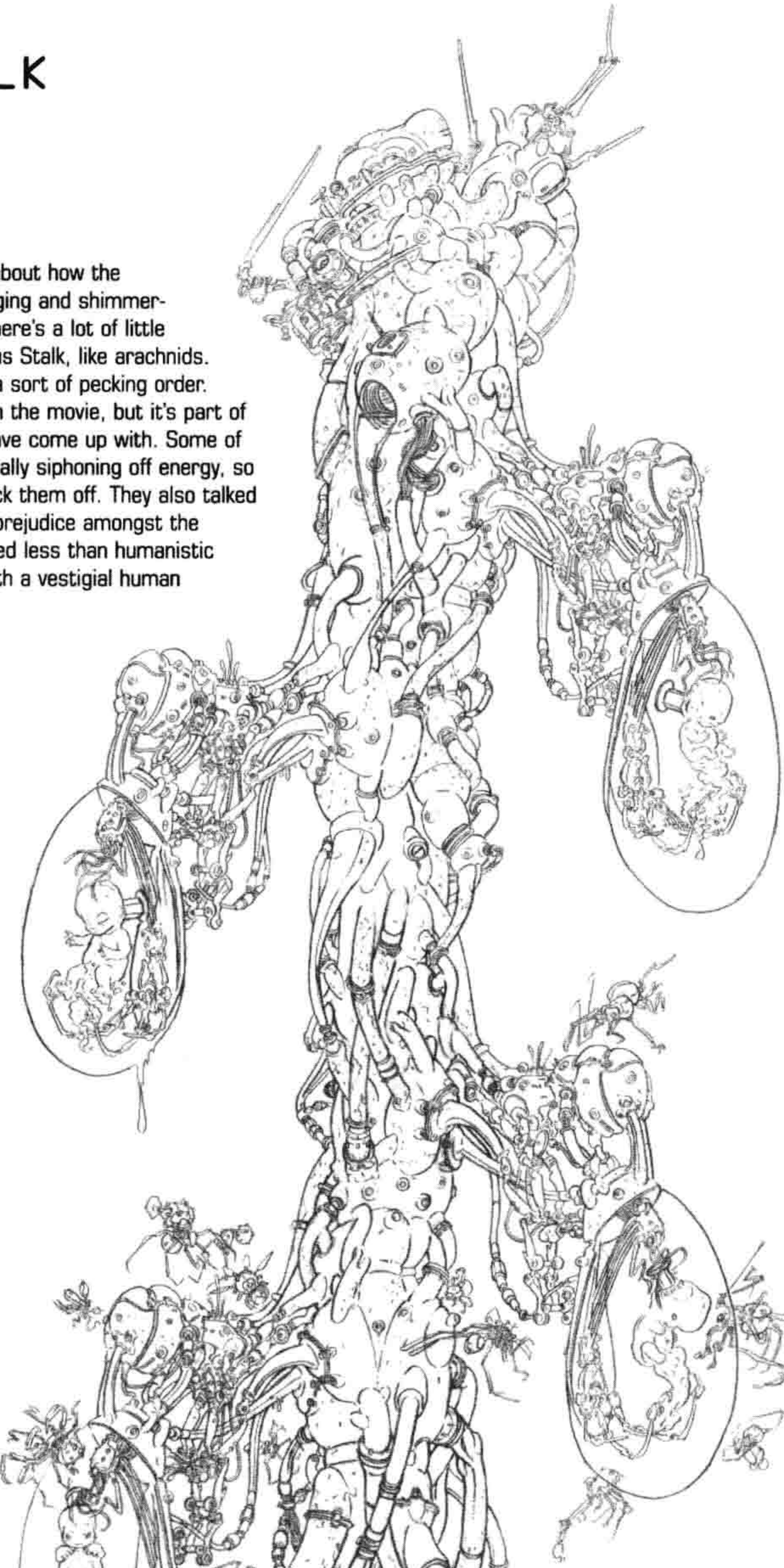


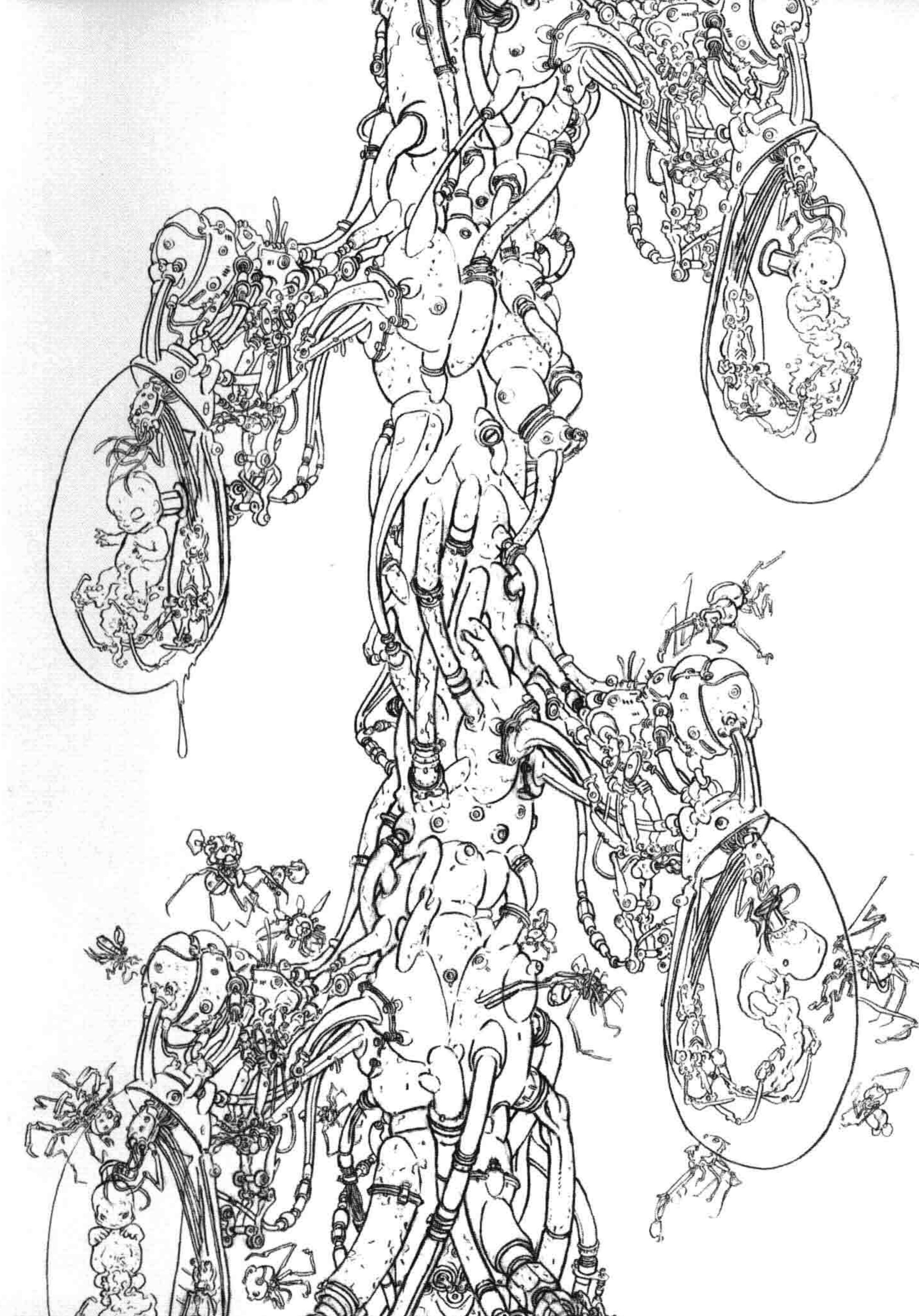
# NEB CHAIR

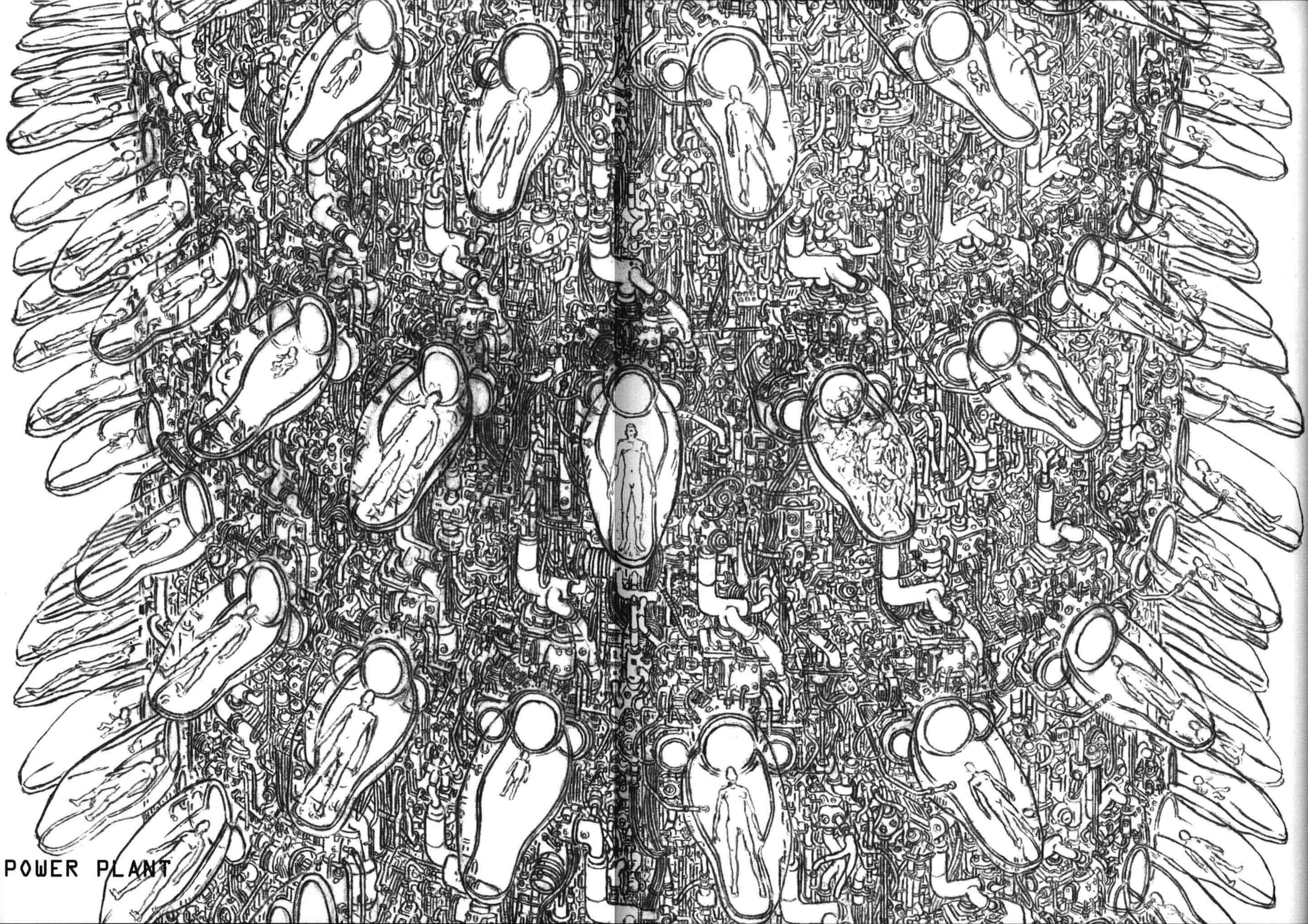
**Darrow:** Originally, I did a version of the chair which was much bigger than this one. They didn't use it because it would have been too complicated to build, and on top of that, with the stuff going into his neck, an impossibility. I was glad because it meant I didn't have to draw it eight times for the Deck drawing [see inside], which would have made me crazy. It was bad enough drawing this one.

# FETUS STALK

**Darrow:** Larry and Andy talked about how the creatures were constantly changing and shimmering, as in this drawing, where there's a lot of little robots crawling all over the Fetus Stalk, like arachnids. Amongst these robots, there's a sort of pecking order. This doesn't fully come across in the movie, but it's part of the backstory Larry and Andy have come up with. Some of the robots are bad and are actually siphoning off energy, so other robots come along and pick them off. They also talked a lot about there being a bit of prejudice amongst the robots, those that have developed less than humanistic forms look down on the ones with a vestigial human appearance.





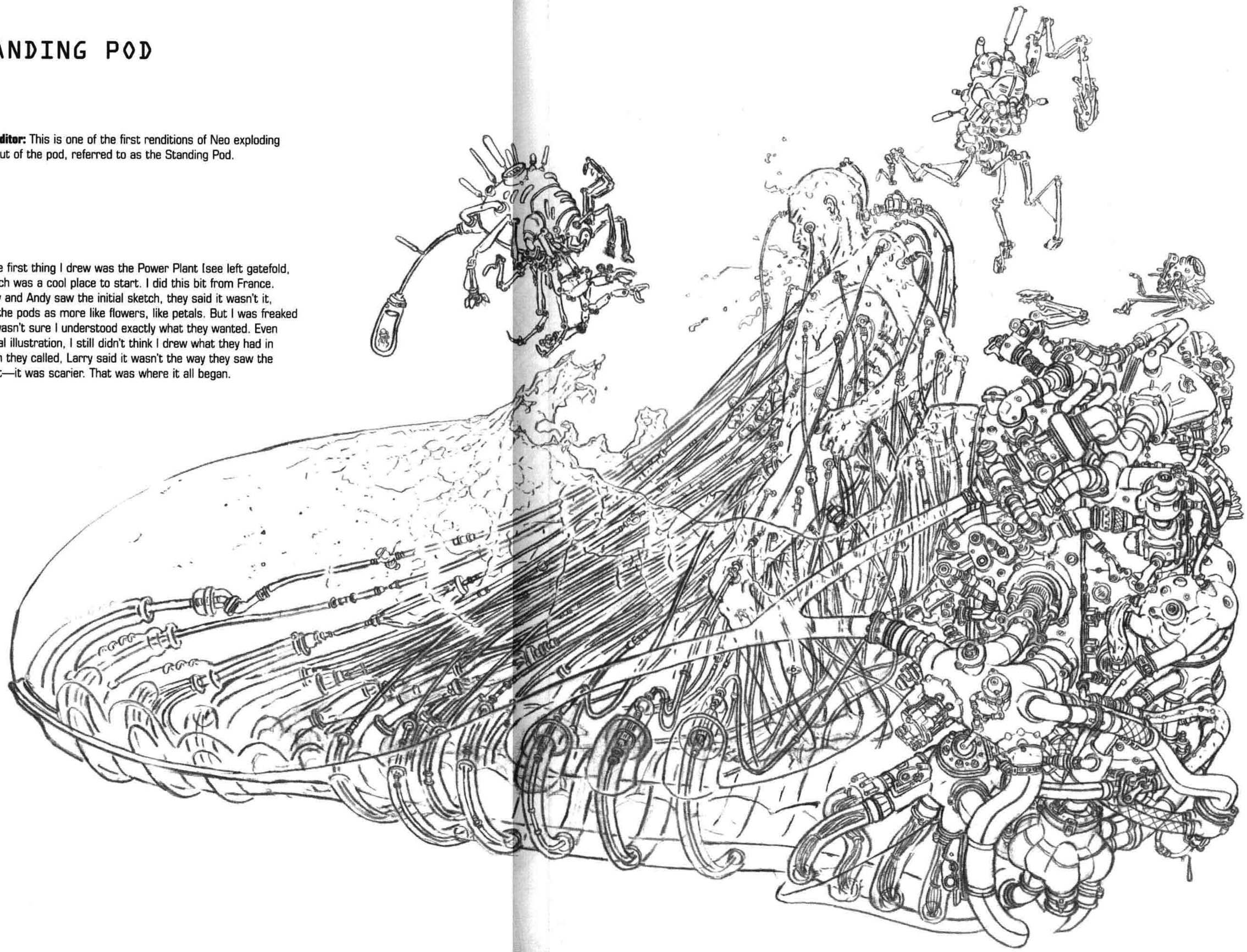


POWER PLANT

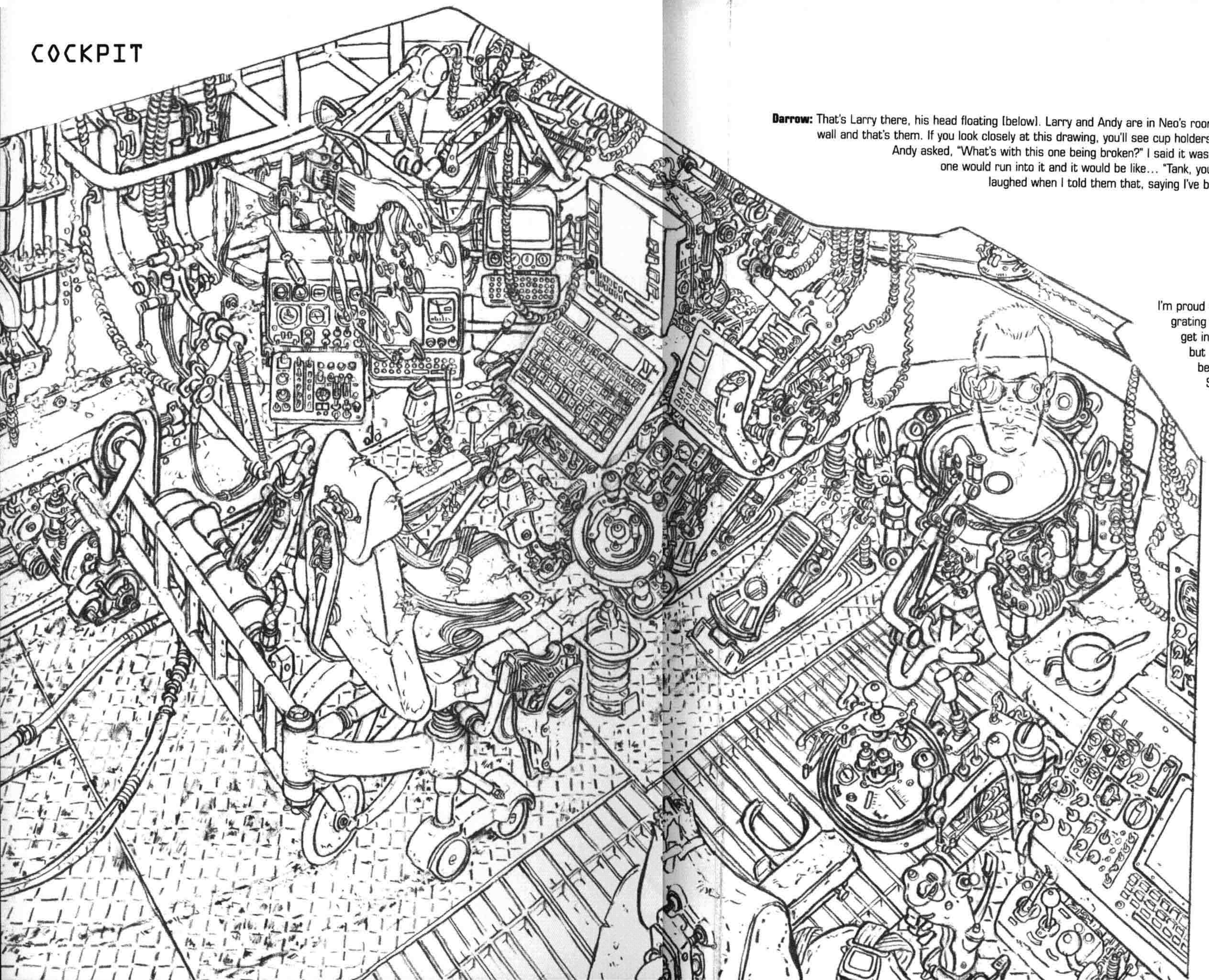
# STANDING POD

**Editor:** This is one of the first renditions of Neo exploding out of the pod, referred to as the Standing Pod.

**Darrow:** The first thing I drew was the Power Plant (see left gatefold, inside), which was a cool place to start. I did this bit from France. When Larry and Andy saw the initial sketch, they said it wasn't it, describing the pods as more like flowers, like petals. But I was freaked because I wasn't sure I understood exactly what they wanted. Even with the final illustration, I still didn't think I drew what they had in mind. When they called, Larry said it wasn't the way they saw the Power Plant—it was scarier. That was where it all began.



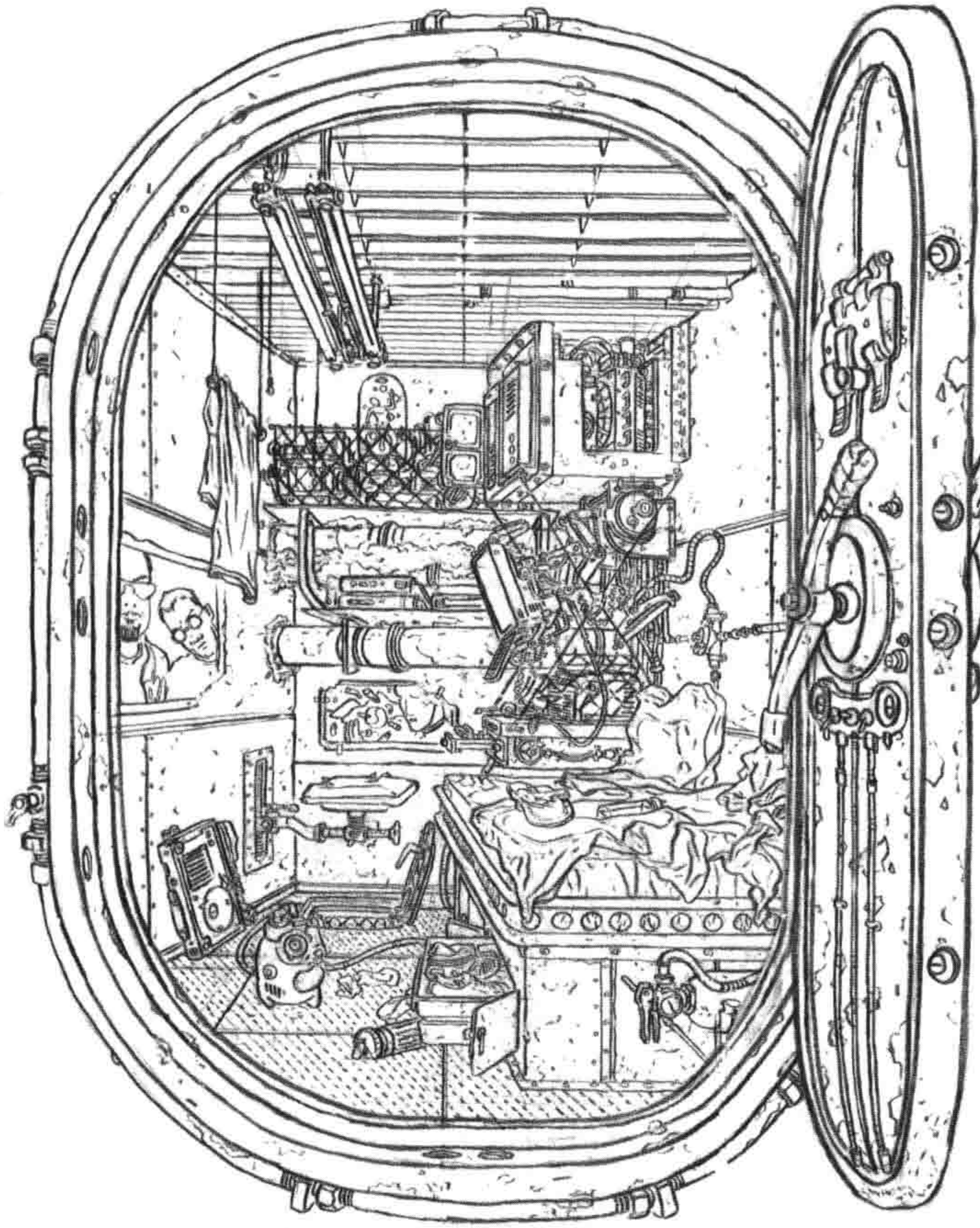
# COCKPIT

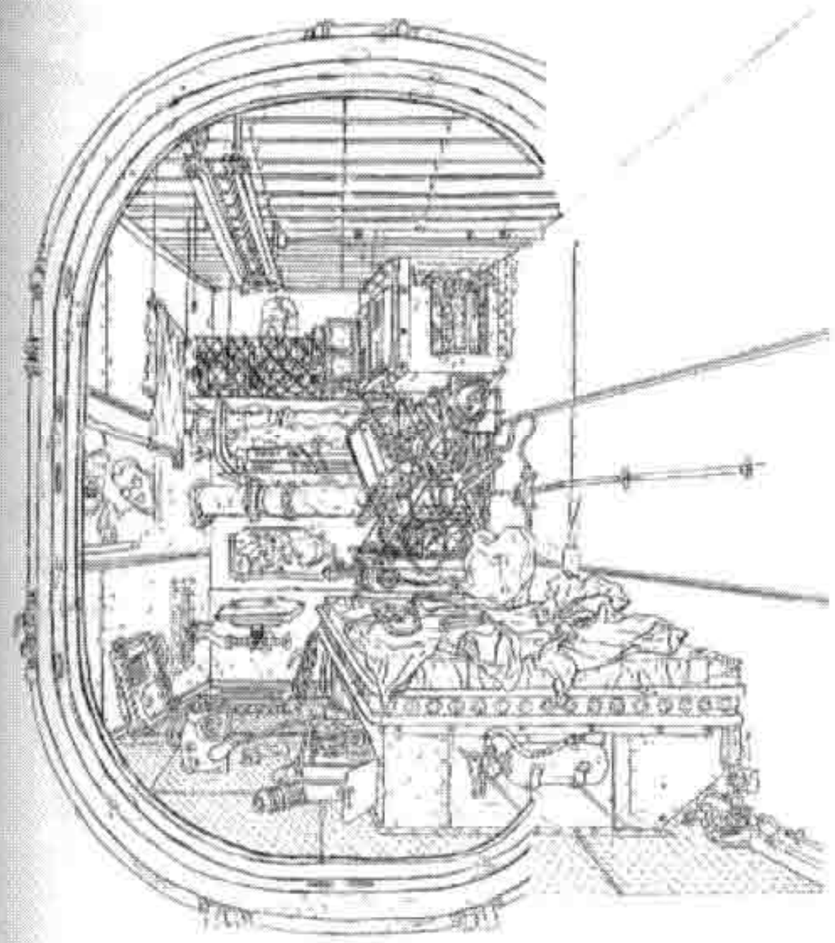


**Darrow:** That's Larry there, his head floating [below]. Larry and Andy are in Neo's room, too [facing page]; there's a poster on the wall and that's them. If you look closely at this drawing, you'll see cup holders on the sides of the chairs and Larry and Andy asked, "What's with this one being broken?" I said it was broken because every now and then someone would run into it and it would be like... "Tank, you broke my cup holder." Larry and Andy laughed when I told them that, saying I've backstory on everything.

I'm proud of the floor, which really looks like metal grating with smudges on it, the kind of flooring you get in factories. I put guns everywhere as well, but now, thinking about it, it makes little sense because they would be no good against the Sentinels.

I was one of the last to see the finished sets. Steve had seen them and said they looked just like my drawings. Larry had told me that too. I really thought they were going to just pick little pieces here and there. I figured I'd be like, "There's something I did, that bit there," so I was really surprised at how closely they did follow my drawings. It was weird and a little strange to see it all. I think they did a great job.

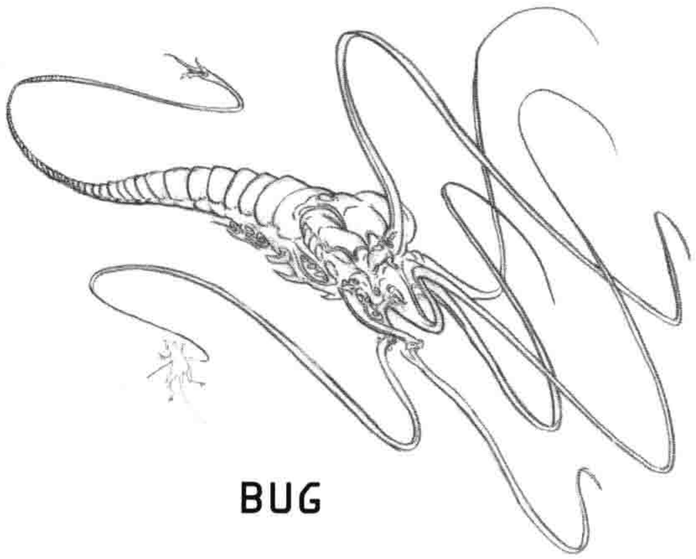




## NEO'S ROOM

**Darrow**: In Neo's room, near the back wall by the floor, there's a porthole. I reasoned, if the Sentinels or something get on the ship, they could bolt the front door and get out the porthole, which would take them into the guts of the ship, and it would be harder to catch them there. Above the escape hatch is a chair that can be raised or lowered. For the shelves, I looked at ships which have this kind of netting, so that if the ship veers, it catches the contents of the shelf without breaking them. There is also a laptop computer and a place where they could actually plug in—the needle is coming off the back of the laptop apparatus. If they couldn't get up to the deck, they could punch into the Matrix or a training program from there. Many of these details didn't get into the film.

**Darrow:** This is one of the bugs (below), the one that gets put into Neo by the Agents. I wonder why I put the mouse in there. I must have been tired of drawing robots. Drawing mechanical stuff is fun, but it can get tiring.



## BUG

I was really pleased with this one (right). I did a few different versions of the Sentinel, but Larry and Andy weren't seeing it, so they hired somebody else to give the Sentinel a try. He kept on turning in neat stuff, but it wasn't what they wanted, either. So one morning when we were going into Warner Bros., I asked Larry and Andy if I could take one more shot at it, and drew this in a couple of hours, and they said, "That's it!" They simplified it for the film, but basically, this is the Sentinel we see in the movie.

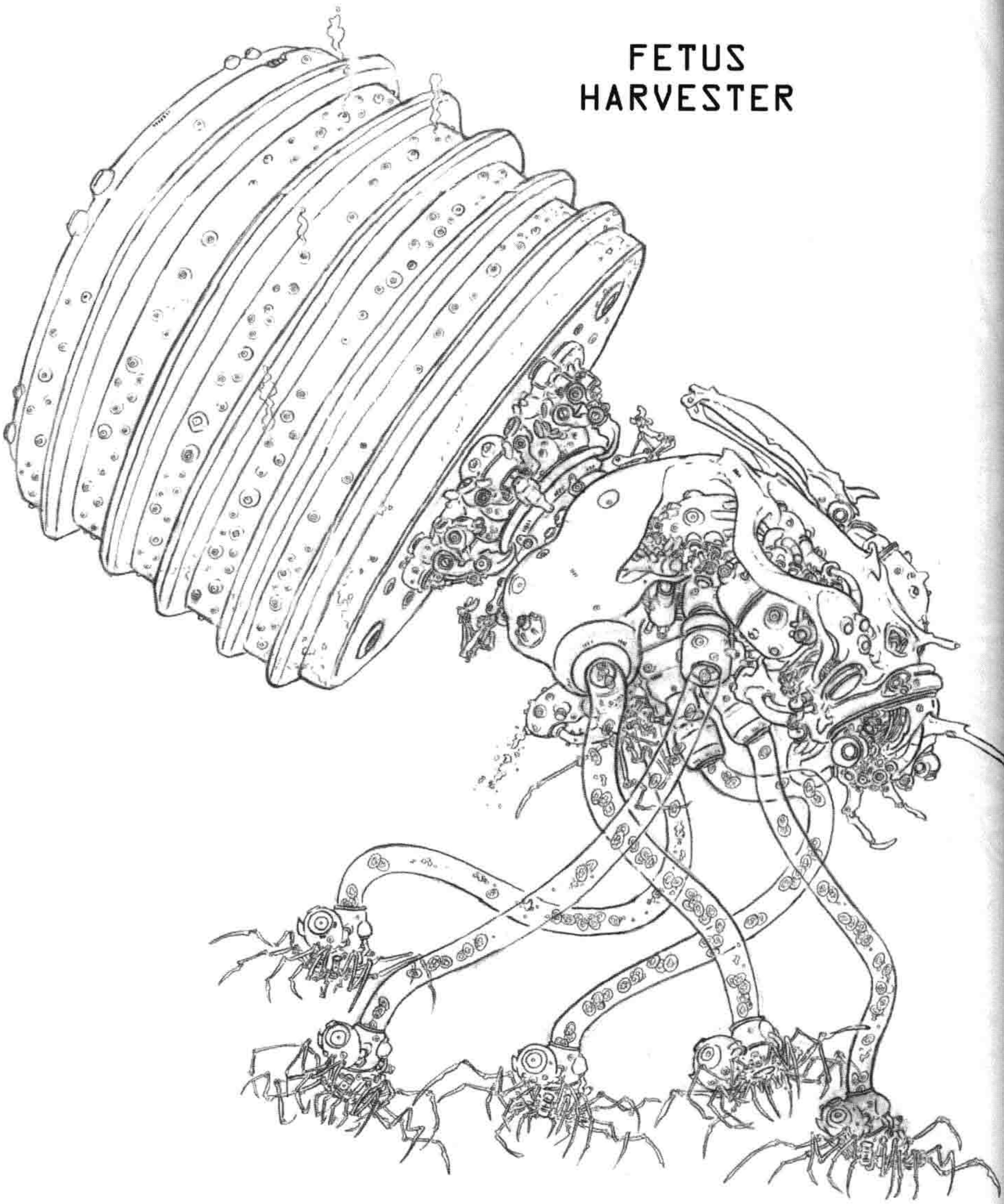




## SENTINEL

I always draw from left to right. I figure, since you read from left to right, the figure should be heading towards the next page. That's a little Steve (Skroce) running from the Sentinel there.

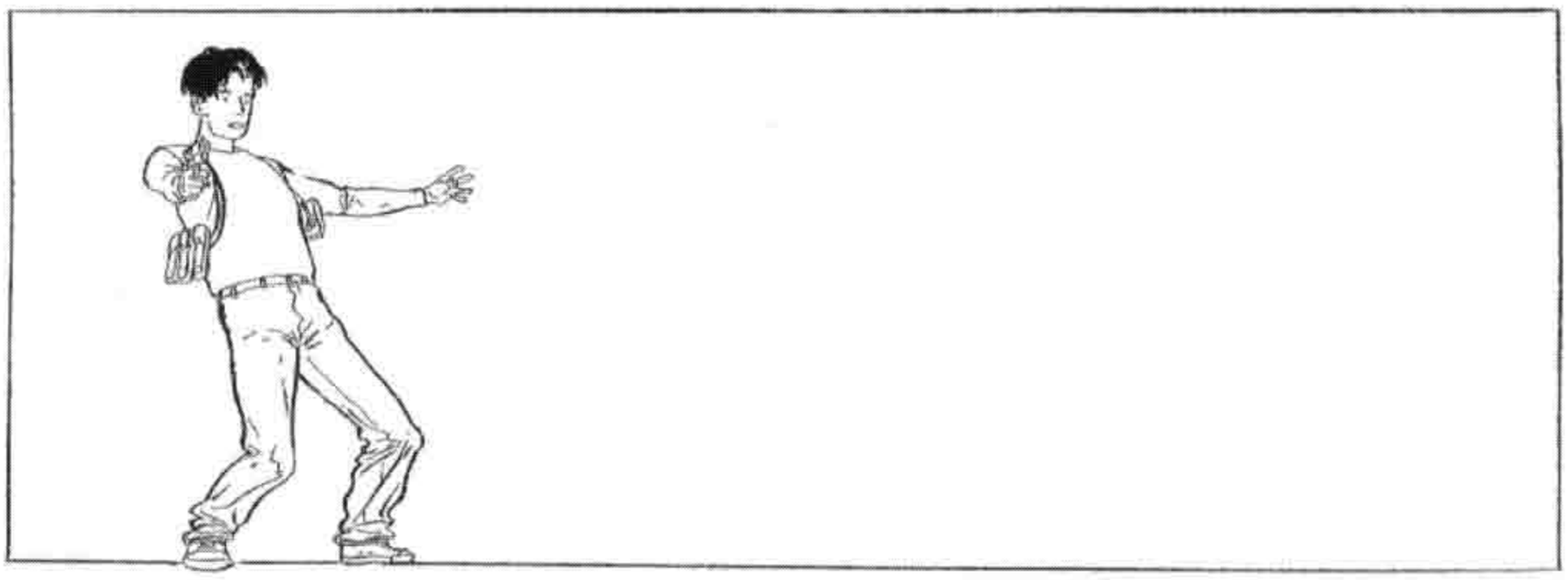
**Darrow:** Here's the Fetus Harvester. The little spiders on its feet were the original body. When Larry and Andy looked at the initial drawing they said, "What if you put this arachnidlike creature on the end of tentacles?" In one of my previous drawings there was something similar to the canister on the back, which I combined into what Larry and Andy wanted with the little spiders. That's how it became this.

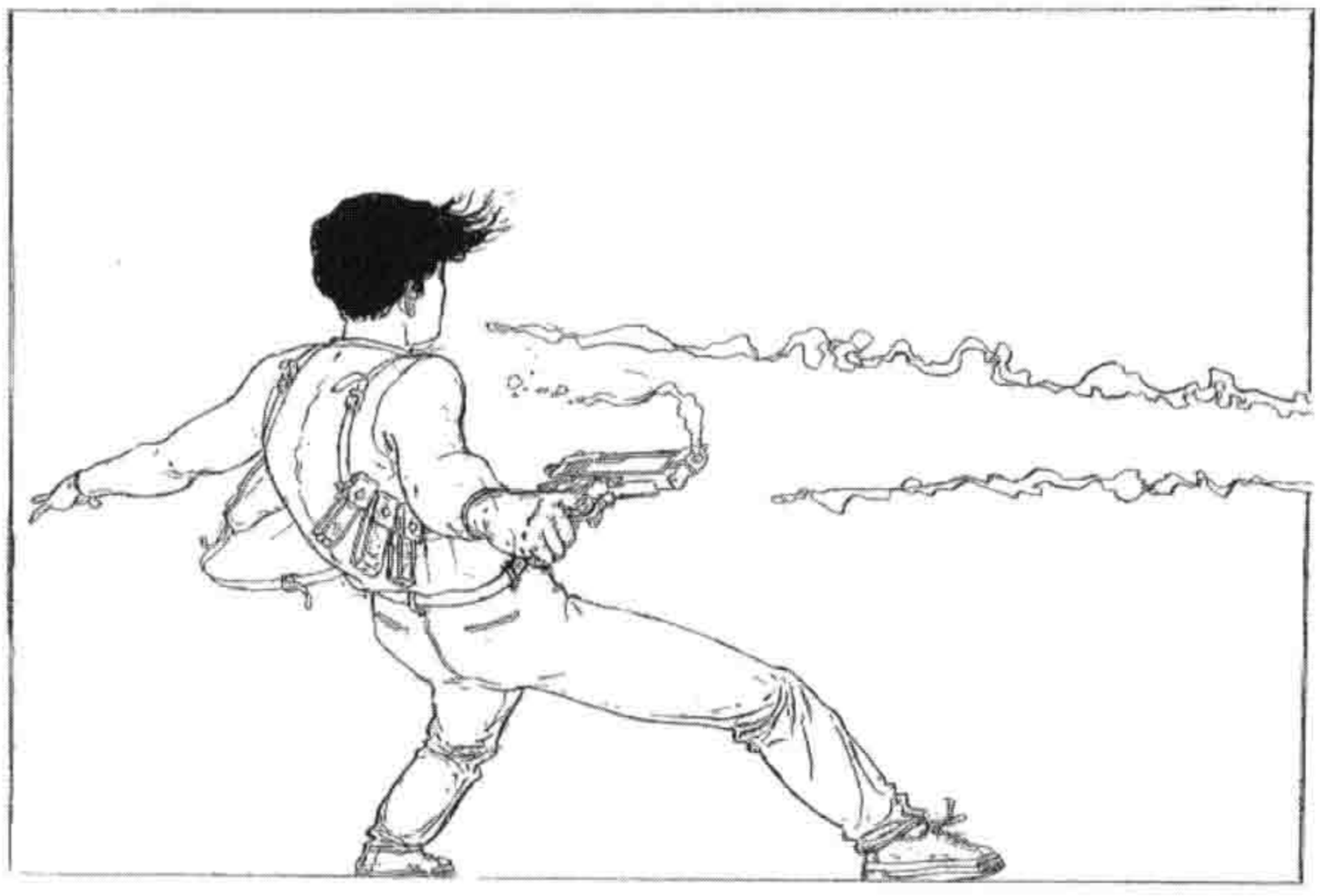


# BATTLE SUIT

**Darrow:** There's a lot of material I drew that didn't get used for the film—from characters to equipment—conceptual material no one's going to see just yet. Here's a battle suit which wasn't used for the first film, but may or may not get used in the sequels.

I'm really looking forward to the next two films, but I'm scared to death, as well. I figure, they're going to find out what an imposter I am, so I'm nervous. I know Larry and Andy have a lot of this in their heads, they always saw THE MATRIX as more than one film, so they haven't written themselves into a corner, they know where it's going. It's inevitable, I'll be drawing Zion—a lot of fun, but a lot of work.





**Editor:** The rooftop Bullet Time sequence was done more than once. Here's one of the earlier passes, penciled by Geof Darrow and inked by Steve Skroce. The final version, the one closest to what John Gaeta and crew created via Bullet Time, was done by Steve (see page 168).

# THE MATRIX

Larry & Andy Wachowski

What follows is the shooting script for THE MATRIX, although it's not exactly what people saw in theaters. While everything that follows was filmed, changes occurred during editing. An example of this is in the final speech by Neo (scene 219) which was altered when test audiences didn't know the word "chrysalis." Other differences exist, from small cuts to dialogue tweaks. This is, however, the last draft before filming.

Shooting Script

August 12, 1998

FADE IN:
On a computer screen so close that it has no boundaries.

A blinking cursor pulses in the electric darkness like a heart cursing with phosphorous light burning beneath the derma of black-neon glass.

A phone

FADE IN:

1 **INT. COMPUTER SCREEN** 1

On a computer screen; so close it has no boundaries.

A blinking cursor pulses in the electric darkness like a heart coursing with phosphorous light, burning beneath the derma of black-neon glass.

A phone begins to ring; we hear it as though we were making the call. The cursor continues to throb, relentlessly patient, until--

MAN (V.O.)
Yeah?

Data now slashes across the screen, information flashing faster than we can read:

SCREEN
Call trans opt: received. 2-19-98 13:24:18 REC:Log>.

WOMAN (V.O.)
Is everything in place?

SCREEN
Trace program: running.

We listen to the phone conversation as though we were on a third line. The man's name is Cypher. The woman, Trinity.

TRINITY (WOMAN) (V.O.)
I said, is everything in place?

The entire screen fills with racing columns of numbers. Shimmering like green-electric rivers, they rush at a 10-digit phone number in the top corner.

CYPHER (MAN) (V.O.)
You weren't supposed to relieve me.

TRINITY (V.O.)
I know, but I felt like taking a shift.

The area code is identified. The first three numbers suddenly fixed, leaving only seven flowing columns.

CYPHER (V.O.)
You like him, don't you? You like watching him?

We begin moving toward the screen, closing in as each digit is matched, one by one, snapping into place like the wheels of a slot machine.

TRINITY (V.O.)
Don't be ridiculous.

CYPHER (V.O.)
We're going to kill him. Do you understand that? He's going to die just like the others.

TRINITY (V.O.)
Morpheus believes he is the One.

Only two thin digits left.

CYPHER (V.O.)
Do you?

TRINITY (V.O.)
I... it doesn't matter what I believe.

CYPHER (V.O.)
You don't, do you?

TRINITY (V.O.)
If you have something to say, I suggest you say it to Morpheus.

CYPHER (V.O.)
I intend to, believe me. Someone has to.

The final number pops into place--

TRINITY (V.O.)
Did you hear that?

CYPHER (V.O.)
Hear what?

SCREEN
Trace complete. Call origin: #312-555-0690.

TRINITY (V.O.)
Are you sure this line is clean?

CYPHER (V.O.)
Yeah, 'course I'm sure.

We move, still closer, the electric hum of the green numbers growing into an ominous roar.

TRINITY (V.O.)
I better go.

She hangs up as we pass through the numbers, entering the netherworld of the computer screen. Suddenly, a flashlight cuts open the darkness and we find ourselves in--

**2 INT. HEART O' THE CITY HOTEL - NIGHT** 2

The hotel was abandoned after a fire licked its way across the polyester carpeting, destroying several rooms as it spooled soot up the walls and ceiling, leaving patterns of permanent shadow.

We follow four armed POLICE OFFICERS using flashlights as they creep down the blackened hall and ready themselves on either side of Room 303.

The biggest of them violently kicks in the door. The other cops pour in behind him, guns thrust before them.

BIG COP
Police! Freeze!

The room is almost devoid of furniture. There is a fold-up table and chair with a phone, a modem, and a Powerbook computer. The only light in the room is the glow of the computer.

