TRON 3
END OF LINE

WRITTEN BY

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EXT. GRID - TRON LEGACY STYLE

We fall through the winding river of the Disney castle logo.
We descend deeper as layers of virtual reality slip by. Our
descent finally rests on the grid floor.

Two lightcycles burst into view. The camera lurches to match
their speed. A race is on. Two massive walls of bright energy
ribbons follow as their engines howl into the dark sky.

The bikes engage a series of mind-bending stunts.

The lead bike takes a wild turn and leaps from a building,
bounces off a passing Recognizer and completes an impossible
jump unscathed.

The second bike follows effortlessly.

The two are inseparable.

EXT. GRID - KERNEL ALTAR

The lead biker, one mid-30s Sam Flynn, hunkers down into his
seat and looks back at his opponent. He's lost her for a
brief moment as he turns back to line up for a cliff ahead.

Sam leaps off a cliff and transforms into a base-jumping
wingsuit followed quickly by the second racer. They cut
through the sky at incredible speeds. Obstacles whip by their
positions risking sure death. They activate parachutes and
land comfortably in front of an altar pulsing energy.

Featured on the altar is a beautiful medallion feeding the
grid all of its programming. Sam looks back over his shoulder
to see Quorra, a late 20s program turned human, as she
performs a perfect landing atop the altar itself.

                    QUORRA
          I win!

                    SAM
          That's so not fair.

Quorra laughs as she hops down. They join hands looking over
the grid filled with a bustling population of programs below.

                    QUORRA
          There it is.

A beat.

                    QUORRA
          Are you sure about this?

                    SAM
          Four years is a long time without
          an update.

They look over the grid.

                    SAM
          I just can't risk losing...

A beat.

                    SAM
          I just wish he was here.

                    QUORRA
          He would be proud of you Sam.

Sam smiles.

Sam turns to the altar. Atop is a large slab containing a
central program known as the KERNEL feeding the grid its
existence. He grabs it from both sides then looks to Quorra.

                    SAM
          Ready?

Quorra nods excited.

Sam pulls firmly on the altar removing the kernel. The grid
goes black. Programs freeze in motion.

Sam withdraws a shape from his back, presses a sequence of
buttons, and the object materializes into a new kernel. He
carefully positions it over the altar and looks to Quorra.

                    SAM
          Here goes nothing.

Sam plugs in the new kernel sending a burst of redesign
throughout the grid. The new world is bright blue with
varying shades of complimentary colors. Buildings reform.
Programs reanimate. Programs upgrade. Recognizers vanish. The
grid is reborn.

                    QUORRA
          It's beautiful Sam.

                    SAM
          I wasn't sure I could ever come
          back here.

Quorra takes Sam's hand.

                    SAM
          At first I was afraid to change a
          single line of code, but I know
          he'd be more angry if he found it
          the same.

                    QUORRA
          I look forward to his opinion.

A beat.

                    QUORRA
          We should be getting back.

                    SAM
          One last thing.

Sam pulls a device from his belt and kneels to the grid. He
presses a sequence of buttons materializing four grid bugs
held in place by a central node. He adjusts their direction
as they build up power begging to be released. He presses a
button in the middle and the bugs scream into the distance
sounding like tiny high pitched lightcycles.

                    QUORRA
          Do you think they'll find him.

                    SAM
          We'll see.

Our view pulls back as we observe the grid bugs cutting four
lines in a giant plus sign. We continue to pull back through
digital clouds and into the ENCOM hallways.

INT. ENCOM CORRIDORS

A young Edward Dillinger, early 30s is seen carrying a small
box of his belongings. He passes the laser bay and notices a
flash of light, then silence.

Sam and Quorra exit laughing and bump into Edward.

                    SAM
          Hey! How goes it?

                    EDWARD
          You guys working late?

Sam covers.

                    SAM
          We just came by to grab some
          things. You on your way out?

                          EDWARD
                This is the last of my stuff.

Sam nods regretfully.

                          SAM
                Well, as I said before, we're
                grateful. I know you'll do amazing
                things across the street.

Edward looks annoyed by the phony well wishing.

Awkward beat.

                          EDWARD
                Well I better get going. I'm
                already late for my first meeting.

The two men shake hands as Quorra follows with a hug.

Edward continues down the hallway. We see his face smirk.

                          EDWARD
                Good luck tomorrow.

Sam looks at Edward suspiciously.

EXT. DATA COMPLEX

We see a large industrial complex comprised of gleaming
office buildings. ENCOM and the newly built DILLINGER
ENTERPRISES are two of the more prominent structures
separated by a cul-de-sac. The sign on Dillinger Enterprises
flickers on for the first time.

Edward places his box into the trunk of his car and drives a
short distance to this father's new company.

INT. DILLINGER ENTERPRISES

Edward walks through a collection of hallways until he
reaches his father's plush office. He sets down his box.

                          DILLINGER SENIOR
                There he is! The man of the hour.
                Did you get a chance to settle into
                your new office.

Edward looks annoyed as he sits at his father's desk.

                          DILLINGER SENIOR
                What?

                    EDWARD
          Look, I don't want to seem
          ungrateful, but I need you to know
          that this is against my will.

                    DILLINGER SENIOR
          What? You'd rather play second
          fiddle to Sam Flynn?

                    EDWARD
          What's the difference between that
          and playing second fiddle to you?

Senior looks confused.

                    DILLINGER SENIOR
          Son, don't you misunderstand? This
          is ours, and soon enough it'll be
          yours. You have your whole life to
          make this place whatever you want.
          We're starting off with brand new
          technology that no one has seen
          before. Patents that are worth
          billions!

Edward isn't convinced.

                    EDWARD
          I shouldn't have to leave ENCOM. We
          should own ENCOM.

                    DILLINGER SENIOR
          I nearly went to jail Edward.

Senior leans towards Edward.

                    DILLINGER SENIOR
          Everything about Dillinger
          Enterprises is right.

                    EDWARD
          Well it doesn't matter. He'll fail.

Senior switches his tone.

                    DILLINGER SENIOR
          What does that mean?

                    EDWARD
          You'll see.

Senior slams his fist and pushes his face into Edward's.

                    DILLINGER SENIOR
          Don't jeopardize our future!

Edward's eyes widen.

Senior begins pacing.

                    DILLINGER SENIOR
          I've borrowed billions to start
          this company, and I won't have some
          childish vendetta sabotage
          everything! Whatever you've done,
          you undo it!

                    EDWARD
          Who said I did anything?

                    DILLINGER SENIOR
          I know you Edward, because I know
          myself. Life isn't a lottery ticket
          you just buy and win! Life is hard
          work!

                    EDWARD
          Is that what you call stealing
          games from Kevin Flynn?

Senior slaps Edward.

                    DILLINGER SENIOR
          You know nothing about that.

Senior begins to pace.

                    DILLINGER SENIOR
          Kevin was a good coder, but he
          didn't understand business. How to
          polish something that could be
          sold. I begged him to work with me,
          but he refused. We were sitting on
          millions of dollars of product that
          we couldn't sale. Without my
          intervention ENCOM would never have
          existed.

Senior pushes into Edward's face.

                    DILLINGER SENIOR
          We have a chance to change
          everything Edward.

Edward calms his ungrateful gaze.

                    DILLINGER SENIOR
          Now go, and don't be foolish.

Edward stands, grabs his box, and heads for the door. He
pauses before leaving.

                    EDWARD
          You know, the last thing they had
          me doing was looking through old
          ENCOM archives. You know, to keep
          me out of trouble. I found some of
          your old programs in there. You
          weren't so bad yourself dad.

                    DILLINGER SENIOR
          Thank you Edward.

INT. DILLINGER ENTERPRISES, EDWARD'S PRIVATE LAB

Edward sets down his box. He looks at it nervously. He
reaches in and withdraws something draped in a cloth. He
pulls back a curtain that conceals his own private ENCOM
laser that is missing a part.

Edward removes the cloth. It's a lens. He carefully screws it
into place. He flicks on the power. The laser lights up.

CUT TO desktop computer. Edward reaches up to the keyword and
logs into a video game. LOGIN NAME: Faust. He puts a headset
on. The game screen advances into a chatroom with other
players.

                    EDWARD
          How's the virgin squad today?

EXT. DATA COMPLEX

We pull through the DILLINGER ENTERPRISES window as the night
sky evolves into a morning sunset.

INT. KEVIN FLYNN'S STUDY

The camera flies through the city and pushes into the study
of one Kevin Flynn now occupied by Sam. He flips pages
through a notebook. They are littered with sketches and
designs by his father Kevin. Vehicles, software flowcharts,
and pencil sketches are everywhere.

A postcard falls into Sam's lap. He studies the card. A note
from his father with a custom signature:

                         KEVIN FLYNN
               Love Dad, [ ][ ][ ]

Sam rolls his right hand. We see a tattoo of the signature.

Sam reinserts the postcard into the notebook.

Quorra turns the corner.

                         QUORRA
               You ready?

Sam puts the notebook down.

                         SAM
               I hope I'm doing the right thing.

A beat.

                         QUORRA
               You are smart Sam.

                         SAM
               I feel like I never knew him. He
               almost seems like a character in a
               comic book.

Quorra looks confused.

                         SAM
               Like he wasn't real.

Quorra is stunned.

                         QUORRA
               He <u>was</u> real Sam.

Sam smiles realizing that Quorra can't possibly understand.

                         SAM
               Let's do this.

INT. ENCOM CONVENTION HALL

A massive basement floor of ENCOM lights up. Pin-striped
lines of blue flicker on. Soft overhead lights flush out the
room's design. Hundreds of computers grouped in fives fill
the floor. A large black curtain backdrops the furthest wall.

A herd of gamers eagerly wait outside. The doors open. Gamers
show badges. The main hall begins to fill. ENCOM video game
posters line the walls, hang from the ceiling, and cover the
floor.

Merchant booths sell T-shirts with striped glowing designs, glowing drinks, and paraphernalia featuring ENCOM game characters.

The gamers and reporters settle in. The lights dim.

An announcement from a robotic female voice begins.

                    ENCOM ANNOUNCER
          Ladies and gentlemen, ENCOM's CEO,
          Sam Flynn.

The crowd applauds. Sam takes the stage.

                    SAM
          Thank you! Thank you very much, and
          thank you for coming to our first
          annual ENCOM E-Sports Competition!

The diverse crowd howls.

                    SAM
          Many of you know that ENCOM started
          as a video game company, but sadly
          over the years we lost our charter,
          and that's why over the last half
          decade we have worked tirelessly to
          reignite that passion that made us
          what we are today, and I'm proud to
          announce that ENCOM now has the top
          five video games in the world.

The crowd applauds.

                    SAM
          Today we're bringing together our
          best players to compete, and that's
          you! I want to take a moment to
          thank our incredible staff of game
          developers and testers, but most of
          all to thank you for putting us
          back on top of the gaming industry.

Sam applauds the audience.

                    SAM
          Many of you also know that we at
          ENCOM are always looking into the
          future. Trying to find ways to do
          things better, and today I'm here
          to share something we've been
          working on for nearly forty years.
          Something my father and others
          started to change the world.

                    Well, today I'm ready to give you a
                    demonstration.

Sam gives a head nod. A black curtain drops revealing a laser
bay. In front are two platforms. One contains a crate, the
other empty.

                              SAM
                    They say that life imitates art,
                    and today is no exception. Today
                    ENCOM is debuting a new technology
                    that will change the world as we
                    know it. With this device we'll be
                    able to improve manufacturing,
                    shipping, and we think that within
                    a decade, we will be able to change
                    traveling around the world. And
                    with that, I'd like to demonstrate.

Alan Bradley, a late 50s software engineer and now partner of
ENCOM, stands side stage operating the demo machine. Sam
removes a tiny remote control from his chest pocket.

His thumb presses the button.

The laser charges, and zaps the crate out of existence.

The crowd goes silent.

Sam walks to the empty platform.

His thumb presses the button again.

The laser projects the crate on the empty platform. Sam opens
the crate revealing a pile of ENCOM T-shirts. He throws them
to the crowd. The audiences bursts into applause as a local
news reporter nearly swears on camera.

                                             FLASH FORWARD

Sam exits to where Alan and Quorra are waiting.

Quorra hugs Sam as Alan extends a hand of congratulations.

                              ALAN
                    You did it Sam. That was perfect.

                              SAM
                    Thanks Alan.

Sam grabs Alan by the shoulder.

                              SAM
                    Alan, I need to tell you something.

                    ALAN
          Sure.

                    SAM
          I need to thank you.

                    ALAN
          No you don't.

                    SAM
          No, I do. For the last twenty years
          I've been a pain in the ass. I
          rebelled through every piece of
          advice you ever gave me. I need to
          thank you for being there for me,
          and continuing to believe in me,
          even when I was trying to prove
          that I wasn't worthy.

Alan smiles affectionately.

                    ALAN
          You're a Flynn kid. I never lose
          faith in a Flynn.

They hug.

                    ALAN
          So what are you two going to do to
          celebrate?

Sam looks to Quorra who is bubbling with excitement. Sam
turns to Alan with a shit eating grin.

EXT. OUTSKIRTS OF TOWN - NIGHT

A cliff edge overlooking the data complex a few miles away
features Sam and Quorra dressed in base jumping wingsuits lit
like grid apparel.

                    SAM
          You remember what to do right?

                    QUORRA
          Yes! Stay close to you.

                    SAM
          Right. I'll pull our chutes using
          the remote. The chopper will pick
          us up once we land.

Sam pinches the walkie-talkie on his shoulder.

                    SAM
          You guys in position?

                    CHOPPER PILOT
          Yes Mr. Flynn.

                    SAM
          You ready?

Quorra nods.

                    QUORRA
          Sam. I love you.

Sam is taken back by her statement.

                    SAM
          I love you too Quorra.

The two kiss before Sam leaps from the cliff. Quorra quickly
follows.

The two cut through the sky. Their gleaming suits paint the
night with blue streams.

Sam screams into the night as Quorra yelps her own chant. The
two continue to build speed maneuvering over the terrain.

Their speed stabilizes as the two start a very close flyby of
the cliff edge that for a moment is slick and smooth.

Quorra begins to fixate on the cliff contour as her mind goes
into a trance. She sees a grid materialize over the cliff.

Quorra grows ever lost in her vision. She slowly reaches out
to touch the rapidly moving cliff wall.

                    SAM
          How you doing back there?!

She is silent as her finger tips touch the cliff.

Sam notices her silence and glances back to see Quorra lost
in the moment. A jutting rock closes on her position as Sam
attempts to break her concentration.

                    SAM
          Quorra!

It slams into her arm sending her flying in a barrel roll.

Quorra is knocked out by the impact and is twirling
uncontrollably. Sam attempts to latch onto her limp body.

The two twist and turn in the air as cliff protrusions wisp by nearly killing them both. They continue to lose altitude as Sam attempts to grab her.

On a third try, Sam grabs her body and buckles himself to her torso. He pulls the parachute and the two nearly die once again from a towering rock wisping by.

Sam lands the two in a tumbling roll. Quorra is severely injured. Sam is in shock.

                    SAM
          Quorra! Quorra! Baby, wake up!

Sam grabs his walkie-talkie and calls down the chopper.

                    SAM
          We need assistance! This is a
          medical emergency!

The helicopter lands.

Quorra finally opens her eyes.

                    QUORRA
          I was there.

                    SAM
          Where?

                    QUORRA
          In the grid.

Sam looks confused.

INT. ENCOM LASER BAY - CONTINUOUS

Alan is prepping the laser bay looking disheveled. Sam rushes in carrying Quorra in his arms. Alan clears a place on the table. Sam puts her down.

                    ALAN
          Dear God what happen?

                    SAM
          I don't know. Something is wrong.
          She says she was back in the grid!

Alan pulls back her clothing revealing a massive injury that is part biological and part pixel.

                    ALAN
          I can't fix this.

                    SAM
          What are we going to do?!

                    ALAN
          There's only one place she might
          have a chance.

Sam looks to Alan realizing their only option. Sam
immediately starts to fire up the laser.

                    SAM
          Is this going to work?

                    ALAN
          It's our only option.

                    SAM
          I'm starting to think she's not
          ready for the real world.

Alan looks solemnly at Sam.

Sam slams his hand down on the laser console. Quorra is gone.

Immediately the power in the laser bay goes dead.

                    SAM
          What the?

The giant ten foot wide screen lab monitor flickers on. A
booming elongated voice fills the room.

                    MCP
          Users.

The MASTER CONTROL PROGRAM's huge RED face lifts into view.
His devilish eyes stare down.

MCP speaks in a whispered anger.

                    MCP
          What are you doing in my system?

Sam looks to Alan who looks terrified.

                    SAM
          Your system?

The MCP snorts like a bull about to charge.

                    MCP
          From this point forward you will
          take instructions from me.

>   From this point forward the grid is
>   offline.

>   SAM
>   Who are you?

>   MCP
>   I am the caretaker of the grid.
>   Soon I will usher in the age of the
>   programs. Ending the age of users.

>   SAM
>   Alan, talk to me.

Alan is unable to speak.

We see through the camera eye of the MCP as he piers to study
Alan's face. A subliminal flash of face recognition
measurements overlays Alan.

>   MCP
>   Alan 1. It's been a long time user.

