

ALIAS

"Cyborg"

(ALIAS x BIONIC WOMAN mashup)

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TEASER

INT. SLOANE'S OFFICE - DAY

SLOANE is working at his desk when the phone rings.

SLOANE

This is Arvin Sloane.

MAN'S VOICE (ON PHONE)

Hello Arvin. It's been a long time.

SLOANE

I'm sure you think you're being clever, but I've spent 30 years receiving cryptic phone calls. What do you want?

MAN'S VOICE (ON PHONE)

It's not what I want, it's what I have. The Rimbaldi device. I have some information I think you might find interesting.

SLOANE

Do you now? Are you calling from a secure line?

MAN'S VOICE (ON PHONE)

No, which means you're going to have to act fast. I want you to come to me.

SLOANE

And to whom might this mysterious voice belong?

CUT TO:

INT. OSCAR GOLDMAN'S HOME - DAY

OSCAR GOLDMAN, an elderly gentleman in his seventies, sits on his couch holding a phone to his ear.

OSCAR GOLDMAN

Why Arvin, you don't recognize your old friend Oscar Goldman?

BLACKOUT.

ACT ONE

INT. CIA HEADQUARTERS - ROTUNDA - BRIEFING ROOM - DAY

DIXON stands at the head of the table while SYDNEY, VAUGHN, JACK and SLOANE sit.

DIXON

This man --

Dixon uses his remote to change the picture on the computer monitors.

COMPUTER SCREEN: OSCAR GOLDMAN PHOTO

DIXON (CONT'D)

-- is Oscar Goldman, retired director of the OSI. Retired because the OSI is no more.

SYDNEY

OSI?

SLOANE

Office of Scientific Intelligence. Sort of a combination of the FBI and the CIA. Main focus, scientific espionage on American soil.

JACK

Transitioned in 1995 by the Clinton administration due to overlapping mission statements from the FBI and the CIA. Most of their duties were folded into the NSA.

SYDNEY

You know about them, too?

JACK

I've been an operative for a long time.

SLOANE

I've known Goldman for decades, but haven't spoken to him since 1995, when he retired to Switzerland. Yesterday he contacted me on an unsecured line to inform me of intel he has in his possession regarding the Rimbaldi device.

SYDNEY

And you're not in Switzerland
because...?

SLOANE

Because I know you monitor my
movements, and I didn't want to
appear to be acting in my own
interests.

SYDNEY

"Appear" being the key word. If
you're such good friends with
Goldman, why are you finding out
only now that he has information
regarding Rimbaldi?

SLOANE

You worked for me for seven years
before my backstory was revealed.
Secrets can be kept.

SYDNEY

No truer words from your mouth --

DIXON

Sydney and Jack, you'll travel to
Switzerland to meet with Goldman,
receive the intel, then wait for
instructions.

VAUGHN

Why not contact the NSA directly?

DIXON

This mission is CIA classified.

JACK

For what reason?

DIXON

That's on a need to know basis.

CUT TO:

INT. ROTUNDA - CONTINUOUS

As they leave the conference room, Sydney pulls Vaughn aside.

SYDNEY

If the OSI was rolled into the NSA, then the NSA must have at least some information on Rimbaldi in their files that could be useful to us.

VAUGHN

And? You want to contact the NSA.

SYDNEY

Of course. Not only in the interest of this mission, but the CIA's endgame as well. Who knows what the NSA has on Rimbaldi just sitting there in their files.

VAUGHN

There are two problems with this scenario.

SYDNEY

One, that this mission has nothing to do with the NSA, and I would argue just the opposite.

VAUGHN

It has nothing to do with the NSA because Dixon has decided it has nothing to do with the NSA. Yes, any information on Rimbaldi would be of interest to the CIA. But involving an agency that has been specifically excluded from a classified mission in that classified mission --

SYDNEY

And number two?

VAUGHN

Assuming you're going to move forward, who could you possibly trust at the NSA to give you the information and keep the fact that you've broken federal law to themselves?

SYDNEY

Director Kendall.

VAUGHN

You're joking.

SYDNEY

We're trained to use every asset at our disposal. Kendall owes me.

VAUGHN

How do you figure?

SYDNEY

He gave me back my memory after I specifically asked him not to. And yes, the irony of him owing me for giving me back two years of my life is not lost on me.

CUT TO:

EXT. PARK - DAY

Sydney and Kendall walk in the park.

KENDALL

Absolutely not.

SYDNEY

I understand the NSA and the CIA haven't always worked harmoniously, but considering my personal relationship with both organizations --

KENDALL

Agent Bristow, I'm well aware of the sacrifices, the personal sacrifices you've made in the name of your country. But as I'm sure you know, the country's security is more important than one agent's agenda.

SYDNEY

Agenda? I'd respectfully submit that my personal agenda has been and always will be exactly that - the country's security.

KENDALL

Accomplished by destroying federal evidence?

SYDNEY

I didn't destroy the Rimbaldi device --

KENDALL

I'm talking about your memory, Agent Bristow. As a member of the CIA, you are owned by the government. Erasing two years of your memory with the expressed intent of keeping information from the CIA could be considered a crime in certain quarters.

SYDNEY

You won't help me.

KENDALL

When and if the CIA officially involves the NSA in its investigation, you'll have all the Rimbaldi intel you can handle.

We CUT TO BLACK, over which "SWITZERLAND" appears -- PUSH THRU THE "L" to:

INT. OSCAR GOLDMAN'S HOME - SWITZERLAND - DAY

Oscar Goldman sits peacefully in his living room. There is a coffee tray set up on the table in front of him. He drinks coffee for a moment, then finally speaks.

OSCAR GOLDMAN

Hello. I assumed you'd be here sooner than later.

SARK and LAUREN are now standing in Goldman's living room.

SARK

Then you know what we're here for.

OSCAR GOLDMAN

Not even introducing yourselves. Such poor form, but I'm not surprised. All the class is long gone from intelligence. Now every kid with a PhD in Chinese Studies thinks he can be a spy.

SARK

Is there something we can do to, respectfully, move this along?

OSCAR GOLDMAN

Please, have a seat. Young lady, next to me. May I ask your names?

Sark and Lauren sit, Lauren next to Goldman.

LAUREN
My name is Lauren. This is Mr.
Sark.

OSCAR GOLDMAN
Coffee?

LAUREN
Yes, please.

SARK
No. Thank you.

OSCAR GOLDMAN
Of course. No time.

Goldman pours a cup of coffee for Lauren and hands it to her.

LAUREN
Mr. Goldman, you're a smart man.
Brilliant by some accounts. You
ran the OSI from its inception to
the very end.

SARK
What you have in your head would be
very valuable to our organization.

OSCAR GOLDMAN
The Covenant.

LAUREN
Yes. But we only want one thing.
Just one thing, Mr. Goldman. And
as soon as you give that to us, we
can be on our way.

OSCAR GOLDMAN
See, young man? This young lady
understands the power of charm.

SARK
Indeed.

OSCAR GOLDMAN
But you've made one mistake, and
overlooked one major factor in my
cooperation, or lack thereof.

SARK
Those being?

OSCAR GOLDMAN

You overlooked the fact that you have a seventy-nine year old man sitting in front of you. People in our business don't live to be seventy-nine years old. I'm on borrowed time.

SARK

And the mistake?

OSCAR GOLDMAN

The young lady told me her real name. You live to be seventy-nine years old, you know when a person is using an alias. Which means that even if I give you the information on the Rimbaldi device - that is what you're here for, yes? Even if I give you that information, you're going to kill me anyway.

Sark stands and pulls out a gun.

SARK

I'll respect your position by not lying to you.

OSCAR GOLDMAN

Thank you.

Lauren stands.

LAUREN

Mr. Goldman, the Covenant isn't the enemy. We want to continue the work on the Rimbaldi manuscript started by the OSI --

OSCAR GOLDMAN

Young lady, we all try to convince those around us we're working for the greater good. But it's up to people like me to stop those working for the greater self. Mr. Sark?

SARK

Yes?

OSCAR GOLDMAN

Do an old man a favor and make it painless.

Sark shoots Goldman in the head.

CUT TO:

INT. OSCAR GOLDMAN'S HOME - SWITZERLAND - DAY - LATER

Sydney and Jack enter Goldman's living room to find him dead.

SYDNEY

Dammit. He's sitting naturally in his chair, and there's more than one coffee serving, which means he was probably expecting whoever killed him.

Jack dials his cell phone.

CUT TO:

INT. CIA HEADQUARTERS - MARSHALL'S OFFICE - EVENING

Vaughn and Marshall are in Marshall's office, studying information on a computer screen. Vaughn's phone rings. He answers it.

VAUGHN

Vaughn.

