

ALIAS

(FIRST DRAFT)

"SHATTERED GLASS PT. II"

WRITTEN BY

TENDERBEAR

ACT ONE

FADE IN:

INT. CIA COMPLEX - MORNING.

The workers in the CIA are up to their usual tasks: filing papers, walking, and working at their desks.

SYDNEY runs into the frame.

SYDNEY
(shouting)

Dixon!

She runs across the main floor. Workers look up at her as she runs by them.

SYDNEY
Dixon!

Seeing that he does not hear her, she runs into Dixon's office. He is sitting at his desk.

SYDNEY
Dixon.

DIXON stands up from his chair, a worried look on his face.

DIXON
Sydney! What is wrong?

SYDNEY
We must evacuate! We have to get out
of here!

Dixon walks towards Sydney as she remains in a state of panic.

DIXON
Now let's calm down, Sydney.
(beat)
Why do we need to evacuate?

SYDNEY
Sark knows the location of the
operations base! He could do something!
(beat)
We know what he's capable of! What if
he attacks--

Dixon is not showing any sign of worry. Sydney is surprised.

SYDNEY
Are you processing what I am saying?
A terrorist knows the location of the
CIA's secret operations base! Does that
not hold up little red flags in your
head?

Dixon's look is unchanged.

DIXON
Come on, Sydney.

Dixon opens the door.

DIXON
Let's take a walk.

He motions for Sydney to follow him back out into the main area
of the complex and we

CUT TO:

Dixon and Sydney are slowly walking across the floor.

DIXON
Sydney, this may come as a surprise
to you, but I as well as all other
intelligence directors are fully
aware that Sark knows the location
of our operations base.

Sydney looks puzzled.

DIXON
He knows where to park, where to

enter...

They stop and Dixon turns to Sydney.

DIXON
He even has his own keycard.

Sydney continues to be perplexed.

DIXON
For the past few months Sark has been working on our side-- as a double agent in the Covenant.

Sydney looks down and sighs.

SYDNEY
I do not believe this.

DIXON
Sydney--

SYDNEY
(raising her voice)
Just a few hours ago, Dixon, Sark had a gun pointed right at my head, and I know, for a fact, that he would have *loved* to pull the trigger.

DIXON
Sydney.

SYDNEY
For years we have been pursuing Sark who has over and over again deflected our attempts the end the evils in this world. He has stolen from us, killed our men, tortured my friends!--

DIXON
If you'd just listen--

SYDNEY
(angered)
No, Dixon! I will not just listen! Sark is a terrorist.
(beat)
He was a terrorist and all he'll ever be is a terrorist.

(beat)
It ends at that!

Sydney begins to walk away.

DIXON
Sark just saved your life!

Sydney stops.

DIXON
Didn't he?

Sydney turns and walks back up to Dixon.

SYDNEY
Sark *may* have saved my life *today*. But
don't think he won't try to claim it
tomorrow.

Dixon begins to answer when JACK walks up to him.

JACK
Everything went well at the raid. Mr.
Vaughn is secured.

Sydney looks from Dixon to Jack, looking very concerned.

SYDNEY
What do you mean "Vaughn is secured?"

JACK
Sydney. We found evidence that important
information was compromised to an enemy
party from Michael Vaughn's computer
and cell phone.

Sydney stares at Jack in disbelief.

JACK
He is being contained for questioning
in the cells.

Sydney sighs and looks up at the two men.

SYDNEY
(angry)
Has everyone lost their minds here?
(beat)
I mean, first we trust a terrorist who should

be thrown behind bars for the rest of his life with important CIA tasks, and now *Vaughn*, a loyal, hardworking member of our agency is the one in cuffs?

She turns to Jack with a stern look on her face.

SYDNEY

Dad. You and I both know that there is no way that *Vaughn* is working with the enemy!

Jack does not reply.

SYDNEY

Dad?!

Dixon looks at a shaken and upset Sydney.

DIXON

Vaughn will be treated like anyone else accused of a crime: Held in custody until he is questioned and found to be innocent.

(beat)

Sydney, we found some very startling evidence among *Vaughn's* belongings. He may not be who we think he is.

SYDNEY

You're wrong--

DIXON

He has motives.

(beat)

His father died under the eye of the CIA. This could be his way of reprising the deed.

Dixon walks off. Sydney remains shocked and upset as we

CUT TO:

INT. CELLS OF CIA - MORNING.

SLOANE is in his cell, sitting on his bed and reading a book. *VAUGHN*, escorted by two *GUARDS*, enters the frame. They open the cell next to *Sloane* and place *Vaughn* in it. One of the guards closes and locks the door. They leave. *Vaughn* sits down on his cot, his head in his arms. *Sloane* gets off of his bed and walks up to the bars closest to *Vaughn*.

SLOANE

Now *this* is a surprise!

Vaughn lifts his head up and takes a deep breath.

SLOANE

You know, Mr. Vaughn. You must be the last person I expected to see in jail...

(beat)

And put there by the CIA too?

Vaughn does not look at Sloane. He is obviously very angry and confused.

SLOANE

Now what does a respected CIA officer have to do to end up in federal prison?

VAUGHN

I-- Did-- Nothing!

SLOANE

Well!

Sloane goes back over to sit on his bed.

SLOANE

Good luck convincing the CIA to take your word.

Sydney quickly walks into the frame and up to Vaughn's cell. Vaughn looks up and immediately gets up to come meet her at the bars.

SYDNEY

Oh God...

She holds up her hand and he rests his in hers.

SYDNEY

Don't worry, Vaughn. I'll sort all this out.

(beat)

I'll get you out of here.

VAUGHN

I was taken from my own home, Sydney. They think I am the mole!

(beat)

They think I'm Covenant!

SYDNEY

Somebody set you up, Vaughn!

She leans in closer to him; both are upset. They whisper.

SYDNEY

They found evidence among your things.
They're going to use it against you.

VAUGHN

What do I do?

SYDNEY

I tried talking to Dixon.

(beat)

I tried... talking to my father.
Neither are willing to hear me out.

Vaughn looks down and sighs, he then looks back up at Sydney with a longing look in his eyes. They continue to whisper.

VAUGHN

Sydney.

SYDNEY

Yes.

VAUGHN

There's something you need to know.

SYDNEY

What it is, Michael?

He leans in even closer.

VAUGHN

Lauren said that the NSC was sending her to London two days ago. I took her to the airport, we waited to get tickets. She insisted that I waited across the floor by the benches...

Sydney does not see where he's going.

SYDNEY

What happened?

VAUGHN

I didn't wait over by the benches.
(beat)
And she didn't buy a ticket to
London.

Sydney looks puzzled.

SYDNEY
What did she do?

VAUGHN
She bought two tickets to the Zurich
airport.

Sydney still doesn't get it.

VAUGHN
Lauren was in Iceland two days ago.
The same day and time you were.

SYDNEY
What are you saying?--

VAUGHN
I think that Lauren is the--

Dixon walks into the cell area and interrupts the two.

DIXON
Sydney! We need you in the briefing
room.

She looks his way, waiting for him to leave. He doesn't.

DIXON
Are you coming?

Sydney looks back at Vaughn with a disappointed look and follows
Dixon out of the cell area.

CUT TO:

INT. WAREHOUSE - NIGHT.

