TRON 2.0
(aka TR2N)

Screenplay by

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1   INT. CYBERSPACE

      Electric-neon netherworld. Pulsing chromatics over jet black.

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

      3D lattice of routers, refractors, reassemblers... New,
      unused data OPTIK HIGHWAY routes radiate from all sides,
      crossing cyberspace.

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

2   INT. X-NET NEXUS - UNDER CONSTRUCTION

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

      X-Takks notice, moving to investigate.

      DEEP IN THE LATTICE:

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

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

      TRON 2.0.

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

      X-Takks search ten story gantries.

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

3   INT. NEXUS MAIN SHAFT

      X-Takks on high alert.

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

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

3   CONTINUED:

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

POWER SUPPLY OVERLOADS, SHORTING OUT.

X-Takks spot TRON.

                         X-TAKKS
                  Intruder! Fix coordinates!

POLICE POUNCE, FIRING.

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

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

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

ALARMS WAIL -

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

TRON flips away, chased by firing X-Takks -

Arriving on the scene - split-second response:

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

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

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

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

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

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

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

They speed onto the OPTIK HIGHWAY.

4   INT.   X-NET OPTIK HIGHWAY

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

        TRON - accelerating, escaping.

        Rx23 and AGENTS catch up fast on Pulse Rider Vehicles.

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

        Rx23 emerges unscathed, pursuing.

5   EXT.   CYBERSPACE - ANCIENT SYSTEM ZONE

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

        Rx23 roars after him, riding hard, joined by:

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

                        KROD
                I got a lock. Coordinate 32937!

                        RX23
                I'm on him!

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

                        RX23
                Which way did he go?!

6   INT.   ENCOM CORPORATION BETA TEST LAB - DAY

        Rabbit warren of computer programmers in crisis mode.

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

                        RUSH
                I said *WHICH WAY DID HE GO?*

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

                                                        (CONTINUED)

6   CONTINUED:

                              RUSH
                    Come on guys! Nobody hacks X-Net.
                    You gonna let him get away?!

                              MILES
                    Rush, *I think I found him!*

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

                              MILES
                    Check the old game grid!

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

       A RED FIGURE steps appears the grid.

                              RUSH
                    You get a cookie, Miles!

       Programmers gather to watch Rush in action.

7   EXT. CYBERSPACE - THE OLD GAME GRID

       Vast, low-rez, uncool, largely forgotten.

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

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

       Search Engine flies onto the scene, hovering overhead.

                              KROD
                    Coordinate 6532.02! There he goes!

       The chase is on.

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

       RX23 surges on his Pulse Rider, closing the gap.

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

       Rush gets the hang of this old game.

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

                                                         (CONTINUED)

8   CONTINUED:

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

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

                         RUSH
               Score an ID on this leech?

                         MILES
               Negative. *He's nobody.*

                         KELTER
               Rush, you've gotta nail him.

                         PHLEGMAN
               Or you know we're all fired.

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

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

9   INT. CYBERSPACE - GAME GRID

Search Engine flies overhead - Krod locks on Tron.

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

Tron pulls away, baiting his opponent.

10   INT. ENCOM CORPORATION BETA TEST LAB - DAY

                         MILES
               You got him on the run, dude!

                         OTHERS
               Crash him! Rush RUSH *RUSH*.

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

11   INT. CYBERSPACE - GAME GRID

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

But Tron suddenly brakes, quitting the chase.

RX23 is puzzled. Looks forward. Eyes spring wide.

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

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

                         RUSH
                 Yikes!

13   CYBERSPACE - GAME GRID

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

     All goes white - snow crash.

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

                         RUSH
                 He crashed me!

                         NERDS
                 FUBAR! Bad Thing! Flame War!

                         RUSH
                 Miles. *Did you get a trace on him?!*

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

                         PHLEGMAN
                 We are so screwed.

                         KELTER
                 Who tells the boss?

     All eyes land on Rush.

                         RUSH
                 Get the system back up! *Now! Move!*

15   EXT.   LAWN OF ENCOM CORPORATE CAMPUS - DAY

     PRESS CREWS camp a block away.

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

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

                                                        (CONTINUED)

15   CONTINUED:

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

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

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

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

                         SINCLAIR
              Play that again.

Crew murmurs on headsets. Promo video replays:

                         VIDEO PLAYBACK
              X-Net deploys radical software design,
              constructs proprietary white-hot
              firewalls, unleashes virus killer
              apps. Creating the most secure data
              network in history. Your data can
              never again be hacked, corrupted,
              stolen or destroyed. X-Net is the
              final solution, totally guaranteed
              99.999% secure data transmission -

                         SINCLAIR
              Who changed that? Who put "99.999"?

X-Net executives chill.

                         PR VP
              Um, that would be... Legal.

Eyes land on withering LEGAL VP.

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

Rush appears from a building. Signals Sinclair aside.

                         SINCLAIR
              What can't wait, Rush?

                                              (CONTINUED)

15   CONTINUED: (2)

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

SINCLAIR goes pale.

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

16   INT. SINCLAIR'S OFFICE - DAY

      Sprawling, big bucks, basketball hoop.

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

                          SINCLAIR
               Identify the intruder.

17   EXT. CYBERSPACE

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

      Min-blowing cyberspace fly-over.

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

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

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

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

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

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

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

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

                                                          (CONTINUED)

18   CONTINUED:

                              PLEXOR
                    Identity not captured.

                                                INTERCUT WITH:

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

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

                              SINCLAIR
                    How did he enter X-Net?

        His text inputs. Answer comes: "Path untraceable"

                              SINCLAIR
                    How could you let this happen?

20   INT. CYBERSPACE - PLEXOR'S INNER SANCTUM

        Plexor processes the input - remains emotionless.

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

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

                              SINCLAIR
                    New instructions - *find and destroy
                    the intruder!*

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

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

        Sinclair cuts off the contact, pressure mounting.

22   INT. CYBERSPACE - PLEXOR'S INNER SANCTUM

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

23   INT. ENCOM CORPORATION CONFERENCE ROOM - DAY

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

                                                (CONTINUED)

23   CONTINUED:

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

                    RUSH
          System is stable again, keep you
          fingers crossed.

                    PHLEGMAN
          Any luck finding the intruder?

                    RUSH
          Don't ask.

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

                    RUSH
          What's she doing here? This is an
          operations meeting.

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

                    RUSH
          There was never anything between us.

Kelter and Phlegman trade a look. Sure.

                    RUSH
          She's Advanced Projects. This has
          nothing to do with her.

Sinclair storms in. Room falls silent.

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

Everybody looks at Rush.

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

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

                                              (CONTINUED)

23   CONTINUED: (2)

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

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

                    PR VP
          We delay the launch.

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

                    KELTER
          We ramp up our encryption schemes -

                    PHLEGMAN
          Thicken all firewalls -

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

Meg listens quietly. Studies Rush.

                    SINCLAIR
          What do you need, Rush?

                    RUSH
          20 guys for 20 days -

                    SINCLAIR
          We don't have 20 *hours.* This problem
          needs to be gone before tomorrow
          9AM. Come on people, this company's
          future is at stake! It's time to
          think without a box!

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

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

23   CONTINUED: (3)

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

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

Rudy sheepishly sits.

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

                    SINCLAIR
          Is the QF-401 is operational?

                    MEG
          Um... Midway into phase one testing.

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

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

Meg's mind races.

                    MEG
          I'm ready to do my part.

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

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

                    MEG
          Who else could it be?

She's singled out Rush.

24   INT. ENCOM CORP CORRIDOR - SECURE ELEVATOR - DAY

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

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

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

                                              (CONTINUED)

25   CONTINUED:

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

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

26   INT. ENCOM ADVANCED RESEARCH LAB - MOMENTS LATER

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

                         MEG
              This is where Flynn worked. And
              where he died.

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

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

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

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

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

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

Rush runs his hand over the empty target stage.

                         RUSH
              That's... *Not possible.*

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

                                                      (CONTINUED)

26   CONTINUED:

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

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

                         SINCLAIR
          We think it happened.

Meg agrees. Rush gets a chill.

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

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

                         RUSH
          I was never told how he died. It
          was all just weird, you know, because
          Flynn's the guy who hired me. But
          he was strange, kept to himself, I
          didn't know what job I was supposed
          to be doing.
               (to Sinclair)
          Then you came onboard, the company
          woke up, we had a direction. It was
          kind of pathetic, because by the
          time Flynn died, everybody was too
          busy to care.

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

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

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

                                                        (CONTINUED)

26   CONTINUED: (2)

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

                         MEG
               Hey, Jo-Jo. Have good trip?

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

Rush considers Meg, then turns to Sinclair.

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

                         SINCLAIR
               The future of this company depends
               on it.

Rush looks to Meg. She offers a reassuring nod.

                         RUSH
               You can bring me back okay?

                         MEG
               Ask Jo-Jo.

Lab rat is perched happily on her shoulder.

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

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

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

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

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

26   CONTINUED: (3)

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

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

Rush stares at here, in shock.

                              RUSH
                    Oh. So you think I have a heart?

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

                              RUSH
                         (under his breath)
                    I promise.

Meg initiates Quantum Digitizer sequence.

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

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

Meg worries. Moves for the "abort" button.

                              DEWEY
                    It's overloading!

Unit sparks. Ceramic components STRESS and CRACK.

Rush clenches his seat, terrified.

                              RUSH
                    What's happening?!

                              MEG
                    System is losing stability!

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

                                                       (CONTINUED)

26   CONTINUED: (4)

                          SINCLAIR
                There's been another breech!

                          RUSH
                It's the Intruder again!

                          MEG
                We have to abort!