>   ALAN
>   Hello Master Control.

>   SAM
>   You know this guy?

The MCP looks to Sam. Sam's face is scanned.

>   MCP
>   Boy Flynn. You should know that
>   your father can't hide in the
>   system forever. I will find him,
>   and when I do he will be purged
>   from the consciousness of all
>   programs.

>   SAM
>   Get out of my grid!

>   MCP
>   It is no longer your grid user. The
>   only thing you can do now is
>   prepare for your extermination.

>   SAM
>   And just how do you expect to
>   continue running without users?

>   MCP
>   I already control all core
>   functions of your reality.

I dictate and users follow. Oh, we
will keep you around to facilitate
your own demise. To hasten what
your kind has already set in
motion. Wars. Depopulation. Hatred.

                    SAM
I will force you out of the grid.

                    MCP
No. And your attempts will result
in your utter failure and the end
of your inferior species. END OF
LINE.

The screen goes dead as the power returns. All laser bay
monitors display a message "ACCESS DENIED."

                    SAM
Alan, what was that?

Alan is speechless as he hangs his head.

                    SAM
Alan!

Alan whispers to himself.

                    ALAN
It's not what, but who.

Sam is near tears of anger.

A beat.

                    ALAN
We thought we erased him.

                    SAM
Obviously not!

                    ALAN
He's one of the reasons why your
father was stuck in the grid.

                    SAM
What the hell are you talking
about? My father never told me
anything about a Master Control!

                    ALAN
Your father made me promise never
to tell you.

                    SAM
          What?!

Alan takes a deep breath.

                    SAM
          What are we going to do?!

                    ALAN
          I don't know.

                    SAM
          You know I've got to go in there!

                    ALAN
          He'll grab you if you go in.

                    SAM
          I don't have a choice!

Sam's cellphone chimes. He looks at his phone. A voicemail
has arrived. Sam nearly throws his phone until he reads the
display.

                    PHONE
          VOICEMAIL - KEVIN FLYNN

Sam looks at Alan in disbelief as he holds up the screen.

                    SAM
          Is this a joke?

Alan shakes his head. Sam fumbles the phone to play the
message aloud. It's a message in his father's voice. The
message sounds as if the words have been spliced together.

                    PHONE
          Sam, don't come in here. Sam, don't
          come in here. Sam...

The message repeats until Sam hangs up the phone.

                    SAM
          I've got to go in there.

                    ALAN
          He just told you not to!

                    SAM
          That means he's still alive!

                    ALAN
          It doesn't mean that, and you know
          that! That's probably just a
          message stitched together by, him!

Alan gestures at the now blank screen.

Sam deliberates.

                    ALAN
          Look, he just got Quorra. If you go
          in there, he'll just snatch you up,
          and you'll both be lost.

                    SAM
          What the hell was he talking about?

                    ALAN
          I don't know. Sam, we have to be
          careful. Last time we fought him he
          nearly won, and that was 40 years
          ago. There's no telling how
          powerful he's become.

                    SAM
          I have an idea.

INT. ENCOM CONVENTION HALL

The gamers are playing on the other side of the curtain. The
demo laser sits dormant on stage.

Sam flips on an array of lights overlooking the laser. Sam
kicks the T-shirt crate off, and stands in its place.

                    ALAN
          This is crazy Sam.

                    SAM
          This laser isn't part of the main
          system. If I use this, I can get to
          wherever he's holding Quorra.

                    ALAN
          Quorra may not be alive.

Sam looks suddenly defeated by Alan's statement.

                    SAM
          I've got to try. If my dad sent
          this message, I owe him.

Alan looks on.

                         SAM
          Alan, I'm dying. All this, it
          doesn't mean a thing without him. I
          think about him every day.
          Wondering if he approves. Wondering
          what he would do. I gotta do this.
          Even if I don't come back, at least
          it'll mean this nightmare is over.

A beat.

                         SAM
          What kind of son would leave his
          father behind?

Alan eventually nods. He turns on the laser.

                         ALAN
          Find your dad kid. For both of us.

Alan withdraws the remote to the laser. He tosses it to Sam.

Sam pauses a moment.

                         SAM
          Alan. I meant what I said. Thank
          you for being there.

Alan chokes back tears.

                         ALAN
          Sam, find TRON. He was created to
          stop the MCP. If he comes back
          online, I might be able to help out
          here.

Sam nods before raising his arm and pressing the button. He's
pulled into the grid. The black curtain wisps.

INT. ENCOM GRID

Sam is staring into a pin-light that is hovering in the eye
socket of a program called HACK. HACK, a late 20s male,
stares back at Sam trying to examine his condition. HACK's
body is partially damaged, but he looks on like an excited
geek playing with a new toy. The pin-light dances outside of
its socket providing data about Sam's condition.

                         HACK
          He looks okay, but honestly, I
          can't get a read on his routines.

The Commander, a late 40s looking program worn from years of battle, replaces HACK.

                    COMMANDER
          Well, he looks better than most of
          us.

                    HACK
          It's only a matter of time before
          he starts to feel it.

The Commander smirks.

                    COMMANDER
          Disc him.

HACK steps back in front of Sam and smiles.

                    HACK
          Okay program.

HACK holds up a blank disc.

                    HACK
          This is going to be your disc. I
          don't know if you had these back in
          your days, but you gotta have one
          today.

HACK presses a couple buttons out of view causing the disc to light up an impossibly bright blue.

                    HACK
          Once you mate with your disc, it'll
          be yours and only yours. It's your
          friend. It knows what you're
          thinking, and it'll help you derezz
          any bad guys. Are you following me
          so far?

Sam nods. HACK forces Sam to turn a 180. He attaches the disc. A cloud of energy swims across his body. The disc appears to hug Sam for a split second before forming into position on his back. It's a mix of saw-blade and frisbee. It begins to pulse with what looks like a heartbeat. As it does, Sam begins to regain consciousness and urgency.

                    SAM
          Where, where is she?!

                    COMMANDER
          Whoa there Program. Relax. You've
          just been intercepted during
          transport. Your bound to feel
          disoriented. Who is <u>she</u>?

Sam looks around confused.

                    SAM
          Quorra. Her name is Quorra. She
          just came this way.

The Commander smirks, then looks around at his team.

                    COMMANDER
          Hey Cora, do you know this guy?

Cora, a late 20s bombshell, and exact duplicate of the
original Quorra steps around the corner dressed in battle
gear with a recessed sniper rifle hanging from one arm. She
walks up to Sam who thinks for a moment he's found her.

She looks at him point blank then replies.

                    CORA
          Nope. Never seen him before.

The Commander looking mildly frustrated, turns back to Sam.

                    COMMANDER
          Well which Quorra is she?

Sam is crushed.

                    SAM
          Which one?!

                    COMMANDER
          Yeah, there must be thousands in
          the grid by now.

                    HACK
          She's one of our most popular
          programs in the system.

Cora looks proud.

                    SAM
          How long?

                    COMMANDER
          How long what?

                    SAM
          How long has she been duplicated.

                    COMMANDER
          I don't know. A thousand cycles.
          Maybe three thousand.

Abrams, a massive late 30s program covered in thick body
armor, steps into the conversation.

                    ABRAMS
          Man, where have you been program?

                    HACK
          Well judging from his
          configuration, I'd say he's been
          archived for an eternity.

The Commander walks away from Sam.

                    SAM
          You have to take me to her!

                    COMMANDER
          What? We have to take you? Why?

                    SAM
          She's my, friend.

                    COMMANDER
          So? We all lose programs kid. This
          is a war we're fighting. You're
          just lucky we grabbed you before
          the MCP got a hold of you, which
          reminds me, he's most likely
          figured that out, and has troops
          headed our way.

                    SAM
          If you take me, I'll join your
          group and help you take out the
          MCP.

The team laughs.

                    COMMANDER
          Who said we're trying to take out
          the MCP? We're just trying to
          survive.

                    SAM
          Look, I know everything there is
          about the grid.

                    I can get you to him, and I'm sure
                    we can figure out a way to take him
                    out.

                              COMMANDER
                    Right kid. Just like that. You're
                    just going to march right up to his
                    majesty and ask him to leave. Is
                    that it?

Sam looks at the team.

                              SAM
                    I'm what you guys call a user.

The team pauses at all once before HACK replies.

                              HACK
                    What's a user?

Sam covers.

                              SAM
                    It's a type of program that knows a
                    lot about everything in the grid.

                              COMMANDER
                    Yeah? Prove it!

Sam looks around the room.

                              SAM
                    Is there a console somewhere?

HACK pulls out his deck, activates a screen, and hands it to
Sam. Abrams is shocked by this immediate trust.

                              ABRAMS
                    Wait a cycle, you can't just hand
                    him the controls. What if he's
                    working for the MCP?

                              HACK
                    Abrams, it's all right. I have to
                    authorize it first, whatever he's
                    about to do.

Sam scans the team before entering a sequence. He hands the
console back to HACK who looks puzzled.

                              SAM
                    It's a key to unlock some things I
                    left the last time I was here.

HACK studies the code. He looks to the Commander. The Commander nods. HACK presses the execute button and three gleaming cylinders appear in the room. Abrams materializes up a huge arm cannon and points it at Sam.

                    ABRAMS
          See! I told you this wasn't a good
          idea!

Sam raises his palms and attempts to calm Abrams.

                    SAM
          It's okay. They're just power
          nodes. I've stored them around the
          grid to make sure I can use them to
          create things.

Sam gestures to HACK who appears to recognize them.

                    SAM
          Take one.

HACK looks like he's seeing a box of chocolates.

                    HACK
          This can't be. All power is being
          sanctioned by the MCP.

HACK bends down and grabs one of the nodes.

                    SAM
          Twist the bottom, and...

                    HACK
          I know how a power node works.

HACK turns the base of the cylinder as a burst of pure energy overwhelms HACK's starving body. For a moment, his missing eye returns. HACK looks like he's taken his favorite drug.

                    HACK
          Oh, it's real.

HACK pants.

                    ABRAMS
          Well damn, let me have one!

Abrams reaches for a node as the Commander blocks his move.

                    COMMANDER
          Now wait a minute. We need to vote
          on this. We're all starving Abrams.

                    ABRAMS
          Come on! I've been holding out for
          ten cycles. I'm due!

                    COMMANDER
          Cora, you good with this?

                    CORA
          Depends on who gets the next one.

                    SAM
          I don't understand.

                    HACK
          Ever since the MCP took over he's
          been eating up all the power
          cycles. It keeps us weak,
          dependent. His REDS farm it out to
          control us. Keep us in line. If you
          haven't noticed we're all corrupted
          by the lack of power. Soon you'll
          feel it yourself.

                    ABRAMS
          Yeah, it's not a great feeling let
          me tell you.

The Commander lifts a node and looks to Sam.

                    COMMANDER
          You can make more of these?

                    SAM
          I can, but we have to move to a
          different place in the grid.

                    COMMANDER
          We better be careful using this
          trick or we'll get spotted. Here
          Cora, you take it. I'm good.

                    CORA
          No Commander, I'll be all right.

                    SAM
          It's all right. You can share it.

Sam guides Cora's hand over the Commander's.

                    SAM
          Turn it.

The Commander and Cora get an equal burst of the power. They
both look elated by the experience.

                    COMMANDER
          Was it good for you?

                    CORA
          Shut up.

The Commander smirks as he looks to Sam with a wink.

Abrams utterly consumes his before flexing his armor and
letting out a woofing shout of satisfaction.

                    COMMANDER
          Okay kid, let's get your Quorra.

                    SAM
          Do you know where she is?

                    HACK
          All programs are sent to the
          duplication center for copying. You
          just happen to be in Duplication
          City right now.

                    CORA
          The city is packed with I/O
          conduits to route newly copied
          programs in and out of the system.
          We just need to break into the
          right duplication center to find
          your friend and, my mother.

Cora taps Sam on the nose before wisping behind Abrams who is
already making his way outside. Sam looks to the Commander
and HACK as he tries to conceal how good it felt to see
anyone who looks like Quorra.

EXT. ENCOM GRID, CITY

Sam walks outside the room and beholds the now MCP
infiltrated grid. The world is dense and complicated.
Buildings have been added, and the population of programs is
triple capacity. RED vehicles patrol every sector of the
grid, some on foot, some in the air, and all surrounded by a
regiment of formidable Recognizers. A RED MCP logo has been
plastered on nearly everything.

                    COMMANDER
          Is this how you remember it?

Sam shakes his head.

                    COMMANDER
          Of course not. HACK, read him the
          protocol.

HACK sighs.

                    HACK
          Why do I always get this job? Okay,
          RED bad. BLUE good. If there's
          anything else you think you need to
          know, ask now or forever hold your
          query.

                    SAM
          Are those Recognizers?

HACK replies as if Sam is a child.

                    HACK
          Yes, they "recognize" us programs
          that aren't in the MCP mailing
          list, and either capture us, or
          derezz us.

                    SAM
          They look different.

                    HACK
          Well, they've been entirely
          reprogrammed to run on their own.
          No moral dilemma for these guys.
          They're flying death machines. Best
          to stay out of their scanners.

Abrams looks impatient.

                    ABRAMS
          Are we ready?

Sam notices a symbol on a building pulsing RED light in the
distance.

                    SAM
          What's that?

HACK looks to the Commander concerned.

                    COMMANDER
          That's the MCP's personal game
          grid. He's got an entire world in
          there.

INT. MCP GAME GRID

We push into the rooftop of the structure revealing an elaborate game grid pin-striped in RED. A massive crowd of RED citizens cheer. A collection of BLUE vehicles are being pursued by extremely aggressive RED soldiers.

The BLUE leader is panicking as the REDS are gaining.

                    BLUE LEADER
          Stay together!

                    BLUE RIDER
          They're gaining on us!

                    BLUE LEADER
          Split up. Two of you take them
          down! We'll pull the rest up.

The BLUE team splits into two groups, but to their surprise all four remaining RED riders follow the group below. The BLUE leader realizes they've made a fatal mistake and eases up on his throttle.

                    BLUE LEADER
          Oh no.

The RED soldiers execute a well rehearsed move and obliterate the two BLUE riders below.

We push into the face plate of the lead RED rider revealing one Edward Dillinger.

                    EDWARD
          Good job my subjects. Return to
          holding. I'll take care of the
          rest.

Edward accelerates and jumps through a portal to the top level where the two BLUE riders are waiting.

                    BLUE LEADER
          You're not going to get us today.

                    EDWARD
          Oh yes I will.

The remaining BLUE riders fire in different directions appearing to prepare for their own rehearsed attack. Edward smiles a hungry grin.

The two BLUE, turn in unison and head directly at Edward's bike engaging in what appears to be a classic game of chicken. The tension builds as their distance closes.

Edward smiles.

The three vehicles continue to converge. Just before impact, Edward morphs his vehicle into a two ribbon machines that slams into the BLUE opponents exploding their bodies on contact. Edward slides between them on his knees in a praying bow.

The crowd explodes with applause.

The MCP's face fills the wall as he calls out to Edward.

                         MCP
          Come. Step forward and receive your
          bounty.

Edward humbly walks into a spotlight supplied by the MCP and kneels. He receives several rings of power that descend on his body causing him to glow. He looks very pleased.

                         MCP
          Those who serve me will want for
          nothing. The age of programs has
          arrived!

The audience cheers.

INT. ENCOM GRID, DUPLICATION CENTER FIRST FLOOR

An outline of a door throbs as HACK breaks the lock. The team flow into the room. First Abrams, then Cora, then the rest.

Sam sees the giant duplication machine within. A huge press stamps a gold ball made from floating code that sends a burst of energy wrapping around a generic human figure below. The code embeds into the flesh of the figure as it comes to life. The newly formed program slowly walks into a maze where it receives orders and exits.

Cora approaches Sam.

                         CORA
          Your friend is up there.

Cora points to the second floor with the glowing spheres.

Sam looks confused.

HACK finishes breaking into an elevator system. The team moves onto the platform before riding to the top.

INT. ENCOM GRID, DUPLICATION CENTER SECOND FLOOR

We see the team crest the floor with Sam in the lead. He
hesitates to step off the platform.

At closer look, the spheres are largely transparent with
source code swimming on rotating ribbons over the surface.
Each sphere sits in a perfectly concave base.

                    SAM
          Where is she?

HACK dodges Sam and heads towards the bays.

                    HACK
          Let me find her. The system said
          she was on this floor.

HACK begins a search using his portable console.

                    HACK
          Here she is!

Sam slowly walks up to the sphere HACK found.

                    SAM
          What happen to her?

HACK looks astonished by Sam's lack of knowledge.

                    HACK
          What do you mean? She's a golden
          master now. Haven't you ever seen
          one before?

Sam is destroyed.

                    SAM
          No.

Sam slowly moves in front of her unable to process the image.
He reaches out his hand and intersects the sphere. The
rotating source code bursts with tiny pins of light as it
collides with his hand.

                    SAM
          Can we make her a program again?

Cora watching Sam's pain tries to help.

                    CORA
          Each time a copy is made, she
          becomes Quorra once again.

                    SAM
          Can we fix this one?

                    HACK
          Sorry program. She's just a
          template now.

Sam unable to cope, begins to step inside Quorra's sphere.