A group of MEN are standing around one HEAD MAN who is walking
back and forth.

HEAD MAN
Gentlemen. I'm so glad you are all here.
(beat)

Then again, if you weren't, we'd probably remove your toes.

The men remain silent, looking at the head man.

HEAD MAN

Agent Sydney Bristow of the CIA took our operations manual.

(beat)

We are going to take it back.

He paces across the group of men.

HEAD MAN

But do not think she will not pay.

He stops and turns to the men.

HEAD MAN

I want her dead, and I want the Scout Novel back to me by tomorrow at sunrise.

He walks over to the other side of the group and smiles.

HEAD MAN

Let the games begin.

We see the group of men set out. We see some get in cars and some go by foot. Two helicopters trail the cars and men on foot.

CUT TO:

INT. CIA BRIEFING ROOM - MORNING.

Dixon is standing in the center of the room with Sydney, Jack, WEISS, and MARSHALL seated around him.

DIXON

Intel found in the Scout Novel has led us to believe that the Covenant is in the process of uncovering Rambaldi's greatest work ever.

We see that Sydney is still angered. She does not give eye contact to Dixon.

DIXON (OS)

We also know that further information about this work can be found with...

Sydney!

Sydney looks up at Dixon.

DIXON

Thank you.

(beat)

Further information can be found

Sydney looks back down, still angry.

DIXON (OS)

with a man named Jean Boudilier...

Sydney looks back up as Dixon reveals Jean's picture on the screen.

DIXON (OS)

the owner of the ritzy Boud Noir casino
found in the heart of Monaco.

DIXON

Sydney.

Sydney looks up at him.

DIXON

You will be headed to Monaco. The intel
is found in a folder in the deepest
vault of the casino. For that, you
need to see Marshall in his office.

Sydney nods, gets up, and storms out of the room. Jack follows
her out of the room to:

INT. CIA COMPLEX - MORNING.

JACK

Sydney!

Sydney stops walking and turns to her father.

JACK

Do you realize how childish you are
acting?

SYDNEY

I'm angry.

JACK

Of course you are angry. But that doesn't make it all right to act the way you are.

(beat)

You need to straighten yourself out now or someone will have to do it for you. And I *know* you do not want that.

Sydney nods, sighs, and walks away.

CUT TO:

EXT. PARK - MORNING.

Various scenes of children playing on the playground are shown as their shouts of joy and laughter resound through the area. Parallel to the bright morning sun, we see the silhouette of SARK leaning against a bridge near the park. Another silhouette of a MAN approaches him. They shake hands.

MAN

The hunt for Agent Bristow has begun.

Sark looks down in anger.

SARK

Dammit!

MAN

It will not be long until they find her.

(beat)

They might kill her, Sark--

SARK

They *will* kill her!

(beat)

They will kill her at the very first chance they have.

Sark leans in closer to the man.

SARK

You must protect Sydney at all costs. You kill whoever gets in the way, do you understand?

The man nods.

SARK

Agent Bristow is extremely valuable at this time and must not be eliminated.

The man nods as we

CUT TO:

INT. MARSHALL'S OFFICE - MORNING.

Sydney is seated at a table. Marshall is standing on the other side.

MARSHALL

All right. So this Boud Noir casino you're goin' to? One the highest-class casinos in the world. I mean, it makes the Bellagio look like a bingo hall.

Sydney listens patiently.

MARSHALL

(stuttering, stammering)

So the, uh, vault that you're gonna have to break into-- well not break in two, but you know...

Marshall then holds his fingers like a gun and lurks around. He kicks the air.

MARSHALL

Pow!

He swings his "hand gun" around and pretends to fire.

MARSHALL

(making the gun sounds)

Pew! Pew! Pew!

He then crouches down.

MARSHALL

I'm in the vault.

Sydney looks at him, puzzled. Marshall gets back up, embarrassed.

MARSHALL

Well, I uh, you know, something to that effect.

He clears his throat.

MARSHALL

So anyway! This, uh, vault you have to, um uh, *get inside*, I mean it has like this very advanced security system. The vault is located under the casino and the only way to get to it is through a private elevator found in the back. Now get this: the only person who is allowed and able to operate the vault is Jean Boudilier.

SYDNEY

Can't I just take a fingerprint sample from him?

MARSHALL

Oh no, Sydney. Because not only does the keypad read the fingerprint, but the blood pressure, sodium intake, calorie intake, brain patterns, hair follicle positions, fingernail growth periods, and even his great-grandmother's DNA patterns.

Sydney gives a look of amazement.

MARSHALL

I mean, if this technology was everywhere, it would end bank robberies. Although I guess it would make *our* job a little bit harder, no?

Marshall laughs. Sydney gives a smile back.

MARSHALL

Well, you get the picture. This is one *amazing* security system.

SYDNEY

So how do I get in?

MARSHALL

The only way *you* are going to be able to get into the vault is to have Jean Boudilier do it for you himself.

CUT TO:

EXT. BOUD NOIR CASINO - DAY.

SYDNEY (VO)

And how do I do that?

MARSHALL (VO)

Well Sydney, you are a beautiful woman-- and I don't mean like I think, uh, anymore than that, I mean I'm not going to go divorce Carrie and kill Vaughn or anything--

SYDNEY (VO)

Marshall...

MARSHALL (VO)

Yes, uh, sorry. You're going to have to lure poor Jean with the two most seductive things that can be found in this world...

(beat)

Sex and liquor!

As the previous dialogue plays out, we see a tall casino that towers above the ground, smothered in lights and color. Many eccentrically-dressed people are walking toward the entrance. A chauffeur lets a couple out of a stretch limo. Guards surround the entire perimeter. We PUSH TOWARD the glass front doors. A woman in a lime green, feathery ensemble opens the door and we follow her through to

INT. BOUD NOIR CASINO - DAY.

A humongous floor topped with roulette wheels, poker tables, slot machines, etc. is laid out in front. All the people inside are dressed in fancy clothing with large jewelry and wild hairdos. A large bar is in the center of the entire floor.

As the previous dialogue ends, we turn back to the glass doors as two rows of SECURITY GUARDS dressed in suits enter the casino. They turn to watch the doors. In walks a pair of diamond-studded high heels. They stop on the carpet of the casino. We PULL BACK to reveal it is Sydney in a white mink coat, a long diamond-studded strapless dress that drags on the floor, a large tiara, diamond-studded high-heels, and a gigantic diamond necklace. She sports a French accent and a snobby mood about her. JEAN is standing over by the bar, looking around. A GUARD walks up to him, whispers something into his ear, and points in Sydney's direction. Jean approaches her, takes her hand, and kisses it.

JEAN

(French accent)
I am so glad you could join us, Mme.
Roland. I am honored to be in your
presence.

Sydney doesn't look flattered.

SYDNEY
(as Mme. Roland)
Yes, well. Isn't that the way it should
be.

Jean laughs.

JEAN
I do hope you are staying for a while.
I am very eager to show you around my
grand casino.

SYDNEY
As I am eager to get on with it!

JEAN
Right then. Right this way.

Jean offers his arm. Sydney removes her mink coat, places it on his arm and walks out of the frame. Jean looks at the coat and then follows Sydney out of the frame.