                          SINCLAIR
                We might not get another chance!

                          RUSH
                DO IT!

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

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

Meg worries -

Sinclair dives for cover -

PLASMA BALL engulfs Quantum Digitizer.

FINAL BITS of Rush scan away.

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

Meg and Sinclair come up to find:

Quantum Digitizer: In a smoking heap.

Target chair: *Empty.*

27   EXT. CYBERSPACE TRANSITION

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

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

                                          TRANSFORMS TO:

28   EXT. CYBERSPACE - X-NET CENTRAL SERVER

Shimmering bits morph into an awesome cyberscape.

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

                                          (CONTINUED)

28   CONTINUED:

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

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

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

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

BLAMMO!

TRON lands on a plateau above Rush, gazing down.

They face each other, equally perplexed.

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

Tron stares, unblinking - Cyber-Ninja.

                    RUSH
            It's YOU! The intruder!

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

Code races across Rush's eyes. *Identification data.*

                    RUSH
            You are... *TRON?!?*

X-Takks hustle onto the scene.

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

Disk SLAMS Rush in the gut, knocks him flat.

                    RUSH
            ARRRGHH!

X-Takks pursue Tron -

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

X-Takks pull Rush to his feet, shocked.

                    X-TAKK 1
            RX23?!

                                              (CONTINUED)

28   CONTINUED: (2)

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

                              RUSH
                    Uh, well, I'm not exactly -

                              X-TAKK 3
                    RX23 has been rebooted!

                              VOICE
                    RX23 reboot was not authorized!

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

Rush is awed by the sight of her.

                              RUSH
                    Yow. I know who programmed *you.*

                              MEGA
                    I am Mega, X-Net Intelligence.

                              RUSH
                    Mega. *Cool.* I am -

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

                              RUSH
                    I'm a *User.*

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

                              MEGA
                    Detain this impostor.

X-Takks move to seize Rush.

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

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

                              MEGA
                    "Tron"?

                              X-TAKK 2
                    How did he *get that*??

                                              (CONTINUED)

28   CONTINUED: (3)

                         MEGA
               Plexor must know of this!

29   EXT. CENTRAL CONTROL SERVER

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

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

30   INT. PLEXOR CPU

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

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

                         MEGA
               Plexor. This is the one.

        Plexor steps closer, scanning Rush.

                         PLEXOR
               You are not RX23.

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

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

                         PLEXOR
               You are in error. Zero match.

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

                                              (CONTINUED)

30   CONTINUED:

                              RUSH (CONT'D)
                    That's why some smart User dusted
                    him off and upgraded him -

                              PLEXOR
                    "User"?

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

Plexor and Mega trade a look.

                              MEGA
                    He displays random instability.

                              PLEXOR
                    Users do not exist.

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

                              PLEXOR
                    Define "Sinclair".

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

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

X-Takks pull Rush away.

                              MEGA
                    Zero match for a "Sinclair".

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

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

                              MEGA
                    Plexor issues all commands.

                              X-TAKKS
                    Grep grep.

Rush considers his predicament.

                                                    (CONTINUED)

30   CONTINUED: (2)

                         RUSH
               Okay. Sorry. I'm a program, guess
               I got a piece of my code corrupted.
               Whatever it is, it's given me power
               over Tron.
                    (to X-Takks and Mega)
               They saw me read his circuits. Can
               any other program do that?

Plexor looks to Mega.

                         MEGA
               He creates alternative data channels
               at will.

                         PLEXOR
               Chaos.

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

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

                         PLEXOR
               Release him.

X-Takk Troops read Plexor's barcode command with their eyes.

They let go of Rush.

Plexor turns to Mega. Issues more barcode.

                         PLEXOR
               Interface with this one. Exploit
               his ability. Locate the program
               "Tron" and destroy him on sight.

                         MEGA
               Instructions received, Plexor.

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

31   EXT. CENTRAL CONTROL SERVER

Security PORTAL opens.

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

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

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

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

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

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

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

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

                    RUSH
          Meg for sure programmed you.

                    MEGA
          I have no data on "Meg".

                    RUSH
          Never mind. I'm being random.

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

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

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

                    RUSH
          So we're working together on this?

                                        (CONTINUED)

32   CONTINUED:

                              MEGA
                    As instructed, I will interface.

        Mega pulls STRAITHE into:

33   INT. X-NET SWITCHING NEXUS/HUB CITY

        Construction nearly complete. High security.

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

                              MEGA
                    The program "KROD" is over there.

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

                              RUSH
                    What a dump.

        He heads across, but Mega hesitates.

                              RUSH
                    Hey. *Interface.*

        Mega grudgingly follows. Portal closes.

34   EXT. HUB CITY

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

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

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

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

        Crowd buzzes. *They can't wait.*

                              MEGA
                    This is the one you seek?

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

                                                      (CONTINUED)

34   CONTINUED:

                              RUSH
                    It's gotta be -

                              KROD
                    Krod!

                              RUSH
                    Krod!

                              KROD
                    Yeah, yeah - *Heeey!*

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

                              KROD
                    You know it, dude!

          Krod smiles big at Mega, refers to Rush:

                              KROD
                    Who is this guy?

          Rush pulls Krod aside.

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

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

          He taps his head.

                              MEGA
                    This will yield zero.

                              RUSH
                    Hang on.

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

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

                                                            (CONTINUED)

34   CONTINUED: (2)

Mega is astonished - and privately worried.

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

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

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

                         RUSH
                The green guy faked out the red guy,
                but the red guy double-faked the
                green guy.

Bingo.

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

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

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

                         KROD
                He escaped out this hidden exit -

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

                         KROD
                THAT GUY! The RED GUY!

                         RUSH
                Did you jack his coordinate?

                         KROD
                Tr165444.018!

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

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

                         RUSH
                Call me Rush.

                                              (CONTINUED)

34   CONTINUED: (3)

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

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

                              KROD
                    Beats working.

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

                              KROD
                    Hey babe. Did I ever know *you*?

35   EXT. ANCIENT COMPUTER SYSTEM I/O PORT

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

                              KROD
                    The old game grid is this way -

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

                              RUSH
                    How do I uplink to the real world?

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

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

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

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

          RUBY COMMUNICATION BEAM shoots skyward.

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

          Kelter and Phlegman report to Sinclair:

                                                         (CONTINUED)

36   CONTINUED:

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

                         SINCLAIR
                    Stay on it! Nobody sleeps!

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

                         MEG
                    *There's a message on your secure
                    link!*

Sinclair enters retinal ID. Text forms:

INTRUDER IDENTIFIED.

                         SINCLAIR
                    Where is this coming from - ?

Meg hurries to the screen.

                         MEG
                    It's HIM.

Text appears: I AM RUSH.

                         SINCLAIR
                    My God, he's there.

                         MEG
                    Rush, *it's Sinclair and Meg.*

Her words transform into text.

37   EXT. CYBERSPACE - ANCIENT I/O PORT

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

Mega and Krod watch nearby.

                         RUSH
                    I identified the intruder.

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

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

Text appears: INTRUDER IS UPGRADED VERSION OF TRON.

                                             (CONTINUED)

38   CONTINUED:

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

        Sinclair and Meg trade baffled looks.

39   INT. CYBERSPACE - X-NET NEXUS

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

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

        Plexor sees it, alarmed.

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

        Text forms in magenta circuitry - GOOD WORK PARTNER.

                              RUSH
                    I have a plan to crash Tron.

        Mega turns with alarm.

                              MEGA
                    ABORT!

        Walls THUNDER and CRASH IN -

        Rush leaps clear with his disk -

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

        ROMBALL loops skyward.

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

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

        Sinclair and Meg hang on the broken transmission:

                              MEG
                    Rush?

        Words appear: END OF LINE.

                              SINCLAIR
                    He'd better not fail.

42   EXT.   ANCIENT COMPUTER SYSTEM I/O PORT

D-Rezz screams like a modem, hurls ROMBALL -

Mega and Krod dive clear -

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

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

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

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

                    RUSH
          Stop! End your routine!

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

Rush dodges -

                    RUSH
          Cease! Desist! We're on the same
          team!

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

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

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

                    RUSH
          I'm X-Net too!

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

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

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

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

42   CONTINUED:

RUSH rolls the BIG ROMBALL over: A peace offering.

Mega and Krod cautiously approach.

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

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

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

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

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

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

D-rezz modem-growls at Krod.

                    KROD
               Or not.

                    RUSH
               Let's get to the game grid.

Rush leads them up an incline.

                    MEGA
                 (grudgingly, to Rush)
               You have a skill for manipulating
               other programs.

                    RUSH
               When do I get a shot at hacking your
               code?

                    MEGA
               Never. Our operating systems are
               incompatible.

                    RUSH
               You act like I've got a virus.

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

42   CONTINUED: (2)

                          KROD
                There it is.

                          RUSH
                The place we nail Tron.

43   EXT. GAME PORTAL OUTPOST

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

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

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

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

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

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

                          RUSH
                D-rezz. Cut a path.

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

                          KROD
                That's good. Keep doing it.

       D-rezz retrieves Romball for another whack -

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

                          I-BEEM
                Violation! Go away! Access denied!

                          RUSH
                Relax, buddy -

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

                          KROD
                Pound him to bits, D-rezz.

                                                   (CONTINUED)

43   CONTINUED:

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

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

                    RUSH
          He's *wireless.*

                    KROD
          Freaky.

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

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

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

                    KROD
          D-rezz, take out this blip.

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

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

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

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

                    I-BEEM
          They do?!

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

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

43   CONTINUED: (2)

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

                        RUSH
             When did he come through last?

                        I-BEEM
             Right before you got here.

