

**THE DARK KNIGHT RISES**

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**BLACK SCREEN.**

**GORDON (V.O)**

Harvey Dent was needed. He was everything Gotham has been crying out for. He was...a hero. Not the hero we deserved - the hero we needed. Nothing less than a knight, shining...

The sound of cracking. Splintering. A shape appears, in ice. The shape of a BAT. The ice disintegrates...

**EXT. GOTHAM STREET - DAY**

Gordon stands before a massive picture of Harvey Dent.

**GORDON**

But I knew Harvey Dent. I was...his friend. And it will be a very long time before someone inspires us the way he did.

Gordon, choked with emotion, gathers the papers of his eulogy.

I believed in Harvey Dent.  
And we FADE TO BLACK.

**CUT TO:**

Racing along a cratered dirt road, and we are -

**INT. LAND CRUISER JOSTLING OVER UNEVEN TERRAIN - DAY**

Three Hooded Men guarded by East European Militia. A third Militia drives. Next to him is a nervous, bespectacled man.

**EXT. AIRSTRIP, EASTERN EUROPE - DAY**

An airstrip overlooking a grey city rocked by artillery fire. A bland CIA Operative, flanked by Special Forces Men, stands in front of a commuter plane. CIA Man watches the Land Cruiser pull up, hard. The Militia Men jump out of the vehicle.

The Driver shoves the bespectacled man in front of the CIA Man.

2.

**CIA MAN**

Dr. Pavel, I'm CIA.

Dr. Pavel nods, nervous. CIA Man hands the Driver a briefcase.

**DRIVER**

He wasn't alone.

CIA Man, confused, spots the Hooded Men. He turns to Dr. Pavel.

**CIA MAN**

You don't get to bring friends.

**DR. PAVEL**

**(SHAKEN)**

They are not my friends.

**DRIVER**

Don't worry, no charge for them.

**CIA MAN**

Why would I want them?

**DRIVER**

They were trying to grab your prize. (Smiles.) They work for the mercenary. The masked man.

**CIA MAN**

**(EXCITED)**

Bane?

The Driver nods. CIA Man turns to his Special Forces Men.

**CIA MAN**

Get 'em on board - I'll call it in.

**EXT. SKIES OVER MOUNTAIN RANGE - DAY**

The commuter plane struggles over snow-capped mountains.

**INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS**

The three Hooded Men kneel by the cargo door, handcuffed. CIA Man grabs Hooded Man 1.

**CIA MAN**

What are you doing in the middle of my operation?

**3.**

Hooded Man 1 says nothing. CIA Man pulls out a handgun.

The flight plan I just filed with the Agency lists me, my men, and Dr. Pavel here. But only one of you.

CIA Man opens the cargo door. Special Forces hang Hooded Man

1 out into the howling wind - CIA Man shouts above the wind.

**CIA MAN**

**FIRST ONE TO TALK GETS TO STAY ON  
MY AIRCRAFT! (Cocks weapon.)**

**SO...WHO PAID YOU TO GRAB DR.**

**PAVEL?!**

Nothing. CIA Man fires out the open door and the Special Forces yank Hooded Man 1 back in, clubbing him quiet.

**CIA MAN**

**HE DIDN'T FLY SO GOOD! WHO WANTS TO**

**TRY NEXT?!**

The Soldiers grab Hooded Man 2, hang him out the door.

**CIA MAN**

**TELL ME ABOUT BANE! WHY DOES HE**

**WEAR THE MASK?!**

The prisoner says nothing. CIA Man presses the gun to the man's hood - he cocks the gun...nothing.

**CIA MAN**

**LOT OF LOYALTY FOR A HIRED GUN!**

**THIRD PRISONER (O.S.)**

Or he's wondering why someone would shoot a man before throwing him out of an aeroplane.

CIA Man turns to the Third Prisoner. Shuts the cargo door.

**CIA MAN**

Wiseguy, huh? At least you can

talk. Who are you?

**THIRD PRISONER**

We are nothing. We are the dirt  
beneath your feet. And no one cared  
who I was until I put on the  
mask...

CIA Man, wary, approaches the Third Prisoner - pulls off his  
hood, revealing a dark mask with a breathing apparatus. The  
eyes behind it are cold. Still. This is Bane.

**4.**

**BANE**

Who we are does not matter. What  
matters is our plan.

**CIA MAN**

**(FASCINATED)**

If I pull this off, will you die?

**BANE**

It would be extremely painful.

**CIA MAN**

You're a big guy -

**BANE**

For you.

**CIA MAN**

**(UNNERVED)**

Was being caught part of your plan?

**BANE**

Of course. Dr. Pavel refused our  
offer in favor of yours. We had to  
know what he told you about us.

**DR. PAVEL**

Nothing! I said nothing!

**CIA MAN**

Why not just ask him?

**BANE**

He would not have told us.

**CIA MAN**

You have methods.

**BANE**

Him, I need healthy. You present no such problem.  
CIA Man laughs for the Special Forces' benefit. A heavy bass tone is rising. The Sergeant looks out the window.

**EXT. SKIES OVER MOUNTAIN RANGE - CONTINUOUS**

The commuter plane is dwarfed by a massive transport plane looming over it, dangerously close...

5.

**INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS**

The plane lurches. The noise is building.

**SERGEANT**

Sir?

**CIA MAN**

Well congratulations, you got yourselves caught. What's the next step of your master plan?

**BANE**

Crashing this plane...

**EXT. MOUNTAINS - CONTINUOUS**

The ramp of the transport opens... Four men leap out on tethers - dropping towards the commuter plane, two each side...

**INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS**

The Special Forces react to the turbulence from the plane above. CIA Man looks at Bane.

**BANE**

**(RISING)**

With no survivors.  
A Special Forces soldier spins around - an Armed Man is outside the window. Bang -

**EXT. SKIES OVER MOUNTAIN RANGE - CONTINUOUS**

Two men shoot through the windows, the other two attach grapples to the fuselage - give the thumbs up - hoists start to pull and the tail of the commuter plane is lifted, unnaturally.

**INT. COCKPIT, COMMUTER PLANE - CONTINUOUS**

The Pilots battle the controls as the plane tilts forward.

6.

**INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS**

Like lightning, Bane has the CIA Man is his handcuffed arms, legs wrapped around a seat back, The entire cabin upends. Tumbling chaos - Soldiers falling - Bane cracks CIA Man's neck and drops him onto the Sergeant - they tumble down the plane, smashing into the cockpit door with a terminal thud. Dr. Pavel, strapped in, pushes against the seat in front of him - the plane vibrates, trying to tear itself apart.

**EXT. ATLAS MOUNTAINS - CONTINUOUS**

The men climb the tail of the smaller plane as it dangles helplessly above the mountains. Its wings shear off.

**INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS**

Bane breaks his handcuffs as if they were plastic, then opens his legs and drops down the cabin, somersaulting gracefully and using his arms to stop himself halfway down, by Dr. Pavel.

**EXT. SKIES OVER MOUNTAIN RANGE - CONTINUOUS**

The men attach explosives to the tail, then jump away, swinging out as the tail explodes.

**INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS**

An explosion takes off the rear door of the cabin - the Armed Men drop through the smoke on cables. A body bag is lowered into the cabin. Bane lies it on the seat backs next to Dr. Pavel and unzips it to reveal a body the same age and build as Dr. Pavel.

Bane rips Dr. Pavel's sleeve - pulls out a length of surgical tubing - pushes a needle into Dr. Pavel's arm -

runs the tube to the body's arm... Dr. Pavel watches, horrified, as Bane starts compressions on the body's chest, drawing Dr. Pavel's blood across the tube and into the body...

An Armed Man pulls Hooded Man 1 up through the cabin and out. Bane stops Hooded Man 2.

7.

**BANE**

Friend. They expect one of us in the wreckage.

The man nods, unhooks himself, takes Bane's arm.

**HOODED MAN 2**

Have we started the fire?

**BANE**

**(NODS)**

The fire rises.

Hooded Man 2 hands Bane his line. Bane clips it around Dr. Pavel, takes out a knife and cuts Dr. Pavel's seat belt. Dr. Pavel panics, flails. Bane takes his arms. Gentle.

**BANE**

Calm, Doctor. Now is not time for fear...

Bane slides Dr. Pavel out of his seat. They hang in the vertical, windblown cabin. Bane takes out a detonator.

**BANE**

That comes later.

Bane presses the detonator - the cabin drops from around them, revealing the terrifying drop to the peaks below. Dr. Pavel screams as they are hoisted up towards the transport, and we -

**CUT TO:**

**EXT. GOTHAM - EVENING**

Drifting over the vast city...

**MAYOR (V.O.)**

Harvey Dent Day may not be our  
oldest public holiday...  
...moving past the enormous Gotham Bridge...

**MAYOR (V.O.)**

But we're here tonight because it's  
one of the most important...  
...over the Gotham river to the Palisades on the far side...

**8.**

**MAYOR (V.O.)**

Harvey Dent's uncompromising stand  
against organized crime and, yes,  
ultimately, his sacrifice, have  
made Gotham a safer place than it  
was at the time of his death, eight  
years ago...  
...finding a party in the grounds of Wayne Manor. The Mayor  
addresses the wealthy and powerful of Gotham.

**MAYOR**

This city has seen a historic  
turnaround. No city is without  
crime. But this city is without  
organized crime because the Dent  
Act gave law enforcement teeth in  
its fight against the mob. Now  
people are talking about repealing  
the Dent Act. And to them I  
say...not on my watch.  
Enthusiastic applause as the Mayor wraps up.  
I want to thank the Wayne  
Foundation for hosting this event.  
I'm told Mr. Wayne couldn't be here  
tonight, but I'm sure he's with us  
in spirit...

High above, on a darkened balcony, a lone figure. Watching.

**MAYOR (O.S)**

Now I'm going to give way to an important voice...

Down below at the bar, Commissioner Gordon examines some sheets of densely written paper. A Congressman muscles in.

**CONGRESSMAN**

Commissioner.

**GORDON**

Congressman.

**CONGRESSMAN**

Ever lay eyes on Wayne at one of these things?

Gordon shakes his head. Gordon's Deputy Commissioner, Foley, cuts in.

9.

**FOLEY**

No one has. Not in years.

**MAYOR (O.S)**

He can tell you about the bad old days, when the criminals and corrupt ran this town with such a tight grasp that people put their faith in a murderous thug in a mask and a cape. A thug who showed his true nature when he betrayed the trust of this great man - (Turns to picture of Dent.) And murdered him in cold blood.

The Congressman watches a tray of canapés breeze past, then grabs the ass of the maid carrying them. She freezes.

**CONGRESSMAN**

Sweetheart, not so fast with the chow.

**MAID**

(turns, tight smile)  
Shrimp balls?

The Congressman grabs two. The Maid moves off. The Congressman glances down at Gordon's papers.

**MAYOR (O.S)**

Jim Gordon can tell you the truth about Harvey Dent...

**CONGRESSMAN**

Jesus, Gordon, is that your speech? We're gonna be here all night.

**GORDON**

Maybe the truth about Harvey isn't so simple, Congressman.

**MAYOR (O.S)**

But I'll let him tell you himself - Commissioner Gordon?

Applause. Gordon approaches the mike. Looks down at his long speech. Thinks.

**GORDON**

The truth...?  
INSERT CUT: Harvey Dent, face half destroyed, threatens Gordon's son with a handgun.

10.

Gordon surveys the audience. Deciding.

I have written a speech telling the truth about Harvey Dent...

Gordon folds up his speech.

Maybe the time isn't right...

Gordon stuffs the papers inside his jacket. The Congressman mutters under his breath.

**CONGRESSMAN**

Thank Christ for that...

**GORDON**

Maybe right now all you need to know is that there are a thousand inmates in Blackgate Prison as a direct result of the Dent Act. These are violent criminals, essential cogs in the organized crime machine that terrorized Gotham for so long. Maybe, for now, all I should say about Harvey Dent's death is this...it has not been for nothing.

The figure on the balcony turns back into the mansion. People clap as Gordon leaves the mike. Gordon approaches Foley.

**GORDON**

The second shift reports in?

**FOLEY**

On your desk. But you should put in some more time with the Mayor -

**GORDON**

That's your department.

Gordon heads for the line of town cars in the gravel drive.

**CONGRESSMAN**

Anyone shown him the crime stats?

**FOLEY**

He goes by his gut, and it continues to bother him, whatever the numbers.

**CONGRESSMAN**

Must be popular with the wife.

**11.**

**FOLEY**

Not really. She took the kids and moved to Cleveland.

**CONGRESSMAN**

He'll have plenty of time for visits. Mayor's dumping him in the spring.

**FOLEY**

Really? He's a hero.

**CONGRESSMAN**

War hero. This is peacetime. Stay smart, the job's yours.

**INT. KITCHENS, WAYNE MANOR - MOMENTS LATER**

Our Maid dives into the bustle of Wayne Manor below stairs - Caterers and Maids, Wait Staff. She overhears another Maid.

**MAID 2**

They say he never leaves the East Wing.

**MAID 3**

I heard he had an accident - that he's disfigured.

The other Maids signal her to be quiet. All the chatter has died. Alfred has entered the kitchen.

**ALFRED**

Mr. Till, why are your people using the main stairs?

Alfred places a glass of water on a tray next to a covered plate. Picks up the tray, looks around the chaotic kitchen.

**ALFRED**

Where's Mrs. Bolton?

**MAID**

She's up at the bar, sir. Can I help?

Alfred looks at the Maid. Hands her a key and the tray.

**ALFRED**

The East drawing room. Unlock the door, place the tray on the table, lock the door again. Nothing more.

12.

The Maid nods. Takes the tray.

**INT. HALL, WAYNE MANOR - MOMENTS LATER**

Following the Maid through the empty house. She comes to the large oak door to the East Wing. Unlocks it...

**INT. DRAWING ROOM, EAST WING, WAYNE MANOR - CONTINUOUS**

The room is dark, quiet. The Maid places the tray on the table. She looks at the inner door opposite. It is ajar...

**INT. HALL, WAYNE MANOR - CONTINUOUS**

Alfred talks to an elegant woman, thirties, Miranda Tate.

**ALFRED**

I'm sorry, Miss Tate, but I've tried. He won't see you.

**MIRANDA**

It's important, Mr. Pennyworth. Her accent is European. Hard to place.

**ALFRED**

Mr. Wayne is as determined to ignore important things as trivial ones.

**MALE VOICE (O.S.)**

Don't take it personally, Miranda.

They turn to see a man in his fifties. Daggett.

**DAGGETT**

Everyone knows Wayne's holed up in there with eight-inch nails, peeing into Mason jars. (To Alfred.) Good of you to let me on the grounds.

**ALFRED**

The Dent Act is about all Gotham. Even you, Mr. Daggett. Miss Tate, always a pleasure. Alfred turns and walks off. Daggett smiles, glib.

**13.**

**DAGGETT**

Why waste your time talking to the man who threw away your investment on some save-the-world vanity project? He can't help you get your money back. But I can.

**MIRANDA**

I could try explaining that a save-the-world project, vain or not, is worth investing in, whatever the return. I could try, Mr. Daggett, but you understand only money and the power you think it buys, so why waste my time, indeed?

She walks away. Daggett watches her go.

**INT. DRAWING ROOM, EAST WING, WAYNE MANOR - CONTINUOUS**

Close on the dinner tray. We hear a labored step approach. Bruce Wayne appears, leaning on a cane. Gaunt. Grey temples. He lifts the lid of his dinner, then freezes, hearing something. He slowly limps into the next room...

**INT. SITTING ROOM, EAST WING, WAYNE MANOR, CONTINUOUS**

The Maid looks at framed photographs of Rachel, Thomas and Martha Wayne. Some are half-burned. She notices an archery target, arrows stuck in it. She reaches out. WHAM! An arrow sticks into the target - the Maid spins around, flustered. Wayne, at the other end of the long room, lowers a composite bow. Picks up his cane.

**MAID**

I'm, I'm terribly sorry, Mr. Wayne.  
It is Mr. Wayne, isn't it?

Wayne nods, gently. Limps towards her.

**MAID**

Although you don't have the long  
nails... (Nervous laugh.) Or facial  
scars...  
She trails off, embarrassed. Coy. She seems very young.

**WAYNE**

Is that what they say about me?

**14.**

**MAID**

It's just that...nobody sees you...

Wayne approaches slowly. He nods at her pearl necklace.

**WAYNE**

That's a beautiful necklace.  
Reminds me of the one that belonged  
to my mother. It can't be the same  
one - her pearls are in this safe -  
He reaches out with his cane to press open a panel on the  
bureau, revealing a safe door...  
- which the manufacturer clearly  
explained is uncrackable.

...which swings open with an awkward creak.

**MAID**

Oops. No one told me it was uncrackable.

The Maid suddenly seems more confident. Older.

**WAYNE**

I'm afraid I can't let you take those.

She smiles at him. Moves towards him.

**MAID**

Look, you wouldn't hit a woman any more than I would beat up a cripple.

She kicks his cane from under him, smashes him down. Of course, sometimes exceptions have to be made.

The Maid vaults onto the bureau and up to a high window.

Goodnight, Mr. Wayne.

She flips backwards through the window. Wayne smiles, then rocks forward on his good leg and rises with athletic grace. He looks at the safe, notices something. Powder...

**EXT. DRIVE, WAYNE MANOR - CONTINUOUS**

Moving toward the line of town cars, the Maid pulls off her white apron, cuffs and collar, leaving a black dress and pearls. A Valet hurries to open a car door for her - she slips into a town car...beside the Congressman.

**15.**

**MAID**

Can I have a ride?

The Congressman, a little tipsy, looks at her hungrily.

**CONGRESSMAN**

You read my mind.

**INT. EAST WING, WAYNE MANOR - LATER**

Alfred enters, to find Wayne kneeling at the safe.

**ALFRED**

Miss Tate was asking to see you again.

**WAYNE**

She's very persistent.

**ALFRED**

And quite lovely, in case you were wondering.

**WAYNE**

I wasn't.

**ALFRED**

What are you doing?

**WAYNE**

Examining print dust. We've been robbed.

**ALFRED**

And this is your idea of raising the alarm?

**WAYNE**

**(SHRUGS)**

She took the pearls. Tracking device and all.

**ALFRED**

She?

**WAYNE**

One of the maids, perhaps you should stop letting them in this side of the house.

16.

**ALFRED**

Perhaps you should learn to make your own bed, then. Why are you dusting for prints?

**WAYNE**

I'm not. She was.

**EXT. ROOFTOP, MAJOR CRIMES UNIT - CONTINUOUS**

Gordon brings a stack of files against the air duct, settles to read. Next to him is a rusty, broken searchlight.

**YOUNG VOICE (O.S.)**

Sir?

A young Cop is standing there. This is Blake.

**BLAKE**

I didn't want to bother you up here, but they're looking for you.

**GORDON**

What's the problem, son?

**BLAKE**

Congressman Gilly's wife's been calling. He hasn't made it home from the Wayne Foundation event.

**GORDON**

That's a job for the police?

**BLAKE**

Sir, I've been a cop for a year and I've only logged half a dozen

arrests. When you and Dent cleaned  
the streets you cleaned 'em good.  
Pretty soon we'll be chasing  
overdue library books.  
Gordon smiles at this. Blake looks at his stack of files.

**BLAKE**

But here you are. Like we're still  
at war...

**GORDON**

Old habits.

**17.**

**BLAKE**

Or instinct.

**GORDON**

What's your name, son?

**BLAKE**

Blake, sir.

**GORDON**

You have something you want to ask  
me, Officer Blake?

**BLAKE**

It's that night. This night, eight  
years ago. The night Dent died.

**GORDON**

What about it?

**BLAKE**

The last confirmed sighting of the  
Batman. He murders those people,  
takes out two SWAT teams, breaks  
Dent's neck...then just vanishes?

**GORDON**

I'm not hearing a question, son.

Blake shifts uneasily. Then looks at Gordon.

**BLAKE**

Don't you want to know who we was?  
Gordon turns to look at the broken searchlight. He brushes his fingers across its rusted shell.

**GORDON**

I know exactly who he was. (Turns to Blake.) He was Batman.

Gordon walks past Blake, heading for the stairs.

**GORDON (O.S.)**

Let's go see about the  
Congressman's wife...

**18.**

**INT. EAST WING, WAYNE MANOR - MORNING**

Alfred takes his tray into the bedroom. The bed is empty.

**ALFRED**

Master Wayne?  
Alfred's voice echoes through the vast mansion. No reply.

**INT. STUDY, WAYNE MANOR - MOMENTS LATER**

Alfred hits three notes on the piano. The bookcase opens.

**INT. ELEVATOR SHAFT - CONTINUOUS**

Alfred descends into the caverns beneath Wayne Manor.

**INT. BATCAVE - CONTINUOUS**

Alfred walks through the arches as the stone floor starts to lower, becoming a ramp. At the bottom, Alfred is level with a series of dark slate obelisks - a bridge over the water to where Wayne sits at a computer atop a massive slate cube.

**ALFRED**

You haven't been down here in a long time...

**WAYNE**

Just trying to find out more about our jewel thief. I ran her prints from the photos she handled - Wayne pulls up a mug shot - a fat, male armed-robbery suspect.  
- but she was wearing someone else's fingerprints. She's good.

**ALFRED**

She may be. But we have the trace on the necklace.

**WAYNE**

We do, so I cross-referenced the address she went back to with police data on high-end B-and-E's...

Wayne hits a key. A photograph of the Maid appears. Selina Kyle. The databases are full of close calls, tips from fences...

**19.**

Newspaper headlines appear -

**THE CAT STRIKES AGAIN, POLICE SUSPECT 'CAT' BURGLAR IN JEWEL HEIST.**

**WAYNE**

She's good, but the ground is shrinking beneath her feet.

**ALFRED**

We should send the police before she fences the pearls.

**WAYNE**

She won't. She likes them too much. And they weren't what she was after.

**ALFRED**

What was she after?

**WAYNE**

My fingerprints. There was printer toner mixed with graphite on the safe. Gives you a good pull, and it's untraceable.

**ALFRED**

Fascinating. Maybe you should exchange notes over coffee.

**WAYNE**

Now you're trying to set me up with a jewel thief?

**ALFRED**

At this point, sir, I would set you up with a chimpanzee if I thought it would bring you back into the world.

**WAYNE**

There's nothing out there for me.

**ALFRED**

And that's the problem. You hung up the cape and cowl, but never moved on. You won't get out there and find a life. Find someone -

**WAYNE**

**(BITTER)**

I did find someone, Alfred.

20.

**ALFRED**

I know. And then you lost them.  
That's part of living, sir. But  
you're not living - you're waiting.  
Hoping for things to go bad again.

Wayne says nothing.

Remember when you left Gotham?  
Before all this. Before Batman.  
Seven years you were gone. Seven  
years I waited. Hoping that you  
wouldn't come back.

Wayne looks at Alfred. Not understanding.

Every year I took my holiday. I'd  
go to Florence. There's a café by  
the Arno... Any fine evening I  
would sit there and order a Fernet  
Branca...

INSERT CUT: Alfred seated in a café sipping his drink...

I had a fantasy. I liked to imagine  
that one day I'd look across the  
tables, and see you. Sitting there  
with your wife. Perhaps some kids.  
You wouldn't say anything to me, or  
me to you, but we'd both  
know...that you'd made it. That you  
were happy.

INSERT CUT: Alfred spots a couple at another table and looks  
closer, hopeful. But they are strangers.

I never wanted you to come back to  
Gotham. I knew there was nothing  
there for you but pain and tragedy,  
and I wanted more for you than  
that. I still do.