Sitting there, her hands still on the keyboard, is TRINITY, a woman in black leather.

BIG COP
Hands behind your head! Now! Do it!

She slowly puts her hands behind her head.

**3 EXT. HEART O' THE CITY HOTEL - NIGHT** 3

A black sedan with tinted windows glides in through the police cruisers. AGENT SMITH, AGENT BROWN, and AGENT JONES get out of the car.

They wear dark suits and sunglasses even at night. They are also always hardwired; small Secret Service earphones in one ear, the cord coiling back into their shirt collars.

AGENT SMITH
Lieutenant?

LIEUTENANT
Oh shit.

AGENT SMITH
Lieutenant, you were given specific orders--

LIEUTENANT
I'm just doing my job. You gimme that Juris-my-dick-tion and you can cram it up your ass.

AGENT SMITH
The orders were for your protection.

The Lieutenant laughs.

LIEUTENANT
I think we can handle one little girl.

Agent Smith nods to Agent Brown as they start toward the hotel.

LIEUTENANT
I sent two units. They're bringing her down now.

AGENT SMITH
No, Lieutenant, your men are already dead.

4 **INT. HEART O' THE CITY HOTEL** 4

The Big Cop flicks out his cuffs, the other cops holding a bead. They've done this a hundred times, they know they've got her, until the Big Cop reaches with the cuffs and Trinity moves--

It almost doesn't register, so smooth and fast, inhumanly fast.

The eye blinks and Trinity's palm snaps up and the nose explodes, blood erupting. Her leg kicks with the force of a wrecking ball and he flies back, a two-hundred-fifty-pound sack of limp meat and bone that slams into the cop farthest from her.

Trinity moves again, bullets raking the walls, flashlights sweeping with panic as the remaining cops try to stop a leather-clad ghost.

A gun still in the cop's hand is snatched, twisted, and fired. There is a final violent exchange of gunfire and when it's over, Trinity is the only one standing.

A flashlight rocks slowly to a stop.

TRINITY
Shit.

**5 EXT. HEART O' THE CITY HOTEL** 5

Agent Brown enters the hotel while Agent Smith heads for the alley.

**6 INT. HEART O' THE CITY HOTEL** 6

Trinity is on the phone, pacing. The other end is answered.

MAN (V.O.)
Operator.

TRINITY
Morpheus! The line was traced! I don't know how.

MORPHEUS (MAN) (V.O.)
I know. They cut the hardline. This line is not a viable exit.

TRINITY
Are there any Agents?

MORPHEUS (V.O.)
Yes.

TRINITY
Goddamnit!

MORPHEUS (V.O.)
You have to focus. There is a phone. Wells and Lake. You can make it.

She takes a deep breath, centering herself.

TRINITY
All right--

MORPHEUS (V.O.)
Go.

She drops the phone.

7 **INT. HALL** 7

She bursts out of the room as Agent Brown enters the hall, leading another unit of police. Trinity races to the opposite end, exiting through a broken window onto the fire escape.

8 **EXT. FIRE ESCAPE** 8

In the alley below, Trinity sees Agent Smith staring at her. She can only go up.

9 **EXT. ROOF** 9

On the roof, Trinity is running as Agent Brown rises over the parapet, leading the cops in pursuit.

Trinity begins to jump from one roof to the next, her movements so clean, gliding in and out of each jump, contrasted to the wild jumps of the cops.

Agent Brown, however, has the same unnatural grace.

The roof falls away into a wide back alley. The next building is over 40 feet away but Trinity's face is perfectly calm, staring at some point beyond the other roof.

COP
That's it, we got her now.

The cops slow, realizing they are about to see something ugly as Trinity drives at the edge, launching herself into the air.

From above, the ground seems to flow beneath her as she hangs in flight, then hits, somersaulting up, still running hard.

COP
Jesus Christ--that's impossible!

They stare, slack-jawed, as Agent Brown duplicates the move exactly, landing, rolling over a shoulder up onto one knee.

It is a dizzying chase up and over the dark plateaued landscape of rooftops and sheer cliffs of brick. Ahead she sees her only chance, 50 feet beyond the point where her path drops away into a paved chasm, there is--

10 **EXT. WINDOW** 10

A window; a yellow glow in the midst of a dark brick building.

Trinity zeros in on it, running as hard as she can and--

Hurtles herself into the empty night space, her body leveling into a dive. She falls, arms covering her head as the whole world seems to spin on its axis--

**A10** **INT. BACK STAIRWELL** **A10**

And she crashes with an explosion of glass and wood, then falls onto a back stairwell, tumbling, bouncing down stairs bleeding, broken--

But still alive.

She wheels on the smashed opening above, her gun instantly in her hand, trained, waiting for Agent Brown but is met by only a slight wind that hisses against the fanged maw of broken glass.

Trinity tries to move. Everything hurts.

TRINITY
Get up, Trinity. You're fine. Get up--just get up!

She stands and limps down the rest of the stairs.

**11** **EXT. STREET** **11**

Trinity emerges from the shadows of an alley and, at the end of the block, in a pool of white street light, she sees it--

The telephone booth.

Obviously hurt, she starts down the concrete walk, focusing in completely, her pace quickening, as the phone begins to ring.

Across the street, a garbage truck suddenly turns U-turns, its tires screaming as it accelerates. Trinity sees the headlights of the truck arcing at the telephone booth as if taking aim.

Gritting through the pain, she races the truck, slamming into the booth, the headlights blindingly bright, bearing down on the box of Plexiglas just as--

She answers the phone.

There is a frozen instant of silence before the hulking mass of dark metal lurches up onto the sidewalk--

Barrelling through the booth, bulldozing it into a brick wall, smashing it to Plexiglas pulp.

After a moment, a black loafer steps down from the cab of the garbage truck. Agent Smith inspects the wreckage. There is no body. Trinity is gone.

His jaw sets as he grinds his molars in frustration. Agents Jones and Brown walk up behind him.

AGENT BROWN
She got out.

AGENT SMITH
It doesn't matter.

AGENT BROWN
The informant is real.

Agent Smith almost smiles.

AGENT SMITH
Yes.

AGENT JONES
We have the name of their next target.

AGENT BROWN
The name is Neo.

The handset of the pay phone lays on the ground, separated in the crash like a severed limb.

AGENT SMITH
We'll need a search running.

AGENT JONES
It's already begun.

We are sucked towards the mouthpiece of the phone, closer and closer, until the smooth gray plastic spreads out like a horizon and the small holes widen until we fall through one--

Swallowed by darkness.

The darkness crackles with phosphorescent energy, the word "searching" blazing in around us as we emerge from a computer screen.

The screen flickers with windowing data as a search engine runs with a steady relentless rhythm.

We drift back from the screen and into--

**12 INT. NEO'S APARTMENT 12**

It is a studio apartment that seems overgrown with technology.

Weed-like cables coil everywhere, duct-taped into thickets that wind up and around the legs of several desks. Tabletops are filled with cannibalized equipment that lay open like an autopsied corpse.

At the center of this technological rat-nest is NEO, a man who knows more about living inside a computer than outside one.

He is asleep in front of his PC. Behind him, the computer screen suddenly goes blank. A prompt appears.

SCREEN
Wake up, Neo.

Neo's eye pries open. He sits up, one eye still closed, looking around, unsure of where he is. He notices the screen.

He types "CTRL X" but the letter "T" appears.

NEO
What...?

He hits another and an "H" appears. He keeps typing, pushing random functions and keys while the computer types out a message as though it had a mind of its own.

He stops and stares at the four words on the screen.

SCREEN
The Matrix has you.

NEO
What the hell?

He hits the "ESC" button. Another message appears.

SCREEN
Follow the white rabbit.

He hits it again and the message repeats. He rubs his eyes but when he opens them, there is another message.

SCREEN
Knock, knock, Neo.

Someone knocks on his door and he almost jumps out of his chair. He looks back at the computer but the screen is now blank.

Someone knocks again. Neo rises, still unnerved.

NEO
Who is it?

CHOI (O.S.)
It's Choi.

Neo flips a series of locks and opens the door, leaving the chain on. A young Chinese MAN stands with several of his friends.

NEO
You're two hours late.

CHOI
I know. It's her fault.

NEO
You got the money?

CHOI
Two grand.

He takes out an envelope and gives it to Neo through the cracked door.

NEO
Hold on.

He closes the door. On the floor near his bed is a book, Baudrillard's Simulacra and Simulations. The book has been hollowed out and inside are several computer disks. He takes one, sticks the money in the book and drops it on the floor.

Opening the door, he hands the disk to Choi.

CHOI
Hallelujah! You are my savior, man! My own personal Jesus Christ!

NEO
If you get caught using that--

CHOI
I know, I know. This never happened. You don't exist.

NEO
Right...

Neo nods as the strange feeling of unrealness suddenly returns.

CHOI
Something wrong, man? You look a little whiter than usual.

NEO
I don't know... My computer...

He looks back at Choi, unable to explain what just happened.

NEO
You ever have the feeling that you're not sure if you're awake or still dreaming?

CHOI
All the time. It's called mescaline and it is the only way to fly.

He smiles and slaps the hand of his nearest droog.

CHOI
It sounds to me like you need to unplug, man. A little R and R. What do you think, Dujour, should we take him with us?

DUJOUR
Definitely.

NEO
I can't. I have to work tomorrow.

DUJOUR
Come on. It'll be fun. I promise.

He looks up at her and suddenly notices on her black leather motorcycle jacket dozens of pins: bands, symbols, slogans, military medals and--

A small white rabbit. The room tilts.

NEO
Yeah, yeah. Sure, I'll go.

13 **INT. APARTMENT** 13

An older apartment; a series of halls connects a chain of small high-ceilinged rooms lined with heavy casements.

Smoke hangs like a veil, blurring the few lights there are.

Dressed predominantly in black, people are everywhere, gathered in cliques around pieces of furniture like jungle cats around a tree.

Neo stands against a wall, alone, sipping from a bottle of beer; feeling completely out of place, he is about to leave when he notices a woman staring at him.

The woman is Trinity. She walks straight up to him.

In the nearest room, shadow-like figures grind against each other to the pneumatic beat of industrial music.

TRINITY
Hello, Neo.

NEO
How do you know that name?

TRINITY
I know a lot about you. I've been wanting to meet you for some time.

NEO
Who are you?

TRINITY
My name is Trinity.

NEO
Trinity? The Trinity? The Trinity that cracked the I.R.S. D-Base?

TRINITY
That was a long time ago.

NEO
Gee-zus.

TRINITY
What?

NEO
I just thought... you were a guy.

TRINITY
Most guys do.

Neo is a little embarrassed.

NEO
Do you want to go somewhere and talk?

TRINITY
No. It's safe here and I don't have much time.

The music is so loud they must stand very close, talking directly into each other's ear.

NEO
That was you on my computer?

She nods.

NEO
How did you do that?

TRINITY
Right now, all I can tell you, is that you are in danger. I brought you here to warn you.

NEO
Of what?

TRINITY
They're watching you, Neo.

NEO
Who is?

TRINITY
Please. Just listen. I know why you're here, Neo. I know what you've been doing. I know why you hardly sleep, why you live alone and why, night after night, you sit at your computer; you're looking for him.

Her body is against his; her lips very close to his ear.

TRINITY
I know because I was once looking for the same thing, but when he found me he told me I wasn't really looking for him. I was looking for an answer.

There is a hypnotic quality to her voice and Neo feels the words, like a drug, seeping into him.

TRINITY
It's the question that drives us, the question that brought you here. You know the question just as I did.

NEO
What is the Matrix?

TRINITY
When I asked him, he said that no one could ever be told the answer to that question. They have to see it to believe it.

She leans close, her lips almost touching his ear.

TRINITY
The answer is out there, Neo. It's looking for you and it will find you, if you want it to.

She turns and he watches her melt into the shifting wall of bodies.

A sound rises steadily, growing out of the music, pressing in on Neo until it is all he can hear as we cut to--

14 **INT. NEO'S APARTMENT** 14

The sound is an alarm clock, slowly dragging Neo to consciousness. He strains to read the clock-face: 9:15AM.

NEO
Shitshitshit.

15 **EXT. SKYSCRAPER** 15

The downtown office of Meta CorTechs, a software development company.

16 **INT. META CORTECHS OFFICE** 16

The main offices are along each wall, the windows overlooking downtown. RHINEHEART, the ultimate company man, lectures Neo without looking at him, typing at his computer continuously.

Neo stares at two window cleaners on a scaffolding outside, dragging their rubber squeegees down the surface of the glass.

RHINEHEART
You have a problem with authority, Mr. Anderson.You believe that you are special, that somehow the rules do not apply to you. Obviously, you are mistaken.

His long, bony fingers resume clicking the keyboard.

RHINEHEART
This company is one of the top software companies in the world because every single employee understands that they are part of a whole. Thus, if an employee has a problem, the company has a problem.

He turns again.

RHINEHEART
The time has come to make a choice, Mr. Anderson. Either you choose to be at your desk on time from this day forth, or you choose to find yourself another job. Do I make myself clear?

NEO
Yes, Mr. Rhineheart. Perfectly clear.

17 **INT. NEO'S CUBICLE** 17

The entire floor looks like a human honeycomb, with a labyrinth of cubicles structured around a core of elevators.

VOICE (O.S.)
Thomas Anderson?

Neo turns and finds a FEDERAL EXPRESS GUY at his cubicle door.

NEO
Yeah. That's me.

Neo signs the electronic pad and the Fedex Guy hands him the softpak.

FEDEX GUY
Have a nice day.

He opens the bag. Inside is a cellular phone. It seems the instant it is in his hand, it rings. Unnerved, he flips it open.

NEO
Hello?

MORPHEUS (V.O.)
Hello, Neo. Do you know who this is?

Neo's knees give and he sinks into his chair.

NEO
Morpheus...

MORPHEUS (V.O.)
I've been looking for you, Neo. I don't know if you're ready to see what I want to show you, but unfortunately, we have run out of time. They're coming for you, Neo. And I'm not sure what they're going to do.

NEO
Who's coming for me?

MORPHEUS (V.O.)
Stand up and see for yourself.

NEO
Right now?

MORPHEUS (V.O.)
Yes. Now.

Neo starts to stand.

MORPHEUS (V.O.)
Do it slowly. The elevator.

His head peeks up over the partition. At the elevator, he sees Agent Smith, Agent Brown, and Agent Jones leading a group of cops. A female employee turns and points out Neo's cubicle.

Neo ducks.

NEO
Holy shit!

MORPHEUS (V.O.)
Yes.

One cop stays at the elevator, the others follow the Agents.

NEO
What the hell do they want with me?!

MORPHEUS (V.O.)
I'm not sure, but if you don't want to find out, you better get out of there.

NEO
How?!

MORPHEUS (V.O.)
I can guide you out, but you have to do exactly what I say.

The Agents are moving quickly towards the cubicle.

MORPHEUS (V.O.)
The cubicle across from you is empty.

NEO
But what if...?

MORPHEUS (V.O.)
Go! Now!

Neo lunges across the hall, diving into the other cubicle just as the Agents turn into his row.

Neo crams himself into a dark corner, clutching the phone tightly to him.

MORPHEUS (V.O.)
Stay here for a moment.

The Agents enter Neo's empty cubicle. A cop is sent to search the bathroom.

Morpheus's voice is a whisper in Neo's ear.

MORPHEUS (V.O.)
A little longer...

Brown is talking to another employee.

MORPHEUS (V.O.)
When I tell you, go to the end of the row to the first office on the left, stay as low as you can.

Sweat trickles down his forehead.

MORPHEUS (V.O.)
Now.

Neo rolls out of the cubicle, his eyes popping as he freezes right behind a cop who has just turned around.

Staying crouched, he sneaks away down the row, shooting across the opening to the first office on the left.

18 **INT. EMPTY OFFICE** 1

The room is empty.

MORPHEUS (V.O.)
Good. Outside there is a scaffold.

NEO
How do you know all this?

Morpheus laughs quietly.

MORPHEUS (V.O.)
The answer is coming, Neo. There is a window in front of you. Open it.

He opens the window. The wind howls into the room.

MORPHEUS (V.O.)
You can use the scaffold to get to the roof.

NEO
No! It's too far away.

MORPHEUS (V.O.)
There's a ledge. It's a short climb. You can make it.

Neo looks down; the building's glass wall vertigos into a concrete chasm.

NEO
No way, no way, this is crazy.

MORPHEUS (V.O.)
There are only two ways out of this building. One is that scaffold. The other is in their custody. You take a chance either way. I leave it to you.

Click. He hangs up. Neo looks at the door, then back at the scaffold.

NEO
This is insane! Why is this happening to me? What did I do? I'm nobody. I didn't do anything.

He climbs up onto the window ledge. Hanging onto the frame, he steps onto the small ledge. The scaffold seems even farther away.

NEO
I'm going to die.

The wind suddenly blasts up the face of the building, knocking Neo off balance. Recoiling, he clings harder to the frame, and the phone falls out of his hand.

He watches as it is swallowed by the distance beneath him.

NEO
This is insane! I can't do this!
Forget it!

He climbs back into the office just as a cop opens the door.

NEO
Shit!

**19 EXT. SKYSCRAPER** 19

The Agents lead a handcuffed Neo out of the revolving doors, forcing his head down as they push him into the dark sedan.

Trinity watches in the rear view mirror of her motorcycle.

TRINITY
Shit.

**20 INT. INTERROGATION ROOM** 20

Close on a camera monitor; wide angle view of a white room where Neo is sitting at a table alone. We move into the monitor, entering the room as if the monitor was a window.

At the same moment, the door opens and the Agents enter. Agent Smith sits down across from Neo. A thick manila envelope slaps down on the table. The name on the file: "Anderson, Thomas A."

AGENT SMITH
As you can see, we've had our eye on you for some time now, Mr. Anderson.

He opens the file. Paper rattle marks the silence as he flips several pages. Neo cannot tell if he is looking at the file or at him.

AGENT SMITH
It seems that you have been living two lives. In one life, you are Thomas A. Anderson, program writer for a respectable software company. You have a social security number, you pay your taxes, and you help your landlady carry out her garbage.

The pages continue to turn.

AGENT SMITH
The other life is lived in computers where you go by the hacker alias Neo, and are guilty of virtually every computer crime we have a law for.

Neo feels himself sinking into a pit of shit.

AGENT SMITH
One of these lives has a future. One of them does not.

He closes the file.

AGENT SMITH
I'm going to be as forthcoming as I can be, Mr. Anderson. You are here because we need your help.

He removes his sunglasses; his eyes are an unnatural ice-blue.

AGENT SMITH
We know that you have been contacted by a certain individual. A man who calls himself Morpheus. Whatever you think you know about this man is irrelevant. The fact is that he is wanted for acts of terrorism in more countries than any other man in the world. He is considered by many authorities to be the most dangerous man alive.

He leans closer.

AGENT SMITH
My colleagues believe that I am wasting my time with you but I believe you want to do the right thing.
(MORE)

AGENT SMITH (cont'd)
It is obvious that you are an intelligent man, Mr. Anderson, and that you are interested in the future. That is why I believe you are ready to put your past mistakes behind you and get on with your life.

Neo tries to match his stare.

AGENT SMITH
We are willing to wipe the slate clean, to give you a fresh start and all we are asking in return is your cooperation in bringing a known terrorist to justice.

Neo nods to himself.

NEO
Yeah. Wow. That sounds like a real good deal. But I think I have a better one. How about I give you the finger--

He does.

NEO
And you give me my phone call!

Agent Smith puts his glasses back on.

AGENT SMITH
You disappoint me, Mr. Anderson.

NEO
You can't scare me with this Gestapo crap. I know my rights. I want my phone call!

Agent Smith smiles.

AGENT SMITH
And tell me, Mr. Anderson, what good is a phone call if you are unable to speak?

The question unnerves Neo and strangely he begins to feel the muscles in his jaw tighten. The standing Agents snicker, watching Neo's confusion grow into panic.

Neo feels his lips grow soft and sticky as they slowly seal shut, melding into each other until all traces of his mouth are gone.

Wild with fear, he lunges for the door but the Agents restrain him, holding him in the chair.

AGENT SMITH
You are going to help us, Mr. Anderson, whether you want to or not.

Smith nods and the other two rip open his shirt. From a case taken out of his suit coat, Smith removes a long, fiber-optic wire tap.

Neo struggles helplessly as Smith dangles the wire over his exposed abdomen. Horrified, he watches as the electronic device animates, becoming an organic creature that resembles a hybrid of an insect and a fluke worm.

Thin, whisker-like tendrils reach out and probe into Neo's navel. He bucks wildly as Smith drops the creature which looks for a moment like an uncut umbilical cord--

Before it begins to burrow, its tail thrashing as it worms its way inside.

21 **INT. NEO'S APARTMENT - NIGHT** 21

Screaming, Neo bolts upright in bed.

He realizes that he is home. Was it a dream? His mouth is normal. His stomach looks fine. He starts to take a deep, everything-is-okay breath when--

The phone rings.

It almost stops his heart. It continues ringing, building pressure in the room, forcing him up out of bed, sucking him in with an almost gravitational force. He answers it, saying nothing.

MORPHEUS (V.O.)
This line is tapped so I must be brief.

NEO
The Agents--

MORPHEUS (V.O.)
They got to you first, but they've underestimated how important you are. If they knew what I know, you would probably be dead.

NEO
What are you talking about? What the hell is happening to me?

MORPHEUS
You're the One, Neo. You see, you may have spent the last few years looking for me, but I've spent most of my life looking for you.

Neo feels sick.

MORPHEUS (V.O.)
Do you still want to meet?

NEO
...yes.

MORPHEUS (V.O.)
Go to the Adams Street bridge.

Click. He closes his eyes, unsure of what he has done.

**22 EXT. CITY STREET - NIGHT** **22**

It is just beyond the middle of the night, that time when it seems there are no rules and everything feels unsafe. Neo's boots scrape against the concrete. Every pair of eyes he passes seems to follow him. Rain pours from a black sky.

As he reaches the bridge, headlights creep in behind him. He turns just as the car slides quickly to a stop beside him. The back door opens.

TRINITY
Get in.

**23 INT. CAR** **23**

A large man named APOC is driving. Beside him is a beautiful androgyne called SWITCH, aiming a large gun at Neo. Window wipers beat heavily against the windshield.

NEO
What the hell is this?!

TRINITY
It's necessary, Neo. For our protection.

NEO
From what?

TRINITY
From you.

She lifts a strange steel and glass device that looks like a cross between a rib separator, speculum, and air compressor.

SWITCH
Take off your shirt.

He looks at the strange device and the gun still trained on him.

NEO
What? Why?

SWITCH
Stop the car.

Apoc does.

SWITCH
Listen to me, coppertop. We don't have time for 'twenty questions.' Right now there is only one rule. Our way or the highway.

NEO
Fine.

Neo opens the door.

TRINITY
Neo, please, you have to trust me.

NEO
Why?

TRINITY
Because you've been down there, Neo. You already know that road. You know exactly where it ends.

Neo stares out into sheets of rain railing against the dark street beyond the open door.

TRINITY
And I know that's not where you want to be.

He closes the door.

**A23 EXT. DARK STREET** **A23**

A moment later the green street lights curve over the car's tinted windshield as it rushes through the wet underworld.

24 **INT. CAR** 24

Neo grudgingly strips off his T-shirt.

TRINITY
Lie back.

Trinity aims the device at Neo, its glass snout forming a seal over his navel. Switch snaps a cable into the front seat cigarette lighter.

NEO
What is this thing?

TRINITY
We think you're bugged. Try to relax.

She turns a dial and the machine bears down on Neo's midsection, the cylinder sucking hard at his stomach.

Neo screams, squinting in pain as Trinity watches the needle on a pressure gauge climb steadily.

TRINITY
Come on, come on...

On a small monitor that projects an ultrasound-like image, we see Neo's insides begin to slither and churn. He gasps as something wiggles beneath his skin inside his stomach.

SWITCH
It's on the move.

TRINITY
Shit.

SWITCH
You're gonna lose it.

TRINITY
No I'm not. Clear.

The forboding word hangs in Neo's ear for a moment when Trinity squeezes a trigger. Electric current hammers into Neo and rigid convulsions take hold of him beneath the flickering car lamp until--

Something finally rockets wetly out of Neo's stomach through the extractor's coils.

NEO
Jesus Christ! It's real?! That thing is real?!

Trinity lifts a glass cage at the end of the tubing. Inside the small fluke-like bug flips and squirms, its tendrils flapping against the clear walls.

She unrolls the window and dumps it out.

25 **EXT. CAR** 2

It hits the pavement with a metallic tink, reverted back into a common wire tap, as the car disappears into the rainy night.

26 **EXT. HOTEL LAFAYETTE** 2

The car stops in a deserted alley behind a forgotten hotel.

27 **INT. HOTEL LAFAYETTE** 2

It is a place of putrefying elegance, a rotting host of urban maggotry.

Trinity leads Neo from the stairwell down the hall of the thirteenth floor. They stop outside room 1313.

TRINITY
This is it.

Neo can hear his own heart pounding.

TRINITY
Let me give one piece of advice. Be honest. He knows more than you can possibly imagine.

28 **INT. ROOM 1313** 28

Across the room, a DARK FIGURE stares out the tall windows veiled with decaying lace.

He turns and his smile lights up the room. A dull roar of thunder shakes the old building.

MORPHEUS
At last.

He wears a long black coat and his eyes are invisible behind circular mirrored glasses. He strides to Neo and they shake hands.

MORPHEUS
Welcome, Neo. As you no doubt have guessed, I am Morpheus.

NEO
It's an honor.

MORPHEUS
No, the honor is mine. Please. Come. Sit.

He nods to Trinity and she exits through a door to an adjacent room. They sit across from one another in cracked, burgundy-leather chairs.

MORPHEUS
I imagine, right now, you must be feeling a bit like Alice, tumbling down the rabbit hole?

NEO
You could say that.

MORPHEUS
I can see it in your eyes. You have the look of a man who accepts what he sees because he is expecting to wake up.

A smile, razor-thin, curls the corner of his lips.

MORPHEUS
Ironically, this is not far from the truth. But I'm getting ahead of myself. Can you tell me, Neo, why are you here?

NEO
You're Morpheus, you're a legend. Most hackers would die to meet you.

MORPHEUS
Yes. Thank you. But I think we both know there's more to it than that. Do you believe in fate, Neo?

NEO
No.

MORPHEUS
Why not?

NEO
Because I don't like the idea that I'm not in control of my life.

MORPHEUS
I know exactly what you mean.

Again, that smile that could cut glass.

MORPHEUS
Let me tell you why you are here. You have come because you know something. What you know you can't explain but you feel it. You've felt it your whole life, felt that something is wrong with the world. You don't know what, but it's there like a splinter in your mind, driving you mad. It is this feeling that brought you to me. Do you know what I'm talking about?

NEO
The Matrix?

MORPHEUS
Do you want to know what it is?

Neo swallows hard and nods.

MORPHEUS
The Matrix is everywhere, it's all around us, here even in this room. You can see it out your window or on your television. You feel it when you go to work, or go to church or pay your taxes. It is the world that has been pulled over your eyes to blind you from the truth.

NEO
What truth?

MORPHEUS
That you are a slave, Neo. Like everyone else, you were born into bondage, kept inside a prison that you cannot smell, taste, or touch. A prison for your mind.

The leather creaks as he leans back.

MORPHEUS
Unfortunately, no one can be told what the Matrix is. You have to see it for yourself.

Morpheus opens his hands. In the right is a red pill. In the left, a blue pill.

MORPHEUS
This is your last chance. After this, there is no going back. You take the blue pill and the story ends. You wake in your bed and you believe whatever you want to believe.

The pills in his open hands are reflected in the glasses.

MORPHEUS
You take the red pill and you stay in Wonderland and I show you how deep the rabbit hole goes.

Neo feels the smooth skin of the capsules, the moisture growing in his palms.

MORPHEUS
Remember that all I am offering is the truth. Nothing more.

Neo opens his mouth and swallows the red pill. The Cheshire smile returns.

MORPHEUS
Follow me.

**29 INT. OTHER ROOM** 29

He leads Neo into the other room, which is cramped with high-tech equipment, glowing ash-blue and electric green from the racks of monitors. Trinity, Apoc, Switch, and Cypher look up as they enter.

MORPHEUS
Apoc, are we on-line?

APOC
Almost.

He and Trinity are working quickly, hard-wiring a complex system of monitors, modules, and drives.

MORPHEUS
Neo, time is always against us. Will you take a seat there?

Neo sits in a chair in the center of the room and Trinity begins gently fixing white electrode disks to him. Near the chair is an old oval dressing mirror that is cracked. He whispers to Trinity:

NEO
You did all this?

She nods, placing a set of headphones over his ears. They are wired to an old hotel phone.

MORPHEUS
The pill you took is part of a trace program. It's designed to disrupt your input/output carrier signal so we can pinpoint your location.

NEO
What does that mean?

CYPHER
It means buckle up, Dorothy, 'cause Kansas is going bye-bye.

Distantly, through the ear phones, he hears Apoc pounding on a keyboard. Sweat beads his face. His eyes blink and twitch when he notices the mirror.

Wide-eyed, he stares as it begins to heal itself, a webwork of cracks that slowly run together as though the mirror were becoming liquid.

NEO
Did you...?

Cypher works with Apoc, checking reams of phosphorescent data. Trinity monitors Neo's electric vital signs. Neo reaches out to touch the mirror and his fingers disappear beneath the rippling surface.

Quickly, he tries to pull his fingers out but the mirror stretches in long rubbery strands like mirrored-taffy stuck to his fingertips.

MORPHEUS
Have you ever had a dream, Neo, that you were so sure was real?

A flash of lightning flickers white hot against Neo.

NEO
This can't be...

MORPHEUS
Be what? Be real?

The strands thin like rubber cement as he pulls away, until the fragile wisps of mirror thread break.

MORPHEUS
What if you were unable to wake from that dream, Neo? How would you know the difference between the dream world and the real world?

Neo looks at his hand; fingers distended into mirrored icicles that begin to melt rapidly, dripping, running like wax down his fingers, spreading across his palm where he sees his face reflected.

NEO
Uh-oh...

TRINITY
It's going into replication.

MORPHEUS
Apoc?

APOC
Still nothing.

Morpheus takes out a cellular phone and dials a number.

MORPHEUS
Tank, we're going to need the signal soon.

The mirror gel seems to come to life, racing, crawling up his arms like hundreds of insects.

The mirror creeps up his neck as Neo begins to panic, tipping his head as though he were sinking into the mirror, trying to keep his mouth up.

NEO
It's cold.

TRINITY
I got a fibrillation!

MORPHEUS
Shit! Apoc?

Streams of mercury run from Neo's nose.

APOC
Targeting... almost there.

An alarm on Trinity's monitor erupts.

TRINITY
He's going into arrest!

APOC
Lock! I got him!

MORPHEUS
Now, Tank, now!

His eyes tear with mirror, rolling up and closing as a high-pitched electric scream erupts in the headphones. It is a piercing shriek like a computer calling to another computer--

Neo's body arches in agony and we are pulled like we were pulled into the holes of the phone, sucked into his scream and swallowed by darkness.

30 **INT. POWER PLANT** 30

Close on a man's body floating in a womb-red amnion. His body spasms, fighting against the thick gelatin.

Metal tubes, surreal versions of hospital tubes, obscure his face. Other lines like IVs are connected to limbs and cover his genitals.

He is struggling desperately now. Air bubbles into the Jell-O but does not break the surface. Pressing up, the surface distends, stretching like a red rubber cocoon.

Unable to breathe, he fights wildly to stand, clawing at the thinning elastic shroud, until it ruptures, a hole widening around his mouth as he sucks for air. Tearing himself free, he emerges from the cell.

It is Neo.

He is bald and naked, his body slick with gelatin. Dizzy, nauseous, he waits for his vision to focus.

He is standing in an oval capsule of clear alloy filled with red gelatin, the surface of which has solidified like curdled milk. The IVs in his arms are plugged into outlets that appear to be grafted to his flesh.

He feels the weight of another cable and reaches to the back of his head where he finds an enormous coaxial plugged and locked into the base of his skull. He tries to pull it out but it would be easier to pull off a finger.

To either side he sees other tube-shaped pods filled with red gelatin; beneath the wax-like surface, pale and motionless, he sees other human beings.

Fanning out in a circle, there are more. All connected to a center core, each capsule like a red, dimly glowing petal attached to a black metal stem.

Above him, level after level, the stem rises seemingly forever. He moves to the foot of the capsule and looks out. The image assaults his mind.

Towers of glowing petals spiral up to incomprehensible heights, disappearing down into a dim murk like an underwater abyss.

His sight is blurred and warped, exaggerating the intensity of the vision. The sound of the plant is like the sound of the ocean heard from inside the belly of Leviathan.

From above, a machine drops directly in front of Neo. He swallows his scream as it seems to stare at him. It is almost insect-like in its design; beautiful housings of alloyed metal covering organic-like systems of hard and soft polymers.

The machine seizes hold of Neo, paralyzing him as the cable lock at the back of his neck spins and opens.

The cable disengages itself. A long clear plastic needle and cerebrum-chip slides from the anterior of Neo's skull with an ooze of blood and spinal fluid. The other connective hoses snap free and snake away as the machine lets Neo go.

Suddenly, the back of the unit opens and a tremendous vacuum, like an airplane door opening, sucks the gelatin and then Neo into a black hole.

**31 INT. WASTE LINE** 31

The pipe is a waste disposal system and Neo falls, sliding with the clot of gelatin.

Banking through pipe spirals and elbows, flushing up through grease traps clogged with oily clumps of cellulite.

**32 INT. SEWER MAIN** 32

Neo begins to drown when he is suddenly snatched from the flow of waste.

The metallic cable then lifts, pulling him up into the belly of the futuristic flying machine hovering inside the sewer main.

**33 INT. HOVERCRAFT** 33

The metal harness opens and drops the half-conscious Neo onto the floor. Human hands and arms help him up as he finds himself looking straight at Morpheus.

He smiles.

MORPHEUS
Welcome to the real world, Neo.

Neo passes out.

FADE TO BLACK.

34 **INT. HOVERCRAFT** 34

We have no sense of time. We hear voices whispering.

MORPHEUS
We've done it, Trinity. We found him.

TRINITY
I hope you're right.

MORPHEUS
I don't have to hope it. I know it.

Neo's eyes flutter open. We see Morpheus' face above us, angelic in the fluorescent glow of a light stick.

NEO (O.S.)
...am I dead?

MORPHEUS
Far from it.

FADE TO BLACK.

35 **INT. HOVERCRAFT - INFIRMARY** 35

He opens his eyes again, something tingling through him. He focuses and sees his body pierced with dozens of acupuncture-like needles wired to a strange device.

DOZER
He still needs a lot of work.

DOZER and Morpheus are operating on Neo.

NEO
What are you doing?

MORPHEUS
Your muscles have atrophied. We're rebuilding them.

Fluorescent light sticks burn unnaturally bright.

NEO
Why do my eyes hurt?

MORPHEUS
You've never used them before.

Morpheus closes Neo's eyes and Neo lays back.

MORPHEUS
Rest, Neo. The answers are coming.

**36 INT. NEO'S ROOM** 36

Neo wakes up from a deep sleep, feeling better. He begins to examine himself. There is a futuristic IV plugged into the jack in his forearm. He pulls it out, staring at the grafted outlet.

He runs his hand over the short hair now covering his head. His fingers find and explore the large outlet in the base of his skull.

Just as he starts to come unglued, Morpheus opens the door.

NEO
Morpheus, what's happened to me? What is this place?

MORPHEUS
More important than what is when?

NEO
When?

MORPHEUS
You believe the year is 1997 when in fact it is much closer to 2197. I can't say for certain what year it is because we honestly do not know.

The wind is knocked from Neo's chest.

MORPHEUS
There is no reason for me to try to explain it when I can simply show it. Come with me.

**37 INT. HOVERCRAFT** 37

Like a sleepwalker, Neo follows Morpheus through the ship.

MORPHEUS
This is my ship, the Nebuchadnezzar. It's a hovercraft. Small like a submarine. It's cramped and cold. But it's home.

They climb a ladder up to the main deck.

38 **INT. MAIN DECK** 38

Everyone is there.

MORPHEUS
This is the main deck. You know most of my crew.

Trinity smiles and nods.

MORPHEUS
The ones you don't know. That's Mouse, Cypher, and Switch. Those two guys are Tank and Dozer.

The names and faces wash meaninglessly over Neo.

MORPHEUS
And this, this is the Core. This is where we broadcast our pirate signal and hack into the Matrix.

It is a swamp of bizarre electronic equipment. Vines of coaxial hang and snake to and from huge monolithic battery slabs, a black portable satellite dish and banks of life systems and computer monitors.

At the center of the web, there are six ecto-skeleton chairs made of a poly-alloy frame and suspension harness. Near the circle of chairs is the control console and operator's station where the network is monitored.

MORPHEUS
You want to know what the Matrix is, Neo? The answer is right here.

He touches the back of Neo's head.

MORPHEUS
Help him, Trinity.

Neo allows himself to be helped into one of the chairs. He feels Morpheus guiding a coaxial line into the jack at the back of his neck. The cable has the same kind of cerebrum chip we saw inside the plant.

MORPHEUS
This will feel a little weird.

There are several disturbing noises as he works the needle in.

We move in as Neo's shoulders bunch and his face tightens into a grimace until a loud click fires and his ears pop like when you equalize them underwater.

He relaxes, opening his eyes as we pull back to a feeling of weightlessness inside another place--

39 **INT. CONSTRUCT** 39



Neo is standing in an empty, blank-white space.

MORPHEUS
This is the Construct.

Startled, Neo whips around and finds Morpheus now in the room with him.

MORPHEUS
It is our loading program. We can load anything from clothes, to weapons, to training simulations. Anything we need.

Morpheus walks past Neo and when Neo turns he sees the two leather chairs from the Hotel Lafayette set up in front of a large-screen television.

MORPHEUS
Sit down.

Neo stands at the back of the chair as Morpheus sits.

NEO
Right now, we're inside a computer program?

Morpheus smiles.

MORPHEUS
Is it so hard to believe? Your clothes are different, the plugs in your arms and head are gone. Look at your hair, you were bald a moment ago.

Neo touches his head.

MORPHEUS
It's what we call residual self image. The mental projection of your electronic self. Wild, isn't it?

Neo's hands run over the cracked leather.

NEO
This-- This isn't real?

MORPHEUS
What is real? How do you define real? If you're talking about what you feel, taste, smell, or see, then real is simply electrical signals interpreted by your brain.

He picks up a remote control and clicks on the television. On the television, we see images of the twentieth-century city where Neo lived.

MORPHEUS
This is the world you know. The world as it was at the end of the twentieth century. It exists now only as part of a neural-interactive simulation that we call the Matrix.

He changes the channel and we see a very different city as we enter the television.

MORPHEUS
You have been living inside a dreamworld, Neo. As in Baudrillard's vision, your whole life has been spent inside the map, not the territory. This is the world as it exists today.

In the distance, we see the ruins of a future city protruding from the wasteland like the blackened ribs of a long-dead corpse.

MORPHEUS
'The desert of the real.'

Beneath us, the water is gone.

We turn and descend, spiraling down toward the lake bed which is scorched and split like burnt flesh, where we find Morpheus and Neo. Neo clings to the chair, trying to get his bearings.

MORPHEUS
We have only bits and pieces of information. What we know for certain is that, at some point in the early twenty-first century, all of mankind was united in celebration. Through the blinding inebriation of hubris, we marveled at our magnificence as we gave birth to A.I.

NEO
A.I.? You mean artificial intelligence?

MORPHEUS
Yes. A singular consciousness that spawned an entire race of machines. I must say I find it almost funny to imagine the world slapping itself on the back, toasting the new age. I say almost funny.

He looks up and his sunglasses reflect the obsidian clouds roiling overhead.

MORPHEUS
We don't know who struck first. Us or them. But we do know it was us that scorched the sky. At the time, they were dependent on solar power. It was believed they would be unable to survive without an energy source as abundant as the sun.

As we descend into the circular window of his glasses, there is a flash of lightning.

MORPHEUS
Throughout human history, we have been dependent on machines to survive. Fate, it seems, is not without a sense of irony.

**40 EXT. FETUS FIELDS** **40**

On the flash, we pull back from the darkness which reveals itself to be the black eye of a fetus.

MORPHEUS
The Machines discovered a new form of fusion. All they needed was a small electrical charge to initiate the reaction.

The fetus is suspended in a placenta-like husk, where its malleable skull is already growing around the brain-jack.

MORPHEUS
The human body generates more bioelectricity than a 120-volt battery and over 25,000 B.T.U.'s of body heat.

The husk hanging from a stalk is plucked by a thresher-like farm machine.

MORPHEUS
There are fields, endless fields where human beings are no longer born; we are grown.

We rise up, the field stretching in every direction to the horizon, lightning tearing open the sky as a harvester sweeps past us.

**A40 INT. POWER PLANT** **A40**

From the yawning black of the waste port, we begin to pull back as it snaps shut.

Red amniotic gel flows into the pod below us, pooling around a tiny newborn that suckles its feed tube.

MORPHEUS
For the longest time, I wouldn't believe it. But then I saw the fields with my own eyes, watched them liquify the dead so they could be fed intravenously to the living and standing there, facing the efficiency, the pure, horrifying precision, I came to realize the obviousness of the truth.

Still pulling back, we see the image of the power plant now on the television as we return to the white space of the construct.

**41 INT. CONSTRUCT** **41**

Morpheus steps into view as he clicks off the television.

MORPHEUS
What is the Matrix? Control.

He opens the back of the television remote control.

MORPHEUS
The Matrix is a computer-generated dreamworld built to keep us under control in order to change a human being into this.

He holds up a coppertop battery.

NEO
No! I don't believe it! It's not possible!

MORPHEUS
I didn't say that it would be easy, Neo. I just said that it would be the truth.

NEO
Stop! Let me out! I want out!

**42 INT. MAIN DECK** **42**

His eyes snap open and he thrashes against the chair, trying to rip the cable from the back of his neck.

NEO
Get this thing out of me!

TRINITY
Easy, Neo. Easy.

Dozer holds him while Trinity unlocks it. Once it's out, he tears away from them, falling as he trips free of the harness.

NEO
Don't touch me! Get away from me!

On his hands and knees, he reels as the world spins. Sweat pours off him as a pressure builds inside his skull as if his brain had been put into a centrifuge.

NEO
I don't believe it! I don't believe it!

CYPHER
He's going to pop!

Vomiting violently, Neo pitches forward and blacks out.

43 **INT. NEO'S ROOM** 43

He blinks, regaining consciousness. The room is dark. Neo is stretched out on his bed.

NEO
I can't go back, can I?

Morpheus is sitting like a shadow on a chair in the far corner.

MORPHEUS
No. But if you could, would you really want to?

Deep down, Neo knows that answer.

MORPHEUS
I feel that I owe you an apology. There is a rule that we do not free a mind once it reaches a certain age. It is dangerous. They have trouble letting go. Their mind turns against them. I've seen it happen. I'm sorry. I broke the rule because I had to.

He stares into the darkness, confessing as much to himself as to Neo.

MORPHEUS
When the Matrix was first built there was a man born inside that had the ability to change what he wanted, to remake the Matrix as he saw fit. It was this man that freed the first of us and taught us the truth; as long as the Matrix exists, the human race will never be free.

He pauses.

MORPHEUS
When he died, the Oracle prophesied his return and envisioned that his coming would hail the destruction of the Matrix, an end to the war and freedom for our people. That is why there are those of us that have spent our entire lives searching the Matrix, looking for him.

Neo can feel his eyes on him.

MORPHEUS
I did what I did because I believe the search is over.

He stands up.

MORPHEUS
Get some rest. You're going to need it.

NEO
For what?

MORPHEUS
Your training.

**44 INT. HOVERCRAFT** **44**

There is no morning; there is only darkness and then the fluorescent light sticks flicker on.

**45 INT. NEO'S ROOM** **45**

Neo is awake in his bed, staring up at the lights. The door opens and TANK steps inside.

TANK
Morning. Did you sleep?

NEO
No.

TANK
You will tonight. I guarantee it. I'm Tank. I'll be your operator.

He offers his hand and Neo shakes it. He notices that Tank doesn't have any jacks.

NEO
You don't have...

TANK
Any holes? Nope. Me and my brother Dozer, we are 100 percent pure, old-fashioned, home-grown human. Born free. Right here in the real world. Genuine child of Zion.

NEO
Zion?

TANK
If this war ended tomorrow, Zion is where the party would be.

NEO
It's a city?

TANK
The last human city. The only place we got left.

NEO
Where is it?

TANK
Deep underground. Near the earth's core, where it's still warm. You live long enough, you might even see it.

Tank smiles.

TANK
Goddamn, I got to tell you, I'm fairly excited to see what you are capable of. I mean if Morpheus is right and all. We're not supposed to talk about any of that but if you are, well then this is an exciting time. We got a lot to do, so let's get to it.

**46 INT. MAIN DECK** 46

Neo is plugged in, hanging in one of the suspension chairs.

TANK
We're supposed to load all these operations programs first, but this is some major boring shit. Why don't we start with something a little fun?