CUT TO:

INT. OSCAR GOLDMAN'S HOME - SWITZERLAND - DAY - CONTINUOUS

JACK

(into phone)

Goldman is dead. We haven't found anything that would lead us to believe his Rimbaldi intel was anywhere except in his head. But there's a good chance he spoke to someone about it before he was killed.

VAUGHN (ON PHONE)

Covenant?

JACK

(into phone)

I'm assuming.

CUT TO:

INT. CIA HEADQUARTERS - MARSHALL'S OFFICE - CONTINUOUS

VAUGHN

(into phone)

After Sloane's report, Marshall began monitoring Goldman's home for any sort of abnormal communication activity. I'll let him give you the details.

Vaughn hands the phone to Marshall.

MARSHALL

(into phone)

Hello, Jack? So, we were keeping tabs on Goldman's house with this sort of radio wave net. Well, more like a dome. A radio wave dome made of net, like a basket ball hoop net, but of course thousands of times denser --

JACK (ON PHONE)

Marshall!

MARSHALL

(into phone)

Right. Anyway, this net dome monitors any sort of wave that emanates from the source it encircles. Radio, micro, sound, what have you. As the wave passes through the net, it's recorded and uploaded to us via satellite.

JACK (ON PHONE)

What did you find?

MARSHALL

(into phone)

A sound wave of such low frequency it would be imperceptible to the human ear was broadcast from Goldman's home about two hours ago.

JACK (ON PHONE)

A message?

MARSHALL

(into phone)

No, just a song. "In the Year 2525" by Zager and Evans. I can tell you where it was sent.

(MORE)

MARSHALL (CONT'D)

The sound wave went straight to the home of a Dr. Helen Elgin in Chicago, Illinois.

Vaughn takes the phone.

VAUGHN

(into phone)

Jack, Dr. Helen Elgin pops up on our radar as a low level member of the Covenant.

CUT TO:

INT. OSCAR GOLDMAN'S HOME - SWITZERLAND - DAY - CONTINUOUS

JACK

(into phone)

We're on our way.

SYDNEY

Well?

JACK

Assuming the Covenant had Oscar Goldman killed, why would he signal another member of the Covenant?

CUT TO:

EXT. OSCAR GOLDMAN'S HOME - SWITZERLAND - CONTINUOUS

Sloane sits in a car parked a discreet distance away from Oscar Goldman's home. He listens to Sydney and Jack's conversation on an earpiece.

END OF ACT ONE

ACT TWO

BLACK, over which "CHICAGO" appears -- PUSH THRU THE "G" to:

EXT. DR. HELEN ELGIN'S HOME - CHICAGO - TENNIS COURT - DAY

DR. HELEN ELGIN, an attractive woman in her fifties, lobs tennis balls to a YOUNG FEMALE TENNIS PLAYER on the opposite side of the net.

DR. HELEN ELGIN
Good, now single-handed back hand.

YOUNG FEMALE TENNIS PLAYER
My arms are killing me!

DR. HELEN ELGIN
Then it's the perfect time to burn them out. Ten more.

As Dr. Elgin and the young girl play, Sydney and Jack enter the court. Sydney is dressed in a short skirt tennis outfit, with a black wig and black eyeliner. She makes a show of sulking. Jack is dressed in conservative upscale casual.

JACK
Dr. Elgin?

Dr. Elgin stops lobbing balls to the girl and turns.

DR. HELEN ELGIN
Yes?

JACK
I'm Jack Medlin, this is my daughter Paula. We spoke on the phone about tennis lessons.

DR. HELEN ELGIN
Oh, right. Olivia, that's all for today. Should I call your parents?

YOUNG FEMALE TENNIS PLAYER
Nah. My driver is still out front. I'll see you next Tuesday.

The young girl scoots out.

DR. HELEN ELGIN
Tennis, huh?

JACK
Yes. I'm very interested in my daughter learning a skill.

SYDNEY

I have skills.

JACK

Yes, well. Is this a good time?

DR. HELEN ELGIN

Sure. Paula, why don't you grab one of those rackets and head over to the other side of the net. We can see what your natural skill level is.

SYDNEY

Whatever.

Sidneily skulks to the other side of the net and picks up a tennis racket.

JACK

Do you mind if I use your restroom?

DR. HELEN ELGIN

Be my guest. Down the hall.

Jack heads into the house.

CUT TO:

INT. DR. HELEN ELGIN'S HOME - CHICAGO - DEN - CONTINUOUS

Jack quickly moves into the den and begins searching through its contents. We can HEAR Sydney getting a tennis lesson outside.

Jack finds a computer and hits the "ON" key. There is the trademark "power up" tone of a Mac.

CUT TO:

EXT. DR. HELEN ELGIN'S HOME - CHICAGO - TENNIS COURT - CONTINUOUS

Dr. Elgin notices something and stops for a moment.

DR. HELEN ELGIN

I need to towel off my racket.

SYDNEY

Knock yourself out.

Dr. Elgin moves over to a towel on a bench at the side of the court. Lightning fast, she pulls a gun out from under the towel, aims at her house, and fires.

CUT TO:

INT. DR. HELEN ELGIN'S HOME - CHICAGO - DEN - CONTINUOUS

A bullet slams through the window and into a wall, narrowly missing Jack. He drops to the ground and pulls out a gun.

CUT TO:

EXT. DR. HELEN ELGIN'S HOME - CHICAGO - TENNIS COURT - CONTINUOUS

Sydney quickly pulls a tiny gun out of the legband of her tennis shorts and points it at Dr. Elgin. But Dr. Elgin is too fast, and has the gun pointed at Sydney in a heartbeat.

DR. HELEN ELGIN

(calling out)

Even if you shoot me, I'll get at least one shot off at her. I suggest you come out and we discuss this like rational people.

Jack steps out of the house, gun drawn.

SYDNEY

You were expecting us.

DR. HELEN ELGIN

That, and you've played tennis before. And as Olivia could have told you, goths don't play tennis.

JACK

Just out of curiosity, who do you think we are?

DR. HELEN ELGIN

Covenant. Retirement squad.

JACK

What if we told you that we were CIA, and that Oscar Goldman sent us.

DR. HELEN ELGIN

Oscar?

She lowers her gun, as do Sydney and Jack.

DR. HELEN ELGIN (CONT'D)

Did he tell you who I am?

JACK

No. But he did tell us you had information pertaining to the Rimbaldi manuscript.

DR. HELEN ELGIN

What did he tell you? And why isn't he here in person?

SYDNEY

Dr. Elgin, Oscar Goldman is dead.

Dr. Elgin's jaw drops. She begins to cry.

SYDNEY (CONT'D)

We know that Mr. Goldman was the head of the OSI, and that he had information about a document called the Rimbaldi Manuscript.

JACK

Obviously the two of you had some sort of relationship. Would you care to clear up the connection?

SYDNEY

Did he turn to the Covenant when the OSI was dismantled?

DR. HELEN ELGIN

Oscar never, never worked for the Covenant. He found them repugnant. He was a man of honor.

JACK

Yet you obviously had an amicable relationship with him.

DR. HELEN ELGIN

Sometimes we're forced to make choices we don't enjoy. Oscar understood that.

SYDNEY

And the Rimbaldi manuscript?

DR. HELEN ELGIN

If you want information on the Rimbaldi manuscript, go see my husband.

Sydney's phone rings. She answers it.

SYDNEY
(into phone)
Yes?

MARSHALL (ON PHONE)
Sydney, it's Marshall.

DR. HELEN ELGIN
Sydney?

SYDNEY
You heard that?

DR. HELEN ELGIN
It all makes sense. Sydney, Sydney
Bristow. And this must be your
father Jack.

SYDNEY
(into phone)
I'll call you back, this line isn't
secure.

Sydney hangs up her cell.

JACK
Care to explain how you know who we
are?

DR. HELEN ELGIN
Why, your wife told me all about
you.

JACK
My wife?

DR. HELEN ELGIN
Yes, Irina? We've had occasion to
work together. She was very
grateful for her freedom after
being held in that cell for so
long. She always wanted to thank
you in person, Jack.

Sydney shoots a look to Jack.

JACK
My wife isn't the issue here. We
need to know what information you
have pertaining to the Rimbaldi
manuscript.

DR. HELEN ELGIN
Like I said, ask my husband.

CUT TO:

INT. CIA HEADQUARTERS - MARSHALL'S LAB - DAY

Vaughn enters to find Marshall.

VAUGHN
You sent for me?

MARSHALL
The sound wave from Goldman's home,
so low that it was imperceptible to
the human ear? This isn't so
unusual. What *is* so unusual is
that this sound wave was focused,
like a laser beam, at one source.
Which led me to believe it was a
signal of some sort.

CUT TO:

EXT. DR. HELEN ELGIN'S HOME - CHICAGO - TENNIS COURT -
CONTINUOUS

SYDNEY
And where would we find your
husband.

