

"ASYLUM"

by

based upon Warner Bros  
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RECEIVED

JUN 21 2002  
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U06212002010

06/21/02  
Radiant  
Productions

EXT. METROPOLIS (ESTABLISHING MONTAGE) -- MORNING

By morning's light, in a postcard perfect autumn, we look upon the wondrous, bustling, METROPOLIS SKYLINE.

-TRAFFIC streams across METROPOLIS BRIDGE, a magnificent SUSPENSION BRIDGE spanning the RIVER at MID-CITY.

-Sidewalks around CITY HALL are crowded with PEDESTRIANS.

EXT. METROPOLIS -- FREEDOM PROMENADE -- MORNING

Surrounding STREETS are tight with TRAFFIC. At the edge of the city's grassy Central Park, the stunning FREEDOM MONUMENT glints against the sky.

The Monument stands 700 feet tall, plated in riveted SILVER, glass-domed top reflecting the sun. The PATH leading from the circular REFLECTING POOL is lined by FLAGS of many NATIONS.

PEOPLE stroll across the promenade, view the GARDENS. JOGGERS jog. It's relatively quiet, till the ROAR of an ENGINE sends foraging PIGEONS skyward in a panicked flock.

A heavy-duty DELIVERY TRUCK has jumped the sidewalk, RACING across the mall -- SMASHING a PARK BENCH to smithereens.

The truck is devoid of identifying markings, TOWING a TRAILER that carries a black, all-terrain SUV facing backwards. It PLOWS UP SPEED as it heads for the Monument.

Ahead, the truck BRAKES, SKIDDING...trailer jackknifing... HALTING very near the Monument.

A SKI-MASKED TERRORIST leaps down from behind the wheel.

He's in a BLACK SUIT and black BULLET-PROOF VEST, carrying an automatic HANDGUN. He opens FIRE as...

TWO SECURITY GUARDS arrive from inside the Monument. They fall back for cover as BULLETS RICOCHET! The Terrorist ducks behind the rear of the TRUCK as the FIRST GUARD leans out, RETURNING FIRE!

ACROSS METROPOLIS -- MORNING

We ZOOM IN: to GLIMPSE the DAILY PLANET BUILDING, where the giant "DAILY PLANET" HOLOGRAPHIC GLOBE slowly revolves atop.

INT. DAILY PLANET -- NEWSROOM -- MORNING

REPORTERS and EDITORS hurry between long rows of DESKS. The place is alive with VOICES and CLATTERING KEYBOARDS, but we MOVE QUICKLY THROUGH...

(CONTINUED)

To arrive at the only desk where the crisp SNAP of the KEYS of the last manual TYPEWRITER is HEARD...where a broad-shouldered-MAN with jet black hair TYPES with his back to us--and where, as this-MAN stops typing and cocks his head, we MOVE IN to an EXTREME CLOSE UP on HIS EAR. ALL GOES SILENT, and the ONLY SOUND is the faint SOUND of GUNFIRE.

SOUND UP. The MAN stands. Meet CLARK KENT, handsome, bespectacled, iron-jawed, neat as a pin. He's worried, still LISTENING to something only he can hear.

ANOTHER REPORTER (TOM)  
Hey, Clark, when's Lois back from assignment? Hello...Clark?

Clark looks up, startled. Reflexively rubs his gold wedding band with his thumb.

TOM  
A few of the guys are going to hit O'Mally's tonight.

Tom pantomimes crinking a shot.

TOM (CONT'D)  
When the cat's away, you know?

Clark smiles, everything but his eyes.

CLARK  
I'm sorry, I... Excuse me Tom.

Clark rises, crossing quickly. Tom stares after him, stiffed.

TOM  
(under his breath)  
Dickhead.

IN THE HALLWAY

Clark hurries by the main bank of ELEVATORS, turns a corner, going to a "SUPPLY" CLOSET, glancing back as...

IN THE CLOSET

Clark enters, loosening his tie. He stops in his tracks. TWO CLERKS, one male, one female, are making out. They look up.

CLARK  
Sorry.

BACK ON THE PROMENADE -- INTERCUT

The Terrorist FIRES as he RUNS from behind the truck. KICKS a LATCH on the trailer. The SUV is disengaged, ROLLING as the Terrorist quickly climbs in. Starts the engine, PEELING OUT.

The guards move from around the corner of the Monument. They can only watch as the SUV escapes back across the mall.

FIRST GUARD  
(looks to the TRUCK)  
Christ. Go! Go! Call it in!

Second Guard runs to obey. First Guard moves to the truck, climbing up...

IN THE TRUCK'S CABIN, First Guard gropes desperately around the steering column, finds the keys missing.

AT THE DAILY PLANET -- DOWN ANOTHER HALLWAY -- INTERCUT

Clark runs, pocketing his glasses, looking around as he comes to the doors of the SERVICE ELEVATOR...

IN THE ELEVATOR SHAFT

LIGHT FLOODS IN as Clark pulls the doors apart. He LEAPS, feet first. We FOLLOW: as Clark FALLS FAST... He TEARS OPEN his SHIRT, revealing his COSTUME...

EXT. METROPOLIS -- SKYLINE -- HIGH ANGLE -- INTERCUT

The city sparkles below. A tiny dot is shooting towards us at impossible speed, growing as it approaches to REVEAL...

SUPERMAN whips to a stop in midair, looking towards the Monument in the distance. Rockets towards the plaza...

ON THE PROMENADE -- INTERCUT

AT THE REAR OF THE DELIVERY TRUCK, First Guard aims his GUN -- BLASTS the PADLOCK off the REAR DOOR.

ACROSS THE PROMENADE

The Terrorist's SUV sends PEDESTRIANS FLEEING as it vaults the SIDEWALK... HEADING to the STREET.

BACK AT THE MONUMENT

First Guard throws the truck's REAR DOOR OPEN... THE CARGO AREA is filled to capacity with greasy, industrial METAL DRUMS stacked two high.

FIRST GUARD  
...oh, God... oh, God...

CLOSE ON: a DETONATOR with DIGITAL TIMER wired to one drum, ticking down -- 00:00:15... 00:00:14... 00:00:13...

FOLLOW SUPERMAN: Arms extended, as the ground WHIPS below us in a DIZZYING BLUR, the monument ahead in the distance.

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CLOSE UP -- ON THE DETONATOR

As the TIMER ticks: 00:00:04... 00:00:03... 00:00:02...

HIGH ANGLE FROM ATOP THE MONUMENT

For one breathless moment we're impossibly high; the truck is tiny at the base of the Monument, while First Guard is a barely visible speck...until, the horrible EXPLOSION...

SUPERMAN -- FLYING -- OVER SHOULDER

The massive FIREBALL engulfs the base of the monument ahead, the SHOCK WAVE rumbling deafeningly PAST US....

The fireball goes BLACK, the MONUMENT seems to shift, almost imperceptibly...begins to TILT slowly SIDEWAYS...

ACROSS THE PROMENADE

On the bordering STREET, the Terrorist's SUV SWERVES through TRAFFIC, picking up SPEED.

INSIDE THE SUV

REARVIEW MIRROR-CLOSE. The chaos is receding. The Terrorist flips open a BUTTON COVER on the dash. He presses the button.

THE SUV'S TIRE EXPLODES. The SUV swerves, careening across the street, BRAKING as a TOW TRUCK swerves into its path...

The SUV COLLIDES into the TOW TRUCK, GLASS FLYING!

An angry MECHANIC and TWO WORKMEN climb from the tow truck, moving to the SUV. The Terrorist is slumped, barely moving.

ABOVE THE PROMENADE

The Monument's TOPPLING, tipping towards the SMOLDERING BLACK CRATER left by the explosions...

FALLING towards a horrified CROWD on the promenade. Folks run, no hope of getting clear. One WOMAN stops, staring back up towards the falling shadow, eyes widening in awe.

WOMAN  
(like a prayer)  
Superman.

EXT. FREEDOM MONUMENT -- BLAST SITE -- MORNING

Superman whips around the falling structure, coming between its surface and the fleeing crowd. SWEEPS up...

Dwarfed by the massive obelisk as he FLIES UP, PRESSING against it with both hands...

The massive GLASS-DOMED ROOF is SHATTERING!

Still pressing against the Monument's colossal weight,  
Superman looks over his shoulder to see...

Beneath falling plates of GLASS, a MOTHER runs with her YOUNG  
SON in her arms; certain to be killed, except...

Superman's EYES glare blinding RED-HOT...

FLASH BLASTING the MASSIVE GLASS-PLATES to nothingness!

The Mother and Son are saved, fleeing with the others.  
Still, the Monument is certain to crush MANY CITIZENS.

Superman faces front, PUSHING against the still-falling  
Monument, his knotted muscles quaking... Straining at the  
beyond Herculean task... Somehow slowing the fall... until...

Incredibly, Superman HALTS the Monument

Now, he FLIES against the crushing force... Beginning to  
RIGHT the Monument, his cape flowing...

The entire structure RUMBLING horribly, METAL SCREAMING...  
Slowly but surely, the Monument is returning vertical.

Gradually releasing the structure, Superman FLIES down...

To the blackened HOLE in the Monument, where he GRIPS the two  
giant, twisted ends of the BROKEN STEEL GIRDER in the exposed  
steel skeleton... mightily BENDING them back together.

His EYES GLOW bright RED as he focuses his HEAT VISION --  
MELTING the pieces of steel till they're once again whole.

Within the billowing PLUME of SMOKE, the shining Monument is  
saved. Terribly wounded, but standing proudly on its own.

EXT. METROPOLIS STREET -- NEARBY -- MORNING

At the riotous aftermath of the SUV CRASH SITE, a loud, ANGRY  
MOB has formed. The RAGING MECHANIC grabs the dazed  
Terrorist, throws him out into the street.

The Terrorist's SKI MASK is torn off. He's buzz-cut, ruddy-  
faced and bloodied.

The Mechanic PUNCHES and KICKS the Terrorist, cheered on by  
others! The Terrorist struggles to shield himself.

MORE PEOPLE run to the mayhem, from and between CARS...

ANGRY PEOPLE

They got him! Over here...!

A TEEN KICKS the Terrorist in the head.

(CONTINUED)

TEEN

He's the bomber! That's him!

The Mechanic pulls a length of LEAD PIPE from the back of his truck, brandishing it, furious...

Others SHOUT encouragement. The Mechanic raises the heavy pipe, ready to swing...

SUPERMAN'S VOICE (O.S.)

Stop!

The PIPE suddenly burns RED-HOT in the Businessman's Hands.. He drops it, recoiling! The CROWD turns as one, looking...

SUPERMAN descends, EYES GLOWING RED...

His eyes dim as he holds his arms out, slowing to HOVER above the parting CROWD, his CAPE FLOWING.

SUPERMAN

Now.

NURSE

He killed them.

MORE VOICES

Murderer!

Superman lands on the edge of the crowd.

SUPERMAN

Stand back!

But a MOB is not so easily stilled.

SUPERMAN (CONT'D)

Listen to me. I said...

See him, eyes still sparking with red after-flares, powerful body rearing, VOICE impossibly strong. Utterly inhuman.

SUPERMAN (CONT'D)

Stand Back!

And the crowd freezes. One thing we forget about Superman. He can be terrifying. Superman walks into the shifting CROWD.

SUPERMAN (CONT'D)

You have a right to your anger, but nothing more.

VOICE

What are you doing?

ANOTHER VOICE

Why are you protecting him?

(CONTINUED)

The CROWD PARTS even further as Superman comes to stand before the Mechanic and TWO MEN gripping the Terrorist.

SUPERMAN

And what if you kill him? What then? Are you your wife's husband? Your mother's son, your children's father? No. Not anymore.

Superman holds his hand out towards the Terrorist.

SUPERMAN (CONT'D)

Justice will be done. You have my word.

A beat. The Mechanic hangs his head. He steps aside

EXT. OVER METROPOLIS -- MORNING

SUPERMAN FLIES over the city, the RIVER below. He carries the beaten, unconscious Terrorist in his arms.

As Superman TURNS, looking down...

The TERRORIST'S EYES suddenly pop open. He's wide awake! His voice is low, quick and threatening...

TERRORIST

You're a lifesaver, Superman. But, what's the expression? Ashes to ashes?

Superman barely has time to register his surprise when.

TERRORIST (CONT'D)

Dust to dust.

The Terrorist raises his arm, his WRIST WATCH FLIPPING OPEN, a compartment revealed as the Terrorist BLOWS...

A BLAST of GREEN, GLOWING KRYPTONITE DUST flies out from the compartment into Superman's face!

Superman CRIES OUT, recoiling in shock and pain, DROPPING the Terrorist from his grasp!

The Terrorist FALLS away, towards the RIVER, smiling.

TERRORIST (CONT'D)

See you.

Superman FLIES backwards, faltering, clutching his face TWISTING... FLYING BLIND as his abilities abandon him.

Superman TUMBLES DOWNWARDS, DROPPING like dead weight towards the WATER...

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CRASHING into the RIVER with a tremendous SPLASH.

UNDERWATER Superman plunges DOWNWARDS, descending in an incredible explosion of BUBBLES, SINKING deeper OUT OF FRAME.

EXT. THE RIVER'S SURFACE -- MINUTES LATER

Still. No signs of life. After a long, aching moment... Superman BURSTS to the surface, FLYING... GASPING for air...

He HOVERS, his powers restored, catching his breath through clenched teeth. Searches the river's undulating expanse. There's no sign of anything, until he SEES...

Below, the TERRORIST'S FACE bobs up and down in the water.

Superman FLIES to where the grinning visage floats, reaching out...grabbing onto...the TERRORIST'S FACE; a synthetic MASK, like discarded skin, empty eyeholes staring hollowly

Superman's ill-at-ease as he turns the MASK to find... Inside are WORDS hand-scrawled in freakish, RED LETTERS.

"THIS IS THE BEGINNING..."

Superman RISES, scanning in all directions, grim. No sign of the Terrorist anywhere in the surrounding waters.

INT. WAYNE MANOR -- DAY

Indian Summer sun lights the imposing, stately WAYNE MANOR. A perfect day, at this Gothic palace, for new beginnings.

MINISTER'S VOICE (V.O.)

Dearly beloved, we are gathered here in the sight of God, and in the face of this company...

EXT. WAYNE MANOR -- GARDENS -- DAY

Oaks of turning reds and oranges. European-style GARDENS, which today host more than 300 GUESTS. Many of GOTHAM'S elite POLITICIANS, BUSINESSPERSONS and SOCIALITES are here

MINISTER'S VOICE

...to join together this man and this woman in holy matrimony.

On the flower-adorned ALTAR, a MINISTER stands between dashing BRUCE WAYNE and his stunning bride ELIZABETH.

MINISTER

Now I understand you have both chosen special rings...

Elizabeth opens her hand, revealing a perfect gold band, edged by platinum, glinting in the bright sun.

(CONTINUED)



BARBARA  
Barbara, please.

Barbara takes Elizabeth's hand, her tone heartfelt.

BARBARA (CONT'D)  
It was extraordinarily gracious of you to include me, Elizabeth.

Elizabeth's smile is equally warm, sincere.

ELIZABETH  
You mean so much to Bruce. Which means you mean no less to me. Thank you for coming.

Barbara opens her mouth to speak. Closes it again. Then leans in, kisses Elizabeth's cheek.

BARBARA  
Congratulations.

BRUCE  
I think this happened in a dream once. But your outfits were different.

Both shoot him a look.

ELIZABETH  
Your Aunt Harriet has decided to tend bar. I think she's matching the guests shot for shot. Lit like a lantern, old girl.

BARBARA  
I thought she was...

ELIZABETH  
Apparently this is step thirteen.

BRUCE  
Oh boy. I better- Last time, she got Alfred in the service closet-

ELIZABETH  
I'll take care of her. I just wanted you to know that's where I am when you can't find me. It's not that I've run off with that handsome busboy. No matter what the other guests say.

Turns to Barbara.

ELIZABETH (CONT'D)  
I hope we will see you more than we have, Barbara.

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(CONTINUED)

They watch Elizabeth leave, pulling on her shoes as she goes, hopping, towards a RAUCOUS older WOMAN tending bar.

-----ELIZABETH (CONT'D)-----

Harriet! Espresso time!

BARBARA

Could she be any more perfect?

Bruce stares after Elizabeth, totally besotted.

BRUCE

No.

Bruce glances up. On one of the higher balconies, a single tuxedo-clad figure stands alone, staring at the horizon.

BRUCE (CONT'D)

Would you excuse me a minute?

EXT. WAYNE MANOR -- UPPER BALCONY -- MOMENTS LATER

Clark stares out at the sun-stained horizon line.

VOICE (OVER)

Million for your thoughts.

Clark smiles and waves turning.

CLARK

Careful. I might hold you to it.

Clark turns to face Bruce, open bottle of Dom. in his hand. Clark pulls him close, hugs him.

CLARK (CONT'D)

Congratulations, my friend.

Bruce sits on the ledge facing Clark, passes the bottle.

BRUCE

You okay?

CLARK

Couldn't be better.

BRUCE

All these years, you'd think you'd be better at lying.

Clark shrugs, smiles sheepishly.

CLARK

Not my strong suit.

BRUCE

Any word from her?

(CONTINUED)

CLARK

Bruce, this is your day-

Bruce stills him with a sharp finger to the air. A beat.

CLARK (CONT'D)

We're getting a divorce.

Bruce just closes his eyes. Clark almost manages a wry smile.

CLARK (CONT'D)

It's the job, you know. Truth, Justice and the American Way. Doesn't leave a lot of time.

BRUCE

Oh God, Clark. I am so sorry.

Clark takes a swig, stares out at the sky, lost in thought.

CLARK

What's it been? Five years now since Batman's been gone?

Clark passes the bottle back to Bruce.

CLARK (CONT'D)

Do you ever miss it?

Now it's Bruce's turn to drink.

BRUCE

Some nights I wake up to the sound of sirens, my heart starts pounding. Sure. Then, I remember...

He trails off, looking down again to the party beyond.

BRUCE (CONT'D)

After Dick was murdered, it stopped being about justice. Started being about revenge. Here's the thing about blood. You develop a taste for it. Then a thirst. I was putting them in the hospital. And it wasn't enough. I wanted to kill them, each one in that endless parade of freaks. And I knew if I started killing, I wouldn't stop.

Bruce stares off into space.

BRUCE (CONT'D)

You wouldn't understand. It's a weakness we have. A human thing.

The words have an unseen, wounding effect on Clark.

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BRUCE (CONT'D)

It was time for me to live in the light again.

CLARK

Will you tell her?

BRUCE

Nothing to tell. Batman's dead.

VOICE (O.S.)

If you guys are smoking something up there...

They look down to see Elizabeth standing on the dusky lawn.

ELIZABETH

(shouting)

You better have saved some for me.

BRUCE

(shouting)

Him? Are you kidding?

ELIZABETH

(shouting)

You can't fool me, Clark Kent  
You're not that straight.

BRUCE

She has no idea.

CLARK

(shouting)

You have no idea.

ELIZABETH

(shouting)

Well, it's my wedding and I'm going  
to dance. Who's going to join me?

And she's off, running towards the tent. Clark grabs the  
bottle for them to go. Bruce puts a hand on his shoulder.

BRUCE

At the monument. What happened?

CLARK

Kryptonite. The mask. The note. It  
was a set up. As if he knew I'd  
save him.

BRUCE

This guy's not finished. I can feel  
it. You be careful, okay?

Clark nods at his friend. Then glances towards the tent.

(CONTINUED)

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CLARK  
C'mon.

Clark smiles, impish light in his eyes.

CLARK (CONT'D)  
Race you.

Clark is A BLUR, then gone. Bruce can't help but LAUGH as he starts after his friend.

INT. WEDDING TENT -- DUSK

The ORCHESTRA PLAYS as Bruce and Elizabeth DANCE, gazing into each other's eyes, lost in a world all their own.

IN A CORNER

Clark stands in candle shadow, watching wistfully. Smiles. He kisses a sleeping AUNT HARRIET, grabs his coat, turns to go.

EXT. WAYNE MANOR -- DUSK

Bruce loads luggage into the Rolls as Elizabeth turns to face him from the front steps, closing her cell phone.

ELIZABETH  
Can I tell you how much my office  
hates the idea of a top secret  
honeymoon?

Bruce smiles, opens the car door for her. Elizabeth climbs in, takes a last look at the mansion.

ELIZABETH (CONT'D)  
When we get back, we are so getting  
a new decorator.

She SLAMS the car door.

EXT. ROAD -- TWILIGHT

A ROLLS trailing tin cans and boasting a JUST MARRIED banner speeds away from us across the tree-lined grounds. Heading literally INTO THE SUNSET.

EXT. METROPOLIS -- NIGHT

Clark emerges from a taxi, looks up the towering skyscraper's window-lit face. Steels himself. Heads inside.

INT. METROPOLIS APARTMENT BUILDING -- LOBBY -- NIGHT

The DOORMAN steps around the front desk as Clark ENTERS. Nervous. Something amiss.

(CONTINUED)

DOORMAN

Evening Mr. K. How you doin'?

CLARK

Evening, Ernie. They come?

DOORMAN

Come and gone. Her sister was with 'em. Made a lot of trips, though.

Ernie looks ever more uncomfortable. Clark just nods.

DOORMAN (CONT'D)

Women always keep a lot of stuff, I guess. I mean...