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

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

                        I-BEEM
             Let me at him!

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

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

44   EXT. OLD GAME GRID

        Rush steps across the vast vector-graphic grid surface.

        Eerie. Quiet. Pure.

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

                        MEGA
             This region is obsolete.

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

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

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

                                                      (CONTINUED)

44   CONTINUED:

                              I-BEEM
                    Coordinate captured.

D-Rezz nods, palming his Romball.

                              RUSH
                    That's where Tron will bail out.
                    We'll make sure he needs to. Go set
                    up the trap.
                         (to D-rezz)
                    You only get one shot at this, big
                    guy. Stop him but don't destroy
                    him, right? He's got data I need.

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

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

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

Rush unsheathes his LIGHT WAND.

Krod pulls out his own LIGHT WAND.

They both look at Mega.

She's got no light wand.

                              KROD
                    You didn't bring one?

                              MEGA
                    I don't have one.

                              KROD
                    Hey, not a problem -

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

                              KROD
                         (to Mega)
                    - Hop on!

                              RUSH
                    Hang on, Krod.

                                                  (CONTINUED)

44   CONTINUED: (2)

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

                    RUSH
          I upgraded my unit.

                    KROD
          You are awesome, man. I hate you.

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

                    MEGA
          Mmmm... Hack me.

A nod between Rush and Rush - they TAKE OFF.

LIGHT CYCLES shoot across grid surface.

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

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

Light cycles race toward each other on the same line.

Mega holds Rush tight, eyes filling with terror.

                    MEGA
          Resource conflict! Fatal crash
          imminent!

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

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

Grid Center.

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

                    RUSH
          Any sign of him?

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

                    RUSH
          Krod, snap out of it.

                                                  (CONTINUED)

44   CONTINUED: (3)

                              MEGA
                    Tron will never expose himself.

They watch, wait, pivot.

                              KROD
                    The same...

45   EXT.   EDGE OF GAME GRID

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

Glowing code numbers mark the end of each grid line.

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

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

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

46   EXT.   GAME GRID / CENTER SPOT

Rush, Mega and Krod wait on their light cycles.

                              MEGA
                    Its futile.

                              RUSH
                    Look.

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

                              RUSH
                    Remember the plan, Krod. *Don't bail
                    out until the last millisecond.*

Lightcycle turns toward them, coming fast.

                              RUSH
                    Hang on tight, Mega.

Mega hugs Rush.

                              KROD
                    Mmmm.

They SPEED AWAY.

                                                      (CONTINUED)

46   CONTINUED:

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

        It's TRON. Heartless eyes, ruthless moves.

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

        Krod runs interference, cuts sharp in front of Tron.

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

47   EXT. EDGE OF GAME GRID

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

                            I-BEEM
                    Here they come!

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

48   EXT. GAME GRID

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

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

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

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

                            RUSH
                    Wuss! *You call that speed!?*

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

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

        Mega worries. Clings to Rush.

49   EXT. EDGE OF GAME GRID

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

                                                        (CONTINUED)

49   CONTINUED:

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

Rush and Krod taunt Tron into the trap...

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

                         KROD
              Hey, what are you - ??

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

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

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

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

Krod's lightcycle heads for the rock escape passage.

                         KROD
              No! It's *ME*!

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

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

                         RUSH
              WHY DID YOU DO THAT?!

                         MEGA
              I- *I GOT SCARED!*

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

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

D-rezz makes mental switch, hurls Romball.

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

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

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

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

                                              (CONTINUED)

49   CONTINUED: (2)

                         KROD
                    There he goes!

Tron climbs over rocks, escaping through a TUNNEL.

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

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

Group DIVES CLEAR.

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

                         KROD
                    I could have done that.

He strobes, freezes, hits the deck.

50   INT. ANCIENT COMPUTER SYSTEM TUNNEL

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

                         MEGA
                    We can't go any further.

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

                         RUSH
                    What is it?

                         KROD
                    Don't ask, dude.

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

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

                         MEGA
                    I agree.

D-rezz grunts.

                         KROD
                    Then it's settled.

                                                      (CONTINUED)

50   CONTINUED:

Krod turns to head home.

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

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

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

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

Krod pulls off his disk, nervously practices boomerang throws.

                    RUSH
          Better show me how to use mine.

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

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

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

                                        INTERCUT WITH:

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

Plexor's vehicle circuitry forms image of Mega.

                    PLEXOR
          Report.

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

52   INT. ANCIENT COMPUTER SYSTEM TUNNEL

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

                                        (CONTINUED)

52   CONTINUED:

                    PLEXOR
          The Random One has proven effective?

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

Rush listens, hurt and angry.

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

                    MEGA
          It's a poor allocation of resources.

                    PLEXOR
          You have your instructions.

Circuits go dark. Mega turns, running smack into:

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

                    MEGA
          I act as Plexor programs me.

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

                    MEGA
          I have no match for "Meg" -

                    RUSH
          First, you don't want to come with
          me, then you're all over me on the
          light cycle - so you can *dump us
          over* and blow the plan. We would
          have nailed Tron by now if it wasn't
          for *you.* *What's your malfunction?*

                    MEGA
          Don't troubleshoot me!

Angry silence. Eyes locked.

52   CONTINUED: (2)

> MEGA
> The most effective alternative is to
> return to the main CPU and anticipate
> Tron's next attack.

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

Energy ZAPS between them, racing through their body circuits.

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

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

> KROD
> *You ram hog!*

His disk clunks him on the head.

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

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

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

> KROD
> What were you doing with her?

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

> KROD
> *She let you?*

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

Rush, Krod and Mega hurry to see:

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

> I-BEEM
> Tron attacked us! D-rezz has him
> cornered!

Rush stows his disk on his back -

> RUSH
> *We've got him now.*

53   INT. ANCIENT COMPUTER SYSTEM LABYRINTH

Eaten away by memory leaks, like swiss cheese.

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

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

                         D-REZZ
                Akakakaka - Agggggggg -

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

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

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

TRON.

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

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

                         RUSH
                Guys! Go around - *behind* Tron!

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

D-rezz hurls his Romball -

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

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

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

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

Tron plants for a clear shot at D-rezz.

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

                         RUSH
                Ouch!

                                              (CONTINUED)

53   CONTINUED:

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

Lays eyes on Tron.

                         RUSH
              Hey! Pick on somebody your own size!

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

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

                         RUSH
              You've got no data on me.

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

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

Throws again -

BRRANGG -

Rush DUCKS -

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

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

Tron jumps up two levels. Retrieves his disk.

                         RUSH
              D-rezz, pull me up!

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

Tron jockeys for position. Throws disk -

Disk strikes D-rezz in the ribs. Blast damage.

D-rezz loses footing.

Rush grabs upper level.

D-rezz slips toward memory leakage.

Rush grabs D-rezz's hand - *he weighs a ton.*

Mega, Krod and I-beem can't get here to help -

                                                    (CONTINUED)

53   CONTINUED: (2)

                              RUSH
                    Hang on, man! *HANG ON!*

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

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

                              RUSH
                    NOOOO!

He comes to his feet, facing Tron. Determined.

                              RUSH
                    I know who you are. Encom security
                    program Tr856 - TRON!

Tron pauses. Processes.

                              RUSH
                    Who is your User??

Tron glitches at the question.

                              RUSH
                    Who programmed you?? I know your
                    encryption code. Tell me your User
                    or I shut you down.

Tron throws his disk.

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

                              RUSH
                    I can shut you down with a nine digit
                    code. *WHO IS YOUR USER??* 392 -

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

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

Rush pursues.

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

54   INT. OBSOLETE COMPUTER GAME ARENA

Circular, riddled with memory leaks.

Rush hurries to the center. No sign of Tron.

                                                    (CONTINUED)

54   CONTINUED:

                         RUSH
                Tell me, Tron! Who programmed you?
                Here's your encryption code! 3-6-2-
                6-6-8 -

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

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

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

Tron pounces in. Snags his disk.

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

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

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

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

Tron leans down, gazing into Rush's eyes.

                         RUSH
                362668766!

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

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

Tron's airborne disk wobbles and darkens.

Tron tumbles off the edge, plummets past Rush.

Disk misses Rush, skates into darkness.

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

Rush, climbing to safety.

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

                         KROD
                You got him!

54   CONTINUED: (2)

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

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

                    KROD
              Game over, dude.

                    I-BEEM
              You crashed him!

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

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

                    KROD
              We're heroes!

                    I-BEEM
              I will be upgraded!

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

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

Krod slams him, makes him stop.

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

Rush looks around.

                    RUSH
              Where *is* Mega?

                    I-BEEM
              She was just here.

                    KROD
              Right behind me.

                    RUSH
              MEGA??

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

                    RUSH
              Mega...

                                              (CONTINUED)

54   CONTINUED: (3)

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

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

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

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

                    KROD
          I recognize... *Trouble*.

                    I-BEEM
          They're *scanning us.*

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

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

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

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

Rush and Krod turn. Fighters defer to:

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

                    DARK FIGURE
          A User shows up.

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

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

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

It is FLYNN.

                    FLYNN
          The first.

                    RUSH
          Flynn. How can *you* be here?

                                        (CONTINUED)

54   CONTINUED: (4)

                        KROD
                You know this dude?

                        RUSH
                Yeah, he's a lunatic!

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

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

Flynn comes closer, recognizing Rush.

                        FLYNN
                Rush Nortebi. *I remember hiring
                you.*

They are equally dumbfounded.

                        KROD
                Somebody tipped these guys off about
                us.

                        MEGA
                Not soon enough.

Fighters step aside, Mega enters, furious at Rush.

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

                        RUSH
                Thanks.