Alfred leaves Wayne to his cave. His bats.

**EXT. WATER TREATMENT FACILITY - DAY**

Blake and his partner, Ross, get out of their patrol car. A DWP Man leads them down a long concrete trough.

**DWP MAN**

They wash up a couple times a month. More when in gets colder - homeless sheltering in the tunnels. We had to pull him to clear the basin, but other than that we didn't touch him...

**21.**

They come out by the catchment basin. Above the grille lies a body - a teenage boy. Blake looks down at him. Freezes.

**ROSS**

What?

**BLAKE**

Name's Jimmy. He's at St. Swithin's. (Off look.) The boys home where I...I coach some ball.

**EXT. ST. SWITHIN'S HOME FOR BOYS - DAY**

Blake looks up at the shabby building.

**INT. ST. SWITHIN'S HOME FOR BOYS - MOMENTS LATER**

Blake is talking to Father Reilly.

**FATHER REILLY**

Jimmy hadn't been here for months.

**BLAKE**

Why?

**FATHER REILLY**

You know why, Blake - he aged out.  
We don't have the resources to keep  
boys on after sixteen -

**BLAKE**

The Wayne Foundation gives money  
for that -

**FATHER REILLY**

Not for two years now.

**BLAKE**

He has a brother here, right?

**FATHER REILLY**

Mark. I'll tell him.

**BLAKE**

I'd like to, if that's okay.

22.

**EXT. PLAYGROUND, ST. SWITHIN'S - MOMENTS LATER**

Father Reilly watches as Blake sits with Mark - ten.

**BLAKE**

I'm sorry.

Mark nods slowly. Staring straight ahead.

**BLAKE**

What was he doing in the tunnels?

**MARK**

Lot of guys been going down the tunnels when they age out. Say you can live down there. Say there's work down there.

**BLAKE**

What kind of work are you gonna find in the sewers?

**MARK**

More than you can find up here, I guess.  
Blake considers this. Troubled.

**INT. DIVE BAR - NIGHT**

Selina Kyle, in a little black dress, walks in with a drunk in a Hawaiian shirt. She sits him on a bar stool - walks over to a table where a neatly dressed man, Stryver, sits.

**STRYVER**

You brought a date?

**SELINA**

I like having someone around to open doors for me.

Selina glances around. Things scattered throughout the bar. Jumpy. Selina hands an envelope to Stryver.

**SELINA**

Right hand. No partials.  
Stryver slides a transparency out of the envelope. Holds it up to the light. Four perfect fingerprint transfers.

**STRYVER**

Very nice.  
He pockets the envelope.

**SELINA**

Not so fast, handsome. You got  
something for me?

**STRYVER**

Oh, yes.

Stryver signals a Thug who locks the door. Another Thug  
joins them at the table. Selina smiles.

**SELINA**

I don't know what you're going to  
do with Mr. Wayne's prints...but  
I'm guessing you'll need his thumb.  
As Stryver checks the envelope again -

**SELINA**

You don't count so good, huh?

**STRYVER**

I count fine.  
The Second Thug puts a gun to Selina's head.

**STRYVER**

In fact, I'm counting to ten right  
now...  
Selina looks in his eyes. The Thug cocks his gun. She  
blinks.

**SELINA**

Okay, okay -

She reaches for her purse. The Thug stops her, reaches in  
himself - pulls out a cellphone. Slides it across the table.

**SELINA**

My friend is waiting outside. Just  
hit 'send'...

Stryver looks at the phone. Hits 'send'. Selina sizes up her  
options. A knock on the door. Second Thug hides his gun. The

door opens - a young woman, Jen. She enters, cheerful, spots Selina. Pulls out an envelope, looks around.

**24.**

**JEN**

Place is a little dead.

**SELINA**

(takes envelope, tense)  
It'll liven up in a minute, trust me.

**JEN**

Everything okay?

**SELINA**

Great. Catch you later.  
Jen leaves. Stryver checks the envelope. Satisfied.

**SELINA**

It would've been a lot easier to just give me what we agreed.

**STRYVER**

We can't have loose ends. And even in that dress, no one's going to miss you.

**SELINA**

No. But my friend over there...?  
Stryver looks at Selina's 'date' drooling into a bowl of nuts at the bar - he looks familiar...

**SELINA**

Every cop in the city's missing him.

Across the bar, the TV on mute -

**MANHUNT FOR MISSING CONGRESSMAN.**

Stryver looks at Selina.

**STRYVER**

Cute. But they're not gonna be looking in a place like this.

**SELINA**

I don't know... You did just use his cell phone.

Stryver glances down at the cell phone as - SCREECH - the Thugs look out the window at cop cars and SWAT units descending on the bar. Stryver glances at the window and - SMASH - Selina CRACKS his head against the table, grabs

**25.**

Second Thug's gun hand, flips over the table, firing at the other Thugs, who drop. The SWATs batter down the door. Selina crouches, cowering, screaming.

**SWAT**

It's alright, Miss. Just stay down

-

The SWATs barrel past, chasing the remaining Thugs back through the bar and out into the back alley. Selina smiles.

**EXT. ALLEY BEHIND BAR - CONTINUOUS**

The Thugs turn and open up on the SWATs with automatic weapons.

**INT. DIVE BAR - CONTINUOUS**

Selina moves to the door. Spots the Congressman under the bar, clutching his bleeding leg.

**SELINA**

Keep some pressure on that, sweetheart.  
She adjusts her dress in the broken mirror behind the bar.

Moves for the door.

**CONGRESSMAN**

**(WEAK)**

Call me?

**EXT. DIVE BAR - CONTINUOUS**

Selina waltzes out - right into Blake. She feigns panic.

**SELINA**

There's a man in there - he's  
bleeding!

**BLAKE**

It's okay, Miss. It's okay.

Blake helps Selina down onto the tailgate of a SWAT truck.  
He heads into the bar, weapon drawn. Selina slips behind the  
truck and into the night.

**26.**

**INT. DIVE BAR - CONTINUOUS**

Blake enters, gun drawn. Spots the Congressman.

**BLAKE**

**(INTO RADIO)**

I've got the Congressman - bullet  
to the leg, but he's okay.

**EXT. ALLEY BEHIND BAR - CONTINUOUS**

The SWATs return fire. The Thugs lay down cover fire, then

race around a corner into a smaller passage.  
A cop car pulls up, blocking the mouth of the alley - Gordon jumps out, gun drawn.

The SWATs approach the passage, massing on both corners tactically. The two corner SWATs exchange hand signals, counting down... They round the corner, aiming low and high. The passage is empty.

The SWATs cover a fire escape, but Gordon spots at once -

**GORDON**

Manhole!

He races to the manhole cover - SWATs wrench off the cover, Gordon grabs a flashlight from the nearest SWAT.

**GORDON**

You three, down with me. You two,  
head down to cover the next exit -

**SWAT**

Where -?

**GORDON**

Get the DWP down here, now!

Gordon starts climbing down the ladder...

**INT. SEWERS - CONTINUOUS**

Gordon moves down the tunnel, flashlight low. Three SWATs fall in behind...

**27.**

**EXT. ALLEY BEHIND BAR - CONTINUOUS**

Blake comes into the alley. Cops surround the manhole.

**COP**

Where's the DWP guy?

**BLAKE**

They went down there?

**FOLEY**

(shaking his head)

And Gordon took SWAT in after them.

**INT. SEWERS - CONTINUOUS**

Gordon hears a noise up ahead - pushes forward, rounds the corner. BANG! GUNFIRE. SWATs return fire, shots sparking off the concrete walls, then - BOOM - behind him the tunnel ERUPTS IN FIRE, blasting the SWATs. Gordon races forward, tearing through the tunnels.

**EXT. ALLEY BEHIND BAR - CONTINUOUS**

Blake jumps back as a fireball bursts out of the manhole.

**INT. SEWERS - CONTINUOUS**

Gordon races around a corner, gun drawn. A noise makes him turn - WHACK, he is clobbered from behind by a Thug.

**EXT. ALLEY BEHIND BAR - CONTINUOUS**

Blake pushes forward.

**BLAKE**

Come on, we gotta get down there -

**COP**

That was a gas explosion, kid -

**BLAKE**

Gas? This is a sewer!

**FOLEY**

No one goes in there till we know what's down there.

**28.**

**BLAKE**

We know what's down there, sir. The Police Commissioner!

**FOLEY**

Somebody get the hothead out of here. And get me a DWP guy!  
Blake backs off. Gets an idea - goes for his patrol car.

**INT. SEWERS - CONTINUOUS**

Thug 1 flips Gordon onto his back.

**THUG 1**

This one's alive. (Looks closer.)  
Jesus. It's the Police Commissioner.

**THUG 2**

What do we do?

**THUG 1**

Take him to Bane.  
The two Thugs drag Gordon down through the maze of tunnels. As they descend deeper they encounter work crews of muscular men wielding large drills and jackhammers, working the walls

and ceiling of the larger tunnels. Some of the men are armed Mercenaries, overseeing gangs of homeless street kids. They stare as Gordon is dragged past. The Thugs drag Gordon between two waterfalls, into -

**INT. BANE'S LAIR, SEWERS - CONTINUOUS (NIGHT)**

They approach a figure, turned away, crouched in the firelight. Bare-chested, muscular, masked. Bane. A crooked line of scar tissue runs the length of his spine...

**BANE**

Why are you here?  
The Thugs drop Gordon at Bane's feet.

**THUG 1**

Answer him!  
Bane slowly turns to the Thugs.

**29.**

**BANE**

I'm asking you.

**THUG 1**

It's the Police Commissioner.

**BANE**

And you brought him down here?

**THUG 2**

We didn't know what to do. We -

**BANE**

You panicked. And your weakness costs three lives.

**THUG 1**

No, he's alone -  
Bane flips the Thug's chin up and to the side with a crack.  
Thug 1 drops. Bane turns to Thug 2.

**BANE**

Search him. Then I will kill you.  
The Thug, terrified, pulls out Gordon's badge, wallet,  
gun...and the folded papers of the speech he did not read.  
Bane takes these one by one with quick glances. He stops at  
the papers. Unfolds them...

As he reads, Gordon rolls off the steps, dropping into the  
rushing flow of water - gunshots ring out...

**THUG 2**

He's dead.

Thug 2 trails off as Bane looks up from the papers...

**BANE**

Then show me his body.

**THUG 2**

That water runs to any one of the  
outflows - we'd never find him.  
Bane turns to the Lead Mercenary.

**BANE**

Give me your GPS.  
Lead Mercenary hands him a GPS - Bane tucks it into Thug 2's  
jacket, zips it up like a mother sending her kid to school.

**30.**

**BANE**

Follow him.

**THUG 2**

Follow him?

Bane shoots Thug 2, kicks him into the water. Turns to Lead Mercenary.

**BANE**

Track him. Make sure both bodies will not be found. Then brick up the south tunnel.

**EXT. WATER TREATMENT FACILITY - NIGHT**

Blake comes out to the catchment basin. He spots something stuck up against the grille, thrusts his hand into the raging waters - Gordon is there, alive. Just. Blake pulls him up onto the concrete, hoists him up, hurrying...

**INT. FRONT HALL, WAYNE MANOR - DAY**

Alfred opens the door to reveal Blake in his dirty uniform.

**BLAKE**

I need to see Bruce Wayne.

**ALFRED**

I'm sorry, Mr. Wayne doesn't take unscheduled calls. Even from police officers.

**BLAKE**

And if I go get a warrant, in the investigation of Harvey Dent's murder? Would that still count as unscheduled?

**INT. STUDY, WAYNE MANOR - MOMENTS LATER**

Blake is sitting, drumming his leg, nervous. Wayne enters.

**WAYNE**

What can I do for you, officer?

**BLAKE**

Commissioner Gordon's been shot.

**31.**

**WAYNE**

I'm sorry to hear that -

**BLAKE**

He chased a gunman down into the sewers. When I pulled him out he was babbling about an underground army. A masked man called 'Bane'.

**WAYNE**

Shouldn't you be telling this to your superior officers?

**BLAKE**

I did. One of them asked if he saw any giant alligators down there. He needs you. He needs the Batman.

**WAYNE**

If Commissioner Gordon thinks I'm the Batman he must be in a bad way

-

**BLAKE**

He doesn't know or care who you are. (Off look.) But we've met before. When I was a kid. At the orphanage. See, my mom died when I was small. Car accident, I don't really remember it. But a couple of years later my dad was shot over a

gambling debt. I remember that just fine. (Looks at Wayne.) Not a lot of people who know what it feels like, do they? To be angry. In your bones. People understand, foster parents understand. For a while. Then they expect the angry kid to do what he knows he can never do. To move on. To forget.

Wayne stares at Blake.

**BLAKE**

So they stopped understanding and sent the angry kid to a boys' home - St. Swithin's. Used to be funded by the Wayne Foundation. See, I figured it out too late. You have to hide the anger. Practice smiling in the mirror. Like putting on a mask. You showed up one day in a cool car, pretty girl on your arm.

**(MORE)**

**32.**

**BLAKE (CONT'D)**

We were so excited - Bruce Wayne, billionaire orphan. We made up stories about you. Legends. The other boys' stories were just that. But when I saw you I knew who you really were... (Beat.) I'd seen that look on your face. Same one I taught myself.

Blake gets up to leave. Wayne is lost in thought.

**BLAKE**

I don't know why you took the fall for Dent's murder, but I'm still a believer in the Batman. Even if you're not.

**WAYNE**

Why did you say your boys' home used to be funded by the Wayne Foundation?

**BLAKE**

Because the money stopped. Might be time to get some fresh air and start paying attention to the details. Some of those details might need your help.

**INT. HALL, WAYNE MANOR - MOMENTS LATER**

Wayne and Alfred watch Blake drive away.

**WAYNE**

You checked that name? 'Bane' -

**ALFRED**

Ran it through some databases. He's a mercenary. No other known name. Never been seen or photographed without a mask. He and his men were behind a coup in West Africa that secured mining operations for our friend John Daggett.

**WAYNE**

Now Daggett's brought them here?

**ALFRED**

It would seem so. I'll keep digging.

**33.**

Alfred turns to leave.

**WAYNE**

Why did the Wayne Foundation stop funding boys' homes in the city?

**ALFRED**

The Foundation is funded from the profits of Wayne Enterprises...  
(Off look.) There have to be some.

**WAYNE**

Time to talk to Mr. Fox, I think.

**ALFRED**

I'll get him on the phone -

**WAYNE**

No. Do we still have any cars around the place?

**ALFRED**

**(LIGHTS UP)**

One or two.

**WAYNE**

And I need an appointment at the hospital. About my leg.

**ALFRED**

Which hospital, sir?

**WAYNE**

Whichever one Jim Gordon's in.

Alfred is less excited by this part of the request.

**EXT. WAYNE ENTERPRISES - DAY**

Moving towards the tall skyscraper downtown.

**MIRANDA (V.O.)**

Mr. Fox, I believe in what Mr.  
Wayne was trying to do...

**INT. BOARDROOM, WAYNE ENTERPRISES - CONTINUOUS**

Miranda is talking to Lucius Fox at the table.

**34.**

**MIRANDA**

I'm only asking for explanations  
because I think I can help.

**FOX**

I'll pass along your request. Next  
time I see him.  
Miranda catches something in this.

**MIRANDA**

He doesn't talk to you either?

**FOX**

Let's just say that Bruce Wayne has  
his...eccentricities.

**MIRANDA**

**(RISING)**

Mr. Fox, are you aware that John  
Daggett is trying to acquire shares  
in Wayne Enterprises?

**FOX**

I was not. But it wouldn't do him  
any good - Mr. Wayne still retains  
a clear majority.  
Miranda leaves. Fox moves into his office - stops.

**FOX**

Bruce Wayne. As I live and breathe.  
Wayne rises, pushing hard on his cane.

**FOX**

What brings you out of cryo-sleep  
Mr. Wayne?

**WAYNE**

I see you haven't lost your sense  
of humor...even if you have lost  
most of my money.

**FOX**

Actually, you did that yourself.  
See, if you funnel the entire R and  
D budget for five years into a  
fusion project that you then  
mothball, your company is unlikely  
to thrive.

35.

**WAYNE**

Even with -

**FOX**

A wildly sophisticated CEO, yes.  
Wayne Enterprises is running out of  
time. And Daggett is moving in.

**WAYNE**

What're my options?

**FOX**

If you're not willing to turn your  
machine on -

**WAYNE**

I can't, Lucius.

**FOX**

Then sit tight. Your majority keeps

Daggett at arm's length while we figure out a future for the energy program with Miranda Tate - she's supported your project all the way. She's smart, and quite lovely.

**WAYNE**

You too, Lucius?

**FOX**

We all just want what's best for you, Bruce. Show her the machine.

**WAYNE**

I'll think it over.

**FOX**

Anything else?

**WAYNE**

No, why?

**FOX**

These conversations always used to end with some...unusual requests.

**WAYNE**

I retired.

**FOX**

Let me show you some stuff, anyway.  
Fox hits a button - the bookcase opens into a hidden elevator.

**36.**

**INT. APPLIED SCIENCES - MOMENTS LATER**

Fox leads Wayne into the vast, gadget-filled space. They pass Tumblers with different weapons configurations...

**WAYNE**

I figured you'd have shut this place down.

**FOX**

It was always shut down,  
officially.

**WAYNE**

But all this new stuff?

**FOX**

After your father died, Wayne Enterprises set up fourteen different defense subsidiaries. I've spent years shuttering them and consolidating all the prototypes under one roof. My roof.

**WAYNE**

Why?

**FOX**

Stop them falling into the wrong hands. Besides, I thought someone might get some use out of them... Wayne shakes his head.

**FOX**

Sure I can't tempt you to something? Pneumatic crampons? Infrared lenses? Least let me get you something for that leg.

**WAYNE**

It's fine the use it gets these days.

**FOX**

Well, then I have just the thing for an eccentric billionaire who doesn't like to walk... Fox opens a door - we glimpse a sleek vehicle. Wayne's eyes light up.

37.

**WAYNE**

Now you're just showing off.

**FOX**

Defense Department project for tight-geometry urban pacification. Rotors configured for maneuvering between buildings without recirculation.

**WAYNE**

What's it called?

**FOX**

It has a long and uninteresting Wayne Enterprises designation. So I took to calling it the Bat. And yes, Mr. Wayne, it does come in black.  
Wayne touches its sleek side. Marveling.

**FOX**

Works great except for the autopilot.

**WAYNE**

What's wrong with that?

**FOX**

Software-based instability. Take a better mind than mine to fix it.

**WAYNE**

Better mind?

**FOX**

I was trying to be modest. A less busy mind. Yours, perhaps.  
Wayne looks wistfully at the machine. Turns away.

**WAYNE**

I told you. I retired, Lucius.

**INT. EXAMINATION ROOM, GOTHAM GENERAL HOSPITAL - NIGHT**

Wayne listens, distracted, while a Doctor examines an X-ray.

**DOCTOR**

I've seen worse cartilage in knees

-

**38.**

**WAYNE**

That's good -

**DOCTOR**

No, that's because there is no cartilage in your knee. And not much of any use in your elbows and shoulders. Between that and the scar tissue on your kidneys, residual concussive damage to your brain tissue and general scarred-over quality of your body... (Takes a deep breath.) I cannot recommend that you go heli-skiing. About the only part of your body that looks healthy is your liver, so if you're bored I recommend you take up drinking, Mr. Wayne.

Wayne smiles. The Doctor leaves. Wayne pulls on a ski mask, steps to the window, hops up, pulls a wire from his cane, which he clips to his belt. He props his cane behind the frame - jumps out. The wire unspools from the cane as -

**EXT. TENTH FLOOR, GOTHAM GENERAL HOSPITAL - CONTINUOUS**

Wayne drops three floors...

**INT. PRIVATE ROOM, GOTHAM GENERAL - CONTINUOUS**

Gordon lies in his bed, hooked up to machines. Wayne, in ski mask, stands over him. Gordon's eyes flutter open. He tries to speak with a weak, hoarse voice...

**GORDON**

We were in this together. Then you were gone...

**WAYNE**

The Batman wasn't needed anymore. We won.

**GORDON**

Built on a lie. Our lie. Now there's evil rising from where we tried to bury it. Nobody will listen... The Batman has to come back.

**39.**

**WAYNE**

What if he doesn't exist anymore?

**GORDON**

He must. He must.

**INT./EXT. LAMBORGHINI ON GOTHAM STREETS - NIGHT**

Wayne pulls up in front of a row of shabby subdivided town houses. Checks a tracking device. Jon, provocatively dressed, leads a Yuppie Banker-type in through a front door.

**INT. SELINA'S APARTMENT - CONTINUOUS**

Selina sits in a small room getting ready to go out. She picks up the pearls - hears a disturbance in the hall.

**JEN (O.S.)**

I told you - money first -

**YUPPIE (O.S.)**

Goddammit, you took my wallet!

**INT. STAIRWELL OUTSIDE SELINA'S APARTMENT - CONTINUOUS**

The Yuppie has Jen against the wall - he reaches back to hit her with an expensive wristwatch-clad arm. But Selina has grabbed his wrist with a powerful grip.

**SELINA**

Get out.

**YUPPIE**

She took my wallet!  
Selina twists his arm behind him in a blinding move.

**SELINA**

Now.  
She releases the Yuppie, who moves off down the stairs.  
Selina turns to Jen. Who is examining a wallet.

**SELINA**

I told you not to try it with the  
assholes, Jen.

**JEN**

They're all assholes.

**40.**

**SELINA**

Okay, the assholes who hit.

**JEN**

I don't know what he's so upset  
about, he only had sixty bucks in  
here.

**SELINA**

Probably the watch.

**YOUNG WOMAN**

Watch?  
Selina opens her hand and gives Jen the Yuppie's Rolex.

**EXT. SELINA'S BUILDING, OLD TOWN, GOTHAM - LATER**

Selina exits and hails a cab. Wayne watches her go. Then pulls out. Checking his tracker.

**EXT. MUSEUM, GOTHAM - LATER**

Town cars dispense Gotham society in tasteful masquerade. Wayne pulls up to the Valet. Paparazzi line the entrance. Wayne uses his cane to get out of his Lamborghini...

**PAPARAZZI**

Another stiff too old to climb out  
of his sports car.

**PAPARAZZI 2**

No, that's Bruce Wayne! Hey, Wayne,  
where you been hiding?  
Lenses swing onto Wayne, who pushes a button on his key fob  
- a pulse. The cameras die. Wayne heads to the door.

**WAYNE**

I'm not sure if my assistant put me  
on the guest list -

**GREETER**

Right through here, Mr. Wayne...

**INT. MUSEUM - CONTINUOUS**

A lavish ball - the expressively attired dance under falling confetti... Even Bruce Wayne is struck by the ostentation. He spots Selina dancing with a deeply smitten Rich Twit. She wears a small, velvet pair of cat ears. And the pearls.

**MIRANDA (O.S)**

Bruce Wayne at a charity ball?  
Wayne turns to find Miranda Tate, amazed, a small mask her only concession to fancy dress.

**WAYNE**

Miss Tate, isn't it?

**MIRANDA**

Even before you became a recluse,  
you never came to these things...

**WAYNE**

True. Proceeds go to the big fat  
spread, not the cause. It's not  
about charity, it's about feeding  
the ego of whichever society hag  
laid it on.

**MIRANDA**

Actually, this is my party, Mr.  
Wayne.

**WAYNE**

Oh.

**MIRANDA**

And the proceeds will go where they  
should, because I paid for the big  
fat spread myself.

**WAYNE**

That's very generous of you.

**MIRANDA**

You have to invest to restore  
balance to the world. Take our  
clean-energy project...