Ernie trails off. Just making it worse.

CLARK

It's all right, Ernie.

DOORMAN

You want me to get you some Chinese brought up or something, Mr. K?

Clark just smiles, shakes his head. Ernie watches him walk to the elevators, Clark's words as much aloud as to himself.

CLARK

Everything's going to be fine.

INT. CLARK KENT'S APARTMENT -- NIGHT

Dark. The door opens and Clark ENTERS, turns on the light. HOLD on his face as he stares a beat, then closes his eyes.

REVERSE ANGLE. The spacious apartment is literally half empty. We can't tell exactly what's missing, but Clark can as he ENTERS FRAME, passing open cabinets and closet doors.

See him as he touches empty shelves, or crosses to a counter now only sparsely populated with framed pictures.

Clark opens the refrigerator, pulls out a bottle of vodka. Reconsiders, grabs the milk instead. Pours a glass.

He moves his hands OUT OF FRAME, something metal hitting the counter. He looks after it, his face a mask of pain.

Clark EXITS, revealing what he has discarded. His wedding band lolls, abandoned on the marble surface, finally still.

EXT. BEACH -- SUNSET

Bruce stands on the edge of the surf, snorkels and masks in hand. Elizabeth finishes chatting to a waiter who heads away.



ELIZABETH  
 (arriving)  
 Apparently, Bruce Wayne is terribly famous. Good thing you're not him.

BRUCE  
 What do I owe you?

ELIZABETH  
 Can I sell your autograph on eBay?

He tosses her a mask and snorkel and they wade into the surf. Sun breaks the clouds, lighting the sea. A perfect moment.

ELIZABETH (CONT'D)  
 Well this sucks.

BRUCE  
 Yeah. Awful.

He kisses her. They dive into the water.

INT. HONEYMOON BUNGALOW -- KONA -- NIGHT

In the BEDROOM SUITE of these luxurious rooms, Bruce opens the DOORS to the BALCONY. Beyond, only PITCH BLACK and the SOUNDS of the OCEAN.

VOICE (V.O.)  
 Boo.

Elizabeth has come up behind him in a summer dress, wraps her arm around his chest. He turns into her embrace, smiling.

ELIZABETH  
 What? Not scared of the dark?

BRUCE  
 No. And yes. It's a complicated question.

Something about his eyes.

ELIZABETH  
 You okay, babe?

His smile seems touched by sadness.

ELIZABETH (CONT'D)  
 There it is again.

BRUCE  
 What?

ELIZABETH

That look. The one that comes over you when you're hiding whatever it is you're still hiding from me.

Bruce just stares.

ELIZABETH (CONT'D)

Bruce, can I ask you something?

BRUCE

I think I've waived my right to say no, us being married and all.

ELIZABETH

Your ward, Dick. How did he die?

BRUCE

You know all this. He was murdered.

ELIZABETH

Is that all? Is there something else? Something you're not saying.

Bruce stares at her. The beat lasts forever. Then...

BRUCE

No. It's just that sometimes death seems to hang a little too close to my life is all.

She holds his eyes, then, amazingly, she smiles, a sudden impish light in her eyes.

BRUCE (CONT'D)

What?

A beat, deciding how much to say. Then...

ELIZABETH

I've made you something. For when everything seems at its worst. To show you just how much I love you.

She stills Bruce's question with a finger to his lips

ELIZABETH (CONT'D)

(shaking her head)

It's a surprise.

BRUCE

I like surprises. Are you wearing it now?

Elizabeth LAUGHS wickedly.

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ELIZABETH  
Not for tonight. It has to be just  
the right time. Tonight, let's  
drink, what do you say?

Elizabeth crosses to a tray of champagne, carries it over to  
the bed.

ELIZABETH (CONT'D)  
(pats the comforter)  
And then let's kiss.

BRUCE  
Well, I don't know...

She has begun pouring the champagne, now flips her hair and  
throws him her best harlot's stare.

BRUCE (CONT'D)  
Who am I kidding? I'm easy.

Elizabeth LAUGHS.

BRUCE (CONT'D)  
Don't go anywhere.

Bruce crosses to the next room. Elizabeth nods, turns down  
the lights. Opens the door. She steps onto the terrace.

IN THE ADJOINING BATHROOM

Bruce splashes HOT WATER on his face. For a long moment, he  
looks at himself in the MIRROR...until the MIRROR FOGS. He  
begins lathering his face with SHAVING CREAM.

BRUCE  
What should we do tomorrow?

ELIZABETH (O.S.)  
Anything you like.

BRUCE  
More of what we'll do tonight,  
then. But with chocolate.

From the bedroom, ELIZABETH LAUGHS. She has a lovely laugh.  
Bruce has begun shaving.

ELIZABETH (O.S.)  
My mother warned me about men like  
you.

BRUCE  
As I remember, your mother warned  
you about me specifically. By name.

No reply. Silence.

(CONTINUED)

BRUCE (CONT'D)

Lizzy?

Bruce waits, turns the WATER OFF. ELIZABETH IS HEARD LAUGHING again, gently. Bruce smiles, continues shaving.

BRUCE (CONT'D)

It wasn't that funny, sweetheart.

ELIZABETH'S LAUGH grows a bit louder.

BRUCE (CONT'D)

Elizabeth...?

ELIZABETH'S LAUGH goes on too long, too LOUD. Bruce freezes, his blood running cold. Drops the razor, RUNNING

IN THE BEDROOM

Bruce ENTERS. Elizabeth stands on the balcony, her back to us, LAUGHING grotesquely, her BODY WRACKING. Bruce runs to CATCH her as she COLLAPSES!

As Elizabeth's LAUGH DIES to a gurgle... Her head lolls back, her face distorted by horrid RIGOR -- eyes bulging, mouth TWISTED impossibly wide into a ghastly JOKER-ESQUE SMILE of exposed teeth and tart gums!

BRUCE

...oh my God...

Bruce falls to his knees, cradling Elizabeth's body...

BRUCE (CONT'D)

Elizabeth...

He puts his mouth over hers, trying to give her breath.

BRUCE (CONT'D)

Breathe, Elizabeth. Breathe.

But she is still. Bruce stares down, unable to comprehend.

BRUCE (CONT'D)

No. Please. No.

A small DART sticks out from Elizabeth's throat, painted bumblebee-like, with YELLOW and BLACK STRIPES. Bruce plucks it with trembling hands, his eyes filling with tears.

BRUCE (CONT'D)

Elizabeth... no, no, no...

Something catches Bruce's eye, and his breath halts in his throat as he stares up in utter horror...

(CONTINUED)



Bruce crosses the dark room, towards a bookcase set against the far wall, body drenched in rain, in sweat.

VOICE (O.S.)

Bruce.

Elizabeth stands in the shadows, face running with blood, illuminated by a sudden flash of lightning.

BRUCE

(frozen)

Elizabeth...

But when lightning flashes again we see not her, but...

CLARK

She's gone, Bruce. You know that.

Bruce stands still a beat, gathering himself. Shakes off the vision, breathing away the past.

BRUCE

What are you doing here?

CLARK

I heard what happened. I...I am so sorry. I want to help.

Bruce just stares at him. Clark tries to find more words.

CLARK (CONT'D)

...Whoever's attacking you. He's attacking both of us. We can-

BRUCE

She's dead, Clark. So exactly what is it we're going to do?

Clark looks at his old friend, not sure what to say.

BRUCE (CONT'D)

You should go.

CLARK

Bruce, I've known you too long not to know what you're thinking-

BRUCE

No. You can't imagine what I'm thinking. I'm going to find whoever did this. And when I do I'm going to take his skin and hang it in front of his eyes. Before he dies, he'll know pain to make what I feel now seem like a distant whisper.

The way the lightning illuminates the rage in Bruce's face, even a superman might feel afraid. Clark's VOICE is gentle.

(CONTINUED)



Might be light in Clark's eyes. Might be tears.

BRUCE (CONT'D)

You've killed her.

Clark looks down at the floor. Devastated.

CLARK

I'm sorry. I never meant for-

BRUCE

If you're looking for forgiveness, you've come to the wrong place.

Clark looks up, his expression terribly sad.

CLARK

I'll find who did this. But you can't murder him. Old friend.

Clark takes off his glasses. His face is determined, the powerful eyes of a hero.

CLARK (CONT'D)

I won't let you.

BRUCE

How dare you-

Bruce swings with terrible rage, SMASHING the statue into Clark's face, heavy metal SNAPPING off his granite cheek.

BRUCE (CONT'D)

You self-righteous son of a bitch.

CLARK

Bruce, please-

BRUCE

Get the hell out of my house!

CLARK

Listen to me-

BRUCE

Get out! Now!

A long beat. Then Clark can only bow to shoulder his sadness, walking from the room and gone. (OVER) A FLAPPING OF WINGS.

Bruce turns to face the doorway and the endless dark beyond. (OVER) The leathery WHISPER of WINGS again, soft as a lullaby.

EYES-CLOSE. A man poised on the threshold of hell. Deciding.



EXT. GOTHAM CEMETERY -- DAY

POURING RAIN. At the IRON GATES of the cemetery, POLICEMEN block the entrance. REPORTERS, PHOTOGRAPHERS and CAMERAMEN cinch their raincoats and clutch UMBRELLAS, kept ~~at bay~~

INSIDE THE CEMETERY

Amongst the HUNDREDS of HEADSTONES and HOLY STATUARY...

A carnival mirror of the wedding. Wind rips. MOURNERS beneath UMBRELLAS process, dropping WHITE ROSES into an OPEN GRAVE.

Bruce stands, umbrella-less and soaked, in black coat and suit, staring forward, eyes empty.

There are FIVE GRAVES. Two older HEADSTONES, "Thomas Wayne" and "Martha Wayne". Two newer, "Richard Greyson" and "Alfred Pennyworth". All are now joined by a foundation that reads "Never Forgotten." And then, the newly hewn headstone... "Elizabeth Miller-Wayne, Beloved Wife."

ACROSS THE CEMETERY

Clark watches from a grove of TREES. He's drenched, wearing only a black suit.

ACROSS THE CEMETERY

Bruce's features are set in stone. If there are years, they're lost in the wind-swept rain.

ACROSS THE CEMETERY

Clark hides his face in his hands. He can bear no more, turning to walk away.

INT. DAILY PLANET -- PERRY WHITE'S OFFICE -- DAY

Sun breaks off the Metropolis skyline. A greying man stares out the window, his back to us, puffing a cigar PERRY WHITE.

PERRY

Good story.

He turns to face Clark, TAPS the headline of today's edition on his desk. "TERRORIST MASK DISAPPEARS FROM POLICE LOCK-UP".

CLARK

Thanks. You didn't answer my question, Perry.

White puffs a roiling cloud of smoke, watches it drift.

MAN

I'm running out of reporters here, Kent. How long?

(CONTINUED)

CLARK  
Not long. A few days. A week.

PERRY  
This over the thing with Lois?

Clark glances up, surprised. White just smiles sadly.

PERRY (CONT'D)  
There are no secrets in a newsroom,  
son.

White crosses, puts his hand on Clark's shoulder.

PERRY (CONT'D)  
Listen. I've been through this  
myself. Just takes time is all.  
You're supposed to hurt. After all,  
you're only human.

Clark manages to smile.

PERRY (CONT'D)  
One week. And don't get lost.

CLARK  
Thanks. I'll do my best.

White watches Clark go. A beat. Hits the intercom.

PERRY  
Olson!

VOICE (O.S.)  
Coming, Chief.

White's eyes widen as he starts to speak. Then he just covers  
his face and shakes his head in perpetual dismay.

EXT. WAYNE MANOR -- DUSK

All the lights are dark. A house of the dead.

INT. WAYNE MANOR -- LIBRARY -- DUSK

BRUCE-CLOSE. Asleep, eyes moving fast underneath lids. He  
bolts awake, terrified of what we can never know.

WIDER. Bruce has been sleeping sitting up in a corner, on the  
floor. He still wears his funeral suit, dried on the bone.

He rises into a room strewn with clothes and occasional signs  
of food and drink. In this great house, he lives only here.

He crosses to the open bookcase portal and the blackness  
beyond. Stands facing off the darkness. Not the first time.

(CONTINUED)

(OVER) The SOUNDS of FLAPPING of wings. A long beat. Bruce loosens his tie, steps into the terrible dark and gone.

EXT. OVER METROPOLIS -- SUNSET

Superman FLIES into the distance, growing SMALLER and SMALLER until he's the merest distant speck...then, GONE.

INT. ACCESS TUNNEL -- WAYNE MANOR -- NIGHT

Bruce walks forward in endless darkness. Stops.

BRUCE

Authorization code: Wayne One.  
Initiate reactivation sequence.

COMPUTER VOICE

Voice print...confirmed.

And that's when it happens. PULL BACK from Bruce as, one by one, the lights start coming on to reveal...

INT. BATCAVE -- LONG SHOT -- NIGHT

Bruce stands on the very edge of a platform overlooking the immense five-story cavern cut out of solid rock.

FIVE FLOORS of open-air LEVELS are illuminated, one by one, joined by crisscrossing iron STAIRWAYS.

LABORATORIES lined by super computers...and below shuttered workshops and training rooms...below weapons storage...lower still the COMMAND CENTER...and at the crater's floor an empty circular vehicle platform facing a tunnel gaping maw.

BRUCE

Welcome home.

That's when all the lights begin to flash a searing white.

COMPUTER VOICE

Fail-safe code required. Fail-safe code required.

Bruce begins to walk calmly down the stairways as now the lights flash red, bathing the cave in a bloody glow.

COMPUTER VOICE (CONT'D)

Detonation sequence initiated.  
Thirty seconds to cave destruct.

Bruce continues down the walkways, pace even, unhurried.

COMPUTER VOICE (CONT'D)

Twenty seconds to cave destruct.

INT. BATCAVE -- COMMAND LEVEL -- NIGHT

Bruce crosses the platform to the giant, dark Batcomputer.

COMPUTER VOICE  
Fifteen seconds to cave destruct.

Bruce takes a beat, then sits gently in the command chair.

COMPUTER VOICE (CONT'D)  
Ten seconds to cave destruct.

Bruce feels the familiar chair. Runs the heels of his hands along the armrests. Stares up at the dark screen.

COMPUTER VOICE (CONT'D)  
Five seconds to cave destruct.  
Four. Three....

Bruce stares at his face reflected in the monitor. He leans back, closes his eyes in surrender.

COMPUTER VOICE (CONT'D)  
Two. One.

BRUCE  
Deactivate fail safe. Confirmation  
code.

The red lights SHUNT to normal.

COMPUTER VOICE  
Confirmed. Fail safe deactivated.

Bruce hangs his head, almost as in defeat. Then he looks up.

BRUCE  
Alfred, I need you.

A VOICE, stoic and familiar.

ALFRED (V.O.)  
At your service.

A FIGURE steps out of the shadows. Elegant in his tails.  
ALFRED PENNYWORTH.

ALFRED (CONT'D)  
It's been a long time, sir. Five  
years if I am correct.

Bruce just stares at his old friend.

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EXT. ROADWAY -- KANSAS -- NIGHT

HEADLIGHTS sweep a ROAD SIGN... "Smallville, Pop. 1644." A big, old, white FORD Galaxie drives down a dusty asphalt road, heading for the TOWN in the distance.

EXT. SMALLVILLE -- TOWN SQUARE -- NIGHT

The Ford moves SLOWLY through. No one around. All the STOREFRONTS are closed, lights out... BARBER SHOP... GENERAL STORE... HARDWARE. America's heartland.

IN THE FORD

Clark watches out his open window, taking it all in.

EXT. KENT FARM -- NIGHT

Clark's car navigates a long DIRT ROAD... arriving at a dark, two-story, Edward Hopper-esque FARM HOUSE. Beyond, there is a large BARN, SILO and WINDMILL.

Clark parks the car and gets out. He looks above, to the beautiful NIGHT SKY; the universe dense with vivid STARS.

INT. KENT HOUSE -- ENTRYWAY -- NIGHT

Clark ENTERS, pocketing keys, no sound in the front hall for a long moment... takes a deep breath.

INT. KENT HOUSE -- CLARK'S ROOM -- NIGHT

Moonlit. TROPHIES on shelves, Smallville PENNANTS on the wall; FRAMED PICTURES over the creaky BED and Clark standing in the open door, staring at this room just as he left it.

Clark removes something from his jacket. It's an oil cloth, which he lays on the old wooden desk. Unfolds it. Within is a plastic bag marked: POLICE EVIDENCE: DO NOT TAMPER.

CLOSE ON the bag. Inside, a familiar face stares back at him. The Terrorist's mask, grinning up through mad, empty eyes.

INT. BATCAVE -- NIGHT

Bruce stands over the Batcomputer, removes a silver case from his jacket. From within, he lifts the small BUMBLEBEE DART he took from Elizabeth's neck. Alfred stands nearby, watching.

BRUCE

I need a full work up on this.  
Spectrographic, toxicology, DNA.  
Search for any matches.

Bruce lays the dart on a scanning panel set into the main console. The panel glows a moment.

(CONTINUED)

ALFRED

No recorded DNA matches besides your own. No abnormal radiations. ~~The dart doses contain a nerve toxin consistent with a compound used by the Joker.~~

Bruce crosses the cave.

BRUCE

Why?! Why haunt me with the ghost of a dead man?!

(sorrowful)

Why did she have to die? Why not me?

ALFRED

If I may be so bold, sir, who might she be?

Bruce just looks at him. Then turns to the giant ~~dark wall~~.

BRUCE

Reactivate the surveillance net.

The wall suddenly flickers, revealing hundreds of small monitors, now starting to glow into life.

BRUCE (CONT'D)

Monitor all law enforcement bands, judicial databases, street cameras and prison surveillance systems.

ON THE WALL monitors now show images of street corners, offices, courtrooms, even prison cells.

ALFRED

Standard protocols?

BRUCE

Alert for keywords: Joker, Elizabeth Wayne, Batman, Kryptonite, Mask... Superman.

ALFRED

In progress.

Bruce is staring at his old friend again.

ALFRED (CONT'D)

Is something wrong, sir?

BRUCE

You just seem so... real.

ALFRED

It is how you programmed me, sir.

(CONTINUED)

A beat. Then Bruce nods:

ALFRED (CONT'D)

What now, sir?

His answer, when it comes, seems full of as much sadness as it does determination.

BRUCE

Now. I go to work.

ON THE COMMAND CENTER LEVEL

Bruce crosses to a shining STEEL DOOR and KEYPAD. He PUNCHES BUTTONS... As the DOOR OPENS, a LIGHT gleams down upon...

The BATMAN COSTUME and COWL, hung in storage; armored and jet black...awaiting resurrection.

INT. CLARK'S ROOM -- LATE NIGHT

Clark has fallen asleep on the bed, fully dressed. A WOMAN'S VOICE is HEARD gently calling FROM DOWNSTAIRS...

MOTHER'S VOICE (O.S.)

...Clark...Clark...

~~CREATING THE WORLD OF SUPERHEROES~~

INT. KENT HOUSE -- LATE NIGHT

Clark comes downstairs, into the dark, empty HALLWAY. No one here. Though he remains alone, QUIET VOICES are HEARD...

FATHER'S VOICE (V.O.)

You're special, son, there's no denying it. From the day that rocket ship crashed down...

MOTHER'S VOICE (V.O.)

Well, of course, we always knew you were destined for greater things.

FATHER'S VOICE (V.O.)

There's a whole wide world beyond Smallville. A world that needs you.

INT. KENT HOUSE -- KITCHEN -- NIGHT

Clark ENTERS. Touches his mother's apron, still hanging on the pantry peg. Looks at his father's old pipe rack.

MOTHER'S VOICE (V.O.)

Human beings are good Clark, deep down. They just get lost sometimes.

(CONTINUED)





A SAFE-DEPOSIT DOOR CLATTERS to the vault floor... Leader and Young Thief look up. Third Thief grins.

MOMENTS LATER, Young Thief yanks out the safe-deposit DRAWER, opens it -- filled with sparkling DIAMONDS.

The DIAMONDS are dumped into a BACKPACK worn by Leader  
OUTSIDE THE VAULT

Leader and Young Thief wait as Third Thief starts down into the HOLE. A SHADOW CROSSES from above. Leader looks up.

IN THE SKYLIGHT: was that a GLIMPSE of scallop-edged CAPE?

YOUNG THIEF  
What's wrong?

LEADER  
Nothing...nothing's wrong.

INT. DRAINAGE SYSTEM -- NIGHT

Leader is last to climb down into this LABYRINTH of round PIPEWAYS. They all flick on the high density LIGHTS on their goggles. LEADER'S LIGHT is a BLACK LIGHT: ILLUMINATING a DAY-SIC LINE of SPRAY PAINT on the pipe wall. Their road map

LEADER  
Let's get moving.

Leader, Young Thief, Third Thief SPLASH onwards, up to their ankles in WATER. FOLLOW: as they pick up the pace at a jog, FOOTSTEPS resounding...TURNING here...TURNING there, guided by the GLOWING PAINT through these never-ending passageways.

AHEAD they pass an ADJOINING PIPE MOUTH, first Leader... Then, Young Thief...finally Third Thief -- and SOMETHING BLACK and terrible LEAPS out, ENGULFING Third Thief!

FURTHER ON Leader and Young Thief run, oblivious till Young Thief glances back, slowing...