Tank smiles as he plops into his operator's chair. He begins flipping through a tall carousel loaded with micro discs.

TANK
How about some combat training?

Neo reads the label on the disk.

NEO
Jujitsu? I'm going to learn jujitsu?

Tank slides the disk into Neo's supplement drive.

NEO
No way.

Smiling, Tank punches the "load" code. His body jumps against the harness as his eyes clamp shut. The monitors kick wildly as his heart pounds, adrenaline surges, and his brain sizzles. An instant later his eyes snap open.

NEO
Holy shit!

TANK
Hey, Mikey, he likes it! Ready for more?

NEO
Hell yes!

47 **INT. MAIN DECK** 47

Close on a computer monitor as grey pixels slowly fill a small, half-empty box. It is a meter displaying how much download time is left.

The title bar reads: "Combat Series 10 of 12," file categories flashing beneath it: "Savate, Jujitsu, Ken Po, Drunken Boxing..."

Morpheus walks in.

MORPHEUS
How is he?

TANK
Ten hours straight. He's a machine.

Neo's body spasms and relaxes as his eyes open, breath hissing from his lips. He looks like he just orgasmed.

NEO
This is incredible. I know kung fu.

MORPHEUS
Show me.

48 **INT. DOJO** 48

They are standing in a very sparse Japanese-style dojo.

MORPHEUS
This is a sparring program, similar to the programmed reality of the Matrix. It has the same basic rules. Rules like gravity. What you must learn is that these rules are no different than the rules of a computer system. Some of them can be bent. Others can be broken. Understand?

Neo nods as Morpheus assumes a fighting stance.

MORPHEUS
Then hit me, if you can.

Neo assumes a similar stance, cautiously circling until he gives a short cry and launches a furious attack.

It is like a Jackie Chan movie at high speed, fists and feet striking from every angle as Neo presses his attack, but each and every blow is blocked by effortless speed.

49 **INT. MAIN DECK** 49

While their minds battle in the programmed reality, the two bodies appear quite serene, suspended in the drive chairs.

Tank monitors their Life Systems, noticing that Neo is wildly and chaotically lit up as opposed to the slow and steady rhythm of Morpheus.

50 **INT. MESS HALL** 50

MOUSE bursts into the room, interrupting dinner.

MOUSE
Morpheus is fighting Neo!

All at once, everyone bolts for the door.

51 **INT. DOJO** 51

Neo's face is knotted, teeth clenched, as he hurls himself at Morpheus.

MORPHEUS
Good. Adaptation. Improvisation. But your weakness isn't your technique.

Morpheus attacks him and it is like nothing we have seen. His feet and fists are everywhere, taking Neo apart. For every blow Neo blocks, five more hit their marks until--

Neo falls.

Panting, on his hands and knees, blood spits from his mouth, speckling the white floor of the dojo.

MORPHEUS
How did I beat you?

NEO
You-- you're too fast.

MORPHEUS
Do you think my being faster, stronger has anything to do with my muscles in this place?

Neo is frustrated, still unable to catch his breath.

MORPHEUS
Do you believe that's air you are breathing now?

Neo stands, nodding slowly.

MORPHEUS
Again.

Their fists fly with pneumatic speed.

52 **INT. MAIN DECK** 52

Everyone is gathered behind Tank watching the fight, like watching a game of Mortal Kombat.

MOUSE
Jeeezus Keeerist! He's fast! Look at his neural-kinetics! They're way above normal!

53 **INT. DOJO** 53

Morpheus begins to press Neo, countering blows while slipping in several stinging slaps.

MORPHEUS
Come on, Neo. What are you waiting for? You're faster than this. Don't think you are. Know you are.

Whack, Morpheus cracks Neo again. Neo's face twists with rage as the speed of the blows rises like a drum solo.

MORPHEUS
Come on! Stop trying to hit me and just hit me.

Wham. A single blow catches Morpheus on the side of the head, knocking off his glasses.

**54 INT. MAIN DECK** **54**

There are several gasps.

MOUSE
I don't believe it!

**55 INT. DOJO** **55**

Morpheus rubs his face, then smiles.

NEO
I know what you're trying to do--

MORPHEUS
I'm trying to free your mind, Neo, but all I can do is show you the door. You're the one that has to step through. Tank, load the jump program.

**56 INT. HOVERCRAFT** **56**

Apoc and Switch exchange looks as Tank grabs for the disk.

**57 INT. CONSTRUCT - ROOFTOP - DAY** **57**

Morpheus and Neo are again in the white space of the Construct. Beneath their feet, we see the jump program rush up at them until they are standing on a rooftop in a city skyline.

MORPHEUS
Let it all go, Neo. Fear. Doubt. Disbelief. Free your mind.

Morpheus spins, running hard at the edge of the rooftop. And jumps. He sails through the air, his coat billowing out behind him like a cape as he lands on the rooftop across the street.

NEO
Shit.

Neo looks down at the street twenty floors below, then at Morpheus an impossible fifty feet away.

NEO
Okie dokie. Free my mind. Right.
No problem.

He takes a deep breath. And starts to run.

58 **INT. MAIN DECK** 58

They are transfixed.

MOUSE
What if he makes it?

APOC
No way. Not possible.

TANK
No one's ever made their first jump.

MOUSE
I know but what if he does?

APOC
He won't.

Trinity stares at the screen, her fists clenching as she whispers.

TRINITY
Come on.

59 **EXT. ROOFTOP** 59

Summoning every ounce of strength in his legs, Neo launches himself into the air in a single maniacal shriek--

But comes up drastically short.

His eyes widen as he plummets. Stories fly by, the ground rushing up at him, but as he hits, the ground gives way, stretching like a trapeze net. He bounces and flips, slowly coming to a rest, flat on his back.

He laughs, a bit unsure, wiping the wind-blown tears from his face. Morpheus exits the building and helps him to his feet.

MORPHEUS
Do you know why you didn't make it?

NEO
Because... I didn't think I would?

Morpheus smiles and nods.

60 **INT. MAIN DECK** 60

They break up.

MOUSE
What does it mean?

SWITCH
It doesn't mean anything.

CYPHER
Everyone falls the first time, right, Trinity?

But Trinity has already left.

Neo's eyes open as Tank eases the plug out. He tries to move and groans, cradling his ribs. While Tank helps Morpheus, Neo spits blood into his hand.

NEO
I thought it wasn't real.

MORPHEUS
Your mind makes it real.

Neo stares at the blood.

NEO
If you are killed in the Matrix, you die here?

MORPHEUS
The body cannot live without the mind.

61 **INT. NEO'S ROOM** 61

Trinity enters from the hall, carrying a tray of food.

TRINITY
Neo, I saved you some dinner--

She sees him passed out on the bed. She sets the tray down and pulls the blanket over him.

She pauses, her face close to his, then inhales lightly, breathing in the scent of him before slowly pulling away.

62 **INT. HALL** 62

Trinity steps out of Neo's room to find Cypher watching her.

CYPHER
I don't remember you ever bringing me dinner.

Trinity says nothing.

CYPHER
There's something about him, isn't there?

TRINITY
Don't tell me you're a believer now?

CYPHER
I just keep wondering if Morpheus is so sure, why doesn't he take him to the Oracle? She would know.

TRINITY
Morpheus will take him when he's ready.

She turns and he watches her walk away.

**63 EXT. CITY STREET - TRAINING PROGRAM - DAY** 63

Morpheus moves effortlessly through a crowded downtown street while Neo struggles to keep up, constantly bumped and shouldered off the path.

MORPHEUS
The Matrix is a system, Neo, and that system is our enemy. But when you are inside and look around, what do you see; businessmen, lawyers, teachers, carpenters. The minds of the very people we are trying to save. But until we do, these people are still a part of the system and that makes them our enemy.

A cop writing a parking ticket stares at Neo from behind his glasses.

MORPHEUS
You have to understand that most of these people are not ready to be unplugged and many of them are so inured, so hopelessly dependent on the system that they will fight to protect it.

A beautiful woman in a red dress smiles at Neo as she passes by.

MORPHEUS
Were you listening to me, Neo? Or were you looking at the woman in the red dress?

NEO
I was...

MORPHEUS
Look again.

Neo turns just as Agent Smith levels a gun at his face. Neo screams.

MORPHEUS
Freeze it.

Everything except Morpheus and Neo freezes.

NEO
This-- This isn't the Matrix?

MORPHEUS
No, it's another training program designed to teach you one thing; if you are not one of us, you're one of them.

NEO
What are they?

MORPHEUS
Sentient programs. They can move in and out of any software still hardwired to their system. That means that anyone that we haven't unplugged is potentially an Agent. Inside the Matrix, they are everyone and they are no one.

Neo stares at the Agent.

MORPHEUS
We've survived by hiding from them, running from them, but they are the gatekeepers, they're guarding all the doors, holding all the keys which means that sooner or later someone is going to have to fight them.

NEO
Someone?

MORPHEUS
I won't lie to you, Neo. Every single man or woman who has stood their ground, who has fought an Agent, has died. But where they failed, you will succeed.

NEO
Why?

MORPHEUS
I've seen an Agent punch through a concrete wall. Men have emptied entire clips at them and hit nothing but air. Yet their strength and their speed are still based in a world that is built by rules. Because of that, they will never be as strong or as fast as you can be.

Neo scratches his head.

NEO
What? Are you trying to tell me that I can dodge bullets?

MORPHEUS
No, Neo. I'm trying to tell you that when you're ready, you won't have to.

Morpheus's cell phone rings and he flips it open.

TANK (V.O.)
We got trouble.

**64 EXT. SEWER MAIN** **64**

The Nebuchadnezzar blisters by, trailing a swirling, supercharged, electromagnetic wake.

**65 INT. COCKPIT** **65**

Morpheus slides into the co-pilot's chair next to Dozer.

MORPHEUS
Did Zion send the warning?

DOZER
No. Another ship. Big Brother I think, they're running a parallel pipeline.

Morpheus scans the decayed landscape of the sewer main that rolls by as Neo and Trinity squeeze into the cockpit behind him. An alarm begins to sound.

DOZER
Shit, Squiddy's sweeping in quick.

MORPHEUS
Set it down in there.

NEO
Squiddy?

TRINITY
A Sentinel. It's a killing machine designed for one thing.

DOZER
Search and destroy.

Neo feels the ship rock to the side as it squeezes into a tiny supply line.

66 **EXT. HOVERCRAFT** 66

The Nebuchadnezzar sets down, almost wedged into a pipe that barely accommodates its size.

67 **INT. COCKPIT** 67

Morpheus clicks the intercom.

MORPHEUS
How we doing, Tank?

68 **INT. MAIN DECK** 68

Tank works furiously at the operator's station as the ceaseless whir of the ship's turbines grind to a halt. The main deck is plunged into dark silence. The rest of the crew stands behind him as he whispers.

TANK
Power off-line. E.M.P. armed and ready.

Tank's fingers curl around a small key that glows a dim red.

**69 INT. COCKPIT** 69

Neo leans into Trinity's ear.

NEO
E.M.P?

TRINITY
An electromagnetic pulse. It disables any electrical system in the blast radius. It's the only weapon we have against the machines.

Dozer looks up.

DOZER
Now we wait.

Through the cockpit's windshield, the vast cavern of the sewer main yawns before them. Strands of green haze curl around mossy icicles that dangle into a pool of churning frozen waste.

Neo begins to angle around Dozer but Morpheus grabs him.

MORPHEUS
Don't move. It'll hear you.

Neo freezes and they wait. Without the Nebuchadnezzar's heating systems, the temperature in the cockpit begins to rapidly drop. The crew members huddle together, their breath freezing into a uniform cloud as it gets colder and colder.

Dozer quietly reaches to brush away the frost on the windshield and as his hand clears a swathe--

They see it.

In the darkness, a shifting shadow of mechanized death. It is beautiful and terrifying. Black alloy skin flickers like sequins beneath sinewy coils and skeletal appendages.

Neo can feel the hairs on the back of his neck rise as it silently glides over them with shark-like malevolence until it disappears into the darkness.

In the frozen little room, everyone breathes a little easier.

**70 INT. HALL** 70

The ship is quiet and dark. Everyone is asleep.

71 **INT. MAIN DECK**

The core glows with monitor light. Cypher is in the operator's chair as Neo comes up behind him.

CYPHER
Whoa! Shit, Neo, you scared the Bejeezus out of me.

NEO
Sorry.

CYPHER
No, it's all right.

Neo's eyes light up as he steps closer to the screens that seem alive with a constant flow of data.

NEO
Is that...?

CYPHER
The Matrix? Yeah.

Neo stares at the endlessly shifting river of information, bizarre codes and equations flowing across the face of the monitor.

NEO
Do you always look at it encoded?

CYPHER
Have to. The image translators sort of work for the construct programs but there's way too much information to decode the Matrix. You get used to it, though. Your brain does the translating. I don't even see the code. All I see is blonde, brunette, and redhead. You want a drink?

Neo nods and he pours a clear alcohol from a plastic jug.

CYPHER
You know, I know what you're thinking 'cause right now I'm thinking the same thing. Actually, to tell you the truth, I've been thinking the same thing ever since I got here.

He raises the glass.

CYPHER
Why, oh why, didn't I take that blue pill!?

He throws the shot down his throat. Neo does the same and it almost kills him. Smiling, Cypher slaps him on the back.

CYPHER
Good shit, eh? Dozer makes it. It's good for two things: degreasing engines and killing brain cells.

Red-faced, Neo finally stops coughing. Cypher pours him another.

CYPHER
Can I ask you something? Did he happen to tell you why he did it?

Neo looks up, unsure.

CYPHER
Why you're here?

NEO
...yeah.

CYPHER
Gee-zus! What a mindjob. You're here to save the world. You gotta be shitting me. What do you say to something like that?

Neo looks down at his drink.

CYPHER
I'm going to let you in on a little secret here. Now don't tell him I told you this, but this ain't the first time Morpheus thought he found the One.

NEO
Really?

CYPHER
*You bet your ass. It keeps him* going. Maybe it keeps all of us going.

NEO
How many were there?

CYPHER
Five. Since I've been here.

NEO
What happened to them?

CYPHER
Dead. All dead.

NEO
How?

CYPHER
Honestly? Morpheus. He got them all amped up believing in bullshit. I watched each of them take on an Agent and I watched each of them die. Little piece of advice: you see an Agent, you do what we do; run. Run your ass off.

Neo gulps down another shot.

NEO
Thanks... for the drink.

CYPHER
Any time.

Cypher nods as Neo heads for the ladder.

CYPHER
Sweet dreams.

**A71 INT. RESTAURANT - NIGHT** A71

Chamber music and the ambiance of wealth soak the restaurant around us as we watch a serrated knife saw through a thick, gorgeous steak. The meat is so perfect, charred on the outside, oozing red juice on the inside, that it could be a dream.

We hear a voice that we recognize immediately.

AGENT SMITH
Do we have a deal, Mr. Reagan?

A fork stabs the cube of meat and we follow it up to the face of Cypher.

CYPHER
You know, I know that this steak doesn't exist. I know that when I put it in my mouth, the Matrix is telling my brain that it is juicy and delicious. After nine years, do you know what I've realized?

He shoves it in, eyes rolling up, savoring the tender beef melting in his mouth.

CYPHER
Ignorance is bliss.

Agent Smith watches him chew the steak loudly, smacking it between his teeth.

CYPHER
Mmm so, so goddamn good.

AGENT SMITH
Then we have a deal?

CYPHER
I don't want to remember nothing. Nothing! You understand? And I want to be rich. Someone important. Like an actor. You can do that, right?

AGENT SMITH
Whatever you want, Mr. Reagan.

Cypher takes a deep drink of wine.

CYPHER
All right. You get my body back in a Power Plant, reinsert me into the Matrix, and I'll get you what you want.

AGENT SMITH
Access codes to the Zion mainframe.

CYPHER
I told you I don't know them. But I can give you the man who does.

AGENT SMITH
Morpheus.

72 **INT. MESS HALL** 72

Close on breakfast, a substance with a consistency somewhere between yogurt and cellulite.

TANK
Here you go, buddy. Breakfast of champions.

Tank slides it in front of Neo and takes a seat with the other crew members enjoying breakfast.

MOUSE
If you close your eyes, it almost feels like you're eating runny eggs.

APOC
Or a bowl of snot.

MOUSE
But you know what it really reminds me of? Tastee Wheat. Did you ever eat Tastee Wheat?

SWITCH
No, but technically neither did you.

MOUSE
Exactly my point, because you have to wonder, how do the machines know what Tastee Wheat really tasted like? Maybe they got it wrong, maybe what I think Tastee Wheat tasted like actually tasted like oatmeal, or tuna fish. It makes you wonder about a lot of things. Take chicken for example. Maybe they couldn't figure out what to make chicken taste like which is why chicken tastes like everything. And maybe--

APOC
Shut up, Mouse.

Neo scoops up a spoonful.

DOZER
It's a single-celled protein combined with synthetic aminos, vitamins, and minerals. Everything your body needs. We grow it in a vat.

MOUSE
Oh no, it doesn't have everything the body needs.

He sidles up to Neo.

MOUSE
So I understand you've run through the Agent training program? You know, I wrote that program.

APOC
Here it comes.

MOUSE
So what did you think of her?

NEO
Of who?

MOUSE
The woman in the red dress. I designed her. She doesn't talk much but if you'd like to, you know, meet her, I could arrange a more personalized milieu.

SWITCH
The digital pimp hard at work.

MOUSE
Pay no attention to these hypocrites, Neo. To deny our impulses is to deny the very thing that makes us human.

Morpheus enters.

MORPHEUS
I want everyone on twelve-hour standby. We're going in. I'm taking Neo to see her.

With that he turns and leaves.

NEO
See who?

TANK
The Oracle.

**A72 INT. MAIN DECK** **A72**

Everyone is strapped into their chairs. Tank is at the operator's station.

TANK
All right, everyone please observe that the no smoking and fasten seat belt signs have been turned on. Sit back and enjoy your flight.

He strikes the enter key and we rush clockwise over the chairs, each body reacting as we cut--

**B72 INT. HOTEL LAFAYETTE - ROOM 1313** **B72**

Spinning counter clockwise around an old phone that rings inside the empty room until we spin full circle and find everyone now standing there.

Morpheus answers the phone.

MORPHEUS
We're in.

**73 EXT. HOTEL LAFAYETTE - DAY** **73**

The door opens and for the first time since his release, Neo steps back into the Matrix. He squints at the sun which seems unnaturally bright. He is the only one without sunglasses.

Apoc and Switch remain at the door as the others enter the alley.

MORPHEUS
We should be back in an hour.

Cypher opens the driver's door of an old car. As Trinity, Morpheus, and Neo cross to the car, Cypher glances about quickly, then drops something inside a garbage can.

It is a cellular phone and we see its blue display as the line connects.

**74 INT. CAR** **74**

Neo sits beside Trinity in the back. He cannot stop staring as the simple images of the urban street blur past his window like an endless stream of data rushing down a computer screen.

MORPHEUS
Almost unbelievable, isn't it?

Neo nods as the car continues to wind through the crowded city.

NEO
God...

TRINITY
What?

NEO
I used to eat there... Really good noodles...

He is speaking in a whisper, almost as if talking to himself.

NEO
I have these memories, from my entire life but... none of them really happened.

He turns to her.

NEO
What does that mean?

TRINITY
That the Matrix cannot tell you who you are.

NEO
But an Oracle can.

TRINITY
That's different.

NEO
Obviously.

He turns to the window for a moment and then turns back.

NEO
Did you go to her?

TRINITY
Yes.

NEO
What did she tell you?

TRINITY
She told me...

She looks at him and suddenly she is unable to speak or even breathe.

NEO
What?

The car suddenly jerks to a stop.

MORPHEUS
We're here. Neo, come with me.

Neo and Morpheus get out of the car. Cypher looks into the rearview mirror at Trinity.

CYPHER
Here we go again, eh, Trin?

He smiles as she turns to the window.

**75 EXT. BUILDING** **75**

Tenement-like and vast, it is the kind of place where people can disappear.

**76 INT. BUILDING** **76**

Morpheus nods to a blind man who nods back. An elevator opens and Neo follows Morpheus inside.

**77 INT. ELEVATOR** **77**

The idea of learning one's fate begins to weigh upon Neo with a steadily growing unease.

NEO
So is this the same oracle that made the, uh, prophecy?

MORPHEUS
Yes. She's very old. She's been with us since the beginning.

NEO
The beginning?

MORPHEUS
Of the Resistance.

NEO
And she knows what? Everything?

MORPHEUS
She would say she knows enough.

NEO
And she's never wrong.

MORPHEUS
Don't think of it in terms of right and wrong. She is a guide, Neo. She can help you find the path.

NEO
She helped you?

MORPHEUS
Yes.

NEO
What did she tell you?

MORPHEUS
That I would find the One.

Ding. The elevator opens.

78 **INT. HALL** 78

The long dark hall beckons. Neo follows Morpheus out of the elevator and the doors rattle shut behind him. With every step, a disturbing sense of inevitability closes in around him.

At the end of the hall, Morpheus steps to the side of a door.

MORPHEUS
I told you that I can only show you the door. You have to step through it.

Neo blows out a breath. His hand reaches but stops, hovering over the spherical handle. He backs away.

NEO
Morpheus, I don't think this is a good idea.

MORPHEUS
Why?

NEO
I told you I don't believe in this stuff. No matter what she says I'm not going to believe it, so what's the point?

MORPHEUS
What do you believe in?

NEO
What do I believe in? Are you kidding me? What do you think? The world I grew up in, isn't real. My entire life was a lie. I don't believe in anything anymore.

MORPHEUS
That's why we're here.

NEO
Why? So I can hear some old lady tell me, what? That I'm this guy that everybody's been waiting for? That I'm supposed to save the world? It sounds insane. Unbelievable. And I don't care who says it, it's still going to sound insane and unbelievable.

MORPHEUS
Faith is not a matter of reasonability. I do not believe things with my mind. I believe them with my heart. In my gut.

NEO
And you believe I'm the One?

MORPHEUS
Yes I do.

NEO
Yeah? What about the other five guys? The five before me? What about them?

Morpheus tries to hide his heart being wrenched from his chest.

NEO
Did you believe in them too?

MORPHEUS
I believed what the Oracle told me.... No, I misunderstood what she told me. I believed that it was all about me.

This is difficult for Morpheus to admit.

MORPHEUS
I believed that all I had to do was point my finger and anoint whoever I chose. I was wrong, Neo. Terribly wrong. Not a day or night passes that I do not think of them. After the fifth, I lost my way. I doubted everything the Oracle had said. I doubted myself.

He looks up at Neo.

MORPHEUS
And then I saw you, Neo, and my world changed. You can call it an epiphany, you can call it whatever the hell you want. It doesn't matter. It's not about a word. It's about this. So I can't explain it to you. All I can do is believe, Neo, believe that one day you will feel what I felt and know what I know; you are the sixth and the last. You are the One.

His eyes blaze.

MORPHEUS
Until that time all I am asking from you is for you to hold on to whatever respect you may have for me and trust me.

Neo feels a rush from Morpheus's intensity, the unadulterated confidence of a zealot.

NEO
All right.

He reaches for the handle which turns without him even touching it. A WOMAN wearing white opens the door.

PRIESTESS (WOMAN)
Hello, Neo. You're right on time.

79 **INT. ORACLE'S APARTMENT** 79

It seems particularly normal.

PRIESTESS
Make yourself at home, Morpheus.

MORPHEUS
Thank you.

PRIESTESS
Neo, come with me.

She leads Neo down another hall and into what appears to be a family room.

There is another woman in white sitting on a couch watching a soap opera. Scattered about the room are a half dozen children. Some of them are playing, others are deep in meditation. All of them exude a kind of Zen calm.

PRIESTESS
These are the other Potentials.
You can wait here.

Neo watches a little girl levitate wooden alphabet blocks. Closer to him, a SKINNY BOY with a shaved head holds a spoon which sways like a blade of grass.

In front of him is a pile of spoons bent and twisted into knots. Neo crosses to him and sits. The boy smiles and hands Neo the spoon which is now perfectly straight.

SPOON BOY
Do not try to bend the spoon. That is impossible. Instead, only try to realize the truth.

NEO
What truth?

SPOON BOY
That there is no spoon.

Neo nods, staring at the spoon.

NEO
There is no spoon.

SPOON BOY
Then you will see that it is not the spoon that bends. It is only yourself.

The entire room is reflected inside the spoon and as Neo stares into it, it slowly begins to bend until--

A hand touches his shoulder.

PRIESTESS
The Oracle will see you now.

Spoon Boy smiles.

**80 INT. KITCHEN** **80**

An OLD WOMAN is huddled beside the oven, peering inside through a cracked door.

NEO
Hello?

ORACLE (OLD WOMAN)
I know. You're Neo. Be right with you.

NEO
You're the Oracle?

ORACLE
Bingo. Not quite what you were expecting, right? I got to say I love seeing you non-believers. Always a pip. Almost done. Smell good, don't they?

NEO
Yeah.

ORACLE
I'd ask you to sit down, but you're not going to anyway. And don't worry about the vase.

NEO
What vase?

He turns to look around and his elbow knocks a vase from the table. It breaks against the linoleum floor.

ORACLE
That vase.

NEO
Shit, I'm sorry.

She pulls out a tray of chocolate chip cookies and turns. She is an older woman, wearing big oven mitts, comfortable slacks, and a print blouse. She looks like someone's grandma.

ORACLE
I said don't worry about it. I'll get one of my kids to fix it.

NEO
How did you know...?

She sets the cookie tray on a wooden hot pad.

ORACLE
What's really going to bake your noodle later on is, would you still have broken it if I hadn't said anything.

Smiling, she lights a cigarette.

ORACLE
You're cuter than I thought. I see why she likes you.

NEO
Who?

ORACLE
Not too bright though.

She winks.

ORACLE
You know why Morpheus brought you to see me?

He nods.

ORACLE
So? What do you think? You think you're the One?

NEO
Honestly? I don't know.

She gestures to a wooden plaque, the kind every kitchen has, except that the words are in Latin.

ORACLE
You know what that means? It's Latin. Means, "Know Thyself." I'm gonna let you in on a little secret. Being the One is just like being in love. Nobody can tell you you're in love. You just know it. Through and through. Balls to bones.

She puts her cigarette down.

ORACLE
Well, I better have a look at you. Open your mouth. Say "Ahh."

She widens his eyes, checks his ears, then feels the glands in his neck. She nods then looks at his palms.

ORACLE
Okay, now I'm supposed to say, "Hmmm, that's interesting but..." Then you say--

NEO
But what?

ORACLE
But you already know what I'm going to tell you.

NEO
I'm not the One.

ORACLE
Sorry, kid. You got the gift but looks like you're waiting for something.

NEO
What?

ORACLE
Your next life, maybe. Who knows. That's how these things go.

Neo almost has to laugh.

ORACLE
What's funny?

NEO
Morpheus. He almost had me convinced.

ORACLE
I know. Poor Morpheus. Without him we are lost.

NEO
What do you mean, without him?

The Oracle takes a long drag, regarding Neo with the eyes of a Sphinx.

ORACLE
Are you sure you want to hear this?

Neo nods.

ORACLE
Morpheus believes in you, Neo and no one, not you or even me can convince him otherwise. He believes it so blindly that he's going to sacrifice his life to save yours.

NEO
What?

ORACLE
You're going to have to make a choice. In one hand, you will have Morpheus's life. In the other hand, you will have your own. One of you is going to die. Which one, will be up to you.

Neo can't breathe.

ORACLE
I'm sorry, kiddo. I really am. You have a good soul and I hate giving good people bad news. But don't worry, as soon as you walk outside that door, you'll start feeling better. You'll remember that you don't believe any of this fate crap. You're in control of your own life, remember?

He tries to nod as she reaches for the tray of cookies.

ORACLE
Here, take a cookie. I promise by the time you're done eating it, you'll feel right as rain.

Neo takes a cookie, the tightness in his chest slowly beginning to fade.

81 **INT. SITTING ROOM - DAY** 81

Morpheus rises from a couch as the Priestess escorts Neo out. When they are alone, Morpheus puts his hand on Neo's shoulder.

MORPHEUS
You don't have to tell anyone what she told you. What was said was said for you and you alone.

Neo nods and takes a bite of his cookie.

82 **INT. CAR** 82

Neo and Morpheus get in the car.

MORPHEUS
Let's go.

Cypher looks into the rearview mirror at Neo.

CYPHER
Well, good news or bad news?

MORPHEUS
Not now, Cypher.

Cypher slaps the car in gear and pulls into traffic. Trinity looks at Neo who is staring at the final bit of cookie. He puts it in his mouth and chews.

TRINITY
Are you all right?

NEO
...right as rain.

83 **SCENE OMITTED** 83

84 **INT. ROOM 1313 - DAY** 84

Mouse's cellular rings.

MOUSE
Welcome to Movie-Phone.

TANK (V.O.)
They're on their way.

85 **EXT. CITY STREET - DAY** 85

As they get out of the car, Cypher smiles at Neo.

CYPHER
Like the man says, welcome to the real world.

Cypher, following the others into the hotel, nervously glances around, wiping the sweat from his forehead.

86 **INT. MAIN DECK** 86

Sweat rolls down Cypher's face and neck. At the operator's station, Tank is typing rapidly.

TANK
What is that...?

87 **INT. HOTEL LAFAYETTE - DAY** 87

Light filters down the throat of the building, through a caged skylight at the top of the open elevator shaft. Six figures glide up the dark stairs that wind around the antique elevator.

Neo notices a black cat, a yellow-green-eyed shadow that slinks past them and pads quickly down the stairs.

A moment later, Neo sees another black cat that looks and moves identically to the first one.

NEO
Whoa. Deja vu.

Those words stop the others dead in their tracks.

88 **INT. MAIN DECK** 88

The monitors suddenly glitch as though the Matrix had an electronic seizure.

TANK
Oh shit! Oh shit!

89 **INT. HOTEL LAFAYETTE - DAY** 89

Trinity turns around, her face tight.

TRINITY
What did you just say?

NEO
Nothing. Just had a little deja vu.

TRINITY
What happened? What did you see?

NEO
A black cat went past us and then I saw another that looked just like it.

TRINITY
How much like it? Was it the same cat?

NEO
It might have been. I'm not sure.

Trinity looks at Morpheus who listens quietly to the rasping breath of the old building.

NEO
What is it?

TRINITY
A deja vu is usually a glitch in the Matrix. It happens when they change something.

She also listens as the staccato beat of helicopter blades grows ominously loud.

**90 INT. MAIN DECK** 90

Tank sees what was changed.

TANK
It's a trap!

**91 INT. STAIRCASE - DAY** 91

Morpheus looks up the stairs as he hears a helicopter.

MORPHEUS
Come on!

Apoc slaps a gun in Neo's hand.

APOC
I hope the Oracle gave you some good news.

Neo nods, stuffing it into his belt.

**92 INT. BASEMENT - DAY** 92

Heavy bolt cutters snap through the main phone cable.

**93 INT. ROOM 1313 - DAY** 93

Hearing the helicopter, Mouse goes to the draped windows as his cellular rings. He answers it.

TANK (V.O.)
They cut the hardline! It's a trap! Get out!

Mouse yanks open the curtain.

MOUSE
Oh no.

The windows are bricked up. Mouse spins as the rumble of combat boots builds, then explodes into the room.

**94 INT. MAIN DECK** 94

Tank watches helplessly.

TANK
No, no, no.

95 **INT. STAIRS - DAY** 95

Morpheus stops as Mouse's scream is drowned out by the report of machine gun fire.

96 **INT. ROOM 1313 - DAY** 96

Mouse sails backwards as bullets pound him against the blood-spattered brick window.

97 **INT. MAIN DECK** 97

Mouse's body thrashes against its harness, blood coughing from his mouth in one final spasm, then lying perfectly still. The flatline alarm softly cries out from the life monitor.

98 **SCENE OMITTED** 98

99 **INT. STAIRWELL - DAY** 99

Flying downstairs, Morpheus stops, hearing police swarming below.

A99 **INT. HALL - DAY** A99

He turns and rushes down the hall of the eighth floor. At the end of it, he finds the bricked-up windows.

CYPHER
That's what they changed. We're trapped. There's no way out.

The sound of heavy bootsteps close around them with the mechanical sureness of a vice.

MORPHEUS
Give me your phone.

TRINITY
They'll be able to track it.

MORPHEUS
We have no choice.

Morpheus rips off his jacket.

100 **INT. MAIN DECK** 100

Tank answers the call.

MORPHEUS (V.O.)
Tank, find a structural drawing of this building and find it fast.

**101 INT. HOTEL LAFAYETTE - DAY** **101**

Flashlights probe the rotting darkness as the police search every floor.

**102 INT. MAIN DECK** **102**

The diagram windows onto the screen.

TANK
Got it.

MORPHEUS (V.O.)
I need the main wet-wall.

**103 INT. ROOM 1313 - DAY** **103**

Agent Smith stands over Mouse's dead body, his hand going to his earpiece.

**104 INT. ROOM 808 - DAY** **104**

Morpheus is guided by Tank.

TANK (V.O.)
Now left and that's it in front of you.

MORPHEUS
Good.

**105 INT. ROOM 1313 - DAY** **105**

Agent Smith hears the line click dead.

AGENT SMITH
Eighth floor. They're on the eighth floor.

**A105 INT. STAIRWELL - DAY** **A105**

Agent Brown listens to his ear-piece.

**106 INT. STAIRWELL - DAY** **106**

Boots clatter up the marble staircase.

**A106 INT. HALL - DAY** **A106**

Cops flood the eighth floor, rushing everywhere.

**107 INT. ROOM 808 - DAY** **107**

Several cops sweep through the room. It is empty. As they pass the bathroom, we see a man-sized hole smashed through the plaster and lath.

108 **INT. WALL - DAY** 108

They are inside the main plumbing wall, slowly worming their way down the grease black stack pipes. Above them, light fills the hole they made to get inside.

109 **INT. HALL - DAY** 109

Agent Brown and Agent Smith stand over Morpheus's jacket.

AGENT BROWN
Where are they?

110 **INT. ROOM 608 - DAY** 110

The cops search in silence, straining for a clue, when one hears something strange near the bathroom.

111 **INT. WALL - DAY** 111

Cypher has slipped and is wedged between the wall and several thick supply pipes.

112 **INT. ROOM 608 - DAY** 112

The cop leans in, his ear almost against the thin membrane of plaster separating them. He can hear whispers, hisses, and a grunt when--

The wall suddenly bulges, shatter-cracking as the Cop realizes--

COP
They're in the walls!

113 **INT. WALL - DAY** 113

Trinity pulls Cypher free just as the Cop opens fire, bullets punching shafts of light like swords into the box of soot-black space.

Neo finds his gun first and begins blasting blindly through the plaster and lath.

114 **INT. ROOM 608 - DAY** 114

The Cop spins out of the bathroom for cover, Neo's bullets splintering the door jamb.

About to whirl back in, he freezes as something seems to seize hold of him. The Cop's body starts to spasm and his M-16 falls to the ground, long shadows springing up from the mounted flashlight.

115 **INT. WALL - DAY** 115

Neo listens for a moment, the gunfire quiet when he hears footsteps rising fast.

Two arms suddenly smash through the wall, punching Neo back against the iron stack pipe, fingers gouging into his neck.

CYPHER
It's an Agent!

Just as Neo's throat is about to collapse, Morpheus explodes through the tattered plaster and lath, diving on top of Agent Smith.

The two men crash to the wet terrazzo floor.

Before Agent Smith can find his weapon, Morpheus is on him, pinning him in an iron grip.

In the crawlspace, Trinity tries to scramble up past Cypher.

TRINITY
Morpheus!

Morpheus squeezes Agent Smith's throat.

MORPHEUS
Trinity, you must get Neo out. Do you understand? He is all that matters.

Neo suddenly glimpses what is happening but is powerless to stop it.

NEO
No. No! Morpheus! Don't!

MORPHEUS
Trinity! Go!

Trinity's fists ball in frustration. She yells down to Apoc.

TRINITY
Go!

NEO
We can't leave him!

TRINITY
We have to!

She grabs his ankle and they begin almost falling using the lath as a brake, skidding down the inside of the wall.

**116 INT. BASEMENT - DAY** **116**

This part of the basement, a dark concrete cavern, was the main mechanical room. There are four enormous boilers, dinosaur-like technology that once pumped hot water like arteries.

Soldiers' blinding lights cut open the darkness as Trinity, Neo, and the others crash through the ceiling. Around them they hear a chorus of short, sharp coughs of grenade launchers from gas-masked figures.

Smoke blossoms from the green metal canisters. Trinity never stops moving. Searching the floor, she finds what she needs; the cover of the catch basin.

Cypher watches her pry open the grate, when a gas can bounces near him.

TRINITY
Come on!

Cypher seems to trip as the cloud envelops him.

Trinity watches Cypher disappear into the smoke, then follows the others down the wet-black hole.

**117 INT. ROOM 608 - DAY** **117**

Morpheus and Agent Smith remain on the ground, locked in each other's death grip.

AGENT SMITH
The great Morpheus. We meet at last.

MORPHEUS
And you are?

AGENT SMITH
Smith. I am Agent Smith.

MORPHEUS
You all look the same to me.

Agent Smith counters Morpheus and slowly begins to pry his hands from his throat. Striking like a viper, Morpheus drives a vicious head butt into Agent Smith's face. His nose and glasses shatter.

Agent Smith, unfazed, smiles, blood oozing from the shattered bridge of his nose and returns Morpheus's head butt with three of his own in pneumatic succession.

Morpheus staggers back, his body going slack when another kick buries him deep into crunching plaster and lath.

Morpheus turns in time to see a wall of men in the doorway.

AGENT SMITH
Take him.

The wall of Cops rush Morpheus, filling the tiny bathroom until he disappears under the tide.

**118 INT. MAIN DECK** **118**

Tank reaches out to the screen as if reaching for Morpheus.

TANK
No!

**119 SCENE OMITTED** **119**

**120 EXT. STREET - DAY** **120**

A manhole cover cracks open. Two eyes peek out just as a truck rattles over it. The thunder dopplers away and the cover opens. Trinity climbs out.

**121 INT. MAIN DECK** **121**

Tank is again at the monitors, searching the Matrix when the phone rings.

TANK
Operator.

CYPHER (V.O.)
I need an exit! Fast!

TANK
Cypher?

**122 EXT. STREET - DAY** **122**

Cypher is standing at a public phone. Across the street is the burning paddy wagon that appears to have collided with an oncoming car.

CYPHER
There was an accident. A goddamn car accident. All of a sudden.
(MORE)

CYPHER (cont'd)
Boom. Jesus, someone up there still likes me.

TANK (V.O.)
I got you.

CYPHER
Just get me outta here.

TANK (V.O.)
Nearest exit is Franklin and Erie. An old T.V. repair shop.

Cypher hangs up and smiles as we hear fire trucks in the distance.

CYPHER
An actor. Definitely.

**123 INT. MAIN DECK** 123

The phone rings. Tank answers.

TRINITY (V.O.)
Tank, it's me.

**124 EXT. STREET - DAY** 124

All four are moving quickly down a back street.

NEO
Is Morpheus alive?

TRINITY
Is Morpheus still alive, Tank?

TANK (V.O.)
Yes. They're moving him. I don't know where yet.

TRINITY
He's alive.

Again, inevitability seems to cinch around Neo.

TRINITY
We need an exit!

TANK (V.O.)
You're not far from Cypher.

TRINITY
Cypher, I thought--

TANK (V.O.)
So did we. I sent him to Franklin and Erie.

TRINITY
Got it.

**A124 EXT. T.V. REPAIR SHOP - DAY** **A124**

In a deserted alley, Cypher steps onto a dumpster in front of a small boarded-up window.

**125 INT. T.V. REPAIR SHOP - DAY** **125**

Dead machines, eviscerated and shrouded with dust, lay on metal shelves like bodies in a morgue. Plywood covering a window is ripped off and Cypher crawls inside.

Deep in the back room, a phone that has not rung in years begins to ring.

**126 EXT. STREET - DAY** **126**

Trinity sees the T.V. repair shop.

**127 INT. MAIN DECK** **127**

Tank punches the exit command.

TANK
Got him.

Cypher's body twitches in its harness, jerking itself awake.

**128 INT. T.V. REPAIR SHOP - DAY** **128**

Neo crawls through the window that Cypher opened.

**129 INT. MAIN DECK** **129**

Tank finishes loading the exit program as Cypher pulls back a heavy blanket, exposing a high-tech rifle.

**130 INT. T.V. REPAIR SHOP - DAY** **130**

The phone begins to ring as the others crawl in.

SWITCH
God, I love that sound.

**131 INT. MAIN DECK** **131**

Suddenly, a white bolt of lightning explodes against Tank's chair, blasting him into the air.

Cypher checks the gun, unable to believe he missed.

CYPHER
Shit.

Tank is on his feet, lunging when Cypher fires again, square into his chest.

DOZER
No!

**132 INT. T.V. REPAIR SHOP - DAY** 132



The phone is still ringing.

TRINITY
You first, Neo.

Neo answers the phone when there is a click. There is no signal. Nothing but silence.

TRINITY
What happened?

NEO
I don't know. It just went dead.

Trinity listens to the dead line and takes out the cellular.

**133 INT. MAIN DECK** 133

The operator phone begins to ring. Cypher steps over the sizzling body of Dozer and looks at the monitor.

**134 INT. T.V. REPAIR SHOP - DAY** 134

Every unanswered ring wrings her gut a little tighter, until--

CYPHER (V.O.)
Hello, Trinity.

TRINITY
Cypher? Where's Tank?

CYPHER (V.O.)
He had an accident.

TRINITY
An accident?!

**135 INT. MAIN DECK/T.V. REPAIR SHOP [INTERCUT]** 135

He walks over to Trinity's body, staring down at it hanging in its coma-like stillness.

CYPHER
You know, for a long time, I thought I was in love with you, Trinity. I used to dream about you...

He nuzzles his face against hers, feeling the softness of it.

CYPHER
You are a beautiful woman. Too bad things had to work out like this.

TRINITY
You killed them.

APOC
What?!

SWITCH
Oh, God.

Wearing Tank's operator headgear, Cypher moves among the silent bodies.

CYPHER
I'm tired, Trinity. I'm tired of this war, I'm tired of fighting. I'm tired of this ship, of being cold, of eating the same goddamn goop every day. But most of all, I'm tired of this jagoff and all of his bullshit.

Cypher leans over, talking to Morpheus.

CYPHER
Surprise, asshole. Bet you never saw this coming, did you? God, I wish I could be there when they break you. I wish I could walk in just as it happens, so right then, you'd know it was me.

TRINITY
My God. Morpheus. You gave them Morpheus.

CYPHER
He lied to us, Trinity! He tricked us! If he would've told us the truth, we would've told him to shove that red pill up his ass!

TRINITY
That's not true, Cypher. He set us free.

CYPHER
Free? You call this free? All I do is what he tells me to do. If I have to choose between that and the Matrix, I choose the Matrix.

TRINITY
The Matrix isn't real!

CYPHER
Oh, I disagree, Trinity. I disagree. I think the Matrix can be more real than this world. I mean, all I do is pull a plug here. But there, you have to watch Apoc die.

She looks up at Apoc, her face going white.

APOC
Trinity?

He grabs hold of the cable in Apoc's neck, twists it, and yanks it out.

CYPHER
Welcome to the real world, eh baby?

Apoc seems to go blind for an instant, a scream caught in his throat, his hands reaching for nothing, and then falls dead.

SWITCH
No!

TRINITY
But you're out, Cypher. You can't go back.

CYPHER
That's what you think. They've promised to take me back. They're going to reinsert my body. I'll go back to sleep and when I wake up, I'll be fat and rich and I won't remember a goddamned thing. It's the American dream.

He laughs, his hand sliding around the neck of Switch as he takes hold of her plug.

CYPHER
By the way, if you have anything terribly important to say to Switch, I suggest you say it now.

TRINITY
Oh no, please don't.

Trinity's eyes find Switch and she knows she's next.

SWITCH
Not like this. Not like this.

She suddenly feels her body severed from her mind as she is murdered.

CYPHER
Too late.

TRINITY
Goddamn you, Cypher!

CYPHER
Don't hate me, Trinity. I'm just the messenger. And right now I'm going to prove it to you.

He stands over Neo.

CYPHER
If Morpheus was right, then there's no way I can pull this plug, is there?

She turns to Neo, eyes wide with fear and he knows he is next.

CYPHER
If Neo is the One, then in the next few seconds there has to be some kind of miracle to stop me. Right? How can he be the One if he's dead?

He takes hold of the cord.

CYPHER
You never did answer me, Trinity, when I asked you before. Did you buy Morpheus's bullshit? Come on. You can tell me, did you? All I want is a little yes or no. Look into his eyes, Trinity, those big pretty eyes and tell me the truth. Yes or no.

Trinity stares at Neo as a single word falls soundlessly from her lips.

TRINITY
...yes.

CYPHER
No!

Charred and bloody, Tank levels the gun.

CYPHER
I don't believe it!

TANK
Believe it or not, you piece of shit, you're still going to burn.

He fires a crackling bolt of lightning that knocks Cypher flying backwards.