**WAYNE**

Sometimes the investment doesn't

pay off. Sorry.

42.

**MIRANDA**

You have a practiced apathy, Mr. Wayne. But a man who doesn't care about the world doesn't spend half his fortune on a plan to save it... (Gentle.) And isn't so wounded when it fails that he goes into hiding...  
Wayne looks at Miranda. Intrigued.

**MIRANDA**

Have a good evening, Mr. Wayne.  
Wayne watches Miranda glide away. Then turns to Selina.

**WAYNE**

Mind if I cut in?  
Rich Twit turns, annoyed - Wayne hands him his cane. Takes Selina by the waist. She glares at him.

**WAYNE**

You don't seem very happy to see me.

**SELINA**

You were supposed to be a shut-in.

**WAYNE**

Felt like some fresh air.

**SELINA**

Why didn't you call the police?

**WAYNE**

I have a powerful friend who deals with this kind of thing. (Admires her cat ears.) Brazen costume for a cat burglar.

**SELINA**

Yeah? Who are you pretending to be?

**WAYNE**

Bruce Wayne, eccentric billionaire.  
Who's your date?

**SELINA**

His wife's in Ibiza. She left her  
diamonds behind, though. Worried  
they'd get stolen.

**43.**

**WAYNE**

It's pronounced 'Ibeetha'. You  
wouldn't want these folks realizing  
you're a crook not a social  
climber.

**SELINA**

(flash of anger)  
You think I care what anyone in  
this room thinks about me?

**WAYNE**

I doubt you care what anyone in  
this room thinks about you.

**SELINA**

Don't condescend, Mr. Wayne. You  
don't know a thing about me.

**WAYNE**

Well, Selina Kyle, I know you came  
here from your walk-up in Old Town  
- modest place for a master jewel  
thief. Which means either you're  
saving for your retirement - or  
you're in deep with the wrong  
people.

**SELINA**

You don't get to judge me because you were born in the master bedroom of Wayne Manor.

**WAYNE**

Actually, I was born in the Regency Room.

**SELINA**

I started off doing what I had to. Once you've done what you had to they'll never let you do what you want to.

**WAYNE**

Start fresh.

**SELINA**

There's no fresh start in today's world. Any twelve-year-old with a cell phone could find out what you did. Everything we do is collated and quantified. Everything sticks. We are the sum of our mistakes.

**44.**

**WAYNE**

Or our achievements.

**SELINA**

The mistakes stick better. Trust me.

**WAYNE**

You think that justifies stealing?

**SELINA**

I take what I need to from those who have more than enough. I don't stand on the shoulders of people with less.

**WAYNE**

Robin Hood?

**SELINA**

I'd do more to help someone than most of the people in this room. Than you.

**WAYNE**

Maybe you're assuming too much.

**SELINA**

Or maybe you're being unrealistic about what's really in your pants other than your wallet.

**WAYNE**

Ouch.

**SELINA**

You think all this can last?  
Wayne glances around at the sumptuous party.

**SELINA**

There's a storm coming, Mr. Wayne. You and your friends better batten down the hatches, because when it hits you're all gonna wonder how you ever thought you could live so large and leave so little to the rest of us.

**WAYNE**

Sounds like you're looking forward to it.

**45.**

**SELINA**

I'm adaptable.

**WAYNE**

These pearls do look better on you  
then they did in my safe...

Wayne rolls her into his shoulder - reaches up to the back  
of her neck, unclasps the necklace.

But I still can't let you keep  
them.

The pearls slide off her neck into his other hand. Selina  
looks at him. Angry. Then kisses him, hard, and disappears  
into the crowd. Wayne's cane reappears.

**RICH TWIT**

**(ANNOYED)**

You scared her off.

**WAYNE**

Not likely.

**EXT. MUSEUM - MOMENTS LATER**

Wayne approaches the Valet. Pats down his pockets.

**WAYNE**

I must have lost my ticket -

**VALET**

Your wife said you were taking a  
cab home, sir.

**WAYNE**

My wife?

**INT./EXT. LAMBORGHINI RACING DOWN STREETS - CONTINUOUS**

Selina permits herself a little smile as she guns the  
engine.

**INT. ROLLS ROYCE - LATER**

Alfred watches in the mirror as Wayne climbs into the back.

**ALFRED**

Just you, sir?

Wayne gives him a withering glare.

**(MORE)**

**46.**

**ALFRED (CONT'D)**

Don't worry, Master Wayne. Takes a little time to get back into the swing of things.  
Wayne dials his phone.

**FOX (O.S.)**

This is Fox.

**WAYNE**

Remember those 'unusual requests' I used to make?

**FOX (O.S.)**

I knew it!  
Up front, Alfred listens. Concerned.

**INT. BATCAVE - DAY**

Wayne pushes a button on a hi-tech carbon fiber brace strapped to his good knee - the brace tones. As Wayne starts moving his knee, bending, stretching, Alfred puts down a Thermos.

**ALFRED**

You've got the wrong leg, sir.

**WAYNE**

You start with the good limb so it learns your optimum muscle patterns.

Wayne swaps the brace to his bad knee. Puts his weight on it - the knee bends, kicks. He sits again. Cautious. Now we tighten it up.

Wayne gingerly pushes a button - the brace starts to shrink tight to his leg, digging in. Wayne grits his teeth.

**ALFRED**

It is terribly painful?

**WAYNE**

**(GRITTED TEETH)**

You're welcome to try it, Alfred.

**ALFRED**

Happy watching, thank you, sir. Wayne shouts as the brace clicks home. He gets to his feet.

**47.**

**WAYNE**

Not bad - Wayne executes a perfect roundhouse, knocking out a brick. Not bad at all.

Alfred picks up the brick. Considers it. Uneasy. He follows Wayne across the bridge to the cube.

**ALFRED**

Master Wayne, if you're considering going back out there you need to hear some rumors surrounding Bane.

**WAYNE**

I'm all ears.

**ALFRED**

There is a prison. In a more ancient part of the world. A pit. Where men are thrown to suffer and die. But sometimes, a man rises from the darkness. Sometimes...the pit sends something back.

**WAYNE**

Bane.

**ALFRED**

Born and raised in a hell on earth.

**WAYNE**

Born in a prison?

**ALFRED**

No one knows why. Or how he escaped. But they know who trained him one he did...R's al Gh̄l. Your

**A U**

mentor.

Wayne takes this in. Shocked.

**ALFRED**

He plucked Bane from a dark corner of the earth and trained him in the blackest disciplines of combat, deception and endurance. Just like you.

**WAYNE**

Bane was a member of the League of Shadows.

**48.**

**ALFRED**

Until he was excommunicated. And a man considered too extreme for R's

**A**

al Gh̄l is not to be trifled with.

**U**

**WAYNE**

I didn't realize I was known for trifling with criminals.

**ALFRED**

That was then. And you can strap up your leg and put the mask back on. But it won't make you what you were.

**WAYNE**

Which was?

**ALFRED**

Someone whose anger at death made him value all life. Even his own.

**WAYNE**

If this man is all the things you say he is, then this city needs me. The Batsuit emerges from the cube.

**ALFRED**

Yes, this city needs Bruce Wayne. Your resources, your knowledge...not your body. Not your life. That time has passed.

**WAYNE**

I tried helping as Bruce Wayne, Alfred. And I failed.

**ALFRED**

You can fail as Bruce Wayne. As Batman, you can't afford to.

**WAYNE**

That's what you're afraid of - that if I go back out there I'll fail.

**ALFRED**

No. I'm afraid that you want to.  
Wayne looks at Alfred. Then turns to examine the Batsuit.

**49.**

**INT. STOCK EXCHANGE - EVENING**

A frenzy of trading on the packed floor...  
Two Traders sit on a shoeshine stand in the lobby.

**TRADER 2**

You can't short the stock because  
Bruce Wayne goes to a party -

**TRADER 1**

Wayne coming back is change. Change  
is either good or bad.

**TRADER 2**

On what basis?

**TRADER 1**

I flipped a coin.  
Near the front entrance: a Food Delivery Guy is standing  
there negotiating with a Trader.

**TRADER 3**

No. Rye. I told 'em rye.  
Trader 3 spots bad news on a screen.  
Alright, I'll take it.

He thrusts Food Guy a tip and grabs the bag, distracted...  
At the rear secure entrance: a Motorcycle Courier enters,  
wearing his helmet - a Female Security Guard gets in his  
face.

**FEMALE SECURITY GUARD**

Rookie! Lose the helmet! (Points at  
a camera.) We need faces for

cameras.

In the rest room: a Janitor mops the floor, shifting out of the way of two Traders who rush in to pee.

At the shoeshine stand, Trader 1 waves a bill down at the man shining his shoes without a glance. Shoeshine Man takes the bill, then, as the Traders step off, he reaches into a gym bag and checks an automatic weapon. He clicks the slide home, then hoists the gym bag and heads for the trading floor.

At the secure entrance: the Courier pulls off his helmet. The Female Security Guard's eyes go wide.

**50.**

In the rest room: the Janitor reaches into his bucket and pulls out a machine pistol in a Ziploc bag.

Near the front entrance: Food Guy pulls an automatic pistol - clubs Trader 3 with it, pastrami flying. Shoeshine Man moves onto the floor, pulls out his weapon.

Under the Courier's helmet - a mask. Bane. He grabs the Female Security Guard and throws her into her colleagues, lashing out in four directions with rapidfire lethality. Shoeshine Man fires into the large trading screens. The floor erupts into a different frenzy - traders hit the deck, screaming. Bane moves onto the floor...

**TRADER 1**

This is a stock exchange, there's  
no money you can steal -  
He dries up as Bane stops. Turns to him...

**BANE**

Why else would you people be here?  
Bane grabs Trader 1 by the throat and drags him across the floor to an online automated trades terminal... He puts the man's thumb onto the print reader - the screen lights up.

**BANE**

Enter your password. Or I send  
these men to your home.

Trader 1, terrified, types in his password. Outside, sirens. Shoeshine man pulls out a USB drive with an antenna - plugs it into the computer - figures race across the screen...

**EXT. STOCK EXCHANGE - CONTINUOUS**

Police vehicles screech into the narrow street - construction vehicles are blocking. Blake argues with a burly Construction Worker.

**BLAKE**

Move it, now! We've got a situation.

**CONSTRUCTION WORKER**

Where can I move it?!

**BLAKE**

That way!  
Blake points - but SWAT vehicles pile in, blocking.

**51.**

**BLAKE**

Get in your vehicle and stay there!  
Foley and the SWAT Commander, Allen, approach the entrance. The Market Security Chief walks up, frantic.

**SECURITY CHIEF**

You've gotta get in there!

**FOLEY**

This is a hostage situation -

**SECURITY CHIEF**

It's a robbery! They've got direct access to the online trading desk.

**FOLEY**

I'm not risking my men for your

**MONEY -**

**SECURITY CHIEF**

It's not our money, it's  
everyone's!

**ALLEN**

Really? Mine's in my mattress.

**SECURITY CHIEF**

If you don't shut these guys down,  
the stuffing in that mattress might  
be worth a whole lot less, pal.

**FOLEY**

Cut the fiber line - shut down the  
cell tower. That'll slow them down.

**INT. STOCK EXCHANGE - CONTINUOUS**

Shoeshine Man looks up from the laptop.

**SHOESHINE MAN**

They cut the fiber. Cell's working.

**BANE**

For now. How much longer does the  
program need?

**SHOESHINE MAN**

Eight minutes.

**52.**

**BANE**

Time to go mobile.

Shoeshine Man picks up the laptop, slips it into his pack...

**EXT. STOCK EXCHANGE - CONTINUOUS**

Allen shouts at his men.

**ALLEN**

Get the barriers up - no more in  
and out on this street!  
Steel wedge-shaped barriers rise up at the mouth of the  
street. A Sniper watches the doors through a thermal scope.  
Six large heat signatures bloom, too big for people...

**SNIPER**

I've got something -  
The door explodes. SWATs duck, six sportbikes race out and  
leap the ramp-like barricades, sending SWATs scattering.  
Cops scramble to pull their vehicles out to give chase.

**EXT. GOTHAM STREET - CONTINUOUS**

The bikes weave through traffic, Traders strapped to the  
back, facing backwards - screaming, ties flying in the wind.  
A cruiser falls in behind.

**ROOKIE COP**

Shoot the tires!

A Veteran Cop sights a shot, but the Traders are in the way.

**VETERAN COP**

No shot!

**EXT. STOCK EXCHANGE - CONTINUOUS**

Foley is barking into his radio.

**FOLEY**

Back off, back off! They've got

hostages!

53.

**INT./EXT. CRUISER ON GOTHAM STREETS - CONTINUOUS**

The cruiser follows the bike into a large tunnel. A Rookie Cop looks up into his rear-view.

**ROOKIE COP**

What's going on with the lights?  
The Veteran Cop looks back - streetlights and headlights are dying one after another. The darkness is chasing them - the darkness hits them. Their lights, sirens, and engine die...

And, out of the silence, a dark shape roars past -

**VETERAN COP**

It can't be...

**ROOKIE COP**

The hell was that?!

**VETERAN COP**

Oh boy. You're in for a show tonight, son.

**EXT. HIGHWAY - CONTINUOUS**

Food Guy drives the rear bike. He looks back - sees streetlights explode behind him - darkness catching him up.

The engine chokes and dies. The Trader jumps off, shouting for the cops. Food Guy turns, pulling his gun. SMASH! - Food Guy is thrown backwards off his bike by a dark wing as BATMAN races by on the Bat-Pod.

**EXT. STOCK EXCHANGE - CONTINUOUS**

Foley rushes to Blake's cruiser.

**FOLEY**

Let's roll, they've spotted the  
Batman!

**EXT. HIGHWAY INTERSECTION - CONTINUOUS**

The remaining bikes split up as they reach a high overpass.

54.

**EXT. HIGH OVERPASS - CONTINUOUS**

Batman pulls up, overlooking the intersection - pulls a  
rifle-shaped device. A tone builds - he aims it at the bike  
and fires.

**EXT. HIGHWAY OFF-RAMP - CONTINUOUS**

Janitor's bike sparks and dies. Sirens as Cops move in,  
Another bike splutters and dies - the Hostage breaks for  
cover.

**EXT. HIGH OVERPASS - CONTINUOUS**

Batman sees the last two bikes disappear beneath an  
overpass. He holsters his EMP rifle and guns the Bat-Pod.

**INT. BLAKE'S CRUISER - CONTINUOUS**

Foley, in the back, is using the cruiser as a mobile command  
station.

**FOLEY**

**(INTO RADIO)**

Call everyone in - every car  
patrol, beat cop, off-duty, too!  
Pull 'em in, close every street!  
Now!  
Foley looks out at Gotham rushing by.

**FOLEY**

I'm gonna do what Gordon never  
could.

**BLAKE**

What's that?

**FOLEY**

I'm gonna take down the Batman.

**BLAKE**

Sir, what about the armed robbers?

Foley ignores him.

55.

**EXT. GOTHAM - CONTINUOUS**

All around the city, cops mobilize - cars, vans, choppers...

**EXT. HIGHWAY - CONTINUOUS**

Bane pulls up at speed alongside Shoeshine Man. Shoeshine Man glances inside his pack - signals '2'. Bane turns, sees darkness approaching, reaches back and grabs his Hostage, lifting him onto the back of Shoeshine Man's bike. Bane peels off - Batman stays on Shoeshine Man.

**INT. CHOPPER - CONTINUOUS**

A Spotter watches Bane peel off, hits the radio.

**SPOTTER**

**(INTO RADIO)**

One bike's pulled off, no hostage -

**INT. BLAKE'S CRUISER - CONTINUOUS**

Foley listens to the radio, hungry -

**SPOTTER**

**(OVER RADIO)**

Should we pursue?

**FOLEY**

Negative! Stay on the Batman!

**BLAKE**

But he's getting away!

**FOLEY**

**(ANNOYED)**

Who do you want to catch? Some  
robber, or the son-of-a-bitch who  
killed Harvey Dent?

**INT. DAGGETT'S PENTHOUSE - CONTINUOUS**

Coverage of the pursuit blares from all the TVs, as Daggett  
and Stryver watch. Tense.

**TV ANNOUNCER**

People aren't saying much -  
frankly, they're too busy - but all  
signs suggest that what we're

**(MORE)**

TV ANNOUNCER (cont'd)  
seeing is, in fact, the return of  
the Batman...

**INT. INNER OFFICE, DAGGETT'S PENTHOUSE - CONTINUOUS**

Moving in on a shadow, crouched in front of Daggett's safe, working the dial... The shadow slides up a pair of goggles onto the top of its head creating the silhouette of cat ears. It is Catwoman. She turns to the TV, watching the pursuit.

**CATWOMAN**

Well, what do you know?  
Catwoman opens the safe. Nothing inside. She frowns.

**EXT. GOTHAM STREETS - CONTINUOUS**

Bane slips between two cruisers who tear after the Batman. He jumps up onto a concrete barrier, then down to the mouth of an outflow pipe. He glances at the entire Gotham Police Department descending on one man. Disappears into the pipe.

**EXT. GOTHAM STREETS - CONTINUOUS**

Shoeshine Man glances into his pack - the program beeps, finished. He looks back to see the Bat-Pod racing at him, ducks as it comes alongside...riderless. Shoeshine Man looks up, confused. WHUMP! His hostage is ripped off the bike by a low-flying dark shape.

Shoeshine Man lays down the bike in a shower of sparks, rolls off dazed. Batman grabs him.

**BATMAN**

**WHAT WERE YOU STEALING?!**

Shoeshine Man stares. Unafraid. Batman rips the computer from his pack. The screen reads:

**APPLICATION COMPLETE**

Blinding light and noise as police choppers descend - sirens everywhere. Batman grabs the USB drive from the laptop. He jumps on the Bat-Pod - pauses, taking in the sight of thousands of police, cars, choppers, dogs, closing in.

**57.**

**POLICE VOICE**

**(OVER LOUDSPEAKER)**

**STEP AWAY FROM THE BIKE!**

Batman looks at the line of stopped traffic. An empty car transporter is below the on-ramp... Batman fires the cannons at the transporter, the near ramp crashes down, and Batman roars towards it - mounts it and jumps onto the on-ramp...

**INT. DAGGETT'S PENTHOUSE - CONTINUOUS**

Daggett angrily grabs some ice cubes for his drink.

**DAGGETT**

After eight years he has to pick tonight...

**STRYVER**

He's drawing the cops off Bane...  
Daggett watches, intrigued.

**INT. BLAKE'S CRUISER - CONTINUOUS**

Foley shouts down the phone.

**FOLEY**

How did you let him go?!

**COP**

**(OVER RADIO)**

He's got a lot of firepower -

**FOLEY**

And you don't?! We're not letting one nut with a bad attitude and some fancy gadgets run this town down, you hear me?!

**COP**

**(OVER RADIO)**

He's heading back downtown...

**FOLEY**

**(EXCITED)**

Then he's as dumb as he dresses - close it down, gentlemen!

58.

**EXT. GOTHAM STREETS - CONTINUOUS**

Thousands of police jockey to pursue the Batman as he races back into the downtown area.

**EXT. DOWNTOWN STREET - CONTINUOUS**

The Bat-Pod tears along, pursued by a phalanx of cruisers,

choppers overhead. More cops appear at the far end of the boulevard.

The Bat-Pod executes a ninety-degree turn, flipping over as it goes, then guns into the darkness of a large blind alley. Cruisers and choppers block the mouth of the alley. Blake arrives last, his cruiser sealing the bottleneck. Foley swaggers out.

**FOLEY**

Like a rat in a trap, gentlemen...  
Foley reaches for a loudhailer. VARRROOOOM!! A noise from the alley that none of the cops have heard before...

**VETERAN COP**

You might have the wrong animal  
there, sir -

Spotlights smash on and a massive dark cyclone roars out of the alley, spinning the choppers sideways, dual rotor downdraft forcing all the cops to the ground. The Bat, now black, thunders up and over the entire Gotham PD. Blake slides up to Foley. Dry.

**BLAKE**

Are you sure that was him?  
Foley looks at Blake. Thrusts the loudhailer at him.

**INT. HOSPITAL ROOM - CONTINUOUS**

Gordon, still hooked up to machines, watches TV. He smiles.

**ANNOUNCER**

**(ON TV)**

Police are keeping quiet about the prospect of a return by the Batman, but eyewitness accounts seem the clearly suggests the type of...

**INT. DAGGETT'S PENTHOUSE - NIGHT**

Daggett watches the TV coverage, concerned. Stryver enters.

**STRYVER**

Bane says the Batman interfered,  
but the task was accomplished.

**DAGGETT**

What about the men they arrested?

**STRYVER**

He says, and I quote, they would  
die before talking.

**DAGGETT**

**(GRINS)**

Where does he find these guys?  
Daggett gets to his feet, relieved, moves to his inner  
office.  
Open the champagne...

**INT. INNER OFFICE, DAGGETT'S PENTHOUSE - CONTINUOUS**

Daggett comes through the door, calling back.

**DAGGETT**

And can we get some girls in here?

**CATWOMAN (O.S.)**

Careful what you wish for.  
Catwoman grabs him, throws him across the room. His back  
slams against the wall - he draws a gun, but - WHACK! -  
Catwoman pins his wrist to the wall at shoulder height using  
the high heel of her boot. He whimpers as she leans in.

**CATWOMAN**

Cat got your tongue?  
She plucks the gun from his trembling hand.

**DAGGETT**

You dumb bitch.

**CATWOMAN**

Nobody ever accused me of being dumb.

60.

**DAGGETT**

Dumb to show up here tonight.

**CATWOMAN**

I want what you owe me -

Click - Stryver has a gun to her head.

**DAGGETT**

'I want' never gets...

Stryver looks appreciatively at Catwoman as she lowers her leg...

**STRYVER**

Nice outfit...those heels make it tough to walk?

Catwoman digs her stiletto into his calf, hard. He screams.

**CATWOMAN**

I don't know, do they?

Catwoman spins, disarms Stryver, grabs Daggett.

**CATWOMAN**

So where is it?

**DAGGETT**

Where's what?

**CATWOMAN**

The program. The 'Clean Slate'.

**DAGGETT**

Oh, yeah - the ultimate tool for a master thief with a record. I don't have it.

The Bodyguard bursts in, gun drawn. Catwoman, holding Daggett, spins, kicking the window with the point of her heel. The glass shatters. She pulls Daggett through the window. He screams - they drop...

**EXT. WINDOW-CLEANING PLATFORM - CONTINUOUS**

...ten feet onto the window-cleaning platform. Catwoman uses her bladed heel to cut a rope - the platform plunges down the side of the building.

**61.**

**EXT. FLAT ROOF - MOMENTS LATER**

Catwoman dumps Daggett onto the roof, towering over him.

**CATWOMAN**

Where is it?

**DAGGETT**

The 'Clean Slate'? Type in a name and date of birth and within a couple hours that person ceases to exist in any database? Little too good to be true.

**CATWOMAN**

You're lying. Rykin Data took it to prototype stage -

**DAGGETT**

That's why I bought them. But they had nothing. It was a gangland myth.

Catwoman leans back from Daggett, taking this in... Shapes drop onto the rooftop. Emerge from fire exits. They're not Daggett's bodyguards, these are Bane's men... Catwoman holds Daggett by the throat, threatening him.

**CATWOMAN**

Stay back!  
They continue to approach. One of them screws a silencer onto his gun.

**CATWOMAN**

I'm not bluffing!

**VOICE (O.S.)**

They know...

All eyes search for the source of the voice. Catwoman spots it - a dark shape, crouched on the roof above: Batman.

