

## **TERMINATOR 2: JUDGEMENT DAY\* (1991) BEATSHEET 12.14.2009**

beated by Erik LeDrew

1. CREDITS over cars stacked in sweltering L.A. traffic. Children play on a Swingset, image distorts, DISSOLVES to:
2. Skeletons sit in blasted cars. Chyron reads: "Los Angeles 2029 A.D." As CAMERA dollies across the same playground, reduced to cinders, SARAH CONNER narrates the history of the war against the machines. We see childrens' skulls -- then a mechanical foot stomps down on the child's skull: a terminator. Explosions come up and we are in a battlefield, a fight between the ragtag human soldiers and the machines.
3. A MAN walks through the human resistance's bunker. Soldiers salute him. Sarah Conner's V.O. continues, she talks of her son, the future leader of the human resistance. The man looks through binos over the battlefield. His name-tape reads "Conner". This is JOHN CONNER, battle-scarred savior of mankind. His CU DISSOLVES to:
4. Rolling flames. TITLE CARD smashes down. TITLE CREDITS continue over montage of burning playground. Out of the flames a gleaming titanium skull materializes, smiling sadistically.
5. A truck starts up, drives off: we're back in the present. An electrical storm picks up. A ball of energy materializes, takes a bite out of a tractor-trailer. It fades away, leaving the kneeling figure of a naked man. He stands, scans his surroundings. This is the TERMINATOR.
6. Terminator POV: approaching a trucker-biker bar.
7. Terminator enters, the bar looks up at the muscled, naked man. He scans the various patrons for their clothing sizes. He stops at a particularly mean-looking customer. Terminator asks matter-of-factly for the man's clothing. M: "You forgot to say 'please'." He puts out his cigar on Terminator's chest. No sign of pain. Terminator breaks the man's arm and a fight breaks out. Terminator subdues everyone violently, but non-lethally.
8. Terminator finds the man hiding in the kitchen. The man tries to cock a .45, but Terminator rips it out of his hand, calmly checks the action. The man tosses his motorcycle keys to Terminator. M: "Take it."

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\* *italics* denote scenes available only in the Special Edition version of the film.

9. Terminator steps out of the bar, fully clothed. He mounts an Electric Glide, fires it up. The Bartender steps out, fires a round from a shotgun. B: "I can't let you take the man's wheels, son." Terminator walks up to the Bartender, rips the shotgun out of his hands. He takes the bartender's shades too, gets on the motorcycle, slings the shotgun, takes off.
10. Terminator rides in full iconographic glory.
11. A police car approaches another electrical storm. The officer scans the area. He finds a circular hole seared through a chain-link fence. Behind him, a naked LEAN MAN approaches. The Lean Man drops the cop, picks up his side-arm, checks the action.
12. The lean man, wearing the officer's uniform, gets into the patrol car. He looks up a name in the on-board computer system: "John Conner", and finds a corresponding address.
13. JEANINE picks up the paper in a suburban front yard. She yells into the garage at a boy revving a dirt bike and blasting rock music. This is JOHN CONNER. And he ignores her.
14. Jeanine walks inside, tells her husband, TODD, to get off his ass and discipline John. TODD is a marginally better listener than John.
15. Todd walks outside as John and his RED HEAD friend both mount his dirt bike. Todd tells him to respect his mother's wishes. J: "She's not my mother, Todd." He peels out and they ride off.
16. A sign reads "Pescadero State Hospital". Behind it, a high-security mental institution.
17. Inside a room at Pescadero, a woman does chin-ups relentlessly, using her tossed bed frame.
18. DOCTER SILBERMAN, police psychiatrist from film one, walks interns down a hallway at Pescadero, prepping them to observe his next patient, a woman with delusions of a future war, etc.
19. The woman finishes her chin-ups set.
20. As the group approaches the woman's cell, Silberman ridicules Kyle Reese's story from the first film. He speaks to the woman through the door: "Morning, Sarah." The woman turns around: it is SARAH CONNER, looking lean and mean, haunted and crazy. Not the pleasant young woman from film one. S: "Good morning, Dr. Silberman. How's the knee?" We learn Sarah is a violent patient and has made several escape