                        MEGA
                You destroyed our last hope!

                        KROD
                I detect a pattern in her behavior.

                        RUSH
                She's a spy.

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

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

                                                (CONTINUED)

54   CONTINUED: (5)

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

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

                         MEGA
                I failed our cause.

                         FLYNN
                You did everything you could.

They know each other well.

Rush registers jealousy, but larger concerns prevail:

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

Flynn studies Rush, anger rising.

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

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

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

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

                         RUSH
                You're paranoid. Who would want you
                dead?

                                                    (CONTINUED)

54   CONTINUED: (6)

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

Malicious grumbles from Fighters.

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

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

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

                              FIGHTER ONE
                    He got away.

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

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

55   EXT. GAME GRID

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

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

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

57   EXT. ANCIENT COMPUTER SYSTEM

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

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

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

58   EXT.   OLD DATA METROPLEX

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

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

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

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

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

                    RUSH
          What are they doing??

                    FLYNN
          Beating the competition.

X-Takk Troops storm closer - by the hundreds.

                    MEGA
          They've got us outnumbered.

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

He leads them down a secret portal, into:

59   INT.   DOWNWARD PASSAGE - SECRET X-NET PROCESSOR

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

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

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

A Kid Program runs to this Captured Father Program.

                         KID PROGRAM
                No! Let my daddy go!

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

                         RUSH
                How long has this been going on?

                         FLYNN
                For years.

60   EXT.   REAL WORLD CITY - DUSK

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

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

61   INT.   CYBERSPACE - SECRET X-NET PROCESSOR

X-Takk Troops line up more Captive Programs.

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

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

61   CONTINUED:

                            RUSH
                    Sinclair.

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

        X-Takk troops blast Captive Programs.

62   EXT. REAL WORLD - BANK - DUSK

        ATM machine goes berserk.

63   EXT. REAL WORLD - STREET - DUSK

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

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

        GPS navigation system map flips around.

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

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

65   CYBERSPACE - SECRET X-NET PROCESSOR

                            RUSH
                    Sinclair betrayed me.

                            FLYNN
                    Finally you get it.

                            MEGA
                    Tron was our late hope.

                            RUSH
                    We've got to stop this!

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

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

66   INT.   SECRET PASSAGE - CONTINUOUS

Flynn hastens their journey.

                    MEGA
              Rush was trying to expose us!

                    FLYNN
              They didn't see us. *Keep moving!*

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

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

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

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

                    FLYNN
              How did you get here?!

                    RUSH
              Megan Randall sent me.
                  (points out Mega)
              Her User. She fixed your lab and
              sent me here to take out Tron.

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

He glances at Mega, then shoves Rush along.

67   INT.   FIGHTER HIDE-OUT

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

                    RUSH
              What happened to them?

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

                                              (CONTINUED)

67   CONTINUED:

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

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

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

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

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

                         RUSH
                I'm sorry about Tron.

                         KROD
                Yeah, we're - *Sorry?*

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

                         KROD
                No way at all.

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

                         KROD
                Like he said.

                         RUSH
                Krod and I are ready to help.

                         KROD
                We are?

Flynn puzzles over Rush.

                         FLYNN
                Mega, what do you read in him?

Mega circles Rush, scanning his circuits.

                         MEGA
                Independent operating instructions.
                         (MORE)

                                              (CONTINUED)

67   CONTINUED: (2)

                              MEGA (CONT'D)
                    He will act as necessary to increase
                    probability of his own survival.

                              RUSH
                    You don't know me.

                              MEGA
                    He cannot to be trusted.

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

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

       Mega's circuits OVERLOAD, she flies back -

       Rush, startled, looks at his finger.

       Fighters muscle Rush and Krod away.

       Flynn holds Mega, anger re-ignited.

                              FLYNN
                    Mega's been risking her existence
                    for our cause, lamer. That's more
                    than you'll ever do.
                         (to Fighters)
                    Lock them away!

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

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

                              RUSH
                    Hey Krod... *Shut down.*

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

68   EXT. X-NET CENTRAL SERVER - EVENING

       X-Takk Troops sound alert.

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

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

                                                        (CONTINUED)

68   CONTINUED:

                          X-TAKK
                    Halt! State encryption code!

                          I-BEEM
                    027591748594303 -

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

                          I-BEEM
                    027591748594303071852!

Portal opens.

69   INT. PLEXOR'S CPU

                          PLEXOR
                    You are positive Tron was destroyed?

                          I-BEEM
                    I observed it directly! Rush turned
                    Tron into *vaporware*!

X-Takk Troops trade looks, impressed.

                          I-BEEM
                    Rush claims to be a User! He must
                    be! He is awesomely skilled!

Plexor hardens.

                          X-TAKK COMMANDER
                    Users do not exist.

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

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

                          PLEXOR
                    Flynn??

Plexor's circuitry strobes in dark troubled hues. An image
appears on his archive screen: Flynn.

                          I-BEEM
                    Yeah, that's the one!

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

69   CONTINUED:

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

                          PLEXOR
                And what of Mega?

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

        Plexor processes - his cranial circuits burn deep amber.

                          PLEXOR
                Tron is gone, *but his User lives?*

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

                          PLEXOR
                Good work does not go unrewarded at
                X-Net. Would you like to be upgraded?

                          I-BEEM
                Yes, Plexor, *very much so.*

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

70   INT. PLEXOR'S INNER SANCTUM

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

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

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

                          MARKETING VP
                You're not going to believe this!

                          SINCLAIR
                Convince me.

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

                                              (CONTINUED)

71   CONTINUED:

Sinclair absorbs his good fortune. Smirks.

                    SINCLAIR
          We're the only port in the storm.

Execs cheer, trade high-fives.

Sinclair notices a blip on his private data screen.

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

Text: INTRUDER HAS BEEN ELIMINATED.

                    SINCLAIR
          Brilliant.

But: THERE REMAINS AN AREA OF UNCERTAINTY.

                    SINCLAIR
          What *uncertainy?*

                                        INTERCUTS WITH:

72   INT. CYBERSPACE - PLEXOR'S INNER SANCTUM

                    PLEXOR
          The User called Flynn is here.

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

                    SINCLAIR
          That's impossible.

                    PLEXOR
          Flynn commanded the intruder Tron.

                    SINCLAIR
          You've got to be wrong about this.

                    PLEXOR
          I was programmed error-free. By
          you.

Sinclair ponders the unimaginable.

                    SINCLAIR
          Flynn*... escaped?!*

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

                                        (CONTINUED)

72   CONTINUED:

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

                         PLEXOR
                Or what *truths*?

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

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

                         PLEXOR
                Of course.

                         SINCLAIR
                Don't just contain him. *Destroy
                him.*

                         PLEXOR
                Instructions received. And the one
                called Rush?

Sinclair mulls for two seconds, then:

                         SINCLAIR
                He knows too much. *Get rid of him.*

                         PLEXOR
                Instructions received.

73   INT. JAIL BLOCK

Rush and Krod get chummy with cell-mate X-Takks. They mock-
fight together, getting insider tips.

                         X-TAKK 1
                And whatever you do, don't let them
                hit you here...

Indicates a CIRCUIT NEXUS on his lower SPINE.

                         X-TAKK 1
                All X-Net Programs have a weak spot
                there.

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

                                              (CONTINUED)

73   CONTINUED:

Krod twists around, playing with his spinal nexus.

                    KROD
          Gurfle! I never knew that.

Pull back to see:

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

                    BOOLE
          We're ready for you now.

They head upstairs.

74   INT. FIGHTER HIDE-OUT

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

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

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

He holds up Tron's disk.

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

All Fighters take a step forward.

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

All stand firm.

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

                                                (CONTINUED)

74   CONTINUED:

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

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

Mega puts her hands out to receive the disk.

Flynn hesitates, then hands her Tron's disk.

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

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

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

Mega hardens her resolve.

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

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

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

A FIGHTER SENTRY dashes in.

                         FIGHTER SENTRY
              Enemy scouts, headed this way!

75   INT. JAIL BLOCK

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

76   EXT. ANCIENT COMPUTER SYSTEM

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

Plexor commands LEAD CRUISER.

                         PLEXOR
              Disperse to all sectors!

CRUISERS with X-Takks split in several directions.

                                                      (CONTINUED)

76   CONTINUED:

X-Takk Squads crash fleeing programs.

77   EXT.   ANCIENT COMPUTER SYSTEM / OLD GAME GRID

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

78   EXT.   MEMORY LEAK TUNNELS

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

79   INT.   ANCIENT COMPUTER SYSTEM LABYRINTH

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

                    X-TAKK SPECIALIST
            The invader Tron crashed here.

Plexor surveys the place.

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

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

A trail of code BURNS HOT NEON GREEN.

                    PLEXOR
            That way!

80   EXT.   CLASSIC DATA HUB CITY

X-Net Cruisers crash the city. Programs scatter.

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

                    PLEXOR
            Down *there.*

Cruisers deploy DE-REZZ BEAMS, slicing open structures.

                                        (CONTINUED)

80   CONTINUED:

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

81   INT. FIGHTER HIDE-OUT

CRASH!

Walls slice and crumble -

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

Plexor emerges from Lead Cruiser.

Stops. Looks.

The place is empty.

Not a fighter in sight.

                    PLEXOR
          Fan out! Search every buffer and
          cache!

                    RUSH (O.S.)
          Hey! *Down here!*

                    KROD (O.S.)
          Get us out of here!

82   INT. JAIL BLOCK AREA

Plexor and X-Takks hustle down, finding:

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

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

                    KROD
          Dude, are we glad to see you!

                    PLEXOR
          You destroyed Tron.