DR. HELEN ELGIN
Just outside of Toronto. His name
is Jim Elgin.

SYDNEY
Thank you.

DR. HELEN ELGIN
You better bring a shovel.

SYDNEY
Excuse me?

DR. HELEN ELGIN
Jim Elgin is dead.

JACK
Is this some kind of joke?

DR. HELEN ELGIN
Jim Elgin committed suicide in
1997. I know because I helped him.
And then I buried him.

CUT TO:

INT. CIA HEADQUARTERS - MARSHALL'S LAB - CONTINUOUS

MARSHALL
Of course, a computer can detect
sound levels lower than human
perception, and amplify them to
give us this --

Marshall uses his computer to play an audio file - "In the
Year 2525" by Zager and Evans.

MARSHALL (CONT'D)
"In the Year 2525" by Zager and
Evans. One hit wonder about the
horrors of future society. Really
creepy.

VAUGHN
And what was the message?

MARSHALL
Take a look at this audio file.

ON THE COMPUTER SCREEN is an audio file.

MARSHALL (CONT'D)
Looks normal enough, until you
broaden the landscape.

Marshall widens the sound field. He points to valleys of a
sound wave that fall far below the midrange.

MARSHALL (CONT'D)
Take a look at these. Sounds,
beats really, that fall even
further below the normal perception
range than the song. Being trained
to spot the abnormal, I figured
these beats were some sort of code.
So I isolated them.

CUT TO:

EXT. DR. HELEN ELGIN'S HOME - CHICAGO - TENNIS COURT -
CONTINUOUS

SYDNEY

I'm sorry for you loss, Dr. Elgin.
May I ask why he killed himself?

DR. HELEN ELGIN

Like I said, we all make choices.
Some we can live with, some we
can't. You want to know about
Rimbaldi, exhume my husband. He
took Rimbaldi with him to his
grave. Literally.

CUT TO:

INT. CIA HEADQUARTERS - MARSHALL'S LAB - CONTINUOUS

Marshall plays an audio file with just the "beats" from the
"In the Year 2525" file. They thump in a Morse Code rythmn.

VAUGHN

Morse code.

MARSHALL

Which, if my boyscout training is
correct, reads "Jaime, it's over".
Jaime spelled J-A-I-M-E.

VAUGHN

Who's Jaime?

We CUT TO BLACK, over which "TORONTO" appears -- PUSH THRU
THE "N" to:

EXT. GRAVEYARD - TORONTO - EVENING

Sydney and Jack stand next to a freshly exhumed grave. They
wear protective gloves and masks. FOUR WORKMEN, also wearing
protective gloves and masks, haul a coffin out of the hole
and set it on the grass.

JACK

Thank you. We'll need a moment
alone.

Jack holds out his hand, and one of the workmen hands him a
crowbar.

WORKMAN ONE

Be my guest.

The four workmen wander off across the cemetery.

Sydney pulls a small scanning device out of her pocket and holds it over the casket.

SYDNEY

There's metal inside, but nothing to suggest a bomb, unless it's the old fashioned kind.

JACK

This could be anything, so be ready.

Jack wedges the crowbar into the space between the lid and the casket. He works it up and down, finally breaking the seal on the coffin. Sydney reaches over, and together they open the lid.

SYDNEY

Oh, my God.

CUT TO:

INT. DR. HELEN ELGIN'S HOME - CHICAGO - DEN - EVENING

Dr. Elgin walks into her study. She picks up a framed picture from her desk. It is a wedding picture. Dr. Elgin, beaming in a wedding gown, stands next to a very happy MAN in a tuxedo. They've obviously just been married.

DR. HELEN ELGIN

I'm sorry, Steve.

Something unheard to us grabs Dr. Elgin's attention away from the photo. She quietly sets the photo down, then opens a drawer in her desk.

CUT TO:

EXT. GRAVEYARD - TORONTO - EVENING

Sydney and Jack hover over the open casket, marveling at something we can't see.

SYDNEY

Is this some part of Rimbaldi's work?

JACK

Not to my knowledge.

IN THE CASKET is the body of a man, well decomposed. The flesh has pulled away from the right eye, revealing what looks like a GLASS EYE CONNECTED TO WIRING.

SYDNEY

His eye, and that hand...

The corpse's right hand is made of METAL, WIRES, CIRCUITS,
WITH BITS OF LONG-DEAD FLESH FLAKING AWAY.

TWO SHOTS rings out. Sydney and Jack turn toward the noise
to witness Workman One and Workman Two shooting the other two
workmen. They then turn their guns on Sydney and Jack.

A chunk of the casket lid explodes into splinters.

JACK

Take cover!

Jack and Sydney rush over to two large tombstones and take
cover. They both draw guns.

The two teams exchange gunfire as a LARGE VAN speeds across
the graveyard toward the open casket.

JACK (CONT'D)

She set us up!

The van stops at the casket. Two HENCHMEN leap out the back
and join the two workmen firing at Sydney and Jack.

Sark, along with two other HENCHMEN, exit the van and grab
the open casket. They shove it into the back of the van.

Sydney and Jack shoot and kill the two workmen.

Sark and the remaining henchmen leap back into the van and
speed off across the graveyard.

CUT TO:

INT. CIA HEADQUARTERS - DIXON'S OFFICE - EVENING

Dixon's phone rings. He hits speaker phone.

DIXON

Dixon.

CUT TO:

EXT. GRAVEYARD - TORONTO - EVENING

Sydney speaks to Dixon on her cell as she and Jack leave the
graveyard.

SYDNEY

(into phone)

You won't believe what we found.

(MORE)

SYDNEY (CONT'D)

Jim Elgin had at least one eye and one arm replaced with some sort of incredibly advanced prosthesis.

DIXON (ON PHONE)

Bring the body back and we'll have Marshall do a full analysis.

SYDNEY

(into phone)

Unfortunately Sark arrived and retrieved the body under gunfire. It appears to be a setup, but I'm not sure what Dr. Elgin's motive would be if she were truly being targeted by the Covenant.

DIXON (ON PHONE)

I'll send Vaughn and Weiss to bring her in.

CUT TO:

INT. DR. HELEN ELGIN'S HOME - CHICAGO - LIVING ROOM - NIGHT

Vaughn and Weiss cautiously enter Dr. Elgin's home.

VAUGHN

Dr. Elgin? I'm Agent Vaughn of the CIA. Come out with your hands in full view. We don't want to harm you.

WEISS

Vaughn, over here.

Weiss has discovered a BODY, an armed man, lying on the floor. The dead man's head is bleeding profusely.

VAUGHN

I got one over here.

Vaughn has discovered a SECOND BODY, another armed man. His face has been caved in, as if hit with a sledgehammer.

VAUGHN (CONT'D)

(calls out)

Dr. Elgin?

WEISS

Vaughn, these guys didn't take any bullets. They had their heads caved in.

VAUGHN
Check out back.

Weiss moves outside to the tennis court. Vaughn moves into

CUT TO:

INT. DR. HELEN ELGIN'S HOME - CHICAGO - BEDROOM - NIGHT

Dr. Elgin lies on her bed. There is a note next to her unconscious body.

VAUGHN
Dr. Elgin? Weiss, she's in here!

Vaughn checks Dr. Elgin's pulse. Nothing. He picks up the note.

Weiss enters.

VAUGHN (CONT'D)
Dead.
(reads note)
"We all make choices."

WEISS
Look at her hand.

Dr. Elgin's right hand is covered in blood.

WEISS (CONT'D)
She took those two out barehanded,
then killed herself?

END OF ACT TWO

ACT THREE

INT. CIA HEADQUARTERS - ROTUNDA - BRIEFING ROOM - DAY

Sydney, Jack, Dixon, Vaughn and Weiss sit around the conference table.

SYDNEY

"We all make choices." That's what Dr. Elgin told us about her husband's suicide.

WEISS

Two things I don't understand. First, how the Hell did Dr. Elgin take down two armed men with her bare hands. Second, if she possessed that kind of power, why did she kill herself?

SYDNEY

Obviously this ties in somehow with the eye and arm we discovered on Jim Elgin's body.

JACK

Assuming that was Jim Elgin.

VAUGHN

Has there been any information gleaned from the Rimbaldi texts that point to biomechanics?

JACK

Sloane would know more about that than any of us in the room.

DIXON

I don't want to involve Sloane in this any more than we have to. Let's just concentrate on retrieving Jim Elgin's body, then if we need Sloane's...expertise, we can call on him at the appropriate time.

Kendall enters. He is holding a large file.

KENDALL

Sorry for interrupting, but I think I have some evidence in which you have a vested interest.

DIXON

Please, have a seat.

KENDALL

You need to come with me.