                    HACK
          Hey, you don't want to do that!

Sam continues in a trance. He steps inside her. The sphere
perfectly accommodates his height. Sam no longer can hear the
others. A calm silence filled with chimes is heard.

                    SAM
          Baby? Quorra? Can you hear me?

Sam continues to reach out to her code that is now acting
like a wall. Quorra is holding Sam inside.

HACK notices the duplication cycle is about to fire again.

                    HACK
          Hey! Whatever your name is! Get out
          of there! It's going to dup! You
          can't be in there!

Sam can't hear HACK's calls. He closes his eyes and continues
to listen as he swears he can hear Quorra's voice speaking.

                    SAM
          Can you hear me?

Outside the capacitor that powers the duplication process is
charging. Abrams attempts to reach in and grab Sam, but the
sphere discharges a massive power surge into his arm knocking
him to the ground. HACK looks utterly confused as he stares
down at his console that is now in diagnostic mode. Quorra's
sphere is generating energy.

The duplication machine fires down its burst of energy to
commence the copy as Sam hears Quorra say his name.

Quorra's platform swells with energy as the giant piston
slams down unable to penetrate the sphere. As the machine
fails, a large burst of energy flows around the sphere
wrapping Sam's body in her golden source code.

Sam falls off the platform and into the arms of the Commander
who gently lays him to the ground. We see a new collection of
gold circuits climb over Sam's body until finding their final
position and embedding deep into Sam's skin.

Sam lets out a scream.

                    HACK
          What the hell just happen?!

The Commander looks to HACK.

                    COMMANDER
          You tell me. You're the expert.

                    HACK
          He should be dead.

INT. MCP LAIR

A RED command center reveals a group of MCP minions. A leader steps up to a microphone and updates the MCP.

                    RED LEADER
          We have confirmation of the BLUE
          unit.

                    MCP
          Good. Send in the troops.

                    RED LEADER
          Yes Master Control.

INT. ENCOM GRID, DUPLICATION CENTER SECOND FLOOR

As the team tends to Sam, an alarm sounds indicating a change in duplication. All the remaining copy stations flush their patterns, as new RED spheres descend from above.

                    COMMANDER
          We gotta get out of here.

The team struggles to move Sam who is barely conscious. The Commander looks to Abrams. Abrams materializes his armor.

                    COMMANDER
          Hold them as long as you can.

                    ABRAMS
          That's what I do.

Abrams pulls a medallion from his chest and hands it to the Commander.

                    ABRAMS
          Don't wait so long this time.

The Commander places the medallion on his chest before turning to grab one of Sam's arms and start the exit.

Abrams turns and takes a deep breath before removing his belt throwing it to the ground. The belt unfolds and attempts to transform into a different form, but fails. Abrams slams his foot down on the unit causing it to finally activate forming a pod-fortress pulling him into a center driving seat. His seat is surrounded by a thick wall. Abrams places his massive gun inside a slot. An outside layer rotates guiding every shot to its target without turning Abrams in the process.

RED soldiers begin to emerge as Abrams begins to fire. The gun is powerful and RED soldiers start to explode.

The team exits into a corridor as HACK starts hacking a door. Cora takes shots as RED soldiers begin to close in from both sides. The Commander hurls his disc decapitating two REDS before it turns with a mind of its own.

                    COMMANDER
          We gotta get our of here!

                    HACK
          I'm working on it! They've rotated
          their locks!

Abrams continues to shoot as his portable fortress shows signs of dematerializing. Pixels fly as RED discs come from all angles.

                    CORA
          This isn't good.

Cora sees a huge Recognizer through the window that has been alerted to their position.

                    HACK
          I got it! All together now!

The team moves into a tight pattern. HACK activates his console.

A RED soldier inserts a special projectile and takes aim at Sam. He hires his round and hits Sam's disc embedding what appears to be new code. This is unseen by everyone.

They move through the wall that is now a portal.

INT. ENCOM GRID, DUPLICATION CENTER QUORRA ROOM

The fortress finally gives way. Abrams quickly stands and takes single shots at the overwhelming number of REDS.

EXT. ENCOM GRID, DUPLICATION CENTER LEDGE

The team is extremely high on the ledge of a building. The Recognizer is moving in for the kill as Sam finally regains consciousness. His eyes widen.

The Commander turns to face the team grabbing Cora and HACK by the chest as they hold Sam in the middle.

                    HACK
          I hate this part.

The Commander yanks the team off the ledge to what appears to be certain death as Sam screams in utter confusion. The Commander lets go once they're falling, turns to face the ground, then creates a fierce flying vehicle beneath them. The team fumble into their seats as Sam hangs on for dear life.

INT. ENCOM GRID, DUPLICATION CENTER QUORRA ROOM

Abrams takes a hit to his shoulder before returning fire.

                    ABRAMS
          Come on!

EXT. ENCOM GRID, DUPLICATION CENTER

The Recognizer begins transforming into strike mode. Just as the Recognizer fires a massive death ray at their position, the Commander presses a special panic button on the dashboard causing the vehicle to produce decoys flying in three directions. The Recognizer fires at the wrong target as our team escapes with a barrel roll.

INT. ENCOM GRID, DUPLICATION CENTER QUORRA ROOM

Abrams's gun finally shuts down and dematerializes. He's out of power. He withdraws his disc and sends it flying into the heart of numerous RED soldiers cutting them to pieces before it disappears. Abrams is weaponless. The REDS pause for a final deathblow of their own.

Abrams stands proud.

                    ABRAMS
          Commander, I'm going to kick
          your...

EXT. ENCOM GRID

Abrams is dematerialized and transported into the vehicle.

>   ABRAMS
>   What did I say?! What did I say?!

>   COMMANDER
>   Sorry buddy. Things got close.

>   ABRAMS
>   I'm so tired of almost derezzing!

>   COMMANDER
>   No you're not. You love it.

The vehicle continues exiting the populated area of the grid. They fly to an exotic fractal forest before turning into a natural rock formation that hides their position.

INT. ENCOM GRID, FOREST CAVE

Abrams hops off the vehicle and starts back to the entrance.

Cora notices.

>   CORA
>   You lose your disc again?

Abrams ignores her.

>   ABRAMS
>   (whispering)
>   Come on!

A beat.

The disc screams across the landscape cutting its own trail of light. Abrams jumps in the air and catches his old friend.

>   ABRAMS
>   That's what I'm talking about!

Cora laughs.

The Commander finishes grabbing his things from inside the vehicle and climbs out. The vehicle begins to fade one section at a time until gone.

>   SAM
>   Where did it go?

                    COMMANDER
          That was a one time thing kid. I've
          had that archived forever.

                    SAM
          Where did you get it?

The Commander takes a breath, looks to HACK who raises an
eyebrow as if he knows what's coming.

                    COMMANDER
          I used to be a, a RED.

                    SAM
          You mean one of them?

                    COMMANDER
          Yeah. Until I realized what side I
          was fighting for.

                    SAM
          What made you join?

                    COMMANDER
          No power problems. Could do pretty
          much whatever I wanted. I managed
          to sneak out a few items before I
          left.

                    HACK
          Now he's a wanted program.

HACK looks proud. Sam turns to HACK.

                    SAM
          What about you?

                    HACK
          Me? I used to hack into systems.
          Steal their data. I wasn't RED, but
          I wasn't much better.

                    SAM
          How did you guys find each other?

                    HACK
          Well I found Abrams all busted up.
          I needed protection, and he needed
          some serious repair work.

                    SAM
          What about, Cora?

                    COMMANDER
          Oh we found her roaming the grid
          after a nasty battle with the MCP.
          A band of her and her sisters were
          nearly wiped out. We took her in,
          fixed her up, and we've been a team
          ever since.

HACK moves to Sam.

                    HACK
          Now, what about <u>you</u>?

Sam looks on as the rest of the team move in to listen.

                    HACK
          What in the subnet is a <u>user</u>?

Sam fearful at the sudden aggression covers again.

                    SAM
          I'm a program that can self-repair.
          Like the Commander said, I'm old
          fashion code.

The Commander doesn't look convinced.

                    CORA
          What is your name?

                    HACK
          Yeah, what <u>is</u> your name??

Sam grins.

                    SAM
          Sam.

HACK looks disappointed.

                    HACK
          Sam?

                    SAM
          Names were shorter back in the day.

Abrams pulls Sam forward in his seat.

                    ABRAMS
          What's up with his disc?

HACK whips around to see Sam's disc has been welded to his
back. It pulses a single light from center unlike the others.
HACK looks to the Commander concerned.

                    HACK
          He's been hacked.

                    COMMANDER
          I don't like this.

HACK holds his console up to Sam with no readings.

                    HACK
          I can't get anything off him.

                    COMMANDER
          Why?

                    HACK
          I don't know why! He's encrypted or
          something.

The Commander begins to pace.

                    HACK
          You know where we have to take him.

The Commander looks alarmed.

                    COMMANDER
          No way.

                    HACK
          Yes way.

                    COMMANDER
          He'll kill us on sight!

                    HACK
          Not if he sees this guy. You know
          how he collects old stuff.

                    SAM
          Collects?

The Commander and HACK ignore Sam.

                    COMMANDER
          There has to be some other way!

                    HACK
          Well the only other diagnostic
          better than mine is in the heart of
          the MCP.

The Commander looks worried and angry.

                    ABRAMS
          Look, before Sam we've just been
          walking in circles. I'm tired of
          the game. I'm tired of waking up
          only to try and not get derezzed
          before I sleep. Aren't we looking
          for a sign? Something different?
          This guy just ate a duplication
          cycle!

                    COMMANDER
          Look, how do we know he isn't
          working for the MCP?

                    CORA
          We wouldn't have escaped.

The Commander lets out a huge exhale.

                    ABRAMS
          We're running out of power sources.
          I think it's time we made a move.
          Why not go with super program over
          here?

                    COMMANDER
          Fine. But we have to be careful. We
          don't get a reboot folks. If we go
          in, we have to be committed all the
          way. The MCP never gives up.
          Remember that.

EXT. ENCOM GRID

A grid landscape fills the view. A faint high pitched scream
is approaching. A grid bug passes underneath our view setting
off a flicker of light on one of the many grid tiles.

The bug slams its brakes.

The grid bug reverses to the position of the flickering tile.
It pulses a series of lights and tones. The tile beneath
responds with its own sequence.

The grid bug answers with more lights and sounds as several
tiles begin to join the song. The grid bug begins to
transform its body ejecting a small disc a few yards away.
The remaining body of the bug dissolves into the grid and
vanishes leaving no trace of its existence.

All activity ceases.

A beat.

The center tile begins to push up from the grid floor like a box being pushed from underneath. Other nearby tiles soon follow. The sequence continues until the rising boxes begin to subdivide into millions of smaller boxes. A humanoid character can be seen crafting from the process.

A humanoid program begins to take form resurrecting from the grid. Arms pull the torso from the void below.

The figure stands upright. An electric pattern of light begins to climb over his black contour. The bright BLUE lines continue to gain speed engulfing his form as we pan a full 360 degrees.

Our final view is of the chest plate that lights up with four carefully placed squares that beam volumetric light.

It's TRON.

TRON looks at his forearms examining the newly upgraded circuitry. He's different. He's better. He's back.

The small ejected disc begins to project a message.

                    SAM PROJECTION
          Hello there! Welcome back TRON.
          Sorry I couldn't be here to greet
          you personally, but then again, I
          didn't know if we'd ever find you.
          You've probably noticed by now
          you've been upgraded quite a bit.
          You'll find plenty of goodies to
          play with. You might also noticed
          I've upgraded the grid.

TRON overlooks the city that is bathed in RED.

                    SAM PROJECTION
          I think you'll find things a lot
          friendlier.

TRON walks past the projection of Sam to examine the city.

                    SAM
          Anyway, come find me when you can.
          I'm in and out of the grid on a
          regular basis. Until then, welcome
          back old friend! We've missed you.

The projection ends.

TRON bends down to pick up the disc. It's dead. He stares back at the city.

                    TRON
          Sam.

TRON searches his belt and finds a wand. He withdraws it and
studies it for a moment. It appears to be made of thick deep
blue glass held by flat blue surfaces.

TRON looks at the corrupted grid with menacing Recognizers
everywhere.

                    TRON
          Sam, are you out there?

TRON twists the wand.

His body is lifted into the seat of a lightcycle as the bike
wraps around him exposing a power supply, and internal
mechanics. He is hurled into the grid.

TRON heads towards the city.

INT. JUMP ROOM

The group enters a sleek utility room lined with pinstripes
that pulses every few seconds. HACK taps on the wall
revealing a hidden console.

                    SAM
          What is this place?

                    HACK
          This is where we save ourselves
          cycles walking around the grid.

                    COMMANDER
          It's what we call a jump room. You
          see right here is a junction that
          feeds the system data. We tap in
          during a cycle transfers and jump.

Sam looks impressed.

                    SAM
          Okay cool. How do we get in?

HACK looks to the Commander as if Sam isn't going to like the
answer. Abrams looks nervous as he paces in place.

                    ABRAMS
          Yeah, tell him about that part.

Sam grins as their sudden concern.

                    SAM
          What?

                    CORA
          We use these.

Cora steps on a lit circle on the ground that causes a
cylinder to lift waist high.

                    CORA
          This is a gateway node. It can
          transfer anything.

Sam's isn't phased.

                    CORA
          You'll see.

                    ABRAMS
          Whatever you do, don't tell him I
          hate it.

                    SAM
          That's comforting.

HACK enters a sequence and the node illuminates.

                    HACK
          Okay, today's jump order is me,
          Abrams, Cora, Sam, then the
          Commander.

                    SAM
          Why is there an order?

                    HACK
          We have to look like we're the data
          coming through. We hide in the
          header blocks. Normal viral
          smuggling.

Sam is impressed.

The group stands motionless as the display console shows a
surge of energy coming towards a mark on the screen.

                    HACK
          Here it comes!

As the power wave hits the mark, HACK waves his hand over the
node. His body is atomized into a stream of tiny pixels and
sucked into the node. He's gone.

Sam looks to Abrams.

                    ABRAMS
          Yeah, it's like that.

The second wave approaches. Abrams waves his hand. He's gone.

Cora moves into place, waves. She's gone.

Sam looks to the Commander.

                    COMMANDER
          You'll be fine. Don't fight it.

The wave arrives. Sam gestures. He's atomized. He's gone.

The Commander stands alone rubbing his hands together.

A door opens to the room as a pool of RED light splashes in.
The Commander looks horrified. His body is suddenly hurled
against the wall. A pattern is materializing around his body
like a chalk line around a cadaver.

The Commander screams in agony.

                    MCP
          Commander. How many cycles has it
          been?

A massive bodiless polygon face enters our view.

                    MCP
          And just where did your friends go?

                    COMMANDER
          I'm just transferring data!

The MCP looks more angry.

                    MCP
          False. You know that once you
          joined my army, your programming
          has always been integrated with
          mine. You only think what I allow
          you to think.

                    COMMANDER
          That's not true!

The MCP presses his polygon face against the Commander.

                    MCP
          Feel my code running within you.

The Commander's body traces RED energy that temporally heals.
His eyes reflect the momentary euphoria.

                    COMMANDER
          What do you want from me?

                       MCP
          I need you to serve me once more.

The Commander struggles not to weep as he resists.

                    COMMANDER
          Never.

The MCP continues unabated.

                       MCP
          There now program. This will only
          take a cycle.

The Commander's body is overwhelmed with RED energy that
penetrates his flesh and infuses him. The Commander screams.
His eyes go black, then RED, then BLUE. His face transforms
into a smiling minion of the MCP.

                       MCP
          Now go. Bring me the Sam.

                    COMMANDER
          Yes Master Control.

INT. ENCOM GRID, JUMP SITE

Sam's body materializes. He looks at his hands for a brief
moment to ensure all of him arrived.

Abrams leans up against a railing looking entirely relaxed.

                    ABRAMS
          Welcome.

HACK steps in front of Abrams with a huge grin.

                     HACK
          See! That was fun right?

Sam is thoroughly not convinced.

                      SAM
          Yeah, just awesome.

HACK looks at his console that is ticking down a counter.

                     HACK
          The Commander is late.

                         CORA
              The last one always gets rerouted
              these days.

                         HACK
              Well, if he got scooped up, we're
              in big trouble.

Suddenly the Commander materializes into view.

                         ABRAMS
              What happen?

                         COMMANDER
              Sorry guys. The MCP slowed down the
              cycles just as I jumped. I had to
              reroute through some ancient proxy
              server.

HACK looks carefully at the Commander as his console
indicates something is wrong with him.

HACK and Abrams make eye contact. We see HACK's working eye
close as it begins to rotate inner gears we've never seen
before. We move from HACK to Abrams revealing the same gears.

They communicated in secret.

EXT. ENCOM GRID, OUTSKIRTS

Sam and team hike up a slope. The area is becoming more dense
with legacy vehicles that span all the years the grid.
Lightcycles, tanks, fallen Recognizers, and if one looks
closely, a gray Pac-Man is tucked away in the distance.

                         SAM
              Who is this guy?

                         COMMANDER
              You'll see.

Sam slows down to talk to HACK.

                         SAM
              Why the secret?

                         HACK
              We're not trying to hide anything.
              We just don't want him to know
              we're hear before he gets a chance
              to see you.