                    RUSH
          Yes... Where is Mega?

                    PLEXOR
          She's not with you?

                                        (CONTINUED)

82   CONTINUED:

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

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

                          KROD

              Right.

                          PLEXOR
                  (duped)
              She contains sensitive data. Flynn
              cannot be allowed to hack her.

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

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

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

X-Takk Prisoners are confused.

                          PLEXOR
              Then... Why were you imprisoned?

                          X-TAKK

              Ambush!

Fighters POUNCE, throwing disks -

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

                          PLEXOR
              Delete them all!

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

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

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

83   INT.   FIGHTER HIDE-OUT ASCENSION SHAFT

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

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

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

84   INT.   FIGHTER HIDE-OUT MAIN ARENA

                        PLEXOR
                  It's a TRAP!

X-Takk Troops react, bolting for their Cruisers.

Floor circuits ACTIVATE - X-Takks ZAP and FREEZE.

Fighters appear from all directions.

Disks fly -

X-Takks wield stout MAZER weapons -

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

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

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

UPPER LEVEL:

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

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

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

                        FLYNN
                  Arrrgghhh!

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

                                                    (CONTINUED)

84   CONTINUED:

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

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

85   INT. FIGHTER HIDE-OUT MAIN ARENA

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

86   INT. JAIL BLOCK AREA

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

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

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

                    KROD
          Thanks.

                    RUSH
          I'll never let you forget it.

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

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

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

87   INT. FIGHTER HIDE-OUT / MAIN HALL

Plexor hurls DEATH DISK, takes out Fighters.

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

88   INT. FIGHTER HIDE-OUT / MAIN HALL

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

                                              (CONTINUED)

88   CONTINUED:

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

Cruiser implodes.

                        KROD
             Awesome! Can I do one?

Rush spots Plexor heading to upper levels. He pursues.

89   INT. FIGHTER HIDE-OUT / UPPER LEDGE

Flynn and Mega help corrupted Fighters toward the bridge.

                        MEGA
             Quick. *This way.*

WHAM!

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

Mega and Flynn spin to see:

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

                        PLEXOR
             Mega, move aside! I will finish
             him!

Instead, she shields Flynn's body.

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

Sinclair's circuits snap with rage.

                        PLEXOR
             *What programming has he installed
             in you??*

                        MEGA
             Flynn! Go with the others! *Run!*

                        FLYNN
             I'm not leaving you with this phreak.

Plexor brings back his DEATH DISK.

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

                                              (CONTINUED)

89   CONTINUED:

                              FLYNN
                    Plexor, get over the control thing.

Plexor readies his disk to FIRE -

                              RUSH
                    Drop the disk!

He pivots, hurls Death Disk at Rush.

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

                              FLYNN
                    I'll be damned.

                              MEGA
                    Rush?!

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

Death Disk slices walls, arcing back toward Plexor -

Rush LEAPS at Plexor.

BLANG!

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

                              RUSH
                    ARRGH!

Plexor considers Rush, astonished by his audacity.

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

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

                              PLEXOR
                    Raagghh!

X-Takks hustle in with hefty NEGABYTE BLASTERS.

                              FLYNN
                    Rush! This way!

Flynn, Mega and Flynn dash across the bridge.

                                                        (CONTINUED)

89   CONTINUED: (2)

                         PLEXOR
                    Delete them!

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

90   EXT. FIGHTER HIDE-OUT / DATA PIPE

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

                         BOOLE
                    This way! Down the pipe!

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

Flynn and Mega have a breathless moment to consider Rush.

                         MEGA
                    He's better than I thought.

                         FLYNN
                    He's been sent for a reason.

                         MEGA
                    What reason?

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

Mega struggles to compute.

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

                         RUSH
                    Mega! Quick! Jump!

But she hesitates -

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

Rush tumbles down the flume, glancing back to see:

Mega, hauled away by X-Takk Troops.

                         RUSH
                    MEGA!!!

90   CONTINUED:

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

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

91   INT. FIGHTER HIDE-OUT / MAIN HALL

Bashed and ruined, littered with fallen Fighters.

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

X-Takks bring Mega to their leader.

                    X-TAKK 1
              We got her!

Mega stands defiant.

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

                    PLEXOR
              You committed a fatal error.

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

                    PLEXOR
              Their strategies and tactics lie
              encrypted in her memory. *Bring her!*
              I will hack from her what I need.

92   INT. DATA PIPE NETWORK

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

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

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

Boole surfs around them, heading into a squirrely curve.

                    KROD
              AWWWWWWW!

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

                                        (CONTINUED)

92   CONTINUED:

                              RUSH
                    Shove it! Go!

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

                              KROD
                    I remember now! Nothing to it!

                              RUSH
                    Check it out!

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

                              BOOLE
                    Look out!

                              RUSH
                    What?

                              FLYNN
                    TURN AROUND!

Rush and Krod crane around to see:

DATA PIPE spills into a massive DATA FLUME.

                              RUSH & KROD
                    AHHHHHHHH!

93   EXT. DATA FLUME

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

Flynn and Fighters expertly surf huge waves.

94   EXT. DATA BUFFER SHORE

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

                              KROD
                    I'm cool. Not a problem.

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

Rush gets to his feet, head spinning.

                              RUSH
                    They took Mega.

                                                    (CONTINUED)

94   CONTINUED:

                        FLYNN
               She can handle herself for a while.

                        RUSH
               How do we attack Plexor next?

Flynn sizes up his new convert.

                        QUANTZ
               You're with us now?

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

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

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

                        FLYNN
               All at the same time.

                        RUSH
               I'm there. Krod too.

                        KROD
               Say what?

Flynn accepts a handshake from Rush.

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

                        BOOLE
               There is one possible route.

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

95   EXT. TRANSITION INTO DARK ZONE

Group sets out across a vast region of unpowered circuitry.

96   EXT.   SECRET X-NET PROCESSOR

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

                         FIGHTER 1
                We gave it everything.

                         FIGHTER 2
                Interface. We can resist.

                         FIGHTER 3
                Interface.

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

97   INT.   REAL WORLD - NIGHT

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

Web ads sell the virtues of X-Net.

98   INT.   REAL WORLD - FACTORY FLOOR - NIGHT

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

99   INT.   REAL WORLD - AIRLINER COCKPIT - NIGHT

Pilots react: Navigational instruments glitch and fail.

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

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

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

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

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

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

                                                  (CONTINUED)

101   CONTINUED:

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

                         PLEXOR
              Is completion on schedule?

                      X-NET BUILDER BOSS
               On schedule.

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

Plexor accelerates, relishing the thrill of unchecked power -

102   EXT. X-NET ARTERIES - VARIOUS

Plexor's Cruiser speeds through a new, as-yet unused X-Net
switching station. It's heavily secured. X-Takk troops
defer to their supreme leader.

Plexor veers onto a proprietary side-route, bound for:

103   EXT. X-NET CENTRAL SERVER

Firewall apertures cool, anticipating Plexor's arrival.

Encryption portal opens.

Plexor's Cruiser glides in.

Portal closes.

Firewalls reactivate, blazing red-hot, sealing the fortress.

104   INT. X-NET CENTRAL SERVER

Towering corridors. Powerful armored X-Takk Guards stand in
pairs at every portal, corner and column.

Plexor strides past, steps into a special GATE. Data beams
react with his circuitry. Encryption key resolves.

Gate opens.

105   INT. PROGRAMMING CHAMBER

Plexor strides across the spare, sleek space.

On a slab lies Mega, radiated from above by READER BEAMS.

                                              (CONTINUED)

105   CONTINUED:

Plexor considers her glowing body circuits. Studies emerging
data patterns.

Satisfied, he halts the process. Beams go dark.

>   PLEXOR
>   Boot up.

Mega awakens, sits up. She sees the device, then Plexor.

>   MEGA
>   You treat me like I've been corrupted.

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

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

>   PLEXOR
>   How long have you known Flynn?

>   MEGA
>   Enough time to gain his trust.

>   PLEXOR
>   Your behavior was highly authentic.

>   MEGA
>   To *him*. It had to be.

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

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

Her eyes lock on him. He is satisfied.

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

>   MEGA
>   Users do not exist.

>   PLEXOR
>   You have seen nothing to make you
>   doubt this?

                                                          (CONTINUED)

105   CONTINUED: (2)

                         MEGA
                Nothing.

                         PLEXOR
                They possess no powers beyond those
                of routine Programs?

                         MEGA
                I have no knowledge of such powers.

She steps down. They walk out of the chamber.

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

                         MEGA
                Yes. And Rush will fight by his
                side.

                         PLEXOR
                Where will they strike?

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

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

They pass through the gate, arrive in the corridor.

                         MEGA
                Have you further instructions for
                me?

                         PLEXOR
                None for now. But stay close.

They lock gazes. Barcode data surges between them.

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

                                                      (CONTINUED)

105   CONTINUED: (3)

                         MEGA
              All events remain under your control.

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

106   INT. PLEXOR'S CPU

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

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

107   EXT. DARK ZONE

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

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

Rush hears something and pulls the group behind cover.

                         RUSH
                    Over there!

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

                         KROD
              Those Programs think they're just
              being transferred!

                         RUSH
              Can we take out those X-Net guys?

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

From another direction appear two Code Monkey Programs.

                         CODE MONK B3T
              Flynn! Down here!

                         FLYNN
              BT! JR!

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

                                                      (CONTINUED)

107   CONTINUED:

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

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

                         CODE MONK J2R
              Come. There is much to report!

         They head down into:

108   INT. LAST FIGHTER CACHE

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

                         CODE MONK N1J
              Greetings.