- attempts. As his group leaves, Silberman tells DOUGIE, a fat attendant, to discipline her. *Dougie and another fat attendant enter her cell, try to force her to take her meds. Sarah refuses, they beat the shit out of her with night sticks, cattle prods, and shove her meds down her throat. Sarah curls up into the fetal position.*
21. The lean man's patrol car pulls up in front of John's foster parent's house. He gets out, walks to the door. He questions them as to John's location. T: "What's he done now officer?" They give the Lean Man a photo of John, mention that "a big guy on a bike" was also looking for John. This gets the lean man's attention, but he covers: "I wouldn't worry about him."
  22. John uses a crude laptop to rip-off an ATM. J: "Easy money."
  23. They run to his dirt bike. In John's bag, his friend finds the photo taken of Sarah at the end of film one. John tells his buddy that his mom's a psycho. J: "She tried to blow-up a computer factory, but she got arrested."
  24. John and his friend race around on the dirt bike. They pass through an alley in B.G. A beat later, the Electric Glide pulls up in F.G. and Terminator scans around for John, unaware he just missed him.
  25. Sarah sits in a slip on her bunk in Pescadero. Ethereal light streams in. Then KYLE REESE, her dead lover, touches her. He asks where their son is, and reassures her. They embrace. Then Kyle tells her the future is not set: "There is no fate but what we make." Kyle starts to walk away, offers her a final warning: "There isn't much time left in the world, Sarah." He walks off. Sarah chases him down deserted hallways but can't catch up. She exits the building onto a busy playground overlooking downtown L.A. She walks to the fence. She shouts at the children people but no one notices her. A brilliant flash whites-out the screen.
  26. And she wakes back in her cell.
  27. Sarah calmly smokes a cigarette, watching an old, videotaped session of her with Dr. Silberman. Video Sarah is intense, manic -- the complete opposite of the present Sarah. Video Sarah raves about Judgement Day, the apocalypse, etc: "You're dead already. You, him, everybody. You're all dead." Silberman pauses the video on Sarah mid-rant. Sarah puts out her cigarette, sits down to talk with Silberman. CAMERA reveals this session too is being videotaped.
  28. A busy laboratory. An intern approaches MILES DYSON, a big wig at this lab. The intern tells Miles they need to get "it" for a lab team. Miles leads the intern on. The intern asks where "it" came from, Miles answers: "...I asked them the same thing. You know what they told me?...Don't ask."

- Miles leaves the intern behind, approaches a high-tech vault. He and a security guard use a two-key synchronous-turn system to open the door.
29. Miles enters the vault. He pulls out a vacuum-sealed container holding some kind of damaged computer chip. He walks further in, and we SEE the severed arm of the Terminator from film one.
  30. Sarah still talks with Silberman. She wants to see her son and Silberman evidently promised visitation rights if she showed improvement. She feels she has, but he denies her visitation, recommends another six months observation. She flips, tries to strangle him. The attendants subdue her.
  31. John and his buddy race down a dry canal-bed.
  32. Terminator spots him, 180s in traffic, causing a pile-up.
  33. Lean man questions two girls about John's location.
  34. John plays "Missile Command" at a mall.
  35. The lean man walks through the mall in B.G. looking for John. Terminator enters in F.G. carrying a conspicuous box of roses.
  36. John still plays "M.C." Terminator walks through the mall. Kids point lean man toward John. John's friend goes to get more quarters. Lean man draws even closer. Now John plays a flight simulator game.
  37. Lean man shows the photo to two girls, they don't know him. He turns around, shows it to John's Friend. John's Friend says he doesn't know him. The friend runs to John, warns him a cop's looking for him. John looks up to see a kid pointing the lean man straight to him. John runs away while his friend tries to distract the lean man, but the lean man just shoves him out of the way. John runs into a service hallway.
  38. John runs down the hallway. The lean man follows.
  39. Terminator enters from another door.
  40. John runs past a Janitor, steps into another hallway, where he sees the Terminator approaching. John freezes, seeing his mother's nightmare in the flesh. Terminator pulls the shotgun out of the box of roses, crushes the flowers as he walks straight at John. John runs back the way he came, checking other doors -- but they're all locked. The lean man comes around the far end and draws his pistol. Terminator aims his shotgun at John, but then he says to John: "Get down." John drops and Terminator shoots the lean man, who's shoulder blows-in, revealing chrome where blood should

be. Lean man returns fire and Terminator uses himself to shield John. Lean man remorselessly kills the janitor in the crossfire. Lean man stops to reload and Terminator throws John into a room. Terminator unloads his shotgun into the lean man, knocking him down. Terminator reloads. The chrome impact marks all over lean man's chest draw in and seal: this is not a man, it's the T-1000! John watches as the wiry T-1000 stands and goes head-to-head with the massive-framed Terminator. They smash through the wall. John runs away.