**BATMAN**

They just don't care.

As the Mercenary with the silencer looks up, Catwoman leaps forward, grabs his gun. Batman drops into the middle of the fray, fighting back Mercenaries at Catwoman's back - she fires at one, clipping him, he drops. She spins aiming at another's head - Batman yanks her arm down, forcing her to miss the Mercenary. Batman takes him out with a kick.

62.

**CATWOMAN**

You've got to be kidding.

**BATMAN**

No guns. No killing.

**CATWOMAN**

Where's the fun in that?  
As more mercenaries come out onto the roof, Batman runs for the far edge.

**BATMAN**

Come on!  
Catwoman follows, confused, as Batman leaps off the roof. She gets to the edge, pauses to look down into the alley - sees the black angular roof of the Bat, cockpit open. Shots impact around her - she leaps, landing hard, but gracefully on the back of the vehicle, slides into the cockpit. As the engines thunder into life, and the canopy hisses shut, taking bullets from above.

**CATWOMAN**

My mother warned me about getting  
into cars with strange men -

**BATMAN**

This isn't a car.  
Catwoman flinches as the Bat thunders into the sky, downdraft forcing the Mercenaries down onto the roof, all but one, who walks slowly across the roof, strong against the wind...Bane. He watches the Bat roar off into the night.

**EXT. ROOFTOP, SKYSCRAPER, GOTHAM - MOMENTS LATER**

The Bat lands - the canopy opens. Catwoman jumps out.

**CATWOMAN**

See you around -  
Batman steps down after her.

**BATMAN**

You're welcome.

**CATWOMAN**

I had it under control.

**63.**

**BATMAN**

Those weren't street thugs - they

were trained killers. I saved your life. In return I need to know what you did with Bruce Wayne's fingerprints.

Catwoman looks at him. Considering.

**CATWOMAN**

Wayne wasn't kidding about a 'powerful friend'. I sold his prints to Daggett. For something that doesn't even exist.

**BATMAN**

I doubt many people get the better of you.

**CATWOMAN**

Hey, when a girl's desperate...

**BATMAN**

What were they going to do with them?

**CATWOMAN**

I don't know. But Daggett seemed pretty interested in that mess at the stock market.

Batman considers this. A police chopper sweeps past, searching. Batman turns to it. Then turns back.

**BATMAN**

Miss Kyle -?  
But she is gone.  
So that's what that feels like.

**INT. BATCAVE - NIGHT**

Alfred is studying security camera footage of Bane killing at the stock exchange. A roar builds - the waterfall glows brighter until...SMASH! The Bat breaches, downdraft spraying water. Two cubes rise - the Bat lands, Batman jumps out. Alfred brushes water off his suit.

**ALFRED**

Very inconspicuous. Shall I tell the neighbors you got yourself a new leaf-blower?

64.

**WAYNE**

We bought all the neighbors. Alfred takes the cowl from him, then the cape, as they walk.

**ALFRED**

From the look of the television coverage, you seem to have your taste for wanton destruction back.

**WAYNE**

(pulls out USB drive)  
I retrieved this.

**ALFRED**

Shouldn't the police be gathering the evidence?

**WAYNE**

They don't have the tools to analyze it.

**ALFRED**

They would if you gave them to them

-

**WAYNE**

One man's tool is another man's weapon.

**ALFRED**

In your mind, perhaps. But there aren't many things you couldn't turn into a weapon.

**WAYNE**

Alfred. Enough. The police weren't getting it done -

**ALFRED**

Perhaps they would've if you haven't made a sideshow of yourself.

**WAYNE**

Perhaps you're upset you were wrong.

**ALFRED**

Wrong?

**65.**

**WAYNE**

You thought I didn't have it in me.  
Alfred looks at him. Puts down the cape and cowl.

**ALFRED**

You don't. You lead a bloated police force on a merry chase with some fancy new toys from Fox. What about when you come up against him. What then?

Alfred points to the monitor - Wayne sees Bane killing...

**WAYNE**

I'll fight harder, I always have.

**ALFRED**

When you had something to fight for. What are you fighting for now? Not your life.  
Wayne moves to switch off the monitor. Alfred grabs his hand.

**ALFRED**

Take a good look. At his speed, his ferocity, His training. I see the power of belief. Of the fanatic. I see the League of Shadows

resurgent.

**WAYNE**

You said he was excommunicated.

**ALFRED**

By R's al Gh'l. Who leads them

**A U**

now?

**WAYNE**

R's al Gh'l was the League of

**A U**

Shadows. And I beat him. Bane's just a mercenary, and we have to find out what he's up to. Wayne plugs the USB in, hits keys. Text scrolls.

**WAYNE**

Trades of some kind. Coded... The screen blanks, a thumb print appears.

**66.**

**ALFRED**

Is that -?

**WAYNE**

Mine. Courtesy of Selina Kyle.

Wayne pulls out the USB, rises. Get this to Fox - he can crack the code and tell us what trades they were executing.

Alfred looks at Wayne. Takes the USB.

**INT. HALL, WAYNE MANOR - CONTINUOUS (NIGHT)**

As Wayne hits the bottom of the stairs, Alfred calls.

**ALFRED**

I'll get this to Fox. But no more.  
Wayne hears his tone of voice. Turns to him.

**ALFRED**

I've sewn you up and set your  
bones...but I won't bury you. I've  
buried enough members of the Wayne  
family.

**WAYNE**

You'd abandon me?

**ALFRED**

You see only one end to your story.  
Leaving is all I have to make you  
understand: you aren't Batman  
anymore - you have to find another  
way. You used to talk about  
finishing. About life beyond that  
awful cave -

**WAYNE**

Rachel died knowing we'd decided to  
be together. That was my life  
beyond this cave and I can't just  
move on. She didn't. She couldn't.

Alfred considers this. Looks away.

**ALFRED**

What if he had? What if she wasn't  
intending to make a life with you?

**67.**

**WAYNE**

She was, I can't change that -

**ALFRED**

What if, before she died, she'd written a letter? Explaining that she'd chosen Harvey Dent over you? Wayne watches, confused, as the old man prepares to say -

**ALFRED**

And what if, to spare you pain...I'd burned that letter? Wayne stares at Alfred, shocked.

**WAYNE**

Why would you say such a thing?

**ALFRED**

Because I have to make you understand.

**WAYNE**

You're lying.

**ALFRED**

Because you are as precious to me as you were to your own mother and father and I swore to them that I would protect you and I haven't.

**WAYNE**

You're lying!

**ALFRED**

I've never lied to you. Except when I burned Rachel's letter. Wayne turns on the old man, furious.

**WAYNE**

How dare you use Rachel to stop me!

**ALFRED**

I'm using the truth, Master Wayne. Maybe it's time we all stopped trying to outsmart the truth and just let it have its day. I'm

sorry.

68.

**WAYNE**

Sorry?! You expect to destroy my world, then shake hands?!

**ALFRED**

No. I know what this means -

**WAYNE**

What does it mean, Alfred?!

**ALFRED**

It means your hatred. It means losing the person I've cared for ever since I heard his first cries echo through this house. But it might also mean saving your life. And that is more important.

Wayne looks at Alfred. Furious. Summons the worst thing to say and says it quietly and calmly.

**WAYNE**

Goodbye, Alfred.

**ALFRED**

**(QUIET)**

Goodbye, Bruce.  
Wayne mounts the stairs...Alfred watches him go. Turns.

**INT. MASTER BEDROOM, WAYNE MANOR - MORNING**

Wayne is woken by the doorbell.

**INT. STAIRCASE, WAYNE MANOR - MOMENTS LATER**

As Wayne moves through the empty house, tying his dressing gown, he can't resist one tentative.

**WAYNE**

Alfred?  
But Alfred is gone.

**INT. FRONT HALL, WAYNE MANOR - CONTINUOUS**

Wayne opens the front door the find Fox. Fox is surprised.

**69.**

**FOX**

Answering your own door?

**WAYNE**

Yes. Could you decode the trades on that drive?

Fox hands Wayne a newspaper - the main headline:

**BATMAN BACK TO FOIL OR MASTERMIND STOCK RAID...**

**FOX**

I didn't need to. Page three.  
Wayne turns the page:

**WAYNE DOUBLES DOWN - AND LOSES...**

**FOX**

It seems you made a series of large  
put options on the futures  
exchange. Verified by thumb print.

The options expired at midnight  
last night.  
Wayne looks up from the newspaper, reeling.

**FOX**

Long term we may be able to prove  
fraud, but for now...you're  
completely broke. And Wayne  
Enterprises is about to fall into  
the hands of John Daggett.

**WAYNE**

The weapons - we can't let Daggett  
get his hands on Applied Sciences -

**FOX**

Applied Sciences is shut up tight,  
and off the books. The energy  
project is a different story.

**WAYNE**

Miranda Tate. We need to convince  
the board to get behind her. Let's  
show her the reactor -

**FOX**

We're meeting her there in  
thirty-five minutes. You better get  
dressed.

70.

**EXT. WAYNE ENTERPRISES RECYCLING PLANT - DAY**

A scrapyard on the Gotham river. Across the water, the  
towers of Gotham. Lucius leads Miranda from her car.

**MIRANDA**

You brought me out here to show me  
a rubbish dump, Mr. Fox?

**FOX**

Bear with me, Miss Tate.  
They arrive at a Portakabin and enter.

**INT. PORTAKABIN - CONTINUOUS**

Miranda looks around the derelict office. Fox smiles at her.

**FOX**

Keep your hands and feet inside the  
car at all times.

He hits a button and the floor descends, Miranda is shocked  
as the office becomes an elevator into -

**INT. ELEVATOR, FUSION REACTOR - CONTINUOUS**

They descend diagonally into a massive concrete tunnel...

**MIRANDA**

This is it, isn't it?

**FOX**

The reactor is beneath the river so  
that it could be instantly flooded  
in an event of a security breach.

**MIRANDA**

Is Bruce Wayne really that  
paranoid?

**FOX**

I'm gonna plead the fifth on that  
one.

Miranda marvels as they step off the elevator. She spots a  
figure deep within: Bruce Wayne.

**WAYNE**

I thought you might like to see  
what your investment built.

71.

**MIRANDA**

No radiation, no fossil fuels.  
Free, clean energy for an entire  
city.

**WAYNE**

If it worked. It doesn't.  
Wayne leads Miranda to the core. Two perpendicular rings of  
electromagnets suspend a bowling-ball-sized mass of metal.  
Wayne hits buttons - the ball glows, then dies to cold.

**WAYNE**

Ignition, yes. But no chain  
reaction.

**MIRANDA**

You've built a lot of security  
around a damp squib.  
Nothing.  
About three years ago a Russian  
scientist published a paper on  
weaponized fusion reactions. One  
week later your reactor started  
developing problems... (Looks at  
Wayne.) I think this machine works.

**WAYNE**

Miranda, if it were operational,  
the danger to Gotham would be too  
great.

**MIRANDA**

Would it make you feel better to  
know that the Russian scientist  
died in a plane crash six months  
ago?

**WAYNE**

Someone else will work out what Dr.  
Pavel did. Someone else will figure  
out how to turn this power source  
into a nuclear weapon. I need you  
to take control of Wayne  
Enterprises and this reactor.

**MIRANDA**

And to do what with it?

**WAYNE**

Nothing. Until we can find a way to guarantee its safety.

72.

**MIRANDA**

And if we can't?

**WAYNE**

Decommission it. Flood it.

**MIRANDA**

Destroy the world's best chance for a sustainable future?

**WAYNE**

If the world's not ready. Yes.

**MIRANDA**

Bruce, if you want to save the world you have to start trusting it.

**WAYNE**

I'm trusting you.

**MIRANDA**

Doesn't count. You have no choice.

**WAYNE**

I could've flooded this chamber any time in the last three years. I'm choosing to trust you, Miranda, and that's not the easiest thing for me. Please.

His eyes are genuine. Pleading. Miranda nods.

**FOX**

We have a board meeting to get to.

**INT. BOARDROOM, WAYNE ENTERPRISES - DAY**

The Board Members, including Daggett and Miranda, take their seats. Fox at one end of the table, Wayne at the other.

**DAGGETT**

I'd like to point out that we have a non-board member here. Highly irregular, even if it is his family name above the door...  
All eyes go to Wayne. An older member of the board pipes up.

**FREDERICKS**

Bruce Wayne's family built this

**COMPANY -**

**73.**

**BOARD MEMBER 2**

And he himself has run it -

**DAGGETT**

Into the ground, sir. Anybody disagree? Check the value of your shares this morning. Gambling on crazy futures didn't just lose Mr. Wayne his seat, it's lost us all a lot of money. He needs to leave.

**FOX**

I'm afraid he has a point, Mr. Wayne.

**WAYNE**

I understand. Ladies and gentlemen.

Wayne glances at Miranda who nods at him. Wayne leaves.

**DAGGETT**

Let's get down to business.

**FOX**

Right away.

**INT. LOBBY, WAYNE ENTERPRISES - CONTINUOUS**

Wayne exits the building. There is an angry mob of Shareholders and a pack of hungry Reporters.

**REPORTER**

Wayne, how's it feel to be one of the people?!

**COMPANY VALET**

I'm sorry, sir, they had paperwork

-

Wayne looks over to see his Lamborghini being towed.

**BLAKE (O.S.)**

Looks like you need a lift.

Wayne turns to see Blake standing by his patrol car. Nods.

**74.**

**INT. DAGGETT'S PENTHOUSE - DAY**

Daggett bursts in, furious. Stryver tries to placate him.

**DAGGETT**

How the hell did Miranda Tate get the inside track on the Wayne

board?! Was she meeting with Wayne?  
Was she sleeping with Wayne?

**STRYVER**

Not that we know of -

**DAGGETT**

Clearly you don't 'know of'  
anything, do you?! Where's Bane?!

**STRYVER**

We told him it was urgent -

**DAGGETT**

Then where is the masked -

**BANE (O.S.)**

Speak of the devil...  
Daggett turns. Bane is already there.

**BANE**

...and he shall appear.

**DAGGETT**

What the hell's going on?

**BANE**

The plan is proceeding as expected.

**DAGGETT**

You see me running Wayne  
Enterprises?! (Moves towards Bane.)  
Your stock exchange hit didn't  
work, friend. And now you've got my  
construction crews working all  
hours around the city? How's that  
supposed to help my company absorb  
Wayne's?

**BANE**

**(TO STRYVER)**

Leave us.

75.

**DAGGETT**

You stay right there! I'm in charge!  
Bane places a gentle hand on Daggett's shoulder.

**BANE**

Do you feel in charge?  
Daggett is taken aback. Stryver leaves.

**DAGGETT**

I've paid you a small fortune -

**BANE**

And that gives you power over me?

Daggett considers the heavy hand on his shoulder. Nervous.

**DAGGETT**

What is this?

**BANE**

Your money and infrastructure have been important. Till now.

**DAGGETT**

What are you?

**BANE**

Gotham's reckoning. Come to end the borrowed time you've all been living on...

Bane gently takes the terrified Daggett's head in his hands...

**DAGGETT**

You are true evil...

**BANE**

I am necessary evil.  
Stryver, on the steps outside the living room, flinches.

**SCENE OMITTED**

76.

**INT./EXT. CRUISER ON GOTHAM STREETS - MOMENTS LATER**

Wayne stares out the window. Blake glances across.

**BLAKE**

When you began...why the mask?

**WAYNE**

To protect the people closest to  
me.

**BLAKE**

You're a loner with no family.

**WAYNE**

There are always people you care  
about. You just don't realize how  
much until they're gone. (Collects  
himself.) The idea was to be a  
symbol. Batman could be anybody,  
that was the point.

**BLAKE**

It was damn good to see him back.

**WAYNE**

Not everybody agrees.

**BLAKE**

They'll figure it out in the end.

**WAYNE**

Got anything on Bane's whereabouts?

**BLAKE**

Yeah, I've got five hundred pages of tunnel records and a flashlight. I could use some help.

**WAYNE**

**(THINKS)**

You know what? Drop me in Old Town...

**EXT. SELINA'S BUILDING, OLD TOWN, GOTHAM - DAY**

Blake drops Wayne off.

**WAYNE**

Don't wait. I'll get a cab.

**77.**

**BLAKE**

You got money?

**WAYNE**

(smiles, sheepish)  
Actually, no.  
Blake hands him some bills, watches him cross the street.  
The radio squawks. Blake reacts - drives off.

**INT. SELINA'S APARTMENT - MOMENTS LATER**

Selina is packing a bag. She hears voices in the stairwell.

**JEN (O.S.)**

I told you, money first.

**WAYNE (O.S.)**

I don't think so.

**INT. STAIRWELL OUTSIDE SELINA'S APARTMENT - CONTINUOUS**

Selina finds Wayne standing there with Jen.

**SELINA**

He's not a mark.  
Jen looks at Selina. At Wayne.

**SELINA**

And he doesn't have a cent to his  
name, anyway.

**INT. SELINA'S APARTMENT - MOMENTS LATER**

Wayne looks at the cramped space. Selina shifts,  
embarrassed.

**SELINA**

Yeah, it's not much. (Smiles.) But  
it's more that you've got right  
now.

**WAYNE**

Actually, they're letting me keep  
the house.

**SELINA**

**(SHAKES HEAD)**

The rich don't even go broke same  
as the rest of us, huh?

**78.**

**WAYNE**

(spots her bag)  
Vacation?

**SELINA**

Let's just say that I've incurred  
the wrath of some people less  
susceptible to my charms than you.

**WAYNE**

My powerful friend hopes to change  
your mind about leaving.

**SELINA**

And how would he do that?

**WAYNE**

By giving you what you want.

**SELINA**

It doesn't exist.

**WAYNE**

He says it does. He wants to meet.  
Tonight.

**SELINA**

Why?

**WAYNE**

He needs to find Bane. He thinks  
you'd know how.

**SELINA**

Tell him I'll think about it.  
Wayne nods, starts to leave.

**SELINA**

Mr. Wayne? I'm sorry they took all  
your money.

**WAYNE**

No, you're not.

**INT. HOSPITAL CORRIDOR - DAY**

Blake moves through the hospital corridor, looking for -

**INT. HOSPITAL ROOM - CONTINUOUS**

Blake enters. Gordon is sitting up in bed, talking to Foley.

**FOLEY**

Can we help you, officer?

**BLAKE**

John Daggett's body was found in a dumpster an hour ago. I thought you might like to know.

**GORDON**

Why?

**BLAKE**

Because Daggett's name is all over the permits I pulled to map the tunnels under Gotham.

Blake hands Gordon a stack of files. Foley glares at Blake.

**BLAKE**

MTA maintenance, sewer construction...

**GORDON**

**(TO FOLEY)**

Where did you get to with the tunnel searches?

**FOLEY**

**(TO BLAKE)**

Remind me to tell the detail to keep hotheads out. (To Gordon.) We've had teams down there, but it's a huge network -

**GORDON**

Get more men, work a grid. I want him found.

**FOLEY**

Yeah, yeah - the masked man. We're

on it.

Gordon eyes the files hungrily - glances up at Blake.

**GORDON**

This is good work. Lose the uniform  
- you're working for me now. We  
could use some hotter heads around  
here.

**80.**

**BLAKE**

This could just be a coincidence.

**GORDON**

You're a detective now, son, you're  
not allowed to believe in  
coincidence anymore.  
Blake tries to conceal his excitement from Foley.

**EXT. WAYNE MANOR - EVENING (END OF DAY)**

Wayne, covering his head with a newspaper, hurries up the  
driveway in the rain. Steps into the alcove. Hits the bell.

**MIRANDA (O.S)**

Nobody's answering.  
Wayne turns to find Miranda there.

**WAYNE**

No. I'm on my own now.

**MIRANDA**

Do you have keys?  
Wayne looks a little helpless all of a sudden.

**WAYNE**

Never needed them...

She takes his hand.

**MIRANDA**

Let's find a window.

**INT. GREAT ROOM, WAYNE MANOR - CONTINUOUS (END OF DAY)**

They force the French windows - enter, brushing off the rain.

**MIRANDA**

Fox worked the board like you've never seen - I'm in, Daggett's out and he's not happy.  
Wayne sets down the newspaper:

**FROM BILLIONAIRE TO BUM**

81.

**WAYNE**

Hope you don't like me for your money.  
Miranda kicks off her shoes. Glances at the paper.

**MIRANDA**

Suffering builds character.  
Then at a photo of Wayne's parents.

**MIRANDA**

I'll take care of your parents' legacy, Bruce.  
Miranda picks up a photo of Rachel.

**MIRANDA**

Who's this?  
Wayne looks at her. Can't find words...

**MIRANDA**

Where's Alfred?

**WAYNE**

He left. Taking everything.  
Miranda puts the photo down. Kisses him. Passionately. Then again. He kisses back. Suddenly the lights go out.

**MIRANDA**

What's that?

**WAYNE**

**(SHEEPISH)**

I think my power's been shut off.

**INT. SAME - LATER (NIGHT)**

Wayne watches as Miranda tends to a roaring fire.

**WAYNE**

You're pretty good at that.

**MIRANDA**

When I was a child we had almost nothing. But on the nights we had a fire, we felt very rich indeed.  
She returns to him, pulling a blanket around both of them.

**82.**

**WAYNE**

I assumed your family was wealthy.

**MIRANDA**

Not always. Not when I was young.

He traces a scar on her shoulder.

**MIRANDA**

An old mistake.

**WAYNE**

I've made a few myself.  
She turns to him, tracing the scars across his chest.

**MIRANDA**

More than a few... (Smiles.) We  
could leave. Tonight. Take my  
plane. Go anywhere we wanted.

**WAYNE**

Someday perhaps. Not tonight.  
She pulls him close. He kisses her. They fold into each  
other, the warm heart at the center of a vast, cold room.

**INT. GREAT ROOM, WAYNE MANOR - NIGHT**

Miranda is sleeping, wrapped in the blanket. Wayne studies  
her for a moment, then slips out...

**INT. BATCAVE - MOMENTS LATER**

Wayne moves to the Batsuit. Picks up the cowl.

**EXT. SKIES ABOVE GOTHAM - NIGHT**

The Bat roars towards downtown. Batman kills the lights and  
main engines - the Bat quietly autorotates into the canyons.

**INT. MIA TUNNEL - LATER**

Catwoman on a wall, watching trains go by. She senses...

**CATWOMAN**

Don't be shy.

...Batman is there.

**83.**

**CATWOMAN**

Wayne says you can get me the  
'Clean Slate'.

**BATMAN**

That depends.

**CATWOMAN**

On what?

**BATMAN**

On what you want it for. I acquired  
it to keep it out of the wrong  
hands.

**CATWOMAN**

Still don't trust me, huh? How can  
we change that?

**BATMAN**

Start by taking me to Bane.

**CATWOMAN**

**(SHRUGS)**

You asked.

Catwoman jumps down. Batman follows. Catwoman leads him down  
into a service tunnel...

**INT. SERVICE TUNNEL - CONTINUOUS**

Catwoman speaks over her shoulder as she walks.

**CATWOMAN**

From here, Bane's men patrol the  
tunnels...and they are not your  
average brawlers.

**BATMAN**

Neither am I.  
Catwoman swings into a -

**INT. SEWER TUNNEL - CONTINUOUS**

A Mercenary patrols. Catwoman comes up behind.

**CATWOMAN**

He's behind you.

**84.**

**MERCENARY**

**(SPINS)**

Who?  
Batman hangs upside down behind him.

**BATMAN (O.S.)**

Me.  
Darkness smashes onto the Mercenary. Gunfire in the tunnel.  
Catwoman races along, pursued by a Mercenary. He is yanked  
off his feet by darkness - he screams...  
Batman picks off more and more Mercenaries. Screams echo...  
Batman follows Catwoman through the dark tunnel.