YOUNG THIEF  
Hey...hey! Stop!

Leader looks back, halting. He walks to join Young Thief... Their LIGHTS revealing the EMPTY TUNNEL behind.

YOUNG THIEF (CONT'D)  
Where'd he go?

This is too much for Leader. He flees onwards. Young Thief gives one last look, then runs to follow...

## AT A PIPEWAY INTERSECTION

Leader and Young Thief arrive at a knee-deep FOUR-WAY INTERSECTION. Leader spins, searching, black light shining... but the PAINT TRAIL is abruptly GONE.

LEADER

He washed it off...he...he washed off the paint!

YOUNG THIEF

What are you talking about? He who?

LEADER

Okay, okay, it's this one...  
(pointing one direction)  
Come on, this is the way!

YOUNG THIEF

No! We came through here!

Leader's already scrambling down his chosen passage. Young Thief pulls his HANDGUN heading in another direction.

## DOWN THE PIPE

Young Thief RUNS, stumbles, falls. Gets up, runs on.

Ahead, BATMAN drops from a VERTICAL PIPE...CAPE SWEEPING down! He stands suddenly blocking the way!

Young Thief halts, face-to-face with Batman, terrified, quaking, unable to form words.

BATMAN

Use your gun.

Young Thief realizes, raises the weapon... Batman SWINGS -- the GUN FIRES as it bounces off the wall.

BATMAN (CONT'D)

Too late.

Batman PUNCHES, SMASHING the thief's face. Feels the punch. Looks at his hand. Balls and un-balls a fist. Feels good.

ELSEWHERE Leader splashes headlong, giving a desperate CRY as...he finds himself at a DEAD END.

And that's when YOUNG THIEF'S bloodcurdling SCREAM ECHOES down the passageways. Leader spins, freaking. He pulls his GUN, facing the DARK beyond his goggle LIGHT. OPENS FIRE...

BULLETS sparking, RICOCHETTING down the pipe...till the gun goes empty -- CLICK, CLICK, CLICK...

(CONTINUED)

BATMAN'S VOICE (O.S.)  
It's just you and me now.

Leader throws the gun down the pipeway, struggling to pull off the BACKPACK, putting his hands in the air...

LEADER  
I...I give up. I surrender...

BATMAN'S VOICE (O.S.)  
You should get your friends to the hospital. Compound fractures can be very time-sensitive injuries.

Batman arrives into the LIGHT, stalking slowly forward...

LEADER  
I told you already...I...I surrender!

Batman SPINS and KICKS...sends Leader FLYING into the filth.

BATMAN  
Not yet.

Leader scrambles up, SWINGS...Batman smashes Leader to the floor. Savage. He stands over Leader, teeth bared to a snarl...begins PUNCHING -- venting rage with EVERY BLOW!

Batman finally pulls the bloodied thug up, very close.

BATMAN (CONT'D)  
You used to run with Joker, so you're my man, Eddie. Spread the word...Batman lives. And whoever's masquerading as the Clown Prince...his blood will spill.  
(closer still)  
He is a dead man.

Leader can only WHIMPER. Batman drops him. Batman lifts the BACKPACK, overturns it, glinting DIAMONDS tumbling through a DRAINAGE GRATE.

Batman disappears the way he came.

EXT. KENT FARM -- DAWN -- HIGH ANGLE

Dawn paints this tableau of Americana, low clouds weeping crimson, endless fields shining a radiant gold.

Clark, small from this height, crosses the field towards the red-board barn, leaving a glittering path in the morning dew.

INT. KENT BARN -- DAY

The BARN DOOR rumbles OPEN. Clark ENTERS in jeans and flannel shirt. Takes a moment to feel the past.

He crosses in front of an old harvester to the center of the cement floor. He stands still a beat, staring down. His eyes FLASH blue.

Clark drops to his knees. He balls both fists. A beat.

Then Clark SMASHES his hands through the cement floor, pulling away chunks of concrete as others tumble downward.

FALL with a STORM OF CONCRETE into A HIDDEN BUNKER to reveal what stands there, buried these so many years.

A GLEAMING SILVER SPACESHIP. Pointing towards the sky.

INT. KENT BARN -- HIDDEN BUNKER -- MOMENTS LATER

Clark stands on cement floor, surrounded by old dirt walls. Touches a cracked lantern, forgotten by Jonathan long ago.

He turns, and stares up at the mighty silver spire.

CLARK

And the ship suddenly lives, embossed metal symbols glowing, powering up.

SHIP'S VOICE (FEMALE)

Kelsha'ar'a: Caluthu.

CLARK

Ha-Anta...  
(stumbles)  
Ha Anto...

Stops. Shakes his head at himself, not remembering. Finally.

CLARK (CONT'D)

English.

SHIP'S VOICE

English. Standard.

CLARK

Initiate systems check.

ON THE HULL -- A SUNDIAL-LIKE TIMER illuminates around, showing sections, then goes dark, only the first section staying lit.

SHIP'S VOICE

Systems check in progress.



DOWN ONE AISLE

Clark chooses a LANTERN. A lovely, red-haired WOMAN searches the opposite shelf. Clark's age, white MEDICAL COAT, sleeves rolled up. She and Clark BUMP...

CLARK  
Excuse me, I...

LANA  
Sorry...

Their eyes meet. Recognition is instantaneous and powerful.

CLARK  
Lana?

LANA  
Clark? What are you doing here?

Clark's a bit uncomfortable, adjusting his glasses.

CLARK  
Just picking up some supplies.

LANA  
Not precisely what I meant.

The surprise is gone, now, replaced by a sly smile and powerfully intelligent eyes. This is LANA LANG.

CLARK  
Yes. Right. Here, here. Just decided to pay a visit.

LANA  
And me still dressed for the prom.

Clark looks at her white lab coat. Frowns.

LANA (CONT'D)  
(whispers)  
No. Underneath. Come on. Tell me you didn't peek.

Clark opens his mouth to speak, eyes going wide.

LANA (CONT'D)  
Relax, Boy Scout, I'm kidding. Joke? Humor. Still the same old Clark.

She leans up and kisses him on the cheek. Real affection here. And the ghost of something more.

LANA (CONT'D)  
How's Lois?

(CONTINUED)

CLARK  
Fine. Great. Fine.

If Lana registers his deception, she's too polite to comment on it. Her eyes are light, now, playful.

LANA  
You look well. Although I guess that's predictable.

CLARK  
So do you, Lana. It's nice to see you. It's always nice to see you.

Lana smiles, a gesture sad and sweet. She holds his eyes a beat too long, then looks away.

CLARK (CONT'D)  
Well, I better fly.

Lana's eyes narrow.

LANA  
An actual joke?

CLARK  
You take care, Lana.

LANA  
You too, Clark Kent.

Clark nods, watches as she turns back to the shelves. That's when THE FRONT DOOR bangs open, revealing a DISTRAUGHT TEEN.

TEENAGER  
Help. Somebody.  
(spotting Lana)  
Doctor Lang. Doctor Lang!

EXT. SMALLVILLE BRIDGE -- HIGH ANGLE

Lana and Clark race across the bridge towards two teen GIRLS who are staring anxiously at the fast water below.

EXT. SMALLVILLE RAILROAD TRACKS -- DAY

Lana and Clark stand listening to a frantic GIRL.

GIRL  
We were playing Truth or Dare.  
Billy got Dare. Marna said he had to swim into the air pocket inside the old Bailor Wreck...

CLARK-CLOSE. His expression darkens.

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GIRL (CONT'D)  
He never came back up.

Clark looks to the river. His eyes FLASH BLUE.

CLARK-POV. At the bottom of the river, BILLY is trapped in the rusting, upturned carcass of a car, face pressed to the top, sucking in the last of a dwindling air bubble.

He kicks, trying to un-wedge his foot from behind the old seats and the car SHIFTS, water covering the boy's face.

BACK TO SCENE. Clark dives right off the bridge, knifing straight into the rushing water below.

GIRL (CONT'D)  
Whoa.

EXT. RIVER -- UNDERWATER

Clark rockets towards the wreck. The BOY is unconscious now, or worse, the last bubbles drifting past his closed eyes.

Clark tears the car door free, swims in and rips away the seat. Then he takes Billy into his arms, pushing off towards the light of the surface above.

INT. HOSPITAL -- EMERGENCY ROOM

Billy sits on a gurney, blanket wrapped around his shoulders, sipping tea, feet hanging in front of a space heater.

Lana stands talking to BILLY'S MOTHER. By the older woman's expression, we wouldn't want to be Billy.

She smiles as the woman thanks her, COMES TOWARDS US to find Clark leaning against the wall, towel around his neck.

LANA  
He's going to be fine. At least until he gets home.

Clark smiles. She grabs the towel, dries his hair, wraps it back around his shoulders.

LANA (CONT'D)  
You want dry clothes? We've got some scrubs around somewhere. Green is this fall's black.

CLARK  
Hard to resist. But I've got to be getting home.

The disappointment flashes in Lana's eyes just for a second.

(CONTINUED)



LANA  
I'll walk you out.

EXT. SMALLVILLE HOSPITAL -- DAY

Lana and Clark stand by the ER doors. Autumn winds blow. She reaches up, touches the orbit under her eye.

LANA  
How exactly do they not fall off?

CLARK  
Always pays to keep a spare.

Lana glances around and, seeing no one, reaches forward and takes the glasses off his face. Turns them over in her hand.

LANA  
These are awful by the way.

She puts them on herself. Tries to look serious.

LANA (CONT'D)  
This is a job for...  
(pulling them off)  
Superman.

Clark retrieves the glasses and puts them back on.

CLARK  
Can you not do that?

But by his smile he likes it. He likes her. The moment lasts. Then Clark looks away, to the horizon, hands in his pockets.

CLARK (CONT'D)  
I missed this place.

LANA  
This place missed you.

Lana reaches forward, moves a lock of hair from his face. Some significance to this only these two know.

LANA (CONT'D)  
We're always doing this. Saying  
good-bye. It's our strong suit.

Clark just nods. Lana smiles, brave again.

LANA (CONT'D)  
Thanks for saving the kid, hero.  
(looks to roadway)  
Need a ride back to your car or you  
going to...?

Lana holds her arms out, makes a "flying" motion.

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CLARK  
 Well, I'm Clark Kent these days,  
 and he doesn't do a lot of...  
 (motions "flying")  
 It startles people.  
 (a brief smile)  
 I need the walk, anyway.

Clark smiles, turns, starts to head off. HOLD on LANA. A long beat. Then...

LANA  
 Clark?

Clark turns.

LANA (CONT'D)  
 I just wanted to say. I'm sorry.  
 About Lois.

He looks at her, startled. Lana holds up her hand, taps her naked ring finger. Clark looks at own ring-less finger.

LANA (CONT'D)  
 Would it be too much of an imposition, say, if an old friend dropped by for a visit?

Clark looks at her a beat before answering. Then he smiles.

CLARK  
 I'd like that. I'd like that very much.

Clark walks away. Lana watches him go.

EXT. WAREHOUSE DISTRICT BUILDINGS -- GOTHAM -- TWILIGHT

We focus on one BRICK WAREHOUSE with signage so ancient that the words "ACME NOVELTY, INC." are barely discernible.

INT. ACME WAREHOUSE -- TWILIGHT

Here we find an adult-sized CRIB, out-sized ROCKING CHAIR and giant TEDDY BEAR. Across the way, much of the loft space is occupied by a sort of LABORATORY AREA...

SHELVES hold MODEL CARS and TRAINS, JACK-IN-THE-BOXES, grotesque PUPPETS, and DOLLS with terrible visages.

A balding MAN in an ELECTRIC WHEELCHAIR, W.P. SCHOTT (a.k.a. TOYMAN) works at a cluttered WORKTABLE. His left hand is a mechanical CLAW. He uses TWEEZERS on a small TIME BOMB complete with a small CLOCK and diminutive sticks of TNT.

Toyman carefully lifts the TIME BOMB, placing it inside the open CHEST CAVITY of a cute DOLL in a pretty polka-dot dress.

Without looking, Toyman searches with his good right hand, feeling for something on the table.

A GLOVED HAND offers the SCREWDRIVER Toyman was groping for. Toyman glances to see Batman watching over his shoulder.

TOYMAN

Thank you, Batman.

Toyman accepts the screwdriver, matter-of-fact. ~~YELPS!~~

TOYMAN (CONT'D)

Batman!! Sweet Fanny Adams...what the hell are you doing in here!?

BATMAN

Looking for you. Found you.

TOYMAN

How did you get past the alarm system?

BATMAN

Tore it out.

TOYMAN

What do you want? Or do you just go door-to-door, seeking out reformed ~~criminals for unprovoked reprimand~~

Batman doesn't answer as Toyman becomes aware of the work before him, trying nonchalantly to cover it with a rag.

TOYMAN (CONT'D)

This? This is a harmless hobby, purely for my own amusement. What are you going to do, have me taken in for unlawful tinkering...?

Batman holds up the BUMBLEBEE DART that killed his wife.

BATMAN

Looks like your work, Toyman.

TOYMAN

What is that? I don't know what you're implying, but I've never seen that before in my...

Batman holds the dart under Toyman's chin...Toyman freezes.

BATMAN

If you've never seen it, then there's nothing more for you to fear than a pinprick.

TOYMAN

Careful now, I'm a bleeder.

Batman holds the dart very close to Toyman's pulsing jugular, so the needle-tip SCRAPES against flesh...

BATMAN

You're not quite the man you were last time we met.

TOYMAN

Occupational hazard.

Keeping the dart to Toyman's neck, Batman reaches to spin the HANDLE of a large, workable VISE...opening it.

BATMAN

Put your hand in.

Toyman places his mechanical CLAW in the vise.

BATMAN (CONT'D)

Nice try.

Toyman huffs, putting his healthy RIGHT HAND in. Batman TIGHTENS the vise, putting the cart away. Toyman winces.

BATMAN (CONT'D)

I'm going to ask questions. For every answer I don't like, the hand...

TOYMAN

Subtle.

BATMAN

In the past, you've supplied the Joker with his deadly toys...

TOYMAN

That was never proven. I...

Batman TIGHTENS the vise. Toyman bites his lip, sweating.

BATMAN

Who did you make this for?

TOYMAN

Now you look...I never produced any such weaponry, nor supplied it to any persons for any diabolical purposes! You hear me?! You may take this as my absolute, resolutely unequivocal denial!!

Batman TIGHTENS. Toyman's HAND is HEARD CRACKING! HE SCREAMS.

BATMAN

Who's impersonating the Joker?

(CONTINUED)



EXT. ACME NOVELTY -- NIGHT

The SIDE of the building EXPLODES as the entire SERVICE ELEVATOR is BLOWN-OUT through the wall!

Batman looks down from the warehouse ROOF, illuminated by flames below, scanning nearby streets. Not a soul in sight.

PUSH-IN ON HIS FACE, reflecting the burning, hellish amber, as if his eyes themselves have become fire.

EXT. KENT FARM -- BARN -- DUSK

The simple structure in deepening autumn dark. (OVER) A steady, rhythmic CLANGING.

INT. KENT FARM -- BARN -- CONTINUOUS

PAN ACROSS the broken floor, now covered with two-by-fours, PAST empty ballast boxes. (OVER) More CLANGING. PULL BACK...

Clark stands, shirtless, over a burning fire-pit, HAMMERING the now hot and pliable lead into a form we cannot see.

He sets down the hammer, reaches into the embers with bare hands and removes a glowing lead box, about a foot square.

Clark immerses the box in a water trough, steaming vapors rise from it.

WOMAN'S VOICE (V.O.)

Clark? Clark?

EXT. KENT BARN -- DUSK

Clark, pulling on a T-shirt, emerges to find Lana, in a summer dress, wrestling bags of take-out from her car.

LANA

When I said visit from an old friend, did I mention today?

She looks radiant in the waning light. He glances back over his shoulder at the barn. She knows him too well.

LANA (CONT'D)

We can't be fighting evil all the time, now can we?

He still seems unsure. That's when Lana begins fanning her chest, then puts the back of her hand to her forehead in fine damsel-in-distress form.

LANA (CONT'D)

Oh, my. I feel faint. Oh...

Her knees buckle.

(CONTINUED)

LANA (CONT'D)

Oh, help me, Superman.

~~And she falls. Only to be caught by Clark, now impossibly~~  
holding her in his arms. She grins. He grins back.

LANA (CONT'D)

Works every time.

INT. KENT HOUSE -- KITCHEN -- NIGHT

Lit by a few LANTERNS. Lana follows Clark inside, catches the door before it BANGS shut. Smiles at Clark.

LANA

Out of respect for your mama.

CLARK

Now there was a woman who hated a banging door.

Clark goes to the sink, washes his hands as Lana begins laying out the table. Knows right where everything is.

LANA

What are you working on out there?

Clark just shakes his head. She knows the signal

LANA (CONT'D)

Top secret, save the world stuff?

Clark dries his hands, comes to help with the table.

CLARK

Something like that.

Lana is taking out the glasses, holds one up. It's a Welch's grape jelly jar with Archie & Co. JAMMING around the side.

LANA

Clark Kent, you are a total thief.

CLARK

I was sure I gave that back.

She just stares at him.

CLARK (CONT'D)

Come on, I had the rest. I needed Jughead for my collection.

LANA

If the world only knew.

Clark has moved to the picture window, stares out at the glimmering twilight. The first fireflies flicker.

(CONTINUED)

LANA (CONT'D)

You okay?

~~He doesn't turn.~~

CLARK

It's just, this is the only place I  
feel...human.SEE LANA as she moves up behind him, not touching, but very  
close. By her face, this pain he carries is familiar to her.

EXT. KENT HOUSE -- SUNSET

Picture perfect. This man and woman stand together, framed in  
a window lit by lantern light. They turn into the room, away.

INT. BATCAVE -- TRAINING ROOM -- NIGHT

A shirtless Bruce hangs on a set of gymnastic rings, arms  
extended in an iron cross position, straining at the  
incredible agonizing exertion, mind gaining perfect focus.

BRUCE

Alfred.

Bruce opens his eyes. Alfred now stands before him. Bruce  
drops the rings, stands up.

BRUCE (CONT'D)

I need the car.

INT. BATCAVE -- VEHICLE PLATFORM -- NIGHT

The platform turns to reveal a car out of myth. New. Sharper,  
jet black lines. Glowing helm. Tomorrow's Batmobile.

EXT. UPSTATE FOREST -- BATCAVE SECRET ENTRANCE -- NIGHT

A HIDDEN DOORWAY OPENS in a sheer ROCK WALL. With a ROAR, the  
Batmobile EXPLODES into the darkness.Rocketing down a ROADWAY crowded by dense FOREST. A sleek,  
black missile SPEEDING away from the lights of Gotham.

INT. KENT HOUSE -- EVENING -- LATER

Clark and Lana sit finishing plates of ribs, corn on the cob,  
cold cans of beer. Clark lifts a take-out box.

CLARK

You are one hell of a cook.

LANA

True. Hot sauce.

Clark looks at her blankly. She taps her mouth.

(CONTINUED)



LANA (CONT'D)  
Not a nickname.

~~Clark grins, takes his napkin, wipes away the sauce.~~

LANA (CONT'D)  
So, you want to talk about what's bothering you?

Clark opens his mouth but she cuts him off.

LANA (CONT'D)  
Don't insult me.

Clark just nods.

CLARK  
That car, today. In the lake. You know how it got there?

She looks away, expression darkening. Knew this was coming.

LANA  
Lex cut the brake lines on Timmy Bailer's car. Back when we were kids. Back when he was trying to prove you were Superman.

CLARK  
But I saved Timmy anyway. Pulled him out without Lex ever seeing me.

LANA  
You saved the day.

CLARK  
I just forgot about the car. And now a kid almost drowned inside it.

LANA  
And somehow you're responsible? Is that it?

Clark takes a beat before answering.

CLARK  
How does it work, Lana? When do we stop being responsible?

LANA  
We're not talking about a car in the river here, are we?

CLARK  
No. I guess not.... Something's happened.

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Pushes back his chair.

CLARK (CONT'D)

~~What would you say to a walk?~~

LANA

Thought you'd never ask.

EXT. KENT FARM -- NIGHT

Clark and Lana walk the purple fields, escorted by occasional fireflies. (OVER) The season's last crickets SING.

CLARK

I've spent the last twenty years dictating what's right, what's wrong. Which of you can live, which can die. My code. But I'm not one of you. None of this is mine, not this sky, these fields, those stars. Even our flesh is different.

He takes her hand.

CLARK (CONT'D)

I can't help wondering what it would be like, even for a moment, just to be human.

LANA

Do normal men dream of being Superman while Superman dreams of being normal?

CLARK

Why dream the impossible?

LANA

Isn't that the whole point?

Clark looks to Lana but she smiles, shrugs it away. Gestures now to an old apple tree on the edge of the field.

LANA (CONT'D)

We were standing right there. Halloween in the air. God were we ever that young?

She takes a long breath and she can taste the past.

LANA (CONT'D)

You said you had to talk to me. We took a long walk. You were so urgent. So nervous.

CLARK

Nervous? I was terrified.

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Lana starts them walking towards the tree.

LANA

~~You took my hand. Talked about the~~  
good you could do...how your powers  
were a blessing you had to share  
with the world. And you lifted me  
in your arms, and we flew. We flew.