41. T-1000 throws Terminator through a glass window. T-1000 exits.
42. John runs down a stairwell.
43. Terminator picks himself up in front of gawking spectators.
44. John still runs.
45. Terminator picks up his shotgun, continues reloading.
46. John jumps onto his dirt bike, but it won't start. T-1000 approaches.
47. John finally gets it fired up and takes off. T-1000 keeps pace on foot.
48. John flies out into LA traffic, cutting off a big tow truck. T-1000 rips the door open on the truck and throws the guy out. John races through traffic as T-1000 approaches.
49. Terminator peels out on his bike, causing more pile-ups.
50. T-1000 plows through car after car in pursuit of John.
51. John is back in a dry canal. He passes under an overpass, stops, thinking he's lost the T-1000. But then the big tow truck smashes through the guardrail and crashes down to the canal from the overpass.
52. Terminator draws closer on his bike.
53. The chase continues.
54. Terminator pulls up alongside John, lifts him off the dirt bike and sets him in the saddle in front of him. Terminator shoots out the tires of the truck and it smashes into a concrete divider. The gas tank explodes. Terminator brings his bike to a stop and draws his shotgun. A flaming tire rolls out of the wreckage, but no T-1000. They ride off. Then out of the flames walks a liquid metal figure. The shiny surface resolves into the lean man's features and police uniform: the T-1000 hasn't been damaged at all.

55. John has Terminator pull over.
56. John questions Terminator, checks the “wounds” on the Terminator’s back. J: “You’re real.” Suddenly John realizes all of his mom’s ravings, ravings he’d been told were lies, are all actually true. Terminator explains that the future John Conner reprogrammed the Terminator and sent it back in time to protect young John Conner.
- 57. Firefighters put out the blaze of the truck. T-1000 steals another patrol car.*
58. John asks Terminator about “the other guy”. Terminator explains he’s an advanced prototype, a “T-1000”, composed of a “mimetic poly-alloy”. John wants to pick up stuff from his house, but Terminator won’t let him.
59. John and Terminator pull up to a phone booth. John wants to warn his foster parents. Terminator smashes the coin depository to give John a quarter. John talks with his foster mother, who sounds off. Todd bitches about John’s barking dog outside. John’s foster mother does something to Todd O.S. Terminator asks John his dog’s name (“Max”), then asks Jeanine using John’s voice why “Wolfie” is barking. She answers “Wolfie” is fine. Terminator hangs up the phone: John’s foster parents are dead.
60. In John’s foster parents’ house, CAMERA follow’s John’s foster mother’s arm to reveal it becomes a blade that has impaled Todd through the head. The mother morphs to liquid metal, which then morphs to the Cop form.
61. John tries to get a handle on what exactly the T-1000 can do. T: “It can’t form complex machines...only knives and stabbing weapons.”
62. T-1000 goes outside to the barking dog, kills it O.S. He sees the name-tag reads “Max”, realizes John’s wise to him.
63. Police officers show Sarah stills of Terminator from the police station assault in film one. Then they show her stills of Terminator from the mall today, tell her John is missing. They want to know what she knows about “this guy”. She remains impassive. They turn away and she discreetly steals a paperclip.
64. John gives us back-story on his youth. John decides to break his mother out. John realizes Terminator has to follow his orders. Terminator beats up some “jock douchebags” at John’s request, but is about to kill them when John stops him. J: “You just can’t go around killing people.” T: “Why?” John orders him not to kill, and to help him rescue his mother. Terminator complies.
65. A security guard waves T-1000 into the Pescadero parking lot.