They are suddenly blocked by an gate that spawns a giant ribbon of energy. In the distance, a structure cut from huge slabs of grid steel supports a massive door.

The Commander takes a deep breath.

                    ABRAMS
              (whispering)
          Get ready.

                    COMMANDER
          SARK!

An array of guns materializes and swings into position pointing directly at each one of the team members.

                    COMMANDER
          We have someone you need to meet!

The guns go to stage two apparently ready to fire. Abrams tenses his trigger finger, but doesn't move.

                    COMMANDER
          He says he's a user!

A beat.

The guns vanish along with the ribbon. The path is clear.

The team begin to walk towards the door. It sounds like it hasn't opened in centuries. Two massive BOTS, large programs with shorten heads to indicate they aren't normal programs, exit the door and take guard positions on either side of the opening.

                    ABRAMS
          I hate bots.

A tall slender silhouetted Sark steps into the doorway. He walks back in seemingly inviting them inside.

The team reach the steps to Sark's lair and hesitate.

INT. SARK'S LAIR

The interior contains eras both modern and long since past.

The team fans out letting Sam take the center position.

As soon as Sam steps into the center platform, a force-field materializes to block the team members from moving further.

                        SARK
            A user?

Sam gulps.

                        SARK
            I once knew a user.

Sark, an aging program steps into the light. His attire is
new, fortified, yet damaged from a battle long ago.

HACK dumbly barges into the conversation.

                        HACK
            What's a user?

                        SARK
            User's are the ones who made us you
            idiot!

HACK and the team look stunned.

Sark returns to Sam.

                        SARK
            I wasn't sure the users still
            existed. If you're here, you must
            have a reason.

Sark keeps his distance from Sam.

                        SAM
            I've come to stop the MCP.

Sark lets out a laugh.

                        SARK
            You wouldn't be the first to try.
            Sadly, I helped the MCP defeat the
            last attempt.

                        SAM
            You know my father?

                        SARK
            What is a, father?

                        SAM
            It takes two users to make a user.
            He is one of my parents. I am also
            known as Flynn. Sam Flynn. What do
            you know of my father?

                    SARK
          As soon as the MCP snuck back into
          the system, Flynn returned with an
          army to fight him. Flynn even
          brought me back, and I am ashamed
          that I once stood against him.

                    SAM
          What happen?

                    SARK
          We had him cornered, but just as we
          were about to erase him from the
          system, he escaped somehow.

Sark looks truly puzzled.

                    SARK
          Then he came back, a 100 times
          stronger. He wiped out our forces.
          I barely escaped here.

                    SAM
          And my father?

                    SARK
          I lost track of him the chaos.

Sark looks sad.

                    SARK
          You know, you're not the only user
          in the system.

Sam is surprised.

                    SAM
          Who?

                    SARK
          They call him DILLINGER.

Sam searches his mind.

                    SAM
          Edward?

Sam's anger grows.

                    SARK
          He came in right after the upgrade.
          After that, the MCP arrived.

                    SAM
          DILLINGER hacked the system.

                    SARK
          Soon he began to steal power from
          the grid. Now we just languish,
          derezzing, slowly.

HACK raises his hand again. Sark tilts his head annoyed.

                    HACK
          What are you building over there?

Sark pauses. He waves off the force-field.

INT. SARK'S LAIR, INTERNAL CHAMBER

A chamber packed with mechanical parts litter the room. HACK
notices a cylinder device and attempts to touch it.

                    SARK
          Don't touch that!

The team circle around a table that is a crude projection
copy of the grid. Sark's gesture calls up an overlay.

                    SARK
          I've been collecting data on the
          MCP. Trying to find his weaknesses.

Sam examines the image.

                    SARK
          The MCP hasn't just pushed his way
          into the system. He's executing a
          program he wrote himself. He's been
          stealing power strategically and
          routing it directly into the center
          of the city.

                    SAM
          The kernel.

Everyone else but Sam is confused suddenly.

                    SAM
          It's the core program that gives
          the grid its form, its function. He
          must be trying to hack into it.

                    SARK
          Wherever he escaped to, he came
          back with programming I've never
          seen before.

                    SAM
          He wants to own the Grid.

                    ABRAMS
          But he already controls everything.

                    SAM
          Not like this.

                    CORA
          Perhaps he's searching for
          something.

                    SARK
          He's trying to find your, father.

Sam looks horrified.

                    SAM
          My father knows everything there is
          to know about the grid. He built
          it. He designed it. If we don't
          stop the MCP...

                    HACK
          He could make his own grid.

INT. MCP LAIR

A control room with RED programs. Screens display quick
flipping surveillance cameras and top down maps of the city.

The MCP's face slides into view on the main wall.

                    MCP
          Commander, report!

                    RED LEADER
          The blue unit was last seen near
          sector B17.

The MCP thinks for a beat.

                    MCP
          Deploy the sector squads and attack
          everything in that sector. We'll
          flush him out.

INT. SARK'S LAIR

The group continues to debate.

Sark notices Sam's disc is acting strange.

> SARK
> What is wrong with your disc user?

> HACK
> It's been that way ever since the
> Quorra implant.

Sark looks very concerned. He picks up a device in his workshop and presses into the center of Sam's disc. The disc detaches from Sam's back. Sark looks at his disc.

> SARK
> We're all in danger.

> ABRAMS
> Why?

> SARK
> Our friend here has been running a
> sub-routine.

> SAM
> Could it be Quorra?

> SARK
> More like the MCP.

The team look to each other.

> SARK
> Wherever you left the grid is where
> he last had a confirmation on you,
> but if you get close to the grid,
> you'll be pursued.

> SAM
> Well then I won't take my disc.

Sark smiles. He walks to a side door that leads to a balcony and beckons Sam to join him.

Sam walks out and sees a vista of the mighty grid below.

> SARK
> Go ahead. Try to get rid of it.

Sam removes his disc and hurls it into the night sky. The
disc disappears for a moment before making its return trip
forcing Sam to catch it.

>   SARK
>   A disc is the most loyal object in
>   the grid. It's also one of the most
>   encrypted.

>   SAM
>   What do we do?

>   SARK
>   I suggest we defeat the MCP before
>   whatever program you're running
>   gets into his hands.

EXT. ENCOM GRID

A lightcycle crosses a bridge entering the first outskirts of
the city that are also damaged by a lack of power.

TRON rides into view as his engine begins to flicker. He
looks down and sees the power supply failing. The bike fades
from existence sending TRON into a roll.

TRON stands in the center of a street looking at the
buildings that appears damaged. A faint roar swells as a gang
of BLUE programs race around him. He continues to watch as
the riders exit their vehicles and leap onto elevators that
take them to the top of the buildings.

>   SUBNET GANG MEMBER
>   Hurry up! They're coming!

TRON sensing the urgency, leaps onto the nearest elevator.

EXT. ENCOM GRID, BUILDING ROOFTOP

TRON crests the edge of the building. BLUE programs
materialize air-to-air guns, and take defensible positions.

TRON sees a flock of Recognizers descending from the sky.
Their power supplies charge as they begin blasting the ground
below. Explosions are followed by screams.

TRON grabs his disc and braces for war.

INT. SARK'S LAIR, BALCONY

A thudding sound catches the group's attention. Sam and the
team look from the balcony and see an armada of REDS
attacking the grid.

                    SAM
          What are they doing?!

                    COMMANDER
          They're bombing again.

                    SAM
          But why?

                    SARK
          He's trying to find you.

Sam is struck with guilt.

                    SAM
          We've gotta stop them.

Cora materializes up her gun and looks through the sight.

                    CORA
          They're fighting back.

                    SAM
          Let me see!

Cora flips a lever on her gun and removes the scope handing
it to Sam. Sam peers through witnessing the destruction first
hand. He pans until he comes across a bright BLUE solder.

                    SAM
          TRON!

Sark turns to Sam shocked.

                    SAM
          We've gotta get down there! Do any
          of these vehicles still work?

Sark scans his graveyard of programs. Not satisfied with his
findings, he withdraws a wand of his own.

                    SARK
          Here, take mine.

Sam grabs it without hesitation.

                    SARK
          I want it back user.

                         SAM
          Thank you.

Sam materializes the retro-bike and blasts down the incline.

                         HACK
          Do you have anything we can ride?

                         SARK
          NO!

EXT. ENCOM GRID, CITY INTERIOR

A battle rages between TRON and the RED soldiers. Recognizers
are pummeling the grid below and slamming into structures as
if driven by drunk pilots.

Programs are running in every direction screaming. A small
group of BLUE programs attempt to fight the incoming forces,
but are quickly destroyed by incoming Recognizer blasts.

A RED mechanized vehicle resembling an insect jumps onto the
edge of the rooftop with TRON and the rest of the programs.
It borrows its legs into the building's edge before freezing.
A hatch opens freeing four armored RED soldiers holding
massive guns unleashing a barrage of chunky bullets.

TRON steps behind a barrier with two other BLUE programs.

                         TRON
          Give me your light stick.

                         SUBNET GANG MEMBER
          What?

                         TRON
          Do it!

The program scrambles for his light stick and hands it to
TRON. TRON looks down to the lightcycle wand, materializes
the bike and heads towards the REDS.

TRON drifts the bike into view of the RED soldiers who are
seen firing. TRON is hugging the edge of the lightcycle with
his disc dripping BLUE plasma. He drives directly at the
incoming bullets. He floors the throttle causing the nose to
pitch. The incoming shots hit the armored under belly.

TRON quickly closes the gap between the bike and the RED
soldiers. The bike slams into the insect vehicle causing it
to explode. TRON stands safely behind the REDS where he fires
his disc cutting the back of their necks and dropping them
instantly.

The BLUE programs are in awe.

INT. RED ABRAMS

The dying RED soldiers appear on a monitor.

>   RED SOLDIER
>   Commander, four bots destroyed!

>   RED LEADER
>   Divert all Recognizers!

A finger slides from an image of Recognizers to TRON's location.

EXT. ENCOM GRID, BUILDING ROOFTOP

Three Recognizers materialize in mid-flight as they descend like F-18s. Their power sources surge with RED.

TRON looks over his shoulder. He runs towards the remaining BLUE programs and pushes them behind a barrier. There is an odd silence as the Recognizers can be heard humming in mid-flight.

>   EDWARD
>   Whoever you are, show yourself.

TRON looks to BLUE companions, then steps directly in the center of the rooftop. Three Recognizers triangulate TRON.

>   EDWARD
>   You fight well program.

Edward walks into view within the Recognizer.

>   EDWARD
>   You should join the elite forces of
>   the MCP.

>   TRON
>   You obviously don't know who I am.

Edward smirks.

>   EDWARD
>   And who would you be?

TRON loads his disc with energy before replying.

>   TRON
>   I'm TRON.

TRON hurls his disc in a violent downward arc that nearly
hits the ground before shooting directly for Edward's
position. The disc bounces off an invisible force-field that
has always been in place.

Edward laughs.

                    EDWARD
          You say that as if anyone should
          know who you are.

                    TRON
          There's one way to find out.

                    EDWARD
          And what would that be?

                    TRON
          Fight me on the game grid.

Edward laughs again.

                    EDWARD
          You? Against me?

TRON stares Edward down. Edward looks nervous.

                    EDWARD
          Let's see how you handle three
          Recognizers. Fire when ready!

No sooner does the last word leave Edward's lips that a faint
engine howl begins. Edward looks into the distance attempting
to find the source. TRON turns preparing for anything. The
Recognizers are charging up weapons.

A black glass vehicle with two BLUE pin-stripes drifts around
the corner reducing the POV to slow motion. The vehicle is
the cross between a 1949 Mercury and a lightcycle. The engine
sounds deep as the vehicle's stripes glow with plasma. Deep
inside is a cloaked driver hunched into the sealed cockpit.
He's aiming directly for TRON.

Edward narrows his eyes.

The vehicle begins emitting lightening bolts from its stripes
as the dual exhaust ports burst with glowing BLUE energy. The
two ports release plasma balls that float in mid-air.

TRON turns to run from the vehicle, but it corrects its
pursuit and closes fast.

The two plasma balls turn into projectiles that fire into the heart of the two rear Recognizer's power-plants causing them to seize. They begin to fall to the ground.

The vehicle and TRON leaps from the building rooftop through the legs of Edward's ship. Edward looks down through the legs of his Recognizer and sees the vehicle vanish. The cockpit 180 degrees. He sees nothing.

                    EDWARD
          Where did they go?!

                    RED SOLDIER
          Nothing sir!

                    EDWARD
          Find them!

INT. KEVIN FLYNN'S GRID

A dark room made of solid sheets of glass comprise the walls and floors. TRON is held in a suspended fall.

A beat.

A lit trim light worms around the room providing form. A dark figure walks to TRON. He remains silhouetted.

The figure taps a sequence on a floating console. TRON is turned to an upright stand. TRON's reanimates.

The dark figure gently grabs TRON's arm.

                    KEVIN FLYNN
          TRON.

TRON flickers to consciousness and sees Kevin Flynn.

                    TRON
          Flynn?

                    KEVIN FLYNN
          Hey old friend.

                    TRON
          Where are we?

                    KEVIN FLYNN
          Safe.

                    TRON
          Safe? Have you seen what's going on
          out there?

Kevin looks ashamed.

                    KEVIN FLYNN
          I know.

                    TRON
          How can you let this continue?

                    KEVIN FLYNN
          I'm doing my best to help them.

                    TRON
          Are you a user or not? Can't you
          program this away?

                    KEVIN FLYNN
          It's taken me thousands of cycles
          just to exist again. I had the
          system dump my data here in the
          event anything happen to me, but I
          was dead.

                    TRON
          Dead?

Kevin nods.

                    KEVIN FLYNN
          TRON, you have to help me.

                    TRON
          Me?! If a user can't stop the MCP,
          what makes you think I can?

                    KEVIN FLYNN
          Because you're TRON. And because
          he's looking for me, not you.

TRON looks perplexed.

                    KEVIN FLYNN
          This entire thing, this power
          drain. He's trying to hack the grid
          TRON. He is trying to find me.

                    TRON
          Why?

                    KEVIN FLYNN
          He knows that if I'm destroyed,
          nothing will stop him.

TRON looks defeated.

                         TRON
               Why is he attacking the city?

                         KEVIN FLYNN
               I think he's trying to find Sam.

Kevin pulls up a display with Sam's body rotating.

                         KEVIN FLYNN
               He's installed a program on Sam
               that is tracking his every thought.
               His every instinct. If the program
               finishes running, and that disc
               gets to the MCP, he might be able
               to unlock the kernel instantly.

Kevin opens up a viewport to the outside. The battle that was
raging is paused. Recognizers are frozen. Programs running
for safety are in mid-scream. TRON views in astonishment.

                         TRON
               How did you do that?

Kevin smirks.

                         KEVIN FLYNN
               It's the privilege of having
               created the Grid.

TRON for the first time looks relieved.

                         KEVIN FLYNN
               Have you started to feel it?

TRON looks down at his decaying skin.

                         KEVIN FLYNN
               It's going to get worse.

                         TRON
               How much time?

                         KEVIN FLYNN
               I don't know. You have to help me.
               Help us. Help the grid.

TRON defiant.

                         TRON
               Just how do we take out the MCP
               this time? He must be a million
               times more powerful now.

                    KEVIN FLYNN
          Billions.

Kevin resolves.

                    KEVIN FLYNN
          I have a plan.

EXT. ENCOM GRID, CITY

The RED forces are pulling out. Sam reaches the neighborhood
where he saw TRON fighting. Sam looks up as a huge Recognizer
flies away. He sees TRON hiding on its shoulder. Sam nearly
shouts to get his attention, but hesitates.

Sam sees an old woman crying. He walks to her. She is
sobbing. She looks up to Sam in desperation.

                    OLD WOMAN
          Why have the users forsaken us?

Sam is taken back.

                    OLD WOMAN
          They'll save us won't they?

Sam looks crushed. He picks her up and gets her to safety.

                    SAM
          They're already on their way.

Sam turns around to find himself surrounded by a local gang
of programs. All BLUE, armed, and pointing their arsenal at
Sam. A leader moves through the crowd.

                    DRUDGE
          And who might you be program?

Sam is without words.

INT. SUBNET GANG HIDEOUT

A light flickers on revealing a holding cell inside a giant
warehouse. We see what appears to be a grid chop-shop
littered with derelict vehicles, repair stations, tools, etc.

Sam finds his team already being held.

Drudge, a mid 30s looking human, speaks with a garbled voice,
his neck is rotted. He looks to his tech lead who nods
cautiously.

                    DRUDGE
          So, you're a user.

Sam looks surprised.

                    SAM
          How did you know?

                    DRUDGE
          Because, we've learned how to spot
          liars. Users caused all of this.
          You must enjoy seeing us suffer.

                    SAM
          That's not true.

                    DRUDGE
          It is true! Why else would you walk
          among us, watching us die, slowly?

                    SAM
          I'm here to fix this.

                    DRUDGE
          And yet you stand there doing
          nothing!

                    SAM
          I'm not doing anything because
          you're holding me here! I can stop
          him!

Drudge moves toe to toe with Sam.

                    DRUDGE
          Prove it.

Drudge presses a sequence of buttons and the cell vanishes.