CLARK

I remember.

LANA

Do you know what I thought you were  
going to tell me? I thought I knew  
with all my heart. I thought you  
were going to ask me to marry you.

Clark stops dead in his tracks.

CLARK

Lana...

LANA

(sad laugh)  
Boy, was I wrong.

CLARK

I...I didn't know. Oh God, Lana  
I...I am so sorry.

LANA

Don't be. It was the strangest, the  
most beautiful and worst night of  
my life.

CLARK

Why didn't you say something? Why  
didn't you-

LANA

How could I? I saw what you saw in  
yourself. In time, I saw what  
Superman became.

(looking to Clark)

You touched so many more lives than  
just those you saved. You  
represented so much more. But can I  
tell you a secret. I didn't fall in  
love with Superman.

Tears are starting to spill down her cheeks now (so many,  
held back for so long.

LANA (CONT'D)

I fell in love with that clumsy  
little boy with glasses.

(MORE)

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LANA (CONT'D)

I fell in love with Clark Kent and on that night I lost him. And I miss him terribly still.

~~She looks down, trying to stem the tears. He reaches to her, lifts her chin with his finger. His eyes sparkle, too.~~

CLARK

I'm right here.

And they kiss, for all the years lost. And the kiss is good.

EXT. KENT FARM -- WIDE SHOT -- NIGHT

In Clark's window see the silhouette of Lana leading Clark inside on this perfect night, room lights now going dark.

EXT. OLD CEMETERY -- NIGHT

On the outskirts of GOTHAM, Batman walks the FOG-shrouded night, past crooked GRAVESTONES...past dead, leafless TREES.

EXT. KENT FARM -- NIGHT -- INTERCUT

Lana moves her arm across breeze-swept sheets. Stirs awake. No Clark. She is alone.

Lana rises to the window, body a shadow in the moonlight, ~~looks out to see a single figure walking towards the barn.~~

EXT. CEMETERY -- NIGHT -- INTERCUT

Batman comes to stand before one GRAVE. CANDLES and DEAD FLOWERS on the HEADSTONE. Batman swipes these tributes away with a CROWBAR. Hefts a SHOVEL, begins DIGGING.

As he digs at the hard earth, we MOVE TO REVEAL. The HEADSTONE reads "Jack Napier," but amongst GRAFFITI and PENTAGRAMS, someone has scratched a name... "The Joker."

INT. KENT BARN -- BUNKER INTERCUT

A single lantern illuminates the darkness. Clark stands staring up at the mighty ship.

CLARK

Open fuel chamber.

SHIP'S VOICE

Warning. Kryptonite radiation levels exceed maximum tolerance.

CLARK

Do it.

A section of the hull becomes transparent, revealing a green rock within. Two polarized doors open like wings.

0  
0  
2  
0  
0  
12  
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S  
S

The bunker is bathed in a powerful green glow, washing over Clark. Instantly, his face pales, veins emerging.

~~EXT. CEMETERY -- INTERCUT~~

Batman digs at the grave with greater effort and greater urgency, sweat dripping down his masked face.

INT. KENT BARN -- BUNKER -- INTERCUT

Clark reaches into the chamber and removes the glowing kryptonite with tongs. The effect on him is awful, body contracting, organs being poisoned by the lethal radiation.

EXT. CEMETERY -- INTERCUT

Batman tosses the shovel, falls to his knees... Begins CLAWING the soil from the edges of a black COFFIN

EXT. KENT FARM -- INTERCUT

Clark drops to his knees, still holding the rock in tongs, manages to deposit it into the lead box. Closes the lid.

EXT. CEMETERY -- INTERCUT

Batman climbs from the grave's side feet. He retrieves the CROWBAR, turning back, when a line from the COFFIN stops him.

In the grave, dirt stirs as the COFFIN LID shifts... Then, the lid SLOWLY begins to RISE...

INT. KENT FARM -- BUNKER -- INTERCUT

Clark places the familiar plastic evidence bag inside the transparent fuel compartment. Hatch doors close

CLARK:

Commence engine start up.

The sundial read-out flickers into life.

EXT. CEMETERY -- INTERCUT

Batman stands staring, eyes widening in disbelief.

The coffin creaks OPEN...ever so slowly, then suddenly...it SPRINGS WIDE -- a ghastly, garish FACE RISING UP...!

It's a JOKER-IN-THE-BOX; a giant, green-haired, white-skinned JOKER FACE bobbing up and down on a spring-loaded sleeve! Mocking RECORDED LAUGHTER issues forth!

INT. KENT FARM -- BUNKER -- INTERCUT

Clark stares into the fuel chamber, now beginning to glow.

SHIP'S VOICE  
Analyzing fuel sample.

~~The evidence bag and mask within start to sear and burn~~

EXT. CEMETERY -- INTERCUT

Batman SWINGS the crowbar...SMASHING the leering Joker's face! He swings again, SILENCING the LAUGHTER... RIPPING into the PAPIER-MACHE skull.

INT. KENT FARM -- BUNKER -- INTERCUT

The bag and mask melt away, leaving only tiny hovering green particles, staring up at Superman in the taunting shape of a laughing green ghost.

EXT. CEMETERY -- INTERCUT

Batman hurls the entire Joker-in-the-Box from the grave, breathing hard, looking down to...an EMPTY COFFIN below

PULL BACK AND UP as Batman stands in the cemetery, fists wide, face to God, and SCREAMS.

INT. BATMOBILE -- WINDSCREEN -- MOVING -- NIGHT

The lined roadway peels back in the wedge of headlights at impossible speed. Batman's mask is reflected in the glass.

Alfred's face appears on the inside of the windscreen, framed by flickering telemetry.

ALFRED

There's been a disturbance, sir. As you predicted. At Citizens' Plaza.

Batman cuts the wheel hard, afterburner ROARING, eyes fixed dead ahead. Dark and rageful. Determined.

EXT. CITIZEN'S PLAZA -- GOTHAM CITY -- NIGHT

Marked by a HISTORICAL PLACARD, the unbolted BAT-SIGNAL is now LIFTED by a FORKLIFT operated by TWO MEN. Both are too tall, too lanky, wearing identical TUXEDOS. We do not see their faces.

This theft occurs under the strobe of FLASHING RED LIGHTS, since TWO PATROL CARS are on the scene. Problem is, the responding OFFICERS lie insensate, face down on the ground.

One Man guides the FORKLIFT while the other drives, DEPOSITING the Bat-Signal in a waiting out-sized ARMORED CAR.

The Batmobile SKIDS to a stop, HEADLIGHTS GLARING. Its DRIVER'S HOOD slides OPEN as Batman LEAPS OUT...glancing to the downed OFFICERS as he strides forward...

BATMAN

That's public property.

~~Batman grabs one Man, spins him. His face is pale, black eyes malevolent, his LIPS SEWN SHUT. This is JEEVES 1~~

Jeeves 1 swings, incredibly fast, but Batman is faster, ducking the blow, open-palming the ghoul to the neck.

Batman whips a club from his utility belt, smashes Jeeves 1 back and forth across the face, a final kick sending him flying into the wall.

(OVER) A GROWLING. Batman looks up to see JEEVES 2 as he jumps from the forklift, likewise monstrous, lips sewn.

Batman leaps upwards, colliding with the ghoul in midair, spinning him as they fall, landing hard atop the creature. Batman delivers a series of powerful blows.

MALE VOICE (O.S.)

(AMPLIFIED from elsewhere)

Now, now, is that any way to treat the help, Batman?!

Batman reacts, standing. We recognize the TERRORIST'S low, menacing VOICE, somehow AMPLIFIED from ABOVE...?

VOICE (O.S.)

You're not the only gentleman with a gentleman's gentleman! I've got myself a Man Friday and Saturday!

Jeeves 1 and 2 leap standing with an almost BLURRING AGILITY AND UNNATURAL SPEED, looking, impossibly, unfazed.

VOICE (O.S.) (CONT'D)

Although I didn't rest Sunday. I cooked up a few enhancements.

The Jeeves turn towards Batman. Wet eyes gleam hungrily.

VOICE (O.S.) (CONT'D)

Now, now, boys. Patience. You can eat him later. Back to work.

Reluctantly, the two Jeeves MOVE LIKE BLURS back to the Bat-signal. Batman is trying to pinpoint the ECHOING VOICE.

VOICE (CONT'D)

But, why so confused, Sweetheart? Don't you recognize my voice?! Allow me to reintroduce myself...!

Batman's chilled as the VOICE CHANGES -- getting HIGHER -- until it's reached a sickeningly recognizable SING-SONG...

VOICE (O.S.) (CONT'D)

You know me because you made me.  
You loathe me almost as much as you  
love me! Ladies and gentlemen.

Atop the armored car, a FIGURE moves in the SHADOWS...

VOICE (O.S.) (CONT'D)

Girls and boys... behold, the new  
and improved... the one-and-  
only... The Harlequin of Horror...!

The FIGURE steps forward into flashing RED LIGHTS, arms  
extended, BULLHORN in one hand, SWAGGER STICK in the other...

JOKER

The JOKER!!

The JOKER glares down, lean and lethal, in purple ZOOT SUIT;  
green-haired, white-skinned, GRINNING his wet, blood-red GRIN  
literally from ear-to-ear.

JOKER (CONT'D)

The man who will live in infamy as  
Batman's murderer!

(brief pause)

Woooo-hooo! Now, that's what I call  
an entrance! Oh, terrific! So  
dramatic!

Batman's stunned, horrified.

BATMAN

How...?!

JOKER

How?! I come prancing back from the  
grave, and all you can manage is a  
meek, monosyllabic "how"?

(cocks his head)

A fair question, actually, but,  
there's no time for answers right  
now...

Joker tosses the bullhorn, does a HANDSTAND, FLIPPING spryly  
down off the roof of the armored car... LANDING on his feet  
between Jeeves 1 and Jeeves 2. He smiles, lethal.

JOKER (CONT'D)

We've got to hit the road. You've  
already met Jeeves One and Two.  
They'd say hello, but I prefer my  
menservants seen and not heard.

Batman regains his rage, races towards them.

JOKER (CONT'D)

Uh oh! Here comes Mr. Angry!

(CONTINUED)



At Joker's side, Jeeves 2 turns from the back of the armored car, now hefting a FLAMETHROWER and OPENING FIRE...!

~~As a JET of FLAME issues, Batman DUCKS, wrapping himself~~  
INSIDE HIS CAPE! Batman's completely ENGULFED by FIRE!

As Joker and Jeeves 1 climb up, joining the Bat-signal in the rear of the armored car, Jeeves 2 CEASES FIRE.

JOKER (CONT'D)

Fare-thee-well, Batsy...  
(taps Bat-signal with his  
swagger stick)  
I'll call when I need you.

Batman peers out from his smoldering, yet undamaged, CAPE.

Jeeves 2 climbs up, joins Joker in SLAMMING the DOORS of the armored car, revealing a PAINTED JOKER-FACE.

Batman runs to grasp the DOOR HANDLES as they're HEARD  
LOCKING. Joker presses his mouth against one of the GUN  
SLOTS, so very close, WHISPERING...

JOKER (CONT'D)

Tell me true...did you miss me? I  
sure missed you. We're going to  
have a blast!

Joker LAUGHS. Batman SLAMS his fist against the door! The armored car sets in motion, PULLING AWAY.

EXT. GOTHAM STREETS BELOW -- SECONDS LATER

The armored car CRASHES other CARS aside, tires SCREAMING!

The Batmobile hits the streets...WEAVING through the aftermath...SPEEDING in pursuit!

FOLLOW AS the REAR DOORS of the armored car swings OPEN...The Joker rears his clowny head, THUMBING his NOSE.

IN THE BATMOBILE

Batman grits his teeth...THUMBING a CONTROL LEVER of the steering wheel as...

Translucent CROSSHAIRS appear on the WINDSHIELD -- shifting as they attempt to lock on Joker's head. But just as the system BEEPS "Target Lock", Joker tosses a child's PLAY BALL.

ON THE STREET

The colorful BALL BOUNCES high... The Batmobile SWERVES away as...the BALL BOUNCES, EXPLODING!

At the back of the armored car, Joker LAUGHS.

(CONTINUED)

JOKER

Follow my bouncing balls, Batman!

~~Jeeves 2 hands over another PLAY BALL decorated in yellow daisies, which Joker KICKS out...~~

The Batmobile SWERVES...Daisy BALL EXPLODES! Other CARS react, CRASHING!

Joker kicks a bright ORANGE BALL...

The Batmobile FALLS BACK...Orange BALL BOUNCES...EXPLODES!

IN THE BATMOBILE

FLAMES OVERTAKE the driver's hood for an instant. Batman SHIFTS gears, ACCELERATING...

ON THE STREET

The Batmobile RAGES forward...RAMMING the armored car from behind...Joker SQUEALS, holding on for dear life.

The Batmobile RAMS again! Joker's freaked, reaching out...GRASPING for the door...

IN THE ARMORED CAR'S CABIN

Joker enters from the back of the truck. Jeeves 1 drives.

JOKER

It's getting a little too exciting back there. Go help your namesake. Daddy's gonna take the wheel...

He replaces Jeeves 1 behind the steering wheel.

ON THE STREET

The Batmobile makes its move, PULLING UP along the armored car's left side...

Joker's driving now, jerking the wheel left, SLAMMING the Batmobile! They're really flying, CRASHING together...SPARKS flying...METAL CRUNCHING...

AHEAD. RED LIGHT. A CROWD of night-denizen begins their march into the CROSSWALK from both sides...as the Batmobile and armored car CLOSE FAST, side-by-side at FULL SPEED...

PEDESTRIANS SCATTER as...the Batmobile BRAKES, skidding...

Falling behind with mere inches to spare as both vehicles ZOOM just-barely-between fleeing pedestrians.

IN THE BATMOBILE

Batman grips the steering wheel.

BATMAN  
Afterburners!

The COMPUTER BEEPS.

ON THE STREET

FLAMES BLAST from the Batmobile's EXHAUST. The Batmobile ACCELERATES exponentially. OVERTAKING the armored car, cutting in front...

NOZZLES extrude from the Batmobile's bumper, SPRAYING OIL!

AT AN INTERSECTION

The Batmobile blows through, ROARING straight away while Joker's armored car hits the SLICK, FISH-TAILING...SPINNING...

The armored car finally stops spinning, regaining its traction. Halts.

DOWN THE BLOCK, the Batmobile makes a TIRE-BURNING 180-degree TURN, REHEADING BACK...

IN THE ARMORED CAR

JOKER  
(to back of armored car)  
Oh, Jeeevesss, one of you be a darling and bring Joker the big gun!

Joker puts the truck in gear, DRIVING...

ON THE STREET

The armored car's coming from one direction. The Batmobile's CLOSING from the other, PICKING UP SPEED, AFTERBURNERS kicking in, and it all happens at once...

Jeeves 2 leans from the armored car's PASSENGER WINDOW aiming a BAZOOKA, and just as we recognize the SMILEY FACE painted on it -- the MISSILE'S ALREADY ON ITS WAY...!

IN THE BATMOBILE

BATMAN  
Eject!

COMPUTER BEEPS. AN EXPLOSION BLASTS off the Batmobile hood and FIRES Batman UPWARDS like a fighter pilot ejecting.

010  
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ON THE STREET

With HEAD-ON COLLISION imminent...Batman's SENT SKYWARD as the ~~MISSILE WHISTLES to IMPACT...DESTROYING the BATMOBILE in~~ a tremendous EXPLOSION.

But there's barely a moment to marvel at the shrapnel spewing explosion that used to be the Batmobile as the armored car SMASHES THROUGH at FULL THROTTLE!

IN MIDAIR ABOVE

Batman FLIPS, CAPE EXPANDING behind. He aims a GRAPPLING PISTOL downwards, FIRES. The HOOK shoots out, trailing WIRE.

IN THE ARMORED CAR

JOKER

HoooooHee! It's not a party till something gets broken!

Jeeves 2 dutifully ROLLS the PASSENGER WINDOW UP. Joker leans forward, LOOKING UP, searching...

JOKER (CONT'D)

Now, where did the Bat fly away to?

ON THE STREET

The armored car SPEEDS along, while ABOVE...Batman GLIDES after, kept aloft by billowing CAPE, gripping the WIRE attached to the truck, PULLING HIMSELF IN, hand over hand.

IN THE ARMORED CAR

A heavy THUD is HEARD on the truck's roof.

JOKER

Asked and answered.

Joker GROWLS as Batman JUMPS down to perch on the hood of the armored car, looking in, pissed.

Batman SLAMS his fist against the bulletproof WINDSHIELD. No effect. He brings out a BAT-A-RANG, uses it to COUGE an X into the glass...

JOKER (CONT'D)

Interesting.

Batman starts PUNCHING the X...CRACKING the GLASS.

JOKER (CONT'D)

Persistent, isn't he?

ON THE HOOD

WIND WHIPS at Batman. He keeps PUNCHING the windshield, relentless, GRUNTING with each strike. PUNCHING... PUNCHING... PUNCHING! It's painful to watch, but he's managing to bash a ragged HOLE in the SAFETY GLASS.

Batman JAMS his hand THROUGH THE HOLE, grasping at Joker...  
IN THE ARMORED CAR

Joker's LAUGHING as Batman desperately reaches for his throat, but Joker's just...barely...out...of...reach.

JOKER

Nice try, Loverboy...but it looks like this is your stop!

Joker BRAKES with both feet, pulling the HAND BRAKE!

ON THE STREET

The armored car LURCHES, TIRES SMOKING, THROWING Batman...

Batman hits the pavement, ROLLING.. TUMBLING brutally... coming to land in a heap.

The armored car's HEADLIGHTS ILLUMINATE... Batman tries to rise. The armored car STARTS FORWARD. Batman again tries to stand. The armored car is about to RUN HIM DOWN!

The armored car BRAKES violently... STOPPING within a foot of the helpless Batman. Joker emerges, walks to the fallen hero.

JOKER

Too bad your friend in the red and blue pajama's didn't kill me when he had the chance.

Joker KICKS Batman in the face with his steel-tipped boot.

JOKER (CONT'D)

Too bad for you. And too bad for yummy Lizzie-Beth.

Joker's KICKS are increasing in savagery..

JOKER (CONT'D)

When you see her in hell...

Joker stomps down on Batman's throat.

JOKER (CONT'D)

Say, "Hi."

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Joker's bearing down, crushing the life from Batman. That's when something odd happens. Both Jeeves grab Joker, pull him, struggling, off Batman.

JOKER (CONT'D)  
 (enraged)  
 All right! All right! I'm fine!  
 (suddenly calm)  
 I said, I'm fine.

A beat. The two Jeeves release him. Joker gathers himself, adjusts an imaginary necktie. Steps towards Batman.

JOKER (CONT'D)  
 Yes, yes. The boys are right. Now's not the time. But don't despair, Brucey-boy.

Joker delivers one final kick to Batman's head. Savage. The Jeeves lurch forward but Joker wards them off with upheld hands, an expression of surrender. Looks back down to the fallen crusader, voice turning dead serious.

JOKER (CONT'D)  
 You'll be tasting her cold kiss very, very soon.

Batman can only watch as the Joker slumps back into the armored car. Batman slumps, bleeding, defeated.

INT. KENT FARM -- KITCHEN -- DAWN

Clark sits at the table. He's holding the detached sundial read-out in his hand. All the sections are now lit.

VOICE (O.S.)  
 Hey. Didn't you used to sleep?

Lana has ENTERED from upstairs, dressed. Comes behind him, laying hands on his shoulders.

LANA  
 What's that?

CLARK  
 The ship that brought me to earth runs on kryptonite.

Lana comes around the table to look at him.

CLARK (CONT'D)  
 Start her up, she automatically analyzes her own fuel type. Like a car scanning to see if you put high test or regular in the tank.

LANA  
 My car would hate me.

CLARK

I have a piece of evidence with kryptonite on it. I'm hoping my ship can recognize its subtype. Maybe I can link the kryptonite to some previous adversary.

LANA

That's why you came back. Clark...

But he's already getting up, pushing out through the screen door and onto the porch. Lana catches the door, follows

EXT. KENT HOUSE -- PORCH -- DAWN

The first hints of light illuminate ominous dark clouds gathering on the horizon.

CLARK

Storm's coming.

Lana says nothing.

CLARK (CONT'D)

What's the price for heroics, Lana? Prevent a murder and a murderer goes free. Save one life and more may die as a result.

Clark looks towards the barn.

CLARK (CONT'D)

What if I don't go in there and read the scan? What if I stopped interfering, just stayed here in Smallville and lived a normal life?

The sundial BEEPS, the last section now lit. Scan complete.

CLARK (CONT'D)

I'm not human. Who am I to dispense justice to humanity?

When Lana's answer comes, there is a sadness to her smile.

LANA

You're Superman.

Clark just stares at her.

LANA (CONT'D)

Last night you pretended to be just Clark Kent. And I let you pretend. But you're not. You'll never be.

Clark starts to speak but she doesn't let him.

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LANA (CONT'D)

You may be alien, Clark, I may be human and that does make us different. But it's our blindness that makes us the same. Human, Kryptonian, none of us knows what our actions will bring. So we act in ignorance. Every day. Every hour. Believing, despite all evidence to the contrary, that we can do some good. It's that belief that makes us common. It's our faith that makes us humane.

Lana moves that lock of hair from his forehead again.