**CATWOMAN**

Just a little further.  
A grate slams down, separating them - the lights come on. He  
is deep inside.

**INT. BANE'S LAIR, SEWERS - CONTINUOUS**

Mercenaries look down on him from above. Catwoman turns.

**CATWOMAN**

I had to find a way to stop them  
trying to kill me.

**BATMAN**

You've made a serious mistake.

**BANE (O.S.)**

Not as serious as yours, I fear.  
Batman turns. Bane emerges from behind the waterfalls.

**BATMAN**

Bane.

**BANE**

Let's not stand on ceremony here,  
Mr. Wayne.

Catwoman hears the name. Less sure of what she's done.  
Batman moves at Bane - strikes powerful blows - Bane catches his fist.

**BANE**

Peace has cost you strength.  
Victory has defeated you.

**85.**

Bane SMASHES Batman back - kicks him off the catwalk -  
Batman drops, uses his cape to land. Bane climbs down on a  
chain - his men watch in disciplined silence - Batman hurls  
flashbangs at Bane, who doesn't flinch.

**BANE**

Theatricality and deception are  
powerful agents...to the  
uninitiated.  
Batman lashes out at Bane - Bane counters - they separate.

**BANE**

But we are initiated, aren't we,  
Bruce? The League of Shadows. And  
you betrayed us...

**BATMAN**

Us? You were excommunicated. From a gang of psychopaths.

**BANE**

Now I am the League of Shadows,  
here to fulfill R's al Gh'l's

**A U**

destiny...  
Batman hurls himself at Bane, throwing him into the waterfall, where he smashes his fists and gauntlets into Bane's mask again and again, water cascading over them.

Bane is not moving. Just taking the blows. Batman pauses. Bane's arms SHOOT OUT, SMASHING Batman aside - Bane RISES...

**BANE**

You fight like a younger man.  
Nothing held back. No reserves.  
Admirable. But mistaken.  
Batman hits a switch on his belt - the lights go out - Bane turns slowly addressing all the shadows at once.

**BANE**

You think darkness is your ally.  
But you merely adopted the dark. I was born in it. Formed by it...

In the shadows, Batman circles, looking to strike...

**BANE**

I didn't see the light until I was already a man. And by then it was nothing to me but blinding...

**86.**

Bane lunges backwards into the darkness - Batman's throat in his grasp.

**BANE**

The shadows betray you, because they belong to me...

Bane SMASHES him into the ground, POUNDING, pounding, pounding the hard cowl with his bare fists until it CRACKS. Bane RISES from Batman, gestures to the ceiling of the chamber - explosive charges have been drilled into holes...

**BANE**

I will show you where I've made my home while preparing to bring justice. Then...I will break you.

A Mercenary tosses Bane a detonator - Batman watches through cracked cowl - Bane hits the detonator - explosions BURST over his head as the ceiling CRUMBLES revealing: Applied Sciences - Bane has dropped the bottom out of Fox's weapons store...a camouflage Tumbler rests in the rubble.

**BATMAN**

No...

**BANE**

Your precious armory. Gratefully accepted. We will need it.

**INT. APPLIED SCIENCES - CONTINUOUS**

Mercenaries race through the stacks of equipment...

**INT. BANE'S LAIR, SEWERS - CONTINUOUS**

Batman climbs to his feet, swaying. Bane approaches.

**BANE**

I wondered which would break first  
- your spirit...

Batman SWINGS at him - misses - Bane GRABS him, lifts him

**HIGH.**

...or your body.  
Bane brings Batman down onto his knee, BREAKING his back with a horrific CRACK.

87.

In the shadows, Catwoman looks on. Shocked. Bane crouches to pull the broken cowl off the broken Wayne. Mercenaries lift Wayne's body and carry him off... Bane stares into the hollow eyes of his trophy...

Catwoman slinks back into the shadows, and we -

**FADE TO BLACK.**

**FADE IN:**

**EXT. WAYNE MANOR - DAY**

Blake's cruiser pulls up. He noses up to the windows. Nothing.

**EXT. SELINA'S BUILDING, OLD TOWN, GOTHAM - DAY**

Blake sits in his cruiser. Selina exits, wide-brimmed hat, bags. Blake recognizes her. She hails a cab.

**BLAKE**

**(INTO RADIO)**

Get Commissioner Gordon. Tell him  
I've got a line on the  
Congressman's kidnapping.

Blake pulls out to follow.

**INT. TERMINAL, GOTHAM INTERNATIONAL AIRPORT - DAY**

Selina moves through the terminal. She clocks a Uniform Cop

staring at her - ducks down a service hallway.

**INT. SERVICE HALLWAY, AIRPORT - CONTINUOUS**

The Uniform rounds the corner to find Selina applying make-up.

**UNIFORM**

Excuse me, Miss. I need to see your ticket and identification, please.

Selina, surprised, fumbles with her purse.

**SELINA**

Would you mind?

**88.**

She hands the Uniform her hat - punches him through the brim, stuffs him in a closet - plants her mangled hat on his head.

**INT. JETWAY, AIRPORT - MOMENTS LATER**

Selina makes her way down the jetway - spots Security at the far end - turns - Blake smiles at her. Badge in hand.

**INT. INTERROGATION ROOM, AIRPORT - DAY**

Selina, now in cuffs, looks up as Blake walks in.

**BLAKE**

I showed your picture to the Congressman and guess what?

**SELINA**

Don't tell me, still in love?

**BLAKE**

Head over heels. Pressing charges,  
though.  
Blake lays a police file down with a thump.  
You've made some mistakes, Ms.  
Kyle.

**SELINA**

Girl's gonna eat.

**BLAKE**

You have an appetite. Why run? You  
can't hide from us with this  
record.

**SELINA**

Maybe it's not you I'm running  
from.

**BLAKE**

Who then? Bane? What do you know  
about him?

**SELINA**

**(QUIET)**

That you should be as afraid of him  
as I am.

89.

**BLAKE**

We can offer you protection...  
Selina looks at him with contempt. Blake shrugs, switches  
off the tape, moves to the door.

**BLAKE**

When I spotted you, I was looking  
for a friend...Bruce Wayne.  
Selina turns to look at Blake. His eyes plead with her.

**BLAKE**

Did they kill him?

**SELINA**

I'm not sure.

And we -

**CUT TO:**

BLACK SCREEN. Sounds: screaming, laughing, CRYING. Sights: LIGHT, bodies FALLING, a DARK SKULL... And we are -

**INT. STONE CELL - DAWN**

Wayne opens his eyes. Unshaven. Filthy. Someone else is in the cell - Wayne cannot move to look - even the attempt is painful...the skull drifts into his sight. Bane. Squatting at Wayne's bedside, muscled shoulders curving into his mask.

**WAYNE**

Why didn't you just kill me?

**BANE**

You don't fear death. You welcome it. Your punishment is to be more severe.

**WAYNE**

**(SCATHING)**

You're a torturer...

**BANE**

Yes. But not of your body. Of your soul.  
Wayne exhales. Eyes losing focus from sheer pain.

90.

**WAYNE**

Where am I?

**BANE**

Home.

Wayne's eyes dart about: filthy stone walls, distant sunlight from above, iron bars: an underground prison.

Where I learned the truth about despair. As will you. (Rises.)

There is a reason that this prison is the worst hell on earth...

Bane steps to the bars - looks up at a bright opening five hundred feet above. Like being at the bottom of a gigantic well...

Hope. Every man who has rotted here over the centuries has looked up to the light and imagined climbing to freedom. So simple. So easy. And, like shipwrecked men turning to sea water from uncontrollable thirst, many have died trying. I learned that there can be no true despair without hope. (Turns to Wayne.) So as I terrorize Gotham, I will feed its people hope to poison their souls. I will let them believe they can survive so that you can watch them clamber over each other to stay in the sun...

Bane points to an old TV, just outside the bars.

You will watch as I torture an entire city to cause you pain you thought you could never feel again. Then, when you have truly understood the depths of your failure, we will fulfill R's al

**A**

Gh'l's destiny. We will destroy

**U**

Gotham. And when it is done...when Gotham is ashes...then you have my permission to die.

Bane rises. Leaves. Wayne drifts back to unconsciousness.

**EXT. BLACKGATE PRISON - DAY**

A van pulls through the gate. Selina, inside the van, looks up at the formidable grey building.

91.

**INT. BLACKGATE PRISON - CONTINUOUS**

Guards lead Selina down the cells. Whistles and catcalls.

**GUARD**

We're locking her up in here?

**WARDEN**

The Dent Act allows non-segregation based on extraordinary need. First time she broke out of women's correctional she was sixteen. Selina passes a Huge Inmate who strains through the bars...

**HUGE INMATE**

Little closer, baby...

**SELINA**

Why, honey, you wanna hold my hand?

Without breaking step, she slips his outstretched hands between her handcuffed ones and cartwheels, snapping his arms - he screams in agony - she keeps walking...

**WARDEN**

She'll be just fine.

**INT. WAYNE ENTERPRISES - DAY**

Fox comes out of the elevator with Miranda.

**FOX**

I don't see the need for a board

meeting on the energy project -

**MIRANDA**

Bruce got a lot of things right.  
Keeping the board in the dark  
wasn't one of them...  
Fox swings the doors to the boardroom open...

**INT. BOARDROOM, WAYNE ENTERPRISES - CONTINUOUS**

The board is there. Scared. At the head of the table - Bane.

**BANE**

This meeting is called to order.  
Fox and Miranda freeze. Staring at the mask.

92.

**BANE**

Chair and President. I also need  
one ordinary member - Mr. Fox,  
would you care to nominate?

**FREDERICKS**

No. I volunteer.  
The dignified older board member gets to his feet.  
Mercenaries round the three up.

**FOX**

Where are you taking us?

**BANE**

Where you buried your resources.  
The bowels of Gotham.

**INT. HOSPITAL ROOM - DAY**

Gordon, with a Nurse's help, pulls himself to a seated position as Blake watches.

**GORDON**

So you think our friend is gone again?

**BLAKE**

**(GRAVE)**

This time...he might not be coming back.

Gordon takes this in...Foley bursts in, agitated.

**FOLEY**

Okay, Commissioner, you were right.

**GORDON**

What's happened?

**FOLEY**

Your masked man kidnapped the Wayne Enterprises board. He let most of them go, but took three down into the sewers.

**GORDON**

No more patrols, no more hide and seek. Send every available cop down there to smoke him out.

**93.**

**FOLEY**

The Mayor won't want panic -

**BLAKE**

So it's a training exercise.

Foley looks at Gordon.

**FOLEY**

I'm sorry for not taking you

**SERIOUSLY -**

**GORDON**

Don't apologize for believing the world's in better shape than it is...just fight to make it true.

Foley nods. Leaves. Blake gets up.

**GORDON**

Not you. You're telling me the Batman's gone. So you chase up the Daggett leads, any way you can.

Blake nods.

**INT. STONE CELL, UNDERGROUND PRISON - DAY**

Wayne lies, weak, feverish. A Prisoner drips water onto his parched lips. An elderly Blind Prisoner squatting by the wall in the next cell rasps something in an ancient tongue.

**PRISONER**

He asks if you would pay us to let you die. I told him you have nothing.

**WAYNE**

Do it for the pleasure.

The Prisoner puts bread to Wayne's lips.

**PRISONER**

They pay me more than that to keep you alive.

A chant gets Wayne's attention. He rolls his head painfully to watch a Tattooed Prisoner hand a thick rope to a Strong Man, who ties it around his chest, watched by other Prisoners.

**94.**

**PRISONER**

He will try the climb.  
Strong Man starts scaling the wall. The Prisoners' chant grows stronger as he climbs towards the light.

Above: Strong Man stops, perched on a ledge, a twelve-foot leap from the rest of the climb... The chanting peaks as Strong Man leaps...misses...falls. The rope catches - he swings into the rock face. Prisoners fall silent as Strong Man is lowered, broken, bloody, to the prison floor.

**WAYNE**

Has anyone made it?

**PRISONER**

Of course not.

The Blind Prisoner barks at him.

**WAYNE**

What does he say?

**PRISONER**

He says there is one who did. A child...  
INSERT CUT: a child of about ten looks up towards the light.

**PRISONER**

A child who had been born in this hell...

**WAYNE**

Bane.

**PRISONER**

An old legend. Nothing more.  
The Prisoner leaves Wayne's cell - switches on the TV.

**WAYNE**

Don't.

**PRISONER**

Whatever they want you to  
see...it's happening soon.

**95.**

**INT. BANE'S LAIR, SEWERS - DAY**

Bane's men lead Fox, Miranda and Fredericks through the  
debris. Fox stares at Mercenaries working on his old  
inventions...

**EXT. LOCATIONS AROUND GOTHAM - EVENING**

SWATs and Cops mass around entrances to sewers, tunnels...

**INT. MASSIVE TUNNEL - CONTINUOUS**

Bane leads Fox and the others to where Mercenaries plant  
charges on a hewn wall. Dr. Pavel is here. Waiting. Bane  
nods at his men. The wall blows.

**EXT. LOCATIONS AROUND GOTHAM - CONTINUOUS**

A SWAT team about to enter a sewer pipe hear a low echoing boom. They look at each other, then head in. Thousands of Police head into manholes, tunnel entrances, checking weapons, using flashlights...

**INT. MASSIVE TUNNEL - CONTINUOUS**

Bane leads the way over rubble into the REACTOR. Dr. Pavel follows. Bane approaches the machine. Turns to Fox.

**BANE**

Turn it on.

Fox shakes his head. Bane holds his gun to Fredericks' head.

**BANE**

I only need one other board member.  
There are eight more waiting  
upstairs.

**FOX**

I won't do it.  
Fredericks trembles. Bane cocks the weapon.

**MIRANDA**

Alright, stop.  
She walks up to the scanner. Places her hand on it. It beeps. She turns to Fox. Quietly pleading.

**96.**

**MIRANDA**

Lucius, you'll kill this man and  
yourself, and barely slow them  
down.  
Fox reluctantly puts his hand on the scanner. Then  
Fredericks. The core glows brighter and brighter. Dr. Pavel  
is transfixed.

**BANE**

Do your work.  
Bane turns to his men. Gestures at the hostages.  
Take them to the surface. People of  
their status deserve to see the  
next era of western civilization.  
Fox, Miranda and Fredericks are led back into the rubble.

**EXT. GOTHAM STADIUM - DAY**

The Mayor, flanked by Security, talks to a crowd of  
Reporters.

**REPORTER**

We're seeing literally thousands of  
police heading into the sewers -

**MAYOR**

A training exercise, that's all. If  
you'll excuse me, I've got tickets  
to watch our boys thrash Rapid  
City.  
The Mayor heads into the stadium with the crowds...

**INT. SEWERS - CONTINUOUS**

Hundreds of SWATs wade, flashlights swinging, heading  
towards the center... Teams are converging from different  
entry points...

**INT./EXT. CRUISER ON GOTHAM STREETS - CONTINUOUS**

Blake is on the phone.

**BLAKE**

I've been to half Daggett's cement  
plants, logged locations they've  
poured for underground  
construction...

97.

**GORDON (O.S.)**

Anything strange about the pourings?

Blake glances at a large map - dots mark pouring locations.

**BLAKE**

Honestly, Commissioner, I don't know anything about civil engineering.

**GORDON**

But you know about patterns. Keep looking.

Blake pulls up in front of a cement plant.

**INT. REACTOR PLANT - CONTINUOUS**

Dr. Pavel finishes his work. Turns to Bane. Grave.

**DR. PAVEL**

It's done. This is now a four-megaton nuclear bomb.

**BANE**

(to his men)

Pull the core out of the reactor.

**DR. PAVEL**

**(HORRIFIED)**

You can't. This is the only power source capable of sustaining it - if you move it, the core will decay in a matter of months.

**BANE**

Five, by my calculations.

**DR. PAVEL**

And then it will go off.

**BANE**

For the sake of your family, Dr.  
Pavel, I hope so.

Dr. Pavel stares as Mercenaries start to disconnect the  
core...

**98.**

**EXT. CEMENT PLANT - CONTINUOUS**

Blake is led through a fence by a Worker.

**WORKER**

Boss is about to leave.  
Blake walks past cement mixers. Spots someone. A Driver.

**BLAKE**

Hey.  
The Driver turns.

**BLAKE**

That was you outside the stock  
exchange, right?

**DRIVER**

When?

**BLAKE**

When? When half the city's cops  
were trying to pull onto Castle  
Street and your truck shut them  
out.

**DRIVER**

Oh yeah. You're that cop -

**BLAKE**

Detective, now.

Behind Blake the Worker puts his hand in his pocket...

**BLAKE**

And as a detective...I'm not  
allowed to believe in coincidences

**ANYMORE -**

Blake spins, drawing his weapon. The Worker lunges with a knife, Blake smashes his hand to one side and shoots him. The Driver grabs him from behind. Blake wrestles, but the Driver is strong, trained. Blake can't aim his gun, he fires behind, into a steel mixer - the bullets ricochet, one catches the Driver in the back and he goes down... Blake, gasping, kneels beside the Driver.

**BLAKE**

What were you doing?! What?!

The man dies. Blake looks down at his gun. Disgusted. Tosses it down. Pulls out his phone. Dials.

**99.**

**BLAKE**

Commissioner, I'm at the Fourteenth  
Street plant with two dead  
witnesses and a lot of questions.  
Call me -

Blake freezes, stooped to pick up his gun. Looking at some empty barrels...

Commissioner, they've got  
Polyisobutylene here... (Looks  
around.) And motor oil. They  
weren't making cement, they were  
making explosives -

**INT./EXT. CRUISER OUTSIDE CEMENT PLANT - MOMENTS LATER**

Blake grabs his carts - scanning the pattern of the dots - realizes.

**BLAKE**

Oh, God.

Blake fires up the cruiser and pulls out, hard.

**INT./EXT. CRUISER ON GOTHAM STREETS - CONTINUOUS**

Blake is driving furiously, shouting into the radio -

**BLAKE**

Patch me into Foley!

**DISPATCH**

**(OVER RADIO)**

Foley's overseeing the operation -

**BLAKE**

They're heading into a trap!

**EXT. MTA TUNNEL - MOMENTS LATER (DAY)**

Foley, concerned, takes the radio from a colleague.

**FOLEY**

Foley.

**BLAKE**

It's a trap! Pull everyone out!  
Bane's been pouring concrete laced  
with explosives -

**100.**

**FOLEY**

Where?

**BLAKE**

There's a ring around the tunnels -  
they're gonna blow it and trap the  
cops underground!

Foley looks up with dread at the mouth of the tunnel.

**FOLEY**

Pull out! Pull 'em out!

**INT. BOILER ROOM - CONTINUOUS**

Mercenaries rise from a hole in the floor - Bane emerges...

**INT. GOTHAM STADIUM - CONTINUOUS**

The Mayor, in a corporate box, mouths the National Anthem...

**INT. LOCKER ROOM TUNNEL - CONTINUOUS**

The Mercenaries pull out detonators. Bane listens to the  
kickoff like a hunting dog sensing the wind...decides.

**BANE**

Let the games begin.  
The Mercenaries hit the detonators.

**INT. SEWERS - CONTINUOUS**

SWATs react - the tunnel roof behind collapses... Chunks of  
concrete structure drop - thousands of police throughout  
different tunnels are trapped...

**EXT. GOTHAM STADIUM - CONTINUOUS**

The crowd goes wild as a Receiver catches - starts a run - the Mayor looks on, suddenly confused.

As the Receiver sprints for the end zone, the field behind him DROPS away in smoking ruins, swallowing Players... The crowd is not cheering but SCREAMING... The Mayor's box

**EXPLODES...**

**101.**

The Receiver, nearing the touchdown, glances back - sees Armageddon - the entire field is now a smoking mass of rubble, but for one strip of turf...Mercenaries pour out of the tunnel, creating a gauntlet...

**INT./EXT. CRUISER ON GOTHAM STREETS - CONTINUOUS**

Blake's cruiser swerves to avoid eruptions of asphalt. An eruption TOSSES Blake's cruiser onto its roof.

**EXT. GOTHAM RIVER - CONTINUOUS**

All bridges, except the Gotham Bridge, suffer controlled demolitions.

**INT. LOCKER ROOM TUNNEL - CONTINUOUS**

Bane steps into the smoking stadium, a gladiator walking

into the arena...TV cameras swing onto him. Passing a dead umpire, he takes the men's headset - surveys the screaming crowd, lifts an arm for silence, raises the mike to his mask.

**BANE**

Gotham, take control of your city...

**INT./EXT. OVERTURNED CRUISER ON GOTHAM STREET - CONTINUOUS**

Blake squeezes out of his cruiser, reaches in for the radio.

**BLAKE**

Foley?

**FOLEY**

**(OVER RADIO)**

Jesus, Blake! Every cop in the city's down in those tunnels!

**BLAKE**

**(REALIZES)**

Not every cop...

Blake pulls the shotgun from his cruiser - flags down a car.

**102.**

**INT. HOSPITAL ROOM - CONTINUOUS**

Gordon's heart-rate monitor alarms. Gordon wakes, groggy...

**INT. HOSPITAL LOBBY - CONTINUOUS**

Patients and Doctors crowd the entrance. mercenaries with automatic weapons force their way in - hit the stairwell.

**INT./EXT. CAR GOTHAM STREETS - CONTINUOUS**

Blake drives, swerving around dazed and terrified people. Flames and smoke billow from the sewers.

**EXT. GOTHAM HOSPITAL - CONTINUOUS**

Blake races up to the hospital entrance.

**INT. CORRIDOR, GOTHAM HOSPITAL - CONTINUOUS**

Two Mercenaries move room to room, searching.

**INT. HOSPITAL ROOM - CONTINUOUS**

Gordon pulls himself out of his bed, wheeling his IV.

**INT. CORRIDOR, HOSPITAL - CONTINUOUS**

Blake jumps into the corridor, gun raised. Shots echo down the hall - Blake sprints.

**INT. HOSPITAL ROOM - CONTINUOUS**

Blake leaps into the room, gun high - freezes as warm metal touches the base of his skull.

**GORDON (O.S.)**

Clear the corners, rookie.

Blake turns. Gordon holds his service weapon. The Mercenaries are on the ground, dead.

**GORDON**

Get my coat, son.

**103.**

**EXT. GOTHAM STADIUM - CONTINUOUS**

Mercenaries pull the glowing core onto the field.

**BANE**

This is the instrument of your liberation...

**INT. PENTAGON WAR ROOM - CONTINUOUS**

Analysts and military personnel assess the situation.

**ANALYST**

Satellite shows a radiation spike...

**ANALYST 2**

Whatever it is...it's nuclear.

**EXT. GOTHAM STADIUM - CONTINUOUS**

The Mercenaries thrust Dr. Pavel to his knees before Bane.

**BANE**

Identify yourself to the world.

**DR. PAVEL**

Dr. Leonid Pavel, nuclear physicist.  
Bane turns Dr. Pavel's head for the cameras.

**INT. PENTAGON WAR ROOM - CONTINUOUS**

Armed Forces and Intelligence staff scramble to verify.

**CIA ANALYST**

Pavel was confirmed dead - plane  
crash on an Agency pull-out of  
Uzbekistan... But it certainly  
looks like him -

He points to a monitor with a photo of Dr. Pavel. An Air  
Force General rubs his chin, thinking, nervous.

**104.**

**EXT. SKIES ABOVE GOTHAM - CONTINUOUS**

F-22's streak over the river, sizing up the island.