CUT TO:

Sydney and Jean arrive at a bar further across the casino floor. He pulls out a seat for her, and she takes it. As he is sitting down, Sydney removes the bottom part of her dress, leaving a skintight ensemble that does not go much further down than the upper thigh. She then sits in a way that exposes her long legs in hopes of seducing Jean. Jean gives an amazed smile toward Sydney, her expression remains unchanged. A bartender comes up to the pair.

JEAN
Deux martinis, s'il vous plait.

The bartender nods and walks out of the frame. Jean turns to Sydney.

JEAN
So, Mme Roland. Can I call you Lisette?

SYDNEY

(matter-of-factly)
If you insist on calling me Lisette,
M. Boudnoir, you shall wake up without
legs tomorrow morning.

JEAN
It may be worth it, darling.

SYDNEY
Yes. Ce serait tres drole si tu n'aurais
pas les jambes.

SUB TITLE- It would be very funny if you didn't have any legs.

Jean laughs.

JEAN
Mme, je suis l'homme plus riche dans l'
Europe. Si ce deviendrait vrai, Je
m'acheterais les jambes nouveaux.

SUB TITLE - Madame, I am the richest man in Europe. If that were
to happen, I would buy myself new legs.

Sydney smiles an unamused smile back at Jean as the bartender
comes back with two martinis. Sydney looks around the casino as
Jean gives a tip to the bartender. She sees guards stationed all
around them, watching and protecting Jean. Sydney continues to
look around.

JEAN (OS)
To us!

Sydney turns to find Jean with his glass raised toward her. She
raises hers as well.

SYDNEY
To the casino.

Jean nods as we see a SUPER CLOSE UP of their glasses clinking
together. Immediately we CUT TO BLACK, but the clink of their
glasses echoes on. The clink continues as we

CUT TO:

INT. CELLS OF CIA - DAY.

We see a SUPER CLOSE UP of a spoon tapping against the bars of
the cell. The clink of the martinis is now the clink of this
action. It is Vaughn, leaning his head against the bars and

tapping in utter boredom. In the cell next to him, Sloane attempts to read. He gets fed up and lowers his book.

SLOANE

Mr. Vaughn, I am thrilled to have a roommate such as yourself, but It would be greatly appreciated if you were to discontinue that repetitive reverberation while I attempt to ingest the wonders of Cicero.

Vaughn continues, ignoring Sloane.

SLOANE

Mr. Vaughn, my patience is thinning. I have been engraved in the magic of this novel, and I do desire to continue my excursion.

Vaughn stops. Sloane sighs and goes back to his reading. A few seconds later, the clinking picks up again. Immediately, Sloane stands up and yells at Vaughn.

SLOANE

(annoyed, frustrated)

I said stop that noise! I'm trying to finish my book!

Vaughn throws down the spoon. He turns to Sloane. He is surprisingly calm.

VAUGHN

May I see?

Sloane looks down at his book.

SLOANE

My book?

Vaughn nods. Sloane passes Vaughn the book through the bars. Vaughn opens it and flips through some pages. Suddenly, in an act of anger, he begins ferociously ripping the book into pieces.

SLOANE

My book!

Vaughn throws the remnants of the novel on the floor as Jack enters the cell area.

SLOANE

Did you see that?

JACK

I saw nothing.

Jack approaches Vaughn's cell. Vaughn meets him at the bars. Jack takes out a pen and pops the cap. The both speak with quieted voices.

JACK

I must speak to you quickly. I have two minutes until the CIA can pick up our conversation.

VAUGHN

What is it?

JACK

Vaughn. I know you are not the mole. Even Dixon knows you are not the mole.

VAUGHN

Then why am I locked up in this rat trap with Yogi the Bear over there?

JACK

When the arrest warrant was brought to Dixon, he refused to sign it. He explained his trust in you and assurance of your loyalty to the agency.

(beat)

Director Kendall overrode his words.

Vaughn looks at Jack, amazed.

JACK

He was forced to sign the warrant in danger of losing his post.

VAUGHN

What do I do?

JACK

Kendall is on his way here to question you. You will let him know you are innocent by answering every single one of his questions.

(beat)

This is all classified information-- tell no one.

Vaughn nods as Jack's pen beeps.

JACK
(normal voice)
And that, Mr. Vaughn, is why you are
in this rat trap next to Yogi the Bear.

Jack walks out of the frame.

CUT TO:

INT. BOUD NOIR CASINO - DAY.

We PAN ACROSS the bar that is now covered in a dozen empty martini glasses. Jean and Sydney are slumped in their chairs, laughing hysterically, obviously drunk.

JEAN
(giddy and laughing)
So then the vineyard owner said,
"Could you at yeast help me and
stop it with that wine?"

Sydney and Jean go into an uproarious laughter. He laughs so hard that he begins to tear. They sigh after their laughs.

SYDNEY
(also drunk)
Jean, I have never had so much fun
in my entire life.

JEAN
And you, Lisette, you are a rare stone,
a diamond in the ruff.

SYDNEY
Did you say diamond?

They laugh again. Jean claps his hands.

JEAN
Waiter boy! Two more martinis s'il
vous plait!

Sydney stops him.

SYDNEY
Oh, no, Jean. I don't think I can hold
another in.

Sydney gets up and stumbles.

SYDNEY
I will be right back.

Jean stops her.

JEAN
Lisette! S'il vous plait! I have a
VIP restroom in the back. Here, let
me take you to it.

Jean stands up and slumps into Sydney's arms. Carefully, Sydney helps him walk toward a door that leads to the back of the casino. They finally arrive and enter. A guard follows them shortly after.

CUT TO:

Jean, who is now barely awake, and Sydney are walking down a hallway. At the end of the hall is the restroom. To their right is the elevator that leads to the vault. They reach the elevator and Sydney stops them.

SYDNEY
(seductively)
Jean. I want to thank you for the great
time I've had today. I wouldn't want
to be anywhere else.

She leans in to kiss him as a Guard rounds the corner. They look up. Sydney yells at him.

SYDNEY
Arretez-vous! Sortez! Sortez!

The guard quickly leaves. Jean turns back to Sydney.

JEAN
Now, where were we?

He over-puckers his lips and waits. Sydney gives Jean a little push. He stumbles backward, falls over himself, and lands on the floor, out cold. Sydney, who is obviously not drunk, runs over to him and picks up the limp body. She places his hand on the keypad next to the elevator. It reads "PROCESSING."

CUT TO:

Outside, on the main casino floor, a MAN DRESSED IN A CASINO UNIFORM approaches a guard.

MAN

M. Boudilier is needed on the floor.

The guard nods and walks toward the entrance to the back. He enters as we

CUT TO:

Sydney watches the keypad next to the elevator. It continues to flash "PROCESSING."

CUT TO:

The guard rounds a corner in the hallway. He stops and points down the hall.

GUARD

Hey you!

He walks further down the hall and meets up with another guard. They shake hands and hug. They then begin to talk to each other in French.

CUT TO:

Sydney continues to watch the keypad. The blinking "PROCESSING" stops. "ERROR" flashes on the keypad. Underneath, it says "Retinal Scan Activated." Sydney freezes as a red laser darts out of the keypad and scan's her face. The fear and anxiety instantly becomes apparent in her eyes. She stands there, breathing heavily.

END OF ACT ONE

ACT TWO

INT. BOUD NOIR CASINO - DAY.