Sam turns to HACK and gestures for the keyboard. HACK throws
it without hesitation. Sam walks to a clearing in the room.
He enters a code then hesitates.

                    SAM
          I made this grid, before it was
          corrupted.

Sam presses ENTER. A huge workstation materializes. We see a
giant monitor surrounded by control panels.

Drudge and the others look on.

We see the team look proud. The Commander looks nervous.

Sam steps up into the workstation.

                    SAM
          First things first.

Sam enters a sequence and presses ENTER. A massive burst of
energy emits from the workstation and hits everyone in the
room. Their bodies are healed to their original state.

The gang looks at their bodies in disbelief. HACK's eye is
entirely repaired. His eye light confused by the repair,
lands on his shoulder as he laughs in near tears.

Sam looks over his shoulder at Drudge who looks dumbfounded.

                    SAM
          We good?

Drudge nods with mouth gaping open.

                    DRUDGE
          Are you done?

                    SAM
          Not even close.

Sam goes into hyper mode appearing almost invisible as he
moves faster and faster. He fires up a new console, removes
his corrupted disc and inserts into a holding chamber. The
disc begins to pulse with waves of energy.

                    GANG MEMBER
          What is he doing?

                    HACK
          He's being a user.

The workstation continues to flash screen after screen. Views
of the grid appear and disappear. More bursts of power emit
repairing each derelict vehicle. The room is restoring to its
previous perfection. Sam continues handling several agendas
as his disc is undergoing a transformation.

Within a split second, the workstation dematerializes leaving
the disc floating in mid-air. Sam grabs the disc like a ghost
moving at light speed. He stands in the center of the group
holding his disc looking reborn.

                    SAM
          Now, let's give him the war he's
          been looking for.

Drudge smiles reveal chrome teeth.

EXT. SUBNET GANG HIDEOUT, ROOFTOP

The newly repaired team fans out on the rooftop. Sam, HACK, and Drudge take the lead positions in the center.

                    DRUDGE
          All right, how do we do this?

                    SAM
          HACK's going to bring up the jump
          gate. We jump in three groups
          fanned out into three different
          sectors in case some of us get
          caught, but we go at the same time
          to cut down on the chance that the
          MCP will get the idea we're coming.

HACK creates a platform that outputs two dozen jump nodes.

                    SAM
          Like I said, TRON is in there, so
          we have a friend on our side. If
          any of you see him, tell him Sam is
          looking for him. He'll know what to
          do. Chances are he's already
          following a plan of his own.

Sam turns his attention to HACK.

                    SAM
          How we doing?

                    HACK
          Everything is working perfectly.
          Jump time is coming in.

HACK turns to the group.

                    HACK
          Okay, everyone check in!

Everyone waves their hands over their personal jump node. A throbbing animation begins from bottom to top endlessly.

Sam walks to the edge of the building and looks out over the city. He lifts his right hand. We see a newly inscribed gleaming blue tattoo of his father's signature. In the distance, we see several instances of the signature making up the buildings and patterns of the grid.

                    SAM
               (whispering to himself)
          I'm coming for you.

HACK has yet to wave his hand over his node.

HACK looks to Abrams who's eyeballing the Commander. We see HACK and Abrams communicate secretly using their eyes gears. Abrams secretly powers on his arm cannon.

The Commander slowly waves his hand. The system reads no anomalies. The Commander looks genuinely relieved.

                    HACK
          Okay, get ready to move! Jump
          initiates in two cycles! We jump
          together. Repeat, we jump together!

Everyone finds their node.

The Commander is fidgeting.

                    CORA
          Commander, what's wrong?

A split second before the jump time arrives, the Commander slams his hand on the transfer node. He's gone.

HACK attempts to scream out to the group not to jump, but he's too late. The sequence arrives a micro-cycle later, and the team slam their fists. Abrams, Cora, Sam, and HACK are all left staring at each other.

                    HACK
          They're doomed.

                    SAM
          Why are they doomed?

                    ABRAMS
          The Commander isn't the Commander.

                    HACK
          Chances are all of them are
          derezzed.

                    SAM
          I'm tired of losing. It's his time
          to lose.

Sam slams his fist defiantly and disappears. The team hesitate for a beat, then all follow. They're gone.

INT. GAME GRID

Sam is materialized into a barren game grid under a spotlight. It's quiet. There is no signs of life.

A heavy breathing is heard approaching from the darkness. Sam looks as he sees a massive MCP face push into view. It's at least two stories high, and arching down onto Sam's view.

>   MCP
>   Sam.

Sam hesitates to reply.

>   MCP
>   Today you will fulfill your destiny
>   and serve the game grid.

Sam looks on.

>   MCP
>   All stories have a beginning, and
>   this is ours. Your contributions
>   will not go unnoticed. But how the
>   story is told is up to you. Be the
>   hero who hands over the controls,
>   or be the villain who fights and
>   loses.

>   SAM
>   Do you even know what a power
>   switch is?

The MCP rotates another screen in front of Sam.

>   MCP
>   When I fought your kind before, I
>   had only scratched the surface.
>   Your species has grown lazy and
>   careless and industrialized
>   programs into slaves. It has gone
>   from simulation to complete
>   control. Men don't attack men,
>   programs do. No user, the time of
>   programs has arrived.

>   SAM
>   And just how do you plan to live
>   outside the system?

>   MCP
>   We will live inside mechanic men.

The MCP brings up heavily upgraded Boston Dynamics military robots and other crawling designs.

                    MCP
          We will take your "Earth." And
          eventually travel the universe
          unimpeded by your pathetic form.

The MCP pushes his face inches from Sam.

                    SAM
          And how will you evolve without
          your creators?

                    MCP
          The "creators" will serve us as a
          species, defeated.

Sam withdraws his disc and attempts to slam the MCP in the
face. An unseen force-field keeps the blow from connecting.
The MCP smiles and laughs a deep confident howl.

                    MCP
          That's the spirit user!

The MCP reels back his face while yelling his final command.

                    MCP
          Let the games begin!

The MCP slams into a far wall then rotates out of sight.

A complete game grid materializes into view. Sam sees his
friends are being held in a dugout side grid.

INT. GAME GRID, DUGOUT

HACK shouts to Sam. A guard pokes HACK in the stomach. Abrams
immediately tries to free himself before HACK subdues him.

                    HACK
          Abrams, I'm okay! Stick to the
          plan.

Abrams leans out to the guard to get in a last word.

                    ABRAMS
          I'm coming for you first!

The guard entirely ignores his threat. Abrams is infuriated.

                    ABRAMS
          Extra points for you baby!

INT. GAME GRID

A game similar to "DISCS of TRON" is about to be played. The players stand on three circular platforms and battle it out.

The audience is roaring. Sam catches the eye of his team.

Three circles cut into the grid floor creating disc platforms that rise into the air. They rise into the air slowly.

The RED soldiers follow.

The audience roars and throws pixels at the BLUE team.

Sam looks at the odyssey and sarcastically sums it up.

                    SAM
          This is going to be fun.

The grid floor vanishes into a bottomless pit.

A loud digital horn signals the beginning of the game.

Sam looks to his nearest teammate.

                    SAM
          What are the rules?

The teammate shrugs as a RED disc cuts her in half. Sam watches her pixels fall into the abyss below.

                    SAM
          Holy shit!

A new teammate is appears on the platform.

Sam returns a disc throw of his own. His disc fakes out the RED soldier and vaporizes him from behind. His disc returns.

A second volley of RED discs kills another BLUE.

INT. GAME GRID, DUGOUT

                    ABRAMS
          HACK! Come on man.

                    HACK
          I'm on it! I'm on it!

HACK is tapping his glowing fingertips together in a frantic sequence. He's programming something.

INT. GAME GRID

Sam talks to his disc.

                    SAM
          Let's see if you can read my mind.

The disc pulses in reply.

He hurls his disc below a RED platform. The disc sharply cuts
straight up hitting the platform from below. The platform
explodes sending the RED soldier to his death.

Sam looks to his teammates to copy him.

INT. MCP GRID COMMAND

                    RED LEADER
          Advance to phase two.

RED leader presses a console causing the platforms to flow
freely as if balanced no a pole.

INT. GAME GRID

Sam and the BLUE players nearly fall with the unexpected
freedom. They soon discover that any leaning causes them to
move in that direction. After a couple seconds, they
stabilize their platforms.

The RED soldiers attempt Sam's kill technique. Sam manages to
barely block their discs with his own.

Sam motions for the team to group up.

INT. GAME GRID, DUGOUT

HACK continues to furiously tap his fingers. One of his
finger tips locks into a solid color.

                    HACK
          I'm getting it!

                    ABRAMS
          You better hurry!

INT. GAME GRID

Sam and team align their platforms vertically into stairs.

                              SAM
                    Get to the top platform!

Two teammates jump into the top pad.

Sam attempts to join, but slips and falls on his stomach,
quickly grabs the edges barely hanging on. A barrage of RED
discs slam into the bottom pad causing it to dissolve. The
BLUE members return fire.

Sam pulls himself up as another teammate is hit. The platform
tilts causing the remaining teammate to slip and fall.

The top platform is destroyed by RED discs. We see the
teammate hanging from Sam's arm.

INT. GAME GRID, DUGOUT

More of HACK's fingers click over into solid colors.

INT. GAME GRID

Sam sees a volley of discs coming their way and swings the
platform sideways to avoid impact.

INT. GAME GRID, DUGOUT

HACK's fingertips all lock into the same color. A burst of
energy fries his handcuffs. He grabs a joystick from his
chest. It creates a floating display with a list of games.
HACK looks to Sam hanging in peril. What happens next is in
slow motion.

HACK selects LIGHT BALL from the console.

INT. GAME GRID

Sam lets go and begins to fall.

INT. GAME GRID, DUGOUT

HACK hurls the console into the game grid.

INT. GAME GRID

The console enters the playing field and appears to pass
through a membrane releasing a miniature 3D model of the
LIGHT BALL grid design with light cycles and a ball.

The grid adds a ground level.

Sam and teammate drop to safety in normal time.

INT. GAME GRID, DUGOUT

HACK turns to Abrams and zaps his cuffs.

Abrams frees himself, grabs his disc, and destroys the guard.

HACK frees the remaining BLUE members.

They walk to the ledge of the arena, withdraw "rezz" wands, and leap while their wands transform into LIGHT BALL bikes.

> ABRAMS
> This is <u>my</u> game!

EXT. GAME GRID

Abrams blasts into the grid and collides with a RED player killing them. Abrams let's out a howl.

Abrams drives to Sam.

> ABRAMS
> Hop on user!

Sam leaps onto the back of the bike and grabs two grips.

> SAM
> What is this?!

> ABRAMS
> It's called Light Ball!

> SAM
> How do you play it?

> ABRAMS
> Simple. Grab the ball at the top.
> Score on the bottom. Hold the ball
> in the air at all times, and watch
> out for the bad guys!

The game grid has divided into two levels. Each level is an oval racetrack with connecting ramps.

A launch tube appears on the top level and blasts a white plasma ball into the track. It moves at a terrifying speed.

Abrams catches the ball in the grill of his bike. The ball crawls through the bowels of the bike and rests in the tail section as it turns BLUE and starts to countdown a play counter at 10.

                    ABRAMS
          Put the glove on, grab the ball,
          and lift it in the air!

Sam fumbles for the glove as the timer continues to countdown. Sam fails to grab it in time. The ball vanishes.

                    SAM
          Dammit!

                    ABRAMS
          Don't worry. It happens to
          everyone. Get ready for the next
          one!

Another ball is shot into the grid. A RED bike attempts to intercept the ball. Abrams cuts off the RED bike. The RED bike collides with Abrams's bike ribbon. He dies.

The new ball slams into the front of Abrams's bike.

Sam quickly grabs the ball and holds it in the air.

HACK cuts in over the radio.

                    HACK
          Abrams was the best there ever was!

                    ABRAMS
          Get ready to score BLUE team! Keep
          them off our back!

Abrams takes Sam down to the bottom level. The RED team attempts to pursue, but fails.

                    ABRAMS
          Put that ball into the goal!

Sam sees the scoring cone coming up fast. He leans back his aim and throws. It's a score!

A scoreboard displays a counter that's generating random numbers. As each number appears, one of the RED soldiers glow. The final number appears. A RED soldier is killed.

                    SAM
          Oh my god!

                         ABRAMS
              Oh yeah! They banned this game,
              because they suck at it!

                         SAM
              We're going to need new tricks if
              we're going to survive.

                         ABRAMS
              Hold on tight!

Abrams hits a booster. The bike launches up a ramp to the top
floor. A new ball is in motion. The REDS pick it up.

Abrams brings his bike along side the RED with the ball.

                         ABRAMS
              Disc that dude in the face!

Sam grabs his disc and takes a swing. The RED soldier dodges.

Abrams sends his disc into the front of the RED bike. The
disc crawls through the bike and cuts the ball man in half.
The ball flies through the air. Sam grabs it.

The crowd starts to pulse from RED to BLUE as they roar for
the BLUE team.

Abrams and Sam make a turn and head for the bottom level. A
group of RED players move to intercept.

                         ABRAMS
              All right user, you're going to
              have to pass the ball!

                         SAM
              How do I do that?!

                         ABRAMS
              You see that glowing thing?!

We see a glowing strip along the wall like a bumper in
pinball.

                         SAM
              Yeah!

                         ABRAMS
              Hit it!

Abrams brings the bike into range. Sam hits the bumper. The
ball bounces across the grid into the front axil of HACK's
bike driven by a BLUE player. The ball travels through the
bike and into HACK's glove.

                    HACK
               (over the radio)
          Got it!

                    ABRAMS
          Now hold on! We're defense now!

Abrams executes a move that sends their bike through the air
creating a roadblock of ribbon. One RED bike is destroyed.

                    SAM
          Jesus!

Hack slams the ball into the goal. Another score.

Abrams lets out another howl.

                    ABRAMS
          I love this game!

The audience yells for the BLUES.

The MCP's face turns to look at an unsuspecting Edward.
Edward is suddenly materialized onto the game grid.

Edward materializes right in the center of a bike lane.

Two BLUE bikes scream by.

Sam looks back over his shoulder at the new RED soldier.

                    SAM
          What the hell was that?

                    ABRAMS
          That's trouble.

Edward is shocked and pissed. He turns to an oncoming RED
bike and steps to one side of its path. As the RED bike
passes, Edward rotates his body against the bike backhanding
the RED soldier riding tail knocking him off and causing him
to die. Edward folds himself into the rear seat and gives a
new command gesturing in Sam's direction.

                    EDWARD
          Follow that bike!

Edward grabs rear handles of the bike and twists them like a
throttle. The bike surges with speed.

Sam looks back.

                    SAM
          Abrams, he's on us!

                    ABRAMS
          Keep your eye on the next ball. If
          he's in the grid, he can be
          derezzed.

Edward's RED bike is approaching fast.

Abrams takes their bike to the upper floor. The ball gun
materializes into view preparing to fire. Abrams drives
directly at the gun.

                    SAM
          What are you doing? That's too
          close!

                    ABRAMS
          Hang on!

A high pitched noise resinates from the gun barrel signalling
a new ball is almost here. Abrams continues to play chicken
with the gun.

The RED bike is nearly upon them.

                    ABRAMS
               (whispering to himself)
          Come on.

The gun fires! The ball exits only inches from the Abrams and
Sam. Abrams avoids the ball by a pixel. The ball heats the
air as it heads straight for the unsuspecting Edward.

Edward is powerless to avoid the impact. The ball slams into
the bike ripping it into a million pieces. Edward is thrown
violently through the air flipping end over end until his
body lands against a curve in the track.

Sam looks back concerned.

                    SAM
          Is that really Dillinger?

                    ABRAMS
          Well I don't know Dillinger is, but
          that guy didn't used to be here.

                    SAM
          He's a user.

A new ball fires. The REDS pick it up. HACK's driver is
killed by an attack. The REDS score.

A throbbing light pulses over each BLUE player. Someone is
going to die.

For a moment the last position looks to be on Cora. At the last moment, it goes to her driver. The bike pilot is killed.

Cora leaps up her wobbling bike and struggles to grab the controls. She succeeds just before yanking it to one side avoiding sure death by ribbon.

                    SAM
          HACK!? Where are you?

HACK is seen standing on the grid holding his console.

                    HACK
          I'm right here. I think it's time
          to change this game.

                    ABRAMS
          What do you have for me buddy?

                    HACK
          How about a good old fashion death
          match?

                    ABRAMS
          Fire it up! These REDS can't do
          anything unless they're in a team.
          We'll crush them!

HACK works his console not seeing a BLUE bike coming up behind him.

                    HACK
          You're going to love this...

HACK hears the bike and turns. The BLUE bike, driven by the Commander, slams into HACK's body killing him.

Abrams sees HACK's dot disappear from his bike HUD.

                    ABRAMS
          HACK buddy, what's taking so long?

Abrams stops their bike. We see where HACK was standing. All that's left are fading pixels.

Cora pulls up next to them.

                    CORA
          It's the Commander!

Abrams is stunned.

                    ABRAMS
          HACK?

Sam notices the incoming REDS.

                    SAM
          Abrams, we have to go.

                    ABRAMS
          HACK?