**EXT. GOTHAM STADIUM - CONTINUOUS**

Bane rests his powerful hand on Dr. Pavel's shoulder.

**BANE**

Tell the world what this is.

**DR. PAVEL**

A fully primed neutron bomb. With a  
blast radius of six miles.

**BANE**

And who can disarm this device?

**DR. PAVEL**

Only me.

**BANE**

Thank you, Doctor.

Bane snaps Dr. Pavel's neck in front of the world.

**BANE**

The bomb is armed, the bomb is mobile, the identity of the triggerman is a mystery. One of you holds the detonator - we come not as conquerors, but as liberators to return control of this city to the people. At the first sign of interference from the outside world or of people attempting to flee, this anonymous Gothamite, this unsung hero, will trigger the bomb. For now, martial law is in effect. Return to your homes, hold your families close, and wait. Tomorrow you claim what is rightfully yours. Bane turns, leaves the field, followed by his men.

**INT. PENTAGON WAR ROOM - CONTINUOUS**

The General breaks the silence.

**105.**

**GENERAL**

Pull back the fighters, start high-level reconnaissance flights. And get the President on the line.

**EXT. GOTHAM BRIDGE - SUNSET**

Mercenaries hold the bridge. A tank rolls across from the mainland, soldiers behind. The Lead Mercenary uses a bullhorn.

**LEAD MERCENARY**

Tanks and planes cannot stop us  
detonating our device. Send an  
emissary to discuss terms of access  
for supplies and communication.

A Captain steps forward, walks to the apex of the bridge.

**CAPTAIN**

How many of you are there, son?  
(Nothing.) You don't have enough  
men to stop twelve million people  
leaving that island.

**LEAD MERCENARY**

We don't. But you do.

**CAPTAIN**

Why in the hell would we help you  
keep your hostages?

**LEAD MERCENARY**

If people start crossing this  
bridge Gotham gets blown to hell.  
The Captain considers this. Troubled.

**EXT. SKIES ABOVE GOTHAM - CONTINUOUS**

As night falls the F-22's peel away from the fire-ringed  
city. The voice of the President echoes across the  
airwaves...

**PRESIDENT**

**(OVER RADIO)**

The people of our greatest city are  
resilient. They have proven this  
before, they will prove this  
again...

**INT. STONE CELL, UNDERGROUND PRISON - CONTINUOUS**

Wayne stares at the old TV. At his burning city.

**PRESIDENT**

**(OVER TV)**

We do not negotiate with  
terrorists, but we do recognize  
realities...  
Wayne starts to cry.

**INT. CAR - CONTINUOUS (NIGHT)**

Blake drives the deserted streets. Gordon is slumped in the  
passenger seat, listening.

**PRESIDENT**

**(OVER RADIO)**

As the situation develops, one  
thing must be understood above all  
others... People of Gotham, we have  
not abandoned you.

**BLAKE**

What does that mean?

**GORDON**

It means we're on our own. I have  
to get in front of a camera -

**BLAKE**

Sir, they'll kill you the second  
you show your face -

**GORDON**

The Mayor's dead. I'm the symbol of  
law and order. Bane says he's  
giving Gotham back to the people -  
they need to know that I could  
lead.

**BLAKE**

Bane's not gonna let that happen -

**GORDON**

Then he'll show his true colors.

**BLAKE**

And you'll be dead.

Gordon says nothing.

**107.**

**EXT. GOTHAM STREET - DAY**

Three camouflage Tumblers roll down the deserted street.

**EXT. BLACKGATE PRISON - MOMENTS LATER**

A crowd of news crews has gathered. Guards in the towers look down, apprehensive. The Tumblers roll up, stopping in front of the gates. Bane emerges from the lead Tumbler.

**BANE**

Behind you stands a symbol of  
oppression. Blackgate Prison...

**INT. CELLBLOCK, BLACKGATE PRISON - CONTINUOUS**

Prisoners strain to hear Bane's words. Selina is there.

**BANE (O.S.)**

Where a thousand men have  
languished for years. Under the

Dent Act. Under the name of this

**MAN -**

**EXT. BLACKGATE PRISON - CONTINUOUS**

Bane holds up a photo of Harvey Dent.

**BANE**

Harvey Dent. Held up to you, and  
over you, as a shining example of  
justice and good...

**INT. BLAKE'S APARTMENT - CONTINUOUS**

Gordon sits watching Bane's speech. Blake gathers supplies.

**BLAKE**

We're gonna keep moving you, till  
we can get you in front of a camera

-

**EXT. BLACKGATE PRISON - CONTINUOUS**

Bane sets fire to the picture of Dent...

**108.**

**BANE**

But they supplied you a false idol.  
A straw man. To placate. To stop  
you tearing down this corrupt  
city...

**INT. CELLBLOCK, BLACKGATE PRISON - CONTINUOUS**

The Prisoners start cheering, shouting.

**BANE (O.S.)**

...and rebuilding it the way it  
should have been rebuilt  
generations ago...

**EXT. BLACKGATE PRISON - CONTINUOUS**

Bane drops the burning picture.

**BANE**

Let me tell you the truth about  
Harvey Dent. In the words of  
Gotham's Police Commissioner, James  
Gordon...

**INT. BLAKE'S APARTMENT - CONTINUOUS**

This gets Blake's attention. Gordon watches, uneasy...

**EXT. BLACKGATE PRISON - CONTINUOUS**

Bane unfolds the pages of Gordon's undelivered speech...

**BANE**

'The truth about Harvey Dent is  
simple in only one regard - it has  
been hidden for too long. After his  
devastating injuries, Harvey's mind  
has recovered no better than his

mutilated face. He was a broken, dangerous man, not the crusader for justice that I, James Gordon, have portrayed him to be for the last eight years. Harvey's rage was indiscriminate. Psychopathic. He held my family at gunpoint, then fell to his death in the struggle over my son's life. The Batman did not murder Harvey Dent - he saved

**(MORE)**

**109.**

**BANE (CONT'D)**

my boy. Then took the blame for Harvey's appalling crimes, so that I could, to my shame, build a lie around this fallen idol.'

**INT. BLAKE'S APARTMENT - CONTINUOUS**

Blake stares at the TV, Gordon's face lowers into his hands...

**BANE (V.O.)**

'I praised the madman who tried to murder my own child.'

**EXT. BLACKGATE PRISON - CONTINUOUS**

The crowd is silent, stunned, as Bane continues to read.

**BANE**

'The things we did in Harvey's name brought desperately needed security to our streets... But I can no

longer live with my lie. It is time to trust the people of Gotham with the truth, and it is time for me to resign.'

Bane folds the papers. Looks out to the stunned crowd.  
Do you accept this man's resignation?

Individuals in the crows start shouting 'Yes!'

**INT. CELLBLOCK, BLACKGATE PRISON - CONTINUOUS**

Prisoners cheer, pounding against the bars. Selina watches...

**EXT. BLACKGATE PRISON - CONTINUOUS**

**BANE**

Do you accept the resignation of all the liars?! All the corrupt?! More and more of the crowd is chanting 'Yes!'

110.

**INT. BLAKE'S APARTMENT - CONTINUOUS**

Blake turns to Gordon, who stares at the TV.

**BLAKE**

These men, locked up in Blackgate for eight years, denied parole under the Dent Act. Based on a lie.

**GORDON**

A lie to keep a city from burning to the ground. Gotham needed a hero, someone to believe in -

**BLAKE**

Not as much as it does now. But you

betrayed everything you stood for.

**GORDON**

(looks at Blake)  
There's a point. Far out there.  
When the structures fail you. When  
the rules aren't weapons anymore,  
they're shackles, letting the bad  
get ahead. Maybe one day you'll  
have such a moment of crisis. And  
in that moment, I hope you have a  
friend like I did. To plunge their  
hands into the filth so you can  
keep yours clean.

**BLAKE**

Your hands look pretty filthy to  
me, Commissioner.

Gordon stares at him. Blake goes back to packing.

**EXT. BLACKGATE PRISON - CONTINUOUS**

Bane signals a Tumbler - its turret turns to the prison  
doors.

**BANE**

We take Gotham from the corrupt.  
The rich. The oppressors of  
generations who've kept you down  
with the myth of opportunity. And  
we give it to you, the people.  
Gotham is yours - none shall  
interfere. Do as you please...

The Tumbler fires, blowing the doors to hell.

**(MORE)**

111.

**BANE (CONT'D)**

But start by storming Blackgate and  
freeing the oppressed... Step  
forward, those who would serve...

Bane's men surge through the burning gates...

**INT. BLACKGATE PRISON - CONTINUOUS**

Selina watches as Prisoners stream out of open cell doors.  
She makes her way quietly through the excited throng.

**BANE (V.O.)**

For an army will be raised...  
Mercenaries hand out weapons to escaping Prisoners...

**EXT. PARK BOULEVARD - DAY**

As Mercenaries shoot open locks, people storm into expensive  
apartment buildings overlooking the park...

**BANE (V.O.)**

The powerful will be ripped from  
their decadent nests...

**INT. BEAUTIFUL OLD GOTHAM APARTMENT - DAY**

People ransack the apartment...

**BANE (V.O.)**

...and cast into the cold world the  
rest of us have known and  
endured...

**EXT. PARK BOULEVARD - DAY**

Wealthy people are herded onto the street by Mercenaries...

**BANE (V.O.)**

Courts will be convened...

**INT. STOCK EXCHANGE - DAY**

A kangaroo court is in session, presided over by a Criminal we recognize from Blackgate. Bane watches from the gallery...

112.

**BANE (V.O.)**

The spoils will be enjoyed...

**INT. ELEGANT APARTMENT, PARK BOULEVARD - DAY**

Tough-looking Revellers crack open champagne - spraying it, swigging it - Selina amongst them, watching...

**BANE (V.O.)**

Blood will be shed...

**INT. SEWERS - DAY**

Hundreds of Police living underground. Dividing up supplies lowered by ropes... Ross opens a pack of supplies.

**BANE (V.O.)**

But the police will live, until they are ready to serve true

justice...

**EXT. GOTHAM STADIUM - NIGHT**

Moving in on the bright glow of the core...

**BANE (V.O.)**

This great city will endure...  
Close enough to see the flickering digits of its  
countdown...

**BANE (V.O.)**

Gotham will survive.  
Mercenaries load the core into the back of a black truck.

**INT. STONE CELL, UNDERGROUND PRISON - DAY**

Wayne rolls off his cot. Grunts. The Prisoner realizes Wayne is trying to do a push-up. From the next cell, the Blind Prisoner says something...

**PRISONER**

He says you must first straighten  
your back.  
The Prisoner helps Wayne roll over, painfully.

**113.**

**WAYNE**

How would he know?

**PRISONER**

He was the prison doctor. A  
morphine addict who incurred the  
displeasure of powerful people.  
Including your masked friend.

**WAYNE**

How?

**PRISONER**

Many years ago, during a time of plague, Bane was attacked by other prisoners. The doctor's fumbling attempts to repair the damage left him in perpetual agony. The mask holds his pain at bay.

**WAYNE**

Is Bane the child you spoke of? Was he born here?

**PRISONER**

The legend is that there was a mercenary working for the local warlord who fell in love with his daughter. They married in secret.

The Prisoner takes a rope - ties it under Wayne's arms.

**PRISONER**

When the warlord found out, he condemned the mercenary to this pit. But then exiled him instead.  
INSERT CUT: the Mercenary is dropped at the side of a barren road. He starts to walk.

**PRISONER**

The mercenary understood that the warlord's daughter had secured his release, but he couldn't know the true price of his freedom. She had taken his place in the pit.

INSERT CUT: a Woman is lowered into the prison. The prisoners below all have their faces covered with muslin masks...

**114.**

**PRISONER**

And she was with the child. The

mercenary's child.

INSERT CUT: the Woman watches as the Doctor, (the Blind Prisoner, younger-looking, sighted) examines her small child. The Doctor exits, locking the cell...

**PRISONER**

One day the doctor forgot the lock  
the cell...

INSERT CUT: Prisoners move into the cell towards his mother. The child runs at them with a knife...

**PRISONER**

Innocence cannot flower  
underground. It was to be stamped  
out. But the child had a friend. A  
protector...

INSERT CUT: the Protector, face covered, pulls the Child off the attackers. One grabs for the Child - the Protector snaps his arm, carries the Child into a corner...

**PRISONER**

...who showed the others that this  
innocence was their redemption. The  
mother was not so lucky.  
The Blind Prisoner shouts at the Prisoner. He nods.

**PRISONER**

This is Bane's prison now. Bane  
would not want this story told.  
The Prisoner pulls - Wayne screams in pain as he is pulled upright. The Prisoner ties him off. Checks his spine.  
You have a protruding  
vertebra...I'm going to force it  
back...

**WAYNE**

How -?

The Prisoner punches Wayne in the back, hard. Wayne screams.

**PRISONER**

You stay like this. Until you  
stand.

Wayne passes out from the pain and we FADE TO BLACK.  
Wayne is hanging in his cell, delirious.

115.

**R̄'S AL GH̄L (O.S.)**

**A U**

Did you not think I'd return,  
Bruce?  
R̄'s al Gh̄l, in his Ducard guise, steps in front of Wayne.

**A U**

**R̄'S AL GH̄L**

**A U**

I told you I was immortal.

**WAYNE**

I watched you die.

**R̄'S AL GH̄L**

**A U**

There are many forms of  
immortality.  
Wayne looks inward, remembering...

INSERT CUT: R̄'s at the campfire (from Batman Begins).

**A**

**R̄'S AL GH̄L**

**A U**

Once I had a wife. My great love.  
She was taken from me...

INSERT CUT: the Woman is lowered into the prison...

Wayne looks at R̄'s.

**A**

**WAYNE**

You were the mercenary. Bane is  
your child. Your heir.

INSERT CUT: the Mercenary at the side of the road. R̄'s.

**A**

**R̄'S AL GH̄L**

**A U**

An heir to ensure the League of  
Shadows fulfills its duty to  
restore balance to civilization.

**WAYNE**

No...

**R̄'S AL GH̄L**

**A U**

You yourself fought the decadence  
of Gotham for years. With all your  
strength and resources, all your  
moral authority. And the only  
victory you could achieve was a  
lie. Finally you understand...  
Gotham is beyond saving...

**116.**

**WAYNE**

**NO!**

**R̄'S AL GH̄L**

**A U**

And must be allowed to die.  
CUT TO WHITE. And we are -

**EXT. STREET, DOWNTOWN GOTHAM - DAY**

Snow blankets the street. A Tumbler carves tracks as it patrols the deserted street. Blake peers from behind a parked car - he is crouched, feeding a kite string down a storm drain.

**INT. SEWER TUNNEL - CONTINUOUS**

Ross strains to reach a note dangling on a string - he grasps it. All around him are dozens of Cops living underground...

**EXT. GOTHAM STREET - CONTINUOUS**

Blake winds the string, picks up a jerrycan, hurries off.

**INT. ST. SWITHIN'S HOME FOR BOYS - CONTINUOUS**

The home is packed. People, not just kids, huddle in every corner. Blake spots Father Reilly. Hands him the can.

**BLAKE**

For the bus in case there's a chance to evacuate. Keep it in here - people are siphoning parked cars.

**FATHER REILLY**

Really?

**BLAKE**

**(GRINS)**

How do you think I got it?

**FATHER REILLY**

Right. Any news? Is the

**COMMISSIONER -**

**BLAKE**

Less you know, Father. How're the boys?

**117.**

**FATHER REILLY**

Power's been on more, so they get some TV.

Blake smiles. Moves to the door.  
Blake, you be careful out there.  
They're hunting down cops like dogs.

Blake nods. Leaves.

**INT. ELEGANT APARTMENT, PARK BOULEVARD - DAWN**

Following Selina through rooms strewn with trash, empty bottles and sleeping partygoers. She spots a family photograph, glass smashed. A hand lands on her shoulder.

**JEN**

Who's that?

**SELINA**

This was someone's home.

**JEN**

Now it's everyone's home.

Selina stares out at a Tumbler rolling by.

**JEN**

'Storm's coming', remember? This is what you wanted.

**SELINA**

No. It's what I thought I wanted.

**INT. STONE CELL, UNDERGROUND PRISON - DAY**

The Prisoner unties the rope from Wayne's chest. Wayne stands. Just. Then walks.

**INT. SAME - LATER**

Wayne does push-ups. Stronger. The Prisoner watches.

**PRISONER**

Why build yourself?

**WAYNE**

I'm not meant to die in here.  
The Prisoner indicates the TV:

**118.**

**SIEGE OF GOTHAM: DAY 84.**

**PRISONER**

Here? There? What's the difference?  
Wayne ignores this. Focuses on his body...

**INT. STONE CELL, UNDERGROUND PRISON - DAY**

Wayne moves to the wall - takes the rope from the Tattooed Prisoner, wraps it around his chest. Curious Prisoners gather, the Prisoner at their head. Wayne looks up at the light, hundreds of feet above. Starts to climb. Prisoners

get excited as Wayne RISES - money starts exchanging hands. Reaching the precipice, he checks his rope, looks up at the next handhold, far away. He takes a breath, then LEAPS. His fingers brush the ledge. Wayne DROPS a hundred feet - the rope catches, SLAMMING him into the rock face. The Prisoners disperse, losing interest as the Tattooed Prisoner lowers Wayne on the rope. The Blind Prisoner turns away.

**PRISONER**

I told you it could not be done.

**WAYNE**

You told me a child did it...

**PRISONER**

No ordinary child...  
INSERT CUT: the Protector fights off prisoners as the Child, older now, moves to the climbing wall  
A child born in hell.  
INSERT CUT: the Child makes the climb...pauses, looking down - making eye-contact with the Protector, who fights off Prisoners... They swarm over the Protector, knives drawn.  
A child forged by suffering,  
hardened by pain...  
INSERT CUT: the Child leaps across the abyss, grabbing a handhold on the ledge and swinging up...  
Not a man from privilege.

Wayne's eyes close in despair.

**119.**

**EXT. CHECKPOINT, GOTHAM BRIDGE - DAY**

Supply trucks await inspection. Mercenaries open an 18-wheeler - check boxes of rations...wave it on...

**EXT. SUPERMARKET - CONTINUOUS**

The 18-wheeler pulls up. A line of Gothamites waits patiently along the sidewalk.

**INT. 18-WHEELER - CONTINUOUS**

Three plain-clothes Special Forces Men emerge from the boxes, checking, then concealing weapons. The doors open - they exit.

**INT. SUPERMARKET - CONTINUOUS**

The Special Forces Men carry boxes into the store as if delivering. The Store Manager leads them into the back and down into -

**INT. LOWER STOREROOM - CONTINUOUS**

Where they are met by four Cops out of uniform.

**FOLEY**

You have ID?

**SPECIAL FORCES 1**

Of course not.

**FOLEY**

How can we trust you?

**GORDON (O.S.)**

We don't have any choice.

Gordon and Blake emerge from the back of the room.

**SPECIAL FORCES 1**

Commissioner Gordon? Captain Jones,  
Special Forces.

**GORDON**

Captain, glad to have you here.

120.

**CAPTAIN JONES**

How many of you are there?

**GORDON**

Dozens. I'd rather not say exactly.  
But the men trapped underground  
number almost three thousand.

**CAPTAIN JONES**

What kind of shape they're in?

**GORDON**

They've been getting water, food.

**CAPTAIN JONES**

Could we break them out?

**BLAKE**

Yes, sir - take out the mercenaries  
guarding the outflow south of  
Ackerman Park, blow the rubble,  
you've got a hole big enough for  
ten at a time. I'm in contact with  
my partner - they're waiting for  
the day.

**SPECIAL FORCES 2**

Men who haven't seen daylight for  
three months?

**BLAKE**

Men with automatic weapons who  
haven't seen daylight in three  
months.

**CAPTAIN JONES**

What about the bomb? The satellites  
can't see any radiation hot  
spots...

**EXT. DOWNTOWN STREET - DAY**

Blake scouts with Jones. A rumble makes them turn.

**GORDON (V.O.)**

They keep it on a truck - it must  
have a lead-lined roof. They move  
it constantly.

**CAPTAIN JONES (V.O.)**

But you know the truck?

**121.**

**GORDON (V.O.)**

They've got three of them. The  
routes don't vary much.

Two Tumblers lead a massive black truck down the street.  
Captain Jones reaches into his jacket and triggers a Geiger  
counter. Shows Blake the display. Nods. One of the Tumblers  
stops, turns back. Blake leads them down a side street.

**INT. LOWER STOREROOM - CONTINUOUS**

**CAPTAIN JONES**

What about the triggerman?

**GORDON**

No leads. It's a bluff - Bane  
wouldn't give control of that bomb  
to someone else.

**CAPTAIN JONES**

We can't take that chance. Until we have the triggerman, we just track the device, smuggle men over -

**BLAKE**

While Gotham lives under a warlord, like in some failed state?

**CAPTAIN JONES**

Dial it back, officer. This situation is unprecedented. We can't do anything to risk millions of lives.

**BLAKE**

**(TO GORDON)**

Aren't you gonna tell him?!

**GORDON**

Captain, things are more complicated than you think. There's somebody you need to meet. Blake?  
Blake nods, leads Jones and his men up the stairs.

**EXT. SIDE STREET, DOWNTOWN - CONTINUOUS**

Blake leads them to the door of an empty bank.

**122.**

**INT. TELLSONS BANK - CONTINUOUS**

They head across the empty lobby to an elevator.

**INT. OFFICES ABOVE TELLSONS - MOMENTS LATER**

Blake leads them into empty offices. Cots and makeshift furnishings line the offices and corridors.

**BLAKE**

I was up here looking for a vantage point. Found the people who run the corporation who owns it living here.

**CAPTAIN JONES**

Which corporation?

**FOX (O.S.)**

Wayne Enterprises.  
Lucius Fox is there, with Miranda Tate.

**BLAKE**

Captain, meet Mr. Fox. Mr. Fox, I'd like you to brief the Captain.  
Captain Jones indicates Miranda.

**FOX**

Miss Tate is fully aware of the situation.

**MIRANDA**

And as CEO of Wayne Enterprises, I have to take responsibility for it.

**CAPTAIN JONES**

Why?

**MIRANDA**

Because, Captain, we built it.

**CAPTAIN JONES**

You built the bomb?

**FOX**

It was built as a fusion reactor. The first of its kind. Bane turned the core into a bomb, then

disconnected it from the reactor.

**123.**

**BLAKE**

And here's the important part.

**FOX**

As the device's fuel cells decay,  
it's becoming increasingly  
unstable...until the point of  
detonation.

**BLAKE**

The bomb's a time bomb.

**FOX**

And it will go off. In twenty-three  
days.  
Captain Jones reels at this news.

**BLAKE**

Bane's revolution is a sham. He's  
watching Gotham rearrange its  
deckchairs while the whole ship's  
going down. Your appeasement plan  
might not be as practical as you  
thought.  
Captain Jones throws Blake a look. Addresses Fox.

**CAPTAIN JONES**

Could you disarm it?

**FOX**

I don't know, But I could reconnect  
it to the reactor. Stabilize it.

**CAPTAIN JONES**

We'd have to let the Pentagon know.

**SPECIAL FORCES 2**

They'll be monitoring our

**FREQUENCIES -**

**CAPTAIN JONES**

We have no choice. Let's move away from this location, then call it in.

**124.**

**INT. TELLSONS BANK - MOMENTS LATER**

Captain Jones exits the elevator, followed by his men and Blake. Halfway across the floor, hell breaks loose. Mercenaries blast them with machine guns - the lobby becomes a devastating ambush. Blake dives back into the elevator.

**INT. OFFICES ABOVE TELLSONS - CONTINUOUS**

Blake flies out of the elevator.