66. Attendants strap Sarah into her bed. Dougie licks Sarah across the cheek, she appears catatonic. He leaves when he doesn't get a response. She spits the paper clip out of her mouth, picks the locks on her restraints.
67. T-1000 enters facility.
68. Sarah frees herself.
69. T-1000 asks attendant about Sarah. Silberman's group appears, T-1000 vanishes.
70. Sarah picks the lock on her room.
71. A security guard escorts the group out.
72. Sarah continues to pick the lock to her room.
73. Security checks the locks in the hallway. As he steps across tile, a face rises out of the pattern. As the guard gets a cup of coffee from a vending machine, the T-1000 rises, re-forms behind him into the guard's image. The guard turns to see himself. The T-1000 kills the guard.
74. T-1000 drags the guard to a janitor's closet, takes his pistol.
75. T-1000 goes into secured part of the facility.
76. Dougie sees a partly open door. Inside, he sees a broken mop handle. Sarah runs up behind him and cleans his clock with the other piece of the handle. She drags him to her room, takes his keys and nightstick.
77. Sarah sneaks through the facility in F.G., while T-1000 stalks her elsewhere in B.G.
78. The T-1000 re-forms into the Cop.
79. Sarah runs up to Silberman, subdues the attendants and Silberman. S: "You broke my arm." S: "There are 200 bones in the human body. That's one." She fills a syringe with drain cleaner.
80. Terminator and John approach the security gate at Pescadora. John makes him promise not to kill anyone. They pull up and Terminator shoots the guard's kneecaps out, opens the gate.
81. They pull into a parking garage.
82. Sarah approaches a security checkpoint with the drain-o syringe stuck into Silberman's neck. Silberman tells them to let her through. An attendant

- tries to surprise her, but she palm-smashes him, runs away. The guards trigger the security alarm.
83. Sarah runs through a gated checkpoint, breaks the key off in the lock. The attendants are unable to get through.
  84. Sarah runs up to the elevators and the Terminator steps out. She panics, runs away. John comes out too late to stop her. She runs away and the attendants tackle her. S: "He'll kill us all." Terminator comes up and tosses them all around like its nothing. John calms Sarah down. Terminator offers her his hand: "Come with me if you want to live." She takes his hand. The T-1000 approaches the gated checkpoint, moves through the bars. Silberman's mind is blown. Terminator, et al get into the elevator. T-1000 pries open the door and Terminator blows his head apart.
  85. T-1000's head re-forms. He jumps down onto the elevator.
  86. Terminator and Sarah shoot through the ceiling as T-1000 stabs down through it. Sarah's shoulder is stabbed.
  87. They run out of the elevator, jack a police car.
  88. T-1000 pours itself through a hole in the elevator ceiling. It re-forms and chases the security car on-foot. T-1000 absorbs whatever Terminator and Sarah shoot him with.
  89. They spin out of the facility and drive off. T-1000 latches onto the car, climbs up it with metallic arms. Terminator blows its arm apart and it falls off. John sees a little piece of T-1000 still on the car, grabs it, throws it.
  90. The piece hits the ground as they drive off. The piece turns liquid as the T-1000 walks up, reabsorbs it.
  91. Terminator et al drive. Sarah checks John for injuries; John gets upset that she didn't hug him. Sarah chastises John for risking his life to save her. John cries, Terminator asks him what's wrong with his eyes, John doesn't answer. Sarah asks Terminator, "What's your story?"
  92. A bike cop pulls up to T-1000. T1k: "Say, that's a nice bike."
  93. Terminator et al pull their car into an abandoned garage.
  94. Terminator stitches the laceration on Sarah's shoulder.
  95. Sarah pulls slugs out of Terminator's skin. John asks Terminator if he is able to learn, *Terminator answers that he has a switch on his CPU that can activate his ability to learn.*