CUT TO:

INT. CIA HEADQUARTERS - HOLDING CELL - DAY

Kendall leads Sydney, Jack, Dixon, Vaughn and Weiss to the holding cell. Sitting in the cell is Dr. Elgin, alive and well, with a bandage on her right hand.

SYDNEY

Dr. Elgin?!

KENDALL

She walked in to our D.C. office, and I had her transported here to aid in your investigation. I understand she may be of some importance to you.

WEISS

But we found you dead.

DR. HELEN ELGIN

Not quite.

CUT TO:

INT. DR. HELEN ELGIN'S HOME - CHICAGO - DEN - EVENING - FLASHBACK

Dr. Elgin NARRATES as we watch the events play out in FLASHBACK, BEGINNING WITH THE LAST TIME WE SAW HER IN HER BEDROOM.

Dr. Elgin is holding the wedding photo.

DR. HELEN ELGIN

I'm sorry, Steve.

Something catches her attention. She quietly puts down the photo and opens her desk drawer.

DR. HELEN ELGIN (V.O.) (CONT'D)

I was in my den when I heard something in the living room. I went for the gun I keep in my desk, but I hadn't put it back after the Bristows left.

The drawer is empty. Dr. Elgin shuts the drawer quietly.

DR. HELEN ELGIN (V.O.) (CONT'D)
With no gun, I realized surprise
was my weapon.

CUT TO:

INT. DR. HELEN ELGIN'S HOME - CHICAGO - LIVING ROOM - EVENING
- FLASHBACK

The two ARMED MEN who Vaughn and Weiss will eventually find
dead are slipping into the house.

DR. HELEN ELGIN (V.O.)
I knew they were in the living
room, so I rushed out --

Faster than any normal human, Dr. Elgin races out from the
den. She overtakes the first armed man, using her right arm
to knock the gun out of his hand. The blow is so hard the
man's arm breaks.

The second armed man shoots at Dr. Elgin, but she dodges
behind the first armed man, now incapacitated. She raises up
her fist and brings it down on the back of the first man's
skull, crushing it with one inhuman blow.

The second armed man moves toward Dr. Elgin, but she shoves
the body of the first man toward him, keeping him off
balance. In a flash, Dr. Elgin races over and slams her
right fist into the second man's face, crushing it. He falls
to the ground, dead.

CUT TO:

INT. CIA HEADQUARTERS - HOLDING CELL - DAY

DR. HELEN ELGIN
-- and overtook them. Anticipating
your return, I staged my suicide
with a shot of angiostasis, which
lowered my heart rate and breathing
just long enough for word to get
out I was dead.

DIXON
That was a huge risk.

DR. HELEN ELGIN
My hope was to make my way into
your protection.

VAUGHN

With all due respect, Dr. Elgin,
you didn't just overtake those men.
You crushed their skulls,
apparently with your bare hands.

KENDALL

That's where you're wrong.

WEISS

Sorry to disappoint the NSA, but we
saw the bodies.

KENDALL

Not the bodies. Her. This is not
Dr. Helen Elgin. This is --

Kendall opens his file and pulls out a copy of an ID badge
for the OSI with Dr. Elgin's picture on it. The name reads

KENDALL (CONT'D)

-- Dr. Jaime Sommers.

VAUGHN

"Jaime, it's over."

JAIME SOMMERS/DR. HELEN ELGIN

A message from Oscar Goldman,
trying to warn me this was all set
in motion.

SYDNEY

Jim Elgin - was he truly your
husband?

JAIME SOMMERS/DR. HELEN ELGIN

Yes, Steve, his real name, was my
husband.

JACK

And the replacement body parts?

KENDALL

Most of this information is here in
the old OSI files. But perhaps Ms.
Sommers would like to explain it
from her perspective.

JAIME SOMMERS/DR. HELEN ELGIN
Of course. Let me give you a
headstart and say that you'll want
your OpTech department to do a full
diagnostic on me.

CUT TO:

INT. CIA HEADQUARTERS - MARSHALL'S LAB - EVENING

We HEAR Jaime Sommers/Dr. Elgin explain her past as we watch
Marshall conduct his diagnostic on her body.

Jaime lies on an examining table, nude but covered in with a
sheet. A monitoring device passes over her body from head to
foot. Marshall watches a computer monitor for the results.

JAIME SOMMERS/DR. HELEN ELGIN (V.O.)
Steve brought me into the OSI, back
in 1975. I had been in a horrible
accident, and Steve begged them to
include me in a program in which
he'd been a subject years before.

Jaime is still on the examining table. Marshall takes a
scalpel and moves toward her right arm. He hesitates, looks
to Jaime. She nods reassuringly, and he begins to cut into
her arm.

JAIME SOMMERS/DR. HELEN ELGIN (V.O.)
The program was based on just one
page of the Rimbaldi manuscript,
the one that the OSI discovered and
has kept secret from the world
until, well, now. On it was a human
schematic and instructions for what
we now call --

Marshall has sliced open Jaime's arm. He pulls back the skin
to reveal the same metal and wiring framework that Sydney and
Jack discovered in the body in the graveyard.

JAIME SOMMERS/DR. HELEN ELGIN (V.O.)
-- biomechanics. Bionics for
short.

CUT TO:

INT. CIA HEADQUARTERS - HOLDING CELL - DAY

JAIME SOMMERS/DR. HELEN ELGIN
Two legs, one arm and one ear.

VAUGHN

Which explains the low level message from Goldman.

JACK

Why did you join the Covenant?

JAIME SOMMERS/DR. HELEN ELGIN

When the OSI was phased out in 1995, the biomechanics program was discontinued. The mechanisms in my body require updating, replacement from time to time. Part of the Rimbaldi text was an explanation of how to prevent the body from rejecting the new mechanics, but with only one page, the instructions are incomplete. So once every year, I need...

WEISS

A tune up.

JAIME SOMMERS/DR. HELEN ELGIN

Sure, let's call it that. My choice was either the Covenant, or death.

SYDNEY

And your husband, Steve? He killed himself?

JAIME SOMMERS/DR. HELEN ELGIN

He let himself die. Working for the Covenant sickened Steve.

VAUGHN

And your "suicide"?

JAIME SOMMERS/DR. HELEN ELGIN

As Oscar said, it's over. I don't know what his motivations were for revealing my identity, but with Steve dead and the possibility of my defection now firmly on the table, the Covenant wasn't about to let me waltz off into the sunset. I needed them to believe I was dead to be able to make my way to the NSA.

DIXON

Somehow I think that was Goldman's plan all along.

JAIME SOMMERS/DR. HELEN ELGIN

Is there a chance we could continue this discussion somewhere a little more comfortable.

KENDALL

Absolutely not.

DIXON

I think that's my call, Mr. Kendall.

KENDALL

Dr. Sommers is in the custody of the NSA. She is here on loan, and more importantly, in possession of inextricable monitoring devices. I'm not going to be held responsible for any covert surveillance she might be conducting while on CIA property.

SYDNEY

Short of cutting out her ear, what do you suggest?

CUT TO:

INT. CIA HEADQUARTERS - MARSHALL'S LAB - DAY

Dixon and Kendall listen while Marshall demonstrates his new technology.

MARSHALL

I have to tell you, without the Rimbaldi element, Dr. Sommers would be quite the anomaly.

DIXON

More so than her biomechanics?

MARSHALL

Physics dictates that any structure, chain, what have you, is only as strong as it's weakest link. Like, say, Red Rover come on over? You pick the weakest two hands to break thru. Or not. But that doesn't make you weak, just not as strong.

DIXON

Marshall...

MARSHALL

Sorry. So, even though Dr. Sommers has incredible strength in her arm and legs, her real body is still just normal flesh and blood. If she were to try and lift a car with her right arm, instead of lifting the car her arm would rip out of its socket. But, as I'm sure you've seen, she still has both arms, so something in that Rimbaldi text must rewrite the laws of physics.

LAUREN

What do we do about her ear? I agree leaving her in that cell is a bit barbaric, but we can't let her out until the NSA can be sure she isn't gathering data.

MARSHALL

Simple.

CUT TO:

INT. CIA HEADQUARTERS - MARSHALL'S LAB - LATER

We watch Marshall work his magic as we HEAR him describe his plan.

Dr. Jaime Sommers is once again on the examining table, this time lying on her side. Using a computer/video/remote interface, Marshall guides robotic tools thru the process of inserting a small device into Dr. Sommers' ear.

MARSHALL (V.O.)

Dr. Sommers gave me the operating perimeters of her ear. Better safe than sorry, I expanded those perimeters in case she was lying. Using the bug killing technology routinely employed by the CIA, I altered the range of audio masking from blanket to just on either side of the normal human aural range. All contained on a magnetic chip that is simply placed on her digital eardrum. It works automatically and until we decide to remove it.