**BLAKE**

Fox, somebody sold us out!  
Fox and Miranda burst into the corridor.

**FOX**

Take Miranda -  
Blake grabs Miranda, heads for the back stairs. Mercenaries jump out of the elevator, firing high.

**MERCERNARY**

**DOWN ON THE FLOOR!**

Fox freezes. Lowers himself to the ground.

**INT. TELLSONS BANK - CONTINUOUS**

Captain Jones goes down in a hail of bullets. The other Special Forces Men are down. Bane enters, midgets Jones with his toe. He is alive. Barely. Bane leans in close. Jones looks up at him, defiant.

**CAPTAIN JONES**

I'll die before I talk...

**BANE**

I'm on your schedule, Captain.

Bane places his hand over Jones's nose and mouth.

**MERCERNARY**

There were people living upstairs.

Bane looks up, disinterested. Jones is dead.

**BANE**

Give them over for judgement.  
(Indicates bodies.) Hang them where  
the world will see.

**125.**

**INT. STONE CELL, UNDERGROUND PRISON - DAY**

Wayne stares at the TV: the Special Forces bodies hang in the cables of Gotham Bridge. Wayne throws a stone into the screen.

**INT. SAME - LATER**

Wayne does endless push-ups, squats, stretches. The Blind Prisoner listens. He speaks in an ancient tongue.

**PRISONER**

He says the leap to freedom is not  
about strength.

**WAYNE**

My body makes the jump.

**BLIND PRISONER**

**(CRACKED ENGLISH)**

Survival is the spirit. The soul.

**WAYNE**

My soul's as ready to escape as my  
body.

**BLIND PRISONER**

Fear is why you fail.

**WAYNE**

I'm not afraid. I'm angry.

Wayne throws punches...focused.

**INT. UNDERGROUND PRISON - DAY**

Wayne takes the rope at the foot of the climb. Prisoners  
look up, but none bother to gather round. Wayne starts  
climbing, determined.

He FIGHTS the rock face...breathing hard. Grabs at a rock -  
it comes away in his hand. He DROPS - SMASHES into the rock  
face. The Blind Prisoner shakes his head.

A Skinny Prisoner playing cards with the Prisoner looks up  
at Wayne, hanging upside down.

**SKINNY PRISONER**

Shouldn't you get him down?  
The Prisoner glances up at Wayne, disdainful.

**126.**

**PRISONER**

He'll keep.  
As Wayne drifts into unconsciousness we -  
INSERT CUT: Young Bruce lies at the bottom of the well,  
looking up at his father, lowering down to rescue him.

**THOMAS WAYNE (V.O.)**  
And why do we fall?

**INT. CAVE PRISON - NIGHT**

Wayne wakes with a start - the Blind Prisoner is there.

**BLIND PRISONER**

**(CRACKED ENGLISH)**

You do not fear death. You think  
this makes you strong. This makes  
you weak.

**WAYNE**

Why?

**BLIND PRISONER**

How can you move faster than  
possible? Fight longer than  
possible? If not from the most  
powerful impulse of the spirit. The  
fear of death. The will to survive.  
Wayne gets up onto his elbow. Looks at the Blind Prisoner.

**WAYNE**

I do fear death. I fear dying in  
here while my city burns with no  
one there to save it.

**BLIND PRISONER**

Then make the climb.

**WAYNE**

How?

**BLIND PRISONER**

As the child did. Without the rope.  
(Dry laugh.) Then fear will find  
you again.  
Wayne considers this.

**INT. CAVE PRISON - MORNING**

Wayne puts some scraps of bread into a rough coat which he folds into a makeshift shoulder pack.

**PRISONER**

Supplies for your journey?  
Prisoners nearby laugh. Wayne moves to the cliff face. The Prisoner follows, intrigued by Wayne's new demeanor. The Tattooed Prisoner offers him the rope. Wayne refuses. Starts to climb. Prisoners gather around as word spreads. Wayne makes his way cautiously up the treacherous rock face. Down below the Prisoners start a low chant.  
As Wayne hoists himself up onto the precipice something EXPLODES from the cliff face. Wayne flinches - BATS... They circle up to the opening above...  
Wayne closes his eyes. The chant RISES. Wayne takes a breath...opens his eyes...looks down at the drop...up again...then he jumps.

Time skips a beat as the Prisoners stop breathing.  
And Wayne GRABS the ledge above.  
The Prisoners go WILD as Wayne hoists himself up onto the ledge. The Blind Prisoner nods. Wayne climbs to FREEDOM.

**EXT. CAVE PRISON, NEAR A FORTRESS - CONTINUOUS**

Wayne climbs out of the hole and into formidable desolation. He shoulders his pack - spots a large coil of rope attached to the wall. He pushes it into the hole then walks away...

**INT. BASEMENT, ABANDONED STOCK EXCHANGE - DAY**

A mass of huddled Gothamites. Professionals (traders, industrialists). In a corner, Fox. Mercenaries come down into the chamber, pull out a man, who starts yelling. It is Stryver, Daggett's functionary.

**STRYVER**

I want to see Bane! There's been a

mistake! Take me to Bane!  
Fox watches him dragged upstairs...

**128.**

**INT. ABANDONED STOCK EXCHANGE - MOMENTS LATER**

A kangaroo court. Stryver is dragged before a jeering crowd.

**STRYVER**

There's been a mistake! Where's  
Bane?!

**VOICE (O.S.)**

There's been no mistake, Mr.  
Stryver.

Stryver turns to look at the 'judge': Dr. Jonathan Crane.

**CRANE**

You are Philip Stryver, executive  
vice-president of Daggett  
Industries? (Off nod from Stryver.)  
The same Philip Stryver who for  
years lived like a prince off the  
blood and sweat of people less  
powerful?

**STRYVER**

Call Bane! I'm one of you!  
Jeers. Pull back to reveal a silent figure, watching. Bane.

**CRANE**

Bane has no authority here. This is  
merely a sentencing hearing. The  
choice is yours, death or exile.  
Stryver looks around, terrified, as the crowd shouts  
'Death'.

**STRYVER**

Exile.

**CRANE**

**(SMASHES GAVEL)**

Sold...to the man in the cold  
sweat!  
Mercenaries pull Stryver from the dock...

**EXT. GOTHAM RIVER - DAY**

Stryver, with other wealthy Gothamites, is led down to the ice. A Blackgate Inmate undoes his handcuffs, whispering.

**129.**

**BLACKGATE INMATE**

Follow the tick ice. Try to swim -  
you're dead in minutes.

**STRYVER**

Has anyone made it?  
The Blackgate Inmate turns away. Stryver is forced onto the ice. He shuffles forward, listening to the creaking...  
Stryver is a hundred yards out when the river swallows him.

**INT. EMPTY OFFICE BUILDING - DAY**

Gordon stands over a map of the city. A handful of Cops sit around the room. Waiting. Gordon looks at his watch.

**GORDON**

Where the hell are they? It's not  
like we have a lot of time, here.

**COP**

How long?

**GORDON**

The bomb goes off tomorrow. We've  
got about eighteen hours to do

something.

**COP**

To do what?

**GORDON**

We mark that truck. Get a GPS on it, then we can start thinking about how to take it down. The door opens and Blake enters, followed by ten cops. Gordon is counting them in. He moves to Blake.

**GORDON**

**(LOW)**

That's it?  
Blake just looks at him. Gordon checks the faces. Realizes.

**GORDON**

Foley. Where's Foley, dammit?!  
Gordon heads for the door.

**130.**

**BLAKE**

You shouldn't be out on the streets

-

**EXT. FOLEY'S BROWNSTONE - DAY**

Gordon hurries up the steps to a brownstone. Stabs the bell.

**FOLEY'S WIFE**

Jim. He's not here -

Gordon, furious, addresses the hallway behind her.

**GORDON**

You're sending your wife to the door when the city's under occupation?!

Foley appears at the end of the corridor. Ashamed.

**FOLEY**

Wait in the kitchen, honey.

**GORDON**

What did you do, bury your uniform in the backyard?

**FOLEY**

Jim, you saw what they did to those Special Forces.

**GORDON**

You forgotten all the years we went out on patrol with every gangbanger wanting to plant one as soon as our backs were turned?

**FOLEY**

This is different and you know it. These guys run the city - the government's done a deal with them

-

**GORDON**

Deal?! Bane's got their balls in a vice. That's not a deal -

**FOLEY**

You move against Bane, the triggerman's gonna hit the button -

**131.**

**GORDON**

You think he's given control of that bomb to one of 'the people'?! You think this is part of some revolution? There's one man with

his finger on the button - Bane.

**FOLEY**

We have to keep our heads down until they can fix this. If you still had family here maybe you'd -

**GORDON**

This only gets fixed from inside the city, Foley. (Calmer.) Look, I'm not asking you to walk down Grand in your dress blues. But we've got to do something before this maniac blows us all to hell.

**FOLEY**

I'm sorry Jim. I gotta -

**GORDON**

Keep your head down? What's that gonna do tomorrow, when that thing blows?

**FOLEY**

You don't know that's going to happen.

Foley closes the door on Gordon. Gordon stands there.

**MIRANDA (O.S)**

I hear you're looking for men, Commissioner.

Gordon turns to see Miranda, Blake behind her. Blake shrugs.

**MIRANDA**

How about me, instead?

**GORDON**

Miss Tate, I can't ask you -

**MIRANDA**

My company built it.

**GORDON**

Bruce Wayne built it.

**132.**

**MIRANDA**

And he wanted to destroy it. It was  
me who didn't listen. Please.  
Gordon looks at Blake. Then Miranda. Nods.

**GORDON**

Let's go.

**EXT. GOTHAM STREET - DAY**

A Kid sprints down the deserted street, chased by two  
Gangbangers. The Kid slips in the snow - the men are on him.

**GANGBANGER**

You steal from us, you little  
bastard?

They grab the Kid's backpack, the Gangbanger pulls out an  
apple, moves to hit the Kid when - SMACK! - his hand is  
grabbed, and the apple flies into the air as his arm cracks.  
Selina catches the apple.

**SELINA**

You boys know you can't come into  
my neighborhood without asking  
politely.

Gangbanger 2 lunges with a knife - she spins him, making him  
stab himself in the backside. The Gangbangers run off,  
howling. The Kid eyes her, wary.

**SELINA**

Never steal anything from someone  
you can't outrun, kid.

**KID**

Now you're gonna take it.

Selina looks at the red apple. Takes one perfect bite.

**SELINA**

Just tax.  
She tosses him the apple. He takes it and runs.

**WAYNE (O.S.)**

Pretty generous, for a thief.  
Selina recognizes the voice. Turns to find Wayne - strong,  
but weathered. Beard, work clothes.

**133.**

**SELINA**

You came back. I thought they'd  
killed you.

**WAYNE**

Not yet.

**SELINA**

If you're expecting an apology -

**WAYNE**

It wouldn't suit you. I need your  
help.

**SELINA**

And why would I help you?

Wayne pulls a USB drive out of his pocket.

**WAYNE**

For this. The 'Clean Slate'.

**SELINA**

You're gonna trust me with that?  
After what I did to you?

**WAYNE**

I admit I felt a little let down.

But I still think there's more to you. In fact, I think for you - (indicates USB) this isn't a tool, it's an escape route. You want to disappear. Start fresh.

She looks at him. Takes the drive, staring at it.

**SELINA**

Start fresh? I can't even get off this island.

**WAYNE**

I can give you a way off. Once you've gotten me to Lucius Fox. I need you to find out where they're holding him. Then take me in.

**SELINA**

Why do you need Fox?

**WAYNE**

To save this city.

**134.**

**SELINA**

Who says it needs saving? Maybe I like it this way.

**WAYNE**

Maybe you do. But tomorrow that bomb's going off.

**SELINA**

Get your powerful friend on the case.

**WAYNE**

I'm trying. But I need Fox.

**EXT. GOTHAM STREETS - DAY**

Gordon and his Men are in two-man teams. Gordon is walking down the street with Miranda. He hands her a Geiger counter.

**GORDON**

Stay further up the block. (Points at Men.) They're gonna cross the street and try and slow the truck down. As it approaches, hit this button. If the needle hits two hundred - give me the signal and I mark the truck. Okay?

**BLAKE**

**(OVER RADIO)**

Heads up.

Blake is up on a rooftop. Gordon moves down to the other end of the block. As the truck rumbles into view, Gordon's Men walk out into the street in front of it as if crossing the road. The convoy barely slows. Miranda gives Gordon the signal. As the truck comes past, he tosses a magnetic GPS locator at the lower part of the truck...

Gordon regroups with his Men on the corner. Checks his GPS.

**GORDON**

Got it.

They keep moving, turning down the next street...into an ambush. Dozens of Mercenaries, weapons trained.

**MERCENARY**

Commissioner Gordon, you're under arrest.

135.

**GORDON**

On whose authority?

**MERCERNARY**

The people of Gotham.

Blake, from his vantage point, watches Gordon, Miranda and the other Cops being rounded up and led away...

**INT. BASEMENT, ABANDONED STOCK EXCHANGE - DAY**

Miranda comforts a crying Woman in the corner. Thugs come down the stairs, laughing, leading a Hooded Prisoner. They kick him down the last step and he stumbles. Fox moves to his aid.

**BASEMENT THUG 1**

Find this one a spot, he's got a big day tomorrow.  
They dump the Hooded Man with Fox.

**BASEMENT THUG 2**

We all do. It's not every day you bag Bruce Wayne...  
Fox hears this. Pulls the bag from Wayne's head. Wayne nods at him, silent. Fox nods back. The Thugs leave. Miranda comes over.

**MIRANDA**

Bruce?

**FOX**

You picked a hell of a time to go on vacation, Mr. Wayne.

**WAYNE**

How long until the core ignites?

**FOX**

That bomb goes off in twelve hours.

**WAYNE**

Unless we can connect it to the reactor.

**FOX**

If you can get it there. I'll find a way to plug it back in.  
(Indicates Miranda.) Can you get Miranda out?

**136.**

**WAYNE**

Not tonight. I'm sorry.

**MIRANDA**

Do what's necessary.

**WAYNE**

**(TO FOX)**

Tonight I need you.

**FOX**

What for?

**WAYNE**

To get me back in the game.  
Catwoman comes down the stairs with the Thugs.

**CATWOMAN**

Sorry to spoil things, boys, but Bane wants these guys himself...  
The thugs pull Wayne and Fox to their feet - Miranda looks up.

**WAYNE**

I won't forget about you.

**MIRANDA**

I know.

**EXT. COLONNADE, HOLDING AREA - CONTINUOUS**

The Thugs lead Wayne and Fox along the colonnade. Catwoman spins, takes out one Thug with a heel, one with a punch to the throat. Fox smiles as she unlocks his wrists.

**FOX**

I like your girlfriend, Mr. Wayne.

**CATWOMAN**

He should be so lucky.  
And she's gone. Fox turns to Wayne. Who shrugs.

**INT. DARK SPACE - NIGHT**

Lights flicker on... Wayne and Fox are in the Bat-Bunker.

**137.**

**WAYNE**

Any move I make against Bane or the bomb - the triggerman sets it off.

**FOX**

They can't be using radio or cell - too much interference. Infrared doesn't have the range. It could only be micro-burst long wave...  
Wayne opens a panel in the wall, takes out equipment: mini-mines, Batarangs, utility belt...

**WAYNE**

Could you block it?

**FOX**

Yes. I need the EMP cannon-guidance mount from the Bat. You remember where you parked?  
Wayne nods. Smiles. The Batsuit rises from the floor...

**INT. ABANDONED STOCK EXCHANGE - EVENING (LATE DAY)**

Gordon and his men on trial. Crane presides.

**CRANE**

The charges are espionage and attempted sabotage... Do you have anything to say in your defense?

**GORDON**

No lawyer, no witnesses. What sort of due process is this?

**CRANE**

More than you give Harvey's prisoners, Commissioner. Your guilt is determined, this is merely a sentencing hearing. What's it to be, death or exile?

**GORDON**

Crane, if you think we are going willingly out onto that ice, you've got another think coming.

**CRANE**

Death, then?

**138.**

**GORDON**

Looks that way.

**CRANE**

Very well... Death... (Smiles.) By exile.

He smashes his gavel. Bane leans in to one of his men, indicates Miranda.

**BANE**

Bring her to me.

**INT. STAIRWELL, SKYSCRAPER - SUNSET**

Wayne bounds up the stairs. Fox follows, out of breath

**LUCIUS**

I think it's time to talk about my  
year-end bonus...

**EXT. ROOFTOP, SKYSCRAPER, GOTHAM - MOMENTS LATER**

Fox emerges to see Wayne uncovering the Bat... As the sun  
sets, Fox starts pulling apart the gun mount.

**FOX**

She fly pretty well?

**WAYNE**

Even without the autopilot...

**FOX**

Autopilot? That's what you're there  
for.

**EXT. GOTHAM RIVER - NIGHT**

Gordon and the rest of the men stand at the edge of the ice.  
A Mercenary fires his gun in the air. Gordon takes a breath,  
then leads his men onto the ice...which creaks and groans...  
Further out, Gordon stops - sniffs - looks down: a pool of  
liquid, beside it: a flare. Gordon picks it up, puzzled.

**BATMAN (O.S.)**

Light it up.

**139.**

Gordon, energized by the familiar voice, lights the flare -  
jams it into the liquid, sending a trail of FIRE across the

ice - up into a building where it forms the shape of a  
**BAT...**

**INT. FOLEY'S BROWNSTONE - CONTINUOUS**

**FOLEY'S KIDS**

Dad! Check it out!

**FOLEY'S WIFE**

Honey, take a look!  
Foley moves to a back window. Sees the flaming sign.

**EXT. GOTHAM STREET - CONTINUOUS**

A Mercenary nervously approaches Bane's back.

**MERCENARY**

Sir?

Bane turns. The Mercenary points at the sign.

**MERCENARY**

You think it's really him?

**BANE**

Impossible...

**INT. FOLEY'S BROWNSTONE, BEDROOM - MOMENTS LATER**

Foley yanks up the floorboards. Pull his dress blues from their hiding place.

**EXT. OUTFLOW PIPE, ACKERMAN PARK - CONTINUOUS**

Mercenaries guarding the entrance see the sign. One of them moves out to get a better look. WHAM! He is taken out by a dark figure. The figure steps into the light - it is Blake...

**EXT. GOTHAM RIVER - CONTINUOUS**

Batman hands Gordon a metal box.

**140.**

**BATMAN**

This blocks the remote detonator signal to the bomb. Get it onto the truck by sunrise. They might hit the button when it starts.

**GORDON**

When what starts?

**BATMAN**

War.

**EXT. OUTFLOW PIPE, ACKERMAN PARK - CONTINUOUS**

Blake takes out a second Mercenary - moves over to the open manhole. Ross emerges - nots at Blake, who helps him climb out. BANG - Ross goes down as Blake dives for cover. Blake is grabbed by Mercenaries. They detonate the manhole, sealing it, prepare to execute Blake. A dark shape drops onto the Mercenaries... Blake watches, in awe, as Batman takes them out in a fury of punches and kicks - then it is finished. Quiet. One of the Mercenaries moves slightly.

**BLAKE**

You missed a spot.  
Batman boots him in the head as he moves towards Blake.

**BATMAN**

If you're working alone, wear a mask.

**BLAKE**

No one cares who I am.

**BATMAN**

The mask is not for you. It's to protect the people you care about.

**BLAKE**

Huh. And you always seem to know where those people are. How is that?

**BATMAN**

I lost someone once. Since then I break into their homes when they're sleeping and implant a tracking device on the back of their neck.

Blake laughs. Then feels the back of his neck. Batman tosses Blake a mini-mine.

**141.**

**BATMAN**

On three - one, two, three -  
They throw the mini-mines at the rubble of the entrance -  
the blasts barely move any rubble.

**BLAKE**

No offense, but you got anything bigger in that belt?

**BATMAN**

That's to warn the men on the other

side.  
Batman disappears into the shadows.

**BLAKE**

But how do we -?  
KAABOOOM! The Bat's cannons light up the night.

**BLAKE**

Okay.

Cops climb out into the cold night - skinny, ragged, but glad to be alive and carrying guns...

**BLAKE**

What now?

**BATMAN**

All-out assault on Bane...but you need to get the people you care about across the bridge.

**BLAKE**

Why?

**BATMAN**

In case we fail. Lead an exodus across the bridge. Save as many lives as you can.

**BLAKE**

Don't you need me here?

**BATMAN**

You've given me an army. Now go.  
Blake nods. Turns to leave. Stops.

**142.**

**BLAKE**

Thank you.

**BATMAN**

Don't thank me yet.

**BLAKE**

I might not get a chance later.

Batman nods. Blake disappears into the night.

**EXT. GOTHAM STREET - CONTINUOUS**

Gordon checks the metal box. Puts it under his coat. Nods at his men, hiding in the doorways. Checks his GPS...

**EXT. ALLEY - NIGHT**

Batman leads Catwoman to a rusty old container. He opens it, revealing the Bat-Pod. Catwoman's eyes light up.

**CATWOMAN**

Oh, you shouldn't have...  
She hops on, feeling the controls.

**BATMAN**

The mid-town tunnel's blocked by debris, but the cannons give you enough firepower to make a path for people.

Catwoman marvels at the controls...

**BATMAN**

To start it, you -

**VARROOOM!**

**CATWOMAN**

I got it.

**BATMAN**

We've got forty-five minutes to

save this city -

**CATWOMAN**

No, I've got forty-five minutes to get clear of the blast radius, because you don't stand a chance against these guys.

**143.**

**BATMAN**

With your help I might.

She shakes her head.

**CATWOMAN**

I'll open that tunnel, then I'm gone.

He looks at her.

**BATMAN**

There's more to you than that. She stares back at him. Facade slipping a touch.

**CATWOMAN**

Sorry to keep letting you down. He says nothing. She looks at him, imploring. Come with me. Save yourself. You don't owe these people anymore - you've given them everything...

**BATMAN**

Not everything. Not yet.

Batman turns. Catwoman watches him go. Then fires up the bike and takes off.

**EXT. STREETS LEADING TO SOUTH TUNNEL - NIGHT**

Catwoman tears along on the Bat-Pod. She pulls up at the

tunnel entrance blocked by stacked vehicles.

**EXT. DOWNTOWN STREETS - DAWN**

The army of Cops stands at the low end of the street. At the top is Bane's stronghold - City Hall. Men pour out of the building, forming up into an opposing line. A Cop wearing full dress blues steps forward. It is Foley. The silence is eerie... The numbers look evenly matched - until two Tumblers arrive.

**VOICE**

**(OVER LOUDSPEAKER)**

**DISPERSE. DISPERSE OR BE FIRED**

**UPON.**

The Cops look shaky, pale, but determined.

**144.**

**FOLEY**

There's only one police in this city.  
He steps forward. The line follows.

**EXT. CITY HALL - CONTINUOUS**

Bane stands in the colonnade. Watching.

**BANE**

Open fire.

**EXT. STREET, DOWNTOWN GOTHAM - CONTINUOUS**

The Tumblers FIRE into the line of Cops, THROWING men into the air, SCREAMING. The line of Cops is about to scatter - WHOOSH. The Bat DROPS down in front of the Cops and BLASTS both Tumblers, FLIPPING them sideways. The Bat RISES and the cops run towards the Mercenaries, firing - until they are close enough to fight hand-to-hand. The street is filled with thousands of men in pitched battle.

**EXT. STREETS LEADING TO SOUTH TUNNEL - CONTINUOUS**

Catwoman, hearing the distant battle, blasts the tunnel blockage...the dust settles. Her path is clear.