96. Sarah opens Terminator's skull. Sarah removes the CPU, Terminator is switched off. She moves to smash it but John stops her. Sarah tells him to move, but he refuses: "...if I'm supposed to be this great military leader, maybe you should start listening to my ideas..." John re-inserts the chip, and Terminator asks if there was a problem. J: "No. No problem."
97. Terminator stands guard, his body perfectly immobile as night turns to day.
98. Terminator breaks into a station wagon, rips off the steering column to start it. John pulls keys from the visor, dangles them in front of Terminator. J: "Are we learning, yet?"
99. Terminator et al drive in the desert. John teaches Terminator slang: "No problemo", "Hasta la vista, baby", etc.
100. Their car pulls up to a rest stop. John tries to teach Terminator to smile. John tries to show him various kinds of smiling. Terminator analyzes a smile, gives a very awkward rendition of it.
101. Sarah eats. John and Terminator work on the car, watch a pair of kids playing with toy guns, arguing. J: "We're not gonna make it, are we?" T: "It's in your nature to destroy yourselves." Sarah asks Terminator who created Skynet. Terminator says Miles Dyson is most directly responsible.
102. They drive. Terminator relays Skynet's history, how the war was started, etc. Sarah wants Terminator to tell her everything about Miles.
103. Miles's WIFE sits beside a pool overlooking the ocean. She goes inside.
104. She finds Miles working in his office. He is a workaholic, completely enmeshed in his study of the first Terminator's CPU. But it is clear he loves his wife, and he agrees to take his kids to Raging Waters, as he promised. The kids enter and they all embrace: a happy family.
105. Terminator et al arrive at a trailer surrounded with junk in the desert. It appears deserted, but then an hombre jumps out with a 12-gauge. This is ENRIQUE, and he knows the Connors. He brings his family out and John introduces Terminator as "Uncle Bob". Terminator sees a toddler waddling around, bends over and lifts it by its coveralls. He examines it as if it's an alien object. Sarah needs weapons and a truck from Enrique.
106. Terminator pulls a cover off of a hole in the ground.

107. Terminator and John descend into the hole: an arms cache. Terminator and John look at the various weapons. Terminator finds a grenade launcher.
108. *Sarah is now dressed for combat. She tells Enrique to get his family out of there after they leave.*
109. *John and Terminator collect weapons. John clearly knows weapons. Terminator finds a GE Minigun, smiles. J: "That's definitely you."*
110. Sarah disassembles an M4 Carbine, cleans it.
111. John and Terminator work underneath a truck, like father and son. John talks about his father, how Sarah still cries about him when no one's looking. Terminator asks John why people cry. J: "...you know, when it hurts..." Terminator fires up the truck, says "No problemo." He and John goof around. Sarah sees the bond forming between them, narrates about all the surrogate fathers over the years, how "this machine was the only one who measured up". Sarah carves something into the table. She watches Enrique's family, John and Terminator, lays her head down.
112. Sarah, in combat clothing, approaches the playground from her earlier dream. Through the chain-link fence, she sees the innocent version of herself. She tries to get her attention. Then a mushroom cloud erupts over the city. Sarah and everyone else becomes a charred body. The city is ripped apart. The skin is blown off Sarah's still-screaming skeleton.
113. Then Sarah jerks awake, back at Enrique's. She looks down, sees the phrase "No fate" carved into the table in front of her.
114. Sarah exits Enrique's trailer carrying weapons, fully dressed. She throws her shit into the car, drives off. John runs after her, but she doesn't stop.
115. John sees the phrase carved into the table, puts the pieces together: Sarah's going to assassinate Miles Dyson to prevent the future war. John does not agree with bloodshed, wants to stop her.
116. Sarah drives through the desert with Terminator-like resolve.
117. Terminator tries to dissuade John from chasing his mother. Terminator points out Sarah's plan may actually prevent the war. John doesn't care, doesn't want blood spilled.
118. *Sarah approaches Miles Dyson's house, assembles her rifle.*

119. Miles works in his study. Miles' son Danny drives a toy truck through the house. Sarah gets Miles in her sights. Danny pilots his truck toward his father. Sarah uses a red-dot sight, like the Terminator had on his .45 in film one, to target Miles. A red dot creeps up the back of Miles' head as he works, oblivious. Danny runs his truck into Miles' leg, which makes Miles bend over just as Sarah pulls the trigger. Miles sees his computer explode and ducks. Sarah unloads on Miles' office, and Miles hides behind his desk.
120. Sarah runs out of ammo, draws her .45 and walks out of hiding. Miles tells his wife and Danny to get out of the house. Then he sees Sarah coming, makes a run for it. Sarah shoots Miles in the shoulder and he hits the deck. Danny runs up to Miles and puts his arms around his father. Miles' wife also enters. Sarah sees Miles begging for his and his family's lives. She starts to lose her resolve now that he's not a silhouette, but a living, breathing human being. She backs off, collapses against the wall.
121. John and Terminator arrive. John worries they're too late.
122. John runs up to his mother, tells Terminator to check on the Dysons. S: "You came to stop me?" J: "Yeah, I did." S: "I love you, John." John finally gets the hug he wanted earlier. Terminator tends to Miles' wounds. Miles asks who they are. John hands Terminator a switchblade: "Show him." John takes Danny out of the room. Terminator skins his own forearm, revealing the metal endoskeleton. Miles recognizes it from the lab. T: "Now listen to me very carefully..."
123. Miles, his wife, Terminator, John sit around the table, Sarah sits apart. Sarah narrates: "...it's not everyday you find our you're responsible for 5 billion deaths..." Miles points out the paradox of being judged for things he's hasn't even done yet. S: "Men like you built the atom bomb, men like you thought it up..." John cuts her off, takes a more proactive approach. The group decides to go to his lab, destroy all of his work.
124. Miles, Terminator, John, Sarah approach Cyberdyne Systems. Sarah narrates: "We were in uncharted territory now, making up the future as we went."
125. *Terminator et al stash their weapons outside, enter the building.*
126. Miles leads the group to the security desk, tells the guard he's taking his friends for a tour. The guard says "No." Terminator, Sarah pull their pistols. T: "I insist." John pulls a length of duct tape.
127. Miles leads the group to his lab.