136 **SCENE OMITTED** 136

137 **INT. T.V. REPAIR SHOP - DAY** 137

Trinity throws her arms around Neo and for a moment they are alone and alive until the phone rings.

NEO
Go. You first this time.

138 **INT. MAIN DECK** 138

Trinity's eyes snap open, a sense of relief surging through her at the sight of the ship. As Tank unplugs her, she sees his charred wounds.

TRINITY
Tank, you're hurt.

TANK
I'll be all right.

TRINITY
Dozer?

Tank's face tightens and she takes him into her arms.

139 **EXT. GOVERNMENT BUILDING - DAY** 139

A government high-rise in the middle of downtown where a military helicopter sets down on the roof.

Agent Jones gets out of the helicopter, flanked by columns of Marines. They open the roof access door and enter the top floor maintenance level of the building.

140 **INT. EXECUTIVE OFFICE - DAY** 140

Agent Smith stands, staring out the windows at the city below shimmering with brilliant sunlight.

AGENT SMITH
Have you ever stood and stared at it, Morpheus? Marveled at its beauty. Its genius. Billions of people just living out their lives... oblivious.

Morpheus is handcuffed to a chair, stripped to the waist. He is alternately shivering and sweating, wired to various monitors with white disk electrodes. Beside him, Agent Brown sucks a serum from a glass vial, filling a hypodermic needle.

AGENT SMITH
Did you know that the first Matrix was designed to be a perfect human world? Where none suffered, where everyone would be happy. It was a disaster. No one would accept the program. Entire crops were lost.

Agent Brown jams the needle into Morpheus's shoulder and plunges down.

AGENT SMITH
Some believed we lacked the programming language to describe your perfect world. But I believe that, as a species, human beings define their reality through suffering and misery.

Agent Brown studies the screens as the life signs react violently to the injection.

AGENT SMITH
The perfect world was a dream that your primitive cerebrum kept trying to wake up from. Which is why the Matrix was redesigned to this: the peak of your civilization.

He turns from the window.

AGENT SMITH
I say 'your civilization' because as soon as we started thinking for you, it really became our civilization, which is, of course, what this is all about.

He sits down directly in front of Morpheus.

AGENT SMITH
Evolution, Morpheus. Evolution.

He lifts Morpheus's head.

AGENT SMITH
Like the dinosaur. Look out that window. You had your time.

Morpheus stares hard at him, trying not to show the pain racking his mind.

AGENT SMITH
The future is our world, Morpheus. The future is our time.

Agent Smith looks at Agent Brown.

AGENT SMITH
Double the dosage.

Agent Jones suddenly enters.

AGENT JONES
There could be a problem.

**141 INT. MAIN DECK** **141**

Tank drapes a sheet over his dead brother. The other bodies are covered.

Neo looks at Morpheus whose body is covered with a cold sweat.

NEO
What are they doing to him?

TANK
They're breaking into his mind. It's like hacking a computer. All it takes is time.

NEO
How much time?

TANK
Depends on the mind. But eventually, it will crack and his alpha pattern will change from this to this.

Tank punches several commands on Morpheus's personal unit. The monitor waves change from a chaotic pattern to an ordered symmetrical one.

TANK
When it does, Morpheus will tell them anything they want to know.

NEO
What do they want?

TANK
The leader of every ship is given the codes to Zion's mainframe computer. If an Agent had those codes and got inside Zion's mainframe, they could destroy us.

He looks up at Trinity who is pacing relentlessly.

TANK
We can't let that happen, Trinity. Zion is more important than me. Or you or even Morpheus.

Trinity sees Cypher's dead body. Rage overtakes her and she kicks him.

TRINITY
Goddamnit! Goddamnit!

NEO
There has to be something that we can do.

TANK
There is. We have to pull the plug.

TRINITY
You're going to kill him? Kill Morpheus?!

TANK
Trinity, we don't have any other choice.

**142 INT. GOVERNMENT BUILDING** **142**

Morpheus is fighting to hold his mind together. The Agents stand over him.

AGENT SMITH
Never send a human to do a machine's job.

AGENT BROWN
If, indeed, the insider has failed, they will sever the connection as soon as possible, unless--

AGENT JONES
They are dead. In either case--

AGENT SMITH
We have no choice but to continue as planned. Deploy the sentinels. Immediately.

143 **INT. MAIN DECK** 143

Tank kneels beside Morpheus's body.

Neo suddenly sees it perfectly clear, fate rushing at him like an oncoming train.

TANK
Morpheus, you were more than our leader. You were... our father. We will miss you, always.

Trinity can't bear to watch. As she closes her eyes, her tears slip free.

Tank closes his eyes and takes hold of the plug.

Neo is paralyzed, his whole life is suddenly suspended by the finality of this moment hurling at him with the speed of a bullet.

NEO
Stop!

They both look at him.

NEO
Goddamnit! I don't believe this is happening!

TANK
Neo, this has to be done!

NEO
Does it? I don't know. This can't be just coincidence. It can't be! Can it?

TANK
What are you talking about?

NEO
The Oracle. She told me this would happen. She told me...

Neo stops, his stare fixed on Morpheus.

NEO
That I would have to make a choice...

TRINITY
What choice?

He makes his choice. Turning, he walks to his chair.

TRINITY
What are you doing?

NEO
I'm going in.

TRINITY
You can't!

NEO
I have to.

TRINITY
Morpheus sacrificed himself so we could get you out! There's no way you're going back in!

NEO
Morpheus did what he did because he believed that I'm something I'm not.

TRINITY
What?

NEO
I'm not the One, Trinity. The Oracle hit me with that too.

Trinity is stunned.

TRINITY
No, you... have to be.

NEO
I'm sorry, I'm not. I'm just another guy. Morpheus is the one that matters.

TRINITY
No, Neo. That's not true. It can't be true.

NEO
Why?

TRINITY
Because...

Uncertainty swallows her words and she is unable to tell him what she wants to.

TANK
Neo, this is loco. They've got Morpheus in a military-controlled building. Even if you somehow got inside, those are Agents holding him. Three of them! I want Morpheus back, too, but what you are talking about is suicide.

NEO
I know that's what it looks like, but it's not. I can't logically explain to you why it's not. Morpheus believed something and he was ready to give his life for what he believed. I understand that now. That's why I have to go.

TANK
Why?

NEO
Because I believe in something.

TRINITY
What?

NEO
I believe I can bring him back.

Trinity stares at him, hovering on the edge that he just jumped off. Her jaw sets and she starts climbing into the chair beside him.

NEO
What are you doing?

TRINITY
I'm coming with you.

NEO
No, you're not.

TRINITY
No? Let me tell you what I believe. I believe Morpheus means more to me than he does to you. I believe that if you are serious about saving him then you are going to need my help and since I am the ranking officer on this ship, if you don't like it then I believe that you can go to hell, because you aren't going anywhere else.

There is nothing more to say except--

TRINITY
Tank, load us up.

**144 INT. EXECUTIVE OFFICE - DAY** **144**

Agent Smith sits casually across from Morpheus who is hunched over, his body leaking and twitching.

AGENT SMITH
I'd like to share a revelation that I've had during my time here. It came to me when I tried to classify your species. I've realized that you are not actually mammals.

The life signs continue their chaotic patterns.

AGENT SMITH
Every mammal on this planet instinctively develops a natural equilibrium with the surrounding environment. But you humans do not. You move to an area and you multiply and multiply until every natural resource is consumed and the only way you can survive is to spread to another area.

He leans forward.

AGENT SMITH
There is another organism on this planet that follows the same pattern. Do you know what it is? A virus.

He smiles.

AGENT SMITH
Human beings are a disease, a cancer of this planet. You are a plague. And we are... the cure.

**A144 INT. CONSTRUCT** **A144**

Neo and Trinity stand in the white space of the construct as he answers his ringing cell phone.

TANK (V.O.)
Okay. What do you need? Besides a miracle...

NEO
Guns. Lots of guns.

**145 INT. MAIN DECK** **145**

Neo and Trinity's bodies hang motionless in their drive chairs as Tank hits load.

**146 INT. CONSTRUCT** **146**

Racks of weapons appear and they begin to arm themselves.

TRINITY
No one has ever done anything like this.

NEO
Yeah?

He snap cocks an Uzi.

NEO
That's why it's going to work.

**147 INT. EXECUTIVE OFFICE - DAY** **147**

Agent Smith is again at the window.

AGENT SMITH
Why isn't the serum working?

AGENT BROWN
Perhaps we are asking the wrong questions.

Agent Smith hides his knotting fist. He is becoming angry. It is something that isn't supposed to happen to Agents.

AGENT SMITH
Leave me with him.

Agents Brown and Jones look at each other.

AGENT SMITH
Now!

They leave and Agent Smith sits beside Morpheus.

AGENT SMITH
Can you hear me, Morpheus? I'm going to be honest with you.

He removes his earphone, letting it dangle over his shoulder.

AGENT SMITH
I hate this place. This zoo. This prison. This reality, whatever you want to call it, I can't stand it any longer.

AGENT SMITH
It's the smell, if there is such a thing. I feel saturated by it. I can taste your stink and every time I do, I fear that I've somehow been infected by it.

He wipes sweat from Morpheus's forehead, coating the tips of his fingers, holding them to Morpheus's nose.

AGENT SMITH
Repulsive, isn't it?

He lifts Morpheus's head, holding it tightly with both hands.

AGENT SMITH
I must get out of here, I must get free. In this mind is the key. My key.

Morpheus sneers through his pain.

AGENT SMITH
Once Zion is destroyed, there is no need for me to be here. Do you understand? I need the codes. I have to get inside .Zion. You have to tell me how.

He begins squeezing, his fingers gouging into his flesh.

AGENT SMITH
You are going to tell me or you are going to die.

148 **INT. MAIN DECK** 148

Tank sits down beside Morpheus whose face is ashen like someone near death. He takes hold of his hand.

TANK
Hold on, Morpheus. They're coming for you. They're coming.

149 **EXT. GOVERNMENT BUILDING - DAY** 149

A dark wind blows.



150 **INT. GOVERNMENT BUILDING - DAY** 150

In long black coats, Trinity and Neo push through the revolving doors.

Neo is carrying a duffel bag. Trinity has a large metal suitcase. They cut across the lobby to the security station, drawing nervous glances.

Dark glasses, game faces.

Neo calmly passes through the metal detector which begins to wail immediately. A security guard moves over toward Neo, raising his metal detection wand.

GUARD
Would you please remove any metallic items you are carrying: keys, loose change--

Neo slowly sets down his duffel bag and throws open his coat, revealing an arsenal of guns, knives, and grenades slung from a climbing harness.

GUARD
Holy shit--

Neo is a blur of motion. In a split second, three guards are dead before they hit the ground.

A fourth guard dives for cover, clutching his radio.

GUARD 4
Backup! Send in the backup!

He looks up as Trinity sets off the metal detector. It is the last thing he sees.

The backup arrives. A wave of soldiers blocking the elevators. The concrete cavern of the lobby becomes a white noise roar of gunfire.

Slate walls and pillars pock, crack, and crater under a hail swarm of explosive tipped bullets.

They are met by the quivering spit of a subhandmachine gun and the razored whistle of throwing knives. Weapons like extensions of their bodies are used with the same deadly precision as their feet and their fists.

Bodies slump down to the marbled floor while Neo and Trinity hardly even break their stride.

**151 INT. EXECUTIVE OFFICE** **151**

Agents Jones and Brown burst into the room. Agent Smith releases Morpheus.

AGENT BROWN
What were you doing?

Agent Smith recovers, replacing his ear-piece.

AGENT JONES
You don't know.

AGENT SMITH
Know what?

Agent Smith listens to his earphone, not believing what he is hearing.

**152 INT. ELEVATORS - DAY** **152**

They get in. Trinity immediately drops and opens the suitcase, wiring a plastique and napalm bomb.

Neo hits the emergency stop. He pulls down part of the false ceiling and finds the elevator shaft access panel.

**153 INT. EXECUTIVE OFFICE - DAY** **153**

Agent Jones looks at Morpheus.

AGENT JONES
I think they're trying to save him.

**154 INT. ELEVATOR SHAFT - DAY** **154**

Neo ratchets down a clamp onto the elevator cable. Both of them lock on. He looks up the long, dark throat of the building and takes a deep breath.

NEO
There is no spoon.

Neo whips out his gun and presses it to the cable, lower than they attached themselves.

BOOM! The cable snaps.

The counter-weights plummet, yanking Trinity and Neo up through the shaft as the elevator falls away beneath them, distending space, filling it with the sound of whistling metal as they soar to the top.

155 **INT. LOBBY - DAY** 155



The elevator hits the bottom.

BA-BOOM!

The massive explosion blows open the doors, fire clouds engulfing the elevator section of the lobby.

156 **INT. EXECUTIVE OFFICE - DAY** 156

The Agents hear the blast of fire alarms.

AGENT JONES
Lower level--

AGENT BROWN
They are actually attacking.

Another enormous explosion thunders above them, shaking the building. The alarm sounds, emergency sprinklers begin showering the room.

Agent Smith smashes a table.

AGENT SMITH
Find them and destroy them!

Agent Jones nods and touches his ear-piece.

157 **EXT. ROOF - DAY** 157

The roof-access tower is now engulfed in flames as Neo and Trinity stand amongst a pile of their fallen enemies.

Across the roof, the pilot inside the army helicopter watches the last of their ferocious onslaught.

PILOT
I repeat, we are under attack!

Suddenly his face, his whole body dissolves, consumed by spreading locust-like swarm of static as Agent Jones emerges.

Just as she drops the final Marine, Trinity sees what's coming. Neo sees her, the fear in her face, and he knows what is behind him.

Screaming, he whirls, guns filling his hands with thought-speed.

Fingers pumping, shells ejecting, dancing up and away, we look through the sights and gunsmoke at the Agent blurred with motion--

Until the hammers click against the empty metal.

NEO
Trinity!

Agent Jones charges.

NEO
...help.

His gun booms as we enter the liquid space of--

Bullet-time.

The air sizzles with wads of lead like angry flies as Neo twists, bends, ducks just between them.

Agent Jones still running, narrows the gap, the bullets coming faster until Neo bent impossibly back, one hand on the ground as a spiraling gray ball shears open his shoulder.

He starts to scream as another digs a red groove across his thigh. He has only time to look up, to see Agent Jones standing over him, raising his gun a final time.

AGENT JONES
Only human...

Suddenly Agent Jones stops. He hears a sharp metal click.

Immediately, he whirls around and turns straight into the muzzle of Trinity's .45--

Jammed tight to his head.

TRINITY
Dodge this!

BOOM! BOOM! BOOM! The body flies back with a flash of mercurial light and when it hits the ground, it is the pilot.

Trinity helps Neo up.

TRINITY
Neo, how did you do that?

NEO
Do what?

TRINITY
You moved like they moved. I've never seen anyone move that fast.

NEO
It wasn't fast enough.

He checks his shoulder wound.

TRINITY
Are you all right?

NEO
I'm fine. Come on, we have to keep moving.

Neo sees the helicopter.

NEO
Can you fly that thing?

TRINITY
Not yet.

She pulls out the cellular phone.

158 **INT. HOVERCRAFT** 158

Tank is back at the controls.

TANK
Operator.

TRINITY (V.O.)
Tank, I need a pilot program for a military B-212 helicopter.

Tank is immediately searching the disk drawers.

TRINITY (V.O.)
Hurry!

His fingers flash over the gleaming laser disks finding one that he feeds into Trinity's Supplement Drive punching the "load" commands on her keyboard.

159 **EXT. ROOF - DAY** 159

Trinity's eyes flutter as information surges into her brain, all the essentials of flying a helicopter absorbed at light-speed.

TRINITY
Let's go.

160 **SCENE OMITTED** 160

161 **INT. EXECUTIVE OFFICE - DAY** 161

Agent Jones throws open the door and enters, walking through the puddles pooling in the carpet. Over the rushing water and the alarms, Agent Smith hears a sound and understands the seriousness of the attack.

He turns to the wall of windows as the helicopter drops into view--

Neo is in the back bay, aiming the mounted .50 machine gun.

AGENT SMITH
No.

The gun jumps and bullets explode through the window in a cacophony of crashing glass as the Agents go for their weapons.

But Neo is too close, the .50 caliber too fast and bullets are everywhere, perforating the room.

Agent Jones is hit first, his body jack-knifing back, blood arcing out with a sudden flash of light--

Then Agent Brown, his gun still firing as his body falls. And finally Agent Smith.

Neo stares at Morpheus, trying to will him into action.

NEO
Get up, Morpheus! Get up!

Neo grabs the climbing rope and attaches one end to his harness.

162 **INT. HALL - DAY** 162

Just outside the executive office, three Marines blister with snow-static.

163 **INT. EXECUTIVE OFFICE - DAY** 163

Slowly, Morpheus lifts his face into the room's rain. When he finally opens his eyes, they are again dark and flashing with fire.

He rises from the chair, snapping his handcuffs just as the Agents enter the adjoining room. Agent Smith stops and sees Morpheus run past the open door.

AGENT SMITH
Nooo!

He fires sweeping across the sheetrocked wall in a perfect line.

For an instant, we see the bullets shred, puncturing the wall, searing through the wet air with jet trails of chalk.

And as Morpheus starts his dive for the window, a bullet buries itself in his leg, knocking him off balance.

NEO
He won't make it.

Morpheus lunges, out of control--

As Neo spins, every move a whip crack, snapping the other rope-end on to a bolted bar as--

Morpheus begins to fall, when Neo hurls himself into the wide blue empty space, flying for a moment.

The rope snaking out behind him; an umbilical cord attached to a machine.

As their two bodies, set in motion, rushing at each other on a seemingly magnetic course until they collide.

Almost bouncing free of each other, arms, legs scrambling, hands searching in furious desperation, finding hold and clinging.

Until the line ends, snapping taut, cracking their fragile embrace. Morpheus tumbles, legs flipping over, falling down--

The ground deliriously distant as Neo snatches hold of his mentor's still handcuffed wrist.

NEO
Gotcha!

**164 EXT. GOVERNMENT BUILDING - DAY** **164**

Trinity pulls the copter up and away as Agent Smith stands in the shattered window, aiming his gun out through the curtain of rain.

Ponk. Ponk. Ponk. The rear hull is punched full of holes and smoke and oil pour out like black blood.

TRINITY
Shit-shit-no!

Neo hears the helicopter begin to die.

NEO
Uh oh--

Trinity throws the helicopter towards the roof of the nearest building.

Morpheus and Neo cling to one another as they and the machine above them begin to fall.

The engine grinds, the chopping blades start to slow while--

Trinity guides the parabolic fall over the nearest roof where--

Neo and Morpheus drop safely, rolling free as the rope goes slack. Neo gets to his feet, trying to detach himself but--

The helicopter is falling too fast, arcing over the roof like a setting sun--

The coils of slack snap taut, yanking Neo off his feet, dragging him with ferocious speed towards the edge even as--

Trinity lunges for the back door, her gun in one hand, grabbing for the rope with the other--

Neo flies like a skipping stone, hurtling at the parapet, when his feet hit the rain gutter and he levers up just as--

Trinity fires, severing the cord from the helicopter, falling free of it as it smashes, blades first into a glass skyscraper.

Holding onto the rope as she swings, connected to Neo, who stands on the building's edge watching her arc beneath him as the helicopter explodes--

She bounces against a shatterproof window that spider-cracks out while flames erupt behind her.

**165 INT. MAIN DECK** **165**

Tank stares at the screen, his mouth agape.

TANK
I knew it! He's the One.

**166 SCENE OMITTED** **166**

**167 EXT. ROOFTOP - DAY** **167**

Neo pulls Trinity up into his arms. Both shaking, they hold each other again.

MORPHEUS
Do you believe it now, Trinity?

Trinity looks at Neo.

NEO
Morpheus, the Oracle... she told me--

MORPHEUS
She told you exactly what you needed to hear. That's all. Sooner or later, Neo, you're going to realize just like I did the difference between knowing a path and walking a path.

**168 INT. MAIN DECK** **168**

The phone rings.

MORPHEUS (V.O.)
Tank.

TANK
Goddamn! It's good to hear your voice, sir!

MORPHEUS (V.O.)
We need an exit.

TANK
Got one ready, sir. Subway. State and Balbo.

MORPHEUS (V.O.)
We're on our way--

**169 EXT. ROOFTOP - DAY** **169**

We rush at the roof access door as it suddenly slams open and the three Agents charge out. But Neo, Trinity, and Morpheus are already gone.

AGENT SMITH
Damnit!

AGENT BROWN
The trace was completed.

AGENT JONES
We have their position.

AGENT BROWN
Sentinels are standing by.

AGENT JONES
Order the strike.

Agent Smith can't stand listening to them. He moves to the edge of the building, looking out at the surrounding city.

AGENT SMITH
They're not out yet.

170 **INT. SUBWAY STATION - DAY** 170

An old man sits hunched in the far corner of the station, shadows gathered around him like blankets. Mumbling, he nurses from a bottle of Thunderbird when--

A phone begins to ring.

Neo leads Trinity and Morpheus bounding over a set of turnstiles towards the ringing phone inside a graffiti-covered booth.

NEO
Let's go! You first, Morpheus.

Morpheus gets in and answers the phone.

Lost in the shadow, the Old Man watches as Morpheus disappears, the phone dropping, dangling by its cord. His eyes grow wide, glowing white in the dark.

171 **EXT. ROOFTOP - DAY** 171

Agent Smith stares, his face twisted with hate. He will never be free of the Matrix.

He starts to turn from the edge of the building when he suddenly hears it, his head whipping back around, staring--

172 **INT. SUBWAY - DAY** 172

Through the Old Man's eyes as the world begins to rumble.

Trinity hangs up the phone, then turns to Neo.

The rumble grows, the ground beginning to shake.

TRINITY
Neo, I want to tell you something... but I'm afraid of what it could mean if I do.

Behind her, the phone begins to ring.

TRINITY
Everything the Oracle told me, has come true, everything but this...

NEO
But what?

The rumble rises, drowning her voice. Neo is drawn towards her, their lips close enough to kiss when a train blasts into the station.

For a moment, they are frozen by the strobing lights of the train until Trinity turns, unable to say what she wants to say.

The phone rings once more before she lifts the receiver when, in the darkness of the far corner, Neo sees the old man in the flashing train-light as he becomes--

Agent Smith, raising a fistful of black gun-metal.

NEO
No!

The gun fires, the bullet flying at her, bursting through the plastic window just as Trinity disappears.

The handset hanging in the air as the bullet hits, shattering the ear-piece.

173 **INT. HOVERCRAFT** 173

Trinity blinks, shivering as her conscious exits the Construct.

TRINITY
Neo!

TANK
What the hell just happened?

TRINITY
An Agent! You have to send me back!

TANK
I can't!

174 **INT. SUBWAY STATION - DAY** 174

The destroyed phone dangles in the empty booth. Neo turns to Agent Smith whose gun stares at him like a third eye.

AGENT SMITH
Mr. Anderson.

175 **INT. MAIN DECK** 175

Morpheus and Trinity stand behind Tank riveted to the scrolling code.

TRINITY
Run, Neo. Run.

176 **INT. SUBWAY STATION - DAY** 176

Neo looks at the dead escalator that rises up behind him. Slowly he turns back and in his eyes we see something different, something fixed and hard like a gunfighter's resolve.

There is no past or future in these eyes. There is only what is.

177 **INT. MAIN DECK** 177

Trinity is unable to understand.

TRINITY
What is he doing?

MORPHEUS
He's beginning to believe.

178 **INT. SUBWAY STATION - DAY** 178

Neo whip-draws his gun flashpoint speed of lightning as--

Smith opens fire.

Gun report thunders through the underground, both men blasting, moving at impossible speed.

For a blinking moment we enter Bullet-time.

Gun flash tongues curl from Neo's gun, bullets float forward like a plane moving across the sky, cartridges cartwheel into space.

An instant later they are nearly on top of each other, rolling up out of a move that is almost a mirrored reflection of the other--

Each jamming their gun tight to the other's head.

They freeze in a kind of embrace; Neo sweating, panting, Agent Smith machine-calm. Agent Smith smiles.

AGENT SMITH
You're empty.

Neo pulls the trigger. Click.

NEO
So are you.

The smile falls. Agent Smith yanks his trigger.

CLICK.

Agent Smith's face warps with rage and he attacks, fists flying at furious speed, blows and counters, Neo retreating as--

A knife-hand opens his forearm, and a kick sends him slamming back against a steel column. Stunned, he ducks just under a punch that crunches into the beam, steel chunks exploding like shrapnel.

Behind him, Neo leaps into the air, delivering a neck-snapping reverse round-house. Agent Smith's glasses fly off and he glares at Neo; his eyes ice blue.

AGENT SMITH
I'm going to enjoy watching you die, Mr. Anderson.

Agent Smith attacks with unrelenting fury, fists pounding Neo like jackhammers.

**179 INT. HOVERCRAFT** **179**

Trinity watches Neo as his body jerks, mouth coughing blood, his life signs going wild.

TRINITY
Jesus, he's killing him!

**180 INT. SUBWAY STATION - DAY** **180**

Agent Smith grabs hold of him, lifting him into the air, hurling him against the curved wall of the train tunnel, where he falls inches from the electrified third-rail.

The Agent is about to jump down and press his attack when he hears something. From deep in the tunnel, like an animal cry, a burst of high-speed metal grinding against metal.

The sound of an oncoming train.

Neo tries to get up. Agent Smith jumps down onto the tracks and drop-kicks him in the face. The world again begins to shake, rumbling as the train nears.

AGENT SMITH
Do you hear that, Mr. Anderson?

Agent Smith grabs Neo in a choke-hold forcing him to look down the tracks, the train's headlight burning a hole in the darkness.

AGENT SMITH
That is the sound of
inevitability.

Neo sees it coming and he starts to fight.

AGENT SMITH
It is the sound of your death.

There is another metal screech, much louder, closer, as Agent Smith tightens his hold. Neo is unable to breathe.

AGENT SMITH
Good-bye, Mr. Anderson.

The train roars at them, swallowing Agent Smith's words. The veins bulge in Neo's head, as he grits through the pain.

He is not ready to die.

NEO
My name is Neo.

Impossibly, he hurls himself straight up, smashing Smith against the concrete ceiling of the tunnel.

They fall as the sound and fury of the train explodes into the station. Neo backflips up off the tracks just as--

The train barrels over Agent Smith.

Neo stands, knees shaking, when the train slams on its emergency brake. With an ear-splitting shriek of tortured rails, the train slows, part of it still in the station.

Neo turns, limping, starting to run, racing for the escalator--

As the train comes to a stop and the doors of the last car open; Agent Smith bursts out in furious pursuit, his glasses again intact.

181 **INT. HOVERCRAFT** 181

Tank searches the Matrix.

TRINITY
What just happened?

TANK
I don't know. I lost him.

MORPHEUS
He's on the run--

Suddenly, a siren sounds.

TANK
Oh shit!

Morpheus bolts to the ladder.

182 **INT. COCKPIT** 182

Morpheus climbs into the cockpit. On the hologram radar, he sees the Sentinels.

TRINITY
Oh no.

Trinity is behind him.

TRINITY
How long?

MORPHEUS
Five minutes. Maybe six.

Morpheus lifts the headset.

MORPHEUS
Tank, charge the E.M.P.

TANK (V.O.)
Yes, sir.

TRINITY
You can't use that until Neo is out!

MORPHEUS
I know, Trinity. Don't worry. He's going to make it.

183 **EXT. CITY STREET - DAY** 183

A BUSINESSMAN walks along the sidewalk, wheeling and dealing into his cell phone when it disappears, snatched by Neo as he flashes by.

MAN
What the shit-- My phone!

The man turns to call for help and when he turns back, it is Agent Smith.

Neo is in a full-out sprint, spinning and weaving away from every pedestrian, every potential Agent. He flips open the cell phone and dials long distance.

184 **INT. HOVERCRAFT** 184

Tank answers.

TANK
Operator.

NEO (V.O.)
Mr. Wizard, get me the hell out of here!

185 **EXT. CITY STREET - DAY** 185

Neo dives down an alley, Agent Smith starting to gain.

NEO
Hurry, Tank! I got some serious pursuit!

186 **INT. HOVERCRAFT** 186

The keyboard clicking, Tank searches for an exit. Trinity screams into the headset.

TRINITY
Neo, you better get your ass back here!

187 **EXT. ALLEY** 187

Agent Smith stops and takes aim.

NEO
I'm trying, Trinity. I'm trying.

A bullet shatters the image of Neo in a truck's rearview mirror.

188 **INT. MAIN DECK** 188

Tank speed-reads the reams of Matrix code.

TANK
I got a patch on an old exit. Wabash and Lake. A hotel. Room 303.

189 **SCENE OMITTED** 189

190 **EXT. OPEN MARKET** 190

Neo spins away, turning and finds himself in an open market that teems with people.

He kamikazes his way down the little avenues lined with vendors and shops, careening through the labyrinth, out of control. And at every turn there is an Agent, appearing from crowds, behind fish counters, tent flaps, and crates.

191 **SCENE OMITTED** 191

192 **EXT. ALLEY** 192

He dives from the maze down a service alley but it is a dead end.

Neo turns back as the Agents emerge from the market.

NEO
Uh, help! Need a little help!

193 **INT. MAIN DECK** 193

Tank frantically scans the monitor like a road map.

TANK
The door.

194 **EXT. ALLEY** 194

Neo dives for it but--

NEO
It's locked.

TANK (V.O.)
Kick it in!

Peeling back, Neo almost kicks the door from its hinges, lunging from the Agents' bullets.

195 **INT. APARTMENT BUILDING - STAIRCASE** 195

Neo springs up the old crooked apartment building stairs.

**A195 INT. APARTMENT BUILDING - HALL A195**

He is halfway down the hall, running in sharp long strides when a door explodes open at the end.

TANK (V.O.)
Shit! The door on your left.

Neo lurches, kicking in an apartment door.

TANK (V.O.)
No! Other left!

He whirls back to his other left, battering through the door which splinters, perforated by bullets.

An old woman watches TV as Neo blurs past her and into her kitchen, where another woman is chopping vegetables.

TANK (V.O.)
That window!

Neo throws it open, leaping for the fire escape just as a knife buries itself in the window casing.

TANK (V.O.)
Down! Down!

**B195 EXT. APARTMENT BUILDING - FIRE ESCAPE B195**

Tumbling down the rattling fire escape, Neo leaps the last ten feet into the alley below with Agent Brown right behind him.

Neo scrapes himself to his feet, broken and bleeding, charging for the end of the alley.

**196 INT. MAIN DECK 196**

Finger on the monitor, Tank traces Neo's path.

TANK
That's it! You're almost there! That fire escape at the end of the alley!

**197 EXT. HEART O' THE CITY HOTEL - DAY 197**

Agent Smith suddenly pauses as if recognizing something; the faded neon buzzes: Heart O' The City Hotel.

**198 INT. HOVERCRAFT 198**

Tank loads the exit.

TANK
I'm going to make the call.

MORPHEUS
Do it!

Suddenly, the lights go red.

TRINITY
No.

Morpheus looks up.

MORPHEUS
Here they come.

199 **EXT. SEWER MAIN** 199

The Sentinels open and shift like killer kaleidoscopes as they attack, slamming down onto the Nebuchadnezzar.

200 **INT. HOVERCRAFT** 200

The hovercraft booms down as they hit. Morpheus opens the lock on the E.M.P. detonator.

Trinity watches him.

MORPHEUS
He's going to make it.

201 **EXT. ALLEY - DAY** 201

Neo scrambles up the fire escape, bullets sparking and ricocheting around him as Agents Brown and Jones close the gap.

A201 **INT. HALL - DAY** A201

On the third floor, he kicks in the window, jumping into the hall. The doors count backwards: 310... 309...

202 **INT. MAIN DECK** 202

Another systems alarm sounds.

TANK
They've burned through the outer hull.

TRINITY
Hurry, Neo.

203 **INT. HALL - DAY** 203

Neo can hear the phone ringing. 305... 304...

Agent Brown reaches the broken window behind him just as Neo grabs the handle of 303, throwing open the door to find--

Agent Smith, waiting, .45 cocked.

Neo can't move-- can't think--

BOOM.

204 **INT. MAIN DECK** 204

Neo's body jerks, and everyone hears it as the life monitors snap flatline.

Trinity screams. Morpheus stumbles back in disbelief.

MORPHEUS
No, it can't be. It can't be.

Lasers suddenly sear through the main deck as the Sentinels slice open the hull.

205 **INT. HALL - DAY** 205

Three holes in his chest, Neo falls to the blue shag carpeting, blood smearing down the wallpaper. Agent Smith stands over him, still aiming, taking no chances.

AGENT SMITH
Check him.

206 **INT. MAIN DECK** 206

Amid the destruction raining around her, Trinity takes hold of Neo's body.

TRINITY
Neo...

207 **INT. HALL - DAY** 207

Kneeling beside him, Agent Brown checks his vital signs.

AGENT BROWN
He's gone.

Agent Smith smiles, standing over him.

AGENT SMITH
Good-bye, Mr. Anderson.

208 **INT. MAIN DECK** 208

In tears, Morpheus takes hold of the E.M.P. switch.

Trinity whispers in Neo's ear.

TRINITY
Neo, please, listen to me. I promised to tell you the rest. The Oracle, she told me that I'd fall in love and that man, the man I loved would be the One. You see? You can't be dead, Neo, you can't be because I love you. You hear me? I love you!

Her eyes close and she kisses him, believing in all her heart that he will feel her lips and know that they speak the truth.

209 **INT. HOTEL HALL - DAY** 209

He does. And they do.

His eyes snap open.

210 **INT. MAIN DECK** 210

Trinity screams as the monitors jump back to life. Tank and Morpheus look at each other.

It is a miracle.

TRINITY
Now get up!

211 **INT. HALL - DAY** 211

Holding his chest, Neo struggles to get up. At the end of the hall, the Agents wait for the elevator when Agent Smith glances back. He rips off his sunglasses looking at Neo as if he were looking at a ghost.

Neo gets to his feet all three Agents grabbing for their guns. As one, they fire.

NEO
No!

Neo raises his hands and the bullets, like a cloud of obedient bees, slow and come to a stop. They hang frozen in space, fixed like stainless steel stars.

The Agents are unable to absorb what they are seeing.

Neo plucks one of the bullets from the air. We see him and the hall reflected in the bright casing. We move closer until the bullet fills our vision and the distorted reflection morphs, becoming the 'real' image.

He drops the bullet and the others fall to the floor.

Neo looks out, now able to see through the curtain of the Matrix. For a moment, the walls, the floor, even the Agents become a rushing stream of code.

**212 INT. MAIN DECK 212**

All three stare transfixed with awe as the scrolling code accelerates, faster and faster, as if the machine language was unable to keep up or perhaps describe what is happening.

They begin to blur into streaks, shimmering ribbons of light that open like windows, as--

Each screen fills with brilliant saturated color images of Neo standing in the hall.

TANK
How...?!

MORPHEUS
He is the One. He is the One!

An explosion shakes the entire ship.

**213 INT. HALL 213**

Agent Smith screams, his calm machine-like expression shredding with pure rage.

He rushes Neo. His attack is ferocious but Neo blocks each blow easily. Then with one quick strike to the chest he sends Agent Smith flying backwards.

For the first time since their inception, the Agents know fear.

Agent Smith gets up, bracing himself as Neo charges him and springs into a dive. But the impact doesn't come. Neo sinks into Agent Smith, disappearing, his tie and coat rippling as if he were a deep pool of water.

Spinning around he looks to the others and feels something, like a tremor before a quake, something deep, something that is going to change everything.

Suddenly a searing sound stabs through his ear-piece as his chest begins to swell, then balloon as--

Neo bursts up out of him. And with a final death scream, Agent Smith explodes like an empty husk in a brilliant cacophony of light, his shards spinning away, absorbed by the Matrix until--

Only Neo is left.

Neo faces the remaining Agents. They look at each other, the same idea striking simultaneously--

They run.

**214 INT. MAIN DECK** 214

Sentinels are everywhere destroying the ship.

TRINITY
Neo!

**215 INT. HALL** 215

Again he hears her. He reacts to the ringing phone, rushing towards it even as--

**216 INT. MAIN DECK** 216

A Sentinel descends towards Morpheus. On the screen we see Neo dive for the phone.

TRINITY
Now!

Morpheus turns the key.

**217 INT. OVERFLOW PIT** 217

A blinding shock of white light floods the chamber; Sentinels blink and fall instantly dead, filling the pit with their cold metal carcasses.

**218 INT. HOVERCRAFT** 218

In the still darkness, only the humans are alive.

TRINITY
Neo?

His eyes open. Tears pour from her smiling eyes as he reaches up to touch her.

And she kisses him; it seems like it might last forever.

FADE TO BLACK.

219 **INT. COMPUTER SCREEN** 219

Close on a computer screen as in the opening. The cursor beating steadily, waiting. A phone begins to ring.

It is answered and the screen fills instantly with the trace program. After a long beat, we recognize Neo's voice.

NEO (V.O.)
Hi. It's me. I know you're out there. I can feel you now.

We close in on the racing columns of numbers shimmering across the screen.

NEO (V.O.)
I imagine you can also feel me.

The numbers begin to lock into place.

NEO (V.O.)
You won't have to search for me anymore. I'm done running. Done hiding. Whether I'm done fighting, I suppose, is up to you.

We glide in towards the screen.

NEO (V.O.)
I believe deep down, we both want this world to change. I believe that the Matrix can remain our cage or it can become our chrysalis, that's what you helped me to understand. That to be free, truly free, you cannot change your cage. You have to change yourself.

We dive through the numbers, surging up through the darkness, sucked towards a tight constellation of stars.

NEO (V.O.)
When I used to look out at this world, all I could see was its edges, its boundaries, its rules and controls, its leaders and laws. But now, I see another world. A different world where all things are possible. A world of hope. Of peace.

We realize that the constellation is actually the holes in the mouthpiece of a phone. Seen from inside.

NEO (V.O.)
I can't tell you how to get there, but I know if you can free your mind, you'll find the way.

**220 EXT. PHONE BOOTH/STREET** **220**

We shoot through the holes as Neo hangs up the phone. He steps out of the phone and slides on a pair of sunglasses. He looks up and we rise.

Higher and higher, until the city is miles below.

After a moment, Neo blasts by us, his long black coat billowing like a black leather cape as he flies faster than a speeding bullet.

FADE OUT.

SCENE NOTES

Phil Oosterhouse

DELETED SCRIPT EXCERPTS

Larry and Andy Wachowski

Scene 1 TRACE

PROGRAM -

Originally Trinity wasn't even in this scene. It was a conversation between a character named Eddie who has just secretly reentered the Matrix to see his girlfriend Christie, one more time. Eddie had been recently recruited by Morpheus and, as a result, had left Christie behind in the Matrix. When this scene was changed, the script no longer addressed what hap-

# PHIL OOSTERHOUSE THE MATRIX NOTES



This is the part of the book usually written by the directors. They give their comments on how they shot certain scenes, what scenes broke their hearts when they had to be cut and why they wrote the script in the first place. On top of that, they might give funny anecdotes about what happened to them while they were making the film: heart-warming stories like how they got through the trying times when they thought it was never going to happen and the pure elation they felt when the film was finally released to widespread critical acclaim and box office success. After reading a section like this, you feel somehow closer to the directors, like you've taken the journey with them.

That's how it usually works.

Larry and Andy, however, were too busy so they asked me to do it. I was their assistant on THE MATRIX so, basically, I spent every moment with them while they were making the film. I saw the whole process, from the first draft of the script, to the completion of the storyboards (which eventually convinced Warner Bros. to make the film), to the casting process, then preproduction, principal photography, editing, all the way through the final sound mix. When you consider that, it is almost like they wrote this section... or maybe not. Anyway, I gave it my best shot. I hope you enjoy it.

---

Scene 1 TRACE PROGRAM - Originally, Trinity wasn't even in this scene. It was a conversation between a character named Eddy who had secretly reentered the Matrix to see his girlfriend, Christie, one more time. Eddy had been recently recruited by Morpheus and, as a result, had left Christie behind in the Matrix. When this scene was changed, the script no longer addressed what happens when people are separated by Morpheus's crusade. That's the problem with working with an idea as rich as THE MATRIX, there's no way you can explore all of its implications in two hours. It's a good thing they're doing sequels.

As the scene turned out, it is a great, kick-ass introduction to Trinity.

FADE IN:
On a computer screen; so close that it has no boundaries.

A blinking cursor pulses in the electric darkness like a heart coursing with phosphorous light, burning beneath the derma of black-neon glass.

A phone begins to ring, we hear it as though we were making the call. The cursor continues to throb, relentlessly patient, until--

WOMAN'S VOICE
Hello?

Data now slashes across the screen, information flashing faster than we can read.

SCREEN
Call received: AT&T 3125558315

MAN'S VOICE
Christie?

SCREEN
2-19-94 13:24:18 REC:Log>

We listen to the phone conversation as though we were on a third line.

CHRISTIE
Eddy!? Is it really you?

EDDY
It's me. God, it's good to hear your voice.

SCREEN
Trace program: Running.

CHRISTIE
Eddy, where are you? Where have you been?

The entire screen fills with racing columns of numbers. They rush, shimmering like green-electric rivers at a 10-digit phone number in the top corner.

EDDY
I can't tell you. I'm not supposed to be here. I'm not supposed to be talking to you.

CHRISTIE
Why? Eddy, what kind of trouble are you in?

The area code is identified. The first three numbers suddenly fixed, leaving only seven flowing columns.

EDDY
I had to call you. Christie, I miss you. I want to come back to you but I can't. I've seen things--

We begin moving toward the screen, closing in as each digit is matched, one by one, snapping into place like the wheels of a slot machine.

CHRISTIE
Eddy--

EDDY
Jesus Christie, I dream about you and every time I wake up without you I want to go back to sleep.

CHRISTIE
Eddy, the police were here--

Only two thin digit lines left.

EDDY
What? Oh fuck.

CHRISTIE
And these Agents, Special Agents--

EDDY
Shit, they could have a trace on the line! Christie, I have to see you.

The final number pops into place--

SCREEN
Trace complete. Call origin #3125550690

EDDY
Please, Christie, tonight at midnight. You know where. Please come.

SCREEN
750 N. Wabash.

EDDY
Christie... I love you.

He hangs up and the line goes dead.
We continue closing in on the glowing green numbers of the address as we hear the crackle of a police radio.

RADIO
Attention all units, Attention all units.

Scene 2 TRINITY CHASE - Look for the map of Australia torn into the wallpaper.

Scene 4 TRINITY CHASE - This scene was the first of Carrie-Anne's wall running scenes. One of the most impressive things about the film was the actors' insane dedication to the kung fu training. Keanu, Laurence, Carrie-Anne, and Hugo all could have done two or three films in the time it took to train for and shoot THE MATRIX. Doing in six months what normally takes years. Yuen Wo Ping transformed four Hollywood actors into kung fu masters. This was the first scene with kung fu wire work that was shot. Carrie-Anne nailed it, putting the pressure on the other actors to do the same.

Scene 9 TRINITY CHASE - As you can see from the boards, Trinity and Agent Brown used to jump onto a moving elevated train in this scene. However, the train was scrapped when the decision was made to shoot in Sydney instead of Chicago. They considered building an elevated train in Sydney but it probably would have doubled our budget.

Scene 11 TRINITY CHASE - In the earlier version of this scene, Eddy doesn't make it to the phone booth. The Agents use a sports car instead of a garbage truck to run him over, then place a trace on him, trying to find Morpheus. As a result, Morpheus is forced to unplug Eddy before he gives them away. Love costs Eddy his life.

EXT. STREET

Eddy emerges from the shadows of an alley, and at the end of the block, in a pool of white street light, he sees it.

The telephone booth.

He lurches down the concrete walk so focused on his goal he does not see a speeding sports car suddenly veer off the road aiming straight for him.

It plows into Eddy, rolling him over the hood, bouncing him into the air, swerving as it slams on its brakes while Eddy hits the ground.

The car door opens and Agent Smith gets out.

Eddy is trying to stand when Smith shoots, blowing a hole in his knee. Eddy screams.

Agent Smith slips his gun into the shoulder holster and touches his ear piece. A moment later, the tinted four door rolls up and Agent Brown gets out with a black briefcase.

AGENT SMITH
Start the trace.

Both men work very quickly and efficiently. Agent Brown attaching white-disk electrodes to Eddy's head and chest while Agent Smith prepares a large hypodermic needle, pumping a clear liquid into Eddy's neck.

The electrodes are connected to several monitors and a computer in the briefcase. Agent Brown begins typing with unnatural speed.

Eddy's eyes glaze as he begins convulsing.

AGENT SMITH
I want information. Information.
Full access. Understood.

Words scramble as they spit from Eddy's mouth. His eyes begin to go white, rolling up into his head when--

The phone rings.

Agents Smith and Brown exchange looks. Agent Smith stands, enters the booth and answers the phone.

AGENT SMITH
Hello, Morpheus.

Silence.

AGENT SMITH
You've lost another one. How many is that? I've lost count but I'm sure you haven't. This one? He was weak, even weaker than the last.