Sydney remains motionless as the red laser scans her eye line. We see a SUPER CLOSE UP of her eyeline. They dart back and forth in anticipation as she continues to breath deeply. The keypad goes blank. A few beats of nothing on the screen pass. "UNKNOWN RETINAL IDENTIFICATION" flashes on the pad; underneath: "RETRY IN 5 SECONDS" counting down 5... 4... 3... etc.

CUT TO:

The guard finishes talking to his friend and continues to walk down the hallway.

CUT TO:

Sydney quickly picks up Jean's body and places his face in front of the keypad screen. She forces open his eyelid with her finger. The red laser darts back out and scans Jean's eye. The keypad then reads "ACCESS GRANTED."

CUT TO:

The guard turns another corner and walks toward the final turn he has to take to find Sydney. His friend calls to him from behind. He turns around.

CUT TO:

As the elevator door opens, Sydney hears the guard talking to his friend from around the corner. Ever alert, she picks her head up and looks around the hall. She begins to pick up Jean's body.

CUT TO:

The guards friend continues to say something to him from down the hallway. Finally, he finishes.

GUARD

D'accord!

He waves toward his friend.

GUARD

Oui, salut.

He turns and continues to walk. He turns the corner and sees nothing in front of the elevator, nothing on the floor, and everything seeming to be in order. He looks in the corner and sees Jean sitting in a chair, his back faced to him. The guard approaches Jean.

GUARD

Monsieur!

He receives no response as his look becomes more fierce.

GUARD

Monsieur! Qu'est-ce qui ne va pas?

No response. He reaches Jean and turns him by the shoulder to see that he is unconscious. He immediately picks up his radio and talks into it.

INT. CASINO VAULT - DAY.

Sydney steps out of the elevator and into a long hallway. She breaks off the heels of her shoes as we

CUT TO:

INT. CIA - MORNING.

Sydney is seated at a table across from Marshall, who is standing.

MARSHALL

Inside the elevator there will be a series of long hallways. Do not leave the main hall. Above this main hall there are two surveillances cameras planted in globes in the ceiling. They are surrounded by bullet-proof glass and do not respond to any interference, even EMP charges.

Marshall takes out Sydney's shoes.

MARSHALL

The heels of these stilettos are tiny dart guns that shoot a suction-tipped dart infused with a shockwave. This wave will distort the feed of the cameras and make them continuously loop whatever they saw in the last fifteen seconds. You'll be nearly invisible to their security team.

CUT TO:

INT. VAULT - DAY.

Sydney closes her hand where the two heels lay in her palm. She then begins to run down the hall. She reaches a corner and stops. She leans up against the wall and looks around the corner. A surveillance dome is implanted in the ceiling. She takes one of her heels and aims it at the dome. She presses on the heel, and a tiny dart flies out of it. It sticks in the dome. She turns the corner and runs down the hall to the next corner. She takes out her other heel and fires another dart into the security dome around this corner.

INT. CASINO SURVEILLANCE ROOM - DAY.

The guard rushes into the room full of computer monitors, wiring, buttons and switches, and a group watching the monitors. He walks up to one of the men watching a monitor.

GUARD

(angered)

Have you seen anything suspicious?

MAN

(intimidated)

No, Sir. Everything seems to be normal.

Perplexed, the guard leans in closer to one of the monitors that shows surveillance of a hallway inside the vault. He watches a red light on the wall quickly cut to green, as if skipping, from the Sydney's heels. He slams his fist on the table and runs out of the room.

INT. VAULT - DAY.

Sydney continues to run down the hallways. She picks up speed as an alarm begins to sound. She turns a corner and stands back to look at a steel vault door. She reaches into her dress, takes out a tube of lipstick, and pushes the stick up as we

CUT TO:

INT. CIA - MORNING.

Sydney is seated across from a pacing Marshall as she was in their earlier briefing.

MARSHALL

Now when you actually get passed the

guards, Jean, the martinis, the back entrance, some more guards, the elevator, and the surveillance cameras, you will come to a vault door. That's right, the doggy finally gets his bone.

Sydney remains the way she usually is when being briefed by Marshall, amused, yet wishing he'd get on with the point.

MARSHALL

To get through the vault door, however, you are going to need...

Marshall draws out the tube of lipstick.

MARSHALL

This! Not only does this baby send mock micro waves through its apply surface, penetrating whatever material it is used upon...

(beat)

It's cherry-flavored!

CUT TO:

INT. VAULT - DAY.

Sydney draws a large ring on the vault door with the lipstick. The pink ring sinks into the metal, and the metal melts and burns where the ring was. Sydney kicks in the circle of metal and steps into the main vault. All around her are piles and piles of money and gold blocks. She walks up to a stack of money and moves it aside to reveal a drawer. She opens the drawer and takes out a manila folder with the word "CLASSIFIED" stamped on the front. She goes out the hole in the vault door and runs back down the hallway.

INT. BOUD NOIR CASINO - DAY.

A group of armed guards hurry across the floor and enter into the back room.

INT. VAULT - DAY.

Sydney runs down a hallway, turns a corner, and enters the elevator. The doors close.

INT. BOUD NOIR CASINO - DAY.

In the back of the casino, the guards run down a hallway. They

turn a corner and continue. They run down this hall, turn a final corner, stop, and take aim at whatever is down the hall.

GUARD

Freeze!

We see an upset Sydney, kneeling next to the unconscious Jean, put her hands in the air. A guard approaches her, keeping her at gunpoint.

GUARD

What did you do to M. Boudilier?

SYDNEY

(as Mme. Roland)

I was using the bathroom! I didn't do anything--

The guard get very angry.

GUARD

(screaming)

Why is the Monsieur not awake?

SYDNEY

(frightened)

I didn't do anything!

She takes a deep breath.

SYDNEY

He told me to use the bathroom while he got something out of the vault. I came back here and found him like this.

She begins to cry into the back of her hand. The guard nods his head and lowers his gun. He turns to the group of guards behind him.

GUARD

Cristophe!

A guard looks up at him.

GUARD

Please escort the lady to her limo.

The guard nods and walks up to Sydney. He leads her through the group of guards and further down the hallway. She swings her purse beside her and pushes the manila folder further into it.

INT. CIA COMPLEX - DAY.

Jack is typing at his desk. Dixon approaches him as he stands to meet him.

DIXON

Director Kendall is on his way...
He's coming to question Vaughn. I still
don't see why we couldn't do it.

JACK

I'm sure Devlin felt that our relationship
with Mr. Vaughn was too close, and that
we wouldn't have been able to consider him
as a suspect.

DIXON

Well, he hit the nail right on the head.

Jack nods.

JACK

Me too.

Dixon begins to walk away.

JACK

Dixon!

Dixon stops and turns to Jack.

JACK

I just wanted to apologize for my
daughter's behavior this morning.

(beat)

She was completely out of line--

DIXON

Don't. I know how she feels, Jack.

(beat)

In SD-6, when Sloane would question Sydney's
loyalty to the agency, I would become enraged
at the thought.

(beat)

Ironically, I guess, she wasn't loyalty to
the agency...

He begins speaking slower, thinking about his words.

DIXON

She worked for someone else... And I...
I didn't even see it... for a long time...