128. Another security guard sees the empty security desk, starts chastising his friend for leaving the desk unattended. He finds his friend tied up in the restroom and realizes some shit is going down.
129. Miles swipes his card to get the group into the lab area.
130. The second guard triggers a silent alarm.
131. Miles security card won't allow him to access the key to the vault. He realizes the silent alarm has been tripped, shutting down everything in the building. John pulls out his crude laptop. Miles wants to abort. S: "We go all the way..." John starts to hack the security pad to get to the key.
132. The two security guards are on the phone with the police, telling them Miles' group is armed. "Just send everything you've got."
133. Miles and Sarah approach another door that won't open. Terminator appears behind them, chambering a grenade into the M-79 Launcher. They take cover and Terminator blows the door open, triggering a chemical fire-control system. Miles holds Sarah back while Terminator walks into the room, grabs gas masks. He returns with them.
134. Sarah and Miles walk into the lab wearing masks, Terminator does not.
135. T-1000 walks up to Miles' house. Stacks of paper burn in a garbage can. He walks through Miles' trashed office, when the dispatcher reports on what's going down at CyberDyne: "...last name 'Conner', first name 'Sarah'..." He stops in his tracks.
136. *Terminator trashes equipment with an axe. Miles helps Sarah pile up research materials. Miles finds his large-scale model reproduction of the Terminator CPU. He takes the axe from Terminator and walks up to his model: "I put a lot of years into this thing." And with his good arm, he brings the axe down it.*
137. Dozens of police cars pull up outside the CyberDyne building. A SWAT van pulls up. A helicopter shows up too.
138. John hacks the keypad, pulls out the vault key. "Easy money." John sees the helicopter outside, checks a security monitor and sees the army of police cars surrounding CyberDyne.
139. *Sarah finishes setting the explosives in the lab. Terminator shows Miles how the detonator works. John enters, tells Sarah the police are outside. Terminator says he'll "handle" the police. J: "Wait, you swore." T: "Trust me."*

140. Terminator kicks a desk out of a window, and lets loose with the GE Minigun. Patrol cars, asphalt, grass are all shredded as officers run for cover. Ammo runs out so Terminator uses the M-79 Grenade Launcher to disable the rest of the vehicles. Terminator POV: we SEE him scan the parking lot. Text reads: "Human Casualties: 0.0". Terminator walks away, reloads the M-79. The police return fire, Terminator doesn't break stride.
141. John and Miles enter the vault. John smashes the vacuum chambers of the chip and the arm, tosses the machinery into his bag.
142. The SWAT team moves into the building with gas masks on.
143. John goes to Sarah. Terminator comes back as well. Sarah tells Miles it's time to go. Miles picks up the detonator but the SWAT team breaks into the room and shoots him up. Sarah and Miles fall behind cover. Miles grips the detonator while he bleeds out, nods at Sarah to move on. Sarah runs, but gets pinned down further in the lab.
144. John sees her trapped on the security monitor.
145. Terminator smashes through a wall and pulls Sarah out.
146. Terminator aims his M-79 and Sarah and John duck.
147. Another wall explodes out into a hallway. Terminator et al run down the hallway.
148. The SWAT team moves into the lab. They find Miles hyperventilating. M: "I don't know...how much longer...I can...hold this." He holds a piece of his CPU model over the detonation trigger. The SWATs run like hell.
149. Terminator et al run into an elevator.
150. Miles ceases breathing, the model piece falls onto the detonator.
151. The windows blow out and a fireball erupts into the parking lot.
152. Sarah grabs John in the elevator as it rocks from the blast.
153. A police motorcycle drives through the smoking wreckage: T-1000 has arrived.
154. The elevator reaches the bottom floor. Terminator POV: he spots the SWAT team waiting near the entrance. SWAT team launches tear gas down the hallway. T: "Stay here. I'll be back." John and Sarah share a mask. Terminator walks down the hallway. The SWAT team opens fire