**EXT. GOTHAM STREET - CONTINUOUS**

Gordon heard the fighting. Checks the box. Nervous.

**GORDON**

Come on, come on...

**EXT. DOWNTOWN STREET - CONTINUOUS**

Bane strides through the battle, taking out Cops left and right. A space clears - he is face the face with the Batman...

**BANE**

You came back. To die with your city.

**BATMAN**

No. I came back to stop you.

**145.**

Bane leaps at Batman, smashing powerful blows into his head. Batman ducks, weaves and smashes his fists into Bane's side. Someone is watching from the window of City Hall - Miranda.

**EXT. GOTHAM STREET - CONTINUOUS**

The black truck rounds the corner. Gordon signals his man in a Greyhound bus - who pulls across the street. The truck smashes into the bus and stops. Gordon and his men swarm in, blasting at the Guards. Gordon opens the back - empty. No bomb. Wrong truck.

**GORDON**

That's impossible... Come on! Cut over to Fifth!

They sprint for the next parallel avenue...

**INT. REACTOR PLANT - CONTINUOUS**

Fox hurries into the reactor - starts throwing switches...

**EXT. ST. SWITHIN'S HOME FOR BOYS - CONTINUOUS**

Blake leads the boys out of the home - points down the street.

**BLAKE**

Knock on doors, spread the word - the bomb's going to blow! Get out by the South Street tunnel, or over the bridge! Do two blocks, then get back to the bus!  
The boys race down the street. Father Reilly climbs into the bus.

**EXT. DOWNTOWN STREETS - CONTINUOUS**

Batman and Bane fight, Batman pushing Bane back - a Tumbler roars between them, separating them. Batman chases after.

**146.**

**INT. LOBBY, CITY HALL - CONTINUOUS**

Bane SMASHES backwards through the door, Batman on him. Batman POUNDS Bane against the marble floor. Mercenaries guarding Miranda move towards them -

**BANE**

Stay back. He is mine -  
Bane SMASHES Batman's head - moves in for the kill, but Batman SMASHES Bane to the ground, RIPS sideways across the tubes of Bane's mask with the blades of his forearm. Bane bellows, thrashing in AGONY. Batman holds him down with a hand on his throat - searches him with his free hand.

**BATMAN**

Give me the trigger! You'd never give it to an ordinary citizen -  
Bane's thrashing calms as he stares at Batman through pain-soaked eyes...gasping through his broken mask for relief.

**BANE**

I broke you. How have you come back?

**BATMAN**

You thought you were the only one who could learn the strength to escape?  
Bane looks at Batman, curiosity behind his pain.

**BANE**

I never escaped - R's al Gh'l

**A U**

rescued me. That is why I must

fulfill his plan. That is why I  
must avenge his murder.

**BATMAN**

**(CONFUSED)**

The child of R's al Gh made the

**A U**

**CLIMB -**

**MIRANDA (O.S)**

But he is not the child of R's al

**A**

Gh...

**U**

Batman flinches, frozen as Miranda leans into his ear...

**147.**

**MIRANDA**

I am.  
Miranda has a knife through Batman's suit, into his ribs...  
And though I am not 'ordinary', I  
am a citizen...

She pulls out the trigger...

**EXT. FIFTH STREET - CONTINUOUS**

Gordon spots the second black truck moving down the street.  
His men pull in front, slowing it. Gordon jumps into the  
back. The truck accelerates - Gordon drops, hanging on to  
the bumper, struggling with the box, trying to turn it on...

**INT. LOBBY, CITY HALL - CONTINUOUS**

Batman cannot move to defend himself. He has Bane by the throat, but Miranda has her knife in his side -

**MIRANDA/TALIA**

My mother named me Talia before she was killed. The way I would've been killed if not for my protector...Bane.

INSERT CUT: the child, Talia, makes eye-contact with the Protector, then leaps. Down below, Prisoners swarm over the protector, ripping the muslin from his face. Bane looks up at Talia, says one quiet word -

**BANE**

Goodbye.  
Then is overrun.

**TALIA**

I climbed out of the pit...  
INSERT CUT: Young Talia stands by the hole looking out at the landscape...  
I found my father and brought him back to exact terrible vengeance - but by that time...the prisoners and the doctor had done their work to my friend...my protector...  
Talia reaches up to touch Bane's mask.

**148.**

INSERT CUT: the League of Shadows descend into the prison - at their head, R's al Gh'l. They slaughter prisoners. Then

**A U**

stop. R's al Gh'l has found Bane, bandaged.

**A U**

**TALIA**

The League took us in. Trained us...

**INT. TEMPLE, LEAGUE OF SHADOWS - DAY**

Bane in a prototype mask, stands on logs, blocking blows from men with sticks.

**TALIA (V.O.)**

But my father could not accept  
Bane.  
Ra's al Ghul watches Bane training. Turns away.

**A U**

**INT. LOBBY, CITY HALL - CONTINUOUS**

Talia looks into Bane's eyes as she holds the knife in Batman's side.

**TALIA**

He saw only a monster who could  
never be tamed. Whose very  
existence was a reminder of the  
hell he'd left his wife to die in.  
He excommunicated Bane from the  
League of Shadows. His only crime  
was that he loved me. I could not  
truly forgive my father...  
Talia looks at Batman, cold.  
Until you murdered him.

**BATMAN**

He was trying to kill millions of  
innocent people -

**TALIA**

'Innocent' is a strong word to  
throw around Gotham, Bruce. I honor  
my father by finishing his work.  
Vengeance against the man who  
killed him is simply a reward for  
my patience...

Talia twists the knife in Batman's side.  
You see, it's the slow knife...the  
knife that takes its time, the

**(MORE)**

**149.**

**TALIA (CONT'D)**

knife that waits years without  
forgetting, then slips quietly  
between bones...that's the knife -  
Talia arms the trigger...  
- that cuts deepest.  
She hits the button - nothing.

**EXT. FIFTH STREET - CONTINUOUS**

A light on the metal box is blinking. Gordon hangs on -

**INT. LOBBY, CITY HALL - CONTINUOUS**

Talia turns, furious.

**BATMAN**

Your knife may have been too  
slow...  
A Mercenary steps forward -

**MERCENARY**

The truck's under attack -  
Talia looks around, mind racing.

**TALIA**

Gordon. (To Batman.) You gave him a  
way to block my signal. No matter -  
(Looks at watch.) He's bought  
Gotham eleven minutes. (Shouts at  
Mercenary.) Prepare a convoy. We  
must secure the bomb until it  
detonates.  
Talia jumps to her feet. Bane grabs a shotgun from a

Mercenary - points it at Batman.

**TALIA**

Not yet... I want him to feel the heat. (To Batman.) Feel the fire of twelve million souls you failed. Talia reaches up to Bane's mask, reconnects his tubes, tenderly.  
Goodbye, my friend.  
Bane nods at her, slowly. Talia moves out with the Mercenaries.

**150.**

**EXT. CITY HALL - CONTINUOUS**

Talia gets into a Tumbler with a Mercenary. Three Tumblers pull out in convoy, blowing anything out of the way - cars, cops.

Foley stands in the road, firing his sidearm. Talia's Tumbler SMASHES him out of the way.

**INT. LOBBY, CITY HALL - CONTINUOUS**

Bane grabs Batman, throws him into the floor - checks the rounds in the barrels.

**BANE**

You'll have to imagine the fire -

He shuts the gun - jams it into Batman's face.

We both know I need to kill you now.

He squeezes the trigger. BLAMMM! Bane is blasted across the lobby by cannon fire.

Catwoman is there, on the Bat-Pod.

**CATWOMAN**

The whole no-guns thing? I don't feel as strongly about it as you do.

**EXT. GOTHAM BRIDGE - CONTINUOUS**

Blake pulls up to the barricade, leads the kids off, marching them up the bridge, Father Reilly at the rear. A Uniform shouts through the loudhailer -

**UNIFORM**

Stay there! What are you doing?!

**BLAKE**

**(PULLS BADGE)**

Blake, MCU - I'm getting these boys to safety -

**UNIFORM**

Safety?! You're gonna get us all killed. Anyone crosses this bridge they blow the city -

**151.**

**BLAKE**

It's gonna blow anyway. We need this bridge open right now.

**UNIFORM**

No one leaves the island. Orders -

**BLAKE**

Whose orders? Bane's?

**UNIFORM**

Police Department's.

**BLAKE**

Haven't you heard the shooting? The Batman's battling it out with Bane

-

**UNIFORM**

The Batman's dead. Look, Officer -

**BLAKE**

It's Detective -

**UNIFORM**

Well, Detective, you take one more step, we have to shoot you. Two more steps, we have to blow the bridge.

**BLAKE**

(to the boys)  
Wait for me back at the bus.  
The Boys walk back down the bridge...

**EXT. DOWNTOWN STREETS - CONTINUOUS**

Talia's convoy surrounds the black truck. Tumblers off each flank, protecting the bomb as it counts down...

**INT. LOBBY, CITY HALL - CONTINUOUS**

Batman looks at Catwoman.

**BATMAN**

I need you on the ground, me in the air, we have to force that convoy east, to the entrance to the

**REACTOR -**

152.

**EXT. CITY HALL - MOMENTS LATER**

Catwoman roars down the steps on the Bat-Pod.

**INT. BLACK TRUCK - CONTINUOUS**

Gordon climbs into the back of the truck - the bomb is there, heating up. He looks at the countdown - nine minutes...

**EXT. GOTHAM BRIDGE - CONTINUOUS**

Blake turns back to the Uniform.

**BLAKE**

Your orders are out of date! The situation's changed! Listen, I'm a cop like you. And I'm walking out there. Please don't shoot me.  
Blake walks. Shots ring out at his feet. He keeps walking...

**EXT. GOTHAM STREETS - CONTINUOUS**

The Bat descends on the convoy, Catwoman approaches on the ground. A rolling battle ensues. Catwoman targets the rear of the Tumblers, Batman swings the Bat in low at the junctions, trying to force the convoy east... The Tumbler's gun turrets swing around onto Catwoman. She swerves to avoid heavy fire.

**EXT. GOTHAM BRIDGE - CONTINUOUS**

Blake continues to walk, ignoring the warning shots.

**UNIFORM**

Son-of-a-bitch! (To his partner.)  
Blow it! Before he reaches the line

-

His partner arms the detonator. Uniform shouts at Blake -

**UNIFORM**

Get down! We're blowing the bridge!  
As Blake looks, disbelieving, the bridge in front of him  
blasts upwards in a massive fireball. Blake dives backwards.

**153.**

**EXT. GOTHAM STREETS - CONTINUOUS**

The Bat blasts away in front of the convoy, making a huge crater in front of a Tumbler and trapping it, rear in the air. Catwoman dodges around it, uses the Bat-Pod cannons to take out another Tumbler... The countdown ticks away...seven minutes.

**INT. REACTOR PLANT - CONTINUOUS**

As Fox fires up the reactor something catches his eye - something is wrong...

**EXT. GOTHAM BRIDGE - CONTINUOUS**

The smoke clears, Blake sees the impossible gap.

**BLAKE**

You idiots! You sons of bitches!  
You're killing us!!

**INT. BLACK TRUCK - CONTINUOUS**

Gordon climbs out the back of the truck but is immediately strafed by gunfire from the Tumblers. He dives back inside, moves to the front of the trailer - looks at the bulkhead, gauging the driver's position. Starts firing blind through the bulkhead -

**INT. CAB, BLACK TRUCK - CONTINUOUS**

Bullets fly through the cab. The driver takes one, falls forward, dead. Talia takes the wheel - bullets keep coming.

**EXT. GOTHAM BRIDGE - CONTINUOUS**

Blake races back. Father Reilly has the boys in a huddle,

**PRAYING -**

**BLAKE**

Father! Get the boys on the bus -

**FATHER REILLY**

But there's nowhere to go, son.

**154.**

**EXT. GOTHAM STREETS - CONTINUOUS**

The Bat spins down in front of the black truck, forcing it into a hard right turn...

**INT. TRUCK - CONTINUOUS**

Talia watches the navigation screen.

**TUMBLER DRIVER**

**(OVER RADIO)**

They're trying to force us onto

**GRAND -**

**TALIA**

Pushing us to the entrance of the reactor. They're going to try and reconnect the core.

**TUMBLER DRIVER**

**(OVER RADIO)**

Can they?

Talia smiles.

**INT. REACTOR PLANT - CONTINUOUS**

Fox runs to a ladder. Alarms sound. As he hits the ladder he turns. A massive rumble builds - water SMASHES into the reactor, flooding in from both directions.

**EXT. GOTHAM STREETS - CONTINUOUS**

Catwoman comes up behind the lead Tumbler. She blasts it again and again - it flips diagonally into the path of the black truck, causing the truck to lurch onto its side. Both vehicles careen into the mouth of the tunnel.

**INT. REACTOR PLANT - CONTINUOUS**

Fox loops his arm around a rung of the ladder and braces as a wave smashes into him, painfully...

155.

**EXT. TUNNEL ENTRANCE - CONTINUOUS**

Gordon jumps out of the truck, opening the rear doors to expose the glowing core. Catwoman pulls up on the Bat-Pod.

**GORDON**

Give me a hand!  
The Bat lands at the tunnel mouth. Gordon moves in to try and grab the core but it is too hot.  
Let's get a cable on it and drag it out! Come on, we're almost there -  
Laughter. Gordon turns. Talia, lying half out the truck. Dying.

**TALIA**

Fox showed me how to operate the reactor core. Including the emergency flood -

**INT. REACTOR PLANT - CONTINUOUS**

Fox pulls himself above the rising whitewater -

**EXT. TUNNEL ENTRANCE - CONTINUOUS**

Gordon looks down at Talia. Batman is at his side.

**TALIA**

There is no way to stop this bomb. Prepare yourselves... (Looks up at Batman.) My father's work is done.

Talia smiles as her eyes flutter closed. Gordon turns - Batman is at the core, plunging his hands into the heat to attach a hoist from the Bat.

**GORDON**

What're you doing?

**BATMAN**

Two minutes. I can fly it out over the bay...

Catwoman is at his side as he works.

**CATWOMAN**

Rig it out to fly over the water, then bail -

**156.**

**BATMAN**

No autopilot.  
She takes this in. He stands to face her.

**CATWOMAN**

You could've gone anywhere. Been anything. But you came back here.

**BATMAN**

So did you.

**CATWOMAN**

I guess we're both suckers.  
She puts her arms around his neck. Kisses him. Batman moves to the Bat, Gordon alongside.

**GORDON**

So this is the part where you vanish, only this time you don't come back?

Batman opens the canopy.

**EXT. GOTHAM BRIDGE - CONTINUOUS**

Blake grabs at the smallest boys, shoving them onto the bus.

**BLAKE**

Come on! On the bus!

**FATHER REILLY**

What're you doing?

**BLAKE**

Protection from the blast -

**FATHER REILLY**

It's an atom bomb -!

Blake turns on Father Reilly, furious.

**BLAKE**

You think they need to hear that in their last seconds? You think I'm going to let them die without hope?

**157.**

**EXT. TUNNEL ENTRANCE - CONTINUOUS**

Gordon puts a hand on Batman's arm.

**GORDON**

I never cared who you were -

**BATMAN**

And you were right.

**GORDON**

But shouldn't the people know the hero who saved them?

**BATMAN**

A hero can be anyone. That was always the point.

Batman sits into the cockpit, then looks again at Gordon.  
Anyone. A man doing something as  
simple and reassuring as putting a  
coat around a little boy's  
shoulders to let him know that the  
world hadn't ended...

The canopy closes - and as the Bat fires up Gordon remembers

-

INSERT CUT: Gordon, in his uniform, wraps the overcoat  
around the Young Bruce's shoulders, his eyes reassuring,  
loving.

Gordon looks up to the cockpit -

**GORDON**

Bruce Wayne?

- but is dusted by downdraft as the Bat RISES. Gordon LEAPS  
out of the way as the core is dragged along and out of the  
tunnel mouth.

The Bat struggles with the weight of the smoking core... A  
building is in the way - Batman fights the controls but  
there's no power to get over it.

**EXT. GOTHAM BRIDGE - CONTINUOUS**

Blake shouts into the bus -

**BLAKE**

Heads down! Heads down, now!

**158.**

**FATHER REILLY**

Blake, they need to make their  
peace.

Blake turns to him, furious.

**BLAKE**

They're children! They have no  
peace to make -

An EXPLOSION from downtown Gotham. Blake looks across, startled, turns to the children on the bus.

Get down! This is it!

The smallest of the boys stares through the window past Blake.

#### **LITTLE BOY**

No. That's Batman!

Blake turns to see the Bat thundering out of the heart of Gotham, trailing smoke, the core hanging from it. It curves dangerously close to the bridge before heading for the mouth of the river...the bay...the ocean...

Until a point of light fires into an enormous nuclear BLAST - wind and light and dust blowing VIOLENTLY but harmlessly over the bridge, the tunnel mouth, all of Gotham...

As the nuclear dawn fades over Gotham, and we see its inhabitants start to raise their heads, and helicopters and boats converge on the island, we hear a voice. Jim Gordon.

#### **GORDON (V.O.)**

'I see a beautiful city and a brilliant people rising from this abyss...'

Blake pulls out his badge. Throws it into the river.

#### **GORDON (V.O.)**

'I see the lives for which I lay down my life, peaceful, useful, prosperous and happy...'

#### **EXT. GARDENS, WAYNE MANOR - DAY**

Gordon is reading from A Tale of Two Cities. Opposite is Fox, arm in a sling, and Blake, grim. Another figure is there, whose face we do not yet see...

**GORDON**

'I see that I hold a sanctuary in their hearts, and in the hearts of their descendants, generations hence. It is a far, far better thing that I do, than I have ever done...'

Gordon closes the book, looking down at Bruce Wayne's grave.

'It is a far, far better rest that I go to than I have ever known.'

Gordon looks up at the figure standing across from him...

Alfred. Tears streaming.

Fox places a gentle hand on Alfred's shoulder, then leaves.

Gordon and Blake follow. Alfred, alone with the Wayne family, turns to the grave beside Bruce's - the grave of Thomas and Martha Wayne.

**ALFRED**

I'm so sorry. I failed you. You trusted me, and I failed you. And the old man's shoulders begin to shake with sobs.

**EXT. FRONT ENTRANCE, WAYNE MANOR - CONTINUOUS**

Gordon nods at Lucius. Blake is at Gordon's side.

**GORDON**

Can I change your mind about quitting the force?

**BLAKE**

No. What you said about structures. About shackles. I can't take it. The injustice. (Gestures at gardens.) I mean...no one's ever going to know who saved an entire city.

**GORDON**

They know. (Off look.) It was Batman.

**EXT. PLAZA, DOWNTOWN GOTHAM - DAY**

Gordon, on a platform with dignitaries, watches a statue being unveiled. The curtain parts: Batman, immortalized in granite. We move in on the stone face...

**VOICE (V.O.)**

Mr. Wayne's will was not amended to reflect his more modest estate...

**INT. LAWYER'S OFFICE - DAY**

The voice belongs to Wayne's lawyer, addressing a small group.

**LAWYER**

Nonetheless, there are considerable assets to dispose of... The contents of the house are to be

**SOLD -**

He glances up to see someone slip into the room - Blake.

**EXT. WAYNE MANOR - DAY**

Movers carefully bring artworks and furniture out of the house, watched by a solitary figure. Alfred.

**LAWYER (V.O.)**

- to settle the estate's accounts. The remainder is left in its entirety to Alfred J. Pennyworth...

**INT. LAWYER'S OFFICE - DAY**

Blake shifts. Out of place. The Lawyer continues.

**LAWYER**

The house and grounds are left to the city of Gotham, on condition that they never be demolished, altered, or otherwise interfered

**WITH -**

**161.**

**EXT. WAYNE MANOR - DAY**

Different movers carry bunk beds into the huge house.

**LAWYER (V.O.)**

And that they shall be used for one purpose, and one purpose only...  
A schoolbus pulls up. Father Reilly shepherds children towards the house. The children look up at the house, wide-eyed.

The housing and care of the city's at-risk and orphaned children.  
A sign reads:

**THE MARTHA AND THOMAS WAYNE HOME FOR CHILDREN**

**INT. LAWYER'S OFFICE - DAY**

People file out as the Lawyer stands.

**LAWYER**

My clerk will help anyone with the smaller correspondences and instructions...  
Blake approaches the Clerk. She smiles.

**BLAKE**

Blake, John.

**CLERK**

**(CHECKS LIST)**

Nothing here.

Blake realizes, offers her his driving license.

**BLAKE**

Try my legal name.

The Clerk glances at the license. Checks.

**CLERK**

Yup, here it is.

She reaches down behind the desk, sorting through various items, and hands him a sports bag. Blake takes it, curious.

**CLERK**

You should use your full name. I like that name... Robin.

**162.**

Blake smiles, embarrassed. Leaves.

**LAWYER**

Any word on the missing item?

**CLERK**

No, not yet.

**LAWYER**

Well, they'd better leave no stone unturned... We can't just put a string of pearls on the manifest as 'lost'.

**INT. APPLIED SCIENCES - DAY**

Fox stands in front of the second camouflage rotor. Two Techs are examining the controls in the cockpit.

**TECH 1**

Why worry about the stabilization software? This whole autopilot system's obsolete -

**FOX**

Please, I just need to know what I could've done to fix it.

**TECH 2**

But Mr. Fox, it's already been fixed. (Typed on panel.) Software patch...six months ago.

**FOX**

**(CONFUSED)**

Check the user ident on the patch...

Tech 2 types some more keys. Looks surprised.

**TECH 2**

Huh. Bruce Wayne.

Fox turns away from the rotor, an idea starting to form...

**EXT. WOODS - DAY**

Blake sits in his car looking at a GPS device, puzzled. Beside him, the sports bag, open. In it is a piece of paper with coordinates, on top of some climbing rope and shackles. Blake gets out of the car with the bag. Follows the GPS into the trees.

**163.**

**EXT. CAFÉ, FLORENCE - DAY**

Alfred, paper under his arm, heads to his usual table. Sits.

**WAITER**

Lei e solo?

**ALFRED**

Si, Fernet Branca, per cortesia.

**EXT. WOODS - DAY**

Blake finds a large waterfall... He checks his GPS, confused. Stares at the waterfall. Reaches for the climbing gear...

**EXT. MCU - NIGHT**

Gordon steps onto the roof with his pile of arrest reports...

**EXT. CAFÉ, FLORENCE - DAY**

As Alfred sips his drink, he glances up at a couple at the next table. Strangers. Alfred looks back down...

**INT. CAVE - DAY**

Moving in on the waterfall from inside... Blake bursts through, landing painfully on the shale inside. he gets to his feet, moving cautiously into the cave...

**EXT. MCU - NIGHT**

Gordon bangs his files against the air duct, straightening them. He stops. Sees something. The searchlight...fixed.

Gordon runs his fingers across a brand new, steel Bat symbol... He looks up into the night...

**INT. CAVE - DAY**

Blake lights his torch...then ducks, crouching, as THOUSANDS of SCREECHING creatures descend. BATS...

**164.**

**EXT. CAFÉ, FLORENCE - DAY**

Alfred folds his paper. Pulls out his money, then stops, seeing...across the tables, a familiar couple... Bruce smiles at Alfred, who nods. Bruce turns back to the pretty brunette in pearls. Selina. Alfred pays his bill, content.

**INT. CAVE - DAY**

Blake lifts his head, FEELING the bats all around him... Blake RISES, and is SWALLOWED by the darkness of their wings and we -

**FADE OUT.**

**CREDITS.**

**THE END.**