Dixon looks at Jack, quizzically, but is interrupted by a slam of a manila folder onto Jack's desk. We MOVE UP the hand holding the folder to find Sydney back in her work clothes. She turns to Jack, avoiding Dixon on purpose.

SYDNEY

How is Vaughn?

JACK

Kendall is on his way to question him.
We will move from there.

Without any acknowledgement, Sydney walks away.

INT. CELLS OF CIA - DAY.

Vaughn is sitting on his bed when Sydney enters the cell area. He comes up to the bars to meet her.

VAUGHN

Sydney! How was the mission?

SYDNEY

It doesn't matter.

(beat)

Vaughn, I'm going to get you out of here.

(beat)

Even if Kendall finds you guilty.

(beat)

Deep in my heart, I know you're not the mole. But, I cannot know for sure unless I hear the words from you.

She leans in closer and whispers.

SYDNEY

Tell me you're not the mole!

He closes his eyes, sighs, and whispers back.

VAUGHN

Sydney, I'm not the mole!

He rests his hand in hers. They both smile. She starts to leave.

VAUGHN

No... No, don't go.

She turns back to him.

SYDNEY

I have to.

She walks out of the frame. Vaughn looks down and sighs.

SLOANE (OS)

You don't know how lucky you are, Mr.
Vaughn...

Vaughn turns to Sloane who is in the adjacent cell reading a book on his bed.

SLOANE

To have someone as loyal as Sydney is
in your life.

Sloane sits up and puts down his book.

SLOANE

You know, Mr. Vaughn, I'm kind of surprised
to see Sydney being the only one fighting to
get you out of here.

(beat)

Don't you think there's someone missing from
this picture?

(beat)

Perhaps... you're wife?

Vaughn exhales through his nose and turns back to Sloane, a semi-
angered look on his face.

VAUGHN

If you had any sense, you'd stop
commenting right now.

(beat)

You have no idea what my life is like
outside of the CIA--

Sloane stands up.

SLOANE

Oh Mr. Vaughn, I do.

He wait's a few beats.

SLOANE
You still love Sydney.

Vaughn looks to the floor, angry, and goes over to sit on his bed.

SLOANE
Admit it now and you will not suffer any longer--

Vaughn shakes off his feeling and jumps to his feet.

VAUGHN
(very angry and annoyed)
There is no suffering. There has never been any suffering.
(beat)
I like my life.

Sloane comes closer to Vaughn's cell.

SLOANE
Mr. Vaughn, Irina Direvko and I were once very intimate, before either of us were bound to a marriage.
(beat)
When I was married to Emily and she to Jack, there were still times I had deep, personal feelings for her--

Vaughn does not give eye contact to Sloane.

VAUGHN
Oh yeah? That's because your sick!--

SLOANE
(raising his voice)
It's because I'm human!
(beat, back to normal voice)
If you tuck your emotions away in the deepest corner of your heart, Mr. Vaughn,
(beat)
you will never be happy.

Vaughn glares at the floor and sighs.

INT. CIA COMPLEX - DAY.

Sydney walks across the floor. Jack comes up to her and tries to stop her, but she continues to move. He further calls after her

until she finally stops in her tracks and turns to him.

JACK

Sydney, you need to stop acting like this.
Dixon and I are on the same side as you--

SYDNEY

Then why is Vaughn still in confinement?

JACK

Sometimes, those with even higher ranks than
Dixon or me give orders, Sydney. We are forced
to follow those orders, whatever the
circumstance.

Sydney lowers her voice and lightens her mood a bit.

SYDNEY

I know.

She looks around for words to describe her feelings.

SYDNEY

I'm just... angry... you know?
(beat)

I mean, it's absolutely preposterous to
think that Vaughn is a double agent.

She gives a final look at Jack and begins to walk away. Jack
stops her with his words.

JACK

You don't know that for sure.

She takes a deep breath and turns to Jack, angered.

SYDNEY

You may have forgotten, Dad, but for more
than two and a half years, I worked as a
double agent in SD-6. I figured out all
the moves, all the ways to get around the
bad guys and still make them think you're
on their side.

(beat)

I could spot another double agent... any day.

She is satisfied and turns to walk again, when Jack continues.

JACK

You may have forgotten, Sydney, but I worked

as a double agent in SD-6 much longer than you.

Sydney turns to listen.

JACK

I also used to think that I could spot another double agent any day.

He thinks for a second.

JACK

Alexander McGavin was his name. He was about five foot ten, two hundred pounds. Real nice guy, too. He was always on time for work... never stayed too late, always had the time of day.

(beat)

He was working for K-Directorate the entire time. When I found out, I just could not believe it one bit.

(beat)

It shocked me... I didn't see it coming.

Sydney shrugs her shoulders.

SYDNEY

Vaughn is no Alexander McGavin--

JACK

Sydney!

She stops and looks to him.

JACK

You musn't forget that you have been betrayed by those you loved and trusted before, including myself.

(beat)

In this game... you can trust no one.

SYDNEY

Yeah, but--

Suddenly, the wall behind them explodes in a fiery eruption, causing Jack and Sydney to fly back into some desks. Papers and debris fly everywhere as agents scatter to look for shelter. Dixon comes out of his office to see the damage. He presses his radio behind his ear to talk.

DIXON

The Operations Base has been compromised.
I repeat, the Operations Base--

Another explosion occurs right next to Dixon, causing him to fly through the air and land on the floor, motionless. Weiss runs up to him.

WEISS

Dixon!

More explosions occur throughout the area. Weiss kneels next to Dixon.

WEISS

Dixon! Can you hear me?

Weiss turns as a computer flies through the air. He turns back and hunches over as it smashes into his back. He yells in pain and grabs his back.

INT. CELLS OF CIA - DAY.

Vaughn and Sloane are sitting on their beds as they hear a muffled explosion. They immediately get to their feet as the ceiling lights begin to sway, and the furniture rattles slightly.

VAUGHN

What is going on?

SLOANE

It has started...

(beat)

The Covenant is after Sydney...

Vaughn tries to pull apart the metal bars. He groans as he tries his hardest, to no avail.

SLOANE

You cannot get out--

VAUGHN

(angry, screaming)

I have to!

(beat)

I have to save Sydney!

SLOANE

Sydney is very capable, Mr. Vaughn.
She will take care of her own fate.

Vaughn shakes his head and further tugs on the metal bars. A muffled alarm begins to sound and the two look to the ceiling. We PULL UP to the ceiling, MATCH CUT the ceiling to the ceiling in the CIA complex, and PULL DOWN to find

INT. CIA COMPLEX - DAY.

where the alarm is roaring at full blast. Jack is standing in the center of the complex surrounded by destroyed equipment, flying papers, and small fires. He yells to the work force.

JACK

All agents! Code 147! Evacuate the building immediately!

The agents begin to exit the complex.

JACK

All agents! Evacuate--

Another explosion goes off behind Jack. He ducks for cover, and Sydney comes up to him.

SYDNEY

Dad!

Jack gets up.

JACK

Sydney! You must go!

SYDNEY

I can't! Not until everyone else is safe!

Jack nods. He runs over to the door and begins to help the agents out of the complex. Sydney looks over at a desk that has only minor damages. We RACK FOCUS to reveal that she is looking at the manila folder stamped with "CLASSIFIED" laying on the desk. Sydney runs over to the desk and grabs the folder just before an explosion sends her flying backward right into a pole. She hits her head and lowers to the ground. She is still. The manila folder is in her hand resting in her lap. Jack leads a final woman to the exit and sees Sydney laying at the bottom of the pole.