and chunks of flesh fly off of Terminator's face, body. But he doesn't stop. He walks up to each SWAT officer and kneecaps him. Terminator picks up the tear gas launcher and shoots the remaining two SWATs with tear gas grenades.

155. T-1000 rides his bike into a stairwell.
156. Terminator walks out into the parking lot, launching tear gas all around at the mask-less policemen. Terminator jumps up into the SWAT van and is about to tear open the steering column, when he stops himself, pulls down the visor. A set of keys falls into his hand.
157. The SWAT van smashes through the front entrance of the building and 180s. Sarah and John run out of the elevator and jump up into the van. Officers fire at it as it roars out of the building and away.
158. The T-1000 rides his bike through the laboratory wreckage. He hears the gunfire and the fleeing van. Then he sees the helicopter hovering just outside the windows. He guns his bike at the helicopter --
159. And flies out through a window. He grabs onto the skid and pulls himself over the windshield of the helicopter. T-1000 smashes his head through the windshield and pours himself inside. He re-forms in the seat and turns to the pilot: "Get out."
160. Terminator drives the van down the freeway. Sarah puts body armor on John, packs some vests into the door for cover for her. She sees the helicopter bearing down and the Terminator confirms that it must be the T-1000. Sarah loads an AR-15. The T-1000 brings the helicopter down to near-street level. Sarah and he exchange small arms fire. Sarah is shot in the leg. Terminator slams on the brakes and the helicopter smashes into the back of the van. It explodes and crashes to the pavement. The SWAT van flips.
161. A semi-truck pulls to a stop at the helicopter wreckage.
162. A gardener's beater truck pulls up to the crashed SWAT van.
163. The semi-trucker walks up to the helicopter wreckage. The T-1000 has already re-formed, walks up to the astonished trucker, and shoves a blade through his gut. The T-1000 jumps up into the semi.
164. Terminator et al climb out of the van wreckage. The gardener asks if they're hurt and then sees the Terminator's shot-up face.
165. The semi smashes through the helicopter wreckage.

166. Terminator et al see the semi bearing down. They take the beater and drive off. The gardener jumps off the overpass to avoid being hit by the semi. We SEE the side of the truck reads "Liquid Nitrogen".
167. John wraps cloth around Sarah's leg wound as the chase between a powerful semi-truck and a meek beater truck ensues. Terminator hands the wheel off to John, hangs out the door and launches grenades from his M-79 at the oncoming truck. They drive their truck onto a factory compound. Terminator drops his last grenade into the truck bed. He grabs the AR-15 and runs across the bed of the beater and up onto the hood of the semi. He unloads the entire magazine into the T-1000's face, then rips on the steering wheel. The semi flips on its side, slides toward a steel mill.
168. John drives the beater onto the floor of the mill and crashes it. The semi smashes into the open doorway of the factor, launching Terminator across the floor. The semi trailer cracks in two and thousands of gallons of liquid nitrogen pour out onto the floor. The mill workers evacuate. The T-1000 climbs out of the cab, makes his way through the liquid nitrogen toward John and Sarah. But his body begins to frost-over. Then his steps become labored and his ankles break. He falls and catches himself, but his hand freezes to the floor too. He breaks that off and as he looks at the stump on his arm, he freezes completely. Terminator pulls out his .45, aims it: "Hasta la vista, baby." He pulls the trigger, and the frozen T-1000 shatters into a million pieces. But then they notice liquid steel leaking onto the factory floor and the pieces beginning to melt and re-form. Terminator et al run off as T-1000 begins to rise from the puddle of liquid metal. Terminator grabs his last grenade, chambers it. They run off into the factory, slowed by the limping Sarah.
169. T-1000 is fully re-formed.
170. Terminator and John struggle to carry Sarah and T-1000 gains in B.G.
- 171. T-1000 grabs a tiger-striped guide bar and his hand involuntarily clings to and mimics it: he is malfunctioning.*
172. Terminator pulls John and Sarah through the factory.
- 173. T-1000 continues to glitch.*
174. Terminator et al reach a pool of molten steel: dead end. Terminator stands to fight, while John and Sarah go another way.
175. Terminator searches for T-1000. Then T-1000 appears out of a cloud of steam, knocks the M-79 out of Terminator's hands, and it quickly