CUT TO:

INT. CIA HEADQUARTERS - MARSHALL'S LAB - NOW

KENDALL

Or until someone else does.

CUT TO:

INT. CIA HEADQUARTERS - ROTUNDA - DAY

Sydney approaches Vaughn.

SYDNEY

Can we talk?

Vaughn stands and they walk to a more secluded part of the office.

SYDNEY (CONT'D)

When we were in Chicago, Dr. Sommers mentioned something about my mother being "grateful" for her freedom, specifically in reference to my father.

VAUGHN

Meaning?

SYDNEY

Three years ago, my mother escaped CIA custody while be supervised solely by my father. Prior to her escape, he removed the monitoring device placed on her by the CIA, which allowed her to ellude capture and walk right into Sloane's office.

VAUGHN

Yes, but he copped to that. The explanation being that if she had been scanned the device would have been detected and the mission would have failed.

SYDNEY

Very convenient.

VAUGHN

He also managed to plant a time release device on her that allowed us to track her twelve hours later.

SYDNEY

A device which she miraculously managed to disengage even though she knew nothing about its placement.

VAUGHN

Irina Derevko's escape was over three years ago, during which time you father has proven his allegiance to the CIA a dozen times over.

SYDNEY

You don't know how much I want, I need to believe that. But this is such a "where there's smoke" situation, I can't help but wonder.

VAUGHN

Syd...we both know, first hand, that motivations can appear to be fluid. But there comes a time when we have to commit to a character assessment of someone and trust that their actions are true to that assessment. Otherwise we'll go crazy retrojustifying every move they make.

SYDNEY

I know dad is a good man...

VAUGHN

Jack Bristow is a great man.

SYDNEY

I know. I hate that we're taught to think like this.

VAUGHN

Sometimes it saves our lives.

SYDNEY

You're right. It's just hard to compartmentalize this stuff when it concerns mom and dad.

VAUGHN

I know.

SYDNEY

"Retrojustifying"? That's a pretty big made up word.

VAUGHN
I was improvising.

SYDNEY
Tried to sneak one by me.

VAUGHN
Busted.

Dixon approaches Sydney and Vaughn.

DIXON
Fifteen minutes, the conference
room.

CUT TO:

INT. CIA HEADQUARTERS - ROTUNDA - BRIEFING ROOM - LATER

Sydney, Vaughn, Kendall, Marshall and Dr. Jaime Sommers sit
around the conference table. Dixon speaks to the room.

DIXON
With Marshall's assurances the NSA
has recategorized Dr. Sommers' to
agent status, field rated. Welcome
back to the American Government.

JAIME SOMMERS/DR. HELEN ELGIN
Thank you.

JACK
For the record, I'd like to
officially state my opposition to
Dr. Sommer's reinstatement.
Marshall's expertise aside, the
possibility for unknown,
undetected technology in her body
coupled with her allegiance to the
Covenant -- I think this to be a
hasty decision.

DIXON
Noted. The reason for such a quick
turnaround is this --

Dixon uses his remote to bring up a picture on the monitors.

ON THE MONITORS - a villa in Spain.

DIXON (CONT'D)
-- a Covenant research facility in
Marbella, Spain.

JAIME SOMMERS/DR. HELEN ELGIN

This is where I travel once a year for my "tune ups". The top floor is the residence for the current head of biomechanical research for the Covenant. The basement is reserved for laboratories, and medical storage.

DIXON

By medical, we mean prototypes of Next Gen biological advances. Dr. Sommers believes this is where the Covenant has taken her husband's body. Sydney, Vaughn, you will accompany Dr. Sommers to the villa and retrieve Mr. Austin's body.

SYDNEY

Won't they recognize her?

JAIME SOMMERS/DR. HELEN ELGIN

I've never met the current head of research. She replaced the former head when he died last year.

DIXON

This is Dr. Sharon Yates, current head of biomechanical research for the Covenant.

ON THE MONITOR - a surveillance photo of DR. SHARON YATES.

VAUGHN

Isn't Dr. Yates one of the more respected next gen researchers in the world? What is she doing working for the Covenant?

DIXON

Make that one of the questions you ask her when you meet her.

SYDNEY

What's our cover?

DIXON

Every year, Dr. Yates hosts a gathering of some of the most accomplished female physicians in the world. These are the women that are going to discover the next major breakthroughs in almost every aspect of medicine.

KENDALL

These gatherings are the high-end version of blowing off some steam. Dr. Yates enforces a strict "no men" rule unless they're staff. And by staff she means hired for the night.

DIXON

Sydney, you'll lead the mission posing as "Shelly Morton", daughter of Dr. Sommers' "Dr. Paulette Morton".

VAUGHN

And me?

We CUT TO BLACK, over which "MARBELLA" appears -- PUSH THRU THE "B" to:

CUT TO:

INT. DR. SHARON YATES/COVENANT VILLA - MARBELLA - EVENING

A line of limousines slowly pull up in front of a gorgeous, traditional Spanish villa. As each limo door opens, a young "rent boy" steps out, then reaches back to help a powerful older woman exit the limo. Both are dressed for an upscale party - the women in tasteful but glamorous cocktail attire, the rent boys in much younger cocktail/clubware.

A limo pulls up and out steps Vaughn, dressed like all the other rent boys in hip cocktailware - clingy International Male shirt and tight leather pants. He reaches back and helps out Dr. Sommers, looking beautiful in her dress. Next out is Sydney, dressed as the pretty but awkward daughter. Both Sydney and Dr. Sommers are now redheads. The trio walks up the steps toward the entrance.

VAUGHN

I feel like a piece of meat.

SYDNEY

Sort of like the cow that used to be those pants.

VAUGHN

Hilarious.

JAIME SOMMERS/DR. HELEN ELGIN

We sure didn't have wigs this good back when I was in the field. Do you always doll up this much?

SYDNEY

Almost every week.

We follow them into

CUT TO:

INT. DR. SHARON YATES/COVENANT VILLA - MARBELLA - CONTINUOUS

The trio walk into the villa, which is full of MIDDLE-AGED AND OLDER WOMEN, and a handful of VERY YOUNG MEN. Everyone is dressed in upscale cocktail attire.

A WOMAN, DR. GRETCHEN BERNA approaches Sydney, Vaughn and Dr. Sommers.

DR. BERNA

Welcome. And you are?

JAIME SOMMERS/DR. HELEN ELGIN

I'm Dr. Paulette Morton, this is my daughter Shelly.

SYDNEY

(shy)

Can we go?

JAIME SOMMERS/DR. HELEN ELGIN

Dr. Yates, I presume.

DR. BERNA

No, Dr. Gretchen Berna. Dr. Yates was called away suddenly, so she's left me in charge of the festivities. And which agency is this one from?

Dr. Berna sidles up to Vaughn.

JAIME SOMMERS/DR. HELEN ELGIN

Agency?

DR. BERNA

Escort agency? Where did you rent him from?

JAIME SOMMERS/DR. HELEN ELGIN

Oh, Companion International. He speaks four different languages ...

(sotto voce)

... three of them in bed.

VAUGHN

I'm, uh, multilingual.

DR. BERNA

Well now! And clever, too. No date for the young one?

JAIME SOMMERS/DR. HELEN ELGIN

She's shy. And has some strange aversion to paying for it.

SYDNEY

Mom!

JAIME SOMMERS/DR. HELEN ELGIN

Kids. Boyd, why don't you go meet the other ladies.

VAUGHN

Whatever you like, doctor.

DR. BERNA

Allow me.

Vaughn extends an elbow, which Dr. Berna takes and leads him into the throng of women.

Sydney activates the communicator in her earring.

SYDNEY

(to communicator)

Did you hear that? Dr. Yates isn't here.

CUT TO:

INT. CIA HEADQUARTERS - ROTUNDA - CONTINUOUS

Jack is monitoring the situation in Spain.

JACK

(to Sydney)

Yes, Mountaineer. Dr. Yates's absence is contrary to our intel, once again supplied by Dr. Sommers. Perhaps you should pull out.

CUT TO:

INT. DR. SHARON YATES/COVENANT VILLA - MARBELLA - CONTINUOUS

Sydney and Dr. Sommers mingle.

SYDNEY

(to Jack)

Negative. We're going to proceed to the safe.

Sydney checks her watch.

SYDNEY (CONT'D)
(to Dr. Sommmers)
You're up in one minute.

CUT TO:

INT. CIA HEADQUARTERS - MARSHALL'S LAB - EARLIER

We flashback to Marshall's lab. Sydney, Vaughn and Dr. Sommers all listen as Marshall explains the optech.