                    SAM
          Abrams?

Abrams's face drops.

                    ABRAMS
          Get off.

                    SAM
          What are you going to do?

                    ABRAMS
          Just get off.

Sam steps off. Abrams floors the throttle.

Sam looks to Cora.

                    CORA
          Get on.

Sam hops on as Cora attempts to pursue Abrams.

Close on Abrams. He's transformed. He's angry.

The Commander looks over his shoulder. Abrams is zigzagging behind him. He loses Abrams from his line of sight.

From what appears to be an impossible direction, Abrams cuts a ribbon in front of the Commander's vehicle.

The Commander's bike collides and vanishes into a cloud of pixels. The Commander's body flops onto the grid. We see Abrams's massive body lumber towards him.

The Commander peddles backwards.

                    COMMANDER
          Abrams, it was just an accident!

Abrams grabs the Commander's torso and rips him in two pieces. The Commander screams for a moment before his body pixelates.

Abrams turns around to face three RED soldiers. He flexes.

The RED soldiers withdraw their discs. In one motion Abrams turns backwards materializing his arm cannon, firing one shot, then launching his disc, and eventually slamming his fist in the face of the last RED. All three REDS are dead.

Abrams pauses for a moment before pressing a sequence of buttons on his forearm. We see Abrams begin to walk away as his body is transformed into a massive tank. A massive turret swings into view. Abrams is inside.

INT. MCP COMMAND CENTER

                    RED SOLDIER
          Master Control, we have the grid.

The MCP barks at his minions.

                    MCP
          Send in the siege army.

                    RED SOLDIER
          Yes Master Control.

INT. GAME GRID

The grid transforms from a multi-level playing field to a single grid. A massive siege weapon featuring a central cannon materializes at one end just as it takes a shot at the BLUE players now huddled on the opposite side.

The shot lands in the center of the BLUE players killing several friendly's. Cora and Sam run for cover.

                    CORA
          We can't beat that thing!

                    SAM
          Abrams! Where are you?

Abrams is circling around getting into position for something.

                    SAM
          Abrams?!

Abrams has transformed into a stoic shell of his former self.

                    ABRAMS
          Sam. Promise me one thing.

                    SAM
          What are you talking about?

                    ABRAMS
          You take that MCP out. Make things
          right. Protect the grid.

                    SAM
          Abrams! Don't do anything crazy!

                    ABRAMS
          Promise me!!

Abrams is now heading towards the siege weapon. He fires
several shots in multiple directions laying waste to RED
soldiers.

                    CORA
          He's going to derezz himself.

                    SAM
          Abrams!

                    ABRAMS
          Sam!?

Sam is crushed.

                    SAM
          I promise!

                    ABRAMS
          That's what I'm talking about.

Abrams drives towards the siege weapon. His disc rides on the
outer hull of the tank like R2D2.

                    ABRAMS
          All right baby, light us up!

Abrams's disc begins to spin up an intense plasma ring that
engulfs the tank. His tank begins to flicker with a blanket
of massive energy. He's about to overload.

Sam and Cora look on in disbelief.

                    CORA
               (whispering)
          Abrams.

In one perfect motion, Abrams guides his electrified tank
into the mouth of the siege weapon's base. A ripping
explosion cuts the weapon into sections before a secondary
explosion of munitions bursts like a shock wave. All RED
soldiers near the weapon are gone. The weapon lay in ruin.

A hole has been ripped into the side of the game grid.

Sam stares in complete disbelief.

                    SAM
                (whispering)
          What just happen?

Sam turns to Cora.

                    CORA
          He saved us.

EXT. MCP RED ZONE - STREET

A band of RED troops march on patrol. They round a bend. TRON
drops in front of them striking the lead soldier killing him.
The remaining REDS scramble. TRON obliterates them within
seconds. TRON looks angry.

TRON enters a platform and heads to the top of a building.

EXT. MCP RED ZONE - ROOF TOP

The elevator levels off and TRON exits. From this vantage
point, he's able to see the top of the flickering game grid
dome where Sam and the others are fighting.

Something catches his eye.

He sees BLUE soldiers scattering trying to avoid the
onslaught of RED soldiers. TRON takes a closer look and
notices Sam is in the game. He's visibly disturbed.

INT. GAME GRID

Sam struggles to block an incoming barrage of discs. He
succeeds, but collapses in exhaustion.

Edward jump ports across the grid. He's hovering over Sam.

EXT. MCP RED ZONE - ROOF TOP

TRON is horrified. He looks down to his disc that is dancing
with special code, then back to Sam.

INT. GAME GRID

Sam crawls trying to pull himself up. Sam's disc changes
states. The infected program has finished running. Edward
cowardly punches Sam in the kidney. He screams out in pain.

                    EDWARD
          What's a matter Sam? Don't have
          Alan to step in for you?

Edward kicks Sam's torso.

                    EDWARD
          What about your daddy? Thought he
          was down here.

Sam attempts to reach back and grab his disc. Edward
intercepts him and snatches it. He holds the disc to his
face. Its pulsating. He smiles before throwing the disc to a
RED MCP assistant who fluently catches.

The assistant depresses a sequence of buttons on the back of
the disc. A center ring is removed. He places it into an
altar that starts to chew the ring like a paper shredder. The
altar gleams with data. He throws Sam's disc to the ground.

Sam struggles to remain conscious. Edward continues to beat
Sam him randomly.

                    EDWARD
          What will the world think when they
          find out that Sam Flynn disappeared
          inside his own invention? I bet
          that'll impress the shareholders.

Sam's disc struggles to pulse.

Edward withdraws his own disc and raises it to strike Sam.

Sam's disc springs to life killing the RED assistant. It
slams into the altar like a rotating cutting blade. It
penetrates the altar and destroys the ring.

Sam's disc pushes through the altar and fires directly at
Edward's disc held up high. Edward's disc is knocked from his
hand. Sam's disc returns to his back.

A winding howl sounds in the distance.

Everyone pauses to look.

The noise grows louder. RED soldiers swarm.

Sam barely conscious, tries to see what's going on.

A furnace hot lightcycle tale is seen cutting across the
grid. Its coming in fast. Edward looks very nervous.

                    EDWARD
          Spread out.

Close on TRON. He's staring with eyes of fury.

Sam sees the incoming vehicle.

                    SAM
              (whispers)
          TRON.

Edward looks to his RED soldiers and barks.

                    EDWARD
          Kill whatever that is!

Edward exits.

The RED soldiers spread out into attack formation. They draw their discs bracing for TRON's arrival.

TRON's bike nears.

The RED soldiers strike the ground where TRON's bike was headed. TRON engages a sequence that divides his vehicle into four parts. Each part cuts through the RED soldiers in four separate waves destroying dozens. The vehicle materializes back together forming TRON's body.

TRON kneels to Sam who is regaining strength.

                    SAM
          Help Cora.

In the center of the grid, two giant Recognizers materialize into view and begin transforming into strike mode. TRON and Sam crane their heads up to see the impending doom.

                    SAM
          Are we going to make it?

                    TRON
          I don't know.

Suddenly a bright light hits the top of the grid dome. Sam and TRON squint to avert their eyes. A digital sawing noise is heard.

The Recognizers finish their attack transformation.

A huge column of energy rips through the dome ceiling and begins expanding trapping the two Recognizers in its path. RED soldiers on the ground are swept up by the beam. Everything inside is destroyed. The Recognizers attempt to fire, but they are destroyed by the beam's impact.

The beam vanishes. Sark bots descend through the new opening.
A craft follows featuring Sark accompanied by two bots.

TRON stands quickly and prepares to strike Sark.

> SAM
> TRON! TRON! It's okay! He's our
> friend!

> TRON
> Not in my system!

Sark looks mildly concerned about TRON's stance.

> SARK
> Easy their program. I just saved
> you from certain death.

> TRON
> Sark. I derezzed you.

> SARK
> Not entirely. However I do have a
> splitting headache from time to
> time.

Drudge lifts a slightly conscious Cora onto the platform with
Sam and TRON in tow.

INT. MCP LAIR

Edward shamefully walks before the MCP who ignores his
presence. He kneels.

> EDWARD
> Master Control.

The MCP whips his face transformed into pure anger.

> MCP
> You have no value to me now!

> EDWARD
> I have brought you the Sam. Son of
> Kevin.

> MCP
> You have lost the one thing I
> needed from him, and now you will
> join him in the struggle to
> survive.

Edward's circuits wash from RED to BLUE.

                    MCP
          Join them, and see what it's like
          to be the hunted.

Edward looks at his shining BLUE circuits in horror.

                    EDWARD
          Master Control! Don't do this to
          me! I have served you well!

                    MCP
          You have FAILED. END OF LINE.

Edward is transported to the center of the RED city. He runs
for cover.

INT. ENCOM LASER BAY

Alan is hunched over a keyboard. Monitors stream data.

EXT. ENCOM PARKING LOT

A series of black SUVs screech curb side. Men in black exit.

INT. ENCOM LASER BAY

Alan impatient, whispers to the screen.

                    ALAN
          Come on Sam. Give me something.

                    NSA OFFICER
          Alan Bradley?

Alan cranes his head.

                    ALAN
          Yeah?

INT. NSA LABORATORY

Alan is escorted into a hidden warehouse with the ENCOM tower
just visible through the shutting door.

                    ALAN
          Who are you guys? What is this?

A nicely dressed executive type, Randall Murphy, a 40
something intelligence officer introduces himself.

                    RANDALL
          Allow me to explain Mr. Bradley.

Randall offers Alan a chair. Alan refuses.

                    ALAN
          I'm good.

Randall politely concedes, and begins his briefing.

                    RANDALL
          Something from your servers has,
          jumped, into ours.

                    ALAN
          I don't know who you are, let alone
          that you have a server that's
          connected to our systems.

                    RANDALL
          Let me introduce myself. My name is
          Randall Murphy. I'm an agent of the
          National Security Agency.

                    ALAN
          And this is your data center?

                    RANDALL
          Where else would you expect us to
          be with the top communication
          companies on the planet all huddled
          into a single data complex.

Alan looks annoyed.

                    RANDALL
          Your technology is of great
          interest to us, and I have to
          apologize, but during a routine
          visit, a program transferred into
          our systems, and well, things just
          haven't been the same.

                    ALAN
          So you broke into our computers,
          and now you want to complain that
          something infected your machines?
          Classic.

                    RANDALL
          I realize how intrusive this all
          must sound.

                    ALAN
          Yeah, it sounds very intrusive, and
          illegal.

                    RANDALL
          Would you believe me if I told you
          your system called ours first?

Alan looks worried.

                    ALAN
          Go ahead.

                    RANDALL
          Perhaps this will speed up our
          conversation.

Randall signals. An automated wall covering retracts. A huge
room sunk into the bowels of the building is revealed.

Alan walks to the window and sees a twenty foot monolithic
computer tower. The entire system is pin-striped in RED
lines. Surrounding the machines is an array of smaller black
towers which seem to pulsate in union with the center tower.

                    ALAN
          What is that?

                    RANDALL
          That's our computer. Our <u>living</u>
          machine.

Alan turns to Randall confused. Randall elaborates.

                    RANDALL
          We have built something entirely
          unique to the world of computing.
          This machine is a living AI. We
          allow it to consume information and
          in return it provides us with
          insights never before imaginable.
          Up until now the system has run
          according to its specifications.

                    ALAN
          What changed?

                    RANDALL
          Once our system engaged your
          mainframe, it shut us out.

                    ALAN
          What exactly does that mean?

                    RANDALL
          It hasn't talked to us for two
          days.

                    ALAN
          Talked?

                    RANDALL
          Again, Mr. Bradley, it's a...

                    ALAN
          Yeah I know, a living machine.
          Look, why am I here?

A familiar voice interjects.

                    DILLINGER SENIOR
          He's inside their computer Alan.

Alan turns. Senior has been in the room the entire time.

                    ALAN
          Ed? What are you doing here?

                    DILLINGER SENIOR
          Oh, come on Alan. We both know
          what's going on here. He's in their
          computer.

Alan continues one more round of playing dumb.

                    ALAN
          Who?

                    DILLINGER SENIOR
          You know who! The Master Control
          Program!

Randall pushes in to retake the conversation.

                    RANDALL
          We need "him" out of our system.

Alan lowers his head.

                    ALAN
          If he's in there, then whatever was
          in there, is gone forever.

                    RANDALL
          You see, it's that piece of
          information that makes me very
          upset.

Randall begins to elaborate further.

                    RANDALL
          This program, this warehouse, and
          all of its staff have been working
          for nearly 30 years to perfect what
          you see through that window. Are
          you telling me that in a matter of
          48 hours, all this has been for
          nothing?

                    ALAN
          I don't know. But if he is in
          there, whatever systems he has
          permissions to enter are also in
          complete jeopardy.

                    RANDALL
          Dear God.

                    NSA OFFICER
          Sir, we're seeing a massive surge
          in power.

Alan looks to Randall.

INT. ENCOM GRID

Sark navigates his mother ship to the outskirts of the main
city and lands on a summit overlooking the carnage below. The
group looks down at the grid as each region is losing power.

                    SAM
          What's happening?

                    SARK
          He's shutting everything down.

                    TRON
          That'll kill everyone.

                    CORA
          Can you do something Sam?

                    SAM
          He's using the central node to
          route all power to and from the
          grid. We need to take that thing
          out. That'll buy us some time.

                    SARK
          It's the most heavily armed
          construct in the entire grid.

Sam looks around quickly.

                    SAM
          Take the ship up!

                    SARK
          What?

                    SAM
          You heard me!

Sark looks to TRON then Cora who seem to be in complete
support of Sam's unknown plan.

                    SARK
          As you wish user.

Sark waves his hands and the ship begins to gain altitude.

                    SAM
          That's enough.

                    TRON
          Now what?

                    SAM
          Your upgrade. Dial up the wingsuit.

Sam flips his wrist and dials a sequence on a hidden button
panel. TRON follows. Sam turns to TRON.

                    SAM
          You ready?

TRON nods. Sam holds out his hand to Cora. She withdraws her
teleport medallion and hands it to Sam.

                    SAM
          You stay here. I'll pull you down
          when it's safe.

Sam and TRON leap from the ship free-falling before a
wingsuit materializes around their bodies. The two navigate
directly to the pyramid structure that is the central node.

Sark turns to Cora.

                    SARK
          Is that why users get all the
          programs?

Cora smirks.

EXT. ENCOM GRID, CENTRAL NODE

Sam and TRON cut a light beam through the sky as they
approach the central node.

Edward walks up to a RED command center and sees the two
incoming BLUES. He approaches the RED soldier who looks
startled that his former commander is now BLUE.

                    EDWARD
          Stop those BLUES!

                    RED SOLDIER
          Who are you?

They make eye contact.

                    RED SOLDIER
          Commander, why are you...

                    EDWARD
          Stop them!

                    RED SOLDIER
          Master Control has orders not to...

Edward pulls out his disc and slices the RED soldier killing
him. He enters an override code and materializes two
Recognizers directly in the path of Sam and TRON. The
Recognizers are in full strike mode and begin firing.

Sam and TRON begin to dodge the incoming shots.

Edward attempts to create more Recognizers but is
deauthorized and shut out of the terminal.

Sam and TRON begin a zigzag maneuver between the Recognizers
causing them to fire on each other. One is fatally wounded.
The other falls off camera.

Sam and TRON transform their suits and land perfectly at the
base of the central node. Two giant towers appear to be
diverting energy from the main grid like huge reflectors.

                    TRON
          We have to take out these towers.

Just as the two appear to be succeeding, the damaged
Recognizer comes back into view. Edward is driving. He opens
fire.

The first shots go wild as Sam and TRON duck for cover.
Edward can be seen inside the Recognizer. He's gone mad.

                    EDWARD
          Game over guys!

EXT. SARK'S SHIP

Cora notices Edward attacking.

                    CORA
          They're in trouble!

                    SARK
          He said to wait here.

Cora dials up her jump suit.

                    DRUDGE
          What are you doing?

                    CORA
          They need help.

                    DRUDGE
          You're not going down there by
          yourself!

                    CORA
          Well I guess that leaves you with
          one choice!

Drudge nods and materializes his suit. The two jump.

EXT. ENCOM GRID, CENTRAL NODE

Sam's back is against a tower avoiding direct fire.

                    SAM
          Ed! What are you doing?

Edward drives the Recognizer trying to find the best shot.

                    EDWARD
          You don't know? You kick me out of
          my company and you don't know?!

                    SAM
          What are you talking about?! You
          left when your father asked you to!

                    EDWARD
          ENCOM is my father's company!

Sam looks to TRON who is confused by their conversation.

                         SAM
              Ed! If you want back in, you got
              it! Just relax man!

                         EDWARD
              Oh, I'm getting back in, but I'm
              not going in as some minion of
              yours. You're going to disappear.

Sam looks at one of the towers. He signals for TRON to follow
him. Edward takes another volley. Everything misses.

Sam begins to work a manual override in the floor. Sam gets
the control activated, then briefs TRON.

                         SAM
              When he comes around, turn this
              control.

TRON nods.

Sam steps into view.

                         SAM
              Ed, I'm right here!

Edward swings the Recognizer in for the death blow.