becomes a full-contact brawl. But Terminator's blunt force is no match for the agility and malleability of T-1000: Terminator's arm is crushed in a large gear, pinning him. T-1000 moves on after John and Sarah, while Terminator struggles with its arm in B.G.

176. John and Sarah climb up onto a platform.
177. Terminator grabs a large pry bar and uses it to torque-amputate his crushed arm. He stands.
178. John and Sarah move toward a stairwell -- only to find the T-1000 at the bottom. Sarah lowers John onto a conveyor belt. Sarah stays behind, as John pleads with her to come.
179. Sarah picks up a 12-gauge shotgun she brought from the SWAT van, chambers a round, and blasts a hole in the T-1000's head. This only knocks T-1000 backward a few feet. His head re-seals as he approaches Sarah. She tries to reload but before she can bring the gun back up, T-1000 shoves a finger-blade through her shoulder. He asks her to call to John but she refuses. His other finger extends a needle toward her eye. S: "Fuck you." Then Terminator appears behind T-1000 and brings the pry bar down on his shoulder. T-1000 knocks Terminator back and pulls the pry bar out of this side, no damage done. They fight, but Terminator is completely outmatched. Terminator is brought to his knees; he crawls along the floor toward his M-79. T-1000 shoves the pry bar down through Terminator's chest, wrenches it. Electricity arcs and Terminator's red eye goes black.
180. Sarah picks up the shotgun and chambers all the remaining rounds.
181. John hides elsewhere in the factory.
182. Sarah finishes loading the shotgun.
183. CU on Terminator's inanimate face -- but then the eye flickers. Terminator POV: a circuit board graphic flashes, words underneath it read "Alternate Power". Terminator's eye fully dilates and he pulls the pry bar down through his chest. He grabs the M-79.
184. John hears Sarah calling to him for help. He goes to find her.
185. John finds Sarah limping toward him -- but then another Sarah appears in B.G. John freezes and the B.G. Sarah raises the shotgun, tells him to get down. *Then John sees the F.G. Sarah's feet are morphing into the floor grating -- she's the T-1000.* John jumps out of the way and Sarah blasts a hole in her mime. The T-1000 morphs back into the cop form

and turns to face her. She slings serious lead into the T-1000, pumps the action single-handedly. Each blast brings him closer and closer to the edge of the platform but just as he's about to go over into the molten steel beneath, Sarah runs out of ammo. The T-1000 recovers, his holes re-seal. John runs and embraces his mother. They turn to run again but they're brought to a stop by what they see: Terminator comes crawling over a rotating gear, M-79 out and up. John and Sarah duck. Terminator launches his grenade into the T-1000's gut. It detonates, blasting the T-1000 into an amorphous mess. T-1000 stumbles backward, takes a swan dive into the molten steel. It struggles in the steel, morphs through all of the different people it's mimicked over the course of the story, then vomits itself out of its own mouth and dissipates to nothing.

186. John helps Terminator to his feet. T: "I need a vacation." They look into the pit of steel. J: "Is it dead?" T: "Terminated." John tosses in the arm and the chip as well. Terminator touches his temple: "There is one more chip." He asks Sarah to lower him into the steel. John is heart-broken, orders Terminator not to go -- but it does no good. John cries. T: "I know now why you cry, but it is something I can never do." He touches John's tears, John hugs him. Terminator looks to Sarah and she offers her hand in friendship. He returns her grasp. Then he grabs the chain, steps out over the steel, and Sarah lowers him into the steel. As he submerges into the fiery liquid, he offers John and Sarah a final thumb's up.
187. Terminator POV: the screen flickers, blacks out.
188. John and Sarah embrace in relief, mourning. This DISSOLVES to:
189. A dark highway at night. Sarah narrates in V.O.: "...if a Terminator can learn the value of human life, maybe we can too."

FADE OUT