MARSHALL
The combination to the vault is random a series of pitches that changes every seventeen minutes. The new combination is broadcast at subhuman levels from a computer in the building to a single receiver in Dr. Yates's possession. The receiver tells Dr. Yates which tones to use to unlock the vault. Now, I could build you a kick ass replica of that receiver, but why? I'll just adjust Dr. Sommers's ear remotely to restore her crazy audio range.

CUT TO:

INT. DR. SHARON YATES/COVENANT VILLA - MARBELLA - CONTINUOUS

Dr. Sommers stops and listens. After a moment, she turns to Sydney.

JAIME SOMMERS/DR. HELEN ELGIN
Got it.

Dr. Berna approaches Sydney and Dr. Sommers. She has YURI, a musclebound rentboy, in tow.

DR. BERNA
Dr. Morton, Shelly. Boyd is being kept...busy...by the other ladies.

ACROSS THE ROOM

Vaughn is being manhandled by a GOOD-LOOKING OLDER WOMAN.

DR. BERNA (CONT'D)
So I brought you a replacement model. This is Yuri.

YURI

Hello. You both look stunning.
Those glasses set off your eyes,
miss.

SYDNEY

(giggles shyly)
Stop it...

JAIME SOMMERS/DR. HELEN ELGIN

Well, what a nice surprise. Mind
if we take him for a test drive?

SYDNEY

Mom!

DR. BERNA

Be my guest.

Dr. Berna gestures to the elevator in the ballroom. Dr. Sommers nods, and leads Sydney and Yuri to the elevator. We follow them into the elevator.

MARSHALL (V.O.)

The vault is located underneath the
main floor of the villa. The only
entrance is through an elevator
toward the east end of the
ballroom.

CUT TO:

INT. CIA HEADQUARTERS - MARSHALL'S LAB - EARLIER

Marshall shows Sydney, Vaughn and Dr. Sommers a map of an
elevator shaft that has a "T" junction.

MARSHALL (V.O.)

The safe is actually down and over,
meaning you will be taking the
elevator down to a "T" junction in
the shaft, then change to this
horizontal shaft and move across
under the villa to the safe.

CUT TO:

INT. ELEVATOR - CONTINUOUS

Sydney, Dr. Sommers and Yuri enter the elevator, which has
two sets of doors -- the one they've just walked through, and
a set on the opposite side of the car. Sydney immediately
takes out a perfume atomizer and sprays Yuri, who drops to
the ground unconscious.

MARSHALL (V.O.)

Once you're in the elevator, push the "B" and "Door Close" buttons simultaneously. Then swipe the key card, and the elevator will automatically change direction at the horizontal shaft.

Dr. Sommers holds down the "B" and "Door Close" buttons. Sydney pulls a key card out of her purse and swipes it. After a moment, the elevator jogs slightly.

SYDNEY

We're moving under the villa.

JACK (ON EARPIECE)

You'll have about three minutes before someone tries to use that elevator again.

SYDNEY

I have no idea if I'll still receive a signal once we're underground.

JACK (ON EARPIECE)

Copy that, Mountaineer.

The elevator stops. The doors open to reveal a small room with a high-tech vault door at the other end.

CUT TO:

INT. VAULT ROOM - CONTINUOUS

Sydney and Dr. Sommers step out of the elevator. They move to the vault door, on which is a series of buttons. The buttons are black and white, and aligned in the same order as two octaves worth of piano keys.

JAIME SOMMERS/DR. HELEN ELGIN

B flat, C flat, F sharp, all off middle C.

Sydney pushes the appropriate buttons.

SYDNEY

I know you can hear them, but --

JAIME SOMMERS/DR. HELEN ELGIN

The side benefit is perfect pitch. I can tell you the note just by hearing it.

The vault door opens revealing a space inside big enough for several people to stand comfortably.

JAIME SOMMERS/DR. HELEN ELGIN (CONT'D)
I should go in alone.

SYDNEY
With all due respect, not on your
life.

Sydney tries her communicator.

SYDNEY (CONT'D)
Are you still receiving?
(re: no signal)
Nothing. Let's move.

Sydney and Jaime step into the vault.

CUT TO:

INT. VAULT - CONTINUOUS

Inside the vault is a pedestal holding nothing.

SYDNEY
It's empty.

The vault door slams.

SYDNEY (CONT'D)
We must have tripped an alarm!

The ceiling begins to slowly drop.

SYDNEY (CONT'D)
You've got to be kidding me!

Jaime kicks off her heels, plants her feet, reaches up with her right arm and stops the ceiling's descent. This obviously takes great effort.

JAIME SOMMERS/DR. HELEN ELGIN
Open the door!

Sydney is at the door, but it won't move.

SYDNEY
Locked. The alarm must have
triggered an override!

JAIME SOMMERS/DR. HELEN ELGIN
I can't hold this forever! Help me
get my feet on the door handle.

While Jaime keeps her hand on the ceiling, Sydney helps her put her feet on the door handle. Jaime's body effectively forms a diagonal support beam between the handle and the ceiling.

JAIME SOMMERS/DR. HELEN ELGIN (CONT'D)
The force of the ceiling should --

The door handle breaks off under Jaime's feet. She falls to the ground.

JAIME SOMMERS/DR. HELEN ELGIN (CONT'D)
-- pry off the door handle.

The two women push the vault door open and move into

CUT TO:

INT. VAULT ROOM - CONTINUOUS

Sydney tries the elevator button. Nothing.

SYDNEY
(re: non-working elevator)
Connected to the alarm.

JAIME SOMMERS/DR. HELEN ELGIN
We'll go through the shaft.

Jaime wedges the fingers of her right hand into the space between the elevator doors. She pulls, opening the doors wide enough for them to get into

CUT TO:

INT. ELEVATOR - CONTINUOUS

Jaime moves over to the doors on the opposite end of the elevator.

JAIME SOMMERS/DR. HELEN ELGIN
These should open onto the shaft.

Once again, Jaime grabs one of the doors and pulls it open.

JAIME SOMMERS/DR. HELEN ELGIN (CONT'D)
We should be able to run down the horizontal shaft to the T junction, then climb up.

SYDNEY
You have done this before.

The two women move into the elevator shaft.

INT. DR. SHARON YATES/COVENANT VILLA - BALLROOM - MARBELLA -
CONTINUOUS

Vaughn is once again being mauled by an ATTRACTIVE OLDER
WOMAN. We HEAR Sydney on his earpiece.

SYDNEY (ON EARPIECE)

Vaughn! We tripped the alarm!
We're in the elevator shaft. We
need a diversion so no one sees us
climbing out.

VAUGHN

Is it getting hot in here?

Vaughn pulls his shirt off, revealing his bare chest. All
the women, and many of the rentboys, turn and stare with
unmasked excitement.

Unnoticed in the background, Jamie has pried open the
elevator doors. She and Sydney climb out of the shaft,
adjust their clothes, and stroll over to Vaughn. Sydney's
mouth drops open in shock when she sees him shirtless.

CUT TO:

INT. NON-DESCRIPT BEDROOM - NIGHT

Sark and ALLISON lie in bed. Suddenly, a group of ARMED MEN
enter and grab him. He struggles as they handcuff him.
Allison sits up calmly and watches the scene.

SARK

You betrayed me!

ALLISON

On the contrary. The Covenant
wants you to experience first hand
how your money is being spent.

SARK'S POV

As a bag is placed over his head, plunging us into black.

The bag is lifted, revealing

INT. NON-DESCRIPT LABORATORY

DR. SHARON YATES, accompanied by a handful of MEDICAL STAFF,
looks down Sark. Sark is now bound to an operating table.

DR. SHARON YATES

Congratulations, Mr. Sark. You're
a very lucky man.

SARK

How so?

A cart carrying a covered medical tray is rolled over to the side of the operating table. Dr. Yates pulls back the cover to reveal a biomechanical arm.

DR. SHARON YATES

(to staff)

We'll begin with the removal of the congenital arm.

A nurse injects Sark with a sedative.

END OF ACT THREE

ACT FOUR

INT. CIA HEADQUARTERS - ROTUNDA - DAY

Sydney and Jack walk toward the conference room.

SYDNEY

Dad, we haven't talked about what Dr. Sommers said in Chicago.

JACK

About your mother. Sydney, your mother has an infinite capacity for treachery. Any comments made by Dr. Sommers, or anyone for that matter, concerning Irina Derevko I'll attribute directly to Irina Derevko.

SYDNEY

To what end?

JACK

Not knowing your mother's endgame is irrelevant. There is one. History has taught us this. And Dr. Sommers's acquaintance with your mother effectively keeps her on my suspect list.

CUT TO:

INT. CIA HEADQUARTERS - ROTUNDA - BRIEFING ROOM - DAY

Sydney, Jack, Dixon, Vaughn, Marshall and Dr. Sommers are all seated at the table.