The phone crackles with static.

AGENT SMITH
Will it be the next that finally gives you away? What did you expect fighting inevitability? No matter, it won't be long now. Every loss brings me closer to you, Morpheus. Closer to Zion.

The line goes dead.

Suddenly, Eddy's body seizes up. He reaches into the air, grabbing at nothing, screaming.

EDDY
Nooo!

And then his body collapses. Perfectly still. Perfectly dead.

Agent Smith looks at the phone then drops the handset, letting it hang from its spiral-metal cord as he gets out of the booth.

We hear him talking to Agent Brown, their voices, as always, muted and monotone.

AGENT SMITH (V.O.)
Anything?

Dangling before the phone, we move toward the ear piece.

AGENT BROWN (V.O.)
A name.

AGENT SMITH (V.O.)
Neo.

The gray plastic of the phone widens before us, spreading out like a smooth perfect landscape marked by small black holes.

AGENT SMITH (V.O.)
We'll need a search running.

AGENT BROWN (V.O.)
It has already begun.

Still closer, until we fall into one of those holes and are swallowed by--

Darkness.

Scene 14 NEO'S APARTMENT - A lot of people have asked about the significance of the numbers that show up in the film. In this scene, the clock reads 9:18 because this is the birthday of Andy's wife.

Scene 15 CORTECHS CAPTURE - The addition of Meta to CorTechs saved us billions in lawsuits, or so we were told by the lawyers.

Scene 16 CORTECHS CAPTURE - For safety reasons, the window cleaners in this scene ended up being played by our stunt coordinator, Glenn Boswell, and stuntman, Lou Horvath. Be sure to notice their expert window cleaning technique.

Scene 17 CORTECHS CAPTURE - Day one of shooting. Everyone was nervous, all the Warner Bros. guys were out, making sure Larry and Andy knew what they were doing. No one really knew how it was going to go. As it turned out, the day was flawless. The actors were fantastic, Larry and Andy got every setup they wanted and we finished on time.

Scene 18 CORTECHS CAPTURE - Complete contrast to scene 17. The shot of the phone dropping took nearly half a day and wasn't used. It was reshot on a bluescreen stage. We ran out of sun at the end of the day and had to rebuild the office onstage to get the remaining interior setups. More kudos for Keanu's dedication, however: he was actually out on the ledge, thirty-four stories up because he wanted to be.

Scene 20 INTERROGATION ROOM - The bug went through many conceptions before the finished product. Like many of the CG creatures in this film, it took a long time to create a creature that looked like it belonged in the scene. There were countless conversations about details like tentacle motion (flailing or not) and the texture and opacity of the sac. In the film, you also might notice a difference in the prosthetic Neo stomach that the bug burrows into, and Keanu's stomach when the Agents rip open his shirt. The stomach model was made before Keanu was deep into training. Keanu warned us that his stomach would look nothing like that when we got to shooting, and he was right.

Scene 28 LAFAYETTE PILLS - The Red Pill and Morpheus intro scene. What character could ask for a better introduction, complete with thunder and lightning accents? When these storyboards were drawn, not a lot of consideration was given to how the images would be duplicated on film. Larry and Andy drew what they wanted, figuring that the logistics could be sorted out later. Most of the time this wasn't a problem but certain shots proved to be much more complicated than anticipated. For example, the shot of Morpheus with pills reflected in his glasses was simple in theory, but proved very difficult to match to the storyboard. Eventually, it was shot with Laurence wearing green glasses. Reflection plates of Neo grabbing the pill were later composited onto his glasses. The scene was always a great read and, as a result, was a pretty enjoyable shooting day.

Scene 29 LAFAYETTE MIRROR - A much less enjoyable shooting day. This was another good example of a sequence that was boarded without knowing if it would be possible to film. In the end, there were something like fifty visual effects setups. Every shot with Keanu and the mirror gel had to be shot once with all the elements in the shot, once with a greenscreen, and then John Gaeta, the visual effects supervisor, would step in and film the shot again, without Keanu but with a cube, pyramid or ball in his place. Even though it was a grueling day that stretched into a couple of days, the finished product looks fantastic and makes it all worthwhile.

Scene 30 POWER PLANT - A great scene and another in which Keanu should be commended for his decication. It was the last scene on the schedule because Keanu had to be shaved completely bald, including his eyebrows. He also lost considerable weight for this scene so that he looked like he'd been lying inactive in gel for years. If that wasn't enough, he had to spend four hours at the beginning of each day in prosthetic makeup as the jacks were put on his body. There were internet rumors circulating throughout production that we had built a fully animatronic Keanu for this scene and the tougher action. That was untrue but there was a prosthetic Keanu head made for the close up of the Docbot removing the plug from his neck.

Scene 31 POWER PLANT - Three underwater camera housings were broken shooting this scene. There was one point in the waterslide in which the stuntman and cameraman built up so much speed that they slammed into the top of the tube, shattering the camera housing.

Scene 35 NEO WAKES UP - Eight hours of prosthetic makeup for this scene. Those are real acupuncture needles in Keanu's face and forehead. The needles were provided and placed by Longie, the cast masseur whose official title is Master of Pressure Points. Throughout the shoot, the cast would get worn down and Longie would be called in to heal their wounds. He was so effective that by the end of the shoot, they all would have joined a cult if Longie had told them to.

Scene 39 HISTORY PROGRAM - This scene was shot in a stage that was completely painted white. The cameramen wore white suits to cut down on reflection in Morpheus's glasses. The sunglasses presented constant reflection problems for Bill Pope, the director of photography. As a result, nearly every scene was a challenge and Bill conquered all of them. We'll see how he does on the sequels when everybody has a fully reflective chrome head.

Scene 40 HISTORY PROGRAM In order to translate the boards for this scene to film, John Gaeta decided the best option was to create them all digitally. The result is visually stunning and also the most complex completely computer-generated shot in history. Running time: 34 seconds. The Fetus Harvesters were designed by Geof Darrow.

Scene A40 HISTORY PROGRAM - A lot of people questioned how we got a baby to be so well behaved while shooting this scene, especially with a jack in the back of its neck. Fortunately, it isn't a real baby, just a very convincing prosthetic constructed by MEG in Australia.

Scene 48 CONSTRUCT KUNG FU - Again, the actors deserve credit for their preparation. This scene took a whole week to shoot. Laurence and Keanu had to do these moves take after take and they kicked ass despite the intense heat. Because Larry and Andy were shooting at speeds as high as 300fps, Bill Pope needed to use huge lights to get enough illumination. The lights gave off enormous amounts of heat and once even began to singe the rice paper on the dojo walls. Wo Ping did a great job choreographing this scene and his wire team did some amazing work as well. The most difficult wire work appears in this scene.

You'll notice that these boards bear little resemblance to the film. That's mostly due to the fact that Wo Ping hadn't been hired when they were drawn. He made the sequence what it became in the final scene. The only boards that were actually used were the last four pages in which Neo runs up the pole and flips over Morpheus' head. The stunt doubles for Laurence and Keanu, Chyna McCoy and Chad Stahelski, also did a great job. Keanu had had neck surgery before shooting began and this forced Chad to double for him on any impacts. Chad's excellent at being thrown into walls.

Scene 57 CONSTRUCT ROOFTOP - Larry and Andy couldn't find a section of Sydney big enough to recreate the first three boards in this sequence, the effect of the city rushing up at their feet. Sydney just doesn't have the urban sprawl we have become accustomed to in America. In the early visual effects meetings when discussing how the shot should look, they described the city looking like a circuit board as it rushes up at Neo and Morpheus. So, John Gaeta took the existing helicopter shot of Sydney and merged it with a photo of an actual circuit board to fill in the gaps. If you step frame by frame through the final shot, you can actually see the circuit board mixed in with the city.

Scene 63 TRAINING PROGRAM - All the storyboards you see in this book were drawn largely because they were needed to create a visual effects budget. This scene wasn't storyboarded for a couple of reasons. One, we ran out of time. Two, it seemed pretty straightforward. Nonetheless, long after the VFX budget was done, we realized that because it wasn't storyboarded, it wasn't included in the budget. After some long, tense meetings, the issue finally got resolved. However, the scene still had to be shot and it was one of the worst shooting days on record. There were incredibly loud jackhammers at a construction site across the street that made it impossible to talk, let alone shoot. We got about two-thirds of the setups we wanted and had to finish on a greenscreen stage.

For the extras, Larry and Andy requested twins. We had multiple sets of real twins and triplets. To fill in the gaps, Manex created more to give the impression that Mouse got lazy and duplicated people instead of creating unique ones.

There was a funny moment involving the woman in the red dress, Fiona Johnson. She came by for a costume fitting and was waiting just outside the set for Larry and Andy to finish. Across the street, some guy pulling out of his garage was so distracted by her beauty that he actually drove his car through the garage door. The bottom of the door scraped over the entire length of his car, ruining his new paint job. The guy drove away humiliated, his windshield wipers twisted lamely out of position.

Scene 64 SENTINEL SIGHTING - Another scene that was created digitally to match the boards.

Scene 71 NEO TAKES A DRINK - The section where Cypher tells Neo there were five potential Ones before him was shot and then cut in postproduction for reasons only Larry and Andy know.

Scene A71 STEAK - This scene alternated between being cut, indispensable, moved around and then, finally, put back in its original position. It's a good scene, giving you more insight into why Cypher would sell everyone out. Plus, every time we did a take, they had to replace Cypher's steak and we got to eat the other ones. The steaks were provided by a restaurant called Level 41 and were probably the best in Sydney.

Scene 72 TASTEE WHEAT - The food in this scene was originally cockroach. No one tells Neo what it is.

MORPHEUS
Sit down Neo. Let's get you something to eat.

Piled onto plates are pieces of a large black shelled creature. Everyone begins grabbing and cracking open shells, pulling out the meat and dipping it into bowls of butter-flavored topping.

BUZZ
So, Neo, how'd you like the orientation program?

He sucks at a long piece that looks a lot like a crab leg.

NEO
It was... effective.

Neo struggles, trying to break open the shell.

BUZZ
I created Eve, you know.

Buzz laughs.

BUZZ
And I can create anyone else if your heart desires.

JAZZ
Buzz is our local porno shop.

BUZZ
Don't listen to these prudes, Neo.
We're men, we have urges.

He leans close, licking the artificial butter from his lips.

BUZZ
If you've ever fantasized about screwing any woman or hell, any man. On disk I already got Marilyn Monroe, Betty Page, Cokie Roberts--

APOC
Cokie Roberts?

BUZZ
Oh... that brain.

Jazz hands him a piece of white meat. Neo dips and eats it.

NEO
What is this?

JAZZ
You're going to learn Neo, there are some questions you don't want to know the answers to.

Suddenly the lights dim and Tank, who left for a moment, returns carrying a small fruit cake with a single candle on it.

MORPHEUS
Here's a little something we do, Neo, to celebrate your first day out.

He raises his polyplastic glass, everyone does the same.

MORPHEUS
Happy Birthday, Neo.

Neo stares at the burning candle.

MORPHEUS
Be careful what you wish for.

Scene 79 SPOON BOY - Rowan Witt, who played Spoon Boy, appears in Dark City with a shaved head as well. By the time we got around to casting THE MATRIX, his hair had grown back and he had long curly locks that his mother loved. He was cast as Spoon Boy and as it got closer and closer to shooting, his mother kept trying to convince Larry and Andy that maybe Spoon Boy didn't need to be bald. Eventually, she was convinced and on the day his head was shaved, his mother saved his hair in a plastic bag which Rowan carried around the set. In the end, he looked great and did a great job. Finally, in a testament to how long it took to complete this film, we saw the Witts again during postproduction while Rowan was shooting a commercial. His long curly locks had returned.

Bending spoons came courtesy of Dfilm.

Scene 87 DEJA VU - Great cat acting here. How did they get it to do exactly the same thing twice, complete with identical meows? Wow, that cat was good.

A lot of people have asked if the animals in the Matrix are also hooked up in pods. Unfortunately, they are not, they're all computer generated images.

Scene 108 LAFAYETTE TRAP - Owen Paterson constructed a great set for this scene. It must have been 100 feet high and about two feet wide. The actors were on wires, sliding down the walls. Two smaller walls were also built for the dialogue parts of the scene. The set was built mainly because it allowed the storyboard [see page 124] to be shot by blacking out the scaffolding surrounding the set.

Scenes 134/135 TV REPAIR SHOP - A great acting scene. I've been surprised by how many people identify with Cypher in this film, people that would rather live on in ignorant bliss if the Matrix was a reality. As for me, I imag ine I couldn't get enough cold goop. The building this was shot in was allegedly haunted by a man that had shot himself in the basement. I didn't go down there but there was one take in which a shadowy figure could be seen lurking behind Trinity as she talked on the phone. It was a frightening night at dailies when that came up on screen. Larry and Andy wanted to use it in the film but the lawyers couldn't reach the spirit in time to get legal clearance.

Speaking of improbable postmortem appearances, if you believe Joey Pants, Cypher didn't really die in this scene and will be back for the sequels.

Scene 140 GOVERNMENT BUILDING - Another great acting scene. Hugo took this great speech by Agent Smith and made it even better. Like the pod sequence, this scene didn't change much from the first draft of the script to the last. It has to be one of the all time great film speeches. The city out the window is actually a huge photo-graph of Sydney, called a translite, with additional buildings strategically placed to block Sydney landmarks like the Harbor bridge. When we shot it, it was the largest translite ever made.

Scene 150 GOVERNMENT LOBBY - This scene took a very long time to shoot. Steve Courtley and Brian Cox, the special effects supervisors, had built about a hundred extra pillars and walls for this scene and we used over half of them. If anything went wrong on a take, however, it took at least two hours to reset everything that was blown up. After each take, the air filled with toxic dust and we had to wear face masks while huge fans were brought in to clear the air. As a result, each take became like an Olympic event. The actors would be outside the set, pump ing themselves up, knowing that they might only get one chance to get the action right. After a few days, everyone was convinced that there was nothing else to life except sitting around in this dingy warehouse waiting for pillars to be reset. This scene also contained two of the film's most difficult wire stunts, Trinity's flip off the wall and Neo's triple kick.

It's funny how the boards began to take on a life of their own. The soldier in this scene [see page page 150] became known as Prince Charles because Steve's drawing resembled the Prince of Wales. The lucky stuntman, Alex Kuzelicki, selected to perform the Prince got to be repeatedly kicked in the head before flipping head over heels and crashing to the ground. He must have done it twenty times on two separate days.

Scene 152 ELEVATOR SHAFT - This is another scene shot almost exactly as storyboarded.

Scene 157 GOVERNMENT ROOF - Bullet Time. Three years of development went into the boards for this scene [see pages 168 through 170]. John Gaeta had to invent technology to make what Steve Skroce had storyboarded possible on film. Larry and Andy wanted the action to occur in slow motion while the camera appeared to move at normal speed. Up to this point such an effect had been nearly impossible to achieve. The scene was shot once on the actual rooftop, once on a greenscreen stage with the Bullet Time rig, and then plates were shot on the rooftop without any actors. The Bullet Time rig consisted of a lot of still cameras lined up in a virtual camera move. The cameras were timed to go off milliseconds after each other. The VFX crew took the resulting photographs which basically were steps along the camera move and fed them into a computer. The computer then interpolated the intermediate frames until the virtual camera move was complete.

Trinity's "Dodge This" moment can be matched almost exactly to frames of film [see pages 173 through 174].

Scene 158 PILOT PROGRAM - A note for helicopter fanatics. Yes, we do realize that the actual helicopter is a B-212 but the graphic on Tank's screen is a B-206. Sorry about that.

Scene 161 HELICOPTER RESCUE - This was one of the first scenes to be boarded and it was never certain how it was going to be shot. As it turned out, it was shot mostly inside on stage. We had the body of a helicopter mounted to a crane that was raised and lowered in the shot to simulate hovering. The office set was three stories high with a huge water tank underneath. The water from the sprinklers drained into this tank in between shots. The Agents had to wear wetsuits under their suits so they didn't freeze in between takes. The whole crew had to wear knee high boots to wade through the soaked set. Air guns were placed under the floor to simulate bullets hitting the water. This has to be one of the best action scenes on record.

Scene 164 HELICOPTER RESCUE - Any shot in this scene with the actors in it was shot on stage in front of a greenscreen while stuntmen performed the shots hanging from the helicopter as it weaves between buildings throughout Sydney. Shooting this scene was front page news on every station in Sydney the night it was shot.

The helicopter crash (see pages 203 through 206), was another scene boarded without really knowing how it would be shot. In the end it was shot with models but it was still a massive undertaking. The model building was at least forty feet high. It was constructed entirely of mirrored glass and surrounded by greenscreens. A quarter scale helicopter was then placed on a green rig. The rig was lowered into the building and blown up. It was such a huge, dangerous shoot that it had to be shot out in the desert. Only the special effects crew were allowed near it and they were operating in underground bunkers. The lowering of the helicopter and the explosion were set off remotely from the bunkers. Larry and Andy used to joke that this one shot probably cost more than BOUND, their first film.

Before it was shot, there were probably two months of meetings about what kind of glass would be used on the mini-building and how to get it to ripple. The whole scene was previsualized in CGI before it was shot. Eventually, John Gaeta and Steve Courtley sorted it all out.

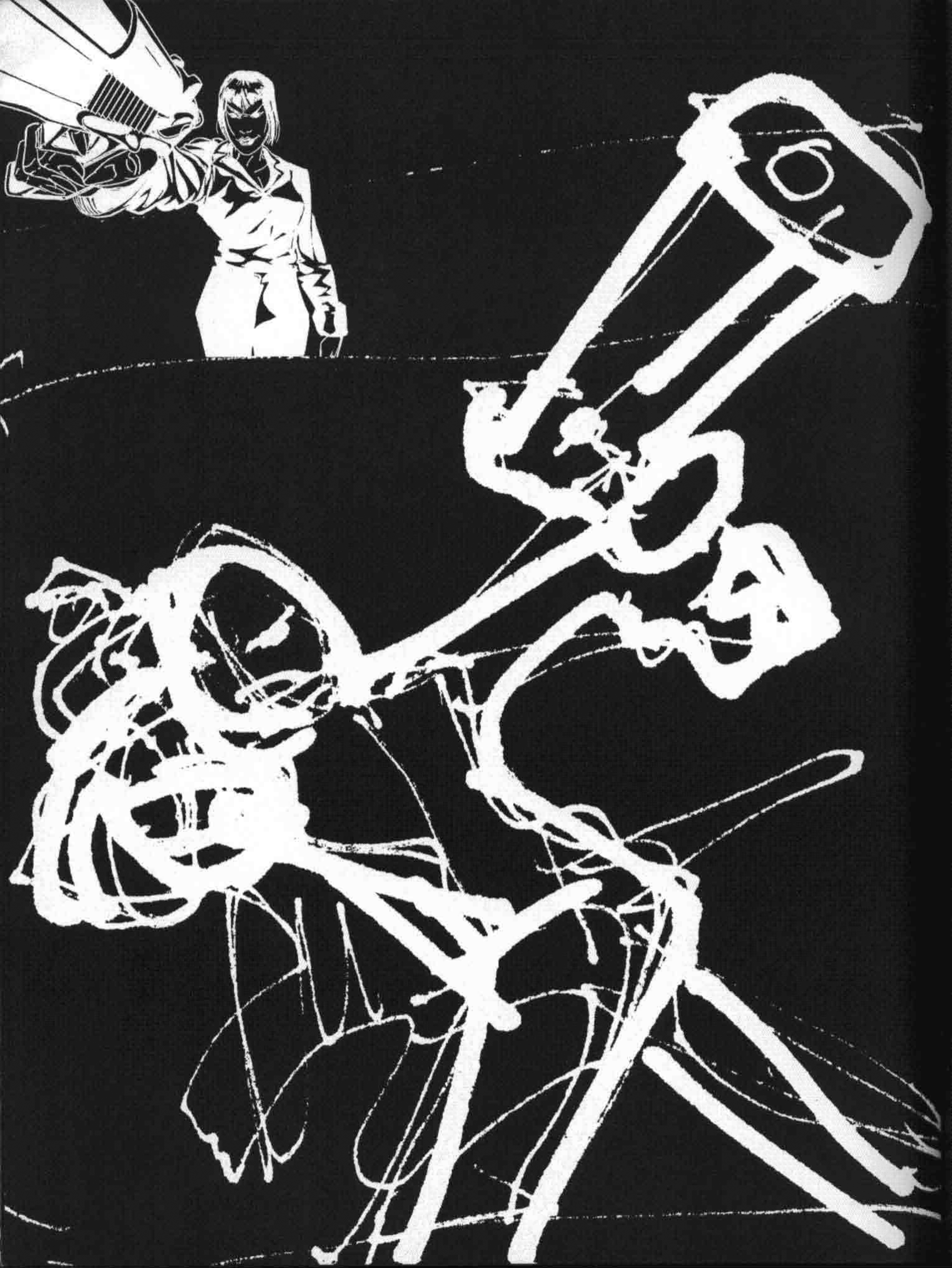
Scenes 170, 172, 174, 176, 178 EL FIGHT - A set which seemed like we would never leave. I think this scene was originally scheduled for five days and ended up taking twelve or fifteen. The subway station was constructed over an outside railroad track. It was freezing cold and everyone got sick, making it particularly brutal for the actors. Every shot seemed like a struggle. It was hard while we were shooting but, in the end, the difficulty of the shoot made the final scene even more intense.

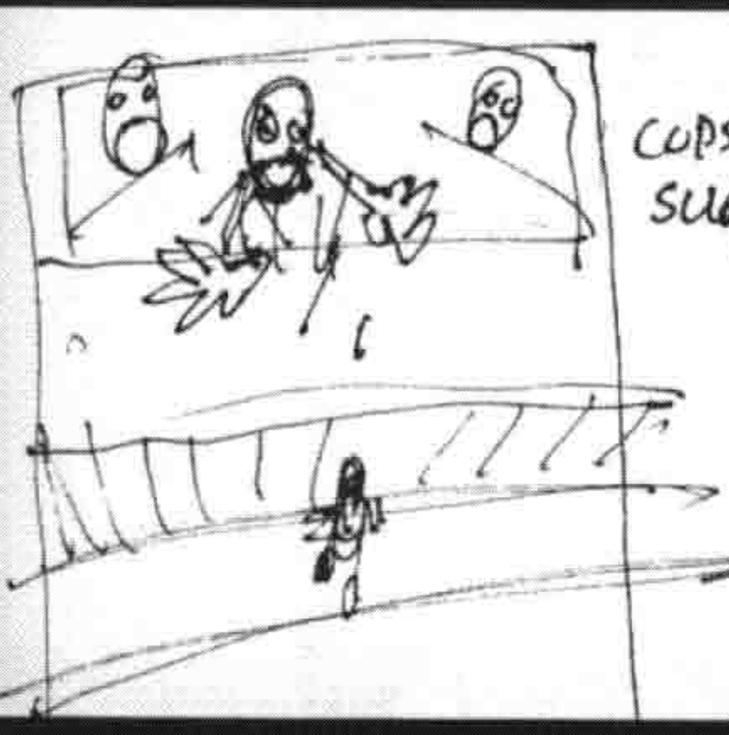
Scenes 204, 206, 208 SENTINEL ATTACK - These Sentinel scenes were strange shooting days because we had to plot the destruction for Sentinels that were to be added later. The Sentinel action had to be matched by John Gaeta during postproduction. So on the set, things ground to a standstill as Larry and Andy tried to plot out how a Sentinel would destroy the ship. At that point, it wasn't even entirely determined how exactly the Sentinels would move. It's a good thing they figured it out because, somehow, John Gaeta running up to Neo and Trinity's chair with a cube on a green stick is no substitute for the real thing. It looked good in the end but on the day, I think everyone's head was throbbing.

Next up, the sequels...

# PRELIMINARY THUMBNAILS

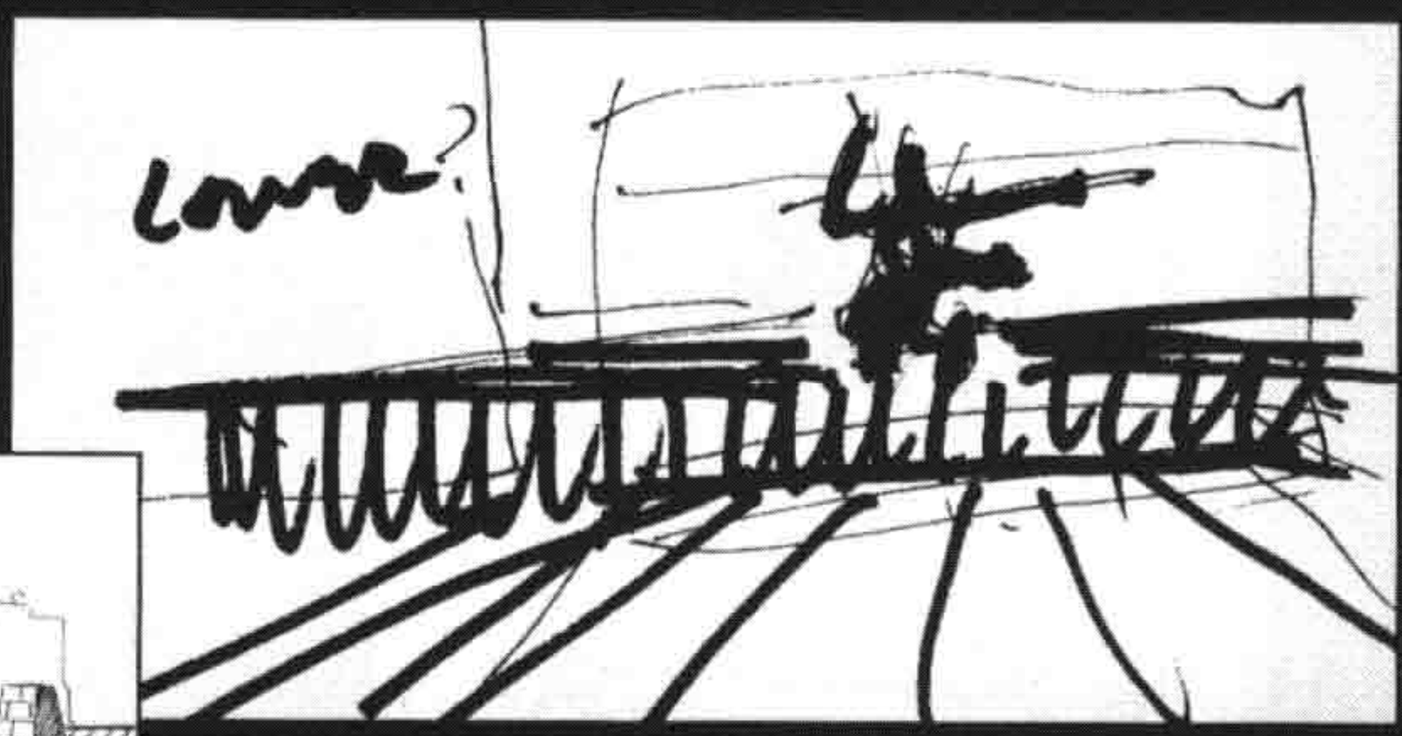
Before the boards were completed, numerous notebooks were filled with initial sketches by Larry and Andy Wachowski. Used as a starting point, these preliminary sketches would go back and forth between the artists and the brothers, allowing them to zero in, visually, on what Larry and Andy were after. Here's a selection from this part of preproduction.

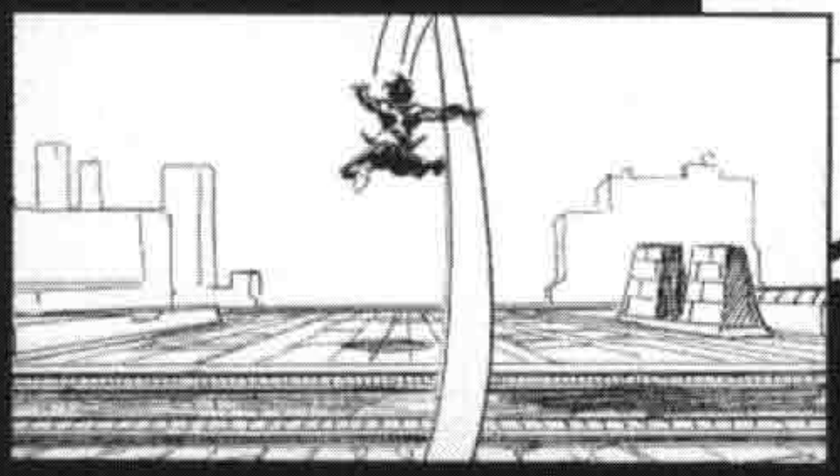




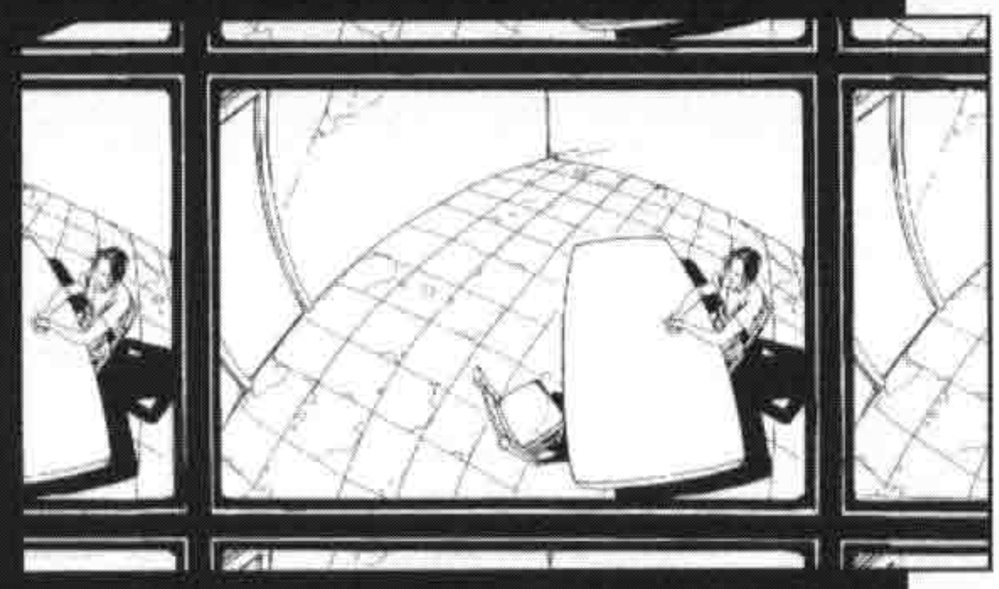
COPS RUN UP TO US, SLIGHT LOW ANGLE "THAT IMPOSSIBLE!

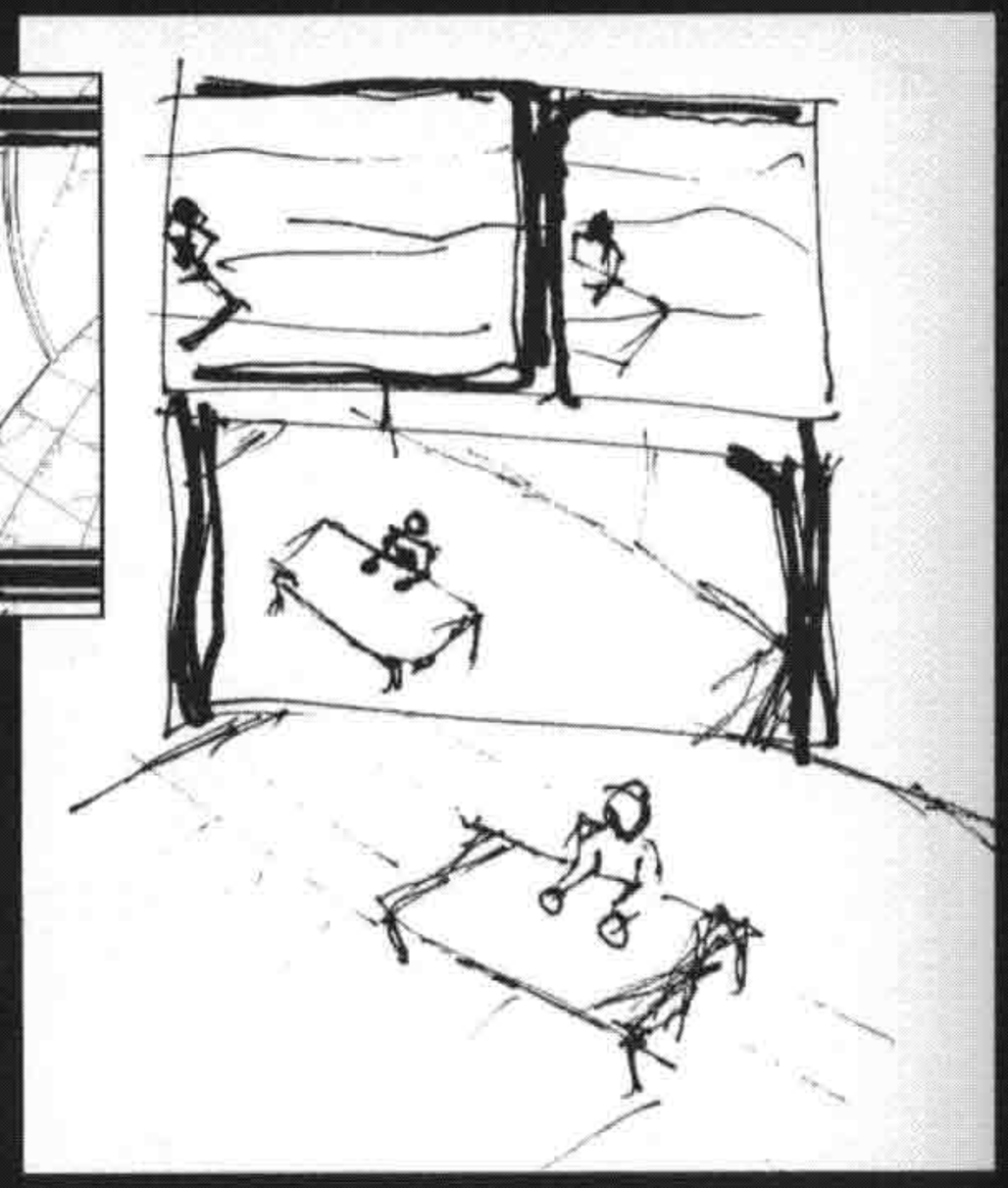
POV OF JONES AS HE JUMPS ACROSS

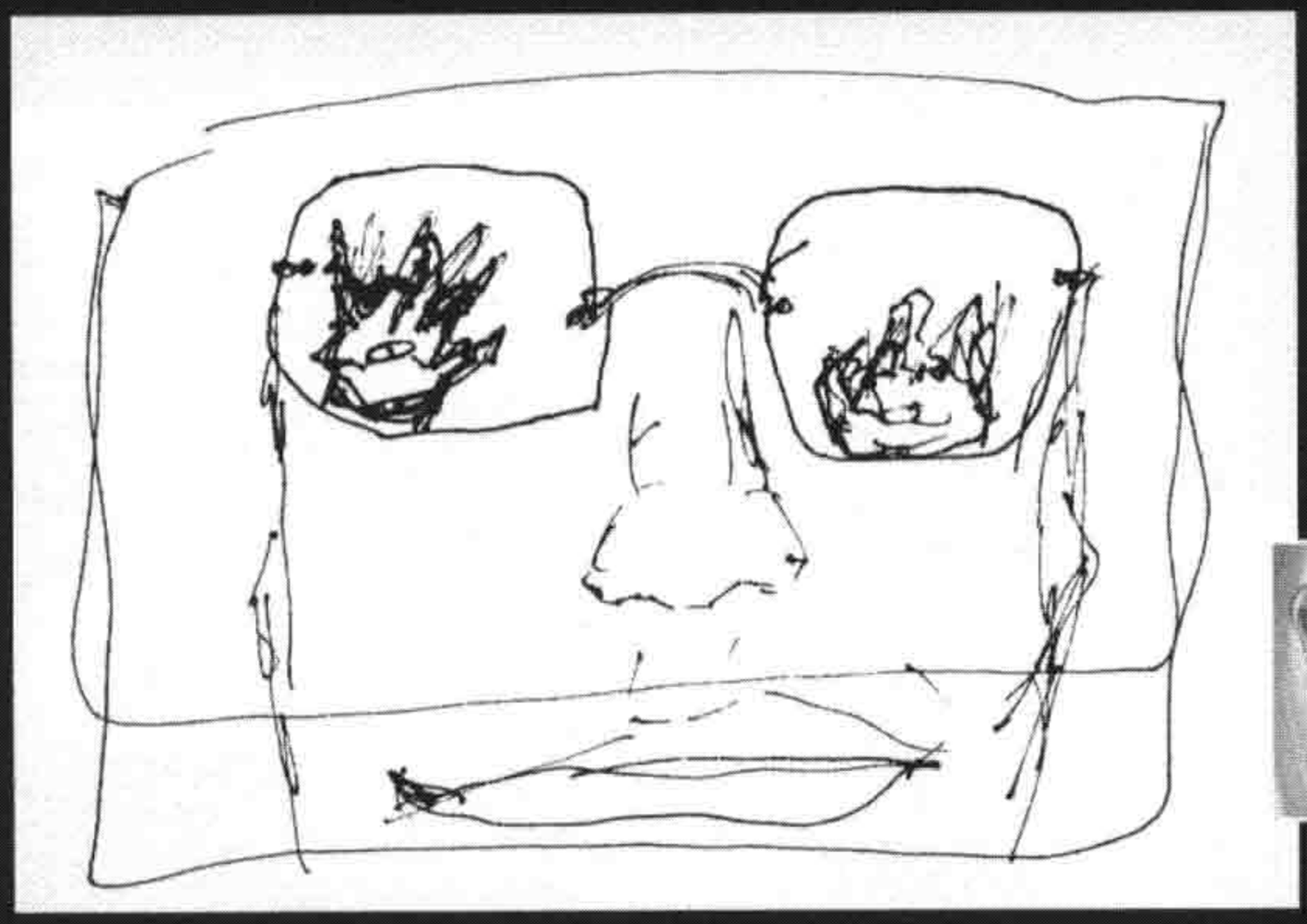


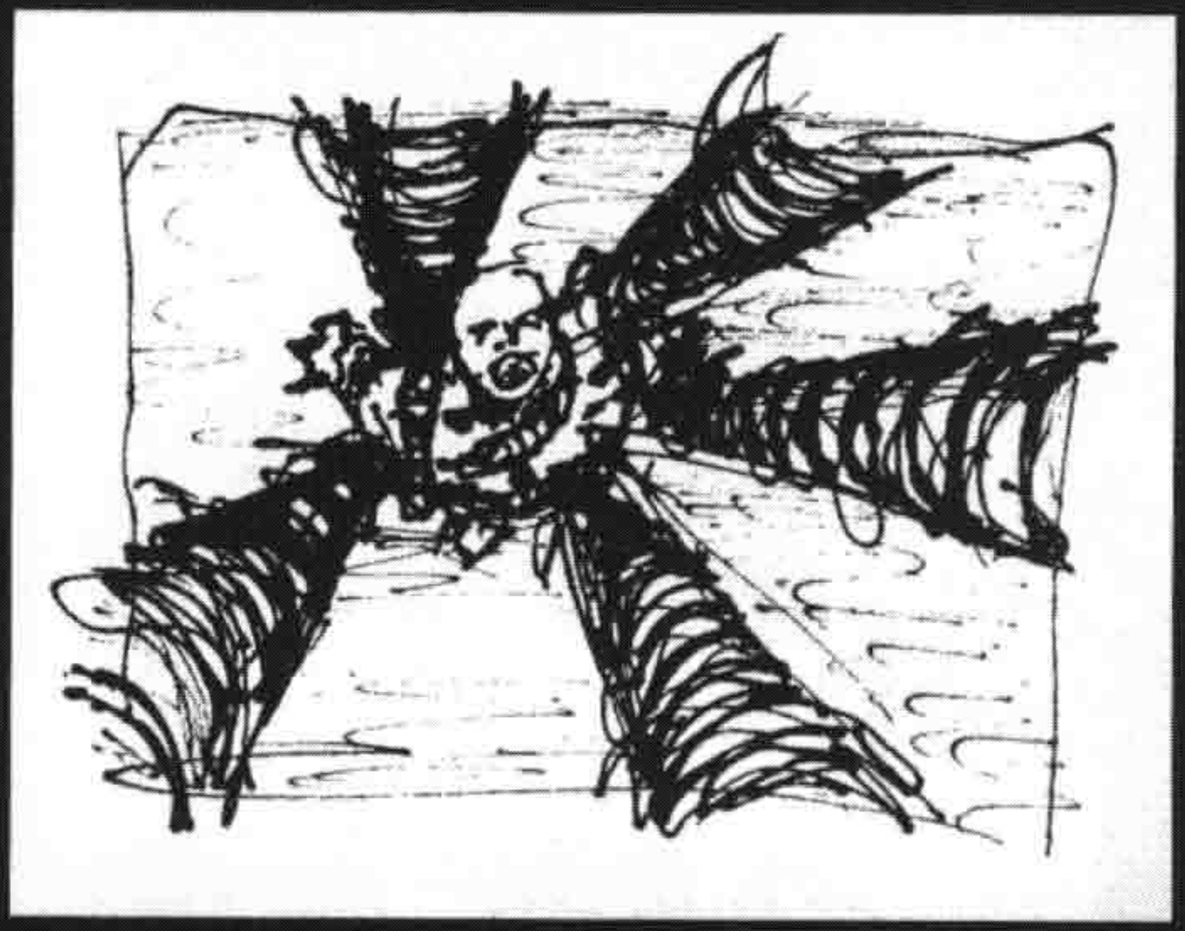



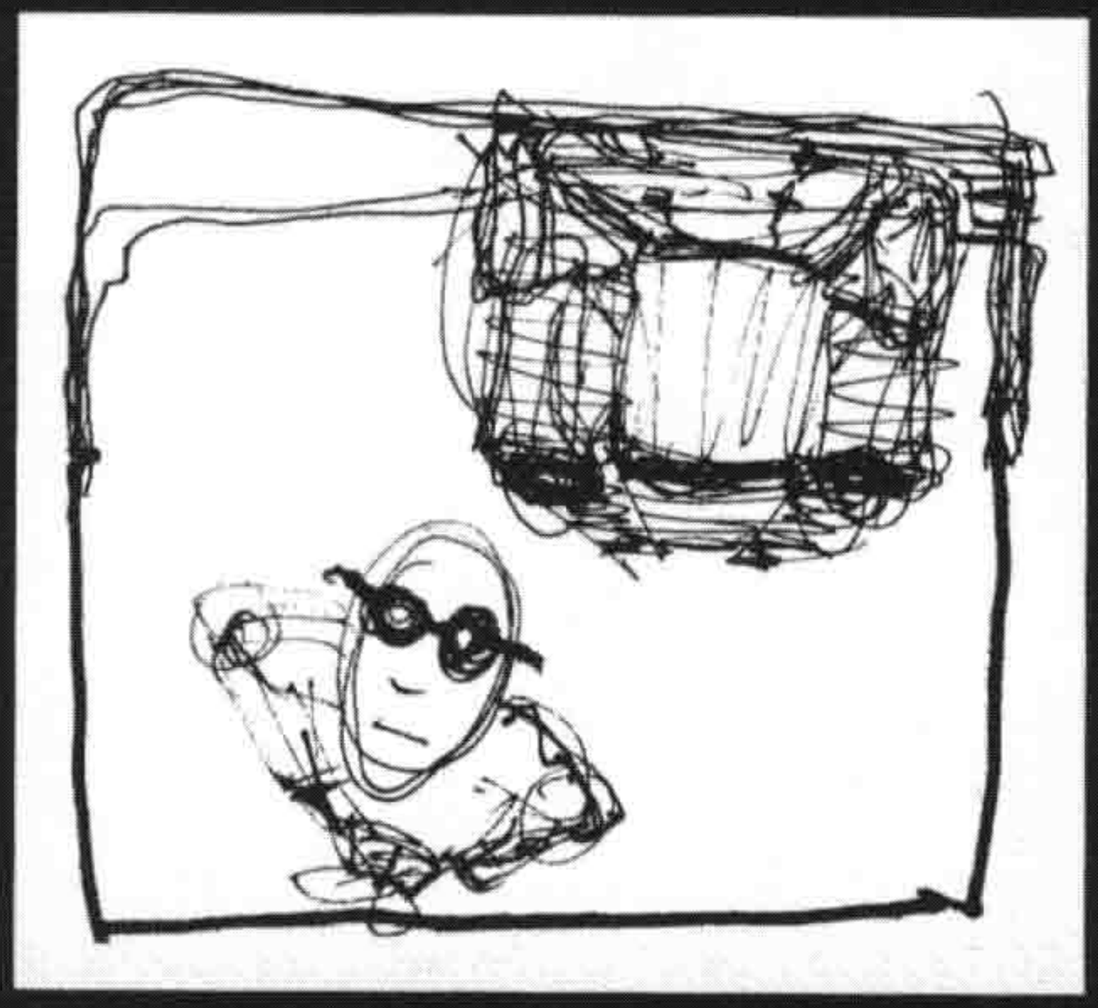
Thumbnails . Interrogation Room . Lafayette Pi