JACK

Sydney!

He begins to run over to her when a device lands right in front

of him. The device bursts open, and a thick cloud of smoke separates Jack and Sydney. Jack looks at the wall of smoke in alarm. We PUSH THROUGH the smoke to find Sydney open her eyes and put her hand to her head in pain. Four men dressed in black operation suits jump through a hole in the wall as Sydney gets to her feet. SLOW: Sydney quickly reaches under a desk and takes out a gun. She dives behind a heap of ruined equipment while firing at the men. She kills two of them. BACK: Sydney crouches behind the pile as the men fire at her and then stands up and shoots at the remaining two, killing another. She clicks the trigger of the gun, but she is out of ammo. She looks around her and finds a chunk of broken glass. She picks it up and sees her hazy reflection in it. The man in black enters the reflection. In one motion, Sydney gets up, turns toward the man, and slashes at him with the glass. He crouches in pain, and she kicks the gun out of his hand. She continues to slash at him, as he attempts to avoid the shard. She throws the glass aside. SLOW: We follow the glass, flying across the room. It hits the wall and shatters into pieces. BACK: In the reflections of the broken glass shards, we see the man and Sydney fighting. In regular view, Sydney gives the man a final kick into some equipment. The equipment caves in and electrocutes the man. Sydney watches in horror. Lights flash over her face as we hear zapping sounds and the sound of the man screaming in pain. One of the men Sydney shot starts to get up and aims his gun at her. Sydney turns and a gunshot is heard. The man falls back to ground, revealing Jack standing behind him, gun in hand.

END OF ACT TWO

ACT THREE

INT. CIA COMPLEX - DAY.

Jack lowers his gun and runs up to Sydney, who is crouching and holding the back of her head.

JACK
Are you all right?

SYDNEY
I'm fine.

They stand up and observe the surrounding destruction.

JACK
(concerned, stern)
Sydney. You must get to the CIA safe house immediately. Those men were obviously here for you.

SYDNEY
I can't. I need to help...

She runs over to a lifeless Dixon and gets down next to him.

SYDNEY
Dixon!

Jack follows her over.

JACK
He's breathing. An ambulance is on its way.
(beat)
You need to get out of here, Sydney. If you want to live, you need to go to the safe house!

She gets up and hands Jack the manila folder.

SYDNEY
Do not lose this! Make sure it stays safe!

She sighs and looks around.

SYDNEY

Whoever did this... is gonna pay!

She takes a final look at Jack.

JACK

Go, Sydney!

She nods and runs off.

EXT. STREETS OF LA - DAY.

A few cars pass at normal speed as a few people cross the street. Suddenly, a black car speeds down the road. Sydney is driving the car. She makes a few turns when suddenly, a car smashes into the side of Sydney's car sending her car sliding into a pole. Sydney, shocked, gets out of the car to see if the other driver is okay. A man steps out of the car and fires a shotgun at Sydney. She ducks as the cartridges embed into the wall behind her. Sydney takes out a gun and fires back at the man, but she misses. Two other men come out of the car with shotguns and the three fire at her. Sydney ducks behind the car and thinks. She looks to her left and sees a giant office building. We SCALE the building to the top. The guards continue to fire until a window from next to them shatters into pieces as a gunshot is heard. They look in that direction, and immediately, Sydney takes off the opposite way. She runs down the sidewalk, passing many people who have at this time taken cover. She looks behind her and sees the men running. She turns and fires. She turns the corner of the building and looks around. The men run and turn the corner to find an empty street. The clanking of metal is heard as a partly removed pothole in the street goes back into place.

INT. SEWERS - DAY.

Sydney runs along a path next to a large flow of sewage, occasionally looking behind her. She ducks behind some boxes and waits. The three men come into the room. They look around.

MAN

Split up!

Two of the men leave. The remaining man walks toward the boxes. He looks over the box Sydney is hiding behind. Immediately, she kicks the box, and it flies and hits the man, knocking him backward. He stands up, and she kicks him again. Sydney reaches for her gun, but the man kicks it into the waste flow. He punches back, getting Sydney in the jaw. She grabs her chin and then kicks with a lot of force back at him. He goes toward her, grabs her by the legs and slams her into the concrete wall. She lowers to the ground in pain. He takes her by the neck and raises her

up. She kicks in an effort to escape. She finally kicks him so that he goes backwards and clutches his stomach. She rams him into the rail separating the walk from the waste flow and lowers his head onto it. She elbows his head and a cracking noise is heard. The man slumps to the ground, dead. Another man runs into the room and is immediately killed by a round of cartridges. Sydney is holding the shotgun. She opens it to reveal that it is out of ammo. She runs into another room where a series of large pipes and a turn on valve are located. She looks behind her. The final guard walks into the room and looks around. He walks forward and looks into an open pipe. Sydney turns on the valve and a current of steam engulfs the man as he screams in pain. He falls backward, his flesh burned off, dead. Sydney approaches the body and removes a paper from his coat pocket. She opens it up and begins reading. She is shocked as she reads "orders from Arvin Sloane."

EXT. STREETS OF LA - DAY/EVENING.

Sydney's nearly-totaled car makes a complete U-Turn and screeches down the highway.

INT. CELLS OF CIA - DAY/EVENING.

Vaughn and Sloane are sitting down in their cells. A set of fast footsteps are heard. Vaughn stands and his face lightens.

VAUGHN

Sydney--

But the furious Sydney doesn't come toward Vaughn; she stops at Sloane's cell. Sloane gets up and approaches Sydney cautiously. Sydney pulls out a gun and aims it right at Sloane. Sloane puts his hands in the air.

SYDNEY

(very angry, frustrated)

Give me a reason why I shouldn't kill you right now!

SLOANE

(confused)

What do you--

SYDNEY

(yelling)

You hired henchmen to kill me!

Sloane backs up a little and Sydney moves the gun closer to him, through the bars.

SLOANE

Sydney, you must believe me, I don't
know what you're talking about--

Sydney takes out a paper and holds it up, never taking her aim
off of Sloane.

SYDNEY

I found this on one of the assassins.

She opens it and reads. Her voice becomes louder and more angered
further into her reading.

SYDNEY

"Eliminate with no excuse Agent Sydney
A. Bristow of the CIA, orders from Arvin
Sloane!"

SLOANE

I didn't! It was a plant! The Covenant set
me up!

SYDNEY

Liar.

SLOANE

Sydney, you have to listen to me--

SYDNEY

(screaming)

Liar!

She fires three shots into the wall next to Sloane.

SLOANE

Would you just think about it? Please?

Sydney relaxes her aim a little bit, but remains on alert.

SLOANE

Why would the Covenant, an ever-growing
organization with the capabilities of
sending thousands of assassins to kill
one person, only send a few men to kill
you?

(beat)

Where do they want you to be?... Where no
one can help you?... Where no one can save
you?...

Sydney takes a step back and lowers the gun in horror.

SLOANE

The entire building is evacuated, Sydney.

(beat)

You're alone.