MARSHALL

We know now that the vault in Marbella is equipped with a hydraulic system designed to crush anything in the room into an unrecognizable mass. Much like in the original "The Fly". Anybody see that movie? Where the guy who had the fly head stuck it into the metal press and --

JACK

And you had no idea of this?

JAIME SOMMERS/DR. HELEN ELGIN
No. But I assume it's a safeguard
against anyone stealing valuable
technology.

JACK
That is what you assume. I see.

SYDNEY
Dr. Sommers saved my life in Spain.

JACK
Yes, I suppose she did.

DIXON
Moving forward. Dr. Sharon Yates
was not in Marbella because she was
enroute to Berlin. We suspect she
and the body of Dr. Sommers's
husband are here --

ON THE MONITOR is a picture of a hospital in Berlin.

DIXON (CONT'D)
-- the Heiliges Kreuz Krankenhaus,
a Covenant cover hospital. Jack,
you and Sydney will accompany Dr.
Sommers to Berlin, infiltrate the
hospital and recover the body. You
leave in an hour.

Dixon exits.

JACK
Dr. Sommers, could I have a word
with you?

Sydney, Vaughn, and Marshall all leave, puzzled.

JACK (CONT'D)
Sydney may think you saved her
life, but I'm of the opinion that
she may have foiled your suicide
attempt.

JAIME SOMMERS/DR. HELEN ELGIN
Is that so?

JACK
Sydney's mission report clearly
stated the you insisted on going
into the vault by yourself.

(MORE)

JACK (CONT'D)

And I find it hard to believe that someone with the intimate knowledge of the facility that you claim to possess would not know the small detail of a hydraulic, collapsing room.

JAIME SOMMERS/DR. HELEN ELGIN
Your point being?

JACK

You've been betrayed by your country and forced into an alliance with the enemy. I empathize with your situation if that *is* your situation.

JAIME SOMMERS/DR. HELEN ELGIN
And if it is?

JACK

Like your husband, you may be so sickened by your actions that you want to rid the world not only of your presence, but the secrets in your body that brought you to this point in the first place. But dragging another agent down with you, namely my daughter, is an amateur's mistake. If for one moment I suspect that you're endangering *any* of the agents on this mission, I'll do you the favor of ending your life.

JAIME SOMMERS/DR. HELEN ELGIN
Jack, if I told you exactly where your wife was at this moment -- Let's start with Prague -- would that make you trust me even a tiny bit more?

JACK

I know exactly where my wife is, Dr. Sommers. And the fact that you do as well, and felt the need to reveal this information to me as a bargaining chip, makes me trust you that much less.

We CUT TO BLACK, over which "BERLIN" appears -- PUSH THRU THE "I" to:

EXT. HEILIGES KREUZ KRANKENHAUS (HOLY CROSS HOSPITAL) -
BERLIN - NIGHT

A medical van pulls up to the entrance of the hospital. Sydney, Jack and Dr. Sommers, all dressed in medical attire, get out of the van and walk into the hospital. Each carries a portable cooler used for organ transport.

CUT TO:

INT. HEILIGES KREUZ KRANKENHAUS (HOLY CROSS HOSPITAL) -
BERLIN - CONTINUOUS

Sydney, Jack and Dr. Sommers approach the front desk. A SEVERE LOOKING WOMAN eyes them suspiciously.

JACK

(in German, SUBTITLED)
"Organ delivery for transplant patients Kappel, Bauer and Schoepke"

SEVERE LOOKING WOMAN

(in German, SUBTITLED)
"We weren't notified of this delivery."

SYDNEY

(in German, to Jack, SUBTITLED)
"They aren't getting any fresher."

The severe looking woman glares at Sydney as she slowly, deliberately dials the phone.

JACK

(in German, SUBTITLE)
"Dr. Peter Strausser. He's at extention 132."

SEVERE LOOKING WOMAN

(in German, SUBTITLED)
"I have a delivery for Dr. Strausser"

From the other end of the phone we HEAR a VERY ANGRY GERMAN. The severe looking woman reacts as if she is being chastised. She quickly hangs up the phone.

SEVERE LOOKING WOMAN (CONT'D)

(in German, SUBTITLED)
"Please take them back to 347."

JACK
(in German, SUBTITLED)
"Thank you."

Sydney, Jack and Dr. Sommers pass the admitting desk and enter

CUT TO:

INT. HEILIGES KREUZ KRANKENHAUS (HOLY CROSS HOSPITAL) HALLWAY
- BERLIN - CONTINUOUS

The trio stride down the hall to Laboratory 347.

INT. HEILIGES KREUZ KRANKENHAUS (HOLY CROSS HOSPITAL) LAB 347
- BERLIN - CONTINUOUS

DR. PETER STRAUSSER is working at a table. Sydney, Jack and Dr. Sommers enter and set the coolers down on the counter.

DR. PETER STRAUSSER
(in German, SUBTITLED)
"Open them please."

The coolers are opened. Each contains a fresh human organ - a heart, a liver, and a kidney.

DR. PETER STRAUSSER (CONT'D)
(in German, SUBTITLED)
"Perfect. Accident victim?"

JACK
(in German, SUBTITLED)
"Yes."

DR. PETER STRAUSSER
(in German, SUBTITLED)
"The recipients will be very grateful."

Dr. Strausser picks up a phone.

DR. PETER STRAUSSER (CONT'D)
(into phone, in German, SUBTITLED)
"Prepare the transplant recipients Kappel, Bauer and Schoepke for surgery..."

Sydney, Jack and Dr. Sommers exit the laboratory.

CUT TO:

INT. HEILIGES KREUZ KRANKENHAUS (HOLY CROSS HOSPITAL) HALLWAY
- BERLIN - CONTINUOUS

Sydney, Jack and Dr. Sommers stride down the hall.

SYDNEY

The secured section of the hospital
is to the right. We'll assume
whatever we're looking for is
there.

As they round the corner, Sydney pulls a small digital device
out of her pocket. She speaks to Marshall through the
communication device in her ear.

SYDNEY (CONT'D)

Marshall, we're almost to the door.

MARSHALL (ON EARPIECE)

Just place the decoder directly
above the access panel.

They reach a set of security doors with keypad on the wall to
the right. Sydney places the decoding device directly above
the keypad. The digital readout speeds through numbers.

SYDNEY

Marshall, it's not working. The
door isn't opening.

MARSHALL (ON EARPIECE)

The code is a randomly generated
series of numbers that changes
every half second. All their key
cards are synced to it. That
decoder should be doing the trick.

JACK

They're going to realize we haven't
left the building soon. We can't
just stand here and wait.

JAIME SOMMERS/DR. HELEN ELGIN

Here --

Jaime grabs the door handle with her right hand and yanks,
wrenching the handle and lock out of the door. The door
swings open.

JAIME SOMMERS/DR. HELEN ELGIN (CONT'D)

Sometimes the old fashioned ways
are best.

An ALARM goes off.

JACK
Welcome to 2004.

The trio moves through the door and runs down the hall.

JACK (CONT'D)
Split up!

FOUR ARMED GUARDS appear at the end of the hallway. Sydney, Jack and Dr. Sommers stop short. The trio and the guards draw their guns simultaneously.

DR. SHARON YATES (O.S.)
Stop!

Dr. Yates enters the hallway from a laboratory in between the trio and the guards.

DR. SHARON YATES (CONT'D)
There will be no gunfire in here.
This is an institution of learning.
It's sacred.

All guns are cautiously lowered.

JACK
Dr. Yates.

DR. SHARON YATES
Jack and Sydney Bristow. And Dr. Jaime Sommers. It is a genuine pleasure to meet you, Dr. Sommers. Please, come this way.

Dr. Yates leads the trio into the room from which she entered the hallway.

CUT TO:

INT. DR. SHARON YATES LABORATORY - BERLIN - CONTINUOUS

Dr. Yates leads Sydney, Jack and Dr. Sommers into her laboratory. One of the armed guards follows them in and stands by the door. She motions for the trio to sit down.

DR. SHARON YATES
Please, have a seat. That was quite a number you did on the villa, Dr. Sommers. I knew you were still alive when I saw the photos of the damage to the vault in Marbell.

JACK

Dr. Yates, pleasantries aside,
we're here retrieve the Rimbaldi
materials.

JAIME SOMMERS/DR. HELEN ELGIN

Those "materials" are my husband's
remains, Mr. Bristow. And they
don't belong to you or the
government.

JACK

Sentimentality aside, Dr. Sommers,
they do belong to the US
government.

JAIME SOMMERS/DR. HELEN ELGIN

Dr. Yates, before I take my
husband's remains from this
facility, I just have one question -
- Why?

DR. SHARON YATES

Why would a respected scientist,
ranked among the world's best, get
into bed with the Covenant?
Excellent question. And the answer
is -- Science is pure. Research is
pure. As a scientist, a
researcher, my goal is the pursuit
of knowledge. Pure and simple.