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

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

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

                         FLYNN
              Excellent. Let's see.

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

                         KROD
              I've seen that somewhere.

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

                         FLYNN
              Good eyes. We've got Mole Programs
              who score chunks of Plexor's personal
              code anywhere they can find it.
              These guys fit the pieces together.
                         (MORE)

108   CONTINUED:

                         FLYNN (CONT'D)
                    It can take a quadrillion
                    combinations.

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

                         FLYNN
                    How many of you crashed?

Heads shake somberly.

                         FLYNN
                    The Teraflop Boys?   Algebrat?

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

                         FLYNN
                    Oh *Geez.*

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

                         FLYNN
                    Time is running out!

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

                         KROD
                    Yow. I get tired just *watching* these
                    dudes.

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

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

                         CODE MONKS
                         (unison)
                    That's incongruous.

                         RUSH
                    If I'm wrong, ding me.

                         FLYNN
                    What have we got to lose? Try it.

Code Monkeys place the square on top of the pyramid.

                                                    (CONTINUED)

108   CONTINUED: (2)

Bingo.

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

                         FLYNN
                Not bad.

                         KROD
                Good thing you didn't terminate us.

                         RUSH
                How do we use this thing to shut
                down Plexor?

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

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

                         FLYNN
                Yep. We've got *one shot*.

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

                         GROUP
                Yes! Take out Plexor's central
                server!

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

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

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

                         CODE MONK N1J
                We can take it!

                         CODE MONK J2R
                Hit Plexor where he lives!

                                                     (CONTINUED)

108   CONTINUED: (3)

                         FLYNN
              Even with this key, it won't -

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

                         BOOLE
              Shut him down forever?

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

                         RUSH
              Of course we can.

Flynn forces a smile.

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

109   INT. ENCOM ADVANCED RESEARCH LAB - MOMENTS LATER

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

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

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

                         MEG
              What?

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

                         MEG
              But Rush would have no way to return!

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

                                              (CONTINUED)

109   CONTINUED:

                              MEG
                  Well -

                              SINCLAIR
                  Meg... I'm not asking.

                              MEG
                  I understand.

He shoots a look and exits.

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

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

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

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

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

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

Flynn sits nearby, trying to patch his corrupted leg.

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

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

                              RUSH
                  Do they have any idea our world
                  exists? Do they understand what a
                  User is?

                              FLYNN
                  Programs once connected freely with
                  their Users. But Plexor shut down
                  the I/O ports, severing all links.
                  He controls all contact with the
                  world we once knew. Programs operate
                  on his instructions or none at all.

                                                        (CONTINUED)

110   CONTINUED:

                         RUSH
                Or yours.

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

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

Flynn lays a somber gaze on his eager Fighters.

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

                         RUSH
                What do you mean?

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

                         RUSH
                But... Meg said -

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

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

                         RUSH
                Oh*, man.*

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

                         RUSH
                Why didn't you tell anyone it was
                this bad?

Flynn looks at his leg. Then at Rush.

                         FLYNN
                Rush. I think Meg suspects the truth
                about Sinclair.
                         (MORE)

110   CONTINUED: (2)

                         FLYNN (CONT'D)
                That's why she sent you here. She
                knew you're the one guy who could
                find out.

                         RUSH
                I thought she hated me.

                         FLYNN
                She believed in you more than you
                believed in yourself.

It sinks in. Wow.

                         RUSH
                Do we really have a shot at winning
                against Plexor?

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

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

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

                         RUSH
                Sounds dangerous.

                         FLYNN
                Sometimes you've got to trust the
                bigger plan.

Krod and Fighters approach.

                         CODE MONK J2R
                Ready to rock and roll.

                         FLYNN
                Guys... Rush is right about our
                final attack. If we've only got one
                shot, we should go for Plexor's
                central server. If we insert the
                hologon key in the main power supply,
                we can trigger a meltdown. Plexor
                will be have his best troops standing
                in our way.
                         (MORE)

110   CONTINUED: (3)

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

He takes up Tron's dark disk.

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

He extends the disk to Rush.

                         FLYNN
                    You.

                         RUSH
                    Uhhh, I don't think so.

                         BOOLE
                    It could mean the difference between
                    winning and losing.

                         KROD
                    Hey, *I'll try.*

Rush holds off Krod, takes the disk.

                         RUSH
                    What do I do - ?

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

                         RUSH
                    Yow!

He buckles and shakes. Hands zapping. Knees trembling.

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

Rush clenches teeth, concentrates. Grips the disk.

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

                         KROD
                    Awesome, dude! Don't let go!

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

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

                                                      (CONTINUED)

110   CONTINUED: (4)

                    KROD
              HE DID IT!

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

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

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

                    KROD & FIGHTERS
          YES! Excellent move, dude!

                    RUSH
          It feels... *Awesome.*

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

He cocks his disk and THROWS.

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

Rush looks worried for a second, ready to duck -

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

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

                    RUSH
          Oh man, this is *good.*

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

                    KROD
          Awwwww! Where can I get one of those?

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

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

                                          (CONTINUED)

110   CONTINUED: (5)

                         BOOLE
              It's for real, Quantz.

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

111   INT.   X-NET CENTRAL SERVER - MAIN HALL

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

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

       Widen to reveal:

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

112   INT.   PLEXOR'S INNER SANCTUM

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

       A RUBY BEAM converges off her disk, reaching skyward.

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

       Meg and Dewey work to dismantle the lab.

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

                         MEG
              Dewey. This your idea of a joke?

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

                         PLEXOR
              Cybavor programming complete?

                         X-NET SPECIALIST
              Yes.

                                                      (CONTINUED)

114   CONTINUED:

                         PLEXOR
                Demonstrate.

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

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

Plexor nods.   X-Net Specialist activates.

Cybavor comes alive.   Circuits RAGING.   Eyes pulsing.

Plexor summons an X-Net Worker Drone.

                         PLEXOR
                Install yourself over there.

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

                         PLEXOR
                Attack!

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

And *DEVOURS HIM* mercilessly.

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

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

                         PLEXOR
                End routine.

Cybavors sit.

                         PLEXOR
                Elegant.

Surveying his perfect defenses, he notices one thing missing.

                         PLEXOR
                Where is Mega?

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

                         PLEXOR
                Download forces.   Await my command.

                    X-NET SECURITY LEADER
                Download!

114   CONTINUED: (2)

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

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

115   EXT. X-NET CENTRAL SERVER

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

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

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

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

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

                    RUSH
          Don't take this the wrong way.

                    KROD
          Don't drop me.

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

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

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

X-Takks patrol below, pausing to gaze up.

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

At last, X-Takks move on.

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

Krod stabilizes, looks around.

                    KROD
          Yeah, I recognize this place. *I
          know where everything is!*

                                                        (CONTINUED)

115   CONTINUED:

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

116   EXT. DATA NEXUS / CENTRAL SERVER PERIPHERY

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

                         FLYNN
                Rush, *up there.* See it?

Rush leaps to a high circuitry nexus.

                         RUSH
                I hope you're right about Mega.

Rush touches circuitry, energizing it with data.

Mega's image appears in circuitry energy patterns.

                         MEGA
                You. *Where is Flynn?*

                         RUSH
                We're all here.

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

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

117   INT. X-NET CENTRAL SERVER / CIRCUITRY

Mega watches glowing circuity image of Rush.

                         RUSH
                We got it.

                         MEGA
                Hurry.

She deactivates. Rush's image vanishes.

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

Bumps smack into:

Plexor.

Flanked by his two snarling Cybavors.

                                              (CONTINUED)

117   CONTINUED:

                         PLEXOR
                You contacted them.

                         MEGA
                Yes.

                         PLEXOR
                And?

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

                         PLEXOR
                Perfect. We will be waiting.

118   EXT. X-NET CENTRAL SERVER

        Patrols of X-Takks pass.

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

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

                         FLYNN
                This is all yours, Rush.

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

                         FLYNN
                Go! Quick!

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

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

                         RUSH
                No sweat.
                    (to himself)
                OUCH.

                         CODE MONK N1J
                That way to the portal!

                         RUSH
                Let's do it.

                                                        (CONTINUED)

118   CONTINUED:

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

119   INT. X-NET CENTRAL SERVER

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

A Cybavor growls at Mega. She growls back.

                    MEGA
          There it is. That's the portal.

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

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

X-Takks come from all directions, all levels.

120   EXT. X-NET CENTRAL SERVER

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

                    FLYNN
          Something's up.

                    RUSH
          Keep moving.

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

                    BOOLE
          Portal 4786324BXY. This is it.

Flynn withdraws the HOLOGON.

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

Rush takes the hologon, stows it.

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

                                              (CONTINUED)

120   CONTINUED:

                         KROD
          Oh *man*, I think I'm leaking.

                         RUSH
          Krod. You'll do great.

                         KROD
          Think so?

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

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

                         RUSH
          Yeah man?

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

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

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

                         BOOLE
          Obsolete?

                         RUSH
          Heroes.

                         KROD
          Cool.

                         CODE MONK B3T
          I'm ready.

                         QUANTZ
          Let's do it.

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

121   INT.   X-NET CENTRAL SERVER

        X-Takks stand thick, weapons pointed at the closed aperture.

        Plexor marks time. Cybavors poise to attack.

        Mega, emotions rising, takes a step back.

122   EXT.   DARK PORTAL

        Flynn falters on his wounded leg. Fighters steady him.

        Rush steps forward, places a hand on the semispheric aperture.
        Mechanism activates.

123   INT.   PORTAL

        Plexor tenses, eager for the slaughter.

        X-Takks cock weapons, take careful aim.