SLOW: All goes silent. Sydney breathes heavily in and out and looks around. She looks at Vaughn who mouths something to her and then "run." Sydney begins to take a few steps backwards.

BACK: Suddenly, the side wall in the cell area blows open, causing Sydney to fly backward and Vaughn and Sloane to duck for cover. During the explosion, the some of the bars from Vaughn's cell bend out, leaving room to escape. Sydney quickly gets up, takes her gun out, and begins to shoot toward the hole in the wall that is shrouded in smoke. Some firing opens upon her as well. She continues to fire as the firing upon her becomes heavier and heavier until she retreats out of the cell area. Vaughn comes out of his cell through the hole in his bars and runs after Sydney, ducking from the firing.

INT. CIA COMPLEX - EVENING.

Sydney runs through this main area of the CIA, going around destroyed equipment and small fires. She hears footsteps behind her. Without looking, she turns and fires. She pierces Vaughn in the right shoulder. She runs up to him as he stumbles backwards in pain.

SYDNEY

Oh my God, Vaughn--

VAUGHN

Sydney! You have to get out of here!

SYDNEY

But I shot you--

VAUGHHN

I'll be fine. Now go!

She doesn't move.

VAUGHN

GO!

She nods, very upset, and run out of the frame. Vaughn takes a gun out from under a half-destroyed desk and begins firing at the

approaching henchmen.

INT. PARKING GARAGE - EVENING.

Sydney runs to her mostly-destroyed car and gets in. She attempts to start the engine, but it doesn't work. She bangs on the dashboard in another attempt. She steps out of the car, leaving her gun inside by accident. She reaches back in and finds herself at gunpoint from behind. The MAN holding the gun is a Spaniard, speaking broken English.

SPANISH MAN

This one for Mikelov!

Sydney closes her eyes and gunshots are heard. The Spanish man lowers to the ground, dead. A large, black SUV races toward Sydney. The DRIVER opens the door and aims a gun at Sydney.

DRIVER

Get in the back seat. And duck.

Sydney enters the car and makes her way to the back seat. The man screeches down the parking garage ramps toward the exit. Many assassins are positioned throughout the garage, but the driver shoots them as he goes by. They finally pull out of the parking garage and speed down the road under a nearly-dark sky.

INT. SUV - EVENING.

Sydney is crouching on the floor of the backseat.

DRIVER

Everything is clear.

Sydney gets off the floor and sits in the seat, still careful but confused.

SYDNEY

What am I doing here? Who are you?

DRIVER

I am an associate of Mr. Sark and that is all you need to know.

SYDNEY

What do you mean by associate?

DRIVER

There will be no further questions.

He continues to speed down the road.

DRIVER

There is a safe house on the east side of the city. You will be safe there. Do not inform anyone of your location, understood?

No reply.

DRIVER

(louder)

Understood?!

SYDNEY

I got it.

DRIVER

Think of someone you can always trust.

SYDNEY

Why is Sark helping me? I thought he wanted to kill me--

DRIVER

Answer the question!

Sydney looks at the driver, confused.

SYDNEY

Why?

CUT TO:

INT. MARSHALL'S HOUSE - EVENING/NIGHT.

A doorbell sounds throughout the house. Marshall appears, slowly walking toward the front door. He looks through the peep hole and then slowly opens the door. The driver of the SUV is standing there with a gun at Sydney's head. He hands Marshall a paper.

DRIVER

Take Ms. Bristow to the location found on this map. If you do not, there will be consequences. Burn the map after you are finished.

He pushes Sydney through the doorway and slams the door shut. Marshall looks down at the paper and then up at Sydney. Both look very worried.

END OF ACT THREE

ACT FOUR

INT. MARSHALL'S HOUSE - EVENING/NIGHT.

Marshall and Sydney are in the living room. Sydney is seated on a couch as Marshall paces in front of her.

SYDNEY

Marshall, you have to understand. The Covenant is on a hunt for my head. Sark is helping me by doing this!

MARSHALL

Think about what you just said, Sydney: "Sark is helping me." Sark is a terrorist.

SYDNEY

Yes, he's working with terrorists, but as a double agent for the CIA.

MARSHALL

No, Sydney. I just can't believe that.

(beat)

And I can't take you to this safe house, either.

Sydney stands up.

SYDNEY

(very upset, to the point of tears)

Marshall, I don't have a clue what is going on. All I know is that a terrorist organization wants to kill me.

(beat, sniffing)

I don't want them to kill me.

(beat)

I just know what he said: "There will be consequences."

Marshall is looking down.

MARSHALL

Yes, there will be.

He looks back up at Sydney, worried.

INT. WAREHOUSE - NIGHT.

The SUV that rescued Sydney pulls up to a parked car in a warehouse. The driver exits out of his SUV and Sark comes out of the car.

DRIVER

Sydney is alive and on her way to the safe house.

A look of relief appears on Sark's face.

DRIVER

Sir, might I ask, has the Genesis Elixir finished processing?

SARK

We are retrieving the coordinates as we speak. That is why Sydney must go unharmed.

The driver nods.

INT. HOSPITAL - NIGHT.

SLOW, SILENT: We go through a hallway in the hospital, watching doctors and nurses push through doors, patients being wheeled to their rooms, and some people walking to see their loved ones. We turn the corner as more of this activity continues. We continue down the hallway and stop at a set of double doors and PULL BACK to reveal that it says "INTENSIVE CARE UNIT." The doors open. BACK: Doctors and nurses scurry throughout the area as patients on stretchers are carted in different directions. Monitors are beeping, people are crying and screaming, and doctors are yelling. We go through this crowd and turn into a doorway where we find a doctor and a troupe of nurses standing over a bed. A nurse walks away, revealing it is Dixon in the bed. Jack, who is in disbelief and shock, walks into the room.

JACK

How is he doing?

DOCTOR

At the time he is stable.

(beat)

On the other hand, at the time I'm not hungry, but I will be.

(beat)

His future remains uncertain.

(beat)

He suffered a pretty bad fracture of the cranium, and we do believe there is minimal bleeding in his brain. We are prepping for

surgery right now.

Jack nods.

JACK
Thank you, Doctor.

He leaves the room. Outside the room, in the hallway, Jack is stopped by Weiss who wheels up to him in a wheelchair. He is casted around his waist and legs.

JACK
How's it going?

WEISS
I'm a little stiff, but that might have something to do with this plaster of Paris on the entire lower half on my body. I mean, how do they expect me to pee?

JACK
What happened.

WEISS
Three fractures in my pelvis. Not too bad. Doctor says I'll be out of this cast in six months.

Jack nods, still in a twilight. Weiss lowers his voice and becomes more serious.

WEISS
How's Dixon?

JACK
It isn't looking so good.

Suddenly, from Dixon's room a nurse yells.

NURSE
He's going flat!

Two doctors run into his room. In the room, Dixon's heart monitor is steadily beeping faster. One doctor gets out the defibrillator and preps it. We see the jolts on Dixon's heart monitor line steadily increase and become smaller as the beeping becomes faster. In the background, we hear the doctors calling orders to the nurses. We hear Jack run into the room.

JACK (OS)

What's happening?! What's going on?!

NURSE (OS)

Sir, I'm going to have to ask you to leave--

JACK (OS)

What is the problem, Nurse?

NURSE (OS)

Sir, you have to leave!