SYDNEY

But the Covenant --

DR. SHARON YATES

The use of knowledge can be of no
concern to a true scientist. We
cannot filter our quest for pure
research through the potential
filth of the world. The Nobel
prize is named after the man who
invented dynamite, for God's sake.
Do you realize how many medical
advances were gleaned from the
experiments conducted in the German
concentration camps? Are we to
ignore this information because of
the source?

JACK

I hardly --

DR. SHARON YATES

The Covenant affords me the opportunity to delve into the deepest pools of the unknown. Biomechanics, genetic engineering, immortality. Regardless of the Covenant's intentions, what I discover will still exist for the rest of the world to use as it sees fit.

JAIME SOMMERS/DR. HELEN ELGIN

Dr. Yates, if you return my husband's remains to me, I give you my word that I will make myself available to you for your research. Please, let Steve rest in peace.

DR. SHARON YATES

I sense that you are a woman of your word. A woman of science. I'll let you take what you can.
(to guard)
Take Dr. Sommers to the vault.

Dr. Sommers gets up and follows the guard out.

JAIME SOMMERS/DR. HELEN ELGIN

Thank you, Doctor.

She and the guard exit.

JACK

You said she could "take what she can". Meaning?

DR. SHARON YATES

Meaning we've already used part of her husband's biomechanics on another subject. Would you like to see?

Dr. Yates speaks into an intercom on her desk.

DR. SHARON YATES (CONT'D)

(into intercom)
Send in the patient.

Sark enters the laboratory through a door in the far corner. He is shirtless, with a scar encircling his arm at the shoulder socket.

DR. SHARON YATES (CONT'D)

Here --

Dr. Yates tosses Sark a glass paper weight. Sark catches it with his right hand, reflexively crushing it to dust with his grasp.

SARK

Sorry. I'm still getting used to the new addition.

SYDNEY

My god...

DR. SHARON YATES

Amazing, isn't it? The restorative properties of the Rimbaldi serum are amazing.

CUT TO:

INT. HEILIGES KREUZ KRANKENHAUS (HOLY CROSS HOSPITAL) - COLD STORAGE - SAME TIME

Dr. Sommers enters the cold storage followed by the guard. An ATTENDANT is in the room when she enters.

JAIME SOMMERS/DR. HELEN ELGIN

I'm Dr. Sommers. Dr. Yates sent me.

The attendant immediately pulls out a gun and shoots the guard. The guard drops to the ground.

JAIME SOMMERS/DR. HELEN ELGIN (CONT'D)

Do you have it?

The attendant pulls open one of the cold storage drawers. Inside is tote bag sitting on top of a covered corpse. Dr. Sommers grabs the bag and unzips it.

CUT TO:

INT. HEILIGES KREUZ KRANKENHAUS (HOLY CROSS HOSPITAL) LAB 347 - BERLIN - SAME TIME

Sark approaches Sydney, Jack and Dr. Yates.

DR. SHARON YATES

Mr. Sark, how do you feel?

SARK

Positively Herculean.

Sark brings his right fist down onto one of the tables, smashing a hole through its surface.

SARK (CONT'D)

Dr. Yates, were it not impossible to keep this new appendage attached to my body without your help, you'd be dead by now. Take advantage of my graciousness and make a hasty exit.

Dr. Yates moves to the exit.

DR. SHARON YATES

I'll see you in a year, Mr. Sark.
For maintenance.

She leaves.

Sark turns his attention to Sydney and Jack.

SYDNEY

You're a monster.

SARK

Just like Dr. Sommers?

SYDNEY

You're a monster without that...thing attached to your shoulder.

SARK

Pleasantries aside --

Sark launches himself at Sydney. Jack intercedes, grabbing Sark before he can reach her. Sark grabs Jack by the front of his shirt with his right hand. He shoves Jack, who flies across the lab, slamming into table.

Sydney launches a kick toward Sark's head. Sark uses his right arm to deflect the blow, then spins around 360 and uses the momentum to hit Sydney aside with his new arm. The force sends Sydney across the room into the wall.

Jack leaps at Sark, who once again shoves him with incredible force into a glass case of lab equipment.

Sark turns toward Sydney just as she throws a large vial of acid toward him. He instinctively shields himself with his new arm. The vial shatters, and acid splatters over Sark's new arm and face. He shrieks in pain, clutching his face. The acid eats away at the skin on his new arm, revealing the mechanics beneath, and his face, revealing raw flesh.

Sydney takes advantage of Sark's incapacitated state and lands a kick straight to his gut. Sark lurches backwards, falling against the door to the lab.

The door to the lab opens inward, pushing Sark back into the room. Dr. Sommers enters the room.

JAIME SOMMERS/DR. HELEN ELGIN
Dr. Yates had a feeling it would
come to this.

SYDNEY
You're back!

JACK
I thought you wanted your husband's
remains.

JAIME SOMMERS/DR. HELEN ELGIN
I do.

Dr. Sommers wheels a stretcher loaded with a full body bag into the room.

JAIME SOMMERS/DR. HELEN ELGIN (CONT'D)
As a matter of fact, I want all of
him.

Sark stands.

SARK
Too late, I'm afraid.

JAIME SOMMERS/DR. HELEN ELGIN
Is it?

Dr. Sommers races over to Sark and grabs him before he can move. She lifts him high overhead with her right arm, then slams him down on the floor.

SYDNEY
Oh, God, Dad, is she...?

Dr. Sommers holds Sark down on the ground with one incredibly strong leg. She reaches down and grabs Sark's right arm with her right hand.

SARK
Good Lord, don't!

Dr. Sommers pulls. Hard. She rips Sark's new arm out of the socket. Sark screams in agony. Sydney and Jack recoil in disgust.

Dr. Sommers lays the amputated arm onto the stretcher.

JAIME SOMMERS/DR. HELEN ELGIN
It's time for you to leave.

JACK
Dr. Sommers, while I appreciate
your grief for your husband, we
can't leave without his body.

Dr. Sommers opens her jacket, revealing a bomb strapped to
her midsection.

JAIME SOMMERS/DR. HELEN ELGIN
And I can't let you take it. You
were right, Jack. In a manner of
speaking. No, Sydney didn't foil
my suicide attempt in Spain. But
as I watch this play out, I realize
that my husband was right. This is
no life to lead. I can't believe
this is what Rimbaldi intended. We
belong dead.

Dr. Sommers pushes a button on the bomb. A counter begins
rolling backwards from 5:00.

Jack and Sydney run toward the door.

SYDNEY
Dr. Sommers, please, don't end it
this way. If Rimbaldi is to be
believed, all of this, you, your
husband, it's all a means toward an
end, a peaceful end.

JAIME SOMMERS/DR. HELEN ELGIN
My thoughts exactly. Goodbye,
Sydney, Jack.

Sydney and Jack exit the lab.

Dr. Sommers moves over to the stretcher. She looks at the
body bag for a moment, then slides her arms around it in an
embrace. She begins to cry.

JAIME SOMMERS/DR. HELEN ELGIN (CONT'D)
Oh, Steve...

CUT TO:

EXT. HEILIGES KREUZ KRANKENHAUS (HOLY CROSS HOSPITAL) -
BERLIN - CONTINUOUS

As Sydney and Jack race out of the hospital, an explosion
demolishes the research wing.

CUT TO:

INT. CIA HEADQUARTERS - ROTUNDA - BRIEFING ROOM - DAY

Sydney, Jack, Dixon, Vaughn and Weiss around the conference
room table.

SYDNEY

The presumption is, then, that Dr.
Sommers didn't die in the
explosion?

DIXON

Our intel indicates that there were
no non-biological remains in the
hospital that fit the description
of Dr. Sommers's...modifications.

JACK

But that means not only did she
escape, but that she took her
husband's body with her.

SYDNEY

More importantly, how will she
survive? Without the Covenant, she
has no one to update her
biomechanics.

DIXON

Dr. Yates is still alive. We'll
monitor her actions. Hopefully Dr.
Sommers will approach her sometime
in the future.

SYDNEY

Or we could just let her be.

JACK

Sark?

DIXON

Identified by dental records.
Finally off the intelligence map.

CUT TO:

INT. NON-DESCRIPT LABORATORY - EVENING

An anonymous laboratory. Dr. Yates enters, ready for surgery. She approaches a figure on the operating table.

DR. SHARON YATES
Well, how nice to see you again,
Mr. Sark.

Sark, minus his right arm, is once again strapped to an operating table.

Dr. Yates rolls a cart over to the operating table. She pulls back the protective covering to reveal a biomechanical eye.

DR. SHARON YATES (CONT'D)
Shall we get started?

BLACKOUT.

END OF ACT FOUR