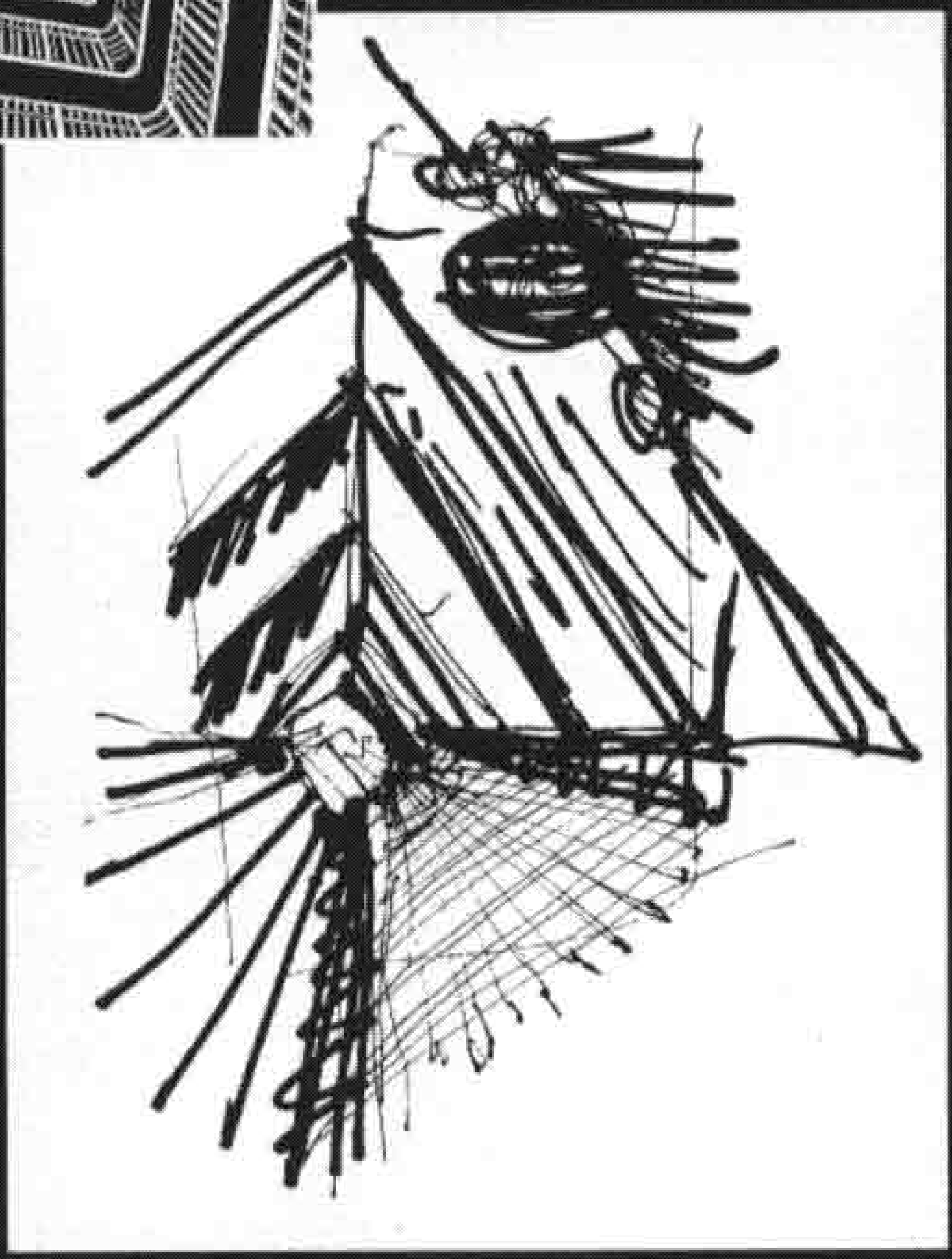


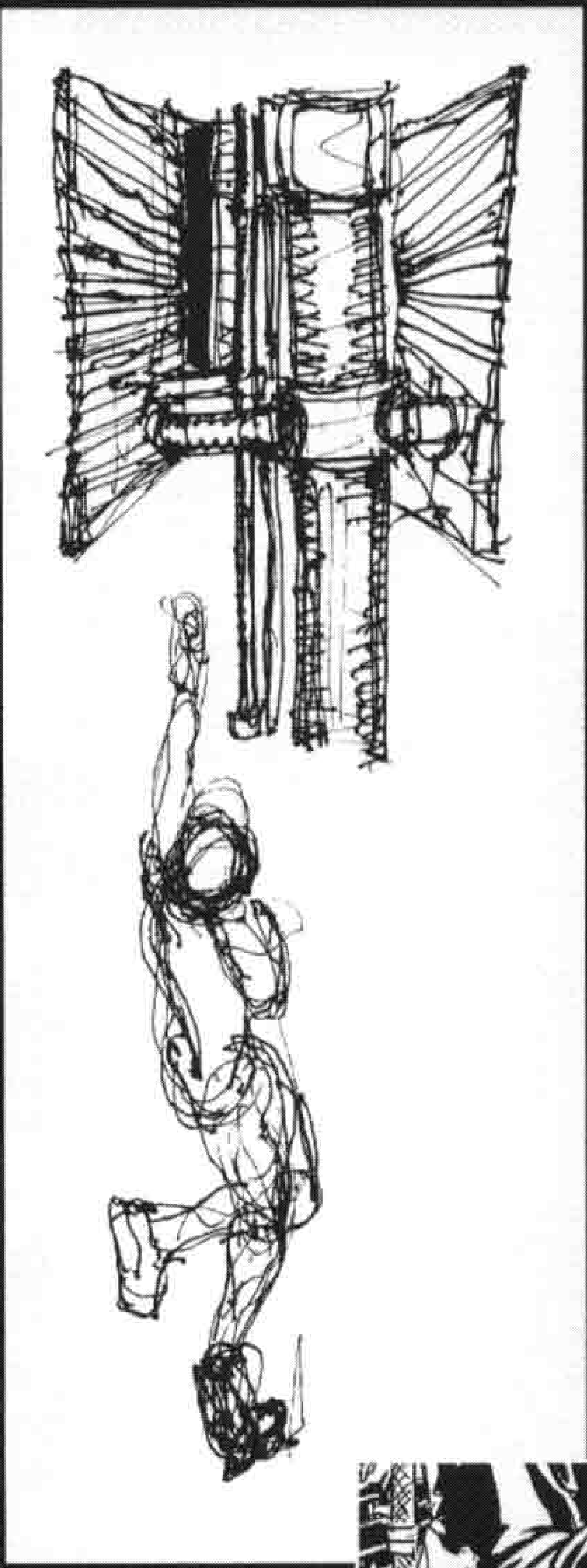


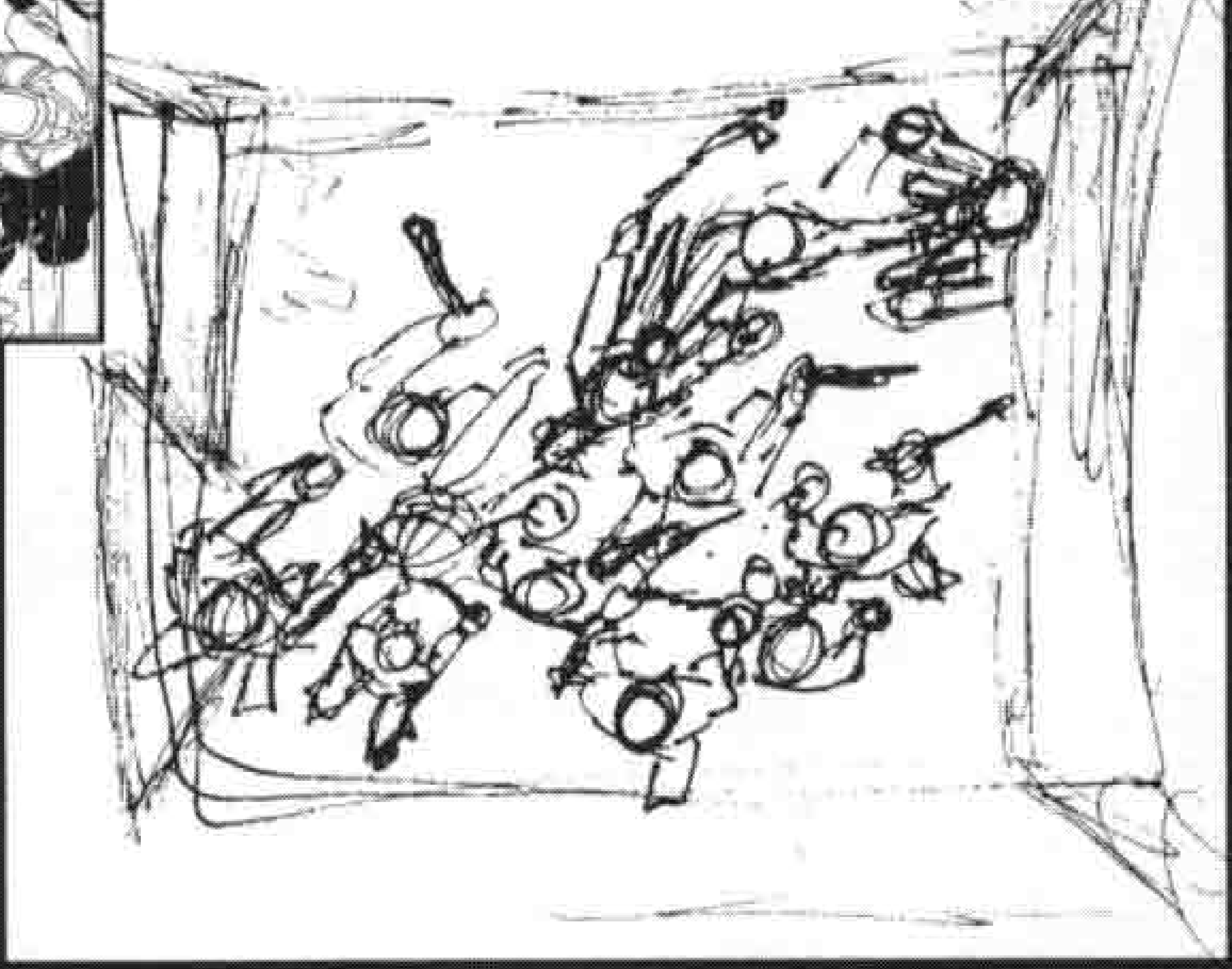


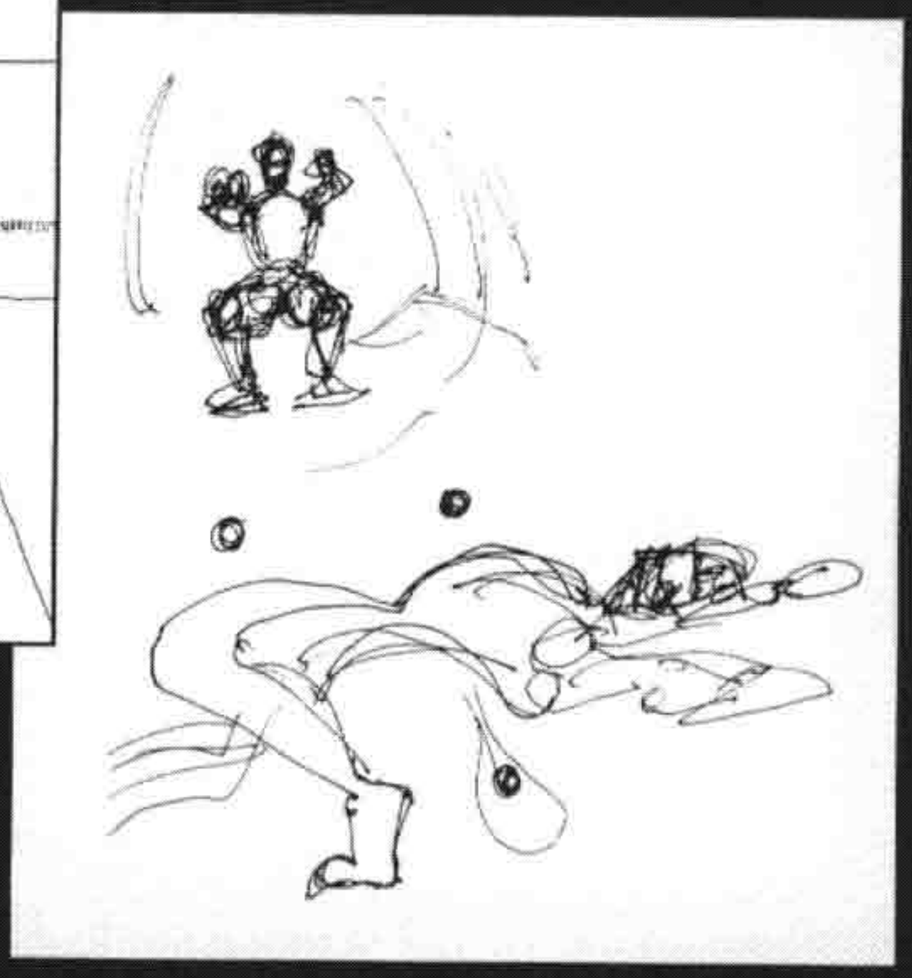


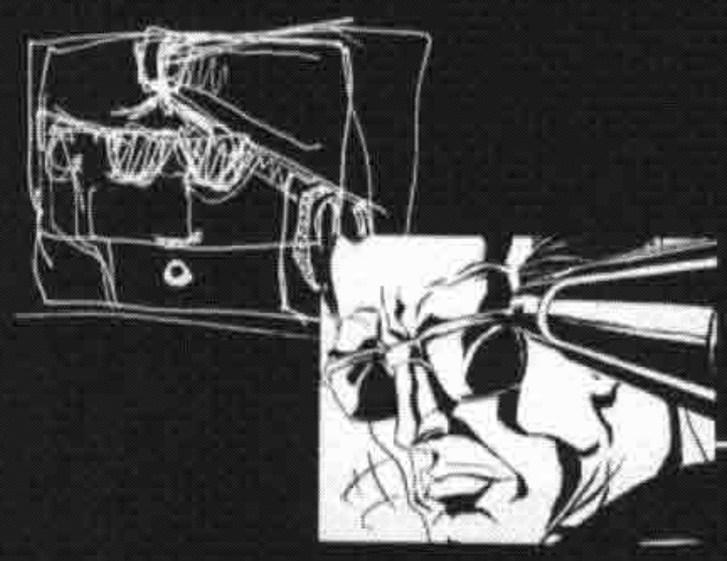


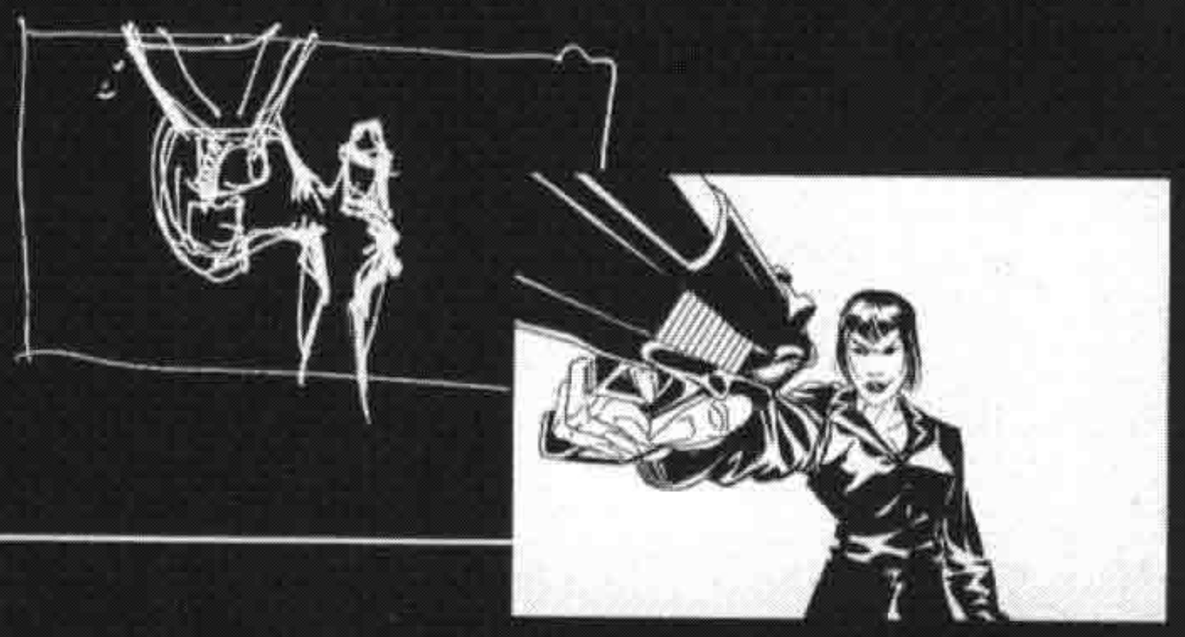


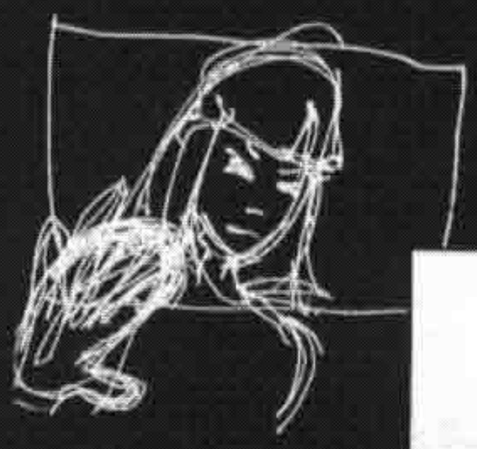


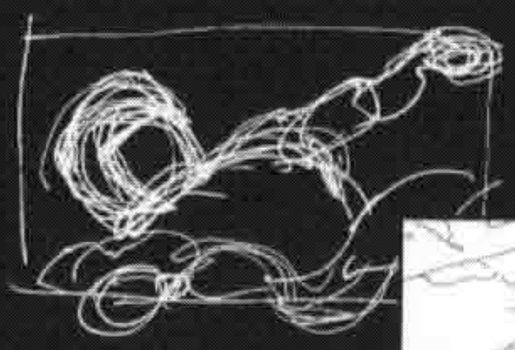




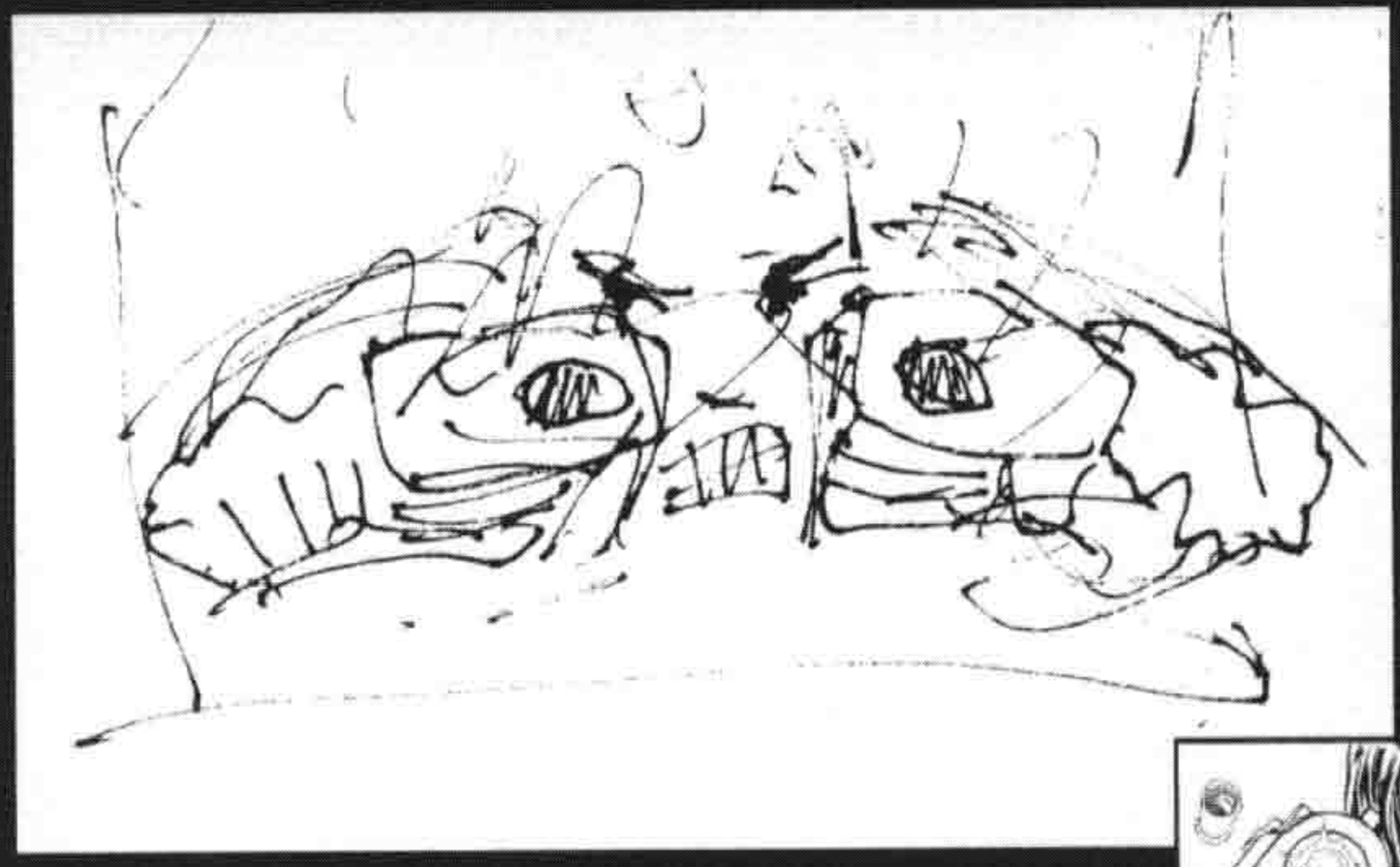


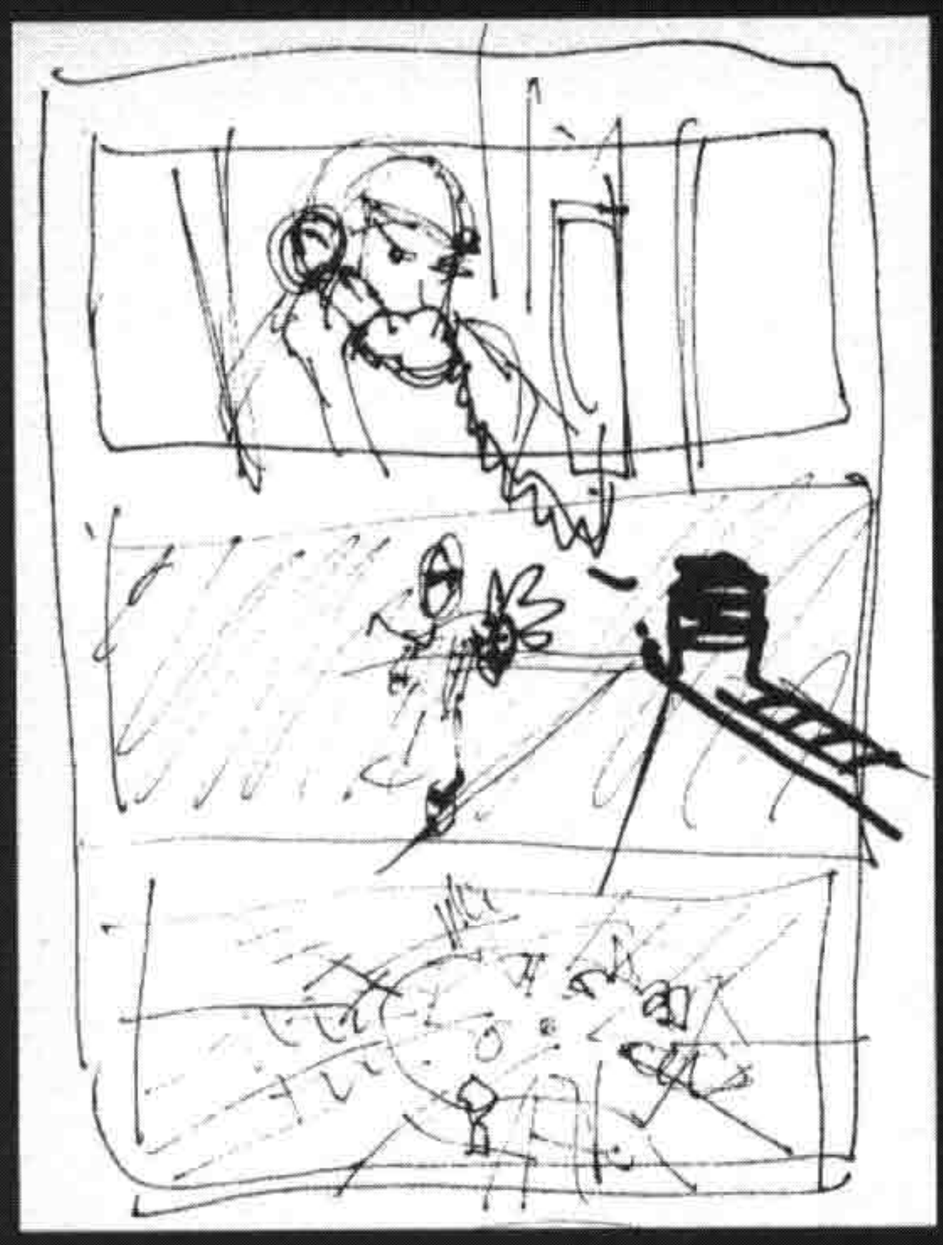


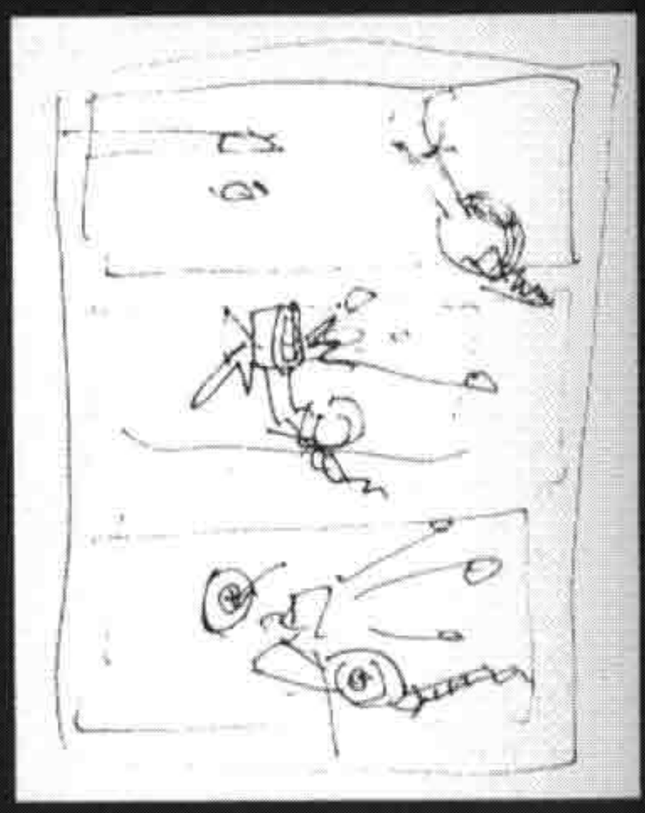


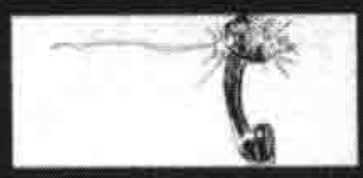


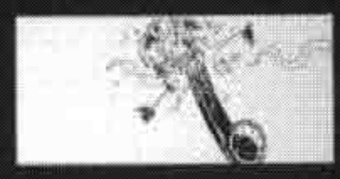
Thumbs · Government Roof · El Fight











# CUT

"I NEED THE MAIN WET WALL."

The following three sections of storyboards are not in the film. They are based on early drafts of the script and included here, with commentary, to add insight into the preproduction process.

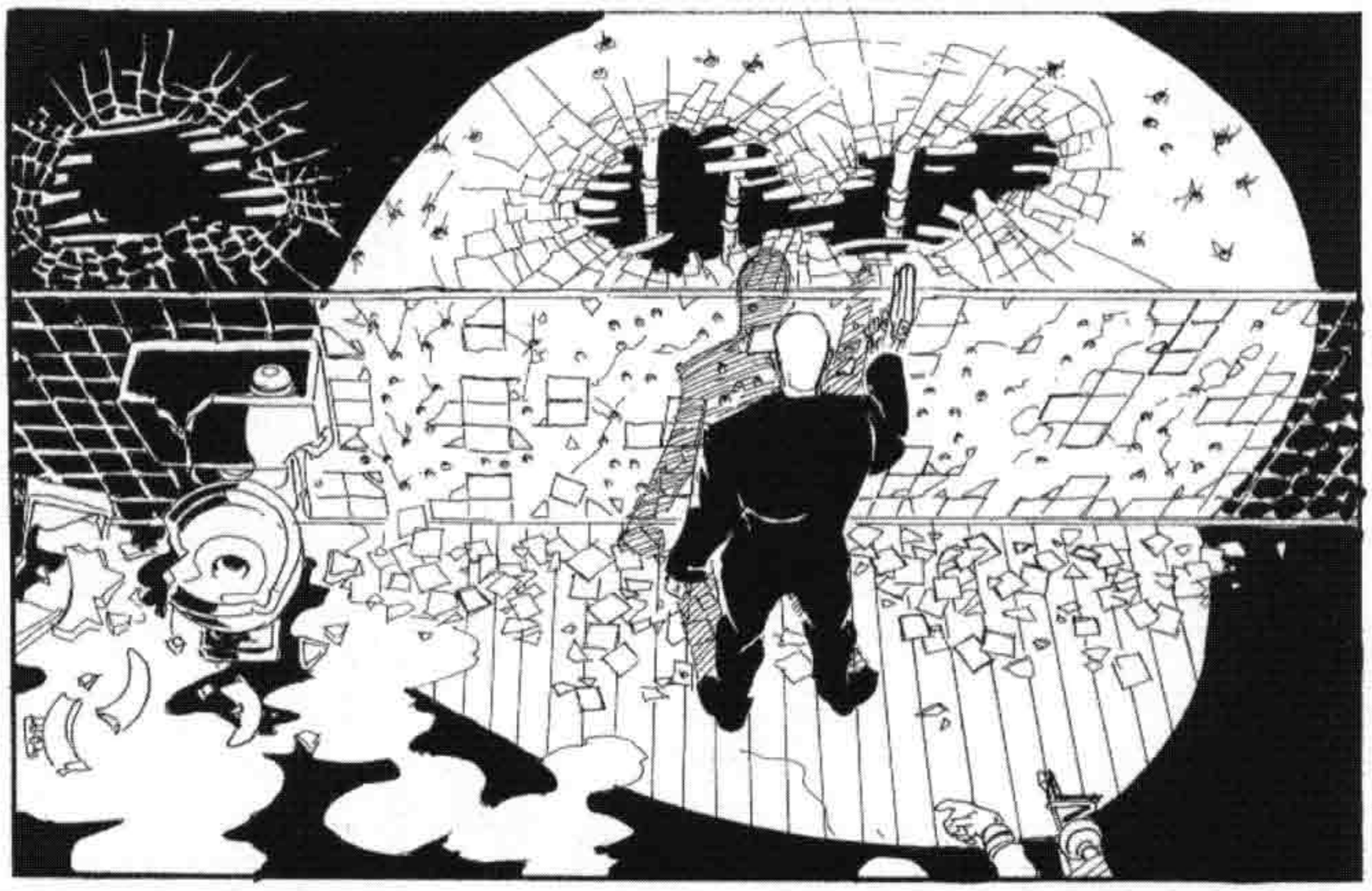
Lafayette Trap

Original Sequence

**Steve Skroce:** A lot got changed for this scene, characters juggled around. Here's how it was originally illustrated, with Trinity in the place Neo has in the final boards [see page 125].

**Skroce:** Again, here's how this shot was initially drawn. After I first drew it, Larry and Andy changed their minds about the order the characters should be in while hanging in the wet wall. That's why, in this version, Trinity is where she is. In the film, and the redrawn board (see page 124), she's at the bottom.

**Skroce:** In case you're wondering what's happening here [above], the agent is taking over the soldier.

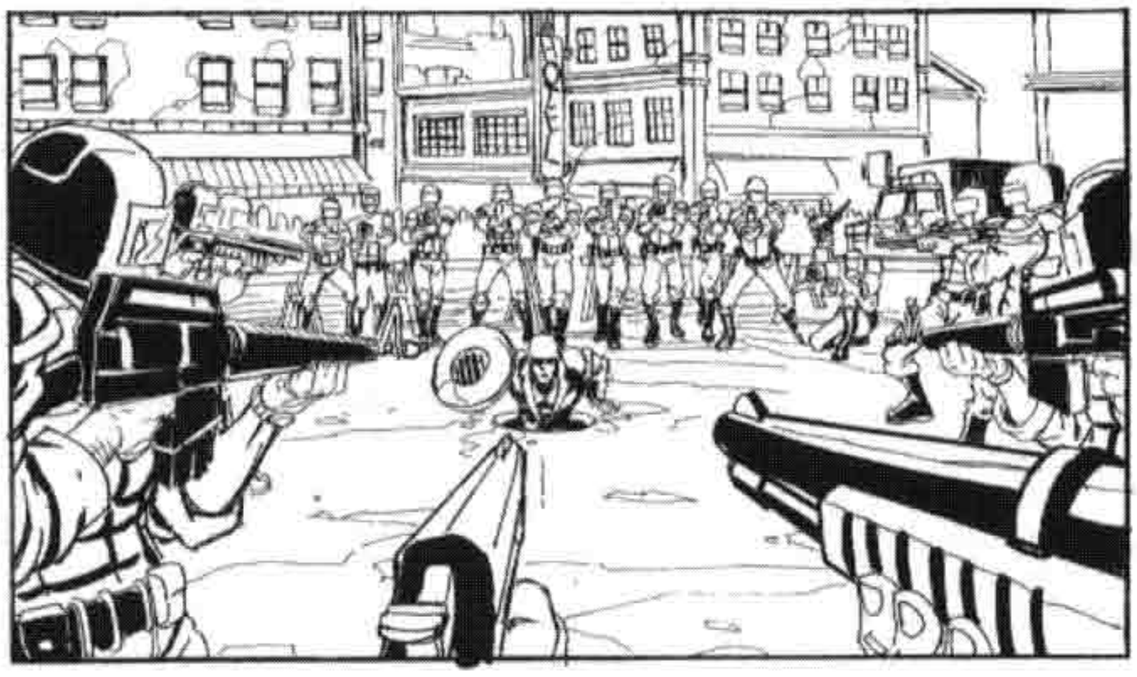


**Skroce:** You can see more of Larry and Andy's comic-book influence here. They wanted a classic comic-book look to this page, which is seen with the gas can, sort of an abbreviation of the scene. Instead of having to draw it all, they had me show the gas can, which becomes the panel for Morpheus pulling the manhole cover off in the basement of the hotel.

And that's Cypher there in the middle, slinking away.

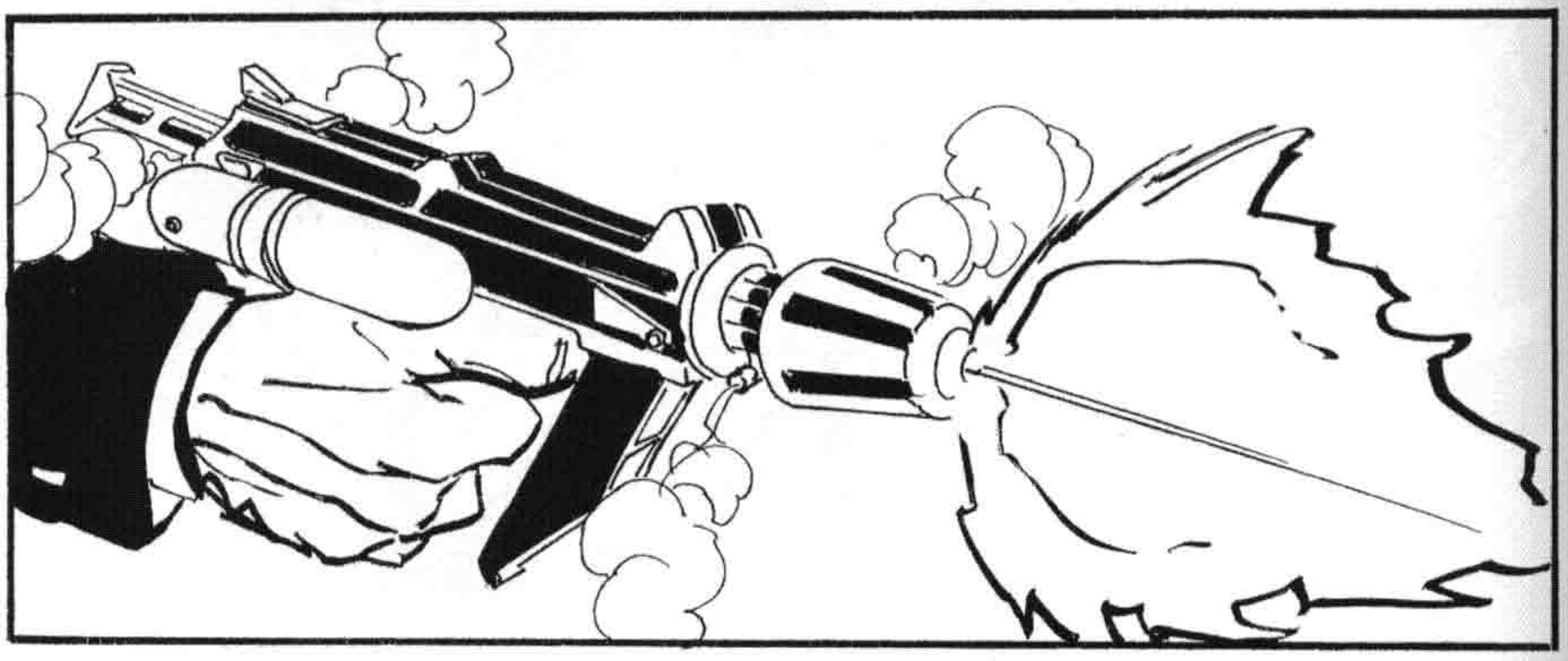
**Skroce:** The basic gist here is retained in the later version, with Morpheus sacrificing himself. Only in the film, the sacrifice occurs earlier, straight from the wet wall into the bathroom where he fights Agent Smith.

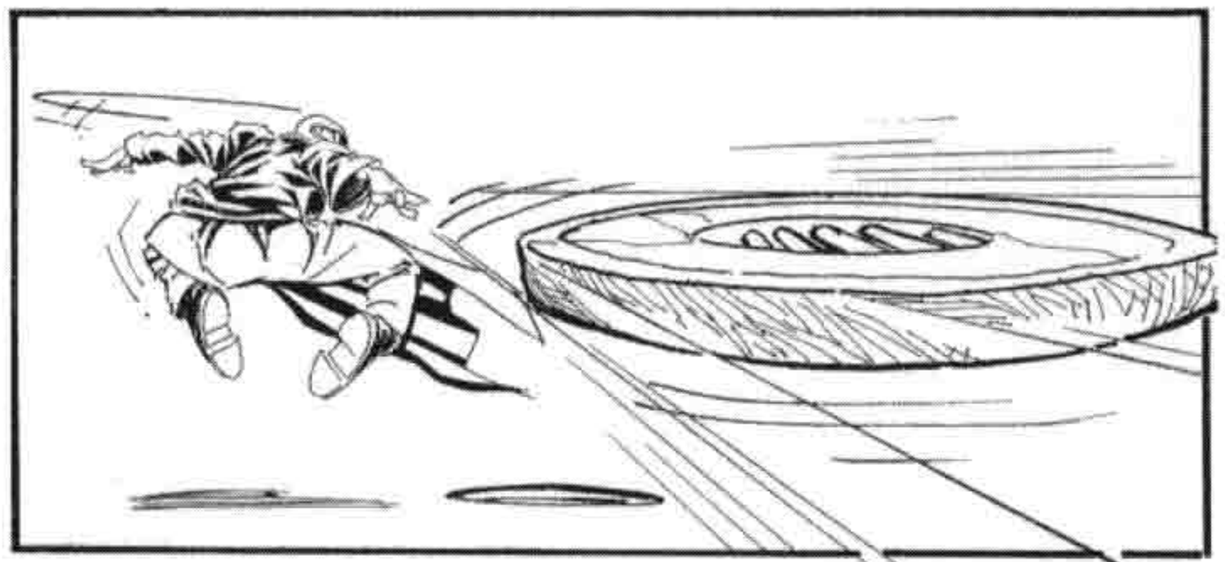
**Skroce:** This is a close-up of Neo's face as the cops scurry up behind Morpheus. Morpheus has no escape and is heading up towards a manhole to go to street level.



**Skroce:** This next bit was to be a much larger-scale fight between Morpheus, the cops, and the Agents. Morpheus is exploding out of the manhole cover into the street where he is surrounded by a zillion cops with guns turned on him.

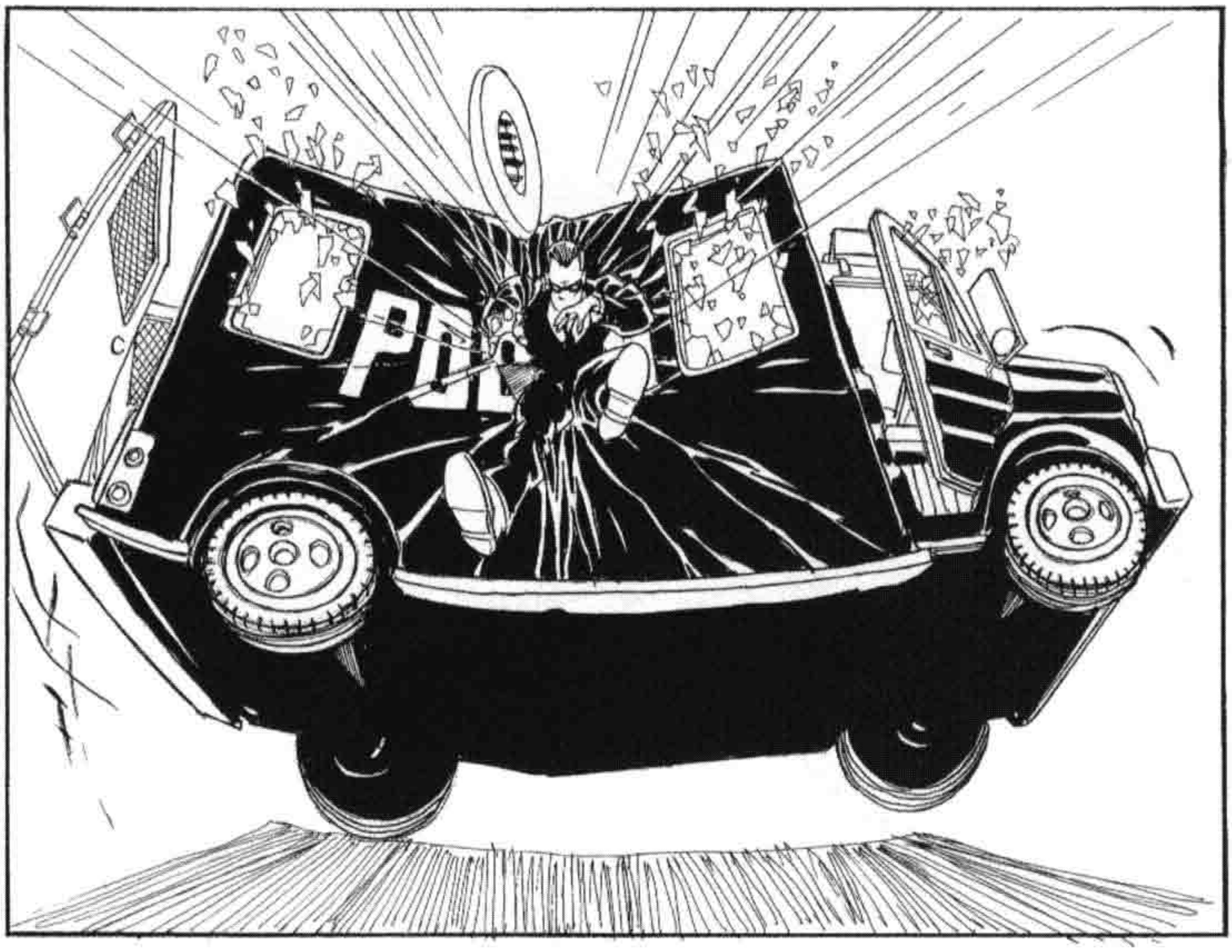
Here's a really cool idea that was dropped, where one of the Agents comes up to Morpheus with a special gun. It's an idea Larry and Andy had about a gun that fires tranquilizer needles, which was to work with compressed air. In this shot (below), we see a close-up of the gun and see all the little puffs escaping through the vents as the gun is fired.