LANA (CONT'D)

We do good because we believe in good.

CLARK

It's not that simple.

LANA

Yes. It is.

She leans in and kisses him softly on the mouth.

LANA (CONT'D)

I've got to get to the hospital. Early shift.

She steps down off the porch.

LANA (CONT'D)

Don't think I'm being selfless. How long could you leave your answers forgotten on the kitchen table?

She gestures to the sundial in his hand.

LANA (CONT'D)

How many cries for help ignored before you'd start to hate what you'd done? And me for letting you.

She takes a last look at her first, best love.

LANA (CONT'D)

How could you ever just sit back and let nature take its course, knowing you could save a hundred lives. Knowing you could save just one. You can't be the man who comes home from a hard day with roses. Because your day never ends. That's lucky for the world.

(MORE)

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LANA (CONT'D)

It's just unlucky for me. And for you. I love you. Good-bye, Clark Kent.

~~And with that Lana turns to go beneath the darkening sky.~~

EXT. VICTORIAN MANSION -- DAY

Somewhere upstate from Gotham. Ornate fencing, rusted razor wire surrounds what must have been a beautiful Victorian mansion. Once. Now abandoned, windows boarded up.

INT. VICTORIAN MANSION -- DINING ROOM -- DAY

At the formal dining table, the Jeeves sit facing empty plates as Joker checks IV bottles running into their arms.

JOKER

You know, boys, too often we lose sight of what's really important, the simple moments, sitting down to dinner together as a family.

Joker drums a feeding bottle with GREEN FINGERNAILS.

JOKER (CONT'D)

I just felt someone needed to say it so why not me?

Joker crosses the room to a serving table. On the wallpaper: "Joker Is Dead, Long Live Joker!", "He Who Laughs Last..."

JOKER (CONT'D)

I can't even describe the thrill I felt when I saw him again for the first time.

The Jeeves watch him. One of their bottles GURGLES.

JOKER (CONT'D)

It was like a bolt of lightning through my body!

Joker examines an array of Pyrex jars filled with colorful chemicals on the serving counter.

JOKER (CONT'D)

Can you even begin to comprehend the shame he felt...the humiliation as he lay there, utterly defeated?

Joker lifts a hypo-spray, fills it with red elixir.

JOKER (CONT'D)

Think of it! His tortured soul. His boiling blood. His every thought consumed by fantasies of revenge.

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Joker injects the HISSING ampule of red elixir into his arm, eyes rolling in pained ecstasy.

JOKER (CONT'D)

More of daddy's special formula makes the body ultrafast and extra strong.

Joker lifts a jar of the red liquid, turns it in his hand.

JOKER (CONT'D)

And don't think your able-bodied assistance has gone forgotten.

Joker sets the red liquid down, now lifts a jar of black fluid marked with an innocuous yellow smiley-face sticker.

JOKER (CONT'D)

Yes, death would have been far too simple. I've been in the ground. I know. You were right to stop me. He has to suffer first.

Joker crosses to the two of them, holding the jar behind his back so they can't see its deadly black contents.

JOKER (CONT'D)

Remember your dedication to our cause, your slavish obedience to our, shall we say, higher power. I have only one question to ask.

Joker has begun pouring the chemical into the Jeeves IV bottles, making falling, black clouds in the clear fluid.

JOKER (CONT'D)

(screaming)  
How dare you?!

The Jeeves look down at the black liquid hitting their arms. They grab for the tubes. Too late. Their faces are already starting to contort. Joker is suddenly calm again.

JOKER (CONT'D)

You work for me.

The Jeeves's stitches are tearing loose now, their mouths twisting upwards into horrible, familiar death grins.

JOKER (CONT'D)

Me and only me.

The Jeeves grins fix, eyes going wide, heads falling back.

JOKER (CONT'D)

Until terminated.

Joker jumps up on the counter.

(CONTINUED)

JOKER (CONT'D)

Still I must thank you,  
posthumously, of course. Were it  
~~not for your intrusive attentions I~~  
would have lost my chance to savor  
his agony, to drink his tears. To  
clutch his misery in my hands...  
press it to my breast... cherish it.

Joker shouts to the heavens, not just homicidal rage but  
beneath, the real horror of madness.

JOKER (CONT'D)

Oh, Bruce. I have your just reward.  
Listen, can you hear it coming...  
Listen.

Joker closes his eyes, savoring the WHISPERED thought.

JOKER (CONT'D)

That gentle rustling, like leaves  
skittering across the sidewalk on  
an autumn day...of your last gasp,  
as you beg for your death.

INT. THE BATCAVE, COMMAND CENTER/LAB -- DAY

Batman stands at the com of the Batcomputer, the main screen  
~~is partitioned into flashing video images of the Joker.~~

BATMAN

He's the nightmare I can't awaken  
from.

Alfred stands watching, arms crossed, silent.

WOMAN'S VOICE (O.S.)

You should have changed the locks.

Batman spins to see a figure standing atop the access  
stairway: Dark hair. Flowing trench coat. Barbara Gordon.

BATMAN

What are you doing here?

Barbara begins walking down the steps.

BARBARA

I'd forgotten how big this place  
is. A little dusty, though.

BATMAN

I'll ask you again-

BARBARA

No, Bruce. That's what I'm here to  
ask you.

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(CONTINUED)

She takes a folded paper from under her arm, drops it on the  
com. HEADLINE CLOSE: BATMAN FIGHTS JOKER. Midnight Mayhem.

BARBARA (CONT'D)

Four buildings destroyed in the  
last two days. 15 criminals in the  
hospital. Six on the critical list.

BATMAN

More than anyone, you know what  
these freaks are capable of.

BARBARA

They're not what scares me.

BATMAN

Spare me the melodrama.

Barbara walks to the edge of the platform:

BARBARA

Computer, activate display lights.

ALFRED

As you wish.

A series of display case lights flicker into life. Bruce  
shoots Alfred a sharp look. Barbara catches

BARBARA

Don't be angry with him. You  
programmed him to respond to my  
voice.

(wry)

You used to like my voice,  
remember?

Barbara is walking the cases. In the first two are older  
Batman costumes. Next to them stands a sleek female version.

BARBARA (CONT'D)

I'm flattered you kept it.

But it is at the last two cases where she stops. One houses  
the familiar yellow and green of the Robin costume. The next  
the black and red of the Nightwing gear.

BARBARA (CONT'D)

Do you remember how happy he was to  
get out of those tights.

(off Nightwing)

This one made him look so handsome.

BATMAN

You're right.

She glances up at him.

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BATMAN (CONT'D)  
I should have changed the locks.

BARBARA  
This is exactly what happened last time.

Batman says nothing.

BARBARA (CONT'D)  
After Dick died, how many did you almost kill? If I hadn't pulled you off Two Face, what would you have done to him? You were becoming one of them.

BATMAN  
What should I do, Barbara? Hope your boys in blue catch him?

BARBARA  
Bruce-

BATMAN  
He murdered my wife.

BARBARA  
Yes. He did. And I am so sorry. But ~~look at you, down here in the shadows. Talking to a ghost-~~

She swings her hand towards Alfred and it passes through his head. He stands, entirely stoic, unperturbed.

BARBARA (CONT'D)  
Plotting revenge. I know what the dark does. Inside. We both do. He's killing you, too.

BATMAN  
You don't understand what it's like-  
To lose-

BARBARA  
Don't I? What about my father? What about you?

Batman opens his mouth to speak, closes it again.

BARBARA (CONT'D)  
That mask doesn't give you the right to kill. You will not cut a path of blood through my city.

BATMAN  
Stay out of my way, Barbara.

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BARBARA

Or what?

~~She turns to face him, looking into his eyes, taking measure.~~

BARBARA (CONT'D)

Maybe I was wrong. Maybe this is what you want. What you've always wanted. Another excuse to hurt someone. Another call to violence, to cause so much pain that you don't have to feel your own.

She open-palms his chest-plate, hard.

BARBARA (CONT'D)

Maybe the monster's in here.

BATMAN

Is that all Commissioner Gordon? Because if so, I have work to do.

A beat. Then she turns and walks towards the stairs.

BARBARA

Stop yourself, Bruce. Before someone else has to.

And with that is gone.

BATMAN

What's happening to me, Alfred?

ALFRED

Perhaps, sir, that is a question better asked of the living.

Just then, a FLOCK of BATS flies upwards from the darkness, SHRIEKING...DISPERSING everywhere at once.

INT. KENT HOUSE -- LIVING ROOM -- DAY -- STORM

Dark. (OVER) Wind HOWLS. RAIN sheets the WINDOWS. A NEWSCASTER is HEARD from a TRANSISTOR RADIO on the sill.

NEWSCASTER'S VOICE (V.O.)

...Severe thunderstorm warnings for much of the Great Plains...

(OVER) THUNDER. Wind SLAMS the screen door, again and again. The empty room is illuminated by lightning.

NEWSCASTER'S VOICE (CONT'D)

...A tornado watch has been issued for the following counties: Norton, Graham...

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HOLD on THE GLOWING SUNDIAL, sitting on the table, forgotten.

EXT: SMALLVILLE -- LATE AFTERNOON -- STORM

Cars, bundles hastily tied to roof racks, are streaming out of town. Clark walks the dark, pouring rain, against traffic.

Clark passes a car pulled on the shoulder, two MEN trying to shoulder it back onto the road, wheels spinning in the mud.

MAN

Hey, buddy, can you give us a hand?

But Clark just keeps walking. He passes a young WOMAN, shrieking hysterically for her son.

WOMAN

Help me. Somebody. I can't find my boy. Somebody help me, please.

But Clark just keeps walking against the columns of slowly moving lights, deeper into the darkness, a man on a mission.

INT.-LANA'S-HOUSE-LATE AFTERNOON

(OVER) Thunder cracks. Lana is battering storm shutters. The lights flicker. Outside the sky has closed, night black.

Lana goes to the window, the lights flickering again, now going out entirely. See what she sees.

Outside a single figure stands in the yard, illuminated by lightning, drenched by the torrential rain. Clark

EXT: LANG YARD -- CONTINUOUS

Clark stands staring at Lana. To his right, maybe a mile off, the dark demon of the tornado can now be seen ripping through cornfields, heading towards the lights of Smallville.

INT. LANA'S HOUSE -- CONTINUOUS

Lana holds his eyes. She can see the tornado behind him now, heading away, her house spared, the twister hungry for the richer terrain of the small and helpless city beyond.

EXT: LANG YARD -- CONTINUOUS

The tornado is raging behind him, fires and debris exploding upward in distant plumes. Still Clark holds her gaze, unmoving. Then slowly. He drops his head.

INT. LANA'S HOUSE -- CONTINUOUS

Lana almost smiles, her eyes shining with tears.

EXT. LANG YARD -- CONTINUOUS -- SLOW MOTION

Clark lifts his head in slow motion, lit by lightning, rain  
~~steaming off him in rivulets, eyes burning.~~

INT. LANA'S HOUSE -- CONTINUOUS -- DOUBLE CUT

Lana sees him, his head whipping up impossibly fast, arms  
 going over his head like a winged prayer and he ~~is gone.~~

EXT. STORM SKIES -- SECONDS LATER

Clark shoots straight into the blackened sky, glasses  
 whipping off in the sheer, higher, faster, wind literally  
 tearing off his clothes to reveal...SUPERMAN!

EXT. SMALLVILLE FARMLAND -- DAY

A ROARING TORNADO tears across sprawling FIELDS of wheat and  
 corn. It hurtles DEBRIS, cutting a swath of destruction as it  
 RAGES towards a nearby ROADWAY...

There's an old 4X4 TRUCK SPEEDING down the road, heading for  
 town, but the TORNADO'S CLOSING FAST...

An OLD FARMER drives, fearful. His OLD WIFE is the passenger.  
 Their DOG is in the backseat, BARKING at the tornado out the  
 rear window. Old Wife looks back, frantic.

OLD WIFE

It's coming, Frank...it's coming!

OLD FARMER

I'm driving fast as I can go!

OLD WIFE

Dear, I don't think that's going to  
 be fast enough!

Old Farmer ducks to check the REARVIEW MIRROR, worried.

OLD FARMER

Me neither.

~~OUT THE REAR WINDOW: the FUNNEL looms larger, CLOSER... Its  
 SHADOW darkening the truck's interior. The dog keeps BARKING!~~

Old Farmer bends forward, willing the truck to go faster.  
 DEBRIS begins to RAIN DOWN on the road ahead. Old Farmer  
 reaches to clutch his wife's hand...

OLD FARMER (CONT'D)

Love you, Joanie.

OLD WIFE

I love you, Frank.

(CONTINUED)



DEBRIS POUNDS down. He wraps an arm around her. The dog lets out a YELP. The WINDSHIELD CRACKS! Old Wife SCREAMS!

OLD FARMER

Hold on!

The TRUCK begins to LIFT! As the TORNADO SWEEPS them into the maelstrom; the WORLD OUTSIDE TURNING...UPENDING horribly!

Suddenly, the TRUCK JARS, as if STRUCK and somehow, impossibly, RIGHTS ITSELF...steadying as the HORIZON returns HORIZONTAL.

The TRUCK'S STILL FLYING though...MOVING away from the disaster...leaving the TORNADO behind!

EXT. BRIDGE -- DAY

Superman FLIES down, CARRYING the TRUCK. He's above, holding it by its ROOF RACK, so he's not seen by the Old Farmer or Old Wife inside, nor by their dog, for that matter.

Superman gently places the truck down beneath this rusty BRIDGE, providing meager shelter from the STORM.

Superman RISES AWAY, glancing back, FLYING OFF.

IN THE TRUCK

Old Farmer and Old Wife still hold each other, finally daring to open their eyes...disoriented, uncertain...

OLD FARMER

Sweet Lord, what happened?

OLD WIFE

I'm...I'm not sure. Are we dead?

OLD FARMER

This...is heaven?

Old Farmer and Old Wife lean forward together, peering out at the dripping UNDERSIDE of the BRIDGE.

OLD WIFE

Looks like Kansas.

The dog pops up from his hiding place in back, BARKS.

EXT. EDGE OF SMALLVILLE -- DAY

The twister ROARS ON, RIPPING UP telephone poles... TRANSFORMERS EXPLODING! It's throwing cars, devouring pavement, heading towards....

EXT. SMALLVILLE -- MAIN STREET -- DAY

-On the SIDEWALK, a father rushes with two sons towards the SLAMMING door of a public storm shelter. A BOY glances up.

BOY

Look, daddy, it's a bird.

-Two WOMEN are trying to get their razorbacks into a Volvo. One dog begins BARKING excitedly at something in the sky.

WOMAN

Is that a plane?

-A VENDOR hastily SLAMS his store grate closed, looks nervously over his shoulder. Something catches his eye.

VENDOR.

(awed)

It's Superman.

A red and blue streak cuts straight at the tornado...

SUPERMAN begins SOARING around the tornado... CIRCLING it CLOCKWISE, battling the COUNTER-CLOCKWISE twist of the tornado's 400 M.P.H. winds...

~~Superman~~ ~~THESE~~ ~~SPEED~~ ~~until~~ he DISAPPEARS ~~in a~~ ~~FLASH~~ ~~OF~~ ~~MOTION~~... Forming his own BLUE/RED WHIRLWIND ~~in~~ a tornado within the tornado -- in the OPPOSITE DIRECTION!

With an animalistic SHRIEK from the vortex... Superman is THROWN, HURLING across the sky...!

SPINNING out of control, until he holds his arms out... SLOWING...righting himself...TURNING to look as...

The TORNADO is DYING from the ground up, twisting arms of WIND faltering, eddying like ghostly tendrils... SWIRLING to NOTHINGNESS...

A golden SHAFT of SUNLIGHT shines down, upon Smallville like a blessing bestowed, a vision of heaven on earth.

EXT. LANA'S HOUSE -- AFTERNOON

The last clouds are clearing, dappled sunlight illuminating the front porch. Lana emerges from inside.

HOLD on her expression now, going from puzzlement, to smiling wonder. PULL BACK TO REVEAL...

The porch is covered with roses. Hundreds of roses.

EXT. KENT FARM -- AFTER STORM

BARN DOORS stand open in the golden light.

INT. KENT BARN -- AFTER STORM -- SECONDS LATER

TRACK ACROSS the floor to the open pit to find Clark fitting  
~~the sundial readout back into the ship's hull.~~

CLARK

Display fuel fingerprint. Identify kryptonite.

SHIP'S COMPUTER

Processing request. Data follows.

PUSH IN ON CLARK. As he stares at the scrolling readout.

CLARK

...No.

EXT. METROPOLIS MAXIMUM SECURITY PRISON -- DAY

Sun breaks off a monolithic windowless building.

INT. METROPOLIS PRISON -- DAY

Superman walks the corridor, paced by the WARDEN on one side,  
 on the other a LAWYER wearing coke-bottle glasses.

LAWYER

The terms of my client's sentence  
 forbid any direct human contact-

SUPERMAN

That won't be a problem.

LAWYER

If the conditions of incarceration  
 are to be violated, then I demand  
 Mr. Luthor's right to renegotiate  
 certain privileges-

They have come to a metal door, flanked by two uniformed  
 guards. Superman turns to face the attorney.

SUPERMAN

Walk away.

LAWYER

I must insist-

SUPERMAN

I said, walk away.

The beat lasts. The lawyer lowers his head. The Warden uses a  
 key card, takes a retinal scan. Gears TURN, a seal HISSES.

WARDEN

Guess I don't have to tell you to  
 be careful...

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Door locks CLICK. The thick steel door hisses open.

INT. METROPOLIS PRISON -- SECURITY CELL -- CONTINUOUS

Stark. No windows. Bolted furniture. TV set in the wall. We see only the OUTLINE of the PRISONER seated in the DARKNESS.

PRISONER'S DEEP VOICE

You've been strangely absent from the news these last few days. Have you been away, Kal El?

SUPERMAN

Hello, Lex.

PRISONER'S DEEP VOICE

Long dark night of the soul?

The PRISONER'S FINGERS, long, sharpened nails, reach to turn on a LAMP by its dimmer, slowly ILLUMINATING a handsome MAN in prison fatigues, his head completely BALD. LEX LUTHOR.

LUTHOR

I imagine you're here about this business with Batman.

SUPERMAN

Why would you think that?

LUTHOR

Whenever someone acts in ways you find disagreeable you assume I'm involved.

SUPERMAN

Are you?

Luthor smiles. A sight to chill your bones.

LUTHOR

No.

SUPERMAN

Then tell me something.

LUTHOR

Almost anything.

SUPERMAN

How would a terrorist get his hands on kryptonite...?

LUTHOR

Not as hard to come by as in the old days, more's the pity.

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LUTHOR (CONT'D)

The project was called Achilles Heel, their designation not mine, as it reflects a rather pedestrian understanding of the classics.

SUPERMAN

I'm listening.

LUTHOR

Its purpose was simple. To gather and enhance kryptonite in order to create a bomb. A bomb that, when detonated in orbit, would make the earth lethal for Superman.

Superman just stares at him.

LUTHOR (CONT'D)

My employer was the United States Department of Defense.

SUPERMAN

You're lying.

LUTHOR

Don't insult me, Kal-El. Our government wanted a kryptonite bomb. ~~And you know why?~~ I wanted it for the day you woke up and decided it was Truth, Justice and Some Other Way. That's the real reason I'm in here, Superman. Because I tried to be rid of you before they were ready.

Superman continues to stare.

LUTHOR (CONT'D)

Poor Superman, so naive, you'll never really understand us. I have nothing against you. It is your paternalistic meddling I despise. You may have pulled the others along in your tide of self-delusion but I know what you really are. You're an alien invasion of one, here to rob us of our destiny.

SUPERMAN

Destiny? To destroy each other, to terrorize and murder...

LUTHOR

Yes. And worse, if need be. To march ourselves to the brink of annihilation and beyond.

(MORE)

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LUTHOR (CONT'D)

Or, if we are noble enough, to choose a better course. To become what we were destined to become. Creatures wrought in our own image, not in yours. Who gave you the right to be our God?

SUPERMAN

This is a manipulation, Lex.

LUTHOR

Yes. Of course. That doesn't make it not true.

SUPERMAN

Somehow you're trying to pit Batman and me against each other.

LUTHOR

No Superman. Your mere presence on this planet has done that. I have not enjoined Batman to slay the interloper. But if he does, how I will applaud.

Lex shakes his head.

LUTHOR (CONT'D)

Play poor Grandel. He never knew he was the monster, even as he died. Batman is the harbinger of things to come.

Luthor turns into the darkness.

LUTHOR (CONT'D)

Eventually, we will all turn against you. One day I will see a world without Superman. One day soon.

PULL BACK TO REVEAL....

INT. BATCAVE -- NIGHT

The wall monitors form a single image, a surveillance angle of Superman and Lex in Luthor's cell. Bruce turns to Alfred.

BATMAN

Hack Langley. Get me everything you can find on project Achilles Heel.

EXT. JOKER'S VICTORIAN MANSION -- NIGHT

Jeeves 1 stands on the roof, releasing sizable TOY ZEPPELINS one by one, propellers WHIRRING. Each airship is naturally adorned on both sides with Joker's GRINNING VISAGE.

(CONTINUED)

JOKER

Here boy. Come and play. Sit. Roll  
over. Beg. ...Play dead.

The WIND carries the many JOKER-ZEPPELINS off in a  
line...high into the star-bright evening.