Dixon's face remains still, his eyes closed, and his mouth lightly parted. We slowly PUSH IN to his face as the chaos continues around him. The beeping continues to get faster until it becomes one, long beep. All sound fades out as we:

FADE TO WHITE

INT. CIA COMPLEX - DAY.

All is black. POV: Dixon opens his eyes and sees Sydney and Jack standing above him. Everything is as it was after the attack on the office in ACT TWO. Sydney and Jack smile as they see Dixon is okay.

DIXON

What happened?

SYDNEY

There was an attack. But no one was hurt.
Everything is taken care of.

DIXON

Are there signs of future attacks?

JACK

The entire team of assassins was killed.
Everything is taken care of.

They help Dixon to his feet. Sydney gives him a hug.

SYDNEY

I'm so glad you're all right.
(beat)
Everything's going to be okay.
(beat)
Everything's going to be okay.

As they hug, this line continues to echo throughout the scene.

CUT TO:

INT. HOSPITAL - NIGHT.

A doctor uses the defibrillator on Dixon. As he does this, Dixon's face slightly moves and shakes. The doctor continues to try as the long beep of the heart monitor resounds. The doctor stops trying, turns around, and sighs. He looks up, a gloomy look on his face.

DOCTOR

He's gone.

EXT. PORT - NIGHT.

Marshall's car pulls up on the port. A circle of buildings and warehouses surround them. He and Sydney exit the car.

MARSHALL

(still skeptical)

Well... Here you are.

Sydney nods.

SYDNEY

Thank you so much.

Marshall looks at Sydney, then down, and nods. He begins to get back in his car.

SYDNEY

Marshall!

He stands back up and walks toward Sydney. Sydney begins to tear up.

SYDNEY

Marshall, I'm scared.

She sniffs and begins to full out cry.

SYDNEY

I'm at the top of a terrorist's hit list.

I don't even know why they want me dead.

(beat)

I don't want to get caught.

Marshall puts his hand on her shoulder.

MARSHALL

Hey. Don't cry.

SYDNEY

I don't feel safe. I feel... trapped.

(beat)

I don't want to die, Marshall.

(beat)

I don't want to die.

She collapses into Marshall. He accepts and hugs back.

MARSHALL

(soothing, calm)

Sydney. You're the strongest person I know.

They stop hugging. She looks back at Marshall.

MARSHALL

You're the bravest person I know.

(beat)

You're the greatest person I know.

A little smile peeks out of Sydney's forlorn expression.

MARSHALL

Sydney, you have a gift. You have a gift that few people are given. Fear does not deter you. No matter... how awful the outlook may appear... no matter... how scary the situation...

(beat)

And you win. Every time you outdo evil, capture the bad guy, save the day.

(beat)

And you will win again. Don't you see?

(beat)

If you just live on, you will always win. And you will always be Agent Sydney Bristow, best friend by day, superwoman by night.

Sydney's smile widens more.

SYDNEY

(speaking softly)

You know what, Marshall?

MARSHALL

What?

SYDNEY

You're right. I just have to be strong.
And if everything still looks dark, at
least I have a guiding light...

(beat)

Because you're always there for me,
Marshall. You're always right by my side,
making sure I'm safe... making sure I'm
okay. And that's why you're such a good
friend. That's why I love you so much.

Marshall begins to tear up a bit. She smiles at him, but his
expression remains saddened.

SYDNEY

(smiling)

Marshall? What's wrong?

MARSHALL

I'm sorry, Sydney. I didn't know what to
do. They put a gun to my baby's head--

Sydney becomes serious.

SYDNEY

Marshall, what are you talking about?

He looks up at her, a lost look in his eyes. He sniffs and tears.

MARSHALL

Run...

Sydney looks at him, alarmed, and backs away. Suddenly, from
behind one of the warehouses, a helicopter rises, lighting up the
area. Marshall and Sydney's clothes and hair flap in its wind.
Sydney looks up at the helicopter and at Marshall and then backs
away.

MARSHALL

(yelling over the helicopter's noise)

Run, Sydney!

(beat)

Run!

Sydney turns and begins to flee as the people in the helicopter
shoot at her. She runs across the port and down a road, the
helicopter close behind. Another helicopter joins in the chase.
Sydney continues to run, turning corners, cutting edges as the
helicopters shoot at her. She cries as she runs. She comes to a
stop at the edge of the bay next to the port.

SLOW: The helicopters approach Sydney. She looks back at them as they begin to shoot. She looks forward at the bay and jumps into it. The helicopters continue to shoot.

BACK: Under the water, Sydney swims under a dock for cover. Above, the helicopters hover over the water. Sydney remains still under the water, waiting. The helicopters finally turn and leave the area. Sydney shoots up to the surface of the water and pants and gasps for air.

INT. HOSPITAL - NIGHT.

The doctor exits Dixon's room with a grim look on his face. Jack walks up to him, worried.

JACK

What happened? What went wrong?

DOCTOR

There were complications... An aneurysm...
We tried everything we could do...

He looks up at Jack who is ready to take the worst.

DOCTOR

We were unable to save Marcus Dixon.

Jack looks down and sighs heavily.

DOCTOR

Does he have any family in the area?

No response.

DOCTOR

A wife?

JACK

No.

DOCTOR

Parents?

JACK

No.

DOCTOR

Grandparents? Uncles? Aunts? Siblings?--

Jack interrupts, he is very upset, screaming at the doctor.

JACK

He has no one! Okay? No one! All he has
left are two...

(he lowers his voice)

All he has are two children.

The doctor nods.

JACK

Where will they go? Where will his children
live?

The doctor is speechless.

DOCTOR

I don't... know. We'll work on finding and
contacting some relative of his.

(beat)

In the meantime, we'll find his testament
and burial plans.

Jack nods, not making eye contact with the doctor. The doctor leaves, and Jack slumps into a chair. He looks in disbelief at the floor and pants heavily. His face tightens up, and he begins to cry. We follow a tear roll down his cheek and land on the floor below.

INT. MARSHALL'S HOUSE - NIGHT.

Marshall arrives home, still a bit teary and upset. He walks into his living room to find three men in suits sitting in his room. One of them stands up and walks over to a petrified Marshall.

MAN

(serious)

We told you to take Sydney to the location
and leave her there.

(beat)

You did not do what you were told.

MARSHALL

(very scared)

I... I'm sorry.

(beat)

I had to tell her...

MAN

(steadily becoming more angry)

Sydney got AWAY!

Marshall makes a sigh of relief, but remains cautious and afraid.

MAN

We warned you there would be consequences.

(beat)

Mikelov never lies; there will be consequences!

The man steps aside to reveal that one of the other men is holding Marshall's baby. Marshall's eyes widen in fear. He turns to the man, a begging look on his face.

MARSHALL

No.

(beat)

He's just a baby. You can't do this!

MAN

That is where you are wrong, Mr. Flinkman.

(beat)

Mikelov does whatever he wants.

One of the men raises a gun to the baby's head. Marshall's face becomes very, very upset and angry.

MARSHALL

NO! MITCHELL!

The man cocks the gun as we:

FADE TO BLACK

A gunshot is heard.

MARSHALL

(in agony)

NOOOOOOOOO!

CUT TO:

"TO BE CONTINUED"

FADE OUT.

END OF ACT FOUR