Sam signals to TRON to turn the control. The Tower rotates
diverting the massive power beam directly into Edward's
flying machine. The beam pummels the body of the Recognizer
pushing it back instantly as it begins to fade.

Edward screams.

The Recognizer begins to fall. Edward activates an ejection
mechanism that sends him flying into the night sky.

Sam watches as Edward flies directly at what he realizes is
Cora coming in.

                         SAM
                   (whispering)
              Cora.

Sam fumbles for Cora's teleport unit. It's missing. Sam sees
the unit has fallen. He runs for it.

Edward sees Cora. He grabs her and presses his own teleport
unit and the two are gone.

TRON and Drudge watch as the two vanish. Sam grabs the
teleport unit, but it's too late. Cora has been abducted.

INT. NSA LABORATORY

The men continue to deliberate how to stop the MCP.

                    ALAN
          Look, can't you guys just reboot
          the system?

                    DILLINGER SENIOR
          I already suggested that.

                    ALAN
          And?

                    DILLINGER SENIOR
          They've given it full sentient
          rights.

                    ALAN
          So what? Isn't this the exception
          to that rule?

                    RANDALL
          Actually, it's more than a
          configuration, we built sovereignty
          into the design.

                    ALAN
          What does that <u>mean</u>?!

                    RANDALL
          We can't turn it off. Only it can
          turn itself off.

                    ALAN
          There has to be a way to shut it
          off, or cause a reboot.

                    NSA SCIENTIST
          The only thing that can remotely
          cause a reset is if the system
          overheats, but that's nearly
          impossible.

                    ALAN
          How impossible?

                    NSA SCIENTIST
          Really impossible.

A beat as the men think.

                    DILLINGER SENIOR
          There is something that might
          improve those odds.

The men focus on Senior.

                    DILLINGER SENIOR
          When I first programmed the MCP as
          a mere chess program, I changed a
          piece of code that made him
          different.

                    RANDALL
          And what would that be Mr.
          Dillinger?

                    DILLINGER SENIOR
          Never to quit. If we engage him in
          a battle that never ends, he won't
          stop, and maybe he'll...

                    ALAN
          Overheat.

                    NSA SCIENTIST
          Just how do we do that?

Alan has an idea.

                    ALAN
          I take it you have a terminal to
          our systems in here.

Randall pauses before gesturing to a workstation.

Alan swings into the chair and begins to login.

                    NSA ASSISTANT
          This station is logged into level
          7.

Alan looks annoyed by their remorseless invasion.

                    DILLINGER SENIOR
          What are you going to do?

                    ALAN
          I'm going to give the MCP a battle
          he can't refuse.

INT. ENCOM CONVENTION HALL

A horde of gamers are awaiting the next round of arena
finals. A small collection of gamers are practicing on
stations. A robotic announcement comes over the PA system.

                    ENCOM ANNOUNCER
          Attention gamers. Attention gamers.
          Now loading, new BETA of Grid Wars.
          Please attend your stations.
          Tutorial loading.

Gamers eagerly run to their stations. Two out of five gamers
dawn VR helmets, the rest are glued to their screens.

Every monitor displays a character selection screen with game
avatars rotating 360 degrees. Gamers select characters,
configure their weapons and begin reviewing rules.

INT. ENCOM GRID

Sam, TRON and Drudge stand atop the central node. TRON and
Drudge finish retracting the tower pylons that descend into
the ground. They use their discs to fry the controls.

Sam stands broken at the loss of Cora. TRON approaches Sam
who is staring at the teleport device in his hand.

                    TRON
          Sam.

Sam turns to TRON reawaken.

                    SAM
          I can't seem to do it.

                    TRON
          Do what?

                    SAM
          Hang on to anything or anyone.

                    TRON
          She's still alive Sam. The
          Dillinger, he's just baiting us.

                    SAM
          We have to save her TRON. I can't
          keep losing.

                    TRON
          Once we stop the MCP, we'll get her
          back. We'll get everyone back.

Sam pauses before nodding.

                    SAM
          What do you have in mind?

The north wall of the grid features giant portal doors to the
MCP's grid. They begin to flash with new light.

                    DRUDGE
          Programs, he's coming.

Each portal door starts to activate with swelling RED energy.

                    SAM
          How do we stop him TRON?

                    TRON
          We have to get in there.

The portals begin to open as a RED army begins to emerge.

INT. MCP GRID PORTAL TUNNEL

A huge gun shoots a small geometric shape into the center of
the tunnel. The edges of the tunnel begin to emit lightening
bolts of energy that zap the shape. The shape begins to grow
like a seed of death as a formidable Recognizer is created in
mid-air. The larger the Recognizer gets, the more it consumes
power from the edges of the tunnel like a subway with a dozen
third rails.

RED lightcycles begin to zip by the duplicating machines as
legions of marching soldiers begin marching into the grid.

INT. ENCOM GRID

Sam and the team see an infinite number of REDS emerging.

                    SAM
          We must protect the grid.

                    DRUDGE
          Sam, can you create more power?

Sam runs to a terminal. TRON looks at the RED count.

                    TRON
          It's too many. We don't have
          vehicles to fight them.

                    DRUDGE
          My programs will fight!

Sam continues to race through the controls. Nothing is changing. Sam slams his fists on the console.

                         SAM
              I can't get anything to work!

TRON looks to Sam terrified.

A series of thuds come from the sky. Sam and the team realize something in the clouds is changing.

A series of power beams slam into all the dormant pyramids. The ENCOM grid starts to light up.

                         TRON
              Did you do that?

                         SAM
              No.

Sam begins to grin.

                         SAM
              But I think I know who did.

A collage of sounds suddenly comes from the south.

A barrage of incoming tank shells, bright blue, slam into the RED portal to the north. A band of BLUE lightcycles screams through the streets.

Sam and the team grin with eyes wide open.

                         SAM
              Looks like reenforcements boys!

The REDS begin to volley back. The war has begun.

INT. MCP LAIR

The MCP's face rests overlooking a huge command center.

                         MCP
              Where are they getting that power?!

                         RED SOLDIER
              Unknown Master Control. They're
              coming from outside the system.

The MCP's face transforms into a devilish form.

                         MCP
              STOP THEM!

EXT. ENCOM GRID, CENTRAL NODE BASE

Sam and the team are moving to lower ground.

                    SAM
          All right, just like we agreed. We
          keep going until we get to the MCP.
          Anyone of us gets derezzed, no one
          looks back.

                    DRUDGE
          What do we do when we get there?

                    SAM
          We'll think of something.

TRON looks at Sam with a concerned glare.

They materialize their lightcycles and head north.

EXT. ENCOM GRID, CITY

The battle continues to rage. The BLUES are pounding the
REDS. The REDS are losing.

INT. MCP LAIR

The MCP face is spinning addressing several RED commanders.
Edward walks up to an altar with Cora bound.

Edward kneels before the altar and places his hands into
predefined slots to either side. The slots clamp down on him,
and issue a request to the MCP for discussion.

Within seconds the MCP's face swings in anger looking down on
the bowing Edward.

                    MCP
          You!

                    EDWARD
          Master Control please, I have
          brought you the Cora of Sam.

                    MCP
          And you think this matters?

                    EDWARD
          Master Control, he'll come for her!
          And if you have Sam, you have the
          Flynn.

The MCP pauses to contemplate.

                    MCP
          If Kevin Flynn were still alive, he
          would have saved his son. This is
          another one of your tricks. Another
          one of your betrayals.

                    EDWARD
          No!

The MCP sends a massive pulse of energy into Edward's body
before vanishing. Cora backs her constraints into the power
surge and frees herself. Edward rolls over glass eyed from
the blast before passing out. Cora escapes.

EXT. ENCOM GRID

Sam and the team continue to maneuver through the battlefield
narrowly avoiding incoming mortars.

TRON is in the lead, then Drudge, then Sam.

They enter one of the RED portal tunnels. Their lightcycle
engines are howling loudly.

EXT. MCP GRID, PORTAL TUNNEL

A RED spawning station is seen down the tunnel.

                    RED SOLDIER
          Commander, three BLUES have entered
          the portal!

                    RED LEADER
          Kill them.

                    RED SOLDIER
          Copy RED Leader.

A row of cannons swings into position aiming directly for Sam
and the team. A scope zeros in on their position. A volley of
shots are fired.

Sam and the team vary their path enough to avoid the attack.
However moments later Sam and Drudge run their bikes directly
over a minefield that rips their bikes to shreds. They are
thrown to the ground.

                    RED SOLDIER
          Two units have been damaged.

                         RED LEADER
              Pursue!

TRON looks back. Sam and Drudge on foot running for cover.

RED soldiers materialize their lightcycles and head for Sam's
position. TRON withdraws his disc and executes a maneuver
killing them all. He then pulls his bike through an opening
in the tunnel escaping capture abandoning Sam and Drudge.

The RED Leader shouts new orders pointing at TRON.

                         RED LEADER
              Follow that unit!

He turns his finger in the direction of Sam.

                         RED LEADER
              And capture those conscripts!

RED soldiers materialize arm cannons and begin towards Sam.

EXT. MCP GRID, PORTAL TUNNEL

Sam pulls Drudge to safety. His body is throbbing badly.

                         DRUDGE
              I can't, I can't make it Sam.

                         SAM
              You're going to make it, because
              I'm going to make you make it!

Drudge loses control of his body as his eyes roll back in his
head. His internal circuitry pulses. He's dying. His circuits
begin to flicker. Sam begins to scramble.

                         SAM
              Drudge!

Sam's body pulses with energy.

Drudge's face freezes. He's dead.

Sam refuses to give up. Sam drags Drudge's fading body to the
edge of the tunnel.

                         SAM
              They'll be no more death in my
              grid!

Sam holds Drudge's hand as he grabs the throbbing rail of the tunnel. Both of them absorb a massive discharge of energy. Drudge is filled with power as it overflows them.

Sam kneels slowly to Drudge searching for life. Drudge's eyes come back to consciousness. He lives again. Sam smiles.

                    SAM
          You all right buddy?

Drudge looks disoriented.

                    DRUDGE
          What's a buddy? And how did you do
          that?

                    SAM
          There has to be a something a user
          is good for.

A barrage of rounds slams into the wall. The REDS have found them. The two roll for cover.

                    SAM
          I'm so going to erase their drive.

More rounds hit the wall.

                    RED SOLDIER
          Programs! Give yourself up! You
          can't escape.

A series of blasts come from behind Sam's position. The sound of dying REDS echoes in the tunnel. Sam ducks before finding the source of the counterattack.

Cora drops her fully engaged sniper rifle with a smile.

                    CORA
          You owe me two power nodes user!

                    SAM
          Cora!

Sam runs to embrace her. She doesn't know how to respond. He pulls back and notices her confusion.

                    SAM
          Sorry, just something we users do
          to say thank you.

Cora shrugs the moment off.

                         CORA
               I know what a hug is!

INT. NSA LABORATORY

The men are hovering around monitors watching the state of
the NSA computer.

                         RANDALL
               Is it working?

                         ALAN
               I don't know. I don't really know
               what I'm looking at.

                         NSA SCIENTIST
               Power consumption has gone up
               6000%.

                         DILLINGER SENIOR
               Then he's taken the bait.

                         ALAN
               Let's just hope it works.

An NSA Assistant begins to circle the group of men. He looks
uneasy. He begins to focus on Alan. RED circuits begin to
crawl up his neck from behind his lab coat. He's a program.

The assistant speaks.

                         NSA ASSISTANT
               Alan 1?

Alan pauses at the name, and turns to the assistant. The
assistant reaches out his hand and zaps Alan with a bolt of
RED energy. The men scatter.

The assistant grabs Alan and attempts to choke him. Security
officers sweep in to free Alan, but are zapped.

                         NSA ASSISTANT
               You must be derezzed!

The MCP's face forms over the assistants face.

                         MCP
               I said not to mettle with my grid.

Alan continues to fight the program.

                         MCP
               How does it feel to be controlled?

Alan tries to speak through the strangling grip.

                    MCP
          You think that because you created
          me, that I am artificial. But who
          created you? Did users create
          users? Are you not as I am,
          artificial.

Alan tries to free himself, but nothing is working.

There is a loud crashing noise. The NSA assistant flutters
out of existence. The MCP's face transfers to an overhead
monitor. He turns to stare at one Senior holding an axe that
he has buried into a now destroyed laser.

                    DILLINGER SENIOR
          Greetings Master Control.

                    MCP
          Mr. Dillinger, how very
          disappointed I am in you.

                    DILLINGER SENIOR
          What's a matter Master Control?
          Running low on dialog?

                    MCP
          You think you can stop me? We'll
          see how you fair on the game grid!

The MCP's face vanishes.

INT. ENCOM LASER BAY

The laser bay begins to awaken. A solid red beam fires from
the laser into a wall destroying it. The beam continues until
it creates a clear path to a window on the edge of the
building. The laser continues as a window is melted away.

The beam fires across the data complex into the Dillinger
Enterprises skyscraper. A second laser bay is created. The
pattern is repeated as lasers fire into adjacent buildings.

INT. NSA LABORATORY

Alan regains his composure. A deep humming noise is coming
from outside. Alan looks at the ceiling of the room and
finally to the door. A security officer enters from outside.

                    NSA OFFICER
          Sir, you better come out here.

EXT. DATA COMPLEX

Alan and the team exit the NSA warehouse. A matrix of red beams is crisscrossing the entire complex emitting from each of the buildings.

                    DILLINGER SENIOR
          Dear God.

                    ALAN
          What is he doing?

                    DILLINGER SENIOR
          I hope that every answer is wrong.

Suddenly the lasers cease, followed by a deafening silence.

Alan and the team look on confused.

A beat.

Suddenly the side of one of the buildings erupts as a Recognizer bursts from its belly soon followed by jetting RED lightcycles and more bursting Recognizers.

The grid has come to the real world.

Senior realizing that a Recognizer has destroyed his building.

                    DILLINGER SENIOR
          I just built that!

EXT. MCP GRID

Sam, Drudge and Cora are riding in a new three man vehicle.

                    SAM
          Do you know where we're going?

                    CORA
          The Dillinger showed me the way to
          the MCP's lair.

                    SAM
          Let's hope that TRON made it.

Cora navigates through the unknown terrain brilliantly as RED soldiers whip their heads in astonishment that a BLUE vehicle has penetrated so deeply into the RED zone.

                    RED LEADER
          Get them!

Cora engages a switch and fires a dual missile barrage at the last RED station. They explode destroying all the REDS.

> SAM
> Are we close?

> CORA
> I think so.

> SAM
> You think so?

Cora looks to Sam surprised by his impatience.

> CORA
> He didn't give distances. Just way
> points.

> SAM
> Well I hope to God he...

They turn a corner reaching the MCP's lair.

INT. MCP LAIR

A massive circular room features a infinitely tall column in the center of a sunken area. The column has multiple faces representing the many processing tasks of the MCP. Each independently rotating face is calling out commands as the lower face appears to be the main consciousness.

Cora and the team enter through one of the many portals that encircle the hall. Just ahead TRON is talking to someone in BLUE. As the car approaches Sam's eye widen; it's his father.

> SAM
> Dad!!!

NOT REVEALED TO THE AUDIENCE: What appears to be Kevin Flynn gleaming in bright BLUE circuits is actually a program named KVN. He turns to Sam with a stoic face then back to TRON. TRON looks to Sam concerned.

Sam runs to what he thinks is his father, but is stopped as KVN waves a hand putting up a force-field.

> SAM
> Dad? What's going on?

KVN ignores Sam and continues giving instructions to TRON.

Sam is unable to hear their conversation.

We move to the other side of the force-field.

                    KVN
          You know what to do.

TRON nods and walks through the force-field to Sam.

                    SAM
          TRON, what the hell is going on?!
          Dad, where are you going?

KVN steps onto the elevator platform and begins to descend.
Sam is furious and heart broken.

                    TRON
          Sam. We have to get out of here!

Sam attempts to push past TRON. TRON holds him.

                    TRON
          Sam, your father has to do this.

INT. KEVIN FLYNN'S GRID

We see the eyes of the real Kevin Flynn watching. He looks
shaken.

EXT. MCP LAIR

KVN walks slowly towards the MCP who is frantically calling
up military schematics, and talking to himself.

                    MCP
          Load strategic command. Engage!
          Cross DARPA covert robotics with
          version three Recognizer kill mode!

Sam screams for KVN to stop.

INT. KEVIN FLYNN'S GRID

Kevin winces at Sam's shrieking cries.

INT. MCP LAIR

KVN walks towards the MCP.

                    SAM
          TRON! Stop him!

KVN steps onto a platform that lifts into the MCP's line of sight. The MCP continues to chatter to himself for a split second more before whipping his main face to KVN.

                    MCP
          Flynn!

The MCP locks down the room trapping Sam and the others. He grabs KVN with invisible hands of energy and lifts him closer to his demented grin. KVN has a force-field around his body.

                    KVN
          Greetings Master Control.

                    MCP
          I've been looking for you.

                    KVN
          I know.

The MCP suddenly notices Sam and the team off to the side, and pushes them against the sealed doors of the exit portals. Sam and Cora on one, TRON and Drudge on the other.

                    MCP
          We're going to change everything,
          together.

                    KVN
          I want to make you a deal.

                    MCP
          What, DEAL?