EXT. GOTHAM -- OVERVIEW -- NIGHT

Gotham City stands, as always, sinister against the night.

INT. GOTHAM OFFICE BUILDING -- NIGHT

On a high FLOOR of OFFICES, a yawning CLEANING LADY runs her  
VACUUM back and forth. Outside FLOOR-TO-CEILING WINDOWS:  
LEAFLETS begin to fall, spinning and flapping from above.

Cleaning Lady walks over, curious, pressing her face against  
the glass as HUNDREDS of LEAFLETS FLUTTER DOWN...

EXT. ABOVE GOTHAM -- NIGHT

GONDOLAS beneath the Joker-Zeppelins OPEN... RELEASING  
LEAFLETS by the ream over the city...

ON GOTHAM STREETS -- NIGHT

~~LEAFLETS~~ LEAFLETS begin falling in CROWDS of PEDESTRIANS.  
PEOPLE begin catching them, picking them up, reading them.

EXT. ABOVE METROPOLIS -- NIGHT

Metropolis gleams as ever beautifully. Joker-Zeppelins drop  
more LEAFLETS from skyscraper heights.

INT. DAILY PLANET -- NEWSROOM -- NIGHT

At desk after desk, ALL COMPUTERS are ON, though only a few  
REPORTERS toil at this hour. A CARTOON JOKER-FACE POPS UP on  
one SCREEN, then on ANOTHER and ANOTHER, until...

The CARTOON JOKER'S on EVERY SCREEN, giving an endless,  
braying "Ha Ha Ha Ha Ha Ha Ha Ha Ha Ha Ha Ha...!"

JOKER

(mechanical)

Hello, everybody. My name's Joker!  
Sorry I had to overwrite your hard  
drive, but have I got news for you!

EXT. METROPOLIS STREET -- NIGHT

PEDESTRIANS hurry to work. Some stop to watch as... In a  
DISPLAY WINDOW, a REPORTER speaks from MANY TELEVISIONS:



REPORTER (V.O.)  
 ...called the Joker Worm, has  
 infected thousands of computers,  
 announcing Joker's challenge to the  
 Batman of Gotham City...

Nearby, a POLICEMAN reads a LEAFLET to his PARTNER. We only  
 glimpse the LEAFLET, which looks like an old BOXING POSTER  
 with TINTYPE PICTURES of BATMAN AND JOKER'S FACES.

POLICEMAN  
 (reading)  
 "The Main Event..."

INT. OFFICE ELEVATOR -- METROPOLIS -- DAY

One WOMAN reads the leaflet to EVERYONE in the ELEVATOR

WOMAN'S VOICE  
 "...Four AM. The hour of  
 nightmares..."

INT. M.T.A. BUS (IN MOTION) -- DAY

One PASSENGER excitedly reads to OTHER PASSENGERS

PASSENGER  
 "Friday the 13th... Joker...  
 Batman...!"

INT. THE DAILY PLANET -- NEWSROOM -- DAY

Perry White reads to the jostling STAFF around him

PERRY  
 "...To the Death. In Metropolis."  
 (looks around)  
 Where the hell is Kent?

CLOSE on the LEAFLET: JOKER'S FACE as -- THUNK! -- a small,  
 razor Bat-a-rang IMBEDS between Joker's eyes. We are...

INT. THE BATCAVE -- COMMAND CENTER/LAB -- NIGHT

Batman stands looking to where he flung the Bat-a-rang

VOICE (O.S.)  
 Son?

Bruce turns to find Alfred standing right behind him.

BATMAN  
 What did you say?

ALFRED  
 Sir?

BATMAN  
Nothing. Never mind. What is it?

ALFRED  
I have confirmed the project's  
existence. And its location.

EXT. UPSTATE COUNTRYSIDE -- NIGHT

Rising over the MOUNTAINTOPS, the breathtaking BATCOPTER  
RAGES past at breakneck pace, jet-assist ENGINES BLAZING!

EXT. ROCKY MOUNTAINS BLUFF -- NIGHT

With the Batcopter "parked" in a FIELD behind, Batman  
balances atop a steep, ROCKY OUTCROPPING, using BINOCULARS...

BATMAN'S P.O.V. -- THROUGH BINOCULARS

A large FACTORY amidst remote FOREST, with two SMOKESTACKS.  
The DC skyline shines in the distance. Our P.O.V. ZOOMS IN...

A large BILLBOARD on the main building announces: "Grandma  
Millie's Cookie Company," and there's a cartoon PICTURE of  
GRANDMA MILLIE bending to take COOKIES from the OVEN.

EXT. FOREST -- NIGHT

Batman moves stealthily through the MOONLIT FOREST. A BRANCH  
is HEARD SNAPPING. Batman waits. Listens. FOOTSTEPS ahead.

Batman PRESSES the BAT-EMBLEM on his chest...so his entire  
COSTUME does a chameleon-like COLOR CHANGE; from black to  
patchwork CAMOUFLAGE brown, green and grey as.. he backs into  
dense FOLIAGE...DISAPPEARING before our very eyes.

After a moment, TWO U.S. MILITARY GUARDS in black uniforms  
patrol on foot, silently, RIFLES held ready.

IN THE FOLIAGE: BATMAN'S EYES open, watching them pass.

INT. FACTORY -- NIGHT

Batman OPENS a ceiling VENT. This is no cookie factory.  
There's a giant, circular WATER TANK below. The air CRACKLES  
with ELECTRICITY, because FOUR huge TRANSFORMER RODS extend  
down from articulated arms into the water, charging it with  
what all the "Danger!" SIGNS say is "70,000 VOLTS."

TWO MILITARY GUARDS pace the surrounding CATWALKS.

ABOVE, Batman drops a ROPE...SLIDING DOWN, pointing a wide-  
mouthed PISTOL...FIRING!

BELOW, the CANISTER Batman fired BURSTS at the feet of FIRST  
GUARD, releasing a GAS CLOUD. First Guard collapses.

SECOND GUARD reacts, aiming his RIFLE up...

Still SLIDING DOWN, Batman spins, aims, FIRES!

This CANISTER strikes Second Guard, KNOCKING him down. As he tries to rise, he's overcome by GAS...falls flat.

Batman LANDS on the catwalk. He moves past a glass wall of combat suits, gleaming metal exoskeletons standing like ghost soldiers.

He comes to a main CONTROL PANEL. Taking out a handheld BATCOMPUTER, he runs an INTERFACE to the CONSOLE by inserting a SECURITY CARD trailing wires into one console SLOT. He PUNCHES BUTTONS.

ABOVE, the articulated ARMS set in motion, RETRACTING...lifting the transformer rods from the water tank. BOLTS of wayward ELECTRICITY SHOOT back and forth!

Batman studies the handheld computer. SCREEN reads: "Warning: MASTER SECURITY REBOOTS in: 3:00... 2:59... 2:58..."

Batman synchronizes an illuminated LED on his forearm, "2:57... 2:56... 2:55..."

He climbs the RAIL at the tank's edge. Transformers have cleared above, BUZZING. Batman takes out a mini-BREATHING APPARATUS, places it over his face, leaving the...

IN THE WATER TANK

Batman SWIMS downwards, passing circular WINDOWS... SWIMMING three-stories down, cape trailing. There's a steel DOOR built into tank's bottom marked US GOVT: PROJECT ACHILLES HEEL.

Batman arrives at the DOOR, taking what looks like TWO GLOW STICKS from his utility belt. He SNAPS the plastic sticks so the CHEMICALS inside react, GLOWING quickly bright RED...

Batman places them strategically on either side of the vault's SPOKED-WHEEL HANDLE, then swims back to tread water.

The chemicals go WHITE HOT...spewing BUBBLES and BOILING WATER, literally MELTING two holes into the STEEL DOOR.

Batman checks his LED: "1:10... 1:09... 1:08..."

As the two molten HOLES cool, Batman swims to grip the vault's handle...STRAINING...slowly TURNING IT...

UP ON THE CATWALK

On Batman's handheld computer SCREEN: "MASTER SECURITY REBOOTS in: 0:20... 0:19... 0:18..."

IN THE WATER

Batman PULLS the VAULT DOOR OPEN. He SWIMS in, BATHED in an EMERALD GLOW as he approaches a heavy GLASS CYLINDER containing a sizable, irregularly shaped ROCK that GLOWS vibrant GREEN from within. KRYPTONITE.

ON THE CATWALK

"MASTER SECURITY REBOOTS in: 0:03... 0:02... 0:01..."

ALARM LIGHTS FLASH. A KLAXON SOUNDS throughout the complex. ABOVE, the ARMS come alive, LOWERING the TRANSFORMER RODS...

IN THE WATER

Batman swims from the vault, holding the cylinder of kryptonite. He checks the LED: "0:00," then looks up to the too distant surface of the water.

With no recourse, Batman changes direction, swimming towards one of the underwater WINDOWS.

ABOVE Transformer rods LOWER, jagged FINGERS of ENERGY zig-zagging between them, mere FEET from their task...

IN THE WATER

Batman pulls out a small, suction-cupped EXPLOSIVE DEVICE, attaching it to the WINDOW. Pushes off from the wall, trying to gain some distance...

ABOVE Transformer rods are only INCHES from the water..

IN THE WATER

Batman's BOMB EXPLODES -- BLOWS out the WINDOW! The SHOCK WAVE buffets Batman, and then he's PULLED FORWARD in the UNDERTOW -- SUCKED OUT in the escaping TORRENT.

EXT. FACTORY ROOFTOP -- NIGHT

ALARMS BLARE. A HATCH in the roof OPENS. Batman climbs out, soaked, clutching the cylinder. As he rises, breathing hard, FIRING PINS are HEARD CLICKING...

PULL BACK TO REVEAL: Beneath the giant "Grandma Millie's" BILLBOARD, Batman's surrounded by TEN SOLDIERS in a wide circle, all aiming automatic RIFLES.

Batman smiles, slowly holds up the glass cylinder, then... He THROWS it high, distracting the SOLDIERS....

The cylinder of kryptonite SPINS in the air...

Batman closes his raised hand to a fist -- TRIGGERING a JETPACK on his back -- BLASTING OFF...!

(CONTINUED)

Soldiers recoil in the exhaust blast, OPENING FIRE...!  
 Batman CATCHES the cylinder of kryptonite as the blazing  
 JETPACK carries him quickly skyward...!

In a HAIL of TRACER BULLETS, BATMAN'S arching TRAJECTORY  
 takes him up and away, then DOWNWARD towards the TREELINE!

EXT. UPSTATE COUNTRYSIDE -- MOMENTS LATER

The Batcopter ZOOMS past, heading back the way it came.

EXT. GOTHAM CEMETERY -- AFTERNOON

Wind sweeps this city of the dead. Bare trees tremble.  
 Dervishes of leaves skip across the headstones.

A single figure walks, trench coat open to the promise of  
 winter in the air. Bruce Wayne stops over a fresh grave.

"Elizabeth Miller-Wayne, Beloved Wife". A single white rose  
 drops on the grave. Bruce's face is a tableau of loss.

BRUCE  
 I'm sorry.

VOICE (O.S.)  
 I hate being here like this.

Bruce looks up to see another figure standing behind him.  
 Windbreaker turned up. Hands in pockets. Clark.

CLARK  
 I want to be able to talk to you.  
 Tell you how sorry I am. That I'd  
 change the past if I could.

Bruce just stares at him. Impassable.

CLARK (CONT'D)  
 I think Luthor may be involved.  
 That whatever Joker's doing, it's a  
 trap.

Bruce holds his eyes. When his words come now, his tone is  
 almost sad, oddly without rancor.

BRUCE  
 A trap? Yes, I know. Of course.

CLARK  
 Then don't go. Don't let-

BRUCE  
 That's the key to a good trap. Bait  
 you crave. Bait you have to have.

Such hunger in his eyes. For revenge.

(CONTINUED)



BRUCE

A lifetime ago.

~~Bruce shakes his head. His voice is soft as it is deadly.~~

BRUCE (CONT'D)

Now you listen to me. I am coming.  
Stay out of my way.

His eyes are hard.

BRUCE (CONT'D)

Or I will kill you too.

With that Bruce turns and walks away. Clark watches him go.

INT. METROPOLIS PRISON -- DAY

Luthor sits talking to his lawyer. The attorney's wet  
RAINCOAT and HAT are thrown over a chair.

LUTHOR

I would like to pose a hypothetical  
scenario, if you please. As a  
matter of legal interest.

Luthor stands, crossing to pour COFFEE from a paper decanter.

LUTHOR (CONT'D)

What if I had discovered Batman's  
secret identity?

LAWYER

That seems an unlikely premise, Mr.  
Luthor. Batman's identity is one of  
the best kept-

LUTHOR

Oh, no. No. He's Bruce Wayne. Say.  
Say he's Bruce Wayne. Or someone  
like Bruce Wayne.

Luthor sits with paper cup and saucer, sips, pinkie extended.

LUTHOR (CONT'D)

After all, those toys are quite a  
substantiative financial  
undertaking. What if, prior to my  
incarceration, I had located a rare  
recording of Batman's voice,  
compared it to the vocal signature  
of Gotham's wealthiest men. Sugar?

LAWYER

I'm sorry?

Luthor frowns at his coffee, adds two cubes of sugars.

(CONTINUED)

LUTHOR

Now say, again hypothetically, that the resurrection of the Joker was also my doing?

LAWYER

Mr. Luthor, that's impossible-

LUTHOR

You'd be stunned what a little grave digging, DNA extraction, and a billion dollars might accomplish. Hypothetically speaking.

Luthor sits back, a twinkle in his eyes.

LUTHOR (CONT'D)

Now, what if, knowing I was soon to be incommunicado, as it were, I had provided Joker with a plan. Play one hero's weakness against the other's until they were literally at each other's throats.

LAWYER

Why? To what purpose?

LUTHOR

Why? To finally rid the world of that...alien, of course. The Joker murders Batman's wife. Batman vanquishes Superman. The Joker even gets to kill Batman as a reward.

Luthor stands, going to empty his remaining COFFEE.

LUTHOR (CONT'D)

My question is, hypothetically, would I be culpable. Legally.

It takes the lawyer a moment to answer:

LAWYER

I...I would think so. In several different ways.

Luthor sighs deeply.

LUTHOR

An almost perfect plan, then.

Luthor turns back to face him.

LUTHOR (CONT'D)

I know you won't share this little flight of fancy with anyone.

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LAWYER  
Of...of course not. Attorney-client  
privilege.

Luthor takes a step forward.

LUTHOR  
No. That's not really why.

Smiles that perfect, chilling smile.

INT. METROPOLIS PRISON -- DAY

One of the two Guards is completing the unlocking sequence,  
the other standing sentry behind him, hand on his gun.

GUARD ONE  
(opening the door)  
That's ten, Perry Mason-  
(eyes going wide)  
Holy....

IN THE CELL. The Lawyer is on his knees, Luthor's bald form  
standing over him, hands around the Lawyer's throat.

Both Guards rush in, slamming fast into Luthor, throwing him  
up against the cell wall.

GUARD ONE (CONT'D)  
What the hell?

See what he sees. The figure they have pressed against the  
wall isn't Luthor at all. It's the Lawyer, in Luthor's prison  
coveralls, head hastily shaved clean, held upright by his  
necktie hung from the wall sconce. And quite dead.

REVERSE ANGLE. The kneeling figure in the Lawyer's coat and  
hat is rising up behind them. Lex.

LUTHOR  
Gentlemen.

His hands move with lightning speed and precision into the  
backs of their necks, long fingernails piercing soft flesh at  
the base of the skull.

LUTHOR (CONT'D)  
A rather pedestrian question over  
which you have doubtlessly mused  
away countless hours. Indulge me.

Luthor jams his nails up higher into their flesh.

LUTHOR (CONT'D)  
Is free will a function of spirit  
or biology? Nature or Nurture as it  
were?

(CONTINUED)

The two guards are suddenly immobile, eyes helpless.

LUTHOR (CONT'D)

The brain-stem, when precisely lacerated, offers a rather enlightening result.

Luthor withdraws his nails, wipes them on one of the guard's lapels, two red marks, like a kiss of lipstick.

LUTHOR (CONT'D)

Turn.

The Guards turn to face him, robotic.

LUTHOR (CONT'D)

There now. Gone is any tiresome independence. But fear not. Relieved of your puny destinies, I will imbue you with mine.

Luthor takes the Lawyer's glasses from the floor, glances up at the hanging corpse. Puts his fingers to his lips.

LUTHOR (CONT'D)

Attorney-client privilege.

Luthor puts the Lawyer's glasses against his lips, glances up at the corpse.

LUTHOR (CONT'D)

Now, boys, escort me out. We have much to do.

The two Guards obey, leading the "Lawyer" from the cell, Luthor shutting the steel door to darkness.

EXT. METROPOLIS -- REESTABLISH -- NIGHT

Metropolis waits beneath dark, storm-threatening skies.

EXT. METROPOLIS SKYSCRAPERS -- AERIAL VIEWS -- NIGHT

LOOKING DOWN: Midtown is dark. Streets are empty, QUIET.

MOVING PAST: brightly lit residential SKYSCRAPERS... CITIZENS are silhouetted in WINDOWS, looking out, watching, waiting.

ANOTHER ANGLE: shows one BUILDING'S ELECTRONIC BILLBOARD... "10/13 3:05AM," and then, "CHANCE OF MORE RAIN."

ANOTHER ANGLE: Streets are BARRICADED. POLICE CARS sit at the center of many an intersection, LIGHTS SPINNING silently.

ANOTHER ANGLE: An "M.P.D." PATROL CAR cruises, SPOTLIGHTS searching empty sidewalks, roof-mounted SPEAKERS PLAYING...

RECORDED VOICE (V.O.)

(from patrol car)

...you for your cooperation. Metropolis is under city-wide curfew. For your own safety, please remain indoors. Violators will be detained. Thank you for your...

Down a SIDE STREET, TWO MOTORCYCLE OFFICERS converge with FLASHLIGHTS upon VIOLATORS in a stopped CAR.

ON THE SIDE STREET two COPS, hands on guns, face the MOTORIST as he climbs out of his car.

MOTORIST

My wife had this craving...

But the Motorist's VOICE trails off as he stares up now, past the cops, into the sky, his face growing pale.

COP

(looking up)

Oh, man.

~~HEARS THE SHOTS~~ White in his office, all staring skyward. FOLLOW HIS GAZE.

IN THE SKY

Dark storm clouds over the city are beginning to glow, seeming to roil in the sudden white light, now taking form...THE BAT SIGNAL shines on the clouds over central Metropolis.

ON THE STREETS

FIND one MAN. Alone, striding down the empty avenue. Clark Kent. He looks up at the shining signal.

DOWN A DARK ALLEYWAY:

Clark turns into this ALLEY, pulling off his TIE, unbuttoning his shirt, still WALKING ON as he pulls his shirt open to reveal his COSTUME beneath.

EXT. METROPOLIS CENTRAL PARK -- NIGHT

A HOMELESS GUY scavenges a trash can for late night vittles. (OVER) A low, deep RUMBLE. Homeless Guy looks up to the sky.

At first it seems the silhouetted bat is pulling itself free from the second moon of the signal. Then an identical shape BURSTS through the Batsignal, hurling towards us.

(CONTINUED)

THE BAT PLANE, a sleek one man fighter, sweeps down from the sky towards the giant meadows of this central park.

~~Homeless-Guy bolts into the trees, as the plane dives straight for the ground...arcing impossibly at the last second...belly hatch opening to produce a single figure in free fall who lands standing, cape whipping in the wind.~~

BATMAN looks across the empty meadow. There, in the center of the field, a familiar spotlight points towards the clouds.

Batman walks to the bat-light. Stands over the glowing signal, face inhuman in the intense halogen glow.

BATMAN

Invitation accepted.

Batman shuts off the light.

BATMAN (CONT'D)

I suppose I have you to thank for the lack of...interference.

Batman turns towards a figure stepping now from the dark edge of the tree line, standing between Batman and the Monument.

SUPERMAN

~~I didn't want anyone to get it.~~

Superman steps forward, costume almost black in the night.

SUPERMAN (CONT'D)

I told them I'd stop you.

BATMAN

No.

Simple as that.

SUPERMAN

I don't know where he is, but I'm going to bring him in. Unharmmed.

BATMAN

I'll say this once, and only once. Walk away.

SUPERMAN

I can't let you lose yourself to the very dark you've spent your life fighting.

BATMAN

Don't you get it yet?

Batman's eyes narrow.

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BATMAN (CONT'D)  
I am the darkness..

~~Batman whips open his cape, arms extended wide, a fierce and deadly form. So much the stuff of nightmares.~~

BATMAN (CONT'D)  
I'm Batman.

See articulated BAT-ARMOR that GLEAMS DARKLY across its arms, legs, torso and cowl with an unmistakable GREENISH HUE.

Superman furrows his brow.

BATMAN (CONT'D)  
Kryptonite. Forged into the metal of this armor. Diluted. Nonlethal. But rest assured, come within five feet of me, you'll realize it's a whole new ball game.

Batman starts walking towards Superman.

BATMAN (CONT'D)  
I gave you fair warning. Now, stay out of my way or I will hurt you.

~~Superman RISES vertically, arms extended vertically.~~

SUPERMAN  
No. I'm afraid you're the one who's going to get hurt...