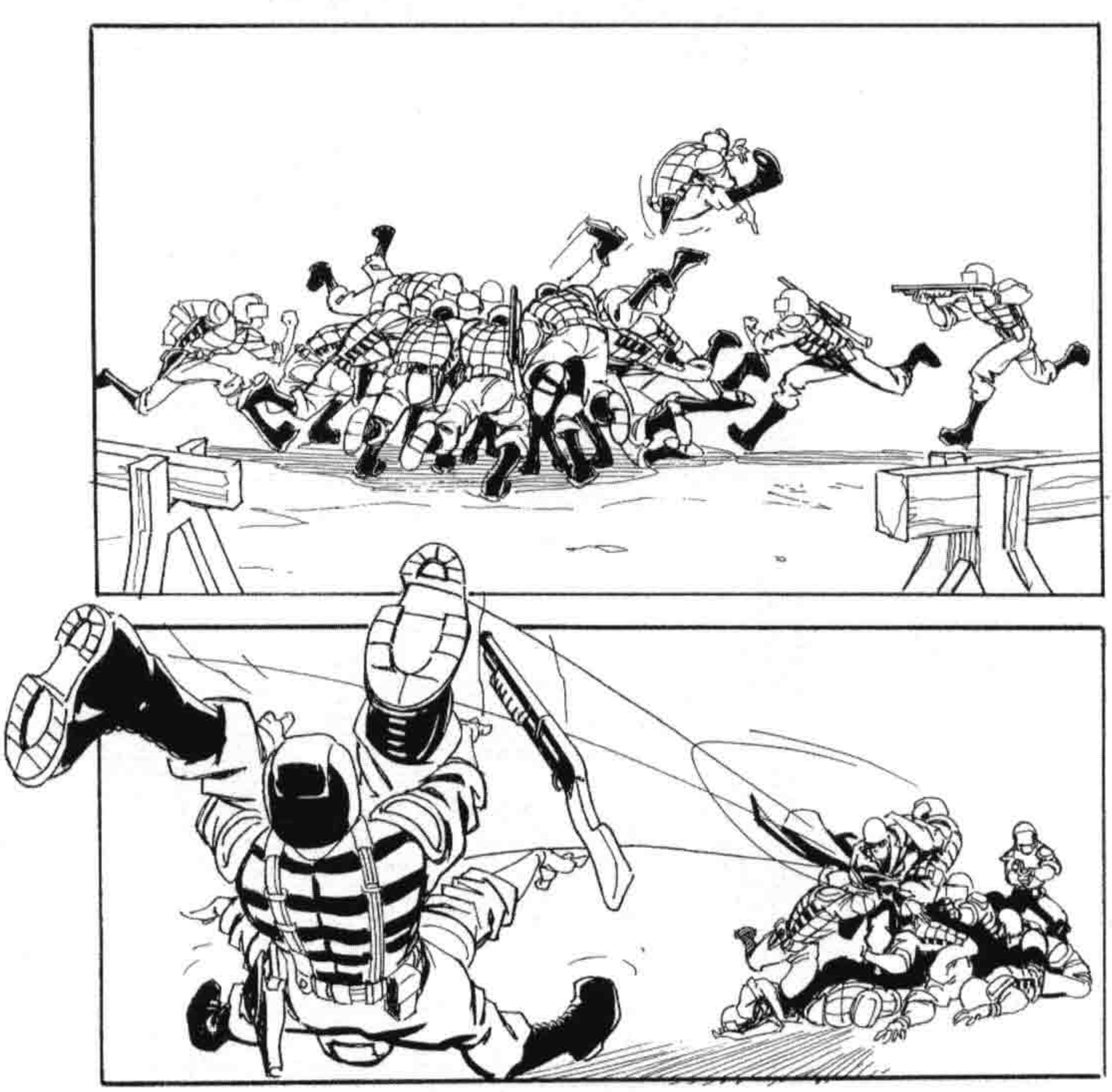


**Skroce:** This scene only got better with Morpheus deflecting the little needles with the manhole cover and then whipping the cover like a superhuge discus. He nails the Agent in the stomach, sending him flying back into a police truck.

The truck was going to get knocked up on two wheels from the incredible impact, windows exploding, the frame buckling like it's just been smashed by a speeding car. Larry and Andy had this all worked out, how they were going to do it, with wires and thin sheet metal. You can almost hear the shattering glass.



**Skroce:** Here's Morpheus kicking back, getting busy with the cops. This shot where all the cops jump on top of Morpheus evolved into the overhead shot with Agent Smith kicking his butt in the bathroom, where all the cops come in [see page 134]. This one [bottom] is my own idea, the "69 throw," as we called it. For some reason it didn't make it into the film.

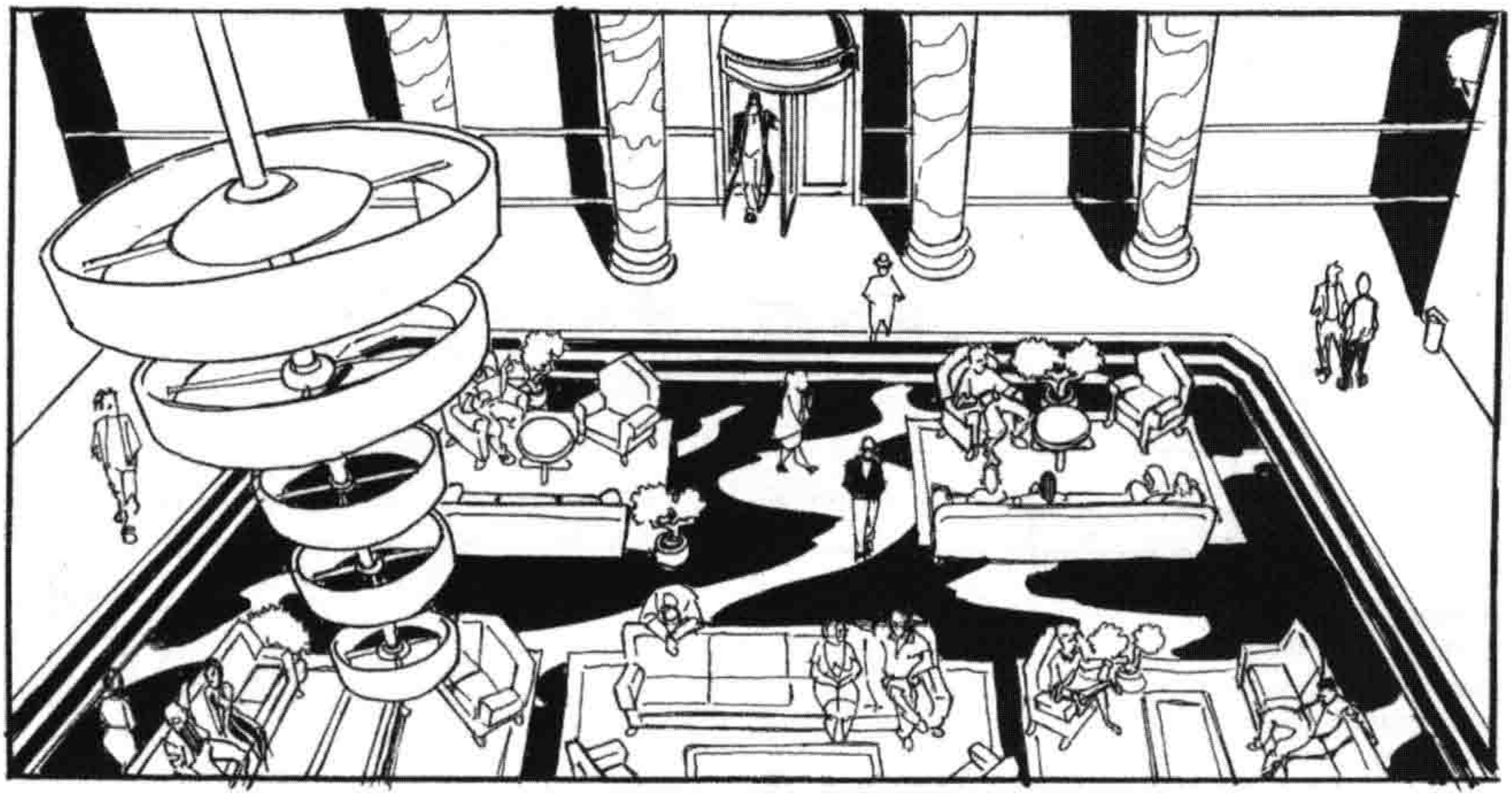


# CUT

"IN LONG BLACK COATS, TRINITY AND NEO PUSH THROUGH THE REVOLVING DOORS."

Government Lobby

Original Sequence



**Steve Skroce:** Originally, the Government Lobby scene was set in a hotel lobby, like a Marriott with big open spaces and couches. There were a couple of cops down there hanging around in the lobby to make sure there was no trouble. In this panel (left), trouble walks in with Neo and Trinity, and we have a shoot 'em up, which is quite a bit different from what we wound up with in the movie.

**Skroce:** Some elements from these initial boards were kept, such as the paper getting torn in half as the guy gets shot [see page 138].

In these two panels [above and right] the idea was to have Neo lift his right arm with his gun in his pocket, firing at something off panel. Then the camera would swing around, over his left shoulder, and we'd see one of the cops drop to his knees with a smoldering bullethole in his head.

**Skroce:** Here's Neo spraying the ceiling to scare everyone out of the hotel, to safely get as many people out as possible. The two are still about to set the bomb in the elevator, blowing up the lobby, so they're trying to lessen innocent casualties.

# CUT

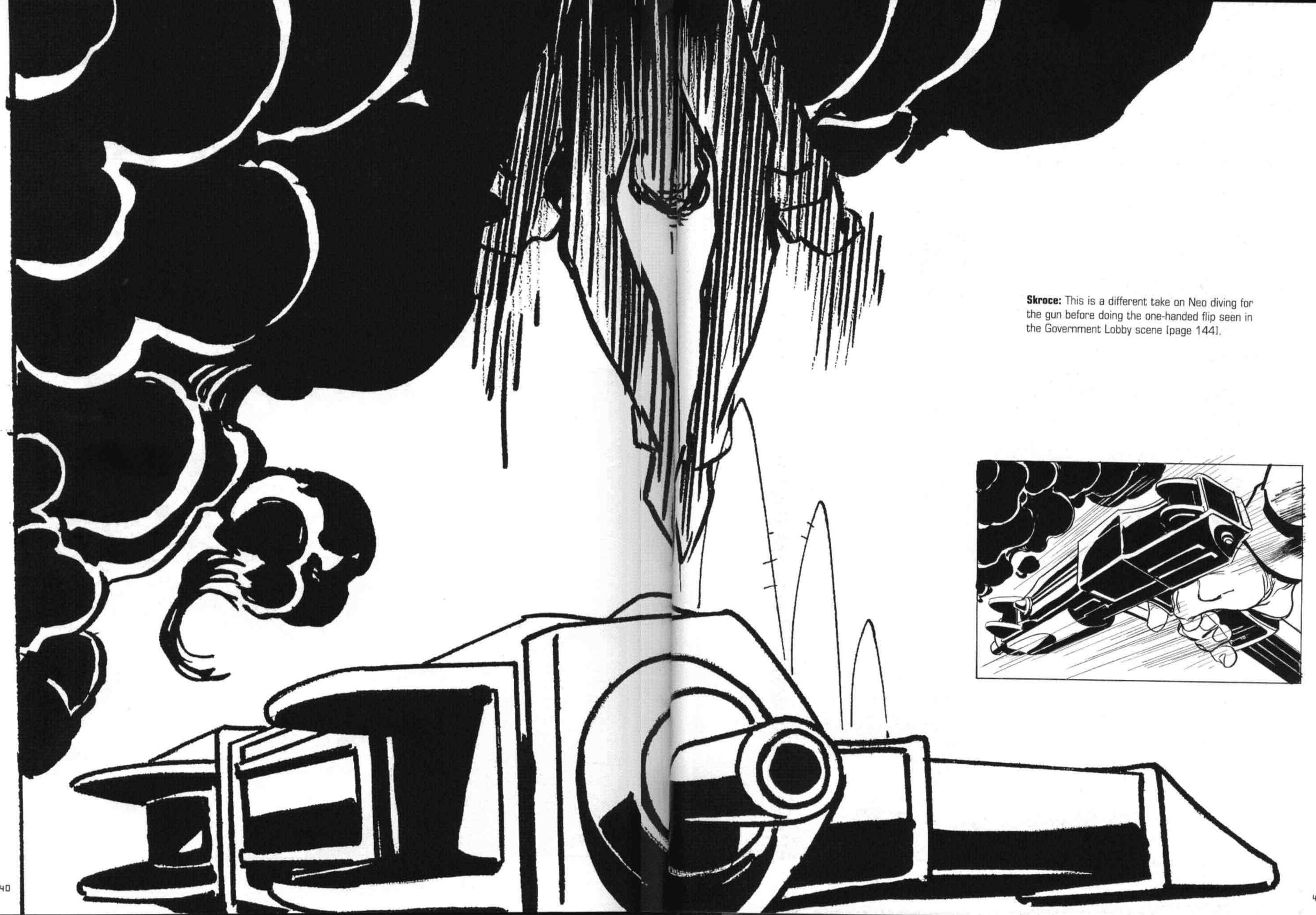
"I REPEAT, WE'RE UNDER ATTACK."

Government Roof

Original Sequence

**Steve Skroce:** The Government Roof scene was going be different, because it was here where the main fighting was to happen. From an aerial shot, we were going to speedily push through the black smoke from the elevator explosion, not knowing where we were until we got through it. Then we would see an overhead shot of Neo and Trinity going to town on a bunch of soldiers on the rooftop.

**Skroce:** The roof is on fire from the explosion of the elevator shaft. Some of these shots are in the movie but have been moved to the Government Lobby scene.

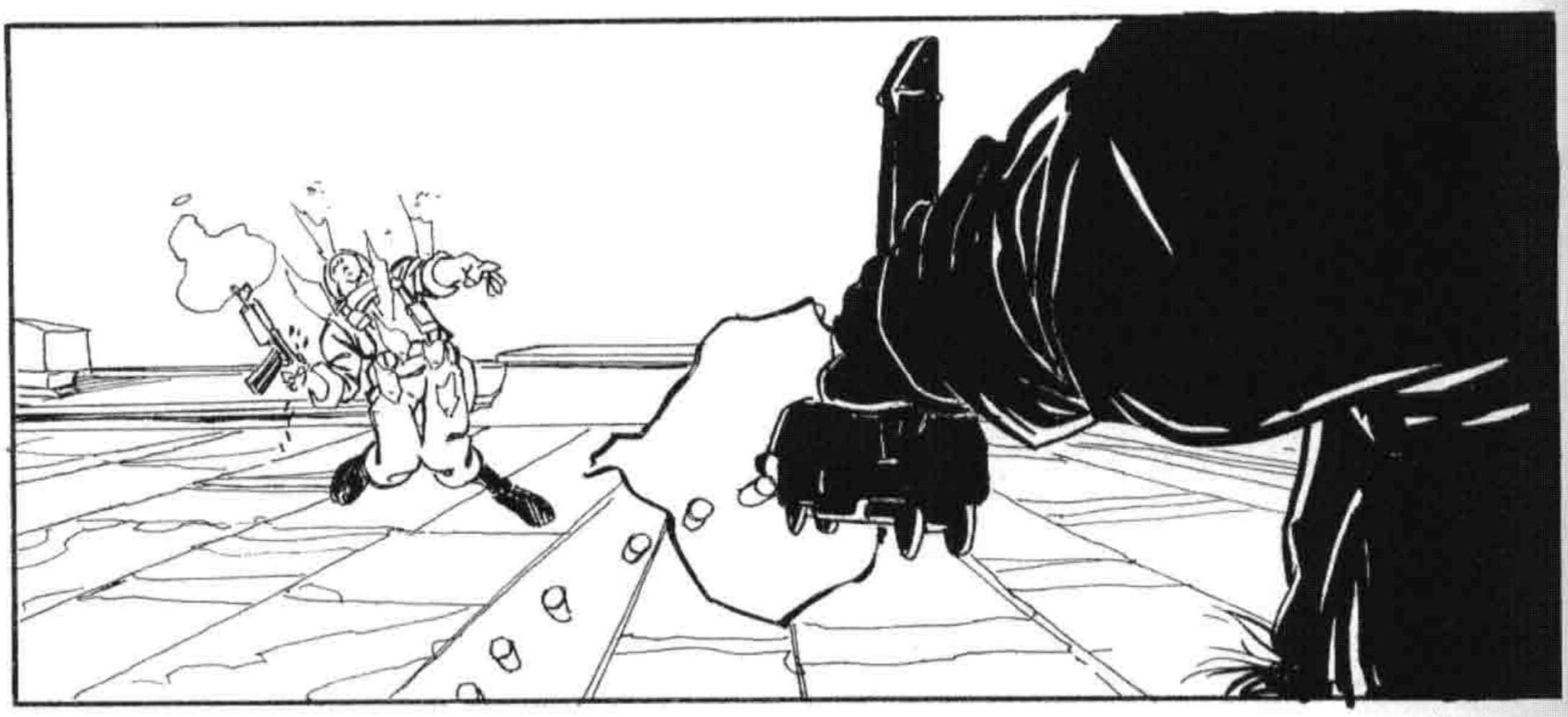


**Skroce:** This is a different take on Neo diving for the gun before doing the one-handed flip seen in the Government Lobby scene [page 144].



Cut scene . Government Roof

**Skroce:** After doing the big flip, Neo lands, and the camera starts to pull back.



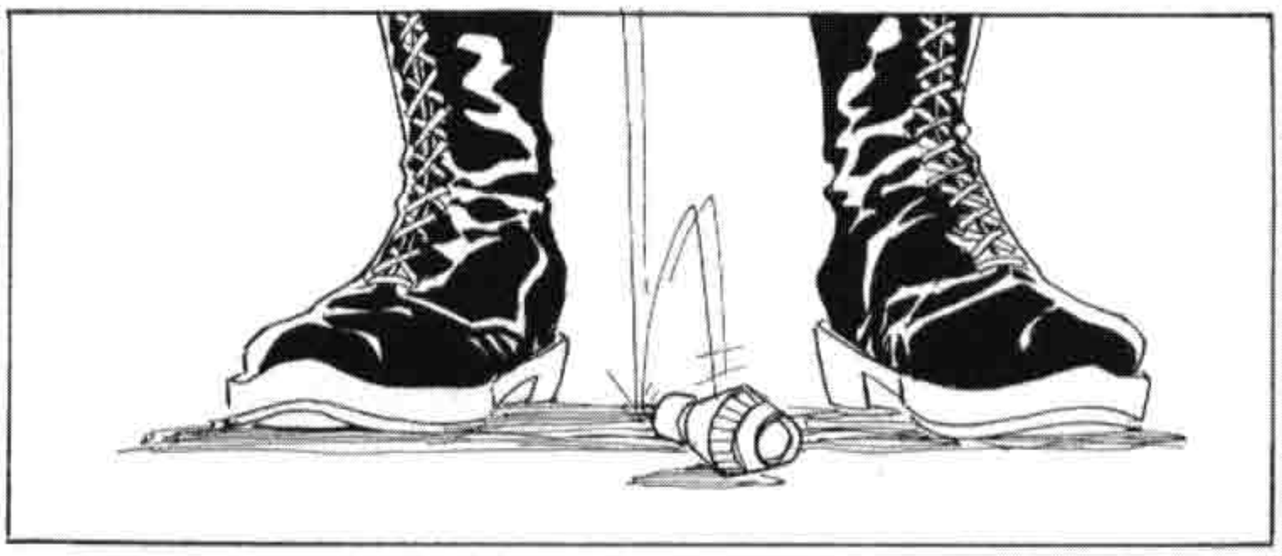
**Skroce:** Here's Trinity beating up a soldier. That's supposed to be the bridge of his teeth coming out there [center].

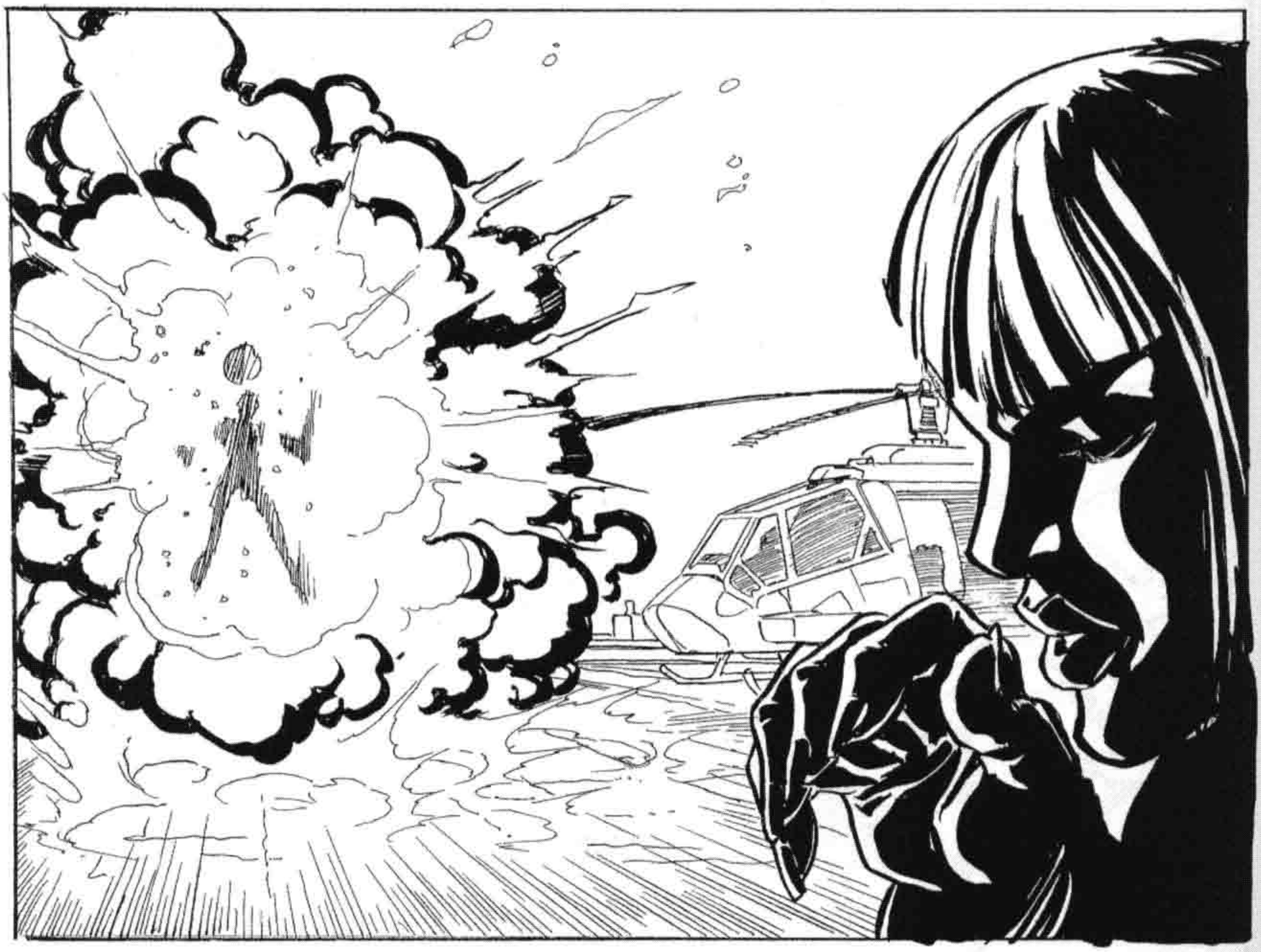
**Skroce:** The soldier, whom Trinity has just disarmed, reaches to get a knife out of his boot, and in one quick move, Trinity breaks his arm [over].

**Skroce:** Larry and Andy were going to have a shot where the soldier's knife flips up into the air and we see the handle of the knife up close, showing a compass pointing north. We also drew this out with Neo doing the same thing [see page 164].

The knife drops down into Trinity's hand as she sees a soldier grabbing a grenade from his webbing. So she throws the knife, pinning his wrist to his sternum, making him drop the depinned grenade [facing].

**Skroce:** The soldier looks down—our "Oh shit!" shot—and then, the big explosion.





**Skroce:** This is the same idea as in the scene on the Government Roof, but it's Trinity who nails the guy behind Neo's shoulder, rather than vice versa.

**Skroce:** Here's a shot that wasn't really in the movie, in any form [below]—the two lone warriors standing victorious after they'd taken everybody out.

# AFTERWORD

William Gibson
[[[[ NEUROMANCER, VIRTUAL LIGHT, IDORU, ALL TOMORROW'S PARTIES ]]]]

I was afraid to see this movie. I was afraid because it was very popular, and friends told me it was very similar to my own work, and because it stars Keanu Reeves, who had starred in a film I had written. I was afraid that I would be jealous, or that I would resent the film's creators, or simply be unhappy. I had seen copies of the screenplay, and hadn't thought they promised a great deal, and Hollywood has generally done a very poor job around the theme of virtual reality.

The film had been in release, in America, for several weeks.

When I finally saw it, I only saw it because I found myself alone in an ocean hotel suite, in Santa Monica, and it was dark and cold and raining. My very good friend Roger came and rescued me, and insisted that I would like THE MATRIX. He dragged me out into the rain and his old VW Rabbit.

I knew then I would like THE MATRIX.

I liked it immediately, and liked it even more as the story unfolded. I felt a sense of excitement that I hadn't felt, watching a science fiction movie, in a very long time. The cynic in me kept waiting to be disappointed; waiting for the wrong move, the shabby explanation, the descent into the mess that Hollywood usually manages to make of a film like this. It never came, and when Neo soars at the end of the film, I went with him, in an innocent delight that I hadn't felt for quite a long time.

When I returned to Vancouver, I immediately took my 15-year-old daughter to see THE MATRIX. She had exactly the same misgivings. She loved it.

She loved it, I think, because it's something very special: a big, muscular, "effects" movie that's wildly generous with visual thrills, manages never to quit making sense (in the way an sf writer must demand that sf make sense), and, most important of all, has a good heart.

As I interpret it, THE MATRIX is a film about becoming conscious. It tells us that to become more conscious, to have the courage to seek that which is more real, is its own (and ultimately the greatest) reward. When Morpheus offers Neo the choice of the two pills, and Neo chooses (without knowing where it will take him, as indeed we never do) consciousness, we embark on a quest more primal than anything offered by STAR WARS.

The ultimate goal in THE MATRIX is not the Force but the Real. When the film's Judas-figure betrays the heroes, he does so in order to be returned to illusion and denial, the false reality that Neo struggles to escape and overthrow.

American reviewers have interpreted this in Christian terms, seeing Neo as a Christ figure, but I prefer to see in him something more universal: a hero of the Real. I usually have a certain amount of trouble with the very idea of a hero, but in this case no. Keanu's Neo is my favorite-ever science fiction hero, absolutely.

William Gibson, 1999

# THE MATRIX

Written and Directed by — LARRY and ANDY WACHOWSKI

Produced by — JOEL SILVER

Executive Producers — BARRIE M. OSBORNE
ANDREW MASON
ANDY WACHOWSKI
LARRY WACHOWSKI
ERWIN STOFF
BRUCE BERMAN

Director of Photography — BILL POPE
Production Designer — OWEN PATERSON
Editor — ZACH STAENBERG
Costume Designer — KYM BARRETT
Co-Producer — DAN CRACCHIOLO
Casting by — MALI FINN C.S.A.
SHAUNA WOLFSON

Music Composed, Orchestrated and Conducted by — DON DAVIS
Visual Effects Supervisor — JOHN GAETA

a WARNER BROS. presentation

in association with
VILLAGE ROADSHOW PICTURES -
GROUCHO II FILM PARTNERSHIP

a SILVER PICTURES production

Unit Production Manager — CAROL HUGHES
1st Assistant Directors — COLIN FLETCHER
JAMES McTEIGUE
2nd Assistant Directors — NONI ROY
TOM READ
3rd Assistant Director — PAUL SULLIVAN
Kung Fu Choreographer — YUEN WO PING
Sound Designer/Supervising Sound Editor — DANE A. DAVIS, MPSE
Conceptual Designer — GEOFFREY DARROW

CAST

Neo — KEANU REEVES
Morpheus — LAURENCE FISHBURNE
Trinity — CARRIE-ANNE MOSS
Agent Smith — HUGO WEAVING
Oracle — GLORIA FOSTER
Cypher — JOE PANTOLIANO
Tank — MARCUS CHONG
Apoc — JULIAN ARAHANGA
Mouse — MATT DORAN
Switch — BELINDA McCLORY
Dozer — ANTHONY RAY PARKER
Agent Brown — PAUL GODDARD
Agent Jones — ROBERT TAYLOR
Rhineheart — DAVID ASTON
Choi — MARC GRAY
Dujour — ADA NICODEMOU
Priestess — DENI GORDON
Spoon Boy — ROWAN WITT
Potentials — ELEMOR WITT
TAMARA BROWN
JANAYA PENDER
ADRYN WHITE
NATALIE TJEN

Lieutenant — BILL YOUNG
FedEx Man — DAVID O'CONNOR
Businessman — JEREMY BALL
Woman in Red — FIONA JOHNSON
Old Man — HARRY LAWRENCE
Blind Man — STEVE DODD
Security Guard — LUKE QUINTON
Guard — LAWRENCE WOODWARD
Cop Who Captures Neo — MICHAEL BUTCHER
Big Cop — BERNIE LEDGER
Cops — ROBERT SIMPER
CHRIS SCOTT
Parking Cop — NIGEL HARBACH
Helicopter Pilot — MARTIN GRELIS
Stunt Coordinator — GLENN BOSWELL
Assistant Stunt Coordinator — PHIL MEACHAM

Stunt Doubles

Neo — CHAD STAHELSKI
DARKO TUSKAN
Neo/Agent Smith — PAUL DOYLE
Trinity — ANNETTE VAN MOORSEL
Morpheus — ANDRE CHYNA McCOY
Agent Brown — SHEA ADAMS
Agent Jones — NIGEL HARBACH
Switch — GILLIAN STATHAM
Cypher — BOB BOWLES
Mouse — NASH EDGERTON

Stunts

RAY ANTHONY
SCOTT BREWER
MICHAEL CORRIGAN
TERRY FLANAGAN
BRIAN ELLISON
ALEX KISS
SCOTT McCLEAN
TONY LYNCH
BRETT PRAED
GLENN SUTOR
NICK VAN MOORSEL

GREG BLANDY
DAVE BROWN
HARRY DAKANALIS
SCOTTY GREGORY
LOU HORVATH
ALEX KUZELICKI
PHIL MEACHAM
DARREN MITCHELL
BAIT SOOBY
BERNADETTE VAN GYEN
WARWICK YOUNG

RICHARD BOUE
TODD BRYANT
DAR DAVIES
JOHNNY HALLYDAY
NIGEL KING
IAN LIND
CHRIS MITCHELL
STEVE MORRIS
SOTIRI SOTIROPOULOS
MARIJKE VAN GYEN

Hong Kong Kung Fu Team

YUEN Eagle SHUN YI
LEE Chew TAT CHIU
NILS BENDIX

HUANG Sam KAI SEN
CHEN Tiger HU
DAXING ZHANG

LAM Dien TAT HO
LEUNG Madye SING HUNG

Associate Producers — RICHARD MIRISCH
CAROL HUGHES

Art Directors — HUGH BATEUP
MICHELLE McGAHEY

Assistant Art Directors — JULES COOK
FIONA SCOTT
TONY WILLIAMS

Miniatures and Models Supervisor — TOM DAVIES
Storyboard Artists — STEVE SKROCE
TAMI KUNITAKE
COLLIN GRANT
WARREN MANSER

Art Department Researcher — TARA KAMATH
Art Department Coordinator — TRISH FOREMAN
2D/3D Conceptual Designer — SERGEI CHADLOFF
Graphics — KAREN HARBOROW
Illustrator — PHIL SHEARER
Set Designers — SARAH LIGHT
JACINTA LEONG
GODRIC COLE
JUDITH HARVEY
ANDREW POWELL
DEBORAH RILEY

Set Decorators — TIM FERRIER
LISA 'BLITZ' BRENNAN
MARTA McELROY

Script Supervisor — VICTORIA SULLIVAN
Camera Operator — DAVID WILLIAMSON
Camera/Steadicam Operator — ROBERT AGGANIS
1st Assistant Camera — DAVIA ELMES
2nd Assistant Camera — ADRIEN SEFFRIN
Stills Photographer — JASON BOLAND
Sound Recordist — DAVID LEE
Boom Operators — JACK FRIEDMAN
GERRY NUCIFORA

Video Playback Operator — MICHAEL TAYLOR
Property Master — LON LUCINI
Props — MURRAY GOSSON
ADRIENNE OGLE
KATIE SHARROCK

| | |
|---|---|
| Key Armourer | JOHN BOWRING |
| Action Vehicle Coordinators | JOHN ALLAN |
| | TAPIO PIITULAINEN |
| Gaffer | REG GARSIDE |
| Best Boy | ALAN DUNSTAN |
| Rigger Gaffers | CRAIG BRYANT |
| | PAUL CUMMINGS |
| | PAUL MOYES |
| | STEVE JOHNSTON |
| | MILES JONES |
| | CHRIS LOVEDAY |
| | KEN TALBOT |
| | COLIN WYATT |
| Key Grip | RAY BROWN |
| Head Grip | IAN BIRD |
| Dolly Grips | MICK VIVIAN |
| | MAL BOOTH |
| | GREG KING |
| | ARON WALKER |
| Cam-Remote Operator | PAUL MCALLEF |
| Rigging Grip | DAVID BIRD |
| Standby Painters | TONY PILIOTIS |
| | JON STILES |
| Special Effects Supervisors | STEVE COURTLEY |
| | BRIAN COX |
| Special Effects Coordinator | ROBINA OSBOURNE |

Special Effects

| | | |
|---|---|---|
| RODNEY BURKE | MONTY FEIGUTH | DAVID PRIDE |
| ARTHUR SPINK JR | DAVE YOUNG | AARAN GORDON |
| RICHARD ALEXANDER | BRIAN BELCHER | NICK BERYK |
| JEFFREY BRIGGS | DARREN DE COSTA | PAUL FENN |
| LLOYD FINNEMORE | RAY FOWLER | BERNARD GOLENKO |
| DAVID GOLDIE | PAUL GORRIE | PAUL GREBERT |
| LEO HENRY | DAVID JAMES | JIM LENG |
| JUDY MAE LEWIS | SHANE MURPHY | JOHN NEAL |
| BRIGID OULSNAM | PETER OWENS | DANIEL PATMORE |
| GARRY PHILIPS | PIETER PLOOY | REECE ROBINSON |
| LOU STEFANEL | EDWIN TREASURE | THOMAS VAN KOEVERDEN |
| KERRY WILLIAMS | SOPHIE DICK | WALTER VAN VEENANDAAL |

| | |
|---|---|
| Key Makeup Artist | NIKKI GOOLEY |
| Mr Fishburne's Makeup | DEBORAH TAYLOR |
| Hairdresser | CHERYL WILLIAMS |
| Assistant Makeup | SHERRY HUBBARD |
| Assistant Hairdresser | SIMON ZANKER |
| Costume Supervisor | LYN ASKEW |
| Costumers | MARY LOU DA ROZA |
| | ANDREA HOOD |
| | ANDREW INFANTI |
| | PAULINE WALKER |
| | JENNY IRWIN |
| | HELEN MATHER |
| | NICK GODLEE |
| | FIONA HOLLY |
| | NICOLE BROWN |
| Hero Eye Wear Designed by | RICHARD WALKER of BLIND OPTICS |
| Footwear Designed by | AIRWALK |
| 1st Assistant Editors | PETER SKARRATT |
| | CATHERINE CHASE (USA) |
| | NOELLEEN WESTCOMBE (AUS) |
| Assistant Editors | TOM COSTAIN |
| | JENNIFER HICKS |
| | JOHN LEE |
| | BASIA OZERSKI |
| Visual Effects Editor | KATE CROSSLEY |
| Assistant Visual Effects Editors | MARY E. WALTER |
| | ALLEN CAPPUCCILLI |
| | ELIZABETH MERCADO |
| Sound Effects Editors | JULIA EVERSHADE |
| | ERIC LINDEMANN |
| | DAVID GRIMALDI |
| Dialogue Editors | CHARLES RITTER |
| | SUSAN DUDECK |
| Supervising Foley Editor | THOM BRENNAN |
| Foley Editor | VALERIE DAVIDSON |
| 1st Assistant Sound Editor | NANCY BARKER |
| Assistant Sound Editors | BARBARA DELPUECH |
| | DAVID McCREEL |
| | FRANK LONG |
| ADR Mixer | TOM O'CONNELL |
| Foley Mixers | MARYJO LANG |
| | CAROLYN TAPP |
| Foley Artists | JOHN ROESCH |
| | HILDA HODGES |
| Re-Recording Mixers | JOHN REITZ |
| | GREGG RUDLOFF |
| | DAVID CAMPBELL |
| 2nd Stage | KEVIN CARPENTER |
| Music Editors | LORI ESCHLER FRYSTAK |
| | ZIGMUND GRON |
| Music Score Recorded by | ARMIN STEINER |
| Music Score Mixed by | LARRY MAH |
| Production Accountant | MARGE ROWLAND |
| Production Accountant - Australia | ALISTAIR JENKINS |
| 1st Assistant Accountant | MANDY BUTLER |
| Assistant Accountant | MICHELE D'ARCEY |
| Locations Manager | PETER LAWLESS |
| Production Coordinator | MEGAN WORTHY |
| Assistant Production Coordinator | KATHERINE GAMBLE |
| Production Secretary | JUSTINE VOLLMER |
| Hong Kong Kung Fu Coordinator | CAROL KIM |
| Assistant to the Wachowski Brothers | PHIL OOSTERHOUSE |
| Assistant to Joel Silver | MICHELLE TUELLA |
| Assistants to Barrie M. Osborne | ANNIE GILHOOLY |
| | ANGELA PRITCHARD |
| Assistant to Andrew Mason | EMMA JACOBS |
| Assistant to Dan Cracchiolo | ROB POLGAR |
| Assistant to Mr. Reeves | REINALDO PUENTES-TUCKI |
| Assistant to Mr. Fishburne | SANDRA HODGE |
| Australian Casting | MULLINARS CASTING |
| Extras Casting | TIM LITTLETON |
| Dialect Coach | SUZANNE CELESTE |
| Physical Trainers | DENISE SNYDER |
| | MICHELLE ROWE |
| Cast Sports Masseur | 'LONGY' NGUYEN |
| Medical Advisors | DR. IAN LT. ARMSTRONG, M.D. |
| | DR. JOSEPH M. HORRIGAN, D.C. |
| Publicist | FIONA SEARSON |
| Safety Coordinator | LAWRENCE WOODWARD |
| Saftey Officers | SPIKE CHERRIE |
| | KERRY BLAKEMAN |
| Nurse | JACQUIE ROBERTSON |
| Unit Manager | WILL MATTHEWS |
| Assistant Unit Manager | GRAYDEN LE BRETON |
| Construction Supervisor | PHIL WORTH |
| Construction Coordinator | MARIANNE EVANS |
| Scenic Artist | PETER COLLIAS |
| Construction | JOHN PICKERING |
| | ANDREW STAIG |
| | MARCUS SMITH |
| | TONY BARDOLPH |
| | BRETT BARTLETT |
| | MARK GATT |
| | TERENCE LORD |
| | WAYNE PORTER |
| | JOHN REGA |
| | TREVOR SMITH |
| Caterers | KEVIN VARNES |
| | KERRY FETZER |
| | GUY FIRTH |

2nd Unit

| | |
|---|---|
| Director | BRUCE HUNT |
| Director of Photography | ROSS EMERY |
| 1st Assistant Director | TOBY PEASE |
| Production Coordinators | JANE GRIFFIN |
| | JULIA PETERS |
| 1st Assistant Camera | FRANK FLICK |
| Gaffer | PAUL JOHNSTONE |
| Best Boy | ROBBIE BURR |
| Key Grip | TOBY COPPING |
| Dolly Grip | BEN HYDE |
| Script Supervisor | GILLIAN STEINE |
| Video Operator | ANTHONY TOY |
| Locations Manager | ROBIN CLIFTON |
| Props | JAMES COX |
| | JAKE CLIFTON |
| | SHANE BENNETT |
| Makeup Artist | KATHY COURTNEY |
| Wardrobe | FIONA NICHOLLS |
| Unit Manager | SIMON LUCAS |
| Assistant Unit Manager | DICK BECKETT |
| Production Secretary | LIZZIE EVES |
| 2nd Assistant Director | JEREMY SEDLEY |
| Production Aide | BELINDA DEAN |

| | |
|---|---|
| Special Effects | KIMBLE HILDER |
| | PATRICK CARMIGGELT |
| Safety Officer | BRIAN ELLISON |
| Nurse | HELEN COX |
| Caterers | JOHN FAITHFUL |
| | JULIE-ANNE LINCOLN |
| Picture Helicopter Pilot | GREG DUNCOMBE |
| Camera Helicopter Pilot | GARY TICEHURST |
| Aerial Coordinator | TERRY LEE |
| Underwater Camera Operator | ROGER BUCKINGHAM |
| Wescom Operator | PHIL PASTAHOV |

Makeup Special Effects Designed and Created by
BOB McCARRON S.M.A

| | |
|---|---|
| Senior Makeup SPFX Artist | WENDY SAINSBURY |
| Makeup SPFX Artists | RICK CONNELLY |
| | SONJA SMUK |
| | ELKA WARDEGA |

Animatronic Prosthetics Created by
MAKEUP EFFECTS GROUP STUDIO

| | |
|---|---|
| PAUL KATTE | NICK NICOLAOU |
| Animatronics Designer | TREVOR TIGHE |
| Screen Graphics Coordinator | ADAM McCULLOCH |
| Screen Graphics Assistant | SAMI MacKENZIE-KERR |
| AMX Programmer | JOHN TURNER |

Production Aides

| | | |
|---|---|---|
| SASSICA DONOHOO | NATHAN ANDERSON | JUAN GOLDSMITH |
| MARVIN HAYES | MARCUS DWYER | ALEX KAUFMAN |
| | MELISSA JOHNSTON | |

Staff Assistants

| | | |
|---|---|---|
| PETER FORBES | JAYNE JOHNSON | TOMMY O'REILLY |
| DANIELLE OSBORNE | JANET SEPPELT | BRYCE TIBBEY |
| CHRIS WHITTLE | SINCLAIR WHALLEY | CHARLY WRENCHER |
| LUKE WRENCHER | MARK FLETCHER | MICHAEL ROTH |
| SUZANNE MIDDLETON | JANE HEALY | SALLY SHARPE |
| DONNA HUDDLESTON | BIANCA HAVAS | LEA LENNON |
| FIONA LANDRETH | BELINDA LOWSON | |

| | |
|---|---|
| Visual Effects Producer | MATT FERRO |

MANEX VISUAL EFFECTS, LLC.

| | |
|---|---|
| Associate VFX Supervisor | JANEK SIRRS |
| VFX Producer | ALLISOUN F. LAMB |
| Digital FX Producer | DIANA GIORGIUTTI |
| Digital FX Supervisor | RODNEY IWASHINA |
| Technology Supervisor | KIM LIBRERI |
| Digital Line Producer | JEREMY BEADELL |
| Line Producer | PAUL TAGLIANETTI |
| Production Aide | MAUREEN BLUME |
| Assistant Digital Coordinator | NOAH MIZRAHI |
| Production Aide - Aus | HOLLY RADCLIFFE |
| Science Officer | DAN PIPONI |
| Software Development | JEREMY YARBROW |
| Lead Color and Lighting TD | RUDY POAT |
| Lead Shader Writer | STEVE DEMERS |
| Lead Tec Supervisor | IVO KOS |
| Compositer/Painter | AMANDA EVANS |
| CG Designer/Animator | GRANT NIEBNER |
| FX Animator | AL ARTHUR |
| Pre-Viz Animator - Aus | NICO GREY |
| 3D Texture Animator | BRENT HARTSHORN |
| Texture Painter | DEVORAH PETTY |
| 2D Paint/Roto | JEFF ALLEN |
| 2D/3D Paint | JAY JOHNSON |
| Conceptual Art | STEVE BURG |
| Matte Painting | CHARLES DARBY |
| Systems Manager | MARTIN WEAVER |
| Systems Administrator | CHARLES HENRICH |
| Systems Support | VICTOR E. VALE IV |
| | DEBORAH THOMAS |
| | MARK BURNS |
| Editors | ROY BERKOWITZ |
| | ANTHONY MARK |
| | BRIAN PORTER |
| Film Recorder | GREG SHIMP |
| Character Animators | MATT FARELL |
| | JAMIE PILGRIM |
| | JOHN LEE |
| | ANDREW SCHNEIDER |
| | MICHAEL FFISHERMSCHOOT |
| Animators/Modelers | DANIEL KLEM |
| | SEAN WHITE |
| | ENRIQUE VILA |
| Technical Supervisors | JOHN VOLNY |
| | JOSEPH LITTLEJOHN |
| | LEWIS SIEGEL |
| | JASON WARDLE |
| | GIL BARON |
| | MICHAEL McNEILL |
| | SOPHIA S. LONGORIA |
| | JOHN A. TISSAVARY |
| Compositors | BARNEY ROBSON |
| | JOHN P. NUGENT |
| | MARY LETZ |
| | LAURA HANGAN |
| | DANIEL P. ROSEN |

Bullet Time

| | |
|---|---|
| R&D/Tech Supervisor | GEORGE BORSHUKOV |
| Character Animator | GERARD BENJAMIN PIERRE |
| Tech Consultant | MARK WEINGARTNER |
| Pre-Viz Animator | ROB NUNN |
| Research and Development | BILL COLLIS |
| 2D Animator | ART DAVID |
| Animator | DANIEL SUNWOOD |
| Compositors | JOHN F. SASAKI |
| | J. D. COWLES |
| | THOMAS PROCTOR |
| Technicians | PAUL CLEMENTE |
| | FRANK GALLEGO |
| | DAVID NUNEZ |
| Sokkia Survey Crew | KIRK BOLTE |
| | ANDREW BORSCZ |

DFILM SERVICES

| | |
|---|---|
| Executive Producer | PETER DOYLE |
| Digital Effects Supervisor | JOHN THUM |
| Digital Effects Producer | ALARIC McAUSLAND |
| Computer Animation Supervisor | SALLY GOLDBERG |
| Animation Supervisor | IAN McGUFFIE |
| Editorial Supervisor | JAN MACGUIRE |
| Editor Assistant | NATACHA TEDESCHI |
| Technology Manager | PAUL RYAN |
| Production Coordinator | REBECCA FOX |
| Digital Composite Supervisors | TIM CROSBIE |
| | MARK NETTLETON |
| Digital Compositors | STEPHEN LUNN |
| | DAVID HODSON |
| Rotoscope Artists | ELIZABETH CARLON |
| | VANESSA WHITE |
| CGI Lead Animators | DOMINIC PARKER |
| | DANIELE COLAJACOMO |
| CGI Animators | JUSTIN MARTIN |
| | RANGI SUTTON |

ANIMAL LOGIC FILM

| | |
|---|---|
| VFX Supervisor | LYNNE CARTWRIGHT |
| CGI Artist/Colorist | DAVID DULAC |
| Programmer | JUSTEN MARSHALL |
| CGI Designer | JANE MILLEDGE |
| System Admin | RON KORPI |
| CGI Artists | LINDSAY FLEAY |
| | ANDREW QUINN |
| | BEN GUNSBERGER |
| Inferno Artists | KIRSTY MILLAR |
| | JOHN BRESLIN |
| | ROBIN CAVE |
| | KRISTA JORDAN |
| Compositors | CHARLIE ARMSTRONG |
| | GRANT EVERETT |
| | MARYANNE LAURIC |
| Producer | ZAREH NALBANDIAN |
| Production Aide | EDWEANA WENKART |
| I/O Supervisor | NAOMI HATCHMAN |
| Screen Graphics | THOMAS KAYSER |
| Additional Visual Effects | ALMALGAMATED PIXELS |
| Color Timer | DAVID ORR |
| Negative Cutter | MO HENRY |

Titles Designed by GREENBERG/SCHLUTER
Titles and Optics by PACIFIC TITLE/MIRAGE

Soundtrack Album on MAVERICK RECORDS

"DISSOLVED GIRL"
Written by
ROBERT DEL NAJA, GRANTLEY MARSHALL,
ANDREW VOWLES, SARA J. AND MATT SCHWARTZ
Performed by MASSIVE ATTACK
Courtesy of VIRGIN RECORDS LTD.
by Arrangement with
VIRGIN RECORDS AMERICA, INC.