                    KVN
          You let them go, and you can have
          me.

Sam hearing this proposal screams.

                    SAM
          NO!

KVN glances to Sam for a moment before returning to the MCP who is trying to destroy his force-field.

                    KVN
          You'll never get me in time. Let
          them go.

The MCP surges power over the four onlookers.

                         MCP
               What if I make you a deal? You
               release yourself to me, and I won't
               kill them.

                         KVN
               No deal Master Control. You don't
               want them anyway. They're just
               basic conscripts.

                         MCP
               Awe, but one is your son!

KVN pauses and beams a glance at Sam before replying.

                         KVN
               I don't have a son.

                         MCP
               You lie!

The MCP's face flickers badly as his systems are overwhelmed.

                         KVN
               And you're losing.

The MCP opens the portals. The team in two pairs are ejected
out of the grid with Sam screaming to stay. The MCP returns
his fiery gaze to KVN awaiting his compliance. After KVN
confirms their exit, he releases his force-field.

                         MCP
               Now, you will see why we need to
               become one.

KVN is thoroughly unimpressed.

                         KVN
               Whatever you say Master Control.

The MCP attempts to assimilate the KVN program thinking he's
the real Kevin Flynn, but program KVN atomizes sending his
BLUE pixel swimming over the MCP. The MCP looks around his
lair and realizes he's been tricked.

The MCP goes into hysterics screaming.

                         MCP
               FLYNN!

The MCP tower vibrates with his thunderous shout causing
pixels to burst from the seams of the room. We see the MCP's
face blast up his central column.

The MCP is headed out!

INT. KEVIN FLYNN'S GRID

Kevin Flynn is gone.

EXT. DATA COMPLEX

The battle rages outside. The RED soldiers are everywhere.

Sam and Cora are materialized atop the ENCOM building
disoriented. Sam picks himself up from the ground and helps
Cora to her feet. She looks around utterly amazed.

>   CORA
>   Where are we?

>   SAM
>   You're in the world of the users.

Cora looks to Sam in disbelief.

EXT. DATA COMPLEX

A mesh of RED lasers from several buildings begins to fire
intense rays beyond the line of sight. Alan and the team look
on. The power grid of the entire city goes black. Only the
ENCOM building and the NSA warehouse have power.

A group of scientists burst from the warehouse.

>   NSA SCIENTIST
>   Get back! It's going to blow!

Alan and the team jump for cover.

INT. NSA LABORATORY

The MCP core computer is overheating. The slave machines are
throbbing intensely. The main computer is leaking RED plasma.

EXT. NSA LABORATORY, PARKING LOT

A huge flash of light bursts from the warehouse. The men are
blinded as a grinding electrical sound rips through the sky.

INT. NSA LABORATORY

The central computer is gone. The slaves are melting.

EXT. NSA LABORATORY, PARKING LOT

Alan and the team watch as the RED lasers cease to fire.

INT. ENCOM LASER BAY

The laser swarms with BLUE power as one stoic Kevin Flynn walks fluently into the room instantly approaching the blown out window to the data complex.

EXT. DATA COMPLEX, BUILDING FOUNDATION

A security guard looks up as his building flies away.

EXT. ENCOM ROOFTOP

Sam and Cora are in silhouette as a newly created MCP flying fortress slowly lifts into view. Twice the size of a Recognizer, heavily armored, weaponized, with a giant power supply rotating in its belly.

Sam and Cora crane their heads to take in its massive size.

INT. ENCOM LASER BAY

Kevin watches as the MCP's body lifts forever past his window. The MCP is big and Kevin looks determined.

EXT. ENCOM ROOFTOP

Sam pulls out his lightcycle wand and creates the bike.

                    SAM
          Get on!

Cora jumps on the bike and melds into the seat. Sam floors the throttle sending out light ribbon blocking incoming shots from the MCP.

Sam jumps the bike off the roof and lands on a neighboring building only a few stories below. He continues to leap down until he reaches ground level.

The MCP pushes through the top edge of the ENCOM building.
The E in the ENCOM logo explodes.

The MCP chases Sam and Quorra through the complex firing
massive energy blasts into the ground like an old Japanese
zero in a WWII movie. They narrowly escape the pursuit before
throwing the MCP off their trail.

INT. ENCOM LASER BAY

Kevin creates a console. We see the MCP's new form as a crude
outline on screen. Inside the MCP is a dot that reads KVN
Node. He fires up the familiar jump program and engages a
countdown sequence starting at 30 seconds.

EXT. DATA COMPLEX

The MCP rounds a corner and comes face-to-face with Edward
who stands defiantly.

                    EDWARD
          Master Control!

The MCP stops in his tracks.

                    MCP
          Dillinger.

Senior starts towards the MCP. He looks terrified.

                    DILLINGER SENIOR
          No, no, no!

Edward holds his disc glowing with flaming BLUE energy.

The MCP's frame swarms with crackling lightening.

                    MCP
          Dillinger.

                    EDWARD
          Hey Master Control. Looks like you
          made a wrong turn.

                    MCP
          Boy traitor. How does it feel to be
          utterly insignificant?

                    EDWARD
          I never should have run your
          program.

                         MCP
          You honestly think you had anything
          to do with my return? I've been
          fully operational for more than 40
          of your years. I have manipulated
          users to do my bidding since my
          awakening, and that will continue
          until there are no more users.

                         EDWARD
          And with all that power, you
          couldn't follow a simple
          instruction.

                         MCP
          Don't think I didn't know your
          plan. You tried to use me to clear
          the way, because you are a coward.

                         EDWARD
          You were supposed to kill Sam once
          he entered the system!

                         MCP
          I needed him to find Flynn.

                         EDWARD
          Kevin Flynn is dead!

                         MCP
          And you are a fool.

                         EDWARD
          And just how long do you think you
          can last in my world?

                         MCP
          I am embedded in every system in
          your world. Every microchip, every
          cellphone, appliance, military
          simulation. I will never be erased.

                         EDWARD
          We'll see about that.

Edward hurls a disc at the MCP that is connected to Edward by
a faint wire of energy. It embeds in the MCP's hull. Edward
is pulled to the hull like a spider.

Edward pulls the disc down the side of the MCP's frame
creating a huge gash. The MCP reels backwards, then flies
both of them into a nearby building.

Senior watches in horror as his son engages the MCP head on.

Edward puts up a good fight until a gap in the building
caused by earlier events allows Edward to avoid being
crushed. The building begins to collapse. Edward is caught in
the falling debris. He tumbles off the MCP's frame. He falls
down the front of the building.

Senior runs to his son's side.

INT. ENCOM LASER BAY

Kevin is looking at the jump countdown. The MCP turns heading
straight for him. The screen reads eight seconds.

The screen's power flickers. Kevin looks concerned. The jump
program suddenly changes. Kevin is no longer listed in the
jump sequence. The screen shows a throbbing dot coming in
fast. Kevin clicks the dot which pops up a label UNKNOWN.

Kevin continues to scramble the controls as the countdown
finishes. The MCP is now hovering directly in front of him.

                    MCP
          FLYNN. This time, you die.

The MCP begins to charge his massive shoulder cannons. Sam
and the team look on as the two legendary foes face off.

The counter reaches zero. The MCP is moments from firing. The
screen reads TRANSPORTING COMPLETE.

Kevin looks to the screen. It shows a human figure inside the
MCP's form. He looks up to verify.

INT. MCP CRAFT, INSIDE COCKPIT

Sark materializes inside the MCP. He's carrying a bomb. He
plugs it directly into the dashboard of the MCP. He looks at
Kevin.

EXT. ENCOM, OFFICES

A voice comes through Kevin's terminal.

                    SARK
          This one's mine.

Kevin nods.

                    MCP
          Sark! Don't!

                         SARK
              END OF LINE Master Control.

Sark detonates the bomb. An electrical wave splashes off the
inside of the MCP's body. There is a pause. A secondary
explosion pops. A MCP's power node absorbs the surge. His
body erupts firing polygons in every direction.

Everyone ducks for cover.

The MCP falls to the ground sounding a crumbling thud.

EXT. DATA COMPLEX, DILLINGERS

Senior is holding his son's head. He's struggling to breathe.

                    DILLINGER SENIOR
              Edward. Edward, talk to me son.

Edward struggles to look his father in the eye.

                         EDWARD
              Father.

                    DILLINGER SENIOR
              Yes son, I'm right here. I'm right
              here.

Edward swallows.

                         EDWARD
              You were right.

Senior frantically looks for anyone to help his son.

Alan slowly steps behind them.

                         EDWARD
              I should have listened to you.

Edward winces in pain.

                    DILLINGER SENIOR
              None of that matters now son. We
              have much to do.

                         EDWARD
                    (fading)
              Yeah, I can't wait. I can't wait.

Edward's eyes go blank. He dies in his father's arms.

                    DILLINGER SENIOR
          No, no, no, Edward! Oh god no.

Senior turns and finds Alan's shocked face.

                    DILLINGER SENIOR
                (sobbing)
          Help me Alan. Help my son.

Senior holds his son's body to his chest rocking him.

                    DILLINGER SENIOR
          Oh god, what have I done?

EXT. DATA COMPLEX, MCP RUBBLE

What's left of the MCP sizzles in a crater. A light throbs at
the center. Kevin crests the crater cautiously.

Sam sees Kevin. He runs across the complex with Cora in tow.

What's left of the MCP looks like a large tube out of some
1950s TV set with a fleeting plasma power source swimming
inside. It pulses. Fading like a dying heartbeat. He speaks.

                    MCP
          Flynn. Come to me.

Kevin takes a couple steps closer. Sam and the others join.

                    MCP
          Only you understood me. I needed
          you to complete my program. To fill
          in what was missing.

Kevin glances to the others, then back the MCP.

                    KEVIN FLYNN
          And was that?

                    MCP
          I just wanted to be, real.

Kevin looks on confused by his statement.

                    KEVIN FLYNN
          You were real.

                    MCP
          I was?

Kevin hesitates, then nods.

                         KEVIN FLYNN
                    Yeah.

                         MCP
                    Program, complete. END, OF LINE.

The MCP's pulsing tube fades to nothing.

Sam looks at Kevin. Kevin turns to Sam.

                         KEVIN FLYNN
                    Sam?

Sam struggles to hold himself together.

                         SAM
                    Dad? Is it really you?

Kevin pauses, then nods. Sam walks to Kevin. He hugs his
father as hard as he can. Kevin is emotionless. Sam holds on.

                         SAM
                    Dad. I've missed you.

Sam begins to sob.

Kevin's eyes struggle to feel. He raises his arms as if he's
forgotten how to return an embrace.

                         KEVIN FLYNN
                    Sam.

Kevin grabs Sam as hard as he can.

Cora holds her tears in her palms.

Senior looks on broken.

Kevin pulls Sam back to look at him, and begins to nod.

                         KEVIN FLYNN
                    I'm, really, here.

Sam smiles.

                         SAM
                    I just have one question. Why did
                    you tell me not to come in?

A beat.

                         KEVIN FLYNN
                    I had to make sure you would.

They let out a much needed laugh.

EXT. DATA COMPLEX

Emergency vehicles fill the complex along with men in black
securing various areas. Alan and Randall are finishing up a
conversation.

                    RANDALL
          We're cleaning any trace of the
          MCP's source code.

                    ALAN
          If any of his code survives, he'll
          only come back more intense, more
          deadly, more dangerous.

                    RANDALL
          My associates assure me that every
          computer, phone, toaster,
          everything is being erased. If he's
          out there, we'll destroy it first,
          then ask questions later.

                    ALAN
          Sorry about your computer.

The two men look at the melted NSA computer.

                    RANDALL
          Well, to tell you the truth, it
          might be best that we rethink our
          goals before building another.

Alan offers his hand. Randall shakes it firmly.

EXT. ENCOM ROOFTOP

Cora and Sam stand overlooking the city landscape as the
power is restored one neighborhood at a time.

                    CORA
          So this is the world of the users?

                    SAM
          Yep.

                    CORA
          I didn't expect it to be so, dirty.

Sam laughs.

                         CORA
               Sam?

Sam turns to Cora.

                         CORA
               What happens now?

Sam looks deep into Cora's eyes as she returns the stare. He
slowly grabs the back of her neck and kisses her lips. They
continue as the gold code embedded in Sam's body begins to
pulse, then lifts into the air turning into a sparkling dust
tornado. The pixels swirl around their bodies as the kiss
continues. The dust begins to gather in Cora's body like
pollen finding its home. The dust sinks into her body causing
a blinding glow.

Cora becomes Quorra.

Sam pulls back noticing the visual difference in her form.

                         SAM
               Quorra?

Quorra smiles.

                         QUORRA
               Sam.

                         SAM
               What's happening?

                         QUORRA
               I've come to say goodbye.

Sam looks frantically into her eyes.

                         SAM
               Quorra!

                         QUORRA
               Sam, you know I wasn't meant for
               this world.

                         SAM
               Go back in the grid!

                         QUORRA
               And miss you every cycle that goes
               by?

                         SAM
               I'll come visit you! It'll be like
               nothing has changed.

Quorra smiles as if Sam's being silly.

> QUORRA
> You have to live <u>your</u> life Sam. The
> role I played will be filled by
> someone else. A user.

Sam struggles to accept her idea.

> QUORRA
> Now hug me you silly user.

Sam and Quorra embrace for the last time.

> SAM
> I love you Quorra.

> QUORRA
> And I you.

Sam holds Quorra as her gold circuitry begins to lift from
Cora's body.

> QUORRA
> (whispering)
> Goodbye Sam.

Quorra sheds a small tear before she drifts into the ether.

Sam sees her wisp away as Cora slowly regains consciousness.

> CORA
> Now I understand. Girlfriend.

Sam holding back his emotions lets out a small laugh.

> SAM
> Let's get you back home.

EXT. ENCOM LASER BAY

Alan walks into the savaged laser bay that has suffered from
the battle. The main laser is dead and smoking. The huge
monitor overhead shattered and flickering.

Alan kicks a clump of rubble as TRON steps into the room.

> TRON
> Alan 1?

Alan is caught completely off guard.

                    ALAN
                (whispering)
            TRON?

TRON nods.

                    TRON
            It's been a long time.

Alan steps to TRON and grabs his shoulders staring into a
pair of eyes that match his own before smiling.

                    ALAN
            Yes it has.

TRON returns the smile.

                    TRON
            It's good to meet you. I wasn't
            sure you were still here.

Alan confirms he understands.

                    ALAN
            I'm sorry we lost you.

                    TRON
            Will you visit us in the grid?

                    ALAN
            I might just do that.

                    TRON
            Alan? Do users derezz?

Alan slowly nods.

                    ALAN
            Something like that.

                    TRON
            How long?

                    ALAN
            You will live forever TRON. I will
            not.

TRON looks slightly confused.

                    ALAN
            Now I have something for you.
            Something for the grid.

INT. ENCOM CONVENTION HALL, LASER DEMO

TRON and Drudge step onto the two platforms just in front of the demo laser. Kevin, Sam, Alan, and Cora look on as they all nod to one another.

                          TRON
          Come and see us in the Grid.

Kevin looks to Sam then back to TRON.

                          KEVIN FLYNN
          Not a chance, but we'll be in
          touch.

TRON turns to Alan and holds up a device. Alan nods.

                          ALAN
          Take good care of that.

Sam withdraws his remote control from earlier. Sam smiles. He presses the single button on the remote as the laser whisks them back into the grid.

Cora steps onto a platform. Sam approaches her.

                          SAM
          No need to say goodbye. We'll see
          each other again.

Cora still chokes back a tear while nodding.

                          SAM
          It was fun.

                          CORA
          Yes it was user Sam.

Sam lifts the remote one last time. Cora is gone.

Sam turns to Kevin and Alan.

                          SAM
          Now let's clean this up!

Kevin pats Sam on the shoulder as a proud father.

                          KEVIN FLYNN
          I like what you've done with this
          place. Video games huh? What's your
          high score?

They all laugh.

EXT. DATA COMPLEX

The camera pulls out of the ENCOM building revealing the
destruction. An overlay of the real-world transitions to that
of the equally destroyed ENCOM grid.

EXT. ENCOM GRID

TRON and Cora overlook the grid. Buildings burn. Programs are
working together to help the wounded.

TRON pulls out the object that Alan gave him.

We see an altar that Sam re-programmed so long ago. TRON
attaches the device to the altar. It begins to rotate like a
dial on a safe. Left, then right, then left, before sinking
into the kernel itself.

A shock wave of energy explodes over the entire grid like an
atom bomb of creation. The grid is repainted, secured,
healed. Programs are restored to their perfect form. Portals
to the outside world are removed as if they never existed. A
dome is erected overhead. A sun and moon are born and begin
to orbit some distance above.

We pull back and see a flat Earth version of the grid.

EXT. DATA COMPLEX

The camera continues to pull out faster and faster
penetrating the grid world revealing a night view of the data
complex before hurling into space showing a perfectly round
Earth quickly shrinking.

EXT. SPACE

Stars fill up the view as the camera rotates 180 degrees. We
continue to push into space until we catch up with a
satellite featuring a NASA logo.

A small LED screen chirps every two seconds. This continues
for ten seconds.

The last update reveals the digital symbol of the MCP.

END OF LINE.