Superman's EYES GLOW RED.

The torso of Batman's ARMOR begins to GLOW... Batman looks down as his ARMOR HEATS UP...

Batman's ARMOR grows HOTTER, the GLOW WIDENING. He grimaces, SWEATING, clutching at the armor...

SUPERMAN (CONT'D)  
Surrender now.

~~Batman pitches forward, in obvious pain. (OVER) A SOUND issues from above. Familiar, demonic LAUGHTER.~~

Batman looks towards the source of the sound. Towering over the park, the site where this all began. Freedom Monument.

SUPERMAN lunges upwards, towards the building.

BATMAN presses a BUTTON on his FOREARM CONTROLS.

The hovering BATPLANE, its panels opening, FIRES a cluster of SIDEWINDER ROCKETS.

(CONTINUED)

Superman SPINS midair as the SIDEWINDER MISSILES converge with SCREAMING speed!

ON-THE-GROUND

Batman GASPS, freed from Superman's heat vision.

IN THE AIR

Superman DARTS higher, beset from all sides...

DODGING as several MISSILES SHRIEK past, but ONE MISSILE STRIKES Superman from behind, the EXPLOSION KNOCKING him forward! Another MISSILE finds its mark!

The errant MISSILES WHISTLE BACK, zeroing in...

The remaining MISSILES SWARM, buffeting Superman back and forth -- BOOM! BOOM! BOOM!! One EXPLODES dead center!

ON THE GROUND

Superman LANDS, falling to one knee, momentarily shaken. His whole body SMOLDERS. As he STANDS...

Batman's on him from behind, BEAR HUGGING, pinning Superman's arms to his sides...

Superman STRUGGLES, trying to break free... But much to his surprise and horror, he cannot!

BATMAN

That's right...feel the kryptonite draining your strength...

SUPERMAN

...No...!

BATMAN

...poisoning you...

Superman sucks air queasily, strongly affected by the KRYPTONITE-ARMOR, but he keeps STRUGGLING...in vain

BATMAN (CONT'D)

It's almost like you're one of us... Almost like you could feel what we feel.

Batman releases, SWINGING his fists -- left and right -- delivering double KIDNEY PUNCHES!

BATMAN (CONT'D)

This is pain!

Superman falls to hands and knees.

BATMAN (CONT'D)

Get used to it.

~~Batman's on Superman, SLUGGING, but Superman's up, catching Batman's arm, THROWING him.~~

Superman steps back, trying to shake the effects of the kryptonite. A RUMBLE is HEARD getting CLOSER.

SUPERMAN

I don't...want to fight you.

BATMAN

Don't worry about me.

Batman takes an OBJECT from his UTILITY BELT...

BATMAN (CONT'D)

Worry about you.

He puts the object to his lips, BLOWING -- it's a SONIC WHISTLE, giving a high-pitched BAT-LIKE SCREECH.

Superman reacts, forcing his hands over his ears.

BATMAN (CONT'D)

Thought that might work.

Batman blows the whistle again, RUNNING to dive clear as... From behind the agonized Superman, the Batplane is coming low to the ground! Superman turns just as...

The Batplane SLAMS him! Sends Superman SAILING a great distance...TUMBLING across the lawn!

As the Batplane autopilots away, its FRONT END DEMOLISHED, Batman strides towards now-recovering Superman.

SUPERMAN

The further apart we are, the stronger I am...

Getting to his feet...

SUPERMAN (CONT'D)

So, if I can't keep my distance... you'll keep yours.

Batman's closing, but Superman INHALES deeply, and...EXHALES as only Superman can -- with HURRICANE FORCE...

Batman's pushed back in the GAIL...BLOWN BACKWARDS...THROWN high into the air, flailing...

ACROSS THE PARK.

Batman SMASHES through TREETOPS...

NOT FAR AWAY.

In this circular CLEARING dominated by a large, multi-tiered, statuary-adorned FOUNTAIN, ~~Batman FALLS from the treetops in~~ a shower of broken TREE LIMBS...CRASHING to the ground!

ON THE GREAT LAWN

Superman takes flight, SOARING after...

IN THE FOUNTAIN CLEARING

Superman DESCENDS, touching down near the FLOWING fountain. He turns quickly, looking all directions. Other than the scattered branches, there's no sign of Batman.

SUPERMAN

Quit now, Batman. Please...

ABOVE, we SEE Batman perched high amongst the FOUNTAIN'S STATUARY, like an armored beast poised. He JUMPS...

Batman SMASHES down on Superman. KNOCKING him to the ground!

Batman ROLLS to his feet, moving in before Superman can recover -- delivers a GUT KICK! Superman doubles over.

Batman SLOGS Superman...  
CRASHES NEXT BLOW!

Superman manages to block the next PUNCH, SWINGS... Batman ducks. He JABS TWICE to Superman's ribs, winds up... PUNCHES Superman full in the face!

Superman staggers back against the fountain's edge. He's shaken, touching his bloodied face, looking down in frightened realization at the BLOOD on his hand.

BATMAN

What? Never seen your own blood before? There's plenty more where that came from.

Batman CHARGES. TACKLES Superman, SPLASHING, into the FOUNTAIN.

Beneath the torrent of cascading WATER, Batman stands over Superman, ARMOR CREAKING as he rains down BLOW after BLOW.

Batman gets his hands around Superman's neck, forcing Superman's face UNDERWATER, holding him there.

Superman holds his breath, grasping at Batman's fingers, trying to break their grip...but, it's just not happening...

(CONTINUED)



BATMAN (CONT'D)

Give up. Give up, and I'll take you  
at your word...

Superman strains, eyes widening...running out of air...

BATMAN (CONT'D)

Let me pass, and I'll let you go!

Superman summons strength. By sheer brute force, he's PRYING  
Batman's hands from his neck. CRYING OUT in an exhalation of  
bubbles, Superman SHIFTS his weight -- FLIPS Batman off.

Superman scrambles out from the fountain, CHOKING, holding  
his throat. He falls, gets to his feet, gasping.

SUPERMAN

No...no...

Batman rises from the water, looking as... Superman moves  
unsteadily away, LEAPING to FLY...

In one swift motion, Batman pulls his GRAPPLING GUN and FIRES  
-- the WIRE trailing...

The mini-GRAPPLING HOOK circles Superman's ankle...

Batman's YANKED skyward!

EXT. OVER METROPOLIS -- NIGHT

We FOLLOW: As Superman ascends to dizzying heights ABOVE  
METROPOLIS. Trying to clear his head. It's questionable if he  
even realizes...Batman's trailing on the grappling wire.

Batman glances down at the CITYSCAPE SWIRLING BELOW,  
swallowing fear, looking up to the task at hand.

Batman grips the wire in one hand, pulling himself up so he  
can bring the G-GUN down...LOCKING it to his UTILITY BELT.  
Now, he REELS himself IN.

Batman catches up to Superman. Grasping Superman's cape from  
behind, climbing. Superman spins, trying to look back as...

Batman circles his forearm around Superman's throat, getting  
him in a CHOKE HOLD!

Superman SHOOTS downwards...SPINNING wildly, trying to shake  
free. Batman's hanging on for dear life, unrelenting.

FOLLOW AS...

Superman grips Batman's forearm, overwhelmed by the  
enervating effects of the armor's radiation...

(CONTINUED)

SUPERMAN  
You'll...kill us both...!

Superman's starting to BLACK-OUT...his eyes rolling...

Superman's lost control. They're plummeting. ZOOMING between SKYSCRAPERS, way too close for comfort. SPIRALING down. WIND SCREAMING off of their bodies, CAPES FLAPPING like broken kites.

WE FOLLOW AS...

Superman staves off unconsciousness with a gasp, suddenly HALTING and pitching forward -- THROWING Batman over...

BATMAN FALLS alone. Too far and too fast to save

ABOVE Superman's mortified at what he's done.

SUPERMAN  
...oh, Lord...!

He DIVES down...FLYING to catch up with Batman... Reaching out...reaching desperately for Batman's CAPE...

Superman GRIPS a handful of Batman's cape, STRAINING as he reverses direction, teeth bared, STOPPING their descent. ~~But, Batman reaches up to grab his own cape in his hands.~~ SWINGING his feet upwards...KICKS Superman in the chest!

Batman PLUMMETS toward the distant STREET, again falling too far and too fast for anything to be done...

Batman thrusts out an arm, FIRES his G-GUN...

The GRAPPLING HOOK skitters across the ROOFTOP of one BUILDING...finding purchase. The WIRE pulls TIGHT!

In the air, Batman CRIES out as his arm is nearly yanked from its socket, but somehow he hangs on!

Good news, Batman's not falling straight down anymore. Bad news, he's SWINGING at a sweeping angle -- heading straight for the BUILDING'S GLASS FACADE...

INT. BUILDING -- BUSINESS OFFICES -- NIGHT

Batman SMASHES in through SHATTERING PLATE GLASS WINDOWS... Traveling HEADLONG through the OFFICE SPACE -- DESTROYING DESKS, FILE CABINETS and CUBICLES in his path!

ABOVE THE CITY

Superman FLIES to the building where Batman impacted.

IN THE OFFICES

Superman enters through the BROKEN WINDOWS. He surveys the ruin Batman wrought.

BATMAN'S VOICE (O.S.)

You underestimated me, Clark.

Batman stalks through the shadows...takes cover.

Superman's EYES go BLUE...

SUPERMAN'S P.O.V. -- X-RAY VISION

We SEE THROUGH the remaining WALLS, DESKS and CUBICLES... But, just as we discover BATMAN -- seen as a SKELETAL, X-RAY FIGURE within the hazy outline of his BAT-ARMOR.

X-RAY BATMAN

Big mistake.

He's MOVING from his hiding place, THROWING something...

IN THE OFFICES

Before Superman's glowing eyes, a BAT-A-RANG imbeds in a support COLUMN. It EXPLODES -- FLASH BAT-BOMB, diving off an EXPLOSION of WHITE HOT FIRE.

Superman's blinded, covering his face, CRYING OUT!

Batman rushes from darkness...LEAPING to...KICK!

Superman tries to defend himself, fighting blind... Batman SPINS, lands a two foot KICK at the base of Superman's spine!

Superman's felled to his knees.

Batman steps up, and with one last vicious PUNT to Superman's bloodied, sweat-soaked face -- sends Superman HURLING backwards out the broken windows...

EXT. MID-TOWN STREET -- NIGHT

Superman falls, gone limp...

He IMPACTS the PAVEMENT -- CRASHING straight through the street in an EXPLOSIVE shower of flying asphalt.

ABOVE Batman LEAPS, G-GUN strapped to his belt... WIRE UNSPOOLING behind his body horizontal to the ground, as he SPRINTS down the side of the BUILDING...

ON THE STREET

SMOKE wafts from the HOLE in the pavement. Batman arrives, looking in. Broken PIPES gush. Severed WIRES SPARK. Beyond that, it's DARKNESS.

Batman turns, walking away. Behind him, after a long moment, SUPERMAN'S HAND emerges from the hole, gripping the edge...

Superman pulls himself up, climbing to the street. He STANDS. COSTUME is BURNT and TORN. He's bloody, brutalized...angry.

SUPERMAN

Is that all you've got?!

His WORDS ECHO. Batman stops in his tracks. He lets out a deep SIGH. Slowly, he turns, looking back to Superman.

BATMAN

No. Proverbial tricks. Proverbial sleeve.

Batman touches a forearm BUTTON. As he holds his hands out and balls them into fists -- BOLTS of ELECTRICITY zip between the fingers of his armored GLOVES.

Superman and Batman stride towards each other. Batman RUNS, takes the first SWING. Superman LEAPS, SCISSORING above...

KICK Batman across his helmeted head!

Superman lands. But, Batman's right back at him, GLOVES BUZZING as he PUNCHES Superman -- each powerful BLOW delivering a heavy, spark-spewing SHOCK...!

Batman SWATS Superman sideways, KNEES him in the stomach! Superman's faltering again, until...

Batman throws a fist. Superman grips Batman's wrist.

Batman brings his other fist across, but Superman catches it. Ignoring the excruciating pain as ELECTRICITY shoots down his arm, Superman FORCES Batman's HANDS TOGETHER...! BZZZZZZZFFT! The powerful JOLT sends Batman...

CLATTERING to the pavement, his armor SMOKING, shorted out.

Superman comes and actually lifts Batman above his head! Pretty impressive, until the kryptonite again saps Superman's strength, so he can barely manage a weak-kneed THROW.

Effective enough though, as Batman SLAMS a parked CAR -- WINDOWS FRAGMENTING, AIR BAGS BLOWING!

As Batman recovers...it's Superman's turn to step up and use Batman as a punching bag, FISTS BOOMING -- venting fury and frustration -- actually beginning to DENT Batman's ARMOR...!



EXT. THE STRATOSPHERE -- NIGHT

FOLLOW: as Superman bursts through the nighttime CLOUDS, flying HIGHER into that realm between night and day, where, at the gentle curve of the earth's horizon, the setting SUN still resides.

Superman hovers, arms out as the SUN'S RAYS strike him. This is what he sought. He basks in the sun's radiant GLOW, soaking it in...letting it renew him.

ON THE MIDTOWN STREET

Batman stirs. Slowly, he gets to his knees, manages to lift his head. He stands, in obvious pain.

Batman walks to a large MOVING TRUCK parked at the curb. He starts to CLIMB...up the driver's side. It's slow going, but he CLIMBS atop the high ROOF of the TRUCK'S TRAILER.

With one hand, Batman reaches BENEATH HIS CAPE, extracting a FOLDED DEVICE. With a flick of his wrist, he UNFURLS the DEVICE -- metallic segments rapidly SNAPPING into place, one after another -- until it's revealed as a long ARCHER'S BOW.

Batman drops his right arm, throwing off his GLOVE. With his bare right hand, he removes a length of WIRE from his belt. He bends the BOW, STRENGTHENING IT.

IN THE STRATOSPHERE

Superman inhales deeply, grateful for the sun's energy. He turns to look down, to the NIGHT awaiting his return. He FLIES back towards the storm CLOUDS below.

ON THE MIDTOWN STREET

With the bow slung over his shoulder, Batman bends to open a narrow compartment along the side of his BOOT. He removes TWO precision-tooled SHAFTS forged of GREEN METAL.

He screws them together, forming a single KRYPTONITE ARROW.

BATMAN

(under his breath)

You brought this on yourself.

Batman readies the ARROW in his bow. Holding them together in his still-armored left hand, he looks skyward.

ABOVE From the clouds, Superman DESCENDS, SOARING down within the canyon of BUILDINGS, searching the urban battlefield...

Superman SLOWS his flight, reacting with uncertainty to the sight of Batman standing atop the truck far below.

BELOW Batman pulls a BAT-A-RANG from behind his cape, THROWS.

(CONTINUED)

The BAT-A-RANG FLIES in a wide arc, issuing a shrill, HIGH-PITCHED WHISTLE....!

~~ABOVE~~ Superman ~~STOPS~~ mid-descent, ~~covering his ears in pain.~~

BELOW Batman aims the bow, pulling back the KRYPTONITE ARROW.

BATMAN (CONT'D)  
(through gritted teeth)  
Be true.

He FIRES the ARROW....

ABOVE Superman is still jarred by the WHISTLE of the BAT-A-RANG when the K-ARROW arrives -- THWACK! -- PIERCING Superman's SHOULDER just below the collar bone!

Superman reels, shaken to his very core, gripping the arrow and letting out an UNBELIEVABLE CRY!

As Superman's SHOUT RESOUNDS...HUNDREDS of WINDOWS in surrounding BUILDINGS SHATTER simultaneously, imploding!

Superman drops from the sky...IMPACTING the sidewalk this final time, concrete CRACKING!

~~Batman~~ ~~reels~~ weakly from the truck. Trudges towards Superman, drops the bow. From somewhere across the street the CHURCH BELL begins TOLLING the hour. Midnight.

Superman's overcome by kryptonite poisoning, in excruciating pain, his FLESH going PALLID and GREY.

The BELL continues TOLLING. Batman comes to stand over Superman. It's as if Superman's aging before our eyes, his features sunken, skin wrinkled. He tries to pull out the toxic arrow, fingers finding purchase on the feathered hilt.

BATMAN (CONT'D)  
(quietly)  
I had no choice.

Batman reaches down, grabs the hilt and SNAPS it off, the arrow now imbedded in Superman's chest. No way for him to pull it free.

Superman's eyes look up to Batman, afraid...pleading. Batman stares down at him, almost sad.

Superman's hand slips off the wound in his chest, skin going white and lifeless. Batman turns and walks away.

EXT. FREEDOM MONUMENT -- NIGHT -- EXTREME HIGH ANGLE

As the distant BELL TOLLS, TILT DOWN to see a tiny, beaten figure standing at the tower's base. Batman.





## JOKER'S VOICE (CONT'D)

I didn't even let death do us part.  
 But, you! I turn my back for two  
 minutes, and you hang up your cape.  
 Did you stop for one moment to  
 think how that would make me feel?!

Batman is still yards from the top, one hand ~~reaching up~~ past  
 still-moving windows, willing himself to make it ~~to the~~ roof  
 as his jetpack begins to SPUTTER.

## JOKER'S VOICE

Batman does not retire. No. Batman  
 dies at my hand. Our tragic tale  
 ends with the happiest of happy  
 endings. One more death. Yours.

As his jetpack fails, Batman hits a button on his utility  
 belt, metal body armor and jetpack disengaging, ~~falling~~  
 impossibly far below as Batman grabs the edge of ~~the~~ roof.

EXT. FREEDOM MONUMENT -- ROOF -- NIGHT.

Batman pulls himself up onto the moonlit roof, now adorned in  
 his lithe, night-black, classic BATSUIT.

## JOKER'S VOICE (CONT'D)

Tonight, on this giant stage, high  
 above the city, Joker kills Batman  
 under the eyes of man and God.

PULL BACK TO REVEAL...Batman stands on the edge of a circular  
 observation deck the size of a football field, edged with  
 teeth of jagged glass. Beyond, the city spreads out so far  
 below that we can see the curve of the earth.

## JOKER'S VOICE

And can I tell you a secret? You  
 won't fight back.

Overhead, all that remains of the regal glass-domed roof is  
 its giant metal frame, girders bent, staircase spiraling  
 along its inside now twisted and broken.

## JOKER'S VOICE (CONT'D)

You will fall to your knees and  
 show me your throat.

Directly across the giant deck, a figure steps ~~from the~~  
 shadows of a girder, small at this distance.

## JOKER

And when I come to take your life  
 you will welcome me.

WIDE ON this windswept, aerial plane, barren save for these  
 two men facing each other across the firmament.

EXT. FREEDOM MONUMENT -- NIGHT

CLOSE on SUPERMAN. Face straining as we PULL BACK to see he has begun climbing the side of the Monument, hand over hand.

A FRAGMENT OF RUBBLE breaks free, Superman losing his grip for a second as we FALL PAST HIM with the rubble endlessly.

ABOVE US Superman rights himself, looks down at the falling debris, his costumed-form tiny, so terribly high up.

CLOSE on Superman, blood trickling from his nose, as he looks back up to the roof, as high above as the ground is below.

SUPERMAN

(grim)

Up, up, and away.

Superman resumes his agonized, painful climb.

EXT. FREEDOM MONUMENT -- OBSERVATION DECK -- CONTINUOUS

Batman starts walking towards the Joker. Joker starts walking towards Batman. Two men with a single, deadly purpose.

JOKER

You know I had to kill her, don't you? Your beautiful wife. You left me absolutely no choice. How else could I bring you back to me?

Between them a form can now be seen, the hilt of a giant axe sticking up like a flag pole in the center of the deck.

JOKER (CONT'D)

After all, that's what Bruce Wayne does in the face of personal tragedy. Gets all dressed up like a bat and starts looking for someone to butcher. No, killing the woman you love was the easy part.

Both men keep coming. Moonlight through the fast clouds hits Joker's face, making him visible for the first time.

JOKER (CONT'D)

Creating her, now that was much, much harder.

Batman glances up, thrown a beat by Joker's words. The Joker closes from the other side, a new spring to his step.

JOKER (CONT'D)

I had to find just the right girl. Bright and hungry and unburdened by morality. Once I knew your true identity it was easy to mold her into someone you'd love.

(CONTINUED)

Batman keeps coming, determined to ignore him.

JOKER (CONT'D)

One part beautiful. Two parts smart. A pinch of the mother you'd lost, a dab of the child you never got to be. Come on Brucey, didn't you think she was a little too perfect?

BATMAN

This ruse is pathetic.

JOKER

Be honest, weren't there things you noticed? Little things?

Batman won't listen, he and Joker closing on each other. The axe hilt stands between them, light hitting the blade.

JOKER (CONT'D)

How do you think I knew where you were going to be on your honeymoon?

QUICK FLASH: Elizabeth on her cell, furtive expression now lightening as she turns to face Bruce, waiting by the car.

BATMAN

More lies.

Batman shakes off the image, keeps walking, legs screaming in pain, face set. Joker grins in the moonlight.

JOKER

Who do you think she was talking to on the beach?

QUICK FLASH: Elizabeth runs to Bruce, standing in the sea. See the waiter turning away. Joker, garish face grinning.

BATMAN

Shut up!

He's heading for Joker but you can see it in his eyes. Doubt.