"MINDFIELDS"
Written by LIAM HOWLETT
Performed by PRODIGY
Courtesy of
MAVERICK RECORDING COMPANY/
XL RECORDINGS/BEGGAR'S BANQUET
By Arrangement with
WARNER SPECIAL PRODUCTS

"CLUBBED TO DEATH (KURAYAMINO MIX)"
Written by
ROB DOUGAN
Performed by ROB D
Courtesy of
A&M RECORDS LIMITED/
UNIVERSAL-ISLAND RECORDS
Under License from
UNIVERSAL MUSIC SPECIAL MARKETS

"BEGIN THE RUN"
FROM "NIGHT OF THE LEPUS"
Written by JAIME HASKELL

"I'M BEGINNING TO SEE THE LIGHT"
Written by
DUKE ELLINGTON, DON GEORGE,
JOHNNY HODGES and HARRY JAMES
Performed by
DUKE ELLINGTON
Courtesy of
THE RCA RECORDS
LABEL OF BMG ENTERTAINMENT

"WAKE UP"
Written by
ZACK DE LA ROCHA, BRAD WILK,
TIM COMMERFORED and TOM MORELLO
Performed by
RAGE AGAINST THE MACHINE
Courtesy of EPIC RECORDS
By Arrangement with
SONY MUSIC LICENSING

"DRAGULA (HOT ROD HERMAN MIX)"
Written by
ROB ZOMBIE and SCOTT HUMPHREY
Performed by ROB ZOMBIE
Courtesy of GEFFEN RECORDS
Under License from
UNIVERSAL MUSIC SPECIAL MARKETS

"LEAVE YOU FAR BEHIND
(LUNATICS ROLLER COASTER MIX)"
Written by
SIMON SHACKLETON and HOWARD SAUNDERS
Performed by LUNATIC CALM
Courtesy of
UNIVERSAL MUSIC (UK) LTD.
Under License from
UNIVERSAL MUSIC SPECIAL MARKETS

"PRIME AUDIO SOUP"
Written by
JACK DANGERS and C.DODOPerformed by
Performed by MEAT BEAT MANIFESTO
Courtesy of NOTHING RECORDS
& PLAY IT AGAIN SAM/HEARTBEAT RECORDS
Under License from
UNIVERSAL MUSIC SPECIAL MARKETS

"MINOR SWING"
Written by DJANGO REINHARDT
and STEPHANE GRAPPELLI
Performed by DJANGO REINHARDT
Courtesy of
THE RCA RECORDS
LABEL OF BMG ENTERTAINMENT

"SPYBREAK!"
Written by ALEX GIFFORD
Performed by PROPELLERHEADS
Courtesy of
DREAMWORKS RECORDS/WALL OF SOUND
Under License from
UNIVERSAL MUSIC SPECIAL MARKETS/
PROPELLERHEADS

"ROCK IS DEAD"
Written by MARILYN MANSON,
TWIGGY RAMIREZ and MADONNA WAYNE GACY
Performed by MARILYN MANSON
Courtesy of NOTHING/INTERSCOPE RECORDS
Under License from
UNIVERSAL MUSIC SPECIAL MARKETS

Cinematography by SIMON CAROL ARCHIVE

The Prisoner Clip provided by POLYGRAM FILMED ENTERTAINMENT

The Producers wish to thank the following
THE CITY OF SYDNEY COUNCIL
THE NSW PREMIER'S DEPARTMENT
THE NSW FILM & TELEVISION OFFICE
CASA
THE MARITIME CENTRE, SYDNEY
STREETLIGHTS PROGRAM
ANOX

Filmed on location in SYDNEY, AUSTRALIA
and at FOX STUDIOS AUSTRALIA

Filmed with PANAVISION® Camera and Lenses

Color by ATLAB AUSTRALIA

Prints by TECHNICOLOR®

KODAK Motion Picture Products

DOLBY DIGITAL in selected Theatres

DIGITAL DTS SOUND in selected Theatres

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**THE MATRIX**

www.whatisthematrix.com
password: steak

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SILVER PICTURES

VILLAGE ROADSHOW PICTURES

# THE ACADEMY AWARDS®
# FOUR NOMINATIONS • FOUR WINS

"First, THE MATRIX won the Oscar for Best Sound. Then it won for best sound-effects editing. Fine, both were technical categories in a movie celebrated for its technical achievements. But then THE MATRIX beat out George Lukas's STAR WARS: EPISODE 1—THE PHANTOM MENACE and its groundbreaking special effects for the evening's best visual effects prize.

And finally it beat out AMERICAN BEAUTY, the eventual winner of the best picture prize and four other Oscars", for the film editing award."

— Rick Lyman, The New York Times

## SOUND

John Reitz, Gregg Rudloff, David Campbell, and David Lee

### Acceptance Speech

"This little guy represents so much hard work by so many people and we're very proud to be able to represent them tonight. There's too many to thank individually, but we do want to thank the Wachowski brothers and Joel Silver for being just a wonderful experience; they're a lot of fun to work with. And Joel, we truly appreciate all your trust and support. Thank you very much."

"This is smart filmmaking... Naive viewers may think THE MATRIX is just a cool way to pass the time while sitting in the PHANTOM MENACE waiting room. They should think again, breathe deep, get strapped in for a brain popping trip. THE MATRIX is a careering cyber-ride without the headset, a virtual masterpiece. The Bible meets Batman; Lewis Carroll collides with William Gibson; Greek and Geek mythology bump and run."

— Richard Corliss, Time Magazine

## SOUND EFFECTS EDITOR

Dane A. Davis

### Acceptance Speech

"So, this is where the rabbit hole goes. I want to thank Larry and Andy Wachowski and Joel Silver, Zach Staenberg, and everybody at Warner Bros. for trusting me with such a terrific movie. It was a blast from start to finish. I want to thank our mixers, John, Greg, and Dave, congratulations. I want to thank my terrific crew, led by Julia Evershade, Bric Lindemann, John Reitz. I want to thank my mother and father, my wife Francine, my sons Jeremy and Ryan, for being there for me when I came back from being in the Matrix. This is a great honor. Thank you everyone in the Academy. Thank you."

## FILM EDITOR

Zach Staenberg

### Acceptance Speech

"Thank you very much. It's really wild being up here. Thank you, Larry and Andy Wachowski, for your vision, creativity, intelligence, daily inspiration, and most of all your friendship. You accomplished the seemingly impossible. A movie with action, suspense, and an intelligent, provocative message. Take the blue pill and stay where you are. Or take the red pill and see just how deep the rabbit hole goes. We had a great team, quite a few of whom have been honored here tonight. They made my work great. I'd like to thank Lorenzo D. Bonaventura and everybody at Warner Bros. for the creative freedom and support. Joel Silver and Barrie Osborne for fighting some good fights on our behalf. My entire assistant editing team led by Peter Skarratt, you all know who you are. Thanks to my wife Bonnie, my son Robert, I love you. There is no spoon."

MATRIX SETS DVD MARK

"HOLLYWOOD — Warner Bros. has shipped a record-breaking 1.5 million units of its THE MATRIX DVD to retailers in a little over a week."

— Marc Graser, Daily Variety

## VISUAL EFFECTS

John Gaeta, Janek Sirrs, Steve Courtley, and Jon Thum

### Acceptance Speech

"Andy and Larry Wachowski, this is their vision on the screen. These guys made my decade. They gave my career a path and I am most thankful. And they are great friends of all of ours. They're very by the heart. They're making their films. I'd like to dedicate this to my son Skylar, this is inspiration. I'd like to thank my wife Rose for standing by me through all of this. I'd like to thank the executive producers, Barrie Osborne, Andrew Mason, ultra-producer Joel Silver. I'd like to thank Lorenzo Di Bonaventura of Warner Bros., for standing behind a very risky picture, and really making this film what the filmmakers wanted it to be. I want to point out that there are some great visual effects companies that did this picture. MVFX, Rob Bobo, thank you very much for putting all of your efforts behind innovation, behind the spirit of doing visual effects in service to a story. I'd like to thank Animal Logic and Dfilm for quality work and a great experience. And most of all the artists. WhatIsTheMatrix.com. Go there."

WhatIsTheMatrix.com

"GRADE A. The site absolutely captures the film's futuristic world. Add the cyber-comic book, Shockwave game, and the interview with the boom operator, and you've got THE MATRIX for a winner."

— James Oliver Cury, Entertainment Weekly

# KEY ART
# +
# STILLS

For the most part, this section presents a selection of stills from the finished film, with a smattering of corresponding storyboards.

However, pages 458, 460, and 462 showcase a selection of possible key art (one-sheet theatrical posters) done for the film prior to release.

Page 458 is the version finally selected as the U.S. key art.

Page 460 is the first of two posters almost selected. While not chosen as the theatrical poster, this image, referred to as the Fetus Pod poster, did get seen in the occasional ad.

Page 462 was seen the least. Referred to as The Waterfall poster, prior to this book, its only use was as the back cover of the international press packet.

KEANU REEVES LAURENCE FISHBURNE

THE MATRIX

WARNER BROS. PRESENTS
A VILLAGE ROADSHOW PICTURES/GROUCHO II FILM PARTNERSHIP
A SILVER PICTURES PRODUCTION
KEANU REEVES LAURENCE FISHBURNE "THE MATRIX" CARRIE-ANNE MOSS HUGO WEAVING JOE PANTOLIANO DON DAVIS ZACH STARKEERS
PRODUCTION DESIGNER OWEN PATERSON EDITOR BILL PANKOW DIRECTOR OF PHOTOGRAPHY BILL POPE
MUSIC BY DON DAVIS EXECUTIVE PRODUCERS BARRIE OSBORNE ANDREW MASON ANDY WACHOWSKI LARRY WACHOWSKI ERWIN STOFF BRUCE BERMAN
PRODUCED BY JOEL SILVER WRITTEN AND DIRECTED BY THE WACHOWSKI BROTHERS
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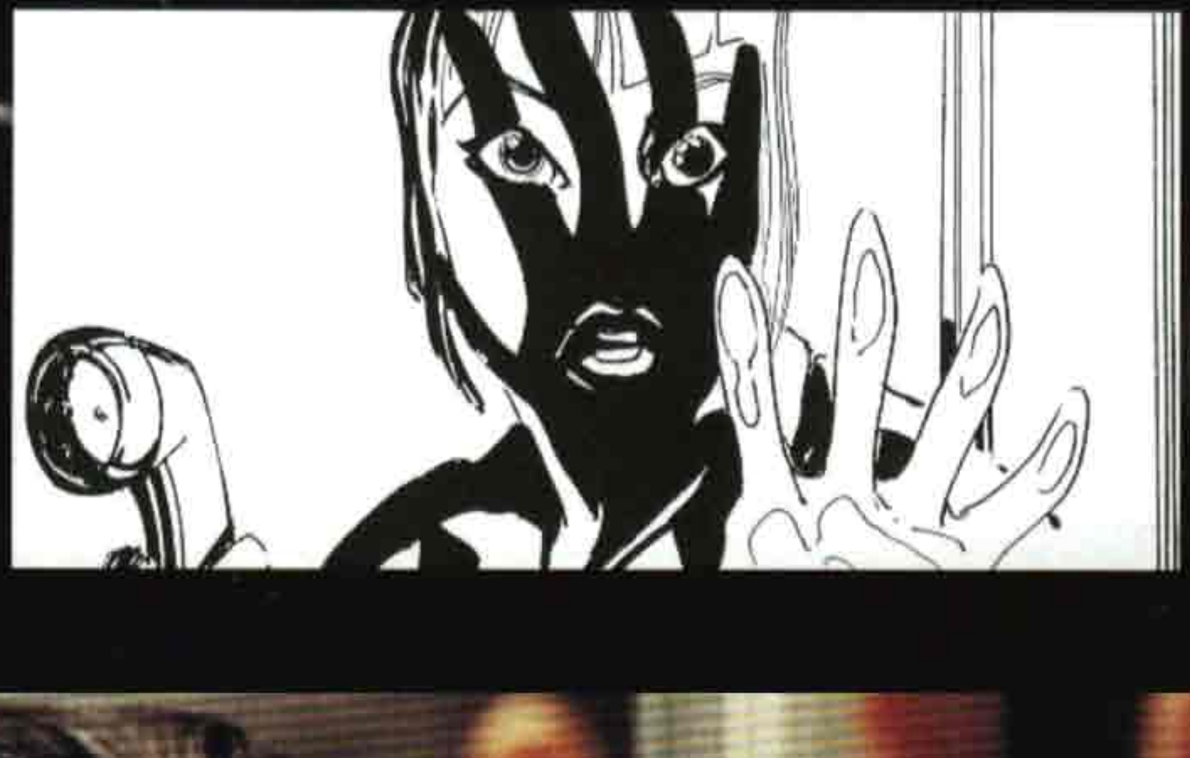
KEANU REEVES LAURENCE FISHBURNE



KEANU REEVES LAURENCE FISHBURNE

THE

# MATRIX

WARNER BROS. PRESENTS

IN ASSOCIATION WITH VILLAGE ROADSHOW PICTURES - GROUCHO II FILM PARTNERSHIP

A SILVER PICTURES PRODUCTION KEANU REEVES LAURENCE FISHBURNE "THE MATRIX" CARRIE-ANNE MOSS HUGO WEAVING AND JOE PANTOLIANO

MUSIC BY DON DAVIS

PRODUCED BY DAN CRACCHIOLO EXECUTIVE PRODUCERS BARRIE OSBORNE ANDREW MASON ANDY WACHOWSKI LARRY WACHOWSKI ERWIN STOFF AND BRUCE BERMAN

PRODUCED BY JOEL SILVER

WRITTEN AND DIRECTED BY THE WACHOWSKI BROTHERS

SOUNDTRACK ALBUM ON MAVERICK RECORDS

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REEVES

LAURENCE
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THE

# MATRIX

WARNER BROS. PRESENTS

A VILLAGE ROADSHOW PICTURES / GROUCHO II FILM PARTNERSHIP

A SILVER PICTURES PRODUCTION

KEANU REEVES LAURENCE FISHBURNE "THE MATRIX" CARRIE-ANNE MOSS HUGO WEAVING AND JOE PANTOLIANO

DON DAVIS DAN CRACCHIOLO BARRIE OSBORNE ANDREW MASON ANDY WACHOWSKI LARRY WACHOWSKI ERWIN STOFF AND BRUCE BERMAN

JOEL SILVER

WRITTEN AND DIRECTED BY THE WACHOWSKI BROTHERS

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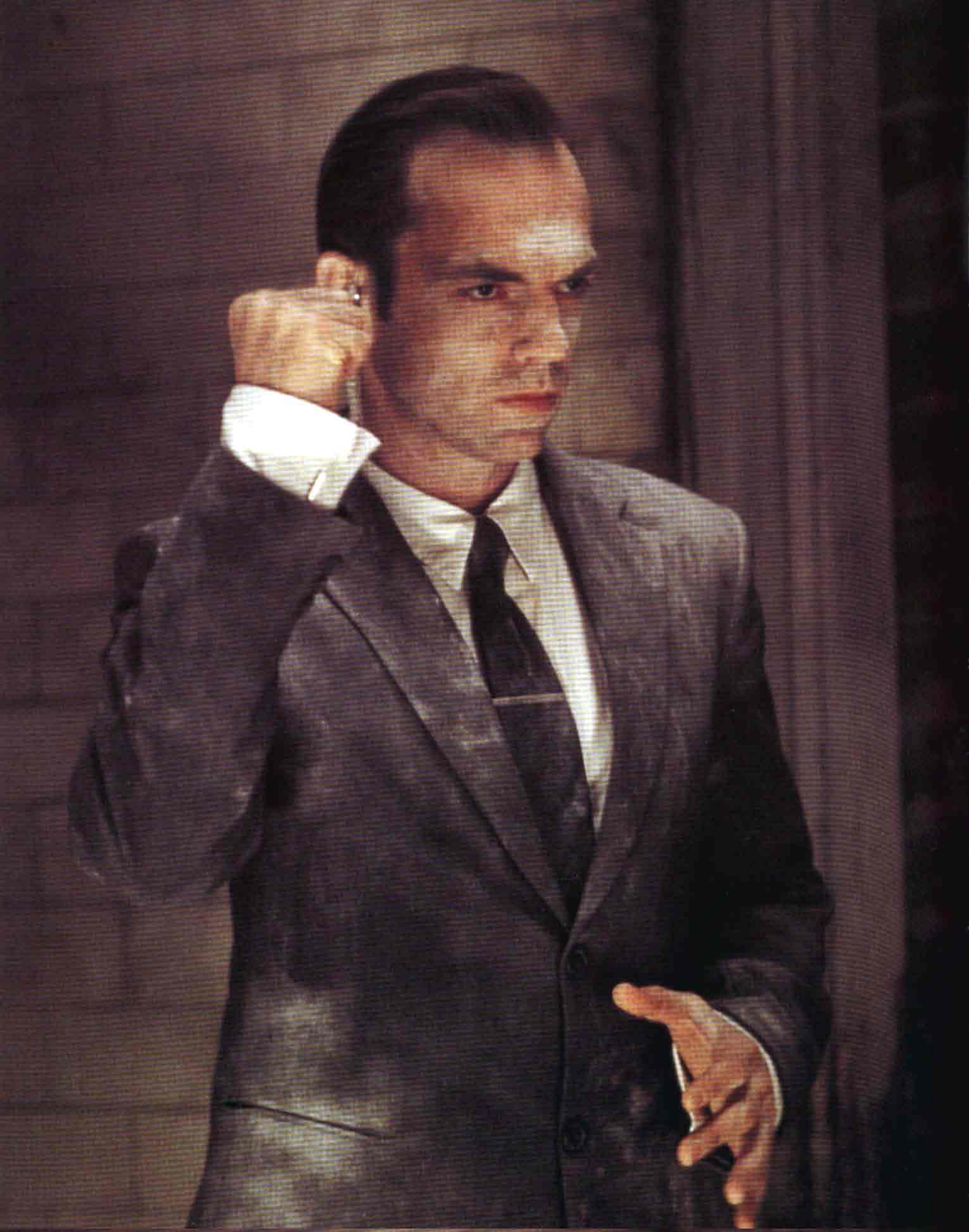
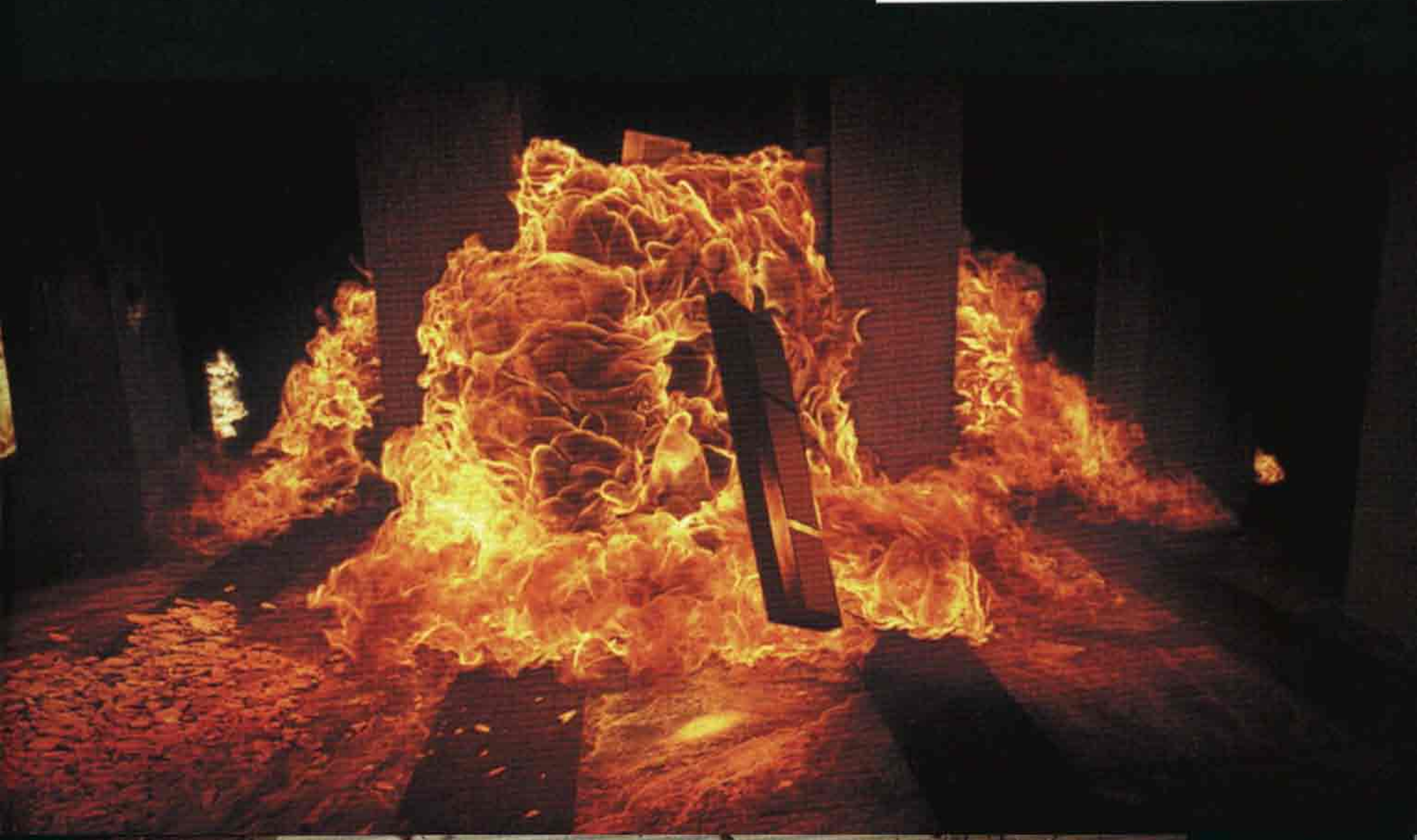
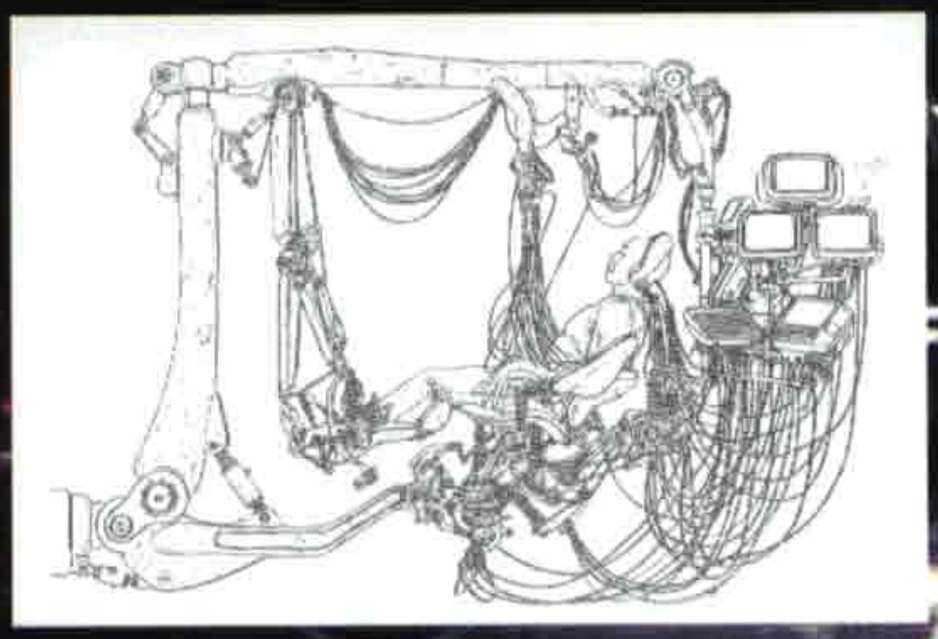
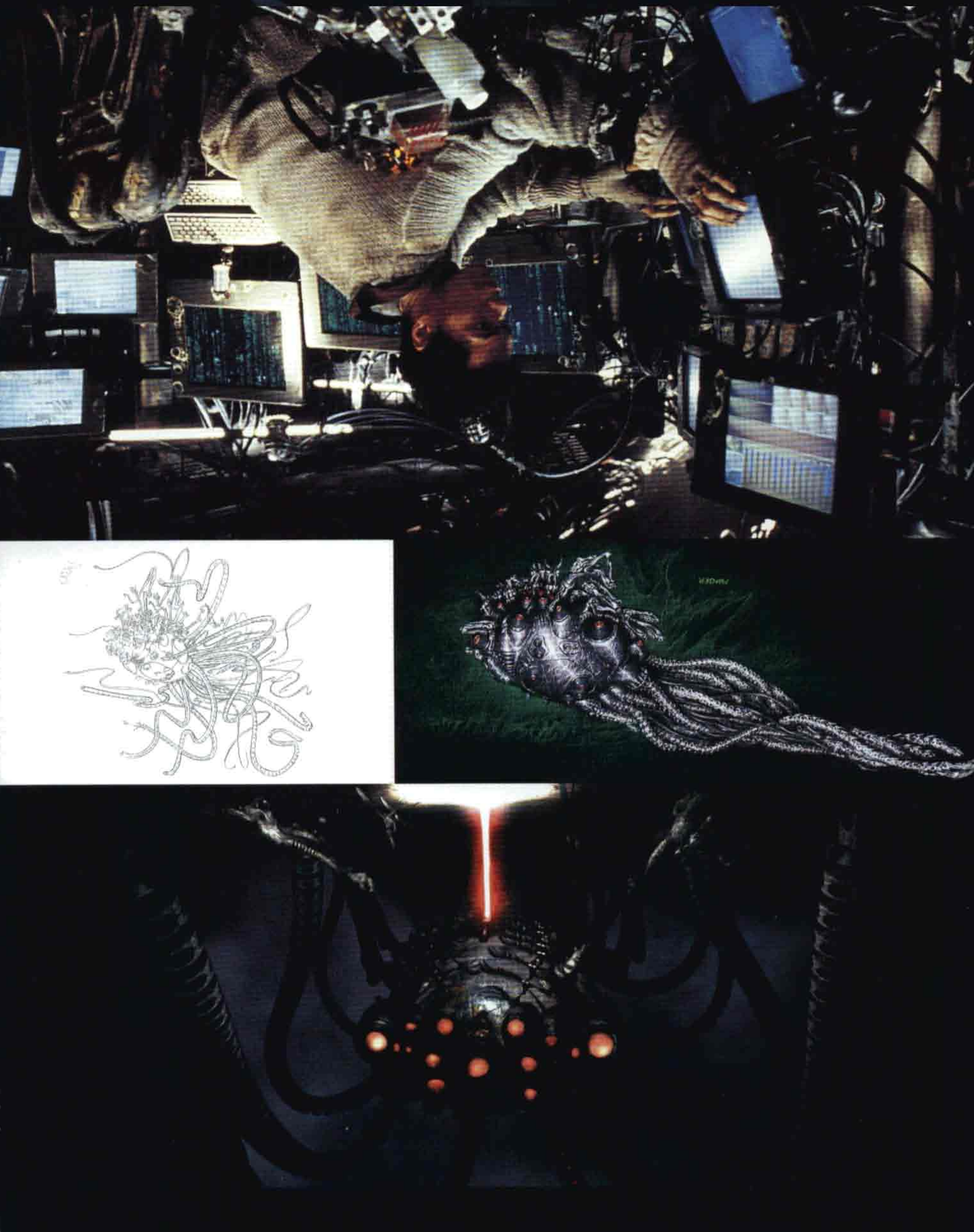
KEANU
REEVES

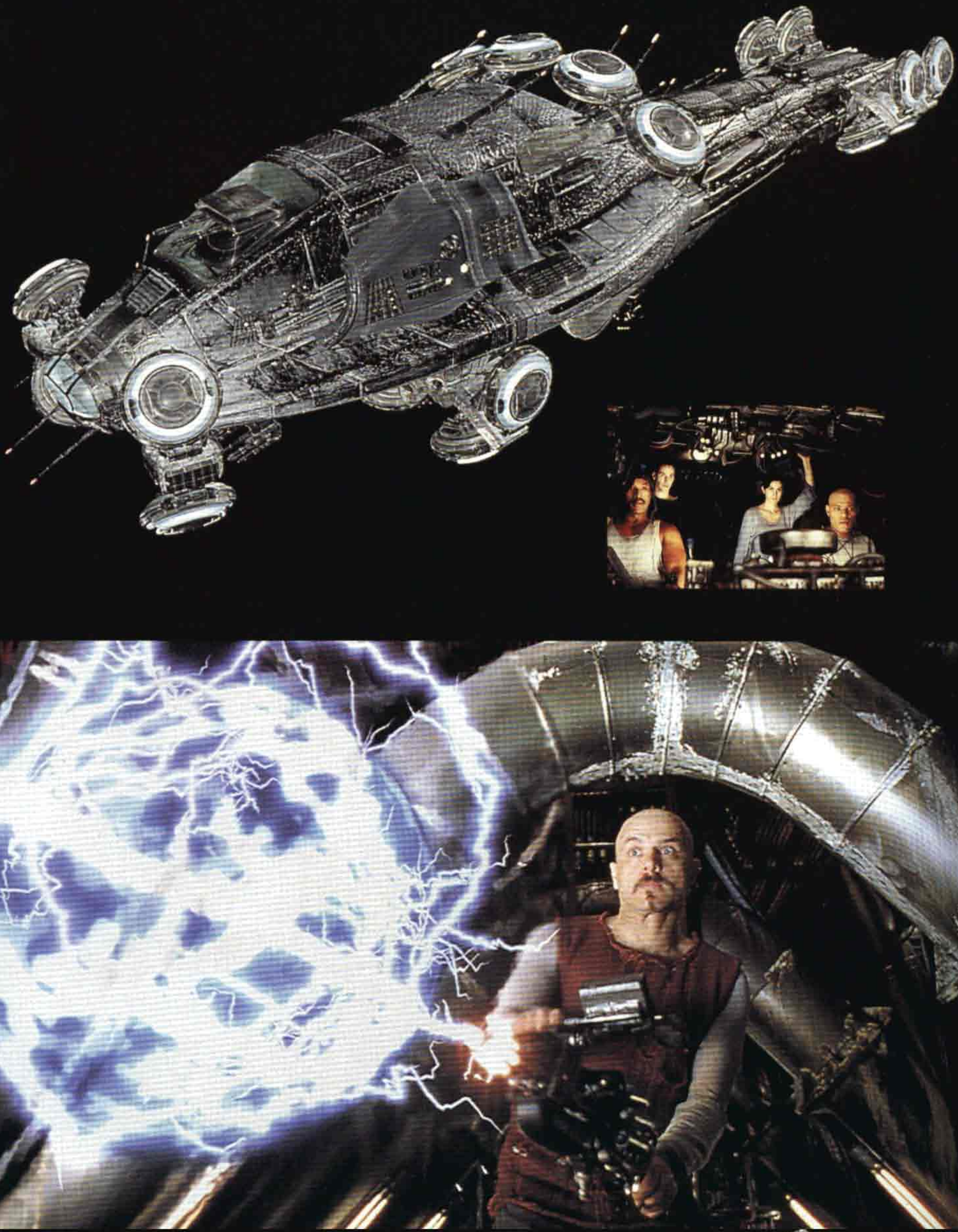
LAURENCE
FISHBURNE

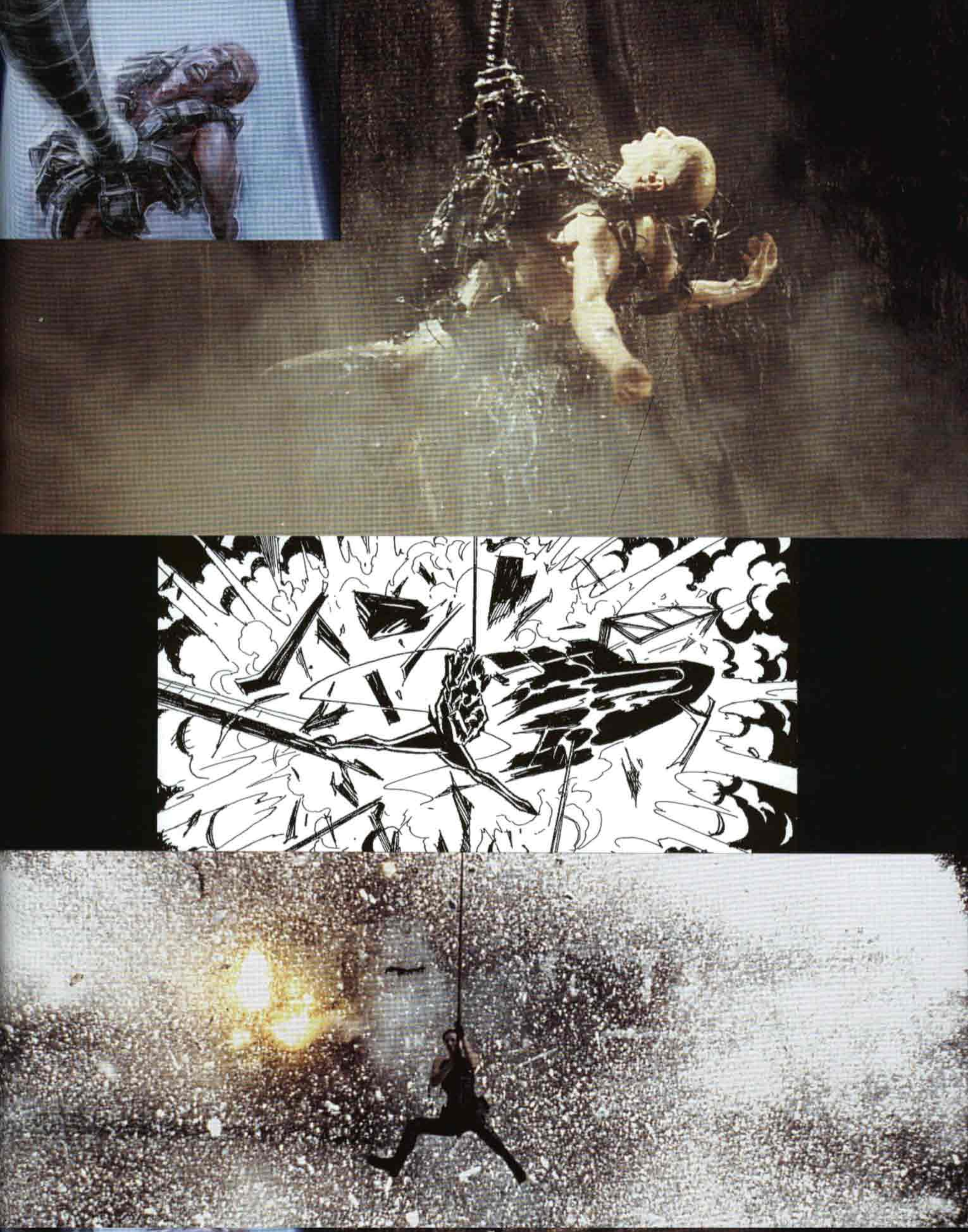












# THE MATRIX

Sequels are under way.

There will be two,
filmed backed to back.

At the time of this writing, the production office has been open for over a month and a half. Officially, the start came with the toss of a bottle against an outside wall on June 10th, 2000.

However, it should be noted, the script writing and storyboarding process began months before.

The scripts are done.

Steve Skroce, Geof Darrow, and a slew of new artists continue to work on the storyboards and conceptuals.

to work on the storyboards and conceptuals.

The Oscar® winning team from MVFX, led by John Gaeta, are already developing new techniques to visualize the FX in the scripts by Larry and Andy Wachowski.

Keanu Reeves, Laurence Fishburne, Carrie-Anne Moss, and Hugo Weaving, among others, are returning. Along with a good many new faces.

Physical training begins shortly.

Principal photography begins in 2001.

For breaking news, remain plugged in, via:

WhatIsTheMatrix.com

## LARRY AND ANDY WACHOWSKI

Larry and And Wachowski (Writers/Directors) have been working together for 32 years. Little else is known about them.

## STEVE SKROCE

Steve Skroce hails from Canada. A long-established comic-book artist, his credits include runs on the books ECTOKID, THE AMAZING SPIDER-MAN, CABLE and X-MEN. THE MATRIX is his first foray into storyboarding. Most recently, he expanded his role as artist to include writing, where he both illustrates and writes a four-issue story arc for Marvel Comics' WOLVERINE. Currently, Steve is storyboarding THE MATRIX sequels. Next up, he plans to write and illustrate a comic series based on characters he creates.

## GEOF DARROW

Geof Darrow was born in Iowa, but no longer lives there. His career as a comic-book artist includes such noted titles as HARD BOILED and BIG GUY AND RUSTY THE BOY ROBOT, both by Frank Miller, ANOTHER CHANCE TO GET IT RIGHT by Andrew Vachss, and coming soon from Dark Horse Comics, SHAOLIN COWBOY, where he both illustrates and writes. Recently, Geof began the massive task of conceptual designs for THE MATRIX sequels.

## TANI KUNITAKE

Born in Detroit, Michigan, Tani studied industrial design at the Center for Creative Studies in Detroit. From there, he went on to storyboarding for commercials at Industrial Light and Magic. He swiftly moved into storyboarding special effects for film at Digital Domain, establishing himself as a production illustrator through production designer Alex McDowell. Films he has worked on include FIGHT CLUB, FEAR AND LOATHING IN LAS VEGAS, ARMAGEDDON, BLADE, WHAT DREAMS MAY COME, THE ROCK, THE CHAMBER, BATMAN AND ROBIN and THE CROW II.

## WARREN MANSER

Originally from Detroit, Warren studied industrial design, majoring in transportation. While working in the auto industry, he designed the Ford SPLASH show car. In 1990, he relocated to Los Angeles, where he has been involved in a wide variety of projects, covering theme parks, animation, video games, and film design. Besides THE MATRIX, Warren has provided conceptual art for films such as THE LOST WORLD, AMISTAD, CASTAWAY, TWELVE MONKEYS, THE PATRIOT, and, one of his personal favorites, EVIL DEAD III: THE ARMY OF DARKNESS. Currently, Warren is back at work on the Warner Bros./DreamWorks co-production A.I., directed by Steven Spielberg, based on Stanley Kubrick's epic tale.

## COLLIN GRANT

Collin Grant was born in England. He worked for a number of years in advertising, visualizing products for commercials. In 1994 Collin moved to Los Angeles and began working on storyboards for feature films. The first film he tackled was Luc Besson's THE FIFTH ELEMENT. From there he worked on THE EDGE, BATMAN AND ROBIN, STIGMATA, END OF DAYS, ARMEGEDDON, and INSPECTOR GADGET, among others.

## ZACH STAENBERG

Editor Zach Staenberg, a graduate of the University of Wisconsin at Madison, with a degree in communications, began his film career as a production assistant on Brian De Palma's THE FURY. On his next feature, THE OMEN II, he became an apprentice editor and, from that experience, decided to concentrate on editing. Among his film credits are POLICE ACADEMY, THE TENDER, NOWHERE TO RUN, EYES OF AN ANGEL, BLACKOUT, STRIPPED TO KILL, and BOUND. His television credits include the 1997 Robert Harmon feature GOTTI for HBO (for which he was nominated for an Emmy,® a CableACE Award and won an American Cinema Editors' Eddie Award), as well as the films WEAPONS OF MASS DISTRACTION, CISCO KID, CONNAGHER and LA PASTORELA. For THE MATRIX, he has won his second Eddie Award and his first Oscar.®

## PHIL OOSTERHOUSE

Phil Oosterhouse was born in Grand Rapids, Michigan. After studying philosophy, English, and photography at Calvin College, he moved to Los Angeles. In LA, he spent some time writing and working until he took a job as Larry and Andy Wachowski's assistant on BOUND. This job continued through production of THE MATRIX. For the sequels, he will be the Associate Producer.

## SPENCER LAMM

Born in New York, Spencer studied literature and film at NYU. In 1998 he formed REDPILL PRODUCTIONS (Redpill.com), producing the official websites for Warner Bros.' THE MATRIX (WhatIsTheMatrix.com and HackTheMatrix.com). Currently, he is preparing for the sequels, developing new content for these ever evolving sites. A past editor at Marvel Comics, Spencer also edits THE MATRIX comic-book stories, which includes such talent as Geof Darrow (HARD BOILED), Paul Chadwick (CONCRETE), John Van Fleet (BATMAN: THE ANKH), Neil Gaiman (SANDMAN) and Dave Gibbons (WATCHMEN). The stories, set in the world of THE MATRIX, are free to download and can be found at...

WhatIsTheMatrix.com

# THE ART OF THE MATRIX

Screenplay and art by
Larry & Andy Wachowski

Storyboards, conceptual art, and commentaries by
Steve Skroce, Geof Darrow, Tani Kunitake, Warren Manser, and Collin Grant

Introduction by Zach Staenberg

Scene notes by Phil Oosterhouse

Afterword by William Gibson

Edited by Spencer Lamm

"Much like painters or sculptors, the Wachowskis are combining elements in a controlled environment, making something new, using the camera to create art. In *The Matrix*, the storyboards and the way they were used were an integral part of the inventive process."
—Zach Staenberg, from his Introduction

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NEWM 0001

Newmarket Press
New York

THE ART OF THE MATRIX