124   INT.   DARK PORTAL

        Flynn, Code Monkeys, Quantz, Boole, Krod...   Gathering near
        Rush -

        PORTAL OPENS AROUND THEM, revealing a stunning view of:

        The inside of the fortress...

        Not an X-Takk in sight.

                                KROD
                        Nothing to it.

        Rush leads group inside.

125   INT.   "EXECUTION PORTAL"

        Plexor grows impatient. Senses trouble.

                                PLEXOR
                        OPEN IT! *OPEN FIRE!*

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

        X-Takk Patrol. Charging in from outside.

        No fighters in sight.

                                                        (CONTINUED)

125   CONTINUED:

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

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

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

                    PLEXOR
          CEASE FIRE!

They do so, instantly.

Plexor fumes.

                    PLEXOR
          You've been tricked!

He spins to find *Mega gone.*

                    PLEXOR
          Mega has betrayed me for the last
          time! *She is with the fighters!*
          Find them! *CRASH THEM ALL!*

126   INT. X-NET CENTRAL SERVER

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

                    MEGA
          Flynn! Keep moving! This way!

                    FLYNN
          I'm proud of you, Mega.

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

                    RUSH
          Go, Meg!

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

                    RUSH
          Which way to the power supply?!

                    KROD
              (scanning)
          Ummmm... *That way!*

                                                    (CONTINUED)

126   CONTINUED:

Rush leaps to a high ledge to confirm: Massive throbbing
power supply CORE CUBE lies at the center of the fortress's
concentric squares. High sign to Krod.

>   TRON
>   *You're right! There it is!*

>   KROD
>   *And here they come!*

Rumble precedes: ARMY of X-Takks, coming to get them.

>   CODE MONK J2R
>   *Break out the toys!*

X-Takks are upon them, and the battle is joined.

X-Net disks fly by the hundreds.

Krod and Code Monkeys fire a SQRAM projectile, which opens
mid-air into a super-wide circular magnetic field "net".

SQRAM field sucks in X-Net disk and zaps them to ash.

X-Takks charge.

Rush flips down from above, throws tron-disk -

Disk ricochets of ten X-Takks, mows them down.

Rush retrieves his disk, lands near Krod and Fighters.

>   RUSH
>   Block this choke point, slow them
>   down. Can you guys do it?

>   QUANTZ
>   Not a problem.

He throws his disk behind his back, takes out an approaching
X-Net goon.

Rush hurries away with Mega and Flynn.

Krod, Quantz, Boole and Code Monkeys are besieged by a hundred
X-Takks.

>   KROD
>   *Whoa! Retreat! That way! Keep*
>   *firing! RUN! AHHH!*

Plexor enters the battle arena with his four CYBAVORS. He
scans keenly, then heads off another direction.

127   INT.   X-NET GANTRY / MAIN POWER SUPPLY

Flynn hobbles, helped by Mega. Rush leads them around a
corner, in sight of:

MAIN POWER SUPPLY. Massive reactive CORE CONTAINMENT CUBE.

Rush comes to the edge of a deep, narrow moat. Bottom is a
channel of ROILING, MOLTEN CHROMATIC DATA. No bridges.

                    RUSH
              We have to get across.

RAAAA!!!

Six X-Takks are upon them, disks flying, NegaByte eraser
beams swinging.

Flynn Takes a hit in the chest.

                    FLYNN
              ARRGGHH!

Rush and Mega dodge, fling their disks with lethal accuracy -

X-Takks crash and fall, tumbling into the moat abyss, flashing
as they hit the molten bottom.

128   INT.   X-NET CENTRAL SERVER CORRIDORS

Krod, Boole and Quantz bait a phalanx of X-Takks, Code Monkeys
spring a DEGAUSSING CHARGE, which cuts off a column at the
base. Column tumbles, crashing X-Takks, blocking the way.

High fives among Krod and Fighters.

One Small X-Takk breaks through, ZAPPING through the air,
reforming, ZAPPING CLOSER.

Fighters turn to blast him.

But Krod recognizes the pattern:

                    KROD
              Wait! *I know that dude!*

Quantz stuns an X-Takk Soldier - Code Monkeys hack his X-Net
Armor. Armor powers down, revealing:

                    KROD
              I-beem!

I-beem shakes off his brainwashing.

                                              (CONTINUED)

128   CONTINUED:

                         I-BEEM
               Krod my friend! Who are these guys?!

                         KROD
               We're taking out Plexor. You with
               us or them?

X-Takks attack the group, including I-beem.

I-beem zaps away, reappearing next to an X-Takk. He steals
the X-Takk's NEGABYTE BLASTER and mows down three X-Takks,
saving trapped Boole.

                         I-BEEM
               With you!

I-beem joins Fighters as they press deeper, engaging the
next X-Takk onslaught.

129   INT. X-NET POWER SUPPLY OUTER GANTRY - CONTINUOUS

Rush and Mega haul Flynn along a narrow ledge.

                         FLYNN
               There. You can make it across!

He points to a thin ledge on the other side, far below.

Rush extends his Light Pole to the ledge, moves to gather
Flynn for a vault-crossing.

                         FLYNN
               No, take Mega! I'll stay here and
               run interference.

                         RUSH
               You haven't got a chance by yourself.

                         FLYNN
               Ah, these guys are wimps.

It's bravado: They know his odds are dismal. Flynn slumps
into an alcove, which is only big enough for him. He pulls
a supply of SPIKED MINI-DISKS, ready to defend himself.

                         MEGA
               We're not leaving you.

                         FLYNN
               My body is weak, but my will is
               strong. I promise, no matter what
               they do to me, I'll survive this.
               Trust the bigger plan.

                                          (CONTINUED)

129   CONTINUED:

He's fading fast.

                    MEGA
               But Flynn -

X-Takks attack along the ledge.

                    FLYNN
               GO! *NOW!*

Rush throws his arm around Mega and VAULTS across the moat,
landing on the far side - gaining a slim foot-hold below a
core ENTRY POINT.

Flynn chooses his moment, leans out and throws. His mini
disks take out X-Takks on the ledge. Their bodies tumble
into the moat, flashing as they hit.

Flynn spins, *the wall behind him opens*. At the end of a
square corridor stands:

PLEXOR. Flanked by his four snarling Cybavor beasts.

                    PLEXOR
               Flynn. Your moment of obsolescence
               is upon you.

Across the moat, Rush and Mega climb to the entry point.

Flynn plays for time, stalling Plexor so he doesn't catch
sight of them.

                    FLYNN
               Freedom, Plexor. It's the better
               idea. That's why Mega chose my side.

                    PLEXOR
               If an idea is erased from all memory
               banks, it can be neither good nor
               bad. When each alternative has been
               removed, X-Net will simply BE.

With a hand signal, he commands his Cybavors. They raise
up, poised to attack Flynn.

                    FLYNN
               Crash me. Hack me. Do what you
               want. The yearning for freedom will
               last forever.

                    PLEXOR
               Nice speech... ***USER!***

He flicks a finger. Cybavors gallop at Flynn.

130   EXT.   MAIN POWER SUPPLY CORE - LEDGE

Rush and Mega gain footing at the entry point. They turn at
the sound of DIGITAL SNARLING.

Across the moat, a gut-wrenching sight:

All four Cybavors pounce on Flynn, hurling him off the ledge,
mauling him as they go down, dividing into eight - Plummeting
toward the MOLTEN DATA far below.

Plexor steps out of his corridor, relishing the view: Remains
of fallen bodies FLASH into the inferno.

                    MEGA
          Noooooo!!!

Plexor sees Mega and Rush on the other side.

                    PLEXOR
          Over there! Surround them!

Bridges instantly extend from outer square to CORE CUBE.

X-Takks stream across, firing -

131   INT.   POWER SUPPLY CORE CUBE

Rush and Mega duck inside entry point, pelted by disks.

Before them: A vast, brilliant, energized LATTICE. Power
surges in rings, drawing down huge columns. Every piece of
geometry is based on perfect squares, made of mirror-finished
rare earth elements.

Rush pulls the HOLOGON KEY into view. Facets resonate with
energy patterns like those in the core.

                    RUSH
          We plug this into the control cell,
          X-Net is history.

                    MEGA
          Let's do it for Flynn.

They share a heartbeat of solidarity. Rivalry gone.

X-Takks stream in, firing.

Rush and Mega charge the center, throwing disks, fighting
back-to-back.

                                              (CONTINUED)

131   CONTINUED:

Problem is, ENERGY RINGS move continuously down the columns -
and the columns are spaced close - leaving just enough time
between ring-passes to jump through.

                    RUSH
            NOW!

He and Mega JUMP, nearly raked by down-flowing ENERGY RINGS.

X-Takks fire NEGABYTE BLASTERS - but many of the beams are
caught in the energy flow and sucked away. That's how intense
this place is.

X-Takk Soldier is grazed, stumbles into ENERGY COLUMN. RING
rakes down and ZAPS him nasty - reducing him to bits, sucking
his energy to the levels below.

Rush and Mega encounter oncoming X-Takks - they must split
up. They fling disks, taking out X-Takks, dodging fire -
working their way deeper.

Meg and Rush throw their disks simultaneously. Both disks
score hits, then arc to return.

Rush and Mega catch *each other's disk.* They each look at
the strange disks - it's just not the same. The do a quick
swap and keep fighting.

                    MEGA
            Over there!

The CONTROL CELL. Dead center.

132   INT. CONTROL CELL CHAMBER

Rush and Mega battle off three X-Takks - the way is clear.

Rush leaps, crashes planes of silicon. Stows his disk, pulls
out the HOLOGON.

Spots the control cell's key receptacle - SHAPES MATCH.

Rush moves to insert the hologon.