JOKER

~~Don't you get it? She was never yours. She was always mine.~~

Joker smiles. And now, what horror, from his mouth comes a sickly sweet imitation of Elizabeth's voice.

JOKER (CONT'D)

I've made you something...

QUICK FLASH: Elizabeth in the honeymoon suite. Her mouth moves over familiar words but we hear Joker's VOICE.

(CONTINUED)

ELIZABETH

For when everything seems at its worst. To show you just how much I love you. It's-a-surprise.

Batman stops, unable to move. Stares at the Joker. Fear.

BATMAN

None of this is true..

JOKER

Oh really. Look at your ring.

BATMAN-CLOSE. Wanting to ignore him. Instead pressing a shaking cuff-stud, his sleeve retracting. Slips off his ring.

JOKER (CONT'D)

Surprise.

Batman turns the wedding band over in his hand. The inside is ringed with tiny engravings. All of Joker's face

BATMAN

No.

JOKER

And they call you a detective.

~~BATMAN-CLOSE~~ The horror of what's crumpling in, shattering him from the inside out, muscles growing weak with terror.

JOKER (CONT'D)

She worked for me all along. She knew everything. Except of course that I was going to kill her. It can be a sap to morale.

Joker smiles, a horrible, satisfied smile.

JOKER (CONT'D)

It was all a ruse, don't you see? She never loved you.

And with that the Joker grabs the axe, flips it and HILT-SLAMs Batman in the gut, knocking him to his knees.

JOKER (CONT'D)

Your happiness, it was all a wonderful, practical...joke!

FOLLOW the ring as it falls out of his hand.

JOKER (CONT'D)

What? No fight left?

Joker raises the axe over Batman's head. Batman looks up.

(CONTINUED)

JOKER (CONT'D)  
That's what I thought.

BATMAN-CLOSE- Eyes broken. Finally defeated.

JOKER (CONT'D)  
Almost makes me sad to say...

Joker KICKS Batman in the face, knocking him backwards.

JOKER (CONT'D)  
(swinging)  
Goodbye.

That's when the CHUNK of GRANITE SLAMS into Joker's gut, literally folding him as he flies all the way to the edge.

"Emergency Exit" DOORS SLAM OPEN to reveal...SUPERMAN.

But he's in terrible shape, still bloodied, ghostly pale and utterly drained from the climb, the kryptonite poisoning.

JOKER (CONT'D)  
(standing)  
What's wrong, Superman? You don't look so super, man.

Joker gives a two-finger WHISTLE. From the firing above forms drop, land-standing. Their bodies are chemically accelerated, their lips sewn shut, but they are familiar. The two Guards from the Prison. Call them by their new names. JEEVES THREE and FOUR. They race towards Superman.

SUPERMAN  
(shouting)  
Batman!

BATMAN isn't moving. Joker starts to advance on the fallen Caped Crusader, mouth twisting to an angry snarl.

JOKER  
Don't worry, Joker's going to make the pain go away. Very, very soon.

SUPERMAN throws a mighty punch at Three. The creature uses its enhanced reflexes to handspring away while Four flips over Superman's head, punches him in the back of the neck.

BATMAN simply kneels in place, eyes cast down, shattered.

JEEVES THREE, still standing on his hands, kicks Superman in the gut with both feet. Jeeves FOUR lifts a chunk of concrete and SMASHES Superman in the face. Superman goes down.

JOKER is striding towards Batman. He reaches down, lifts the axe where it fell, flipping it so the blade is held high.

(CONTINUED)

BATMAN remains on his knees, broken, unmoving.

THE JEEVES simultaneously kick Superman rolling, and then again, so he falls over the edge, the hero grabbing on to the ledge. He hangs above the lights of the city below.

JOKER stops over Batman. See the madness and blood lust in his eyes. A nightmare made flesh, he raises the battle axe.

SUPERMAN

Bruce!

BATMAN looks up...

THE JOKER swings his blade.

JEEVES Three stomps Superman's hand as Four hauls off and gives Superman one final kick in the face.

BATMAN

(looking up)

Clark...?

THE AXE HILT is caught, mid-swing, by a gloved hand.

SUPERMAN falls AWAY FROM CAMERA, hand extended, receding towards the distant city below.

A GLOVED HAND grabs SUPERMAN'S HAND. Batman's got him. But who's got Batman? Both heroes FALL PAST CAMERA.

BATMAN (CONT'D)

(shouting)

I take it you can't fly.

The two are dropping towards the city through ROARING WIND.

SUPERMAN

(shouting)

Kryptonite poisoning.

The city is rising below. Batman whips a gun from his belt, fires a Bat-a-rang up into the far side of the Monument roof.

BATMAN

Hang on!

WIDE as Batman takes the weight of the swing, arcing them with dizzying velocity back up towards...

EXT. OBSERVATION DECK -- CONTINUOUS

The two heroes land standing on the giant observation deck.

BATMAN

Company:

Jeeves and Jeeves race towards them from one side as Joker runs, battle axe held high, from the other.

Batman and Superman move to face their opponents, backs actually bumping as they come spine to spine.

BATMAN (CONT'D)  
(over his shoulder)  
You okay?

SUPERMAN  
(over his shoulder)  
Hardly.

JOKER SCREAMS, swinging his axe with amazing speed and dexterity. Batman ducks one swing, leaps over the next.

JEEVES attack Superman with blazing fury. Superman blocks their swings, matching their impossible speed.

BATMAN punches the Joker; Joker scissor kicks Batman, coming around with an axe-swing Batman blocks with his forearms.

SUPERMAN continues fending off punches, managing to land several of his own on the seemingly impervious monsters.

WIDE ON: The battle. Superman and Batman, back to back, fighting attackers with inhuman speed and force.

BATMAN dodges another volley of the Joker's swings, managing to front kick the battle axe into the air.

BATMAN  
Incoming.

SUPERMAN  
On it.

SUPERMAN grabs the twirling axe, snaps the hilt into two, tossing a cudgel back to Batman and keeping one himself.

ANGLE ON: The battle is increasing in speed, intensity, a lethal ballet of violence. Batman and Superman blur into one creature with four arms. The World's Finest heroes.

SUPERMAN (CONT'D)  
(punching)  
Enough...

BATMAN  
(blocking)  
Of...

SUPERMAN  
(ducking)  
This...

(CONTINUED)

BATMAN  
(dodging)  
Shit.

Both Superman and Batman throw simultaneous, mighty punches sending their respective assailants hitting the deck.

BATMAN (CONT'D)  
You get yours.

THE JEEVES are already rising, like angry beasts

BATMAN (CONT'D)  
I'll get mine.

THE JOKER scrambles standing. Batman moves towards him.

JOKER  
Not so fast darling.

And the Joker jumps upwards with dizzying height, hanging, now, from one of the metal lattice struts above.

JOKER (CONT'D)  
He who turns and runs away... Well, know that one.

Joker flips onto the scaffolding and starts scaling the metal lattice, towards the top of the dome, like an awful insect.

BATMAN  
No.

Batman grabs a lower strut, closer to the base of the skeletal dome, starts scaling the beams, chasing The Joker.

ON THE DECK

Superman has reached the two Jeeves, both now standing. They attack, hands and feet flying.

INSIDE THE DOME

Batman leaps from one lattice to a higher one inside the dome, climbing with incredible dexterity after the Joker.

ON THE DECK

The Jeeves jump onto their hands, using a capoeira fighting style, feet sending Superman flying into a girder on the side of the dome.

INSIDE THE DOME-LOW ANGLE

Batman trails Joker, high overhead, like two insects, scrambling towards a hatch at the top of the dome.



## ON THE DECK

The Jeeves race on their hands towards Superman like horrible, impossible insects.

## INSIDE THE DOME

The Joker pulls open the hatch. He scrambles up and out.

## ON THE DECK

The Jeeves attack. Superman has almost no power left, tries in vain to block the Jeeves' lightning fast, powerful blows.

SUPERMAN-SLOW MO. Taking hit after hit, spit and blood flying. Almost done for.

Then Superman does something odd, he stops fighting. Drops to his knees and closes his eyes.

The Jeeves are killing him, but he doesn't fight back, still kneeling, eyes shut, breath held in impossible concentration.

The Jeeves flip back onto their feet, hands open before them coiled to spring their final death blows.

Superman opens his eyes, pupils flashing red in a final spurt, the metal floor beneath the Jeeves begins to melt.

The monsters fall through just as Superman exhales a desperate breath of freezing air, cooling the metal.

The Jeeves flail, arms above the re-cooled metal floor, legs dangling below. Trapped.

## INSIDE THE DOME

Batman pulls open the hatch on the top of the inside of the dome, climbs out into the lightening sky.

## EXT. DOME ROOF -- SERVICE PLATFORM -- DAWN

A ten-by-ten metal square atop the dome, like a cut-off pyramid, literally the tip of the world. The winds are gale force. High as an airplane.

Joker is on the edge of the platform, strapping into a metal harness. He turns over his shoulder at Batman, now closing.

## JOKER

You have to admit, I had the last laugh.

With that, Joker hits a stud and a clown-faced glider extends from the harness, canvas catching the wind.

(CONTINUED)

BATMAN

No.

He reaches to his belt with impossible speed, one hand whipping a cluster of tiny Bat-a-rangs that perforate Joker's glider, the other hurling a grapple into Joker's chest.

With a mighty two-handed jerk to the tether, Batman pulls Joker sprawling onto his back, sliding across the platform and over the opposing edge, stopped only by...

BATMAN'S FOOT comes down on Joker's throat, pinning him to the platform, head hanging over the edge and terrible drop below.

Batman looks down, hatred burning in his eyes. He slowly PRESSES the heavy sole of his BOOT against Joker's throat.

Batman grimaces, PRESSING his foot DOWN HARDER -- closing Joker's airway. Joker's eyes plead.

SUPERMAN (O.S.)

Go ahead.

Superman has come up on the platform behind Batman. Broken. Bloody. No fight left. He stands, unmoving.

SUPERMAN (CONT'D)

This is what everyone's been waiting to tell me. People have a right to choose.

Batman keeps his foot to Joker's white throat, locking up.

SUPERMAN (CONT'D)

So be my guest. But do me one favor before you do. Before you kill him. Take off the mask.

Batman looks back down at Joker.

SUPERMAN (CONT'D)

Don't hide behind it. Don't pretend there's some other part of you doing this. This is your right, as a human being. Your retribution. So do this as the man who's going to live with it for the rest of his life. Take off the mask.

Batman reaches up, touches a hidden stud on his chest plate. The metal mask retracts into his suit revealing Bruce Wayne.

But Bruce is just as determined to kill the Joker, PUSHING his heel hard into Joker's windpipe.

(CONTINUED)

SUPERMAN (CONT'D)

This is what you are. Why have I  
been wasting my time on this small,  
stupid world?

Bruce keeps applying PRESSURE... watching as the unconscious  
Joker's sick mouth begins working, GASPING for air....

SUPERMAN (CONT'D)

Human's are murderers. Left to your  
own devices, what you do best is  
kill. So, go on. Do it. Kill him.  
Do what comes naturally.

Bruce closes his eyes... uncertainty growing... he just can't  
do it. Bruce lifts his head. He takes a step back, head  
bowing in despair.

SUPERMAN (CONT'D)

(inaudible)

Thank you.

Bruce walks to the edge, staring down over the impossible  
drop in the growing light. Superman moves beside him.

VOICE (O.S.)

Pathetic.

Both heroes turn, Batman grabbing a sword, his body clicking  
back in place, to find themselves face to face with Luthor.

LUTHOR

Predictable. But pathetic  
nevertheless.

Luthor pulls the Joker standing, SLAPS him twice, the clown  
regaining consciousness, Luthor still looking at the heroes.

LUTHOR (CONT'D)

I knew you'd never really be able  
to do it, Wayne. Kill him I mean.

Luthor lifts something in his hand. The hilt of the arrow.

LUTHOR (CONT'D)

Kryptonite only in the hilt. He was  
yours and you spared him. You were  
addled by compassion.

Luthor hurls the hilt into the deck, the shaft piercing the  
metal in a promise of uncanny strength. Turns now to Joker.

LUTHOR (CONT'D)

I anticipated having to finish  
Superman. Delivering the coup de  
gras. My plan was predicated on it.  
But you. You I expected more from.

(MORE)

(CONTINUED)

LUTHOR (CONT'D)

I enjoy a zero tolerance policy when it comes to failure.

And with that Luthor simply shoves Joker off the edge of the roof, the clown prince falling, SCREAMING to his demise.

LUTHOR (CONT'D)

I was prepared to kill one superhero. I suppose it won't be that much harder...to kill two.

Luthor sheds his coat. See what he is wearing. An exoskeleton of the type we saw in the Project Achilles bunker.

LUTHOR (CONT'D)

Made to U.S. government specifications for one purpose. To subdue a Superman. Faster than a speeding bullet.

Luthor flexes his hands, suit charging up, now glowing with crackling power.

LUTHOR (CONT'D)

Is nothing.

Lex smiles.

LUTHOR (CONT'D)

Now what's next?

And with that Luthor is simply gone from where he is, appearing impossibly between both heroes, punching Batman, sending a roundhouse into Superman's head.

LUTHOR (CONT'D)

Both at once...?

SCENE MOVES IN LUTHOR TIME. Lex moves at normal speed, around in front of Batman. The world and both heroes are almost static, moving in hyper slow motion. Lex punches Batman.

LUTHOR (CONT'D)

Or one...

He moves next to a barely turning Superman. Punches him hard in the face.

LUTHOR (CONT'D)

At a time?

BACK TO REAL TIME. Lex is gone again, now standing on the opposite side of the roof as Superman recoils from the blow.

Superman and Batman go back to back. Lex smiles.

LUTHOR (CONT'D)

How quaint.

(CONTINUED)

No matter where they turn in the small space, Luthor is before them, striking then gone before their blows can land.

~~SERIES OF SHOTS-LUTHOR TIME.~~ Superman takes a punch to the face; Batman takes a kick to the head; Superman an elbow to the gut; Batman a crippling kick to the ribs.

EXT. ROOF -- HIGH ANGLE -- NORMAL TIME

Lex seems to appear and disappear at will, so great is his speed, appearing before them, striking, vanishing

SUPERMAN goes down on one knee, Lex a blur behind him.

SUPERMAN

Bruce...

Batman, still standing, follows Superman's gaze.

OVERHEAD dawn is breaking. But the storm clouds are so thick, what little sun penetrates the cover beams down in occasional shafts. The nearest sunbeam hits the bottom of the Monument's east side at an angle, illuminating the bottom thirty floors.

BATMAN

You thinking what I'm thinking?

That's when Lex suddenly appears behind Batman. As the faded number starts to spin we go to:

LUTHOR TIME. Batman turns incrementally towards Lex as the villain rips free the metal guard rail, bends it in both hands. Luthor shoves Batman...

REAL TIME. Batman hits the deck, fast and hard, Superman climbing up on one knee as Lex jumps on Batman.

LUTHOR TIME. Batman barely starts to rise, Superman coming up in the b.g., as Lex skewers both ends of the torn-off rail deep into the metal deck, trapping Batman underneath.

LUTHOR

You're dessert. Dinner first.

Lex stands, staring down at the slowly rising Superman. He hauls off and...

REAL TIME. Lex KICKS Superman hard in the chin, the hero literally flying backwards and over the edge of the roof.

Superman falls in a backwards tumble down the sloping metal surface, slides, fingers gaining purchase, slipping down the sloping roof wing and finally hanging off the edge.

A flipping blur and Lex stands on the roof wing above Superman's clutching hands. Kicks Superman in the face.

(CONTINUED)

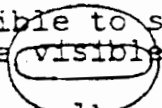
BATMAN is still pinned to the deck, trying to inch the fingers of his trapped hand towards his belt.



LEX TIME: Lex is hauling off and kicking Superman repeatedly, Superman's head flying back again and again.

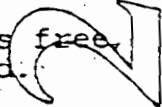


REAL TIME. Lex's foot is a literal blur, impossible to see, only its effects on Superman's whipping head are visible.



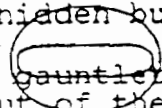
BATMAN is still inching his fingers, towards his belt.

LEX keeps kicking. One of Superman's hands comes free, Superman dangling over the tiny city by one hand.

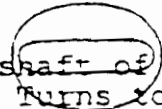


BATMAN'S FINGERS find their target, pressing a hidden button.

THE BATSUIT retracts into wrist, belt and ankle gauntlets that fall away, giving Bruce room to scramble out of the metal trap.



Bruce looks towards the scattered dawn, at the shaft of light hitting the bottom of the Monument's east side. Turns to...

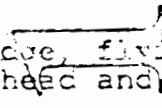


LUTHOR rears back for one final kick.

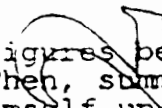


LUTHOR (CONT'D)  
Goodbye, Kal-El.

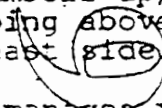
(OVER) A SCREAM as Bruce bounds over the roof edge, flying into Luthor, hurling them both over Superman's head and plummeting towards the city below.



Superman, not even looking at the two falling figures below him, grabs the roof edge with his other hand. Then, summoning every ounce of remaining strength, he hoists himself up, launching maybe twenty feet into the air, flipping above the roof, and diving straight down the Monument's east side.

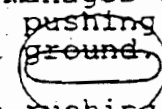


BRUCE and LUTHOR are fighting in midair. Bruce manages to rear back and plant his feet in Luthor's chest, pushing off, both now falling separately towards the distant ground.

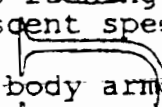


SUPERMAN is dropping towards the earth, windows rushing past, body pointed like a diver's to maximize his descent speed.

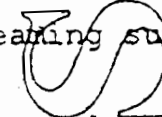
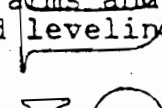
BRUCE watches as Lex falls away below him, his body armor making him the heavier object. Bruce opens his arms and legs into a skydiver's cross, marginally slowing and leveling his fall. Still the ground is coming up fast.



SUPERMAN plunges through the first rays of streaming sun, whipping past floor after sunlit floor.



See the effect the solar radiation has on him, muscles growing, strength returning, becoming far more than a man; the ground rushes towards us as Superman whips up and away...



## WIDE ON THE MONUMENT

Superman rockets around the building like a missile.

LEX looks up to see Bruce falling maybe ten yards above, looks down to see the ground leaping towards him.

BRUCE watches as Lex hits, exo-suit exploding into the pavement, shooting a fireball up towards Bruce's now bicycling legs when...

A red and blue figure WHIPS through frame, taking Bruce back up towards the building.

BRUCE  
Close enough for you?

SUPERMAN  
Complain, complain.

The two figures rocket towards the roof as, below, police cruisers head towards the Monument.

EXT. FREEDOM MONUMENT -- DAWN -- MINUTES LATER.

Police cruisers, crowd the street. As cops walk the Jeeves, shackled in bent metal towards the paddy wagons, Superman stands over the crater. The suit is there but empty.

VOICE (O.S.)  
No sign of him. Luthor, I mean.

Superman turns to face a single approaching figure, trench coat flapping in the morning winds.

SUPERMAN  
You're a long way from home,  
Commissioner.

Barbara Gordon nods, glances towards a body bag being loaded.

BARBARA  
Joker was my jurisdiction.

SUPERMAN  
That why you came all this way?

BARBARA  
No. Not really.

Superman just nods.

BARBARA (CONT'D)  
How is he?

Superman holds her gaze. Two people who know too much, neither sure how much they can say. Finally...

(CONTINUED)

SUPERMAN

He'll heal.

Superman allows himself a smile, half wonder, half sorrow.

SUPERMAN (CONT'D)

It's what you humans do.

Now it's Barbara's turn to nod. She looks up at a distant figure, tiny in the breaking light.

BARBARA

Tell him...

So much to say. All she can manage is...

BARBARA (CONT'D)

Tell him I'm sorry.

Superman holds her eyes a beat. And then he's gone. Barbara looks at the sky. Turns back to the circus of her world.

BARBARA (CONT'D)

Okay, people, we've got our bad guys. Let's move out...

EXT. FREEDOM MONUMENT -- OBSERVATION FIELD -- DAWN

Batman, suited once more, stands on the edge of the deck, staring down at the departing lights of the squad cars, the streaming motion of the city slowly coming back to life.

He opens his hand. A single gold ring falls, growing small, then gone from sight. He turns to face Superman.

SUPERMAN

People don't just vanish.

BATMAN

Are you sure?

Superman opens his mouth to speak. Closes it again.

BATMAN (CONT'D)

Evil always finds a way. Evil survives.

SUPERMAN

Maybe that's why we're here.

A long beat. Then Batman just nods.

BATMAN

Maybe so.

Bruce appraises Clark. No few cuts and bruises.

(CONTINUED)



BATMAN (CONT'D)  
 You look like crap, by the way.

SUPERMAN  
 You should see the other guy.

Batman almost smiles.

BATMAN  
 Clark...

SUPERMAN  
 Yeah, yeah, yeah...

Then Clark extends his hand. Bruce takes it. Their handshake is strong and lasting, a friendship renewed.

BATMAN  
 So, you want to get a beer?

They start away, across the platform towards the light.

SUPERMAN (V.O.)  
 Maybe a soda or something.

BATMAN (V.O.)  
 Oh my God, what is it with you?

See them now, these two heroes, away into the dawn, and gone.

FINAL FADE TO BLACK.

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