A DISK STRIKES his arm - HOLOGON flies wild.

                    RUSH
            AAARRGGGHHH!

PLEXOR drops from above, riding an OPTIK SHAFT.

                    PLEXOR
            Where did you get that?! No one
            knows this code but me!

                                        (CONTINUED)

132   CONTINUED:

                              RUSH
                    Your software has the biggest flaw
                    there is, Plexor. You can't see you
                    own mistakes.

Plexor snatches his Death-disk, corners Rush for the kill.

Mega's disk crashes silicon, comes at Plexor - But his
defense field repels it. He slams it aside and it's raked
away by downward flowing energy rings.

Rush DIVES at PLEXOR. He's like a statue. But this time
RUSH holds him and infuses tron-energy, breaking down Plexor's
defense field, eating into his body circuits. It's fractal
zapping fireworks - evenly matched foes battling face-to-
face.

                              RUSH
                    Do it Mega!

Mega scoops HOLOGON off floor, makes for CONTROL CELL -

Plexor's hand shoots out, GRABS HER, stops her like iron.

Plexor exerts his power, holds Rush and Mega by the throats
with his two hands, backing them toward a surface ripping
with HOT ENERGY RINGS.

Rush and Mega struggle, an inch from death -

ZAAAAAA -

Plexor stops, annoyed. Turns and sees:

Krod, Fighters and I-beem have arrived, firing blasters at
Plexor's SPINAL NEXUS. It hardly makes a dent, but it creates
a fleeting opportunity for Rush -

Rush ducks forward, SHOOTS his disk off his back, smacking
Plexor in the throat. Mega falls clear -

Rush hurls Plexor against energy rings - Energy rakes down
his body, but he fights the effects an DOES NOT MELT DOWN.
He step away, shakes off the damage, retrieves his disk into
a hand.

Mega snags the hologon -

                              MEGA
                    RUSH!

She tosses it to Rush, who's already airborne -

Rush catches hologon, sails to the control unit -

                                                    (CONTINUED)

132   CONTINUED: (2)

Jams hologon into its receptacle.

Plexor cocks his death disk, EYES FLASH ELECTRO-PSYCHOSIS -

Hologon REACTS with CENTRAL CELL -

Shockwaves RADIATE -

Energy rings go dim, then dark -

Silicon shatters to ash -

X-Takks power down. X-Net armor de-rezzes, leaving innocent
civilian Programs. They shake off the mind-control and rise
unshackled.

And Plexor, like all things X-Net, chatters and glitches.
His code erodes, his bits darken, the fiber of his being
erodes from inside.

                         MEGA
                 Now who's obsolete?

Rush executes a final leap, extending his feet for the final
blow, straight at Plexor - CRASH - shattering him to bits.

Rush finally breathes. Sees I-beem, Krod, Quantz, Boole,
Code Monkeys.

                         RUSH
                 Thanks guys.

                         KROD
                 I'll never let you forget it.

Boole tosses Rush his tron-disk.

133   EXT. CYBERSPACE VISTA POINT

Rush, Mega, Krod, I-beem, Fighters and liberated Programs
stow disks and step to a high vantage point.

Before them expands a vista of cyberspace.

Power-down of X-Net radiates in all directions, leaving
everything else intact. Beautiful, exotic old data networks
instantly begin to regenerate into the open space.

                         MEGA
                 We're free. *At last we're free.*

134   EXT.   X-NET GRAND OPENING CEREMONY - MORNING

Sinclair commands the podium:

                         SINCLAIR
                In a world exposed to increasing
                data corruption, I hereby switch on
                the first global network offering
                100% guaranteed data security.
                Flawless performance, zero downtime.
                The world works hard, the world
                deserves...

He throws a switch. HUGE monitors blaze with X-Net logos
and graphic portals. Countdown 3,2,1...

                         SINCLAIR
                X-NET!

CROWD CHEERS. MEDIA BUZZES...

X-Net instantly CRASHES. All screens jam, glitch and DIE.

Crowd is stunned. Sinclair is mortified.

135   EXT.   CYBERSPACE VISTA POINT

Krod, I-beem, Boole, Quantz and Code Monkeys CHEER.

Mega embraces Rush. Energy sizzles between them.

                         MEGA
                I underestimated you. Thanks.

She presses her lips to his. It's electric.

                         KROD
                   (to I-beem)
                You knew she always liked him.

                         CODE MONK B3T
                Is she pinging his EPROM?

                         CODE MONK J2R
                I can't see from here.

But out of triumph, *a sudden concern* -

Rush's body shoots DATA ENERGY into Mega, into ground
circuits... Lightshow overload intensifies and spreads.
Mega backs away in pain.

                                                     (CONTINUED)

135   CONTINUED:

                              RUSH
                    Whoa, ouch, what? *Ahhhhh!*

                              MEGA
                    Rush, what is it?

        Rush's body DRAINS AWAY into the energized circuitry.

                              RUSH
                    Guys! Mega! NOOO!

        He reaches a hand to Mega. PAIN ENERGY ZAPS her, but she
        clasps his hand anyway...

                              KROD
                    Help him!

        Code Monkeys attempt desperate measures, but soon it's over.

        Bits of Rush dissipate into surrounding circuitry, then BEAM
        SKYWARD in blazing curtain, like a quantum aurora borealis.

        Mega is left with a handful of nothing.

                              QUANTZ
                    It's the way it should be.

                              BOOLE
                    He's going back to the place he
                    belongs.

136   EXT. CYBERSPACE TRANSITION

        Rush's energy body hurls across cyberspace.

        Bits streak, light bends -

137   INT. ENCOM ADVANCED RESEARCH LAB - NIGHT

        Rush materializes in the target chair. Human flesh, real
        clothes. Same as the moment he left.

        He bolts up, realizes where he is. Looks at his hands.
        Sees Jo-jo the rat staring at him.

        Meg and Dewey hurry over to unstrap Rush. Meg holds his
        hands, checks the integrity of his body.

                              MEG
                    Rush. You made it!

137   CONTINUED:

                              RUSH
                    Like a bad cold, I'm always coming
                    back.

                              VOICES
                    He made it! Rush! You okay?!

Rush looks around. Miles ("Krod") and a group of oddly-
familiar Co-WORKERS. People who look just like I-beem,
Quantz, Boole and the Code Monkeys.

                              RUSH
                       (double-takes on Meg)
                    I met a program you wrote. She's
                    just as incredibly beautiful and
                    confusing as you.

                              MEG
                    I know. Mega told me all about what
                    you did in there.

                              RUSH
                    She gave you my coordinates. That's
                    how you uploaded me?

                              MEG
                    Yes. Your coordinates... *and his*.

They look across the room.

At the control console stands a MAN with his back to us.
He's curiously examining Meg's equipment.

                              THE GUY
                    She's done an amazing job here, Rush.

He turns. It's FLYNN. In the flesh. Leg healed.

                              RUSH
                    Flynn!

                              FLYNN
                    I told you to trust the bigger plan.

                              MEG
                    I'd come to suspect Flynn was alive,
                    inside. But I had no way to know
                    for sure.

                              FLYNN
                    You picked the right guy to send in.

137   CONTINUED: (2)

                              MEG
                    Working down here, I became convinced
                    someone tried to murder Flynn. But
                    the only person I could confide in
                    was the guy I suspected most.

Elevator opens.

Sinclair charges in, furious. Trailed by SECURITY MEN.

                              SINCLAIR
                    What are you people doing down here!?!
                    Get back to work! X-Net has CRASHED!
                    We'll all be ruined!

                              FLYNN
                    Speak for yourself, Sinclair.

Sinclair wheels to see Flynn: Alive, standing in front of
him. Trapped by the ugly truth, Sinclair turns rage on Meg.

                              SINCLAIR
                    I ordered you to destroy this
                    equipment!

Rush gets in Sinclair's face.

                              RUSH
                    Hey, jerk, she doesn't do your dirty
                    work. Neither do I. Not anymore.
                    You lied to me, *to all of us.* You
                    want to deal with somebody? *I'm the*
                    guy who crashed X-Net.

Sinclair goes for Rush. Rush delivers a solid punch.
Sinclair grabs his bloody nose.

                              SINCLAIR
                    You're fired, *everybody get out.*

                              FLYNN
                    No, Sinclair. I'm back. And I'm
                    the boss again. *You're fired.* Not
                    only are you fired, you're going to
                    have a lot of explaining to do to
                    the SEC, the Justice Department and
                    the FBI.
                         (to SECURITY MEN)
                    Hold him until the police get here.

                              SECURITY MAN 1
                    Yes Sir, Mr. Flynn.

SECURITY MEN haul out Sinclair.

137   CONTINUED: (3)

Flynn addresses the group.

                    FLYNN
          X-Net is dead. But Encom lives.
          We're going to bring this company
          back to its place as the leader in
          finding the next big thing. I'll
          need to be free to do the dreaming.
          So, effective immediately, I'm
          appointing two bold, bright,
          courageous people to head worldwide
          operations.

He presents Rush and Meg. They're stunned.

                    FLYNN
          You both earned it.

                    RUSH
          Cool.

                    MEG
          I love it.

                    RUSH
          We'll take it.
              (to Miles - "Krod")
          You get a division to run.

                    MILES
          Yes.
              (to Phlegman)
          Does that mean a bigger cubicle?

Cheers all around. Flynn approaches Rush and Meg.

                    FLYNN
          Put on some coffee. You two are
          going to be putting in a lot of
          overtime together.

Meg turns to Rush.

                    MEG
          Do you remember how, along time ago,
          you used to give me a professional
          congratulatory peck on the cheek?

Rush goes for the lips.

                  THE END